

**Form 45-103F4****Report of Exempt Distribution****Issuer information**

1. State the full name, address and telephone number of the issuer of the security distributed. Include former name if name has changed since last report. Also state the full name and address of the vendor, if this report is filed (a) by a vendor who is not the issuer, and (b) in connection with an exemption other than those contained in MI 45-103.

Jonpol Explorations Limited (the "Corporation")  
Suite 3123 - 595 Burrard Street  
P.O. Box 49139  
Vancouver, B.C.  
V7X 1J1  
(604) 609-6110

2. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

The issuer is a reporting issuer in the jurisdictions of British Columbia, Alberta and Ontario.

**Details of distribution**

3. State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

April 22, 2005

4. For each security distributed:

- (a) describe the type of security, and
- (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.

90,888,433 subscription receipts of the Corporation (the "Subscription Receipts") at a price of \$0.375 per Subscription Receipt for aggregate proceeds of \$34,083,162.38 (the "Offering").

Each Subscription Receipt is exercisable for no additional consideration into one unit (a "Unit") when various release conditions have been satisfied. Each Unit consists of one common share of the Corporation and one-half of one common share purchase warrant of the Corporation (one whole warrant being referred to as

a "Warrant"). Each Warrant shall be exercisable for one common share of the Corporation at a price of \$0.50 for a period of three years from the date when the release conditions have been satisfied.

5. Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Provide a total dollar value of all securities distributed in all jurisdictions. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 7, below.

Each jurisdiction where purchasers reside	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	\$0.375	2,955,712.88
Alberta	\$0.375	543,624.75
Manitoba	\$0.375	10,875
Ontario	\$0.375	894,137.25
U.S.	\$0.375	5,596,875
Foreign	\$0.375	24,081,937.50
Total dollar value of distribution in all jurisdictions (Canadian \$)		\$34,083,162.38

#### Commissions and finder's fees

6. Provide the following information for each person who is being compensated in connection with the distribution(s). When disclosing compensation paid or to be paid, include discounts, commissions or other fees or payments of a similar nature directly related to the distribution. Do not include payments for services incidental to the trade, such as clerical, printing, legal or accounting services.

Full name and address of person being compensated	Compensation paid (in Canadian \$ and, if applicable, number and type of securities)	Exemption relied on and date of distribution (if applicable)	Price per share (Canadian \$)
GMP Securities Ltd. 145 King Street West Suite 1100 Toronto, Ontario	\$920,245.38	Not Applicable	Not Applicable

M5H 1J8			
Canaccord Capital Corporation 320 Bay Street Suite 1210 Toronto, Ontario M5H 4A6	\$920,245.38	Not Applicable	Not Applicable
Raymond James Ltd. 333 Seymour Street Suite 800 Vancouver, B.C. V6B 5E2	\$102,249.49	Not Applicable	Not Applicable
Salman Partners Inc. Suite 2230 885 W. Georgia Street Vancouver, B.C. V6C 3E8	\$102,249.49	Not Applicable	Not Applicable

### Certificate

On behalf of the issuer (or vendor), I certify that the statements made in this report and in each schedule to this report are true.

Date: May 13, 2005

Jonpol Explorations Limited

Name of issuer or vendor (please print)

Gordon Keep, President

Print name and position of person signing

Signature 