

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.

NULEGACY GOLD CORPORATION (the "Issuer")
1000 – 355 Burrard Street
Vancouver, B.C. V6C 2G8
Telephone: (604) 638 – 4959
Website: www.NuLegacygold.com
Email: albert@nuggold.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, Ontario and the Yukon.

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.

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

June 2, 2015.

Item 6: For each security distributed:

- (a) describe the type of security,
- (b) 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
- (c) 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
Units	18,288,600	Each Unit consists of one common share (a “ Share ”) and one-half (1/2) of one transferable share purchase warrant (each whole warrant a “ Warrant ”). Each Warrant entitles the holder to purchase an additional Share for a period of two years at a price of \$0.15 during the first year and \$0.20 during the second year, subject to the Issuer’s right to accelerate the expiry date of the Warrants after 4 months from the distribution date, upon 30 days notice, if the closing price of the Issuer’s shares equals or exceeds, for 15 consecutive trading days, \$0.25 per share during the first 11 months or \$0.35 per share after the first 11 months.	Sections 2.3(1) and 2.5(1) of NI 45-106 and BCI 72-503

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 \$) ⁽¹⁾	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	16	\$0.125	\$339,750
Ontario	2	\$0.125	\$164,375
Arizona, U.S.A.	2	\$0.125	\$45,000
Florida, U.S.A.	1	\$0.125	\$31,250
Nevada, U.S.A.	1	\$0.125	\$18,750
New Mexico, U.S.A.	1	\$0.125	\$83,750
New York, U.S.A.	3	\$0.125	\$181,250
Virginia, U.S.A.	8	\$0.125	\$775,000
Australia	1	\$0.125	\$18,000
Bahamas	1	\$0.125	\$25,000
Belgium	2	\$0.125	\$12,500
Germany	1	\$0.125	\$15,000
Grand Cayman	1	\$0.125	\$457,700
Paraguay	1	\$0.125	\$37,500
Singapore	1	\$0.125	\$31,250
Switzerland	1	\$0.125	\$50,000
Total number of Purchasers	43		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$2,286,075.00

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)
AMERFIN S.A. c/o Pangea 14 Ch Clochettes, 1206 Geneva Switzerland Attn: Daniel J. Macias +41 - 22 789 8922		400,000 Units	\$50,000	BCI 72-503	2015-06-02
Baluster Capital LLC 388 Bridge Street, #25E Brooklyn, New York, USA 11201 Attn: Gene Phillips Tel: (646) 509-0188		750,000 Units	\$93,750	BCI 72-503	2015-06-02
Branch Investment Group LLC P.O. Box 85678 Richmond, Virginia, USA 23285 Attn: J. Read Branch, Jr. Tel: (804) 780-2053		500,000 Units	\$62,500	BCI 72-503	2015-06-02
Caesar Holdings BVBA Grintweg 18A 8600 Diksmuide Belgium Attn: Thibaut LePoutre Tel: +38 484 228 451		60,000 Units	\$7,500	BCI 72-503	2015-06-02
Davenport & Company LLC as custodian FBO J Read Branch Jr Benef IRA of J Read Branch QP P.O. Box 85678 Richmond, Virginia, USA 23285 Attn: Shiela Snyder Tel: (804) 698 - 2658		1,000,000 Units	\$125,000	BCI 72-503	2015-06-02
Gregory T. Chu, A Law Corporation 16321 High Park Avenue Surrey, B.C. V3S 0X5 Attn: Gregory T. Chu Tel: (604) 628 - 5005	I	100,000 Units	\$12,500	S. 2.5(1)	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	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Henry L. Valentine II Living Trust 207 Lock Lane Richmond, Virginia, USA 23226 Attn: Henry Valentine Tel: (804) 353 - 7563		200,000 Units	\$25,000	BCI 72-503	2015-06-02
John Cochrane Financial Inc. 6661 Cartier Street Vancouver, B.C. V6P 4S1 Attn: John Cochrane Tel: (604) 266 - 4671		250,000 Units	\$31,250	S. 2.5(1)	2015-06-02
Myrmikan Gold Fund, LLC 954 Lexington Avenue, Suite 236 New York, NY USA 10021 Attn: Daniel Oliver Jr. Tel: (646) 797 - 3134		200,000 Units	\$25,000	BCI 72-503	2015-06-02
Nona International Inc. 1 Raffles Place, #43-03 One Raffles Place Singapore 048616 Attn: BeeTeng Tel: +65 6223 1134		250,000 Units	\$31,250	BCI 72-503	2015-06-02
P J Kearney Superannuation Fund P.O. Box 49 Paddinton, Brisbane Australia 4064 Attn: Peter J. Kearney - Trustee Tel: 61 412 531 442		144,000 Units	\$18,000	BCI 72-503	2015-06-02
Price Partners c/o Davenport & Company 6709 River Road Richmond, Virginia, USA 23229 Attn: Theodore Price Tel: (804) 780 - 2199		500,000 Units	\$62,500	BCI 72-503	2015-06-02
R. Walter Jones, IV Trust Davenport & Company 304 Greenway Lane Richmond, Virginia, USA 23226 Attn: R. Walter Jones IV Tel: (804) 697 - 2908		500,000 Units	\$62,500	BCI 72-503	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	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Seastone Investments Limited Templeton Building West Bay Street P.O. Box N-7776-348 Nassau, Bahamas Attn: Jerome Pyfrom Tel: (242) 357 - 8100		200,000 Units	\$25,000	BCI 72-503	2015-06-02
The Carey Trust 7335 Franktown Road Washoe Valley, Nevada USA 89704 Attn: John A. Carey Tel: (805) 732 - 5856		500,000 Units	\$62,500	BCI 72-503	2015-06-02
Universal Solutions Inc. #610 - 815 West Hastings Street Vancouver, B.C. V6C 1B4 Attn: Richard Silas Tel: (604) 608 - 2700		100,000 Units	\$12,500	S. 2.5(1)	2015-06-02
Waterton Precious Metals Fund II Cayman, LP P.O. Box 309, Uglan House Grand Cayman, Cayman Islands KY1 - 1104 Attn: Richard Wells Tel: (416) 504 - 3507		3,661,600 Units	\$457,700	BCI 72-503	2015-06-02
TOTAL		9,315,600 Units	\$1,164,450.00		

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	
Dundee Goodman Private Wealth #3424 - 1055 Dunsmuir St. Vancouver, B.C. V7X 1K8	R	\$8,295.00	66,360 finder's warrants ⁽¹⁾	Nil	Section 2.3(1) June 2, 2015	\$8,295.00
CIBC Wood Gundy # 2434 - 1055 Dunsmuir St. Vancouver, B.C. V7X 1K8	R	\$3,500.00	28,000 finder's warrants ⁽¹⁾	Nil	Section 2.3(1) June 2, 2015	\$3,500.00
Brian MacNish 40 Fulton Street, 20th Floor, New York, NY 10038	-	\$7,822.50	62,580 finder's warrants ⁽¹⁾	Nil	BCI 72-503 June 2, 2015	\$7,822.50

- (1) Each finder's warrant entitles the holder thereof to purchase one common share of the Issuer for a period, subject to acceleration, of two years from the distribution date at an exercise price of \$0.15 during the first year and \$0.20 during the second year.

CERTIFICATE

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

Date: June 2, 2015.

NULEGACY GOLD CORPORATION

Name of issuer (please print)

Gregory T. Chu, Secretary (604) 628 - 5005

Print name, title and telephone number of person signing

(signed) ***"Gregory T. Chu"***

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