

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.

Cannabix Technologies Inc. (the "Issuer")

7934 Government Road

Burnaby, BC V5A 2E2

Email: rav@cannabixtechnologies.com

Telephone No.: 604-551-7831

Website: info@cannabixtechnologies.com

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 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.

Not Applicable

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 |
| <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 checked="" type="checkbox"/> Hi-tech | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Industrial | <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.

Not Applicable

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.

Not Applicable

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.

March 14, 2016 - Non-brokered private placement for gross proceeds of \$2,082,004 through the sale of 13,880,025 Units. Each Unit is comprised of one common share ("Common Share") at \$0.15 cents, and one non-transferable common share purchase warrant ("Warrant") exercisable at \$0.25 cents per common share for a period of 24 months from the date of closing. All warrants are subject to an early acceleration provision which provides for the mandatory exercise or expiry of the Warrants in the event Cannabix's shares close at \$0.30 or higher for at least 10 consecutive trading days. In such event, the Warrants will accelerate and expire 30 days after the Company has given notice of the accelerated conversion to the Warrant holders.

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.

July 3, 2014 - Non-brokered private placement for gross proceeds of \$2,082,004 through the sale of 13,880,025 Units. Each Unit is comprised of one common share ("Common Share") at \$0.15 cents, and one non-transferable common share purchase warrant ("Warrant") exercisable at \$0.25 cents per common share for a period of 24 months from the date of closing. A total of 13,880,025 Warrants were issued in the distribution. All warrants are subject to an early acceleration provision which provides for the mandatory exercise or expiry of the Warrants in the event Cannabix's shares close at \$0.30 or higher for at least 10 consecutive trading days. In such event, the Warrants will accelerate and expire 30 days after the Company has given notice of the accelerated conversion to the Warrant holders.

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 \$)
B.C.	61	\$0.15	\$1,069,975
Alberta	3	\$0.15	\$21,000
Ontario	46	\$0.15	\$586,000
U.K.	1	\$0.15	\$ 3,000
U.S.A.	7	\$0.15	\$ 402,029
Total number of Purchasers	118		
Total dollar value of distribution in all jurisdictions (Canadian \$)	\$ 2,082,004		

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)
Blackstone Capital Partners Inc Mike Veldhuis 1100-888 Dunsmuir St, Vancouver, BC V6C 3K4 604-304-4083	N/A	165,000 common shares	\$0.15	Section 2.3 of NI 45-106	2016-03-14
Maximus Strategic Consulting Inc 700 West Georgia St, Suite 1450, Vancouver, BC, V7Y 1K8 Aaron Hoddinott 604-288-2507	N/A	166,667 common shares	\$0.15	Section 2.3 of NI 45-106	2016-03-14
Utah Mineral Resources LLC 447 N 300W #3, Kaysville, UT 84037, USA Jay Ogatten 801-544-3421	N/A	400,000 common shares	\$0.15	Section 2.3 of NI 45-106	2016-03-14
Instar Capital Inc. Roy McGhee 1100-888 Dunsmuir St, Vancouver, BC V6C 3K4 604-721-7043	N/A	50,000 common shares	\$0.15	Section 2.3 of NI 45-106	2016-03-14
0904245 BC Ltd. 12686 - 54th Avenue Surrey, BC V3X 3C2 (604) 825-8915	N/A	100,000 common shares	\$0.15	Section 2.3 of NI 45-106	2016-03-14
I D Gangam Medicine Professional Corporation 3500 Lakeshore Rd W, 728 Bldg C, Oakville, ON L6L 0B4 905-607-0286	N/A	166,667 common shares	\$0.15	Section 2.3 of NI 45-106	2016-03-14
P. Kapoor Medicine 1393 Stoneybrook Cres, Windsor ON, N9G 2Z2 519-915-7839	N/A	166,667 common shares	\$0.15	Section 2.3 of NI 45-106	2016-03-14
Arun Mensinkai Medicine 10 Tmber Lane, Oakville, ON L6L 2Z3 No phone number available	N/A	133,333 common shares	\$0.15	Section 2.3 of NI 45-106	2016-03-14
H Gangam Medicine Professional Corporation 1393 Stoneybrook Cres, Windsor ON, N9G 2Z2 519-915-7839	N/A	166,667 common shares	\$0.15	Section 2.3 of NI 45-106	2016-03-14
Avanti Consulting Niagara Inc. 1349 Rice Rd, Welland, ON L3B	N/A	66,667 common shares	\$0.15	Section 2.3 of NI 45-106	2016-03-14

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)
5N5 No phone number available					
Timberwood Custom Kitchens Inc. 3512 Nugent Road, Port Colborne, ON L3K 5V3 905-734-6676	N/A	133,333 common shares	\$0.15	Section 2.3 of NI 45-106	2016-03-14
Rempel Masonary Restoration Inc. 551 Darby Rd RR#1, Port Robinson, ON L0S 1K0 905-732-9311	N/A	100,000 common shares	\$0.15	Section 2.3 of NI 45-106	2016-03-14
Charles Scott Medicine 287 Victoria Street, Kingston, ON K7L 3Z2 613-547-0887	N/A	100,000 common shares	\$0.15	Section 2.3 of NI 45-106	2016-03-14
Dr. N Gangam Medicine 10 Timber Lane, Oakville, ON L6L 2Z3 No phone number available	N/A	100,000 common shares	\$0.15	Section 2.3 of NI 45-106	2016-03-14
Christopher J Dyck Medicine Professional Corporation 36 Timmsdale Cres, Fonthill, ON L0S 1E5 905-892-9581	N/A	166,667 common shares	\$0.15	Section 2.3 of NI 45-106	2016-03-14
JPD Consultants Inc. 149 Hastings Ave, Toronto, ON, M4L 2L4 905-892-7568	N/A	100,000 common shares	\$0.15	Section 2.3 of NI 45-106	2016-03-14
S-Chudzik-Sipos Pshycology 2859 7th Street, Jordan, ON L0R 1S0 905-562-8294	N/A	33,333 common shares	\$0.15	Section 2.3 of NI 45-106	2016-03-14
McKnight Financial Management 6077 Mountaingate Drive, Niagara Falls, ON L2S 4H8 905-984-0336	N/A	33,333 common shares	\$0.15	Section 2.3 of NI 45-106	2016-03-14
Randy Benko Medicine 154 Blair Lane, Ancaster, ON L9G 1B7 905-304-6391	N/A	100,000 common shares	\$0.15	Section 2.3 of NI 45-106	2016-03-14
2379388 ONTARIO LTD 23 WHITE HARWOOD SEVENOAKS, Kent, TN13, 1RS, UK 114 7956316584	N/A	20,000 common shares	\$0.15	Section 2.3 of NI 45-106	2016-03-14

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)	
Mackie Research Capital Corporation Suite 1920, 1075 W. Georgia Street, Vancouver, BC V6E 3C9	R	\$ 8,760	None	n/a	Section 2.3 of NI 45-106 2016-03-14	\$ 8,760
Canaccord Genuity Corp., Vancouver, BC 609 Granville Street, Suite 2200 P.O. Box 10337 Vancouver, BC Canada V7Y 1H2	R	\$ 240	None	n/a	Section 2.3 of NI 45-106 2016-03-14	\$240
Wolverton Securities Inc. 17th Floor, 777 Dunsmuir St. Vancouver, BC, V7Y 1J5	R	\$ 900	None	n/a	Section 2.3 of NI 45-106 2016-03-14	\$900
Aligned Capital Partners Inc 3430 South Service Rd suite 200 Burlington Ont. L7N3T9	R	\$ 22,840	152,267 common shares	\$0.15	Section 2.3 of NI 45-106 2016-03-14	\$ 45,680

Certificate

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

Date: March 24, 2016

Cannabix Technologies Inc.

Name of Issuer (please print)

Ravinder Mlait, CEO Telephone No. (604) -551-7831

Print name, title and telephone number of person signing

“Ravinder Mlait”

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.

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

Guidance for completing and filing Form 45-106F6

1. ***Required form in British Columbia*** - In British Columbia, file this report and the applicable fee using BCSC e-services in accordance with British Columbia Instrument 13-502 Electronic filing of reports of exempt distribution. If the distribution occurs in British Columbia and one or more other jurisdictions, the issuer is required to file this report in British Columbia and file Form 45-106F1 in the other applicable jurisdictions.
2. ***What is a distribution?*** - In British Columbia, “distribution” includes distributions made from British Columbia to purchasers resident in other Canadian or foreign jurisdictions if the issuer has a significant connection to British Columbia. If the issuer has a significant connection to British Columbia, complete the tables in item 8 and Schedules I and II for all purchasers.

In British Columbia, “distribution” also includes distributions made from another Canadian or foreign jurisdiction to purchasers resident in British Columbia. If the issuer is from another Canadian or foreign jurisdiction, complete the tables in item 8 and Schedules I and II only for purchasers resident in British Columbia.

3. ***What is a purchaser?*** - References to a purchaser in this report are to the beneficial owner of the securities.
4. ***What is an individual?*** - An individual is a natural person. A corporation, partnership, party, trust, fund, association, and any other organized group of persons is not an individual.
5. ***Space in tables*** - If the space provided in any table in this Form is insufficient, please adjust the table to include additional space.
6. ***Multiple distributions*** - One report may be used for multiple distributions occurring within 10 days of each other if the report is filed on or before the 10th day following the first of such distributions.
7. ***Fees*** - In order to determine the applicable fee, consult Fee Checklist British Columbia Form 11-901F (item # 16).