

"AMENDED"
FORM 45-103F4
REPORT OF EXEMPT DISTRIBUTION

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.

Leeward Capital Corp. (403) 265-4077
#4, 1922 - 9 Avenue SE
Calgary, AB T2G 0V2

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 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.

May 26, 2005

4. For each security distributed:

- (a) describe the type of security, and

The securities distributed consist of units, each such unit consisting of one flow-through common share, one One Year Warrant and one Two Year Warrant (as defined below).

- (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.

The issuer distributed:

- (i) **1,317,215 flow-through common shares at \$0.35 per flow-through common share (\$461,025.25); and**
- (ii) **658,607.5 common share purchase warrants each of which entitles the holder to purchase one common share of the issuer at \$0.45 within 12 months of the date of issue (each a "One Year Warrant") and**

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- (iii) 658,607.5 common share purchase warrants each of which entitles the holder to purchase one common share of the issuer at \$0.55 within 24 months of the date of issue (each a "Two Year Warrant") and
- (iv) 55,861 warrants paid as a finder's fee, each such warrant allowing the holder to purchase one share of the issuer at \$0.35 for a period of one year following the closing.

5. Provide details of the distribution by completing the attached schedule.

Please see 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 (Cdn. \$)	Total Dollar Value Raised From Purchasers In The Jurisdiction (Cdn. \$)
Alberta	\$0.35	\$52,500.00
British Columbia	\$0.35	\$17,500.00
Ontario	\$0.35	\$391,025.25
Total Dollar Value Of Distribution In All Jurisdictions (Canadian \$)	\$461,025.25	\$461,025.25

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.

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Full Name And Address Of Person Being Compensated	Compensation Paid (In Cdn. \$ And If Applicable, Number And Type Of Securities)	Exemption Relied On And Date Of Distribution (If Applicable)	Price Per Share (Cdn. \$)
James A. Brady Medical Miners 700 - 357 Bay Street, Toronto, ON M5H 2T7	55,861 Warrants	accredited	n/a

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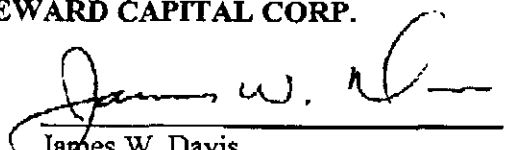
CERTIFICATE

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.

DATED at the City of Calgary, in the Province of Alberta this 22 day of June, 2005.

LEEWARD CAPITAL CORP.

Per:


James W. Davis
President