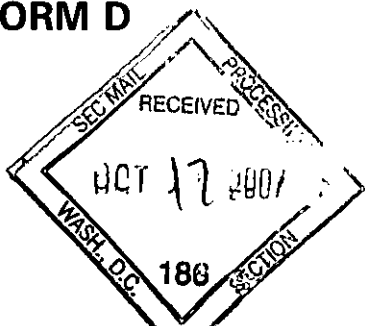


742149

FORM D



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

OMB APPROVAL OMB Number: Expires: Estimated average burden hours per form SEC USE ONLY Prefix Serial DATE RECEIVED

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

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

October 2007 Private Placement of Shares and Warrants (see Exhibit A)

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 (check if this is an amendment and name has changed, and indicate change.)

Miranda Gold Corp.

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

Unit 1 - 15782 Marine Drive, White Rock, British Columbia, V4B 1E6

Telephone Number (Including Area Code)

(604) 536-2711

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 and Development

Type of Business Organization

- corporation limited partnership, already formed LLC, already formed other (please specify) business trust limited partnership, to be formed LLC, to be formed

Actual or Estimated Date of Incorporation or Organization:

Month Year 0 5 19 93

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



PROCESSED OCT 25 2007 THOMSON FINANCIAL

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.

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 and/or Managing Partner

Full Name (Last name first, if individual)

Meyer, Doris

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

Unit 1 – 15782 Marine Drive, White Rock, British Columbia, V4B 1E6

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

Full Name (Last name first, if individual)

Higgs, Dennis

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

4520 West 5th Avenue, Vancouver, British Columbia, V6R 1S7

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

~~Managing Partner~~

Full Name (Last name first, if individual)

Cragg, James

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

665 So. Skinker Blvd., St. Louis, Missouri, 63105

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

~~Managing Partner~~

Full Name (Last name first, if individual)

Ristorcelli, Steven

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

393 Fricke Court, Gardnerville, Nevada, 89460

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

~~Managing Partner~~

Full Name (Last name first, if individual)

Cunningham, Kenneth

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

5900 Philoree Lane, Reno, Nevada, 89511

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

Full Name (Last name first, if individual)

Hebert, Joe

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

295 Greencrest Drive, Spring Creek, Nevada, 89815

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

Full Name (Last name first, if individual)

McDonald, G. Ross

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

Unit 1 – 15782 Marine Drive, White Rock, British Columbia, V4B 1E6

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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
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)

Global Resource Investments Limited CRD # 35878 SEC # 8-47039

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

7770 El Camino Real, Carlsbad, California, 92009-8506

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

- | | | | | | | | | | | | | |
|-----------------------------|-----------------------------|-----------------------------|-----------------------------|--|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| <input type="checkbox"/> AL | <input type="checkbox"/> AK | <input type="checkbox"/> AZ | <input type="checkbox"/> AR | <input checked="" type="checkbox"/> CA | <input type="checkbox"/> CO | <input type="checkbox"/> CT | <input type="checkbox"/> DE | <input type="checkbox"/> DC | <input type="checkbox"/> FL | <input type="checkbox"/> GA | <input type="checkbox"/> HI | <input type="checkbox"/> ID |
| <input type="checkbox"/> IL | <input type="checkbox"/> IN | <input type="checkbox"/> IA | <input type="checkbox"/> KS | <input type="checkbox"/> KY | <input type="checkbox"/> LA | <input type="checkbox"/> ME | <input type="checkbox"/> MD | <input type="checkbox"/> MA | <input type="checkbox"/> MI | <input type="checkbox"/> MN | <input type="checkbox"/> MS | <input type="checkbox"/> MO |
| <input type="checkbox"/> MT | <input type="checkbox"/> NE | <input type="checkbox"/> NV | <input type="checkbox"/> NH | <input type="checkbox"/> NJ | <input type="checkbox"/> NM | <input type="checkbox"/> NY | <input type="checkbox"/> NC | <input type="checkbox"/> ND | <input type="checkbox"/> OH | <input type="checkbox"/> OK | <input type="checkbox"/> OR | <input type="checkbox"/> PA |
| <input type="checkbox"/> RI | <input type="checkbox"/> SC | <input type="checkbox"/> SD | <input type="checkbox"/> TN | <input type="checkbox"/> TX | <input type="checkbox"/> UT | <input type="checkbox"/> VT | <input type="checkbox"/> VA | <input type="checkbox"/> WA | <input type="checkbox"/> WV | <input type="checkbox"/> WI | <input type="checkbox"/> WY | <input type="checkbox"/> 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

- | | | | | | | | | | | | | |
|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| <input type="checkbox"/> AL | <input type="checkbox"/> AK | <input type="checkbox"/> AZ | <input type="checkbox"/> AR | <input type="checkbox"/> CA | <input type="checkbox"/> CO | <input type="checkbox"/> CT | <input type="checkbox"/> DE | <input type="checkbox"/> DC | <input type="checkbox"/> FL | <input type="checkbox"/> GA | <input type="checkbox"/> HI | <input type="checkbox"/> ID |
| <input type="checkbox"/> IL | <input type="checkbox"/> IN | <input type="checkbox"/> IA | <input type="checkbox"/> KS | <input type="checkbox"/> KY | <input type="checkbox"/> LA | <input type="checkbox"/> ME | <input type="checkbox"/> MD | <input type="checkbox"/> MA | <input type="checkbox"/> MI | <input type="checkbox"/> MN | <input type="checkbox"/> MS | <input type="checkbox"/> MO |
| <input type="checkbox"/> MT | <input type="checkbox"/> NE | <input type="checkbox"/> NV | <input type="checkbox"/> NH | <input type="checkbox"/> NJ | <input type="checkbox"/> NM | <input type="checkbox"/> NY | <input type="checkbox"/> NC | <input type="checkbox"/> ND | <input type="checkbox"/> OH | <input type="checkbox"/> OK | <input type="checkbox"/> OR | <input type="checkbox"/> PA |
| <input type="checkbox"/> RI | <input type="checkbox"/> SC | <input type="checkbox"/> SD | <input type="checkbox"/> TN | <input type="checkbox"/> TX | <input type="checkbox"/> UT | <input type="checkbox"/> VT | <input type="checkbox"/> VA | <input type="checkbox"/> WA | <input type="checkbox"/> WV | <input type="checkbox"/> WI | <input type="checkbox"/> WY | <input type="checkbox"/> 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

- | | | | | | | | | | | | | |
|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| <input type="checkbox"/> AL | <input type="checkbox"/> AK | <input type="checkbox"/> AZ | <input type="checkbox"/> AR | <input type="checkbox"/> CA | <input type="checkbox"/> CO | <input type="checkbox"/> CT | <input type="checkbox"/> DE | <input type="checkbox"/> DC | <input type="checkbox"/> FL | <input type="checkbox"/> GA | <input type="checkbox"/> HI | <input type="checkbox"/> ID |
| <input type="checkbox"/> IL | <input type="checkbox"/> IN | <input type="checkbox"/> IA | <input type="checkbox"/> KS | <input type="checkbox"/> KY | <input type="checkbox"/> LA | <input type="checkbox"/> ME | <input type="checkbox"/> MD | <input type="checkbox"/> MA | <input type="checkbox"/> MI | <input type="checkbox"/> MN | <input type="checkbox"/> MS | <input type="checkbox"/> MO |
| <input type="checkbox"/> MT | <input type="checkbox"/> NE | <input type="checkbox"/> NV | <input type="checkbox"/> NH | <input type="checkbox"/> NJ | <input type="checkbox"/> NM | <input type="checkbox"/> NY | <input type="checkbox"/> NC | <input type="checkbox"/> ND | <input type="checkbox"/> OH | <input type="checkbox"/> OK | <input type="checkbox"/> OR | <input type="checkbox"/> PA |
| <input type="checkbox"/> RI | <input type="checkbox"/> SC | <input type="checkbox"/> SD | <input type="checkbox"/> TN | <input type="checkbox"/> TX | <input type="checkbox"/> UT | <input type="checkbox"/> VT | <input type="checkbox"/> VA | <input type="checkbox"/> WA | <input type="checkbox"/> WV | <input type="checkbox"/> WI | <input type="checkbox"/> WY | <input type="checkbox"/> 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 | \$ _____ | \$ _____ |
| <input checked="" type="checkbox"/> Common Shares...see "Other (Specify) below... | | |
| Convertible Securities (including warrants)....see "Other (Specify)" below | \$ _____ | \$ _____ |
| Partnership Interests | \$ _____ | \$ _____ |
| Other (Specify) Units - See Exhibit A on back of this Form D | \$ 4,683,000 | \$ 4,683,000 |
| Total | \$ 4,683,000 | \$ 4,683,000 |

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 | <u>8</u> | \$ <u>1,716,750</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"/> \$ _____ |
| Listing Fees on Stock Exchange | <input checked="" type="checkbox"/> \$ 25,246 |
| Legal Fees | <input checked="" type="checkbox"/> \$ 25,000 |
| Accounting Fees | <input type="checkbox"/> \$ _____ |
| Value of Finder's Fee Units paid to Global Resource Investments Limited in connection with U.S. | <input checked="" type="checkbox"/> \$ 245,700 |
| Sales Commissions (specify finders' fees separately) | <input type="checkbox"/> \$ _____ |
| Other Expenses (identify)..... Value of Finder's Fee Units paid in connection with Non-U.S. Purchasers | <input checked="" type="checkbox"/> \$ 266,175 |
| Total | <input checked="" type="checkbox"/> \$ 562,121 |

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."

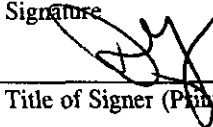
\$ 4,120,879

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"/> \$ _____ |
| 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"/> \$ <u>4,120,879</u> |
| Other (specify) _____ | <input type="checkbox"/> \$ _____ | <input type="checkbox"/> \$ _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| Column Totals..... | <input type="checkbox"/> \$ _____ | <input checked="" type="checkbox"/> \$ <u>4,120,879</u> |
| Total Payments Listed (column totals added) | <input checked="" type="checkbox"/> \$ _____ | <input checked="" type="checkbox"/> \$ <u>4,120,879</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) Miranda Gold Corp. | Signature  | Date October 15, 2007 |
| Name of Signer (Print or Type) Doris Meyer | Title of Signer (Print or Type) Chief Financial Officer & Corporate Secretary | |

ATTENTION

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

Miranda Gold Corp. (the "Issuer")
Exhibit A to Form D

"Item C.1" of Form D

This non-brokered offering ("Offering") closed on October 4, 2007. The Issuer offered and sold 4,460,000 units (the "Units"), each Unit consisting of one common share ("Share") and one non-transferable common share purchase warrant ("Warrant"), at a price of \$1.05 (CDN) per Unit for a total aggregate offering amount of \$4,683,000 USD [\$4,683,000 CDN].

Each Unit consists of one common share (a "Share") and one non-transferable common share purchase warrant (a "Warrant"). Each Warrant will entitle the holder thereof to purchase one additional common share (a "Warrant Share") for a period of two years at a purchase price of \$1.50 (CDN) per Share. If, after the expiry of all resale restrictions, the volume-weighted average Share price is \$2.10 (CDN) or greater on the TSX Venture Exchange for any consecutive 10 days of trading, the Company may, at its discretion, provide notice of an earlier expiry date of the Warrants, in which case the Warrants shall expire 30 business days after giving such notice.

The Units were offered and sold outside the United States in accordance with Rule 903(b)(1) of Regulation S and within the United States in accordance with Rule 506 of Regulation D.

"Item C.2" of Form D

Of the total Units offered and sold in this Offering, 1,635,000 Units were sold in the United States by the Issuer for gross proceeds of \$1,716,750 USD [\$1,716,750 CDN].

The Units have been offered, sold and delivered within the United States (i) pursuant to a finder's fee agreement between the Company and Global Resource Investments Limited, a securities broker-dealer duly licensed under U.S. federal and all applicable state securities laws and in good standing with FINRA, to a limited partnership and three individuals in California, and (ii) directly by the Company to a director in Missouri and an officer, a director and its President/CEO in Nevada, all in reliance upon Rule 506 of Regulation D. All eight of these U.S. purchasers are "Accredited Investors," as defined in Rule 501(a) of Regulation D.

No sales commissions or other remuneration were paid or given directly or indirectly to any officer or director of the Issuer for the offers and sales of Units made to the above-mentioned Accredited Investors.

All dollar amounts on this Form D were converted to U.S. dollars from Canadian dollars using an exchange rate of US/CDN \$1.00.

END