

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

Taipan Resources Inc.

Name of Issuer

#2630 - 1075 West Georgia Street, Vancouver, British Columbia, V6E 3C9

Address

604-336-3193

Telephone Number

www.taipanresources.com

Email Address

Item 2: Reporting issuer status

The Issuer is a reporting issuer in each of British Columbia and Alberta and its common shares are listed on the TSX Venture Exchange.

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

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

The securities were distributed on April 4, 2014 and April 8, 2014.

Item 6: Number and type of securities

For each security distributed:

(a) **Describe the type of security:**

Units

(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:**

The Issuer distributed 18,003,256 units (the “Units”) at a price of \$0.36 per Unit for gross proceeds of \$6,481,172.16. Each Unit is comprised of one common share and one common share purchase warrant (a “Warrant”), each Warrant entitling the holder thereof to acquire an additional common share (a “Warrant Share”) at any time from the date of issue of the Warrants until the date which is 48 months after the closing date of the private placement at an exercise price equal to \$0.50 per Warrant Share.

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 \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	13	\$0.36	\$663,051.96
Alberta	4	\$0.36	\$196,200
Ontario	10	\$0.36	\$401,760
Arkansas	1	\$0.36	\$10,800
Texas	3	\$0.36	\$549,960.12
Florida	1	\$0.36	\$18,000
Massachusetts	1	\$0.36	\$36,000
California	1	\$0.36	\$18,000
Switzerland	2	\$0.36	\$1,359,999.72
Guernsey	1	\$0.36	\$36,000
Panama	3	\$0.36	\$2,772,000
United Kingdom	5	\$0.36	\$259,400.16
Dubai	1	\$0.36	\$28,000.08
British Virgin Islands	1	\$0.36	\$54,000
Monaco	1	\$0.36	\$72,000
Singapore	1	\$0.36	\$6,000.12
Total number of Purchasers	49		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$6,481,172.16

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)
Transcend Resource Group Suite 303-750 West Pender Street Vancouver, BC, V6C 2T7 Attn: Etienne Moshevich 604-681-0084	N/A	277,777 Units	\$99,999.72	2.3 of NI 45-106	2014-04-04
Verdmont Capital, S.A. Ave Aquilino De La Guardia #18 Panama City, Panama Attn: Taylor Houser 507-301-9000	N/A	2,000,000 Units	\$720,000	BCI 72-503	2014-04-04
NEOS Energy Fund 2001 Kirby Dr., Suite 1350 Houston, TX 77019 Attn: Matthew Johnson 713-850-0077	N/A	300,000 Units	\$108,000	2.3 of NI 45-106	2014-04-04
2290398 Ontario Ltd. B Block Berwick House 8-10 Knoll Rise Orpington Kent, UK BR6 OER Attn: Dr. M Kalairajah 1144-797-677-9075	N/A	25,000 Units	\$9,000	BCI 72-503	2014-04-04
VP Bank (Schweiz) AG Bahnhofstrasse 3 EVV-Desk CH-8022 Zurich, Switzerland Attn: R. Kellenberger 41-44-226-2593	N/A	1,000,000 Units	\$360,000	BCI 72-503	2014-04-04

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)
0709037 BC Ltd. 385 Inglewood Place West Vancouver, BC V7T 1X2 Attn: Minaz Devji 604-715-4650	N/A	348,700 Units	\$125,532	2.3 of NI 45-106	2014-04-04
Stockpools Capital Corp. 210 - 736 Granville Street Vancouver, BC, V6Z 1G3 Attn: Neil Currie 604-684-2444	N/A	69,445 Units	\$25,000.20	2.3 of NI 45-106	2014-04-04
Prathit Holding S.A. Calle Aquilino de la Guardia #8 Panama City, Panama Attn: Carl Stadelhoter 41-44-289-4906	N/A	5,500,000 Units	\$1,980,000	BCI 72- 503	2014-04-04
El Oro Ltd. 1 Le Truchot St Peter Port Guernsey GY1 1WD Attn: Abbie Giles 020-75-81-2782	N/A	100,000 Units	\$36,000	BCI 72- 503	2014-04-04
Ramat Properties (2005) Ltd. 91 Binscarth Cres Thornhill, ON, L4J 4S7 Attn: Kenneth Sanders 416-605-4471	N/A	80,000 Units	\$28,800	2.3 of NI 45-106	2014-04-04
Scharfe Holdings Inc. 700 -510 West Hastings Street Vancouver BC, V6B 1L8 Attn: Brad Scharfe 778-386-1313	N/A	84,000 Units	\$30,240	2.3 of NI 45-106	2014-04-04

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)
Whiteport Resources Ltd. Nemours Chambers Road Town Tortola, British Virgin Islands Attn: Hendrik C. Riemers	N/A	150,000 Units	\$54,000	BCI 72-503	2014-04-08
Humboldt Capital Corp. 1800, 633 - 6 th Avenue SW Calgary, AB, T2P 2Y5 Attn: Robert W. Lamond 403-269-9889	N/A	200,000 Units	\$72,000	2.3 of NI 45-106	2014-04-08
669581 B.C. Ltd. 385 Inglewood Place West Vancouver, BC V7T 1X2 Attn: Mike Devji 604-258-8666	N/A	138,889 Units	\$50,000.04	2.3 of NI 45-106	2014-04-08
North Atlantic SAM Le Patio Palace 41, Avenue Hector Otto MC 98000 Monaco Attn: Raffaele Ricci 377-97-97-10-60	N/A	200,000 Units	\$72,000	BCI 72-503	2014-04-08
Global Capital Advisors Inc. 70 Anson Road #11-01 Hub Synergy Point Singapore 079905 Attn: Matt Green	N/A	16,667 Units	\$6,000.12	BCI 72-503	2014-04-08
Fanaza Holdings Inc. 1220- 800 West Pender Street Vancouver, BC, V6C 2V6 Attn: Hussein Shivji	N/A	125,000 Units	\$45,000	2.3 of NI 45-106	2014-04-08
Total		10,615,478 Units	\$3,821,572.08		

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 ⁽²⁾	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Jordan Capital Markets Inc. 1920 - 1075 W. Georgia Street Vancouver, BC V6E 3C9	R	\$10,500.73	29,168 Warrants ⁽¹⁾	\$0.50	Section 2.3 of NI 45-106 2014-04-04	\$10,500.73
Canaccord Genuity Corp. 2200 – 609 Granville Street Vancouver, B.C. V7Y 1H2	R	\$12,204	33,900 Warrants ⁽¹⁾	\$0.50	Section 2.3 of NI 45-106 2014-04-04	\$12,204
Wolverton Securities Ltd. 7th Floor, 777 Dunsmuir Street Vancouver, BC V7Y 1J5	R	\$1,512	4,200 Warrants ⁽¹⁾	\$0.50	Section 2.3 of NI 45-106 2014-04-04	\$1,512
Industrial Alliance Inc. 2200 McGill College Avenue, Suite 350 Montreal, QC, H3A 3P8	N/A	N/A	2,400 Warrants ⁽¹⁾	\$0.50	Section 2.3 of NI 45-106 2014-04-04	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 (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued ⁽²⁾	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Mackie Research Capital Corporation 199 Bay Street, Suite 4601 Commerce Court West, Box 368 Toronto, ON, M5L 1G2	R	\$4,320	12,000 Warrants ⁽²⁾	\$0.50	Section 2.3 of NI 45-106 2014-04-08	\$4,320
Mackie Research Capital Corporation 199 Bay Street, Suite 4601 Commerce Court West, Box 368 Toronto, ON, M5L 1G2	R	\$4,320	12,000 Warrants ⁽²⁾	\$0.50	Section 2.3 of NI 45-106 2014-06-02	\$4,320
Scharfe Holdings Inc. 700- 510 West Hastings Street Vancouver, BC V6B 1LA	N/A	\$6,864.00	19,066 Warrants	\$0.50	Section 2.3 of NI 45-106 2014-06-02	\$6,864.00
Barnix Capital Corp. 700- 510 West Hastings Street Vancouver, BC V6B 1LA	N/A	N/A	180,000 Shares 180,000 Warrants	\$0.50	Section 2.3 of NI 45-106 2014-06-02	\$64,800
Kristina Knopp 1108-230 Oak Street Toronto, ON M5A 2E2	N/A	\$10,000.00	N/A	N/A	N/A	\$10,000.00
Minergy Group LLC PO Box 621348 Littleton, CO, 80162	N/A	N/A	55,000 Shares 55,000 Warrants	\$0.50	Section 2.3 of NI 45-106 2014-06-02	\$19,800
VSA Capital Limited 4th Floor, New Liverpool House, 15-17 Eldon Street London EC2M7LD	N/A	\$5,400	15,000 Warrants	\$0.50	Section 2.3 of NI 45-106 2014-06-02	N/A
TOTAL:		\$55,120.73	235,000 Shares 362,734 Warrants			\$139,720.73

(1) Each warrant is exercisable into one common share of the Issuer at a price of \$0.50 per share until April 4, 2018.

- (2) Each warrant is exercisable into one common share of the Issuer at a price of \$0.50 per share until April 8, 2018.

Certificate

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

Date: June 20, 2014

Taipan Resources Inc.

Name of Issuer (please print)

Joel Dumaresq, Director, Phone: (604) 336-3193

Print name, title and telephone number of person signing

"Joel Dumaresq"

Signature

Instruction

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.

Not applicable.

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