

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.

Item 1: Issuer/underwriter name and contact information

Angel Gold Corp.

#408 – 837 West Hastings Street
Vancouver, BC, Canada V6C 3N6
Phone: 604 684-6264
Fax: 604 684-6242

Item 2: Reporting issuer status

The Issuer is a reporting issuer in British Columbia and Alberta.

Item 3: Issuer’s industry

Indicate the industry of the issuer by checking the appropriate box below.

- | | |
|---|---|
| <input type="checkbox"/> Bio-tech | <input checked="" type="checkbox"/> Mining |
| <input type="checkbox"/> 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

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.

February 19, 2013 and February 27, 2013

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.

February 19, 2013 - 19,140,000 units at \$0.10, each unit comprised of one common share and one-half share purchase warrant entitling the holder to acquire an additional common share at a price of \$0.15 per share for a period of two years from the date of closing.

February 19, 2013 - 209,400 finders fee units at \$0.10, each unit comprised of one common share and one-half share purchase warrant entitling the holder to acquire an additional common share at a price of \$0.15 per share for a period of two years from the date of closing.

February 27, 2013 - 860,000 units at \$0.10, each unit comprised of one common share and one-half share purchase warrant entitling the holder to acquire an additional common share at a price of \$0.15 per share for a period of two years from the date of closing.

February 27, 2013 – 250,000 common shares

The Issuer relies upon the exemptions in Section 2.3 of NI 45-106, Section 2.5 of NI 45-106, Section 2.12 of NI 45-106, BCI 72-503, BCI 45-529 and Section 2.3 of MI 45-106.

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 \$)
Columbia	1	\$0.08 (deemed)	\$20,000.00
USA	2	\$0.10	\$150,000.00
UK	1	\$0.10	\$10,000.00
Columbia	2	\$0.10	\$130,000.00
Switzerland	1	\$0.10	\$100,000.00
Ontario	1	\$0.10	\$40,000.00
Alberta	3	\$0.10	\$160,000.00
British Columbia	68	\$0.10	\$1,410,000.00
Total number of Purchasers	79		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$2,020,000.00

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.

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)
Ironbark Enterprises Inc. (D. Blair Way, President)	NA	150,000	15,000	Section 2.3 of NI 45-106	February 19, 2013
Swift Construction (Barrie Satchell, Vice President)	NA	300,000	30,000	Section 2.3 of NI 45-106	February 19, 2013
iO Corporate Services Ltd. (Marion McGrath, President)	NA	200,000	20,000	Section 2.5 of NI 45-106	February 19, 2013
Bank Gutenberg AG	NA	1,000,000	100,000	BCI 72-503	February 19, 2013
Nanita Holdings (Mike Moustalis, President)	NA	150,000	15,000	Section 2.3 of NI 45-106	February 19, 2013
Birch Living Trust DTD 10/25/02 (Dennis Birch, Trustee)	NA	500,000	50,000	Section 2.3 of NI 45-106	February 19, 2013
National Vending Corp. (Ed Thompson, President)	NA	100,000	10,000	Section 2.3 of NI 45-106	February 19, 2013
Contact Financial Corp. (Kirk Darson Gamley, President)	NA	250,000	25,000	Section 2.3 of NI 45-106	February 19, 2013
1201112 Alberta Ltd. (Hank B. Swartout, President)	NA	1,000,000	100,000	Section 2.3 of NI 45-106	February 19, 2013
Lions Gate Capital Corp. (Purni Parikh, President and Director)	NA	2,000,000	200,000	Section 2.12 of NI 45-106	February 19, 2013
Duster Capital Corporation (Dusan Berka, President)	NA	55,000	5,500	Section 2.3 of NI 45-106	February 19, 2013
GKM Holdings Ltd. (Graham Harris, President)	NA	100,000	10,000	Section 2.3 of NI 45-106	February 19, 2013
Neon Rainbow Holdings Ltd. (Allan Williams, President)	NA	85,000	8,500	Section 2.3 of NI 45-106	February 19, 2013
Tulameen Investments Ltd. (Harley Mayers, President)	NA	200,000	20,000	Section 2.3 of NI 45-106	February 27, 2013
618097 Alberta Ltd. (Bruce Kenway, President)	NA	100,000	10,000	Section 2.3 of NI 45-106	February 27, 2013

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)
INVERSIONES MIDAS LIMITADA Carrera 43A #1AS-69 Oficina 203 Edificio Tempo Medellin, Colombia	NA	250,000 common shares	\$20,000 (deemed)	BCI 45-529	2013-02-27

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	NA	\$18,000	5,400 Units	*See below	Section 2.3 of MI 45-106 2013-02-19	\$18,450

Donnybrooke Capital Corporation 809 – 66 West Cordova Street Vancouver, BC V6B 0L2	NA	NA	9,000 Units	*See below	Section 2.3 of MI 45-106 2013-02-19	\$900
Wolverton Securities Ltd. 17 th Floor 777 Dunsmuir Street Vancouver, BC V7Y 1J5	NA	NA	81,000 Units	*See below	Section 2.3 of MI 45-106 2013-02-19	\$8,100
Haywood Securities Inc. 200 Burrard Street Vancouver, BC	NA	\$1,800	27,000 Units	*See below	Section 2.3 of MI 45-106 2013-02-19	\$4,500
Leede Financial Markets Inc. 1140 West Pender Street Suite 1800 Vancouver, BC V6E 4G1	NA	\$900	NA	NA	NA	\$900
PI Financial Corp. Suite 1900 – 666 Burrard Street Vancouver, BC V6C 3N1	NA	\$5,160	NA	NA	NA	\$5,160
Fab Carella 603 Chapman Avenue Coquitlam, BC V3J 4A2	NA	\$1,200	NA	NA	NA	\$1,200
Raven Waschilowski 767 Nicola St. Vancouver, BC V6G 3L4	NA	\$3,000	NA	NA	NA	\$3,000
Mackie Research Capital Corp. Suite 564-1055 Dunsmuir Four Bentall Centre Vancouver, BC V7X 1L4	NA	NA	36,000 Units	*See below	Section 2.3 of MI 45-106 2013-02-19	\$36,000
NBCN Inc. of 1010 de la Gauchetiere Ouest Montreal, Quebec	NA	\$4,500	45,000 Units	*See below	Section 2.3 of MI 45-106 2013-02-19	\$9,000
Jordan Capital Markets Inc. #1920 – 1075 W. Georgia Street Vancouver, BC	NA	\$14,100	NA	NA	NA	\$14,100
TOTAL						\$101,310.00

*finder's units at \$0.10: each unit comprised of one common share and one-half share purchase warrant entitling the holder to acquire an additional common share at a price of \$0.15 per share for a period of two years from the date of closing

Certificate

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

Date: February 28, 2013.

Angel Gold Corp.

Name of Issuer (please print)

Christopher Cherry, CFO, 604-684-6264

Print name, title and telephone number of person signing

"Christopher Cherry"

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.

Nadia Traversa, Corporate Administrator, 604-684-6264 (ext. 4).

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