

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.

Item 1: Issuer/underwriter name and contact information

Prominex Resource Corp.
1001, 1010 Howe Street
Vancouver, BC
V6Z 1P5
604.566.1094
www.prominex.ca
gordon.barron@gmail.com

Item 2: Reporting issuer status

The issuer is a reporting issuer in British Columbia.

Item 3: Issuer's industry

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

- | | |
|---|---|
| <input type="checkbox"/> Bio-tech | Mining |
| 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) |
-

Item 4: Insiders and promoters of non-reporting issuers

N/A

Item 5: Distribution date

October 19th, 2011

Item 6: Number and type of securities

- Flow through shares and one full flow through warrant
- 4,000,000 flow through common shares
- 4,000,000 flow through warrants that expire on October 19th, 2012

Item 7: Geographical information about purchasers

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	8	0.05	159,000
Alberta	2	0.05	41,000
Total number of Purchasers	10		
Total dollar value of distribution in all jurisdictions (Canadian \$)			200,000

Item 8: Information about purchasers

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)
Insolation Police Ltd. 13915 – 122 Ave Edmonton, AB T5L 2W2 780.777.2747		220,000	11,000	2.5(1)	19/10/2011

Item 9: Commissions and finder's fees

No commissions were paid.

Certificate

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

Date: October 29th, 2011_____

Prominex Resource Corp._____

Name of Issuer (please print)

Gordon Barron

Print name, title and telephone number of person signing

"Gordon Barron" President & CEO 604.566.1094

Signature

Item 10: Contact information

Same as above

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.