

NATIONAL INSTRUMENT 45-106

FORM 45-106F1

Report of Exempt Distribution

Issuer Information

Item 1: State the full name of the issuer of the security distributed and the address and telephone number of its head office. If the issuer of the security distributed is an investment fund, state the name of the fund as the issuer, and provide the full name of the manager of the investment fund and the address and telephone number of the head office of the manager. Include the former name of the issuer if its name has changed since last report.

Worldwide Promotional Management Inc.
Suite 700 – 510 West Hastings Street
Vancouver, B.C. V6B 1L8 Telephone: (604) 484-2828

Item 2: 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, Alberta and Ontario.

Item 3: Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed 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)
Marketing Services

Details of distribution

Item 4: Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report.

Item 5: State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

February 10, 2011 and February 18, 2011

Item 6: For each security distributed:

- (a) describe the type of security:

Unit (one common and one warrant)

- (b) 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;

A total of 5,425,000,000 units were issued at a price of \$0.10 per unit, each unit consisting of one common share and one common share purchase warrant, of which one full warrant entitles the holder to purchase one common share at a price of \$0.20 per share until 18 months from the date of closing; the Company shall have the right to accelerate the exercise period of the Warrants to a date that is not less than 30 days from the date the Company provides notice to the warrant holders of its election to accelerate the exercise period.

- (c) state the exemptions relied on.

Sections 2.3 and 2.5 of National Instrument 45-106.

Item 7: Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 8, below.

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
BC	23	\$0.10	\$ 398,500
SK	1	\$0.10	50,000
ON	2	\$0.10	44,000
France	1	\$0.10	50,000
Total number of Purchasers	27		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$542,500.00

Note 1: If securities are issued at different prices list the highest and the lowest price the securities were sold for.

Commissions and finder's fees

Item 8: 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 payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

If the securities being issued as compensation are or include convertible securities such as warrants or options, please 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	
Leede Financial Markets Inc. 1800-1140 West Pender Street Vancouver, B.C. V6E 4G1	15,869	158,690 Finder's Unit Warrant	\$.10	s.2.3 of NI 45-106	31,738
Raymond James Ltd. #2100 – 925 West Georgia Street Vancouver, B.C. V6C 3L2	1,400	14,000 Finder's Unit Warrant	\$.10	s.2.3 of NI 45-106	2,800
Scharfe Holdings Inc. #306- 1808 West 1 st Avenue Vancouver, B.C. V6J 0B3	7,000	70,000 Finder's Unit Warrant	\$0.10	s.2.3 of NI 45-106	14,000
Canaccord Genuity Corp. #2200 – 609 Granville Street Vancouver, B.C. V7Y 1H2	9,625	96,250 Finder's Unit Warrant	\$0.10	s.2.3 of NI 45-106	19,250

1. Each Finder's unit warrant entitling the holder to acquire one Unit, consisting of one Finder's share and one Finder's Warrant until August 10, 2012 and August 18, 2012.
2. Each Finder's Warrant entitles the finder to purchase one common share of the Company at a price of \$0.20 per share until a date that is 18 months from the date of exercise of the Finder's Unit Warrant.

Item 9: If a distribution is made in Ontario, please include the attached "Authorization of Indirect Collection of Personal Information for Distributions in Ontario". The "Authorization of Indirect Collection of Personal Information for Distributions in Ontario" is only required to be filed with the Ontario Securities Commission.

Certificate

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

DATE:

Worldwide Promotional Management Inc.

Per:

"Michele N. Marrandino"

Michele N. Marrandino
Director and Secretary
Telephone: (604) 484-2828