

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 information

Item 1: Issuer name and contact information

<u>KCP Minerals Inc. (formerly Sundance Minerals Ltd.) (the "Issuer")</u>	
Name of Issuer	
<u>1805-925 West Georgia Street, Vancouver, BC V6C 3L2</u>	
Address	
<u>604-685-9306</u>	
Telephone Number	
<u>N/A</u>	<u>N/A</u>
Website Address	E-mail Address

Item 2: Reporting issuer status

The Issuer is not a reporting issuer.

Item 3: Issuer's industry

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

- | | |
|---|---|
| ☐ Bio-tech | Mining |
| Financial Services | ☒ exploration/development |
| ☐ investment companies and funds | ☐ production |
| ☐ mortgage investment companies | ☐ Oil and gas |
| ☐ Forestry | ☐ Real estate |
| ☐ Hi-tech | ☐ Utilities |
| ☐ Industrial | ☐ 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 \$)
Chris Osterman Tucson, AZ, USA	Director and Officer	1,743,084 common shares	\$329,657.40
Raul Diaz Signal Mountain, TN, USA	Director and Officer	831,748 common shares	\$103,821.80
Keith Neumeyer Zug, Switzerland	Director	2,704,554 common shares	\$490,000
Raymond Polman Vancouver, BC, Canada	Director	333,333 common shares	\$50,000
Andrew Poon Vancouver, BC, Canada	Officer	333,333 common shares	\$50,000
Connie Lillico Vancouver, BC, Canada	Officer	50,000 common shares	\$12,500
Patrick Donnelly Vancouver, BC Canada	Officer	N/A	N/A

Details of distribution

Item 5: Distribution date

The securities were distributed on March 30, 2015.

Item 6: Number and type of securities

(a) Describe the type of security:

Common Shares (each, a “Share”)

- (b) **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:**

The Issuer issued 12,562,912 Shares at a price of \$0.40 per Share for aggregate gross proceeds of \$5,025,165.

In addition, the Issuer issued 1,533,185 Shares at a deemed price of \$0.25 per Share pursuant to the settlement of debts.

- (c) **state the exemption(s) relied on.**

Not applicable

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 \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	70	0.25 / 0.40	2,147,721.50
Alberta	6	0.40	96,000
Ontario	12	0.25 / 0.40	775,362.50
USA	32	0.25 / 0.40	1,496,509.65
Monaco	2	0.40	35,000
China	1	0.40	4,000
Switzerland	11	0.40	665,000
Singapore	1	0.40	40,000
Panama	1	0.40	20,000
Bahamas	2	0.40	200,000
Lichtenstein	1	0.40	10,000
Gibraltar	1	0.40	40,000
United Kingdom	8	0.40	115,200

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Total number of Purchasers	148		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$5,644,793.65

Item 8: Information about purchasers

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)
Seabord Services Corp. 543 Granville Street, Suite 501 Vancouver BC V6C 3P1 Tel: Unknown		501,036 Shares	\$125,259	S2.5 of NI45-106	2015-03-30
2176423 Ontario Ltd. 500 Queens Quay W PH2 West 100a Toronto, ON M5V 3K8 Attn: Eric Sprott, President Tel: 416-943-4064		625,000 Shares	\$250,000	S2.3 of NI45-106	2015-03-30
Chargan Investments, LLC 527 Galen Circle Ann Arbor, MI 48103 Attn: Charles Carver Tel: 739-994-4257		10,000 Shares	\$4,000	S2.3 of NI45-106	2015-03-30

Crestmont Invest Ltd. Gryon House 5 Avenue Saint Laurent MC 98000 Monaco Attn: Sacha Grut Tel: 37797974780		37,500 Shares	\$15,000	S2.3 of NI45- 106	2015-03-30
DT Revocable Trust, UAD 9/11/2012 4390 Wellington Shores Dr Wellington, FL 33449 Attn: David K. Tam, Trustee Tel: 561-578-0338		62,500 Shares	\$25,000	S2.3 of NI45- 106	2015-03-30
Elaine Begun Bypass Trust, UAD 08/09/1984 931 Hartz Way #200 Danville, CA 94526 Attn: Jay R. Begun, Trustee Tel: 925-998-7492		63,000 Shares	\$25,200	S2.3 of NI45- 106	2015-03-30
Euro Pacific Gold Fund, LLC PO Box 6643 Annapolis, MD 21401 Attn: Adrian Day Tel: 410-224-2037		625,500 Shares	\$250,000	S2.3 of NI45- 106	2015-03-30
Exploration Capital Partners 2006, LP 1910 Palomer Point Way, Suite 200 Carlsbad, CA 92008 Attn: Gretchen Carter Tel: 760-444-5288		78,125 Shares	\$31,250	S2.3 of NI45- 106	2015-03-30
Fromme Mountain Enterprises Inc. 1808 Burrill Avenue North Vancouver, BC V7K 1M2 Attn: Annette Malecek Tel: 778-228-6456		75,000 Shares	\$30,000	S2.3 of NI45- 106	2015-03-30

Hirschman Lving Trust, UAD 7/31/07 1263 Deer Lake Drive Frisco, TX 75034 Attn: David & Wendy Hirschman, Trustees Tel: 972-922-8342		62,500 Shares	\$25,000	S2.3 of NI45- 106	2015-03-30
Ichor Investments Inc. 216 - 15272 Corydon Drive Surrey, BC V3Z 0Z5 Attn: Murray Sereda Tel: 604-541-7190		100,000 Shares	\$40,000	S2.3 of NI45- 106	2015-03-30
Jandon Ltd. PO Box 610 Saint Jo, TX 76265 Attn: Donald & Janice Vogel Tel: 940-995-3092		78,125 Shares	\$31,250	S2.3 of NI45- 106	2015-03-30
KCR, LLC 62 Seestrasse CH-8806 Baech, Switzerland Attn: Olivier Garret Tel: 41446872706		625,000 Shares	\$250,000	S2.3 of NI45- 106	2015-03-30
Jay Begun Survivors Trust, UAD 8/9/84 931 Hartz Way, #200 Danville, CA 94526 Attn: Jay R. Begun, Trustee Tel: Unknown		30,000 Shares	\$12,000	S2.3 of NI45- 106	2015-03-30
Pearl Investments Co, LLC 931 Hartz way, Suite 200 Danvill, CA 94526 Attn: Jay Begun Tel: 925-998-7492		30,000 Shares	\$12,000	S2.3 of NI45- 106	2015-03-30

Sprott Asset Management L.P. Royal Bank Plaza South Tower 200 Bay Street, Suite 2700 Toronto, ON M5J 2J1 Attn: Steve Rostowsky Tel: 418-943-6429		500,000 Shares	\$200,000	S2.3 of NI45-106	2015-03-30
Rodney McIntyre Trust, UAD 5/1/01 2169 McIntyre Rd Stevensville, MT 59870 Attn: Rodney McIntyre, Trustee Tel: 406-777-3464		45,000 Shares	\$18,000	S2.3 of NI45-106	2015-03-30
Weiser Asset Management Ltd. Offices at Old Fort, Pineapple Place Building #9, Western Road Nassau, Bahamas Attn: David Sidders Tel: 242-698-6600		312,500 Shares	\$125,000	S2.9 of NI45-106	2015-03-30
501689 BC Ltd. 60 Glenmore Drive West Vancouver, BC V7S 1A8 Tel: 604-926-2544		125,000 Shares	\$50,000	S2.9 of NI45-106	2015-03-30
572443 BC Ltd. 379 Martindale Road St. Catherines, ON L2N 0A3 Attn: Marco Marrone Tel: 905-934-5147		150,000 Shares	\$60,000	S2.3 of NI45-106	2015-03-30
811155 Alberta Inc. 1107-817 15th Ave SW Calgary, AB T2P 0H8 Attn: Aubrey Shores Tel: Unknown		25,000 Shares	\$10,000	S2.3 of NI45-106	2015-03-30

Aran Asset Management SA Bahnhofplatz, 3rd Floor Zug - Switzerland 6304 Attn: Susanne Mattmann Tel: 41417260470		250,000 Shares	\$100,000	S2.3 of NI45- 106	2015-03-30
Batell Investments Ltd. 3999 40th Street Delta, BC V4K 3N2 Attn: D.B. Elliott Tel: 604-946-6392	R	50,000 Shares	\$20,000	S2.3 of NI45- 106	2015-03-30
Central Atlantic Inv. Inc. One Millars Court, PO Box N7117 Nassau, Bahamas Attn: William Campbell Tel: 954-683-8048		187,500 Shares	\$75,000	S2.3 of NI45- 106	2015-03-30
Datmix Invesments Limited Herrengasse 2 PO Box 562 FL-9490 Vaduz Liechtenstein Attn: Buerer Margrith Tel: 011-423-237-50-09		25,000 Shares	\$10,000	S2.3 of NI45- 106	2015-03-30
DKD Holdings Ltd. 1687 Adams Road Bowen Island, BC V0N 1G2 Attn: Don Duncan Tel: 604-640-5828		50,000 Shares	\$20,000	S2.9 of NI45- 106	2015-03-30
Kofalt Limited Apdo 0832-1665 World Trade Center Republic of Panama, Panama Attn: John Nemanic, President Tel: 507-6679-3648		50,000 Shares	\$20,000	S2.3 of NI45- 106	2015-03-30

Ladner Rose Investments Ltd. 2466 Westham Island Rd Delta, BC V4K 3N2 Attn: David Elliott Tel: 604-697-7171	R	50,000 Shares	\$20,000	S2.3 of NI45-106	2015-03-30
Lexore Capital Corp. 201 - 2525 Blenheim St Vancouver, BC V6K 4W6 Attn: Patrick Elliott Tel: 604-644-6940	R	100,000 Shares	\$40,000	S2.3 of NI45-106	2015-03-30
Mackay Trust 17 Avenue De La Costa BP167 Monaco MC Tel: 377-97978200		50,000 Shares	\$20,000	S2.3 of NI45-106	2015-03-30
Millerd Holdings Ltd. 833 West 3rd St North Vancouver, BC V7P 3K7 Attn: Don Millerd Tel: 604-904-7833		100,000 Shares	\$40,000	S2.3 of NI45-106	2015-03-30
Oldcourt Investments Fund Inc. Alderstrasse 21 Basel, CH 4052 Attn: Werner Ulnch Tel: 0041613127617		50,000 Shares	\$20,000	S2.3 of NI45-106	2015-03-30
Pantage Ventures Ltd. 4400 Lakeside Rd Penticton, BC V2A 8W3 Attn: Julie Renmi Tel: 250-493-4008		9,000 Shares	\$3,600	S2.9 of NI45-106	2015-03-30
Port Guichon Farms Ltd. 5363 Regatta Way Delta, BC V4K 4R9 Attn: Laurence Guichon Tel: 604-612-4599		50,000 Shares	\$20,000	S2.3 of NI45-106	2015-03-30

Remap Management Ltd. 800 - 475 West Georgia St Vancouver, BC V6B 4M9 Attn: Robert Saunders Tel: 604-684-7117		50,000 Shares	\$20,000	S2.3 of NI45- 106	2015-03-30
Rocket Capital Corp. 3702 McKechnie Ave West Vancouver, BC V7V 2M8 Attn: Thomas Seltzer Tel: 604-921-2687	R	100,000 Shares	\$40,000	S2.3 of NI45- 106	2015-03-30
Salman Partners Inc. 1700-1075 West Pender Street Vancouver, BC V6E 2M6 Attn: Gina Jones Tel: 604-605-8308	R	1,375,000 Shares	\$550,000	S2.3 of NI45- 106	2015-03-30
San Jacopo Trading Inc. 700-200 Burrard Street Vancouver, BC V6C 3L6 Attn: John Tognetti Tel: 604-697-7420	R	500,000 Shares	\$200,000	S2.3 of NI45- 106	2015-03-30
Starling Securities International Ltd. Imossi House, Ste. 6203 i/s Irish Town, Gibraltor Attn: Chris Bonvini Tel: 350-2005087		100,000 Shares	\$40,000	S2.3 of NI45- 106	2015-03-30
Trafalgar 1805 Ltd. 90 Jermyn St London, SW1Y 6JD England Attn: Kathleen Hoyland Tel: 44-207-484-0901		25,000 Shares	\$10,000	S2.3 of NI45- 106	2015-03-30

Vern Blair Inc. 1395 West Keith Road North Vancouver, BC V6E 9T5 Attn: Vern Blair Tel: 604-697-5276		25,000 Shares	\$10,000	S2.9 of NI45-106	2015-03-30
Delbrook Resources Opportunities Fund 301-525 Seymour Street Vancouver, BC V6B 3H7 Tel: 604-229-1450		500,000 Shares	200,000	S2.3 of NI45-106	2015-03-30

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)				
		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)	
Anthony Neumeyer 363 - 1350 Burrard Street Vancouver, BC V6Z OC2		26,400.89	66,002 Warrants	-	2015-03-30 S2.3 of NI45-106	26,400.89
Todd Anthony 202 - 238 Alvin Narod Mews Vancouver, BC V6B 5E3		3,108	7,700 Warrants	-	2015-03-30 S2.3 of NI45-106	3,108
Dominic Frisby 11 Braxfield Road London SE4 2AW		3,652.80	22,830 Warrants	-	2015-03-30 S2.3 of NI45-106	3,652.80
Verdmont Capital, S.A. Edificio Verdmont Ave. Aquilino de la Guardia No. 18 Ciudad de Panamá, República de Panamá		7,500	18,750 Warrants	-	2015-03-30 S2.3 of NI45-106	7,500

Sprott Global Resource Investments Ltd. 1910 Palomar Way, Suite 200 Carlsbad, CA 92008	R	35,613	89,003 Warrants	-	2015-03-30 S2.3 of NI45-106	35,613
Haywood Securities Inc. 700-200 Burrard Street Vancouver, BC V6C 3L6	R	95,556	238,890 Warrants	-	2015-03-30 S2.3 of NI45-106	95,556
RBC Investor Services Trust 10th Flr. 155 Wellington St. W. Toronto, Ontario M5V 3L3		12,000	30,000 Warrants	-	2015-03-30 S2.3 of NI45-106	12,000
Sprott Private Wealth LP 1010 de la Gauchetiere Street, West M100 Montreal QC H3B 5J2		15,000	37,500 Warrants	-	2015-03-30 S2.3 of NI45-106	15,000
Leede Financial Markets Inc. #1800 1140 W Pender St. Vancouver BC.	R	600	1,500 Warrants	-	2015-03-30 S2.3 of NI45-106	600
Haywood Securities Inc. ITF Salman Partners Inc. 700 - 200 Burrard Street Vancouver, BC V6C 3L6	R	33,000	82,500 Warrants	-	2015-03-30 S2.3 of NI45-106	33,000
Canaccord Genuity Corp. 2200-609 Granville Street Vancouver, BC V7H 1H2	R	10,200	25,500 Warrants	-	2015-03-30 S2.3 of NI45-106	10,200

(1) Each Warrant will entitle the holder thereof to one common share in the capital of the Issuer at an exercise price of \$0.10 per common share until September 30, 2016.

Certificate

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

Date: May 22, 2015

KCP Minerals Inc.
Name of Issuer (please print)

Connie Lillico, Corporate Secretary 604-639-8821
Print name, title and telephone number of person signing

/s/Connie Lillico
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.

N/A

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