

**Form 45-106F1**  
***Report of Exempt Distribution***

Except in British Columbia, this is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution. In British Columbia, the required form is Form 45-106F6.

**Issuer/underwriter information**

**Item 1:** State the full name of the issuer of the security distributed and the address and telephone number of its head office.

**UTOR CAPITAL CORP.**  
**1980-1075 W. Georgia St.**  
**Vancouver, BC V6E 3C9**  
**Tel.: 604-688-9588**

**Item 2:** State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

**Not a reporting issuer.**

**Item 3:** Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed below.

- |   |  |
|---|--|
| <input type="checkbox"/> Bio-tech                       | Mining   |
| <input type="checkbox"/> Financial Services             | <input type="checkbox"/> exploration/development     |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> 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 checked="" type="checkbox"/> Other (describe) |
| <input type="checkbox"/> Industrial                     | <u>Business consulting</u>                           |

**Details of distribution**

**Item 4:** Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report.

**Item 5:** State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

**June 7, 2016**

**Item 6:** For each security distributed:

- (a) describe the type of security, **Class A Common Shares**
- (b) 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

**421,500 Class A Common Shares**

- (c) state the exemption(s) relied on.

**NI 45-106, s.2.3 (Accredited investor)**

**NI 45-106, s.2.5 (Family, friends and business associates)**

**Item 7:** Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside.

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Alberta	2	\$0.03	\$240
British Columbia	139	\$0.03	\$11,295
Manitoba	2	\$0.03	\$180
Ontario	1	\$0.03	\$60
Hong Kong	1	\$0.03	\$90
Jordan	3	\$0.03	\$360
Mexico	1	\$0.03	\$120
Panama	1	\$0.03	\$300
<b>Total number of Purchasers</b>	<b>150</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$12,645</b>

## Commissions and finder's fees

Full name and address of the person being compensated	Compensation paid or to be paid (cash and/or securities)				Total dollar value of compensation (Canadian \$)
	Cash (Canadian \$)	Securities			
		Number and type of securities issued	Price per security	Exemption relied on and date of distribution	
MACKIE RESEARCH CAPITAL CORPORATION 1075 West Georgia Street Suite 1920 Vancouver, BC - V6E 3C9	\$1,700.00	N/A	N/A	N/A	\$1,700.00

**Item 8:** If a distribution is made in Ontario, please include the attached "Authorization of Indirect Collection of Personal Information for Distributions in Ontario". The "Authorization of Indirect Collection of Personal Information for Distributions in Ontario" is only required to be filed with the Ontario Securities Commission.

### Certificate

On behalf of the **UTOR CAPITAL CORP.**, I certify that the statements made in this report are true.

Date: June 10, 2016

### **UTOR CAPITAL CORP.**

Name of issuer

David Eaton, Director 778-331-2088

Print name, title and telephone number of person signing

"David Eaton"

Signature

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.**

## Authorization of Indirect Collection of Personal Information for Distributions in Ontario

The attached Schedule I contains personal information of purchasers and details of the distribution(s). The issuer/underwriter hereby confirms that each purchaser listed in Schedule I of this report who is resident in Ontario

- (a) has been notified by the issuer/underwriter
  - (i) of the delivery to the Ontario Securities Commission of the information pertaining to the person as set out in Schedule I,
  - (ii) that this information is being collected indirectly by the Ontario Securities Commission under the authority granted to it in securities legislation,
  - (iii) that this information is being collected for the purposes of the administration and enforcement of the securities legislation of Ontario, and
  - (iv) of the title, business address and business telephone number of the public official in Ontario, as set out in this report, who can answer questions about the Ontario Securities Commission's indirect collection of the information, and
- (b) has authorized the indirect collection of the information by the Ontario Securities Commission.