

**Form 45-106F1**  
**Report of Exempt Distribution**

This is the form required under section 6.1 of National Instrument 45-106 for a 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.

**COOPER MINERALS INC.**  
3465 Commercial Street  
Vancouver, B.C.  
V5N 4E8

(604) 871-9930

**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.

**The Issuer is a reporting issuer in British Columbia and Alberta**

**Item 3:** Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed 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)

SEC. Services  
Commission  
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**Details of distribution**

**Item 4:** Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report. — See Schedule I

**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. — **June 1, 2006**

**Item 6:** For each security distributed:

- (a) describe the type of security,  
**Units at Cdn.\$0.43, where each unit consists of one common share of the Issuer and one share purchase warrant entitling the holder to purchase an additional common share.**
- (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  
**7,000,000 Units distributed. The warrants are exercisable at a price of Cdn. \$0.53 for a period of one year from the date of issuance of the warrants.**
- (c) state the exemption(s) relied on.

**NI 45-106 sections 2.3, 2.5(1)(a),(d) and (h) and 2.10 (2)**

**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 \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Alberta	5	\$0.43	155,469.94
British Columbia	25	\$0.43	738,740.00
Bremuda	1	\$0.43	399,999.76
Cayman Islands	1	\$0.43	250,002.00
Hong Kong and China	5	\$0.43	519,188.45
Kuwait	1	\$0.43	32,250.00
Ontario	1	\$0.43	249,999.85
Sultanate of Oman	3	\$0.43	245,100.00
United Arab Emirates	3	\$0.43	101,050.00
United Kingdom	1	\$0.43	215,000.00
West Africa	2	\$0.43	103,200.00
<b>Total number of Purchasers</b>	<b>48</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>3,010,000.00</b>

**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 Number and type of securities issued	Price per security	Exemption relied on and date of distribution	Total dollar value of compensation (Canadian \$)
<b>Henry Tam</b> #37 First Street, Section H, Fairview Park, Yuen Long, Hong Kong	149,880.16	Nil	Nil	<i>BC Securities Act Rule 128(f)</i>	149,880.16
<b>Eastland Management Ltd.</b> 5215 -6 <sup>th</sup> Avenue, Delta, BC V4M 1L6	20,081.10	Nil	Nil	<i>BC Securities Act Rule 128(f)</i>	20,081.10
<b>Mahesh Verma</b> Villa No: 2132, Way No:1028, Qurum Heights, Muscat, Oman	20,210.00	Nil	Nil	<i>BC Securities Act Rule 128(f)</i>	20,210.00
<b>Rais Khan</b> Shk Zayed Road, P.O. Box 7259 Dubai, U.A.E.	17,630.00	Nil	Nil	<i>BC Securities Act Rule 128(f)</i>	17,630.00
<b>Reach Holdings Ltd.</b> #502 - 4001 Mt. Seymour Pky., North Vancouver, BC V7G 1C2	17,200.00	Nil	Nil	<i>BC Securities Act Rule 128(f)</i>	17,200.00
<b>Li Wei</b> Room 201, Block 1, Building 7, 16 Wu Yi Road, Xining, Qinghai, PRC 810000	49,338.85	Nil	Nil	<i>BC Securities Act Rule 128(f)</i>	49,338.85
<b>Total</b>	<b>274,340.11</b>				<b>274,340.11</b>

**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.

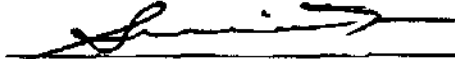
Date: June 13, 2006

**COOPER MINERALS INC.**

Name of issuer (please print)

Simon Tam, President 604 871-9930

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.

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