

**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.

**Resource Capital Gold Corp**  
**540 - 1285 West Broadway**  
**Vancouver, BC, Canada V6H 3X8**  
**(806) 886-3317**  
**georgesyoung@gmail.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 reporting in 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                       | 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"/> 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.

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 \$)

#### 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.

**June 9, 2016**

##### Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

**Common shares**

**Convertible Promissory Notes**

**Promissory Note**

- 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

**19,810,544 Common shares.**

**4 Convertible Promissory Notes (the “Notes”) in the aggregate principal amount of \$111,886 which will bear interest at a rate of 8% per annum and will mature two years from June 9, 2016. At the option of the holder, the principal and interest under the Notes are convertible into common shares of the Company at a price of C\$0.05 per share.**

**1 Promissory Note in the aggregate principal amount of \$15,000.**

- 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.

#### **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 \$)
Australia	21	\$31,570 - \$0.05	\$1,046,905.20
Singapore	2	\$47,530 - \$0.05	\$57,522.00
USA	1	\$12,986	\$12,986.00
Total number of Purchasers	24		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$1,117,413.20

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.

<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)
Jetan Pty Limited, ATF GR Plummer Superannuation Fund 44 Drumalbyn Road, Bellvue Hill, NSW 2023 Australia Att: Gregory Plummer Ph: 61 2 9222 9087		2,013,984 Common shares	\$100,699.20	BC Instrument 72-503	2016-06-09
Susan Avery Decorators Pty Ltd. ATF Susan Avery Super Fund 59 Jersey Road, Woolahra, NSW 2025 Australia Att: Charles McKean Ph: 61 409 771 877		191,808 Common shares	\$9,590.40	BC Instrument 72-503	2016-06-09
Jetan Pty Ltd. 44 Drumalbyn Road, Bellevue Hill, NSW 2025 Australia Att: Gregory Plummer Ph: 61 2 9222 9087		4,997,646 Common shares	\$249,882.30	BC Instrument 72-503	2016-06-09

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)
Jamber Investments Pty Ltd . The Amber Schwarz Family A/C 18 Drumalbyn Road, Bellevue Hill, NSW 2023 Australia Att: Jamie Schwarz Ph: 61 419 343 906		2,850,000 Common shares	\$142,500	BC Instrument 72-503	2016-06-09
LTL Capital Pty Ltd. LTL Capital A/C 16 Murrivarie Road, North Bondi, NSW 2026 Australia Att: Stephen Silver Ph: 61 487 887 337		2,850,000 Common shares	\$142,500	BC Instrument 72-503	2016-06-09
Suburban Holdings Pty Ltd. The Suburban S/F A/C 4/7 Dumaresq Road, Rose Bay, NSW 2029 Australia Att: Alvin Blumenthal Ph: 61 411 888 164		950,000 Common shares	\$47,500	BC Instrument 72-503	2016-06-09
Farinway Pty Ltd. Farinway Superfund A/C 55 Cuzco Street, South Coogee, NSW 2034 Australia Att: Michael Wiener Ph: 61 419 211 561		950,000 Common shares	\$47,500	BC Instrument 72-503	2016-06-09
Chifley Investor Group Pty Ltd. Level 7, 151 Macquarie Street, Sydey, NSW, 2000, Australia Att: David Hannon Ph: 61 2 9276 1220		950,000 Common shares	\$47,500	BC Instrument 72-503	2016-06-09
Samson Funds Management Pty Ltd. 7 Lord Howe Street, Dover Heights, NSW 2030 Australia Att: Gary Naidel Ph: 61 414 450 241		760,000 Common shares	\$38,000	BC Instrument 72-503	2016-06-09

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)
Zelene Bloom Pty Limited Joel Bloom Super Fund A/C 23 The Crescent Vaucluse, NSW, 2030 Australia Att: Joel Bloom Ph: 61 424 840 360		665,000 Common shares	\$33,250	BC Instrument 72-503	2016-06-09
Filmrim Pty Ltd. Majufe Super A/C 17 Kippara Road, Dover Heights, NSW 2030 Australia Att: Maurice Feilich Ph: 61 411 545 262		189,310 Common shares	\$9,465.50	BC Instrument 72-503	2016-06-09
Chalyer Holdings Pty Ltd. Rubben Family A/C 17 Kippara Road, Dover Heights, NSW 2030 Australia Att: Maurice Feilich Ph: 61 411 545 262		380,000 Common shares	\$19,000	BC Instrument 72-503	2016-06-09
Flintridge Holdings Limited 10 Anson Road, #19-15, International Plaza Singapore 079903 Att: John Levings Ph: 61 418 911 183		199,840 Common shares	\$9,992	BC Instrument 72-503	2016-06-09
John Wardman & Associates Pty Ltd. The Wardman Super Fund A/C 4 Landsdowne Street, Greenwich, NSW 2065 Australia Att: John Wardman Ph: 61 403 381 993		994,340 Common shares	\$49,717	BC Instrument 72-503	2016-06-09

<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)
Global Resource Partners Pty Limited Level 30, 6 Battery Road Singapore, 049909 Att: Peter Wright Ph: 61 477 407 007		1 Convertible Promissory Note	\$47,530	BC Instrument 72-503	2016-06-09
Lewis Super Fund 18 Ebsworth Road, Rose Bay, NSW, 2029 Australia Att: Karen Schumer Ph: 61 416 038 719		1 Convertible Promissory Note	\$31,570	BC Instrument 72-503	2016-06-09
ACT2 Pty Limited 18 Ebsworth Road, Rose Bay, NSW, 2029 Australia Att: Gary Lewis Ph: 61 422 880 055	<b>I</b>	1 Promissory Note	\$15,000	BC Instrument 72-503	2016-06-09

## Commissions and finder's fees

### 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	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
LTL Capital Pty Ltd. LTL Capital A/C 16 Murrivierie Road, North Bondi, NSW 2026 Australia Att: Stephen Silver			1,000,000 Common shares	\$0.05	BC Instrument 72-503 2016-06-09	\$50,000
Filmrim Pty Ltd. Majufe Super A/C 17 Kippara Road, Dover Heights, NSW 2030 Australia Att: Maurice Feilich			100,000 Common shares	\$0.05	BC Instrument 72-503 2016-06-09	\$5,000
H. L. Quist 742 E Ringtail Way, Phoenix AZ 85050, USA		\$635.00 <sup>1</sup>				\$635.55 <sup>1</sup>

<sup>1</sup> Cash Compensation paid at US\$500 and converted to Canadian funds using Bank of Canada noon exchange rate on June 9, 2016.



## Certificate

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

Date: June 17, 2016

Resource Capital Gold Corp.

Name of [issuer/underwriter] (please print)

George S. Young, Chairman and CEO

Print name, title and telephone number of person signing

"George S. Young"

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