

## 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

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

##### Item 2: Reporting issuer status

The Issuer is a reporting issuer in the Provinces of British Columbia, Alberta and Ontario.

##### Item 3: Issuer’s industry

- |   |   |
|---|---|
| <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)                   |

##### Item 4: Insiders and promoters of non-reporting issuers

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

The distribution date was September 19, 2012.

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

The Issuer completed a private placement consisting of a total of 2,545,455 Units (the “Units”) at a price of \$0.15 per Unit for gross proceeds of \$280,000. Each Unit will consist of one common share and one common share purchase warrant exercisable at a price of \$0.15 per share for a period of two years from the distribution date. All securities were issued pursuant to exemptions under sections 2.3 and 2.5 of NI 45-106.

**Item 7: Geographical information about purchasers**

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 \$)
BC	3	0.11	145,000.00
Saskatchewan	3	0.11	135,000.00
<b>Total number of Purchasers</b>	6		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			280,000.00

**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)
N/A					

**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)	
N/A						

## **Certificate**

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

Dated as at September 21, 2012

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: Contact information**

Harvey Smith  
CEO & Director  
604-688-6775

## **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