

PROPERTY FILE

Winnipeg / Golden Crown
Group
Greenwood M.D.

001087

MINISTRY OF ENERGY, MINES
& PETROLEUM RESOURCES.
REC'D JUL 12 1989
NELSON, B.C.

VANCOUVER STOCK EXCHANGE
British Columbia, Canada

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FILING STATEMENT

(# 69/89)

Section: 2

Attwood Gold Corporation (formerly Grand Forks Mines Ltd.)
Name of Company

100 - 450 West Georgia St., Vancouver, B.C. V6B 1Z3
Telephone: (604)263-2431
Head Office Address and Telephone Number of Company

Montreal Trust Company of Canada, 510 Burrard St., 2nd Floor
Vancouver, B.C. V6C 3B9
Name and Address of Company's Registrar and Transfer Agent

The Company is, under the rules of the Exchange, a "Resource Company".

The Vancouver Stock Exchange has not in any way passed upon the merits of the securities of the Company. The information contained in this Filing Statement has been supplied to the Exchange by the Company, and the Exchange has relied upon this information in accepting the Filing Statement.



ATTWOOD GOLD CORPORATION
(the "Company")

1. STATEMENT OF MATERIAL CHANGES IN THE AFFAIRS OF THE COMPANY

(A) Acquisition of Grand Forks Properties from Boundary Gold Corp. and Change of Control

Pursuant to an Agreement dated as of April 1, 1989 between Attwood Gold Corporation (the "Company") and Boundary Gold Corp. ("Boundary"), of 423 S.E. First Avenue, P.O. Box 1739, Grand Forks, B.C., the Company acquired Boundary's 50% interest in the Winnipeg/Golden Crown and Hek & Hel groups of claims, together with Boundary's 100% interest in 51 additional mineral claims (the Crown and the Ike groups of claims). All of the claims are located in the Greenwood Mining Division, Province of British Columbia. All of the claims are contiguous.

As a result of the acquisition, the Company now owns a 100% interest in the Winnipeg/Golden Crown and Hek & Hel groups of mineral claims. See "MATERIAL NATURAL RESOURCE PROPERTIES" for information about these claims.

The Crown group of claims consists of 34 unpatented claims and 5 reverted crown granted mineral claims or fractions. The Ike group of claims consists of 12 unpatented mineral claims. Prior to April 1, 1989, Noranda Exploration Company, Limited (N.P.L.) (no personal liability) ("Noranda") had an option to acquire an interest in the Crown claims from Boundary. Management of the Company has been informed by Boundary that Noranda incurred approximately \$275,000 in exploration expenditures on the claims. At this time the Company has no plans to make any expenditures on the Crown and Ike groups of claims.

To the knowledge of the Company, the Crown and Ike groups of claims are without a known body of commercial ore and any program conducted thereon would be an exploratory search for ore.

The Company acquired the said claims in consideration for the issuance of 796,695 common shares of the Company (post-consolidated), which is equal to 49% of the current issued share capital of the Company, and which resulted in a change of control of the Company.

Pursuant to a Shareholders' Agreement dated as of April 27, 1989, Boundary, Sydney Belzberg ("Belzberg"), S.A.B. Escrow Ltd., Thomas Hinton and Global Leasing Ltd., agreed to vote 1,063,837 shares of the Company owned by them, equal to 65% of the issued share capital of the Company, to elect as directors of the Company three nominees of each of Belzberg and Boundary. The Shareholders' Agreement will terminate no later than May 4, 1991.

B. Consolidation and Name Change

At the Annual General Meeting of the Company held on April 11, 1989, shareholders passed a special resolution which provided that:

- (a) the name of the Company be changed to "Attwood Gold Corporation";
- (b) the authorized share capital of the Company be altered by consolidating all of the 10,000,000 common shares without par value, of which 4,139,076 shares are issued and outstanding, into 2,000,000 common shares without par value of which 827,815.2 shares would be issued and outstanding, every 5 of such common shares without par value being consolidated into one common share without par value; and
- (c) the authorized capital of the Company be increased from 2,000,000 common shares without par value to 20,000,000 common shares without par value.

Upon the said special resolution becoming effective, the Company will have an authorized share capital of 20,000,000 common shares of which 1,624,510 (or less after the effects of rounding) of such shares will be issued and outstanding.

When the Company is advised by the Vancouver Stock Exchange (the "Exchange") that effective at the opening on a certain day (the "Effective Date") the common shares of Attwood Gold Corporation will be posted and called for trading on the Exchange and the common shares of Grand Forks Mines Ltd. will be delisted, the Company shall cause a certified copy of the said special resolution to be filed with the Registrar of Companies in British Columbia on the Effective Date and, upon its acceptance for filing on that date, the said special resolution shall become effective.

All share disclosures appearing in other items in this Filing Statement are disclosed on a consolidated basis.

The consolidation will not alter or change in any way any member's proportion of votes to total votes, however, the total votes capable of being cast by members at a members' meeting in the future will be reduced to one-fifth.

2. FINANCIAL INFORMATION

The Company's approximate working capital as at April 30, 1989 was \$27,000. The Company intends to do a financing early this summer to raise funds to increase its level of working capital and to further explore its properties.

3. MATERIAL NATURAL RESOURCE PROPERTIES

A. The Winnipeg/Golden Crown Claims

The Winnipeg/Golden Crown group of claims consists of two crown granted mineral claims, seven reverted crown granted mineral claims and one located mineral claim located in the Greenwood Mining Division, Province of British Columbia. The claims are subject to a 2 1/2% net proceeds of productions royalty granted to Munde Mines Limited (NPL) ("Munde") pursuant to an agreement between Boundary and Munde dated as of June 11, 1982.

Underground development and production operations along the Winnipeg and Golden Crown Claims veins from 1901 to 1902, thence from 1910 to 1912 consisted of approximately 8,000 feet of shaft sinking, drifting and stoping. A total of 61,514 tons of ore yielding 12,914 ounces of gold, 38,800 ounces of silver and 274,507 pounds of copper was mined from the two veins. The mine was essentially dormant from 1913 to 1964.

In 1965 through 1982, several companies conducted intermittent exploration activities on the claims. From 1983 to date, the Company in conjunction with Boundary conducted continuous explorations consisting of geophysical and geochemical prospecting, trenching and diamond drilling.

Commencing in August 1987, the Company in conjunction with Boundary conducted a two phase work program on the property. The program included the extension of the underground workings to connect with the old Golden Crown and Winnipeg shafts, exploration crosscuts and surface and underground diamond drilling. The total physical work completed as a result of the program was as follows:

Drifting, crosscutting, raising	3,390 ft.
Surface diamond drilling of 17 NQ holes	2,508 ft.
Underground diamond drilling of 54 BQ holes	10,849 ft.

Thirty-three of the final 42 underground drill holes resulted in establishing the continuity of the main gold bearing structures (George and King veins) to 200 feet below the Main drift. Drill hole GCU 89-5A intersected a zone of massive sulphides 100 feet below the Main drift level and returned an assay of 14.4 oz Au/ton across a true width of 15 feet. The section included a four foot interval assaying of 71.67 oz Au/ton. This lode appears to be a continuation of a zone of mineralization confirmed by current and previous drill holes within 100 feet on strike which resulted in the intersection of 5.4 feet of 4.14 oz Au/ton and 7.9 feet of 1.03 oz Au/ton.

In the drilling and exploration crosscuts, parallel and gold bearing structures were also intersected. In addition, drilling from the No. 3 crosscut near the face of the Main drift resulted in the intersection of three parallel sulphide bearing structures containing gold values. The indication is that potential gold bearing zones extend to the northeast.

R.H. Seraphim, Ph.D. P. Eng. has estimated that the claims contain drill indicated reserves of 62,670 tons averaging 0.445 oz. gold, 0.52 oz. silver and 0.70% copper per ton, including dilution of 25%.

Management is currently reviewing the results of the program in order to determine the next phase of development of the claims.

B. Hek and Hel Claims

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The Company holds a 100% interest in the Hek and Hel Claims comprising 13 units located in the Greenwood Mining Division, British Columbia.

Exploration of gold occurrences covered by the claim group dates back to 1901. In the 1930's the property was referred to as the Simpson mine with open cuts, shafts and drifts which explored pyrrhotite-pyrite-chalcopyrite zones.

In 1939, Hecla Mining shipped 364 tons which averaged 0.71 ounces of Au/ton and 0.25 ounces Ag/ton. A drill hole drilled by Fento Mines reportedly intersected "18 feet" of 0.30 ounces Au/ton, 3.75 ounces Ag/ton and 0.5% Cu. Drilling by Boundary up to 1976 disclosed significant gold values in six of the eleven drill holes. The values ranged from 0.083 ounces Au/ton over "nine feet" to 0.28 ounces Au/ton over "34 feet".

Beginning in 1983, the Company has explored the property.

Between May of 1987 and March of 1989 Noranda Exploration Company, Limited (N.P.L.) (no personal liability) ("Noranda") completed an induced polarization survey and other work on the property, including eight diamond drill holes to test IP anomalies. Drill hole HK 88-5 returned a 13.5 foot section of mineralization that averaged 0.156 oz Au/ton including a 4.2 foot interval of 0.240 oz Au/ton. Noranda has since dropped its option to acquire an interest in the property.

At this time the Company has no plans to make any further expenditures on the Hek and Hel Claims.

To the knowledge of the Company, the Hek and Hel Claims are without a known body of commercial ore and any program conducted thereon would be an exploratory search for ore.

4. PARTICULARS OF NON-RESOURCE ASSETS

None.

5. CORPORATE INFORMATION

The Company was incorporated under the laws of the Province of British Columbia with the name Exerex Resources Ltd. on July 25, 1977.

The authorized capital of the Company consists of 20,000,000 common shares without par value. There are 1,624,510 (or less, after the effects of rounding) common shares which are issued and outstanding.

Each common share entitles the holder thereof to one vote at a shareholders' meeting. All common shares rank equally.

6. DIRECTORS, OFFICERS AND PROMOTERS AND PERSONS HOLDING MORE THAN 10% OF THE ISSUED EQUITY SHARES

<u>Name, Residence & Positions Held in the Company</u>	<u>No. of Shares of Issuer Beneficially Owned Directly Or Indirectly</u>	<u>Principal Occupation and, if not at present an elected director, occupation during past five years</u>
SYDNEY BELZBERG 8665 Barnard Street Vancouver, B.C. V6P 5G6 PRESIDENT AND DIRECTOR	124,952	President, Budget Rent-A-Car of B.C. Ltd.
WILLIAM T. HINTON 388 Montroyal Blvd. Vancouver, B.C.	43,730	Vice-President, Western Canada MacMillan North Bathurst Inc.
DIRECTOR		
WILHELMUS G. KOCKEN 14642 St. Andrews Dr. Surrey, B.C.	1,600	President, Inlet Metal & Machining Co. Ltd.
DIRECTOR		
GEORGE NAKADE Box 511 Grand Forks, B.C.	Nil	President, Boundary Gold Corp.
DIRECTOR		

LAURENCE SOOKOCHOFF
4463 West 1st Avenue
Vancouver, B.C.

Nil

Consulting Geologist

DIRECTOR

RICHARD PERKINS
Box 73
Cristina Lake, B.C.

Nil

Real Estate Agent

DIRECTOR

BOUNDARY GOLD CORP.
423 S.E. First Avenue
P.O. Box 1739
Grand Forks, B.C.
VOH 1H0

796,695

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A list of the reporting companies of which each of the above is also a director, officer or promoter will be available for inspection at the Company's office during normal business hours for a period of thirty (30) days after the Exchange publishes its notice regarding this Filing Statement. No such company was, during the period that the above persons were a director, officer or promoter thereof, struck off the Register of Companies by the British Columbia Registrar of Companies or similar authority, and no securities of such companies were the subject of a cease-trade or suspension order for a period of more than thirty (30) consecutive days.

Other than as disclosed herein, the signatories hereto are unaware of any person who owns, directly or indirectly, more than ten (10%) percent of the issued and outstanding shares of the Company.

Save as disclosed herein, no director, officer, promoter or insider of the Company has received direct or indirect remuneration or anything of value from the Company during the past year.

7. OPTION TO PURCHASE SECURITIES OF THE ISSUERS

The following stock options are currently in effect:

<u>Name</u>	<u>No. of Shares</u>	<u>Exercise Price and Term</u>
Wilhelmus H. Kocken	9,876	\$2.40 per Share if exercised at any time up to and including Sept. 4, 1992

Sydney Belzberg	9,337	\$3.65 per Share if exercised at any time up to and including May 9, 1993
William T. Hinton	8,536	\$3.65 per Share if exercised at any time up to and including May 9, 1993
George Nakade	4,000	\$2.40 per Share if exercised at any time up to and including May 15, 1991
2 employees of the Company	2,500 (aggregate)	as to 2,000 shares, \$2.40 per Share if exercised at any time up to and including May 15, 1991 and as to 500 shares, \$3.65 per shares if exercised at any time up to and including May 9, 1993.

8. SECURITIES OF THE ISSUER HELD IN ESCROW, IN POOL OR SUBJECT TO HOLD RESTRICTIONS

12,000 shares of the Issuer are held in escrow by the Issuer's Transfer Agent, Montreal Trust Company of Canada, subject to release of the consent of the Vancouver Stock Exchange. The escrow agreement provides that in the event the Issuer loses or abandons or fails to obtain title to all or part of the property for which the escrow shares were issued then the Exchange in its discretion may require that such number of shares as the Exchange may determine shall be surrendered to the Issuer for cancellation. There are no shares for the Issuer held in pool or subject to hold restrictions.

9. PARTICULARS OF ANY OTHER MATERIAL FACTS

There is no other material facts which have not been previously disclosed herein.

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CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the Company's affairs.

This Certificate must be signed by two directors of the Company.

NAME SYDNEY A. BELZBERG

SIGNATURE 

NAME GEORGE NAKADE

SIGNATURE 

DATED at Vancouver, B.C. this 31st day of May, 1989.