



Canadian Securities
Administrators

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Creating a Report of Exempt Distribution NI 45-106 Filing

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This document is designed as a quick reference guide.

For generic step-by-step instructions, please refer to the [SEDAR Filer's User Guide](#)

Section 3: Creating a Project (and) Section 4: Completing a Project

Creating a Project

This quick reference guide provides information on how to assemble and submit a Report of Exempt Distribution NI 45-106 Filing using the Filing Management module. As a pre-requisite to this guide, please ensure the profile(s) you intend to file against are available in your Profile Management and they are up to date.

Please review the following quick reference guides for assistance if your Profile Management is empty and/or your profiles require updating:

- [Retrieving Existing Profiles](#) (includes steps for updating an existing profile)
- [Creating a Profile](#)

Pre-Filing Checklist

Before creating a project in SEDAR, please ensure the following:

- ✓ You have created an Other Issuer or Investment Fund profile and it is up to date (refer to [Creating a Profile](#) Reference Guide)
- ✓ You know the category of filer, the category of filing and the filing type
- ✓ You know the recipient agencies and, if applicable, principal regulator*
- ✓ The report of exempt distribution, Schedule 1 and Schedule 2 are saved as separate documents
- ✓ The Schedule 1 and Schedule 2 templates are prepared in xlsx format
- ✓ All other documents are in pdf format and adhere to SEDAR's electronic formatting requirements (see Section 7.2 of the [SEDAR Filer Manual](#))
 - Templates and PDF fillable forms for the Report of Exempt Distribution (NI 45-106) and Start-up Crowdfunding – Report of Exempt Distribution (Form 5) are available on the [Canadian Securities Administrators](#) web site
- ✓ The document name and file path does not include spaces or dashes
- ✓ The document name does not exceed a maximum of 32 characters including the .pdf or .xlsx
- ✓ You know the filing fees associated with this filing type (see [CSA Fees](#) and [SEDAR System Fees](#))
- ✓ Your User ID has sufficient banking authority for the filing (please refer to the [Getting Started](#) Reference Guide)

Note*: An issuer that selects Non-Reporting Issuer under the Principal Regulator field is not required to select a principal regulator when submitting filings.

Summary Steps for Filing a Report of Exempt Distribution

- Select Create a New Filing in the Filing Management module
- Select your category of filer, the category of filing and filing type
- Complete the required cover page
- Attach your profile, the Schedule 1*, Schedule 2* (where applicable) (xlsx*) and other documents** (pdf**) and applicable fees
- Submit

- Authorize and Pay for fees as applicable
- Once submitted, the project will display in your local Filing Management with a permanent project number and a time and date stamp.

Project and Submission Numbers

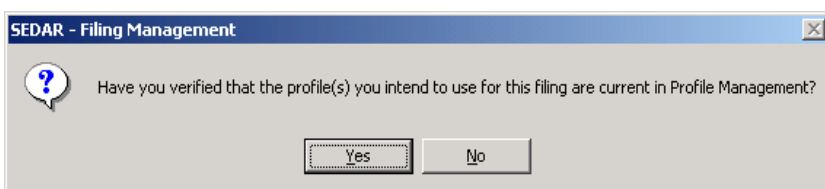
A project number is assigned to each new filing type and will remain the same for all filings within that project. All filings within the same project are also assigned a submission number starting with 00000001.

- Until submitted, project numbers begin with TMP (temporary) and submission numbers with SUB (submission).
- Upon submission, the SEDAR server assigns the filing with a permanent project and submission number.

Note: If you wish to have copies of your organization’s filings available in your local Filing Management, please refer to the [Retrieving Existing Filings](#) Reference Guide for assistance.

Filing Management- steps for creating a filing

1. On the SEDAR main window, click on Filing Management
 - On the File menu at the top of the Filing Management window, select Create a New Filing.
 - The following message displays :



IMPORTANT: Please do not disregard this message! If your profile has been updated to a Ceased Reporting status, you will be unable to file against the profile. If you file against a profile that is ‘out of date’, you will receive an error message when you attempt to submit the filing.

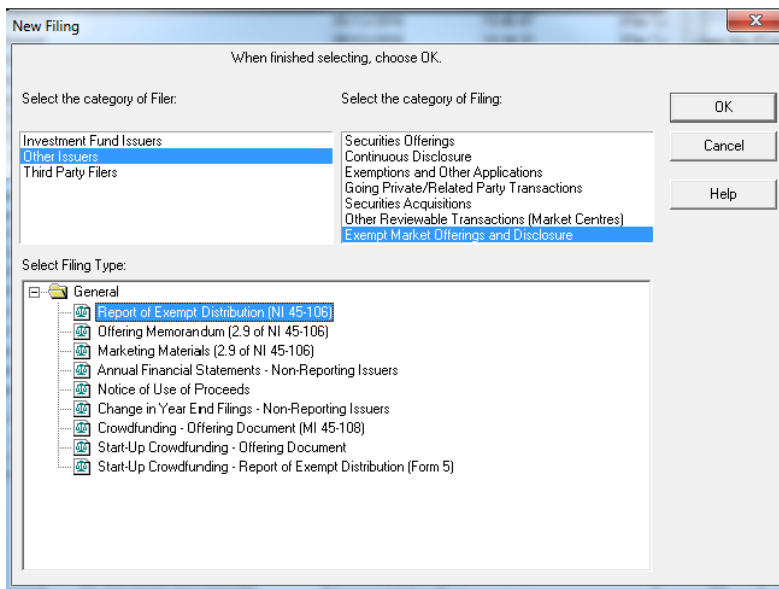
- Click OK if the profile(s) you intend to use is up to date
2. The New Filing dialog box displays
 - Select **Other Issuers** or **Investment Fund Issuers** as the category of Filer, as applicable*
 - Select **Exempt Market Offerings and Disclosure** as the category of Filing
 - Select **Report of Exempt Distribution (NI 45-106)** as the Filing Type **
 - Click OK

Note *: If the issuer is an investment fund, refer to section 6.3(a) of the [SEDAR Filer Manual](#) for details on the different profile types to ensure you select the appropriate category of Filer.

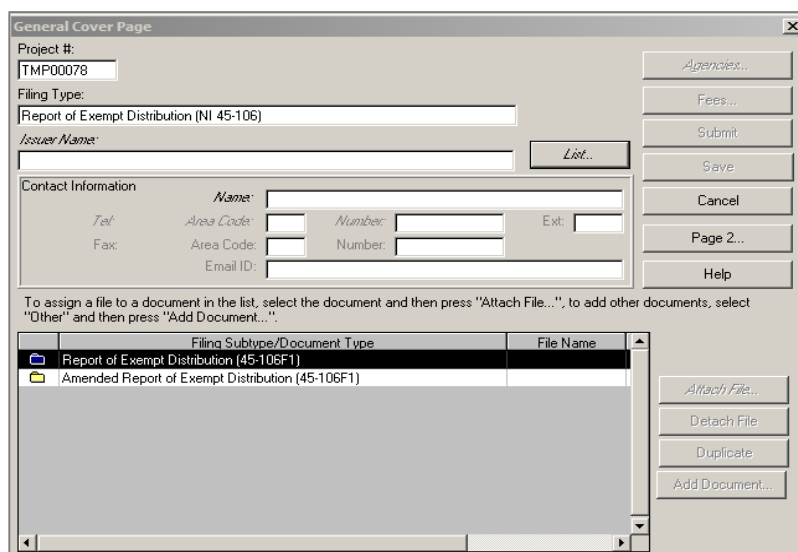
IMPORTANT: Similar to how a report of exempt distribution is required for each issuer or investment fund, a separate project should be created for each report of exempt distribution that is required to be filed. If filing for more than one investment fund, create a separate project for each investment fund that is required to file a report of exempt distribution.

Note**: The process for submitting a report of exempt distribution under the “**Start-up Crowdfunding – Report of Exempt Distribution (Form 5)**” filing type is the same as below, except for the choice of the Filing Type.

Templates and PDF fillable forms for the Report of Exempt Distribution (NI 45-106) and Start-up Crowdfunding – Report of Exempt Distribution (Form 5) are available on [About SEDAR](#) on [SEDAR.com](#).



3. The General Cover Page dialog box displays, showing information specific to the filing type you selected. The temporary project number is also displayed.



4. Click List (beside the Issuer Name field) to add the applicable profile available from your

Profile Management

Note: If your List is empty, it means your Profile Management is empty or does not contain the applicable profile type you require. Please refer to the introductory paragraph of this quick reference guide for assistance.

- In the Contact Information section, enter the applicable contact name and telephone number
 - Although not required, it is a best practice to enter the contact's email ID (email address)

Attaching the Report of Exempt Distribution to your Project

- Once your cover page is completed, you are ready to attach your document(s)
 - Double click on the **Report of Exempt Distribution (45-106F1)** folder to display the list of available documents
 - Select **Report of exempt distribution excluding Schedule 1 of 45-106F1** in the Filing Subtype/Document Type field

General Cover Page

Project #: TMP00031

Filing Type: Report of Exempt Distribution (NI 45-106)

Issuer Name: 00038543 Non Reporting Issuer_test

Contact Information

Name: John Smith

Tel: Area Code: 111 Number: 222-3333 Ext:

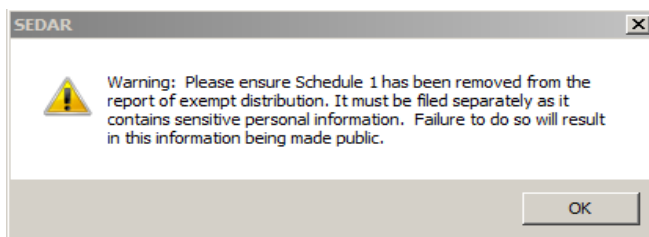
Fax: Area Code: Number:

Email ID:

To assign a file to a document in the list, select the document and then press "Attach File...". To add other documents, select "Other" and then press "Add Document..."

Filing Subtype/Document Type	File Name
Report of Exempt Distribution (45-106F1)	
Cover letter	
Letter concerning recipient agency	
Report of exempt distribution excluding Schedule 1 of 45-106F1	
Schedule 1 of report of exempt distribution (45-106F1)	
Schedule 2 of report of exempt distribution (45-106F1)	
Other	
Amended Report of Exempt Distribution (45-106F1)	

- When you click Attach File, you will receive the following warning message



IMPORTANT: Please do not disregard this message! Failure to do so may result in personal information from the Schedule 1 being made publicly available.

- Click OK

- The list of documents saved to your PC Workspace (SEDAR’s default directory) will display
- Click Cancel if you do not wish to attach your documents at this time
 - Click Save on the General Cover Page
 - Return to your TMP project and repeat this section when you are ready
- Otherwise, highlight the document you wish to attach
- The Document Name, Path and File fields at the top of the dialog box will populate automatically
- Click OK to return to the General Cover Page

Attaching the Schedule 1 and Schedule 2 to your Project

- Select **Schedule 1 of report of exempt distribution (45-106F1)** in the Filing Subtype/Document Type field and click Attach File*

The screenshot shows the 'General Cover Page' dialog box. The 'Project #' is 'TMP00031'. The 'Filing Type' is 'Report of Exempt Distribution (NI 45-106)'. The 'Issuer Name' is '00038543 Non Reporting Issuer_test'. The 'Contact Information' section shows 'Name: John Smith', 'Area Code: 111', and 'Number: 222-3333'. The 'Filing Subtype/Document Type' list is expanded, showing various options, with 'Schedule 1 of report of exempt distribution (45-106F1)' selected. The 'File Name' field is populated with 'ReportExemptDistri...'. Buttons for 'Attach File...', 'Detach File', 'Duplicate', and 'Add Document...' are visible on the right side of the dialog.

- The list of documents saved to your PC Workspace (SEDAR’s default directory) will display
- Highlight the document you wish to attach. It must be in xlsx format.
- The Document Name, Path and File fields at the top of the dialog box will populate automatically
- Click OK to return to the General Cover Page
- Repeat steps to attach **Schedule 2 of report of exempt distribution (45-106F1)** (where applicable)

Note*: Failure to attach the Schedule 1 and Schedule 2 in the correct format will generate an error, as this field will only allow a document in xlsx* format to be attached.

Note: To remove an attached document, highlight the document, click Detach File and repeat the steps listed above. If you need to attach a previously filed document, see “Attaching a Previously Filed Document” in the [Filer’s User Guide](#).

REMINDER: If creating an investment fund project, a separate project should be created for **each** investment fund with only that fund's Report of exempt distribution and Schedule 1 attached.

Selecting the Recipient Agencies

7. Once all the Issuer Information fields are completed on the cover page, the Agencies button becomes available
 - Click Agencies
 - In the Agency Type field, select Commissions

Note: The Test Filing agency type is used during initial set up to validate banking information and is not to be used when creating a real project. The test submission is sent only to the SEDAR server, no agency receives it.

- In the Agency field, select the required agencies or Select All Commission Agencies if applicable and click OK
- The Principal Regulator column shows as N/A (Not Applicable) if "Non-Reporting Issuer" was selected under the Principal Regulator field on your profile (refer to [Creating a Profile](#) Reference Guide)
- Click OK to return to the cover page

Adding Fees

8. Once all the Issuer Information fields are completed on the cover page and the recipient agencies have been identified, the Fees button becomes available
 - Click Fees
 - The Add/Modify Fees dialog box displays, showing the first recipient agency in the list and their respective fee schedule in the Filing Fees section below
9. The CSA Fees button is available (on the right) to help you determine the fee amounts; enter them (as applicable) in the Amount \$ column beside the corresponding fee descriptions

Add / Modify Fees

Agencies: Manitoba

Issuer / Filer: Non Reporting Issuer_test

Buttons: OK, Cancel, Help, CSA Fees

Fee Description	Code	Amount \$
For the filing of an offering memorandum, a fee of \$650	MB011	0.00
For the filing of an exemptive relief application under National Instrument 81-102, a fee of \$0	MB012	0.00
For the filing of an application for recognition as an exempt purchaser under clause 19(1)(b) of the Act by a person (other than an individual) or company, a fee of \$200	MB013	0.00
For the filing of an application for an order under section 20 of the Act, the amount of fees that would generally be paid if no exemption were granted	MB014	0.00
For the filing of an application for an order under section 95 of the Act, a fee of \$550	MB015	0.00
For the filing in respect of a distribution of securities under section 91 of the Regulation in accordance with Form 23, a fee of \$650	MB017	0.00
For the filing of an application for an order under section 131 of the Act, a fee of \$25	MB018	0.00
For the filing of an application for an order under section 116 of the Act, a fee of \$25	MB019	0.00
For the filing of an application for an order under section 103 of the Act, a fee of \$25	MB020	0.00
For the filing of a report of exempt distribution under NI 45-106 or a report of a trade with an exempt purchaser in accordance with Form 8, a fee of \$25	MB021	25.00

10. Select the next agency from the Agencies field and enter the fee amounts in the Amount \$ column beside the corresponding fee description
 - Repeat this process for each agency to which you need to submit fees
 - When you have entered all the required fees, click OK

11. The Summary of Filing Fees dialog box displays, showing fee details as follows:

Summary of Filing Fees

Total Project Fees (to date):

WIP \$:	Submitted \$:	Paid \$:	Rejected \$:
25.00	0.00	0.00	0.00

Buttons: OK, Add/Modify..., Cancel, Help

SEDAR System Fees (to date):

Submitted \$:	Paid \$:	Rejected \$:
0.00	0.00	0.00

Agency Fees (to date):

Manitoba	WIP \$:	Submitted \$:	Paid \$:	Rejected \$:
	25.00	0.00	0.00	0.00

Issuer/Filer Name: Non Reporting Issuer_test

Fee Description	Code	Amount \$	GST \$
For the filing of a report of exempt distribution under NI 45-106 or a report of a trade with an exempt purchaser in accordance with Form 8, a fee of \$25	MB021	25.00	0.00

Note: To add fees, click Add/Modify and repeat steps 9-11. To delete fees, click Add/Modify

and repeat steps 9 to 11 but delete the fees in the Amount \$ column instead of adding them.

12. Click OK to save the payment instructions and return to the cover page

Completing the Cover Page - Page 2

13. Click Page 2; the second page of the cover page displays

- You are presented with two fields to complete

Note: Please be careful when completing these fields to ensure personal information from the Schedule 1 and Schedule 2 do not become publicly available.

General Cover Page

Confirm that Schedule 1 and Schedule 2, where applicable, have been filed separately from the report of exempt distribution and have been filed under the respective Schedule 1 and Schedule 2 report of exempt distribution document types.

Failure to do so will result in personal information on Schedule 1 and Schedule 2 being publicly available

Confirm that Schedule 1 and Schedule 2, where applicable, have been prepared using the template available on www.securities-administrators.ca


Page 1...

Help

14. The drop down is a required (italicized) field

- If the drop down is left blank, you can select Page 1 to return to the cover page however, the Submit button will not be enabled
- If Yes is selected, the Submit button will be enabled as long as all other mandatory fields are completed
- If No is selected, the Submit button will not be enabled and you will receive the following Warning message when you click on Page 1 to return to the cover page:

SEDAR

 **Warning:** You have indicated "No" that Schedule 1 and Schedule 2, have not been removed from the report of exempt distribution.

Select "OK", confirm Schedule 1 and Schedule 2, have been removed and select "Yes" in order to submit your filing.

OK

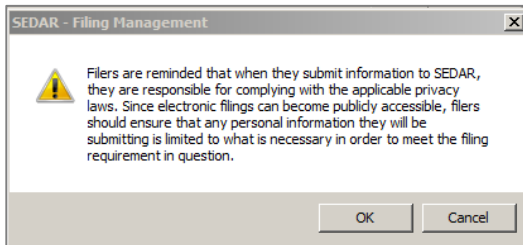
Submitting your Project

15. Once you have completed the cover pages, attached the documents, selected the recipient agencies and added the fees (as applicable), you are ready to submit your project

Before submitting your project, please note the following best practices:

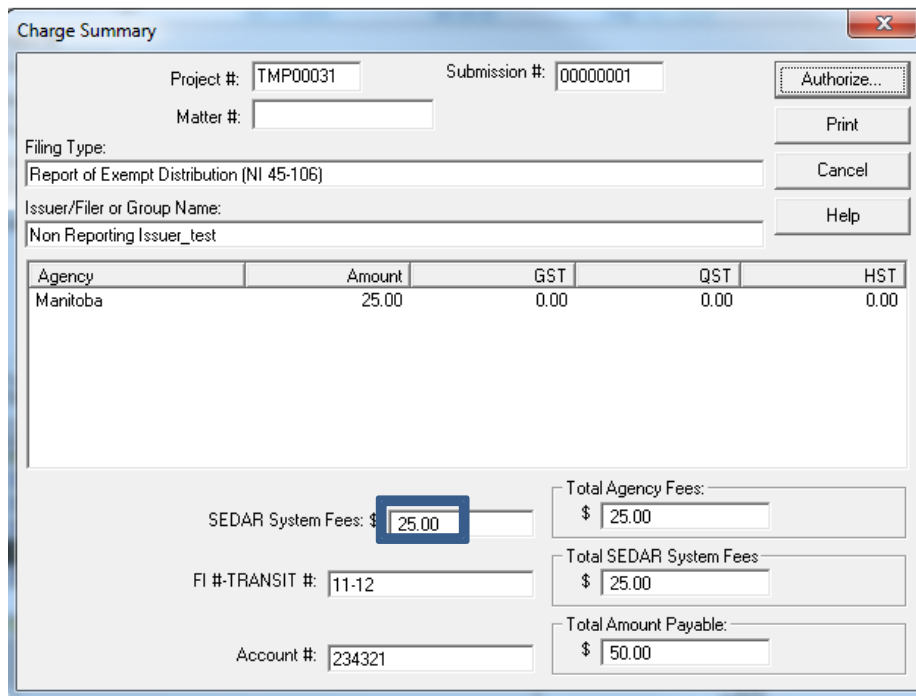
- ✓ Confirm you have attached the right document(s)
- ✓ Review the filing to ensure all details are accurate - including spelling and fee amounts

16. When ready, highlight the filing and click Submit - the following message will appear



17. Click OK when you are ready

18. The Charge Summary dialog box displays. Note a \$25.00 SEDAR System Fee is applied to this project in addition to Agency Fees you may have entered.



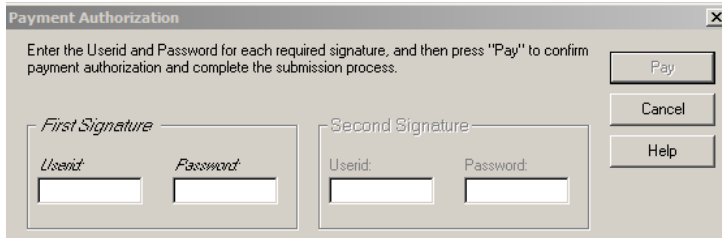
Agency	Amount	GST	QST	HST
Manitoba	25.00	0.00	0.00	0.00

Note: The Matter Number field is optional and can be used to document internal reference numbers at your discretion. The Matter Number can be a maximum of 20 characters including letters, both upper and lower case, numbers 0-9 and punctuation (ie periods, hyphens and parentheses).

Note: Before authorizing payment, click Print if you would like a copy of the Charge Summary dialogue box for auditing or other purposes.

19. When ready, click Authorize

- The Payment Authorization dialogue box displays



20. Enter the required user IDs and passwords and click Pay

- You will see a Working window followed by a File Transfer window
- The files are submitted to the agencies and the payment instructions are sent to the financial institution
- The project appears in your Filing Management list with a permanent project number and a date and time stamp
- This is your confirmation the filing was submitted successfully

Viewing the Status of Fee Payments

For instructions on how to view the status of your fee payments, please refer to the [Viewing the Status of Fee Payments](#) reference guide available on SEDAR.com.