

## 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

State the following:

**Artis Exploration Ltd. ("Artis")**  
**Suite 910, 250 – 5<sup>th</sup> Street SW**  
**Calgary, Alberta T2P 0R4**  
**(403) 804-3164**

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

N/A

##### Item 2: Reporting issuer status

State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

**Artis is not a reporting issuer.**

A. 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.

<b>Information about insiders and promoters</b>			
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 \$)
Darryl Metcalfe Calgary, Canada	Director, President and Chief Executive Officer	1,925,001 Common Shares	1,955,001
Darcy Anderson Calgary, Canada	Chief Financial Officer	420,000 Common Shares	504,000
Bruce Nociar Calgary, Canada	Chief Operating Officer	350,000 Common Shares	350,000
Jennifer Swertz Calgary, Canada	Vice President, Land	479,200 Common Shares	604,000
Greg Rahme Calgary, Canada	Vice President, New Ventures	104,000 Common Shares	124,800
Michael Sandrelli Calgary, Canada	Corporate Secretary	100,000 Common Shares	120,000

## 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.

**November 3, 2015, November 6, 2015 and November 10, 2015**

### Item 6: Number and type of securities

**2,250,000 common shares ("Common Shares") of Artis and 42,000 Common Shares issued as "flow-through shares" pursuant to the *Income Tax Act* (Canada) ("Flow-Through Shares").**

### 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 \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	2	1.00 per Common Share	2,250,000

British Columbia	1	1.25 per Flow-Through Share	50,400
<b>Total number of Purchasers</b>	<b>3</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>2,300,400</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.

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
Vertex Fund 3200 – 1021 West Hastings Street Vancouver, BC V6E 0C3 604-681-5787 Attention:	N/A	2,000,000 Common Shares	2,000,000	S. 2.3 of NI 45-106	November 6, 2015
<b>TOTAL</b>		2,000,000	2,000,000		

## 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		Exemption relief on and date of distribution	Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security		

## **Certificate**

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

Date: December 4, 2015

Artis Exploration Ltd.

Name of issuer (please print)

Darryl Metcalfe, President and

Chief Executive Officer (403) 767-3587

Print name, title and telephone number of person signing

(signed) "Darryl Metcalfe"

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