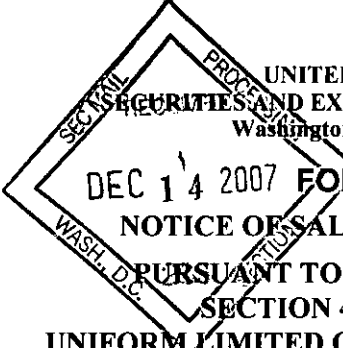


1348909



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: Expires: Estimated average burden hours per form

SEC USE ONLY Prefix Serial DATE RECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Pediment Exploration Ltd. December 2007 Private Placement 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

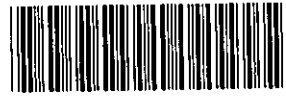
PROCESSED

1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Pediment Exploration Ltd.

DEC 31 2007

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Suite 720, 789 West Pender Street, Vancouver, B.C., V6C 1H2 (604) 681-THOMSON FINANCIAL 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 corporation limited partnership, already formed LLC, already formed oth business trust limited partnership, to be formed LLC, to be formed



07086298

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated 1 2 8 3

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)

**Freeman, Gary**

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

**Suite 720, 789 West Pender Street, Vancouver, B.C., V6C 1H2**

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

Full Name (Last name first, if individual)

**Aelicks, Bradley T.**

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

**Suite 720, 789 West Pender Street, Vancouver, B.C., V6C 1H2**

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

Full Name (Last name first, if individual)

**Audet, Andre**

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

**Suite 720, 789 West Pender Street, Vancouver, B.C., V6C 1H2**

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

Full Name (Last name first, if individual)

**Downie, Ewan**

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

**Suite 720, 789 West Pender Street, Vancouver, B.C., V6C 1H2**

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

Full Name (Last name first, if individual)

**Herdrick, Melvin**

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

**Suite 720, 789 West Pender Street, Vancouver, B.C., V6C 1H2**

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

Full Name (Last name first, if individual)

**Halvorson, Michael H.**

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

**Suite 720, 789 West Pender Street, Vancouver, B.C., V6C 1H2**

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)

**Suite 720, 789 West Pender Street, Vancouver, B.C., V6C 1H2**

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

Full Name (Last name first, if individual)

**Caouette, Dayna**

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

**Suite 720, 789 West Pender Street, Vancouver, B.C., V6C 1H2**

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

Full Name (Last name first, if individual)

**Seaman, John**

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

**Suite 720, 789 West Pender Street, Vancouver, B.C., V6C 1H2**

**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  
Yes  No

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)

**Haywood Securities (USA) Inc. CRD # 42072 SEC # 8-49696**

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

**400 Burrard Street, Suite 2000, Vancouver, British Columbia, V6C 3A6**

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  
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

Full Name (Last name first, if individual)

**PI Financial (US) Corp. CRD # 127404 SEC # 8-65995**

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

**1900 - 666 Burrard Street, Vancouver, British Columbia, V6C 3N1**

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  
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

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  
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.....	\$ _____	\$ _____
Equity..... <b>Units of Common Shares and Warrants – see "Other (Specify)" below.....</b>	\$ _____	\$ _____
<input checked="" type="checkbox"/> Common Shares <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)..... see "Other (Specify)" below .....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
<b>Other (Specify)..... Units – see Exhibit A on back of Form D.</b>	<b>\$ 17,458,844</b>	<b>\$ 17,458,844</b>
<b>Total..... Both Rule 506 and Rule 903(b)(1) sales of Units.....</b>	<b>\$ 17,458,844</b>	<b>\$ 17,458,844</b>

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..... <b>Rule 506 Units – see Exhibit A on back of Form D.</b>	\$ <u>7</u>	\$ <u>4,327,923</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, 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"/>	\$ <u>2,984</u>
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ _____
Legal Fees .....	<input checked="" type="checkbox"/>	\$ <u>22,883</u>
Accounting Fees .....	<input type="checkbox"/>	\$ _____
Finder's Fees, Units and Warrants paid in connection with Canadian subscribers (see Exhibit A page).....	<input checked="" type="checkbox"/>	\$ <u>526,283</u>
Sales Commissions, Units and Warrants paid in connection with U.S. subscribers (see Part B.4 and Exhibit A page)	<input checked="" type="checkbox"/>	\$ <u>198,539</u>
Total .....	<input checked="" type="checkbox"/>	\$ <u>750,689</u>

**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.".....


\$ 16,708,155

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"/> \$ _____
Future Property Acquisition.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>2,000,000</u>
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>8,708,155</u>
Other (specify) <u>San Antonio gold exploration project in Baja, Mexico and La Colorada exploration project in Sonora, Mexico.</u>	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>6,000,000</u>
Column Totals.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>16,708,155</u>
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$ <u>16,708,155</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>Pediment Exploration Ltd.</b>	Signature 	Date <b>December 12, 2007</b>
Name of Signer (Print or Type) <b>Gary Freeman</b>	Title of Signer (Print or Type) <b>President and Director</b>	

**ATTENTION**

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

**Pediment Exploration Ltd. (the "Issuer")**  
**Exhibit A to Form D**

**"Item C.1" of Form D**

In this offering of common shares and warrants (the "Offering") that closed on December 3<sup>rd</sup>, 2007, the Issuer offered and sold 5,849,300 Units at a price of \$3.00 (CDN) per Unit for an aggregate offering amount of \$17,458,844 (USD) [\$17,547,900 (CDN)]. Each Unit consists of one common share of the Issuer and one-half of one transferable share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share at a price of \$3.75 (CDN) per share until for a period of 18 months from the closing date.

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.

**"Item B.4" and "Item C.2" of Form D**

Of the 5,849,300 Units offered and sold under this Offering, 1,450,000 Units were offered and sold within the United States for an aggregate offering amount of \$4,327,923 (USD) [\$4,350,000 (CDN)] in accordance with Rule 506 of Regulation D, to:

- (1) an investment company registered under the United States Investment Company Act of 1940, as amended (the "Investment Company Act"), in California and an investment company registered under the Investment Company Act and a limited partnership in New York, pursuant to a finder's fee agreement made between the Company and PI Financial (US) Corp., a securities broker-dealer duly licensed under U.S. federal and all applicable state securities laws and in good standing with the Financial Industry Regulatory Authority ("FINRA");
- (2) to a family trust in Nevada and an individual in Texas, pursuant to a finder's fee agreement made between the Company and Haywood Securities (USA) Inc., a securities broker-dealer duly licensed under U.S. federal and all applicable state securities laws and in good standing with the FINRA; and
- (3) to a family trust in Arizona and a limited liability company in Vermont by certain officers of the Company, none of whom has or will receive any sale-related remuneration in connection with such subscriptions.

All of the above-mentioned U.S. subscribers of Units are "Accredited Investors," as defined in Rule 501(a) of Regulation D, in accordance with Rule 506 thereof.

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

In connection with the Offering, the Issuer paid an aggregate of \$423,360 (USD) [\$425,520 (CDN)] in finder's fees and sales commissions, issued 101,000 finders units at a deemed issue price of \$3.00 (CDN) per unit and issued 261,965 finders' warrants, to six Canadian dealers. Each finder's warrant is exercisable to acquire one common share of the Company at a price of \$3.80 (CDN) per share until June 3, 2009, and each finder's unit has the same terms as the Units described above. Of the total finder's fees, sales commissions, units and warrants paid, a sales commission of \$109,972 (USD) [\$110,533(CDN)], 29,673 units and 67,184 warrants were paid to Haywood Securities (USA) Inc. and PI Financial (US) Corp. in connection with the Units offered and sold in California, Nevada, New York and Texas.

All dollar amounts on this Form D were converted to U.S. dollars from Canadian dollars using an US/CDN exchange rate of \$0.994925 as of December 7, 2007.

**END**