

**Form 45-106F6**  
***British Columbia Report of Exempt Distribution***

**AMENDED**

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**

**CAMEO RESOURCES CORP.**

600-666 BURRARD STREET

VANCOUVER BC V6C3P6

Attention: Souhail (Abby) Farrage, Director

Fax: +1.604.608.5442

Email: [abbyfarrage57@gmail.com](mailto:abbyfarrage57@gmail.com)

**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 and Alberta

**Item 3: Issuer's industry**

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

☐ Bio-tech

Financial Services

☐ investment companies and funds

☐ mortgage investment companies

☐ Forestry

☐ Hi-tech

☐ Industrial

Mining

☒ exploration/development

☐ production

☐ Oil and gas

☐ Real estate

☐ Utilities

☐ Other (describe) Oil Field Service  
Company

**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.

**Details of distribution****Item 5: Distribution date****Distribution Date September 28th, 2015****Item 6: Number and type of securities**

26,666,664 units (“Units”) at a price of \$.03 per Unit; each Unit consisting of one common share (“Share”) and one share purchase warrant (“Warrant”) exercisable for the purchase of one common share (“Warrant Share”) in the capital of is Issuer at a price of \$.05 per Warrant Share until Sept 28th, 2017.

**The Issuer relied on the exemptions provided by**

National Instrument 45-106 2.3 for \$734,000; and 2.5 for \$66,000

**Item 7: Geographical information about purchasers**

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 \$)
BC	17	\$0.03	\$496,000
Alberta	5	\$0.03	\$148,000
Manitoba	1	\$0.03	\$48,000
Saskatchewan	1	\$0.03	\$8,000
Dominican Republic	1	\$0.03	\$100,000
Total number of Purchasers	25		
Total dollar value of distribution in all jurisdictions (Canadian \$)		<b>\$800,000.00</b>	

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 (Units)*	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Kokanee Placer Ltd. 502 - 15015 Victoria Ave White Rock, BC V4B 1G2 Laurence Stephenson 604-679-9061		2,200,000	\$66,000	Sec 2.5 of NI 45 -106	2015-09-28
Pop Holdings Ltd. Henville Building Prince Charles Street, Charlestown, Nevis, Christopher Smith +1 (289)577-1513		3,333,333	\$100,000	Sec 2.3 of NI 45 -106	2015-09-28
Morhead Assets Corp. 7 - Magnolia Place Osoyoos, BC V0H 1V1 Patricia Shull 250-495-6948		3,333,333	\$100,000	Sec 2.3 of NI 45 -106	2015-09-28
Platinum Capital Corp. 3601 Mathers Ave. W. Vancouver, BC V7V 2K8 Jason Shull 604-913-0279		3,333,333	\$100,000	Sec 2.3 of NI 45 -106	2015-09-28
M. Kennedy Legal Services Law Corporation 1500 1055 W. Georgia Street Vancouver, BC V6E 4N7 Michael Kennedy 604-802-0059		200,000	\$6,000	Sec 2.3 of NI 45 -106	2015-09-28
Deakin Equipment Ltd. 1361 Powell Street Vancouver, BC V5L 1G8 Evan Deakin 604-253-2685		750,000	\$22,500	Sec 2.3 of NI 45 -106	2015-09-28
Cormorant Developments Ltd. 11681 Hyland Drive Delta, BC V4E 2Z9 Allan Holme 604-603-1081		200,000	\$6,000	Sec 2.3 of NI 45 -106	2015-09-28
3D Investments Ltd. 1300 Redonda Street, Winnipeg, MB, R2C 2Z2 Dan Omeniuk 204-228-4461		1,600,000	\$48,000	Sec 2.3 of NI 45 -106	2015-09-28
		<b>14,949,999</b>	<b>\$448,500.00</b>		

## 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 (Cdn \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
PI Financial Corp. 1900-666 Burrard Street, Vancouver, BC V6C 3N1	R	\$15,820	527,333 Warrant Shares	\$0.05	Sec 2.3 of NI 45 -106 2015-09-28	\$15,820
Wolverton Securities Ltd. 17th Floor, 777 Dunsmuir Street, Vancouver, BC V7Y 1J5	R	\$11,200	373,333 Warrant Shares	\$0.05	Sec 2.3 of NI 45 -106 2015-09-28	\$11,200

- Each warrant is exercisable for the purchase of one common share ("Warrant Share") in the capital of is Issuer at a price of \$0.05 per Warrant Share until Sept 28th, 2017

### Certificate

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

Date: November 25, 2015

Cameo Resources Corp.

CS "**Abi Farrage**"

Name of Director and/or Senior Officer

### Item 10: Contact information

Corporate Administration

Monita Faris [monita.faris@gmail.com](mailto:monita.faris@gmail.com)

778-996-448

**IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.**