

AMENDMENT NO. 1 TO THE
PROSPECTUS OF AMANDA RESOURCES LTD. (the "Company")
DATED APRIL 22, 1988
EFFECTIVE APRIL 27, 1988

EFFECTIVE DATE OF THIS AMENDMENT: 16TH SEPTEMBER, 1988

A. TERMINATION OF VOLUNTARY POOLING AGREEMENT

Company, The Canada Trust Company and the Company's shareholders entered into a Voluntary Pooling Agreement dated July 27, 1987 (the "Voluntary Pooling Agreement"), whereunder a total of 480,000 common shares in the Company's capital stock owned by the Shareholders at a price of \$0.25 per share were placed in voluntary pool (the "Shares").

Since the offering contemplated in the Company's Prospectus has not taken place, the Shareholders have decided to terminate the Voluntary Pooling Agreement. A Termination Agreement dated July 1988 (the "Termination Agreement"), has been entered into between the Company, The Canada Trust Company and the Shareholders whereby the Company consented to the release of the Shares from the terms and conditions of the Voluntary Pooling Agreement.

The Termination Agreement requires that the following amendment be made to the Prospectus:

Section captioned "ESCROWED AND POOLED SHARES ... Pooled Shares" is amended by deletion of the current material relating to Pooled Shares in its entirety and replacing it with the following:

"As at July 29, 1988, the effective date of the termination of the Voluntary Pooling Agreement, 48,000 shares are held in pool by The Canada Trust Company. These shares are held by an "underwriter" as defined in Local Policy 3-30 and are to be held for six months from the date of listing of the shares and then after an initial maximum release of 25%, released to a maximum of 25,000 shares every three months."

B. THE PROPERTY - Trac Lake Property Claims #3 and #4

By an agreement dated June 20, 1988 made between the Company and Orion Resources Ltd., the original acquisition agreement dated July 1, 1986, as amended April 30, 1987 and December 7, 1987,

PROPERTY FILE

Trac Lake 236-17E
STAR KLONDIKE
DEER
0932010
0932011

NAME AND INCORPORATION

Amanda Resources Ltd. (the "Company") was incorporated on June 12, 1986, under the Company Act of British Columbia by the registration of its memorandum and articles and, upon the issuance of a receipt for this prospectus by the British Columbia Securities Commission, will be a reporting company. The address of the head office of the Company is #200 - 675 West Hastings Street, Vancouver, British Columbia, V6B 4Z1, and the address of the registered office is 720 - 999 West Hastings Street, Vancouver, British Columbia, V6C 2W2.

THE BUSINESS

The Company is engaged in the acquisition, exploration and development of mineral properties. The Company holds the mineral properties herein described and intends to seek and acquire additional properties worthy of exploration and development.

THE PROPERTY

A. Trac Lake Property

(i) Property Description and Acquisition

By agreement dated July 1, 1986, and amended December 7, 1987, with Dr. F.B. Whiting ("Whiting") of 5284 - 245 A Street, Aldergrove, British Columbia, V0X 1A0, the Company purchased a 100% interest in the Trac Lake #1, Trac Lake #2, Trac Fraction, Trac #5 and Trac #6 mineral claims in the Omineca Mining Division, British Columbia. Whiting staked the mineral claims in the period 1982 to 1985. The Company purchased the claims for \$16,864, being Whiting's out-of-pocket costs. Whiting is president of the Company.

By agreement dated July 1, 1986, and amended April 30, 1987 and December 7, 1987, with Orion Resources Ltd. ("Orion") of 200 - 675 West Hastings Street, Vancouver, British Columbia, V6B 4Z1, the Company was granted an option to acquire a 100% interest in the Trac #3, Trac #4 and Coramar mineral claims in the Omineca Mining Division, British Columbia. The Company may acquire a 100% interest in the claims by paying to Orion its out-of-pocket costs in the amount of \$12,975 and by incurring exploration expenditures on the property as follows:

- (a) \$2,000 cash to be paid on execution of the agreement (paid);

- (b) an additional \$10,975 cash to be paid on or before June 30, 1988;
- (c) exploration expenditures of \$50,000 to be incurred by December 31, 1988;
- (d) cumulative exploration expenditures of \$120,000 to be incurred on or before December 31, 1989;
- (e) cumulative exploration expenditures of \$250,000 to be incurred by December 31, 1990.

On completion of the option, Orion will retain a 15% net profits interest.

By agreement dated November 1, 1986, and amended December 7, 1987, with Whiting, the Company purchased a 100% interest in the Trac Lake #7 mineral claim located in the Omineca Mining Division. Whiting staked the mineral claim in 1986. The Company paid Whiting the sum of \$515 being his out-of-pocket costs.

Orion is a British Columbia reporting company listed on the Vancouver Stock Exchange. Whiting is the president of Orion.

In this prospectus, the mining claims referred to in the foregoing agreements shall collectively be called the "Trac Lake Claims".

(ii) Location, Access and Physiography

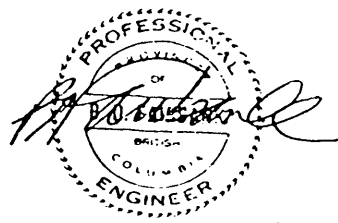
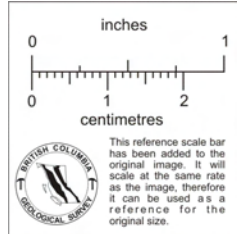
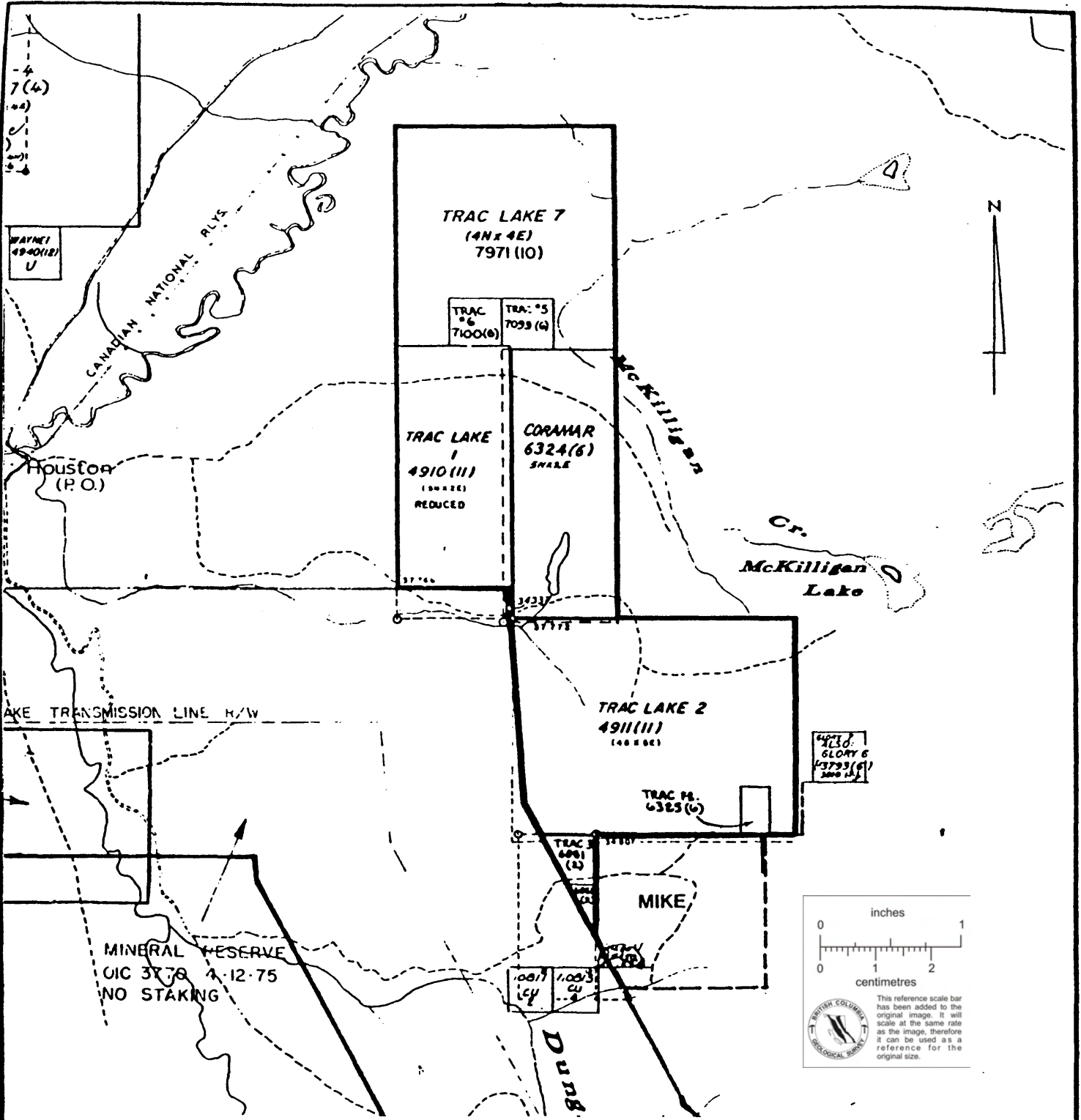
The Trac Lake Claims are located 5km east of Houston, B.C., approximately 620km northwest of Vancouver. Houston is on Highway 16 and from there the Trac Lake Claims are easily accessible by all-weather gravel roads. The Trac Lake Claims are criss-crossed by logging roads.

The relative positions of the Trac Lake Claims are shown in Figure 1. The Trac Lake Claims are on a moderate northwest slope overlooking the Bulkley River valley. Elevations range from 700 to 1000 metres.

(iii) History and Previous Exploration

The area within a 100km radius of Houston experienced intensive exploration activity in the 1960's and early 1970's. The exploration was mainly for porphyry copper and molybdenum deposits. The result was the opening of several new mines including the Endako (molybdenum), Granisle (copper), and Bell Copper (copper).

FIGURE 1



AMANDA RESOURCES LTD.		
TRAC LAKE PROPERTY CLAIM MAP		
NTS 93L/7E		
Project No 111-86	Scale:	Date: June 24/87
Dwg No 2	FAIRBANK ENGINEERING LTD.	

Continued exploration, particularly of the Sam Goosly deposit located 30km southeast of the Trac Lake Claims, led to the discovery of a new type of silver-gold-antimony and copper mineral deposit in volcanic rocks. This discovery led to the opening of the Equity Silver Mine which commenced production in 1980.

Exploration for precious metal and polymetallic sulphide deposits was renewed in the early 1980's. Currently, various prospects with volcanic affinities are being explored within 30km of the Trac Lake Claims.

Little work was done on or near the Trac Lake Claims after 1976 when major work programs undertaken by Noranda Exploration Co. Ltd. and certain other mining companies were completed. During the years prior to 1976, the Star-Klondike prospect received the most attention and copper-molybdenum mineralization associated with a small intrusive complex was outlined by soil geochemistry, induced polarization, and drilling in an area that straddles the existing southern boundary of the Trac Lake Claims. Considerable work was done by Amax and Rio Tinto on the "Deer" showings situated in the northern part of the Trac Lake Claims. Mineralized exposures in these showings contain copper, lead, and zinc in highly altered acid volcanics.

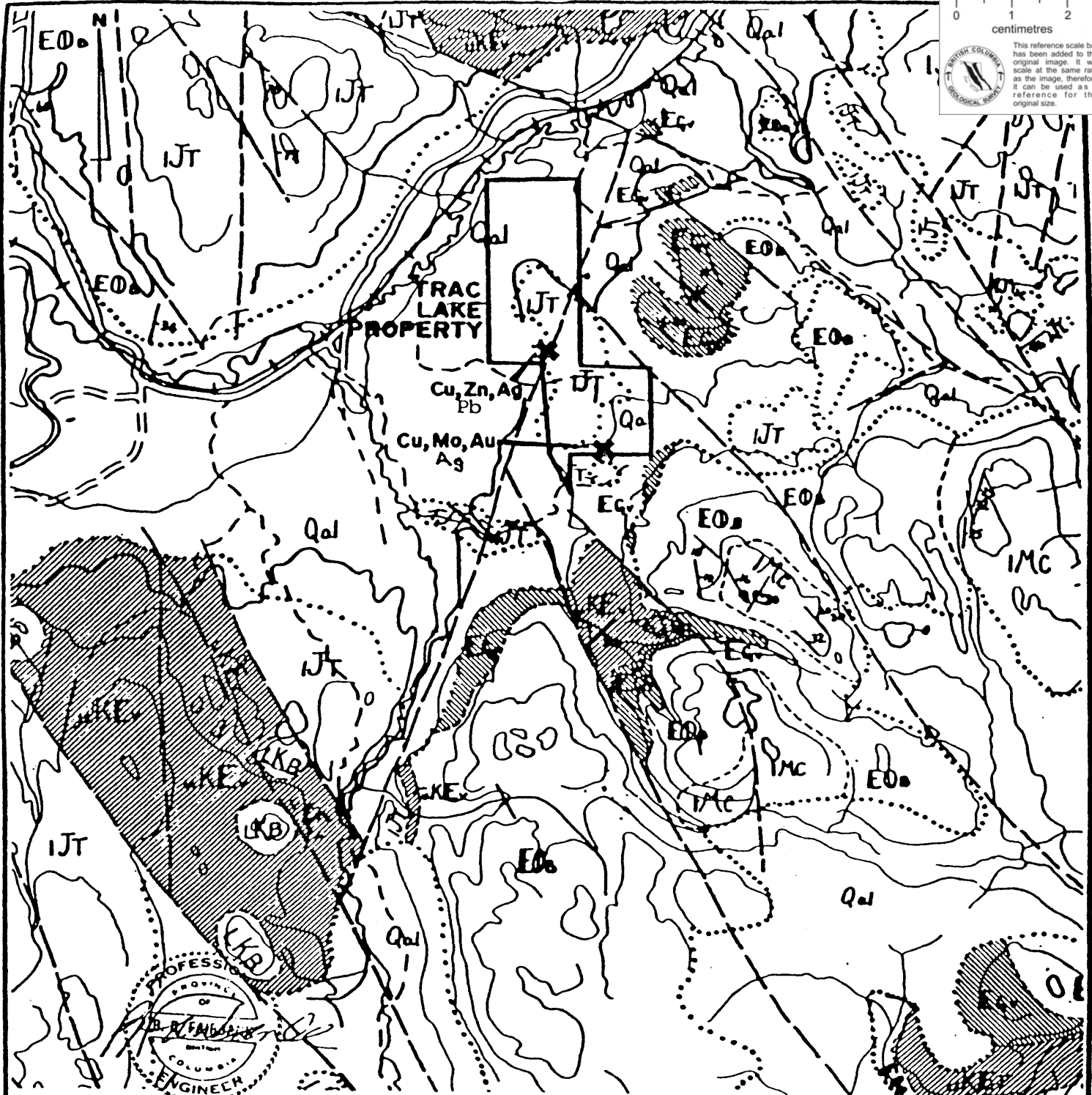
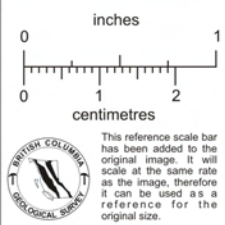
Whereas earlier exploration had been directed toward mineralization in the intrusive rocks, in 1982, Whiting recognized the potential for sulphide deposits associated with the volcanic lithologies. Whiting consequently staked Trac Lake #1 and Trac Lake #2 and certain other claims making up the Trac Lake Claims.

Orion acquired the Trac #3 and Trac #4 claims in 1985, from Whiting's son for his out-of-pocket costs in the amount of \$200. Orion acquired the Coramar claim in 1985, from Cora A. Whiting for her out-of-pocket costs in the amount of \$1,000. The Trac #3 and Trac #4 claims were located in 1985, and the Coramar claim was located in 1984. After acquiring the claims, Orion carried out preliminary geological mapping and sampling at a cost of approximately \$11,735. The Company carried out mapping, magnetometer and electromagnetic surveys on all of the Trac Lake claims to December 31, 1987, at a cost of \$46,481.

(iv) Geology and Mineralization

The Trac Lake Claims have generally poor outcrop conditions making geologic mapping difficult. The maps labelled Figure 2 and 3 in this prospectus show the regional and Trac Lake Claims' geology respectively.

FIGURE 2



LEGEND

- | | | |
|--|---|--------------------|
| | Qal Alluvium | |
| | IMC CHINA NOSE BRECCIAS | } ENDAKO GROUP |
| | EOB BUCK CREEK VOLCANICS | |
| | EGV GOOSLY LAKE VOLCANICS | |
| | JKEV Undivided acidic volcanic flows, tuffs and breccias, related felsite and porphyry intrusions | |
| | JKET TIPTOPHILL VOLCANICS andesite, dacite | } OOTSA LAKE GROUP |
| | IJT TELKWA FORMATION (VOLCANICS) | } HAZELTON GROUP |
| | T Tertiary Intrusive | |

AMANDA RESOURCES LTD.

TRAC LAKE PROPERTY
REGIONAL GEOLOGY

Project No
111-86

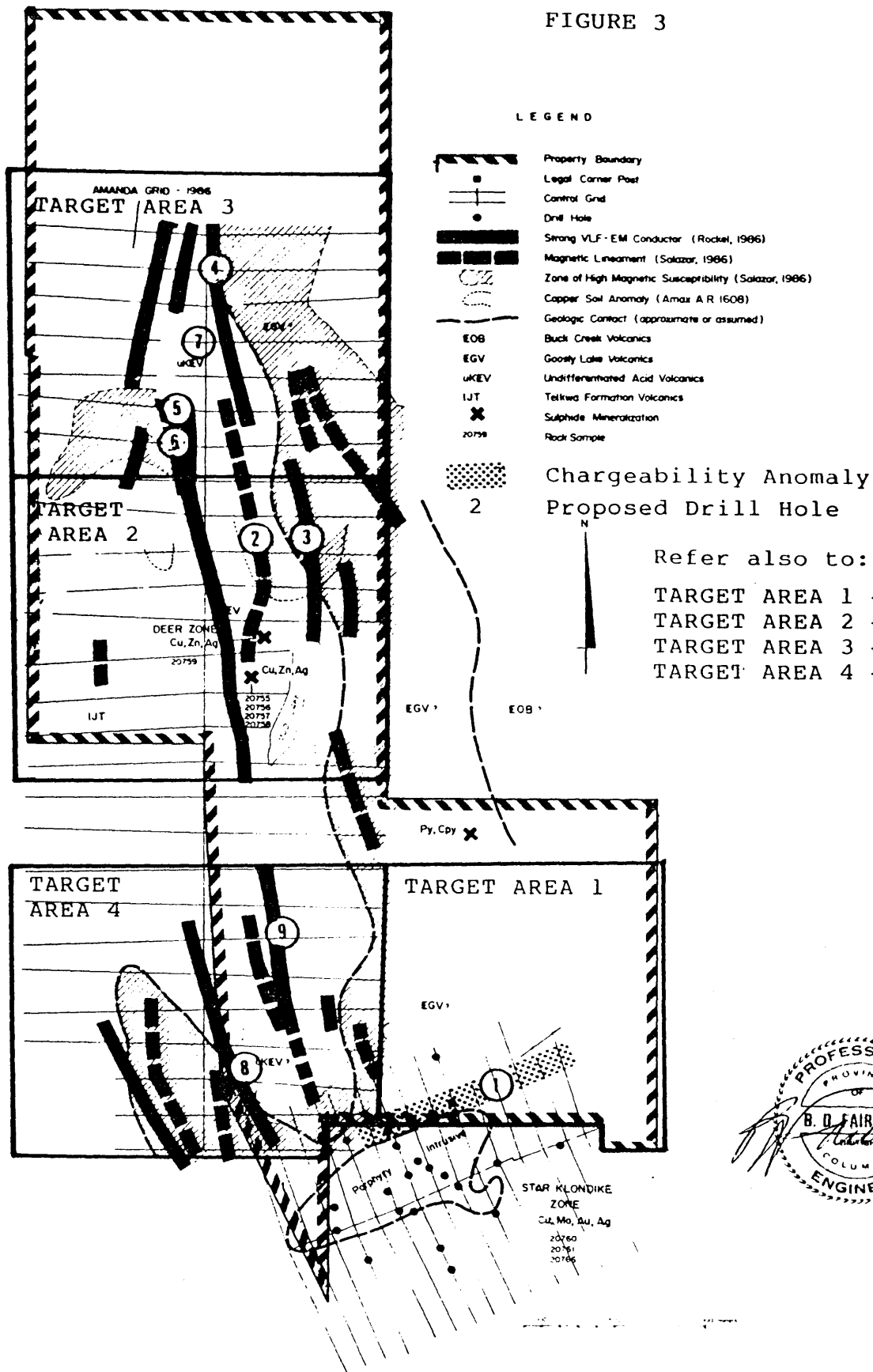
Scale:

Date: June 24, 1987

Dwg No
3

FAIRBANK ENGINEERING LTD

FIGURE 3



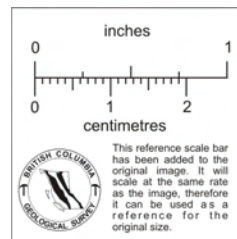
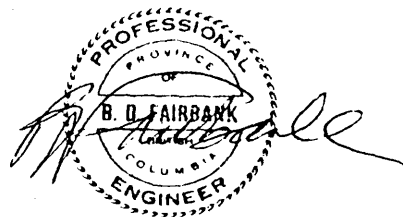
LEGEND

- Property Boundary
- Legal Corner Post
- Control Grid
- Drill Hole
- Strong VLF-EM Conductor (Rockel, 1986)
- Magnetic Lineament (Salazar, 1986)
- Zone of High Magnetic Susceptibility (Salazar, 1986)
- Copper Soil Anomaly (Amax AR 1608)
- Geologic Contact (approximate or assumed)
- EOB** Buck Creek Volcanics
- EGV** Goosly Lake Volcanics
- uKEV** Undifferentiated Acid Volcanics
- IJT** Telkwa Formation Volcanics
- X** Sulphide Mineralization
- 20758** Rock Sample

Chargeability Anomaly
Proposed Drill Hole

Refer also to:

- TARGET AREA 1 - Figure 5
- TARGET AREA 2 - Figure 7
- TARGET AREA 3 - Figure 8
- TARGET AREA 4 - Figure 9



AMANDA RESOURCES LTD.

Project No.
III / 86

Scale: as shown

Date: Dec. 1986

TRAC LAKE PROPERTY
COMPILATION MAP

Dwg No.
4

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Rhyolitic flow breccias, tuffs, and felsitic dykes crop out forming topographic highs in a belt 400-500 metres wide in the central part of the Trac Lake Claims. They are the host rock for the "Deer" mineralization in the northern part of the Trac Lake Claims. Past geological work has been centred on the areas surrounding the Deer copper, zinc, silver prospect and the Star-Klondike copper molybdenite porphyry. Similar acid volcanics are associated with polymetallic precious metal deposits elsewhere in the district.

There are large areas of little or no outcrop, presumably underlain by volcanic flows, breccias and tuffs of the Telkwa Formation west of the belt of acid rocks. East of the acid rocks, porphyritic andesite flows, interbedded with rhyolitic rocks, occur and these may be tentatively assigned to the Goosly Volcanics.

Given the occurrences of mineralization in the acid volcanics and porphyry, the acid rocks and the immediately adjacent rocks constitute a favourable exploration target for polymetallic "epithermal" and "volcanogenic" ore deposits.

The Company has obtained a report on the Trac Lake Claims dated January 6, 1987, revised June 24, 1987, and August 31, 1987, by Brian D. Fairbank, P.Eng. of Fairbank Engineering Ltd. (the "Fairbank Trac Lake Report"). The foregoing, with the exception of a summary of the terms of acquisition of the Trac Lake Claims, is taken in part from and is based in reliance upon the Fairbank Trac Lake Report. Under the heading "Summary" in the Fairbank Trac Lake Report, Mr. Fairbank states as follows:

"The Trac Lake property of Amanda Resources Ltd. contains two separate geological environments of different ages and with different types of mineralizations, each with good potential for the discovery of economically-significant deposits of copper, lead, zinc and silver, and possibly gold.

The Western Sector of the property covers a belt of Jurassic rhyolitic pyroclastics that form a typical acidic volcanic pile similar to those elsewhere in British Columbia and eastern Canada that contain many of Canada's principal mines. In this belt, geophysical and geochemical surveys have identified seven drilling targets consisting of electromagnetic conductors accompanied by magnetic anomalies and, in one case, by both a copper soil anomaly and an Induced Polarization anomaly. The conductors range in length from 200 to 1500 metres. The copper soil anomaly is 400 metres wide and at least 400 metres long, being open at its north end. The IP anomaly coincides with the soil anomaly and is 800 metres long. Exposures of copper occur along this belt for a known distance of 750 metres and there are local exposures of lead, zinc and silver. Grab samples from these showings contained from 0.06 to 4.56% copper, 0.2 to 7.8%

zinc and 0.06 to 0.81 ounces of silver per ton. The rhyolite belt is 400 - 600 metres wide and at least 5200 metres long, being open to the north. Towards the north end of the belt, coarse, poorly-bedded breccias suggest that an explosive volcanic vent existed nearby. Areas in proximity to the vent constitute favourable sites for metal deposition of the exhalative or volcanogenic type. Electromagnetic conductors and linear magnetic anomalies in such an environment may represent layers of sulphides with some pyrrhotite content. There is direct evidence of lead, zinc, copper and silver mineralization in the rocks and conductors may therefore carry those metals as well as pyrite or pyrrhotite. Eight drill holes are recommended to test the seven conductors, based on a layered or bedded sulphide deposit target containing lead, zinc, copper and iron with some silver.

The Southeast Sector of the Trac Lake property contains an Induced Polarization anomaly in a favourable geological setting, close to a Tertiary-age quartz monzonite porphyry plug. The plug contains mineralization of copper and molybdenum with small amounts of gold and silver and traces of lead and zinc. The target IP or Percent Frequency Effect anomaly is approximately 500 metres long, indicating a zone of "chargeable" material - that is, rock containing disseminated sulphides. In this district and in others around the world, a typical zoning pattern is recognized in which copper and molybdenum tend to occur inside such a porphyry plug while lead, zinc and silver occur some distance outwards from the boundaries of the intrusive plug. The presence of small amounts of gold, silver, lead and zinc inside the porphyry plug in this Southeast Sector suggests that the Induced Polarization anomaly could be caused by concentrations of the sulphides of those metals, accompanied by pyrite. The mixed sulphides could occur as a breccia filling or as a wide stockwork of veins. This mineralization would be of Tertiary age. At least one hole should be drilled in this anomaly, and the budget allows for a second hole as dictated by results of the first hole."

There has been no underground exploration or development on the Trac Lake Claims. There is no surface plant or equipment. The Company has not carried out any work on the Trac Lake Claims other than the mapping, magnetometer and electromagnetic surveys mentioned in this prospectus. The Company intends to carry out Phase I of the programme recommended in the Fairbank Trac Lake Report. Phase I will consist of surface exploration, trenching, drilling and mapping at an estimated cost of \$120,000.

THE TRAC LAKE CLAIMS ARE WITHOUT A KNOWN BODY OF COMMERCIAL ORE AND THE PROPOSED PROGRAMME IS AN EXPLORATORY SEARCH FOR ORE.

The Fairbank Trac Lake Report is available for inspection during normal business hours at the registered and records office of the Company at 720 - 999 West Hastings Street, Vancouver, B.C., while the distribution of the shares offered hereunder is in progress.

SHARE OFFERING AND PLAN OF DISTRIBUTION

The Company, by an agreement dated February 18, 1988 (the "Agency Agreement"), appointed Canarim Investment Corporation Ltd. as its agent (the "Agent") to offer through the facilities of the Vancouver Stock Exchange (the "Exchange") 600,000 shares of the Company (the "Shares") at a price of \$0.40 per Share (the "Offering").

The Offering will be made in accordance with the rules and policies of the Exchange and on a day (the "Offering Day") determined by the Agent and the Company, with the consent of the Exchange, within a period of 180 days from the date upon which the Shares of the Company are conditionally listed on the Exchange (the "Effective Date").

The Agent will receive a commission of \$0.05 per Share.

The Agent has agreed to purchase any Shares not sold at the conclusion of the Offering. In consideration therefor, the Agent has been granted a non-transferable share purchase warrant (the "Agent's Warrant") entitling it to purchase up to 150,000 shares of the Company at any time up to the close of business one year from listing of the Company's shares on the Exchange at a price of \$0.45 per share.

The Agent's Warrant will contain, among other things, anti-dilution provisions and provision for appropriate adjustment of the class, number and price of shares issuable pursuant to any exercise thereof upon the occurrence of certain events including any subdivision, consolidation or reclassification of the shares or the payment of stock dividends.

The Agent reserves the right to offer selling group participation, in the normal course of the brokerage business, to selling groups of other licenced broker-dealers, brokers and investment dealers, who may or may not be offered part of the commissions or bonuses derived from the Offering.

The obligations of the Agent under the Agency Agreement may be terminated prior to the opening of the market on the Offering Day.

The Company has granted the Agent a right of first refusal to provide future public equity financing to the Company for a period of 12 months from the Effective Date. There are no