

FORM 45-106F6
REPORT OF EXEMPTION DISTRIBUTION

This is the form required under section 6.1 of National Instrument 45-106 for a report of exemption distribution.

Issuer Information

Miocene Metals Limited
129 Fielding Road,
Lively, Ontario
P3Y 1L7
Tel: 705 682 9297

Item 2:

Miocene Metals Limited (the "Corporation") is a reporting issuer in British Columbia, Alberta, Ontario, Quebec and its shares are listed on the TSX Venture Exchange (symbol: MII).

Item 3:

Industry: Mining exploration/development.

Details of Distribution

Item 4:

See Schedule I attached.

Item 5:

Distribution Date: February 19, 2013.

Item 6:

2,800,000 units in the capital of the Corporation (each a "Unit") at a price of \$0.05 per Unit (the "Offering") for total gross proceeds of \$140,000 were issued on February 19, 2013 (the "Closing Date"). Each Unit consists of one common share of the Corporation (each a "Common Share") and one Common Share purchase warrant of the Corporation, each whole Common Share purchase warrant (each a "Warrant") exercisable for an additional Common Share of the Corporation (a "Warrant Share") at a price of \$0.10 per Warrant Share for a period of 36 months from the Closing Date.

Exemption relied on: NI 45-106, s. 2.10.

Item 7:

Geographical information about purchasers

Each jurisdiction and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Ontario	3	\$0.05	\$30,000.00
British Columbia	1	\$0.05	\$100,000.00
U.S.A.	1	\$0.05	\$10,000.00
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$140,000.00

Item 8:**Information about 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 (Cdn\$)	Exemption Relied on	Date of Distribution	
West Coast Title Search Ltd. 888 Dunsmuir Street, Suite 100 Vancouver, B.C. V6C 3K4 Att: Wayne Myron Crookes Tel: 604-659-8600	n/a	2,000,000 Units	\$100,000	NI 45-106, s.2.10	February 19, 2013	

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	Exemption relied on and date of distribution	
N/A	N/A	N/A	N/A	N/A	N/A	N/A
TOTAL						N/A

Certificate

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

Date: February 20, 2013

Miocene Metals Limited

By: H.J. Blake, Q.C., Corporate Secretary. Tel: 416.369.6629

Signature

Item 10:

Contact: H.J. Blake
Tel: 416.369.6629