

British Columbia Report of Exempt Distribution

ITEM 1: ISSUER/UNDERWRITER NAME AND CONTACT INFORMATION

DEFIANT MINERALS CORP.
Suite 2000
1177 West Hastings Street
Vancouver, BC V6E 2K3
Tel: 604.725.1857

ITEM 2: REPORTING ISSUER STATUS

The Issuer is a reporting issuer in the provinces of British Columbia and Alberta.

ITEM 3: ISSUER'S INDUSTRY

- | | |
|---|---|
| <input type="checkbox"/> Bio-tech | <input type="checkbox"/> Mining |
| <input type="checkbox"/> 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 | Other (describe) |

ITEM 4: INSIDERS AND PROMOTERS OF NON-REPORTING ISSUERS

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	N/A	N/A	N/A

ITEM 5: DISTRIBUTION DATE

October 31, 2012

ITEM 6: NUMBER AND TYPE OF SECURITIES

- a) type of security: **Common Shares**
- b) total number of securities distributed, and if convertible or exchangeable, type of underlying security, terms of exercise or conversion and any expiry date: **1,700,000 common shares issued at a deemed price of \$0.005 per share**

- c) 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: **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	1	\$0.005	\$8,500
Total number of Purchasers	1		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$8,500

Note 1: 1,700,000 Common Shares were issued pursuant to a debt conversion agreement; no money was received by the Company for this issuance.

ITEM 8: INFORMATION ABOUT NON-INDIVIDUAL 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)
N/A					
TOTAL					

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 (yyyy-mm-dd)	
N/A						
Total						

CERTIFICATE

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

Date: **October 31, 2012**

DEFIANT MINERALS CORP.

Name of issuer

Donald R. Sheldon, President and Director (604) 725.1857

Name, title and telephone number of person signing

"Donald R. Sheldon"

Signature

ITEM 10: CONTACT INFORMATION

The person named above may be contacted with respect any questions regarding the content of this report.

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

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