

**FORM 45-103F4  
REPORT OF EXEMPT DISTRIBUTION**

**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.

**Leeward Capital Corp.  
#4, 1922 - 9 Avenue S.E.  
Calgary, AB T2G 0V2  
Tel: (403) 265-4077**

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.

**November 7, 2005**

4. For each security distributed:

- (a) describe the type of security, and

**Units of the issuer at an issuance price of \$0.16 per unit.**

- (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.

**An aggregate of 565,678 units of the issuer at a purchase price of \$0.16 per unit, with each unit consisting of one (1) common share ("Common Share") of the issuer on a flow-through basis and one (1) warrant ("Warrant"), with each Warrant entitling the holder thereof to purchase one (1) additional Common Share on a flow-through basis, at a purchase price of \$0.175 per share until September 29, 2006.**

5. Provide details of the distribution by completing the attached schedule.

**Please see 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<br>Where Purchasers Reside                                | Price Per Security<br>(Cdn. \$) | Total Dollar Value Raised<br>From Purchasers In The<br>Jurisdiction<br>(Cdn. \$) |
|---|---------------------------------|--|
| Alberta   | \$0.16                          | \$ 74,508.48   |
| British Columbia  | \$0.16                          | \$ 16,000.00   |
| Ontario   | \$0.16                          | \$323,891.52   |
| Total Dollar Value Of<br>Distribution In All<br>Jurisdictions (Canadian \$) |                                 | \$414,400  |

#### 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<br>Address Of Person<br>Being Compensated                            | Compensation Paid<br>(In Cdn. \$ And If<br>Applicable, Number<br>And Type Of<br>Securities) | Exemption Relied On<br>And Date Of<br>Distribution<br>(If Applicable)               | Price Per<br>Share<br>(Cdn. \$) |
|--|---|---|---------------------------------|
| Wolfgang H. Kyser<br>Ste, 1000 121<br>Richmond Street West,<br>Toronto, ON M5H 2K1 | 101,216 Warrants  | s.2.3 of Rule 45-501 of<br>the Ontario Securities<br>Commission<br>November 7, 2005 | N/A                             |

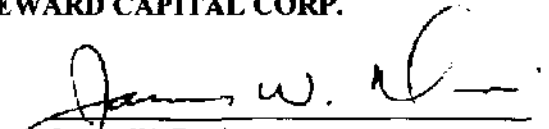
**CERTIFICATE**

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.

DATED at the City of Calgary, in the Province of Alberta this 22<sup>nd</sup> day of November, 2005.

**LEEWARD CAPITAL CORP.**

Per:

  
James W. Davis  
President