

**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.

**Issuer information**

**GOLDEX RESOURCES CORPORATION**  
**Suite 2110 – 1177 West Hastings Street,**  
**Vancouver, BC, V6E 2K3**

**Item 1:** State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting. **YES - BRITISH COLUMBIA & ALBERTA**

**Item 2:** 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  |
| <input type="checkbox"/> 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)                   |
- 

**Details of distribution**

**Item 3:** Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report.

**Item 4:** State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

**Distribution Date:** May 24, 2007

**Item 5:** For each security distributed:

- (a) describe the type of security, Units comprised of Common shares and Share Purchase Warrants
- (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; **The Placement totals 7,909,000 Units, with each Unit being comprised of 1 common share and 1 share purchase warrant that entitles the holder to purchase an additional common share for 1 year at \$0.35.**

and

- (c) state the exemption(s) relied on. **NI45-106 & BCI 72-503**

**Item 6:** 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	# of Purchasers	Price Per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
UNITED KINGDOM	1	\$0.27	\$20,250.00,
SINGAPORE	1	\$0.27	\$1,296,000.00
JAPAN	7	\$0.27	\$126,900.00
SWITZERLAND	1	\$0.27	\$6,750.00
NETHERLANDS	1	\$0.27	\$108,000.00
ONTARIO, CA	6	\$0.27	\$213,030.00
ALBERTA	4	\$0.27	\$134,190.00
BRITISH COLUMBIA	16	\$0.27	\$230,310.00
TOTAL DOLLAR VALUE OF DISTRIBUTION IN ALL JURISDICTIONS (Canadian \$)	37		\$2,135,430.00

**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

**Item 7:** 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.

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	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	
BOLDER INVESTMENT PARTNERS, Suite 800 – 1450 Creekside Drive, Vancouver, BC, V6J 5B3	\$170,834.40	790,900 Warrants	\$0.35	BCSC 74(2(23))May 24, 2007	170,834.40
CANACCORD CAPITAL CORPORATION -2200-609 Granville St Vancouver, BC V7Y 1H2	\$901.00	N/A	N/A	BCSC 74(2(23))May 24, 2007	\$901.00

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

Date June 7, 2007

***GOLDEX RESOURCES CORPORATION,***

Name of issuer (please print)

*“Charles Ross”*

CHARLES ROSS, SECRETARY AND DIRECTOR

**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.**