

# Form 45-106F1 - Report of Exempt Distribution

Except in British Columbia, this is the form required under section 6.1 of NI 45-106 for a report of exempt distribution. In British Columbia, the required form is Form 45-106F6.

## Issuer / underwriter information

Item 1:

Full name of issuer:

(If the issuer is an investment fund, state the name of the fund.)

Former name of issuer:

(If the issuer's name has changed since the last report, state the former name.)

Is the issuer an investment fund?  No  Yes

If no, provide head office address and phone number of the issuer.

If yes, provide full name, head office address and phone number of the investment fund manager.

If applicable, provide full name of investment fund manager:

Head office address and phone number of the issuer or, if applicable, the investment fund manager.

Suite / Apt #:

Street address:

City / Town:

Province:

Country Postal code:

Phone number:

123

456-7890

Extension

Foreign Phone Number

Has this form been completed by an underwriter?  No  Yes

If yes, provide full name, head office address and phone number of the underwriter.

Full name of the underwriter:

Head office address and phone number of the underwriter.

Suite / Apt #:

Street address:

City / Town:

Province:

Country Postal code:

Phone number:

123

456-7890

Extension

Foreign Phone Number

Item 2:

Is the issuer a reporting issuer?  No  Yes

If yes, indicate all jurisdictions in which the issuer is reporting:

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

Item 3:

Indicate the industry of the issuer from the following list:

- |   |                                      |
|---|--------------------------------------|
| <input type="checkbox"/> Bio-tech               | <input type="checkbox"/> Forestry    |
| <input type="checkbox"/> Hi-tech                | <input type="checkbox"/> Industrial  |
| <input checked="" type="checkbox"/> Oil and gas | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Utilities              |                                      |

Financial Services

Mining

- |   |  |
|---|--|
| <input type="checkbox"/> Investment companies and funds | <input type="checkbox"/> Exploration / development |
| <input type="checkbox"/> Mortgage investment companies  | <input type="checkbox"/> Production                |
| <input type="checkbox"/> Securitized products issuers   |  |

Other   
Describe

**Details of distribution**

Item 4:

Complete Schedule 1 in a separate ".xlsx" file. Schedule 1 is designed to assist in completing the remainder of this report.

Item 5:

State all distribution dates:

|                                  |                                 |                                   |                                 |                                 |                                 |                                 |                                 |                                 |
|----------------------------------|---------------------------------|-----------------------------------|---------------------------------|---------------------------------|---------------------------------|---------------------------------|---------------------------------|---------------------------------|
| <input type="text" value="Apr"/> | <input type="text" value="14"/> | <input type="text" value="2016"/> | <input type="text" value="--"/> | <input type="text" value="--"/> | <input type="text" value="--"/> | <input type="text" value="--"/> | <input type="text" value="--"/> | <input type="text" value="--"/> |
| M                                | D                               | Y                                 | M                               | D                               | Y                               | M                               | D                               | Y                               |
| <input type="text" value="--"/>  | <input type="text" value="--"/> | <input type="text" value="--"/>   | <input type="text" value="--"/> | <input type="text" value="--"/> | <input type="text" value="--"/> | <input type="text" value="--"/> | <input type="text" value="--"/> | <input type="text" value="--"/> |
| M                                | D                               | Y                                 | M                               | D                               | Y                               | M                               | D                               | Y                               |
| <input type="text" value="--"/>  | <input type="text" value="--"/> | <input type="text" value="--"/>   | <input type="text" value="--"/> | <input type="text" value="--"/> | <input type="text" value="--"/> | <input type="text" value="--"/> | <input type="text" value="--"/> | <input type="text" value="--"/> |
| M                                | D                               | Y                                 | M                               | D                               | Y                               | M                               | D                               | Y                               |
| For Investment Funds From        | <input type="text" value="--"/> | <input type="text" value="--"/>   | <input type="text" value="--"/> | To                              | <input type="text" value="--"/> | <input type="text" value="--"/> | <input type="text" value="--"/> |                                 |
|                                  | M                               | D                                 | Y                               | M                               | D                               | Y                               |                                 |                                 |

Item 6:

Provide the following information for each security distributed.

|   | Type of security       | Number of securities distributed              | Convertible or exchangeable (Yes / No) | Type of underlying security If a convertible or exchangeable security |
|---|------------------------|---|--|---|
| 1 | Units                  | 665,000                                       | Y                                      | Common Share  |
|   | Type of security       | #   | Y/N                                    | Type of underlying security   |
|   | Exemption(s) relied on | 2.3 (Accredited Investor)                     |  |   |
| 2 | Warrants               | 2,400   | Y                                      | Common Share  |
|   | Type of security       | #   | Y/N                                    | Type of underlying security   |
|   | Exemption(s) relied on | 2.3 (Accredited Investor) - Finder's Warrants |  |   |
| 3 | Select security type   |   |  |   |
|   | Type of security       | #   | Y/N                                    | Type of underlying security   |
|   | Exemption(s) relied on |   |  |   |
| 4 | Select security type   |   |  |   |
|   | Type of security       | #   | Y/N                                    | Type of underlying security   |
|   | Exemption(s) relied on |   |  |   |
| 5 | Select security type   |   |  |   |
|   | Type of security       | #   | Y/N                                    | Type of underlying security   |
|   | Exemption(s) relied on |   |  |   |

If applicable, describe the terms of exercise or conversion and any expiry date for each convertible or exchangeable security listed above.

Each Unit is comprised of one common share in the capital of Zenith Energy Ltd. ("Common Share") and one Common Share purchase warrant ("Warrant"). Each Warrant will be exercisable for one Common Share at a price of \$0.15 per share for a period of 24 months from the date of closing of the offering.

Item 7:

Provide the following information for each jurisdiction where purchasers reside. Do not include securities issued as payment for commissions or finder’s fees disclosed under Item 8 below.

| Each jurisdiction where purchasers reside                             | Number of purchasers | Price per security (Canadian \$) <sup>1</sup> |         | Dollar value raised from purchasers in the jurisdiction (Canadian \$) |
|---|----------------------|---|---------|---|
|   |                      | Lowest  | Highest |   |
| United Kingdom  | 1                    | 0.08  | 0.08    | 3,200.00  |
| Australia   | 1                    | 0.08  | 0.08    | 50,000.00   |
|   |                      |   |         |   |
| Select Prov or Enter Equiv  |                      |   |         |   |
| Select Prov or Enter Equiv  |                      |   |         |   |
| Select Prov or Enter Equiv  |                      |   |         |   |
| Select Prov or Enter Equiv  |                      |   |         |   |
| Select Prov or Enter Equiv  |                      |   |         |   |
| Select Prov or Enter Equiv  |                      |   |         |   |
| Select Prov or Enter Equiv  |                      |   |         |   |
| Select Prov or Enter Equiv  |                      |   |         |   |
| Select Prov or Enter Equiv  |                      |   |         |   |
| Select Prov or Enter Equiv  |                      |   |         |   |
| Select Prov or Enter Equiv  |                      |   |         |   |
| Select Prov or Enter Equiv  |                      |   |         |   |
| Select Prov or Enter Equiv  |                      |   |         |   |
| Select Prov or Enter Equiv  |                      |   |         |   |
| Select Prov or Enter Equiv  |                      |   |         |   |
| Select Prov or Enter Equiv  |                      |   |         |   |
| Select Prov or Enter Equiv  |                      |   |         |   |
| Select Prov or Enter Equiv  |                      |   |         |   |
| Select Prov or Enter Equiv  |                      |   |         |   |
| Total number of purchasers  | 2                    |   |         |   |
| Total dollar value of distribution in all jurisdictions (Canadian \$) |                      |   |         | 53,200.00   |

Optional: If the distribution was not made in Canadian dollars, you may provide additional information, such as the foreign currency, the amount of distribution(s) in foreign currency, or the exchange rate(s) used.

<sup>1</sup> If securities are issued at different prices, list the lowest and highest prices that the securities sold for. If securities are issued at the same price, list that price in the “Highest” column.

**Item 8: Commissions and Finder's Fees**

Provide the following information for each person who has received or will receive compensation in connection with the distribution(s). Do not include the exercise price of any convertible security in the total dollar value of compensation unless the securities have been converted. Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

|                        |                                     | Compensation paid or to be paid (cash and / or securities)                       |                             |                           |                    |                      |             |      | Total dollar value of compensation<br>(Canadian \$) |
|------------------------|-------------------------------------|--|-----------------------------|---------------------------|--------------------|----------------------|-------------|------|---|
|                        |                                     | Cash<br>(Canadian \$)  | Number of securities issued | Type of securities issued | Price per security | Date of distribution |             |      |   |
| 1                      | Compensation                        | 192.00   | 2,400                       | Warrants                  | 0.15               | Apr                  | 14          | 2016 | 192.00  |
|                        |                                     | Cash   | #                           | Type of securities        | Price              | M                    | D           | Y    | Total   |
|                        | Full name – individual <sup>2</sup> | First Name   |                             | Middle Name               | Last Name          |                      |             |      |   |
|                        | Full name – other <sup>3</sup>      | Canaccord Genuity Corp.<br>Name of Entity (i.e. Corporation, Partnership, Trust) |                             |                           |                    |                      |             |      |   |
|                        | Full address                        | 2200   | 609 Granville Street        |                           |                    |                      |             |      |   |
|                        |                                     | Suite / Apt  | Street Address              |                           |                    |                      |             |      |   |
| Vancouver              |                                     | British Columbia   |                             | Canada                    |                    | V7Y 1H2              |             |      |   |
| Exemption(s) relied on | 2.3 (Accredited Investor)           |  |                             |                           |                    |                      |             |      |   |
| 2                      | Compensation                        |  |                             | Select security type      |                    | --                   | --          | --   |   |
|                        |                                     | Cash   | #                           | Type of securities        | Price              | M                    | D           | Y    | Total   |
|                        | Full name – individual <sup>2</sup> | First Name   |                             | Middle Name               | Last Name          |                      |             |      |   |
|                        | Full name – other <sup>3</sup>      | Name of Entity (i.e. Corporation, Partnership, Trust)                            |                             |                           |                    |                      |             |      |   |
|                        | Full address                        | Suite / Apt  | Street Address              |                           |                    |                      |             |      |   |
|                        |                                     |  | Select Prov or Enter Equiv  |                           | Country            |                      | Postal Code |      |   |
|                        |                                     | City / Town  |                             | Province                  |                    | Postal Code          |             |      |   |
| Exemption(s) relied on |                                     |  |                             |                           |                    |                      |             |      |   |

<sup>2</sup> This row is not applicable if the person receiving the compensation is not an individual.

<sup>3</sup> This row is not applicable if the person receiving the compensation is an individual.

|                        |                                     |   |                |                            |           |         |    |             |       |  |
|------------------------|-------------------------------------|---|----------------|----------------------------|-----------|---------|----|-------------|-------|--|
| 3                      | Compensation                        | Cash  | #              | Select security type       | Price     | --      | -- | --          | Total |  |
|                        |                                     |   |                | Type of securities         | M         | D       | Y  |             |       |  |
|                        | Full name – individual <sup>2</sup> | First Name  |                | Middle Name                | Last Name |         |    |             |       |  |
|                        | Full name – other <sup>3</sup>      | Name of Entity (i.e. Corporation, Partnership, Trust) |                |                            |           |         |    |             |       |  |
|                        | Full address                        | Suite / Apt   | Street Address |                            |           |         |    |             |       |  |
|                        |                                     | City / Town   |                | Province                   |           | Country |    | Postal Code |       |  |
| Exemption(s) relied on |                                     |   |                |                            |           |         |    |             |       |  |
| 4                      | Compensation                        | Cash  | #              | Select security type       | Price     | --      | -- | --          | Total |  |
|                        |                                     |   |                | Type of securities         | M         | D       | Y  |             |       |  |
|                        | Full name – individual <sup>2</sup> | First Name  |                | Middle Name                | Last Name |         |    |             |       |  |
|                        | Full name – other <sup>3</sup>      | Name of Entity (i.e. Corporation, Partnership, Trust) |                |                            |           |         |    |             |       |  |
|                        | Full address                        | Suite / Apt   | Street Address |                            |           |         |    |             |       |  |
|                        |                                     | City / Town   |                | Select Prov or Enter Equiv |           | Country |    | Postal Code |       |  |
| Exemption(s) relied on |                                     |   |                |                            |           |         |    |             |       |  |
| 5                      | Compensation                        | Cash  | #              | Select security type       | Price     | --      | -- | --          | Total |  |
|                        |                                     |   |                | Type of securities         | M         | D       | Y  |             |       |  |
|                        | Full name – individual <sup>2</sup> | First Name  |                | Middle Name                | Last Name |         |    |             |       |  |
|                        | Full name – other <sup>3</sup>      | Name of Entity (i.e. Corporation, Partnership, Trust) |                |                            |           |         |    |             |       |  |
|                        | Full address                        | Suite / Apt   | Street Address |                            |           |         |    |             |       |  |
|                        |                                     | City / Town   |                | Select Prov or Enter Equiv |           | Country |    | Postal Code |       |  |
| Exemption(s) relied on |                                     |   |                |                            |           |         |    |             |       |  |

|                        |                                     |   |                |                            |           |             |    |             |       |  |
|------------------------|-------------------------------------|---|----------------|----------------------------|-----------|-------------|----|-------------|-------|--|
| 6                      | Compensation                        | Cash  | #              | Select security type       | Price     | --          | -- | --          | Total |  |
|                        | Full name – individual <sup>2</sup> | First Name  |                | Middle Name                | Last Name |             |    |             |       |  |
|                        | Full name – other <sup>3</sup>      | Name of Entity (i.e. Corporation, Partnership, Trust) |                |                            |           |             |    |             |       |  |
|                        | Full address                        | Suite / Apt   | Street Address |                            |           |             |    |             |       |  |
|                        |                                     | City / Town   |                | Select Prov or Enter Equiv |           | Country     |    | Postal Code |       |  |
|                        |                                     | Province  |                | Country                    |           | Postal Code |    |             |       |  |
| Exemption(s) relied on |                                     |   |                |                            |           |             |    |             |       |  |
| 7                      | Compensation                        | Cash  | #              | Select security type       | Price     | M           | D  | Y           | Total |  |
|                        | Full name – individual <sup>2</sup> | First Name  |                | Middle Name                | Last Name |             |    |             |       |  |
|                        | Full name – other <sup>3</sup>      | Name of Entity (i.e. Corporation, Partnership, Trust) |                |                            |           |             |    |             |       |  |
|                        | Full address                        | Suite / Apt   | Street Address |                            |           |             |    |             |       |  |
|                        |                                     | City / Town   |                | Select Prov or Enter Equiv |           | Country     |    | Postal Code |       |  |
|                        |                                     | Province  |                | Country                    |           | Postal Code |    |             |       |  |
| Exemption(s) relied on |                                     |   |                |                            |           |             |    |             |       |  |
| 8                      | Compensation                        | Cash  | #              | Select security type       | Price     | M           | D  | Y           | Total |  |
|                        | Full name – individual <sup>2</sup> | First Name  |                | Middle Name                | Last Name |             |    |             |       |  |
|                        | Full name – other <sup>3</sup>      | Name of Entity (i.e. Corporation, Partnership, Trust) |                |                            |           |             |    |             |       |  |
|                        | Full address                        | Suite / Apt   | Street Address |                            |           |             |    |             |       |  |
|                        |                                     | City / Town   |                | Select Prov or Enter Equiv |           | Country     |    | Postal Code |       |  |
|                        |                                     | Province  |                | Country                    |           | Postal Code |    |             |       |  |
| Exemption(s) relied on |                                     |   |                |                            |           |             |    |             |       |  |

|                        |                                     |   |                |                            |           |             |    |             |       |  |
|------------------------|-------------------------------------|---|----------------|----------------------------|-----------|-------------|----|-------------|-------|--|
| 9                      | Compensation                        | Cash  | #              | Select security type       | Price     | --          | -- | --          | Total |  |
|                        | Full name – individual <sup>2</sup> | First Name  |                | Middle Name                | Last Name |             |    |             |       |  |
|                        | Full name – other <sup>3</sup>      | Name of Entity (i.e. Corporation, Partnership, Trust) |                |                            |           |             |    |             |       |  |
|                        | Full address                        | Suite / Apt   | Street Address |                            |           |             |    |             |       |  |
|                        |                                     | City / Town   |                | Select Prov or Enter Equiv |           | Country     |    | Postal Code |       |  |
|                        |                                     | Province  |                | Country                    |           | Postal Code |    |             |       |  |
| Exemption(s) relied on |                                     |   |                |                            |           |             |    |             |       |  |
| 10                     | Compensation                        | Cash  | #              | Select security type       | Price     | --          | -- | --          | Total |  |
|                        | Full name – individual <sup>2</sup> | First Name  |                | Middle Name                | Last Name |             |    |             |       |  |
|                        | Full name – other <sup>3</sup>      | Name of Entity (i.e. Corporation, Partnership, Trust) |                |                            |           |             |    |             |       |  |
|                        | Full address                        | Suite / Apt   | Street Address |                            |           |             |    |             |       |  |
|                        |                                     | City / Town   |                | Select Prov or Enter Equiv |           | Country     |    | Postal Code |       |  |
|                        |                                     | Province  |                | Country                    |           | Postal Code |    |             |       |  |
| Exemption(s) relied on |                                     |   |                |                            |           |             |    |             |       |  |

If the securities being issued as compensation are or include convertible securities, such as warrants or options, describe the terms of the convertible securities, including the term and exercise price.

Each Warrant will be exercisable for one Common Share at a price of \$0.15 per share for a period of 24 months from the date of closing of the offering.



Item 9:

If a distribution is made in Ontario, you will need to also attach the *Notice – Collection and use of personal information* and the *Authorization of Indirect Collection of Personal Information for Distributions in Ontario*. (see next page)

**Certificate**

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

Date: 

|     |    |      |
|-----|----|------|
| Apr | 21 | 2016 |
| M   | D  | Y    |

Name of issuer 

|                    |
|--------------------|
| Zenith Energy Ltd. |
|--------------------|

Name of person signing 

|                 |
|-----------------|
| Andrea Cattaneo |
|-----------------|

Title of person signing 

|                         |
|-------------------------|
| Chief Executive Officer |
|-------------------------|

Telephone number 

|     |          |           |                      |
|-----|----------|-----------|----------------------|
| 403 | 938-8154 |           |                      |
| 123 | 456-7890 | Extension | Foreign Phone Number |

Signature (Typed) 

|                            |
|----------------------------|
| (signed) "Andrea Cattaneo" |
|----------------------------|

Item 10:

Provide the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

Name of contact person 

|  |
|--|
|  |
|--|

Title of contact person 

|  |
|--|
|  |
|--|

Telephone number 

|     |          |           |                      |
|-----|----------|-----------|----------------------|
|     |          |           |                      |
| 123 | 456-7890 | Extension | Foreign Phone Number |

**IT IS AN OFFENSE TO MAKE A MISREPRESENTATION IN THIS REPORT.**

Item 11:

**Notice - Collection and use of personal information**

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

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

**Authorization of Indirect Collection of Personal Information for Distributions in Ontario**

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

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

## **Securities Regulatory Authorities and Regulators**

Alberta Securities Commission  
Suite 600, 250 – 5th Street SW  
Calgary, AB T2P 0R4  
Telephone: (403) 297-6454  
Facsimile: (403) 297-6156

Financial and Consumer Affairs Authority of Saskatchewan  
Suite 601 - 1919 Saskatchewan Drive Regina,  
Saskatchewan S4P 4H2  
Telephone: (306) 787-5879  
Facsimile: (306) 787-5899

The Manitoba Securities Commission  
500 – 400 St Mary Avenue  
Winnipeg, Manitoba R3C 4K5  
Telephone: (204) 945-2548  
Toll free in Manitoba 1-800-655-5244  
Facsimile: (204) 945-0330

Ontario Securities Commission  
Suite 1903, Box 55  
20 Queen Street West  
Toronto, Ontario M5H 3S8  
Telephone: (416) 593- 8314  
Toll free in Canada: 1-877-785-1555  
Facsimile: (416) 593-8122

Public official contact regarding indirect collection of information:  
Administrative Support Clerk Telephone: (416) 593-3684

Autorité des marchés financiers  
800, 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)

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 New Brunswick 1-866-933-2222  
Facsimile: (506) 658-3059

Nova Scotia Securities Commission  
Suite 400, 5251 Duke Street  
Halifax, Nova Scotia B3J 1P3  
Telephone: (902) 424-7768  
Facsimile: (902) 424-4625

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

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, NFLD A1B 4J6  
Attention: Director of Securities  
Telephone: (709) 729-4189  
Facsimile: (709) 729-6187

Government of Yukon  
Office of the Yukon Superintendent of Securities  
Government of Yukon Department of Community Services  
307 Black Street, 1st Floor  
PO Box 2703 (C-6)  
Whitehorse, Yukon Y1A 2C6  
Telephone: (867) 667-5466  
Facsimile: (867) 393-6251

Government of Northwest Territories  
Department of Justice  
Securities Registry  
1st Floor, Stuart M. Hodgson Building  
5009 – 49th Street  
Yellowknife, Northwest Territories X1A 2L9  
Telephone: (867) 920-3318  
Facsimile: (867) 873-0243

Government of Nunavut  
Department of Justice  
Legal Registries Division  
P.O. Box 1000, Station 570  
1st Floor, Brown Building  
Iqaluit, Nunavut X0A 0H0  
Telephone: (867) 975-6590  
Facsimile: (867) 975-6594