

R.M.  
**PROPERTY FILE - 00**  
 92J SE  
 Best 92I SW, NW, NE  
 82L (Kamloops Min. Div) 82M  
 92P

004501

SUPERINTENDENT OF BROKERS  
 AND  
 VANCOUVER STOCK EXCHANGE

STATEMENT OF MATERIAL FACTS

EFFECTIVE DATE: September 30, 1988

(No. 77/88)

Ltd., #205, 2900 - 30th Avenue,  
 Columbia, V1T 6M7, 542-8960  
 ADDRESS OF HEAD OFFICE AND TELEPHONE NUMBER

Georgia Street,  
 sh Columbia, V6E 3R3  
 TERED AND RECORDS OFFICES OF ISSUER

montreal trust company, 510 Burrard Street,  
 Vancouver, British Columbia, V6C 3B9

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

OFFERING:

750,000 Common Shares

	Estimated Price to Public	Estimated Agents' Commission	Estimated Proceeds to be received by Issuer
Per Share:	\$0.70	\$0.0525	\$0.6475
Total:	\$525,000	\$39,375	\$485,625

The shares will be offered for sale to the public through the facilities of the  
 Vancouver Stock Exchange at a price to be determined by the Issuer and the Agents  
 in accordance with the rules of the Vancouver Stock Exchange.

Agents

Canarim Investment Corporation Ltd. 2200-609 Granville St. Vancouver, B.C. V7Y 1H2	Continental Securities Tenth Floor, Four Bentall Centre 1055 Dunsmuir St. Vancouver, B.C. V7X 1L4	Georgia Pacific Securities Corporation 16th Floor, Two Bentall Ctr. Vancouver, B.C. V7X 1S6	Merit Investment Corporation 1500-625 Howe St. Vancouver, B.C. V6C 2T6	Pacific International Securities Inc. 1500-700 W. Georgia St. Vancouver, B.C. V7Y 1G1
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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.

7. Other British Columbia Properties

The Issuer's primary method of operations is to obtain interests in properties, and then have other parties fund the exploration programs in exchange for an interest in those properties. The Issuer believes that this procedure allows it the opportunity to obtain interests in numerous mining properties, without tremendous cost, thereby increasing the possibility of locating a property with a commercially mineable mineral deposit. This business philosophy will be applied to the following properties in British Columbia which the Issuer has acquired by staking and are 100% owned by the Issuer:

- (a) Best Property, Kamloops Mining Division, consisting of 4 claim units over an area of 247 acres;

-21-

- (b) Cahilty Property, Kamloops Mining Division, consisting of 48 claim units over 2,965 acres;
- (c) Goodenough Property, Vernon Mining Division, consisting of 20 claim units over 1,236 acres;
- (d) Spout Property, Greenwood Mining Division, consisting of 24 claim units over 1,483 acres.

To date only limited surface exploration has been carried out on these properties.

During 1988 the Issuer will carry out additional surface exploration and detailed mapping on each of these properties at a total estimated cost of \$7,000 which funds will be allocated from the flow-through private placement with NIM & Company, Limited Partnership - 1988. The Issuer will then seek to option out the properties.

The work to date on the foregoing four properties has not established the existence of reserves of proven, probable or possible ore, and to date, the properties have no known ore reserves. The properties are not yet producing.