

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

GOLDEX RESOURCES CORPORATION

2110 – 1177 WEST HASTINGS STREET

VANCOUVER BC V6E 2K3

T: 604-668-4300 F: 604-909-4682

E: info@goldex.ca Website: www.goldex.ca

Item 2: Reporting issuer status

A. Reporting issuer for British Columbia.

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered.

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.

| Information about insiders and promoters | | | |
|--|--|---|---|
| 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 \$) |

Details of distribution

Item 5: Distribution date

- April 2, 2012

State the distribution date. If this report is being filed for securities distributed on more than one distribution date, state all distribution dates.

Item 6: Number and type of securities

For each security distributed:

- describe the type of security –3,930,000 Units, each comprised of one common share and one share purchase warrant to purchase one additional common share at \$0.10 for one year.
- 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 –**3,930,000 Units, each comprised of one common share and one share purchase warrant to purchase one additional common share at \$0.10 for one year.**
- if the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption.

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 \$) ¹ | Total dollar value raised from purchasers in the jurisdiction (Canadian \$) |
|---|----------------------|---|---|
| British Columbia, Canada | 02 | \$0.05 | \$ 36,000.00 |
| Alberta, Canada | 01 | \$0.05 | \$ 10,500.00 |
| Ontario, Canada | 03 | \$0.05 | \$ 105,000.00 |
| United Kingdom | 08 | \$0.05 | \$ 45,000.00 |
| Total number of Purchasers | 14 | | |
| Total dollar value of distribution in all jurisdictions (Canadian \$) | | | \$196,500.00 |

Note 1: If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

Item 8: Information about purchasers*Instructions*

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

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus and Registration Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

| Information about non-individual purchasers | | | | | |
|--|---|---|------------------------------------|---------------------|-----------------------------------|
| 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) |

| | | | | | |
|---|--|---|--------------|---|------------|
| JM Finn & Co. Ltd, 4 Coleman St, London EC2R 5TA UK, Attn: H. M. Faull T: +44-203-207-3009 | | 300,000 Units, each one comprised of one common share and one share purchase warrant to purchase one additional common share at \$0.10 for one year | \$ 15,000 | NI 45-106 Section 2.3 [Accredited Investor] | 2012-04-02 |
| AMC Ltd, Yaldhurst Lane, Lymington, Hants, UK S041 8HE, Attn: Anthony Balme T: 011 590 67 1022 | | 240,000 Units, each one comprised of one common share and one share purchase warrant to purchase one additional common share at \$0.10 for one year | \$ 12,000 | NI 45-106 Section 2.3 [Accredited Investor] | 2012-04-02 |

Commissions and finder's fees

Item 9: Commissions and finder's fees

Instructions

A. 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 information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, 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.

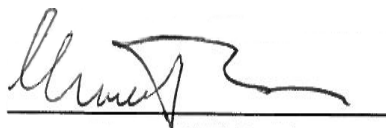
| Full name and address of the person being compensated | Indicate if the person being compensated is an insider (I) of the | Compensation paid or to be paid (cash and/or securities) | | | | |
|---|---|--|-------------------------------|--------------------|-------------------------|------------------------------------|
| | | Cash (Canadian \$) | Securities | | | Total dollar value of compensation |
| | | | Number and type of securities | Price per security | Exemption relied on and | |

| | issuer or a registrant (R) | | issued | (Canadian \$) | date of distribution (yyyy-mm-dd) | (Canadian \$) |
|---|----------------------------|------------|------------------|---------------|--|---------------|
| Canaccord Genuity Corp., 2200-609 Granville St., Vancouver BC, V7Y 1H2 | | \$4,800.00 | 96,000 warrants | | NI 45-106 Section 2.3 [Accredited Investor] 2012-04-02 | \$4,800.00 |
| Loeb Aron & Co., Cheyne House Crown Court, 63 Sheapside, London EC2V 6AX, UK | | \$5,000.00 | 220,000 warrants | | NI 45-106 Section 2.3 [Accredited Investor] 2012-04-02 | \$5,000.00 |
| Warrants are exercisable at a price of \$.10 for one common share for a period of one year. | | | | | | |

Certificate

On behalf of the **Goldex Resources Corporation**, I certify that the statements made in this report are true.

Date: September 08, 2014



Goldex Resources Corporation

Charles Ross, Director
604-669-4300

Instruction

The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual 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.

Kiki Smith, Controller
604 669-4300