



**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) **Lough, Thomas W.**

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

**8 King Street East, Suite 208, Toronto, Ontario M5C 1B5 Canada**

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

Full Name (Last name first, if individual) **Martin, J. Randall**

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

**8 King Street East, Suite 208, Toronto, Ontario M5C 1B5 Canada**

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

Full Name (Last name first, if individual) **Roberts, Paul C.M.**

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

**8 King Street East, Suite 208, Toronto, Ontario M5C 1B5 Canada**

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

Full Name (Last name first, if individual) **Coe, Leslie**

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

**8 King Street East, Suite 208, Toronto, Ontario M5C 1B5 Canada**

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

Full Name (Last name first, if individual) **Beach, Wayne G.**

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

**8 King Street East, Suite 208, Toronto, Ontario M5C 1B5 Canada**

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

Full Name (Last name first, if individual) **Hopmeyer, Harry**

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

**8 King Street East, Suite 208, Toronto, Ontario M5C 1B5 Canada**

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

Full Name (Last name first, if individual) **Mann, Tim L.**

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

**8 King Street East, Suite 208, Toronto, Ontario M5C 1B5 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)

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)

(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 . . . . . — X
2. What is the minimum investment that will be accepted from any individual? . . . . . \$1,000
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)  
 Canaccord Capital Corporation

Business or Residence Address (Number and Street, City, State, Zip Code)  
 320 Bay Street, Suite 1210, Toronto, Ontario M5H 4A6 Canada

Name of Associated Broker or Dealer  
 Canaccord Capital Corporation (USA), Inc.

States in Which Person Listed Has Solicited or Intends to Solicit Purchase  
 (Check "All States" or check individual States). . . . .  All States

[AL ]	[AK ]	[AZ ]	[AR ]	[CA ]	[CO ]	[CT ]	[DE ]	[DC ]	[ <del>FL</del> ]	[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 ]	[ <del>TX</del> ]	[UT ]	[VT ]	[VA ]	[WA ]	[WV ]	[WI ]	[WY ]	[PR ]

Full Name (Last name first, if individual)  
 Jennings Capital Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)  
 10 King Street East, Suite 1500, Toronto, Ontario, M5C 1C3

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchases 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)

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 Purchases  
 (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 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 . . . . .	\$ _____	\$ _____
Convertible Securities (including warrants). . . . .	\$ _____	\$ _____
Partnership Interests . . . . .	\$ _____	\$ _____
Other (Specify)(Units of Common Stock and Common Stock Warrants). . . . .	\$ <u>174,752*</u>	\$ <u>174,752*</u>
Total . . . . .	\$ <u>174,752*</u>	\$ <u>174,752*</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 amount of their purchases. For offerings under 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>2</u>	\$ <u>174,752*</u>
Non-accredited Investors . . . . .	<u>0</u>	\$ <u>0</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, 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 Security	<b>NOT APPLICABLE</b>	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"/> \$ <u>4,000*</u>
Accounting Fees . . . . .	<input type="checkbox"/> \$ _____
Engineering Fees . . . . .	<input type="checkbox"/> \$ _____
Sales Commissions (specify finder's fees separately) . . . . .	<input checked="" type="checkbox"/> \$ <u>12,233* **</u>
Other expenses (identify) . . . . .	<input type="checkbox"/> \$ _____
Total . . . . .	<input checked="" type="checkbox"/> \$ <u>16,233*</u>

\* Information relates only to the US portion of the offering. The rest of the offering is exempt pursuant to Regulation S under the Securities Act of 1933. All dollar amounts were converted into U.S. dollars using the noon foreign exchange rate published by the Federal Reserve Bank of New York as of the closing date (\$1.00 U.S. = \$1.2017CDN).

\*\* In addition to cash commissions, the agents received 18 month brokers' warrants to purchase shares equal to 7% of the Units sold at the same exercise price as the warrants contained in the Units sold to the investors.

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

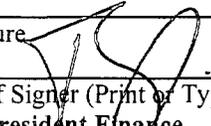
b. Enter the difference between the aggregate offering price given in response to Part C- Question 1 and total expenses furnished in response to Part C- Question 4.a. This difference is the "adjusted gross proceeds to the issuer." **\$ 158,519\***

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 checked="" type="checkbox"/> \$ _____
Purchase of real estate . . . . .	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment. . . . .	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities. . . . .	<input type="checkbox"/> \$ _____	<input checked="" 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 checked="" type="checkbox"/> \$ _____
Working capital. . . . .	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <b>158,519*</b>
Other(specify) . . . . .	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ _____
Column Totals. . . . .	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <b>158,519*</b>
Total Payments Listed (column totals added). . . . .		<input checked="" type="checkbox"/> \$ <b>158,519*</b>

**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 nonaccredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) <b>RNC Gold Inc.</b>	Signature 	Date <b>March 29 2005</b>
Name of Signer (Print or Type) <b>Thomas W. Lough</b>	Title of Signer (Print or Type) <b>Vice President Finance</b>	

**ATTENTION**

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

\* Information relates only to the US portion of the offering. The rest of the offering is exempt pursuant to Regulation S under the Securities Act of 1933. All dollar amounts were converted into U.S. dollars using the noon foreign exchange rate published by the Federal Reserve Bank of New York as of the closing date (\$1.00 U.S. = \$1.2017CDN).

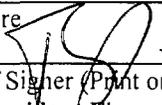
**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?  
Yes \_\_\_ No X

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) <b>RNC Gold Inc.</b>	Signature 	Date <b>March 29, 2005</b>
Name of Signer (Print or Type) <b>Thomas W. Lough</b>	Title of Signer (Print or Type) <b>Vice President Finance</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 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 (Part C-Item 2)				5 Disqualification Under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL		X	Common stock and Warrants (\$7,489,390*)	1	\$124,823*	NA	NA		X
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									

\* All dollar amounts were converted into U.S. dollars using the noon foreign exchange rate published by the Federal Reserve Bank of New York as of the closing date (\$1.00 U.S. = \$1.2017CDN).

**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 (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX		X	Common stock and Warrants (\$7,489,390*)	1	\$49,929*	NA	NA		X
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

\* All dollar amounts were converted into U.S. dollars using the noon foreign exchange rate published by the Federal Reserve Bank of New York as of the closing date (\$1.00 U.S. = \$1.2017CDN).

## Form U-2 Uniform Consent to Service of Process

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned RNC GOLD INC., a corporation organized under the laws of Canada, for purposes 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 the States 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 that State and have been served lawfully with process in that State.

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

Thomas W. Lough

(Name)

c/o RNC Gold Inc., 8 King St. E, Suite 208, Toronto, Ontario M5C 1B5

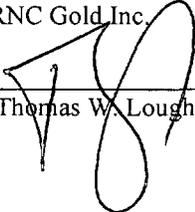
(Address)

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

<input type="checkbox"/> AL	Secretary of State	<input type="checkbox"/> FL	Dept. of Banking and Finance
<input type="checkbox"/> AK	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	<input type="checkbox"/> GA	Commissioner of Securities
<input type="checkbox"/> AZ	The Corporation Commission	<input type="checkbox"/> GUAM	Administrator, Department of Finance
<input type="checkbox"/> AR	The Securities Commissioner	<input type="checkbox"/> HI	Commissioner of Securities
<input type="checkbox"/> CA	Commissioner of Corporations	<input type="checkbox"/> ID	Director, Department of Finance
<input type="checkbox"/> CO	Securities Commissioner	<input type="checkbox"/> IL	Secretary of State
<input type="checkbox"/> CT	Banking Commissioner	<input type="checkbox"/> IN	Secretary of State
<input type="checkbox"/> DE	Securities Commissioner	<input type="checkbox"/> IA	Commissioner of Insurance
<input type="checkbox"/> DC	Dept. of Insurance & Securities Regulation	<input type="checkbox"/> KS	Secretary of State
<input type="checkbox"/> KY	Director, Division of Securities	<input type="checkbox"/> OH	Secretary of State
<input type="checkbox"/> LA	Commissioner of Securities	<input type="checkbox"/> OR	Director, Department of Insurance and Finance
<input type="checkbox"/> ME	Administrator, Securities Division	<input type="checkbox"/> OK	Securities Administrator

<input type="checkbox"/> MD	Commissioner of the Division of Securities	<input type="checkbox"/> PA	Pennsylvania does not require filing of a Consent to Service of Process
<input type="checkbox"/> MA	Secretary of State	<input type="checkbox"/> PR	Commissioner of Financial Institutions
<input type="checkbox"/> MI	Commissioner, Office of Financial and Insurance Services	<input type="checkbox"/> RI	Director of Business Regulation
<input type="checkbox"/> MN	Commissioner of Commerce	<input type="checkbox"/> SC	Securities Commissioner
<input type="checkbox"/> MS	Secretary of State	<input type="checkbox"/> SD	Director of the Division of Securities
<input type="checkbox"/> MO	Securities Commissioner	<input type="checkbox"/> TN	Commissioner of Commerce and Insurance
<input type="checkbox"/> MT	State Auditor and Commissioner of Insurance	<input checked="" type="checkbox"/> TX	Securities Commissioner
<input type="checkbox"/> NE	Director of Banking and Finance	<input type="checkbox"/> UT	Director, Division of Securities
<input type="checkbox"/> NV	Secretary of State	<input type="checkbox"/> VT	Commissioner of Banking, Insurance, Securities & Health Administration
<input type="checkbox"/> NH	Secretary of State	<input type="checkbox"/> VA	Clerk, State Corporation Commission
<input type="checkbox"/> NJ	Chief, Securities Bureau	<input type="checkbox"/> WA	Director of the Department of Licensing
<input type="checkbox"/> NM	Director, Securities Division	<input type="checkbox"/> WV	Commissioner of Securities
<input type="checkbox"/> NY	Secretary of State	<input type="checkbox"/> WI	Department of Financial Institutions, Division of Securities
<input type="checkbox"/> NC	Secretary of State	<input type="checkbox"/> WY	Secretary of State
<input type="checkbox"/> ND	Securities Commissioner		

Dated this 29<sup>th</sup> day of March, 2005  
 (SEAL)

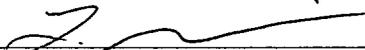
RNC Gold Inc.  
 By   
 Thomas W. Lough, Vice President

**CORPORATE ACKNOWLEDGMENT**

Province  
State of Ontario )  
County of Canada ) ss.  
Dominion

On this 29th day of March, 2005, before me Lon M. Kirsh the undersigned officer, personally appeared Thomas W. Lough known personally to me to be the Vice President of the above named corporation and acknowledged that he, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

  
\_\_\_\_\_  
Notary Public/Commissioner of Oath

My Commission Expires no expiry

(SEAL)