

**Form 45-106F6**

***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:

**Iconic Minerals Ltd.**  
Suite 303, 595 Howe Street  
Vancouver, B.C. V6C 2T5

Email: [info@iconicminerals.com](mailto:info@iconicminerals.com)  
Telephone: (604) 336-8614  
Website: [www.iconicmineralsltd.com](http://www.iconicmineralsltd.com)

- B. If an underwriter is completing this report, state the following: **N/A**
- 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.

**British Columbia, Alberta and Quebec**

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. **N/A**

**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)
- 

**Details of distribution**

**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 in 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. **N/A**

| <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 \$) |
| <b>N/A</b>   |  |  |   |

#### **Item 5. Distribution date**

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

**February 25, 2015**

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

For each security distributed:

- (a) describe the type of security, **common shares and warrants to purchase common shares (together, a “Unit”)**.
- (b) 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:

**6,355,880 common shares were issued at a price of \$0.05 per share, together with half-warrants (totalling 3,177,940), each whole warrant exercisable into one common share at \$0.15 per share from February 25, 2015 until February 24, 2016;**

**AND**

**12,049,300 common shares were issued at a deemed price of \$0.05 per share to settle \$602,465 debt;**

- (c) if the issuer is an investment fund management 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. **N/A**

## 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 in 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 jurisdiction where purchasers reside                                    | Number of purchasers | Price per security (Canadian \$) <sup>1</sup> | Total dollar value raised from purchasers in the jurisdiction (Canadian \$) |
|--|----------------------|---|---|
| U.S.A.   | 2                    | \$0.05  | \$292,465   |
| British Columbia   | 7                    | \$0.05  | \$410,000   |
| Ontario  | 1                    | \$0.05  | \$100,000   |
| Quebec   | 6                    | \$0.05  | \$74,000  |
| Alberta  | 1                    | \$0.05  | \$1,500   |
| Australia  | 4                    | \$0.05  | \$42,294  |
| <b>Total number of Purchasers</b>  | 21                   |   |   |
| <b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b> |                      |   | \$920,259   |

Note 1: If securities are issued at different prices list the highest and lowest price the securities were sold for.

## Item 8. Information about purchasers

### Instructions

A. If the issuer is an investment fund management 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:

- (a) the following table **for each purchaser that is not an individual**, and
- (b) 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.

| <b>Information about non-individual purchasers</b>  |   |   |                                    |                         |                                   |
|---|---|---|------------------------------------|-------------------------|-----------------------------------|
| 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) |
| Simco Services Inc.<br>Suite 303, 595 Howe Street<br>Vancouver, B.C.<br>Contact: Joe DeVries<br>Phone: (604) 718-2800   | I   | 4,700,000 common shares                 | \$235,000 (deemed)                 | NI 45-106, section 2.14 | Feb.25/15                         |
| Jenrich Operations Ltd.<br>7 Parkglen Place<br>Port Moody, B.C. V3H 4K9<br>Contact: Richard Barnett<br>Phone: (778) 233-2227  | I   | 1,500,000 common shares                 | \$75,000 (deemed)                  | NI 45-106, section 2.14 | Feb.25/15                         |
| Harris Exploration Drilling & Associates Inc.<br>243 S. Escondido Blvd.,<br>PMB 336<br>Escondido, California 92025,<br>U.S.A.<br>Contact: Patrick Harris<br>Phone: (760) 741-8890 | N/A   | 1,136,000 common shares                 | \$56,800 (deemed)                  | BCI 72-503              | Feb.25/15                         |
| 3457265 Canada Inc.<br>15 chemin de l'étang<br>Gatineau, Quebec J9J 3S9<br>Contact: Alain Tremblay<br>Phone: (819) 661-2029   | N/A   | 800,000 Units                           | \$40,000                           | NI 45-106, s.2.3        | Feb.25/15                         |
| ED Exploration Inc.<br>6 ch des Bouleaux, L'Ange-Gardien, Quebec J8L 0G2<br>Contact: Eric Desaulniers<br>Phone: (819) 923-0333  | N/A   | 200,000 Units                           | \$10,000                           | NI 45-106, s.2.3        | Feb.25/15                         |
| Twar Estates Ltd.<br>777 East St. James Road<br>North Vancouver, B.C.<br>V7K 3B4<br>Contact: Ronald Slinger<br>Phone: (604) 988-7343  | N/A   | 200,000 Units                           | \$10,000                           | NI 45-106, s.2.3        | Feb.25/15                         |

| <b>Information about non-individual purchasers</b>   |   |   |                                    |                     |                                   |
|--|---|---|------------------------------------|---------------------|-----------------------------------|
| 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) |
| Steda Nominees Pty Ltd.<br>48 Elgin Street<br>Hawthorn, Victoria 3122<br>Australia<br>Contact: Bob Malseed<br>Phone: + 61 3 9819 1662              | N/A   | 100,000 Units                           | \$5,000                            | BCI 72-503          | Feb.25/15                         |
| CTC Technology Inc.<br>Suite 2302, 1372 Seymour Street<br>Vancouver, B.C. V6B 0L1<br>Contact: Carlos Cervantes<br>Phone: + 778-893-6158            | N/A   | 40,000 Units                            | \$2,000                            | NI 45-106, s.2.5    | Feb.25/15                         |
| Marlor Investments Ltd.<br>Suite 303, 595 Howe Street<br>Vancouver, B.C. V6Z 1N9<br>Contact: Maria DeVries<br>Phone: (604) 671-5735                | N/A   | 1,000,000 Units                         | \$50,000                           | NI 45-106, s.2.5    | Feb.25/15                         |
| Cambrian Capital Corp.<br>907 - 222 Bellevue Avenue<br>West Vancouver, B.C. V7V 1C7<br>Contact: Hugh Maddin<br>Phone: (604) 250-7360               | N/A   | 400,000 Units                           | \$20,000                           | NI 45-106, s.2.3    | Feb.25/15                         |
| DAVSMS Investments Pty Ltd.<br>13 Aintree Road,<br>Glen Iris, Victoria, 3146,<br>Australia<br>Contact: Denis Koutsantonis<br>Phone: +61 412 307820 | N/A   | 400,000 Units                           | \$20,000                           | BCI 72-503          | Feb.25/15                         |

### **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, 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 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<br>(Canadian \$)                                    | Securities                           |                                     |  | Total dollar value of compensation<br>(Canadian \$) |
|   |  |  | Number and type of securities issued | Price per security<br>(Canadian \$) | Exemption relied on and date of distribution<br>(yyyy-mm-dd) |   |
| Mark Turcotte<br>7680 Marie Victorin Apt.<br>708, Brossard QC J4W 3I2 | N/A  | \$2,550  | N/A                                  | N/A                                 | N/A  | \$2,550 <sup>(1)</sup>                              |
| TOTAL:  |  | \$2,550  | N/A                                  | N/A                                 | N/A  | \$2,550 <sup>(1)</sup>                              |

(1) Cash finder's fee paid in connection with the Units issued under the private placement only.

**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.

### Certificate

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

**Date: February 26, 2015**

**ICONIC MINERALS LTD.**

Per: SIGNED: "*Richard Barnett*"

---

**Richard Barnett, CFO**      **Phone: (604) 336-8614**

### 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.

**Susan Telford, Corporate and Securities Administrator, (604) 718-2800/ext 303**  
**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