

**Form 45-106F1**  
**Report of Exempt Distribution**

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution.

**Issuer information**

**Item 1:**

*Rainmaker Mining Corp. (the "Issuer")*  
300 – 576 Seymour Street  
Vancouver, BC V6B 3K1  
604-688-6775

**Item 2:**

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

**Item 3:**

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

**Details of distribution**

**Item 4:**

See Schedule I attached to this report.

**Item 5:**

The distribution date is April 6, 2010.

**Item 6:**

The Issuer completed a private placement consisting of a total of 1,515,152 Common Shares (the "Shares") at a price of \$0.165 per Share for gross proceeds of \$250,000.08. The Issuer relied upon exemptions under section 2.3 of NI 45-106.

**Item 7:**

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	6	\$0.165	\$250,000.08
<b>Total number of Purchasers</b>	6		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			\$250,000.08

**Note 1:** If securities are issued at different prices list the highest and lowest price the securities were sold for.

**Commissions and finder's fees****Item 8:**

Full name and address of the person being compensated	Compensation paid or to be paid (cash and/or securities)				Total dollar value of compensation (Canadian \$)
	Cash (Canadian \$)	Securities			
		Number and type of securities issued	Price per security	Exemption relied on and date of distribution	
N/A					

**Item 9:**

If a distribution is made in Ontario, please include the attached "Authorization of Indirect Collection of Personal Information for Distributions in Ontario". The "Authorization of Indirect Collection of Personal Information for Distributions in Ontario" is only required to be filed with the Ontario Securities Commission.

**Certificate**

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

Dated as at April 7, 2010

Rainmaker Mining Corp.  
Name of issuer (please print)

Harvey Smith, President, CEO and Director 604-688-6775  
Print name, title and telephone number of person signing

"Harvey Smith"  
Signature

**Item 10:**

**IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.**

**Notice - Collection and use of personal information**

The personal information required under this form is collected on behalf of and used by the securities regulatory authorities or, where applicable, the regulators under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or, where applicable, the regulator in the jurisdiction(s) where the form is filed, at the address(es) listed at the end of this report.

**Authorization of Indirect Collection of Personal Information for Distributions in Ontario**

The attached Schedule I contains personal information of purchasers and details of the distribution(s). The issuer hereby confirms that each purchaser listed in Schedule I of this report

- (a) has been notified by the issuer
  - (i) of the delivery to the Ontario Securities Commission of the information pertaining to the person as set out in Schedule I,
  - (ii) that this information is being collected indirectly by the Ontario Securities Commission under the authority granted to it in securities legislation,
  - (iii) that this information is being collected for the purposes of the administration and enforcement of the securities legislation of Ontario, and
  - (iv) of the title, business address and business telephone number of the public official in Ontario, as set out in this report, who can answer questions about the Ontario Securities Commission's indirect collection of the information, and
- (b) has authorized the indirect collection of the information by the Ontario Securities Commission.

## Securities Regulatory Authorities and Regulators

### **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 in British Columbia and  
Alberta 1-800-373-6393  
Facsimile: (604) 899-6506

### **Alberta Securities Commission**

4th Floor, 300 – 5th Avenue SW  
Calgary, Alberta T2P 3C4  
Telephone: (403) 297-6454  
Facsimile: (403) 297-6156

### **Saskatchewan Financial Services Commission**

6th Floor, 1919 Saskatchewan Drive  
Regina, Saskatchewan S4P 3V7  
Telephone: (306) 787-5879  
Facsimile: (306) 787-5899

### **The Manitoba Securities Commission**

1130 – 405 Broadway Avenue  
Winnipeg, Manitoba R3C 3L6  
Telephone: (204) 945-2548  
Facsimile: (204) 945-0330

### **Ontario Securities Commission**

Suite 1903, Box 5520 Queen Street West  
Toronto, Ontario M5H 3S8  
Telephone: (416) 593-3682  
Facsimile: (416) 593-8252  
Public official contact regarding indirect  
collection of information:  
Administrative Assistant to the Director of  
Corporate Finance  
Telephone (416) 593-8086

### **Autorité des marchés financiers**

800, Square Victoria, 22e étage  
C.P. 246, Tour de la Bourse  
Montréal, Québec H4Z 1G3  
Telephone: (514) 395-0337  
Or 1 877 525-0337  
Facsimile: (514) 864-6381

### **New Brunswick Securities Commission**

133 Prince William Street, Suite 606  
Saint John, New Brunswick E2L 2B5  
Telephone: (506) 658-3060  
Facsimile: (506) 658-3059

### **Nova Scotia Securities Commission**

2nd Floor, Joseph Howe Building  
1690 Hollis Street  
Halifax, Nova Scotia B3J 3J9  
Telephone: (902) 424-7768  
Facsimile: (902) 424-4625

### **Prince Edward Island Securities Office**

95 Rochford Street, P.O. Box 2000  
Charlottetown, Prince Edward Island C1A 7N8  
Telephone: (902) 368-4569  
Facsimile: (902) 368-5283

### **Securities Commission of Newfoundland and Labrador**

P.O. Box 8700 2nd Floor, West Block  
Confederation Building  
St. John's, Newfoundland and  
Labrador A1B 4J6  
Telephone: (709) 729-4189  
Facsimile: (709) 729-6187

### **Government of Yukon**

Department of Community Services  
Law Centre, 3rd Floor  
2130 Second Avenue  
Whitehorse, YT Y1A 5H6  
Telephone: (867) 667-5314  
Facsimile: (867) 393-6251

### **Government of Northwest Territories**

Department of Justice  
Securities Registry  
1st Floor Stuart M. Hodgson Building  
5009 – 49th Street  
Yellowknife, Northwest Territories X1A 2L9  
Telephone: (867) 920-3318  
Facsimile: (867) 873-0243

**Government of Nunavut**  
Department of Justice  
Legal Registries Division  
P.O. Box 1000 – Station 570  
1st Floor, Brown Building  
Iqaluit, Nunavut X0A 0H0  
Telephone: (867) 975-6190  
Facsimile: (867) 975-6194