

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

Callinex Mines Inc. (the "Issuer")

1555-555 West Hastings Street

Vancouver, BC V6B 4N4

(604) 605-0885

Item 2: Reporting issuer status

The Issuer is a reporting issuer in British Columbia and Alberta.

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 |
| 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 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.

N/A

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 \$)

Details of distribution**Item 5: Distribution date**

May 11, 2016 and May 13, 2016

Item 6: Number and type of securities**a) Type of Security:**

- i. Flow-Through Shares (“FT Shares”), at \$0.30 per FT Share and Units. Each Unit consisting of one (1) common share of the Issuer and one –half (1/2) of one common share purchase warrant entitling the holder thereof to purchase one (1) common share of the Issuer for \$0.45 per share for a period of two years ending on May 11, 2018.

- **Total Number of Securities Distributed:** 14,000,000

Item 7: Geographical information about purchasers

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	26	\$0.30	\$732,332.40
Alberta	1	\$0.30	\$16,800
Manitoba	10	\$0.30	\$1,211,592.40
Ontario	9	\$0.30	\$863,674.90
Quebec	15	\$0.30	\$308,250
United States	6	\$0.30	\$716,449.90
Germany	1	\$0.30	\$5,000.40
Singapore	1	\$0.30	\$27,000
Switzerland	1	\$0.30	\$15,000
Sweden	1	\$0.30	\$60,000
Netherlands	2	\$0.30	\$201,000
Belgium	2	\$0.30	\$12,900
Panama	1	\$0.30	\$30,000
Total number of Purchasers	76		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$4,200,000.00

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)
Caesar Holdings BVBA Grintweg, 18A B8600 Diksmude, Belgium Thibaut Lepouttre 32-484-228-451	N/A	25,000 Units	\$7,500	Sec. 2.3 of NI 45-106	2016-05-11
Pertinax Capital BVBA Grintweg 18A B600 Diksmuide, Belgium Thibaut Lepouttre 32-484-228-451	N/A	18,000 Units	\$5,400	Sec. 2.3 of NI 45-106	2016-05-11
Europac Gold Fund P.O. Box 6643 Annapolis, MD 21401, USA Adrian Day 410-224-2037	N/A	1,500,000 Units	\$450,000	Sec. 2.3 of NI 45-106	2016-05-11
Fieldhouse Capital Management Inc. 230-1122 Mainland Street Vancouver, BC V6B 5L1 John Newall 778-330-3008	N/A	500,000 Units	\$150,000	Sec. 2.3 of NI 45-106	2016-05-11
Office Environment & Services 1524 San Marco Blvd Jacksonville, FL 32207-2906 E. Zimmerman Boulos 904-393-9761	N/A	84,000 Units	\$25,200	Sec. 2.3 of NI 45-106	2016-05-11
Lundy Management Ltd. Carmana Plaze 1128 Alberni Street Vancouver, BC V6E 4R6 Steve Swatton 604-941-0069	N/A	333,333 Units	\$100,000	Sec. 2.3 of NI 45-106	2016-05-11
4477146 Canada Inc. 324 Ave Grosvenor Westmount, QC H3Z 2M2 Jozef Zorko 514-484-3159	N/A	50,000 Units	\$15,000	Sec. 2.3 of NI 45-106	2016-05-11
Sherbrooke Street Capital Inc. 4746 Notre-Dame O Montreal, QC Albert Galeon 514-937-3323	N/A	175,000 Units	\$52,500	Sec. 2.3 of NI 45-106	2016-05-11
Future Money Trends LLC 1102 S Austin Avenue, #110-283 Georgetown, TX 78626	N/A	210,000 Units	\$63,000	Sec. 2.3 of NI 45-106	2016-05-11

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)
Kenneth Amedun 626-733-3678					
Stichting Depository Plethora Precious Metals Fund Utrechtseweg 31D 3811NA, Ameersfoort, Netherlands D.J. van Hees 31-614514692	N/A	170,000 Units	\$51,000	Sec. 2.3 of NI 45-106	2016-05-11
5016380 Manitoba Ltd. 1502 Oakland Close Devon, AB T9G 2G1 Alan Vowles 780-231-8999	N/A	56,000 Units	\$16,800	Sec. 2.3 of NI 45-106	2016-05-11
Oldcourt Investments Fund Inc. 53 rd Street, Obarrio Swiss Bank Tower, Panama 5, Panama Werner Ulrich 0041 61 312 7017	N/A	100,000 Units	\$30,000	Sec. 2.3 of NI 45-106	2016-05-11
Muzykowski Joint Partner Trust 2010 7225 Hudson Street Vancouver, BC V6P 4K9 Mike Muzykowski 604-266-6284	I	250,000 Units	\$75,000	Sec. 2.3 of NI 45-106	2016-05-11
Rand Explorations Ltd. 858 Regal Crescent North Vancouver, BC V7K 2X8 Randy Turner 604-844-5314	N/A	75,000 Units	\$22,500	Sec. 2.3 of NI 45-106	2016-05-11
D Dusman Fishing Co. Ltd. 2302 – 188 Esplanade E North Vancouver, BC V7L 4Y1 Dario Dusman 604-844-5314	N/A	33,000 FT	\$9,900	Sec. 2.3 of NI 45-106	2016-05-11

Commissions and finder's fees

Item 9: Commissions and finder's fees

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)				Total dollar value of compensation (Canadian \$)
		Cash (Canadian \$)	Securities		Exemption relied on and date of distribution	
	Number and type of securities issued		Price per security			
Canaccord Capital Corporation 2200-609 Granville Street, Vancouver, BC V7Y 1H2	Registrant	\$21,310.00	Nil	N/A	Sec. 2.3 of NI 45-106	\$21,310.00
Sherbrook Street Capital Inc. 4749 Notre-Dame Ouest Montreal, QC H4C 1S9	N/A	\$15,277.50	Nil	N/A	Sec. 2.3 of NI 45-106	\$15,277.50
Fieldhouse Capital Management Inc. 230-1122 Mainland Street Vancouver, BC V6B 5L1	N/A	\$11,025.00	Nil	N/A	Sec. 2.3 of NI 45-106	\$11,025.00

Certificate

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

Date: May 25, 2016

Callinex Mines Inc.

Name of issuer (please print)

Max Porterfield

Print name, title and telephone number of person signing
"Max Porterfield"

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