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File No. 1036

January 19, 2004

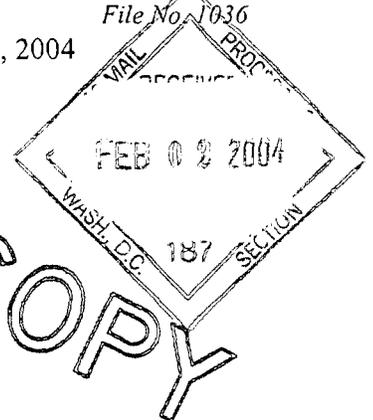
VIA COURIER

Attention: Aimee Vander-Vliet, Regulatory Compliance

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
9th Floor, 701 West Georgia Street
Vancouver, B.C. V7Y 1L2

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THOMSON FINANCIAL

Dear Sirs:

re: Goldcliff Resource Corporation (the "Company")
Filing of BC Form 45-103F4, Report of Exempt Distribution

On behalf of the Company, we enclose the following documentation:

1. BC Form 45-103F4, dated January 15, 2004, which has been originally executed by Leonard W. Saleken, the President and a director of the Company.
2. Fee Checklist, Securities Act Regulation, together with a cheque drawn on the Company's account in the amount of \$100 payable to the "British Columbia Securities Commission" in payment of the requisite filing fee.

A Form 45-102F2, Certificate under Subsection 2.7(2) or (3) of Multilateral Instrument 45-102, Resale of Securities, which has been executed by Mr. Saleken, has been filed via SEDAR under the category "Continuous Disclosure - Resale of Securities".

We trust you will find the same in order.

Yours very truly,
VECTOR Corporate Finance Lawyers

Per:

Lindsay Salt
Paralegal

Is
Encl.

cc: TSX Venture Exchange (Attn: Index Analyst, Corporate Finance Services, w/encl.#1)
Alberta Securities Commission (Attn: Disclosure Section, w/encl.#1)
Securities & Exchange Commission, Division of Corporate Finance - Exemption No. 82-2748, w/encl.#1
Standard & Poor's Corporation (Attn: Library, Corporate Files Manager, w/encl.#1)
Goldcliff Resource Corporation (Attn: Leonard W. Saleken, w/o encls.)

FORM 45-103F4
Report of Exempt Distribution

COPY

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.

Goldcliff Resource Corporation

Name of Issuer

6976 Laburnum Street, Vancouver, B.C. V6P 5M9

Address

(604) 261-7477

Telephone Number

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 the provinces of 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.

January 15, 2004

4. For each security distributed:

(a) describe the type of security, and

Common Shares

(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.

75,000 Common Shares

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 (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction
British Columbia	\$0.18 (deemed)	\$13,500
Total dollar value of distribution in jurisdictions (Canadian \$)		\$13,500

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 \$)
	n/a		

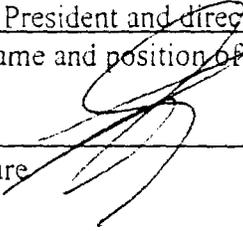
Certificate

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: January, 2004

Goldcliff Resource Corporation
Name of issuer or vendor (please print)

President and director
Print name and position of person signing


Signature

Schedule

Provide the following information on a separate page attached to this report for each type of security distributed. **The information in this schedule will not be placed on the public file of any securities regulatory authority.**

If the report is being filed for securities distributed on more than one distribution, add a column to identify the dates the securities were distributed.

In British Columbia, for distributions under the exemptions in Part 4 of Multilateral Instrument 45-103 *Capital Raising Exemptions*, non-reporting issuers must also give the telephone number and e-mail address of the purchaser. If the purchaser has refused to provide this information, the issuer must include a statement to this effect in the report.

Do not include in this table, securities issued as payment of commissions or finder's fees disclosed under item 7 of the form.

Full name and residential address of purchaser	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Instruction:

1. File this report and the applicable fee with the securities regulatory authority in each jurisdiction in which the issuer has distributed securities on or before the 10th day after the distribution of the security.
2. If distributions have not occurred within 10 days of each other, separate reports must be filed.
3. In order to determine the fee payable, consult the securities legislation in each jurisdiction. In some jurisdictions, the fee is calculated as a percentage of the proceeds realized by the issuer from, or total dollar value of, the securities distribution in that jurisdiction, as set out in Item 5 of 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 for the purposes of administration and enforcement of the securities legislation. Freedom of information legislation in certain jurisdictions may require the

securities regulatory authority to make this information available if requested. As a result, the public may be able to obtain access to the information.

If you have any questions about the collection and use of this information, contact the securities regulatory authorities in the jurisdictions where the form is filed, at the address(es) set out below:

Alberta Securities Commission

Suite 400, 300-5th Avenue S.W.

Calgary, Alberta T2P 3C4

Telephone: (403) 297-6454

Facsimile: (403) 297-6156

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre

701 West Georgia Street

Vancouver, B.C. V7Y 1L2

Telephone: (604) 899-6730

Toll free in British Columbia and Alberta 1 (800) 373-6393

Facsimile: (604) 899-6506

The Manitoba Securities Commission

1130-405 Broadway Avenue

Winnipeg, Manitoba R3C 3L6

Telephone: (204) 945-2548

Facsimile: (204) 945-0330

Securities Commission of Newfoundland

P.O. Box 8700, 2nd Floor, West Block

Confederation Building, 75 O'Leary Avenue

St. John's, Newfoundland A1B 4J6

Telephone: (709) 729-4189

Facsimile: (709) 729-6187

Government of Northwest Territories

Department of Justice, Securities Registry

P.O. Box 1320, 1st Floor Stuart M. Hodgson Building

5009-49th Street

Yellowknife, Northwest Territories X1A 2L9

Telephone: (867) 873-7490

Facsimile: (867) 873-0243

Nova Scotia Securities Commission

2nd Floor, Joseph Howe Building

1690 Hollis Street

Halifax, Nova Scotia B3J 3J9

Telephone: (902) 424-7768

Facsimile: (902) 424-4625

Government of Nunavut

Department of Justice, Legal Registries Division

P.O. Box 1000, Station 570, 1st Floor, Brown Building

Iqaluit, Nunavut X0A 0H0

Telephone: (867) 975-6190

Facsimile: (867) 975-6194

Prince Edward Island Securities Office

95 Rochford Street, P.O. Box 2000

Charlottetown, Prince Edward Island C1A 7N8

Telephone: (902) 568-4569

Facsimile: (902) 368-5283

Saskatchewan Financial Services Commission

6th Floor, 1919 Saskatchewan Drive

Regina, Saskatchewan S4P 3V7

Telephone: (306) 787-5879

Facsimile: (306) 787-5899

Schedule "A" to Form 45-103F4, Report of Exempt Distribution
Goldcliff Resource Corporation

Full name and residential address of purchaser	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on⁽¹⁾
James M. Dawson Suite 680-625 Howe Street Vancouver, B.C. V6C 2T6	75,000 common shares	\$0.18 (deemed)	s. 74(2)(18)
Total:	75,000 common shares		

(1) BC Act = Securities Act (British Columbia)