

**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**

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;

**LIFESTYLE DELIVERY SYSTEMS INC.**

- the issuer's website address; and

**<http://lifestyledeliverysystems.com/>**

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

**789 Pender Street West**

**Unit 810**

**Vancouver, BC V6C 1H2**

**Telephone Number: (866) 347-5058**

**E-mail Address: [investor.relations@lifestyledeliverysystems.com](mailto:investor.relations@lifestyledeliverysystems.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, AB and ON**

**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.

**December 11, 2015.**

##### 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 \$0.10 per Share on or before December 11, 2016 and thereafter at \$0.15 per Share on or before December 11, 2017.**

- 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

**7,600,000 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 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	1	\$0.05	\$5,000
British Columbia	22	\$0.05	\$247,500
Manitoba	1	\$0.05	\$5,000
Mexico	1	\$0.05	\$7,500
Paraguay	1	\$0.05	\$20,000
USA	1	\$0.05	\$95,000
Total number of Purchasers	27		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$380,000

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.

<b>Information about non-individual purchasers</b>					
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)
Cannabix Breathalyzer Inc. 10589 Ladner Trunk Rd, Delta, BC V4G 1K2 Kal Malhi, President, 604-805-4602	n/a	600,000 Units	\$ 30,000	s. 2.3 of NI 45-106	2015-12-11
KJN Management Ltd. 3rd Floor - 235 15th St., West Vancouver, BC V7T 2X1 Rahoul Sharan, President, 604-921-1810	n/a	200,000 Units	\$ 10,000	s. 2.3 of NI 45-106	2015-12-11
Coleman Investments Ltd. 5320 Seaside Place, West Vancouver, BC V7W 3E2 Diane Alexander, President, 604-721-1710	n/a	200,000 Units	\$ 10,000	s. 2.3 of NI 45-106	2015-12-11
Investorcap Management Corp. 302-3440 W. Broadway, Vancouver, BC V6R 4R2 Paul Chow, President, 604-551-2278	n/a	200,000 Units	\$ 10,000	s. 2.3 of NI 45-106	2015-12-11
1037796 BC Ltd. 1895-1066 W. Hastings, Vancouver BC V6E 3X1 Kamaldeep Thindal, President, 604-488-9875	n/a	200,000 Units	\$ 10,000	s. 2.3 of NI 45-106	2015-12-11
West Star Holdings Ltd. 2544 East 8th Ave, Vancouver, BC V5M 1W2 Gerry Franco, President, 604-253-0127	n/a	150,000 Units	\$ 7,500	s. 2.3 of NI 45-106	2015-12-11

**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)	
Wolverton Securities Ltd. 17th Floor, 777 Dunsmuir Street Vancouver, BC, V7Y 1J5	n/a	\$16,880	337,600 Finders Warrants <sup>(1)</sup>	Nil	Section 2.3 of NI 45-106; 2015-12-11 Distribution Date	\$16,880
Mackie Research Capital Corporation Suite 1920 – 1075 W. Georgia Street Vancouver, BC V6E 3C9	n/a	\$1,200	24,000 Finders Warrants <sup>(1)</sup>	Nil	Section 2.3 of NI 45-106; 2015-12-11 Distribution Date	\$1,200
Intrinsyc Capital Corporation 885 West Georgia Street, Suite 1320 Vancouver, BC, V6C 3E8	n/a	\$4,000	80,000 Finders Warrants <sup>(1)</sup>	Nil	Section 2.3 of NI 45-106; 2015-12-11 Distribution Date	\$4,000

Note:

- (1) Each Finders Warrant entitles the holder to purchase one Common Share of the Company at a price of \$0.10 per share on or before December 11, 2016 and thereafter at \$0.15 per share on or before December 11, 2017.

## Certificate

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

Date: January 6, 2016

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### LIFESTYLE DELIVERY SYSTEMS INC.

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Name of Issuer (please print)

**Yana Silina**

Chief Financial Officer

Telephone: (604) 648-0522

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Print name, title and telephone number of person signing

*“Yana Silina”*

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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.

Christian I. Cu  
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