

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

- **January 3, 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 –30,650,000 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 –**30,650,000 Units, each comprised of one 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	22	\$0.05	\$ 678,500.00
British Virgin Islands	03	\$0.05	\$ 110,000.00
Switzerland	01	\$0.05	\$ 25,000.00
Cayman Island	01	\$0.05	\$ 50,000.00
Denmark	01	\$0.05	\$ 15,000.00
Monaco	03	\$0.05	\$ 186,000.00
Mexico	01	\$0.05	\$ 25,000.00
Ontario	02	\$0.05	\$ 35,000.00
Norway	01	\$0.05	\$ 5,000.00
United Kingdom	05	\$0.05	\$ 228,000.00
USA	03	\$0.05	\$ 175,000.00
Total number of Purchasers	43		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$1,532,500.00

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)
Odium Brown Limited, ITF Kamberg Investments Ltd, 1100-250 Howe St Vancouver BC V6C 3S9, Attn: Trevor Short		700,000 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	\$ 35,000	NI 45-106 Section 2.3 [Accredited Investor]	2012-01-03
Musgrave Investment Ltd, 5 Ave. Saint Laurent, Monaco MC98000 Attn: Sacha Grut T: 377-9797-4780		2,500,000 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	\$ 125,000	NI 45-106 Section 2.3 [Accredited Investor]	2012-01-03
Marine Investment Group Inc, Road Town, Tortola, BVI, Attn: Bernard Ebner T: 011-4122-839-3210		1,000,000 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	\$ 50,000	NI 45-106 Section 2.3 [Accredited Investor]	2012-01-03
Woodbury Finance Limited, Millwall Tower First Floor, Wikhams Cay P.O. , Road Town, Tortola BVI Attn: Bernard Ebner, T: 011-4122- 839-3210		1,000,000 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	\$ 50,000	NI 45-106 Section 2.3 [Accredited Investor]	2012-01-03
Visella Holdings Inc. Vanderpol Plaza 1 Wickham's Cay Road Town, Tortola BVI Attn: Pierre Briand T: 011-4122-310-3317		200,000 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	\$ 10,000	NI 45-106 Section 2.3 [Accredited Investor]	2012-01-03
Banque Thaler S.A., Rue Pierre-Fatio 3, CH-1211 Geneve 3 Switzerland, Attn: Patrice Berclaz T: 4122-707-0964		500,000 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	\$ 25,000	NI 45-106 Section 2.3 [Accredited Investor]	2012-01-03

321 Gold Ltd. PO Box 131 Grand Cayman KY1- 1801 Cayman Islands, Attn: Robert Moriarty T: 245-917-3928	1,000,000 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	\$ 50,000	NI 45-106 Section 2.3 [Accredited Investor]	2012-01-03
Alpha Capital Ltd. 5 Avenue St. Laurent Monaco MC98000, Attn: Peter Grut T: 377-9797- 4780	1,000,000 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	\$ 50,000	NI 45-106 Section 2.3 [Accredited Investor]	2012-01-03
Natural Law FFS Holdings Ltd Gryon House, 5 Avenue St. Laurent, Monaco MC98000 Attn: Dominic Frisby T: 377-9797-4780	220,000 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	\$ 11,000	NI 45-106 Section 2.3 [Accredited Investor]	2012-01-03
Stall Lake Mines Ltd 6 Foxdale Crescent North York, Ontario M2K 2P2 Attn: J Patrick Sheridan T:416-447-3440	100,000 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	\$ 5,000	NI 45-106 Section 2.3 [Accredited Investor]	2012-01-03
Investor Company, 77 Bloor St West 3rd Floor Toronto ON M5S 1M2, Attn: Lonnie Kirsh T: 416- 350-2347	600,000 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	\$ 30,000	NI 45-106 Section 2.3 [Accredited Investor]	2012-01-03
El Oro Limited, 1 Le Truchot, St Peter Port Guernsey, UK GY1 3SZ Attn: Nicholas Wells T: 0207-581-2782	500,000 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	\$ 25,000	NI 45-106 Section 2.3 [Accredited Investor]	2012-01-03
Vestra Nominees Limited, 14 Cornhill London EC3V 3NR Attn: John Sinden T: 44-(0)20 3207-8000	560,000 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	\$ 28,000	NI 45-106 Section 2.3 [Accredited Investor]	2012-01-03
Roje Investments I LLC, 1920 Poplar St Metairie LA 70005 USA Attn: Robert Lizana T: 504- 982-0881	1,200,000 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	\$ 60,000	NI 45-106 Section 2.3 [Accredited Investor]	2012-01-03
Wayne John Babcock Alter Ego Trust	100,000 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	\$ 5,000	NI 45-106 Section 2.3 [Accredited Investor]	2012-01-03
The Warner M. & Pamela M. Williams Revocable Trust, PO Box 1585 Mandeville LA 70470 USA Attn: Warner Williams T:	2,000,000 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	\$ 100,000	NI 45-106 Section 2.3 [Accredited Investor]	2012-01-03

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.

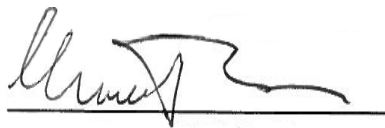
Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Leede Financial Markets Inc., 1800-1140 Pender St. W., Vancouver, BC V6E 4G1		\$12,500.00	250,000 warrants		NI 45-106 Section 2.3 [Accredited Investor] 2012-01-03	\$12,500.00
Woodstone Capital Inc., 310-601 West Cordova S.t, Vancouver , BC V6B 1G1		\$9,000.00	220,000 warrants		NI 45-106 Section 2.3 [Accredited Investor] 2012-01-03	\$9,000.00
Macquarie Private Wealth Inc., 500-550 Burrard St., Vancouver, BC V6C 2B5		\$2,500.00	50,000 warrants		NI 45-106 Section 2.3 [Accredited Investor] 2012-01-03	\$2,500.00

PI Financial Corp. 1900-666 Burrard St., Vancouver, BC, V6C 3N1		\$3,500.00	70,000 warrants		NI 45-106 Section 2.3 [Accredited Investor] 2012-01-03	\$3,500.00
Jordan Capital Markets Inc., 1920-1075 West Georgia St., Vancouver, BC, V6E 3C9		\$12,500.00	250,000 warrants		NI 45-106 Section 2.3 [Accredited Investor] 2012-01-03	\$12,500.00
Warrants are exercisable at \$0.10 per common share for a period of 1 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