

Form 45-106F6
British Columbia Report of Exempt Distribution

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

Issuer/underwriter information

Item 1: Issuer/underwriter name and contact information

A. State the following:

- the full name of the issuer of the security distributed. Include the former name of the issuer if its name has changed since this report was last filed;

Northern Vertex Capital Inc. (the "Issuer")

- the issuer's website address; and

www.northernvertex.com

- the address, telephone number and email address of the issuer's head office.

Suite 920, 1055 West Hastings Street
Vancouver, BC V6E 2E9
Telephone #: 604-601-3656
Email: info@northernvertex.com

B. If an underwriter is completing this report, state the following: N/A

- the full name of the underwriter;
- the underwriter's website address; and
- the address, telephone number and email address of the underwriter's head office.

Item 2: Reporting issuer status

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

The Issuer is a reporting issuer in the Provinces of British Columbia and Alberta.

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered. N/A

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box below.

☐ Bio-tech

Financial Services

Mining

☒ 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) |
-

Item 4: Insiders and promoters of non-reporting issuers

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table. N/A

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter. N/A

Information about insiders and promoters			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)
N/A			

Details of distribution

Item 5: Distribution date

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

November 23, 2011.

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

The Issuer distributed 11,634,348 units (each a “Unit”) at a purchase price of \$1.15 per Unit. Each Unit consists of one common share (a “Common Share”) of the Issuer and one-half of one transferable common share purchase warrant (each whole warrant, a “Warrant”) in the capital of the Issuer. Each Warrant is exercisable to acquire one additional common share in the capital of

the Issuer (a “Warrant Share”) at an exercise price of \$1.55 per Warrant Share for a period of 24 months after the closing date of the Private Placement (the “Closing Date”), provided that the expiry date of the Warrants may, at the sole option of the Company, be accelerated to 30 business days following the date upon which the Company gives notice to the holders thereof that its common shares have had a closing price on the TSX Venture Exchange of \$2.00 or greater for 21 consecutive trading days.

- 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

11,634,348 Units at a purchase price of \$1.15 per Unit. See above regarding convertible securities.

- if the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption. N/A

Item 7: Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder’s fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	5	\$1.15	\$68,250
Other Jurisdictions	36	\$1.15	\$13,311,250
Total number of Purchasers	41		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$13,379,500

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

Item 8: Information about purchasers

Instructions

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table. N/A

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus and Registration Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II. N/A

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 (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Lamater Enterprises Ltd. Road Town Pasea Estate Tortola, British Virgin Islands Tel.: 0041223469802	---	20,000	\$23,000	BCI 72-503	2011-11-23
Stiftung Fifre c/o Sedes Anstalt Treuhand Stadtle 36 9490 Vaduz Liechtenstein Tel.: 0041223469802	---	42,000	\$48,300	BCI 72-503	2011-11-23
Talacer Investment Ltd. Road Town Pasea Estate Tortola British Virgin Islands Tel.: 0041223469802	---	70,000	\$80,500	BCI 72-503	2011-11-23
Brighton Securities Ltd. Road Town P.O. Box 958 Tortola British Virgin Islands Tel.: 0041223469802	---	30,000	\$34,500	BCI 72-503	2011-11-23

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 (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Ledan International Ltd. Pasea Estate Road Town Tortola British Virgin Islands Tel.: 0041223469802	---	20,000	\$23,000	BCI 72-503	2011-11-23
Kerlen Investment Ltd. Pasea Estate Road Town Tortola British Virgin Islands Tel.: 0041223469802	---	60,000	\$69,000	BCI 72-503	2011-11-23
Dedal Investment Ltd. Pasea Estate Road Town Tortola British Virgin Islands Tel.: 0041223469802	---	28,000	\$32,200	BCI 72-503	2011-11-23
Banque Pasche (Liechtenstein) SA Austrasse 61 Postfach 9490 Vaduz Liechtenstein Tel.: 423.239.3378	---	1,040,000	\$1,196,000	BCI 72-503	2011-11-23
Ahead Wealth Solutions AG as Trustee of Research Opportunities Fund Austrasse 37 9490 Vaduz Liechtenstein Tel.: 423.239.8500	---	1,000,000	\$1,150,000	BCI 72-503	2011-11-23
Ahead Wealth Solutions AG as Trustee of Oak Tree Junior Mining & Exploration Fund Austrasse 37 9490 Vaduz Liechtenstein Tel.: 423.239.8500	---	380,000	\$437,000	BCI 72-503	2011-11-23

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 (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Hafliger Zurcher & Partners Casella Postale 6000 6901 Lugano Switzerland Tel.: 91.912.4080	---	521,000	\$599,150	BCI 72-503	2011-11-23
Bank Julius Baer & Co. Ltd. Bahnhofstrasse 36 CH 8010 Zurich Switzerland Tel.: 41.0.58.888.8733	---	5,131,000	\$5,900,650	BCI 72-503	2011-11-23
Bank Sarasin & Co. Ltd. Lowenstrasse 11 8022 Zurich Switzerland Tel.: 41.44.213.9729	---	148,000	\$170,200	BCI 72-503	2011-11-23
Lombard Odier Darier Hentsch & Cie 11 rue de la Corraterie 1204 Geneve Switzerland Tel.: 41.22.709.2041	---	550,000	\$632,500	BCI 72-503	2011-11-23
EMGE Finance SA 20 Route de Pre-Bois Case Postale 1868 1215 Geneve 15 (CH) Switzerland Tel. 41.22.710.7080	---	30,000	\$34,500	BCI 72-503	2011-11-23
KBL (Switzerland) Ltd. Via Balestra 2 6900 Lugano Switzerland Tel.: 41.58.316.6600	---	190,000	\$218,500	BCI 72-503	2011-11-23
Banque Profil de Gestion S.A. 11 Cours de Rive Case Postale 3668 1211 Geneve 3 Switzerland Tel.: 41.22.818.3207	---	200,000	\$230,000	BCI 72-503	2011-11-23

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 (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Ebsworth Worldwide Inc. Trident Chambers, P.O. Box 146 Road Town, Tortola British Virgin Islands Tel.: Not Provided	---	230,000	\$264,500	BCI 72-503	2011-11-23
Bagheera Group Inc. 10 Calle Elvira Mendez Panama City Panama	---	120,000	\$138,000	BCI 72-503	2011-11-23
LBLux SICAV-FIS Junior Mining 3 Rue Jean Monnet L-2180 Luxembourg Tel.: 352.42.43.4.5420	---	45,000	\$51,750	BCI 72-503	2011-11-23
TOTAL		9,855,000	\$11,333,250		

Commissions and finder's fees

Item 9: Commissions and finder's fees

Instructions

A. 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 information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, 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	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 (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Paolo Bernasconi Via Colmbei 6, 6914 Carona, Switzerland	---	\$112,125	N/A	N/A	N/A	\$112,125
Tiziano Romagnoli Chemin des Clochettes 4, 1206 Geneve Switzerland	---	\$749,742.50	N/A	N/A	N/A	\$749,742.50
Union Securities Ltd. #901 – 33 Yonge Street Toronto, ON M5E 1G4	R	\$3,363.75	N/A	N/A	N/A	\$3,363.75
TOTAL		\$865,231.25				\$865,231.25

Certificate

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

Date: December 1, 2011

Northern Vertex Capital Inc.

Name of Issuer (please print)

Rajwant Kang, Chief Financial Officer (604) 601-5653

Print name, title and telephone number of person signing

"Rajwant Kang"

Signature

Instruction

The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual signature.

Item 10: Contact information

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 British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre

701 West Georgia Street

Vancouver, British Columbia V7Y 1L2

Telephone: (604) 899-6500

Toll free across Canada: 1-800-373-6393

Facsimile: (604) 899-6581