

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

A. State the following:

- the full name of the issuer of the security distributed. Include the former name of the issuer if its name has changed since this report was last filed;
- the issuer's website address; and
- the address, telephone number and email address of the issuer's head office.

Pedro Resources Ltd. (the "issuer")
Suite 801, 2222 Bellevue Avenue
West Vancouver, BC V7V 1C7
Email: johnb.mccleery@gmail.com
Tel: 604-880-5624
website: www.pedroresources.ca

B. If an underwriter is completing this report, state the following:

- the full name of the underwriter;
- the underwriter's website address; and
- the address, telephone number and email address of the underwriter's head office.

N/A

Item 2: Reporting issuer status

A. 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 British Columbia and Alberta.

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered.

N/A

Item 3: Issuer's industry

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

- | | |
|---|--|
| <input type="checkbox"/> Bio-tech | <input checked="" type="checkbox"/> Mining exploration/development |
| <input type="checkbox"/> Financial Services | <input type="checkbox"/> production |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> Oil and gas |
| <input type="checkbox"/> mortgage investment companies | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Other (describe) |
| <input type="checkbox"/> Industrial | |

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			

Details of distribution

Item 5: Distribution Date

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

December 5, 2012

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;
- 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; and

- if the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption.

4,000,000 common shares (“**Shares**”) and 2,000,000 non-transferable share purchase warrants (“**Warrants**”) exercisable to purchase up to 2,000,000 common shares of the issuer at a price of \$0.10 each until December 5, 2013.

273,000 finders’ warrants (the “**Finder’s Warrants**”) exercisable to purchase up to 273,000 common shares of the issuer at a price of \$0.10 each until December 5, 2013.

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 \$)
Quebec	7	\$0.05	95,000
Ontario	8	\$0.05	65,000
British Columbia	5	\$0.05	30,000
Mexico	2	\$0.05	10,000
Total number of Purchasers	22		
Total dollar value of distribution in all jurisdiction (Canadian \$)			200,000

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

Instructions

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

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder’s fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45 106

Prospectus and Registration Exemptions may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

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)
9090-3501 Quebec Inc. – Onyx Management 200 Rue des Roitelets, Saint Bruno, QC J3V 6E4 Attn: Rejean Gosselin Tel: 514-532-6211	n/a	200,000 Shares 100,000 Warrants	\$10,000	NI 45-106 s. 2.3	2012-12-05
Pagurus Enterprises Ltd. 2300 – 1177 West Hastings Street Vancouver, BC V6E 2K3 Attn: Lawrence W. Talbot Tel: 604-683-3396	I	100,000 Shares 50,000 Warrants	\$5,000	NI 45-106 s. 2.5	2012-12-05

Commissions and finder’s fees

Item 9: Commissions and finder’s fees

Instructions

A. 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 information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, 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	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)				Total dollar value of compensation (Canadian \$)
		Cash (Canadian \$)	Securities			
			Number and type of securities issued ⁽¹⁾	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Hampton Securities Limited 141 Adelaide Street West, Suite 1800 Toronto, ON M5H 3L5	R	\$4,900	98,000 Finders' Warrants	\$0.10	NI 45-106 s. 2.3 2012-12-05	\$4,900
Financière Banque Nationale 1155 Metcalfe Street Montreal, QC H3B 4S9	R	\$4,550	91,000 Finders' Warrants	\$0.10	NI 45-106 s. 2.3 2012-12-05	\$4,550
Canaccord Genuity Corp. 2200 – 609 Granville Street Vancouver, BC V7Y 1H2	R	\$2,450	49,000 Finders' Warrants	\$0.10	NI 45-106 s. 2.3 2012-12-05	\$2,450
CIBC World Markets Inc. 22 Front Street West, 4 th Floor Toronto, ON M5J 2W5	R	\$1,750	35,000 Finders' Warrants	\$0.10	NI 45-106 s. 2.3 2012-12-05	\$1,750

(1) Finders' Warrants means non-transferable share purchase warrants exercisable for the purchase of one common share of the issuer at a price of \$0.10 each until December 5, 2013.

Certificate

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

Date: December 13, 2012

PEDRO RESOURCES LTD.

Name of issuer (please print)

JOHN McCLEERY, PRESIDENT & CEO
Tel: 604-880-5624

Print name, title and telephone number of person signing

"John McCleery"
 Signature

Item 10: Contact information

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.

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

Notice - Collection and use of personal information

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre

701 West Georgia Street

Vancouver, British Columbia V7Y 1L2

Telephone: (604) 899-6500

Toll free across Canada: 1-800-373-6393

Facsimile: (604) 899-6581