

Form 45-106F1
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/underwriter information

Item 1:

Full Name and Address of Issuer:

QMI Seismic Inc.
1250 West Hastings Street.
Vancouver, BC V6Z 2E6

The distribution consisted of 2,000,000 units at price of CAD\$0.05 per unit, for aggregate total proceeds of CAD\$100,000. Each unit consists of one common share in the equity of the issuer and one share purchase warrant. Each share purchase warrant entitled the holder to purchase one additional common share at a price of CAD\$0.07 for a period of two years. Such share purchase warrants expire on March 26, 2012.

Item 2:

The issuer is a Reporting Issuer in British Columbia, Alberta and Ontario.

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

☐ Bio-tech

Financial Services

☐ investment companies and funds

☐ mortgage investment companies

☐ Forestry

x Hi-tech

☐ Industrial

Mining

☐ exploration/development

☐ production

☐ Oil and gas

☐ Real estate

☐ Utilities

☐ Other (describe)

Details of distribution

Item 4:

See Schedule I, attached.

Item 5:

The distribution date was March 26, 2010.

Item 6:

See Schedule I

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 \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	4	\$0.05	\$100,000
Total number of Purchasers	4		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$100,000

Commissions and finder's fees

Item 8:

Item 8 does not apply, this was a non-brokered private placement and no one was compensated or will receive compensation in connection with the distribution.

Item 9:

These securities were not distributed in Ontario.

Certificate

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

Date: APRIL 28, 2010

QMI SEISMIC INC.

Name of Issuer (please print)

604-685-2542

Telephone Number

“Navchand Jagpal”

Navchand Jagpal, President & CEO

Item 10:

For inquiries regarding this report, you may contact

Lorraine Pike

QMI Seismic Inc.

Corporate Services Administrator

604-685-2542

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