

**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:

- 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.

Mobify Research and Development Inc. ("Mobify")

Website: <http://www.mobify.com/>

948 Homer Street, 3<sup>rd</sup> Floor

Vancouver, BC V6B 2W7

Telephone: 1-866-502-5880

Email: [contact@mobify.com](mailto:contact@mobify.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.

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.

- |   |  |
|---|--|
| <input type="checkbox"/> Bio-tech                       | Mining   |
| <input type="checkbox"/> 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"/> securitized products issuers   | <input type="checkbox"/> Real estate             |
| <input type="checkbox"/> Forestry                       | <input type="checkbox"/> Utilities               |
| <input checked="" type="checkbox"/> Hi-tech             | <input type="checkbox"/> Other (describe)        |
| <input type="checkbox"/> Industrial                     |  |
- 

### 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 \$)
Igor Faletski Vancouver, BC, Canada	Director, CEO, holder of more than 10% of voting securities	10,625,000 Class A Voting Common shares	\$85
John Boxall Vancouver, BC, Canada	Director, CTO, holder of more than 10% of voting securities	10,625,000 Class A Voting Common shares	\$85
Peter McLachlan Vancouver, BC, Canada	Director, CPO	1,250,000 Class A Voting Common shares 506,265 Class B Non-Voting Common shares	\$30 \$40.50

Cliff Conneighton Boston, MA, United States	CMO	nil	nil
Ben Terrill Vancouver, BC, Canada	VP of Customer Success	25,000 Class B Non-Voting Common shares	\$2.00
Alex Bullock Vancouver, BC, Canada	VP of Sales, Americas	nil	nil
Steven Lee Vancouver, BC, Canada	VP of Finance and Operations	264,000 Class B Non-Voting Common shares	\$21.12
Doug Norton-Bilsby Reading, Berkshire, England	General Manager, International	nil	nil
Andrew Stevens Horsham, West Sussex, England	VP of Sales, EMEA	nil	nil
Dave Shea Vancouver, BC, Canada	VP of User Experience	250,000 Class B Non-Voting Common shares	\$20.00

## 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.

November 20, 2015

### 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.

On November 20, 2015, in payment of the purchase of certain assets of Jeapie Inc., a Delaware corporation (“Jeapie”), 649,730 Class B Non-Voting Common shares were issued by Mobify, based on the shares having an equivalent value of \$1,000,000 USD (\$1,333,800 CAD with Bank of Canada’s noon exchange rate) based on an enterprise valuation of Mobify equal to \$50,000,000 USD. Of the 649,730 Class B Non-Voting Common shares, 259,894 were issued to Jeapie, and 389,836 were issued to Farris, Vaughan, Wills & Murphy LLP in trust as the escrow agent for the transaction.

**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 \$)
Delaware, United States <sup>(1)</sup>	1	\$2.05 <sup>(2)</sup>	\$1,333,800 <sup>(3)</sup>
Total number of Purchasers	1		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$1,333,800

(1) Jeapie is a Delaware corporation, with all four stockholders from Ukraine.

(2) Based on price per security of \$1.5391 USD, at Bank of Canada noon exchange rate of 1.3338.

(3) Deemed value of assets acquired.

**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)
Jeapie Inc. 1201 Orange Street Suite 600 Wilmington, New Castle County, Delaware 19801  Contact: John L. Williams (800) 759-2248	Neither	649,730 Class B Non-Voting Common shares	\$1,333,800 (deemed value of assets, based on exchange rate of 1.3338)	2.12 Asset acquisition	2015-11-20

## 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)	
N/A						

## Certificate

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

Date: December 4, 2015

Mobify Research and Development Inc.

Name of issuer (please print)

Igor Faletski, Chief Executive Officer, 886-502-5880

Print name, title and telephone number of person signing

"Igor Faletski"

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