

~~Victoria District~~ / GP

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Adam River Property
(Nunavut Mining District)

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 hereunder and any representation to the contrary is an offence.

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AMENDMENT NO. 1
TO PROSPECTUS
DATED APRIL 12, 1991

DATED: OCTOBER 11, 1991

NOV 13 1991

Geological Survey Branch
MEMPR

WEST PRIDE INDUSTRIES CORP.
(hereinafter called the "Issuer")

1650 - 701 West Georgia Street
Vancouver, British Columbia
V7Y 1C6

PUBLIC OFFERING: 500,000 COMMON SHARES

	Estimated Price to Public ⁽¹⁾	Agent's Commission	Net Proceeds to be received by the Issuer ⁽²⁾
Per Share	\$0.30	\$0.0225	\$0.2775
Total	\$150,000	\$11,250	\$138,750

(1) The actual price to the public will be determined by negotiation between the Issuer and the Agent, with the consent of the Vancouver Stock Exchange, prior to the Offering Day.

(2) Before deduction of the balance of the costs of the Offering of \$2,500.

MINISTRY OF ENERGY, MINES
& PETROLEUM RESOURCES.

REC'D JAN 20 1992

NELSON, B.C.

AMENDMENTS TO PROSPECTUS

The Issuer's Prospectus dated April 12, 1991 (the "Prospectus") is hereby amended as follows:

PROSPECTUS SUMMARY

The Offering Price is now estimated to be \$0.30 per common share. The net proceeds of the Offering after expenses of the issue will now be approximately \$136,250.

The disclosure with respect to the Issuer is amended by deleting the last sentence of the second paragraph and the following substituted therefore:

"A limited exploration program was carried out on the Zetu Creek property in the summer exploration program the results of which will be reviewed over the next few months to determine if additional exploration is warranted."

The disclosure in the third paragraph is amended by the fact that Asiatel Media Corporation has assigned its option to acquire a 60% interest in the property to Toltec Resources Ltd.

DESCRIPTION OF BUSINESS AND PROPERTY

Property

Zetu Creek Property, British Columbia

The disclosure under this heading is amended by deleting the next to last paragraph on page two and substituting the following:

"A limited exploration program was carried out on the property in the 1991 summer exploration season at a cost of approximately \$75,000. The program consisted of prospecting, mapping, surface trenching, sampling and assaying and resulted in minimal mineralization being found. The Issuer will analyze the results over the next few months to determine what additional exploration, if any, should be carried out on the property."

Middlemarch Property, Arizona

The disclosure under this heading is amended by adding the following to the bottom of page 3:

"By an Assignment Agreement made as of June 10, 1991, Asiatel assigned to Toltec Resources Ltd. Asiatel's option to earn a 60%

interest in the property. Toltec is a public company managed by Prime the shares of both of which trade on the Exchange. None of the insiders of the Issuer are insiders of Toltec."

The following disclosure is inserted after the Middlemarch property:

"Adam River Property

The Issuer holds a 100% interest in four mineral claims located on the northeast coast of Vancouver Island in the Nanaimo Mining Division of British Columbia. The claims cover an area of 2,000 hectares and are known as the Adam River property. Access to the property is by secondary paved roads and forestry roads from Campbell River. The claims were acquired by staking.

Exploration on the property in 1968 discovered copper-gold mineralization which is characterized by a copper rich shear-braided vein zone averaging 2% copper which was traced for a length of 1,600 feet over widths of up to 50 feet and a vertical height of 700 feet. Lower grade disseminated copper mineralization assaying from 0.2 to 0.6% copper occurs in the surrounding rocks. Gold values range from trace to 0.02 ounces per ton with one two foot chip assaying 0.78 ounces per ton.

Previous limited soil sampling in the proximity of the mineralized area has located two anomalous areas. The first is 1,200 by 1,200 feet and the second 4,800 feet by 2,000 feet. Limited magnetic and induced polarization surveying over this area has defined a coincident anomaly. In 1972 diamond drilling in six holes over a strike length of 500 feet at the west end of the second soil anomaly intersected copper mineralization with reported values of 0.2% copper over 8.5 feet, 0.45% copper over 75 feet, 0.84% copper over 77 feet, 0.55% copper over 17 feet, 1.7% copper over 12 feet, 0.31% copper over 29 feet and 0.47% copper over 92 feet. A regional stream sediment sampling program in 1983 confirmed the anomaly over the mineralized area and defined two new larger targets northwest and southwest of this zone. Neither of these anomalies have been tested.

The Issuer has commenced a small exploration program to define the geology, alteration and structure controlling the known mineralization. Initial exploration will also define the extent of surface mineralization associated with the large soil and stream sediment anomalies. A zinc showing in the southeast part of the property will also be investigated as will disseminated copper mineralization. The results of that exploration will be used to determine a more extensive exploration program.

There is no surface or underground plant or equipment on the property. The Adam River property is without a known commercial body of ore.

PLAN OF DISTRIBUTION

Appointment of Agent

The disclosure under this heading is further amended by the fact that the Agency Agreement was amended by an agreement dated October 11, 1991 increasing the number of shares subject to the Agent's Warrants from 200,000 to 250,000 shares.

USE OF PROCEEDS

The Offering

The first paragraph under this heading is deleted and the following substituted therefore:

"The estimated net proceeds of \$138,750 to be derived from the Issuer from the Offering shall be spent as follows:

1.	To pay the balance of the costs of the Offering	\$ 2,500
2.	To rectify working capital deficit as at October 11, 1991	\$ 1,000
3.	To pay for future property acquisitions	\$ 20,000
4.	To pay for future exploration of the Issuer's properties	\$ 67,250
5.	To pay for administrative expenses for the ensuing six months of approximately \$8,000 per month	<u>\$ 48,000</u>
	TOTAL	<u>\$138,750</u>

DESCRIPTION OF SHARES

The number of issued shares is increased to 6,610,290 common shares. The 600,000 shares issuable upon the exercise of the Special Warrants have been issued.

SHARE AND LOAN CAPITAL STRUCTURE

The disclosure under this heading is deleted and the following substituted therefore:

<u>Designation of Security</u>	<u>Amount Authorized</u>	<u>Amount out standing as at date of most recent balance sheet in Prospectus</u>	<u>Amount out-standing as at the date of this Prospectus</u>	<u>Amount out-standing if all securities are sold</u>
Common Shares	Unlimited	5,535,308	6,610,290	7,110,290*

* An additional 1,200,000 common shares have been reserved for issuance pursuant to property acquisition agreements (50,000 shares), the exercise of share purchase warrants (250,000 shares), the exercise of incentive stock options (650,000 shares) and the exercise of the Agent's Warrants (250,000 shares). See "Description of Business and Property - Middlemarch Property", "Options to Purchase Securities" and "Plan of Distribution".

PRIOR SALES

The first table and footnotes under this heading are deleted and the following substituted therefore:

<u>Date</u>	<u>Number of Shares</u>	<u>Price Per Share</u>
May 03/90	650,000 ⁽¹⁾	\$0.20
May 17/90	25,000 ⁽¹⁾	\$0.20
Jul 13/90	25,000 ⁽¹⁾	\$0.20
Aug 17/90	141,667 ⁽¹⁾	\$0.20
Nov 22/90	50,000 ⁽²⁾	\$0.25 (deemed)
Jan 29/91	75,000 ⁽¹⁾	\$0.20
Apr 24/91	600,000 ⁽³⁾	\$0.50
Apr 30/91	150,000 ⁽⁴⁾	\$0.18
Jun 19/91	250,000 ⁽⁵⁾	\$0.40

⁽¹⁾ Issued pursuant to the exercise of share purchase warrants held by directors and a former director of the Issuer. The warrants were issued pursuant to four private placement agreements dated December 19, 1988 with such persons for a total of 916,667 shares at \$0.15 per share together with warrants to purchase a further 916,667 shares at \$0.15 per share in the first year and \$0.20 per share in the second year.

- (2) Issued at a deemed price of \$0.25 per share pursuant to the acquisition of the Middlemarch Property. See "Description of Business and Property - Middlemarch Property".
- (3) Issued upon the exercise of special warrants on the Effective Date of this Prospectus.
- (4) Issued pursuant to the exercise of a stock option.
- (5) Issued pursuant to a private placement. See "Other Material Facts - Private Placement".

That portion of the second table under the heading "1991" is deleted and the following substituted therefore:

<u>1991</u>			
1st Quarter	\$0.60	\$0.20	499,000
2nd Quarter	0.60	0.39	1,405,550
July	0.40	0.27	229,500
August	0.31	0.22	54,500
September	0.28	0.13	112,500
October 1-11	0.29	0.22	40,500"

DIRECTORS AND OFFICERS

The disclosure under this heading is amended as a result of Alfred E. Turton ceasing to be the Chief Executive Officer, Daniel G. Innes being appointed as the Issuer's President in place of Gordon A. Keevil, and by the appointment of George H. Plewes as a director whose particulars are as follows:

GEORGE H. PLEWES	Director	Petroleum executive; President of GHP Corporation (May/91-present) (a private oil company); Chairman of the Board and Chief Executive Officer of ORS Corporation (Feb/89-Nov/90) (a publicly traded oil service company); independent oil producer and investor (1978-Nov/90)
Rancho Sante Fe, California		

EXECUTIVE COMPENSATION

The first and last paragraphs under this heading are deleted and the following substituted for the first paragraph:

"The Issuer's President is its only executive officer. The Issuer pays a salary of \$5,000 per month (including Unemployment Insurance

and Canada Pension Plan contributions) to its President for geological consulting services. There were no remuneration payments made, directly or indirectly, by the Issuer pursuant to any existing plan or arrangement to its executive officer. The Issuer does not have any pension plan. The Issuer pays its Secretary at the rate of \$750 per month for office secretarial services."

In the second paragraph the number of shares under option is changed to 125,000 shares.

OPTIONS TO PURCHASE SECURITIES

The table under this heading is deleted and the following substituted therefore:

"

<u>Number and Type of Optionees</u>	<u>Number of Shares</u>	<u>Price Per Share</u>	<u>Expiry Date</u>	<u>Market Value of Shares on Date of Grant</u>	<u>Approximate Market Value of Shares as of Oct 11/91</u>
1 Director	125,000	\$0.47	May 06/96	\$58,750	\$31,250
1 Executive Officer	125,000	\$0.51	May 14/95	\$63,750	\$31,250
1 Director	125,000	\$0.51	May 14/95	\$63,750	\$31,250
1 Director	25,000	\$0.42	Jun 21/96	\$10,500	\$6,250
1 Employee	100,000	\$0.32	Feb 04/96	\$32,000	\$25,000
1 Employee	150,000*	\$0.25	Oct 11/93	\$37,500	\$37,500

* Subject to Exchange approval."

The last paragraph is amended by adding the following to the end:

"...other than a non-transferable share purchase warrant to purchase 250,000 shares issued to the Chairman of the Board pursuant to a private placement. See "Other Material Facts - Private Placement"."

PRINCIPAL HOLDERS OF SECURITIES

The number of shares held by Alfred E. Turton is changed to 1,057,073 shares representing 16.2% of the Issuer's outstanding shares. The percentage of common shares held by all directors and senior officers of the Issuer is now 23.8% of the total issued common shares of the Issuer. After completion of the Offering this percentage will be 22.1%.

RISK FACTORS

The disclosure under paragraph 8 of the risk factors is amended by substituting 7.0% for 7.6% and by substituting 22.1% for 27.5%. The same changes are made in the cover page of the prospectus.

PROMOTERS

The table under this heading is deleted and the following substituted therefore:

<u>Name</u>	<u>Date</u>	<u>Number of Shares</u>	<u>Price per Share</u>
Alfred E. Turton	Feb 03/86	50,000*	\$1.20
	Mar 15/87	250,000*	\$1.20
	Apr 25/89	250,000	\$0.15
	Apr 25/90	250,000	\$0.20
	Apr 24/91	100,000	\$0.60
	Apr 25/91	150,000	\$0.18
	Jun 19/91	250,000	\$0.40
Daniel G. Innes	Jan 21/89	250,000	\$0.15
	Sep 15/89	25,000	\$0.25
	Oct 02/89	25,000	\$0.25
	May 17/90	175,000	\$0.20
	Nov 22/90	25,000	\$0.25
	Jan 19/91	75,000	\$0.20

* Stated on a post-consolidated basis.

MATERIAL CONTRACTS

The following is inserted under this heading:

- "9. Private Placement Agreement referred to under "Other Material Facts - Private Placement.
10. Assignment Agreement with Toltec referred to under "Description of Business and Property - Middlemarch Property"."

OTHER MATERIAL FACTS

The following is inserted after the disclosure under "Previous Business History":

"Private Placement

The Issuer has completed a private placement with its Chairman of the Board, Alfred E. Turton, of 250,000 shares at a price of \$0.40 per share together with non-transferable share purchase warrants to purchase an additional 250,000 shares for a period of two years at a price of \$0.40 per share if exercised in the first year and \$0.46 per share if exercised in the second year.

Shares for Debt

The Issuer has agreed to issue 96,669 shares at \$0.25 per share in satisfaction of outstanding indebtedness to arm's length creditors totalling \$23,200. The shares will be issued following the Offering and after receipt of approval of the Exchange."

STATUTORY RIGHTS OF RESCISSION AND WITHDRAWAL

The Securities Act provides a purchaser with a right to withdraw from an agreement to purchase securities within two business days after receipt or deemed receipt of a prospectus and further provides a purchaser with remedies for rescission or damages where the prospectus and any amendment contains a material misrepresentation or is not delivered to the purchaser prior to delivery of the written confirmation of sale or prior to midnight on the second business day after entering into the agreement, but such remedies must be exercised by the purchaser within the time limit prescribed. For further information concerning these rights and time limits within which they must be exercised the purchaser should refer to Section 66, 114, 118 and 124 of the Securities Act or consult a lawyer.

CERTIFICATE OF THE ISSUER

The prospectus of West Pride Industries Corp. dated April 12, 1991, as amended by this amendment constitutes full, true and plain disclosure of all material facts relating to the securities offered by the Prospectus as amended by this amendment as required by the Securities Act and its regulations.

DATE: OCTOBER 11, 1991

WEST PRIDE INDUSTRIES CORP.



ALFRED E. TURTON
Chairman of the Board



DANIEL G. INNES
President

**ON BEHALF OF
THE BOARD OF DIRECTORS:**



GORDON A. KEEVIL
Director



THOMAS S. HUGHES
Director

THE PROMOTERS:



DANIEL G. INNES
Promoter



ALFRED E. TURTON
Promoter

CERTIFICATE OF THE AGENTS

To the best of our knowledge, information and belief the prospectus of West Pride Industries Corp. dated April 12, 1991, as amended by this amendment constitutes full, true and plain disclosure of all material facts relating to the securities offered by the Prospectus as amended by this amendment as required by the Securities Act and its regulations.

DATE: OCTOBER 11, 1991

L.O.M. WESTERN SECURITIES LTD.

Per: 

PETER M. BROWN