

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

- BIRCHBIOMED INC.
- 130 Kingscross Drive, King City, Ontario, L7B 1E6,
- 866 350 1993
- susan.elliott@birchbiomed.com

Item 2: Reporting issuer status

BIRCHBIOMED INC. is not a reporting issuer.

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)

Item 4: Insiders and promoters of non-reporting issuers

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 \$)
Trivest Global Holdings Limited, King City, Ontario Canada	Holder of more than 10% of voting securities (74.28%)	20,000,000 Common shares	\$2,596.20 ¹
Mark Miller, King City, Ontario Canada	Director and Officer	7,008,759.18 Common shares ² 0.1693% Residual Interest	\$445,744.39 ³
Susan Elliott, King City, Ontario Canada	Director and Officer	6,666,666.67 Common shares ⁴	\$865.4
Ryan V. Hartwell, Vancouver, British Columbia Canada	Director and Officer	6,680,666.42 Common shares ⁵ 0.0069% Residual Interest	\$19,071.55 ⁶
Richard J. Shaw, Liverpool, New York, U.S.A.	Officer	1 Warrant to purchase 50,000 common shares	nil
Maxim Group LLC, New York, New York	Holder of more than 10% of voting securities (15.36%)	5,500,000 Common shares ⁷	\$713.96 ⁸

¹ Based on the Bank of Canada U.S. Canadian Noon Exchange Rate on March 17, 2015

² 6,666,666,67 of the Common Shares are held through Trivest- Global Holdings Limited
342,092.51 are held through The Carlisle Group Defined Contribution Plan

³ Based on the Bank of Canada U.S. Canadian Noon Exchange Rate on March 17, 2015 and May 20, 2016

⁴ Common Shares are held through Trivest- Global Holdings Limited

⁵ 6,666,666,67 of the Common Shares are held through Trivest- Global Holdings Limited

⁶ Based on the Bank of Canada U.S. Canadian Noon Exchange Rate on March 17, 2015

⁷ 520,408 of the common shares are held through Day Spring Capital LLC

⁸ Based on the Bank of Canada U.S. Canadian Noon Exchange Rate on March 17, 2015

Details of distribution

Item 5: Distribution date

May 20, 2016

Item 6: Number and type of securities

For each security distributed:

- 901,546.81 Common Shares
- 0.4462% Residual interests in: (i) the net revenues attributable to the Issuer's first product, in its specific form of application, to generate revenue for a period of 15 years; and (ii) residual interest in the net value attributable to the Company from a Change of Control (the "**Residual Interests**" and together with the Common Shares, the "**securities**"). Payments pursuant to the Residual Interests attributable to the Issuer's first product end upon a Change of Control. ⁹

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 \$) ¹⁰	Total dollar value raised from purchasers in the jurisdiction (Canadian \$) ¹¹
U.S.A.	3	\$1.3136	\$1,154,333.99
British Columbia	1	\$1.3136	\$18,206.15
Total number of Purchasers	4		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$1,172,540.14

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

⁹ For these purposes, "Change of Control" occurs upon (i) the sale of all or substantially all of the assets of the Company; (ii) the sale or transfer of more than fifty percent (50%) of the outstanding capital stock of the Company; or (iii) the first sale or transfer of a majority of the rights, title and interest in and to a product of the Company, including but not limited to the product generating revenues for purposes of the revenue sharing payment, described above.

¹⁰ Based on the Bank of Canada U.S. Canadian Noon Exchange Rate on May 20, 2016

¹¹ Based on the Bank of Canada U.S. Canadian Noon Exchange Rate on May 20, 2016

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 \$) ¹²	Exemption relied on	Date of distribution (yyyy-mm-dd)
SARINO LLC. 718 N. 164 th Drive, Goodyear, AZ, 85338 (623) 882-9968 Att: Richard Pendekoski		40,404.04 Common shares 0.0200% Residual Interest	\$52,544	2.3 of 45-106	2016-05-20
The Carlisle Group, Inc. Defined Contribution Plan 230 Park Avenue, Suite 1000, New York, N.Y. 10169 (866) 350-1993		342,092.51 Common shares 0.1693% Residual Interest	\$444,878.99	2.3 of 45-106	2016-05-20

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

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 \$) ¹³	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (2016-05-20)	
Maxim Group LLC 405 Lexington Ave., # 2, New York, NY 10174, USA Att: Karl Brenza	I	\$54,645.76				\$54,645.76

¹² Based on the Bank of Canada U.S. Canadian Noon Exchange Rate on May 20, 2016

¹³ Based on the Bank of Canada U.S. Canadian Noon Exchange Rate on May 20, 2016

Certificate

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

Date: May 30, 2016

BIRCHBIOMED INC.

Mark Miller, Chairman & CEO, 905 833-3414

"Mark Miller"

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

Same 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:

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