

2007-08 AM 9:46

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.

ONE PERSON HEALTH SCIENCES INC. (the "Issuer")
Unit 275, 625 Kent Avenue, Vancouver, BC V6P 6T7

Telephone No.: (604) 301-0221

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 reporting in British Columbia and Alberta.

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 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 checked="" type="checkbox"/> Other (describe) |
| | <u>E-commerce</u> |

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.

January 31, 2006

Item 6: For each security distributed:

- (a) describe the type of security,

16,000,000 units. Each unit consists of one common share and one share purchase warrant exercisable for a period of one year at a price of \$0.10. The exercise period can be reduced to 21 days in the event that the common shares of the Issuer are traded at a price of \$0.15 or more for ten consecutive days.

- (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

16,000,000 common shares; and

16,000,000 share purchase warrants (please see above for full terms)

- (c) state the exemption(s) relied on.

S. 2.3 of NI 45-106, S. 2.5 of NI 45-106 and BCI 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	26	\$0.05 per Unit	\$675,000
Foreign Jurisdiction	1	\$0.05 per Unit	\$125,000
Total number of Purchasers	27		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$800,000

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	
Haywood Securities Inc. 2000 – 400 Burrard Street, Vancouver, BC V6C 3A6	80,000	500,000 CF Units ⁽¹⁾	\$0.05	S 2.3 of NI 45-106 January 31, 2006	105,000
Haywood Securities Inc. 2000 – 400 Burrard Street, Vancouver, BC V6C 3A6		2,350,000 Agent's Options ⁽²⁾	\$0.05	S 2.3 of NI 45-106 January 31, 2006	0
Leede Financial Markets Inc. 1800 – 1140 West Pender Street, Vancouver, BC V6C 3A6		50,000 Agent's Options ⁽²⁾	\$0.05	S 2.3 of NI 45-106 January 31, 2006	0

(1) Each unit consists of one common share and one share purchase warrant exercisable for a period of one year at a price of \$0.10. The exercise period can be reduced to 21 days in the event that the common shares of the Issuer are traded at a price of \$0.15 or more for ten consecutive days.

(2) 2,400,000 Agent's Options, each of which entitles the Agent to acquire one Agent's Unit at a price of \$0.05 per Agent's Unit for a period of twelve months from the closing of the Private Placement. Each Agent's Unit is comprised of one share (an "Agent's Share") and one share purchase warrant (an "Agent's Warrant") with each Agent's Warrant having the same terms and conditions as the Warrants.

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: February 1, 2006

ONE PERSON HEALTH SCIENCES INC.

Name of issuer (please print)

MICHAEL BROWN, CEO 604 301-0221 Ex 120

Print name, title and telephone number of person signing

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.

Steve Veitch, Solicitor, (604) 669-1322

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.