

**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 information**

**Item 1: Issuer name and contact information**

A. State the following:

**Name:** 3TL Technologies Corp.  
**Website:** N/A  
**Address:** 160 – 422 Richards Street  
Vancouver, British Columbia V6B 2Z4  
**Telephone:** 604-639-5440  
**E-mail Address:** cabel@3tierlogic.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 a reporting issuer in the Provinces 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   |
| 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
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 30, 2014**

**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.

**11,682,600 common shares (the "Shares") at \$0.25 per Share.**

**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 \$)
British Columbia	90	\$0.25	\$1,270,600.00
Alberta	7	\$0.25	\$191,000.00
Ontario	19	\$0.25	\$1,294,050.00
Saskatchewan	1	\$0.25	\$6,250.00
China	1	\$0.25	\$100,000.00
Nigeria	1	\$0.25	\$10,000.00
Saudi Arabia	1	\$0.25	\$30,000.00
Thailand	1	\$0.25	\$18,750.00
<b>Total number of Purchasers</b>	<b>121</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$2,920,650.00</b>

**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)
2374879 Ontario Inc. 516 Vesta Dr Toronto, ON M5P 3A8 Contact: Errol Gordon Tel: 416-617-2221		200,000 Shares	\$50,000	s. 2.3 of NI 45-106	2014-10-30
Paul Kelly Investments Ltd. 289 Maple Grove Dr Oakville, ON L6J 4V6 Contact: Paul Kelly Tel: 905-845-1999		600,000 Shares	\$150,000	s. 2.3 of NI 45-106	2014-10-30
RGDRX Holdings Inc. 22 Ovida Blvd Markham, ON L3P 1E1 Contact: Roger Daher Tel: 416-737-0597		400,000 Shares	\$100,000	s. 2.3 of NI 45-106	2014-10-30
Langford Asset Management Inc. 2175 Sheppard Ave E, Suite 203 North York, ON M2J 1W8 Contact: Eric Langford Tel: 416-490-6546		800,000 Shares	\$200,000	s. 2.3 of NI 45-106	2014-10-30
Dr. Sheldon Hoppe Dentistry Professional Corp. 1849 Yonge St, Suite 413 Toronto, ON M4S 1Y2 Contact: Sheldon Hoppe Tel: 416-486-1121		400,000 Shares	\$100,000	s. 2.3 of NI 45-106	2014-10-30
Sababa Consulting Inc. 516 Vesta Dr Toronto, ON M5P 3A8 Contact: Izhak Hinitz Tel: 416-625-1015		400,000 Shares	\$100,000	s. 2.3 of NI 45-106	2014-10-30

<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)
496001 AB Ltd. 53 Ravine Dr Whitecourt, AB T7S 1H5 Contact: Adrian Makowecki Tel: 780-779-8688		116,000 Shares	\$29,000	s. 2.3 of NI 45-106	2014-10-30
Uno Investment Holdings Inc. 4393 Puget Dr Vancouver, BC V6L 2V7 Contact: Jianyi Yu Tel: 778-861-3161		400,000 Shares	\$100,000	s. 2.3 of NI 45-106	2014-10-30
Moyen Holdings Ltd. 2845 Heron St Victoria, BC V8R 6A1 Contact: Archie Campbell Tel: 250-216-8711		60,000 Shares	\$15,000	s. 2.3 of NI 45-106	2014-10-30
Clifford E Horwood Inc. 300-1006 Fort Street Victoria, BC V8V 3K4 Contact: Clifford Horwood Tel: 250-386-3389		48,000 Shares	\$12,000	s. 2.3 of NI 45-106	2014-10-30
Madge Hine Trust 300-1006 Fort Street Victoria, BC V8V 3K4 Contact: Clifford Horwood Tel: 250-386-3389		24,000 Shares	\$6,000	s. 2.3 of NI 45-106	2014-10-30
Ardent Strategies Corp. #1100 - 888 Dunsmuir Street Vancouver, BC V6C 3K4 Contact: Jackson Friesen Tel: N/A		40,000 Shares	\$10,000	s. 2.3 of NI 45-106	2014-10-30
Blackstone Capital Partners Inc. #1100 - 888 Dunsmuir Street Vancouver, BC V6C 3K4 Contact: Mike Veldhuis Tel: 604-304-4083		100,000 Shares	\$25,000	s. 2.3 of NI 45-106	2014-10-30

<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)
Dr. Alnoor Somji Inc. 1501 Eastern Avenue North Vancouver, BC V7L 3G2 Contact: Dr. Alnoor Somji Tel: 604-988-2555		25,000 Shares	\$6,250	s. 2.3 of NI 45-106	2014-10-30
Skar Holdings Ltd. 3436 Theodosia Avenue Powell River, BC V8A 5T5 Contact: Rozina Somji Tel: 604-483-6330		60,000 Shares	\$15,000	s. 2.3 of NI 45-106	2014-10-30
Radical Capital Ltd. 1185 Georgia St W, Suite 1625 Vancouver, BC V6E 4E6 Contact: Marcus New Tel: 604-678-4349		60,000 Shares	\$15,000	s. 2.3 of NI 45-106	2014-10-30
Desmond Balakrishnan Law Corp. 1055 Georgia St W, 1500 Vancouver, BC V6E 4N7 Contact: Desmond Balakrishnan Tel: 604-691-7462		60,000 Shares	\$15,000	s. 2.3 of NI 45-106	2014-10-30
<b>TOTAL:</b>		<b>3,793,000 Shares</b>	<b>\$948,250.00</b>		

## 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)	
Global Securities Corporation 11th Floor, 595 Burrard Street PO Box 49049, Three Bentall Centre Vancouver, BC V7X 1C4	R	\$47,909.10	191,636 Agent's Options*	N/A	s. 2.3 of NI 45-106 2014-10-30	\$47,909.10
Haywood Securities Inc. 700 – 200 Burrard St. Vancouver, BC V6C 3L6	R	\$21,723.90	86,896 Agent's Options*	N/A	s. 2.3 of NI 45-106 2014-10-30	\$21,723.90
Canaccord Genuity Corp. 2200 - 609 Granville Street Vancouver, BC V7Y 1H2	R	\$146,319.00	585,276 Agent's Options*	N/A	s. 2.3 of NI 45-106 2014-10-30	\$146,319.00
Jordan Capital Markets Inc. 1920 - 1075 W. Georgia Street Vancouver, BC V6E 3C9	R	\$16,500	66,000 Agent's Options*	N/A	s. 2.3 of NI 45-106 2014-10-30	\$16,500

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)	
Mackie Research Capital Corporation 199 Bay Street, Ste 4500 (Commerce Court West) Toronto, ON M5L 1G2	R	\$1,200	4,800 Agent's Options*	N/A	s. 2.3 of NI 45-106 2014-10-30	\$1,200

\* Each Agent's Option will entitle the holder to acquire one common share of the Issuer at an exercise price of \$0.25 per share until October 30, 2016.



## **Certificate**

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

Date: November 7, 2014

### **3TL TECHNOLOGIES CORP.**

Name of Issuer (please print)

Charles Abel, CFO, 604-693-5440

Print name, title and telephone number of person signing

*"Charles Abel"*

\_\_\_\_\_  
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