

**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.

Walton International Group Inc. (the "Issuer")  
2300, 605 – 5<sup>th</sup> Avenue S.W.  
Calgary, Alberta T2P 3H5  
Phone: (403) 265-4255

[www.waltoninternational.com](http://www.waltoninternational.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.

**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.

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 a reporting issuer in any jurisdiction in Canada.

**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 checked="" type="checkbox"/> Real estate  |
| <input 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.

<b>Information about insiders and promoters</b>			
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 \$)
William Doherty, Calgary, Alberta, Canada	Director and Chief Executive Officer of Issuer, Director and Chief Executive Officer of Parent Company of Issuer	Nil	Nil
Leslie Fryers, Calgary, Alberta, Canada	Executive Vice President, Law and Corporate Secretary of Parent Company of Issuer,	Nil	Nil
D. Blair Nixon, Calgary, Alberta, Canada	Chief Financial Officer of Issuer and Parent Company	Nil	Nil

	of Issuer		
Mark McKenna, Calgary, Alberta, Canada	President of Issuer	Nil	Nil
Timothy Kocsar, Calgary, Alberta, Canada	Chief Operating Officer of Issuer	Nil	Nil
Kenneth H. Phillips, Calgary, Alberta, Canada	General Counsel & Corporate Secretary of Issuer	Nil	Nil
Adelle Fruman, Calgary, Alberta, Canada	Executive Vice President, Law of Parent of Issuer	Nil	Nil
Tony Deegan, Calgary, Alberta, Canada	Senior Vice President, Corporate Finance and Capital Markets of Parent of Issuer.	Nil	Nil
Donald Berglund, Calgary, Alberta, Canada	Senior Vice President, Finance and Accounting of Parent Company and Chief Financial of Issuer	Nil	Nil
Kurtis Kulman, Calgary, Alberta, Canada	Senior Vice President, Law, Securities and Special Projects of Issuer	Nil	Nil
Shelia Will, Calgary, Alberta, Canada	Chief Financial Officer of Issuer	Nil	Nil
Sean Cooney, Calgary, Alberta, Canada	Executive Vice President, Land Research and Acquisition of Parent of Issuer	Nil	Nil

- Parent Company = Walton Global Investments Ltd.  
See Offering Memorandum for further disclosures

## 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.

June 30, 2015

### Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

8% Un-Secured Series R Notes (the “Series R Notes”) 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

A Principle amount of \$1,500,000

- 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.

<b>Each Jurisdiction Where Purchasers Reside</b>	<b>Number of Purchasers</b>	<b>Price Per Security (Canadian \$)*</b>	<b>Total Dollar Value Raised From Purchasers in the Jurisdiction (Canadian \$)</b>
Alberta	6	\$N/A	\$1,240,000
British Columbia	6	\$N/A	\$260,000
<b>Total Number of Purchasers</b>	12		
<b>Total Dollar Value of Distribution in all Jurisdiction (Canadian \$)</b>			\$1,500,000

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.

Full name and address of purchaser and name and telephone number of a contact person	Indicate if Purchaser is an Insider (I) or Registrant [R]	Total Purchase Price	Type of Security	45-106F1 Exemption	Date of Distribution
0921573 BC LTD. 160-4280 No.3 Rd, Richmond, B.C, V6X 2C2  Jackson Ma (604) 273-2871		\$ 40,000.00	Un-Secured 8% Note of the Issuer	2.3	30-Jun-15
1778878 Alberta Ltd. 2380 Commerce Place, 10155 - 102 Street NW Edmonton, AB, T5J 4G8  Ling Ching Chen (778) 858-9078		\$ 300,000.00	Un-Secured 8% Note of the Issuer	2.3	30-Jun-15
0913995 BC Ltd. 30-9533 Granville Ave Edmonton, AB, T5J 4G8  Chung Yin Chien (604) 880-8220		\$ 20,000.00	Un-Secured 8% Note of the Issuer	2.3	30-Jun-15
1682618 ALBERTA LTD 2380 Commerce Place, 10155 - 102 Street NW Edmonton, AB, T5J 4G8  Susan Zhang (778) 297-6289		\$ 200,000.00	Un-Secured 8% Note of the Issuer	2.3	30-Jun-15
0918391 B.C. LTD 30046-8602 Granville Street Vancouver, B.C., V6P 5S3  Peter Wai-Shing So		\$ 50,000.00	Un-Secured 8% Note of the Issuer	2.3	30-Jun-15

(604) 808-6830					
1668280 Alberta Ltd. 2380 Commerce Place, 10155 - 102 Street NW Edmonton, AB, T5J 4G8  (604) 303-9098		\$ 50,000.00	Un-Secured 8% Note of the Issuer	2.3	30-Jun-15
1583386 ALBERTA LTD 2380 Commerce Place, 10155 - 102 Street NW Edmonton, AB, T5J 4G8  Qi Zhang (604) 321-8716		\$ 120,000.00	Un-Secured 8% Note of the Issuer	2.3	30-Jun-15
1668288 Alberta Ltd. 2380 Commerce Place, 10155 - 102 Street NW Edmonton, AB, T5J 4G8  Shu Chen (778) 737-0518		\$ 550,000.00	Un-Secured 8% Note of the Issuer	2.3	30-Jun-15
0955168 BC Ltd. 30046-8602 Granville Street Vancouver, B.C., V6P 5S3  Peter So (604) 808-6830		\$ 100,000.00	Un-Secured 8% Note of the Issuer	2.3	30-Jun-15

## 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 & Address of the Person Being Compensated	Insider (I) or Registrant [R]	Cash (Canadian \$)	Securities			Total Dollar Value of Compensation (Canadian \$)
			Number & Type of Securities Issued	Price Per Security	Exemption Relied on & Date of Distribution	
Wardley Investment CorporationUnit 140, 8877 Odlin Cres. Richmond, BC V6X 3Z7	R	\$60,000	N/A	N/A	N/A	\$60,000

\*Note <sup>(1)</sup> This agent is also entitled to a 1% trailer fee (\$15,000.00) on each of June 30, 2016 and June 30, 2017 provided the purchaser still holds the security as at those dates.

### Certificate

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

Date: June 30, 2015

Walton International Group Inc.

Name of [issuer] (please print)

Kurtis Kulman, Senior Vice President, Law, Securities and Special Projects of Promoter,  
403-265-4255

Print name, title and telephone number of person signing

(Signed) "Kurtis Kulman"

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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) 899-658