

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.

A. First Access Funding Corp. (the "**Issuer**")
www.fafcorp.ca
Suite 600, Energy Square
10109 – 106 Street NW
Edmonton, AB. T5J 3L7
Canada
Telephone: (780) 756-5565

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.

B. 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.

A. The Issuer is not a reporting issuer.

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.

B. N/A

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box below.

- | | |
|---|--|
| <input type="checkbox"/> Bio-tech | Mining |
| 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"/> securitized products issuers | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Hi-tech | <input checked="" type="checkbox"/> Other (describe) |
| <input type="checkbox"/> Industrial | Consumer Lending _____ |

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 \$)
David Ballantine <i>Edmonton, Alberta, Canada</i>	Director, President, Chief Executive Officer	5,000,000 common shares 850,000 stock options	\$60,040.00
Scott Larin <i>Toronto, Ontario, Canada</i>	Chief Financial Officer	785,000 stock options	\$200.00

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 \$)
Paul Stephanson <i>Edmonton, Alberta, Canada</i>	Vice-President, Business Development	3,961,500 common shares 850,000 stock options	\$62,325.00
Steven Knaus <i>Calgary, Alberta, Canada</i>	Vice-President, Operations	1,656,000 common shares 850,000 stock options	\$55,000.00
Roy Evans <i>Edmonton, Alberta, Canada</i>	Vice-President, Customer Service	1,750,000 common shares 850,000 stock options	\$65,000.00
Roger Gilliam <i>Edmonton, Alberta, Canada</i>	Controller	1,400,000 common shares 1,050,000 stock options	\$41,000.00
Rebecca Hall, director of Westlake Credit Corp. <i>York Region, Ontario, Canada</i>	Holder of more than 10% of voting securities	9,000,000 common shares	\$60.00
Michael Williamson <i>Oakville, Ontario, Canada</i>	Director	90,000 common shares 300,000 stock options	Nil
Martin Singer <i>Rockyview County, Alberta, Canada</i>	Director	7,225,000 common shares 300,000 stock options 2,000,000 warrants \$2,000,000.00 Series III 12% Secured Subordinated Debenture	\$4,040,000.00
Brian Radmacher <i>Sherwood Park, Alberta, Canada</i>	Director	360,000 common shares 300,000 stock options \$450,000.00 Series III 12% Secured Subordinated Debenture	\$512,000.00

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.

May 31, 2016

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.

- A. The Issuer distributed Series III 12% secured subordinated debentures (the "**12% Debentures**");
- B. The Issuer distributed an aggregate principal amount of \$5,670,000.00 12% Debentures bearing interest at a rate of 12% per annum and maturing on October 30, 2018; and
- C. 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 \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Alberta	17	\$1.00 per \$1.00 of principal amount of 12% Debentures	\$3,920,000.00
British Columbia	11	\$1.00 per \$1.00 of principal amount of 12% Debentures	\$1,550,000.00
Ontario	2	\$1.00 per \$1.00 of principal amount of 12% Debentures	\$200,000.00
Total Number of Purchasers	30		
Total dollar value of distributions in all jurisdictions (Canadian \$)			Cdn\$5,670,000.00

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 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)
1054989 B.C. Ltd., 151 Kings Lane, Salt Spring Island, BC V8K 2P7 PH: 778-677-3100 Contact: Tom Boekbinder	N/A	\$100,000 principal amount of 12% Debentures	\$100,000.00	NI 45-106, Section 2.3	2016-05-31
Owen B. Jackson Professional Corporation, 13707 – 90 th Avenue, Edmonton, AB T5R 4T3 PH: 780-483-3008 Contact: Owen Jackson	N/A	\$100,000 principal amount of 12% Debentures	\$100,000.00	NI 45-106, Section 2.3	2016-05-31
Greg Hamilton Professional Corporation, 11338 – 33A Avenue NW, Edmonton, AB T6J 3T6 PH: 780-453-5392 Contact: Greg Hamilton	N/A	\$100,000 principal amount of 12% Debentures	\$100,000.00	NI 45-106, Section 2.3	2016-05-31
Mockford Holdings Ltd., 34 – 54403 RR 251, Sturgeon County, AB T8T 0B5 PH: 780-452-2300 Contact: Scott Mockford	N/A	\$100,000 principal amount of 12% Debentures	\$100,000.00	NI 45-106 Section 2.3	2016-05-31
Empire State Investment Corporation, 328 Pump Hill Gardens SW, Calgary, AB T2V 4M7 PH: 403-282-8927 Contact: David Wolfman	N/A	\$100,000 principal amount of 12% Debentures	\$100,000.00	NI 45-106 Section 2.3	2016-05-31

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)
695488 Alberta Ltd., 101 Inglewood Grove SE, Calgary, AB T2G 5R4 PH: 403-619-8894 Contact: John Ritchie	N/A	\$150,000 principal amount of 12% Debentures	\$150,000.00	NI 45-106 Section 2.3	2016-05-31
Martin J. Duffy Professional Corporation, 7007 - 14 Street SW, Suite 6628, Calgary, AB T2V 1P9 PH: 403-701-9990 Contact: Martin Duffy	N/A	\$100,000 principal amount of 12% Debentures	\$100,000.00	NI 45-106 Section 2.3	2016-05-31
Pro-Tech Seal Products Inc., 3550 – 97 Street, Edmonton, AB T6E 6B3 PH: 250-470-3990 Contact: Blair Jones	N/A	\$100,000 principal amount of 12% Debentures	\$100,000.00	NI 45-106 Section 2.3	2016-05-31
Podaima Management Services Inc., 4009 Triomphe Boulevard, Beaumont, AB T4X 0C3 PH: 780-737-4010 Contact: Myles Podaima	N/A	\$100,000 principal amount of 12% Debentures	\$100,000.00	NI 45-106 Section 2.3	2016-05-31
1566868 Alberta Ltd., Site 17, Comp 30, RR 8, Calgary, AB T2J 2T9 PH:403-816-1642 Contact: Martin Singer	N/A	\$2,000,000 principal amount of 12% Debentures	\$2,000,000.00	NI 45-106 Section 2.10	2016-05-31

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	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	
Privest Wealth Management 2303 – 4 Street SW, Calgary, AB T2S 2S7	\$74,000.00	N/A	N/A	N/A	\$74,000.00
Raintree Financial Solutions 10243 - 178 Street NW, Edmonton, AB T5S 1M3	\$28,800.00	N/A	N/A	N/A	\$28,800.00
Ron Evans, 35 Richard Court SW, Suite 254, Calgary AB T3E 7N9	\$12,610.50	N/A	N/A	N/A	\$12,610.50

Certificate

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

Date: June 7, 2016

First Access Funding Corp.

A handwritten signature in black ink, appearing to read 'D. Ballantine', is written over a horizontal line.

David Ballantine
Chief Executive Officer
780.756.5565

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