

SEC. 158 SECTION  
MAR 16 2004  
WASH. D.C.

SEC 1972 Potential persons who are to respond to the collection of information contained in this form (6-02) 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

PROCESSED  
MAR 17 2004

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

THOMSON  
FINANCIAL

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

1120579

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 [  ] 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.)

Romios Gold Resources Inc.

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

17 Didrickson Drive, Toronto, Ontario M2P 1J7 416-221-0411

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



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

Full Name (Last name first, if individual)

Drivas, Tom

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

17 Didrickson Drive, Toronto, Ontario M2P 1J7

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

Full Name (Last name first, if individual)

De Quadros, Antonio

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

40 Holwood Avenue, Toronto, Ontario M6M 1P5

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

Full Name (Last name first, if individual)

Skimming, Tom

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

11 Camelot Court, North York, Ontario M3B 2N4

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

Full Name (Last name first, if individual)

Johnstone, William R.

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

88 Divdale Drive, Toronto, Ontario M4G 2P2

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

Full Name (Last name first, if individual)

Rubenoff, Alan T.

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

240 School Hill Road, Goshen, Connecticut 06756

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

**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?..... \$ 0.00 CDN

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)

Ianni, Guiseppc

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

25 Ridgemount Road, Toronto, Ontario M9P 1C4

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]

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 .Shares <u>100,000</u>	<u>\$25,000 CDN</u>	<u>\$25,000 CDN</u>
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
Other (Specify _____).	\$ _____	\$ _____
Total <u>100,000 common shares priced at CDN\$0.25 and 100,000 warrants to acquire common shares at CDN\$0.33 until March 5, 2005</u>	<u>\$25,000 CDN</u>	<u>\$25,000 CDN</u>

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 Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	<u>1</u>	<u>\$25,000 CDN</u>
Non-accredited Investors .....		\$ _____
Total (for filings under Rule 504 only) .....	<u>1</u>	<u>\$25,000 CDN</u>

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 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 .....	[ ]	\$ _____
Printing and Engraving Costs .....	[ ]	\$ _____
Legal Fees .....	[ ]	\$ <u>1,000</u> CDN
Accounting Fees .....	[ ]	\$ _____
Engineering Fees .....	[ ]	\$ _____
Sales Commissions (specify finders' fees separately) .....	[ ]	\$ <u>2,500</u> CDN
Other Expenses (identify) _____	[ ]	\$ _____
Total .....	[ ]	\$ <u>3,500</u> CDN

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." .....

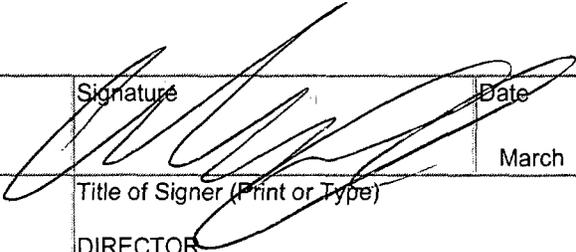
\$ 21,500 CDN

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 .....	[ ] \$ _____	[ ] \$ _____
Purchase of real estate .....	[ ] \$ _____	[ ] \$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	[ ] \$ _____	[ ] \$ _____
Construction or leasing of plant buildings and facilities.....	[ ] \$ _____	[ ] \$ _____
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): <u>resource exploration</u> .....	[ ] \$ _____	[ ] \$ <u>21,500</u> CDN
_____	[ ] \$ _____	[ ] \$ _____
Column Totals .....	[ ] \$ _____	[ ] \$ <u>21,500</u> CDN
Total Payments Listed (column totals added) .....	[ ] \$ _____	[ ] \$ <u>21,500</u> CDN

**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)	Signature	Date
ROMIOS GOLD RESOURCES INC.		March 15, 2004
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
WILLIAM R. JOHNSTONE	DIRECTOR	

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

**E. STATE SIGNATURE**

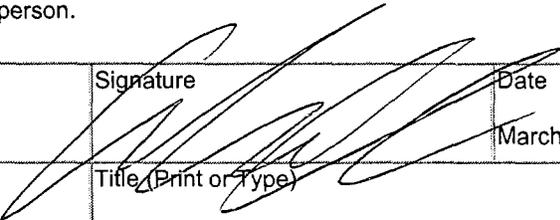
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? ..... Yes No  
 ? See Appendix, Column 5, for state response.

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)	Signature	Date
ROMIOS GOLD RESOURCES INC.		March 15, 2004
Name of Signer (Print or Type)	Title (Print or Type)	
WILLIAM R. JOHNSTONE	DIRECTOR	

*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	Type of security		Disqualification under State ULOE (if yes, attach



SD								
TN								
TX								
UT								
VT								
VA	√	100,000 Units	1	CDNS25,000	0	0		√
WA								
WV								
WI								
WY								
PR								

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