

1178273

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

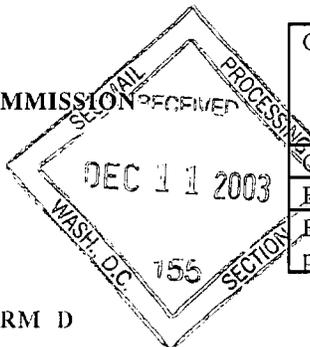


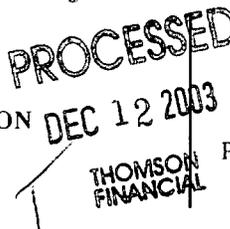
Table with OMB APPROVAL, OMB Number: 3235-0076, Expires: May 31, 2005, Estimated average burden hours per response...



03040535

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 units, consisting of one common share and one purchase warrant for one common share ("Units").

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

Type of Filing: [X] 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.)

White Knight Resources Ltd.

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

Suite 922, 510 West Hastings Street, Vancouver, B.C. V6B 1L8 604-681-4462

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 exploration

Handwritten signature

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

c/o White Knight Resources Ltd., Suite 922, 510 West Hastings Street, Vancouver, B.C. V6B 1L8

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

Full Name (Last name first, if individual)

Edgar, Brian D.

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

c/o White Knight Resources Ltd., Suite 922, 510 West Hastings Street, Vancouver, B.C. V6B 1L8

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

Full Name (Last name first, if individual)

Leask, Gordon P.

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

c/o White Knight Resources Ltd., Suite 922, 510 West Hastings Street, Vancouver, B.C. V6B 1L8

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

Full Name (Last name first, if individual)

Cameron-Jones, Megan M.

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

c/o White Knight Resources Ltd., Suite 922, 510 West Hastings Street, Vancouver, B.C. V6B 1L8

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

Full Name (Last name first, if individual)

Cuffney, Robert G.

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

c/o White Knight Resources Ltd., Suite 922, 510 West Hastings Street, Vancouver, B.C. V6B 1L8

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

Full Name (Last name first, if individual)

Wellandar, Darrell

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

c/o White Knight Resources Ltd., Suite 922, 510 West Hastings Street, Vancouver, B.C. V6B 1L8

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

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

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

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

Full Name (Last name first, if individual)

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

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
<input type="checkbox"/> <input checked="" type="checkbox"/> |
| 2. What is the minimum investment that will be accepted from any individual?..... | No
Minimum |
| 3. Does the offering permit joint ownership of a single unit?..... | Yes No
<input checked="" type="checkbox"/> <input type="checkbox"/> |
| 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)

Dundee Securities Corporation

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

20 Queen Street West, 4th Fl, Toronto, Ontario M5H 3R3

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.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ _____	\$ _____
Equity	\$92,308 ¹	\$92,308
[X] Common [] Preferred (See "Units")		
Convertible Securities (including warrants) (See "Units")	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$92,308	\$92,308

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."

¹ 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. \$1.30.

		Aggregate Dollar Amount Of Purchases
Accredited Investors	1	\$92,308
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, 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 Security	Dollar Amount Sold
Type of offering			
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 type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees	<input checked="" type="checkbox"/>	\$2,000
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/>	\$0 ²
Other Expenses (identify):	<input type="checkbox"/>	\$ _____
Total	<input checked="" type="checkbox"/>	\$2,000

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."

\$90,308

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.

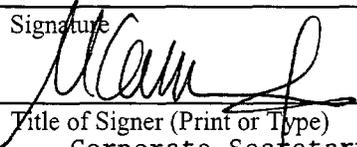
	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	<input type="checkbox"/> _____	<input type="checkbox"/> _____
Purchase of real estate	<input type="checkbox"/> _____	<input type="checkbox"/> _____

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)	<input type="checkbox"/>	_____	<input type="checkbox"/>	_____
Repayment of indebtedness	<input type="checkbox"/>	_____	<input type="checkbox"/>	_____
Working capital	<input type="checkbox"/>	_____	<input checked="" type="checkbox"/>	<u>\$90,308</u>
Other (specify):				
	<input type="checkbox"/>	_____	<input type="checkbox"/>	_____
Column Totals	<input type="checkbox"/>	_____	<input checked="" type="checkbox"/>	<u>\$90,308</u>
Total Payments Listed (column totals added)			<input checked="" type="checkbox"/>	<u>\$90,308</u>

(2) Excludes a finder's fee equal to 5% of proceeds from U.S. investors introduced by the broker payable in Units and warrants exercisable to purchase such number of shares as equals to 8% of the Units.

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) White Knight Resources Ltd.	Signature 	Date Dec 1/03
Name of Signer (Print or Type) Megan Cameron-Jones Megan Cameron-Jones	Title of Signer (Print or Type) Corporate Secretary Corporate Secretary	

ATTENTION

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