

**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:

**Catalyst Healthcare Ltd. (the "Company")**

**620, 1620 Dickson Avenue**

**Kelowna, BC V1Y 9Y2**

**(250) 869-4858 ext 4701**

**[shane\\_bishop@catalystrms.com](mailto:shane_bishop@catalystrms.com)**

**[www.catalystrms.com](http://www.catalystrms.com)**

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

**Not applicable.**

**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.

**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.

**Not applicable**

**Item 3: Issuer's industry**

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

☐ Bio-tech

Mining

Financial Services

☐ exploration/development

☐ investment companies and funds

☐ production

☐ mortgage investment companies

☐ Oil and gas

☐ securitized products issuers

☐ Real estate

- ☐ Forestry  
☒ Hi-tech  
☐ Industrial

- ☐ Utilities  
☐ Other (describe)

#### 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 \$)
Shane Bishop Kelowna, BC Canada	Director & President	1,167,900 Common Shares 510,000 Class A Preferred shares 1 Debenture 95,391 Warrants	\$1,322,265.21
Charles Burgess Calgary, AB Canada	Director	150,000 Common Shares	\$150,000.00
Joseph Knott Oakville, ON Canada	Director	20,000 Class A Preferred Shares	\$10,000.00
Rahul Chopra Oakland, CA	Director	N/A	N/A
Southern Interior Development Initiative Trust Vernon, BC Canada	Owens over 10 % of voting securities	3,611,535 Class A Preferred Shares	\$1,734,161.20
Southern Interior Innovation Fund (VCC)	Owens over 10 % of voting securities	3,527,704 Class A Preferred Shares	\$2,263,852.00

Inc. Vernon, BC Canada		1 Convertible Note	
InnovativeRX US Holdings, Inc. Indianapolis, IN USA	Owns over 10 % of voting securities	2,310,602 Class A Preferred Shares	\$924,240.80

### **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 14, 2016**

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

For each security distributed:

**2,300 units (each, a "Unit") at \$1,200.00 per Unit – each Unit is comprised of (i) a five year convertible debenture (the "Debenture") in the amount of \$1,000.00 (the "Debenture Price") bearing interest at 8% per annum calculated daily and compounded monthly in arrears, and the principal and any and all accrued and unpaid interest thereon is convertible into such number of Class A Preferred shares in the capital of the Company (the "Preferred Shares") equal to the amount of the principal and all accrued unpaid interest thereon divided by \$0.40; (ii) such number of non-transferrable share purchase warrants (each, a "Warrant") equal to one-third of the Debenture Price divided by \$0.40, each whole Warrant entitling the holder to purchase one Preferred Share at \$0.50 per Preferred Share for a period of five years; and (iii) 1,000 Preferred Shares at \$0.20 per Preferred Share, such shares transferred directly from existing holders thereof.**

**100 Units at \$1,300.00 per Unit - each Unit is comprised of (i) Debenture in the amount of \$1,000.00 bearing interest at 8% per annum calculated daily and compounded monthly in arrears, and the principal and any and all accrued and unpaid interest thereon is convertible into such number of Preferred Shares equal to the amount of the principal and all accrued and unpaid interest thereon divided by \$0.40; (ii) Warrants equal to one-half of the Debenture Price divided by \$0.40, each whole Warrant entitling the holder to purchase one Preferred Share at \$0.50 per Preferred Share for a period of five years; and (iii) 1,500 Preferred Shares at \$0.20 per Preferred Share, such shares transferred directly from existing holders thereof.**

**50 Units at \$1,400.00 per Unit - each Unit is comprised of (i) Debenture in the amount of \$1,000.00 bearing interest at 8% per annum calculated daily and compounded monthly in arrears, and the principal and any and all accrued and unpaid interest thereon is convertible into such number of Preferred Shares equal to the amount of the principal and all accrued and unpaid interest thereon divided by \$0.40; (ii) Warrants equal to two-thirds of the Debenture Price divided by \$0.40, each whole Warrant entitling the holder to purchase one Preferred Share at \$0.50 per Preferred Share for a period of five years; and (iii) 2,000 Preferred Shares at \$0.20 per Preferred Share, such shares transferred directly from existing holders thereof.**

#### **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	25	\$1,200.00 \$1,400.00	\$1,055,000.00
Alberta	29	\$1,200.00	\$1,095,000.00
Saskatchewan	1	\$1,200.00	\$60,000.00
Manitoba	3	\$1,200.00	\$220,000.00
Ontario	1	\$1,200.00	\$20,000.00
Total number of Purchasers	59		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$2,450,000.00 <sup>(1)</sup>

Notes:

- (1) Total dollar value raised by the issuer for the issuance of Debentures and Warrants. Preferred Shares were transferred directly from existing holders thereof.

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 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>					
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)
Asgami Inc. 60 Discovery Valley Cove SW Calgary, AB T3H 5H3 403.720.0749 Donald White	N/A	84 Units	\$84,000.00	2.3(t)	2016-06-14
Moravcik Family Trust 89 Wildwood Park Winnipeg, MB R3T 0C8 204.298.4211 Martin Moravcik	N/A	100 Units	\$100,000.00	2.3(t)	2016-06-14
MTCS Holdings Ltd. 2706, 30 Avenue Vernon, BC V1T 2B6 250.545.2136 Gregory Hamilton	N/A	34 Units	\$34,000.00	2.3(t)	2016-06-14

<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)
ATH Investments Inc. 28281 Graham Cres Abbotsford, BC V4X 2B8 604.856.7593 Gregory Hiebert	N/A	100 Units	\$100,000.00	2.3(t)	2016-06-14
Scotty Grubb & Associates Ltd. 5276 Timberfield Road West Vancouver, BC V7W 2Z8 778.280.3088 Scotty Grubb	N/A	20 Units	\$20,000.00	2.3(d)	2016-06-14
C.J. Schmidt Inc. 2402, 25 Avenue Vernon, BC V1T 1N5 250.542.9867 Cheryle Schmidt	N/A	40 Units	\$40,000.00	2.3(t)	2016-06-14
0764403 B.C. Ltd. 2920, 28 Avenue Vernon, BC V1T 1V9 250.307.3777 Dan Currie	N/A	40 Units	\$40,000.00	2.3(t)	2016-06-14
Shangrilaw Consulting Ltd. 254 Bridlewood Circle SW Calgary, AB T2Y 3L2 403.816.0544 Irene Law	N/A	20 Units	\$20,000.00	2.3(t)	2016-06-14
Glenroe Farms Ltd. 544046 Clarke Road Ingersoll, ON N5C 3J8 519.808.7370 John Heeney	N/A	20 Units	\$20,000.00	2.3(t)	2016-06-14
Jacob E. Les &	N/A	20 Units	\$20,000.00	2.3(t)	2016-06-14

<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)
Sherri M. Gibbons Professional Corp. 23 Discovery Ridge Mount SW Calgary, AB T3H 5G3 403.630.6704 Jacob E. Les					
Luke Investments Ltd. Box 426 STE Rose Du Lac, MB R0L 1S0 204.447.2547 Shawn Luke	N/A	20 Units	\$20,000.00	2.3(t)	2016-06-14
Sierra Grande Capital Corp. Box 1187, 322034 Hwy. 21 N Three Hills, AB T0M 2A0 403.443.5147 Kevin Price	N/A	167 Units	\$167,000.00	2.3(t)	2016-06-14
RJRH Holdings Ltd. 10605, 172 Street Edmonton, AB T5S 1P1 780.975.4776 Ronald Holdinga	N/A	40 Units	\$40,000.00	2.3(t)	2016-06-14
Zamsko Investments Inc. 713 Haliburton Cres Edmonton, AB T6R 2X5 780.964.5870 Zaherali Samnani	N/A	84 Units	\$84,000.00	2.3(t)	2016-06-14
B. Regier Holdings Ltd. 4703, 52 Avenue Edmonton, AB T6B 3R6 403.319.0866	N/A	40 Units	\$40,000.00	2.3(t)	2016-06-14

<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)
Brad Regier					
J. Tan & S. Hwang Professional Corporation 286 Pantego View NW Calgary, AB T3k 0N6 780.531.7830 Jun Jin Jack Tan	N/A	20 Units	\$20,000.00	2.3(t)	2016-06-14
0962334 B.C. Ltd. 1641 Collingwood St Vancouver, BC V6R 3K1 604.902.8004 Timothy Fletcher	N/A	250 Units	\$250,000.00	2.3(t)	2016-06-14
Latoncha Developments Ltd. 361 Hunters Run Edmonton, AB T6R 2P1 780.913.8600 Helmut Tonn	N/A	20 Units	\$20,000.00	2.3(t)	2016-06-14
Ohiat Ltd. 8404, 139 Street NW Edmonton, AB T5R 0G7 780.488.4097 Mike Wolowyk	N/A	20 Units	\$20,000.00	2.3(t)	2016-06-14
94602 Alberta Ltd. 34 Cranridge Heights SE Calgary, AB T3M 0E7 403.620.0807 Chris Hemstock	N/A	84 Units	\$84,000.00	2.3(j.1)	2016-06-14
Arise Chiropractic Wellness Co. 4 <sup>th</sup> Flr, 3201 – 30 Avenue Vernon, BC V1T 2C6	N/A	20 Units	\$20,000.00	2.3(t)	2016-06-14



<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)
250.275.7616 Elliott Lysyh					
Mill Bay Pharmacy Ltd. PO Box 160, 11A, 2720 Mill Bay Road Mill Bay, BC V0R 2P0 250.743.9111 Heather Skoretz	N/A	20 Units	\$20,000.00	2.3(t)	2016-06-14
Williamson Enterprises Inc. 3234 Allan Road N. Vancouver, BC V7S 3L5 778.840.5332 Alan Williamson	N/A	20 Units	\$20,000.00	2.3(t)	2016-06-14
626449 Alberta Ltd. 6 Norfolk Bay Sherwood Park, AB T8A 5P5 780.699.8694 Bruce Cummings	N/A	50 Units	\$50,000.00	2.3(t)	2016-06-14

## **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)	
Triview Capital Ltd. 605, 734 – 7 Avenue SW Calgary, AB T2P 3P8	R	\$230,000.00	184,000 Warrants <sup>(1)</sup>	\$0.40	2.3(t)  2016-06-14	\$230,000.00

**Note: (1) Each whole warrant is convertible into Class A Preferred shares ("Preferred Shares") of the issuer at an exercise price of \$0.40 per Preferred Share for a period of five (5) years from the date of issue.**

## **Certificate**

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

Date: 24 August 2016

Catalyst Healthcare Ltd.

Name of issuer (please print)

Shane Bishop, CEO 250.469.2432

Print name, title and telephone number of person signing

signed "Shane Bishop"

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