

**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. Include the former name of the issuer if its name has changed since last report.

Prominex Resource Corp.  
12 Chapman Terrace SE  
Phone: (403) 606-5519  
www.prominex.ca  
Calgary AB T2X 3R2  
dcollins@prominex.ca

**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. Reporting in British Columbia

**Item 3:** Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed below.

X exploration/development

**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 June 11, 2009. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

**Item 6:** For each security distributed:

- (a) describe the type of security, Common shares and warrants
- (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; 4,450,000 shares at \$0.025 and 4,450,000 warrants at \$.05 (warrants expire after 12 months)
- (c) state the exemption(s) relied on. Accredited investor exemption

**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 \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Canada	14	Shares = \$.025 Warrants = \$.05	\$83,250
Unites States	2	Shares = \$.025 Warrants = \$.05	\$28,000
<b>Total number of Purchasers</b>	16		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			\$111,250

**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 \$)	Securities			Total dollar value of compensation (Canadian \$)
		Number and type of securities issued	Price per security	Exemption relied on and date of distribution	
John Goodman, 4400 MENOKIN ROAD, RICHMOND VA, 23225	\$2000				\$2000
Greg Chacalias, 13915 - 122 Ave Edmonton AB T5L 2W2	\$1500				\$1500
Abdul Walli, Unit 13, 22000 Sharpe Avenue, Richmond BC, V6V2V5	\$1500				\$1500
Brad Chacalias, Box 76070, Calgary Alberta T2Y2Z9	\$1875				\$1875

**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: June 15 2009

Prominex Resource Corp.

Name of issuer (please print)

Daren Collins, President and CEO

Print name, title and telephone number of person signing

A handwritten signature in black ink, appearing to read 'Daren Collins', is written over a horizontal line.

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. Daren Collins, President and CEO, 430-606-5519

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