

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 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.

Synodon Inc. (the "Corporation")

1230-91 Street SW, Unit 204

Edmonton, AB T6X 0P2

Phone: 780-468-9568

www.synodon.com

info@synodon.com

B. If an underwriter is completing this report, state the following: **N/A**

- 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.

The Corporation is a reporting issuer in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador.

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.

- | | |
|---|--|
| <input type="checkbox"/> Bio-tech | Mining |
| 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 type="checkbox"/> Hi-tech | <input type="checkbox"/> Other (describe) |
| <input checked="" 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 \$)
Not applicable			

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.

December 11, 2015

Item 6: Number and type of securities

For each security distributed:

- describe the type of security; **Units, each Unit consisting of one Class A common share of the Corporation (the “Common Share”) and one Common Share purchase warrant (each Common Share purchase warrant, a “Warrant”) of the Corporation. Each Warrant shall entitle the holder to acquire one Common Share of the Corporation at an exercise price of \$0.065 per Common Share for a period of thirty-six months from the date of issue.**
- 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 **31,879,270 Units (see above)**
- 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 \$)
British Columbia	11	\$0.05	\$280,000.00
Alberta	3	\$0.05	\$175,000.00
Saskatchewan	1	\$0.05	\$11,400.00
Ontario	2	\$0.05	\$65,000.00
Belize	1	\$0.05	\$150,000.00
United States	12	\$0.05	\$450,563.50
Bermuda	1	\$0.05	\$250,000.00
Brazil	1	\$0.05	\$25,000.00
Hong Kong	1	\$0.05	\$30,000.00
Luxembourg	1	\$0.05	\$100,000.00

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 \$)
Japan	1	\$0.05	\$7,000.00
Belgium	1	\$0.05	\$50,000.00
Total number of Purchasers	36		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$1,593,963.50

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 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)
Running Dog Resources Ltd. 1843 Crescent Road		200,000	\$10,000.00	s.2.3 of NI 45-106	2015-12-11

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)
Victoria, BC V8S 2G7 778-433-9647					
Pathfinder Asset Management Limited 1320 - 885 West Georgia St. Vancouver, BC V6C 3E8 604-682-7312	R	1,300,000	\$65,000.00	s.2.3 of NI 45-106	2015-12-11
Pathfinder Asset Management Limited 1320 - 885 West Georgia St. Vancouver, BC V6C 3E8 604-682-7312	R	700,000	\$35,000.00	s.2.3 of NI 45-106	2015-12-11
Joma Enterprises Ltd. 706 Columbia St. Abbotsford, BC V2T 5X6 604-859-0027		500,000	\$25,000.00	s.2.3 of NI 45-106	2015-12-11
Klassic-Fore Investments Inc. 42805 Janzen Rd. Chilliwack, BC V2R 4K4 604-793-7416		500,000	\$25,000.00	s.2.3 of NI 45-106	2015-12-11
Sailaway Holdings Ltd. 1860 Orchard Way West Vancouver, BC V7V 4G2 604-913-6751		500,000	\$25,000.00	s.2.3 of NI 45-106	2015-12-11
Palisade Capital Corp. 1 1/2 Miles Northern Highway, Office 101 Belize City, Belize 301-744-8744		3,000,000	\$150,000.00	s.2.3 of NI 45-106	2015-12-11
Nakeeta LP 5001 Woodway Dr. 1704 Houston, TX 77056-1701 USA 832-752-1956		500,000	\$25,000.00	s.2.3 of NI 45-106	2015-12-11
John G. Brant APC MPP Plan PO Box 46063 Denver, CO 80201-6063 USA 303-292-9224 x29		500,000	\$25,000.00	s.2.3 of NI 45-106	2015-12-11
Office Environment & Services PSP 1524 San Marco Blvd.		450,000	\$22,500.00	s.2.3 of NI 45-106	2015-12-11

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)
Jacksonville, FL 32207-2906 USA 904-398-9761					
Radiant Value Partners LP 205 E 42nd St., 20th Floor New York, NY 10017 USA 646-462-9018		2,500,000	\$125,000.00	s.2.3 of NI 45-106	2015-12-11
Jeff & Kimberly Phillips Living Trust UAD 1/31/06 145 S Granados Ave Solana Beach, CA 92075 USA 858-481-4231		3,000,000	\$150,000.00	s.2.3 of NI 45-106	2015-12-11
Birch Living Trust UAD 10/25/02 11956 Bernardo Plaza Dr., #505 San Diego, CA 92128 USA 760-746-7276		200,000	\$10,000.00	s.2.3 of NI 45-106	2015-12-11
AP Direct LLC P.O. Box 357 New York, NY 10150 USA 646-623-7736		652,550	\$32,627.50	s.2.3 of NI 45-106	2015-12-11
Malibrigo Ltd. Continental Bldg 25 Church St 3rd Floor Hamilton HM12, Bermuda 441-295-7793		5,000,000	\$250,000.00	s.2.3 of NI 45-106	2015-12-11
Aeternus Holdings Limited Unit 1411, 14/F Lippo Sun Plaza 28 Canton Rd., Tsim Sha Tsui Kowloon, Hong Kong +66-818662071		600,000	\$30,000.00	s.3.1 of ASC Rule 72-501	2015-12-11
Bikbergen Sàrl 1, boulevard de la Foire L-1528, Luxembourg +352 26868790		2,000,000	\$100,000.00	s.3.1 of ASC Rule 72-501	2015-12-11

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)	
Haywood Securities Inc. 700 - 200 Burrard Street Vancouver, BC V6C 3L6	R	\$2,500	50,000 Finder's Warrants	n/a	s.2.3 of NI 45-106 2015-12-11	\$2,500
PI Financial Corp. 666 Burrard Street, 19th Floor Vancouver, BC V6C 3N1	R	\$6,700	134,000 Finder's Warrants	n/a	s.2.3 of NI 45-106 2015-12-11	\$6,700
Raymond James Ltd. 2100-925 West Georgia Street Vancouver, BC V6C 3L2	R	\$20,000	400,000 Finder's Warrants	n/a	s.2.3 of NI 45-106 2015-12-11	\$20,000

Note:

(1) Each Finder's Warrant entitles the holder to acquire one Common Share of the Corporation at an exercise price of \$0.065 per Common Share for a period of thirty-six months from the date of issue.

Certificate

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

Date: December 15, 2015

SYNODON INC.

Name of issuer (please print)

Deborah Rodrigo, Chief Financial Officer, 780-468-9568

Print name, title and telephone number of person signing

"Deborah Rodrigo"

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