

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

*Siyata Mobile Inc. (the "Issuer")*  
*<http://www.siyatamobile.com/>*  
*100 - 736 Granville Street*  
*Vancouver, BC V6Z 1G3*  
*Tel: 604-684-2444*  
*marc@siyatamobile.com*

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.

*Not Applicable*

**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 jurisdictions 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 type="checkbox"/> Bio-Tech	Mining
<input type="checkbox"/> 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

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.

*July 20, 2015 and July 24, 2015*

## Item 6: Number and type of securities

For each security distributed:

- describe the type of security;
- 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
- 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.

*The Issuer distributed 13,928,300 subscription receipts (“**Subscription Receipts**”). Each Subscription Receipt automatically convert, without any further action or additional consideration by the holder thereof, into one common share unit (each a “**Unit**”) upon the satisfaction of the certain release conditions described in the subscription agreement. Each Unit consists of one common share of the Corporation and one half of a common share purchase warrant.*

## 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	6	0.30	34,350
British Columbia	159	0.30	2,170,539
Northwest Territories	1	0.30	18,000
Ontario	13	0.30	673,050
Quebec	3	0.30	104,901
Germany	1	0.30	12,000
Israel	2	0.30	600,000
Monaco	1	0.30	30,000
Singapore	1	0.30	24,900
Switzerland	3	0.30	120,150
United Kingdom	2	0.30	64,500
United States	2	0.30	126,000
Oman	1	0.30	200,100
Total number of Purchasers	195		
Total dollar value of distribution in all jurisdictions (Canadian \$)			4,178,490

**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.

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)
<b>FIRST TRANCHE</b>					
CAPITAL EVENT MANAGEMENT LTD. #102 - 325 HOWE ST. VANCOUVER, BC V6C 1Z7 CONTACT: HOWARD FITCH 604-569-2209	-	134,000 subs. receipts	40,200	45-106-2.9	2015-07-20
DESMOND BALAKRISHNAN LAW CORP 1500 - 1055 W. GEORGIA ST. VANCOUVER, BC V6C 4N7 604-691-7462	-	30,000 subs. receipts	9,000	45-106-2.9	2015-07-20
INTERMARK CAPITAL CORP. #900 - 570 GRANVILLE ST. VANCOUVER, BC V6C 3P1 CONTACT: DAVID WOFIN 604-682-3701	-	17,000 subs. receipts	5,100	45-106-2.9	2015-07-20
TAW CONSULTING INC. #902 - 1188 W. PENDER ST. VANCOUVER, BC V6E 0A2 CONTACT: TERRI-ANNE WELYKI 778-238-2333	-	25,000 subs. receipts	7,500	45-106-2.9	2015-07-20
VARSHNEY CAPITAL CORP. #2050 - 1055 GEORGIA ST. VANCOUVER, BC V6C 3P3 CONTACT: PRAVEEN VARSHNEY 604-684-2481		50,000 subs. receipts	15,000	45-106-2.9	2015-07-20

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)
FREEBIRD CAPITAL CORP. 3307 - 1033 MARINASIDE CRES VANCOUVER, BC V6Z 3A3 CONTACT: ANDRIYKO HERCHAK 778-384-4447	-	46,000 subs. receipts	13,800	45-106-2.9	2015-07-20
ACCENT MARKETING GMBH HEILIGSTRASSE 1 MUNICH D-80331 GERMANY CONTACT: 49-89-3815-13319	-	40,000 subs. receipts	12,000	45-106-2.9	2015-07-20
KALDEA CONSULTING INC. 2441 RIVERSIDE DRIVE N. VANCOUVER, BC V7H 1V8 604-649-3853	-	30,000 subs. receipts	9,000	45-106-2.9	2015-07-20
KENTROW HOLDING ESTABLISHMENT BIRKENWEG 6 VADUZ FL-9490 LIECHTENSTEIN, SWITZERLAND 41-79-785-4400	-	26,500 subs. receipts	7,950	45-106-2.9	2015-07-20
SHAMROCK ISRAEL GROWTH FUND II L.P. 23 MENACHEM BEGIN RD. LEVINSTEIN TOWER TEL AVIV, ISRAEL 66182 CONTACT: DR. ARIE OVADIA 97-2837-111600	-	1,270,800 subs. receipts	381,240	45-106-2.9	2015-07-20
SHAMROCK ISRAELI INVESTORS GROWTH FUND II L.P. 23 MENACHEM BEGIN RD. LEVINSTEIN TOWER TEL AVIV, ISRAEL 66182 CONTACT: DR. ARIE OVADIA 97-2837-111600	-	729,200 subs. receipts	218,760	45-106-2.9	2015-07-20
STOCKPOOLS CAPITAL CORP #100 - 736 GRANVILLE ST VANCOUVER, BC V6Z 1G3 CONTACT: NEIL CURRIE 604-561-8196	-	67,000 subs. receipts	20,100	45-106-2.9	2015-07-20
WATER STREET ASSETS INC. 2ND FLOOW, 342 WATER ST. VANCOUVER, BC V6B 1B6 CONTACT: BARKATALI LALANI 604-428-2125	-	167,000 subs. receipts	50,100	45-106-2.9	2015-07-20
SOTET CAPITAL LIMITED 21985 86A AVE FORT LANGLEY, BC V1M3S7 604-308-9424	-	100,000 subs. receipts	30,000	45-106-2.9	2015-07-20
BINFORD CONSTRUCTION 25 SKELLY RD KAMLOOPS, BC V2C6E8 250-320-7722	-	50,000 subs. receipts	15,000	45-106-2.9	2015-07-20
CUMMING CONSTRUCTION 485 WARREN AVE E, 102 PENTICTON, BC V2A3M3 CONTACT: THOMAS CUMMING 250-492-5955	-	100,000 subs. receipts	30,000	45-106-2.9	2015-07-20

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)
KIN COMMUNICATIONS INC. 736 GRANVILLE ST., SUITE 100 VANCOUVER, BC V6Z 1G3 CONTACT: ARLEN HANSEN 604-684-6730	-	300,000 subs. receipts	90,000	45-106-2.9	2015-07-20
RJL DISTRIBUTORS INC. 4119 BURKERIDGE PLACE W. VANCOUVER, BC V7V 3N1 CONTACT: ROBERT LAWRENCE 604-996-0905	-	16,500 subs. receipts	4,950	45-106-2.9	2015-07-20
SUTTON VENTURES LTD. 44486 MONTE VISTA DRIVE CHILLIWACK, BC V2R ST2 CONTACT: BRAYDEN SUTTON 604-997-9007	-	33,000 subs. receipts	9,900	45-106-2.9	2015-07-20
EYMANN INVESTMENTS CORP. 2970 PALMERSTON AVE. W. VANCOUVER, BC V7V 2X3 604-664-2900	-	35,000 subs. receipts	10,500	45-106-2.9	2015-07-20
BRITISH COLUMBIA SPORTS HALL OF FAME AND MUSEUM FOUNDATION 777 PACIFIC BLVD. VANCOUVER, BC V6B 4Y8 CONTACT: DOUGLAS MASON 604-922-2030	-	25,000 subs. receipts	7,500	45-106-2.9	2015-07-20
CRITERION CAPITAL CORP. 2489 BELLEVUE AVENUE W. VANCOUVER, BC V7V 1E1 CONTACT: DOUGLAS MASON 604-922-2030	-	25,000 subs. receipts	7,500	45-106-2.9	2015-07-20
SOCHE HOLDINGS INC. 35964 REGAL PKY ABBOTSFORD, BC V3G 1L1 CONTACT: JAMES KITSUL 604-309-9938	-	17,000 subs. receipts	5,100	45-106-2.9	2015-07-20
KIMMAR HOLDINGS SITE 8, RR1, BOX 58 OKOTOKS, AB T1S 1A1 403-860-0882	-	35,000 subs. receipts	10,500	45-106-2.9	2015-07-20
BLACKSTONE CAPITAL PARTNERS INC. SUITE 1100 888 DUNSMUIR ST. VANCOUVER, BC V6C 3K4 CONTACT: MIKE VELDHUIS 604-787-5036	-	100,000 subs. receipts	30,000	45-106-2.9	2015-07-20
NEON RAINBOW HOLDINGS LTD 21071 43A AVE LANGLEY, BC V3A 8K4 CONTACT: AL WILLIAMS 604-532-3010	-	25,000 subs. receipts	7,500	45-106-2.9	2015-07-20
ANFIELD SUJIR KENNEDY & DURNO 1600-609 GRANVILLE ST PO BOX 10068 LCD PACIFIC CENTRE VANCOUVER BC V7Y 1C3 CONTACT: JEFF DURNO, PARTNER 604-669-3811 / 604-669-3811	-	85,000 subs. receipts	25,500	45-106-2.9	2015-07-20

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)
BENEVEST INC 19102 COUNTY ROAD 2 CORNWALL ON K6H 5R5 CONTACT: HUBERT MARLEAU 343-370-1943	-	70,000 subs. receipts	21,000	45-106-2.3	2015-07-20
ANDRE GAUTHIER HOLDING INC. 800-1010 SHERBROOK O. MONTREAL QC H3A 2R7 CONTACT: ANDRE GAUTHIER 514-281-9930	-	83,000 subs. receipts	24,900	45-106-2.9	2015-07-20
TOM SUN CANADA LTD. 410 MILITARY TRAIL WEST HILL ON M1E 4Z3 CONTACT: NICHOLAS CHER 647-402-6456	-	177,000 subs. receipts	53,100	45-106-2.3	2015-07-20
<b>SECOND TRANCHE</b>					
ACCESSION MANAGEMENT & CONSULTING INC. 3002 ALBION DR. COQUITLAN, BC V3B 6W9 CONTACT: KENNETH BROPHY 604-318-8285	-	15,000 subs. receipts	4,500.00	45-106-2.9	2015-07-24
MUSGRAVE INVESTMENTS LTD GRYON HOUSE 5 AVENUE SAINT LAURENT MC 98000 MONACO CONTACT: PETER GRUT 377-9797-4780	-	100,000 subs. receipts	30,000	45-106-2.9	2015-07-24
2209152 ONTARIO INC. 205-26 SOHO STREET TORONTO ON M5T 1Z7 CONTACT: MICHAEL BINDER 416-944-0968	-	23,300 subs. receipts	6,990	45-106-2.3	2015-07-24

## 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 <sup>1</sup>			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)	
Haywood Securities Inc. 700 - 200 Burrard Street Vancouver, BC V6C 3L6	R	N/A	699,983 warrants	N/A	45-106-2.3 2015-07-20 2015-07-24	N/A
NBCN Inc. ITF Beacon Securities Limited 1010 de la Gauchetiere St., M100 Montreal, QC H3B 5J2	R	N/A	12,369 warrants	N/A	45-106-2.3 2015-07-20 2015-07-24	N/A
Canaccord Genuity Corp. 2200 - 609 Granville Street Vancouver, BC V7Y 1H2	R	N/A	63,210 warrants	N/A	45-106-2.3 2015-07-20 2015-07-24	N/A
Fidelity Clearing Canada ULC ITF DBW 200 - 483 Bay St. South Tower Toronto, ON M5G 2N7	R	N/A	8,400 warrants	N/A	45-106-2.3 2015-07-20	N/A
Foremost Capital Corp. 459 - 409 Granville Street Vancouver, BC V6C 1T2	R	N/A	70,000 warrants	N/A	45-106-2.3 2015-07-20	N/A
Leede Financial Markets Inc. # 1800 - 1140 W. Pender St. Vancouver, BC V6E 4G1	R	N/A	137,060 warrants	N/A	45-106-2.3 2015-07-20	N/A
RBC Dominion Securities ITF Loeb Aron & Company Ltd. 181 Bay Street, Suite 2350 Toronto, ON M5J 2T3	R	N/A	9,100 warrants	N/A	45-106-2.3 2015-07-20	N/A
MacDougall, MacDougall, & MacTier 2000-1010 De La Gauchetiere W Montreal QC H3B 4J1	R	N/A	5,810 warrants	N/A	45-106-2.3 2015-07-20	N/A
Mackie Research Capital Corporation 199 Bay St., Ste 4500 (Commerce Court West) Toronto, ON M5L 1G2	R	N/A	50,502 warrants	N/A	45-106-2.3 2015-07-20 2015-07-24	N/A
PI Financial Corp. 1900- 666 Burrard Street Vancouver, BC V6C 3N1	R	N/A	64,155 warrants	N/A	45-106-2.3 2015-07-20	N/A
Raymond James Ltd. 925 West Georgia, Suite 2100 Vancouver, BC V6C 3L2	R	N/A	46,200 warrants	N/A	45-106-2.3 2015-07-20	N/A



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 <sup>1</sup>			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)	
NBCN Inc. ITF Sprott Private Wealth LP1010 de la Gauchetiere Street W., M100 Montreal, QC, H3B 5J2	R	N/A	5,950 warrants	N/A	45-106-2.3 2015-07-20	N/A
Investor Company 77 Bloor Street West 3rd Floor (Cage) P.O. Box 5999, Station F, Toronto, ONM4Y 2T1	R	N/A	12,390 warrants	N/A	45-106-2.3 2015-07-20	N/A
Wolverton Securities Ltd. 17th Floor, 777 Dunsmuir St. Vancouver, British Columbia Canada V7Y 1J5	R	N/A	7,700 warrants	N/A	45-106-2.3 2015-07-20	N/A

**Note 1:** Agent's Warrants to the Agent to acquire that number of Siyata Shares equal to 10% of the number of Subscription Receipts sold by the Agent in the Siyata Private Placement at a price of \$0.30 per share. The Agent's Warrants convert to Resulting Issuer Agent's Warrants pursuant to the Amalgamation. At the effective time of the Amalgamation and on a post-consolidation basis, each Agent Warrant was exchanged for one Agent Warrant of the Resulting Issuer (each a "**Resulting Issuer Agent Warrant**"), with each Resulting Issuer Agent Warrants entitling the holder to purchase one Resulting Issuer Share (a "**Resulting Issuer Agent Warrant Share**") at a price of \$0.30 for a period of 24 months from the date hereof.

**Certificate**

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

Date: August 27, 2015

Siyata Mobile Inc.

*Name of issuer (please print)*

Marc Seelenfreund, CEO and Director, 604-684-6730

*Print name, title and telephone number of person signing*

"Marc Seelenfreund"

*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

## ***Guidance for completing and filing Form 45-106F6***

1. ***Required form in British Columbia*** - In British Columbia, file this report and the applicable fee using BCSC e-services in accordance with British Columbia Instrument 13-502 Electronic filing of reports of exempt distribution. If the distribution occurs in British Columbia and one or more other jurisdictions, the issuer is required to file this report in British Columbia and file Form 45-106F1 in the other applicable jurisdictions.
2. ***What is a distribution?*** - In British Columbia, “distribution” includes distributions made from British Columbia to purchasers resident in other Canadian or foreign jurisdictions if the issuer has a significant connection to British Columbia. If the issuer has a significant connection to British Columbia, complete the tables in item 8 and Schedules I and II for all purchasers.  
  
*In British Columbia, “distribution” also includes distributions made from another Canadian or foreign jurisdiction to purchasers resident in British Columbia. If the issuer is from another Canadian or foreign jurisdiction, complete the tables in item 8 and Schedules I and II only for purchasers resident in British Columbia.*
3. ***What is a purchaser?*** - References to a purchaser in this report are to the beneficial owner of the securities.
4. ***What is an individual?*** - An individual is a natural person. A corporation, partnership, party, trust, fund, association, and any other organized group of persons is not an individual.
5. ***Space in tables*** - If the space provided in any table in this Form is insufficient, please adjust the table to include additional space.
6. ***Multiple distributions*** - One report may be used for multiple distributions occurring within 10 days of each other if the report is filed on or before the 10th day following the first of such distributions.
7. ***Fees*** - In order to determine the applicable fee, consult Fee Checklist British Columbia Form 11-901F (item # 16).