

Form 45-106F16
Notice of Use of Proceeds

Port Renfrew Development Trust

For the financial year ended 31 December 2018

Date: 30th April 2018

1 Opening Proceeds			
	(A)	Closing unused proceeds balance from the last Notice in Form 45-106F16 filed, if any	\$25,445
	(B)	Proceeds raised in the most recently completed financial year	\$472,226
	(C)	Total opening proceeds [Line (C) = Line (A) + Line (B)]	\$497,671
2 Proceeds Used During the Most Recently Completed Financial Year			
	i	<i>Selling Commissions, Paid to WealthTerra Capital Management Inc. a registered Exempt Market Dealer and related party to the Trust</i>	\$43,724
	ii.	<i>Offering Costs</i> <ul style="list-style-type: none"> - Legal fees on closings - \$9,781 - OCMX listing fees - \$14,074 - Administration fee to investor - \$(500) 	\$23,355
	ii	<i>Working Capital for real estate assets – Inventory Costs</i> <ul style="list-style-type: none"> - Class B Interest - Management fee paid to Valhalla Capital Group as Manager of the Fund, a related party to the Trust - Director Fee's - BC Property Tax - Show office & Site Unit - Beachview Rise Development Activities - Engineering, Environmental Planning (Water servicing, civil, geo-tech etc.) 	 \$3,959 \$122,857 \$7,000 \$7,061 \$22,115 \$20,840 \$77,182
		<i>Legal Fees (general and responding to regulatory matters)</i>	\$24,580
		<i>Audit</i>	\$16,700
		<i>Interest on Promissory Note(s)</i>	\$13,842
		<i>Marketing (Beachview Rise development Marketing, Website and Social Media as well as General Advertising)</i>	\$21,657
		<i>Rent (reported in 2017 audit and paid in 2018 – Paid to WealthTerra Capital Management Inc. a related party to the Trust and</i>	\$10,080

		<i>subsequently paid to office property owner.)</i>	
		<i>Other General & Administrative Costs</i>	\$38,212
		<i>Redemption on units less redemption fee</i>	\$50,000
		<i>Proceeds of short term loans less repayments</i>	\$(18,027)
	iii.	<i>Related Party – Port Renfrew Management Ltd. - Related party loan</i>	\$(32,959)
	(D)	Total used proceeds <i>[Line (D) is the sum of the uses of proceeds itemized in this section 2 of the table, and must equal the aggregate gross proceeds used during the most recently completed financial year.]</i>	\$452,178
3	Closing Unused Proceeds		
	(E)	Closing unused proceeds <i>[Line (E) = Line (C) – Line (D)]</i>	\$45,493

[If any of the proceeds required to be disclosed in this table were paid directly or indirectly to a related party (as defined in Instruction A.6 of Form 45-106F2 Offering Memorandum Form for Non-Qualifying Issuers) of the issuer, state in each case the name of the related party to whom the payment was made, their relationship to the issuer and the amount paid to the related party.]

**Instructions for Completing
Form 45-106F16
*Notice of Use of Proceeds***

1. The amount for Line (A) is taken from Line (E) in the prior year's Notice of Use of Proceeds (Notice), if applicable. If a Notice was not required in the prior year, then the amount for Line (A) is \$nil.
2. The amount for Line (B) is the aggregate gross proceeds raised in all jurisdictions in Canada under section 2.9 [*Offering memorandum*] of National Instrument 45-106 (the OM exemption) during the most recently completed financial year. If an issuer raised funds in reliance on other prospectus exemptions concurrently with the OM exemption during the year and it is impractical to separately track proceeds raised only under the OM exemption, the issuer can provide the disclosure outlined in the table for the aggregate gross proceeds raised under all prospectus exemptions during the most recently completed financial year.
3. If Line (C) is \$nil, then the issuer does not have an obligation to file, deliver or make reasonably available the Notice for that financial year.
4. In Section 2 of the table, the issuer must provide a breakdown in reasonable detail of the uses of the aggregate gross proceeds during the most recently completed financial year. Issuers should ensure that the disclosure is specific enough and provides sufficient detail for an investor to understand how the proceeds have been used.
5. Both direct and indirect payments to related parties must be disclosed. An example of an indirect payment could include repayment of a debt that was incurred for a prior payment to a related party.
6. Proceeds invested on a temporary basis would not generally be considered to have been used.