

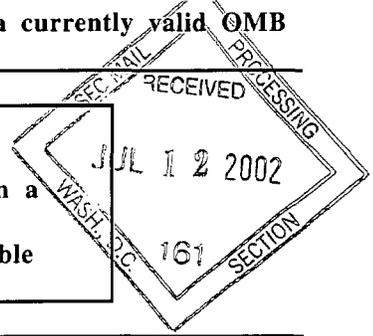
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SEC 1972
(6/99)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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



FORM D

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

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2002
Estimated average burden hours per response...1

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

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

Mansfield Minerals Inc. Units to purchase Common Shares

Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [x] Rule 506 [] Section 4(6) [] ULOE

Type of Filing: [] New Filing [X] Amendment

PROCESSED
JUL 22 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.)

Mansfield Minerals Inc.

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

Suite 922, 510 West Hastings Street, Vancouver, B.C. V6B 1L8 Tel: (604) 681-4462

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

Issuer is a junior mining exploration company.

Type of Business Organization

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

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

Mansfield Minerals Inc., Suite 922, 510 West Hastings Street, Vancouver, B.C. V6B 1L8

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

Full Name (Last name first, if individual)

Cameron-Jones, Megan

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

Mansfield Minerals Inc., Suite 922, 510 West Hastings Street, Vancouver, B.C. V6B 1L8

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

Full Name (Last name first, if individual)

Hitzman, Murray

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

Mansfield Minerals Inc., Suite 922, 510 West Hastings Street, Vancouver, B.C. V6B 1L8

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

Full Name (Last name first, if individual)

Teck Cominco Limited

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

600 - 200 Burrard Street, Vancouver, BC V6C 3L9

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)

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)

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

3. Does the offering permit joint ownership of a single unit?.....
 Yes No
 [X] []

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] X[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] X[NM] [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.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$0	\$0

Equity	\$0	\$0
[] Common [] Preferred		
Convertible Securities (including warrants)	\$0	\$0
Partnership Interests	\$0	\$0
Other (Specify ¹ - See Footnote Below)	\$405,941 ²	\$405,941
Total	\$405,941	\$405,941

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	\$405,941
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 offering	Type of Security	Dollar Amount Sold
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	[X]	\$660
Printing and Engraving Costs	[]	\$0
Legal Fees	[X]	\$9,900
Accounting Fees	[]	\$0
Engineering Fees	[]	\$0
Sales Commissions (specify finders' fees separately).....	[]	\$0 ³
Other Expenses (identify): <u>State Filing Fees</u>	[X]	\$825
Total	[X]	\$11,385

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."

\$394,556

¹ Each Unit consists of one common share and one non-transferable share purchase warrant, each warrant entitling the holders to purchase an additional share for Cdn. \$0.50 in the first year and Cdn. \$0.60 in the second year.

² All "\$" references are to US dollars. Unless noted otherwise, figures have been converted from Canadian dollars into US dollars based on the July 9th, 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 Cnd. \$1.515.

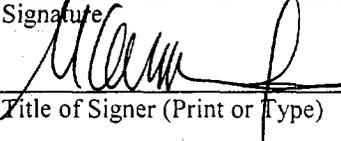
³ Does not include the value of 175,000 Units (valued at approximately \$46,205) issued to Global Resource Investments Ltd.

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	<input checked="" type="checkbox"/>	\$244,224	<input checked="" type="checkbox"/>	\$69,307
Purchase of real estate	<input type="checkbox"/>	\$0	<input type="checkbox"/>	\$0
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	\$0	<input type="checkbox"/>	\$0
Construction or leasing of plant buildings and facilities	<input type="checkbox"/>	\$0	<input type="checkbox"/>	\$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)	<input type="checkbox"/>	\$0	<input type="checkbox"/>	\$0
Repayment of indebtedness	<input type="checkbox"/>	\$0	<input type="checkbox"/>	\$0
Working capital	<input type="checkbox"/>	\$0	<input type="checkbox"/>	\$81,025
Other (specify):				
Column Totals	<input checked="" type="checkbox"/>	\$244,224	<input checked="" type="checkbox"/>	\$150,332
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> \$394,556		

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)	Signature	Date
Mansfield Minerals Inc.		July 10/02
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Megan Cameron-Jones	Director and Corporate Secretary	

ATTENTION

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