

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

LUPAKA GOLD CORP. (*Issuer*)

Website: lupakagold.com

#220 - 800 Pender St West

Vancouver, BC V6C 2V6

Tel: 604-681-5900

Email: info@lupakagold.com

Item 2: Reporting issuer status:

Lupaka Gold is a reporting issuer in all Canadian jurisdictions, except Quebec.

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

X exploration/development

☐ production

☐ Oil and gas

☐ Real estate

☐ Utilities

☐ Other (describe)

Item 4: Insiders and promoters of non-reporting issuers

Not Applicable

Details of distribution

Item 5: Distribution date:

August 21, 2015

Item 6: Number and type of securities

The Issuer issued 6,460,854 Units at \$0.07 per Unit. Each Unit consists of one fully paid and non-assessable common share (a "Share") and one transferable common share purchase warrant

(a “Warrant”). Each Warrant entitles the holder to purchase one additional common share (a “Warrant Share”) at an exercise price of \$0.15 per Warrant Share for a period of thirty six months from the Closing Date. The shares and warrants issued in the Private Placement are subject to a four month hold period.

Subsequent to the hold period, and in the event that the Issuer’s Shares trade on the TSX Venture Exchange at a closing price of greater than Cdn\$0.30 per Share for a period of 20 consecutive trading days at any time following the date that is four months after the Closing Date, the Issuer may accelerate the expiry date of the Warrant by giving notice via press release to the holders thereof and in such case the Warrants will expire on the 30th day after the date on which such notice is given.

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, Canada	13	\$0.07	\$431,960
Alberta, Canada	1	\$0.07	\$14,000
Diksmuide, Belgium	2	\$0.07	\$6,300
Total number of Purchasers	16		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$452,260

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

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	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)
1378788 Alberta Ltd. 1197 Cortell St North Vancouver, BC V7P 2A2 T: 604-980-1463		300,000	\$21,000	Section 2.3 of NI 45-106	2015-08-21
Caesar Holdings BVBA Grintweg 18A, 8600 Diksmuide, Belgium T: 32 484 228 451		50,000	\$3,500	Section 2.3 of NI 45-106	2015-08-21
Earls Cove Financial Corp. 200 – 551 Howe St Vancouver, BC V6C 2C2 T: 604-683-8610		300,000	\$21,000	Section 2.3 of NI 45-106	2015-08-21
Hudire Holdings Ltd. 1085 Highland Drive West Vancouver BC V7S 2G9 T: 604-307-6995		714,285	\$50,000	Section 2.3 of NI 45-106	2015-08-21
		1,364,285	\$95,500		

Commissions and finder's fees

Item 9: Commissions and finder's fees

Full name and address of the person being compensated	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 ⁽¹⁾	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Haywood Securities Inc. 700 - 200 Burrard St, Vancouver, BC V6C 3I6	R	Nil	102,857 Common Shares.	\$0.07	Section 2.3 of NI 45-106 See note ⁽¹⁾ below for date.	\$7,200
Bruce J. Courtnall 2830 Lansdowne Rd Victoria BC V8R 3P9	R	Nil	48,000 Common Shares.	\$0.07	Section 2.3 of NI 45-106 See note ⁽¹⁾ below for date.	\$3,360
		Nil	150,857			\$10,560

- (1) Common Shares will be issued upon closing of final tranche. Closed first tranche on August 21, 2015; the final tranche is anticipated to close in September, 2015 whereby a single share certificate will be distributed to the finders.

Certificate

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

Date: August 31, 2015

LUPAKA GOLD CORP.

/s/ Eric Edwards

Eric Edwards

President and Chief Executive Officer

604-681-5900

Item 10: Contact information

Not applicable

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.