

**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:

- Issuer's Name: Group Photo Software Inc.
- Website: groupphoto.io
- Address: 50022 South Slope RPO, Burnaby, BC V5J 5G3
- Telephone: 778-242-3085 Email: investors@groupphoto.io

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

- the full name of the underwriter;
- the underwriter's website address; and
- the address, telephone number and email address of the underwriter's head office.

**Item 2: Reporting issuer status**

A. The issuer is not a reporting issuer.

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.

**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

☐ securitized products issuers

☐ Forestry

☒ Hi-tech

☐ Industrial

Mining

☐ exploration/development

☐ production

☐ Oil and gas

☐ Real estate

☐ 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.

<b>Information about insiders and promoters</b>			
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 \$)
Aaron Schafran Abbotsford, Canada	Designer	4,490 Class B	\$2,245
Andrew Platt Abbotsford, Canada	Support	890 Class B	\$195
Ashley Platt Abbotsford, Canada	Support	10,794 Class B	\$5,397
Ben Van Netten Victoria, Canada	Visual Designer	N/A	N/A
Brandon Pilkey Abbotsford, Canada	Promoter	12,597 Class B	\$6,299
Cyndy Poortinga Mission, Canada	Accounting	2,940 Class B	\$1,450
Debbie Riza Abbotsford, Canada	Admin, Marketing	1,816 Class B	\$908
Emily Olds Vernon, Canada	Marketing, Support	1,682 Class B	\$841
James Buhler Abbotsford, Canada	Developer	N/A	N/A
Jamie Syme Mission, Canada	Developer	14,503 Class B	\$7,252
Jason Lamblin Mission, Canada	VP Sales, Promoter	34,597 Class B	\$17,799

Jason Sperandeo Mission, Canada	Marketing, Promoter	15,004 Class B	\$7,502
Juan Herrera Battle Lake, USA	CIO, Promoter	16,784 Class B	\$8,392
Juan Jaramillo Burnaby, Canada	CTO, Director, 50% voting shareholder	5,070,672 Class B 1 Class A	\$35,456 \$1
Kim Lamblin Mission, Canada	Admin	2,720 Class B	\$1,360
Matt Vogt Vancouver, Canada	Copywriter	5,554 Class B	\$2,777
Paul Sperandeo Mission, Canada	COO, Promoter	46,138 Class B	\$23,069
Peng Enriquez Angeles, Philippines	Frontend Engineer, UX	8,737 Class B	\$4,369
Phil Dailey Maple Ridge, Canada	Project Manager	29,570 Class B	\$14,785
Rebecca Olds Vancouver, Canada	Admin	1,682 Class B	\$841
Richard Giroux Mission, Canada	Customer Acquisition	14,886 Class B	\$7,443
Ruben Riza Alexandria, Romania	Designer	11,992 Class B	\$5,996
Stephanie Sunshine Seattle, USA	Lead Platform Engineer	9,728 Class B	\$4,864
Steve Sperandeo Abbotsford, Canada	CEO, Director, 50% of voting shareholder	5,093,230 Class B 1 Class A	\$46,615 \$1
Tamer Akeil Abbotsford, Canada	Videographer	N/A	N/A
Tom Nguyen Abbotsford, Canada	CFO	36,968 Class B	\$18,484
Tyler Lang Surrey, Canada	HR Director, VP Support	8,645 Class B	\$4,323
Wesley Gue Port Coquitlam, Canada	Mobile Developer	11,718 Class B	\$5,859
Ryan Fitzgerald White Rock, Canada	Ex-consultant	3,357 Class B	\$1,679

## Details of distribution

### Item 5: Distribution date

Distribution dates: November 20<sup>th</sup>, 22<sup>nd</sup>, 23<sup>rd</sup>, 24<sup>th</sup>, and 25<sup>th</sup>, 2015.

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

For each security distributed:

- Class “B” Non-Voting Common Shares;
- Total securities distributed for the periods in Item 5: 42,200

**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 \$)
British Columbia, Canada	9	\$0.50	\$16,000
Alberta, Canada	1	\$0.50	\$5,000
USA	1	\$0.50	\$100
Total number of Purchasers	11		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$21,100.00

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. N/A

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 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. N/A

<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)

## **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 (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)	
Brandon Pilkey 8778 Machell Str Mission, BC V4S 0B6	Insider	NIL	1,440 Class "B" Common, non-voting	\$0.50	Employee, director, officer and consultant exemption 2015-11-23 2015-11-24	\$720
Jason Lamblin 33837 Ferndale Ave, Mission BC V2V 7G4	Insider	NIL	1,560 Class "B" Common, non-voting	\$0.50	Employee, director, officer and consultant exemption 2015-11-20 2015-11-22 2015-11-23 2015-11-24	\$780
Ryan Fitzgerald 117-1561 Vidal Street, White Rock BC V4B 5A7	N/A	NIL	660 Class "B" Common, non-voting	\$0.50	Employee, director, officer and consultant exemption 2015-11-20 2015-11-22 2015-11-23 2015-11-24	\$330
Dan Buhler 3395 Caves Crt, Abbotsford BC V3G 0A1	N/A	NIL	620 Class "B" Common, non-voting	\$0.50	Family, friends, and business assoc. 2015-11-20 2015-11-22 2015-11-23 2015-11-24	\$310

Juan Herrera 21388 355 Ave Battle Lake, MN 56515 USA	Insider	NIL	1,500 Class "B" Common, non- voting	\$0.50	Employee, director, officer and consultant exemption 2015-11-22	\$750
Jason Sperandeo 32632 Mitchell Ave Mission BC V4S 1M3	Insider	NIL	1,044 Class "B" Common, non- voting	\$0.50	Employee, director, officer and consultant exemption 2015-11-23 2015-11-24 2015-11-25	\$522
Paul Sperandeo 33645 Graham Crt Mission BC V2V 7P1	Insider	NIL	432 Class "B" Common, non- voting	\$0.50	Employee, director, officer and consultant exemption 2015-11-23 2015-11-24 2015-11-25	\$216
Ryan Clifton 33735 3rd Ave Mission BC V2V 1R1	N/A	NIL	120 Class "B" Common, non- voting	\$0.50	Family, friends, and business assoc. 2015-11-24	\$60

## **Certificate**

On behalf of the Group Photo Software Inc., I certify that the statements made in this report are true.

Date: December 5, 2015\_\_\_\_\_

Group Photo Software Inc.\_\_\_\_\_

Name of issuer (please print)

Steve Sperandeo, CEO, 778-242-3085\_\_\_\_\_

Print name, title and telephone number of person signing

Steve Sperandeo\_\_\_\_\_

Signature

### *Instruction*

*The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual 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.

**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