

X009364-2  
\$ 83,000  
Jan. 21, 2008

Form 45-106F1

*Amended Report of Exempt Distribution*

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution.

**Issuer information**

**Item 1:** Prominex Resource Corp.  
84 Airport Road  
PO Box 29002  
St. John's, NL  
Canada A1A 5B5  
(709) 726-7215

**Item 2:** The issuer is a reporting issuer in British Columbia.

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

- |   |   |
|---|---|
| <input type="checkbox"/> Bio-tech                       | <input type="checkbox"/> Mining                             |
| <input type="checkbox"/> 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"/> Forestry                       | <input type="checkbox"/> Real estate                        |
| <input type="checkbox"/> Hi-tech                        | <input type="checkbox"/> Utilities                          |
| <input type="checkbox"/> Industrial                     | <input type="checkbox"/> 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.

**Item 5:** Date of Closing: **January 21, 2008**

**Item 6:** For each security distributed:

- (a) describe the type of security – **common shares and warrants**
- (b) state the total number of securities distributed - **11,840,000 common shares and 11,840,000 warrants**

(c) state the exemption(s) relied on – **accredited investor**

**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 (Canadian \$)	Total Dollar Value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	3	Shares = \$0.10 Warrants = \$0.13	\$83,000.00
Alberta	4	Shares = \$0.10 Warrants = \$0.13	\$226,000.00
Ontario	1	Shares = \$0.10 Warrants = \$0.13	\$75,000.00
Newfoundland	1	Shares = \$0.10 Warrants = \$0.13	\$800,000.00

**Note 1:** If securities are issued at different prices list the highest and lowest price the securities were sold for.

### 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 021accounting services. 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.

Full name and address of the person being compensated	Compensation paid or to be paid (cash and/or securities)			
	Cash	Securities	Exemption relied on and date of distribution	Total dollar value of compensation (Canadian \$)
	(Canadian \$)	Number and type issued		
Abdul Walli Unit #13 2200 Sharpe Ave. Richmond, BC V6V 2V5	\$600.00			\$600.00
Greg Chacalias 13915 122 Avenue Edmonton, AB T5L 2W2	\$7,500.00			\$7,500.00
Brad Chacalias P.O. Box 76070 Calgary, AB T2Y 2Z9	\$10,000.00			\$10,000.00

**Item 9:** If a distribution is made in Ontario, please include the attached "Authorization of Indirect Collection of Personal Information for Distributions in Ontario". The "Authorization of Indirect Collection of Personal Information for Distributions in Ontario" is only required to be filed with the Ontario Securities Commission.

**Certificate**

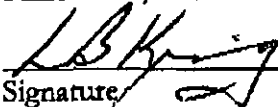
On behalf of the issuer, I certify that the statements made in this report are true.

Date: February 28, 2008

**Prominex Resource Corp.**

Lorne King, President and CEO, (709) 726-7215

Print name, title and telephone number of person signing

Signature  \_\_\_\_\_

**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 – **see above**

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