

**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.

**Standard Tolling Corp.**

**Unit 1 – 15782 Marine Drive, White Rock, B.C., V4B 1E6**

**Telephone: (604) 536-2711**

**Website: [www.standardtolling.com](http://www.standardtolling.com)**

**Email: [doris@gocs.ca](mailto:doris@gocs.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.

**N/A**

**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 the Provinces of British Columbia and Alberta.**

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.

**N/A**

**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.

N/A

| 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.

**March 25, 2015 and March 31, 2015**

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

For each security distributed:

- describe the type of security;

**Each unit consists of one common share and one transferable common share purchase warrant (a “Warrant”) of the Issuer. Each Warrant entitles the holder, on exercise, to purchase one additional common share of the Issuer (a “Warrant Share”) at a purchase price of \$0.25 per Warrant Share for a period of two (2) years from the date of issue of the 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

**12,182,999 units**

- 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 \$) <sup>1</sup> | Total dollar value raised from purchasers in the jurisdiction (Canadian \$) |
|--|----------------------|---|---|
| Alberta  | 27                   | \$0.15  | 840,150   |
| British Columbia   | 8                    | \$0.15  | 271,250   |
| Ontario  | 6                    | \$0.15  | 415,050   |
| Cayman Islands   | 1                    | \$0.15  | 51,000  |
| Puerto Rico  | 1                    | \$0.15  | 25,000  |

| 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 \$) |
|---|----------------------|---|---|
| United Kingdom  | 9                    | \$0.15  | 225,000   |
| Total number of Purchasers  | 52                   |   |   |
| Total dollar value of distribution in all jurisdictions (Canadian \$) |                      |   | \$1,827,450.00  |

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 - Units | Total purchase price (Canadian \$) | Exemption relied on | Date of distribution (yyyy-mm-dd) |
| Lamond Investments<br>633 6 Ave SW, Suite<br>1800, Calgary, AB T2P<br>2Y5<br>Robert W. Lamond |   | Common Shares<br>200,000<br>Warrants<br>200,000 | 0.15<br><br>0.25                   | 45-106 2.3          | 2015-03-25                        |

| 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 - Units     | Total purchase price (Canadian \$) | Exemption relied on | Date of distribution (yyyy-mm-dd) |
| (403) 269-9889  |   |   |                                    |                     |                                   |
| 954866 Alberta Inc.<br>71 Southhampton Dr<br>SW, Calgary, AB T2W 0T7<br>Scott Harkness<br>(403) 999-8125                                |   | Common Shares<br>200,000<br>Warrants<br>200,000     | 0.15<br><br>0.25                   | 45-106 2.3          | 2015-03-25                        |
| LaGourge Holdings<br>1903 - 8 Smithe Mews,<br>Vancouver, BC<br>John La Gourge<br>(604) 209-9800   |   | Common Shares<br>30,000<br>Warrants<br>30,000       | 0.15<br><br>0.25                   | 45-106 2.5          | 2015-03-25                        |
| Alpha North Asset Management<br>333 Bay Street, Suite 630, Toronto, ON M5H 2R2<br>Joey Javier<br>(416) 483-5668                         |   | Common Shares<br>1,000,000<br>Warrants<br>1,000,000 | 0.15<br><br>0.25                   | 45-106 2.3          | 2015-03-25                        |
| 321 Gold Ltd.<br>10 Market Street,<br>#621, Camana Bay<br>KY1-9006, Grand Cayman, Cayman Islands<br>Robert J. Monarty<br>(305) 987-2167 |   | Common Shares<br>340,000<br>Warrants<br>340,000     | 0.15<br><br>0.25                   | 45-106 2.3          | 2015-03-25                        |
| Pilling & Co.<br>Henry Pilling House,<br>29 Booth Street,<br>Manchester,<br>Lancashire<br>Anthony Gawley<br>+44-16-1831-6581            |   | Common Shares<br>450,000<br>Warrants<br>450,000     | 0.15<br><br>0.25                   | BC172-503           | 2015-03-25                        |
| A2 Capital Management Inc.<br>23 Alexa Close,<br>Calgary, AB T3R 1B9  |   | Common Shares<br>1,000,000<br>Warrants<br>1,000,000 | 0.15<br><br>0.25                   | 45-106 2.3          | 2015-03-31                        |

| <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 and type of securities purchased - Units | Total purchase price (Canadian \$) | Exemption relied on | Date of distribution (yyyy-mm-dd) |
| Gino DeMichele<br>(403) 680-7898   |   |   |                                    |                     |                                   |
| Anacort Capital Inc.<br>4270, 888 - 3rd St SW,<br>Calgary, AB T2P 5C5<br>John Halliwell<br>(403) 265-0050          |   | Common Shares<br>100,000<br>Warrants<br>100,000 | 0.15<br><br>0.25                   | 45-106 2.3          | 2015-03-31                        |
| Deep Cove Ventures Inc.<br>208 - 1235 13 Ave SW,<br>Calgary, AB T3C 0T2<br>Brad Procter<br>(403) 669-1752          |   | Common Shares<br>200,000<br>Warrants<br>200,000 | 0.15<br><br>0.25                   | 45-106 2.3          | 2015-03-31                        |
| Alpha North Asset Management<br>333 Bay Street, Suite 630,<br>Toronto, ON M5H 2R2<br>Joey Javier<br>(416) 483-5668 |   | Common Shares<br>667,000<br>Warrants<br>667,000 | 0.15<br><br>0.25                   | 45-106 2.3          | 2015-03-31                        |

## **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.

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) |  |
| John Martin,<br>#133 – 15355 –<br>24 <sup>th</sup> Avenue,<br>Surrey, B.C.<br>V4A 2H9      |  | \$6,340  | 42,266 Finders Warrants              | \$0.25                           | 45-106 2.3<br>2015-03-25                                  | \$6,340.00                                       |
|  |  | \$2,400  | 16,000 Finders Warrants              | \$0.25                           | 45-106 2.3<br>2015-03-31                                  | \$2,400.00                                       |
| Medalist Capital Ltd., 145 Adelaide St. West, Suite 301, Toronto, ON M5H4E5                | R  | \$9,000  | 60,000 Finders Warrants              | \$0.25                           | 45-106 2.3<br>2015-03-25                                  | \$9,000.00                                       |
| HBS Financial Planning Ltd 4 The Pavilions, Avroe Crescent, Blackpool, Lancashire, FY4 2DP |  | \$9,000  | 60,000 Finders Warrants              | \$0.25                           | 45-106 2.3<br>2015-03-25                                  | \$9,000.00                                       |
| Scott Koyich,<br>400, 505 8th Avenue S.W.,<br>Calgary, AB.<br>T2P 1G2                      |  | \$9,199.99   | 61,333 Finders Warrants              | \$0.25                           | 45-106 2.3<br>2015-03-25                                  | \$9,199.99                                       |
|  |  | \$1,800  | 12,000 Finders Warrants              | \$0.25                           | 45-106 2.3<br>2015-03-31                                  | \$1,800.00                                       |
| Argentas Holdings, 11 Hester Court, Thornhill, Ontario L3T 3K4                             |  | \$13,200   | 88,000 Finders Warrants              | \$0.25                           | 45-106 2.3<br>2015-03-25                                  | \$13,200.00                                      |
|  |  | \$16,404   | 109,360 Finders Warrants             | \$0.25                           | 45-106 2.3<br>2015-03-31                                  | \$16,404.00                                      |
| Canaccord Genuity Corp. , #2200 - 609 Granville Street, Vancouver, B.C. V7Y 1H2            | R  | \$21,660   | 144,400 Finders Warrants             | \$0.25                           | 45-106 2.3<br>2015-03-25                                  | \$21,660.00                                      |
|  |  | \$49,512   | 330,080 Finders Warrants             | \$0.25                           | 45-106 2.3<br>2015-03-31                                  | \$49,512.00                                      |

- (1) Each Finder's Warrant consists of one non-transferable common share purchase warrant of the Company. Each Finder's Warrant will entitle the holder, on exercise, to purchase one additional common share of the Company at a purchase price of \$0.25 per share at any time for two years from the date of issue.

## **Certificate**

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

Date: **April 8, 2015**

**Standard Tolling Corp.**

Name of Issuer (please print)

**Doris Meyer, Corporate Secretary (604) 536-2711 x 6**

Print name, title and telephone number of person signing

*“Doris Meyer”*

\_\_\_\_\_  
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.

**Doris Meyer, Corporate Secretary**

**Telephone: (604) 536-2711, ext 6**

**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