

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;

Bonsai Capital Corp.

- the issuer's website address; and

N/A

- the address, telephone number and email address of the issuer's head office.

**Suite 1820, 925 W. Georgia Street
Vancouver, BC V6C 3L2
(604)362.5062
celeblanc@rogers.com**

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.

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.

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 checked="" 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 type="checkbox"/> Other (describe) |

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 \$) |
| Catherine LeBlanc North Delta, Canada | Director & CEO | 3,440,000 | \$17,200 |
| Rakesh Dhir Richmond, Canada | 10% holder | 2,750,000 | \$55,000 |
| Anita Dhir Richmond, Canada | 10% holder | 2,500,000 | \$1,000,000 |

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.

June 1, 2015

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

Units, with each unit consisting of one common share and one-half warrant to purchase one-half common share, with each whole warrant to purchase one common share at a price of \$1.00 per share on or before June 1, 2017

- 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

2,245,000

- 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 | 33 | \$0.40 | \$713,000 |
| Alberta | 1 | \$0.40 | \$40,000 |
| Ontario | 6 | \$0.40 | \$145,000 |
| Total number of Purchasers | 40 | | |
| Total dollar value of distribution in all jurisdictions (Canadian \$) | | | \$898,000 |

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

| 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) |
| Bedrock Capital Corporation 3275 Dickinson Crescent West Vancouver, BC V7V 2L4 Attn: Paul Matysek 604.999.9939 | - | 100,000 Common shares | \$40,000 | NI 45-106 s. 2.3 | 2015-06-01 |
| BEJ Investments Inc. 4250 Nottingham Road North Vancouver, BC V7K 2J3 Attn: Ben Jones 604.345.7437 | - | 6,250 Common shares | \$2,500 | NI 45-106 s. 2.3 | 2015-06-01 |
| Interflight Holdings Limited 10415 – 108 th Avenue Fort St. John, BC V1J 5M8 Attn: Mike Nielsen 250.262.2828 | - | 25,000 Common shares | \$10,000 | NI 45-106 s. 2.3 | 2015-06-01 |
| Kyly Investment Corp. 2 – 1900 Indian River Crescent North Vancouver, BC V7G 2R1 Attn: Allen Morishita 604.805.5033 | - | 50,000 Common shares | \$20,000 | NI 45-106 s. 2.3 | 2015-06-01 |
| Shaynequvest Investments Ltd. 4411 Keith Road West Vancouver, BC V7W 2M3 Attn: Shayne Nyquvest 604.512.9541 | - | 50,000 Common shares | \$20,000 | NI 45-106 s. 2.3 | 2015-06-01 |

| Information about non-individual purchasers | | | | | |
|--|---|-----------------------------|----------|---------------------|------------|
| Sutton Ventures Ltd. 44468 Monte Vista Drive Chilliwack, BC V2R 5T2 Attn: Brayden Sutton 604.997.9007 | - | 15,000 Common shares | \$6,000 | NI 45-106 s. 2.3 | 2015-06-01 |
| Triplet Management Inc. 4750 The Glen West Vancouver, BC V7S 3C3 Attn: Larry Timlick 604.913.0304 | - | 100,000 Common shares | \$40,000 | NI 45-106 s. 2.3 | 2015-06-01 |
| Varshney Capital Corp. 2050 – 1055 W. Georgia St. Vancouver, BC V6E 3P3 Attn: Peeyush Varshney 604.684.2181 | - | 25,000 Common shares | \$10,000 | NI 45-106 s. 2.3 | 2015-06-01 |
| World Family Legacies Corp. 4127 Russell Court North Vancouver, BC V7G 2L9 Attn: Bradley Aelicks 604.929.4811 | - | 100,000 Common shares | \$40,000 | NI 45-106 s. 2.3 | 2015-06-01 |

Commissions and finder's fees

Item 9: Commissions and finder's fees

| 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) | |
| Jordan Capital Markets Inc. 1920 – 1075 W. Georgia Street Vancouver, BC V6E 3C9 | R | \$62,860 | 157,150 Common shares | \$0.40 | NI 45-106 s. 2.3 2015-06-01 | \$125,720 |

Certificate

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

Date: **June 10, 2015**

Bonsai Capital Corp.

Name of issuer (please print)

Catherine LeBlanc, Chief Executive Officer, 604.362.5062

Print name, title and telephone number of person signing

"Catherine LeBlanc"

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