

**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.

**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 e-mail address of the issuer's head office.

Name of Issuer:	<b>EIGHT SOLUTIONS INC.</b>
Website Address:	<b>N/A</b>
Head Office Address:	<b>Suite 100 – 138 East 7th Avenue Vancouver, BC V5T 1M6</b>
Telephone Number:	<b>604-669-8885</b>
E-mail Address:	<b>rory@eightsolutions.com</b>

B. If an underwriter is completing this report, state the following:

- the full name of the underwriter;
- the underwriter's website address;
- the address, telephone number and e-mail address of the underwriter's head office.

Name of Underwriter:	<b>N/A</b>
Website Address:	<b>N/A</b>
Address:	<b>N/A</b>
Telephone Number:	<b>N/A</b>
E-mail Address:	<b>N/A</b>

## 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 and 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.

**N/A**

## 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"/> securitized products issuers   | <input type="checkbox"/> Real estate             |
| <input type="checkbox"/> Forestry                       | <input type="checkbox"/> Utilities               |
| <input checked="" type="checkbox"/> Hi-tech             | <input type="checkbox"/> Other (describe)        |
| <input type="checkbox"/> Industrial                     | _____  |

## 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 \$)
N/A			

## Details of distribution

### Item 5: Distribution date

State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

**August 27, 2015**

### Item 6: Number and type of securities

For each security distributed:

- (a) describe the type of security,

**Units.**

- (b) 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

**1,894,000 Units. Each Unit consists of one common share of the Issuer and one common share purchase warrant, which will entitle the holder to acquire one common share at a price of \$0.60 per common share for a period of 24 months from closing.**

- (c) 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 \$) <sup>(1)</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	26	\$0.50	\$580,000
Ontario	4	\$0.50	\$367,000
Total number of Purchasers	<b>30</b>		
Total dollar value of distribution in all jurisdictions (Canadian \$)			<b>\$947,000</b>

**Notes:**

- (1) If securities are issued at different prices, list the highest and lowest price 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)
Andrew S. Hamilton Financial Services Inc. 1200 – 1111 West Georgia Street Vancouver, BC V6E 4M3 Contact: Andrew Hamilton Telephone: 604.685.6521		12,000 common shares and 12,000 warrants	\$6,000	Section 2.3 of NI 45-106	2015-08-27
Dr. B.A. Fritz Medical Services Inc. 5A - 1596 - 14th Avenue West Vancouver, BC V6J 2H9 Contact: Bradley Fritz Telephone: 604.377.5354		50,000 common shares and 50,000 warrants	\$25,000	Section 2.3 of NI 45-106	2015-08-27
Melmatt Enterprises Ltd. 2650 - 650 West Georgia Street Vancouver, BC V6B 4N8 Contact: Kingsley Noel Telephone: 604.661.7157		40,000 common shares and 40,000 warrants	\$20,000	Section 2.3 of NI 45-106	2015-08-27

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)
0806688 B.C. Ltd. 1705 - 6888 Station Hill Drive Burnaby, BC V3N 4X5 Contact: Drew Henni Telephone: 604.551.0943		20,000 common shares and 20,000 warrants	\$10,000	Section 2.3 of NI 45-106	2015-08-27
Banjar Investment Co. Ltd. 1205 Hunter Road Delta, BC V4L 1Y9 Contact: Fred Culbert Telephone: 604.762.0889		20,000 common shares and 20,000 warrants	\$10,000	Section 2.3 of NI 45-106	2015-08-27
Marquest Small/Mid Cap Fund 4420 -161 Bay Street Toronto ON, M5J 2S1 Contact: Gerry Brockelsby Telephone: 416.777.7353		265,300 common shares and 265,300 warrants	\$132,650	Section 2.3 of NI 45-106	2015-08-27
Marquest Small Companies Fund 4420 -161 Bay Street Toronto ON, M5J 2S1 Contact: Gerry Brockelsby Telephone: 416.777.7353		134,700 common shares and 134,700 warrants	\$67,350	Section 2.3 of NI 45-106	2015-08-27
<b>Total</b>		<b>542,000 common shares and 542,000 warrants</b>	<b>\$271,000</b>		

## 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)	
Cantor Fitzgerald Canada Corporation 181 University Avenue Suite 1500 Toronto, ON M5H 3M7	R	\$55,790	111,580 broker compensation option <sup>(1)</sup>	\$0.50 per compensation option <sup>(1)</sup>	Section 2.3 of NI 45-106 2015-08-27	\$55,790
Richardson GMP Limited 550 Burrard Street, Suite 500, Vancouver, BC V6C 2B5	R	Nil	41,790 broker compensation option <sup>(1)</sup>	\$0.50 per compensation option <sup>(1)</sup>	Section 2.3 of NI 45-106 2015-08-27	Nil

**Notes:**

- <sup>(1)</sup> Each compensation option entitles the holder to purchase one compensation unit of the Issuer at an exercise price of \$0.50 per compensation unit. Each compensation unit consists of one common share and one common share purchase warrant (each, a "Compensation Unit Warrant"). Each Compensation Unit Warrant entitles the holder to acquire one additional common share of the Issuer at a price of \$0.60 per share until August 27, 2017.

**Certificate**

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

Date: September 4, 2015

**Eight Solutions Inc.**

Name of Issuer (please print)

Andrew Chan, CFO 604-669-8885

Print name, title and telephone number of person signing

"Andrew Chan"

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  
Facsimile: (604) 899-6581

**Guidance for completing and filing Form 45-106F6**

1. **Required form in British Columbia** - In British Columbia, file this report and the applicable fee using BCSC e-services in accordance with British Columbia Instrument 13-502 Electronic filing of reports of exempt distribution. If the distribution occurs in British Columbia and one or more other jurisdictions, the issuer is required to file this report in British Columbia and file Form 45-106F1 in the other applicable jurisdictions.

2. **What is a distribution?** - In British Columbia, "distribution" includes distributions made from British Columbia to purchasers resident in other Canadian or foreign jurisdictions if the issuer has a significant connection to British Columbia. If the issuer has a significant connection to British Columbia, complete the tables in item 8 and Schedules I and II for all purchasers.

In British Columbia, "distribution" also includes distributions made from another Canadian or foreign jurisdiction to purchasers resident in British Columbia. If the issuer is from another Canadian or foreign jurisdiction, complete the tables in item 8 and Schedules I and II only for purchasers resident in British Columbia.

3. **What is a purchaser?** - References to a purchaser in this report are to the beneficial owner of the securities.

4. **What is an individual?** - An individual is a natural person. A corporation, partnership, party, trust, fund, association, and any other organized group of persons is not an individual.

5. **Space in tables** - If the space provided in any table in this Form is insufficient, please adjust the table to include additional space.

6. **Multiple distributions** - One report may be used for multiple distributions occurring within 10 days of each other if the report is filed on or before the 10th day following the first of such distributions.

7. **Fees** - In order to determine the applicable fee, consult Fee Checklist British Columbia Form 11-901F (item # 16).