

**Form 45-103F4
Report of Exempt Distribution**

(AMENDED)

Issuer information

1. State the full name, address and telephone number of the issuer of the security distributed. Include former name if name has changed since last report. Also state the full name and address of the vendor, if this report is filed (a) by a vendor who is not the issuer, and (b) in connection with an exemption other than those contained in MI 45-103.

**Cooper Minerals Inc.
4049 Brandon Street
Burnaby, BC V5G 2P7**

(604) 871-9930

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 an exchange issuer and a reporting issuer in British Columbia and Alberta.

Details of distribution

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

September 26, 2005

4. For each security distributed:
(a) describe the type of security, and

One common share of the Company.

(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.

**1,400,000 shares at a deemed price of \$0.15 per share for total
proceeds of \$210,000.00.**

5. Provide details of the distribution by completing the attached schedule.

6. Complete 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 finder's fees disclosed under item 7, below.

Item 6

Each jurisdiction where purchasers reside	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
BC	\$0.15	\$135,000.00
Asia	\$0.15	\$75,000.00
Total dollar value of distribution in all jurisdictions (Canadian \$)		\$210,000.00

Commissions and finder's fees

7. 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.

Dallas Burns

Suite 1102 – 2060 Comox Street, Vancouver, B.C. V6G 1R8

Common Shares: 150,000

Deemed Price Per Share: \$0.15

Exemption: Rule 128(f)

Date of Distribution: September 26, 2005

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: October 7, 2005

Cooper Minerals Inc.

Name of issuer or vendor (please print)

Yvonne Yeung, Secretary

Print name and position of person signing

Signature

