

**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**

**Golden Dawn Minerals Inc.**

**Suite 900 – 525 Seymour Street**

**Vancouver, BC, V6B 3H7**

**Telephone: (604) 221-8936**

**Website: <http://wp.goldendawnminerals.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.

**Not Applicable**

**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, Alberta and Ontario.**

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.

**Not Applicable**

**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 \$)
<b>Not Applicable</b>			

## 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.

**December 3<sup>rd</sup>, 2015**

### Item 6: Number and type of securities

For each security distributed:

(a) *On December 3<sup>rd</sup>, 2015, the Issuer issued 2,350,000 NFT units at a price of \$0.10/unit for gross proceeds of \$235,000.00. Each NFT unit is comprised of one common share and one 2-year warrant. Each warrant is exercisable into a common share at an exercise price of \$0.125/share in the first year and at \$0.15/share in the second year.*

(b) *On December 3<sup>rd</sup>, 2015, the Issuer issued 2,000,000 FT units at a price of \$0.10/unit for gross proceeds of \$200,000.00. Each FT unit is comprised of one Flow-through common share and one 2-year warrant. Each warrant is exercisable into a non flow-through common share at an exercise price of \$0.125/share in the first year and at \$0.1/share in the second year.*

(c)

(d) *The exemptions from the prospectus requirements relied on by the Issuer were section 2.3(1) of NI 45-106 (as to 900,000 common shares, and 2,000,000 FT shares) and section 2.5(1) of NI 45-106 (as to 250,000 common shares) and offshore exemption of BCI 72-503(as to 1,200,000 common shares)*

**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	5	\$0.10 per unit	\$155,000.00
British Virgin Islands	1	\$0.10 per unit	\$10,000.00
Ontario	1	\$0.10 per unit	\$150,000.00
Germany	3	\$0.10 per unit	\$120,000.00
<b>Total number of Purchasers</b>	10		
<b>Total dollar value of distribution in all Jurisdictions (Canadian \$)</b>			\$435,000.00

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 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.

<b>Information about non-individual purchasers</b>					
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 <sup>(1) (2)</sup>	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
SS Investment Group Inc. 1101 - 1288 W. Cordova St. Vancouver, B.C., V6C 3R3  Contact: Stavros Stefanopoulos 604-767-7556		250,000 units <sup>(1)</sup>	\$25,000.00	NI 45-106 (S.2.5)	2015-12-03
WCPD INC.  353 Dalhousie St. 2nd floor Ottawa, ONT, K1N7G1  Peter Nicholson 613-596-3277		1,500,000 units <sup>(2)</sup>	\$150,000.00	NI 45-106 (S.2.3)	2015-12-03
Vancap Capital Corp. 1652 Plateau Crescent, Coquitlam, BC., V3E 3B3  Justin Sleiman 6047202229		500,000 units <sup>(1)</sup>	\$50,000.00	NI 45-106 (S.2.3)	2015-12-03
La VeVe GmbH & Co KG  Gartenstr. 4, 61476, Kronberg, Germany  Rainer Laufs +49 171 544 8846		1,000,000 units <sup>(1)</sup>	\$100,000.00	BC-I 72-503	2015-12-03

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 <sup>(1) (2)</sup>	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Moonwood Overseas S.A.  3076 Sir Francis Drake's HWY, PO Box 3463 Road Town, Tortola BVI, VG1110  Jan-Eric Soetbeer 41 78 618 0274		100,000 <sup>(1)</sup>	\$10,000.00	BC-I 72-503	2015-12-03

(1) Each NFT warrant is exercisable into a common share at an exercise price of CAD\$0.125/share in year one and \$0.15/share in year two.

(2) Each FT warrant is exercisable into a common share at an exercise price of CAD\$0.125/share in year one and \$0.15/share in year two.

## 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 <sup>(1)</sup>	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
<u>EMD Financial Inc. 398 de Maisonneuve Blvd. West, Montreal, QC, H3A 1L2</u> (Perry Theoharis)	n/a	\$13,500	75,000 common shares and 75,000 brokers warrants(1)	\$ .10	NI 45-106 (2.3) 2012-12-03	\$21,000.00

- (1) Each FT broker warrant is non-transferrable and exercisable into a common share at an exercise price of \$0.125/share in the first year and at \$0.15/share in the second year.

## **Certificate**

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

Date: December 11, 2015

### **GOLDEN DAWN MINERALS INC.**

Name of Issuer (please print)

**Wolf Wiese & Director, (604) 221-8936**

Print name, title and telephone number of person signing

**"Wolf Wiese"**

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.

Andrew Brown – Corporate Secretary – 604-221-8936

## **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