

Form 45-103F4
REPORT OF EXEMPT DISTRIBUTION

Issuer information

1. State the full name, address and telephone number of the issuer of the security distributed. Include former name if name has changed since last report. If this report is filed by a vendor, other than the issuer, also state the full name and address of the vendor.

PACIFICA RESOURCES LTD.

Suite 701 – 475 Howe Street
Vancouver, B.C. V6C 2B3
Telephone: (604) 682-5474

2. State whether the issuer is or is not a reporting issuer and, if reporting, the jurisdiction in which it is reporting.

The Issuer is a reporting issuer in the provinces of British Columbia, Alberta, Ontario and Quebec.

Details of distribution

3. State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

December 30, 2004

4. For each security distributed:
(a) describe the type of security and
(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.

(a) 1,456,732 flow-through common shares at a price of \$0.30 per share

(b) 65,836 finder's warrants, each finder's warrant entitling the holder to purchase one ordinary common share at a price of \$0.30 until December 30, 2005

5. Provide details of the distribution by completing the attached schedule.

See the attached schedule.

6. Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Provide a total dollar value of all securities distributed in all jurisdictions. Do not include in this table securities issued as payment for commissions or finder's fees disclosed under item 7, below.

Each jurisdiction where purchasers reside	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia – 673,399 flow-through common shares	\$0.30 per flow- through common share	\$202,019.70

Alberta – 583,334 flow-through common shares	\$0.30 per flow-through common share	\$175,000.20
Saskatchewan – 199,999 flow-through common shares	\$0.30 per flow-through common share	\$59,999.70
Total dollar value of distribution in all jurisdictions (Canadian \$)	N/A	\$437,019.60

Commissions and finder's fees

7. Provide the following information for each person who is being compensated in connection with the distribution(s). When disclosing compensation paid or to be paid, include discounts, commissions or other fees or payments of a similar nature directly related to the distribution. Do not include payments for services incidental to the trade, such as clerical, printing, legal or accounting services.

Full name and address of person being compensated	Compensation paid (in Canadian \$ and, if applicable, number and type of securities)	Exemption relied on and date of distribution (if applicable)	Price per share (Canadian \$)
Strand Securities Corporation Suite 2100, 650 West Georgia Street Vancouver, B.C.	\$2,801.40 as a finder's fee in cash 6,670 finder's warrants, each entitling the holder to purchase one ordinary common share at a price of \$0.30 until December 30, 2005	N/A MI 45-103 ss.5.1	N/A N/A
Dundee Securities Corporation Suite 3424, Four Bentall Centre 1055 Dunsmuir Street Vancouver, B.C.	\$22,749.99 as a finder's fee in cash 54,166 finder's warrants, each entitling the holder to purchase one ordinary common share at a price of \$0.30 until December 30, 2005	N/A MI 45-103 ss.5.1	N/A N/A
Golden Capital Securities Ltd. Suite 168 – 1177 West Hastings Street Vancouver, B.C. V6E 2K3	\$2,100.00 as a finder's fee in cash 5,000 finder's warrants, each entitling the holder to purchase one ordinary common share at a price of \$0.30 until December 30, 2005	N/A MI 45-103 ss.5.1	N/A N/A

Certificate

On behalf of the issuer (or vendor), I certify that the statements made in this report and each schedule to this report are true.


Date: **January 10, 2005**_____

Pacifica Resources Ltd._____

Name of Issuer or vendor (please print)

Glenn R. Yeadon, Solicitor_____

Print name and position of person signing

Signature _____