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

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

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields.

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

Common Shares

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.)

QuestAir Technologies Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) 6961 Russell Avenue, Burnaby, B.C. V5J 4R8 CANADA

Telephone Number (Including Area Code) (604) 454-1134

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

Technology

Type of Business Organization

- corporation, limited partnership, already formed, other, business trust, limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month 07, Year 96, Actual, Estimated

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

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. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made.

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.

PROCESSED RECEIVED JAN 05 2005 PROCESSED JAN 06 2005 FINANCIAL B

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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)

Connor, Dr. Denis John

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

6961 Russell Avenue, Burnaby, B.C. V5J 4R8 CANADA

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

Full Name (Last name first, if individual)

Wilkinson, Jonathan David

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

6961 Russell Avenue, Burnaby, B.C. V5J 4R8 CANADA

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

Full Name (Last name first, if individual)

Parmar, Dan Vikram

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

6961 Russell Avenue, Burnaby, B.C. V5J 4R8 CANADA

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

Full Name (Last name first, if individual)

Baxley, Phillip Temmons

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

107 McTighe Drive, Bellaire, Texas 77401

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

Full Name (Last name first, if individual)

Berkowitz, David Alexander

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

c/o Ventures West Capital Ltd., Oceanic Plaza, Suite 2500 – 1066 West Hastings Street, Vancouver, B.C. V6E 3X1 CANADA

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

Full Name (Last name first, if individual)

Brown, Michael Jack

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

c/o Nepal Management Ltd., 1808 – 193 Aquarius Mews, Vancouver, B.C. V6Z 2Z2 CANADA

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

Full Name (Last name first, if individual)

Copping, Harold George Arthur

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

c/o Copping Services Ltd., 1691 West 58th Avenue, Vancouver, B.C. V6P 1W8 CANADA

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

Full Name (Last name first, if individual)

Farrell, Todd Braden

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

c/o Working Opportunity Fund, 2600 – 1055 West Georgia Street, Box 11170 – Royal Centre, Vancouver, B.C. V6E 3R5 CANADA

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

Full Name (Last name first, if individual)

Rosenberg, Michael Jay

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

c/o Ballard Power Systems Inc., 4343 North Fraser Way, Burnaby, B.C. V5J 5J9 CANADA

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

Full Name (Last name first, if individual)

Kosseim, Frederic

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

6961 Russell Avenue, Burnaby, B.C. V5J 4R8 CANADA

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

Full Name (Last name first, if individual)

Rode, Dr. Edward James

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

6961 Russell Avenue, Burnaby, B.C. V5J 4R8 CANADA

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

Full Name (Last name first, if individual)

Tyszewics, Peter Gregory

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

23 Greenleaf Drive, Port Moody, B.C. V3H 5H8 CANADA

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

Full Name (Last name first, if individual)

Shell Hydrogen Projects B.V.

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

P.O. Box 38000, 1030 BN Amsterdam, The Netherlands

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

Full Name (Last name first, if individual)

Entities affiliated with Ventures West Capital Ltd. (Bank of Montreal Capital Corporation and Ventures West VI Limited Partnership)

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

925 West Georgia Street, Suite 1600, Vancouver, B.C. V6C 3L2 CANADA

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? | Yes | No |
| | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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 |
| | <input type="checkbox"/> | <input checked="" 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)

Canaccord Capital Corporation(1)

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

Suite 2200, 609 Granville Street, Vancouver, B.C. V7Y 1H2 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

- | | | | | | | | | | | | | |
|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|--|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| <input type="checkbox"/> [AL] | <input type="checkbox"/> [AK] | <input type="checkbox"/> [AZ] | <input type="checkbox"/> [AR] | <input type="checkbox"/> [CA] | <input type="checkbox"/> [CO] | <input type="checkbox"/> [CT] | <input type="checkbox"/> [DE] | <input type="checkbox"/> [DC] | <input type="checkbox"/> [FL] | <input type="checkbox"/> [GA] | <input type="checkbox"/> [HI] | <input type="checkbox"/> [ID] |
| <input type="checkbox"/> [IL] | <input type="checkbox"/> [IN] | <input type="checkbox"/> [IA] | <input type="checkbox"/> [KS] | <input type="checkbox"/> [KY] | <input type="checkbox"/> [LA] | <input type="checkbox"/> [ME] | <input type="checkbox"/> [MD] | <input checked="" type="checkbox"/> [MA] | <input type="checkbox"/> [MI] | <input type="checkbox"/> [MN] | <input type="checkbox"/> [MS] | <input type="checkbox"/> [MO] |
| <input type="checkbox"/> [MT] | <input type="checkbox"/> [NE] | <input type="checkbox"/> [NV] | <input type="checkbox"/> [NH] | <input type="checkbox"/> [NJ] | <input type="checkbox"/> [NM] | <input type="checkbox"/> [NY] | <input type="checkbox"/> [NC] | <input type="checkbox"/> [ND] | <input type="checkbox"/> [OH] | <input type="checkbox"/> [OK] | <input type="checkbox"/> [OR] | <input type="checkbox"/> [PA] |
| <input type="checkbox"/> [RI] | <input type="checkbox"/> [SC] | <input type="checkbox"/> [SD] | <input type="checkbox"/> [TN] | <input type="checkbox"/> [TX] | <input type="checkbox"/> [UT] | <input type="checkbox"/> [VT] | <input type="checkbox"/> [VA] | <input type="checkbox"/> [WA] | <input type="checkbox"/> [WV] | <input type="checkbox"/> [WI] | <input type="checkbox"/> [WY] | <input type="checkbox"/> [PR] |

Full Name (Last name first, if individual)

Canaccord Capital (Europe) Limited(1)

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

1st Floor, Brook House, 27 Upper Brook Street, London, United Kingdom W1K 7QF

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

- | | | | | | | | | | | | | |
|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| <input type="checkbox"/> [AL] | <input type="checkbox"/> [AK] | <input type="checkbox"/> [AZ] | <input type="checkbox"/> [AR] | <input type="checkbox"/> [CA] | <input type="checkbox"/> [CO] | <input type="checkbox"/> [CT] | <input type="checkbox"/> [DE] | <input type="checkbox"/> [DC] | <input type="checkbox"/> [FL] | <input type="checkbox"/> [GA] | <input type="checkbox"/> [HI] | <input type="checkbox"/> [ID] |
| <input type="checkbox"/> [IL] | <input type="checkbox"/> [IN] | <input type="checkbox"/> [IA] | <input type="checkbox"/> [KS] | <input type="checkbox"/> [KY] | <input type="checkbox"/> [LA] | <input type="checkbox"/> [ME] | <input type="checkbox"/> [MD] | <input type="checkbox"/> [MA] | <input type="checkbox"/> [MI] | <input type="checkbox"/> [MN] | <input type="checkbox"/> [MS] | <input type="checkbox"/> [MO] |
| <input type="checkbox"/> [MT] | <input type="checkbox"/> [NE] | <input type="checkbox"/> [NV] | <input type="checkbox"/> [NH] | <input type="checkbox"/> [NJ] | <input type="checkbox"/> [NM] | <input type="checkbox"/> [NY] | <input type="checkbox"/> [NC] | <input type="checkbox"/> [ND] | <input type="checkbox"/> [OH] | <input type="checkbox"/> [OK] | <input type="checkbox"/> [OR] | <input type="checkbox"/> [PA] |
| <input type="checkbox"/> [RI] | <input type="checkbox"/> [SC] | <input type="checkbox"/> [SD] | <input type="checkbox"/> [TN] | <input type="checkbox"/> [TX] | <input type="checkbox"/> [UT] | <input type="checkbox"/> [VT] | <input type="checkbox"/> [VA] | <input type="checkbox"/> [WA] | <input type="checkbox"/> [WV] | <input type="checkbox"/> [WI] | <input type="checkbox"/> [WY] | <input type="checkbox"/> [PR] |

Full Name (Last name first, if individual)

CIBC World Markets Inc.(1)

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

199 Bay Street, Commerce Court West, Suite 1100, Toronto, ON M5L 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) All States

- | | | | | | | | | | | | | |
|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| <input type="checkbox"/> [AL] | <input type="checkbox"/> [AK] | <input type="checkbox"/> [AZ] | <input type="checkbox"/> [AR] | <input type="checkbox"/> [CA] | <input type="checkbox"/> [CO] | <input type="checkbox"/> [CT] | <input type="checkbox"/> [DE] | <input type="checkbox"/> [DC] | <input type="checkbox"/> [FL] | <input type="checkbox"/> [GA] | <input type="checkbox"/> [HI] | <input type="checkbox"/> [ID] |
| <input type="checkbox"/> [IL] | <input type="checkbox"/> [IN] | <input type="checkbox"/> [IA] | <input type="checkbox"/> [KS] | <input type="checkbox"/> [KY] | <input type="checkbox"/> [LA] | <input type="checkbox"/> [ME] | <input type="checkbox"/> [MD] | <input type="checkbox"/> [MA] | <input type="checkbox"/> [MI] | <input type="checkbox"/> [MN] | <input type="checkbox"/> [MS] | <input type="checkbox"/> [MO] |
| <input type="checkbox"/> [MT] | <input type="checkbox"/> [NE] | <input type="checkbox"/> [NV] | <input type="checkbox"/> [NH] | <input type="checkbox"/> [NJ] | <input type="checkbox"/> [NM] | <input type="checkbox"/> [NY] | <input type="checkbox"/> [NC] | <input type="checkbox"/> [ND] | <input type="checkbox"/> [OH] | <input type="checkbox"/> [OK] | <input type="checkbox"/> [OR] | <input type="checkbox"/> [PA] |
| <input type="checkbox"/> [RI] | <input type="checkbox"/> [SC] | <input type="checkbox"/> [SD] | <input type="checkbox"/> [TN] | <input type="checkbox"/> [TX] | <input type="checkbox"/> [UT] | <input type="checkbox"/> [VT] | <input type="checkbox"/> [VA] | <input type="checkbox"/> [WA] | <input type="checkbox"/> [WV] | <input type="checkbox"/> [WI] | <input type="checkbox"/> [WY] | <input type="checkbox"/> [PR] |

(1) All solicitations in the United States (Massachusetts) were made by Canaccord Capital Corporation USA, Inc., the U.S. affiliate of Canaccord Capital Corporation.

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.....	\$ 0.00	\$ 0.00
Equity.....	\$ 407,586.99	\$ 407,586.99
	<input checked="" type="checkbox"/> Common	<input type="checkbox"/> Preferred
Convertible Securities (including warrants).....	\$ 0.00	\$ 0.00
Partnership Interests.....	\$ 0.00	\$ 0.00
Other (Specify: _____).....	\$ 0.00	\$ 0.00
Total.....	\$ 407,586.99	\$ 407,586.99

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.....	-2-	\$ 407,586.99
Non-Accredited Investors.....	-0-	\$ 0.00
Total (for filings under Rule 504 only).....	-0-	\$ 0.00

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 checked="" type="checkbox"/>	\$ 0.00
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$ 0.00
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 20,000.00
Accounting Fees.....	<input checked="" type="checkbox"/>	\$ 0.00
Engineering Fees.....	<input checked="" type="checkbox"/>	\$ 0.00
Sales Commissions (specify finders' fees separately).....	<input checked="" type="checkbox"/>	\$ 24,455.22(2)
Other Expenses (identify) _____	<input checked="" type="checkbox"/>	\$ 0.00
Total.....	<input checked="" type="checkbox"/>	\$ 44,455.22

- (2) In addition to the cash commission, the agents received broker warrants in connection with the common shares offered and sold within the U.S., entitling them to acquire compensation warrants at no additional consideration. The compensation warrants are exercisable for up to 14,290 common shares at an exercise price of \$1.75 CDN per share for a period of 18 months from the date of Closing.

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.”..... \$ 363,131.77

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.

	Payment to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	\$ <u>0.00</u>	\$ <u>0.00</u>
Purchase of real estate.....	\$ <u>0.00</u>	\$ <u>0.00</u>
Purchase, rental or leasing and installation of machinery and equipment.....	\$ <u>0.00</u>	\$ <u>0.00</u>
Construction or leasing of plant buildings and facilities.....	\$ <u>0.00</u>	\$ <u>0.00</u>
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).....	\$ <u>0.00</u>	\$ <u>0.00</u>
Repayment of indebtedness	\$ <u>0.00</u>	\$ <u>0.00</u>
Working capital	\$ <u>0.00</u>	\$ <u>363,131.77</u>
Other (specify): _____	\$ <u>0.00</u>	\$ <u>0.00</u>
_____	\$ <u>0.00</u>	\$ <u>0.00</u>
Column Totals	\$ <u>0.00</u>	\$ <u>363,131.77</u>
Total Payments Listed (column totals added).....	\$	363,131.77

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) QuestAir Technologies Inc.	Signature 	Date <u>Dec - 29, 2004</u>
Name of Signer (Print or Type) Dan Parmar	Title of Signer (Print or Type) Vice President Finance & Administration, Chief Financial Officer and Secretary	

ATTENTION

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