

**Tennessee Securities Division
Regulation D 506 Review Form**

Issuer Name: Evrim Resources Corp.

Federal Filing	506	TN File #	N2016-0001
State Filing	48-1-125(b)	EDGAR CIK #	0001508931
Examiner / Reviewer	AWO	Form U-2	Yes
Date Filed	1/4/2016	Form U-2A	
Date of First Sale	12/16/2015	Advertising / PPM	
Date of First TN Sale	12/16/2015	Subscription Agrmt.	
Security Entity Type	Corporation	Fee Amount	\$500.00
FYE		Fee Receipt #	16391816

Date Deficiency Letter Issued	Date Response Received

Discussion of Comments & Deficiencies:

Examiner Name: AWO

Date Examiner's Review Completed: 01/08/2016

Supervisor Name: 

Date Supervisor Reviewed: 1/8/2016

January 8, 2016

Antonia Lopes
DENTONS
600 W. Broadway, Suite 2600
San Diego, CA 92101

RE: Evrim Resources Corp.
TN File No. N2016-0001

Dear Vanessa Mander:

This letter is to acknowledge the Issuer's notice filing on **01/04/2016**, pursuant to T.C.A. §48-1-125(b) and Rule 0780-4-2-.12, for the securities offering in Tennessee.

If the Issuer has any final correspondence concerning this notice filing, please submit it to the Division and reference the Tennessee file number noted above.

If you should have any questions or need additional information, please feel free to contact the Securities Registration Section at (615) 741-3187.

Sincerely,

April Odom
Securities Examiner
april.whitley.odom@tn.gov
p. (615)-253-4324

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden
hours per response: 4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) 0001508931
Name of Issuer Evrim Resources Corp.
Jurisdiction of Incorporation/Organization BRITISH COLUMBIA, CANADA
Year of Incorporation/Organization Over Five Years Ago
 Within Last Five Years (Specify Year)
 Yet to Be Formed

Previous Names None

Entity Type Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer Evrim Resources Corp.
Street Address 1 910-850 WEST HASTINGS STREET
Street Address 2
City VANCOUVER State/Province/Country BRITISH COLUMBIA, CANADA ZIP/PostalCode V6C 1E1 Phone Number of Issuer 6042488648

3. Related Persons

Last Name Nicol First Name John Middle Name P
Street Address 1 910 - 850 West Hastings Street Street Address 2
City Vancouver State/Province/Country BRITISH COLUMBIA, CANADA ZIP/PostalCode V6C 1E1
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

va Eden Paul P
Street Address 1 Street Address 2
205 - 713 Davis Dr.
City State/Province/Country ZIP/PostalCode
Newmarket ONTARIO, CANADA L3Y 2R3
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Caulfield David A
Street Address 1 Street Address 2
575 - 510 Burrard Street
City State/Province/Country ZIP/PostalCode
Vancouver BRITISH COLUMBIA, CANADA V6C 2J6
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Liyanage Mahesh
Street Address 1 Street Address 2
910 - 850 West Hastings Street
City State/Province/Country ZIP/PostalCode
Vancouver BRITISH COLUMBIA, CANADA V6C 1E1
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Harris Stewart
Street Address 1 Street Address 2
910 - 850 West Hastings Street
City State/Province/Country ZIP/PostalCode
Vancouver BRITISH COLUMBIA, CANADA V6C 1E1
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Thompson John
Street Address 1 Street Address 2
910 - 850 West Hastings Street
City State/Province/Country ZIP/PostalCode
Vancouver BRITISH COLUMBIA, CANADA V6C 1E1
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

- | | | |
|---|---|--|
| <input type="checkbox"/> Agriculture | <input type="checkbox"/> Health Care | <input type="checkbox"/> Retailing |
| <input type="checkbox"/> Banking & Financial Services | <input type="checkbox"/> Biotechnology | <input type="checkbox"/> Restaurants |
| <input type="checkbox"/> Commercial Banking | <input type="checkbox"/> Health Insurance | <input type="checkbox"/> Technology |
| <input type="checkbox"/> Insurance | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers |
| <input type="checkbox"/> Investing | <input type="checkbox"/> Pharmaceuticals | <input type="checkbox"/> Telecommunications |
| <input type="checkbox"/> Investment Banking | <input type="checkbox"/> Other Health Care | <input type="checkbox"/> Other Technology |
| <input type="checkbox"/> Pooled Investment Fund | <input type="checkbox"/> Manufacturing | <input type="checkbox"/> Travel |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | <input type="checkbox"/> Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input type="checkbox"/> Yes <input type="checkbox"/> No | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |
| <input type="checkbox"/> Other Banking & Financial Services | <input type="checkbox"/> Construction | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Business Services | <input type="checkbox"/> REITS & Finance | <input type="checkbox"/> Other Travel |
| <input type="checkbox"/> Energy | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Other |
| <input type="checkbox"/> Coal Mining | <input type="checkbox"/> Other Real Estate | |
| <input type="checkbox"/> Electric Utilities | | |
| <input type="checkbox"/> Energy Conservation | | |
| <input type="checkbox"/> Environmental Services | | |
| <input type="checkbox"/> Oil & Gas | | |
| <input type="checkbox"/> Other Energy | | |

5. Issuer Size

- | Revenue Range | OR | Aggregate Net Asset Value Range |
|---|----|---|
| <input type="checkbox"/> No Revenues | | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input checked="" type="checkbox"/> \$1 - \$1,000,000 | | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000 | | <input type="checkbox"/> Over \$100,000,000 |
| <input type="checkbox"/> Decline to Disclose | | <input type="checkbox"/> Decline to Disclose |
| <input type="checkbox"/> Not Applicable | | <input type="checkbox"/> Not Applicable |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | | |
|--|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Investment Company Act Section 3(c) | |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(9) |
| | <input type="checkbox"/> | <input type="checkbox"/> |

- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii)
- Rule 505
- Rule 506(b)
- Rule 506(c)
- Securities Act Section 4(a)(5)

- Section 3(c)(2)
- Section 3(c)(3)
- Section 3(c)(4)
- Section 3(c)(5)
- Section 3(c)(6)
- Section 3(c)(7)

- Section 3(c)(10)
- Section 3(c)(11)
- Section 3(c)(12)
- Section 3(c)(13)
- Section 3(c)(14)

7. Type of Filing

- New Notice Date of First Sale 2015-12-16 First Sale Yet to Occur
- Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Other (describe)

Units consisting of one common share and one non-transferable common share purchase warrant. Each warrant exercisable into one common share at a price of Cdn\$0.25 for a period of five years from closing.

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$870 USD

12. Sales Compensation

Recipient	Recipient CRD Number <input type="checkbox"/> None
Sprott Global Resource Investments, Ltd.	35878
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None
None	None
Street Address 1	Street Address 2
1910 Palomar Point Way	Suite 200
City	State/Province/Country
	ZIP/Postal

Carlsbad

CALIFORNIA

Code
92008

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States

All States

Foreign/non-US

- ALABAMA
- ARIZONA
- CALIFORNIA
- COLORADO
- CONNECTICUT
- FLORIDA
- GEORGIA
- HAWAII
- IDAHO
- ILLINOIS
- LOUISIANA
- MARYLAND
- MICHIGAN
- MINNESOTA
- MISSISSIPPI
- MISSOURI
- MONTANA
- NEVADA
- NEW JERSEY
- NEW YORK
- NORTH CAROLINA
- OREGON
- PENNSYLVANIA
- SOUTH DAKOTA
- TENNESSEE
- TEXAS
- UTAH
- VIRGINIA
- WASHINGTON
- WISCONSIN
- WYOMING

Recipient

Haywood Securities Inc.

Recipient CRD Number None

None

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number

None

None

None

Street Address 1

Street Address 2

700 - 200 Burrard Street

City	State/Province/Country	ZIP/Postal Code
Vancouver	BRITISH COLUMBIA, CANADA	V6C 3L6
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	<input type="checkbox"/> All States <input checked="" type="checkbox"/> Foreign/non-US	

Recipient	Recipient CRD Number <input checked="" type="checkbox"/> None
Canaccord Genuity Corp.	None
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None
None	None
Street Address 1	Street Address 2
2200 - 609 Granville Street	

City	State/Province/Country	ZIP/Postal Code
Vancouver	BRITISH COLUMBIA, CANADA	V7Y 1H2
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	<input type="checkbox"/> All States <input checked="" type="checkbox"/> Foreign/non-US	

13. Offering and Sales Amounts

Total Offering Amount \$1,094,128 USD or Indefinite

Total Amount Sold \$1,094,128 USD

Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

Total Cdn\$1,508,256 (US\$1,094,128 at US\$1 = Cdn\$1.3785). Cdn\$276,120 (US\$200,305 at US\$1 = Cdn\$1.3785) sold to 21 non US places and Cdn\$1,232,136 (US\$893,823 at US\$1 = Cdn\$1.3785) sold to 91 places in the US under Rule 506(b).

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. 3

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 112

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate

Finders' Fees \$59,950 USD Estimate

Clarification of Response (if Necessary):

Cdn\$79,401.60 paid to Sprott (US\$57,600 at US\$1 = Cdn\$1.3785); Cdn\$2,520 paid to Haywood(US\$1,828 at US\$1 = Cdn\$1.3785); Cdn\$750 paid to Canaccord (US\$522 at US\$1 = Cdn\$1.3785)

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Evrin Resources Corp.	Mahesh Liyanage	Mahesh Liyanage	Chief Financial Officer	2015-12-23

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

December 29, 2015

BY FEDERAL EXPRESS

Client-Matter No.: 10022007-000001

Tennessee Department of Commerce and
Insurance
Securities Division - Registration Section
Davy Crockett Tower, Suite 680
500 James Robertson Parkway
Nashville, Tennessee 37243-0575

Re: Evrin Resources Corp. (the "Company")
Notice Filing under Section 18(b)(4)(E) of the Securities Act of 1933

Dear Sir or Madam:

Pursuant to the requirements of Section 48-2-125(b) of the Tennessee Securities Act of 1973 and rules promulgated thereunder for offerings exempt from registration pursuant to Section 18(b)(4)(E) (formerly Section 18(b)(4)(D)) of the Securities Act of 1933, as amended, enclosed for filing on behalf of the above-referenced Company is the following:

1. One copy of Form D, Notice of Sale of Securities Pursuant to Regulation D, as filed electronically with the Securities and Exchange Commission; and
2. A check in the amount of \$500.00, payable to Tennessee Department of Commerce & Insurance, in payment of the required fee.

Please note that the first sale in the State took place on December 16, 2015.

Please acknowledge receipt of this filing by stamping the enclosed duplicate copy of this letter and returning it to me in the self-addressed, stamped envelope enclosed herewith for that purpose. Should you require anything further from us, please do not hesitate to contact me. Thank you for your assistance in this matter.

Cordially yours,



Antónia Lopes
Paralegal

cc (via e-mail): John F. Griffee IV, Esq.

RECEIVED
2016 JAN -5 PM 3:14
TN SECURITIES

Commerce and Insurance
Office 33501001

Cust Name: Evrim Resources Corp.
Receipt #: 16391816
PAID: 1/4/2016
Batch #: 824878
Trans #: \$500.00

CI659 Reg D 506 Notice Fil \$500.00
Check 21 \$500.00

THANK YOU FOR YOUR PAYMENT

506(b)

STATE OF TENNESSEE
DEPARTMENT OF COMMERCE & INSURANCE
500 JAMES ROBERTSON PARKWAY
NASHVILLE, TN 37243



PAYMENT RECORD

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete. The reader should not assume that the information is accurate and complete.

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
FORM D

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) <u>0001508931</u>	Previous Names <input checked="" type="checkbox"/> None	Entity Type <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Business Trust <input type="checkbox"/> Other (Specify)
Name of Issuer <u>Evrin Resources Corp.</u>		
Jurisdiction of Incorporation/Organization <u>BRITISH COLUMBIA, CANADA</u>		
Year of Incorporation/Organization <input checked="" type="checkbox"/> Over Five Years Ago <input type="checkbox"/> Within Last Five Years (Specify Year) <input type="checkbox"/> Yet to Be Formed		

2. Principal Place of Business and Contact Information

Name of Issuer <u>Evrin Resources Corp.</u>			
Street Address 1 <u>910-850 WEST HASTINGS STREET</u>		Street Address 2	
City <u>VANCOUVER</u>	State/Province/Country <u>BRITISH COLUMBIA, CANADA</u>	ZIP/PostalCode <u>V6C 1E1</u>	Phone Number of Issuer <u>6042488648</u>

3. Related Persons

Last Name <u>Nicol</u>	First Name <u>John</u>	Middle Name <u>P</u>
Street Address 1 <u>910 - 850 West Hastings Street</u>	Street Address 2	
City <u>Vancouver</u>	State/Province/Country <u>BRITISH COLUMBIA, CANADA</u>	ZIP/PostalCode <u>V6C 1E1</u>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

RECEIVED
2016 JAN -5 PM 3:14
SECURITIES DIVISION

N2016-0001

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name va Eeden	First Name Paul	Middle Name P
Street Address 1 205 - 713 Davis Dr.	Street Address 2	
City Newmarket	State/Province/Country ONTARIO, CANADA	ZIP/PostalCode L3Y 2R3
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name Caulfield	First Name David	Middle Name A
Street Address 1 575 - 510 Burrard Street	Street Address 2	
City Vancouver	State/Province/Country BRITISH COLUMBIA, CANADA	ZIP/PostalCode V6C 2J6
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name Liyanage	First Name Mahesh	Middle Name
Street Address 1 910 - 850 West Hastings Street	Street Address 2	
City Vancouver	State/Province/Country BRITISH COLUMBIA, CANADA	ZIP/PostalCode V6C 1E1
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name Harris	First Name Stewart	Middle Name
Street Address 1 910 - 850 West Hastings Street	Street Address 2	
City Vancouver	State/Province/Country BRITISH COLUMBIA, CANADA	ZIP/PostalCode V6C 1E1
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name Thompson	First Name John	Middle Name
------------------------------	---------------------------	--------------------

Street Address 1

910 - 850 West Hastings Street

City

Vancouver

Street Address 2

State/Province/Country

BRITISH COLUMBIA, CANADA

ZIP/PostalCode

V6C 1E1

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

- Agriculture
- Banking & Financial Services
 - Commercial Banking
 - Insurance
 - Investing
 - Investment Banking
 - Pooled Investment Fund
- Business Services
- Coal Mining
- Electric Utilities
- Energy Conservation
- Environmental Services
- Oil & Gas
- Other Energy
- Health Care
 - Biotechnology
 - Health Insurance
 - Hospitals & Physicians
 - Pharmaceuticals
 - Other Health Care
- Manufacturing
- Real Estate
 - Commercial
 - Construction
 - REITS & Finance
 - Residential
 - Other Real Estate
- Retailing
- Restaurants
- Technology
 - Computers
 - Telecommunications
 - Other Technology
- Travel
 - Airlines & Airports
 - Lodging & Conventions
 - Tourism & Travel Services
 - Other Travel
- Other

5. Issuer Size

- | Revenue Range | OR | Aggregate Net Asset Value Range |
|---|----|---|
| <input type="checkbox"/> No Revenues | | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input checked="" type="checkbox"/> \$1 - \$1,000,000 | | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> | | <input type="checkbox"/> |

- \$25,000,001 - \$100,000,000
 Over \$100,000,000
 Decline to Disclose
 Not Applicable

- \$50,000,001 - \$100,000,000
 Over \$100,000,000
 Decline to Disclose
 Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Investment Company Act Section 3(c) |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input type="checkbox"/> Section 3(c)(1) <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Section 3(c)(2) <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input type="checkbox"/> Section 3(c)(3) <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 505 | <input type="checkbox"/> Section 3(c)(4) <input type="checkbox"/> Section 3(c)(12) |
| <input checked="" type="checkbox"/> Rule 506(b) | <input type="checkbox"/> Section 3(c)(5) <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Rule 506(c) | <input type="checkbox"/> Section 3(c)(6) <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Securities Act Section 4(a)(5) | <input type="checkbox"/> Section 3(c)(7) |

7. Type of Filing

- New Notice Date of First Sale 2015-12-16 First Sale Yet to Occur
 Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|---|---|
| <input checked="" type="checkbox"/> Equity | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |
| <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities |
| <input checked="" type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input checked="" type="checkbox"/> Other (describe) |

Units consisting of one common share and one non-transferable common share purchase warrant. Each warrant exercisable into one common share at a price of Cdn\$0.25 for a period of five years from closing.

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$870 USD

12. Sales Compensation

Recipient

Sprott Global Resource Investments, Ltd.

(Associated) Broker or Dealer None

None

Street Address 1

1910 Palomar Point Way

City

Carlsbad

State(s) of Solicitation (select all that apply)

Check "All States" or check individual States

All States

Recipient CRD Number None

35878

(Associated) Broker or Dealer CRD Number None

None

Street Address 2

Suite 200

State/Province/Country

CALIFORNIA

ZIP/Postal Code

92008

Foreign/non-US

- ALABAMA
- ARIZONA
- CALIFORNIA
- COLORADO
- CONNECTICUT
- FLORIDA
- GEORGIA
- HAWAII
- IDAHO
- ILLINOIS
- LOUISIANA
- MARYLAND
- MICHIGAN
- MINNESOTA
- MISSISSIPPI
- MISSOURI
- MONTANA
- NEVADA
- NEW JERSEY
- NEW YORK
- NORTH CAROLINA
- OREGON
- PENNSYLVANIA
- SOUTH DAKOTA
- TENNESSEE
- TEXAS

- UTAH
- VIRGINIA
- WASHINGTON
- WISCONSIN
- WYOMING

Recipient

Haywood Securities Inc.

(Associated) Broker or Dealer None

None

Street Address 1

700 - 200 Burrard Street

City

Vancouver

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States

All States

Recipient CRD Number None

None

(Associated) Broker or Dealer CRD Number None

None

Street Address 2

State/Province/Country

BRITISH COLUMBIA, CANADA

ZIP/Postal Code

V6C 3L6

Foreign/non-US

Recipient

Canaccord Genuity Corp.

(Associated) Broker or Dealer None

None

Street Address 1

2200 - 609 Granville Street

City

Vancouver

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States

All States

Recipient CRD Number None

None

(Associated) Broker or Dealer CRD Number None

None

Street Address 2

State/Province/Country

BRITISH COLUMBIA, CANADA

ZIP/Postal Code

V7Y 1H2

Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount \$1,094,128 USD or Indefinite

Total Amount Sold \$1,094,128 USD

Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

Total Cdn\$1,508,256 (US\$1,094,128 at US\$1 = Cdn\$1.3785). Cdn\$276,120 (US\$200,305 at US\$1 = Cdn\$1.3785) sold to 21 non US places and Cdn\$1,232,136 (US\$893,823 at US\$1 = Cdn\$1.3785) sold to 91 places in the US under Rule 506 (b).

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

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Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

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15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate

Finders' Fees \$59,950 USD Estimate

Clarification of Response (if Necessary):

Cdn\$79,401.60 paid to Sprott (US\$57,600 at US\$1 = Cdn\$1.3785); Cdn\$2,520 paid to Haywood(US\$1,828 at US\$1 = Cdn\$1.3785); Cdn\$750 paid to Canaccord (US\$522 at US\$1 = Cdn\$1.3785)

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of

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securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506 (d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Evrin Resources Corp.	Mahesh Liyanage	Mahesh Liyanage	Chief Financial Officer	2015-12-23

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.