

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

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

Focus Ventures Ltd.
www.focusventuresltd.com
200 Burrard Street, Suite 650
Vancouver, BC V6C 3L6
Tel: 604-688-5288
info@focusventuresltd.com

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

- 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.

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 a reporting issuer in the Provinces of British Columbia and Alberta.

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.

- | | |
|---|---|
| <input type="checkbox"/> Bio-tech | Mining |
| <input type="checkbox"/> 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"/> securitized products issuers | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Other (describe) |
| <input type="checkbox"/> Industrial | |

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 \$)

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.

June 3, 2015

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;
Units, each Unit consisting of one common share of the issuer and one warrant entitling the holder to purchase one common share of the issuer for two years at \$0.265.
- 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
19,975,000 Units.
- if the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption.

N/A

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 \$)
Luxembourg	1	0.20	60,000.00
Switzerland	3	0.20	427,000.00
Belgium	2	0.20	60,000.00

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 \$)
Panama	2	0.20	110,000.00
Germany	1	0.20	5,000.00
Curacao	1	0.20	30,000.00
Sultanate of Oman	2	0.20	100,000.00
Malta	1	0.20	60,000.00
Sweden	1	0.20	10,000.00
New Zealand	1	0.20	3,000.00
Monaco	1	0.20	15,000.00
Russia	1	0.20	12,000.00
Singapore	1	0.20	125,000.00
Estonia	1	0.20	40,000.00
Japan	1	0.20	12,000.00
Thailand	1	0.20	10,000.00
Norway	1	0.20	30,000.00
Virgin Islands	1	0.20	20,000.00
United Kingdom	2	0.20	15,000.00
China	2	0.20	20,000.00
USA	56	0.20	1,260,500.00
Yukon	1	0.20	2,000.00
BC	51	0.20	1,312,500.00
Quebec	1	0.20	5,000.00
Alberta	8	0.20	140,000.00
Ontario	7	0.20	111,000.00
Total number of Purchasers	151		
Total dollar value of distribution in all jurisdictions (Canadian \$)			3,995,000.00

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.

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.

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)
Kimmar Holdings Ltd. Site 8, RR1, Box 58 Okotoks, BC T1S 1A1 Scott Dykes 403-938-1786		50,000 Units	10,000.00	NI 45-106, Sec. 2.3	2015-06-03
EIEIO Enterprises Inc. 1177 Hastings Street West, #490 Vancouver, BC V6E 2K3 John Shields 604-891-1338		50,000 Units	10,000.00	NI 45-106, Sec. 2.3	2015-06-03

Pathfinder Asset Management Limited 1320 – 885 W. Georgia Street Vancouver, BC V6C 3E8 Rob Ballard 604-682-7312	R	300,000 Units	60,000.00	NI 45-106, Sec. 2.3	2015-06-03
Pathfinder Asset Management Limited 1320 – 885 W. Georgia Street Vancouver, BC V6C 3E8 Rob Ballard 604-682-7312	R	500,000 Units	100,000.00	NI 45-106, Sec. 2.3	2015-06-03
Exploration Capital Partners 2012, LP 1910 Palomar Point Way, Suite 200 Carlsbad, CA 92008 Gretchen Carter 760-444-5280	I	1,859,500 Units	371,900.00	BCI 72-503	2015-06-03
MJG Capital Fund, LP 891 Parma Way Los Altos, CA 94024 Matthew J. Geiger 650-814-6105		62,000 Units	12,400.00	BCI 72-503	2015-06-03
Robert B. Haigh Trust, UAD 4/18/80 Robert B. Haigh, Trustee 163 County Road 303 Saratoga, WY 82331 Robert B. Haigh 207-326-3051		100,000 Units	20,000.00	BCI 72-503	2015-06-03
Antony Herrey Pension Plan & Trust, UAD 1/1/85 Antony Herrey, Trustee 150 Brattle Street Cambridge, MA 02138 Antony Herrey 617-491-0606		100,000 Units	20,000.00	BCI 72-503	2015-06-03

Radiance Investments Ltd. PO Box 2283, Road Town, Tortola VG 1110, British Virgin Islands Mark Dubois 284-494-2933		100,000 Units	20,000.00	BCI 72-503	2015-06-03
The North Mid-Valley Family Trust, UAD 11/22/91 Valene L. Smith, Trustee 6 Lakeshore Terrace Chico, CA 95928 Valene L. Smith 530-891-1155		100,000 Units	20,000.00	BCI 72-503	2015-06-03
RE Monks Construction Co, LLC 8355 Vollmer Road Colorado Springs, CO 80908 Daniel R. Monks 719-495-3621		200,000 Units	40,000.00	BCI 72-503	2015-06-03
T. Lovell Alpha Inc. 7847 NW Hwy 225 Ocala, FL 34482 Warren W. Lovell 305-962-7224		215,000 Units	43,000.00	BCI 72-503	2015-06-03
Jeffery N. Brown Trust, UAD 05/08/08 Jeffery N. Brown, Trustee 1-1-7 No. 801 Hiroo Shibuya Tokyo 150-0012, Japan Jeffery N. Brown 81-90-6954-1313		50,000 Units	10,000.00	BCI 72-503	2015-06-03

Kings Road Capital, Global Macro Fund Ltd. The Valley Blk B, F117 Triq Dr Guze Miceli IL-G GZR06, Malta Loni Saul 35-69-961-7020	R	300,000 Units	60,000.00	BCI 72-503	2015-06-03
Al Cramblett Living Trust, UAD 11/14/2014 Alva Cramblett & Al Cramblett, Trustees 1212 S. Newport Place Sioux Falls, SD 57106 Alva Cramblett 563-468-3133		50,000 Units	10,000.00	BCI 72-503	2015-06-03
The McDougal Family Ltd., A Partnership 2021 Hixons Bluff Greensboro, GA 30642 Russell McDougal 404-435-2042		50,000 Units	10,000.00	BCI 72-503	2015-06-03
Brownstone Family, LLLP 11820 Quail Village Way Maples, FL 34119 Mordy Brownstone 239-592-7930		50,000 Units	10,000.00	BCI 72-503	2015-06-03
Woodall Family Joint Revocable Living Trust, UAD 12/20/04 Richard Woodall & Donis Woodall, Trustees 575 Lynnhaven Pkwy, #310 Virginia Beach, VA 23452 Richard Woodall 757-490-6028		61,000 Units	12,200.00	BCI 72-503	2015-06-03

Jimmy & Judith Mitchell Living Trust, UAD 05/08/1997 Jim L. Mitchell, Trustee 27655 K62 Hwy North Soldier, KS 66540 Jim L. Mitchell 785-834-2146		50,000 Units	10,000.00	BCI 72-503	2015-06-03
The Martin Family Trust, UAD 8/20/07 Thomas A. Martin, Trustee 228 East Hartley Avenue Ridgecrest, CA 93555 Thomas A. Martin 760-375-3364		92,000 Units	18,400.00	BCI 72-503	2015-06-03
Daqian Holdings Ltd. Hallebo Gard Landskrona S-26192 Sweden Bengt E. Ling 4670-587-0594		50,000 Units	10,000.00	BCI 72-503	2015-06-03
Yip - Bui Living Trust, UAD 2/27/06 Raymond Yip & France Bui, Trustees 598 Edgecliff Way Emerald Hills, CA 94062 Raymond Yip 650-380-1193		132,500 Units	26,500.00	BCI 72-503	2015-06-03
Catawba Production Co, LLP 54 Rainey Street, #1004 Austin, TX 78701 Robert M. Rice 361-887-0483		51,500 Units	10,300.00	BCI 72-503	2015-06-03
Jandon Ltd. 1280 Littlefield Road Saint Jo, TX 76265 Donald Vogel 940-995-3092		140,000 Units	28,000.00	BCI 72-503	2015-06-03

R. Scott Hunter Non-Testamentary Trust 2719 35 Avenue West Vancouver, BC V6N 2M1 Scott Hunter 604-697-7100	R	75,000 Units	15,000.00	NI 45-106, Sec. 2.3	2015-06-03
Robert George Hunter Estate R. Scott Hunter Testamentary Trust 2719 35 Avenue West Vancouver, BC V6N 2M1 Scott Hunter 604-697-7100	R	100,000 Units	20,000.00	NI 45-106, Sec. 2.3	2015-06-03
El Toro Trading Ltd. Aye Samuel Lewis y Calle 58 Panama 3, Panama Salim Jiwa 507-263-3917		500,000 Units	100,000.00	BCI 72-503	2015-06-03
Water Street Assets Inc. 342 Water Street, 2nd Floor Vancouver, BC V6B 1B6 Greg Hall 604-428-2125		500,000 Units	100,000.00	NI 45-106, Sec. 2.3	2015-06-03
KCO, LLC Seestrasse 62 CH-8806 Baech, Switzerland Ernst Pernet 41-44-687-2706		2,000,000 Units	400,000.00	BCI 72-503	2015-06-03
Hard Rock Investment Holdings Inc. 800 West Pender Street, #530 Vancouver, BC V6C 2V6 Marin Katusa 778-737-7381		535,000 Units	107,000.00	NI 45-106, Sec. 2.3	2015-06-03

0869106 B.C. Ltd. 11871 Horseshoe Way, #1201 Richmond, BC V7A 5H5 Robert Jones 604-276-6960		25,000 Units	5,000.00	NI 45-106, Sec. 2.3	2015-06-03
BMH Enterprises LLC 336 South Fork Road Marion, VA 24354 Bryan Mark Henley 276-783-8854		50,000 Units	10,000.00	BCI 72-503	2015-06-03
Bikbergen Sarl Boulevard de la Foire 1 L-1528 Luxembourg City Luxembourg Robert Barge 352-26-86-87-90		300,000 Units	60,000.00	BCI 72-503	2015-06-03
Clinique Dentaire des Bois-Francis 247 Boul. Des Bois- Francs Sud Victoriaville, QC G6P 4S9 Oli Bedard 819-552-3712		25,000 Units	5,000.00	NI 45-106, Sec. 2.3	2015-06-03
Crestmont Invest Ltd. Gryon House 5 Avenue Saint Laurent MC98000 Monaco Sacha Grut 377-97974780		75,000 Units	15,000.00	BCI 72-503	2015-06-03
James W. Larue Living Trust James W. LaRue, Trustee 355 East Hansen Jackson, WY 83001 James W. LaRue 307-733-7350		75,000 Units	15,000.00	BCI 72-503	2015-06-03

Martin Turenne Consulting Ltd. 655 East 31 Avenue Vancouver, BC V5V 2W7 Martin Turenne 604-707-0029		50,000 Units	10,000.00	NI 45-106, Sec. 2.5	2015-06-03
New Vision Holdings LLC 32211 North 16 Avenue Phoenix, AZ 85085 John Spielman 602-418-6988		25,000 Units	5,000.00	BCI 72-503	2015-06-03
Out West Equipment Rentals Ltd. 5425 Production Blvd. Surrey, BC V3S 8P6 Bryan Gour 604-530-3166		100,000 Units	20,000.00	NI 45-106, Sec. 2.3	2015-06-03
Pate Capital Partners, LP 555 Montgomery Street, Suite 603 San Francisco, CA 94111 Bruce Pate 415-765-5589		500,000 Units	100,000.00	BCI 72-503	2015-06-03
Radius Gold Inc. 200 Burrard Street, #650 Vancouver, BC V6C 3L6 Simon Ridgway 604-801-5432		1,831,000 Units	366,200.00	NI 45-106, Sec. 2.3	2015-06-03
VPOS OU Narva Mnt 5-58 10151 Tallinn Estonia Jari Jeikkinen 372-5306-6309		200,000 Units	40,000.00	BCI 72-503	2015-06-03

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)	
Sprott Global Resource Investments Ltd. 1910 Palomar Point Way, #200, Carlsbad, CA 92008	I, R	52,367.00	N/A	N/A	N/A	52,367.00
Pertinax Capital BVBA Grintweg 18A, 8600 Diksmuide, Belgium		5,600.00	N/A	N/A	N/A	5,600.00
Leede Financial Markets Inc. 1800 - 1140 West Pender St., Vancouver, BC V6E 4G1	R	40,320.00	N/A	N/A	N/A	40,320.00
Canaccord Genuity Corp. 2200 – 609 Granville Street, Vancouver, BC V7Y 1H2	R	5,775.00	N/A	N/A	N/A	5,775.00

Foster & Associates Financial Services Inc. 1100 – 372 Bay Street, Toronto, ON M5H 2W9	R	700.00	N/A	N/A	N/A	700.00
PI Financial Corp. 1900 – 666 Burrard Street, Vancouver, BC V6C 3N1	R	490.00	N/A	N/A	N/A	490.00
Haywood Securities Inc. and Haywood Securities (USA) Inc. 700 – 200 Burrard Street, Vancouver, BC V6C 3L6	R	21,350.00	N/A	N/A	N/A	21,350.00

Certificate

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

Date: **June 3, 2015**

FOCUS VENTURES LTD.

Name of issuer (please print)

Sally Whittall, Corporate Secretary (tel: 604-688-5288)

Print name, title and telephone number of person signing

“Sally Whittall”

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
Facsimile: (604) 899-6581

Guidance for completing and filing Form 45-106F6

1. ***Required form in British Columbia*** - In British Columbia, file this report and the applicable fee using BCSC e-services in accordance with British Columbia Instrument 13-502 Electronic filing of reports of exempt distribution. If the distribution occurs in British Columbia and one or more other jurisdictions, the issuer is required to file this report in British Columbia and file Form 45-106F1 in the other applicable jurisdictions.
2. ***What is a distribution?*** - In British Columbia, “distribution” includes distributions made from British Columbia to purchasers resident in other Canadian or foreign jurisdictions if the issuer has a significant connection to British Columbia. If the issuer has a significant connection to British Columbia, complete the tables in item 8 and Schedules I and II for all purchasers.

In British Columbia, “distribution” also includes distributions made from another Canadian or foreign jurisdiction to purchasers resident in British Columbia. If the issuer is from another Canadian or foreign jurisdiction, complete the tables in item 8 and Schedules I and II only for purchasers resident in British Columbia.

3. ***What is a purchaser?*** - References to a purchaser in this report are to the beneficial owner of the securities.
4. ***What is an individual?*** - An individual is a natural person. A corporation, partnership, party, trust, fund, association, and any other organized group of persons is not an individual.

5. **Space in tables** - *If the space provided in any table in this Form is insufficient, please adjust the table to include additional space.*
6. **Multiple distributions** - *One report may be used for multiple distributions occurring within 10 days of each other if the report is filed on or before the 10th day following the first of such distributions.*
7. **Fees** - *In order to determine the applicable fee, consult Fee Checklist British Columbia Form 11-901F (item # 16).*