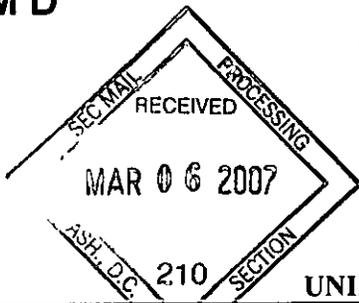


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OMB APPROVAL OMB Number: Expires: Estimated average burden hours per form

FORM D

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

SEC USE ONLY



07045072

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

GoldQuest Mining Corp. February 2007 Private Placement

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing New Filing Amendment

A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer

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

GoldQuest Mining Corp.

Address of Executive Offices (Number and Street, City, State, Zip Code) #1480 - 885 West Georgia Street, Vancouver, British Columbia V6C 3E8

Telephone Number (Including Area Code) (778) 994-6111

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code) PROCESSED

Brief Description of Business

Junior Natural Resource - Mining

MF MAR 19 2007

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 Actual Estimated
0 6 0 4

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.

1096

Handwritten signature

**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)

**Hall, David J.**

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

**#1480 - 885 West Georgia Street, Vancouver, British Columbia V6C 3E8**

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

Full Name (Last name first, if individual)

**Theodoropoulos, Chris**

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

**#1480 - 885 West Georgia Street, Vancouver, British Columbia V6C 3E8**

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

Full Name (Last name first, if individual)

**Davey, Roger**

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

**#1480 - 885 West Georgia Street, Vancouver, British Columbia V6C 3E8**

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

Full Name (Last name first, if individual)

**Warrender, Anthony**

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

**#1480 - 885 West Georgia Street, Vancouver, British Columbia V6C 3E8**

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

Full Name (Last name first, if individual)

**Waddell, Alistair**

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

**#1480 - 885 West Georgia Street, Vancouver, British Columbia V6C 3E8**

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)

(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

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. **N/A**

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 |
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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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| <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**

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." .....

\$ 921,716.00

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>460,858.00</u>
Other (specify) <u>Drilling Completion on Las Animas Project</u> .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>460,858.00</u>
.....	.....	.....
.....	.....	.....
Column Totals .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>921,716.00</u>
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>921,716.00</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>GoldQuest Mining Corp.</b>	Signature 	Date <b>March 2, 2007</b>
Name of Signer (Print or Type) <b>Chris Theodoropoulos</b>	Title of Signer (Print or Type) <b>Director</b>	

**ATTENTION**

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

**GoldQuest Mining Corp. (the "Issuer")**  
**Exhibit A to Form D**

**"Item C" of Form D**

The Offering closed on February 19, 2007. The Issuer offered and sold 3,947,340 units (the "Units"), each Unit consisting of one common share ("Share") and one common share purchase warrant ("Warrant"), at a price of \$0.30 (CDN) per Unit for a total aggregate offering amount of \$1,017,466 USD [\$1,184,202 CDN].

Each Unit consists of one common share of the Issuer and one common share purchase warrant. Each whole warrant entitles the holder to purchase an additional common share of the Issuer at a price of \$0.40 (CDN) per share until February 19, 2008 and thereafter at \$0.50 (CDN) per share until February 19, 2009.

The Units were offered and sold outside the United States in accordance with Rule 903(b)(1) of Regulation S under the Securities Act of 1933, as amended (the "Securities Act") and within the United States in accordance with Rule 506 of Regulation D under the Securities Act.

Of the total Units offered and sold in this Offering, 280,000 Units were sold in the United States by the Issuer for gross proceeds of \$72,173 USD [\$84,000 CAD].

These offers and sales of Units were made in accordance with Rule 506 of Regulation D by certain officers and directors of the Issuer to an individual residing in California and two individuals residing in Colorado, all such persons being "Accredited Investors," as defined in Rule 501(a) of Regulation D.

**"Item C.4.a" of Form D**

In connection with the *Canadian subscriptions only*, the Issuer: (1) paid finders' fees in cash of \$68,860 (USD) [\$80,144 (CDN)], and (2) issued warrants to an arm's length party entitling the holder to acquire 126,000 common shares of the Issuer at a per share price of Cdn.\$0.30 until February 19, 2009; and (3) issued compensation options to arms' length parties entitling the holders to acquire an aggregate 59,734 Units of the Issuer at a price of Cdn.\$0.30 per Unit, each Unit consisting of one common share and one common share purchase warrant, with each warrant entitling the holder to acquire an additional common share until February 19, 2009 at a price of Cdn.\$0.40 per share until February 19, 2008 and at a price of Cdn.\$0.50 per share until February 19, 2009.

No finder's fees or warrants were paid in connection with the U.S. subscriptions.

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.

All dollar amounts on this Form D were converted to U.S. dollars from Canadian dollars using the rate of US/CDN \$0.8592 as of the closing date of February 19, 2007.

**END**