

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;

ATK Oilfield Transportation Inc. (the “Issuer”)

- the issuer’s website address;

<http://www.atkoilfield.com/>

- the address, telephone number and email address of the issuer’s head office.

ATK Oilfield Transportation Inc.
2709 – 63rd Street
Drayton Valley, AB T7A 1R4
(780) 542-3456
info@atkoilfield.com

B. If an underwriter is completing this report, state the following:

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 not a reporting issuer.

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 | |
| Financial Services | |
| <input type="checkbox"/> investment companies and funds | |
| <input type="checkbox"/> mortgage investment companies | |
| <input type="checkbox"/> Forestry | |
| <input type="checkbox"/> Hi-tech | |
| <input type="checkbox"/> Industrial | |

- | |
|--|
| Mining |
| <input type="checkbox"/> exploration/development |
| <input type="checkbox"/> production |
| <input checked="" type="checkbox"/> Oil and gas |
| <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Utilities |
| <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.

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 \$)
Brad Munro Saskatoon, Canada	Director	100,000 Common Shares	\$125,000
Artie T. Kos Drayton Valley, Canada	Director Chairman, CEO and President	23,468,534 Common Shares	\$8,166,273
Dustin Kos Spruce Grove, Canada	Director Secretary	425,000 Common Shares	\$475,000
Brent Wilkie Drayton Valley, Canada	VP, Operations	75,000 Common Shares	\$750
Lester Ovelson Spruce Grove, Canada	COO	300,000 Common Shares	\$3,000
Darcy Campbell Calgary, Canada	CFO	0 Common Shares	NA
Dale Tremblay Calgary, Alberta	Director	200,000 Common Shares	\$300,000

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.

October 15, 2015

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

Common shares in the capital of the Issuer ("Common Shares")

- 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;

12,000,000 Common Shares

- 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 jurisdiction where purchasers reside	Number of purchasers	Price per security (CDN\$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	5	\$0.50	\$152,750.00
Total number of Purchasers	5		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$152,750.00

Note 1: If securities are issued at different prices list the highest and lowest price the securities were sold for.

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)
1624268 Alberta Ltd. President: Devon Hanson 93 Ridgemont Drive, RR #2 Ferne, BC V0B 1M2 403.969.3701	N/A	100,000 Common Shares	\$50,000.00	Section 2.3 of NI 45-106	2015-10-15
Total:		100,000	\$50,000.00		

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 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	Exemption relied on and date of distribution	
CIBC Wood Gundy 200 King Street West, 7 th Floor Toronto, ON M5H 4A8	R	\$15,000.00	N/A	N/A	N/A	\$15,000.00
National Bank Financial Ltd. 2800, 450 - 1 st Street SW Calgary, AB T2P 5H1	R	\$75,292.50	N/A	N/A	N/A	\$75,292.50
Total:						\$90,292.50

Certificate

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

Date: October 22, 2015

ATK Oilfield Transportation Inc.

Name of issuer (please print)

Darcy Campbell, Chief Financial Officer, 403-263-3414

Print name, title and telephone number of person signing

Signed” “*Darcy Campbell*”

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.

**Scott Robson, Lawyer, Borden Ladner Gervais LLP
(403) 232-9589**

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