

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.

Aurora Cannabis Inc.

Website: auroramj.com

1500 - 1199 West Hastings Street, Vancouver, B.C., V6E 3T5

Telephone: 1-844-928-7672 ext. 551

Email: nilda@auroramj.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 a reporting issuer in British Columbia, Alberta, Ontario and Quebec.

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

☐ securitized products issuers

☐ Forestry

☐ Hi-tech

☐ Industrial

Mining

☐ exploration/development

☐ production

☐ Oil and gas

☐ Real estate

☐ Utilities

☒ Other (describe)

Medical Marijuana

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. **N/A**

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. **N/A**

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.

January 19, 2016

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;
Common Shares and Share Purchase Warrants
- 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

Non-Brokered Private Placement of 5,840,915 units of the Issuer at a price of \$0.53 per unit. Each unit consists of one common share and one share purchase warrant. Each warrant entitles the holder, on exercise, to purchase one additional common share for a period of two years expiring January 19, 2018, at a price of \$0.66 per share.

If 10 consecutive trading days occurring after four months and one day have elapsed following the closing of the Private Placement, the closing sales price of the common shares (or the closing bid, if no sales were reported on a trading day) as quoted on

the Canadian Securities Exchange or such other securities exchange, quotation system or market on which the common shares are listed and where a majority of the trading volume of the common shares occurs) exceeds \$1.25 per share, the Company may accelerate the expiry date of the warrants to the 30th day after the date on which the company gives notice to the warrant holders.

- 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 \$)
Alberta	37	\$0.53	\$2,189,250.80
British Columbia	11	\$0.53	\$318,695.00
Manitoba	2	\$0.53	\$39,998.00
Ontario	2	\$0.53	\$157,316.50
USA	2	\$0.53	\$374,525.00
UK	1	\$0.53	\$15,900.00
Total number of Purchasers	55		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$3,095,685.30

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)
Lenny 170 Holdings Ltd. 931 Canyon Court, Coquitlam, BC V3J 5Y1 Carol Loncaric 604-816-9835	N/A	94,340 common shares and 94,340 warrants	\$50,000.00	National Instrument 45-106 s.2.5(h)	2016-01-19
Twing Holdings Ltd. 10145 – 178 St. NW, Edmonton, AB T5S 1E4 R. Vance Welch 780-930-4121	N/A	200,000 common shares and 200,000 warrants	\$106,000.00	National Instrument 45-106 s.2.5(h)	2016-01-19
James B Metcalfe Holding Company 131 Country Club PL NW, Edmonton, AB T6M 2H7 James B Metcalfe 780-913-5053	N/A	188,680 common shares and 188,680 warrants	\$100,000.00	National Instrument 45-106 s.2.5(d)	2016-01-19
1261468 Alberta Ltd 1423 Woodward Cres NW, Edmonton, AB T6M 0A3 Rakesh Patel 780-908-7620	N/A	200,000 common shares and 200,000 warrants	\$106,000.00	National Instrument 45-106 s.2.3	2016-01-19
Aleurone Capital Ltd 45 Sandstone Rd S., Lethbridge, AB T1K 8C9 Allan Gajdastik 403-634-4277	N/A	10,000 common shares and 10,000 warrants	\$5,300.00	National Instrument 45-106 s.2.3	2016-01-19
661422 BC Ltd 3093 32ND AVE W VANCOUVER, BC V6L	N/A	159,000 common shares and 159,000	\$84,270.00	National Instrument 45-106 s.2.3	2016-01-19

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)
2B9 Dori Ann Stubos 778-891-8055		warrants			
2379388 Ontario Ltd. 23 White Harwood Sevenoaks Kent TN13 1RS UK Dr. M Kalairajah 011-4479-5631-6584	N/A	30,000 common shares and 30,000 warrants	\$15,900.00	National Instrument 45-106 s.2.3	2016-01-19
Navven S. Basappa Professional Corporation 525 Lougheed Ct NW, Edmonton, AB T6R 2T3 Navven S. Basappa 780-993-7335	N/A	75,000 common shares and 75,000 warrants	\$39,750.00	National Instrument 45-106 s.2.3	2016-01-19
J.R. Hambleton Prof. Corp. 816 Burley Close, Edmonton, AB T6R 1X1 Jason R. Hambleton 780-974-0131	N/A	300,000 common shares and 300,000 warrants	\$159,000.00	National Instrument 45-106 s.2.10	2016-01-19
Medical Investment Fund A Limited Partnership 11717-78 Street, Edmonton, AB T5B 2J2 Jonathan Sharun 778-737-5818	N/A	1,381,132 common shares and 1,381,132 warrants	\$732,000.00	National Instrument 45-106 s.2.10	2016-01-19
2437315 Ontario Inc. 209-676 Richmond St W, Toronto, ON M6J 1C3 Dale Morgan 416-402-6269	N/A	272,323 common shares and 272,323 warrants	\$144,331.50	National Instrument 45-106 s.2.3	2016-01-19
1352774 Alberta Inc. 508-14032 23 Ave NW, Edmonton, AB T6R 3L6 Fred Saab 780-722-5544	N/A	188,679 common shares and 188,679 warrants	\$100,000.00	National Instrument 45-106 s.2.5(h)	2016-01-19
Sutton Ventures Ltd. 44486 Monte Vista Dr., Chilliwack, BC V2R 5T2 Brayden Sutton 604-997-9007	N/A	37,736 common shares and 37,736 warrants	\$20,000.00	National Instrument 45-106 s.2.5(h)	2016-01-19

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)
	TOTAL	3,136,890 common shares and 3,136,890 warrants	\$1,662,551.50		

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)	
Canaccord Genuity Corp. Suite 2200, Vancouver BC, V7Y 1H2 Contact person: Kent Robertson (604) 643-7624	R	\$17,755.00	33,500 warrants ⁽¹⁾	N/A	National Instrument 45-106 s.2.3; 2016-1-19	\$17,755.00

Mackie Research Capital Corporation 1920 – 1075 W. Georgia St. Vancouver, BC V6E 3C9 Contact: Irene Reichenauer 778-373-4124	R	\$265.00	500 warrants ⁽²⁾	N/A	National Instrument 45-106 s.2.3; 2016-1-19	\$265.00
Industrial Alliance Securities Inc. 900 - 26 Wellington St. E. Toronto, ON M5E 1S2 Contact: Laura Cristello 416-864-2695	R	\$14,055.60	26,520 warrants ⁽¹⁾	N/A	National Instrument 45-106 s.2.3; 2016-1-19	\$14,055.60
Finley Mah 14711 40 Ave NW, Edmonton, AB T6R 1N1 780-445-4178	N/A	\$14,389.50	N/A	N/A	N/A	\$14,389.50
John Dover 4219-147 Street NW Edmonton, AB T6H 5V6 780-934-5427	N/A	\$4,000.00	N/A	N/A	N/A	\$4,000.00
Gord Gent 10145 - 178 Street, Edmonton, AB T5S 1E4 780-446-0061	N/A	\$18,726.25	N/A	N/A	N/A	\$18,726.25
Corbin Dowty 4607 - 140 St., Edmonton, AB T6H 4Y9 780-905-1392	N/A	\$46,900.00	N/A	N/A	N/A	\$46,900.00
CIBC Wood Gundy 22 Front Street W, 4 th floor Toronto, ON M5J 2W5 Contact: Greg Bealer 780-970-3789	R	\$1,987.50	N/A	N/A	N/A	\$1,987.50

William Rosychuk 9 Kingsway Drive, St. Albert, AB T8N 6S8 780-498-5064	N/A	\$1,060.00	N/A	N/A	N/A	\$1,060.00
Ty Sanders #40 Hamilton Crescent, St. Albert, AB T8N 6R9 780-554-4722	N/A	\$2,500.00	N/A	N/A	N/A	\$2,500.00
Scott Dowty 6753 Chisholm Drive Duncan, BC V9L 5X3 702-817-2214	N/A	\$7,216.58	N/A	N/A	N/A	\$7,216.58
Owen Vos 140-162 Ave. NE Edmonton, AB T5Y 3K6 780-994-0444	N/A	\$5,000.00	N/A	N/A	N/A	\$5,000.00
	Total	\$133,855.43				\$133,855.43

- (1) Each warrant entitles the holder, on exercise, to purchase one additional common share of the Company for a period of two years expiring January 19, 2018, at a price of \$0.53 per share.
- (2) Each warrant entitles the holder, on exercise, to purchase one additional common share of the Company for a period of two years expiring January 19, 2018, at a price of \$0.66 per share

Certificate

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

Date: January 26, 2016

Aurora Cannabis Inc.

Name of [issuer/underwriter] (please print)

Nilda Rivera, Secretary, 1 (844) 928 7672 ext. 551

Print name, title and telephone number of person signing

"Nilda Rivera"

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

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