# Form 45-106F1 Report of Exempt Distribution

## IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 - REPORT TYPE									
<ul><li>☐ New report</li><li>☑ Amended report</li><li>If amended</li></ul>	ed, provide filing date (	of report that is being am	ended 2016 09 29	(YYYY-MM-DD)					
	e, provide imig date (			(TTTT WINVE DD)					
ITEM 2 - PARTY CERTIFYING THE RE	ITEM 2 - PARTY CERTIFYING THE REPORT								
Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.									
☐ Investment fund issuer									
☑ Issuer (other than an investment	ent fund)								
☐ Underwriter									
Terri 2 Toolies November Centre	- Inchience								
ITEM 3 - ISSUER NAME AND OTHER									
Provide the following information about the iss									
Full legal name Ex	xplorex Resources In	C.							
Previous full legal name									
If the issuer's name changed in the	last 12 months, provide mo	st recent previous legal name.		_					
Website N	A		(if applicable)						
If the issuer has a legal entity identifier₋ provide	e below. Refer to Part B of ti	he Instructions for the definition	of "legal entity identifier".						
Legal entity identifier									
ITEM 4 - UNDERWRITER INFORMAT	TON								
If an underwriter is completing the report, provi	ride the underwriter's full leg	gal name and firm National Reg	istration Database (NRD) nu	mber.					
Full legal name									
Firm NRD number		(if applicable)							
If the underwriter does not have a firm NRD nu	ımber, provide the head offi	ice contact information of the un	nderwriter.						
Street address									
Municipality		Province/State							
Country		Postal code/Zip code							
Telephone number		Website		(if applicable)					

Item 5 - Issuer Information
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.
a) Primary industry
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to <b>Statistics Canada</b> 's <b>NAICS</b> industry search tool.
NAICS industry code 2 1 2 2 0
If the issuer is in the <b>mining industry</b> , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.   Exploration  Development  Production  Is the issuer's primary business is to invest all or substantially all of its assets in any of the following? If yes, select all that apply.
☐ Mortgages ☐ Real estate ☐ Commerial/business debt ☐ Consumer debt ☐ Private companies
b) Number of employees
Number of employees: 🗸 0 - 49 🔲 50 - 99 🔲 100 - 499 🔲 500 or more
c) SEDAR profile number
Does the issuer have a SEDAR profile?  ☐ No ☐ Yes If yes, provide SEDAR profile number  ☐ 0 0 0 3 1 3 4 0  If the issuer does not have SEDAR profile complete item 5(d) - (h).
d) Head office address
Street address Province/State
Municipality Postal code/Zip code
Country Telephone number
e) Date of formation and financial year-end
Date of formation Financial year-end MM DD MM DD
f) Reporting issuer status
Is the issuer a reporting issuer in any jurisdication of Canada? No Yes
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.
AII AB BC MB NB NL NT
NS NU ON PE QC SK YT
g) Public listing status
If the issuer has a CUSIP number, provide below (first 6 digits only)  CUSIP number
If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer
has applied for and received a listing, which excludes, for example, automated trading systems.
Exchange name(s):
h) Size of issuer's assets
Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.
☐ \$0 to under \$5M ☐ \$5M to under \$25M ☐ \$25M to under \$100M
☐ \$100M to under \$500M ☐ \$500M to under \$1B ☐ \$1B or over

ITEM 6 - INVESTMENT	T FUND ISSUER INFORMATION					
If the issuer is an investment fund, provide the following information.						
a) Investment fund m	anager informaiton					
Full legal name						
Firm NRD number	(if applicable)					
If the investment fund ma	nager does not have a firm NRD number, provide the head office contact information of the investment fund manager.					
Street address						
Municipality	Province/State Province/State					
Country	Postal code/Zip code					
Telephone number	Website (if applicable)					
b) Type of investment	t fund					
Type of investment fund tha	nt most accurately identifies the issuer (select only one) .					
☐ Money market	☐ Equity ☐ Fixed income					
☐ Balanced	Alternative strategies Other (describe)					
Indicate whether one or bot	h of the following apply to the investment fund .					
☐ Invests primarily in	n other investment fund issuers					
☐ Is a UCITs Fund¹						
	ive Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) ve investment schemes to operate throughout the EU on a passport basis on authorization from one member state.					
c) Date of formation a	and financial year-end of the investment fund					
Date of format	· L L L					
d) Reporting issuer st	YYYY MM DD MM DD tatus of the investment fund					
, 1	orting issuer in any jurisdication of Canada? No Yes					
	of Canada in which the investment fund is a reporting issuer.					
All 🔲	AB BC MB NB NL NT					
□ NS □	NU ON PE QC SK TT					
e) Public listing status	s of the investment fund					
If the investment fund has a	a CUSIP number, provide below (first 6 digits only)					
	CUSIP number					
	blicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for 1 for and received a listing, which excludes, for example, automated trading systems.					
Exchage name	s					
f) Net asset value (NA	AV) of the investment fund					
	investment fund as of the date of the most recent NAV calculation (Canadian \$).					
\$0 to under \$5M	\$5M to under \$25M \$25M to under \$100M					
\$100M to under \$500	DM \$500M to under \$1B \$1B or over Date of NAV calculation:  YYYY MM DD					

tem 7 - Information About the Distribution	ON							
If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.								
a) Currency								
Select the currency or currencies in which the distribution was ma	de. All doi	lar amounts	provided ir	the report n	nust be in Canadia	n dollars.		
✓ Canadian dollar US dollar Eur	0	Other	(describe)					
b) Distribution date(s)								
as both the start and end dates. If the report is being filed for sec distribution period covered by the report.  Start date 2016 09 19	Start date 2016 09 19 End date 2016 09 19							
c) Detailed purchaser information								
Complete Schedule 1 of this form for each purchaser a	nd attac	h the sche	dule to th	e complet	ed report.			
d) Types of securities distributed								
Provide the following information for all distributions that take Instructions for how to indicate the security code. If providing the distributed.								
					Canadian	\$		
Security code CUSIP number (if applicable) Description of security		Numbe securi	-	Single or lowest price	Highest price	Total amount		
C M S 30217F300		2,705	,000.00	0.100	00	270,500.00		
e) Details of rights and convertible/exchangeable secu	ırities							
If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.								
Security Underlying Exercise price (Canadian \$)	(Consider ©)							
Lowest Highest								
f) Summary of the distribution by jurisdiction and exem	nption							
State the total dollar amount of securities distributed and the nu	ımber of p	ourchasers fo	r each juris	diction of Ca	nada and foreign j	urisdiction where a		

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction.

For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
Alberta	NI 45-106 2.3 [Accredited investor]	1	3,000.00
British Columbia	NI 45-106 2.3 [Accredited investor]	8	173,500.00
British Columbia	NI 45-106 2.5 [Family, friends and business associates]	3	40,000.00
Ontario	NI 45-106 2.3 [Accredited investor]	2	7,000.00
United Kingdom	NI 45-106 2.3 [Accredited investor]	2	17,500.00
United States	NI 45-106 2.3 [Accredited investor]	2	17,500.00
Australia	NI 45-106 2.3 [Accredited investor]	1	7,500.00
Germany	NI 45-106 2.3 [Accredited investor]	1	4,500.00
	270,500.00		

<sup>2</sup>In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

#### g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides. If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

<sup>&</sup>lt;sup>3</sup>"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

#### h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)	

ITEM 8 - COMPENSATION INFORMATION
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. <b>Complete additional copies of this page if more than one person was, or will be, compensated.</b>
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.
No ✓ Yes If yes, indicate number of persons compensated. 3
a) Name of person compensated and registration status
Indicate whether the person compensated is a registrant.    No Yes
If the person compensated is an individual, provide the name of the individual.
Full legal name of individual Marshall David
Family name First given name Secondary given names
If the person compensated is not an individual, provide the following information.
Full legal name of non-individual
Firm NRD number (if applicable)
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. Ves
b) Business contact information
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.
Street address Foxglove Close Wickst Lawrence
Municipality Lawernce Province/State
Country United Kingdom Postal code/Zip code BS 22 9W9
Email address Telephone number
c) Relationship to issuer or investment fund manager
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.
Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund)
Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager
✓ None of the above
d) Compensation details
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.
Cash commissions paid 2,500.00 Security codes Security code 1 Security code 2 Security code 3
Value of all securities distributed as compensation <sup>4</sup>
Describe terms of warrants, options or other rights
Other compensation Describe  Total compensation paid
Check box if the person will or may receive any deferred compensation (describe the terms below)
<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. <sup>5</sup> Do not include deferred compensation.

a) Name of person compensated and registration status								
Indicate whether the person compensated is a registrant.    No Yes								
If the person compensated is an individual, provide the name of the individual.								
Full legal name of individual Skarica David								
Family name First given name Secondary given names								
If the person compensated is not an individual, provide the following information.								
Full legal name of non-individual								
Firm NRD number (if applicable)								
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.    No	Yes							
b) Business contact information								
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.								
Street address 1 Periwinkle Drive.,								
Municipality Gregory Town Province/State Eleuthera								
Country Bahamas Postal code/Zip code								
Email address Telephone number								
c) Relationship to issuer or investment fund manager								
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in	Part							
B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.  Connect with the issuer or investment fund manager  Insider of the issuer (other than an investment fund)	ınd)							
Director or officer of the investment fund or investment fund manager  Employee of the issuer or investment fund manager	•							
None of the above	igo:							
d) Compensation details								
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all an	mounts in							
Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments	for							
services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.	or report							
Cash commissions paid 1,750.00 Security code 1 Security code 2 Security								
Security codes Security code 1 Security code 2 Security	ty code 3							
Value of all securities distributed as								
compensation <sup>4</sup> Describe terms of warrants, options or other rights								
Other compensation Describe  Total compensation paid								
Check box if the person will or may receive any deferred compensation (describe the terms below)								
Check box if the person will of may receive any defened compensation (describe the terms below)								
<sup>4</sup> Dravida the aggregate value of all cognition distributed as compensation, evaluding entires, warrants or other rights evergicable to accompensation.	ujro							
<sup>4</sup> Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acq additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or								
rights exercisable to acquire additional securities of the issuer. <sup>5</sup> Do not include deferred compensation.								

a) Name of person compensated and re	gistration status							
Indicate whether the person compensated is	ı registrant.	☐ No	✓ Yes					
If the person compensated is an individual, provide the name of the individual.								
Full legal name of individual								
F	amily name	First given	name Seco	ondary given names				
If the person compensated is not an individual, provide the following information.								
Full legal name of non-individual Leede Jones Gable Inc.								
Firm NRD numbe	Firm NRD number (if applicable)							
Indicate whether the person compensated faci	litated the distribution th	nrough a funding p	ortal or an internet-bas	ed portal.	No 🗌 Yes			
b) Business contact information								
If a firm NRD number is not provided in Item 8	(a), provide the business	contact information	on of the person being c	ompensated.				
Street address 1800-1140 Pen	der St W							
Municipality Vancouver		]	Province/State	British Columb	oia			
Country Canada		Po	ostal code/Zip code	V6E 4G1				
Email address			Telephone number					
c) Relationship to issuer or investment for	und manager							
Indicate the person's relationship with the issue B(2) of the Instructions and the meaning of "cor		•		•	ted" in Part			
Connect with the issuer or investment f			nsider of the issuer (otl		ment fund)			
Director or officer of the investment fun	•		Employee of the issuer		,			
None of the above		ago:			,aage.			
d) Compensation details								
Provide details of all compensation paid, or to b	e paid, to the person ide	ntified in Item 8(a)	in connection with the	distribution. Provid	 le all amounts in			
Canadian dollars. Include cash commissions, sec	urities-based compensa	tion, gifts, discount	s or other compensatior	n. Do not report paj	yments for			
services incidental to the distribution, such as cle on, internal allocation arrangements with the di					about, or report			
	000 00							
Value of all securities	,,000.00	Security codes	Security code 1	Security code 2	Security code 3			
distributed as								
compensation <sup>4</sup> Describe terms of warrants,	ontions or other rights							
Other compensation <sup>5</sup>	Describe							
Total compensation paid								
Check box if the person will or may re		nnensation (descri	he the terms helow)					
Check Box ii the person will of may iv	delive any deferred con	TPOTISATION (GCGGN)						
L4Provide the aggregate value of all securities of	listributed as compens	ntion excluding on	tions warrants or other	r rights exercisable	to acquire			
additional securities of the issuer. Indicate the	security codes for all se							
rights exercisable to acquire additional securit  5Do not include deferred compensation.	cs oi และ issuel.							

ГЕМ	9 - Directors, Executi	VE OFFICERS A	AND PROMO	TERS OF THE IS	SSUER					
If t	he issuer is an investment fund, o	do not complete I	tem 9. Procced to	o Item 10.						
Ind	icate whether the issuer is any of th	e following (select	all that apply).							
Reporting issuer in any jurisdiction of Canada										
Foreign public issuer										
Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada <sup>6</sup>										
	Provide name	of reporting issuer								
	Wholly owned subsidiary of a f	oreign public issue	er <sup>6</sup>							
	Provide name of for	eign public issuer								
	Issuer distributing eligible forei	gn securities only	to permitted clien	ts <sup>7</sup>						
<sup>6</sup> An secu	If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.  6An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.  7 Checck this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.									
a)	Directors, executive officers a	and promoters of	f the issuer							
	ovide the following information for rritory; otherwise state the country.						da, stat	te the p	province (	or
	Organization or company name  Family name  First given name  Secondary given names  Secondary given names  Business location of non-individual or residentail jurisdiction of individual  Relationship to issuer (select all that apply)									
					Province o	r country	D	0	Р	
b)	Promoter information									
	If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.									
	Organization or company name	Family name	First given name	Secondary given names	Residential jurisdiction of individual	Relatio (select one	nship to	o prom h if app	oter olicable)	
					Province or country	D		C	)	
c)	Residential address of each i	ndividual								

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

#### ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

#### IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name	Wishart	Bill			
	Family name	First given name	-	Secondary give	en names
Title	Director				
Name of issuer/underwriter/ investment fund manager	Explorex Resources Inc.				
Telephone number	6046090555	Email address	bill@expl	orex.ca	
Signature	Bill Wishart	Date	2017	02	15
		_	YYYY	MM	DD

#### ITEM 11- CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.				
Same as individual certifying the report				
Full legal name	Faris	Monita		Title Corp Admin
	Family name	First given name	Secondary given names	·

## Name of company Monita Faris

Telephone number 7783701372

## Notice - Collection and use of personal information

Email address monita.faris@gmail.com

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedules 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.