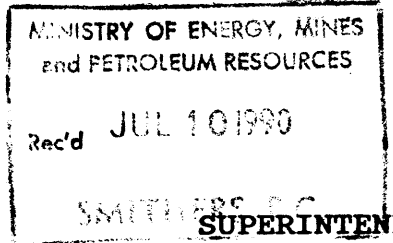


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015836

DEV/GO Claims

93L 293

**SUPERINTENDENT OF BROKERS
AND
VANCOUVER STOCK EXCHANGE**

STATEMENT OF MATERIAL FACTS (#43/90)

DATED: June 14, 1990, EFFECTIVE DATE: June 21, 1990

WESTVIEW RESOURCES INC.
BOX 9, 1000-609 WEST HASTINGS STREET, VANCOUVER, BRITISH COLUMBIA
V6B 4W4 (604) 689-7451

NAME OF ISSUER, ADDRESS OF HEAD OFFICE AND TELEPHONE NUMBER

550-999 CANADA PLACE, VANCOUVER, BRITISH COLUMBIA V6C 3C8
ADDRESS OF REGISTERED AND RECORDS OFFICES OF ISSUER

NATIONAL TRUST COMPANY, 9TH FLOOR, 666 BURRARD STREET, VANCOUVER
BRITISH COLUMBIA V6C 2Z9

NAME AND ADDRESS OF REGISTRAR AND TRANSFER AGENT FOR THE ISSUER'S SECURITIES
IN BRITISH COLUMBIA

OFFERING: 750,000 UNITS

EACH UNIT CONSISTS OF ONE COMMON SHARE WITHOUT PAR VALUE AND ONE SERIES "A" SHARE PURCHASE WARRANT, TWO SUCH WARRANTS ENTITLING THE HOLDER THEREOF TO PURCHASE ONE ADDITIONAL COMMON SHARE OF THE ISSUER AT THE OFFERING PRICE PLUS \$0.15, AT ANY TIME UP TO THE CLOSE OF BUSINESS WITHIN SIX MONTHS FOLLOWING THE OFFERING DAY.

	ESTIMATED PRICE TO PUBLIC (1)	ESTIMATED AGENT'S COMMISSION	ESTIMATED NET PROCEEDS TO ISSUER (2)
PER SHARE:\$	0.70	\$ 0.0525	\$ 0.6475
TOTAL	\$ 525,000	\$ 39,375.00	\$ 485,625.00

(1) TO BE CALCULATED IN ACCORDANCE WITH THE RULES OF THE VANCOUVER STOCK EXCHANGE.

(2) BEFORE DEDUCTION OF THE COSTS OF THE ISSUE ESTIMATED TO BE \$15,000.00 AND IF ALL THE OFFERED UNITS ARE SOLD. THIS OFFERING IS SUBJECT TO A MINIMUM SUBSCRIPTION OF 400,000 UNITS. REFERENCE IS MADE TO ITEM 1, "PLAN OF DISTRIBUTION".

Under the rules of the Vancouver Stock Exchange the Company is designated a "Venture Company."

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.

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.

AGENTS

Brink, Hudson and Lefever Ltd.
1500 Park Place, 666 Burrard Street, Vancouver, B.C. V6C 3C4

July 4/90

1. PLAN OF DISTRIBUTION

The Offering

The Issuer by its Agent hereby offers (the "Offering") to the public through the facilities of the Vancouver Stock Exchange (the "Exchange"), 750,000 Units (the "Units"). Each Unit consists of One Common Share and One Series "A" Share Purchase Warrant of the Issuer (the "Series "A" Warrant"), two such Series "A" Warrants entitling the holder thereof to purchase one additional common share of the Issuer at the Offering Price plus \$0.15, at any time up to the close of business within six months following the Offering Day. The Offering shall be made on a day (the "Offering Day") within the period of one hundred and eighty (180) calendar days after the date (the "Effective Date") this Statement of Material Facts is accepted for filing by the Exchange and the Superintendent of Brokers for British Columbia (the "Superintendent"). The price of the Units (the "Offering Price") will be determined by the Exchange in accordance with its rules and policies, at a premium to the average trading (the "Average Trading Price") of the Issuer's common shares as traded on the Exchange and as determined by the Exchange, but in any event not less than \$0.70 per Unit.

The purchasers of the Units will be required to pay regular commission rates as specified in the rules and by-laws of the Exchange.

The Offering is to be done on a "Best Efforts" basis. The Offering is subject to a minimum subscription of four hundred thousand (400,000) Units being sold on the Offering Day. If the minimum subscription is not attained then all funds will be returned to the subscribers without deduction. If the minimum subscription is attained, all proceeds will be paid to the Issuer less Agent's commissions and expenses.

Appointment of Agent

The Issuer, by agreement dated for reference April 23, 1990 and amended May 23, 1990 (the "Agency Agreement"), appointed Brink Hudson and Lefever Ltd. as its agent (the "Agent") to offer the Units to the public through the facilities of the Exchange.

The Issuer will pay the Agent, a commission of 7.5% of the selling price of the Units.

The Issuer has granted the Agent a right of first refusal with respect to any future public equity financings it may require during the 12 month period following the Effective Date.

III - OTHER PRESENTLY HELD PROPERTIES UPON WHICH THE ISSUER'S ACQUISITION AND EXPLORATION COSTS TO DATE EXCEED \$100,000.00.

DEV/GO CLAIMS OMENICA MINING DIVISION, PROVINCE OF BRITISH COLUMBIA

Description of Property

The Issuer has a 49% interest in and to 10 mineral claims (the "Claims") consisting of 196 units located approximately 45 kilometres southwest of the town of Houston, British Columbia.

<u>NAME OF CLAIM</u>	<u>RECORD NUMBER</u>	<u>NUMBER OF UNITS</u>	<u>EXPIRY DATE</u>
DEV 1	7018 (5)	16	MAY 21, 1992
DEV 2	7019 (5)	20	MAY 21, 1992
DEV 3	7020 (5)	20	MAY 21, 1992
DEV 4	7021 (5)	20	MAY 21, 1992
GE 1	8053 (11)	20	NOV 3, 1991
GO 2	8054 (11)	20	NOV 3, 1990
GO 3	8102 (12)	20	DEC 8, 1990
GO 4	9058 (10)	10	OCT 21, 1990
GO 5	9059 (10)	20	OCT 21, 1990
GO 6	9060 (10)	20	OCT 21, 1990

Terms of Acquisition

The Issuer acquired its interest in the Claims under an agreement, (the "Option Agreement"), dated December 30, 1986, as amended January 15, 1987, entered into with Normine Resources Ltd. ("Normine") of 1000-609 West Hastings Street, Vancouver, British Columbia V6B 4W4 and Kengold Mines Ltd. ("Kengold") of Box 662, Smithers, British Columbia.

Normine Resources Ltd. was amalgamated with Amir Mines Ltd. and Bema International Resources Inc. on December 5, 1988 to form Bema Gold Corporation. Hereafter in this Statement of Material Facts references to Normine have been changed to read Bema Gold Corporation.

The Issuer earned its interest in the Claims by having spent a total of \$150,000 on the Claims before December 31, 1987. Bema Gold Corporation acquired it's interest in the Claims for \$10,000 on December 15, 1988.

Kengold is a private company controlled by Lorne Warren of Box 662, Smithers, British Columbia. Lorne Warren acquired the Dev 1-4 mineral claims by staking and recorded them in his name on May 21, 1985. On July 14, 1986, Lorne Warren transferred the Dev 1-4 claims to Kengold. Lorne Warren acquired the Go 1-3 mineral claims by staking and recording them in his name on November 3, 1986 (Go 1 and 2) and December 8, 1986 (Go 3). On February 18, 1987, Lorne

Warren transferred the Go 1-3 claims to Kengold. Particulars of exploration costs incurred by Lorne Warren and Kengold in respect of the Claims are unknown to the Issuer.

Bema Gold Corporation is a public company whose shares trade on both the Vancouver and Toronto Stock Exchanges. Bema Gold Corporation has a right to earn, from Kengold, an interest in the Claims. Clive Johnson and Richard Barclay are Directors, Officers and Insiders of Bema Gold Corporation. Clive Johnson became a Director of the Issuer on February 12, 1987. Richard Barclay became a Director and Officer of the Issuer on May 26, 1987. Reference is made to the heading "Conflict of Duty and Interest" on page 15 hereof for particulars of how any potential conflicts of duty and interest of Clive Johnson and Richard Barclay to Bema Gold Corporation and to the Issuer will be resolved. Bema Gold Corporation has incurred exploration expenditures totalling \$98,094.40 in respect of the Claims to date.

As at December 31, 1987 the Issuer had earned a 49% interest in the Claims subject to a 2.5% net smelter return retained by Kengold with respect to all commercial production from the Claims.

Exploration History

The area now encompassing the Claims was first explored for mineral potential in 1968. Line cutting, geochemical and geophysical surveys were undertaken, soil samples analyzed and frequency domain induced polarization and resistivity surveys were complete. Results of this work were not reported. In 1969 and 1970 additional geochemical and magnetic surveys were conducted the results of which indicated low order silver and copper values, however no drilling was carried out. In the late 1970's a litho-geochemical survey for trace and base elements was conducted over a portion of the Claims. A multi-element anomaly with moderate to high values was indicated in a portion of the claims. In addition mercury in a geochemical soil survey that was found to be anomalous in another area of the Claims.

In 1986, further exploration was undertaken by or under the direction of the Issuer at a total cost to it of \$64,719.00. A report received by the Issuer January 15, 1987 prepared by B.H. Kalhert, P.Eng. of B.H. Kalhert and Associates Ltd., Consulting Geologists of Mississauga, Ontario. Results from that program consisted of the following: The Induced Polarization survey has outlined a large chargeability anomaly which appears to be sub-parallel to the favourable Skeena Group of volcanics and sediments. This rock sequence hosts the Equity Silver deposit located five kilometres to the west of the Claims. A geochemical anomaly is coincident with the IP anomaly, making this an excellent target for drilling testing.

Acting on recommendations contained in the Kalhert report the Issuer conducted further exploration on the Claims in September 1987. A report outlining the results of the \$111,518 program was received by the Issuer on February 9, 1988 from Tom Garagan; B.Sc., FGAC of Aurum Geological Consultants Inc. of 604-675 West Hastings Street, Vancouver, British Columbia. The following is a summary of the Garagan report:

"Exploration during the 1987 season consisted of surveying the western claim boundary, staking the Go 3, 4, 5, and 6 claims, soil and rock sampling, IP surveying, road building and the diamond drilling of four NQ holes totalling 652.6 metres".

"The Dev/Go claims are underlain by pyritized and quartz sericite altered Cretaceous Goosly Lake tuffs and flows which are covered by a thin (0 to 15 metres; average 5 metres) veneer of glacial till. The rocks are similar to those hosting the Equity silver-copper deposit. The major difference is that the volcanics on the Dev/Go claims are more propylitized and contain more flows than the mine sequence".

"Soil sampling in 1986 and 1987 has outlined an area of coincident copper-silver anomalies trending in a northwest direction. The zone consists of two parallel anomalies containing values up to 9.6 ppm. silver and 1873 ppm. copper. Two IP anomalies are located near the eastern side of the soil geochemical anomalies and have been interpreted to represent defined zones of sulphide mineralization. Diamond drilling in this area intersected moderately to strongly altered volcanics with up to 15% disseminated and fracture controlled sulphides dispersed throughout the hole. Drill holes 87-3 and 87-4 appear to have a higher percentage of arsenopyrite and sphalerite mineralization and quartz-sericite alteration, possible an indication of a closer proximity to mineralization".

"The glacial till on the property has been derived from the northeast, therefore the source of the soil geochemical anomalies should be near the northeastern margin of the soil anomaly as in the case of Equity. The shape of the soil anomaly suggest that the source is a northwest trending linear body. IP anomaly B is located near and at the eastern margin of the soil geochemical anomaly. In addition, the source of the sulphide enriched, strongly silicified volcanic boulders in Allen Creek (with up to 5.8 ppm. silver and 1150 ppb. gold) may be in the area of the northwest extension of the soil geochemical anomalies and proposed source rock. Diamond drill hole Dev 87-4, the only hole drilled along the eastern margin of the anomaly, intersected a very large monzonite dyke in the bottom third of the hole, negating a possible interpretation of the anomalies. The potential for locating an

Equity style zone of mineralization near the eastern margin of the soil geochemical anomaly along IP anomaly B appears to be good".

"The IP line run in the area of the mercury anomaly was located east of the soil geochemical anomaly and did not properly assess the anomaly. More work is required on this anomaly".

"In summary the results of the 1986 and 1987 exploration programs indicate that there is good potential for locating an Equity style deposit on the Dev/Go Claims".

Exploration Program

The Issuer does not intend to spend any of the proceeds of this Offering on this property. The Issuer does not have any plans to conduct work on this property within the next year.

4. PARTICULARS OF NON-RESOURCE ASSETS

The Issuer does not own or have any interest in any non-resource assets.

5. CORPORATE INFORMATION

The Issuer was incorporated under the name Westview Resources Inc. under the laws of the Province of British Columbia by registration of its Memorandum and Articles on February 25, 1986.

The authorized capital of the Issuer consists of 10,000,000 shares without par value, of which, prior to the issue of securities pursuant to this Offering, 4,206,722 common shares are issued and allotted as fully paid and non-assessable. There is only one class of shares and all rank equally as to dividends, voting powers and participation in assets. No shares have been issued subject to call or assessment. There are no pre-emptive rights or conversion rights and no provision for redemption, purchase for cancellation, surrender or sinking funds or purchase funds have been made. Provisions as to modifications, amendments or variations of such rights or such provisions are contained in the British Columbia Company Act.

Since the date of the Issuer's audited financial statements as at March 31, 1990, included in this statement, there have been no further shares issued from the treasury of the Issuer.