

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/underwriter information

Item 1:

Lucky Minerals Inc.
8338-120th Street, Surrey, BC V3W 3N4
Tel: 604 592 6881; Fax: 604 592 6882; email: laine@jandagroup.ca

Item 2: Reporting issuer status

Reporting Issuer in British Columbia, Alberta, Manitoba

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box below.

- | | |
|---|--|
| <input type="checkbox"/> Bio-tech | Mining |
| <input type="checkbox"/> Financial Services | <input checked="" type="checkbox"/> XX exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production |
| <input type="checkbox"/> mortgage investment companies | <input type="checkbox"/> Oil and 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) |
-

Item 4: Insiders and promoters of non-reporting issuers

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 \$)

Item 5: Distribution date

June 25, 2014

Item 6: Number and type of securities

For each security distributed:

- (a) common shares;
- (b) 2,400,000 common shares as payment for asset acquisition
- (c) section 2.12 of NI 45-106

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 and Ontario	1	\$.125	\$300,00
N/A			
Total number of Purchasers	1		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$300,000

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)
Grand Peak Capital Corp. #200-8338, 120 th Street Surrey, BC V3W 3N4 Attn: Sonny Janda 604 592 6881	N/A	2,400,000	\$2,400,000	Sec. 2.12 of NI 45-106	2013-06-25

Commissions and finder's fees

Item 9: Commissions and finder's fees N/A

CERTIFICATE

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

Date: July 3, 2014

LUCKY MINERALS INC.

Name of issuer

SONNY JANDA, CEO

Print name, title of person signing

"Sonny Janda"

Signature

Item 10: Contact information

Laine Trudeau, 604 592 6881