

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. Issuer:

Greatbanks Resources Ltd. (the "Issuer")
Suite 103 - 991 Hornby Street
Vancouver, British Columbia V6Z 1V3

Telephone: 416-861-9797

Email: andrew@greatbanksresources.com

B. Underwriter:

None

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 and British Columbia.

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.

- | | |
|---|--|
| <input type="checkbox"/> Bio-tech | Mining |
| <input type="checkbox"/> Financial Services | <input 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.

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.

July 14, 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.

The Issuer completed a non-brokered private placement offering (the "Offering") for aggregate gross proceeds of \$343,310. The Company issued an aggregate of 6,866,200 units (each, a "Unit"), at a price of \$0.05 per Unit. Each Unit consists of one common share of the Company (a "Common Share") and one common share purchase warrant (each, a "Warrant"). Each Warrant entitles the holder thereof to acquire one Common Share of the Company at a price of \$0.08 until July 10, 2018.

In connection with the Offering, the Company paid an aggregate amount of \$1,600 in cash finder's fees to a certain eligible arm's length person and issued 32,000 non-transferable finder's warrants (the "Finder's Warrants") to an eligible arm's length finder. Each Finder's Warrant is exercisable into a common share at an exercise price of \$0.05 per common share for a period of twelve (12) months from the closing of the Offering.

The Issuer is relying on the Accredited Investor Exemption under Subsection 2.3 of National Instrument 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 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	1	\$0.05	\$52,000.00
British Columbia	4	\$0.05	\$115,310.00
Alberta	1	\$0.05	\$2,500.00
Philippines	1	\$0.05	\$10,000.00
Hong Kong	2	\$0.05	\$26,000.00
Belize	1	\$0.05	\$75,000.00
United Kingdom	1	\$0.05	\$62,500.00
Total number of Purchasers	11		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$343,310.00

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)
Clearline CPA Corp. 1010 – 789 West Pender St. Vancouver, BC V6C 1H2 Contact: Jeff Block Telephone: 604-639-0909		866,200 Units	\$43,310.00	Subsection 2.3 of NI 45-106	2015-07-14
Taipan Consulting International Limited Room D, 17/F, Billion Plaza 2 10 Cheung Yue Street, Lai Chi Kok Kowloon, Hong Kong Contact: Chris Farnworth Telephone: +44 757 0721107		320,000 Units	\$16,000.00	Subsection 2.3 of NI 45-106	2015-07-14
Palisade Capital Corp. 1 ½ Miles Northern Highway, Office 101 Belize City, Belize Contact: Collin Kettell Telephone: 301.744-8744		1,500,000 Units	\$75,000.00	Subsection 2.3 of NI 45-106	2015-07-14
Ruthless Industries Ltd. 137 Tuscany Springs Way NW Calgary, Alberta T3L 2N4 Contact: Tom Bodrovics Telephone: 403-831-9911		50,000 Units	\$2,500.00	Subsection 2.3 of NI 45-106	2015-07-14
Westridge Management International Limited 274 Wandsworth Bridge Road London, United Kingdom SW6 2UA Contact: Andrew Male Telephone: 44-7926397675	(I)	1,250,000 Units	\$62,500.00	Subsection 2.3 of NI 45-106	2015-07-14
TOTAL		3,986,200 Units	\$199,310.00		

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)				Total dollar value of compensation (Canadian \$)
		Cash (Canadian \$)	Number and type of securities issued*	Price per security	Exemption relied on and date of distribution	
Canaccord Genuity Corp. PO Box 10337 2200 – 609 Granville Street Vancouver, BC V7Y 1H2	N/A	\$800.00	16,000 Finder's Warrants	N/A	NI 45-106, Section 2.3 July 14, 2015	\$800.00

***Note:** Each Finder's Warrant is exercisable into one (1) common share at a price of \$0.05 per common share until July 14, 2016.

Certificate

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

Date: January 21, 2016.

GREATBANKS RESOURCES LTD.

Name of issuer (please print)

JEFF STEVENS, DIRECTOR, 647-400-8494

Print name, title and telephone number of person signing

“Jeff Stevens”

Signature

Item 10: 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.

WeirFoulds LLP, Solicitors for the Issuer

Attention: Conor Dooley

Telephone: (416) 947-5013

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