

**AMENDED 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.

*Anfield Gold Corp. (the "Issuer")*  
*410 - 625 Howe Street*  
*Vancouver, BC V6C 2T6*  
*604 646-1878*  
*Website: <http://www.anfieldgold.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.

*N/A*

**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 British Columbia, Alberta, Ontario and Nova Scotia.*

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.

*N/A*

**Item 3: Issuer's industry**

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

☐ Bio-tech

Financial Services

☐ investment companies and funds

☐ mortgage investment companies

☐ securitized products issuers

☐ Forestry

☐ Hi-tech

☐ Industrial

Mining

☒ exploration/development

☐ production

☐ Oil and gas

☐ Real estate

☐ Utilities

☐ Other (describe)

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**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 \$)

N/A

**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.

May 20, 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.

*The Issuer completed the private placement of 23,723,944 Common shares on May 20, 2016 for gross proceeds of CAD\$19,453,634.08, at a price of CDN\$0.82 per Common share.*

**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 \$)
<i>Alberta</i>	<i>2</i>	<i>\$0.82</i>	<i>\$49,200.00</i>
<i>Argentina</i>	<i>1</i>	<i>\$0.82</i>	<i>\$82,000.00</i>
<i>Australia</i>	<i>1</i>	<i>\$0.82</i>	<i>\$164,000.00</i>
<i>Belgium</i>	<i>2</i>	<i>\$0.82</i>	<i>\$687,579.84</i>
<i>Brazil</i>	<i>1</i>	<i>\$0.82</i>	<i>\$14,999.44</i>
<i>British Columbia</i>	<i>56</i>	<i>\$0.82</i>	<i>\$6,888,664.20</i>
<i>British Virgin Islands</i>	<i>1</i>	<i>\$0.82</i>	<i>\$164,000.00</i>
<i>Cayman Islands</i>	<i>1</i>	<i>\$0.82</i>	<i>\$399,996.00</i>
<i>Ecuador</i>	<i>2</i>	<i>\$0.82</i>	<i>\$51,660.00</i>
<i>Germany</i>	<i>1</i>	<i>\$0.82</i>	<i>\$41,000.00</i>
<i>Luxembourg</i>	<i>2</i>	<i>\$0.82</i>	<i>\$549,318.00</i>
<i>Ontario</i>	<i>7</i>	<i>\$0.82</i>	<i>\$1,902,400.00</i>
<i>Panama</i>	<i>1</i>	<i>\$0.82</i>	<i>\$57,400.00</i>
<i>Peru</i>	<i>1</i>	<i>\$0.82</i>	<i>\$25,000.16</i>
<i>Saudi Arabia</i>	<i>1</i>	<i>\$0.82</i>	<i>\$99,999.82</i>
<i>Singapore</i>	<i>1</i>	<i>\$0.82</i>	<i>\$999,999.84</i>
<i>Switzerland</i>	<i>1</i>	<i>\$0.82</i>	<i>\$756,359.80</i>
<i>Thailand</i>	<i>1</i>	<i>\$0.82</i>	<i>\$370,218.52</i>
<i>United Arab Emirates</i>	<i>2</i>	<i>\$0.82</i>	<i>\$1,300,000.12</i>
<i>United States</i>	<i>18</i>	<i>\$0.82</i>	<i>\$4,849,838.34</i>
Total number of Purchasers	103		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$19,453,634.08

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)
Candlewood of Nevada, Ltd. 112 N Curry St Ste 100 Carson City, Nv 89703-4934 USA Contact : Carl Johnston Phone: 778-433-5034	N/A	20,000 Common Shares	\$16,400.00	s. 2.3 of NI 45-106	2016-05-20
1051730 BC Ltd. 1706 - 989 Nelson Street Vancouver, BC V6Z 2S1 Contact: Lucas Cahill Phone: 604-818-3650	N/A	25,000 Common Shares	\$20,500.00	s. 2.3 of NI 45-106	2016-05-20
Quiet Cove Capital Corp. 708 – 27 Alexander Street Vancouver, BC V6A 1B2 Contact: Brian Paes-Braga Phone: 604-616-9478	N/A	60,000 Common Shares	\$49,200.00	s. 2.3 of NI 45-106	2016-05-20

<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)
FTP Trading Inc. 1000 - 595 Howe Street Vancouver, BC V6C 2T5 Contact: Brian Paes-Braga Phone: 604-818-3650	N/A	37,000 Common Shares	\$30,340.00	s. 2.3 of NI 45-106	2016-05-20
25022011 Ltd. 555-999 Canada Place Vancouver, BC V6C 3E1 Contact : Richard Warre Phone: 604-638-2012	N/A	1,067,072 Common Shares	\$874,999.04	s. 2.10 of NI 45-106	2016-05-20
Minicucci Financial Freedom Corp. 2145 Kings Ave. West Vancouver BC V7V 2B9 Contact: Erminia Minicucci Phone: 604-638-3694	N/A	50,000 Common Shares	\$41,000.00	s. 2.3 of NI 45-106	2016-05-20
Dr. Shafik Thobani Inc. 5909 Cartier Street Vancouver, BC V6M 3A8 Contact : Gulsham Thobani Phone: 604-266-0500	N/A	20,000 Common Shares	\$16,400.00	s. 2.3 of NI 45-106	2016-05-20
0914852 B.C. Ltd. Suite 404, WTC, 999 Canada Place Vancouver, BC V6C 3E2 Contact: Riaz Shariff Phone : 604-844-2828	N/A	1,951,219 Common Shares	\$1,599,999.58	s. 2.3 of NI 45-106	2016-05-20
Bedrock Capital Corporation 3275 Dickinson Crescent West Vancouver, BC V7V 2L4 Contact: Paul Matysek Phone: 604-999-9939	N/A	64,000 Common Shares	\$52,480.00	s. 2.3 of NI 45-106	2016-05-20
0896323 BC Ltd. #5 3122 100 <sup>th</sup> Street Surrey, BC V3S 8K5 Contact: Daniel Kriznic Phone; 604-368-6437	N/A	64,000 Common Shares	\$52,480.00	s. 2.3 of NI 45-106	2016-05-20
663400 BC Ltd. 1794 Sperling Ave Burnaby, BC V5B 4K3 Contact: Karim Rehmat Phone: 604-320-5875	N/A	15,000 Common Shares	\$12,300.00	s. 2.3 of NI 45-106	2016-05-20
Sacs Investment Ltd. 6410 Charing Crt Burnaby, BC V5E 3Y3 Contact: Carlo Rahal Phone: 604-697-6087	R	65,000 Common Shares	\$53,300.00	s. 2.3 of NI 45-106	2016-05-20

<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)
663400 BC Ltd. 1794 Sperling Ave Burnaby, BC V5B 4K3 Contact: Karim Rehmat Phone: 604-320-5875	N/A	30,000 Common Shares	\$24,600.00	s. 2.3 of NI 45-106	2016-05-20
GRF Consulting Corp. 800-789 Pender St W Vancouver, BC V6C 1H2 Contact: Gary Freeman Phone: 604-788-4088	N/A	70,000 Common Shares	\$57,400.00	s. 2.3 of NI 45-106	2016-05-20
Kitco Gibson Capital Corporation 410-625 Howe St Vancouver, BC V6C 2T6 Contact: Scott Gibson Phone: 604-697-0028	N/A	70,000 Common Shares	\$57,400.00	s. 2.3 of NI 45-106	2016-05-20
Ladasa Investments Inc. 6857 Churchill St Vancouver, BC V6P 5B4 Contact: G. Wittenberg Phone: 604-657-6857	N/A	100,000 Common Shares	\$82,000.00	s. 2.3 of NI 45-106	2016-05-20
Beneath the Surface Capital Corp. 410 – 625 Howe Street Vancouver, BC V6C 2T6 Contact: Scott Gibson Phone: 604-697-0028	N/A	70,000 Common Shares	\$57,400.00	s. 2.3 of NI 45-106	2016-05-20
Chelmer Investments Corp. 2717 29TH AVE W Vancouver, BC V6L 1X8 Contact: Shannon Dawe Phone: 778-558-7617	N/A	50,000 Common Shares	\$41,000.00	s. 2.3 of NI 45-106	2016-05-20
Inclination Earth Sciences Inc. 1055 38TH AVE E Vancouver, BC V5W 1J4 Contact: Michael Moore Phone: 604-687-7178	N/A	81,512 Common Shares	\$66,839.84	s. 2.3 of NI 45-106	2016-05-20
I-space Entertainment Corp. 2900-595 BURRARD ST Vancouver, BC V7X 1J5 Contact: Patrick Haber I Phone: 604-691-7523	N/A	20,000 Common Shares	\$16,400.00	s. 2.3 of NI 45-106	2016-05-20
Tugela Holdings Inc. 410 - 625 Howe Street	I	132,926 Common Shares	\$108,999.32	s. 2.3 of NI 45-106	2016-05-20

<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)
Vancouver, BC V6C 2T6 Contact: David Strang Phone: 604-807-3223					
JSB Enterprises Ltd. 64 Mt. Douglas Pt Se Calgary, AB T2Z 3J9 Contact : John Burdiga Phone : 403-680-3794	N/A	10,000 Common Shares	\$8,200.00	s. 2.3 of NI 45-106	2016-05-20
Just Quote Me 90 Stadium Rd Unit 325 Toronto, ON M5V 3W5 Contact: John Da Costa Phone: 647-836-5510	N/A	20,000 Common Shares	\$16,400.00	s. 2.3 of NI 45-106	2016-05-20
Bruno Family Trust Attn: Giovanna Bruno 32 Frybrook Crescent Richmond Hill, Ontario L4B 4B9 Contact: Giovanna Bruno Phone: 647-808-2065	N/A	105,800 Common Shares	\$86,756.00	s. 2.3 of NI 45-106	2016-05-20
Geomin Consulting Inc. 24 Grenadier Height Toronto, Ontario, Canada M6S 2W6 Contact: William Randall Phone: 416-818-8711	N/A	64,000 Common Shares	\$52,480.00	s. 2.3 of NI 45-106	2016-05-20
Meridian Global Gold and Resources Fund Ltd. PO Box 71, Road Town, Tortuga BVI Contact: Ian M. Mann Phone: 441-505-6715	N/A	200,000 Common Shares	\$164,000.00	s. 2.3 of NI 45-106	2016-05-20
U.S. Global Investors Funds – World Precious Minerals Fund 7900 Callaghan Road San Antonio, TX 78229 Contact: Frank E. Holmes Phone: 210-308-1234	N/A	500,000 Common Shares	\$410,000.00	s. 2.10 of NI 45-106	2016-05-20
Medalist Capital Ltd. 301 – 145 Adelaide St W. Toronto, Ont Contact: Stephen Sandusky Phone: 416-307-1035	R	100,000 Common Shares	\$82,000.00	s. 2.3 of NI 45-106	2016-05-20
Madsen Family Partners, Ltd. 4690 Via Roblada Santa Barbara, CA USA 93110	N/A	152,439 Common Shares	\$124,999.98	s. 2.3 of NI 45-106	2016-05-20



<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)
Contact: Peter Madsen Phone: 805-895-4320					
Sioux Resources, LLC 8665 Bay Colony Drive, #1703 Naples, FL, USA 34108 Contact: Dennis Futchik Phone: 239-860-3335	N/A	20,000 Common Shares	\$16,400.00	s. 2.3 of NI 45-106	2016-05-20
Mark Eaton Consulting Ltd. 244 Russell Hill Road Toronto, Ontario M4V 2T2 Contact: Mark Eaton Phone: 416-473-2770	N/A	64,000 Common Shares	\$52,480.00	s. 2.3 of NI 45-106	2016-05-20
Unlimited Horizon LLC 71 NH Route 104 STE 4 #12 Meredith, NH USA 03253 Contact: Nicolas Fleury Phone: 603-494-7604	N/A	40,000 Common Shares	\$32,800.00	s. 2.3 of NI 45-106	2016-05-20
Isatis Investments Global Natural Resources Fund 14 Boulevard Royal L – 2449 Luxembourg Contact : Vincent Vandamme Phone: 0032 3475 2403	N/A	624,900 Common Shares	\$512,418.00	s. 2.3 of NI 45-106	2016-05-20
G10-Rosseau Special Situations Master Fund c/o Elian 89 Nexus Way Camana Bay Grand Cayman KY1-9007 Cayman Islands Contact: Warren Irwin Phone: 416-777-0711	N/A	487,800 Common Shares	\$399,996.00	s. 2.10 of NI 45-106	2016-05-20
Rosseau Limited Partnership 181 Bay Street, Suite 2920, Box 736 Toronto, Ontario M5J 2T3 Contact: Warren Irwin Phone: 416-447-0711	N/A	1,951,200 Common Shares	\$1,599,984.00	s. 2.3 of NI 45-106	2016-05-20

<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)
Exploration Capital Partners 2008 Limited Partnership 1910 Palomar Point Way, Suite 200 Carlsbad, CA USA 92008 Contact: Gretchen Carter Phone: 780-444-5254	N/A	4,578,048 Common Shares	\$3,753,999.36	s. 2.10 of NI 45-106	2016-05-20
The Pascoe Family Trust Trustee: John Pascoe Trustee: Sue Pascoe 15332 Antioch Suite 154 Pacific Palisades, CA, USA 90272 Contact: John Pascoe Phone: 310 245 6066	N/A	20,000 Common Shares	\$16,400.00	s. 2.3 of NI 45-106	2016-05-20
VP Fund Solutions (Luxembourg) SA 26, Av de la Liberté Luxembourg, Luxembourg 1930 Contact: R. Funk; Daniel Thiel Phone : +352 404 770571	N/A	45,000 Common Shares	\$36,900.00	BCI 72-503	2016-05-20
Fuchs & Associes Finance KBC Securities NV Havenlaan 12 1080 Brussels, Belgium Contact: Francis Gens Phone: 0032 2 429 3772	N/A	594,612 Common Shares	\$487,581.84	s. 2.3 of NI 45-106	2016-05-20
Nature Cove Holdings Limited 1301-138 Grange Road Singapore 249617 Contact: Robert Sali Phone: 6582280977	N/A	1,219,512 Common Shares	\$999,999.84	s. 2.10 of NI 45-106	2016-05-20
KCR, LLC Seestrasse 62 CH-8806 Baech, Switzerland Contact: Mark Schaal Phone: 41 44 687 2706	N/A	922,390 Common Shares	\$756,359.80	s. 2.3 of NI 45-106	2016-05-20
Trevor Colby ttee FBO The Colby Family Trust OTO 7/9/15 6701 Dame Dr. Malibu, CA USA 90265 Phone: 310-788-6220	N/A	231,707 Common Shares	\$189,999.74	s. 2.3 of NI 45-106	2016-05-20

## 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)	
Haywood Securities Suite 700, 200 Burrard Street, Vancouver, BC V6C3L6	R	\$144,983.95				\$144,983.95
Van Damme Invest BVBA National Street Bus 56 51 2000 Antwerp, Belgium	N/A	\$20,000.00				\$20,000.00

## Certificate

On behalf of the **Anfield Gold Corp.**, I certify that the statements made in this report are true.

Date: June 1, 2016

Anfield Gold Corp.  
Name of Issuer

Martin Rip, Chief Financial Officer, 604-646-1884  
Print name, title and telephone number of person signing

(signed) Martin Rip  
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