

APHRIA

Thank you! Your form and the following attachments Aphria OSC Schedule I.xls, Aphria Investor Presentation (July 2014) Revised.pdf, You must attach Commissions and Finders Fees file before submitting the form have been submitted! Please print and save a copy of this receipt, the Form and attachments for your records.

Submission ID number is EDR1407344351-769, submitted date and time: 2014-08-08 17:08:48.222

Issuer Information

Item 1: State the full name of the issuer of the security distributed and the address and telephone number of its head office. Include the former name of the issuer if its name has changed since last report. If an underwriter is completing this form, also state the full name of the underwriter and the address and telephone number of the head office of the underwriter.

Who is completing the form? * Issuer Underwriter

Issuer Full Name * Former "Issuer Full Name" if changed since last report

Pure Natures Wellness Inc. d/b/a Aphria	
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Head Office Address Information

Street Address *	Phone Number *		
265 Talbot Street West	(844) 427-4742		
City *	Province/Territory/Other *	Postal/Zip Code *	Country *
Leamington	Ontario	N8H 4H3	Canada

Underwriter Name

Underwriter Head Office Address Information

Street Address	Phone Number		
City	Province/Territory/Other	Postal/Zip Code	Country

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

Reporting Issuer? *

Yes No

Item 3: Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed. *

- | | |
|--|---|
| <input type="checkbox"/> Bio-tech | <input type="checkbox"/> Mining - exploration/development |
| <input type="checkbox"/> Financial Services - investment companies and funds | <input type="checkbox"/> Mining - production |
| <input type="checkbox"/> Financial Services - mortgage investment companies | <input type="checkbox"/> Oil and Gas |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Industrial | <input checked="" type="checkbox"/> Other (describe) |

Other Industry

Details of distribution

Item 4: Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report. *

[Attach the completed Excel file here](#)

[Aphria OSC Schedule I.xls](#) 1,752 KB

To attach Schedule I, you must save a copy of it on your computer before uploading.

Date Format: MM/DD/YYYY

Item 5: State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

* First Distribution Date	07/31/2014
Other Distribution Date(s)	

Item 6: For each security distributed:

a) describe the type of security * Debt Securities Equity and Other Securities Derivatives

Subscription receipts

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

Total number of securities distributed *	Expiry Date *	Exercise Price *
11,500,000 <input checked="" type="checkbox"/> Convertible <input type="checkbox"/> Exchangeable		

Other Terms

Each subscription receipt entitles the Subscriber to receive (i) one common share in the capital of the Corporation and (ii) one common share purchase warrant . Each Warrant entitles the holder to acquire one Common Share at a price per Underlying Share of \$1.50 for a period of five years.

Underlying security * Debt Securities Equity and Other Securities Derivatives

Other [describe]

Common Shares and Common

- c) State the exemption(s) relied on. *
- 45-106-2.3 [Accredited investor]
 - 45-106-2.5 [Family, friends and business associates - except in Ontario]
 - 45-106-2.9(1) or (2) [Offering memorandum - except in Ontario]
 - 45-106-2.10 [Minimum amount]
 - 45-106-2.12 [Asset acquisition]
 - 45-106-2.13 [Petroleum, natural gas and mining properties]
 - 45-106-2.14 [Securities for debt]
 - 45-106-2.30 [Isolated distribution by issuer]
 - 45-106-5.2 [TSX Venture Exchange offering - except in Ontario]

If an offering memorandum is provided to a prospective purchaser, you are requested to attach an electronic version of the offering memorandum (see section 5.4 of OSC Rule 45-501 - Ontario Prospectus and Registration Exemptions)

[Aphria Investor Presentation \(July 2014\) Revised.pdf](#) 1,441 KB

Check this box if the current version of the offering memorandum relating to this distribution has previously been filed with the OSC and provide the date it was filed.

Date	
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Add
Del

Details of distribution

Item 7: Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 8, below.

Each jurisdiction where purchasers reside*	Number of purchasers *	Price per security ¹ *		Total dollar value raised from * purchasers in the jurisdiction (Canadian \$)
		(Canadian \$) Low	High	
Alberta	10	\$ 1.1	\$ 1.1	1,191,355
Country				
British Columbia	10	\$ 1.1	\$ 1.1	655,737.5
Country				
Ontario	71	\$ 1.1	\$ 1.1	7,825,816.9
Country				
Other	1	\$ 1.1	\$ 1.1	1,903,000
Cayman Islands				
Other	1	\$ 1.1	\$ 1.1	200,090
Panama				
Other	1	\$ 1.1	\$ 1.1	720,000.6
Bahamas				
Other	2	\$ 1.1	\$ 1.1	44,000
United States				
Manitoba	1	\$ 1.1	\$ 1.1	110,000
Country				

Total number of purchasers **97**

**Total dollar value of
distribution in all jurisdictions
(Canadian \$)** **12,650,000**

Note 1: If securities are issued at different prices list the highest and lowest price the securities were sold for. If securities are issued at the same price, list that price under both "Low" and "High".

Commissions and finder's fees

Item 8: Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

Alternatively, you may provide the same information by completing and uploading the commissions and finder's fee template found at the beginning of the Form.

Not applicable Attach Excel File

If the securities being issued as compensation are or include convertible securities, such as warrants or options, please add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted. Add footnote

<input type="checkbox"/> Individual		<input checked="" type="checkbox"/> Firm *	
First Name	Last Name	Firm Name *	
		Clarus Securities Inc.	
Street Address *		City *	Province/Territory/Other *
Exchange Tower, 130 King Street West, Suite 3640		Toronto	Ontario
Postal/Zip Code *	Country *		
M5X 1A9	Canada		
<input checked="" type="checkbox"/> Cash	<input checked="" type="checkbox"/> Securities *	Cash (Canadian \$) *	573,996.07
Number of securities issued *	Type of securities issued *	Price per security *	Exemption relied on * Date of distribution *
802,268	Other [describe]	0	06-2.3 [Accredited inve: 07/31/2014
Total dollar value of compensation (Canadian \$). Total dollar value should include the value of any securities and cash added together. *			573,996.07
<input type="checkbox"/> Individual		<input checked="" type="checkbox"/> Firm *	
First Name	Last Name	Firm Name *	
		PI Financial Corp.	
Street Address *		City *	Province/Territory/Other *
3401-40 King Street West		Toronto	Ontario
Postal/Zip Code *	Country *		
M5H 3Y2	Canada		
<input checked="" type="checkbox"/> Cash	<input type="checkbox"/> Securities *	Cash (Canadian \$) *	143,499.02
Number of securities issued	Type of securities issued	Price per security	Exemption relied on Date of distribution
	Select Security Type		Select Exemption
Total dollar value of compensation (Canadian \$). Total dollar value should include the value of any securities and cash added together. *			143,499.02

Footnote

Convertible Exchangeable

Expiry date Exercise Price
07/31/2016 1.1

Other terms

Total number of securities issued was 652,268 Compensation Options and 150,000 Broker Warrants. Both the Compensation Options and Broker Warrants are exercisable for \$1.10 per option/warrant for a period of 2 year for one common share and one warrant. Each warrant is exercisable for a common share at \$1.50 for a period of 5 years.

Authorization of Indirect Collection of Personal Information for Distributions in Ontario

Item 9: If a distribution is made in Ontario, please include the attached "Authorization of Indirect Collection of Personal Information for Distributions in Ontario." The "Authorization of Indirect Collection of Personal Information for Distributions in Ontario" is only required to be filed with the Ontario Securities Commission.

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 or, where applicable, the regulators under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or, where applicable, the regulator in the jurisdiction(s) where the form is filed, at the address(es) listed at the end of this report.

Authorization of Indirect Collection of Personal Information for Distributions in Ontario

The attached Schedule I contains personal information of purchasers and details of the distribution(s). The issuer/underwriter hereby confirms that each purchaser listed in Schedule I of this report who is resident in Ontario

- (a) has been notified by the issuer/underwriter
 - (i) of the delivery to the Ontario Securities Commission of the information pertaining to the person as set out in Schedule I,
 - (ii) that this information is being collected indirectly by the Ontario Securities Commission under the authority granted to it in securities legislation,
 - (iii) that this information is being collected for the purposes of the administration and enforcement of the securities legislation of Ontario, and
 - (iv) of the title, business address and business telephone number of the public official in Ontario, as set out in this report, who can answer questions about the Ontario Securities Commission's indirect collection of the information, and
- (b) has authorized the indirect collection of the information by the Ontario Securities Commission.

The issuer/underwriter confirms the above

Certificate

On behalf of the issuer, I certify that the statements made in this report are true.

Date: * August 7, 2014

Pure Natures Wellness Inc. d/b/a Aphria

Name of the issuer (please print) *

Cole Cacciavillani Chief Operating Officer (519) 796-4330

(name) * (title) * (phone number) *

(signed) "Cole Cacciavillani"

Signature *

I have been authorized to submit this form on behalf of the person signing the form

Print name and title the person submitting the form

Franca Greco Securities Law Clerk, Stikem

(name) * (title) *

Item 10: State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

Same as above

Name * Title * Phone Number *

Franca Greco Securities Law Clerk 416-814-6688

If available, you are requested to provide the Company Name and E-mail address of the person named above.

Company Name E-mail

Stikeman Elliott LLP fgreco@stikeman.com

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

Certificate

Schedule I

Complete Schedule I

For reports filed under sub-section 6.1(1)(j) (TSX Venture Exchange offering) of National Instrument 45-106 the following table only needs to list the total number of purchasers by jurisdiction instead of including the name, residential address and telephone number of each purchaser.

Do not include in this table, securities issued as payment of commissions or finder's fees disclosed under item 8 of this report.

The information in this schedule will not be placed on the public file of any securities regulatory authority or, where applicable, regulator. However, freedom of information legislation in certain jurisdictions may require the securities regulatory authority or, where applicable, regulator to make this information available if requested.

Instructions:

1. References to a purchaser in this report are to the beneficial owner of the securities.
2. Except in British Columbia, file this report and the applicable fee in each jurisdiction in which a distribution is made at the addresses listed at the end of this report. If the distribution is made in more than one jurisdiction, the issuer/underwriter must complete a single report identifying all purchasers and file that report in each of the jurisdictions in which the distribution is made. Filing fees associated with the filing of the report are not affected by identifying all purchasers in a single report.
3. If the space provided for any answer is insufficient, additional sheets may be used and must be cross-referenced to the relevant part and properly identified and signed by the person whose signature appears on the report.
4. One report may be used for multiple distributions occurring within 10 days of each other provided that the report is filed on or before the 10th day following the first of such distributions.
5. The information in items 5, 6, and 7 must reconcile with the information in Schedule I of Form 45-106F1. All dollar amounts must be in Canadian dollars.
6. In order to determine the applicable fee, consult the securities legislation of each jurisdiction in which a distribution is made.
7. This report must be filed in English or in French. In Québec, the issuer/underwriter must comply with linguistic obligations and rights prescribed by Québec law.

Schedule I

Issuer Name		Purchaser Information					Number and type of securities purchased			Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (enter yyyy-mm-dd)
Individual	First Name (Company Name)	Last Name	Address of Purchaser	Telephone Number of Purchaser	Province	Country	Number	Type	If Type is Notes or Other [describe]			
	Pure Natures Wellness Inc. d/b/a Aphria											
No	Anston Investments Master Fund LP		111 Peter Street, Suite 904, Toronto	416-447-8874	Ontario	Canada	1818200	Subscription receipts		2000020.0000	45-106-2.3	2014-07-31
No	MMCap International Inc. SPC Acc#515-0001427		Admiral Financial Centre, 90 Fort Street, Box 32021, Grand Cayman	416-408-0997	Other	Cayman Islands	1730000	Subscription receipts		1903000.0000	45-106-2.3	2014-07-31
No	Acuity Pooled Pure Canadian Equity Fund		31st Floor, TD Bank Tower, Toronto	416-367-1900	Ontario	Canada	175600	Subscription receipts		193160.0000	45-106-2.3	2014-07-31
No	Acuity Pooled Canadian Equity Fund		31st Floor, TD Bank Tower, Toronto, ON M5K 1E9	416-367-1900	Ontario	Canada	73400	Subscription receipts		80740.0000	45-106-2.3	2014-07-31
No	Franklin Templeton Canadian Core		31st Floor, TD Bank Tower, Toronto, ON M5K 1E9	416-367-1900	Ontario	Canada	660100	Subscription receipts		726110.0000	45-106-2.3	2014-07-31
No	Hedgeone Capital Fund		#205-1708 Dolphin Ave., Kelowna, BC V1Y 9S4	250-448-6475	British Columbia	Canada	22700	Subscription receipts		24970.0000	45-106-2.3	2014-07-31
No	Redwood Equity Growth		PO Box 611, Commerce Court Postal Stn, Toronto, ON M5L 1L7	250-448-6475	Ontario	Canada	154600	Subscription receipts		170060.0000	45-106-2.3	2014-07-31
No	Stonecastle Fund		#205-1708 Dolphin Ave., Kelowna, BC V1Y 9S4	250-448-6475	British Columbia	Canada	50000	Subscription receipts		55000.0000	45-106-2.3	2014-07-31
No	Laconian Capital Corp.		1270 Vandorf Sideroad, Aurora, ON L4G 0N8	416-936-7140	Ontario	Canada	181818	Subscription receipts		199999.8000	45-106-2.3	2014-07-31
Yes	s.21 Personal privacy						45500	Subscription receipts		50050.0000		2014-07-31
Yes							4600	Subscription receipts		5060.0000		2014-07-31
No	710719 Alberta Inc.		PO Box 2129 Stn Main, Strathmore, AB T1P 1K1	403-934-5164	Alberta	Canada	325000	Subscription receipts		357500.0000	45-106-2.3	2014-07-31
No	860370 Alberta Inc.		PO Box 2129 Stn Main, Strathmore, AB T1P 1K1	403-934-5164	Alberta	Canada	135000	Subscription receipts		148500.0000	45-106-2.3	2014-07-31
Yes	s.21 Personal privacy						35175	Subscription receipts		38692.5000		2014-07-31
Yes							75000	Subscription receipts		82500.0000		2014-07-31
Yes							267000	Subscription receipts		293700.0000		2014-07-31
Yes							267000	Subscription receipts		293700.0000		2014-07-31
No	David & Penny Wilson Family Foundation		PO Box 2129 Stn Main, Strathmore, AB T1P 1K1	403-934-5164	Alberta	Canada	135000	Subscription receipts		148500.0000	45-106-2.3	2014-07-31
No	David Wilson Family Trust		PO Box 2129 Stn Main, Strathmore, AB T1P 1K1	403-934-5164	Alberta	Canada	135000	Subscription receipts		148500.0000	45-106-2.3	2014-07-31
Yes	s.21 Personal privacy						15000	Subscription receipts		16500.0000		2014-07-31
Yes							65250	Subscription receipts		71775.0000		2014-07-31
Yes							2625	Subscription receipts		2887.5000		2014-07-31
No	Soche Holdings Inc.		35964 Regal Pkwy, Abbotsford, BC V3G 1L3	604-855-3615	British Columbia	Canada	7500	Subscription receipts		8250.0000	45-106-2.3	2014-07-31
Yes	s.21 Personal privacy						11250	Subscription receipts		12375.0000		2014-07-31
No	Marazul Consulting Inc.		PO Box 30303 RPO Chinook, Calgary, AB T2H 2W1	403-680-0046	Alberta	Canada	7500	Subscription receipts		8250.0000	45-106-2.3	2014-07-31
Yes	s.21 Personal privacy						7500	Subscription receipts		8250.0000		2014-07-31
Yes							100000	Subscription receipts		110000.0000		2014-07-31
Yes							72800	Subscription receipts		80080.0000		2014-07-31
Yes							25000	Subscription receipts		27500.0000		2014-07-31
No	Marcandy Investments Inc.		130 King St W., Suite 2210, Toronto, ON M5X 2A2	416-362-4441	Ontario	Canada	272800	Subscription receipts		300080.0000	45-106-2.3	2014-07-31
No	The Ierullo Family Trust		8965 Woodbine Ave., Suite 200, Markham, ON L3R 0J9	905-479-7001	Ontario	Canada	102800	Subscription receipts		113080.0000	45-106-2.3	2014-07-31
Yes	s.21 Personal privacy						60000	Subscription receipts		66000.0000		2014-07-31
Yes							60000	Subscription receipts		66000.0000		2014-07-31
Yes							25000	Subscription receipts		27500.0000		2014-07-31
Yes							91000	Subscription receipts		100100.0000		2014-07-31
Yes							227300	Subscription receipts		250030.0000		2014-07-31
Yes							227300	Subscription receipts		250030.0000		2014-07-31
No	Parkwood LP Fund		366 Adelaide St. West, Suite 601, Toronto, ON M5V 2R9	416-363-9049	Ontario	Canada	115000	Subscription receipts		126500.0000	45-106-2.3	2014-07-31
No	Samara Fund Ltd.		366 Adelaide St. West, Suite 601, Toronto, ON M5V 2R9	416-476-5408	Ontario	Canada	115000	Subscription receipts		126500.0000	45-106-2.3	2014-07-31
No	Timelo Strategic Opportunities Fund, A/C #5J5785C		16 Industrial Pkwy S., Suite 201, Aurora, ON L4G 0R4	647-725-2865	Ontario	Canada	97100	Subscription receipts		106810.0000	45-106-2.3	2014-07-31
No	JFT Strategies Fund, A/C #78200145		95 Wellington St. W., Suite 1400, Toronto, ON M5J 2N7	647-725-2865	Ontario	Canada	175700	Subscription receipts		193270.0000	45-106-2.3	2014-07-31
No	Sanctum Sanctorum		11342A 79 Ave NW, Edmonton, AB T6G 0P3	647-202-5292	Alberta	Canada	227300	Subscription receipts		250030.0000	45-106-2.3	2014-07-31
No	Magal Group SA Panama		Proconsa Building, NC 1, 12th Floor, Marvel Maria Icaza and 51st St., Panama	041-22-737-1000	Other	Panama	181900	Subscription receipts		200090.0000	45-106-2.3	2014-07-31
Yes	s.21 Personal privacy						9128	Subscription receipts		10040.8000		2014-07-31
Yes							40909	Subscription receipts		44999.9000		2014-07-31
Yes							9090	Subscription receipts		9999.0000		2014-07-31
No	Vortex Enterprises Corp.		105 Dunvegan Road, Toronto, ON M4V 2P7	416-644-6000	Ontario	Canada	68181	Subscription receipts		74999.1000	45-106-2.3	2014-07-31
No	Onbelay Capital Inc.		150 Water St. S #203, Cambridge, ON N1R 3E2	519-622-0212	Ontario	Canada	22727	Subscription receipts		24999.7000	45-106-2.3	2014-07-31
Yes	s.21 Personal privacy						68181	Subscription receipts		74999.1000		2014-07-31
Yes							68181	Subscription receipts		74999.1000		2014-07-31
Yes							22727	Subscription receipts		24999.7000		2014-07-31
Yes							22727	Subscription receipts		24999.7000		2014-07-31
No	Holiday Marketing Limited		7145 Kennedy Rd. Mississauga, ON L5S 0A6	905-678-2511 ext 227	Ontario	Canada	68181	Subscription receipts		74999.1000	45-106-2.3	2014-07-31
Yes	s.21 Personal privacy						118181	Subscription receipts		129999.1000		2014-07-31
Yes							37879	Subscription receipts		41666.9000		2014-07-31
Yes							68181	Subscription receipts		74999.1000		2014-07-31
Yes							18181	Subscription receipts		19999.1000		2014-07-31
Yes							37878	Subscription receipts		41665.8000		2014-07-31
Yes							9090	Subscription receipts		9999.0000		2014-07-31
Yes							37878	Subscription receipts		41665.8000		2014-07-31
No	York Plains Investment Corp.		1600-25 Sheppard Ave W, Toronto, ON M2N 6S6	416-221-9066	Ontario	Canada	163636	Subscription receipts		179999.6000	45-106-2.3	2014-07-31
No	Kitchener Investment Corp.		Goodman's Bay Corporate Centre, West Bay St, Nassau, N03933 Bahamas	00242-356-1800	Other	Bahamas	654546	Subscription receipts		720000.6000	45-106-2.3	2014-07-31

