

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:

Tinkerine Studios Ltd. (the “**Issuer**”)
(formerly White Bear Resources Inc.)
341 West 6th Avenue
Vancouver, British Columbia V5Y 1L1
Email: martin@burian.ca
Telephone: 604.562.4871
Website: Not Applicable

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 issuer is a reporting issuer in British Columbia, Alberta and Saskatchewan.

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.

Not Applicable

Item 3: Issuer’s industry

Indicate the industry of the issuer by checking the appropriate box below.

- | | |
|---|--|
| <input type="checkbox"/> Bio-tech | Mining |
| <input type="checkbox"/> Financial Services | <input type="checkbox"/> 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 checked="" 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.

Not Applicable

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.

Not Applicable

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 \$)

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.

April 4, 2014

Item 6: Number and type of securities

For each security distributed:

12,351,000 units. Each unit consisting of one common share of the Issuer and one-half of one share purchase warrant. Each whole warrant is exercisable into one additional common share of the Issuer at a price of \$0.40 per share for a period of 18 months from the closing date.

40,000 common shares.

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	63	\$0.25	\$1,058,000
	1	\$0.25 ⁽²⁾	\$10,000
Alberta	5	\$0.25	\$138,750
Ontario	4	\$0.25	\$1,310,000
Switzerland	2	\$0.25	\$90,000
Germany	2	\$0.25	\$35,000
Hong Kong	1	\$0.25	\$350,000
United States	2	\$0.25	\$106,000
Total number of Purchasers	80		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$3,097,750

(1) If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

(2) These shares were issued at a deemed price of \$0.25 and were issued in consideration for Mackie Research Capital Corp. acting as sponsor.

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.

Not Applicable

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)
Falcon Trading Co. Ltd. #16-4001 Old Clayburn Road Abbotsford, BC V3G 1C5 Contact: Vern Friesen Telephone: 778.878.3224		120,000 common shares and 60,000 warrants	\$30,000	Section 2.3 of NI 45-106	2014-04-04
Alpha North Asset Management 333 Bay Street, Suite 630 Toronto, ON M5H 2R2 Contact: Joey Javier Telephone: 416.483.5668		200,000 common shares and 100,000 warrants	\$50,000	Section 2.3 of NI 45-106	2014-04-04
Alpha North Asset Management 333 Bay Street, Suite 630 Toronto, ON M5H 2R2 Contact: Joe Javier Telephone: 416.483.5668		1,000,000 common shares and 500,000 warrants	\$250,000	Section 2.3 of NI 45-106	2014-04-04
Mario Franko Investments Ltd. 2636 Bellevue Avenue West Vancouver, BC V7V 1E4 Contact: Marie Felicella Telephone: 604.925.6724		100,000 common shares and 50,000 warrants	\$25,000	Section 2.3 of NI 45-106	2014-04-04
Fidelity Special Situations Fund, by its trustee Fidelity Investments Canada ULC 483 Bay Street, North Tower, Suite 300 Toronto, ON M5G 2N7 Contact: Kevin Barber Telephone: 416.307.5391		2,840,000 common shares and 1,420,000 warrants	\$710,000	Section 2.3 of NI 45-106	2014-04-04
Accent Marketing GmbH Heiliggeist Str. 1 80331 Munich, Germany Contact: Joerg Schmeizer Telephone: +49.89.381513310		100,000 common shares and 50,000 warrants	\$25,000	Section 2.3 of NI 45-106	2014-04-04
Aran Asset Management SA Bahnhofplatz, 3rd Floor 6304 Sug, Switzerland Contact: Jeannette Thalmann Telephone: +41.41.726.0170		100,000 common shares and 50,000 warrants	\$25,000	Section 2.3 of NI 45-106	2014-04-04
GKM Holdings 2451 Palmerston Avenue West Vancouver, BC V7V 2W2 Contact: Graham Harris Telephone: 604.922.6813		40,000 common shares and 20,000 warrants	\$10,000	Section 2.3 of NI 45-106	2014-04-04
Industry Design Inc. 3528 West 10th Avenue Vancouver, BC V6R 2G1 Contact: Costa Dedegikas Telephone: 604.780.9487		104,000 common shares and 52,000 warrants	\$26,000	Section 2.3 of NI 45-106	2014-04-04

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)
Ready Labs Inc. AQ 6194-8888 University Drive Burnaby, BC V5A 1S6 Contact: Costa Dedegikas Telephone: 604.780.9487		74,000 common shares and 37,000 warrants	\$18,500	Section 2.3 of NI 45-106	2014-04-04
Spectre Investments 789 West Pender Street, Suite 1128 Vancouver, BC V6C 1H2 Contact: Michael Townsend Telephone: 604.669.9330		60,000 common shares and 30,000 warrants	\$15,000	Section 2.3 of NI 45-106	2014-04-04
SidhuCorp Holdings Ltd. #3 - 12817 72 nd Avenue Surrey, BC V3W 2M9 Contact: Rauvan Sidhu Telephone: 604.543.6677		40,000 common shares and 20,000 warrants	\$10,000	Section 2.3 of NI 45-106	2014-04-04
Winfield Consulting Ltd. 615 Inglewood Avenue West Vancouver, BC V7T 1X4 Contact: Bruce Winfield Telephone: 604.510-7206		20,000 common shares and 10,000 warrants	\$5,000	Section 2.3 of NI 45-106	2014-04-04
Total		4,798,000 common shares and 2,399,000 warrants	\$1,199,500⁽²⁾		

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 (CDN\$)	Securities			Total dollar value of compensation (CDN\$)
			Number and type of securities issued	Price per security (CDN\$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
AlphaNorth Asset Management Bay Adelaide Centre 333 Bay Street, Suite 630 Toronto, ON M5H 2R2	N/A	\$24,000	120,000 warrants ⁽¹⁾	N/A	Section 2.3 of NI 45-106 2014-04-04	\$24,000
PI Financial Corp. 1900 - 666 Burrard Street Vancouver, BC V6C 3N1	R	\$1,800	9,000 warrants ⁽¹⁾	N/A	Section 2.3 of NI 45-106 2014-04-04	\$1,800
Canaccord Genuity Corp. 2200 - 609 Granville Street Vancouver, BC V7Y 1H2	R	\$12,800	64,000 warrants ⁽¹⁾	N/A	Section 2.3 of NI 45-106 2014-04-04	\$12,800
Jordan Capital Markets Inc. 1920 - 1075 West Georgia Street Vancouver, BC V6E 3C9	R	\$5,580	27,900 warrants ⁽¹⁾	N/A	Section 2.3 of NI 45-106 2014-04-04	\$5,580
Leede Financial Markets Inc. 1800 - 1140 West Pender Street Vancouver, BC V6E 4G1	R	\$10,400	52,000 warrants ⁽¹⁾	N/A	Section 2.3 of NI 45-106 2014-04-04	\$10,400
Mackie Research Capital Corp. 564 - 1055 Dunsmuir Street Vancouver, BC V7X 1L4	R	\$8,640	43,200 warrants ⁽¹⁾	N/A	Section 2.3 of NI 45-106 2014-04-04	\$8,640
Haywood Securities Inc. 700 - 200 Burrard Street Vancouver, BC V6C 3L6	R	\$20,500	102,500 warrants ⁽¹⁾	N/A	Section 2.3 of NI 45-106 2014-04-04	\$20,500
Derek White 1701 - 193 Aquarius Mews Vancouver, BC V6Z 2Z2	N/A	\$12,000	60,000 warrants ⁽¹⁾	N/A	Section 2.3 of NI 45-106 BCI 32-513 2014-04-04	\$12,000
Stuart Ross 3547 Oakridge Drive Nanaimo, BC V9T 1M3	N/A	\$7,480	37,400 warrants ⁽¹⁾	N/A	Section 2.3 of NI 45-106 BCI 32-513 2014-04-04	\$7,480
Cindy Cheer 3515 Prince Albert Street Vancouver, BC V5V 4H8	N/A	\$800	4,000 warrants ⁽¹⁾	N/A	Section 2.3 of NI 45-106 BCI 32-513 2014-04-04	\$800
PowerOne Capital Markets Limited 130 King Street West, Suite 2210 Toronto, ON M5X 1E4	R	\$24,000	120,000 warrants ⁽¹⁾	N/A	Section 2.3 of NI 45-106 2014-04-04	\$24,000
Mackie Research Capital Corp. 199 Bay Street - Suite 4500 Commerce Court West, Box 368 Toronto, ON M5L 1G2 Contact: Jovan Stupar	R	\$10,000 ⁽²⁾	N/A	N/A	Section 2.3 of NI 45-106 2014-04-04	\$10,000 ⁽²⁾
Total		\$138,000	640,000 warrants⁽¹⁾			\$138,000

⁽¹⁾ Each warrant is exercisable into one additional common share of the Issuer at a price of \$0.40 per share for a period of 18 months from the closing date.

- (2) 40,000 shares were issued to Mackie Research Capital Corp. at a deemed price of \$0.25 per share in consideration for it acting as sponsor in connection with the Reverse Takeover of the Issuer.

Certificate

On behalf of Tinkerine Studios Ltd. (formerly "White Bear Resources Inc."), I certify that the statements made in this report are true.

Date: April 14, 2014

TINKERINE STUDIOS LTD.

Name of [issuer/underwriter] (please print)

John Veltheer, Director Telephone: 604.562.6915

Print name, title and telephone number of person signing

"John Veltheer"

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).