

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.

International PBX Ventures Ltd.

Suite 209, 475 Howe Street
Vancouver, BC V6C 2B3
Phone: (604) 681-7748

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 the jurisdictions of 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 | <input checked="" type="checkbox"/> 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.

February 3, 2006.

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Item 6: For each security distributed:

- (a) describe the type of security,

Common shares.

- (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

4,272,277 units of the Issuer at a price of \$0.45 per unit. Each unit consists of one common share and one non-transferable share purchase entitling the holder to purchase an additional common share at a price of \$0.60 per share for 15 months.

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

Sections 2.3(2) and 2.5(2) of National Instrument 45-106 and British Columbia 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	36	\$0.45	\$546,624.90
Ontario	3	\$0.45	163,350.00
Alberta	6	\$0.45	299,049.75
Saskatchewan	7	\$0.45	132,750.00
United States	16	\$0.45	616,500.00
Switzerland	1	\$0.45	45,000.00
Germany	2	\$0.45	51,750.00
Austria	2	\$0.45	67,500.00
Total number of Purchasers	73		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$1,922,524.65

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	
Canaccord Capital Corporation Suite 2200, 609 Granville Street Vancouver, BC, V7Y 1H2	\$2,880	8,000*	\$0.60 (deemed)	s. 74(2)(23) of the Act Feb. 3, 2006	\$2,880
Wolverton Securities Ltd. Suite 1700, 777 Dunsmuir Street Vancouver, BC, V7Y 1J5	\$3,600	10,000*	\$0.60 (deemed)	s. 74(2)(23) of the Act Feb. 3, 2006	\$3,600
Golden Capital Securities Ltd. #168, 1177 W. Hastings St. Vancouver, BC, V6E 2K3	\$7,560	21,000*	\$0.60 (deemed)	s. 74(2)(23) of the Act Feb. 3, 2006	\$7,560
Union Securities Ltd. Suite 900, 700 West Georgia Street Vancouver, BC	\$3,132	8,700*	\$0.60 (deemed)	s. 74(2)(23) of the Act Feb. 3, 2006	\$3,132
Peter Spina 8420 S. Continental Divide Rd., Suite 221 Littleton, CO, USA	\$864	N/A	N/A	N/A	\$864
Bruce Scafe 1742 Tzouhalem Road Duncan, BC	\$1,080	N/A	N/A	N/A	\$1,080
J.D. Christianson Box 1028 Camus, Washington, USA	\$10,800	N/A	N/A	N/A	\$10,800
Larry Johnson Suite 209, 475 Howe Street Vancouver BC	\$3,600	N/A	N/A	N/A	\$3,600

* Each warrant is exercisable for a period of 15 months at a price of \$0.60 per share.

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.

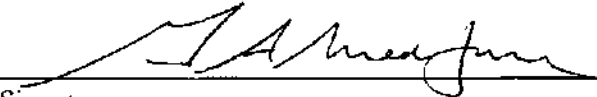
Date: February 9, 2006

INTERNATIONAL PBX VENTURES LTD.

Name of issuer (please print)

Gary Medford, Director, (604) 681-7748

Print name, title and telephone number of person signing



Signature

Item 9: 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.