

**Form 45-106F6**

***British Columbia Report of Exempt Distribution***

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

**Issuer/underwriter information**

**Item 1: Issuer/underwriter name and contact information**

A. State the following:

Burcon NutraScience Corporation  
1946 West Broadway  
Vancouver, British Columbia  
V6J 1Z2  
(604) 733-0896

B. If an underwriter is completing this report, state the following:

N/A

**Item 2: Reporting issuer status**

A. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

The Issuer is reporting in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick and Nova Scotia.

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered.

N/A

**Item 3: Issuer's industry**

Indicate the industry of the issuer by checking the appropriate box below.

☒ Bio-tech

Financial Services

☐ investment companies and funds

☐ mortgage investment companies

☐ Forestry

Mining

☐ exploration/development

☐ production

☐ Oil and gas

☐ Real estate

☐ Hi-tech  
☐ Industrial

☐ Utilities  
☐ Other (describe)

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#### Item 4: Insiders and promoters of non-reporting issuers

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

| Information about insiders and promoters                   |  |   |   |
|--|--|---|---|
| Full name, municipality and country of principal residence | All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities) | Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution | Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$) |
| N/A  |  |   |   |

#### Details of distribution

##### Item 5: Distribution date

State the distribution date. If this report is being filed for securities distributed on more than one distribution date, state all distribution dates.

January 22, 2015

##### Item 6: Number and type of securities

For each security distributed:

660,000 common shares.

##### Item 7: Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of

commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

| Each Canadian and foreign jurisdiction where purchasers reside        | Number of purchasers | Price per security (Canadian \$) <sup>1</sup> | Total dollar value raised from purchasers in the jurisdiction (Canadian \$) |
|---|----------------------|---|---|
| California, USA   | 3                    | \$3.0929                                      | \$1,175,302.00  |
| Massachusetts, USA  | 3                    | \$3.0929                                      | \$866,012.00  |
| Total number of Purchasers  | 6                    |   |   |
| Total dollar value of distribution in all jurisdictions (Canadian \$) |                      |   | \$2,041,314.00  |

**Note:** The common shares are issued at a price of US\$2.50 per common share. The CAD price per common share is based on the Bank of Canada US-CAD noon exchange rate of 1.23716 on January 22, 2015.

Note 1: If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

## Item 8: Information about purchasers

### Instructions

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus and Registration Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

| <b>Information about non-individual purchasers</b>  |   |   |                                    |                     |                                   |
|---|---|---|------------------------------------|---------------------|-----------------------------------|
| Full name and address of purchaser and name and telephone number of a contact person  | Indicate if the purchaser is an insider (I) of the issuer or a registrant (R) | Number and type of securities purchased | Total purchase price (Canadian \$) | Exemption relied on | Date of distribution (yyyy-mm-dd) |
| David S. Nagelberg 2003 Revocable Trust Dtd.<br>7/2/03<br>939 Coast Blvd., Unit 21<br>DE<br>La Jolla, CA<br>92037<br><br>Contact: David S. Nagelberg<br>Telephone: (858) 750-2347 | N/A   | 100,000 common shares                   | \$309,290.00                       | s. 2.3 of NI 45-106 | 2015-01-22                        |
| The Sundt 2010 Charitable Lead Trust<br>9090 La Jolla Shores Lane<br>La Jolla, CA<br>92037<br><br>Contact: Jon C. Sundt<br>Telephone: (858) 922-4007                              | N/A   | 80,000 common shares                    | \$247,432.00                       | s. 2.3 of NI 45-106 | 2015-01-22                        |
| The Lynch Foundation<br>245 Summer St., S4A<br>Boston, MA<br>02110<br><br>Contact: Peter S. Lynch<br>Telephone: (617) 563-6243  | N/A   | 40,000 common shares                    | \$123,716.00                       | s. 2.3 of NI 45-106 | 2015-01-22                        |

## **Commissions and finder's fees**

### **Item 9: Commissions and finder's fees**

#### *Instructions*

A. 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 information

about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

| Full name and address of the person being compensated | Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R) | Compensation paid or to be paid (cash and/or securities) |                                      |                                     |  |   |
|---|--|--|--------------------------------------|-------------------------------------|--|---|
|   |  | Cash<br>(Canadian \$)                                    | Securities                           |                                     |  | Total dollar value of compensation<br>(Canadian \$) |
|   |  |  | Number and type of securities issued | Price per security<br>(Canadian \$) | Exemption relied on and date of distribution<br>(yyyy-mm-dd) |   |
| N/A   |  |  |                                      |                                     |  |   |
|   |  |  |                                      |                                     |  |   |

**Certificate**

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

Date: January 22, 2015

Burcon NutraScience Corporation

Name of issuer (please print)

Dorothy K. T. Law, SVP Legal & Corporate Secretary (604) 733-0896

Print name, title and telephone number of person signing

"Dorothy K. T. Law"

Signature

**Item 10: Contact information**

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 than the person signing the certificate.

Johann F. Tergesen, President and Chief Operating Officer  
Telephone: (604) 733-0896 Ext. 15

**IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.****Notice - Collection and use of personal information**

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

**British Columbia Securities Commission**

P.O. Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, British Columbia V7Y 1L2  
Telephone: (604) 899-6500  
Toll free across Canada: 1-800-373-6393  
Facsimile: (604) 899-6581