

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/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.

Issuer: **Auryn Resources Inc. (the "Issuer")**

Website: www.aurynresources.com

Address: **600-1199 West Hastings Street**
 Vancouver, BC, V6E 3T5

Telephone: **(778) 729-0600**

E-mail: info@aurynresources.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.

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 the provinces of 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

☐ 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 \$)
Not applicable.			

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.

The securities were distributed on September 16, 2015

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;
- 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

- 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.

The Issuer issued 4,835,000 units of the Issuer at a price of CAD\$1.20 per unit (the “Units”), Each Unit consists of one common and one common share purchase warrant). Each purchase warrant is exercisable into a common share of the Issuer at a price of \$1.70 per share for a period of 24 months (a “Warrant”).

In the event that the Issuer’s common shares trade at a closing price on the TSX Venture Exchange of equal or greater than \$2.40 per share for a period of 20 consecutive trading days at any time after four months after the closing date, the Issuer may accelerate the expiry date of the Warrants by giving notice 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 by the Issuer.

The Issuer relied on Sections 2.3 and 2.5 of National Instrument 45-106 (“NI45-106”) as the exemptions.

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 \$)
BC	40	\$1.20	\$3,492,000.00
AB	7	\$1.20	\$156,000.00
ON	21	\$1.20	\$505,800.00
MB	1	\$1.20	\$25,200.00
USA	20	\$1.20	\$867,000.00
Argentina	1	\$1.20	\$24,000.00
Australia	1	\$1.20	\$12,000.00
Hong Kong	1	\$1.20	\$300,000.00
Switzerland	2	\$1.20	\$408,000.00
Uruguay	1	\$1.20	\$12,000.00
Total number of Purchasers	95		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$5,802,000

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)
Nature Cove Holdings Ltd. , 27th Floor – Tesbury Centre, 28 Queens Road East, Wanchai, Hong Kong , Rob Sali, +852-601-32-178		250000 Units	\$300,000.00	Section 2.3 of NI 45-106	2015-09-16
Kestrel Holdings Ltd., 1550-625 Howe Street, Vancouver, BC V6C 2T6, Ross Beaty, (604) 806-3173		1500000 Units	\$1,800,000.00	Section 2.3 of NI 45-106	2015-09-16
SM Cook Legal Services Law Corp, 595 Burrard Street, Suite 2700, PO Box 49123 STN Bentall Centre, Vancouver, BC, V7X 1J2, Steve Cook, 604-602-4236	I	250000 Units	\$300,000.00	Section 2.3 of NI 45-106	2015-09-16
Dim Holdings Ltd, 867 E Georgia Street, Vancouver, BC, V6A 2A4, Daniel Ingram , 604-682-1905		20000 Units	\$24,000.00	Section 2.5 of NI 45-106	2015-09-16
KCO LLC, Seestrasse 62, Bach Ch-8806, Switzerland, Ernst Pernet 41-44-687-2706		260000 Units	\$312,000.00	Section 2.3 of NI 45-106	2015-09-16
501689 BC Ltd, 60 Glenmore Dr, West Vancouver BC, V7S 1A8, Gordon Groundwater 604-839-0249		50000 Units	\$60,000.00	Section 2.3 of NI 45-106	2015-09-16
KC 50, LLC, Seestrasse 62, Bach Ch-8806, Switzerland, Ernst Pernet 41-44-687-2706		80000 Units	\$96,000.00	Section 2.3 of NI 45-106	2015-09-16
Sioux Resources LLC, 8665 Bay Colony Drive, #1703, Naples, FL, 34108 , Thomas J. Kozlowski Jr. 239-860-3335		10000 Units	\$12,000.00	Section 2.3 of NI 45-106	2015-09-16
Water Street Assets Inc. , 2nd Floor, 342 Water Street, Vancouver, BC, V6B 1B6, Greg Hall 604-428-2125		10000 Units	\$12,000.00	Section 2.3 of NI 45-106	2015-09-16
Candlewood of Nevada, Ltd. , 40-747 Princess Ave. Victoria, BC, V8T 1K5, Carl Johnston 778-433-5034		5000 Units	\$6,000.00	Section 2.3 of NI 45-106	2015-09-16

Hard Rock Investment Holdings Inc., 530 - 800 West Pender Street, Vancouver, BC V6C 2V6, Marin Katusa 778-737-7381		20000 Units	\$24,000.00	Section 2.3 of NI 45-106	2015-09-16
Exploration Capital Partners 2000, LP, 1910 Palomar Point Way, Suite 200, Carlsbad, CA 92008, Gretchen Carter 760-444-5280		500000 Units	\$600,000.00	Section 2.3 of NI 45-106	2015-09-16
Pipeline Church, 300 - 1006 Fort St. Victoria, BC V8V 3K4, Cliff Horwood 250-743-2925		10000 Units	\$12,000.00	Section 2.3 of NI 45-106	2015-09-16
McFarlane Investments, 2293 Douglas Rd Burnaby, BC V5C 5A9, Ian McFarlane 604-298-8789		10000 Units	\$12,000.00	Section 2.3 of NI 45-106	2015-09-16
2091889 Ontario Inc., 23 Pinegrove Cres London, ON N6J 3Y8, Robert Atkinson 519-490-1700		30000 Units	\$36,000.00	Section 2.3 of NI 45-106	2015-09-16
Wayne Marley Medicine, 62 Blackfoot Pl Woodstock, ON N4T 1E6, Wayne Marley 519-537-0111		10000 Units	\$12,000.00	Section 2.3 of NI 45-106	2015-09-16
In Control Alsask Inc., PO Box 783 stn Postal Box Ctr Red Deer, AB T4N 5H2, Kim Schumacher 413-350-7556		15000 Units	\$18,000.00	Section 2.3 of NI 45-106	2015-09-16
J.H. Cooper Inv. Inc, 1045-2 Sopher's Landing Rd RR1 Kilworthy, ON P0E 1G0, John Cooper 705-681-2133		40000 Units	\$48,000.00	Section 2.3 of NI 45-106	2015-09-16
KLN Holdings, 2554 Maid Marian Pl Mississauga, ON L5K 2L9, Larry Kelln 905-855-2094		20000 Units	\$24,000.00	Section 2.3 of NI 45-106	2015-09-16
James Daniels Prof. Corp, 17 Lupine Crt SE Medicine Hat, AB T1B 2K2, James Daniels		40000 Units	\$48,000.00	Section 2.3 of NI 45-106	2015-09-16

403-580-7192					
Dr. Denis D Meyer Medical Corp, 172-52216 Range Road 233 Sherwood Park AB T8B 1C9, Denis Meyer 604-354-5244		20000 Units	\$24,000.00	Section 2.3 of NI 45-106	2015-09-16
994445 Ontario Inc., 1220 Sheppard Ave E, Suite 300, Toronto, ON M2K 2S5, Alan Farber 416-496-3700		10000 Units 3,160,000 Units	\$12,000.00 \$3,792,000.00	Section 2.3 of NI 45-106	2015-09-16

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)	
Canaccord Genuity Corp 2200-609 Granville Street, Vancouver, BC, V7Y1H2	R	\$7,200.00	N/A	N/A	N/A	\$7,200.00
Dundee Goodman 1055 Dunsmuir Street, Suite 3424, Vancouver, BC, V7X 1K8		\$4,320.00	N/A	N/A	N/A	\$4,320.00
Haywood Securities Inc., 700-200 Burrard Street, Vancouver, BC, V6C3L6	R	\$33,120.00	N/A	N/A	N/A	\$33,120.00

Sprott Global1910 Palomar Point Way, Suite 200, Carlsbad, CA 92008		\$44,640.00	N/A	N/A	N/A	\$44,640.00
Sprott Private Wealth 200 Bay Street, 26th Floor Toronto, ON M5J 2J2.		\$34,560.00	N/A	N/A	N/A	\$34,560.00
Total:		\$123,840.00				\$123,840.00

Certificate

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

Date: September 30, 2015

AURYN RESOURCES INC.

Name of issuer (please print)

Peter Rees, CFO (778) 729-0626

Print name, title and telephone number of person signing

"Peter Rees"

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