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* Mount Diadem Property (Powell River B.C.)

SUPERINTENDENT OF BROKERS

AND

VANCOUVER STOCK EXCHANGE

092K 084

STATEMENT OF MATERIAL FACTS (#132-90)

EFFECTIVE DATE: NOVEMBER 29, 1990

SUNDANCE RESOURCES LTD.
#100, 601 Cordova Street, Vancouver, B.C. V6B 1G1 PH: (604) 683-2568
Name of Issuer, Address of Head Office and Telephone Number

Suite 700, 605 Robson Street, Vancouver, B.C. V6B 5J3
Address of Registered and Records Offices of Issuer

Central Guaranty Trust Company
2nd Floor, 800 West Pender Street, Vancouver, B.C. V6C 2V7
Name and Address of Registrar and Transfer Agent for Issuer's Securities in British Columbia

OFFERING: 2,000,000 COMMON SHARES WITHOUT PAR VALUE CONSISTING OF 1,000,000 COMMON SHARES AT THE ESTIMATED PRICE OF $0.25 PER SHARE (THE "INITIAL SHARES") AND 1,000,000 COMMON SHARES WITHOUT PAR VALUE AT THE MINIMUM PRICE OF $0.25 PER SHARE ON A BEST EFFORTS BASIS (THE "REMAINING SHARES").

1,000,000 Shares	Minimum Price to Public(1)	Minimum Commission	Minimum Net Proceeds to be received by the Issuer (2)
Per Share	$ 0.25	$ 0.01875	$ 0.23125
Total	$250,000.00	$18,750.00	$231,250.00

Maximum 1,000,000 Shares	Minimum Price to Public(1)	Estimated Commission	Estimated Net Proceeds to be received by the Issuer(2)
Per Share	$ 0.25	$ 0.01875	$ 0.23125
Total	$250,000.00	$18,750.00	$231,250.00

(1) The actual price to the public is to be determined by the Issuer and the Agent in accordance with the rules of the Vancouver Stock Exchange.

(2) Before deduction of the costs of the issue estimated to be $40,000

Dec. 17/90

This Statement of Material Facts qualifies the distribution through the facilities of the Vancouver Stock Exchange (the "Exchange") of 1,000,000 common shares (the "Initial Shares") of the Issuer at the minimum issue price of $0.25 per share, and the further distribution of a maximum of 1,000,000 common shares (the "Remaining Shares") at the minimum issue price of $0.25 per share.

ADDITIONAL OFFERING: The Agent has agreed to purchase (the "Guarantee") any of the Initial Shares offered hereby which have not been sold at the conclusion of the Offering Day. Any shares acquired by the Agent under the Guarantee will be distributed under this Statement of Material Facts through the facilities of the Vancouver Stock Exchange at the market price at the time of sale.

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.

AGENT:

L.O.M. WESTERN SECURITIES LTD.
2200 - 609 Granville Street
Vancouver, British Columbia
V7Y 1H2

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.

RLC/SUNDANCE/smf.cover

(i) $500,000 per % NSR if the ore body discovered is less than 400,000 tonnes of commercially exploitable ore; and

(ii) $1,000,000 per % NSR if the ore body discovered is greater than 400,000 tonnes of commercially exploitable ore.

GRANTSVILLE MINE, Nye County, Gabbs, Nevada, U.S.A.

The Grantsville Mine, located in Nye County, Nevada, has, to date, produced 98,000 ounces of silver and 38 ounces of gold with a market value of $662,990 (U.S.). This was produced from 130,000 tons of material placed on the leach pad. Extreme winter conditions slowed the recovery rate to such an extent that the cash flow suffered and, consequently, the mine was shut down. The mine is currently being held on an interim closure status with the United States Forest Service and the Environmental Protection Agency in the United States. This allows the Company to maintain the property at a minimum of cost and still allows a production decision without undue delay.

The next phase of the mine plan is to mine, stack and leach an estimated 260,000 tons of material containing an average of 4.68 ounces of silver per ton and then to plan in detail the exploitation of the remaining oxide ore in the Gossan zone as well as investigating the underlying sulphide zone, which has the potential to develop into a large underground mine. Rea Gold Corporation of Vancouver, B.C. has an option to earn a 50% interest in the Issuer's 100% interest in this property by bringing it into production by December, 1990.

The Company plans on bringing the Grantsville Mine back into production. If the price of silver increases, production plans may be made. Exploration on the deep potential can be done after the property is brought back into production.

To maintain the property in good standing requires the payment of $25,000 per year plus the cost of assessment work which is estimated at $6,000.00 per year. The Issuer is in good standing with respect to all such payments.

MOUNT DIADEM PROPERTY, Powell River, B.C.

This property is located 27 miles from Powell River, B.C. and has the potential for the development of a volcanogenic massive sulphide deposit. Drilling in 1984 intersected polymetallic silver bearing sulphides over a strike length of 325 feet, to a depth of 460 feet and a width of 2.3 feet to 17 feet. One hole 84-3 cut 14.7 feet of 10.31 oz. per ton of silver, 1.96% copper, 7.03% lead and 2.66% zinc. This zone remains open along strike and at depth.

No work has been done on this property since 1984. The Company has, however, filed assessment work to 1994 and the property remains in good standing. No other property payments or assessment work is required on the property until 1994. The Company holds a 100% interest in this property, but will seek a joint venture partner for the property as the outlook for the precious metals market improves.

3B Summary of Material Oil and Gas 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, upon which exploration is planned within the next year or which have undiscounted reserves in excess of $50,000 or current revenue in excess of $1,000 a month.

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

Group	Description	Undiscounted Value of Existing Reserves Net to the Issuer's Interest, as of Date of Report	Present Value of Existing Reserves (15% Discount Rate) Net to the Issuer's Interest as of Date of Report
I	(a) Spur Canyon Prospect (b) Crooked Oak Prospect	N/A N/A	N/A N/A
II	NIL	N/A	N/A
III	NIL	N/A	N/A

Group	Issuer's Acquisition and Exploration Costs to Date (in $)	Shares Issued To Date	Issuer's Revenue To Date (in $)	Planned Expenditure from Funds Available Upon Completion of the Offering
I	(a) NIL (b) NIL	NIL NIL	NIL NIL	$83,000(U.S.) $97,940 (CDN) $43,000(U.S.) $47,200 (CDN)
II	N/A	NIL	NIL	N/A
III	N/A	NIL	NIL	N/A

GROUP I PROPERTIES

Spur Canyon Prospect

Pursuant to an agreement (the "Farmout Agreement") dated June 25, 1990, Collins & Ware obtained an option to acquire an undivided seventy percent (70%) working interest in the Spur Canyon Prospect (the "Lease") from Kerr-McGee Corporation ("Kerr-McGee"), which prior to payout, as defined in the Farmout Agreement as that date upon which Collins & Ware shall have been completely reimbursed out of the proceeds of the production of the well for all costs and expenses of drilling, testing and completing the well, includes a 100% working interest in an Earning Well, subject, however, to the reservation by Kerr-McGee of a 3.125% overriding royalty before payout, convertible at the option of Kerr McGee to a 30% working interest at payout. The Farmout Agreement provides that in order to acquire their interest, Collins & Ware must commence or cause to be commenced, on or before December 15, 1990, the actual drilling of 7806 foot cretaceous Second Frontier well (the "Earning Well") on the Spur Canyon Prospect to evaluate the gas potential on the Lease.

Pursuant to an agreement (the "Assignment Farmout Agreement") dated the 18th day of October, 1990, which agreement formalizes a letter agreement dated August 30, 1990 (the "Letter Agreement")