

FORM 45-102F1

**Notice of Intention to Distribute Securities under Section 2.8 of
MI 45-102 Resale of Securities**

Reporting issuer

1. Name of reporting issuer: **TEXALTA PETROLEUM LTD.**

Selling security holder

2. Name: **WILLIAM H. NIXON**

3. Office or Position held in the reporting issuer: **PRESIDENT & DIRECTOR**

4. Are you selling securities as a lender, pledgee, mortgagee or other encumbrancer?: **N/A**

5. Number and class of securities of the reporting issuer you beneficially own:

Common Shares held directly by Petrex Energy Ltd. (controlled by W.H. Nixon)	5,641,731
Common Shares held directly & indirectly by William H. Nixon	970,992

Distribution

6. Number and class of securities you propose to sell: **1,000,000**

7. Will you sell the securities privately or on an exchange or market? If on an exchange or market, provide the name:

SECURITIES WILL BE SOLD ON THE FACILITIES OF THE TSX VENTURE EXCHANGE.

Certificate

I certify that

(1) I have no knowledge of a material fact or material change with respect to the issuer of the securities that has not been generally disclosed; and

(2) the information given in this form is true and complete.

Date: AUGUST 2, 2005

WILLIAM H. NIXON

"William H. Nixon"

Signature