

PROPERTY FILE

013633

THIS OFFER IS MADE ONLY TO SHAREHOLDERS OF INTERNATIONAL VESTOR RESOURCES  
. RESIDENT IN BRITISH COLUMBIA. THIS DOCUMENT IS NOT, AND UNDER NO  
CUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY SHARES FOR SALE IN  
JURISDICTION OTHER THAN BRITISH COLUMBIA OR A SOLICITATION THEREIN OF AN  
ER TO BUY ANY SHARES OF INTERNATIONAL VESTOR RESOURCES LTD.

November 1, 1988

INTERNATIONAL VESTOR RESOURCES LTD.

RIGHTS OFFERING CIRCULAR

OFFER TO SUBSCRIBE FOR 566,566 ADDITIONAL COMMON SHARES

82ENW056  
82ESW029  
R.M  
R.M.  
R.F.  
Carmi  
Chu Chu  
Nook  
92P140  
936001

Record Date: November 10, 1988

Commencement Date: November 10, 1988

Ex-rights Date: November 4, 1988

Date Rights Trade for Cash: December 5, 1988

Expiry Date: December 12, 1988

Subscription Price: \$0.25 per share

Subscription Basis: Each shareholder ("Authorized Shareholder") of International Vestor Resources Ltd. (the "Company") resident in British Columbia receives one (1) right ("Right") for each common share without par value ("Common Share") of the Company held by him on the Record Date. Four Rights and \$0.25 entitle the holder thereof to subscribe for one (1) Common Share, up to 4:00 p.m. on the Expiry Date.

MINISTRY OF ENERGY, MINES AND PETROLEUM RESOURCES

AUG 28 1989

KAMLOOPS, B.C.

Please read this material carefully as you are required to make a decision prior to the time of expiry. Your Rights expire at 4:00 p.m. Vancouver Time on December 12, 1988.

The Company hereby grants and issues to each Authorized Shareholder of record on the close of business on the Record Date one (1) Right for each Common Share of the Company held. Four Rights entitle the holder thereof to subscribe for one (1) Common Share for the subscription price of \$0.25 per Common Share up to 4:00 p.m., Vancouver Time on the Expiry Date. The Rights issued hereby are evidenced by a fully transferable and divisible subscription certificate (the "Subscription Certificate") which accompanies this rights offering circular.

PROPERTY FILE

---

#### EXPIRATION OF OFFER

---

The Rights will expire at 4:00 p.m. Vancouver Time on the Expiry Date. Any Rights not used in subscribing for Common Shares on or before that time will be void and will have no value.

---

#### HOW TO EXERCISE RIGHTS

---

Authorized Shareholders holding Rights may accept this offer to subscribe for additional Common Shares by forwarding the Subscription Certificate, duly completed as instructed on the reverse thereof, to the Company's Registrar and Transfer Agent, MONTREAL TRUST COMPANY OF CANADA (the "Subscription Agent"), at 5th Floor, Four Bentall Centre, P.O. Box 49390, Vancouver, British Columbia, V7X 1P3, together with a certified cheque or money order payable to International Vestor Resources Ltd. for the Common Shares so subscribed. A Subscription Certificate, together with certified cheque or money order, must be received by the Subscription Agent, if at all, prior to 4:00 p.m. Vancouver Time on the Expiry Date. Shareholders resident otherwise than in British Columbia may not exercise any rights offered hereunder. The Subscription Agent will not issue certificates representing Common Shares to any person or his agent who appears to be, or who the Subscription Agent has reason to believe is, not resident in British Columbia. The Subscription Agent will otherwise issue certificates representing Common Shares in the name indicated on the Subscription Certificate.

---

#### OVER-SUBSCRIPTION

---

Authorized Shareholders holding Rights may over-subscribe for additional Common Shares by completing the appropriate section of the Subscription Certificate entitled "Over-Subscription" and including payment for the additional Common Shares subscribed for when forwarding the Subscription Certificate. If the rights offering is fully subscribed, funds for over-subscription will be returned by the Subscription Agent. Otherwise, applications for over-subscriptions will be accepted on a pro rata basis based on the number of Common Shares which each Authorized Shareholder has originally subscribed for and any excess funds will be returned by the Subscription Agent.

---

#### DELIVERY OF CERTIFICATES

---

Certificates representing the Common Shares subscribed for and over-subscribed for in the manner provided for herein shall be forwarded to the subscribers by the Subscription Agent as soon as practicable after termination of the rights offering.

The Subscription Agent will be fully discharged from all responsibility hereunder as trustee with regard to the funds received when it has forwarded the certificates to the subscribers entitled thereto, forwarded the cash proceeds of the rights offering to the Company and, in the event of over-subscription funds exceeding the number of Common Shares available, returned the excess over-subscription funds to the over-subscribers so entitled.

---

#### SHAREHOLDERS OUTSIDE BRITISH COLUMBIA

---

Rights to acquire Common Shares are being offered only to shareholders of record resident in British Columbia.

Neither the Rights nor the Common Shares to be issued upon the exercise thereof are registered under the Securities Act of 1933, as amended, of the United States. Accordingly, the right to acquire additional Common Shares is not being offered to American shareholders or other shareholders outside British Columbia and the Subscription Agent will not issue certificates representing Common Shares to any person or his agent who appears to be, or who the Subscription Agent has reason to believe is, not a resident of British Columbia.

---

#### PURCHASE AND SALE OF RIGHTS

---

Rights may be bought or sold through the usual investment channels, such as brokers and investment dealers and the Rights will be admitted to trading on the Vancouver Stock Exchange. It is anticipated that regular trading in the Rights on the Vancouver Stock Exchange will terminate at the close of business on December 5, 1988 and that further trading for cash will continue until the Expiry Date.

---

#### TRANSFER AND DIVISION OF RIGHTS

---

##### Transfer of Rights

The Subscription Certificate is in bearer form and the Rights evidenced thereby may be transferred merely by the delivery of the Subscription Certificate. The Subscription Agent will accept a subscription from any bearer thereof (except one who appears to be, or who the Subscription Agent has reason to believe is, not a resident of British Columbia) in substitution for a subscription from the shareholder to whom the Subscription Certificate was originally issued. If the Subscription Certificate is transferred in blank the Company and the Subscription Agent may treat the bearer thereof as the absolute owner for all purposes and will not be affected by notice to the contrary.

A Bank, Trust Company, Securities Dealer or Broker holding Common Shares on the Record Date for more than one beneficial owner may, upon providing satisfactory evidence to the Subscription Agent, divide and transfer the

Subscription Certificate issued to it on the same basis as if the beneficial owners were registered on the Record Date.

#### Division of Rights

A Subscription Certificate is divisible by its holder by delivering to the Subscription Agent the Subscription Certificate with a request that the Subscription Certificate be divided into two or more Subscription Certificates. In addition, the holder of a Subscription Certificate who has more Rights than the number which he or she requires to purchase a whole number of Common Shares may request the Subscription Agent to return a Subscription Certificate representing his or her residual Rights which he or she may then sell or transfer.

#### Reservation of Shares

The Company will at all times reserve sufficient of its unissued Common Shares to permit the exercise of the Subscription Certificates.

#### No Fractional Shares

The Company will not issue fractional Common Shares upon the exercise of a Subscription Certificate. Where the exercise of Rights would appear to entitle a shareholder to a fractional Common Share, that entitlement will be reduced to the next whole number of Common Shares.

---

### TAX CONSIDERATIONS

---

The exercise of the Rights may result in Authorized Shareholders being subject to the payment of capital gains or income tax on any benefit derived therefrom. Authorized Shareholders are urged to consult their individual tax advisors prior to exercising their Rights to obtain a full understanding of the tax ramifications involved.

---

### USE OF PROCEEDS

---

The proceeds to the Company from this rights offering on the basis that all Rights will be exercised will be approximately \$141,640 less costs of issue including related printing and legal costs estimated at \$6,500.

These proceeds, together with working capital of approximately \$32,200 at October 31, 1988 will be used in the following order of priority:

(a) Costs of issue	\$ 6,500
(b) Property acquisition	12,500
(c) Property maintenance	35,000
(d) Reserve for general corporate purposes	<u>119,840</u>
	<u>\$173,840</u>

---

CORPORATE MATTERS

---

**DIRECTORS AND OFFICERS**

The names, addresses, offices held with the Company, shareholdings and principal occupations of the directors and officers are as follows:

<u>Names &amp; Addresses</u>	<u>Offices Held</u>	<u>Shareholdings</u> <sup>(1)</sup>	<u>Principal Occupation</u>
John A. Greig	President and Director	285,641	President, Redfern Resources Ltd., President, International Vestor Resources Ltd. and Geologist
Shirley Hilton	Secretary	nil	Secretary, International Vestor Resources Ltd.
J. Michael Kenyon	Director	62,196	President, Sutton Resources Ltd. and Geologist
Jonathan A. Rubenstein	Director	21,416	Barrister and Solicitor
Gordon B. Shrum	Director	nil	Barrister and Solicitor

(1) The shareholdings of Messrs. Greig, Kenyon, Rubenstein and Shrum will increase by 260,000, 140,000, 50,000 and 50,000 Common Shares, respectively, when a total of 500,000 Common Shares are issued as principals' shares on the date upon which this rights offering circular is accepted for filing by the Vancouver Stock Exchange. Messrs. Greig, Kenyon and Rubenstein also hold share purchase warrants issued pursuant to a private placement by the Company entitling them to subscribe for 7,500, 8,250 and 8,333 Common Shares, respectively, at a price of \$0.40 per Common Share.

**REACTIVATION**

At its last annual general meeting held on May 26, 1988, the shareholders of the Company implemented the first stage of the plan proposed by the directors to reactivate the Company by resolving to: (i) change the name of the Company from "Vestor Explorations Ltd." to "International Vestor Resources Ltd.", (ii) consolidate the issued and unissued capital stock of the Company on a two for one basis, (iii) increase the consolidated capital stock to 10,000,000 Common Shares without par value, and (iv) issue up to 500,000 Common Shares to the directors of the Company as principals' shares at a price of \$0.01 per Common Share.

On June 29, 1988 the Company announced that it had completed a private placement of 321,332 units ("Units"), each Unit consisting of one Common

Share and one-half share purchase warrant, at a price of \$0.15 per Unit. Each whole share purchase warrant entitled the holder thereof to subscribe for one Common Share at a price of \$0.20. The Common Shares issued under the private placement are subject to a 12 month hold period. The Units were placed before the consolidation of the Common Shares effective September 30, 1988 and the prices reflect such timing. After giving effect to the consolidation on September 30, 1988 there are 160,666 share purchase warrants outstanding and two share purchase warrants entitle the holder thereof to acquire one Common Share at a price of \$0.40.

On September 30, 1988, the change of name, share consolidation and increase in authorized capital approved by the shareholders of the Company became effective.

On the date upon which this rights offering circular is accepted for filing by the Vancouver Stock Exchange, the Company will issue a total of 500,000 Common Shares as principals' shares to John Greig (260,000 Common Shares), Michael Kenyon (140,000 Common Shares), Jonathan Rubenstein (50,000 Common Shares) and Gordon Shrum (50,000 Common Shares) at a price of \$0.01 per Common Share. Upon issuance, these 500,000 Common Shares will be deposited in escrow with Montreal Trust Company of Canada and shall be released from escrow, if at all, in accordance with the general policies of the Vancouver Stock Exchange. All Common Shares not released from escrow within ten years from the date of issue shall be cancelled.

This rights offering is the next stage in the Company's reactivation and the proceeds of this rights offering will be used primarily to provide working capital for general corporate purposes and in part to finance the maintenance and acquisition of resource properties.

---

#### CAPITALIZATION

---

The authorized capital of the Company consists of 10,000,000 Common Shares without par value. As of the Record Date of November 10, 1988, there will be 2,266,265 Common Shares issued and outstanding, including 500,000 Common Shares issued as principals' shares, and share purchase warrants entitling the holders thereof to acquire up to 80,333 Common Shares at a price of \$0.40 per Common Share, assuming that none of the share purchase warrants will be exercised on or before the Record Date. If all of the Common Shares offered by this Rights Offering are subscribed for, there will be a total of 2,832,831 Common Shares issued and outstanding together with share purchase warrants entitling the holders thereof to acquire up to 80,333 Common Shares of a price of \$0.40 per Common Share. There are no outstanding options, rights or agreements, other than the share purchase warrants, to issue Common Shares.

---

#### STANDBY GUARANTEE

---

If the total offering of 566,566 Common Shares has not been fully taken up by residents of British Columbia by way of subscription or over-subscription by 4:00 p.m. Vancouver Time on the Expiry Date, any such Common Shares not

taken up will be purchased under a standby guaranty by Canarim Investment Corporation Ltd. ("Canarim"). Any such purchase must be made within seven (7) days of the Expiry Date at a price of \$0.25 per Common Share. In consideration of this guaranty the Company has agreed to grant to Canarim a non-transferable share purchase warrant to purchase a total of 226,626 Common Shares at an exercise price of \$0.25 per Common Share, exercisable for a period of six months from the date which is seven days after the Expiry Date. Canarim may acquire Common Shares or Rights and subscribe and over-subscribe for additional Common Shares in its capacity as a holder of Rights pursuant to this rights offering. As a holder of Rights, Canarim's subscription and over-subscription will be accepted on a pro rata basis and the relative number of Common Shares available for over-subscription by Canarim and other holders of Rights will depend upon the number of Rights exercised and Common Shares over-subscribed for by each such holder.

---

#### MISCELLANEOUS MATTERS

---

The Company's directors are unaware of any transfer of Common Shares which has materially affected the control of the Company since the last meeting of the shareholders of the Company.

No payments are being made to any person or company in connection with this rights offering, save and except for services rendered in connection with the costs of issue.

No agreement has been entered into to compensate dealers for obtaining the exercise of rights.

---

#### BUSINESS AND PROPERTY

---

A full description of the Company's business and property is set out in Schedule "A" annexed hereto.

---

BY ORDER OF THE BOARD

John A. Greig, Director

SCHEDULE "A"

DESCRIPTION OF BUSINESS AND PROPERTY

CHU CHUA - Copper, Zinc, Gold, Silver

The Chu Chua property (5,800 hectares) is located about 80 kilometres north of Kamloops, B.C. and about 6 kilometres east of the Yellowhead Highway. It is jointly owned by International Vestor Resources Ltd. (the "Company"), Pacific Cassiar Limited and Quintera Resources Inc. each holding a 1/3 interest.

The polymetallic massive sulphide deposit was discovered by the Company in 1978 and the property was optioned that same year to Craigmont Mines Ltd. who conducted diamond drill programs totalling 50 holes until 1984 when the joint venture reacquired the property. These programs have outlined a vertical to steeply dipping deposit within a siliceous tuff (exhalite) which is continuous from surface to a depth of at least 600 metres. Most of the drilling has been concentrated within the upper 200 metres of the deposit which averages 13 metres in width and has indicated reserves of 2,500,000 tonnes grading 2% copper, 0.5% zinc, 0.5 grams/tonne gold, 9 grams/tonne silver and 0.05% cobalt together with 186,000 tonnes of talc and 476,000 tonnes of magnetite, as calculated by Craigmont. The lower portion of the deposit from 200 to 600 metres depth contains substantial additional mineralization but has not been drilled in sufficient detail to determine grade and reserves. Gold values are in the order of 3 - 5 times higher in the lower zone than in the upper portion of the deposit. The footwall exhalite was analyzed for gold in one deep drill hole and assayed 3.9 grams/tonne gold over 3.6 metres.

About one million tonnes is estimated to be amenable to open pit mining. An open pit mining operation may be economically viable when combined with trucking ore to the nearest mill at the Samatosum deposit near Adam's Lake. In addition 151,000 tonnes of apparently good quality talc together with 476,000 tonnes of magnetite could be produced from the open pit.

In July, 1985 the Chu Chua property was optioned to Minnova Inc. ("Minnova"), which now operates the Samatosum mill. Minnova can earn a 50% working interest in the property by spending \$1.5 million by December 31, 1993. After earn-in by Minnova the Company will hold a 16-2/3% working interest. If a production decision is made, Minnova will secure production financing on behalf of all parties.

Through 1985, 1986 and 1987 Minnova has carried out systematic geological mapping, geophysical and geochemical surveys and drilling which to date has covered about one-third of the extensive property. The main focus of Minnova's exploration efforts is a particular geological horizon, possibly correlative with the Samatosum mine horizon, which extends for about 11 kilometres in a north/south direction through the property. This horizon is completely separate from that horizon which contains the Chu Chua deposit. It has particular potential for the zinc-precious metals type of massive sulphide deposit. Massive sulphide fragments have been located in this volcanic sequence.



In 1988, Minnova planned a series of short diamond drill holes as fill-in holes between earlier grid holes on the main Chu Chua deposit. This drilling is meant to establish a near surface average copper grade. No results are yet available..

#### SAVANT LAKE - Zinc, Copper, Silver, Gold

In the Savant Lake area of northwestern Ontario, the Company holds a 25% interest in a 2,400 hectare property in joint venture with Redfern Resources Ltd. (25%), and Cumberland Resources Ltd.(50%). John Greig, Michael Kenyon and Jonathan Rubenstein are directors of each of Redfern Resources Ltd. and Cumberland Resources Ltd. The property is easily accessible by paved highway, and the main CN rail line crosses the south end of the property.

The claims were staked by the joint venture on the basis of recommendations in a 1980 Ontario Geological Survey Report which emphasizes the potential of the area for polymetallic massive sulphide deposits. The geological setting is analogous in many respects to that of the Mattabi Mine located about 50 kilometres to the south, which has reserves of about 11,000,000 tonnes of 1% copper, 7.5% zinc, 1% lead and 100 grams/tonne silver.

The property covers a 4.5 kilometre long alteration zone characterized by sodium depletion and metal enrichment typical of those related to massive sulphide deposits. A \$300,000 program including 3,565 metres of drilling in 12 holes was completed in 1986. This initial drilling was very encouraging with 6 holes intersecting anomalous metal concentrations (up to 2% zinc-lead and 1370 grams/tonne silver over 1 metre).

In July, 1988 the joint venture optioned the property to Noranda Exploration Company who may earn a 50% interest through \$1,000,000 in exploration expenditures by December 31, 1991 and may earn a further 10% interest for additional expenditures of \$500,000 by December 31, 1992.

#### CARMI - Molybdenum

The Carmi property (2,600 hectares) is located about 100 kilometres southeast of Kelowna near Beaverdell, and about 25 kilometres east of Penticton, B.C. The property is situated about 2 kilometres west of Highway 33.

The Carmi property is a porphyry molybdenum deposit containing drill indicated open pitable reserves of about 21,000,000 tonnes grading 0.106% molybdenite in two breccia zones. Potential exists to increase this reserve upward of 40,000,000 tonnes. Additional metal values in gold and silver may be present in some zones. A potential high grade underground reserve of 5,000,000 tonnes at 0.33% MoS<sub>2</sub> is inferred from limited deep drilling in the 'Lake' zone.

Nearly \$2,000,000 has been spent by the Company and optionees since 1974 on work which has included geophysical and geochemical surveys and about 21,000 metres of drilling (46 diamond drill holes and 140 percussion drill holes).

The Company holds the Carmi property jointly with Dynamic Oil Limited on an equal cost and profit basis. The property is held by the joint partners

from two prospectors and Kennco Explorations (Western) Ltd. who receive annual option payments.

These option agreements call for cash payments totalling \$45,000 per year and upon production, Kennco will retain a 20% net profits royalty from 4 claims. The prospectors can receive a 3% net smelter royalty or the joint partners may purchase that interest for \$2,500,000 less all advance royalties paid to the date of a production decision.

The Company will pursue the optioning of its interest in the Carmi property to third parties.

#### NOOK - Copper, Zinc, Silver, Gold

The Nook property is a massive sulphide target located about 70 kilometres east of Prince George, B.C. situated immediately south of Highway 16. The property comprises 8 claims totalling over 1,800 hectares and is owned by the Company (18%), Redfern Resources Ltd. (18%), Comaplex Resources International Ltd. (45%), Pacific Cassiar Limited (9%) and Highfield Management Ltd. (10%).

To date approximately \$500,000 has been spent on the property by the joint venturers and optionees. Campbell Resources Ltd. ("Campbell") held the property under option during 1980 and carried out \$350,000 work including geological mapping, geophysics, geochemistry and drilling. Campbell outlined three main target areas indicated by favourable geology, geophysics and/or geochemistry. Two of these were drilled by Campbell in 1980 with limited success and some follow-up drilling was carried out by the joint venturers in 1984 on one of these two same targets with negative results. The third target consists of an extensive geochemical anomaly (soil values up to 5,000 p.p.m. copper, 1,500 p.p.m. zinc and 129 gram/tonne silver) that has not yet been drill tested.

The Nook property is geologically situated within an extension of the same volcanic belt that hosts the Company's Chu Chua property.

#### Other

The Company has entered into a 50%/50% joint venture with Cumberland Resources Ltd. pursuant to which they are undertaking staking and development of a property of approximately 200 claims (3,200 hectares) in the Thunder Bay Mining District of northwestern Ontario with potential for massive sulphide deposits. The property is located in a greenstone belt which is intruded by an extensive synvolcanic quartz porphyry. Rhyolitic flows and fragmentals are sodium depleted and silica flooded resulting in alteration typical of that associated with base metal/precious metal massive sulphide deposits. There are anomalous zinc and copper values in the soils locally and the area staked is known to contain volcanogenic massive pyrite-pyrrhotite deposits.