

**Form 45-103F4  
Report of Exempt Distribution**

**Issuer information**

1. State the full name, address and telephone number of the issuer of the security distributed. Include former name if name has changed since last report. If this report is filed by a vendor, other than the issuer, also state the full name and address of the vendor.

CBX VENTURES INC. (the "Issuer")  
Suite 2300, Four Bentall Centre  
1055 Dunsmuir Street, P.O. Box 49122  
Vancouver, BC V7X 1J1  
Telephone No. (604) 683-6498

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.

**Details of distribution**

3. State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

August 12, 2005

4. For each security distributed:

- (a) describe the type of security, and
- (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.

2,700,000 units ("Units") were issued at a price of \$0.12 per Unit. Each Unit consists of one common share ("Share") and one transferable share purchase warrant ("Warrant"), with each Warrant being exercisable to purchase an additional Share of the Issuer ("Warrant Share") at a price of \$0.22 per Warrant Share until August 13, 2006, provided that the Warrants may not, except with the consent of the TSX Venture Exchange ("TSXV"), be exercised until the earlier of the last day of their term or following the Issuer graduating to Tier 2 of the main TSXV board.

5. Provide details of the distribution by completing the attached schedule.

See schedule.

6. Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Provide a total dollar value of all securities distributed in all jurisdictions. Do not

include in this table, securities issued as payment for commissions or finder's fees disclosed under item 7, below.

Each jurisdiction where purchasers reside	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	\$0.12	\$217,200.00
Quebec	\$0.12	\$30,000.00
Switzerland	\$0.12	\$57,600.00
Jersey	\$0.12	\$19,200.00
Total dollar value of distribution in all jurisdictions (Canadian \$)		\$324,000.00

#### Commissions and finder's fees

7. Provide the following information for each person who is being compensated in connection with the distribution(s). When disclosing compensation paid or to be paid, include discounts, commissions or other fees or payments of a similar nature directly related to the distribution. Do not include payments for services incidental to the trade, such as clerical, printing, legal or accounting services.

Full name and address of person being compensated	Compensation paid (in Canadian \$ and, if applicable, number and type of securities)	Exemption relied on and date of distribution (if applicable)	Price per share (Canadian \$)
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<p>Leede Financial Markets Inc. Suite 1800, 1140 West Pender Street Vancouver, BC V6E 4G1</p>	<p>\$10,000.00 in cash</p> <p>100,000 non-transferable warrants ("NT Warrants"), each NT Warrant being exercisable to purchase a Warrant Share at a price of \$0.22 per Warrant Share until August 13, 2006, provided that the NT Warrants may not, except with the consent of the TSXV, be exercised until the earlier of the last day of their term or following the Issuer graduating to Tier 2 of the main TSXV board.</p>	<p>Section 74(2)(23) of the BC Securities Act</p> <p>August 12, 2005</p>	<p>\$0.22 (exercise price of Warrant Share)</p>
<p>EH &amp; P Investments AG Albisriederstrasse 164 PO Box CH-8040 Zurich, Switzerland</p>	<p>\$15,000.00 in cash</p> <p>100,000 non-transferable warrants ("NT Warrants"), each NT Warrant being exercisable to purchase a Warrant Share at a price of \$0.22 per Warrant Share until August 13, 2006, provided that the NT Warrants may not, except with the consent of the TSXV, be exercised until the earlier of the last day of their term or following the Issuer graduating to Tier 2 of the main TSXV board.</p>	<p>Section 128(f)(ii)(C) of the Rules</p> <p>August 12, 2005</p>	<p>\$0.22 (exercise price of Warrant Share)</p>

**Certificate**

On behalf of the issuer (or vendor), I certify that the statements made in this report and in each schedule to this report are true.

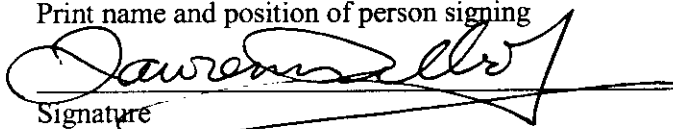
Date: August 19, 2005

CBX VENTURES INC.

Name of issuer or vendor (please print)

Lawrence W. Talbot, President & Director

Print name and position of person signing

  
Signature