

**FORM 45-106F6**  
**REPORT OF EXEMPTION DISTRIBUTION**

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

**Issuer Information**

Miocene Resources Limited  
129 Fielding Road  
Lively, Ontario  
P3Y 1L7  
Tel: 705 682 9297

**Item 2:**

Miocene Resources Limited (the "Corporation") is a reporting issuer in British Columbia, Alberta, Ontario, Quebec and its shares are listed on the TSX Venture Exchange (symbol: MII).

**Item 3:**

Industry: Mining exploration/development.

**Details of Distribution**

**Item 4:**

See Schedule I attached.

**Item 5:**

Distribution Date: February 19, 2015.

**Item 6:**

500,000 units in the capital of the Corporation (each a "Unit") at a price of \$0.20 per Unit (the "Offering") for total gross proceeds of \$100,000 were issued on February 19, 2015 (the "Closing Date"). Each Unit consists of one common share of the Corporation (each a "Common Share") and on half of one Common Share purchase warrant of the Corporation, each whole Common Share purchase warrant being exercisable for an additional Common Share of the Corporation (a "Warrant Share") at a price of \$0.30 per Warrant Share for a period of 24 months from the Closing Date.

Exemption relied on: NI 45-106, s. 2.10.

**Item 7:**

**Geographical information about purchasers**

Each jurisdiction and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	1	\$0.20	\$100,000.00
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$100,000.00

**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 (Cdn\$)	Exemption Relied on	Date of Distribution
N/A	N/A	N/A	N/A	N/A	N/A

**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	Exemption relied on and date of distribution	
N/A	N/A	N/A	N/A	N/A	N/A	N/A
<b>TOTAL</b>						N/A

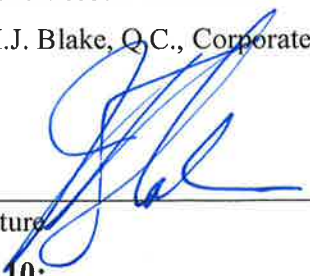
**Certificate**

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

Date: February 20, 2015

Miocene Resources Limited

By: H.J. Blake, Q.C., Corporate Secretary. Tel: 416.369.6629

  
Signature

**Item 10:**

Contact: H.J. Blake  
Tel: 416.369.6629