

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

Angel Gold Corp.

#408 – 837 West Hastings Street
Vancouver, BC, Canada V6C 3N6
Phone: 604 684-6264
Fax: 604 684-6242

Item 2: Reporting issuer status

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

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box below.

- | | |
|---|---|
| <input type="checkbox"/> Bio-tech | <input checked="" 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 \$)
Not applicable			

Details of distribution

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.

March 31, 2014

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;
- 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
- 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.

15,967,998 units at \$0.06, each unit comprised of one common share and one-half share purchase warrant entitling the holder to acquire an additional common share at a price of \$0.10 per share for a period of two years from the date of closing.

24,000 finder's fee units at \$0.06, each unit comprised of one common share and one-half share purchase warrant entitling the holder to acquire an additional common share at a price of \$0.10 per share for a period of two years from the date of closing.

The Issuer relies upon the exemptions in Section 2.3 of NI 45-106, Section 2.5 of NI 45-106, BCI 72-503 and Section 2.3 of MI 45-106.

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 Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Columbia	3	\$0.06	\$40,080.00
USA	5	\$0.06	\$365,999.94
West Indies	3	\$0.06	\$234,000.00
British Columbia	20	\$0.06	\$297,999.96
Alberta	1	\$0.06	\$20,000.00
Total number of Purchasers	32		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$958,079.90

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

Instructions

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.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus and Registration Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

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)
Nanita Holdings Ltd. (Mike Moustakis, President) 5700 Wagtail Avenue Richmond, BC	NA	200,000	\$12,000.00	Section 2.3 of NI 45- 106	March 31, 2014
987148 Alberta Inc. (John Leishman, President) 1099 Poplar Street S. Nelson, BC	NA	500,000	\$30,000.00	Section 2.3 of NI 45- 106	March 31, 2014
Mud Cattle Company (Coalton Schaefer, President) Ashcroft 1 st Avenue Belleville St. Michael, BB11114 Barbados, West Indies	NA	1,300,000	\$78,000.00	BCI 72-503	March 31, 2014
Contact Financial Corporation (Kirk Gamley, Director) 1450 – 701 W. Georgia Street	NA	260,000	\$15,600.00	Section 2.3 of NI 45- 106	March 31, 2014
GRF Consulting Corp. (Gary Freeman, President) 480 – 789 West Pender Street Vancouver, BC	NA	700,000	\$42,000.00	Section 2.3 of NI 45- 106	March 31, 2014
Gregorian Investment Partners (Greg McCoach, Partner) 19627 E. Fair Drive Centennial, Co 80016-3864 USA	NA	1,330,000	\$79,800.00	Section 2.3 of NI 45- 106	March 31, 2014
Saint Thomas Capital Partners (Tom Wharton, Partner) 10633 Martha Street Omaha, NE 68124-1845 USA	I	2,270,000	\$136,200.00	Section 2.5 of NI 45- 106	March 31, 2014

Dominion Goldfields Corporation (Chris Theodoropoulos, President) 3238 Marine Drive West Vancouver, BC V7V 1M7	NA	600,000	\$36,000.00	Section 2.3 of NI 45-106	March 31, 2014
TOTAL		7,160,000	\$429,600.00		

Commissions and finder's fees

Item 9: Commissions and finder's fees

Instructions

A. 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 commissions, discounts or other fees or payments of a similar nature. Do not include information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, 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	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)				Total dollar value of compensation (Canadian \$)
		Cash (Canadian \$)	Securities			
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Canaccord Genuity Corp. 2200 – 609 Granville Street Vancouver, BC	NA	\$1,800	N/A	N/A	N/A	\$1,800
Haywood Securities Inc. 200 Burrard Street Vancouver, BC	NA	\$2,700	24,000 Units	*See below	Section 2.3 of MI 45-106 2013-02-19	\$4,140

Leede Financial Markets Inc. 1140 West Pender Street Suite 1800 Vancouver, BC V6E 4G1	NA	\$720	NA	NA	NA	\$720
TOTAL		\$5,220.00	24,000 Units			\$6,660.00

*finder's units at \$0.06: each unit comprised of one common share and one-half share purchase warrant entitling the holder to acquire an additional common share at a price of \$0.10 per share for a period of two years from the date of closing

Certificate

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

Date: April 2, 2014.

Angel Gold Corp.

Name of Issuer (please print)

Marion McGrath, Corporate Secretary, 604-684-6264

Print name, title and telephone number of person signing
"Marion McGrath"

Signature

Instruction

The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual 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.

Nadia Traversa, Corporate Administrator, 604-684-6264 (ext. 4).

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

Guidance for completing and filing Form 45-106F6

1. ***Required form in British Columbia*** - *In British Columbia, file this report and the applicable fee using BCSC e-services in accordance with British Columbia Instrument 13-502 Electronic filing of reports of exempt distribution. If the distribution occurs in British Columbia and one or more other jurisdictions, the issuer is required to file this report in British Columbia and file Form 45-106F1 in the other applicable jurisdictions.*
2. ***What is a distribution?*** - *In British Columbia, “distribution” includes distributions made from British Columbia to purchasers resident in other Canadian or foreign jurisdictions if the issuer has a significant connection to British Columbia. If the issuer has a significant connection to British Columbia, complete the tables in item 8 and Schedules I and II for all purchasers.*

In British Columbia, “distribution” also includes distributions made from another Canadian or foreign jurisdiction to purchasers resident in British Columbia. If the issuer is from another Canadian or foreign jurisdiction, complete the tables in item 8 and Schedules I and II only for purchasers resident in British Columbia.

3. ***What is a purchaser?*** - *References to a purchaser in this report are to the beneficial owner of the securities.*
4. ***What is an individual?*** - *An individual is a natural person. A corporation, partnership, party, trust, fund, association, and any other organized group of persons is not an individual.*
5. ***Space in tables*** - *If the space provided in any table in this Form is insufficient, please adjust the table to include additional space.*
6. ***Multiple distributions*** - *One report may be used for multiple distributions occurring within 10 days of each other if the report is filed on or before the 10th day following the first of such distributions.*
7. ***Fees*** - *In order to determine the applicable fee, consult Fee Checklist British Columbia Form 11-901F (item # 16).*