

**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.

**Item 1: Issuer/underwriter name and contact information**

Prominex Resource Corp.  
1001, 1010 Howe Street  
Vancouver, BC  
V6Z 1P5  
604.566.1094  
[www.prominex.ca](http://www.prominex.ca)

**Item 2: Reporting issuer status**

Reporting issuer in British Columbia and Alberta

**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**

Reporting issuer in BC and Alberta

**Item 5: Distribution date**

April 12, 2013

**Item 6: Number and type of securities**

- (a) Common shares and a warrant,
- (b) 21,370,000 common shares and 21,370,000 warrants
- (c) 2.5 are the exemption(s) relied upon.

**Item 7: Geographical information about purchasers**

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	6	Shares 0.015 Warrants 0.05	62,050
Alberta	5	Shares 0.015 Warrants 0.05	258,500
Total number of Purchasers	11		
Total dollar value of distribution in all jurisdictions (Canadian \$)			320,550

**Item 8: Information about purchasers**

All subscribers are individuals

**Item 9: Commissions and finder's fees**

No commissions or finder's fees were incurred

**Certificate**

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

Date: April 12, 2013

Prominex Resource Corp.

Gordon Barron, President and CEO

604.566.1094

"Gordon Barron"

Signature