

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

ACT AURORA CONTROL TECHNOLOGIES CORP. (the “Issuer”)

980 West 1st Street - Suite 210

North Vancouver, BC V7P 3N4

Tel: 778-241-5000

Fax: N/A

Item 2: Reporting issuer status

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

Item 3: Issuer’s industry

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

N/A

Details of distribution

Item 5: Distribution date

June 18, 2013

Item 6: Number and type of securities

1,372,000 units (“Units”) at a price of \$0.32 per Unit, each Unit consisting of one Share and one share purchase warrant (a “Warrant”). Each Warrant entitles the holder thereof to purchase one additional Share (a “Warrant Share”) at a price of \$0.50 per Warrant Share until December 18, 2014.

Item 7: Geographical information about purchasers

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	17	\$0.32	\$311,040
United States	1	\$0.32	\$32,000
Switzerland	1	\$0.32	\$96,000
Total number of Purchasers	19		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$439,040

Item 8: Information about purchasers

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)
Aran Asset Management SA Bahnhofplatz, 3rd Floor 6304 Zug, Switzerland Contact: Boris Hrvat Tel: +41 41 726 04 70	I	300,000 Units	\$96,000	NI 45-106 s.2.3	2013-06-18
Baybak Family Partners Ltd. 331 Cleveland Street #2301 Clearwater, FL 33755 Contact: Michael Baybak Tel: 727-542-9312	N/A	100,000 Units	\$32,000	NI 45-106 s.2.3	2013-06-18
555625 BC Ltd. 108-744 W. Hastings St. Vancouver, BC V6C 1A5 Contact: Darrell Ert Tel: 604-687-3310	N/A	50,000 Units	\$16,000	NI 45-106 s.2.3	2013-06-18
Joah Ventures 1536 Strathcona Heights Shawnigan Lake, BC V0R 2W2 Contact: James Crumb Tel: 250-883-0174	N/A	100,000 Units	\$32,000	NI 45-106 s.2.3	2013-06-18

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 (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)	
HF Investment AG Holbeinstrasse 31 8008 Zurich Switzerland	N/A	\$6,720	21,000 warrants ⁽¹⁾	\$0.32	NI 45-106 s. 2.3	\$6,720
Haywood Securities Inc. 700 – 200 Burrard Street Vancouver, BC V6C 3L6	R	\$6,182.40	19,320 warrants ⁽¹⁾	\$0.32	NI 45-106 s. 2.3	\$6,182.40
Mackie Research Capital Corporation 199 Bay Street, #4600 Commerce Court West Toronto, ON M5L 1G2	R	\$11,200	35,000 warrants ⁽¹⁾	\$0.32	NI 45-106 s. 2.3	\$11,200
Jordan Capital Markets Inc. #1920 – 1075 West Georgia Street Vancouver, BC V6E 3C9	R	\$4,390.40	13,720 warrants ⁽¹⁾	\$0.32	NI 45-106 s. 2.3	\$4,390.40

(1) Each warrant is exercisable at \$0.32 per share until December 18, 2014.

Certificate

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

Date: **June 19, 2013**

ACT AURORA CONTROL TECHNOLOGIES CORP.

Name of issuer (please print)

David Toyoda, Director

Tel: 604 647-4176

Print name, title and telephone number of person signing

(signed) "R. David Toyoda"

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.

Gordon Deans, President and CEO

Tel: (778) 241-5000

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