

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.

ULTRA RESOURCES CORP.

Name of issuer

www.ultraresourcescorp.com

Issuer's website address

502 – 535 Thurlow Street, Vancouver, BC, Canada V6E 3L2

Address

604.683.3288

Telephone number

contact@ultraresourcescorp.com

Email address of the issuer's head office

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.

Name of underwriter

Underwriter's website address

Address

Telephone number

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 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.

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed 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.

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.

February 19, 2013

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

7,800,000 units at a price of \$0.05 per unit, each unit comprised of one common share and one three-year transferable share purchase warrant, each such warrant entitling the holder to purchase one additional common share at a price of \$0.10 on or before February 19, 2016. The warrants are subject to an accelerated expiry, wherein the expiry period of the warrants may be reduced, upon written notice to holders and at the election of the Issuer, if the closing price of the Issuer's shares is equal to or greater than \$0.25 per share for 10 consecutive trading days after any applicable hold periods. If this condition is met, more than 25 business days remain before the expiry date of the warrant and the Issuer elects to accelerate the expiry of all or a portion of the warrants, at its option, the exercise period will be reduced to 25 business days from the date written notice is provided by the Issuer to the warrant holders.

- 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 \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	13	\$0.05	\$390,000
Total number of Purchasers	13		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$390,000

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	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
320915 B.C. Ltd. 502 – 535 Thurlow Street Vancouver, BC V6E 3L2 Gwen Wegner Tel: 604.683.3288		500,000 units	\$25,000	S. 2.5 NI 45-106	2013-02-19
603494 B.C. Ltd. 201-1220 West 6 th Avenue Vancouver, BC V6H 1G3 Gwen Wegner Tel: 604.683.3288		1,000,000 units	\$50,000	S. 2.5 NI 45-106	2013-02-19
681878 B.C. Ltd. 203 – 401 Glenmore Road Kelowna, BC V1V 1Z6 Gwen Wegner Tel.: 604.683.3288		900,000 units	\$45,000	S. 2.5 NI 45-106	2013-02-19
Desert Rain Ventures Ltd. 502 – 535 Thurlow Street Vancouver, BC V6E 3L2 Gwen Wegner Tel: 604.683.3288		300,000 units	\$15,000	S. 2.5 NI 45-106	2013-02-19
Dan David Ventures Ltd. 502 – 535 Thurlow Street Vancouver, BC V6E 3L2 Gwen Wegner Tel: 604.683.3288		900,000 units	\$45,000	S. 2.5 NI 45-106	2013-02-19
Blizzard Capital Corp. Suite 2701 – 1188 Quebec St. Vancouver, BC V6A 4B2 Gwen Wegner Tel: 604.683.3288		600,000 units	\$30,000	S. 2.5 NI 45-106	2013-02-19

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)
Midori Investments Inc. 1140 Pine Ridge Crescent Revelstoke, BC V0E 2S1 Gwen Wegner Tel: 604.683.3288		500,000 units	\$25,000	S.2.5 of NI 45-106	2013-02-19
Rayne Investments Ltd. 1576 Agate Place Coquitlam, BC V3E 3A3 Stuart Rogers Tel: 778.239.3775		1,000,000 units	\$50,000	S. 2.3 NI 45-106	2013-02-19
Roland Financial Services Ltd. 305 – 1132 Haro Street Vancouver, BC V6E 1C9 Gwen Wegner Tel: 604.683.3288		400,000 units	\$20,000	S. 2.3 NI 45-106	2013-02-19
Techmaster Venture Corp. 502 – 535 Thurlow Street Vancouver, BC V6E 3L2 Gwen Wegner Tel: 604.683.3288		900,000 units	\$45,000	S. 2.5 NI 45-106	2013-02-19

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						

Certificate

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

Date: March 1, 2013.

ULTRA RESOURCES CORP.

Name of issuer (please print)

Gwen Wegner, Assistant Corporate Secretary – 604.683.3288

Print name, title and telephone number of person signing

"Gwen Wegner"

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