

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;

Magna Resources Ltd.

- the issuer's website address;

magnaresourcesltd.com

- the address, telephone number and email address of the issuer's head office.

1100 – 1111 Melville Street

Vancouver, BC V6E 3V6

604-880-7250

judidalling@hotmail.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.

The issuer is a reporting issuer in Ontario, Alberta and British Columbia.

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

Mining

x ☐ 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 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.

Details of distribution

Item 5: Distribution date April 15, 2014

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

Item 6: Number and type of securities

For each security distributed:

- describe the type of security; Units: Each Unit, at a price of \$0.15 per Unit, is comprised of one common share of the Issuer (a “Share”) and one-half of one common share purchase warrant of the Issuer (each whole warrant, a “Warrant”). Each Warrant will be exercisable into a common share of the Company (a “Warrant Share”) for a period of 24 months from the date of issuance at an exercise price of \$0.25 per Warrant Share. The Shares and Warrant Shares will be subject to a four month hold period.
- 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;

- **Units consisting of 767,000 common shares and 383,500 common share purchase warrants (“Warrants”). Each Warrant is convertible into one Share at a price of \$0.25 per Share, expiring on April 14, 2016.**

and

- 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.

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 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	4	\$0.15	\$45,049.95
Belize	1	\$0.15	\$ 70,000.05
Total number of Purchasers	5		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$115,050.00

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)
Kenilworth Estates 210-1979 Yew St. Vancouver, BC 604.837.1675		66,666 Units*	\$9,999.90	s. 2.3 of NI 45-106	2014-04-15
Palisade Capital Corp. 1½ Miles Northern Hwy., Office 101, Belize City, Belize 301.744.8744		466,667 Units*	\$70,000.05	s. 2.3 of NI 45-106	2014-04-15

*Each Unit, priced at \$0.15 per Unit is comprised of one common share of the Issuer (a “Share”) and one-half of one common share purchase warrant of the Issuer (each whole warrant, a “Warrant”). Each Warrant will be exercisable into a common share of the Company (a “Warrant Share”) for a period of 24 months from the date of issuance at an exercise price of \$0.25 per Warrant Share. The Shares and Warrant Shares will be subject to a four month hold period.

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)	
Daphne Killas 506-4900 Cartier St. Vancouver, BC V6M 4H2		\$600	N/A	N/A	N/A	\$600
Leede Financial Markets Inc. 1800-1140 West Pender Street, Vancouver, BC V6E 4G1 604.658.3017		\$900	N/A	N/A	N/A	\$900

Certificate

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

Date: April 24, 2014

MAGNA RESOURCES LTD.

Name of [issuer/underwriter] (please print)

MIKE SIEB, President, 604.558.4955

Print name, title and telephone number of person signing

"Mike Sieb"

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.

Judi Dalling, Administrator, Magna Resources Ltd.
604.880.7250

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