

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;

Equitas Resources Corp.

- the issuer's website address; and

www.equitasresources.com

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

1450 – 789 West Pender Street, Vancouver, BC V6C 1H2 604.681.1568

info@equitasresources.com

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 Company 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.

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box below.

☐ Bio-tech

Mining

Financial Services

☒ exploration/development

☐ investment companies and funds

☐ production

- | | |
|--|---|
| <input type="checkbox"/> mortgage investment companies | <input type="checkbox"/> Oil and gas |
| <input type="checkbox"/> securitized products issuers | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Other (describe) |
| <input type="checkbox"/> Industrial | |
-

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.

October 5, 2015

Item 6: Number and type of securities

For each security distributed:

- describe the type of security; **Units consisting of one common share and one share purchase warrant to acquire an additional common share at \$0.25 per share for 12 months from closing.**

- 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

The Company issued 8,411,393 Units at \$0.125 per unit for gross proceeds of \$1,051.424. Each Unit consist of one common share and one share purchase warrant exercisable at \$0.25 per share for a period of 12 months from the closing date.

- 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.

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 \$)
Newfoundland	3	\$0.125	\$13,500
Ontario	7	\$0.125	\$140,625
British Columbia	14	\$0.125	\$731,184
Saskatchewan	3	\$0.125	\$48,750
United States	3	\$0.125	\$101,740
United Kingdom	1	\$0.125	\$15,625
Total number of Purchasers	31		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$1,051,424

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 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)
Zimtu Capital Corp. 1450 - 789 West Pender Street, Vancouver, BC V6C 1H2 604.681.1568 David Hodge		2,900,000 Units	\$362,500	NI 45-106 Sec. 2.3	2015-10-05
Capital Event Management Ltd. 100 - 736 Granville Street, Vancouver, BC V6Z 1G3 604.569.2209 Howard Fitch		200,000 Units	\$25,000	NI 45-106 Sec. 2.3	2015-10-05
Water Street Assets Inc. 2nd floor - 342 Water Street, Vancouver, BC V6B 1B6		800,000 Units	\$100,000	NI 45-106 Sec. 2.3	2015-10-05

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)
604.428.2125 Barkatali Laiani					
2379388 Ontario Ltd. 23 White Harwood, Seven Oaks, Kent UK TN13IRS 44.795.631.6584 Dr. M. Kalairajah		125,000 Units	\$15,625	NI 45-106 Sec. 2.3	2015-10-05
Bradley Resources Company LLC 161 Rametto, Santa Barbara, CA 83108 805.696.8295 George Holbrook		200,000 Units	\$25,000	NI 45-106 Sec. 2.3	2015-10-05
Claimbank Exploration Inc. 2526 S.E. Marine Drive, Vancouver, BC V5S 2H1 604.766.6598 Jason Barnard		600,000 Units	\$75,000	NI 45-106 Sec. 2.5	2015-10-05
2379388 Ontario Ltd. 1500 - 2 Queen St. E., Toronto, Ontario M5C 3G5 011.441.689.828311 Dr. M. Kalairajah		75,000 Units	\$9,375	NI 45-106 Sec. 2.3	2015-10-05
Chung & TSE Ltd. 10 Breen Cres., North York ON M2P 1Z7 416.733.9012 Archie Chung		100,000 Units	\$12,500	NI 45-106 Sec. 2.3	2015-10-05
Dig Media Inc. L200 - 560 Beatty Street, Vancouver, BC V6B 2L3 604.688.8231 Mike Rodger		40,000 Units	\$5,000	NI 45-106 Sec. 2.3	2015-10-05

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)
Claimbank Exploration Inc. 2526 S.E. Marine Drive, Vancouver, BC V5S 2H1 604.766.6598 Jason Berard		189,473 Units	\$23,684	NI 45-106 Sec. 2.5	2015-10-05
Global Capital Group LLC 11978 Artery Drive, Fairfax, VA 22030 703.751.2200 Norman J. Gross		200,000 Units	\$25,000	NI 45-106 Sec. 2.3	2015-10-05

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)	
Rob Christl 21616 Monahan Court, Langley, BC V3A 8N1		\$1,500.00	12,000 warrants	\$0.25	NI 45-106 Sec. 2.3	\$1,500.00
Canaccord Genuity Corp. 2200 - 609 Granville Street, Vancouver, BC V7Y 1H2		\$3,250.00	26,000 warrants	\$0.25	NI 45-106 Sec. 2.3	\$3,250.00
Euro Pacific Canada Inc., Suite 1100 – 150 York Street, Toronto, ON M5H 3S5		\$750.00	6,000 warrants	\$0.25	NI 45-106 Sec. 2.3	\$750.00
		\$5,500.00	44,000 warrants			

Certificate

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

Date: October 11, 2015.

Equitas Resources Corp.

Name of [issuer/underwriter] (please print)

Frances Petryshen, Corporate Secretary

Print name, title and telephone number of person signing

"Frances Pertryshen"

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