

**Form 45-106F6**

***British Columbia Report of Exempt Distribution***

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

**Issuer information**

**Item 1: Issuer name and contact information**

Search Minerals Inc.

Name of Issuer

Suite 301 - 260 West Esplanade Avenue, North Vancouver, BC V7M 3G7

Address

604-986-2020

Telephone Number

www.searchminerals.ca

Website Address

jimclucas@searchminerals.ca

E-mail Address

**Item 2: Reporting issuer status**

The Issuer is a reporting issuer in British Columbia, Alberta and Ontario

**Item 3: Issuer's industry**

Indicate the industry of the issuer by checking the appropriate box 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)

**Item 4: Insiders and promoters of non-reporting issuers**

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

<b>Information about insiders and promoters</b>			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)
N/A			

## **Details of distribution**

### **Item 5: Distribution date**

The securities were distributed on August 27, 2014.

### **Item 6: Number and type of securities**

(a) **Describe the type of security:**

Units

(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:**

8,300,000 units (each a “**Unit**”) at a price of \$0.05 per Unit, each Unit is comprised of one common share and one share purchase warrant (each a “**Warrant**”). Each Warrant entitles the holder to acquire an additional common share for a period of two years at a price of \$0.10 per Warrant.

**Item 7:        Geographical information about purchasers**

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	1	\$0.05	\$5,000.00
Newfoundland	6	\$0.05	\$410,000.00
Total number of Purchasers	<b>7</b>		
Total dollar value of distribution in all jurisdictions (Canadian \$)			<b>\$415,000.00</b>

**Item 8:        Information about purchasers**

<b>Information about non-individual purchasers</b>					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
RJS Management Services Ltd. P.O. Box 498 Mount Pearl, NL A1N 2W4 709-687-1323 Raymond Saunders	I	4,000,000 Units	\$200,000.00	Section 2.10 of NI 45-106	2014-08-27
10498 Newfoundland Limited P.O. Box 223, Stn. Main Grand Falls-Windsor, NL A2A 2J7 709-489-1091 Boyd Cohen	N/A	500,000 Units	\$25,000.00	Section 2.3 of NI 45-106	2014-08-27
Bartlett Enterprises Ltd. 173 Grenfell Heights, Box 340 Grand Falls-Windsor, NL A2A 2J7 709-486-0714 Barry Bartlett	N/A	500,000 Units	\$25,000.00	Section 2.3 of NI 45-106	2014-08-27
<b>Total</b>		<b>5,000,000 Units</b>	<b>\$250,000.00</b>		

## Commissions and finder's fees

### Item 9: Commissions and finder's fees

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian\$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
N/A						

## Certificate

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

Date: September 4, 2014

Search Minerals Inc.  
Name of Issuer (please print)

Jim Clucas, President, 604-986-2020  
Print name, title and telephone number of person signing

"Jim Clucas"  
Signature

### Item 10: Contact information

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.

N/A

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

**Notice - Collection and use of personal information**

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

**British Columbia Securities Commission**

P.O. Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, British Columbia V7Y 1L2  
Telephone: (604) 899-6500  
Toll free across Canada: 1-800-373-6393  
Facsimile: (604) 899-6581