

**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 information**

**Item 1: Issuer name and contact information**

A. State the following:

**Name:** HealthSpace Informatics Ltd.  
**Website:** N/A  
**Address:** Suite 200, 7491 Vedder Road  
Chilliwack, BC V2R 6E7  
**Telephone:** 604-629-5977  
**E-mail Address:** N/A

**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   |
| 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.

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
Ali Hakimzadeh, Vancouver, Canada	Director	5,853,128 common shares	\$1,229,157
Conrad Krebs, Vancouver, Canada	Chief Financial Officer	3,467,413 common shares; 343,194 non-dilutive warrants	\$728,157
Christopher Morris, Vancouver, Canada	Director	72,763 non-dilutive warrants	\$0.00
David Eaton, Vancouver, Canada	Director	300,000 common shares	\$63,000
Joseph Willmott, Harrison Mills, Canada	Director, President	4,113,523 common shares	\$863,840
Warwick Smith Vancouver, Canada	Chief Executive Officer and Director	1,000,000 common shares	\$210,000

**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.

**June 3 and June 4, 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.

**Private placement of 11,767,500 special warrants (the “Special Warrants”) at a price of \$0.20 per Special Warrant. Each Special Warrant is exercisable, at no additional cost, into one Common share of the Issuer.**

**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\$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	58	\$0.20	\$1,584,500.00
Alberta	12	\$0.20	\$377,000.00
Ontario	11	\$0.20	\$232,000.00
Cayman Islands	1	\$0.20	\$40,000.00
Marshall Islands	1	\$0.20	\$55,000.00
Paraguay	1	\$0.20	\$45,000.00
Switzerland	1	\$0.20	\$20,000.00
<b>Total number of Purchasers</b>	<b>85</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$2,353,500.00</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.

<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)
Ty & Sons Investments Inc. Suite 918 1030 West Georgia Street Vancouver, BC V6E 2Y3 Contact: Talal Yassin, President Tel: 604-628-5618	N/A	200,000 Special Warrants	\$40,000.00	Section 2.3 of NI 45-106	2015-06-03
Transcend Capital Inc. Suite 303 750 West Pender Street Vancouver, BC V6C 2T7 Contact: Etienne Moshevich Tel: 604-681-0084	N/A	250,000 Special Warrants	\$50,000.00	Section 2.3 of NI 45-106	2015-06-04
Sutton Ventures Ltd. 44486 Monte Vista Drive Chilliwack, BC V2R 5T2 Contact: Brayden Sutton Tel: 604-997-9007	N/A	50,000 Special Warrants	\$10,000.00	Section 2.3 of NI 45-106	2015-06-03
Pathfinder Asset Management Limited 1320 – 885 West Georgia Street Vancouver, BC V6C 3E8 Contact: Rob Ballard Tel: 604-682-7312	R	750,000 Special Warrants	\$150,000.00	Section 2.3 of NI 45-106	2015-06-03

<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)
Pathfinder Asset Management Limited 1320 – 885 West Georgia Street Vancouver, BC V6C 3E8 Contact: Rob Ballard Tel: 604-682-7312	R	1,000,000 Special Warrants	\$200,000.00	Section 2.3 of NI 45-106	2015-06-03
ForeFront Investments Ltd. P.O. Box 8846 STN Central Victoria, BC V8W 3Z1 Contact: Andrew Shortreid Tel: 250-480-1844	R	500,000 Special Warrants	\$100,000.00	Section 2.3 of NI 45-106	2015-06-03
Vortex Enterprises Corp. #3400, 2 Bloor Street West Toronto, ON M4W 3E2 Contact: Andrew Shortreid Tel: 416-644-6000	R	60,000 Special Warrants	\$12,000.00	Section 2.3 of NI 45-106	2015-06-03
Yves Clouatre Medical Corp. 17076 Lakeshore Drive North Summerland, BC V0H 1Z6 Contact: Andrew Shortreid Tel: 250-490-5744	R	50,000 Special Warrants	\$10,000.00	Section 2.3 of NI 45-106	2015-06-03
SCC Sherpa Capital Corp. #3400, 2 Bloor Street West Toronto, ON M4W 3E2 Contact: Andrew Shortreid Tel: 647-528-8735	R	50,000 Special Warrants	\$10,000.00	Section 2.3 of NI 45-106	2015-06-03

<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)
Water Street Assets Inc. 2 <sup>nd</sup> Floor, 342 Water Street Vancouver, BC V6B 1B6 Contact: Greg Hall Tel: 604-428-2125	N/A	300,000 Special Warrants	\$60,000.00	Section 2.3 of NI 45-106	2015-06-03
Alain D. Bourassa Professional Co. 504-570 Laurier Ave W. Ottawa, ON K1R 1C8 Contact: Alain D. Bourassa Tel: 613-231-6471	N/A	100,000 Special Warrants	\$20,000.00	Section 2.3 of NI 45-106	2015-06-03
MGK Consulting Inc. 1298 Netley Place West Vancouver, BC V7T 2H2 Contact: Jason Gigliotti Tel: N/A	N/A	50,000 Special Warrants	\$10,000.00	Section 2.3 of NI 45-106	2015-06-03
GRF Consulting Corp. 800 – 789 West Pender Street Vancouver, BC V6C 1H2 Contact: Gary Freeman Tel: 604-889-9295	N/A	200,000 Special Warrants	\$40,000.00	Section 2.3 of NI 45-106	2015-06-03
Galloway Financial Services Inc Suite 300 - Marquee Place, 430 West Bay Road, PO Box 30691SMB Grand Cayman, Cayman Islands Contact: Wayne Tidsale Tel: 604-805-4104	N/A	200,000 Special Warrants	\$40,000.00	Section 2.3 of NI 45-106	2015-06-03
987148 Alberta Inc 1099 Poplar St S Nelson, BC Canada V1L 2J3 Contact: John Leishman Tel: 250-354-9965	N/A	100,000 Special Warrants	\$20,000.00	Section 2.3 of NI 45-106	2015-06-03

<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)
Concept Capital Management Ltd Trust Company Complex - Ajeltaek Rd Ajeltake Isle., Majuro Marshall Islands, MH 96960 Contact: Bernd Hoegel Tel: 497-021-74281	N/A	275,000 Special Warrants	\$55,000.00	Section 2.3 of NI 45-106	2015-06-03
Radical Capital Ltd #1625 – 1185 West Georgia Street Vancouver, BC V6E 4E6 Contact: Marcus New Tel: 778-588-7148	R	250,000 Special Warrants	\$50,000	Section 2.3 of NI 45-106	2015-06-03
<b>TOTAL:</b>		<b>4,385,000 Special Warrants</b>	<b>\$877,000.00</b>		

## 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)	
Golden Capital Consulting Limited The Trust Company, Ajeltake Road, Ajeltake Islands, Majuro, MH 96960		\$14,700	73,500 Finder's Warrants <sup>(2)</sup>	N/A	s. 2.3 of NI 45-106  2015-06-03	\$14,700
		\$1,050	5,250 Finder's Warrants <sup>(2)</sup>	N/A	s. 2.3 of NI 45-106  2015-06-04	\$1,050
Canaccord Genuity Corp. 2200 - 609 Granville Street Vancouver, BC V7Y 1H2	R	\$70,020.00	348,600 Finder's Warrants <sup>(2)</sup>	N/A	s. 2.3 of NI 45-106  2015-06-03	\$70,020.00
Jordan Capital Markets Inc. 1920, 1075 West Georgia Vancouver, BC V6E 3C9	R	\$700.00	3,500 Finder's Warrants <sup>(2)</sup>	N/A	s. 2.3 of NI 45-106  2015-06-03	\$700.00



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)	
Navigator Capital Partners Inc. Suite 910, 510 Burrard Street Vancouver, BC V6C 3A8	R	\$4,200	78,750 Finder's Warrants <sup>(2)</sup>	N/A	s. 2.3 of NI 45-106 2015-06-03	\$4,200
		\$3,500	17,500 Finder's Warrants <sup>(2)</sup>	N/A	s. 2.3 of NI 45-106 2015-06-04	\$3,500
Global Securities Corporation 11 <sup>th</sup> Floor, 595 Burrard St. Vancouver, BC V7X 1C4	R	\$700.00	3,500 Finder's Warrants <sup>(2)</sup>	N/A	s. 2.3 of NI 45-106 2015-06-03	\$700.00
Intrinsyc Capital Corporation 1320 - 885 West Georgia Street Vancouver, BC V6C 3E8	R	\$24,500	122,500 Finder's Warrants <sup>(2)</sup>	N/A	s. 2.3 of NI 45-106 2015-06-03	\$24,500
Fin-xo Securities Inc. 800, Boul. Rene-Levesque Ouest Bureau 340 Montreal, QC H3B 1X9	R	\$3,850	19,250 Finder's Warrants <sup>(2)</sup>	N/A	s. 2.3 of NI 45-106 2015-06-03	\$3,850
PI Financial Corp. 666 Burrard Street, Suite 1900 Vancouver, BC V6C 3N1	R	\$6,650	33,250 Finder's Warrants <sup>(2)</sup>	N/A	s. 2.3 of NI 45-106 2015-06-03	\$6,650
Mackie Research Capital Corp. 199 Bay Street Suite 4500 Commerce Court West Toronto, ON M5L 1G2	R	\$2,100	10,500 Finder's Warrants <sup>(2)</sup>	N/A	s. 2.3 of NI 45-106 2015-06-03	\$2,100
National Bank Financial Ltd. 130 King Street West, Suite 3200 Toronto, ON M5X 1J9	R	\$2,800	14,000 Finder's Warrants <sup>(2)</sup>	N/A	s. 2.3 of NI 45-106 2015-06-03	\$2,800

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)	
BMO Nesbitt Burns One First Canadian Place 5TH Floor Toronto, ON M5X 1H3	R	\$1,750	8,750 Finder's Warrants <sup>(2)</sup>	N/A	s. 2.3 of NI 45-106  2015-06-03	\$1,750
Caldwell Securities Ltd. 150 King Street West Suite 1710 P.O. Box 47 Toronto, ON M5H 1J9	R	\$1,750	8,750 Finder's Warrants <sup>(2)</sup>	N/A	s. 2.3 of NI 45-106  2015-06-03	\$1,750
Bayfront Capital Partners Ltd. #1920 - 155 University Avenue Toronto, ON M5H 3B7	R	\$8,750	43,750 Finder's Warrants <sup>(2)</sup>	N/A	s. 2.3 of NI 45-106  2015-06-03	\$8,750

(1) Compensation will only be payable upon the Issuer obtaining a receipt for a Final Prospectus, pursuant to which the Issuer will apply for its Common shares to be listed and posted for trading on the facilities of a qualified stock exchange (the "Liquidity Event").

(2) Each Finder's Warrant is exercisable into a Common share of the Issuer for a period of two years from the date of the Liquidity Event at an exercise price of \$0.20 per share.

## **Certificate**

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

Date: August 26, 2015

### **HEALTHSPACE INFORMATICS LTD.**

Name of Issuer (please print)

Conrad Krebs, CFO, (604) 629-5977

Print name, title and telephone number of person signing

*“Conrad Krebs”*

\_\_\_\_\_  
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