

**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.

**Rockhaven Resources Ltd.  
Suite 1016 – 510 West Hastings Street  
Vancouver, B.C.  
V6B 1L8**

**Website: [www.rockhavenresources.com](http://www.rockhavenresources.com)  
Telephone: (604) 688-2568  
Email: [info@rockhavenresources.com](mailto:info@rockhavenresources.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.

**Not applicable**

**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 each of the Provinces of British Columbia, Alberta and Ontario.**

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.

- |   |   |
|---|---|
| <input type="checkbox"/> Bio-tech                       | Mining  |
| Financial Services                                      | <input checked="" 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"/> Forestry                       | <input type="checkbox"/> Real estate                        |
| <input type="checkbox"/> Hi-tech                        | <input type="checkbox"/> Utilities                          |
| <input type="checkbox"/> Industrial                     | <input type="checkbox"/> 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 \$)
<b>Not applicable</b>			

**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.

**June 23, 2016**

**Item 6: Number and type of securities**

For each security distributed:

- describe the type of security;
- 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
- 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.

<b>Type of Security</b>	<b>Number of Securities</b>	<b>Type of underlying security, terms of exercise or conversion and any expiry date (if applicable)</b>
<b>units at a price of \$0.17 per unit, each consisting of one common share and one-half (1/2) of one share purchase warrant</b>	<b>1,031,000 units</b>	<b>Each whole warrant entitles the holder to purchase one common share of the Issuer at a price of \$0.25 until December 23, 2017, provided that in the event the closing price of the Issuer's common shares as traded on the TSX Venture Exchange is equal to or greater than \$0.35 for a period of ten (10) consecutive trading days subsequent to October 24, 2016, the Issuer will have the right to provide all warrant holders with notice of an accelerated warrant expiry date; in such event, each warrant holder would have thirty (30) days following receipt of such notice to exercise its warrants, after which the warrants would expire</b>
<b>"flow-through" units at a price of \$0.20 per flow-through unit, each consisting of one flow-through common share and one-half (1/2) of</b>	<b>2,755,000 "flow-through" units</b>	<b>Each whole warrant entitles the holder to purchase one common share of the Issuer at a price of \$0.25 until December 23, 2017, provided that in the event the closing price of the Issuer's common shares as traded on the TSX Venture</b>

<b>one share purchase warrant</b>		<b>Exchange is equal to or greater than \$0.35 for a period of ten (10) consecutive trading days subsequent to October 24, 2016, the Issuer will have the right to provide all warrant holders with notice of an accelerated warrant expiry date; in such event, each warrant holder would have thirty (30) days following receipt of such notice to exercise its warrants, after which the warrants would expire</b>
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### 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 \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia, Canada	10	\$0.17 per unit	\$119,680
	28	\$0.20 per flow-through unit	\$476,000
Alberta, Canada	1	\$0.20 per flow-through unit	\$20,000
Ontario, Canada	1	\$0.17 per unit	\$25,500
	1	\$0.20 per flow-through unit	\$10,000
Yukon Territory, Canada	2	\$0.17 per unit	\$21,590
	1	\$0.20 per flow-through unit	\$20,000
Quebec, Canada	1	\$0.20 per flow-through unit	\$25,000
Nevada, U.S.A.	1	\$0.17 per unit	\$8,500
<b>Total number of Purchasers</b>	<b>46</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$726,270</b>

Note (1) If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

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## 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 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.

### Purchasers of Units

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)
1.	Toklat Resources Inc. 200, 44 – 12 <sup>th</sup> Avenue South Cranbrook, B.C. V1C 2R7 Contact Person: Tim Termuende Tel: 250-426-0749		30,000 units	\$5,100	NI 45-106 – section 2.5	2016-06-23
2.	Larry Dow Family Trust 24 – 1525 Bear Creek Road West Kelowna, B.C. V1Z 3R6 Contact Person: Larry Dow Tel: 778-821-0491		60,000 units	\$10,200	NI 45-106 – section 2.5	2016-06-23

3.	Ferguson-Davie Law Corp. 103 – 301 Main Street Penticton, B.C. V2A 5B7 Contact Person: Mark Ferguson-Davie Tel: 250-809-9611		30,000 units	\$5,100	NI 45-106 – section 2.5	2016-06-23
4.	W. R. Gilmour and Associates Ltd. 13511 Sumac Lane Coldstream, B.C. V1B 1A1 Contact Person: William Gilmour Tel: 250-545-4297		30,000 units	\$5,100	NI 45-106 – section 2.5	2016-06-23
5.	Hof Mechanical Ltd. 4240 Arthur Drive Delta, B.C. V4K 2W8 Contact Person: Finn Jensen Tel: 604-952-4544		50,000 units	\$8,500	NI 45-106 – section 2.3	2016-06-23
6.	Crystal Enlightened Resource & Precious Metals Fund 3385 Harvester Road Suite 200 Burlington, Ontario L7N 3N2 Contact Person: Al Housego Tel: 905-332-4414		150,000 units	\$25,500	NI 45-106 – section 2.3	2016-06-23

### **Purchasers of Flow-Through Units**

<b>Information about non-individual purchasers</b>						
	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)
1.	Double D. Seafoods Ltd. 2302 – 188 Esplanade East North Vancouver, B.C. V7L 4Y1 Contact Person: Dario Dusman Tel: 604-971-1212		40,000 flow- through units	\$8,000	NI 45-106 – section 2.3	2016-06-23

## 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	Exemption relied on and date of distribution (yyyy-mm-dd)	
Haywood Securities Inc. Suite 700 – 200 Burrard Street Vancouver, B.C. V6C 3L6	R	\$4,340 finder's fee	22,750 finder warrants <sup>(1)</sup>	\$0.25 per share	NI 45-106 – section 2.3	\$4,340
Canaccord Genuity Corp. Suite 2200 – 609 Granville Street Vancouver, B.C. V7Y 1H2	R	\$15,527.40 finder's fee	83,895 finder warrants <sup>(1)</sup>	\$0.25 per share	NI 45-106 – section 2.3	\$15,527.40
Raymond James Ltd. Suite 2100 – 925 West Georgia Street Vancouver, B.C. V7C 3L2	R	\$8,750 finder's fee	43,750 finder warrants <sup>(1)</sup>	\$0.25 per share	NI 45-106 – section 2.3	\$8,750

Odium Brown Limited Suite 1100 – 250 Howe Street Vancouver, B.C. V7C 3S9	R	\$7,210 finder's fee	36,050 finder warrants <sup>(1)</sup>	\$0.25 per share	NI 45-106 – section 2.3	\$7,210
TD Wealth Physical Securities Centre – CAGE 77 Bloor Street West Toronto, Ontario M5S 1M2	R	\$700 finder's fee	N/A	N/A	N/A	\$700

(1)

Each finder warrant entitles the holder to purchase one common share of the Issuer at a price of \$0.25 until December 23, 2017, provided that in the event the closing price of the Issuer's common shares as traded on the TSX Venture Exchange is equal to or greater than \$0.35 for a period of ten (10) consecutive trading days subsequent to October 24, 2016, the Issuer will have the right to provide all warrant holders with notice of an accelerated warrant expiry date; in such event, each warrant holder would have thirty (30) days following receipt of such notice to exercise its warrants, after which the warrants would expire

## Certificate

On behalf of **Rockhaven Resources Ltd.**, I certify that the statements made in this report are true.

Date: **June 29, 2016**

### **ROCKHAVEN RESOURCES LTD.**

Name of issuer (please print)

**Glenn R. Yeadon, Solicitor – Telephone: 604-640-6355**

Print name, title and telephone number of person signing

**"Glenn R. Yeadon"**

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

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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

***Guidance for completing and filing Form 45-106F6***

1. ***Required form in British Columbia*** - In British Columbia, file this report and the applicable fee using BCSC e-services in accordance with British Columbia Instrument 13-502 Electronic filing of reports of exempt distribution. If the distribution occurs in British Columbia and one or more other jurisdictions, the issuer is required to file this report in British Columbia and file Form 45-106F1 in the other applicable jurisdictions.
  
2. ***What is a distribution?*** - In British Columbia, “distribution” includes distributions made from British Columbia to purchasers resident in other Canadian or foreign jurisdictions if the issuer has a significant connection to British Columbia. If the issuer has a significant connection to British Columbia, complete the tables in item 8 and Schedules I and II for all purchasers.  
  

*In British Columbia, “distribution” also includes distributions made from another Canadian or foreign jurisdiction to purchasers resident in British Columbia. If the issuer is from another Canadian or foreign jurisdiction, complete the tables in item 8 and Schedules I and II only for purchasers resident in British Columbia.*
  
3. ***What is a purchaser?*** - References to a purchaser in this report are to the beneficial owner of the securities.
  
4. ***What is an individual?*** - An individual is a natural person. A corporation, partnership, party, trust, fund, association, and any other organized group of persons is not an individual.
  
5. ***Space in tables*** - If the space provided in any table in this Form is insufficient, please adjust the table to include additional space.
  
6. ***Multiple distributions*** - One report may be used for multiple distributions occurring within 10 days of each other if the report is filed on or before the 10th day following the first of such distributions.
  
7. ***Fees*** - In order to determine the applicable fee, consult Fee Checklist British Columbia Form 11-901F (item # 16).