

**Amended**  
**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**

**PACIFIC NORTH WEST CAPITAL CORP. (the "Issuer")**  
**101 – 2148 West 38<sup>th</sup> Avenue**  
**Vancouver, BC, V6M 1R9**  
**Telephone: 604-685-1870**  
**[www.pfncapital.com](http://www.pfncapital.com)**

**Item 2: Reporting issuer status**

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 a reporting issuer in British Columbia, Alberta and Ontario.**

**Item 3: Issuer's industry**

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

- |   |   |
|---|---|
| <input type="checkbox"/> Bio-tech                       | Mining  |
| Financial Services                                      | <input checked="" type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production                         |
| <input type="checkbox"/> mortgage investment companies  | <input type="checkbox"/> Oil and gas                        |
| <input type="checkbox"/> Forestry                       | <input type="checkbox"/> Real estate                        |
| <input type="checkbox"/> Hi-tech                        | <input type="checkbox"/> Utilities                          |
| <input type="checkbox"/> Industrial                     | <input type="checkbox"/> Other (describe)                   |
- 

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

N/A

**Details of distribution**

**Item 5: Distribution date**

**December 11, 2015**

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

**The Issuer issued 5,500,000 units at a price of \$0.015 per unit and 500,000 units at a price of \$0.02 per unit. Each unit consists of one common share and one half of one share purchase warrant. Each whole warrant entitles the purchaser to purchase an additional share at a purchase price of \$0.05 per share for two years.**

### 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 jurisdiction where purchasers reside	Number of Purchasers	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
BC	1	\$0.02	\$10,000
AB	1	\$0.015	\$2,500
UK	1	\$0.015	\$80,000
<b>Total number of Purchasers</b>	<b>3</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$92,500.00</b>

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*

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.

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>					
<b>Full name and address of purchaser and name and telephone number of a contact person</b>	<b>Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)</b>	<b>Number and type of securities purchased</b>	<b>Total purchase price (Canadian \$)</b>	<b>Exemption relied on</b>	<b>Date of distribution (yyyy-mm-dd)</b>
Fitel Nominees Limited 11 St. James's Square Manchester, M2 6WH, UK 0161 819 8743 Graham Craig	n/a	5,333,333	\$80,000	2.3 of NI 45-106	2015-12-11

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

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

#### *Instructions*

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.

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 (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Global Securities Corp. 11th Fl, 595 Burrard St. Vancouver, BC	R	\$700	35,000 warrants <sup>1</sup>	\$0.05	2.3 of NI 45-106 2015-12-11	\$700

<sup>1</sup> Each warrant entitles the broker to purchase an additional share at a purchase price of \$0.05 per share up to Dec. 11/17

## Certificate

On behalf of **Pacific North West Capital Corp.**, I certify that the statements made in this report are true.

Date: January 4, 2016

## **PACIFIC NORTH WEST CAPITAL CORP.**

Harry Barr, CEO, 604-685-1870

Print name, title and telephone number of person signing

"Harry Barr"

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.

N/A