

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:

Golden Reign Resources Ltd. (the "Issuer")
Suite 501 – 595 Howe Street
Vancouver, British Columbia V6C 2T5
Tel: 604-685-4655
www.goldenreign.com
info@goldenreign.com

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

N/A

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, 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. 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

☐ securitized products issuers

☐ 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 \$)

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 22, 2016

Item 6: Number and type of securities

For each security distributed:

- describe the type of security; **Common Shares**
- 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
38,958,000 Common Shares
- 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 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 \$)
British Columbia	20	\$0.08 per Share	\$1,145,560
Manitoba	1	\$0.08 per Share	\$8,000
United States	2	\$0.08 per Share	\$44,800
Ontario	32	\$0.08 per Share	\$992,280
Offshore	5	\$0.08 per Share	\$926,000
Total number of Purchasers	60		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$3,116,640

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 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)
Rhodes Mining Ltd. Christopher Phillips, Director 9 Rue Ami Levrier 1201 Geneva Switzerland PH +41-79 508 26 38		5,250,000 Common Shares	\$420,000	BCI 72-503	2016-03-22
Marlin Gold Mining Ltd. 250 - 199 West Hastings Street Vancouver, BC V6E 3T5 Attn: Scott Kelly PH:604-646-1580	I	9,600,000 Common Shares	\$768,000	NI 45-106 S. 2.5(1)	2016-03-22
The Molnar Trust Dennis Molnar - Trustee 3970 Sunset Blvd North Vancouver, BC V7R 3X9 PH: 604-724-8038		1,100,000 Common Shares	\$88,000	NI 45-106 S. 2.5(1)	2016-03-22
Barbados Investments SA Christopher Phillips, Director 9 Rue Ami Levrier 1201 Geneva Switzerland PH +41-79 508 26 38		4,150,000 Common Shares	\$332,000	BCI 72-503	2016-03-22
Drawone Pty Ltd. Mr. Adam Newton, Director 222 Esplanade West Port Melbourne Victoria, Australia 3207 PH: 61 419 504 338		1,250,000 Common Shares	\$100,000	BCI 72-503	2016-03-22
Lindsay Mine Services Ltd Kevin Bullock, President 2711 - 99 Harbour Square Toronto, ON M5J 2H2 PH: 647-388-1842	I	100,000 Common Shares	\$8,000	NI 45-106 S. 2.5(1)	2016-03-22
Vero Capital Corporation Peter Martini, President 19 Connie Street North York, ON M6L 2H8 PH: 416-242-5737		200,000 Common Shares	\$16,000	NI 45-106 S. 2.5(1)	2016-03-22
Petco Peter Martini, Secretary 19 Connie Street North York, ON M6L 2H8 PH: 416-242-5737		100,000 Common Shares	\$8,000	NI 45-106 S. 2.5(1)	2016-03-22

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)
William A. Gannon Medicine Professional Corporation. Dr. William A. Gannon 179 Lakeshore Road Sarnia, ON N7X 1C3 PH: 519-344-8849		250,000 Common Shares	\$20,000	NI 45-106 S. 2.5(1)	2016-03-22

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)	
Donald Weinert 107-6035 Vedder Road Chilliwack, BC V2R 1E5		\$560	7,000 finder's warrants	\$0.12	NI 45-106 S. 2.3(1) 2016-03-22	\$560
Adriana Alexis Suite 203-1865 Marine Dr. West Vancouver, BC V7V 1J7		\$840	Nil	N/A	N/A	\$ 840

John Walter 8 King Street E , Suite 100 Toronto ,ON, M5C 1B5		\$1,260	15,750 finder's warrants	\$0.12	NI 45-106 S. 2.3(1) 2016-03-22	\$1,260
John Clarke 102 Bertmount Avenue Toronto, ON M4M 2X9		\$3,500	43,750 finder's warrants	\$0.12	NI 45-106 S. 2.3(1) 2016-03-22	\$3,500
Medalist Capital Ltd. 145 Adelaide St, Suite 301 Toronto, ON M5H 4E5	R	\$16,800	210,000 finder's warrants	\$0.12	NI 45-106 S. 2.3 2016-03-22	\$16,800
Haywood Securities 700 - 200 Burrard Street Vancouver, BC V6C 3L6	R	\$6,160	77,000 finder's warrants	\$0.12	NI 45-106 S. 2.3 2016-03-22	\$6,160
Leede Jones Gable Inc. 1800 – 1140 W. Pender St. Vancouver, BC V6E 4G1	R	\$5,670	70,875 finder's warrants	\$0.12	NI 45-106 S. 2.3 2016-03-22	\$5,670
PI Financial Corp 1900 - 666 Burrard Street Vancouver, BC V6C 3N1	R	\$3,640	45,500 finder's warrants	\$0.12	NI 45-106 S. 2.3 2016-03-22	\$3,640
All Group Financial Services 10 Bay Street, Suite 701 Toronto, Ontario M5J 2R8	R	\$1,120	14,000 finder's warrants	\$0.12	NI 45-106 S. 2.3 2016-03-22	\$1,120
Foster & Associates Financial Services Inc. Suite 1100 - 372 Bay St Toronto, ON M5H 2W9	R	\$18,256	228,200 finder's warrants	\$0.12	NI 45-106 S. 2.3 2016-03-22	\$18,256

NOTE: The Finder's Warrants are exercisable at a price of \$0.12 for a period of twelve months, expiring March 22, 2017.

Certificate

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

Date: March 31, 2016

Golden Reign Resources Ltd.

Name of Issuer (please print)

D. Kim Evans, President, 604-685-4655

Print name, title and telephone number of person signing

"D. Kim Evans"

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