

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

**High Power Exploration Inc.**

**<http://hpxploration.com/>**

**654-999 Canada Place**

**Vancouver BC V6C 3E1**

**(604) 689-8765**

**penny@ivancorp.net**

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.

**n/a**

**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.

**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.

n/a

### Item 3: Issuer's industry

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

- |   |   |
|---|---|
| <input type="checkbox"/> Bio-tech                       | Mining  |
| <input type="checkbox"/> 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"/> securitized products issuers   | <input type="checkbox"/> Real estate                        |
| <input type="checkbox"/> Forestry                       | <input type="checkbox"/> Utilities                          |
| <input 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 \$)
Robert Martin Friedland, Singapore Republic of Singapore	Director, officer	20,204,834 common shares indirectly beneficially owned	\$13,699,594 (\$9,981,199 US)
Ian Cockerill, Morningside South Africa	Director	0	\$0
Livia Mahler, Vancouver Canada	Director	0	\$0

Ian Rutherford Plimer, Beaumont Australia	Director	0	\$0
Tsang On Yip Patrick, Hong Kong SAR	Director	0	\$0
Zhang Kun, Hong Kong SAR	Director	11,465 common shares held directly	\$28,009 (\$20,408 USD)
Johannes Albertus de Wet, Cloncurry Australia	Officer	0	\$0
Mark Gibson, Vancouver Canada	Officer	200,000 common shares held directly	\$0
I-Pulse Inc., Wilmington USA	More than 10% owner	81,000,500 common shares held directly	\$0
Ivanhoe Industries LLC, Wilmington USA	More than 10% owner	5,607,415 common shares held directly	\$13,699,594 (\$9,981,199 US)
Century Vision Holdings Limited, Road Town British Virgin Islands	More than 10% owner	19,625,953 common shares held directly	\$47,976,592 (\$34,954,604 US)

## 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.

**December 16, 2015**

### Item 6: Number and type of securities

For each security distributed:

- describe the type of security;
- 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
- 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.

**28,089,888 shares of common stock**

**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 \$)
Ireland	7	\$2.44 (\$1.78 US)	\$84,340 (\$61,448 US)
Portugal	1	\$2.44 (\$1.78 US)	\$12,449 (\$9,070 US)
USA	1	\$2.44 (\$1.78 US)	\$13,699,594 (\$9,981,199 US)
France	1	\$2.44 (\$1.78 US)	\$1,026 (\$748 US)
Cayman Islands	1	\$2.44 (\$1.78 US)	\$6,849,796 (\$4,990,599 US)
BVI	2	\$2.44 (\$1.78 US)	\$47,976,592 (\$34,954,604 US)
Total number of Purchasers	13		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$68,627,000 (\$50 million US)

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***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 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.

<b>Information about non-individual purchasers</b>					
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)
<b>Ivanhoe Industries LLC</b> 90 Park Avenue, 18 <sup>th</sup> Fl. New York, NY 10016 Anthony Abbenante (917) 860-2393	I	<b>5,607,415</b>	<b>\$684,980</b> <b>(\$499,060 US)</b>	<b>2.3 of NI</b> <b>45-106</b>	<b>2015-12-16</b>
<b>Century Vision Holdings Limited</b> 32/F New World Tower 16-18 Queen's Road Central Hong Kong SAR Cliff Zhang +852 213 88306	I	<b>19,625,953</b>	<b>\$2,397,429</b> <b>(\$1,746,710 US)</b>	<b>2.3 of NI</b> <b>45-106</b>	<b>2015-12-16</b>
<b>Iridium Opportunity Fund A LP</b> Room 2303, 23/F New World Tower 1 16-18 Queen's Road Central Honk Kong SAR Ivan Lee +852 3468 7658		<b>2,803,708</b>	<b>\$342,490</b> <b>(\$249,530 US)</b>	<b>2.3 of NI</b> <b>45-106</b>	<b>2015-12-16</b>
<b>Precision Global Investments Limited</b> 6E Hilltop, 60 Cloudview Road, North Point Hong Kong SAR Cliff Zhang +852 213		<b>11,465</b>	<b>\$28,009</b> <b>(\$20,407 US)</b>	<b>2.3 of NI</b> <b>45-106</b>	<b>2015-12-16</b>

<b>Information about non-individual purchasers</b>					
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)
88306					
<b>JKMS Holdings Ltd</b> 3rd Floor, Huguenot House St. Stephen's Green Dublin 2, Ireland Leanne Malone +353 (0) 1 638 3838		<b>2,548</b>	<b>\$6,224</b> <b>(\$4,535 US)</b>	<b>2.3 of NI 45-106</b>	<b>2015-12-16</b>
<b>KC II Limited</b> 3rd Floor, Huguenot House St. Stephen's Green Dublin 2, Ireland Leanne Malone +353 (0) 1 638 3838		<b>6,498</b>	<b>\$15,875</b> <b>(\$11,566 US)</b>	<b>2.3 of NI 45-106</b>	<b>2015-12-16</b>
<b>BJM Limited</b> 3rd Floor, Huguenot House St. Stephen's Green Dublin 2, Ireland Leanne Malone +353 (0) 1 638 3838		<b>6,369</b>	<b>\$16,009</b> <b>(\$11,664)</b>	<b>2.3 of NI 45-106</b>	<b>2015-12-16</b>
<b>Merville Partnership</b> 3rd Floor, Huguenot House St. Stephen's Green Dublin 2, Ireland Leanne Malone +353 (0) 1 638 3838		<b>6,369</b>	<b>\$16,009</b> <b>(\$11,664)</b>	<b>2.3 of NI 45-106</b>	<b>2015-12-16</b>
<b>Kellysan Enterprises Ltd.</b> 3rd Floor, Huguenot House St. Stephen's Green Dublin 2, Ireland Leanne Malone +353 (0) 1 638 3838		<b>6,369</b>	<b>\$16,009</b> <b>(\$11,664)</b>	<b>2.3 of NI 45-106</b>	<b>2015-12-16</b>
<b>Kyran McStay SSAP</b> 3rd Floor, Huguenot House St. Stephen's Green Dublin 2, Ireland Leanne Malone +353		<b>2,548</b>	<b>\$6,224</b> <b>(4,535 US)</b>	<b>2.3 of NI 45-106</b>	<b>2015-12-16</b>

<b>Information about non-individual purchasers</b>					
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)
(0) 1 638 3838					
<b>Mintmac Limited</b> 3rd Floor, Huguenot House St. Stephen's Green Dublin 2, Ireland Leanne Malone +353 (0) 1 638 3838		<b>3,822</b>	<b>\$9,336</b> <b>(\$6,802 US)</b>	<b>2.3 of NI</b> <b>45-106</b>	<b>2015-12-16</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)	
<b>Ivanhoe Industries LLC</b> 90 Park Avenue, 18 <sup>th</sup> Fl. New York, NY 10016	I	<b>\$684,980</b> <b>(\$499,060 US)</b>	-	-		<b>\$684,979.73</b>
<b>Century Vision Holdings Limited</b> 32/F New World Tower 16-18 Queen's Road Central Hong Kong SAR	I	<b>\$2,397,429</b> <b>(\$1,746,710 US)</b>	-	-		<b>\$2,397,429</b>
<b>Iridium Opportunity Fund A LP</b> Room 2303, 23/F New World Tower 1 16-18 Queen's Road Central Honk Kong SAR	-	<b>\$342,490</b> <b>(\$249,530 US)</b>	-	-		<b>\$342,490</b>



## **Certificate**

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

Date: **December 16, 2015**

**HIGH POWER EXPLORATION INC.**

Name of issuer

**Per: Penny Schattenkirk, Secretary (604) 689-8765**

Print name, title and telephone number of person signing

/s/ Penny Schattenkirk

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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

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Toll free across Canada: 1-800-373-6393

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