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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

FORM D

PLANET EXPLORATION INC.

NOTICE OF SALE OF SECURITIES

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

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

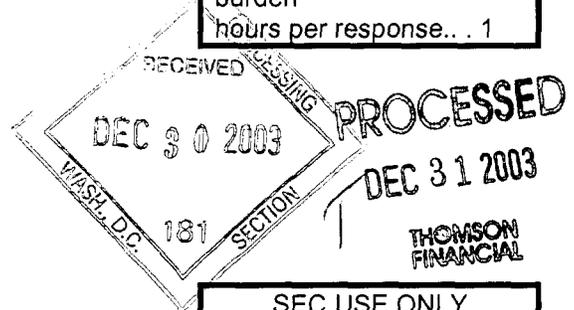


Table with SEC USE ONLY, Prefix, Serial, DATE RECEIVED

Planet Exploration Inc. units

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

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

Planet Exploration Inc.

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

Suite 400, 750-11th Street S.W., Calgary, Alberta, T2P 2C4, Canada
Address of Executive Offices (Number and Street, City, State, Zip Code)

(403) 261-6619
Telephone Number (Including Area Code)



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
Planet Exploration Inc. is engaged in the business of mineral exploration, primarily with respect to the acquisition of mineral rights and the exploration of mineral properties in accordance with such mineral rights.

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

Actual or Estimated Date of Incorporation or Organization: [1] [1996] Month Year [X] Actual [] Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction) [CN]

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.

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

Ranjeet Sundher
Full Name (Last name first, if individual)
Suite 400, 750-11th Street S.W., Calgary, Alberta, T2P 2C4, Canada
Business or Residence Address (Number and Street, City, State, Zip Code)

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

Adrian G. Mann
Full Name (Last name first, if individual)
Suite 400, 750-11th Street S.W., Calgary, Alberta, T2P 2C4, Canada
Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Promoter Beneficial Executive Director General and/or

offering?.....

[] [X]

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

[X] []

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.

Haywood Securities (USA) Inc.

Full Name (Last name first, if individual)

c/o Haywood Securities Inc., Suite 2000 - 400 Burrard Street, Vancouver, British Columbia, V6C 3A6
Canada

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] X [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] X [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	N/A	N/A
Equity	N/A	N/A
[] Common [] Preferred		
Convertible Securities (including warrants)	N/A	N/A
Partnership Interests	N/A	N/A
Other (Specify <u>Units consisting of one common share and one common share purchase warrant</u>).	Cdn\$784,000 (US\$594,585.60)	Cdn\$784,000 (US\$594,585.60)
Total	Cdn\$784,000 (US\$594,585.60)	Cdn\$784,000 (US\$594,585.60)

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

2. Enter the number of accredited and non-accredited investors who

	Officers, Directors, & Affiliates	Others
Salaries and fees	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)
Purchase of real estate	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)
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"/> Cdn\$ _____ (US\$ _____)	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)
Repayment of indebtedness	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)
Working capital	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)
Other (specify): <u>Exploration expenditures</u> _____ _____	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)	<input checked="" type="checkbox"/> Cdn\$717,182.50 (US\$543,910.46)
Column Totals	<input type="checkbox"/> Cdn\$ _____ (US\$ _____)	<input checked="" type="checkbox"/> Cdn\$717,182.50 (US\$543,910.46)
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> Cdn\$717,182.50 (US\$543,910.46)

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) Planet Exploration Inc.	Signature 	Date DEC 22/03
Name of Signer (Print or Type) DAROLD A. PARKEN.	Title of Signer (Print or Type) SECRETARY.	

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

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) Planet Exploration Inc.	Signature 	Date DEC 22/03
Name of Signer (Print or Type) DAROLD H. PARKEN	Title of Signer (Print or Type) SECRETARY.	

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	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 Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	Units totaling Cdn \$140,000	1	Cdn \$140,000	0	0		X
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									
MT									
NE									
NV									

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 Non-Accredited Investors	Amount	Yes	No
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX		X	Units totaling Cdn \$644,000	1	Cdn \$644,000	0	0		X
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									