

**INSTRUCTIONS**  
**FORM 45-106F1 REPORT OF EXEMPT DISTRIBUTION**

**E-Form Instructions**

**1. Working with the E-Form**

- a. Click on the "Save" button, located at the upper right corner of the E-Form, to save a copy of the E-Form at any time. Enter the name of the issuer or underwriter for whom the E-Form is being filed for in the appropriate field. When you first save the E-Form, a link to the saved E-Form will be emailed to you. The link to the saved E-Form will remain active for 30 days. However, once you have submitted the E-Form, the link will only be available for 14 days from the date of submission.

You can print a copy of the E-Form or email the link to others for review.

- b. Please use the arrow keys at the top of each page in order to move backwards or forwards through the E-Form. Do not use the 'Back' and 'Forward' buttons on your Internet browser or you will be redirected out of the E-Form and have to start filling out the E-Form all over again.
- c. If you want to print a copy of the saved E-Form from the link that has been sent to you, please use the print button provided, rather than choosing "file, print" from your browser menu.
- d. Items highlighted in yellow are mandatory fields. You will be unable to submit the E-Form unless such fields are completed.
- e. In Items 7, 8 and 9 you may add or remove information by clicking on the appropriate "add" or "x" buttons.
- f. A Firm NRD number is required in Items 4 and 6. If you do not know the Firm NRD number, you can check the CSA's [National Registration Search](#) tool.

Item 8 and clause f of Schedule 1 of Form 45-106F1 requires information for each person who the issuer directly provides, or will provide compensation in connection with the distribution. In completing these items for Form 45-106F1, if you are uncertain about or do not know whether the person you are compensating is registered or is relying on an exemption from registration, or what their Firm NRD number is, please go to the CSA's [National Registration Search](#) tool to check. Additionally, if a person compensated is relying on the "international dealer exemption" or the "international adviser exemption" (as set out in section 8.18 and in section 8.26, respectively, of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*), please include their Firm NRD number.

- g. Before you submit the E-Form, we suggest that you carefully check the information provided and print a copy of the E-Form to review. **We recommend that you save a copy of the E-Form immediately prior to submitting it.** You can make an amended submission if an error was made in your initial filing (see 7. Amended submissions).

If you have not saved a copy of the E-Form, or you have saved a copy but are making an amended submission more than 14 days after your initial submission, the amended submission will require you to complete the entire E-Form again. The information provided in your initial submission will not be automatically pre-populated into your amended submission.

If you have saved a copy of the E-Form, submitted it within 30 days of saving, and are making an amended submission within 14 days following your initial submission, you can use the link to the saved E-Form to make an amended submission with the E-Form pre-populated with the information provided in your initial submission.

## **2. Accredited investor prospectus exemption**

If the issuer relies on the accredited investor prospectus exemption in section 73.3(2) of the *Securities Act* (Ontario) (the **Act**) for a distribution in Ontario, identify the exemption relied on as section 2.3 [*Accredited investor*] of National Instrument 45-106 *Prospectus Exemptions (NI 45-106)* in the E-Form (in Item 7(f) and clause (e)1 of Schedule 1).

When providing the specific paragraph number in the definition of “accredited investor” that applies to the purchaser (in clause (e)2 of Schedule 1), identify the corresponding paragraph number in section 1.1 of NI 45-106. Do not provide the paragraph number in section 73.3(1) of the Act.

## **3. Family, friends and business associates prospectus exemption**

If the issuer relies on the family, friends and business associates prospectus exemption for a distribution in Ontario, identify the exemption relied on as section 2.5 [*Family, friends and business associates*] of NI 45-106 in the E-Form (in Item 7(f) and clause (e)1 of Schedule 1), not section 2.6.1 of NI 45-106.

## **4. Schedule 1 and 2 templates**

Item 7 requires purchaser information to be provided in Schedule 1. If Item 9 is required to be completed, information about directors, executive officers, promoters and control persons must also be provided in Schedule 2. You must file Schedules 1 and 2 using the Excel templates developed by the CSA. Links to the Schedule 1 and 2 templates are found in Items 7 and 9 of the E-Form, respectively.

We suggest that you download and save the templates to your computer before you begin working on the E-Form. Providing this information in the template will allow you to save it and work on it at your convenience. Once the templates are completed, you must attach and submit them together with the E-Form.

## **5. Fees**

- a. All issuers and underwriters (except issuers that distribute securities in reliance on the offering memorandum exemption in s. 2.9 of NI 45-106) must pay an activity fee of \$500 when they submit a Form. Issuers that have distributed securities in reliance on the offering memorandum exemption in s. 2.9 of NI 45-106 must pay a fee based on the greater of (i) \$500 or (ii) 0.025% of gross proceeds realized by the issuer from the distribution in Ontario. The amount of the fee is set out in Appendix C (Activity Fees) of OSC Rule 13-502 *Fees*. Payment can be made upon submission of the E-Form using either credit card or debit card. Please have your payment information available.
- b. If you have missed the deadline for filing the Form (see 8. Filing deadline) you will be subject to a late fee. The amount of the late fee is set out in Appendix D (Additional Fees for Late Document Filings) of OSC Rule 13-502 *Fees*. Please separately mail a cheque payable to the "Ontario Securities Commission" for this amount referencing the submission ID number of the submitted Form to which the late fee pertains and the term "Late Fee for Form 45-106F1" in the memo line of the cheque, to the following address:

Ontario Securities Commission  
Attention: Finance

20 Queen Street West, 22nd Floor  
Toronto, Ontario M5H 3S8

## 6. Signature and certification

Item 10 includes a certificate that requires an officer or director of the issuer or underwriter to certify that all of the information provided in the report is true. The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the Form is different from the individual certifying the Form, provide their name and contact details in Item 11. Please ensure that you have obtained appropriate authority from the issuer or underwriter to complete and submit the Form.

## 7. Amended submissions

If an error was made when you initially filed the Form, you must file an amended Form by selecting “Amended report” in Item 1 of the E-Form and reference the submission ID number (e.g. EDR111111 that you received when you filed your initial submission. There is also a comment field that allows you to explain what is being amended from your initial submission. See 1.g., above, for details on when an amended submission may be automatically pre-populated with the information provided in your initial submission.

## 8. Filing deadline

Please refer to Part 6 (Reporting Requirements) of NI 45-106 for deadlines for filing the Form. Forms submitted and received by the OSC by 11:59 p.m. on the last day that they are due will be considered to be filed on time.

### ***Disclaimer***

*This electronic filing portal (the Portal) is provided as a non-commercial public service and may be used only for complying with the requirements of OSC Rule 11-501 Electronic Delivery of Documents to the Ontario Securities Commission. The Portal and all electronic forms available on the Portal are made available through this website for convenience only. They are provided “AS IS” and “AS AVAILABLE” without any representations, warranties or conditions, whether express or implied, including warranties or conditions of merchantability or fitness for a particular purpose. Users are solely responsible for their use of the Portal and the submission of a form through the Portal.*

*The Ontario Securities Commission and its respective members, commissioners, officers, staff, agents and service providers are not responsible or liable for the unavailability of any form, the Portal or the website, for any errors or omissions of any kind which may occur through use of a form, the Portal or the website, or for any damages which may arise from use of a form, the Portal or the website.*

## **A. General Instructions**

### **1. Filing instructions**

An issuer or underwriter that is required to file a report of exempt distribution and pay the applicable fee must file the report and pay the fee as follows:

- **In British Columbia** – through BCSC eServices at <http://www.bcsc.bc.ca>.
- **In Ontario** – through the online e-form available at <http://www.osc.gov.on.ca>.
- **In all other jurisdictions** – through the System for Electronic Document Analysis and Retrieval (SEDAR) in accordance with National Instrument 13-101 *System for Electronic Document Analysis and Retrieval (SEDAR)* if required, or otherwise with the securities regulatory authority or regulator, as applicable, in the applicable jurisdictions at the addresses listed at the end of this form.

The issuer or underwriter must file the report in a jurisdiction of Canada if the distribution occurs in the jurisdiction. If a distribution is made in more than one jurisdiction of Canada, the issuer or underwriter may satisfy its obligation to file the report by completing a single report identifying all purchasers, and file the report in each jurisdiction of Canada in which the distribution occurs. Filing fees payable in a particular jurisdiction are not affected by identifying all purchasers in a single report.

In order to determine the applicable fee in a particular jurisdiction of Canada, consult the securities legislation of that jurisdiction.

## **2. Issuers located outside of Canada**

If an issuer located outside of Canada determines that a distribution has taken place in a jurisdiction of Canada, include information about purchasers resident in that jurisdiction only.

## **3. Multiple distributions**

An issuer may use one report for multiple distributions occurring within 10 days of each other, provided the report is filed on or before the 10th day following the first distribution date. However, an investment fund issuer that is relying on the exemptions set out in subsection 6.2(2) of NI 45-106 may file the report annually in accordance with that subsection.

## **4. References to purchaser**

References to a purchaser in this form are to the beneficial owner of the securities.

However, if a trust company, trust corporation, or registered adviser described in paragraph (p) or (q) of the definition of “accredited investor” in section 1.1 of NI 45-106 has purchased the securities on behalf of a fully managed account, provide information about the trust company, trust corporation or registered adviser only; do not include information about the beneficial owner of the fully managed account.

## **5. References to issuer**

References to “issuer” in this form include an investment fund issuer and a non-investment fund issuer, unless otherwise specified.

## **6. Investment fund issuers**

If the issuer is an investment fund, complete Items 1-3, 6-8, 10, 11 and Schedule 1 of this form.

## **7. Mortgage investment entities**

If the issuer is a mortgage investment entity, complete all applicable items of this form other than Item 6.

## **8. Language**

The report must be filed in English or in French. In Québec, the issuer or underwriter must comply with linguistic rights and obligations prescribed by Québec law.

## 9. Currency

All dollar amounts in the report must be in Canadian dollars. If the distribution was made or any compensation was paid in connection with the distribution in a foreign currency, convert the currency to Canadian dollars using the daily noon exchange rate of the Bank of Canada on the distribution date. If the distribution date occurs on a date when the daily noon exchange rate of the Bank of Canada is not available, convert the currency to Canadian dollars using the most recent closing exchange rate of the Bank of Canada available before the distribution date. For investment funds in continuous distribution, convert the currency to Canadian dollars using the average daily noon exchange rate of the Bank of Canada for the distribution period covered by the report.

If the Bank of Canada no longer publishes a daily noon exchange rate and closing exchange rate, convert foreign currency using the daily single indicative exchange rate of the Bank of Canada in the same manner described in each of the three scenarios above.

If the distribution was not made in Canadian dollars, provide the foreign currency in Item 7(a) of the report.

## 10. Date of information in report

Unless otherwise indicated in this form, provide the information as of the distribution end date.

## 11. Date of formation

For the date of formation, provide the date on which the issuer was incorporated, continued or organized (formed). If the issuer resulted from an amalgamation, arrangement, merger or reorganization, provide the date of the most recent amalgamation, arrangement, merger or reorganization.

## 12. Security codes

Wherever this form requires disclosure of the type of security, use the following security codes:

Security code	Security type
BND	Bonds
CER	Certificates ( <i>including pass-through certificates, trust certificates</i> )
CMS	Common shares
CVD	Convertible debentures
CVN	Convertible notes
CVP	Convertible preferred shares
DEB	Debentures
FTS	Flow-through shares
FTU	Flow-through units
LPU	Limited partnership units
NOT	Notes ( <i>include all types of notes except convertible notes</i> )
OPT	Options
PRS	Preferred shares
RTS	Rights
UBS	Units of bundled securities ( <i>such as a unit consisting of a common share and a warrant</i> )
UNT	Units ( <i>exclude units of bundled securities, include trust units and mutual fund units</i> )
WNT	Warrants
OTH	Other securities not included above ( <i>if selected, provide details of security type in Item 7d</i> )

## B. Terms used in the form

1. For the purposes of this form:

**“designated foreign jurisdiction”** means Australia, France, Germany, Hong Kong, Italy, Japan, Mexico, the Netherlands, New Zealand, Singapore, South Africa, Spain, Sweden, Switzerland or the United Kingdom of Great Britain and Northern Ireland;

**“eligible foreign security”** means a security offered primarily in a foreign jurisdiction as part of a distribution of securities in either of the following circumstances:

- (a) the security is issued by an issuer
  - (i) that is incorporated, formed or created under the laws of a foreign jurisdiction,
  - (ii) that is not a reporting issuer in a jurisdiction of Canada,
  - (iii) that has its head office outside of Canada, and
  - (iv) that has a majority of the executive officers and a majority of the directors ordinarily resident outside of Canada;
- (b) the security is issued or guaranteed by the government of a foreign jurisdiction;

**“foreign public issuer”** means an issuer where any of the following apply:

- (a) the issuer has a class of securities registered under section 12 of the 1934 Act;
- (b) the issuer is required to file reports under section 15(d) of the 1934 Act;
- (c) the issuer is required to provide disclosure relating to the issuer and the trading in its securities to the public, to security holders of the issuer or to a regulatory authority and that disclosure is publicly available in a designated foreign jurisdiction;

**“legal entity identifier”** means a unique identification code assigned to the person

- (a) in accordance with the standards set by the Global Legal Entity Identifier System, or
- (b) that complies with the standards established by the Legal Entity Identifier Regulatory Oversight Committee for pre-legal entity identifiers;

**“permitted client”** has the same meaning as in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*;

**“SEDAR profile”** means a filer profile required under section 5.1 of National Instrument 13-101 *System for Electronic Document Analysis and Retrieval (SEDAR)*.

2. For the purposes of this form, a person is connected with an issuer or an investment fund manager if either of the following applies:
  - (a) one of them is controlled by the other;
  - (b) each of them is controlled by the same person.