

OMB APPROVAL	
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Expires:	May 31, 2005
Estimated average burden	

FORM D

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

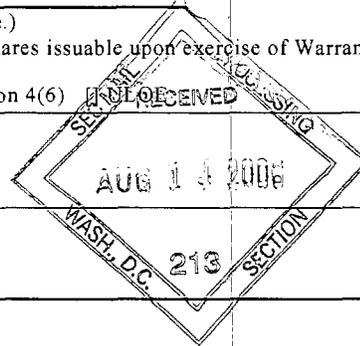


1372860

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
Units consisting of one Common Share and one Common Share Purchase Warrant; Common Shares issuable upon exercise of Warrants.

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)

Type of Filing: New Filing Amendment



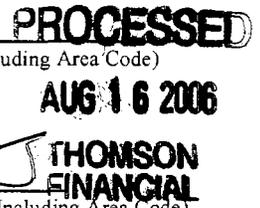
A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)
LEXAM EXPLORATIONS INC.

Address of Executive Offices (Number and Street, City, State, Zip Code)
99 George Street, 3rd Floor, Toronto, Ontario, Canada M5A 2N4

Telephone Number (Including Area Code)
647-253-0395



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: Oil and gas exploration

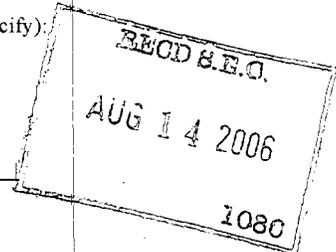
Type of Business Organization
 X corporation
 business trust
 limited partnership, already formed
 limited partnership, to be formed

other (please specify):

Actual or Estimated Date of Incorporation or Organization: 11 | 11 | 9 | 3 | 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)

C IN



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 (SE C) on the earlier of the date it is received by the SE C 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 SE C, 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: 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 to 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.

SEC 1972 (6-02) 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.

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)
Robert R. McEwen

Business or Residence Address (Number and Street, City, State, Zip Code)
3rd Floor – 99 George Street, Toronto, Ontario Canada M5A 2N4

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

Full Name (Last name first, if individual)
Ian J. Ball

Business or Residence Address (Number and Street, City, State, Zip Code)
3rd Floor – 99 George Street, Toronto, Ontario Canada M5A 2N4

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

Full Name (Last name first, if individual)
Stefan Spears

Business or Residence Address (Number and Street, City, State, Zip Code)
3rd Floor – 99 George Street, Toronto, Ontario Canada M5A 2N4

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

Full Name (Last name first, if individual)
Perry Ing

Business or Residence Address (Number and Street, City, State, Zip Code)
3rd Floor – 99 George Street, Toronto, Ontario Canada M5A 2N4

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

Full Name (Last name first, if individual)
Richard W. Brissenden

Business or Residence Address (Number and Street, City, State, Zip Code)
Suite 640, 6 Adelaide St. East Toronto, Ontario. M5C 1H6

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

Full Name (Last name first, if individual)
Gilles Fillion

Business or Residence Address (Number and Street, City, State, Zip Code)
3rd Floor – 99 George Street, Toronto, Ontario Canada M5A 2N4

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

Full Name (Last name first, if individual)
James Donaldson

Business or Residence Address (Number and Street, City, State, Zip Code)
P. O. Box 150158, Lakewood, Colorado. 80215 U.S.

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

Full Name (Last name first, if individual)
Dr. Hugh C. Squair

Business or Residence Address (Number and Street, City, State, Zip Code)
124 - 1770 128 Street, Surrey, British Columbia. V4A 8V2

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

Full Name (Last name first, if individual)
Robert E. Van Tassell

Business or Residence Address (Number and Street, City, State, Zip Code)
421 Riverside Drive NW High River, Alberta. T1V 1T5

B. INFORMATION ABOUT OFFERING

Yes No

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? \$ 4500
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]

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

Name of Associated Broker or Dealer

(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 already sold. Enter "0" if the 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.....	—	—
Units comprising one common share and one half of one warrant. (Common Shares issuable upon exercise of Warrants)	\$ 146,349	\$ 146,349
Partnership Interests.....	\$ 102,444	\$ 0
Other (Specify _____).....	\$ _____	\$ _____
Total.....	\$ 248,793	\$ 146,349

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.....	4	\$ 146,349
Non-accredited Investors.....	0	\$
Total (for filing under 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 Offering	Type of Security	Dollar Amount Sold
Rule 505.....	=	\$ -
Regulation A.....	=	\$ -
Rule 504.....	<u>Common Shares and</u> <u>Common Share Warrants</u>	\$ -
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 insurer. 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 Fee	<input checked="" type="checkbox"/>	\$ 600
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$ 250
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 500
Accounting Fees.....	<input type="checkbox"/>	\$ 0
Engineering Fees.....	<input type="checkbox"/>	\$ 0 _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ 0
Other Expenses (identify).....	<input type="checkbox"/>	\$ 0
Total	<input checked="" type="checkbox"/>	\$ 1350

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."

\$ 247,443

Indicate below the amount of the adjusted gross proceed 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	X \$ 7,423 _____	<input type="checkbox"/> \$ _____
Working capital	X \$ 240,020 _____	X \$ 240,020
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	X \$ 7,323 _____	X \$ 240,020
Total Payments Listed (column totals added)		\$ 247,443 —

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) Lexam Explorations Inc.	Signature 	Date Aug 10 th 06
Name of Signer (Print or Type) Ian J. Ball	Title of Signer (Print or Type) Vice President & Secretary	

Note: 1) All dollar amounts are shown as \$US dollars based on current exchange rate of Canadian to US dollars.
2) The expenses listed in Part C, Question 4© and the adjusted gross proceeds listed in Part C, Question 5 reflects pro-rated allocation based on the percentage of the offering sold in the US.

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

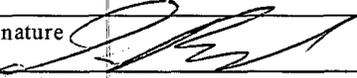
E. STATE SIGNATURE

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

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) Lexam Explorations Inc.	Signature 	Date Aug 10th 06
Name of Signer (Print or Type) Ian J. Ball	Title of Signer (Print or Type) Vice President & Secretary	

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	2		3	4				5	
	Intend to sell to non-accredited investors in State(Part B—Item 1)		Type of Security and aggregate offering price offered in state(Part C- Item 1)	Type of investor and amount purchased in State (Part C – Item 2)				Disqualification Under State ULOE (if yes, attach explanation of waiver granted) (Part E – Item 1)	
State	Yes	No	Units; Common Shares Issuable upon exercise of Warrants	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		X							
AK		X							
AZ		X							
AR		X							
CA		X							
CT		X							
DE		X							
DC		X							
FL		X							
GA		X							
HI		X							
ID		X							
IL		X							
IN		X							
IA		X							
KS		X							
KY		X							
LA		X							
ME		X							

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State(Part B—Item 1)		Type of Security and aggregate offering price offered in state(Part C-Item 1)	Type of investor and amount purchased in State (Part C – Item 2)				Disqualification Under State ULOE (if yes, attach explanation of waiver granted) (Part E – Item 1)	
State	Yes	No	Units; Common Shares Issuable upon exercise of Warrants	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MD		X							
MA		X							
MI		X							
MN		X							
MS		X							
MO		X							
MT		X							
NE		X							
NV		X							
NH		X							
NJ		X							
NM		X							
NY		X	\$ 0.50 per unit, Warrants exercisable at \$ 0.70	1	\$ 50,000	0	\$ 0		
NC		X	\$ 0.50 per unit, Warrants exercisable at \$ 0.70	1	\$ 60,000	0	\$ 0		
ND		X							
OH		X							
OK		X							
OR		X							
PA		X							

APPENDIX

APPENDIX									
1	2		3	4				5	
	Intend to sell to non-accredited investors in State(Part B—Item 1)		Type of Security and aggregate offering price offered in state(Part C-Item 1)	Type of investor and amount purchased in State (Part C – Item 2)				Disqualification Under State ULOE (if yes, attach explanation of waiver granted) (Part E – Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
RI		X							
SC		X							
SD		X	\$ 0.50 per unit, Warrants exercisable at \$ 0.70	1	\$ 16,000				
TN		X							
TX		X	\$ 0.50 per unit, Warrants exercisable at \$ 0.70	1	\$ 35,000				
UT		X							
VT		X							
VA		X							
WA		X							
WV		X							
WI		X							
WY		X							
PR		X							