

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

Issuer: Healthkiwi Inc.

111 Richmond Street West
Toronto, Ontario, M5H 2G4
Tel. 1-888-729-5494
Website: www.opencare.com
Email: nikolai@opencare.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.

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 not a reporting issuer.

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

☐ securitized products issuers

☐ 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 \$)
Mikalai Bratkouski, Maple, Canada	Director, Chief Executive Officer, President, Holder of more than 10% of voting securities	977,022 Common Shares	\$24,394.47
Cameron Howieson, Toronto, Canada	Director	N/A	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.

- August 21, 2015

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

Equity – preferred 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

905,482 Seed Preferred Shares, Series A were issued on conversion of convertible notes in accordance with the terms of each noteholder's respective convertible note and pursuant to a Seed Preferred Share Purchase Agreement dated as of August 21, 2015.

1,046,645 Seed Preferred Shares, Series B were issued pursuant to a Seed Preferred Share Purchase Agreement dated as of August 21, 2015, having an aggregate principle of CAD\$3,944,698.12. Note: Based USD\$ to CDN\$ exchange rate of 1:1.3149 on day of distribution.

Each Seed Preferred Share is convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into such number of fully paid and nonassessable Common Shares as is determined by dividing the Original Issue Price applicable to such series of Seed Preferred Shares by the Applicable Seed Conversion Price (as defined in the Purchase Agreement dated as of August 21, 2015) relating to such series.

- 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	2	\$2.45 to \$3.77*	\$49,363.46*
Ontario	9	\$2.45 to \$3.77*	\$1,047,330.72*
Quebec	3	\$2.45 to \$3.77*	\$381,515.34*
United States	16	\$2.45 to \$3.77*	\$4,501,685.89*
United Kingdom	2	\$2.45 to \$3.77*	\$43,456.52*
Total number of Purchasers	32		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$6,023,351.93

Note 1: If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

* Note: Based USD\$ to CDN\$ exchange rate of 1: 1.3149 on day of distribution.

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 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)
Real Investment Fund L.P., 51 Sherbrooke Street West, Montreal, QC H2X 1X2 Contact: JS Courmoyer Tel: (514) 657-2833		28,561 Convertible Preferred Shares	\$69,711.53*	NI 45-106 Section 2.3	2015-08-21
Real Investment Fund International L.P., 51 Sherbrooke Street West, Montreal, QC H2X 1X2 Contact: JS Courmoyer Tel: (514) 657-2833		1,113 Convertible Preferred Shares	\$2,716.03*	NI 45-106 Section 2.3	2015-08-21
BDC Capital Inc., BDC Building, 5 Place Ville Marie, Suite 400, Montreal, QC H3B 5E7 Contact: Nicolas Gravel Tel: 888-463-6232		114,900 Convertible Preferred Shares	\$309,087.78*	NI 45-106 Section 2.3	2015-08-21
JHB Ventures, LLC, 1 Market St., Stewart Tower, Suite 2200, San Francisco, CA 94105 Contact: Rob Purcell Tel: 415-525-8914		178,048 Convertible Preferred Shares	434,565.44*	NI 45-106 Section 2.3	2015-08-21
Rincon LLC, 7440 N Illinois St., Indianapolis, IN 46260 Contact: Jamie Knall Tel: 317-571-4517		136,142 Convertible Preferred Shares	355,454.94*	NI 45-106 Section 2.3	2015-08-21
2330573 Ontario Inc., 200- 120 East Beaver Creek Road, Richmond Hill, ON L4B 4V1 Contact: Jason Chan Telephone number is not available		106,468 Convertible Preferred Shares	223,856.87*	NI 45-106 Section 2.3	2015-08-21
Acequia Capital, LLC, 1711 Evergreen Place, Seattle,		113,426 Convertible	348,668.84*	NI 45-106 Section 2.3	2015-08-21

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)
WA 98122 Contact: Hank Vigil Tel: 206-399-5817		Preferred Shares			
Hedgewood Inc., 8 Brentcliffe Road, Suite 200, Toronto, Ontario M4G 3Y2 Contact: Wayne Bigby Tel: (416) 422-4828		44,512 Convertible Preferred Shares	108,641.35*	NI 45-106 Section 2.3	2015-08-21
Graph Ventures II, L.L.C., 120 Hawthorne Ave., Palo Alto, CA 94301 Contact: Alexandra Brown Tel: 650-793-6013		20,772 Convertible Preferred Shares	50,699.30*	NI 45-106 Section 2.3	2015-08-21
The Social+Capital Partnership II, L.P., 120 Hawthorne Ave., Palo Alto, CA 94301 Contact: Alexandra Brown Tel: 650-793-6013		20,772 Convertible Preferred Shares	50,699.30*	NI 45-106 Section 2.3	2015-08-21
Crow Heeney Family Trust, PO Box 43022, London, On N6J 0A7 Contact: Gerald Crow Tel: 416-575-6177		5,934 Convertible Preferred Shares	14,485.50*	NI 45-106 Section 2.3	2015-08-21
Eight Partners, LLC, 501 Second Street, Suite 300, San Francisco, CA 94107 Contact: Drew Oetting Telephone number is not available		261,661 Convertible Preferred Shares	986,173.58*	NI 45-106 Section 2.3	2015-08-21
ff Sapphire (IV) Venture Capital Fund, LP, 66 Hudson Street, Suite 201, Hoboken, NJ 07030 Contact: John Frankel Telephone number is not available		174,441 Convertible Preferred Shares	657,450.32*	NI 45-106 Section 2.3	2015-08-21
Promus Ventures I, LP, 30 S. Wacker Dr., Suite 1600, Chicago, IL 60606 Contact: Mike Collett Telephone number is not available		174,441 Convertible Preferred Shares	657,450.32*	NI 45-106 Section 2.3	2015-08-21

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)
Collaborative II, L.P., 73 Spring Street, Suite 207, New York, NY 10012 Contact: Craig Shapiro Telephone number is not available		104,664 Convertible Preferred Shares	394,467.92*	NI 45-106 Section 2.3	2015-08-21
MaRS Youth Investment Accelerator Fund Inc., MaRS Centre, South Tower, 101 College Street, Suite 402, Toronto M5G 1L7 Contact: Michelle McBane Tel: 416.673.8100		63,932 Convertible Preferred Shares	240,953.18*	NI 45-106 Section 2.3	2015-08-21
MaRS Investment Accelerator Fund Inc., MaRS Centre, South Tower, 101 College Street, Suite 402, Toronto M5G 1L7 Contact: Michelle McBane Tel: 416.673.8100		58,177 Convertible Preferred Shares	219,263.18*	NI 45-106 Section 2.3	2015-08-21
Six Squared Capital Corporation, 39 Worthington Crescent, Toronto, ON M6S 3P5 Contact: Jeremy Greven Telephone number is not available		34,888 Convertible Preferred Shares	131,489.30*	NI 45-106 Section 2.3	2015-08-21
Rose Family Revocable Trust UTD 2/12/09, 394 Pacific Avenue, 2nd Floor, San Francisco, CA 94111 Contact: Daniel Rose Telephone number is not available		17,444 Convertible Preferred Shares	65,744.66*	NI 45-106 Section 2.3	2015-08-21
JJK Partners Plus, a Utah LLC Series, 549 Pennsylvania Avenue, San Francisco, CA 94107 Contact: Jake Zeller Telephone number is not available		12,211 Convertible Preferred Shares	46,022.01*	NI 45-106 Section 2.3	2015-08-21
JDK Trust, 2155A Union Street, San Francisco, CA		3,489 Convertible Preferred Shares	13,149.68*	NI 45-106 Section 2.3	2015-08-21

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)
94123 Contact: John Kobs Telephone number is not available					
Unincubator Ventures, Ltd., 3967 Juan de Fuca Tce, Victoria, BC V8N 5W9 Contact: Tom Williams Telephone number is not available		3,489 Convertible Preferred Shares	13,149.68*	NI 45-106 Section 2.3	2015-08-21

* Note: Based USD\$ to CDN\$ exchange rate of 1: 1.3149 on day of distribution.

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, I certify that the statements made in this report are true.

Date: September 1, 2015_____

Healthkiwi Inc.

Name of issuer (please print)

Sam Gregg-Wallace, Student-at-Law, LaBarge Weinstein LLP, 613-599-9600 ext. 232

Print name, title and telephone number of person signing

[signed] "Sam Gregg-Wallace"

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