

Form 45-106F6
British Columbia Report of Exempt Distribution
AMENDED

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;

Bancorp Growth Mortgage Fund II Ltd.

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

1420-1090 West Georgia St

Vancouver BC V6E 3V7

Telephone: 604 608-2717

bancorpfinancial.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.

NON REPORTING

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.

- ☐ 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 \$)
Douglas Bentley West Vancouver, BC, Canada	Director Since August 2009 President & CEO since March 2011	107 Common voting shares representing 9.09% of the issued Common Shares, 214,734 Class D Shares representing 1.47% of the issued Class D Shares, no Class F Shares, Class E Shares or Class A Shares	\$214,841
John L. (Lockie) McKinnon Victoria, BC, Canada	Director since March 2012	107 Common voting shares representing 9.09% of the issued Common Shares, 27,268 Class D Shares representing .19% of the issued Class D Shares, no Class F Shares, Class E Shares or Class A Shares.	\$27,375

[illegible]

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 15, 2014 to April 15, 2014

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;
The security distributed consists of 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;
The total # is 117,735
- 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 \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	55	\$1.00	\$117,735
Total number of Purchasers	55		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$117,735

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)
Harden Holdings Ltd 12530 53 rd Ave Surrey BC V3X 3B7 Bruce McCaig 604 596-0844	N/A	4,475 Class “D” shares	\$4,475.00	Section 2.9(3) of N1-45-106	2014-04-15
Hy Seas Management Inc. 401-168 Chadwick Court North Vancouver BC V7M 3L4 S Gordon Huff 604 986-7771	N/A	150 Class “D” shares	\$150.00	Section 2.9(3) of N1-45-106	2014-04-15
Cramax Properties Ltd 2075-131B St Surrey BC V4A 8Y7 Craig Miller 604 599-7276	N/A	475 Class “D” shares	\$475.00	Section 2.9(3) of N1-45-106	2014-04-15
MDI/Barre Investments Inc 4330 Rockridge Rd West Vancouver BC V7W 1A7 Ron Barre 604 926-5598	N/A	3,250 Class “D” shares	\$3,250.00	Section 2.9(3) of N1-45-106	2014-04-15
Gerald Barre Spousal Trust c/o 3150 Travers St West Vancouver BC V7V 1G3 Gerald Barre 604 926-4630	N/A	1,950 Class “D” shares	\$1,950.00	Section 2.9(3) of N1-45-106	2014-04-15
Dr Andre R Anzarut Ltd c/o 6069 Hudson St Vancouver BC V6M 2Z4 Dr Andre Anzarut 604 263-4476	N/A	450 Class “D” shares	\$450.00	Section 2.9(3) of N1-45-106	2014-04-15

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)
Aarlin Enterprises Inc 300-1275 West 6 th Ave Vancouver BC B6H 1A6 Ted Zacks 604 257-3676	N/A	550 Class “D” shares	\$550.00	Section 2.9(3) of N1-45-106	2014-04-15
The Zacks Family Charitable Foundation 300-1275 West 6 th Ave Vancouver BC B6H 1A6 Ted Zacks 604 257-3676	N/A	1,300 Class “D” shares	\$1,300.00	Section 2.9(3) of N1-45-106	2014-04-15
Jane Fleming & Associates Inc 328 Quilchena Dr Kelowna BC V1W 4Y9 Jane Fleming 250 764-9313	N/A	450 Class “D” shares	\$450.00	Section 2.9(3) of N1-45-106	2014-04-15
Dunn Holdings BC Ltd 920 Sunset Dr Saltspring Island BC V8K 1E6 Elizabeth Dunn 250 537-5300	N/A	32,850 Class “D” shares	\$32,850.00	Section 2.9(3) of N1-45-106	2014-04-15
Serendipitous Investments Inc 920 Sunset Dr Saltspring Island BC V8K 1E6 Elizabeth Dunn 250 537-5300	N/A	15,775 Class “D” shares	\$15,775.00	Section 2.9(3) of N1-45-106	2014-04-15

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)
Aurora Borealis Investments Inc 8275 Lockside Dr Saanichton BC V8M1T9 James Dunn 250 652-3701	N/A	15,775 Class "D" shares	\$15,775.00	Section 2.9(3) of N1-45-106	2014-04-15
Laylie Gold Testamentary Trust 300-1275 West 6 th Ave Vancouver BC B6H 1A6 Ted Zacks 604 257-3676	N/A	1,150 Class "D" shares	\$1,150.00	Section 2.9(3) of N1-45-106	2014-04-15
Shira Gold Testamentary Trust 300-1275 West 6 th Ave Vancouver BC B6H 1A6 Ted Zacks 604 257-3676	N/A	1,150 Class "D" shares	\$1,150.00	Section 2.9(3) of N1-45-106	2014-04-15
Melanie Gold Testamentary Trust 300-1275 West 6 th Ave Vancouver BC B6H 1A6 Ted Zacks 604 257-3676	N/A	675 Class "D" shares	\$675.00	Section 2.9(3) of N1-45-106	2014-04-15
Gilroy Holdings Ltd 165-101 Parkside Dr Port Moody BC V3H 4W6 Les Garrison 604 461-0723	N/A	150 Class "F" shares	\$150.00	Section 2.9(3) of N1-45-106	2014-04-15

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)
Peter Kafka Consulting 10780 Seamount Rd Richmond BC V7A 4P6 Peter Kafka 604 272-3834	N/A	200 Class "F" shares	\$200.00	Section 2.9(3) of N1-45-106	2014-04-15

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)	

Certificate

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

Date: April 23, 2014

Bancorp Growth Mortgage Fund II Ltd

Name of [issuer/underwriter] (please print)

Barry Jackson, Administrator, 604 609-7111

Print name, title and telephone number of person signing

Barry Jackson

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