

AMENDED
Form 45-106F6

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:

Iconic Minerals Ltd.

Suite 303, 595 Howe Street
Vancouver, B.C. V6C 2T5

Telephone: (604) 336-8614

Website: www.iconicmineralsltd.com

B. If an underwriter is completing this report, state the following: **N/A**

- 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

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.

British Columbia, Alberta and Quebec

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
- ☐ Forestry
- ☐ Hi-tech
- ☐ Industrial

- Mining**
- X 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 in 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. **N/A**

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 \$)
N/A			

Item 5. Distribution date

State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

June 2, 2016

Item 6. Number and type of securities

For each security distributed:

- (a) describe the type of security: **common shares and warrants to purchase common shares (together, a “Unit”).**
- (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:

13,525,000 common shares were issued at a price of \$0.20 per share, together with half-warrants (totalling 6,762,500), each whole warrant exercisable into one common share at \$0.30 per share from June 2, 2016 until June 1, 2018.

- (c) if the issuer is an investment fund management 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 in 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 \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	14	\$0.20	292,500
Ontario	22	\$0.20	897,000
Alberta	27	\$0.20	988,000
LA, U.S.A.	1	\$0.20	20,000
Nevada, U.S.A.	1	\$0.20	200,000
CA, U.S.A.	1	\$0.20	20,000
Switzerland	1	\$0.20	37,500
Belize	1	\$0.20	200,000
B.W.I.	1	\$0.20	50,000
Total number of Purchasers	69		
Total dollar value of distribution in all jurisdictions (Canadian \$)			2,705,000

Note 1: If securities are issued at different prices list the highest and lowest price the securities were sold for.

Item 8. Information about purchasers

Instructions

A. If the issuer is an investment fund management 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:

- (a) the following table *for each purchaser that is not an individual*, and
- (b) 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)
Neon Rainbow Holdings Ltd. 21071 – 43A Avenue Langley, B.C. V3A 8K4 Phone: (604) 787-5653 Contact: Allan Williams	N/A	50,000 Units	10,000	NI 45-106, s.2.3(2)	2016-06-02
Rith Chea Professional Corp., Suite 212, 10939 – 82 nd Avenue S.W., Calgary, Alberta T6G 0S7 Phone: (780) 432-7272	N/A	200,000 Units	40,000	NI 45-106, s.2.3(2)	2016-06-02
Pavilion Flow-Through L.P. (2014) 2 , 1616 – 25 Adelaide Street East, Toronto, Ontario M5C 3A1 Phone: (416) 429-9779 Contact: Daniel Pembleton	N/A	150,000 Units	30,000	NI 45-106, s.2.3(2) (<i>Ontario Accredited</i>)	2016-06-02
Pavilion Flow-Through LP (2014) 1 , 1616 – 25 Adelaide Street East, Toronto, Ontario M5C 3A1 Phone: (416) 429-9779 Contact: Daniel Pembleton	N/A	250,000 Units	50,000	NI 45-106, s.2.3(2)	2016-06-02
Pavilion Flow-Through LP (2013) 2 , 1616 – 25 Adelaide Street East, Toronto, Ontario M5C 3A1 Phone: (416) 429-9779 Contact: Daniel Pembleton	N/A	125,000 Units	25,000	NI 45-106, s.2.3(2)	2016-06-02

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)
Pavilion Flow-Through LP (2013) 1, 1616 – 25 Adelaide Street East, Toronto, Ontario M5C 3A1 Phone: (416) 429-9779 Contact: Daniel Pembleton	N/A	125,000 Units	25,000	NI 45-106, s.2.3(2)	2016-06-02
Pavilion Flow-Through LP (2012) 2, 1616 – 25 Adelaide Street East, Toronto, Ontario M5C 3A1 Phone: (416) 429-9779 Contact: Daniel Pembleton	N/A	125,000 Units	25,000	NI 45-106, s.2.3(2)	2016-06-02
Paloduro Investments Inc. Suite 888, 1100 Melville Street, Vancouver, B.C. V6E 4A6 Phone: (604) 318-8887 Contact: Bob Cross	N/A	187,500 Units	37,500	NI 45-106, s.2.3(2)	2016-06-02
Palisade Global Investment Ltd., New Horizon Building, Ground Floor, 3 ½ Miles Philip S.W. Goldson Highway, Belize City, Belize Phone: (301) 844-8744 Contact: Collin Kettell	N/A	1,000,000 Units	200,000	BCI 72-503	2016-06-02
Simco Services Inc. Suite 303, 595 Howe Street Vancouver, B.C. V6C 2T5 Phone: (604) 718-2800 Contact: Joe DeVries	N/A	250,000 Units	50,000	NI 45-106, s.2.5(2)	2016-06-02
G & O Energy Investments Ltd., Suite 718, 938 Howe Street, Vancouver, B.C. V6Z 1N9 Phone: (604) 718-2800 Contact: Joe DeVries	N/A	500,000 Units	100,000	NI 45-106, s.2.5(2)	2016-06-02

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)
Confederation Capital Corporation, Front Street, Grand Turk, Turks & Caicos Island, B.W.I. Phone: (604) 670-6119 Contact: R.J. Palkowski	N/A	250,000 Units	50,000	BCI 72-503	2016-06-02
NHP Asset Management AG Claridenstrasse 20, CH-8022, Zurich Switzerland Phone: +41 43 443 8095 Contact: Olaf Herr	N/A	187,500 Units	37,500	BCI 72-503	2016-06-02
Brisco Capital Partners Corp. 411 Clearwater Landing Calgary, Alberta T3Z 3T8 Phone: (403) 262-9888 Contact: Scott Koyick	N/A	240,000 Units	48,000	NI 45-106, s.2.3(2)	2016-06-02
Brant Investments Ltd. 200 Bay Street, 9 th Floor Toronto, Ontario M5J 2J5 Phone: (416) 361-0688 Contact: Lynn Miller	N/A	750,000 Units	150,000	NI 45-106, s.2.3(2)	2016-06-02
Ziaian Holdings Inc. 17 Whitelaw Court Thornhill, Ontario L3T 5E6 Phone: (416) 235-0700 Contact: Bardya Ziaian	N/A	500,000 Units	100,000	NI 45-106, s.2.3(2)	2016-06-02
954866 Alberta Inc. 71 Southamptton Drive S.W. Calgary, Alberta T2W 0T7 Phone: (403) 999-8125 Contact: Scott Harkness	N/A	50,000 Units	10,000	NI 45-106, s.2.3(2)	2016-06-02
Adamas Capital Inc. Suite 309, 197 Redpath Avenue, Toronto, Ontario M4P 2K7 Phone: (416) 569-8667 Contact: Savinos Minas	N/A	50,000 Units	10,000	NI 45-106, s.2.3(2)	2016-06-02

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)
GRS Investments Ltd. 22 Aspen Hills Way S.W. Calgary, Alberta T3H 0G5 Phone: (403) 249-8636 Contact: Jeffrey Kawamura	N/A	100,000 Units	20,000	NI 45-106, s.2.3(2)	2016-06-02

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, please 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 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 (CDN \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (CDN \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Canaccord Genuity Corp., 2200 – 609 Granville Street, Vancouver, B.C. V7Y 1H2	R	12,250	61,250 Compensation Warrant ⁽¹⁾	0.20	NI 45-106, s.2.3 2016-06-02	12,250
Echelon Wealth Partners Inc., 2500 – 130 King Street West, Toronto, Ontario M5X 2A1	R	1,000	5,000 Compensation Warrant ⁽¹⁾	0.20	NI 45-106, s.2.3 2016-06-02	1,000
Richardson GMP, Manulife Place, 10180 – 101 Street, Suite 3360 Edmonton, Alberta T5J 3S4	R	2,500	12,500 Compensation Warrant ⁽¹⁾	0.20	NI 45-106, s.2.3 2016-06-02	2,500
Accilent Capital Management Inc., 1616 – 25 Adelaide Street East, Toronto, Ontario M5C 3A1	N/A	7,750	38,750 Compensation Warrant ⁽¹⁾	0.20	NI 45-106, s.2.3 2016-06-02	7,750
CIBC Wood Gundy, 4 th Floor, 22 Front Street West, Toronto, Ontario M5J 2W5	R	38,500	192,400 Compensation Warrant ⁽¹⁾	0.20	NI 45-106, s.2.3 2016-06-02	38,500
Sean Charland, Suite 501, 133 Richmond Street West, Toronto, Ontario M5H 2L3	N/A	2,850	N/A	N/A	N/A	2,850
Thought Launch Capital & Advisory, Commerce Court North, 25 King Street West, Suite 2900, Toronto, Ontario M5L 1G3	N/A	93,300	N/A	N/A	N/A	93,300
TOTAL:		158,150				158,150

- (1) Each Compensation Warrant is exercisable on or before June 1, 2017 into Units at \$0.20 per Unit, each Unit being comprised of one common share and one non-transferable share purchase warrant, each whole warrant entitling the holder to purchase one additional common share at \$0.30 per share on or before June 1, 2018.

Certificate

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

Date: AMENDED June 17, 2016

ICONIC MINERALS LTD.

Per: SIGNED: "*Richard Barnett*"

Richard Barnett, CFO Phone: (604) 336-8614

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.

Susan Telford, Corporate and Securities Administrator, (604) 718-2800/ext 303

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