

**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)**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.

**March 11, 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:

**13,063,449 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 common share of the Issuer (subject to adjustment).**

- state the exemption(s) relied on: **s. 2.3, 2.5 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	60	\$0.35	\$3,008,159
Alberta	7	\$0.35	\$185,500
Ontario	12	\$0.35	\$435,999
Australia	1	\$0.35	\$9,800
Belgium	2	\$0.35	\$13,300
China	2	\$0.35	\$52,500
Germany	2	\$0.35	\$70,000
Luxembourg	1	\$0.35	\$52,500
Singapore	2	\$0.35	\$192,500
Sweden	2	\$0.35	\$108,500
Switzerland	3	\$0.35	\$126,350
United Kingdom	3	\$0.35	\$29,750
United States	8	\$0.35	\$287,349
<b>Total number of Purchasers</b>	<b>105</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$4,572,207.00</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)
Cardey Management 2733 W. 35 <sup>th</sup> Avenue Vancouver, BC V6N 2M1 Contact: Darryl Cardey Tel: (604) 377 - 5810	I	28,571 Subscription Receipts	10,000	s. 2.3 of NI 45-106	2016-03-11
Chelmer Investment Corp. 2727 W. 29 <sup>th</sup> Avenue Vancouver, BC Contact: Darren Devine Tel: unknown		28,571 Subscription Receipts	10,000	s. 2.3 of NI 45-106	2016-03-11
Inclination Earth Sciences Inc. 1055 East 38 <sup>th</sup> Avenue Vancouver, BC V5W 1J4 Contact: Michael Moore Tel: 604-836-2905		27,143 Subscription Receipts	9,500	s. 2.3 of NI 45-106	2016-03-11

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)
Sal Western Enterprises Inc. 700 – 510 W. Hastings Street Vancouver, BC V6B 1L8 Contact: Sal Vetro Tel: 778-846-9970		14,285 Subscription Receipts	5,000	s. 2.3 of NI 45-106	2016-03-11
Scharfe Holdings Inc. 700 – 510 W. Hastings Street Vancouver, BC V6B 1L8 Contact: Bradley Scharfe Tel: 778-386-1313		100,000 Subscription Receipts	35,000	s. 2.3 of NI 45-106	2016-03-11
Skanderbeg Capital Advisors 700 – 510 W. Hastings Street Vancouver, BC V6B 1L8 Contact: Mario Vetro Tel: 778-846-9970		10,000 Subscription Receipts	3,500	s. 2.3 of NI 45-106	2016-03-11
Westram Industries 506 – 525 Seymour Street Vancouver, BC Canada Contact: Rahaim Amram Tel: 604-408-0732		142,857 Subscription Receipts	50,000	s. 2.3 of NI 45-106	2016-03-11
Project 96000 Investments Ltd. 1895-26 <sup>th</sup> Street W. Vancouver, BC Contact: James Stewart Tel: 604-836-2968		100,000 Subscription Receipts	35,000	s. 2.3 of NI 45-106	2016-03-11
Sutantar Projects Ltd. 10-15425 Rosemary Heights Cr. Surrey BC V37 0S7 Contact: Douglas Witzel Tel: 604-968-0770		150,000 Subscription Receipts	52,500	s. 2.3 of NI 45-106	2016-03-11
Mud Holdings Ltd. 1800 - 510 West Georgia St. Vancouver, BC V6B 0M3 Contact: Coalton Schaefer		990,000 Subscription Receipts	346,500	s. 2.3 of NI 45-106	2016-03-11
Cog Research Investments #10 - 1616 West Broadway, Vancouver, BC V6J 1X6 Contact: Tom Wharton Tel: 604-641-4963		1,867,142 Subscription Receipts	653,499	s. 2.3 of NI 45-106	2016-03-11
CDM Capital Partners Inc. Suite 800 - 789 West Pender St. Vancouver, BC V6C 1H2 Contact: Darryl Cardey Tel: 604-638-8063	I	300,000 Subscription Receipts	105,000	s. 2.3 of NI 45-106	2016-03-11
1007937 BC Ltd. 600 - 1090 West Pender St. Vancouver, BC V6E 2N7 Contact: Geordie Munro Tel: 604-340-6749		342,857 Subscription Receipts	120,000	s. 2.3 of NI 45-106	2016-03-11
Hutton Capital Corporation 605-815 Hornby St. Vancouver BC V6Z 2E6 Contact: James Hutton Tel: 604-328-7515		100,000 Subscription Receipts	35,000	s. 2.3 of NI 45-106	2016-03-11

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)
Delbrook Capital Advisors (Offshore) Inc. 650-1021 West Hastings St. Vancouver, BC V6E 0C3 Contact: Matt Zabloski Tel: 604- 229-1450		500,000 Subscription Receipts	175,000	s. 2.3 of NI 45-106	2016-03-11
Hutton Capital Corporation Suite 605-815 Hornby St. Vancouver, BC V6Z 2E6 Contact: James Hutton Tel: 604-681-6047		70,000 Subscription Receipts	24,500	s. 2.3 of NI 45-106	2016-03-11
JAG Holdings Ltd. 2301-837 West Hastings St. Vancouver, BC V6C 3N7 Contact: John Grecia Tel: 604-943-8430		250,000 Subscription Receipts	87,500	s. 2.3 of NI 45-106	2016-03-11
Sotet Capital Ltd. 21985 86A Ave. Fort Langley, BC V1M 3S7 Contact: Stephan Stanley Tel: 604-609-6189		50,000 Subscription Receipts	17,500	s. 2.3 of NI 45-106	2016-03-11
Lexore Capital Corp. #201-2525 Blenheim St. Vancouver, BC V6K 4W6 Contact: Patrice Elliott Tel: 604-644-6940		50,000 Subscription Receipts	17,500	s. 2.3 of NI 45-106	2016-03-11
Millerd Holdings Ltd 825 West 3rd St. North Vancouver, BC V7P 3K7 Contact: Donato Millerd Tel: 604-904-7833		150,000 Subscription Receipts	52,500	s. 2.3 of NI 45-106	2016-03-11
The Jefferson Family Trust 4149 Cypress St., Vancouver BC V6J 3P7 Contact: Bradley Jefferson Tel: 604-727-9666		14,200 Subscription Receipts	4,970	s. 2.3 of NI 45-106	2016-03-11
Winkie Investments Ltd. 4149 Cypress St. Vancouver, BC V6J 3P7 Contact: Bradley Jefferson Tel: 604-261-3300		57,000 Subscription Receipts	19,950	s. 2.3 of NI 45-106	2016-03-11
Emerson Holdings Ltd. 410 - 625 Howe St. Vancouver BC V6C 2T6 Contact: Lyle Braaten Tel: 604-687-0407		100,000 Subscription Receipts	35,000	s. 2.3 of NI 45-106	2016-03-11
393393 BC Ltd. 1200 - 609 Granville St. Vancouver, BC V7Y 1G6 Contact: William Davidson Tel: 604-469-8601		100,000 Subscription Receipts	35,000	s. 2.3 of NI 45-106	2016-03-11
Ladasa Investments Inc. 6857 Churchill St. Vancouver BC V6P 5B4 Contact: Gerald Wittenberg		200,000 Subscription Receipts	70,000	s. 2.3 of NI 45-106	2016-03-11

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)
Tel: 604-657-6857					
Arcon Holdings Ltd. 5289 Keith Rd West Vancouver, BC V7M 2M9 Contact: Dominic Spooner Tel: 403-470-5308	R	100,000 Subscription Receipts	35,000	s. 2.3 of NI 45-106	2016-03-11
Skybiz Inc. 155 Tycos Dr, Ste 26 Toronto, ON M6B 1W6 Contact: Spira Jumper Tel: 416-410-6363		100,000 Subscription Receipts	35,000	s. 2.3 of NI 45-106	2016-03-11
JB Levy Corp. 491 Melcor Ave. Toronto, ON M5M 2A1 Contact: Jamie Levy Tel: 416-567-2440		30,000 Subscription Receipts	10,500	s. 2.3 of NI 45-106	2016-03-11
Caesar Holdings BVBA Grintweg 18A 8600 Diksmuide Belguim Contact: Thibaut Lepouttre Tel: 32484228451		28,000 Subscription Receipts	9,800	BCI 72-503	2016-03-11
Aeternus Holdings Limited Unit 1411, 14 Fl. Lippo Sun Plaza, 28 Canton Rd. TsimShaTsu, Kowloon Hong Kong China Contact: Christiaan Trogh Tel: 852-2377-0880		100,000 Subscription Receipts	35,000	BCI 72-503	2016-03-11
Accent Marketing GMBH Sendlinger STR 24 Munich, Germany 80331 Contact: Joerg Schweizer Tel: 49 89 3815 13315		125,000 Subscription Receipts	43,750	s. 2.3 of NI 45-106	2016-03-11
LBLux SICAV-FIS Junior Mining 6B, rue Gabriel Lippmann L-5365 Munsbach Luxembourg Tel: 352-28262422 Contact: Juerg Schwanitz		150,000 Subscription Receipts	52,500	s. 2.3 of NI 45-106	2016-03-11
Nature Cove Holdings Limited #1301-138 Grange Rd. Singapore, 249-617 Contact: Rob Sali Tel: 6582280977		500,000 Subscription Receipts	175,000	s. 2.3 of NI 45-106	2016-03-11
Oldcourt Investment Fund Inc. PO Box 440, Basel Switzerland 4010 Verner Ulrich Tel; unknown		140,000 Subscription Receipts	49,000	s. 2.3 of NI 45-106	2016-03-11
Karnell Family Trust 712 W Kaler Drive Phoenix, AZ 85021 Contact: Jerry Karnell Tel: 602-809-5636		307,000 Subscription Receipts	107,450	s. 2.3 of NI 45-106	2016-03-11

## 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)					
	Indicate if the person being compensated is an insider (I) of the Issuer or a registrant (R)	Cash (\$)	Securities			Total dollar value of compensation (CAD \$)
			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	241,690 common shares and 241,690 finder's warrants	\$0.20 per common share; \$0.50 per finder's warrant	s. 2.3 of NI 45-106 Mar.11/16	\$169,183
Eventus Capital Corp. Brookfield Place, Wellington Tower 181 Bay Street, #320 Toronto, ON M5J 2T3		nil	21,000 common shares and 21,000 finder's warrants	\$0.20 per common share; \$0.50 per finder's warrant	s. 2.3 of NI 45-106 Mar.11/16	\$14,700
David Crampton 600 – 1090 W. Pender St. Vancouver, BC V6E 2N7		nil	24,000 common shares and 24,000 finder's warrants	\$0.20 per common share; \$0.50 per finder's warrant	s. 2.3 of NI 45-106 Mar.11/16	\$16,800
Greg Smith 3951 E. Dover, Mesa AZ 85205 USA		nil	21,490 common shares and 21,490 finder's warrants	\$0.20 per common share; \$0.50 per finder's warrant	s. 2.3 of NI 45-106 Mar.11/16	\$15,043



Canaccord Genuity Corp. 2200 – 609 Granville St. Vancouver, BC V7Y 1H2	R	\$16,170	46,200 finder's warrants	\$0.50 per finder's warrant	s. 2.3 of NI 45-106 Mar.11/16	\$39,270
Haywood Securities Inc. 700 – 200 Burrard Street Vancouver, BC V6C 3L6	R	\$83,129	237,510 finder's warrants	\$0.50 per finder's warrant	s. 2.3 of NI 45-106 Mar.11/16	\$201,884
NBCN Inc. ITF Industrial Alliance Securities Inc. 900 – 26 Wellington St. E Toronto, ON M5E 1S2	R	\$2,450	7,000 finder's warrants	\$0.50 per finder's warrant	s. 2.3 of NI 45-106 Mar.11/16	\$5,950

**Note:**

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: March 21, 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