

**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**

**Cdn Oilfield Technologies & Solutions Corp. (the "Corporation")**

#110W, 4760 72 Avenue S.E.

Calgary, Alberta T2C 3Z2

Website: [www.cotsoilfield.com](http://www.cotsoilfield.com), Tel: (403) 543-0060

Email: [info@cotsoilfield.com](mailto:info@cotsoilfield.com)

**Item 2: Reporting issuer status**

The Corporation is a reporting issuer in the provinces of Alberta and British Columbia.

**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 checked="" 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.

<b>Information about insiders and promoters</b>			
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 \$)

### **Item 5: Distribution date**

November 16, 2011

### **Item 6: Number and type of securities**

Secured convertible debentures (the “Debentures”) of the Corporation in the principal amount of \$453,000 providing for a maturity date of 12 months and an interest at a rate of 12% per annum payable on a quarterly basis. The outstanding indebtedness may be converted in to common shares at a conversion price of \$0.15 per share.

**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 \$)
Alberta	13		\$408,000.00
Ontario	1		\$24,000.00
British Columbia	1		\$21,000.00
Total number of Purchasers	15		
Total dollar value of distribution in all jurisdictions (Canadian \$)			<b>\$453,000.00</b>

**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)
Dantel Resources Ltd. RR1 Site 4 Camp 33 Edgewood, British Columbia V06 1J0 Tel: (780) 361-7724		Debentures	21,000	S. 2.3 of NI 45-106	2011-11-16

## Commissions and finder's fees

### 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)	
Wolverton Securities Ltd. 7th Floor, 777 Dunsmuir Street Vancouver, British Columbia V7Y 1J5	R	\$31,710	N/A			\$31,710

## **CERTIFICATE**

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

Date: February 27, 2012

**CDN OILFILED TECHNOLOGIES & SOLUTIONS  
CORP.**

Name of issuer (please print)

Gord Travis, CFO - (403) 809-9181

Print name, title and telephone number of person signing

*"Gord Travis"*

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