

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.

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Website: www.hitcase.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.

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.

The issuer is a reporting issuer in British Columbia, Alberta and Ontario.

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.

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 |
| Financial Services | <input 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"/> Forestry | <input type="checkbox"/> Real estate |
| <input checked="" type="checkbox"/> Hi-tech | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Industrial | <input type="checkbox"/> 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 \$)

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.

May 13, 2016

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

Units and common shares

- 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

Units:

An aggregate of 17,600,000 units (“Units”) at a subscription price of \$0.05 per Unit in connection with the issuer’s first tranche of its non-brokered private placement of Units (the “Offering”).

Each Unit is comprised of one common share in the capital of the issuer (each, a “Common Share”) and one-half of one common share purchase warrant (each whole common share purchase warrant, a “Warrant”).

Each Warrant entitles the holder to acquire one Common Share at an exercise price of \$0.07 per Common Share for a period of 18 months from the date of the closing of the first tranche of the Offering (the “Closing”), provided that in the event that the Common Shares trade at or above \$0.15 for 10 consecutive trading days on the TSX Venture Exchange or exceed a volume weighted average price of \$0.15 during a consecutive 30-day period, the issuer will have the right to accelerate the expiry of the Warrants by providing 30 days’ prior written notice to the Warrant holders of such expiry. The Common Shares and Warrants comprising the Units issued as part of the first tranche of the Offering, as well as any Common Shares issued upon exercise of Warrants, will be subject to a four-month hold period which will expire on September 14, 2016.

Common Shares:

An aggregate of 1,000,000 Common Shares were issued to Gravititas Securities Inc. (“GSI”) through 2242257 Ontario Inc. (the “GSI Party”) at a deemed price of \$0.05 per Common Share in consideration for past advisory services provided by GSI to the issuer up to and as of the date of an advisory agreement dated April 15, 2016 between GSI and the issuer (the “Advisory Agreement”). The Common Shares issued to the GSI Party will be subject to a four-month hold period which will expire on September 14, 2016.

- 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.

Not applicable.

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	4	\$0.05 per Unit	\$200,000
Ontario	7	\$0.05 per Unit	\$480,000
	1	\$0.05 per Common Share	\$50,000
Alberta	1	\$0.05 per Unit	\$200,000
Total number of Purchasers	13		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$930,000

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)
Soche Holdings Inc. 35964 Regal Parkway Abbotsford, BC V3G 1L1 Contract: James Kitsul Tel: 604-309-9938	N/A	140,000 Units	\$7,000	s. 2.3 of NI 45-106	2016-05-13
Sanctum Sanctorum Inc. 10939 80 Avenue Edmonton, AB T6G 0P9 Contract: Fabrice Taylor Tel: 780-566-8902	N/A	4,000,000 Units	\$200,000	s. 2.3 of NI 45-106	2016-05-13
Patstar Inc. 200 – 441 King Street West Toronto, ON M5V 1K4 Contact: G. Scott Paterson Tel: 416-917-1964	N/A	2,000,000 Units	\$100,000	s. 2.3 of NI 45-106	2016-05-13
Ubika Corp. 333 Bay Street, Suite 650 Toronto, ON M5H 2R2 Contract: Vikas Ranjan Tel: 647-352-2666	N/A	3,000,000 Units	\$150,000	s. 2.3 of NI 45-106	2016-05-13
New Alliance Media Inc. 2955 Harvey Crescent Drive Mississauga, ON L5L 4V9 Contract: Vikas Ranjan Tel: 416-605-7024	N/A	500,000 Units	\$25,000	s. 2.3 of NI 45-106	2016-05-13
Gravitas Special Situations Fund LP 133 Bay Street, Suite 650 Toronto, ON M5H 2R2 Contract: Neil Gilday Tel: 416-848-0739	R	2,000,000 Units	\$100,000	s. 2.3 of NI 45-106	2016-05-13
Gravitas Securities Inc. 95 Wellington Street West, Suite 910 Toronto, ON M5J 2N7 Contact: Kimberly MacIntyre Tel: 416-479-9784	R	1,000,000 Common Shares	\$50,000	s. 2.14 of NI 45-106	2016-05-13

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)				Total dollar value of compensation (Canadian \$)
		Cash (Canadian \$)	Securities			
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Haywood Securities Inc. 700-200 Burrard Street Vancouver, BC V6C 3L6	R	\$8,000	160,000 finder's warrants ¹		s. 2.3 of NI 45-106 2016-05-13	\$8,000
Canaccord Genuity Corp. 2200-609 Granville Street Vancouver, BC V7Y 1H2	R	\$12,000	240,000 finder's warrants ²		s. 2.3 of NI 45-106 2016-05-13	\$12,000

¹ Each finder's warrant entitles the holder to acquire one Unit at an exercise price of \$0.05 per Unit for a period of 18 months from the date of the Closing. The finder's warrants and the Common Shares and Warrants comprising any Units issued upon exercise of finder's warrants will be subject to a four-month hold period which will expire on September 14, 2016.

² *Ibid.*

Raymond James Ltd. 2100-925 West Georgia Street Vancouver, BC V6C 3L2	R	\$2,400	48,000 finder's warrants ³		s. 2.3 of NI 45-106 2016-05-13	\$2,400
Gravitas Securities Inc. 95 Wellington Street West, Suite 910 Toronto, ON M5J 2N7	R	\$48,000	960,000 finder's warrants ⁴		s. 2.3 of NI 45-106 2016-05-13	\$48,000

Certificate

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

Date: May 20, 2016

HIT Technologies Inc.

Name of issuer (please print)

Michael Liggett, Chief Financial Officer, 604-657-3882

Print name, title and telephone number of person signing

(signed) "Michael Liggett"

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.

³ *Ibid.*

⁴ *Ibid.*