

# 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

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OMB APPRO	VAL								
OMB Numbe	r 3235-0076								
Expires:	Expires: May 31, 2002								
Estimated ave	rage burden								
hours per resp	onse 1.00								
SEC USE ONLY									
Prefix	Serial								
1									
DATE RECEIVED									

Name of Offering $(\Box)$ (check if this	is an amendment and name has changed, and indicate	change)
Sale of Class B Convertible Voting Shares Co	nvertible Into Class A Voting Shares	
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	an amendment and name has changed, and indicate ch	ange.)
Calver Resources Inc.		
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
Suite 720, 101 6th Avenue S.W., Calgary, Alberta	erta, CANADA T2P 3P4	(403) 263-3000
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(If different from Executive Offices)		
Brief Description of Business	PROCES	SED -
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Natural gas exploration and production.	PULL	continue actes that attes (illas) (
	THOMS	02061237
Type of Business Organization	FINANCI	
□ corporation	limited partnership, already formed ot	her (please specify):
business trust	limited partnership, to be formed	• • • • • • • • • • • • • • • • • • • •
	Month Year	
Actual or Estimated Date of Incorporation or G	Organization: 0 9 0 2	
1	(Enter two-letter U.S. Postal Service abbreviation	on for State:
Jurisdiction of Incorporation or Organization:	CN for Canada; FN for other foreign jurisdictio	<u>C N</u>
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 to 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.

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.

SEC 1972 (6/99)

## A. BASIC IDENTIFICATION DATA 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 □ Director General and/or Managing Partner Full Name (Last name first, if individual) Benton, John Business or Residence Address (Number and Street, City, State, Zip Code) Suite 720, 101 6th Avenue S.W., Calgary, Alberta, CANADA T2P 3P4 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Gagnon, Paul Business or Residence Address (Number and Street, City, State, Zip Code) Suite 720, 101 6th Avenue S.W., Calgary, Alberta, CANADA T2P 3P4 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Sloan, Garth Business or Residence Address (Number and Street, City, State, Zip Code) Suite 720, 101 6th Avenue S.W., Calgary, Alberta, CANADA T2P 3P4 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) McKinstry, Brian Business or Residence Address (Number and Street, City, State, Zip Code) Suite 720, 101 6th Avenue S.W., Calgary, Alberta, CANADA T2P 3P4 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Lever, Nancy Business or Residence Address (Number and Street, City, State, Zip Code) Suite 4300, 400 3<sup>rd</sup> Avenue S.W., Calgary, Alberta, CANADA T2P 4H2 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Brown, Kevin Business or Residence Address (Number and Street, City, State, Zip Code) Suite 4300, 400 3rd Avenue S.W., Calgary, Alberta, CANADA T2P 4H2 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) ARC Energy Venture Fund 3 Business or Residence Address (Number and Street, City, State, Zip Code) Suite 4300, 400 3<sup>rd</sup> Avenue S.W., Calgary, Alberta, CANADA T2P 4H2 (Use blank sheet, or copy and use additional copies of this sheet, as necessary)

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# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Type of Security  Offering Price Already Sold  Debt		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.		<b>.</b>		<b>A a a</b>
Equity - Class B Convertible Voting Shares Convertible into Class A Voting Shares		Type of Security	C	Aggregate  Iffering Price	A	Amount Already Sold
Convertible Securities (including warrants)   S   S		Debt	\$		\$_	
Convertible Securities (including warrants)  Partnership Interests.  Other (Specify:		Equity - Class B Convertible Voting Shares Convertible into Class A Voting Shares	\$	*209,271	\$_	209,271
Partnership Interests		☐ Common ☐ Preferred				
Partnership Interests		Convertible Securities (including warrants)	\$		\$_	
Other (Specify:		Partnership Interests	\$			
Total		Other (Specify:	\$			
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 amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."    Number   Investors   Number   Investors						
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					_	
Non-Accredited Investors	2.	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			D	ollar Amount
Total (for filings under Rule 504 only)		Accredited Investors		2	\$ _	209,271
Total (for filings under Rule 504 only)		Non-Accredited Investors			\$_	
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  Rule 505		Total (for filings under Rule 504 only)				
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  Rule 505  Regulation A  Rule 504  Total  S  Total  S  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.  Printing and Engraving Costs.  Legal Fees.  S  Engineering Fees  S  Engineering Fees  S  Sales Commissions (specify finders' fees separately)  Other Expenses (identify)		Answer also in Appendix, Column 4, if filing under ULOE.				
Type of Offering  Rule 505  Regulation A	3.	sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first		Type of	D	ollar Amount
Regulation A		Type of Offering			<i>D</i> .	
Rule 504		Rule 505			\$_	
Total		Regulation A			\$_	
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		Rule 504			\$_	
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		Total			\$_	
Printing and Engraving Costs	4.	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				
Legal Fees		Transfer Agent's Fees			\$_	
Accounting Fees Separately Sees Sales Commissions (specify finders' fees separately) Separately Sep		Printing and Engraving Costs			\$_	
Engineering Fees		Legal Fees			\$	3,171
Sales Commissions (specify finders' fees separately) S  Other Expenses (identify) S  S  S  S  S  S  S  S  S  S  S  S  S		Accounting Fees			\$_	
Other Expenses (identify)		Engineering Fees			\$ _	
		Sales Commissions (specify finders' fees separately)			\$	
		Other Expenses (identify)			\$_	
					\$	3,171

\*All dollar amounts have been converted from Canadian dollars into U.S. dollars using the noon buying rate certified by the Federal Reserve Bank of New York for customs purposes on September 27, 2002 which was U.S. \$1.00 = Cdn \$1.5769

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." 206,100 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. Payment to Officers. Directors, & Payments to Affiliates Others Salaries and fees □ \$ \_\_\_\_\_ Purchase of real estate ..... □ \$ \_\_\_\_\_ □ \$ Purchase, rental or leasing and installation of machinery and equipment ..... □ \$ Construction or leasing of plant buildings and facilities..... 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) Repayment of indebtedness..... □ \$ \_\_\_\_\_ □ \$ □ \$ \_\_\_\_\_ Working capital **S** 206,100 □ \$ □ \$ Other (specify): □ \$ \_\_\_\_\_ □ \$ \_\_\_\_ Column Totals 206,100 \$ 206,100 Total Payments Listed (column totals added)..... 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) Signature CALVER RESOURCES INC. Name of Signer (Print or Type) Title of Signer (Print or Type) John Benton Chief Executive Officer ATTENTION

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

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