

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 information

Item 1: Issuer name and contact information

Name of issuer: **Umbral Energy Corp. (the “Issuer”)**

Issuer Website Address: www.umbralenergy.com

Issuer Head Office Address: **929 Mainland Street
Vancouver, British Columbia
V6B 1S3**

Issuer Telephone Number: **(604) 628-1767**

Issuer Head Office E-mail Address: **929 Mainland Street
Vancouver, British Columbia
V6B 1S3
info@umbralenergy.com**

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.

Not applicable.

Item 3: Issuer’s industry

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

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

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 \$)
Jag Bal	President, Chief Executive Officer and Director	200,000 Common Share units purchased at \$0.05 per unit (details set out Item 6 below) Directly owned common shareholdings at distribution date of May 16, 2013 600,000 common shares	\$10,000 for purchase of 200,000 Common Share units at distribution date of May 16, 2013

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.

May 16, 2013

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

Common Shares

- 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

(2st and Final Tranche Closing) 1,370,000 units at a price of \$0.05 per unit. Each Unit consists of one common share in the capital of the Company (a “Share”) and one common share purchase warrant (“Warrant”). Each Warrant entitles the holder thereof to purchase one Share (a “Warrant Share”) at \$0.10 per Warrant Share for a 5 year period expiring on May 16, 2018.

- 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.

The Issuer is not an investment fund manager.

Exemptions relied on: Section 2.3 and Section 2.5 of National Instrument 45-106.

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	5	\$0.05	\$23,500
Ontario	1	\$0.05	\$25,000
Alberta	1	\$0.05	\$20,000
Total number of Purchasers	7		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$68,500

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 (Common Share Unit)	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
EMBASSY GATE VENTURES INC. 612-1485 WEST 6 TH AVENUE VANCOUVER, BC V6H 604-761-4242	N/A	100,000	\$5,000	Section 2.3 of National Instrument 45-106	2013-05-16
EQUIVAL INC. 1440 MARTIN GROVE ROAD TORONTO, ON M9W 4X3 416-705-8529	N/A	500,000	\$25,000	Section 2.3 of National Instrument 45-106	2013-05-16

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 (Common Share Warrant)	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Global Securities 595 Burrard Street Vancouver, BC V7X 1C4	N/A	\$200	4,000 broker ⁽¹⁾	\$0.10 (exercise price)	Section 2.3(2) of National Instrument 45-106 2013-05-16	\$200

⁽¹⁾ Each Warrant entitling the holder thereof to purchase one Common Share in the capital of the Issuer at an exercise price of \$0.10 per Common Share, up to and including May 16, 2018.

Certificate

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

Date: May 21, 2013

UMBRAL ENERGY CORP.

Name of Issuer (please print)

Jagdeep Bal, President and CEO and Director Tel. (604) 628-1767

Print name, title and telephone number of person signing

(Signed) Jagdeep Bal

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