

Form 45-106F6 - Amended
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

TREVALI MINING CORPORATION
Suite 2300 – 1177 West Hastings Street
Vancouver, BC
V6E 2K3
Telephone: 604-488-1661
E-mail: marla@trevali.com
Website: www.trevali.com

Item 2: Reporting issuer status

The Issuer is a reporting issuer in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador.

Item 3: Issuer's industry

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

- | | |
|---|---|
| <input type="checkbox"/> Bio-tech | Mining |
| <input type="checkbox"/> Financial Services | <input checked="" type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input checked="" 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) |
-

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 \$)
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.

April 26, 2016

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

Common shares in the capital of the issuer issued as “flow-through shares” as defined in the *Income Tax Act* (Canada) (the “**FT Shares**”).

- 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;

A total of 8,220,000 FT shares were issued at a price of CAD 0.365 per share.

- 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.

Not applicable.

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	1	\$0.365	1,000,297.10
Quebec	2	\$0.365	2,000,002.90
Total number of Purchasers	3		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$3,000,300.00

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. Not applicable.

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. Not applicable.

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)
Beedie Investments Ltd. 3030 Gilmore Diversion Burnaby, BC V5T 3B4 Contact: Ryan Beedie T: 604-435-3321	n/a	2,740,549 FT shares	\$1,000,297.10	NI 45-106 2.3 (Accredited Investor)	2016-04-26

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)
Gestion Musuto Inc. 105 Northview Dollard-des-Ormeau, QC H9B 3J6 Contact: Nadia Saputo T: 514-501-1901	n/a	2,739,730 FT shares	\$1,000,001.45	NI 45-106 2.3 (Accredited Investor)	2016-04-26
Placements Italcen Inc. 215 Les Erables Laval, QC H7R 1A3 Contact: Patricia Saputo, CFO T: 450-689-3860	n/a	2,739,730 FT shares	\$1,000,001.45	NI 45-106 2.3 (Accredited Investor)	2016-04-26
		8,220,000	\$3,000,300.00		

Commissions and finder's fees

Item 9: Commissions and finder's fees

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)					Total dollar value of compensation (Canadian \$)
		Cash (Canadian \$)	Securities			Exemption relied on and date of distribution (yyyy-mm-dd)	
			Number and type of securities issued ⁽¹⁾	Price per security (Canadian \$)			
Dundee Capital Markets Inc. 1 Adelaide Street East Suite 2100 Toronto, ON M5C 2V9	R	\$150,015.00	n/a	n/a	n/a	\$150,015.00	
						\$150,015.00	

Certificate

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

Date: April 28, 2016

Trevali Mining Corporation
Name of issuer (please print)

Marla Ritchie, Corporate Secretary – 604.488.1661
Print name, title and telephone number of person signing

"Marla K. Ritchie" (signed)
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

Alberta Securities Commission

Suite 600, 250-5th St. SW
Calgary, Alberta T2P 0R4
Telephone: (403) 297-6454
Facsimile: (403) 297-6156

Saskatchewan Financial Services Commission

Suite 601 – 1919 Saskatchewan Drive
Regina, Saskatchewan S4P 4H2
Telephone: (306) 787-5879
Facsimile: (306) 787-5899

The Manitoba Securities Commission

500 – 400 St Mary Avenue
Winnipeg, Manitoba R3C 4K5
Telephone: (204) 945-2548
Toll free in Manitoba 1-800-655-5244
Facsimile: (204) 945-0330

Ontario Securities Commission

Suite 1903, Box 55
 20 Queen Street West
 Toronto, Ontario M5H 3S8
 Telephone: (416) 593-8314
 Toll free in Canada: 1-877-785-1555
 Facsimile: (416) 593-8122
 Public official contact regarding indirect collection of information:
 Administrative Support Clerk:
 Telephone (416) 593-3684

Autorité des marchés financiers

800, Square Victoria, 22e étage
 C.P. 246, Tour de la Bourse
 Montréal, Québec H4Z 1G3
 Telephone: (514) 395-0337
 Or 1-877-525-0337
 Facsimile: (514) 873-6155 (For filing purposes only)
 Facsimile: (514) 864-6381 (For privacy requests only)

New Brunswick Securities Commission

85 Charlotte Street, Suite 300
 Saint John, New Brunswick E2L 2J2
 Telephone: (506) 658-3060
 Toll Free in New Brunswick 1-866-933-2222
 Facsimile: (506) 658-3059

Nova Scotia Securities Commission

2nd Floor, Joseph Howe Building
 1690 Hollis Street
 Halifax, Nova Scotia B3J 3J9
 Telephone: (902) 424-7768
 Facsimile: (902) 424-4625

Prince Edward Island Securities Office

95 Rochford Street, 4th Floor Shaw Building
 P.O. Box 2000
 Charlottetown, Prince Edward Island C1A 7N8
 Telephone: (902) 368-4569
 Facsimile: (902) 368-5283

Government of Newfoundland and Labrador

Financial Services Regulation Division
 P.O. Box 8700
 Confederation Building
 2nd Floor, West Block
 Prince Philip Drive

St. John's, NFLD A1B 4J6
Attention: Director of Securities
Telephone: (709) 729-4189
Facsimile: (709) 729-6187