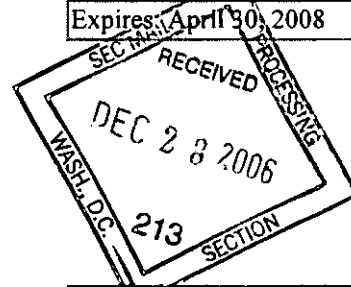




1073238

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

| |
|-------------------------|
| OMB APPROVAL |
| OMB Number: 3235-0076 |
| Expires: April 30, 2008 |



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.)

PACIFIC NORTH WEST CAPITAL CORP. (common shares)

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

PROCESSED

A. BASIC IDENTIFICATION DATA

JAN 11 2007

1. Enter the information requested about the issuer

THOMSON
FINANCIAL

Name of Issuer

PACIFIC NORTH WEST CAPITAL CORP.

([] check if this is an amendment and name has changed, and indicate change.)

Address of Executive Offices

2303 West 41st Avenue
Vancouver, British Columbia V6M 2A3
Telephone: (604) 685-1870

Address of Principal Business Operations
As above

Brief Description of Business

Platinum group metal (PGM) exploration in North America.

Type of Business Organization

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

Month Year

Actual or Estimated Date of Incorporation or Organization: [05] [9] 6 [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] [N]

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 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.

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)
Barr, Harry

Business or Residence Address (Number and Street, City, State, Zip Code)
C/o Pacific North West Capital Corp.
2303 West 41st Avenue
Vancouver, BC V6M 2A3

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

Full Name (Last name first, if individual)
Steblin, Gordon

Business or Residence Address (Number and Street, City, State, Zip Code)
C/o Pacific North West Capital Corp.
2303 West 41st Avenue
Vancouver, BC V6M 2A3

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

Full Name (Last name first, if individual)
Walcott, Alex

Business or Residence Address (Number and Street, City, State, Zip Code)
C/o Pacific North West Capital Corp.
2303 West 41st Avenue
Vancouver, BC V6M 2A3

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

Full Name (Last name first, if individual)
Barlin, Bernard

Business or Residence Address (Number and Street, City, State, Zip Code)
C/o Pacific North West Capital Corp.
2303 West 41st Avenue
Vancouver, BC V6M 2A3

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

Full Name (Last name first, if individual)
Downing, Taryn

Business or Residence Address (Number and Street, City, State, Zip Code)
C/o Pacific North West Capital Corp.
2303 West 41st Avenue
Vancouver, BC V6M 2A3

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

Full Name (Last name first, if individual)
Oakley, Steve

Business or Residence Address (Number and Street, City, State, Zip Code)
C/o Pacific North West Capital Corp.
2303 West 41st Avenue
Vancouver, BC V6M 2A3

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

Full Name (Last name first, if individual)
Dasler, Peter

Business or Residence Address (Number and Street, City, State, Zip Code)
C/o Pacific North West Capital Corp.
2303 West 41st Avenue
Vancouver, BC V6M 2A3

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

Full Name (Last name first, if individual)
Londry, John

Business or Residence Address (Number and Street, City, State, Zip Code)
C/o Pacific North West Capital Corp.
2303 West 41st Avenue
Vancouver, BC V6M 2A3

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

(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
[] [x]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$10,000

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 as 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] X
 [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.)

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 | \$0 | \$0 |
| Equity | \$0 | \$0 |
| <input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred | | |
| Convertible Securities (including warrants) | \$0 | \$0 |
| Partnership Interests | \$0 | \$0 |
| Other (Specify: Common shares) | \$ | \$ |
| Total | \$97,000US | \$97,000US |

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 | 1 | \$97,000US |
| Non-accredited Investors | 0 | \$ 0 |
| Total (for filings under Rule 504 only) | 0 | \$ 0 |

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, 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 | 0 | \$0 |
| <u>Regulation A</u> | 0 | \$0 |
| Rule 504 | 0 | \$0 |
| Total | 0 | \$0 |

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"/> | \$200 US |
| Printing and Engraving Costs | <input type="checkbox"/> | \$ _____ |
| Legal Fees | <input checked="" type="checkbox"/> | \$500 US |
| Accounting Fees | <input type="checkbox"/> | \$ _____ |
| Engineering Fees | <input type="checkbox"/> | \$ _____ |
| Sales Commissions (specify finders' fees separately) | <input type="checkbox"/> | \$ _____ |
| Other Expenses (identify) _____ | <input type="checkbox"/> | \$ _____ |
| Total | <input checked="" type="checkbox"/> | \$700 US |

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." **\$ 96,300US**


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"/> \$0 | <input type="checkbox"/> \$0 |
| Purchase of real estate | <input type="checkbox"/> \$0 | <input type="checkbox"/> \$0 |
| Purchase, rental or leasing and installation of machinery and equipment | <input type="checkbox"/> \$0 | <input type="checkbox"/> \$0 |
| Construction or leasing of plant buildings and facilities..... | <input type="checkbox"/> \$0 | <input type="checkbox"/> \$0 |
| Acquisition of other businesses (including the value of securities involved in this offering that may be used in | <input type="checkbox"/> \$0 | <input type="checkbox"/> \$0 |

| | | |
|---|------------------------------|---|
| exchange for the assets or securities of another issuer pursuant to a merger) | | |
| Repayment of indebtedness | <input type="checkbox"/> \$0 | <input type="checkbox"/> \$0 |
| Working capital | <input type="checkbox"/> \$0 | <input checked="" type="checkbox"/> \$96,300US |
| Other (specify): _____ | <input type="checkbox"/> \$0 | <input type="checkbox"/> \$0 |
| _____ | <input type="checkbox"/> \$0 | <input type="checkbox"/> \$0 |
| _____ | | |
| Column Totals | <input type="checkbox"/> \$0 | <input type="checkbox"/> \$0 |
| Total Payments Listed (column totals added) | | <input checked="" type="checkbox"/> \$96,300 US |

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) PACIFIC NORTH WEST CAPITAL CORP. | Signature  | Date Dec 27/06 |
| Name of Signer (Print or Type) Gordon Steblin | Title of Signer (Print or Type) Chief Financial Officer | |

| |
|---|
| ATTENTION |
| 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 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? [] Y [X] N
 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.

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) PACIFIC NORTH WEST CAPITAL CORP. | Signature  | Date Dec 27/06 |
| Name of Signer (Print or Type) Gordon Steblin | Title (Print or Type) Chief Financial Officer | |

| | | | | | | | | | |
|----|--|---|------------|--|---|-------------|---|---|---|
| ME | | | | | | | | | |
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| MA | | | | | | | | | |
| MI | | | | | | | | | |
| MN | | | | | | | | | |
| MS | | | | | | | | | |
| MO | | 1 | \$96,300US | | 1 | \$96,300 US | 0 | 0 | X |
| MT | | | | | | | | | |
| NE | | | | | | | | | |
| NV | | | | | | | | | |
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| WI | | | | | | | | | |
| WY | | | | | | | | | |
| PR | | | | | | | | | |

Taryn Downing

From: Kathleen Macinnes [KMacinnes@devlinjensen.com]
Sent: Friday, December 22, 2006 1:51 PM
To: taryn@canalaska.com
Cc: Hourak Rahmani
Subject: FW: EL NINO VENTURES INC

TARYN – see revised Reconciliation letter. You need a cheque for \$78,587.86 payable to Canaccord Capital Corporation

From: Chin, Glenda [mailto:Glenda.Chin@CanaccordAdams.com]
Sent: December 22, 2006 11:35 AM
To: Kathleen Macinnes; taryn@canalaska.com
Cc: ddee@millerthomson.ca; Burrows, Genevieve; Sclater, Linda; Sternfeldt, Lisa
Subject: RE: EL NINO VENTURES INC

Kathleen,

Attached is a copy of the final reconciliation letter. Please note that the letter has been revised to reflect the closing of 1,558,815 FT Units for gross proceeds of \$857,348.25.

On closing please provide us with a cheque in the amount of \$78,587.86

Regards,

Glenda

From: Kathleen Macinnes [mailto:KMacinnes@devlinjensen.com]
Sent: Friday, December 22, 2006 10:35 AM
To: Chin, Glenda; taryn@canalaska.com
Cc: ddee@millerthomson.ca; Burrows, Genevieve; Sclater, Linda; Sternfeldt, Lisa
Subject: RE: EL NINO VENTURES INC

Glenda

The Reconciliation Statement is acceptable to us. We confirm that the Company will have a cheque for commission and expenses available for closing, which cheque will be made payable to Canaccord Capital Corporation.

DOES THIS CHEQUE NEED TO BE CERTIFIED?

From: Chin, Glenda [mailto:Glenda.Chin@CanaccordAdams.com]
Sent: December 22, 2006 9:18 AM
To: Kathleen Macinnes
Cc: ddee@millerthomson.ca; Burrows, Genevieve; Sclater, Linda; Sternfeldt, Lisa
Subject: FW: EL NINO VENTURES INC
Importance: High

12/22/2006

Hi Kathleen,

Good to work with you again!

First closing on December 28th on 1,532,545 FT Units (\$842,899.75). We will close the NFT Units in the new year. The Company is agreeable to this.

Attached is a fully signed copy of the engagement letter and a draft copy of our reconciliation letter for your review. Upon receipt of your confirmation that the letter is acceptable, we will finalize the letter.

Our Syndication Group will be providing you with the list of purchasers and registration instructions, the signed subscription agreements and will closing details. Please contact Lisa Sternfeldt at (604) 643-0136 regarding these matters.

Regards,

Glenda

From: Spiros Cacos [mailto:spiros@pfncapital.com]
Sent: Friday, December 22, 2006 9:07 AM
To: Lohrisch, Dirk; Chin, Glenda
Subject: FW: EL NINO VENTURES INC
Importance: High

Here is the signed copy

From: Spiros Cacos [mailto:spiros@pfncapital.com]
Sent: Wednesday, December 13, 2006 2:54 PM
To: 'robert_anderson@canaccord.com'
Cc: Jean Luc Roy; Harry Barr (hbarr@pfncapital.com)
Subject: EL NINO VENTURES INC
Importance: High

Rob,

Here is the signed copy of the engagement letter in regards to the ELN offering.

Regards,

Spiros Cacos M.A.
Director / Corporate Finance

El Nino Ventures Inc.
2303 West 41st Avenue
Vancouver, BC
V6M 2A3

Tel: 604.685.1870
Fax: 604.685.8045
Toll Free: 1.800.667.1870

12/22/2006

Email: spiros@elninovenures.com
Website: www.elninoventures.com

"Canaccord Capital Corporation <canaccord.com>" made the following annotations on 12/22/06 09:18:25.

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=====

"Canaccord Capital Corporation <canaccord.com>" made the following annotations on 12/22/06 11:34:53.

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12/22/2006

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