

**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**

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;

**NATURALLY SPLENDID ENTERPRISES LTD.**

- the issuer's website address; and

**www.naturallysplendid.com**

- the address, telephone number and email address of the issuer's head office.

**605 – 1166 Alberni Street**

**Vancouver, BC V6E 3Z3**

**Telephone Number: 604-685-6375**

**E-mail Address: chuck@naturallysplendid.com**

**Item 2: Reporting issuer status**

State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

Non-reporting: \_\_\_\_\_

Reporting: ☒ \_\_\_\_\_

Jurisdictions: **BC and AB**

**Item 3: Issuer's industry**

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

☐ Bio-tech

Financial Services

☐ investment companies and funds

☐ mortgage investment companies

☐ Forestry

☐ Hi-tech

☒ Industrial

Mining

☐ 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 \$)
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 1, 2013.**

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

For each security distributed:

- describe the type of security;

**Units, each Unit is comprised of one common share (a “Share”) in the capital of the Issuer and one share purchase warrant (“Warrant”) of the Issuer. Each Warrant entitles the holder to purchase one additional Share at a price of \$0.25 per Share at any time on or before November 1, 2015 (the “Warrant Term”), subject to the right of the Company to accelerate the Warrant Term.**

- 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

**2,802,654 Units.**

- 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.

**Not Applicable**

##### 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 \$)
Alberta	5	\$0.175	\$56,875.00
British Columbia	15	\$0.175	\$318,349.68
Ontario	1	\$0.175	\$26,999.88
United States	2	\$0.175	\$88,239.90
Total number of Purchasers	23		

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 \$)
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$490,464.46

Notes:

(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)
CANADIAN FINANCIAL PRESS INC. 150 – 666 Burrard St., Vancouver, BC V6C 2X8 Attn: Kyle Johnston, CEO Tel: (800) 853-3259	N/A	221,142 Units	\$38,699.85	s. 2.3 of NI-45-106	2013-11-01
DIG MEDIA INC. 1200 – 560 Beatty St., Vancouver, BC V6B 2L3 Attn: Mila Rodger, President Tel: (604) 688-8231	N/A	58,000 Units	\$10,150.00	s. 2.3 of NI-45-106	2013-11-01
MARKSMAN GEOLOGICAL LTD. 1550 Palmerston Avenue, West Vancouver, BC V7V 4R1 Attn: Daniel Terrett, President Tel: (604) 312-1964	N/A	500,000 Units	\$87,500.00	s. 2.3 of NI-45-106	2013-11-01
PROACTIVE INVESTORS NORTH AMERICA 67 Yonge St., Suite 1200, Toronto, ON M5E 1S8 Attn: Ian McLelland, CEO Tel: (647) 342-2932	N/A	154,285 Units	\$26,999.88	s. 2.3 of NI-45-106	2013-11-01

**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)	
Canaccord Genuity Corp. P.O. Box 2200-609 Granville Street Vancouver, BC V7Y 1H2	R	\$17,150	98,000 Warrants <sup>(1)</sup>	Nil	Section 2.3 of NI 45-106; 2013-11-01 Distribution Date	\$17,150
Modaven Capital Corporation Suite 2110 – 1177 W. Hastings Street Vancouver, BC V6E 2K3	n/a	\$3,000	Nil	Nil	n/a	\$3,000

Note:

- (1) Each warrant entitles the holder to purchase one common share at an exercise price of \$0.25 per share on or before November 1, 2015.

**Certificate**

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

Date: November 4, 2013

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**NATURALLY SPLENDID ENTERPRISES LTD.**

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Name of Issuer (please print)

CHUCK JENKINS  
Chief Financial Officer  
Telephone: 604-685-6375

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Print name, title and telephone number of person signing

*"Chuck Jenkins"*

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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.

Charles C. Hethey  
Northwest Law Group  
Suite 704, 595 Howe Street  
Box 35  
Vancouver, BC, Canada V6C 2T5  
Tel: (604) 687-5792 / Fax: (604) 687-6650

**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