

MULTILATERAL INSTRUMENT 45-103

AMENDED
FORM 45-103F4
REPORT OF EXEMPT DISTRIBUTION

2004 DEC -3
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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.

Ridgeway Petroleum Corp.
1080, 700-4th Avenue SW
Calgary, Alberta
T2P 3J4
(403) 266-6362

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

The issuer is a reporting issuer in the provinces of British Columbia, Alberta and Ontario.

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.

November 5, 2004

4. For each security distributed:

- (a) describe the type of security; and BC = 211,667 UT
(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.

1,019,000 units at a price of \$0.75 per unit. Each unit consists of one common share and one non-transferable share purchase warrant. Each share purchase warrant entitles the holder to purchase one additional common share of the issuer at any time for one year from the closing date of the private placement at a price of \$1.00 per share.

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 (Canadian \$)
British Columbia	0.75	158,750
Alberta	0.75	303,500
Saskatchewan	0.75	234,500
Ontario	0.75	62,500
Manitoba	0.75	5,000
Total dollar value of distribution in all jurisdictions (Canadian \$)		764,250

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 \$)
Union Securities Ltd. 900-609 Granville Street Vancouver, B.C. V7Y 1H4	\$12,450.02	N/A	N/A

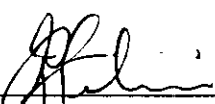
CERTIFICATE

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: November 17, 2004

Ridgeway Petroleum Corp.
Name of issuer or vendor (*please print*)

J. Bruce Petrie, Chief Financial Officer
Print name and position of person signing


Signature