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FORM D



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



Name of Offering () check if this is an amendment and name has changed, and indicate change. Aztec Metals Corp. March 2007 Issuance of Common Shares and Warrants ("Units")

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

I. Enter the information requested about the issuer Name of Issuer () check if this is an amendment and name has changed, and indicate change. Aztec Metals Corp.

Address of Executive Offices (Number and Street, City, State, Zip Code) Suite 800 - 850 West Hastings Street, Vancouver, B.C., V6C 1E1 Telephone Number (Including Area Code) (604) 685-9700

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 (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 0 1 Year 0 0 (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) [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. Information Required: A new filing must contain all information requested. 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.

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.

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PROCESSED

APR 10 2007

THOMSON FINANCIAL

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)

Canarc Resource Corp.

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

#800 – 850 West Hastings Street, Vancouver, B.C. V6E 1E1

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

Full Name (Last name first, if individual)

Cooke, Bradford J.

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

#800 – 850 West Hastings Street, Vancouver, B.C. V6C 1E1

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

Full Name (Last name first, if individual)

Varas, J. Patricio

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

#800 – 850 West Hastings Street, Vancouver, B.C. V6E 1E1

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

Full Name (Last name first, if individual)

Lockwood, Stewart L.

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

#800 – 850 West Hastings Street, Vancouver, B.C. V6E 1E1

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

Full Name (Last name first, if individual)

Harris, Leonard

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

#800 – 885 West Hastings Street, Vancouver, B.C. V6E 1E1

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

Full Name (Last name first, if individual)

Thornley-Hall, David

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

#800 – 885 West Hastings Street, Vancouver, B.C. V6E 1E1

(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

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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.".....

\$ 17,729

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>17,729</u>
Other (specify) _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	_____	_____
_____	_____	_____
Column Totals.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ <u>17,729</u>
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$ <u>17,729</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) Aztec Metals Corp.	Signature <i>BJ Cooke</i>	Date April <u>3</u> , 2007
Name of Signer (Print or Type) Bradford J. Cooke	Title of Signer (Print or Type) Director and President	

ATTENTION

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

Aztec Metals Corp. (the "Issuer")

Exhibit A to Form D

"Item C" of Form D

The Offering closed on March 27, 2007. The Issuer offered and sold 70,000 units (the "Units") for gross proceeds of \$18,129 (USD) [\$21,000 (CDN)]. Each Unit consists of one common share of the Issuer and one-half of one warrant. Each whole warrant entitles the holder to acquire one common share of the Issuer at a price of \$0.40 (CDN) per share until March 27, 2008.

This offer and sale of Units was made in accordance with Rule 506 of Regulation D under the U.S. Securities Act by certain officers and directors of the Issuer to an individual residing in Utah, such person being an "Accredited Investor," as defined in Rule 501(a) of Regulation D.

No sales commissions, finder's fees or other selling-related remuneration were paid or given directly or indirectly to any person, including any officer or director of the Issuer, for the offers and sales of Units made to the above-mentioned Accredited Investor.

All dollar amounts on this Form D were converted to U.S. dollars from Canadian dollars using the rate of US/CDN \$0.8633 as of the closing date of March 27, 2007.

END