

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.

Evrin Resources Corp. (the "Company")

910-850 West Hastings Street

Vancouver, BC V6C 1E1

Website: www.evrinresources.com

Telephone: (604) 248-8648

Email: info@evrinresources.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.

The Company is a reporting issuer in the Provinces of British Columbia, Alberta, Saskatchewan 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. **N/A**

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. **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			

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.

December 16, 2015

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

\$0.12 units of the Company (“Units”).

- 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

12,568,800 Units. \$0.12 per Unit, each Unit consisting of one common share (“Share”) and one non-transferable share purchase warrant (“Warrant”). Each Warrant exercisable into one Share at a price of \$0.25 for a period of five years from closing (the “Closing Date”). If, commencing on the date that is four months after the Closing Date, the closing price of the Shares on the TSX Venture Exchange (the “Exchange”) is higher than \$0.35 for 20 consecutive trading days, then on the 20th consecutive trading day (the “Acceleration Trigger Date”) the expiry date of the Warrants may be accelerated to the date that is 20 trading days after the Acceleration Trigger Date by the issuance of a news release announcing such acceleration within two trading days of the Acceleration Trigger Date.

- 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 jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	7	\$0.12	\$74,400
Ontario	1	\$0.12	\$24,960
Quebec	1	\$0.12	\$15,000
United States	91	\$0.12	\$1,232,136
Australia	1	\$0.12	\$12,960
United Kingdom	3	\$0.12	\$34,080
Singapore	1	\$0.12	\$13,200
Sweden	1	\$0.12	\$10,200
China	1	\$0.12	\$13,320
South Africa	1	\$0.12	\$10,800
Panama	2	\$0.12	\$30,000
Puerto Rico	1	\$0.12	\$12,000
British Virgin Islands	1	\$0.12	\$25,200
Total number of Purchasers	112		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$1,508,256.00

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)
Exploration Capital Partners 2005, LP 1910 Palomar Point Way Suite 200 Carlsbad, CA 92008 Contact: Gretchen Carter Tel: 760 444 5280	N/A	150,000 Units	\$18,000	BCI 72-503	2015-12-16
Gatto Pty Ltd Attn: Herbert Ziegelbock; P.O. Box 7168 East Ballina 2478 NSW , Australia Tel: 075 547 6424	N/A	108,000 Units	\$12,960	BCI 72-503	2015-12-16
Messiah College Attn: David Walker 1 College Ave, Ste 3010 Mechanicsburg, PA 17055 Tel: 717 766 2511	N/A	103,000 Units	\$12,360	BCI 72-503	2015-12-16
DTOM Limited Partnership Attn: Virginia Abernethy; 6501 Grayson Ct, Nashville, TN 37205 Tel: 615 352 3679	N/A	59,000 Units	\$7,080	BCI 72-503	2015-12-16

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)
Mitten Crab Ltd. Attn: Tad Barker 63 Furness Rd London, England NW 105UJ United Kingdom Tel: 44 (0) 7768 667366	N/A	165,000 Units	\$19,800	BCI 72-503	2015-12-16
Sterling Star Management, Inc. Attn: Jan Boxer Sitko; 12439 Keystone Road N Miami, FL 33181 Tel: 305 893 4923	N/A	110,000 Units	\$13,200	BCI 72-503	2015-12-16
Operation Dogbone LLC Attn: Glenn Murer PO Box 77088 Atlanta, GA 30357 Tel: 404 969 5000	N/A	90,000 Units	\$10,800	BCI 72-503	2015-12-16
Heartland Plantations LLC Attn: David Shenk 1020 Jackson Lake Rd Wrightsville, GA 31096 Tel: 478 279 5501	N/A	90,000 Units	\$10,800	BCI 72-503	2015-12-16
Sioux Resources, LLC Att Dennis Futchik Apt 1703, 8665 Bay Colony Dr, Naples, FL 34108 Tel: 239-860-3335	N/A	90,000 Units	\$10,800	BCI 72-503	2015-12-16
Pearl Myles LLC Attn: Timothy Curtin III & Jody Elliot; 731 Tyler St Hollywood, FL 33019 Tel: 954 937 2303	N/A	90,000 Units	\$10,800	BCI 72-503	2015-12-16
Kings Road Capital, Global Macro Fund Ltd Attn: Loni Saul Nemours Chambers PO Box 3170 Road Town, Tortola British Virgin Islands Tel: 35-69-961-7020	N/A	210,000 Units	\$25,200	BCI 72-503	2015-12-16
Pearl Investment Co, LLC Attn: Jay Begun 931 Hartz Way #200 Danville, CA 94526 Tel: 925-743-8500 x102	N/A	100,000 Units	\$12,000	BCI 72-503	2015-12-16

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)
Trienos Group, LLC Attn: Thomas Steinke; 400 Calle Calaf, Ste 181 San Juan, Puerto Rico Tel: 858-204-3466	N/A	100,000 Units	\$12,000	BCI 72-503	2015-12-16
Daqian Holdings, Ltd. Attn: Bengt E. Ling Hallebo Gard Landskrona S-26192 Sweden Tel: 460 7587 0595	N/A	85,000 Units	\$10,200	BCI 72-503	2015-12-16
Brownstone Family, LLLP Attn: Mordy Brownstone; 11820 Quail Valley Way Naples, FL 34119 Tel: 239 592 7930	N/A	85,000 Units	\$10,200	BCI 72-503	2015-12-16
Farmingdale Meat Market Inc. Attn: Kent Seelig 210 Main St Farmingdale, NY 11735 Tel: 516 250 7220	N/A	110,000 Units	\$13,200	BCI 72-503	2015-12-16
Euro Pacific Gold Fund, LLC Attn: Adrian Day 928 Grand Blvd. Kansas City, MO 64106 Tel: 816 860 7326	N/A	750,000 Units	\$90,000	BCI 72-503	2015-12-16
Attunga Holdings Inc. Box 151 Heriot Bay, British Columbia V0P 1H0 Contact: David Caulfield Tel: 250-285-2482	I	85,000 Units	\$10,200	S. 2.3 of NI 45-106	2015-12-16
TOTAL		2,580,000 Units	\$309,600.00		

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)	
Sprott Global Resource Investments, Ltd. 1910 Palomar Point Way, #200, Carlsbad, CA 92008	R	\$79,401.60	661,680 Compensation Warrants ⁽¹⁾	\$0.12	Section 2.3 NI 45-106 2015-12-16	\$79,401.60
Haywood Securities Inc. 700 – 200 Burrard Street, Vancouver, BC V6C 3L6	R	\$2,520	21,000 Compensation Warrants ⁽¹⁾	\$0.12	Section 2.3 NI 45-106 2015-12-16	\$2,520
Canaccord Genuity 2200 – 609 Granville St., Vancouver, BC V7Y 1H2	R	\$720	6,000 Compensation Warrants ⁽¹⁾	\$0.12	Section 2.3 NI 45-106 2015-12-16	\$720

Note (1) Each non-transferable share purchase warrant (“Compensation Warrant”) permits the purchase of one common share for two years from the closing date at a price of \$0.12.

Certificate

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

Date: **December 23, 2015**

Evrim Resources Corp.

Name of issuer (please print)

Mahesh Liyanage, CFO, 604 248 8666

Print name, title and telephone number of person signing

(signed) "Mahesh Liyanage"

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.

As above

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