

**\* 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:

***NeutriSci International Inc. (the "Issuer")***  
***1600 – 609 Granville Street***  
***Vancouver, BC V7Y 1C3***  
***Attn: Scott Ackerman***  
***Email: info@neutrisci.com***  
***Phone: 778-331-8505***

B. If an underwriter is completing this report, state the following:

- 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.

***The Issuer is a reporting issuer in the provinces of British Columbia and Alberta.***

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.

**Item 3: Issuer's industry**

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

- |   |  |
|---|--|
| <input checked="" 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"/> Forestry                       | <input type="checkbox"/> Real estate             |
| <input 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	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 \$)
<i>Not applicable</i>			

#### 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 25, 2015*

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

For each security distributed:

*13,013,000 units of the Issuer at a price of \$0.18 per unit. Each unit consists of one common share and one common share purchase warrant ("Warrant"), with each Warrant entitling the holder to purchase one additional common share ("Warrant Share") of the Issuer at a price of \$0.25 per Warrant Share until November 25, 2017.*

##### 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 \$)
<i>Ontario</i>	<i>36</i>	<i>\$0.18</i>	<i>\$1,794,456</i>
<i>British Columbia</i>	<i>9</i>	<i>\$0.18</i>	<i>\$366,300</i>
<i>Alberta</i>	<i>3</i>	<i>\$0.18</i>	<i>\$61,596</i>
<i>Quebec</i>	<i>1</i>	<i>\$0.18</i>	<i>\$119,988</i>
Total number of Purchasers	<i>49</i>		
Total dollar value of distribution in all jurisdictions (Canadian \$)			<i>\$2,342,340.00</i>

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 <b>Units</b>	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
<b><i>Dr Devanshu Desai Medicine Professional Corporation, 7 Haliburton Avenue, Etobicoke, ON Tel: (416) 234-5734</i></b>	<i>N/A</i>	<i>55,500</i>	<i>\$9,990</i>	<i>Section 2.3 of NI 45-106</i>	<i>2015-11-25</i>
<b><i>Mastracci 2014 Family Trust, 1728 – 23<sup>rd</sup> Avenue NW, Calgary, AB T2M 1V5 Tel: (403) 399-1659</i></b>	<i>N/A</i>	<i>55,500</i>	<i>\$9,990</i>	<i>Section 2.3 of NI 45-106</i>	<i>2015-11-25</i>
<b><i>4296613 Canada Inc., 333 Parkwood Circle, Dorval, Quebec H9S 3A4 Tel: (514) 631-0573</i></b>	<i>N/A</i>	<i>666,600</i>	<i>\$119,988</i>	<i>Section 2.3 of NI 45-106</i>	<i>2015-11-25</i>
<b><i>Synervest Holdings Inc., 1420 Stavebank Road, Mississauga, ON L5G 2V3 Tel: (905) 271-0014</i></b>	<i>N/A</i>	<i>555,500</i>	<i>\$99,990</i>	<i>Section 2.3 of NI 45-106</i>	<i>2015-11-25</i>
<b><i>AlphaNorth Asset Management, 333 Bay Street, Suite 630, Toronto, ON M5H 2R2</i></b>	<i>N/A</i>	<i>1,390,000</i>	<i>\$250,200</i>	<i>Section 2.3 of NI 45-106</i>	<i>2015-11-25</i>
<b><i>Delbrook Capital Advisors Inc., 650 – 1021 West Hastings Street, Vancouver, BC V6E 0C3 Attn: Matthew Zabloski Tel: (604) 229-1450</i></b>	<i>N/A</i>	<i>150,000</i>	<i>\$27,000</i>	<i>Section 2.3 of NI 45-106</i>	<i>2015-11-25</i>
<b><i>Delbrook Enhanced Return Funds, 650 – 1021 West Hastings Street, Vancouver, BC V6E 0C3 Attn: Matthew Zabloski Tel: (604) 229-1450</i></b>	<i>N/A</i>	<i>300,000</i>	<i>\$54,000</i>	<i>Section 2.3 of NI 45-106</i>	<i>2015-11-25</i>
<b><i>Delbrook Resources Opportunities Fund, 650 – 1021 West Hastings Street, Vancouver, BC V6E 0C3 Attn: Matthew Zabloski Tel: (604) 229-1450</i></b>	<i>N/A</i>	<i>550,000</i>	<i>\$99,000</i>	<i>Section 2.3 of NI 45-106</i>	<i>2015-11-25</i>

<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 <b>Units</b>	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
<i>Skandebeg Capital Advisors, 700 – 510 W. Hastings Street, Vancouver, BC V6B 1L8 Attn: Mario Vetro Tel: (778) 846-9970</i>	<i>N/A</i>	<i>500,000</i>	<i>\$90,000</i>	<i>Section 2.3 of NI 45-106</i>	<i>2015-11-25</i>
<i>1251097 Alberta Ltd., 1214 Sienna Park Green SW, Calgary, AB T3H 3N7 Attn: Rich Soost Tel: (403) 240-2899</i>	<i>N/A</i>	<i>231,200</i>	<i>\$41,616</i>	<i>Section 2.3 of NI 45-106</i>	<i>2015-11-25</i>
		<i>4,454,300</i>	<i>\$801,774.00</i>		

## 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 <b>Finders Warrant</b>	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
<i>Canaccord Genuity Corp., 19<sup>th</sup> Floor, 609 Granville Street, Vancouver, BC</i>	<i>R</i>	<i>\$2,880</i>	<i>16,000</i>	<i>N/A</i>	<i>Section 2.3 of NI 45-106 2015-11-25</i>	<i>\$2,880</i>
<i>Haywood Securities Inc., 700 – 200 Burrard Street, Vancouver, BC</i>	<i>R</i>	<i>\$7,704</i>	<i>42,800</i>	<i>N/A</i>	<i>Section 2.3 of NI 45-106 2015-11-25</i>	<i>\$7,704</i>
<i>GMP Securities L.P., 145 King Street West, Suite 300, Toronto, ON</i>	<i>R</i>	<i>\$82,411.20</i>	<i>457,840</i>	<i>N/A</i>	<i>Section 2.3 of NI 45-106 2015-11-25</i>	<i>\$82,411.20</i>
<i>AlphaNorth Asset Management, 333 Bay Street, Suite 630, Toronto, ON</i>	<i>R</i>	<i>\$20,016</i>	<i>111,200</i>	<i>N/A</i>	<i>Section 2.3 of NI 45-106 2015-11-25</i>	<i>\$20,016</i>
<i>Delbrook Capital Advisors Inc., 650 – 1021 West Hastings Street, Vancouver, BC</i>	<i>R</i>	<i>\$14,400</i>	<i>80,000</i>	<i>N/A</i>	<i>Section 2.3 of NI 45-106 2015-11-25</i>	<i>\$14,400</i>

**Note:** Each Finders Warrant entitles the holder to purchase one (1) unit (a “**Finders Unit**”) of the Company at a price of \$0.18 per Finders Unit until November 25, 2017. Each Finders Unit shall consist of one (1) common share (a “**Finders Unit Share**”) of the Company and one (1) common share purchase warrant (a “**Finders Unit Warrant**”) entitling the Finder to acquire one (1) additional common share (a “**Finders Unit Warrant Share**”) of the Company at a price of \$0.25 until November 25, 2017.

### **Certificate**

On behalf of the NeutriSci International Inc. I certify that the statements made in this report are true.

Date: December 9, 2015

NeutriSci International Inc.

Name of Issuer (please print)

Scott Ackerman, CEO (778) 331-8505

Print name, title and telephone number of person signing

/s/ “Scott Ackerman”

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