

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;
VersaPay Corporation (the “Issuer” or “VersaPay”)
- the issuer’s website address; and
http://www.versapay.com/
- the address, telephone number and email address of the issuer’s head office.
*Suite 210 - 214 King Street West
Toronto, Ontario M5H 3S6
Tel: 647-258-9378
Email: investors@versapay.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.
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 the jurisdictions of 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.

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 checked="" type="checkbox"/> Hi-tech | <input type="checkbox"/> Utilities |
| <input 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.

May 7, 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
- 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.

The Issuer distributed 1,180,001 units (the “Units”) in British Columbia at a price of \$1.40 for gross proceeds of 1,652,001.40. Each Unit is comprised of one common share of the Issuer (each, a “Common Share”) and one-half (1/2) of one Common Share purchase warrant (each whole Common Share purchase warrant, a “Warrant”). Each Warrant will be exercisable to acquire an additional Common Share (a “Warrant Share”) at an exercise price of \$2.00 per Warrant Share for a period of 24 months following the closing of the Offering (May 7, 2015).

The expiry date of the Warrants may be accelerated by VersaPay at any time following the six-month anniversary of the closing of the Offering and prior to the expiry date of the Warrants if the volume-weighted average trading price of the Common Shares is greater than \$2.50 for any 20 consecutive trading days, at which time the Issuer may accelerate the expiry date of the Warrants by issuing a press release announcing the reduced term of the Warrants whereupon the Warrants will expire on the 20th calendar day after the date of such press release.

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 \$)
<i>British Columbia</i>	<i>25</i>	<i>\$1.40</i>	<i>1,652,001.40</i>
Total number of Purchasers	25		
Total dollar value of distribution in all jurisdictions (Canadian \$)			1,652,001.40

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)
FEI Brent Investments Inc. 700 - 200 Burrard Street Vancouver BC V6C 3L6 Contact: Robert Disbrow Tel: 604-697-7410	Neither	100,000 Units	\$140,000.00	45-106-2.3	2015-05-07
Thomas Donnie Holdings Ltd. 350 - 825 Homer Street Vancouver BC V6B 2W2 Contact: Robert Disbrow Tel: 604-691-2144	Neither	50,000 Units	\$70,000.00	45-106-2.3	2015-05-07
Southampton Holdings Ltd. 3240 - 666 Burrard Street Vancouver BC V6C 2X8 Contact: Robert Disbrow Tel: 604-648-6620	Neither	50,000 Units	\$70,000.00	45-106-2.3	2015-05-07
Avila Investments Ltd. 3260 - 666 Burrard Street Vancouver BC V6C 2X8 Contact: Robert Disbrow Tel: 604-648-6605	Neither	25,000 Units	\$35,000.00	45-106-2.3	2015-05-07

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)
444175 B.C. Ltd. 1000 Beckwith Avenue Victoria BC V8X 3K4 Contact: Ralph Street Tel: 250-479-1884	Neither	10,000 Units	\$14,000.00	45-106-2.3	2015-05-07
Clifford E. Horwood Inc. 300 - 1006 Fort Street Victoria BC V8V 3K4 Contact: Clifford Horwood Tel: 250-386-3389	Neither	5,000 Units	\$7,000.00	45-106-2.3	2015-05-07
Madge Hine Trust 300 - 1006 Fort Street Victoria BC V8V 3K4 Contact: Clifford Horwood Tel: 250-386-3389	Neither	5,000 Units	\$7,000.00	45-106-2.3	2015-05-07
Lazzari Equities 1490 Keith Rd W North Vancouver, BC V7P 1Z2 Contact: Larry Lazzari Tel: 604-662-4810	Neither	10,000 Units	\$14,000.00	45-106-2.3	2015-05-07
Relling Family Foundation 700 - 200 Burrard Street Vancouver, BC V6C 3L6 Contact: Thomas Relling Tel: 604-697-7403	Neither	35,000 Units	\$49,000.00	45-106-2.3	2015-05-07
Haywood Securities Inc. 700 - 200 Burrard Street Vancouver, BC V6C 3L6 Contact: Bruce Thompson Tel: 604-697-7126	(R)	129,000 Units	\$180,600.00	45-106-2.3	2015-05-07

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)	
Haywood Securities Inc. 700-200 Burrard Street Vancouver, BC V6C 3L6	(R)	\$217,800.07	155,571 Compensation Options	Note (1)	45-106-2.3 2015-05-07	\$217,800.07
Cormark Securities Inc. 2800-200 Bay Street Royal Bank Plaza South Tower Toronto, ON M5J 2J2	(R)	\$72,600.02	51,857 Compensation Options	Note (1)	45-106-2.3 2015-05-07	\$72,600.02

Note 1: Each Compensation Option is comprised of one common share of the Issuer (each, a “Common Share”) and one-half (1/2) of one Common Share purchase warrant (each whole Common Share purchase warrant, a “Warrant”). Each Warrant will be exercisable to acquire an additional Common Share (a “Warrant Share”) at an exercise price of \$2.00 per Warrant Share for a period of 24 months following the closing of the Offering (May 7, 2015).

The expiry date of the Warrants may be accelerated by VersaPay at any time following the six-month anniversary of the closing of the Offering and prior to the expiry date of the Warrants if the volume-weighted average trading price of the Common Shares is greater than \$2.50 for any 20 consecutive trading days, at which time the Issuer may accelerate the expiry date of the Warrants by issuing a press release announcing the reduced term of the Warrants whereupon the Warrants will expire on the 20th calendar day after the date of such press release.

Certificate

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

Date: May 19, 2015

VersaPay Corporation

Name of issuer (please print)

Craig O'Neill, Chief Executive Officer, 647-258-9378

Print name, title and telephone number of person signing

"Craig O'Neill"

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

Guidance for completing and filing Form 45-106F6

1. ***Required form in British Columbia*** - In British Columbia, file this report and the applicable fee using BCSC e-services in accordance with British Columbia Instrument 13-502 Electronic filing of reports of exempt distribution. If the distribution occurs in British Columbia and one or more other jurisdictions, the issuer is required to file this report in British Columbia and file Form 45-106F1 in the other applicable jurisdictions.
2. ***What is a distribution?*** - In British Columbia, “distribution” includes distributions made from British Columbia to purchasers resident in other Canadian or foreign jurisdictions if the issuer has a significant connection to British Columbia. If the issuer has a significant connection to British Columbia, complete the tables in item 8 and Schedules I and II for all purchasers.

In British Columbia, “distribution” also includes distributions made from another Canadian or foreign jurisdiction to purchasers resident in British Columbia. If the issuer is from another Canadian or foreign jurisdiction, complete the tables in item 8 and Schedules I and II only for purchasers resident in British Columbia.
3. ***What is a purchaser?*** - References to a purchaser in this report are to the beneficial owner of the securities.
4. ***What is an individual?*** - An individual is a natural person. A corporation, partnership, party, trust, fund, association, and any other organized group of persons is not an individual.
5. ***Space in tables*** - If the space provided in any table in this Form is insufficient, please adjust the table to include additional space.
6. ***Multiple distributions*** - One report may be used for multiple distributions occurring within 10 days of each other if the report is filed on or before the 10th day following the first of such distributions.
7. ***Fees*** - In order to determine the applicable fee, consult Fee Checklist British Columbia Form 11-901F (item # 16).