

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

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;

NATURALLY SPLENDID ENTERPRISES LTD.

- the issuer's website address; and

www.naturallysplendid.com

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

605 – 1166 Alberni Street

Vancouver, BC V6E 3Z3

Telephone Number: 604-685-6375

E-mail Address: chuck@naturallysplendid.com

Item 2: Reporting issuer status

State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

Non-reporting:

Reporting: ☒

Jurisdictions: **BC and AB**

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

☐ Forestry

☐ Hi-tech

☒ Industrial

Mining

☐ exploration/development

☐ production

☐ Oil and gas

☐ Real estate

☐ Utilities

☐ 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 \$)
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.

April 25, 2014.

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

Units, each Unit is comprised of one common share (a “Share”) in the capital of the Issuer and one-half of one share purchase warrant (“Warrant”) of the Issuer. Each full Warrant entitles the holder to purchase one additional Share at a price of \$0.30 per Share at any time on or before April 25, 2016 (the “Warrant Term”), subject to the right of the Company to accelerate the Warrant Term.

- 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

6,843,500 Units.

- 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.

Not Applicable

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 jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ⁽¹⁾	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)*
Alberta	9	\$0.20	\$122,000
British Columbia	57	\$0.20	\$917,300
Manitoba	1	\$0.20	\$1,000
Ontario	5	\$0.20	\$46,000
Nova Scotia	1	\$0.20	\$40,000
Marshall Islands	1	\$0.20	\$150,000
Paraguay	1	\$0.20	\$50,000

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ⁽¹⁾	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)*
Spain	1	\$0.20	\$42,400
Total number of Purchasers	76		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$1,368,700

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)
CANADIAN GRAVITY RECOVERY INC. 650 – 555 W. 12 th Avenue, Vancouver, BC V5Z 3X7 Harry Barr, President, Tel: (604) 685-1870	N/A	50,000	\$10,000	s. 2.3 of NI 45-106	2014-04-25
MARKSMAN GEOLOGICAL LTD. 1550 Palmerston Avenue, West Vancouver, BC V7V 4R1 Daniell Terrett, President Tel: (604) 312-1964	N/A	350,000	\$70,000	s. 2.3 of NI 45-106	2014-04-25
RAIN COMMUNICATIONS CORP. #810 – 789 W. Pender Street, Vancouver, BC V6C 1H2 Ralph Biggar, President Tel: (604) 306-2525	N/A	250,000	\$50,000	s. 2.3 of NI 45-106	2014-04-25
RPC STRATEGIES 888 Dunsmuir Street, Suite 1100, Vancouver, BC V6C 3K4 Tel: (604) 304-4083	N/A	100,000	\$20,000	s. 2.3 of NI 45-106	2014-04-25
CONCEPT CAPITAL MANAGEMENT Company Trust Complex, Ajeltake Island, Majuro, MH 96960, Marshall Islands Bernd Hogel, President Tel: +491742062678	N/A	750,000	\$150,000	BCI 72-503	2014-04-25

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)
2379388 ONTARIO LTD. 2 Queen Street East, Unit 1500, Toronto, ON M5L 3G5 Tel: (011442083185511)	N/A	30,000	\$6,000	s. 2.3 of NI 45-106	2014-04-25

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)	
Canaccord Genuity Corp. P.O. Box 2200-609 Granville St. Vancouver, BC V7Y 1H2	R	\$41,800	207,400 Warrants ⁽¹⁾	Nil	Section 2.3 of NI 45-106; 2014-04-25 Distribution Date	\$41,800
Wolverton Securities Ltd. 17th Floor, 777 Dunsmuir Street Vancouver, BC V7Y 1J5	R	\$26,250	131,250 Warrants ⁽¹⁾	Nil	Section 2.3 of NI 45-106; 2014-04-25 Distribution Date	\$26,250
Modaven Capital Corporation Suite 2110 – 1177 W. Hastings Street Vancouver, BC V6E 2K3	n/a	\$3,000	Nil	Nil	n/a	\$3,000
PI Financial Corp. 1900 - 666 Burrard Street Vancouver, BC V6C 3N1	R	\$7,800	39,000 Warrants ⁽¹⁾	Nil	Section 2.3 of NI 45-106; 2014-04-25 Distribution Date	\$7,800
Fin-XO Securities Inc. 38 Auriga Drive, Suite 228 Ottawa, ON K2E 8A5	R	\$2,000	5,000 Warrants ⁽¹⁾	Nil	Section 2.3 of NI 45-106; 2014-04-25 Distribution Date	\$2,000
Leede Financial Markets Inc. 1800-1140 West Pender Street, Vancouver, BC V6E 4G1	R	\$2,000	10,000 Warrants ⁽¹⁾	Nil	Section 2.3 of NI 45-106; 2014-04-25 Distribution Date	\$2,000

Note:

(1) Each warrant entitles the holder to purchase one common share at an exercise price of \$0.30 per share on or before April 25, 2016.

Certificate

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

Date: May 1, 2014

NATURALLY SPLENDID ENTERPRISES LTD.

Name of Issuer (please print)

J. CRAIG GOODWIN
President & Chief Executive Officer
Telephone: 604-685-6375

Print name, title and telephone number of person signing

"J. Craig Goodwin"

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.

Charles C. Hethey
Northwest Law Group
Suite 704, 595 Howe Street
Box 35
Vancouver, BC, Canada V6C 2T5
Tel: (604) 687-5792 / Fax: (604) 687-6650

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