

**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/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;

**Grande West Transportation Group Inc.**

- the issuer's website address;

[www.grandewest.com](http://www.grandewest.com)

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

**Address:** 3168 262nd Street, Aldergrove, BC V4W 2Z6

**Telephone:** 604-607-4000

**Email:** atriplett@grandewest.com

B. If an underwriter is completing this report, state the following: **Not applicable**

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

**Yes, the Issuer is a reporting issuer in British Columbia, Alberta and Ontario.**

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**

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**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 type="checkbox"/> Hi-tech                        | <input type="checkbox"/> Other (describe)             |
| <input checked="" type="checkbox"/> Industrial          | <u>industrial products - transportation equipment</u> |

**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 \$)
Not applicable			

**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. December 18, 2015

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

For each security distributed:

- describe the type of security;

**Units (the “Units”), each Unit consisting of one (1) common share (the “Share”) and one-half of one (½) transferable share purchase warrant (the “Warrant”).**

- 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

**2,848,935 Units, consisting of 2,848,935 Shares and 1,424,467 Warrants. Each Warrant entitles the holder to purchase one (1) additional common share at a price of \$0.85 on or before December 18, 2017.**

**227,915 Agent’s Compensation Options, each Agent’s Compensation Option entitles the Agent to purchase one common share and one-half of one share purchase warrant of the Company at a price of \$0.62 each on or before December 18, 2017. Each Agent’s Option Warrant entitles the Agent to acquire an additional common share of the Company, at a price of \$0.85 per Option Warrant Share, on or before December 18, 2017.**

- 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	10	\$0.62 per Unit	\$322,400.00
British Columbia	19	\$0.62 per Unit	\$651,000.00
Ontario	8	\$0.62 per Unit	\$326,919.80
Quebec	18	\$0.62 per Unit	\$404,019.90

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 \$)
International (United Kingdom)	1	\$0.62 per Unit	\$62,000.00
Total number of Purchasers	56		
Total dollar value of distribution in all jurisdictions (Canadian \$)			<b><u>\$1,766,339.70</u></b>

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 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.

<b>Information about non-individual purchasers</b>					
<b>Full name and address of purchaser and name and telephone number of a contact person</b>	<b>Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)</b>	<b>Number and type of securities purchased</b>	<b>Total purchase price (Canadian \$)</b>	<b>Exemption relied on</b>	<b>Date of distribution (yyyy-mm-dd)</b>
Marquest Small/Mid Cap Fund by its investment manager Marquest Asset Management Inc. 161 Bay Street Ste 4420 PO Box 204 Toronto, ON M5J 2S1 Contact: Gerry Brockelsby Tel.: not provided	n/a	161,290 Units	\$99,999.80	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	2015-12-18
Valdez Management Ltd. 4379 River Road West Delta, BC V4K 1R9 Contact: Russ Peters Tel.: 604-837-8459	n/a	100,000 Units	\$62,000.00	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	2015-12-18
Castaways Trading Inc. 1707 Ocean Park Road Surrey, BC V4A 3M1 Contact: Russell Wilson Tel.: 604-635-3395	n/a	300,000 Units	\$186,000.00	National Instrument 45-106, Part 2, Division 1, Section 2.10(1)	2015-12-18
561525 Alberta Ltd. 20 Woodfield Close SW Calgary, AB T2W 3V1 Contact: Dale Gillespie Tel.: not provided	n/a	35,000 Units	\$21,700.00	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	2015-12-18
Seumasogha Corporation 2155 Guy Rue, Suite 1210 Montreal, QC H3H 2R9 Contact: Glenn Munro Tel.: 514-935-9200	n/a	40,000 Units	\$24,800.00	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	2015-12-18
Farrell Marketing Inc. 44 Curzon Rue Montreal-Ouest, QC H4X 1M4 Contact: Gordon Farrell Tel.: 514-217-7558	n/a	80,000 Units	\$49,600.00	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	2015-12-18
6878628 Canada Inc. 300 Av Des Sommets App 2002 Verdun, QC H3E 2B7 Contact: Jacques Levesque Tel.: 514-861-3456	n/a	80,645 Units	\$49,999.90	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	2015-12-18
Ltus Ltd. 9728 Montrose Ave Suite 400 Grande Prairie, AB T8V 5B6 Contact: Loran Swanberg Tel.: 780-876-1209	n/a	50,000 Units	\$31,000.00	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	2015-12-18

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)
1443737 Alberta Ltd. 308 Quarry Villas SE Calgary, AB T2C 5K1 Contact: Jason Guenter Tel.: 403-618-2588	n/a	20,000 Units	\$12,400.00	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	2015-12-18
Cedar Point Capital Inc. 1725 25 Street SW Calgary, AB T3C 1J7 Contact: Tarik Elsaghir Tel.: 403-705-5807	n/a	120,000 Units	\$74,400.00	National Instrument 45-106, Part 2, Division 1, Section 2.3(1)	2015-12-18

### 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)	
Salman Partners Inc. Suite 1800 100 Yonge Street Toronto, ON M5C 2W1	R	\$40,935.19	71,125 Agent's Compensation Options <sup>(1)</sup>	N/A	NI 45-106, Part 2, Division 1, Section 2.3(1)  2015-12-18	\$40,935.19

Jones, Gable and Company Limited Suite 1000 110 Yonge Street Toronto, ON M5C 1T6	R	\$40,935.19	71,125 Agent's Compensation Options <sup>(1)</sup>	N/A	NI 45-106, Part 2, Division 1, Section 2.3(1)  2015-12-18	\$40,935.19
Mackie Research Capital Corp. 199 Bay Street Suite 4601 Commerce Court West Box 368 Toronto, ON M5L 1G2	R	\$8,456.80	13,640 Agent's Compensation Options <sup>(1)</sup>	N/A	NI 45-106, Part 2, Division 1, Section 2.3(1)  2015-12-18	\$8,456.80
Global Securities Corp., 1th Floor Three Bentall Centre 595 Burrard Street Vancouver, B.C. V7X 1C4	R	\$15,376.00	24,800 Agent's Compensation Options <sup>(1)</sup>	N/A	NI 45-106, Part 2, Division 1, Section 2.3(1)  2015-12-18	\$15,376.00
Haywood Securities Inc. 700 - 200 Burrard Street Vancouver, BC V6C 3L6	R	\$10,540.000	12,000 Agent's Compensation Options <sup>(1)</sup>	N/A	NI 45-106, Part 2, Division 1, Section 2.3(1)  2015-12-18	\$10,540.000
Canaccord Genuity Corp. 2200 - 609 Granville Street Vancouver, B.C. V7Y 1H2	R	\$5,456.000	8,800 Agent's Compensation Options <sup>(1)</sup>	N/A	NI 45-106, Part 2, Division 1, Section 2.3(1)  2015-12-18	\$5,456.000
GMP Securities L.P. 145 King Street West Suite 300 Toronto, ON M5H 1J8	R	\$13,160.00	21,225 Agent's Compensation Options <sup>(1)</sup>	N/A	NI 45-106, Part 2, Division 1, Section 2.3(1)  2015-12-18	\$13,160.00
BMO Nesbitt Burns Inc. 1 First Canadian Place B-1 Level Toronto ON M5X 1H3	R	\$3,224.00	5,200 Agent's Compensation Options <sup>(1)</sup>	N/A	NI 45-106, Part 2, Division 1, Section 2.3(1)  2015-12-18	\$3,224.00
PI Financial Corp. 1900 - 666 Burrard Street Vancouver, BC V6C 3N1	R	\$1,736.00	N/A	N/A	NI 45-106, Part 2, Division 1, Section 2.3(1)  2015-12-18	\$1,736.00
Raymond James Ltd. 925 West Georgia, Suite 2100 Vancouver, BC V6C 3L2	R	\$1,488.00	N/A	N/A	NI 45-106, Part 2, Division 1, Section 2.3(1)  2015-12-18	\$1,488.00

<sup>(1)</sup> Each Agent's Compensation Option entitles the Agent to purchase one (1) Unit (each Unit has the same characteristics as the Units) at a price of \$0.62 per unit for a period of two years from the date of closing.

**Certificate**

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

Date: December 23, 2015

**Grande West Transportation Group Inc.**

Name of issuer (please print)

Aaron Triplett, CFO, tel: 604-607-4000

Print name, title and telephone number of person signing

s/ "Aaron Triplett"

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