

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/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.

First Access Funding Corp.
Suite 700, Energy Square
10109 – 106 Street NW
Edmonton, AB. T5J 3L7

Telephone: (780) 756-5565
www.fafcorp.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.

First Access Funding Corp. 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.

- ☐ Bio-tech
- ☐ Financial Services
 - ☐ investment companies and funds
 - ☐ mortgage investment companies
- ☐ Forestry
- ☐ Hi-tech
- ☐ Industrial

- Mining
 - ☐ exploration/development
 - ☐ production
- ☐ Oil and gas
- ☐ Real estate
- ☐ Utilities
- ☒ Other: Consumer Lending

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 Ballantine <i>Edmonton, Alberta, Canada</i>	Director, President, Chief Executive Officer	<u>Beneficially Owned</u> 5,000,000 common shares 700,000 stock options	\$650.00
Scott Douglas <i>Edmonton Alberta, Canada</i>	Chief Financial Officer	<u>Beneficially Owned</u> 350,000 stock options	\$250.00
Paul Stephanson <i>Edmonton, Alberta, Canada</i>	Vice-President, Business Development	<u>Beneficially Owned</u> 3,361,500 common shares 700,000 stock options	\$2,925.00
Steven Knaus <i>Calgary, Alberta, Canada</i>	Vice-President, Operations	<u>Beneficially Owned</u> 1,148,500 common shares 450,000 stock options <u>Indirectly Controlled</u> 160,000 common shares 150,000 stock options	\$5,550.00
Roy Evans <i>Edmonton, Alberta, Canada</i>	Vice-President, Customer Service	<u>Beneficially Owned</u> 1,200,000 common shares 600,000 stock options <u>Indirectly Controlled</u> 100,000 common shares	\$20,500.00
Roger Gilliam <i>Edmonton, Alberta, Canada</i>	Controller	<u>Beneficially Owned</u> 1,000,000 common shares 500,000 stock options	\$1,400.00
Rebecca Hall, director of Westlake Credit Corp. <i>York Region, Ontario, Canada</i>	Holder of more than 10% of voting securities	<u>Beneficially Owned</u> 9,000,000 common shares	\$60.00
Michael Williamson <i>Oakville, Ontario, Canada</i>	Director	<u>Beneficially Owned</u> 20,000 common shares 300,000 stock options <u>Indirectly Controlled</u> 70,000 common shares	Nil

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 \$)
Martin Singer <i>Rockyview County, Alberta, Canada</i>	Director	<u>Beneficially Owned</u> 6,250,000 common shares 300,000 stock options 2,000,000 warrants <u>Indirectly Controlled</u> 975,000 common shares	\$2,040,000.00
Brian Radmacher <i>Sherwood Park, Alberta, Canada</i>	Director	<u>Beneficially Owned</u> 310,000 common shares 500,000 stock options	\$37,200.00

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.

March 12, 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.

(a) Series 10.5% Convertible Secured Subordinated Debentures were distributed by the issuer.

(b) The issuer distributed an aggregate of \$309,000 principal amount of Series 10.5% Convertible Secured Subordinated Debentures on March 12, 2015 to residents of British Columbia.

All or any Permitted Portion of the principal of this 10.5% Debenture, plus any accrued but unpaid interest thereon is convertible at the option of the Corporation, at any time after the completion of a Liquidity Event, and subject to receipt of all required regulatory approvals into Common Shares (without adjustment for dividends on Common Shares issuable upon conversion) at a conversion price equal

to the 10.5% Debenture Conversion Price per Common Share, all subject to the terms and conditions and in the manner set forth in the Indenture. The debentures mature on September 30, 2018.

(c) Not applicable.

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 \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	18	N/A <i>Principal amount of Secured Convertible Debentures</i>	\$309,000
Total number of Purchasers	18		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$309,000

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.

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)
Not applicable					

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 (Cdn\$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution	
Not applicable						

Certificate

On behalf of the **First Access Funding Corp.** I certify that the statements made in this report are true.

Date: March 25, 2015.

FIRST ACCESS FUNDING CORP.

Per:

"Scott Douglas"

Scott Douglas
Chief Financial Officer
1.888.816.5574

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.

Same as above.

<p>IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.</p>
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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