

**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.

Arctic Star Exploration Corp  
Suite 1818, 701 West Georgia Street,  
PO Box 10144, Pacific Centre  
Vancouver, BC V7Y 1C6.  
Tel: (604) 689-1799  
[www.arcticstar.ca](http://www.arcticstar.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 a reporting issuer in BC, Alberta and Ontario.

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.

- |   |   |
|---|---|
| <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 \$)
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.

April 12, 2013

## Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

Units (the “Units”) at \$0.22 per Unit.

- 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

7,229,817 Units. Each Unit consists of one common share (the “Shares”) and one Warrant. Each Warrant is exercisable at a price of \$0.37 for a period of two years from the date of issuance.

- 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 Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
BC	25	\$0.22	\$905,539.80
Alberta	7	\$0.22	\$280,519.80
Manitoba	1	\$0.22	\$105,000.06
Ontario	2	\$0.22	\$232,499.96
United Kingdom	2	\$0.22	\$67,000.12
<b>Total number of Purchasers</b>	<b>37</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$1,590,559.74</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.

<b>Information about non-individual purchasers</b>					
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)
Zimtu Capital Corp. 1450-789 West Pender Street Vancouver, BC V6C 1H2 Ryan Fletcher 604-681-1568		1,584,727 Units	348,639.94	NI 45-106 S. 2.3	2013-04-12

<b>Information about non-individual purchasers</b>					
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)
0800025 B.C. Ltd. 1818-701 West Georgia Street Vancouver, BC V7Y 1C6 Patrick Power 604-689-1799	I	821,818 Units	180,799.96	NI 45-106 S.2.10	2013-04-12
H+L Trading Corp. 816 13th Ave. NW Calgary, AB T2R 0L2 Michael Leahy 403-298-4034	R	209,090 Units	45,999.8	NI 45-106 S.2.3	2013-04-12
Western Potash Corp. 1818-701 West Georgia Street Vancouver, BC V7Y 1C6 604-689-8199		521,818 Units	114,799.96	NI 45-106 S.2.3	2013-04-12
544449 BC Ltd. 3515 Prince Albert Street Vancouver, BC V5V 4H8 Val Cheer Telephone: Unknown		50,000 Units	11,000	NI 45-106 S.2.5	2013-04-12
Rosseau Limited Partnership 181 Bay Street, Suite 2920 Toronto, ON M5J 2T3 Warraen Irwin 416-777-0711		931,818 Units	204,999.96	NI 45-106 S.2.3	2013-04-12

<b>Information about non-individual purchasers</b>					
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)
GIO-Rosseau Special Situations Master Fund c/o Ogier Fiduciary Services Limited 89 Nexus Way Camana Bay Gran Cayman KY1-9007 Cayman Islands Warren Irwin 416-777-0711		204,546 Units	45,000.12	NI 45-106 S.2.3	2013-04-12
Seabolt Dive Harvesters 305, 2455 Bellevue Ave West Vancouver, BC V7V 1E1 Telephone: Unknown		33,333 Units	7,333.26	NI 45-106 S.2.3	2013-04-12
RFM Capital Corp. 1700-521-3rd Ave SW Calgary, AB T2P 3T3 H.D. Hunter 403-262-7244		150,000 Units	33,000	NI 45-106 S.2.3	2013-04-12
		<b>4,507,150 Units</b>	<b>991,573</b>		

## **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)	
James Ferreira Suite 210 – 2170 West 3rd Ave. Vancouver, BC V6K-1L1		\$6,300	n/a	n/a	2012-04-12 NI 45-106 S.2.3	\$6,300
Val Cheer 3515 Prince Albert Street Vancouver, BC V5V 4H8		\$4,488	n/a	n/a	2012-04-12 NI 45-106 S.2.3	\$4,488
Stephanie Carey 398 New Dundee Road Kitchener, ON N2P-2N7		\$1,650	n/a	n/a	2012-04-12 NI 45-106 S.2.3	\$1,650
Primary Capital Suite 2624 – 1055 Dunsmuir Street Vancouver, BC V7X-1G4		\$660	n/a	n/a	2012-04-12 NI 45-106 S.2.3	\$660
Canaccord Genuity Corp Suite 2200 – 609 Granville Street Vancouver, BC V7Y-1H2		\$1,320	n/a	n/a	2012-04-12 NI 45-106 S.2.3	\$1,320

Macquaire Private Wealth Inc. Brookfield Place 181 Bay Street, Suite 3200 Toronto, ON M5J-2T3		\$12,487.20	75,680 Finders Warrants <sup>(1)</sup>	n/a	2012-04-12 NI 45-106 S.2.3	\$12,487.20
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<sup>(1)</sup> Each finder warrant is exercisable in to one common share of the Issuer at a price of \$0.37 for a period of two years from closing.

## Certificate

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

Date: April 15, 2013

Arctic Star Exploration Corp.

Name of issuer (please print)

Patrick Power, CEO and Director (604) 689-1799

Print name, title and telephone number of person signing

/s/Patrick Power

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.

**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