

**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**

Emerald Health Sciences Inc.

Name of Issuer

410-221 West Esplanade, North Vancouver, BC V7M 3J3

Address

604-431-8500

Telephone Number

n/a

Website Address

n/a

E-mail Address

**Item 2: Reporting issuer status**

The Issuer is not a reporting issuer.

**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)

Research, production and sale of  
cannabis derived products

**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.

<b>Information about insiders and promoters</b>			
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 \$)
Avtar Dhillon California, USA	Chief Executive Officer and Director	4,360,806 Shares	\$7,542.86
Jim Heppell BC, Canada	Director	849,991 Shares	\$10,007.50
Gaetano Morello BC, Canada	Director	767,853 Shares	\$42,503.43

### **Details of distribution**

#### **Item 5: Distribution date**

The securities were distributed on November 2, 2015.

#### **Item 6: Number and type of securities**

(a) **Describe the type of security:**

Common shares. (a “Share”).

(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:**

875,956 Shares at a price of \$1.00 per Share.

(c) **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 \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	13	\$1.00	377,500
Mexico	5	\$1.00	41,456
Norway	1	\$1.00	200,000
USA	2	\$1.00	257,000
<b>Total number of Purchasers</b>	<b>21</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$875,956</b>

**Item 8: Information about purchasers**

<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)
CJF Investments 340 East 64 <sup>th</sup> Street, Apt 9C New York, New York USA 10065 Tel: 917-836-7214 Attn: Christopher Fiore		125,000 Shares	125,000	S2.3 of NI45-106	2015-11-02
Invebtl International SA de CV Pafnuncio Padilla 26-3B Naucalpan, E. De Mexico 53100, Mexico Tel: 525553440470 Attn: Carlos Zubiran, President		10,000 Shares	\$10,000	BCI72-503	2015-11-02

## Commissions and finder's fees

### Item 9: Commissions and finder's fees

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)	
N/A						

## Certificate

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

Date: November 20, 2015

Emerald Health Sciences Inc.  
Name of Issuer (please print)

Maheep Dhillon, VP Business Development, 6044318500  
Print name, title and telephone number of person signing

/s/Maheep Dhillon  
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.

N/A

**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