

AMENDED
Form 45-106F6
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

CARBON FRIENDLY SOLUTIONS INC.

Suite 2500 – 555 West Hastings Street

Vancouver, BC V6B 4N5

Telephone: (604) 676-9792

Email: info@carbonfriendly.com

Item 2: Reporting issuer status.

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

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 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><i>Environmental technology</i></u> |

Details of distribution

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 the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

December 28 2012

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.

Type of security	Total number of securities distributed	Type of underlying security, terms of exercise or conversion and any expiry date (if applicable)	Exemption(s) relied on
<i>units</i>	<i>8,573,750</i>	<i>Each unit consists of one common share and one non-transferable share purchase warrant. Each warrant entitles the holder to purchase one common share for a period of 24 months at an exercise price of \$0.35 Cdn.</i>	<i>S. 2.3 of NI 45-106 S.2.5 of NI 45-106</i>

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 \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
<i>British Columbia</i>	<i>7</i>	<i>0.20</i>	<i>217,000</i>
<i>Ontario</i>	<i>4</i>	<i>0.20</i>	<i>248,750</i>
<i>United States</i>	<i>12</i>	<i>0.20</i>	<i>884,000</i>
<i>France</i>	<i>1</i>	<i>0.20</i>	<i>40,000</i>
<i>Cyprus</i>	<i>1</i>	<i>0.20</i>	<i>150,000</i>
<i>Poland</i>	<i>1</i>	<i>0.20</i>	<i>20,000</i>
<i>Switzerland</i>	<i>2</i>	<i>0.20</i>	<i>155,000</i>
Total number of Purchasers	28		
Total dollar value of distribution in all jurisdictions (Canadian \$)			1,714,750

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)
Yale Realty Ste. 10A, 1 St. Thomas St. Toronto, ON M5S 3M5 ☎ (416) 925-2262		375,000 units	75,000	<i>S. 2.3 of NI 45-106</i>	2012-12-28
PI Financial Corp. ITF C3 Energy Inc., Account No. 025 62817 #1900, 666 Burrard Street Vancouver, BC V6C 3N1 ☎ (604) 664-2764		100,000 units	20,000	<i>S. 2.3 of NI 45-106</i>	2012-12-28
Doddington Inc. Beethoven St 48 CH-8022 Zurich, Switzerland ☎ +44 44 2000970		750,000 units	150,000	<i>S. 2.3 of NI 45-106</i>	2012-12-28
Dubuisson Limited Kostaki Pantelidi 1 Kolokasides Building, 3 rd floor 1010, Nikosia, Cyprus ☎ 011(48)602642601		750,000 units	150,000	<i>S. 2.3 of NI 45-106</i>	2012-12-28
Wiklow Corporate Services Inc. 202, 5626 Larch St. Vancouver, BC V6M 4E1 ☎ (604) 696-4236		15,000 units	3,000	<i>S. 2.5 of NI 45-106</i>	2012-12-28
The Stone Family Trust 8028 E. Sutton Drive. Scottsdale, AZ 852860-4914 ☎ (480) 951-4475		50,000 units	10,000	<i>S. 2.3 of NI 45-106</i>	2012-12-28
TOTALS:		2,040,000 Units	408,000		

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			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian\$)	Exemption relied on and date of distribution	
Aran Asset Management Bahnhofplatz, CH-6304 Zug, Switzerland ☎ +4141 7260470		16,125	161, 250 agent's warrants ⁽¹⁾	0.35	Section 2.3 of NI 45-106 2012-12-28	16,125
Glen Baker 1200, 250 Lake St. St. Catharines, ON L2R 524 ☎ (905) 321-8970		12,500	125,000 agent's warrants ⁽¹⁾	0.35	Section 2.3 of NI 45-106 2012-12-28	12,500
Daniel Cannon 2408, 1111 Caroline St. Houston, Texas 77010 ☎ (386) 402-6139		US 92,400	693,000 agent's warrants ⁽¹⁾	0.35	Section 2.3 of NI 45-106 2012-12-28	U,400
David Driedger 986 Mineral Springs Rd. Dundas, ON L9H 5E3 ☎: (905) 304-1249		11,250	112,500 agent's warrants ⁽¹⁾	0.35	Section 2.3 of NI 45-106 2012-12-28	11,250
Hans Howald Beethoven St 48 CH-8022 Zurich, Switzerland ☎ +41-44-200 0910		15,000	112, 500 agent's warrants ⁽¹⁾	0.35	Section 2.3 of NI 45-106 2012-12-28	15,000
Daniel Polus 2809, 1288 Cordova St. W Vancouver, BC V6C 3R3 ☎ (604) 616-3440		N/A	20,000 agent's warrants ⁽¹⁾	0.35	Section 2.3 of NI 45-106 2012-12-28	0
PI Financial Corp. #1900, 666 Burrard Street Vancouver, BC V6C 3N1 ☎ (604) 664-2764		2,000	20,000 agent's warrants ⁽¹⁾	0.35	Section 2.3 of NI 45-106 2012-12-28	2,000
TOTALS:		CDN 56,875 US 92,400	1,244,250 agent's warrants			149,275

- (1) Each agent warrant entitles the holder thereof to purchase one common share of the Issuer at a price of \$0.35 CDN for a period of 24 months from the distribution date.

Certificate

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

Date: January 9, 2013

Carbon Friendly Solutions Inc.

Name of issuer

Slawomir Smulewicz, Chief Executive Officer;

Tel: (604) 676-9792

Print name, title and telephone number of person signing

/s/ Slawomir Smulewicz

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.

*Donna M. Moroney
604.696.4236*

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

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