

BINGHAM CANYON CORPORATION

September 28, 2017

Dear Bingham Canyon Corporation Shareholder,

We present the following general information regarding Rule 144, restricted securities:

- 1) “SEC.gov / Rule 144: Selling Restricted and Control Securities;” and
- 2) Standard Registrar & Transfer Company Inc.’s “Stockholder 144 Questionnaire.”

Please note, you will need to contact your own personal securities broker to complete broker-specific required forms **and** you will need to obtain a standard legal opinion letter from a qualified attorney in order to remove the restriction from your certificate.

We appreciate your tenure with us as a shareholder and hope you will continue to follow our rigorous endeavors on behalf of all of Bingham Canyon Corporation’s valued shareholders.

Best Regards,

Gary J. Grieco
Principal Executive Officer

Rule 144: Selling Restricted and Control Securities

When you acquire restricted securities or hold control securities, you must find an exemption from the SEC's registration requirements to sell them in a public marketplace. Rule 144 allows public resale of restricted and control securities if a number of conditions are met. This overview tells you what you need to know about selling your restricted or control securities. It also describes how to have a restrictive legend removed.

What Are Restricted and Control Securities?

Restricted securities are securities acquired in unregistered, private sales from the issuing company or from an affiliate of the issuer. Investors typically receive restricted securities through private placement offerings, Regulation D offerings, employee stock benefit plans, as compensation for professional services, or in exchange for providing "seed money" or start-up capital to the company. Rule 144(a)(3) identifies what sales produce restricted securities.

Control securities are those held by an affiliate of the issuing company. An affiliate is a person, such as an executive officer, a director or large shareholder, in a relationship of control with the issuer. Control means the power to direct the management and policies of the company in question, whether through the ownership of voting securities, by contract, or otherwise. If you buy securities from a controlling person or "affiliate," you take restricted securities, even if they were not restricted in the affiliate's hands.

If you acquire restrictive securities, you almost always will receive a certificate stamped with a "restrictive" legend. The legend indicates that the securities may not be resold in the marketplace unless they are registered with the SEC or are exempt from the registration requirements. Certificates for control securities usually are not stamped with a legend.

What Are the Conditions of Rule 144?

If you want to sell your restricted or control securities to the public, you can meet the applicable conditions set forth in Rule 144. The rule is not the exclusive means for selling restricted or control securities, but provides a "safe harbor" exemption to sellers. The rule's five conditions are summarized below:

Additional securities purchased from the issuer do not affect the holding period of previously purchased securities of the same class. If you purchased restricted securities from another non-affiliate, you can tack on that non-affiliate's holding period to your holding period. For gifts made by an affiliate, the holding period begins when the affiliate acquired the securities and not on the date of the gift. In the case of a stock option, including employee stock options, the holding period begins on the date the option is exercised and not the date it is granted.

SEC.gov | Rule 144: Selling Restricted and Control Securities Investor Publications

1. **Holding Period.** Before you may sell any restricted securities in the marketplace, you must hold them for a certain period of time. If the company that issued the securities is a “reporting company” in that it is subject to the reporting requirements of the Securities Exchange Act of 1934, then you must hold the securities for at least six months. If the issuer of the securities is not subject to the reporting requirements, then you must hold the securities for at least one year. The relevant holding period begins when the securities were bought and fully paid for. The holding period only applies to restricted securities. Because securities acquired in the public market are not restricted, there is no holding period for an affiliate who purchases securities of the issuer in the marketplace. But the resale of an affiliate's shares as control securities is subject to the other conditions of the rule.
2. **Current Public Information.** There must be adequate current information about the issuing company publicly available before the sale can be made. For reporting companies, this generally means that the companies have complied with the periodic reporting requirements of the Securities Exchange Act of 1934. For non-reporting companies, this means that certain company information, including information regarding the nature of its business, the identity of its officers and directors, and its financial statements, is publicly available.
3. **Trading Volume Formula.** If you are an affiliate, the number of equity securities you may sell during any three-month period cannot exceed the greater of 1% of the outstanding shares of the same class being sold, or if the class is listed on a stock exchange, the greater of 1% or the average reported weekly trading volume during the four weeks preceding the filing of a notice of sale on Form 144. Over-the-counter stocks, including those quoted on the OTC Bulletin Board and the Pink Sheets, can only be sold using the 1% measurement.
4. **Ordinary Brokerage Transactions.** If you are an affiliate, the sales must be handled in all respects as routine trading transactions, and brokers may not receive more than a normal commission. Neither the seller nor the broker can solicit orders to buy the securities.
5. **Filing a Notice of Proposed Sale With the SEC.** If you are an affiliate, you must file a notice with the SEC on Form 144 if the sale involves more than 5,000 shares or the aggregate dollar amount is greater than \$50,000 in any three-month period.

If I Am Not an Affiliate of the Issuer, What Conditions of Rule 144 Must I Comply With?

If you are not (and have not been for at least three months) an affiliate of the company issuing the securities and have held the restricted securities for at least one year, you can sell the securities without regard to the conditions in Rule 144 discussed above. If the issuer of the securities is subject to the Exchange Act reporting requirements and you have held the securities for at least six months but less than one year, you may sell the securities as long as you satisfy the current public information condition.

Can the Securities Be Sold Publicly If the Conditions of Rule 144 Have Been Met?

Even if you have met the conditions of Rule 144, you can't sell your restricted securities to the public until you've gotten the legend removed from the certificate. Only a transfer agent can remove a restrictive legend. But the transfer agent won't remove the legend unless you've obtained the consent of the issuer—usually in the form of an opinion letter from the issuer's counsel—that the restrictive legend can be removed. Unless this happens, the transfer agent doesn't have the authority to remove the legend and permit execution of the trade in the marketplace.

To begin the legend removal process, an investor should contact the company that issued the securities, or the transfer agent for the securities, to ask about the procedures for removing a legend. Removing the legend can be a complicated process requiring you to work with an attorney who specializes in securities law.

What If a Dispute Arises Over Whether I Can Remove the Legend?

If a dispute arises about whether a restrictive legend can be removed, the SEC will not intervene. Removal of a legend is a matter solely in the discretion of the issuer of the securities. State law, not federal law, covers disputes about the removal of legends. Thus, the SEC will not take action in any decision or dispute about removing a restrictive legend.

The Office of Investor Education and Advocacy has provided this information as a service to investors. It is neither a legal interpretation nor a statement of SEC policy. If you have questions concerning the meaning or application of a particular law or rule, please consult with an attorney who specializes in securities law.



STANDARD REGISTRAR & TRANSFER COMPANY INC.

440 East 400 South, Suite 200, Salt Lake City, UT 84111

Phone: (801)596-2150

Fax: (801) 328-4058

STOCKHOLDER 144 QUESTIONNAIRE

Name of stockholder:

Address:

City:

State:

Zip:

Telephone Number:

Social Security No.:

Issuer:

Class of Issuer Securities:

Standard Registrar & Transfer Company, Inc. has received a request from you to transfer securities free of restrictive legend. We have received the following guidance from legal counsel in relation to Rule 144, which recites the obligations and liabilities that you as a stockholder have in removing the legend from your certificate.

1. Rule 144 creates a safe harbor for a person when he or she resells securities purchased from issuers in transactions claimed to be exempt from registration under the Securities Act of 1933 (the "Act"), i.e. private placements and private transactions. Rule 144 provides that when such re-sales are made in strict compliance with the requirements of Rule 144, the seller will be presumed not to be an "underwriter" of the shares ("underwriter" is defined under Section 2(a) (11) of the Act), and will have available the exemption from registration provided by Section 4(1) of the Act for transactions by persons other than "issuers, underwriters or brokers".

2. Permitted re-sales under Rule 144:

	First 6 months	6 months – 1 yr.	1 yr. +
Non-affiliate of Reporting Issuer	None	Subject only to current public info requirement	Unrestricted
Affiliate of Reporting Issuer	None	Subject to all Rule 144 requirements	Subject to all Rule 144 requirements
Non-affiliate of Non-Reporting Issuer	None	None	Unrestricted
Affiliate of Non-Reporting Issuer	None	None	Subject to all Rule 144 Requirements

Rule 144 is unavailable for re-sale of securities initially issued by a shell company unless:

- a) The issuer has ceased being a shell company
 - b) The issuer is a reporting company
 - c) The issuer has filed all required reports for the preceding twelve month period; and
 - d) At least one year has elapsed from the time the issuer filed current Form 10 type information reporting that the issuer is not a shell company.
3. Any person who claims a transactional exemption for a sale or re-sale of unregistered securities has the burden of demonstrating the availability of the claimed exemption.
4. Technical compliance with Rule 144 may be deemed non-compliance if the transaction is part of a plan or scheme to avoid registration requirements of the Act. For example:
- a) If a person or group of persons relies on Rule 144 to affect the sale of substantial numbers of restricted securities into a relatively thin existing market of the issuer’s securities, then the exemption would be disallowed and the sellers could be civilly or criminally liable for violation of the registration requirements of the Act.
 - b) A group of stockholders, none whom own individually or control more than 10% of the outstanding shares of the issuer are approached by the other persons to sell a total number of common shares in excess of 10% of the common shares outstanding to a single individual or group who will, as a result of their multiple purchases, hold a substantial percentage of the issuer’s outstanding shares in unrestricted form. These types of transactions would be deemed “underwriting” under the Act, and are not exempt from registration.

I HAVE READ THE ABOVE AND SUBMIT THE FOLLOWING ANSWERS

1. How many shares of the issuer are registered in your name? _____
2. Do you own or control any additional standing in the names of other people? _____
 - a) If yes, how many? _____
 - b) In what names? _____
3. Do you have a present intention to sell all or any part of your shares? _____
 - a) If yes, how many? _____
4. Have you determined to sell your shares as a result of conversations with any other stockholders or issuer? _____
5. Have you and any other stockholder(s) agreed to sell your shares together? _____
6. Are you presently an officer or director of the issuer, or are you related to or reside with an officer or director? _____
 - a) Are you an affiliate of the issuer, i.e. (a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with the issuer)? _____
 - b) Have you been an affiliate of the issuer during the previous three months? _____
 - c) If you answered yes to 6. b) please specify in what capacity: _____
7. When did you acquire (fully pay for) the shares you desire to have transferred free of restrictive legend? _____
8. How long have you owned the securities (excluding any period for which the securities were pledged):
 - a) _____ Over six months
 - b) _____ Between 6 months and one year
 - c) _____ Over one year

Shareholder signature: _____ Date: _____