



**Form XD F-1
NOTICE OF EXEMPT DISTRIBUTION**

This is the form required under 4.1 of Guidelines XD.

INSTRUCTION: Provide full and complete particulars with respect to each item below. If any item does not apply to the proposed trade or distribution, provide a brief explanation as to why the item does not apply.

Information about the issuer

Item 1: The full name of the issuer of the securities to be distributed, the address of its registered office and the issuer's jurisdiction of incorporation.

Item 2: The address and telephone number of the principal business office of the issuer. If the issuer is a foreign person, the name and address of its agent in Jamaica.

Item 3: The names and residential addresses of the directors of the issuer.

Item 4: The general nature of the business activity actually carried on or to be carried on by the issuer.

Item 5: A table showing the capitalization of the issuer, together with a description of the amount and classes of outstanding securities of the issuer.

Item 6: The names and addresses of all persons beneficially owning 10% or more in aggregate of the outstanding stock of the issuer.

Information about the proposed distribution

Item 7: Names and addresses of proposed underwriters of the issue or any licensed dealers expected to participate in the distribution.

Item 8: The amount and type of securities to be offered and the specific exemption or exemptions under Regulation XD that are applicable to the distribution.

Item 9: The names, addresses and holdings of any beneficial owners of securities who will be selling securities as part of the offering (selling security holders).

Item 10: The estimated net proceeds to be derived by the issuer and selling security holders from the securities being offered.

Item 11: Details of distribution arrangements, including whether underwriters or agents of the issuer will participate in the distribution and (if known) whether the distribution will be by way of a firm underwriting or on a best efforts or agency basis.

Item 12: The approximate price (or price range) at which it is proposed that the security shall be offered.

Item 13: The approximate date on which the proposed offer of the security will be made and the expected time-frame to complete the distribution.

Item 14: The purposes for which the proceeds of the distribution will be applied, including details regarding the repayment or refinancing of existing debt, purchase of or payment for property, redemption or resale of existing securities etc.

Item 15: The names of any promoters¹ of the issuer and details of any promoter's relationship with the issuer.

Item 16: Information as to each other jurisdiction in which the offering is proposed to be made and whether such offering will be an exempt offering or will be made through a prospectus in such jurisdiction

¹ The term "promoter" means

- (1) a person who, acting alone or in conjunction with one or more other persons, directly or indirectly takes the initiative in founding, organizing or substantially reorganizing the business of an issuer, or
- (2) a person who, in connection with the founding, organizing or substantial reorganizing of the business of an issuer, directly or indirectly receives in consideration of services or property, 10 per cent or more of any class of securities of the issuer or 10 per cent or more of the proceeds from the sale of any class of securities of a particular issue, but a person who receives such securities or proceeds either solely as underwriting commissions or solely in consideration of property shall not be deemed a promoter if he does not otherwise take part in founding, organizing or substantially reorganizing the business.

Item 17: Particulars as to any proposed eventual public offering in Jamaica of the securities to be issued

Certifications

I have reviewed this Form XD F-1 Notice of Exempt Distribution (“Notice”) of [name of issuer]. Based on my personal knowledge of the information provided in this Notice, after due inquiry, I certify that this Notice is true and correct in all respects. I understand that this Notice will be relied upon by the Financial Services Commission in considering the applicability and compliance with Regulation XD under the *Securities Act*.

(signature of director)

Name and address:

(signature of director)

Name and address:

Date: _____.

IT IS AN OFFENCE UNDER THE *SECURITIES ACT* TO MAKE A MISREPRESENTATION IN THIS REPORT

**Form XD F-2
EXEMPT DISTRIBUTION REPORT**

This is the form required under 4.3 of *Guideline XD*.

Issuer Information

Item 1: State the full name of the issuer of the security distributed and the address and telephone number of its head office.

Item 2: State whether or not the issuer is a reporting issuer.

Details of Distribution

Item 3: Complete the following table with respect to each purchaser. This will help you in completing the remainder of this report.

Full name, address and telephone number of each purchaser	Number and type of securities purchased	Total purchase price (\$JA)	Exemption relied on	Date of distribution

Item 4: Complete the following table for each jurisdiction (Jamaica and foreign jurisdictions)

where purchasers of the securities reside. Do not include in this table securities issued as payment for commissions or finders fees disclosed under item 5 below.

Jurisdiction where purchasers reside	Number of purchasers	Price per security (Jamaican \$) ¹	Total value raised from purchasers in the jurisdiction (Jamaican \$)
Jamaica			
Other jurisdiction ²			
Total number of purchasers			
Total dollar value of distribution in all jurisdictions (Jamaican \$)			

Note 1. If securities are issued at different prices list the highest and lowest price the securities were sold for.
 Note 2. Add rows as necessary. List each jurisdiction on a separate row.

Commissions and finders' fees

Item 5: Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include payments incidental to the distribution such as legal, accounting, printing, advertising or similar services.

Full name and address of person being compensated	Compensation paid or to be paid (cash or securities)				
	Cash (\$JA)	Securities			Total JA \$ value of compensation
		No. and type	Price per security	Exemption and date of distribution	

Certificate

On behalf of the issuer, I certify, after diligent inquiry, that all information contained in this report is true.

Date: _____

 Name of issuer

 Print name, title and telephone number of person signing

 Signature

Item 6: State the name, title and telephone number of the person who may be contacted with

respect to any questions regarding the contents of this report, if different from the person signing the certificate.

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