

FORM 45-106F1

Securities Act

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

1. State the full name of the issuer of the security distributed and the address and telephone number of its head office. If the issuer of the security distributed is an investment fund, state the name of the fund as the issuer, and provide the full name of the manager of the investment fund and the address and telephone number of the head office of the manager. Include the former name of the issuer if its name has changed since last report.

TESLIN RIVER RESOURCES CORP.

Suite 1430, 800 West Pender Street
Vancouver, B.C. V6C 2V6
Telephone: 604.681.5755

2. State whether the Issuer is or is not a reporting issuer and, if reporting, the jurisdictions in which it is reporting.

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

3. Indicate the industry of the Issuer by checking the appropriate box next to one of the industries listed below.

- | | |
|---|---|
| ☐ Bio-tech | ☒ Mining |
| ☐ Financial Services | ☒ exploration/development |
| ☐ investment companies and funds | ☐ production |
| ☐ mortgage investment companies | ☐ Oil and gas |
| ☐ Forestry | ☐ Real estate |
| ☐ Hi-tech | ☐ Utilities |
| ☐ Industrial | ☐ Other (describe) |

Details of distribution

4. Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report.
5. State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

July 20, 2011

6. For each security distributed:
- (a) Describe the type of security, and

- (b) 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.
- (c) State the exemption relied upon.

6,530,000 units at a price of \$0.10 per unit pursuant to a non brokered private placement. Each unit is comprised of one common share and one half of one share purchase warrant. Each whole warrant is exercisable for a period of 24 months at a price of \$0.15 per share subject to certain accelerated exercise provisions. The Issuer relies upon the exemptions in Section 2.3 of National Instrument 45-106.

7. Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Provide a total dollar value of all securities distributed in all jurisdictions. Do not include in this table, securities issued as payment for commission or finder's fees disclosed under item 8, below.

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
B.C.	2	\$0.10 per unit	\$632,000
Alberta	2	\$0.10 per Unit	\$15,000.00
United Kingdom	1	\$0.10 per unit	\$6,000
	5		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$653,000.00

Commissions and finder's fees

8. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes discounts, commissions or other fees or payments of a similar nature. Do not include payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

If securities are being issued as compensation are or include convertible securities, such as warrants or options, please add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	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	Exemption relied on and date of distribution	

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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 (or vendor), I certify that the statements made in this report and in each schedule to this report are true.

Date: July 20, 2011.

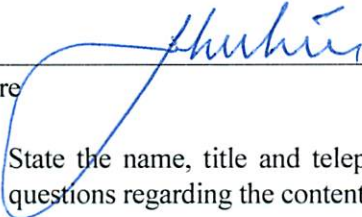
TESLIN RIVER RESOURCES CORP.

Name of Issuer or Vendor

John Icke, Director (604) 681.5755

Name, Title and Telephone number

Signature



10. 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.

Shauna L Hartman, legal counsel of the Issuer, 604-683.7361

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN 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.