



## 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)

**Munoz, Carlos**

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

**Suite 803, 750 West Pender St., Vancouver, B.C. V6C 2T8, Canada**

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

Full Name (Last name first, if individual)

**Sukhodolsky, Konstantine**

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

**Apt. 77, Zapadynska St. 3B, Kiev, Ukraine**

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

Full Name (Last name first, if individual)

**Cantore, Victor**

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

**8720 Dunfrost, St. Leonard, Quebec, H1P 2Z5 Canada**

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

Full Name (Last name first, if individual)

**Maragos, Anastase**

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

**1700 – 1075 West Georgia Street, B.C., V6E 1E5 Canada**

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

Full Name (Last name first, if individual)

**Parry, David**

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

**Suite 803, 750 West Pender St., Vancouver, B.C. V6C 2T8, Canada**

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

Full Name (Last name first, if individual)

**Firebird Global Master Fund, Ltd.**

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

**Corporate Center, West Bay Road, Grand Cayman, Cayman Island, British West Indies**

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

Full Name (Last name first, if individual)

**Farrauto, Edward**

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

**700 – 900 West Hastings Street, Vancouver, B.C. Canada V6C 1E5**

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

Full Name (Last name first, if individual)

**Cohen, David**

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

**4699 South Picadilly, West Vancouver, B.C. Canada V7W 1V8**

(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? ..... \$ 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)

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

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

**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.

<u>Type of Security</u>	(1) Aggregate Offering Price	(1) Amount Already Sold
Debt .....	\$ -0-	\$ -0-
Equity .....	\$ -0-	\$ -0-
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ -0-	\$ -0-
Partnership Interests .....	\$ -0-	\$ -0-
Other (Specify: <u>Units(2)(3)</u> ) .....	\$ 2,660,000	\$ 2,660,000
<b>Total(1)(3)</b> .....	<b>\$ 2,660,000</b>	<b>\$ 2,660,000</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 amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	(3) Number of Investors	(1)(3) Aggregate Dollar Amount of Purchases
Accredited Investors .....	7	\$ 2,660,000
Non-accredited Investors .....	-0-	\$ -0-
<b>Total (for filings under Rule 504 only)</b> .....	<b>n/a</b>	<b>\$ n/a</b>

(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.

<u>Type of Offering</u>	Type of Security	Dollar Amount Sold
Rule 505 .....	n/a	\$ -0-
Regulation A .....	n/a	\$ -0-
Rule 504 .....	n/a	\$ -0-
<b>Total</b> .....	<b>n/a</b>	<b>\$ -0-</b>

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 type="checkbox"/>	\$ 4,000
Accounting Fees .....	<input type="checkbox"/>	\$ _____
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ _____
Other Expenses (Identify: <u>Filing fees</u> ) .....	<input type="checkbox"/>	\$ 24,000
<b>Total</b> .....	<input type="checkbox"/>	<b>\$ 28,000 (1)</b>

(1) Expressed in Canadian dollars.

(2) Each Unit consists of one (1) common share and one-half (1/2) of a common share purchase warrant. Each whole warrant entitles the holder to purchase one (1) additional common share at a price of \$0.76 CDN per share.

(3) Represents the U.S. Regulation D portion of a private Canadian offering of \$5,383,000 in Units; U.S. investors for \$2,660,000; 12 non-U.S. investors for a total of \$2,723,000.

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

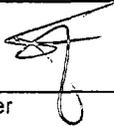
b. Enter the difference between the aggregate offering price given in response to Part C—Question 1 and total expenses furnished in response to Part C—Question 4.a. This difference is the “adjusted gross proceeds to the issuer.” ..... \$ (1)(3)

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 business (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 type="checkbox"/> \$ <u>5,383,000</u>
Other (specify): _____ _____	<input type="checkbox"/> \$ _____ <input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____ <input type="checkbox"/> \$ _____
Column Totals .....	<input checked="" type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ _____
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> \$ <u>5,383,000</u>	<input type="checkbox"/> \$ _____ (1)(2)

**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. Enter the difference between the aggregate offering price given in response to Part C—Question 1 and total.

Issuer (Print or Type) <b>Transeuro Energy Corp.</b>	Signature 	Date <u>March 11, 2005</u>
Name of Signer (Print or Type) <b>Edward Farrauto</b>	Title of Signer <b>President</b>	

— ATTENTION —

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

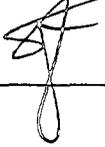
(1) Expressed in Canadian dollars.

(3) Represents the U.S. Regulation D portion of a private Canadian offering of \$5,383,000 in Units; U.S. investors for \$2,660,000; 12 non-U.S. investors for a total of \$2,723,000.

**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.252(c), (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 time 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 hereby undertakes 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) <b>Transeuro Energy Corp.</b>	Signature 	Date <i>March 11, 2005</i>
Name of Signer (Print or Type) <b>Edward Farrauto</b>	Title of Signer <b>President</b>	

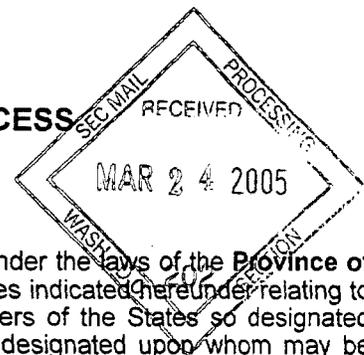
**APPENDIX**

1 State	2 Intend to Sell to Non-accredited Investors in State (Part B—Item 1)		3 Type of Security and Aggregate Offering Price Offered in State (Part C—Item 1)	4 Type of Investor and Amount Purchased in State				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E—Item 1)	
	Yes	No		Units	Number of Accredited Investors	Amount	Number of Non-accredited Investors	Amount	Yes
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		<b>X</b>	<b>\$ 70,000</b>	<b>2</b>	<b>\$ 70,000</b>	<b>-0-</b>	<b>\$ -0-</b>		<b>X</b>

**APPENDIX**

1 State	2 Intend to Sell to Non-accredited investors in State (Part B—Item 1)		3 Type of Security and Aggregate Offering Price Offered in State (Part C—Item 1)	4 Type of Investor and Amount Purchased in State				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E—Item 1)	
	Yes	No		Units	Number of Accredited Investors	Amount	Number of Non-accredited Investors	Amount	Yes
MT									
NE									
NV		X	\$140,000	1	\$ 140,000	-0-	\$ -0-		X
NH									
NJ									
NM									
NY		X	\$ 2,450,000	1	\$ 2,450,000	-0-	\$ -0-		X
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

UNIFORM CONSENT TO SERVICE OF PROCESS



KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, Transeuro Energy Corp., a corporation organized under the laws of the Province of British Columbia, Canada, for the purpose of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of or in connection with the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any Court of competent jurisdiction and proper venue within each State so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of such State and had lawfully been served with the process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Transeuro Energo Corp.
750 West Pender Street, Suite 803
Vancouver, British Columbia V6C 2T8
Canada

Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of each such State as its attorney in that State for receipt of service of process:

- List of states with checkboxes and designated officer names. Includes states like Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, D.C., Florida, Georgia, Guam, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Puerto Rico, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin, Wyoming.

Dated: March 14, 2005.

**Transeuro Energy Corp.**

(Issuer)

By



**Edward Farrauto  
President**

(Name and Title)

PROVINCE OF BRITISH COLUMBIA, CANADA ) ss.

THIS IS TO CERTIFY that on this 14 day of **March, 2005**, before me, the undersigned notary public, personally appeared **Edward Farrauto**, known to be the **President** of the entity described in and that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said entity for the uses and purposes therein mentioned, and on oath stated that such individual is authorized to execute said instrument.

WITNESS my hand and official seal the day and year in this certificate first above written.

X



**DAVID TOYODA**

(Name—Printed or Typed)

[NOTARIAL SEAL / STAMP]

Notary Public in and for the Province of British Columbia, Canada

residing at: VANCOUVER

My Commission expires: N/A

**R. DAVID TOYODA**  
CATALYST  
CORPORATE FINANCE LAWYERS  
1400 - 1055 West Hastings Street  
Vancouver, British Columbia  
Canada V6E 2E9  
Phone: 604 443-7016