

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:

Lucky Minerals Inc.
8338-120th Street, Surrey, BC V3W 3N4
Tel: 604 592 6881; Fax: 604 592 6882; email: laine@jandagroup.ca

Item 2: Reporting issuer status

Reporting Issuer in British Columbia, Alberta, Manitoba

Item 3: Issuer's industry

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

- | | |
|---|--|
| <input type="checkbox"/> Bio-tech | Mining |
| <input type="checkbox"/> Financial Services | <input checked="" type="checkbox"/> XX 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

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 \$)
Sonny Janda	Director	120,000	60,000

Item 5: Distribution date

April 17, 2013 through April 18, 2013

Item 6: Number and type of securities

For each security distributed:

- (a) Common;
- (b) a non-brokered private placement of a total of 1,000,000 shares at a price of \$0.50 per share
- (c) Section 2.3 of NI 45-106 and BCI 72-503

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 and Ontario	10	\$.50	\$410,000
United Kingdom and Central Europe	2	\$.50	\$ 90,000
Total number of Purchasers	12		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$500,000.00

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)
321 Gold Ltd #3 Kaibo Crescent, NS Grand Cayman, Cayman Islands, United Kingdom	N/A	80,000	40,000	BCI 72-503	2013-04-17
Eagle Star International Ltd. 78 Rue de Vevey 1630 Bulle, Switzerland, Europe	N/A	100,000	50,000	BCI 72-503	2013-04-17

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)
KS Gill Holdings Inc. 5566-136A Street Surrey, BC V3X 3P2	N/A	10,000	5,000	23.(2) of 45-106	2013-04-17
JG Wealth Management Corporation 8338-120 th Street, Second Floor Surrey, BC V3W 3N4		170,000	85,000	23.(2) of 45-106	2013-04-18

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 (yyyy-mm-dd)	
Western JT Capital Management Corporation 200-8338, 120 th Street, Surrey, BC V3W 3N4	N/A	\$39,000	N/A	N/A	N/A	\$39,000

CERTIFICATE

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

Date: April 19, 2013

LUCKY MINERALS INC.

Name of issuer

SONNY JANDA, CEO

Print name, title of person signing

"Sonny Janda"

Signature

Item 10: Contact information

Laine Trudeau, 604 592 6881