

"AMMENDED"

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

**Issuer information**

1. Sino Pacific Development Ltd.  
#2400 – 650 West Georgia Street  
Vancouver BC V6B 4N7  
Tel: (604) 257-3604  
Fax: (604) 257-3512

2. Reporting Issuer in:  
British Columbia  
Alberta

**Details of distribution**

3. Distribution date:  
October 13, 2005 – 2,345,000 units
4. Security Description:  
2,345,000 Units @ \$0.15 per Unit. Each Unit consisting of ONE Common Share and ONE non-transferable share purchase warrant, each warrant to entitle the unit-holder to purchase one new common share of the company at a price of Cdn\$0.20 if exercised by July 31, 2006 5:00 p.m., local time in Vancouver, British Columbia and at the exercise price of Cdn\$0.25 if exercised by July 31, 2007 5:00 p.m., local time in Vancouver, British Columbia
5. Details of the distribution - See **Schedule 1**.
6. Jurisdiction summary:

Jurisdiction where purchasers reside	Price per security (Canadian \$)	Total dollar value raised from purchasers in jurisdiction (Cdn\$)
British Columbia	\$0.15	109,750
Alberta	\$0.15	230,000
United States	\$0.15	12,000
Total dollar value of distribution in all jurisdictions (Canadian \$)		351,750

**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 C\$ and if applicable, number & type of securities	Exemption relied on and date of distribution (if applicable	Price per share (Cdn\$)
N/a - none			

**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: October 26, 2005

**SINO PACIFIC DEVELOPMENT LTD.**

T. Allen Rose - Director

Print name and position of person signing

Signature