

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;
PowerDisc Development Corporation Ltd. (the "Issuer")
- the issuer's website address; and
www.powerdisc.ca
- the address, telephone number and email address of the issuer's head office.

Suite 1350-650 West Georgia Street
Vancouver, B.C. V6B 4N8
Phone: 604.685.1620
ian.d.robertson@rnllp.ca

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.

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"/> 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>Fuel-cell technology</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 \$)
David Leger Chilliwack, B.C. Canada	Director, officer, promoter, holder of more than 10% of voting securities	2,001,214 Common shares	\$200.12
John F. Morgan Surrey, B.C. Canada	Director	776,500 Common shares	\$37,574.65
Leland Grant Rogers Chilliwack, B.C. Canada	Director	495,000 Common shares	\$40,037.50
Ian D. Robertson West Vancouver, B.C. Canada	Director, Officer	54,300 Common shares	\$5.43
Andreas Truckenbrodt Vancouver, B.C. Canada	Director, Officer	Nil	N/A
Ben Nyland West Vancouver, B.C. Canada	Officer	650,000	\$65.00

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.

August 21, 2015

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

Common shares of the Issuer

Convertible Debentures of the Issuer

- 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

Total: 841,873 Common shares (the "Shares") were distributed. Certain shareholders of the Issuer previously subscribed for common shares of the Issuer pursuant to a subscription agreement which contained certain anti-dilution protection provisions (the "AD Provisions"). The AD Provisions were subsequently triggered and certain shareholders became entitled to the issuance of additional shares. The Shares were registered in accordance with the corresponding subscription agreement containing the relevant AD Provision.

Total: Convertible Debentures in the principal amount of \$1,450,000 were distributed.

Interest: 6% per annum payable on the earlier of conversion or maturity.

Maturity: November 30, 2016

The Debentures are convertible at the option of the holder at any time prior to maturity in whole or in part into fully-paid common shares of the Issuer at a conversion price of \$0.24618 of principal amount of Debentures 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.

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 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 \$)
British Columbia	15	\$0.24618 (deemed)	\$1,350,000 - deemed value of debenture
Alberta	3	\$0.24618 (deemed)	\$100,000 deemed value of debenture
Total number of Purchasers	18		
Total dollar value of distribution in all jurisdictions (Canadian \$)			<u>\$1,450,000</u>

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)
Librico Properties Ltd. 38 Lakeshore Drive Cultus Lake, B.C. V2R 5A1 Attn: Craig Barton 604.793.3373	N/A	Convertible Debentures in the principal amount of \$500,000	\$500,000	Section 2.3 Accredited Investor, National Instrument 45-106	2015-08-21
Kejo Homes Ltd. 5865 Promontory Road Chilliwack, B.C. V2R 4M4 Attn: Larry Les 604-858-2842	N/A	Convertible Debentures in the principal amount of \$125,000	\$125,000	Section 2.3 Accredited Investor, National Instrument 45-106	2015-08-21
Sylte Shipyard Ltd. 20076 Wharf Street Maple Ridge, B.C. V2X 5V5 Attn: Erling Sylte 604.463.3851	N/A	Convertible Debentures in the principal amount of \$50,000	\$50,000	Section 2.3 Accredited Investor, National Instrument 45-106	2015-08-21
Douglas G. Sylte Inc. #201-33711 Laurel Street Abbotsford, B.C. V2S 1X3 Attn: Douglas G. Sylte 604.853.8069	N/A	Convertible Debentures in the principal amount of \$50,000	\$50,000	Family, Friends and Business Associates Section 2.5, National Instrument 45-106	2015-08-21
Higgs Development Corp. PO Box 2267 Chilliwack, B.C. V2R 1A6 Attn: Barry Higgs 604.858.2842	N/A	Convertible Debentures in the principal amount of \$125,000	\$125,000	Section 2.3 Accredited Investor, National Instrument 45-106	2015-08-21
533410 B.C. Ltd. 46442 Edgemont Place Chilliwack, B.C. V2R 3Y5 Attn: Bruce Davies 604.819.8692	N/A	Convertible Debentures in the principal amount of \$150,000	\$150,000	Section 2.3 Accredited Investor, National Instrument 45-106	2015-08-21
Nave Holdings Inc. 29704 Maclure Road Abbotsford, B.C. V4X 1G5 Attn: Florence Heinrichs 604.625.6215	N/A	Convertible Debentures in the principal amount of \$250,000	\$250,000	Section 2.3 Accredited Investor, National Instrument 45-106	2015-08-21

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)	
N/A						

Certificate

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

Date: August 31, 2015

PowerDisc Development Corporation Ltd.

Name of [issuer/underwriter] (please print)

Ian D. Robertson, Secretary, Treasurer and Director 604-685-1620

Print name, title and telephone number of person signing

Ian D. Robertson

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