# Form 45-106F1 Report of Exempt Distribution

TEM 1 – REPORT TYPE
New report  Amended report
TEM 2 – PARTY CERTIFYING THE REPORT
ndicate 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.  Investment fund issuer
Issuer (other than an investment fund)
Underwriter
TEM 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 APARTMENTLOVE INC.
Previous full legal name
If the issuer's name changed in the last 12 months, provide most recent previous legal name.
Website www.apartmentlove.com (if applicable)
f the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity dentifier".
Legal entity identifier
f 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) (if applicable)
TEM 4 – UNDERWRITER INFORMATION
f an underwriter is completing the report, provide the underwriter's full legal name and firm NRD number.  Full legal name
Firm NRD number (if applicable)
f the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.
Street address
Municipality Province/State
Country Postal code/Zip code
Telephone number Website (if applicable)

ITEM 5 – ISSUER INFORMATION
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.
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 5 3 1 3 9 0
If the issuer is in the mining industry, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.  Exploration  Development  Production
Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.
Mortgages Real estate Commercial/business debt Consumer debt Private companies  Cryptoassets
b) Number of employees
Number of employees: <b>✗</b> 0 − 49
c) SEDAR profile number
Does the issuer have a SEDAR profile?  No X Yes If yes, provide SEDAR profile number 0 0 0 4 8 0 5 7
If the issuer does not have a SEDAR profile complete Item 5(d) – (h).
d) Head office address
Street address Province/State
Municipality Postal code/Zip code
Country Telephone number
e) Date of formation and financial year-end
Date of formation Financial year-end MM DD Financial year-end
f) Reporting issuer status
Is the issuer a reporting issuer in any jurisdiction of Canada?
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.
AII
g) Public listing status
If the issuer has a CUSIP number, provide below (first 6 digits only).
CUSIP number USIP number
If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.  Exchange name
h) Size of issuer's assets
Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date.
\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M
\$100M to under \$500M \$500M to under \$1B \$1B or over

ITEM 6 – INVESTMENT FUN	ND ISSUER INFORMATION
If the issuer is an investment fu	nd, provide the following information.
a) Investment fund mai	nager information
Full legal name	
Firm NRD Number	(if applicable)
If the investment fund manage fund manager.	er does not have a firm NRD number, provide the head office contact information of the investment
Street Address	
Municipality	Province/State
Country	Postal code/Zip code
Telephone number	Website (if applicable)
b) Type of investment f	fund
Money market  Alternative strategie  Indicate whether one or both of Invests primarily in of Is a UCITs Fund 1  1 Undertaking for the Collective Inve	most accurately identifies the issuer (select only one).  Equity  Fixed income  Balanced  Other (describe)  of the following apply to the investment fund. Other investment fund issuers  estment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) istment schemes to operate throughout the EU on a passport basis on authorization from one member state.
c) Date of formation an	nd financial year-end of the investment fund
Date of formation	Financial year-end MM DD
d) Reporting issuer sta	tus of the investment fund
Is the investment fund a report Canada?	ting issuer in any jurisdiction of No Yes
All A	U ON PE QC SK YT
	of the investment fund
If the investment fund has a CU	USIP number, provide below (first 6 digits only).
	cly listed, provide the name of the exchange on which the investment fund's securities primarily trade.  Acchange and not a trading facility such as, for example, an automated trading system.
f) Net asset value (NA	V) of the investment fund
Select the NAV range of the inv \$0 to under \$5M \$100M to under \$500M	\$500M to under \$1B \$1B or over Date of NAV calculation:  \$\$\text{Vestment fund as of the date of the most recent NAV calculation (Canadian \$).}}  \$\$\$\$ \$\$ \$\$ \$\$ \$500M to under \$1B \$1B or over Date of NAV calculation:  \$\$\$ \$\$ \$\$ \$\$ \$\$ \$\$ \$\$ \$\$ \$\$ \$\$ \$\$ \$\$ \$

#### ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees in connection with the distribution, which must be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report. a) Currency Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars. Canadian dollar US dollar Euro Other (describe) b) Distribution date(s) State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report. Start date End date 2021/10/26 2021/10/26 YYYY MM DD YYYY MM DD Detailed purchaser information Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report. 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. Canadian \$ Single or CUSIP number Security Number of Highest Description of security lowest Total amount (if applicable) code securities price price CMS (Co Common Shares 528.571.0000 0.3500 185.000.00 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. Exercise price Convertible / Expiry date Conversion Underlying (Canadian \$) exchangeable (YYYY-MM-DD) ratio Describe other terms (if applicable) security code security code Lowest Highest + 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 For jurisdictions within Canada, state the province or territory, otherwise state the country.

Number of unique Province or Total amount (Canadian \$) Exemption relied on country purchasers<sup>2a</sup> 100.000.00 Ontario NI 45-106 2.3 (Accredited Investor) 1 + Alberta NI 45-106 2.3 (Accredited Investor) 1 70.000.00 + Ontario NI 45-106 2.5 (Family, Friends and Business Associates) 1 15,000.00 + + +

Province or country	Exemption relied on	Number of unique purchasers <sup>2a</sup>	Total amount (Canadian \$)
+			
+			
+			
+			
+			
-			
+			
+			
-			
+ + + + + + + + + + + + + + + + + + + +			
-			
	Total dollar amount of sec	curities distributed	185,000.00
	Total number of unique purchasers <sup>2b</sup>	3	

<sup>&</sup>lt;sup>2a</sup>In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

## 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.<sup>3</sup> 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.

Province or country	Net proceeds (Canadian \$)
+	
Total net proceeds to the investment fund	

<sup>&</sup>lt;sup>3</sup>"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

### 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.

Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)
<u>+</u>			

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

ITEM 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 po	aid, or will be paid, in connectic	on with the distribution.			
Yes	If yes, indicate numbe	r of persons compensated.	1		
a) Name of person compensate	ed and registration status				
Indicate whether the person compensated i	is a registrant.				
No					
If the person compensated is an individual,	provide the name of the indivi	dual.		1	
Full legal name of individual					
	Family name	First given name	Secondary given names		
If the person compensated is not an individ	individual Brandy Creek				
			P 11.5		
	D number		pplicable)		
Indicate whether the person compensated to No	actiliated the distribution throt	ign a junaing portat or an intern	et-basea portat.		
b) Business contact information	า				
If a firm NRD number is not provided in Ite		ntact information of the person b	peina compensated.		
	Brightondale Close SE	Trace arrennation of the person of	eang compensacea.		
Municipality Cal	narv	Province/State	AB		
Country Can	· ·	Postal code/Zip code			
	rge.davidson@shaw.ca	Telephone number	4038271085		
c) Relationship to issuer or inve	-				
Indicate the person's relationship with the instructions and the meaning of "control" in				ed" in Part B(2) of the	
	or investment fund manager				
Insider of the issuer (other	r than an investment fund)				
Director or officer of the in	vestment fund or investment for	und manager			
Employee of the issuer or		•			
	investment fund manager				
<u> </u>					
d) Compensation details					
Provide details of all compensation paid, or Canadian dollars. Include cash commission	r to be paid, to the person ident is, securities-hased compensation	tified in Item 8(a) in connection w	vith the distribution. Provid ensation Do not report pay	e all amounts in yments for services	
incidental to the distribution, such as cleric	al, printing, legal or accounting	services. An issuer is not require	d to ask for details about, o		
allocation arrangements with the directors,  Cash commissions paid 20	, officers or employees of a non	-ındıvıdual compensated by the i	ssuer.		
·	7,000.00	Security code 1	Security code 2 Secu	urity code 3	
Value of all securities distributed as compensation <sup>4</sup>	0.00 Sec	curity codes	Security code 2 Sect	my code 5	
Describe terms of wa	arrants, options or other rights				
Other compensation <sup>5</sup>	0.00 Describe				
Total compensation paid 20	0,000.00				
Check box if the person will	or may receive any deferred co	ompensation (describe the terms	below)		
<sup>4</sup> Provide the aggregate value of all securities distrib					
security codes for all securities distributed as comp <sup>5</sup> Do not include deferred compensation.	ensauon, <u>including options,</u> warrants	or other rights exercisable to acquire a	ruunionai securities of the Issuei		
<sub>F</sub>				Add Item 8	

ITEN	И 9 - DIRECTORS, EXE	CUTIVE OFFI	CERS AND PI	romoters o	F THE ISSUER				
If the	e issuer is an investment fu	ınd, do not com	plete Item 9. P	roceed to Item 1	0.				
Indica	ate whether the issuer is any	of the following	(select the one t	that applies - if m	nore than one applies,	select only	one).		
	Reporting issuer in a	ny jurisdiction o	f Canada						
	Foreign public issuer								
	Wholly owned subsi	diary of a report	ting issuer in an	y jurisdiction of C	anada <sup>6</sup>				
		Provide nai	me of reporting	issuer					
	Wholly owned subsi	diary of a foreig	n public issuer <sup>6</sup>						
		Provide name o	of foreign public	issuer					
	Issuer distributing or	nly eligible forei	gn securities an	d the distribution	is to permitted clients	s only <sup>7</sup>			
<sup>6</sup> An iss owned <sup>7</sup> Chec	e issuer is at least one of the suer is a wholly owned subsidiary I by its directors, are beneficially of k this box if it applies to the current in security" and "permitted client" in	of a reporting issue wned by the report at distribution even in Part B(1) of the In	er or a foreign public ing issuer or the for if the issuer made p structions.	c issuer if all of the is reign public issuer, re previous distributions	suer's outstanding voting spectively. of other types of securitie				
	<b>✗</b> If the issuer is non	e of the above,	check this bo	x and complete	Item 9(a) - (c).				
	a) Directors, executive	officers and pr	omoters of the	e issuer					
Provi	de the following information wise state the country. For "F	for each directo Relationship to is	r, executive offic ssuer", "D" - Dir	er and promoter of ector, "O" - Execu	itive Officer, "P" - Pro	ions within moter.	Canada, s	tate the provin	ce or territory,
0	rganization or company name	Family name	First given name	Secondary given names	Business location of non-individual or residential jurisdiction of individu		elationship issuer select all the apply)		
					Province or country	D	0	Р	
+	ApartmentLove Inc.	Davidson	Trevor	Allan	ВС	x	X	x	
+	ApartmentLove Inc.	Davidson	George	John	AB	x	X	x	
+	ApartmentLove Inc.	Doublet	Philip		ВС	×			
+	ApartmentLove Inc.	Korman	lan		ON	x			
- + -	ApartmentLove Inc.	Thompson	Brian		AB	x			
+ + +	ApartmentLove Inc.	Bryant	Murray		ON	×			
	ApartmentLove Inc.	MacMillan	Scott		ON	×			
+									
k	<ul><li>) Promoter information</li></ul>								
	promoter listed above is not n Canada, state the province								
Organization or company name Family name First given name Secondary given names Residential jurisdiction (select one or both if applicable)									
					Province or country		)	0	
+									
	c) Residential addres	ss of each indi	vidual						

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

### ITEM 10 - CERTIFICATION

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

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.

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

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exempt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter/investment fund manager, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

Name of issuer/underwriter/ investment fund manager/agent	ApartmentLove Inc.				
Full legal name	Davidson	Trevor			
	Family name	First given name	е	Secondary giv	ren names
Title	President & CEO				
Telephone number	6472729702	Email address	tdavidson@	)apartmentl	love.com
Signature	"Trevor Davidson"	Date	2021	11	04
		_	YYYY	MM	DD

## 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	Davidson	Trevor	Allan	Title	President & CEO			
	Family name	First given name	Secondary given	ven				
Name of company	ApartmentLove Inc.							
Telephone number	5471729702		Email address	tdavidson@apa	artmentlove.com			

### Notice – Collection and use of personal information

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

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

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

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

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

### **Questions:**

Refer any questions to:

#### **Alberta Securities Commission**

Suite 600, 250 – 5th Street SW Calgary, Alberta T2P 0R4 Telephone: 403-297-6454

Toll free in Canada: 1-877-355-0585

Facsimile: 403-297-2082

Public official contact regarding indirect collection of

information: FOIP Coordinator

### **British Columbia Securities Commission**

P.O. Box 10142, Pacific Centre 701 West Georgia Street

Vancouver, British Columbia V7Y 1L2

Inquiries: 604-899-6854

Toll free in Canada: 1-800-373-6393

Facsimile: 604-899-6581 Email: FOI-privacy@bcsc.bc.ca

Public official contact regarding indirect collection of

information: FOI Inquiries

### The Manitoba Securities Commission

500 – 400 St. Mary Avenue Winnipeg, Manitoba R3C 4K5 Telephone: 204-945-2561

Toll free in Manitoba: 1-800-655-5244

Facsimile: 204-945-0330

Public official contact regarding indirect collection of

information: Director

# Financial and Consumer Services Commission (New Brunswick)

85 Charlotte Street, Suite 300 Saint John, New Brunswick E2L 2J2

Telephone: 506-658-3060

Toll free in Canada: 1-866-933-2222

Facsimile: 506-658-3059 Email: info@fcnb.ca

Public official contact regarding indirect collection of information: Chief Executive Officer and Privacy Officer

# Government of Newfoundland and Labrador Financial Services Regulation Division

P.O. Box 8700

Confederation Building 2nd Floor, West Block Prince Philip Drive

St. John's, Newfoundland and Labrador A1B 4J6

Attention: Director of Securities Telephone: 709-729-4189 Facsimile: 709-729-6187

Public official contact regarding indirect collection of

information: Superintendent of Securities

#### **Government of the Northwest Territories**

Office of the Superintendent of Securities

P.O. Box 1320

Yellowknife, Northwest Territories X1A 2L9

Telephone: 867-767-9305 Facsimile: 867-873-0243

Public official contact regarding indirect collection of

information: Superintendent of Securities

### **Nova Scotia Securities Commission**

Suite 400. 5251 Duke Street

Duke Tower P.O. Box 458

Halifax, Nova Scotia B3J 2P8 Telephone: 902-424-7768 Facsimile: 902-424-4625

Public official contact regarding indirect collection of

information: Executive Director

## Government of Nunavut Department of Justice

Legal Registries Division P.O. Box 1000, Station 570 1st Floor, Brown Building Iqaluit, Nunavut XOA 0H0 Telephone: 867-975-6590 Facsimile: 867-975-6594

Public official contact regarding indirect collection of

information: Superintendent of Securities

### **Ontario Securities Commission**

20 Queen Street West, 22nd Floor Toronto, Ontario M5H 3S8 Telephone: 416-593-8314

Toll free in Canada: 1-877-785-1555

Facsimile: 416-593-8122

Email: exemptmarketfilings@osc.gov.on.ca

Public official contact regarding indirect collection of

information: Inquiries Officer

## **Prince Edward Island Securities Office**

95 Rochford Street, 4th Floor Shaw Building

P.O. Box 2000

Charlottetown, Prince Edward Island C1A 7N8

Telephone: 902-368-4569 Facsimile: 902-368-5283

Public official contact regarding indirect collection of

information: Superintendent of Securities

### Autorité des marchés financiers

800, rue du Square-Victoria, 22e étage

C.P. 246, tour de la Bourse Montréal, Québec H4Z 1G3

Telephone: 514-395-0337 or 1-877-525-0337 Facsimile: 514-873-6155 (For filing purposes only) Facsimile: 514-864-6381 (For privacy requests only)

Email: financementdessocietes@lautorite.qc.ca (For corporate finance issuers); fonds\_dinvestissement@lautorite.qc.ca (For

investment fund issuers)

Public official contact regarding indirect collection of

information: Corporate Secretary

## **Financial and Consumer Affairs Authority of Saskatchewan**

Suite 601 - 1919 Saskatchewan Drive Regina, Saskatchewan S4P 4H2 Telephone: 306-787-5842 Facsimile: 306-787-5899

Public official contact regarding indirect collection of

information: Director

## Office of the Superintendent of Securities Government of Yukon Department of Community Services

307 Black Street, 1st Floor P.O. Box 2703, C-6 Whitehorse, Yukon Y1A 2C6

Telephone: 867-667-5466 Facsimile: 867-393-6251 Email: securities@gov.yk.ca

Public official contact regarding indirect collection of

information: Superintendent of Securities