

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;

SINCERUS (HAWK SPRINGS) FINANCE LTD.

200 – 584 Pembina Highway
Winnipeg, Manitoba R3M 3X7

- the issuer's website address; and

N/A

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

(204) 956-4345

info@sinceruscapital.ca

B. If an underwriter is completing this report, state the following: **N/A**

- 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.

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.

Item 3: Issuer's industry

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

- | |
|---|
| <input type="checkbox"/> Bio-tech |
| <input type="checkbox"/> Financial Services |
| <input type="checkbox"/> investment companies and funds |
| <input type="checkbox"/> mortgage investment companies |
| <input type="checkbox"/> Forestry |
| <input type="checkbox"/> Hi-tech |
| <input type="checkbox"/> Industrial |

- | |
|--|
| <input type="checkbox"/> Mining |
| <input type="checkbox"/> exploration/development |
| <input type="checkbox"/> production |
| <input type="checkbox"/> Oil and gas |
| <input checked="" type="checkbox"/> Real estate |
| <input type="checkbox"/> Utilities |
| <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 of the Issuer			
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 \$)
Target Capital Inc. Calgary, Canada	Shareholder	60,000 Class A Preferred shares	\$600
Albert I. Rempel Winnipeg, Canada	CEO and Director	NIL	NIL
John C. Froese Winkler, Canada	President and Director	NIL	NIL
G. Alan Froese Winkler, Canada	Vice-President	NIL	NIL
Jacob F. Froese Winkler, Canada	Vice-President	NIL	NIL
Sincerus Capital Ltd. Winnipeg, Canada	Shareholder	5,424 Class A Preferred Shares	\$54.24
5536619 Manitoba Ltd. Winkler, Canada	Shareholder	34,576 Class A Preferred Shares	\$345.76

Information about Target Capital Inc. ("Target")			
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 Target 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 \$)
Rick Skauge Calgary, AB Canada	Director and CEO	NIL	NIL
Craig Skauge Airdrie, AB Canada	Director and President	NIL	NIL
Ryan Hoult Calgary, AB Canada	Director and CFO	NIL	NIL

Information about Target Capital Inc. (“Target”)			
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 Target 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 \$)
Brian Newman Chestermere, AB Canada	Director	NIL	NIL
Anne Louise Bartlett Calgary, AB Canada	Director	NIL	NIL
Gerardus Janssen Calgary, AB Canada	Director	NIL	NIL
Greg Walter Calgary, AB Canada	Director	NIL	NIL

Information about Sincerus Capital Inc. (“SCI”)			
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 SCI 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 \$)
Albert I. Rempel Winnipeg, Canada	President and Director	NIL	NIL
The Albert Rempel Family Trust Winnipeg, Canada	Shareholder	100 Class A Common shares	\$10.00

Information about 5536619 Manitoba Ltd. (5536619)			
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 5536619 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 \$)
John C. Froese Winkler, Canada	Secretary and Director	100 Common shares	\$100.00
G. Alan Froese Winkler, Canada	President and Director	100 Common shares	\$100.00
Jacob F. Froese Winkler, Canada	Vice-President and Director	100 Common shares	\$100.00

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.

January 7, 2015

Item 6: Number and type of securities

For each security distributed:

- describe the type of security; **Class B 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

7,091,801

- 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 \$)
British Columbia	31	\$0.01	\$70,918.01
Total number of Purchasers	31		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$70,918.01

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

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)
0856891 BC Ltd. DBA Cliff Weltzin Enterprises 4912 Bulman Road Kelowna, BC V1X 7L5 (250) 762-3422 Cliff Weltzin	N/A	86,682 Class B Shares	866.82	2.9(1)	2015-01-07
Dr. Andre Du Toit Inc. 4399 Emily Carr Drive Victoria, BC V8X 5B6 (250) 652-2504 Dr. Andre Du Toit	N/A	290,822 Class B Shares	2,908.22	2.9(1)	2015-01-07
DT Davies & Associates Inc. 101 – 2142 Vasele Road Kelowna, BC V1Y 6H5 (250) 868-1893 Don Davies	N/A	290,822 Class B Shares	2,908.22	2.9(1)	2015-01-07
Integrated Project Management Ltd. 7191 Brewer Road Coldstream, BC V1B 3H3 (250) 558-4673 Gordon Smid	N/A	116,808 Class B Shares	1,168.08	2.9(1)	2015-01-07
J.C. Hansen Ltd. PO Box 22022 Kelowna, BC V1Y 9N9 (250) 717-1643 JC Hansen	N/A	144,469 Class B Shares	1,444.69	2.9(1)	2015-01-07

- 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.

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. **N/A**

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. **N/A**

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)	

Certificate

On behalf of the [issuer/~~underwriter~~], I certify that the statements made in this report are true.

Date: April 29, 2015

SINCERUS (HAWK SPRINGS) FINANCE LTD.

Name of [issuer/~~underwriter~~] (please print)

ALBERT REMPEL, DIRECTOR, (204) 956-4345

Print name, title and telephone number of person signing

Signed "Albert Rempel"

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. **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