

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.

Burgess Creek Exploration Inc.
1000 - 520 5th Ave S.W.
Calgary, AB T2P 3R7
(403) 930-3917
kory@burgesscreek.ca

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

- 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 not a reporting issuer.

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.

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box below.

☐ Bio-tech

Mining

Financial Services

☐ exploration/development

☐ investment companies and funds

☐ production

- | | |
|--|---|
| <input type="checkbox"/> mortgage investment companies | <input checked="" type="checkbox"/> Oil and gas |
| <input type="checkbox"/> securitized products issuers | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Other (describe) |
| <input type="checkbox"/> Industrial | |
-

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 \$)
Kory Galbraith <i>Calgary, AB, Canada</i>	President and Chief Executive Officer and Director	200,000 Common Shares	\$170,000
David French <i>Calgary, AB, Canada</i>	Chief Financial Officer and Senior Vice-President, Finance	188,236 Common Shares	\$160,000.60
Dean Potter <i>Calgary, AB, Canada</i>	Director	126,000 Common Shares ⁽¹⁾ 294,000 Series 1, Special Voting Shares ⁽²⁾	\$357,000
Andrew Evans <i>Calgary, AB, Canada</i>	Director	Nil	Nil

Cameron McVeigh <i>Calgary, AB, Canada</i>	Director	Nil	Nil
Cameron Taylor <i>Wolseley, SK, Canada</i>	Director	88,200 Common Shares 205,800 Series 1, Special Voting Shares	\$249,900
Robert Chaisson <i>Calgary, AB, Canada</i>	Director	235,294 Common Shares	\$199,999.90
Douglas Stuve <i>Calgary, AB, Canada</i>	Director	149,411 Common Shares ⁽³⁾ 74,116 Series 1 Special Voting Shares ⁽⁴⁾	\$189,997.95
Mark Birchard <i>Calgary, AB, Canada</i>	Vice-President, Exploration	450,000 Common Shares ⁽⁵⁾ 105,000 Series 1, Special Voting Shares ⁽⁶⁾	\$382,500
John Jenkins <i>Calgary, AB, Canada</i>	Vice-President, Operations	117,643 Common Shares	\$99,996.55
Cameron Urquhart <i>Calgary, AB, Canada</i>	Vice-President, Land	97,056 Common Shares 20,857 Series 1, Special Voting Shares	\$99,996.55
ARC Equity Management (Fund 8) Limited Partnership ⁽⁷⁾ <i>Calgary, AB, Canada</i>	Holder of more than 10% Voting Securities	8,100,000 Common Shares 18,900,000 Series 1, Special Voting Shares	\$8,100,000
	Kevin J. Brown - Co-Chief Executive Officer and Director <i>Calgary, AB, Canada</i>	Nil	Nil
	Lauchlan J. Currie - Co-Chief Executive Officer and Director <i>Calgary, AB, Canada</i>	Nil	Nil

	Nancy L. Smith - Managing Director & Secretary, Director <i>Calgary, AB, Canada</i>	Nil	Nil
	Peter Tertzakian, Chief Energy Economist & Managing Director and Director <i>Calgary, AB, Canada</i>	Nil	Nil
	Robert C.H. Cook - Senior Vice President and Director <i>Calgary, AB, Canada</i>	Nil	Nil
	Paul J. Beitel - Senior Vice President and Director <i>Calgary, AB, Canada</i>	Nil	Nil
	William H. Slavin - Managing Director <i>Calgary, AB, Canada</i>	Nil	Nil
	Nancy V. Lever - Managing Director <i>Calgary, AB, Canada</i>	Nil	Nil
	Brian P. Boulanger - Senior Vice President <i>Calgary, AB, Canada</i>	Nil	Nil
	Tanya M. Causgrove - Chief Financial Officer <i>Calgary, AB, Canada</i>	Nil	Nil
	Andrew L. Evans - Senior Vice President <i>Calgary, AB, Canada</i>	Nil	Nil
	Douglas C. Freel - Senior Vice President <i>Calgary, AB, Canada</i>	Nil	Nil
	Christopher D. Anderson - Vice-President & Controller <i>Calgary, AB, Canada</i>	Nil	Nil
	Duane K. Schellenberg - Vice-President <i>Calgary, AB, Canada</i>	Nil	Nil
	Barrie J. Prentice - Vice-President <i>Calgary, AB, Canada</i>	Nil	Nil
	James Kent Foster - Vice-President	Nil	Nil

	<i>Calgary, AB, Canada</i>		
	Jeremy W. Gackle - Vice-President <i>Calgary, AB, Canada</i>	Nil	Nil
	Carl L. Landry - Vice-President <i>Calgary, AB, Canada</i>	Nil	Nil
	Wendy C. Liu - Vice-President <i>Calgary, AB, Canada</i>	Nil	Nil
	James P. Major - Vice-President <i>Calgary, AB, Canada</i>	Nil	Nil
	Jacqueline C. Forrest - Vice-President <i>Calgary, AB, Canada</i>	Nil	Nil
Camcor Partners Fund VII GP Inc. <i>Calgary, AB, Canada</i>	Holder of more than 10% Voting Securities	5,400,000 Common Shares 12,600,000 Series 1, Special Voting Shares	\$5,400,000
	Cameron McVeigh - President and Director <i>Calgary, AB, Canada</i>	Nil	Nil
	Ian Fergusson - Senior Vice-President and Director <i>Calgary, AB, Canada</i>	Nil	Nil

Notes:

- (1) 90,000 of the Common Shares are held by the Potter Family Trust.
- (2) 210,000 of the Series 1, Special Voting Shares are held by the Potter Family Trust.
- (3) 31,764 of the Common Shares are held by Bourbon & Beaujolais Inc., a private company controlled by Mr. Stuve.
- (4) The Series 1, Special Voting Shares are held by Bourbon & Beaujolais Inc., a private company controlled by Mr. Stuve.
- (5) 150,000 of the Common Shares are held by Rimark Limited Partnership, a limited partnership controlled by Mr. Birchard.
- (6) The Series 1, Special Voting Shares are held by Rimark Limited Partnership, a limited partnership controlled by Mr. Birchard.
- (7) Directors and officers listed are those of ARC Equity Management (Fund 8) Ltd., the general partner of ARC Equity Management (Fund 8) Limited Partnership.

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.

October 6, 2015 and October 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.

Common shares of the issuer ("Common Shares") and units of the issuer ("Units").

577,758 Common Shares at a price of \$1.00 per Common Share were distributed pursuant to this distribution, for total proceeds of \$577,758.

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 \$)
British Columbia	2	\$1.00 per Common Share	\$577,758
Total number of Purchasers	2		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$577,758

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 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)
Montrose Development Ltd. 850 - 1040 West Georgia Street Vancouver, BC V6E 4H1 (604) 687-7804 Doug Christopher (604) 687-7894	N/A	350,000 Common Shares	\$350,000	Section 2.3 of NI 45-106	2015-10-06
Inter-City Gas Ltd. 601 - 499 Broughton Street Vancouver, BC V6G 3K1 (604) 219-1618 John Harrison (604) 219-1618	N/A	227,758 Common Shares	\$227,758	Section 2.10 of NI 45-106	2015-10-14

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 (yyyy-mm-dd)	
N/A	N/A	N/A	N/A	N/A	N/A	N/A

Certificate

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

Date: October 16, 2015

Burgess Creek Exploration Inc.

Name of issuer (please print)

Kory Galbraith, President and Chief Executive Officer 403-978-8023

Print name, title and telephone number of person signing

"Kory Galbraith"

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.

**David French, Chief Financial Officer and Senior Vice-President, Finance
Tel: 403-826-0957**

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