

AMENDED**FORM 45-103.F4****Securities Act****REPORT OF EXEMPT DISTRIBUTION**

1. State the full name, address and telephone number of the issuer of the security distributed (include former name if name has changed since last report).

Cooper Minerals Inc.
Unit 208, 2695 Granville Street
Vancouver, BC V6H 3H4

(604) 738-5200

2. State whether the issuer is a reporting issuer and, if reporting, the jurisdictions in which it is reporting.

The Issuer is an exchange issuer and a reporting issuer in British Columbia and Alberta.

3. State the distribution date(s).

November 16, 2004

4. For each security distributed:

- (a) type of security:

Units, where each unit consists of one common share of the Company and one share purchase warrant.

- (b) state 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):

1,166,700 units at \$0.30 per unit for total proceeds of \$350,010 (by way of private placement), where each unit consists of one warrant, and \$0.40 is required to purchase one share of the company if purchased during the term which shall be the lesser period of:

(i) one year from the date of issuance of these share purchase warrants; or

(ii) that period commencing from the date of issuance of these share purchase warrants and ending on the fifth business day following any five day period in which the closing market price of the shares of the company traded on the NEX Board or TSX Venture Exchange is equal to or greater than \$0.50 per share for each day during such five day period. If the shares do not trade at all on any day in which the NEX Board or TSX Venture Exchange is open for trading within this period, such day shall be deemed to be part of this five day period.

741,857 shares were issued at \$0.30 per share for total proceeds of \$222,557.19 (Shares For Debt). In addition to these shares, 50,000 share purchase warrants were issued which are exercisable at the price of \$0.40 per share if purchased during the term which shall be that period commencing from the date of issuance of this share purchase warrant and ending on November 16, 2005.

5. Provide details of the distribution by completing the attached schedule.
6. Complete the attached schedule for each Canadian and foreign jurisdiction where purchasers of the securities reside. Provide a total dollar value of all securities distributed in all jurisdictions. Do not include securities issued as payment for commissions or finder's fees disclosed under Item 7.
7. Provide the following information for each person who is being compensated in connection with the distribution(s). When disclosing compensation paid or to be paid, include discounts, commissions or other fees or payments of a similar nature directly related to the distribution. Do not include payments for services incidental to the trade, such as clerical, printing, legal or accounting services.

(Full Name and Address of Person Being Compensated
 Compensation Paid (in CDN\$)
 Exemption Relied on and Date of Distribution (if applicable)

| <u>Finder's Name and Address</u> | <u>Commission (10% of No. of Shares</u> |
|--|---|
| Eastland Management Ltd. 5215 – 6 th Avenue Delta, BC V4M 1L6 | \$9,666.99 |
| Andrea Sze 8055 Granville Street Vancouver, BC V6P 4Z5 | \$6,600.00 |
| Olivia Sze #102 – 1316 West 11 th Avenue Vancouver, BC V6H 4G8 | \$4,634.10 |
| James Simpson 23 rd Floor, 1066 West Hastings St. Vancouver, BC V6E 4G8 | \$2,100.00 |
| C. Robin Relph Bratton Hill Slough Lane Buckland, Surrey UK RH3 7BJ | \$9,000.00* |

*In shares at a deemed price of \$0.30 per share = 30,000 shares. Exemption relied on is R. 128(f) of the Securities Act (British Columbia). Date of Distribution November 16, 2004

Item 6.

| Each Jurisdiction Where Purchasers Reside | Price Per Security (CDN\$) | Total Dollar Value Raised From Purchasers in the Jurisdiction (CDN\$) |
|--|-----------------------------------|--|
| British Columbia | \$0.30 | \$450,327.09 |
| Alberta | \$0.30 | \$20,400.00 |
| Ontario | \$0.30 | \$3,000.00 |
| United Kingdom | \$0.30 | \$90,000.00 |
| Hong Kong | \$0.30 | \$1,340.10 |
| New Zealand | \$0.30 | \$7,500.00 |
| TOTAL | | \$572,567.19 |

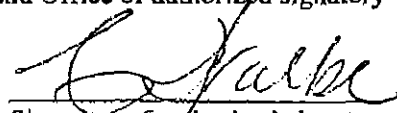
On behalf of the issuer, I certify that the statements made in this report and in each schedule to this report are true.

DATED this 14th day of January, 2005.

Cooper Minerals Inc.

Craig Walker, Director and Secretary
Name and Office of authorized signatory

Per:


Signature of authorized signatory