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.

Rye Patch Gold Corp. (the "Issuer") 1740 – 1177 West Hastings Street Vancouver, British Columbia V6E 2K3 Telephone number: (604) 638-1588 Email address: info@ryepatchgold.com Website address: www.ryepatchgold.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 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.

N/A

Item 3: Issuer's industry

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



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 N/A	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities) N/A	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 N/A	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.

June 16, 2016

Item 6: Number and type of securities

For each security distributed:

• describe the type of security;

Subscription receipts ("Subscription Receipts") of the Issuer at \$0.22 per Subscription Receipt.

• 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

223,247,242 Subscription Receipts convertible on a one-to-one basis into common shares of the Issuer, without additional payment or further action on the part of the holder, upon satisfaction of the escrow release conditions pursuant to the terms of a subscription receipt agreement (the "Subscription Receipt Agreement"). If the escrow release conditions pursuant to the Subscription Receipt Agreement are not satisfied prior to 5 p.m. (Vancouver time) on August 31, 2016 (except as extended with the consent of the lead agents), holders of Subscription Receipts will be entitled to a return of their full subscription price and their pro rata entitlement to the interest earned on the escrowed funds.

• 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.

N/A

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.

			Total dollar value raised from purchasers
Each Canadian and foreign jurisdiction	Number of	Price per security	in the jurisdiction
where purchasers reside	purchasers	(Canadian \$) ¹	(Canadian \$)
British Columbia, Canada	69	\$0.22	\$8,573,071.54
Alberta, Canada	9	\$0.22	\$583,792.00
Manitoba, Canada	1	\$0.22	\$199,999.80.00
Ontario, Canada	21	\$0.22	\$9,669,517.88.00
Quebec, Canada	9	\$0.22	\$8,688,306.00
Texas, U.S.A.	2	\$0.22	\$3,080,000.00
New York, U.S.A.	4	\$0.22	\$13,750,000.00
Australia	1	\$.22	\$22,000.00
Austria	1	\$0.22	\$198,000.00
Bahamas	1	\$0.22	\$165,000.00
Belgium	1	\$0.22	\$26,400.00
Cayman Islands	1	\$0.22	\$220,000.00
Fiji	1	\$0.22	\$22,000.00
Germany	2	\$0.22	\$143,000.00
Hong Kong	1	\$0.22	\$44,000.00
Principality of Liechtenstein	1	\$0.22	\$182,600.00
Republic of the Marshall Islands	1	\$0.22	\$40,040.00
Principality of Monaco	2	\$0.22	\$44,000.00
Sweden	1	\$0.22	\$39,600.00
Switzerland	6	\$0.22	\$3,168,066.00
United Kingdom	3	\$0.22	\$255,000.02

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Total number of Purchasers	138		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$49,114,393.24

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 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.

	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)			
ABC Capital Management Inc. 17 Whitelaw Crt Thornhill, ON L3T 5E6 Contact: Bardya Ziaian Tel: 416-235-0200		500,000 Subscription Receipts	\$110,000	Section 2.3(1) of NI 45-106	2016-06-16			
Formula Growth Limited 1010 Sherbrooke St. W #2300 Montreal, QC H3A 2R7 Contact: Michael Gentile Tel: 514-288-5136		13,636,000 Subscription Receipts	\$2,999,920	Section 2.3(1) of NI 45-106	2016-06-16			
Bank Julius Baer & Co. Ltd. Bahnhofstrasse 36 8010 Zurich Switzerland Contact: Fabienne Salpeter Tel: +41 58 888 7557		8,700,000 Subscription Receipts	\$1,914,000	BC Instrument 72-503	2016-06-16			
DV Trading Inc. 370 King Street West, Suite 701 Toronto, ON M5V 1J9 Contact: Savraj Lota Tel: 514-985-8080		450,000 Subscription Receipts	\$99,000	Section 2.3(1) of NI 45-106	2016-06-16			
857 NBC Precious Metals Fund 1801 McGill College Ave Suite 500 Montreal, QC H3A 2N4 Contact: Robert Trepanier Tel: 514-954-4716		1,000,000 Subscription Receipts	\$220,000	Section 2.3(1) of NI 45-106	2016-06-16			
Calveston Worldwide Ltd. 2211 Tower Two, Times Square 1 Matheson Street Causeway Bay, Hong Kong Contact: Kevin O'Shaughnessy Tel: 852-2506-3098		200,000 Subscription Receipts	\$44,000	BC Instrument 72-503	2016-06-16			

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)		
MMCAP International Inc. SPC George Town Financial Centre 90 Fort Street Grand Cayman, Cayman Islands KY1-1104		1,000,000 Subscription Receipts	\$220,000	BC Instrument 72-503	2016-06-16		
Contact: Matthew A. MacIsaac Tel: 416-408-0997							
Elysee Development Corp. 2300 – 1066 West Hastings St. Vancouver, BC V6E 3X2		1,200,000 Subscription Receipts	\$264,000	Section 2.3(1) of NI 45-106	2016-06-16		
Contact: Stuart Rogers Tel: 604-689-1749							
Golden Capital Consulting Trust Company Complex, Majuro Ajectake Islands, MH9696 Marshall Islands		182,000 Subscription Receipts	\$40,040	BC Instrument 72-503	2016-06-16		
Contact: Juozas Papartis Tel: 49 174 206 2678							
2379388 Ontario Ltd. 23 White Hart Wood Sevenoaks, Kent UK TN13 1RS Contact: Dr. M. Kalairajah		365,000 Subscription Receipts	\$80,300	BC Instrument 72-503	2016-06-16		
Tel: 44169823887							
Industrial Alliance Investment Management Inc. 1080 Grande Allée West Quebec City, QC G1K 7M3	R	13,636,000 Subscription Receipts	\$2,999,920	Section 2.3(1) of NI 45-106	2016-06-16		
Contact: Marc Gagnon Tel: 418-684-5291							
954866 Alberta Inc. 71 Southampton Drive SW Calgary, AB T2W 0T7 Contact: Scott Harkness Tel: 403-999-8125		213,600 Subscription Receipts	\$46,992	Section 2.3(1) of NI 45-106	2016-06-16		
Lamond Investments Ltd. 1800, 633 6 Ave SW Calgary, AB T2P 2Y5 Contact: Bob Lamond Tel: 403-269-9889		450,000 Subscription Receipts	\$99,000	Section 2.3(1) of NI 45-106	2016-06-16		

	Information a	bout non-individ	ual 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
Primevestfund 1730 – 400 Burrard Street Vancouver, BC V6C 3A6 Contact: Ryaz Shariff	R	7,000,000 Subscription Receipts	\$1,540,000	Section 2.3(1) of NI 45-106	2016-06-16
Tel: 604-630-7012					
Webworks Multimedia Corporation 3248 1 st Ave W Vancouver, BC V6K 1H5		100,000 Subscription Receipts	\$22,000	Section 2.3(1) of NI 45-106	2016-06-16
Contact: Lance Morginn Tel: 604-961-2837					
Oldcourt Investment Fund Inc. PO Box 440 4010 Basel Switzerland		115,000 Subscription Receipts	\$25,300	BC Instrument 72-503	2016-06-16
Contact: Werner Ulrich Tel: Not available					
Musgrave Investments Ltd. Gryon House 5 Avenue Saint Laurent MC 98000 Monaco		100,000 Subscription Receipts	\$22,000	BC Instrument 72-503	2016-06-16
Contact: Sacha Grut Tel: Not available					
Crestmont Invest Ltd. Gryon House 5 Avenue Saint Laurent MC 98000 Monaco		100,000 Subscription Receipts	\$22,000	BC Instrument 72-503	2016-06-16
Contact: Sacha Grut Tel: Not available					
538800 BC Ltd. 1030 Groveland Pl West Vancouver, BC V7S 1Z5		150,000 Subscription Receipts	\$33,000	Section 2.3(1) of NI 45-106	2016-06-16
Contact: D. Bruce Mcleod Tel: 604-657-4755					
Funk Holdings Ltd. 525 8 Ave SW, Suite 2400 Calgary, AB T2P 1G1		500,000 Subscription Receipts	\$110,000	Section 2.3(1) of NI 45-106	2016-06-16
Contact: Steven Funk Tel: 778-280-3938					

	Information a	bout non-individ	ual 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)
Beedie Investments Ltd. 3030 Gilmore Diversion Burnaby, BC V5G 3B4 Contact: Ryan Beedie		5,000,000 Subscription Receipts	\$1,100,000	Section 2.3(1) of NI 45-106	2016-06-16
Tel: 604-435-3321 ES Mining Inc. 279 Rebecca St Oakville, ON L6K 0G9 Contact: Ebe Scherkus Tel: 416-317-4877		225,000 Subscription Receipts	\$49,500	Section 2.3(1) of NI 45-106	2016-06-16
U.S. Global Investors Funds – World Precious Minerals Fund 7900 Callaghan Rd San Antonio, TX 78229 Contact: Frank E. Holmes Tel: 210-308-1234		4,000,000 Subscription Receipts	\$880,000	BC Instrument 72-503	2016-06-16
U.S. Global Investors Funds – Gold and Precious Metals Fund 7900 Callaghan Rd San Antonio, TX 78229 Contact: Frank E. Holmes Tel: 210-308-1234		10,000,000 Subscription Receipts	\$2,200,000	BC Instrument 72-503	2016-06-16
VanEck VIP Gold Fund 666 Third Avenue New York, NY 10017 Contact: Russell Brennan Tel: 212-293-2125	R	340,000 Subscription Receipts	\$74,800	BC Instrument 72-503	2016-06-16
VanEck International Investors Gold 666 Third Avenue New York, NY 10017 Contact: Russell Brennan Tel: 212-293-2125	R	15,300,000 Subscription Receipts	\$3,366,000	BC Instrument 72-503	2016-06-16
VanEck International Gold Fund 666 Third Avenue New York, NY 10017 Contact: Russell Brennan Tel: 212-293-2125	R	1,360,000 Subscription Receipts	\$299,200	BC Instrument 72-503	2016-06-16

	Information a	bout non-individ	ual 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)
Donald Smith Value Fund, L.P. 152 W 57 th St, 22 nd Floor New York, NY 10019		45,500,000 Subscription Receipts	\$10,010,000	BC Instrument 72-503	2016-06-16
Contact: Donald G. Smith Tel: 212-284-0990					
Orca Capital GmbH Sperlring 2 85276 Pfaffenhofen Germany		450,000 Subscription Receipts	\$99,000	BC Instrument 72-503	2016-06-16
Contact: Jan Schimmer Tel: +4984417864410					
RockPort Participation Inc. Herrengasse 2, P.O. Box 749 Vaduz 9490 Liechtenstein		830,000 Subscription Receipts	\$182,600	BC Instrument 72-503	2016-06-16
Contact: Martin Wachter Tel: +423 235 5858					
GCPD Ontario Inc. 204 – 607 King St. W. Kitchener, ON N2G 1C7		100,000 Subscription Receipts	\$22,000	Section 2.3(1) of NI 45-106	2016-06-16
Contact: J. Douglas Hoyes Tel: 519-568-4020					
Gainey Consultants Inc. 202 – 1001 Gibsons Way Gibsons, BC V0N 1V8		100,000 Subscription Receipts	\$22,000	Section 2.3(1) of NI 45-106	2016-06-16
Contact: John Reynolds Tel: 604-886-1626					
Precious Capital Global Mining and Metals Fund Bahnhofstr. 3 8808 Pfaeffikon S7 Switzerland		4,370,000 Subscription Receipts	\$961,400	BC Instrument 72-503	2016-06-16
Contact: Florian Siegfried Tel: 41 76 56375 11					
Robinson Sauder Limited Partnership #1260 – 999 W. Hastings St. Vancouver, BC V6C 2W2		250,000 Subscription Receipts	\$55,000	Section 2.3(1) of NI 45-106	2016-06-16
Contact: Patrick Robinson Tel: 604-336-7080					

	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)			
ARX Capital Inc. 1002, Rue Sherbrooke Ouest, #1450 Montreal, QC H3A 3L6		2,000,000 Subscription Receipts	\$440,000	Section 2.3(1) of NI 45-106	2016-06-16			
Contact: Ubald Cloutier Tel: 514-932-1212								
Sika Investments Ltd. 65 Laurie Cres. West Vancouver, BC V7S 1B6		250,000 Subscription Receipts	\$55,000	Section 2.3(1) of NI 45-106	2016-06-16			
Contact: Fareed Ahamed Tel: 604-925-4159								
Peterhouse Asset Management Ltd. New Liverpool House, 15 Eldon St. London EC2M 7LD UK		679,091 Subscription Receipts	\$149,400.02	BC Instrument 72-503	2016-06-16			
Contact: Amanda van Dyke Tel: 44 207 469 0930								
EDJ Limited Loyalist Plaza Don MacKay Blvd Marsh Harbour, Abaco Bahamas AB-20377		750,000 Subscription Receipts	\$165,000	BC Instrument 72-503	2016-06-16			
Contact: Jeffrey H. Porter Tel: 415-461-4410								
Heronbrook Foundation 3326 236th Street Langley, BC V2Z 2H9		250,000 Subscription Receipts	\$55,000	Section 2.3(1) of NI 45-106	2016-06-16			
Contact: H. Clark Hollands Tel: 604-691-3539								
Kalmar Investment Corp. 1885 Marine Dr. North Vancouver, BC V7P 1V5		250,000 Subscription Receipts	\$55,000	Section 2.3(1) of NI 45-106	2016-06-16			
Contact: Peter Kains Tel: 604-990-9648								
Nestor Gold Fonds Konwave AG Obstmarkt 1, CH-9100 Herisau Switzerland		800,000 Subscription Receipts	\$176,000	BC Instrument 72-503	2016-06-16			
Contact: Erich Meier Tel: 41 71 35259 40								

	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)			
Picton Mahoney Asset Mgmt 33 Yonge St, Suite 830 Toronto, ON M5G 1G4 Contact: David Picton Tel: 416-955-4108	R	18,182,000 Subscription Receipts	\$4,000,040	Section 2.3(1) of NI 45-106	2016-06-16			
J. Zechner Associates Inc. 130 Adelaide St. W. Toronto, ON M3H 3P5 Contact: Jacqueline Ricci Tel: 416-867-8884	R	5,500,000 Subscription Receipts	\$1,210,000	Section 2.3(1) of NI 45-106	2016-06-16			
Newgen Asset Management Ltd. 25 King St. W.POB 405, Suite 2900 Toronto, ON M5L 1G3 Contact: David Dattels Tel: 416-941-9111	R	2,000,000 Subscription Receipts	\$440,000	Section 2.3(1) of NI 45-106	2016-06-16			
Intact Investment Management Inc. 2020 Robert Bourassa Blvd, #1400 Montreal, QC H3A 2H5 Contact: David Tremblay Tel: 514-350-8530	R	8,000,000 Subscription Receipts	\$1,760,000	Section 2.3(1) of NI 45-106	2016-06-16			
Vertex Fund 3200 – 1021 West Hastings Street Vancouver, BC V6E 0C3 Contact: Emily Wheeler Tel: 604-681-5787		11,364,000 Subscription Receipts	\$2,500,080	Section 2.3(1) of NI 45-106	2016-06-16			

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.

	Indicate if the person being	C	compensation paid)		
	compensated			Securities		
Full name and address of the person being compensated	is an insider (I) of the issuer or a registrant (R)	Cash (Canadian \$) ⁽¹⁾	Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd) ⁽²⁾	Total dollar value of compensation (Canadian \$)
Macquarie Capital Markets Canada Ltd. Suite 2400, Bentall 5 550 Burrard Street Vancouver, BC V6C 2B5	R	\$903,817.80	4,185,886 Warrants	\$0.00	s.2.3(1) of NI 45-106 To be issued	\$903,817.80
Canaccord Genuity Corp. 609 Granville Street Suite 2100 Vancouver, BC V7Y 1H2	R	\$756,474.62	4,185,886 Warrants	\$0.00	s.2.3(1) of NI 45-106 To be issued	\$756,474.62
Dundee Securities Ltd. 1 Adelaide Street East Suite 2000 Toronto, ON M5C 2V9	R	\$252,158.21	1,395,295 Warrants	\$0.00	s.2.3(1) of NI 45-106 To be issued	\$252,158.21
GMP Securities L.P. 145 King Street West Suite 300 Toronto, ON M5H 1J8	R	\$252,158.21	1,395,295 Warrants	\$0.00	s.2.3(1) of NI 45-106 To be issued	\$252,158.21

- (1). The total cash commission payable in respect of the Private Placement is \$2,455,719.66, of which \$291,110.83 was paid on the closing of the Private Placement to the lead agents in respect of retail selling concessions and selling deal group members. The balance of the agents' commission will be paid to the agents upon conversion of the Subscription Receipts in accordance with the table above.
- (2). Upon conversion of the Subscription Receipts, the Issuer will also issue to the agents broker warrants ("Warrants") exercisable for 11,162,362 common shares at an exercise price of \$0.22 per common share for a term ending 24 months from the date of issue. The agents' Warrants and underlying common shares will be subject to a four-month hold period from date of issue.

Certificate

On behalf of the issuer, I certify that the statements made in this report are true.

Date: June 27, 2016

Rye Patch Gold Corp.

Name of issuer (please print)

Tony Wood, Chief Financial Officer, Telephone: 604-638-1588 Print name, title and telephone number of person signing

"Tony Wood"

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

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