~~PW~~/LP

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Murex claims

92~~B~~/14

92F 2G

SUPERINTENDENT OF BROKERS

AND

VANCOUVER STOCK EXCHANGE
(VENTURE COMPANY)

STATEMENT OF MATERIAL FACTS (#57/91)
EFFECTIVE DATE: JUNE 19, 1991

NORTH SLOPE MINERALS INC. (formerly Hilton Resource Corporation)
Suite 927 - 510 West Hastings Street
Vancouver, British Columbia, V6B 1L8 (604) 685-1378
NAME OF ISSUER, ADDRESS OF HEAD OFFICE AND TELEPHONE NUMBER

#1600 - 595 Burrard Street, Vancouver, British Columbia, V7X 1K9
ADDRESS OF REGISTERED AND RECORDS OFFICES OF ISSUER

Montreal Trust Company of Canada
510 Burrard Street, Vancouver, British Columbia, V6C 3B9
NAME AND ADDRESS OF REGISTRAR AND TRANSFER AGENT FOR ISSUER'S SECURITIES IN BRITISH COLUMBIA

OFFERING: 1,200,000 COMMON SHARES

	Price to Public	Agent's Commission	Net Proceeds to Issuer*
Per Share	$0.25	$0.0375	$0.2125*
Total	$300,000	$45,000	$255,000*

* Before deduction of the costs of the Offering which are estimated at $25,000.

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.

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.

AGENT

UNION SECURITIES LTD.
1300 - 409 Granville Street
Vancouver, British Columbia
V6C 1T2

ALL REFERENCES TO THE ISSUER'S SHARES HEREIN REFLECT THE SHARE CONSOLIDATION APPROVED HEREUNDER UNLESS OTHERWISE SPECIFICALLY NOTED.

July 6/91

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189885

ALL REFERENCES HEREIN TO THE ISSUER'S SHARES REFLECT THE SHARE CONSOLIDATION APPROVED HEREUNDER UNLESS OTHERWISE SPECIFICALLY NOTED.

1. PLAN OF DISTRIBUTION

Offering

The Issuer, by its Agent, hereby offers (the "Offering") to the public through the facilities of the Vancouver Stock Exchange (the "Exchange"), 1,200,000 common shares (the "Shares"). The Offering will take place on a day (the "Offering Day") not more than 180 calendar days after the date (the "Effective Date") this Statement of Material Facts is accepted for filing by the Exchange and the Superintendent of Brokers for British Columbia (the "Superintendent").

The price of the Shares (the "Offering Price") has been negotiated between the Issuer and the Agent in accordance with the rules of the Exchange and will be $0.25 per Share.

A purchaser of the Shares will be required to pay a commission at the rate charged by his broker.

Appointment of Agent

The Issuer, by an agreement dated May 24, 1991 (the "Agency Agreement"), appointed Union Securities Ltd. as its agent (the "Agent") to offer the Shares through the facilities of the Exchange to the public.

The Issuer will pay the Agent a commission of 15% of the selling price of the Shares, being $0.0375 per share.

The Issuer has granted the Agent a right of first refusal with respect to any future public equity financing it may require during the 12 month period following the Effective Date.

The Agent reserves the right to offer selling group participation in the normal course of the brokerage business to selling groups of other licensed broker-dealers, brokers and investment dealers who may or may not be offered part of the commissions or bonuses derived from this Offering.

The obligations of the Agent under the Agency Agreement may be terminated prior to the opening of the market on the Offering Day, at the Agent's discretion, on the basis of its assessment of the state of the financial markets and may also be terminated at any time upon the occurrence of certain and stated events.

Minimum Subscription

This Offering is subject to a minimum subscription of all of the Shares. If the minimum subscription of Shares is not sold on the Offering Day, all subscriptions will be cancelled and all subscription funds received by the Agent for subscription shall be returned without deduction, to the subscribers.

Directors, officers and other insiders of the Issuer may purchase securities from this Offering.

There are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder or any other person or company in connection with this Offering.

Although the Agent does not beneficially own, directly or indirectly, any shares of the Issuer, a director of the Agent beneficially owns 22,857 shares of the Issuer.

2. HOW THE NET PROCEEDS OF THE ISSUE ARE TO BE SPENT

The net proceeds to be received by the Issuer from this Offering will be $255,000. The principal purposes for which these proceeds will be used, in order of priority, are as follows:

(a)	To pay the costs of this Offering, including legal, accounting, technical report and printing costs (approximate):	$ 25,000*
(b)	To conduct the Phase I work program recommended in the McDougall Report which includes sampling, assaying and diamond drilling and which is described more fully in item 3:	$ 100,000
(c)	To satisfy the Issuer's current liabilities (excluding the costs of this Offering):	$ 80,000*
(d)	Reserve for working capital:	$ 50,000
	TOTAL:	$ 255,000

The Issuer estimates (ie. unaudited) that its accounts payable (which includes approximately $16,000 of the costs of this Offering) were $114,278.22 at April 30, 1991. Of this, one creditor has agreed to write-off $101.87 and another $18,205 owing to this and two other creditors will be settled through the issuance of shares (see item 9 below) leaving a balance of $95,971.35. Of this, $16,000 reflects the costs of this Offering and proceeds to cover these liabilities will come from the $25,000 referred to in entry (a) above. For this reason the $80,000 referred to in entry (e) will cover the existing payables. After deducting $16,000 from the proceeds referred to in entry (a) to cover the costs of this Offering that have already been billed to the Issuer, there will be a balance of $9,000 available for the additional costs associated with this Offering which are not yet shown as payables. Since some of the payables are quite old, the Issuer hopes to be able to settle the $95,971.35 for something less than one hundred cents on the dollar.

None of the proceeds of this Offering will be spent on additional acquisitions other than normal investigative expenses incurred in the ordinary course of business or on other work on the Issuer's properties, unless an acceptable engineering report is first filed with and accepted by the Exchange in accordance with its policies, other than acquisitions which are generally exempt by the Exchange.

3. MATERIAL NATURAL RESOURCE PROPERTIES

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 Date (in $)	Shares Issued To Date	Planned Expenditures from Funds Available upon Completion of the Offering
I	Murex Claims, Nanaimo Mining Division, B.C.	NIL	100,000*	$100,000
II	--------------------NIL--------------------------------			

III --------------------NIL------------------------------

---

* to be issued on the Offering Day.

Group I - Properties for which regulatory approval has been obtained under this statement of material facts:

MUREX CLAIMS, NANAIMO MINING DIVISION, B.C.

(a) Option Agreement

Pursuant to an option agreement (the "Option Agreement") made the 7th day of November, 1990 between the Issuer and Better Resources Limited ("Better"), Better granted the Issuer an option to acquire an undivided 50% interest in 39 two-post claims and two modified grid claims (the "Murex Claims") located in the Nanaimo Mining Division, B.C. Better is a public company listed on the Exchange and is arm's length to the Issuer. The particulars of the Murex Claims are described in the McDougall Report which is summarized below.

Although Better is the registered holder of the Murex Claims, the base metal rights are held by Fording Coal Ltd. ("Fording") as successor to the original Esquimalt and Nanaimo Railway Land Grant. Under an exploration agreement (the "Fording Agreement") made the 23rd day of March, 1987 between Better and Fording, Fording granted Better a license to explore the lands on which the Murex Claims are situate, for a period of two years, for the base metals owned by Fording. The Fording Agreement was amended twice by letter agreement (considered part of the Fording Agreement for the purposes of this discussion) extending the term of the license to March 23, 1992. Under the terms of the Option Agreement, the Issuer can also earn an undivided 50% interest in Better's interest in the Fording Agreement.

In order to exercise the option and earn both an undivided 50% interest in the Murex Claims and an undivided 50% interest in Better's interests under the Fording Agreement, the Issuer must:

(a) expend, on exploration and development of the Murex Claims, not less than $1,000,000 (the "Exploration Expenditures") as follows:

 (i) a cumulative total of $100,000 of the Exploration Expenditures by the 31st day of December, 1991 (in accordance with the Phase I work program recommended in the McDougall Report);

(ii) a cumulative total of $300,000 of the Exploration Expenditures by the 31st day of December, 1992;

(iii) a cumulative total of $600,000 of the Exploration Expenditures by the 31st day of December, 1993; and

(iv) all $1,000,000 of the Exploration Expenditures by the 31st day of December, 1994; and

(b) pay to Better a fee of $20,000 on the 31st day of December, 1991, $40,000 on the 31st day of December, 1992 and $40,000 on the 31st day of December, 1993 unless:

(i) Better and the Issuer having entered into a joint venture agreement in respect of all or any part of the Murex Claims or all or any part of Better's interests acquired under the Fording Agreement; or

(ii) the Fording Agreement has been terminated by any party to it or by operation of its terms;

in which case the obligation to pay any fees under this paragraph due after the occurrence of either such event will terminate; and

(c) issue to Better 100,000 common shares at a price of $0.25 per share. These shares will be issued on the Offering Day.

The option is automatically deemed exercised upon the Issuer completing the last of the requirements noted above. On the exercise of the option, an undivided 50% of Better's right, title and interest in the Murex Claims shall vest in the Issuer and the Issuer shall be able to demand whatever further documentation may be required to effect this. At the same time, an undivided 50% of Better's rights and interests under the Fording Agreement shall be deemed to have been assigned to the Issuer by Better and the Issuer shall also be deemed to have assumed an undivided 50% of Better's obligations to Fording under the Fording Agreement. The Issuer can terminate its obligations at any time under the Option Agreement so long as it at least completes the initial $100,000 work program. Better can only terminate if the Issuer is in default.

The Issuer has no rights or any obligations under the Fording Agreement at this time nor will it until the option has been exercised. Better is obligated to Fording to make certain minimal annual exploration expenditures on the property and to maintain it in good standing. After the expiration of the licence in 1992, Better can demand that Fording lease the property to Better for further exploration and development. Better has covenanted with the Issuer under the Option

Agreement to maintain its rights under the Fording Agreement, whether by extensions to the term of the licence or by entering into the lease, until at least July 31, 1995. This will let the Issuer earn its interest under the Option Agreement before Better has lost its interest under the Fording Agreement. Fording has consented to the assignment to the Issuer contemplated under the Option Agreement.

In addition to the foregoing, the Issuer will issue, on the Offering Day, 50,000 common shares to Yorkton Securities Inc. as a finder's fee for finding the Murex Claims for the Issuer and for services rendered in connection with the formation of the Option Agreement. The shares will be issued at a price of $0.25 per share on the Offering Day.

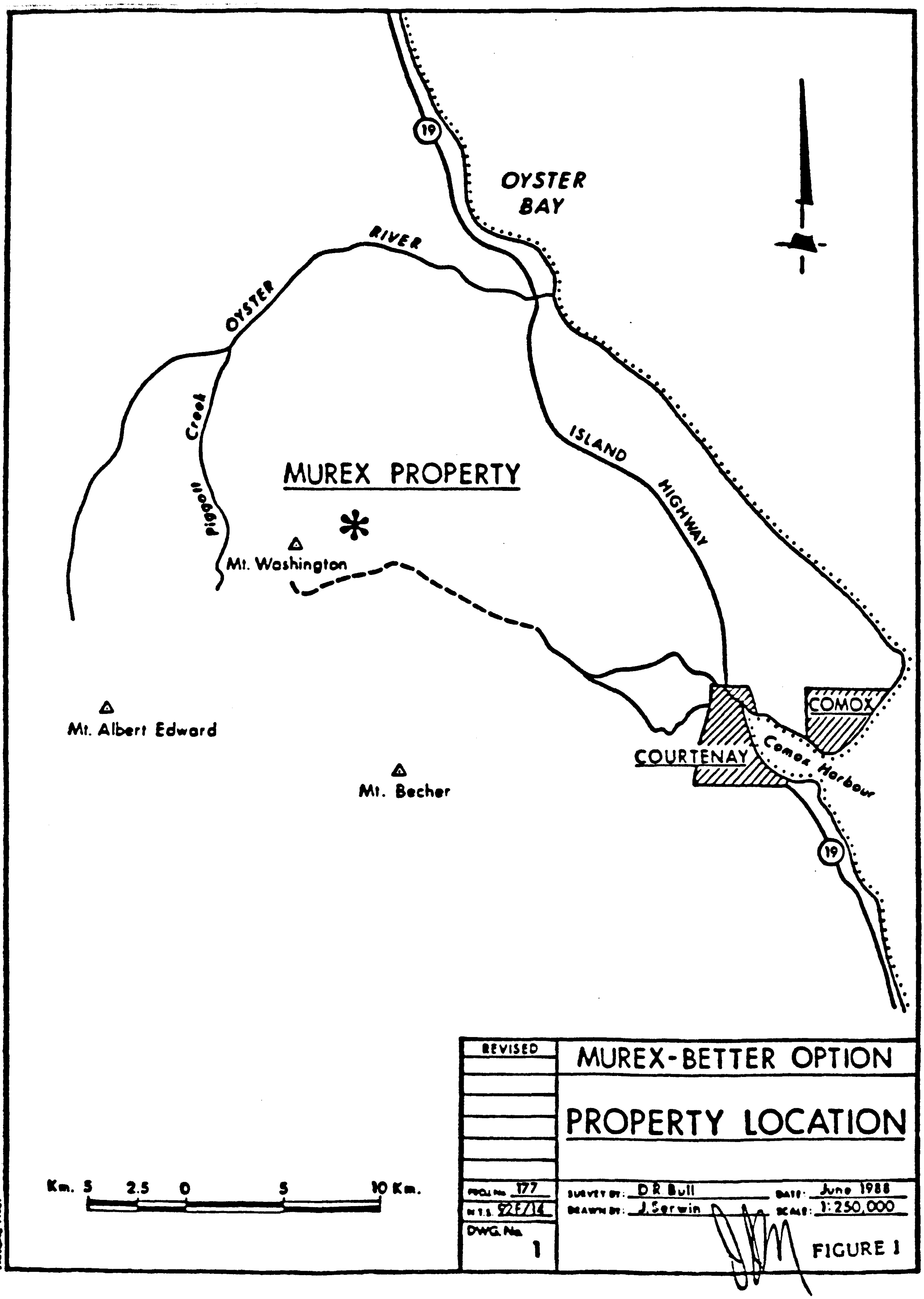
(b) The Property

A report (the "McDougall Report") dated November 9, 1990 has been prepared for the Issuer by J.J. McDougall, P.Eng. with respect to the Murex Claims, a copy of which may be inspected at the registered and records office located at 1600 - 595 Burrard Street, Vancouver, British Columbia, during normal business hours from the Effective Date to 30 days after the completion of this Offering. The following is a summary of the McDougall Report.

The Murex Claims are located on the eastern flank of Mt. Washington, which lies along the eastern margin of the Vancouver Island Ranges in the Insular Belt. The property is approximately 20 kilometers due west-northwest from Courtenay on Vancouver Island, B.C. (see figures 1 and 2).

The Murex Claim group optioned by the Issuer consists of 39 two-post claims and two modified grid claims totalling 49 units. The claims are more particularly described as follows:

Name	Record No.	Type	Units	Expiry Date
Fox 1	2401	Two Post	1	June 11, 1998
Fox 2	2402	"	1	June 11, 1998
Fox 3	2403	"	1	June 11, 1998
HKR 1	2404	"	1	June 11, 1998
HKR 2	2405	"	1	June 11, 1998
HKR 3	2406	"	1	June 11, 1998
HKR 4	2407	"	1	June 11, 1998
HKR 5	2408	"	1	June 11, 1998
HKR 6	2409	"	1	June 11, 1998
HKR 7	2410	"	1	June 11, 1998
McKay 1	2825	Modified Grid	6	Nov. 25, 1998
Mike 6	2399	Two Post	1	June 11, 1998
Mike 7	2400	"	1	June 11, 1998
Mink 1	1580	"	1	Sept. 27, 1998



OYSTER BAY
19
OYSTER RIVER
Piggott Creek
ISLAND HIGHWAY
MUREX PROPERTY
Mt. Washington
Mt. Albert Edward
Mt. Becher
COMOX
COURTENAY
Comox Harbour
Km. 5 2.5 0 5 10 Km.
REVISED
MUREX-BETTER OPTION
PROPERTY LOCATION
177
92F/14
D R Bull
June 1988
J.Serwin
1:250,000
DWG. No.
1
FIGURE 1

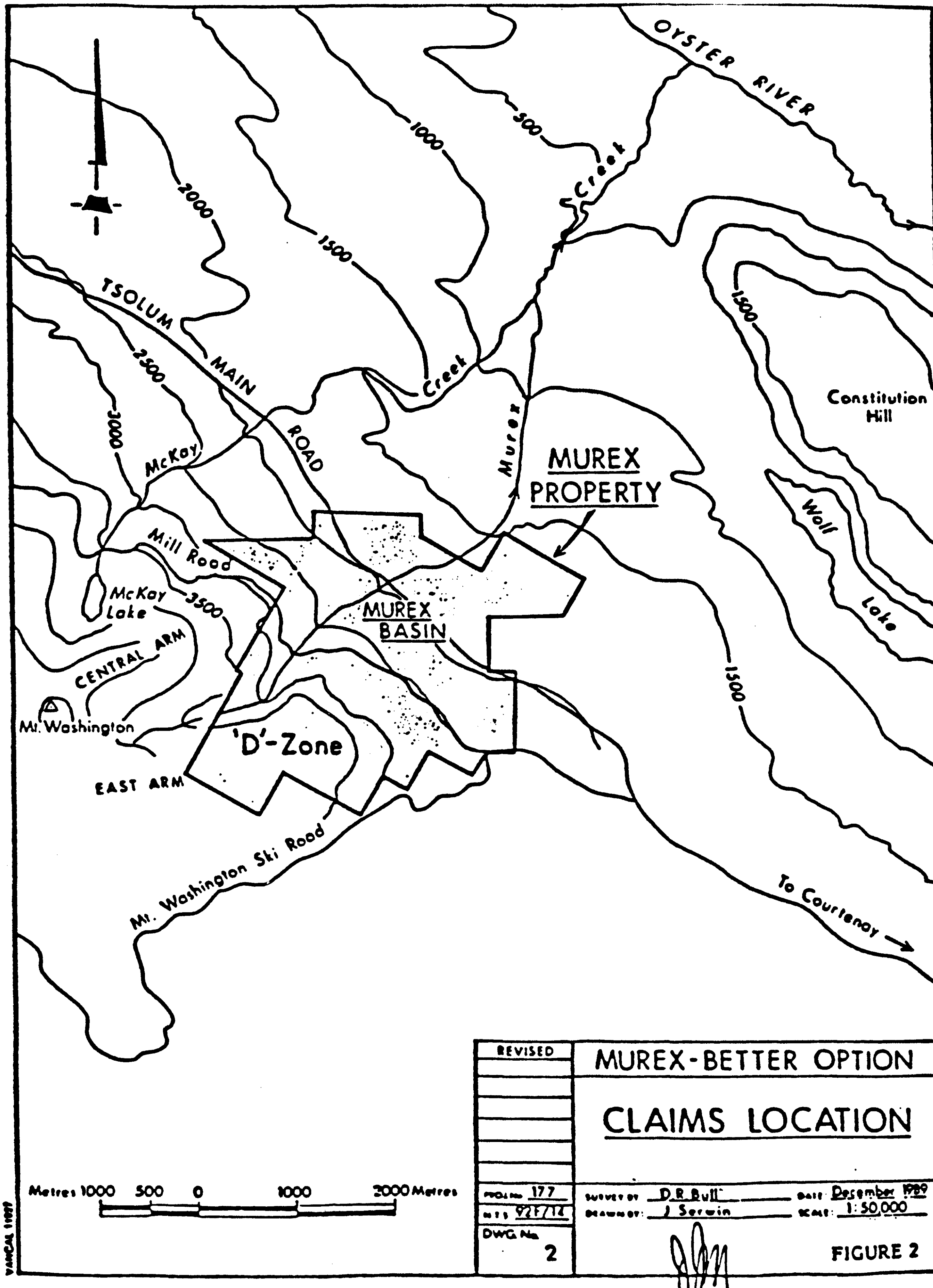

OYSTER RIVER
500
1000
1500
2000
2500
3000
3500
1500
1500
1500
Creek
Creek
Murex
TSOLUM MAIN ROAD
McKay
Mill Road
McKay Lake
CENTRAL ARM
EAST ARM
Mt. Washington
MUREX BASIN
MUREX PROPERTY
'D'-Zone
Constitution Hill
Wolf Lake
Mt. Washington Ski Road
To Courtenay
Metres 1000 500 0 1000 2000 Metres
REVISED
MUREX-BETTER OPTION
CLAIMS LOCATION
177
92F/14
DWG No.
2
D.R. Bull
J. Serwin
December 1989
1:50,000

FIGURE 2

Mink 2	1581	"	1	Sept. 27, 1998
Mink 3	1582	"	1	Sept. 27, 1998
Mink 4	1583	"	1	Sept. 27, 1998
Mink 5	1584	"	1	Sept. 27, 1998
Mink 6	1585	"	1	Sept. 27, 1998
Mink 7	1586	"	1	Sept. 27, 1998
Mink 8	1587	"	1	Sept. 27, 1998
Murex 1	2824	Modified Grid	4	Nov. 25, 1998
MWC 101	37196	Two Post	1	Sept. 13, 1998
MWC 102	37197	"	1	Sept. 13, 1998
MWC 103	37198	"	1	Sept. 13, 1998
MWC 104	37199	"	1	Sept. 13, 1998
MWC 105	37200	"	1	Sept. 13, 1998
MWC 106	37201	"	1	Sept. 13, 1998
MWC 115	37210	"	1	Sept. 13, 1998
MWC 116	37211	"	1	Sept. 13, 1998
MWC 117	37212	"	1	Sept. 13, 1998
MWC 143	37078	"	1	Sept. 14, 1998
MWC 144	37079	"	1	Sept. 14, 1998
MWC 147	37082	"	1	Sept. 14, 1998
MWC 148	37083	"	1	Sept. 14, 1998
MWC 151	37227	"	1	Sept. 13, 1998
MWC 152	37228	"	1	Sept. 13, 1998
MWC 153	37229	"	1	Sept. 13, 1998
MWC 294	37131	"	1	Sept. 14, 1998
Stoat 1	1576	"	1	Sept. 27, 1998
Stoat 2	1577	"	1	Sept. 27, 1998

The Murex Claims area had previously been explored by Cominco, Noranda, Mt. Washington Copper Co. Ltd., Martin-Marietta and Esso Minerals, but with almost no drilling in the area of the immediate target. In 1986, Better drilled a vertical hole, MX 86-1, for assessment purposes and cut 52 feet of 0.17 oz./T. gold from a five foot to 57 foot depth. Subsequently, drilling failed to establish continuity to this gold zone, but hole MX-86-7 cut 108 feet of 0.006 oz./T. gold and 1.7% copper. This hole is believed to have been partially down-dip and strike of a brecciated fault zone later explored by Noranda and described as the "D" zone. Holes MX 86-8 to 10 and MX 87-11 to 15 were drilled to evaluate the mineralization in MX 86-7 but either missed the narrow steeply dipping zone or cut weak sections within it, but did not contribute substantially to the interpretation.

Pursuant to a 1987 joint venture agreement, Noranda Exploration Company, Limited did extensive geochemistry and electromagnetic surveys and some I.P. and surface channel sampling in 1987-88 before drilling holes NMX-16 to 18 on a geophysical anomaly to the north, and holes NMX-19 to 24 in the direction of hole MX-1 without exploring the brecciated fault zone designated zone "D". In 1989 they drilled two short -45° holes to cut the "D" zone brecciated fault zone identified by geochemical and geophysical anomalies. Hole NMX-89-25 cut 4 metres (13.1 ft.) of 0.18 oz./T. gold and 4.06% copper and Hole NMX-89-26 cut 6.5 metres (21.3 ft.) of 0.006 oz./T. gold and 1.07% copper.

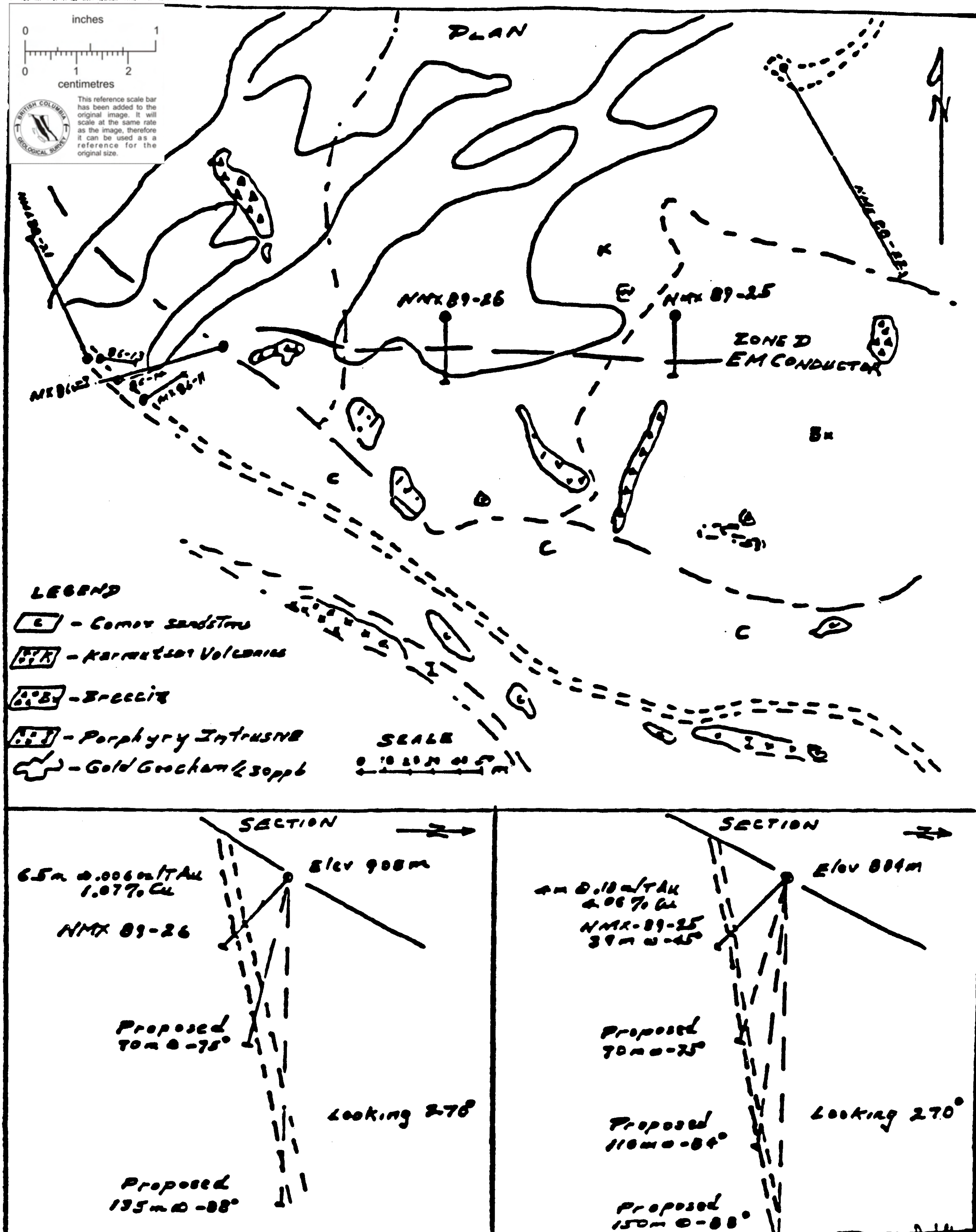
These two holes established a definite target zone and further exploration of this zone was recommended in the 1989 Noranda final report.

A comprehensive geology description was extracted from the 1989 Noranda report:

> "The region in and around the project area is underlain by basaltic lavas of the Karmutsen Formation which is Upper Triassic and older, and forms the lowest unit of the Vancouver Group. The rocks of the Karmutsen Formation are mostly massive flows and pillow lavas of partly amygdaliodal basalt, with minor tuffs, volcanic breccias, and agglomerates.
>
> A major unconformity, with considerable topographic relief, separates the Karmutsen Formation from the Overlying Nanaimo Group. The Upper Cretaceous Nanaimo Group Haslam and Comox Formations consist of fine to coarse grained detrital sedimentary rocks. The Benson Member is a pebble-cobble-boulder conglomerate which in some areas marks the unconformity between the Karmutsen Formation and the Nanaimo Group.
>
> Hornblende quartz diorites, of Late Cretaceous to Tertiary age, have intruded the Karmutsen Formation and Nanaimo Group rocks, forming stocks, sills and dykes. These intrusives have, in some cases, caused the formation of breccias composed of various combinations of basalt, sedimentary, and diorite fragments in a fine to medium grained siliceous matrix, sometimes with accompanying sulfide mineralization.
>
> These breccias are the prime target of economic interest as they have been found to contain base and precious metal mineralization within the matrix. In addition, some of the Comox Formation sandstones on Mt. Washington have been hydrothermally altered and brecciated by the action of the Tertiary intrusions, and have been found to host sulfide mineralization."

The general Murex breccia area is approximately 600 meters by 600 meters (2,000 ft. x 2,000 ft.) and is brecciated Karmutsen volcanics, varying in intensity from a crackle breccia to a rounded "milled" breccia, but in places also contains Comox and intrusive fragments, suggesting a combination of explosion and collapse.

The brecciated fault zone (see figure 3) containing the gold, chalcopyrite, pyrrhotite mineralization cuts east-west through



BETTER RESOURCES LIMITED MUREX CLAIMS DRILLING PROPOSAL

MT. WASHINGTON PROPERTY VANCOUVER ISLAND, B.C. FIGURE 3 an area of Karmutsen volcanics with breccia both to the east and west. The E.M. anomaly appears to die eastward where the zone enters the breccia proper, but westward the fault zone is masked by Comox Formation. Intensity of brecciation varies between the two holes, as does the amount of massive sulphide mineralization. The higher gold values in NMX-89-25 are attributed to free gold in a one meter sample assaying 20.76 g./T. gold. All future samples should be checked for metallic gold.

Noranda suggested that the main fault zone could extend westward under the Comox formation for a total of 700 metres in length. If the true width averages five metres then the potential for this zone at a specific gravity of 3.0 could be 10,500 Tonnes per vertical meter or approximately 1,000,000 Tonnes to 100 meter depth. Massive sulphide sections in Holes MX-7 and NMX-25 and NMX-26 suggest the potential of high copper values with possibly erratic but substantial gold values. Further drilling will establish trends in thickness of the zone and in metal values.

In order to establish continuity of structure and mineral content down-dip from NMX-89-25, a fan of holes is proposed to intersect the hanging wall 30, 60 and 90 meters below the NMX-89-25 intersection, totally 330 metres of drilling, then two more holes should be drilled below NMX-89-26 at wider spacings totally 200 metres. A section halfway between these sections, and at least one section to the west of NMX-89-26, should be drilled.

The Phase I program should budget for 800 metres of drilling on three or four sections with cost estimates as follows:

Phase I

Diamond drilling, 800 m at $95/metre:	$ 76,000
Helicopter drill moves and support:	6,000
Sampling and assaying:	4,000
Geologic supervision and core logging, 20 days at $300/day:	6,000
Accommodation, meals, vehicle and supplies:	4,000
Report preparation:	4,000
	$100,000

The McDougall Report recommended that if the Phase I work program indicated continuity and economic grade within this mineralized zone, then provision should be made for a Phase II work program with sections initially at 25 metre spacing, until the configurements of the zone are confidently established. This will essentially double the Phase I footage at an estimated additional cost of $200,000.

THERE IS NO KNOWN BODY OF COMMERCIAL ORE ON THE PROPERTY AND THE PROPOSED PROGRAM ON THE PROPERTY IS EXPLORATORY IN NATURE.

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

Not applicable.

Group III - Other presently held properties upon which the issuer's acquisition and exploration costs to date exceed $100,000.

Not applicable (abandoned).

RISK FACTORS

The risk factors associated with the Issuer's undertaking and this Offering are as follows:

(a) **The Shares offered pursuant hereto should be considered a highly speculative investment and investors should carefully consider the risk factors in making an investment in the Issuer prior to deciding whether or not to invest in the Shares.**

(b) The Issuer has no significant earnings or dividend record and since it intends to employ available funds for exploration and development, it does not intend to pay any dividends in the foreseeable future.

(c) Mineral exploration and development involves significant risks and few properties which are explored are ultimately developed into producing mines. The properties in which the Issuer has an option to acquire an interest are without a known body of commercial ore. Substantial expenditures may be required to establish ore reserves, develop metallurgical processes, extract metals and to construct mining and processing facilities. The only sources of future funds presently available to the Issuer are the sale of equity capital, or the offering by the Issuer of an interest in its property to be earned by another party or parties carrying out further exploration or development thereof. No assurance can be given that commercial quantities of ore will be discovered, or if found, will be present in sufficient quantities to enable the Issuer to recover the costs incurred in its discovery.

(d) If the Issuer proceeds to production from a particular property, commercial viability will depend upon a number of factors, some of which include the particular attributes of the deposit, such as size and grade, the proximity to infrastructure, the impact of mine development on the environment, environmental regulations imposed by government, and metal prices which are highly cyclical. In addition, profitability of a particular mining venture is affected by the market for the minerals involved which involves an assessment of many factors including changing production costs, shifts in public and private supply and demand, changes in rates of general inflation, variation in the producer inventory policy, purchases or sales by Government utilities, changes in international investment patterns and monetary systems, economic growth rates and political developments.

(e) Mining operations generally involve a high degree of risk. Hazards such as unusual or unexpected formations and other conditions are involved. The Issuer may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. The payment of such liabilities may have a material, adverse effect on the Issuer's financial position.

(f) No survey has been made of the Issuer's properties and therefore, in accordance with the mining laws of the jurisdiction in which the claims are situate, their existence and area could be in doubt and could be the subject of competing claims.

(g) As with most projects of this nature in Canada, aboriginal rights may be claimed on Crown properties with respect to which mining rights have been conferred.

(h) The Issuer must compete with a number of other corporations that have greater resources and investors must rely upon the ability, expertise, judgment and good faith of the Issuer's management.

(i) The Issuer holds options to purchase the properties and accordingly must raise sufficient funds in order to exercise the options and meet the ongoing expenditure obligations under the option agreements.

(j) Pursuant to the Option Agreement, the Issuer may acquire 50% of Better's interest in the Fording Agreement. Until such time as the Option Agreement is fully exercised, the Issuer has no interest in the Fording Agreement. Although Better is obligated to maintain all rights flowing from the Fording Agreement, there is no assurance that it will do so. Consequently, the Issuer must rely solely on Better in order for the Issuer to acquire any interest in rights to base metals found in the Murex Claims.

4. PARTICULARS ON NON-RESOURCE ASSETS

The Issuer has no interest in any non-resource assets.

5. CORPORATE INFORMATION

The Issuer was incorporated by Memorandum and Articles under the Company Act (British Columbia) on April 29, 1980 under the name United Continental Energy Corp. and subsequently changed its name to Hilton Resource Corporation on November 18, 1983. On June 13, 1991, the Issuer changed its name to North Slope Minerals Inc. and consolidated its common shares on a basis of 3.5 pre-consolidation shares for each one post-consolidation share.

The authorized capital of the Issuer consists of 20,000,000 common shares without par value, of which 1,066,764 are, as at the date hereof, issued as fully paid and non-assessable shares. There is only one class of shares and all rank equally as to voting rights, dividend, conversion or redemption rights.

No shares of the Issuer have been issued since January 31, 1991, the date of the latest financial statements included herewith, however, the following shares will be issued on the Offering Day (except those referred to in (b) below which will be issued after the Offering is fully completed) as part of the Issuer's reorganization plan (see Item 3 above and Item 9 below):

(a) 100,000 shares to Better pursuant to the terms of the Option Agreement and 50,000 shares to Yorkton Securities Inc. as a finder's fee, all at $0.25 per share;

(b) 301,340 additional principals' shares to Ken MacLeod, the President and a director of the Issuer, at $0.035 per share;

(c) 639,648 shares at $0.25 per share to Canadian & Overseas Mgmt. Corp. pursuant to a debt settlement agreement; and

(d) a total of 72,820 shares at $0.25 per share to three creditors in settlement of debts owing to them.

Upon completion of the reorganization and the Offering, 3,430,572 common shares will be issued and outstanding.

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

The names, addresses and chief occupation in which each of the directors, officers and promoters of the Issuer have been engaged during the immediately preceding five years are as follows:

NAME, ADDRESS AND POSITION WITH THE ISSUER	OCCUPATION FOR THE PAST FIVE YEARS	NO. OF SHARES BENEFICIALLY OWNED
KENNETH MACLEOD* 3770 Bayridge Avenue West Vancouver, B.C. V7V 3J2 **PRESIDENT/CHIEF EXECUTIVE OFFICER/ CHIEF FINANCIAL OFFICER/DIRECTOR/ PROMOTER**	Director and officer of the Issuer, Jan. 1988 to present; President, Canadian & Overseas Management Corp., Jan.1984 to present; Director and/or Officer of several reporting companies(1)	Direct - 487,054 (escrow) Indirect - 639,648 (free-trading)
T. CHRISTOPHER PHILLIPS 306-655 Moberley Rd. Vancouver, B.C. V5Z 4B2 **DIRECTOR AND SECRETARY**	Self-employed business consultant, 1980 to present; Teacher/ Clinician, Richmond School Board, 1983 to 1989.	NIL
CALVIN R. LINDBERG* 102-150 24th Street West Vancouver, B.C. V7V 4G8 **DIRECTOR**	Realtor, Bell Realty, July, 1988 to present; Self-employed, Resort Development and Promotion, Feb. 1986 to July, 1988.	NIL
LAURENCE SOOKOCHOFF* 4463 West 1st Avenue Vancouver, B.C. V6R 4H9 **DIRECTOR**	Self-employed, Geological Consultant, Sookochoff Consultants Inc., since 1983; Director and/or Officer of several reporting companies (2)	NIL

* Denotes member of Issuer's audit committee.

(1) Boundary Gold Corp., October 1990 to February, 1991; Gonzales Gold Mines Ltd., Oct. 1990 to November 1990; Canadian Fiber Foods Inc., March 1990 to October 1990; RAT International (Marketing) Ltd., Dec. 1989 to present; Beltec Enterprises Ltd., April 1988 to Nov. 1989; VAALCO Energy Inc., April 1988 to June 1989.

(2) Black Label Resources Inc., April 1985 to Jan. 1989; Boundary Gold Corp., Sept. 1982 to Jan. 1991; Brooklyn Resources Inc., Jan. 1989 to Aug. 1989; Chandleur Bay Production Co. Ltd., April 1990 to Dec. 1990; Green Valley Mine Inc., April 1987 to Sept. 1989; Intl. Kaaba Gold Inc., Nov. 1980 to July 1990; Kootenay King Resources Inc., May 1988 to Feb. 1991; Menika Mining Ltd., Oct. 1986 to August 1989; Prominent Resources Corp., April 1983 to Sept. 1990; Silver Falls Resources Ltd., Feb. 1990 to Dec. 1990; Attwood Gold Corp., April 1989 to present; Lakewood Mining Company Ltd., April 1987 to present; Module Resources Inc., Dec. 1988 to present.

Except for the Issuer, none of the reporting companies referred to above have been, during the term of office of the given director, officer or promoter, struck from the register of companies by the Registrar of Companies or subject to a cease trade or suspension order.

Canadian & Overseas Management Corp., a private company controlled by Ken MacLeod, the President and a director of the Issuer, receives $2,500 per month for providing management and administrative services to the Issuer pursuant to an agreement dated September 17, 1990.

As at April 30, 1991 $208,974.89 was owing to Canadian & Overseas Management Corp. by the Issuer and $2,500 to RAT International (Marketing) Ltd. (of which Mr. MacLeod is a director) on account of loans and advances made to the Issuer, payments made on behalf of the Issuer, expenses incurred on behalf of the Issuer, office rent and accrued management fees. Of the debt owing to Canadian & Overseas, $49,063 has been forgiven by Canadian & Overseas and the balance of $159,911.89 will be satisfied by way of the issuance of 639,648 common shares of the Company at a deemed price of $0.25 per share.

Other than as disclosed above, no individual owns beneficially 10% or more of the issued shares of the Issuer.

7. OPTIONS TO PURCHASE SECURITIES OF THE ISSUER

There are no options, share purchase warrants or rights granted to insiders or promoters of the Issuer or to directors or employees of the Issuer.

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

There are 214,286 shares of the Issuer presently held in escrow by Montreal Trust Company of Canada, 510 Burrard Street, Vancouver, British Columbia. The escrow restrictions provide that the shares may not be traded in, dealt with in any manner whatsoever or released, nor may the Issuer, its transfer agent or escrow holder make any transfer or record any trading of shares without the consent of the Superintendent and the Exchange.

At the Issuer's Annual General Meeting held on September 20, 1989 the Issuer's shareholders approved a special resolution authorizing the Issuer to issue, at $0.035 per share, an additional 301,340 principals' shares to Ken MacLeod. The shareholders and the directors have also approved the transfer within escrow of 185,714 principals' shares from former principals to Ken MacLeod. In the aggregate, there will be 515,626 principals' shares of the Issuer held in escrow by the Issuer's transfer agent, Montreal Trust Company of Canada.

Upon the issuance of the additional principals' shares (after this Offering is fully completed) and on the completion of the aforementioned transfers within escrow, the following individuals will beneficially own the following principals' shares:

Name	Number of shares
Kenneth MacLeod	487,054
William Bell*	28,572
	515,626

* a former principal of the Issuer.

There are no securities of the Issuer held in pool.

9. PARTICULARS OF ANY OTHER MATERIAL FACTS

The Issuer made application to the British Columbia Securities Commission (the "Commission") to revoke the Cease Trade Order issued November 15, 1988. The Issuer also made application to the Exchange to lift the trading suspension invoked as a result of the issuance of the Cease Trade Order. The Cease Trade Order has been partially revoked by the Commission to allow the Issuer to effect this Offering, and fully revoked on the condition that this Offering complete within the prescribed time (see item 1 above). Full revocation is also conditional upon the Issuer providing evidence to the Commission that it meets the appropriate distribution and financial requirements. The trading suspension will remain in effect until completion of the Offering and evidence of satisfactory distribution has been filed with the Exchange.

The following transactions form the Issuer's reorganization and reactivation:

(a) The consolidation of the Issuer's share capital on the basis of 3.5 pre-consolidation shares for each one post-consolidation share, and the subsequent increase in the Issuer's authorized capital to 20,000,000 common shares without par value.

(b) The change of the Issuer's name from Hilton Resource Corporation to North Slope Minerals Inc.

(c) The acquisition of an option to acquire an interest in the Murex Claims and the Fording Agreement as described in item 3 above.

(d) The issuance of 639,648 common shares at a deemed price of $0.25 per share in settlement of debt owing to Canadian & Overseas in the amount of $159,911.89. Canadian & Overseas is a private company controlled by Ken MacLeod, the President and a director of the Issuer.

(e) The issuance of a total of 72,820 common shares at a deemed price of $0.25 per share in settlement of debt owing to these creditors in the amount of $18,205.

(f) The issuance of 301,340 additional principals' shares to Ken MacLeod at $0.035 per share and the transfer within escrow of 185,714 principals' shares from former principals of the Issuer to Ken MacLeod. These shares are subject to the escrow restrictions referred to in item 8 above.

All of the above transactions will be completed concurrent with, or will have been completed prior to, the Offering being made pursuant to this Statement of Material Facts except for the transaction referred to in (f) which will occur only after the Offering is fully completed.

The financial statements forming part of this Statement of Material Facts include audited financial statements of the Issuer for the year ended April 30, 1990. These financial statements were previously reported on by the Issuer's auditor, LaBonte & Co. on July 20, 1990. The Issuer's auditor has not carried out any audit procedures respecting the Issuer since the date of its July 20, 1990 audit report nor has it reviewed the unaudited financial statements for the nine month period ending January 31, 1991 included in this Statement of Material Facts.

There are no other material facts which have not be disclosed elsewhere in this Statement of Material Facts.

10. STATUTORY RIGHTS OF RESCISSION

The British Columbia Securities Act provides purchasers with the right to rescind a contract for the purchase of securities where the statement of material facts and any existing amendments thereto either contain a misrepresentation or are not delivered to the purchaser before delivery of the written confirmation of sale. For further information concerning these rights, and the time limits within which they must be exercised, refer to Sections 66, 114, 118 and 124 of the Securities Act or consult a lawyer.

HILTON RESOURCE CORPORATION

FINANCIAL STATEMENTS

APRIL 30, 1990

AUDITORS' REPORT

BALANCE SHEET

STATEMENT OF LOSS AND DEFICIT

STATEMENT OF CHANGES IN FINANCIAL POSITION

NOTES TO FINANCIAL STATEMENTS

LABONTE & CO.
CHARTERED ACCOUNTANTS
A Professional Corporation
1104 - 750 West Pender St.
Vancouver, B.C.
Canada V6C 2T8
Tel: (604) 682-2778
Fax: (604) 683-4499

AUDITORS' REPORT

To the Shareholders of Hilton Resource Corporation

We have examined the balance sheet of Hilton Resource Corporation as at April 30, 1990 and the statements of loss and deficit and changes in financial position for the year then ended. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests and other procedures as we considered necessary in the circumstances.

In our opinion, these financial statements present fairly the financial position of the company as at April 30, 1990 and the results of its operations and the changes in its financial position for the year then ended in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

Labonte & Co.

CHARTERED ACCOUNTANTS

Vancouver, B.C.
July 20, 1990

HILTON RESOURCE CORPORATION

BALANCE SHEET AS AT APRIL 30, 1990

	1990	1989
ASSETS		
CURRENT		
Cash	$ -	$ 24
Trust funds	18	18
	18	42
OIL AND GAS PROPERTIES	1	1
	$ 19	$ 43
LIABILITIES		
CURRENT		
Accounts payable	$ 63,498	$ 44,796
Due to affiliate (Note 3)	143,086	70,467
	206,584	115,263
DEFICIENCY IN ASSETS		
SHARE CAPITAL (Note 4)	1,439,605	1,439,605
DEFICIT	(1,646,170)	(1,554,825)
	(206,565)	(115,220)
	$ 19	$ 43

Approved on behalf of the Board:

Kenneth MacLeod - Director

Gary Wood - Director

The accompanying notes are an integral part of these financial statements

HILTON RESOURCE CORPORATION

STATEMENT OF LOSS AND DEFICIT

FOR THE YEAR ENDED APRIL 30, 1990

	1990	1989
EXPENSES		
Bank charges and interest	$ 18,410	$ 4,377
Consulting fees	-	23,200
Engineering fees	-	1,500
Management fees	28,000	73,063
Office, secretarial, rent and telephone	13,784	34,013
Professional fees	19,479	63,016
Transfer agent and regulatory fees	7,008	5,301
Travel and promotion	4,183	7,196
LOSS BEFORE THE UNDERNOTED	90,864	211,666
LOSS FROM OIL AND GAS OPERATIONS	481	427
WRITEDOWN OF OIL AND GAS PROPERTIES	-	4,486
NET LOSS FOR THE YEAR	91,345	216,579
DEFICIT, AT BEGINNING OF YEAR	1,554,825	1,338,246
DEFICIT, AT END OF YEAR	$ 1,646,170	$ 1,554,825
LOSS PER SHARE	$ 0.02	$ 0.06

The accompanying notes are an integral part of these financial statements

HILTON RESOURCE CORPORATION

STATEMENT OF CHANGES IN FINANCIAL POSITION

FOR THE YEAR ENDED APRIL 30, 1990

	1990	1989
CASH PROVIDED BY (USED FOR):		
OPERATING ACTIVITIES		
Net loss for the year	$ (91,345)	$ (216,579)
Deduct items not utilizing cash - write down of oil and gas properties	-	4,486
	(91,345)	(212,093)
Net changes in non-cash working capital items	91,321	47,704
	(24)	(164,389)
FINANCING ACTIVITIES		
Issuance of shares to settle debts	-	16,400
Issuance of shares for cash	-	147,643
	-	164,043
DECREASE IN CASH	(24)	(346)
CASH, AT BEGINNING OF YEAR	42	388
CASH, AT END OF YEAR	$ 18	$ 42
Represented by:		
Cash	$ -	$ 24
Trust funds	18	18
	$ 18	$ 42

The accompanying notes are an integral part of these financial statements

HILTON RESOURCE CORPORATION

NOTES TO FINANCIAL STATEMENTS

APRIL 30, 1990

NOTE 1 - NATURE OF OPERATIONS

To date the Company has not generated profitable operations. The Company has accumulated losses of $1,646,170 to April 30, 1990 and had insufficient cash resources to discharge its current debts. The ability of the Company to continue as a going concern is dependent upon obtaining regulatory approval of its reactivation plan, raising additional equity capital and upon future profitable operations (Note 7).

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Oil and Gas Properties:

The Company follows the full cost method of accounting for oil and gas properties whereby all costs incurred in exploring for and developing oil and gas reserves are capitalized. These costs are amortized using the unit-of-production method based on estimated proven recoverable reserves. Depreciation of petroleum and natural gas wells and equipment is similarly provided on the unit-of-production method. All costs are accumulated in one cost centre, the United States of America. Unamortized costs of proven properties in excess of the discounted future revenue attributable to proven recoverable reserves are charged to operations when such determinations are made.

b) Foreign Currency Translation:

Monetary assets and liabilities are translated to their Canadian dollar equivalents using foreign exchange rates prevailing at the balance sheet date. All other assets, liabilities, revenues and expenses are translated to their Canadian dollar equivalents using foreign exchange rates which prevailed at the time of the transactions. Gains or losses arising on foreign currency translation are included in the determination of results from operations.

NOTE 3 - DUE TO AFFILIATE

During the year the Company incurred management fees totalling $28,000 and incurred expenses totalling $46,619 to Canadian & Overseas Management Corp., a private company controlled by a director. These expenses included secretarial and accounting services, travel, office rent, telephone and interest charges. At April 30, 1990 a total of $143,086 is owing to this company which bears interest at 1.5% per month and is unsecured with no specific terms of repayment.

NOTE 4 - SHARE CAPITAL

Authorized:

10,000,000 common shares without par value

Issued and fully paid:

	Shares	Value
Balance at April 30, 1989 and 1990	3,733,672	$ 1,439,605

Included in issued share capital are 750,000 shares are held in escrow the release of which is subject to the determination and direction of the regulatory authorities.

NOTE 5 - RELATED PARTY TRANSACTIONS

During the year the Company incurred $6,580 for accounting services provided by a former director.

See Note 3.

NOTE 6 - AVAILABLE LOSS CARRY FORWARDS

The Company has non-capital losses, the potential benefit of which is not reflected in the financial statements, available to be carried forward to apply against future income for tax purposes as follows:

Available to	Amount
1991	$ 44,087
1992	92,978
1993	77,786
1994	49,407
1995	153,716
1996	212,093
1997	92,761
	$ 722,828

NOTE 7 - SUBSEQUENT EVENTS

The Company has filed a plan of reactivation with the Vancouver Stock Exchange and is seeking approval for the following proposed transactions:

1. A consolidation of shares on the basis of one new share for each 3.5 shares outstanding.
2. The acquisition of a mineral property.
3. The settlement of certain debts by issuance of shares.
4. A public offering by way of a Statement of Material Facts to raise funding for exploration and working capital.

HILTON RESOURCE CORPORATION
(Incorporated under the laws of British Columbia)

FINANCIAL STATEMENTS

JANUARY 31, 1991

(Unaudited - Prepared by Management)

HILTON RESOURCE CORPORATION

BALANCE SHEET AS AT JANUARY 31, 1991

(Unaudited - Prepared by Management)

	1991	1990
ASSETS		
CURRENT:		
Trust funds	$18	$18
OIL AND GAS PROPERTIES (Note 2(a) and 3)	1	1
	$19	$19
LIABILITIES		
CURRENT:		
Accounts payable	$105,311	$60,913
Due to related parties (Note 4)	194,307	120,694
	299,618	181,607
DEFICIENCY IN ASSETS		
SHARE CAPITAL (Note 5)	1,439,605	1,439,605
DEFICIT	(1,739,204)	(1,621,193)
	(299,599)	(181,588)
	$19	$19

APPROVED BY THE DIRECTORS:

Kenneth MacLeod, Director

T. C. Phillips, Director

The accompanying notes are an integral part of these financial statements.

HILTON RESOURCE CORPORATION

STATEMENT OF LOSS AND DEFICIT
FOR THE NINE MONTHS ENDED JANUARY 31, 1991

(Unaudited - Prepared by Management)

	1991	1990
EXPENSES:		
Bank charges and interest	$24,379	$12,545
Management fees	22,675	20,500
Office	1,523	3,366
Office rent	3,900	9,500
Professional fees	29,114	14,978
Telephone	470	234
Transfer agent and regulatory fees	7,976	581
Travel and business development	2,997	4,183
LOSS BEFORE THE FOLLOWING	93,034	65,887
LOSS FROM OIL AND GAS OPERATIONS	-	481
NET LOSS FOR THE PERIOD	93,034	66,368
DEFICIT, BEGINNING OF THE PERIOD	1,646,170	1,554,825
DEFICIT, END OF THE PERIOD	$1,739,204	$1,621,193

The accompanying notes are an integral part of these financial statements.

HILTON RESOURCE CORPORATION

STATEMENT OF CHANGES IN FINANCIAL POSITION
FOR THE NINE MONTHS ENDED JANUARY 31, 1991

(Unaudited - Prepared by Management)

	1991	1990
CASH PROVIDED BY (USED FOR):		
OPERATING ACTIVITIES:		
Net loss for the period	(93,034)	(66,368)
Net change in non-cash working capital items	93,034	66,344
DECREASE IN CASH	-	(24)
CASH BALANCE, BEGINNING OF THE PERIOD	18	42
CASH BALANCE, END OF THE PERIOD	$18	$18
REPRESENTED BY:		
Trust funds	$18	$18

The accompanying notes are an integral part of these financial statements.

HILTON RESOURCE CORPORATION

NOTES TO THE FINANCIAL STATEMENTS
January 31, 1991

(Unaudited - Prepared by Management)

NOTE 1 - NATURE OF OPERATIONS

To date the Company has not generated profitable operations. The Company has accumulated losses of $1,739,204 to January 31, 1991 and has insufficient cash resources to discharge its current debts. The ability of the Company to continue as a going concern is dependent upon raising additional equity capital and upon future profitable operations. (See Note 6)

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

(a) Oil and Gas Properties:

The Company follows the full cost method of accounting for oil and gas properties whereby all costs incurred in exploring for and developing oil and gas reserves are capitalized. These costs are amortized using the unit-of-production method based on estimated proven recoverable reserves. Depreciation of petroleum and natural gas wells and equipment is similarly provided on the unit-of-production method. All costs are accumulated in one cost centre, the United States of America. Unamortized costs of proven properties in excess of discounted future revenue attributable to proven recoverable reserves are charged to operations when such determinations are made.

(b) Earnings (Loss) Per Share:

Net earnings (loss) per share figures are not provided in these interim financial statements as management considers this information to be not meaningful given the exploratory nature of the Company's operations to date.

NOTE 3 - OIL AND GAS PROPERTIES

The Company has varying interests in producing oil and gas properties located in the United States. The properties have been written down to a nominal value of $1.

(Unaudited - Prepared by Management)

NOTE 4 - DUE TO RELATED PARTIES

The amount due to related parties is represented by amounts due to:

(1) Canadian & Overseas Management Corp., for:

Accrued management fees	$62,675
Expenses paid on behalf of the Company, including: office rent, office expenses, telephone, legal, audit and secretarial services	87,194
Interest	38,929
Loans	3,009
	191,807

This amount bears interest at 18% per annum and is unsecured with no specific terms of repayment.

Canadian & Overseas Management Corp. is a private company controlled by a director of the Company.

(2) RAT International (Marketing) Ltd., for:

Office rent	$2,500
	$194,307

RAT International (Marketing) Ltd. is a VSE listed reporting company having a director in common with the Company.

NOTE 5 - SHARE CAPITAL

Authorized:
10,000,000 common shares, without par value

Issued and fully paid:

	Number	$
Balance, beginning and end of the period	3,733,672	$1,439,605

750,000 of the issued common shares are held in escrow, their release being subject to the consent of the appropriate regulatory authorities.

(Unaudited - Prepared by Management)

NOTE 6 - REACTIVATION PLAN

The Company has commenced a plan of reactivation which at the minimum will involve the following:

(a) consolidation of share capital on the basis of one new share for each 3.5 existing shares;

(b) acquisition of a mineral property;

(c) settlement of the majority of outstanding debts by the issuance of common shares;

(d) raising of additional equity capital by way of a Statement of Material Facts; and

(e) changing the name of the Company to North Slope Minerals Inc.

The reactivation plan is subject to regulatory approval.

NOTE 7 - COMPARATIVE FIGURES

Certain of the 1989 figures have been reclassified to conform with the current period's presentation.

HILTON RESOURCE CORPORATION
QUARTERLY REPORT - FORM 61
JANUARY 31, 1991

SCHEDULE B - SUPPLEMENTARY INFORMATION

1. See financial statements.

2. a. No securities were issued during the period.

   b. No options were granted during the period.

3. a. See financial statements.

   b. No options or warrants outstanding.

   c. See financial statements.

   d. Kenneth MacLeod
   Thomas Christopher Phillips
   Calvin R. Lindberg
   Laurence Sookochoff

SCHEDULE C - MANAGEMENT DISCUSSION

The Company has filed an application for reactivation with the British Columbia Securities Commission requesting a recission of an outstanding cease-trade order. Concurrently, a Statement of Material Facts has been submitted to the Vancouver Stock Exchange in order to have the Company's trading suspension lifted. The Company is seeking regulatory acceptance of the following matters:

Application for Reactivation

The Company's capital will be consolidated on a 1 for 3.5 basis and the authorized capital will be increased to 20,000,000 common shares following consolidation. An additional 301,340 escrowed principals' shares are to be issued to an insider and the name of the Company will be changed to North Slope Minerals Inc. A majority of the debt owed by the Company is to be settled by way of the issuance of 704,400 shares at a price of $0.25 per share. The Company has entered into an agreement with Better Resources Limited, whereby the Company has been granted an option to acquire a 50% interest interest in the Murex Claims, located near Mt. Washington, Vancouver Island.

Statement of Material Facts

The Company has filed a Statement of Material Facts to offer 1,100,000 shares at a price of $0.25 per share after consolidation. Union Securities Ltd. has agreed to act as agent.

CERTIFICATE OF THE DIRECTORS AND PROMOTERS OF THE ISSUER

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Statement of Material Facts as required by the Securities Act and its regulations.

DATED: June 13, 1991

ON BEHALF OF THE ISSUER

KENNETH MACLEOD
President
Chief Executive Officer
Chief Financial Officer
Director
Promoter

THOMAS CHRISTOPHER PHILLIPS
Director and Secretary

ON BEHALF OF THE BOARD OF DIRECTORS

LAURENCE SOOKOCHOFF
Director

CALVIN RAE LINDBERG
Director

CERTIFICATE OF THE AGENT

To the best of our knowledge, information and belief, the foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Statement of Material Facts as required by the Securities Act and its regulations.

DATED: June 13, 1991

UNION SECURITIES LTD.

Per:

JOHN THOMPSON

189885