

**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:

**MPH Ventures Corp. (the “Issuer”)**

1610-777 Dunsmuir Street

Vancouver, B.C.

V7Y 1K4

Website: [www.mphventures.com](http://www.mphventures.com)

Telephone: 604-687-3376

Email [lpavle@ninetyeight.com](mailto:lpavle@ninetyeight.com)

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

n/a.

**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 reporting in the provinces of Alberta and British Columbia

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                       | Mining  |
| <input type="checkbox"/> Financial Services             | <input checked="" 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 type="checkbox"/> Industrial                     | _____   |

**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.

n/a

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 \$)

## 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.

October 6, 2015 and October 16, 2015

### Item 6: Number and type of securities

For each security distributed:

- describe the type of security;  
  
units (the “Units”) at a price of \$0.05 per Unit; each Unit consisting of one (1) common share of the Issuer (the “Shares”) and one share purchase warrant (the “Warrants”) exercisable for a period of five years from the date of issuance at an exercise price of \$0.075 per share (“Warrant Shares”).
- 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

**15,246,600** Shares; and

**15,246,600** Warrants, one Warrant entitles the holder to purchase one Warrant Share of the Issuer at a price of \$0.075 per Warrant Share for a period of five years.

**226,100 Agents** warrants (the “Agents Warrants”) one Agents Warrant entitles the holder to purchase one further Share of the Issuer (the “Agent Warrant Shares”) at a price of \$0.075per Agent Warrant Share for a period of five years.

- 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.

n/a

## 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 \$)
British Columbia	30	\$0.05	\$607,800.00
Ontario	5	\$0.05	\$22,500.00
Manitoba	1	\$0.05	\$2,000.00
Spain	1	\$0.05	\$50,000.00
Panama	2	\$0.05	\$30,000.00
Colorado	1	\$0.05	\$40,000.00
Alberta	2	\$0.05	\$10,000.00
Total number of Purchasers	42		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$762,300

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>					
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)
Transcend Capital Inc. 303-750 West Pender Street Suite 303, Vancouver, B.C. V6C 2t7 Etienne Moshevich 604-681-0084	N/A	500,000 shares	\$25,000	2.3 of NI 45-106	2015-10-16
Desmond Balakrishnan Law Corp. 5770 Hudson Street Vancouver BC V6M 2Z3 Desmond Balakishnan, President 604-691-7462	N/A	100,000 shares	\$5,000	2.3 of NI 45-106	2015-10-06
Belmont Capital 303-750 West Pender Street Vancouver BC V6C 0T7 Jerome Rak, President 604-681-3958	N/A	500,000 shares	\$25,000	2.3 of NI 45-106	2015-10-06
Sanctum Sanctorum Inc. 3400-10180-101 <sup>st</sup> Street NW Edmonton, Alberta T5J 3S4 Fabrice Taylor, President 700-566-8902	N/A	100,000 shares	\$5,000	2.3 of NI 45-106	2015-10-06
		1,200,000			

## 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)	
PI Financial Corp. 1900-666 Burrard Street, Vancouver, BC, V7Y 1K4	R	\$2,450.00	49,000 Warrants <sup>(1)</sup>	\$0.075	BC Instrument 45-529 2015-10-06	\$2,450.00
Canaccord Genuity Corp. 2200-609 Granville Street, Vancouver, BC V7Y 1H2	R	\$1,050.00	2,100 Warrants <sup>(1)</sup>	\$0.075	BC Instrument 45-529 2015-10-06	\$1,050.00
Leede Financial Markets Inc. 1140 West Pender Street, Vancouver, BC V6E 4G1	R	\$5,600.00	112,000 Warrants <sup>(1)</sup>	\$0.075	BC Instrument 45-529 2015-10-06	\$5,600.00
Mackie Research Capital Corporation, 1920-1075 West Georgia Street, Vancouver, BC V6E 3C9	R	\$3,150.00	63,000 Warrants <sup>(1)</sup>	\$0.075	BC Instrument 45-529 2015-10-06	\$3,150.00

Jeffrey Findler 410-101 Morrisey Road, Port Moody, BC, V3H 0E6	R	\$2,800.00	n/a	n/a	n/a	\$2,800.00
Donald Cannon 102-1323 Merklin Street, Whiterock BC V4B 4C2	n/a	\$3,150.00	n/a	n/a	n/a	\$3,150.00

(1) Each Warrant is exercisable into common shares at an exercise price of \$0.075 per share for a period of five years.

## Certificate

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

Date: October 28, 2015

### MPH VENTURES CORP.

“James Pettit”

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Print name, title and telephone number of person signing

JAMES PETTIT, President

604-687-3376

### *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