

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: 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. If an underwriter is completing this form, also state the full name of the underwriter and the address and telephone number of the head office of the underwriter.

Search Minerals Inc.
1320 - 885 West Georgia Street
Vancouver, BC, V6C 3E8
Phone: 604-688-6180

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 each of the Provinces of 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

☐ 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.

See attached Schedule I.

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.

The securities were distributed on January 6, 2011 and January 14, 2011.

Item 6: For each security distributed:

- (a) describe the type of security,
 - (i) *250,000 common shares (the "Shares") of the Issuer a price of \$0.40 per Share; and*
 - (ii) *1,222,222 units (the "Units") at a price of \$0.45 per Unit.*
- (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

The Issuer distributed the following securities:

- (i) *250,000 Shares at a price of \$0.40 per Share for gross proceeds of \$100,000; and*
- (ii) *1,222,222 Units at a price of \$0.45 per Unit for gross proceeds of \$549,999.90. Each Unit is comprised of one common share of the Issuer and one transferable common share purchase warrant (a "Warrant"). Each Warrant entitles the holder thereof to acquire an additional common share of the Issuer (a "Warrant Share") at any time until January 6, 2014, at a price of \$0.70 per Warrant Share until January 6, 2012, a price of \$0.80 per Warrant Share until January 6, 2013 and a price of \$0.90 per Warrant Share until January 6, 2014.*

(c) state the exemption(s) relied on.

Sections 2.3 and 2.13 of National Instrument 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 \$)
British Columbia	14	\$0.45	\$491,499.90
Alberta	1	\$0.45	\$40,500
Quebec	2	\$0.45	\$18,000
Newfoundland and Labrador	1	\$0.40	\$100,000
Total number of Purchasers	18		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$649,999.90

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.

Not Applicable

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	
Total					

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.

Not applicable.

Certificate

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

Date: January 14, 2011

Search Minerals Inc.

Name of Issuer

Jim Clucas, Chief Executive Officer and President

Phone: 604-688-6180

Print name, title and telephone number of person signing

(signed) "Jim Clucas"

Signature

Instructions

The person filing the form must complete the bracketed information by deleting the inappropriate word.

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. *Not Applicable.*

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.