

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.

Patient Home Monitoring Corp.
14724 Ventura Blvd., Suite 1250
Sherman Oaks, California 91403
Tel: 416 865-7209
Email: investorinfo@myphm.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.

The Issuer is a reporting issuer in British Columbia, Alberta and Quebec.

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>Health Industry</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 \$)
N/A			

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 4, 2015

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

Units

- 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

2,665,570 Units - Each Unit consists of (i) one common share, and (ii) one-half of one transferable share purchase warrant, with each whole warrant entitling the holder thereof to acquire one common share at a price of \$1.80 for a period of thirty-six (36) months from the closing date, subject to acceleration.

- 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.

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	25	\$1.50	\$3,998,355.00
Total number of Purchasers	25		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$3,998,355.00

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 of Units Purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Brian Wener Enterprises Ltd. 6195 St. Clair Place Vancouver, BC V6N 2A6 604-263-7652	N/A	7,000	\$10,500.00	s. 2.3 of NI 45-106	2015-05-04
Far North Ent. Ltd. 279 Carisbrooke Cr. North Vancouver, BC V7N 2S3 Attn: Michael Bazilli 604-220-0640	N/A	7,000	\$10,500.00	s. 2.3 of NI 45-106	2015-05-04
Lomali Holdings Ltd. 5952 Marine Drive West Vancouver, BC V7W 2S2 604-617-5259 Attn: Diane Cohen	N/A	68,000	\$102,000.00	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 of Units Purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Stone Castle Investment Management 205 - 1708 Dolphin Ave. Kelowna, BC V1Y 9S4 250-448-6475 Attn: Bruce Campbell	(R)	10,000	\$15,000.00	s. 2.3 of NI 45-106	2015-05-04
Pender Value Fund 1640 - 1066 W. Hastings St. Vancouver, BC V6E 3X1 604- 688-1511 Attn: David Barr	(R)	971,200	\$1,456,800.00	s. 2.3 of NI 45-106	2015-05-04
Pender Select Ideas Fund 1640 - 1066 W. Hastings St. Vancouver, BC V6E 3X1 604-688-1511 Attn: David Barr	(R)	28,800	\$43,200.00	s. 2.3 of NI 45-106	2015-05-04
506344 BC Ltd. 3623 Phillips Ave. Burnaby, BC V5A 2W8 604-421-2047 Attn: Larry Hagan	N/A	26,500	\$39,750.00	s. 2.3 of NI 45-106	2015-05-04
0998735 BC Ltd. 2623 Burleigh Ave., Suite 409 Port Coquitlam, BC V3C 0C5 778-996-0666 Attn: Trista Meisel	N/A	16,500	\$24,750.00	s. 2.3 of NI 45-106	2015-05-04
		1,135,000	\$1,702,500.00		

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)	
Beacon Securities Limited 66 Wellington St. W. Toronto, Ontario M5K 1H1	(R)	\$29,987.66	15,993 Compensation Option ⁽¹⁾	N/A	s. 2.3 of NI 45-106 2015-05-04	\$29,987.66
Mackie Research Capital Corporation 199 Bay Street, Suite 4500 Commerce Court West, Box 368 Toronto, Ontario M5L 1G2	(R)	\$129,946.54	69,304 Compensation Option ⁽¹⁾	N/A	s. 2.3 of NI 45-106 2015-05-04	\$129,946.54
GMP Securities L.P. 145 King Street W, Suite 300 Toronto, Ontario M5H 1J8	(R)	\$39,983.55	21,324 Compensation Option ⁽¹⁾	N/A	s. 2.3 of NI 45-106 2015-05-04	\$39,983.55

⁽¹⁾ Each Compensation Option entitles the holder thereof to acquire one common share at \$1.50 per common share for a period of 36 months from the closing date, subject to acceleration.

Certificate

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

Date: May 14, 2015

Patient Home Monitoring Corp.

Name of issuer (please print)

Robbie Grossman, Assistant Secretary, 416-865-7209

Print name, title and telephone number of person signing

Robbie Grossman

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

Schedule I
Public information about purchasers who are individuals

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete the following table or the table in Schedule II.

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 and the table in Schedule II for each purchaser who is an individual, and
- the table in item 8 for each purchaser that is not 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 filing this report 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 of the table in item 8 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 following table or the table in Schedule II.

D. The information in the following table is available for public inspection at the British Columbia Securities Commission during normal business hours.

	Public information about purchasers who are individuals				
	<i>Unless exempted by the British Columbia Securities Commission, a person must not, directly or indirectly, use the information in this table, in whole or in part, for any purpose other than research concerning the issuer for the person's own investment purpose.</i>				
	Full name of purchaser	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number of Units	Total purchase price (Canadian \$)	Date of distribution (yyyy-mm-dd)
1.	Donald Ellis	N/A	10,000	\$15,000.00	2015-05-04
2.	John Chow	N/A	7,000	\$10,500.00	2015-05-04
3.	Lorne Osborne	N/A	7,000	\$10,500.00	2015-05-04

	Public information about purchasers who are individuals				
	<i>Unless exempted by the British Columbia Securities Commission, a person must not, directly or indirectly, use the information in this table, in whole or in part, for any purpose other than research concerning the issuer for the person's own investment purpose.</i>				
	Full name of purchaser	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number of Units	Total purchase price (Canadian \$)	Date of distribution (yyyy-mm-dd)
4.	Nigel Roberts	N/A	25,000	\$37,500.00	2015-05-04
5.	Mike Blady	N/A	7,500	\$11,250.00	2015-05-04
6.	Antonio Ricci	N/A	10,000	\$15,000.00	2015-05-04
7.	Theodore Sklavenitis	N/A	15,000	\$22,500.00	2015-05-04
8.	Brian Tingle	N/A	47,500	\$71,250.00	2015-05-04
9.	Carmen Amundsen	N/A	5,000	\$7,500.00	2015-05-04
10.	Richard Quigley	N/A	650,000	\$975,000.00	2015-05-04
11.	Andrew B. Macdonald	(R)	666,670	\$1,000,005.00	2015-05-04
12.	Michael David	N/A	10,000	\$15,000.00	2015-05-04
13.	Michael Sweatman	N/A	5,000	\$7,500.00	2015-05-04
14.	Dan McDonald	N/A	25,000	\$37,500.00	2015-05-04
15.	Philippe Lian-Daude Lagrave	N/A	7,000	\$10,500.00	2015-05-04
16.	Ken Andall	N/A	16,500	\$24,750.00	2015-05-04
17.	John Peirce Or Nancy Hetherington-Peirce	N/A	16,400	\$24,600.00	2015-05-04
			1,530,570	\$2,295,855.00	

Schedule II
Confidential information about purchasers who are individuals

A. Complete the following table for each purchaser who is an individual. The information in this table must reconcile with the table in Schedule I.

B. The information in the following table will not be placed on the public file of the British Columbia Securities Commission.

	Confidential information about purchasers who are individuals	
	Full name, residential address and telephone number of purchaser	Exemption relied on
1.	Donald Ellis 2073 Noel Avenue Comox, BC V9M 1Z1 250-339-4154	s. 2.3 of NI 45-106
2.	John Chow 16298 110A Avenue Surrey, BC V4N 4Z7 604-690-1961	s. 2.3 of NI 45-106
3.	Lorne Osborne 400 4 Ave. E. Prince Rupert, BC V8J 1N7 250-627-1548	s. 2.3 of NI 45-106
4.	Nigel Roberts 13187 Trewitt Rd. Lake Country, BC V4V 2B1 250-548-3613	s. 2.3 of NI 45-106
5.	Mike Blady 911 Porter Street Coquitlam, BC V3J 5B9 604-720-3474	s. 2.3 of NI 45-106
6.	Antonio Ricci 6590 Dunnedin Street Vancouver, BC V5B 1Y8 604-374-3231	s. 2.3 of NI 45-106
7.	Theodore Sklavenitis 181 Athletes Way, #202 Vancouver, BC V5Y 0E5 604-263-2324	s. 2.3 of NI 45-106
8.	Brian Tingle 1922 W. 7th Avenue, #317 Vancouver, BC V6J 1T1 604-639-4460	s. 2.3 of NI 45-106
9.	Carmen Amundsen 11940 Pintail Dr. Richmond, BC V6E 4P2 604-762-6476	s. 2.3 of NI 45-106

	Confidential information about purchasers who are individuals	
	Full name, residential address and telephone number of purchaser	Exemption relied on
10.	Richard Quigley 13544 Old Hope Rd., Suite 280 Charlie Lake, BC V0C 1H0 250-262-5771	s. 2.3 of NI 45-106
11.	Andrew B. Macdonald 1551 Laurier Avenue Vancouver, BC V6J 2V2 604-736-1704	s. 2.3 of NI 45-106
12.	Michael David 3036 Maplewood Crt. Coquitlam, BC V3E 3P3 604-945-8390	s. 2.3 of NI 45-106
13.	Michael Sweatman 4738 55B St. Delta, BC V4K 3B7 604-889-4312	s. 2.3 of NI 45-106
14.	Dan McDonald 4929 College Highroad Vancouver, BC V6T 1G7 604-736-1343	s. 2.3 of NI 45-106
15.	Philippe Lian-Daude Lagrave 502 - 1520 Harwood St. Vancouver, BC V6G 1X9 604-687-0099	s. 2.3 of NI 45-106
16.	Ken Andall 310-575 16th St. West Vancouver, BC V7V 4Y1 604-925-0897	s. 2.3 of NI 45-106
17.	John Peirce Or Nancy Hetherington-Peirce 2100 South Rd. Gabriola, BC V0R 1X6 250-247-8632	s. 2.3 of NI 45-106