

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:

MX Gold Corp.
900 – 570 Granville Street
Vancouver, BC V6C 3P1
Telephone: (604) 818-1706
Website: www.goldcorp.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 Issuer is a reporting issuer in 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.

☐ 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)

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 \$)
Not Applicable			

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 22, 2016

Item 6: Number and type of securities

For each security distributed:

33,333,333 Units at a price of \$0.12

Each unit is comprised of one common share and one share purchase warrant, which entitles the holder to purchase one additional common share at a price of \$0.20 for a period of four years subject to an acceleration provision of the Issuer whereby, in the event that the Issuer's common shares trade above \$0.50 on the TSX Venture Exchange for a period of fifteen consecutive trading days, the warrants will terminate on the date that is 30 days following receipt of a call notice in the event the holder has not exercised the warrants by such date.

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 \$)
British Columbia	41	\$0.12	\$2,835,749.40
Alberta	3	\$0.12	\$72,000.00
Manitoba	5	\$0.12	\$119,001.00
Ontario	12	\$0.12	\$213,999.84
Quebec	1	\$0.12	\$19,999.92
USA	12	\$0.12	\$395,999.88
Switzerland	1	\$0.12	\$181,249.92
Belgium	1	\$0.12	\$3,000.00
Israel	1	\$0.12	\$75,000.00
Germany	1	\$0.12	\$48,000.00
Luxembourg	1	\$0.12	\$36,000.00
Total number of Purchasers	79		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$3,999,999.96

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)
Junior Gold Report 1704 - 55 Green Valley Drive Kitchener, ON N2P 1Z6 Tel: 519.807.7799 Contact: Kalpesh Kotecha	N/A	200,000 Units	\$24,000.00	Section 2.3 of NI 45-106 and Section 73.3(2) of the Securities Act (Ontario)	2016-06-22
Platinum Capital Corp. 3601 Mathers Avenue W Vancouver, BC V7V 2K8 Tel: 604.913.0279 Contact: Jason Shull	N/A	550,000 Units	\$66,000.00	Section 2.3 of NI 45-106	2016-06-22
Future Money Trends LLC 209 Park Place Drive Georgetown TX 78628 Tel: 626.733.3678 Contact: Kenneth Ameduri	N/A	450,000 Units	\$54,000.00	Section 2.3 of NI 45-106	2016-06-22
Wade Cook Investments LLC 3720 Cripple Creek Ct. Bedford, TX 76021 Tel: 817.996.3866 Contact: Wade Cook	N/A	200,000 Units	\$24,000.00	Section 2.3 of NI 45-106	2016-06-22
0848610 BC Ltd. 3327 Allan Road N Vancouver, BC V7J 3C6 Tel: 604.999.6566 Contact: David Duggan	N/A	83,333 Units	\$9,999.96	Section 2.3 of NI 45-106	2016-06-22

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)
Goldbridge Mining Ltd. 235 Morningside Drive Delta, BC V4L 2M3 Tel: 604.618.3231 Contact: Stanley McClay	N/A	600,000 Units	\$72,000.00	Section 2.3 of NI 45-106	2016-06-22
Dorsett Marketing Corp. 235 Morningside Drive Delta, BC V4L 2M3 Tel: 604.618.3231 Contact: Stanley McClay	N/A	400,000 Units	\$48,000.00	Section 2.3 of NI 45-106	2016-06-22
NHP Asset Management AG Claridenstrasse 20 CH-8002 Zurich/Switzerland Tel: 41.43.443.80.95 Contact: Olaf Herr	N/A	1,510,416 Units	\$181,249.92	Section 2.3 of NI 45-106	2016-06-22
Paloduro Trading Inc. 888 - 1100 Melville Street Vancouver, BC V6E4A6 Tel: 604.318.8887 Contact: Robert Cross	N/A	1,577,083 Units	\$189,249.96	Section 2.3 of NI 45-106	2016-06-22
0916445 BC Ltd. 3403 West Cordova Street Vancouver, BC V6C 0B2 Tel: 250.470.2484 Contact: Gary Korzenowski	N/A	1,143,750 Units	\$137,250.00	Section 2.3 of NI 45-106	2016-06-22
Skanderbeg Capital Advisors 700 - 510 West Hastings St. Vancouver, BC V0B 1L8 Tel: 778.846.9970 Contact: Mario Vetro	N/A	600,000 Units	\$72,000.00	Section 2.3 of NI 45-106	2016-06-22
Pertinax Capital Biba Grintweg 18A B-8600 Diksmuide, Belgium Tel: 32-484-228-451 Contact: Thibaut Lepouttre	N/A	25,000 Units	\$3,000.00	Section 2.3 of NI 45-106	2016-06-22
Eventus Capital Group Inc. 95 Prince Arthur Ave, #303 Toronto, ON M5R 3P6 Tel: 416.669.9464 Contact: Jeffrey Zicherman	N/A	150,000 Units	\$18,000.00	Section 2.3 of NI 45-106	2016-06-22

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)
LBLux SICAV-FIS Junior Mining 6B, Rue Gabriel Lippmann L-5365 Munsbach, Luxembourg Tel: 352.28.26.26.22 Contact: Patrick Wacht	N/A	300,000 Units	\$36,000	Section 2.3 of NI 45-106	2016-06-22
Aeris Holdings Ltd. 2801 - 1188 Howe Street Vancouver, BC V6Z 2S8 Tel: 604.788.4338 Contact: Geoff Gillespie	N/A	416,666 Units	\$49,999.92	Section 2.3 of NI 45-106	2016-06-22
Deakin Equipment Ltd. 1361 Powell Street Vancouver, BC V5L 1G8 Tel: 604.253.2685 Contact: Evan Deakin	N/A	333,333 Units	\$39,999.96	Section 2.3 of NI 45-106	2016-06-22
Ladasa Investments Inc. 6857 Churchill Street Vancouver, BC V6P 5B4 Tel: 604.261.8614 Contact: Gerald Wittenbey	N/A	333,333 Units	\$39,999.96	Section 2.3 of NI 45-106	2016-06-22
Scharfe Holdings Inc. 700 - 510 West Hastings St. Vancouver, BC V6B 1L8 Tel: 778.386.1313 Contact: Brad Scharfe	N/A	100,000 Units	\$12,000.00	Section 2.3 of NI 45-106	2016-06-22
Accent Marketing GMBC Sendlinger Str. 24 80331 Munich, Germany 49.89.3815.13319 Contact: Joerg Schweizer	N/A	400,000 Units	\$48,000.00	Section 2.3 of NI 45-106	2016-06-22
Total		9,372,914 Units	\$1,124,749.68		

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)	
Mackie Research Capital Corporation 1075 West Georgia Street, Suite 1920 Vancouver, BC V6E 3C9	R	\$7,662.50	N/A	N/A	N/A	\$7,662.50
PI Financial Corp. 1900-666 Burrard Street Vancouver, BC V6C 3N1	R	\$11,499.98	N/A	N/A	N/A	\$11,499.98
Leede Jones Gable Inc. 1140 Pender Street W., Suite 1800 Vancouver, BC V6E 4G1	R	\$1,800.00	N/A	N/A	N/A	\$1,800.00
Canaccord Genuity Corp. 609 Granville Street, Suite #2200 Vancouver, BC V7Y 1H2	R	\$7,100.00	N/A	N/A	N/A	\$7,100.00
Haywood Securities Inc. 700-200 Burrard Street Vancouver, BC V6C 3L6	R	\$2,800.00	N/A	N/A	N/A	\$2,800.00

Certificate

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

Date: June 30, 2016

MX Gold Corp.

Name of [issuer/underwriter] (please print)

Akash Patel, VP, Corporate Affairs, Telephone No.: 604-818-1706

Print name, title and telephone number of person signing

"Akash Patel"

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