

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

Calico Resources Corp.

Suite 615 - 800 West Pender Street

Vancouver, B.C., V6C 2V6

Telephone: (604) 681-6855

Email: pjwconsulting@eastlink.ca

Website: <http://www.calicoresources.com>

Item 2: Reporting issuer status

The Issuer is a reporting issuer in British Columbia and Alberta.

Item 3: Issuer's industry

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

- | | |
|---|---|
| <input type="checkbox"/> Bio-tech | Mining |
| Financial Services | <input checked="" 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) |
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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 - The Issuer is a reporting issuer in British Columbia and Alberta			

DETAILS OF DISTRIBUTION**Item 5: Distribution date****May 28, 2015****Item 6: Number and type of securities****25,000,000 Shares****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 \$)
Ontario	7	\$0.08	\$1,550,000.00
U.S.A.	1	\$0.08	\$50,000.00
International	1	\$0.08	\$400,000.00
Total number of Purchasers	9		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$2,000,000.00

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

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)
FCMI Parent Co. Suite 250 - 181 Bay Street Toronto, Ontario, M5J 2T3 PH: (416) 350-2924	I	14,900,000 shares	\$1,192,000.00	NI 45-106 s. 2.10	May 28, 2015
Seabridge Gold Inc. Suite 400 – 106 Front Street Toronto, Ontario, M5A 1E1 PH: (416) 367-9292	I	1,212,500 shares	\$97,000.00	NI 45-106 s. 2.3	May 28, 2015
Barrowfield Enterprises Inc. c/o Dreieck Fiduciaria SA Via Bagutti 5, 6900 Lugano, Switzerland PH: 011-41-91-923-9581	N/A	5,000,000 shares	\$400,000.00	NI 45-106 s. 2.10	May 28, 2015
		21,112,500 shares	\$1,689,000.00		

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	
NONE						

Certificate

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

Date: May 29, 2015

Calico Resources Corp.

Name of issuer (please print)

Pamela White, Corporate Secretary Telephone: (604) 683-7287

Print name, title and telephone number of person signing

"Pamela White"

Signature

Item 10: Contact information

Pamela White, Corporate Secretary, PH: (604) 683-7287
IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.