

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.

Hempco Food and Fiber Inc.
Unit 112 – 5589 Byrne Road
Burnaby, BC V5J 3J1
604-684-2181
praveen@varshneycapital.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 and Alberta.

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.

☐ Bio-tech

Mining

Financial Services☐ investment companies and funds☐ mortgage investment companies☐ securitized products issuers☐ Forestry☐ Hi-tech☒ Industrial☐ exploration/development☐ production☐ Oil and gas☐ Real estate☐ Utilities☐ 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.

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 \$)
Not applicable			

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 15, 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.

3,512,500 common shares of the Issuer at a price of \$0.40 per common share.

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	23	\$0.40	\$599,000
Alberta	5	\$0.40	\$85,000
Manitoba	2	\$0.40	\$55,000
Ontario	6	\$0.40	\$160,000
Quebec	17	\$0.40	\$504,000
Poland	1	\$0.40	\$2,000
Total number of Purchasers	54		
Total dollar value of distribution in all jurisdictions (Canadian\$)			\$1,405,000

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 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)
Devanha Holdings Ltd. PO Box 48461 Bentall Centre, Vancouver, BC V7X 1A2 Jim Watt 604-874-3052		100,000 common shares	\$40,000	Section 2.3 of National Instrument 45-106	2016-04-15
J.P. Varas Management & Geological Group 3275 Bermon Place, North Vancouver, V7J 3R2 Patricio Varas 604-831-9306		50,000 common shares	\$20,000	Section 2.3 of National Instrument 45-106	2016-04-15
561525 Alberta Ltd. 20 Woodfield Close SW, Calgary, AB T2W 3V1 Dale and Dianne Gillespie 403-254-8182		62,500 common shares	\$25,000	Section 2.3 of National Instrument 45-106	2016-04-15
Fisher Farms Ltd. Comp 64, RR#5, Stn Main, Dauphin, MB R7N 2T8 Rod Fisher 204-622-8800		37,500 Common shares	\$15,000	Section 2.3 of National Instrument 45-106	2016-04-15
Ubika Corp. Suite 650 – 333 Bay Street, Toronto, ON		250,000 common shares	\$100,000	Section 2.3 of National Instrument	2016-04-15

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)
M5H 2R2 Vikh Ranjan 647-352-2666				45-106	
Paradox Public Relations 1178 Place Phillips, Suite 250 Montreal, QC M3B 3C8 Jean-Francois Meilleur 514-341-0408		255,000 common shares	\$102,000	Section 2.3 of National Instrument 45-106	2016-04-15
Palos Management Inc. 1 Place Ville- Marie, Suite 514-397-0188 Joseph Khoubbifii		500,000 common shares	\$200,000	Section 2.3 of National Instrument 45-106	2016-04-15
Seumasogha Corporation Inc. 2155 Rue Guy, Suite 1210, Montreal, QC H3H 2R9 514-935-9200		62,500 common shares	\$25,000	Section 2.3 of National Instrument 45-106	2016-04-15
COED Holdings Inc. 2001 McGill College, Suite 2200, Montreal, QC H3A 1G1 Edward Gathercole 514-843-3632		25,000 common shares	\$10,000	Section 2.3 of National Instrument 45-106	2016-04-15
Farrell Marketing 44 Curzon Rue, Montreal Ouest, QC H4X 1H4 Gordon Farrell 514-217-7552		62,500 common shares	\$25,000	Section 2.3 of National Instrument 45-106	2016-04-15

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 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) ^[1]				
		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)	
Vandana Ventures Inc. 2050-1055 West Georgia Street, Vancouver, BC V6E 3P3		\$9,800	24,500 warrants	\$0.40	BC Instrument 45-529 April 15, 2016	\$9,800
Leede Jones Gable Inc. 1800 – 1140 West Pender St., Vancouver, BC V6E 4G1		\$1,680	4,200 warrants	\$0.40	BC Instrument 45-529 April 15, 2016	\$1,680
Haywood Securities Inc. 700 – 200 Burrard St., Vancouver, BC V6C 3L6		\$7,000	17,500 warrants	\$0.40	BC Instrument 45-529 April 15, 2016	\$7,000
PI Financial Corp. 1900 – 666 Burrard Street, Vancouver, BC V6C 3N1		\$8,260	20,650 warrants	\$0.40	BC Instrument 45-529 April 15, 2016	\$8,260

Mackie Research Capital Corporation Suite 1920, 1075 West Georgia Street, Vancouver, BC V6E 3C9	\$14,000	35,000 warrants	\$0.40	BC Instrument 45-529 April 15, 2016	\$14,000
Canaccord Genuity Corp. 2200 – 609 Granville Street, Vancouver, BC V7Y 1H2	\$15,540	38,850 warrants	\$0.40	BC Instrument 45-529 April 15, 2016	\$15,540
BMO Nesbitt Burns Inc. 1501 McGill College, 32 nd Floor, Montreal, QC H3A 3M8	\$1,400	3,500 warrants	\$0.40	BC Instrument 45-529 April 15, 2016	\$1,400
Raymond James 2100 – 925 West Georgia St., Vancouver, BC V6C 3L2	\$3,220	8,050 warrants	\$0.40	BC Instrument 45-529 April 15, 2016	\$3,220
Global Securities Corporation 11 th Floor, 595 Burrard Street, Vancouver, BC V7X 1C4	\$1,750	4375 warrants	\$0.40	BC Instrument 45-529 April 15, 2016	\$1,750

[1] The Company paid the finders a fee of 7% in cash and 7% in finder warrants (the "Warrants") determined based on the number of shares sold in the private placement to persons introduced to the Company by the finder. Each Finder Warrant will be exercisable into shares of the Company at a price of \$0.40 per share for a period of 2 years from the date of closing.

Certificate

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

Date: April 22, 2016

Hempco Food and Fiber Inc. (formerly Genview Capital Corp.)

Name of issuer (please print)

Praveen Varshney, CFO and Director, 604-684-2181

Print name, title and telephone number of person signing

“Praveen Varshney”

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

Guidance for completing and filing Form 45-106F6

1. ***Required form in British Columbia*** - In British Columbia, file this report and the applicable fee using BCSC e-services in accordance with British Columbia Instrument 13-502 Electronic filing of reports of exempt distribution. If the distribution occurs in British Columbia and one or more other jurisdictions, the issuer is required to file this report in British Columbia and file Form 45-106F1 in the other applicable jurisdictions.
2. ***What is a distribution?*** - In British Columbia, “distribution” includes distributions made from British Columbia to purchasers resident in other Canadian or foreign jurisdictions if the issuer has a significant connection to British Columbia. If the issuer has a significant connection to British Columbia, complete the tables in item 8 and Schedules I and II for all purchasers.

In British Columbia, “distribution” also includes distributions made from another Canadian or foreign jurisdiction to purchasers resident in British Columbia. If the issuer is from another Canadian or foreign jurisdiction, complete the tables in item 8 and Schedules I and II only for purchasers resident in British Columbia.

3. ***What is a purchaser?*** - References to a purchaser in this report are to the beneficial owner of the securities.
4. ***What is an individual?*** - An individual is a natural person. A corporation, partnership, party, trust, fund, association, and any other organized group of persons is not an individual.
5. ***Space in tables*** - If the space provided in any table in this Form is insufficient, please adjust the table to include additional space.
6. ***Multiple distributions*** - One report may be used for multiple distributions occurring within 10 days of each other if the report is filed on or before the 10th day following the first of such distributions.
7. ***Fees*** - In order to determine the applicable fee, consult Fee Checklist British Columbia Form 11-901F (item # 16).