

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/underwriter information

Item 1:

Full Name and Address of Issuer:

QMI Seismic Inc.
1250 West Hastings Street.
Vancouver, BC V6Z 2O 6

The distribution consisted of 3,025,000 common shares at price of CAD\$0.20 per share, for aggregate total proceeds of CAD\$605,000.

Item 2:

The issuer is a Reporting Issuer in British Columbia, Alberta and Ontario.

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

x Hi-tech

☐ Industrial

Mining

☐ exploration/development

☐ production

☐ Oil and gas

☐ Real estate

☐ Utilities

☐ Other (describe)

Details of distribution

Item 4:

See Schedule I, attached.

Item 5:

The distribution date was November 24, 2010.

Item 6:

See Schedule I

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	45	\$0.20	\$595,000
Ontario	1	\$0.20	\$10,000
Total number of Purchasers	46		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$605,000

Commissions and finder's fees

Item 8:

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 security issued	Price per security	Exemption relied on and date of distribution	
Cronos Management Consultants Ltd.	60,500				60,500

Item 9:

The "Authorization of Indirect Collection of Personal Information for Distributions in Ontario" is attached.

Certificate

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

Date: January 20, 2010

QMI SEISMIC INC.

Name of Issuer (please print)

604-685-2542

Telephone Number

Navchand Jagpal

Navchand Jagpal, President & CEO

Item 10:

For inquiries regarding this report, you may contact

Lorraine Pike

QMI Seismic Inc.

Corporate Services Administrator

604-685-2542

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

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authorities or, where applicable, the regulators under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or, where applicable, the regulator in the jurisdiction(s) where the form is filed, at the address(es) listed at the end of this report.

Securities Regulatory Authorities and Regulators

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre

701 West Georgia Street

Vancouver, British Columbia V7Y 1L2

Telephone: (604) 899-6500

Toll free in British Columbia and Alberta 1-800-373-6393

Facsimile: (604) 899-6506

Ontario Securities Commission

Suite 1903, Box 55

20 Queen Street West

Toronto, Ontario M5H 3S8

Telephone: (416) 593- 8314

Toll free in Canada: 1-877-785-1555

Facsimile: (416) 593-8122

Public official contact regarding indirect collection of information:

Administrative Support Clerk

Telephone (416) 593-3684