

Amended 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 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.

Inspira Financial Inc.
1711 Almond Avenue
Walnut Creek, California
90402
Tel: 1-888-448-4946

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.

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.

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 type="checkbox"/> Hi-tech | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Industrial | <input checked="" type="checkbox"/> Other (describe) |
| | <u>Financial Lender</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 \$)
Hector Rivera California, USA	Director	50,000 common shares	\$5.00
Gary Mintz California, USA	Director and Officer	11,500,000 common shares	\$520.00
Robert Munro Ontario, Canada	Director and Officer	11,750,000 common shares	\$25,115.00
Dennis Wilson California, USA	Officer	300,000 common shares	\$12.00
Felicia Vargo-Johnson California, USA	Officer	25,000 common shares	\$2.50
Robbie Grossman Ontario, Canada	Officer	1,400,000 common shares	\$15,035.00

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.

April 30, 2015

May 1, 2015

May 4, 2015

May 5, 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.

19,116,067 Units

1,189.75 Debenture Units

Each Unit consists of (i) one common share, and (ii) one-half of one transferable share purchase warrant (a “Unit Warrant”), with each whole Unit Warrant entitling the holder thereof to acquire one common share at a price of \$0.30 per share until the date that is twelve (12) months following a Liquidity Event (as such term is defined in the Subscription Agreement).

Each Debenture Unit consists of (i) one \$1,000 principal amount non-convertible unsecured senior debentures, and (ii) one thousand transferable common share purchase warrants (a “Debenture Warrant”), with each Debenture Warrant entitling the holder thereof to acquire one additional common share at a price of \$0.40 per share until the date that is twenty-four (24) months from the closing date, subject to acceleration (as described in the Subscription Agreement).

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	235	\$0.15	\$2,867,410.05
		\$1,000	\$1,189,750.00
Total number of Purchasers	235		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$4,057,160.05

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)
Deccol Investments Ltd. 2695 Granville Street Ste 400 Vancouver, B.C. V6H 3H4 604-230-1073		166,583 Units	\$ 24,987.45	s. 2.3 of NI 45-106	2015-04-30
Neon Rainbow Holdings Ltd. 21071 43A Ave Langley, B.C. V3A 8K4 604-532-3010		50,000 Units	\$ 7,500.00	s. 2.3 of NI 45-106	2015-04-30
Ardent Strategies Corp. #1100 - 888 Dunsmuir Street Vancouver, BC V6C 3K4 (604) 304-4089		100,000 Units	\$ 15,000.00	s. 2.3 of NI 45-106	2015-05-01
DD Mercantile Corp. P.O. Box 11117, 1055 Cordova Street Vancouver, BC V6E 4N7 (604) 315-1237		35,000 Units	\$ 5,250.00	s. 2.3 of NI 45-106	2015-05-01
Desmond Balakrishnan Law Corporation 5770 Hudson Street Vancouver, BC V6M 2Z3 (604) 691-7462		35,000 Units	\$ 5,250.00	s. 2.3 of NI 45-106	2015-05-01
Hawse And Sons Industries Inc. 1092 Barnes Avenue Kelowna, BC V1W 3Y4 (250) 869-5698		16,000 Units	\$ 2,400.00	s. 2.3 of NI 45-106	2015-05-01
J.E. Holdings Inc. 4894 Lakeshore Road Kelowna, BC V1W 4H7 (250) 862-2650		10,000 Units	\$ 1,500.00	s. 2.3 of NI 45-106	2015-05-01
MGK Consulting Inc. 1298 Netley Place West Vancouver, BC V7T 2H2 (604) 897-7440		35,000 Units	\$ 5,250.00	s. 2.3 of NI 45-106	2015-05-01
SidhuCorp Holdings Ltd. #3 - 12818 - 72nd Avenue Surrey, BC V3W 2M9 (778) 899-2755		35,000 Units	\$ 5,250.00	s. 2.3 of NI 45-106	2015-05-01
084610 BC Ltd. 3327 Allan Road North Vancouver, BC V7J 3C6 (778) 340-1818		35,000 Units	\$ 5,250.00	s. 2.3 of NI 45-106	2015-05-01

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)
0904245 BC Ltd. 12686 - 54th Avenue Surrey, BC V3X 3C2 (604) 825-8915		75,000 Units	\$ 11,250.00	s. 2.3 of NI 45-106	2015-05-01
UP Securities Ltd. Suite 1400 - 400 Burrard St. Vancouver, BC, V6C 3A6 (604) 628-1160		85,000 Units	\$ 12,750.00	s. 2.3 of NI 45-106	2015-05-05
Minicucci Financial Freedom 2145 Kings Avenue West Vancouver, BC V7V 2B9 (604) 818-7895		83,333 Units	\$ 12,500.00	s. 2.3 of NI 45-106	2015-05-05
Sika Investments Ltd. 65 Laurie Cres. West Vancouver, BC V7S 1B6 Fareed Ahamed, Secretary (604) 925-4159		166,666 Units	\$ 25,000.00	s. 2.3 of NI 45-106	2015-05-05
Douglas Varley Alter Ego Trust 225 208th Street Lagley, BC V2Z 1T7 Douglas Varley, Beneficiary 604-532-5787		41,666 Units	\$ 6,250.00	s. 2.3 of NI 45-106	2015-05-05
Novas Capital Corp. 1607 Derwent Way Delta, BC V3M 6K8 (604) 540-5301		41,666 Units	\$ 6,250.00	s. 2.3 of NI 45-106	2015-05-05
Desmond Balakrishnan Law Corp. 1500 - 1055 W. Georgia Street Vancouver, BC V6E 4N7 (604) 691-7462		33,333 Units	\$ 5,000.00	s. 2.3 of NI 45-106	2015-05-05
Neon Rainbow Holdings Ltd. 21071 43A AVE LANGLEY, BC V3A8K4 Allan Williams, President (604) 787-5653		33,333 Units	\$ 4,999.95	s. 2.3 of NI 45-106	2015-05-01
StoneCastle Investment Management 205 - 1708 Dolphin Ave Kelowna BC V1Y954 Bruce Campbell (250)448-6475	R	666,666 Units	\$ 99,999.90	s. 2.3 of NI 45-106	2015-05-05
Robinson Sauder Limited 999 West Hastings Street Suite 1260 Vancouver, BC V6C 2W2 Tel: 604-336-7080		100,000 Units	\$ 15,000.00	s. 2.3 of NI 45-106	2015-05-04

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)
Pender Value Fund 1640 - 1066 W. Hastings St. Vancouver, BC V6E 3X1 Tel: 604-688-1511	R	1,490,000 Units	\$ 223,500.00	s. 2.3 of NI 45-106	2015-05-04
Asia Asset Management Inc. 2070 Queens Avenue West Vancouver, BC V7V 2X9 Tel: 604-782-5573		100,000 Units	\$ 15,000.00	s. 2.3 of NI 45-106	2015-05-04
Deakin Equipment Ltd. 1361 Powell Street Vancouver, BC V5L 1G8 Tel: 778-885-5060		66,666 Units	\$ 9,999.90	s. 2.3 of NI 45-106	2015-05-04
Shearson Development Co. Ltd. Unit 2103, 1383 Marinaside Cres Vancouver, BC V6Z 2W9 Tel: 604-899-3372		50,000 Units	\$ 7,500.00	s. 2.3 of NI 45-106	2015-05-04
Lanny Krog Ltd. 955 Coombs Road, Box 56 Coombs, BC V0R 1M0 Tel: 250-244-1544		50,000 Units	\$ 7,500.00	s. 2.3 of NI 45-106	2015-05-04
Soche Holdings 35964 Regal Pky Abbotsford, BC V3G 1L1 Tel: 604-309-9938		48,000 Units	\$ 7,200.00	s. 2.3 of NI 45-106	2015-05-04
D. Bosa Land Corporation 4406 Norfolk Street Burnaby, BC V5G 4J9 Tel: 604-299-6066		115,000 Units	\$ 17,250.00	s. 2.3 of NI 45-106	2015-05-04
Pan Cam Developments Inc. 2940 Mathers Avenue West Vancouver, BC V7V 2K1 Tel: 604-299-1363		70,000 Units	\$ 10,500.00	s. 2.3 of NI 45-106	2015-05-04
Minicucci Financial Freedom Corp. 2145 Kings Avenue West Vancouver, BC V7V 2B9 Tel: 604-638-3694		236,300 Units	\$ 35,445.00	s. 2.3 of NI 45-106	2015-05-04
Bedrock Capital Corporation 3275 Dickinson Cres. West Vancouver, BC V7V 2L4 Tel: 604-999-9939		75,000 Units	\$ 11,250.00	s. 2.3 of NI 45-106	2015-05-04
Flotsam Cove Holdings Ltd. 1288 Cordova Street Apt. 1107 Vancouver, BC V6C 3R3 Tel: 604-5625-9664		50,000 Units	\$ 7,500.00	s. 2.3 of NI 45-106	2015-05-04

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)
Jibber Holdings Ltd. 1334 Ottawa Street West Vancouver, BC V7T 2H5 Tel: 604-926-7504		143,000 Units	\$ 21,450.00	s. 2.3 of NI 45-106	2015-05-04
Belmont Capital Corp. #303 - 750 W. Pender Vancouver, BC V6C 2T7 Tel: 604-681-3958		106,000 Units	\$ 15,900.00	s. 2.3 of NI 45-106	2015-05-04
0718512 BC Ltd. #303 750 W. Pender Vancouver, BC V6C 2T7 Tel: 604-926-0352		106,000 Units	\$ 15,900.00	s. 2.3 of NI 45-106	2015-05-04
Kalpajian Bros of BC Ltd. Suite 300 570 Granville Street Vancouver, BC V6C 3P1 Tel: 604-681-0204		40,000 Units	\$ 6,000.00	s. 2.3 of NI 45-106	2015-05-04
Aeris Holdings Ltd. 2457 Bellevue Avenue West Vancouver, BC V7V 1E1 Tel: 604-925-2457		500,000 Units	\$ 75,000.00	s. 2.3 of NI 45-106	2015-05-04
Minicucci Financial Freedom Corp. 2145 Kings Avenue West Vancouver, BC V7V 2B9 Tel: 604-913-1081		333,333 Units	\$ 49,999.95	s. 2.3 of NI 45-106	2015-05-04
0978931 BC Ltd. 846 Field Cres Parksville, BC V9P 2N8 Tel: 250-586-6646		133,333 Units	\$ 19,999.95	s. 2.3 of NI 45-106	2015-05-04
Rockshield Capital Corp. #1305 - 1090 West Georgia St. Vancouver, BC V6E 3V7 Tel: 604-685-9316		133,333 Units	\$ 19,999.95	s. 2.3 of NI 45-106	2015-05-04
DD Mercantile Corp. 3355 Morgan Creek Way Suite 43 Surrey, BC V3S 0J9 Tel: 604-315-1237		300,000 Units	\$ 45,000.00	s. 2.3 of NI 45-106	2015-05-04
C3 Energy Inc. 1027 Davie Street, Suite 515 Vancouver, BC V6E 4L2 Tel : 604-629-2540		133,333 Units	\$ 19,999.95	s. 2.3 of NI 45-106	2015-05-04
Bedrock Capital Corporation 3275 Dickinson Crescent West Vancouver, BC V7V 2L4 604-999-9939 Attn: Paul Matysek		133,334 Units	\$ 20,000.10	s. 2.3 of NI 45-106	2015-05-04

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)
Brian Wener Ent Ltd. 6195 St. Clair Place Vancouver, BC V6N 2A6 Attn: Brian Wener, President 604-263-7652		30,000 Units	\$ 4,500.00	s. 2.3 of NI 45-106	2015-05-04
Neon Rainbow Holdings Ltd. 21071 43a Ave Langley, BC V3A8K4 Allan Williams, President (604) 787-5653		15 Debenture Units	\$ 15,000.00	s. 2.3 of NI 45-106	2015-05-01
UP Securities Ltd. Suite 1400 - 400 Burrard Street Vancouver, BC, V6C 3A6 (604) 628-1160		38 Debenture Units	\$ 38,000.00	s. 2.3 of NI 45-106	2015-05-04
Minicucci Financial Freedom 2145 Kings Avenue West Vancouver, BC V7V 2B9 (604) 818-7895		37.50 Debenture Units	\$ 37,500.00	s. 2.3 of NI 45-106	2015-05-04
Sika Investments Ltd. 65 Laurie Cres. West Vancouver, BC V7S 1B6 Fareed Ahamed, Secretary (604) 925-4159		75 Debenture Units	\$ 75,000.00	s. 2.3 of NI 45-106	2015-05-04
Douglas Varley Alter Ego Trust 225 208th Street Lagley, BC V2Z 1T7 Douglas Varley, Beneficiary 604-532-5787		18.75 Debenture Units	\$ 18,750.00	s. 2.3 of NI 45-106	2015-05-04
Novas Capital Corp. 1607 Derwent Way Delta, BC V3M 6K8 (604) 540-5301		18.75 Debenture Units	\$ 18,750.00	s. 2.3 of NI 45-106	2015-05-04
Desmond Balakrishnan Law Corp. 1500 - 1055 W. Georgia Street Vancouver, BC V6E 4N7 (604) 691-7462		15 Debenture Units	\$ 15,000.00	s. 2.3 of NI 45-106	2015-05-04
Our World Holdings 1367 Kent Ave North East Vancouver, B.C. V5X 4T6 604-220-5595		12 Debenture Units	\$ 12,000.00	s. 2.3 of NI 45-106	2015-05-04

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)	
Leede Financial Markets Inc. 1800-1140 West Pender Street Vancouver, BC V6E 4G1	R	\$66,665.00	444,066 Broker Warrants ⁽¹⁾	n/a	s. 2.3 of NI 45-106 2015-04-30 2015-05-04	\$66,665.00
Canaccord Genuity Corp., 2200 - 609 Granville Street, Vancouver, BC, V7Y 1H2	R	\$8,449.80	19,978 Broker Warrants ⁽¹⁾	n/a	s. 2.3 of NI 45-106 2015-05-01	\$8,449.80
Foremost Capital Corporation 409 Granville St. Vancouver, BC V6C 1T2	R	\$88,558.49	589,740 Broker Warrants ⁽¹⁾	n/a	s. 2.3 of NI 45-106 2015-05-04	\$88,558.49

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)	
Salman Partners Inc. Suite: 1700, 1095 West Pender St. Vancouver, BC V6E 2M6	R	\$36,400.00	242,406 Broker Warrants ⁽¹⁾	n/a	s. 2.3 of NI 45-106 2015-05-04	\$36,400.00
Jordan Capital Markets Inc. #1920 – 1075 W. Georgia Street Vancouver, BC V6E 3C9	R	\$12,261.38	n/a	n/a	2015-05-04	\$12,261.38
PI Financial Corp., 1900 666 Burrard Street, Vancouver, BC V6C 3N1	R	\$213,500.00	1,423,300 Broker Warrants ⁽¹⁾	n/a	s. 2.3 of NI 45-106 2015-05-04	\$213,500.00

⁽¹⁾ Each Broker Warrant shall entitle the holder thereof to acquire one Common Share at \$0.15 per share for a period of 24 months from the closing date

Certificate

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

Date: July 7, 2015

Inspira Financial Inc.

Name of issuer (please print)

Robbie Grossman, Asst. Secretary (416) 865-7209

Print name, title and telephone number of person signing

/s/ Robbie Grossman

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