

NO SECURITIES COMMISSION OR SIMILAR AUTHORITY IN CANADA HAS IN ANY WAY PASSED UPON THE MERITS OF THE SECURITIES OFFERED HERE- UNDER AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE.

P R O S P E C T U S 007411

FOCUS RESOURCES LTD.
(the "Company")

Incorporated under the laws of British Columbia

Head Office:
17515 - 24th Avenue
Surrey, B.C.

Registered and Records Office
#711-475 Howe Street
Vancouver, B.C.

RECEIVED

NOV 18 1975

SUPERINTENDENT
OF SECURITIES

Total Offering
250,000 shares at 15¢ per share

Date: September 15, 1975

	Price to Public	*Commission	**Net Proceeds to Company if all shares are sold
Per Unit	15¢	3¢	12¢
Total	\$37,500.00	\$7,500.00	\$30,000.00

PROPERTY FILE

*On the basis that all the shares will be sold and subject to such commission.

**Before deduction of expenses of the issue payable by the Company and estimated at \$5,000.00.

250,000 shares are offered by this Prospectus at a price of 15¢ per share. If the Company does not receive subscriptions totalling the net amount of \$30,000.00 exclusive of any commission which may be payable within a period of 120 days following the date of the issuance by the Superintendent of Brokers of a final receipt for this Prospectus, the Company will withdraw the offering in its entirety and all subscription monies will be fully refunded to the subscribers. Reference is made to the Heading "Plan of Distribution" on Page 3 for details of minimum subscription.

THERE IS NO MARKET FOR THE SHARES OF THIS COMPANY.

PURCHASE OF THE SECURITIES OFFERED BY THIS PROSPECTUS MUST BE CONSIDERED A SPECULATION AS THE COMPANY'S PROPERTIES ARE IN THE EXPLORATION AND DEVELOPMENT STAGES ONLY. REFERENCE IS MADE TO THE HEADING "MINING PROPERTIES" FOR PARTICULARS OF EXPLORATION WORK DONE TO DATE.

NO SURVEY HAS BEEN MADE OF THE COMPANY'S MINERAL PROPERTIES AND THEREFORE, IN ACCORDANCE WITH THE APPLICABLE MINING LAWS, THE EXISTENCE AND AREA COULD BE IN DOUBT.

THE NUMBER OF SHARES ISSUED TO THE COMPANY'S PROMOTERS, DIRECTORS, OFFICERS AND CONTROLLING PERSONS FOR CASH, PROPERTY AND SERVICES IS 760,001 WHICH IS EQUAL TO 66% OF THE SHARES THAT WILL BE OUTSTANDING UPON COMPLETION OF THIS OFFERING. IF ALL THE SHARES OFFERED BY THIS PROSPECTUS ARE SOLD, 21.7% SHARES THEN OUTSTANDING WILL HAVE BEEN ISSUED TO THE PUBLIC FOR CASH.

No person is authorized by the Company to give information or to make any representation other than those contained in this Prospectus in connection with the issue and sale of the Securities offered by the Company.

92F215 STAR OF THE WEST

I N D E X

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The costs of the acquisition of these mineral claims to the Vendors was the approximate sum of \$850.00.

To the best knowledge of the signatories hereto the only person to have received a 5% interest in the consideration for the claim group is as stated above.

MINING PROPERTY

The Company is the legal and beneficial owner of the following mineral claims, situated in the Alberni Mining Division, in the Province of British Columbia, as follows:

<u>Name of Claim</u>	<u>Record Number</u>	<u>Expiry Date</u>
Star of the West	20424	February 8, 1976
Cor 3-11 incl.	20471-20479 incl.	February 18, 1976
Cor 14	20482	February 18, 1976
Cor 16	20484	February 18, 1976
Cor 18	20486	February 18, 1976

(hereinafter referred to as the "Star of the West" property)

The above claims are held by right of location under the provisions of the Mineral Act of the Province of British Columbia and are, at the date hereof, in good standing. For details of acquisition and consideration paid therefor, reference should be made to the heading "Promoters".

Access

The Star of the West property is located 11 miles south of Port Alberni, Vancouver Island, and is in the Alberni Mining Division and lies just east and south of the confluence of the Franklin River and Corrigan Creek.

Access to the claim area is by a good all weather gravel logging road from Port Alberni. An old spur railway line provides easy access to the western claims from the logging road. The eastern claims are on a steep slope and are accessible by old trails and a logging road which runs along the top of the ridge close to the eastern claim boundary.

Mineral Deposits and History

The area of the claims was first staked in 1894 and has been worked intermittently over the years, such work including tunnelling in 1896 and further trenching and underground exploration on adjacent claims in the 1930's.

For further details see the report of George B. Phelps, P. Eng., dated March 3, 1975, and the supplementary report of E.O. Chisholm, P. Eng., dated July 14, 1975. Both reports are attached hereto and form part of this Prospectus.

There is no known body of commercial ore on the property and the proposed program is an exploratory search for ore.

There is no surface or underground plant and equipment on the property.

USE OF PROCEEDS

With the estimated net proceeds of this issue of \$30,000.00, the Company proposes to conduct the exploration program recommended by George B. Phelps, P. Eng., in his report of March, 1975, as modified by supplementary report of E.O. Chisholm, P. Eng., dated July 14, 1975, and defray general corporate expenses as follows:

1. To pay current liabilities	\$5,828.00
2. To pay cost of this issue	\$5,000.00
3. To complete phase 1 of the recommendations of George B. Phelps contained in his report of March, 1975 as modified by supplementary report of E.O. Chisholm, P. Eng., dated July 14, 1975.	\$15,000.00
4. To be held in trust until such time as the Company is in a position to make application for listing on the Vancouver Curb Exchange	\$2,000.00
5. Reserve for general administration and head office expenses, legal audit, property acquisition, reserve and other miscellaneous costs and liabilities	\$2,172.00
	<hr/>
	\$30,000.00
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No part of the proceeds shall be used to invest, underwrite, or trade in securities other than those that qualify as investments in which Trust Funds may be invested under the laws of the jurisdictions in which the securities offered by this prospectus may lawfully be sold.

Should the company propose to use the proceeds to acquire non trustee type securities after the initial distribution of the securities offered by this prospectus, approval by the shareholders must first be obtained and disclosure made to the regulatory securities bodies having jurisdiction over the sale of the securities offered by this prospectus.

MATERIAL CONTRACTS

Contracts materially affecting the Company and current at the date hereof are as follows:

Agreement dated the 10th day of May, 1974, whereunder the Company acquired the Star of the West mineral claims.

REPORT
on the
STAR OF THE WEST CLAIM GROUP
ALBERNI MINING DIVISION
VANCOUVER ISLAND, B.C.

Latitude 49°05'N

Longitude 124°45'W

N.T.S. 92F - 2

CLAIMS

Star of the West
COR 1 - 18

RECORD NUMBER

20424
20469 - 20486

EXPIRY DATE

February 8, 1976
February 18, 1976

for

FOCUS RESOURCES LTD.

by:

George B. Phelps, P.Eng.,

March, 1975

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INTRODUCTION

This report is written at the request of Mr. Hans Dietmann, President of Focus Resources Ltd. The writer made a preliminary examination of the property and some of the old workings.

Four field days were spent on the property examination.

CONCLUSION

This property lies in an old gold mining area and has been reported to have significant gold values.

There has been no recent work because gold properties were not economically attractive, before the recent high price of gold.

The many advances in geological techniques and mining methods since the early exploration, plus the present high gold price justify a preliminary exploration program on this property.

The previously reported 0.5 to 1 ounce gold values would now be economic and the property is in an easily accessible area where exploration costs can be kept to a minimum.

RECOMMENDATIONS

Phase I

- A. Complete a geological map of the claim area at a scale of 1" = 400'. Locate any additional veins or old workings. Enlargements of existing topographic maps can be used for a base map. A base line and co-ordinate grid at 800 foot intervals should be established for mapping control in the thickly forested areas.
- B. Examine, map and sample the old workings which are accessible. A small gasoline engine powered pump will be necessary to pump the water out of the adits which have been filled with water.
- C. Map and sample the old trenches. Trench with a cobra drill any vein extensions or new veins which are located. Map and sample them.

Phase II

Phase II is contingent upon the location of a vein or veins with economic gold values during Phase I. Diamond drilling, wire line AQ, to test the veins on strike and at depth. A minimum of 1,000 feet of drilling would be necessary to evaluate a promising vein. It is not feasible to use a bulldozer in this area to build a drill site so it will be necessary to move the drill in by hand or winch power. This increases the drilling cost and in part offsets the generally reduced exploration costs in this area.

ESTIMATED COSTS

Phase I

Personnel

Geologist	- 10 days @ \$175.00/day....	\$ 1,750.00
Senior Technician	- 10 days @ \$125.00/day....	1,250.00
Technician	- 10 days @ \$ 80.00/day....	800.00
Cobra Operator	- 4 days @ \$125.00/day....	500.00....\$ 4,300.00

Transportation

4 wheel drive truck 10 days @ \$ 20.00/day & 15¢/mile and ferry costs.....		325.00
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Food and Accommodation

Meals and motel lodging 34 man days @ \$18.00/day.....		612.00
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Equipment

Surveying equipment, sampling equipment pumping equipment rental, cobra drill & steel rental, miscellaneous.....		675.00
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Assaying

Estimated 100 rock samples assayed for gold only @ \$3.50/sample.....		350.00
--------------------------------------------------------------------------	--	--------

<u>Data Compilation, Maps and Report</u>		1,200.00
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<u>Contingencies - 20%</u>		1,492.40
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ESTIMATED COST PHASE I.....\$ 8,954.40

Phase II

- Geologist - Supervisor - 14 days @ \$175.00/day.....		\$ 2,450.00
- Diamond Drilling 1,000 feet wireline AQ or BQ all inclusive costs, mobilization and demobilization drill site preparation @ \$15.00/foot.....		15,000.00
- Contingencies @ 20%.....		3,490.00

ESTIMATED COST PHASE II.....\$20,940.00

TOTAL ESTIMATED COST PHASE I & II

\$ 29,894.40

GEOGRAPHY

Location

The Focus Resources Ltd. Star of the West property is eleven miles south of Port Alberni, Vancouver Island. The property is in the Alberni Mining Division and lies just east and south of the confluence of the Franklin River and Corrigan Creek.

Co-ordinates are $49^{\circ}05''$ North latitude and $124^{\circ}45''$ West longitude.

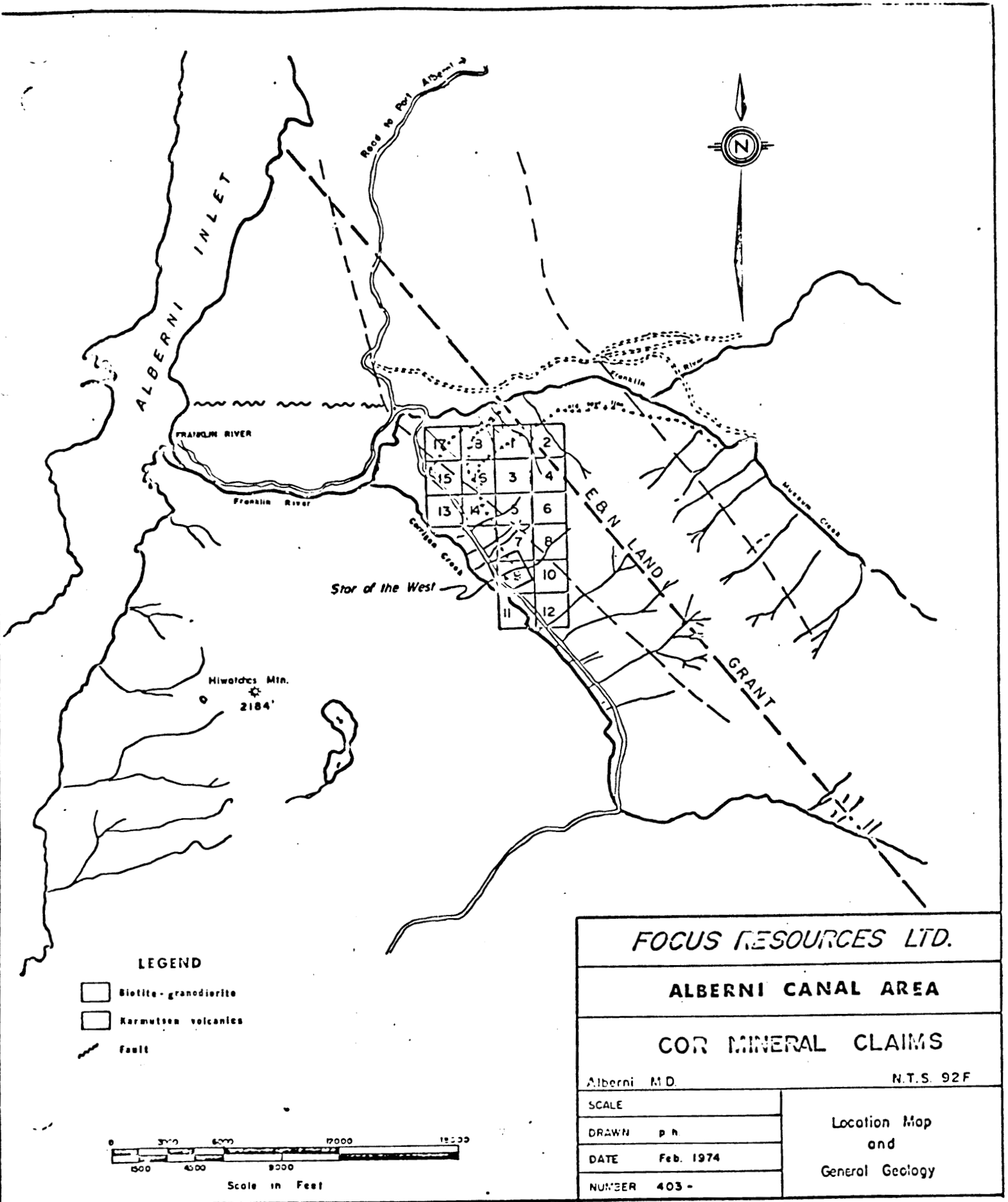
Access

Access to the claim area is by a good all weather gravel logging road from Port Alberni. An old spur railway line provides easy access to the western claims from the logging road. The eastern claims are on a steep slope and are accessible by old trails and a logging road which runs along the top of the ridge close to the eastern claim boundary.

Topography

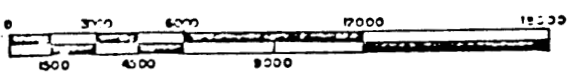
The claims lie on the steep west slope of a long ridge just east of Corrigan Creek. The topography grades from gently sloping on the western edge to steep with cliffs and bluffs on the eastern side. However, the access is not particularly difficult since the bluffs and cliffs are irregular and broken.

Elevations range from 500 feet on the west to 2,200 feet on the eastern border.



LEGEND

- Biotite-granodiorite
- Karmutsen volcanics
- Fault



<i>FOCUS RESOURCES LTD.</i>	
ALBERNI CANAL AREA	
COR MINERAL CLAIMS	
Alberni M.D.	N.T.S. 92F
SCALE	Location Map and General Geology
DRAWN p h	
DATE Feb. 1974	
NUMBER 403 -	

Vegetation

The claim area is densely wooded; however, the underbrush is not very thick except along stream bottoms. The stands of timber are second growth West Coast hemlock, balsam and Douglas fir. There are numerous rock exposures as small knobs or bench faces.

Climate

The weather is generally mild with the snow cover gone by the end of February. Precipitation is heavy throughout the area.

Water

There are numerous streams on the property which drain into Franklin River to the north and Corrigan Creek to the west. Sufficient water is available for any drilling requirements.

CLAIMS

Focus Resources Ltd. own full title to 18 contiguous mineral claims and has an option on a reverted crown grant in the Corrigan Creek area of the Alberni Mining Division, Vancouver Island, B.C.

These claims are:

<u>Claims</u>	<u>Record Number</u>	<u>Expiry Date</u>
COR 1 - 18	20469 - 20486	February 18, 1976
Star of the West	20424	February 8, 1976

HISTORY

The Star of the West mineral claim was located on Granite Creek (now Corrigan Creek) in 1894 by Mr. McCoy, Mr. Poole and others. Other claims were located adjacent to the Star of the West and in the immediate area.

It was reported by the B. C. Minister of Mines Annual Report that several veins of blue quartz were exposed on the Star of the West Group which averaged \$25.00 per ton mill test (gold at \$20.67 per troy ounce).

The 1895 B. C. Minister of Mines Report described the Star of the West mineral claim as located on McCoy Creek, a small tributary of Granite Creek (Corrigan Creek). The vein is quartz with pyrite and considerable calcite. It is about 5 feet wide where exposed and can be traced for a short distance along the creek. The vein strikes N50°E. The country rock is described as syenite. A one ton test shipment to the Tacoma smelter gave a return of \$10.00 in gold (gold at \$20.67 per troy ounce).

The Islander claim adjoining the Star of the West also had an exposure of sulfide ore on McCoy Creek.

The Star of the West Crown Grant was issued March 19, 1897, to Mr. M. A. Ward and Mr. F. N. Stirling.

The 1896 B. C. Minister of Mines Report states that a tunnel was being driven on the Star of the West claim N45°E and was then about

50 feet long. There was a well-defined fault wall as the hanging wall which dipped -60° southeast. The "blue quartz" vein material was tested and found to be carbonate. Quartz and pyrite were also present.

Additional work has been done in the area over the succeeding years although it is not mentioned in the Annual Reports.

Trenching and additional underground exploration was completed on adjacent claims in the 1930's.

GEOLOGY

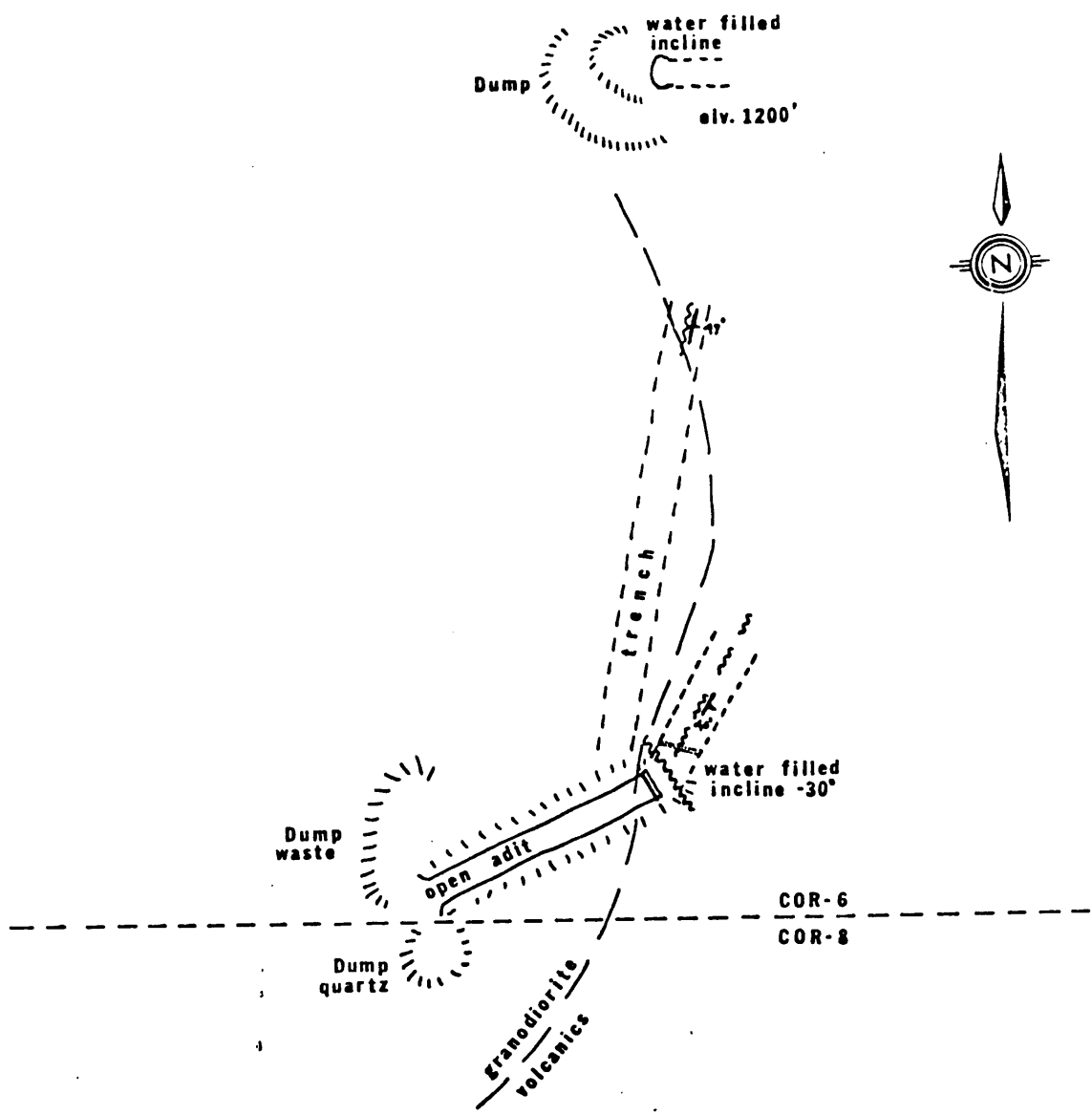
The Star of the West claim group lies on the west side of the E & N Land Grant boundary and is crossed by the contact between the Karmutsen Volcanics and Island intrusion.

Jurassic island intrusion, a biotite granodiorite, is on the west and the Triassic Karmutsen Formation Volcanics are on the east as shown in the general geology map. The medium to coarse grained biotite granodiorite has intruded the Karmutsen volcanics in the claim area.

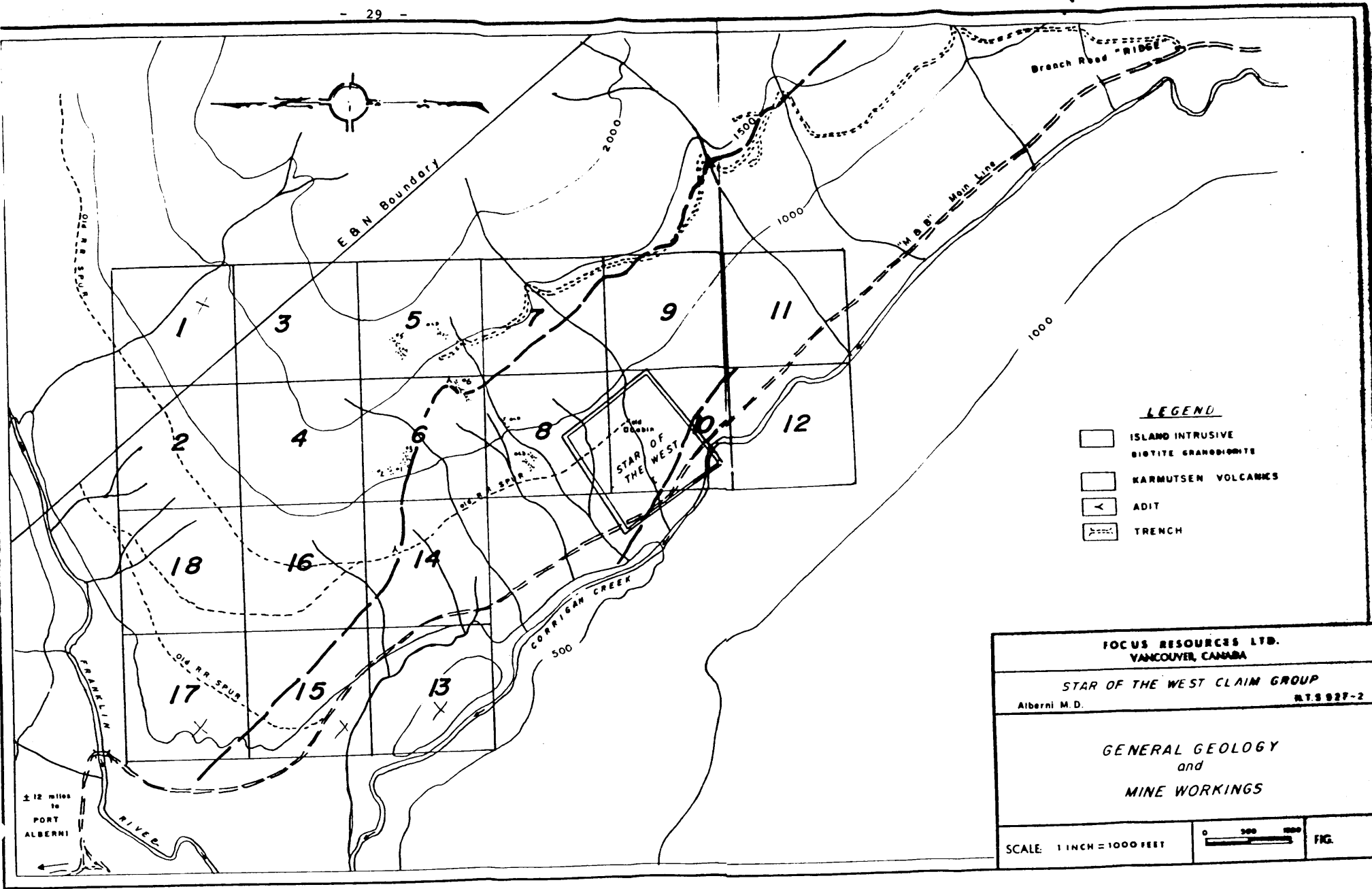
Numerous gold bearing quartz veins occur within the Alberni area. Some of these mineralized veins appear to be localized near the contact zone on the claim group and vary in width from 4 feet to small stringers. The contact passes through the center of the claim group with a north-westerly strike.

Trenches and adits have been completed on some of these quartz veins and shears. The general strike of the veins is north 30° to 45° east and the dip is 45° to 60° south.


The lower adit on Cor #6 was driven at a -30° incline on a shear zone with quartz veining. It is water filled and is not accessible but does not appear to have caved. A separate dump of nearly pure quartz indicates that the vein material has been hand sorted and hand cobbled. Sampling the quartz dump material gave no high gold assays, possibly because it appears to have been hand sorted but minor chalcopyrite can be found in some fragments.



FOCUS RESOURCES LTD.	
ALBERNI GOLD PROPERTY	
Scale: 1" = 40'	OLD WORKINGS
Drawn: G.B.P.	
Date: March, 1974	



- LEGEND**
- ISLAND INTRUSIVE
 - BIOTITE GRANODIORITE
 - KARMUTSEN VOLCANICS
 - ADIT
 - TRENCH

FOCUS RESOURCES LTD. VANCOUVER, CANADA	
STAR OF THE WEST CLAIM GROUP Alberni M. D. M.T.S 927-2	
GENERAL GEOLOGY and MINE WORKINGS	
SCALE: 1 INCH = 1000 FEET	<div style="text-align: center;"> 0 500 1000  FIG. </div>

± 12 miles to
PORT
ALBERNI

The upper adit is completely water filled and is inaccessible.

The upper dump shows no significant quartz veining.

An incline (estimated -35°) was driven on a small shear.

A trench was made on a shear structure between the two adits.

A 1.0 foot quartz vein with visible chalcopyrite is visible at the head of the trench.

A small prospect adit just east of the old railway spur on Cor #14 has exposed a 3 foot vein structure this vein cannot be traced along strike due to the covered ground. The vein strikes north 35° east where it is exposed in the cut.

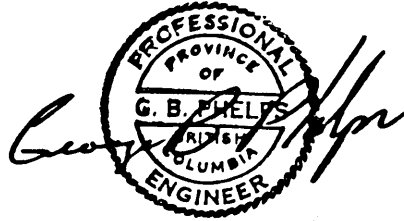
The old workings on the southwest side of the Star of the West are not accessible as one adit has caved and the main adit is in very shakey condition. All the timber has rotted but it is still possible to see the structure. The old dump is heavily overgrown. The location of the adits indicate that the Star of the West may be slightly misplotted on the maps.

These adits are in the Karmutsen Volcanics on the west side on the westerly contact which crosses the southern end of the claim group.

Trenches

A number of old trenches were cleaned out as they were completely sloughed in and 3 new trenches were blasted in the volcanics, covering areas of limonite staining or known areas of pyrite mineralization. In all instances of new trenching the pyrite was confined to narrow stringes 1/8 to 1/4 inches in width. Additional work is required to evaluate the mineralization and sampling of the mineralized zones is necessary.

Respectfully submitted,



George B. Phelps, P. Eng.

ATLED EXPLORATION MANAGEMENT LTD.

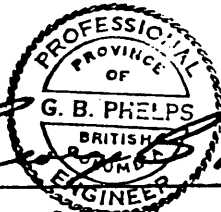
REFERENCES

- B. C. Minister of Mines Annual Report 1895 Page 647
- B. C. Minister of Mines Annual Report 1896 Page 5
- B. C. Minister of Mines Annual Report 1897 Page 569
- Alberni 92F (G.S.C. paper 68-50).

ENGINEER'S CERTIFICATE

I, GEORGE B. PHELPS, of #1801 - 1155 Beach Avenue, in the City of Vancouver, in the Province of British Columbia, DO HEREBY CERTIFY:-

1. That I am a consulting geological engineer with a business address of 420-475 Howe Street, Vancouver, British Columbia.
2. That I am a graduate of the Montana College of Mineral Science and Technology where I obtained my B.Sc., in geological engineering in 1966 and my M.Sc., in geological engineering in 1969.
3. That I am a Registered Professional Engineer in the Geological Section of the Association of Professional Engineers in the Province of British Columbia.
4. That I have practiced my profession as a geological engineer for the past nine years, and
5. That I have no interest, direct or indirect, in the property with which this report is concerned, nor do I expect to receive any such interest. I have no interest in the securities of Focus Resources Ltd.


George B. Phelps

George B. Phelps, M.Sc., P.Eng.

DATED at the City of Vancouver, Province of British Columbia, this
3rd day of March, 1975.

E. O. CHISHOLM, M.A., P.ENG.
CONSULTING GEOLOGIST

1349 WEST 32ND AVENUE
VANCOUVER 9, B.C.
PHONE 731-5987 (AREA CODE 604)

July 14, 1975.

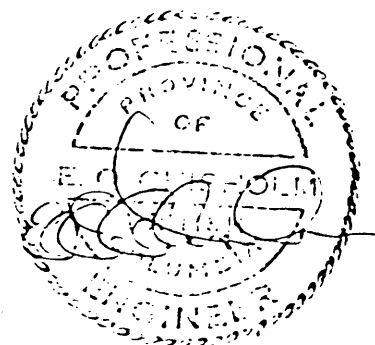
Focus Resources Ltd.
#711-475 Howe Street
Vancouver B.C.

Dear Sirs

I have reviewed the report of George B. Phelps, P. Eng., dated Msrch 1975 on the Star of the West Claim Group, Alberni Mining Division, Vancouver Island, B.C. and agree in general with the conclusion in this report.

Since the report was written some preliminary geological mapping has been carried out and claims Cor 1, 2, 13, 15 and 17 have been dropped.

I recommend that the work be carried out as recommended in Page 2, Phase 1 of the report and that the estimated cost as recommended on Page 3 of the report be amended as follows.



E. O. CHISHOLM, M.A., P.ENG.
CONSULTING GEOLOGIST

1349 WEST 32ND AVENUE
VANCOUVER 9, B.C.
PHONE 731-8987 (AREA CODE 604)

REVISED COST ESTIMATE - JULY 14, 1975

Phase I

Personnel

Geologist	- 15 days @ \$175.00/day	\$2,625.00
Senior Technician	-15 days @ \$125.00/day	\$1,875.00
Technician	-15 days @ \$80.00/day	\$1,200.00
Cobra Operator	-15 days @ \$125.00/day	\$1,875.00
		<hr/>
		\$7,575.00

Transportation

4 wheel drive truck	15 days @ \$35.00	\$525.00
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Food and Accomodation

\$1,500.00

Equipment

Surveying equipment, sampling equipment pumping equipment rental, cobra drill & steel rental, miscellaneous		\$1,500.00
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Assaying

Estimated 200 samples for gold only @ \$5.00/sample		\$1,000.00
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Data Compilation, Maps and Report

\$1,500.00

Contingencies - 10%

\$1,360.00

ESTIMATED COST PHASE I\$14,960.00

SAY \$15,000.00

Phase II

- Geologist - Supervisor - 14 days @ \$175.00/day	\$2,450.00
- Diamond Drilling 1,000 feet wireline AQ or BQ all inclusive costs, mobilization and demobilization drill site preparation @ \$15.00/foot	\$15,000.00
- Contingencies @ 20%	\$3,490.00

ESTIMATED COST PHASE II


\$20,940.00

C E R T I F I C A T E

I, Edward O. Chisholm, of the City of Vancouver, in the Province of British Columbia, hereby certify that:

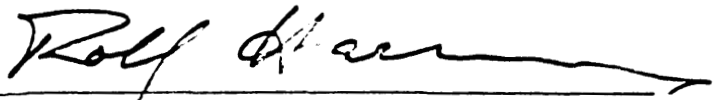
1. I am a geologist with offices at 821 - 602 West Hastings Street, Vancouver, B.C.
2. I am a graduate of the University of Toronto, Ontario, Master of Arts, 1956.
3. I am a member of the Professional Engineers of Ontario and British Columbia.
4. I have no direct interest or indirect interest in either the property or securities of Focus Resources Ltd. or its affiliates nor do I expect to receive any such interest.
5. This report is based on examinations of the report of George B. Phelps dated March 1975.

DATED at Vancouver, British Columbia, this 11th day of August, 1975.


EDWARD O. CHISHOLM, P. ENG.

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 prospectus as required by Part VII of the Securities Act, and the regulations thereunder.

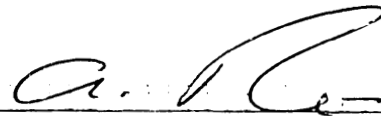
Dated this 15th day of September, 1975.



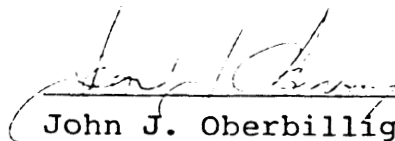
Rolf Harms - Director & Promoter



Derek Frank Tessier - Director



Arthur Ross - Director



John J. Oberbillig - Director