

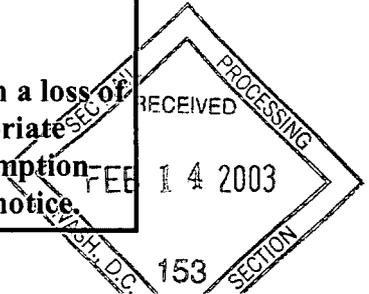


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SEC 1972 (6-02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION Failure to file notice in the appropriate states will not result in a loss of the federal redemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.



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

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

PROCESSED

FEB 21 2003

THOMSON FINANCIAL

FORM D

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

Table with 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 5,600,000 BROKERED 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.)

GREAT BASIN GOLD LTD.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Suite 1020-800 West Pender Street, Vancouver, British Columbia, Canada, V6C 2V6 (604) 684-6365

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

Metals mining and exploration

Type of Organization

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

C:RGH

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

486 Keith Road, West Vancouver, British Columbia, Canada, V7T 1L7

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

Full Name (Last name first, if individual)

Mason, Jeffrey R.

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

1020 – 800 West Pender Street, Vancouver, British Columbia, Canada, V6C 2V6

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

Full Name (Last name first, if individual)

Dickinson, Robert A.

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

1020 – 800 West Pender Street, Vancouver, British Columbia, Canada, V6C 2V6

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

Full Name (Last name first, if individual)

Hunter, Robert G.

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

1020 – 800 West Pender Street, Vancouver, British Columbia, Canada, V6C 2V6

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

Full Name (Last name first, if individual)

Copeland, David J.

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

4365 West 3rd Avenue, Vancouver, British Columbia, Canada, V6R 1M6

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

Full Name (Last name first, if individual)

Cousens, Scott D.

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

5711 Marguerite Street, Vancouver, British Columbia, Canada, V6M 3K7

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

Full Name (Last name first, if individual)

Coughlan, T. Barry

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

10 – 5650 Hampton Place, Vancouver, British Columbia, Canada, V6T 2G5

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

Full Name (Last name first, if individual)

Milligan, Andrew F.B.

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

5711 Marguerite Street, Vancouver, British Columbia, Canada, V6M 3K7

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

Full Name (Last name first, if individual)

Jennings, David S.

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

R.R.#1, B43, 787 Hummingbird Lane, Bowen Island, British Columbia, Canada, V0N 1G0

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

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? NO MINIMUM

3. Does the offering permit joint ownership in 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.

Full Name (Last name first, if individual)

Haywood Securities Inc.

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

2000 - 400 Burrard Street, Vancouver, British Columbia, Canada, V6C 3A6

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]

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 column 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.....	\$1,763,640	\$1,763,640
	<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants).....	\$0	\$0
Partnership Interests.....	\$0	\$0
Other (Specify _____)	\$0	\$0
Total:	\$1,763,640	\$1,763,640

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 on their purchases on the total lines. Enter "0" if answer is none or "zero".

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	2	\$1,763,640
Non-accredited Investors	0	\$0
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, in 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		\$
Regulation A		\$
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. This 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"/>	\$1,000
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$1,500
Legal Fees	<input checked="" type="checkbox"/>	\$25,000
Accounting Fees	<input checked="" type="checkbox"/>	\$8,000
Engineering Fees	<input type="checkbox"/>	\$
Sales Commissions (Specify finder's fees separately)	<input checked="" type="checkbox"/>	\$105,820
Other Expenses (identify)	<input type="checkbox"/>	\$
Total:	<input checked="" type="checkbox"/>	\$141,320

- 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.”

\$1,622,320

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	Dis \$	<input checked="" type="checkbox"/> \$82,750

Purchase of real estate	Dis \$ _____	Dis \$ _____
Purchase, rental or leasing and installation of machinery and equipment .	Dis \$ _____	Dis \$ _____
Construction of leasing of plant buildings and facilities	Dis \$ _____	Dis \$ _____
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	Dis \$ _____	Dis \$ _____
Repayment of indebtedness	Dis \$ _____	Dis \$ _____
Working capital	Dis \$ _____	<input checked="" type="checkbox"/> \$132,425
Other (specify) <u>Exploration of South African mineral claims</u>	Dis \$ _____	Dis \$1,407,145
—	Dis \$ _____	Dis \$1,407,145
—	Dis \$ _____	Dis \$1,407,145
Column Totals	Dis \$ _____	<input checked="" type="checkbox"/> \$1,622,320
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> \$1,622,320

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) GREAT BASIN GOLD LTD.	Signature 	Date February 11, 2003
Name of Signer (Print or Type) Jeffrey R. Mason	Title of Signer (Print or Type) CFO, Secretary and Director	

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

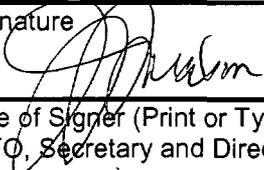
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer of offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) GREAT BASIN GOLD LTD.	Signature 	Date February // , 2003
Name of Signer (Print or Type) Jeffrey R. Mason	Title of Signer (Print or Type) CFO, Secretary and Director	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B - Item 1)		3 Type of security and aggregate offering price offered in State (Part C - Item 1)	4 Type of investor and amount purchased in State (Part C - Item 2)				5 Disqualification under State ULOE (f yes, attach explanation of waiver granted) (Part E - Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Nonaccredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	Units - \$235,150	1	\$235,150	0	Nil		

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B - Item 1)			Type of security and aggregate offering price offered in State (Part C - Item 1)	Type of investor and amount purchased in State (Part C - Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E - Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Nonaccredited Investors	Amount	Yes	No
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									

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B – Item 1)			Type of security and aggregate offering price offered in State (Part C – Item 1)	Type of investor and amount purchased in State (Part C – Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E – Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Nonaccredited Investors	Amount	Yes	No
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX		X	Units - \$1,528,490	1	\$1,528,490	1	Nil		
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									