



**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Di Pasquale, Mara**

Business or Residence Address (Number and Street, City, State, Zip Code)

**407-124 Merton Street, Toronto, Ontario M4S 2Z2**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Falzon, Charles**

Business or Residence Address (Number and Street, City, State, Zip Code)

**5281 11th Line, RR2, Acton, Ontario L7J 2L8**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Fodie, Ian**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1306-1500 Hornby Street, Vancouver, BC V6Z 2R1**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Howsam, Gary**

Business or Residence Address (Number and Street, City, State, Zip Code)

**407-124 Merton Street, Toronto, Ontario M4S 2Z2**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Jones, Juliet**

Business or Residence Address (Number and Street, City, State, Zip Code)

**5717 Cranley Drive, West Vancouver, B.C. V7W 1S7**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Lyon, Dan**

Business or Residence Address (Number and Street, City, State, Zip Code)

**3 Glenshaw Crescent, Toronto, Ontario M4B 2C8**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Thall, Nelson**

Business or Residence Address (Number and Street, City, State, Zip Code)

**16 Rosemary Lane, Toronto, Ontario M5P 3E8**

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Watson, Richard**

Business or Residence Address (Number and Street, City, State, Zip Code)

**104 Balsam Avenue, Toronto, ON M4E 3B7**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**CPC Communications Inc.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**46 Killdeer Crescent, Toronto, Ontario M4G 2W8**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Peace Arch Project Development Corp.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**c/o Renegade Motion Picture Corporation, 1804-1415 West Georgia St., Vancouver, BC V6G 3C8**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**B. INFORMATION ABOUT OFFERING**

Yes No

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? .....    
 Answer also in Appendix, Column 2, if filing under ULOE
2. What is the minimum investment that will be accepted from any individual?.....\$ \_\_\_\_\_ N/A  
 Yes No
3. Does the offering permit joint ownership of a single unit? .....
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for the broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....  All States

- |        |        |        |        |        |        |        |        |        |        |        |        |        |
|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|
| [ AL ] | [ AK ] | [ AZ ] | [ AR ] | [ CA ] | [ CO ] | [ CT ] | [ DE ] | [ DC ] | [ FL ] | [ GA ] | [ HI ] | [ ID ] |
| [ IL ] | [ IN ] | [ IA ] | [ KS ] | [ KY ] | [ LA ] | [ ME ] | [ MD ] | [ MA ] | [ MI ] | [ MN ] | [ MS ] | [ MO ] |
| [ MT ] | [ NE ] | [ NV ] | [ NH ] | [ NJ ] | [ NM ] | [ NY ] | [ NC ] | [ ND ] | [ OH ] | [ OK ] | [ OR ] | [ PA ] |
| [ RI ] | [ SC ] | [ SD ] | [ TN ] | [ TX ] | [ UT ] | [ VT ] | [ VA ] | [ WA ] | [ WV ] | [ WI ] | [ WY ] | [ PR ] |

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....  All States

- |        |        |        |        |        |        |        |        |        |        |        |        |        |
|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|
| [ AL ] | [ AK ] | [ AZ ] | [ AR ] | [ CA ] | [ CO ] | [ CT ] | [ DE ] | [ DC ] | [ FL ] | [ GA ] | [ HI ] | [ ID ] |
| [ IL ] | [ IN ] | [ IA ] | [ KS ] | [ KY ] | [ LA ] | [ ME ] | [ MD ] | [ MA ] | [ MI ] | [ MN ] | [ MS ] | [ MO ] |
| [ MT ] | [ NE ] | [ NV ] | [ NH ] | [ NJ ] | [ NM ] | [ NY ] | [ NC ] | [ ND ] | [ OH ] | [ OK ] | [ OR ] | [ PA ] |
| [ RI ] | [ SC ] | [ SD ] | [ TN ] | [ TX ] | [ UT ] | [ VT ] | [ VA ] | [ WA ] | [ WV ] | [ WI ] | [ WY ] | [ PR ] |

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....  All States

- |        |        |        |        |        |        |        |        |        |        |        |        |        |
|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|
| [ AL ] | [ AK ] | [ AZ ] | [ AR ] | [ CA ] | [ CO ] | [ CT ] | [ DE ] | [ DC ] | [ FL ] | [ GA ] | [ HI ] | [ ID ] |
| [ IL ] | [ IN ] | [ IA ] | [ KS ] | [ KY ] | [ LA ] | [ ME ] | [ MD ] | [ MA ] | [ MI ] | [ MN ] | [ MS ] | [ MO ] |
| [ MT ] | [ NE ] | [ NV ] | [ NH ] | [ NJ ] | [ NM ] | [ NY ] | [ NC ] | [ ND ] | [ OH ] | [ OK ] | [ OR ] | [ PA ] |
| [ RI ] | [ SC ] | [ SD ] | [ TN ] | [ TX ] | [ UT ] | [ VT ] | [ VA ] | [ WA ] | [ WV ] | [ WI ] | [ WY ] | [ PR ] |

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OR PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

	Aggregate Offering Price	Amount Already Sold
Type of Security .....		
Debt.....	\$ _____ 0	\$ _____ 0
Equity.....	\$ <u>CDN 29,000.00*</u>	\$ <u>CDN 29,000.00*</u>
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ _____ 0	\$ _____ 0
Partnership Interests .....	\$ _____ 0	\$ _____ 0
Other (Specify _____) .....	\$ _____ 0	\$ _____ 0
Total.....	\$ <u>CDN 29,000.00*</u>	\$ <u>CDN 29,000.00*</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	<u>1</u>	\$ <u>CDN 29,000.00*</u>
Non-accredited Investors.....	<u>0</u>	\$ _____ 0
Total (for filings under Rule 504 only).....		\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

	Type of Security	Dollar Amount Sold
Type of offering		
Rule 505 .....	_____	\$ _____
Regulation A .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
Total.....	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of any expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/> \$ <u>CDN 60.00</u>
Printing and Engraving Costs.....	<input type="checkbox"/> \$ _____ 0
Legal Fees .....	<input checked="" type="checkbox"/> \$ <u>CDN 1,300.00</u>
Accounting Fees.....	<input type="checkbox"/> \$ _____ 0
Engineering Fees.....	<input type="checkbox"/> \$ _____ 0
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/> \$ _____ 0
Other Expenses (identify .....	<input type="checkbox"/> \$ _____ 0
Total.....	<input type="checkbox"/> \$ _____ 0

\* In Canadian dollars.

\* In Canadian dollars.

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OR PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the “adjusted gross proceeds to the issuer.” ..... **\$ CDN 27,640.00\***


5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors & Affiliates	Payments To Others
Salaries and fees .....	\$ <u>0</u>	\$ <u>0</u>
Purchase of real estate .....	\$ <u>0</u>	\$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment .....	\$ <u>0</u>	\$ <u>0</u>
Construction or leasing of plant buildings and facilities.....	\$ <u>0</u>	\$ <u>0</u>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	\$ <u>0</u>	\$ <u>0</u>
Repayment of indebtedness .....	\$ <u>0</u>	\$ <u>0</u>
Working capital .....	\$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>CDN 27,640.00*</u>
Other (specify) _____	\$ <u>0</u>	\$ <u>0</u>
_____	\$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>CDN 27,640.00*</u>
Column Totals .....	\$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>CDN 27,640.00*</u>
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$ <u>CDN 27,640.00*</u>	

\* In Canadian dollars.

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) <b>Peace Arch Entertainment Group Inc.</b>	Signature 	Date December <u>31</u> , 2004
Name of Signer (Print or Type) <b>Mara Di Pasquale</b>	Title of Signer (Print or Type) <b>Chief Financial Officer and Chief Operating Officer</b>	

**ATTENTION**  
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)