

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 HEREBY AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE.

P R O S P E C T U S

012751

HERCULES VENTURES INC.
405 West 27th Street
North Vancouver, British Columbia V7N 2H6
(herein called the "Issuer")

NEW ISSUE

400,000 common shares at \$.35 per share

	Price to Public	Commission	Proceeds to Issuer (1)
.....	\$.35 (2)	\$.05	\$.30
.....	\$140,000.00	\$20,000.00	\$120,000.00

Reduction of the balance of the expenses of this Offering estimated not to \$10,000.
The cost of the Offering has been determined by the Issuer in negotiation with the

MARKET THROUGH WHICH THESE SECURITIES MAY BE SOLD.

THE VANCOUVER STOCK EXCHANGE HAS CONDITIONALLY LISTED THE SECURITIES BEING OFFERED UNDER THIS PROSPECTUS. LISTING IS SUBJECT TO THE ISSUER FULFILLING ALL OF THE REQUIREMENTS OF THE VANCOUVER STOCK EXCHANGE ON OR BEFORE JANUARY 19, 1989, AND THE DESCRIBED DISTRIBUTION AND FINANCIAL REQUIREMENTS.

LISTING IS SUBJECT TO A MINIMUM NUMBER OF SECURITIES BEING SOLD ON THE OFFERING DAY. PARTICULARS OF THE MINIMUM SUBSCRIPTION ARE DISCLOSED UNDER THE HEADING "PLAN OF DISTRIBUTION" ON PAGE "1".

THE ISSUE PRICE TO THE PUBLIC EXCEEDS THE NET TANGIBLE BOOK VALUE PER COMMON SHARE CALCULATED AS AT THE DATE OF THIS PROSPECTUS, AFTER GIVING EFFECT TO THE OFFERING, BY \$.2123 OR 60.66%.

A PURCHASE OF THE SECURITIES OFFERED BY THIS PROSPECTUS MUST BE CONSIDERED AS SPECULATION. THE PROPERTY IN WHICH THE ISSUER HAS AN INTEREST IS IN THE EXPLORATION AND DEVELOPMENT STAGE ONLY AND WITHOUT A KNOWN BODY OF COMMERCIAL ORE. REFERENCE IS MADE TO THE HEADING "RISK FACTORS" ON PAGE "6".

NO PERSON IS AUTHORIZED BY THE ISSUER TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION OTHER THAN THOSE CONTAINED IN THIS PROSPECTUS IN CONNECTION WITH THE ISSUE AND SALE OF THE SECURITIES OFFERED.

ALL OF THE DIRECTORS OF THE ISSUER HAVE AN INTEREST, DIRECT OR INDIRECT, IN OTHER NATURAL RESOURCE COMPANIES. REFER TO THE HEADING "CONFLICT OF DUTY AND INTEREST" ON PAGE "9" HEREOF FOR A COMMENT AS TO THE RESOLUTION OF POSSIBLE CONFLICTS OF INTEREST.

UPON COMPLETION OF THIS OFFERING, THIS ISSUE WILL REPRESENT 24.24% OF THE SHARES THEN OUTSTANDING AS COMPARED TO 52.73% THAT WILL THEN BE OWNED BY THE CONTROLLING PERSONS, PROMOTERS, DIRECTORS AND OFFICERS OF THE ISSUER AND ASSOCIATES OF THE AGENTS. REFERENCE IS MADE TO THE HEADING "PRINCIPAL HOLDERS OF SECURITIES" ON PAGE "11" HEREIN FOR DETAILS OF SHARES HELD BY DIRECTORS, PROMOTERS AND CONTROLLING PERSONS AND ASSOCIATES OF THE AGENT.

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 UNDER "PLAN OF DISTRIBUTION" ON PAGE "1" HEREOF.

AGENT

C.M. OLIVER & COMPANY LIMITED
2nd Floor, 750 West Pender Street
Vancouver, British Columbia V6C 1B5

DATED: July 12, 1988

EFFECTIVE DATE: July 22, 1988

PROPERTY FILE
92637, 208
Nimpkish
(Smith Corp)