

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. Also state the full name and address of the vendor if this report is filed (a) by a vendor who is not the issuer, and (b) in connection with an exemption other than those contained in MI 45-103.

Name of issuer: Pacifica Resources Ltd. (the "Issuer")
Address: #701 - 475 Howe Street
Vancouver, British Columbia
V6C 2B3
Telephone: 604-682-5474

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.

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.

June 22, 2005 and June 24, 2005.

4. For each security distributed:

(a) describe the type of security, and

See (b)

(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.

- (i) 10,925,000 flow-through common shares in the capital of the Issuer, (the "Flow-Through Shares"), at a price of \$0.20 per Flow-Through Share;
- (ii) 6,650,000 special warrants (the "Special Warrants") convertible to units (the "Units") at a price of \$0.20 per Special Warrant. Each Unit consists of one common share (the "Unit Shares") and one-half 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 \$0.25 per Warrant Share until June 23, 2007; and
- (ii) 7,000,000 special warrants (the "Special Warrants") convertible to units (the "Units") at a price of \$0.20 per Special Warrant. Each Unit consists of one common share (the "Unit

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Shares”) and one-half 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 \$0.25 per Warrant Share until June 25, 2007.

5. Provide details of the distribution by completing the attached 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 (CDN\$)	Total dollar value raised from purchasers in the jurisdiction (CDN\$)
British Columbia	\$0.20 per Flow-Through Share and \$0.20 per Special Warrant	\$245,000.00
Alberta	\$0.20 per Flow-Through Share and \$0.20 per Special Warrant	\$740,000.00
Ontario	\$0.20 per Flow-Through Share and \$0.20 per Special Warrant	\$1,480,000.00
US	\$0.20 per Flow-Through Share and \$0.20 per Special Warrant	\$161,175.20
United Kingdom	\$0.20 per Flow-Through Share and \$0.20 per Special Warrant	\$1,400,000.00
Switzerland	\$0.20 per Flow-Through Share and \$0.20 per Special Warrant	\$160,000.00
Netherlands	\$0.20 per Flow-Through Share and \$0.20 per Special Warrant	\$80,000.00
Belgium	\$0.20 per Flow-Through Share and \$0.20 per Special Warrant	\$10,000.00
B.W.I.	\$0.20 per Flow-Through Share and \$0.20 per Special Warrant	\$638,824.80
Total dollar value of distribution in all jurisdictions (CDN\$)		\$4,915,000.00

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 CDN\$, and, if applicable, number and type of securities)	Exemption relied on and date of distribution (if applicable)	Price per Unit (CDN\$)
Paradigm Capital Inc., 95 Wellington St. W. #2101, Toronto, Ontario M5J 2N7	\$61,180, a right to receive an additional \$76,440 and 983,000 Agent's Compensation Options to purchase 983,000 Special Warrants or Units of the Issuer	BC Securities Act §74(2)(23)	\$0.20
Salman Partners Inc., Suite 2230, 885 West Georgia Street, Vancouver, BC V6C 3E8	\$61,180, a right to receive an additional \$76,440 and 983,000 Agent's Compensation Options to purchase 983,000 Special Warrants or Units of the Issuer	BC Securities Act §74(2)(23)	\$0.20
Dundee Securities Corporation 20 Queen Street West 4 th Floor Toronto, ON M5H 3R3	\$30,590, a right to receive an additional \$38,220 and 491,500 Agent's Compensation Options to purchase 491,500 Special Warrants or Units of the Issuer	BC Securities Act §74(2)(23)	\$0.20

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.

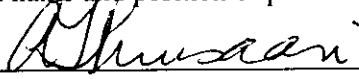
Date: June 30, 2005

Pacifica Resources Ltd.

Name of issuer or vendor (please print)

Annikki Puusaari, Corporate Secretary

Print name and position of person signing


Signature