

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.

Asher Resources Corporation (the "Issuer")
36 Toronto Street, Suite 1000
Toronto, Ontario
M5C 2C5

Email: rbuzbuzian@asher-resources.com
Website: www.asher-resources.com

- 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.

Not applicable.

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 the Provinces of British Columbia, Alberta, Ontario and Nova Scotia.

- 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.

Not applicable.

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"/> Forestry | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Industrial | <input type="checkbox"/> Other (describe) |
-

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 \$)
Not applicable.			

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.

May 25, 2016

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.

19,642,857 subscription receipts ("Subscription Receipts") at a price of \$0.14 per Subscription Receipt. Each Subscription Receipt will automatically convert, without additional payment or any further action on the part of the holder, into post-consolidation common shares of the Issuer.

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	122	\$0.14	2,384,983.16
British Columbia	3	\$0.14	89,059.88
Alberta	10	\$0.14	175,899.92
Quebec	2	\$0.14	\$20,041
United Kingdom	1	\$0.14	10,000.06
Germany	1	\$0.14	7,315.00
Botswana	1	\$0.14	62,700.96
Total number of Purchasers	140		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$2,749,999.98

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 and Registration 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)
954866 Alberta Inc. 71 Southhampton Dr SW Calgary, AB T2W 0T7	N/A	200,000	28,000.00	Section 2.3(1), NI 45-106	2016-05-25
7806221 Canada Inc. 71 Clairton Crescent Toronto, ON M6N 2M7 Bernard Adamski, President (416) 835-7683	N/A	75,000	10,500	Section 2.5. NI 45-106	2016-05-25
BSG Partners Inc. 11-260 Edgeley Blvd Concord, ON L4K 3Y4 Attn: Michael Scauzillo 905 666 1200	N/A	715,000	100,100	Section 2.5. NI 45-106	2016-05-25
Giando Holding Inc. 15 Giorgia Cres Maple Ontario L6A 4R3 Fernando Giandomenico, President 416 417 5478	N/A	150,000	21,000	Section 2.3(1). NI 45-106	2016-05-25
Capital Event Management 100-736 Granville St Vancouver BC V6Z 1G3	N/A	357,142	49,999.88	Section 2.3(1). NI 45-106	2016-05-25
JNDD Holdings Ltd. 6175 Hwy 7, Suite 11B Vaughan, ON L4H 0P6 Attn: John Battaglia 905 264 3434	N/A	145,000	20,300	Section 2.5. NI 45-106	2016-05-25
Loaded Dice Securities Inc. 50 Confederation Pkwy Concord, ON L4K 4T8	N/A	1,428,572	200,000.08	Section 2.3(1). NI 45-106	2016-05-25

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)
Marc A. Muzzo, President 905 326 4000					
Raspberrylab Inc. 33 Avocet Dr. Woodbridge ON L4H 2K9 416 571 5934 Attn: Robert Sestito	N/A	35,750	5,005.00	Section 2.5. NI 45-106	2016-05-25
Relevant Data Solutions Inc. 296 Golden Orchard Rd Maple ON, L6A 0N3 Attn: Mark Marino 1-855-737-1010	N/A	57,200	8,008.00	Section 2.5. NI 45-106	2016-05-25
SSBCS DE ZEN INVESTMENTS INC., 2240 Lake Shore Blvd West Suite LPH04 Toronto, ON M8V 0B1 416 551 8005 Attn:Sandra De Zen	N/A	178,571	24,999.94	Section 2.3(1). NI 45-106	2016-05-25
UCLDG Capital Investments Inc. 42 Lynnvally crescent Brampton L6P 2E1 Dino Giandomenico, President	N/A	150,000	21,000	Section 2.5. NI 45-106	2016-05-25
2445213 Ontario Inc. 6175 Hwy 7 Unit 24 Woodbridge ON L4H 0P6 Attn: Jason Racco 416 994 6472	N/A	1,000,000	140,000	Section 2.5. NI 45-106	2016-05-25
2271906 Ontario Inc. 2955 Harvey Cres Mississagua ON L5L 4V9 416 605 7024	N/A	100,000	14,000	Section 2.3(1). NI 45-106	2016-05-25
Radical Capital Ltd. Marcus New, President 1625-1185 West Georgia Street Vancouver BC V6E 4E6 778-588-7148	N/A	179,000	25,060	Section 2.3(1). NI 45-106	2016-05-25
First Republic Capital 55 University Ave Suite 1003 Toronto ON M5J 2H7 647 350 6880	(R)	118,729	16,622.06	Section 2.3(1). NI 45-106	2016-05-25

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)	
First Republic Capital Corporation 55 University Avenue, Suite 1003 Toronto, Ontario M5J 2H7	Not Applicable.	\$220,000	1,571,428 Compensation Options	\$0.14 ⁽¹⁾	Subsection 2.3(1) of NI 45-106 2016-05-25	\$220,000

Note: (1) Each Compensation Option is exercisable until May 25, 2018, into one post-consolidation common share at an exercise price of \$0.14.

Certificate

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

Date: June 1, 2016

Asher Resources Corporation

Name of Issuer (please print)

Richard Buzbuzian– (416) 361-6167

Print name, title and telephone number of person signing

“Richard Buzbuzian” (Signed)

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.

Lisa Truong, Associate, Irwin Lowy LLP – (416) 361-2514.

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