

(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:

- **Global Gardens Group Inc. (the “Issuer”)**
Suite 130, 10691 Shellbridge Way
Richmond, BC V6X 2W8
Tel: 604.295.7075
Fax: 1.866.279.8218

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 jurisdiction.**

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 |
| <input type="checkbox"/> 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 checked="" type="checkbox"/> Other (describe) |
| <input type="checkbox"/> Industrial | <u>Non Dairy Food Products</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 \$) |
| Robert Harrison Mississauga, Ontario Canada | Director, President and CEO | 800,000 common shares 759,375 common shares (indirectly) 360,000 options ⁽¹⁾ | \$178,205 |
| Robert Somers Vancouver, British Columbia Canada | Director, VP Distribution & Logistics | 347,500 common shares 250,000 options ⁽¹⁾ | \$77,500 |
| Manfred Vollmer Vancouver, British Columbia Canada | Director | Nil | N/A |
| Brian Isherwood Vancouver, British Columbia Canada | Director | 3,278,838 common shares 1,528,838 warrants ⁽²⁾ | \$731,080 |
| Wade Bayne Cloverdale, British Columbia Canada | VP Marketing | 816,000 common shares 250,000 options ⁽¹⁾ | \$104,040 |
| Paul Lott Mississauga, Ontario Canada | CFO | 487,500 common shares (indirectly) 150,000 options ⁽¹⁾ | \$111,250 |
| Geoff Acheson Ajax, Ontario Canada | VP Business Development | 597,500 common shares (indirectly) 250,000 options ⁽¹⁾ (indirectly) | \$140,000 |
| Foodsteps International Inc. Vancouver, British Columbia Canada | Over 10% holder | 5,000,000 common shares | \$500 |

(1) The options are exercisable at \$0.25 per common share until January 2, 2018.

- (2) The warrant terms are as follows: 200,000 warrants exercisable at \$0.35 per common share until November 21, 2015, 100,000 warrants exercisable at \$0.35 per common share until April 12, 2016, 100,000 warrants exercisable at \$0.35 per common share until May 23, 2016, 1,128,838 warrants exercisable at \$0.35 per common share until the date that is three years from the date the common shares of Global Gardens Group Acquisition Corp. are listed on the Canadian Securities Exchange.

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.

May 27, 2015

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

Units of the Issuer ("Units").

- 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 2,364,000 Units were issued under a non-brokered private placement. Each Unit is comprised of one common share of the Issuer (a "Share") and one common share purchase warrant of the Issuer (a "Warrant"). Each Warrant entitles the holder to acquire one additional Share (a "Warrant Share") at a price of \$0.40 until May 27, 2020. Should the closing price of the Shares on any stock exchange or quotation system on which the Shares are then listed or quoted is equal to or greater than C\$0.80 for a period of 10 consecutive trading days, the Issuer will have the right to accelerate the expiry of the Warrants by giving notice to the holders of the Warrants by news release or other form of notice permitted hereunder that the Warrants will expire at 4:30 p.m. (Vancouver time) on a date that is not less than 10 days from the date notice is given.

- 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.

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 | 29 | \$0.25 per Unit | \$326,500 |
| Alberta | 5 | \$0.25 per Unit | \$110,000 |
| Ontario | 7 | \$0.25 per Unit | \$154,500 |
| Total number of Purchasers | 41 | | |
| Total dollar value of distribution in all jurisdictions (Canadian \$) | | | \$591,000.00 |

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) |
| 0899014 B.C. Ltd. Suite 500, 666 Burrard Street Vancouver, British Columbia V6C 3P6 Tel. #778.838.6264 Attn: Manny Padma | N/A | 120,000 Units | \$30,000 | s.2.3 of NI 45-106 | 2015-05-27 |
| Hampton Securities Limited 141 Adelaide St. W. Toronto, Ontario M5H 3L5 Tel. #416.862.8641 Attn: Mark George | N/A | 228,000 Units | \$57,000 | s.2.3 of NI 45-106 | 2015-05-27 |
| 496001 AB Ltd. 53 Ravine Drive Whitecourt, Alberta T7S 1H5 Tel. #780-778-3563 Attn: Adrian Hakowecki | N/A | 80,000 Units | \$20,000 | s.2.3 of NI 45-106 | 2015-05-27 |
| 444175 BC Ltd. 1000 Beckwith Avenue Victoria, British Columbia V8X 3K4 Tel. #250.479.1884 Attn: Ralph Street | N/A | 60,000 Units | \$15,000 | s.2.3 of NI 45-106 | 2015-05-27 |
| Madge Hine Trust 300-1006 Fort Street Victoria, British Columbia V8V 3K4 Tel. #250.386.3389 Attn: Clifford E. Horwood | N/A | 40,000 Units | \$10,000 | s.2.3 of NI 45-106 | 2015-05-27 |
| Clifford E. Horwood Inc. 300-1006 Fort Street Victoria, British Columbia V8V 3K4 Tel. #250.386.3389 Attn: Clifford E. Horwood | N/A | 40,000 Units | \$10,000 | s.2.3 of NI 45-106 | 2015-05-27 |

| 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) |
| Moyen Holdings Ltd. 2845 Heron Street Victoria, British Columbia V8R 6A1 Tel. #250.595.2595 Attn: Archie Campbell | N/A | 60,000 Units | \$15,000 | s.2.3 of NI 45-106 | 2015-05-27 |
| Carson Developments Ltd. 1006 Fort Street, 3 rd Floor Victoria, British Columbia V8V 3K4 Tel. #250.386.5614 Attn: Clifford E. Horwood | N/A | 20,000 Units | \$5,000 | s.2.3 of NI 45-106 | 2015-05-27 |
| Sanctum Sanctorum Inc. 10939 80 Ave Edmonton, Alberta T6G 0P9 Tel.: #780 566 8902 Attn: Fabrice Taylor | N/A | 160,000 Units | \$40,000 | s.2.3 of NI 45-106 | 2015-05-27 |
| Artha Investment Corporation 100 Cheltenham Ave. Toronto, Ontario M4N 1P9 Tel. #: Not Available | N/A | 100,000 Units | \$25,000 | s.2.3 of NI 45-106 | 2015-05-27 |
| TOTALS: | | 908,000 Units | \$227,000.00 | | |

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) | |
| Haywood Securities Inc. 700-200 Burrard Street Vancouver, BC V6C 3L6 | N/A | \$8,400 | 33,600 finder's warrants ⁽¹⁾ | \$0.40 | s. 2.3 of NI 45-106 2015-05-27 | \$8,400 |
| Canaccord Genuity Corp. 2200-609 Granville Street Vancouver, BC V7Y 1H2 | N/A | \$27,120 | 108,480 finder's warrants ⁽¹⁾ | \$0.40 | s. 2.3 of NI 45-106 2015-05-27 | \$27,120 |

(1) Each finder's warrant consists of one transferrable common share purchase warrant (a "Finder's Warrant") entitling the holder, on exercise thereof, to purchase one additional Share at a price of \$0.40 until May 27, 2020, provided that if the closing price of the Shares on any stock exchange or quotation system on which the Shares are then listed or quoted is equal to or greater than C\$0.80 for a period of 10 consecutive trading days, the Issuer will have the right to accelerate the expiry of the Finder's Warrants by giving notice to the holders of the Finder's Warrants by news release or other form of notice permitted hereunder that the Finder's Warrants will expire at 4:30 p.m. (Vancouver time) on a date that is not less than 10 days from the date notice is given.

Certificate

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

Date: June 12, 2015.

Global Gardens Group Inc.

Name of Issuer (please print)

Rob Harrison, President and CEO (604.295.7075)

Print name, title and telephone number of person signing

"Rob Harrison"

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.