

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, address and telephone number of the issuer of the security distributed. Include the former name if name has changed since last report.

Alma Resources Ltd., Suite 1304, 925 West Georgia Street, Vancouver, British Columbia, V6C 3L2 Telephone No. (604) 684-2181

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 and Alberta.

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

- ☐ Bio-tech
- ☐ Financial Services
 - ☐ investment companies and funds
 - ☐ mortgage investment companies
- ☐ Forestry
- ☐ Hi-tech
- ☐ Industrial

- ☐ Mining
 - ☒ exploration/development
 - ☐ production
- ☐ Oil and gas
- ☐ Real estate
- ☐ Utilities
- ☐ 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 2, 2006

Item 6: For each security distributed:

- (a) describe the type of security,

Units

- (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

300,000 units ("Units") were issued on February 2, 2006 at a price of \$0.57 per Unit. Each Unit consists of one common share (a "Share") and one-half of one transactable share purchase warrant (a "Warrant"), with each Warrant being

exercisable to purchase an additional common share of the issuer (a "Warrant Share") until February 2, 2007 at a price of \$0.75 per Warrant Share.

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

Subsection 2.3(2) of National Instrument 45-106 ("NI 45-106") and BC Instrument 72-503 ("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 \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	15	\$0.57 per Unit	\$125,400.00
Alberta	2	\$0.57 per Unit	\$17,100.00
Ontario	3	\$0.57 per Unit	\$17,100.00
UK	1	\$0.57 per Unit	\$5,700.00
Switzerland	1	\$0.57 per Unit	\$5,700.00
Total number of Purchasers	22		
Total dollar value of distribution in all jurisdiction (Canadian \$)			\$171,000.00

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.

	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	
None					

Item 9: If different than the person signing the certificate to this form, 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.

Item 10: If a distribution is made in Ontario, please include the attached "Authorization of Indirect Collection of Personal Information for Distributions in Ontario".

Certificate

On behalf of the issuer, I certify that the statements made in this report are true.

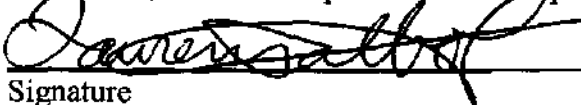
Date: February 9, 2006

ALMA RESOURCES LTD.

Name of issuer (please print)

Lawrence W. Talbot, Chief Executive Officer (604) 683-6498

Print name, title and telephone number of person signing



Signature

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 regulators in the jurisdiction(s) where the form is filed, at the address(es) listed at the end of this report.