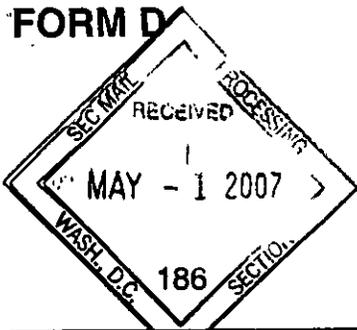


1399578

FORM D

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

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	
Prefix	Serial
DATE RECEIVED	

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

Bought Deal Private Placement (April, 2007)

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

1. Enter the information requested about the issuer

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

Plutonic Power Corporation

Address of Executive Offices (Number and Street, City, State, Zip Code) **Suite 600 - 888 Dunsmuir Street, Vancouver, British Columbia, V6C 3K4** Telephone Number (Including Area Code) **(604) 669 - 4999**

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 **Supplier of environmentally-friendly green electricity** **MAY 17 2007**

Type of Business Organization corporation limited partnership, already formed LLC, already formed other (please specify) **THOMSON FINANCIAL**
 business trust limited partnership, to be formed LLC, to be formed

Actual or Estimated Date of Incorporation or Organization: **0 5 / 9 9** 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)

McInnes, Donald A.

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

Suite 600 – 888 Dunsmuir Street, Vancouver, British Columbia, V6C 3K4

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

Full Name (Last name first, if individual)

Sweeney, Paul

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

Suite 600 – 888 Dunsmuir Street, Vancouver, British Columbia, V6C 3K4

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

Full Name (Last name first, if individual)

Cook, Grigor E.

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

Suite 600 – 888 Dunsmuir Street, Vancouver, British Columbia, V6C 3K4

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

Full Name (Last name first, if individual)

Ripley, Bruce

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

Suite 600 – 888 Dunsmuir Street, Vancouver, British Columbia, V6C 3K4

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

Full Name (Last name first, if individual)

Stachiw, Marc J.

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

Suite 600 – 888 Dunsmuir Street, Vancouver, British Columbia, V6C 3K4

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

Full Name (Last name first, if individual)

Poore, Robert

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

Suite 600 – 888 Dunsmuir Street, Vancouver, British Columbia, V6C 3K4

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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

Full Name (Last name first, if individual)

Wong, Peter

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

Suite 600 – 888 Dunsmuir Street, Vancouver, British Columbia, V6C 3K4

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

Full Name (Last name first, if individual)

Segsworth, Walter

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

Suite 600 – 888 Dunsmuir Street, Vancouver, British Columbia, V6C 3K4

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

Full Name (Last name first, if individual)

Flynn, Peter

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

Suite 600 – 888 Dunsmuir Street, Vancouver, British Columbia, V6C 3K4

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

Full Name (Last name first, if individual)

Volker, Michael

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

Suite 600 – 888 Dunsmuir Street, Vancouver, British Columbia, V6C 3K4

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

Full Name (Last name first, if individual)

Angus, R. Stuart

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

Suite 600 – 888 Dunsmuir Street, Vancouver, British Columbia, V6C 3K4

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

Full Name (Last name first, if individual)

Lindqvist, William F.

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

Suite 600 – 888 Dunsmuir Street, Vancouver, British Columbia, V6C 3K4

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)

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

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)

Orion Securities (USA) Inc. CRD # 38108, SEC # 8-48233

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

BCE Place, 181 Bay Street, Suite 3100, P.O. Box 830, Toronto, Ontario, CANADA, M5J 2T3

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 checked="" type="checkbox"/> MA | <input type="checkbox"/> MI | <input type="checkbox"/> MN | <input type="checkbox"/> MS | <input type="checkbox"/> MO |
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| <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

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| <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

- | | | | | | | | | | | | | |
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| <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

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.....	\$ _____	\$ _____
Equity.....	\$ _____	\$ _____
<input checked="" type="checkbox"/> Common Shares – see Exhibit A on back of Form D <input type="checkbox"/> Preferred	\$ 28,619,000	\$ 28,619,000
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Specify).....	\$ _____	\$ _____
Total.....	\$ 28,619,000	\$ 28,619,000

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 of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors..... see Exhibit A on back of Form D	\$ 2	\$ 903,031
Non-accredited Investors.....	\$ 0	\$ 0
Total (for filings under Rule 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.....	_____	\$ _____
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 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"/> \$	4,500
Printing and Engraving Costs.....	<input type="checkbox"/> \$	_____
Legal Fees.....	<input checked="" type="checkbox"/> \$	58,000
Accounting Fees.....	<input type="checkbox"/> \$	_____
Engineering Fees.....	<input type="checkbox"/> \$	_____
Sales Commissions paid to Underwriters.... 5.5% of gross proceeds of the entire Offering	<input checked="" type="checkbox"/> \$	1,574,045
Other Expenses (identify).....	<input type="checkbox"/> \$	_____
Total.....	<input checked="" type="checkbox"/> \$	1,636,545

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."

\$ 26,982,455

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 checked="" type="checkbox"/> \$ <u>1,000,000</u>	<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 checked="" type="checkbox"/> \$ <u>22,600,000</u>
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>3,382,455</u>
Other (specify) _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> _____	<input type="checkbox"/> _____
_____	<input type="checkbox"/> _____	<input type="checkbox"/> _____
Column Totals	<input checked="" type="checkbox"/> \$ <u>1,000,000</u>	<input checked="" type="checkbox"/> \$ <u>25,982,455</u>
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$ <u>26,982,455</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) Plutonic Power Corporation	Signature <i>Rupert Legge</i>	Date April 27, 2007
Name of Signer (Print or Type) Rupert A. Legge	Title of Signer (Print or Type) Corporate Secretary	

ATTENTION

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

Plutonic Power Corporation (the "Issuer")

"Exhibit A"

Item C.1 of Form D

This bought deal private placement that closed on April 18, 2007 (the "Offering") consisted of the offer and sale of 7,100,000 common shares of the Issuer at a price of \$4.55 (CDN) per Unit for gross proceeds of \$28,619,000 (US) [\$32,305,000 (CDN)]. The Offering was conducted pursuant to the terms of an underwriting agreement by and between the Issuer and Orion Securities Inc., Cormark Securities Inc., Scotia Capital Inc. and Toll Cross Securities Inc. (collectively, the "Underwriters").

The Offering was made by the Issuer outside of 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.

Item C.2 of Form D

Of the total common shares offered and sold in this Offering, 224,030 common shares were offered and sold in the United States for gross proceeds of \$903,031 (US) [\$1,019,337 (CDN)] in accordance with Rule 506 of Regulation D by Orion Securities (USA), Inc., a broker-dealer duly registered under Section 15(b) of the 1934 Act and applicable state securities laws and member in good standing of the National Association of Securities Dealers, Inc. to two limited partnerships residing in Massachusetts, such entities being "Accredited Investors," as defined in Rule 501(a) of Regulation D, in accordance with Rule 506 thereof.

No officer or director of the Company, or a person occupying a similar status or performing similar functions, received any commissions, finder's fees or other selling remuneration, directly or indirectly, for effecting or attempting to effect purchases or sales of the Units to the two Massachusetts Accredited Investors.

All dollar amounts on this Form D were converted to U.S. dollars from Canadian dollars using the Bank of Canada Daily Noon rate of US/CDN \$0.8859 as of the closing date of April 18, 2007.

END