

****AMENDED****
Form 45-106F1
Report of Exempt Distribution

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

Issuer information

Item 1: State the full name of the issuer of the security distributed and the address and telephone number of its head office. If the issuer of the security distributed is an investment fund, state the name of the fund as the issuer, and provide the full name of the manager of the investment fund and the address and telephone number of the head office of the manager. Include the former name of the issuer if its name has changed since last report.

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Item 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 a reporting issuer in British Columbia, Alberta and Saskatchewan

Item 3: Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed 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)
-

Details of distribution

Item 4: Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report.

Item 5: State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

October 13, 2005

Item 6: For each security distributed:

- (a) describe the type of security.
- (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; and
- (c) state the exemption(s) relied on.

14,461,442 Units at a price of \$0.33 per Unit. Each Unit consists of one common share without par value in the capital of the Issuer (a "Share") and one half of one share purchase warrant (a "Warrant").

One whole Warrant will entitle the holder, on exercise, to purchase one additional common share (a "Warrant Share") of the Issuer at a price of \$0.50 per Warrant Share at any time until the close of business on the day which is 18 months from the date of issue of the Warrant.

The Units are issued in reliance on the following exemptions: NI 45-106 -2.3 Accredited Investor; NI 45-106 - 2.5 Friends, Family and Business Associates; NI 45-106 - 2.10 Minimum Investor Amount and BCI 72-503 Distributions of Securities Outside of British Columbia

Item 7: Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 8, below.

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	8	\$0.33	\$334,950.00
Alberta	1	\$0.33	\$66,000.00
Ontario	26	\$0.33	\$3,791,827.38
Quebec	2	\$0.33	\$14,998.50
Nova Scotia	1	\$0.33	\$49,500.00
Cayman Islands	1	\$0.33	\$396,000.00
Saudi Arabia	1	\$0.33	\$99,000.00
United Arab Emirates	1	\$0.33	\$19,999.98
Total number of Purchasers	41		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$4,772,275.86

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

Commissions and finder's fees

Item 8: 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 payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

If the securities being issued as compensation are or include convertible securities, such as warrants or options, please 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	Compensation paid or to be paid (cash and/or securities)				
	Cash (Canadian \$)	Number and type of securities issued	Price per security	Exemption relied on and date of distribution	Total dollar value of compensation (Canadian \$)
Toll Cross Securities Inc. Toronto Dominion Centre Royal Trust Tower 3120-77 King Street West Toronto, ON M5K 1H1	\$321,789.68	1,131,267 Agent's Warrants	N/A	NI 45-106 - 2.33 Acting as Underwriter; October 13, 2005	\$321,789.68
Bolder Investment Partners Ltd. Suite 2000-400 Burrard Street Vancouver, BC V6C 3A6	\$18,951.91	72,000 Agent's Warrants	N/A	NI 45-106 - 2.33 Acting as Underwriter; October 13, 2005	\$18,951.91
Canaccord Capital Corporation 2200-609 Granville Street Vancouver, BC V7Y 1H2	\$1,052.88	4,000 Agent's Warrants	N/A	NI 45-106 - 2.33 Acting as Underwriter; October 13, 2005	\$1,052.88
Pacific International Securities Inc. 1900-666 Burrard Street Vancouver, BC V6C 3N1	\$1,276.22	4,848 Agent's Warrants	N/A	NI 45-106 - 2.33 Acting as Underwriter; October 13, 2005	\$1,276.22

Note 1: Each Agent's Warrant will entitle the holder thereof to purchase one unit (an "Agent's Unit") for a period of 18 months at a price of \$0.33.

Each Agent's Unit will consist of one common share of the Issuer and one half of one warrant, each whole warrant entitling the holder to purchase one common share for a period of 18 months at a price of \$0.50.

Item 9: If a distribution is made in Ontario, please include the attached "Authorization of Indirect Collection of Personal Information for Distributions in Ontario". The "Authorization of Indirect Collection of Personal Information for Distributions in Ontario" is only required to be filed with the Ontario Securities Commission.

Certificate

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

Date: November 3, 2005

Blackstone Ventures Inc.

Name of issuer (please print)

Rupert Legge, Corporate Secretary, 604-643-1286

Print name, title and telephone number of person signing

Signature

Item 10: 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.

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