

**Form 45-106F6**  
***British Columbia Report of Exempt Distribution***  
**Amended – May 7, 2012**

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.

**Dawson Gold Corp.**

[www.dawsongold.com](http://www.dawsongold.com)

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Vancouver, BC V6R 4M3

604-687-0760

[Paul@dawsongold.com](mailto:Paul@dawsongold.com)

**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 and Alberta

**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)                   |
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**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. **NA**

**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.

**Distribution date December 5, 2011**

**Item 6: Number and type of securities**

For each security distributed:

- describe the type of security;

**Common shares and Share purchase Warrants**

- 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

**3,780,000 units \$0.05 per unit, each unit consisting of one common share and one common share purchase warrant exercisable into an additional common share at a price of \$0.10 per share for 18 mos. from the Closing date.**

- 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 relied on the exemptions provided by National Instrument 45-106 ("NI 45-106") s. 2.3(2) (accredited investor) for \$189,000;**

**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 \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
BC	1	\$0.05	\$42,000
International	3	\$0.05	\$147,000
Total number of Purchasers	4		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$189,000.00

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**

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)
target: value gmbh, Rank 561, CH-9428 Walzenhausen Switzerland Dieter Langer 0041718881447		1,440,000	\$ 72,000	2.3	December 5, 2011

## 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)	
Gold – Invest GMBH Dorf 76, CH 9428 Walzenhausen, Switzerland Werner Ullmann		\$10,440.00	Warrant exercisable into a common share at a price of \$0.10 per share for 18 mos. from issuance	NA	2.3 2011-12-05	\$10,440.00
Sarah Hasek 515 – 428 W 8th Ave. Vancouver BC V5Y 1N9		\$900.00	NA	NA	NA	\$900.00
						\$11,340.00

## **Certificate**

On behalf of the DAWSON GOLD CORP. I certify that the statements made in this report are true.

Date: May 7, 2012

DAWSON GOLD CORP.

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Paul Grey CFO [pgray@argusmetalscorp.com](mailto:pgray@argusmetalscorp.com)

CS "Paul Grey"

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.

Monita Faris [monita.faris@gmail.com](mailto:monita.faris@gmail.com)

778-996-4483

**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