





- Each general and managing partner of partnership issuers.

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

Full Name (Last name first, if individual)  
**Yap, Allan**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**1919 West 57<sup>th</sup> Avenue, Vancouver, B.C., Canada V6P 1S6**

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

Full Name (Last name first, if individual)  
**Tergesen, Johann**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**249 West 23<sup>rd</sup> Avenue, Vancouver, B.C., Canada V5Y 2H2**

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

Full Name (Last name first, if individual)  
**Law, Dorothy K.T.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**1711 W. 52<sup>nd</sup> Avenue, Vancouver, B.C., Canada V6P 1J5**

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

Full Name (Last name first, if individual)  
**Chau, Rosanna**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**Flat AB 8/F, 43-49 Hankow Road, Tsimshatsui, Kowloon, Hong Kong SAR**

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

Full Name (Last name first, if individual)  
**Stark, John E.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**6925 Wiltshire Street, Vancouver, B.C., Canada V6P 5H2**

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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)  
**Westdal, Paul**

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Business or Residence Address (Number and Street, City, State, Zip Code)  
**64 Niagara Street, Winnipeg, Manitoba, Canada R3N 0T9**

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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)  
**MacGregor, Stuart**

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Business or Residence Address (Number and Street, City, State, Zip Code)  
**77 Baby Point Crescent, Toronto, Ontario, Canada M6S 2B7**

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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)  
**Cheng, Jade**

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Business or Residence Address (Number and Street, City, State, Zip Code)  
**719 West 53<sup>rd</sup> Avenue, Vancouver, B.C., Canada V6P 1K5**

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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)  
**Willardsen, Randy**

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Business or Residence Address (Number and Street, City, State, Zip Code)  
**#497, 1801 Eureka Road, Roseville, California, U.S.A. 95661**

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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)  
**Kirwan, Michael**

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Business or Residence Address (Number and Street, City, State, Zip Code)  
**3470 West 11<sup>th</sup> Avenue, Vancouver, B.C., Canada V6R 2J9**

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

Full Name (Last name first, if individual)

**ITC Corporation Limited**

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

**33<sup>rd</sup> Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong SAR**

**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.

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]

**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 in Canadian \$	Amount Already Sold in Canadian \$
<b>**The equity consists of Units of the Company. Each Unit consists of one common share and one non-transferable share purchase warrant to purchase an additional common share at the price of \$2.25 per share exercisable during the two years from the date of issue of the Units</b>		
Debt .....	\$0	\$0
Equity .....	\$30,000 <sup>(**)</sup>	\$30,000
[x] Common [ ] Preferred		
Convertible Securities (including warrants) .....	\$0	\$0
Partnership Interests .....	\$0	\$0
Other (Specify _____) .....	\$0	\$0
Total .....	\$30,000	\$30,000

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 of Investors	Aggregate Dollar Amount of Purchases in Canadian \$
Accredited Investors .....	1	\$30,000
Non-accredited Investors .....	0	\$0
Total (for filings under Rule 504 only) .....	N/A	\$N/A

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 Sold	Amount
Rule 505 .....	N/A	\$N/A	
<u>Regulation A</u> .....	N/A	\$N/A	
Rule 504 .....	N/A	\$N/A	
Total .....	N/A	\$N/A	

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.

In Canadian \$

Transfer Agent's Fees .....	[ ] \$0
Printing and Engraving Costs .....	[ ] \$0

Legal Fees .....	<input checked="" type="checkbox"/> \$2,400
Accounting Fees .....	<input type="checkbox"/> \$0
Engineering Fees .....	<input type="checkbox"/> \$0
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/> \$0
Other Expenses (identify) .....	<input type="checkbox"/> \$0
Total .....	<input checked="" type="checkbox"/> \$2,400

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." ..... \$27,600

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 in Canadian \$	Payments To Others in Canadian \$
Salaries and fees .....	<input checked="" type="checkbox"/> \$299,500	<input checked="" type="checkbox"/> \$264,000
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 checked="" type="checkbox"/> \$37,500
Construction or leasing of plant buildings and facilities.....	<input checked="" type="checkbox"/> \$6,500	<input checked="" type="checkbox"/> \$18,000
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 checked="" type="checkbox"/> \$108,000
Other (specify): Commission and filing fees	<input type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$16,500
	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
Column Totals .....	<input checked="" type="checkbox"/> \$306,000	<input checked="" type="checkbox"/> \$444,000

Total Payments Listed (column totals added)...

**\*\*The use of proceeds shown here is from money raised from the private placement of a total of 500,000 units of the Company, of which 20,000 units were sold in the United States.**  \$750,000(\*\*)

**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) <b>BURCON NUTRASCIENCE CORPORATION</b>	Signature <i>[Handwritten Signature]</i>	Date <i>May 29/03</i>
Name of Signer (Print or Type) <b>John E. Stark</b>	Title of Signer (Print or Type) <b>Director</b>	

**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 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No  
[ ] [x]

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 to 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) <b>BURCON NUTRASCIENCE CORPORATION</b>	Signature <i>[Handwritten Signature]</i>	Date <i>May 22/03</i>
Name of Signer (Print or Type) <b>John E. Stark</b>	Title (Print or Type) <b>Director</b>	

*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.





