# Form 45-106F1 Report of Exempt Distribution

# IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 – REPORT TYPE											
X New report  Amended report If amended, provide filing date of report that is being amended. (YYYY-MM-DD)											
ITEM 2 – PARTY CERTIFYING THE REPORT											
Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.  Investment fund issuer  X Issuer (other than an investment fund)  Underwriter											
ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS											
Provide the following information about t	he issuer, or if the issuer i	s an investment fund, about t	the fund.								
Full legal name	Taku Gold Corp.										
Previous full legal name	n/a										
If the issuer's name changed in	the last 12 months, provi	ide most recent previous legal	l name.								
Website	http://www.youtube.com	m/user/TakuGold (if a	applicable)								
If the issuer has a legal entity identifier, p	rovide below. Refer to Par	t B of the Instructions for the	definition of "legal entity identif	ier".							
Legal entity identifier	n/	a									
ITEM 4 – UNDERWRITER IN											
If an underwriter is completing the report,	provide the underwriter's	s full legal name and firm Na	ntional Registration Database (N	RD) number. 1							
Full legal name n/a											
Firm NRD number		(if applicable)									
If the underwriter does not have a firm NE	RD number, provide the h	ead office contact information	n of the underwriter.	-							
Street address											
Municipality		Province/State									
Country		Postal code/Zip code									
Telephone number		Website		(if applicable)							

Item 5 – Issuer Information							
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.							
a) Primary industry							
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to <b>Statistics Canada's NAICS industry search tool</b> .							
NAICS industry code 2 1 2 2 1							
If the issuer is in the <b>mining industry</b> , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.  X Exploration  Development  Production							
Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.  Mortgages Real estate Commercial/business debt Consumer debt Private companies							
b) Number of employees							
Number of employees: $\boxed{X}$ 0 – 49 $$ 50 – 99 $$ 100 – 499 $$ 500 or more							
c) SEDAR profile number							
Does the issuer have a <u>SEDAR</u> profile?  No X Yes If yes, provide SEDAR profile number 0 0 0 1 3 4 7 5  If the issuer does not have a SEDAR profile complete Item 5(d) – (h).							
d) Head office address							
, , , , , , , , , , , , , , , , , , ,							
Street address 608 – 409 Granville Street Province/State British Columbia  Municipality Vancouver Postal code/Zip code V6C 1T2							
Country Canada Telephone number 604-642-0115							
e) Date of formation and financial year-end							
Date of formation 1999 07 19 Financial year-end 12 31  YYYY MM DD MM DD							
f) Reporting issuer status							
Is the issuer a reporting issuer in any jurisdiction of Canada?  No  X  Yes							
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.  All X AB X BC MB NB NL NT  NS NU X ON PE QC SK YT							
g) Public listing status							
If the issuer has a CUSIP number, provide below (first 6 digits only)  CUSIP number 8 7 4 0 7 2							
If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.  Exchange names Canada - CSE							
h) Size of issuer's assets							
Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.  X \$0 to under \$5M							
\$100M to under \$500M \$500M to under \$1B \$1B or over							

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Item 6 – Investmi	ENT FUND ISSUER INFORMATION									
If the issuer is an investment fund, provide the following information.										
a) Investment fund	manager information									
Full legal name	n/a									
Firm NRD Number	(if applicable)									
If the investment fund manag	er does not have a firm NRD number, provide the head office contact information of the investment fund manager.									
Street Address										
Municipality	Province/State									
Country	Postal code/Zip code									
Telephone number	Website (if applicable)									
b) Type of investme	ent fund									
Type of investment fund that  Money market  Balanced	most accurately identifies the issuer (select only one).  Equity  Alternative strategies  Other (describe)									
Invests primarily  Is a UCITs Fund  1 Undertaking for the Collective Inve	of the following apply to the investment fund.  in other investment fund issuers  1  estment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow perate throughout the EU on a passport basis on authorization from one member state.									
c) Date of formation	n and financial year-end of the investment fund									
Date of formation	Financial year-end MM DD MM DD									
d) Reporting issuer	status of the investment fund									
Is the investment fund a repo	rting issuer in any jurisdiction of Canada? No Yes									
If yes, select the jurisdictions of	of Canada in which the investment fund is a reporting issuer.									
All	AB BC MB NB NL NT									
☐ NS ☐	NU ON PE QC SK YT									
e) Public listing star	tus of the investment fund									
_	CUSIP number, provide below (first 6 digits only).									
CUSIP number										
	icly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges I has applied for and received a listing, which excludes, for example, automated trading systems.									
Exchange names										
f) Net asset value	(NAV) of the investment fund									
Select the NAV range of the in	nvestment fund as of the date of the most recent NAV calculation (Canadian \$).									
\$0 to under \$5M	\$5M to under \$25M \$25M to under \$100M									
\$100M to under \$500f	M \$500M to under \$1B \$1B or over Date of NAV calculation: YYYY MM DD									

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# ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

	•					•	•		•	•
a)	Currency									
Select the	e currency or currencies in who	ich the disti		_		ounts provided in ner (describe)	the report i	nust be i	n Canad	lian dollars.
b)	Distribution date(s)									
date as b	distribution start and end dat oth the start and end dates. If bution period covered by the r	the report	•		-	,			•	
	Start date	2016	07	25		End date	2016	07	25	
	L	YYYY	MM	DD	ı		YYYY	MM	DD	ı
c)	Detailed purchaser inform	mation							•	

# Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report.

## d) Types of securities distributed

Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

							Canadia	n \$
Security code			CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount
С			n/a	Common Shares	450,000	\$0.10	\$0.10	\$45,000

#### e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Sec	Security code		ty code Underlying security code		Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio	Describe other terms (if applicable)	
					oue	Lowest	Highest	(TTTT-WIWI-UU)	ralio	

#### f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction.

For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
Yukon	s. 2.14 of NI 45-106	3	\$33,750
Quebec	s. 2.14 of NI 45-106	1	\$11,250
			\$45,000
	Total number of unique purchasers <sup>2</sup>	4	

<sup>&</sup>lt;sup>2</sup>In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

## g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.<sup>3</sup> If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that

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Jurisalction of Car	nada only. For jurisdictions within Can	ada, state the province or teri	ritory, otnerwise state	e the country.	
	Province or	country	Net proceeds		
			(Canadian \$)		
	Total net proceeds to the inve	stment fund			
2"Not proceeds" mad	-		the report is being filed	loop the group redemptions that conjugat	d during
	ns the gross proceeds realized in the jurisdict I covered by the report.	ion from the distributions for which	the report is being filed,	less the gross redemptions that occurre	a auring
h) Offerir	ng materials - This section applies	only in Sackatchewan (	Ontario Ouébec N	Jew Brunswick and Nova Sco	vtio.
•					
•	as occurred in Saskatchewan, Ontario, required under the prospectus exemp	•		, , ,	9
in those jurisdiction		tion relieu on to be fileu with	or delivered to the se	ecurities regulatory dutifiority of re	guiutoi
<del>-</del>	offering materials listed in the table are	e required to be filed with or	delivered to the Onto	urio Securities Commission (OSC)	attach
	ion of the offering materials that have	•			attacn
	5	, , ,			
		Date of document or	Previously filed with or delivered to	Date previously filed or delivered	
	Description	other material (YYYY-MM-DD)	regulator?	(YYYY-MM-DD)	
		(TTTT MINI DD)	(Y/N)		
1.					
I					
ITEM 8 – C	OMPENSATION <b>I</b> NFORMA	TION			
		. 100)			
Provide informati	on for each person (as defined in NI 45	-106) to whom the issuer dir	ectly provides, or will	provide, any compensation in coi	nnection
	on for each person (as defined in NI 45 on. <b>Complete additional copies of tl</b>				nnection
with the distributi		his page if more than one p	person was, or will l		nnection
with the distributi	on. <b>Complete additional copies of t</b> any compensation was paid, or will be	his page if more than one p	person was, or will l distribution.		nnection
with the distribution  Indicate whether of the control of the cont	on. <b>Complete additional copies of t</b> any compensation was paid, or will be	his page if more than one properties paid, in connection with the naticate number of persons of	person was, or will l distribution.		nnection

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. <b>Complete additional copies of this page if more than one person was, or will be, compensated.</b>									
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.									
x No Yes If yes, indicate number of persons compensated.									
a) Name of person compensated and registration status									
Indicate whether the person compensated is a registrant.  No Yes									
If the person compensated is an individual, provide the name of the individual.									
Full legal name of individual									
Family name First given name Secondary given names									
If the person compensated is not an individual, provide the following information.									
Full legal name of non-individual									
Firm NRD number (if applicable)									
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.  No Yes									
b) Business contact information									
If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.									
Street address									
Municipality Province/State									
Country Postal code/Zip code									
Email address Telephone number									
c) Relationship to issuer or investment fund manager									

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

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Connected with the issu	er or investment fund	d manager							
Insider of the issuer (other than an investment fund)									
Director or officer of the investment fund or investment fund manager									
Employee of the issuer	or investment fund m	anager							
None of the above									
d) Compensation details									
Provide details of all compensation poin Canadian dollars. Include cash comservices incidental to the distribution, report on, internal allocation arranger  Cash commissions paid	missions, securities-b such as clerical, print	pased compensati ing, legal or acco	ion, gifts, discounts or unting services. An is	other compensation. Do suer is not required to ask	not repo	ort payn ails abo	nents for		
Value of all securities distributed	n/a	Security	Security co	de 1 Security code 2	Sec	curity cod	le 3		
as compensation									
Other compensation <sup>5</sup>	varrants, options or o	Describe							
Total compensation paid	\$	Describe							
Check box if the person w	· ·	deferred comp	ensation (describe the	e terms helow)					
<sup>4</sup> Provide the aggregate value of all securities Indicate the security codes for all securities of 5Do not include deferred compensation.									
ITEM 9 – DIRECTORS, EXEC		_							
TILIVI 5 DIRECTORS, EXEC	CUTIVE OFFICERS	SAND PROM	OTERS OF THE $f I$ S	SUER					
If the issuer is an investment fund,				SUER					
	do not complete Ite	em 9. Proceed to		SUER					
If the issuer is an investment fund,	do not complete Ite	em 9. Proceed to		SUER					
If the issuer is an investment fund, Indicate whether the issuer is any of to	do not complete Ite	em 9. Proceed to		SUER					
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If the issuer is an investment fund, Indicate whether the issuer is any of to  X Reporting issuer in any juriso  Foreign public issuer  Wholly owned subsidiary of a Provide name	do not complete Ite the following (select a diction of Canada a reporting issuer in a e of reporting issuer	em 9. Proceed to	o Item 10.	SUER					
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If the issuer is an investment fund,  Indicate whether the issuer is any of the image of the ima	do not complete Ite he following (select a diction of Canada a reporting issuer in a se of reporting issuer a foreign public issuer reign securities only the securities only the securities only the reporting issuer or a foreign public issuer or a foreign securities only the reporting issuer or a foreign youned by the reporting itribution even if the issue itent" in Part B(1) of the Irrabove, check this both cers and promotel each director, executive for "Relationship to it	any jurisdiction of the large structions.  The proceed to the large structions of the issuer of the issuer ive officer and prossuer", "D" – Direct of the given of the issuer of the issuer of the issuer ive officer and prossuer", "D" – Direct of the issuer ive officer and prossuer", "D" – Direct of the issuer ive officer and prossuer", "D" – Direct of the issuer ive officer and prossuer", "D" – Direct officer and prossuer is a prossuer in the prossuer in the prossuer in the prossuer is a prossuer in the	o Item 10.  If Canada <sup>6</sup> Item 20.  If the issuer's outstanding public issuer, respective intibutions of other types of the issuer. If the issuer is outstanding public issuer, respective intibutions of other types of the issuer. If the issuer is outstanding public issuer, respective intibutions of other types of the issuer. If the issuer is outstanding in the issuer is outstanding in the issuer. If the issuer is outstanding in the issuer is outstanding in the issuer is outstanding in the issuer. If the issuer is outstanding in the i	to.  ng voting securities, other than vely.  f securities to non-permitted control of the contro	da, state	e the pro	definitions  ovince or		

	b) Promoter information			· ·				l l	
lo	the promoter listed above is not an ecations within Canada, state the profficer.								
	Organization or company name	Family name	First given name	Secondary given	juris	sidential diction of dividual		nship to pro or both if a	
			name	names		vince or ountry	D		0
							<u> </u>		
	c) Residential address of								
	omplete Schedule 2 of this for ttach to the completed report								and (b) and
ľ	TEM 10 - CERTIFICATIO	ON							
is tr if	rovide the following certification and not a company, an individual who rust, the report may be certified by to the investment fund manager is no een authorized to do so by the inves	performs functions sing he issuer's trustee. If t t a company, an indiv	milar to that of he issuer is an i	a director or off nvestment fund,	icer ma a dired	y certify the ctor or office	e report. For e	xample, if th stment fund	ne issuer is a manager (or,
	he certification may not be delegate ompleting and filing the report is dif								
T	he signature on the report must be i	in typed form rather t							
710	ame of the signatory is also in typed $oldsymbol{A}$	N OFFENCE TO N	MAKE A MISE	REPRESENT	ATION	I IN THIS	REPORT		
В	sy completing the information be  I have read and unders  all of the information pr	elow, I certify to the stand this report; ar	e securities re	_		_	_		
	Full legal name	Dingsda	ale	Zach	ery		n/	′a	
		Family na	me	First giver	n name		Secondary g	jiven names	<u>-</u>
	Title	CEO and Directo	r						
	Name of issuer/underwriter/ investment fund manager	Taku Gold Corp.							
	Telephone number	604-642-0115		Email addre	ess	za	ak@takugol	d.com	
	Signature	"Zachery Din	gsdale"	D	ate	2016	07	26	
						YYYY	MM	DD	
I	TEM 11 – CONTACT PE	RSON							
P	rovide the following business contac	ct information for the						may contact	with any
q	uestions regarding the contents of t	his report, if different	than the individ	tual certifying th	ie repoi	rt in Item 10	O.		

Same as individual certifying the report

Full legal name	Lightfoot	Jeffrey	Blair	Title	Solicitor for the Issuer
	Family name First given name Secondary giver names		ven		
Name of company	Owen Bird Law Corpora	ation			
Telephone number	604-691-7508		Email address	jlightfoot@ow	enbird.com

## Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

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