

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.

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.

CarbonOne Holdings Corp.

Suite 3123, 595 Burrard Street

PO Box 49139, Three Bentall Centre

Vancouver, BC, Canada, V7X 1J1

Tel: 604-609-6136

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 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.

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 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 checked="" 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 \$)
John Graham Proust Vancouver, B.C. Canada	Director, Officer, 10%+ holder	7,373,011 common shares	\$207,637.78
Jack Khorchidian Oakville, Ontario, Canada	Director, Officer	3,840,059 common shares	\$77,053.51
Neil Maedel Krabi, Thailand	Director	1,680,000 common shares	\$59,000.00
Brandavis Limited ^[1]	10%+ holder	7,387,631 common shares	\$1,368,839.55
Danny Lee	CFO	125,000 common shares	\$7,506.97

^[1] Daniel Borgognon and Ian Dunsford are the directors of Brandavis Limited.

^[2] The shareholdings of the insiders and 10% holders of the Company as of the distribution date are listed above. On July 23, 2015, the Company completed a business combination with Tapango Resources Ltd. and CarbonOne Technologies Inc. (formerly Palo Duro Energy Inc.) pursuant to which CarbonOne Technologies Inc. acquired all issued and outstanding shares of CarbonOne Holdings Corp. As a result, the shareholders listed above are no longer shareholders of CarbonOne Holdings Corp.

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.

July 22, 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.

7,584,287 common 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 \$)
British Columbia	13	\$0.20	\$508,300.00
Alberta	1	\$0.20	\$25,000.00
Ontario	3	\$0.20	\$400,000.00
Oregon	1	\$0.20	\$25,000.00
Nevada	2	\$0.20	\$464,557.40
Switzerland	5	\$0.20	\$44,000.00
Jersey	1	\$0.20	\$50,000.00
Total number of Purchasers	26		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$1,516,857.40

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.

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)
D. R. Baxter Legal Services Law Corporation 2700 – 595 Burrard Street Vancouver, BC V7X 1J2 David R. Baxter 604.602.4292		75,000 common shares	\$15,000.00	Section 2.5 of National Instrument 45-106	2015-07-22
Vepr Group LLC 8930 Spanish Ridge Ave Las Vegas, NV 89148 Vartan Barsoumian 702215.3582		2,222,787 common shares	\$444,557.40	Section 2.3 of National Instrument 45-106	2015-07-22
Topiary Holdings c/o 700-200 Burrard St. Vancouver, BC V6C 3L6 Eric Savics 604.697.7408		500,000 common shares	\$100,000.00	Section 2.3 of National Instrument 45-106	2015-07-22
Avonlea Ventures #2 Inc. 15466 The Gore Rd Caleon, ON L7C 3E5 Michael Steele 416.464.8960		500,000 common shares	\$100,000.00	Section 2.3 of National Instrument 45-106	2015-07-22
Total:		3,297,787 common shares	\$659,557.40		

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)	
Canaccord Genuity Corp. 2200-609 Granville St. Vancouver, BC V7Y 1H2	R		7,500 common shares	\$0.20 (deemed price)	Section 2.3 of National Instrument 45-106 2015-07-22	\$1,500
Haywood Securities Inc. 700-200 Burrard St. Vancouver, BC V6C 3L6	R	\$12,000.00	30,000 common shares	\$0.20 (deemed price)	Section 2.3 of National Instrument 45-106 2015-07-22	\$18,000

Certificate

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

Date: July 31, 2015

CarbonOne Holdings Corp.

Name of issuer (please print)

Danny Lee, CFO, 604-609-5131

Print name, title and telephone number of person signing

"Danny Lee"

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