

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:

ZECOTEK PHOTONICS INC. (the "Issuer")

Unit 1120 - 21331 Gordon Way
Richmond, BC V6W 1J9

Telephone: (604) 233-0056

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.

- | | |
|---|--|
| <input type="checkbox"/> Bio-tech | <input type="checkbox"/> 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 checked="" type="checkbox"/> Hi-tech | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Industrial | <input type="checkbox"/> 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 \$)
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.

November 5, 2015

Item 6: Number and type of securities

For each security distributed:

- 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.

2,432,673 units at a price of \$0.36 per unit, with each unit consisting of one common share and one transferable share purchase warrant. Each share purchase warrant entitles the holder thereof to purchase an additional common share at a price of \$0.50 per share for a period of 2 years from closing.

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	1	\$0.36	\$10,800.00
Ontario	1	\$0.36	\$36,000.00
Liechtenstein	1	\$0.36	\$750,240.00
United Kingdom	1	\$0.36	\$9,000.00
United States	1	\$0.36	\$69,722.28
Total number of Purchasers	5		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$875,762.28

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

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)
RockPort Participation Inc. Herrengasse 2 P.O. Box 749 9490 Vaduz Liechtenstein Contact: Martin Wachter Tel: +423 2355858	N/A	2,084,000 Units	\$750,240.00	NI 45-106 s.2.3	2015-11-05
Selective Asset Management Inc. 170 University Avenue, Suite 200 Toronto, ON M4V 1B3 Contact: Robert J. McWhirter Tel: 416-508-4237	N/A	100,000 Units	\$36,000.00	NI 45-106 s.2.3	2015-11-05

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)
Nuwa Group LLC 1415 Oakland Blvd, Suite 219 Walnut Creek, CA 94506 Contact: Kevin Fickle Tel: 925-330-8315	N/A	193,673 Units	\$69,722.28	NI 45-106 s.2.3	2015-11-05
2379388 Ontario Ltd. 23 White Harwood Sevenoaks, Kent TN13 1RS UK Contact: Dr. M. Kalairajah Tel: +44 7956316584	N/A	25,000 Units	\$9,000.00	NI 45-106 s.2.3	2015-11-05

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	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	Exemption relied on and date of distribution	
Maison Placements Canada Inc. 2116-130 Adelaide Street West Toronto, Ontario M5H 3P5	\$45,014.40	125,040 finder warrants ⁽¹⁾	\$0.50	NI 45-106 s. 2.3 November 5, 2015	\$45,014.40
Aran Asset Management SA Bahnhofplatz CH-6304 Zug Switzerland	\$7,502.40	20,840 finder warrants ⁽¹⁾	\$0.50	NI 45-106 s. 2.3 November 5, 2015	\$7,502.40
Canaccord Genuity Corp. 2200 – 609 Granville Street Vancouver, BC V7Y 1H2	\$630	1,750 finder warrants ⁽¹⁾	\$0.50	NI 45-106 s. 2.3 November 5, 2015	\$630

(1) Each Broker Warrant is exercisable for one common share of the Issuer at a price of \$0.50 for a period of two (2) years from the date of issuance.

Certificate

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

Date: November 16, 2015

ZECOTEK PHOTONICS INC.

Name of issuer (please print)

David Toyoda, Director
(604) 647-4176

Print name, title and telephone number of person signing

(signed) "David Toyoda"

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.

Michael Minder
Chief Financial Officer
Unit 1120 - 21331 Gordon Way
Richmond, BC V6W 1J9

Telephone: (604) 233-0056

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