

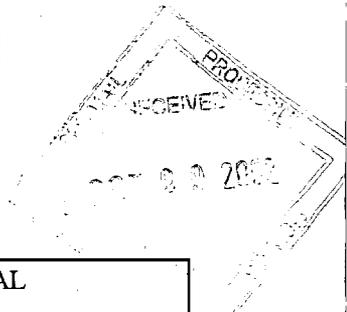
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Form D

SEC 1972  
(6/02)

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

**PROCESSED**  
NOV 04 2002  
THOMSON  
FINANCIAL

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response...1

**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 of one share of common stock and one common stock purchase warrant ("Units")

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

Type of Filing:  New Filing  Amendment

**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.)

Almaden Minerals Ltd.

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

1103 - 750 West Pender Street, Vancouver, B.C. V6C 2T8, Canada (604) 689-7644

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

Mineral resources exploration.

Type of Business Organization

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



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

c/o Almaden Minerals Ltd., 1103 - 750 West Pender Street, Vancouver, B.C. V6C 2T8, Canada

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

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Full Name (Last name first, if individual)

McCleary, John

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

c/o Almaden Minerals Ltd., 1103 - 750 West Pender Street, Vancouver, B.C. V6C 2T8, Canada

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

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Full Name (Last name first, if individual)

Poliquin, Morgan

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

c/o Almaden Minerals Ltd., 1103 - 750 West Pender Street, Vancouver, B.C. V6C 2T8, Canada

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

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Full Name (Last name first, if individual)

Carlson, Gerald G.

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

c/o Almaden Minerals Ltd., 1103 - 750 West Pender Street, Vancouver, B.C. V6C 2T8, Canada

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

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Full Name (Last name first, if individual)

Montgomery, Joseph

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

c/o Almaden Minerals Ltd., 1103 - 750 West Pender Street, Vancouver, B.C. V6C 2T8, Canada

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

---

Full Name (Last name first, if individual)

Bitzer, Dione

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

c/o Almaden Minerals Ltd., 1103 - 750 West Pender Street, Vancouver, B.C. V6C 2T8, Canada

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

---

Full Name (Last name first, if individual)

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

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**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?.....

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]	[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]	[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.....		
Equity: Units sold at Cdn. \$0.55 per Unit.	<u>\$349,250<sup>1</sup></u>	<u>\$349,250</u>
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred (See "Units")		
Convertible Securities (including warrants) (See "Units")		
Partnership Interests .....		
Other (Specify <u>See Footnote One in Section A</u> ).		
Total .....	<u>\$349,250</u>	<u>\$349,250</u>

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 .....	<u>4</u>	<u>\$349,250</u>
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
N/A		
Type of offering		
Rule 505 .....		
<u>Regulation A</u> .....		
Rule 504 .....		
Total .....		

<sup>1</sup> Unless otherwise specified, all "\$" references are in U.S. dollars. Figures have been converted from Canadian dollars into U.S. dollars based on the conversion rate of U.S. \$1.00 equals Cdn. \$1.57.

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 .....	<input checked="" type="checkbox"/>	<u>\$ 200</u>
Printing and Engraving Costs .....	<input type="checkbox"/>	<u>\$0</u>
Legal Fees .....	<input checked="" type="checkbox"/>	<u>\$15,000</u>
Accounting Fees .....	<input type="checkbox"/>	<u>\$0</u>
Engineering Fees .....	<input type="checkbox"/>	<u>\$0</u>
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	<u>\$0<sup>2</sup></u>
Other Expenses (identify): Toronto Stock Exchange Filing Fees .....	<input type="checkbox"/>	<u>\$25,188</u>
Total .....	<input checked="" type="checkbox"/>	<u>\$40,387</u>

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." .....

\$308,862

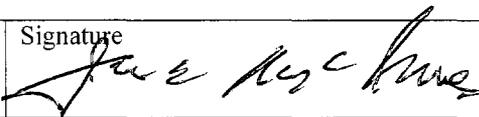
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted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

		Payments to Officers, Directors & Affiliates		Payment to Others
Salaries and fees .....	<input type="checkbox"/>	<u>                    </u>	<input type="checkbox"/>	<u>                    </u>
Purchase of real estate .....	<input type="checkbox"/>	<u>                    </u>	<input type="checkbox"/>	<u>                    </u>
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/>	<u>                    </u>	<input type="checkbox"/>	<u>                    </u>
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/>	<u>                    </u>	<input type="checkbox"/>	<u>                    </u>
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"/>	<u>                    </u>	<input type="checkbox"/>	<u>                    </u>
Repayment of indebtedness .....	<input checked="" type="checkbox"/>	<u>\$68,409</u>	<input type="checkbox"/>	<u>                    </u>
Working capital .....	<input checked="" type="checkbox"/>	<u>\$240,453</u>	<input type="checkbox"/>	<u>                    </u>
Other (specify): Exploration for minerals.	<input type="checkbox"/>	<u>                    </u>	<input type="checkbox"/>	<u>                    </u>
Column Totals .....	<input checked="" type="checkbox"/>	<u>\$308,862</u>	<input type="checkbox"/>	<u>                    </u>
Total Payments Listed (column totals added) .....		<input checked="" type="checkbox"/> <u>\$308,862</u>		

<sup>2</sup> Does not include the value of 70,000 units (valued at approximately \$24,448) issued to Global Resource Investments, Ltd. as a fee for its services.

**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
Almaden Minerals Ltd.		Oct 15/02
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
James McInnes	Director	
<b>ATTENTION</b>		
<b>Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)</b>		