

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.

Candelaria Mining Corp.
15444 Royal Ave
White Rock, British Columbia
V4B 1N1
Telephone: 604 408-1990

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.

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.

Item 3: Issuer's industry

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

☐ Bio-tech

Financial Services

Mining

☒ 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"/> securitized products issuers | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Other (describe) |
| <input type="checkbox"/> Industrial | |
-

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.

June 6, 2016 and June 14, 2016

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.

78,099,000 common shares at a price of \$0.10 per common share and convertible debentures (the “Convertible Debentures”) in the aggregate principal amount of \$1,625,000. The principal amount of the Convertible Debentures will mature on December 6, 2017 and bear interest at a rate of 6% per annum. Pursuant to the terms of the Convertible Debentures, and subject to adjustment, the subscribers may convert all or any part of the principal amount outstanding under the Convertible Debentures into common shares of the issuer at a price of \$0.06 per common share in the first year and \$0.10 per common share for the remainder of the term.

17,333,333 units at a price of \$0.15 per unit. Each unit consists of one common share of the issuer and one-half of one non-transferable common share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share of the issuer at a price of \$0.25 per common share for a period of 18 months following closing of the offering.

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	5	\$0.10	\$121,000
Florida	3	\$0.10	\$2,080,000
Mexico	14	\$0.10 and \$0.15	\$8,209,500
Argentina	9	\$0.10	\$839,400
Switzerland	2	\$0.10	\$750,000
Germany	2	\$0.10	\$20,000
United Kingdom	1	\$0.10	\$10,000
Liechtenstein	1	\$0.10	\$5,000

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 \$)
Total number of Purchasers	37		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$12,034,900.00

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)

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)
Accent Marketing GMBH Sendlinger Str. 24 80331 Munich Germany Joerg Schweizer +4989381513319		150,000 common shares	\$15,000	Section 2.3 of National Instrument 45-106	2016-06-06
Kentrow Holding Establishment Birkenwegg, Vaduz FL-9490 Liechtenstein Marco Strub +41-79-785-4400		50,000 common shares	\$5,000	Section 2.3 of National Instrument 45-106	2016-06-06
Credipresto SA de CV SOFOM ENR Av San Jeronimo 595-401 Mexico City, 01090 Javier Reyes +5215585349323	I	\$1,625,000 Convertible Debenture	\$1,625,000	Section 2.3 of National Instrument 45-106	2016-06-06
Aptus Resources LLC 200 South Biscayne Blvd, Suite 4440 Miami, FL 33131 USA Ramon Perez 305-379-9499		6,500,000 common shares	\$650,000	Section 2.3 of National Instrument 45-106	2016-06-14
Accendo Capital Group, Inc. 200 South Biscayne Blvd, Suite 4440 Miami, FL 33131 USA Ramon Perez 305-379-9499		13,000,000 common shares	\$1,300,000	Section 2.3 of National Instrument 45-106	2016-06-14
AETUS, SAPI de C.V. Reforma 264 Piso 10, Colonia Lomas Altas, C.P. 11950 Delegacion Miguel Hidalgo Ciudad de Mexico		17,333,333 common shares 8,666,666 warrants	\$2,600,000	Section 2.3 of National Instrument 45-106	2016-06-14

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)	
Odlum Brown Limited Suite 1100 – 250 Howe Street, Vancouver, BC V6C 3S9	R	\$4,000	n/a	n/a	n/a	\$4,000
Haywood Securities Inc. 700-200 Burrard Street, Vancouver, BC V6C 3L6	R	\$4,240	n/a	n/a	n/a	\$4,240
Abraham Sharfen, Sur 8 No. 71 Col. Agricola Oriental, Mexico City, Mexico		\$218,400	n/a	n/a	n/a	\$218,400
Diego Polini, Palau 79, Piso 8, Bahia Blanca, Argentina		\$33,576	n/a	n/a	n/a	\$33,576

Certificate

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

Date: June 16, 2016

Candelaria Mining Corp.

Name of issuer (please print)

Sokhie Puar, President & CEO, 604-408-1990

Print name, title and telephone number of person signing

"Sokhie Puar"

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