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

OMB APPROVAL
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THOMSON
FINANCIAL

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.) Private Placement of Units - See Exhibit A

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.)
DOUBLESTAR RESOURCES LTD.

Address of Executive Offices
(Number and Street, City, State, Zip Code)
#305, 1549 Marine Drive, West Vancouver, British Columbia V7V 1H9 Canada

Telephone Number (Including Area Code)
604.922.7377

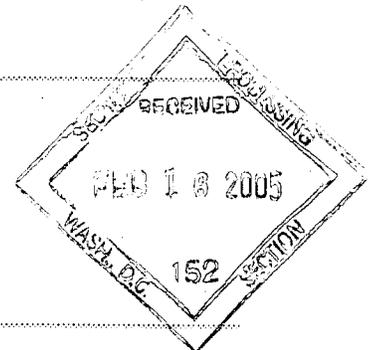
Address of Principal Business Operations
(Number and Street, City, State, Zip Code)
N/A

Telephone Number (Including Area Code)
N/A
(if different from Executive Offices)

Brief Description of Business:

MINERAL RESOURCE EXPLORATION AND DEVELOPMENT COMPANY

Type of Business Organization



ORIGINAL

- 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 [X] Director [] General and/or
 Apply: Owner Officer Partner

Full Name (Last name first, if individual)
James G. G. Watt

Business or Residence Address (Number and Street, City, State, Zip Code)
570 Foress Drive, Port Moody, British Columbia V3H 1J2 Canada

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

Full Name (Last name first, if individual)
Alan Savage

Business or Residence Address (Number and Street, City, State, Zip Code)
4190 Rose Crescent, West Vancouver, British Columbia V7V 2N8 Canada

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

Full Name (Last name first, if individual)
G. Arnold Armstrong

Business or Residence Address (Number and Street, City, State, Zip Code)
247, 658 Leg-In-Boot Square, Vancouver, British Columbia V5Z 4B3 Canada

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

Full Name (Last name first, if individual)
Robert J. Gayton

Business or Residence Address (Number and Street, City, State, Zip Code)
5145 Ashfield Road, West Vancouver, British Columbia V7W 2X4 Canada

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

Full Name (Last name first, if individual)
Paul Frederick Saxton

Business or Residence Address (Number and Street, City, State, Zip Code)
109 Furry Creek Drive, Furry Creek, British Columbia V0N 3Z2 Canada

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

Full Name (Last name first, if individual)
Simon Patrick Clarke

Business or Residence Address (Number and Street, City, State, Zip Code)
5429 Westhaven Wynd, Vancouver, British Columbia V7W 3G1 Canada

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

Full Name (Last name first, if individual)
Alvin Jackson

Business or Residence Address (Number and Street, City, State, Zip Code)
680 Greenwood Road, West Vancouver, British Columbia V7X 1X8 Canada

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

Full Name (Last name first, if individual)
Paul Gray

Business or Residence Address (Number and Street, City, State, Zip Code)
#1, 1081 West 8th Avenue, Vancouver, British Columbia, V6H 1C3, Canada

(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
[] [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.

Full Name (Last name first, if individual)
Global Resource Investments Ltd.

Business or Residence Address (Number and Street, City, State, Zip Code)
7770 El Camino Real, Carlsbad, California USA 92009

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] X [HI] [ID]
 [IL] X [IN] [IA] X [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] X
 [MT] X [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] X [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	\$ _____	\$ _____
Equity	\$ _____	\$ _____
[] Common [] Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify <u>Units – see Exhibit A</u>).	\$427,522.79	\$427,522.79
Total	<u>\$427,522.79</u>	<u>\$427,522.79</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>11</u>	<u>\$427,522.79</u>
Non-accredited Investors	<u>Nil</u>	\$ _____
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.

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"/>	\$5,000.00
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/>	\$32,265.87
Other Expenses (identify) _____	<input type="checkbox"/>	\$ _____
Total	<input checked="" type="checkbox"/>	\$37,265.87

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." \$390,256.92

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	<input type="checkbox"/>	<input type="checkbox"/>
	\$ _____	\$ _____

pursuant to a merger)	<input type="checkbox"/>	<input type="checkbox"/>
Repayment of indebtedness	\$	\$
Working capital	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	\$390,256.92	\$
Other (specify): _____	<input type="checkbox"/>	<input type="checkbox"/>
_____	\$	\$
_____	<input type="checkbox"/>	<input type="checkbox"/>
_____	\$	\$
Column Totals	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	\$390,256.92	\$
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> \$390,256.92

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
Doublestar Resources Ltd.		February 14, 2005
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Alan Savage	Chief Executive Officer	

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

E. STATE SIGNATURE

EXHIBIT A

A. Total Offering

- a) Total Number of Units Sold: 2,000,000
- b) Offering Price Per Unit: CDN\$0.265
- c) Each Unit consists on one "Class A" share and one two year Share Purchase Warrant ("Warrant"). Each Warrant entitles the holder to purchase one additional common share at a price of CDN\$0.30 per share.
- d) Units sold to U.S. Purchasers: 2,000,000

This Offering was effected in the U.S. pursuant to Regulation D.