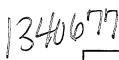
FORM D



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

OMB APPROVAL

OMB Number: 3235-0076

Expires: April 30, 2008

Estimated average burden
hours per response 16.00



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								
DA	TE RECEIV	VED								
1	1									

Name of Offering (☐ check if this is an amendment and na	ame has changed, and indica	ite change.)		
Silvercorp Metals Inc./Offering of Common Stock and V	Varrants			
Filing Under (Check box(es) that apply): ☐ Rule 504	☐ Rule 505		☐ Section 4(6)	□ ULOE _
Type of Filing: ☑ New Filing ☐ Amendme	nt			
	A. BASIC IDENTIFICA	TION DATA		
Enter the information requested about the issuer				No the Authorisand Contraction of the Contraction o
Name of Issuer (check if this is an amendment an	d name has changed, and in	dicate change.)		
Silvercorp Metals Inc.			/ :	201 0 3 2005 >>
Address of Executive Offices	(Number and Street, Cit	y, State, Zip Code)	Telephone Number (Incl	uding Area Code)
609 Granville St., Suite 1588, Vancouver, British Colu			604-669-9397	
Address of Principal Business Operations	(Number and Street, Cit	y, State, Zip Code)	Telephone Number (Incl	uding Area Code
(if different from Executive Offices) Brief Description of Business				1.01.00/3
Biter Description of Business				
Acquisition and exploration of mineral properties.				
• • •				
Type of Business Organization	erandin almandar formand	Other (pleas	a amanifu)	- a arancem
•	rtnership, already formed	☐ Other (pleas	e specify)	
□ business trust □ limited par	rtnership, to be formed			
	Month Year			nrt 05 2005
Actual or Estimated Data of Incompension on Organization				961 66 ===
Actual or Estimated Date of Incorporation or Organization:	1 0 9 1	[▽]	☐ Estimated	THOMSON
Jurisdiction of Incorporation or Organization (Enter two-let	tow LLC Doctol Commission of hom		Estimated	FINANCIAL
, ,	Canada; FN for other foreig		CN	
0.114	ounday, xx voi outer toreig	,, j,	لنشا	
GENERAL INSTRUCTIONS				
Federal: Who Must File: All issuers making an offering of securities in reliance on an ex	emotion under Regulation D or Section	on 4(6), 17 CFR 230,501 et	sea, or 15 U.S.C. 77d(6).	
				to company of the first of the
When To File: A notice must be filed no later than 15 days after the first sale of the SEC at the address given below or, if received at that address after the date of				
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.V.	Washington D.C. 20549			
where to the: 0.5. Securities and Exchange Commission, 450 thm Street, N. v	v., washington, D.C. 20049.			
Copies Required: Five (5) copies of this notice must be filed with the SEC, one	of which must be manually signed. A	ny copies not manually sign	ed must be photocopies of the manu	ually signed copy or bear typed or printed signatures.
Information Required: A new filing must contain all information requested. Ar	nendments need only report the name	of the issuer and offering	any changes thereto, the information	n requested in Part C, and any material changes from
the information previously supplied in Parts A and B. Part E and the Appendix:		of the issuer and offering,	mry changes thereto, the information	requesco in race, and any material changes non-
Filing Fee: There is no federal filing fee.				
State:				
This notice shall be used to indicate reliance on the Uniform Limited Offering separate notice with the Securities Administrator in each state where sales are				
accompany this form. This notice shall be filed in the appropriate states in accordance in the appropriate states in the a				
	ATTE:	NTION		
Failure to file notice in the enguerates states w			ntion Conversals:	

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

SEC 1972 (5-05)

filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 8



A.																

- 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)				
Simpon & Doul					
Simpson, S. Paul Business or Residence Address	s (Number and Str	et, City, State, Zip Code)			
		-			
609 Granville St., Suite 1588					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Feng, Rui					
Business or Residence Address	s (Number and Str	eet, City, State, Zip Code)			
609 Granville St., Suite 1588	Vancouver R.C.	Canada V7V 1G5			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	■ Executive Officer	☑ Director	☐ General and/or
Full Name (Last name first, if	individual)				Managing Partner
Con Malan Barrera					
Gao, Myles Jianguo Business or Residence Addres	s (Number and Str	eet, City, State, Zip Code)			
609 Granville St., Suite 1588			[] [EI D:	D.C. and J. and V. and
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)	-			
Armstrong, Michael					
Business or Residence Addres	s (Number and Str	et, City, State, Zip Code)			
COO Commercial Channel Courts 1	579 Vanasuum D	C. Canada VIV 1CE			
609 Granville Street, Suite 1 Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or
					Managing Partner
Full Name (Last name first, if	individual)				
Hall, Greg					
Business or Residence Address	ss (Number and Str	eet, City, State, Zip Code)			
609 Granville St., Suite 1588	. Vancouver. B.C	Canada V7Y 1G5			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
Tall Name (I and an a Comparison	:				Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	ss (Number and Str	eet City State Zin Code)			
Dublicos of Residence / Idales	(i vanosi and sa	oot, only, oute, sup code)			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
	· idididi				Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Address	ss (Number and Str	eet, City, State, Zip Code)			
		• • •			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
Full Name (Last name first, if	individual				Managing Partner
i un maine (Last lidine lifst, li	maividual)				
Business or Residence Addres	ss (Number and Str	eet City State Zin Code)			
Dublios of Residence Address	o (reamou and ou	con, only, omic, hip cour)			

r		1186 M		В.	INFORMA	TION ABOU	UT OFFERI	NG 💮 🕌	\$	3 Q		
1 77 .		, .									Yes	No
1. Has the	issuer sold,	or does the						_				×
2 W/hat ia		!			ppendix, Co		_					
2. What is the minimum investment that will be accepted from any individual?											. ⊅ <u>no</u> Yes	minimum No
Does th	ne offering p	ermit joint o	wnership o	f a single un	it?							
			for each per									
or simil	lar remunera	ation for sol	icitation of programmers of a least of a lea	purchasers i	n connectio	n with sales	of securitie	s in the offe	ering. If a p	erson to be		
of the b	roker or dea	aler. If mor	e than five ((5) persons								
set forth	h the inform	ation for tha	at broker or	dealer only.								
Full Name (L	ast name firs	t, if individua	ıl)		~~~							
						NUA						
Business or F	Residence Ad	dress (Numbe	er and Street,	City, State, Z	ip Code)	N/A						
		`	,	, ,								
Name of Ass	ociated Broke	er or Dealer										
States in Wh	ich Person Lis	sted Has Solid	cited or Intend	ls to Solicit F	urchasers							
	ll States" or cl											All States
[AL]	[AK]	[A Z]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
					·							
Full Name (L	ast name firs	t, if individua	11)									
Business or F	Residence Ad	dress (Numbe	er and Street,	City State 7	in Code)							
Dashies (11			a una sacot,	on,, omio, 2	.p Codb)							
Name of Ass	ociated Broke	er or Dealer						100				
			cited or Intendal States)		turchasers							
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
											(
Full Name (L	ast name firs	t, if individua	ıl)									
Business or F	Residence Ad	dress (Numbe	er and Street,	City, State, Z	ip Code)							
		`	,	• /	1							
Name of Ass	ociated Broke	er or Dealer										
			cited or Intend									FI All Co.
•			al States)				IDEI	[DC]	ren 1	[CA]	(LIT	All States
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [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.)

1.	Enter the aggregate offering price of securities included in this offering and the total amount alread sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this bo and indicate in the columns below the amounts of the securities offered for exchange and alread exchanged.	x				
	Type of Security		aggregate ering Price		Amo	unt Already Sold
	Debt	\$		\$_		
	Equity	\$	6,400,000*	\$_		6,400,000*
	☑ Common(1) ☐ Preferred					
	Convertible Securities (including Warrants)	\$		\$_		
	Partnership Interests	\$		\$_		
	Other (Specify)	\$		\$_		
	Total	\$	6,400,000*	\$.		6,400,000*
	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 thi offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicat 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."	e	Numbe Investo		Dol	Aggregate llar Amount Purchases
	Accredited Investors					,400,000*
	Non-accredited Investors			_	\$	7.7.1
	Total (for filings under Rule 504 only)			_	\$	N/A
3.	Answer also in Appendix, Column 4, if filing under ULOE. 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		Do	ollar Amount
	Type of offering		Security		<i>D</i> (Sold
	Rule 505		N/A	_	\$	N/A
	Regulation A		N/A	_	\$	N/A
	Rule 504		N/A	_	\$	N/A
	Total		N/A	_	\$	N/A
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securitie 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	e ot			\$_	
	Printing and Engraving Costs				\$_	
	Legal Fees (including filing fees)			X	\$_	35,000*
	Accounting Fees				\$_	
	Engineering Fees				\$_	
	Sales Commissions (specify finders' fees separately)				\$_	
	Other Expenses (identify)				\$	
	Total			X	\$	35,000*

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

(1) Each investor shall receive a warrant to purchase one share of the issuer's common stock, at \$4.60 per share, for each two shares of common stock purchased in the offering.
 *Cdn\$

	the "adjusted gross proceeds to the issuer."					\$	6,365,000*
5.	Indicate below the amount of the adjusted gross used for each of the purposes shown. If the ame estimate and check the box to the left of the estimate adjusted gross proceeds to the issuer set forth it	ount for any purpose is not know the interest and the payments lis	wn, furn	nish an t equal			
				Payments t Officers, Directors & Affiliates	ž.		Payments to Others
	Salaries and Fees		. 🗆	\$	□	\$_	
	Purchase of real estate		. 🗆	\$	□	\$_	
	Purchase, rental or leasing and installation of machin	nery and equipment	. 🗆	\$	□	\$_	
	Construction or lease of plant buildings and facilitie	s		\$	□	\$_	
	Acquisition of other businesses (including the value offering that may be used in exchange for the assets issuer pursuant to a merger)	or securities of another	. 🗆	\$ \$ \$	D	\$_ \$_ \$_	6,365,000*
	Other (specify)		-				
				\$	□	\$_	
	Column Totals		. 🗆	\$		\$_	6,365,000*
	Total Payments Listed (column totals added)				\$ <u>6,365,0</u>	00*	
natur	ner has duly caused this notice to be signed by the reconstitutes an undertaking by the issuer to furnishtion furnished by the issuer to any non-accredited investions.	undersigned duly authorized per to the U.S. Securities and Exc	hange (this notice is fi			
CHAR	(Print or Type)	Signature				1 1	Date
	corp Metals Inc.	Signature	^			'	Sy. V. 21
	of Signer (Print or Type)	Title of Signer (Print or	Type)				0-11.00 M
	d Simpson	Secretary	<i>y</i> .				

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

*Cdn\$

ATTENTION_

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