

MULTILATERAL INSTRUMENT 45-103

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.

WIND RIVER RESOURCES LTD.

202 - 837 West Hastings Street

Vancouver, BC V6C 3N6

Telephone: (604) 684-6264

2. State whether the issuer is or is not a reporting issuer and, if reporting, 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.

July 18, 2005

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.

A total of 1,818,181 units were issued at a deemed price of \$0.055 per unit, each unit consisting of one common share and one share purchase warrant entitling the holder to purchase one additional common share at a price of \$0.10 for a period of two years. The share purchase warrants expire on July 8, 2007. Of the 1,818,181 units issued, 1,515,151 are *flow-through*.

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 | 0.055 | 100,000 |
| Total dollar value of distribution in all jurisdictions (Canadian \$) | | 100,000 |

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.

Not applicable.

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: July 28, 2005

WIND RIVER RESOURCES LTD.

A handwritten signature in dark ink, appearing to read 'M. McGrath', written over a horizontal line.

Marion McGrath
Director

MULTILATERAL INSTRUMENT 45-103

FORM 45-103F4 REPORT OF EXEMPT DISTRIBUTION

SCHEDULE

Provide the following information on a separate page attached to this report for each type of security distributed. **The information in this schedule will not be placed on the public file of any securities regulatory authority.**

If the report is being filed for securities distributed on more than one distribution date, add a column to identify the dates the securities were distributed.

In British Columbia, for distributions under the exemptions in Part 4 of Multilateral Instrument 45-103 *Capital Raising Exemptions*, non-reporting issuers must also have the telephone number and e-mail address of the purchaser. **If the purchaser has refused to provide this information, the issuer must include a statement to this effect in the report.**

Do not include in this table, securities issued as payment of commissions or finder's fees disclosed under item 7 of the form.

FT = Flow-Through Units
NFT = Non-Flow-Through Units

| Full Name & Residential Address of Purchaser | Telephone number and e-mail Address of Purchaser | Number and Type of Securities Purchased | Total Purchase Price (Canadian \$) | Exemption relied on |
|---|--|---|------------------------------------|---------------------|
| Colin Watt 4223 West 15 th Avenue Vancouver, BC V6R 3A7 | (604) 833-4846 | FT 303,030 | 16,666.66 | s. 5.1 MI 45-103 |
| David Patterson 3 rd Floor, 157 Alexander Street Vancouver, BC V6A 1B8 | (604) 230-1793 | NFT 303,030 | 16,666.66 | s. 5.1 MI 45-103 |
| Gwen Seifert 5437 Kew Cliff Road West Vancouver, BC V7W 1M3 | (604) 925-0229 | FT 303,030 | 16,666.66 | s. 5.1 MI 45-103 |
| Donald Nicholson 1602 - 1228 West Hastings St. Vancouver, BC V6E 4S6 | (604) 331-0500 | FT 272,727 | 15,000.00 | s. 5.1 MI 45-103 |
| Ingo Mueller 2901 Tower Hill Crescent West Vancouver, BC V7V 4W6 | (604) 913-2931 | FT 272,727 | 15,000.00 | s. 5.1 MI 45-103 |
| Janice Munroe 1308 Madrona Place Coquitlam, BC V3E 2S5 | (604) 464-2116 | FT 181,819 | 10,000.00 | s. 3.1 MI 45-103 |
| Firoz H. Jinnah 2918 Phillips Avenue Burnaby, BC V5A 2W5 | (604) 444-5738 | FT 181,818 | 10,000.00 | s. 3.1 MI 45-103 |

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