

**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.

**Vanrocco Financial Inc.**  
**1288 Steeple Drive**  
**Coquitlam, B.C. V3E 1K2**  
**Tel: (604) 786-7774**

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 A REPORTING ISSUER IN BRITISH COLUMBIA, ALBERTA & ONTARIO***

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"/> Forestry                       | <input type="checkbox"/> Real estate                 |
| <input type="checkbox"/> Hi-tech                        | <input type="checkbox"/> Utilities                   |
| <input type="checkbox"/> Industrial                     | <input checked="" type="checkbox"/> Other (describe) |
|   | <u>Capital Pool Company</u>                          |

**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 \$)

**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;
- 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.

**Non Brokered Private Placement:**

***4,249,243 units (the "Units") of the Company at a price of \$0.15 per Unit for gross proceeds of \$637,386.45. Each Unit will be comprised of one common share and one common share purchase warrant, with each warrant entitling the holder to purchase an additional common share for a period of two years at an exercise price of \$0.25 per share. The warrants are subject to a 30-day forced exercise provision if the Company's shares trade on a recognized stock exchange at a closing price of greater than \$0.50 per share for at least ten consecutive trading days.***

**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 \$)
British Columbia, Canada	20	\$0.15 per Unit	\$241,836.45
Manitoba, Canada	10	\$0.15 per Unit	\$136,050
Ontario, Canada	1	\$0.15 per Unit	\$15,000
United Arab Emirate	1	\$0.15 per Unit	\$30,000
Panama	1	\$0.15 per Unit	\$45,000
Cyprus	1	\$0.15 per Unit	\$165,000
United States of America	1	\$0.15 per Unit	\$4,500
Total number of Purchasers	35		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$ 637,386.45

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 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)
<i>Dr. Kenneth Atkinson Inc., 410-301 Columbia Street East, New Westminster, BC, V3L 3W5 604-525-0155</i>	n/a	100,000 Units <sup>(1)</sup>	\$15,000	2.3 of NI 45-106	2015-08-21
<i>911Metallurgy Corp., 20-2020 Robson Place, Kamloops, BC, V2E 2N2 303-872-0448</i>	n/a	100,000 Units <sup>(1)</sup>	\$15,000	2.3 of NI 45-106	2015-08-21

<i>K B P Investments Ltd., 24 Vanderbilt Drive, Winnipeg, MB, R3Y 1M8 204-295-3170</i>	n/a	100,000 Units <sup>(1)</sup>	\$15,000	2.3 of NI 45-106	2015-08-21
<i>Secret Cove Management Ltd., 5385 Sans Souci Road, Halfmoon Bay, BC, V0N 1Y2 604-830-4458</i>	n/a	60,000 Units <sup>(1)</sup>	\$9,000	2.5 of NI 45-106	2015-08-21
<i>Marksman Geological Ltd., 1550 Palmerston Avenue, West Vancouver, BC, V7V 4R1 604-312-1964</i>	n/a	100,000 Units <sup>(1)</sup>	\$15,000	2.3 of NI 45-106	2015-08-21
<i>Tradex Capital Corp., 888 Dunsmuir Street, Suite 1100, Vancouver, BC, V6C 3K4 604-722-5656</i>	n/a	200,000 Units <sup>(1)</sup>	\$30,000	2.3 of NI 45-106	2015-08-21

<sup>(1)</sup> Each Unit at \$0.15 per Unit consisting of one common share and one share purchase warrant entitling the holder to purchase one common share for a period of two years at an exercise price of \$0.25 per warrant share until the close of business on August 21, 2017.

## 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	Compensation paid or to be paid (cash and/or securities)		
		Cash	Securities	Total dollar

	ed is an insider (I) of the issuer or a registrant (R)	(Canadian \$)	Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	value of compensation (Canadian \$)
<i>Canaccord Genuity Corp., 2200-609 Granville Street, Vancouver, BC, V7Y 1H2</i>	R	\$9,708.65	64,724 Common Share Purchase Warrants <sup>(1)</sup>	n/a	<i>2.3 of NI 45- 106 2015-08-21</i>	\$9,708.65
<i>PI Financial Corp., 1900- 666 Burrard Street, Vancouver, BC, V6C 3N1</i>	R	\$1,500	10,000 Common Share Purchase Warrants <sup>(1)</sup>	n/a	<i>2.3 of NI 45- 106 2015-08-21</i>	\$1,500
<i>Ron Shenton, 1100 Matuka Drive, Nanoose Bay, BC, V9P 9L3</i>	n/a	\$18,000	n/a	n/a	<i>n/a</i>	\$18,000
<i>Dragon Capital Corp., 35 New Road, PO Box 1846, Belize City, Belize</i>	n/a	\$4,500	30,000 Common Share Purchase Warrants <sup>(1)</sup>	n/a	<i>2.3 of NI 45- 106 2015-08-21</i>	\$4,500
<i>John Wiebe, 330 Sage Creek Blvd., Winnipeg, MB, R3X 0H1</i>	n/a	\$15,105	100,700 Common Share Purchase Warrants <sup>(1)</sup>	n/a	<i>2.3 of NI 45- 106 2015-08-21</i>	\$15,105

## Certificate

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

Date: September 4, 2015

Vanrocco Financial Inc.

Name of [issuer/underwriter] (please print)

P. Joseph Meagher, CFO (604) 992-1233

Print name, title and telephone number of person signing

X "P. Joseph Meagher"

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.

**Kelly Pladson, Administrator, (604) 726-6749**

## **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