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SEC 1972
(6/02)

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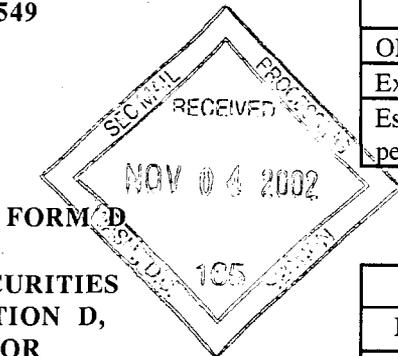
ATTENTION
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption

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

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



02064225



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.)

Issuance of ordinary shares of Perilya Ltd. ("Perilya"), a corporation listed on the Australian Stock Exchange ("ASX"), to five U.S. resident shareholders of Ranger Minerals Ltd. ("Ranger"), a corporation also listed on the ASX, pursuant to a Scheme of Arrangement whereby Ranger merged with and into Perilya as the surviving entity, and former Ranger shareholders received merger consideration comprised Perilya shares and a cash dividend.

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

Type of Filing: New Filing Amendment

PROCESSED

A. BASIC IDENTIFICATION DATA

NOV 18 2002

1. Enter the information requested about the issuer

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

P THOMSON FINANCIAL

Perilya Limited

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

Level 2, 31 Ventnor Avenue, West Perth, Western Australia 6005 (08) 9423-1700

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 mining and exploration.

Handwritten signature

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

Full Name (Last name first, if individual)

Pendal, Vincent H.

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

c/o Perilya Limited, Level 2, 31 Ventnor Avenue, West Perth, Western Australia 6005

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

Full Name (Last name first, if individual)

Cahill, Barry

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

c/o Perilya Limited, Level 2, 31 Ventnor Avenue, West Perth, Western Australia 6005

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

Full Name (Last name first, if individual)

Unsworth, Peter J.

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

c/o Perilya Limited, Level 2, 31 Ventnor Avenue, West Perth, Western Australia 6005

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

Full Name (Last name first, if individual)

Shin, Yong Fook

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

c/o Perilya Limited, Level 2, 31 Ventnor Avenue, West Perth, Western Australia 6005

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

Full Name (Last name first, if individual)

Boyd, David

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

c/o Perilya Limited, Level 2, 31 Ventnor Avenue, West Perth, Western Australia 6005

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

Full Name (Last name first, if individual)

Lockwood, Richard

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

c/o Perilya Limited, Level 2, 31 Ventnor Avenue, West Perth, Western Australia 6005

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

Full Name (Last name first, if individual)

Travis, Guy A.

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

c/o Perilya Limited, Level 2, 31 Ventnor Avenue, West Perth, Western Australia 6005

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.
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
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.

N/A

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]

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 | \$ 77,962 ¹ | \$ 77,962 |
| [X] Common [] Preferred | | |
| Convertible Securities (including warrants) | \$ _____ | \$ _____ |
| Partnership Interests | \$ _____ | \$ _____ |
| Other (Specify _____). | \$ _____ | \$ _____ |
| Total | \$ 77,962 | \$ 77,962 |

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."

Note: Perilya has no information on the status of U.S. resident shareholders of Ranger and assumes all are non-accredited.

| | Number Investors | Aggregate Dollar Amount of Purchases |
|---|---------------------|---|
| Accredited Investors | _____ | _____ |
| Non-accredited Investors | 5 | \$ 77,962 |
| Total (for filings under Rule 504 only) | 5 | \$ 77,962 |

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 | - | - |

¹ Figure is based on the issuance of 309,374 Perilya shares to U.S. residents, each share being valued at approximately US\$0.252 per share.

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 type="checkbox"/> | \$ _____ |
| Printing and Engraving Costs | <input type="checkbox"/> | \$ _____ |
| Legal Fees (U.S. securities law compliance only) | <input checked="" type="checkbox"/> | \$ 5,000 |
| Accounting Fees | <input type="checkbox"/> | \$ _____ |
| Engineering Fees | <input type="checkbox"/> | \$ _____ |
| Sales Commissions (specify finders' fees separately) | <input type="checkbox"/> | \$ _____ |
| Other Expenses (identify): | <input type="checkbox"/> | \$ _____ |
| Total | <input checked="" type="checkbox"/> | \$ 5,000 |

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."

N/A²

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.

N/A³

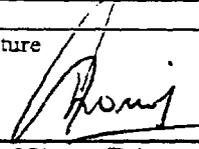
| | Payments to Officers, Directors, & Affiliates | | Payments to Others | |
|--|---|-------|--------------------------|-------|
| Salaries and fees | <input type="checkbox"/> | _____ | <input type="checkbox"/> | _____ |
| Purchase of real estate | <input type="checkbox"/> | _____ | <input type="checkbox"/> | _____ |
| Purchase, rental or leasing and installation of machinery and equipment | <input type="checkbox"/> | _____ | <input type="checkbox"/> | _____ |
| Construction or leasing of plant buildings and facilities | <input type="checkbox"/> | _____ | <input type="checkbox"/> | _____ |
| 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"/> | _____ | <input type="checkbox"/> | _____ |
| Repayment of indebtedness | <input type="checkbox"/> | _____ | <input type="checkbox"/> | _____ |
| Working capital | <input type="checkbox"/> | _____ | <input type="checkbox"/> | _____ |
| Other (specify): | <input type="checkbox"/> | _____ | <input type="checkbox"/> | _____ |
| Column Totals | <input type="checkbox"/> | _____ | <input type="checkbox"/> | _____ |
| Total Payments Listed (column totals added) | <input type="checkbox"/> | _____ | <input type="checkbox"/> | _____ |

² Perilya received no proceeds from the issuance. Please see explanation at "Name of Offering" section of this form.

³ Perilya received no proceeds from the issuance. Please see explanation at "Name of Offering" section of this form.

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) Perilya Limited | Signature  | Date 1st NOVEMBER 2002 |
| Name of Signer (Print or Type) JOHN TRAIKOS | Title of Signer (Print or Type) COMPANY SECRETARY | |
| ATTENTION | | |
| Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.) | | |