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

Submission ID number is EDR1444926775-321, submitted date and time: 2015-10-16 16:23:07.933

# FORM 45-106F1 REPORT OF EXEMPT DISTRIBUTION

## **Issuer Information**

Investments in the Health Care Industry

Other Industry

i	ssuer if its name has chan	ssuer of the security distributed ged since last report. If an und ne head office of the underwrite	erwriter is completin				
Who is co	mpleting the form? * 🗸	Issuer Underwriter					
Issuer Full	Name *		Former	"Issuer Full Name"	if changed since last	report	
PharmaCa	n Capital Corp.						
	ice Address Information						
Street Ad 76 Staffor	dress * d Street, Suite 302				Phone Number 416-504-0004	er *	
City *	d Giroot, Gailo Goz	Province/Territory/Othe	.r *	Postal/Zip Code			
Toronto		Onta		M6J 2S1	Country	Canada	
Underwri	ter Name						
Underw	riter Head Office Addres	s Information					
Street A	ddress				Phone Numb	per	
City		Province/Territory/Othe	er	Postal/Zip Code	Country		
Item 2:	State whether the issuer i	s or is not a reporting issuer a	nd, if reporting, each	of the jurisdictions	in which it is reporting	g.	
Reporting	Issuer? *	Reporting Jurisdictions *	Select All				
✓ Yes	No	✓ Alberta	New Brunswick	1	Nova Scotia	Prince Edward Island	Yukon
		✓ British Columbia	Newfoundland a	and Labrador	Nunavut	Quebec	
		Manitoba	Northwest Terri	tories	✓ Ontario	Saskatchewan	
Item 3:	Indicate the industry of the	e issuer by checking the appro	priate box next to on	e of the industries I	isted. *		
Bio-te	ch	Indust	rial		✓ Other (des	scribe)	
Financ	cial Services - investment	companies and funds Mining	j - exploration/develo	pment			
Financ	cial Services - mortgage in	vestment companies Mining	g - production				
Financ	cial Services - securitized	products issuers Oil an	d Gas				
Fores	try	Real	estate				
Hi-tec	h	Utilitie	s				

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

	ppy of it on your computer before up	ioading.	Date I	Format: MM/DD/YYYY
: State the distribution date. If the report is securities distributed on more than one d	istribution date, state	Distribution Date	10/08/2015	
all distribution dates.	Other Dis	tribution Date(s)		
: For each security distributed:				
a) describe the type of security *	☐ Debt Securities ✓ Equity	and Other Secur	ities Derivativ	es
			Units	
			Office	
b) state the total number of securities distr terms of exercise or conversion and any		e or exchangeab	le, describe the t	ype of underlying security, the
Total number of securities distributed *		Expiry Date		Exercise Price
5,263,158	Convertible Exchangeable			
Other Terms				
Underlying security	Debt Securities Equity	and Other Secur	ities Derivativ	es
Underlying security	☐ Debt Securities ☐ Equity	and Other Securi	ities Derivativ	es
	☐ Debt Securities ☐ Equity  ☐ 45-106-2.3 or s.73.3(2) ☐ 45-106-2.5 [Family, frier	of the Securities	Act (Ontario) [Ac	
Underlying security  c) State the exemption(s) relied on. *	√ 45-106-2.3 or s.73.3(2)	of the Securities and business	Act (Ontario) [Acs associates]	credited investor]
	✓ 45-106-2.3 or s.73.3(2)	of the Securities and businessering memorandu	Act (Ontario) [Acs associates]	credited investor]
	✓ 45-106-2.3 or s.73.3(2)	of the Securities of the Securities of the Securities of the Security of the Securities of the	Act (Ontario) [Acs associates]	credited investor]
	✓ 45-106-2.3 or s.73.3(2)	of the Securities and business ering memoranduamount]	Act (Ontario) [Ac s associates] um - except in On	credited investor] tario]
	✓ 45-106-2.3 or s.73.3(2)	of the Securities of nds and business ering memorandu amount] uisition] , natural gas and	Act (Ontario) [Ac s associates] um - except in On	credited investor] tario]
	✓ 45-106-2.3 or s.73.3(2)	of the Securities and sand business ering memoranduamount] uisition] , natural gas and for debt]	Act (Ontario) [Acs associates] um - except in On mining properties	credited investor] tario]
	✓ 45-106-2.3 or s.73.3(2)	of the Securities ands and business ering memoranduamount] uisition] anatural gas and for debt] stribution by issue	Act (Ontario) [Acs associates] um - except in On mining properties	credited investor] tario] s]
Underlying security  c) State the exemption(s) relied on. *	✓ 45-106-2.3 or s.73.3(2)	of the Securities and sand business ering memoranduamount] uisition] , natural gas and for debt] stribution by issue	Act (Ontario) [Acs associates] um - except in On mining properties er] ing - except in Or	credited investor] tario] s]

**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	Number of purchasers *			Total dollar value raised from * purchasers in the jurisdiction
			Low	High	(Canadian \$)
Other		6	\$ 0.285	\$ 0.285	1,500,000
United States					

Total number of purchasers

6

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

1,500,000

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".

~	mmissions	~ ~ d	findorio	f
	mmissions	ลทศ	TINGET'S	TAA

(s). Compen	nsation includ		or other	fees or payme			ensation in connection with the distribut clude payments for services incidental	
Alternatively of the Form.		ovide the same information	by comp	leting and uplo	ading the commissions a	nd finde	er's fee template found at the beginning	3
Not applicable	e Attach Ex	cel File						
describing the	e terms of th	ued as compensation are or ne convertible securities, incl e total dollar value of the com	luding the	e term and exe	ercise price. Do not includ	e the ex	• •	
Individual [ ]	Firm							
First Name		Last Name			Firm Name			
Street Address				City			Province/Territory/Other	
							Select Province	
Postal/Zip Code		Country						
		Select Country						
Cash Sec	urities	Cash (Canadian \$)						
Number of securities	issued T	ype of securities issued	Price	e per security	Exemption relied on	Date	of distribution	
		Select Security Type			Select Exemption			
Total dollar value of on the value of any secu	•	n (Canadian \$). Total dollar v ash added together.	/alue sho	uld include				
Additional informati	ion							_
•		any explanation(s) about the					nformation easier to understand. For aplete this box:	
								<b>A</b>

#### 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
  - 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) I	has authorized the indirect collection of the information by the Ontario Securities Commission.
T	he issuer/underwriter confirms the above

# On behalf of the issuer, I certify that the statements made in this report are true. Date: \* October 15, 2015 PharmaCan Capital Corp. Name of the issuer (please print)\* CEO Paul Rosen 416-504-0004 x1 (title) \* (name) ' (phone number) Paul Rosen Signature \* $\overline{J}$ 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 Enrico Moretti Lawyer (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

Phone Number \*

416-867-8800 x203

Boyle & Co. LLP enrico@boyleco.com

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

Title \*

Lawyer

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

E-mail

#### Certificate

Name \*

Enrico Moretti

Company Name

Certificate

National Instrument 45-106

#### Schedule I

Issuer/ Underwriter Name	PharmaCan Capital Corp.										
		Purchaser Information				Number an	d type of securit	ies purchased			Date of distribution
Individual First Name (Company Name)	Last Name	Address of Purchaser	Telephone Number of Purchaser	Province	Country	Number	Туре	If Type is Notes or Other [describe]	Total purchase price (Canadian \$)	Exemption relied on	(enter yyyy-mm-dd)
s.21 Personal pr	ivacy					1140351 1140351 1140351 1140351			325000.0000 325000.0000 325000.0000		2015-10-08 2015-10-08 2015-10-08
No Core Cultivation, LLC		1450 Broadway, 40th FI, New York, NY, 10018	212-717-0063	Other	United States	1140351	Units		325000.0000	45-106-2.3 or s.73.3(2)	2015-10-08
No Abundance Partners LP s.21 Personal privacy		2 Rector Street, 3rd Fl, New York, NY, 10006	646-496-7323	Other	United States	350877	Units		100000.0000	45-106-2.3 or s.73.3(2) s.21 Personal privacy	2015-10-08
s.21 Personal privacy						350877	Units		100000.0000	s.21 Personal privacy	2015-10-08
								-			
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						_					
						1		1	+		
						+					
					-						

Thank you! Your form and the following attachments 45-106 Schedule I (Oct 30-15).xls, , have been submitted! Please print and save a copy of this receipt, the Form and attachments for your records.

Submission ID number is EDR1446231259-417, submitted date and time: 2015-10-30 16:03:04.857

# FORM 45-106F1 REPORT OF EXEMPT DISTRIBUTION

## **Issuer Information**

Investments in the Health Care Industry

Other Industry

i	ssuer if its name has chan	ssuer of the security distributed ged since last report. If an und ne head office of the underwrite	erwriter is completin				
Who is co	mpleting the form? * 🗸	Issuer Underwriter					
Issuer Full	Name *		Former	"Issuer Full Name"	if changed since last	report	
PharmaCa	n Capital Corp.						
	ice Address Information						
Street Ad 76 Staffor	dress * d Street, Suite 302				Phone Number 416-504-0004	er *	
City *	d Giroot, Gailo Goz	Province/Territory/Othe	.r *	Postal/Zip Code			
Toronto		Onta		M6J 2S1	Country	Canada	
Underwri	ter Name						
Underw	riter Head Office Addres	s Information					
Street A	ddress				Phone Numb	per	
City		Province/Territory/Othe	er	Postal/Zip Code	Country		
Item 2:	State whether the issuer i	s or is not a reporting issuer a	nd, if reporting, each	of the jurisdictions	in which it is reporting	g.	
Reporting	Issuer? *	Reporting Jurisdictions *	Select All				
✓ Yes	No	✓ Alberta	New Brunswick	1	Nova Scotia	Prince Edward Island	Yukon
		✓ British Columbia	Newfoundland a	and Labrador	Nunavut	Quebec	
		Manitoba	Northwest Terri	tories	✓ Ontario	Saskatchewan	
Item 3:	Indicate the industry of the	e issuer by checking the appro	priate box next to on	e of the industries I	isted. *		
Bio-te	ch	Indust	rial		✓ Other (des	scribe)	
Financ	cial Services - investment	companies and funds Mining	j - exploration/develo	pment			
Financ	cial Services - mortgage in	vestment companies Mining	g - production				
Financ	cial Services - securitized	products issuers Oil an	d Gas				
Fores	try	Real	estate				
Hi-tec	h	Utilitie	s				

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

•	a copy of it on your comput	ter before uploading.	Dat	e Format: MM/DD/YYYY
: State the distribution date. If the repo	_	* First Distribution	Date 10/28/2015	
securities distributed on more than call distribution dates.	one distribution date, state	Other Distribution Da	e(s) 10/29/2015	
: For each security distributed:				
a) describe the type of security *	Debt Securities	s 🗸 Equity and Other S	Securities Deriva	atives
			Units	
b) state the total number of securities terms of exercise or conversion an		is convertible or exchar	geable, describe th	e type of underlying security, the
Total number of securities distributed *	•	Expiry I	Date	Exercise Price
2,629,296	Convertible Ex	changeable		
Underlying security	Debt Securities	s Equity and Other S	Securities Deriva	ttives
Underlying security  c) State the exemption(s) relied on. *		s Equity and Other so		
	√ √45-106-2.3		rities Act (Ontario) [	
	√45-106-2.3	or s.73.3(2) of the Secu	rities Act (Ontario) [ iness associates]	Accredited investor]
	√ 45-106-2.3	or s.73.3(2) of the Secu [Family, friends and bus	rities Act (Ontario) [ iness associates]	Accredited investor]
	√45-106-2.3	or s.73.3(2) of the Secu [Family, friends and bus 1) or (2) [Offering memo	rities Act (Ontario) [ iness associates]	Accredited investor]
	45-106-2.3	or s.73.3(2) of the Secu [Family, friends and bus 1) or (2) [Offering memo ) [Minimum amount]	rities Act (Ontario) [ iness associates] randum - except in (	Accredited investor] Ontario]
	45-106-2.3	or s.73.3(2) of the Secu [Family, friends and bus 1) or (2) [Offering memo ) [Minimum amount] 2 [Asset acquisition] 8 [Petroleum, natural gas 4 [Securities for debt]	rities Act (Ontario) [ iness associates] randum - except in to a and mining proper	Accredited investor] Ontario]
	45-106-2.3  45-106-2.5  45-106-2.9(  45-106-2.10  45-106-2.13  45-106-2.14  45-106-2.30	or s.73.3(2) of the Secu [Family, friends and bus 1) or (2) [Offering memo ) [Minimum amount] 2 [Asset acquisition] 3 [Petroleum, natural gas 4 [Securities for debt] 0 [Isolated distribution by	rities Act (Ontario) [iness associates] randum - except in a rand mining proper	Accredited investor] Ontario] ties]
	45-106-2.3	or s.73.3(2) of the Secu [Family, friends and bus 1) or (2) [Offering memon ) [Minimum amount] 2 [Asset acquisition] 3 [Petroleum, natural gas 4 [Securities for debt] 0 [Isolated distribution bus [TSX Venture Exchange	rities Act (Ontario) [ iness associates] randum - except in a and mining proper rissuer] offering - except in	Accredited investor] Ontario] ties] Ontario]
	45-106-2.3	or s.73.3(2) of the Secu [Family, friends and bus 1) or (2) [Offering memon ) [Minimum amount] 2 [Asset acquisition] 3 [Petroleum, natural gas 4 [Securities for debt] 0 [Isolated distribution bus [TSX Venture Exchange	rities Act (Ontario) [ iness associates] randum - except in a and mining proper rissuer] offering - except in	Accredited investor] Ontario] ties]
	45-106-2.3  45-106-2.5  45-106-2.10  45-106-2.12  45-106-2.13  45-106-2.14  45-106-2.30  45-106-5.2  45-501-2.9  g security holders]" if you hat was published in conjunction of Newfoundland and Labra to Existing Security Holders.	or s.73.3(2) of the Security (Family, friends and bust 1) or (2) [Offering memor) [Minimum amount] 2 [Asset acquisition] 3 [Petroleum, natural gast [Securities for debt] 0 [Isolated distribution by [TSX Venture Exchange [Distributions to existing ave relied on (a) section on with Multilateral CSA dor Financial Services F	rities Act (Ontario) [ iness associates] randum - except in a and mining proper rissuer] offering - except in security holders] o 2.9 of OSC Rule 48 Notice 45-313 Procegulations Division	Accredited investor]  Ontario]  ties]  Ontario]  r equivalent CSA exemption^  5-501 - Ontario Prospectus and Respectus Exemption for Distributions Blanket Order 88 Exemption from the spectus of the spe

**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 se Canadian \$ Low	•	Total dollar value raised from * purchasers in the jurisdiction (Canadian \$)
Ontario	6	] ;	0.285	\$ 0.285	331,349.57
Country		-			
Other	4	7	0.285	\$ 0.285	418,000.02
United States					

Total number of purchasers

10

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

749,349.59

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".

(s). Compensation inc	g table by providing information fo cludes commissions, discounts or as clerical, printing, legal or acco	r other fees or payme			
Alternatively, you may of the Form.	provide the same information by	completing and uplo	ading the commissions a	nd finder's fee template found at	the beginning
Not applicable Attach	Excel File				
describing the terms of	issued as compensation are or in- f the convertible securities, include the total dollar value of the compe	ding the term and exe	ercise price. Do not includ	e the exercise price of any	е
Individual Firm					
First Name	Last Name		Firm Name		
Street Address		City		Province/Territory/Other	
				Select Province	ce
Postal/Zip Code	Country				
	Select Country				
Cash Securities	Cash (Canadian \$)				
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 compensa the value of any securities and	ition (Canadian \$). Total dollar val d cash added together.	ue should include			
Additional information					
-	ow any explanation(s) about the in rency conversion rates could be it				erstand. For
					<b>A</b>

#### 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 ab	ove
------------------------------------------	-----

# On behalf of the issuer, I certify that the statements made in this report are true. Date: \* October 30, 2015 PharmaCan Capital Corp. Name of the issuer (please print)\* CEO Paul Rosen 416-504-004 x1 (title) \* (name) <sup>3</sup> (phone number) "Paul Rosen" Signature \* $\overline{J}$ 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 Enrico Moretti Lawyer (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

Phone Number \*

416-867-8800 x203

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

Company Name E-mail

Boyle & Co. LLP enrico@boyleco.com

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

Title \*

Lawyer

#### Certificate

Name \*

Enrico Moretti

Certificate

National Instrument 45-106

#### Schedule I

Issuer/ Under	writer Name	PharmaCan Capital Corp.										
			Purchaser Information				Number an	d type of securit	ies purchased			Date of distribution
Individual	Personal priv	Last Name	Address of Purchaser	Telephone Number of Purchaser	Province	Country	Number	Туре	If Type is Notes or Other [describe]	Total purchase price (Canadian \$)	Exemption relied on	(enter yyyy-mm-dd)
$\sim 21$	Personal priv	acv					350877			99999.9500	s.21 Personal privacy	2015-10-28
J.Z I	i cisonai piiv	acy					350877 453801	Units		99999.9500 129333.3400		2015-10-28 2015-10-28
							453801			129333.3400		2015-10-28
							105263			30000.0000		2015-10-28
							453801			129333.3400		2015-10-28
No	Blair Schultz Investco Inc. Personal priv		37 Colin Ave., Toronto, Ontario, M5P 2B8	647-222-7667	Ontario	Canada	110000			31350,0000	45-106-2.3 or s.73.3(2)	
~ 21	Deroonal prive	0.007					157894	Units		44999.7900	45-106-2.3 or s.73.3(2) s.21 Personal privacy	2015-10-29
S.Z I	Personal priv	acv					87719			24999.9200		2015-10-29
		, , , , , , , , , , , , , , , , , , ,					105263	Units		29999.9600		2015-10-29
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Thank you! Your form and the following attachments 45-106F1 Schedule1.xlsx, , have been submitted! Please print and save a copy of this receipt, the Form and attachments for your records.

Submission ID number is EDR1463762352-100, submitted date and time: 2016-05-20 15:50:36.842

## **Issuer Information**

Item 1:	issuer if its name has ch	e issuer of the security distributed langed since last report. If an und f the head office of the underwrite	derwriter is completing th				
Who is	completing the form? *	✓ Issuer Underwriter					
Issuer F	ull Name *		Former "Iss	uer Full Name" if ch	anged since last re	port	
Pharma	Can Capital Corp.						
Head C	Office Address Information	on					
Street A	Address *				Phone Number	*	
76 Staff	ord Street, Suite 302				416-504-0004		
City *		Province/Territory/Othe	er * F	Postal/Zip Code *	Country *		
Toronto	1	Onta	rio	M6J 2S1		Canada	
Underv	vriter Name						
Under	writer Head Office Addr	ess Information					
Street	Address				Phone Number		
City		Province/Territory/Othe	er	Postal/Zip Code	Country		
Item 2	State whether the issue	er is or is not a reporting issuer a	nd, if reporting, each of t	he jurisdictions in wh	nich it is reporting.		
Reporti	ng Issuer? *	Reporting Jurisdictions *	Select All				
✓ Yes	No	✓ Alberta	New Brunswick		Nova Scotia	Prince Edward Island	Yukon
		✓ British Columbia	Newfoundland and	Labrador	Nunavut	Quebec	
		Manitoba	Northwest Territorie	es 🗸	Ontario	Saskatchewan	
Item 3	Indicate the industry of	the issuer by checking the appro	opriate box next to one of	f the industries listed	. *		
Bio-	tech	Indust	rial		✓ Other (descr	ribe)	
Fina	ıncial Services - investmer	nt companies and funds Mining	g - exploration/developme	ent			
Fina	ancial Services - mortgage	investment companies Mining	g - production				
Fina	ancial Services - securitize	ed products issuers Oil an	d Gas				
Fore	estry	Real	estate				
Hi-te	ech	Utilitie	es				
Other I	ndustry Investments in H	Health Care Industry					

Attach the completed Excel file here

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

45-106F1 Schedule1.xlsx 36 KB

To attach So	chedule I, you must save	e a copy of it on your compute	r before uploa	ading.	Date Form	at: MM/DD/YYYY	
	stribution date. If the rep		* First Dis	ribution Date 05/1	13/2016		
all distributi		one distribution date, state	Other Distrib	ution Date(s)			<b>A</b>
em 6: For each s	security distributed:						
a) describe t	he type of security *	Debt Securities	✓ Equity an	d Other Securities	Derivatives		
				Units	5		
,	total number of securitie	es distributed. If the security is	s convertible o	or exchangeable, de	escribe the type of	of underlying security, th	ne
	of securities distributed			Expiry Date *	E>	kercise Price *	
10,810,812		✓ Convertible Exc	hangeable	05/13/2021	0.:	245	
Other Terms	Unite consisting of 4 or	ommon share and 1 common s		a warrant Fash w	vorment evereigeh	le for E veere et CO 24E	
							<b>V</b>
Underlying se	curity *	Debt Securities	✓ Equity an	d Other Securities	Derivatives		
				Common s	shares		
				0011111011	,,,a,,,		
a) State the	avamatica (a) valid da	*					
c) State the (	exemption(s) relied on.			the Securities Act (		ted investor]	
		45-106-2.9 [C		and business asso	ocialesj		
		45-106-2.10	-				
		45-106-2.12					
		45-106-2.13	[Petroleum, na	atural gas and minir	ng properties]		
		45-106-2.14	[Securities for	debt]			
		45-106-2.30	[Isolated distr	bution by issuer]			
		45-106-5.2 [T	SX Venture E	xchange offering -	except in Ontario	]	
		45-108 [Crow					
		45-501-2.9 [E	Distributions to	existing security h	olders] or equiva	alent CSA exemption^	
emptions, (b) a pr curity Holders, or	ospectus exemption tha	ng security holders]" if you hav it was published in conjunctior oundland and Labrador Financ Security Holders.	n with Multilat	eral CSA Notice 45	-313 Prospectus	Exemption for Distribu	tions to Exis
	exemption in MI 45-108 is n materials (see s. 15(2)	s relied on, you are requested of MI 45-108).	to attach an e	lectronic version of	the crowdfunding	g offering document 45-	108F1 and
emption in s. 2.9 or sion of the offering	of NI 45-106 (Forms 45- ng memorandum (see ss	o be filed or delivered to the O: 106F2 or 45-106F3) or volunta s. 2.9(17) of NI 45-106 Prosper ration Exemptions regarding vo	arily under and ctus Exemptic	other prospectus ex ns regarding the of	emption, you are fering memorand	e requested to attach an	electronic
addition, we requ	est that you attach any r	marketing materials incorporate	ed by referen	ce into an offering n	nemorandum file	d in accordance with ss	. 2.9(17) of
		ne offering memorandum relati n the OSC and provide the date		Date			

**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 secu (Canadian \$)	,	Total dollar value raised from * purchasers in the jurisdiction
		Low	High	(Canadian \$)
Other	3	\$ 0.185	0.185	2,000,000.22
United States				

3

Total number of purchasers

\_ \_ \_

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

2,000,000.22

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".

(s). Compensation inc	g table by providing information fo cludes commissions, discounts or as clerical, printing, legal or acco	r other fees or payme			
Alternatively, you may of the Form.	provide the same information by	completing and uplo	ading the commissions a	nd finder's fee template found at	the beginning
Not applicable Attach	Excel File				
describing the terms of	issued as compensation are or in- f the convertible securities, include the total dollar value of the compe	ding the term and exe	ercise price. Do not includ	e the exercise price of any	е
Individual Firm					
First Name	Last Name		Firm Name		
Street Address		City		Province/Territory/Other	
				Select Province	ce
Postal/Zip Code	Country				
	Select Country				
Cash Securities	Cash (Canadian \$)				
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 compensa the value of any securities and	ition (Canadian \$). Total dollar val d cash added together.	ue should include			
Additional information					
-	ow any explanation(s) about the in rency conversion rates could be it				erstand. For
					<b>A</b>

#### 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 ab	ove
------------------------------------------	-----

## Certificate

Οı	n b	er	nalf	of	the	issuer,	I certify	that	the	statements	made	in	this	report	are	true	
----	-----	----	------	----	-----	---------	-----------	------	-----	------------	------	----	------	--------	-----	------	--

(title) \*

Date: * May 21, 2016		
PharmaCan Capital Corp.		
Name of the issuer (please	e print)*	
Michael Krestell	Director	416-603-7382 x 236
(name) *	(title) *	(phone number) *
"Michael Krestall"		
Signature *		
✓ I have been authorize	d to submit this form on behal	f of the person signing the form
Print name and title the pe	erson submitting the form	
Enrico Moretti	Counsel	

**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) \*

Name *	Title *	Phone Number *
Enrico Moretti	Counsel	416-867-8800 x 203

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

Company Name	E-mail
Boyle & Co. LLP	enrico@boyleco.com

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

## Certificate

Full Name of the Issuer:	Date of certificate of report	

Form 45-106F1 Schedule 1

			All information b	elow is required by Fo	rm 45-106F1. Do not	alter the order	of columns	or the column t	itles. If you add	d totals to assis	t you with completing	the Form, remove	ve them before filin	g.	
	Last Name									Telephone	Number of Securities		Total Purchase Price		
Individual				Address	Address	Municipality		Postal Code or		Number	Purchased	Type of Securities			Date of Distribution
(Y or N)	Name)	First Name	Middle Name	Line 1	Line 2 (if needed)	(Town or City)	Equivalent	Equivalent	Country	(Only digits)	(Only digits)	Purchased	(Only digits)	Exemption Relied On	(yyyy-mm-dd)
s 21	Persona	al privac	:V								3,603,604	Units	666,666.74	s.21 Personal privacy	2016/05/13
0.2 1	1 0100110	ai piivac	<i>'</i> y								3,603,604	Units	666,666.74 666,666.74		2016/05/13
											3,603,604	Units	666,666.74		2016/05/13
							1								

Thank you! Your form and the following attachments 45-106F1 Schedule1.xlsx, , have been submitted! Please print and save a copy of this receipt, the Form and attachments for your records.

Submission ID number is EDR1464812906-984, submitted date and time: 2016-06-01 16:28:26.425

## **Issuer Information**

Item 1:	issuer if its name has ch	e issuer of the security distributed nanged since last report. If an und of the head office of the underwrite	erwriter is completing this form				
Who is c	completing the form? *	✓ Issuer Underwriter					
Issuer Fu	ıll Name *		Former "Issuer Fu	ıll Name" if cha	anged since last re	port	
PharmaC	Can Capital Corp.						ı
Head Of	ffice Address Information	on					
Street A	ddress *				Phone Number	*	
76 Staffo	ord Street, Suite 302				416-504-0004		
City *		Province/Territory/Othe	r * Postal/2	Zip Code *	Country *		
Toronto		Ontai	m6J 2S	S1		Canada	
Underw	riter Name						
Underv	writer Head Office Addr	ess Information					
Street A	Address				Phone Number		
City		Province/Territory/Othe	er Postal	/Zip Code	Country		
Item 2:	State whether the issue	er is or is not a reporting issuer ar	nd, if reporting, each of the juri	sdictions in wh	ich it is reporting.		
Reportin	ng Issuer? *	Reporting Jurisdictions *	Select All				
✓ Yes	No	✓ Alberta	☐ New Brunswick		Nova Scotia	Prince Edward Island	Yukoi
		✓ British Columbia	Newfoundland and Labrac	dor	Nunavut	Quebec	
		Manitoba	Northwest Territories	$\checkmark$	Ontario	Saskatchewan	
Item 3:	Indicate the industry of	the issuer by checking the appro	priate box next to one of the in	dustries listed	*		
Bio-t	ech	Indust	rial		✓ Other (descr	ribe)	
Finar	ncial Services - investme	nt companies and funds Mining	g - exploration/development				
Finar	ncial Services - mortgage	investment companies Mining	g - production				
Finar	ncial Services - securitize	ed products issuers Oil and	d Gas				
Fore	stry	Real	estate				
Hi-te	ch	Utilitie	s				
Other In	dustry Investments in H	Health Care Industry					

Attach the completed Excel file here

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

45-106F1 Schedule1.xlsx 38 KB

To attach Sch	edule I, you must save	e a copy of it on your compute	er before uploa	ading.	Date F	ormat: MM/DD/YYYY	
Item 5: State the distr			* First Dis	tribution Date 0	6/27/2016		
all distribution		one distribution date, state	Other Distrib	oution Date(s)			<b>A</b>
Item 6: For each sec	curity distributed:						▼
	type of security *	Debt Securities	✓ Equity an	d Other Securitie	es Derivative	S	
,	,,	<del>_</del>				_	
				Ur	nits		
,	ar number of securitie ercise or conversion ar	s distributed. If the security is nd any expiry date	s convertible (	or exchangeable,	describe the ty	pe of underlying secur	ity, the
Total number of	securities distributed	*		Expiry Date *		Exercise Price *	
21,621,613		✓ Convertible Exc	changeable	05/28/2021		0.245	
Other Terms U	Inits consisting of 1 co	ommon share and 1 common :	share nurcha	se warrant Fach	warrant exerci	sable for 5 years at \$0	245
Underlying secu	rity *	Debt Securities	✓ Equity an	d Other Securitie	es Derivative	S	
				Commo	n shares		
c) State the ex	emption(s) relied on.	<b>★</b> ✓ 45-106-2.3 o	r s.73.3(2) of	the Securities Ac	t (Ontario) [Acc	redited investor]	
		45-106-2.5 [I	Family, friend:	and business a	ssociates]		
		45-106-2.9 [0	Offering memo	randum]			
		45-106-2.10	[Minimum am	ount]			
		45-106-2.12	[Asset acquis	ition]			
		_		atural gas and mi	ining properties		
		45-106-2.14					
		_	-	ibution by issuer]		avial	
		45-106-5.2 [1		xchange offering	, - except in On	anoj	
				existina securit	v holdersl or ea	uivalent CSA exemptio	on^
exemptions, (b) a pros security Holders, or (c)	pectus exemption tha	ng security holders]" if you hav it was published in conjunction oundland and Labrador Finand Security Holders.	n with Multilat	eral CSA Notice	45-313 Prospec	ctus Exemption for Dis	tributions to Exist
	emption in MI 45-108 is naterials (see s. 15(2)	s relied on, you are requested of MI 45-108).	to attach an e	electronic version	of the crowdfur	iding offering documen	it 45-108F1 and ai
exemption in s. 2.9 of version of the offering	NI 45-106 (Forms 45- memorandum (see ss	o be filed or delivered to the O 106F2 or 45-106F3) or volunts 2. 2.9(17) of NI 45-106 Prosperation Exemptions regarding vo	arily under an ctus Exemptic	other prospectus ons regarding the	exemption, you offering memor	are requested to attac	ch an electronic
n addition, we reques 106.	t that you attach any r	marketing materials incorporat	ted by referen	ce into an offerinç	g memorandum	filed in accordance wi	th ss. 2.9(17) of N
		ne offering memorandum relati the OSC and provide the date		Date			

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 se (Canadian \$ Low	•	Total dollar value raised from * purchasers in the jurisdiction (Canadian \$)
Other	17	\$ 0.185	\$ 0.185	3,694,726.46
United States				
Other	1	\$ 0.185	\$ 0.185	1,502.2
Israel				
Other	1	\$ 0.185	\$ 0.185	303,771.3
Cayman Islands			_	

Total number of purchasers

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

3,999,999.96

19

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".

(s). Compensation inc	g table by providing information fo cludes commissions, discounts or as clerical, printing, legal or acco	r other fees or payme			
Alternatively, you may of the Form.	provide the same information by	completing and uplo	ading the commissions a	nd finder's fee template found at	the beginning
Not applicable Attach	Excel File				
describing the terms of	issued as compensation are or in- f the convertible securities, include the total dollar value of the compe	ding the term and exe	ercise price. Do not includ	e the exercise price of any	е
Individual Firm					
First Name	Last Name		Firm Name		
Street Address		City		Province/Territory/Other	
				Select Province	ce
Postal/Zip Code	Country				
	Select Country				
Cash Securities	Cash (Canadian \$)				
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 compensa the value of any securities and	ition (Canadian \$). Total dollar val d cash added together.	ue should include			
Additional information					
-	ow any explanation(s) about the in rency conversion rates could be it				erstand. For
					<b>A</b>

#### 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 ab	ove
------------------------------------------	-----

## Certificate

Date: \* June 1, 2016

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

PharmaCan Capital Corp.		
Name of the issuer (please print)*		
Michael Krestell	Director	416-603-7382 x 236
(name) *	(title) *	(phone number) *
"Michael Krestell"		
Signature *		
✓ I have been authorized to subm	nit this form on behalf of the per	son signing the form
Print name and title the person sub-	mitting the form	
Enrico Moretti	Counsel	
(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 *
Enrico Moretti	Counsel	416-867-8800 x 203

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

Company Name	E-mail
Boyle & Co. LLP	enrico@boyleco.com

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

## Certificate

Full Name of the Issuer:	PharmaCan Capital Corp.	

Date of certificate of report

					Form 45-1	06F1 Schedu	ıle 1						
		All information below is required by For	m 45-106F1. Do not ali	ter the order of a	columns or th	e column titles.	If you add totals to assi	st you with completing	na the Form, remo	e them before filing	у.		
	Last Name						,		Number of Securities		Total Purchase Price		
Individual	(or Legal Entity	Address	Address	Municipality	Province or	Postal Code or		Number	Purchased	Type of Securities	(Canadian \$)		Date of Distribution
(Y or N)	Name) First Name Middle Name	Line 1	Line 2 (if needed)	(Town or City)	Fauivalent	Fauivalent	Country	(Only digits)	(Only digits)	Purchased	(Only digits)	Exemption Relied On	(yyyy-mm-dd)
c 21	Personal privacy									0 Units	131,233.59	s.21 Personal	2016/05/27
3.2	i Gisoriai privacy									0 Units		5.2 1 F <del>6</del> 15011a1	2016/05/27
									8,12	0 Units	1,502.20		2016/05/27
									8,12	0 Units 0 Units	1,502.20	privacy	2016/05/27 2016/05/27
									8,12	0 Units	1,502.20	pilitady	2016/05/27
									8.12	0 Units	1,502.20		2016/05/27
N	Chesapeake Partners Master Fund, Ltd. c/o State Street (Cayman) Tru	ust Limited Gardenia Court, Suite 3307	45 Market Street	Bay Cayman Isla	ands	l .	Cavman Islands	345-949-6644	1,642,00			NI 45-106 s2.3 [Accredited investor]	2016/05/27
N	Chesaneake Partners Limited Partnership	2800 Quarry Lake Dr.	Suite 300		MD	21209	United States of America	410-602-0195	3,023,18		559 288 30 1	NI 45-106 s2 3 [Accredited investor]	2016/05/27
s.21 Perso									1,372,97	2 Units	254,000.00	s.21 Personal privacy	2016/05/27
N	JoAd Investments LLC	379 West Broadway	2nd Floor	New York	NY	10012	United States of America	646-964-6721	1,801,80			NI 45-106 s2.3 [Accredited investor]	2016/05/27
s.21	Personal privacy									0 Units	131,233.59	s.21 Personal privacy	2016/05/27
· ·		Live con o	Investor	lan.	Lane					0 Units	150,000.00	•	2016/05/27
N	Julian Sandler 2009 Insurance Trust #1 12th Street GP	141 East 88th St. 166 Duane Street 2B	PH 11 D	NY NY	NY NY		United States of America United States of America	917-647-7958 917-697-2495	1,801,80	1 Units 8 Units		NI 45-106 s2.3 [Accredited investor] NI 45-106 s2.3 [Accredited investor]	2016/05/27 2016/05/27
s.21 Pers	onal privacy	1166 Duane Street 2B		INT	INT	100131	United States of America	917-097-2495	1,081,08		200,000,00	s.21 Personal privacy	2016/05/27
N	PC Holdings L LL C	156 William Street	10th Floor	New York	NY	10038	United States of America	212-406-0030	3,546,85			NI 45-106 s2.3 [Accredited investor]	2016/05/27
s.21 Perso	onal privacy			1100000 111100				. 212-460-00000	1.097.96		203 123 60	s.21 Personal privacy	2016/05/27
N	The Steven J. Pozycki 2012 Family Trust	389 Interpace Parkway		Parsippany	NJ	7054	United States of America	973-299-9117	3,546,85			NI 45-106 s2.3 [Accredited investor]	2016/05/27
					1								
		I	1	1	1								

Thank you! Your form and the following attachments 45-106F1 Schedule1.xlsx, , have been submitted! Please print and save a copy of this receipt, the Form and attachments for your records.

Submission ID number is EDR1465222408-477, submitted date and time: 2016-06-06 10:13:29.465

## **Issuer Information**

Item 1:	issuer if its name has ch	e issuer of the security distributed nanged since last report. If an und of the head office of the underwrite	derwriter is completing th				
Who is	completing the form? *	✓ Issuer Underwriter					
Issuer F	ull Name *		Former "Is	suer Full Name" if ch	anged since last re	port	
Pharma	Can Capital Corp.						
Head C	Office Address Information	on					
Street A	Address *				Phone Number	*	
76 Staff	ford Street, Suite 302				416-504-0004		
City * Province/Territor			er *	Postal/Zip Code *	Country *		
Toronto	)	Onta	rio	M6J 2S1		Canada	
Underv	vriter Name						
Under	writer Head Office Addr	ess Information					
Street	Address				Phone Number		
City		Province/Territory/Othe	er	Postal/Zip Code	Country		
Item 2	: State whether the issue	er is or is not a reporting issuer a	nd, if reporting, each of	the jurisdictions in wh	nich it is reporting.		
Reporti	ng Issuer? *	Reporting Jurisdictions *	Select All				
✓ Yes	No	✓ Alberta	New Brunswick		Nova Scotia	Prince Edward Island	Yukon
		✓ British Columbia	Newfoundland and	Labrador	Nunavut	Quebec	
		Manitoba	Northwest Territori	es 🗸	Ontario	Saskatchewan	
Item 3	: Indicate the industry of	the issuer by checking the appro	opriate box next to one of	f the industries listed	l. *		
Bio-	tech	Indust	trial		✓ Other (descr	ribe)	
Fina	ancial Services - investme	nt companies and funds Mining	g - exploration/developm	ent			
Fina	ancial Services - mortgage	investment companies Mining	g - production				
Fina	ancial Services - securitize	ed products issuers Oil an	id Gas				
Fore	estry	Real	estate				
Hi-te	ech	Utilitie	es				
Other I	ndustry Investments in I	Health Care Industry					

Attach the completed Excel file here

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

45-106F1 Schedule1.xlsx 38 KB

To attach So	chedule I, you must sav	e a copy of it on your compute	er before uplo	ading.	Date Fo	ormat: MM/DD/YYYY	
	stribution date. If the rep		* First Dis	tribution Date 05/	/27/2016		
all distributi		one distribution date, state	Other Distrib	oution Date(s)			<b>A</b>
Item 6: For each s	security distributed:						
a) describe t	he type of security *	Debt Securities	✓ Equity ar	d Other Securities	Derivatives	<b>S</b>	
						1	
				Unit	ts		
		P. 17 . 1 May	47.1				2 0
,	exercise or conversion a	es distributed. If the security is nd any expiry date	s convertible	or exchangeable, o	iescribe the ty	be of underlying sect	irity, the
Total number	of securities distributed	*	Expiry Date *		Exercise Price *		
21,621,613		✓ Convertible Exc	changeable	05/28/2021		0.245	
Other Terms	Units consisting of 1 c	ommon share purchase warra	nt. Each war	rant excercisable f	or 5 years at \$	0.245.	
Guior ronno		similar oriar o paronaco mana	240	iani execicioabie i	o. o you.o u. v	0.2.10.	
							▼
Underlying se	curity *	Debt Securities	✓ Equity ar	d Other Securities	Derivatives	5	
				Common	shares	]	
c) State the	exemption(s) relied on.	*	r s.73.3(2) of	the Securities Act	(Ontario) [Accr	edited investor	
		_		s and business ass			
		45-106-2.9 [0	Offering memo	orandum]			
		45-106-2.10	[Minimum am	ount]			
		45-106-2.12	[Asset acquis	ition]			
		45-106-2.13	[Petroleum, n	atural gas and min	ing properties]		
		45-106-2.14					
		_	-	ibution by issuer]			
				Exchange offering -	except in Onta	arioj	
		45-108 [Crow		n evisting security	holders) or eq	uivalent CSA exempt	ion^
						<u>.</u>	
xemptions, (b) a pr ecurity Holders, or	ospectus exemption that	ng security holders]" if you havat was published in conjunction oundland and Labrador Finance Security Holders.	n with Multila	eral CSA Notice 4	5-313 Prospec	tus Exemption for Di	istributions to Existi
	exemption in MI 45-108 in materials (see s. 15(2)	s relied on, you are requested of MI 45-108).	to attach an	electronic version o	of the crowdfun	ding offering docume	nt 45-108F1 and ar
exemption in s. 2.9 exersion of the offering Rule 45-501 Ontarion addition, we requ	of NI 45-106 (Forms 45- ng memorandum (see so Prospectus and Regist	to be filed or delivered to the O 106F2 or 45-106F3) or volunts 5. 2.9(17) of NI 45-106 Prospe ration Exemptions regarding volume	arily under an ctus Exemption	other prospectus e ons regarding the o ided offering memo	exemption, you offering memora oranda).	are requested to atta andum exemption or	ach an electronic section 5.4 of OSC
□ 06.				Data			
		ne offering memorandum relati n the OSC and provide the dat		Date		$\neg$	

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 se (Canadian \$ Low	•	Total dollar value raised from * purchasers in the jurisdiction (Canadian \$)	
Other	17	\$ 0.185	\$ 0.185	3,694,726.46	
United States					
Other	1	\$ 0.185	\$ 0.185	1,502.2	
Israel					
Other	1	\$ 0.185	\$ 0.185	303,771.3	
Cayman Islands					

Total number of purchasers

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

3,999,999.96

19

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".

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	nmmissions	ลทศ	TINGET'S	TAA

(s). Compen	nsation includ		or other	fees or payme			ensation in connection with the distribut clude payments for services incidental	
•	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	e Attach Ex	cel File						
describing the	e terms of th	ued as compensation are or ne convertible securities, incl e total dollar value of the com	luding the	e term and exe	ercise price. Do not includ	e the ex	• •	
Individual [ ]	Firm							
First Name		Last Name			Firm Name			
Street Address				City			Province/Territory/Other	
							Select Province	
Postal/Zip Code		Country						
		Select Country						
Cash Sec	urities	Cash (Canadian \$)						
Number of securities	issued T	ype of securities issued	Price	e per security	Exemption relied on	Date	of distribution	
		Select Security Type			Select Exemption			
Total dollar value of on the value of any secu	•	n (Canadian \$). Total dollar v ash added together.	/alue sho	uld include				
Additional informati	ion							_
•		any explanation(s) about the					nformation easier to understand. For aplete this box:	
								<b>A</b>

### 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
  - 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.

### Certificate

חכ	benair	ot ti	ne is	suer, i	certify	tnat t	ine s	statemen	its n	nade	in this	report	are	true.

(title) \*

Date: * June 6, 2016		
PharmaCan Capital Corp.		
Name of the issuer (please	e print) *	
Michael Krestell	Director	416-603-7382 x 236
(name) *	(title) *	(phone number) *
"Michael Krestell:		
Signature *		
✓ I have been authorize	d to submit this form on behalf	of the person signing the form
Print name and title the pe	rson submitting the form	
Enrico Moretti	Counsel	

**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) \*

Name *	Title *	Phone Number *
Enrico Moretti	Counsel	416-867-8800 x 203

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

Company Name	E-mail
Boyle & Co. LLP	enrico@boyleco.com

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

### Certificate

Full Name of the Issuer: PharmaCan Capital Corp.

Date of certificate of report 2016/05/3

Form 45-106F1 Schedule 1

		All information below is required by I	-orm 45-106F-1. Do not a	Iter the order of	columns or ti	he column titles. It <sub>.</sub>	you add totais to ass	ist you with comp	leting the Form, ren	nove them before	tiling.		
	Last Name							Telephone	Number of Securities		Total Purchase Price		
Individua		Address	Address	Municipality	Province or	Postal Code or		Number	Purchased	Type of Securities	(Canadian \$)		Date of Distribution
(Y or N)	1 Personal privacy	Middle Name Line 1	Line 2 (if needed)	(Town or Citv)	Equivalent	Equivalent	Country	(Only digits)	(Only digits)	Purchased	(Only digits)	Exemption Relied On	(yyyy-mm-dd)
$\sim 2^{\circ}$	1 Personal nrivacy								709,370		131,233.59	s.21 Personal privacy	2016/05/27
3.2	i i cisonai privacy									Units	1,502.20		2016/05/27
									8,120	Units	1,502.20		2016/05/27
										Units	1,502.20		2016/05/27
									8,120	Units	1,502.20		2016/05/27
										Units	1,502.20		2016/05/27
									8,120		1,502.20		2016/05/27
N	Chesapeake Partners Master Fund, Ltd. c/o State Str			Bay Cayman Isla			man Islands	345-949-6644	1,642,007			NI 45-106 s2.3 [Accredited investor]	2016/05/27
N a 24 Day	Chesapeake Partners Limited Partnership sonal privacy	2800 Quarry Lake Dr.	Suite 300	Baltimore	MD	21209   Uni	ted States of America	410-602-0195	3,023,180			NI 45-106 s2.3 [Accredited investor]	2016/05/27
S.ZT Per		Leaves and a	In the	In an a	I				1,372,972			s.21 Personal privacy	2016/05/27
N O 4	JoAd Investments LLC	379 West Broadway	2nd Floor	New York	NY	10012   Uni	ted States of America	646-964-6721	1,801,801			NI 45-106 s2.3 [Accredited investor]	2016/05/27
s.21	Personal privacy								709,370		131,233.59	s.21 Personal privacy	2016/05/27
		L	Inu n	lanz	lanz.	: برامورور			810,810		150,000.00		2010/05/27
N	Julian Sandler 2009 Insurance Trust #1 12th Street GP	141 East 88th St. 166 Duane Street 2B	PH 11 D	NY NY	NY NY		ted States of America ted States of America	917-647-7958	1,801,801			NI 45-106 s2.3 [Accredited investor]	2016/05/27
N c 21 Do	sonal privacy	166 Duane Street 2B		INY	INY	10013   Uni	ted States of America	917-697-2495	428,828 1,081,081		79,333.33	NI 45-106 s2.3 [Accredited investor] s.21 Personal privacy	2016/05/27 2016/05/27
5.21 F CI	IPC Holdings I. LLCI	1156 William Street	10th Floor	New York	INY	40000   11-	ted States of America	1 040 400 0000	3,546,854			NI 45-106 s2.3 [Accredited investor]	2016/05/27
s 21 Per	sonal privacy	1 156 William Street	110th Floor	INEW YORK	INT	100381011	ted States of America	212-406-0030	1,097,965		202,108.00	s.21 Personal privacy	2016/05/27
3.21161	The Steven J. Pozycki 2012 Family Trust	389 Interpace Parkway	1	Parsippany	NJ	7054   11-	ted States of America	973-299-9117	3.546.854			NI 45-106 s2.3 [Accredited investor]	2016/05/27
IN	The Steven J. Pozycki 2012 Family Trust	369 Interpace Parkway		Parsippany	NJ	7054 Uni	ted States of America	973-299-9117	3,340,834	Units	00.601,000.00	NI 45-106 SZ.3 [Accredited investor]	2010/05/27
		•	•		•							•	

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

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

ITEM 1 – REPOR	T TYPE						
✓ New report							
Amended report	Amended report If amended, provide Submission ID of report that is being amended: (Example: EDR1234567890-123)						
ITEM 2 – PARTY	CERTIFYING TH	IE 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 – ISSUEF	R NAME AND OT	HER IDENTIFIERS					
Provide the following	information about the	issuer, or if the issuer is an in	vestment fund, about the fund.				
Full legal name							
PharmaCan Capital C	Corp.						
		e changed in the last 12 mont	hs, provide most recent previous le	gal name.			
Searchtech Ventures	Inc.						
Website (if applicable	<del>;</del> )						
_		ovide below. Refer to Part B of	the Instructions for the definition of	"legal entity identifier".			
Legal entity identifier							
		1					
ITEM 4 INDES	WRITER INFOR	MATION					
ITEM 4 – UNDER	WRITER INFOR	MAIION					
If an underwriter is co	ompleting the report, p	rovide the underwriter's full leg	al name and firm National Registra	tion Database (NRD) number.			
Full legal name							
Does the Underwriter's Firm have an NRD Number? Firm NRD number  No Yes							
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)				

Primary industry   Provide the issuer's North American industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business existivity. For more information on finding the NAICS industry code go to Statistics Canada a NAICS industry search tool	ITEM 5 – ISSUER INFORMATION	ITEM 5 – ISSUER INFORMATION				
Accounts   For more information on finding the NAICS industry code   Statistics Canadia NAICS industry code   Statist	a) Primary industry					
the mining industry. Select the category that best describes the Issuer's stage of operations.    Exploration Gewelopment   Production     In 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.    In 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.    In the issuer of employees   In the issuer debt   Private companies   In that apply.    In the issuer have a SEDAR profile   It yes, provide SEDAR profile number	activity. For more information on finding the NAICS industry code					
Mortgages   Real estate   Commercial/business debt   Consumer debt   Private companies   Mila	the mining industry. Select the category the	at best describes the issue		hat provide services to issuers operating in		
	• • •					
c) SEDAR profile number    Does the issuer have a SEDAR profile ?   If yes, provide SEDAR profile number:	b) Number of employees					
If yes, provide SEDAR profile	✓0 - 49	or more				
Mo   Head office address   If the issuer does not have a SEDAR profile, complete Item 5(d) – (h).	c) SEDAR profile number					
Street address   Municipality   Province/State   Postal/ZIP code	· · · · · · · · · · · · · · · · · · ·		file number:			
e) Date of formation and financial year-end  Date of formation  Financial year-end  Is the issuer a reporting issuer in any jurisdiction of Canada?  Is the issuer a reporting issuer in any jurisdiction of Canada?  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 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   Tokyo Stock Exchange   OTHER    If other, describe:  If other issuer's assets the distribution end date.	d) Head office address		If the issuer does not h	nave a SEDAR profile, complete Item 5(d) – (h).		
e) Date of formation and financial year-end  Date of formation Financial year-end    Date of formation Financial year-end	Street address	Municipality	Province/State	Postal/ZIP code		
e) Date of formation and financial year-end  Date of formation Financial year-end    Date of formation Financial year-end						
Date of formation   Financial year-end	Country	lelephone number				
The porting issuer status	e) Date of formation and financial year	r-end				
S the issuer a reporting issuer in any jurisdiction of Canada?   No	Date of formation	Financial year-end				
Is the issuer a reporting issuer in any jurisdiction of Canada?   No						
No   Yes	f) Reporting issuer status					
All   AB   BC   MB   NB   NL   NT   NS   NU   ON   PE   QC   SK   YT		liction of Canada?				
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 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.	AII AB BC MB	NB NL	NT			
Does the issuer have a CUSIP number? CUSIP number (provide first 6 digits only)    No	INS ING ON FE		11			
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  Deutsche Boerse  Euronext  London Stock Exchange  New York Stock Exchange  Shanghai Stock Exchange  Shenzhen Stock Exchange  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.	g) Public listing status					
the issuer has applied for and received a listing, which excludes, for example, automated trading systems.  Exchange names:  Not Applicable		CUSIP number (provide f	first 6 digits only)			
Not Applicable						
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.		onto Stock Exchange	TSX Venture Exchange	Canadian Securities 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.	Aequitas Neo Exchange Aust	Aequitas Neo Exchange Australian Securities Exchange Deutsche Boerse Euronext				
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.	□ London Stock Exchange   □ New York Stock Exchange   □ Shanghai Stock Exchange					
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.	Shenzhen Stock Exchange Stock Exchange Of Hong Kong Tokyo Stock Exchange OTHER					
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.	If other, describe:					
the size of the issuer's assets at the distribution end date.	h) Size of issuer's assets					
	the size of the issuer's assets at the distribution end date.					
\$100M to under \$500M \$500M to under \$1B \$1B or over		·	\$25M to under \$100M			

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
2016-08-11	2016-08-11

### 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-PharmaCan Capital Corporation.xlsx - 55 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.

				Canadian \$	
Security code	CUSIP number	Number of securities	Single or lowest price	Highest price	Total amount
CMS		18,743,352.0000	0.3500		6,560,173.2000
Description of security:					

### 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	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
code	code Lowest Highes		Highest	(TTTT-WIWI-DD)	
Describe oth					

### 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]	149,999.8500					
United States	NI 45-106 2.3 [Accredited investor]	29	6,360,173.4000				
United States	NI 45-106 2.5 [Family, friends and business associates]	II 45-106 2.5 [Family, friends and business associates]					
	es distributed	6,560,173.2000					
	32						

<sup>&</sup>lt;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.

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.			$\square$ Y $\square$ 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. <b>Complete additional copies of this page if more than one person was, or will be, compensated.</b>											
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.  Ves											
PERSON 1											
a) Name of person compensa	ted and registrati	on status									
Indicate whether the person com ☐ No ☐ Yes	pensated is a regis	strant.									
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 Full legal name of non-individual	an individual, prov	ide the following inforr	nation.	Firm NRD number (if a	applicable)						
Indicate whether the person com	pensated facilitate	d the distribution throu	gh a funding <sub>l</sub>	portal or an internet-bas	sed portal.						
b) Business contact information	on										
If a firm NRD number is not prov	ided in Item 8(a), p	rovide the business c	ontact informa	ation of the person beir	ng compensated.						
Street address	Municip		Province/Sta	•	Postal/ZIP code						
Country	Country Telephone number Email address										
c) Relationship to issuer or in	vestment fund m	anager									
Indicate the person's relationship Part B(2) of the Instructions and  Connected with the issuer or i	the meaning of "co	ntrol" in section 1.4 of	f NI 45-106 fo		pleting this section	1.					
Insider of the issuer (other tha	n an investment fu	nd)	None	of the above							
Director or officer of the invest	ment fund or invest	ment fund manager									
d) Compensation details											
Provide details of all compensati in Canadian dollars. Include cast for services incidental to the dist about, or report on, internal alloc	h commissions, se ribution, such as c	curities-based comper lerical, printing, legal o	nsation, gifts, or accounting	discounts or other com services. An issuer is i	npensation. Do not not required to asi	t report payme k for details					
Cash commissions paid											
Value of all securities		Security code1	Sed	curity code2	Security code	3					
distributed as compensation ⁴		Describe terms of wa	arrants, optior	ns or other rights							
Other compensation <sup>5</sup>		Describe									
Total compensation Paid	0.0000						_				
Check box if the person will o	or may receive any	deferred compensatio	n (describe th	e 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.

 $^{5}\,\mathrm{Do}$  not include deferred compensation.

IIEW 9 – D	IRECTORS, EXECUTIVE OFFICERS	S AND PROMOTERS OF	THE ISSUER							
Indicate whet	her the issuer is any of the following (select all t	that apply).								
	issuer in any jurisdiction of Canada	,								
	ublic issuer									
☐ Wholly ow	ned subsidiary of a reporting issuer in any juris	diction of Canada <sup>6</sup>								
-	ame of reporting issuer	diotion of Canada								
Wholly ow	Wholly owned subsidiary of a foreign public issuer <sup>6</sup>									
	Provide name of foreign public issuer									
Issuer dis	tributing eligible foreign securities only to permi	itted clients <sup>7</sup>								
	uer is at least one of the above, do not com		o Item 10.							
	r is a wholly owned subsidiary of a reporting is:									
	that are required by law to be owned by its dire									
	nis box if it applies to the current distribution everer to the definitions of "eligible foreign securit			to non-permittea						
If the issu	uer is none of the above, check this box an	d complete Item 9(a) – (c).	<u> </u>							
a) Directors	, executive officers and promoters of the is:	suer								
Dunidate the fe		-66	n Fantasatiana within Oanada atata t							
	ollowing information for each director, executive rwise state the country. For "Relationship to iss			ne province or						
				Relationship to						
Individual?	Organization or company name	Family name First given name	Business location of non-individual or residential	issuer						
	3	Secondary given name	jurisdiction of individual	(select all that apply)						
$\square$ Y $\square$ N										
			-							
			=							
			_							
b) Promoter	information									
If the promote	er listed above is not an individual, provide the f	following information for each dire	ector and executive officer of the prom	noter For locations						
	a, state the province or territory, otherwise state									
		Family name		Relationship to						
	Organization or company name	First given name	Residential jurisdiction of individual	promoter (select one or both						
		Secondary given name	oi individual	if applicable)						
				□ D □ O						
L		<u> </u>	<u> </u>							
c) Residenti	al address of each individual									
Complete Sc	hedule 2 of this form providing the full resid	lential address for each individ	ual listed in Item 9(a) and (b) and							
attach to the	completed report. Schedule 2 also requires	information to be provided abo	out 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	
Gorenstein	Michael			CEO	
Name of issuer/underwriter		Telephone number	Telephone number Email address		
PharmaCan Capital Corp.		416-504-0004 mike@pharmacancapital.com			
Signature		Date			
Signed "Michael Gorenstein"		2016-08-22			

### 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					
Johnstone-Terrey	Carrie		Law Clerk					
Name of company Telephone number Email address								
Dentons Canada LLP 416-361-2379 carrie.johnstone-terrey@dentons.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:

- 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 security 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.

EDR1471547913-550
Submission ID
2016-08-22 16:11:32.794
Date

SCHEDULE 1 TO FORM	M 45-106F1 (CONF	IDENTIAL PURCH	HASER INFORMA	ATION) ory authority or regulator. Howe	- francisco of info	in mention (amintation		o sho one witin			a marker albin in		to if managed												
				eting this form, please remove					is regulatory auti	nonty or regulator t	o make this in	itormation avaita	we it requested.	1											
Name of issuer	report (YYYY-MM-DD)																								
	(YYYY-MM-DD)																								
														_								W-11			
	Legal name of p	urchaser			Contact infe	formation of purc	haser						Details of securi	ities purchased		Details of exemple	tion relied on	If relying on section 2.3 of NI 45-106	If re	ying 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 Informati	ion
	1				1	1 1							l	T	l									ı	
Family name	First given name	Secondary given names Full r	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 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	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
		12th St		166 Duane Street, 2B					Links of Charles	9176972495		(YYYY-MM-DD) 2016-08-11	142,857	Case	49,999.95	NI 45-106 2.5 (Family, friends and	local rule, order or blanket order)	(select only one)	(select only one)	the purchaser  Jason Adler	claiming a relationship to the purchaser	the purchaser (select only one)		issuer?	purchaser
				Tee Duana Street, 25		New York	NT II	0013	United States	91/03/2433				CMS (Common shares)		DUSITIESS associates)			"	Jason Adle	Director (D)				
s.21 Pe	ersona	al priv	/acy									2016-08-11	371,057	(Common shares)	129,869.95	s.21		s.21							
		•	•									2016-08-11	285,714	CMS (Common	99,999.9										
												2016-08-11	55,660	CMS (Common	19,481										
		D Hau	Vertures, LLC	3056 Whitney Avenue		Hamden	CT 68	518	United States	6178756432		2016-08-11	241,189	shares) CMS (Common	84,416.15	NI 45-106 2.3 [Accredited investor]		t							
c 21 Da	arcan											2016-08-11	55,660	shares) CMS (Common	19,481	s.21		s.21							
s.21 Pe	212011	ai piiv	vacy									2016-08-11	1,142,857	(Common shares) CMS	399,999.95	3.21		5.21							
												2016-08-11	445,269	(Common shares) CMS	155,844.15										
														(Common shares)											
												2016-08-11	1,484,231	(Common shares)	519,480.85										
												2016-08-11	1,285,714	CMS (Common shares)	449,999.9									Ţ	
												2016-08-11	428,571	CMS (Common	149,999.85										
		Eric L	Klein Revoacable Trus	st 150 East 44th Street, Apt. 7D		New York	NY 1	0017	United States	9173994339		2016-08-11	111,317	cMS (Common	38,960.95	NI 45-106 2.3 [Accredited investor]		w							
		3615 V Agniss	Vest Gulf Drive ition Co., LLC	873 President Street		Brooklyn	NY 1	1215	United States	6463594370		2016-08-11	285,714	shares) CMS (Common	99,999.9	NI 45-106 2.3 [Accredited investor]		t							
			on H. Neuhoff sable Trust	305 East 85th Street, 7D	1	New York	NY 1	0028	United States			2016-08-11	185,529	shares) CMS	64,935.15	NI 45-106 2.3 [Accredited investor]	1	w							
			Block Revocable	305 East 85th Street, 7D		New York	NY 1	0028	United States			2016-08-11	185,529	(Common shares) CMS	64,935.15	NI 45-106 2.3 [Accredited investor]		w							
				207 East Ohio Street, #115		Chicago	IL 6	0611	United States	3126446245		2016-08-11	129.871	(Common shares) CMS	45.454.85	NI 45-106 2.3 [Accredited investor]									
			Investment jement, LLC											(Common shares)											
			rivestments LLC	166 Duane Street, 2B		New York	NY 3	0013	United States	6469646721		2016-08-11	952,380	CMS (Common shares)	333,333	NI 45-106 2.3 [Accredited investor]		m							
			Sandler 2009 Insurance	141 East 88th Street, PH 11D		New York	NY 1	0128	United States	9176477958		2016-08-11	952,380	CMS (Common shares)	333,333	NI 45-106 2.3 [Accredited investor]		w							
s.21 Pe	erson	al priv	vacv									2016-08-11	37,106	shares) CMS (Common	12,987.1	s.21		s.21							
0		J., P.,										2016-08-11	185,529	CMS (Common	64,935.15	-									
											_	2016-08-11	37,106	shares) CMS (Common	12,987.1	-									
											_	2016-08-11	74,211	shares) CMS	25,973.85	-			_						
											_	2016-08-11	428,571	(Common shares) CMS	149,999.85	_			_						
											_	2016-08-11	371,057	(Common shares)	129,869.95										
														(Common shares) CMS											
												2016-08-11	1,142,857	(Common shares)	399,999.95										
												2016-08-11	74,211	(Common shares)	25,973.85										
												2016-08-11	371,057	CMS (Common	129,869.95										
		Steven Family	J. Pozycki 2012 Trust	389 Inerplace Parkway		Parsippany	NJ 0	7054	United States	9732999117		2016-08-11	5,565,863	CMS (Common	1,948,052.05	NI 45-106 2.3 [Accredited investor]		w							
s.21 Pe	erson	al priv	/acv		1							2016-08-11	285,714	shares) CMS (Common	99,999.9	s.21		s.21							
3.2116	513011	יווק וא	vacy								_	2016-08-11	142,857	shares) CMS	49,999.95										
	1	Geliko Pian	LLC Defined Benefit	1601 Third Ave., #16A	1	New York	NY 1	0128	United States			2016-08-11	1,285,714	(Common shares) CMS	449,999.9	NI 45-106 2.3 [Accredited investor]		ı							
		Plan			1									(Common shares)	ļ										
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$\perp$																1	1								

# 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	ГҮРЕ			
New report				
✓ Amended report If a	amended, provide Submission ID of report that is	being amended: EDR14715	47913-550	(Example: EDR1234567890-123)
ITEM 2 - PARTY CE	ERTIFYING THE REPORT			
	ng the report (select only one). For guidance reg 06 Investment Fund Continuous Disclosure and		·	refer to section 1.1 of
✓ Issuer (Other than an i	investment fund)			
Underwriter				
ITEM 3 – ISSUER N	AME AND OTHER IDENTIFIERS			
Provide the following info	ormation about the issuer, or if the issuer is an in	nvestment fund, about the fur	nd.	
PharmaCan Capital Corp				
Previous full legal name	If the issuer's name changed in the last 12 mon	ths, provide most recent prev	ious legal name.	
Searchtech Ventures Inc	<u> </u>			
Website (if applicable)				
www.pharmacancapital.c	om			
_	entity identifier, provide below. Refer to Part B or	f the Instructions for the defin	ition of "legal entity	identifier".
Legal entity identifier				
ITEM 4 – UNDERWI	RITER INFORMATION			
If an underwriter is compl Full legal name	leting the report, provide the underwriter's full leg	gal name and firm National Re	egistration Databas	e (NRD) number.
i uli legal fiame				
Does the Underwriter's Fi	rm have an NRD Number? Firm NRD n	umher		
□ No □ Yes	Tilli MCB II			
If the underwriter does no	ot have a firm NRD number, provide the head of	fice 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  551113								
If the issuer is in the <b>mining industry</b> , 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	or more							
c) SEDAR profile number								
Does the issuer have a <u>SEDAR</u> profile ? ☐ No ☑ Yes	If yes, provide SEDAR pro	ofile number:						
d) Head office address		If the issuer does not h	nave 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 yea	r-end							
Date of formation	Financial year-end							
f) Reporting issuer status								
Is the issuer a reporting issuer in any juriso ☐ No ☐ Yes	diction of Canada?							
If yes, select the jurisdictions of Canada in AB BC MB	NB NL	ting issuer. NT YT						
g) Public listing status								
Does the issuer have a CUSIP number?  No Yes	CUSIP number (provide t	first 6 digits only)						
the issuer has applied for and received a la	_		de only the names of exchanges for which s.					
Exchange names:  Not Applicable  Tord	onto Stock Exchange	TSX Venture Exchange	Canadian Securities Exchange					
Aequitas Neo Exchange Aus	tralian Securities Exchange	Deutsche Boerse	Euronext					
London Stock Exchange Nas	sdaq	New York Stock Exchange	Shanghai Stock Exchange					
Shenzhen Stock Exchange Stock	ck 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 the size of the issuer's assets at the distri-	-		s not existed for a full financial year, provide					
	1 to under \$25M OM to under \$1B	\$25M to under \$100M \$1B or over						
	OW to under \$15	\$1D 01 0Ve1						

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
2016-08-11	2016-08-11

### 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-PharmaCan Capital Corporation.xlsx - 55 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.

<b>G</b>				Canadian \$			
Security code	CUSIP number	Number of securities	Single or lowest price	Highest price	Total amount		
CMS		18,743,352.0000	0.3500		6,560,173.2000		
Description of security:							

### 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		e price dian \$)	Expiry date (YYYY-MM-DD)	Conversion ratio
code	code Lowest		Highest	(1111-10101-00)	
Describe oth					_

### 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	2	149,999.8500	
United States	NI 45-106 2.3 [Accredited investor]	29	6,360,173.4000
United States	NI 45-106 2.5 [Family, friends and business associates]	1	49,999.9500
	Total dollar amount of securiti	es distributed	6,560,173.2000
	Total number of unique purchasers	32	

<sup>&</sup>lt;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.

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.			$\square$ Y $\square$ N		

ITEM 8 - COMPENSATIO	N INFORMATIO	ON					
Provide information for each personnection with the distribution.		•			• •		
Indicate whether any compensate  √No Yes	ion was paid, or wil	l be paid, in connection	n with the dis	tribution.			
PERSON 1							
a) Name of person compensa	ted and registration	on status					
Indicate whether the person com	pensated is a regis	trant.					
If the person compensated is an Family name	•	the full legal name of the ren name		dary given names			
If the person compensated is not Full legal name of non-individual	an individual, prov	ide the following inform	nation.	Firm NRD number (if a	applicable)		
Indicate whether the person com	pensated facilitated	the distribution throug	gh a funding <sub>l</sub>	portal or an internet-bas	sed portal.		
b) Business contact information	on						
If a firm NRD number is not prov	ided in Item 8(a), p	rovide the business co	ntact informa	ation of the person beir	ng compensated.		
Street address	Municip		Province/Sta	•	Postal/ZIP code		
Country	Telepho	ne number	Email addres	SS			
c) Relationship to issuer or in	vestment fund ma	anager					
Indicate the person's relationship Part B(2) of the Instructions and Connected with the issuer or i	the meaning of "co	ntrol" in section 1.4 of	NI 45-106 fo		pleting this section	7.	
Insider of the issuer (other tha	n an investment fur	nd)	None	of the above			
Director or officer of the invest	ment fund or invest	ment fund manager					
d) Compensation details							
Provide details of all compensati in Canadian dollars. Include cast for services incidental to the dist about, or report on, internal alloc	h commissions, sec ribution, such as cl	curities-based compen erical, printing, legal o	sation, gifts, r accounting	discounts or other com services. An issuer is i	npensation. Do no not required to as	t report paymen k for details	
Cash commissions paid							
Value of all securities		Security code1	Sed	curity code2	Security code	e3	<del></del> 
distributed as compensation <sup>4</sup>		Describe terms of wa	rrants, optior	s or other rights			
Other compensation <sup>5</sup>		Describe					
Total compensation Paid	0.0000						
Check box if the person will o	or may receive any	deferred compensation	n (describe th	e 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.

 $^{5}\,\mathrm{Do}$  not include deferred compensation.

IIEW 9 – D	IRECTORS, EXECUTIVE OFFICERS	S AND PROMOTERS OF	THE ISSUER											
Indicate whet	her the issuer is any of the following (select all t	that apply).												
	issuer in any jurisdiction of Canada	,												
	ublic issuer													
☐ Wholly ow	ned subsidiary of a reporting issuer in any juris	diction of Canada <sup>6</sup>												
-	ame of reporting issuer	diotion of Canada												
Wholly ow	ned subsidiary of a foreign public issuer <sup>6</sup>													
	ame of foreign public issuer													
Issuer dis	tributing eligible foreign securities only to permi	itted clients <sup>7</sup>												
	uer is at least one of the above, do not com		o 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														
	nis box if it applies to the current distribution everer to the definitions of "eligible foreign securit			to non-permittea										
If the issu	uer is none of the above, check this box an	d complete Item 9(a) – (c).	<u> </u>											
a) Directors	, executive officers and promoters of the is:	suer												
Dunidate the fe		-66	n Fantasatiana within Oanada atata t											
	ollowing information for each director, executive rwise state the country. For "Relationship to iss			ne province or										
				Relationship to										
Individual?	Organization or company name	Family name First given name	Business location of non-individual or residential	issuer										
	3	Secondary given name	jurisdiction of individual	(select all that apply)										
$\square$ Y $\square$ N														
			-											
			=											
			_											
b) Promoter	information													
If the promote	er listed above is not an individual, provide the f	following information for each dire	ector and executive officer of the prom	noter For locations										
	a, state the province or territory, otherwise state													
		Family name		Relationship to										
	Organization or company name	First given name	Residential jurisdiction of individual	promoter (select one or both										
		Secondary given name	oi individual	if applicable)										
				□ D □ O										
L		<u> </u>	<u> </u>											
c) Residenti	al address of each individual													
Complete Sc	hedule 2 of this form providing the full resid	lential address for each individ	ual listed in Item 9(a) and (b) and											
attach to the	completed report. Schedule 2 also requires	information to be provided abo	out 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:

First given name

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

Gorenstein	tein Michael		CEO	
Name of issuer/underwriter		Telephone number	Email address	
		416-504-0004	mike@pharmacancapital.com	
Signature		Date		
Signed "Michael Gorenstein	<del>۔</del> ا"	2016-08-26		

Secondary given names

Title

Full legal name - Family name

· ·		vidual that the securities regulatory n the individual certifying the repor	y authority or regulator may contact with any rt in Item 10.
Same as individual certifying the	ne report		
Full legal name - Family name	First given name	Secondary given names	Title
Kupidura	Barbara		Paralegal
Name of company		Telephone number	Email address
Dentons Canada LLP		514-878-8892	barbara.kupidura@dentons.com

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- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

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Submission ID
2016-08-26 15:08:57.273
Date

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	schedule will not be place of columns or the column t									curities regulatory a	uthority or regul	fator to make th	is information av	ailable if request	ed.										
Name of issuer	Certification date of the	1				T																			
PharmaCan Capital Corp.	report (YYYY-MM-DD) 2016-08-22																								
Риалиасал сарка согр.	2010-00-22																								
	Legal name of pur	chaser			Contac	ct informati	ion of purchas	er				Details of securities purchased		Details of exemption relied on		If relying on section 2.3 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 Informati	ion		
Family name	First given name	Secondary given names	Full name of non- individual	Street address line	2	(town or o	ality Province/ city) State	12345)	Country	Telephone number (999999999)		Date of distribution (YYYY-MM-DD)	Number of securities	Security code	Amount paid (Canadian \$)		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 purchase (select only one)	Name of individual at issuer claiming a relationship to the purchaser		Paragraph number in the definition of <i>eligible investor</i> 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
			12th Street GP	166 Duane Street, 2B		New York	NY	10013	United States	9176972495		016-08-11	142,857	CMS (Common shares)		NI 45-106 2.5 [Family, friends and business associates]			h	Jason Adler	Director (D)				
s.21 F	erson	al pr	ivacy	/							21	016-08-11	371,057	CMS (Common	129,869.95	s.21		s.21							
		•	•								21	016-08-11	285,714	CMS (Common	99,999.9										
											21	016-08-11	55,660	CMS (Common	19,481	-		-							
			D Hsu Ventures 11 C	3056 Whitney		Hamden	ст	6518	United States	6178756432	21	016-08-11	241,189	shares) CMS (Common	84,416.15	NI 45-106 2.3 [Accredited investor]		t							
s.21 F	Darson:	al nr	ivacv	,							21	016-08-11	55,660	shares) CMS (Common	19,481	s.21		s.21							
3.211	613011	ai pi	ivacy								21	016-08-11	1,142,857	shares) CMS (Common	399,999.95	3.21		0.21	_						
·											21	016-08-11	445,269	shares)	155,844.15	_		_	_						
											21	016-08-11	1,484,231	(Common shares)	519,480.85	_									
													1,285,714	(Common shares) CMS											
												016-08-11		(Common shares)	449,999.9										
												016-08-11	428,571	CMS (Common shares)	149,999.85										
			Eric L. Klein Revoacable Trust	150 East 44th Street, Apt. 7D		New York	NY	10017	United States	9173994339		016-08-11	111,317	CMS (Common shares)	38,960.95	NI 45-106 2.3 (Accredited investor)		w							
			3615 West Gulf Drive Acquisition CoLLC	873 President Street		Brooklyn	NY	11215	United States	6463594370	21	016-08-11	285,714	CMS (Common shares)	99,999.9	NI 45-106 2.3 (Accredited investor)		t							
			Jameson H. Neuhoff Irrevocable Trust	305 East 85th Street, 7D		New York	NY	10028	United States		21	016-08-11	185,529	CMS (Common	64,935.15	NI 45-106 2.3 [Accredited investor]		w							
			Janis L. Block Revocable Trust	305 East 85th Street, 7D		New York	NY	10028	United States		21	016-08-11	185,529	shares)	64,935.15	NI 45-106 2.3 [Accredited investor]		w							
			Viking Investment	207 East Ohio Street, #115		Chicago	L	60611	United States	3126446245	21	016-08-11	129,871	shares) CMS	45,454.85	NI 45-106 2.3 (Accredited investor)		t							
			Management, LLC JoAd Investments	166 Duane Street,		New York	NY	10013	United States	6469646721	21	016-08-11	952,380	(Common shares) CMS (Common	333,333	NI 45-106 2.3 [Accredited investor]		m							
			Julian Sandler 2009 Insurance Trust	2B 141 East 88th		New York	NY	10128	United States	9176477958	21	016-08-11	952,380	(Common shares) CMS (Common	333,333	NI 45-106 2.3 [Accredited investor]		w							
- 04 5											21	016-08-11	37,106		12,987.1			0.21							
S.21 F	Person	aı pr	ıvacy	′							2	016-08-11	105 520	CMS (Common shares)	64,935.15	s.21		s.21							
											2		100,029	(Common shares)											
												016-08-11	37,106	CMS (Common shares) CMS	12,987.1										
											21	016-08-11	74,211	(Common shares)	25,973.85										
											21	016-08-11	428,571	CMS (Common	149,999.85										
•											21	016-08-11	371,057	CMS (Common	129,869.95										
											21	016-08-11	1,142,857	CMS (Common	399,999.95	-									
											21	016-08-11	74,211	cMS (Common	25,973.85	1		-							
·											21	016-08-11	371,057	cMS (Common	129,869.95	-		-	_						
	1		Steven J. Pozycki	389 Inerplace		Parsippany	y NJ	07054	United States	9732999117	21	016-08-11	5,565,863	shares) CMS (Common	1,948,052.05	NI 45-106 2.3 [Accredited investor]		w							
c 21 F	Persona	al pr	2012 Family Trust	Farkway		1					21	016-08-11	285,714	(Common shares) CMS (Common	99,999.9	0.21		s.21	-						
5.Z1 F	CISUIT	ai pii	ivacy									016-08-11	142,857	shares)	49,999.95	s.21		J.Z I							
	1	1	Geliko LLC Defined	1601 Third Ave.,		New York	NY	10128	United States		21	016-08-11	1,285,714	shares)	449,999.9	NI 45-106 2.3 (Accredited investor)		t							
			Benefit Plan	#16A			'	1	-					CMS (Common shares)		,									
						+																			
	1																				-				
=																				<u> </u>					

# 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)		
		L			
ITEM 2 – PARTY CERTIFYING TH	IE REPORT				
Indicate the party certifying the report (sele National Instrument 81-106 Investment Fu		•	ment fund, refer to section 1.1 of		
✓ Issuer (Other than an investment fund)	☑ Issuer (Other than an investment fund)				
Underwriter	Underwriter				
ITEM 3 – ISSUER NAME AND OT	HER IDENTIFIERS				
Provide the following information about the	e issuer, or if the issuer is an in	vestment fund, about the fund.			
Full legal name					
PharmaCan Capital Corp.					
Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.					
Searchtech Ventures Inc.					
Website (if applicable)					
www.pharmacancapital.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 INFOR	MATION				
TEM 4 - SKBERWRITER INFOR	MATION				
If an underwriter is completing the report, p	rovide the underwriter's full leg	al name and firm National Registration	nn Database (NRD) number.		
Full legal name					
Does the Underwriter's Firm have an NRD I	Number? Firm NRD nu	umber			
If the underwriter does not have a firm NRI	D number, provide the head off	ice contact information of the underw	riter.		
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  551113					
the mining industry. Select the category th	If the issuer is in the <b>mining industry</b> , 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 a ☐ Mortgages ☐ Real estate ☐ Commer	-				
b) Number of employees					
<b>√</b> 0 - 49	or more				
c) SEDAR profile number					
Does the issuer have a <u>SEDAR</u> profile? ☐ No ✓ Yes	If yes, provide SEDAR pro 00035844	file number:			
d) Head office address		If the issuer does not h	nave 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 yea	r-end				
Date of formation	Financial year-end				
	,				
f) Reporting issuer status					
Is the issuer a reporting issuer in any juriso ☐ No ☐ Yes	diction of Canada?				
If yes, select the jurisdictions of Canada in ☐ AII ☐ AB ☐ BC ☐ MB ☐ NS ☐ NU ☐ ON ☐ PE	NB NL	ting issuer. NT YT			
g) Public listing status					
Does the issuer have a CUSIP number?  No Yes	CUSIP number (provide i	first 6 digits only)			
the issuer has applied for and received a li	_		de only the names of exchanges for which s.		
Exchange names:  Not Applicable  Toro	onto Stock Exchange	TSX Venture Exchange	Canadian Securities Exchange		
Aequitas Neo Exchange Aus	tralian Securities Exchange	Deutsche Boerse	Euronext		
London Stock Exchange Nas	daq	New York Stock Exchange	Shanghai Stock Exchange		
Shenzhen Stock Exchange Stock	ck Exchange Of Hong Kong	Tokyo Stock Exchange	OTHER		
If other, describe:					
h) Size of issuer's assets					
the size of the issuer's assets at the distrib	bution end date.		s not existed for a full financial year, provide		
	I to under \$25M	\$25M to under \$100M			
\$100M to under \$500M \$50	0M to under \$1B	\$1B or over			

# 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	
2016-08-31	2016-09-08	

### c) Detailed purchaser information

Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report.

Pharmacan Capital Corporation (Good) Schedule 1 to Form 45-106F1 Second & Third Tranche 567075-8BK.xlsx - 48 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.

				Canadian \$	
Security code	CUSIP number	Number of securities	Single or lowest price	Highest price	Total amount
CMS		24,113,788.0000	0.3500		8,439,825.8000
Description of security:					

### 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		e price dian \$)	Expiry date (YYYY-MM-DD)	Conversion ratio
code	code	Lowest	Lowest Highest		
Describe oth					_

### 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]	4	424,000.1500
United States	NI 45-106 2.3 [Accredited investor]	18	8,015,825.6500
	Total dollar amount of securiti	es distributed	8,439,825.8000
	Total number of unique purchasers	22	

<sup>&</sup>lt;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.

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.			$\square$ Y $\square$ N		

ITEM 8 - COMPENSATIO	N INFORMATIO	ON					
Provide information for each personnection with the distribution.		•			• •		
Indicate whether any compensate  √No Yes	ion was paid, or wil	l be paid, in connection	n with the dis	tribution.			
PERSON 1							
a) Name of person compensa	ted and registration	on status					
Indicate whether the person com	pensated is a regis	trant.					
If the person compensated is an Family name	•	the full legal name of the ren name		dary given names			
If the person compensated is not Full legal name of non-individual	an individual, prov	ide the following inform	nation.	Firm NRD number (if a	applicable)		
Indicate whether the person com	pensated facilitated	the distribution throug	gh a funding <sub>l</sub>	portal or an internet-bas	sed portal.		
b) Business contact information	on						
If a firm NRD number is not prov	ided in Item 8(a), p	rovide the business co	ntact informa	ation of the person beir	ng compensated.		
Street address	Municip		Province/Sta	•	Postal/ZIP code		
Country	Telepho	ne number	Email addres	SS			
c) Relationship to issuer or in	vestment fund ma	anager					
Indicate the person's relationship Part B(2) of the Instructions and Connected with the issuer or i	the meaning of "co	ntrol" in section 1.4 of	NI 45-106 fo		pleting this section	7.	
Insider of the issuer (other tha	n an investment fur	nd)	None	of the above			
Director or officer of the invest	ment fund or invest	ment fund manager					
d) Compensation details							
Provide details of all compensati in Canadian dollars. Include cast for services incidental to the dist about, or report on, internal alloc	h commissions, sec ribution, such as cl	curities-based compen erical, printing, legal o	sation, gifts, r accounting	discounts or other com services. An issuer is i	npensation. Do no not required to as	t report paymen k for details	
Cash commissions paid							
Value of all securities		Security code1	Sed	curity code2	Security code	e3	<del></del> 
distributed as compensation <sup>4</sup>		Describe terms of wa	rrants, optior	s or other rights			
Other compensation <sup>5</sup>		Describe					
Total compensation Paid	0.0000						
Check box if the person will o	or may receive any	deferred compensation	n (describe th	e 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.

 $^{5}\,\mathrm{Do}$  not include deferred compensation.

IIEW 9 – D	IRECTORS, EXECUTIVE OFFICERS	S AND PROMOTERS OF	THE ISSUER	
Indicate whet	her the issuer is any of the following (select all t	that apply).		
	issuer in any jurisdiction of Canada	,		
	ublic issuer			
☐ Wholly ow	ned subsidiary of a reporting issuer in any juris	diction of Canada <sup>6</sup>		
-	ame of reporting issuer	diotion of Canada		
Wholly ow	ned subsidiary of a foreign public issuer <sup>6</sup>			
	ame of foreign public issuer			
Issuer dis	tributing eligible foreign securities only to permi	itted clients <sup>7</sup>		
	uer is at least one of the above, do not com		o Item 10.	
	r is a wholly owned subsidiary of a reporting is:			
	that are required by law to be owned by its dire			
	nis box if it applies to the current distribution everer to the definitions of "eligible foreign securit			to non-permittea
If the issu	uer is none of the above, check this box an	d complete Item 9(a) – (c).	<u> </u>	
a) Directors	, executive officers and promoters of the is:	suer		
Dunidale the fe		-66	n Fantasatiana within Oanada atata t	
	ollowing information for each director, executive rwise state the country. For "Relationship to iss			ne province or
				Relationship to
Individual?	Organization or company name	Family name First given name	Business location of non-individual or residential	issuer
	3	Secondary given name	jurisdiction of individual	(select all that apply)
$\square$ Y $\square$ N				
			-	
			=	
			_	
b) Promoter	information			
If the promote	er listed above is not an individual, provide the f	following information for each dire	ector and executive officer of the prom	noter For locations
	a, state the province or territory, otherwise state			
		Family name		Relationship to
	Organization or company name	First given name	Residential jurisdiction of individual	promoter (select one or both
		Secondary given name	oi individual	if applicable)
				□ D □ O
L		<u> </u>	<u> </u>	
c) Residenti	al address of each individual			
Complete Sc	hedule 2 of this form providing the full resid	lential address for each individ	ual listed in Item 9(a) and (b) and	
attach to the	completed report. Schedule 2 also requires	information to be provided abo	out 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	. Т	ītle	
Gorenstein	Michael		(	CEO	
Name of issuer/underwriter		Telephone number	Email	address	
PharmaCan Capital Corp.		416-504-0004	mike@	pharmacancapital.com	
Signature		Date			
Signed "Michael Gorenstein"		2016-09-09			
ITEM 11 - CONTACT PER	RSON				

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	ne report				
Full legal name - Family name	First given name	Secondary given names	Title		
Kupidura	Barbara		Paralegal, Securities		
Name of company		Telephone number	Email address		
Dentons Canada LLP		514-878-8892	barbara.kupidura@dentons.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:

- 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 security 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.

EDR1473454242-816
Submission ID
2016-09-09 17:49:20.779
Date

SCHEDULE 1 TO FORM 45-106F1 (CONFIDENTIAL PL	RCHASER INFORMATI	ION)																			
The information in this schedule will not be placed on the public file.  Do not alter the order of columns or the column titles. If you add total						unities regulatory auth	erity or regulator to make this inform	nation available if i	requested.												
Name of issuer Certification date of the report																					
PharmaCan Capital Corporation 2016-09-09																					
																		# relying on subsection			
Legal name of purchaser Contact information of purchaser									Details of securit	ies purchased		Details of exemption rel	lied on	If relying on section 2.3 of NI 45-106	If re	ying 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 Informat	tion
										T .				Donostroph number in the							
Family name First given name given name	y Full name of non-individua	Street address line 1	Street address line 2	Municipality Province town or city) State	e/ code (A1A1A1 or 12345)	Country n	phone ober 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	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 Baraanal privasy				ļ	12345)	(222		2016-08-31	1,430,775	CMS (Common		- 04			(select only one)	the parchases	the purchaser	to the parchases (select day) the	N	Y	purchaser n/a
s.21 Personal privacy	2140E 11C	2900 Ourany Lake	Suite 200 Bo	Minor MD	21200	Heltod States 41	20102030	2016-08-31	11,642,857	shares) CMS (Common	4 074 999 96	s.21		s.21					N	M	n/a
	31430, 220	2800 Quarry Lake Drive	552 500	minute   Mil	11205	Olivies Gallera 4				shares)	4,014,888.80	10 45-100 2.5 (00.100.00 1110.00)									
s.21 Personal privacy								2016-08-31	142,857	CMS (Common shares)	49,999.95	s.21		s.21					N	N	n/a
		t 188 Shepherd Lane	Re	oslyn Heights NY	11577	United States 91	4460122	2016-08-31	560,518	CMS (Common shares)	196,181.3	NI 45-106 2.3 [Accredited investor]		w					N	N	n/a
s.21 Personal p	rivacv							2016-08-31	74,211	CMS (Common shares)	25,973.85	s.21		s.21					N	N	n/a
о. <u></u>								2016-08-31	80,591	CMS (Common shares)	28,206.85								N	N	n/a
								2016-08-31	285,714	CMS (Common shares)	99,999.9	_							N	N	n/a
								2016-08-31	175,438	CMS (Common shares)	61,403.3	_							N	N	n/a
								2016-08-31	129,871	CMS (Common	45,454.85	_							N	N	n/a
	Jefferson Investment Properties, LLC	714 S. Plymouth Blvd	Lo	s Angeles CA	90005	United States 81	14023862	2016-08-31	182,272	cMS (Common	63,795.2	NI 45-106 2.3 [Accredited investor]		t					N	N	n/a
s.21 Personal privac	/Topenes, LLC							2016-08-31	55,660	cMS (Common shares)	19,481	s.21		s.21					N	N	n/a
5.211 Gradital privac	MDA Irrevocable Trust	27 West 72nd Street	# 1410 No	w York NY	10006	United States 21	16594065	2016-08-31	1,771,428	shares) CMS (Common	619,999.8	N 45-106 2.3 [Accredited investor]		o.∠ I					N	N	n/a
	PC Holdings I, LLC	156 Williams St.	10th Floor No	w York NY	10038	United States 24	24060030	2016-08-31	2,557,537	shares) CMS (Common	895,137.95	NI 45-106 2.3 [Accredited investor]							N	N	nía
04.0					1			2016-08-31	55,660	shares)				- 04					N	N	n/a
s.21 Personal p	rivacy									CMS (Common shares)	19,40 (	s.21		s.21							
	•							2016-08-31	1,702,664	CMS (Common shares)	595,932.4	_							N	N	n/a
								2016-08-31	677,008	CMS (Common shares)	236,952.8								N	N	n/a
								2016-08-31	677,010	CMS (Common shares)	236,953.5								N	N	n/a
	SM GFT Irrevocable Trust	156 William Street	No	w York NY	10039	United States 21	8433555	2016-08-31	700,288	CMS (Common shares)	245,100.8	NI 45-106 2.3 [Accredited investor]		w					N	N	n/a
s.21 Personal p	rivacy							2016-09-08	1,057,143	CMS (Common shares)	370,000.05	s.21 Personal privacy		s.21					N	Y	n/a
3.211 C13011a1 p	iivacy							2016-09-08	11,429	CMS (Common shares)	4,000.15	-							N	Υ	n/a
								2016-09-08	114,286	CMS (Common shares)	40,000	-			_				N	Y	n/a
								2016-09-08	28,571	CMS (Common	9,999.85	_							N	Υ	n/a
										shares)											
	_									_					-						