

**AMENDED 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.

**OTTERBURN RESOURCES CORP.**

Suite 800, 789 West Pender Street

Vancouver, B.C. V6C 1H2

Tel: (604) 638-8063

B. If an underwriter is completing this report, state the following: **N/A**

- 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.

**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.**

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: **N/A**

**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)  

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**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 \$)
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.

**April 29, 2016 and May 6, 2016**

**Item 6: Number and type of securities**

For each security distributed:

- describe the type of security: **subscription receipts (“Receipts”)**
- 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:

**1,419,629 Receipts. Each Receipt entitles the holder to automatically receive, without payment of additional consideration and without further action on the part of the holder, one unit (“Unit”) of the Issuer (subject to adjustment).**

**Each Unit comprises of one common share and one share purchase warrant exercisable at \$0.50 for a period of 18 months following RTO closing date.**

- state the exemption(s) relied on: **s. 2.3 of NI 45-106 and BCI 72-503**
- 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. **N/A**

**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 \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	2	\$0.35	\$10,500
Ontario	2	\$0.35	\$184,450
Luxembourg	1	\$0.35	\$150,500
Singapore	1	\$0.35	\$63,920.15
Switzerland	1	\$0.35	\$70,000
United Kingdom	1	\$0.35	\$17,500
<b>Total number of Purchasers</b>	<b>8</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$496,870.15</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

### 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)
Vicarage Capital Limited 4 College Hill, London ECHR 2RB Contact: Martin Wood Tel: 020724897993		50,000 Subscription Receipts	17,500	s. 2.3 of NI 45-106	2016-04-29
CRH Funding II Pte. Ltd. 10 Changi Business Park Central 2 #05-01 Hansapoint at CBP Singapore 486030 Contact: Andrew Wehrey Tel: 1-212-461-6342		182,629 Subscription Receipts	63,920.15	BCI 72-503	2016-04-29
The K2 Principal Fund L.P. 2 Bloor Street West, Suite 801 Toronto, ON M4W 3E2 Tel: 416-865-2740		427,000 Subscription Receipts	149,450	s. 2.3 of NI 45-106	2016-04-29

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)
Howe & Bay Financial 1166 Alberni Street Vancouver, BC Tel: 604-4495302		20,000 Subscription Receipts	7,000	s. 2.3 of NI 45-106	2016-04-29
Chelmer Investments Corp. 2717 West 28 <sup>th</sup> Avenue Vancouver, BC Attention: Shannon Dawe Tel: 604-638-8063		10,000 Subscription Receipts	3,500	s. 2.3 of NI 45-106	2016-04-29
Lblux Sicav Fis Junior Mining 6B, Rue Gabriel Lippmann L-5365 Mawsbach Luxembourg Contact: Tretter Tel: 352-2826-2422		430,000 Subscription Receipts	150,500	BCI 72-503	2016-05-06

## 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	Compensation paid or to be paid (cash and/or securities)					Total dollar value of compensation (CAD \$)
	Indicate if the person being compensated is an insider (I) of the Issuer or a registrant (R)	Cash (\$)	Securities			
			Number and type of securities issued	Price per security	Exemption relied on and date of distribution	
Matri Capital Corp. 700 – 510 W. Hastings St. Vancouver, BC V6B 1L8		nil	15,400 common shares and 15,400 finder's warrants	\$0.20 per common share; \$0.50 per finder's warrant	s. 2.3 of NI 45-106  Apr. 29/16	\$3,080
Laura Maris 33840 Blueberry Drive Mission, BC V2V 7B3		nil	1,470 common shares	\$0.20 per common share;	s. 2.3 of NI 45-106  Apr. 29/16	\$294
Don Currie 1900 – 666 Burrard Street Vancouver, BC V6C 3N1		nil	1,470 finder's warrants	\$0.50 per finder's warrant	s. 2.3 of NI 45-106  Apr. 29/16	n/a
Canaccord Genuity Corp. 2200 – 609 Granville St. Vancouver, BC V7Y 1H2	R	\$2,450	7,000 finder's warrants	\$0.50 per finder's warrant	s. 2.3 of NI 45-106  Apr. 29/16	\$2,450
Eventus Capital Corp. Brookfield Place Wellington Tower 181 Bay Street, #320 Toronto, ON M5J 2T3		nil	59,990 common shares and 59,990 finder's warrants	\$0.20 per common share; \$0.50 per finder's warrant	s. 2.3 of NI 45-106  Apr. 29/16 And May 6/16	\$11,998

Each finder's warrant is exercisable into one common share at a price of \$0.50 for a period of 18 months after the closing date.

## **Certificate**

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

Date: May 19, 2016

### **Otterburn Resources Corp.**

Name of issuer (please print)

### **Darryl Cardey, Director** **T: (604) 638-8063**

Print name, title and telephone number of person signing

"Darryl Cardey"

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.

**T: (604) 638-8063**

**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