

**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.

QUINTO REAL CAPITAL CORPORATION

999, De Maisonneuve Blvd. West

Suite 725

Montréal, QC H3A 3L4

www.quintocorp.com

Telephone : 514-793-1915

mcurtis@cardwellcap.com

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.

British Columbia, Alberta and Quebec

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**

☐ investment companies and funds

☐ mortgage investment companies

☐ securitized products issuers

☐ Forestry

☐ Hi-tech

☐ Industrial

**Mining**

☒ exploration/development

☐ production

☐ Oil and gas

☐ Real estate

☐ Utilities

☐ Other (describe)

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**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 \$)
N/A			

**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.

June 9, 2016

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

For each security distributed:

- describe the type of security;

**Units.** Each unit consists of one common share in the capital of the Corporation (a “**Common Share**”) and one common share purchase warrant (a “**Warrant**”).

- 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

5,950,000 Units for a total of \$297,500 at a price of \$0.05 per Unit. The Units consist of 5,950,000 Common Shares and 5,950,000 Warrants.

**Common Share.** Each Common Share entitles the holder to one vote. The holders of Common Shares are entitled to receive the remaining property of the Issuer on dissolution.

**Warrant.** Each Warrant shall entitle the holder thereof to acquire one Common Share at a price of \$0.08 for a period of 18 months.

- 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.

**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 \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Québec	22	\$0.05	257,500
Ontario	1	\$0.05	5,000
British Columbia	5	\$0.05	35,000
Total number of Purchasers	28		
Total dollar value of distribution in all jurisdictions (Canadian \$)			297,500

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)
Communications Financières S.D.N.L. inc. 49, rue Daigneault, Chambly, Qc, J3L 1G7 Sylvain Laberge 514-380-5610		100,000	5,000	s. 2.3 of NI-45-106	2016-06-09
6329241 Canada Inc 863 Kilkenny, Saint-Hippolyte, Qc, J8A 3P3 Guy Girard 514-923-9841		500,000	25,0000	s. 2.3 of NI-45-106	2016-06-09
The Ask Marketing Services Inc. 999, boulevard de Maisonneuve Ouest, Suite 725, Montréal, Qc, H3A 3L4 Alain Béland 514-947-5784		200,000	10,000	s. 2.3 of NI-45-106	2016-06-09
9128-6435 Québec inc. 8540, Place Orphée, Brossard, Québec, J4Y 3E3 Alain Béland 514-947-5784		500,000	25,000	s. 2.3 of NI-45-106	2016-06-09
Duster Capital Corp. 201-1935 Haro St., Vancouver, BC, V6G 1H8 Dusan Berka 604-341-3195		100,000	5,000	s. 2.3 of NI-45-106	2016-06-09
Syndicated Capital Corp. P.O. Box 91323 West Vancouver BC V7V 3N9 Salman Jamal 604-697-1994		100,000	5,000	s. 2.3 of NI-45-106	2016-06-09

## 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)	
Raymond James Ltd. 2100-925 West Georgia Street, Vancouver, BC V6C 3L2	R	800.00				800.00

## Certificate

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

Date: June 17, 2016

QUINTO REAL CAPITAL CORPORATION

Name of issuer (please print)

Marcel Bergeron, Chief Financial Officer, 514-793-1915

Print name, title and telephone number of person signing

(s) Marcel Bergeron

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