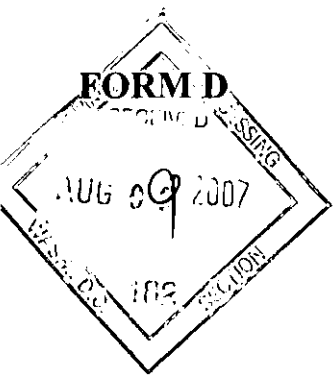


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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL table with OMB Number 3235-0076, Expires May 31, 2008, and estimated average burden of 16.00 hours per response.

FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY table with fields for Prefix, Serial, and DATE RECEIVED.

Name of Offering () check if this is an amendment and name has changed, and indicate change. Units of Common Shares and Common Share Purchase Warrants. Filing Under (Check box(es) that apply): Rule 504, Rule 505, Rule 506, Section 4(6), ULOEM. Type of Filing: New Filing, Amendment.

A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer. Name of Issuer () check if this is an amendment and name has changed, and indicate change. Fortune Minerals Limited. Address of Executive Offices: 140 Fullarton Street, Suite 1902, London, Ontario N6A 5P2 Canada. Telephone Number: (519) 858-8188.



PROCESSED AUG 13 2007 THOMSON FINANCIAL

Brief Description of Business: Mining. Type of Business Organization: corporation, limited partnership, already formed, other, business trust, limited partnership, to be formed.

Actual or Estimated Date of Incorporation or Organization: Month 08, Year 88, 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) 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. 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. Information Required: A new filing must contain all information requested. 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.

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.

ATTENTION

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 and/or Managing Partner

Full Name (Last name first, if individual)

Goad, Robin E.

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

140 Fullarton Street, Suite 1902, London, Ontario N6A 5P2 Canada

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

Full Name (Last name first, if individual)

Breukelman, William A.

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

140 Fullarton Street, Suite 1902, London, Ontario N6A 5P2 Canada

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

Full Name (Last name first, if individual)

Clouter, Carl L.

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

140 Fullarton Street, Suite 1902, London, Ontario N6A 5P2 Canada

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

Full Name (Last name first, if individual)

Doumet, George M.

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

140 Fullarton Street, Suite 1902, London, Ontario N6A 5P2 Canada

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

Full Name (Last name first, if individual)

Excell, James D.

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

140 Fullarton Street, Suite 1902, London, Ontario N6A 5P2 Canada

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

Full Name (Last name first, if individual)

Knight, David A.

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

Toronto-Dominion Centre, Canadian Pacific Tower, 100 Wellington Street W., Suite 500, P.O. Box 128, Toronto, Ontario M5K 1H1 Canada

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

Full Name (Last name first, if individual)

Naik, Mahendra

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

140 Fullarton Street, Suite 1902, London, Ontario N6A 5P2 Canada

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

Full Name (Last name first, if individual)

Kemp, Julian

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

140 Fullarton Street, Suite 1902, London, Ontario N6A 5P2 Canada

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

Full Name (Last name first, if individual)

Sprott Asset Management Inc.

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

200 Bay Street, Suite 2700, P.O. Box 27, Royal Bank Plaza, South Tower, Toronto, Ontario M5J 2J1 Canada

B. INFORMATION ABOUT OFFERING

- | | | |
|---|-------------------------------------|-------------------------------------|
| | Yes | No |
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 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)

CIBC World Markets Inc.

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

BCE Place, 161 Bay Street, Toronto, Ontario M5J 2S8 Canada

Name of Associated Broker or Dealer

CIBC World Markets Corp.

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]	X [CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	X [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)
Desjardins Securities Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
145 King Street West, Suite 2750, Toronto, Ontario M5H 1J8 Canada

Name of Associated Broker or Dealer
All U.S. solicitations were made by CIBC World Markets Corp.

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)
Canaccord Capital Corporation

Business or Residence Address (Number and Street, City, State, Zip Code)
BCE Place, 161 Bay Street, Suite 3000, Toronto, Ontario M5J 2S1 Canada

Name of Associated Broker or Dealer
All U.S. solicitations were made by CIBC World Markets Corp.

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]

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

1. Enter the aggregate 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	<u>\$ 2,933,169 (1)</u>	<u>\$ 1,805,027 (1)</u>
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ (1)	\$ (1)
Partnership Interests	\$	\$
Other (Specify)	\$	\$
Total	<u>\$ 2,933,169 (1)</u>	<u>\$ 1,805,027 (1)</u>

(1) The offering was for units, each consisting of one common share and one-half of one common share purchase warrant. Each whole warrant may be exercised for the purchase of one common share at a price of Cdn\$3.75 per share for a period of 24 months following the closing date.

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 amounts 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>3</u>	<u>\$ 1,805,027</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 type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees	<input checked="" type="checkbox"/>	\$ 5,000
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/>	\$108,302 (2)
Other Expenses (identify) Finder's Fee	<input type="checkbox"/>	\$ _____
Total	<input checked="" type="checkbox"/>	\$113,302

(2) In addition to the cash commission of \$108,302 paid in connection with the U.S. sales, the agents received 37,920 options to purchase common shares of the issuer at a price of Cdn\$3.00 per share for a period of 24 months following the closing date.

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."

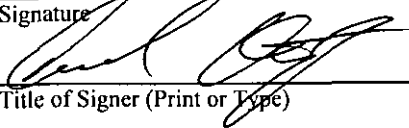
\$2,819,867

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 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 type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 2,819,867
Other (specify):	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 2,819,867
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> \$ 2,819,867

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	Date
Fortune Minerals Limited		August 3, 2007
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
David A. Knight	Corporate Secretary	

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

END

ATTENTION