

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

A. 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**

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 |
| <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

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			

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.

July 12, 2012

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

4,711,640 Units = 4,711,640 common shares and 4,711,640 warrants. Each warrant will entitle the holder to purchase one common share at a price of \$0.80 per warrant share for a period of two years from the date of issuance, expiring July 12, 2014.

- ☐ 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 jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	30	\$0.67 per Unit	\$690,848.39
Alberta	1	\$0.67 per Unit	\$3,350.00
Ontario	15	\$0.67 per Unit	\$1,410,350.00
Offshore	5	\$0.67 per Unit	\$1,052,250.41
Total number of Purchasers	51		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$3,156,798.80

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)
Barbados Investments Ltd. 13 Rue de la Terrassiere 1207 Geneva, Switzerland Contact: C. Phillips Tel: 079-508-2638	N/A	895,523 units	\$600,000.41	BCI 72-503	2012-07-12
T.N.T.C. American Enterprises Limited Suite 8, Ellesmere House 29, City Mill Lane Gibraltar Contact: Ian Poornan Tel: +44(0) 7 989 100 500	N/A	300,000 units	\$201,000	BCI 72-503	2012-07-12
Natasa Mining Ltd. c/o Appleby Trust 75 Fort St. Georgetown, Cayman Islands KY1-1108 Contact: John MaGuire Tel: 61-2-9233-8011	N/A	225,000 units	\$150,750	NI 45-106 S. 2.3(1)	2012-07-12
RBC Global Asset Management Inc. As Manager and Trustee For RBC Global Precious Metals Fund 155 Wellington St. West RBC Centre, Suite 2300 Toronto, Ontario, M5V 3K7 Contact: Martina Wong Tel: 416-974-0616	N/A	900,000 units	\$603,000	NI 45-106 S. 2.3(1)	2012-07-12

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)
BMO Precious Metals Fund 4200-77 King Street West Toronto, Ontario, M5K 2A1 Contact: Mark Serdan Tel: 416-359-5004	N/A	600,000 units	\$402,000	NI 45-106 S. 2.3(1)	2012-07-12

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)	
Stonecap Securities Inc. 181 Bay Street, Suite 900 Toronto, ON M5J 2T3	R	\$48,127.35	65,880 Agent Warrants ^①	\$0.67	NI 45-106 (S.2.3) 2012-07-12	\$48,127.35
Salman Partners Inc. 1095 West Pender Street, Suite 1700 Vancouver, BC V6E 2M6	R	\$17,595.06	16,470 Agent Warrants ^①	\$0.67	NI 45-106 (S.2.3) 2012-07-12	\$17,595.06
Union Securities Ltd. 700 W. Georgia St. Suite 900 Vancouver, BC V7Y 1H4	R	\$29,325.10	27,450 Agent Warrants ^①	\$0.67	NI 45-106 (S.2.3) 2012-07-12	\$29,325.10
Canaccord Genuity Corp. 609 Granville St. Suite 2200 Vancouver, BC V7Y 1H2	R	\$22,252.88	28,469 Agent Warrants ^①	\$0.67	NI 45-106 (S.2.3) 2012-07-12	\$22,252.88

- ① Each Agent 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 \$0.67, expiring July 12, 2014.

Certificate

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

Date: July ____ 16 ____, 2012

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

(Signed) "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