

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:

- **Auxico Resources Canada Inc.**
- www.auxicoresources.com
- **230 Rue Notre Dame Ouest, Montreal, QC, H2Y 1T3**
Tel: 514-296-1641

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 not a reporting issuer in any jurisdiction of Canada.

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.

- | | |
|---|--|
| <input type="checkbox"/> Bio-tech | <input checked="" type="checkbox"/> Mining |
| 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"/> securitized products issuers | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Other (describe) |

☐ Industrial

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 \$)
Pierre Gauthier, Montreal, Canada	Director, Chief Financial Officer and Chairman of the Board	4,350,000 class A common shares	\$87,000
Mark Billings, Montreal, Canada	President	500,000 class A common shares	\$10,000
Richard Whittaker, Ottawa, Canada	Director	0	0
Robin Conners, Outremont, Quebec	Director	0	0
Marc Fillion, Wentworth North, Quebec	Director	0	
Bernard He, Maple, Canada	Director	0	0
Jacques Arsenault, Lasalle, Quebec	Chief Financial Officer, Director	0	0

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.

Distribution Date: May 31, 2016

Item 6: Number and type of securities

- type of security; **Class A common shares**
- total number of securities distributed: **2,400,000**
- 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 \$)
Quebec	1	0.25	100,000
Ontario	8	0.25	160,000
British Columbia	1	0.25	50,000
United Kingdom	4	0.25	190,000
Switzerland	1	0.25	100,000
Total number of Purchasers			
Total dollar value of distribution in all jurisdictions (Canadian \$)			600,000

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 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)
7907184 Canada Inc., 101 Bloor Street West, Suite 1404, Toronto, ON M5S 2W7, Maurice Joyal, 416-586-8954	N/A	40,000 Class A common shares	10,000	NI 45-106 Section 2.3 – Accredited Investors	2016-05-31
El Oro & Exploration Co. Ltd., 41 Cheval Place, SW7 1EW, United Kingdom, Nicholas J. Wells, +44-20-75-81-27-82	N/A	140,000 Class A common shares	35,000	NI 45-106 Section 2.3 – Accredited Investors	2016-05-31
Felcome Capital Corp., 26 Wellington Street East, #190, Toronto, ON, M5E 1S2, Otto Felber, 416-927-8882	N/A	100,000 Class A common shares	25,000	NI 45-106 Section 2.3 – Accredited Investors	2016-05-31
Jarvis Investment Management Ltd., 10 Bader Way Queen Mary's place, Pritney, SW155GD, United Kingdom, Jeremy Lyon, 07-97-31-38-417	N/A	40,000 Class A common shares	10,000	NI 45-106 Section 2.3 – Accredited Investors	2016-05-31

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)
Nicholas Hoare Ltd., 2165 Madison Avenue, Montreal, QC, H4B 2T2 Nicholas Hoare, 514-770-2165	N/A	400,000 Class A common shares	100,000	NI 45-106 Section 2.3 – Accredited Investors	2016-05-31
W.B Nominees Ltd., 27-43 Eastern Road, Romitorio, Essex, RM13NH, United Kingdom, N.J Simmonds, +44-79-73-18-34-17	N/A	180,000 Class A common shares	45,000	NI 45-106 Section 2.3 – Accredited Investors	2016-05-31
Accretive Capital, 26 Lesmill Rd. Unit 3, Toronto, ON M3B 2T5, Martin Bernholtz, 416-721-1721	N/A	40,000 Class A common shares	10,000	NI 45-106 Section 2.3 – Accredited Investors	2016-05-31

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.

N/A

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)	
N/A	N/A	N/A	N/A	N/A	N/A	N/A

Certificate

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

Date: 2017-03-28_____

Auxico Resources Canada Inc.

Name of [issuer/underwriter] (please print)

Mark Billings, President 514-296-1641

Print name, title and telephone number of person signing

(s) Mark Billings

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