

**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.

**Issuer information**

**Item 1:** State the full name of the issuer of the security distributed. Include the former name of the issuer if its name has changed since the last report was filed; the issuer's website address; and the address, telephone number and email address of the issuer's head office.

**Qu Biologics Inc.**

Suite 138 – 887 Great Northern Way  
Vancouver, BC V5T 4T5  
Tel: (604) – 734-1450  
Email: gillian@qubiologics.com  
Website: <http://www.qubiologics.com>

**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 not a reporting issuer.**

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 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: Insider 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 insider and promoters</b>			
Full name, municipality and country of principal residence	All positions held (e.g., director, officers, 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 \$)
Robert George Freeman Thorndale, ON Canada	10% Security holder	3,063,259 Common Shares directly  636,989 Common Shares indirectly through Plover Mills Farms Inc.  1,153,144 Common Shares indirectly through Robco Limited  Control and Direction over 169,178 Common Shares held by Mark Freeman  Control and Direction over 11,127 Common Shares held by Antonio Brito	\$4,599,222.32
Harold David Gunn Vancouver, BC Canada	1) Director 2) President & Chief Executive Officer 3) 10% Security holder	9,307,146 Common Shares held directly	\$93.07
Simon Sutcliffe Vancouver, BC Canada	1) Director 2) Chief Medical Officer	-	-
David W. Mullins Norwich, Vermont USA	Chief Scientific Officer	-	-

Julia Levy Vancouver, BC Canada	Director	115,932 Common Shares jointly with Edwin Levy	\$129,999.95
Robert E. Pelzer Sooke, BC Canada	Director	-	-

### Details of distribution

#### Item 5: Distribution date

State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

**December 15, 2014**

#### Item 6:

For each security distributed:

- (a) describe the type of security,

#### **Common Shares**

- (b) 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

#### **24,597 Common Shares**

- (c) 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 Schedule I and II.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	1	\$3.38 per common share	\$50,000.00
Ontario	1	\$5.10 per common share	\$50,000.00
<b>Total number of Purchasers</b>	<b>2</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$100,000.00</b>

### Item 8: Information about purchasers

#### 1. 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 Registrations* 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 Schedule I and II.

<b>Information about non-individual purchasers</b>					
Full name and address of purchaser and name and telephone number of contact person	Indicate if 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)

### **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, please 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)				Total dollar value of compensation (Canadian \$)
		Cash (Canadian \$)	Securities			
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	

**Certificate**

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

Date: December 15, 2014

**Qu Biologics Inc.**

Name of issuer (please print)

Gillian Vandermeirsch, VP, Operations, 604-734-1450 ext. 41402

Print name, title and telephone number of person signing

"Gillian Vandermeirsch"

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.

N/A

**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