

**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 information**

**Item 1: Issuer name and contact information**

Musgrove Minerals Corp. (the “**Issuer**”)

Name of Issuer

15910 Fraser Highway, Suite 102, Surrey, British Columbia V4N 0X9

Address

(604) 633-2442

Telephone Number

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

Website Address

[rana@musgroveminerals.com](mailto:rana@musgroveminerals.com)

E-mail Address

**Item 2: Reporting issuer status**

The Issuer is a reporting issuer in British Columbia and Alberta.

**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.

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:

<b>Information about insiders and promoters</b>			
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**

The securities were distributed on February 17, 2016.

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

For each security distributed:

(a)   **Describe the type of security:**

Common Share of the Issuer (a “**Share**”).

**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:**

11,310,000 common shares.

**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	Deemed price per security (Canadian \$)	Total deemed dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	29	\$0.05	\$370,500
Ontario	6	\$0.05	\$110,000
Alberta	1	\$0.05	\$25,000
Singapore	1	\$0.05	\$60,000
<b>Total number of Purchasers</b>	<b>37</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$565,500</b>

**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.

<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	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
L D Thompson Holding Co. 5330 Seaside Place West Vancouver, BC V7W 3E2 Attention: Blair Sadler Tel: 604-913-4351	n/a	200,000 Shares	\$10,000	Section 2.3 of NI 45-106	2016-02-17
Avarice Investment PTE Ltd. 10 Anson Road #21-12 International Plaza Singapore, 079903 Attention: S. M. Arshad Amin Tel: 65-6220 6418	n/a	1,200,000 shares	\$60,000	Section 2.3 of NI 45-106	2016-02-17
Cervus Business Management Inc. #605 -1166 Alberni Street Vancouver, BC V6E 3Z3 Daniel Terrett 604-312-1964	n/a	100,000 Shares	\$5,000	Section 2.3 of NI 45-106	2016-02-17
Rain Communications Inc 810 - 789 West Pender St., Vancouver BC V6C 1H2 Ralph Biggar 604-306-2525	n/a	100,000 Shares	\$5,000	Section 2.3 of NI 45-106	2016-02-17

<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	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
1887370 Ontario Ltd. 12800 8 <sup>th</sup> Concession Rd., King ON L7B 1K4 Harry Littler 905-859-7773	n/a	300,000 Shares	\$15,000	Section 2.3 of NI 45-106	2016-02-17
R&R Consulting Ltd. 2000-1177 W Hastings St., Vancouver, BC V6E 2K3 Richard Penn 778-384-8923	n/a	100,000 Shares	\$5,000	Section 2.3 of NI 45-106	2016-02-17
Shaynequest Investments Ltd. 4411 Kieth Rd., West Vancouver BC V7W 2M3 Shayne Nyquest 604-512-9541	R	200,000 Shares	\$10,000	Section 2.3 of NI 45-106	2016-02-17
Code Consulting Limited #206 - 1080 Mainland Street, Vancouver BC V6B 2T4 Lance Tracey 604-691-1690	n/a	600,000 Shares	\$30,000	Section 2.3 of NI 45-106	2016-02-17
Bridgemark Capital Corp. 2601 Marine Drive, West Vancouver BC V7V 1L5 Marc Branson 604-816-2555	n/a	150,000 Shares	\$7,500	Section 2.3 of NI 45-106	2016-02-17
R2A2 Holdings Inc. 13448 55A Ave., Surrey BC V3X 3B5 Rana Vig 604-218-4766	I	400,000 Shares	\$20,000	Section 2.3 of NI 45-106	2016-02-17
<b>TOTAL:</b>		<b>3,350,000 Shares</b>	<b>\$167,500</b>		

## Commissions and finder's fees

### Item 9: Commissions and finder's fees

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)	
Denise Trainor Northwest MKT #810-789 West Pender St., Vancouver BC V6C 1H2	n/a	n/a	987,000 Shares	\$0.05	Section 2.3 of NI 45-106 2016-02-17	\$49,350

## **Certificate**

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

Date: February 26, 2016

Musgrove Minerals Corp.

Name of Issuer (please print)

Rana Vig, President, Chief Executive Officer and Director, Telephone: (604) 218-4766

Print name, title and telephone number of person signing

/s/Rana Vig

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.

N/A

## **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