

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.

Yaletown Ventures II (VCC) Inc.
Suite 510, 1122 Mainland Street
Vancouver, BC V6B 5L1

Telephone: 604.688.7807
E-mail: info@yaletown.com
Website: www.yaletown.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.

Not applicable.

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 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.

Not applicable.

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 checked="" 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 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 \$)
Jill Bodkin Vancouver, BC, Canada	Director, President	1 Class A Common Share	\$1.00
Michelle Ho Vancouver, BC, Canada	Secretary	Nil	Nil
Wendy Lee Vancouver, BC, Canada	Director of Finance	Nil	Nil

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 18, 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.

310,500 Class A Common Shares

Section 2.3 – *Accredited Investor* of National Instrument 45-106.

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	61	\$1.00	\$273,750
Alberta	6	\$1.00	\$32,250
Indonesia	1	\$1.00	\$4,500
Total number of Purchasers	68		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$310,500

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)
DTD Law Corporation Services Inc. 270 Sandringham Crescent, North Vancouver, BC V7N 2R8 604.643.3115 Contact: Darren T. Donnelly	Not applicable	3,000 Class A Common Shares	\$3,000	Section 2.3 of NI 45-106	Nov. 18/15

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)
Double J. Creations Inc. 2397 Marine Drive West Vancouver, BC V7V 1K3 604.790.1900 Contact: John Jennings	Not applicable	3,000 Class A Common Shares	\$3,000	Section 2.3 of NI 45-106	Nov. 18/15
Glace Capital Corporation 2559 138th Street Surrey, BC V4P 2M1 604.319.2269 Contact: Glenn Johnson	Not applicable	6,000 Class A Common Shares	\$6,000	Section 2.3 of NI 45-106	Nov. 18/15
KSSS Management Corp. 3158 Celtic Avenue Vancouver, BC V6N 3X7 604.631.4809 Contact: Keith Spencer	Not applicable	2,250 Class A Common Shares	\$2,250	Section 2.3 of NI 45-106	Nov. 18/15
521465 B.C. Ltd. 1811 - 196th Street Surrey, BC V3S 9V2 604.535.1542 Contact: Neal Rempel	Not applicable	6,000 Class A Common Shares	\$6,000	Section 2.3 of NI 45-106	Nov. 18/15
Montrose Development Ltd. 910 - 675 West Hastings Street Vancouver, BC V6B 1N2 604.687.7804 Contact: Doug Christopher	Not applicable	15,000 Class A Common Shares	\$15,000	Section 2.3 of NI 45-106	Nov. 18/15
NB Projects Ltd. 5786 Coral Road Courtenay, BC V9J 1W7 250.334.4641 Contact: Nelson Borch	Not applicable	9,000 Class A Common Shares	\$9,000	Section 2.3 of NI 45-106	Nov. 18/15
NPM Law Corporation Services Ltd. 800 - 885 West Georgia Street Vancouver, BC V6C 3H1 604.643.3154 Contact: Neil Melliship	Not applicable	3,000 Class A Common Shares	\$3,000	Section 2.3 of NI 45-106	Nov. 18/15

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)
Ralph Turfus Trust 7280 Arbutus Place West Vancouver, BC V7W 2L6 604.926.9819 Contact: Ralph Turfus	Not applicable	3,000 Class A Common Shares	\$3,000	Section 2.3 of NI 45-106	Nov. 18/15
D.B. Rix Holdings Ltd. 101 - 4606 Canada Way Burnaby, BC V5G 1K5 604.737.7224 Contact: Laurie Rix	Not applicable	9,000 Class A Common Shares	\$9,000	Section 2.3 of NI 45-106	Nov. 18/15
Sharon Lorraine Turfus Trust 7280 Arbutus Place West Vancouver, BC V7W 2L6 604.926.9819 Contact: Sharon Lorraine Turfus	Not applicable	3,000 Class A Common Shares	\$3,000	Section 2.3 of NI 45-106	Nov. 18/15
Zumwalt Investment Partnership 400, 119 - 14th Street NW Calgary, Alberta T2N 1Z6 403.266.5105 Contact: Bradley E. Zumwalt	Not applicable	7,500 Class A Common Shares	\$7,500	Section 2.3 of NI 45-106	Nov. 18/15
Bluesky Equities Ltd. #1700 - 521 Third Avenue SW Calgary, Alberta T2P 3T3 403.263.4337 Contact: Douglas Hunter	Not applicable	6,000 Class A Common Shares	\$6,000	Section 2.3 of NI 45-106	Nov. 18/15
Yaletown Venture Partners Inc. Suite 510 1122 Mainland Street Vancouver, BC V6B 5L1 604.688.7807 Contact: Jill Bodkin	Not applicable	9,300 Class A Common Shares	\$9,300	Section 2.3 of NI 45-106	Nov. 18/15
		85,050 Class A Common Shares	\$85,050		

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)	
Not applicable						

Certificate

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

Date: November 18, 2015

Yaletown Ventures II (VCC) Inc.

Name of issuer (please print)

Jill Bodkin, President, 604.681.3152

Print name, title and telephone number of person signing

"Jill Bodkin"

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.

Same as above.

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).