

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.

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.

Builddirect.com Technologies Inc. (the "Issuer")
www.builddirect.com
Suite 2200 - 401 West Georgia Street
Vancouver, BC V6B 5A1
Tel: (604) 662-8100
Fax: (604) 662-8142
Email: suzannemercier@builddirect.com

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.

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.

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)

Sale and distribution of construction material

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 \$)
Jeffrey D. Booth ⁽¹⁾ Richmond, Canada	Director, President and CEO	5,170,000 Common shares 321,498 options ⁽³⁾	\$90,755.99
Robert Banks ⁽²⁾ Richmond, Canada	Director, Secretary & Chief Strategic Officer	5,025,000 Common shares 327,123 options ⁽³⁾	\$48,255.99
Roger Hardy Vancouver, Canada	Director	Nil shares 106,028 options ⁽³⁾	NIL
Howard Gwin Shanty Bay, Canada	Director	Nil shares 85,000 options ⁽³⁾	NIL
Andrew Lugsdin Vancouver, Canada	Director	NIL	NIL
Jim Orlando Richmond, BC, Canada	Director	NIL	NIL
Katherine Barr Los Altos, CA, USA	Director	NIL	NIL
OMERS Ventures LP Toronto, Canada	Holder of more than 10% of voting securities	499,999 Common shares, 9,270,490 Class A Preferred shares	\$2,999,999.30 \$15,999,999.44

⁽¹⁾ 40,000 Common share are held indirectly through J & P Premium Homes Ltd. and 50,000 Common shares are held indirectly through the Jeff Booth Trust.

⁽²⁾ 1,000,000 Common shares are held indirectly through the Robert Banks Trust.

⁽³⁾ Options are exercisable into Common shares of the Issuer.

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 6, 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.

1,500,000 warrants issued pursuant to a Note Purchase Agreement, each warrant exercisable for the purchase of one Common share in the capital of the Issuer until November 6, 2020 (subject to acceleration and/or adjustment in certain circumstances) at an exercise price of US\$6.00 per Common share (subject to adjustment in certain circumstances).

10 secured notes issued pursuant to a Note Purchase Agreement, with an aggregate principal sum of \$30,000,000, each bearing interest at the rate of 12% per annum (subject to an increase to 15% per annum following an event of default) and having a maturity date of September 30, 2018.

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 \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
BC	10	Warrants - nil Secured Notes - \$30,000,000	\$30,000,000
Total number of Purchasers	10		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$30,000,000 ²

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

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.

² The Note Purchase Agreement pursuant to which the secured notes and warrants were purchased entitled each purchaser to a commitment fee equal to 1.5% of the funds invested by the purchaser, and as a result the purchase price paid by each purchaser and the funds received by the Issuer were reduced by such amount

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 \$) ³	Exemption relied on	Date of distribution (yyyy-mm-dd)
Deans Knight Capital Management Ltd. 1500 – 999 West Hastings Street, Vancouver, BC V6C 2W2 Att: Dillon Cameron Ph: 604-669-0212	(R)	1 secured note & 212,500 Common share purchase Warrants	\$4,250,000	s. 2.3 of NI 45-106	2015-11-06
Deans Knight Capital Management Ltd. 1500 – 999 West Hastings Street, Vancouver, BC V6C 2W2 Att: Dillon Cameron Ph: 604-669-0212	(R)	1 secured note & 37,500 Common share purchase Warrants	\$750,000	s. 2.3 of NI 45-106	2015-11-06
Pelecanus Investments Ltd. c/o Mark Anthony Group Inc. 500 - 887 Great Northern Way, Vancouver, BC V5T 4T5 Att: Victor Giacomini Ph: 604-269-5022		1 secured note & 505,000 Common share purchase Warrants	\$10,100,000	s. 2.3 of NI 45-106	2015-11-06
Lyra Growth Partners Inc. 1000 – 355 Burrard Street, Vancouver, BC V6C 2G8 Att: Reese Davidson Ph: 604-354-3327		1 secured note & 337,500 Common share purchase Warrants	\$6,750,000	s. 2.3 of NI 45-106	2015-11-06
Beedie Capital Partners Fund I Limited Partnership 3030 Gilmore Diversion, Burnaby, BC V5G 3B4 Att: David Bell Ph: 604-436-7885		1 secured note & 337,500 Common share purchase Warrants	\$6,750,000	s. 2.3 of NI 45-106	2015-11-06
TMH Capital Corp. 2800 - 1280 Richards Street, Vancouver, BC V6B 1S2 Att: Terry Holland Ph: 604-659-1700		1 secured note & 25,000 Common share purchase Warrants	\$500,000	s. 2.3 of NI 45-106	2015-11-06
Ladaz Technologies Inc. 4345 Erwin Drive, Vancouver, BC V7V 1H7 Att: Barry Guld Ph: 604-644-3222		1 secured note & 15,000 Common share purchase Warrants	\$300,000	s. 2.3 of NI 45-106	2015-11-06

³ The Note Purchase Agreement pursuant to which the secured notes and warrants were purchased entitled each purchaser to a commitment fee equal to 1.5% of the funds invested by the purchaser, and as a result the purchase price paid by each purchaser and the funds received by the Issuer were reduced by such amount

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 \$) ³	Exemption relied on	Date of distribution (yyyy-mm-dd)
0780949 B.C. Ltd. 500 - 887 Great Northern Way, Vancouver, BC V5T 4T5 Att: Victor Giacomini Ph: 604-269-5022		1 secured note & 12,500 Common share purchase Warrants	\$250,000	s. 2.3 of NI 45-106	2015-11-06

Commissions and finder's fees

Item 9: Commissions and finder's fees

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 \$) ⁴	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)	
Deans Knight Capital Management Ltd. 1500 – 999 West Hastings Street, Vancouver, BC V6C 2W2 Att: Dillon Cameron	(R)	\$63,750				\$63,750
Deans Knight Capital Management Ltd. 1500 – 999 West Hastings Street, Vancouver, BC V6C 2W2 Att: Dillon Cameron	(R)	\$11,250				\$11,250

⁴ The Note Purchase Agreement pursuant to which the secured notes and warrants were purchased entitled each purchaser to a commitment fee equal to 1.5% of the funds invested by the purchaser (being the dollar amount in this column), and as a result the purchase price paid by each purchaser and the funds received by the Issuer were reduced by such amount

Pelecanus Investments Ltd. c/o Mark Anthony Group Inc. 500 - 887 Great Northern Way, Vancouver, BC V5T 4T5 Att: Victor Giacomini		\$151,500				\$151,500
Lyra Growth Partners Inc. 1000 – 355 Burrard St, Vancouver, BC V6C 2G8 Att: Reese Davidson		\$101,250				\$101,250
Beedie Capital Partners Fund I Limited Partnership 3030 Gilmore Diversion, Burnaby, BC V5G 3B4 Att: David Bell		\$101,250				\$101,250
TMH Capital Corp. 2800 - 1280 Richards Street, Vancouver, BC V6B 1S2 Att: Terry Holland		\$7,500				\$7,500
Ladaz Technologies Inc. 4345 Erwin Drive, Vancouver, BC V7V 1H7 Att: Barry Guld		\$4,500				\$4,500
0780949 B.C. Ltd. 500 - 887 Great Northern Way, Vancouver, BC V5T 4T5 Att: Victor Giacomini		\$3,750				\$3,750
Kelly Booth, 12300 Imperial Drive, Richmond, BC V7E 6J6		\$3,750				\$3,750
Timothy Howley, 1541 Archibald Road, White Rock, BC V4B 3N2		\$1,500				\$1,500

Certificate

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

Date: November 15, 2015

Builddirect.com Technologies Inc.

Name of issuer (please print)

Suzanne Mercier, General Counsel & Secretary, (604) 662-8100

Print name, title and telephone number of person signing

"Suzanne Mercier"

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.

Same 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