

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.

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- 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 the Provinces of Alberta and British Columbia.

- 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 checked="" 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 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 distribution (Canadian \$)
N/A	N/A	N/A	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.

November 3, 2015

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

Unsecured convertible debentures.

- 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

An aggregate principle amount of six hundred ninety-eight thousand five hundred dollars (\$698,500) of unsecured convertible debentures which will mature on June 1, 2018 (the “Debentures”).

Interest

The Debentures shall carry a yield of 12% per annum, with interest calculated and payable semi-annually in arrears on June 1 and December 1 in each year after the date of issuance of the Debenture (the “Interest Payments”). The Interest Payments will be comprised of 50% cash and 50% fully paid common shares of the Company (the “Common Shares”), subject to the right of the Holder to elect to have an Interest Payment satisfied entirely in Common Shares. The price of the Common Shares to be issued to satisfy each Interest Payment will be subject to a minimum price of \$0.06, at the greater of: (i) the volume-weighted average trading price of the Common Shares of the Company for the 10 trading days preceding each Interest

Payment due date, or (ii) the Discounted Market Price (as such term is defined in the TSX Venture Exchange Corporate Finance Manual) of the Common Shares at the time of issuance (the "Market Price").

Conversion

The principal amount of each Debenture, shall be convertible, in whole or in part, at the sole option of each Debenture holder into units of the Corporation (the "Units"), once every 12 months, upon written notice to the Company. Each Unit will be comprised of one Common Share and one common share purchase warrant (each, a "Warrant" and together, the "Warrants"). The formula used to determine the number of Units to be issued upon conversion and the price per Unit (the "Unit Price") will be as set out below, subject to a minimum Unit Price of \$0.10 after the first year following the issuance of the Debenture:

- a) if the Market Price is \$0.10 or less, the Unit Price will be equal to the Market Price less 20%, subject to a minimum price of \$0.06;
- b) if the Market Price is between \$0.11 and \$0.50, the Unit Price will be equal to the Market Price less 10%; and
- c) if the Market Price is greater than \$0.50, the Unit Price will be equal to the Market Price less 5%.

Each Warrant issued as part of the Unit will be exercisable for a 12 month period into one Common Share at a 50% premium to the Unit Price, subject to a minimum exercise price of \$0.10.

The Principal Amount cannot be converted if, following such conversion, the Debenture holder, together with any person, entity or company acting jointly or in concert with such Holder, would in the aggregate own, or result in a Control Person (as such term is defined in the TSX Venture Exchange Corporate Finance Manual) or have direction over that number of voting securities of the Company equal to 20% or greater of the total issued and outstanding securities of the Company.

- 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 \$)
Alberta	6	\$1.00 Debenture	\$181,000
British Columbia	3	\$1.00 Debenture	\$165,000
Manitoba	5	\$1.00 Debenture	\$146,500
Ontario	2	\$1.00 Debenture	\$75,000
Saskatchewan	4	\$1.00 Debenture	\$59,000
California	1	\$1.00 Debenture	\$60,000
North Carolina	1	\$1.00 Debenture	\$12,000
Total number of Purchasers	22		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$698,500

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)
Can 21 Developments Inc. 321 – 141 Victoria St. Kamloops, BC V2C 1Z5 William Sanesh (250) 374-2828	N/A	150,000 Debentures	\$150,000	NI 45-106, s. 2.10	2015-11-03
CME Consulting Corp. 10617 Wascana Point Estates Regina, SK S4V 2Z5 Curt England (306) 761-1530	N/A	10,000 Debentures	\$10,000	NI 45-106, s. 2.3	2015-11-03
Dr. Kenneth Atkinson Inc. 410 – 301 Columbia St. E. New Westminster, BC V3L 3W5 Kenneth Atkinson (604) 528-0155	N/A	10,000 Debentures	\$10,000	NI 45-106, s. 2.3	2015-11-03
Kirkton Press Ltd. 396 Grills Rd. RR#2 Baltimore, ON K0K 1C0 Stew Herod (905) 349-3443	N/A	25,000 Debentures	\$25,000	NI 45-106, s. 2.3	2015-11-03
Spectrum Engineering Inc. 271 Canterville Dr. S.W. Calgary, AB T2W 3X9 Daniel S. Belczewski (403) 294-1888	N/A	10,000 Debentures	\$10,000	NI 45-106, s. 2.3	2015-11-03
Tool Tech Systems Ltd. 2 – 16 Mazenod Rd. Winnipeg, MB R2J 4H2 Eamon Douthart (204) 233-8665	N/A	40,000 Debentures	\$40,000	NI 45-106, s. 2.3	2015-11-03

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)	
August V. Scerbo #321 – 141 Victoria St. Kamloops, BC V2C 1Z5	NA	\$10,500.00	N/A	N/A	N/A	\$10,500.00
Lamont Stradeski 2523 Lacon St. Regina, SK S4N 2A4	NA	\$4,425.00	N/A	N/A	N/A	\$4,425.00
John Wiebe 390 H Provencher Blvd. Winnipeg, MB R2H 0H1	NA	\$11,737.50	N/A	N/A	N/A	\$11,737.50

Certificate

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

Date: November 12, 2015

Erin Ventures Inc.
Name of (issuer/underwriter) (please print)

Blake Fallis, General Manager - 250-381-8781
Print name, title and telephone number of person signing



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 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