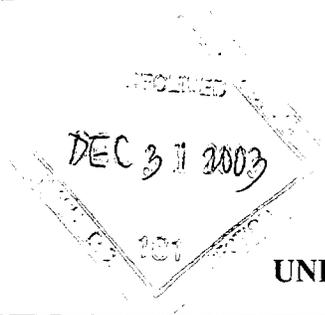


FORM D

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

OMB APPROVAL
OMB Number 3235-0076
Expires: August 31, 1998
Estimated average burden hours per response..... 16.00



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.)

Units of Common Shares and Common Share Purchase Warrants

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



03044108

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

Canico Resource Corp.

Address of Executive Offices (Number and Street, City, State, Zip Code)
Suite 710 - 777 Hornby Street, Vancouver, British Columbia V6Z 1S4

Telephone Number (Including Area Code)
(604) 669-9446

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

Telephone Number (Including Area Code)

Brief Description of Business

PROCESSED

Exploration and development of mineral properties

Type of Business Organization

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

JAN 05 2004

THOMSON FINANCIAL

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated
11 80

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for State: CN for Canada; FN for other foreign jurisdiction) CN

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.
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.
Information Required: A new filing must contain all information requested.
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.

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.

ATTENTION

**A. BASIC IDENTIFICATION DATA**

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 Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Kenyon, J. Michael**

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

**Suite 710 – 777 Hornby Street, Vancouver, British Columbia V6Z 1S4**

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

Full Name (Last name first, if individual)

**Shklanka, Roman**

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

**Suite 710 – 777 Hornby Street, Vancouver, British Columbia V6Z 1S4**

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

Full Name (Last name first, if individual)

**Rubenstein, Jonathan A.**

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

**Suite 710 – 777 Hornby Street, Vancouver, British Columbia V6Z 1S4**

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

Full Name (Last name first, if individual)

**Angus, R. Stuart**

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

**Suite 710 – 777 Hornby Street, Vancouver, British Columbia V6Z 1S4**

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

Full Name (Last name first, if individual)

**McCloskey, Richard**

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

**Suite 710 – 777 Hornby Street, Vancouver, British Columbia V6Z 1S4**

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

Full Name (Last name first, if individual)

**Colterjohn, Richard**

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

**Suite 710 – 777 Hornby Street, Vancouver, British Columbia V6Z 1S4**

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

Full Name (Last name first, if individual)

**McKenzie, Colin B.**

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

**Suite 710 – 777 Hornby Street, Vancouver, British Columbia V6Z 1S4**

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

Full Name (Last name first, if individual)

**Hilton, Shirley A.**

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

**Suite 710 – 777 Hornby Street, Vancouver, British Columbia V6Z 1S4**

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

Full Name (Last name first, if individual)

**Sweeney, Paul B.**

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

**Suite 710 – 777 Hornby Street, Vancouver, British Columbia V6Z 1S4**

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

Full Name (Last name first, if individual)

**Horn, Robert**

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

**Suite 710 – 777 Hornby Street, Vancouver, British Columbia V6Z 1S4**

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

Full Name (Last name first, if individual)

**Inco Limited**

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

**Suite 710 – 777 Hornby Street, Vancouver, British Columbia V6Z 1S4**

**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)

**BMO Nesbitt Burns Inc. (1)**

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

**Suite 1800, 885 W. Georgia Street, Vancouver, British Columbia V6C 3E8 CANADA**

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]	<b>X</b> [CA]	[CO]	<b>X</b> [CT]	<b>X</b> [DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	<b>X</b> [MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	<b>X</b> [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)

**Dundee Securities Corporation (1)**

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

**Suite 3424, 1055 Dunsmuir Street, Vancouver, British Columbia V7X 1K8 CANADA**

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]	<b>X</b> [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]	<b>X</b> [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)

**Orion Securities Inc. (1)**

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

**2 First Canadian Place, Toronto, Ontario M5X 1J8 CANADA**

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]	<b>X</b> [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]	<b>X</b> [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)

**CIBC World Markets Inc. (1)**

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

**Commerce Place, 12<sup>th</sup> Floor, 400 Burrard Street, Vancouver, British Columbia V6C 3A6 CANADA**

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers **NONE**

(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)

**Raymond James Ltd. (1)**

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

**Suite 2200, 925 West Georgia Street, Vancouver, British Columbia V6C 3L2 CANADA**

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) **NONE** .....  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)

**RBC Dominion Securities Inc. (1)**

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

**200 Bay Street, Royal Bank Plaza, Toronto, Ontario M5J 2W7 CANADA**

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) **NONE** .....  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.)

Full Name (Last name first, if individual)

**National Bank Financial Inc. (1)**

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

**The Exchange Tower, 130 King Street West, Suite 3200, Toronto, Ontario M5X 1J9 CANADA**

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) **NONE** .....  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)

**TD Securities Inc. (1)**

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

**66 Wellington Street W., 8<sup>th</sup> Floor, Toronto, Ontario M5K 1A2 CANADA**

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) **NONE** .....  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)

**Research Capital Corporation (1)**

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

**222 Bay Street, Suite 1500, Box 265, Toronto, Ontario M5K 1J5 CANADA**

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) **NONE** .....  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]

**(1) All solicitations in the United States were made by Harris Nesbitt Corp., the U.S. affiliate of BMO Nesbitt Burns Inc. (California, Connecticut, Delaware, Massachusetts and New York); Orion Securities (USA) Inc., the U.S. affiliate of Orion Securities Inc. (California and New York); and Dundee Securities Inc., the U.S. affiliate of Dundee Securities Corporation (California and New York).**

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate 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 .....	<b>\$82,697,547 (2)</b>	<b>\$ 19,692,830 (2)</b>
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ _____ (2)	\$ _____ (2)
Partnership Interests .....	\$ _____	\$ _____
Other (Specify _____) .....	\$ _____	\$ _____
Total .....	<b>\$82,697,547 (2)</b>	<b>\$ 19,692,830 (2)</b>

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

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	<b>18</b>	<b>\$ 19,692,830</b>
Non-accredited Investors .....	<b>0</b>	<b>\$ 0</b>
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. 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"/>	<b>\$ 30,000</b>
Accounting Fees .....	<input type="checkbox"/>	\$ _____
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) .....	<input checked="" type="checkbox"/>	<b>\$ 787,713</b>
Other Expenses (identify) _____ .....	<input type="checkbox"/>	\$ _____
Total .....	<input checked="" type="checkbox"/>	<b>\$ 817,713</b>

(2) The aggregate offering amount includes the value of the units offered and sold within the United States, each unit consisting of one common share and one-half of one common share purchase warrant, together with the amount that may be received by the Issuer upon exercise of all warrants issued in the offering. Each whole warrant may be exercised for the purchase of one additional common share, at an exercise price of \$18.50 CDN for a period of 15 months from the date of issuance of the warrants.

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

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." .....

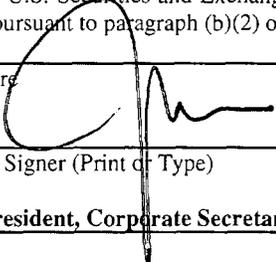
\$81,879,834

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 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"/> \$63,004,717
Other (specify): <b>Exploration &amp; development of Onça-Puma project</b>	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$18,875,117
Column Totals .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$81,879,834
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> \$81,879,834	

**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>Canico Resource Corp.</b>	Signature 	Date December <u>30</u> , 2003
Name of Signer (Print or Type) <b>Jonathan A. Rubenstein</b>	Title of Signer (Print or Type) <b>Vice President, Corporate Secretary and Director</b>	

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

ATTENTION

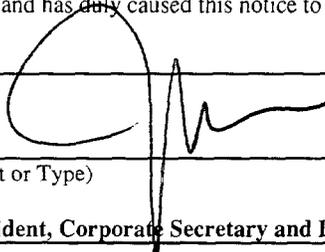
E. STATE SIGNATURE

1. Is any party described in 17-CFR 230.252(e), (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 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)	Signature	Date
<b>Canico Resource Corp.</b>		December <u>30</u> , 2003
Name (Print or Type)	Title (Print or Type)	
<b>Jonathan A. Rubenstein</b>	<b>Vice President, Corporate Secretary and 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.

**APPENDIX**

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-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	Type of security and aggregate offering price offered in state (Part C-Item 1)	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		XX							
AK		XX							
AZ		XX							
AR		XX							
CA		XX	\$8,876,415 - Units of Common Shares and Common Share Purchase Warrants	8	\$5,490,566	0	\$0		
CO		XX							
CT		XX	\$274,528 - Units of Common Shares and Common Share Purchase Warrants	1	\$169,811	0	\$0		
DE		XX							
DC		XX							
FL		XX							
GA		XX							
HI		XX							
ID		XX							
IL		XX							
IN		XX							
IA		XX							
KS		XX							
KY		XX							
LA		XX							
ME		XX							
MD		XX							
MA		XX	\$1,372,642 - Units of Common Shares and Common Share Purchase Warrants	2	\$849,057	0	\$0		
MI		XX							
MN		XX							

**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	
MS		XX								
MO		XX								
MT		XX								
NE		XX								
NV		XX								
NH		XX								
NJ		XX								
NM		XX								
NY		XX								
NC		XX								
ND		XX								
OH		XX								
OK		XX								
OR		XX								
PA		XX								
RI		XX								
SC		XX								
SD		XX								
TN		XX								
TX		XX								
UT		XX								
VT		XX								
VA		XX								
WA		XX								
WV		XX								
WI		XX								
WY		XX								
PR		XX								

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