

# BC FORM 45-103F4

(Formerly Form 20)

## Securities Act

### Report of Exempt Distribution

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#### Issuer Information

1. *State the full name, address and telephone number of the issuer of the security distributed.*

**Blue Lightning Ventures Inc.**

600 – 580 Hornby Street  
Vancouver, BC V6C 3B6

Telephone: 604-644-6794

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 the provinces of British Columbia and Alberta.

#### Details of distribution

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

February 3, 2005.

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. Describe the type of security and the aggregate number distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date.*

3,000,000 units at a price of \$0.20 per unit, each unit consisting of one common share and one-half non-transferable share purchase warrant, each full warrant entitling the holder to purchase an additional common share of the Company at a price of \$0.25 per share up to and including August 3, 2005. The securities are subject to a four month hold period to June 4, 2005.

5. *Provide the details of the distribution by completing 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	\$0.20	\$495,000
Ontario	\$0.20	\$ 20,000
Alberta	\$0.20	\$ 15,000
United States	\$0.20	\$ 70,000
<b>Total</b>		<b>\$600,000</b>

### **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 \$)
N/A			

### **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: February 14, 2005

Name of Issuer: BLUE LIGHTNING VENTURES INC.

Name & Position of Person Signing: Donald Morrison, Secretary

Signature:

