

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.

Name of issuer: **Pacifica Resources Ltd. (the "Issuer")**
Address: **#701 – 475 Howe Street**
 Vancouver, British Columbia
 V6C 2B3
Telephone: **604-682-5474**

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 British Columbia, Alberta and Quebec.

Item 3: Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed below.

- | | |
|---|---|
| <input type="checkbox"/> Bio-tech | Mining |
| <input type="checkbox"/> Financial Services | <input checked="" type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production |
| <input type="checkbox"/> mortgage investment companies | <input type="checkbox"/> Oil and gas |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Industrial | <input type="checkbox"/> 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.

October 24, 2006

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.

1. 11,428,575 flow-through common shares in the capital of the Issuer, (the "Flow-Through Shares"), at a price of \$0.70 per Flow-Through Share;
2. Exemptions relied on: Section 2.3 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 | 7 | \$0.70 | \$636,300.00 |
| Alberta | 1 | \$0.70 | \$469,000.00 |
| Ontario | 9 | \$0.70 | \$6,894,702.50 |
| Total number of Purchasers | 17 | | |
| Total dollar value of distribution in all jurisdictions (Canadian \$) | | | \$8,000,002.50 |

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.

| 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 | |
| Paradigm Capital Inc., 95 Wellington Street West, Suite 2101 Toronto, Ontario M5J 2N7 | \$240,000.07 | 400,000 Agent's Options to purchase 400,000 common shares of the Issuer | \$0.70 | Section 2.3 of NI 45-106 | \$240,000.07 |
| Dundee Securities Corporation 20 Queen Street West, 4 th Floor Toronto, ON M5H 3R3 | \$120,000.04 | 200,000 Agent's Options to purchase 200,000 common shares of the Issuer | \$0.70 | Section 2.3 of NI 45-106 | \$120,000.04 |
| Pacific International Securities Inc. Park Place - 19th Floor, Suite 1900, 666 Burrard Street, Vancouver, BC V6C 3N1 | \$120,000.04 | 200,000 Agent's Options to purchase 200,000 common shares of the Issuer | \$0.70 | Section 2.3 of NI 45-106 | \$120,000.04 |

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, I certify that the statements made in this report are true.

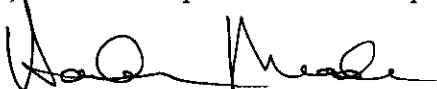
Date: October 25, 2006

PACIFICA RESOURCES LTD.

Name of issuer (please print)

Harlan Meade, President & CEO, Tel: 604-682-5474

Print name, title and telephone number of person signing



Signature