

**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:

- Issuer's Name: Group Photo Software Inc.
- Website: groupphoto.io
- Address: 50022 South Slope RPO, Burnaby, BC V5J 5G3
- Telephone: 778-242-3085 Email: investors@groupphoto.io

B. If an underwriter is completing this report, state the following: N/A

- 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. 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.

**Item 3: Issuer's industry**

Indicate the industry of the issuer by checking the appropriate box below.

- |   |  |
|---|--|
| <input 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 checked="" 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.

<b>Information about insiders and promoters</b>			
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 \$)
Aaron Schafran Abbotsford, Canada	Designer	1,560 Class B	\$780
Andrew Platt Abbotsford, Canada	Support	890 Class B	\$195
Ashley Platt Abbotsford, Canada	Support	7,610 Class B	\$3,805
Ben Van Netten Victoria, Canada	Visual Designer	N/A	N/A
Brandon Pilkey Abbotsford, Canada	Promoter	8,030 Class B	\$3,805
Cyndy Poortinga Mission, Canada	Accounting	2,940 Class B	\$1,450
Debbie Riza Abbotsford, Canada	Admin, Marketing	1,160 Class B	\$460
Emily Olds Vernon, Canada	Marketing, Support	1,374 Class B	\$679
James Buhler Abbotsford, Canada	Developer	N/A	N/A
Jamie Syme Mission, Canada	Developer	12,670 Class B	\$3,451
Jason Lamblin Mission, Canada	VP Sales, Promoter	19,915 Class B	\$3,908

Jason Sperandeo Mission, Canada	Marketing, Promoter	3,496 Class B	\$1,698
Juan Herrera Battle Lake, USA	CIO, Promoter	9,260 Class B	\$4,630
Juan Jaramillo Burnaby, Canada	CTO, Director, 50% voting shareholder	5,055,000 Class B 1 Class A	\$25,840 \$1
Kim Lamblin Mission, Canada	Admin	1,620 Class B	\$810
Matt Vogt Vancouver, Canada	Copywriter	N/A	N/A
Paul Sperandeo Mission, Canada	COO, Promoter	20,812 Class B	\$8,406
Peng Enriquez Angeles, Philippines	Frontend Engineer, UX	4,644 Class B	\$2,322
Phil Dailey Maple Ridge, Canada	Project Manager	9,500 Class B	\$1,900
Rebecca Olds Vancouver, Canada	Admin	N/A	N/A
Richard Giroux Mission, Canada	Customer Acquisition	11,736 Class B	\$5,868
Ruben Riza Alexandria, Romania	Designer	8,572 Class B	\$3,952
Stephanie Sunshine Seattle, USA	Lead Platform Engineer	N/A	N/A
Steve Sperandeo Abbotsford, Canada	CEO, Director, 50% of voting shareholder	5,071,324 Class B 1 Class A	\$29,678 \$1
Tamer Akeil Abbotsford, Canada	Videographer	N/A	N/A
Tom Nguyen Abbotsford, Canada	CFO	8,368	\$2,184
Tyler Lang Surrey, Canada	HR Director, VP Support	6,000 Class B	\$2,850
Wesley Gue Port Coquitlam, Canada	Mobile Developer	10,672 Class B	\$3,391
Ryan Fitzgerald White Rock, Canada	Ex-consultant	680 Class B	\$445

## Details of distribution

### Item 5: Distribution date

Distribution dates: November 11<sup>th</sup>, 15<sup>th</sup>, 16<sup>th</sup>, 18<sup>th</sup>, and 20<sup>th</sup> 2015.

**Item 6: Number and type of securities**

For each security distributed:

- Class “B” Non-Voting Common Shares;
- Total securities distributed for the periods in Item 5: 21,000

**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 \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia, Canada	2	\$0.50	\$3,500.00
Alberta, Canada	1	\$0.50	\$3,000.00
USA	2	\$0.50	\$3,000.00
Colombia	1	\$0.50	\$1,000.00
Total number of Purchasers	6		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$10,500.00

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. N/A

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. N/A

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)

## 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	Compensation paid or to be paid (cash and/or securities)		
		Cash	Securities	Total dollar

	is an insider (I) of the issuer or a registrant (R)	(Canadian \$)	Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	value of compensation (Canadian \$)
Brandon Pilkey 8778 Machell Str Mission, BC V4S 0B6	Insider	NIL	1,200 Class "B" Common, non-voting	\$0.50	Employee, director, officer and consultant exemption 2015-11-11 2015-11-18	\$600
Jason Lamblin 33837 Ferndale Ave, Mission BC V2V 7G4	Insider	NIL	380 Class "B" Common, non-voting	\$0.50	Employee, director, officer and consultant exemption 2015-11-11 2015-11-18 2015-11-20	\$190
Ryan Fitzgerald 117-1561 Vidal Street, White Rock BC V4B 5A7	N/A	NIL	290 Class "B" Common, non-voting	\$0.50	Employee, director, officer and consultant exemption 2015-11-11 2015-11-18 2015-11-20	\$145
Dan Buhler 3395 Caves Crt, Abbotsford BC V3G 0A1	N/A	NIL	290 Class "B" Common, non-voting	\$0.50	Family, friends, and business assoc. 2015-11-18	\$145
Juan Herrera 21388 355 Ave Battle Lake, MN 56515 USA	Insider	NIL	720 Class "B" Common, non-voting	\$0.50	Employee, director, officer and consultant exemption 2015-11-15 2015-11-16	\$360

Juan Jaramillo 5809 Neville Str Burnaby, BC V5J 2J3	Insider	NIL	240 Class "B" Common, non-voting	\$0.50	Employee, director, officer and consultant exemption 2015-11-15	\$120
Steve Sperandeo 36477 Carnavon Court, Abbotsford BC V3G 3G4	Insider	NIL	180 Class "B" Common, non-voting	\$0.50	Employee, director, officer and consultant exemption 2015-11-20	\$90

## Certificate

On behalf of the [Group Photo Software Inc.], I certify that the statements made in this report are true.

Date: November 23, 2015\_\_\_\_\_

Group Photo Software Inc.\_\_\_\_\_

Name of [issuer] (please print)

Steve Sperandeo, CEO, 778-242-3085\_\_\_\_\_

Print name, title and telephone number of person signing

Steve Sperandeo\_\_\_\_\_

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