

**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.

Name of issuer:                      Breathtec BioMedical, Inc.  
Website address:                    N/A  
Address:                                1100 - 888 Dunsmuir Street  
    Vancouver, BC V6C 3K4  
Telephone Number:                604-304-4087  
Email address:                        N/A

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.

**Not Applicable.**

**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 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.

**Not Applicable.**

**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 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 checked="" 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 \$)
Not Applicable			

**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.

**October 14, 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

**7,101,400 units (the “Units”) at the price of \$0.25 per Unit. Each Unit consists of one common share of the Issuer (“Share”) and one-half of a share purchase warrant (each whole warrant, a “Warrant”). Each Warrant entitling the holder thereof to purchase one Share on or before October 14, 2017 at an exercise price of \$0.40 per Share.**

- 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.

**Not Applicable**

**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 \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Alberta	7	\$0.25	\$55,000
British Columbia	74	\$0.25	\$1,408,350
Ontario	5	\$0.25	\$47,000
Saskatchewan	1	\$0.25	\$15,000
Philippines	1	\$0.25	\$250,000
<b>Total number of Purchasers</b>	<b>88</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$1,775,350</b>

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)
Alien Investments Corp. P.O. Box 597 Carseland, AB T0J 0M0 Contact person: Karl Dean Tel: (403) 479-3353	N/A	10,000 Units	\$2,500.00	Section 2.3(1) of National Instrument 45-106	2015-10-14
Ardent Strategies Corp. Suite 1100 - 888 Dunsmuir Street Vancouver, BC V6C 3K4 Contact person: Jackson Friesen Tel: (604) 304-4089	N/A	60,000 Units	\$15,000.00	Section 2.3(1) of National Instrument 45-106	2015-10-14
Blackstone Capital Partners Inc. Suite 1100 - 888 Dunsmuir Street Vancouver, BC V6C 3K4 Contact person: Mike Veldhuis Tel: (604) 304-4083	N/A	60,000 Units	\$15,000.00	Section 2.3(1) of National Instrument 45-106	2015-10-14
Desmond Balakrishnan Law Corporation 1500 - 1055 W. Georgia Street Vancouver, BC V6E 4N7 Contact person: Desmond Balakrishnan Tel: (604) 691-7462	N/A	20,000 Units	\$5,000.00	Section 2.3(1) of National Instrument 45-106	2015-10-14

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)
Dr. Alnoor Somji Inc. 1501 Eastern Avenue North Vancouver, BC V7L 3G2 Contact person: Alnoor Somji Tel: (604) 317-3373	N/A	30,000 Units	\$7,500.00	Section 2.3(1) of National Instrument 45-106	2015-10-14
Hawse And Sons Industries Ltd. 1092 Barnes Avenue Kelowna, BC V1W 3Y4 Contact person: Ian Hawse Tel: (250) 869-5698	N/A	40,000 Units	\$10,000.00	Section 2.3(1) of National Instrument 45-106	2015-10-14
Nova Trek Capital Inc. #1100 - 888 Dunsmuir Street Vancouver, BC V6C 3K4 Contact person: Paul Sexton Tel: (604) 304-4091	N/A	60,000 Units	\$15,000.00	Section 2.3(1) of National Instrument 45-106	2015-10-14
Royal Group Realty Ltd. Unit 104 - 13049 - 76th Avenue Surrey, BC V3W 2V7 Contact person: Harjinder K. Rakhia Tel: (604) 324-7733	N/A	50,000 Units	\$12,500.00	Section 2.3(1) of National Instrument 45-106	2015-10-14
Skar Holdings Ltd. 3436 Theodosia Avenue Powell River, BC V8A 5T5 Contact person: Schehzad Somji Tel: (604) 483-6330	N/A	125,000 Units	\$31,250.00	Section 2.3(1) of National Instrument 45-106	2015-10-14
0899014 BC Ltd. 8th Floor - 543 Granville Street Vancouver, BC V6C 1X8 Contact person: Manroop Padda Tel: (778) 838-6264	N/A	400,000 Units	\$100,000.00	Section 2.3(1) of National Instrument 45-106	2015-10-14

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)
0904245 BC Ltd. 12686 - 54th Avenue Surrey, BC V3X 3C2 Contact person: Vishal Sharma Tel: (604) 825-8915	N/A	420,000 Units	\$105,000.00	Section 2.3(1) of National Instrument 45-106	2015-10-14
Maximus Strategic Consulting Inc. 700 West Georgia Street, Suite 1450 Vancouver, BC V7Y 1K8 Contact person: Aaron Hoddinott Tel: 604-288-2507	N/A	100,000 Units	\$25,000.00	Section 2.3(1) of National Instrument 45-106	2015-10-14
Blackstone Capital Partners Inc. Suite 1100 - 888 Dunsmuir Street Vancouver, BC V6C 3K4 Contact person: Mike Veldhuis Tel: 604-304-4083	N/A	500,000 Units	\$125,000.00	Section 2.3(1) of National Instrument 45-106	2015-10-14
Pyronix Media Corp. Block 13, Lot 2 Santorini, Eroeco Bacolod City, 6100 Philippines Contact person: Archie Roa Tel: not available	N/A	1,000,000 Units	\$250,000.00	Section 2.3(1) of National Instrument 45-106	2015-10-14
<b>Total</b>		<b>2,875,000 Units</b>	<b>\$718,750.00</b>		

## 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)	
PI Financial Corp. 1900 - 666 Burrard Street Vancouver, BC V6C 3N1	R	\$4,000	16,000 Finder's Warrants <sup>(1)</sup>	\$0.25 (exercise price)	Section 2.3(1) of National Instrument 45-106 2015-10-14	\$4,000
Mackie Research Capital Corporation #1920 - 1075 W. Georgia Street, Vancouver, BC V6E 3C9	R	\$106,028	424,112 Finder's Warrants <sup>(1)</sup>	\$0.25 (exercise price)	Section 2.3(1) of National Instrument 45-106 2015-10-14	\$106,028
Venture First Capital Partners Inc. 320 1100 Melville Vancouver, BC V6E 4A6	N/A	\$10,000	40,000 Finder's Warrants <sup>(1)</sup>	\$0.25 (exercise price)	Section 2.3(1) of National Instrument 45-106 2015-10-14	\$10,000
<b>Total</b>		<b>\$120,028</b>	<b>480,112 Finder's Warrants <sup>(1)</sup></b>			<b>\$120,028</b>

**Note:**

**(1) Each Finder's Warrant entitling the holder thereof to purchase one Share on or before October 14, 2017 at an exercise price of \$0.25 per Share.**

## Certificate

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

Date: October 19, 2015

Breathtec BioMedical, Inc.

Name of issuer (please print)

Andrew Cheshire, President, 604 304-4087

Print name, title and telephone number of person signing

"Andrew Cheshire"

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.

**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