

Form 45-106F1
Report of Exempt Distribution

Issuer information

1. Prominex Resource Corp.
#2400 – 650 West Georgia Street
Vancouver BC V6B 4N7
Tel: (604) 257-3604
Fax: (604) 257-3512
2. Reporting Issuer in:
British Columbia
Alberta
3. Industry:
Mining – Exploration/development

Details of distribution

4. Details of the distribution - See **Schedule 1**.
5. Distribution Dates:
May 18, 2006
6. Security Description:
841,750 Units @ \$0.20 per Unit. Each Unit consisting of ONE Common Share and ONE non-transferable share purchase warrant, each warrant to entitle the unit-holder to purchase one new common share of the company at a price of \$0.30 until April 30, 2007 and \$0.40 until April 30, 2008
7. Jurisdiction summary:

Jurisdiction where purchasers reside	Number of Purchasers	Price per security (C\$)	Total dollar value raised from purchasers in jurisdiction (Cdn\$)
British Columbia		\$0.20	85,000
Alberta		\$0.20	50,000
Ontario		\$0.20	8,350
Province of Quebec		\$0.20	25,000
Total dollar value of distribution in all jurisdictions (Canadian \$)			168,350

Commissions and finder's fees

9. Provide the following information for each person who is being compensated in connection with the distribution(s). When disclosing compensation paid or to be paid, include discounts, commissions or other fees or payments of a similar nature directly related to the distribution. Do not include payments for services incidental to the trade, such as clerical, printing, legal or accounting services.

Full name and address of person being compensated	Compensation paid or to be paid (cash and/or securities)				
	Cash (C \$)	Securities			Total dollar value of compensation (C\$)
		Number and type of securities	Price per security	Exemption & distribution date	
Christine Corrado 1024 Lawson Ave. West Vancouver, BC V7T 2E2	\$ 10,830				\$ 10,830
Total	\$ 10,830				\$ 10,830

Certificate

On behalf of the issuer (or vendor), I certify that the statements made in this report and in each schedule to this report are true.

Date: May 18, 2006

PROMINEX RESOURCE CORP.

T. Allen Rose - Director

Print name and position of person signing

"T. Allen Rose"

Signature