

AMENDED

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. (the "Corporation")
#4, 1922 – 9th Avenue S.E.
Calgary, AB T2G 0V2
Telephone: (403) 265-4077
Facsimile: (403) 265-6410

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

in Alberta and British Columbia

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 28, 2003

4. For each security distributed:

- (a) describe the type of security, and

units, consisting of common shares and common share purchase warrants

- (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.

The issuer distributed:

- (i) 1,000,000 common shares at \$0.15 per common share (\$150,000);
- (ii) 500,000 common share purchase warrants each of which entitles the holder to purchase one common share of the issuer at \$0.25 within 12 months of the date of issue (each a "Warrant");
- (iii) finder's fee of 100,000 units (100,000 common shares and 50,000 Warrants).

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 Where Purchasers Reside	Price Per Security (Cdn. \$)	Total Dollar Value Raised from Purchasers in the Jurisdiction (Cdn. \$)
Alberta	\$0.15	\$ 33,750
British Columbia	\$0.15	\$116,250
Total Dollar Value of Distribution in all Jurisdictions (Canadian \$)		\$150,000

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.

Full Name and Address of Person Being Compensated	Compensation Paid (in Cdn. \$ and if Applicable, Number and Type of Securities)	Exemption Relied on and Date of Distribution (if applicable)	Price per Share (Cdn. \$)
Golden Capital Securities #168, 1177 W Hastings St Vancouver, BC V6E 2K3	100,000 units	accredited investor (e) Nov.28, 2003	deemed \$0.15

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 3rd day of December 2003;
and revised this 24th day of December, 2003.

LEEWARD CAPITAL CORP.

Per: 
James W. Davis, President