

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.

Gold Jubilee Capital Corp.
480 – 505 Burrard Street
Vancouver, B.C. V7X 1M3
Website: www.goldjubilee.ca
Email: Darren.bodner@goldjubilee.ca
Tel: (604) 684-4691

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 \$)

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.

March 2, 2016

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

Units, each unit consists of one common share and one-half of one non-transferable share purchase warrants.

- 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

13,450,000 units at \$0.10 per unit for total proceeds of up to \$1,345,000. Each unit consists of one common share and one-half of one non-transferable share purchase warrant where one whole share purchase warrant may be exercised at the price of \$0.20 per common shares for a term of two years. .

- 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 jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	34	\$0.10	\$765,000.00
Alberta	3	\$0.10	\$160,000.00
Australia	1	\$0.10	\$50,000.00
Germany	1	\$0.10	\$10,000.00
Ontario	13	\$0.10	\$350,000.00
Thailand	1	\$0.10	\$10,000.00
Total number of Purchasers	53		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$1,345,000.00

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)
1242564 Ontario Inc. (Alfonso Dicapò) 15 Gracedale Blvd., Toronto, ON, M9L 2B7 647.221.0212	n/a	250,000	25000	2.3	2016-03-02
1701167 Ontario Limited, (Frank Teti) 52 Kingsway Cres., Etobicoke, ON, M8X 2R6 416.361.1410	n/a	200,000	20,000	2.3	2016-03-02
Capital Event Management (Neil Currie) 736 Granville St., Suite 100, Vancouver, BC, V6Z 1G3 604.391.0961	n/a	615,000	61500	2.3	2016-03-02
Clariden Capital Ltd. (John Campbell Smyth) 45 Johnston Street, Peppermint Grove, Perth, Australia 6011 1.61.403203402	n/a	500,000	50,000	2.3	2016-03-02
Currie Capital Corp. (Neil Currie) 1205 West Hastings St., Vancouver, BC, V6C 3N1 604.561.8196	n/a	150,000	15000	2.3	2016-03-02
Golfwood Developments Inc. (Mike Riccardi) 180 Roselawn Drive, Woodbridge, ON, L4H 1B2 416.294.4447	n/a	150,000	15000	2.3	2016-03-02
JB Levy Corp., (Jamie Levy) 491 Melrose Ave., Toronto, ON, M5M 2A1 416.567.2442	n/a	200,000	20,000	2.3	2016-03-02
Kin Communications Inc., (Arlen Hansen) 100 - 736 Granville St., Vancouver, BC, V6Z 1G3 604.684.6730	n/a	250,000	25000	2.3	2016-03-02
Luke Norman Consulting Ltd. (Luke Norman) Suite 610-815 W. Hastings St., Vancouver, BC, V6C 1B4 604.512.3224	n/a	1,000,000	100,000	2.3	2016-03-02
Orevita Exploration Consultants Ltd., (Dustin Perry) 3949 W. 12th Ave., Vancouver, BC, V6R 2P1	n/a	100,000	10,000	2.3	2016-03-02

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)
604.970.3576					
Sika Investments Ltd. (Fareed Ahamed) 65 Laurie Cres., West Vancouver, BC, V7S 1B6 604.925.4159	n/a	200,000	20,000	2.3	2016-03-02
Stockpools Capital Corp., (Neil Currie) #100 - 736 Granville Street, Vancouver, BC, V6Z 1G3 604.684.2444	n/a	150,000	15,000	2.3	2016-03-02
Sutton Ventures Ltd. (Brayden Sutton) 44486 Monte Vista Drive, Chilliwack, BC V2R 5T2 604.318.1068	n/a	100,000	10,000	2.3	2016-03-02
Tradewinds Investments Inc. (Cam Currie) 4444 Ross Cres., West Vancouver, BC, V7W 1B2 604.643.7546	R	500,000	50,000	2.3	2016-03-02
Total		4,365,000	436,500		

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 \$)	Number and type of securities issued (1)	Securities		Total dollar value of compensation (Canadian \$)
				Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Canaccord Genuity Corp., of #2200 – 609 Granville Street, Vancouver, BC, V7Y 1H2	R	\$6,000	66,000 warrants	Nil	s. 2.3 NI45-106 2016-03-02	\$6,000
Haywood Securities Inc. of #700 – 200 Burrard Street, Vancouver, BC, V6C 3L6	R	\$7,350	73,500 warrants	Nil	s. 2.3 NI45-106 2016-03-02	\$7,350
PowerOne Capital Markets Limited of #2210 – 130 King Street W, Toronto, Ontario, M5X 1K6	R	\$15,000	150,000 warrants	Nil	s. 2.3 NI45-106 2016-03-02	\$15,000
Mackie Research Capital Corporation of #1920 – 1075 West Georgia Street, Vancouver, BC, V6E 3C9	R	\$3,750	37,500 warrants	Nil	s. 2.3 NI45-106 2016-03-02	\$3,750

(1) Exercise price of all warrants: \$0.20 and Expiry date of Warrants: March 2, 2018

Certificate

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

Date: March 3, 2016

Gold Jubilee Capital Corp.

Name of issuer (please print)

Darren Bodner, Corporate Secretary – (604) 684-4691

Print name, title and telephone number of person signing

“Darren Bodner”

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.

Paul Fang, Solicitor

Fang and Associates, Barristers & Solicitors

Tel: (604) 688-6775

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