

INSIDER REPORT

(See instructions on the back of this report)

102F6
 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 set out below for purposes of the administration and enforcement of certain provisions of the securities legislation in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, Nova Scotia and Newfoundland. Some of the required information will be made public pursuant to the securities legislation in each of the jurisdictions indicated above. Other required information will remain confidential and will not be disclosed to any person or company except to any of the securities regulatory authorities or their authorized representatives. If you have any questions about the collection and use of this information, you may contact the securities regulatory authority in any jurisdiction(s) in which the required information is filed at the address(es) or telephone number(s) set out on the back of this report.

BOX 1. NAME OF THE REPORTING ISSUER (BLOCK LETTERS)

LIMA EXPLORATION INCORPORATED

BOX 3. NAME, ADDRESS AND TELEPHONE NUMBER (BLOCK LETTERS)

FAMILY NAME OR CORPORATE NAME

GROSSO

JOE N

NO. 3860 KLE

CITY VUENABY

PROV BC

BUSINESS TELEPHONE NUMBER 604-687-1182

BUSINESS FAX NUMBER 604-687-1185

CHANGE IN NUMBER ADDRESS OR TELEPHONE NUMBER FROM LAST REPORT

LOCK LETTERS)

5500459

POSTAL CODE V5G1A9

APT

YES

NO

BOX 4. JURISDICTION(S) WHERE THE ISSUER IS A REPORTING ISSUER OR THE EQUIVALENT

ALBERTA
 BRITISH COLUMBIA
 MANITOBA
 NEWFOUNDLAND
 NOVA SCOTIA
 ONTARIO
 QUEBEC
 SASKATCHEWAN
 V SEC

BOX 2. INSIDER DATA

RELATIONSHIP(S) TO REPORTING ISSUER

4

DATE OF LAST REPORT FILED

OR

IF INITIAL REPORT, DATE ON WHICH YOU BECAME AN INSIDER

CHANGE IN RELATIONSHIP FROM LAST REPORT

DATE MONTH YEAR 12 20 10 5

DATE MONTH YEAR

YES

NO

BOX 5. INSIDER HOLDINGS AND CHANGES (IF INITIAL REPORT, COMPLETE SECTIONS (A), (D), (E) AND (F) ONLY. SEE ALSO INSTRUCTIONS TO BOX 5)

(A) DESIGNATION OF CLASS OF SECURITIES	(B) BALANCE OF CLASS OF SECURITIES ON LAST REPORT	(C) TRANSACTIONS		(D) PRESENT BALANCE OF CLASS OF SECURITIES HELD	(E) DIRECT/INDIRECT OWNERSHIP CONTROL OR DIRECTION	(F) IDENTIFY THE REGISTERED HOLDER WHERE OWNERSHIP IS IMPROVED OR WHERE CONTROL OR DIRECTION IS EXERCISED
		DATE	NATURE			
Common	1043613	10/01/05	97	1000	PROCESSED	1044613
		10/01/05	97	1000		1045613
		10/01/05	97	3000	JAN 28 2005	1048613
		10/01/05	97	7000	THOMSON FINANCIAL	1055613
		10/01/05	97	5000		1060613
		10/01/05	11	3000		1063613
OPTIONS	397500					397500

BOX 6. REMARKS

ATTACHMENT YES NO
 97-10 CANCELLED SALES DATED NOV. 16/04 which were cancelled.

This form is used as a uniform report for the insider reporting requirements under all provincial securities Acts. The terminology used is generic to accommodate the various Acts.

The undersigned certifies that the information given in this report is true and complete in every respect. It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

BOX 7. SIGNATURE

NAME (BLOCK LETTERS)

JOE GROSSO

SIGNATURE

[Signature]

DAY MONTH YEAR

18 10 05

