Optionee:

LUMBY RESOURCES CORPORATION

504-455 Granville Street Vancouver, British Columbia V6C 1T1

John Ostler; M.Sc. F.Gao.

August 14, 1993

with program revised December 27, 1993

Report in 082KSWK



## SUPERINTENDENT OF BROKERS AND VANCOUVER STOCK EXCHANGE

mber Claims 082K/06

## STATEMENT OF MATERIAL FACTS (#46-94)

EFFECTIVE DATE: June 30, 1994

LUMBY RESOURCES CORPPORATION

Suite 1500 - 789 West Pender Street

Vancouver, B.C. V6C 1H2

Telephone: 688-3304

NAME OF ISSUER, ADDRESS OF HEAD OFFICE, AND TELEPHONE NUMBER

Suite 1308, 999 West Hastings Street,

Vancouver, B.C. V6C 2W2

ADDRESS OF REGISTERED AND RECORDS OFFICES OF ISSUER

Montreal Trust Company of Canada,

510 Burrard St.,

V6C 3B8 Vancouver, B.C.

NAME AND ADDRESS OF REGISTRAR AND TRANSFER AGENT FOR ISSUER'S SECURITIES IN BRITISH COLUMBIA

OFFERING: 900,000 SHARES

NET PROCEEDS TO BE RECEIVED BY

PRICE TO PUBLIC(1) COMMISSION(2) THE ISSUER (3) Per share 0.35 \$0.035 \$0.315

Total

\$315,000.00

\$31,500.00

\$283,500.00

(1) the price to the public has been determined by the agent and the Issuer.

(1) the agent has been granted a warrant to purchase up to 225,000 shares for a period of two years from the Offering Day (Refer to heading "Plan of Distribution" herein).

(2) before deduction of the costs of this Offering estimated to be \$ 25,000.00.

ADDITIONAL OFFERING: The Agent has agreed to purchase (the "Guarantee") any of the shares offered hereby which have not been sold at the conclusion of the Offering Day. Any shares acquired by the Agent pursuant to their Guarantee will be distributed under this Statement of Material Facts through the facilities of the Vancouver Stock Exchange at the market price at the time of sale.

The common shares of the Issuer are listed on the Vancouver Stock Exchange, however, trading in the shares is currenlty suspended on the Vancouver Stock Exchange. Trading reinstatement shall be subject to completion of this offering and to confirmation that the Issuer has met the listing requirements of the Vancouver Stock Exchange.

THE SECURITIES OFFERED HEREUNDER ARE SPECULATIVE IN NATURE. INFORMATION CONCERNING THE RISKS INVOLVED MAY BE OBTAINED BY REFERENCE TO THIS DOCUMENT. FURTHER CLARIFICATION, IF REQUIRED, MAY BE SOUGHT FROM A BROKER.

## AGENT:

MCDERMID ST. LAWRENCE CHISHOLM LTD. Box 90, Suite 1000 601 West Hastings Street Vancouver, B.C. V7B 5E2

NEITHER THE SUPERINTENDENT OF BROKERS NOR THE VANCOUVER STOCK EXCHANGE HAS IN ANY WAY PASSED ON THE MERITS OF THE SECURITIES OFFERED HEREUNDER AND ANY REPRESENTATION TO THE CONTRARYIS AN OFFENSE.

DATED: June 28, 1994.