

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 |
| 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.

March 30, 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. 11,551,300 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. 17,143,000 units (the "Units") at a price of \$0.70 per Unit. Each Unit consists of one common share (the "Unit Shares") and one-quarter of one non-transferable share purchase warrant (the "Warrants"). Each whole Warrant will entitle the holder to acquire one common share (a "Warrant Share") in the capital of the Company at an exercise price of \$1.00 per common share until March 30, 2007, and thereafter at a price of \$1.10 per common share until March 30, 2008.
 3. Exemptions relied on: Section 2.3 and 2.5 of National Instrument 45-106 and BC Instrument 72-503.

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	20	\$0.70	\$860,720
Alberta	4	\$0.70	\$967,820
Ontario	27	\$0.70	\$10,989,860
Manitoba	2	\$0.70	\$227,500
United States	12	\$0.70	\$3,631,110
Switzerland	1	\$0.70	\$35,000
BWI	3	\$0.70	\$1,531,390
United Kingdom	3	\$0.70	\$1,842,610
Total number of Purchasers	72		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$20,086,010.00

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	\$542,322.27	540,000 Agent's Options to purchase 540,000 common shares of the Issuer	\$0.70	Section 2.3 of NI 45-106	\$542,322.27
Dundee Securities Corporation 20 Queen Street West, 4 th Floor Toronto, ON M5H 3R3	\$241,032.12	240,000 Agent's Options to purchase 240,000 common shares of the Issuer	\$0.70	Section 2.3 of NI 45-106	\$241,032.12
Pacific International Securities Inc. Park Place - 19th Floor, Suite 1900, 666 Burrard Street, Vancouver, BC V6C 3N1	\$241,032.12	240,000 Agent's Options to purchase 240,000 common shares of the Issuer	\$0.70	Section 2.3 of NI 45-106	\$241,032.12
Canaccord Capital Corporation 2200-609 Granville Street, Vancouver BC V7Y 1H2	\$180,774.09	180,000 Agent's Options to purchase 180,000 common shares of the Issuer	\$0.70	Section 2.3 of NI 45-106	\$180,774.09

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: April 13, 2006

PACIFICA RESOURCES LTD.

Name of issuer (please print)

Harlan Meade 604-682-5474, PRESIDENT & CEO

Print name, title and telephone number of person signing

Harlan Meade

Signature

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.

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.