

properties in which the Issuer has an interest as the directors may determine.

There are no provisions or any arrangement for holding any part of the net proceeds in trust or subject to the fulfillment of any conditions whatsoever.

ITEM 3 MATERIAL NATURAL RESOURCE PROPERTIES

1. Summary of Material Mining Properties

GROUP I Properties for which regulatory approval has been obtained under this Statement of Material Facts.

GROUP II Presently held properties which are currently producing or being explored, or upon which exploration is planned within the next year.

GROUP III Other presently held properties upon which the Issuer's acquisition and exploration costs to date exceed \$100,000.

Group	Property Name	Issuer's Acquisition and Exploration Costs to March 22, 1988	Shares Issued to Date	Planned Expenditures From Funds Available Upon Completion of the Offering
I	None			
II	Twin Claims	\$15,381	750,000	Nil
III	None			

2. Narrative Information - Material Mining Properties

GROUP II

Twin Property

The Twin Property consists of three M.G.S. mineral claims totalling 39 units and is situated in the Adams Plateau area, Kamloops Mining Division, British Columbia, approximately 60 kilometres northeast of the city of Kamloops. The Twin Property is jointly owned by the Issuer (as to 47.8%) and Lincoln Resources Inc. (as to

52.2%), and, pursuant to an agreement dated October 27, 1986, is currently under option to Esso Minerals Canada, a division of Esso Resources Canada Ltd., which is carrying out a program of exploration which includes diamond drilling.

The Issuer acquired the Twin Property in 1981 and has carried out exploration work during 1981 and 1982 including geological, geochemical and geophysical surveys. In 1983, Austin Resources Inc. (a predecessor company of Lincoln Resources Inc.) established a control grid and extended the geochemical work. Additional surveys were carried out in 1984 by Corporation Falconbridge Copper, the operator of the adjoining property of Rea Gold Corporation, and in 1985 and 1986 by Lincoln Resources.

The work has been successful in delineating at least two northwest-southeast trending structures which are believed to warrant additional exploration. Their potential has recently been enhanced by results obtained on similar, or possibly the same, structures on the adjacent property of Rea Gold where the operator, Minnova Inc. (formerly Corporation Falconbridge Copper) has reported unusually high-grade occurrences of precious metals, particularly silver, in diamond drilling.

By an agreement dated October 27, 1986, between Lincoln Resources Inc., the Issuer and Esso Minerals Canada (a division of Esso Resources Canada Limited "Esso"), Esso was granted an option to acquire an 80% interest in the Twin Property. In order to earn its interest, Esso must make further cash payments to Lincoln Resources Inc. and the Issuer of \$50,000 in the aggregate in increments between December 31, 1988 and June 30, 1990. In addition, it must expend not less than \$50,000 in exploration on the Property during 1986 (this work was completed by Lincoln on Esso's behalf), not less than \$100,000 on or before December 31, 1987 (completed) and not less than a further \$1,400,000 on or before December 31, 1990. Upon completing the foregoing payments and expenditures, Esso may by notice in writing on or before March 31, 1991 and payment of a further \$100,000, earn its 80% interest. The remaining 20% may be converted to a net proceeds of production interest (the Issuer 9.56% and Lincoln 10.44%), at the option of the Issuer and Lincoln. Esso may acquire 25% of such royalty by paying \$522,000 to Lincoln and \$478,000 to the Issuer. Alternative, to the royalty, the Issuer and/or Lincoln may associate as a joint venture with Esso to put the Property into commercial production.

Esso completed an 18 hole drilling program on the Twin Property in 1987.

The most significant intersection was Twin #3, drilled on the "Rea Zone" strike extension. It returned an average grade of 0.90 oz. per ton gold and 7.3 oz. per ton silver over a width of 6.0 feet. Twin #9 returned an average grade of 0.26 oz. per ton gold and 8.08 oz. per ton silver over a width of 7.8 feet. Other holes drilled returned only minor values. Despite their containing only geochemical levels of gold, the presence of such grades of mineralization as encountered in Twin #3 and #9 is most encouraging. Esso has advised they anticipate doing further drilling during 1988.

The Twin Property is in good standing with assessment work recorded until February 13, 1990. The Property has no known ore reserves and is not currently generating revenue for the Issuer.

3. Oil and Gas Properties with Undiscounted Reserves of Over \$1,000,000

Summary of Estimated Net Reserves of Oil and Gas Properties By Jurisdiction and Category

Jurisdiction	Category	Quantity GAS (MMCF)	Present Value of Net Cash Flow	
			Undiscounted	15%
Canada	Nil			
U.S.A.	Proved Producing;	304.027	\$1,090,857	\$256,351
	Proved Non-Producing;	N/A	(U.S.)	(U.S.)
	Probable Additional:	N/A		
Other Jurisdictions	Nil			
	TOTALS:	304.027	\$1,090,857 (U.S.)	\$256,351 (U.S.)

NOTES:

- (a) The values reported above are before income tax.
- (b) The values reported above may not necessarily be the fair market value of the reserves.

SUPERINTENDENT OF BROKERS
AND
VANCOUVER STOCK EXCHANGE

STATEMENT OF MATERIAL FACTS

EFFECTIVE DATE: April 26, 1988

#34/88

Apex Energy Corp. 407 - 750 West Pender Street, Vancouver,
British Columbia, V6C 2T7, 688-0607

NAME OF ISSUER, ADDRESS OF HEAD OFFICE AND TELEPHONE NUMBER

3000 - 1055 West Georgia Street, Vancouver, British Columbia, V6E 3R3

ADDRESS OF REGISTERED AND RECORDS OFFICES OF THE ISSUER

Company, 1055 Dunsmuir Street, Vancouver,
V7X 1P3

OF REGISTRAR & TRANSFER AGENT FOR ISSUER'S SECURITIES IN

0,000 Common Shares

Price to Public	Estimated Agents' Commission	Estimated Proceeds to be Received by Company
.40	\$0.03	\$0.37
50,000	\$12,000	\$148,000

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

AGENTS

McDermid St. Lawrence Limited
1000 - 601 West Hastings Street
Vancouver, B.C.
V6B 5E2

Continental Carlisle Douglas
10th Floor, 1055 Dunsmuir Street
Vancouver, B.C.
V7Z 1L4

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.

Additional Offering

The Agents will receive Agents' Warrants entitling them to purchase up to a total of 200,000 Common shares of the Issuer in return for guaranteeing the sale of the Shares hereby. The Agents' Warrants and the sale of the Shares acquired on exercise of the Agents' Warrants are hereby qualified. See "Additional Offering" for further information concerning the sale of these Shares.

Neither the Superintendent of Brokers nor the Vancouver Stock Exchange has in any way passed upon the merits of the securities offered hereunder and any representation to the contrary is an offence.

RM.
PROPERTY FILE
Twin 82 MSW