

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.

**Noram Ventures Inc.
430 - 580 Hornby Street
Vancouver, British Columbia V6C 3B6
Ph: (604) 428-0511**

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 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.

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.

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 \$)

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.

April 19, 2016

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

Common Shares and Warrants.

- 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

50,000,000 Common Shares

50,000,000 Warrants, each Warrant entitles the holder thereof to purchase one Common Share at the price of \$0.05 until April 19, 2018.

- 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.

Not applicable

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 \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	46	\$0.01	\$290,000
Alberta	4	\$0.01	\$115,000
Manitoba	1	\$0.01	\$9,000
Ontario	4	\$0.01	\$25,000
US	5	\$0.01	\$60,000
China	1	\$0.01	\$1,000
Total number of Purchasers	61		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$500,000.00

Item 8: Information about purchasers

Instructions

- If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.
- 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)
17 Capital Corp. PO Box 91673 West Vancouver, BC V7V 3P3 Marc Sandercombe (778) 237-5793	--	1,000,000 Common Shares 1,000,000 Warrants	\$10,000	NI 45-106 Section 2.3	2016-04-19
9681736 Canada Ltd. 849 Huron Terrace, Kincardine, ON N2Z 2Y1 Cynthia Weidelich 905-716-8535	--	1,000,000 Common Shares 1,000,000 Warrants	\$10,000	NI 45-106 Section 2.3	2016-04-19
8986207 Canada Inc. 101 Peter Street, Unit 2303, Toronto, ON M6V 0G6 Zachary Stadnyk 647-980-7541	--	500,000 Common Shares and 500,000 Warrants	\$5,000	NI 45-106 Section 2.5	2016-04-19
Kiriakos Capital Ltd. Box 67, 719 Geikie Street, Jasper, AB T0E 1E0 Kiriakos Charile Perperidis 646-510-1060	--	1,000,000 Common Shares 1,000,000 Warrants	\$10,000	NI 45-106 Section 2.3	2016-04-19
Sutton Ventures Ltd. 44486 Monte Vista Dr., Chilliwack, BC V2R 5T2 Brayden Sutton 604-997-9007	--	500,000 Common Shares and 500,000 Warrants	\$5,000	NI 45-106 Section 2.3	2016-04-19
464734 BC Ltd. 1-19151 95A Avenue, Surrey, BC V4N 4P3	--	2,000,000 Common Shares 2,000,000	\$20,000	NI 45-106 Section 2.3	2016-04-19

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)
Dave Bennington 604-761-9994		Warrants			
Star Trend International Holding #100, 111-5 Avenue, SW, Suite 236, Calgary AB T2P 3Y6 David Johnson 403-473-6780	--	4,000,000 Common Shares 4,000,000 Warrants	\$40,000	NI 45-106 Section 2.3	2016-04-19
Well Accent Investments Ltd. Suite 102, 1811-4th Street SW, Calgary, AB T2S 1W2 Ben Garriot 778-389-6697	--	4,000,000 Common Shares 4,000,000 Warrants	\$40,000	NI 45-106 Section 2.5	2016-04-19
Howe & Bay Financial Corp. 605-1166 Alberni Street, Vancouver, BC V6E 3Z3 Daniel Terrett 604-312-1964	--	500,000 Common Shares and 500,000 Warrants	\$5,000	NI 45-106 Section 2.3	2016-04-19
Fairmont Advisors 708 Third Avenue, #600, New York, NY 10017 Roman Rogol 212-796-6280	--	2,500,000 Common Shares 2,500,000 Warrants	\$25,000	NI 45-106 Section 2.3	2016-04-19
Cyrus Driver Inc. #1200 - 609 Granville Street Vancouver, BC V7Y 1G6 Cyrus Driver (604) 687-0947	--	250,000 Common Shares and 250,000 Warrants	\$2,500	NI 45-106 Section 2.3	2016-04-19
D. Cross Ltd. #510 - 580 Hornby Street Vancouver, BC V6C 3B6 Dave Cross (604) 558-4300	--	250,000 Common Shares and 250,000 Warrants	\$2,500	NI 45-106 Section 2.3	2016-04-19
Erez Bahar Inc. 2968 W. 20th Avenue Vancouver, BC V6L 1H5 Erez Bahar (604) 687-0947	--	250,000 Common Shares and 250,000 Warrants	\$2,500	NI 45-106 Section 2.3	2016-04-19

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)	
Wolverton Securities Ltd. 17th Floor, 777 Dunsmuir Street Vancouver, British Columbia Canada V7Y 1J5	-	\$6,560	656,000 Warrants ⁽¹⁾	-	2016-04-19	\$6,560
Mackie Research Capital Corporation #1920 – 1075 W. Georgia Street Vancouver, BC V6E 3C9	-	\$3,280	328,000 Warrants ⁽¹⁾	-	2016-04-19	\$3,280
Canaccord Genuity Corp. 2200-609 Granville Street Vancouver, BC V7Y 1H2	-	\$800	8,000 Warrants ⁽¹⁾	-	2016-04-19	\$800
Leede Jones Gable Inc. 1800-1140 W. Pender Street Vancouver, BC V6E 4G1	-	\$2,000	200,000 Warrants ⁽¹⁾	-	2016-04-19	\$2,000
Haywood Securities Inc. 700-200 Burrard Street, Vancouver, BC V6C 3L6	-	\$1,200	120,000 Warrants ⁽¹⁾	-	2016-04-19	\$1,200

- (1) each Warrant entitles the holder thereof to purchase one Common Share at the price of \$0.05 until April 19, 2018.

Certificate

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

Date: April 21, 2016

Noram Ventures Inc.
Name of issuer (please print)

Mark R. Ireton, President, CEO and Director, (604) 428-0511
Print name, title and telephone number of person signing

"Mark Ireton"
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.

Not applicable

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