

**Form 45-106F1
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 Information

1. State the full name of the issuer of the security distributed and the address and telephone number of its head office. If the issuer of the security distributed is an investment fund, state the name of the fund as the issuer, and provide the full name of the manager of the investment fund and the address and telephone number of the head office of the manager. Include the former name of the issuer if its name has changed since last report. If an underwriter is completing the form, also state the full name of the underwriter and the address and telephone number of the head office of the underwriter.

ORTHO REGENERATIVE TECHNOLOGIES INC.
16667 boul. Hymus
Kirkland, Québec
H9H 4R9
Canada

Tel.: 514 694-0150

2. 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 yet a reporting issuer however it has filed a preliminary prospectus for which it has received a preliminary receipt.

3. Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed below.

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

Details of distribution

4. Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report.

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

January 29, 2016

6. For each security distributed:

describe the type of security;

Units composed of 1 Class A common share and one-half Common Share purchase warrant.

- (a) 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

1,300,000 Units at \$0.50 per share. Each unit composed of 1 Class A common share and one-half Common Share purchase warrant, each full warrant entitling its holder to purchase one common share at a purchase price of \$0.70 per common share for a period of twenty-four months from the distribution date.

- (b) state the exemption(s) relied on.

Accredited investor under Section 2.3 of National Instrument 45-106

7. Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 8, below.

Each Jurisdiction where Purchasers Reside	Number of Purchasers	Price per Security (Canadian \$)	Total Dollar Value raised from Purchasers in the Jurisdiction (Canadian \$)
Québec	4	\$0.50	\$400,000
Ontario	1	\$0.50	\$250,000
Total Number of Purchasers	5		
Total Dollar Value of Distribution in all Jurisdictions (Canadian \$)			\$650,000

**Note: The purchaser purchased an interest based on the percentage of committed capital to the Issuer.*

Note: If securities are issued at different prices list the highest and lowest price the securities were sold for.

Commissions and finder's fees

8. 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 payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

If the securities being issued as compensation are or include convertible securities, such as warrants or options, please 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	Compensation Paid or to be Paid (Cash and/or Securities)				
	Cash	Number and Type of Securities Issued	Price per Security	Exemption Relied on and Date of Distribution	Total Dollar Value of Compensation (Canadian \$)
Tris Coffin 301 Club Marin, #1105 Verdun, PQ H3E 1Z2	\$7,000	n/a	n/a	n/a	\$7,000
Ruslan Gadelia 169 Brittany Ave TMR, PQ H3P 1A	\$7,000	n/a	n/a	n/a	\$7,000

Certificate

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

DATED this 10th day of February, 2016.

ORTHO REGENERATIVE TECHNOLOGIES INC.

Per: Signed "Steve Saviuk"

Name: Steve Saviuk

Phone: 514 694-0150

9. State the name, title and the 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