

**Amended 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:

MPH VENTURES CORP.  
www.mphventures.com  
Suite 1610, P.O. Box 10427  
777 Dunsmuir Street  
Vancouver, BC, V7Y 1K4  
info@mphventures.com  
(604) 687-3376

B. If an underwriter is completing this report, state the following:

N/A

**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 British Columbia, Alberta 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.

N/A

**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)

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**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.

March 21, 2016.

**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.

12,164,000 units were issued, each unit consisting of one common share and one-half warrant, each whole warrant is exercisable into a common share for a period of two years at an exercise price of \$0.075. The expiry date of the warrants is March 21, 2018.

### **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	39	\$0.05/unit	\$489,200.00
Alberta	5	\$0.05/unit	\$40,000.00
Yukon Territories	8	\$0.05/unit	\$34,000.00
Australia	1	\$0.05/unit	\$5,000.00
Switzerland	1	\$0.05/unit	\$24,000.00
United Kingdom	1	\$0.05/unit	\$16,000.00
Total number of Purchasers	55		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$608,200.00

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 (1)	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
535908 Yukon Inc. 11 Copper Avenue, Whitehorse. YT Y1A 2Z7 Graham Irving, President 867-667-6315	n/a	<b>30,000 units</b>	\$1,500.00	NI 45-106 2.3	2016-03-21
Double D Seafood 2302 188 Esplanade E, North Vancouver, B.C., V7L 4Y1 Dario Dusman, President 604-971-1212	n/a	<b>200,000 units</b>	\$10,000.00	NI 45-106 2.3	2016-03-21
Oldcourt Investment Fund Inc. PO Box 440, Basel, Switzerland, 4010 Herman Ulrich, President 0041 61 212 7017	n/a	<b>480,000 units</b>	\$24,000.00	NI 45-106 2.3	2016-03-21
Transcend Capital Inc. 750 West Pender Street Suite 303, Vancouver BC V6C 2T7 Etienne Moshevich, President 604-681-0084	n/a	<b>150,000</b>	\$7,500.00	NI 45-106 2.3	2016-03-21
		<b>860,000</b>	\$43,000.00		

(1) each unit consisting of one common share and one-half warrant, each whole warrant is exercisable into a common share for a period of two years at an exercise price of \$0.075.

## **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 (1)	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Canaccord Genuity Corp. 2200-609 Granville Street, Vancouver, B.C.	R	\$18,599.00	371,980 warrants	\$0.075	BC I 45-529 2016-03-21	\$18,599.00
Odium Brown 1100-250 Howe Street, Vancouver BC	R	\$2,800.00	28,000 warrants	\$0.075	BC I 45-529 2016-03-21	\$2,800.00
Leede Jones Gable 1140 West Pender Street Vancouver BC	R	\$4,900.00	98,000 warrants	\$0.075	BC I 45-529 2016-03-21	\$4,900.00

(1) warrants are exercisable on the basis of one warrant and \$0.075 for each common shares issuable for a period of two years.

## **Certificate**

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

Date: April 15, 2016

"JAMES PETTIT"

\_\_\_\_\_  
Name of issuer (please print)

MPH VENTURES CORP.

Print name, title and telephone number of person signing

JAMES G. PETTIT, President (604) 639-3848

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