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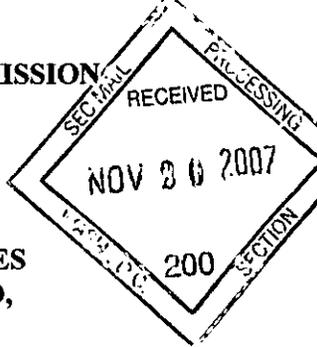
SEC 1972 (6-02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**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.

**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**



OMB APPROVAL	
OMB Number: 3235-0076	
Expires: APRIL 30, 2008	
Estimated average burden hours per response... 1	

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	



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

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.)  
**Rusoro Mining Ltd.**

**PROCESSED**  
**NOV 28 2007**  
**THOMSON FINANCIAL**

Address of Executive Offices (No. and Street, City, State, Zip Code)  
**2164 - 1055 Dunsmuir Street  
Vancouver, British Columbia V7X 1B1**

Telephone No. (Including Area Code)  
**(604) 632-4044**

Address of Principal Business Operations (No. and Street, City, State, Zip Code) Telephone No. (Including Area Code) (if different from Executive Offices) **Same**

Brief Description of Business    **Mineral exploration**

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization:    [ 0 ] 3    [ 0 ] 0     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.



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**A. BASIC IDENTIFICATION DATA**

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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.

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

---

Full Name (Last name first, if individual)    **Gordon Keep**

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Business or Residence Address (Number and Street, City, State, Zip Code)    **2164 – 1055 Dunsmuir St., Vancouver, BC V7X 1B1**

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

---

Full Name (Last name first, if individual)    **Dimitry Ushakov**

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Business or Residence Address (Number and Street, City, State, Zip Code)    **2164 – 1055 Dunsmuir St., Vancouver, BC V7X 1B1**

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

---

Full Name (Last name first, if individual)    **Abraham Stein**

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Business or Residence Address (Number and Street, City, State, Zip Code)    **2164 – 1055 Dunsmuir St., Vancouver, BC V7X 1B1**

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

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Full Name (Last name first, if individual)    **John Reynolds**

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Business or Residence Address (Number and Street, City, State, Zip Code)    **2164 – 1055 Dunsmuir St., Vancouver, BC V7X 1B1**

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

---

Full Name (Last name first, if individual)    **Peter Hediger**

---

Business or Residence Address (Number and Street, City, State, Zip Code)    **2164 – 1055 Dunsmuir St., Vancouver, BC V7X 1B1**

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

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**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?..... **\$ N/A (no specified minimum)**

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 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)

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

**99 High Street, Suite 1200, Boston, MA 02110**

Name of Associated Broker or Dealer

**Canaccord Adams Inc.**

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [Indicated in bold-face type]..... [ ] All States

[AL]	[AK]	[AZ]	[AR]	<b>[CA]</b>	<b>[CO]</b>	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	<b>[MA]</b>	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	<b>[NY]</b>	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	<b>[TX]</b>	[UT]	<b>[VT]</b>	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

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

**145 King Street West, Suite 300, Toronto, ON M5H 1J8**

Name of Associated Broker or Dealer

**Griffiths McBurney Corp.**

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [Indicated in bold-face type]..... [ ] All States

[AL]	[AK]	[AZ]	[AR]	<b>[CA]</b>	<b>[CO]</b>	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	<b>[MA]</b>	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	<b>[NY]</b>	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	<b>[TX]</b>	[UT]	<b>[VT]</b>	[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**

**[EXPLANATORY NOTE: All dollar amounts in this report have been converted to U.S. dollars from Canadian dollars at an exchange rate of 1.0531 U.S. dollars for each Canadian dollar, based on the Federal Reserve Bank of New York exchange rate in effect at noon on October 31, 2007. Rusoro Mining Ltd. (the "Company") offered Units, the Common Shares and Warrants comprising the Units, and the Common Shares underlying the Warrants, in connection with an offering of subscription receipts of the Company's wholly-owned subsidiary, Rusoro Mining (BVI) Ltd. ("Sub"), as more fully described in a separate Form D filed concurrently herewith by Sub. Upon satisfaction of certain conditions, the subscription receipts issued by Sub will be exercised for units comprised of common shares and warrants of Sub, and those units will be exchanged for a like number of Units of the Company (i.e., the Units offered and sold in this offering) in a merger transaction. The cash proceeds from Sub's offering of subscription receipts will be used by Sub to acquire, in the merger transaction, certain direct and indirect subsidiaries of Gold Fields Netherlands Services BV, which collectively hold all of that company's Venezuelan assets.]**

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....Common Shares underlying Warrants.....	\$ <u>76,314,648</u>	\$ <u>-0-</u>
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities.....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
Other   Units comprised of Common Shares and Warrants.....	\$ <u>45,788,789</u>	\$ <u>45,788,789</u>
Total .....	\$ <u>122,103,437</u>	\$ <u>45,788,789</u>

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 .....	<u>13</u>	\$ <u>45,788,789</u>
Non-accredited Investors .....	<u>0</u>	\$ <u>-0-</u>
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, 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 type="checkbox"/> \$ _____
Printing and Engraving Costs .....	<input type="checkbox"/> \$ _____
Legal Fees .....	<input checked="" type="checkbox"/> \$ <u>25,000</u>

Accounting Fees .....	<input type="checkbox"/>	\$ _____
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) .....	<input checked="" type="checkbox"/>	\$ <u>2,747,327</u>
Other Expenses (placement agent expenses).....	<input checked="" type="checkbox"/>	\$ <u>20,000</u>
Total .....	<input checked="" type="checkbox"/>	\$ <u>2,792,327</u>

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." .....  \$ 119,311,110

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 checked="" type="checkbox"/> \$ <u>42,996,462</u>
Repayment of indebtedness .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>76,314,648</u>
Other (specify): .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>119,311,110</u>
Total Payments Listed (column totals added) .....		<input checked="" type="checkbox"/> \$ <u>119,311,110</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>Rusoro Mining Ltd.</b>	Signature 	Date <b>November 14, 2007</b>
Name of Signer (Print or Type) <b>Michael Kennedy</b>	Title of Signer (Print or Type) <b>Corporate Secretary</b>	

**ATTENTION**

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



**APPENDIX**

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No	Units of Common Shares and Warrants (including Common Shares underlying Warrants)	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	4,680,000	3	\$11,828,419	0	\$0		X
CO		X	125,000	1	\$105,311	0	\$0		X
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
LA									
KS									
KY									
LA									
ME									
MD									
MA		X	625,000	1	\$1,579,650	0	\$0		X
MI									
MN									
MS									
MO									
MT									

**APPENDIX**

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
	Yes	No		Units of Common Shares and Warrants (including Common Shares underlying Warrants)	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
NE									
NV									
NH									
NJ									
NM									
NY		X	2,460,000	2	\$6,217,502	0	\$0		X
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX		X	10,185,000	3	\$25,741,977	0	\$0		X
UT									
VT		X	125,000	2	\$315,930	0	\$0		X
VA									
WA									
WV									
WI									
WY									
PR									

**END**