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:	**Granite Creek Gold Ltd. (the "Issuer")**
	Issuer's Website Address:	**www.granitecreekgold.com**
	Address of head office:	**512 – 675 West Hastings Street** **Vancouver, B.C., V6B 1N2**
	Telephone number:	**604-569-2430**
	Email address:	**info@granitecreekgold.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 and Alberta.

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.

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

Item 4: Insiders and promoters of non-reporting issuers – N/A

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 $)

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.

April 29, 2014

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

  Units - common shares and common share purchase warrants

- 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

  5,000,000 Units at $0.05 per Unit. Each Unit consists of one common share and one-half of an eighteen month, transferable common share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Issuer at an exercise price of $0.07 until October 24, 2015.

- 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	8	$0.05	$155,000
Ontario	1	$0.05	$80,000
Mali	1	$0.05	$15,000
Total number of Purchasers	10		
Total dollar value of distribution in all jurisdictions (Canadian $)			$250,000

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)
FBD Holdings Ltd. 1601-2075 Comox Street Vancouver, BC, V6G 1S2 Sydney Wilson 604-224-5878		500,000 Units	$25,000	NI 45-106 S. 2.3	2014-04-29
0860208 BC Ltd. 23321 Gilley Road Richmond, BC, V6V 1E6 Robert Dyck 778-384-0401		40,000 Units	$2,000	NI 45-106 S. 2.5 (1) (e)	2014-04-29
Swiftcurrent Ventures Ltd. 905-2324 West 1st Ave. Vancouver, BC, V6K 1G3 Willis Osborne 604-738-9663	I	1,000,000 Units	$50,000	NI 45-106 S. 2.5 (1) (a)	2014-04-29
WWO Ventures Ltd. 905-2324 West 1st Ave. Vancouver, BC, V6K 1G3 Willis Osborne 604-738-9663	I	400,000 Units	$20,000	NI 45-106 S. 2.5 (1) (a)	2014-04-29
Frontier Consulting Ltd. 1411 – 1 King Street West Toronto, ON, M5H 1A1 Ari Toderovitz 647-999-9734		1,600,000 Units	$80,000	NI 45-106 S. 2.3	2014-04-29

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)	
Euro Pacific Canada 2820– 30 King St. W Toronto, ON, M5X 1A9	R	$3,840	76,800 Agent Warrants	① See below	NI 45-106 S. 2.3 2014-04-29	$3,840

① Each Agent Warrant entitles the holder to purchase one common share of the Issuer at an exercise price of $0.07 until October 24, 2015.

Certificate

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

Date: May 6 , 2014

GRANITE CREEK GOLD LTD.
Name of issuer (please print)

Timothy Johnson, President & CEO, 604-569-2430
Print name, title and telephone number of person signing

"Timothy Johnson" Signed
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