

**Form 45-103F4
Report of Exempt Distribution**

Issuer information

1. State the full name, address and telephone number of the issuer of the security distributed. Include former name if name has changed since last report. If this report is filed by a vendor, other than the issuer, also state the full name and address of the vendor.

2. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

Details of distribution

3. State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

4. For each security distributed:
 - (a) describe the type of security, and
 - (b) state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date.

5. Complete the following table for each Canadian and foreign jurisdiction where securities were distributed. Provide a total dollar value of all securities distributed in all jurisdictions.

Each jurisdiction where securities are distributed	Price per security (Canadian \$)	Total dollar value of distribution in jurisdiction (Canadian \$)
Total dollar value of distribution in all jurisdictions (Canadian \$)		

6. Provide details of the distribution by completing ~~schedules A and B~~ **the attached schedule**.

Commissions and finder's fees

7. Provide the following information for each person who is being compensated in connection with the distribution(s). When disclosing compensation paid or to be paid, include discounts, commissions or other fees or payments of a similar nature directly related to the distribution. Do not include payments for services incidental to the trade, such as clerical, printing, legal or accounting services.

Full name and address of person being compensated	Compensation paid (in Canadian \$ and, if applicable, number and type of securities)	Exemption relied on and date of distribution (if applicable)	Price per share (Canadian \$)

Certificate

On behalf of the issuer (or vendor), I certify that the statements made in this report and in each schedule to this report are true.

Date: _____

Name of issuer or vendor (please print)

Print name and position of person signing

Signature

Schedule A

~~Provide the following information on a separate page attached to this report for each type of security distributed to a director, senior officer, control person, promoter or insider of the issuer and, if known to the issuer, to any person or company registered under the securities legislation of a jurisdiction of Canada. If this report is being filed for securities distributed on more than one distribution date, add a column to identify the dates the securities were distributed to each purchaser. This information will be made available to the public under the securities legislation in British Columbia.~~

~~Full name of purchaser, municipality and jurisdiction of residence Position with issuer or type of registration under securities legislation Number and type of securities purchased Total purchase price (Canadian \$) Exemption relied on~~

Schedule B

Provide the following information on a separate page attached to this report for each type of security distributed. **The information in this schedule will not be placed on the public file of any securities regulatory authority.**

If the report is being filed for securities distributed on more than one distribution date, add a column to identify the dates the securities were distributed.

In British Columbia, for distributions under the exemptions in Part 4 of Multilateral Instrument 45-103 *Capital Raising Exemptions*, also give the telephone number and e-mail address of the purchaser. If the purchaser has refused to provide this information, the issuer must include a statement to this effect in the report.

~~In Saskatchewan, for exempt distributions based on the purchaser's close personal friendship or close business association with a director, senior officer, founder or control person of the issuer or an affiliate of the issuer, add a column identifying the name and position of the relevant director, senior officer, founder or control person of the issuer or affiliate of the issuer for purchasers in Saskatchewan. Add a second column describing in detail the nature of the relationship between the purchaser and the relevant director, senior officer, founder or control person of the issuer or affiliate of the issuer. It is not sufficient to simply state that the relationship exists.~~

Full name and residential address of purchaser	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

INSTRUCTION

Instruction:

1. File this report and the applicable fee with the securities regulatory authority in each jurisdiction in which the issuer has distributed securities on or before the 10th day after the distribution of the security.
2. If distributions have not occurred within 10 days of each other, separate reports must be filed.
3. In order to determine the fee payable, consult the securities legislation of each jurisdiction. In some jurisdictions, the fee is calculated as a percentage of the proceeds realized by the issuer from, or total dollar value of, the securities distributed in that jurisdiction, as set out in item 5 of this report.

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authorities for the purposes of the administration and enforcement of the securities legislation. ~~In British Columbia, all of the information required under this form, except for the information contained in schedule B, is made available to the public.~~ Freedom of information legislation in certain jurisdictions may require the securities regulatory authority to make this information available if requested. As a result, the public may be able to obtain access to the information.

If you have any questions about the collection and use of this information, contact the securities regulatory authorities in the jurisdictions where the form is filed, at the address(es) set out below.

Alberta Securities Commission

4th Floor, 300 - 5th Avenue SW
Calgary, AB T2P 3C4
Telephone: (403) 297-6454
Facsimile: (403) 297-6156

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, BC V7Y 1L2
Telephone: (604) 899-6854
Toll free in British Columbia and Alberta 1-800-373-6393
Facsimile: (604) 899-6506

The Manitoba Securities Commission

1130 - 405 Broadway Avenue
Winnipeg, MB R3C 3L6
Telephone: (204) 945-2548
Facsimile: (204) 945-0330

Securities Commission of Newfoundland

P.O. Box 8700
2nd Floor, West Block
Confederation Building
St. John's, NFLD A1B 4J6
Telephone: (709) 729-4189
Facsimile: (709) 729-6187

Northwest Territories

Securities Registry
Department of Justice
1st Floor Stuart M. Hodgson Building
5009 - 49th Street

Government of the Northwest Territories

Yellowknife, NT X1A 2L9
Telephone: (867) 920-3318
Facsimile: (867) 873-0243

Nova Scotia Securities Commission

2nd Floor, Joseph Howe Building
1690 Hollis Street
Halifax, NS B3J 3J9
Telephone: (902) 424-7768
Facsimile: (902) 424-4625

Government of Nunavut

Department of Justice
Legal Registries Division
P.O. Box 1000 - Station 570
1st Floor, Brown Building
Iqaluit NU X0A 0H0
Telephone: (867) 975-6190
Facsimile: (867) 975-6194

Prince Edward Island Securities Office

95 Rochford Street, P.O. Box 2000
Charlottetown, PE C1A 7N8
Telephone: (902) 368-4569
Facsimile: (902) 368-5283

Saskatchewan Securities Commission

6th Floor
~~1919 Saskatchewan Drive 800-1920 Broad Street~~
Regina, SK S4P 3V7
Telephone: (306) 787-5879
Facsimile: (306) 787-5899