

8213318-2
\$ 145,475⁰⁰
June 5, 2008

Amended 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.

The Corporation is a not a reporting issuer in any Canadian jurisdiction.

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 type="checkbox"/> Mining |
| <input type="checkbox"/> Financial Services | <input 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.

June 5, 2008 and June 13, 2008

Item 6: For each security distributed:

- (a) Describe the type of security,

Class "A" Common Shares ("Common Shares")

RECEIVED
2008 JUL 14 AM 10:00
BRITISH COLUMBIA
SECURITIES
COMMISSION

Purchase Warrants - Each whole Common Share purchase warrant (a "**Warrant**") shall entitle the holder thereof to purchase one additional Common Share at any time prior to the one year anniversary date of the issuance of the Warrant, at an exercise price of \$1.20.

- (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

13,490,400 Common Shares;

6,745,200 Warrants. Each Warrant shall be exercisable into one Common Share at an exercise price of \$1.20, expiring one year from the date of issuance.

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

National Instrument 45-106 Prospectus and Registrations Exemptions ("NI 45-106"), Section 2.3 and Section 2.5.

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 (Cdn\$)	Total dollar value raised from purchasers in the jurisdiction (Cdn \$)
Alberta	13	\$1.15	\$272,665
British Columbia	10	\$1.15	\$145,475
British Virgin Islands	1	\$1.15	\$201,250
Belgium	1	\$1.15	\$100,050
Germany	5	\$1.15	\$90,620
United Kingdom	1	\$1.15	\$46,000
United States of America	11	\$1.15	\$14,657,900
Total number of Purchasers	42		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$15,513,960

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	
Northern Securities Inc. 150 York Street, Suite 1800 Toronto, ON M5H 3S5	\$31,091.40	45,060 Finder's Warrants (See Note below)	\$1.15	s. 2.33 of NI 45-106	\$31,091.40
Scarsdale Equities LLC	\$896,986.20	156,988 Finder's Warrants (See Note below)	\$1.15	s.2.33 of NI 45-106	\$896,986.20
David A. Giannini	NIL	1,142,992 Finder's Warrants (See Note below)	\$1.15	s.2.33 of NI 45-106	NIL

Note: Each Finder's Warrant shall entitle the holder thereof to purchase one additional Common Share at any time prior to the one year anniversary date of the issuance of the Finder's Warrant, at an exercise price of \$1.15.

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.

Certificate

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

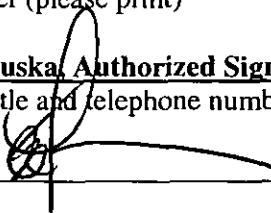
Date: July 2, 2008

Americas Petrogas Inc.

Name of issuer (please print)

Edward Tapuska, Authorized Signatory - (403) 232-9785

Print name, title and telephone number of person signing


Signature

Item 10: 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.

**Edward Tapuska
Borden Ladner Gervais LLP
(403) 232-9785**

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.