

FORM 45-103F4
Report of Exempt Distribution

2004 DEC 20 PM 2: 25

Issuer Information:

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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. Also state the full name and address of the vendor, if this report is filed (a) by a vendor who is not the issuer, and (b) in connection with an exemption other than those contained in MI 45-103. .

Sniper Enterprises Inc.
Suite 303, 595 Howe Street
Vancouver, B.C. V6C 2T5

(604) 718-2800

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.

December 16, 2004

4. For each security distributed:

(a) describe the type of security: common shares and warrants to purchase 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:

5,000,000 units (the "Units") at a price of \$0.05 per Unit, each Unit consisting of one (1) common share and one (1) share purchase warrant entitling the holder to purchase one (1) additional common share in the capital stock of the Company, such warrant being exercisable at a price of \$0.10 per share on or before December 15, 2005.

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 payments 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	\$0.05	\$228,000
Alberta	\$0.05	\$11,000
Washington, U.S.A.	\$0.05	\$11,000
Total dollar value of distribution in all jurisdictions (Canadian \$)		\$250,000

Commissions and Finders 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 \$)
Boulder Investment Partners Suite 800, 1450 Creekside Drive Vancouver, B.C. V6J 5B3	\$14,500 cash	N/A	N/A
Wolverton Securities Ltd. Suite 1100, 777 Dunsmuir Street Vancouver, B.C. V7Y 1J5	\$1,500 cash	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: December 16, 2004

SNIPER ENTERPRISES INC.



John Thornton, Director