

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:

Solutions4CO2 Inc. (the “Company”)

The issuer’s website address; and

<http://s4co2.com/>

The address, telephone number and email address of the issuer’s head office.

**210-515 Rosewell Avenue
Toronto, Ontario M4R 2J3
Telephone: 416-803-9435
E-mail: info@s4co2.com**

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 Company is not a reporting issuer in any jurisdiction of Canada.

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.

- ☐ Bio-tech
☐ Financial Services
 ☐ investment companies and funds
 ☐ mortgage investment companies
☐ Forestry
☐ Hi-tech
☒ Industrial

- Mining
 ☐ exploration/development
 ☐ production
☐ Oil and gas
☐ Real estate
☐ Utilities
☐ 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 \$)
Samuel Kanes 11 Thorncrest Road Toronto, Ontario M9A 1R8	holder of more than 10% of voting securities	3,183,235 common shares	\$50,001.00
inVentures Technologies P.O. Box 1296, Stn A670 Wilsey Road Fredericton, NB E3B 5C8	holder of more than 10% of voting securities	3,762,720 common shares	\$37,627.20
Canora Ltd. #1 – 181 Ravine Drive Port Moody, BC V3H 4T3	holder of more than 10% of voting securities	2,011,640 common shares	\$50,000.00
John Archibald 2177 Oakmead Blvd. Oakville, Ontario L6H 5N4	Director	900,000 common shares	\$9,000.00
Douglas Kemp-Welch 515 Rosewell Avenue, Suite 210, Toronto, Ontario M4R 2J3	Director, CEO & Secretary	2,030,000 stock options	NA
Michael Langenhorst 2094 Autumn Leaves Cir. Green Bay, Wisconsin USA 54313	Director	240,000 common shares (in trust) 70,000 stock options	\$2,400.00
Michael Boyd 2 Country Club Drive Toronto, Ontario M9A 3J4	Director	30,000 stock options	NA
Leslie Markow 215 Glendonwynne Road Toronto, Ontario M6P 3G4	CFO	20,000 stock options	NA

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.

November 1, 2011

Item 6: Number and type of securities

For each security distributed:

Describe the type of security;

special warrants of the Company

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

7,580,000 special warrants of the Company. Each special warrant may be exercised at any time prior to March 31, 2012 and will be automatically exercised on the earlier of March 31, 2012 or the occurrence of a going public transaction into one common share of the Corporation ("common share"). In the event that the going public transaction is not completed by March 31, 2012, on the automatic exercise of the special warrants, each subscriber for special warrants will be entitled to receive in respect of each special warrant purchased, without payment of any additional consideration, 1.2 common shares for each special warrant held (rather than one common share).

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.

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	2	\$0.20	\$320,000
Ontario	2	\$0.20	45,000
Alberta	15	\$0.20	1,101,000
Saskatchewan	1	\$0.20	50,000
Total Number of Purchasers	20		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$1,516,000

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)
781247 Alberta Ltd 2327 Juniper Rd NW Calgary AB T2N 3V3 403-284-9534	NA	350,000 special warrants	\$70,000	s. 2.3 of NI 45-106	November 1, 2011
Esstra Industries Inc 218-10458 Mayfield Rd NW Edmonton AB T5P 4P4 780-484-3471	NA	100,000 special warrants	\$20,000	s. 2.3 of NI 45-106	November 1, 2011
PLF Technical Consultants Ltd 8436 64 Ave NW Calgary AB T3B 4H3 403-247-5301	NA	2,500,000 special warrants	\$500,000	s. 2.3 of NI 45-106	November 1, 2011
Pathfinder Asset Management Ltd 1320-885 Georgia St W Vancouver BC V6C 3E8 604-682-7335	NA	1,500,000 special warrants	\$300,000	s. 2.3 of NI 45-106	November 1, 2011

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)	
Macquarie Private Wealth Inc Brookfield Place 181 Bay Street, Suite 3200 Toronto ON M5J 2T3	NA	\$95,440				\$95,440
Macquarie Private Wealth Inc Brookfield Place 181 Bay Street, Suite 3200 Toronto ON M5J 2T3	NA		280,800 Special Warrants	\$0.20	s. 2.3 of NI 45-106 November 1, 2011	56,160
Macquarie Private Wealth Inc Brookfield Place 181 Bay Street, Suite 3200 Toronto ON M5J 2T3 (Work fee)	NA	\$36,950				36,950
Total Agents Fees						\$188,490

Certificate

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

Date: November 8, 2011

SOLUTIONS4CO2

Name of issuer (please print)

Douglas Kemp-Welch, Chief Executive Officer

Telephone: 416-803-9435

Print name, title and telephone number of person signing

"Douglas Kemp-Welch"
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

Guidance for completing and filing Form 45-106F6

1. ***Required form in British Columbia*** - In British Columbia, file this report and the applicable fee using BCSC e-services in accordance with British Columbia Instrument 13-502 Electronic filing of reports of exempt distribution. If the distribution occurs in British Columbia and one or more other jurisdictions, the issuer is required to file this report in British Columbia and file Form 45-106F1 in the other applicable jurisdictions.
2. ***What is a distribution?*** - In British Columbia, “distribution” includes distributions made from British Columbia to purchasers resident in other Canadian or foreign jurisdictions if the issuer has a significant connection to British Columbia. If the issuer has a significant connection to British Columbia, complete the tables in item 8 and Schedules I and II for all purchasers.

In British Columbia, “distribution” also includes distributions made from another Canadian or foreign jurisdiction to purchasers resident in British Columbia. If the issuer is from another Canadian or foreign jurisdiction, complete the tables in item 8 and Schedules I and II only for purchasers resident in British Columbia.
3. ***What is a purchaser?*** - References to a purchaser in this report are to the beneficial owner of the securities.
4. ***What is an individual?*** - An individual is a natural person. A corporation, partnership, party, trust, fund, association, and any other organized group of persons is not an individual.
5. ***Space in tables*** - If the space provided in any table in this Form is insufficient, please adjust the table to include additional space.
6. ***Multiple distributions*** - One report may be used for multiple distributions occurring within 10 days of each other if the report is filed on or before the 10th day following the first of such distributions.
7. ***Fees*** - In order to determine the applicable fee, consult Fee Checklist British Columbia Form 11-901F (item # 16).