

**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/underwriter 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. If an underwriter is completing this form, also state the full name of the underwriter and the address and telephone number of the head office of the underwriter.

**Leeward Capital Corp.**  
**#101, 2719 – 7<sup>th</sup> Avenue NE**  
**Calgary, AB T2A 2L9**

**(403) 265-4077**

**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 Issuer is a reporting issuer in the provinces of British Columbia and Alberta.**

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

☐ Bio-tech

Financial Services

☐ investment companies and funds

☐ mortgage investment companies

☐ Forestry

☐ Hi-tech

☐ Industrial

Mining

☒ exploration/development

☐ production

☐ Oil and gas

☐ Real estate

☐ Utilities

☐ Other (describe)

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## 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.

**December 24, 2010**

**December 30, 2010**

**January 7, 2011**

**January 17, 2011**

**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

### **2<sup>nd</sup> Tranche – December 24, 2010**

The Issuer also sold 11,200,000 "flow-through" units (the "FT Units"), at \$0.05 per FT Unit, each Unit consisting of one (1) Common Share and one (1) warrant, each warrant exercisable into one (1) non-flow-through Common share at \$0.15 per share expiring December 24, 2012.

The Issuer sold 3,000,000 units (the "Units") at \$0.05 per Unit, each Unit consisting of one (1) Common Share and one (1) warrant, each warrant exercisable into one Common Share at \$0.15 per share expiring December 24, 2012.

### **3<sup>rd</sup> Tranche = December 30, 2010**

The Issuer also sold 14,300,000 "flow-through" units (the "FT Units"), at \$0.05 per FT Unit, each Unit consisting of one (1) Common Share and one (1) warrant, each warrant exercisable into one (1) non-flow-through Common share at \$0.15 per share expiring December 30, 2012.

The Issuer sold 3,390,000 units (the "Units") at \$0.05 per Unit, each Unit consisting of one (1) Common Share and one (1) warrant, each warrant exercisable into one Common Share at \$0.15 per share expiring December 30, 2012.

**4<sup>th</sup> Tranche – January 7, 2011**

**The Issuer sold 610,000 units (the "Units") at \$0.05 per Unit, each Unit consisting of one (1) Common Share and one (1) warrant, each warrant exercisable into one Common Share at \$0.15 per share expiring January 7, 2013.**

**5<sup>th</sup> Tranche – January 17, 2011**

**The Issuer sold 100,000 units (the "Units") at \$0.05 per Unit, each Unit consisting of one (1) Common Share and one (1) warrant, each warrant exercisable into one Common Share at \$0.15 per share expiring January 17, 2013.**

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

On the 2<sup>nd</sup> Tranche closing the exemption relied upon for all investors was NI 45-106 Section 2.3;

On the 3<sup>rd</sup> Tranche closing of December 30, 2010 the exemptions relied upon for all the investors was NI 45-106 Section 2.3;

On the 4<sup>th</sup> Tranche closing of January 7, 2011 the exemptions relied upon for the investor was NI 45-106 Section 2.3;

On the 5<sup>th</sup> Tranche closing of January 17, 2011 the exemption relied upon by the investor was NI 45-106 Section 2.3.

**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.

**2<sup>nd</sup> Tranche Closing – December 24, 2010 – FT Portion**

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
<b>British Columbia</b>	<b>11</b>	<b>\$0.05</b>	<b>\$290,000.00</b>
<b>Alberta</b>	<b>6</b>	<b>\$0.05</b>	<b>\$100,000.00</b>
<b>Ontario</b>	<b>2</b>	<b>\$0.05</b>	<b>\$170,000.00</b>
<b>Total number of Purchasers</b>	<b>19</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$560,000.00</b>

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

## 2<sup>nd</sup> Tranche Closing – December 24, 2010 – Unit Portion

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
<b>Ontario</b>	<b>2</b>	<b>\$0.05</b>	<b>\$150,000.00</b>
<b>Total number of Purchasers</b>	<b>2</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$150,000.00</b>

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

## 3<sup>rd</sup> Tranche Closing – December 30, 2010 – FT Portion

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
<b>British Columbia</b>	<b>7</b>	<b>\$0.05</b>	<b>\$150,000.00</b>
<b>Alberta</b>	<b>22</b>	<b>\$0.05</b>	<b>\$565,000.00</b>
<b>Total number of Purchasers</b>	<b>29</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$715,000.00</b>

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

## 3<sup>rd</sup> Tranche Closing – December 30, 2010 – Unit Portion

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
<b>Alberta</b>	<b>13</b>	<b>\$0.05</b>	<b>\$159,500.00</b>
<b>United States</b>	<b>1</b>	<b>\$0.05</b>	<b>\$10,000.00</b>
<b>Total number of Purchasers</b>	<b>14</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$169,500.00</b>

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

#### 4<sup>th</sup> Tranche Closing – January 7, 2011 –Unit Portion

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Alberta	1	\$0.05	\$30,500.00
<b>Total number of Purchasers</b>	<b>1</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$30,500.00</b>

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

#### 5<sup>th</sup> Tranche Closing – January 17, 2011 –Unit Portion

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Alberta	1	\$0.05	\$5,000.00
<b>Total number of Purchasers</b>	<b>1</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$5,000.00</b>

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.

## 2<sup>nd</sup> Tranche Closing – December 24, 2010 – FT Portion

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	
Haywood Securities Inc. #2000, 400 Burrard St. Vancouver, BC V6C 3A6	\$40,000.00	800,000 <sup>(1)</sup>	N/A	NI 45-106 Section 2.3	\$40,000.00
PI Financial 1900, 666 Burrard Street Vancouver, BC V6C 3N1	\$12,500.00	250,000 <sup>(1)</sup>	N/A	NI 45-106 Section 2.3	\$12,500.00

(1) Broker Warrants, each warrant exercisable into 1 common share at \$0.05 per share expiring December 24, 2012.

## 2<sup>nd</sup> Tranche Closing – December 24, 2010 – Unit Portion

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	
Haywood Securities Inc. #2000, 400 Burrard St. Vancouver, BC V6C 3A6	\$15,000.00	300,000 <sup>(1)</sup>	N/A	NI 45-106 Section 2.3	\$15,000.00

(1) Broker Warrants, each warrant exercisable into 1 common share at \$0.05 per share expiring December 24, 2012.

### 3<sup>rd</sup> Tranche Closing – December 30, 2010 – FT Portion

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	
Cabo Capital Corp. 16 Prominence View SW Calgary, AB T3H 3M8 Attention: Robert Moore	\$25,500.00	N/A	N/A	N/A	\$25,500.00
Pension Financial Services Canada Inc., 330 Bay Street, Suite 711, Toronto, ON M5H 2S8	\$34,000.00	N/A	N/A	N/A	\$34,000.00
Northern Securities Inc. 145 King St. W., Suite 2020 Toronto, ON M5H 1J8 Attention: Rick Molinari	\$32,500.00	N/A	N/A	N/A	\$32,500.00
David Cheng 2042 East 42 <sup>nd</sup> Avenue Vancouver, BC V5P 1L8	\$9,000.00	N/A	N/A	N/A	\$9,000.00
Lightyear Capital Inc. Suite 660, 202 – 6 <sup>th</sup> Avenue SW Calgary, AB T2P 2R9 Attention: Louise M. Duchesne, CA	\$1,000.00	N/A	N/A	N/A	\$1,000.00

(1) Broker Warrants, each warrant exercisable into 1 common share at \$0.05 per share expiring December 31, 2012.

### 3<sup>rd</sup> Tranche Closing – December 30, 2010 – Unit Portion

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	
Pension Financial Services Canada Inc., 330 Bay Street, Suite 711, Toronto, ON M5H 2S8	\$17,950.00	1,039,000 <sup>(1)</sup>	N/A	NI 45-106 Section 2.3	\$17,950.00
Northern Securities Inc. 145 King St. W., Suite 2020 Toronto, ON M5H 1J8	\$15,950.00	N/A	N/A	N/A	\$15,950.00

(1) Broker Warrants, each warrant exercisable into 1 common share at \$0.05 per share expiring December 31, 2012.

#### 4<sup>th</sup> Tranche Closing – January 7, 2011 – FT Portion

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	
Cabo Capital Corp. 16 Prominence View SW Calgary, AB T3H 3M8 Attention: Robert Moore	\$3,050.00	N/A	N/A	N/A	\$3,050.00

#### 5<sup>th</sup> Tranche Closing – January 17, 2011 – Unit Portion

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	
Cabo Capital Corp. 16 Prominence View SW Calgary, AB T3H 3M8 Attention: Robert Moore	\$500.00	N/A	N/A	N/A	\$500.00

**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/underwriter], I certify that the statements made in this report are true.

Date: January 19, 2011

Leeward Capital Corp.

Name of [issuer/underwriter] (please print)

Michael Marchand, President (403) 282-5105

Print name, title and telephone number of person signing

Signed "Michael Marchand"

Signature



*Instruction*

*The person filing the form must complete the bracketed information by deleting the inappropriate word.*

**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.

N/A

**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.