

S213257-2

\$ 275,000⁰⁰

Aug. 29, 2008

Form 45-106F1
Report of Exempt Distribution
AMENDED

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

Issuer information

Item 1: State the full name of the issuer of the security distributed and the address and telephone number of its head office. If the issuer of the security distributed is an investment fund, state the name of the fund as the issuer, and provide the full name of the manager of the investment fund and the address and telephone number of the head office of the manager. Include the former name of the issuer if its name has changed since last report.

Pro Minerals Inc.
#1600 – 543 Granville Street
Vancouver, BC V6C 1X8
604-608-6168

Item 2:

Item 3: State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

Reporting – British Columbia, Alberta, Ontario

Item 4: Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed below.

- ☐ Bio-tech
- Financial Services
 - ☐ investment companies and funds
 - ☐ mortgage investment companies
- ☐ Forestry
- ☐ Hi-tech
- ☐ Industrial

- Mining
 - X ☒ exploration/development
 - ☐ production
- ☐ Oil and gas
- ☐ Real estate
- ☐ Utilities
- ☐ Other (describe)

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BRITISH COLUMBIA
SECURITIES
COMMISSION

Details of distribution

Item 5: Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report.

Item 6: State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

Item 7: For each security distributed:

- (a) describe the type of security,

Units priced at \$0.10 each. Each Unit consisting of one Flow-Through Share and one Warrant. Each Warrant will entitle the holder thereof to purchase one Warrant Share, that will not be a “flow-through share”, of the Company for a period of two years following the Distribution Date at a price of \$0.20 per Warrant Share in the first year. The exercise price in the second year shall be \$0.25 per Warrant Share.

- (b) state the 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; and

2,750,000 Units as described in 6(a) above

- (c) state the exemption(s) relied on.

2.9(1) and 2.9(2) of NI 45-106 (Offering Memorandum)

2.3(1) (Accredited Investor)

Item 8: 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	28	\$0.10	229,000
Ontario	1	\$0.10	6,500

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Alberta	5	\$0.10	39,500
Total number of Purchasers	34		
Total dollar value of distribution in all jurisdictions (Canadian \$)			275,000

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

Commissions and finder's fees

Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

Compensation paid or to be paid (cash and/or securities)					
If the securities being issued as compensation are or include convertible securities, such as warrants or options, please add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the dollar value of the compensation unless the securities have been converted. If the securities being issued as compensation are or include convertible securities, such as warrants or options, please add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted. Full name and address of the person being compensated	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	
Chadwin Stratulat 346 Covewood Circle N.E. Calgary, Alberta T3K 5R1		458,000 share purchase warrants entitling the holder to purchase 458,000 shares of the company for up to 2 years from the date of distribution at an exercise price of \$0.10 per warrant		2.3(1) of NI 45-106 Accredited Investor	

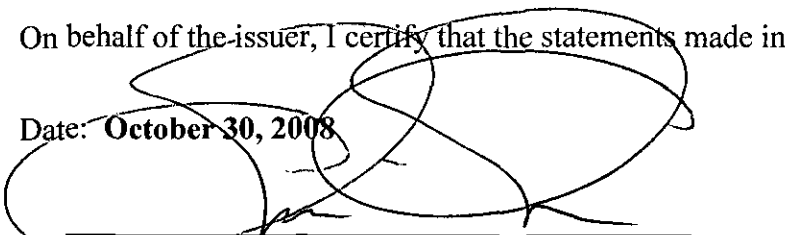
Item 9: If a distribution is made in Ontario, please include the attached "Authorization of Indirect Collection of Personal Information for Distributions in Ontario". The "Authorization of

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, I certify that the statements made in this report are true.

Date: **October 30, 2008**


Name of issuer (please print)

Pro Minerals Inc.

Print name, title and telephone number of person signing

Christopher Chu, President, 604-608-6168

Signature

Item 10: 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.

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authorities or, where applicable, the regulators under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or, where applicable, the regulator in the jurisdiction(s) where the form is filed, at the address(es) listed at the end of this report.