

**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.

**Issuer: OmniArch Capital Corporation ("OmniArch")**  
**Suite 1680, 700 – 4<sup>th</sup> Avenue S.W.**  
**Calgary, Alberta**  
**Phone: (403) 984-6223**  
**Manager: Jay Modi**

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.

**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.

**OmniArch is not a reporting issuer in any jurisdiction.**

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.

- |  |  |
|--|--|
| <input type="checkbox"/> Bio-tech                                  | <input type="checkbox"/> Mining                  |
| <input type="checkbox"/> Financial Services                        | <input type="checkbox"/> exploration/development |
| <input checked="" 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 the distribution (Canadian \$) <sup>(1)</sup>
Jay Modi Calgary, Alberta	President and Director since November 20, 2009	100 Class "A" voting shares, representing 33.33% of the voting shares of OmniArch. In addition, Mr. Modi indirectly owns 34% of the limited partnership units issued by OmniArch Fixed Income Limited Partnership	\$1.00
Raj Singh, Calgary, Alberta	Secretary and Director since November 20, 2009	100 Class "A" voting shares, representing 33.33% of the voting shares of OmniArch. In addition, Mr. Singh indirectly owns 28% of the limited partnership units issued by OmniArch Fixed Income Limited Partnership	\$1.00
Arti Modi Calgary, Alberta	Director since November 20, 2009	100 Class "A" voting shares, representing 33.33% of the voting shares of OmniArch. In addition, Ms. Modi indirectly owns 28% of the limited partnership units issued by OmniArch Fixed Income Limited Partnership	\$1.00
Trevor Cochrane Calgary, Alberta	Director since March 3, 2010	Mr. Cochrane indirectly owns 10% of the limited partnership units issued by OmniArch Fixed Income Limited Partnership	\$1.00

**Note:** (1) Refers only to the price paid for securities of OmniArch.

## 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 30, 2015**

### Item 6: Number and type of securities

For each security distributed:

- (a) Describe the type of security;
  - **Class A-2 Bonds of OmniArch;**
  - **Class B Bonds of OmniArch; and**
  - **Class C Bonds of OmniArch.**
- (b) 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
  - **A total dollar value of \$4,990,520 in Class A-2 Bonds.**  
**The Class A-2 Bonds are non-convertible or exchangeable and have no underlying security attached to them.**
  - **A total dollar value of \$2,098,045 in Class B Bonds.**  
**The Class B Bonds are non-convertible or exchangeable and have no underlying security attached to them.**
  - **A total of dollar value of \$2,125,616 in Class C Bonds.**  
**The Class C Bonds are non-convertible or exchangeable and have no underlying security attached to them.**
- (c) If the issuer is an investment fund and is managed by an investment fund manager registered in Canada, state the exemption(s) relied on.

**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 \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
BRITISH COLUMBIA	40 (Class A-2 Bonds)	N/A <sup>(2)</sup>	\$1,320,700
	21 (Class B Bonds)	N/A <sup>(2)</sup>	\$503,623
	30 (Class C Bonds)	N/A <sup>(2)</sup>	\$932,264
Total number of Purchasers in British Columbia	91		
Total dollar value of distribution in British Columbia (Canadian \$)			\$2,756,587
ALBERTA	95 (Class A-2 Bonds)	N/A <sup>(2)</sup>	\$2,459,715
	48 (Class B Bonds)	N/A <sup>(2)</sup>	\$1,402,127
	34 (Class C Bonds)	N/A <sup>(2)</sup>	\$663,752
Total number of Purchasers in Alberta	177		
Total dollar value of distribution in Alberta (Canadian \$)			\$4,525,594
SASKATCHEWAN	3 (Class A-2 Bonds)	N/A <sup>(2)</sup>	\$130,00
	6 (Class B Bonds)	N/A <sup>(2)</sup>	\$92,295
	5 (Class C Bonds)	N/A <sup>(2)</sup>	\$120,000
Total number of Purchasers in Saskatchewan	14		
Total dollar value of distribution in Saskatchewan (Canadian \$)			\$342,295
MANITOBA	12 (Class A-2 Bonds)	N/A <sup>(2)</sup>	\$381,428
	2 (Class B Bonds)	N/A <sup>(2)</sup>	\$20,000
Total number of Purchasers in Manitoba	14		
Total dollar value of distribution in Manitoba (Canadian \$)			\$401,428
ONTARIO	4 (Class A-2 Bonds)	N/A <sup>(2)</sup>	\$174,300
	1 (Class B Bonds)	N/A <sup>(2)</sup>	\$30,000

	<b>1</b> (Class C Bonds)	N/A <sup>(2)</sup>	<b>\$85,700</b>
<b>Total number of Purchasers in Ontario</b>	<b>6</b>		
<b>Total dollar value of distribution in Ontario (Canadian \$)</b>			<b>\$290,000</b>
<b>QUEBEC</b>	<b>13</b> (Class A-2 Bonds)	N/A <sup>(2)</sup>	<b>\$359,877</b>
	<b>5</b> (Class B Bonds)	N/A <sup>(2)</sup>	<b>\$50,000</b>
	<b>6</b> (Class C Bonds)	N/A <sup>(2)</sup>	<b>\$313,900</b>
<b>Total number of Purchasers in Quebec</b>	<b>24</b>		
<b>Total dollar value of distribution in Quebec (Canadian \$)</b>			<b>\$723,777</b>
<b>NEW BRUNSWICK</b>	<b>1</b> (Class C Bonds)	N/A <sup>(2)</sup>	<b>\$10,000</b>
<b>Total number of Purchasers in New Brunswick</b>	<b>1</b>		
<b>Total dollar value of distribution in New Brunswick (Canadian \$)</b>			<b>\$10,000</b>
<b>NOVA SCOTIA</b>	<b>2</b> (Class A-2 Bonds)	N/A <sup>(2)</sup>	<b>\$64,500</b>
<b>Total number of Purchasers in Nova Scotia</b>	<b>2</b>		
<b>Total dollar value of distribution in Nova Scotia (Canadian \$)</b>			<b>\$64,500</b>
<b>CHINA</b>	<b>1</b> (Class A-2 Bonds)	N/A <sup>(2)</sup>	<b>\$100,000</b>
<b>Total number of Purchasers in CHINA</b>	<b>1</b>		
<b>Total dollar value of distribution in CHINA (Canadian \$)</b>			<b>\$100,000</b>
<b>Total number of Purchasers in all jurisdictions</b>	<b>330</b>		
<b>Total dollar value of distribution in all jurisdictions</b>			<b>\$9,214,181</b>

Note 1: If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

Note 2: Subscription Amount not less than ten thousand (\$10,000.00) dollars for Bonds unless otherwise authorized by the President of OmniArch.

## 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)
EDMIP Contractors Ltd. 31 Sienna Heights Way SW Calgary, AB T3H 3T5 403-444-0661 Mihaly Fazakas	N/A	\$ 35000 in Class A-2 Bonds	\$35,000	Section 2.9 NI - 45- 106	2015-04-30
CSR Holdings Ltd. 11819 Elbow Drive SW Calgary, AB T2W 1H1 403-861-7121 Ray Stevenson	N/A	\$ 200000 in Class A-2 Bonds	\$200,000	Section 2.3 NI - 45 - 106	2015-04-30
1810670 Alberta Ltd. 263 52327 RR233 Sherwood Park, AB T8B 1C6 780-239-2839 / 780-710-8970 John & Jane Kachope	N/A	\$ 75000 in Class A-2 Bonds	\$75,000	Section 2.9 NI - 45- 106	2015-04-30
D. Batuik and Associates Inc. 336 Calderon Cr Edmonton, AB T6V 1R4 780-221-5030 Dustin Batuik	N/A	\$ 50000 in Class A-2 Bonds	\$50,000	Section 2.9 NI - 45- 106	2015-04-30
D.S. & G Enterprises Ltd. 88 Eagleview Heights Cochrane, AB T4C 1P1 403-932-8807 David Loxam	N/A	\$ 25000 in Class A-2 Bonds	\$25,000	Section 2.9 NI - 45- 106	2015-04-30
MC Systems Consulting Ltd. 1108 - 118A Street NW Edmonton, AB T6J 7C3 780-434-0817 Michael Chan	N/A	\$ 30000 in Class B Bonds	\$30,000	Section 2.9 NI - 45- 106	2015-04-30

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)
David Halpenny Professional Corp. 3rd Floor, 14505 Bannister Road SE Calgary, AB T2X 3J3 403-287-8667 David Halpenny	N/A	\$ 10000 in Class C Bonds	\$10,000	Section 2.9 NI - 45- 106	2015-04-30
Dr DG Dahlstrom Inc. 1277 North Nechako Road Prince George, BC V2K 1A5 250-961-0491 David Dahlstrom / Margith Dahlstrom	N/A	\$ 50000 in Class A-2 Bonds	\$50,000	Section 2.9 NI - 45- 106	2015-04-30
Insight Sales Consulting Inc. 1098 - 3677 Hwy 97 N Kelowna, BC V1X 5C3 250-260-7851 Luzia Glennon	N/A	\$ 20000 in Class A-2 Bonds	\$20,000	Section 2.9 NI - 45- 106	2015-04-30
Vector Truck Designs 255 Mail Road Kelowna, BC V1V 2G6 250-862-2774 Marlin Toews	N/A	\$ 50000 in Class B Bonds	\$50,000	Section 2.9 NI - 45- 106	2015-04-30
J Pearson Farms Ltd. Box 58 Kelvington, SK S0A 1W0 306-327-4756 Joe Pearson	N/A	\$ 50000 in Class C Bonds	\$50,000	Section 2.9 NI - 45- 106	2015-04-30
3682145 Canada Inc. 113 Pine Avenue Renfrew, ON K7V 2P8 613-432-4162 William McGahern	N/A	\$ 100000 in Class A-2 Bonds	\$100,000	Section 2.3 NI - 45 - 106	2015-04-30
Gestion Immobiliere C.C.R. Inc. Unite C5 11000C Rue Sherbrooke Montreal, QC H1B 5W1 514-645-8669 Pierre Cry	N/A	\$ 10000 in Class A-2 Bonds	\$10,000	Section 2.3 NI - 45 - 106	2015-04-30
Rorx Inc. 6726 rue Christophe-Colomb Montreal, QC H2S 2H2 514-315-1354 Romain Rigal	N/A	\$ 80000 in Class A-2 Bonds	\$80,000	Section 2.9 NI - 45- 106	2015-04-30
9148-1226 Quebec Inc. 174 - 301 Gary-Carter Montreal, QC H2R 2V7 450-818-1565 Stephane Houle	N/A	\$ 10000 in Class B Bonds	\$10,000	Section 2.9 NI - 45- 106	2015-04-30
Syrnick Enterprises Ltd. 16 Strathbury Place SW Calgary, AB T3H 1M7 403-461-9771 Gregory Syrnick	N/A	\$ 75000 in Class A-2 Bonds	\$75,000	Section 2.9 NI - 45- 106	2015-04-30
Hounjet Holdings Ltd 207 - 2121 Airport Dr Saskatoon, SK S7L 6W5 306-220-7549 Roseline Hounjet	N/A	\$ 30000 in Class B Bonds	\$30,000	Section 2.9 NI - 45- 106	2015-04-30

## 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	Exemption relied on and date of distribution	
Omnus Investments Ltd. #202, 18304 – 105 <sup>th</sup> Avenue Edmonton, AB T6H 5R7	R	\$ 108,319.20				\$ 108,319.20
Pinnacle Wealth Brokers 300, 1716 – 16 <sup>th</sup> Avenue N.W. Calgary, AB T2M 0L7	R	\$ 136,116.60				\$ 136,116.60
Portfolio Strategies Corporation 301 – 2509 Dieppe Avenue S.W. Calgary, AB T3E 7J9	R	\$ 123,563.90				\$ 123,563.90
Privest Wealth Management 1130, 1015 – 4 <sup>th</sup> Street S.W. Calgary, Alberta T2R 1J4	R	\$ 299,124.28				\$ 299,124.28
Sloane Capital Corp. 51 York Mills Road, Unit 307 Toronto, ON M2P 1B6	R	\$ 150,084.80				\$ 150,084.80
Wealth Terra PO Box 9, STN Main Cochrane, AB T4C 1A4	R	\$ 36,049.30				\$ 36,049.30
Whitehaven Securities Inc. 1290-1160 Bernard Avenue Kelowna, BC V1Y 6R2	R	\$ 68,160.00				\$ 68,160.00

*[The remainder of this page is intentionally blank. Signature page follows this page.]*



## Certificate

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

Date: May 11, 2015

OmniArch Capital Corporation

Name of issuer (please print)

Jay Modi, President, (403) 984-6223

Name, title and telephone number of person signing

Signed ("Jay Modi")

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.

**See 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