

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.

Torino Ventures Inc (the "Issuer")

7934 Government Road

Burnaby, BC V5A 2E2

Email: rav@torinopower.com

Telephone No.: 604-551-7831

Website: Nil

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 Manitoba.

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.

☐ Bio-tech

Financial Services

☐ investment companies and funds

☐ mortgage investment companies

☐ Forestry

☐ Hi-tech

☐ Industrial

Mining

☒ exploration/development

☐ production

☐ Oil and gas

☐ Real estate

☐ Utilities

☐ 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.

November 2, 2015

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
- 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.

Non-brokered private placement for gross proceeds of \$407,500 through the sale of 4,075,500 Units. Each Unit is comprised of one common share ("Common Share") at \$0.10 cents, and one-and one half non-transferable common share purchase warrant ("Warrant") exercisable at \$0.20 cents per common share for a period of 18 months from the date of closing.

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	3	\$0.10	\$ 20,000
Manitoba	8	\$0.10	\$ 91,500
Ontario	20	\$0.10	\$ 286,000
Singapore	1	\$0.10	\$ 10,000
Total number of Purchasers	32		
Total dollar value of distribution in all jurisdictions (Canadian \$)	\$ 407,500		

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 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)
Christopher J. Dyck Medicine Professional Corp. 36 Timmsdale Cres. Fonthill, ON L0S 1E5 Christopher J. Dyck 905-892-9581	N/A	250,000 common shares	\$ 25,000	Section 2.3 of NI 45	2015-11-02
Citrango Investment Company Inc. 19 Meadowvale Dr Fonthill, ON L0S 1E4 B Cudmore 905-892-0432	N/A	100,000 common shares	\$ 10,000	Section 2.3 of NI 45	2015-11-02
1907618 Ontario Inc 4277 Marshall Rd, Niagara Falls, ON L2E 6S6 B Cudmore 905-295-3836	N/A	50,000 common shares	\$ 5,000	Section 2.3 of NI 45	2015-11-02
H. Gangam Medicine Professional Corporation 871 Ottawa St Unit 400, Windsor, ON N8X 2C9 H. Gangam 519-915-7839	N/A	100,000 common shares	\$ 10,000	Section 2.3 of NI 45	2015-11-02
Arun Mensinkai Medicine Professional Corporation 10 Timber Lane, Oakville, Ontario L6L 2Z3 Arun Mensinkai 905-582-9305	N/A	250,000 common shares	\$ 25,000	Section 2.3 of NI 45	2015-11-02
Ian Silver Medicine Professional Corporation 539 Fieldstone Drive, Kingston, ON K7K 0B7 Ian Silver 613-545-9619	N/A	100,000 common shares	\$ 10,000	Section 2.3 of NI 45	2015-11-02
J.E. Cousineau Chiropractic Professional Corp. 380 Elm Street, Port Colborne, ON L3K 4P2 J.E. Cousineau 905-834-5551	N/A	100,000 common shares	\$ 10,000	Section 2.3 of NI 45	2015-11-02
I D Gangam Medicine Professional Corp. 865 College Street, Toronto, ON M6H 1A6 I D Gangam 905-607-0286	N/A	250,000 common shares	\$ 25,000	Section 2.3 of NI 45	2015-11-02

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)
2162159 Ontario Inc. 771 Lakeshore Road E., Port Colborne, ON L3K 5V3 Blair Cudmore 905-834-1035	N/A	250,000 common shares	\$ 25,000	Section 2.3 of NI 45	2015-11-02
Charles Scott Medicine Professional Corp. 287 Victoria Street, Kingston, ON K7Z 3Z2 Charles Scott 613-547-0887	N/A	100,000 common shares	\$ 10,000	Section 2.3 of NI 45	2015-11-02
HNW Management Inc. 3300 Yonge St., Suite 303, Toronto, ON, M4N 2L6 Wei Wong 416-483-0963	N/A	160,000 common shares	\$ 16,000	Section 2.3 of NI 45	2015-11-02
Avarice Investments PTE Ltd 10 Anson Rd, #19-15 International Plaza, Singapore, 079903 Arshad Amin 65 62206418	N/A	100,000 common shares	\$ 10,000	Section 2.3 of NI 45	2015-11-02
Gany + Enterprises Inc. 18 Ashgrove Blvd, Brandon, MB, R7B 1C2	N/A	250,000 common shares	\$ 25,000	Section 2.3 of NI 45	2015-11-02
Ferguson Investments Ltd 219 28th St., Brandon, MB, R7B 2G5 Bryan Ferguson 204-727-7791	N/A	100,000 common shares	\$ 10,000	Section 2.3 of NI 45	2015-11-02
3824391 Manitoba Ltd 144 McVicar Cres, Brandon, MB, R7A 6V1 Gary Smart 204-726-4860	N/A	100,000 common shares	\$ 10,000	Section 2.3 of NI 45	2015-11-02

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 St., Vancouver B.C., V6E 4G1;	R	\$ 6,800			Section 2.3 of NI 45-106 2015-11-05	\$ 6,800
Aligned Capital Partners Inc 3430 South Service Rd suite 200 Burlington ON. L7N3T9	R	\$ 21,600			Section 2.3 of NI 45-106 2015-11-05	\$ 21,600

Certificate

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

Date: November 10, 2015

Torino Ventures Inc.

Name of Issuer (please print)

Ravinder Mlait, Director Telephone No. (604) -551-7831

Print name, title and telephone number of person signing

“Ravinder Mlait”

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