

**Amended 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 information**

**Item 1: Issuer name and contact information**

A. State the following:

- the full name of the issuer of the security distributed. Include the former name of the issuer if its name has changed since this report was last filed;
- the issuer's website address; and
- the address, telephone number and email address of the issuer's head office.

**Rainmaker Mining Corp.**

217-179 Davie Street

Vancouver, BC

V6Z 2Y1

Telephone: (604) 669-3233

Email: [rdpatmore@shaw.ca](mailto:rdpatmore@shaw.ca)

Website address: [www.rainmakerminingcorp.com](http://www.rainmakerminingcorp.com)

B. If an underwriter is completing this report, state the following:

the full name of the underwriter;

the underwriter's website address; and

the address, telephone number and email address of the underwriter's head office.

Not applicable.

**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.

This Issuer is a Reporting Issuer in the jurisdictions of 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.

Not applicable.

### Item 3: Issuer's industry

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

- |   |   |
|---|---|
| <input type="checkbox"/> Bio-tech                       | Mining  |
| 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 \$) |
| 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.
- 7,598,332 Units (“Units”), each Unit being comprised of one common share in the capital of the Company and one half share purchase warrant of the Company with each such share purchase warrant entitling the holder to purchase one additional common share of the Company on or before March 31, 2016 at a price of \$0.20 for a period of 24 months after the closing date. Exemption NI 45-106, Section #2.3 and #2.5.

**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 \$) <sup>1</sup> | Total dollar value raised from purchasers in the jurisdiction (Canadian \$) |
|--|----------------------|---|---|
| British Columbia   | 14                   | \$0.15  | \$250,249.95  |
| Alberta  | 16                   | \$0.15  | \$537,999.75  |
| Ontario  | 2                    | \$0.15  | \$201,000.00  |
| Marshall Islands   | 1                    | \$0.15  | \$50,000.10   |
| Singapore  | 1                    | \$0.15  | \$100,500.00  |

| Each Canadian and foreign jurisdiction where purchasers reside        | Number of purchasers | Price per security (Canadian \$) <sup>1</sup> | Total dollar value raised from purchasers in the jurisdiction (Canadian \$) |
|---|----------------------|---|---|
| Total number of Purchasers  | 34                   |   |   |
| Total dollar value of distribution in all jurisdictions (Canadian \$) |                      |   | \$1,139,749.80  |

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

### 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) |
| <b>CAB Contract Consulting and Investments Inc.</b><br>44 Woodfield Dr. SW<br>Calgary, AB<br>T2W 3T4<br>Contact: Charles Biers<br>Phone: 403-251-6274 |   | 50,000 Units                            | \$7,500.00                         | NI 45-106,<br>s. 2.3<br>2014-03-31 | 2014-03-31                        |

| <b>Information about non-individual purchasers</b>  |   |   |                                    |                                 |                                   |
|---|---|---|------------------------------------|---------------------------------|-----------------------------------|
| 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) |
|   |   |   |                                    |                                 |                                   |
| <b>Donnybrook Capital Corp.</b><br>809-66 N. Cordova Street<br>Vancouver, BC<br>V6B 0L2<br>Contact: Michael Blady<br>Phone: 604-720-3474  |   | 100,000 Units                           | \$15,000.00                        | NI 45-106, s. 2.3<br>2014-03-31 | 2014-03-31                        |
| <b>Belmont Capital Corp.</b><br>750 W. Pender St., #303<br>Vancouver, BC<br>V6C 2T7<br>Contact: Jerome Rak<br>Phone: 604-681-3958   |   | 333,334 Units                           | \$50,000.10                        | NI 45-106, s. 2.3<br>2014-03-31 | 2014-03-31                        |
| <b>Soulmate Invest Ltd.</b><br>Trust Company Complex<br>Ajetlake Road<br>Ajetlake Island, Majuro<br>MH96960 Marshall Islands<br>Contact: Wayne Weaver<br>Phone: +41-76-380-5466 |   | 333,334 Units                           | \$50,000.10                        | NI 45-106, s. 2.3<br>2014-03-31 | 2014-03-31                        |
| <b>Zimtu Capital Corp.</b><br>1450-789 West Pender Street<br>Vancouver, BC<br>V6C 1H2<br>Contact: Ryan Fletcher<br>Phone: 604-681-1868  |   | 300,000 Units                           | \$45,000.00                        | NI 45-106, s. 2.3<br>2014-03-31 | 2014-03-31                        |

| 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) |
| <b>Canadian Financial Press Inc.</b><br>150-666 Burrard Street<br>Vancouver, BC<br>V6C 2X8<br>Contact: Kyle Johnston<br>Phone: 1-800-853-3259 |   | 173,333 Units                           | \$25,999.95                        | NI 45-106,<br>s. 2.3<br>2014-03-31 | 2014-03-31                        |
| <b>Canary Capital Corp.</b><br>150-666 Burrard Street<br>Vancouver, BC<br>V6C 2X8<br>Contact: Mark Chadwick<br>Phone: 1-800-853-3259          |   | 126,666 Units                           | \$18,999.90                        | NI 45-106,<br>s. 2.3<br>2014-03-31 | 2014-03-31                        |
|   |   | <b>1,416,667 Units</b>                  | <b>\$212,500.05</b>                |                                    |                                   |

## 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) |                                      |                                  |   |  |
|---|--|--|--------------------------------------|----------------------------------|---|--|
|   |  | 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) |  |

| 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<br>(Canadian \$)  | Number and type of securities issued                               | Price per security<br>(Canadian \$) | Exemption relied on and date of distribution<br>(yyyy-mm-dd) | Total dollar value of compensation<br>(Canadian \$) |
| <b>Calico Management Corp.</b><br>1993 Larkhall Crescent,<br>North Vancouver, BC<br>V7H 2Z4  |  | \$22,860<br>(8% of \$285,750 sold of the total gross Offering payable in cash) | N/A  | N/A                                 | NI 45-106, s. 2.3<br>2014-03-31                              | \$22,860.00   |
| <b>Raymond James</b><br>2100-925 West Georgia Street<br>Vancouver, BC<br>V6C 2L2             | R  | \$3,600<br>(8% of \$45,000 sold of the total gross Offering payable in cash)   | N/A  | N/A                                 | NI 45-106, s. 2.3<br>2014-03-31                              | \$3,600.00  |
| <b>Raymond James</b><br>2100-925 West Georgia Street<br>Vancouver, BC<br>V6C 2L2             | R  | N/A  | 24,000 Finder's Warrants <sup>(1)</sup> (8% of 300,000 Units sold) | Nominal                             | NI 45-106, s. 2.3<br>2014-03-31                              | N/A   |
|  |  |  |  |                                     |  |   |
| <b>Dundee Securities Ltd.</b><br>Suite 3424-1055 Dunsmuir Street<br>Vancouver, BC<br>V7X 1K8 | R  | \$8,040<br>(8% of \$100,500 sold of the total gross Offering payable in cash)  | N/A  | N/A                                 | NI 45-106, s. 2.3<br>2014-03-31                              | \$8,040.00  |
| <b>Dundee Securities Ltd.</b><br>Suite 3424-1055 Dunsmuir Street<br>Vancouver, BC<br>V7X 1K8 | R  | N/A  | 53,600 Finder's Warrants <sup>(1)</sup> (8% of 670,000 Units sold) | Nominal                             | NI 45-106, s. 2.3<br>2014-03-31                              | N/A   |

| 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<br>(Canadian \$)  | Number and type<br>of securities<br>issued | Price per<br>security<br>(Canadian \$) | Securities<br>Exemption<br>relied on and<br>date of<br>distribution<br>(yyyy-mm-dd) | Total dollar<br>value of<br>compensation<br>(Canadian \$) |
| <b>Vadim Degen</b><br>125A<br>1030 Denman<br>Street, Apt. 128<br>Vancouver, BC<br>V6G 2M6 |  | \$17,600.02<br>(8% of<br>\$220,000.02<br>sold of the<br>total gross<br>Offering<br>payable in<br>cash) | N/A  | N/A                                    | NI 45-106, s.<br>2.3<br>2014-03-31  | \$17,600.02   |

<sup>(1)</sup> Each Finder's Warrant is exercisable to purchase one additional common share of the Company, for a price of \$0.20 for 24 months after closing.



## **Certificate**

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

Date: April 17, 2014

Rainmaker Mining Corp.

Name of issuer (please print)

Bev Funston, Director, Phone: (604) 921-1810

Print name, title and telephone number of person signing

"Bev Funston"

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.

**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