

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.

Luna Gold Corp. (the "Corporation")

**800 – 543 Granville Street
Vancouver, British Columbia
Phone: (604) 558-0560
Website: www.lunagold.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.

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 Corporation is a reporting issuer in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island, and Newfoundland.

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.

Item 3: Issuer's industry

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

- | | |
|---|--|
| <input type="checkbox"/> Bio-tech | <input checked="" type="checkbox"/> 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"/> Forestry | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Industrial | |

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	N/A	N/A	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 30, 2015

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;
 - (a) **124,700,000 units (each a “Unit”) at a price of \$0.10 per Unit. Each Unit consists of one common share of the Corporation (a “Common Share”) and one common share purchase warrant (each a “Series A Warrant”); and**
 - (b) **Promissory notes of aggregate principal amount of \$20,000,000 (the “Notes”) and 200,000,000 common share purchase warrants (each a “Series B Warrant”) for an aggregate purchase price of \$20,000,000; and**
 - (c) **Secured convertible debenture for the amount of \$30,000,000 (the “Debenture”).**
- 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
 - (i) **124,700,000 Common Shares;**
 - (ii) **124,700,000 Series A Warrants, each Series A Warrant entitling the holder thereof to acquire one Common Share at an exercise price of \$0.125 before June 30, 2020;**
 - (iii) **Notes of a principal value of \$20,000,000 bearing interest at a rate of 10% per annum, payable quarterly in arrears in cash or shares at the subscriber’s election. The Notes are secured by first-ranking liens and encumbrances and will mature on June 30, 2020. If the Corporation were to default on the Notes the interest rate would increase to 15% per annum;**
 - (iv) **200,000,000 Series B Warrants, each Series B Warrant entitling the holder thereof to acquire one Common Share at an exercise price of \$0.10 before June 30, 2020. The holder of the Series B Warrants and Notes has the right to apply the principal of the Notes in favor of the exercise price of the Series B Warrants; and**
 - (v) **\$30,000,000 convertible debenture with interest at a rate of 5% per annum. The principal amount is due and payable in two equal instalments of \$10,000,000 on each of June 30, 2018 and June 30, 2019 and the balance**

together with all accrued and unpaid interest and all other monies owing shall become due and payable on June 30, 2020, the maturity date. On each principal repayment date the Corporation has the option to convert the principal amount due on such date along with any accrued and unpaid interest into Common Shares at a price equal to the greater of \$0.10 and the market price of the Common Shares.

- 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.

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 \$)
Australia	1	\$0.10 per Unit	\$3,684,000
Cayman Islands	1	\$0.10 per Unit	\$26,316,000
British Columbia	1	\$0.10 per Unit	\$2,470,000
Total number of Purchasers	3		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$32,470,000

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)
Pacific Road Resources Fund II Level 2, 88 George Street The Rocks Sydney, NSW 2000 Australia Dan Wilton Phone: 604-628-7002	-	36,930,000 Common Shares, 12,280,000 Series A Warrants, 24,560,000 Series B Warrants, and Notes of a principal amount of \$2,456,000	\$3,684,000	Section 2.10 of NI 45- 106	2015-06-30
Pacific Road Resources Fund II L.P. 89 Nexus Way Camana Bay Grand Cayman, KY1-9007 Cayman Islands Dan Wilton Phone: 604-628-7002	-	263,160,000 Common Shares, 87,720,000 Series A Warrants, 175,440,000 Series B Warrants, and Notes of a principal amount of \$17,544,000	\$26,316,000	Section 2.10 of NI 45- 106	2015-06-30
Sandstorm Gold (Canada) LTD. Suite 1400, 400 Burrard Street Vancouver, B.C. V6C 3A6 Canada Erfan Kazemi Phone: 604-689-0234	I	24,700,000 Common Shares, 24,700,000 Series A Warrants, and the Debenture of a principal amount of \$30,000,000	\$2,470,000	Section 2.3 of NI 45- 106	2015-06-30

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)	
Pacific Road Resources Fund II Level 2, 88 George Street The Rocks Sydney, NSW 2000 Australia	-	\$122,800	-	-	-	\$122,800
Pacific Road Resources Fund II L.P. 89 Nexus Way Camana Bay, Grand Cayman, KY1-9007 Cayman Islands	-	\$877,200	-	-	-	\$877,200

Canaccord Genuity Corp. 609 Granville Street, Suite 2200 P.O. Box 10337 Vancouver, BC Canada V7Y 1H2	R	\$150,000	-	-	-	\$150,000
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Certificate

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

Date: July 3, 2015

Luna Gold Corp.

Name of issuer (please print)

Duane Lo, Executive Vice President and Chief Financial Officer, Phone: 604-558-0560

Print name, title and telephone number of person signing

/s/ "Duane Lo"

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