

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/underwriter information

Item 1:

GREAT PACIFIC INTERNATIONAL INC.
216-7198 Vantage Way,
Ladner, BC, V4G 1K7

Item 2:

Reporting Issuer in British Columbia, Ontario 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 | Mining |
| <input type="checkbox"/> Financial Services | <input type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production |
| <input type="checkbox"/> mortgage investment companies | X 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: Distribution Date:

January 6, 2011

Item 6: For each security distributed:

- (a) describe the type of security –

Non-flow-through units at a price of \$0.085 per unit comprised of one Common share and one Common share purchase warrant. Each warrant entitles the holder to purchase one Common share at a price of \$0.20 per share, expiring January 6, 2013.

- (b) state the total number of securities - 4,302,352
- (c) state the exemption(s) relied on – Sections 2.3 and 2.5 of NI 45-106

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 \$)
Ontario	5	\$0.085	82,375
Quebec	18	\$0.085	177,075
British Columbia	2	\$0.085	21,250
International	1	\$0.085	85,000
Total number of Purchasers	26		
Total dollar value of distribution in all jurisdictions (Canadian \$)			365,700

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	
<u>Macquarie Private Wealth Inc., 1250 Rene Levesque Blvd. W., Montreal, QC, H3B 4W8</u>	\$13,024	153,224 warrants	n/a	Section 2.3 NI 45-106 January 6, 2011	\$13,024.00
<u>PI Financial Corp., 1900-666 Burrard St., Vancouver, BC, V6C 3N1</u>	\$ 2,550	30,000 warrants	n/a	Section 2.3 NI 45-106 January 6, 2011	\$2550.00
<u>Meadowbank Asset Management Inc., 1710-25 Adelaide St. E., Toronto, ON, M5C 3A1</u>	\$20,996	247,012 warrants	n/a	Section 2.3 NI 45-106 January 6, 2011	\$20,996.00
Each warrant is exercisable for twenty-four months from closing into one Common share at an exercise price of \$0.20.					

Item 9:

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 2, 2011

GREAT PACIFIC INTERNATIONAL INC..

JACK CRUISE, CFO, 604-940-9190

Print name, title and telephone number of person signing

“Jack Cruise”

Signature

Item 10: 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. – N/A

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

Authorization of Indirect Collection of Personal Information for Distributions in Ontario

The attached Schedule I contains personal information of purchasers and details of the distribution(s). The issuer/underwriter hereby confirms that each purchaser listed in Schedule I of this report who is resident in Ontario

- (a) has been notified by the issuer/underwriter
 - (i) of the delivery to the Ontario Securities Commission of the information pertaining to the person as set out in Schedule I,
 - (ii) that this information is being collected indirectly by the Ontario Securities Commission under the authority granted to it in securities legislation,
 - (iii) that this information is being collected for the purposes of the administration and enforcement of the securities legislation of Ontario, and
 - (iv) of the title, business address and business telephone number of the public official in Ontario, as set out in this report, who can answer questions about the Ontario Securities Commission's indirect collection of the information, and
- (b) has authorized the indirect collection of the information by the Ontario Securities Commission.