

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:

- the full name of the issuer of the security distributed. Include the former name of the issuer if its name has changed since this report was last filed;

Providus Mortgage Investment Corporation

- the issuer's website address; and

www.providus.ca

- the address, telephone number and email address of the issuer's head office.

#203 – 1755 West Broadway
Vancouver, BC
V6J 4S5

Tel: 604-662-8003

Email: cchung@providus.ca

B. (Not applicable – an underwriter is not completing this report.)

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 not a reporting issuer.

B. (Not applicable – the issuer is not an investment fund.)

Item 3: Issuer's industry

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

- | | |
|-------------------------------------------------------------------|--------------------------------------------------|
| <input type="checkbox"/> Bio-tech | Mining |
| <input type="checkbox"/> Financial Services | <input type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production |
| <input checked="" 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) |
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Item 4: Insiders and promoters of non-reporting issuers

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 \$) |
| Clement Chung Vancouver, BC, Canada | Director, President, Holder of >10% of common shares | 25 Common Shares | \$25 |
| Emily Ho Vancouver, BC, Canada | Holder of >10% of common shares | 25 Common Shares | \$25 |
| Eva Lee Richmond, BC, Canada | Director, Holder of >10% of common shares | 16 Common Shares, 54,934 Preferred Shares Series 1 Class A | \$16 \$54,934 |
| Michael Sorba Vancouver, BC, Canada | Director, Secretary, Holder of >10% of common shares | 25 Common Shares, 70,000 Preferred Shares Series 1 Class A | \$25 \$70,000 |

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.

July 20, 2015 and July 23, 2015

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;
 - 1) Promissory Notes
 - 2) Preferred Shares – Series 1 Class A
- state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and
 - 1) 2 one year Promissory Notes.
 - 2) 438,000 Preferred Shares – Series 1 Class A
- (Not applicable – the issuer is not an investment fund)

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 \$) ¹ | Total dollar value raised from purchasers in the jurisdiction (Canadian \$) |
|-----------------------------------------------------------------------|----------------------|-----------------------------------------------|-----------------------------------------------------------------------------|
| British Columbia (Notes) | 2 | n/a | \$550,000 |
| British Columbia (Preferred Shares) | 4 | \$1.00 | \$438,000 |
| Total number of Purchasers | 6 | | |
| Total dollar value of distribution in all jurisdictions (Canadian \$) | | | \$988,000 |

Item 8: Information about purchasers

| Information about non-individual purchasers | | | | | |
|----------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|---------------------------------------------|------------------------------------|---------------------|-----------------------------------|
| 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) |
| Denfre Enterprises Inc. #800 – 5951 No. 3 Rd. Richmond, BC V6X 2E3 Contact: James Ho (604) 821-1933 | | 1 Promissory Note | \$350,000 | 2.10 of NI45-106 | 2015-07-20 |
| Stanley Shie-Yuen Ho Trust 4316 West Point Place Vancouver, BC V6R 4M9 Contact: James Ho 604-710-2277 | | 1 Promissory Note | \$200,000 | 2.10 of NI45-106 | 2015-07-20 |
| Denfre Enterprises Inc. #800 – 5951 No. 3 Rd. Richmond, BC V6X 2E3 Contact: James Ho (604) 821-1933 | | 425,000 Preferred Shares – Series 1 Class A | \$425,000 | 2.10 of NI45-106 | 2015-07-23 |
| Rick Y.L. Lam Inc. #130-10691 Shellbridge Way Richmond, BC V6X 2W8 Contact: Rick Lam 604-608-0688 | | 5,000 Preferred Shares – Series 1 Class A | \$5,000 | 2.9(1) of NI45-106 | 2015-07-23 |

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) | |
| Jason Mark #3 – 7180 Gilbert Rd. Richmond, BC V7C 3W2 | | \$250 | | | | \$250 |

Certificate

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

Date: _ July 28, 2015 _____

Providus Mortgage Investment Corporation
Name of issuer (please print)

Clement Chung, President, 604-662-8003
Print name, title and telephone number of person signing

Signed by "Clement Chung"
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.

As above.

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: