

**AURORA**

*Thank you! Your form and the following attachments 45-106\_Schedule\_I\_Ontario v2.xls, , 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 EDR1421455932-272, submitted date and time: 2015-01-16 19:52:15.945*

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

**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

Aurora Cannabis Inc.	Prescient Mining Corp.
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**Head Office Address Information**

Street Address *	Phone Number *
700 West Pender St., Suite 507	604-669-9788

City *	Province/Territory/Other *	Postal/Zip Code *	Country *
Vancouver	British Columbia	V6C 1G8	Canada

Underwriter Name

**Underwriter Head Office Address Information**

Street Address	Phone Number
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City	Province/Territory/Other	Postal/Zip Code	Country
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**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? *	Reporting Jurisdictions *	Select All
<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	<input checked="" type="checkbox"/> Alberta	<input type="checkbox"/>
	<input checked="" type="checkbox"/> British Columbia	<input type="checkbox"/> New Brunswick
	<input type="checkbox"/> Manitoba	<input type="checkbox"/> Nova Scotia
		<input type="checkbox"/> Newfoundland and Labrador
		<input type="checkbox"/> Nunavut
		<input checked="" type="checkbox"/> Ontario
		<input type="checkbox"/> Prince Edward Island
		<input checked="" type="checkbox"/> Quebec
		<input type="checkbox"/> Saskatchewan
		<input type="checkbox"/> Yukon

**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 checked="" 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 type="checkbox"/> Other (describe)

**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](#)

[45-106\\_Schedule\\_I\\_Ontario v2.xls](#) 1,721 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	06/27/2014
Other Distribution Date(s)	

**Item 6:** For each security distributed:

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

Common shares

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 *	<input type="checkbox"/> Convertible	<input type="checkbox"/> Exchangeable	Expiry Date	Exercise Price
9,500,000				

Other Terms

Underlying security  Debt Securities  Equity and Other Securities  Derivatives

- 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)

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

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 <sup>1</sup> *		Total dollar value raised from * purchasers in the jurisdiction (Canadian \$)
		(Canadian \$) Low	High	
British Columbia	11	\$ 0.1	\$ 0.1	940,000
Country				
Manitoba	1	\$ 0.1	\$ 0.1	10,000
Country				

**Total number of purchasers** **12**

**Total dollar value of distribution in all jurisdictions (Canadian \$)** **950,000**

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 *		
		Canaccord Genuity Corp.		
Street Address *	City *	Province/Territory/Other *		
#2200-609 Granville St	Vancouver	British Columbia		
Postal/Zip Code *	Country *			
V7Y 1H2	Canada			
<input checked="" type="checkbox"/> Cash	<input type="checkbox"/> Securities *	Cash (Canadian \$) *		
		76,000		
Number of securities issued	Type of securities issued	Price per security	Exemption relied on	Date of distribution
760,000	Warrants	0.1	06-2.3 [Accredited inve:	06/27/2014
Total dollar value of compensation (Canadian \$). Total dollar value should include the value of any securities and cash added together. *				
			76,000	

**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: \* 07/03/2014

Aurora Cannabis Inc.

Name of the issuer (please print) \*

Nilda Rivera 6046699788 ext. 115  
(name) \* (title) \* (phone number) \*

*Nilda Rivera*

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

Nilda Rivera CFO  
(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 *
Nilda Rivera	CFO	6046699788 ext 115

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

Company Name	E-mail

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

**Certificate**





*Thank you! Your form and the following attachments 45-106Schedule\_I\_Ontario.xls, , 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 EDR1421704811-690, submitted date and time: 2015-01-19 17:00:12.495*

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

**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

Aurora Cannabis Inc.

**Head Office Address Information**

Street Address \* Phone Number \*  
507 - 700 West Pender Street  6046699788

City \* Province/Territory/Other \* Postal/Zip Code \* Country \*  
Vancouver  British Columbia  V6C 1G8  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

Reporting Jurisdictions \* Select All

<input checked="" type="checkbox"/> Alberta	<input type="checkbox"/> New Brunswick	<input type="checkbox"/> Nova Scotia	<input type="checkbox"/> Prince Edward Island	<input type="checkbox"/> Yukon
<input checked="" type="checkbox"/> British Columbia	<input type="checkbox"/> Newfoundland and Labrador	<input type="checkbox"/> Nunavut	<input checked="" type="checkbox"/> Quebec	
<input type="checkbox"/> Manitoba	<input type="checkbox"/> Northwest Territories	<input checked="" type="checkbox"/> Ontario	<input type="checkbox"/> Saskatchewan	

**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 checked="" 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 type="checkbox"/> Other (describe)

**Details of distribution**

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[Attach the completed Excel file here](#)

[45-106Schedule\\_I\\_Ontario.xls](#) 1,718 KB

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Date Format: MM/DD/YYYY

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* First Distribution Date	01/15/2015
Other Distribution Date(s)	

**Item 6:** For each security distributed:

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

Common shares

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 *	<input type="checkbox"/> Convertible	<input type="checkbox"/> Exchangeable	Expiry Date	Exercise Price
30,000				

Other Terms

30,000 common shares of the Issuer at a deemed price of \$0.42 per common share. The shares were issued for services pursuant to a consulting agreement dated December 27, 2014.

Underlying security  Debt Securities  Equity and Other Securities  Derivatives

- 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)

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

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 <sup>1</sup> *		Total dollar value raised from * purchasers in the jurisdiction (Canadian \$)
		(Canadian \$) Low	High	
British Columbia	0	\$ 0	\$ 0	0
Country				

**Total number of purchasers** **0**

**Total dollar value of  
distribution in all jurisdictions  
(Canadian \$)** **0**

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**

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Not applicable  Attach Excel File

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<input checked="" type="checkbox"/> Individual		<input type="checkbox"/> Firm *		
First Name *	Last Name *	Firm Name		
Kenneth	Faulkner			
Street Address *	City *	Province/Territory/Other *		
4172 Gallaghers Crescent	Kelowna	British Columbia		
Postal/Zip Code *	Country *			
V1W 3Z9	Canada			
<input type="checkbox"/> Cash	<input checked="" type="checkbox"/> Securities *	Cash (Canadian \$)	12,600	
Number of securities issued *	Type of securities issued *	Price per security *	Exemption relied on *	Date of distribution *
30,000	Common shares	0.42	06-2.3 [Accredited inve:	01/15/2015
Total dollar value of compensation (Canadian \$). Total dollar value should include the value of any securities and cash added together.			12,600	

**Authorization of Indirect Collection of Personal Information for Distributions in Ontario**

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**Notice - Collection and use of personal information**

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**Authorization of Indirect Collection of Personal Information for Distributions in Ontario**

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  - (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: \* 01-19-2015

Aurora Cannabis Inc.

Name of the issuer (please print) \*

Nilda Rivera Controller 6046699788 ext. 115  
(name) \* (title) \* (phone number) \*

*Nilda Rivera*

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

Nilda Rivera Controller  
(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 *
Nilda Rivera	Controller	6046699788 ext. 115

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

Company Name	E-mail
Aurora Cannabis Inc.	nrivera@mosamventures.com

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

**Certificate**





*Thank you! Your form and the following attachments 45-106Schedule\_I\_Ontario V2.xls, , have been submitted!  
Please print and save a copy of this receipt, the Form and attachments for your records.*

*Submission ID number is EDR1421801264-444, submitted date and time: 2015-01-20 19:47:46.416*

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

**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

Aurora Cannabis Inc.

**Head Office Address Information**

Street Address \* Phone Number \*  
507 - 700 West Pender Street 6046699788

City \* Province/Territory/Other \* Postal/Zip Code \* Country \*  
Vancouver British Columbia V6C 1G8 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

Reporting Jurisdictions \* Select All

<input checked="" type="checkbox"/> Alberta	<input type="checkbox"/> New Brunswick	<input type="checkbox"/> Nova Scotia	<input type="checkbox"/> Prince Edward Island	<input type="checkbox"/> Yukon
<input checked="" type="checkbox"/> British Columbia	<input type="checkbox"/> Newfoundland and Labrador	<input type="checkbox"/> Nunavut	<input checked="" type="checkbox"/> Quebec	
<input type="checkbox"/> Manitoba	<input type="checkbox"/> Northwest Territories	<input checked="" type="checkbox"/> Ontario	<input type="checkbox"/> Saskatchewan	

**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 checked="" 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 type="checkbox"/> Other (describe)

**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](#)

45-106Schedule\_I\_Ontario V2.xls 1,719 KB

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Date Format: MM/DD/YYYY

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* First Distribution Date	01/15/2015
Other Distribution Date(s)	01/19/2015

**Item 6:** For each security distributed:

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

Common shares

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 \*  Convertible  Exchangeable

30,000  Convertible  Exchangeable

Expiry Date  Exercise Price

Other Terms: 30,000 common shares of the Issuer at a deemed price of \$0.42 per common share. These shares were issued for services to a consultant pursuant to a consulting agreement.

Underlying security  Debt Securities  Equity and Other Securities  Derivatives

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]

**Item 6:** For each security distributed:

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

Options

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 \*  Convertible  Exchangeable

200,000  Convertible  Exchangeable

Expiry Date \*  Exercise Price \*

01/19/2020 0.42

Other Terms: 200,000 stock options of the Issuer exercisable at a price of \$0.42 per share expiring January 19, 2020.

Underlying security \*  Debt Securities  Equity and Other Securities  Derivatives

Common shares

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]  
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**Details of distribution**

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Each jurisdiction where purchasers reside*	Number of purchasers *	Price per security <sup>1</sup> *		Total dollar value raised from * purchasers in the jurisdiction (Canadian \$)
		(Canadian \$) Low	(Canadian \$) High	
British Columbia	1	\$ 0.42	\$ 0.42	0
Country				
British Columbia	1	\$ 0.42	\$ 0.42	0
Country				

**Total number of purchasers** **2**

**Total dollar value of distribution in all jurisdictions (Canadian \$)** **0**

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

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Not applicable  Attach Excel File

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<input type="checkbox"/> Individual		<input type="checkbox"/> Firm		
First Name	Last Name	Firm Name		
<input type="text"/>	<input type="text"/>	<input type="text"/>		
Street Address	City	Province/Territory/Other		
<input type="text"/>	<input type="text"/>	<input type="text" value="Select Province"/>		
Postal/Zip Code	Country			
<input type="text"/>	<input type="text" value="Select Country"/>			
<input type="checkbox"/> Cash	<input type="checkbox"/> Securities	Cash (Canadian \$)	<input type="text"/>	
Number of securities issued	Type of securities issued	Price per security	Exemption relied on	Date of distribution
<input type="text"/>	<input type="text" value="Select Security Type"/>	<input type="text"/>	<input type="text" value="Select Exemption"/>	<input type="text"/>
Total dollar value of compensation (Canadian \$). Total dollar value should include the value of any securities and cash added together.		<input type="text"/>		

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- (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,
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  - (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: \* 2015-01-20

Aurora Cannabis Inc.

Name of the issuer (please print) \*

Nilda Rivera Controller 6046699788 ext.115  
(name) \* (title) \* (phone number) \*

*Nilda Rivera*

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

Nilda Rivera Controller  
(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 *
Nilda Rivera	Controller	6046699788 ext.115

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

Company Name	E-mail

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

**Certificate**





*Thank you! Your form and the following attachments 45-106Schedule\_I\_Ontario.xls, , 45-106Schedule\_I\_Ontario.xls have been submitted! Please print and save a copy of this receipt, the Form and attachments for your records.*

*Submission ID number is EDR1432751906-347, submitted date and time: 2015-05-27 14:38:27.565*

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

**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

Aurora Cannabis Inc. Prescient Mining Corp.

**Head Office Address Information**

Street Address \* Phone Number \*  
610 - 700 West Pender Street 6046699788

City \* Province/Territory/Other \* Postal/Zip Code \* Country \*  
Vancouver British Columbia V6C 1G8 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 Reporting Jurisdictions \*  Select All

<input checked="" type="checkbox"/> Alberta	<input type="checkbox"/> New Brunswick	<input type="checkbox"/> Nova Scotia	<input type="checkbox"/> Prince Edward Island	<input type="checkbox"/> Yukon
<input checked="" type="checkbox"/> British Columbia	<input type="checkbox"/> Newfoundland and Labrador	<input type="checkbox"/> Nunavut	<input checked="" type="checkbox"/> Quebec	
<input type="checkbox"/> Manitoba	<input type="checkbox"/> Northwest Territories	<input checked="" type="checkbox"/> Ontario	<input type="checkbox"/> Saskatchewan	

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

Bio-tech  Industrial  Other (describe)  
 Financial Services - investment companies and funds  Mining - exploration/development  
 Financial Services - mortgage investment companies  Mining - production  
 Financial Services - securitized products issuers  Oil and Gas  
 Forestry  Real estate  
 Hi-tech  Utilities

Other Industry Medical Marijuana

**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](#)

[45-106Schedule\\_I\\_Ontario.xls](#) 1,712 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	05/23/2015
Other Distribution Date(s)	

**Item 6:** For each security distributed:

a) describe the type of security \*

Debt Securities  Equity and Other Securities  Derivatives

Options

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 \*

150,000  Convertible  Exchangeable 05/23/2020 0.34

Other Terms

Underlying security \*

Debt Securities  Equity and Other Securities  Derivatives

Common shares

c) State the exemption(s) relied on. \*

- 45-106-2.3 or s.73.3(2) of the Securities Act (Ontario) [Accredited investor]
- 45-106-2.5 [Family, friends and business associates]
- 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]
- 45-501-2.9 [Distributions to existing security holders] or equivalent CSA exemption^

^ Select "45-501 - 2.9 [Distributions to existing security holders]" if you have relied on (a) section 2.9 of OSC Rule 45-501 - Ontario Prospectus and Registration Exemptions, (b) a prospectus exemption that was published in conjunction with Multilateral CSA Notice 45-313 Prospectus Exemption for Distributions to Existing Security Holders, or (c) Government of Newfoundland and Labrador Financial Services Regulations Division Blanket Order 88 Exemption from the Prospectus Requirement for Certain Trades to Existing Security Holders.

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)

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

**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 <sup>1</sup> *		Total dollar value raised from * purchasers in the jurisdiction (Canadian \$)
		(Canadian \$) Low	(Canadian \$) High	
Alberta	1	\$ 0.34	\$ 0.34	0
Country				

**Total number of purchasers** **1**

**Total dollar value of  
distribution in all jurisdictions  
(Canadian \$)** **0**

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

[Detach](#)

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 type="checkbox"/> Firm			
First Name	Last Name	Firm Name		
<input type="text"/>	<input type="text"/>	<input type="text"/>		
Street Address	City	Province/Territory/Other		
<input type="text"/>	<input type="text"/>	<input type="text" value="Select Province"/>		
Postal/Zip Code	Country			
<input type="text"/>	<input type="text" value="Select Country"/>			
<input type="checkbox"/> Cash	<input type="checkbox"/> Securities	Cash (Canadian \$)	<input type="text"/>	
Number of securities issued	Type of securities issued	Price per security	Exemption relied on	Date of distribution
<input type="text"/>	<input type="text" value="Select Security Type"/>	<input type="text"/>	<input type="text" value="Select Exemption"/>	<input type="text"/>
Total dollar value of compensation (Canadian \$). Total dollar value should include the value of any securities and cash added together.			<input type="text"/>	

### Additional information

You may include in the box below any explanation(s) about the information included in the Form if that will make the information easier to understand. For example, an explanation of currency conversion rates could be included here, if applicable. It is not mandatory to complete this box:

**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: \* 05/27/2015

Aurora Cannabis Inc.

Name of the issuer (please print) \*

Nilda Rivera	Controller	6046699788
(name) *	(title) *	(phone number) *

*Nilda Rivera*

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

Eva Choi	Accountant
(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 *
Nilda Rivera	Controller	6046699788 ext.115

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

Company Name	E-mail
Aurora Cannabis Inc.	nrivera@mosamventures.com

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

**Certificate**





*Thank you! Your form and the following attachments 45-106Schedule\_I\_Ontario.xls, , 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 EDR1452026157-526, submitted date and time: 2016-01-05 15:36:02.388*

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

**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

Aurora Cannabis Inc. Prescient Mining Corp.

**Head Office Address Information**

Street Address \* Phone Number \*  
1500 - 1199 West Hastings Street 18449287672 ext.552

City \* Province/Territory/Other \* Postal/Zip Code \* Country \*  
Vancouver British Columbia V6E 3T5 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

Reporting Jurisdictions \* Select All

<input checked="" type="checkbox"/> Alberta	<input type="checkbox"/> New Brunswick	<input type="checkbox"/> Nova Scotia	<input type="checkbox"/> Prince Edward Island	<input type="checkbox"/> Yukon
<input checked="" type="checkbox"/> British Columbia	<input type="checkbox"/> Newfoundland and Labrador	<input type="checkbox"/> Nunavut	<input checked="" type="checkbox"/> Quebec	
<input type="checkbox"/> Manitoba	<input type="checkbox"/> Northwest Territories	<input checked="" type="checkbox"/> Ontario	<input type="checkbox"/> Saskatchewan	

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

Bio-tech  Industrial  Other (describe)  
 Financial Services - investment companies and funds  Mining - exploration/development  
 Financial Services - mortgage investment companies  Mining - production  
 Financial Services - securitized products issuers  Oil and Gas  
 Forestry  Real estate  
 Hi-tech  Utilities

Other Industry Medical Marijuana

**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](#)

45-106Schedule\_I\_Ontario.xls 1,707 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	12/31/2015
Other Distribution Date(s)	

**Item 6:** For each security distributed:

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

Units

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
3,250,750 <input type="checkbox"/> Convertible <input type="checkbox"/> Exchangeable		

Other Terms

Non-brokered private placement of 3,250,755 units of the Issuer at a price of \$0.53 per unit. Each unit consists of one common share and one share purchase warrant. Each warrant entitles the holder, on exercise, to purchase one additional common share for a period of two years expiring December 31, 2017, at a price of \$0.66 per share.

Underlying security  Debt Securities  Equity and Other Securities  Derivatives

- c) State the exemption(s) relied on. \*
- 45-106-2.3 or s.73.3(2) of the Securities Act (Ontario) [Accredited investor]
  - 45-106-2.5 [Family, friends and business associates]
  - 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]
  - 45-501-2.9 [Distributions to existing security holders] or equivalent CSA exemption^

^ Select "45-501 - 2.9 [Distributions to existing security holders]" if you have relied on (a) section 2.9 of OSC Rule 45-501 - Ontario Prospectus and Registration Exemptions, (b) a prospectus exemption that was published in conjunction with Multilateral CSA Notice 45-313 Prospectus Exemption for Distributions to Existing Security Holders, or (c) Government of Newfoundland and Labrador Financial Services Regulations Division Blanket Order 88 Exemption from the Prospectus Requirement for Certain Trades to Existing Security Holders.

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)

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

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 <sup>1</sup> *		Total dollar value raised from * purchasers in the jurisdiction (Canadian \$)
		(Canadian \$) Low	High	
British Columbia	3	\$ 0.53	\$ 0.53	651,900
Country				
Alberta	9	\$ 0.53	\$ 0.53	1,071,000
Country				

**Total number of purchasers** **12**

**Total dollar value of  
distribution in all jurisdictions  
(Canadian \$)** **1,722,900**

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 checked="" type="checkbox"/> Individual		<input type="checkbox"/> Firm *	
First Name *	Last Name *	Firm Name	
Finley	Mah		
Street Address *	City *	Province/Territory/Other *	
14711 40 Ave NW	Edmonton	Alberta	
Postal/Zip Code *	Country *		
T6R 1N1	Canada		
<input checked="" type="checkbox"/> Cash	<input type="checkbox"/> Securities *	Cash (Canadian \$) *	13,250
Number of securities issued	Type of securities issued	Price per security	Exemption relied on
	Select Security Type		the Securities Act (Ont)
			Date of distribution
			12/31/2015
Total dollar value of compensation (Canadian \$). Total dollar value should include the value of any securities and cash added together.			13,250
<input type="checkbox"/> Individual		<input checked="" type="checkbox"/> Firm *	
First Name	Last Name	Firm Name *	
		Canaccord Genuity Corp.	
Street Address *	City *	Province/Territory/Other *	
#2200-609 Granville Street	Vancouver	British Columbia	
Postal/Zip Code *	Country *		
V7Y 1H2	Canada		
<input checked="" type="checkbox"/> Cash	<input checked="" type="checkbox"/> Securities *	Cash (Canadian \$) *	52,152
Number of securities issued *	Type of securities issued *	Price per security *	Exemption relied on *
98,400	Warrants	0.66	the Securities Act (Ont)
			Date of distribution *
			12/31/2015
Total dollar value of compensation (Canadian \$). Total dollar value should include the value of any securities and cash added together.			104,304

**Additional information**

You may include in the box below any explanation(s) about the information included in the Form if that will make the information easier to understand. For example, an explanation of currency conversion rates could be included here, if applicable. It is not mandatory to complete this box:

**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







*Thank you! Your form and the following attachments 45-106Schedule\_I\_Ontario.xls, , 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 EDR1453844524-152, submitted date and time: 2016-01-26 16:42:06.294*

## 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

Aurora Cannabis Inc.

Prescient Mining Corp.

## Head Office Address Information

Street Address \*

1500 - 1199 West Hastings Street

Phone Number \*

1-844-928-7672 ext. 552

City \*

Vancouver

Province/Territory/Other \*

British Columbia

Postal/Zip Code \*

V6E 3T5

Country \*

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

Reporting Jurisdictions \*

Alberta

British Columbia

Manitoba

Select All

New Brunswick

Newfoundland and Labrador

Northwest Territories

Nova Scotia

Nunavut

Ontario

Prince Edward Island

Quebec

Saskatchewan

Yukon

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

Bio-tech  Industrial  Other (describe)

Financial Services - investment companies and funds  Mining - exploration/development

Financial Services - mortgage investment companies  Mining - production

Financial Services - securitized products issuers  Oil and Gas

Forestry  Real estate

Hi-tech  Utilities

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](#)

[45-106Schedule\\_I\\_Ontario.xls](#) 1,720 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	01/19/2016
Other Distribution Date(s)	

**Item 6:** For each security distributed:

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

Common shares

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
5,840,915 <input type="checkbox"/> Convertible <input type="checkbox"/> Exchangeable		

Other Terms: Non-Brokered Private Placement of 5,840,915 units of the Issuer at a price of \$0.53 per unit. Each unit consists of one common share and one share purchase warrant. Each warrant entitles the holder, on exercise, to purchase one additional common share for a period of two years expiring January 19, 2018, at a price of \$0.66 per share. If 10 consecutive trading days occurring after four months and one day have elapsed following the closing of the Private Placement, the closing sales price of the common shares (or the closing bid, if no sales were reported on a trading day) as quoted on the Canadian Securities Exchange or such other securities exchange, quotation system or market on which the common shares are listed and where a majority of the trading volume of the common shares occurs) exceeds \$1.25 per share, the Company may accelerate the expiry date of the warrants to the 30th day after the date on which the company gives notice to the warrant holders.

Underlying security  Debt Securities  Equity and Other Securities  Derivatives

c) State the exemption(s) relied on. \*

- 45-106-2.3 or s.73.3(2) of the Securities Act (Ontario) [Accredited investor]
- 45-106-2.5 [Family, friends and business associates]
- 45-106-2.9 [Offering memorandum]
- 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]
- 45-108 [Crowdfunding]
- 45-501-2.9 [Distributions to existing security holders] or equivalent CSA exemption^

^ Select "45-501 - 2.9 [Distributions to existing security holders]" if you have relied on (a) section 2.9 of OSC Rule 45-501 - Ontario Prospectus and Registration Exemptions, (b) a prospectus exemption that was published in conjunction with Multilateral CSA Notice 45-313 Prospectus Exemption for Distributions to Existing Security Holders, or (c) Government of Newfoundland and Labrador Financial Services Regulations Division Blanket Order 88 Exemption from the Prospectus Requirement for Certain Trades to Existing Security Holders.

If the crowdfunding exemption in MI 45-108 is relied on, you are requested to attach an electronic version of the crowdfunding offering document 45-108F1 and any additional distribution materials (see s. 15(2) of MI 45-108).

If an offering memorandum that is required to be filed or delivered to the OSC is provided to a prospective purchaser either under the offering memorandum exemption in s. 2.9 of NI 45-106 (Forms 45-106F2 or 45-106F3) or voluntarily under another prospectus exemption, you are requested to attach an electronic version of the offering memorandum (see ss. 2.9(17) of NI 45-106 Prospectus Exemptions regarding the offering memorandum exemption or section 5.4 of OSC Rule 45-501 Ontario Prospectus and Registration Exemptions regarding voluntarily provided offering memoranda).

In addition, we request that you attach any marketing materials incorporated by reference into an offering memorandum filed in accordance with ss. 2.9(17) of NI 45-106.

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

## 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 <sup>1</sup> *		Total dollar value raised from * purchasers in the jurisdiction (Canadian \$)
		(Canadian \$) Low	(Canadian \$) High	
Alberta	37	\$ 0.53	\$ 0.53	2,189,250.8
Country				
British Columbia	11	\$ 0.53	\$ 0.53	318,695
Country				
Manitoba	2	\$ 0.53	\$ 0.53	39,998
Country				
Ontario	2	\$ 0.53	\$ 0.53	157,316.5
Country				
Other	2	\$ 0.53	\$ 0.53	374,525
United States				
Other	1	\$ 0.53	\$ 0.53	15,900
United Kingdom				

**Total number of purchasers** **55**

**Total dollar value of  
distribution in all jurisdictions  
(Canadian \$)** **3,095,685.3**

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".



**Authorization of Indirect Collection of Personal Information for Distributions in Ontario**

**Item 9:** If a distribution is made to one or more individuals in Ontario, include the attached "Authorization of Indirect Collection of Personal Information for Distribution 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





Schedule I

Issuer/ Underwriter 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)			
No	Lenny 170 Holdings Ltd.		931 Canyon Court, Coquitlam, BC V3J 5Y1	604-816-9835	British Columbia	Canada	94,340	Common Shares	N/A	50,000.00	National Instrument 45-106 s.2.5(h)	2016-01-19
No	Twinn Holdings Ltd.		10145 - 178 St. NW, Edmonton, AB T5S 1F4	780-930-4121	Alberta	Canada	200,000	Common Shares	N/A	106,000.00	National Instrument 45-106 s.2.5(h)	2016-01-19
Yes							188,680	Common Shares	N/A	100,000.00	s.21	2016-01-19
Yes							606,650	Common Shares	N/A	321,525.00		2016-01-19
No	James B Metcalfe Holding Company		131 Countrv Club PL NW, Edmonton, AB T6M 2H7	780-913-5053	Alberta	Canada	188,680	Common Shares	N/A	100,000.00	National Instrument 45-106 s.2.5(d)	2016-01-19
Yes							100,000	Common Shares	N/A	53,000.00	s.21	2016-01-19
No	1261768 Alberta Ltd		1423 Woodward Cres NW, Edmonton, AB T6M 0A3	780-908-7620	Alberta	Canada	200,000	Common Shares	N/A	106,000.00	National Instrument 45-106 s.2.3	2016-01-19
No	Aleurone Capital Ltd		45 Sandstone Rd S., Jethbridge, AB T1K 8C9	403-634-4277	Alberta	Canada	10,000	Common Shares	N/A	5,300.00	National Instrument 45-106 s.2.3	2016-01-19
Yes							100,000	Common shares	N/A	53,000.00	s.21 Personal privacy	2016-01-19
Yes							56,600	Common shares	N/A	29,998.00		2016-01-19
Yes							10,000	Common shares	N/A	5,300.00		2016-01-19
Yes							24,500	Common shares	N/A	12,385.00		2016-01-19
Yes							21,500	Common shares	N/A	11,395.00		2016-01-19
Yes							20,000	Common shares	N/A	10,600.00		2016-01-19
Yes							20,000	Common shares	N/A	10,600.00		2016-01-19
Yes							28,500	Common shares	N/A	15,105.00		2016-01-19
Yes							20,000	Common shares	N/A	10,600.00		2016-01-19
Yes							36,000	Common shares	N/A	19,080.00		2016-01-19
Yes							20,000	Common shares	N/A	10,600.00		2016-01-19
Yes							20,000	Common shares	N/A	10,600.00		2016-01-19
Yes							26,000	Common shares	N/A	13,780.00		2016-01-19
Yes							21,500	Common shares	N/A	11,395.00		2016-01-19
Yes							20,000	Common shares	N/A	10,600.00		2016-01-19
Yes							15,000	Common shares	N/A	7,950.00		2016-01-19
Yes							28,500	Common shares	N/A	15,105.00		2016-01-19
Yes	661422 BC Ltd		3093 32ND AVE W, VANCOUVER, BC, CANADA V6L 2B9	778-891-8055	British Columbia	Canada	50,000	Common shares	N/A	26,500.00	National Instrument 45-106 s.2.3	2016-01-19
Yes							159,000	Common shares	N/A	84,270.00	s.21	2016-01-19
Yes							50,000	Common shares	N/A	26,500.00		2016-01-19
Yes							50,000	Common shares	N/A	26,500.00		2016-01-19
No	2379388 Ontario Ltd.		123 WHITE HARWOOD SEVENOAKS, KENT, TN13 1RS, UK	011447956316584	Other	United Kingdom	30,000	Common shares	N/A	15,900.00	National Instrument 45-106 s.2.3	2016-01-19
Yes							41,000	Common shares	N/A	21,730.00	s.21	2016-01-19
Yes							188,679	Common shares	N/A	100,000.00		2016-01-19
No	Navven S. Basappa Professional Corporation		525 Lougheed Ct NW, Edmonton, AB T6R 2T3	780-993-7335	Alberta	Canada	75,000	Common shares	N/A	39,750.00	National Instrument 45-106 s.2.3	2016-01-19
Yes							100,000	Common shares	N/A	53,000.00	s.21 Personal privacy	2016-01-19
Yes							20,000	Common shares	N/A	10,600.00		2016-01-19
Yes							20,000	Common shares	N/A	10,600.00		2016-01-19
Yes							94,339	Common shares	N/A	50,000.00		2016-01-19
Yes							18,868	Common shares	N/A	10,000.00		2016-01-19
Yes							18,868	Common shares	N/A	10,000.00		2016-01-19
Yes							37,735	Common shares	N/A	20,000.00		2016-01-19
Yes							80,000	Common shares	N/A	42,400.00		2016-01-19
No	J.R. Hambleton Prof. Corp.		816 Burley Close, Edmonton, AB T6R 1X1	780-974-0131	Alberta	Canada	300,000	Common shares	N/A	159,000.00	National Instrument 45-106 s.2.10	2016-01-19
Yes							163,000	Common shares	N/A	86,390.00	s.21	2016-01-19
No	Medical Investment Fund A Limited Partnership		11717-78 Street, Edmonton, AB T5B 2J2	778-737-5818	Alberta	Canada	1,381,132	Common shares	N/A	732,000.00	National Instrument 45-106 s.2.10	2016-01-19
No	2437315 Ontario Inc.		209-676 Richmond St W, Toronto, ON M6J 1C3	416-402-6269	Ontario	Canada	272,323	Common shares	N/A	144,331.50	National Instrument 45-106 s.2.3	2016-01-19
Yes							33,962	Common shares	N/A	18,000.00	s.21 Personal privacy	2016-01-19
Yes							18,868	Common shares	N/A	9,995.80		2016-01-19
Yes							18,868	Common shares	N/A	10,000.00		2016-01-19
Yes							94,340	Common shares	N/A	50,000.00		2016-01-19
Yes							40,000	Common shares	N/A	21,200.00		2016-01-19
Yes							37,736	Common shares	N/A	20,000.00		2016-01-19
Yes							94,340	Common shares	N/A	50,000.00		2016-01-19
No	1352774 Alberta Inc.		PO Box 71097, 9308 137 Ave NW, Edmonton, AB T5E 6C2	780-722-5544	Alberta	Canada	188,679	Common shares	N/A	100,000.00	National Instrument 45-106 s.2.5(h)	2016-01-19
No	Sutton Ventures Ltd.		44486 Monte Vista Dr., Chilliwack, BC V2R 5T2	604-997-9007	British Columbia	Canada	37,736	Common shares	N/A	20,000.00	National Instrument 45-106 s.2.5(h)	2016-01-19

5,840,915

3,095,685.30

*Thank you! Your form and the following attachments 45-106Schedule\_I\_Ontario.xls, , 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 EDR1463764286-308, submitted date and time: 2016-05-20 13:13:01.793*

## 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

Aurora Cannabis Inc.

## Head Office Address Information

Street Address \* Phone Number \*  
1500 - 1199 West Hastings Street 18449287672

City \* Province/Territory/Other \* Postal/Zip Code \* Country \*  
Vancouver British Columbia V6E 3T5 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

Reporting Jurisdictions \* Select All

<input checked="" type="checkbox"/> Alberta	<input type="checkbox"/> New Brunswick	<input type="checkbox"/> Nova Scotia	<input type="checkbox"/> Prince Edward Island	<input type="checkbox"/> Yukon
<input checked="" type="checkbox"/> British Columbia	<input type="checkbox"/> Newfoundland and Labrador	<input type="checkbox"/> Nunavut	<input checked="" type="checkbox"/> Quebec	
<input type="checkbox"/> Manitoba	<input type="checkbox"/> Northwest Territories	<input checked="" type="checkbox"/> Ontario	<input type="checkbox"/> Saskatchewan	

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

Bio-tech  Industrial  Other (describe)

Financial Services - investment companies and funds  Mining - exploration/development

Financial Services - mortgage investment companies  Mining - production

Financial Services - securitized products issuers  Oil and Gas

Forestry  Real estate

Hi-tech  Utilities

Other Industry Medical Marijuana

**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](#)

45-106Schedule\_I\_Ontario.xls 1,708 KB

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

Date Format: MM/DD/YYYY

<b>Item 5:</b> 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	05/10/2016
	Other Distribution Date(s)	05/20/2016

**Item 6:** For each security distributed:

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

Convertible debentures

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 \* 2,830,188  Convertible  Exchangeable Expiry Date \* 11/10/2017 Exercise Price \* 0.53

Other Terms

Underlying security \*  Debt Securities  Equity and Other Securities  Derivatives

Common shares

c) State the exemption(s) relied on. \*

45-106-2.3 or s.73.3(2) of the Securities Act (Ontario) [Accredited investor]  
 45-106-2.5 [Family, friends and business associates]  
 45-106-2.9 [Offering memorandum]  
 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]  
 45-108 [Crowdfunding]  
 45-501-2.9 [Distributions to existing security holders] or equivalent CSA exemption^

**Item 6:** For each security distributed:

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

Convertible debentures

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 \* 1,037,735  Convertible  Exchangeable Expiry Date \* 11/20/2017 Exercise Price \* 0.53

Other Terms

Underlying security \*  Debt Securities  Equity and Other Securities  Derivatives

Common shares

c) State the exemption(s) relied on. \*

45-106-2.3 or s.73.3(2) of the Securities Act (Ontario) [Accredited investor]  
 45-106-2.5 [Family, friends and business associates]  
 45-106-2.9 [Offering memorandum]  
 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]  
 45-108 [Crowdfunding]  
 45-501-2.9 [Distributions to existing security holders] or equivalent CSA exemption^

^ Select "45-501 - 2.9 [Distributions to existing security holders]" if you have relied on (a) section 2.9 of OSC Rule 45-501 - Ontario Prospectus and Registration Exemptions, (b) a prospectus exemption that was published in conjunction with Multilateral CSA Notice 45-313 Prospectus Exemption for Distributions to Existing Security Holders, or (c) Government of Newfoundland and Labrador Financial Services Regulations Division Blanket Order 88 Exemption from the Prospectus Requirement for Certain Trades to Existing Security Holders.

If the crowdfunding exemption in MI 45-108 is relied on, you are requested to attach an electronic version of the crowdfunding offering document 45-108F1 and any additional distribution materials (see s. 15(2) of MI 45-108).

If an offering memorandum that is required to be filed or delivered to the OSC is provided to a prospective purchaser either under the offering memorandum exemption in s. 2.9 of NI 45-106 (Forms 45-106F2 or 45-106F3) or voluntarily under another prospectus exemption, you are requested to attach an electronic version of the offering memorandum (see ss. 2.9(17) of NI 45-106 Prospectus Exemptions regarding the offering memorandum exemption or section 5.4 of OSC Rule 45-501 Ontario Prospectus and Registration Exemptions regarding voluntarily provided offering memoranda).

In addition, we request that you attach any marketing materials incorporated by reference into an offering memorandum filed in accordance with ss. 2.9(17) of NI 45-106.

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

**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 <sup>1</sup> *		Total dollar value raised from * purchasers in the jurisdiction (Canadian \$)
		(Canadian \$) Low	(Canadian \$) High	
Ontario	1	\$ 0.53	\$ 0.53	50,000
Country				
Other	1	\$ 0.53	\$ 0.53	2,000,000
Cayman Islands				

**Total number of purchasers** **2**

**Total dollar value of distribution in all jurisdictions (Canadian \$)** **2,050,000**

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 *	
		Alpha One Asset Management	
Street Address *		City *	Province/Territory/Other *
333 Bay Street, Suite 630		Toronto	Ontario
Postal/Zip Code *		Country *	
M5H 2R2		Canada	
<input checked="" type="checkbox"/> Cash		<input checked="" type="checkbox"/> Securities *	
Cash (Canadian \$) *		120,000	
Number of securities issued *	Type of securities issued *	Price per security *	Exemption relied on *
226,415	Convertible debentures	0.53	the Securities Act (Ont)
Date of distribution *		05/10/2016	
Total dollar value of compensation (Canadian \$). Total dollar value should include the value of any securities and cash added together.			
120,000			
<input type="checkbox"/> Individual		<input checked="" type="checkbox"/> Firm *	
First Name	Last Name	Firm Name *	
		Alpha One Asset Management	
Street Address *		City *	Province/Territory/Other *
333 Bay Street, Suite 630		Toronto	Ontario
Postal/Zip Code *		Country *	
M5H 2R2		Canada	
<input checked="" type="checkbox"/> Cash		<input checked="" type="checkbox"/> Securities *	
Cash (Canadian \$) *		44,000	
Number of securities issued *	Type of securities issued *	Price per security *	Exemption relied on *
83,019	Convertible debentures	0.53	the Securities Act (Ont)
Date of distribution *		05/20/2016	
Total dollar value of compensation (Canadian \$). Total dollar value should include the value of any securities and cash added together.			
44,000			
<input type="checkbox"/> Individual		<input checked="" type="checkbox"/> Firm *	
First Name	Last Name	Firm Name *	
		MMCAP International Inc. SPC	
Street Address *		City *	Province/Territory/Other *
George Town Financial Centre, 90 Fort St.		Grand Cayman	Other
Postal/Zip Code *		Country *	
KY1-1208		Cayman Islands	
<input type="checkbox"/> Cash		<input checked="" type="checkbox"/> Securities *	
Cash (Canadian \$) *			
Number of securities issued *	Type of securities issued *	Price per security *	Exemption relied on *
150,000	Common shares	0.53	the Securities Act (Ont)
Date of distribution *		05/10/2016	
Total dollar value of compensation (Canadian \$). Total dollar value should include the value of any securities and cash added together.			
79,500			
<input type="checkbox"/> Individual		<input checked="" type="checkbox"/> Firm *	
First Name	Last Name	Firm Name *	
		MMCAP International Inc. SPC	
Street Address *		City *	Province/Territory/Other *
George Town Financial Centre, 90 Fort St.		Grand Cayman	Other
Postal/Zip Code *		Country *	
KY1-1208		Cayman Islands	
<input type="checkbox"/> Cash		<input checked="" type="checkbox"/> Securities *	
Cash (Canadian \$) *			
Number of securities issued *	Type of securities issued *	Price per security *	Exemption relied on *
169,811	Convertible debentures	0.53	the Securities Act (Ont)
Date of distribution *		05/20/2016	
Total dollar value of compensation (Canadian \$). Total dollar value should include the value of any securities and cash added together.			
0			
<input type="checkbox"/> Individual		<input checked="" type="checkbox"/> Firm *	
First Name	Last Name	Firm Name *	
		MMCAP International Inc. SPC	
Street Address *		City *	Province/Territory/Other *
George Town Financial Centre, 90 Fort St.		Grand Cayman	Other
Postal/Zip Code *		Country *	
KY1-1208		Cayman Islands	
<input type="checkbox"/> Cash		<input checked="" type="checkbox"/> Securities *	
Cash (Canadian \$) *			
Number of securities issued *	Type of securities issued *	Price per security *	Exemption relied on *
50,000	Common shares	0.53	the Securities Act (Ont)
Date of distribution *		05/20/2016	
Total dollar value of compensation (Canadian \$). Total dollar value should include the value of any securities and cash added together.			
26,500			
<input type="checkbox"/> Individual		<input checked="" type="checkbox"/> Firm *	
First Name	Last Name	Firm Name *	
		MMCAP International Inc. SPC	
Street Address *		City *	Province/Territory/Other *
George Town Financial Centre, 90 Fort St.		Grand Cayman	Other
Postal/Zip Code *		Country *	
KY1-1208		Cayman Islands	
<input type="checkbox"/> Cash		<input checked="" type="checkbox"/> Securities *	
Cash (Canadian \$) *			
Number of securities issued *	Type of securities issued *	Price per security *	Exemption relied on *
56,603	Convertible debentures	0.53	the Securities Act (Ont)
Date of distribution *		05/20/2016	
Total dollar value of compensation (Canadian \$). Total dollar value should include the value of any securities and cash added together.			
0			

**Additional information**

You may include in the box below any explanation(s) about the information included in the Form if that will make the information easier to understand. For example, an explanation of currency conversion rates could be included here, if applicable. It is not mandatory to complete this box:

**Authorization of Indirect Collection of Personal Information for Distributions in Ontario**

**Item 9:** If a distribution is made to one or more individuals in Ontario, include the attached "Authorization of Indirect Collection of Personal Information for Distribution 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: \* 2016-5-20

Aurora Cannabis Inc.

Name of the issuer (please print) \*

Nilda Rivera Controller 1-844-928-7672 ext 551  
(name) \* (title) \* (phone number) \*

*Nilda Rivera*

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

Eva Choi Assistant Controller  
(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 \*

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

Company Name E-mail

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

**Certificate**





*Thank you! Your form and the following attachments 45-106Schedule\_I\_Ontario.xls, , 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 EDR1464134069-831, submitted date and time: 2016-05-24 19:54:30.51*

## 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

Aurora Cannabis Inc.

## Head Office Address Information

Street Address \* Phone Number \*  
1500 - 1199 West Hastings Street 18449287672 ext.552

City \* Province/Territory/Other \* Postal/Zip Code \* Country \*  
Vancouver British Columbia V6E 3T5 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

Reporting Jurisdictions \*  Select All

<input checked="" type="checkbox"/> Alberta	<input type="checkbox"/> New Brunswick	<input type="checkbox"/> Nova Scotia	<input type="checkbox"/> Prince Edward Island	<input type="checkbox"/> Yukon
<input checked="" type="checkbox"/> British Columbia	<input type="checkbox"/> Newfoundland and Labrador	<input type="checkbox"/> Nunavut	<input checked="" type="checkbox"/> Quebec	
<input type="checkbox"/> Manitoba	<input type="checkbox"/> Northwest Territories	<input checked="" type="checkbox"/> Ontario	<input type="checkbox"/> Saskatchewan	

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

Bio-tech  Industrial  Other (describe)

Financial Services - investment companies and funds  Mining - exploration/development

Financial Services - mortgage investment companies  Mining - production

Financial Services - securitized products issuers  Oil and Gas

Forestry  Real estate

Hi-tech  Utilities

Other Industry Medical Marijuana

**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](#)

45-106Schedule\_I\_Ontario.xls 1,708 KB

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

Date Format: MM/DD/YYYY

<b>Item 5:</b> 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	05/10/2016
	Other Distribution Date(s)	05/20/2016

**Item 6:** For each security distributed:

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

Convertible debentures

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 *	<input checked="" type="checkbox"/> Convertible <input type="checkbox"/> Exchangeable	Expiry Date *	Exercise Price *
2,830,188		11/10/2017	0.53

Other Terms

Underlying security \*  Debt Securities  Equity and Other Securities  Derivatives

Common shares

c) State the exemption(s) relied on. \*

45-106-2.3 or s.73.3(2) of the Securities Act (Ontario) [Accredited investor]

45-106-2.5 [Family, friends and business associates]

45-106-2.9 [Offering memorandum]

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]

45-108 [Crowdfunding]

45-501-2.9 [Distributions to existing security holders] or equivalent CSA exemption^

**Item 6:** For each security distributed:

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

Convertible debentures

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 *	<input checked="" type="checkbox"/> Convertible <input type="checkbox"/> Exchangeable	Expiry Date *	Exercise Price *
1,037,735		11/20/2017	0.53

Other Terms

Underlying security \*  Debt Securities  Equity and Other Securities  Derivatives

Common shares

c) State the exemption(s) relied on. \*

45-106-2.3 or s.73.3(2) of the Securities Act (Ontario) [Accredited investor]

45-106-2.5 [Family, friends and business associates]

45-106-2.9 [Offering memorandum]

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]

45-108 [Crowdfunding]

45-501-2.9 [Distributions to existing security holders] or equivalent CSA exemption^

^ Select "45-501 - 2.9 [Distributions to existing security holders]" if you have relied on (a) section 2.9 of OSC Rule 45-501 - Ontario Prospectus and Registration Exemptions, (b) a prospectus exemption that was published in conjunction with Multilateral CSA Notice 45-313 Prospectus Exemption for Distributions to Existing Security Holders, or (c) Government of Newfoundland and Labrador Financial Services Regulations Division Blanket Order 88 Exemption from the Prospectus Requirement for Certain Trades to Existing Security Holders.

If the crowdfunding exemption in MI 45-108 is relied on, you are requested to attach an electronic version of the crowdfunding offering document 45-108F1 and any additional distribution materials (see s. 15(2) of MI 45-108).

If an offering memorandum that is required to be filed or delivered to the OSC is provided to a prospective purchaser either under the offering memorandum exemption in s. 2.9 of NI 45-106 (Forms 45-106F2 or 45-106F3) or voluntarily under another prospectus exemption, you are requested to attach an electronic version of the offering memorandum (see ss. 2.9(17) of NI 45-106 Prospectus Exemptions regarding the offering memorandum exemption or section 5.4 of OSC Rule 45-501 Ontario Prospectus and Registration Exemptions regarding voluntarily provided offering memoranda).

In addition, we request that you attach any marketing materials incorporated by reference into an offering memorandum filed in accordance with ss. 2.9(17) of NI 45-106.

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

**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 <sup>1</sup> *		Total dollar value raised from * purchasers in the jurisdiction (Canadian \$)
		(Canadian \$) Low	High	
Ontario	1	\$ 0.53	\$ 0.53	50,000
Country				
Other	1	\$ 0.53	\$ 0.53	2,000,000
Cayman Islands				

**Total number of purchasers** **2**

**Total dollar value of distribution in all jurisdictions (Canadian \$)** **2,050,000**

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 *	
				Alpha One Asset Management	
Street Address *		City *		Province/Territory/Other *	
333 Bay Street, Suite 630		Toronto		Ontario	
Postal/Zip Code *		Country *			
M5H 2R2		Canada			
<input checked="" type="checkbox"/> Cash	<input checked="" type="checkbox"/> Securities *	Cash (Canadian \$) *		120,000	
Number of securities issued *	Type of securities issued *	Price per security *	Exemption relied on *	Date of distribution *	
226,415	Convertible debentures	0.53	the Securities Act (Ont)	05/10/2016	
Total dollar value of compensation (Canadian \$). Total dollar value should include * the value of any securities and cash added together.					
				120,000	
<input type="checkbox"/> Individual	<input checked="" type="checkbox"/> Firm *				
First Name		Last Name		Firm Name *	
				Alpha One Asset Management	
Street Address *		City *		Province/Territory/Other *	
333 Bay Street, Suite 630		Toronto		Ontario	
Postal/Zip Code *		Country *			
M5H 2R2		Canada			
<input checked="" type="checkbox"/> Cash	<input checked="" type="checkbox"/> Securities *	Cash (Canadian \$) *		40,000	
Number of securities issued *	Type of securities issued *	Price per security *	Exemption relied on *	Date of distribution *	
83,019	Convertible debentures	0.53	the Securities Act (Ont)	05/20/2016	
Total dollar value of compensation (Canadian \$). Total dollar value should include * the value of any securities and cash added together.					
				40,000	
<input type="checkbox"/> Individual	<input checked="" type="checkbox"/> Firm *				
First Name		Last Name		Firm Name *	
				Canaccord Genuity Corp.	
Street Address *		City *		Province/Territory/Other *	
2200-609 Granville Street		Vancouver		British Columbia	
Postal/Zip Code *		Country *			
V7Y 1H2		Canada			
<input checked="" type="checkbox"/> Cash	<input type="checkbox"/> Securities *	Cash (Canadian \$) *		4,000	
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.					
				4,000	
<input type="checkbox"/> Individual	<input checked="" type="checkbox"/> Firm *				
First Name		Last Name		Firm Name *	
				MMCAP International Inc. SPC	
Street Address *		City *		Province/Territory/Other *	
George Town Financial Centre, 90 Fort St.		Grand Cayman		Other	
Postal/Zip Code *		Country *			
KY1-1208		Cayman Islands			
<input type="checkbox"/> Cash	<input checked="" type="checkbox"/> Securities *	Cash (Canadian \$) *			
Number of securities issued *	Type of securities issued *	Price per security *	Exemption relied on *	Date of distribution *	
169,811	Convertible debentures	0.23	the Securities Act (Ont)	05/10/2016	
Total dollar value of compensation (Canadian \$). Total dollar value should include * the value of any securities and cash added together.					
				0	
<input type="checkbox"/> Individual	<input checked="" type="checkbox"/> Firm *				
First Name		Last Name		Firm Name *	
				MMCAP International Inc. SPC	
Street Address *		City *		Province/Territory/Other *	
George Town Financial Centre, 90 Fort St.		Grand Cayman		Other	
Postal/Zip Code *		Country *			
KY1-1208		Cayman Islands			
<input type="checkbox"/> Cash	<input checked="" type="checkbox"/> Securities *	Cash (Canadian \$) *			
Number of securities issued *	Type of securities issued *	Price per security *	Exemption relied on *	Date of distribution *	
56,603	Convertible debentures	0.53	the Securities Act (Ont)	05/20/2016	
Total dollar value of compensation (Canadian \$). Total dollar value should include * the value of any securities and cash added together.					
				0	
<input type="checkbox"/> Individual	<input checked="" type="checkbox"/> Firm *				
First Name		Last Name		Firm Name *	
				MMCAP International Inc. SPC	
Street Address *		City *		Province/Territory/Other *	
George Town Financial Centre, 90 Fort St.		Grand Cayman		Other	
Postal/Zip Code *		Country *			
KY1-1208		Cayman Islands			
<input type="checkbox"/> Cash	<input checked="" type="checkbox"/> Securities *	Cash (Canadian \$) *			
Number of securities issued *	Type of securities issued *	Price per security *	Exemption relied on *	Date of distribution *	
150,000	Common shares	0.53	the Securities Act (Ont)	05/10/2016	
Total dollar value of compensation (Canadian \$). Total dollar value should include * the value of any securities and cash added together.					
				79,500	
<input type="checkbox"/> Individual	<input checked="" type="checkbox"/> Firm *				
First Name		Last Name		Firm Name *	
				MMCAP International Inc. SPC	
Street Address *		City *		Province/Territory/Other *	
George Town Financial Centre, 90 Fort St.		Grand Cayman		Other	
Postal/Zip Code *		Country *			
KY1-1208		Cayman Islands			
<input type="checkbox"/> Cash	<input checked="" type="checkbox"/> Securities *	Cash (Canadian \$) *			
Number of securities issued *	Type of securities issued *	Price per security *	Exemption relied on *	Date of distribution *	
50,000	Common shares	0.53	the Securities Act (Ont)	05/20/2016	
Total dollar value of compensation (Canadian \$). Total dollar value should include * the value of any securities and cash added together.					
				28,500	

**Additional information**

You may include in the box below any explanation(s) about the information included in the Form if that will make the information easier to understand. For example, an explanation of currency conversion rates could be included here, if applicable. It is not mandatory to complete this box:

**Authorization of Indirect Collection of Personal Information for Distributions in Ontario**

**Item 9:** If a distribution is made to one or more individuals in Ontario, include the attached "Authorization of Indirect Collection of Personal Information for Distribution 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: \* 2016-5-24 \_\_\_\_\_

Aurora Cannabis Inc. \_\_\_\_\_

Name of the issuer (please print) \* \_\_\_\_\_

Nilda Rivera Controller 1-844-928-7672 ext.551

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

*Nilda Rivera* \_\_\_\_\_

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

Eva Choi Assistant Controller

(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 *

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

Company Name	E-mail

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

**Certificate**





# Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

## ITEM 1 – REPORT TYPE

New report

Amended report If amended, provide Submission ID of report that is being amended:  (Example: EDR1234567890-123)

## ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

Issuer (Other than an investment fund)

Underwriter

## ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Aurora Cannabis Inc.

Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

https://auroramj.com

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier

## ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.

Full legal name

Does the Underwriter's Firm have an NRD Number?

No  Yes

Firm NRD number

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

**ITEM 5 – ISSUER INFORMATION****a) Primary industry**

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to [Statistics Canada's NAICS industry search tool](#).

NAICS industry code

111999

If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.

Exploration  Development  Production

Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

Mortgages  Real estate  Commercial/business debt  Consumer debt  Private companies  N/A

**b) Number of employees**

0 - 49  50 - 99  100 - 499  500 or more

**c) SEDAR profile number**

Does the issuer have a [SEDAR](#) profile?

If yes, provide SEDAR profile number:

No  Yes

00025675

**d) Head office address**

If the issuer does not have a SEDAR profile, complete Item 5(d) – (h).

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

**e) Date of formation and financial year-end**

Date of formation

Financial year-end

**f) Reporting issuer status**

Is the issuer a reporting issuer in any jurisdiction of Canada?

No  Yes

If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.

All  AB  BC  MB  NB  NL  NT

NS  NU  ON  PE  QC  SK  YT

**g) Public listing status**

Does the issuer have a CUSIP number?

CUSIP number (provide first 6 digits only)

No  Yes

If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.

Exchange names:

Not Applicable  Toronto Stock Exchange  TSX Venture Exchange  Canadian Securities Exchange

Aequitas Neo Exchange  Australian Securities Exchange  Deutsche Boerse  Euronext

London Stock Exchange  Nasdaq  New York Stock Exchange  Shanghai Stock Exchange

Shenzhen Stock Exchange  Stock Exchange Of Hong Kong  Tokyo Stock Exchange  OTHER

If other, describe:

**h) Size of issuer's assets**

Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M  \$5M to under \$25M  \$25M to under \$100M

\$100M to under \$500M  \$500M to under \$1B  \$1B or over

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

### a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Canadian dollar  US dollar  Euro  Other (describe):

### b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date End Date

2016-08-09 2016-08-09

### c) Detailed purchaser information

Complete [Schedule 1](#) of this form for each purchaser and attach the schedule to the completed report.

[Aurora - Schedule 1 to Form 45-106F1 - Warrants.xlsx - 41 KB](#)

### d) Types of securities distributed

Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

Security code	CUSIP number	Number of securities	Canadian \$		
			Single or lowest price	Highest price	Total amount
WNT		2,712,500.0000	0.0010		2,712.5000
Description of security: Warrants. Each warrant entitles the holder thereof to purchase one common share of the Issuer at an exercise price of \$0.55					

### e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
WNT	CMS	0.5500		2018-08-09	
Describe other terms: (if applicable)					

### f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
Ontario	NI 45-106 2.3 [Accredited investor]	1	62.5000
Cayman Islands	NI 45-106 2.3 [Accredited investor]	1	2,650.0000
<b>Total dollar amount of securities distributed</b>			2,712.5000
<b>Total number of unique purchasers<sup>2</sup></b>		2	

<sup>2</sup> In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

### h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

**Not Applicable**

Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.		<input type="checkbox"/> Y <input type="checkbox"/> N		

## ITEM 8 – COMPENSATION INFORMATION

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional copies of this page if more than one person was, or will be, compensated.**

Indicate whether any compensation was paid, or will be paid, in connection with the distribution.

No  Yes

### PERSON 1

#### a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names

If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No  Yes

#### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Email address

#### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

Connected with the issuer or investment fund manager

Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)

None of the above

Director or officer of the investment fund or investment fund manager

#### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

Cash commissions paid

Value of all securities distributed as compensation<sup>4</sup>

Security code1

Security code2

Security code3

Describe terms of warrants, options or other rights

Other compensation<sup>5</sup>

Describe

**Total compensation Paid**

0.0000

Check box if the person will or may receive any deferred compensation (describe the terms below)

<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

## ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

Indicate whether the issuer is any of the following (select all that apply).

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada<sup>6</sup>

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer<sup>6</sup>

Provide name of foreign public issuer

- Issuer distributing eligible foreign securities only to permitted clients<sup>7</sup>

**If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.**

<sup>6</sup> An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

<sup>7</sup> Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

- If the issuer is none of the above, check this box and complete Item 9(a) – (c).

### a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/>	

### b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/>	

### c) Residential address of each individual

Complete [Schedule 2](#) of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.



## ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

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 report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

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

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name - Family name	First given name	Secondary given names	Title
Rivera	Nilda		Corporate Secretary
Name of issuer/underwriter	Telephone number	Email address	
Aurora Cannabis Inc.	604-362-5207	nilda@auroramj.com	
Signature	Date		
"Nilda Rivera"	2016-08-17		

## ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name - Family name	First given name	Secondary given names	Title
Name of company	Telephone number	Email address	

### 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 authority or regulator 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 regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the securities regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1471554862891-864

Submission ID

2016-08-18 17:14:22.906

Date

SCHEDULE 1 TO FORM 45-106F1 (CONFIDENTIAL PURCHASER INFORMATION)																										
The information in this schedule will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.																										
Do not alter the order of columns or the column titles. If you add totals to assist you in completing this form, please remove them before filing. See instructions tab for more details.																										
Name of issuer		Certification date of the report (YYYY-MM-DD)																								
Aurora Cannabis Inc.		2016-08-17																								
Legal name of purchaser				Contact information of purchaser						Details of securities purchased				Details of exemption relied on		If relying on section 2.3 of NI 45-106	If relying on section 2.5 of NI 45-106			If relying on subsection 2.5(2) or 2.5(2.1) of NI 45-106 and purchaser is an eligible investor	Other information					
Family name	First given name	Secondary	Full name of non-individual	Street address line 1	Street address line 2	Municipality (town or city)	Provincial State	Postal code/Zip code (A1A1A1 or T2Z4Z5)	Country	Telephone number (9999999999)	Email address	Date of distribution (YYYY-MM-DD)	Number of securities	Security code	Amount paid (Canadian \$)	Rule, section and subsection number	If "Other", specify exemption relied on (provide number of local rule, order or blanket order)	Paragraph number in the definition of accredited investor that applies to the purchaser (select only one)	Paragraph number in subsection 2.5(1) that applies to the purchaser (select only one)	Name of individual at issuer claiming a relationship to the purchaser	Position at issuer (D/OC/CF) of individual claiming a relationship to the purchaser	Paragraph number in the definition of eligible investor that applies to the purchaser (select only one)	Is the purchaser a registrant?	Is the purchaser an insider of the issuer?	Full legal name of person compensated for distribution to this purchaser	
s.21 Personal privacy				MMCAP International Inc. SPC	George Town Financial Centre	90 Fort Street	Grand Cayman	KY11104	Cayman Islands	4164080997	mmca@mmca.pky	2016-08-09	2,650,000	WNT (Warrants)	2,650	NI 45-106 2.3 (Accredited investor)	s.21		s.21					Y	N	
																							N	N		

# Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

## ITEM 1 – REPORT TYPE

New report

Amended report If amended, provide Submission ID of report that is being amended:  (Example: EDR1234567890-123)

## ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

Issuer (Other than an investment fund)

Underwriter

## ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Aurora Cannabis Inc.

Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

https://auroramj.com

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier

## ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.

Full legal name

Does the Underwriter's Firm have an NRD Number?

No  Yes

Firm NRD number

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

**ITEM 5 – ISSUER INFORMATION****a) Primary industry**

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to [Statistics Canada's NAICS industry search tool](#).

NAICS industry code

111999

If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.

Exploration  Development  Production

Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

Mortgages  Real estate  Commercial/business debt  Consumer debt  Private companies  N/A

**b) Number of employees**

0 - 49  50 - 99  100 - 499  500 or more

**c) SEDAR profile number**

Does the issuer have a [SEDAR](#) profile? If yes, provide SEDAR profile number:

No  Yes

00025675

**d) Head office address**

If the issuer does not have a SEDAR profile, complete Item 5(d) – (h).

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

**e) Date of formation and financial year-end**

Date of formation

Financial year-end

**f) Reporting issuer status**

Is the issuer a reporting issuer in any jurisdiction of Canada?

No  Yes

If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.

All  AB  BC  MB  NB  NL  NT

NS  NU  ON  PE  QC  SK  YT

**g) Public listing status**

Does the issuer have a CUSIP number? CUSIP number (provide first 6 digits only)

No  Yes

If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.

Exchange names:

Not Applicable  Toronto Stock Exchange  TSX Venture Exchange  Canadian Securities Exchange

Aequitas Neo Exchange  Australian Securities Exchange  Deutsche Boerse  Euronext

London Stock Exchange  Nasdaq  New York Stock Exchange  Shanghai Stock Exchange

Shenzhen Stock Exchange  Stock Exchange Of Hong Kong  Tokyo Stock Exchange  OTHER

If other, describe:

**h) Size of issuer's assets**

Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M  \$5M to under \$25M  \$25M to under \$100M

\$100M to under \$500M  \$500M to under \$1B  \$1B or over

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

### a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Canadian dollar  US dollar  Euro  Other (describe):

### b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date End Date

2016-08-09 2016-08-09

### c) Detailed purchaser information

Complete [Schedule 1](#) of this form for each purchaser and attach the schedule to the completed report.

[Aurora - Schedule 1 to Form 45-106F1 - Subscription Receipt Private Placement \(August 2016\).xlsx - 60 KB](#)

### d) Types of securities distributed

Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

Security code	CUSIP number	Number of securities	Canadian \$		
			Single or lowest price	Highest price	Total amount
RTS	05156X116	57,437,500.0000	0.4000		22,975,000.0000
Description of security: Subscription Receipts each of which entitles the holder to receive one common share of the Issuer and one-half warrant, with					

### e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
Describe other terms: (if applicable)					

### f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only. This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
Alberta	NI 45-106 2.3 [Accredited investor]	40	5,382,400.0000
Alberta	NI 45-106 2.5 [Family, friends and business associates]	4	94,600.0000
British Columbia	NI 45-106 2.3 [Accredited investor]	9	661,800.0000
Ontario	NI 45-106 2.3 [Accredited investor]	43	9,364,200.0000
Quebec	NI 45-106 2.3 [Accredited investor]	2	25,000.0000
Australia	NI 45-106 2.3 [Accredited investor]	18	2,647,000.0000
United States	NI 45-106 2.3 [Accredited investor]	3	2,035,000.0000
United Kingdom	NI 45-106 2.3 [Accredited investor]	1	10,000.0000

Cayman Islands	NI 45-106 2.3 [Accredited investor]	1	2,000,000.0000
Barbados	NI 45-106 2.3 [Accredited investor]	1	755,000.0000
<b>Total dollar amount of securities distributed</b>			22,975,000.0000
<b>Total number of unique purchasers<sup>2</sup></b>		122	

<sup>2</sup> In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

### h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Not Applicable

Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.		<input type="checkbox"/> Y <input type="checkbox"/> N		

## ITEM 8 – COMPENSATION INFORMATION

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional copies of this page if more than one person was, or will be, compensated.**

Indicate whether any compensation was paid, or will be paid, in connection with the distribution.

No  Yes

### PERSON 1

#### a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names




If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)

Canaccord Genuity Corp.

900

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No  Yes

#### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code





Country

Telephone number

Email address




#### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

Connected with the issuer or investment fund manager

Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)

None of the above

Director or officer of the investment fund or investment fund manager

#### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input checked="" type="checkbox"/>	Cash commissions paid	1,472,550.0000			
<input checked="" type="checkbox"/>	Value of all securities distributed as compensation <sup>4</sup>	0.0000	Security code1	WNT	Security code2 <input type="text"/> Security code3 <input type="text"/>
			Describe terms of warrants, options or other rights		
			3,160,000 compensation warrants. Each compensation warrant entitles the holder thereof to purchase one unit consisting of one common share of the Issuer and one-half of one common share purchase warrant at any time prior to August 9, 2018. Each warrant entitles the holder thereof to purchase one common share at an exercise price of \$0.55 per share until the date		
<input type="checkbox"/>	Other compensation <sup>5</sup>		Describe		
	<b>Total compensation Paid</b>	1,472,550.0000			

Check box if the person will or may receive any deferred compensation (describe the terms below)



<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

## ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

Indicate whether the issuer is any of the following (select all that apply).

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada<sup>6</sup>

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer<sup>6</sup>

Provide name of foreign public issuer

- Issuer distributing eligible foreign securities only to permitted clients<sup>7</sup>

**If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.**

<sup>6</sup> An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

<sup>7</sup> Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

- If the issuer is none of the above, check this box and complete Item 9(a) – (c).

### a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input type="text"/>	<input type="text"/>		
	<input type="text"/>	<input type="text"/>		

### b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input type="text"/>	<input type="text"/>		
<input type="text"/>	<input type="text"/>		

### c) Residential address of each individual

Complete [Schedule 2](#) of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

## ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

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 report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

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

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name - Family name	First given name	Secondary given names	Title
Rivera	Nilda		Corporate Secretary
Name of issuer/underwriter		Telephone number	Email address
Aurora Cannabis Inc.		604-362-5207	nilda@auroramj.com
Signature		Date	
"Nilda Rivera"		2016-08-17	

## ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name - Family name	First given name	Secondary given names	Title
Name of company		Telephone number	Email address

## 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 authority or regulator 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 regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the securities regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

**EDR1471545008290-283**

Submission ID

**2016-08-18 14:30:08.29**

Date

SCHEDULE 1 TO FORM 45-106F1 (CONFIDENTIAL PURCHASER INFORMATION)																									
The information in this schedule will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.																									
Do not alter the order of columns or the column titles. If you add totals to assist you in completing this form, please remove them before filing. See instructions tab for more details.																									
Name of issuer		Certification date of the report (YYYY-MM-DD)																							
Aurora Cannabis Inc.		2016-08-17																							
Legal name of purchaser				Contact information of purchaser						Details of securities purchased				Details of exemption relied on		If relying on section 2.3 of NI 45-106	If relying on section 2.5 of NI 45-106		If relying on subsection 2.9(2) or 2.9(2.1) of NI 45-106 and purchaser is an eligible investor	Other information					
Family name	First given name	Secondary given names	Full name of non-individual	Street address line 1	Street address line 2	Municipality (town or city)	Province/State	Postal code/Zip code (A1A1A1 or 12345)	Country	Telephone number (9999999999)	Email address	Date of distribution (YYYY-MM-DD)	Number of securities	Security code	Amount paid (Canadian \$)	Rule, section and subsection number	If "Other", specify exemption relied on (provide number of local rule, order or blanket order)	Paragraph number in the definition of accredited investor that applies to the purchaser (select only one)	Paragraph number in subsection 2.5(1) that applies to the purchaser (select only one)	Name of individual at issuer claiming a relationship to the purchaser	Position at issuer (D/OC/P) of individual claiming a relationship to the purchaser	Paragraph number in the definition of eligible investor that applies to the purchaser (select only one)	Is the purchaser a registrant?	Is the purchaser an insider of the issuer?	Full legal name of person compensated for distribution to this purchaser
s.21 Personal privacy										2016-08-09 625,000 RTS (Rights) 250,000				s.21		s.21				Y N 900					
s.21 Personal privacy				2379388 Ontario Ltd 23 White Hornwood Sevensale (Kent) TN131RS United 44169823887						2016-08-09 25,000 RTS (Rights) 10,000				NI 45-106 2.3 (Accredited investor)						N N 900					
s.21 Personal privacy										2016-08-09 125,000 RTS (Rights) 50,000				s.21 Personal privacy		s.21 Personal privacy				N N 900					
s.21 Personal privacy										2016-08-09 82,500 RTS (Rights) 25,000				s.21 Personal privacy		s.21 Personal privacy				N N 900					
s.21 Personal privacy										2016-08-09 50,000 RTS (Rights) 20,000				s.21 Personal privacy		s.21 Personal privacy				N N 900					
s.21 Personal privacy				The Saunders Family Trust 30 Hargrave Lane Unit 12 Toronto ON M4N0A4 Canada 4165661205 gsaunders@canacord.ca						2016-08-09 1,875,000 RTS (Rights) 750,000				NI 45-106 2.3 (Accredited investor)						Y N 900					
s.21 Personal privacy										2016-08-09 437,500 RTS (Rights) 175,000				s.21		s.21				N N 900					
s.21 Personal privacy										2016-08-09 625,000 RTS (Rights) 250,000				s.21		s.21				N N 900					
s.21 Personal privacy										2016-08-09 125,000 RTS (Rights) 50,000				s.21		s.21				N N 900					
s.21 Personal privacy										2016-08-09 62,500 RTS (Rights) 25,000				s.21		s.21				Y N 900					
s.21 Personal privacy				Quinn Capital Corp. 100 King St W Suite 5700 Toronto ON M5X1C7 Canada 4164287760 quinn@quinn.ca						2016-08-09 812,500 RTS (Rights) 325,000				NI 45-106 2.3 (Accredited investor)						N N 900					
s.21 Personal privacy										2016-08-09 375,000 RTS (Rights) 150,000				s.21		s.21				N N 900					
s.21 Personal privacy										2016-08-09 125,000 RTS (Rights) 50,000				s.21		s.21				Y N 900					
s.21 Personal privacy				Blair Schutz 37 Colin Ave Toronto ON M5P2B8 Canada 6472227667 blair@schutz.com						2016-08-09 625,000 RTS (Rights) 250,000				NI 45-106 2.3 (Accredited investor)						N N 900					
s.21 Personal privacy										2016-08-09 250,000 RTS (Rights) 100,000				s.21 Personal privacy		s.21 Personal privacy				N N 900					
s.21 Personal privacy										2016-08-09 500,000 RTS (Rights) 200,000				s.21 Personal privacy		s.21 Personal privacy				N N 900					
s.21 Personal privacy										2016-08-09 100,000 RTS (Rights) 40,000				s.21 Personal privacy		s.21 Personal privacy				Y N 900					
s.21 Personal privacy										2016-08-09 200,000 RTS (Rights) 80,000				s.21 Personal privacy		s.21 Personal privacy				N N 900					
s.21 Personal privacy				Pattar Inc. 463 King Street West Suite 300 Toronto ON M5V1K3 Canada 4169171964 ppattar@pattar.com						2016-08-09 50,000 RTS (Rights) 20,000				NI 45-106 2.3 (Accredited investor)						N N 900					
s.21 Personal privacy										2016-08-09 87,500 RTS (Rights) 35,000				s.21 Personal privacy		s.21 Personal privacy				N N 900					
s.21 Personal privacy										2016-08-09 95,000 RTS (Rights) 38,000				s.21 Personal privacy		s.21 Personal privacy				Y N 900					
s.21 Personal privacy										2016-08-09 130,000 RTS (Rights) 52,000				s.21 Personal privacy		s.21 Personal privacy				N N 900					
s.21 Personal privacy										2016-08-09 50,000 RTS (Rights) 20,000				s.21 Personal privacy		s.21 Personal privacy				Y N 900					
s.21 Personal privacy										2016-08-09 75,000 RTS (Rights) 30,000				s.21 Personal privacy		s.21 Personal privacy				N N 900					
s.21 Personal privacy				Accrevo Capital 26 Leim Rd Unit 3 North York ON M8B2T5 Canada 4167211721 mbernoble@accrevo.com						2016-08-09 175,000 RTS (Rights) 70,000				NI 45-106 2.3 (Accredited investor)						N N 900					
s.21 Personal privacy										2016-08-09 500,000 RTS (Rights) 200,000				s.21		s.21				N N 900					
s.21 Personal privacy										2016-08-09 68,750 RTS (Rights) 27,500				s.21		s.21				N N 900					
s.21 Personal privacy				Whole Earth Holdings Dr. Roman Elson Inc. 95 Bather Greene Rd. 146 E Clifton St Toronto ON M5C2Y9 Canada 4477096691 elson@wholeearth.com						2016-08-09 87,500 RTS (Rights) 35,000				NI 45-106 2.3 (Accredited investor)						N N 900					
s.21 Personal privacy										2016-08-09 31,250 RTS (Rights) 12,500				s.21		s.21				N N 900					
s.21 Personal privacy										2016-08-09 62,500 RTS (Rights) 25,000				s.21		s.21				N N 900					
s.21 Personal privacy										2016-08-09 20,000 RTS (Rights) 8,000				s.21		s.21				N N 900					
s.21 Personal privacy										2016-08-09 30,000 RTS (Rights) 12,000				s.21		s.21				N N 900					
s.21 Personal privacy										2016-08-09 15,500 RTS (Rights) 6,200				s.21		s.21				N N 900					
s.21 Personal privacy										2016-08-09 250,000 RTS (Rights) 100,000				s.21		s.21				N N 900					
s.21 Personal privacy				VPP Fund Ltd. Cheikhon Park Building 1 Collymore Road St Michael Barbados B8140018 Barbados 2462279614 vpp@vpp.com						2016-08-09 1,887,500 RTS (Rights) 758,000				NI 45-106 2.3 (Accredited investor)						Y N 900					
s.21 Personal privacy				Vintage Protected Performance Fund 609-25 York Street Toronto ON M5Z2V5 Canada 4168473997 vintage@vpp.com						2016-08-09 8,612,500 RTS (Rights) 3,445,000				NI 45-106 2.3 (Accredited investor)						Y N 900					
s.21 Personal privacy				MMCAP International Inc. SPC George Town Financial Centre 90 Fort Street Grand Cayman KY11104 Cayman Islands 4164808997 matt@mmcap.com						2016-08-09 5,000,000 RTS (Rights) 2,000,000				NI 45-106 2.3 (Accredited investor)						N N 900					
s.21 Personal privacy				Audible Capital Corp. 300, 808 - 1 St. SW 1510A - 141 Adelaide Street West Toronto ON M5H3L5 Canada 6473458603 info@audiblecapital.com						2016-08-09 1,250,000 RTS (Rights) 500,000				NI 45-106 2.3 (Accredited investor)						N N 900					
s.21 Personal privacy				Curvature Fund LP 1703 - 36 Toronto Street Toronto ON M5C2C5 Canada 6473458603 info@curvaturefund.com						2016-08-09 941,400 RTS (Rights) 376,560				NI 45-106 2.3 (Accredited investor)						N N 900					
s.21 Personal privacy				Curvature Market Neutral Fund 60 Bedford Road Toronto ON M8R2K2 Canada 4168878587 mar@curvaturefund.com						2016-08-09 2,808,000 RTS (Rights) 1,123,440				NI 45-106 2.3 (Accredited investor)						N N 900					
s.21 Personal privacy				K.J. Harrison & Partners Ltd. Epic Closed End Fund LP 2 Toronto St. 4th Floor Toronto ON M5C2B6 Canada 4167034291 info@epicfund.com						2016-08-09 700,000 RTS (Rights) 280,000				NI 45-106 2.3 (Accredited investor)						N N 900					
s.21 Personal privacy				Parwood Limited Partnership 366 Adelaide St. West Suite 601 Toronto ON M5V1R9 Canada 4163639949 info@parwood.com						2016-08-09 125,000 RTS (Rights) 50,000				NI 45-106 2.3 (Accredited investor)						Y N 900					
s.21 Personal privacy										2016-08-09 250,000 RTS (Rights) 100,000				s.21		s.21				Y N 900					
s.21 Personal privacy				Arad Management Pty Ltd Spectrum Level 2 100 Railway Road Subaco (Western Australia) 6008 Australia 4161313390 ross@arad.com.au						2016-08-09 50,000 RTS (Rights) 20,000				s.21		s.21				N N 900					
s.21 Personal privacy				Barrburgh Pty Ltd 129 Manning Road Malvern East VIC3145 Australia 6140366386 daniel.barrburgh@canaccord.com.au						2016-08-09 250,000 RTS (Rights) 100,000				NI 45-106 2.3 (Accredited investor)						N N 900					
s.21 Personal privacy				Ceres Capital Pty Ltd Level 39 55 Collins Street Melbourne (Victoria) 3000 Australia 4166109997 sam@ceres.com.au						2016-08-09 125,000 RTS (Rights) 50,000				NI 45-106 2.3 (Accredited investor)						N N 900					
s.21 Personal privacy										2016-08-09 750,000 RTS (Rights) 300,000				s.21		s.21				N N 900					
s.21 Personal privacy										2016-08-09 5,000 RTS (Rights) 2,000				s.21		s.21				N N 900					
s.21 Personal privacy				Interdals Pty Ltd 133960 Collins Street Melbourne (Victoria) 3000 Australia 6139605571 john.mcneesh@interdals.com.au						2016-08-09 275,000 RTS (Rights) 110,000				NI 45-106 2.3 (Accredited investor)						N N 900					
s.21 Personal privacy				Jaeger Investments Pty Ltd 18 Duncaig Road Applecross (Western Australia) Australia 414756832 rick.owley@jaeger.com.au						2016-08-09 250,000 RTS (Rights) 100,000				NI 45-106 2.3 (Accredited investor)						N N 900					
s.21 Personal privacy				JBI Capital Pty Ltd 9 Tapapa Turn Merima (Western Australia) Australia 414756832 rick.owley@jbi.com.au						2016-08-09 125,000 RTS (Rights) 50,000				NI 45-106 2.3 (Accredited investor)						N N 900					
s.21 Personal privacy				Merewe Pty Ltd Level 4 60 Collins Street Melbourne (Victoria) 3000 Australia 38888111 paul@merewe.com.au						2016-08-09 1,250,000 RTS (Rights) 500,000				NI 45-106 2.3 (Accredited investor)						N N 900					
s.21 Personal privacy				Nikirk Nominees Pty Ltd 206 Bourke Street Melbourne (Victoria) 3000 Australia 6139428786 paul@nikirk.com.au						2016-08-09 62,500 RTS (Rights) 25,000				NI 45-106 2.3 (Accredited investor)						N N 900					
s.21 Personal privacy				Pachypus Pty Ltd 54 Adelaide Street Armadale (Victoria) 3143 Australia ricky@pachypus.com.au						2016-08-09 75,000 RTS (Rights) 30,000				NI 45-106 2.3 (Accredited investor)						N N 900					
s.21 Personal privacy				Regal Funds Management Pty Ltd Level 47 Gateway 1 Macquarie Place Sydney New South 2000 Australia 81974333 alan.babaruz@regalfunds.com.au						2016-08-09 250,000 RTS (Rights) 100,000				NI 45-106 2.3 (Accredited investor)						N N 900					

Legal name of purchaser				Contact information of purchaser							Details of securities purchased				Details of exemption relied on		If relying on section 2.3 of NI 45-106	If relying on section 2.5 of NI 45-106		If relying on subsection 2.9(2) or 2.9(2.1) of NI 45-106 and purchaser is an eligible investor		Other information			
Family name	First given name	Secondary given names	Full name of non-individual	Street address line 1	Street address line 2	Municipality (town or city)	Province/State	Postal code/Zip code (A1A1A1 or 12345)	Country	Telephone number (999999999)	Email address	Date of distribution (YYYY-MM-DD)	Number of securities	Security code	Amount paid (Canadian \$)	Rule, section and subsection number	If "Other": specify exemption relied on (provide number of local rule, order or basket order)	Paragraph number in the definition of accredited investor that applies to the purchaser (select only one)	Paragraph number in subsection 2.5(1) that applies to the purchaser (select only one)	Name of individual at issuer claiming a relationship to the purchaser	Position at issuer claiming a relationship to the purchaser	Paragraph number in the definition of eligible investor that applies to the purchaser (select only one)	Is the purchaser a registrant?	Is the purchaser an insider of the issuer?	Full legal name of person compensated for distribution to this purchaser
			Tibeca Investment Partners Pty Ltd	Level 28	25 Bligh Street	Sydney	New South Wales	2000	Australia		invadn@tibecap.com.au	2016-08-09	1,875,000	RTS (Rights)	750,000	NI 45-106 2.3 (Accredited investor)		u				N	N	900	
			Rowley Super Investments Pty Ltd	18 Duncraig Road		Applecross	Western Australia	6153	Australia	414756832	rick.rowley@rowleyn.com.au	2016-08-09	250,000	RTS (Rights)	100,000	NI 45-106 2.3 (Accredited investor)		w				N	N	900	
			Super Marnot Pty Ltd	Mernang		Mernang	Victoria	3737	Australia	61417342106	marnot@shin.com.au	2016-08-09	175,000	RTS (Rights)	70,000	NI 45-106 2.3 (Accredited investor)		u				N	N	900	
			White Swan Nurseries Pty Ltd	63 Exhibition Street		Melbourne	Victoria	3000	Australia		white@swan.com.au	2016-08-09	100,000	RTS (Rights)	40,000	NI 45-106 2.3 (Accredited investor)		u				N	N	900	
			Rad Dads Pty Ltd	Level 4	80 Collins Street	Melbourne	Victoria	3000	Australia	61427001450	rad@rad.com.au	2016-08-09	500,000	RTS (Rights)	200,000	NI 45-106 2.3 (Accredited investor)		w				N	N	900	
												2016-08-09	50,000	RTS (Rights)	20,000	NI 45-106 2.3 (Accredited investor)		w				N	N	900	
												2016-08-09	500,000	RTS (Rights)	200,000							N	N	900	
												2016-08-09	87,500	RTS (Rights)	35,000							N	N	900	
												2016-08-09	100,000	RTS (Rights)	40,000							N	N	900	
												2016-08-09	250,000	RTS (Rights)	100,000							Y	N	900	
												2016-08-09	62,500	RTS (Rights)	25,000							N	N	900	
			Paterson Family Trust	441 King Street West	Suite 200	Toronto	ON	M5V1K4	Canada	647592720	statements@patersontrust.com	2016-08-09	100,000	RTS (Rights)	40,000	NI 45-106 2.3 (Accredited investor)		m				N	N	900	
												2016-08-09	54,000	RTS (Rights)	21,600							N	N	900	
												2016-08-09	37,000	RTS (Rights)	14,800							N	N	900	
												2016-08-09	24,000	RTS (Rights)	9,600							N	N	900	
												2016-08-09	16,000	RTS (Rights)	6,400							Y	N	900	
												2016-08-09	25,000	RTS (Rights)	10,000							Y	N	900	
												2016-08-09	60,000	RTS (Rights)	24,000							N	N	900	
												2016-08-09	200,000	RTS (Rights)	200,000							N	N	900	
												2016-08-09	20,000	RTS (Rights)	8,000							N	N	900	
												2016-08-09	31,000	RTS (Rights)	12,400							N	N	900	
												2016-08-09	53,000	RTS (Rights)	21,200							N	N	900	
												2016-08-09	48,000	RTS (Rights)	19,200							N	N	900	
												2016-08-09	60,000	RTS (Rights)	24,000							N	N	900	
												2016-08-09	22,000	RTS (Rights)	8,800							N	N	900	
												2016-08-09	20,000	RTS (Rights)	8,000							N	N	900	
												2016-08-09	20,000	RTS (Rights)	8,000							N	N	900	
												2016-08-09	250,000	RTS (Rights)	100,000							N	N	900	
												2016-08-09	187,500	RTS (Rights)	75,000							N	N	900	
												2016-08-09	112,500	RTS (Rights)	45,000							N	N	900	
												2016-08-09	550,000	RTS (Rights)	220,000							N	N	900	
												2016-08-09	62,500	RTS (Rights)	25,000							N	N	900	
												2016-08-09	125,000	RTS (Rights)	50,000							N	N	900	
												2016-08-09	62,500	RTS (Rights)	25,000							N	N	900	
												2016-08-09	125,000	RTS (Rights)	50,000							N	N	900	
												2016-08-09	250,000	RTS (Rights)	100,000							N	N	900	
												2016-08-09	250,000	RTS (Rights)	100,000							N	N	900	
												2016-08-09	75,000	RTS (Rights)	30,000							N	N	900	
												2016-08-09	500,000	RTS (Rights)	200,000							N	N	900	
												2016-08-09	62,500	RTS (Rights)	25,000							N	N	900	
												2016-08-09	1,000,000	RTS (Rights)	400,000							N	N	900	
												2016-08-09	87,500	RTS (Rights)	35,000							N	N	900	
												2016-08-09	250,000	RTS (Rights)	100,000							N	N	900	
												2016-08-09	150,000	RTS (Rights)	60,000							N	N	900	
												2016-08-09	350,000	RTS (Rights)	140,000							N	N	900	
												2016-08-09	62,500	RTS (Rights)	25,000							N	N	900	
												2016-08-09	62,500	RTS (Rights)	25,000							N	N	900	
			Famous Brands Inc.	473 Heffernan Dr NW		Edmonton	AB	T6R2X1	Canada	7809143019	emma@famousbrands.com	2016-08-09	625,000	RTS (Rights)	250,000	NI 45-106 2.3 (Accredited investor)		m				N	N	900	
												2016-08-09	250,000	RTS (Rights)	100,000							N	N	900	
			Terry Martens Property	12409 28A Ave NW		Edmonton	AB	T6L4L5	Canada	7809395770	terry@terrymartens.com	2016-08-09	1,500,000	RTS (Rights)	600,000	NI 45-106 2.3 (Accredited investor)		u				N	N	900	
			JAX Financial Group	4219-147 Street		Edmonton	AB	T6H5V6	Canada	7807573875	jake@jaxgroup.com	2016-08-09	37,500	RTS (Rights)	15,000							N	N	900	
												2016-08-09	62,500	RTS (Rights)	25,000							N	N	900	
												2016-08-09	125,000	RTS (Rights)	50,000							N	N	900	
			Finley Mah Professional	14711 40 Ave		Edmonton	AB	T6R1N1	Canada	7804686937	finley@mah.com	2016-08-09	187,500	RTS (Rights)	75,000	NI 45-106 2.3 (Accredited investor)		u				N	N	900	
												2016-08-09	400,000	RTS (Rights)	160,000							N	N	900	
												2016-08-09	100,000	RTS (Rights)	40,000							N	N	900	
			1261468 Alberta Ltd	1423 Woodward Ave		Edmonton	AB	T6M0A3	Canada	7809087620		2016-08-09	200,000	RTS (Rights)	80,000	NI 45-106 2.3 (Accredited investor)		u				N	N	900	
			8115966 Canada	336 Penn Road		Beaconsfield	QC	H9W1B6	Canada	5144261960		2016-08-09	37,500	RTS (Rights)	15,000	NI 45-106 2.3 (Accredited investor)		u				N	N	900	
												2016-08-09	25,000	RTS (Rights)	10,000							N	Y	900	

# Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

## ITEM 1 – REPORT TYPE

New report

Amended report If amended, provide Submission ID of report that is being amended:  (Example: EDR1234567890-123)

## ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

Issuer (Other than an investment fund)

Underwriter

## ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier

## ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.

Full legal name

Does the Underwriter's Firm have an NRD Number?

No  Yes

Firm NRD number

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

**ITEM 5 – ISSUER INFORMATION****a) Primary industry**

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to [Statistics Canada's NAICS industry search tool](#).

NAICS industry code

111999

If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.

Exploration  Development  Production

Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

Mortgages  Real estate  Commercial/business debt  Consumer debt  Private companies  N/A

**b) Number of employees**

0 - 49  50 - 99  100 - 499  500 or more

**c) SEDAR profile number**

Does the issuer have a [SEDAR](#) profile? If yes, provide SEDAR profile number:

No  Yes

00025675

**d) Head office address**

If the issuer does not have a SEDAR profile, complete Item 5(d) – (h).

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

**e) Date of formation and financial year-end**

Date of formation

Financial year-end

**f) Reporting issuer status**

Is the issuer a reporting issuer in any jurisdiction of Canada?

No  Yes

If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.

All  AB  BC  MB  NB  NL  NT

NS  NU  ON  PE  QC  SK  YT

**g) Public listing status**

Does the issuer have a CUSIP number? CUSIP number (provide first 6 digits only)

No  Yes

If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.

Exchange names:

Not Applicable  Toronto Stock Exchange  TSX Venture Exchange  Canadian Securities Exchange

Aequitas Neo Exchange  Australian Securities Exchange  Deutsche Boerse  Euronext

London Stock Exchange  Nasdaq  New York Stock Exchange  Shanghai Stock Exchange

Shenzhen Stock Exchange  Stock Exchange Of Hong Kong  Tokyo Stock Exchange  OTHER

If other, describe:

**h) Size of issuer's assets**

Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M  \$5M to under \$25M  \$25M to under \$100M

\$100M to under \$500M  \$500M to under \$1B  \$1B or over

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

### a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Canadian dollar  US dollar  Euro  Other (describe):

### b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date End Date

2016-08-09 2016-08-09

### c) Detailed purchaser information

Complete [Schedule 1](#) of this form for each purchaser and attach the schedule to the completed report.

[Aurora - Amended Schedule 1 to Form 45-106F1 - Subscription Receipt Private Placement \(August 2016\).xlsx - 60 KB](#)

### d) Types of securities distributed

Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

Security code	CUSIP number	Number of securities	Canadian \$		
			Single or lowest price	Highest price	Total amount
RTS	05156X116	57,437,500.0000	0.4000		22,975,000.0000
Description of security: Subscription Receipts each of which entitles the holder to receive one common share of the Issuer and one-half warrant, with					

### e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
Describe other terms: (if applicable)					

### f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
Alberta	NI 45-106 2.3 [Accredited investor]	40	5,382,400.0000
Alberta	NI 45-106 2.5 [Family, friends and business associates]	4	94,600.0000
British Columbia	NI 45-106 2.3 [Accredited investor]	9	661,800.0000
Ontario	NI 45-106 2.3 [Accredited investor]	43	9,364,200.0000
Quebec	NI 45-106 2.3 [Accredited investor]	2	25,000.0000
Australia	NI 45-106 2.3 [Accredited investor]	18	2,647,000.0000
United States	NI 45-106 2.3 [Accredited investor]	3	2,035,000.0000
United Kingdom	NI 45-106 2.3 [Accredited investor]	1	10,000.0000



Cayman Islands	NI 45-106 2.3 [Accredited investor]	1	2,000,000.0000
Barbados	NI 45-106 2.3 [Accredited investor]	1	755,000.0000
<b>Total dollar amount of securities distributed</b>			22,975,000.0000
<b>Total number of unique purchasers<sup>2</sup></b>		122	

<sup>2</sup> In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

### h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Not Applicable

Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.		<input type="checkbox"/> Y <input type="checkbox"/> N		

## ITEM 8 – COMPENSATION INFORMATION

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional copies of this page if more than one person was, or will be, compensated.**

Indicate whether any compensation was paid, or will be paid, in connection with the distribution.

No  Yes

### PERSON 1

#### a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names




If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)

Canaccord Genuity Corp.

900

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No  Yes

#### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code





Country

Telephone number

Email address




#### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

Connected with the issuer or investment fund manager

Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)

None of the above

Director or officer of the investment fund or investment fund manager

#### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input checked="" type="checkbox"/>	Cash commissions paid	1,472,550.0000			
<input checked="" type="checkbox"/>	Value of all securities distributed as compensation <sup>4</sup>	0.0000	Security code1	WNT	Security code2 <input type="text"/> Security code3 <input type="text"/>
			Describe terms of warrants, options or other rights		
			3,160,000 compensation warrants. Each compensation warrant entitles the holder thereof to purchase one unit consisting of one common share of the Issuer and one-half of one common share purchase warrant at any time prior to August 9, 2018. Each warrant entitles the holder thereof to purchase one common share at an exercise price of \$0.55 per share until the date		
<input type="checkbox"/>	Other compensation <sup>5</sup>		Describe		
	<b>Total compensation Paid</b>	1,472,550.0000			

Check box if the person will or may receive any deferred compensation (describe the terms below)

<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

## ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

Indicate whether the issuer is any of the following (select all that apply).

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada<sup>6</sup>

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer<sup>6</sup>

Provide name of foreign public issuer

- Issuer distributing eligible foreign securities only to permitted clients<sup>7</sup>

**If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.**

<sup>6</sup> An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

<sup>7</sup> Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

- If the issuer is none of the above, check this box and complete Item 9(a) – (c).

### a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	<input type="text"/>	<input type="text"/>	<input type="text"/>	

### b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input type="text"/>	<input type="text"/>	<input type="text"/>	
<input type="text"/>	<input type="text"/>	<input type="text"/>	

### c) Residential address of each individual

Complete [Schedule 2](#) of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

## ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

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 report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

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

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name - Family name	First given name	Secondary given names	Title
Rivera	Nilda		Corporate Secretary
Name of issuer/underwriter	Telephone number	Email address	
Aurora Cannabis Inc.	604-362-5207	nilda@auroramj.com	
Signature	Date		
"Nilda Rivera"	2016-08-29		

## ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name - Family name	First given name	Secondary given names	Title
Name of company	Telephone number	Email address	

## 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 authority or regulator 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 regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the securities regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1472490589621-818

Submission ID

2016-08-29 13:09:49.621

Date

SCHEDULE 1 TO FORM 45-106F1 (CONFIDENTIAL PURCHASER INFORMATION)																									
The information in this schedule will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.																									
Do not alter the order of columns or the column sites. If you add totals to assist you in completing this form, please remove them before filing. See instructions tab for more details.																									
Name of issuer		Certification date of the report (YYYYMMDD)																							
Aurora Cannabis Inc.		2016-08-29																							
Legal name of purchaser				Contact information of purchaser						Details of securities purchased				Details of exemption relied on		If relying on section 2.3 of NI 45-106	If relying on section 2.5 of NI 45-106		If relying on subsection 2.5(2) or 2.5(2.1) of NI 45-106 and purchaser is an eligible investor	Other Information					
Family name	First given name	Secondary given names	Full name of non-individual	Street address line 1	Street address line 2	Municipality (town or city)	Province/State	Postal code/Zip code (A1A1A1 or 12345)	Country	Telephone number (9999999999)	Email address	Date of distribution (YYYYMMDD)	Number of securities	Security code	Amount paid (Canadian \$)	Rule, section and subsection number	If "Other", specify exemption relied on (provide number of local rule, order or blanket order)	Paragraph number in the definition of accredited investor that applies to the purchaser (select only one)	Paragraph number in subsection 2.5(1) that applies to the purchaser (select only one)	Name of individual at issuer claiming a relationship to the purchaser	Position at issuer (D/OC/P) of individual claiming a relationship to the purchaser	Paragraph number in the definition of eligible investor that applies to the purchaser (select only one)	Is the purchaser a regulator?	Is the purchaser an insider of the issuer?	Full legal name of person compensated for distribution to this purchaser
s.21 Personal privacy										2016-08-09 625,000 RTS (Rights) 250,000				s.21		s.21				Y N 900					
s.21 Personal privacy				2379388 Ontario Ltd 23 White Hornood   Sevenoaks   Kent   TN131PS   United   44169923887						2016-08-09 25,000 RTS (Rights) 10,000				NI 45-106 2.3 [Accredited investor]						N N 900					
s.21 Personal privacy										2016-08-09 82,500 RTS (Rights) 25,000				s.21 Personal privacy		s.21 Personal privacy				N N 900					
s.21 Personal privacy				The Saunders Family Trust 30 Hargrave Lane Unit 12 Toronto ON M4N0A4 Canada 4165661205 isaunders@canacord.ca						2016-08-09 437,500 RTS (Rights) 175,000				NI 45-106 2.3 [Accredited investor]						Y N 900					
s.21 Personal privacy										2016-08-09 625,000 RTS (Rights) 250,000				s.21		s.21				N N 900					
s.21 Personal privacy				Quinn Capital Corp. 100 King St W Suite 5700 Toronto ON M5X1C7 Canada 4164287760 iqainn@rogers.com						2016-08-09 812,500 RTS (Rights) 325,000				NI 45-106 2.3 [Accredited investor]						N N 900					
s.21 Personal privacy										2016-08-09 375,000 RTS (Rights) 150,000				s.21		s.21				N N 900					
s.21 Personal privacy				Blair Schultz Investment 37 Colin Ave Toronto ON M5P2B8 Canada 6472227667 blair@schultz-invest.com						2016-08-09 625,000 RTS (Rights) 250,000				NI 45-106 2.3 [Accredited investor]						N N 900					
s.21 Personal privacy										2016-08-09 250,000 RTS (Rights) 100,000				s.21 Personal privacy		s.21 Personal privacy				N N 900					
s.21 Personal privacy										2016-08-09 500,000 RTS (Rights) 200,000				s.21 Personal privacy		s.21 Personal privacy				N N 900					
s.21 Personal privacy										2016-08-09 100,000 RTS (Rights) 40,000				s.21 Personal privacy		s.21 Personal privacy				Y N 900					
s.21 Personal privacy										2016-08-09 200,000 RTS (Rights) 80,000				s.21 Personal privacy		s.21 Personal privacy				N N 900					
s.21 Personal privacy				Patterson Inc. 463 King Street West Suite 300 Toronto ON M5V1K3 Canada 4169171964 spatterson@patterson.com						2016-08-09 50,000 RTS (Rights) 20,000				NI 45-106 2.3 [Accredited investor]						N N 900					
s.21 Personal privacy										2016-08-09 87,500 RTS (Rights) 35,000				s.21 Personal privacy		s.21 Personal privacy				N N 900					
s.21 Personal privacy										2016-08-09 95,000 RTS (Rights) 38,000				s.21 Personal privacy		s.21 Personal privacy				Y N 900					
s.21 Personal privacy										2016-08-09 130,000 RTS (Rights) 52,000				s.21 Personal privacy		s.21 Personal privacy				N N 900					
s.21 Personal privacy										2016-08-09 50,000 RTS (Rights) 20,000				s.21 Personal privacy		s.21 Personal privacy				Y N 900					
s.21 Personal privacy										2016-08-09 75,000 RTS (Rights) 30,000				s.21 Personal privacy		s.21 Personal privacy				N N 900					
s.21 Personal privacy				Accreco Capital 26 Lemni Rd Unit 3 North York ON M8B2T5 Canada 4167211721 embro@bro.com						2016-08-09 175,000 RTS (Rights) 70,000				NI 45-106 2.3 [Accredited investor]						N N 900					
s.21 Personal privacy										2016-08-09 500,000 RTS (Rights) 200,000				s.21		s.21				N N 900					
s.21 Personal privacy										2016-08-09 68,750 RTS (Rights) 27,500				s.21		s.21				N N 900					
s.21 Personal privacy				Whole Earth Holdings Dr. Roman Elson Inc. 95 Bather Greene Rd. Suite 100 146 E Clifton St Toronto ON M5C2Y9 Canada 6477036611 elson@wholeearth.com						2016-08-09 87,500 RTS (Rights) 35,000				NI 45-106 2.3 [Accredited investor]						N N 900					
s.21 Personal privacy										2016-08-09 31,250 RTS (Rights) 12,500				NI 45-106 2.3 [Accredited investor]						N N 900					
s.21 Personal privacy										2016-08-09 62,500 RTS (Rights) 25,000				NI 45-106 2.3 [Accredited investor]						N N 900					
s.21 Personal privacy										2016-08-09 20,000 RTS (Rights) 8,000				s.21		s.21				N N 900					
s.21 Personal privacy										2016-08-09 30,000 RTS (Rights) 12,000				s.21		s.21				N N 900					
s.21 Personal privacy										2016-08-09 45,500 RTS (Rights) 18,200				s.21		s.21				N N 900					
s.21 Personal privacy										2016-08-09 250,000 RTS (Rights) 100,000				s.21		s.21				N N 900					
s.21 Personal privacy				VPP Fund Ltd. Cheikhon Park Building 1 Collymore Road St Michael Barbados B8140018 Barbados 2462279614 clake@vpp.com						2016-08-09 1,887,500 RTS (Rights) 758,000				NI 45-106 2.3 [Accredited investor]						Y N 900					
s.21 Personal privacy				Vintage Protected Performance Fund 609-25 York Street Toronto ON M5J2V5 Canada 4168473997 dbrink@vpp.com						2016-08-09 8,612,500 RTS (Rights) 3,445,000				NI 45-106 2.3 [Accredited investor]						Y N 900					
s.21 Personal privacy				MMCAP International Inc. SPC George Town Financial Centre 90 Fort Street Grand Cayman KY11104 Cayman Islands 4164808997 matt@mmcap.com						2016-08-09 5,000,000 RTS (Rights) 2,000,000				NI 45-106 2.3 [Accredited investor]						N N 900					
s.21 Personal privacy				Audible Capital Corp. 300, 808 - 1 St. SW 1510A - 141 Adelaide Street West Toronto ON M5H3L5 Canada 6473458603 info@audiblecapital.com						2016-08-09 1,250,000 RTS (Rights) 500,000				NI 45-106 2.3 [Accredited investor]						N N 900					
s.21 Personal privacy				Curvature Fund LP 1703 - 36 Toronto Street Toronto ON M5C2C5 Canada 6473458603 info@curvaturefund.com						2016-08-09 941,400 RTS (Rights) 376,560				NI 45-106 2.3 [Accredited investor]						N N 900					
s.21 Personal privacy				Curvature Market Neutral Fund K.J. Harrison & Partners Inc. 60 Bedford Road Toronto ON M5R2K2 Canada 4168878587 mar@kjharr.com						2016-08-09 2,808,000 RTS (Rights) 1,123,440				NI 45-106 2.3 [Accredited investor]						N N 900					
s.21 Personal privacy				Epic Closed End Fund LP 2 Toronto St. 4th Floor Toronto ON M5C2B6 Canada 4167034291 alex@epicfund.com						2016-08-09 700,000 RTS (Rights) 280,000				NI 45-106 2.3 [Accredited investor]						N N 900					
s.21 Personal privacy				Parkwood Limited Partnership 366 Adelaide St. West Suite 601 Toronto ON M5V1R9 Canada 4163639949 david@parkwoodcapital.ca						2016-08-09 125,000 RTS (Rights) 50,000				NI 45-106 2.3 [Accredited investor]						Y N 900					
s.21 Personal privacy										2016-08-09 250,000 RTS (Rights) 100,000				NI 45-106 2.3 [Accredited investor]						N N 900					
s.21 Personal privacy				Aravind Management Solutions Ltd Spectrum Level 2 100 Railway Road Subaco [Western Australia] 6008 Australia 416131390 ross@aravind.com.au						2016-08-09 50,000 RTS (Rights) 20,000				s.21		s.21				N N 900					
s.21 Personal privacy				Barrburgh Pty Ltd 129 Manning Road Malvern East VIC3145 Australia 6140366386 daniel.barrburgh@canaccord.com.au						2016-08-09 250,000 RTS (Rights) 100,000				NI 45-106 2.3 [Accredited investor]						N N 900					
s.21 Personal privacy				Ceres Capital Pty Ltd Level 39 55 Collins Street Melbourne [Victoria] 3000 Australia 4168639949 sam@ceres.com.au						2016-08-09 125,000 RTS (Rights) 50,000				NI 45-106 2.3 [Accredited investor]						N N 900					
s.21 Personal privacy										2016-08-09 750,000 RTS (Rights) 300,000				NI 45-106 2.3 [Accredited investor]						N N 900					
s.21 Personal privacy										2016-08-09 5,000 RTS (Rights) 2,000				s.21		s.21				N N 900					
s.21 Personal privacy				Interlads Pty Ltd 13396 Collins Street Melbourne [Victoria] 3000 Australia 6139605571 john.mitchell@interlads.com.au						2016-08-09 275,000 RTS (Rights) 110,000				NI 45-106 2.3 [Accredited investor]						N N 900					
s.21 Personal privacy				Jaeger Investments Pty Ltd 18 Duncairn Road Applecross [Western Australia] Australia 414756832 rick.owley@jaegerinvestments.com.au						2016-08-09 125,000 RTS (Rights) 50,000				NI 45-106 2.3 [Accredited investor]						N N 900					
s.21 Personal privacy				JET Capital Pty Ltd 9 Tapapa Turn Merivale [Western Australia] Australia 414756832 rick.owley@jetcapital.com.au						2016-08-09 250,000 RTS (Rights) 100,000				NI 45-106 2.3 [Accredited investor]						N N 900					
s.21 Personal privacy				Merivale Pty Ltd Level 4 60 Collins Street Melbourne [Victoria] 3000 Australia 388882111 rick.owley@merivale.com.au						2016-08-09 75,000 RTS (Rights) 30,000				NI 45-106 2.3 [Accredited investor]						N N 900					
s.21 Personal privacy				Nikrins Nominees Pty Ltd 206 Bourke Street Melbourne [Victoria] 3000 Australia 6139428786 paul@nikrins.com.au						2016-08-09 1,250,000 RTS (Rights) 500,000				NI 45-106 2.3 [Accredited investor]						N N 900					
s.21 Personal privacy				Pachypus Pty Ltd 54 Adelaide Street Armadale [Victoria] 3143 Australia 4167034291 ricky@indon.com.au						2016-08-09 62,500 RTS (Rights) 25,000				NI 45-106 2.3 [Accredited investor]						N N 900					
s.21 Personal privacy				Regal Funds Management Pty Ltd Level 47 Gateway 1 Macquarie Place Sydney New South 2000 Australia 81974333 alan.babaruz@regalfunds.com.au						2016-08-09 75,000 RTS (Rights) 30,000				NI 45-106 2.3 [Accredited investor]						N N 900					
s.21 Personal privacy										2016-08-09 500,000 RTS (Rights) 200,000				NI 45-106 2.3 [Accredited investor]						N N 900					

Legal name of purchaser				Contact information of purchaser						Details of securities purchased				Details of exemption relied on		If relying on section 2.3 or NI 45-106	If relying on section 2.5 of NI 45-106		If relying on subsection 2.9(2) or 2.9(2.1) of NI 45-106 and purchaser is an eligible investor		Other information				
Family name	First given name	Secondary given names	Full name of non-individual	Street address line 1	Street address line 2	Municipality (town or city)	Provincial State	Postal code/Zip code (A1A1A1 or 12345)	Country	Telephone number (999999999)	Email address	Date of distribution (YYYY-MM-DD)	Number of securities	Security code	Amount paid (Canadian \$)	Rule, section and subsection number	If "Other": specify exemption relied on (provide number of local rule, order or basket order)	Paragraph number in the definition of accredited investor that applies to the purchaser (select only one)	Paragraph number in subsection 2.5(1) that applies to the purchaser (select only one)	Name of individual at issuer claiming a relationship to the purchaser	Position at issuer claiming a relationship to the purchaser	Paragraph number in the definition of eligible investor that applies to the purchaser (select only one)	Is the purchaser a registrant?	Is the purchaser an insider of the issuer?	Full legal name of person compensated for distribution to this purchaser
			Tribea Investment Partners Pty Ltd	Level 28	25 Bligh Street	Sydney	New South	2000	Australia		ivradn@tribeap.com.au	2016-08-09	1,875,000	RTS (Rights)	750,000	NI 45-106 2.3 (Accredited investor)		1					N	N	900
			Rowley Super Investments Pty Ltd	18 Durrain Road		Applecross	Western Australia	6153	Australia	414756832	ruck@rowley@rowley.com.au	2016-08-09	250,000	RTS (Rights)	100,000	NI 45-106 2.3 (Accredited investor)		1					N	N	900
			Super Marnot Pty Ltd	Merniang		Merniang	Victoria	3737	Australia	61417342106	ma@supermarnot.com.au	2016-08-09	175,000	RTS (Rights)	70,000	NI 45-106 2.3 (Accredited investor)		1					N	N	900
			White Swan Nurseries Pty Ltd	63 Exhibition Street		Melbourne	Victoria	3000	Australia		white@whiteswan.com.au	2016-08-09	500,000	RTS (Rights)	200,000	NI 45-106 2.3 (Accredited investor)		1					N	N	900
			Rad Dads Pty Ltd	Level 4	80 Collins Street	Melbourne	Victoria	3000	Australia	61427001450	rad@rad.com.au	2016-08-09	50,000	RTS (Rights)	20,000	NI 45-106 2.3 (Accredited investor)		1					N	N	900
												2016-08-09	500,000	RTS (Rights)	200,000								N	N	900
												2016-08-09	87,500	RTS (Rights)	35,000								N	N	900
												2016-08-09	100,000	RTS (Rights)	40,000								N	N	900
												2016-08-09	250,000	RTS (Rights)	100,000								Y	N	900
												2016-08-09	62,500	RTS (Rights)	25,000								N	N	900
			Paterson Family Trust	441 King Street West	Suite 200	Toronto	ON	M5V1K4	Canada	647592970	statements@paterson.com	2016-08-09	100,000	RTS (Rights)	40,000	NI 45-106 2.3 (Accredited investor)		1					N	N	900
												2016-08-09	54,000	RTS (Rights)	21,000								N	N	900
												2016-08-09	37,000	RTS (Rights)	14,800								N	N	900
												2016-08-09	24,000	RTS (Rights)	9,600								N	N	900
												2016-08-09	16,000	RTS (Rights)	6,400								Y	N	900
												2016-08-09	25,000	RTS (Rights)	10,000								Y	N	900
												2016-08-09	60,000	RTS (Rights)	24,000								N	N	900
												2016-08-09	200,000	RTS (Rights)	200,000								N	N	900
												2016-08-09	20,000	RTS (Rights)	8,000								N	N	900
												2016-08-09	20,000	RTS (Rights)	8,000								N	N	900
												2016-08-09	250,000	RTS (Rights)	100,000								N	N	900
												2016-08-09	187,500	RTS (Rights)	75,000								N	N	900
												2016-08-09	112,500	RTS (Rights)	45,000								N	N	900
												2016-08-09	550,000	RTS (Rights)	225,000								N	N	900
												2016-08-09	62,500	RTS (Rights)	25,000								N	N	900
												2016-08-09	125,000	RTS (Rights)	50,000								N	N	900
												2016-08-09	62,500	RTS (Rights)	25,000								N	N	900
												2016-08-09	125,000	RTS (Rights)	50,000								N	N	900
												2016-08-09	250,000	RTS (Rights)	100,000								N	N	900
			Desiderata Energy Co	1121 Colgrave Ave NE		Calgary	AB	T2E5C1	Canada	4038696200	dash@desiderataenergy.com	2016-08-09	250,000	RTS (Rights)	100,000	NI 45-106 2.3 (Accredited investor)		1					N	N	900
												2016-08-09	75,000	RTS (Rights)	30,000								N	N	900
												2016-08-09	500,000	RTS (Rights)	200,000								N	N	900
												2016-08-09	62,500	RTS (Rights)	25,000								N	N	900
												2016-08-09	1,000,000	RTS (Rights)	400,000								N	N	900
												2016-08-09	87,500	RTS (Rights)	35,000								N	N	900
												2016-08-09	250,000	RTS (Rights)	100,000								N	N	900
												2016-08-09	150,000	RTS (Rights)	60,000								N	N	900
												2016-08-09	350,000	RTS (Rights)	140,000								N	N	900
												2016-08-09	62,500	RTS (Rights)	25,000								N	N	900
												2016-08-09	62,500	RTS (Rights)	25,000								N	N	900
			Famous Brands Inc.	473 Heffernan Dr NW		Edmonton	AB	T6R2X1	Canada	7809143019	famousbrands@famousbrands.com	2016-08-09	625,000	RTS (Rights)	250,000	NI 45-106 2.3 (Accredited investor)		1					N	N	900
												2016-08-09	250,000	RTS (Rights)	100,000								N	N	900
			Terry Matters Brochure	12409 28A Ave NW		Edmonton	AB	T6J4L5	Canada	7809095770	terry@terrymatters.com	2016-08-09	1,500,000	RTS (Rights)	600,000	NI 45-106 2.3 (Accredited investor)		1					N	N	900
												2016-08-09	37,500	RTS (Rights)	15,000								N	N	900
			JAX Financial Group	4219-147 Street		Edmonton	AB	T6H5V6	Canada	7807573875	julie@jax.com	2016-08-09	62,500	RTS (Rights)	25,000	NI 45-106 2.5 (Family, friends and		1		Terry Booth	Executive officer (C)		N	N	900
												2016-08-09	125,000	RTS (Rights)	50,000								N	N	900
			Finley Mah Professional	14711 40 Ave		Edmonton	AB	T6R1N1	Canada	7804686937	finley@mah.com	2016-08-09	187,500	RTS (Rights)	75,000	NI 45-106 2.3 (Accredited investor)		1					N	N	900
												2016-08-09	400,000	RTS (Rights)	160,000								N	N	900
												2016-08-09	100,000	RTS (Rights)	40,000								N	N	900
			1261468 Alberta Ltd	1423 Woodward Road		Edmonton	AB	T6M0A3	Canada	7809087620		2016-08-09	200,000	RTS (Rights)	80,000	NI 45-106 2.3 (Accredited investor)		1					N	N	900
			8115966 Canada	336 Penn Road		Beaconsfield	QC	H9W1B6	Canada	5144261960		2016-08-09	37,500	RTS (Rights)	15,000	NI 45-106 2.3 (Accredited investor)		1					N	N	900
												2016-08-09	25,000	RTS (Rights)	10,000								N	Y	900



# Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

## ITEM 1 – REPORT TYPE

New report

Amended report If amended, provide Submission ID of report that is being amended:  (Example: EDR1234567890-123)

## ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

Issuer (Other than an investment fund)

Underwriter

## ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Aurora Cannabis Inc.

Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

https://auroramj.com

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier

## ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.

Full legal name

Does the Underwriter's Firm have an NRD Number?

No  Yes

Firm NRD number

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

**ITEM 5 – ISSUER INFORMATION****a) Primary industry**

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to [Statistics Canada's NAICS industry search tool](#).

NAICS industry code

111999

If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.

Exploration  Development  Production

Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

Mortgages  Real estate  Commercial/business debt  Consumer debt  Private companies  N/A

**b) Number of employees**

0 - 49  50 - 99  100 - 499  500 or more

**c) SEDAR profile number**

Does the issuer have a [SEDAR](#) profile? If yes, provide SEDAR profile number:

No  Yes

00025675

**d) Head office address**

If the issuer does not have a SEDAR profile, complete Item 5(d) – (h).

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

**e) Date of formation and financial year-end**

Date of formation

Financial year-end

**f) Reporting issuer status**

Is the issuer a reporting issuer in any jurisdiction of Canada?

No  Yes

If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.

All  AB  BC  MB  NB  NL  NT

NS  NU  ON  PE  QC  SK  YT

**g) Public listing status**

Does the issuer have a CUSIP number? CUSIP number (provide first 6 digits only)

No  Yes

If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.

Exchange names:

Not Applicable  Toronto Stock Exchange  TSX Venture Exchange  Canadian Securities Exchange

Aequitas Neo Exchange  Australian Securities Exchange  Deutsche Boerse  Euronext

London Stock Exchange  Nasdaq  New York Stock Exchange  Shanghai Stock Exchange

Shenzhen Stock Exchange  Stock Exchange Of Hong Kong  Tokyo Stock Exchange  OTHER

If other, describe:

**h) Size of issuer's assets**

Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M  \$5M to under \$25M  \$25M to under \$100M

\$100M to under \$500M  \$500M to under \$1B  \$1B or over

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

### a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Canadian dollar  US dollar  Euro  Other (describe):

### b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date End Date

2016-09-28 2016-09-28

### c) Detailed purchaser information

Complete [Schedule 1](#) of this form for each purchaser and attach the schedule to the completed report.

[Sept282016Sch1Fm45106F1Aurora.xlsx - 52 KB](#)

### d) Types of securities distributed

Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

Security code	CUSIP number	Number of securities	Canadian \$		
			Single or lowest price	Highest price	Total amount
CVD	05156XAA6	15,000.0000	1,000.0000		15,000,000.0000
Description of security: 10.0% Unsecured Convertible Debentures. The Debentures are convertible at the option of the holder into common shares of t					

### e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
CVD	CMS	1.1500		2018-03-28	
Describe other terms: (if applicable) The Debentures are convertible at the option of the holder into common shares of the Issuer at a conversion price of \$1.15 per common share.					

### f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only. This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
British Columbia	NI 45-106 2.3 [Accredited investor]	1	50,000.0000
Alberta	NI 45-106 2.3 [Accredited investor]	8	315,000.0000
Ontario	NI 45-106 2.3 [Accredited investor]	11	2,210,000.0000
Australia	NI 45-106 2.3 [Accredited investor]	2	2,400,000.0000
Cayman Islands	NI 45-106 2.3 [Accredited investor]	1	10,000,000.0000
Quebec	Other – describe	2	25,000.0000
Other exemption: Section 2.24 of NI 45-106			
<b>Total dollar amount of securities distributed</b>			<b>15,000,000.0000</b>
			2

Total dollar amount of securities distributed

15,000,000.0000

Total number of unique purchasers<sup>2</sup>

25

<sup>2</sup> In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

### h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Not Applicable

Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.		<input type="checkbox"/> Y <input type="checkbox"/> N		

## ITEM 8 – COMPENSATION INFORMATION

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional copies of this page if more than one person was, or will be, compensated.**

Indicate whether any compensation was paid, or will be paid, in connection with the distribution.

No  Yes

### PERSON 1

#### a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names




If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)

Canaccord Genuity Corp.

900

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No  Yes

#### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code





Country

Telephone number

Email address




#### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

Connected with the issuer or investment fund manager

Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)

None of the above

Director or officer of the investment fund or investment fund manager

#### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input checked="" type="checkbox"/>	Cash commissions paid	600,000.0000			
<input type="checkbox"/>	Value of all securities distributed as compensation <sup>4</sup>		Security code1	Security code2	Security code3
			Describe terms of warrants, options or other rights		
<input type="checkbox"/>	Other compensation <sup>5</sup>		Describe		
	<b>Total compensation Paid</b>	600,000.0000			

Check box if the person will or may receive any deferred compensation (describe the terms below)

<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

## ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

Indicate whether the issuer is any of the following (select all that apply).

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada<sup>6</sup>

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer<sup>6</sup>

Provide name of foreign public issuer

- Issuer distributing eligible foreign securities only to permitted clients<sup>7</sup>

**If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.**

<sup>6</sup> An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

<sup>7</sup> Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

- If the issuer is none of the above, check this box and complete Item 9(a) – (c).

### a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	<input type="text"/>	<input type="text"/>	<input type="text"/>	

### b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input type="text"/>	<input type="text"/>	<input type="text"/>	
<input type="text"/>	<input type="text"/>	<input type="text"/>	

### c) Residential address of each individual

Complete [Schedule 2](#) of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.



## ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

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 report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

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

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name - Family name	First given name	Secondary given names	Title
Rivera	Nilda		Corporate Secretary
Name of issuer/underwriter		Telephone number	Email address
Aurora Cannabis Inc.		604-362-5207	nilda@auroramj.com
Signature		Date	
"Nilda Rivera"		2016-09-30	

## ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name - Family name	First given name	Secondary given names	Title
Name of company		Telephone number	Email address

## 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 authority or regulator 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 regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the securities regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1475716258-832

Submission ID

2016-10-06 13:48:48.304

Date





# Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

## ITEM 1 – REPORT TYPE

New report

Amended report If amended, provide Submission ID of report that is being amended:  (Example: EDR1234567890-123)

## ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

Issuer (Other than an investment fund)

Underwriter

## ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Aurora Cannabis Inc.

Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier

## ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.

Full legal name

Does the Underwriter's Firm have an NRD Number?

No  Yes

Firm NRD number

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

**ITEM 5 – ISSUER INFORMATION****a) Primary industry**

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to [Statistics Canada's NAICS industry search tool](#).

NAICS industry code

111999

If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.

Exploration  Development  Production

Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

Mortgages  Real estate  Commercial/business debt  Consumer debt  Private companies  N/A

**b) Number of employees**

0 - 49  50 - 99  100 - 499  500 or more

**c) SEDAR profile number**

Does the issuer have a [SEDAR](#) profile? If yes, provide SEDAR profile number:

No  Yes

00025675

**d) Head office address**

If the issuer does not have a SEDAR profile, complete Item 5(d) – (h).

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

**e) Date of formation and financial year-end**

Date of formation

Financial year-end

**f) Reporting issuer status**

Is the issuer a reporting issuer in any jurisdiction of Canada?

No  Yes

If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.

All  AB  BC  MB  NB  NL  NT

NS  NU  ON  PE  QC  SK  YT

**g) Public listing status**

Does the issuer have a CUSIP number? CUSIP number (provide first 6 digits only)

No  Yes

If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.

Exchange names:

Not Applicable  Toronto Stock Exchange  TSX Venture Exchange  Canadian Securities Exchange

Aequitas Neo Exchange  Australian Securities Exchange  Deutsche Boerse  Euronext

London Stock Exchange  Nasdaq  New York Stock Exchange  Shanghai Stock Exchange

Shenzhen Stock Exchange  Stock Exchange Of Hong Kong  Tokyo Stock Exchange  OTHER

If other, describe:

**h) Size of issuer's assets**

Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M  \$5M to under \$25M  \$25M to under \$100M

\$100M to under \$500M  \$500M to under \$1B  \$1B or over

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

### a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Canadian dollar  US dollar  Euro  Other (describe):

### b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date End Date

2016-11-01 2016-11-01

### c) Detailed purchaser information

Complete [Schedule 1](#) of this form for each purchaser and attach the schedule to the completed report.

[Schedule\\_1.xlsx - 57 KB](#)

### d) Types of securities distributed

Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

Security code	CUSIP number	Number of securities	Canadian \$		
			Single or lowest price	Highest price	Total amount
CVD		25,000.0000	1,000.0000		25,000,000.0000
Description of security: <input type="text"/>					

### e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
CVD	CMS	2.0000		2018-11-01	The debentures are convertible at option of holder anytime prio
Describe other terms: (if applicable) <input type="text"/>					

### f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
British Columbia	NI 45-106 2.3 [Accredited investor]	7	380,000.0000
Alberta	NI 45-106 2.3 [Accredited investor]	32	3,670,000.0000
Alberta	NI 45-106 2.5 [Family, friends and business associates]	2	200,000.0000
Alberta	Other – describe	2	200,000.0000
Other exemption: NI 45-106 2.24			
Ontario	NI 45-106 2.3 [Accredited investor]	31	2,680,000.0000
Quebec	NI 45-106 2.3 [Accredited investor]	11	290,000.0000
Cayman Islands	NI 45-106 2.3 [Accredited investor]	1	17,500,000.0000

United Kingdom	NI 45-106 2.3 [Accredited investor]	1	30,000.0000
Bahamas	NI 45-106 2.3 [Accredited investor]	1	50,000.0000
<b>Total dollar amount of securities distributed</b>			25,000,000.0000
<b>Total number of unique purchasers<sup>2</sup></b>		88	

<sup>2</sup> In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

### h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Not Applicable

Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.		<input type="checkbox"/> Y <input type="checkbox"/> N		



## ITEM 8 – COMPENSATION INFORMATION

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional copies of this page if more than one person was, or will be, compensated.**

Indicate whether any compensation was paid, or will be paid, in connection with the distribution.

No  Yes

### PERSON 1

#### a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names

--	--	--

If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)

Canaccord Genuity	900
-------------------	-----

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No  Yes

#### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code

--	--	--	--

Country

Telephone number

Email address

--	--	--

#### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

Connected with the issuer or investment fund manager

Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)

None of the above

Director or officer of the investment fund or investment fund manager

#### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input checked="" type="checkbox"/> Cash commissions paid	1,044,988.0000			
<input type="checkbox"/> Value of all securities distributed as compensation <sup>4</sup>		Security code1	Security code2	Security code3
		Describe terms of warrants, options or other rights		
<input type="checkbox"/> Other compensation <sup>5</sup>		Describe		
<b>Total compensation Paid</b>	<b>1,044,988.0000</b>			

Check box if the person will or may receive any deferred compensation (describe the terms below)

<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

## ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

Indicate whether the issuer is any of the following (select all that apply).

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada<sup>6</sup>

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer<sup>6</sup>

Provide name of foreign public issuer

- Issuer distributing eligible foreign securities only to permitted clients<sup>7</sup>

**If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.**

<sup>6</sup> An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

<sup>7</sup> Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

- If the issuer is none of the above, check this box and complete Item 9(a) – (c).

### a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	<input type="text"/>	<input type="text"/>	<input type="text"/>	

### b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input type="text"/>	<input type="text"/>	<input type="text"/>	
<input type="text"/>	<input type="text"/>	<input type="text"/>	

### c) Residential address of each individual

Complete [Schedule 2](#) of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

## ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

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 report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

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

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name - Family name	First given name	Secondary given names	Title
Rivera	Nilda		Corporate Secretary
Name of issuer/underwriter		Telephone number	Email address
Aurora Cannabis Inc.		604-362-5207	nilda@auroramj.com
Signature		Date	
"Nilda Rivera"		2016-11-10	

## ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name - Family name	First given name	Secondary given names	Title
Name of company		Telephone number	Email address

## 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 authority or regulator 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 regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the securities regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1478800871-967

Submission ID

2016-11-10 13:08:29.771

Date

SCHEDULE 1 TO FORM 45-106F1 (CONFIDENTIAL PURCHASER INFORMATION)																												
The information in this schedule will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.																												
Do not alter the order of columns or the column titles. If you add totals to assist you in completing this form, please remove them before filing. See instructions tab for more details.																												
Name of issuer		Certification date of the report (YYYYMMDD)																										
Aurora Cannabis Inc.		2016-11-10																										
Legal name of purchaser				Contact information of purchaser						Details of securities purchased				Details of exemption relied on				If relying on section 2.3 of NI 45-106		If relying on section 2.5 of NI 45-106			If relying on subsection 2.8(2) or 2.8(2.1) of NI 45-106 and purchaser is an eligible investor			Other Information		
Family name	First given name	Secondary given names	Full name of non-individual	Street address line 1	Street address line 2	Municipality (town or city)	Provincial State	Postal code/Zip code (A1A1A1 or T3Z4Z)	Country	Telephone number (999999999)	Email address	Date of purchase (YYYYMMDD)	Number of securities	Security code	Amount paid (Canadian \$)	Rule, section and subsection number	If "Other", specify exemption relied on (provide number of local rule, order or basket order)	Paragraph number in the definition of accredited investor that applies to the purchaser (select only one)	Paragraph number in subsection 2.8(1) that applies to the purchaser (select only one)	Name of individual at issuer claiming a relationship to the purchaser	Position at issuer (DPO/CFP) of individual claiming a relationship to the purchaser	Paragraph number in the definition of eligible investor in the definition of the purchaser (select only one)	Is the purchaser a registrant?	Is the purchaser an insider of the issuer?	Full legal name of person compensated for distribution to this purchaser			
s.21 Personal privacy										2016-11-01 100 DEB (Debentures)				s.21 Personal privacy														
										2016-11-01 450 DEB (Debentures)				s.21 Personal privacy														
										2016-11-01 25 DEB (Debentures)				s.21 Personal privacy														
										2016-11-01 100 DEB (Debentures)				s.21 Personal privacy														
										2016-11-01 250 DEB (Debentures)				s.21 Personal privacy														
										2016-11-01 5,000 DEB (Debentures)				s.21 Personal privacy														
										2016-11-01 25 DEB (Debentures)				s.21 Personal privacy														
s.21 Personal privacy				Embley Park Foundation 2 Bloor St Suite 2102 Toronto ON M4W1A8 Canada 4163602916						2016-11-01 200 DEB (Debentures)				s.21 Personal privacy														
				IMCAP International Inc. 90 Fort St Toronto ON M5H2V1 Canada 4163612130						2016-11-01 25 DEB (Debentures)				s.21 Personal privacy														
				Robert Wortman Professional Corporation 365 Bay St Suite 800 Toronto ON M5H2V1 Canada 4163612130						2016-11-01 50 DEB (Debentures)				s.21 Personal privacy														
s.21 Personal privacy				Laffin Investments Ltd. 29 Blyth Hill Rd North York ON M4N3L6 Canada 4163693010						2016-11-01 50 DEB (Debentures)				s.21 Personal privacy														
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s.21 Personal privacy				K.J. Harrison & Partners 80 Bedford Road Toronto ON M5R2K2 Canada 416679280						2016-11-01 100 DEB (Debentures)				s.21 Personal privacy														
										2016-11-01 95 DEB (Debentures)				s.21 Personal privacy														
										2016-11-01 200 DEB (Debentures)				s.21 Personal privacy														
										2016-11-01 250 DEB (Debentures)				s.21 Personal privacy														
										2016-11-01 100 DEB (Debentures)				s.21 Personal privacy														
s.21 Personal privacy				2379388 Ontario Ltd. 23 White Horsewood Seven Oaks Marham ON K8T 1L1 Canada 1189982388						2016-11-01 30 DEB (Debentures)				s.21 Personal privacy														
				Acreeve Capital 3028 Elgin Mills Rd E Markham ON L3C1L1 Canada 4167211721						2016-11-01 50 DEB (Debentures)				s.21 Personal privacy														
				748098 Alberta Ltd. 52147 Range Road 37 Sherwood Park AB T8B1A4 Canada 780049000						2016-11-01 100 DEB (Debentures)				s.21 Personal privacy														
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										2016-11-01 100 DEB (Debentures)				s.21 Personal privacy														
										2016-11-01 25 DEB (Debentures)				s.21 Personal privacy														
s.21 Personal privacy				Finley Mah Professional Corporation 14711 40 Ave Edmonton AB T6R1N1 Canada 7804666937						2016-11-01 25 DEB (Debentures)				s.21 Personal privacy														
										2016-11-01 25 DEB (Debentures)				s.21 Personal privacy														
s.21 Personal privacy				862501 Alberta Ltd. 170C Scarborough St Toronto ON M4W1W2 Canada 4169300521						2016-11-01 100 DEB (Debentures)				s.21 Personal privacy														
										2016-11-01 150 DEB (Debentures)				s.21 Personal privacy														
s.21 Personal privacy				IMCAP International Inc. 90 Fort St Toronto ON M5H2V1 Canada 4164009099						2016-11-01 9,500 DEB (Debentures)				s.21 Personal privacy														
										2016-11-01 50 DEB (Debentures)				s.21 Personal privacy														
										2016-11-01 25 DEB (Debentures)				s.21 Personal privacy														
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										2016-11-01 25 DEB (Debentures)				s.21 Personal privacy														
s.21 Personal privacy				ZV Trading Inc. 370 King Street West Suite 701 Toronto ON M5V1T9 Canada 9057917014						2016-11-01 200 DEB (Debentures)				s.21 Personal privacy														
										2016-11-01 200 DEB (Debentures)				s.21 Personal privacy														
										2016-11-01 25 DEB (Debentures)				s.21 Personal privacy														
										2016-11-01 30 DEB (Debentures)				s.21 Personal privacy														
s.21 Personal privacy				Canira Investments Ltd. 1110 Hamilton St 208 Vancouver BC V6B2S2 Canada 6045515532						2016-11-01 75 DEB (Debentures)				s.21 Personal privacy														
										2016-11-01 25 DEB (Debentures)				s.21 Personal privacy														
										2016-11-01 50 DEB (Debentures)				s.21 Personal privacy														
s.21 Personal privacy				758138 AB Ltd. 81 Sprucewood Park Grande Prairie AB T6V4B6 Canada 7805387122						2016-11-01 20 DEB (Debentures)				s.21 Personal privacy														
										2016-11-01 5 DEB (Debentures)				s.21 Personal privacy														
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										2016-11-01 50 DEB (Debentures)				s.21 Personal privacy														
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s.21 Personal privacy				Galda Management 4904 142 St NW Edmonton AB T6H4E1 Canada 7804337159						2016-11-01 50 DEB (Debentures)				s.21 Personal privacy														
										2016-11-01 100 DEB (Debentures)				s.21 Personal privacy														
s.21 Personal privacy				Wilderness Stables Site 5 PO Box 12 RR7 Calgary AB T2P2G7 Canada 4033834249						2016-11-01 22 DEB (Debentures)				s.21 Personal privacy														
										2016-11-01 24 DEB (Debentures)				s.21 Personal privacy														
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										2016-11-01 72 DEB (Debentures)				s.21 Personal privacy														
										2016-11-01 100 DEB (Debentures)				s.21 Personal privacy														
										2016-11-01 100 DEB (Debentures)				s.21 Personal privacy														



# Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

## ITEM 1 – REPORT TYPE

New report

Amended report If amended, provide Submission ID of report that is being amended:  (Example: EDR1234567890-123)

## ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

Issuer (Other than an investment fund)

Underwriter

## ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier

## ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.

Full legal name

Does the Underwriter's Firm have an NRD Number?

No  Yes

Firm NRD number

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

**ITEM 5 – ISSUER INFORMATION****a) Primary industry**

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to [Statistics Canada's NAICS industry search tool](#).

NAICS industry code

111999

If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.

Exploration  Development  Production

Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

Mortgages  Real estate  Commercial/business debt  Consumer debt  Private companies  N/A

**b) Number of employees**

0 - 49  50 - 99  100 - 499  500 or more

**c) SEDAR profile number**

Does the issuer have a [SEDAR](#) profile?

If yes, provide SEDAR profile number:

No  Yes

00025675

**d) Head office address**

If the issuer does not have a SEDAR profile, complete Item 5(d) – (h).

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

**e) Date of formation and financial year-end**

Date of formation

Financial year-end

**f) Reporting issuer status**

Is the issuer a reporting issuer in any jurisdiction of Canada?

No  Yes

If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.

All  AB  BC  MB  NB  NL  NT

NS  NU  ON  PE  QC  SK  YT

**g) Public listing status**

Does the issuer have a CUSIP number?

CUSIP number (provide first 6 digits only)

No  Yes

If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.

Exchange names:

Not Applicable  Toronto Stock Exchange  TSX Venture Exchange  Canadian Securities Exchange

Aequitas Neo Exchange  Australian Securities Exchange  Deutsche Boerse  Euronext

London Stock Exchange  Nasdaq  New York Stock Exchange  Shanghai Stock Exchange

Shenzhen Stock Exchange  Stock Exchange Of Hong Kong  Tokyo Stock Exchange  OTHER

If other, describe:

**h) Size of issuer's assets**

Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M  \$5M to under \$25M  \$25M to under \$100M

\$100M to under \$500M  \$500M to under \$1B  \$1B or over



## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

### a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Canadian dollar  US dollar  Euro  Other (describe):

### b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date End Date

2016-11-01 2016-11-01

### c) Detailed purchaser information

Complete [Schedule 1](#) of this form for each purchaser and attach the schedule to the completed report.

[Schedule\\_1.xlsx - 57 KB](#)

### d) Types of securities distributed

Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

Security code	CUSIP number	Number of securities	Canadian \$		
			Single or lowest price	Highest price	Total amount
CVD		25,000.0000	1,000.0000		25,000,000.0000
Description of security: Unsecured convertible debentures bearing interest at 8% per annum, maturing November 1, 2018. Convertible at option of holder					

### e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
CVD	CMS	2.0000		2018-11-01	The debentures are convertible at option of holder anytime prior to maturity
Describe other terms: (if applicable) The debentures are convertible at option of holder anytime prior to maturity at conversion price of \$2.00 per \$1,000 debenture.					

### f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only. This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
British Columbia	NI 45-106 2.3 [Accredited investor]	7	380,000.0000
Alberta	NI 45-106 2.3 [Accredited investor]	33	3,870,000.0000
Alberta	NI 45-106 2.5 [Family, friends and business associates]	2	200,000.0000
Alberta	Other – describe	2	200,000.0000
Other exemption: NI 45-106, 2.24			
Ontario	NI 45-106 2.3 [Accredited investor]	28	2,455,000.0000
Quebec	NI 45-106 2.3 [Accredited investor]	12	315,000.0000
Cayman Islands	NI 45-106 2.3 [Accredited investor]	1	17,500,000.0000

United Kingdom	NI 45-106 2.3 [Accredited investor]	1	30,000.0000
Bahamas	NI 45-106 2.3 [Accredited investor]	1	50,000.0000
<b>Total dollar amount of securities distributed</b>			25,000,000.0000
<b>Total number of unique purchasers<sup>2</sup></b>		87	

<sup>2</sup> In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

### h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Not Applicable

Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.		<input type="checkbox"/> Y <input type="checkbox"/> N		

## ITEM 8 – COMPENSATION INFORMATION

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional copies of this page if more than one person was, or will be, compensated.**

Indicate whether any compensation was paid, or will be paid, in connection with the distribution.

No  Yes

### PERSON 1

#### a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names

--	--	--

If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)

Canaccord Genuity	900
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Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No  Yes

#### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code

--	--	--	--

Country

Telephone number

Email address

--	--	--

#### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

Connected with the issuer or investment fund manager

Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)

None of the above

Director or officer of the investment fund or investment fund manager

#### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input checked="" type="checkbox"/>	Cash commissions paid	1,044,988.0000			
<input type="checkbox"/>	Value of all securities distributed as compensation <sup>4</sup>		Security code1	Security code2	Security code3
			Describe terms of warrants, options or other rights		
<input type="checkbox"/>	Other compensation <sup>5</sup>		Describe		
	<b>Total compensation Paid</b>	1,044,988.0000			

Check box if the person will or may receive any deferred compensation (describe the terms below)

<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

## ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

Indicate whether the issuer is any of the following (select all that apply).

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada<sup>6</sup>

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer<sup>6</sup>

Provide name of foreign public issuer

- Issuer distributing eligible foreign securities only to permitted clients<sup>7</sup>

**If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.**

<sup>6</sup> An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

<sup>7</sup> Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

- If the issuer is none of the above, check this box and complete Item 9(a) – (c).

### a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	<input type="text"/>	<input type="text"/>	<input type="text"/>	

### b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input type="text"/>	<input type="text"/>	<input type="text"/>	
<input type="text"/>	<input type="text"/>	<input type="text"/>	

### c) Residential address of each individual

Complete [Schedule 2](#) of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

## ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

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 report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

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

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name - Family name	First given name	Secondary given names	Title
Rivera	Nilda		Corporate Secretary
Name of issuer/underwriter	Telephone number	Email address	
Aurora Cannabis Inc.	604-362-5207	nilda@auroramj.com	
Signature	Date		
"Nilda Rivera"	2016-11-17		

## ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name - Family name	First given name	Secondary given names	Title
Name of company	Telephone number	Email address	

## 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 authority or regulator 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 regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the securities regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1479418683-653

Submission ID

2016-11-17 16:50:09.492

Date







# Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

## ITEM 1 – REPORT TYPE

New report

Amended report If amended, provide Submission ID of report that is being amended:  (Example: EDR1234567890-123)

## ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

Issuer (Other than an investment fund)

Underwriter

## ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier

## ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.

Full legal name

Does the Underwriter's Firm have an NRD Number?

No  Yes

Firm NRD number

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

**ITEM 5 – ISSUER INFORMATION****a) Primary industry**

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to [Statistics Canada's NAICS industry search tool](#).

NAICS industry code

111999

If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.

Exploration  Development  Production

Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

Mortgages  Real estate  Commercial/business debt  Consumer debt  Private companies  N/A

**b) Number of employees**

0 - 49  50 - 99  100 - 499  500 or more

**c) SEDAR profile number**

Does the issuer have a [SEDAR](#) profile ?

If yes, provide SEDAR profile number:

No  Yes

00025675

**d) Head office address**

If the issuer does not have a SEDAR profile, complete Item 5(d) – (h).

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

**e) Date of formation and financial year-end**

Date of formation

Financial year-end

**f) Reporting issuer status**

Is the issuer a reporting issuer in any jurisdiction of Canada?

No  Yes

If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.

All  AB  BC  MB  NB  NL  NT

NS  NU  ON  PE  QC  SK  YT

**g) Public listing status**

Does the issuer have a CUSIP number?

CUSIP number (provide first 6 digits only)

No  Yes

If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.

Exchange names:

Not Applicable  Toronto Stock Exchange  TSX Venture Exchange  Canadian Securities Exchange

Aequitas Neo Exchange  Australian Securities Exchange  Deutsche Boerse  Euronext

London Stock Exchange  Nasdaq  New York Stock Exchange  Shanghai Stock Exchange

Shenzhen Stock Exchange  Stock Exchange Of Hong Kong  Tokyo Stock Exchange  OTHER

If other, describe:

**h) Size of issuer's assets**

Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M  \$5M to under \$25M  \$25M to under \$100M

\$100M to under \$500M  \$500M to under \$1B  \$1B or over

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

### a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Canadian dollar  US dollar  Euro  Other (describe):

### b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date End Date

2016-11-01 2016-11-01

### c) Detailed purchaser information

Complete [Schedule 1](#) of this form for each purchaser and attach the schedule to the completed report.

[Schedule\\_1.xlsx - 57 KB](#)

### d) Types of securities distributed

Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

Security code	CUSIP number	Number of securities	Canadian \$		
			Single or lowest price	Highest price	Total amount
CVD		25,000.0000	1,000.0000		25,000,000.0000
Description of security: Unsecured convertible debentures bearing interest at 8% per annum, maturing November 1, 2018. Convertible at option of holder					

### e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
CVD	CMS	2.0000		2018-11-01	The debentures are convertible at option of holder anytime prior
Describe other terms: (if applicable)					

### f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only. This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
British Columbia	NI 45-106 2.3 [Accredited investor]	7	380,000.0000
Alberta	NI 45-106 2.5 [Family, friends and business associates]	2	200,000.0000
Alberta	Other – describe	2	200,000.0000
Other exemption: NI 45-106 2.24			
United Kingdom	NI 45-106 2.3 [Accredited investor]	1	30,000.0000
Bahamas	NI 45-106 2.3 [Accredited investor]	1	50,000.0000
Cayman Islands	NI 45-106 2.3 [Accredited investor]	1	17,500,000.0000
Alberta	NI 45-106 2.3 [Accredited investor]	33	3,870,000.0000

Ontario	NI 45-106 2.3 [Accredited investor]	28	2,455,000.0000
Quebec	NI 45-106 2.3 [Accredited investor]	12	315,000.0000
<b>Total dollar amount of securities distributed</b>			25,000,000.0000
<b>Total number of unique purchasers<sup>2</sup></b>		87	

<sup>2</sup> In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

### h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Not Applicable

Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.		<input type="checkbox"/> Y <input type="checkbox"/> N		

## ITEM 8 – COMPENSATION INFORMATION

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional copies of this page if more than one person was, or will be, compensated.**

Indicate whether any compensation was paid, or will be paid, in connection with the distribution.

No  Yes

### PERSON 1

#### a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names




If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)



Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No  Yes

#### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code





Country

Telephone number

Email address




#### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

Connected with the issuer or investment fund manager

Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)

None of the above

Director or officer of the investment fund or investment fund manager

#### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input checked="" type="checkbox"/>	Cash commissions paid	1,044,988.0000			
<input type="checkbox"/>	Value of all securities distributed as compensation <sup>4</sup>		Security code1 <input type="text"/>	Security code2 <input type="text"/>	Security code3 <input type="text"/>
			Describe terms of warrants, options or other rights		
			<input type="text"/>		
<input type="checkbox"/>	Other compensation <sup>5</sup>		Describe		
			<input type="text"/>		
	<b>Total compensation Paid</b>	1,044,988.0000			

Check box if the person will or may receive any deferred compensation (describe the terms below)

<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.



## ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

Indicate whether the issuer is any of the following (select all that apply).

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada<sup>6</sup>

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer<sup>6</sup>

Provide name of foreign public issuer

- Issuer distributing eligible foreign securities only to permitted clients<sup>7</sup>

**If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.**

<sup>6</sup> An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

<sup>7</sup> Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

- If the issuer is none of the above, check this box and complete Item 9(a) – (c).

### a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	<input type="text"/>	<input type="text"/>	<input type="text"/>	

### b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input type="text"/>	<input type="text"/>	<input type="text"/>	
<input type="text"/>	<input type="text"/>	<input type="text"/>	

### c) Residential address of each individual

Complete [Schedule 2](#) of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

## ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

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 report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

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

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name - Family name	First given name	Secondary given names	Title
Rivera	Nilda		Corporate Secretary
Name of issuer/underwriter	Telephone number	Email address	
Aurora Cannabis Inc.	6043625207	nilda@auroramj.com	
Signature	Date		
"Nilda Rivera"	2017-01-05		

## ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name - Family name	First given name	Secondary given names	Title
Name of company	Telephone number	Email address	

## 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 authority or regulator 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 regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the securities regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1483982745137-686

Submission ID

2017-01-09 12:25:45.137

Date

SCHEDULE 1 TO FORM 45-106F1 (CONFIDENTIAL PURCHASER INFORMATION)																									
The information in this schedule will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.																									
Do not alter the order of columns or the column titles. If you add totals to assist you in completing this form, please remove them before filing. See instructions tab for more details.																									
Name of issuer		Certification date of the report (YYYYMMDD)																							
Auroa Cannabis Inc.		2017-01-05																							
Legal name of purchaser				Contact information of purchaser						Details of securities purchased				Details of exemption relied on		If relying on section 2.3 of NI 45-106	If relying on section 2.5 of NI 45-106			If relying on subsection 2.8(2) or 2.8(2.1) of NI 45-106 and purchaser is an eligible investor	Other Information				
Family name	First given name	Secondary given names	Full name of non-individual	Street address line 1	Street address line 2	Municipality (town or city)	Provincial State	Postal code/Zip code (A1A1A1 or T2Z4)	Country	Telephone number (999999999)	Email address	Date of acquisition (YYYYMMDD)	Number of securities	Security code	Amount paid (Canadian \$)	Rule, section and subsection number	If "Other", specify exemption relied on (provide number of local rule, order or basket order)	Paragraph number in the definition of accredited investor that applies to the purchaser (select only one)	Paragraph number in subsection 2.5(1) that applies to the purchaser (select only one)	Name of individual at issuer claiming a relationship to the purchaser	Position at issuer (D/DCFO of individual claiming a relationship to the purchaser)	Paragraph number in the definition of eligible investor that applies to the purchase (select only one)	Is the purchaser a registrant?	Is the purchaser an insider of the issuer?	Full legal name of person compensated for distribution to this purchaser
s.21 Personal privacy														s.21 Personal privacy			s.21 Personal privacy								
				Embey Peak Foundation 2 Bloor St Suite 2102 Toronto ON M4W1A8 Canada 4163600310						2016-11-01 100 CVD (Convertible debentures) 100,000				s.21 Personal privacy			s.21 Personal privacy			N N 900					
				MNCAP International Inc. SPC 90 Fort St Cayman Islands KY11104 4164080999						2016-11-01 450 CVD (Convertible debentures) 450,000				NI 45-106 2.3 (Accredited investor)			s.21 Personal privacy			N N 900					
				Robert Wortzman Professional Corporation 365 Bay St Suite 800 Toronto ON M5H2V1 Canada 4163612130						2016-11-01 25 CVD (Convertible debentures) 25,000				NI 45-106 2.3 (Accredited investor)			s.21 Personal privacy			N N 900					
s.21 Personal privacy														s.21 Personal privacy			s.21 Personal privacy								
				Lafin Investments Ltd 29 Blyth Hill Rd North York ON M4N1L6 Canada 4163683010						2016-11-01 200 CVD (Convertible debentures) 200,000				s.21 Personal privacy			s.21 Personal privacy			N N 900					
s.21 Personal privacy														s.21 Personal privacy			s.21 Personal privacy								
				717936 Ontario Limited 29 Ruskywood Dr North York ON M3A1R6 Canada 4164811080						2016-11-01 50 CVD (Convertible debentures) 50,000				NI 45-106 2.3 (Accredited investor)			s.21 Personal privacy			N N 900					
s.21 Personal privacy														s.21 Personal privacy			s.21 Personal privacy								
				C.J. Harrison & Partners Inc. 80 Bedford Road Toronto ON M5R2K2 Canada 4168672600						2016-11-01 10 CVD (Convertible debentures) 10,000				s.21 Personal privacy			s.21 Personal privacy			N N 900					
										2016-11-01 25 CVD (Convertible debentures) 25,000				s.21 Personal privacy			s.21 Personal privacy			N N 900					
										2016-11-01 25 CVD (Convertible debentures) 25,000				s.21 Personal privacy			s.21 Personal privacy			N N 900					
										2016-11-01 10 CVD (Convertible debentures) 10,000				s.21 Personal privacy			s.21 Personal privacy			N N 900					
										2016-11-01 25 CVD (Convertible debentures) 25,000				s.21 Personal privacy			s.21 Personal privacy			N N 900					
										2016-11-01 25 CVD (Convertible debentures) 25,000				s.21 Personal privacy			s.21 Personal privacy			N N 900					
										2016-11-01 10 CVD (Convertible debentures) 10,000				s.21 Personal privacy			s.21 Personal privacy			N N 900					
										2016-11-01 200 CVD (Convertible debentures) 200,000				s.21 Personal privacy			s.21 Personal privacy			N N 900					
										2016-11-01 25 CVD (Convertible debentures) 25,000				s.21 Personal privacy			s.21 Personal privacy			N N 900					
										2016-11-01 10 CVD (Convertible debentures) 10,000				s.21 Personal privacy			s.21 Personal privacy			N N 900					
										2016-11-01 25 CVD (Convertible debentures) 25,000				s.21 Personal privacy			s.21 Personal privacy			N N 900					
s.21 Personal privacy				K.J. Harrison & Partners Inc. 80 Bedford Road Toronto ON M5R2K2 Canada 4168672600						2016-11-01 100 CVD (Convertible debentures) 100,000				NI 45-106 2.3 (Accredited investor)			s.21 Personal privacy			N N 900					
										2016-11-01 95 CVD (Convertible debentures) 95,000				s.21 Personal privacy			s.21 Personal privacy			N N 900					
										2016-11-01 200 CVD (Convertible debentures) 200,000				s.21 Personal privacy			s.21 Personal privacy			N N 900					
										2016-11-01 250 CVD (Convertible debentures) 250,000				s.21 Personal privacy			s.21 Personal privacy			N N 900					
										2016-11-01 100 CVD (Convertible debentures) 100,000				s.21 Personal privacy			s.21 Personal privacy			N Y 900					
s.21 Personal privacy				2379388 Ontario Ltd. 23 White Hawwood Seven Oaks Kent United Kingdom 11699523880						2016-11-01 30 CVD (Convertible debentures) 30,000				NI 45-106 2.3 (Accredited investor)			s.21 Personal privacy			N N 900					
				Acrovetive Capital 3208 Elgin Mills Rd E Markham ON L6C1L1 Canada 4167211721						2016-11-01 50 CVD (Convertible debentures) 50,000				NI 45-106 2.3 (Accredited investor)			s.21 Personal privacy			N N 900					
s.21 Personal privacy				748086 Alberta Ltd. 52147 Range Road 231 Sherwood Park AB T8B1A4 Canada 7809049900						2016-11-01 100 CVD (Convertible debentures) 100,000				Other (describe in next column) NI 45-106 2.24			s.21 Personal privacy			N Y 900					
										2016-11-01 25 CVD (Convertible debentures) 25,000				s.21 Personal privacy			s.21 Personal privacy			N N 900					
										2016-11-01 200 CVD (Convertible debentures) 200,000				s.21 Personal privacy			s.21 Personal privacy			N N 900					
										2016-11-01 100 CVD (Convertible debentures) 100,000				s.21 Personal privacy			s.21 Personal privacy			N N 900					
s.21 Personal privacy				Friday Mah Professional Corporation 14711 40 Ave Edmonton AB T6R1N1 Canada 7804886931						2016-11-01 25 CVD (Convertible debentures) 25,000				NI 45-106 2.3 (Accredited investor)			s.21 Personal privacy			N N 900					
										2016-11-01 25 CVD (Convertible debentures) 25,000				s.21 Personal privacy			s.21 Personal privacy			N N 900					
s.21 Personal privacy				862501 Alberta Ltd. 170C Rosborough St E Toronto ON M4W1W2 Canada 416930521						2016-11-01 100 CVD (Convertible debentures) 100,000				NI 45-106 2.3 (Accredited investor)			s.21 Personal privacy			N N 900					
										2016-11-01 150 CVD (Convertible debentures) 150,000				s.21 Personal privacy			s.21 Personal privacy			N N 900					
s.21 Personal privacy				MNCAP International Inc. SPC 90 Fort St Osgoode Town Financial Centre Grand Cayman KY11104 Cayman Islands 4164080999						2016-11-01 9,500 CVD (Convertible debentures) 9,500,000				NI 45-106 2.3 (Accredited investor)			s.21 Personal privacy			N N 900					
										2016-11-01 50 CVD (Convertible debentures) 50,000				s.21 Personal privacy			s.21 Personal privacy			N N 900					
										2016-11-01 25 CVD (Convertible debentures) 25,000				s.21 Personal privacy			s.21 Personal privacy			N N 900					
										2016-11-01 25 CVD (Convertible debentures) 25,000				s.21 Personal privacy			s.21 Personal privacy			N N 900					
										2016-11-01 200 CVD (Convertible debentures) 200,000				NI 45-106 2.3 (Accredited investor)			s.21 Personal privacy			N N 900					
s.21 Personal privacy				J.B. Metcalfe Holding Co 131 Country Club Place NW Edmonton AB T6M2H7 Canada 7809133050						2016-11-01 200 CVD (Convertible debentures) 200,000				NI 45-106 2.3 (Accredited investor)			s.21 Personal privacy			N N 900					
										2016-11-01 25 CVD (Convertible debentures) 25,000				s.21 Personal privacy			s.21 Personal privacy			N N 900					



# Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

## ITEM 1 – REPORT TYPE

New report

Amended report If amended, provide Submission ID of report that is being amended:  (Example: EDR1234567890-123)

## ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

Issuer (Other than an investment fund)

Underwriter

## ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Aurora Cannabis Inc.

Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

www.auroramj.com

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier

## ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.

Full legal name

Does the Underwriter's Firm have an NRD Number?

No  Yes

Firm NRD number

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

**ITEM 5 – ISSUER INFORMATION****a) Primary industry**

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to [Statistics Canada's NAICS industry search tool](#).

NAICS industry code

111999

If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.

Exploration  Development  Production

Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

Mortgages  Real estate  Commercial/business debt  Consumer debt  Private companies  N/A

**b) Number of employees**

0 - 49  50 - 99  100 - 499  500 or more

**c) SEDAR profile number**

Does the issuer have a [SEDAR](#) profile? If yes, provide SEDAR profile number:

No  Yes

00025675

**d) Head office address**

If the issuer does not have a SEDAR profile, complete Item 5(d) – (h).

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

**e) Date of formation and financial year-end**

Date of formation

Financial year-end

**f) Reporting issuer status**

Is the issuer a reporting issuer in any jurisdiction of Canada?

No  Yes

If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.

All  AB  BC  MB  NB  NL  NT

NS  NU  ON  PE  QC  SK  YT

**g) Public listing status**

Does the issuer have a CUSIP number? CUSIP number (provide first 6 digits only)

No  Yes

If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.

Exchange names:

Not Applicable  Toronto Stock Exchange  TSX Venture Exchange  Canadian Securities Exchange

Aequitas Neo Exchange  Australian Securities Exchange  Deutsche Boerse  Euronext

London Stock Exchange  Nasdaq  New York Stock Exchange  Shanghai Stock Exchange

Shenzhen Stock Exchange  Stock Exchange Of Hong Kong  Tokyo Stock Exchange  OTHER

If other, describe:

**h) Size of issuer's assets**

Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M  \$5M to under \$25M  \$25M to under \$100M

\$100M to under \$500M  \$500M to under \$1B  \$1B or over

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

### a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Canadian dollar  US dollar  Euro  Other (describe):

### b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date End Date

2017-02-28 2017-02-28

### c) Detailed purchaser information

Complete [Schedule 1](#) of this form for each purchaser and attach the schedule to the completed report.

[Schedule1.xlsx - 103 KB](#)

### d) Types of securities distributed

Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

Security code	CUSIP number	Number of securities	Canadian \$		
			Single or lowest price	Highest price	Total amount
CMS	05156X108	1,845,000.0000	2.0740	2.0740	3,792,968.0000
Description of security: Common Shares					
UBS	05156X504	33,337,500.0000	2.2500	2.2500	74,496,600.0000
Description of security: Units comprising of one common shares of the Issuer and one-half common share purchase warrant					

### e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
WNT	CMS	3.0000	3.0000	2019-02-28	
Describe other terms: (if applicable)					

### f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only. This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
British Columbia	NI 45-106 2.3 [Accredited investor]	42	5,799,825.0000
British Columbia	NI 45-106 2.12 [Asset acquisition]	3	84,314.0000
Alberta	NI 45-106 2.3 [Accredited investor]	146	20,170,575.0000
Alberta	NI 45-106 2.5 [Family, friends and business associates]	4	1,946,700.0000
Nova Scotia	NI 45-106 2.3 [Accredited investor]	2	33,750.0000
Ontario	NI 45-106 2.3 [Accredited investor]	91	11,995,200.0000

Ontario	NI 45-106 2.5 [Family, friends and business associates]	2	805,500.0000
Ontario	NI 45-106 2.12 [Asset acquisition]	23	3,708,654.0000
Quebec	NI 45-106 2.5 [Family, friends and business associates]	3	87,750.0000
Australia	NI 45-106 2.3 [Accredited investor]	5	499,500.0000
United Kingdom	NI 45-106 2.3 [Accredited investor]	2	393,750.0000
Cayman Islands	NI 45-106 2.3 [Accredited investor]	1	32,501,250.0000
Barbados	NI 45-106 2.3 [Accredited investor]	1	202,050.0000
United States	NI 45-106 2.12 [Asset acquisition]	1	34,596.0000
<b>Total dollar amount of securities distributed</b>			78,263,414.0000
<b>Total number of unique purchasers<sup>2</sup></b>		326	

<sup>2</sup> In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.



## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

### h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

**Not Applicable**

Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.		<input type="checkbox"/> Y <input type="checkbox"/> N		

## ITEM 8 – COMPENSATION INFORMATION

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional copies of this page if more than one person was, or will be, compensated.**

Indicate whether any compensation was paid, or will be paid, in connection with the distribution.

No  Yes

### PERSON 1

#### a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names

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If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)

Canaccord Genuity Corp.	900
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Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No  Yes

#### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code

--	--	--	--

Country

Telephone number

Email address

--	--	--

#### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

Connected with the issuer or investment fund manager  Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)  None of the above

Director or officer of the investment fund or investment fund manager

#### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input checked="" type="checkbox"/> Cash commissions paid	2,623,007.8100			
<input checked="" type="checkbox"/> Value of all securities distributed as compensation <sup>4</sup>	0.0000	Security code1	WNT	Security code2 <input type="text"/> Security code3 <input type="text"/>
		Describe terms of warrants, options or other rights		
		1,165,781 Warrants. Each warrant allows the holder to purchase one Unit at \$2.25 per Unit until February 28, 2019.		
<input type="checkbox"/> Other compensation <sup>5</sup>		Describe		
<b>Total compensation Paid</b>	<b>2,623,007.8100</b>			

Check box if the person will or may receive any deferred compensation (describe the terms below)

<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

## PERSON 2

### a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names




If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)

Cormark Securities Inc.

10090

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No  Yes

### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code





Country

Telephone number

Email address




### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

Connected with the issuer or investment fund manager

Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)

None of the above

Director or officer of the investment fund or investment fund manager

### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input checked="" type="checkbox"/> Cash commissions paid	419,681.2500			
<input checked="" type="checkbox"/> Value of all securities distributed as compensation <sup>4</sup>	0.0000	Security code1	WNT	Security code2 <input type="text"/> Security code3 <input type="text"/>
		Describe terms of warrants, options or other rights		
		186,525 Warrants. Each warrant allows the holder to purchase one Unit at \$2.25 per Unit until February 28, 2019.		
<input type="checkbox"/> Other compensation <sup>5</sup>		Describe		
<b>Total compensation Paid</b>	<b>419,681.2500</b>			

Check box if the person will or may receive any deferred compensation (describe the terms below)

<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

**PERSON 3**

**a) Name of person compensated and registration status**

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name  First given name  Secondary given names

If the person compensated is not an individual, provide the following information.

Full legal name of non-individual  Firm NRD number (if applicable)

Mackie Research Capital Corporation  3070

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No  Yes

**b) Business contact information**

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address  Municipality  Province/State  Postal/ZIP code

Country  Telephone number  Email address

**c) Relationship to issuer or investment fund manager**

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

Connected with the issuer or investment fund manager  Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)  None of the above

Director or officer of the investment fund or investment fund manager

**d) Compensation details**

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input checked="" type="checkbox"/> Cash commissions paid	<input type="text" value="419,681.2500"/>	
<input checked="" type="checkbox"/> Value of all securities distributed as compensation <sup>4</sup>	<input type="text" value="0.0000"/>	Security code1 <input type="text" value="WNT"/> Security code2 <input type="text"/> Security code3 <input type="text"/>
		Describe terms of warrants, options or other rights
		<input type="text" value="186,525 Warrants. Each warrant allows the holder to purchase one Unit at \$2.25 per Unit until February 28, 2019."/>
<input type="checkbox"/> Other compensation <sup>5</sup>	<input type="text"/>	Describe
		<input type="text"/>
<b>Total compensation Paid</b>	<input type="text" value="419,681.2500"/>	

Check box if the person will or may receive any deferred compensation (describe the terms below)

<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

**PERSON 4**

**a) Name of person compensated and registration status**

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names

<input type="text"/>	<input type="text"/>	<input type="text"/>
----------------------	----------------------	----------------------

If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)

<input type="text" value="Eight Capital"/>	<input type="text" value="55180"/>
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Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No  Yes

#### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
----------------------	----------------------	----------------------	----------------------

Country

Telephone number

Email address

<input type="text"/>	<input type="text"/>	<input type="text"/>
----------------------	----------------------	----------------------

#### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

- Connected with the issuer or investment fund manager  Employee of the issuer or investment fund manager
- Insider of the issuer (other than an investment fund)  None of the above
- Director or officer of the investment fund or investment fund manager

#### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input checked="" type="checkbox"/> Cash commissions paid	<input type="text" value="419,681.2500"/>	
<input checked="" type="checkbox"/> Value of all securities distributed as compensation <sup>4</sup>	<input type="text" value="0.0000"/>	Security code1 <input type="text" value="WNT"/> Security code2 <input type="text"/> Security code3 <input type="text"/>
		Describe terms of warrants, options or other rights <input type="text" value="186,525 Warrants. Each warrant allows the holder to purchase one Unit at \$2.25 per Unit until February 28, 2019."/>
<input type="checkbox"/> Other compensation <sup>5</sup>	<input type="text"/>	Describe <input type="text"/>
<b>Total compensation Paid</b>	<input type="text" value="419,681.2500"/>	

Check box if the person will or may receive any deferred compensation (describe the terms below)

<input type="text"/>
----------------------

<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

### PERSON 5

#### a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names

Family name

First given name

Secondary given names

If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)

GMP Securities L.P.

21980

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

 No  Yes

### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Email address

### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

 Connected with the issuer or investment fund manager

 Employee of the issuer or investment fund manager

 Insider of the issuer (other than an investment fund)

 None of the above

 Director or officer of the investment fund or investment fund manager

### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input checked="" type="checkbox"/> Cash commissions paid	314,760.9400			
<input checked="" type="checkbox"/> Value of all securities distributed as compensation <sup>4</sup>	0.0000	Security code1	WNT	Security code2 <input type="text"/> Security code3 <input type="text"/>
		Describe terms of warrants, options or other rights		
		139,893 Warrants. Each warrant allows the holder to purchase one Unit at \$2.25 per Unit until February 28, 2019.		
<input type="checkbox"/> Other compensation <sup>5</sup>		Describe		
		<input type="text"/>		
<b>Total compensation Paid</b>	314,760.9400			

 Check box if the person will or may receive any deferred compensation (describe the terms below)

<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

## ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

Indicate whether the issuer is any of the following (select all that apply).

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada<sup>6</sup>

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer<sup>6</sup>

Provide name of foreign public issuer

- Issuer distributing eligible foreign securities only to permitted clients<sup>7</sup>

**If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.**

<sup>6</sup> An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

<sup>7</sup> Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

- If the issuer is none of the above, check this box and complete Item 9(a) – (c).

### a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	<input type="text"/>	<input type="text"/>	<input type="text"/>	

### b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input type="text"/>	<input type="text"/>	<input type="text"/>	
<input type="text"/>	<input type="text"/>	<input type="text"/>	

### c) Residential address of each individual

Complete [Schedule 2](#) of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

## ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

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 report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

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

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name - Family name	First given name	Secondary given names	Title
Rivera	Nilda		Corporate Secretary
Name of issuer/underwriter	Telephone number	Email address	
Aurora Cannabis Inc.	604-362-5207	nilda@auroramj.com	
Signature	Date		
"Nilda Rivera"	2017-03-09		

## ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name - Family name	First given name	Secondary given names	Title
Name of company	Telephone number	Email address	

## 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 authority or regulator 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 regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the securities regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1489190796-319

Submission ID

2017-03-10 19:13:53.861

Date



SCHEDULE 1 TO FORM 45-106F1 (CONFIDENTIAL PURCHASER INFORMATION)																									
The information in this schedule will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.																									
Do not alter the order of columns or the column titles. If you add totals to assist you in completing this form, please remove them before filing. See instructions tab for more details.																									
Name of issuer		Certification date of the report (YYYYMMDD)																							
Aurora Cannabis Inc.		2017-03-09																							
Legal name of purchaser				Contact information of purchaser						Details of securities purchased				Details of exemption relied on		If relying on section 2.3 of NI 45-106		If relying on section 2.5 of NI 45-106			If relying on subsection 2.2(2) or 2.2(3.1) of NI 45-106 and purchaser is an eligible investor			Other Information	
Family name	First given name	Secondary given names	Full name of non-individual	Street address line 1	Street address line 2	Municipality (town or city)	Provincial State	Postal code/Zip code (ATAA1 or 12345)	Country	Telephone number (999999999)	Email address	Date of acquisition (YYYYMMDD)	Number of securities	Security code	Amount paid (Canadian \$)	Rule, section and subsection number	If "Other", specify exemption relied on (provide number of local rule, order or basket order)	Paragraph number in the definition of accredited investor that applies to the purchaser (select only one)	Paragraph number in subsection 2.5(1) that applies to the purchaser (select only one)	Name of individual at issuer claiming a relationship to the purchaser	Position at issuer (DPO/CI) of individual claiming a relationship to the purchaser	Paragraph number in the definition of eligible investor that applies to the purchaser (select only one)	Is the purchaser a registrant?	Is the purchaser an insider of the issuer?	Full legal name of person compensated for distribution to this purchaser
			Terra Capital New Horizons Fund Pty Ltd.	Level 12, 139 Macquarie Street	Sydney	Sydney	NSW	2000	Australia	6129552518		2017-02-28	88,778	UBS (Units of bonded securities)	199,750.5	NI 45-106 2.3 (Accredited investor)	w					N	N	refer to item 8 of the Form	
			Jet Capital Pty Ltd. <The Jet Capital A/C>	B Tapalla Turn	Merriwa	Merriwa	WA	6030	Australia	61414756832		2017-02-28	22,200	UBS (Units of bonded securities)	49,950	NI 45-106 2.3 (Accredited investor)	w						N	N	refer to item 8 of the Form
			Asiad Management Pty Ltd. <TRG Superannuation Fund A/C>	C/ Portfolo Admin Service PO Box 8271	Subiaco	Subiaco	WA	6008	Australia	61416131390		2017-02-28	22,222	UBS (Units of bonded securities)	49,999.5	NI 45-106 2.3 (Accredited investor)	w						N	N	refer to item 8 of the Form
			Travis Royce Smith <Smith Investment A/C>		City Beach	City Beach	WA	6015	Australia	61417774443		2017-02-28	44,400	UBS (Units of bonded securities)	99,900	NI 45-106 2.3 (Accredited investor)	w						N	N	refer to item 8 of the Form
			Rowley Super Investments Pty Ltd. <Rowley Family Super A/C>	PO Box 288	West Perth	West Perth		6872	Australia	61414756832		2017-02-28	44,400	UBS (Units of bonded securities)	99,900	NI 45-106 2.3 (Accredited investor)	w						N	N	refer to item 8 of the Form
			Apollo Nominees Inc.	Suite 102, Cidell Place, Lumbic, Columbus Blvd	St Michael	St. Michael			Barbados	2464305350		2017-02-28	89,800	UBS (Units of bonded securities)	202,050	NI 45-106 2.3 (Accredited investor)	m						N	N	refer to item 8 of the Form
s.21 Personal privacy										s.21 Personal privacy				s.21											
			ALC Family Trust	3614 Street SW	Calgary	Calgary	AB	T2T2Y1	Canada	4034374669		2017-02-28	10,000	UBS (Units of bonded securities)	22,500	NI 45-106 2.3 (Accredited investor)	w						N	N	refer to item 8 of the Form
s.21 Personal privacy										s.21 Personal privacy				s.21		Persona l privacy									
			DJK Holdings Ltd.	823 51 Ave SW	Calgary	Calgary	AB	T2V0A6	Canada	4032529891		2017-02-28	25,000	UBS (Units of bonded securities)	66,250	NI 45-106 2.3 (Accredited investor)							N	N	refer to item 8 of the Form
s.21 Personal privacy										s.21 Personal privacy				s.21		Persona l privacy									
			Retire First Ltd on behalf of fully managed accounts	#101-4610 49th Ave.	Red Deer	Red Deer	AB	T4N0M5	Canada	4033145553	doug.ahlan@retirefirst.com	2017-02-28	500,000	UBS (Units of bonded securities)	1,125,000	NI 45-106 2.3 (Accredited investor)	q						N	N	refer to item 8 of the Form
s.21 Personal privacy										s.21				s.21											
			Retire First Ltd on behalf of fully managed accounts	#101-4610 49th Ave.	Red Deer	Red Deer	AB	T4N0M5	Canada	4033145553	doug.ahlan@retirefirst.com	2017-02-28	195,000	UBS (Units of bonded securities)	438,750	NI 45-106 2.3 (Accredited investor)	q						N	N	refer to item 8 of the Form
s.21 Personal privacy										s.21				s.21		Persona l privacy									
			Henry Young Der Prof Cop	37 Austin Dr	Red Deer	Red Deer	AB	T4R2V2	Canada	4033507779		2017-02-28	130,000	UBS (Units of bonded securities)	292,600	NI 45-106 2.3 (Accredited investor)	i						N	N	refer to item 8 of the Form
s.21 Personal privacy										s.21 Personal privacy				s.21		Persona l privacy									
												2017-02-28	93,000	UBS (Units of bonded securities)	119,250								N	N	refer to item 8 of the Form
												2017-02-28	10,000	UBS (Units of bonded securities)	22,500								N	N	refer to item 8 of the Form
												2017-02-28	71,000	UBS (Units of bonded securities)	159,750								N	N	refer to item 8 of the Form
												2017-02-28	10,000	UBS (Units of bonded securities)	22,500								N	N	refer to item 8 of the Form
												2017-02-28	37,000	UBS (Units of bonded securities)	83,250								N	N	refer to item 8 of the Form
												2017-02-28	10,000	UBS (Units of bonded securities)	22,500								N	N	refer to item 8 of the Form
												2017-02-28	25,000	UBS (Units of bonded securities)	66,250								N	N	refer to item 8 of the Form
												2017-02-28	10,000	UBS (Units of bonded securities)	22,500								N	N	refer to item 8 of the Form
												2017-02-28	10,000	UBS (Units of bonded securities)	22,500								N	N	refer to item 8 of the Form
												2017-02-28	25,000	UBS (Units of bonded securities)	66,250								N	N	refer to item 8 of the Form
												2017-02-28	25,000	UBS (Units of bonded securities)	66,250								N	N	refer to item 8 of the Form
												2017-02-28	10,000	UBS (Units of bonded securities)	22,500								N	N	refer to item 8 of the Form
												2017-02-28	10,000	UBS (Units of bonded securities)	22,500								N	N	refer to item 8 of the Form
												2017-02-28	27,000	UBS (Units of bonded securities)	60,750								N	N	refer to item 8 of the Form
												2017-02-28	30,000	UBS (Units of bonded securities)	67,500								N	N	refer to item 8 of the Form
												2017-02-28	25,000	UBS (Units of bonded securities)	66,250								N	N	refer to item 8 of the Form



# Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

## ITEM 1 – REPORT TYPE

New report

Amended report If amended, provide Submission ID of report that is being amended:  (Example: EDR1234567890-123)

## ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

Issuer (Other than an investment fund)

Underwriter

## ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Aurora Cannabis Inc.

Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

Auroramj.com

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier

## ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.

Full legal name

Does the Underwriter's Firm have an NRD Number?

No  Yes

Firm NRD number

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

**ITEM 5 – ISSUER INFORMATION****a) Primary industry**

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to [Statistics Canada's NAICS industry search tool](#).

NAICS industry code

111999

If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.

Exploration  Development  Production

Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

Mortgages  Real estate  Commercial/business debt  Consumer debt  Private companies  N/A

**b) Number of employees**

0 - 49  50 - 99  100 - 499  500 or more

**c) SEDAR profile number**

Does the issuer have a [SEDAR](#) profile?

If yes, provide SEDAR profile number:

No  Yes

00025675

**d) Head office address**

If the issuer does not have a SEDAR profile, complete Item 5(d) – (h).

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

**e) Date of formation and financial year-end**

Date of formation

Financial year-end

**f) Reporting issuer status**

Is the issuer a reporting issuer in any jurisdiction of Canada?

No  Yes

If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.

All  AB  BC  MB  NB  NL  NT

NS  NU  ON  PE  QC  SK  YT

**g) Public listing status**

Does the issuer have a CUSIP number?

CUSIP number (provide first 6 digits only)

No  Yes

If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.

Exchange names:

Not Applicable  Toronto Stock Exchange  TSX Venture Exchange  Canadian Securities Exchange

Aequitas Neo Exchange  Australian Securities Exchange  Deutsche Boerse  Euronext

London Stock Exchange  Nasdaq  New York Stock Exchange  Shanghai Stock Exchange

Shenzhen Stock Exchange  Stock Exchange Of Hong Kong  Tokyo Stock Exchange  OTHER

If other, describe:

**h) Size of issuer's assets**

Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M  \$5M to under \$25M  \$25M to under \$100M

\$100M to under \$500M  \$500M to under \$1B  \$1B or over

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

### a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Canadian dollar  US dollar  Euro  Other (describe):

### b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date End Date

2017-05-02 2017-05-02

### c) Detailed purchaser information

Complete [Schedule 1](#) of this form for each purchaser and attach the schedule to the completed report.

[Schedule1.XLSX - 84 KB](#)

### d) Types of securities distributed

Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

Security code	CUSIP number	Number of securities	Canadian \$		
			Single or lowest price	Highest price	Total amount
CVD		75,000.0000	1,000.0000		75,000,000.0000
Description of security: Unsecured convertible debentures bearing interest at 7% per annum, maturing May 2, 2019. Convertible at option of holder in					

### e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
CVD	CMS	3.2900		2019-05-02	The debentures are convertible at option of holder anytime prio
Describe other terms: (if applicable)					

### f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only. This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
Alberta	NI 45-106 2.3 [Accredited investor]	59	4,739,000.0000
Alberta	NI 45-106 2.5 [Family, friends and business associates]	1	46,000.0000
British Columbia	NI 45-106 2.3 [Accredited investor]	22	2,488,000.0000
Manitoba	NI 45-106 2.3 [Accredited investor]	4	110,000.0000
Nova Scotia	NI 45-106 2.3 [Accredited investor]	2	50,000.0000
Ontario	NI 45-106 2.3 [Accredited investor]	72	21,310,000.0000
Quebec	NI 45-106 2.3 [Accredited investor]	20	712,000.0000
Cayman Islands	NI 45-106 2.3 [Accredited investor]	2	45,000,000.0000

United Kingdom	NI 45-106 2.3 [Accredited investor]	1	25,000.0000
Bahamas	NI 45-106 2.3 [Accredited investor]	3	520,000.0000
<b>Total dollar amount of securities distributed</b>			75,000,000.0000
<b>Total number of unique purchasers<sup>2</sup></b>		186	

<sup>2</sup> In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

### h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Not Applicable

Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.		<input type="checkbox"/> Y <input type="checkbox"/> N		

## ITEM 8 – COMPENSATION INFORMATION

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional copies of this page if more than one person was, or will be, compensated.**

Indicate whether any compensation was paid, or will be paid, in connection with the distribution.

No  Yes

### PERSON 1

#### a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names




If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)

Canaccord Genuity Corp.

900

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No  Yes

#### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code





Country

Telephone number

Email address




#### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

Connected with the issuer or investment fund manager

Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)

None of the above

Director or officer of the investment fund or investment fund manager

#### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input checked="" type="checkbox"/>	Cash commissions paid	2,025,422.0000			
<input type="checkbox"/>	Value of all securities distributed as compensation <sup>4</sup>		Security code1	Security code2	Security code3
			Describe terms of warrants, options or other rights		
<input type="checkbox"/>	Other compensation <sup>5</sup>		Describe		
	<b>Total compensation Paid</b>	2,025,422.0000			

Check box if the person will or may receive any deferred compensation (describe the terms below)



<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

## PERSON 2

### a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names




If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)

GMP Securities L.P.

21980

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No  Yes

### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code





Country

Telephone number

Email address




### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

Connected with the issuer or investment fund manager

Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)

None of the above

Director or officer of the investment fund or investment fund manager

### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input checked="" type="checkbox"/>	Cash commissions paid	434,019.0000			
<input type="checkbox"/>	Value of all securities distributed as compensation <sup>4</sup>		Security code1	Security code2	Security code3
			Describe terms of warrants, options or other rights		
<input type="checkbox"/>	Other compensation <sup>5</sup>		Describe		
	<b>Total compensation Paid</b>	434,019.0000			

Check box if the person will or may receive any deferred compensation (describe the terms below)

<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

### PERSON 3

#### a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name                                      First given name                                      Secondary given names

--	--	--

If the person compensated is not an individual, provide the following information.

Full legal name of non-individual                                      Firm NRD number (if applicable)

Eight Capital	55180
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Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No  Yes

#### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address                                      Municipality                                      Province/State                                      Postal/ZIP code

--	--	--	--

Country                                      Telephone number                                      Email address

--	--	--

#### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

- Connected with the issuer or investment fund manager                                       Employee of the issuer or investment fund manager
- Insider of the issuer (other than an investment fund)                                       None of the above
- Director or officer of the investment fund or investment fund manager

#### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input checked="" type="checkbox"/> Cash commissions paid	144,673.0000			
<input type="checkbox"/> Value of all securities distributed as compensation <sup>4</sup>		Security code1	Security code2	Security code3
		Describe terms of warrants, options or other rights		
<input type="checkbox"/> Other compensation <sup>5</sup>		Describe		
<b>Total compensation Paid</b>	144,673.0000			

Check box if the person will or may receive any deferred compensation (describe the terms below)

<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

### PERSON 4

#### a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names

If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No  Yes

### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Email address

### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

Connected with the issuer or investment fund manager

Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)

None of the above

Director or officer of the investment fund or investment fund manager

### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input checked="" type="checkbox"/> Cash commissions paid	144,673.0000			
<input type="checkbox"/> Value of all securities distributed as compensation <sup>4</sup>		Security code1 <input type="text"/>	Security code2 <input type="text"/>	Security code3 <input type="text"/>
		Describe terms of warrants, options or other rights		
		<input type="text"/>		
<input type="checkbox"/> Other compensation <sup>5</sup>		Describe		
		<input type="text"/>		
<b>Total compensation Paid</b>	144,673.0000			

Check box if the person will or may receive any deferred compensation (describe the terms below)

<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

## PERSON 5

### a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names

Family name  First given name  Secondary given names

If the person compensated is not an individual, provide the following information.

Full legal name of non-individual  Firm NRD number (if applicable)

Industrial Alliance Securities Inc.  15400

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.  
 No  Yes

**b) Business contact information**

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address  Municipality  Province/State  Postal/ZIP code

Country  Telephone number  Email address

**c) Relationship to issuer or investment fund manager**

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

- Connected with the issuer or investment fund manager
- Employee of the issuer or investment fund manager
- Insider of the issuer (other than an investment fund)
- None of the above
- Director or officer of the investment fund or investment fund manager

**d) Compensation details**

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input checked="" type="checkbox"/> Cash commissions paid	<input type="text" value="86,803.8000"/>	
<input type="checkbox"/> Value of all securities distributed as compensation <sup>4</sup>	<input type="text"/>	Security code1 <input type="text"/> Security code2 <input type="text"/> Security code3 <input type="text"/> Describe terms of warrants, options or other rights <input type="text"/>
<input type="checkbox"/> Other compensation <sup>5</sup>	<input type="text"/>	Describe <input type="text"/>
<b>Total compensation Paid</b>	<input type="text" value="86,803.8000"/>	

Check box if the person will or may receive any deferred compensation (describe the terms below)

<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

**PERSON 6**

**a) Name of person compensated and registration status**

Indicate whether the person compensated is a registrant.  
 No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name  First given name  Secondary given names

If the person compensated is not an individual, provide the following information.

Full legal name of non-individual  Firm NRD number (if applicable)

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No  Yes

#### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code





Country

Telephone number

Email address




#### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

- Connected with the issuer or investment fund manager  Employee of the issuer or investment fund manager
- Insider of the issuer (other than an investment fund)  None of the above
- Director or officer of the investment fund or investment fund manager

#### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input checked="" type="checkbox"/> Cash commissions paid	57,869.2000			
<input type="checkbox"/> Value of all securities distributed as compensation <sup>4</sup>		Security code1	Security code2	Security code3
		Describe terms of warrants, options or other rights		
<input type="checkbox"/> Other compensation <sup>5</sup>		Describe		
<b>Total compensation Paid</b>	57,869.2000			

- Check box if the person will or may receive any deferred compensation (describe the terms below)

<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

## ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

Indicate whether the issuer is any of the following (select all that apply).

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada<sup>6</sup>

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer<sup>6</sup>

Provide name of foreign public issuer

- Issuer distributing eligible foreign securities only to permitted clients<sup>7</sup>

**If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.**

<sup>6</sup> An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

<sup>7</sup> Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

- If the issuer is none of the above, check this box and complete Item 9(a) – (c).

### a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input type="text"/>	<input type="text"/>		
	<input type="text"/>	<input type="text"/>		

### b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input type="text"/>	<input type="text"/>		
<input type="text"/>	<input type="text"/>		

### c) Residential address of each individual

Complete [Schedule 2](#) of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

## ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

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 report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

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

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name - Family name	First given name	Secondary given names	Title
Rivera	Nilda		Corporate Secretary
Name of issuer/underwriter	Telephone number	Email address	
Aurora Cannabis Inc.	604-362-5207	nilda@auroramj.com	
Signature	Date		
"Nilda Rivera"	2017-05-10		

## ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name - Family name	First given name	Secondary given names	Title
Name of company	Telephone number	Email address	

## 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 authority or regulator 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 regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the securities regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1494631912-389

Submission ID

2017-05-12 19:38:38.786

Date

SCHEDULE 1 TO FORM 45-106F1 (CONFIDENTIAL PURCHASER INFORMATION)

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

Do not alter the order of columns or the column titles. If you add totals to assist you in completing this form, please remove them before filing. See instructions tab for more details.

Table with columns: Name of issuer, Certification date of the report (YYYY-MM-DD), and Aurora Cannabis Inc. 2017-05-10

Table with columns: Legal name of purchaser, Contact information of purchaser, Details of securities purchased, Details of exemption relied on, If relying on section 2.3 of NI 45-106, If relying on section 2.5 of NI 45-106, If relying on subsection 2.9(2) or 2.9(2.1) of NI 45-106 and purchaser is an eligible investor, Other information

Main table with columns: Family name, First given name, Secondary given names, Full name of non-individual, Street address line 1, Municipality (town or city), Province/State, Postal code/Zip code (614841 or 17316), Country, Telephone number (9999999999), Email address, Date of distribution (YYYY-MM-DD), Number of securities, Security code, Amount paid (Canadian \$), Rule, section and subsection number, 'Other' specify exemption relied on (provide number of local rule, order or blanket order), Paragraph number in the definition of accredited investor that applies to the purchaser, Paragraph number in the definition of eligible investor that applies to the purchaser (select only one), Paragraph number in subsection 2.5(1) that applies to the purchaser (select only one), Name of individual at issuer claiming a relationship to the purchaser, Position at issuer (D/OC/P) of individual claiming a relationship to the purchaser, Paragraph number in the definition of eligible investor that applies to the purchaser (select only one), Is the purchaser a registrant?, Is the purchaser an insider of the issuer?, Full legal name of person compensated for distribution to the purchaser

s.21 Personal privacy

s.21 Personal privacy

s.21 Personal privacy



Legal name of purchaser			Contact information of purchaser							Details of securities purchased				Details of exemption relied on		If relying on section 2.3 of NI 45-106	If relying on section 2.5 of NI 45-106			If relying on subsection 2.9(2) or 2.9(2.1) of NI 45-106 and purchaser is an eligible investor	Other Information			
Family name	First given name	Secondary given names	Full name of non-individual	Street address line 1	Municipality (town or city)	Provincial State	Postal code/Zip code (A1A1A1 or 12345)	Country	Telephone number (9999999999)	Email address	Date of acquisition (YYYY-MM-DD)	Number of securities	Security code	Amount paid (Canadian \$)	Rule, section and subsection number	If "Other", specify exemption relied on (provide number of local rule, order or blanket order)	Paragraph number in the definition of accredited investor that applies to the purchaser (select only one)	Paragraph number in subsection 2.5(1) that applies to the purchaser (select only one)	Name of individual at issuer claiming a relationship to the purchaser	Position at issuer (D/O/C/F) of individual claiming a relationship to the purchaser	Paragraph number in the definition of eligible investor that applies to the purchaser (select only one)	Is the purchaser a registrant?	Is the purchaser an insider of the issuer?	Full legal name of person compensated for distribution to this purchaser
s.21 Personal privacy											2017-05-02	19	CVD (Convertible debentures)	\$10,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	40	CVD (Convertible debentures)	\$40,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	40	CVD (Convertible debentures)	\$40,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	100	CVD (Convertible debentures)	\$100,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	50	CVD (Convertible debentures)	\$50,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	29	CVD (Convertible debentures)	\$29,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	45	CVD (Convertible debentures)	\$45,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	58	CVD (Convertible debentures)	\$58,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	20	CVD (Convertible debentures)	\$20,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	25	CVD (Convertible debentures)	\$25,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	25	CVD (Convertible debentures)	\$25,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	25	CVD (Convertible debentures)	\$25,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	30	CVD (Convertible debentures)	\$30,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	63	CVD (Convertible debentures)	\$63,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	25	CVD (Convertible debentures)	\$25,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	30	CVD (Convertible debentures)	\$30,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	50	CVD (Convertible debentures)	\$50,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	100	CVD (Convertible debentures)	\$100,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	100	CVD (Convertible debentures)	\$100,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	25	CVD (Convertible debentures)	\$25,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	50	CVD (Convertible debentures)	\$50,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	30	CVD (Convertible debentures)	\$30,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	34	CVD (Convertible debentures)	\$34,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	10	CVD (Convertible debentures)	\$10,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	40	CVD (Convertible debentures)	\$40,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	100	CVD (Convertible debentures)	\$100,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	150	CVD (Convertible debentures)	\$150,000.00	s.21 Personal privacy		s.21 Personal privacy					N	Y	See Item 8
s.21 Personal privacy											2017-05-02	150	CVD (Convertible debentures)	\$150,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	25	CVD (Convertible debentures)	\$25,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	50	CVD (Convertible debentures)	\$50,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	50	CVD (Convertible debentures)	\$50,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	25	CVD (Convertible debentures)	\$25,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	25	CVD (Convertible debentures)	\$25,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	15	CVD (Convertible debentures)	\$15,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	30	CVD (Convertible debentures)	\$30,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	25	CVD (Convertible debentures)	\$25,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	25	CVD (Convertible debentures)	\$25,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	50	CVD (Convertible debentures)	\$50,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	150	CVD (Convertible debentures)	\$150,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	54	CVD (Convertible debentures)	\$54,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	25	CVD (Convertible debentures)	\$25,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	60	CVD (Convertible debentures)	\$60,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	40	CVD (Convertible debentures)	\$40,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	20	CVD (Convertible debentures)	\$20,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	110	CVD (Convertible debentures)	\$110,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	200	CVD (Convertible debentures)	\$200,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	25	CVD (Convertible debentures)	\$25,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	25	CVD (Convertible debentures)	\$25,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	250	CVD (Convertible debentures)	\$250,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	500	CVD (Convertible debentures)	\$500,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8
s.21 Personal privacy											2017-05-02	40	CVD (Convertible debentures)	\$40,000.00	s.21 Personal privacy		s.21 Personal privacy					N	N	See Item 8

Legal name of purchaser			Contact information of purchaser							Details of securities purchased				Details of exemption relied on		If relying on section 2.3 of NI 45-106	If relying on section 2.5 of NI 45-106			If relying on subsection 2.9(2) or 2.9(2.1) of NI 45-106 and purchaser is an eligible investor	Other information				
Family name	First given name	Secondary given names	Full name of non-individual	Street address line 1	Municipality (town or city)	Provincial State	Postal code/Zip code (A1A1A1 or 12345)	Country	Telephone number (9999999999)	Email address	Date of distribution (YYYY-MM-DD)	Number of securities	Security code	Amount paid (Canadian \$)	Rule, section and subsection number	If "Other", specify exemption relied on (provide number of local rule, order or blanket order)	Paragraph number in the definition of <b>accredited investor</b> that applies to the purchaser (select only one)	Paragraph number in subsection 2.5(1) that applies to the purchaser (select only one)	Name of individual at issuer claiming a relationship to the purchaser	Position at issuer (D/O/C/F) of individual claiming a relationship to the purchaser	Paragraph number in the definition of <b>eligible investor</b> that applies to the purchaser (select only one)	Is the purchaser a registrant?	Is the purchaser an insider of the issuer?	Full legal name of person compensated for distribution to this purchaser	
s.21 Personal privacy										2017-05-02	1,000	CVD (Convertible)	\$1,650,000.00	s.21		s.21							N	N	See Item 8

# Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

## ITEM 1 – REPORT TYPE

New report

Amended report If amended, provide Submission ID of report that is being amended:  (Example: EDR1234567890-123)

## ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

Issuer (Other than an investment fund)

Underwriter

## ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier

## ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.

Full legal name

Does the Underwriter's Firm have an NRD Number?

No  Yes

Firm NRD number

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

**ITEM 5 – ISSUER INFORMATION****a) Primary industry**

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to [Statistics Canada's NAICS industry search tool](#).

NAICS industry code

111999

If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.

Exploration  Development  Production

Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

Mortgages  Real estate  Commercial/business debt  Consumer debt  Private companies  N/A

**b) Number of employees**

0 - 49  50 - 99  100 - 499  500 or more

**c) SEDAR profile number**

Does the issuer have a [SEDAR](#) profile? If yes, provide SEDAR profile number:

No  Yes

00025675

**d) Head office address**

If the issuer does not have a SEDAR profile, complete Item 5(d) – (h).

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

**e) Date of formation and financial year-end**

Date of formation

Financial year-end

**f) Reporting issuer status**

Is the issuer a reporting issuer in any jurisdiction of Canada?

No  Yes

If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.

All  AB  BC  MB  NB  NL  NT

NS  NU  ON  PE  QC  SK  YT

**g) Public listing status**

Does the issuer have a CUSIP number? CUSIP number (provide first 6 digits only)

No  Yes

If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.

Exchange names:

Not Applicable  Toronto Stock Exchange  TSX Venture Exchange  Canadian Securities Exchange

Aequitas Neo Exchange  Australian Securities Exchange  Deutsche Boerse  Euronext

London Stock Exchange  Nasdaq  New York Stock Exchange  Shanghai Stock Exchange

Shenzhen Stock Exchange  Stock Exchange Of Hong Kong  Tokyo Stock Exchange  OTHER

If other, describe:

**h) Size of issuer's assets**

Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M  \$5M to under \$25M  \$25M to under \$100M

\$100M to under \$500M  \$500M to under \$1B  \$1B or over

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

### a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Canadian dollar  US dollar  Euro  Other (describe):

### b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date End Date

2017-02-28 2017-02-28

### c) Detailed purchaser information

Complete [Schedule 1](#) of this form for each purchaser and attach the schedule to the completed report.

[Schedule1.xlsx - 103 KB](#)

### d) Types of securities distributed

Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

Security code	CUSIP number	Number of securities	Canadian \$		
			Single or lowest price	Highest price	Total amount
CMS	05156X108	1,845,000.0000	2.0740	2.0740	3,792,968.0000
Description of security: Common Shares					
UBS	05156X504	33,337,500.0000	2.2500	2.2500	74,496,600.0000
Description of security: Units comprising of one common shares of the Issuer and one-half common share purchase warrant					

### e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
WNT	CMS	3.0000	3.0000	2019-02-28	
Describe other terms: (if applicable)					

### f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only. This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
British Columbia	NI 45-106 2.3 [Accredited investor]	42	5,799,825.0000
British Columbia	NI 45-106 2.12 [Asset acquisition]	3	84,314.0000
Alberta	NI 45-106 2.3 [Accredited investor]	146	20,170,575.0000
Alberta	NI 45-106 2.5 [Family, friends and business associates]	4	1,946,700.0000
Nova Scotia	NI 45-106 2.3 [Accredited investor]	2	33,750.0000
Ontario	NI 45-106 2.3 [Accredited investor]	91	11,995,200.0000

Ontario	NI 45-106 2.5 [Family, friends and business associates]	2	805,500.0000
Ontario	NI 45-106 2.12 [Asset acquisition]	23	3,708,654.0000
Quebec	NI 45-106 2.3 [Accredited investor]	3	87,750.0000
Australia	NI 45-106 2.3 [Accredited investor]	5	499,500.0000
United Kingdom	NI 45-106 2.3 [Accredited investor]	2	393,750.0000
Cayman Islands	NI 45-106 2.3 [Accredited investor]	1	32,501,250.0000
Barbados	NI 45-106 2.3 [Accredited investor]	1	202,050.0000
United States	NI 45-106 2.12 [Asset acquisition]	1	34,596.0000
<b>Total dollar amount of securities distributed</b>			78,263,414.0000
<b>Total number of unique purchasers<sup>2</sup></b>		326	

<sup>2</sup> In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

### h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Not Applicable

Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.		<input type="checkbox"/> Y <input type="checkbox"/> N		

## ITEM 8 – COMPENSATION INFORMATION

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional copies of this page if more than one person was, or will be, compensated.**

Indicate whether any compensation was paid, or will be paid, in connection with the distribution.

No  Yes

### PERSON 1

#### a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names




If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)

Canaccord Genuity Corp.

900

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No  Yes

#### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code





Country

Telephone number

Email address




#### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

Connected with the issuer or investment fund manager

Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)

None of the above

Director or officer of the investment fund or investment fund manager

#### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input checked="" type="checkbox"/>	Cash commissions paid	2,623,007.8100			
<input checked="" type="checkbox"/>	Value of all securities distributed as compensation <sup>4</sup>	0.0000	Security code1	WNT	Security code2 <input type="text"/> Security code3 <input type="text"/>
			Describe terms of warrants, options or other rights		
			1,165,781 Warrants. Each warrant allows the holder to purchase one Unit at \$2.25 per Unit until February 28, 2019.		
<input type="checkbox"/>	Other compensation <sup>5</sup>		Describe		
			<input type="text"/>		
	<b>Total compensation Paid</b>	2,623,007.8100			

Check box if the person will or may receive any deferred compensation (describe the terms below)



<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

## PERSON 2

### a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names




If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)

Cormark Securities Inc.

10090

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No  Yes

### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code





Country

Telephone number

Email address




### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

Connected with the issuer or investment fund manager

Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)

None of the above

Director or officer of the investment fund or investment fund manager

### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input checked="" type="checkbox"/> Cash commissions paid	419,681.2500			
<input checked="" type="checkbox"/> Value of all securities distributed as compensation <sup>4</sup>	0.0000	Security code1	WNT	Security code2
				Security code3
		Describe terms of warrants, options or other rights		
		186,525 Warrants. Each warrant allows the holder to purchase one Unit at \$2.25 per Unit until February 28, 2019.		
<input type="checkbox"/> Other compensation <sup>5</sup>		Describe		
<b>Total compensation Paid</b>	<b>419,681.2500</b>			

Check box if the person will or may receive any deferred compensation (describe the terms below)

<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

**PERSON 3**

**a) Name of person compensated and registration status**

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name  First given name  Secondary given names

If the person compensated is not an individual, provide the following information.

Full legal name of non-individual  Firm NRD number (if applicable)

Mackie Research Capital Corporation  3070

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No  Yes

**b) Business contact information**

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address  Municipality  Province/State  Postal/ZIP code

Country  Telephone number  Email address

**c) Relationship to issuer or investment fund manager**

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

Connected with the issuer or investment fund manager  Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)  None of the above

Director or officer of the investment fund or investment fund manager

**d) Compensation details**

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input checked="" type="checkbox"/> Cash commissions paid	<input type="text" value="419,681.2500"/>	
<input checked="" type="checkbox"/> Value of all securities distributed as compensation <sup>4</sup>	<input type="text" value="0.0000"/>	Security code1 <input type="text" value="WNT"/> Security code2 <input type="text"/> Security code3 <input type="text"/>
		Describe terms of warrants, options or other rights
		<input type="text" value="186,525 Warrants. Each warrant allows the holder to purchase one Unit at \$2.25 per Unit until February 28, 2019."/>
<input type="checkbox"/> Other compensation <sup>5</sup>	<input type="text"/>	Describe
		<input type="text"/>
<b>Total compensation Paid</b>	<input type="text" value="419,681.2500"/>	

Check box if the person will or may receive any deferred compensation (describe the terms below)

<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

**PERSON 4**

**a) Name of person compensated and registration status**

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names

If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No  Yes

#### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Email address

#### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

Connected with the issuer or investment fund manager

Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)

None of the above

Director or officer of the investment fund or investment fund manager

#### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input checked="" type="checkbox"/> Cash commissions paid	419,681.2500			
<input checked="" type="checkbox"/> Value of all securities distributed as compensation <sup>4</sup>	0.0000	Security code1	WNT	Security code2 <input type="text"/> Security code3 <input type="text"/>
		Describe terms of warrants, options or other rights		
		186,525 Warrants. Each warrant allows the holder to purchase one Unit at \$2.25 per Unit until February 28, 2019.		
<input type="checkbox"/> Other compensation <sup>5</sup>		Describe		
<b>Total compensation Paid</b>	<b>419,681.2500</b>			

Check box if the person will or may receive any deferred compensation (describe the terms below)

<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

### PERSON 5

#### a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names

Family name

First given name

Secondary given names

If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)

GMP Securities L.P.

21980

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

 No  Yes

### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Email address

### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

 Connected with the issuer or investment fund manager

 Employee of the issuer or investment fund manager

 Insider of the issuer (other than an investment fund)

 None of the above

 Director or officer of the investment fund or investment fund manager

### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input checked="" type="checkbox"/> Cash commissions paid	314,760.9400			
<input checked="" type="checkbox"/> Value of all securities distributed as compensation <sup>4</sup>	0.0000	Security code1	WNT	Security code2 <input type="text"/> Security code3 <input type="text"/>
		Describe terms of warrants, options or other rights		
		139,893 Warrants. Each warrant allows the holder to purchase one Unit at \$2.25 per Unit until February 28, 2019.		
<input type="checkbox"/> Other compensation <sup>5</sup>		Describe		
		<input type="text"/>		
<b>Total compensation Paid</b>	314,760.9400			

 Check box if the person will or may receive any deferred compensation (describe the terms below)

<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

## ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

Indicate whether the issuer is any of the following (select all that apply).

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada<sup>6</sup>

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer<sup>6</sup>

Provide name of foreign public issuer

- Issuer distributing eligible foreign securities only to permitted clients<sup>7</sup>

**If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.**

<sup>6</sup> An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

<sup>7</sup> Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

- If the issuer is none of the above, check this box and complete Item 9(a) – (c).

### a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	
	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	

### b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	
<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	

### c) Residential address of each individual

Complete [Schedule 2](#) of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

## ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

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 report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

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

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name - Family name	First given name	Secondary given names	Title
Rivera	Nilda		Corporate Secretary
Name of issuer/underwriter	Telephone number	Email address	
Aurora Cannabis Inc.	6043625207	nilda@auroramj.com	
Signature	Date		
"Nilda Rivera"	2017-03-09		

## ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name - Family name	First given name	Secondary given names	Title
Name of company	Telephone number	Email address	

## 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 authority or regulator 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 regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the securities regulatory authority's or regulator's indirect collection of the information, and
- has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1495145002-231

Submission ID

2017-05-18 18:27:34.741

Date

SCHEDULE 1 TO FORM 45-106F1 (CONFIDENTIAL PURCHASER INFORMATION)																									
The information in this schedule will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.																									
Do not alter the order of columns or the column titles. If you add totals to assist you in completing this form, please remove them before filing. See instructions tab for more details.																									
Name of issuer		Certification date of the report (YYYYMMDD)																							
Aurora Cannabis Inc.		2017-03-09																							
Legal name of purchaser				Contact information of purchaser						Details of securities purchased				Details of exemption relied on		If relying on section 2.3 of NI 45-106		If relying on section 2.5 of NI 45-106		If relying on subsection 2.8(2) or 2.8(3.1) of NI 45-106 and purchaser is an eligible investor		Other Information			
Family name	First given name	Secondary given names	Full name of non-individual	Street address line 1	Street address line 2	Municipality (town or city)	Provincial State	Postal code/Zip code (ATAA1 or 12345)	Country	Telephone number (999999999)	Email address	Date of acquisition (YYYYMMDD)	Number of securities	Security code	Amount paid (Canadian \$)	Rule, section and subsection number	If "Other", specify exemption relied on (provide number of local rule, order or blanket order)	Paragraph number in the definition of accredited investor that applies to the purchaser (select only one)	Paragraph number in subsection 2.8(1) that applies to the purchaser (select only one)	Name of individual at issuer claiming a relationship to the purchaser	Position at issuer (DPO/CI) of individual claiming a relationship to the purchaser	Paragraph number in the definition of eligible investor that applies to the purchaser (select only one)	Is the purchaser a registrant?	Is the purchaser an insider of the issuer?	Full legal name of person compensated for distribution to this purchaser
			Terra Capital New Horizons Fund Pty Ltd.	Level 12, 139 Macquarie Street		Sydney	NewSW	2000	Australia	6129552518		2017-02-28	88,778	UBS (Units of bonded securities)	199,750.5	NI 45-106 2.3 (Accredited investor)	v					N	N	refer to item 8 of the Form	
			Jet Capital Pty Ltd. <The Jet Capital A/C>	B Tapalloa Turn		Merriwa	NTA	6030	Australia	61414756832		2017-02-28	22,200	UBS (Units of bonded securities)	49,950	NI 45-106 2.3 (Accredited investor)	w						N	N	refer to item 8 of the Form
			Asiad Management Pty Ltd. <TR Superannuation Fund A/C>	C/ Portfolo Admin Service PO Box 8271		Subiaco	WA	6008	Australia	61416131390		2017-02-28	22,222	UBS (Units of bonded securities)	49,999.5	NI 45-106 2.3 (Accredited investor)	w						N	N	refer to item 8 of the Form
			Traws Royce Smith <Smith Investment A/C>			City Beach	WA	6015	Australia	61417774443		2017-02-28	44,400	UBS (Units of bonded securities)	99,900	NI 45-106 2.3 (Accredited investor)	w						N	N	refer to item 8 of the Form
			Rowley Super Investments Pty Ltd. <Rowley Family Super A/C>	PO Box 288		West Perth	WA	6872	Australia	61414756832		2017-02-28	44,400	UBS (Units of bonded securities)	99,900	NI 45-106 2.3 (Accredited investor)	w						N	N	refer to item 8 of the Form
			Apollo Nominees Inc.	Suite 100, Ciddell Place, Lutter.		St. Michael	St. Michael		Barbados	2464305350		2017-02-28	89,800	UBS (Units of bonded securities)	202,050	NI 45-106 2.3 (Accredited investor)	m						N	N	refer to item 8 of the Form
s.21 Personal privacy										s.21 Personal privacy						s.21 Personal privacy									
			ALC Family Trust	3614 Street SW		Calgary	Calgary	AB	T2T2Y1	Canada	4034437469	2017-02-28	10,000	UBS (Units of bonded securities)	22,500	NI 45-106 2.3 (Accredited investor)	v						N	N	refer to item 8 of the Form
s.21 Personal privacy										s.21 Personal privacy						s.21 Personal privacy									
			DJK Holdings Ltd.	823 91 Ave SW		Calgary	Calgary	AB	T2V0A6	Canada	4032509987	2017-02-28	25,000	UBS (Units of bonded securities)	66,250	NI 45-106 2.3 (Accredited investor)	v						N	N	refer to item 8 of the Form
s.21 Personal privacy										s.21 Personal privacy						s.21 Personal privacy									
			Retire First Ltd on behalf of fully managed accounts	#101-4610 49th Ave.		Red Deer	Red Deer	AB	T4N0M5	Canada	4033145552	2017-02-28	500,000	UBS (Units of bonded securities)	1,125,000	NI 45-106 2.3 (Accredited investor)	q						N	N	refer to item 8 of the Form
s.21 Personal privacy										s.21 Personal privacy						s.21 Personal privacy									
			Retire First Ltd on behalf of fully managed accounts	#101-4610 49th Ave.		Red Deer	Red Deer	AB	T4N0M5	Canada	4033145552	2017-02-28	195,000	UBS (Units of bonded securities)	438,750	NI 45-106 2.3 (Accredited investor)	q						N	N	refer to item 8 of the Form
s.21 Personal privacy										s.21 Personal privacy						s.21 Personal privacy									
			Henry Young Der Prof Cop	37 Austin Dr		Red Deer	Red Deer	AB	T4R2V2	Canada	4033507779	2017-02-28	130,000	UBS (Units of bonded securities)	292,600	NI 45-106 2.3 (Accredited investor)	v						N	N	refer to item 8 of the Form
s.21 Personal privacy										s.21 Personal privacy						s.21 Personal privacy									
												2017-02-28	53,000	UBS (Units of bonded securities)	119,250								N	N	refer to item 8 of the Form
												2017-02-28	10,000	UBS (Units of bonded securities)	22,500								N	N	refer to item 8 of the Form
												2017-02-28	71,000	UBS (Units of bonded securities)	159,750								N	N	refer to item 8 of the Form
												2017-02-28	10,000	UBS (Units of bonded securities)	22,500								N	N	refer to item 8 of the Form
												2017-02-28	37,000	UBS (Units of bonded securities)	83,250								N	N	refer to item 8 of the Form
												2017-02-28	10,000	UBS (Units of bonded securities)	22,500								N	N	refer to item 8 of the Form
												2017-02-28	25,000	UBS (Units of bonded securities)	66,250								N	N	refer to item 8 of the Form
												2017-02-28	10,000	UBS (Units of bonded securities)	22,500								N	N	refer to item 8 of the Form
												2017-02-28	10,000	UBS (Units of bonded securities)	22,500								N	N	refer to item 8 of the Form
												2017-02-28	25,000	UBS (Units of bonded securities)	66,250								N	N	refer to item 8 of the Form
												2017-02-28	25,000	UBS (Units of bonded securities)	66,250								N	N	refer to item 8 of the Form
												2017-02-28	10,000	UBS (Units of bonded securities)	22,500								N	N	refer to item 8 of the Form
												2017-02-28	10,000	UBS (Units of bonded securities)	22,500								N	N	refer to item 8 of the Form
												2017-02-28	10,000	UBS (Units of bonded securities)	22,500								N	N	refer to item 8 of the Form
												2017-02-28	27,000	UBS (Units of bonded securities)	60,750								N	N	refer to item 8 of the Form
												2017-02-28	50,000	UBS (Units of bonded securities)	112,500								N	N	refer to item 8 of the Form
												2017-02-28	25,000	UBS (Units of bonded securities)	66,250								N	N	refer to item 8 of the Form

Legal name of purchaser			Contact information of purchaser							Details of securities purchased				Details of exemption relied on		If relying on section 2.3 of NI 45-106	If relying on section 2.5 of NI 45-106		If relying on subsection 2.9(2) or 2.9(2.1) of NI 45-106 and purchaser is an eligible investor		Other Information				
Family name	First given name	Secondary given names	Full name of non-individual	Street address line 1	Street address line 2	Municipality (town or city)	Province/State	Postal code/Zip code (6 to 14 characters)	Country	Telephone number (9999999999)	Email address	Date of acquisition (YYYY-MM-DD)	Number of securities	Security code	Amount paid (Canadian \$)	Rule, section and subsection number	If "Other" specify exemption relied on (provide number of local rule, order or blanket order)	Paragraph number in the definition of accredited investor that applies to the purchaser (select only one)	Paragraph number in subsection 2.9(1) that applies to the purchaser (select only one)	Name of individual at least claiming a relationship to the purchaser	Position at issuer (D/Officer of individual claiming a relationship to the purchaser)	Paragraph number in the definition of eligible investor that applies to the purchaser (select only one)	Is the purchaser a registrant?	Is the purchaser an insider of the issuer?	Full legal name of person compensated for distribution to the purchaser
s.21 Personal privacy												2017-02-28	15,000	UBS (Units of bonded securities)	33,750	s.21		s.21					N	N	refer to Item 8 of the Form
s.21 Personal privacy			BQB Consultants Ltd.	87 Springbank Crescent SW	Calgary	Calgary	AB	T2A5S6	Canada	4036517770		2017-02-28	20,000	UBS (Units of bonded securities)	45,000	NI 45-106 2.3 (Accredited investor)							N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	10,000	UBS (Units of bonded securities)	22,500	s.21 Personal privacy		s.21					N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	50,000	UBS (Units of bonded securities)	112,500								N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	15,000	UBS (Units of bonded securities)	33,750								N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	10,000	UBS (Units of bonded securities)	22,500								N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	10,000	UBS (Units of bonded securities)	22,500								N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	10,000	UBS (Units of bonded securities)	22,500								N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	5,000	UBS (Units of bonded securities)	11,250								N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	10,100	UBS (Units of bonded securities)	22,725								N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	10,000	UBS (Units of bonded securities)	22,500								N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	45,000	UBS (Units of bonded securities)	101,250								N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	6,900	UBS (Units of bonded securities)	15,525								N	N	refer to Item 8 of the Form
s.21 Personal privacy			Prairie Merchant Corporation	7th Floor, 933 17th Ave SW	Calgary	Calgary	AB	T2T5R6	Canada	4037607707		2017-02-28	120,000	UBS (Units of bonded securities)	270,000	NI 45-106 2.3 (Accredited investor)							N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	60,500	UBS (Units of bonded securities)	136,125	s.21		s.21					N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	10,000	UBS (Units of bonded securities)	22,500								N	N	refer to Item 8 of the Form
s.21 Personal privacy			Young Road Preparatory	PO Box 1286 5th Main	Brooks	Brooks	AB	T1R1C1	Canada	4037934536		2017-02-28	10,000	UBS (Units of bonded securities)	22,500	NI 45-106 2.3 (Accredited investor)							N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	11,000	UBS (Units of bonded securities)	24,750	s.21 Personal privacy		s.21					N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	190,000	UBS (Units of bonded securities)	337,500								N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	10,000	UBS (Units of bonded securities)	22,500								N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	50,000	UBS (Units of bonded securities)	112,500								N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	21,000	UBS (Units of bonded securities)	47,250								N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	10,000	UBS (Units of bonded securities)	22,500								N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	30,000	UBS (Units of bonded securities)	67,500								N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	3,500	UBS (Units of bonded securities)	7,875								N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	17,500	UBS (Units of bonded securities)	39,375								N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	5,000	UBS (Units of bonded securities)	11,250								N	N	refer to Item 8 of the Form
s.21 Personal privacy			Wilderness Stables	Site 5 P.D. Box 12			AB	R9R7L0D1	Canada	4038304244		2017-02-28	56,500	UBS (Units of bonded securities)	127,125	NI 45-106 2.3 (Accredited investor)							N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	14,000	UBS (Units of bonded securities)	31,500	s.21 Personal privacy		s.21					N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	10,000	UBS (Units of bonded securities)	22,500								N	N	refer to Item 8 of the Form
s.21 Personal privacy			Desiderata Energy Consulting Inc.	1121 COgrove Ave NE	Calgary	Calgary	AB	T2E5C1	Canada	4038695200		2017-02-28	5,200	UBS (Units of bonded securities)	11,700								N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	45,000	UBS (Units of bonded securities)	101,250	NI 45-106 2.3 (Accredited investor)							N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	25,000	UBS (Units of bonded securities)	56,250	s.21 Personal privacy		s.21					N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	10,000	UBS (Units of bonded securities)	22,500								N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	10,000	UBS (Units of bonded securities)	22,500								N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	10,000	UBS (Units of bonded securities)	22,500								N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	30,000	UBS (Units of bonded securities)	67,500								N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	10,000	UBS (Units of bonded securities)	22,500								N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	20,000	UBS (Units of bonded securities)	45,000								N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	10,000	UBS (Units of bonded securities)	22,500								N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	12,000	UBS (Units of bonded securities)	27,000								N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	15,000	UBS (Units of bonded securities)	33,750								N	N	refer to Item 8 of the Form
s.21 Personal privacy			758138 Alberta Ltd.	51 Sprouncewood Park	Grande Prairie	Grande Prairie	AB	T6V4B6	Canada	4167211721		2017-02-28	7,000	UBS (Units of bonded securities)	15,750	NI 45-106 2.3 (Accredited investor)							N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	200,000	UBS (Units of bonded securities)	450,000	s.21		s.21					N	N	refer to Item 8 of the Form
s.21 Personal privacy			1670342 Alberta Ltd.	15324 116 Avenue	Edmonton	Edmonton	AB	T5M3Z6	Canada	7802205436		2017-02-28	170,000	UBS (Units of bonded securities)	382,500	NI 45-106 2.3 (Accredited investor)							N	N	refer to Item 8 of the Form
s.21 Personal privacy			Ryal & Co Inc.	3028 Valleyview Drive	Edmonton	Edmonton	AB	T5R5T6	Canada	7802204000		2017-02-28	20,000	UBS (Units of bonded securities)	45,000	NI 45-106 2.3 (Accredited investor)							N	N	refer to Item 8 of the Form
s.21 Personal privacy												2017-02-28	10,000	UBS (Units of bonded securities)	22,500	s.21		s.21					N	N	refer to Item 8 of the Form
s.21 Personal privacy			Adams Chevrolet Buick GMC Ltd.	5402 56th Street	Wetaskiwin	Wetaskiwin	AB	T9A2B3	Canada	7803523311		2017-02-28	307,000	UBS (Units of bonded securities)	680,750	NI 45-106 2.3 (Accredited investor)							N	N	refer to Item 8 of the Form



# Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

## ITEM 1 – REPORT TYPE

New report

Amended report If amended, provide Submission ID of report that is being amended:  (Example: EDR1234567890-123)

## ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

Issuer (Other than an investment fund)

Underwriter

## ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Aurora Cannabis Inc.

Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

www.auroramj.com

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier

## ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.

Full legal name

Does the Underwriter's Firm have an NRD Number?

No  Yes

Firm NRD number

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

**ITEM 5 – ISSUER INFORMATION****a) Primary industry**

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to [Statistics Canada's NAICS industry search tool](#).

NAICS industry code

111999

If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.

Exploration  Development  Production

Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

Mortgages  Real estate  Commercial/business debt  Consumer debt  Private companies  N/A

**b) Number of employees**

0 - 49  50 - 99  100 - 499  500 or more

**c) SEDAR profile number**

Does the issuer have a [SEDAR](#) profile?

If yes, provide SEDAR profile number:

No  Yes

00025675

**d) Head office address**

If the issuer does not have a SEDAR profile, complete Item 5(d) – (h).

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

**e) Date of formation and financial year-end**

Date of formation

Financial year-end

**f) Reporting issuer status**

Is the issuer a reporting issuer in any jurisdiction of Canada?

No  Yes

If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.

All  AB  BC  MB  NB  NL  NT

NS  NU  ON  PE  QC  SK  YT

**g) Public listing status**

Does the issuer have a CUSIP number?

CUSIP number (provide first 6 digits only)

No  Yes

If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.

Exchange names:

Not Applicable  Toronto Stock Exchange  TSX Venture Exchange  Canadian Securities Exchange

Aequitas Neo Exchange  Australian Securities Exchange  Deutsche Boerse  Euronext

London Stock Exchange  Nasdaq  New York Stock Exchange  Shanghai Stock Exchange

Shenzhen Stock Exchange  Stock Exchange Of Hong Kong  Tokyo Stock Exchange  OTHER

If other, describe:

**h) Size of issuer's assets**

Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M  \$5M to under \$25M  \$25M to under \$100M

\$100M to under \$500M  \$500M to under \$1B  \$1B or over

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

### a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Canadian dollar  US dollar  Euro  Other (describe):

### b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date End Date

2017-05-26 2017-05-26

### c) Detailed purchaser information

Complete [Schedule 1](#) of this form for each purchaser and attach the schedule to the completed report.

[Aurora - Pedanios - 45-106F1 Schedule 1 - Report of exempt distribution.xlsx - 64 KB](#)

### d) Types of securities distributed

Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

Security code	CUSIP number	Number of securities	Canadian \$		
			Single or lowest price	Highest price	Total amount
CMS		8,316,782.0000	2.1400		17,797,913.4800
Description of security: 8,316,782 common shares issued at a deemed price of \$2.14 pursuant to an acquisition agreement dated May 18, 2017.					

### e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
Describe other terms: (if applicable)					

### f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
Alberta	NI 45-106 2.3 [Accredited investor]	1	7,322,557.8400
Germany	NI 45-106 2.3 [Accredited investor]	2	10,475,355.6400
<b>Total dollar amount of securities distributed</b>			17,797,913.4800
<b>Total number of unique purchasers<sup>2</sup></b>		3	

<sup>2</sup> In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

### h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Not Applicable

Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.		<input type="checkbox"/> Y <input type="checkbox"/> N		

## ITEM 8 – COMPENSATION INFORMATION

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional copies of this page if more than one person was, or will be, compensated.**

Indicate whether any compensation was paid, or will be paid, in connection with the distribution.

No  Yes

### PERSON 1

#### a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names

If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No  Yes

#### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Email address

#### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

Connected with the issuer or investment fund manager

Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)

None of the above

Director or officer of the investment fund or investment fund manager

#### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

Cash commissions paid

Value of all securities distributed as compensation<sup>4</sup>

Security code1

Security code2

Security code3

Describe terms of warrants, options or other rights

Other compensation<sup>5</sup>

Describe

**Total compensation Paid**

0.0000

Check box if the person will or may receive any deferred compensation (describe the terms below)

<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

## ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

Indicate whether the issuer is any of the following (select all that apply).

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada<sup>6</sup>

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer<sup>6</sup>

Provide name of foreign public issuer

- Issuer distributing eligible foreign securities only to permitted clients<sup>7</sup>

**If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.**

<sup>6</sup> An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

<sup>7</sup> Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

- If the issuer is none of the above, check this box and complete Item 9(a) – (c).

### a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/>	

### b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/>	

### c) Residential address of each individual

Complete [Schedule 2](#) of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

## ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

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 report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

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

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name - Family name	First given name	Secondary given names	Title
Rivera	Nilda		Corporate Secretary
Name of issuer/underwriter	Telephone number	Email address	
Aurora Cannabis Inc.	6043625207	nilda@auroramj.com	
Signature	Date		
Nilda Rivera	2017-05-30		

## ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name - Family name	First given name	Secondary given names	Title
Name of company	Telephone number	Email address	

## 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 authority or regulator 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 regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the securities regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1496188163783-420

Submission ID

2017-05-30 19:49:23.783

Date



SCHEDULE 1 TO FORM 45-106F1 (CONFIDENTIAL PURCHASER INFORMATION)																										
The information in this schedule will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.																										
Do not alter the order of columns or the column titles. If you add totals to assist you in completing this form, please remove them before filing. See instructions tab for more details.																										
Name of issuer		Certification date of the report (YYYY-MM-DD)																								
Aurora Cannabis Inc.		2017-05-26																								
Legal name of purchaser				Contact information of purchaser							Details of securities purchased				Details of exemption relied on		If relying on section 2.3 of NI 45-106	If relying on section 2.5 of NI 45-106			If relying on subsection 2.6(2) or 2.6(3.1) of NI 45-106 and purchaser is an eligible investor			Other Information		
Family name	First given name	Secondary given names	Full name of non-individual	Street address line 1	Municipality (town or city)	Provincial State	Postal code/Zip code (A1A1A1 or L2L4L2)	Country	Telephone number (9999999999)	Email address	Date of distribution (YYYY-MM-DD)	Number of securities	Security code	Amount paid (Canadian \$)	Rule, section and subsection number	If "Other", specify exemption relied on (provide number of local rule, order or basket order)	Paragraph number in the definition of accredited investor that applies to the purchaser (select only one)	Paragraph number in subsection 2.6(1) that applies to the purchaser (select only one)	Name of individual at issuer claiming a relationship to the purchaser	Position at issuer (DDICPI of individual claiming a relationship to the purchaser)	Paragraph number in the definition of eligible investor that applies to the purchaser (select only one)	Is the purchaser a registrant?	Is the purchaser an issuer of the issuer?	Full legal name of person compensated for distribution to this purchaser		
			Hofmann, Veronique	Brucke 3		11806		Germany	4 9034143	h.vofmann@edanos.com	2017-05-26	2447.51	CMIS (Common Shares)	5,207,477.82	NI 45-106 2.3 (Accredited investor)		I				N	N	NA			
			Herr, Veronique and Bertrand	Quartier Notre-Dame place 13		10665		Germany	4 90152413	p.hofmann@pedanics.co	2017-05-26	2447.51	CMIS (Common Shares)	5,207,477.82	NI 45-106 2.3 (Accredited investor)		I				N	N	NA			
			Lisa Veronesi Inc.	10555 102 St, Suite 2000	Edmonton	AB	T5J 4G8	Canada	7807228889	l.veronesi@aurora.com	2017-05-26	3421.754	CMIS (Common Shares)	7,023,457.84	NI 45-106 2.3 (Accredited investor)		I				N	N	NA			

# Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

## ITEM 1 – REPORT TYPE

New report

Amended report If amended, provide Submission ID of report that is being amended:  (Example: EDR1234567890-123)

## ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

Issuer (Other than an investment fund)

Underwriter

## ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier

## ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.

Full legal name

Does the Underwriter's Firm have an NRD Number?

No  Yes

Firm NRD number

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

**ITEM 5 – ISSUER INFORMATION****a) Primary industry**

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to [Statistics Canada's NAICS industry search tool](#).

NAICS industry code

111999

If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.

Exploration  Development  Production

Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

Mortgages  Real estate  Commercial/business debt  Consumer debt  Private companies  N/A

**b) Number of employees**

0 - 49  50 - 99  100 - 499  500 or more

**c) SEDAR profile number**

Does the issuer have a [SEDAR](#) profile? If yes, provide SEDAR profile number:

No  Yes

00025675

**d) Head office address**

If the issuer does not have a SEDAR profile, complete Item 5(d) – (h).

Street address	Municipality	Province/State	Postal/ZIP code
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Country	Telephone number		
<input type="text"/>	<input type="text"/>		

**e) Date of formation and financial year-end**

Date of formation	Financial year-end
<input type="text"/>	<input type="text"/>

**f) Reporting issuer status**

Is the issuer a reporting issuer in any jurisdiction of Canada?

No  Yes

If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.

All  AB  BC  MB  NB  NL  NT  
 NS  NU  ON  PE  QC  SK  YT

**g) Public listing status**

Does the issuer have a CUSIP number? CUSIP number (provide first 6 digits only)

No  Yes

If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.

Exchange names:

Not Applicable  Toronto Stock Exchange  TSX Venture Exchange  Canadian Securities Exchange  
 Aequitas Neo Exchange  Australian Securities Exchange  Deutsche Boerse  Euronext  
 London Stock Exchange  Nasdaq  New York Stock Exchange  Shanghai Stock Exchange  
 Shenzhen Stock Exchange  Stock Exchange Of Hong Kong  Tokyo Stock Exchange  OTHER

If other, describe:

**h) Size of issuer's assets**

Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M  \$5M to under \$25M  \$25M to under \$100M  
 \$100M to under \$500M  \$500M to under \$1B  \$1B or over

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

### a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Canadian dollar  US dollar  Euro  Other (describe):

### b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date End Date

2017-02-28 2017-02-28

### c) Detailed purchaser information

Complete [Schedule 1](#) of this form for each purchaser and attach the schedule to the completed report.

[Schedule1-A2.xlsx - 107 KB](#)

### d) Types of securities distributed

Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

Security code	CUSIP number	Number of securities	Canadian \$		
			Single or lowest price	Highest price	Total amount
CMS	05156X108	1,845,499.0000	2.0740	2.0740	3,827,564.9300
Description of security: Common Shares					
UBS	05156X504	33,337,500.0000	2.2500	2.2500	75,009,375.0000
Description of security: Units comprising of one common shares of the Issuer and one-half common share purchase warrant					

### e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
WNT	CMS	3.0000	3.0000	2019-02-28	
Describe other terms: (if applicable)					

### f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only. This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
British Columbia	NI 45-106 2.3 [Accredited investor]	42	5,799,825.0000
British Columbia	NI 45-106 2.12 [Asset acquisition]	3	84,314.0000
Alberta	NI 45-106 2.3 [Accredited investor]	147	20,170,575.0000
Alberta	NI 45-106 2.5 [Family, friends and business associates]	6	2,512,800.0000
Nova Scotia	NI 45-106 2.3 [Accredited investor]	2	33,750.0000
Ontario	NI 45-106 2.3 [Accredited investor]	91	11,995,200.0000

Ontario	NI 45-106 2.5 [Family, friends and business associates]	3	812,925.0000
Ontario	NI 45-106 2.12 [Asset acquisition]	23	3,708,654.0000
Quebec	NI 45-106 2.3 [Accredited investor]	3	87,750.0000
Australia	NI 45-106 2.3 [Accredited investor]	5	499,500.0000
United Kingdom	NI 45-106 2.3 [Accredited investor]	2	393,750.0000
Cayman Islands	NI 45-106 2.3 [Accredited investor]	1	32,501,250.0000
Barbados	NI 45-106 2.3 [Accredited investor]	1	202,050.0000
United States	NI 45-106 2.12 [Asset acquisition]	1	34,596.0000
<b>Total dollar amount of securities distributed</b>			78,836,939.0000
<b>Total number of unique purchasers<sup>2</sup></b>		330	

<sup>2</sup> In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

### h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Not Applicable

Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.		<input type="checkbox"/> Y <input type="checkbox"/> N		

## ITEM 8 – COMPENSATION INFORMATION

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional copies of this page if more than one person was, or will be, compensated.**

Indicate whether any compensation was paid, or will be paid, in connection with the distribution.

No  Yes

### PERSON 1

#### a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names




If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)

Canaccord Genuity Corp.

900

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No  Yes

#### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code





Country

Telephone number

Email address




#### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

Connected with the issuer or investment fund manager

Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)

None of the above

Director or officer of the investment fund or investment fund manager

#### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input checked="" type="checkbox"/> Cash commissions paid	2,623,007.8100			
<input checked="" type="checkbox"/> Value of all securities distributed as compensation <sup>4</sup>	0.0000	Security code1	WNT	Security code2 <input type="text"/> Security code3 <input type="text"/>
		Describe terms of warrants, options or other rights		
		1,165,781 Warrants. Each warrant allows the holder to purchase one Unit at \$2.25 per Unit until February 28, 2019.		
<input type="checkbox"/> Other compensation <sup>5</sup>		Describe		
		<input type="text"/>		
<b>Total compensation Paid</b>	<b>2,623,007.8100</b>			

Check box if the person will or may receive any deferred compensation (describe the terms below)

<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

## PERSON 2

### a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names




If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)

Cormark Securities Inc.

10090

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No  Yes

### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code





Country

Telephone number

Email address




### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

Connected with the issuer or investment fund manager

Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)

None of the above

Director or officer of the investment fund or investment fund manager

### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input checked="" type="checkbox"/> Cash commissions paid	419,681.2500			
<input checked="" type="checkbox"/> Value of all securities distributed as compensation <sup>4</sup>	0.0000	Security code1	WNT	Security code2
				Security code3
		Describe terms of warrants, options or other rights		
		186,525 Warrants. Each warrant allows the holder to purchase one Unit at \$2.25 per Unit until February 28, 2019.		
<input type="checkbox"/> Other compensation <sup>5</sup>		Describe		
<b>Total compensation Paid</b>	<b>419,681.2500</b>			

Check box if the person will or may receive any deferred compensation (describe the terms below)

<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.



### PERSON 3

#### a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name First given name Secondary given names

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If the person compensated is not an individual, provide the following information.

Full legal name of non-individual Firm NRD number (if applicable)

Mackie Research Capital Corporation	3070
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Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No  Yes

#### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address Municipality Province/State Postal/ZIP code

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Country Telephone number Email address

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#### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

- Connected with the issuer or investment fund manager  Employee of the issuer or investment fund manager
- Insider of the issuer (other than an investment fund)  None of the above
- Director or officer of the investment fund or investment fund manager

#### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input checked="" type="checkbox"/> Cash commissions paid	419,681.2500	
<input checked="" type="checkbox"/> Value of all securities distributed as compensation <sup>4</sup>	0.0000	Security code1 WNT Security code2 Security code3
		Describe terms of warrants, options or other rights 186,525 Warrants. Each warrant allows the holder to purchase one Unit at \$2.25 per Unit until February 28, 2019.
<input type="checkbox"/> Other compensation <sup>5</sup>		Describe
<b>Total compensation Paid</b>	<b>419,681.2500</b>	

Check box if the person will or may receive any deferred compensation (describe the terms below)

<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

### PERSON 4

#### a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names

If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No  Yes

#### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Email address

#### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

Connected with the issuer or investment fund manager

Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)

None of the above

Director or officer of the investment fund or investment fund manager

#### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input checked="" type="checkbox"/> Cash commissions paid	419,681.2500			
<input checked="" type="checkbox"/> Value of all securities distributed as compensation <sup>4</sup>	0.0000	Security code1	WNT	Security code2 <input type="text"/> Security code3 <input type="text"/>
		Describe terms of warrants, options or other rights		
		186,525 Warrants. Each warrant allows the holder to purchase one Unit at \$2.25 per Unit until February 28, 2019.		
<input type="checkbox"/> Other compensation <sup>5</sup>		Describe		
<b>Total compensation Paid</b>	<b>419,681.2500</b>			

Check box if the person will or may receive any deferred compensation (describe the terms below)

<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

### PERSON 5

#### a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names

Family name

First given name

Secondary given names

If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)

GMP Securities L.P.

21980

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

 No  Yes

### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Email address

### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

 Connected with the issuer or investment fund manager

 Employee of the issuer or investment fund manager

 Insider of the issuer (other than an investment fund)

 None of the above

 Director or officer of the investment fund or investment fund manager

### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input checked="" type="checkbox"/> Cash commissions paid	314,760.9400			
<input checked="" type="checkbox"/> Value of all securities distributed as compensation <sup>4</sup>	0.0000	Security code1	WNT	Security code2 <input type="text"/> Security code3 <input type="text"/>
		Describe terms of warrants, options or other rights		
		139,893 Warrants. Each warrant allows the holder to purchase one Unit at \$2.25 per Unit until February 28, 2019.		
<input type="checkbox"/> Other compensation <sup>5</sup>		Describe		
		<input type="text"/>		
<b>Total compensation Paid</b>	314,760.9400			

 Check box if the person will or may receive any deferred compensation (describe the terms below)

<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

## ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

Indicate whether the issuer is any of the following (select all that apply).

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada<sup>6</sup>

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer<sup>6</sup>

Provide name of foreign public issuer

- Issuer distributing eligible foreign securities only to permitted clients<sup>7</sup>

**If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.**

<sup>6</sup> An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

<sup>7</sup> Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

- If the issuer is none of the above, check this box and complete Item 9(a) – (c).

### a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input type="text"/>	<input type="text"/>		
	<input type="text"/>	<input type="text"/>		

### b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input type="text"/>	<input type="text"/>		
<input type="text"/>	<input type="text"/>		

### c) Residential address of each individual

Complete [Schedule 2](#) of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

## ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

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 report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

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

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name - Family name	First given name	Secondary given names	Title
Rivera	Nilda		Corporate Secretary
Name of issuer/underwriter	Telephone number	Email address	
Aurora Cannabis Inc.	6043625207	nilda@auroramj.com	
Signature	Date		
"Nilda Rivera"	2017-05-21		

## ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name - Family name	First given name	Secondary given names	Title
Name of company	Telephone number	Email address	

## 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 authority or regulator 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 regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the securities regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1498174037-273

Submission ID

2017-06-22 19:33:09.669

Date

SCHEDULE 1 TO FORM 45-106F1 (CONFIDENTIAL PURCHASER INFORMATION)																									
The information in this schedule will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.																									
Do not alter the order of columns or the column titles. If you add totals to assist you in completing this form, please remove them before filing. See instructions tab for more details.																									
Name of issuer		Certification date of the report (YYYYMMDD)																							
Auroa Cannabis Inc.		2017-05-21																							
Legal name of purchaser			Contact information of purchaser						Details of securities purchased				Details of exemption relied on		If relying on section 2.3 of NI 45-106		If relying on section 2.5 of NI 45-106			Other Information					
Family name	First given name	Secondary given names	Full name of non-individual	Street address line 1	Street address line 2	Municipality (town or city)	Provincial State	Postal code/Zip code (ATAIA1 or 12345)	Country	Telephone number (999999999)	Email address	Date of acquisition (YYYYMMDD)	Number of securities	Security code	Amount paid (Canadian \$)	Rule, section and subsection number	If "Other", specify exemption relied on (provide number of local rule, order or market order)	Paragraph number in the definition of accredited investor that applies to the purchaser (select only one)	Paragraph number in subsection 2.5(1) that applies to the purchaser (select only one)	Name of individual at issuer claiming a relationship to the purchaser	Position at issuer (DO NOT claim a relationship to the purchaser)	Paragraph number in the definition of eligible investor that applies to the purchaser (select only one)	Is the purchaser a registrant?	Is the purchaser an insider of the issuer?	Full legal name of person compensated for distribution to this purchaser
			Terra Capital New Horizons Fund Pty Ltd.	Level 12, 139 Macquarie Street		Sydney	Nsw	2000	Australia	6129552518		2017-02-28	88,778	UBS (Units of bonded securities)	199,750.5	NI 45-106 2.3 (Accredited investor)		w				N	N	refer to Item 8 of the Form	
			Analad Management Pty Ltd. - TRX Superannuation Fund A/C	C/-Portfolo Admin Services PO Box 8271		Subiaco	WA	6008	Australia	6141613190		2017-02-28	22,222	UBS (Units of bonded securities)	49,599.5	NI 45-106 2.3 (Accredited investor)		N				N	N	refer to Item 8 of the Form	
			Jat Capital Pty Ltd. -The Jat Capital A/C	8 Tapallo Turn		Morwa	WA	6030	Australia	6141475683		2017-02-28	22,200	UBS (Units of bonded securities)	49,950	NI 45-106 2.3 (Accredited investor)		w				N	N	refer to Item 8 of the Form	
			Travis Royce Smith -Smith Investment A/C			City Beach	WA	6015	Australia	6141777443		2017-02-28	44,400	UBS (Units of bonded securities)	99,900	NI 45-106 2.3 (Accredited investor)		w				N	N	refer to Item 8 of the Form	
			Rowley Super Investments Pty Ltd. -Rowley Family Super A/C	PO Box 298		West Perth	WA	6872	Australia	6141475683		2017-02-28	44,400	UBS (Units of bonded securities)	99,900	NI 45-106 2.3 (Accredited investor)		w				N	N	refer to Item 8 of the Form	
			Apollo Nominees Inc.	Suite 102, Cidell Place, Lufkin, Calumet Road		St Michael	St. Michael		Barbados	2643303550		2017-02-28	89,800	UBS (Units of bonded securities)	202,050	NI 45-106 2.3 (Accredited investor)		m				N	N	refer to Item 8 of the Form	
			1261468 Alberta Ltd.	1423 Woodward Crescent		Edmonton	AB	T6M0A3	Canada	7809087620		2017-02-28	300,000	UBS (Units of bonded securities)	675,000	NI 45-106 2.3 (Accredited investor)		f				N	N	refer to Item 8 of the Form	
			1679342 Alberta Ltd.	15324 116 Avenue		Edmonton	AB	T5M3Z6	Canada	7802035438		2017-02-28	170,000	UBS (Units of bonded securities)	382,500	NI 45-106 2.3 (Accredited investor)		f				N	N	refer to Item 8 of the Form	
			1727148 Alberta Ltd.	2304 Ellwood Drive		Edmonton	AB	T6X0A8	Canada	7804897861		2017-02-28	250,000	UBS (Units of bonded securities)	662,500	NI 45-106 2.3 (Accredited investor)		f				N	N	refer to Item 8 of the Form	
			1792706 Alberta Ltd.	3838 Gallings Loop NW		Edmonton	AB	T5T407	Canada	7807010750		2017-02-28	73,000	UBS (Units of bonded securities)	164,250	NI 45-106 2.3 (Accredited investor)		f				N	N	refer to Item 8 of the Form	
			738138 Alberta Ltd.	81 Sprucewood Park		Grande Prairie	AB	T8V4B6	Canada	4167211721		2017-02-28	7,000	UBS (Units of bonded securities)	15,750	NI 45-106 2.3 (Accredited investor)		N				N	N	refer to Item 8 of the Form	
			Adams Chevrier Buck SNC Ltd.	5402 56th Street		Westswain	AB	T9A2B3	Canada	7803523111		2017-02-28	507,000	UBS (Units of bonded securities)	690,750	NI 45-106 2.3 (Accredited investor)		m				N	N	refer to Item 8 of the Form	
			ALC Family Trust	3614 Street SW		Calgary	AB	T2T2Y1	Canada	4034374689		2017-02-28	10,000	UBS (Units of bonded securities)	22,500	NI 45-106 2.3 (Accredited investor)		w				N	N	refer to Item 8 of the Form	
			Arvish Qair Professional Corp.	10357 109th Street NW		Edmonton	AB	T5J1N3	Canada	7804531474		2017-02-28	200,000	UBS (Units of bonded securities)	450,000	NI 45-106 2.3 (Accredited investor)		f				N	N	refer to Item 8 of the Form	
			Benjamin D. Tynd Professional Corporation	85 St. Georges Crescent NW		Edmonton	AB	T5N3M7	Canada	7804544290		2017-02-28	10,000	UBS (Units of bonded securities)	22,500	NI 45-106 2.3 (Accredited investor)		f				N	N	refer to Item 8 of the Form	
			BKB Consultants Ltd.	87 Springbank Crescent SW		Calgary	AB	T2H3S6	Canada	4036517770		2017-02-28	20,000	UBS (Units of bonded securities)	45,000	NI 45-106 2.3 (Accredited investor)		f				N	N	refer to Item 8 of the Form	
			Dennis F. Laman Professional Corporation	1011 Hutchinson Close		Edmonton	AB	T6M2K2	Canada	7809152760		2017-02-28	35,000	UBS (Units of bonded securities)	78,750	NI 45-106 2.3 (Accredited investor)		f				N	N	refer to Item 8 of the Form	
			Desiderata Energy Consulting Inc.	1121 Coghrove Ave NE		Calgary	AB	T2E5C1	Canada	4038662000		2017-02-28	45,000	UBS (Units of bonded securities)	101,250	NI 45-106 2.3 (Accredited investor)		f				N	N	refer to Item 8 of the Form	
			DJK Holdings Ltd.	8223 51 Ave SW		Calgary	AB	T2V0A6	Canada	4032525985		2017-02-28	25,000	UBS (Units of bonded securities)	56,250	NI 45-106 2.3 (Accredited investor)		f				N	N	refer to Item 8 of the Form	
			Diywall Services Grand Centre Ltd.	PO Box 1718 5th Main		Cold Lake	AB	T9M1P4	Canada	7805947700		2017-02-28	20,000	UBS (Units of bonded securities)	45,000	NI 45-106 2.3 (Accredited investor)		f				N	N	refer to Item 8 of the Form	
			Gaika Management	4804 142 St. N.W.		Edmonton	AB	T6H4B1	Canada	7804337159		2017-02-28	45,000	UBS (Units of bonded securities)	101,250	NI 45-106 2.3 (Accredited investor)		f				N	N	refer to Item 8 of the Form	
			Henry Young Der Prof Corp	37 Austin Dr		Red Deer	AB	T4R2V2	Canada	4033907779		2017-02-28	130,000	UBS (Units of bonded securities)	292,500	NI 45-106 2.3 (Accredited investor)		f				N	N	refer to Item 8 of the Form	
			Lola Ventures	14613 134 Avenue NW		Edmonton	AB	T5L 4S9	Canada	7807228888		2017-02-28	224,600	UBS (Units of bonded securities)	505,350	NI 45-106 2.5 (Family, friends and business associates)		a				N	Y	refer to Item 8 of the Form	
			Pharie Merchant Corporation	7th Floor, 933 17th Ave SW		Calgary	AB	T2T5R6	Canada	4037057702		2017-02-28	130,000	UBS (Units of bonded securities)	270,000	NI 45-106 2.3 (Accredited investor)		m				N	N	refer to Item 8 of the Form	
			Reine First Ltd on behalf of fully managed accounts	#101-4610 49th Ave.		Red Deer	AB	T4N6M5	Canada	4033145555	Doop.alar@reinefirst.com	2017-02-28	500,000	UBS (Units of bonded securities)	1,125,000	NI 45-106 2.3 (Accredited investor)		f				N	N	refer to Item 8 of the Form	
			Reine First Ltd on behalf of fully managed accounts	#101-4610 49th Ave.		Red Deer	AB	T4N6M5	Canada	4033145555	Doop.alar@reinefirst.com	2017-02-28	156,000	UBS (Units of bonded securities)	438,750	NI 45-106 2.3 (Accredited investor)		f				N	N	refer to Item 8 of the Form	
			Ryal & Co Inc.	3028 Valleyview Drive		Edmonton	AB	T5R5T6	Canada	7802202400		2017-02-28	20,000	UBS (Units of bonded securities)	45,000	NI 45-106 2.3 (Accredited investor)		f				N	N	refer to Item 8 of the Form	
			Trevi Investment	16101 87 St. N.W.		Edmonton	AB	T5Z9K3	Canada	7808854515		2017-02-28	150,000	UBS (Units of bonded securities)	337,500	NI 45-106 2.3 (Accredited investor)		f				N	N	refer to Item 8 of the Form	
			TwingHoldings	10145-178 Street		Edmonton	AB	T5S1S4	Canada	7804833320		2017-02-28	50,000	UBS (Units of bonded securities)	112,500	NI 45-106 2.3 (Accredited investor)		f				N	N	refer to Item 8 of the Form	
			Wildness Stables	Site 5 P.O. Box 12			AB	R67LCD1	Canada	4038304244		2017-02-28	56,500	UBS (Units of bonded securities)	127,125	NI 45-106 2.3 (Accredited investor)		f				N	N	refer to Item 8 of the Form	
			Young Road Preparatory	PO Box 1286 5th Main		Brooks	AB	T1R1C1	Canada	4037934638		2017-02-28	10,000	UBS (Units of bonded securities)	22,500	NI 45-106 2.3 (Accredited investor)		f				N	N	refer to Item 8 of the Form	
												2017-02-28	10,000	UBS (Units of bonded securities)	22,500							N	N	refer to Item 8 of the Form	
												2017-02-28	15,000	UBS (Units of bonded securities)	33,750							N	N	refer to Item 8 of the Form	
												2017-02-28	10,000	UBS (Units of bonded securities)	22,500							N	N	refer to Item 8 of the Form	
												2017-02-28	14,000	UBS (Units of bonded securities)	31,500							N	N	refer to Item 8 of the Form	
												2017-02-28	15,000	UBS (Units of bonded securities)	33,750							N	N	refer to Item 8 of the Form	
												2017-02-28	22,000	UBS (Units of bonded securities)	49,500							N	N	refer to Item 8 of the Form	
												2017-02-28	151,800	UBS (Units of bonded securities)	296,775							N	N	refer to Item 8 of the Form	
												2017-02-28	83,000	UBS (Units of bonded securities)	186,750							N	N	refer to Item 8 of the Form	
												2017-02-28	18,000	UBS (Units of bonded securities)	40,500							N	N	refer to Item 8 of the Form	
												2017-02-28	10,000	UBS (Units of bonded securities)	22,500							N	N	refer to Item 8 of the Form	
												2017-02-28	11,000	UBS (Units of bonded securities)	24,750							N	N	refer to Item 8 of the Form	
												2017-02-28	30,000	UBS (Units of bonded securities)	67,500							N	N	refer to Item 8 of the Form	
												2017-02-28	10,000	UBS (Units of bonded securities)	22,500							N	N	refer to Item 8 of the Form	
												2017-02-28	5,000	UBS (Units of bonded securities)	11,250							N	N	refer to Item 8 of the Form	
												2017-02-28	71,000	UBS (Units of bonded securities)	159,750							N	N	refer to Item 8 of the Form	
												2017-02-28	150,000	UBS (Units of bonded securities)	337,500							N	N	refer to Item 8 of the Form	
												2017-02-28	527,000	UBS (Units of bonded securities)	735,750							N	N	refer to Item 8 of the Form	
												2017-02-28	10,000	UBS (Units of bonded securities)	22,500							N	N	refer to Item 8 of the Form	

s.21 Personal privacy

s.21 Personal privacy

s.21



# Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

## ITEM 1 – REPORT TYPE

New report

Amended report If amended, provide Submission ID of report that is being amended:  (Example: EDR1234567890-123)

## ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

Issuer (Other than an investment fund)

Underwriter

## ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Aurora Cannabis Inc.

Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier

## ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.

Full legal name

Does the Underwriter's Firm have an NRD Number?

No  Yes

Firm NRD number

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)



**ITEM 5 – ISSUER INFORMATION****a) Primary industry**

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to [Statistics Canada's NAICS industry search tool](#).

NAICS industry code

111999

If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.

Exploration  Development  Production

Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

Mortgages  Real estate  Commercial/business debt  Consumer debt  Private companies  N/A

**b) Number of employees**

0 - 49  50 - 99  100 - 499  500 or more

**c) SEDAR profile number**

Does the issuer have a [SEDAR](#) profile? If yes, provide SEDAR profile number:

No  Yes

00025675

**d) Head office address**

If the issuer does not have a SEDAR profile, complete Item 5(d) – (h).

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

**e) Date of formation and financial year-end**

Date of formation

Financial year-end

**f) Reporting issuer status**

Is the issuer a reporting issuer in any jurisdiction of Canada?

No  Yes

If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.

All  AB  BC  MB  NB  NL  NT

NS  NU  ON  PE  QC  SK  YT

**g) Public listing status**

Does the issuer have a CUSIP number? CUSIP number (provide first 6 digits only)

No  Yes

If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.

Exchange names:

Not Applicable  Toronto Stock Exchange  TSX Venture Exchange  Canadian Securities Exchange

Aequitas Neo Exchange  Australian Securities Exchange  Deutsche Boerse  Euronext

London Stock Exchange  Nasdaq  New York Stock Exchange  Shanghai Stock Exchange

Shenzhen Stock Exchange  Stock Exchange Of Hong Kong  Tokyo Stock Exchange  OTHER

If other, describe:

**h) Size of issuer's assets**

Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M  \$5M to under \$25M  \$25M to under \$100M

\$100M to under \$500M  \$500M to under \$1B  \$1B or over

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

### a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Canadian dollar  US dollar  Euro  Other (describe):

### b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date End Date

2017-11-28 2017-11-28

### c) Detailed purchaser information

Complete [Schedule 1](#) of this form for each purchaser and attach the schedule to the completed report.

[Nov-28-2017-Schedule.xlsx - 67 KB](#)

### d) Types of securities distributed

Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

Security code	CUSIP number	Number of securities	Canadian \$		
			Single or lowest price	Highest price	Total amount
WNT	05156X157	155,000.0000	1,000.0000	1,000.0000	115,000,000.0000
Description of security: Special Warrants - each exercisable w/o further consideration into \$1,000 convertible denture on the earlier of 1) the date that					

### e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
CVD	CMS	6.5000	6.5000	2022-11-28	1:1
Describe other terms: (if applicable) The underlying debentures are convertible into common shares (the Debenture Shares") at \$6.50 per Debenture Share.					

### f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only. This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
Alberta	NI 45-106 2.3 [Accredited investor]	17	2,255,000.0000
British Columbia	NI 45-106 2.3 [Accredited investor]	8	497,000.0000
Ontario	NI 45-106 2.3 [Accredited investor]	42	8,043,000.0000
Cayman Islands	NI 45-106 2.3 [Accredited investor]	1	103,905,000.0000
Bahamas	NI 45-106 2.3 [Accredited investor]	1	300,000.0000
<b>Total dollar amount of securities distributed</b>			115,000,000.0000
<b>Total number of unique purchasers <sup>2</sup></b>			69

<sup>2</sup> In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

*the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.*

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

### h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Not Applicable

Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.		<input type="checkbox"/> Y <input type="checkbox"/> N		

## ITEM 8 – COMPENSATION INFORMATION

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional copies of this page if more than one person was, or will be, compensated.**

Indicate whether any compensation was paid, or will be paid, in connection with the distribution.

No  Yes

### PERSON 1

#### a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names

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If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)

Canaccord Genuity Corp.	900
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Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No  Yes

#### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code

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Country

Telephone number

Email address

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#### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

Connected with the issuer or investment fund manager

Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)

None of the above

Director or officer of the investment fund or investment fund manager

#### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input checked="" type="checkbox"/> Cash commissions paid	3,734,250.0000			
<input type="checkbox"/> Value of all securities distributed as compensation <sup>4</sup>		Security code1	Security code2	Security code3
		Describe terms of warrants, options or other rights		
<input type="checkbox"/> Other compensation <sup>5</sup>		Describe		
<b>Total compensation Paid</b>	<b>3,734,250.0000</b>			

Check box if the person will or may receive any deferred compensation (describe the terms below)

<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

## ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

Indicate whether the issuer is any of the following (select all that apply).

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada <sup>6</sup>

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer <sup>6</sup>

Provide name of foreign public issuer

- Issuer distributing eligible foreign securities only to permitted clients <sup>7</sup>

**If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.**

<sup>6</sup> An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

<sup>7</sup> Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

- If the issuer is none of the above, check this box and complete Item 9(a) – (c).

### a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	
	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	

### b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	
<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	

### c) Residential address of each individual

Complete [Schedule 2](#) of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

## ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

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 report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

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

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name - Family name	First given name	Secondary given names	Title
Rivera	Nilda		Corporate Secretary
Name of issuer/underwriter		Telephone number	Email address
Aurora Cannabis Inc.		6043625207	nilda@auroamj.com
Signature		Date	
"Nilda Rivera"		2017-12-08	

## ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name - Family name	First given name	Secondary given names	Title
Name of company		Telephone number	Email address

## 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 authority or regulator 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 regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the securities regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1512788270-393

Submission ID

2017-12-08 22:30:22.03

Date



**SCHEDULE 1 TO FORM 45-106F1 (CONFIDENTIAL PURCHASER INFORMATION)**

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

Do not alter the order of columns or the column titles. If you add totals to assist you in completing this form, please remove them before filing. See instructions tab for more details.

Name of issuer		Certification date of the report (YYYY-MM-DD)	Legal name of purchaser							Contact information of purchaser					Details of securities purchased				Details of exemption relied on		If relying on section 2.3 of NI 45-106	If relying on section 2.5 of NI 45-106		If relying on subsection 2.9(2) or 2.9(2.1) of NI 45-106 and purchaser is an eligible investor		Other Information		
Family name	First given name	Secondary given names	Full name of non-individual	Street address line 1	Municipality (town or city)	Province/State	Postal code/Zip code (6 digits or 12345)	Country	Telephone number (999999999)	Email address	Date of distribution (YYYY-MM-DD)	Number of securities	Security code	Amount paid (Canadian \$)	Rule, section and subsection number	If "Other", specify exemption relied on (provide number of fiscal rule, order or blanket order)	Paragraph number in the definition of accredited investor that applies to the purchaser (select only one)	Paragraph number in subsection 2.5(1) that applies to the purchase (select only one)	Name of individual at issuer claiming a relationship to the purchaser	Position at issuer (D/C/O/P) of individual claiming a relationship to the purchaser	Paragraph number in the definition of eligible investor that applies to the purchaser (select only one)	Is the purchaser a registrant?	Is the purchaser an insider of the issuer?	Full legal name of person compensated for distribution to this purchaser				
Aurora Cannabis Inc.			2017-12-08																									
s.21 Personal privacy			GCPD ONTARIO INC.		607 KING ST W, KITCHENER ON N2G1C7 CANADA 5195684020 doug@hoyes							2017-11-28	100	WINT	100,000	NI 45-106.2.3 (Accredited investor)		m	s.21					N	N	900		
s.21 Personal privacy			1852100 ONTARIO LTD		820 CANDY MOUNTAIN DR, SLATE RIVER ON P7J0C4 CANADA 8074759551 ted@wilco							2017-11-28	100	WINT	100,000	NI 45-106.2.3 (Accredited investor)		m	s.21				N	N	900			
s.21 Personal privacy			QUINN CAPITAL		100 KING ST W, TORONTO ON M5X1C7 CANADA 4164287760							2017-11-28	25	WINT	25,000	NI 45-106.2.3 (Accredited investor)		m	s.21				N	N	900			
s.21 Personal privacy			78138 ALBERTA LTD.		61 SPRUCEWOOD GRANDE AB T8V4B6 CANADA 7805397122 orville@apple							2017-11-28	50	WINT	50,000	NI 45-106.2.3 (Accredited investor)		t	s.21				N	N	900			
s.21 Personal privacy			1888087 ONTARIO INC		5 PRINCESS ANDREA CRT BRAMPTON ON L6P0G2 CANADA 4165583971 marji.hanzra@gmail.com							2017-11-28	25	WINT	25,000	NI 45-106.2.3 (Accredited investor)		t	s.21				N	N	900			
s.21 Personal privacy			748849 ONTARIO		158 SEARLE AVE NORTH YORK ON M3H4B3 CANADA 4165605960							2017-11-28	50	WINT	50,000	NI 45-106.2.3 (Accredited investor)		m	s.21				N	N	900			
s.21 Personal privacy			L.R.G. CORP.		1697 HIGHWAY 2 COURTICE ON L1E2R5 CANADA 9054324877							2017-11-28	60	WINT	60,000	NI 45-106.2.3 (Accredited investor)		m	s.21				N	N	900			
s.21 Personal privacy			CAMPBELL LEE & ROSS INVESTMENT		1075 NORTH SERVICE RD W, OAKVILLE ON L6M2G2 CANADA 9054694630							2017-11-28	100	WINT	100,000	NI 45-106.2.3 (Accredited investor)		t	s.21				N	N	900			
s.21 Personal privacy			IPV STOCCO		113807 91 AVE NW EDMONTON AB T5E 4X8 CANADA 7803617720							2017-11-28	50	WINT	50,000	NI 45-106.2.3 (Accredited investor)		t	s.21				N	N	900			
s.21 Personal privacy			TAN INVESTMENT AND ASSET INC.		1077 ATWATER AVE MISSISSAUGA ON L5E 1M6 CANADA 4169491483 kenta2016@gmail.com							2017-11-28	25	WINT	25,000	NI 45-106.2.3 (Accredited investor)		t	s.21				N	N	900			
s.21 Personal privacy			CUMMING CONSTRUCTION LTD		138 DEVON DR OKANAGAN BC V0H 1R0 CANADA 2504975434 cumc@sigma							2017-11-28	77	WINT	77,000	NI 45-106.2.3 (Accredited investor)		t	s.21				N	N	900			
s.21 Personal privacy			THE MCCAW FAMILY TRUST		12 WALFORD RD ETOBICOKE ON M8X 2P1 CANADA 4169999113							2017-11-28	25	WINT	25,000	NI 45-106.2.3 (Accredited investor)		w	s.21				N	N	900			
s.21 Personal privacy			THE PENSION PLAN FOR CONNECTED PERSONS OF INFRONT CONSULTING GROUP		12 WALFORD RD ETOBICOKE ON M8X 2P1 CANADA 4169999113							2017-11-28	25	WINT	25,000	NI 45-106.2.3 (Accredited investor)		t	s.21				N	N	900			
s.21 Personal privacy			15816 MEDICENT		775-0711 AVE SW CALGARY AB T2T 0R6 CANADA 4037877070							2017-11-28	26	WINT	26,000	NI 45-106.2.3 (Accredited investor)		t	s.21				N	N	900			
s.21 Personal privacy			8642218 CANADA INC		2803 STEELES AVENUE W, SUITE 300, VAUGHAN ON L4L 4G9 CANADA 5146684381							2017-11-28	100	WINT	100,000	NI 45-106.2.3 (Accredited investor)		t	s.21				N	N	900			
s.21 Personal privacy			6893309 CANADA INC		500 BLOOR STREET W TORONTO ON M5X 2X9 CANADA 5148855095							2017-11-28	300	WINT	300,000	NI 45-106.2.3 (Accredited investor)		t	s.21				N	N	900			



# Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

## ITEM 1 – REPORT TYPE

New report

Amended report If amended, provide Submission ID of report that is being amended:  (Example: EDR1234567890-123)

## ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

Issuer (Other than an investment fund)

Underwriter

## ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Aurora Cannabis Inc.

Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

www.auroramj.com

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier

## ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.

Full legal name

Does the Underwriter's Firm have an NRD Number?

No  Yes

Firm NRD number

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

**ITEM 5 – ISSUER INFORMATION****a) Primary industry**

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to [Statistics Canada's NAICS industry search tool](#).

NAICS industry code

111999

If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.

Exploration  Development  Production

Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

Mortgages  Real estate  Commercial/business debt  Consumer debt  Private companies  N/A

**b) Number of employees**

0 - 49  50 - 99  100 - 499  500 or more

**c) SEDAR profile number**

Does the issuer have a [SEDAR](#) profile? If yes, provide SEDAR profile number:

No  Yes

00025675

**d) Head office address**

If the issuer does not have a SEDAR profile, complete Item 5(d) – (h).

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

**e) Date of formation and financial year-end**

Date of formation

Financial year-end

**f) Reporting issuer status**

Is the issuer a reporting issuer in any jurisdiction of Canada?

No  Yes

If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.

All  AB  BC  MB  NB  NL  NT

NS  NU  ON  PE  QC  SK  YT

**g) Public listing status**

Does the issuer have a CUSIP number? CUSIP number (provide first 6 digits only)

No  Yes

If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.

Exchange names:

Not Applicable  Toronto Stock Exchange  TSX Venture Exchange  Canadian Securities Exchange

Aequitas Neo Exchange  Australian Securities Exchange  Deutsche Boerse  Euronext

London Stock Exchange  Nasdaq  New York Stock Exchange  Shanghai Stock Exchange

Shenzhen Stock Exchange  Stock Exchange Of Hong Kong  Tokyo Stock Exchange  OTHER

If other, describe:

**h) Size of issuer's assets**

Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M  \$5M to under \$25M  \$25M to under \$100M

\$100M to under \$500M  \$500M to under \$1B  \$1B or over

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

### a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Canadian dollar  US dollar  Euro  Other (describe):

### b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date End Date

2018-08-13 2018-08-13

### c) Detailed purchaser information

Complete [Schedule 1](#) of this form for each purchaser and attach the schedule to the completed report.

[Aug132018Sch1Fm45106F1Aurora.xlsx - 49 KB](#)

### d) Types of securities distributed

Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

Security code	CUSIP number	Number of securities	Single or lowest price	Canadian \$	
				Highest price	Total amount
CMS		756,348.0000	9.2550		7,000,000.0000
Description of security: common shares with a deemed price of \$9.255 per common share					

### e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
Describe other terms: (if applicable)					

### f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
Ontario	NI 45-106 2.3 [Accredited investor]	1	7,000,000.0000
<b>Total dollar amount of securities distributed</b>			7,000,000.0000
<b>Total number of unique purchasers <sup>2</sup></b>			1

<sup>2</sup> In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

### h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Not Applicable

Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.		<input type="checkbox"/> Y <input type="checkbox"/> N		

## ITEM 8 – COMPENSATION INFORMATION

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional copies of this page if more than one person was, or will be, compensated.**

Indicate whether any compensation was paid, or will be paid, in connection with the distribution.

No  Yes

### PERSON 1

#### a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names




If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)



Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No  Yes

#### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code





Country

Telephone number

Email address




#### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

Connected with the issuer or investment fund manager

Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)

None of the above

Director or officer of the investment fund or investment fund manager

#### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input type="checkbox"/> Cash commissions paid	<input type="text"/>			
<input type="checkbox"/> Value of all securities distributed as compensation <sup>4</sup>	<input type="text"/>	Security code1	<input type="text"/>	Security code2
			<input type="text"/>	Security code3
		Describe terms of warrants, options or other rights		
		<input type="text"/>		
<input type="checkbox"/> Other compensation <sup>5</sup>	<input type="text"/>	Describe		
		<input type="text"/>		
<b>Total compensation Paid</b>	<input type="text"/>	0.0000		

Check box if the person will or may receive any deferred compensation (describe the terms below)

<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.



# ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

Indicate whether the issuer is any of the following (select all that apply).

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada <sup>6</sup>

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer <sup>6</sup>

Provide name of foreign public issuer

- Issuer distributing eligible foreign securities only to permitted clients <sup>7</sup>

**If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.**

<sup>6</sup> An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

<sup>7</sup> Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

- If the issuer is none of the above, check this box and complete Item 9(a) – (c).

## a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input type="text"/>	<input type="text"/>		
	<input type="text"/>	<input type="text"/>		

## b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input type="text"/>	<input type="text"/>		
<input type="text"/>	<input type="text"/>		

## c) Residential address of each individual

Complete [Schedule 2](#) of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

## ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

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 report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

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

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name - Family name	First given name	Secondary given names	Title
Rivera	Nilda		VP Finance
Name of issuer/underwriter		Telephone number	Email address
Aurora Cannabis Inc.		6043625207	nilda@auroramj.com
Signature		Date	
"Nilda Rivera"		2018-08-15	

## ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name - Family name	First given name	Secondary given names	Title
Name of company		Telephone number	Email address

## 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 authority or regulator 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 regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the securities regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1534274586-840

Submission ID

2018-08-15 20:08:37.154

Date



# Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

## ITEM 1 – REPORT TYPE

New report

Amended report If amended, provide Submission ID of report that is being amended:  (Example: EDR1234567890-123)

## ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

Issuer (Other than an investment fund)

Underwriter

## ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier

Did two or more co-issuers distribute a single security?  No  Yes

If two or more issuers distributed a single security, provide the full legal name(s) of the co-issuer(s) other than the issuer named above.

Full legal name(s) of co-issuer(s)

## ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm NRD number.

Full legal name

Does the Underwriter's Firm have an NRD Number?

No  Yes

Firm NRD number

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

**ITEM 5 – ISSUER INFORMATION****a) Primary industry**

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.

NAICS industry code

111999

If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.

Exploration  Development  Production

Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

Mortgages  Real estate  Commercial/business debt  Consumer debt  Private companies  Cryptoassets  N/A

**b) Number of employees**

0 - 49  50 - 99  100 - 499  500 or more

**c) SEDAR profile number**

Does the issuer have a [SEDAR](#) profile?

No  Yes

If yes, provide SEDAR profile number:

00025675

If the issuer's SEDAR profile is a "private" profile, please provide a screenshot of the issuer's profile by e-mail to [exemptmarketfilings@osc.gov.on.ca](mailto:exemptmarketfilings@osc.gov.on.ca)

**d) Head office address**

If the issuer does not have a SEDAR profile, complete Item 5(d) – (h).

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

**e) Date of formation and financial year-end**

Date of formation

Financial year-end

**f) Reporting issuer status**

Is the issuer a reporting issuer in any jurisdiction of Canada?

No  Yes

If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.

All  AB  BC  MB  NB  NL  NT

NS  NU  ON  PE  QC  SK  YT

**g) Public listing status**

Does the issuer have a CUSIP number?

No  Yes

CUSIP number (provide first 6 digits only)

If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.

Exchange name:

Not Applicable  Toronto Stock Exchange  TSX Venture Exchange  Canadian Securities Exchange

Aequitas Neo Exchange  Australian Securities Exchange  Deutsche Boerse  Euronext

London Stock Exchange  Nasdaq  New York Stock Exchange  Shanghai Stock Exchange

Shenzhen Stock Exchange  Stock Exchange Of Hong Kong  Tokyo Stock Exchange  OTHER

If other, describe:

**h) Size of issuer's assets**

Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M  \$5M to under \$25M  \$25M to under \$100M

\$100M to under \$500M  \$500M to under \$1B  \$1B or over

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees in connection with the distribution, which must be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

### a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Canadian dollar  US dollar  Euro  Other (describe):

### b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date End Date

2018-11-01 2018-11-01

### c) Detailed purchaser information

Complete [Schedule 1](#) of this form for each purchaser and attach the schedule to the completed report.

[Aurora - Report of Exempt Distribution Report Schedule 1 \(CannaConnect\).XLSX - 86 KB](#)

### d) Types of securities distributed

Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

Security code	CUSIP number	Number of securities	Canadian \$		
			Single or lowest price	Highest price	Total amount
CMS		610,023.0000	6.1473	6.1473	3,750,002.0500
Description of security: Common Shares					

### e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Convertible / exchangeable security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
Describe other terms: (if applicable)					

### f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	No. of unique purchasers <sup>2a</sup>	Total amount (Canadian \$)
Ontario	NI 45-106 2.12 [Asset acquisition]	1	3,750,002.0500
<b>Total dollar amount of securities distributed</b>			3,750,002.0500
<b>Total number of unique purchasers<sup>2b</sup></b>		1	

<sup>2a</sup>In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

<sup>2b</sup>In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

### h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

**Not Applicable**

Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.		<input type="checkbox"/> Y <input type="checkbox"/> N		

## ITEM 8 – COMPENSATION INFORMATION

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional copies of this page if more than one person was, or will be, compensated.**

Indicate whether any compensation was paid, or will be paid, in connection with the distribution.

No  Yes

### PERSON 1

#### a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names




If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)



Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No  Yes

#### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code





Country

Telephone number

Email address




#### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

Connected with the issuer or investment fund manager

Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)

None of the above

Director or officer of the investment fund or investment fund manager

#### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input type="checkbox"/> Cash commissions paid	<input type="text"/>			
<input type="checkbox"/> Value of all securities distributed as compensation <sup>4</sup>	<input type="text"/>	Security code1	<input type="text"/>	Security code2
			<input type="text"/>	Security code3
		Describe terms of warrants, options or other rights		
		<input type="text"/>		
<input type="checkbox"/> Other compensation <sup>5</sup>	<input type="text"/>	Describe		
		<input type="text"/>		
<b>Total compensation Paid</b>	<input type="text"/>	0.0000		

Check box if the person will or may receive any deferred compensation (describe the terms below)



<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

## ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

Indicate whether the issuer is any of the following (select the one that applies - if more than one applies, select only one).

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada <sup>6</sup>

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer <sup>6</sup>

Provide name of foreign public issuer

- Issuer distributing only eligible foreign securities and the distribution is to permitted clients only <sup>7</sup>

**If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.**

<sup>6</sup> An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

<sup>7</sup> Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

- If the issuer is none of the above, check this box and complete Item 9(a) – (c).

### a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	<input type="text"/>	<input type="text"/>	<input type="text"/>	

### b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input type="text"/>	<input type="text"/>	<input type="text"/>	
<input type="text"/>	<input type="text"/>	<input type="text"/>	

### c) Residential address of each individual

Complete [Schedule 2](#) of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

## ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exempt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

Name of issuer/underwriter/agent	Aurora Cannabis Inc.		
Full legal name - Family name	First given name	Secondary given names	
Rivera	Nilda		
Title	Telephone number	Email address	
VP Finance and Corporate Secretary	6043625207	nilda@auroramj.com	
Signature	"Nilda Rivera"	Date	2018-11-07

## ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name - Family name	First given name	Secondary given names	Title
Name of company	Telephone number	Email address	

## 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 authority or regulator 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 regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the securities regulatory authority's or regulator's indirect collection of the information, and
- has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1541793301123-425

Submission ID

2018-11-09 14:55:01.123

Date



# Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

## ITEM 1 – REPORT TYPE

New report

Amended report If amended, provide Submission ID of report that is being amended:  (Example: EDR1234567890-123)

## ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

Issuer (Other than an investment fund)

Underwriter

## ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier

Did two or more co-issuers distribute a single security?  No  Yes

If two or more issuers distributed a single security, provide the full legal name(s) of the co-issuer(s) other than the issuer named above.

Full legal name(s) of co-issuer(s)

## ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm NRD number.

Full legal name

Does the Underwriter's Firm have an NRD Number?

No  Yes

Firm NRD number

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

**ITEM 5 – ISSUER INFORMATION****a) Primary industry**

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.

NAICS industry code

111999

If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.

Exploration  Development  Production

Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

Mortgages  Real estate  Commercial/business debt  Consumer debt  Private companies  Cryptoassets  N/A

**b) Number of employees**

0 - 49  50 - 99  100 - 499  500 or more

**c) SEDAR profile number**

Does the issuer have a [SEDAR](#) profile?

No  Yes

If yes, provide SEDAR profile number:

00025675

If the issuer's SEDAR profile is a "private" profile, please provide a screenshot of the issuer's profile by e-mail to [exemptmarketfilings@osc.gov.on.ca](mailto:exemptmarketfilings@osc.gov.on.ca)

**d) Head office address**

If the issuer does not have a SEDAR profile, complete Item 5(d) – (h).

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

**e) Date of formation and financial year-end**

Date of formation

Financial year-end

**f) Reporting issuer status**

Is the issuer a reporting issuer in any jurisdiction of Canada?

No  Yes

If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.

All  AB  BC  MB  NB  NL  NT

NS  NU  ON  PE  QC  SK  YT

**g) Public listing status**

Does the issuer have a CUSIP number?

No  Yes

CUSIP number (provide first 6 digits only)

If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.

Exchange name:

Not Applicable  Toronto Stock Exchange  TSX Venture Exchange  Canadian Securities Exchange

Aequitas Neo Exchange  Australian Securities Exchange  Deutsche Boerse  Euronext

London Stock Exchange  Nasdaq  New York Stock Exchange  Shanghai Stock Exchange

Shenzhen Stock Exchange  Stock Exchange Of Hong Kong  Tokyo Stock Exchange  OTHER

If other, describe:

**h) Size of issuer's assets**

Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M  \$5M to under \$25M  \$25M to under \$100M

\$100M to under \$500M  \$500M to under \$1B  \$1B or over

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees in connection with the distribution, which must be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

### a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Canadian dollar  US dollar  Euro  Other (describe):

### b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date End Date

2018-11-26 2018-11-26

### c) Detailed purchaser information

Complete [Schedule 1](#) of this form for each purchaser and attach the schedule to the completed report.

[Schedule 1 to Form 45-106F1 \(Nov 26 dist\).xlsx - 88 KB](#)

### d) Types of securities distributed

Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

Security code	CUSIP number	Number of securities	Single or lowest price	Canadian \$	
				Highest price	Total amount
CMS		143,560.0000	12.1900		1,750,000.0000
Description of security: Common shares at a deemed price of \$12.1900251 per share					

### e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Convertible / exchangeable security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
Describe other terms: (if applicable)					

### f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	No. of unique purchasers <sup>2a</sup>	Total amount (Canadian \$)
Ontario	NI 45-106 2.12 [Asset acquisition]	2	1,750,000.0000
<b>Total dollar amount of securities distributed</b>			1,750,000.0000
<b>Total number of unique purchasers<sup>2b</sup></b>		2	

<sup>2a</sup>In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

<sup>2b</sup>In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

### h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Not Applicable

Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.		<input type="checkbox"/> Y <input type="checkbox"/> N		



## ITEM 8 – COMPENSATION INFORMATION

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional copies of this page if more than one person was, or will be, compensated.**

Indicate whether any compensation was paid, or will be paid, in connection with the distribution.

No  Yes

### PERSON 1

#### a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names




If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)



Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No  Yes

#### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code





Country

Telephone number

Email address




#### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

Connected with the issuer or investment fund manager

Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)

None of the above

Director or officer of the investment fund or investment fund manager

#### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input type="checkbox"/> Cash commissions paid	<input type="text"/>			
<input type="checkbox"/> Value of all securities distributed as compensation <sup>4</sup>	<input type="text"/>	Security code1	<input type="text"/>	Security code2
			<input type="text"/>	Security code3
		Describe terms of warrants, options or other rights		
		<input type="text"/>		
<input type="checkbox"/> Other compensation <sup>5</sup>	<input type="text"/>	Describe		
		<input type="text"/>		
<b>Total compensation Paid</b>	<input type="text"/>	0.0000		

Check box if the person will or may receive any deferred compensation (describe the terms below)

<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

## ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

Indicate whether the issuer is any of the following (select the one that applies - if more than one applies, select only one).

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada <sup>6</sup>

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer <sup>6</sup>

Provide name of foreign public issuer

- Issuer distributing only eligible foreign securities and the distribution is to permitted clients only <sup>7</sup>

**If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.**

<sup>6</sup> An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

<sup>7</sup> Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

- If the issuer is none of the above, check this box and complete Item 9(a) – (c).

### a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	<input type="text"/>	<input type="text"/>	<input type="text"/>	

### b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input type="text"/>	<input type="text"/>	<input type="text"/>	
<input type="text"/>	<input type="text"/>	<input type="text"/>	

### c) Residential address of each individual

Complete [Schedule 2](#) of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

## ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exempt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

Name of issuer/underwriter/agent	Aurora Cannabis Inc.		
Full legal name - Family name	First given name	Secondary given names	
Rivera	Nilda		
Title	Telephone number	Email address	
Corporate Secretary	604-362-5207	nilda@auroramj.com	
Signature	(signed) "Nilda Rivera"	Date	2018-12-19

## ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name - Family name	First given name	Secondary given names	Title
Name of company	Telephone number	Email address	

## 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 authority or regulator 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 regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the securities regulatory authority's or regulator's indirect collection of the information, and
- has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1545263922022-635

Submission ID

2018-12-19 18:58:42.022

Date



# Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

## ITEM 1 – REPORT TYPE

New report

Amended report If amended, provide Submission ID of report that is being amended:  (Example: EDR1234567890-123)

## ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

Issuer (Other than an investment fund)

Underwriter

## ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier

Did two or more co-issuers distribute a single security?  No  Yes

If two or more issuers distributed a single security, provide the full legal name(s) of the co-issuer(s) other than the issuer named above.

Full legal name(s) of co-issuer(s)

## ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm NRD number.

Full legal name

Does the Underwriter's Firm have an NRD Number?

No  Yes

Firm NRD number

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

**ITEM 5 – ISSUER INFORMATION****a) Primary industry**

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.

NAICS industry code

111999

If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.

Exploration  Development  Production

Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

Mortgages  Real estate  Commercial/business debt  Consumer debt  Private companies  Cryptoassets  N/A

**b) Number of employees**

0 - 49  50 - 99  100 - 499  500 or more

**c) SEDAR profile number**

Does the issuer have a [SEDAR](#) profile?

No  Yes

If yes, provide SEDAR profile number:

00025675

If the issuer's SEDAR profile is a "private" profile, please provide a screenshot of the issuer's profile by e-mail to [exemptmarketfilings@osc.gov.on.ca](mailto:exemptmarketfilings@osc.gov.on.ca)

**d) Head office address**

If the issuer does not have a SEDAR profile, complete Item 5(d) – (h).

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

**e) Date of formation and financial year-end**

Date of formation

Financial year-end

**f) Reporting issuer status**

Is the issuer a reporting issuer in any jurisdiction of Canada?

No  Yes

If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.

All  AB  BC  MB  NB  NL  NT

NS  NU  ON  PE  QC  SK  YT

**g) Public listing status**

Does the issuer have a CUSIP number?

No  Yes

CUSIP number (provide first 6 digits only)

If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.

Exchange name:

Not Applicable  Toronto Stock Exchange  TSX Venture Exchange  Canadian Securities Exchange

Aequitas Neo Exchange  Australian Securities Exchange  Deutsche Boerse  Euronext

London Stock Exchange  Nasdaq  New York Stock Exchange  Shanghai Stock Exchange

Shenzhen Stock Exchange  Stock Exchange Of Hong Kong  Tokyo Stock Exchange  OTHER

If other, describe:

**h) Size of issuer's assets**

Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M  \$5M to under \$25M  \$25M to under \$100M

\$100M to under \$500M  \$500M to under \$1B  \$1B or over

## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees in connection with the distribution, which must be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

### a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Canadian dollar  US dollar  Euro  Other (describe):

### b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date End Date

2019-03-19 2019-03-19

### c) Detailed purchaser information

Complete [Schedule 1](#) of this form for each purchaser and attach the schedule to the completed report.

[Copy of Schedule 1 to Form 45-106F1 \(March 19, 2019\).xlsx - 88 KB](#)

### d) Types of securities distributed

Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

Security code	CUSIP number	Number of securities	Canadian \$		
			Single or lowest price	Highest price	Total amount
CMS		25,809.0000	9.6864		249,995.8200
Description of security: Common shares at \$9.686381458 per share					

### e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Convertible / exchangeable security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
Describe other terms: (if applicable)					

### f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	No. of unique purchasers <sup>2a</sup>	Total amount (Canadian \$)
Ontario	NI 45-106 2.12 [Asset acquisition]	2	249,995.8200
<b>Total dollar amount of securities distributed</b>			249,995.8200
<b>Total number of unique purchasers<sup>2b</sup></b>		2	

<sup>2a</sup>In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

<sup>2b</sup>In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.



## ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

### h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Not Applicable

Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.		<input type="checkbox"/> Y <input type="checkbox"/> N		

## ITEM 8 – COMPENSATION INFORMATION

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional copies of this page if more than one person was, or will be, compensated.**

Indicate whether any compensation was paid, or will be paid, in connection with the distribution.

No  Yes

### PERSON 1

#### a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No  Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name  First given name  Secondary given names

If the person compensated is not an individual, provide the following information.

Full legal name of non-individual  Firm NRD number (if applicable)

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No  Yes

#### b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address  Municipality  Province/State  Postal/ZIP code

Country  Telephone number  Email address

#### c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

Connected with the issuer or investment fund manager  Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)  None of the above

Director or officer of the investment fund or investment fund manager

#### d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input type="checkbox"/> Cash commissions paid	<input type="text"/>	
<input type="checkbox"/> Value of all securities distributed as compensation <sup>4</sup>	<input type="text"/>	Security code1 <input type="text"/> Security code2 <input type="text"/> Security code3 <input type="text"/> Describe terms of warrants, options or other rights <input type="text"/>
<input type="checkbox"/> Other compensation <sup>5</sup>	<input type="text"/>	Describe <input type="text"/>
<b>Total compensation Paid</b>	<input type="text" value="0.0000"/>	

Check box if the person will or may receive any deferred compensation (describe the terms below)

<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

<sup>5</sup> Do not include deferred compensation.

## ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

Indicate whether the issuer is any of the following (select the one that applies - if more than one applies, select only one).

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada <sup>6</sup>

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer <sup>6</sup>

Provide name of foreign public issuer

- Issuer distributing only eligible foreign securities and the distribution is to permitted clients only <sup>7</sup>

**If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.**

<sup>6</sup> An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

<sup>7</sup> Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

- If the issuer is none of the above, check this box and complete Item 9(a) – (c).

### a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input style="width: 100%; height: 15px;" type="text"/>	<input style="width: 100%; height: 15px;" type="text"/>	<input style="width: 100%; height: 15px;" type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input style="width: 100%; height: 15px;" type="text"/>	<input style="width: 100%; height: 15px;" type="text"/>	<input style="width: 100%; height: 15px;" type="text"/>	
	<input style="width: 100%; height: 15px;" type="text"/>	<input style="width: 100%; height: 15px;" type="text"/>	<input style="width: 100%; height: 15px;" type="text"/>	

### b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input style="width: 100%; height: 15px;" type="text"/>	<input style="width: 100%; height: 15px;" type="text"/>	<input style="width: 100%; height: 15px;" type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input style="width: 100%; height: 15px;" type="text"/>	<input style="width: 100%; height: 15px;" type="text"/>	<input style="width: 100%; height: 15px;" type="text"/>	
<input style="width: 100%; height: 15px;" type="text"/>	<input style="width: 100%; height: 15px;" type="text"/>	<input style="width: 100%; height: 15px;" type="text"/>	

### c) Residential address of each individual

Complete [Schedule 2](#) of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

## ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exempt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

Name of issuer/underwriter/agent	Aurora Cannabis Inc.		
Full legal name - Family name	First given name	Secondary given names	
Swainson	Jillian		
Title	Telephone number	Email address	
Chief Legal Officer and Corporate Secretary	780-306-7800	jill@auroramj.com	
Signature	(signed) "Jillian Swainson"	Date	2019-03-20

## ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name - Family name	First given name	Secondary given names	Title
D'Agrosa	Amanda		Assistant Corporate Administrator
Name of company	Telephone number	Email address	
Aurora Cannabis Inc.	2363334802	amanda.dagrosa@auroramj.com	

## 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 authority or regulator 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 regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the securities regulatory authority's or regulator's indirect collection of the information, and
- has authorized the indirect collection of the information by the securities regulatory authority or regulator.

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Date



