

SEC 1972
(6/99)

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ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0076

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02016537



FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Private Placement of Units

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULO

Type of Filing: New Filing Amendment

PROCESSED
MAR 05 2002
THOMSON FINANCIAL

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

1167802

Pacific Minerals Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

1212 - 1130 West Pender Street, Vancouver, B.C. V6E 4A4 Canada Tel: 604-609-0598

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices)

Brief Description of Business

The issuer is engaged in the acquisition and development of mineral properties.

Type of Business Organization

- corporation
- business trust
- limited partnership, already formed
- limited partnership, to be formed
- other (please specify):

Business or Residence Address (Number and Street, City, State, Zip Code)

P.O. HM 1431, Hamilton, Bermuda HMFY

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Innes, Daniel G.

Business or Residence Address (Number and Street, City, State, Zip Code)

1650 - 701 West Georgia Street, Vancouver, B.C., V7Y 1C6

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Armont, Gary

Business or Residence Address (Number and Street, City, State, Zip Code)

2330 Ridge Landing, Oakville, Ontario, L6M 3M8

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

He, Ian

Business or Residence Address (Number and Street, City, State, Zip Code)

1212 - 1130 West Pender Street, Vancouver, B.C. V6E 4A4 Canada

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Duarte, Lou

Business or Residence Address (Number and Street, City, State, Zip Code)

5012 Pinetree Crescent, West Vancouver, B.C., V7W 3A3

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Beattie, Thomas W.

Business or Residence Address (Number and Street, City, State, Zip Code)

1650 - 701 West Georgia Street, Vancouver, B.C., V7Y 1C6

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No
 Answer also in Appendix, Column 2, if filing under ULOE. [] [X]
2. What is the minimum investment that will be accepted from any individual?..... N/A.
 Yes No
 [X] []
3. Does the offering permit joint ownership of a single unit?.....

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Global Resource Investments Ltd.

Business or Residence Address (Number and Street, City, State, Zip Code)

7770 El Camino Real, Carlsbad, CA 92009

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States)

[] All States

[AL]	[AK]	[AZ]	[AR]	X[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	X[NV]	[NH]	[NJ]	[NM]	X[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States)

[] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Aggregate Offering Price	Amount Already Sold
--------------------------------	------------------------

Type of Security		
Debt.....	\$0	\$0
Equity	\$0	\$0
	[] Common [] Preferred	
Convertible Securities (including warrants)	\$0	\$0
Partnership Interests	\$0	\$0
Other (Specify ¹)	\$328,044 ²	\$328,044
Total	\$328,044	\$328,044

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	4	\$328,044
Non-accredited Investors	_____	\$
Total (for filings under Rule 504 only)	_____	\$

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

	Type of Security	Dollar Amount Sold
Type of offering		
Rule 505	_____	\$
<u>Regulation A</u>	_____	\$
Rule 504	_____	\$
Total	_____	\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[]	\$0
Printing and Engraving Costs	[]	\$0
Legal Fees	[x]	\$5,000
Accounting Fees	[]	\$0
Engineering Fees	[]	\$0
Sales Commissions (plus warrants ³)	[x]	\$24,603.30
Other Expenses (identify): <u>State Filing Fees</u>	[x]	\$525
Total	[x]	\$30,128.30

¹ Units, each unit, offered at CN \$0.35, consisting of one share of common stock of the Issuer and one warrant exercisable for one share of common stock of the Issuer at a price of CN \$0.40 per share for a period of two years.

² All "\$" references are to US dollars. Sales figures have been converted from Canadian dollars into US dollars, based on the January 11, 2002, noon buying rate in New York City for cable transfers payable in Canadian dollars as certified for customs purposes by the Federal Reserve Bank of New York, which was US\$1.00 equals CN \$1.5975.

³ Warrants to purchase 148,300 shares of the Issuer's common stock at CN \$0.40 per share for a period of one years.

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$297,915.70

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	[] \$0	[] \$0
Purchase of real estate	[] \$0	[] \$0
Purchase, rental or leasing and installation of machinery and equipment	[] \$0	[] \$0
Construction or leasing of plant buildings and facilities.....	[] \$0	[] \$0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[] \$0	[] \$0
Repayment of indebtedness	[] \$0	[] \$0
Working capital	[] \$0	[X] \$297,915.70
Other (specify): _____	[] \$0	[] \$
Column Totals	[] \$0	[x] \$297,915.70
Total Payments Listed (column totals added)	[x] \$297,915.70	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Pacific Minerals Inc..	Signature 	Date Jan 25, 2002
Name of Signer (Print or Type) Thomas W. Beattie	Title of Signer (Print or Type) Chief Financial Officer and Secretary	

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations.
(See 18 U.S.C. 1001.)