

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.

DelMar Pharmaceuticals, Inc. (the "Company")

Suite 720-999 West Broadway

Vancouver BC, Canada, V5Z 1K5

Phone: 604-629-5989

Email: ir@delmarpharma.com

Website: <http://www.delmarpharma.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.

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.

The Company is a reporting issuer in British Columbia.

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.

- | | |
|---|--|
| <input checked="" type="checkbox"/> Bio-tech | Mining |
| 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"/> securitized products issuers | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Other (describe) |
| <input type="checkbox"/> Industrial | |
-

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	N/A	N/A	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.

April 29, 2016 and May 4, 2016

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.

700,238 Series B Preferred Shares of the Company (“Preferred Shares”) were issued at a price of US\$8.00. Each Preferred Share is convertible into common shares of the Company (“Common Shares”) in accordance with the conversion terms thereof.

All US dollar amounts converted into Canadian dollar amounts herein have been converted using the Bank of Canada noon rate of exchange on May 4, 2016, being 1.2884.

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	4	\$10.31	\$180,376.00
Ontario	1	\$10.31	\$51,536.00
Foreign Jurisdiction	74	\$10.31	\$6,985,575.96
Total number of Purchasers	79		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$7,217,487.96

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 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)
Onbelay Capital Inc. 150 Water Street South, Suite 203, Cambridge, Ontario, Canada, N1R 3E2 519-622-0212	-	5,000 Preferred Shares	\$51,536.00	NI 45-106 S. 2.3	2016-04-29
Ehrlich Family Trust Martin Ehrlich, P.O. Box 3747. RSF, CA, 92067 619-871-9105	-	3,125 Preferred Shares	\$32,210.00	NI 45-106 S. 2.3	2016-04-29
Lincoln Park Capital Fund, LLC 440 N. Wells St., Suite 410, Chicago, IL, 60654 312-822-9300	-	50,000 Preferred Shares	\$515,360.00	NI 45-106 S. 2.3	2016-04-29
GJG Life Sciences LLC 107 Circle Road, Staten Island, NY, 10304 917-439-3333	-	160,000 Preferred Shares	\$1, 649,152	NI 45-106 S. 2.3	2016-04-29 2016-05-04
Robert & Susan DeRose Family Trust POB 8167, 16584 Via Lago Azul, Rancho Santa Fe, CA, 92067 858-229-3435	-	3,125 Preferred Shares	\$32,210.00	NI 45-106 S. 2.3	2016-04-29
Walter I. Leiter Trust UAD 4/4/08 95 Beaver Brook Rd., Ridgefield, CT, 06877 203-205-0014	-	6,250 Preferred Shares	\$64,420.00	NI 45-106 S. 2.3	2016-04-29
Union Square Energy Advisors, LTD. 116 Rose Ct., Robbinsville, NJ, 08691	-	12,600 Preferred Shares	\$129,870.72	NI 45-106 S. 2.3	2016-04-29
Siltstone Holdings, LLC Suite 2000, 600 Jefferson St., Houston, TX, 77002 713-375-9200	-	12,500 Preferred Shares	\$128,840.00	NI 45-106 S. 2.3	2016-04-29
Siltstone Capital Partners, LP Suite 2000, 600 Jefferson St., Houston, TX, 77002 713-375-9219	-	2,500 Preferred Shares	\$25,768.00	NI 45-106 S. 2.3	2016-04-29
AT Media Corp. 280 Park Ave., South, Suite 10C, New York,	-	10,000 Preferred Shares	\$103,072.00	NI 45-106 S. 2.3	2016-04-29

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)
NY, 10010 310-698-2839					
Hannahlu Ventures, LP 790 West Sam Houston Parkway N., Ste 202, Houston, TX, 77024 760-804-8056	-	5,000 Preferred Shares	\$51,536.00	NI 45-106 S. 2.3	2016-04-29
Hillcrest Acquisitions, LLC 286 N Main St., Suite 305, Spring Valley, NY, 10977 212-317-5970	-	12,500 Preferred Shares	\$128,840.00	NI 45-106 S. 2.3	2016-04-29
RL Capital Partners, LP C/O Aegis Capital Corp., 810 7th Ave., 18th Floor, New York, NY, 10019 212-813-1010	-	6,250 Preferred Shares	\$64,420.00	NI 45-106 S. 2.3	2016-04-29
Vishanta Trust 1445 NW 131st Street, Clive, Iowa, 50325 515-225-9530	-	4,000 Preferred Shares	\$41,228.80	NI 45-106 S. 2.3	2016-04-29
Maura Kelly Trust c/o EVO Payments INTL, 10 Glenlake Parkway, South Tower, Suite 950, Atlanta, GA, 30328 678-641-6322	-	6,250 Preferred Shares	\$64,420.00	NI 45-106 S. 2.3	2016-04-29
MA Patterson and Barbara McShae, Trustees of the Patterson and McShane Trust dated July 7, 2005 39 Southwind Cir., Richmond, CA, 94804 510-237-8400	-	3,000 Preferred Shares	\$30,921.60	NI 45-106 S. 2.3	2016-04-29
Domaco Venture Capital Fund c/o Anthony G. Polak, 8 Elskip Lane, Greenwich, CT, 06831 203-531-6460	-	6,250 Preferred Shares	\$64,420.00	NI 45-106 S. 2.3	2016-04-29
RGM Group, LLC 40 Wall Street, 46th Floor, New York, NY, 10005 212-806-6300	-	6,250 Preferred Shares	\$64,420.00	NI 45-106 S. 2.3	2016-04-29

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)
First Riverside Investors LP 84 Business Park Drive, Suite 108, Armonk, NY, 10504 914-273-5800	-	12,500 Preferred Shares	\$128,840.00	NI 45-106 S. 2.3	2016-04-29
Law Offices of Kenneth E. Chyten Defined Benefit Pension Plan Suite 900, 300 East Esplanade Dr., Oxnard, CA, 93036 805-981-3910	-	6,250 Preferred Shares	\$64,420.00	NI 45-106 S. 2.3	2016-04-29
Stellar Investment Partners, LLC 8 Toboggan Ridge Rd., Saddle River, NJ, 07458 302-737-9252	-	6,250 Preferred Shares	\$64,420.00	NI 45-106 S. 2.3	2016-05-04
MKF Holdings, LLC 4650 Chase Oak Ct., Zionsville, IN, 46077 317-733-9998	-	4,000 Preferred Shares	\$41,228.80	NI 45-106 S. 2.3	2016-05-04

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	Indicate if the person	Compensation paid or to be paid (cash and/or securities)
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being compensated	being compensated is an insider (I) of the issuer or a registrant (R)	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)	
Newport Coast Securities, Inc. 180 Maiden Lane, New York, NY, 10038	-	\$142,332.12	138,090 Agents' Warrants ¹	N/A	NI 45-106 S. 2.3 2016-04-29 and 2016-05-04	\$142,332.12
Aegis Capital Corp. 810 7th Ave., 18th Floor New York, NY, 10019	R	\$154,711.07	150,100 Agents Warrants ¹	N/A	NI 45-106 S. 2.3 2016-04-29 2016-05-04	\$154,711.07
Zijun Guo 1888 Honhaiban Rd., Building H, Room 3104, Sunshine Beach Garden, Nanshan District, Shenzhen City, Guangdong Province, China 861-861-008-2399	-	\$14,945.44	16,560 Agents Warrants ¹	N/A	NI 45-106 S. 2.3 2016-05-04	\$14,945.44

¹ Each Agents' Warrant is exercisable for one Common Share for a period beginning 180 days from the closing date of the relevant tranche and ending on the fifth anniversary of the date of the relevant tranche of the Private Placement at an exercise price of US\$1.00 subject to adjustment as provided in the Agents' Warrants.

Certificate

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

Date: May 9, 2016

DelMar Pharmaceuticals, Inc.

Name of issuer (please print)

Scott Prail, Chief Financial Officer, 604-202-1384

Print name, title and telephone number of person signing

(Signed) "Scott Prail"

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.

N/A

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