

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

East Asia Minerals Corporation

www.eaminerals.com

Suite 1588 - 609 Granville Street

P.O. Box 10336

Vancouver, BC V7Y 1G5

Tel: (604) 684-2183

info@eaminerals.com

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

- 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.

N/A

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 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

☐ investment companies and funds

☐ mortgage investment companies

☐ Forestry

☐ Hi-tech

☐ Industrial

Mining

☒ exploration/development

☐ production

☐ Oil and gas

☐ Real estate

☐ Utilities

☐ 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.

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.

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 \$)

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.

December 15, 2011

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

Units comprised of one common share and one whole share purchase warrant (“Warrant”).

Additionally, share purchase warrants apart from the Units (“Additional Warrants”).

- 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

25,090,000 Units. Each Warrant will entitle the holder to acquire, at any time up to 24 months (being December 15, 2013), one common share of the Company (“Warrant Share”) at an exercise price of \$0.78 per Warrant Share.

3,450,000 Additional Warrants. Each Additional Warrant will entitle the holder to acquire, at any time up to 24 months (being December 15, 2013), one common share of the Company (“Additional Warrant Share”) at an exercise price of \$1.17 per Additional Warrant Share.

- 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.

25,550,000 Units

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	17	\$0.50	\$765,000.00
Ontario	30	\$0.50	\$5,570,000.00
Hong Kong	2	\$0.50	\$135,000.00

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 \$)
Australia	5	\$0.50	\$50,000.00
Indonesia	1	\$0.50	\$10,000.00
United Kingdom	2	\$0.50	\$40,000.00
Cayman Islands	2	\$0.50	\$450,000.00
Alberta	1	\$0.50	\$25,000.00
New York	1	\$0.50	\$3,625,000.00
California	2	\$0.50	\$1,465,000.00
Illinois	1	\$0.50	\$400,000.00
Brazil	1	\$0.50	\$10,000.00
Total number of Purchasers	65		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$12,545,000.00

3,450,000 Additional Warrants

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 \$)
Alberta	1	n/a	n/a
British Virgin Islands	1	n/a	n/a
Curacao	1	n/a	n/a
Cayman Islands	1	n/a	n/a
Netherland	1	n/a	n/a
Ontario	7	n/a	n/a
Total number of Purchasers	12		
Total dollar value of distribution in all jurisdictions (Canadian \$)		n/a	

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.

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.

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)
Aberdeen International Inc. 65 Queen Street West, Toronto, ON M5H 2M5 905-686-8614		3,600,000 units	\$1,800,000	NI 45-106 (s. 2.10)	2011-12-15
Pettigrew International Inc. 44 Charles Street W., Apt 4107 Toronto, ON M4Y 1R8 416-874-3434		20,000 units	\$10,000	NI 45-106 (s. 2.3)	2011-12-15
Niristia Consulting Inc. 49 King George Road, Toronto, ON M8X 1L4 416-576-8870		10,000 units	\$5,000	NI 45-106 (s. 2.3)	2011-12-15
2263094 Ontario Inc. 72 Autumn Grove Court, Kleinburg ON L0J 1C0 416-471-5341		10,000 units	\$5,000	NI 45-106 (s. 2.3)	2011-12-15

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)
DB Celeste Investments Inc. 32 Frybrook Cr. Richmond Hill, Ontario L4B 4B9 416-616-0958		60,000 units	\$30,000	NI 45-106 (s. 2.3)	2011-12-15
Jia Yun International Investment Company Limited Room 1001-2, 10/F, Chow Tai Fook Centre, No. 580 A-F, Nathan Road, Kow loon, Hong Kong 416-524-8150		250,000 units	\$125,000	BCI 72-503	2011-12-15
Mark Eaton Consulting Ltd. 244 Russell Hill Road, Toronto, Ontario M4V 2T2 416-473-2770		250,000 units	\$125,000	NI 45-106 (s. 2.3)	2011-12-15
PJM Legal Consulting Inc. 20 Meadowvale Drive, Etobicoke ON M8Y 2N8 416-302-2477		30,000 units	\$15,000	NI 45-106 (s. 2.3)	2011-12-15
2051580 Ontario Inc. 65 Queen Street West, Suite 805, Toronto ON M5H 2M5 416-861-5876		3,380,000 units	\$1,690,000	NI 45-106 (s. 2.3)	2011-12-15
Siwash Holdings Ltd. 201-20 York Mills Rd., Toronto ON M2P 2C2 416-203-1448		40,000 units	\$20,000	NI 45-106 (s. 2.3)	2011-12-15
Geeland Pty Ltd. 31 Farnell Street Curl Curl, NSW, Australia +61 2 9905-1138		30,000 units	\$15,000	BCI 72-503	2011-12-15
Gondor Geoconsult Pty. Ltd. GPO Box 2240, Sydney, NSW, Australia 2001 +61 4 3786-7931		10,000 units	\$5,000	BCI 72-503	2011-12-15

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)
Morgan Meighen & Associates Limited 10 Toronto Street Toronto, ON M5C 2B7 416-366-2931		150,000 units	\$75,000.00	NI 45-106 (s. 2.3)	2011-12-15
MMCAP International Inc. SPC Admiral Financial Centre, 90 Fort Street, Box 32021 Grand Cayman, Cayman Islands KY1-1208 416-408-0997		150,000 units	\$75,000.00	NI 45-106 (s. 2.3)	2011-12-15
Tocqueville Gold Offshore Fund, Ltd. c/o Citco Fund Services Corporate Center, West Bay Road P.O. Box 31106, SMB Grand Cayman, Cayman Islands, BWI 345-949-3977	I	750,000 units	\$375,000.00	NI 45-106 (s. 2.10)	2011-12-15
Front Street Investment Management Inc. 33 Yonge St., Suite 600 Toronto, Ontario M5E 1G4 416-915-2441		2,000,000 units	\$1,000,000	NI 45-106 (s. 2.10)	2011-12-15
0878228 BC LTD. 951 - E 53rd Ave. Vancouver, BC V5X 1J7 604-324-2020		50,000 units	\$25,000.00	NI 45-106 (s. 2.3)	2011-12-15
KMD Project Services Ltd. #505 - 1238 Melville St. Vancouver, BC V6E 4N2 604-812-1296		70,000 units	\$35,000.00	NI 45-106 (s. 2.3)	2011-12-15
One Eighty Five Project Services Ltd. #505 - 1238 Melville St. Vancouver, BC V6E 4N2 604-812-1296		50,000 units	\$25,000.00	NI 45-106 (s. 2.3)	2011-12-15

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)
Mackenzie Financial Corporation 180 Queen Street West Toronto, ON M5V 3K1		830,000 units	\$415,000.00	NI 45-106 (s. 2.3)	2011-12-15
Tocqueville Gold Fund 40 West 57th St., 19th Fl New York, NY 10019 646-873-3208	I	6,500,000 units	\$3,250,000.00	Ni 45-106 (s. 2.10)	2011-12-15
Tocqueville Gold Partners, L.P. 40 West 57th St., 19th Fl New York, NY 10019 646-873-3208	I	750,000 units	\$375,000.00	Ni 45-106 (s. 2.10)	2011-12-15
Exploration Capital Partners 2009 Limited Partnership 7770 El Camino Real Carlsbad, CA 92009 760-943-3939		2,910,000 units	\$1,455,000.00	Ni 45-106 (s. 2.10)	2011-12-15
Midas Partners LLC 5 Revere Drive - Suite 125 Northbrook, IL 60062 847-412-0100		800,000 units	\$400,000.00	Ni 45-106 (s. 2.3)	2011-12-15
TOTAL		22,700,000	\$11,350,000.00		

Additional Warrants

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)
KBC Clearing NV PO Box 1177 Amsterdam, Netherlands		150,000 share purchase warrants	\$435,000.00	NI 45-106 (s. 2.3)	2011-12-15

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)
#94964 Canada Inc. a/c 361-03586-28 160 George St., Apt. 2503 Ottawa, Ontario K1N 9M2		8,600 share purchase warrants	\$24,940.00	NI 45-106 (s. 2.3)	2011-12-15
Penrose Investors Ltd. R.G. Hodge Plaza, 3rd Floor, Wickham's Cay 1 P.O. Box 3483, Road Town, Tortola, BVI		17,500 share purchase warrants	\$50,750.00	NI 45-106 (s. 2.3)	2011-12-15
Tocqueville N.V. Landhuis Joonchi, Kaya Richard J. Beaujon z/n P.O. Box 837, Willemstad, Curacao		50,000 share purchase warrants	\$145,000.00	NI 45-106 (s. 2.3)	2011-12-15
ABC Capital Management Inc. 17 Whitelaw Court Thornhill, Ontario L3T 5E6		75,000 share purchase warrants	\$217,500.00	NI 45-106 (s. 2.3)	2011-12-15
Royal Capital Management 4100 Yonge St., Suite 504 Toronto, Ontario M2P 2G2		50,000 share purchase warrants	\$145,000.00	NI 45-106 (s. 2.3)	2011-12-15
Front Street Investment Management Inc. 33 Yonge St., Suite 600 Toronto, Ontario M5E 1G4		2,069,000 share purchase warrants	\$6,000,100.00	NI 45-106 (s. 2.3)	2011-12-15
MMCAP International Inc. SPC Admiral Financial Centre, 90 Fort Street, Box 32021 Grand Cayman, Cayman Islands KY1-1208		202,700 share purchase warrants	\$587,830.00	NI 45-106 (s. 2.3)	2011-12-15
Account #434. by its Manager, Mackenzie Financial Corporation 180 Queen Street West, Toronto, ON M5V 3K1		550,000 share purchase warrants	\$1,595,000.00	NI 45-106 (s. 2.3)	2011-12-15

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)
Account #C1042, by its Manager Mackenzie Financial Corporation 180 Queen Street West, Toronto, ON M5V 3K1		100,000 share purchase warrants	\$290,000.00	NI 45-106 (s. 2.3)	2011-12-15
Account #CIMGP, by its Manager Mackenzie Financial Corporation 180 Queen Street West, Toronto, ON M5V 3K1		150,000 share purchase warrants	\$435,000	NI 45-106 (s. 2.3)	2011-12-15
TOTAL		3,422,800	\$9,926,120.00		

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)	
RBC Dominion Securities Inc. P.O. Box 50, Royal Bank Plaza, 4 th Floor, South Rower, 200 Bay Street, Toronto, ON M5J 2W7	N/A	\$187,500.00	375,000 warrants	N/A	NI 45-106 (s. 2.3) 2011-12-15	\$187,500.00
Jennings Capital Inc. , 1010 de la Gauchetiere West, Mezzanine 100, Montreal, QC H3B 5J2	N/A	\$37,500.00	75,000 warrants	N/A	2011-12-15	\$37,500.00
Cormark Securities Inc. , Suite 2800, South Tower, Royal Bank Plaza, Toronto, ON M5J 2J2	N/A	\$25,000.00	50,000 warrants	N/A	2011-12-15	\$25,000.00
TOTAL		\$250,000.00	500,000 warrants			\$250,000.00

Each warrant to be issued under this Item 9 shall be exercisable to acquire one common share at an exercise price of \$0.78 at any time in whole or from time to time in part until December 15, 2013.

Certificate

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

Date: December 22, 2011

EAST ASIA MINERALS CORPORATION

Name of issuer (please print)

Michael Nayyar, CFO (604) 684-2183

Print name, title and telephone number of person signing

“Michael Nayyar”

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.

Paul M. Fang

Fang and Associates, Barristers & Solicitors

(604) 688-6775

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