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SEC 1972 Potential persons who are to respond to the collection of information contained in this (6-02) 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

OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response... 1

FORM D

NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D,

SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

. SEC US	SE ONLY
Prefix	Serial
DATER	PROGESSE
	APR 23 2004

Calais Resources, Inc.

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

THOMSON FINANCIAL

Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [X] Section 4(6) [] ULOE

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 indicate change.) Calais Resources, Inc.

Address of Executive Offices

(Number and Street, City, State, Zip Code)

Telephone Number

(Including Area Code)

8400 East Crescent Parkway, #675, Greenwood Village, CO 80111

(720) 528-4020

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) **Post Office Box 653-Caribou, Nederland, CO 80466-0402 (303-258-3806)** (if different from Executive Offices)

Brief Description of Business

Acquiring, exploring and, developing mineral properties

[X] corporation	[] limited partnership, already formed [] other (please specify):
[] business trust	[] limited partnership, to be formed
<u> </u>	Month Year
Actual or Estimated Date of Ir	ncorporation or Organization: [1]2] [8]6] [X] Actual [] Estimated
Jurisdiction of Incorporation o	r 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.

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 [X]	Beneficial Owner	[X] Executive Officer	[X] Director [] General and/or Managing Partner
Full Name (Last nam Hendricks, Thomas)		MANAMATAN AND AND AND AND AND AND AND AND AND A	
Business or Residence Post Office Box 653				de)	
Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[X] Executive Officer	[X] Director [General and/or Managing Partner
Full Name (Last nam Daher, Art	e first, if individual)			
Business or Resident 8400 East Crescent				de)	
Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[X] Executive Officer	[] Director [General and/or Managing Partner
Full Name (Last nam Akright, Robert	e first, if individual)	de la decembra de la companya de la	nampunitri 199 7 aasat sa minuntri 199 7 a asunome	, , , , , , , , , , , , , , , , , , ,
Business or Residen	ce Address (Numb	er and Street	; City, State, Zip Co	de)	

Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last nam Witt, Matt	e first, if individual)		
	ce Address (Number and Street Parkway, #675, Greenwood V		de)
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	[X] Director [] General and/or Managing Partner
Full Name (Last nam Martin, Melvin	e first, if individual)		
	ce Address (Number and Street Parkway, #675, Greenwood V		de)
(Use bl	ank sheet, or copy and use a	dditional copies of	this sheet, as necessary.)

				В	. INFOR	MATION	ABOU	T OFFER	RING			
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?										\$_ <u>N/</u>	4	
3. Does the offering permit joint ownership of a single unit?								Yes [X]	No []			
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Name	of Asso	ciated E	Broker or	Dealer								
States	in Whic	h Perso	n Listed	Has Sc	licited or	Intends	to Solic	it Purcha	sers			
(Checl	k "All	States"	or chec	k indiv	idual Sta	ates)				[] All St	ates
[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]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	ıme (La	st name	first, if i	ndividua	al)							
Busine	ss or R	esidenc	e Addre	ss (Num	ber and	Street, (City, Stat	e, Zip Co	ode)			

(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 Debt Equity	Aggregate Offering Price \$0- \$ 125,000 \$0- \$0-	Amount Already Sold \$0- \$ 125,000 \$0- \$ -0-
Other (Specify).	\$ <u>-0-</u>	\$ <u>-0-</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."	\$ <u>125,000</u>	\$ 125,000
Accredited Investors	Number Investors	Aggregate Dollar Amount of Purchases \$ 125,000
Non-accredited Investors	-0-	\$
Total (for filings under Rule 504 only)	N/A	\$ <u>N/A</u>
3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , 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. Not Applicable	t	

Type of offering

Rule 505

Regulation A

Rule 504

Total

Dollar Amount

\$____ \$____

\$_____

Sold

\$_

Type of Security

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	
Accounting Fees [] \$ <u>-0-</u>	
Engineering Fees	
Sales Commissions (specify finders' fees separately)	
Other Expenses (identify) Miscellaneous [] \$ 1,000.00	
Total	

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."

\$118,000.00

Payments to

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.

	Officers.	
		Payments To 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	[]\$	[]\$
Other (specify): Anticipated Professional Fees	[]\$	[]\$
General and Administrative and Overhead	[]\$	[]\$
Exploration Programs	[]\$	[]\$
Column Totals	[X] <u>\$</u>	[X] \$

Total Payments Listed (column totals added)

[X] **\$118,000**

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)

Calais Resources, Inc.

Name of Signer (Print or Type)

Thomas S. Hendricks

Signature

Date

(4-14-04)

Title of Signer (Print or Type)

President & Chief Executive Officer

ATTENTION

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

	E. STAT	E SIGNATUR	RE	
Is any party described in 17 CFR 230. provisions of such rule?	262 presently	y subject to a	ny of the disqualification	Yes No [] [X]"
See A	ppendix, Col	ımn 5, for sta	te response.	
The undersigned issuer hereby under notice is filed, a notice on Form D (17 Cl				in which this
The undersigned issuer hereby under information furnished by the issuer to off		sh to the state	e administrators, upon writte	en request,
 The undersigned issuer represents the entitled to the Uniform limited Offering E understands that the issuer claiming the conditions have been satisfied. 	xemption (UL	.OE) of the sta	ate in which this notice is fil	ed and
The issuer has read this notification and signed on its behalf by the undersigned			true and has duly caused th	nis notice to be
Issuer (Print or Type)	Sig	ature	Date	
Calais Resources, Inc.		کے جے ک	Penduls 4-14.	-04
Name of Signer (Print or Type)	1 1	(Print or Type	(/	
Thomas S. Hendricks	Pres	ident & Chie	AExecutive Officer	

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

				-						
1	2		3		4			5 Disqualification		
			Type of security					under	State	
	Intend t		and aggregate	and the second s				ULC		
	to no accreo		offering price			vestor and		(if yes, a explana		
	investors	in State	offered in state (Part C-Item 1)	a	mount purc Part C	hased in State C-Item 2)		waiver gi	anted)	
	(Part B-I	tem 1)	(ran o nom r)		\ \ \ \ \			(Part E-I	tem 1)	
	:			Number of		Number of Non-			4	
				Accredited		Accredited			0.00	
State	Yes	No	em raja, julius sa akka sajak Sakak kinendan dalam kajura ya majak majaka pana dalah kinenda sakemba.	Investors	Amount	Investors	Amount	Yes	No	
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