

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

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

Who is completing the form? * Issuer Underwriter

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

Head Office Address Information

Street Address * Phone Number *

City * Province/Territory/Other * Postal/Zip Code * Country *

Underwriter Name

Underwriter Head Office Address Information

Street Address Phone Number

City Province/Territory/Other Postal/Zip Code Country

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

Reporting Issuer? * Yes No

Reporting Jurisdictions * Select All

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

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

Bio-tech Industrial Other (describe)

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

Financial Services - mortgage investment companies Mining - production

Financial Services - securitized products issuers Oil and Gas

Forestry Real estate

Hi-tech Utilities

Other Industry

Details of distribution

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

[Attach the completed Excel file here](#)

[45-106 Schedule I.xls](#) 1,717 KB

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

Date Format: MM/DD/YYYY

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

* First Distribution Date	10/08/2015
Other Distribution Date(s)	

Item 6: For each security distributed:

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

Units

b) state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date

Total number of securities distributed *	Expiry Date	Exercise Price
5,263,158 <input type="checkbox"/> Convertible <input type="checkbox"/> Exchangeable		

Other Terms

Underlying security Debt Securities Equity and Other Securities Derivatives

- c) State the exemption(s) relied on. *
- 45-106-2.3 or s.73.3(2) of the Securities Act (Ontario) [Accredited investor]
 - 45-106-2.5 [Family, friends and business associates]
 - 45-106-2.9(1) or (2) [Offering memorandum - except in Ontario]
 - 45-106-2.10 [Minimum amount]
 - 45-106-2.12 [Asset acquisition]
 - 45-106-2.13 [Petroleum, natural gas and mining properties]
 - 45-106-2.14 [Securities for debt]
 - 45-106-2.30 [Isolated distribution by issuer]
 - 45-106-5.2 [TSX Venture Exchange offering - except in Ontario]
 - 45-501-2.9 [Distributions to existing security holders] or equivalent CSA exemption^

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

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

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

Date

Details of distribution

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

Each jurisdiction where purchasers reside*	Number of purchasers *	Price per security ¹ *		Total dollar value raised from * purchasers in the jurisdiction (Canadian \$)
		(Canadian \$) Low	High	
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".

Commissions and finder's fees

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

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

Not applicable Attach Excel File

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

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

Additional information

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

Authorization of Indirect Collection of Personal Information for Distributions in Ontario

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

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authorities or, where applicable, the regulators under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

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

Authorization of Indirect Collection of Personal Information for Distributions in Ontario

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

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

The issuer/underwriter confirms the above

Certificate

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

Date: * October 15, 2015

PharmaCan Capital Corp.

Name of the issuer (please print) *

Paul Rosen CEO 416-504-0004 x1

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

Paul Rosen

Signature *

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

Print name and title the person submitting the form

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

Name * Title * Phone Number *

Enrico Moretti Lawyer 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.

Certificate

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

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

Who is completing the form? * Issuer Underwriter

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

Head Office Address Information

Street Address * Phone Number *

City * Province/Territory/Other * Postal/Zip Code * Country *

Underwriter Name

Underwriter Head Office Address Information

Street Address Phone Number

City Province/Territory/Other Postal/Zip Code Country

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

Reporting Issuer? * Yes No

Reporting Jurisdictions * Select All

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

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

Bio-tech Industrial Other (describe)

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

Financial Services - mortgage investment companies Mining - production

Financial Services - securitized products issuers Oil and Gas

Forestry Real estate

Hi-tech Utilities

Other Industry

Details of distribution

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

[Attach the completed Excel file here](#)

[45-106 Schedule I \(Oct 30-15\).xls](#) 1,718 KB

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

Date Format: MM/DD/YYYY

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

* First Distribution Date	10/28/2015
Other Distribution Date(s)	10/29/2015

Item 6: For each security distributed:

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

Units

b) state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date

Total number of securities distributed *	Expiry Date	Exercise Price
2,629,296 <input type="checkbox"/> Convertible <input type="checkbox"/> Exchangeable		

Other Terms

Underlying security Debt Securities Equity and Other Securities Derivatives

- c) State the exemption(s) relied on. *
- 45-106-2.3 or s.73.3(2) of the Securities Act (Ontario) [Accredited investor]
 - 45-106-2.5 [Family, friends and business associates]
 - 45-106-2.9(1) or (2) [Offering memorandum - except in Ontario]
 - 45-106-2.10 [Minimum amount]
 - 45-106-2.12 [Asset acquisition]
 - 45-106-2.13 [Petroleum, natural gas and mining properties]
 - 45-106-2.14 [Securities for debt]
 - 45-106-2.30 [Isolated distribution by issuer]
 - 45-106-5.2 [TSX Venture Exchange offering - except in Ontario]
 - 45-501-2.9 [Distributions to existing security holders] or equivalent CSA exemption^

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

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

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

Date

Details of distribution

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

Each jurisdiction where purchasers reside*	Number of purchasers *	Price per security ¹ *		Total dollar value raised from * purchasers in the jurisdiction (Canadian \$)
		(Canadian \$) Low	High	
Ontario	6	\$ 0.285	\$ 0.285	331,349.57
Country				
Other	4	\$ 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".

Commissions and finder's fees

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

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

Not applicable Attach Excel File

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

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

Additional information

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

Authorization of Indirect Collection of Personal Information for Distributions in Ontario

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

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authorities or, where applicable, the regulators under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

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

Authorization of Indirect Collection of Personal Information for Distributions in Ontario

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

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

The issuer/underwriter confirms the above

Certificate

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

Date: * October 30, 2015

PharmaCan Capital Corp.

Name of the issuer (please print) *

Paul Rosen CEO 416-504-004 x1
(name) * (title) * (phone number) *

"Paul Rosen"

Signature *

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

Print name and title the person submitting the form

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

Name * Title * Phone Number *
Enrico Moretti Lawyer 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.

Certificate

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

Who is completing the form? * Issuer Underwriter

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

Head Office Address Information

Street Address * Phone Number *

City * Province/Territory/Other * Postal/Zip Code * Country *

Underwriter Name

Underwriter Head Office Address Information

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

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

Reporting Issuer? * Yes No

Reporting Jurisdictions * Select All

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

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

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

Other Industry

Details of distribution

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

[Attach the completed Excel file here](#)

[45-106F1 Schedule1.xlsx 36 KB](#)

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

Date Format: MM/DD/YYYY

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

* First Distribution Date	05/13/2016
Other Distribution Date(s)	

Item 6: For each security distributed:

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

Units

b) state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date

Total number of securities distributed *	<input checked="" type="checkbox"/> Convertible <input type="checkbox"/> Exchangeable	Expiry Date *	Exercise Price *
10,810,812		05/13/2021	0.245

Other Terms Debt Securities Equity and Other Securities Derivatives

Units consisting of 1 common share and 1 common share purchase warrant. Each warrant exercisable for 5 years at \$0.245.

Underlying security * Debt Securities Equity and Other Securities Derivatives

Common shares

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

- 45-106-2.3 or s.73.3(2) of the Securities Act (Ontario) [Accredited investor]
- 45-106-2.5 [Family, friends and business associates]
- 45-106-2.9 [Offering memorandum]
- 45-106-2.10 [Minimum amount]
- 45-106-2.12 [Asset acquisition]
- 45-106-2.13 [Petroleum, natural gas and mining properties]
- 45-106-2.14 [Securities for debt]
- 45-106-2.30 [Isolated distribution by issuer]
- 45-106-5.2 [TSX Venture Exchange offering - except in Ontario]
- 45-108 [Crowdfunding]
- 45-501-2.9 [Distributions to existing security holders] or equivalent CSA exemption^

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

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

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

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

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

Details of distribution

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

Each jurisdiction where purchasers reside*	Number of purchasers *	Price per security ¹ *		Total dollar value raised from * purchasers in the jurisdiction (Canadian \$)
		(Canadian \$) Low	High	
Other	3	\$ 0.185	\$ 0.185	2,000,000.22
United States				

Total number of purchasers **3**

**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".

Commissions and finder's fees

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

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

Not applicable Attach Excel File

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

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

Additional information

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

Authorization of Indirect Collection of Personal Information for Distributions in Ontario

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

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authorities or, where applicable, the regulators under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

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

Authorization of Indirect Collection of Personal Information for Distributions in Ontario

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

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

The issuer/underwriter confirms the above

Certificate

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

Date: * May 21, 2016

PharmaCan Capital Corp.

Name of the issuer (please print) *

Michael Krestell	Director	416-603-7382 x 236
(name) *	(title) *	(phone number) *

"Michael Krestall"

Signature *

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

Print name and title the person submitting the form

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:

[Redacted]

Date of certificate of report

[Redacted]

Form 45-106F1 Schedule 1

All information below is required by Form 45-106F1. Do not alter the order of columns or the column titles. If you add totals to assist you with completing the Form, remove them before filing.

Individual (Y or N)	Last Name (or Legal Entity Name)	First Name	Middle Name	Address Line 1	Address Line 2 (if needed)	Municipality (Town or City)	Province or Equivalent	Postal Code or Equivalent	Country	Telephone Number (Only digits)	Number of Securities Purchased (Only digits)	Type of Securities Purchased	Total Purchase Price (Canadian \$) (Only digits)	Exemption Relied On	Date of Distribution (yyyy-mm-dd)
s.21 Personal privacy											3,603,604	Units	666,666.74	s.21 Personal privacy	2016/05/13
s.21 Personal privacy											3,603,604	Units	666,666.74		2016/05/13
s.21 Personal privacy											3,603,604	Units	666,666.74		2016/05/13

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

Who is completing the form? * Issuer Underwriter

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

PharmaCan Capital Corp.

Head Office Address Information

Street Address *

76 Stafford Street, Suite 302

Phone Number *

416-504-0004

City *

Toronto

Province/Territory/Other *

Ontario

Postal/Zip Code *

M6J 2S1

Country *

Canada

Underwriter Name

Underwriter Head Office Address Information

Street Address

Phone Number

City

Province/Territory/Other

Postal/Zip Code

Country

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

Reporting Issuer? *

Yes No

Reporting Jurisdictions *

Alberta

British Columbia

Manitoba

Select All

New Brunswick

Newfoundland and Labrador

Northwest Territories

Nova Scotia

Nunavut

Ontario

Prince Edward Island

Quebec

Saskatchewan

Yukon

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

Bio-tech Industrial Other (describe)

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

Financial Services - mortgage investment companies Mining - production

Financial Services - securitized products issuers Oil and Gas

Forestry Real estate

Hi-tech Utilities

Other Industry

Details of distribution

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

[Attach the completed Excel file here](#)

[45-106F1 Schedule1.xlsx](#) 38 KB

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

Date Format: MM/DD/YYYY

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

* First Distribution Date	06/27/2016
Other Distribution Date(s)	

Item 6: For each security distributed:

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

Units

b) state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date

Total number of securities distributed * Convertible Exchangeable Expiry Date * Exercise Price *

Other Terms

Underlying security * Debt Securities Equity and Other Securities Derivatives

Common shares

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

- 45-106-2.3 or s.73.3(2) of the Securities Act (Ontario) [Accredited investor]
- 45-106-2.5 [Family, friends and business associates]
- 45-106-2.9 [Offering memorandum]
- 45-106-2.10 [Minimum amount]
- 45-106-2.12 [Asset acquisition]
- 45-106-2.13 [Petroleum, natural gas and mining properties]
- 45-106-2.14 [Securities for debt]
- 45-106-2.30 [Isolated distribution by issuer]
- 45-106-5.2 [TSX Venture Exchange offering - except in Ontario]
- 45-108 [Crowdfunding]
- 45-501-2.9 [Distributions to existing security holders] or equivalent CSA exemption^

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

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

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

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

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

Details of distribution

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

Each jurisdiction where purchasers reside*	Number of purchasers *	Price per security ¹ *		Total dollar value raised from * purchasers in the jurisdiction (Canadian \$)
		(Canadian \$) Low	High	
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 **19**

**Total dollar value of
distribution in all jurisdictions
(Canadian \$)** **3,999,999.96**

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

Commissions and finder's fees

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

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

Not applicable Attach Excel File

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

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

Additional information

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

	▲ ▼
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Authorization of Indirect Collection of Personal Information for Distributions in Ontario

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

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authorities or, where applicable, the regulators under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

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

Authorization of Indirect Collection of Personal Information for Distributions in Ontario

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

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

The issuer/underwriter confirms the above

Certificate

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

Date: * June 1, 2016

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 submit this form on behalf of the person signing the form

Print name and title the person submitting 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

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

Who is completing the form? * Issuer Underwriter

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

PharmaCan Capital Corp.

Head Office Address Information

Street Address *

76 Stafford Street, Suite 302

Phone Number *

416-504-0004

City *

Toronto

Province/Territory/Other *

Ontario

Postal/Zip Code *

M6J 2S1

Country *

Canada

Underwriter Name

Underwriter Head Office Address Information

Street Address

Phone Number

City

Province/Territory/Other

Postal/Zip Code

Country

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

Reporting Issuer? *

Yes No

Reporting Jurisdictions *

Alberta

British Columbia

Manitoba

Select All

New Brunswick

Newfoundland and Labrador

Northwest Territories

Nova Scotia

Nunavut

Ontario

Prince Edward Island

Quebec

Saskatchewan

Yukon

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

Bio-tech Industrial Other (describe)

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

Financial Services - mortgage investment companies Mining - production

Financial Services - securitized products issuers Oil and Gas

Forestry Real estate

Hi-tech Utilities

Other Industry

Details of distribution

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

[Attach the completed Excel file here](#)

[45-106F1 Schedule1.xlsx](#) 38 KB

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

Date Format: MM/DD/YYYY

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

* First Distribution Date	05/27/2016
Other Distribution Date(s)	

Item 6: For each security distributed:

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

Units

b) state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date

Total number of securities distributed *	Expiry Date *	Exercise Price *
21,621,613	05/28/2021	0.245

Convertible Exchangeable

Other Terms: Units consisting of 1 common share purchase warrant. Each warrant exercisable for 5 years at \$0.245.

Underlying security * Debt Securities Equity and Other Securities Derivatives

Common shares

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

- 45-106-2.3 or s.73.3(2) of the Securities Act (Ontario) [Accredited investor]
- 45-106-2.5 [Family, friends and business associates]
- 45-106-2.9 [Offering memorandum]
- 45-106-2.10 [Minimum amount]
- 45-106-2.12 [Asset acquisition]
- 45-106-2.13 [Petroleum, natural gas and mining properties]
- 45-106-2.14 [Securities for debt]
- 45-106-2.30 [Isolated distribution by issuer]
- 45-106-5.2 [TSX Venture Exchange offering - except in Ontario]
- 45-108 [Crowdfunding]
- 45-501-2.9 [Distributions to existing security holders] or equivalent CSA exemption^

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

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

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

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

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

--	--

Details of distribution

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

Each jurisdiction where purchasers reside*	Number of purchasers *	Price per security ¹ *		Total dollar value raised from * purchasers in the jurisdiction (Canadian \$)
		(Canadian \$) Low	High	
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 **19**

**Total dollar value of
distribution in all jurisdictions
(Canadian \$)** **3,999,999.96**

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

Commissions and finder's fees

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

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

Not applicable Attach Excel File

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

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

Additional information

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

Authorization of Indirect Collection of Personal Information for Distributions in Ontario

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

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authorities or, where applicable, the regulators under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

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

Authorization of Indirect Collection of Personal Information for Distributions in Ontario

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

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

The issuer/underwriter confirms the above

Certificate

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

Date: * June 6, 2016

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 submit this form on behalf of the person signing the form

Print name and title the person submitting 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: 2016/05/30

Form 45-106F1 Schedule 1

All information below is required by Form 45-106F1. Do not alter the order of columns or the column titles. If you add totals to assist you with completing the Form, remove them before filing.

Individual (Y or N)	Last Name (or Legal Entity Name)	First Name	Middle Name	Address Line 1	Address Line 2 (if needed)	Municipality (Town or City)	Province or Equivalent	Postal Code or Equivalent	Country	Telephone Number (Only digits)	Number of Securities Purchased (Only digits)	Type of Securities Purchased	Total Purchase Price (Canadian \$) (Only digits)	Exemption Relied On	Date of Distribution (yyyy-mm-dd)
	s.21 Personal privacy										709,370	Units	131,233.59	s.21 Personal privacy	2016/05/27
	s.21 Personal privacy										8,120	Units	1,502.20		2016/05/27
	s.21 Personal privacy										8,120	Units	1,502.20		2016/05/27
	s.21 Personal privacy										8,120	Units	1,502.20		2016/05/27
	s.21 Personal privacy										8,120	Units	1,502.20		2016/05/27
	s.21 Personal privacy										8,120	Units	1,502.20		2016/05/27
	s.21 Personal privacy										8,120	Units	1,502.20		2016/05/27
N	Chesapeake Partners Master Fund, Ltd. [c/o State Street (Cayman) Trust			Limited Gardenia Court, Suite 3307	45 Market Street	Bay Cayman Islands		21209	Cayman Islands	345-949-6644	1,642,007	Units	303,771.30	NI 45-106 s2.3 [Accredited investor]	2016/05/27
N	Chesapeake Partners Limited Partnership			2800 Quarry Lake Dr.	Suite 300	Baltimore	MD		United States of America	410-602-0195	3,023,180	Units	559,288.30	NI 45-106 s2.3 [Accredited investor]	2016/05/27
N	JaAd Investments LLC			379 West Broadway	2nd Floor	New York	NY	10012	United States of America	646-964-6721	1,372,972	Units	254,000.00	s.21 Personal privacy	2016/05/27
N	Julian Sandler 2009 Insurance Trust #1			141 East 88th St.	PH 11 D	NY	NY	10128	United States of America	917-647-7958	1,801,801	Units	333,333.33	NI 45-106 s2.3 [Accredited investor]	2016/05/27
N	12th Street GP			166 Duane Street 2B		NY	NY	10013	United States of America	917-697-2495	810,810	Units	150,000.00	s.21 Personal privacy	2016/05/27
N	[PC Holdings I, LLC]			156 William Street	10th Floor	New York	NY	10038	United States of America	212-406-0030	1,801,801	Units	333,333.33	NI 45-106 s2.3 [Accredited investor]	2016/05/27
N	The Steven J. Pozycski 2012 Family Trust			389 Interpace Parkway		Parsippany	NJ	7054	United States of America	973-299-9117	428,828	Units	79,333.33	NI 45-106 s2.3 [Accredited investor]	2016/05/27
	s.21 Personal privacy										1,061,061	Units	200,000.00	s.21 Personal privacy	2016/05/27
	s.21 Personal privacy										3,546,854	Units	656,168.00	NI 45-106 s2.3 [Accredited investor]	2016/05/27
	s.21 Personal privacy										1,097,965	Units	203,123.60	s.21 Personal privacy	2016/05/27
	s.21 Personal privacy										3,546,854	Units	656,168.00	NI 45-106 s2.3 [Accredited investor]	2016/05/27

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

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 – REPORT TYPE

New report

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

ITEM 2 – PARTY CERTIFYING THE REPORT

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

Issuer (Other than an investment fund)

Underwriter

ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

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

Full legal name

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)

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

Legal entity identifier

ITEM 4 – UNDERWRITER INFORMATION

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

Full legal name

Does the Underwriter's Firm have an NRD Number?

No Yes

Firm NRD number

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

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

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

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

NAICS industry code

818132

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

Exploration Development Production

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

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

b) Number of employees

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

c) SEDAR profile number

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

No Yes

00035844

d) Head office address

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

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

e) Date of formation and financial year-end

Date of formation

Financial year-end

f) Reporting issuer status

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

No Yes

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

All AB BC MB NB NL NT

NS NU ON PE QC SK YT

g) Public listing status

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

No Yes

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

Exchange names:

Not Applicable Toronto Stock Exchange TSX Venture Exchange Canadian Securities Exchange

Aequitas Neo Exchange Australian Securities Exchange Deutsche Boerse Euronext

London Stock Exchange Nasdaq New York Stock Exchange Shanghai Stock Exchange

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

If other, describe:

h) Size of issuer's assets

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

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

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

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

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

a) Currency

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

Canadian dollar US dollar Euro Other (describe):

b) Distribution date(s)

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

Start Date End Date

2016-08-11 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.

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

e) Details of rights and convertible/exchangeable securities

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

Not Applicable

Security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
Describe other terms: (if applicable) <input type="text"/>					

f) Summary of the distribution by jurisdiction and exemption

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

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

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
Ontario	NI 45-106 2.3 [Accredited investor]	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 securities distributed			6,560,173.2000
Total number of unique purchasers²		32	

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

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

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

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

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

Not Applicable

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

ITEM 8 – COMPENSATION INFORMATION

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

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

No Yes

PERSON 1

a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No Yes

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

Family name

First given name

Secondary given names

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

Full legal name of non-individual

Firm NRD number (if applicable)

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

No Yes

b) Business contact information

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

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Email address

c) Relationship to issuer or investment fund manager

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

Connected with the issuer or investment fund manager

Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)

None of the above

Director or officer of the investment fund or investment fund manager

d) Compensation details

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

<input type="checkbox"/> Cash commissions paid	<input type="text"/>			
<input type="checkbox"/> Value of all securities distributed as compensation ⁴	<input type="text"/>	Security code1	<input type="text"/>	Security code2
			<input type="text"/>	Security code3
		Describe terms of warrants, options or other rights		
		<input type="text"/>		
<input type="checkbox"/> Other compensation ⁵	<input type="text"/>	Describe		
		<input type="text"/>		
Total compensation Paid	<input type="text"/>	0.0000		

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

⁴ 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 Do not include deferred compensation.

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

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

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada⁶

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer⁶

Provide name of foreign public issuer

- Issuer distributing eligible foreign securities only to permitted clients⁷

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

⁶ 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.

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

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

a) Directors, executive officers and promoters of the issuer

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

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	
	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	

b) Promoter information

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

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	
<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	

c) Residential address of each individual

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

ITEM 10 – CERTIFICATION

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

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

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

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

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

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

Full legal name - Family name	First given name	Secondary given names	Title
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"	2016-08-22		

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

EDR1471547913-550

Submission ID

2016-08-22 16:11:32.794

Date

SCHEDULE 1 TO FORM 45-106F1 (CONFIDENTIAL PURCHASER INFORMATION)																										
The information in this schedule will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.																										
Do not alter the order of columns or the column titles. If you add totals to assist you in completing this form, please remove them before filing. See instructions tab for more details.																										
Name of issuer		Certification date of the report (YYYY-MM-DD)																								
Legal name of purchaser				Contact information of purchaser					Details of securities purchased					Details of exemption relied on		If relying on section 2.3 of N 45-106		If relying on section 2.5 of N 45-106			If relying on subsection 2.9(2) or 2.9(2.1) of N 45-106 and purchaser is an eligible investor			Other Information		
Family name	First given name	Secondary given names	Full name of non-individual	Street address line 1	Street address line 2	Municipality (town or city)	Province/State	Postal code/Zip code (A1A1A1 or 12340)	Country	Telephone number (999999999)	Email address	Date of distribution (YYYY-MM-DD)	Number of securities	Security code	Amount paid (Canadian \$)	Rules, section and subsection number	If "Other", specify exemption relied on (provide number of local rule, order or blanket order)	Paragraph number in the definition of accredited investor that applies to the purchaser (select only one)	Paragraph number in subsection 2.9(1) that applies to the purchaser (select only one)	Name of individual at issuer claiming a relationship to the purchaser	Position at issuer (D/C/O) of individual claiming a relationship to the purchaser	Paragraph number in the definition of eligible investor that applies to the purchaser (select only one)	Is the purchaser a registrant?	Is the purchaser an insider of the issuer?	Full legal name of person compensated for distribution to this purchaser	
s.21 Personal privacy				12th Street GP	166 Duane Street, 2B	New York	NY	10013	United States	9176972495		2016-08-11	142,857	CMIS (Common shares)	49,999.95	N 45-106 2.5 (Family, friends and business associates)		s.21	h	Jason Adler	Director (D)					
s.21 Personal privacy				D Hsu Ventures, LLC	3055 Whitney Avenue	Hamden	CT	0618	United States	6178758432		2016-08-11	371,057	CMIS (Common shares)	129,869.95			s.21								
s.21 Personal privacy												2016-08-11	285,714	CMIS (Common shares)	99,999.9											
s.21 Personal privacy												2016-08-11	55,660	CMIS (Common shares)	19,481											
s.21 Personal privacy												2016-08-11	241,189	CMIS (Common shares)	84,416.15	N 45-106 2.3 (Accredited investor)			t							
s.21 Personal privacy												2016-08-11	55,660	CMIS (Common shares)	19,481				s.21							
s.21 Personal privacy												2016-08-11	1,142,857	CMIS (Common shares)	399,999.95											
s.21 Personal privacy												2016-08-11	445,269	CMIS (Common shares)	155,844.15											
s.21 Personal privacy												2016-08-11	1,484,231	CMIS (Common shares)	519,480.85											
s.21 Personal privacy												2016-08-11	1,285,714	CMIS (Common shares)	449,999.9											
s.21 Personal privacy												2016-08-11	428,571	CMIS (Common shares)	149,999.85											
s.21 Personal privacy				Eric L. Klein Revocable Trust	150 East 44th Street, Apt. 7D	New York	NY	10017	United States	9173964339		2016-08-11	11,1317	CMIS (Common shares)	38,960.95	N 45-106 2.3 (Accredited investor)			w							
s.21 Personal privacy				3615 Wood Gulf Drive Acquisition Co., LLC	973 President Street	Brooklyn	NY	11215	United States	6463594370		2016-08-11	285,714	CMIS (Common shares)	99,999.9	N 45-106 2.3 (Accredited investor)			t							
s.21 Personal privacy				Jameson H. Neuhoff Irrevocable Trust	305 East 85th Street, 7D	New York	NY	10028	United States			2016-08-11	185,529	CMIS (Common shares)	64,935.15	N 45-106 2.3 (Accredited investor)			w							
s.21 Personal privacy				Jane L. Block Revocable Trust	305 East 85th Street, 7D	New York	NY	10028	United States			2016-08-11	185,529	CMIS (Common shares)	64,935.15	N 45-106 2.3 (Accredited investor)			w							
s.21 Personal privacy				Wang Investment Management, LLC	207 East Ohio Street, #115	Chicago	IL	60611	United States	312648245		2016-08-11	129,871	CMIS (Common shares)	45,454.85	N 45-106 2.3 (Accredited investor)			t							
s.21 Personal privacy				JoHo Investments LLC	166 Duane Street, 2B	New York	NY	10013	United States	6469648721		2016-08-11	952,380	CMIS (Common shares)	333,333	N 45-106 2.3 (Accredited investor)			m							
s.21 Personal privacy				Julian Sander 2009 Insurance Trust	141 East 88th Street, PH 11D	New York	NY	10128	United States	9176477958		2016-08-11	952,380	CMIS (Common shares)	333,333	N 45-106 2.3 (Accredited investor)			w							
s.21 Personal privacy												2016-08-11	37,106	CMIS (Common shares)	12,987.1				s.21							
s.21 Personal privacy												2016-08-11	185,529	CMIS (Common shares)	64,935.15											
s.21 Personal privacy												2016-08-11	37,106	CMIS (Common shares)	12,987.1											
s.21 Personal privacy												2016-08-11	74,211	CMIS (Common shares)	25,973.85											
s.21 Personal privacy												2016-08-11	428,571	CMIS (Common shares)	149,999.85											
s.21 Personal privacy												2016-08-11	371,057	CMIS (Common shares)	129,869.95											
s.21 Personal privacy												2016-08-11	1,142,857	CMIS (Common shares)	399,999.95											
s.21 Personal privacy												2016-08-11	74,211	CMIS (Common shares)	25,973.85											
s.21 Personal privacy												2016-08-11	371,057	CMIS (Common shares)	129,869.95											
s.21 Personal privacy				Steven J. Puzynski 2012 Family Trust	389 Interlace Parkway	Parsonsippany	NJ	07054	United States	9732995117		2016-08-11	5,565,863	CMIS (Common shares)	1,948,052.05	N 45-106 2.3 (Accredited investor)			w							
s.21 Personal privacy												2016-08-11	285,714	CMIS (Common shares)	99,999.9											
s.21 Personal privacy												2016-08-11	142,857	CMIS (Common shares)	49,999.95											
s.21 Personal privacy				Stello LLC Defined Benefit Plan	1601 Third Ave., #16A	New York	NY	10138	United States			2016-08-11	1,285,714	CMIS (Common shares)	449,999.9	N 45-106 2.3 (Accredited investor)			t							

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

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 – REPORT TYPE

New report

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

ITEM 2 – PARTY CERTIFYING THE REPORT

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

Issuer (Other than an investment fund)

Underwriter

ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

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

Full legal name

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

Website (if applicable)

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

Legal entity identifier

ITEM 4 – UNDERWRITER INFORMATION

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

Full legal name

Does the Underwriter's Firm have an NRD Number?

No Yes

Firm NRD number

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

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

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

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

NAICS industry code

551113

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

Exploration Development Production

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

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

b) Number of employees

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

c) SEDAR profile number

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

No Yes

00035844

d) Head office address

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

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

e) Date of formation and financial year-end

Date of formation

Financial year-end

f) Reporting issuer status

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

No Yes

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

All AB BC MB NB NL NT

NS NU ON PE QC SK YT

g) Public listing status

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

No Yes

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

Exchange names:

Not Applicable Toronto Stock Exchange TSX Venture Exchange Canadian Securities Exchange

Aequitas Neo Exchange Australian Securities Exchange Deutsche Boerse Euronext

London Stock Exchange Nasdaq New York Stock Exchange Shanghai Stock Exchange

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

If other, describe:

h) Size of issuer's assets

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

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

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

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

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

a) Currency

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

Canadian dollar US dollar Euro Other (describe):

b) Distribution date(s)

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

Start Date End Date

2016-08-11 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.

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

e) Details of rights and convertible/exchangeable securities

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

Not Applicable

Security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
Describe other terms: (if applicable) <input type="text"/>					

f) Summary of the distribution by jurisdiction and exemption

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

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

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
Ontario	NI 45-106 2.3 [Accredited investor]	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 securities distributed			6,560,173.2000
Total number of unique purchasers²		32	

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

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

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

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

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

Not Applicable

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

ITEM 8 – COMPENSATION INFORMATION

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

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

No Yes

PERSON 1

a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No Yes

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

Family name

First given name

Secondary given names

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

Full legal name of non-individual

Firm NRD number (if applicable)

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

No Yes

b) Business contact information

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

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Email address

c) Relationship to issuer or investment fund manager

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

Connected with the issuer or investment fund manager

Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)

None of the above

Director or officer of the investment fund or investment fund manager

d) Compensation details

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

<input type="checkbox"/> Cash commissions paid	<input type="text"/>			
<input type="checkbox"/> Value of all securities distributed as compensation ⁴	<input type="text"/>	Security code1	<input type="text"/>	Security code2
			<input type="text"/>	Security code3
		Describe terms of warrants, options or other rights		
		<input type="text"/>		
<input type="checkbox"/> Other compensation ⁵	<input type="text"/>	Describe		
		<input type="text"/>		
Total compensation Paid	<input type="text"/>	0.0000		

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

⁴ 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 Do not include deferred compensation.

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

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

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada⁶

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer⁶

Provide name of foreign public issuer

- Issuer distributing eligible foreign securities only to permitted clients⁷

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

⁶ 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.

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

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

a) Directors, executive officers and promoters of the issuer

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

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	
	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	

b) Promoter information

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

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	
<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	

c) Residential address of each individual

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

ITEM 10 – CERTIFICATION

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

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

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

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

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

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

Full legal name - Family name	First given name	Secondary given names	Title
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"	2016-08-26		

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
Kupidura	Barbara		Paralegal
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 securities regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1472238537273-159

Submission ID

2016-08-26 15:08:57.273

Date

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

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 – REPORT TYPE

New report

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

ITEM 2 – PARTY CERTIFYING THE REPORT

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

Issuer (Other than an investment fund)

Underwriter

ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

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

Full legal name

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 INFORMATION

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

Full legal name

Does the Underwriter's Firm have an NRD Number?

No Yes

Firm NRD number

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

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

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

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

NAICS industry code

551113

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

Exploration Development Production

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

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

b) Number of employees

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

c) SEDAR profile number

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

If yes, provide SEDAR profile number:

No Yes

00035844

d) Head office address

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

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

e) Date of formation and financial year-end

Date of formation

Financial year-end

f) Reporting issuer status

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

No Yes

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

All AB BC MB NB NL NT

NS NU ON PE QC SK YT

g) Public listing status

Does the issuer have a CUSIP number?

CUSIP number (provide first 6 digits only)

No Yes

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

Exchange names:

Not Applicable Toronto Stock Exchange TSX Venture Exchange Canadian Securities Exchange

Aequitas Neo Exchange Australian Securities Exchange Deutsche Boerse Euronext

London Stock Exchange Nasdaq New York Stock Exchange Shanghai Stock Exchange

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

If other, describe:

h) Size of issuer's assets

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

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

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

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

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

a) Currency

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

Canadian dollar US dollar Euro Other (describe):

b) Distribution date(s)

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

Start Date End Date

2016-08-31 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.

Security code	CUSIP number	Number of securities	Canadian \$		
			Single or lowest price	Highest price	Total amount
CMS		24,113,788.0000	0.3500		8,439,825.8000
Description of security: <input type="text"/>					

e) Details of rights and convertible/exchangeable securities

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

Not Applicable

Security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
Describe other terms: (if applicable) <input type="text"/>					

f) Summary of the distribution by jurisdiction and exemption

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

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

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
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 securities distributed			8,439,825.8000
Total number of unique purchasers²		22	

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

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

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

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

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

Not Applicable

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

ITEM 8 – COMPENSATION INFORMATION

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

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

No Yes

PERSON 1

a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No Yes

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

Family name

First given name

Secondary given names

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

Full legal name of non-individual

Firm NRD number (if applicable)

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

No Yes

b) Business contact information

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

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Email address

c) Relationship to issuer or investment fund manager

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

Connected with the issuer or investment fund manager

Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)

None of the above

Director or officer of the investment fund or investment fund manager

d) Compensation details

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

<input type="checkbox"/> Cash commissions paid	<input type="text"/>			
<input type="checkbox"/> Value of all securities distributed as compensation ⁴	<input type="text"/>	Security code1	<input type="text"/>	Security code2
			<input type="text"/>	Security code3
		Describe terms of warrants, options or other rights		
		<input type="text"/>		
<input type="checkbox"/> Other compensation ⁵	<input type="text"/>	Describe		
		<input type="text"/>		
Total compensation Paid	<input type="text"/>	0.0000		

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

⁴ 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 Do not include deferred compensation.

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

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

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada⁶

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer⁶

Provide name of foreign public issuer

- Issuer distributing eligible foreign securities only to permitted clients⁷

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

⁶ 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.

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

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

a) Directors, executive officers and promoters of the issuer

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

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	
	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	

b) Promoter information

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

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	
<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	

c) Residential address of each individual

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

ITEM 10 – CERTIFICATION

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

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

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

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

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

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

Full legal name - Family name	First given name	Secondary given names	Title
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 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
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 securities regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

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