

**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 1, 2006
6. Security Description:  
1,415,000 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	98,000
Alberta		\$0.20	160,000
Foreign (non Canadian)		\$0.20	25,000
Total dollar value of distribution in all jurisdictions (Canadian \$)			283,000

**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	
Abdul Walli – 10% Unit 13 - 22000 Sharpe Ave Richmond, BC V6V 2V5	-	14,000	\$0.20	45-106, 2.3(2)	\$2,800
Marlies Vincent – 10% #10–1155 Falconridge Dr NW Calgary, AB T3J 1E1	-	92,500	\$0.20	45-106, 2.5(2)	\$18,500
Nancy McDonald – 10% #201 – 1755 East Pender Street Vancouver, BC V6E 1N8	-	10,000	\$0.20	45-106, 2.5(2)	\$2,000
Brenda Bunnnett -10% #7 – 2431 Vine Street Vancouver, BC V6E 1P7	-	25,000	\$0.20	45-106, 2.5(2)	\$5,000
Total	-	141,500			\$28,300.00

**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 2, 2006

**PROMINEX RESOURCE CORP.**

T. Allen Rose - Director

Print name and position of person signing

"T. Allen Rose"

Signature