

**FORM 45-106F1
REPORT OF EXEMPT DISTRIBUTION
(AMENDED)**

This is the form required under section 6.1 of Regulation 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.

Richmond Minerals Inc.
133 Richmond Street West
Suite 403
Toronto, Ontario
M5H 2L2

2006 JUN 26 AM 9:18
SECURITIES
COMMISSION

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 Ontario, Alberta and British Columbia.

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

Mining Exploration & Development

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 Item 7

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.

April 12, 2006

Item 6: For each security distributed:

- (a) describe the type of security:

6,912,399 units at \$0.12...each unit consisting of 1 common shares and 1 share purchase warrant
 1,592,500 flow-through shares at \$0.15
 178,833 common shares at \$0.15

- (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

6,912,399 share purchase warrants giving the holder the right to purchase an additional common share at \$0.25 for a period of 2 years

- (c) state the exemption(s) relied on.

section 2.3 NI 45-106

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.

<i>Jurisdiction where purchaser resides</i>	<i># of purchasers</i>	<i>Price per security</i>	<i>Total value raised from jurisdiction</i>
Ontario	23	\$0.12-0.15	\$660,750
BC	3	\$0.12-0.15	\$29,500
Alberta	1	\$0.12	\$20,400
Quebec	1	\$0.15	\$10,000
Austria	2	\$0.12	\$120,000
Germany	1	\$0.12	\$198,088
Bulgaria	1	\$0.12	\$35,000
USA	2	\$0.12	\$21,000
TOTAL	34		\$1,094,738

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.

A finder's fee of \$51,730.35 was paid to:

Kingsmill Capital
1 Kingsmill Road
Toronto, Ontario
M8X 2N7

Certificate

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

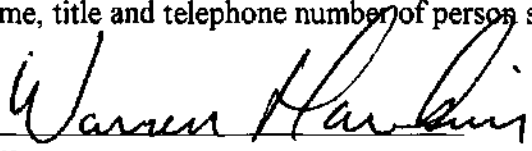
Date: June 21, 2006

RICHMOND MINERALS INC.

Name of issuer (please print)

WARREN HAWKINS PRESIDENT 416 603 2114

Print name, title and telephone number of person signing


Signature