

Form 45-103F4
Report of Exempt Distribution

2004 DEC 22 AM 9:13

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.

Tanqueray Resources Ltd.
#310, 505 -8th Avenue S.W.
Calgary, AB T2P 1G2

Phone: 403- 263-9055
Fax: 403-263-9061

2. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

Tanqueray Resources Ltd. (the "Corporation") 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.

December 15, 2004

4. For each security distributed:

- (a) describe the type of security, and
- (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 Corporation distributed an aggregate of 4,000,000 flow-through share units (the "Flow-Through Units") at a purchase price of \$0.40 per Flow-Through Unit, each Flow-Through Unit consisting of one (1) common share issued on a "flow-through" basis (a "Flow-Through Share") and one-half (½) of one non-transferable flow-through share purchase warrant (each whole flow-through share purchase warrant being a "Flow-Through Warrant"). Each Flow-Through Warrant is exercisable for one (1) Flow-Through Share upon payment of \$0.60 at any time on or before December 31, 2005.

The Corporation distributed an aggregate of 1,500,000 common share units (the "Common Units", and together with the Flow-Through Units, the "Units"), at a purchase price of \$0.35 per Common Unit, each Common Unit consisting of one (1) common share (a "Common Share") and one-half (½) of one non-transferable common share purchase warrant (each whole common share purchase warrant being a "Common Share Purchase Warrant" and, together with the Flow-Through Warrants, the "Warrants"), with

each Common Share Purchase Warrant exercisable for one (1) Common Share upon payment of \$0.45 at any time on or before December 31, 2005.

As consideration for their services in connection with the sale of Units, the Corporation issued an additional 425,000 Common Units to the agents (the "Agents"), being equal to 7% of the gross proceeds from the Units subscribed for, as follows: 257,300 Common Units to Stephen Avenue Securities Inc., 148,900 Common Units to National Bank Financial, and 18,800 Common Units to Canaccord Capital Corporation.

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.

(a) Flow-Through Units

Each jurisdiction where purchasers reside	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Alberta	\$0.40	\$1,374,000
British Columbia	\$0.40	\$ 162,000
Ontario	\$0.40	\$ 64,000
Total dollar value of distribution in all jurisdictions (Canadian \$)		\$1,600,000

(b) Common Units

Each jurisdiction where purchasers reside	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Alberta	\$0.35	\$400,750
British Columbia	\$0.35	\$ 47,250
Ontario	\$0.35	\$ 42,000
Foreign	\$0.35	\$ 35,000
Total dollar value of distribution in all jurisdictions (Canadian \$)		\$525,000

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.

In addition to the Common Units issued to the Agents as compensation described in Item 4 above, the Agents will also receive 3% cash commission on the exercise of the Warrants.

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 \$)
Stephen Avenue Securities Inc. Suite 608 – 304 8 th Avenue SW Calgary, Alberta T2P 1C2	257,300 Common Units and up to \$27,243.00 on exercise of the Warrants	Section 5.1 of MI 45-103	\$0.35
Canaccord Capital Corporation P.O. Box 6, Suite 1210 320 Bay Street Toronto, Ontario M5H 4A6	18,800 Common Units and up to \$1989.00 on exercise of the Warrants	Section 2.3 of OSC Rule 45-501	\$0.35
National Bank Financial 2800 – 450 1 st Street SW Calgary, Alberta T2P 5H1	148,900 Common and up to \$15,768.00 on exercise of the Warrants	Section 5.1 of MI 45-103	\$0.35

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: 12/20/04

Tanqueray Resources Ltd.

Name of issuer or vendor (please print)

Linda J. Falkenberg, Chief Financial Officer

Print name and position of person signing

Signature: *L. J. Falkenberg*