

- 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:

Menika Mining Ltd. (the "Issuer")
Suite 313 – 515 West Pender Street
Vancouver, BC V6B 6H5
Email: info@menikamining.com
Phone: 604-681-0004

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 Issuer is a reporting issuer in the provinces of British Columbia and Alberta.

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 | 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 \$)
<i>Not applicable</i>			

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.

April 1, 2016

April 6, 2016

Item 6: Number and type of securities

For each security distributed:

6,000,000 units. Each unit consists of one common share and one-half of one common share purchase warrant, with each whole common share purchase warrant entitling the holder to purchase one additional common share at a price of \$0.50 per share for a period of forty-eight (48) months from issuance.

200,000 common shares issued pursuant to the terms of an exploration earn-in agreement.

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 \$)
<i>British Columbia</i>	<i>30</i>	<i>\$0.25</i>	<i>\$758,750</i>
<i>Alberta</i>	<i>15</i>	<i>\$0.25</i>	<i>\$405,000</i>
<i>Ontario</i>	<i>1</i>	<i>\$0.25</i>	<i>\$25,000</i>
<i>Saskatchewan</i>	<i>1</i>	<i>\$0.25</i>	<i>\$6,250</i>
<i>USA</i>	<i>5</i>	<i>\$0.25</i>	<i>\$225,000</i>
<i>USA</i>	<i>1</i>	<i>\$0.16</i>	<i>\$32,000</i>
<i>Switzerland</i>	<i>1</i>	<i>\$0.25</i>	<i>\$30,000</i>
<i>Israel</i>	<i>1</i>	<i>\$0.25</i>	<i>\$50,000</i>
Total number of Purchasers	<i>55</i>		
Total dollar value of distribution in all jurisdictions (Canadian \$)			<i>\$1,532,000</i>

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

Note 2: The securities were issued in settlement of outstanding indebtedness of the Issuer.

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)
<i>Lithium Corporation</i> <i>1031 Railroad Street, Ste 102B, Elko, NV 89801</i> <i>Attn: Brian Goss</i> <i>Tel: (775) 410-2206</i>	<i>N/A</i>	<i>200,000</i> <i>Common Shares</i>	<i>\$32,000</i>	<i>Sec 2.13 of NI 45-106</i>	<i>2016-04-01</i>
<i>Cedar Point Capital Inc.</i> <i>1725 - 25th Street S.W.</i> <i>Calgary, AB T3C 1J7</i> <i>Attn: Tarik Elsaghir</i> <i>Tel: (403) 830-6774</i>	<i>N/A</i>	<i>300,000</i> <i>Units</i>	<i>\$75,000</i>	<i>Sec 2.3 of NI 45-106</i>	<i>2016-04-01</i>
<i>Ladasa Investments Inc.</i> <i>6857 Churchill Street</i> <i>Vancouver, BC V6P 5B4</i> <i>Attn: Gerald Wittenbey</i> <i>Tel: (604) 261-8614</i>	<i>N/A</i>	<i>100,000</i> <i>Units</i>	<i>\$25,000</i>	<i>Sec 2.3 of NI 45-106</i>	<i>2016-04-01</i>
<i>Greentech Management Inc.</i> <i>2258 Mahony Crescent</i> <i>Regina, SK S4V 1B5</i> <i>Attn: Bud Green</i> <i>Tel: (306) 55-6095</i>	<i>N/A</i>	<i>25,000</i> <i>Units</i>	<i>\$6,250</i>	<i>Sec 2.3 of NI 45-106</i>	<i>2016-04-01</i>
<i>Deakin Equipment Ltd.</i> <i>1361 Powell Street</i> <i>Vancouver, BC V5L 1G8</i> <i>Attn: Evan Deakin</i> <i>Tel: (778) 885-5060</i>	<i>N/A</i>	<i>75,000</i> <i>Units</i>	<i>\$18,750</i>	<i>Sec 2.3 of NI 45-106</i>	<i>2016-04-01</i>
<i>Acris Holdings Ltd.</i> <i>Suite 2801, 1188 Howe St</i> <i>Vancouver, BC V6Z 2S8</i> <i>Attn: Geoffrey Gillespie</i> <i>Tel: (604) 788-4338</i>	<i>N/A</i>	<i>50,000</i> <i>Units</i>	<i>\$12,500</i>	<i>Sec 2.3 of NI 45-106</i>	<i>2016-04-01</i>
<i>DKB Enterprises Corp.</i> <i>1224 - 161A Street</i> <i>Surrey, BC</i> <i>Attn: Dave Bishop</i> <i>Tel: (604) 340-8425</i>	<i>N/A</i>	<i>25,000</i> <i>Units</i>	<i>\$6,250</i>	<i>Sec 2.3 of NI 45-106</i>	<i>2016-04-01</i>
<i>Tulameen Investments Ltd.</i> <i>6569 Kempson Crescent</i> <i>Delta, BC V4E 1R6</i> <i>Attn: Harley Mayers</i> <i>Tel: (604) 328-0452</i>	<i>R</i>	<i>40,000</i> <i>Units</i>	<i>\$10,000</i>	<i>Sec 2.3 of NI 45-106</i>	<i>2016-04-01</i>

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)
McKaly Investments Ltd. 447 - 11th Street Courtenay, BC V9N 1S5 Attn: Ken Heinrich Tel: (250) 792-3424	N/A	60,000 Units	\$15,000	Sec 2.3 of NI 45-106	2016-04-01
C Harvey Law Corporation 1290 Riddle Road Penticton, BC V2A 8X2 Attn: Christopher Harvey Tel: (604) 443-1202	N/A	24,000 Units	\$6,000	Sec 2.3 of NI 45-106	2016-04-01
Hankinson Capital Corp. 700 - 555 Burrard Street Vancouver, BC V7X 1M8 Attn: Stuart Hankinson Tel: (604) 684-0272	N/A	150,000 Units	\$37,500	Sec 2.3 of NI 45-106	2016-04-01
1347964 Alberta Ltd. 18104 - 102nd Avenue NW, Edmonton, AB T5S 1S7 Attn: Jim Rhode Tel: (306) 242-2611	N/A	20,000 Units	\$5,000	Sec 2.3 of NI 45-106	2016-04-01
Paloduro Investments Inc. 888 - 1100 Melville Street Vancouver, BC V6E 4A6 Attn: Robert Cross Tel: (604) 505-2379o	N/A	360,000 Units	\$90,000	Sec 2.3 of NI 45-106	2016-04-01
1410079 Alberta ULC 1254 Bracknell Place North Vancouver, BC V7R 1V5 Attn: Peter Ballachey Tel: (604) 240-7928	N/A	300,000 Units	\$75,000	Sec 2.3 of NI 45-106	2016-04-01
1553719 Alberta ULC 1254 Bracknell Place North Vancouver, BC V7R 1V5 Attn: Peter Ballachey Tel: (604) 240-7928	N/A	100,000 Units	\$25,000	Sec 2.3 of NI 45-106	2016-04-01

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)
0848610 BC Ltd. 3327 Allan Road North Vancouver, BC V7J 3C6 Attn: David Duggan Tel: (604) 999-6566	<i>N/A</i>	<i>200,000 Units</i>	<i>\$50,000</i>	<i>Sec 2.3 of NI 45-106</i>	<i>2016-04-01</i>
ATO Trading LLC 6835 E Camelback Road, #5006, Scottsdale, AZ USA Attn: Andrew Owens Tel: (312) 350-4783	<i>N/A</i>	<i>150,000 Units</i>	<i>\$37,500</i>	<i>Sec 2.3 of NI 45-106</i>	<i>2016-04-06</i>
NHP Asset Management AG Claridenstrasse 20, CH-8002, Zurich, Switzerland Attn: Olaf Herr Tel: 41 43 4438095	<i>N/A</i>	<i>120,000 Units</i>	<i>\$30,000</i>	<i>Sec 2.3 of NI 45-106</i>	<i>2016-04-06</i>

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)	
Wolverton Securities Ltd. 17 th Floor, 777 Dunsmuir Street, Vancouver, BC	R	\$20,000	N/A	N/A	N/A	\$20,000
PI Financial Corp. 19 th Floor, 666 Burrard Street, Vancouver, BC	R	\$14,000	N/A	N/A	N/A	\$14,000
Haywood Securities Inc., 700 – 200 Burrard Street, Vancouver, BC	R	\$8,800	N/A	N/A	N/A	\$8,800
Dundee Capital Markets, 1055 Dunsmuir Street, Vancouver, BC	R	\$3,200	N/A	N/A	N/A	\$3,200
Mackie Research Capital Corporation 1920 – 1075 W. Georgia Street, Vancouver, BC	R	\$12,000	N/A	N/A	N/A	\$12,000

Certificate

On behalf of Menika Mining Ltd. I certify that the statements made in this report are true.

Date: April 19, 2016

Menika Mining Ltd.

Name of Issuer (please print)

Michael Kobler, Chief Executive Officer

Print name, title and telephone number of person signing

/s/ "Michael Kobler"

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