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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 exemption. 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

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



FORM D

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

PROCESSED

SEC USE ONLY

MAR 24 2003

THOMSON  
FINANCIAL

Serial

DATE RECEIVED

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

Private Placement of Subscription Receipts

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.)

Wheaton River Minerals Ltd.



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

200 Burrard Street, Suite 1560, Vancouver, British Columbia, Canada V6C 3L6 604-696-3000

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

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Brief Description of Business

Engaged in the business of and exploration for mining of precious metals.

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Type of Business Organization

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

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	Month	Year		
Actual or Estimated Date of Incorporation or Organization:	<input type="checkbox"/> 03	<input type="checkbox"/> 90	<input checked="" type="checkbox"/> Actual	<input type="checkbox"/> Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction			<input type="checkbox"/> C	<input type="checkbox"/> N

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## GENERAL INSTRUCTIONS

### Federal:

*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

*When to File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

*Filing Fee:* There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

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**A. BASIC IDENTIFICATION DATA**

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2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

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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)

McDonald, Ian J.

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

Wheaton River Minerals Ltd., 200 Burrard Street, Suite 1560, Vancouver, British Columbia, Canada V6C 3L6

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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)

Madero, Antonio

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

Sanluis Corporacion, Monte Pelvoux 220 - 8th Fl., Col. Lomas de Chapultepec, C.P. 11000, Mexico, D.F.

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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)

Giustra, Frank

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

Lions Gate Entertainment, Suite 3123, Three Bentall Centre, 595 Burrard Street, P.O. Box 49319, Vancouver, BC, Canada V7X 1J1

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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)

Telfer, Ian

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

Wheaton River Minerals Ltd., 200 Burrard Street, Suite 1560, Vancouver, British Columbia, Canada V6C 3L6

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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)

Woodyer, Neil

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

Endeavour Financial Corporation, Suite 404, 1111 West Georgia, Vancouver, British Columbia, Canada V6E 4M3

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)

Luna, Eduardo

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

Wheaton River Minerals Ltd., 200 Burrard Street, Suite 1560, Vancouver, British Columbia, Canada V6C 3L6

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)

Price, T. Derek

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

Wheaton River Minerals Ltd., 200 Burrard Street, Suite 1560, Vancouver, British Columbia, Canada V6C 3L6

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)

Bergen, R. Dennis

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

Wheaton River Minerals Ltd., 200 Burrard Street, Suite 1560, Vancouver, British Columbia, Canada V6C 3L6

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)

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

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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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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)

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

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

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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?.....  Answer also in Appendix, Column 2, if filing under ULOE.	Yes [ ]	No [ x ]
2. What is the minimum investment that will be accepted from any individual?.....None		
3. Does the offering permit joint ownership of a single unit?... Yes.....		
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.	Yes [ x ]	No [ ]

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Full Name (Last name first, if individual)  
BMO Nesbitt Burns Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)  
1 First Canadian Place, Toronto, Ontario, Canada M5X 1H3

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] | [X MA] | [MI]   | [X MN] | [MS] | [X MO] |
| [MT] | [NE] | [NV] | [NH] | [X NJ] | [NM]   | [X NY] | [NC] | [ND]   | [X OH] | [OK]   | [OR] | [PA]   |
| [RI] | [SC] | [SD] | [TN] | [X TX] | [UT]   | [VT]   | [VA] | [WA]   | [WV]   | [WI]   | [WY] | [PR]   |

Full Name (Last name first, if individual)  
Griffiths McBurney & Partners

Business or Residence Address (Number and Street, City, State, Zip Code)  
145 King Street West, Suite 1100, Toronto, Ontario, Canada M5H 1J8

Name of Associated Broker or Dealer

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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]	<input checked="" type="checkbox"/> CA	<input checked="" type="checkbox"/> CO	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	<input checked="" type="checkbox"/> MA	[MI]	<input checked="" type="checkbox"/> MN	[MS]	<input checked="" type="checkbox"/> MO
[MT]	[NE]	[NV]	[NH]	<input checked="" type="checkbox"/> NJ	[NM]	<input checked="" type="checkbox"/> NY	[NC]	[ND]	<input checked="" type="checkbox"/> OH	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	<input checked="" type="checkbox"/> TX	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

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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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Name of Associated Broker or Dealer

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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]

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(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 .....	\$ _____	\$ _____
[ ] Common [ ] Preferred		
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
Other * (Specify Subscription Receipts at a price*).	\$88,000,000	\$84,210,587
Total .....	\$88,000,000	\$84,210,587

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

\*of Cdn. \$1.45 per Subscription Receipt (converted to U.S. dollars based on the February 27, 2003 Bank of Canada noon rate of exchange, which was U.S. \$1.00 = Cdn. \$1.50). Each Subscription Receipt is exercisable by the holder, without payment of additional consideration, for one common share in the capital of the corporation and 1/4 of one common share purchase warrant. Each whole common share purchase warrant of the corporation underlying the Subscription Receipts will entitle the holder thereof to purchase one common share in the capital of the corporation at a price of Cdn. \$1.65 at any time before 5:00 p.m. Toronto time on May 30, 2007.

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 .....	50	\$84,210,587
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.      N/A

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 .....	<input checked="" type="checkbox"/>	\$3,800
Printing and Engraving Costs .....	<input checked="" type="checkbox"/>	\$35,720
Legal Fees .....	<input checked="" type="checkbox"/>	\$537,700
Accounting Fees .....	<input checked="" type="checkbox"/>	\$380,000
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) .....	<input checked="" type="checkbox"/>	\$3,820,910
Other Expenses (identify) <u>Blue Sky filings</u> .....	<input checked="" type="checkbox"/>	\$2,160
Total .....	<input checked="" type="checkbox"/>	\$4,778,130

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." .....

\$83,221,870

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 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) .....

Repayment of indebtedness .....

Working capital .....

Other (specify): \_\_\_\_\_

	_____		_____
[ ]	\$ _____	[x]	\$83,221,870
[ ]	\$ _____	[ ]	\$ _____
[ ]	\$ _____	[ ]	\$ _____
[ ]	\$ _____	[ ]	\$ _____
[ ]	\$ _____	[ x ]	\$83,221,870
		[ x ]	\$83,221,870

Column Totals .....

Total Payments Listed (column totals added) .....

**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) Wheaton River Minerals Ltd.	Signature <i>D. Price</i>	Date <i>March 12, 2003</i>
Name of Signer (Print or Type) T. Derek Price	Title of Signer (Print or Type) Vice-President, Finance Chief Financial Officer	

**ATTENTION**

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