

AMENDED FORM 45-103F4
REPORT OF EXEMPT DISTRIBUTION

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Issuer Information

Pacifica Resources Ltd.
Suite 701-475 Howe Street
Vancouver, B.C.
Canada, V6C 2B3

The issuer is a reporting issuer in B.C., Alberta, Quebec and Ontario.

Details of Distribution

The securities were distributed on January 14, 2005, not January 5, 2005 as previously filed.

The securities distributed consist of 37,500 common shares of Pacifica Resources Ltd.

Details of distribution are set out in Schedule "A".

Jurisdiction where Issuer resides	Price Per Security (Cdn. \$)	Total Dollar value raised from purchasers in the jurisdiction (Cdn. \$)
British Columbia	\$0.27	\$10,125
Total dollar value of distribution in all jurisdictions		\$10,125

Commissions and Finders Fees:

None

Certificate

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

Date: January 17, 2005.

Pacifica Resources Ltd.



Harlan Meade
President and CEO