

**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:

**Avivagen Inc.**

The issuer's website address; and

**www.avivagen.com**

The address, telephone number and email address of the issuer's head office.

**100 Sussex Drive**

**Ottawa, Ontario**

**K1A 0R6**

**Tel: 613-949-8164**

**E-mail Address: avivagen@avivagen.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:

**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.**

**Avivagen is a reporting issuer in the Provinces of Ontario, Quebec, 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.**

**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 type="checkbox"/> Hi-tech                        | <input type="checkbox"/> Utilities                   |
| <input type="checkbox"/> Industrial                     | <input checked="" type="checkbox"/> Other (describe) |
|   | Wellness Company                                     |

**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 \$)

**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.

**December 16, 2014**

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

For each security distributed:

Describe the type of security;

**Units**

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

**25,000,000 Units of the Company at a price of \$0.06 per Unit. Each Unit is comprised of one common share and one-half of a common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles the holder to acquire one common share of the Company at a price per share of \$0.10 until December 16, 2017.**

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.

### 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>i</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Ontario	16	\$0.06 per Unit	836,220.00
Quebec	2	\$0.06 per Unit	49,980.00
British Columbia	15	\$0.06 per Unit	524,760.00
Alberta	2	\$0.06 per Unit	89,040.00
Total Number of Purchasers	35		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$1,500,000.00

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.

<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)
522156 BC Ltd. 2001-7445 132 St., Surrey, BC V3W 1J8 604-727-6557 Contact: Ken Wilson	NA	250,000 Units	\$15,000.00	NI 45-106 s. 2.3	2014-12-16
Boxer Capital Corporation 777 Hornby St., Suite 2000, Vancouver, BC V6Z 1S4 Tel: 604-831-4620 Contact: Jake Boxer	NA	250,000 Units	\$15,000.00	NI 45-106 s. 2.3	2014-12-16
1323236 Alberta Ltd. 30-797 Hillside Ave. Victoria, BC V8T 1Z6 Tel: 250-858-0858 Contact: Michael Fakate	NA	1,500,000 Units	\$90,000.00	NI 45-106 s. 2.3	2014-12-16
Gobin Appraisals Inc. 433-23 <sup>rd</sup> Ave West, Vancouver, BC V5Y 2H5 Tel: 604-722-0100 Contact: Bryan Gobin	NA	250,000 Units	\$15,000.00	NI 45-106 s. 2.3	2014-12-16
Partner's Fund 1320-885 West Georgia St., Vancouver, BC V6C 3E8 Tel: 604-682-7312 Contact: Rob Ballard	NA	1,250,000 Units	\$75,000.00	NI 45-106 s. 2.3	2014-12-16

**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 \$)	Number and type of securities issued	Securities		Total dollar value of compensation (Canadian \$)
				Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Cannacord Genuity Corp. 2200-609 Grenville St. Vancouver, BC V7Y 1H2	R	\$7,001.40	116,690 Options		NI 45-106, sec. 2.3 (2014-12-16)	\$7,001.40
Dundee Securities Ltd. 1 Adelaide Street East, Suite 2500 Toronto, Ontario M5C 2V9	R	\$3,498.60	58,310 Options		NI 45-106, sec. 2.3 (2014-12-16)	\$3,498.60
Haywood Securities Inc. 700-200 Burrard St. Vancouver, BC V6C 6L6	R	\$7,001.40	116,690 Options		NI 45-106, sec. 2.3 (2014-12-16)	\$7,001.40
Raymond James Ltd. 2100-925 W. Georgia St., Vancouver, BC V6C 3L2	R	\$11,466.00	191,100 Options		NI 45-106, sec. 2.3 (2014-12-16)	\$11,466.00

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)	
M Partners Inc. Canadian Pacific Tower 100 Wellington Street West Suite 2201, P.O. BOX 320 Toronto, Ontario M5K 1K2	R	\$48,946.38	699,106 Options		NI 45-106, sec. 2.3 (2014-12-16)	\$48,946.38
Caldwell Securities Ltd. 150 King Street West, Suite 1710 Toronto, ON M5H 1J9	R	\$5,250.00	87,500 Options		NI 45-106, sec. 2.3 (2014-12-16)	\$5,250.00

### Certificate

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

Date: December 22, 2014

### AVIVAGEN INC.

*“Chris Boland”*

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Chris Boland, Chief Financial Officer  
Tel: 613-949-8164

### 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