

Form 45-106F1  
Report of Exempt Distribution

117861-2  
\$ 1,000,000  
March 9, 2007

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 former name if name has changed since last report.

Great Pacific International Inc.  
216 - 7198 Vantage Way  
Ladner, B.C. V4G 1K7  
604-940-9157

**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.

This issuer is a reporting issuer in the Provinces of Alberta and British Columbia.

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

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

- ☐ Mining
- ☐ Exploration / development
- ☐ Production
- ☒ Oil and gas
- ☐ Real estate
- ☐ Utilities
- ☐ Other (describe) \_\_\_\_\_

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Commission

**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.

March 9, 2007

**Item 6:** For each security distributed:

- (a) describe the type of security,

Units. Each Units consisting of one Common Share and one Share Purchase Warrant.

- (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

2,000,000. Each Share Purchase Warrant entitles the holder to purchase one Common Share at a price of \$0.60 per share and expire March 9, 2009.

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

NI 45-106 s.2.5 and 2.10

**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 \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Alberta	3	\$0.50	\$35,000.00
British Columbia	9	\$0.50	\$715,000.00
Ontario	1	\$0.50	\$250,000.00
<b>Total number of Purchasers</b>	13		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			\$1,000,000.00

**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.

Full name and address of the person being compensated	Compensation paid or to be paid (cash and/or securities)				
	Securities				
	Cash (Canadian \$)	Number and type of securities issued	Price per security	Exemption relied upon and date of distribution	Total dollar value of compensation (Canadian \$)
N/A					

**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: March 9, 2007

GREAT PACIFIC INTERNATIONAL INC.

Name of issuer (please print)

THAL POONIAN. PRESIDENT

604-940-9157

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 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 hereby confirms that each purchaser listed in Schedule I of this report

- (a) has been notified by the issuer
  - (i) of the delivery to the securities regulatory authority or, where applicable, the regulator of the information pertaining to the person as set out in Schedule I,
  - (ii) that this information is being collected indirectly by the securities regulatory authority or, where applicable, the regulator 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, and (iv) of the title, business address and