

**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;

**Corex Gold Corporation**

- the issuer's website address; and

**www.corexgold.com**

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

**350-409 Granville Street  
Vancouver, BC V6C 1T2  
(604) 683-2505  
info@corexgold.com**

B. If an underwriter is completing this report, state the following:

- the full name of the underwriter; **n/a**
- the underwriter's website address; and **n/a**
- the address, telephone number and email address of the underwriter's head office. **n/a**

**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.

- |   |   |
|---|---|
| <input type="checkbox"/> Bio-tech                       | Mining  |
| 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                     |   |
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### 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	n/a	n/a	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. **May 10, 2016**

### Item 6: Number and type of securities

For each security distributed:

- describe the type of security; **common 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; and

**The Issuer distributed 20,000,000 units (each a “Unit”) representing a purchase price of \$0.05 per Unit, subject to the following terms and conditions. Each Unit will consist of one common share in the capital of the Issuer (a “Share”) and one half of one non-transferable common share purchase warrant. Each full warrant (a “Warrant”) will entitle the holder thereof to purchase one additional common share of the Issuer (a “Warrant Share”) at an exercise price of \$0.15 per Warrant Share for a period of 24 months from the Closing Date.**

- 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 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	35	\$0.05	\$362,500
Alberta	4	\$0.05	\$25,000
Quebec	1	\$0.05	\$17,500

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 \$)
Ontario	1	\$0.05	\$7,500
Monaco	1	\$0.05	\$20,000
Cayman Islands	1	\$0.05	\$15,000
Switzerland	2	\$0.05	\$32,500
Bermuda	1	\$0.05	\$500,000
Singapore	1	\$0.05	\$5,000
Mauritius	1	\$0.05	\$7,500
Luxembourg	1	\$0.05	\$7,500
Total number of Purchasers	49		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$1,000,000

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)
321 Gold Ltd. 10 Market Street #621, Camana Bay, Grand Cayman, Cayman Islands KY 1-9006 Robert Moriate Ph: 3459478522	n/a	300,000 common shares	\$15,000	2.3 of NI 45-106	2016-05-10
DEXAMENOS DEVELOPPEMENT 6 Rue Adolphe, PO BOX 908 L-1116 Luxembourg Stephanie Grisius Ph: 37 79 797 4780	n/a	150,000 common shares	\$7,500	2.3 of NI 45-106	2016-05-10
Crestmont Invest Ltd Gryon House 5 Avenue Saint Laurent MC 98000 Monaco Sascha Grus Ph: 37 79 797 4780	n/a	400,000 common shares	\$20,000	2.3 of NI 45-106	2016-05-10
NHP Asset Management Ag Claridenstrasse 20 CH-8002 Zurich, Switzerland Olaf Herr Ph: 41 43 443 8095	n/a	150,000 common shares	\$7,500	2.3 of NI 45-106	2016-05-10
Pacific Website Company Inc. 1040 Palmerston Ave. West Vancouver, British Columbia V7S 2J3 Thomas Humphreys Ph: 604 218 8544	n/a	200,000 common shares	\$10,000	2.3 of NI 45-106	2016-05-10
Anton Ventures Fund	n/a	150,000 common	\$7,500	2.3 of NI	2016-05-10

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)
Limited 5th Level, Tower III, Next Teracom Towers, Cybercity, Ebene, Mauritius David Dawes Ph: 230 466 6100		shares		45-106	
Lexore Capital Corp. #201 – 2525 Blenheim Street Vancouver, British Columbia V6K 4W6 Patrick Elliott Ph: 604 644 6940	n/a	200,000 common shares	\$10,000	2.3 of NI 45-106	2016-05-10
Millerd Holdings Ltd. 825 West 3 <sup>rd</sup> Street North Vancouver, British Columbia V7P 3K7 Don Millerd Ph: 604 904 7833	n/a	200,000 common shares	\$10,000	2.3 of NI 45-106	2016-05-10
691487 Alberta Inc. 140 Tuscany Ravine Terrace NW Calgary, Alberta T3L 2S7 David Rankin Ph: 403 547 9647	n/a	100,000 common shares	\$5,000	2.3 of NI 45-106	2016-05-10
JAG Holdings Ltd. 2301 – 837 West Hastings Street Vancouver, British Columbia V6C 3N7 John Greig Ph: 604 943 8430	n/a	200,000 common shares	\$10,000	2.3 of NI 45-106	2016-05-10
Kirk Imports and Exports Ltd. 228 – 1489 Marine Drive West Vancouver, British Columbia V7T 1B8	(R)	100,000 common shares	\$5,000	2.3 of NI 45-106	2016-05-10

<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)
Ian Kirk Ph: 604 417 1530					
Jibber Holdings Inc. 1334 Ottawa Ave. West Vancouver, British Columbia V7T 2H5 Cal Everett Ph: 604 916 9649	n/a	400,000 common shares	\$20,000	2.3 of NI 45-106	2016-05-10
Belmont Capital Corporation 303 – 750 Pender Street West, Vancouver, British Columbia V6C 2T7 Jerome Rak Ph: 604 681 3958	n/a	400,000 common shares	\$20,000	2.3 of NI 45-106	2016-05-10
Nolanvest Inc. 1 Place vill-marie suite 4000 Montreal, Quebec H3B 4M4 Philip Nolan Ph: 514 877 2914	n/a	350,000 common shares	\$17,500	2.3 of NI 45-106	2016-05-10
17 Capital Corp. PO Box 91673 Stn West Vancouver, British Columbia V7X 3P3 Marc Sandercombe Ph: 604 913 9103	n/a	200,000 common shares	\$10,000	2.3 of NI 45-106	2016-05-10
H. Morgan & Company 2 <sup>nd</sup> Floor, 20 Reid Street, Hamilton HM11 Bermuda William F. Maycock Ph: 441 296 2000	(I)	10,000,000 common shares	\$500,000	2.10 of NI 45-106	2016-05-10
0866546 BC Ltd. 3408 – 2608 Granville Street, Vancouver, British Columbia V6H 3V3	(I)	200,000 common shares	\$10,000	2.3 of NI 45-106	2016-05-10

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)
David Bogart Ph: 604 315 4722					
<b>TOTAL:</b>		<b>13,700,000 common shares</b>	<b>\$685,000</b>		

## 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)	
Leede Jones Gable Inc. #1800 - 1140 W. Pender St, Vancouver BC V6E 4G1	n/a	\$3,500	70,000 broker warrants	\$0.15	2.3 of NI 45-106	\$3,500



PI Financial Corp. 1900 - 666 Burrard Street, Vancouver, BC V6C 3N1	n/a	\$1,400	28,000 broker warrants	\$0.15	2.3 of NI 45-106	\$1,400
Haywood Securities Inc. 700-200 Burrard St., Vancouver, BC V6C 3L6	n/a	\$9,275	185,500 broker warrants	\$0.15	2.3 of NI 45-106	\$9,275
Raymond James Ltd. 2100-925 West Georgia St., Vancouver, BC V6C 3L2	n/a	\$8,400	168,000 broker warrants	\$0.15	2.3 of NI 45-106	\$8,400
Melvin Herdrick Calle 318 Huepac, Entre Reforma y Monteverde, Colonia Lomas de Madrid, Hermosillo, Sonora 83103 Mexico	n/a	n/a	455,000 compensation shares	\$0.05	BCI 45-529 2016-05-10	\$22,750
Robert Toporowski Parcel B (PCLB) PT SE 26 43 03 W2, Farm 9 miles from the Town Of Hudson Bay, Saskatchewan	n/a	n/a	455,000 compensation shares	\$0.05	BCI 45-529 2016-05-10	\$22,750
Canaccord Genuity Corp. 2200-609 Granville St., Vancouver BC V7Y 1H2	n/a	\$3,675	73,500 brokers warrants	\$0.15	2.3 of NI 45-106	\$3,675

<b>TOTAL:</b>		<b>\$26,250</b>	<b>525,000 Brokers Warrants* and 910,000 Compensation Shares**</b>			<b>\$71,750</b>
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\*brokers warrants have the same terms and conditions as the warrants described in section 6(a).

\*\*455,000 compensation shares were issued to both Melvin Herdick and Robert Toporowski for an aggregate total of 910,000 at a price of \$0.05 per share. They were each issued 105,000 compensation shares relating to a private placement in May of 2015 (TSX-VE submission #205211) and were issued an additional 350,000 compensation shares each for compensation on 10,000,000 units sold in the current private placement.

## Certificate

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

Date: May 18, 2016

Corex Gold Corporation

Name of [issuer/underwriter] (please print)

Craig Schneider, CEO (604) 683-2505

Print name, title and telephone number of person signing

"Craig Schneider"

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