

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

Name of issuer: Sora Capital Corp. (the "**Issuer**")
Website address: www.soracapital.ca
Address: Suite 700, 510 West Hastings Street
Vancouver, BC V6B 1L8
Telephone Number: 604 687-7130
Email address: jblanchet@redfernconsulting.ca

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.

Not Applicable.

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 Ontario.

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 checked="" 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 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.

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 \$)
Not Applicable			

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.

March 5, 2014

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;
- 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; and

7,500,000 Common shares of the Issuer (“Share”) and 3,640,000 units (the “Units”) at the price of \$0.05 per Unit. Each Unit consists of one Share and one-half of a share purchase warrant (each whole warrant, a “Warrant”). Each Warrant entitling the holder thereof to purchase one Share on or before September 5, 2014 at an exercise price of \$0.15 per Share.

- 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.

Not Applicable

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	19	\$0.05	\$167,000.00
British Columbia	13	\$0.05 (deemed)	\$375,000.00 (deemed)
Total for British Columbia	32		\$542,000.00
Quebec	1	\$0.05	\$15,000.00
Total number of Purchasers	33		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$557,000.00

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)
Vanhart Capital Corporation 700 – 510 West Hastings Street Vancouver, BC V6B 1L8 Contact person: Paul Reinhart Tel: 604 687-7130	N/A	1,000,000 Shares	\$50,000.00 (deemed)	Section 2.14 of National Instrument 45-106	2014-03-05
Scharfe Holdings Inc. 700 – 510 West Hastings Street Vancouver, BC V6B 1L8 Contact person: Brad Scharfe Telephone: not available	N/A	1,000,000 Shares	\$50,000.00 (deemed)	Section 2.14 of National Instrument 45-106	2014-03-05
Hope Media House Inc. 672 Beachview Drive North Vancouver, BC V7G 1R1 Contact person: Greg Hope Telephone: not available	N/A	1,000,000 Shares	\$50,000.00 (deemed)	Section 2.14 of National Instrument 45-106	2014-03-05
Transcend Resource Group Inc. Suite 303 - 750 West Pender Street Vancouver, BC V6C 2T7 Contact person: Etienne Moshevich Tel: 604-681-0084	N/A	100,000 Units	\$5,000.00	Section 2.3(1) of National Instrument 45-106	2014-03-05
Asia Asset Management 2070 Queens Ave. West Vancouver, B.C. V7V 2X9 Contact person: Munir Ali Tel: 604-913-3690	N/A	250,000 Units	\$12,500.00	Section 2.3(1) of National Instrument 45-106	2014-03-05

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)
Monarch Properties Ltd. 211 – 1328 Marinaside Cr. Vancouver, B.C. V6Z 3B3 Contact person: Dianne Scharfe Tel: 604-224-6167	N/A	130,000 Units	\$6,500.00	Section 2.3(1) of National Instrument 45-106	2014-03-05
0858795 BC Ltd. 4411 Keith Road West Vancouver, BC V7W 2M3 Contact person: Shayne Nyquvest (604) 565-8445	R	280,000 Units	\$14,000.00	Section 2.3(1) of National Instrument 45-106	2014-03-05
Total		3,000,000 Shares 760,000 Units	\$188,000.00		

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)	
Leede Financial Markets Inc. 1800-1140 West Pender Street Vancouver BC V6E 4G1	R	\$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: March 13, 2014

Sora Capital Corp.

Name of issuer (please print)

Justin Blanchet, CFO, 604-687-7130

Print name, title and telephone number of person signing

"Justin Blanchet"

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