

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/underwriter 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. If an underwriter is completing this form, also state the full name of the underwriter and the address and telephone number of the head office of the underwriter.

**GOLDEX RESOURCES CORP., 2110 – 1177 WEST HASTINGS STREET,
VANCOUVER, BC V6E 2K3**

Item 2: State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

BRITISH COLUMBIA AND ALBERTA

Item 3: 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

☒ exploration/development

☐ production

☐ Oil and gas

☐ Real estate

☐ Utilities

☐ Other (describe)

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

MAY 12, 2011

Item 6: 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 – **46,857,500 Units, each one comprised of one common share and one warrant to purchase one additional share at a price of \$0.10 for one year**
- (c) state the exemption(s) relied on – **NI 45-106 Section 2.3 [Accredited Investor] and NI 45-106 Section 2.5 [Family, friends and business associates]**

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, Canada	90	\$0.05	1,696,375
Ontario, Canada	13	\$0.05	300,000
United States	2	\$0.05	38,000

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Republic of Panama	1	\$0.05	5,000
United Kingdom	5	\$0.05	68,500
Cayman Island	1	\$0.05	20,000
Australia	1	\$0.05	5,000
Switzerland	4	\$0.05	190,000
Luxembourg	1	\$0.05	20,000
Total number of Purchasers	118		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$2,342,875.00

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 8: 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	

Leede Financial Markets Inc., 1800-1140 Pender St. W., Vancouver, BC V6E 4G1	\$17,200.00				\$17,200.00
Macquarie Private Wealth Inc., 500 – 550 Burrard Street, Vancouver, BC V6C 2B5	\$8,000.00				\$8,000.00
Woodstone Capital Inc. c/o Haywood Securities Inc., Waterfront Centre, 700 – 200 Burrard Street, Vancouver, BC V6C 3L6	\$12,200.00				\$12,200.00
Northern Securities Inc., 145 King Street West, Suite 2020, Toronto, ON M5H 1J8	\$5,600.00				\$5,600.00
PI Financial Corp., 1900 – 666 Burrard Street, Vancouver, BC V6C 3N1	\$31,200.00				\$31,200.00

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

Date: July 22, 2011

Goldex Resources Corp

Name of [issuer/underwriter] (please print)

Len Guenther, Corporate Secretary (604) 669-4300

Print name, title and telephone number of person signing

“Len Guenther”

Signature

Instruction

The person filing the form must complete the bracketed information by deleting the inappropriate word.

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.