

Form 45-106F1
Report of Exempt Distribution

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

Item 1: Prominex Resource Corp.
1001, 1010 Howe Street
Vancouver, BC
V6Z 1P5
604.566.1094

Item 2: The issuer is a reporting issuer in British Columbia.

Item 3: Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed 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) |
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Details of distribution

Item 4: Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report.

Item 5: Date of Closing – March 11th, 2010.

Item 6: Security distributed:

- (a) Common shares and a warrant,
- (b) 3,900,000 common shares and 3,900,000 warrants
- (c) NI 45-106 – 2.3(1) and 2.5(1) are the exemption(s) relied upon.

Item 7: Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 8, below.

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	6	Shares 0.05 Warrants 0.10	41,500
Alberta	26	Shares 0.05 Warrants 0.10	153,500
Total number of Purchasers	32		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$195,000.00

Note 1: If securities are issued at different prices list the highest and lowest price the securities were sold for.

Item 7: Commissions and finder's fees

No commissions or finder's fees were paid.

Item 8: If a distribution is made in Ontario, please include the attached "Authorization of Indirect Collection of Personal Information for Distributions in Ontario". The "Authorization of Indirect Collection of Personal Information for Distributions in Ontario" is only required to be filed with the Ontario Securities Commission.

Certificate

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

Date: March 19th, 2010

Prominex Resource Corp.

Gordon Barron, President and CEO

604.566.1094

"Gordon Barron"

Signature

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Item 9: State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.