

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/underwriter information

Item 1: Issuer/underwriter 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.

Diamcor Mining Inc. www.diamcormining.com of 630 – 1620 Dickson Avenue, Kelowna, British Columbia, V1Y 9Y2, (250) 862-3212 dtaylor@diamcormininig.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.

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 \$)

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 11, 2014 and March 21, 2014

Item 6: Number and type of securities

For each security distributed:

- (a) *(1) Units being issued at \$1.40 per Unit. Each Unit is comprised of one Common Share (“Share”) and one-half warrant with each whole warrant (“Warrant”) entitling the holder thereof to purchase an additional Share at an exercise price of \$1.80 per Share until March 11, 2017 as to 1,073,929 Warrants and March 21, 2017 as to 169,350 Warrants; and (2) Broker Warrants, with each Warrant entitling the holder thereof to purchase a Share at an exercise price of \$1.80 per Share until March 11, 2017.*
- (b) state the total number of securities distributed – *2,486,558 Shares, 1,243,279 Warrants and 114,471 Broker Warrants*

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 \$)
USA	6	\$1.40	\$915,180
Cayman Islands	2	\$1.40	\$1,246,498.40
BC	6	\$1.40	\$77,000
ON	1	\$1.40	\$17,502.80
QC	1	\$1.40	\$1,001,000
MB	1	\$1.40	\$140,000.00
AB	1	\$1.40	\$84,000
Total number of Purchasers	18		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$3,481,181.20

Item 8: Information about purchasers

Instructions

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.

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)
Berylson Master Fund LP Walker House, 87 Mary Street George Town, Grand Cayman KY1-9005 Cayman Islands Nicolas Nesta 617-443-4440		790,356 Units	\$1,106,498.40	BCI 72-503	2014-03-11

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)
Caisson Breakwater Fund Ltd. c/o Turner & Rowstone Management Ltd. Strathvelk House, PO Box 2636 Grand Cayman, KY1-1102 Cayman Islands Jeffrey Roney 617-482-2931		100,000 Units	\$140,000	BCI 72-503	2014-03-11
Caisson Breakwater Global Opportunity Fund LP 1521 James River Road Scottsville, VA 24590 Jeffrey Roney 617-482-2931		195,000 Units	\$273,000	NI 45-106 s. 2.3 (1)	2014-03-11
Insight Limited Partnership II 350, 318 11 th Avenue SE Calgary, AB R2G 0Y2 Harvey A. Brovald 403-536-1639		60,000 Units	\$84,000	NI 45-106 s. 2.3 (1)	2014-03-11
BMO Harris Investment Management Inc. 1250 Rene-Levesque W., Suite 4600 Montreal, QC H3B 4W8 Wakeham Pilot 514-286-7308		715,000 Units	\$1,001,000	NI 45-106 s. 2.3 (1)	2014-03-11
NM Management Ltd. 315 Pacific Avenue Winnipeg, MB R3A 0M2 Mark Hofer 204-947-7150		100,000 Units	\$140,000	NI 45-106 s. 2.3 (1)	2014-03-21
S. Gentile 2007 Long Term Trust - UA/06/14/07 179 Washington Avenue Chatham, NJ 07928 Salvatore Gentile 917-301-6058		99,470 Units	\$139,258	NI 45-106 s. 2.3 (1)	2014-03-21

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)	
Euro Pacific Canada Inc. 130 King Street West, Suite 2820, Box 20 Toronto, ON M5X 1A9	R	\$48,078.02	34,341 Warrants	(1)	NI 45-106 s. 2.3 (1) 2014-03-11	\$48,078.02
Roth Capital Partners LLC 888 San Clemente Drive Newport Beach, CA 92660		\$112,182.05	80,130 Warrants	(1)	NI 45-106 s. 2.3 (1) 2014-03-11	\$112,182.05

(1) the Warrants are exercisable to purchase common shares of the Issuer at an exercise price of \$1.80 per share until March 11, 2017.

Certificate

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

Date March 26 2014.

Diamcor Mining Inc.

Name of issuer (please print)

Dean H. Taylor, President & Chief Executive Officer (250) 862-3212

Print name, title and telephone number of person signing

"Dean H. Taylor"

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
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