

**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.

**Dawson Gold Corp.**

<http://dawsongold.com>

#1750-1111 West Georgia Street

Vancouver, BC V6R 4M3

604-687-0760

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

**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                       | 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**

**Distribution date December 30th, 2011**

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

For each security distributed:

**Common shares and Share purchase Warrants**

**4,000,000 units at \$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.**

**The Issuer relied on the exemptions provided by National Instrument 45-106 ("NI 45-106") 2.3(2) (accredited investor) for \$190,000; ("BCI 72-503") (outside British Columbia) for \$10,000.**

**Item 7: Geographical information about purchasers<sup>4</sup>**

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	24	\$0.05	\$180,000
AB	2	\$0.05	\$10,000
Switzerland	1	\$0.05	\$10,000
Total number of Purchasers	27		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$200,000.00

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**

<b>Information about non-individual purchasers</b>					
<b>Full name and address of purchaser and name and telephone number of a contact person</b>	<b>Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)</b>	<b>Number and type of securities purchased</b>	<b>Total purchase price (Canadian \$)</b>	<b>Exemption relied on</b>	<b>Date of distribution (yyyy-mm-dd)</b>
555 625 BC Ltd. 108-744 West Hastings St. Vancouver, BC V6C 1A5 Darrell Ert 604-341-7999		100,000 Shares 100,000 Warrants	\$5,000	NI 45-106 s. 2.3(2)	2011-12-30
Steiner Finance 1489 Marine Dr. #728 West Vancouver, BC V7T 1B8 David Hunter, Director 604-921-2325		100,000 Shares 100,000 Warrants	\$ 5,000	NI 45-106 s. 2.3(2)	2011-12-30
Avian Trust 1489 Marine Dr. #728 West Vancouver, BC V7T 1B8 Susan Wong, Director 604-921-2325		100,000 Shares 100,000 Warrants	\$5,000	NI 45-106 s. 2.3(2)	2011-12-30

## 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)	
Mackie Capital Research Corporation 199 Bay Street Suite 4500 Commerce West Toronto ON M5L1G2 Susan Beaudet	R	<b>\$ 8,100</b>	162,000 warrants	NA	NI 45-106 s. 2.3(2)  2011-12-30	<b>\$ 8,100</b>
0846811 B.C. Ltd 603 Chapman Ave Coquitlam BC V3J 4A2 Fab Carella		<b>\$ 1,200</b>	24,000 Warrants	NA	NI 45-106 s. 2.3(2)  2011-12-30	<b>\$ 1,200</b>
Sarah Hasek 515 – 428 W 8th Ave. Vancouver BC V5Y 1N9		<b>NA</b>	18,000 Warrants	NA	NI 45-106 s. 2.3(2)  2011-12-30	<b>\$0.00</b>

## **Certificate**

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

Date: January 6<sup>th</sup>, 2011

DAWSON GOLD CORP.

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PAUL D. GRAY PRESIDENT paul@dawsongold.com

CS **"Paul D. Gray"**

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