

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.

**FCF Capital Inc. ("FCF")
Suite 232, 2031 – 33rd Avenue S.W.
Calgary, Alberta, Canada T2T 1Z5**

**Phone: (403) 455-9660
Website: www.fcfcapital.ca
Email: info@fcfcapital.ca**

B. If an underwriter is completing this report, state the following:

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.

FCF 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

☐ investment companies and funds

☐ mortgage investment companies

☐ Forestry

☐ Hi-tech

☐ Industrial

Mining

☐ exploration/development

☐ production

☐ Oil and gas

☐ Real estate

☐ Utilities

☒ Other (describe)

Business acquisitions

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.

N/A

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 \$)
N/A			

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, 2016

Item 6: Number and Type of Securities

For each security distributed:

- describe the type of security;

Subscription Receipts, issued at a price of \$0.14 per Subscription Receipt.

- 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

FCF issued an aggregate of 17,157,000 Subscription Receipts in the province of British Columbia for gross proceeds of \$2,401,980.

Each Subscription Receipt will be automatically converted into one Class A common share in the capital of FCF, provided that, on or before October 11, 2016, a notice in writing ("Release Notice") executed by Stephen Reid, as President and Chief Executive Officer of FCF (or such other officer of FCF as designated by its board of directors), J.R. Kingsley Ward of VRG Capital, as lead order of the offering (or such other officer of VRG Capital as designated by its board of directors) and Clarus Securities Inc. (the "Agent"), as agent of the offering (together, the "Release Notice Signatories"), is delivered to Computershare Trust Company of Canada (the "Escrow Agent"), stating that all conditions precedent to the completion of an acquisition by FCF having a purchase price of not less than \$50 million (an "Eligible Transaction") (other than the payment of the purchase price for the Eligible

Transaction) have been satisfied in escrow to the satisfaction of the Release Notice Signatories or otherwise waived with the consent of the Release Notice Signatories.

If a Release Notice is not delivered to the Escrow Agent on or before October 11, 2016, the Subscription Receipts will be cancelled and the proceeds of the offering returned to the Subscription Receipt holders *pro rata* in the amounts recorded on the register in respect of each Subscription Receipt holder.

- 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 \$*) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$*)
British Columbia	43	\$0.14	\$2,401,980.00
Total number of Purchasers	43		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$2,401,980.00

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 (CDN \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
GTB Investments Ltd 5653 Groveridge Wynd Delta BC, V4L 2E4 Greg Binning (604) 948-0327	-	700,000 Subscription Receipts	\$98,000	Section 2.3 of NI 45-106	2016-04-14
Mario Franko Investments Ltd. 2636 Bellevue Avenue West Vancouver, BC V7V 1E4 Mario Felicella (604) 925-6724	-	125,000 Subscription Receipts	\$17,500	Section 2.3 of NI 45-106	2016-04-14
Thomas O' Neill Management Corp 1918-925 West Georgia St Vancouver, BC V6C 3L2 Thomas O'Neill (604) 484-4170	-	375,000 Subscription Receipts	\$52,500	Section 2.3 of NI 45-106	2016-04-14
The John Greig 2010 Alter Ego Trust PO Box 2154 Stn Terminal Vancouver, BC V6B 3V3 John Greig (604) 630-3131	-	2,000,000 Subscription Receipts	\$280,000	Section 2.3 of NI 45-106	2016-04-14
World Family Legacies Corp 4127 Russell Court, North Vancouver, BC V7G 2L9 Bradley T. Aelicks (604) 929-4811	-	500,000 Subscription Receipts	\$70,000	Section 2.3 of NI 45-106	2016-04-14
1027390 B.C. Ltd. 4186 Rockridge Road, West Vancouver, BC, V7W 1A2 Roderick Campbell (604) 921-7887	-	1,800,000 Subscription Receipts	\$252,000	Section 2.3 of NI 45-106	2016-04-14
Belmont Capital Corporation #303-750 W. Pender St., Vancouver, BC, V6C 2T7 Jerome Rak (604) 681-3958	-	1,500,000 Subscription Receipts	\$210,000	Section 2.3 of NI 45-106	2016-04-14

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 Receipts 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	Exemption relied on and date of distribution	
Clarus Securities Inc. Suite 3640, 130 King Street West Toronto, ON M5X 1A9	-	Paid: \$17,459.40 Payable on conversion: \$17,459.40 ¹	Issuable upon conversion: 249,420 Broker Warrants ²	\$0.14	Exemption: Section 2.3 of NI 45-106 Date of distribution: TBD	\$17,459.40
Haywood Securities Inc. 700 – 200 Burrard Street Vancouver, BC V6C 3L6	-	Paid: \$2,100.00 Payable on conversion: \$2,100.00	Issuable upon conversion: 30,000 Broker Warrants	\$0.14	Exemption: Section 2.3 of NI 45-106 Date of distribution: TBD	\$2,100.00
PI Financial Corp. 1900 – 666 Burrard Street Vancouver, BC V6C 3N1	-	Paid: \$51,114.00 Payable on conversion: \$51,114.00	Issuable upon conversion: 730,200 Broker Warrants	\$0.14	Exemption: Section 2.3 of NI 45-106 Date of distribution: TBD	\$51,114.00

Note 1: The above-named Agent and finders received a cash commission on the date of distribution representing 50% of their total fee. The remaining 50% will be paid to the Agent and finders, as the case may be, upon conversion of the Subscription Receipts.

Note 2: A number of broker warrants ("**Broker Warrants**") will be issued to the Agent and finders upon conversion of the Subscription Receipts, in each case in an amount equal to 6% of the total number of Subscription Receipts sold by the Agent or finder, as the case may be, pursuant to the offering. The Broker Warrants issuable to the above-named Agent and finders are exercisable, for no additional consideration, into broker warrants which shall be exercisable for one Class A common share of FCF at a price of \$0.14 for a period of 24 months from the issuance of the Broker Warrants. A separate Form 45-106F6 will be filed in connection with the distribution of such broker warrants to the above-noted finders.

Certificate

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

Date: May 11, 2016

FCF CAPITAL INC.

Name of Issuer (please print)

Mike Matishak, Chief Financial Officer (403) 455-9660

Print name, title and telephone number of person signing

(signed) "Mike Matishak"

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.

As above.

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