16694

SEC 1972 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 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

Estimated average burden hours per response 1
SEC USE ONLY

OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005

SEC USE ONLY						
Prefix		Serial				
DATE RECEIVED						

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

Private placement to U.S. Investors

Filing Under (Check box(es) that apply):

[] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE

OCT 152003

THOMSON

Type of Filing: [X] 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 indiciate change.)

Campbell Resources Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

95 Wellington Street West, Suite 2000, Toronto, Ontario M5J 2N7 (416)366-5201

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

(if different from Executive Offices)

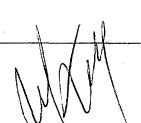
1155, rue University, Suite 1405, Montreal, Quebec H3B 3A7

(514) 875-9033

Brief Description of Business

Gold and copper mining company operating principally in northern Quebec.

Type of Business Organization



[X] corporation [] business trust	[] limited partnership, already formed [] other (please specify): [] limited partnership, to be formed	
	Month Year ncorporation or Organization: $[0]6]$ $[5]0]$ $[x]$ Actual $[]$ Estimated 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 <u>Regulation D</u> 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.

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.

	The second secon		
Check Box(es) that	[] Promoter [] Beneficial	[] Executive	[X] Director [] General and/or

Apply:	Owner	Officer	Managing Partner
Full Name (Last name	first, if individual)		
Archambault, Lou	iis		
Business or Residence	e Address (Number and Stree	t, City, State, Zip Cod	e)
Groupe Conseil En	traco, 1075 Cote du Be	aver Hall, Burea	au 200, Montreal, Quebec H2Z 1S5 Canada
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[x̪] Director [] General and/or Managing Partner
Full Name (Last name	first, if individual)		
Blouin, Michel			
	e Address (Number and Stree	t, City, State, Zip Cod	e)
Lavery, de Billy	, Barristers & Solicit	ors, l Place Vil	le Marie, 40th Floor, Montreal, Quebec
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[x] Director [] General and/or Managing Partner
Full Name (Last name	first, if individual)		
Clow, Graham G.		•	·
Business or Residence	e Address (Number and Stree	t, City, State, Zip Cod	le)
Roscoe Postle As	sociates Inc., Suite 1	210, P.O. Box 55	5, 55 University Ave., Toronto ON M5J 2H7
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	[X] Director [] General and/or Managing Partner
Full Name (Last name	first, if individual)		
Fortier, Andre	Υ		
	e Address (Number and Stree	t, City, State, Zip Coo	le)
1155. rue Unive	rsity, Suite 1405, Mon	treal, Ouebec	H3B 3A7
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[X] Director [] General and/or Managing Partner
Full Name (Last name	first, if individual)	anna ann an t-àire in tairigh a na ann an t-àire an t-àire an t-àire ann an t-àire ann an t-àire ann an t-àire	
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McCarthy Tetrau	lt. Barristers & Solic	itors, 48th Floo	or, Toronto-Dominion Tower, Toronto, Ontar

Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[x] Director [] General and/or Managing Partner	
Full Name (Last name Guay, Nicholas	first, if individua	1)				
Business or Residence	Address (Num	ber and Street, C	City, State, Zip Code)		
Pro Technique Qu	ebec Inc., l	415 boul. Ch	arest, Local 1()5, Quebec G	lN 4N7 Canada	Manufacture of the international content of t
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[X] Director [General and/or Managing Partner	
Full Name (Last name G.E. "Kurt" Pra		1)		and the second s		
Business or Residence 64 Shadyside Ro	•		•)		
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Business or Residence 1 Place Ville Ma	•		•			
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Full Name (Last name	first, if individua	I)				
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Blais, Alain						
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Full Name (Last name	e first, if individual)	-	and the state of t		and the second
MacGillivray, L	orna D.					
Business or Residence	e Address (Numb	per and Street,	City, State, Zip Code)			
Campbell Resour	ces Inc., 95	Wellington	St. West, Suite	2000, Toron	nto, ON M5J 2N7	Canada
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner	
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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	\$41	\$_354,883,76
[X] Common [] Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify).	\$	\$
Total	\$.41	\$ 354,883.76
Answer also in Annendix, Column 3, if filing under LILOF		

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	1	<u>\$354,883.76</u>
Non-accredited Investors		_\$
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 Rule 505	Type of Security	Dollar Amount Sold
Regulation A		 _\$
Rule 504		\$
Total		_\$
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		x]\$ 26.300
Accounting Fees]\$
Engineering Fees]\$
Sales Commissions (specify finders' fees separately)]\$ 21,293
Other Expenses (identify)	[]\$ {]\$_47,593
Total	t	¥]\$ <u>47,595</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 difference is the "adjusted gross proceeds to the issuer." 		\$ 307,290.76
5. Indicate below the amount of the adjusted gross proceeds to the issuer proposed to be used for each of the purposes shown. If the amount for an purpose is not known, furnish an estimate and check the box to the left of estimate. The total of the payments listed must equal the adjusted gross p to the issuer set forth in response to Part C - Question 4.b above.	y the roceeds	
	Paymer Officers Director Affiliate:	, Payments s, & To
Calavias and face	[]	[1]

		[]	П	
Purchase of real estate		\$	\$	
Purchase, rental or leasing and installation of and equipment		[] \$		
Construction or leasing of plant buildings and	facilities	[] \$	[] \$	
Acquisition of other businesses (including the securities involved in this offering that may be exchange for the assets or securities of anoth pursuant to a merger)	e used in her issuer	[]	[]	
Repayment of indebtedness	***************************************	[] \$	[] \$	
Working capital		[] \$	[] \$	
Other (specify): the development and further	er exploration	[]	X \$ 307,290.1	76
of the Corporation's mineral properties		()	<u> </u>	, 0
Column Totals		\$ [] \$	¾ § 307,290.	76
Total Payments Listed (column totals added)	•••••••	[X] \$ _	307,290.76	
ne issuer has duly caused this notice to be signed the following signature constitutes an undertate on written request of its staff, the information furth of Rule 502.	king by the issuer to furr	nish to the U.S. Se	ecurities and Exc	hange Commission,
(D / 1 - 7)	Cianatura	15		
ssuer (Print or Type)	Signature	\mathcal{L}	ate	
Campbell Resources Inc.	bruado	200000	ctober 6, 2003	
lame of Signer (Print or Type)	Title of Signer (Pr	int or Type) / lent, Secretary		
Lorna D. MacGillivray	and Genera			
	ATTENTION			
Intentional misstatements or om		ute federal crimir	nal violations. (See 18
	0.3.0. 1001.)			
	E. STATE SIGNAT	URE	min	

See Appendix, Column 5, for state response.

Yes No

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
		,
Name of Signer (Print or Type)	Title (Print or Typ	e)

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach to non-accredited offering price Type of investor and explanation of amount purchased in State investors in State offered in state waiver granted) (Part C-Item 2) (Part B-Item 1) (Part C-Item 1) (Part E-Item 1) Number of Number of Non-Accredited Accredited Investors | Amount State Yes No Investors Amount Yes No AL ΑK ΑZ AR CA CO CT DE DC

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