

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.

**Imagin Medical Inc. (formerly Expedition Mining Inc.)**

600- 890 West Pender Street  
Vancouver, B.C. V6C 1J9

Website: [www.imaginmedical.com](http://www.imaginmedical.com)

Tel: 778-998-5000

Email address: [hutchens.j48@gmail.com](mailto:hutchens.j48@gmail.com)

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.

**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: **N/A**

**Item 3: Issuer's industry**

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

☒ Bio-tech

Financial Services

Mining

☐ exploration/development

- ☐ investment companies and funds  
☐ mortgage investment companies  
☐ Forestry  
☐ Hi-tech  
☐ Industrial

- ☐ production  
☐ Oil and gas  
☐ Real estate  
☐ Utilities  
☐ Other (describe)
- 

#### Item 4: Insiders and promoters of non-reporting issuers – N/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.

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.

**February 9, 2016**

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

For each security distributed:

- describe the type of security: **Units**
- 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:

**6,677,413 Units at \$0.15 per Unit.** Each Unit consists of one common share and one share purchase warrant; each warrant entitles the holder to purchase one additional

common share for a period of two years at a price of \$0.25 if exercised during the first year and thereafter at a price of \$0.35 per share.

- state the exemption(s) relied on: **ss. 2.3, 2.5 of NI 45-106 and BCI 72-503**
- 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 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	40	\$0.15	\$817,732.49
Alberta	6	\$0.15	\$82,350.00
Bermuda	1	\$0.15	\$9,000.00
United States of America	3	\$0.15	\$92,529.45
<b>Total number of Purchasers</b>	<b>50</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$1,001,611.94</b>

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)
Utah Mineral Resources Inc. 447N 300 West, Suite #3 Kaysville, UT 84037 (801) 544-3421 Contact: O. Jay Gatten		200,000 Units	\$30,000	BC Instrument 72-503	2016-02-09
Platinum Poolcare Aquatech, Ltd. 300 Industrial Lane Wheeling, IL 60090 Tel. 847-537-2525		280,647 Units	\$42,097.05	BC Instrument 72-503	2016-02-09
0941495 BC Ltd. 11020 – 129 <sup>th</sup> Street Surrey, B.C. V3T 3J4 Tel. unknown		66,667 Units	\$10,000	Section 2.5(1) of NI 45-106	2016-02-09
Tung Investments Ltd. #400 – 8621 201 Street Langley, B.C. V2Y 0G9 604-888-6565		66,666 Units	\$9,999.90	Section 2.5(1) of NI 45-106	2016-02-09
Vancap Capital Corp. 20519 – 118 <sup>th</sup> Avenue Maple Ridge, V2X 2M5 President: Justin Sleiman Tel. (604) 720-2229		252,000 Units	\$37,800.00	Section 2.3(1) of NI 45-106	2016-02-09
Maximus Strategic Consulting Inc. 1450 – 700 West Georgia, Vancouver, BC V7Y 1K8 President: Aaron Haddinott Tel.: 604-288-2507		165,000 Units	\$24,750	Section 2.3(1) of NI 45-106	2016-02-09
Bull Run Capital Inc. 10589 Ladner Trunk Road Delta, B.C. V4G 1K2 President: Kal Malhi Telephone: 604 805-4602		1,200,000 Units	\$180,000	Section 2.3(1) of NI 45-106	2016-02-09
0930201 BC Ltd. 3099 William Ave. North Vancouver, BC V7K 1Z7 President: Freddie Leigh Tel. 604-833-2387		66,666 Units	\$9999.99	Section 2.3(1) of NI 45-106	2016-02-09
Rolar Consulting Inc, 1848 W. 11th Avenue Vancouver V6J 2C5 Contact: Bob Lunde	I	200,000 Units	\$30,000	Section 2.5(1) of NI 45-106	2016-02-09
Ashok Kumar Bihal 6717 Brooks Street Vancouver, BC V5S 3J6 (604) 999-7711		15,000 Units	\$2,250	Section 2.3(1) of NI 45-106	2016-02-09

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)
Blackstone Capital Partners Inc. 1100 - 888 Dunsmuir St Vancouver, BC V6C 3K4 (604) 304-4083		166,668 Units	\$25,000.20	Section 2.3(1) of NI 45-106	2016-02-09
Royal Group Realty Ltd. Unit 104 - 13049 - 76th Ave Surrey, BC V3W 2V7 (604) 324-7733		165,000 Units	\$24,750	Section 2.3(1) of NI 45-106	2016-02-09
Sutton Ventures Ltd. 44486 Monte Vista Drive Chilliwack, BC V2R 5T2 (604) 997-9007		266,666 Units	\$39,999.90	Section 2.3(1) of NI 45-106	2016-02-09
0904245 BC Ltd. 12686 - 54th Avenue Surrey, BC V3X 3C2 (604) 825-8915		300,000 Units	\$45,000	Section 2.3(1) of NI 45-106	2016-02-09

### 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	Compensation paid or to be paid (cash and/or securities)				
	Cash (CAD \$)	Securities			Total dollar value of compensation (CAD \$)
		Number and type of securities issued	Price per security	Exemption relied on and date of distribution	
Mackie Research Capital Corporation #1920 - 1075 W. Georgia St. Vancouver, BC V6E 3C9	n/a	220,186 broker warrants <sup>1</sup>	\$0.15	s. 2.3 of NI 45-106	\$33,027.90
Northern Venture Group 2585 Miworth West Road Prince George, BC V2K 5N8 Beneficial owner: Richard Mills	\$3,000	N/A	N/A	N/A	\$3,000
Ken Hinton 3694 207B Street Langley, BC V3A 2G4	\$1,500	N/A	N/A	N/A	\$1,500

## Certificate

On behalf of the Issuer, Imagin Medical Inc., I certify that the statements made in this report are true.

Date: February 9, 2016

**Imagin Medical Inc.**

Name of issuer (please print)

**Jim Hutchens, CEO, Director      Tel: 778-998-5000**

Print name, title and telephone number of person signing

*"Jim Hutchens"*

\_\_\_\_\_  
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.

**Jim Hutchens, CEO, Director      Tel: 778-998-5000**

**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