

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

FORM D

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

OMB APPROVAL OMB Number: Expires: Estimated average burden hours per form



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

Cornerstone Capital Resources Inc. Private Placement

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.)

Cornerstone Capital Resources Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 109 Clyde Avenue, Mount Pearl, Newfoundland and Labrador (709) 745-8377 A1N 4R9

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 Junior Natural Resource - Mining

Type of Business Organization (X) corporation ( ) limited partnership, already formed ( ) LLC, already formed ( ) other (please specify): ( ) business trust ( ) limited partnership, to be formed ( ) LLC, to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year (0 7) (9 9) (X) Actual ( ) Estimated

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

PROCESSED JUN 22 2006 THOMSON FINANCIAL

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. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. 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. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. 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. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

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.

**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 Partner  
Managing Partner

Full Name (Last name first, if individual)

**Fleming, John M.**

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

**109 Clyde Avenue, Mount Pearl, Newfoundland and Labrador, A1N 4R9**

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

Full Name (Last name first, if individual)

**McKay, Glen H.**

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

**109 Clyde Avenue, Mount Pearl, Newfoundland and Labrador, A1N 4R9**

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

Full Name (Last name first, if individual)

**Clarke, W. John**

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

**109 Clyde Avenue, Mount Pearl, Newfoundland and Labrador, A1N 4R9**

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

Full Name (Last name first, if individual)

**Basha, Mike**

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

**109 Clyde Avenue, Mount Pearl, Newfoundland and Labrador, A1N 4R9**

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

Full Name (Last name first, if individual)

**Loveys, David**

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

**109 Clyde Avenue, Mount Pearl, Newfoundland and Labrador, A1N 4R9**

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

Full Name (Last name first, if individual)

**Worth, Donald J.**

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

**109 Clyde Avenue, Mount Pearl, Newfoundland and Labrador, A1N 4R9**

(Continued on next page)

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

Full Name (Last name first, if individual)

**Crosbie, John C.**

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

**109 Clyde Avenue, Mount Pearl, Newfoundland and Labrador, A1N 4R9**

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

Full Name (Last name first, if individual)

**McKenzie, Colin**

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

**109 Clyde Avenue, Mount Pearl, Newfoundland and Labrador, A1N 4R9**

(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  
Yes  No
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)

**Global Resource Investments Ltd. CRD # 35878**

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

**7770 El Camino Real, Carlsbad, California, 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

- |                             |                             |                             |                             |  |  |                             |                             |                             |  |                             |                             |  |
|-----------------------------|-----------------------------|-----------------------------|-----------------------------|--|--|-----------------------------|-----------------------------|-----------------------------|--|-----------------------------|-----------------------------|--|
| <input type="checkbox"/> AL | <input type="checkbox"/> AK | <input type="checkbox"/> AZ | <input type="checkbox"/> AR | <input type="checkbox"/> CA            | <input checked="" type="checkbox"/> CO | <input type="checkbox"/> CT | <input type="checkbox"/> DE | <input type="checkbox"/> DC | <input checked="" 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 checked="" 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 checked="" type="checkbox"/> PA |
| <input type="checkbox"/> RI | <input type="checkbox"/> SC | <input type="checkbox"/> SD | <input type="checkbox"/> TN | <input checked="" 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)

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

- |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |
|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| <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)

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

- |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |
|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| <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 |

(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 .....	\$ _____	\$ _____
	<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
Other (Specify)..... <b>Units – See Exhibit A on back of this Form D.</b> .....	\$ <b>2,215,880</b>	\$ <b>2,215,880</b>
<b>Total</b> .....	<b>\$ 2,215,880</b>	<b>\$ 2,215,880</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."

	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	\$ <b>11</b>	\$ <b>616,366</b>
Non-accredited Investors .....	\$ <b>0</b>	\$ <b>0</b>
<b>Total (for filings under Rule 504 only)</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.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ _____
Regulation A .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
<b>Total</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 checked="" type="checkbox"/>	\$ <b>2,000</b>
Legal Fees .....	<input checked="" type="checkbox"/>	\$ <b>20,000</b>
Accounting Fees .....	<input type="checkbox"/>	\$ _____
Broker's Warrants paid to Canadian dealers who assisted in the placement.....	<input checked="" type="checkbox"/>	\$ <b>234,806</b>
Finders fees paid to Canadian finders.....	<input checked="" type="checkbox"/>	\$ <b>119,340</b>
Sales Commissions .....	<input type="checkbox"/>	\$ _____
Other Expenses (identify) - Finders fees paid to U.S. finder Global Resource Investments Ltd.	<input checked="" type="checkbox"/>	\$ <b>187,845</b>
<b>Total</b> .....	<input checked="" type="checkbox"/>	<b>\$ 563,991</b>

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

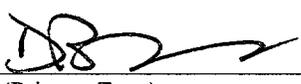
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..... \$ 1,651,889

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 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 checked="" type="checkbox"/> \$ <u>100,000</u>
Other (specify) <u>Advance existing properties and to generate and acquire new exploration properties.</u> .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>1,551,889</u>
Column Totals .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>1,651,889</u>
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> \$ <u>1,651,889</u>	

**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) <b>Cornerstone Capital Resources Inc.</b>	Signature 	Date <b>June 6, 2006</b>
Name of Signer (Print or Type) <b>David Loveys</b>	Title of Signer (Print or Type) <b>Chief Financial Officer</b>	

**ATTENTION**

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

# **CORNERSTONE CAPITAL RESOURCES INC. (THE "ISSUER")**

## **Exhibit A to Form D**

The Issuer has sold 4,000,000 of its Units at a price of \$0.59 USD (\$0.65 CDN) per Share for total proceeds of \$2,215,850 USD (\$2,600,000 CDN). These Units were offered, sold and delivered outside the United States by the Issuer and the Agent in accordance with Rule 903(b)(1) of Regulation S ("Regulation S") and insider the United States in accordance with Rule 506 of Regulation D, all under the U.S. Securities Act of 1933, as amended.

Each Unit consists of one common share and one non-transferable share purchase warrant ("Warrant"). Each Warrant entitles the holder to purchase one additional common share at a price of \$0.80 CDN per share in year one following the closing and \$1.10 CDN per share in year two following the closing.

### **Item C.1 of this Form D**

The total aggregate offering amount disclosed is the sum total of the aggregate offering amounts of the Units offered and sold outside the United States in accordance with Rule 903(b)(1) of Regulation S and within the United States in accordance with Rule 506 of Regulation D.

### **Item C.2 of this Form D**

Of the total Units offered and sold in this Offering, 1,050,000 Units were offered and sold in the United States for proceeds of \$616,366 USD (\$682,500 CDN). These offers and sales of Units were made in accordance with Rule 506 of Regulation D: (1) pursuant to a Finder's Agreement between the Issuer and Global Resource Investments Ltd., which is a securities dealer, duly licensed under both U.S. federal and all applicable state securities laws, to "Accredited Investors," as defined in Rule 501(a) of Regulation D, residing in the following states: Colorado, Florida, New Jersey, Pennsylvania and Texas, and (2) directly by certain officers and directors of the Issuer to natural persons residing in California, Connecticut, Delaware, Massachusetts, Maryland and Virginia.

No sales commissions or other selling-related remuneration were paid or given directly or indirectly to any officer or director of the Issuer for the offers and sales of Units made to the above-mentioned Accredited Investors residing in California, Connecticut, Delaware, Massachusetts, Maryland and Virginia.

\*\*\*All dollar amounts on this Form D were converted to U.S. dollars from Canadian dollars using the Bank of Canada noon rate of US/CDN \$0.9031 as of May 25, 2006, the closing date of this offering.\*\*\*