

Amended
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

<u>Emerald Health Sciences Inc.</u>	
Name of Issuer	
<u>410-221 West Esplanade, North Vancouver, BC V7M 3J3</u>	
Address	
<u>604-431-8500</u>	
Telephone Number	
<u>n/a</u>	<u>n/a</u>
Website Address	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.

<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 type="checkbox"/> Industrial	<input checked="" type="checkbox"/> Other (describe)
	<u>Research, production and sale of</u>
	<u>cannabis derived products</u>

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 \$)
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 December 29, 2015 and December 31, 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:**

700,218 Shares.

- (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	7	\$1.00	428,000
Ontario	1	\$1.00	10,000
USA	6	\$1.00 and \$2.08 ⁽¹⁾	333,951.69 ⁽¹⁾
Total number of Purchasers	14		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$771,951.69

(1) Conversion is based on the Bank of Canada nominal noon exchange rate of 1.3840 [0.7225] on December 31, 2015.

Item 8: Information about purchasers

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)
Cordovado Ventures Inc. 255 Newport Drive PO Box 602 Port Moody, BC V3H 5H1 Tel: 604-861-5652 Attn: Angelo Toneguzzo		100,000 Shares	100,000	S2.5 of NI45-106	2015-12-29

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)
Twelve Pins Partners, LLC 1 Chieftain Lane Natickm MA USA 01760 Tel: 617-429-8460 Attn: Terrence Norchi		34,000 Shares	34,000	S2.3 of NI45-106	2015-12-29
Aya Enterprises Inc. 3074 West 13 th Avenue Vancouver, BC V6K 2V2 Tel: 604-727-2584 Attn: Alvaro Proc		50,000 Shares	50,000	S2.3 of NI45-106	2015-12-29

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: January 20, 2016

Emerald Health Sciences Inc.

Name of Issuer (please print)

Jim Heppell, Director, +1-778-888-7788

Print name, title and telephone number of person signing

/s/Jim Heppell

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