

Form 45-106F1
Report of Exempt Distribution

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution.

Issuer information

Item 1: State the full name of the issuer of the security distributed and the address and telephone number of its head office. If the issuer of the security distributed is an investment fund, state the name of the fund as the issuer, and provide the full name of the manager of the investment fund and the address and telephone number of the head office of the manager. Include the former name of the issuer if its name has changed since last report.

Americas Petrogas Inc.
3911 Trasimene Crescent S.W.
Calgary, Alberta T3E 7J6

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

This Issuer is a reporting issuer in Alberta and British Columbia.

Item 3: Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed below.

- | | |
|---------------------------------------------------------|-------------------------------------------------------------|
| <input type="checkbox"/> Bio-tech | <input checked="" type="checkbox"/> Mining |
| <input type="checkbox"/> Financial Services | <input checked="" type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production |
| <input type="checkbox"/> mortgage investment companies | <input checked="" type="checkbox"/> Oil and gas |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Industrial | <input type="checkbox"/> Other (describe) |
- _____

Details of distribution

Item 4: Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report.

Item 5: State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

November 16, 2010

Item 6: For each security distributed:

- (a) describe the type of security,

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; and

17,500,000 Common Shares at a purchase price of \$1.00 per Common Share.

- (c) state the exemption(s) relied on.

National Instrument 45-106 ("NI 45-106"), Section 2.3 and Alberta Securities Commission Rule 72-501 ("ASC Rule"), Section 3.1.

Item 7: Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 8, below.

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Alberta	1	\$1.00	\$700,000
British Columbia	3	\$1.00	\$800,000
Ontario	6	\$1.00	\$7,950,000
United States	2	\$1.00	\$4,000,000

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Offshore	4	\$1.00	\$4,050,000
Total (Canadian \$)	16	\$1.00	\$17,500,000.00

Note 1: If securities are issued at different prices list the highest and lowest price the securities were sold for.

Commissions and finder's fees

Item 8: Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

If the securities being issued as compensation are or include convertible securities, such as warrants or options, please add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Compensation paid or to be paid (cash and/or securities)				
	Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
		Number and type of securities issued	Price per security	Exemption relied on and date of distribution	
Mackie Research Capital Corporation 199 Bay Street, Suite 4500 Commerce Court West, Box 368 Toronto, Ontario M5L 1G2	\$325,000	N/A	N/A	N/A	\$325,000
Wellington West Capital Corporation 145 King Street West, Suite 700 Toronto, Ontario M5H 1J8	\$500,000	N/A	N/A	N/A	\$500,000
Northern Securities Inc. 145 King St. W, Suite 2020 Toronto, Ontario M5H 1J8	\$30,000	N/A	N/A	N/A	\$30,000

Item 9: If a distribution is made in Ontario, please include the attached “Authorization of Indirect Collection of Personal Information for Distributions in Ontario”. The “Authorization of Indirect Collection of Personal Information for Distributions in Ontario” is only required to be filed with the Ontario Securities Commission.

Item 10: Certificate

On behalf of the issuer, I certify that the statements made in this report are true.

Date: November 23, 2010

Americas Petrogas Inc.

Name of issuer (please print)

Barclay Hambrook, President and Chief Executive Officer, 403-685-1888

Print name, title and telephone number of person signing

(Signed) "*Barclay Hambrook*"

Signature

Item 11: State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authorities or, where applicable, the regulators under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or, where applicable, the regulator in the jurisdiction(s) where the form is filed, at the address(es) listed at the end of this report.

Authorization of Indirect Collection of Personal Information for Distributions in Ontario

The attached Schedule I contains personal information of purchasers and details of the distribution(s). The issuer/underwriter hereby confirms that each purchaser listed in Schedule I of this report who is resident in Ontario

- (a) has been notified by the issuer/underwriter
 - (i) of the delivery to the Ontario Securities Commission of the information pertaining to the person as set out in Schedule I,

- (ii) that this information is being collected indirectly by the Ontario Securities Commission under the authority granted to it in securities legislation,
 - (iii) that this information is being collected for the purposes of the administration and enforcement of the securities legislation of Ontario, and
 - (iv) of the title, business address and business telephone number of the public official in Ontario, as set out in this report, who can answer questions about the Ontario Securities Commission's indirect collection of the information, and
- (b) has authorized the indirect collection of the information by the Ontario Securities Commission.

Schedule I

Complete the following table.

For reports filed under sub-section 6.1(1)(j) (TSX Venture Exchange offering) of National Instrument 45-106 the following table only needs to list the total number of purchasers by jurisdiction instead of including the name, residential address and telephone number of each purchaser.

Do not include in this table, securities issued as payment of commissions or finder's fees disclosed under item 8 of this report.

The information in this schedule will not be placed on the public file of any securities regulatory authority or, where applicable, regulator. However, freedom of information legislation in certain jurisdictions may require the securities regulatory authority or, where applicable, regulator to make this information available if requested.

Full name, residential address and Telephone number of purchaser	Number and type of securities purchased (Common Shares)	Total purchase Price (CDN\$)	Exemption relied on	Date of distribution
Dharma Natural Resources Fund 207 Neptune House – Marina Bay Gibraltar nn@helvetic.gi	100,000	\$100,000	ASC Rule 72-501 Section 3.1	November 16, 2010
2035718 Ontario Inc 1834 Grosvenor Place Mississauga, Ontario L5L 3V7 (416) 362-4168	100,000	\$100,000	NI 45-106, Section 2.3	November 16, 2010
Deerfield Ltd Jasmine Court, 35A Regent Street, Belize City, Belize (617) 489-4875	350,000	\$350,000	ASC Rule 72-501 Section 3.1	November 16, 2010
Eva Carr 9 Langside Avenue North York, Ontario M9N 3E2 (416) 249-3776	25,000	\$25,000	NI 45-106, Section 2.3	November 16, 2010
HCAP Offshore Ltd. Walkers SPV, Walker House 87 Mary Street Georgetown, Grand Cayman KY1-9001 (800) 905-2573	3,000,000	\$3,000,000	ASC Rule 72-501 Section 3.1	November 16, 2010
Hedgehog Capital LLC 1117 E. Putnam Avenue #320 Riverside, CT 06878 (212) 723-5286	2,500,000	\$2,500,000	ASC Rule 72-501 Section 3.1	November 16, 2010

QE Funds Corp., Qwest Energy Canadian Resource Class, 1601, 650 West Georgia Street, Vancouver, BC V6B 4N7 (604) 602-1142	500,000	\$500,000	NI 45-106, Section 2.3	November 16, 2010
Arto Izmirlian 3 Tulane Crescent Toronto, Ontario M3A 2B5 (416) 860-8334	25,000	\$25,000	NI 45-106, Section 2.3	November 16, 2010
Christina Chong 1148 West 49 th Avenue Vancouver, BC V6M 2P8 (604) 263-1776	200,000	\$200,000	NI 45-106, Section 2.3	November 16, 2010
Mary Chong 2718 West 36 th Avenue Vancouver, BC V6N 2P8 (604) 505-7683	100,000	\$100,000	NI 45-106, Section 2.3	November 16, 2010
The Apogee Fund, L.P. 100 Throckmorton St., Suite 700 Fort Worth, TX 76102 (817) 335-1145	1,500,000	\$1,500,000	ASC Rule 72-501 Section 3.1	November 16, 2010
Fidelity Canadian Growth Fund 483 Bay Street, North Tower, Suite 300 Toronto, ON M5G 2N7 (416) 307-5230	1,208,100	\$1,208,100	NI 45-106, Section 2.3	November 16, 2010
Fidelity Canadian Opportunities Fund 483 Bay Street, North Tower, Suite 300 Toronto, ON M5G 2N7 (416) 307-5230	5,000,000	\$5,000,000	NI 45-106, Section 2.3	November 16, 2010
Fidelity Special Situations Fund 483 Bay Street, North Tower, Suite 300 Toronto, ON M5G 2N7 (416) 307-5230	1,591,900	\$1,591,900	NI 45-106, Section 2.3	November 16, 2010
Retire First Ltd. on behalf of fully managed accounts as per schedule attached 101, 4610 – 49 th Avenue Red Deer, AB T4N 6M5 (403) 314-5553	700,000	\$700,000	NI 45-106, Section 2.3	November 16, 2010
Schroder & Co Bank AG Central 2 – Postfach 1820 8021 Zurich, Switzerland +011 44 250 15 65	600,000	\$600,000	NI 45-106, Section 2.3	November 16, 2010
TOTAL	17,500,000	\$17,500,000.00		