

# How to file a Report of Exempt Distribution webinar

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# Overview

1. Introduction to Reports of Exempt Distribution with Gregory Radisic
2. Filing tutorial with Gregory Radisic
3. Comments on trends and best practices with Tonya Fleming



# Introduction to Reports of Exempt Distribution (RED)

- If you are issuing securities in Alberta and doing so by taking advantage of certain prospectus exemptions, then a RED must be filed. You can check National Instrument 45-106 *Prospectus Exemptions* (NI 45-106) to see which exemptions require a RED.
- e.g. NI 45-106 2.3 [*Accredited Investor*] or NI 45-106 2.5 [*Family, friends and business associates*]
- Issuers (aka. those raising money) **MUST** keep track of important factors using REDs, such as who has invested in their company and how many securities have been issued.
- REDs are one of the various tools that allow regulators to verify and ensure that those who are taking advantage of prospectus exemptions are doing so because they actually qualify for that exemption.
- To learn more about Report of Exempt Distributions, you can consult the Canadian Securities Administrators' (CSA) website.: <https://www.securities-administrators.ca/resources/reports-of-exempt-distribution/>

**The following step-by-step filing tutorial is for a fictional company, Stampede Essentials Inc, which is based in Calgary, has only distributed securities to Canadian investors, and has conducted this distribution on its own without any third party assistance (e.g. without any dealers or promoters used).**

# Step-by-step of how to file a RED

## Before we begin

REDs are filed using SEDAR+. Before being able to file a RED, you must first answer yes to the following questions:

### A. Do you have a SEDAR+ account?

If no, register for a personal SEDAR+ account. To request an account click “Register to File” in the dropdown menu on the SEDAR+ home page.

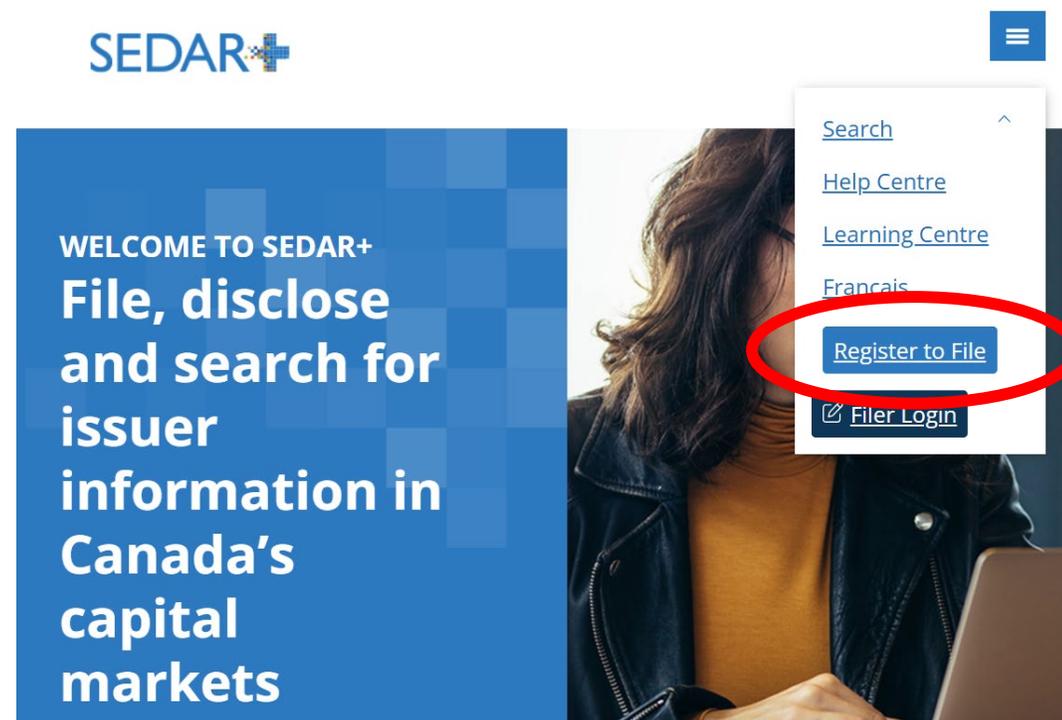
More information can be found here at [sedarplus.ca](https://www.sedarplus.ca):

<https://www.sedarplus.ca/onlinehelp/users-and-organizations/user-and-organization-setup/new-user-setup-requesting-access/>

### B. Does your company have a SEDAR+ profile?

If no, register a company profile by following the steps found here at [sedarplus.ca](https://www.sedarplus.ca):

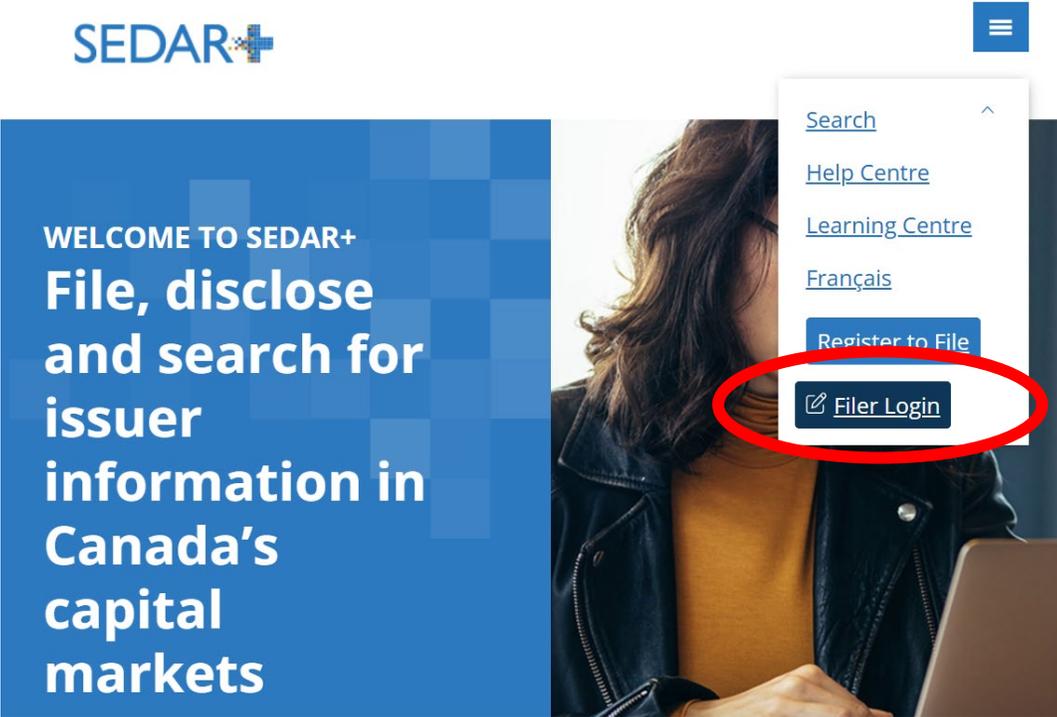
<https://www.sedarplus.ca/onlinehelp/profiles/create-a-profile/create-your-own-company-or-third-party-filer-profile/>



# Step-by-step of how to file a RED

## Step 1: Log in

In order to file a RED, you must be logged into SEDAR+. You can do so by clicking “Filer Login” on the SEDAR+ home page.



**1. Click**

# Step-by-step of how to file a RED

## Step 2: Navigate to your company profile

After logging in, click the “Your profiles” section and click on the company name that you would like to file a RED for. You can also search your company name.

The image shows two screenshots of the SEDAR+ dashboard. The first screenshot shows the 'Your profiles' section with a red circle around the 'Your profiles' link, labeled '1. Click'. The second screenshot shows the search results for 'stampede', with a red circle around the search input field labeled '2. Search' and a red circle around the 'Stampede Essentials Inc.' link in the table labeled '3. Click'. A large grey arrow points from the first screenshot to the second.

**1. Click**

**2. Search**

**3. Click**

Name	Principal jurisdiction	Number	Type
<a href="#">Stampede Essentials Inc.</a>		000124387	Company

# Step-by-step of how to file a RED

## Step 3: Navigate to the RED Form

After clicking your company profile, you will be directed to your company page. Scroll to the bottom of the company profile page and click “Exempt market offerings.”

**1. Scroll Down**

**2. Click**

Transfer agent or registrar  
Auditor No

Previous issuers  
Previous issuer(s) No

Actions  
Filings  
[Exempt market offerings](#)

# Step-by-step of how to file a RED

## Step 4: Create RED Form

- Click “Create report of exempt distribution (Form 45-106F1)”, you will be directed to a page where you select your report sub-type.
- If you have Canadian investors or a mix of Canadian and foreign investors, select “Create report of exempt distribution (Form 45-106F1)” from the drop down menu. Then click the green button.
- If you have only foreign investors, you would select a different form. Then click the green button.

Stampede Essentials Inc. (000124387)  
Exempt market offerings Print

Before you get started

You are creating an exempt market offerings filing. At any time, you can 'Save' the form and continue or return to complete it later by accessing the [Drafts](#) tab on your Dashboard. Throughout the process, you can navigate through sections, but all information is mandatory, unless stated otherwise.

Please refer to [Help Centre](#) for further details.

Filter services by:

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Exempt market offerings and disclosure

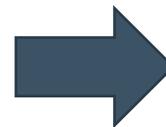
- [Create report of exempt distribution \(Form 45-106F1\)](#)
- [Create report of distributions outside Canada \(Form 72-503F\)](#)
- [relying on OSC local rule 72-503](#)

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Exempt market offerings

- [Create offering memorandum \(2.9 of NI 45-106\)](#)
- [Create marketing materials \(2.9 of NI 45-106\)](#)

**1. Click**



Before you get started

If you are relying on BCI 45-505, report the distribution using other exempt market offering filings e.g. Annual Financial Statements - Non-Reporting Issuers, Notice of Use of Proceeds, Change in Year End Filings - Non-Reporting Issuers, Alternate Reporting Requirements of Eligible Pooled Funds , and Notifications.

If you are an issuer other than an investment fund relying on a prospectus exemption in OSC Rule 72-503, the OSC would not object to you filing a Form 45-106F1 instead of a Form 72-503F provided (a) you complete Form 45-106F1 within the time frame required for the filing of that form, (b) the Form 45-106F1 includes the information that would otherwise be required in Form 72-503F, (c) Form 45-106F1 is completed in its entirety (including the schedules), and (d) you pay the prescribed filing fee for Form 45-106F1.

At any time, you can 'Save' the form and continue or return to complete it later by accessing the [Drafts](#) tab on your Dashboard. Throughout the process, you can navigate through sections, but all information is mandatory, unless stated otherwise.

Please refer to [Help Centre](#) for further details.

### Create report of exempt distribution

Create report of exempt distribution (Form 45-106F1)

**2. Select**

Create report of exempt distribution (Form 45-106F1)

**3. Click**

# Step-by-step of how to file a RED

## Step 5A: Filling out the RED form – Information about this filing section

If you are relying on an exemptive relief order that allows you more than 10 days to file your RED, insert the citation number of that order here. If multiple exemptive relief orders are applicable, be sure to include all citation numbers.

SEDAR+ Français Gregory Radisic

Stampede Essentials Inc. (000124387)  
 Create report of exempt distribution (Form 45-106F1)  
 Expires in: 90 calendar days on 25 May 2025 15:32 EDT Print

Step 1 of 16  
 Information about this filing

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Are you relying on an exemptive relief order to file outside of the 10 days distribution?

Yes  No

Provide the citation number of the order (if applicable)

[Add citation number](#)

**If applicable, fill out**

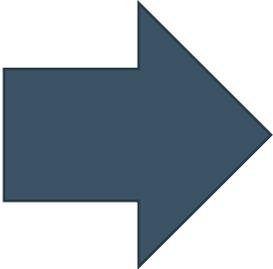
# Step-by-step of how to file a RED

## Step 5A: Filling out the RED form – Information about this filing section

The next section of this page asks you to “select recipient agencies”. This simply is asking: Where are your investors investing from? You must select all that apply for this distribution of securities.

Select recipient agencies

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



# Step-by-step of how to file a RED

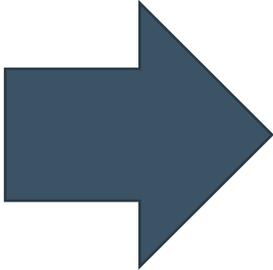
## Step 5A: Filling out the RED form – Information about this filing section

The next question asks who is the “Principal regulator for this filing.” This is the province where your head office is based.

**Principal regulator for this filing**

Principal regulator for this filing

Alberta
▼



# Step-by-step of how to file a RED

## Step 5A: Filling out the RED form – Information about this filing section

The form provides the opportunity for you to include additional comments if required.

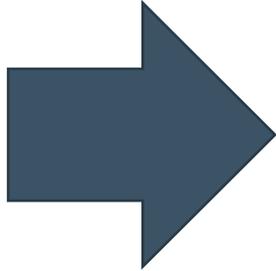
Select “Save and continue” to move onto the next page of the form.

### Filer comments (if applicable)

If applicable, fill out

Save and continue

[Save](#)



# Step-by-step of how to file a RED

## Step 5B: Filling out the RED form – Item 1 – Report type

The next page asks if you are completing a new report or want to amend a previous RED. In this case, we will be creating a brand new RED.

Step 2 of 16  
Item 1 - Report type

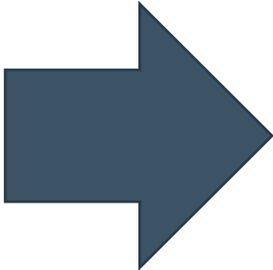
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**Report type**

New ▾

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Save and continue   [Save](#)



# Step-by-step of how to file a RED

## Step 5C: Filling out the RED form – Item 2 – Party certifying the report

The next page asks you to indicate the type of person certifying the report. In this case, there is only one option, which is an “Issuer (other than an investment fund)” and there is nothing to select. So, by clicking “Save and continue” you are certifying that this is true.

Step 3 of 16  
Item 2 - Party certifying the report

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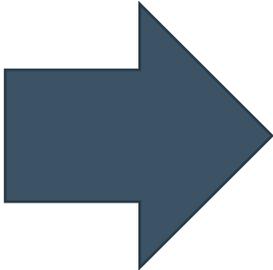
Indicate the party certifying the report (select only one)

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. (In Québec, Regulation 81-106 respecting Investment Fund Continuous Disclosure and the Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure.)

Issuer (other than an investment fund)

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Save and continue   [Save](#)



**Important Note:**

**This section is pre-populated based on your issuer profile! If you are NOT an “Issuer (other than an investment fund)” then you must go into your issuer profile that you set up earlier to change this.**

# Step-by-step of how to file a RED

## Step 5D: Filling out the RED form – Item 3 – Issuer name and other identifiers

This page asks you to review the legal name and identifying information of the issuer.

It is important to ensure that all the information provided is accurate and able to identify you as the issuer.

It also asks to indicate whether you had a “co-issuer” for this security distribution.

A “co-issuer” is another person/organization that was distributing this security jointly alongside you. If you have a co-issuer, only one report of exempt distribution is needed.

If you select “No” you will be directed onto the next page.

Step 4 of 16  
Item 3 - Issuer name and other identifiers

**▲** Full legal name(s) of co-issuer(s) must be entered.

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

**Full legal name** Stampede Essentials Inc. **Verify if correct.**

**Previous full legal name**

Prepopulated with the most recent previous name of Issuer, if the issuer's name that was changed in the last 12 months.

**Website (if applicable)** **If applicable, it will appear here**

**Legal entity identifier (LEI)** **If applicable, it will appear here**

Is there a co-issuer?

Yes

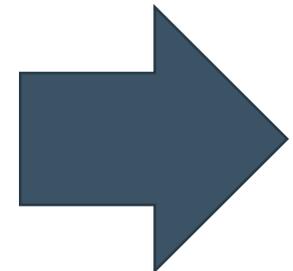
No

**Full legal name(s) of co-issuer(s)**

If two or more issuers distributed a single security, provide the full legal name(s) of the co-issuer(s) other than the issuer named above.

**▲** Full legal name(s) of co-issuer(s) must be entered.

[Add another co-issuer](#)



# Step-by-step of how to file a RED

## Step 5E: Filling out the RED form – Item 4 – Underwriter information

This page does not apply to this example filing of a RED. However, you would be required to submit this underwriter information if you used one to assist in the capital raising process.

Select “Save and continue” to move onto the next page of the form.

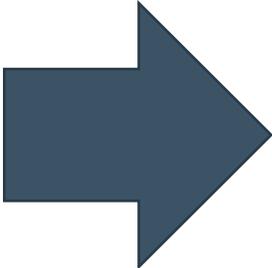
Step 5 of 16  
Item 4 - Underwriter information

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**Save and continue** [Save](#)



# Step-by-step of how to file a RED

## Step 5F: Filling out the RED form – Item 5 – Issuer information

Ensure that the industry code is correct. If you do not think it is, select “Change.”

Next, disclose whether the issuer is planning to invest all of the funds raised into one of the following:

- Mortgages
- Real estate
- Commercial/business debt
- Consumer debt
- Private companies
- Crypto assets
- Not applicable

Finally, select the number of employees at the issuer’s company

Step 6 of 16  
Item 5 - Issuer information

a) Primary industry

Provide the issuer’s North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer’s primary business activity.

**NAICS industry code**  
414110 - Clothing and clothing accessories merchant wholesalers

[Change](#)

Is the issuer’s primary business to invest all or substantially all of its assets in any of the following?

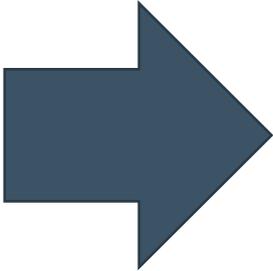
Select all that apply

× Not applicable

b) Number of employees

**Number of employees**

c) Profile number  
000124387



# Step-by-step of how to file a RED

## Step 5G: Filling out the RED form – Item 6 – Investment fund issuer information

This section is not relevant for the type of RED that we are discussing today.

The form will not allow you to select or fill out any information.

Select “Save and continue” to move onto the next page of the form.

Step 7 of 16  
Item 6 - Investment fund issuer information

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a) Investment fund manager information

Profile number of investment fund manager (if applicable)

Firm NRD number (if applicable)

Full legal name (if applicable)

b) Type of investment fund

Type of investment fund that most accurately identifies the issuer (select only one) (if applicable)

Indicate whether one or both of the following apply to the investment fund (if applicable)  
 Undertaking for the Collective Investment of Transferable Securities funds (UCITS Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.

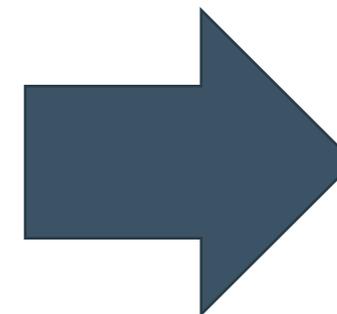
c) Net asset value (NAV) of the investment fund

Net asset value (NAV) of the investment fund (if applicable)  
 Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).

Date of NAV calculation (if applicable)

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**Save and continue** [View](#)



# Step-by-step of how to file a RED

## Step 5H: Filling out the RED form – Item 7 – Information about the distribution

Select the currency/currencies in which you sold your securities.

Select your distribution dates. This is how long you allowed your securities to be purchased during this distribution.

Step 8 of 16  
Item 7 - Information about the distribution

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

a) Currency

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

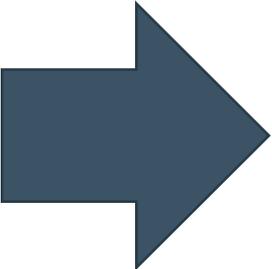
× Canadian Dollar 

b) Distribution dates

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  
03/02/2025 

End date  
03/03/2025 



# Step-by-step of how to file a RED

## Step 5H: Filling out the RED form – Item 7 – Information about the distribution

Section c) asks you to complete “Schedule 1”. There is no link attached on the page, so you must look up the “Schedule 1 Form”.

The Canadian Securities Administrators’ website provides a template excel document that can be used for this section. The template contains detailed instructions and has an example that is fully filled out that can be easily followed.

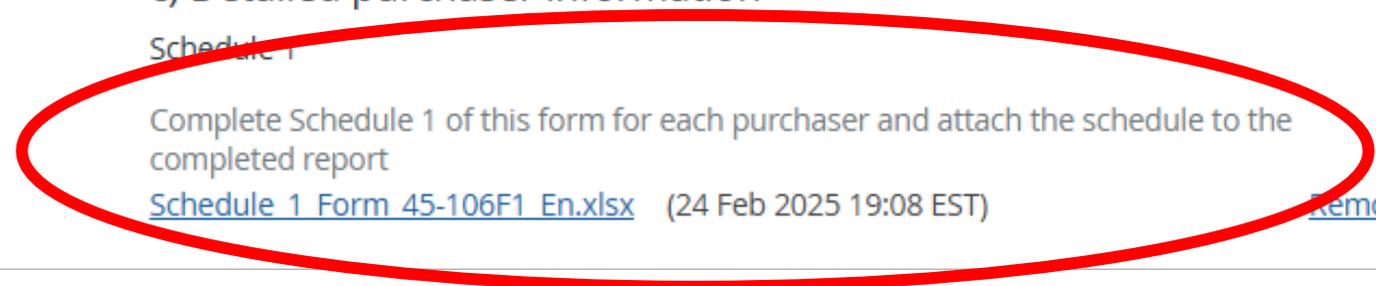
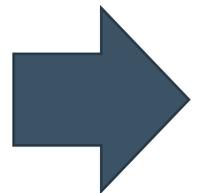
**IMPORTANT NOTE:** This template MUST be used. You can find the template by searching “CSA Schedule 1 Form 45-106F1” on the CSA website-or at this link: [https://www.securities-administrators.ca/uploadedFiles/Schedule\\_1\\_Form\\_45-106F1\\_En.xlsx](https://www.securities-administrators.ca/uploadedFiles/Schedule_1_Form_45-106F1_En.xlsx).

c) Detailed purchaser information

Schedule 1

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

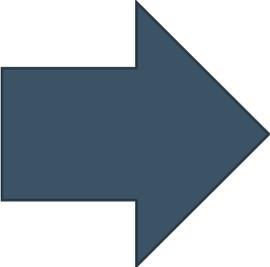
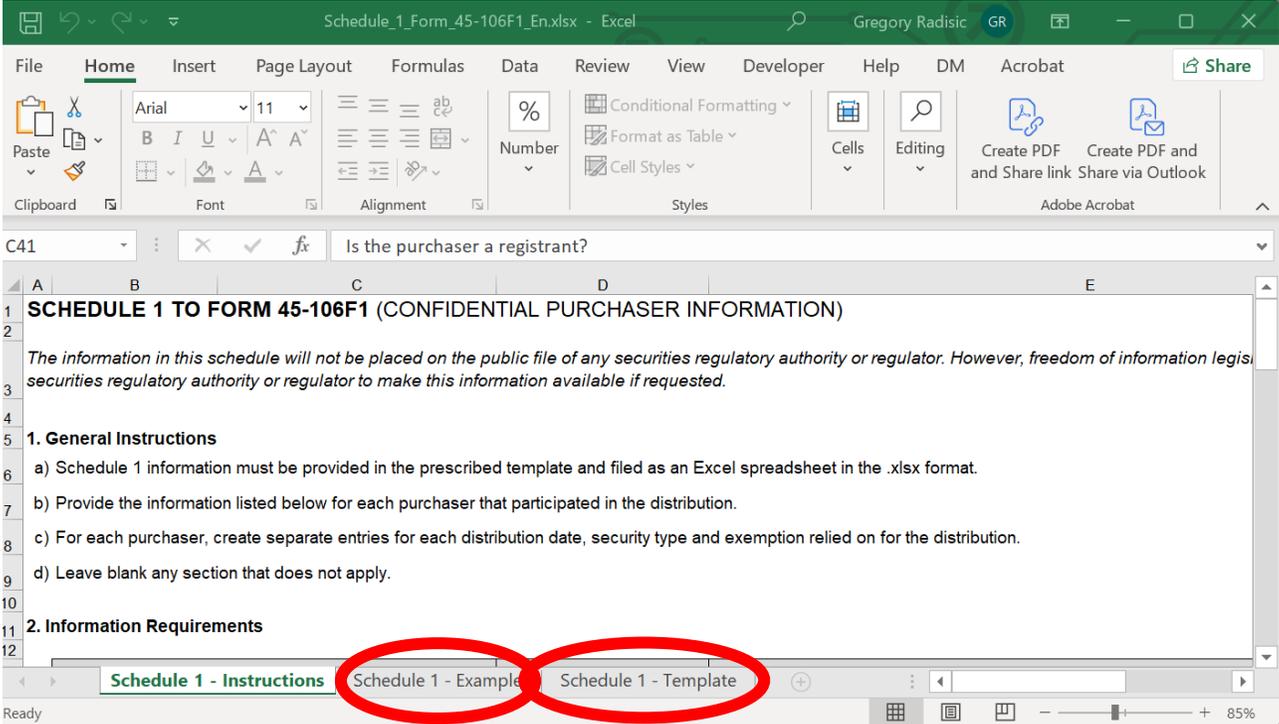
[Schedule 1 Form 45-106F1 En.xlsx](#) (24 Feb 2025 19:08 EST) [Remove](#)

# Step-by-step of how to file a RED

## Step 5H: Filling out the RED form – Item 7 – Information about the distribution

Information is kept confidential and only the regulator can see it, unless a successful Freedom of Information and Protection of Privacy (FOIP) request is made.



**IMPORTANT NOTE:**  
This template **MUST** be used.

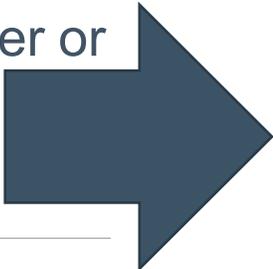
# Step-by-step of how to file a RED

## Step 5H: Filling out the RED form – Item 7 – Information about the distribution

Information that must be included within the form for EACH purchaser:

- Full legal name of individual or non-individual (e.g. corporation).
- Contact information, including address, email and phone number.
- Details about the securities that were purchased, included the number of securities, type of securities, amount paid and date of purchase.
- The exemption that was relied upon.
  - e.g. NI 45-106 2.3 [*Accredited Investor*] or NI 45-106 2.5 [*Family, friends and business associates*]
- Other information, such as whether the purchaser is a registrant, an insider of the issuer or whether the individual was compensated for the distribution to this purchaser.

**REMEMBER: NOT EVERY SECTION WILL APPLY**



# Step-by-step of how to file a RED

## Step 5H: Filling out the RED form – Item 7 – Information about the distribution

Under section d), when you click “Add types of securities distributed”, a small pop-up box will appear.

It will allow you to select the:

- Security code (e.g. CMS is common shares)
- Provide a description of the security
- Provide the total number of that security type **issued for this distribution** (e.g. 1 million shares)
- Show the price per share (e.g. \$500)
- Total amount purchased this distribution

You must complete this for every type of security that are issued.

Under section e), include any rights (e.g. warrants, options) that were granted.

### d) Types of securities distributed

Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.



Security Code	CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price (Canadian \$)	Highest price (Canadian \$)	Total amount (Canadian \$)	Actions
CMS	123456789	Class A - Common Shares	1,000,000.0000	\$500.0000	\$500.0000	\$65,000.0000	<a href="#">Edit</a> <a href="#">Remove</a>

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

Not applicable

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.



# Step-by-step of how to file a RED

## Step 5H: Filling out the RED form – Item 7 – Information about the distribution

Under section f), you must provide a summary of the distribution by jurisdiction by clicking “Add distribution by jurisdiction and exemption.”

At the bottom of this section, you must also provide the total number of unique purchasers from this distribution round. Be sure not to double count individuals, even if they were issued multiple types of securities.

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 Canada, state the province or territory, otherwise state the country.

**Add distribution by jurisdiction and exemption**

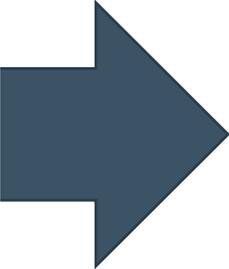
Province or country	Exemption relied on	Number of unique purchasers	Total amount (Canadian \$)	Actions
Alberta	NI 45-106 2.5 [Family, friends and business associates]	4	\$5,000.0000	<a href="#">Edit</a> <a href="#">Remove</a>
British Columbia	NI 45-106 2.3 [Accredited investor]	7	\$22,000.0000	<a href="#">Edit</a> <a href="#">Remove</a>
Alberta	NI 45-106 2.3 [Accredited investor]	8	\$25,000.0000	<a href="#">Edit</a> <a href="#">Remove</a>
Nova Scotia	NI 45-106 2.5 [Family, friends and business associates]	2	\$3,000.0000	<a href="#">Edit</a> <a href="#">Remove</a>
Ontario	NI 45-106 2.5 [Family, friends and business associates]	5	\$10,000.0000	<a href="#">Edit</a> <a href="#">Remove</a>

**Total dollar amount of securities distributed** \$65,000.0000

**Total number of unique purchasers**

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.

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# Step-by-step of how to file a RED

## Step 5H: Filling out the RED form – Item 7 – Information about the distribution

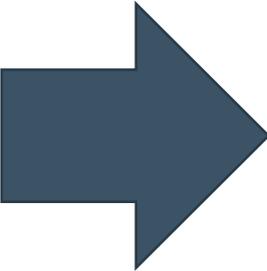
Item g) will not apply to your distribution, as you are not an investment fund.

**g) Net proceeds to the investment fund by jurisdiction**  
 If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides. If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

+ Add net proceeds

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**Save and continue** [Save](#)



# Step-by-step of how to file a RED

## Step 5I: Filling out the RED Form – Item 8 – Compensation information

This section is to provide information for each person to whom the issuer directly provides, or will provide, any compensation in connection with the distribution.

If you select yes, you will be required to include a long list of compensation details for the individual or business. Commonly, there will be none paid by small businesses.

**Remember:** Be consistent with what they put in the “person compensated” column in “Schedule 1”.

**a) Name of person compensated and registration status**  
Is this person an individual or non-individual?

Individual  Non-individual

**Full legal name of individual**  
Family name

First given name

Secondary given names  
  N/A

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

Yes  No

**b) Business contact information**  
If a firm NRD number is not provided, provide the Business contact information of the person being compensated.

**Address**  
Search for an address

[Enter an address manually](#)

**Email address**

**Telephone number**  
Number  Ext

[Add another telephone number](#)

**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 (in Québec, Regulation 45-106 respecting Prospectus Exemptions) for the purposes of completing this section.

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

**Cash commissions paid (if applicable)**

**Value of all securities distributed as compensation (if applicable)**  
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.

**Security codes (if applicable)**

**Describe terms of warrants, options or other rights (if applicable)**

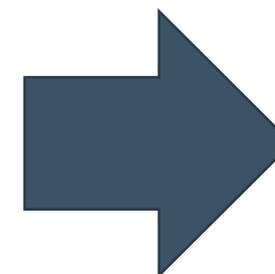
**Other compensation (if applicable)**  
Do not include deferred compensation.

**Describe other compensation (if applicable)**

**Total compensation paid**

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

[Cancel](#) [Save](#)



# Step-by-step of how to file a RED

## Step 5J: Filling out the RED form – Item 9 – Directors, executive officers and promoters

Under “Indicate whether the issuer is any of the following”, select the most applicable option from the dropdown menu.

Next, add the information of all of your directors, officers and promoters. When you click on the blue button, you will be prompted to provide:

- Full legal name
- Current address
- Position as a director, officer or promoter

Once selected, click save and the filled out information should appear under section a)

What is a promoter? See Securities Act (Alberta), s.1(rr).

(rr) “promoter” means

- (i) a person or company, acting alone or in conjunction with one or more other persons or companies or a combination of them, that, directly or indirectly, takes the initiative in founding, organizing or substantially reorganizing the business of the issuer, or
- (ii) a person or company that, directly or indirectly, receives in consideration of services or property, or both,
  - (A) 10% or more of any class of securities of the issuer, or
  - (B) 10% or more of the proceeds from the sale of any class of securities of a particular issue,
    - in connection with the founding, organizing or substantial reorganizing of the business of the issuer, but does not include a person or company that receives securities or proceeds solely
  - (C) as underwriting commissions, or
  - (D) in consideration of property transferred to the issuer,
    - if that person or company does not otherwise take part in founding, organizing or substantially reorganizing the business;

Step 10 of 16  
Item 9 - Directors, executive officers and promoters

Indicate whether the issuer is any of the following (select the one that applies - if more than one applies, select only one)

None of the above

If the issuer is none of the above select this and complete Item 9 (a) - (c).

Add non-individual

Use 'Add non-individual' to populate item 9a and Schedule 2, as applicable

Add individual

Use 'Add individual' to populate items 9a, 9b and Schedule 2, as applicable

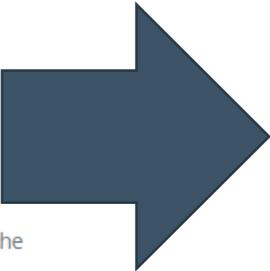
### a) Directors, executive officers and promoters of the issuer

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.

Organization or company name	Family name	First given name	Secondary given names	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
Radisic	Gregory			Alberta	Director, Executive officer <a href="#">Edit</a> <a href="#">Remove</a>

### 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' indicate Director or Executive



# Step-by-step of how to file a RED

## Step 5J: Filling out the RED form – Item 9 – Directors, executive officers and promoters

You will then be prompted provide promotor information, if applicable.

Section c) requires you to complete provide:

- The date the report is signed to certify its contents (e.g. Certification date of the report)
- CEO's email address and phone number
- Full residential address for each individual listed as a director, officer, or promotor

### c) Residential address of each individual

Schedule 2 to Form 45-106F1

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

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.

#### a) General information

Name of issuer Stampede Essentials Inc.

#### Certification date of the report

13/03/2025

#### b) Business contact information of Chief Executive Officer

#### Email address (if applicable)

Mandatory if CEO email is not provided in Item 10 or 11 of report

gregory.radisic@asc.ca

#### Telephone number (if applicable)

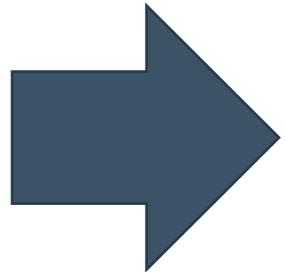
Mandatory if CEO telephone number is not provided in Item 10 or 11 of report

Number Ext  
+1 1234567890

#### c) Residential address of directors, executive officers, promoters, and control persons of the issuer

Provide the following information for each individual that is a director, executive officer, promoter or control person of the issuer at the time of the distribution. If the promoter or control person is not an individual, provide the following information for each director and executive officer of the promoter and control person. This information is not publicly available.

Family name	First given name	Secondary given names	Residential address	This individual is a:	Name of non-individual control person (company or organization)	Business location of non-individual control person
Radisic	Gregory		250 5 St SW, SUITE 600, Calgary, T2P 0R4, AB, CA	Director, Executive officer		<a href="#">Edit</a> <a href="#">Remove</a>



# Step-by-step of how to file a RED

## Step 5K: Filling out the RED form – Item 10 – Certification

You will be prompted to read and certify the RED.

This process includes confirming your name, title, phone number and email address.

Do not forget to date the document.

**Name of issuer/underwriter/investment fund manager/agent**

**Full legal name**  
 Family name:  First given name:   
 Secondary given names:   N/A

**Title**

**Telephone number**  
 Number:  Ext:

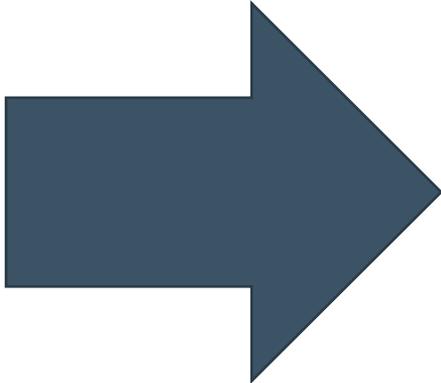
**Email address**  
  
**Confirm email address**

**Signature**

**Date**

---

[Save and continue](#) [Save](#)



# Step-by-step of how to file a RED

## Step 5L: Filling out the RED form – Item 11 – Contact person

You will be prompted to confirm the name of the contact person for this RED filing.

This process confirms your designated contact person for this filing.

You can opt into including additional individuals.

Step 12 of 16  
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 from the individual certifying the report in Item 10.

Same as individual certifying the report

Yes  No

Who is the main contact for this filing?

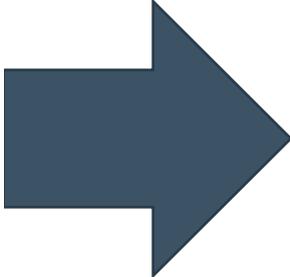
I am the main contact  Someone else

Your contact details

RADISIC, Gregory  
ASC\_ORG  
Legal Counsel, Private Markets & Innovation  
[Gregory.Radisic@asc.ca](mailto:Gregory.Radisic@asc.ca)

Do you want to add another contact for this filing?

Yes  No



# Step-by-step of how to file a RED

## Step 5M: Filling out the RED form – Documents

Select whether this document has been previously filed.

If you are relying on an exemption that requires the delivery of additional documents, you can also attach them here by checking “Other.”

Note: Issuers should NOT be filing Offering Memorandums, offering documents, marketing materials and other filings that have separate exempt market filing types here. **This section is for documents like cover letters, explanatory document, and maybe other filings required with the RED per a specific exemptive relief.**

Step 13 of 16  
Documents

---

Refer to documents previously filed

**Document was previously filed**

Yes  No

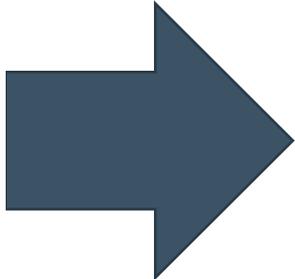
Additional documents

Hint: If the exemption used requires delivery of additional documents, please attach here. You can also provide additional documents as needed. For each attachment, please provide a detailed description.

Other

---

[Save and continue](#) [Save](#)



# Step-by-step of how to file a RED

## Step 5N: Filling out the RED form – Fee attributes

In this scenario, nothing is required to be selected for fees to be calculated.

Select “Save and continue” to move onto the next page of the form.

Step 14 of 16  
Fee attributes

---

To complete fee calculations, provide additional details below

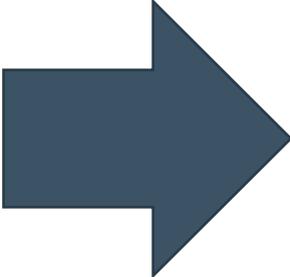
There are no additional values to provide.

Filing sub-type Report of exempt distribution (45-106F1)

Report of exempt distribution (45-106F1)

---

Save and continue
[Save](#)



# Step-by-step of how to file a RED

## Step 50: Filling out the RED form – Review and submit

You will be prompted to review all of the information one final time to ensure its accuracy.

Ensure that every section has a green “Completed” checkmark.

You can make any changes to sections by clicking the blue “Make changes” button.

Step 15 of 16  
Review and submit

---

[Information about this filing](#) ✓ Completed [Make changes](#)

Filing number	TEMP
Status	Draft
Indicate form type	[Not Provided]
Are you relying on an exemptive relief order to file outside of the 10 days distribution	No
Are you relying on any other exemptive relief order for the filing of the report of exempt distribution	No
Provide the citation number of the order (if applicable)	[Not Provided]
Select recipient jurisdiction(s)	Alberta, British Columbia, Nova Scotia, Ontario
Principal regulator for this filing	Alberta
Filer comments	[Not Provided]

---

[Item 1 - Report type](#) ✓ Completed [Make changes](#)

Report type	New
-------------	-----

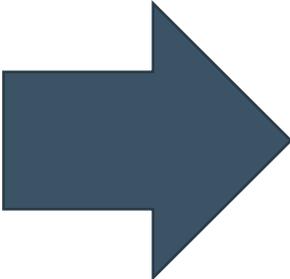
---

[Item 2 - Party certifying the report](#) ✓ Completed [Make changes](#)

Indicate the party certifying the report (select only one)	Issuer (other than an investment fund)
--	--

---

[Item 3 - Issuer name and other identifiers](#) ✓ Completed [Make changes](#)



# Step-by-step of how to file a RED

## Step 5P: Filling out the RED form – review generated document

Once you have completed your review of the document, click the check box and press submit.

Note that you can no longer edit the document after submitting.

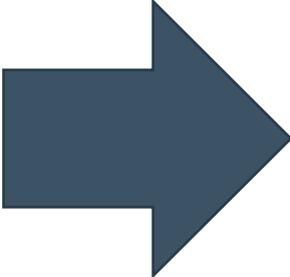
Step 16 of 16  
Review generated documents

When the output documents are generated, the contents of this Report of Exempt Distribution form cannot be edited. Select this box to proceed.

[Generate documents](#)

---

[Save](#)



# Congratulations on filing your first Report of Exempt Distribution

**Form 45-106F1 Report of Exempt Distribution**

**ITEM 1 - REPORT TYPE**

New report

Amended report    If amended, provide filing date of report that is being amended.    (YYYY-MM-DD)

**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 (in Québec, Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure).*

Investment fund issuer

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

## FAQ:

# I raised money when starting my business. I think I should have filed a Report of Exempt Distribution, but did not.

## Am I in trouble? What should I do?

- Consult a corporate or securities lawyer. Consult National Instrument 45-106 *Prospectus Exemptions* (NI 45-106), especially Part 6 which outlines reporting requirements.
- Act as transparently as possible. If you should have filed a RED, but did not, then file a RED as soon as possible. Feel free to call us at the ASC and we can help small businesses and start-ups to navigate this process. The ASC may consider a fee waiver of some of the late fees in certain circumstances.
- To learn more about fees and how they are calculated consult section 11 of *ASC Rule 13-501* or consult the ASC “Fee Calculator for Reports of Exempt Distribution” at <https://www.asc.ca/Online-Forms/Fee-Calculator>
- **Note:** a report is not required to be filed by a private issuer using the private issuer exemption.

# Comments on trends and best practices

**Tonya Fleming**



**Manager, Private Markets & Innovation**

# How to file a RED

SEDAR+ Help Centre

[Help Topics](#) | [SEDAR+](#) | [Learning Centre](#) | [Français](#) [Register to File](#) [Filer Login](#)

What can we help you with today?

What can we help you with today?

- [General Help](#)
- [User and Organization](#)
- [Profiles](#)
- [Filings](#)
- [Fees, Payments and Refunds](#)
- [Regulatory Action](#)
- [Guides and Resources](#)
- [FAQs](#)

### What format must I use to file Report of Exempt Distribution (Form 45-106F1) and its associated schedules on SEDAR+?

The body of Form 45-106F1 Report of exempt distribution must be filed by entering the data directly into a SEDAR+ webform.

Schedule 1 of Form 45-106F1 must be filed in .xlsx format using this [Excel template](#) developed by the CSA.

Schedule 2 of Form 45-106F1 will be auto generated in SEDAR+ based on information entered in Item 9, as applicable.

SEDAR+

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# Contact us



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**Thank You**