

**CORRECTED (ITEM 8)**

**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**

*Super Nova Petroleum Corp. (the "Issuer")*

*900 – 525 Seymour Street*

*Vancouver, BC V6B 3H7*

*Tel: (604) 221.8936*

**Item 2: Reporting issuer status**

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

**Item 3: Issuer's industry**

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

- |   |   |
|---|---|
| <input type="checkbox"/> Bio-tech                       | Mining  |
| 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 checked="" 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**

*N/A*

**Details of distribution**

**Item 5: Distribution date**

*July 18, 2014*

**Item 6: Number and type of securities**

*On July 18, 2014, the Issuer issued 825,620 units at a price of \$0.05/unit for gross proceeds of \$41,281. Each unit is comprised of one share and one 3-year warrant. Each warrant is exercisable into a share at an exercise price of \$0.075/share during the first year, \$0.10/share during the second year and \$0.125/share during the third year.*

*On July 18, 2014, the Issuer also issued an aggregate of 1,077,383 common shares at a deemed price of \$0.05/common share and an aggregate of 825,383 warrants for the debt settlements of an aggregate of \$53,869.15. Each warrant is exercisable into a share at an exercise price of \$0.075/share during the first year, \$0.10/share during the second year and \$0.125/share during the third year.*

*The exemptions from the prospectus requirements relied on by the Issuer were section 2.5(1) of NI 45-106 (as to 325,620 common shares); section 2.14(1) of NI 45-106 (as to 1,077,383 common shares and section 2.24(1) of NI 45-106 (as to 500,000 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 \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
<i>British Columbia</i>	<i>5</i>	<i>\$0.05/share</i>	<i>\$84,150.15</i>
<i>Alberta</i>	<i>2</i>	<i>\$0.05/share</i>	<i>\$11,000.00</i>
Total number of Purchasers	7		
Total dollar value of distribution in all jurisdictions (Canadian \$)			<b>\$95,150.15</b>

**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.

<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 & type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
<i>Quorum Capital Corp. 900 – 525 Seymour Street Vancouver, BC V6B 3H7 Wolf Wiese 604.221.8936</i>	<i>I</i>	<i>500,000 units<sup>(1)</sup></i>	<i>\$25,000</i>	<i>s.2.5(1) of NI 45-106</i>	<i>2014-07-18</i>
<i>O'Neill Law Corporation Suite 704-595 Howe Street, Vancouver, BC, V6E 2T5 604-687-5792</i>	<i>N/A</i>	<i>675,383 units<sup>(1)</sup></i>	<i>\$33,769.15</i>	<i>s.2.14(1) of NI 45-106</i>	<i>2014-07-18</i>
<i>K MacInnes Law Group Suite 1100, 736 Granville Street, Vancouver, BC, V6Z 1G3 604-633-4896</i>	<i>N/A</i>	<i>150,000 units<sup>(1)</sup></i>	<i>\$7,500</i>	<i>s.2.14(1) of NI 45-106</i>	<i>2014-07-18</i>
<i>Dig Media Inc. L 200 – 560 Beatty Street, Vancouver, BC, V6B 2L3 604-688-8231</i>	<i>N/A</i>	<i>252,000 common shares<sup>(2)</sup></i>	<i>\$12,600</i>	<i>s.2.14(1) of NI 45-106</i>	<i>2014-07-18</i>
<b><i>TOTAL</i></b>		<b><i>1,577,383 units<sup>(1)(2)</sup></i></b>	<b><i>\$78,869.15<sup>(1)(2)</sup></i></b>		

(1) Each unit is comprised of one share and one 3-year warrant. Each warrant is exercisable into a share at an exercise price of \$0.075/share during the first year, \$0.10/share during the second year and \$0.125/share during the third year.

(2) Deemed price of \$0.05/common share

### 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)				Total dollar value of compensation (Canadian \$)
		Cash (Canadian \$)	Securities			
			Number & type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
N/A						

## **Certificate**

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

Date: July 25, 2014

**Super Nova Petroleum Corp.**

Name of Issuer (please print)

**Wolf Wiese, President & Director – (604) 221-8936**

Print name, title and telephone number of person signing

“Wolf Wiese”

Signature

*Item 10:*

*Same as above.*

**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