

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 information

Item 1: Issuer name and contact information

A. State the following:

GEOROX RESOURCES INC. (the "Issuer")
500, Atrium 2
840-6 Avenue SW
Calgary, AB T2P 3E5
Telephone: (403) 457-9010

E-Mail: admin@georoxresources.com

B. If an underwriter is completing this report, state the following:

N/A

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.

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.

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

May 18, 2016

Item 6: Number and type of securities

1,050,000 units of the Issuer ("Units") to British Columbia purchasers at a price of \$0.06 per Unit. Each Unit consists of one (1) common share of the Issuer (a "Common Share") and one Common Share purchase warrant (a "Warrant"). Each Warrant will entitle the holder thereof to purchase one (1) Common Share of the Issuer at a price of \$0.12 per Common Share. The Warrants expire on April 30, 2018.

250,000 of the 1,050,000 Units were issued to an officer + director pursuant to Section 2.24 of NI 45-106 and are not included in Item 7.

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 \$)

Each jurisdiction where purchasers reside	Number of Purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	3	0.06	48,000.00
Total number of Purchasers	3		
Total dollar value of distribution in all jurisdictions (Canadian \$)			48,000.00

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 Purchase 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
0978931 BC Ltd. 102 – 1621 Hamilton St. North Vancouver, BC V7P0B6 Attn: Michael Wilson Tel: (604) 781-7767	N/A	300,000 Units	18,000.00	NI 45-106 Section 2.3	May 18, 2016

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the Purchase 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
0806510 BC Ltd. 515 – 1027 Davie St. Vancouver, BC V6E4L2 Attn: Mani Chopra Tel: (778) 996-3710	N/A	200,000 Units	12,000.00	NI 45-106 Section 2.3	May 18, 2016
C3 Energy Inc. 515 – 1027 Davie St. Vancouver, BC V6E4L2 Attn: Mani Chopra Tel: (778) 996-3710	N/A	300,000 Units	18,000.00	NI 45-106 Section 2.3	May 18, 2016
Total:		800,000 Units	48,000.00		

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)				
		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	
PI Financial Corp 1900 – 666 Burrard Street Vancouver, BC V6C 3N1 Attn: Laura Bliss	R	4,800.00	N/A	N/A	N/A	4,800.00 ⁽¹⁾
Total:		4,800.00	N/A	N/A	N/A	4,800.00

Note 1: commission of 10% for certain purchasers

Certificate

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

Date: May 25, 2015

GEOROX RESOURCES INC.

Name of issuer (please print)

Savi Franz, Chief Financial Officer, 403.457.9010

Print name, title and telephone number of person signing

(signed) "Savi Franz"

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