Issuer Information

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

Who is completing the form? * ☑ Issuer ☐ Underwriter

Issuer Full Name *	Former "Issuer Full Name" if changed since last report
Lupaka Gold Corp	

Head Office Address Information

Street Address *	Phone Number *
220-800 Pender St W	604-681-5900

City *	Province/Territory/Other *	Postal/Zip Code *	Country *
Vancouver	British Columbia	V6C 2V6	Canada

Underwriter Name

Underwriter Head Office Address Information

Street Address

Phone Number

City

Province/Territory/Other

Postal/Zip Code

Country

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.

Reporting Issuer? * ☑ Yes ☐ No

Reporting Jurisdictions * Select All ☑

☑ Alberta ☑ New Brunswick ☑ Nova Scotia ☑ Prince Edward Island ☑ Yukon
☑ British Columbia ☑ Newfoundland and Labrador ☑ Nunavut ☑ Quebec
☑ Manitoba ☑ Northwest Territories ☑ Ontario ☑ Saskatchewan

Item 3: Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed. *

☐ Bio-tech
☐ Financial Services - investment companies and funds
☐ Financial Services - mortgage investment companies
☐ Financial Services - securitized products issuers
☐ Forestry
☐ Hi-tech
☐ Industrial
☑ Mining - exploration/development
☐ Mining - production
☐ Oil and Gas
☐ Real estate
☐ Utilities
☐ Other (describe)

Details of distribution

Item 4: Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report. *

Attach the completed Excel file here *2016 02 19 NI 45-106F1 Schedule1 ON.xlsx 40 KB*

To attach Schedule I, you must save a copy of it on your computer before uploading. Date Format: MM/DD/YYYY

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.

*First Distribution Date: 02/19/2016

Other Distribution Date(s):

Add | Del

Item 6: For each security distributed:

a) describe the type of security *

☐ Debt Securities ☑ Equity and Other Securities ☐ Derivatives

Units

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

Total number of securities distributed *			Expiry Date *	Exercise Price *
8,390,000	☑ Convertible	☐ Exchangeable	02/19/2019	0.1

Other Terms: The Issuer issued 8,390,000 units (the "Units") at a price of $0.05 per Unit. Each Unit consists of one fully paid and non-assessable common share and one transferable common share purchase warrant ("Warrant"). Each Warrant entitles the holder to purchase one additional common share, exercisable at $0.10 for a period of thirty-six months from closing. The shares and warrants issued in the Private Placement are subject to a four month hold period.
Subsequent to the hold period, and in the event that the Issuer's Shares trade on the TSX Venture Exchange at a closing price of greater than Cdn$0.30 per Share for a period of 20 consecutive trading days at any time following the date that is four months after the Closing Date, the Issuer may accelerate the expiry date of the warrants by giving notice to the holders thereof through the issuance of a news release. In such case the Warrants will expire on the 30th day after the date on which such notice is given.

Underlying security *

☐ Debt Securities ☑ Equity and Other Securities ☐ Derivatives

Units

c) State the exemption(s) relied on. *

- ☑ 45-106-2.3 or s.73.3(2) of the Securities Act (Ontario) [Accredited investor]
- ☑ 45-106-2.5 [Family, friends and business associates]
- ☐ 45-106-2.9 [Offering memorandum]
- ☐ 45-106-2.10 [Minimum amount]
- ☐ 45-106-2.12 [Asset acquisition]
- ☐ 45-106-2.13 [Petroleum, natural gas and mining properties]
- ☐ 45-106-2.14 [Securities for debt]
- ☐ 45-106-2.30 [Isolated distribution by issuer]
- ☐ 45-106-5.2 [TSX Venture Exchange offering - except in Ontario]
- ☐ 45-108 [Crowdfunding]
- ☐ 45-501-2.9 [Distributions to existing security holders] or equivalent CSA exemption^

^ Select "45-501 - 2.9 [Distributions to existing security holders]" if you have relied on (a) section 2.9 of OSC Rule 45-501 - Ontario Prospectus and Registration Exemptions, (b) a prospectus exemption that was published in conjunction with Multilateral CSA Notice 45-313 Prospectus Exemption for Distributions to Existing Security Holders, or (c) Government of Newfoundland and Labrador Financial Services Regulations Division Blanket Order 88 Exemption from the Prospectus Requirement for Certain Trades to Existing Security Holders.

If the crowdfunding exemption in MI 45-108 is relied on, you are requested to attach an electronic version of the crowdfunding offering document 45-108F1 and any additional distribution materials (see s. 15(2) of MI 45-108).

If an offering memorandum that is required to be filed or delivered to the OSC is provided to a prospective purchaser either under the offering memorandum exemption in s. 2.9 of NI 45-106 (Forms 45-106F2 or 45-106F3) or voluntarily under another prospectus exemption, you are requested to attach an electronic version of the offering memorandum (see ss. 2.9(17) of NI 45-106 Prospectus Exemptions regarding the offering memorandum exemption or section 5.4 of OSC Rule 45-501 Ontario Prospectus and Registration Exemptions regarding voluntarily provided offering memoranda).

In addition, we request that you attach any marketing materials incorporated by reference into an offering memorandum filed in accordance with ss. 2.9(17) of NI 45-106.

☐ Check this box if the current version of the offering memorandum relating to this distribution has previously been filed with the OSC and provide the date it was filed.

Date:

Details of distribution

Item 7: Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 8, below.

Each jurisdiction where purchasers reside*	Number of purchasers *	Price per security[1] * (Canadian $) Low	High	Total dollar value raised from * purchasers in the jurisdiction (Canadian $)
British Columbia Country	32	$ 0.05	$ 0.05	346,000
Alberta Country	1	$ 0.05	$ 0.05	10,000
Ontario Country	3	$ 0.05	$ 0.05	53,500
Other Australia	1	$ 0.05	$ 0.05	10,000

Total number of purchasers	**37**
Total dollar value of distribution in all jurisdictions (Canadian $)	**419,500**

Note 1: If securities are issued at different prices list the highest and lowest price the securities were sold for. If securities are issued at the same price, list that price under both "Low" and "High".

Commissions and finder's fees

Item 8: 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.

Alternatively, you may provide the same information by completing and uploading the commissions and finder's fee template found at the beginning of the Form.

Not applicable ☐ Attach Excel File ☐

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.

Add footnote ☐

☐ Individual ☑ Firm *

First Name	Last Name	Firm Name *
		Canaccord Genuity Corp

Street Address *	City *	Province/Territory/Other *
2200-609 Granville St	Vancouver	British Columbia

Postal/Zip Code *	Country *
V7Y 1H2	Canada

☑ Cash ☐ Securities * Cash (Canadian $)* 4,110

Number of securities issued	Type of securities issued	Price per security	Exemption relied on	Date of distribution
	Select Security Type		Select Exemption	

Total dollar value of compensation (Canadian $). Total dollar value should include the value of any securities and cash added together. * 4,110

☐ Individual ☑ Firm *

First Name	Last Name	Firm Name *
		Haywood Securities Inc.

Street Address *	City *	Province/Territory/Other *
700-200 Burrard St	Vancouver	British Columbia

Postal/Zip Code *	Country *
V6C 3L6	Canada

☑ Cash ☐ Securities * Cash (Canadian $)* 12,000

Number of securities issued	Type of securities issued	Price per security	Exemption relied on	Date of distribution
	Select Security Type		Select Exemption	

Total dollar value of compensation (Canadian $). Total dollar value should include the value of any securities and cash added together. * 12,000

Additional information

You may include in the box below any explanation(s) about the information included in the Form if that will make the information easier to understand. For example, an explanation of currency conversion rates could be included here, if applicable. It is not mandatory to complete this box:

Certificate

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

Date: * 2016-02-25

Lupaka Gold Corp

Name of the issuer (please print)*

Kathleen Scales	Corporate Secretary	604-681-5900
(name) *	(title) *	(phone number) *

/s/ K. Scales

Signature *

☐ I have been authorized to submit this form on behalf of the person signing the form

Print name and title the person submitting the form

Kathleen Scales	Corporate Secretary
(name) *	(title) *

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 above

☑

Name *	Title *	Phone Number *

If available, you are requested to provide the Company Name and E-mail address of the person named above.

Company Name	E-mail

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

Certificate