

**(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;  
Valor Ventures Inc.
- the issuer's website address; and  
Not applicable
- the address, telephone number and email address of the issuer's head office.  
#1305 - 1090 West Georgia St., Vancouver, BC, V6E 3V7  
Tel: 604-685-9316  
Email: [ndemare@chasemgt.com](mailto:ndemare@chasemgt.com)

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, Alberta and Ontario.

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                       | <input type="checkbox"/> 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 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 checked="" type="checkbox"/> Other (describe) |
|   | <u>Capital pool company</u>                          |

**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 \$)
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 7, 2015

## Item 6: Number and type of securities

For each security distributed:

- describe the type of security; Common shares (each a “Share”) priced at \$0.05 per Share
- 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 A total of 22,000,000 Shares
- 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 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	52	\$0.05	\$943,375
Alberta	2	\$0.05	\$5,000
Ontario	2	\$0.05	\$16,250
Quebec	4	\$0.05	\$25,625
Panama	1	\$0.05	\$3,750
United States of America	1	\$0.05	\$100,000
Australia	1	\$0.05	\$6,000
<b>TOTAL</b>	<b>63</b>		
Total dollar value of distribution in all jurisdictions (Canadian \$)			<b>\$1,100,000</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 (CDN\$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
EAST WEST PETROLEUM CORP. #1210 – 1095 W. Pender St Vancouver, BC, V6E 2M6 Contact: David Sidoo Tel: 604-682-1558	I * (See note below)	3,900,000 Shares	195,000	Sec. 2.3	2015-04-07
SIDEN INVESTMENTS LTD. #1210 – 1095 W. Pender St Vancouver, BC, V6E 2M6 Contact: David Sidoo Tel: 604-682-1558		1,050,000 Shares	52,500	Sec. 2.3	2015-04-07
C.M.M.G. FINANCE INC. 3055 Kingsway Vancouver, BC Contact: Pasquale Cusano Tel: 604-321-7121		200,000 Shares	10,000	Sec. 2.3	2015-04-07
0855674 LTD. 717 E. 9th St North Vancouver, BC V7L 2C1 Contact: Rick Celebrini Tel: 604-808-1212		100,000 Shares	5,000	Sec. 2.3	2015-04-07

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 (CDN\$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
ANGY FAMILY HOLDINGS LTD. 150 - 1091 Millcarch St Richmond, BC Contact: Angy Ng Tel: 604-327-5911		100,000 Shares	5,000	Sec. 2.5	2015-04-07
SPRINGHOUSE INVESTMENTS CORP. 280 - 1090 W. Georgia St Vancouver, BC V6E 3V7 Contact: David Ebert Tel: 604-685-6747		1,000,000 Shares	50,000	Sec. 2.3	2015-04-07
ARBUTUS GARDENS APARTMENTS CORP. #2160 - 650 W. Georgia St Vancouver, BC V6B 4N7 Contact: Maria Siy Tel: 604-687-1919		1,100,000 Shares	55,000	Sec. 2.3	2015-04-07
ADH HOLDINGS LTD. #170 - 4631 Shell Road Richmond, BC V6X 3M4 Contact: Hon. Herb Dhaliwal Tel: 604-273-1619		500,000 Shares	25,000	Sec. 2.5	2015-04-07
DNN INVESTMENTS LTD. #1305-1090 W Georgia St Vancouver, BC V6E 3V7 Contact: Nick DeMare Tel: 604-685-9316		515,000 Shares	25,750	Sec. 2.5	2015-04-07
GREEN BEAN DEVELOPMENT INC. #1305-1090 W Georgia St Vancouver, BC V6E 3V7 Contact: Nick DeMare Tel: 604-685-9316		400,000 Shares	20,000	Sec. 2.5	2015-04-07
KALO INVESTMENTS INC. Edificio Costa Pacifica Torre 300, Apt 32B Panama City Panama Contact: Frank Taggart Tel: +507-6747-2121		75,000 Shares	3,750	BCI 72-503	2015-04-07
JEFF & KIMBERLY PHILLIPS LIVING TRUST UAD 1/31/06 145 S Granados Ave Solana Beach, CA 92075 Contact: Jeff Phillips Tel: 858-481-4231		2,000,000 Shares	100,000	Sec. 2.3	2015-04-07

*\*East West Petroleum Corp. became an insider of the Issuer following the closing of the private placement.*

**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 (Cdn\$)
		Cash (CDN\$)	Securities		Exemption relied on and date of distribution (yyyy-mm-dd)	
			Number and type of securities issued	Price per security (Cdn\$)		
Siden Investments Ltd. #1210 – 1095 W. Pender St Vancouver, BC, V6E 2M6		\$35,550	711,000 warrants*	\$0.05	Sec. 2.3 of NI 45-106 2015-04-07	\$35,550

\*Each warrant entitles the holder to purchase one common share of the Issuer, at a price of \$0.05, until April 7, 2016.

**Certificate**

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

Date: April 20, 2015

Valor Ventures Inc.

Name of issuer (please print)

Nick DeMare, Assistant Corporate Secretary, Tel: 604-685-9316

Print name, title and telephone number of person signing

"Nick DeMare"

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.

Arabella Smith, Assistant to Nick DeMare, Tel: 604-685-9316

**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