

Form 45-106F1
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.

SGX Resources Inc. (the "Issuer")
646 Erin Street, Winnipeg, MB R3G 2V9 (204) 774-6771

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, Alberta and Manitoba

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 | <input checked="" type="checkbox"/> Mining |
| <input type="checkbox"/> Financial Services | <input 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 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.

December 22, 2011

Item 6: For each security distributed:

- (a) describe the type of security,

Common shares issued as "flow-through shares" within the meaning of the *Income Tax Act (Canada)* ("Flow-Through Shares") at a price of \$0.25 per Flow-Through Shares.

- (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

10,000,000 Flow-Through Shares

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

The “accredited investor” and “family, friends and business associates” exemptions established by s. 2.3 of National Instrument 45-106.

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 \$)
Manitoba	65	\$0.25	\$1,723,600
Ontario	12	\$0.25	\$323,500
Alberta	4	\$0.25	\$47,500
British Columbia	29	\$0.25	\$400,400
Saskatchewan	1	\$0.25	\$5,000
Total number of Purchasers	111		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$2,500,000

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

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 (1)	Price per security	Exemption relied on and date of distribution	
Bill McCulloch 1094 Dudley Avenue, Winnipeg, MB R3M 1S8	\$22,632	Nil	NA	Nil	\$22,632
MGI Securities Inc. 26 Wellington Street East Suite 900 Toronto ON M5E 1S2	\$3,125	Nil	NA	Nil	\$3,125
Paul Lasko 196 Lindenwood Drive E. Winnipeg, MB R3P 1S6	\$1,750	Nil	NA	Nil	\$1,750
Dundee Securities Inc. Dundee Place 1 Adelaide Street E. Toronto, ON M5C 2V9	\$2,500	Nil	NA	Nil	\$2,500
Union Securities Ltd. 900-700 West Georgia St. PO Box 10341 Pacific Centre Vancouver, BC V7Y 1H4	\$1,750	Nil	NA	Nil	\$1,750
Jory Capital Inc. 2070 Main Street, Winnipeg, MB R3C 3Z3	\$1,000	Nil	NA	Nil	\$1,000
Odlum Brown Ltd. Suite 1100 – 250 Howe St. Vancouver, BC V6C 3S9	\$11,412.50	Nil	NA	Nil	\$11,412.50
CIBC Wood Gundy Suite 1000- One Lombard Place Winnipeg, MB R3B 3N9	\$2,750	Nil	NA	Nil	\$2,750
Macquarie Private Wealth Inc. Brookfield Place 181 Bay Street, Suite 3200 Toronto, ON M5J 2T3 Canada	\$500	Nil	NA	Nil	\$500

Pope & Company 40 University Ave. Suite 420 Toronto, ON M5J 1T1	\$3,000	Nil	NA	Nil	\$3,000
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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: December 22, 2011

SGX Resources Inc.
Name of issuer (please print)

Gary McDonald, CFO Tel: (204) 774-6771
Print name, title and telephone number of person signing


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.

Not applicable.

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.

Authorization of Indirect Collection of Personal Information for Distributions in Ontario

The attached Schedule I contains personal information of purchasers and details of the distribution(s). The issuer hereby confirms that each purchaser listed in Schedule I of this report

- (a) has been notified by the issuer
 - (i) of the delivery to the Ontario Securities Commission of the information pertaining to the person as set out in Schedule I,
 - (ii) that this information is being collected indirectly by the Ontario Securities Commission under the authority granted to it in securities legislation,
 - (iii) that this information is being collected for the purposes of the administration and enforcement of the securities legislation of Ontario, and
 - (iv) of the title, business address and business telephone number of the public official in Ontario, as set out in this report, who can answer questions about the Ontario Securities Commission's indirect collection of the information, and
- (b) has authorized the indirect collection of the information by the Ontario Securities Commission.