

**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**

Silk Road Finance Inc.  
1150 – 789 W. Pender St.  
Vancouver, BC V6C 1H2  
Telephone: +1 236 999 5059  
Email: [alisher.ali@silkroadm.com](mailto:alisher.ali@silkroadm.com)

**Item 2: Reporting issuer status**

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

**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 |
| X investment companies and funds                       | <input type="checkbox"/> production              |
| <input type="checkbox"/> mortgage investment companies | <input type="checkbox"/> Oil and gas             |
| <input type="checkbox"/> securitized products issuers  | <input type="checkbox"/> Real estate             |
| <input type="checkbox"/> Forestry                      | <input type="checkbox"/> Utilities               |
| <input type="checkbox"/> Hi-tech                       | <input type="checkbox"/> Other (describe)        |
| <input type="checkbox"/> Industrial                    | _____  |

**Item 4: Insiders and promoters of non-reporting issuers**

Not applicable.

**Details of distribution**

**Item 5: Distribution date**

October 16, 2015.

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

The Issuer issued 5,939,990 common shares at a price of CAD 1.00 per share to acquire the portfolio of Mongolia-related internationally listed equity securities. The Issuer relied on the prospectus exemption prescribed by s. 2.12 of NI 45-106.

#### Item 7: Geographical information about purchasers

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Mongolia	6	\$1.00	\$5,939,990
Total number of Purchasers			
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$5,939,990

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

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)
Vistex Global Invest LLC, 35-10, Olympic street, 1st Horoo, Sukhabataar district, Ulanbaatar, Mongolia Saranchimeg Enkhee Tel: +97699031672		1,147,807	1,147,807	S. 2.12 of NI 45-106	2015-10-16
HRC ALHUS LLC 314-A, 3rd Floor, Regency, 16 Olympic Street, 1st Horoo, Sukhabaatar district, Ulaanbaatar, Mongolia Batsaikhan Dugarsuren Tel: +97699027848		1,033,026	1,033,026	S. 2.12 of NI 45-106	2015-10-16
Urban Resources LLC 21/B, Jugur Grand building, Chinggis Avenue, 1st Horoo, Khan Uul district,		1,004,331	1,004,331	S. 2.12 of NI 45-106	2015-10-16

<b>Information about non-individual purchasers</b>					
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)
Ulanbaatar, Mongolia Oyungerel Luvsansharav Tel: +97699227890					
Asia Avator LLC 21/3-6, Jugur Grand building, Chinggis Avenue, 1st Horoo, Khan Uul district, Ulanbaatar, Mongolia Aler Khasanov Tel: +97699900354		975,636	975,636	S. 2.12 of NI 45-106	2015-10-16
Karavan Hospitality Asia LLC 36-03-04, Bulgan horoolol, Small Circle, 6th Horoo, Chingeltey district, Ulaanbaatar, Mongolia Kamoliddin Talipov Tel: +97695181536		918,245	918,245	S. 2.12 of NI 45-106	2015-10-16
Tozawellness Services LLC, 210, Ikh Ulsin Erel Building, Constitution street, 5th Horoo, Sukhabaatar district, Ulaanbaatar, Mongolia Ulziibayar Batbuyan Tel: +97699018603		860,855	860,855	S. 2.12 of NI 45-106	2015-10-16

### **Commissions and finder's fees**

#### **Item 9: Commissions and finder's fees**

No commissions or finder's fees were paid with respect to the distribution.

### **Certificate**

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

Date: October 21, 2015.

SILK ROAD FINANCE INC.

Name of issuer (please print)

ALISHER ALI, CEO

Tel: + 1 236 999 5059

Print name, title and telephone number of person signing

*"Alisher Ali"*

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