

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

INDICO RESOURCES LTD.
1010 – 1130 West Pender Street
Vancouver, BC
V6E 4A4
Telephone: (604) 638.5938
E-mail: ewalmesley@indicoresources.com
Website: www.indicoresources.com

Item 2: Reporting issuer status

The Issuer is a reporting issuer in British Columbia and Alberta.

Item 3: Issuer's industry

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

- | | |
|---|---|
| <input type="checkbox"/> Bio-tech | Mining |
| <input type="checkbox"/> Financial Services | <input checked="" 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 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.

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.

December 31, 2013

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

units (common share / one common share purchase warrant)

- 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;

A total of 26,557,000 units were issued at a deemed price of \$0.10 per unit, each unit consisting of one common share and one common share purchase warrant entitling the holder to acquire one common share at a price of \$0.15 until December 31, 2016, subject to the Company's right to accelerate the exercise of the warrants if the closing price of the Company's shares on the TSX Venture Exchange exceeds \$0.30 per share for a period of 10 consecutive trading days between the expiry date of the four month hold period and the date of expiry of the warrants.

- 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.

Not applicable.

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	55	\$0.10	945,500
Alberta	3	\$0.10	61,000
Ontario	4	\$0.10	85,000
Singapore	1	\$0.10	1,500,000
United Kingdom	3	\$0.10	54,200
Monaco	1	\$0.10	10,000
Total number of Purchasers	67		

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 \$)
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$2,655,700

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. - N/A

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 (Units)	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Sailaway Holdings Ltd. 1860 Orchard Way West Vancouver, BC V7V 4G2 Contact: Alan Shearer Tel: 604.913.6751	n/a	100,000	10,000	NI 45-106 2.3	2013-12-31
Dr. Alison C Ross FRCSC Inc. 3171 Woodburn Ave Victoria, BC V8P 5B8 Contact: Dr. Alison Ross Tel: 250.592.4313	n/a	250,000	25,000	NI 45-106 2.3	2013-12-31

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 (Units)	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Cervaro Investment Ltd. 885 Everett Cres Burnaby, BC V5A 2N3 Contact: Dennis Cappellini Tel: 604.291.9296	n/a	50,000	5,000	NI 45-106 2.3	2013-12-31
Planet Mining Exploration Inc. 750 Pender St W, Suite 302 Vancouver, BC V6C 2T7 Contact: Tony Ricci Tel: 604.681.0084	n/a	250,000	25,000	NI 45-106 2.3	2013-12-31
Port Guichon Farms Ltd. 5363 Regatta Way Delta, BC V4K 4R9 Contact: Laurence Guichon Tel: 604.612.4599	n/a	175,000	17,500	NI 45-106 2.3	2013-12-31
Millerd Holdings Ltd. 833 West 3rd St North Vancouver, BC V7P 3K7 Contact: Don Millerd Tel: 604.904.7833	n/a	250,000	25,000	NI 45-106 2.3	2013-12-31
Batell Investments Ltd. 3999 40th Street Delta, BC V4K 3N2 Contact: David Elliott Tel: 604.946.6392	R	100,000	10,000	NI 45-106 2.3	2013-12-31
Joma Enterprises Ltd. 706 Columbia Street Abbotsford, BC V2T 5X6 Contact: John Webb Tel: 604.859.0027	n/a	100,000	10,000	NI 45-106 2.3	2013-12-31
FAF Consulting Ltd. 49 Discovery Ridge HTS SW Calgary, AB T3H 5T1 Contact: Franco Felicella Tel: 403.870.7710	n/a	100,000	10,000	NI 45-106 2.3	2013-12-31
Dragonfly Capital Corp. 33 Hillhurst Blvd Toronto, ON M5N 1N5 Contact: Stephen Rider Tel: 416.484.9218	n/a	200,000	20,000	NI 45-106 2.3	2013-12-31

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 (Units)	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Stonehouse Constructions Pte Ltd. 50 Raffles Place, #32-10 Singapore Land Tower Singapore 048623 Contact: David Savage Tel: 603.2787.0900	I	15,000,000	1,500,000	NI 45-106 2.10	2013-12-31
The General Trust Company as Trustee of the Mackay Trust 17 Avenue de la Costa BP 167 Monaco, MC 98003 Contact: Ian Ledger, Trustee Tel: 377.97.97.8200	n/a	100,000	10,000	NI 45-106 2.3	2013-12-31
TOTAL:		16,675,000	1,667,500		

Commissions and finder's fees

Item 9: Commissions and finder's fees

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 (CAD\$)	Securities			Total dollar value of compensation (CAD\$)
			Number and type of securities issued	Price per security (CAD\$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Haywood Securities Inc. 700–200 Burrard St Vancouver, BC V6C 3L6	R	\$17,500	175,000 Finder Warrants ¹	\$0.15	NI 45-106 2.3 2013-12-31	\$17,500
Canaccord Genuity Corp. 2200–609 Granville St Vancouver, BC V7Y 1H2	R	\$10,360	103,600 Finder Warrants ¹	\$0.15	NI 45-106 2.3 2013-12-31	\$10,360
Raymond James Ltd. 2100–925 W. Georgia St Vancouver, BC V6C 3L2	R	\$24,864	248,640 Finder Warrants ¹	\$0.15	NI 45-106 2.3 2013-12-31	\$24,864

- Each Finder Warrant entitles the holder to purchase one common share at a price of \$0.15 until December 31, 2016, subject to the Issuer's right to accelerate the exercise of the warrants if the closing price of the Issuer's shares on the TSX Venture Exchange exceeds \$0.30 per share for a period of 10 consecutive trading days between the expiry date of the four month hold period and the date of expiry of the warrants.

Certificate

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

Date: January 10, 2014

Indico Resources Ltd.

Name of issuer (please print)

Erin Walmesley, Corporate Secretary – 604.398.5384

Print name, title and telephone number of person signing

“Erin Walmesley”

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.

N/A

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