

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;

Antibe Therapeutics Inc. (the Issuer)

- the issuer's website address; and

www.antibethera.com

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

**15 Prince Arthur Avenue
Toronto, Ontario
M5R 1B2
Phone number: (905) 726-0995
E-mail: michael.bumby@antibethera.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.

Not applicable.

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, Alberta, Saskatchewan, Manitoba and Ontario.

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 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: 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 \$)
Not applicable.			

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.

March 31, 2014 and April 4, 2014

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

common shares (the Common Shares)

- 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

6,542,264 Common Shares

- 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 Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$)¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Ontario	31	\$0.60	\$1,054,558.20
British Columbia	39	\$0.60	\$659,400
Alberta	6	\$0.60	\$143,400
Saskatchewan	1	\$0.60	\$6,000
Quebec	1	\$0.60	\$798,000
Foreign	5	\$0.60	\$1,264,000.20
Total number of Purchasers	83		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$3,925,358.40

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)
JC Clark Ltd. 130 Adelaide St. W., Suite 3400 Toronto, ON M5H 3P5 416 361 6326	(R)	583,333 Common Shares	349,999.80	Section 2.3 of NI 45-106	March 31, 2014
The K2 Principal Fund LP 2 Bloor St. W., Suite 801 Toronto, ON M4W 3E2 416 365 2155		250,000 Common Shares	150,000.00	Section 2.3 of NI 45-106	March 31, 2014
BMO Harris Investments Inc., 1250 Rene-Levesque W. Suite 4600, Montreal, QC H3B 4W8 514 286 7213		1,330,000 Common Shares	798,000.00	Section 2.3 of NI 45-106	March 31, 2014
SidhuCorp Holdings Ltd. #3 – 12818, 72nd Avenue, Surrey, BC V3W 2M9 (604) 543-6677		20,000 Common Shares	12,000.00	Section 2.3 of NI 45-106	March 31, 2014
Henry Young Der Professional Corp, 37 Austin Drive, Red Deer, AB T4R 2V2 403 350 7775		50,000 Common Shares	30,000.00	Section 2.3 of NI 45-106	April 4, 2014

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)
Dr. Robert MacKenzie Inc. #103-7031 Westminster Hwy, Richmond, BC V6X 1A3 604 270 6004		75,000 Common Shares	45,000.00	Section 2.3 of NI 45-106	April 4, 2014
Jennifer Williams Professional Corporation, 1031 Russet Rd. NE, Calgary, AB T2E 5L2 403 521 4796		100,000 Common Shares	60,000.00	Section 2.3 of NI 45-106	April 4, 2014
ELECTRATEK SALES LTD. 216 WORTHINGTON ST. W, NORTH BAY, ON P1B 3B4		42,000 Common Shares	25,200.00	Section 2.3 of NI 45-106	April 4, 2014
D.A. MACFARLANE HOLDING CORP. 356 MARTINDALE RD., ST. CATHARINES, ON L2R 6P9 905 646 9678		41,500 Common Shares	24,900.00	Section 2.3 of NI 45-106	April 4, 2014

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)	
MPartners Inc. 100 Wellington Street West, Suite 2201 Toronto, Ontario M5K 1K2	(R)	\$158,399.82	263,999 (warrants: 2Y expiry, \$0.60 price)		Section 2.3 of NI 45-106 March 31, 2014	\$158,399.82
Jordan Capital Markets Inc. 1075 W. Georgia Street, Suite 1920 Vancouver, BC V6E 3C9	(R)	\$36,540	60,900 (warrants: 2Y expiry, \$0.60 price)		Section 2.3 of NI 45-106 March 31, 2014	\$36,540
Bloom Burton & Company 65 Front Street East, Suite 300 Toronto, Ontario M5E 1B5	(R)	\$75,000	125,000 (warrants: 2Y expiry, \$0.60 price)		Section 2.3 of NI 45-106 March 31, 2014	\$75,000
Roth Capital Partners LLC 888 San Clemente Drive, Newport Beach, CA 92660	(R)	\$25,000	41,666 (warrants: 2Y expiry, \$0.60 price)		N/A March 31, 2014	\$25,000
Hamza Thindal Capital Corporation 1066 West Hastings Street, Suite 1895 Vancouver, BC V6E 3X1		\$49,866	83,110 (warrants: 2Y expiry, \$0.60 price)		Section 2.3 of NI 45-106 March 31, 2014 and April 4, 2014	\$49,866
PI Financial Corp. 1900-666 Burrard St. Vancouver, BC V6C 3N1	(R)	\$14,154	23,590 (warrants: 2Y expiry, \$0.60 price)		Section 2.3 of NI 45-106 April 4, 2014	\$14,154
Burgeonvest Bick Securities Limited 170 University Avenue, Suite 701 Toronto, Ontario M5H 3B3	(R)	\$22,176	36,960 (warrants: 2Y expiry, \$0.60 price)		Section 2.3 of NI 45-106 April 4, 2014	\$22,176

Certificate

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

Date: April 10, 2014

Antibe Therapeutics Inc.
Name of Issuer (please print)

Michael Bumby, Chief Financial Officer, 905-278-7627
Print name, title and telephone number of person signing

"Michael Bumby"
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