

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.

Premier Gold Mines Limited (the "Corporation")
Suite 200, 1100 Russell Street
Thunder Bay, ON P7B 5N2

Tel: 807-346-1390
Fax: 807-346-1381
Website: www.premiergoldmines.com
Email: info@premiergoldmines.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 Corporation is a reporting issuer in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, 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.

N/A

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

☐ 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.

N/A

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			

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.

December 4, 2015

Item 6: Number and Type of Securities

For each security distributed:

- describe the type of security;

Common shares that are "flow-through shares" within the meaning of the Income Tax Act (Canada) (the "Shares").

- 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

2,689,560 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 \$)
Ontario	10	C\$2.90	C\$5,298,474
Alberta	1	C\$2.90	C\$2,001,000
British Columbia	1	C\$2.90	C\$500,250
Total Number of Purchasers	12		
Total dollar value of distribution in all jurisdictions (Canadian \$)			C\$7,799,724

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)
BROMPTON 2015 FLOW-THROUGH LIMITED PARTNERSHIP SUITE 2930, BOX 793 BAY WELLINGTON TOWER 181 BAY ST TORONTO ON M5J 2T3 416-642-6000	n/a	172,500 Shares	\$500,250	Section 2.10 of NI 45-106	2015-12-04

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)
CMP 2015 RESOURCE LIMITED PARTNERSHIP, BY ITS MANAGER GOODMAN & COMPANY, INVESTMENT COUNSEL INC. 1 ADELAIDE ST. E., SUITE 2100 TORONTO ON M5C 2V9 416-350-5059	n/a	1,103,449 Shares	\$3,200,002.10	Section 2.3 of NI 45-106	2015-12-04
MARQUEST 2015 MINING SUPER FLOW THROUGH LP – NATIONAL CLASS BY ITS GENERAL PARTNER MQ 2015 SD LIMITED PARTNERSHIP BY ITS GENERAL PARTNER MARQUEST FT INC. 161 BAY ST, SUITE 4420 TORONTO ON M5J 2S1 416-777-7353	n/a	192,697 Shares	\$558,821.30	Section 2.3 of NI 45-106	2015-12-04
MRF 2015 RESOURCE LIMITED PARTNERSHIP CEE UNITS 812 MEMORIAL DRIVE NW CALGARY AB T2N 3C8 403-536-4646	n/a	690,000 Shares	\$2,001,000	Section 2.3 of NI 45-106	2015-12-04
MAPLE LEAF SHORT DURATION 2015-II FLOW THROUGH LIMITED PARTNERSHIP – NATIONAL CLASS 808-609 GRANVILLE ST VANCOUVER BC V7Y 1G5 866-688-5750	n/a	172,500 Shares	\$500,250	Section 2.3 of NI 45-106	2015-12-04

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 Receipts 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)	
MIDDLEFIELD LIMITED 812 MEMORIAL DR NW CALGARY AB T2N 3C8	(R)	100,050.00	n/a	n/a	n/a	100,050.00
PI FINANCIAL CORP. 3401-40 KING STREET W TORONTO, ON M5H 3Y2	(R)	12,500.00	n/a	n/a	n/a	12,500.00
BEACON SECURITIES LIMITED 66 WELLINGTON ST W SUITE 4050 TORONTO, ON M5K 1H1	(R)	12,500.00	n/a	n/a	n/a	12,500.00
SECUTOR CAPITAL MANAGEMENT CORPORATION THE SECUTOR BUILDING 1167 CALEDONIA ROAD TORONTO, ON M6A 2X1	(R)	27,941.07	n/a	n/a	n/a	27,941.07
CORMARK SECURITIES INC. ROYAL BANK PLAZA, SOUTH TOWER 200 BAY STREET, SUITE 2800, P.O. BOX 63 TORONTO, ON M5J 2J2	(R)	22,500.00	n/a	n/a	n/a	22,500.00
CIBC WOOD GUNDY 123 COMMERCE VALLEY DR E SUITE 100 THORNHILL, ON L3T 7W8	(R)	90,000.00	n/a	n/a	n/a	90,000.00
FRANK SOAVE, VICE-PRESIDENT AND INVESTMENT ADVISOR CIBC WOOD GUNDY 123 COMMERCE VALLEY DR E SUITE 100 THORNHILL, ON L3T 7W8	(R)	22,500.00	n/a	n/a	n/a	22,500.00
RBC CAPITAL MARKETS 200 BAY STREET, TORONTO, ON M5J 2J5	(R)	22,500.00	n/a	n/a	n/a	22,500.00

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)	
CANACCORD GENUITY CORP. BROOKFIELD PLACE 161 BAY STREET, SUITE 3000, P.O. BOX 516 TORONTO, ON M5J 2S1	(R)	22,500.00	n/a	n/a	n/a	22,500.00
TD SECURITIES INC. 66 WELLINGTON STREET WEST, TORONTO, ON M5K 1A2	(R)	22,500.00	n/a	n/a	n/a	22,500.00
SCOTIA CAPITAL INC. 40 KING STREET WEST SCOTIA PLAZA P.O. BOX 4085, STATION A TORONTO, ON M5W 2X6	(R)	40,000.00	n/a	n/a	n/a	40,000.00
CANTOR FITZGERALD 181 UNIVERSITY AVENUE, SUITE 1500 TORONTO, ON M5H 3M7	(R)	12,500.00	n/a	n/a	n/a	12,500.00
JORDAN ZALE CIBC WOOD GUNDY 123 COMMERCE VALLEY DR E SUITE 100 THORNHILL, ON L3T 7W8	(R)	2,512.70	n/a	n/a	n/a	2,512.70

Certificate

On behalf of **Premier Gold Mines Limited**, I certify that the statements made in this report are true.

Date: December 17, 2015

Premier Gold Mines Limited
Name of Issuer (please print)

Shaun Drake, Corporate Secretary, 416-848-0107
Print name, title and telephone number of person signing

(signed) Shaun Drake
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