

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:

Issuer: CANHAUL INTERNATIONAL CORP.

Website: <http://www.canhaul.com/>

Address: 300, 1711 – 10th Avenue SW, Calgary, Alberta, T3C 0K1

Telephone: 403-450-7854

Email: support@cantelematics.com

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.

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.

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.

The issuer is not an investment fund.

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

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 \$)
Paul Cataford Calgary, AB Canada	Director	23,333 Class B Common Shares	\$35,000.00
Frank Turner Calgary, AB Canada	Director	43,332 Class B Common Shares	\$64,999.00
Cameron Olson Calgary, AB Canada	Director	33,333 Class B Common Shares	\$50,000.00
Gil Sonnenberg Grande Prairie, AB Canada	Director	93,332 Class B Common Shares 33,332 Preferred Shares	\$174,999.00
Brent Moore Calgary, AB Canada	Director	388,334 Class A Common Shares 418,168 Class B	\$1,093,253.00

		Common Shares	
Richard Clarke Calgary, AB Canada	Executive, CFO	263,888 Class B Common Shares	\$395,832.00
Ted Duffield Calgary, AB Canada	Executive, CRO	33,332 Class A Common Shares 194,744 Class B Common Shares	\$342,114.00
Laine Hotte Calgary, AB Canada	Executive, CTO	12,346 Class B Common Shares 52,361 Preferred Shares	\$73,519.00

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 27, 2016

June 3, 2016

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;
 - **Class L, Series A preferred shares of the Corporation (“Preferred Shares”)**
- 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
 - **1,218,202 Preferred Shares**
- 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.

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	24	\$1.05	\$552,379.30
British Columbia	10	\$1.05	\$701,375.00
Ontario	3	\$1.05	\$17,875.00
Quebec	1	\$1.05	\$7,500.00
Total number of Purchasers	38		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$1,279,129.30

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)
902900 Alberta Ltd. 47 Arbour Lake Crest Rise NW Calgary, AB T3G 4L3 Tel: 403-813-3196 Contact: Terry Mandin		37,369 Preferred Shares	\$39,237.50	Section 2.5 of NI 45-106	2016-05-27
Kosick Holdings Inc. Box 6163 Fort St. John, BC V1J 4H7 Tel: 250-262-7111 Contact: Tyler Kosick		190,476 Preferred Shares	\$200,000.00	Section 2.5 of NI 45-106	2016-05-27
King Pacific Capital Corporation 1118 Homer St, Unit 110 Vancouver, BC V6B 6L5 Tel: 604-687-3100 Contact: Robert King		19,000 Preferred Shares	\$19,950.00	Section 2.3 of NI 45-106	2016-05-27
Pathfinder Asset Management Limited 885 Georgia St W, Suite 1320 Vancouver, BC V6C 3E8 Tel: 604-682-7312 Contact: Rob Ballard	R	96,000 Preferred Shares	\$100,800.00	Section 2.3 of NI 45-106	2016-05-27
Cormad Services Ltd. Box 455 DeBolt, AB T0H 1B0 Tel: 780-833-6354 Contact : Brian Moore		14,285 Preferred Shares	\$15,000.00	Section 2.5 of NI 45-106	2016-06-03
Sexsmith Insurance Ltd. PO Box 240 Sexsmith, AB T0H 3C0 Tel: 780-987-2789 Contact: Shayne Milligan		47,619 Preferred Shares	\$50,000.00	Section 2.5 of NI 45-106	2016-06-03

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	
Canaccord Genuity Corp. P.O. Box 10337 2200 – 609 Granville Street Vancouver, BC V7Y 1H2	\$50,068.75	n/a	n/a	n/a	\$50,068.75

Certificate

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

Date: June 6, 2016

CANHAUL INTERNATIONAL CORP.

Name of issuer (please print)

Richard Clarke, Chief Financial Officer (403) 450-7854

Print name, title and telephone number of person signing

“Richard Clarke”

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.

Meghan Bowen
Corporate Secretary/Office Manager
403-450-7854

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