

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;
Zootly, LLC
- the issuer's website address; and
www.zootly.com
- the address, telephone number and email address of the issuer's head office.
214 West 29th Street, 17th Floor
New York City, NY
United States 10001
Tel: 212-947-3343
E-mail: george.colwell@zootly.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 issuer is not a reporting issuer in any province or territory of Canada.

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 | Mining |
| ☐ Financial Services | ☐ exploration/development |
| ☐ investment companies and funds | ☐ production |
| ☐ mortgage investment companies | ☐ Oil and gas |
| ☐ securitized products issuers | ☐ Real estate |
| ☐ Forestry | ☐ Utilities |
| ☒ Hi-tech | ☐ Other (describe) |
| ☐ 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 \$)
Blur Limited (St. Helier, Bailiwick of Jersey, Channel Islands)	Insider of the Issuer	508,334 common units representing Class A Membership Interests	\$725,234.20
Paul Anthony Nash Grouville, Jersey	Senior Manager of Viscorp Services Limited and Visdirect Services Limited (each company, an insider of Blurr Limited)	Nil	Nil

Gemma Louise Voisin St. Ouen, Jersey	Director of Viscorp Services Limited and Visdirect Services Limited (each company, an insider of Blurr Limited)	Nil	Nil
Simon Owen Morgan St. Saviour, Jersey	Director of Viscorp Services Limited and Visdirect Services Limited (each company, an insider of Blurr Limited)	Nil	Nil
Peter Howard Gaskell St. Saviour, Jersey	Director of Viscorp Services Limited and Visdirect Services Limited (each company, an insider of Blurr Limited)	Nil	Nil
Karin Louise Lynch Grouville, Jersey	Senior Manager of Viscorp Services Limited and Visdirect Services Limited (each company, an insider of Blurr Limited)	Nil	Nil
Sharon Jennifer Bisson St. Helier, Jersey	Manager of Viscorp Services Limited (an insider of Blurr Limited)	Nil	Nil
Karen Joy Hassett St. Saviour, Jersey	Manager of Viscorp Services Limited (an insider of Blurr Limited)	Nil	Nil
Paul Antony Le Marquand Trinity, Jersey	Director of Viscorp Services Limited and Visdirect Services Limited (each company, an insider of Blurr Limited)	Nil	Nil
Robert James Lucas St. Helier, Jersey	Director of Visdirect Services Limited (an insider of Blurr Limited)	Nil	Nil
Ralf Michael Capraro St. Clement, Jersey	Director of Visdirect Services Limited (an insider of Blurr Limited)	Nil	Nil
Christopher Bowden St. Saviour, Jersey	Manager of Viscorp Services Limited (an insider of Blurr Limited)	Nil	Nil

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 21, 2015.

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

Common units representing Class A Membership Interests

- 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

A total of 456,029 common units were subscribed for. The common units subscribed for (the **Purchased Units**) entitle holders to Class A Membership Interests in the Issuer (the **Common Units**). The Purchased Units were acquired at a subscription price of US\$1.02 per Purchased Unit (CDN\$1.42698 based on the December 21, 2015 Bank of Canada noon exchange rate of 1.3990).

- 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.

Not applicable.

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 \$) ^{1,2}	Total dollar value raised from purchasers in the jurisdiction (Canadian \$) ²
Ontario	5	\$1.42698 (US\$1.02)	\$226,889.82 (US\$162,180)
British Columbia	4	\$1.42698 (US\$1.02)	\$318,930.03 (US\$227,970)
United States	1	\$1.42698 (US\$1.02)	\$104,925 (US\$75,000)
Total number of Purchasers	10		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$650,744.85 (US\$465,150.00)

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

Note 2: US dollar values have been converted using the Bank of Canada noon exchange rates of 1.3990, as at December 21, 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 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 \$) ¹	Exemption relied on	Date of distribution (yyyy-mm-dd)
RGDRX Holdings Inc. 2200-609 Granville Street Vancouver, BC V74 1H2 (416) 867-6146	n/a	50,000 Units	\$71,349 (US\$51,000)	Section 2.3 of NI 45-106	2015-12-21
Fortius Research and Trading Corp. 3006-2045 Lakeshore Blvd. West Toronto, Ontario M8V 2Z6 Tel: (416) 720-4360	n/a	10,000 Units	\$14,269.80 (US\$10,200)	Section 2.3 of NI 45-106	2015-12-21
7806221 Canada Inc. 71 Clariton Cres. Toronto, Ontario M6N 2M7 Tel: (416) 835-7683	n/a	10,000 Units	\$14,269.80 (US\$10,200)	Section 2.3 of NI 45-106	2015-12-21
Sanctum Sanctorum 145 King Street West, Suite 500 Toronto, Ontario M5H 1J8 Tel: (416) 835-7683	n/a	100,000 Units	\$142,698 (US\$102,000)	Section 2.3 of NI 45-106	2015-12-21

¹ US dollar values have been converted using the Bank of Canada noon exchange rates of 1.3990, as at December 21, 2015.

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 \$) ²	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)	
Bellotti Capital Partners Inc. 9 Temperance Street, 4th Floor, Toronto, ON M5H 1Y6	R	\$37,434.72 ³ (US\$26,758.20)	26,357 broker warrants ⁴	\$1.42 (US\$1.02)	Section 2.3 of NI 45-106 2015-12-21	\$37,434.72 (US\$26,758.20)

² US dollar values have been converted using the Bank of Canada noon exchange rates of 1.3990, as at December 21, 2015.

³ Bellotti Capital Partners Inc. received a cash commission of US\$26,758.20 (CAD\$37,434.72, converted herein for the purpose of this form from US\$ to CAD\$ using the Bank of Canada noon exchange rates of 1.3990, as at December 21, 2015).

⁴ The above noted broker warrants acquired by Bellotti Capital Partners Inc. are exercisable into one Class A Unit for a period of 24 months following the listing of the Issuer on a recognized exchange, issuable on the closing of the last financing of the offering, at an exercise price of CDN\$1.42 (being US\$1.02 pursuant to the above noted exchange rate) per Class A Unit for a total value of CDN\$37,427.02 (CDN\$1.42 x 26,357).

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 \$) ²	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)	
First Republic Capital Corporation 411 Cranbrooke Avenue Toronto, Ontario M5M 1N4	R	\$7,941.14 ⁵ (US\$5,676.30)	5,565 broker warrants ⁶	\$1.42 (US\$1.02)	Section 2.3 of NI 45-106 2015-12-21	\$7,941.14 (US\$5,676.30)

⁵ First Republic Capital Corporation received a cash commission of US\$5,676.30 (CAD\$7,941.14, converted herein for the purpose of this form from US\$ to CAD\$ using the Bank of Canada noon exchange rates of 1.3990, as at December 21, 2015).

⁶ The above noted broker warrants acquired by First Republic Capital Corporation are exercisable into one Class A Unit for a period of 24 months following the listing of the Issuer on a recognized exchange, issuable on the closing of the last financing of the offering, at an exercise price of CDN\$1.42 (being US\$1.02 pursuant to the above noted exchange rate) per Class A Unit for a total value of CDN\$7,902.30 (CDN\$1.42 x 5,565).

Certificate

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

Date: January 13, 2016

Zootly, LLC

Name of issuer (please print)

George Colwell, Manager 647-551-8394

Print name, title and telephone number of person signing

"George Colwell"

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