

MINISTRY OF ENERGY, MINES  
AND PETROLEUM RESOURCES

003205

JUN 8 - 1989

KAMLOOPS, B.C.



VANCOUVER STOCK EXCHANGE  
BRITISH COLUMBIA, CANADA

R.M. or A.L.

82LSV007

~~Monashee Pass 82LSV004~~ A.L.

Bluebird - Homestake 82FSW 82FSW 82FSW A.L.

Rossland 82FSV 82FSV A.L.

~~Burrocc 82J~~ A.L.

82FSW 23

FILING STATEMENT

(# 20/89 )

ANTELOPE RESOURCES INC. (formerly Antelope Resources Limited)

NAME OF COMPANY

Suite 530, 800 West Pender Street, Vancouver, B.C., V6C 1V6, 687-6671

HEAD OFFICE ADDRESS AND TELEPHONE NUMBER OF COMPANY

National Trust Company, 666 Burrard St. Vancouver, B.C.

NAME AND ADDRESS OF COMPANY'S REGISTRAR AND TRANSFER AGENT

The Vancouver Stock Exchange has not in any way passed upon the merits of the securities or 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.

00300

**ANTELOPE RESOURCES LIMITED**  
(the "Company")

**1. Statement of Material Change in the Affairs of the Company**  
Continuation and Amalgamation

At the Company's Annual and Extraordinary General Meeting held January 18, 1989, the shareholders of the Company authorized the Company to apply to the Director of Corporations in Ontario for a Certificate of Continuance, continuing the Company as if it had been incorporated under the Business Corporations Act, 1982 (Ontario) (the "O.B.C.A."). The shareholders of the Company also approved the terms and conditions of an amalgamation of the continued company with Miles (Red Lake) Mines Limited ("Miles") under the O.B.C.A. (the "Amalgamation"). The Amalgamation is subject to the approval of the Supreme Court of British Columbia and the acceptance for filing of the Registrar of Companies of British Columbia. The continuation of the Company into Ontario is required under the O.B.C.A. to complete the Amalgamation.

Miles and the Company are both natural resource companies with interests in mining claims. Each holder of common shares of Miles will receive one common share of the amalgamated company for every 20 common shares of Miles presently held, and each shareholder of the Company will receive one common share of the amalgamated company for every share of the Company presently held. On completion of the Amalgamation, the amalgamated company will have approximately 5,019,128 common shares outstanding to be owned as to 4,873,035 by the shareholders of the Company and as to 146,093 by the shareholders of Miles. One full common share will be issued for each fractional share resulting from the exchange of shares. The amalgamated company will be called "Antelope Resources Inc.".

The Company owns or holds interests in various mining properties located in British Columbia as more particularly described in item 3 herein, under the heading "Material Natural Resource Properties". It is also seeking to acquire additional properties worthy of exploration and development. Miles owns 18 patented claims known as KRL1185-1187 inclusive, KRL1892-1897 inclusive, KRL1899-1901 inclusive, and KRL10724-10729 inclusive in the Ball Township in the Province of Ontario. No exploration or development work has been undertaken on these lands in some years as Miles has been dormant. However, an exploration program during the 1960's outlined two small zones of base metal mineralization in metasediments. These were reported at 16,500 tons grading 0.68% of copper and 4.57% of zinc, and 130,500 tons grading 1.85% of copper and 6.90% of zinc. In addition to

acquiring the assets of Miles, the amalgamated company will also be responsible for the payment of Miles' liabilities which as at September 30, 1988 totalled \$35,148.

The Company is a reporting issuer in British Columbia but not in Ontario. Miles is a reporting issuer in Ontario but not in British Columbia. As a result of the amalgamation, the amalgamated company will be a reporting issuer in both provinces. The management of Miles and the Company believe that reporting issuer status in Ontario will be of great assistance for the amalgamated company in the future when seeking financing through private placements.

The amalgamation will be effective upon the date the Registrar of Companies receives documentation satisfactory to him regarding the Amalgamation, and he issues a Certificate of Amalgamation showing that the Company and Miles are amalgamated.

The directors and officers of the amalgamated company will be the same as the directors and officers of the Company. The following is a listing of those shareholders who own greater than 10% of the issued and outstanding common shares of Miles:

<u>Name</u>	<u>No. of Shares</u>	<u>Percentage of Class</u>
Mr. E.C. Cochenour, Mr. J.E.J. Fahlgren, and Mr. H.G. Soward, Trustees	600,600	20.6%
Coin Lake Gold Mines, Limited	492,583	16.9%
Middle Bay Mines Limited	370,000	12.7%

Coin Lake Gold Mines, Limited is a reporting company, and Thomas Skimming and Christian von Hessert, directors of the Company, are also directors of Coin Lake Gold Mines, Limited.

#### Property Acquisitions

##### 1. Butorac Mineral Claims

By an Agreement dated August 31, 1988, between the Company and 326925 British Columbia Ltd., of 2050 Cooke Avenue, Rossland, British Columbia, V0G 1Y0, the Company was assigned the option to purchase certain Crown granted patented mineral claims located in the Kootenay District, British Columbia, in consideration of the

payment of the actual expenses of 326925 British Columbia Ltd. in connection with the property, the issuance of 25,000 shares of the Company and the assumption of all of the obligations and liabilities of 326925 British Columbia Ltd. under the original option agreement. To exercise the option, the Company is therefore required to make the following property payments to the owner:

<u>Date</u>	<u>Amount of Payment</u>
December 15, 1988	\$ 7,500
June 15, 1989	\$ 10,000
December 15, 1989	\$ 10,000
June 15, 1990	\$ 12,500
December 15, 1990	\$ 12,500
June 15, 1991	\$ 15,000
December 15, 1991	\$ 15,000
June 15, 1992	\$ 17,500
December 15, 1992	\$ 17,500
December 15, 1993	\$100,000
December 15, 1994	\$100,000

The Crown granted mineral claims which are recorded at the Nelson, B.C. Mining Recorder's Office are:

<u>Claim</u>	<u>Lot No.</u>
Georgia Fraction (unregistered Crown Grant No. 9798)	L.4668
Evening Star (including surface rights as contained on 1987 Property Tax Notice)	L.801
La Belle (unregistered Crown Grant No. 9799)	L.729
Eden	L.1127
April Fool	L.1212
Blue Elephant	L.1280
St. Charles	L.1689
Joker	L.1690

Upon making all of the above payments, the Company will acquire an 100% interest in the Butorac Mineral Claims, subject only to a 5% net profits royalty reserved to the owner.

The Company has carried out preliminary surface sampling and geological mapping, limited geophysical work (VLF-EM), and about 3,000 feet of diamond drilling for which analytical results are pending.

2. Sideco Mineral Claims

By an Agreement dated August 31, 1988 also between the Company and 326925 British Columbia Ltd., the Company was assigned the option to purchase eight reverted Crown granted mineral claims located in the Trail Creek Mining Division, British Columbia, in consideration of the payment of the actual expenses of 326925 British Columbia Ltd. in connection with the property, the issuance of 25,000 shares of the Company, and the assumption of all of the obligations and liabilities of 326925 British Columbia Ltd. under the original option agreement. To exercise the option, the Company is therefore required to make annual property payments to the owner on January 1st of each year, until the aggregate amount of \$260,000 has been paid by January 1, 1993. Upon making the required payments, the Company will acquire an 100% interest in the claims, subject only to an 1% net smelter returns royalty reserved to the owner. Only preliminary surface sampling and geological mapping have been undertaken. The following outlines the eight reverted Crown granted mineral claims which are located in the Trail Creek Mining Division, B.C.:

<u>Claim</u>	<u>Lot No.</u>	<u>Expiry</u>
Mascott	L. 1344	Jan. 16, 1991
Kapai Fraction	L.11012	Jan. 16, 1991
St. Lawrence	L. 1197	Jan. 16, 1991
G.B. Architect Fr.	L. 1707	Jan. 16, 1991
Copper Jack	L. 1185	Jan. 16, 1991
Michagamie	L. 1294	Jan. 16, 1991
North Star	L. 797	Jan. 16, 1991
Tip Top	L. 798	Jan. 16, 1991

3. Delich Mineral Claims

By a Letter of Intent dated September 19, 1988, the Company's joint venture partner, Bryndon, agreed to enter into an Option Agreement with Michael Delich of P.O. Box 730, Rossland, British Columbia, V0G 1Y0 to acquire an 100% interest in eight reverted Crown granted mineral claims, located in the Trail Creek Mining District, British Columbia, and one Crown granted patented mineral claim located in the Kootenay District, British Columbia. Because the properties are within the area of interest created by the Joint Venture Agreement dated June 3, 1987 between the Company and Bryndon, the Company and Bryndon have agreed to share the acquisition and exploration costs in connection with the property to each earn an undivided 50% interest in the property. In order to exercise the option, Bryndon and the Company must pay an aggregate

of \$250,000 by certain semi-annual instalments in March and September of each year until September 21, 1992. the owner has reserved a 4% net smelter returns royalty; however, the royalty can be reduced, in whole or in part at any time, by the payment by Bryndon and the Company to the royalty holder of the sum of \$250,000 for every one percentage (1%) of net smelter returns royalty so held.

## 2. Financial Information

The Company's approximate working capital as of January 31, 1989 was \$223,150.

The Company owns all of the issued and outstanding shares of Antelope Resources, Inc. (U.S.), its Nevada subsidiary.

## 3. Material Natural Resource Properties

The Company owns interests in the mining properties described hereunder and intends to seek and acquire additional properties:

### (A) Au Property:

#### (1) Description and Location

This property consists of five modified grid claims and one fractional grid claim totalling approximately 51 units, located in the Kamloops Mining Division, British Columbia, (the "Au Property"), and more particularly described as follows:

<u>Claim Name</u>	<u>Units</u>	<u>Record No.</u>	<u>Record Date</u>	<u>Expiry</u>
<u>Modified Grid Claims</u>				
Au 100	6	422	June 18, 1976	June 18, 1989
Au 200	15	6670	June 13, 1986	June 13, 1990
Au 300	1	6669	June 13, 1986	June 13, 1990
Au 400	15	7102	June 10, 1987	June 10, 1989
Au 500	15	7103	June 10, 1987	June 10, 1989
Au fraction	-	6671	June 13, 1986	June 13, 1990

The Au 400 and Au 500 claims were recently staked by the Company and include ground previously covered by the Bay 1-12 and Bay Fraction Claims acquired from Mr. William Day Yorke-Hardy pursuant to an Agreement dated July 31, 1987, in consideration of a cash payment of \$1,300.00 and the reservation of a 5% net profits royalty. Mr. William Day Yorke-Hardy is the father of Robert William Yorke-Hardy, a Director of Antelope.

The Au Property is located approximately 19 kilometers north northwest of Vernon, British Columbia and is accessible by gravel/dirt road by means of four wheel drive vehicles.

(2) History

The Au Property was apparently staked several times during the 1960's and limited trenching is reported to have been carried out during that period. In 1969, Coseka Resources Ltd. acquired the property and carried out a program of geological mapping, geochemistry and blast trenching thereon, allowing the claims to lapse in 1972. The Company staked the claims in 1973 and conducted a program of soil and rock geochemistry and testlines of magnetic and VLF electromagnetic geophysics; additional geological mapping, soil and rock geochemistry and trenching was conducted in the vicinity of the East Showing in 1974 and 1976 by Newconnex Limited and diamond drilling was undertaken thereon in 1979. In 1983, a program of detailed VLF-EM geophysics and limited soil geochemistry was conducted over a newly established grid to establish a correlation of EM conductors with soil anomalies. In result, two strong conductors paralleling the regional trend were delineated, however, coincident geochemical anomalies were not detected. During 1986, a follow-up program of geochemistry, trenching and testlines of induced polarization-resistivity geophysics was conducted; the trenching exposed additional mineralization and an eastward extension of the West Showing. The Quartz Showing was trenched and mineralization encountered.

(3) Mineralization

Three distinct zones of mineralization have been exposed within the Au 200 claim: East Showing, West Showing and the Quartz Showing. Further, the electromagnetic survey carried out on the property successfully delineated two west-northwesterly trenching conductors.

Recently the Company has carried out line-cutting, 2600 feet of trenching, surface sampling and limited surface testing (VLF-EM and IP). Initial results confirmed the existence of widespread gold occurrences on the property and have exposed two zones of anomalous gold, one of which grades in excess of 0.05 ounces per ton over 40 feet, including a 6.5 foot zone averaging 0.134 ounces per ton. This occurrence was previously unknown. Values as high as 0.606 ounces of gold per ton across five feet have been reported from trenches on the Au Property.

(B) **Rossland Property:**

(1) Description and Location

Pursuant to an Option and Joint Venture Agreement dated June 3, 1987, (the "Agreement") made between the Company and Bryndon Ventures Inc. ("Bryndon"), the Company obtained the right to acquire an undivided fifty percent (50%) interest in and to forty-four (44) Crown granted mineral claims by incurring \$150,000.00 of exploration expenditures thereon on or before June 15, 1988 and a further \$350,000.00 of exploration expenditures on or before December 31, 1989. The Company has now incurred the required expenditures and has earned an undivided fifty percent (50%) interest. The subject claims are operated and managed as a joint venture with the Company as Manager, each party thereto being responsible for its pro-rata share of additional exploration expenditures thereon.

The following Crown granted mineral claims are those in which the Company has earned a 50% interest under the option from Bryndon:

<u>Crown Granted Mineral Claims</u>	<u>Lot Number</u>
Tourmaline	457
Paris Belle	531
Olla Podrida	799
Homestake	936
Phoenix	953
Celtic Queen	987
Monday	995
Derby	998
Hattie Brown	1047
Gopher	1050
Lily May	1052
Blue Bird	1053
Fairview	1058
Black Horse	1059
Little Jack Fraction	1080
St. Paul	1208
Copper Queen	1210
Venus	1213
Badger	1227
Green Crown	1232
Young America	1233
Mayflower No. 2	1274
Tuesday	1278
Consolation	1282
Camp Bird	1283
Robert E. Lee	1292
Maid of Erin	1293
Rainy Day	1339



<u>Crown Granted Mineral Claims</u>	<u>Lot Number</u>
Golden Dawn	1349
Rhoderick Dhu	1493
Alfe	1506
Richmond	1508
Red Eagle	1615
Modena	1694
Black Rock	1821
Spritzee Fraction	2520
Esmeralda Fraction	2980
Fool Hen	3298
Tat Fraction	1397
Ella Fraction	4920
Alcome Fraction	11468
St. Peter Fraction	11475
Snowflake Fraction	13116
Friday	13117

One additional Crown granted mineral claim was included in the Agreement made between Bryndon and the Company; however, Bryndon has been unable to establish good and valid title thereto. Bryndon and the Company are currently attempting to acquire a lease for said claim.

In addition, the following fractional claims and modified grid claims were staked by the Company:

<u>Fractional Claims</u>	<u>Record Number</u>	<u>Record Date</u>	<u>Expiry Date</u>
Antelope #1 Fr.	1001	July 8, 1987	July 8, 1992
Antelope #2 Fr.	1002	July 8, 1987	July 8, 1992
Antelope #3 Fr.	1003	July 8, 1987	July 8, 1992
Antelope #4 Fr.	1004	July 8, 1987	July 8, 1992
Antelope #5 Fr.	1005	July 8, 1987	July 8, 1992
Antelope #6 Fr.	1006	July 8, 1987	July 8, 1992
Antelope #7 Fr.	1007	July 8, 1987	July 8, 1992
Antelope #8 Fr.	1016	Aug. 13, 1987	Aug. 13, 1992
Antelope #9 Fr.	1020	Aug. 28, 1987	Aug. 28, 1989
Antelope #10 Fr.	1021	Aug. 28, 1987	Aug. 28, 1989
Antelope #11 Fr.	1022	Aug. 28, 1987	Aug. 28, 1989
Antelope #12 Fr.	1023	Aug. 28, 1987	Aug. 28, 1989
Antelope #13 Fr.	1024	Aug. 28, 1987	Aug. 28, 1989
Antelope #14 Fr.	1058	Jan. 7, 1988	Jan. 7, 1992
Antelope #15 Fr.	1059	Jan. 7, 1988	Jan. 7, 1992
Antelope #16 Fr.	1060	Jan. 25, 1987	Jan. 25, 1992
Antelope #17 Fr.	1061	Jan. 25, 1987	Jan. 25, 1989
Antelope #18 Fr.	1062	Jan. 25, 1987	Jan. 25, 1989
Antelope #19 Fr.	1063	Jan. 25, 1987	Jan. 25, 1989
Bender #1 Fr.	1017	Aug. 13, 1987	Aug. 13, 1992
Bender #2 Fr.	1018	Aug. 13, 1987	Aug. 13, 1989
Bender #3 Fr.	1025	Aug. 28, 1987	Aug. 28, 1989
Bender #4 Fr.	1026	Aug. 28, 1987	Aug. 28, 1989

<u>Fractional Claims</u>	<u>Record Number</u>	<u>Record Date</u>	<u>Expiry Date</u>
Bender #5 Fr.	1027	Aug. 28, 1987	Aug. 28, 1989
Bender #6 Fr.	1028	Aug. 28, 1987	Aug. 28, 1989
Bender #7 Fr.	1073	-	May 3, 1989
Bender #8 Fr.	1074	-	May 3, 1989
Bender #9 Fr.	1087	-	May 25, 1989
Antelope #20 Fr.	1083	-	May 12, 1992
Antelope #21 Fr.	1075	-	May 3, 1992
Antelope #22 Fr.	1076	-	May 3, 1992
Antelope #23 Fr.	1077	-	May 3, 1992
Antelope #24 Fr.	1078	-	May 3, 1990
Antelope #25 Fr.	1079	-	May 3, 1990
Antelope #26 Fr.	1080	-	May 3, 1989
Antelope #27 Fr.	1081	-	May 3, 1990
Antelope #28 Fr.	1082	-	May 3, 1992
Antelope #29 Fr.	1084	-	May 12, 1992
Antelope #30 Fr.	1091	-	June 20, 1989
Antelope #31 Fr.	1092	-	June 20, 1989
Antelope #32 Fr.	1093	-	June 20, 1989
Antelope #33 Fr.	1094	-	June 20, 1989
Antelope #38 Fr.	1125	-	Aug. 15, 1989
Antelope #39 Fr.	1126	-	Aug. 15, 1989

Modified Grid Claims

Antelope (4 units)	1029	Aug. 28, 1987	Aug. 28, 1992
Golf #1 (12 units)	1069	-	Feb. 4, 1989

The Company has also acquired the following reverted Crown granted two post claims:

<u>Claim</u>	<u>Record/Lot No.</u>	<u>Record Date</u>	<u>Expiry Date</u>
Lincoln Fr.	1072/L.2850	-	May 3, 1989
White Swan	1085/L.929	-	Apr. 22, 1989
Neptune	1086/L.1495	-	Apr. 25, 1989
Jumbo No. 3 Fr.	1000/L.3030	July 14, 1987	July 14, 1991
Hattie	944/L.1054	Jan. 23, 1987	Jan. 23, 1993
Gertrude	943/L.690	Jan. 23, 1987	Jan. 23, 1999
Leinster Light	1048/L.2397	Sept. 10, 1987	Sept. 10, 1989
Double Fraction	1047/L.3753	Sept. 10, 1987	Sept. 10, 1989
East Columbia			
Mtn. Fr.	1045/L.3287	Oct. 9, 1987	Oct. 9, 1989
Boomer	1046/L.961	Oct. 9, 1987	Oct. 9, 1989
Monte Cristo Fr.	1043/L.12172	Oct. 9, 1987	Oct. 9, 1989
Knoxville Fr.	1044/L.2196	Oct. 9, 1987	Oct. 9, 1989

The Company has also staked the following two-post claims:

<u>Claim</u>	<u>Lot No.</u>	<u>Record Date</u>	<u>Expiry Date</u>
Bender #10	1064	-	Feb. 4, 1989
Bender #11	1065	-	Feb. 4, 1989
Bender #12	1066	-	Feb. 4, 1989
Bender #13	1067	-	Feb. 4, 1989
Bender #14	1068	-	Feb. 4, 1989

All claims staked and acquired by the Company are located within the area of interest defined in the Option and Joint Venture Agreement and, accordingly, are subject to its terms.

(2) History

The Rossland gold camp produced approximately 6.2 million tons of ore, of which ninety-eight percent (98%) was mined from four adjacent properties located on the northwest contact of the Rossland monzonite intrusion, northwest of Rossland. These four properties were collectively known as the Le Roi Mine and were operated by Cominco.

The major portion of the present claims were assembled by Bryndon (formerly Rossland Mines Ltd.) in 1947. During the period 1948 to 1956 some exploration and underground development work was conducted thereon and approximately 1,077 tons of ore was produced from the Bluebird-Mayflower zone. Ground electromagnetic, magnetometer, potentiometer and soil surveys of various claims were conducted by a number of companies during the period 1962 to 1967. The Bluebird-Homestake area claims were subsequently leased to Standonray Mines who produced approximately 6,450 tons of ore from the Bluebird zone. Since 1981, Bryndon has established 16 kilometers of grid lines on the Bluebird-Homestake claim group and conducted a VLF electromagnetic survey thereon.

Bryndon has also completed substantial trenching and diamond drilling on the Homestake-Gopher, Bluebird-Mayflower and North shear zones, all within the Bluebird-Homestake claim group.

(3) Mineralization

In general, gold and silver on the property are contained in sulphides which have replaced the augite andesite along east-west shear zones. The concentrations of sulphides, predominantly pyrrhotite and pyrite, vary from disseminations to narrow stringers to massive sulphides up to 22 feet (6.7 meters) wide. The gold and silver bearing portions of these sulphide zones generally range from 1 to 2 meters in width.

Three mineralized shear zones have been identified on the Bluebird-Homestake claim group:

- (i) The Bluebird-Mayflower shear zone.
- (ii) The Homestake-Gopher shear zone.
- (iii) The North shear zone.

The Company has completed over 70 kilometers of grid line cutting, over 40 kilometers of magnetometer and VLF-EM surveys, 17 kilometers of IP, and over 18,000 feet of diamond drilling. Assay results of this drilling include:

Hole 88-2: 3.45 feet grading 0.136 ounces of gold per ton  
Hole 88-3: 6.5 feet grading 0.47 ounces of gold per ton  
Hole 88-10: 3.28 feet grading 0.138 ounces of gold per ton  
Hole 88-17: 4.3 feet grading 0.138 ounces of gold per ton  
Hole 88-18: 18.7 feet grading 1.01 ounces of gold per ton

**(C) Happy Days Claims:**

Pursuant to an Option Agreement dated March 1, 1978 made between the Company and Cominco Ltd. ("Cominco"), the Company granted to Cominco the right and option to acquire a one hundred percent (100%) interest in and to a certain mineral claim located in the Kamloops Mining Division, British Columbia, free and clear of encumbrances, reserving onto the Company an interest by way of royalty equal to twenty percent (20%) of the Net Proceeds of Production. The particulars of such mineral claim are as follows:

<u>Claim Name</u>	<u>No. of Units</u>	<u>Record No.</u>	<u>Expiry Date</u>
Happy Days	20	169	Dec. 30, 1992

Cominco has, in accordance with the terms of such Option Agreement, paid an aggregate of \$75,000.00 to the Company and has incurred an aggregate of \$500,000.00 in exploration expenditures on the claim and, accordingly, has exercised its option and now owns an 100% interest in the property subject to a 20% royalty interest in the net profits from production payable to the Company. Pursuant to such Option Agreement, the Company granted to Cominco certain additional option rights, all of which have expired unexercised.

Cominco has advised the Company that no exploration activity was undertaken on the claims in 1987 and that no program of exploration is intended during 1988.

**(D) Monashee Pass Claims:**

Mineral Lease No. M-37 in respect of the Monashee Pass claims group located in the Vernon Mining Division, British Columbia was granted on June 6, 1972 for a term of twenty-one (21) years and was transferred to the Company on August 6, 1973. The Company intends to maintain such lease in good standing by the due payment of the requisite annual lease rental therefor. Currently, the rental payments on Lease No. M-37 are paid through June 6, 1989.

Prior to 1923, considerable underground work was conducted on the claims and small volumes of ore were mined therefrom.

To date, the Company has conducted limited exploration on the claims. It is intended to conduct a search for suspected stratiform gold/sulphide mineralization on the claims in the future.

**4. Particulars of Non-Resource Assets**

The Company carries on the business of exploration and development of natural resource properties, and does not own any material non-resource assets.

**5. Corporate Information**

The authorized capital of the Company consists of 10,000,000 common shares without par value of which 4,873,035 shares are issued as fully paid and non-assessable. The common shares of the Company rank equally as to dividends, voting rights and as to any distribution of assets on the winding up or liquidation of the Company.

**6. Directors, Officers, Promoters and Persons Holding More than 10% of the Issued Equity Shares**

Set forth below are the names and postal addresses of the officers and directors of the Company, the offices in the Company presently held by them, their chief occupation in the previous 5 years, and their shareholdings in the Company:

<u>Name and Address</u>	<u>Office</u>	<u>No. of Shares Held</u>	<u>Chief Occupation in Previous 5 Years</u>
Thomas Skimming 79 Chaplin Crescent Toronto, Ontario M5P 1A4	Chairman and Director	805,875	Consulting Geologist and Professional Engineer; President of Thomas Skimming & Associates Limited; Chairman and Director of Coin Lake Gold Mines, Limited; President and Director of Glen Auden Resources Limited; former Vice-Chairman and Director of Royex Gold Mining Corporation, and an Officer and/or Director of several other public and private natural resource companies
Christian von Hessert R.R. #4 Brighton, Ontario KOK 1H0	President and Director	631,375	Consulting Geologist and Professional Engineer; President of C. Von Hessert & Associates Ltd.; Vice-President and Director of Coin Lake Gold Mines, Limited; and a Director of several other public natural resource companies
Robert W. Yorke- Hardy 330 Stepping Stone Road Vernon, B.C. V1T 7Z3	Secretary and Director	207,687	General Manager of mining operations for Mowhawk Oil Company Limited (1980-1985) President of Y-H Technical Services Ltd. (1985-present)
David G. Mark 5181 Killarney St. Vancouver, B.C. V5R 3W1	Director	200,354	President and Manager of Geotronics Surveys Ltd. (1974-present)
Dal S. Brynelsen 1895 Palmerston West Vancouver B.C., V7W 1B2	Director	605,238	Vice-President of Brynelsen, Benson Realty Corp. (1975-present); Executive Vice-President and Director of ABC Technologies Inc. (1985-Jan. 1988); Vice-President and Director of Hardy Seafarms Ltd. (1985-April 1988); Director and Vice-President of Western Harvest Seafarms Ltd. (1986-present); and President and a Director of Forester Resources Ltd. (1986-present)

**7. Options to Purchase Securities of the Company**

The Company has granted the following stock incentive options to directors and employees:

	<u>No. of Common Shares Under Option</u>		<u>Exercise Price and Term</u>
Dal S. Brynelsen	42,666	)	\$0.40 per share exercisable at any time up to and including March 10, 1991
Robert W. Yorke-Hardy	42,666	)	
David G. Mark	42,666	)	
Thomas Skimming	42,666	)	
Christian von Hessert	42,666	)	
Frank H. Fowler	42,666	)	
Dan Wehrle	20,000	)	
Thomas Skimming, Trustee for Incentive Stock Option Plan	142,555	)	\$0.65 per share if exercised by Nov. 25, 1991
		)	\$1.06 per share if exercised by Jan. 19, 1994

The above stock option to Thomas Skimming as trustee for the Antelope Incentive Stock Option Plan is pending the acceptance of the Vancouver Stock Exchange, which is not being sought hereunder.

**8. Securities of the Company Held in Escrow, in Pool or Subject to Hold Restrictions**

There are a total of 750,000 common shares held in escrow by National Trust Company pursuant to a Principal Share Escrow Agreement dated January 26, 1988 and an additional Agreement dated August 28, 1987. The escrowed shares cannot be release from escrow without the consent of the Vancouver Stock Exchange. If the Company becomes successful due in part to the efforts of the escrow shareholders, the escrow shareholders shall be entitled to a release of the escrowed shares from time to time in accordance with the general policies of the Vancouver Stock Exchange. Until the escrowed shares are released from escrow, the shares shall not be sold, assigned, hypothecated, alienated, released from or transferred within escrow or in any other manner dealt with, without the written consent of the Vancouver Stock Exchange.

The Company has issued 785,854 common shares to National Exploration Fund 1988 Limited Partnership pursuant to a private placement, which are subject to a hold period and may not be traded in British Columbia until April 20, 1989. The Company has also issued 396,363 common shares to NIM Resource-1988 and Company, Limited Partnership pursuant to a private placement, which are subject to a hold period and may not be traded in British Columbia until July 5, 1989. Finally, the Company has issued 200,000 common shares to certain investors pursuant to a private placement, which are subject to a hold period and may not be traded in British Columbia until October 14, 1989.

9. Particulars of Any Other Material Facts

Litigation

On May 20, 1988, an action was commenced in the Supreme Court of British Columbia, by Inland Au-Ag Resources Ltd. ("Inland") of Vancouver, British Columbia, against the Company, claiming, inter alia, damages for inducing breach of contract, for abuse of process, for intentional interference with economic relations, an injunction, a lis pendens, and accounting, and a declaration that the agreement entered into between the Company and Bryndon in June 1987 be set aside. The Statement of Claim alleges that Bryndon entered into a right of first refusal agreement with Inland in February 1986 and that the Company conspired with and induced Bryndon to breach this agreement. The Statement of Claim further alleges that the Company has conspired with Bryndon to commence a separate Supreme court action against Inland under malice and with knowledge that such action would disrupt the commercial and contractual relations of Inland and cause injury to its reputation. The Company has denied all of the allegations of Inland.

Bryndon commenced an action on December 17, 1987 in the Supreme Court of British Columbia against Donald K. Bragg, Erick W. Godfreyson, Rubicon Resources Ltd., and Inland claiming, inter alia, a declaration that certain disputed mineral claims held by the defendants are held by them as constructive trustee of the plaintiff Bryndon, an injunction restraining the defendants from transferring or disposing of any title or interest in or to the disputed claims, an order that the defendants transfer and convey title to the disputed claims to the plaintiff, Bryndon and, in the alternative, damages and a lis pendens against the disputed mineral claims. Examinations for discovery have been completed, and the actions have been set for trial commencing September 25, 1989. Should Bryndon be successful in its action, the Company will acquire an interest in the disputed mineral claims pursuant to its Joint Venture Agreement with Bryndon.



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

A list of the names of the reporting companies with which the directors of the Company are associated may be inspected during the 30 day period after the Vancouver Stock Exchange publishes its notice regarding this Filing Statement at the head office of the Company at Suite 530, 800 West Pender Street, Vancouver, British Columbia, V6C 2V6 during normal business hours.

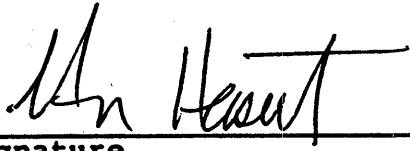
MINISTRY OF ENERGY, G. & P.  
& PETROLEUM RESOURCES.  
REC'D JUN 13 1989  
NELSON, B.C.

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.

Christian Von Hessert  
Name of Director

Thomas Skimming  
Name of Director

  
Signature

  
Signature

Dated at Toronto, Ontario this 3rd day of FEBRUARY ~~JANUARY~~, 1989.