

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: Moj.io Inc.

Website: www.moj.io

Moj.io Inc.

1080 Howe St, 9th floor

Vancouver, BC

V6Z 2T1

Telephone: 1-855-556-6546

E-mail: davids@moj.io

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

☐ 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 \$)
Gary Roshak Seattle, Washington, United States of America	Director	50,667 Common Shares	\$5.07
Mark Godsy West Vancouver, British	Director	1,631,838 Common Shares	\$163.18

Columbia, Canada ¹			
Narayan Sainaney Vancouver, British Columbia, Canada ²	Chief Technology Officer	3,759,851 Common Shares	\$375.99
Jay Giraud North Vancouver, British Columbia, Canada ³	Director, Chief Executive Officer	4,773,191 Common Shares	\$477.32
John Occhipinti Emerson Hills, California, United States of America	Director	None	N/A
Bernhard Gold 33 New Montgomery, 20 th Floor San Francisco, CA 94105	Director	None	N/A
Andrew Harries Vancouver, British Columbia, Canada	Director	138,889 Common Shares	\$25,000.02
David Shore Lions Bay, British Columbia, Canada	Secretary, President, Chief Financial Officer	1,526,977 Common Shares	\$101.33
Richard Woodruff Toronto, Ontario, Canada	Vice-President, Business Development	3,759,851 Common Shares	\$375.99
Darren Roberts Vancouver, British Columbia, Canada	Vice-President, Marketing	None	N/A
Relay Ventures Fund II Toronto, Ontario, Canada	Holder of more than 10% of voting securities	8,451,380 Class Seed Preferred Shares 7,979,378 Class A Preferred Shares	\$5,076,538.10
Deutsche Telekom Venture Funds GmbH Bonn, Germany	Holder of more than 10% of voting securities	10,590,416 Class A Preferred Shares	\$4,000,000.12
BDC Capital Inc. Montreal, Quebec, Canada	Holder of more than 10% of voting securities	3,353,345 Class Seed Preferred Shares 2,964,091 Class A Preferred Shares	\$1,639,232.80

Note 1: 1,631,838 Common Shares owned by 0711626 BC Ltd., which is controlled by Mark Godsy.

Note 2: 3,759,851 Common Shares owned by Sainaney Ventures Inc., which is controlled by Narayan Sainaney.

Note 3: 4,773,191 Common Shares owned by Giraud Family Trust, which is controlled by Jay Giraud.

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.

June 16, 2015

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

Class A 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

1,323,802 Class A Preferred Shares of the Issuer were distributed.

The Class A Preferred Shares are subject to optional conversion and automatic conversion, as further described below.

Optional: The holders of Class A Preferred Shares will have the right to convert the Class A Preferred Shares at any time, at the option of each holder, into Common Shares. The conversion rate of the Class A Preferred Shares will initially be 1-for-1.

Automatic: Each share of Class A Preferred Shares will be converted automatically into Common Shares upon (a) the closing of a Qualified Public Offering (as defined in the Articles of Amendment, or (b) the affirmative vote of holders of at least sixty six and two-thirds percent (66 2/3%) of the preferred shares of the Company then outstanding, voting together as a single class and on an as-converted basis.

- 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.

N/A

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 \$) ¹
United States	1	\$0.46434	\$614,694.23
Total number of Purchasers	1		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$614,694.23

Note 1: Based on US\$ to CDN\$ exchange rate of 1:1.2294 as of June 16, 2015.

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)
Amazon.com NV Investment Holding LLC 8329 West Sunset Road, Suite 200 Las Vegas, NV 89113 Attention: General Counsel Telephone:N/A		1,323,802 Class A Preferred Shares	\$614,694.23	NI 45-106 S. 2.3	2015-06-16

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: June 23, 2015

Moj.io Inc.

Name of [issuer/underwriter] (please print)

David Shore, Chief Financial Officer

Print name, title and telephone number of person signing

/s/ "David Shore"

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.

N/A

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