

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

METANOR RESOURCES INC.
2875 CH. SULLIVAN, SUITE 2
VAL D'OR, QUÉBEC J9P 0B9
TEL: (819) 825-8678
WWW.METANOR.CA
INFO@METANOR.CA

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 Alberta, British Columbia, Ontario and Quebec.

Item 3: Issuer's industry

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

- | | |
|---|---|
| <input type="checkbox"/> Bio-tech | Mining |
| Financial Services | <input checked="" type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input checked="" 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.

N/A

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.

MARCH 27, 2015

Item 6: Number and type of securities

For each security distributed:

Type of security	Total number of securities distributed	Type of underlying security, terms of exercise or conversion and any expiry date (if applicable)	Exemption(s) relied on
Units: one common share and one common share purchase warrant.	28,340,500	The share purchase warrants can be exercised each, at the price of 0.055\$ for a period of 36 months.	Section 2.3 of NI 45-106
Flow-through units: one common share and one half of one common share purchase warrant.	31,659,500	The share purchase warrants can be exercised each, at the price of 0.055\$ for a period of 36 months.	Section 2.3 of NI 45-106

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 jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ⁽¹⁾	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Québec	16	\$0.05	\$395,000
Ontario	4	\$0.05	\$477,025
Colombie Britannique	4	\$0.05	\$2,127,975
Total number of Purchasers	24		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$3,000,000

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)
Maple Leaf short duration 2015 FT LP 808 – 609 Granville St. Vancouver, BC V7Y 1G5 866-688-5750	n/a	20,659,500 FT Units	\$1,032,975	2.3 NI45-106	2015-03-27
Marquest Quebec 2015-I/ Marquest Mining Quebec 2015-I Super Flow Through Limited Partnership by its General Partner MQ QC 2015-I Limited Partnership by its General Partner Marquest FT Inc. 161 BAY ST, SUITE 4420, PO BOX 204, TORONTO, ON M5J 2S1	n/a	5,000,000 FT Units	\$250,000	2.3 NI45-106	2015-03-27
Marquest Asset Management 161 Bay Street, Suite 4420, P.O. Box 204, Toronto, ON M5J 2S1 (416) 777-7350	R	1,800,000 FT Units	\$90,000	2.3 NI45-106	2015-03-27
DELBROOK RESOURCE OPPORTUNITIES FUND 301-525 SEYMOUR ST VANCOUVER, BC V6B 3H7 604-229-1450	n/a	3,000,000 Units	\$150,000	2.3 NI 45-106	2015-03-27
ANSON INVESTMENTS MASTER FUND LP 111 PETER ST SUITE 904 TORONTO ON M5V 2H1 416-4478874	n/a	2,040,500 Units	\$102,025	2.3 NI45-106	2015-03-27
Sandstorm Gold Ltd. Suite 1400 – 400 Burrard St. Vancouver, BC, V6C 3A6 (604) 628.1109	N/A	18,800,000 Shares	\$940,000	2.3 NI45-106	2015-03-27
MARQUEST MUTUAL FUNDS INC.- EXPLORER SERIES FUND 161 BAY ST, SUITE 4420, PO BOX 204, TORONTO, ON M5J 2S1 416-777-7353	n/a	700,000 Units	\$35,000	2.3 NI45-106	2015-03-27
Bois Langelier Inc. 550 Portland TMR, QC, H3R 1V8 (514) 737-2747	n/a	1,000,000 Units	\$50,000	2.3 NI45-106	2015-03-27

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.

Full name and address of the person being compensated	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	Exemption relied on and date of distribution	
Marquest Capital Markets 1155 university, Suite 905 Montreal, Quebec H3B 3A7	R	135,000	2,517,000 warrants	Exercise price 0.055	Section 2.3 of NI 45-106	135,000
Secutor Capital Management 1167 Caledonia Road Toronto, Ontario M6A 2X1	R	135,000	2,517,000 Warrants	Exercise price 0.055	Section 2.3 of NI 45-106	135,000
Delbrook Capital Advisors Inc. 301-525 Seymour Street Vancouver, BC V6B 3H7	R	n/a	210,000 warrants	Exercise price 0.055	Section 2.3 of NI 45-106	n/a
EMD Financial Inc. 398 de Maisonneuve Ouest Montreal, Quebec H3A 1L2	R	n/a	156,000 warrants	Exercise price 0.055	Section 2.3 of NI 45-106	n/a

Certificate

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

Date: April 6, 2015

METANOR RESOURCES INC.

ANIK GENDRON, CORPORATE SECRETARY (514) 233-1657

Print name, title and telephone number of person signing



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