

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.

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;

VENDETTA MINING CORP.

- ☒ the issuer's website address; and

<http://www.vendettaminingcorp.com>

- ☒ the address, telephone number and email address of the issuer's head office.

**1500 - 409 Granville Street
Vancouver, British Columbia
V6C 1T2
Tel: (604) 484-7855
Email: se@mcleodwilliams.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 issuer is a reporting issuer in British Columbia and Alberta

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
☐ 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.

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 ¹	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 \$)

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.

May 5, 2016

Item 6: Number and type of securities

For each security distributed:

- .
- ☒ describe the type of security;
- 1 unit, comprised of 1 common share and 1 warrant. Each common share is exercisable at a price of \$0.05 and each whole warrant entitles holder to acquire 1 common share @ an exercise price of \$0.10 exercisable over a period of 24 months**
- ☒ 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
- **21,810,000 common shares at an exercise price of \$0.05**
- **21,810,000 warrants at an exercise price of \$0.10 exercisable over a period of 24 months**
- ☐ 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 \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	55	\$0.05	\$921,000
Ontario	2	\$0.05	\$35,000
Alberta	11	\$0.05	\$165,000
Australia	7	\$0.05	\$230,000
Panama	2	\$0.05	\$25,000
Belgium	3	\$0.05	\$20,000
USA	5	\$0.05	\$1,049,000
France	1	\$0.05	\$10,000
Marshall Islands	1	\$0.05	\$25,000
Luxembourg	1	\$0.05	\$20,000
Total number of Purchasers	88		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$2,500,000

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 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 ¹	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
PERTINAX CAPITAL BUBA Grintweg 18A B-8600 Diksmuide Begium Contact: n/a +32-484-228-451	n/a	130,000 common units	\$6,500	Section 2.3 of NI 45-106	2016-05-05
NERO RESOURCE FUND <NERO RESOURCE FUND> 1/284 Oxford Street Leederville, WA 6007 Contact: n/a Ph: n/a	n/a	1,000,000 common units	\$50,000	Section 2.3 of NI 45-106	2016-05-05
ARK SECURITIES & INVESTMENTS PTY LTD (ARK FAMILY) 61 Margaret Street Cottesloe WA Contact: n/a Ph: +61 409 842354	n/a	500,000	\$25,000	Section 2.3 of NI 45-106	2016-05-05

Lamond Investments Ltd. 633 6 Ave SW Suite 1800 Calgary, AB T2P 2Y5	n/a	400,000 common units ¹	\$20,000	Section 2.3 of NI 45-106	2016-05-05
CHILCOTIN CAPITAL CORP. 17 Brunswick Beach, Lions Bay, BC Contact: n/a Ph: n/a	n/a	500,000 common units ¹	\$25,000	Section 2.3 of NI 45-106	2016-05-05
WEST STAR HOLDINGS LTD. 2544 E. 8th Avenue, Vancouver, BC V5M 1W2 Contact: Gerardo Franco Ph: 604-253-0127	n/a	200,000 common units ¹	\$10,000	Section 2.3 of NI 45-106	2016-05-05
SYDVAN NOMINEES PTY LTD. <SYDVAN FAMILY A/C> 46 Boronia Ave, Cheltenham NSW 2119, Australia Contact name: n/a Ph: 61 408212127	n/a	300,000 common units ¹	\$15,000	Section 2.3 of NI 45-106	2016-05-05
544449 BC Ltd. 3515 Prince Albert Street, Vancouver, BC V6V 0H8 Contact: Valerie Cheer Ph: 604-872-3280	n/a	200,000 common units ¹	\$10,000	Section 2.3 of NI 45-106	2016-05-05
THE BRENT AND KIMBERLY COOK TRUST 760 S. 800 E. PO Box 630128 Rockville UT 84763 USA Contact: Kimberly Cook PH: 858-739-7994	n/a	200,000 common units ¹	\$10,000	Section 2.3 of NI 45-106	2016-05-05
THE MJG CAPITAL FUND LP 125 Locust Street, Harrisburg, PA 17101 Contact: Matt Geiger PH: 650-814-6105	n/a	400,000 common units ¹	\$20,000	Section 2.3 of NI 45-106	2016-05-05
ELYSIUM MINING LTD. 1502 - 55 Beach Crescent, Vancouver, BC V6Z 3E5 Contact: Peter Voulgaris Ph: 778-994-4500	n/a	1,140,000 common units ¹	\$57,000	Section 2.5 of NI 45-106	2016-05-05

<p>OROPASS LTD President: JC Cunningham 1 McGuire Crescent, Uxbridge, Ontario L9P 1G7 Contact: Ph: 416-891-4349</p>	n/a	200,000 common units ¹	\$10,000	Section 2.3 of NI 45-106	2016-05-05
<p>KESA CAPITAL CORP. 1492 Vernon Drive, Gibsons, BC V0N 1V5 Contact: Darrell Radar PH: 778-330-0994</p>	n/a	100,000 common units ¹	\$5,000	Section 2.3 of NI 45-106	2016-05-05
<p>SCHARFE HOLDINGS INC. 700 - 510 West Hastings Street, Vancouver, BC V6B 1L8 Contact: Cale Thomas Ph; 778-386-1313</p>	n/a	300,000 common units ¹	\$15,000	Section 2.3 of NI 45-106	2016-05-05
<p>RESOURCE CAPITAL ASSOCIATES VI L.P. GENERAL PARTNER BY RCA VI GP LTD. GENERAL PARTNER 1400 Sixteenth Street, Suite 200, Denver CO 80202 Contact: Sherri Croasdale Ph: 720-946-1444</p>		12,140,000 common units ¹	\$607,000	Section 2.3 of NI 45-106	2016-05-05
<p>SPARTAN HOLDINGS LTD. 609 - 1540 W. 2nd Avenue, Vancouver, B BC V6J 1H2 Contact: Cale Moodie Ph: 604-488-9557</p>		250,000 common units ¹	\$12,500	Section 2.3 of NI 45-106	2016-05-05
<p>SOLITARIO EXPLORATION & ROYALTY CORP. 4251 Kipling Street, Suite 390, I Wheat Ridge, CO 80033 Contact: James R. Maronick Ph: 303-534-1030</p>		7,240,000 common units ¹	\$362,000	Section 2.3 of NI 45-106	2016-05-05

Intendence Ltd. Trust Company Complex, Ajeltake Road, Ajeltake Island, Majuro MI- 196960 Marshall Islands Contact:n/a Ph: 011 4144 285 1558	n/a	500,000 common units ¹	\$25,000	Section 2.3 of NI 45-106	2016-05-05
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¹ Each unit consisting of 1 common share at an exercise price of \$0.05 and 1 warrant at an exercise price of \$0.10 for 24 months

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 ¹	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
PI FINANCIAL CORP. ITF RON BAKER 1900 - 666 Burrard Street, Vancouver, BC V6C 3M1	n/a	\$10,400	n/a	n/a	n/a	\$10,400

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

Date: **May 11, 2016**

Vendetta Mining Corp.

Name of issuer (please print)

Sheryl Dhillion, Corporate Secretary, (604) 484-7855

Print name, title and telephone number of person signing

"Sheryl Dhillion"

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.

N/A

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