

Form 45-106F1
Report of Exempt Distribution
to the British Columbia Securities Commission

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution.

Issuer information

Item 1: State the full name of the issuer of the security distributed and the address and telephone number of its head office. If the issuer of the security distributed is an investment fund, state the name of the fund as the issuer, and provide the full name of the manager of the investment fund and the address and telephone number of the head office of the manager. Include the former name of the issuer if its name has changed since last report.

Poplar Creek Resources Inc.

#200, 625 4th Avenue SW

Calgary, AB T2P 0K2

403 777 9222

Attention: Gregory R. Harris, Director

Item 2: State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

Poplar Creek Resources Inc. is a reporting issuer in the provinces of Alberta, British Columbia and Ontario.

Item 3: Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed below.

Financial Services investment companies and funds mortgage investment companies	Mining exploration/development Production
Bio-tech	X Oil and gas
Forestry	Real estate
Hi-tech	Utilities
Industrial	Other (describe)

Details of distribution

Item 4: Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report.

Item 5: State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

November 19, 2010

Item 6:

(a) The type of securities distributed are:

- 1. Common Shares**
- 2. Warrants Series "C"**

Common Shares and Warrants were sold as a Unit at \$0.08 per Unit, where each Unit is comprised of one Common Share and a Warrant Series "C" where a Warrant Series C entitles the holder to purchase a Common Share of the Corporation at any time up to May 20, 2012, at a price of \$0.10 each.

The Corporation concurrently issued Flow-Through Shares ("FTS") represented by Common Shares at \$0.10 per FTS but no FTS were issued to British Columbia residents.

(b) The total numbers of securities **distributed in all jurisdictions** are as follows and the **number of securities distributed in the subject jurisdiction** is set out in Schedule A:

- 1. 16,537,000 Common Shares and 12,437,500 Warrants Series "C" in total and in BC 1,662,500 Common Shares and 1,662,500 Warrants Series "C".**

(c) The exemption relied on for sales in British Columbia is **section 2.3(2) (Accredited Investor) of National Instrument (NI) 45-106**.

Item 7: Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 8, below.

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) \$ per Unit	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Alberta	34	\$0.10	\$1,242,000
British Columbia	3	\$0.10	\$133,000
Belgium	1	\$0.10	\$ 30,000
Total number of Purchasers	38		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$1,405,000

Note 1: If securities are issued at different prices list the highest and lowest price the securities were sold for. **All Units were sold at the same price of \$0.10 per Unit. 4,100,000 FTS were issued at \$0.08 each. The above number of purchases and total dollar value include the FTS.**

Commissions and finder's fees

Item 8: 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 payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. If the securities being issued as compensation are or include convertible securities, such as warrants or options, please 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	Compensation paid or to be paid (cash and/or securities)				
	Cash (Canadian)	Securities			Total dollar value of compensation (Canadian \$)
		Number of Brokers Warrants issued	Price per security ¹	Exemption relied on and date of distribution	
StephenAvenue Securities Inc. 608, 304-8 Ave SW Calgary, AB T2P 1C2	\$76,800	917,250	n/a	S. 2.3(2) of NI 45-106	\$76,800
Total	\$76,800	917,250	n/a	n/a	\$76,800

*Note: The Broker Warrant is exercisable at \$0.10 each until May 20, 2012 to purchase 917,250 Common Shares. The above compensation relates to compensation paid for the total subscription and does not relate to the British Columbia portion; the British Columbia portion would be 99,750 Brokers Warrants and \$7,980.00 cash commission.

Item 9: If a distribution is made in Ontario, please include the attached “Authorization of Indirect Collection of Personal Information for Distributions in Ontario”. The “Authorization of Indirect Collection of Personal Information for Distributions in Ontario” is only required to be filed with the Ontario Securities Commission. N/A

Certificate

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

Date: **November 25, 2010**

Poplar Creek Resources Inc.

“Gregory R. Harris” (signed)

Per: Gregory R. Harris, Director

403 777 9222

(Name of issuer or vendor -please print. Print name, title and telephone number of person signing)

Item 10: 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 personal information required under this form is collected on behalf of and used by the securities regulatory authorities or, where applicable, the regulators under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or, where applicable, the regulator in the jurisdiction(s) where the form is filed, at the address(es) listed at the end of this report.