



06062322

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 DATE RECEIVED

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

Private Placement of Units of Common Shares and Common Share Purchase Warrants (10/06)

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

Type of Filing New Filing Amendment

PROCESSED

NOV 21 2006

THOMSON FINANCIAL

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.)

Monster Copper Corporation

Address of Executive Offices (Number and Street, City, State, Zip Code)

11 Rocksprings Avenue, Richmond Hill, Ontario, L4S 1R2 CANADA

Telephone Number (Including Area Code)

(905) 780 - 8783

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

Mineral Exploration

Type of Business Organization

corporation limited partnership, already formed LLC, already formed other (please specify) business trust limited partnership, to be formed LLC, to be formed

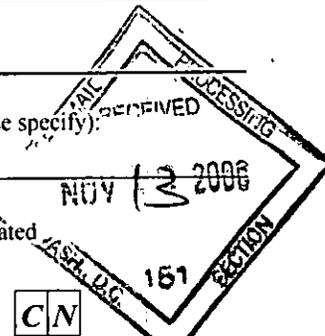
Actual or Estimated Date of Incorporation or Organization:

Month Year 05 00

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)

CN



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)

Downes, Michael J.

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

11 Rocksprings Avenue, Richmond Hill, Ontario L4S 1R2 CANADA

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

Full Name (Last name first, if individual)

Setterfield, Thomas N.

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

11 Rocksprings Avenue, Richmond Hill, Ontario L4S 1R2 CANADA

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

Full Name (Last name first, if individual)

Anderson, John F.

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

11 Rocksprings Avenue, Richmond Hill, Ontario L4S 1R2 CANADA

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

Full Name (Last name first, if individual)

Butterworth, Brian P.

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

11 Rocksprings Avenue, Richmond Hill, Ontario L4S 1R2 CANADA

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

Full Name (Last name first, if individual)

Legge, Rupert A.

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

1000 - 840 Howe Street, Vancouver, British Columbia V6Z 2M1 CANADA

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

Full Name (Last name first, if individual)

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

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)

Pacific International Securities (U.S.) Inc.

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

1900 - 666 Burrard Street, Vancouver, British Columbia, V6C 3N1 CANADA

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

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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

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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

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(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

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.".....

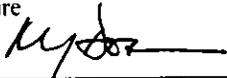
\$ 1,195,443

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"/> \$ _____
Conducting general business of the Company.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>267,443</u>
Other (specify) <u>Exploration on its mineral properties</u>	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>928,000</u>
_____	_____	_____
_____	_____	_____
Column Totals	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>1,195,443</u>
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$ <u>1,195,443</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) Monster Copper Corporation	Signature 	Date November <u>9</u> , 2006
Name of Signer (Print or Type) Michael J. Downes	Title of Signer (Print or Type) President, C.E.O. and Director	

ATTENTION

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

MONSTER COPPER CORPORATION
(the "Issuer")

Exhibit "A" to Form D

This offering (the "Offering") was made by way of private placement pursuant to the terms of an Agency Agreement by and between the Issuer and Pacific International Securities Inc. (the "Agent") dated as of October 31, 2006. The offering closed on November 1, 2006.

"Item C.1" of Form D

The gross aggregate offering amount of \$1,325,700 (USD)* [\$1,500,000 (CDN)] stated under Item C.1 of this Form D, was made to certain Accredited Investors residing in the United States in accordance with Rule 506 of Regulation D and to certain investors residing outside of the United States in accordance with Rule 903 of Regulation S, consists of the issuance of 5,000,000 units (the "Units") by the above-referenced issuer at a price of \$0.30 (CDN) per unit for gross proceeds of \$1,500,000 (CDN).

* The gross aggregate offering amount of \$1,325,700 (USD) in Item C.1 of Form D was derived by multiplying the 5,000,000 units issued by the closing price of \$0.30 (CDN) per unit and converting that amount to U.S. dollars using the Bank of Canada noon rate of USD/CDN \$0.8838 as of the closing date of November 1, 2006.

"Item C.2" of Form D

Of the 5,000,000 Units issued in this Offering, 2,300,000 were issued for proceeds of \$609,822 (USD) [\$690,000 (CDN)], to a limited partnership residing in California and a corporation residing in Illinois, such entities being "Accredited Investors," as defined in Rule 501(a) of Regulation D, in accordance with Rule 506 thereof.

"Item C.4.a" of Form D

The sales commission amount of \$106,000 (US) represents a commission of 8% of the gross aggregate amount paid, partly in cash and partly by the issuance of 229,500 Units, to the Agent and its U.S. affiliate, Pacific International Securities (U.S.) Inc., who offered and sold 2,300,000 of the Units on the Issuer's behalf to the above-mentioned U.S. Accredited Investors. The Agent also received 500,000 agent warrants, with each agent's warrant being exercisable for one additional common share of the Issuer.