

Form 45-106F6***British Columbia Report of Exempt Distribution***

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

ISSUER/UNDERWRITER INFORMATION**Item 1: Issuer/underwriter name and contact information****Galore Resources Inc.**

Suite 1100 – 111 Melville Street

Vancouver, B.C., V6E 3V6

Telephone: (604) 647-2298

Email: info@galoreresources.com

Website: http://www.galoreresources.com

Item 2: Reporting issuer status

The Issuer is a reporting issuer in British Columbia, Alberta and Saskatchewan.

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box below.

☐ Bio-tech

Mining

Financial Services

☒ exploration/development☐ investment companies and funds☐ production☐ mortgage investment companies☐ Oil and gas☐ Forestry☐ Real estate☐ Hi-tech☐ Utilities☐ Industrial☐ Other (describe)
_____**Item 4: Insiders and promoters of non-reporting issuers**

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

Information about insiders and promoters			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)
N/A - The Issuer is a reporting issuer in British Columbia, Alberta and Saskatchewan			

DETAILS OF DISTRIBUTION**Item 5: Distribution date**

January 29, 2013

Item 6: Number and type of securities

907,500 Units. Each Unit consists of one common share and one share purchase warrant. Each Warrant entitles the holder to acquire one additional common share for a period of twelve months at a price of \$0.10, expiring January 24, 2014.

Item 7: Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	4	\$0.10	\$90,750.00
Total number of Purchasers	4		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$90,750.00

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

Item 8: Information about purchasers

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Sivertson & Associates Consulting Ltd. 985 Brighton Crescent Victoria, B.C. V8S 2G4	I	57,500	\$5,750.00	NI 45-106 s. 2.5	Jan 29, 2013
Northwest Geological Consulting Ltd. 656 Foresthill Place, Port Moody, B.C. V3H 3A1	I	250,000	\$25,000.00	NI 45-106 s. 2.5	Jan 29, 2013
		307,500	\$30,750.00		

COMMISSIONS AND FINDER'S FEES**Item 9: Commissions and finder's fees**

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution	
NONE						

Certificate

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

Date: January 31, 2013

Galore Resources Inc.

Name of issuer (please print)

Pamela White, Corporate Secretary

Telephone: (604) 647-2298

Print name, title and telephone number of person signing

"Pamela White"

Signature

Item 10: Contact information

Pamela White, Corporate Secretary, PH: (604) 647-2298

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