

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;

Northern Vertex Mining Corp. (formerly Northern Vertex Capital Inc.) (the “Issuer”)

- the issuer’s website address; and

www.northernvertex.com.

- the address, telephone number and email address of the issuer’s head office.

Suite 1820, 1055 West Hastings Street
Vancouver, BC V6E 2E9
Telephone: (604) 601-3656
Email: info@northernvertex.com

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

- 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.

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 the Provinces of 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 | Mining |
| 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) |
-

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. N/A

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. N/A

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.

November 26, 2012.

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

The Issuer distributed units (each a “Unit”) at a purchase price of \$1.25 per Unit. Each Unit consists of one common share of the Issuer and one-half of one transferable common share purchase warrant (each whole warrant, a “Warrant”). Each Warrant is exercisable by the holder thereof to acquire one common share (a “Warrant Share”) of the Issuer at an exercise price of \$1.75 per Warrant Share until November 26, 2014.

- 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

The Issuer distributed 7,319,000 Units at a purchase price of \$1.25 per Unit. See above regarding convertible securities.

- 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. N/A

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	3	\$1.25	\$187,500
Alberta	1	\$1.25	\$31,250
Ontario	1	\$1.25	\$50,000
Switzerland	14	\$1.25	\$6,187,500
Panama	1	\$1.25	\$50,000
Malta	1	\$1.25	\$50,000
Liechtenstein	2	\$1.25	\$1,562,500
United Kingdom	1	\$1.25	\$30,000
Nevis	1	\$1.25	\$1,000,000

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 \$)
Total number of Purchasers	25		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$9,148,750

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. N/A

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. N/A

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)
Rampart Lane SA ADR Building Samuel Lewis Avenue Panama City, Republic of Panama Tel: Not Provided	--	40,000 Units	\$50,000	BCI 72-503	2012-11-26
The Timeless Precious Metals Fund Sicav PLC 168, St. Christopher Street Valletta VLT 1467 Malta Tel: 004.1793.795157	--	40,000 Units	\$50,000	BCI 72-503	2012-11-26
Banque Morval Rue Charles – Galland 18, 1206 Geneva, Switzerland Tel.: +41.91.985-2323	---	750,000 Units	\$937,500	BCI 72-503	2012-11-26
Unifida Finance SA Corso Elvezia 16 CH – 6900 Lugano Switzerland Tel: 41.91.910.7575	--	100,000 Units	\$125,000	BCI 72-503	2012-11-26
Sogepa SA Via Serafino Balestra 12 6901 Lugano Switzerland Tel.: +41.91.911.6855	---	95,000 Units	\$118,750	BCI 72-503	2012-11-26
Bank Julius Baer & Co. Ltd. Bahnhofstrasse 36 CH-0010 Zurich Switzerland Tel.: +41.0.58.888.8733	---	1,025,000 Units	\$1,281,250	BCI 72-503	2012-11-26

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)
Ahead Wealth Solutions AG as Trustee of Research Opportunity Fund Austr. 37, 9490 Vaduz Liechtenstein Tel: 423.239.8500	--	200,000 Units	\$250,000	BCI 72-503	2012-11-26
Häfliger Zürcher & Partners SA Palazzo Gargantini Via Marconi 2 C.P. 6000 CH – 6901 Lugano Switzerland Tel: 0041.91.912.4080	--	1,925,000 Units	\$2,406,250	BCI 72-503	2012-11-26
Banque Pasche (Leichtenstein) SA Austrasse 61 Postfach 9490 Vaduz Liechtenstein Tel: 423.239.3378	--	1,050,000 Units	\$1,312,500	BCI 72-503	2012-11-26
Cuchillo Amarillo Limitado Main Street Charleston, Nevis Tel: 41.22.7990800	--	800,000 Units	\$1,000,000	BCI 72-503	2012-11-26
20357718 Ontario Inc. 99 Denlow Blvd. Toronto, ON M3B 1R1 Tel.: 416.362.4168	---	40,000 Units	\$50,000	s.2.3 of NI 45-106	2012-11-26
Banque Bonhote 2, Quai Ostervald 2001 Neuchâtel Switzerland Tel: 0041.32.722.1023	--	120,000 Units	\$150,000	BCI 72-503	2012-11-26
TOTAL		6,185,000 Units	\$7,731,250		

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)				
		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 (yyyy-mm-dd)	
Blue Lake Advisors Via Pretorio 9 6900 Lugano Switzerland	--	\$78,406.25	--	--	--	\$78,406.25
Jean Yves Le Floch 1200 Geneva Switzerland	--	\$36,562.50	--	--	--	\$36,562.50
Ahead International Portfolio Management AG Austrasse 37 9490 Vaduz Liechtenstein	--	\$50,781.25	--	--	--	\$50,781.25
Natwest Rampart Lane SA Suite 921 Europort Gibraltar	--	\$8,125.00	--	--	--	\$8,125.00
Discovery Finance Sarl Chemin des Clochettes 4 1206 Geneva Switzerland	--	\$335,156.25	--	--	--	\$335,156.25
DB Management 14188 Marine Drive White Rock, BC V4B 1A8	--	\$65,000.00	--	--	--	\$65,000.00

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 (yyyy-mm-dd)	
PI Financial Corp. Suite 3401, Scotia Plaza 40 King Street West Toronto, ON M5H 3Y2	R	\$3,250.00	--	--	--	\$3,250.00
TOTAL		\$577,281.25				\$577,281.25

Certificate

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

Date: December 6, 2012.

Northern Vertex Mining Corp.

Name of Issuer (please print)

Ed Duda, Chief Financial Officer and Corporate Secretary

(604) 601-3653

Print name, title and telephone number of person signing

“Ed Duda”

Signature

Instruction

The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual 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