

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

Rifco National Auto Finance Corporation (the "Corporation")
Suite 500, Central Block
5000 Gaetz Avenue
Red Deer, AB T4N 6C2
Phone: 1-888-303-2001

Item 2: Reporting issuer status

The Corporation is not a reporting issuer.

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box below.

- | | |
|---|--|
| <input type="checkbox"/> Bio-tech | <input type="checkbox"/> 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"/> 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>Financing Company</u> |

Item 4: Insiders and promoters of non-reporting issuers

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 \$)
William Graham Alberta, Canada	Director and Officer	Nil	Nil
Lance Kadatz Alberta, Canada	Director and Officer	Nil	Nil

Details of distribution

Item 5: Distribution date

October 1, 2015

Item 6: Number and type of securities

The Corporation issued twelve (12) unsecured non-convertible debentures in the aggregate principal amount of \$890,000 having an interest rate of 8.00% per annum payable at the rate of 0.64% per month with a maturity date of October 1, 2018.

All of the Debentures issued under the Offering were issued pursuant to exemptions under sections 2.3 and 2.5 of National Instrument 45-106 ("NI 45-106").

Item 7: Geographical information about purchasers

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 \$)
AB	11	N/A	\$820,000
BC	1	N/A	\$70,000
Total number of Purchasers	12		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$890,000

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)
878914 Alberta Ltd. 42 Alexander Crescent Red Deer, AB T4R 2X2 Alice Stepanik (403) 347-1525	N/A	36 month Debenture in the invested amount of \$50,000	\$50,000	s 2.3 of NI 45-106	2015/10/01
940707 Alberta Ltd. 143 Alexander Crescent Red Deer, AB T4R 2R7 Bill Wilkening (403) 346-1857	N/A	36 month Debenture in the invested amount of \$250,000	\$250,000	s 2.3 of NI 45-106	2015/10/01

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)
Kiononia Christian School 6014 - 57 th Avenue Red Deer, AB T4N 4S9 Vern Rand 403-346-1818	N/A	36 month Debenture in the invested amount of \$100,000	\$100,000	s 2.3 of NI 45-106	2015/10/01
Que-Four Investments Ltd. 30 - 32 Dowler Street Red Deer, AB T4R 3A1 Douglas Quartly, President 403-391-3487	N/A	36 month Debenture in the invested amount of \$90,000	\$90,000	s 2.3 of NI 45-106	2015/10/01

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)	
N/A						

Certificate

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

Date: October 15, 2015

Rifco National Auto Finance Corporation

Name of Issuer (please print)

Lance Kadatz, Vice-President and CFO 1-888-303-2001

Print name, title and telephone number of person signing

"Lance Kadatz"

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.

N/A

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