

**Amended  
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 information**

**Item 1: Issuer name and contact information**

A. State the following:

Name: **Touchpoint Metrics, Inc.**  
Website: [www.touchpointmetrics.com](http://www.touchpointmetrics.com)  
Address: **251 Sir Francis Drake Boulevard  
San Anselmo, California 94960-2576**  
Telephone: **1-415-526-2655**  
E-mail Address: [mhinshaw@tpmetrics.com](mailto:mhinshaw@tpmetrics.com)

**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.

**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. **N/A**

**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 (Common) | Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (US\$) |
| Lynn Davison<br>291 Fawn Drive, San Anselmo<br>CA 94960<br>United States  | Vice President and Secretary   | 0  | N/A  |
| Ashley Garnot<br>545 Granada Crescent<br>North Vancouver, B.C.<br>V7N 3A7 Canada  | Director   | 850,000 Shares   | US\$117,500<br>(CAD\$117,876)  |
| Michael Hinshaw<br>Post Box 602<br>San Anselmo, CA 94979<br>United States   | Director, President, CEO and 10%+ shareholder  | 6,000,000 Shares<br>(45.69%)   | US\$31,500<br>(CAD\$31,601)  |
| International Resource Management Corp<br>2901-1050 Burrard St,<br>Vancouver BC V6Z 2S3<br>Canada<br>Principal: Alex Guidi<br>Tel: (604) 682.6496 | 10%+ shareholder   | 1,962,302 Shares<br>(14.94%)   | US\$196,151<br>(CAD\$196,778)  |

\*Exchange Rate at US\$1.00 per CAD\$1.0032 as at January 30, 2012.

<sup>(1)</sup>13,132,302 total issued and outstanding shares of common stock of the Issuer

## 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.

**January 30, 2012**

### 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.

**2,320,000 common shares**

### 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 (U.S.\$) <sup>1</sup> | Total dollar value raised from purchasers in the jurisdiction (Canadian \$)* |
|---|----------------------|--|--|
| British Columbia  | 48                   | US\$0.25                                 | US\$512,500<br>(CAD\$514,140)  |
| Ontario   | 14                   | US\$0.25                                 | US\$67,500<br>(CAD\$67,716)  |
| <b>Total number of Purchasers</b>   | <b>62</b>            |  |  |
| <b>Total dollar value of distribution in all jurisdictions (Canadian \$)*</b> |                      |  | <b>US\$580,000<br/>(CAD\$581,856)</b>  |

\*Exchange Rate at US\$1.00 per CAD\$1.0032 as at January 30, 2012.

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 (Shares) | Total purchase price (US\$) | Exemption relied on | Date of distribution (yyyy-mm-dd) |
| 1.  | Carina Investments Ltd.<br>308-1110 Hamilton St.<br>Vancouver, BC V6B 2S2<br>Tel: 604.688.5223 | -   | 400,000  | \$100,000                   | s. 2.3 of NI 45-106 | 2012-01-30                        |

| 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 (Shares) | Total purchase price (US\$) | Exemption relied on | Date of distribution (yyyy-mm-dd) |
| 2.  | Platinum Capital Corp.<br>3601 Mathers Ave, W.<br>Vancouver, BC V7V 2K8<br>Tel: 604.377.8104         | -   | 20,000   | \$5,000                     | s. 2.3 of NI 45-106 | 2012-01-30                        |
| 3.  | Wall Street Financial Corp.<br>2-1500 Marine Dr.<br>North Vancouver, BC V7P 1T7<br>Tel: 604.773.0242 | -   | 20,000   | \$5,000                     | s.2.3 of NI 45-106  | 2012-01-30                        |
|   | <b>TOTAL SHARES / PROCEEDS (US\$)</b>  |   | <b>440,000</b>                                   | <b>US\$110,000</b>          |                     |                                   |
|   | <b>TOTAL SHARES / PROCEEDS (Canadian\$)*</b>   |   | <b>440,000</b>                                   | <b>CAD\$110,352</b>         |                     |                                   |

\*Exchange Rate at US\$1.00 per CAD\$1.0032 as at January 30, 2012.

## 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) |  |
| None  |  |  |                                      |                                  |   |  |
|   |  |  |                                      |                                  |   |  |

## Certificate

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

Date: **March 29, 2012**

**Touchpoint Metrics, Inc.**

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Name of Issuer (please print)

**Michael Hinshaw, President and CEO, Tel: 1-415-526-2651**

Print name, title and telephone number of person signing

**"Michael Hinshaw"**

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