

**Amended**  
**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 INFORMATION**

**Item 1: State the full name of the issuer of the security distributed, its website address and the address, telephone number and email address of its head office. If an underwriter is completing this report, state the full name of the underwriter, its website address and the address, telephone number and email address of its head office. Include the former name of the issuer if its name has changed since last report.**

GOLD STANDARD VENTURES CORP. (the "Issuer")  
Suite 610 - 815 West Hastings Street  
Vancouver, B.C. V6C 1B4  
Telephone: (604) 669-5702  
Website: [www.goldstandardv.com](http://www.goldstandardv.com)  
Email: richard@goldstandardv.com

**Item 2: 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, Alberta and Ontario.

**Item 3: Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed 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 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: If the issuer is not a reporting issuer in any jurisdiction in 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 \$)
N/A			

## DETAILS OF DISTRIBUTION

**Item 5: State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.**

May 20, 2015.

**Item 6: 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 in Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption.

Type of security	Total number of securities distributed	Type of underlying security, terms of exercise or conversion and any expiry date (if applicable)	Exemption(s) relied on
Common shares	24,997,661	N/A	Section 2.10(1) of NI 45-106

**Item 7: 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	1	\$0.65	\$16,248,479.65
<b>Total number of Purchasers</b>	<b>1</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$16,248,479.65</b>

**Note 1:** If securities are issued at different prices list the highest and lowest price the securities were sold for.

**Item 8: 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 commission or finder's fees disclosed under item 9 of this report. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table. An issuer 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 chooses to do so, then the issuer 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)
1015776 B.C. LTD. Suite 1910 - 777 Hornby Street Vancouver, B.C. V6Z 1S4 Tel: (604) 235 - 3360 Attn: Darren Klinck	I	24,997,661 Common shares	\$16,248,479.65	S. 2.10(1)	2015-05-20
<b>TOTAL</b>		<b>24,997,661 Common shares</b>	<b>\$16,248,479.65</b>		

## COMMISSIONS AND FINDER'S FEES

**Item 9: 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 payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.**

*If the securities being issued as compensation are or include convertible securities, such as warrants or options, please 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	Exemption relied on and date of distribution	
Macquarie Capital Markets Canada Ltd. Brookfield Place, Suite 3100 181 Bay Street, PO Box 830 Toronto, Ontario M5J 2T3	R	\$649,939.19	N/A	N/A	N/A	\$649,939.19
Cormark Securities Inc. Royal Bank Plaza, South Tower 200 Bay Street, Suite 2800 PO Box 63, Toronto, Ontario M5J 2J2	R	\$81,242.40	N/A	N/A	N/A	\$81,242.40
Medalist Capital Ltd. #301 - 145 Adelaide St. West Toronto, Ontario M5H 4E5	R	\$81,242.40	N/A	N/A	N/A	\$81,242.40
Minvisory Corp. 99 Glenvale Blvd., East York, Ontario M4G 2V8	-	\$40,621.20	N/A	N/A	N/A	\$40,621.20

**CERTIFICATE**

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

Date: June 8, 2015.

GOLD STANDARD VENTURES CORP.

Name of issuer (please print)

Michael Waldkirch, Chief Financial Officer (604) 669 - 5702

Print name, title and telephone number of person signing

/s/ **Michael Waldkirch**

\_\_\_\_\_  
Signature

**Item 10: 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.**

Same as 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