

**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**

Skeena Resources Limited  
#611 – 675 West Hastings Street  
Vancouver, BC V6B 1N2  
Tel: 604.684.8725  
Fax: 604.669.2543  
Email: [karen@forde.ca](mailto:karen@forde.ca)  
Web: [www.skeenaresources.com](http://www.skeenaresources.com)

**Item 2: Reporting issuer status**

The Issuer is a reporting issuer in British Columbia, Alberta and Saskatchewan.

**Item 3: Issuer's industry**

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

- |   |   |
|---|---|
| <input type="checkbox"/> Bio-tech                       | Mining  |
| Financial Services                                      | <input checked="" type="checkbox"/> 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"/> Forestry                       | <input type="checkbox"/> Real estate                        |
| <input type="checkbox"/> Hi-tech                        | <input type="checkbox"/> Utilities                          |
| <input type="checkbox"/> Industrial                     | <input type="checkbox"/> Other (describe)                   |
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**Item 4: Insiders and promoters of non-reporting issuers NOT APPLICABLE**

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.

**Details of distribution**

**Item 5: Distribution date**

June 2, 2015

**Item 6: Number and type of securities**

32,250,000 common flow-through shares and 66,966,666 non-flow through shares

**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 \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	8	\$0.08	\$ 2,580,000.00
Saskatchewan	1	\$0.06	\$ 18,000.00
Ontario	1	\$0.06	\$ 1,999,999.98
USA	2	\$0.06	\$ 1,999,999.98
Total number of Purchasers	12		
Total dollar value of distribution in all jurisdictions (Canadian \$)			6,597,999.96

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 NOT APPLICABLE***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 (2015-06-02)
		SHARES	WARRANTS			
Europac Gold Fund, UMB Bank, 928 Gand Blvd., Mailstop 1010502, Kansas City, MO 64106 816-860-7792		8,333,333	0	\$ 499,999.98	s.2.3 of NI 45-106	2015-06-02
Ingalls & Snyder LLC, 1325 Ave. of Americas, New York, NY 10019 USA 212-269-7897		25,000,000	0	\$ 1,500,000.00	s.2.3 of NI 45-106	2015-06-02

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 SHARES      WARRANTS		Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (2015-06-02)
Ren Holdings Ltd., P.O. Box 1176, Kinderseley, SK S0L 1S0 306-463-6489		300,000	0	\$ 18,000.00	s.2.3 of NI 45-106	2015-06-02
Goodman Gold Trust, 1 Adelaide St . E Suite 2100, Toronto, ON M5C 2V9 416-350-5059		33,333,333	0	\$ 1,999,999.98	s.2.3 of NI 45-106	2015-06-02

## 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, 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 COMMON SHARES	Price per security (Canadian \$)	Exemption relied on and date of distribution (2015-06-02)	
Industrial Alliance Securities Inc., 26 Wellington St. E., Suite 900, Toronto, ON M5E 1S2		\$ 1,440.00	0	-		\$ 1,440.00
Tectonic Advisory Partners, 40 Wall Street, 28th Floor, New York, NY 10005		\$ 120,000.00	0	-		\$ 120,000.00
Golden Capital Consulting, The Trust Company, Ajeltake Road, Ajeltake Islands, Majuro, MH 96960		0	1,666,666	\$0.06	S 2.3 of NI 45-106 2015-06-02	\$ 100,000.00
MEZZO Consulting Services S.A., P.O.B. Almacen 50, 5350 Independencia, Dpto. Guaira, Paraguay		\$ 66,400.00	0	-		\$ 66,400.00
Moxie Strategy Inc., Unit #638 - 280 Nelson Street, Vancouver, BC V6B 2E2		\$ 200,000.00	0	-		\$ 200,000.00

Fletcher Morgan, 2024 East 2nd Avenue, Vancouver, BC V5N 1E7		\$ 40,000.00	0	-		\$ 40,000.00
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## **Certificate**

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

Date: June 4, 2015

Skeena Resources Limited .

Name of [issuer/underwriter] (please print)

Karen Allan, CFO, 604-684-8725 .

Print name, title and telephone number of person signing

“Karen Allan”

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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