

**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.

**RED EAGLE MINING CORPORATION (the "Issuer")**

**920 – 1030 West Georgia Street**

**Vancouver, British Columbia, V6E 2Y3**

**Telephone: 604.638.2545**

**Email: info@redeaglemining.com**

**Website: www.redeaglemining.com**

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 the Provinces of 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.

- |   |   |
|---|---|
| <input type="checkbox"/> Bio-tech                       | <b>Mining</b>   |
| <b>Financial Services</b>                               | <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"/> 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.

<b>Information about insiders and promoters</b>			
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.

**April 19 and 21, 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.

**An aggregate of 28,964,176 common shares at a price of \$0.38 each.**

**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 \$)
<b>British Columbia</b>	<b>4</b>	<b>\$ 0.38</b>	<b>\$ 788,500.00</b>
<b>Alberta</b>	<b>1</b>	<b>\$ 0.38</b>	<b>200,000.08</b>
<b>Ontario</b>	<b>1</b>	<b>\$ 0.38</b>	<b>24,999.82</b>
<b>Quebec</b>	<b>13</b>	<b>\$ 0.38</b>	<b>2,574,680.12</b>
<b>United States of America</b>	<b>2</b>	<b>\$ 0.38</b>	<b>3,710,000.04</b>
<b>Peru</b>	<b>8</b>	<b>\$ 0.38</b>	<b>3,070,528.82</b>
<b>Australia</b>	<b>4</b>	<b>\$ 0.38</b>	<b>257,678.00</b>
<b>British Virgin Islands</b>	<b>1</b>	<b>\$ 0.38</b>	<b>380,000.00</b>
Total number of Purchasers	<b>34</b>		
Total dollar value of distribution in all jurisdictions (Canadian \$)			<b>\$ 11,006,386.88</b>

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)
NEMI Northern Energy & Mining Inc. 25 <sup>th</sup> floor, 700 West Georgia Street, Vancouver, British Columbia, V7Y 1B3 Attn: Michael Cooney, CEO Phone Number Information Unavailable		1,000,000 common shares	380,000	Section 2.3 of National Instrument 45- 106	2016/04/19
Stone Castle Investment Management #205 – 1708 Dulpin Avenue, Kelowna, British Columbia, V1Y 9S4 Attn: Bruce Campbell, President Phone Number Information Unavailable		1,000,000 common shares	380,000	Section 2.3 of National Instrument 45- 106	2016/04/19
Sanctum Sanctorum Inc. 10939 80 Avenue, Edmonton, Alberta, T6G 0P9 Attn: Fabrice Taylor, Director Phone Number Information Unavailable		526,316 common shares	200,000.08	Section 2.10 of National Instrument 45- 106	2016/04/19
ARX Capital Inc. 1002, Rue Sherbrooke Ouest, Bur. 1450, Montreal, Quebec, H3A 3L6 Attn: Ubaldo Cloutier, V.P., Executive/C.I.O. Phone Number Information Unavailable		2,500,000 common shares	950,000	Section 2.3 of National Instrument 45- 106	2016/04/19

### 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)
BT Advisory Inc. 1001 de Maisonneuve W., Suite 205, Montreal, Quebec, H3A 3C8 Attn: Paul Beattie, President Phone Number Information Unavailable		132,000 common shares	50,160	Section 2.3 of National Instrument 45- 106	2016/04/19
BT Global (Cayman) Ltd. 1001 de Maisonneuve W., Suite 205, Montreal, Quebec, H3A 3C8 Attn: Paul Beattie, Director Phone Number Information Unavailable		1,605,000 common shares	609,900	Section 2.10 of National Instrument 45- 106	2016/04/19
BT Global Growth Inc. 1001 de Maisonneuve W., Suite 205, Montreal, Quebec, H3A 3C8 Attn: Paul Beattie Phone Number Information Unavailable		132,000 common shares	50,160	Section 2.3 of National Instrument 45- 106	2016/04/19
BT Global Growth L.P. 1001 de Maisonneuve W., Suite 205, Montreal, Quebec, H3A 3C8 Attn: Paul Beattie, Director Phone Number Information Unavailable		1,105,000 common shares	419,900	Section 2.10 of National Instrument 45- 106	2016/04/19
Gestion Scott Ross 875, CH. Benoit, Mont-Saint-Hilaire, Quebec, J3G 4S6 Attn: Scott Ross, President Phone Number Information Unavailable		526,316 common shares	200,000.08	Section 2.10 of National Instrument 45- 106	2016/04/19
Robertson Financial Services Inc. 40 Girouard Avenue, Dorval, Quebec, H9S 3P9 Attn: Gary Robertson, President Phone Number Information Unavailable		131,579 common shares	50,000.02	Section 2.3 of National Instrument 45- 106	2016/04/19
ALK Angel Holdings, LP 1390 Chainbridge Road, #99 McLean, VA 22101 USA Attn: Alex Karakozoff, General Partner Phone Number Information Unavailable		263,158 common shares	100,000.04	Section 2.3 of National Instrument 45- 106	2016/04/19
Liberty Metals & Mining Holdings, LLC 175 Berkeley Street, Boston, MA, USA, 02116 Attn: Damon Barber, Sr. Vice President Phone Number Information Unavailable		9,500,000 common shares	3,610,000	Section 2.3 of National Instrument 45- 106	2016/04/21
Barty Pty Ltd. as Trustee for Barty Superannuation Fund 45 Treatts Road, Lindfield NSW 2070 Australia Attn: David Barty, Director Phone Number Information Unavailable		263,100 common shares	99,978	Section 2.3 of National Instrument 45- 106	2016/04/19
The Yuri Reznik Superannuation Fund (ABN: 57512526625) PO Box 2037, Rose Bay North NSW 2030 Australia Phone Number Information Unavailable		78,000 common shares	29,640	Section 2.3 of National Instrument 45- 106	2016/04/19

<b>Information about non-individual purchasers</b>					
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)
Tobias Superannuation Fund ABN: 39783125707 PO Box 137, Camperdown, NSW 1450 Australia Phone Number Information Unavailable		115,000 common shares	43,700	Section 2.3 of National Instrument 45-106	2016/04/19
Reznik Trust PO Box 2037, Rose Bay North NSW 2030 Australia Phone Number Information Unavailable		222,000 common shares	84,360	Section 2.3 of National Instrument 45-106	2016/04/19
Kallpa Securities Sociedad Agente De Bolsa Monterosa 233, Oficina 902 Chacarilla del Estanque, Lima 33, Peru Attn: Alberto Arispe Bazan, CEO Phone Number Information Unavailable		4,735,517 common shares	1,799,496.46	BC Instrument 72-503	2016/04/19
Nomilee Worldwide Limited Trident Trust Company (BVI Ltd. Trident Chambers, PO Box 146, Road Town, Tortola, BVI Attn: Luis Majluf Phone Number Information Unavailable		1,000,000 common shares	380,000	BC Instrument 72-503	2016/04/19

**Commissions and finder’s fees**

**Item 9: Commissions and finder’s fees**

*Instructions*

D. 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)	
<b>Not Applicable</b>						

**Certificate**

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

Date: April 29, 2016

RED EAGLE MINING CORPORATION

Per:

***“Ian Slater”***

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Ian Slater, Chief Executive Officer  
 Telephone: 604.638.2545