

092HNE 219
(BRANDY)

008606

EFFECTIVE DATE: 22ND JULY 1988

PROSPECTUS DATED 9TH JUNE 1988

THIS PROSPECTUS CONSTITUTES A PUBLIC OFFERING OF THESE SECURITIES ONLY IN THOSE JURISDICTIONS WHERE THEY MAY BE LAWFULLY OFFERED FOR SALE AND THEREIN ONLY BY PERSONS PERMITTED TO SELL SUCH SECURITIES. NO SECURITIES COMMISSION OR SIMILAR AUTHORITY IN CANADA HAS IN ANY WAY PASSED UPON THE MERITS OF THE SECURITIES OFFERED FOR SALE BY THIS PROSPECTUS AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE.

FORTRESS RESOURCES INC.
(the "Issuer")
(Incorporated in British Columbia)

NEW ISSUE
700,000 COMMON SHARES

Price to Public(1)	Commission	Net Proceeds to the Issuer(2)
\$0.35	\$0.05	\$0.30
\$245,000	\$35,000	\$210,000

the public was established pursuant to negotiations between the Issuer and
tion of the balance of costs of this Prospectus estimated at \$30,000.

ING PRICE OF \$0.35 PER SHARE, THE NET TANGIBLE BOOK VALUE (AFTER PAYMENT OF
AND THE BALANCE OF COSTS OF THIS PROSPECTUS) FOR EACH OF THE 2,060,003 THEN
OULD BE APPROXIMATELY \$0.15 RESULTING IN AN IMMEDIATE DILUTION OF APPROXI-
SHARE OR 57%. REFERENCE IS MADE TO THE HEADING "SPECULATIVE NATURE AND RISK

THERE IS NO MARKET THROUGH WHICH THESE SECURITIES OF THE ISSUER MAY BE SOLD AND A PURCHASE OF THE SHARES OFFERED BY THIS PROSPECTUS MUST BE CONSIDERED A SPECULATION. REFERENCE IS MADE TO THE SECTIONS CAPTIONED "SPECULATIVE NATURE AND RISK FACTORS".

THE DIRECTORS OF THE ISSUER ARE DIRECTORS OF OTHER NATURAL RESOURCE COMPANIES AND HAVE POTENTIAL CONFLICTS OF INTERESTS WHEN SERVING IN SUCH CAPACITIES. REFERENCE IS MADE TO THE SECTION CAPTIONED "DIRECTORS AND OFFICERS".

THIS PROSPECTUS ALSO QUALIFIES THE ISSUANCE OF THE AGENTS' WARRANTS. REFERENCE IS MADE TO THE SECTION CAPTIONED "PLAN OF DISTRIBUTION".

UPON COMPLETION OF THIS OFFERING THIS ISSUE WILL REPRESENT 33.98% OF THE SHARES THEN OUTSTANDING AS COMPARED TO 44.2% THAT WILL THEN BE OWNED BY THE PROMOTERS, DIRECTORS AND SENIOR OFFICERS OF THE ISSUER. REFER TO THE HEADING "PRINCIPAL SHAREHOLDERS" FOR DETAILS OF SHARES HELD BY DIRECTORS, PROMOTERS AND CONTROLLING PERSONS.

THE VANCOUVER STOCK EXCHANGE HAS CONDITIONALLY LISTED THE SECURITIES OFFERED PURSUANT TO THIS PROSPECTUS. LISTING IS SUBJECT TO THE ISSUER FULFILLING ALL THE LISTING REQUIREMENTS OF THE EXCHANGE ON OR BEFORE 19TH JANUARY 1989 INCLUDING PRESCRIBED DISTRIBUTION AND FINANCIAL REQUIREMENTS.

WE, AS AGENTS, CONDITIONALLY OFFER THESE SECURITIES SUBJECT TO PRIOR SALE, IF, AS AND WHEN ISSUED BY THE ISSUER AND ACCEPTED BY US IN ACCORDANCE WITH THE CONDITIONS CONTAINED IN THE AGENCY AGREEMENT REFERRED TO IN THE SECTION CAPTIONED "PLAN OF DISTRIBUTION".

AGENTS

YORKTON SECURITIES INC.
#1400, 609 Granville Street
Vancouver, B.C., V7Y 1G5

CONTINENTAL SECURITIES
10th Floor, 1055 Dunsmuir Street
Vancouver, B.C., V7X 1L4

R.M
PROPERTY FILE

Rabbit Mine 92 HNK 014

must issue 50,000 fully paid and non-assessable shares of its capital stock to the Vendor within ten (10) days of the date the Issuer receives a receipt from the Superintendent of Brokers for a Prospectus of the Issuer but, in any event, on or before 31st December 1988.

Subsequent to the execution of the 24th September 1986 agreement whereunder the Issuer was granted the option to acquire the Vendor's interest in and to the Essa, Brandy, LA 1 and LA 2 Claims, the LA 1 and LA 2 Claims were declared to be invalidly staked by the Office of the Gold Commissioner for the Province of British Columbia and the LA 1 and LA 2 Claims are therefore null and void. The Vendor caused these Claims to be re-staked and the Vendor is the beneficial owner of an undivided 100% in the re-staked mineral Claim, LA 3.

By agreement dated 16th July 1987 made between the Vendor and the Issuer, the Vendor granted the Issuer the sole and exclusive option to purchase an undivided 100% interest in and to the LA 3 Claim in consideration of and for the sum of Ten Dollars (\$10), which sum has been paid. In order to exercise this option, the Issuer must, within thirty (30) days following the exercise of the option to acquire the Essa and Brandy Claims, pay to the Vendor the sum of One Dollar (\$1.00).

By an agreement dated 23rd November 1987 between the Issuer, the Vendor and Gilles Perrier, the payments due under the Perrier Agreement and the Second Perrier Agreement were reduced from \$59,510 in the aggregate to \$8,000 which sum has been paid to Perrier by the Issuer.

Mineral development in the Tulameen area began in the early 1880's. Most of the activity was placer mining by Chinese along the Tulameen River and Granite, Bear, Eagle, Champion and Kelly Creeks.

T. Rabbitt and partners, Messrs. Fell and Jensen, claimed the Bonanza Queen and Nevada (former) crown grant mineral claims on the north side of the Tulameen River in 1887. In 1903, C.F. Law discovered the Law's Camp in the area approximately one kilometre southwest of the Den Claim. In the Special Report, Part D, of the Annual Report of the B.C. Minister of Mines for 1937, M.S. Hedley reported four quartz, pyrite, chalcopyrite showings between Law's Camp and Rabbitt Creek.

The Rabbitt Mine, on the northwest slope of Grasshopper Mountain, was discovered in 1938. A total of 1,361 tons of ore was reported mined from the underground workings yielding 924 ounces of gold and 514 ounces of silver. This property is located some 500 metres southwest of the Key Claim.

J.W. Welden found copper mineralization some 1,500 metres east of the Rabbitt Mine around the 1,000 metre elevation in 1960. Welden made several sulphide mineral discoveries in the Lawless Creek area in the early 1960's.