

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.

Apogee Minerals Ltd.
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Toronto, Ontario M5H 2M5
(416) 861-5879

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 Corporation is a reporting issuer in British Columbia and Alberta.

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.

December 3, 2010

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.

The Company completed a brokered private placement financing of units ("Units") whereby PowerOne Capital Markets Limited and Delano Capital Corp. acted act as exclusive agents (the "Agents") for the sale of 36,111,112 Units at a price of \$0.18 per Unit for gross proceeds in the amount of \$6,500,000 (the "Offering") on December 3, 2010. Each Unit consists of one common share of the Company (a "Common Share") and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder thereof to acquire a Common Share at the exercise price of \$0.25 per share until December 3, 2012. **The exemption relied on for all Canadian purchasers, where applicable, is Section 2.3 of 45-106.**

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 \$)
Ontario	60	\$0.18 per Unit	\$6,091,100.10
Alberta	3	\$0.18 per Unit	\$135,000.00
British Columbia	1	\$0.18 per Unit	\$18,000.00
Brazil	1	\$0.18 per Unit	\$9,999.90
Egypt	1	\$0.18 per Unit	\$11,160.00
Virgin Islands	1	\$0.18 per Unit	\$54,000.00
Zurich	1	\$0.18 per Unit	\$45,000.00
Liechtenstein	1	\$0.18 per Unit	\$99,840.06
United Kingdom	1	\$0.18 per Unit	\$36,000.00
Total number of Purchasers	70		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$6,500,000

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.

The Company has paid the Agents and certain finders an aggregate cash commission of \$455,000 and has issued to the Agents and certain finders a total of 2,527,777 compensation options to acquire 2,527,777 Units of the Company (the "Compensation Options"). Each Compensation Option is exercisable at a price of \$0.18 and consists of one Common Share of the Company (a "Compensation Share") and one warrant entitling the holder to acquire a Common Share at an exercise price of \$0.25 until December 3, 2012 (a "Compensation Warrant").

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	
UNION SECURITIES LTD., 33 YONGE STREET, SUITE 901, TORONTO, ONTARIO M5E 1G4	Cdn\$	22,750	0.18	Section 2.3 of 45-106	\$4,095
UNION SECURITIES LTD., 33 YONGE STREET, SUITE 901, TORONTO, ONTARIO M5E 1G4	Cdn \$	1,944	0.18	Section 2.3 of 45-106	\$349.92
NBCN INC. ITF POWERONE CAPITAL MARKETS LIMITED, A/C#111QKYE, 1010 RUE DE LA GAUCHETIERE OUEST, MONTREAL, QUEBEC, H3B 5J2	Cdn \$	1,263,889	0.18	Section 2.3 of 45-106	\$227,500
NBCN INC. ITF M. PARTNERS INC. – A/C#4FVE0BE, 1010 RUE DE LA GAUCHETIERE OUEST, MONTREAL, QUEBEC, H3B 5J2	Cdn \$	4,375	0.18	Section 2.3 of 45-106	\$7,875

DELANO CAPITAL CORP. ITF TONY WONNACOTT, 65 QUEEN STREET WEST, 8 TH FLOOR, TORONTO, ONTARIO M5H 2MH	Cdn \$	400,000	0.15	Section 2.3 of 45-106	\$72,000
DELANO CAPITAL CORP. ITF JULIAN BHARTI, 65 QUEEN STREET WEST, 8 TH FLOOR, TORONTO, ONTARIO M5H 2MH	Cdn \$	30,000	0.18	Section 2.3 of 45-106	\$107,375
DELANO CAPITAL CORP., 65 QUEEN STREET WEST, 8 TH FLOOR, TORONTO, ONTARIO M5H 2MH	Cdn \$	226,647	0.18	Section 2.3 of 45-106	\$40,796
CANACCORD GENUITY CORP., 2200- 609 GRANVILLE STREET, VANCOUVER, BC V7Y 1H2	Cdn \$	11,639	0.18	Section 2.3 of 45-106	\$2,095

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, and not in any personal capacity, I certify that the statements made in this report are true.

Date: December 13, 2010

Apogee Minerals Ltd.

Name of issuer (please print)

Jennifer Wagner – (416) 861-2269, Legal Counsel

Print name, title and telephone number of person signing

"Jennifer Wagner"

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.

Jennifer Wagner, Corporate Counsel, 416 861-2269

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.

Authorization of Indirect Collection of Personal Information for Distributions in Ontario

The attached Schedule I contains personal information of purchasers and details of the distribution(s). The issuer hereby confirms that each purchaser listed in Schedule I of this report

- (a) has been notified by the issuer
 - (i) of the delivery to the Ontario Securities Commission of the information pertaining to the person as set out in Schedule I,
 - (ii) that this information is being collected indirectly by the Ontario Securities Commission under the authority granted to it in securities legislation,
 - (iii) that this information is being collected for the purposes of the administration and enforcement of the securities legislation of Ontario, and
 - (iv) of the title, business address and business telephone number of the public official in Ontario, as set out in this report, who can answer questions about the Ontario Securities Commission's indirect collection of the information, and
- (b) has authorized the indirect collection of the information by the Ontario Securities Commission.