

**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**

***Blackstone Ventures Inc.***

*1900 – 1055 West Hastings Street*

*Vancouver, British Columbia V6E 2E9*

*(604) 678-6747*

**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.

***Reporting Issuer in British Columbia, Alberta and Saskatchewan***

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.

☐ Bio-tech

Financial Services

☐ investment companies and funds

☐ mortgage investment companies

☐ securitized products issuers

☐ Forestry

☐ Hi-tech

☐ Industrial

Mining

☒ exploration/development

☐ production

☐ Oil and gas

☐ Real estate

☐ Utilities

☐ Other (describe)

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**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.

<b>Information about insiders and promoters</b>			
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.

*October 2, 2015 and October 5, 2015.*

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

For each security distributed:

- describe the type of security;

*Subscription receipts convertible into common shares and warrants.*

- 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

*4,567,332 subscription receipts convertible at \$0.30 upon satisfaction of escrow release conditions, including completion of a 3:1 consolidation (the “Consolidation”) into units (“Unit”) comprised of one post-Consolidation common share and one-half of one warrant, with each whole warrant will entitle the holder thereof to acquire one post-Consolidation common share at a price of CAD\$0.60 per share for 12 months. If the escrow conditions are not satisfied by December 31, 2015, 1/2 of the subscription receipts will be cancelled and each remaining subscription receipts will convert at \$0.10 into an aggregate of 6,850,998 common shares and 3,425,498 warrants, with each warrant exercisable to acquire one common share at \$0.20 for 12 months.*

- 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 \$)
Ontario	3	\$0.30	\$200,000.10
British Columbia	37	\$0.30	\$1,140,199.50
Alberta	1	\$0.30	\$30,000.00
Total number of Purchasers	41		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$1,370,199.60

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)
GJB Investments Ltd. Attention: Greg Binning 5653 Groveridge Wynd, Delta, BC V4L 2E4 (604) 948-0327		150,000 Subscription Receipts	\$45,000	S2.3 NI45-106	2015-10-02
JAG Holdings Ltd. Attention: John Greig Box 2154 Stn. Terminal, Vancouver, BC V6B 3V3 (604) 630-3131		150,000 Subscription Receipts	\$45,000	S2.3 NI45-106	2015-10-02
678119 Alberta Ltd. Attention: John Williamson 3107 Cameron Heights Way Edmonton, AB T6M 0R1 (780) 966-7014		100,000 Subscription Receipts	\$30,000	S2.3 NI45-106	2015-10-02
World Family Legacies Corp. Attention: Bradley Aelicks 4127 Russell Court North Vancouver, BC V7G 2L9 (604) 924-4811		100,000 Subscription Receipts	\$30,000	S2.3 NI45-106	2015-10-02
RJG Capital Corporation Attention: Barry Girling 2082 East 6 <sup>th</sup> Avenue Vancouver, BC V5N 1P9 (604) 639-4528		20,000 Subscription Receipts	\$6,000	S2.3 NI45-106	2015-10-02
Radical Capital Ltd. Attention: Marcus New #1625 – 1185 West Georgia Street, Vancouver, BC V6E 4E6 (778) 588-7148		384,000 Subscription Receipts	\$115,200	S2.3 NI45-106	2015-10-02

## **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. 666 Burrard Street, 19 <sup>th</sup> Floor Vancouver, BC V6C 3N1	R	\$34,355.97	343,560 Finder's Warrants <sup>(1)</sup>	\$0.10	S. 2.3 of NI45-106 (2015-10-02)	\$34,355.97
Haywood Securities Inc. 700 – 200 Burrard Street, Vancouver, BC V6C 3L6	R	\$15,003.00	150,030 Finder's Warrants <sup>(1)</sup>	\$0.10	S. 2.3 of NI45-106 (2015-10-02)	\$15,003.00

**(1) Each finder's warrant exercisable to acquire one common share (as currently constituted) at \$0.10 until October 2, 2016.**

## **Certificate**

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

Date: October 7, 2015

BLACKSTONE VENTURES INC.

Name of issuer (please print)

Donald McInnes, CEO (604) 678-6747

Print name, title and telephone number of person signing

"Donald McInnes"

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