

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

TVEON INC.

301 - 1665 Ellis Street, Kelowna, BC V1Y 2B3

Tel: (403) 861-7968

Email: dempseygroup@hotmail.com

Item 2: Reporting issuer status

The Issuer 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

☐ 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

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 \$)
Randy Dempsey Kelowna, BC, Canada	Director & Officer	9,419,400 Voting Common Shares	\$9.42
Allan Tillotson Calgary, AB, Canada	Officer	0	0
Michael Fluker Calgary, AB, Canada	Officer	250,000 Voting Common Shares	0 ⁽¹⁾
Randy Dempsey and Pamela Dempsey Kelowna, BC, Canada	Over 10% holder	78,475,000 Voting Common Shares	\$78.48

⁽¹⁾ Shares were gifted to Mr. Fluker on January 23, 2013 for no consideration

Details of distribution

Item 5: Distribution date

November 24, 2015 and December 3, 2015

Item 6: Number and type of securities

For each security distributed:

2,788,000 Voting Common Shares (“Shares”).

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 \$)
Alberta	6	\$0.15 & \$0.25	\$407,000
British Columbia	2	\$0.25	\$70,000
Total number of Purchasers	8		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$477,000

Item 8: Information about purchasers*Instructions*

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)
1918890 Alberta Ltd. 2900 Manulife Place 10180 - 101 Street Edmonton, AB T5J 3V5 780-667-6617 - Attn: Weston Whitfield		1,500,000 Voting Common Shares	\$225,000	NI 45-106 s. 2.3(1)	2015-11-24
1919552 Alberta Ltd. 2900 Manulife Place 10180 - 101 Street Edmonton, AB T5J 3V5 403-685-9340 - Attn: Ashlee Liebelt		300,000 Voting Common Shares	\$45,000	NI 45-106 s. 2.3(1)	2015-11-24
Kiss Technologies Inc. 1131 Varsity Estates Rise NW Calgary, AB T2B 3V9 403-815-5282 - Attn: Matthew Swartout		400,000 Voting Common Shares	\$60,000	NI 45-106 s. 2.3(1)	2015-11-24

Commissions and finder's fees

Item 9: Commissions and finder's fees

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)	
N/A	N/A	N/A	N/A	N/A	N/A	N/A

Certificate

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

Date: December 3, 2015

Name of issuer (please print)

Randy Dempsey, Director 403-861-7968

Print name, title and telephone number of person signing

"Randy Dempsey"

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