

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:

Full name:	Golden Reign Resources Ltd. (the “Issuer”)
Issuer’s website address:	www.goldenreignresources.com
Address of head office:	Suite 501 – 595 Howe Street, Vancouver, British Columbia V6C 2T5
Telephone number:	604-685-4655
Email address:	info@goldenreign.com

B. If an underwriter is completing this report, state the following:

N/A

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.

N/A

Item 3: Issuer’s industry

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

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

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 \$)
N/A			

Details of distribution

Item 5: Distribution date

June 5, 2013

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;
Units of the Issuer, each Unit comprising one common share of the Issuer and one transferable common share purchase warrant.
- 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
15,797,830 Units = 15,797,830 common shares and 15,797,830 warrants. Each warrant will entitle the holder to purchase one common share at a price of \$0.25 per warrant share for a period of two years from the date of issuance, expiring June 4, 2015.
- 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.
N/A

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	20	\$0.15 per Unit	\$ 440,550.00
Alberta	1	\$0.15 per Unit	\$ 45,000.00
Saskatchewan	4	\$0.15 per Unit	\$ 131,325.00
Quebec	1	\$0.15 per Unit	\$ 15,000.00
Ontario	24	\$0.15 per Unit	\$ 1,207,800.10
Offshore	7	\$0.15 per Unit	\$ 530,000.00
Total number of Purchasers	57		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$ 2,369,675.10

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	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)
Falcon Trading Co. Inc. 4001 Old Clayburn Rd., #16 Abbotsford, BC V3G 1C5 Contact: Vern Friesen, President Tel: 604-870-5681	N/A	100,000 Units	\$ 15,000.00	NI 45-106 S. 2.3(1)	2013-06-04
Salida Strategic Growth Fund SARL 6 Rue Guillaume Schneider L2522 Luxembourg Contact: Danny Guy, President/CEO Tel: 416-849-2540	N/A	3,333,333 Units	\$ 500,000.00	NI 45-106 S. 2.3(1)	2013-06-04
Parimar Ltd. POB 6410 1211 Geneva 6	N/A	200,000 Units	\$ 30,000.00	BCI 72-503	2013-06-04

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)
Switzerland Contact: C. Phillips Tel: 41 7950 82638					
Barbados Investments Ltd. POB 6410 1211 Geneva 6 Switzerland Contact: C. Phillips Tel: 41 7950 82638	N/A	1,666,666 Units	\$ 250,000.00	BCI 72-503	2013-06-04
Natasa Mining Ltd 75 Fort St George Town Cayman Islands KY 11108 Contact: John Maguire, Secretary Tel: 61-2-9233-8011	N/A	666,666 Units	\$ 100,000.00	NI 45-106 S. 2.3(1)	2013-06-04
Vallender Super Fund PO Box 1599 Kingscliffe NSW Australia 2487 Contact: Bob Vallender Tel: 61-2667-42800	N/A	100,000 Units	\$ 15,000.00	BCI 72-503	2013-06-04
Webcon Investments 98 Walker Ave. Toronto, ON M4V 1G2 Contact: John Conlon Tel: 416-312-6068	N/A	666,666 Units	\$ 100,000.00	NI 45-106 S. 2.3(1)	2013-06-04
1662287 Ontario Inc. 98 Walker Ave. Toronto, ON M4V 1G2 Contact: John Conlon Tel: 416-312-6068	N/A	333,333 Units	\$ 50,000.00	NI 45-106 S. 2.3(1)	2013-06-04
Arcourt Resources Inc. Level 9, 175 Collins Street Melbourne, 3000 Australia Contact: Alwyn Davey Tel: 61-39663-7132	N/A	400,000 Units	\$ 60,000.00	BCI 72-503	2013-06-04
The Kyrgyz Investment Company plc 55 St James's Street London, UK SW1A 1LA Contact: Chris Fernyhough Tel: 44-20-7493-7671	N/A	300,000 Units	\$ 45,000.00	BCI 72-503	2013-06-04
1662216 Ontario Inc. 252 Donnelly Drive Garson, ON P3L 1L6 Contact: Mark Allen, President Tel: 705-524-3807	N/A	133,333 Units	\$ 20,000.00	NI 45-106 S. 2.3(1)	2013-06-04

Commissions and finder's fees

Item 9: Commissions and finder's fees

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)	
Leede Financial Markets Inc. 1140 West Pender Street 18 th Floor Vancouver, BC V6E 4G1	R	\$ 3,285.00	21,900 Warrants ①	\$0.15	NI 45-106 (S.2.3) 2013-06-04	\$ 3,285.00
Canaccord Genuity Corp. 2200 – 609 Granville Street Vancouver, BC V7H 1H2	R	\$ 12,600.00	84,000 Warrants ①	\$0.15	NI 45-106 (S.2.3) 2013-06-04	\$ 12,600.00
Dundee Capital Markets 1 Adelaide Street East Suite 2100 Toronto, ON M5C 2V9	R	\$ 15,000.00	100,000 Warrants ①	\$0.15	NI 45-106 (S.2.3) 2013-06-04	\$ 15,000.00
Stonecap Securities Inc. 181 Bay Street, Suite 900 Toronto, ON M5J 2T3	R	\$ 5,400.00	36,000 Warrants ①	\$0.15	NI 45-106 (S.2.3) 2013-06-04	\$ 5,400.00
Global Securities Corporation 1100 – 595 Burrard Street Vancouver, BC V7X 1C4	R	\$ 135.00	900 Warrants ①	\$0.15	NI 45-106 (S.2.3) 2013-06-04	\$ 135.00
Calvin Waldner 6 Aspen Place White City, SK S4L 0A3	N/A	\$ 3,825.00	Nil	N/A	N/A	\$ 3,825.00
Garrett Greene 120 Lonsdale Ave. North Vancouver, BC	N/A	\$ 5,400.00	Nil	N/A	N/A	\$ 5,400.00

- ① Each Warrant entitles the holder to purchase one additional common share of the Issuer for a period of two years from the date of issuance, at an exercise price of \$0.25, expiring June 4, 2015.

Certificate

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

Date: June 5, 2013

GOLDEN REIGN RESOURCES LTD.

Name of issuer (please print)

Kim Evans, President and CEO Telephone: 604-685-4655

Print name, title and telephone number of person signing

Kim Evans

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.

N/A

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