

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

Igen Networks Corp. (the "Issuer")
1025-1185 West Georgia St.
Vancouver, BC V6E4E6
Tel: (888) 244-3650
www.igen-networks.com
email: rfreeman@igen-networks.com

Item 2: Reporting issuer status

The Issuer is a reporting issuer in British Columbia and Ontario

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"/> Forestry | <input type="checkbox"/> Real estate |
| <input checked="" 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

None

Details of distribution

Item 5: Distribution date

May 14, 2015

Item 6: Number and type of securities

500,000 Common Shares

- The exemption relied on is section 2.3 of NI 45-106 (Accredited Investor)
- Each Unit is comprised of one Common share and one share purchase warrant. Each warrant is exercisable into an additional Common share of the Issuer at an exercise price of \$0.35 per share until Apr 23, 2017

100,000 Common Shares

- The exemption relied on is section 2.5 of NI 45-106 (Close Business Associate)
- Each Unit is comprised of one Common share and one share purchase warrant. Each warrant is exercisable into an additional Common share of the Issuer at an exercise price of \$0.35 per share until May 14, 2017

Item 7: Geographical information about purchasers

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Alberta	1	\$0.203	\$101,500
British Columbia	1	\$0.203	\$ 20,300
Total number of Purchasers	2		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$121,800

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

. Individual purchasers - see schedules I and II

Commissions and finder's fees**Item 9: Commissions and finder's fees**

None

Certificate

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

Date: May 21, 2015

IGEN NETWORKS CORP

Name of [issuer/underwriter] (please print)

RICHARD FREEMAN, COO, DIRECTOR Tel: 888-244-3650

Print name, title and telephone number of person signing

"Richard Freeman"

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