

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Please complete the following:

Name of Listed Issuer: Rheingold Exploration Corp. (the "Issuer").

Trading Symbol: RGE.

Date: March 20, 2017.

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: N/A.

Issued and Outstanding Securities of Issuer Prior to Issuance: 16,949,760.

Date of News Release Announcing Private Placement: March 16, 2017.

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.28.

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form) N/A

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)

- (1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.
- (2) Indicate if Related Person.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: _____ .
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. _____ .
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: _____ .
_____ .
4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities.
5. Description of securities to be issued:
 - (a) Class _____ .
 - (b) Number _____ .
 - (c) Price per security _____ .
 - (d) Voting rights _____ .
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number _____ .
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) _____ .
_____ .
 - (c) Exercise price _____ .
 - (d) Expiry date _____ .

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7. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount _____ .
 - (b) Maturity date _____ .
 - (c) Interest rate _____ .
 - (d) Conversion terms _____ .
 - (e) Default provisions _____ .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): ____ .
 - (b) Cash _____ .
 - (c) Securities _____ .
 - (d) Other _____ .
 - (e) Expiry date of any options, warrants etc. _____ .
 - (f) Exercise price of any options, warrants etc. _____ .
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship _____
- _____ .
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
- _____ .
11. State whether the private placement will result in a change of control.
- _____ .

12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. _____

_____.
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102.

2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: Three mineral tenements covering approximately 540 km² comprising the Bygoo Tin project located in the central area of the state of New South Wales, Australia (the "Property"). The Issuer believes that the long term outlook for the tin market is favorable for two main reasons: 1) growing demand from electronics and growth in emerging markets for traditional uses such as tin plate; and 2) supply restrictions due to production problems, bans on mining and lack of tin projects coming on stream.
2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: The Issuer has entered into a binding letter of intent ("LOI") dated March 15, 2017 with BeiSur OstBarat Agency Ltd. ("BeiSur"), whereby BeiSur grants Rheingold the option to acquire all of BeiSur's benefits, rights and obligations under an agreement between BeiSur and Riverston Tin Pty Ltd. ("Riverston") dated as of November 16, 2016, as amended (the "Underlying Agreement"). Riverston is a subsidiary of ASX listed company Thomson Resources Limited (ASX:TMZ). The Underlying Agreement provides that BeiSur has an option to earn 51% undivided legal and beneficial interest in the Property (with an option to acquire up to a further 25% interest in the Property under the Underlying Agreement for additional consideration). The LOI contemplates that the parties will negotiate and enter into a definitive agreement which will provide that Rheingold may exercise its option to acquire BeiSur's interest in and to the Property and be assigned BeiSur's rights and obligations under the Underlying Agreement. The obligation of Rheingold and BeiSur to enter into the definitive agreement is subject to receipt of Canadian Securities

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Exchange approval by RGE and completion by RGE of a financing having gross proceeds of not less than \$1,000,000.

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
- (a) Total aggregate consideration in Canadian dollars: \$4,024,186 (based on current exchange rate between Canadian dollar and Australian dollar).
 - (b) Cash: \$3,184,186 (based on current exchange rate between Canadian dollar and Australian dollar).
 - (c) Securities (including options, warrants etc.) and dollar value: 3,000,000 shares (at a deemed price of \$0.28 per share, for an aggregate value of \$840,000).
 - (d) Other: N/A
 - (e) Expiry date of options, warrants, etc. if any: N/A
 - (f) Exercise price of options, warrants, etc. if any: N/A
 - (g) Work commitments: N/A
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc). Arm's-length negotiation.
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: N/A
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
BeiSur OstBarat Agency Ltd.	3,000,000 common shares	\$0.28	N/A	NI 45-106, s. 2.12	Nil	Arm's-length

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: In connection with the execution of the definitive agreement, a new NI 43-101 technical report will be prepared by an independent qualified person. The Issuer will take additional steps to verify good title if necessary.
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.): N/A
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____.
- (b) Cash _____.
- (c) Securities _____.
- (d) Other _____.
- (e) Expiry date of any options, warrants etc. _____.
- (f) Exercise price of any options, warrants etc. _____.

