

Form 45-103F4
Report of Exempt Distribution (Amended)

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.

OREMEX RESOURCES INC.
Suite 900, 409 Granville Street
Vancouver, BC V6C 1T2

Telephone: 604-683-5651

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 B.C. 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 19, 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.

Units consisting of one common share and one-half of one common share purchase warrant. A total of 2,699,400 common shares and 1,349,700 share purchase warrants were issued. The Share Purchase Warrants are exercisable at \$1.10 per share until May 19, 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 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	\$0.90	\$ 417,510 ✓
Alberta	\$0.90	\$ 56,700
Nova Scotia	\$0.90	\$ 33,300
Ontario	\$0.90	\$ 967,050
U.S.A.	\$0.90	\$ 419,400
Offshore	\$0.90	\$ 535,500
Total dollar value of distribution in all jurisdictions (Canadian \$)		\$ 2,429,460 ✓

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 \$)
Canaccord Capital Corporation 2200 - 609 Granville Street Vancouver, BC V7Y 1H2	\$77,493.60 and 107,630 Agents' Warrants, convertible into Units	S.74(2)(23) of the Act	\$0.90 exercise price per Agents' Warrant
First Associates Investments Inc. 5200 - 66 Wellington St. W. Toronto, ON M5K 1K7	\$116,863.20 and 162,310 Agents' Warrants, convertible into Units	S.74(2)(23) of the Act	\$0.90 exercise price per Agents' Warrant

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T = \$194,356.80 / 269,940WT

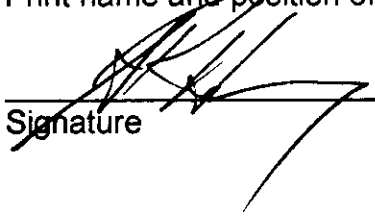
Certificate

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: May 21, 2004

Oremex Resources Inc.
Name of issuer or vendor (please print)
Anthony Harvey

Print name and position of person signing


Signature