

**Form 45-106F1**  
**Report Of Exempt Distribution.**

1. **GOLDEX RESOURCES CORPORATION,**  
**110 - 1177 West Hastings Street,**  
**Vancouver, BC V6E 2K3**  
**Telephone: (604) 688-5007**

2. The Issuer is a Reporting Issuer in **British Columbia and Alberta**

3. Industry of the Issuer ☒

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

**Details of Distribution**

4. See Schedule I.

5. Distribution Date **March 24, 2006**

6. a) Type of Security: Units comprised of one common share and one share purchase warrant
- b) Total number of securities distributed: 12,942,135
- c) If security is convertible or exchangeable, describe type of underlying security, **COMMON SHARES**  
the terms of exercise or conversion **n/a**  
and any expiry date; **March 24, 2008** and
- d) Exemptions Relied on: NI 45-106  
Ontario Exemption

7. Provide the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Provide a total dollar value of all securities distributed in all jurisdictions. Do not include in this table, securities issued as payment for commissions or finders' fees disclosed under item 8 below.

Each jurisdiction where purchasers reside	# of Purchasers	Price Per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Alberta,	7	\$.25	\$165,000.00
British Columbia	55	\$.25	\$952,250.00
Ontario	9	\$.25	\$1,300,000.00
Quebec	1	\$.25	\$10,000.00
Japan	2	\$.25	\$45,000.00
Germany	2	\$.25	\$65,000.00
United Kingdom	2	\$.25	\$525,000.00
Netherlands	1	\$.25	\$75,000.00

Each jurisdiction where purchasers reside	# of Purchasers	Price Per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Australia	1	\$.25	\$10,000.00
United States	3		\$88,283.75
TOTAL DOLLAR VALUE OF DISTRIBUTION IN ALL JURISDICTIONS (Canadian \$)	83		\$3,235,533.75

<sup>1</sup> If securities are issued at different prices list the highest and lowest price the securities were sold for.

8. 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.

If the compensation is in the form of a security, include the exemption under which the security is being distributed. If the security is being distributed on a later date, the issuer must file a separate Report of Distribution with the applicable filing fee.

	Compensation paid or to be paid (cash and/or securities)				
Full name & address of the person being compensated	Cash  Canadian \$	Securities			Total dollar value of compensation (Canadian \$)
		Number & type of securities issued	Price Per Security	Exemption relied on & date of Distribution  March , 2006	
<b>Dominick &amp; Dominick Securities Inc. 150 York Street, Suite 1714, Toronto, Ontario M5H 3S5</b>	<b>105,310.00</b>	559,550 B Warrants { <sup>1</sup> }	.30	BCSC 74(2(23))	105,310.00
<b>Bolder Investment Partners Ltd. 800 – 1450 Creekside Drive Vancouver, BC V6J 5B3</b>	<b>105,310.00</b>	559,550 B Warrants { <sup>1</sup> }	.30	BCSC 74(2(23))	105,310.00
<b>Wolverton Securities</b>	<b>375.00</b>			BCSC 74(2(23))	375.00
<b>CANACCORD CAPITAL CORP.</b>	<b>2,450.00</b>			BCSC 74(2(23))	2,540.00
<b>RAYMOND JAMES</b>	<b>10,375.00</b>			BCSC 74(2(23))	10,375.00
	<b>223,820.00</b>				

{<sup>1</sup>} Each B. Warrant shall entitle the holder to purchase one (1) Common Share of the Issuer at \$0.30 for 18 months following the completion date.

9. If 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 (or vendor), I certify that the statements made in this report and in each schedule to this report are true.

DATE: March, 24, 2006.

Per.

Charles Ross"  
Director

## **AUTHORIZATION OF INDIRECT COLLECTION OF PERSONAL INFORMATION FOR DISTRIBUTIONS IN ONTARIO**

The attached Schedule I contains personal information of purchasers and details of the distribution(s). The Issuer hereby confirms that each purchaser listed in Schedule I of this report

- (a) has been notified by the issuer
  - (i) of the delivery to the Ontario Securities Commission of the information pertaining to the person as set out in Schedule I,
  - (ii) that this information is being collected indirectly by the Ontario Securities Commission under the authority granted to it in securities legislation,
  - (iii) that this information is being collected for the purposes of the administration and enforcement of the securities legislation of Ontario, and
  - (iv) of the title, business address and business telephone number of the public official in Ontario, as set out in this report, who can answer questions about the Ontario Securities Commission's indirect collection of the information, and
- (b) has authorized the indirect collection of the information by the Ontario Securities Commission.