Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 – REPORT TYPE			
✓ New report			
Amended report If amended, provide	Submission ID of report that is	being amended:	(Example: EDR1234567890-123)
ITEM 2 – PARTY CERTIFYING T	HE REPORT		
Indicate the party certifying the report (sell National Instrument 81-106 Investment Fu		-	
☑ Issuer (Other than an investment fund)			
Underwriter			
ITEM 3 – ISSUER NAME AND OT	THER IDENTIFIERS		
Provide the following information about the	e issuer, or if the issuer is an in	ovestment fund, about the fund	
Full legal name			
MCLAREN RESOURCES INC.			
Previous full legal name If the issuer's nar	ne changed in the last 12 mont	ths, provide most recent previo	us legal name.
Website (if applicable) www.mclarenresources.com			
If the issuer has a legal entity identifier, pr Legal entity identifier	ovide below. Refer to Part B of	the Instructions for the definiti	on of "legal entity identifier".
Legal entity identifier			
ITEM 4 – UNDERWRITER INFOR	RMATION		
If an underwriter is completing the report, p	provide the underwriter's full lec	ral name and firm National Rec	istration Database (NRD) number
Full legal name	novide the dilderwiner orall leg	arname and mm Nadonar Reg	Stration Database (WVD) Hambon.
Does the Underwriter's Firm have an NRD	Number? Firm NRD nu	umber	
If the underwriter does not have a firm NR	D number provide the head off	ice contact information of the	nderwriter
Street address	Municipality	Province/State	Postal/ZIP code
Country	Telephone number	Website (if applicable)	

ITEM 5 - ISSUER INFORMATION			
a) Primary industry			
Provide the issuer's North American Indus activity. For more information on finding th NAICS industry code			orresponds to the issuer's primary business stry search tool .
If the issuer is in the mining industry , ince the mining industry. Select the category the Exploration Development Production	nat best describes the issuer		hat provide services to issuers operating in
Is the issuer's primary business to invest a ☐ Mortgages ☐ Real estate ☐ Commer	-		
b) Number of employees			
✓ 0 - 49	or more		
c) SEDAR profile number			
Does the issuer have a <u>SEDAR</u> profile ? ☐ No ☑ Yes	If yes, provide SEDAR pro	ofile number:	
d) Head office address		If the issuer does not h	nave a SEDAR profile, complete Item 5(d) – (h).
Street address	Municipality	Province/State	Postal/ZIP code
][
Country	Telephone number		
e) Date of formation and financial yea	r-end		
Date of formation	Financial year-end		
f) Reporting issuer status			
Is the issuer a reporting issuer in any juriso ☐ No ☐ Yes	diction of Canada?		
If yes, select the jurisdictions of Canada ir □ AII □ AB □ BC □ MB □ NS □ NU □ ON □ PE	NB NL	ting issuer. NT YT	
INO INO ON ITE			
g) Public listing status			
Does the issuer have a CUSIP number? No Yes	CUSIP number (provide t	first 6 digits only)	
the issuer has applied for and received a la	_		de only the names of exchanges for which is.
Exchange names: Not Applicable Tord	onto Stock Exchange	TSX Venture Exchange	Canadian Securities Exchange
Aequitas Neo Exchange Aus	tralian Securities Exchange	Deutsche Boerse	Euronext
London Stock Exchange Nas	sdaq	New York Stock Exchange	Shanghai Stock Exchange
Shenzhen Stock Exchange Stock	ck Exchange Of Hong Kong	Tokyo Stock Exchange	OTHER
If other, describe:			
h) Size of issuer's assets			
the size of the issuer's assets at the distri	bution end date.		s not existed for a full financial year, provide
	1 to under \$25M OM to under \$1B	\$25M to under \$100M \$1B or over	
	OW to under \$15	\$1D 01 0Ve1	

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report. a) Currency Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars. Canadian dollar US dollar Euro Other (describe):

b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date	End Date
2018-01-31	2018-01-31

c) Detailed purchaser information

Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report.

Schedule 1 to Form 45-106F1 31Jan2018.xlsx - 45 KB

d) Types of securities distributed

Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

				Canadian \$	
Security code	CUSIP number	Number of securities	Single or lowest price	Highest price	Total amount
UBS		3,420,000.0000	0.1250		427,500.0000
Description of security: Units. Each Unit consisting of one (1) common share and one (1) common share purchase warrant.					

e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Security code	Underlying security	Exercis (Canad	•	Expiry date (YYYY-MM-DD)	Conversion ratio
code	code	Lowest	Highest	(TTTT-WWW-DD)	
WNT	CMS	0.1500	0.1500	2018-07-31	
Describe oth (if application)		ch warrant will be exe	ercisable at an exerc	cise price of \$0.15 p	er share for a period of 18 months from the date of issuance.

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
Ontario	NI 45-106 2.3 [Accredited investor]	7	140,000.0000
Alberta	NI 45-106 2.3 [Accredited investor]	4	100,000.0000
Germany	Other – describe	1	187,500.0000
Other exemption: Distribution of	utside of Canada		
	Total dollar amount of securiti	ies distributed	427,500.0000
	Total number of unique purchasers ²	12	

² In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

√ Not Applicable

	Description	Date of document or other material	Previously filed with or delivered to regulator?	,	Filename
1.			\square Y \square N		

ITEM 8 - COMPENSATIO	N INFORMATIO	ON				
Provide information for each pers connection with the distribution.	•	•			• •	
Indicate whether any compensat ☐ No ☑ Yes	ion was paid, or will	be paid, in connection	with the dis	tribution.		
PERSON 1						
a) Name of person compensa	ted and registration	n status				
Indicate whether the person com ☐ No ✓ Yes	pensated is a regist	trant.				
If the person compensated is an Family name	-	he full legal name of then name		dary given names		
If the person compensated is not Full legal name of non-individual	t an individual, provi	de the following inform	ation.	Firm NRD number	(if applicable)	
CIBC WOOD GUNDY				3850		
Indicate whether the person com ✓ No ☐ Yes	pensated facilitated	the distribution throug	h a funding	oortal or an internet	-based portal.	
b) Business contact informati	on					
If a firm NRD number is not prov Street address	rided in Item 8(a), pr		ntact informa Province/Sta	•	being compensated. Postal/ZIP code	
Country	reiepno	ne number	Email addre	3S		
c) Relationship to issuer or in	vestment fund ma	nager				
Indicate the person's relationship Part B(2) of the Instructions and Connected with the issuer or i	o with the issuer or i the meaning of "co	nvestment fund manag ntrol" in section 1.4 of i	NI 45-106 fo	r the purposes of co		
Insider of the issuer (other that		·	_	e of the above		-9
Director or officer of the invest		•				
d) Compensation details						
Provide details of all compensation Canadian dollars. Include cast for services incidental to the distrabout, or report on, internal allocations.	h commissions, sec tribution, such as cle	urities-based compens erical, printing, legal of	sation, gifts, r accounting	discounts or other of services. An issuer	compensation. Do not i r is not required to ask	report payments for details
Cash commissions paid	7,000.0000					
Value of all securities distributed as		Security code1		curity code2	Security code3	
compensation ⁴		Describe terms of war	rrants, optio	is or other rights		
Other compensation ⁵		Describe				
Total compensation Paid	7,000.0000			-		_
Check box if the person will o	or may receive any o	deferred compensation	(describe th	e terms below)		

to acquire additional securities of ⁵ Do not include deferred compen	the issuer.	or all securities distribu	neu as cor	ipensation, including t	options, warrants or other	er rights exercisable
PERSON 2						
a) Name of person compensat	ed and registration	on status				
Indicate whether the person comp No ✓ Yes						
If the person compensated is an in Family name	•	the full legal name of the		<i>I.</i> dary given names		
If the person compensated is not a Full legal name of non-individual MACKIE RESEARCH CAPITAL C	CORPORATION	-		Firm NRD number (iii		
Indicate whether the person comp	oensated facilitated	the distribution through	n a funding	portal or an internet-ba	ased portal.	
b) Business contact information	n					
If a firm NRD number is not provide Street address	ded in Item 8(a), pa Municip		ntact inform Province/St	•	ing compensated. Postal/ZIP code	
Country	Telepho	ne number E	Email addre	ess	1	
c) Relationship to issuer or inv	vestment fund ma	ınager				
Part B(2) of the Instructions and t Connected with the issuer or ir Insider of the issuer (other than Director or officer of the investr	evestment fund man	nager d)	Emp		pleting this section. nvestment fund manage	ər
d) Compensation details						
Provide details of all compensation in Canadian dollars. Include cash for services incidental to the distrabout, or report on, internal allocations.	commissions, sec ibution, such as cl	curities-based compens erical, printing, legal or	ation, gifts accounting	discounts or other co g services. An issuer is	mpensation. Do not rep not required to ask for	ort payments details
Cash commissions paid	700.0000					
Value of all securities distributed as compensation 4		Security code1 Describe terms of war		ocurity code2 nos or other rights	Security code3	
Other compensation ⁵		Describe				
Total compensation Paid	700.0000					
Check box if the person will o	r may receive any o	deferred compensation	(describe t	he terms below)		
⁴ Provide the aggregate value of a securities of the issuer. Indicate to acquire additional securities of	he security codes i					

 $^{5}\,\mathrm{Do}$ not include deferred compensation.

⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional

a) Name of person compensated and registration status Indicate whether the person compensated is a registrant. No Yes
Indicate whether the person compensated is a registrant. No Yes
If the person compensated is an individual, provide the full legal name of the individual. Family name First given name Secondary given names If the person compensated is not an individual, provide the following information. Full legal name of non-individual Firm NRD number (if applicable) TD WEALTH MANAGEMENT Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. No Yes b) Business contact information If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated. Street address Municipality Province/State Postal/ZIP code Country Telephone number Email address c) Relationship to issuer or investment fund manager Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager
Family name First given name Secondary given names
If the person compensated is not an individual, provide the following information. Full legal name of non-individual TD WEALTH MANAGEMENT Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. No Yes
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Insider of the issuer (other than an investment fund) ☐ Director or officer of the investment fund or investment fund manager ☐ Director or officer of the investment fund or investment fund manager ☐ Compensation details ☐ Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.
Cash commissions paid 2,625.0000
Value of all securities Security code1 Security code2 Security code3
distributed as compensation 4 Describe terms of warrants, options or other rights
Other compensation ⁵ Describe
Total compensation Paid 2,625.0000
Check how if the property will be property and deferred comparation (describe the towns halow)
☐ Check box if the person will or may receive any deferred compensation (describe the terms below)

ITEM 9 - DIRECTORS, EXECUTIVE OFFICERS			
Indicate whether the issuer is any of the following (select all t	that apply).		
Reporting issuer in any jurisdiction of Canada			
Foreign public issuer			
	diation of Canada 6		
Wholly owned subsidiary of a reporting issuer in any juris Provide name of reporting issuer	diction of Canada		
Trovide frame of reporting issue:			
Wholly owned subsidiary of a foreign public issuer ⁶			
Provide name of foreign public issuer			
Issuer distributing eligible foreign securities only to permi	tted clients ⁷		
If the issuer is at least one of the above, do not com		to Item 10	
⁶ An issuer is a wholly owned subsidiary of a reporting iss			curities, other than
securities that are required by law to be owned by its dire			
Oheck this box if it applies to the current distribution evolutions. Refer to the definitions of "eligible foreign securit"			to non-permitted
If the issuer is none of the above, check this box and	,	D(1) of the mandenons.	
<u> </u>	. , , , ,		
a) Directors, executive officers and promoters of the iss	suer		
Provide the following information for each director, executive			ne province or
territory, otherwise state the country. For "Relationship to iss	uer", "D" – Director, "O" – Execu	utive Officer, "P" – Promoter.	
	Family name	Business location of	Relationship to
Individual? Organization or company name	First given name	non-individual or residential	issuer (select all that
	Secondary given name	jurisdiction of individual	apply)
YN			□D □O □P
b) Promoter information			
If the promoter listed above is not an individual, provide the f			
within Canada, state the province or territory, otherwise state	the country. For "Relationship t	to promoter", "D" – Director, "O" – Execu	ıtive Officer.
	Family name	Decidential jurisdiction	Relationship to
Organization or company name	First given name	Residential jurisdiction of individual	promoter (select one or both
	Secondary given name		if applicable)
			□D □O
c) Residential address of each individual			
Complete <u>Schedule 2</u> of this form providing the full resid			
attach to the completed report. Schedule 2 also requires	intormation to be provided at	oout control persons.	

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

Title

By completing the information below, I certify to the securities regulatory authority or regulator that:

First given name

• I have read and understand this report; and

Full legal name - Family name

• all of the information provided in this report is true.

Danilovsky	Radovan		President	
Name of issuer/underwriter MCLAREN RESOURCES INC).	Telephone number 905-903-6423	Email address rado.dani@gmail.com	
Signature		Date		
Signed - "Radovan Danilovsky	"	2018-02-09		
ITEM 11 - CONTACT P	ERSON			

Secondary given names

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.				
✓ Same as individual certifying the report				
Full legal name - Family name	First given name	Secondary given names	Title	
Name of company		elephone number Email address		

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

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Date