

Amended 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 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.

Inspira Financial Inc.
1711 Almond Avenue
Walnut Creek, CA
90402
Tel: 1-888-448-4946

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.

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 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	Mining
<input type="checkbox"/> 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 type="checkbox"/> Hi-tech	<input type="checkbox"/> Utilities
<input type="checkbox"/> Industrial	<input checked="" type="checkbox"/> Other (describe)
	<u>Financial Lender</u>

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 \$)
Hector Rivera California, USA	Director	50,000 common shares	\$5.00
Gary Mintz California, USA	Director and Officer	11,500,000 common shares	\$520.00
Robert Munro Ontario, Canada	Director and Officer	11,500,000 common shares	\$25,115.00
Dennis Wilson California, USA	Officer	300,000 common shares	\$12.00
Felicia Vargo-Johnson California, USA	Officer	25,000 common shares	\$2.50
Robbie Grossman Ontario, Canada	Officer	1,400,000 common shares	\$15,035.00

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.

April 14, 2015

April 15, 2015

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;
- 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
- 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.

19,729,322 Units. Each Unit shall consist of (i) one common share, and (ii) one-half of one transferable share purchase warrant (a "Warrant"), with each whole Warrant entitling the holder thereof to acquire one common share at a price of \$0.30 per share until twelve (12) months following a Liquidity Event (as such term is defined in the Subscription Agreement).

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 \$)
Ontario	15	\$0.15	\$846,499.95
Alberta	6	\$0.15	\$92,500.10
British Columbia	60	\$0.15	\$1,883,775.10
Foreign - USA	3	\$0.15	\$136,625.00
Total number of Purchasers	84		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$2,959,400.15

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)
Galloway Financial Services Suite 300 Marquee Place 430 West Bay Road Grand Cayman, Cayman Islands Attn: Wayne Tisdale (345) 946-6145		277,500 Units	\$41,625.00	s. 2.3 of NI 45-106	2015-04-14
Harbourside Consulting Corporation 1228 Hastings Street West, Suite 1103 Vancouver, BC V6E 4S6 Warwick Smith, President (604) 250-1737		135,000 Units	\$20,250.00	s. 2.3 of NI 45-106	2015-04-14
Leishman Investments Ltd. 1765 Arbutus Point Road Bowen Island, BC V0N 1E2 David Leishman, President (604) 760-0560		233,333 Units	\$35,000.00	s. 2.3 of NI 45-106	2015-04-14
Forefront Investments Ltd. c/o Andrew Shortreid, President and Portfolio Manager #3400, 2 Bloor Street West Toronto, ON M4W 3E2 (416) 847 1767 Ext. 500		1,833,333 Units	\$274,999.95	s. 2.3 of NI 45-106	2015-04-14
SL Kirin Consulting Inc. c/o Andrew Shortreid, President and Portfolio Manager #3400, 2 Bloor Street West Toronto, ON M4W 3E2 (416) 847 1767 Ext. 500		166,667 Units	\$25,000.05	s. 2.3 of NI 45-106	2015-04-14
Yves Clouatre Medical Corp. 17076 Lakeshore Drive North Summerland, BC V0N 1Z6 c/o Andrew Shortreid, President and Portfolio Manager (416) 847-1767		200,000 Units	\$30,000.00	s. 2.3 of NI 45-106	2015-04-14

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)
Vortex Enterprises Corp. c/o Andrew Shortreid, President and Portfolio Manager #3400, 2 Bloor Street West Toronto, ON M4W 3E2 (416) 847 1767 Ext. 500		266,667 Units	\$40,000.05	s. 2.3 of NI 45-106	2015-04-14
Campmar Investments Ltd. c/o Andrew Shortreid, President and Portfolio Manager #3400, 2 Bloor Street West Toronto, ON M4W 3E2 (416) 847 1767 Ext. 500		200,000 Units	\$30,000.00	s. 2.3 of NI 45-106	2015-04-14
ON 1278924 Inc. 65 Church Street Gananoque, ON K7G 2M9 c/o Andrew Shortreid, President and Portfolio Manager (416) 847-1767		63,333 Units	\$9,499.95	s. 2.3 of NI 45-106	2015-04-14
Northern & Fury Holdings Ltd. Suite 602 - 602 West Hastings St. Vancouver, BC V6B 1P2 Christopher Morris, President (604) 639-8289		66,666 Units	\$10,000.00	s. 2.3 of NI 45-106	2015-04-14
Madjak Management Ltd c/o Karl Kottmeier 1450 - 701 West Georgia Street Vancouver, BC V7Y 1G5 (604) 689-4722		50,000 Units	\$7,500.00	s. 2.3 of NI 45-106	2015-04-14
Ray Matthews & Associates Inc. c/o Ray Matthews, CEO Suite 601 - 128 West Cordova Street Vancouver, BC V6B 0E6 (604) 818-7778		176,666 Units	\$26,500.00	s. 2.3 of NI 45-106	2015-04-14
Sequoia Partners Inc. c/o James Beesley, Managing Partner 910 - 510 Burrard Street Vancouver, BC V6C 3A8 (604) 682-4600		530,000 Units	\$79,500.00	s. 2.3 of NI 45-106	2015-04-14

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)
TY & Sons Investments Inc. c/o Talal Yassin, President 918 - 1020 West Georgia Street Vancouver, BC V6E 2Y3 (604) 628-5616		1,666,667 Units	\$250,000.05	s. 2.3 of NI 45-106	2015-04-14
631208 BC Ltd 4588 Keith Road West Vancouver, BC V7W 2M6 Jonathan Awde, President, CEO (604) 761-5251		100,000 Units	\$15,000.00	s. 2.3 of NI 45-106	2015-04-14
Avarice Investments Ltd 19-15 International Plaza 10 Anson Road Singapore 079903 S.M. Arshad Amin, President +62 6-220-6493		300,000 Units	\$45,000.00	s. 2.3 of NI 45-106	2015-04-15
Transcend Capital Inc. 303-750 West Pender Street Vancouver, BC V6C 2T7 Etienne Moshevich, President (604) 681-0084		1,566,666 Units	\$235,000.00	s. 2.3 of NI 45-106	2015-04-15
Desmond Balakrishnan Law Corporation 1500-1055 West Georgia Street Vancouver, BC V6E 4N7 Desmond Balakrishnan, President (604) 691-7462		50,000 Units	\$7,500.00	s. 2.3 of NI 45-106	2015-04-15
GRF Consulting Corp. 800-789 Pender Street West Vancouver, BC V6C 1H2 Gary Freeman, President & CEO (604) 889-9296		66,666 Units	\$10,000.00	s. 2.3 of NI 45-106	2015-04-15
Paige Capital Inc. c/o Rob Saltsman, Partner 38 Edmund Seager Drive Thornhill, ON L4T 4R9 (416) 402-2428		100,000 Units	\$15,000.00	s. 2.3 of NI 45-106	2015-04-15

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)
Dr. Alnoor Somji Inc. 1501 Eastern Avenue North Vancouver, BC V7L 3G2 (604) 988-2555		100,000 Units	\$15,000.00	s. 2.3 of NI 45-106	2015-04-15
TOTALS:		8,149,164 Units	\$1,222,375.05		

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)	
Canaccord Genuity Corp. PO Box 10337 2200 – 609 Granville St. Vancouver, BC V7Y 1H2	R	\$17,499.99	116,666 Broker Warrants ⁽¹⁾	n/a	s. 2.3 of NI 45-106 2015-04-14	\$17,499.99
Navigator Capital Partners #910 – 510 Burrard St. Vancouver, BC V6C 3A8	R	\$112,885.51	752,569 Broker Warrants ⁽¹⁾	n/a	s. 2.3 of NI 45-106 2015-04-14	\$112,885.51
Foremost Capital Corporation 409 Granville St. Vancouver, BC V6C 1T2	R	\$16,100.00	107,333 Broker Warrants ⁽¹⁾	n/a	s. 2.3 of NI 45-106 2015-04-14	\$16,100.00

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)	
Foremost Capital Corporation 409 Granville St. Vancouver, BC V6C 1T2	R	\$19,950.01	133,000 Broker Warrants⁽¹⁾	n/a	s. 2.3 of NI 45-106 2015-04-15	\$19,950.01
Salman Partners Inc. Suite: 1700, 1095 West Pender St. Vancouver, BC V6E 2M6	R	\$21,087.50	140,583 Broker Warrants⁽¹⁾	n/a	s. 2.3 of NI 45-106 2015-04-15	\$21,087.50

⁽¹⁾ Each Broker Warrant shall entitle the holder thereof to acquire one Common Share at \$0.15 per share for a period of 24 months from the closing date

Certificate

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

Date: June 25, 2015

Inspira Financial Inc.

Name of issuer (please print)

Robbie Grossman, Asst. Secretary (416) 865-7209

Print name, title and telephone number of person signing

/s/ Robbie Grossman

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