

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:

Name of issuer: ANFIELD RESOURCES INC. (the "Issuer")
Address: 608 – 1199 West Pender Street
Vancouver, British Columbia
V6E 2R1
Telephone: 604-687-0300
Website: www.anfieldresources.com

B. If an underwriter is completing this report, state the following: 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 COMPANY REPORTS 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. N/A

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. **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 \$)

Details of distribution

Item 5: Distribution date: JUNE 20, 2016

Item 6: Number and type of securities

For each security distributed:

- describe the type of security; **UNITS**
- 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: **14,825,763 UNITS; EACH UNIT CONSISTS OF ONE COMMON SHARE AT \$0.15 AND ONE HALF SHARE PURCHASE WARRANT, EACH FULL SHARE WARRANT EXERCISABLE AT \$0.40 UNTIL JUNE 19, 2018.**
- 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.

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	15	\$0.15	1,250,864.70
Alberta	4	\$0.15	143,499.90
Ontario	2	\$0.15	177,000
US	2	\$0.15	274,999.95
Bermuda	2	\$0.15	165,000.00
Israel	1	\$0.15	39,990.90
Switzerland	2	\$0.15	172,500.00
Total number of Purchasers	60		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$2,23,864.45

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 (Units)	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
0848610 BC Ltd. 3327 Allan Road North Vancouver, B.C., V7J 3C6 David Duggan - 604.999.6566		150,000	\$ 22,500.00	2.3, NI 45-106	2016-06-20
LOM Securities (Bermuda) Limited The LOM Building, 27 Reid Street Hamilton HM11 Bermuda Scott Lines -441.292.5000	R	440,000	\$ 66,000.00	2.3, NI 45-106	2016-06-20
LOM Commodities Limited The LOM Building, 27 Reid Street Hamilton HM11 Bermuda Scott Lines -441.292.5000	R	200,000	\$ 30,000.00	2.3, NI 45-106	2016-06-20
Platinum Capital Corp. 3601 Mathers Avenue West Vancouver, B.C., V7V 2K8 Jason Shull - 604.913.0279		300,000	\$ 45,000.00	2.3, NI 45-106	2016-06-20
0916445 BC Ltd. 3403 1101 West Cordova Street Vancouver, B.C., V6C 0B2 Gary Korzenowski - 250.470.2484		300,000	\$ 45,000.00	2.3, NI 45-106	2016-06-20
NHP Asset Management AG Claridenstrasse 16 CH-8002 Zurich / Switzerland Olaf Herr - 79 370 59 75	R	1,000,000	150,000	2.3, NI 45-106	2016-06-20
1478756 Alberta Ltd. 114 Crescent Rd., NW Calgary, Alberta, T2M 4A1 Brett Sorensen - 403.308.9886		150,000	\$ 22,500.00	2.3, NI 45-106	2016-06-20
AlphaNorth Asset Management 333 Bay Street, Suite 630 Toronto, ON, M5H 2R2 Steve Palmer - 416.483.5668	R	1,000,000	\$150,000.00	2.3, NI 45-106	2016-06-20

Vertex Fund 3200 - 1021 W. Hastings Street Vancouver, B.C., V6E 0C3 John Thiessen - 604.681.5787	R	615,000	\$ 92,250.00	2.3, NI 45-106	2016-06-20
Vertex Growth Fund 3200 - 1021 W. Hastings Street Vancouver, B.C., V6E 0C3 John Thiessen - 604.681.5787	R	85,000	\$ 12,750.00	2.3, NI 45-106	2016-06-20
Paloduro Investments Inc. 888, 1100 Melville Street Vancouver, BC V6E 4A6 Robert Cross - 604.505.2379		1,000,000	\$150,000.00	2.3, NI 45-106	2016-06-20
Tarmac Management Ltd. 608 - 1199 West Pender Street Vancouver, BC V6E 2R1 Joan Purdy - 604.687-0300		1,333,333	\$199,999.95	2.3, NI 45-106	2016-06-20
Southwest Exploration Inc. 3346 W. Guadalupe Rd. Apache Junction, AZ 85120 Daniel Bleak -480.518.0615		1,333,333	\$199,999.95	BCI 72-503	2016-06-20
MGK Consulting Inc. 1298 Netley Place West Vancouver, B.C., V7T 2H2 Jason Gigliotti - 604.897.7440		70,000	\$ 10,500.00	2.3, NI 45-106	2016-06-20
Royal Group Realty Ltd. 13049 76 Ave., Unit 104 Surrey, B.C., V3W 2V7 Harjinder Rakhra - 604.324.7733		100,000	\$ 15,000.00	2.3, NI 45-106	2016-06-20

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)	
Haywood Securities Inc. 700 - 200 Burrard Street Vancouver, B.C., V6C 3L6	R	\$13,498.50	89,990 Wts.	\$0.40	2.3, NI 45-106	\$13,498.50
Canaccord Genuity Corp. 2200 - 609 Granville Street Vancouver, B.C., V7Y 1H2	R	\$9,000.000	60,000 Wts.	\$0.40	2.3, NI 45-105	\$9,000.000
Leede Jones Gable Inc. 1800 - 1140 W. Pender Street Vancouver, B.C., V6E 4G1	R	\$2,700.00	18,000 Wts.	\$0.40	2.3, NI 45-106	\$2,700.00
Mackie Research Capital Corp. 1920 - 1075 W. Georgia Street Vancouver, B.C., V6E 3C9	R	\$15,833.40	105,556 Wts.	\$0.40	2.3, NI 45-106	\$15,833.40
Wolverton Securities Ltd. 17th Floor, 777 Dunsmuir Street Vancouver, B.C., V7Y 1J5	R	\$7,500.00	50,000 Wts.	\$0.40	2.3, NI 45-106	\$7,500.00

Certificate

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

Date: **June 24, 2016**

ANFIELD RESOURCES INC.

Name of [issuer/underwriter] (please print)

LAARA SHAFFER, CHIEF FINANCIAL OFFICER (604-687-0300)

Print name, title and telephone number of person signing

“SIGNED”

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: