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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

INTERTECH MINERALS CORP.
Incorporated under the laws
of the Province of British Columbia
509 - 475 Howe Street
Vancouver, B.C., V6C 2B3
(herein called the "Issuer")

Recd Sept. 11/89
Tommy Jack Creek
94D/4E
NEW

NEW ISSUE

530,000 common shares at \$0.50 per share

	Price to Public (1)	Commission	Proceeds to Issuer (2)
Per Share.....	\$0.50	\$0.05	\$0.45
Total.....	\$265,000.00	\$26,500.00	\$238,500.00

- (1) The price of the Offering has been determined by the Issuer in negotiation with the Agent.
- (2) Before deduction of the balance of the expenses of this Offering estimated not to exceed \$20,000.

THERE IS NO MARKET THROUGH WHICH THESE SECURITIES MAY BE SOLD.

THE VANCOUVER STOCK EXCHANGE HAS CONDITIONALLY LISTED THE SECURITIES BEING OFFERED PURSUANT TO THIS PROSPECTUS. THE LISTING IS SUBJECT TO THE ISSUER FULFILLING ALL OF THE LISTING REQUIREMENTS OF THE VANCOUVER STOCK EXCHANGE ON OR BEFORE JULY 4, 1989, INCLUDING PRESCRIBED DISTRIBUTION AND FINANCIAL REQUIREMENTS.

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 IS WITHOUT A KNOWN BODY OF COMMERCIAL ORE. REFER TO "RISK FACTORS" ON PAGE 4 FOR FURTHER DETAILS.

ONE OR MORE OF THE DIRECTORS OF THE ISSUER MAY, FROM TIME TO TIME, HAVE AN INTEREST, DIRECT OR INDIRECT, IN OTHER NATURAL RESOURCE COMPANIES. REFER TO "CONFLICTS OF INTEREST" ON PAGE 12 FOR DETAILS OF THE PROPOSED CONFLICT RESOLUTION MECHANISM.

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.

UPON COMPLETION OF THIS OFFERING, THIS ISSUE WILL REPRESENT 30.22% OF THE SHARES THEN OUTSTANDING AS COMPARED TO 57.58% THAT WILL THEN BE OWNED BY THE PROMOTERS, DIRECTORS, OFFICERS AND CONTROLLING PERSONS OF THE ISSUER AND BY UNDERWRITERS. REFER TO "PRINCIPAL HOLDERS OF SECURITIES" ON PAGE 14 FOR DETAILS OF SHARES HELD BY THE PROMOTERS, DIRECTORS, OFFICERS AND CONTROLLING PERSONS OF THE ISSUER AND REFER TO "OTHER MATERIAL FACTS" ON PAGE 19 FOR FURTHER DETAILS OF SHARES OWNED BY UNDERWRITERS.

AFTER THE ISSUANCE OF THE SECURITIES OFFERED BY THIS PROSPECTUS AND THE PAYMENT OF THE ESTIMATED EXPENSES OF THIS OFFERING, BUT BEFORE THE EXERCISE OF ANY OUTSTANDING OPTIONS, THE ISSUER WILL HAVE A NET TANGIBLE BOOK VALUE PER COMMON SHARE AS AT DECEMBER 31, 1988 OF \$0.17. ACCORDINGLY, PURCHASERS OF THE SECURITIES OFFERED HEREUNDER WILL EXPERIENCE AN IMMEDIATE DILUTION OF \$0.33 PER SHARE OR 66% OF THE NET TANGIBLE BOOK VALUE OF THEIR INVESTMENT.

WE, AS AGENT, CONDITIONALLY OFFER THESE SHARES 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.

THIS PROSPECTUS ALSO QUALIFIES THE ISSUANCE OF THE AGENT'S WARRANT AND THE SALE TO THE PUBLIC AT THE MARKET PRICE AT THE TIME OF SALE OF ANY SHARES ACQUIRED BY THE AGENT PURSUANT TO ITS GUARANTEE. THE AGENT MAY SELL ANY SHARES ACQUIRED ON THE EXERCISE OF THE AGENT'S WARRANT PURSUANT TO THE SECURITIES ACT AND REGULATIONS. REFER TO "PLAN OF DISTRIBUTION" HEREIN FOR DETAILS.

AGENT

CONTINENTAL SECURITIES
1000 - 1055 Dunsmuir Street
Vancouver, BC, V7X 1L4

DATED: FEBRUARY 16, 1989

EFFECTIVE DATE: FEBRUARY 24, 1989

SUMMARY OF PROSPECTUS

The following is a summary of the principal features of this Offering. More detailed information is contained in the body of the Prospectus:

The Offering: 530,000 common shares at price of \$0.50 per share through the facilities of the Vancouver Stock Exchange. Refer to "Plan of Distribution" on page 1 for further details.

Proceeds to the Issuer: \$238,500.

The Property: The Issuer is the holder of an option to earn up to a 50% undivided interest in the undivided interest of Noranda Exploration Company, Limited (no personal liability) and Goldcap Inc. in an option to acquire a 100% interest (subject to a 2% net smelter returns royalty) on a certain portion of the Tommy Jack Creek Property, and an option to acquire a 50% undivided interest in the 100% beneficial interest of Noranda Exploration Company, Limited and Goldcap Inc. in the remainder of the Tommy Jack Creek Property. The Tommy Jack Creek Property comprises 139 claim units in the Omineca Mining Division, in the Province of British Columbia.

Use of Proceeds: To complete the Stage I exploration program recommended on the Tommy Creek Jack Property, British Columbia, Canada, at an estimated cost of \$160,000, to pay the cost of this offering, and for general working capital.

Dilution: After the issuance of the securities offered by this Prospectus and the payment of the estimated expenses of this offering, but before the exercise of any outstanding options, the Issuer will have a net tangible book value per common share as at December 31, 1988 of \$0.17. Accordingly, purchasers of the securities offered hereunder will experience an immediate dilution of \$0.33 per share or 66% of the net tangible book value of their investment.

Management: Alan Robert Raven - Chief Executive Officer, President and Director;
Cherri Gail Peters - Chief Financial Officer and Secretary;
Allen Daniel Harvey - Director;
John Reginald Poloni - Director.

Risk Factors: The purpose of the present offering is to raise funds for exploration. If successful, additional funds may be required for further exploration and the development of an economic ore body. Mineral exploration and development is speculative and highly risky with no assurance of commercial production. There is no assurance that a market will exist for the sale of ore. No survey has been made to verify the location of the Issuer's claims. Unexpected liabilities may arise as a result of the Issuer's mining operations which may adversely effect the Issuer's financial position.

SUMMARY OF PROSPECTUS (continued)

The shares offered hereunder are speculative. There is no established market for the shares of the Issuer. It is probable that investors will not realize a profit on the resale of their shares. The Issuer has not paid, and has no present intention of paying, a dividend on any of its shares. Particulars of the foregoing and other risk factors are set forth under the heading "Risk Factors" on page 4 and "Dividend Record" on page 17.

The Issuer:

The Issuer was incorporated on February 10, 1988 under the name Intertech Minerals Corp. The Issuer is engaged in the business of acquiring, exploring and developing natural resources properties.

INTERTECH MINERALS CORP.

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THE ISSUER

Name and Incorporation

Intertech Minerals Corp. (the "Issuer") was incorporated under the laws of the Province of British Columbia under the name Intertech Minerals Corp. by registration of its Memorandum and Articles on February 10, 1988. The Issuer's registered office is located at Suite 708, 1111 West Hastings Street, Vancouver, British Columbia, V6E 2J3. The Issuer's head office and principal office is located at Suite 509, 475 Howe Street, Vancouver, British Columbia, V6C 2B3.

Description of Business

The Issuer is a natural resource company engaged in the acquisition, exploration and development of natural resource properties. The Issuer owns or has an interest in the property described under the heading "The Property" and intends to seek and acquire additional properties worthy of exploration and development.

THE ISSUE

Plan of Distribution

Offering and Appointment of Agent

The Issuer has entered into an Agreement dated February 16, 1989 under which the Issuer has appointed Continental Securities, of Suite 1000, 1055 Dunsmuir Street, Vancouver, British Columbia, V7X 1L4, as its agent (the "Agent") to use its best efforts to offer (the "Offering") to the public through the facilities of the Vancouver Stock Exchange (the "Exchange") 530,000 shares (the "Shares") of the Issuer at a purchase price of \$0.50 per Share. The Offering will be made in accordance with the rules and policies of the Exchange on a day (the "Offering Day") determined by the Agent and the Issuer with the consent of the Exchange no later than July 4, 1989.

The Agent has agreed to purchase (the "Guarantee") any of the Shares not sold at the conclusion of the Offering, and as consideration for the Guarantee, the Agent has been granted a non-transferable share purchase warrant (the "Agent's Warrant") entitling it to purchase up to 132,500 common shares of the Issuer at a price of \$0.50 per share at any time up to the close of business one year following the date the Issuer's shares are listed, posted and called for trading on the Exchange.

The Agent's Warrant has been distributed to the Agent under this Prospectus. Any shares acquired by the Agent under the Guarantee will also be distributed under this Prospectus through the facilities of the Exchange at the market price at the time of sale.

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

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

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 this Offering.

The obligations of the Agent under the Agency Agreement may be terminated by the Agent at any time before the Issuer's shares are listed, posted and called for trading on the Exchange on the basis of the Agent's assessment of the state of the financial markets and upon the occurrence of certain stated events.

Except as referred to herein, there are no payments in cash, securities or other consideration being made or to be made to a promoter, finder or any other person or company in connection with the Offering.

The Directors, Officers and other Insiders of the Issuer may purchase shares from this Offering.

The Exchange has conditionally listed the securities being offered pursuant to this Prospectus. The listing is subject to the Issuer fulfilling all of the listing requirements of the Exchange on or before July 4, 1989, including prescribed distribution and financial requirements.

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

Additional Offering

The Agent may sell any shares acquired on the exercise of the Agent's Warrant without further qualification pursuant to the Securities Act and Regulations. The Issuer will not receive any proceeds from the sale of any such shares by the Agent, all of which proceeds will in such event accrue to the Agent. The cost of qualifying any shares purchased by the Agent for sale under this Prospectus will be borne by the Issuer.

Use of Proceeds

The net proceeds to be derived by the Issuer from the sale of the 530,000 Shares offered by this Prospectus, namely \$238,500, less the working capital deficit of \$7,529 as of the date of this Prospectus will be used for the following purposes (listed in order of priority):

1.	To pay the balance of legal, audit and printing expenses of this Prospectus, estimated not to exceed:	\$ 20,000
2.	To complete the Stage I exploration program on the Tommy Jack Creek Property in accordance with the recommendations of Donald G. Allen, P. Eng. as contained in the Allen Report:	160,000
3.	Working Capital Remainder:	<u>\$ 50,971</u>
	TOTAL:	<u>\$230,971</u>

The unallocated portion of the net proceeds to the Issuer is being set aside for working capital to ensure that the business of the Issuer can be funded after the results of the recommended exploration program are known. Should the Agent exercise the Agent's Warrant, the proceeds will be added to the Issuer's working capital.

The Issuer may, pursuant to the written recommendations of an independent qualified engineer, abandon in whole or in any part any of its properties, or may alter, as work progresses, the work program recommended or may make such arrangements for the performance of all or any portion of such work by other persons or companies and may use any monies so diverted for the purpose of conducting work or examining other properties acquired by the Issuer after the date of this Prospectus, although the Issuer has no present plans in this regard. If any such event occurs during the primary distribution of the Shares referred to in this Prospectus, an amendment to this Prospectus will be filed. If any such event occurs after primary distribution of the Shares, the shareholders will be notified by management mailing notice thereof to the registered shareholders.

No part of the proceeds will be used to invest, underwrite or trade in securities, other than those that qualify as an investment in which trust funds may be invested under the laws of the jurisdiction in which the securities offered by this Prospectus may be lawfully sold. Should the Issuer intend to use the proceeds to acquire other than trustee-type securities after the distribution of the securities offered by this Prospectus, approval by the shareholders of the Issuer must first be obtained and

notice of the intention must be filed with the regulatory bodies having jurisdiction over the sale of the securities offered by this Prospectus.

Risk Factors

A. The purpose of the present offering is to raise funds to carry out further exploration with the objective of establishing ore of commercial tonnage and grade. If the Issuer's exploration program is successful, additional funds will be required for the development of an economic ore body and to place it in commercial production. The Issuer's source of future funds includes raising additional equity capital or obtaining financial institution financing. Alternatively, further exploration could be financed by the Issuer offering an interest in its interest in the property to be earned by another party or parties carrying out further exploration and development thereof, which alternative is not presently contemplated.

B. Mineral exploration and development is inherently speculative and carries with it many risks that even the most careful evaluation and management cannot overcome. There is no assurance that any production will be obtained. If production is obtained, prices received are subject to market fluctuations.

C. The mining industry in general is intensely competitive and there is no assurance that a ready market will exist for the sale of ore even if commercial quantities of ore are discovered.

D. There is no established market for the shares of the Issuer.

E. No survey has been made of the mineral claims held under option by the Issuer and, in accordance with the mining laws of the jurisdiction in which the claims are situate, their precise location and area may be in doubt. The Issuer follows usual industry practice in obtaining title opinions with respect to its properties.

F. Mining operations generally involve a high degree of risk. Hazards such as unusual or unexpected formations and other conditions are involved. The Issuer may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. The payment of such liabilities may have a material adverse effect on the Issuer's financial position.

G. The speculative nature of the Issuer's business makes it probable that purchasers will not realize a profit on the shares purchased under the Offering.

H. After the issuance of the securities offered by this Prospectus and the payment of the estimated expenses of this

offering, but before the exercise of any outstanding options, the Issuer will have a net tangible book value per common share as at December 31, 1988 of \$0.17. Accordingly, purchasers of the securities offered hereunder will experience an immediate dilution of \$0.33 per share or 66% of the net tangible book value of their investment.

I. The percentage of shares of the Issuer being offered to the public for cash will represent 30.22% of the shares issued and outstanding upon completion of the sale of the Shares qualified hereunder as compared to 57.58% which will be owned by the promoters, directors, officers and controlling persons of the Issuer and by underwriters.

THE PROPERTY

Acquisitions

Tommy Jack Creek Property
Omineca Mining Division
British Columbia, Canada

The Tommy Jack Creek Property comprises 139 claim units in total, in the Omineca Mining Division of the Province of British Columbia, and is more particularly known and described as follows:

<u>Name of Claim</u>	<u>Record Number</u>	<u>Expiry Date</u>	<u>Number of Units</u>
AU 1	006256	June 12, 1997	1
AU 2	006257	June 12, 1997	1
AU 3	006258	June 12, 1997	1
AU 4	006259	June 12, 1997	1
TOM	006726	Oct 24, 1993	<u>20</u>
			24

(the "Block A Claims")

<u>Name of Claim</u>	<u>Record Number</u>	<u>Expiry Date</u>	<u>Number of Units</u>
TOM 2	007303	Sep 5, 1992	2
TOM 2 FR	009020	Oct 20, 1989	1
TOM 3	007304	Sep 5, 1992	9
TOM 4	007578	May 1, 1995	20
TOM 5	007579	May 1, 1992	20
TOM 6	007580	May 1, 1995	20
TOM 7	007581	May 1, 1995	20
TOM 14	009246	Feb 1, 1989	18
TOM 35	009206	Oct 20, 1989	4
TOM FR	009019	Oct 20, 1989	<u>1</u>
			115

(the "Block B Claims")

The Issuer is the holder of an interest in the Tommy Jack Creek Property acquired under an agreement (the "Noranda Agreement") dated May 30, 1988, as amended August 31, 1988, entered into with Noranda Exploration Company, Limited (no personal liability) ("Noranda") of Suite 1300, 4 King Street West, Toronto, Ontario, M5H 1B6 and Goldcap Inc. ("Goldcap") of 402 The Natural Resources Building, 205 9th Avenue S.E., Calgary, Alberta, T2G 0R4. Under the Noranda Agreement, the Issuer is the holder of an option to earn up to a 50% undivided interest in the interest of Noranda and Goldcap in the following:

- (a) the option held by Noranda and Goldcap to acquire a 100% interest in the Block A Claims;
- (b) a 100% legal and beneficial interest in the interest of Noranda and Goldcap in the Block B Claims.

Noranda acquired its interest in the Block A Claims under an agreement (the "Warren Agreement") dated April 19, 1985 entered into between Noranda and Joyce Warren of P.O. Box 662, Smithers, British Columbia, V0J 2N0. Under the Warren Agreement, Noranda was granted an option to earn up to a 100% beneficial interest in the Block A Claims subject only to a 2% net smelter returns royalty reserved to Joyce Warren.

The option granted under the Warren Agreement may be exercised on or before January 15, 1992 provided the option is maintained in good-standing by making the following payments totalling \$408,000.00:

- (a) the sum of \$1,000 on the signing of the agreement, which amount has been paid;
- (b) the further sum of \$4,000 on or before January 15, 1986, which amount has been paid;
- (c) the further sum of \$8,000 on or before January 15, 1987, which amount has been paid;
- (d) the further sum of \$15,000 on or before January 15, 1988, which amount has been paid;
- (e) the further sum of \$30,000 on or before January 15, 1989;
- (f) the further sum of \$50,000 on or before January 15, 1990;
- (g) the further sum of \$100,000 on or before January 15, 1991; and
- (h) the final sum of \$200,000 on or before January 15, 1992.

Upon completion of the payments set out above, Noranda will have earned a 100% interest in the Block A Claims subject only to a 2% net smelter returns royalty reserved to Joyce Warren. Noranda holds the Block A Claims in trust for Joyce Warren during the option period.

Subsequent to the Warren Agreement, by agreement dated June 17, 1986 (the "Goldcap Agreement"), Noranda granted to Goldcap an option to earn a 50% undivided interest in the Block B Claims and in Noranda's interest in the Block A Claims and the Warren Agreement.

The Goldcap Agreement provides that Goldcap must remit to Noranda the following amounts prior to the dates indicated for expenditure by Noranda on the exploration and development of the Tommy Jack Creek Property as well as for making required payments under the Warren Agreement:

- (a) at least \$120,000 prior to the 17th day of June, 1987;
- (b) at least an additional \$180,000 prior to the 17th day of June, 1988; and
- (c) at least an additional \$200,000 prior to the 17th day of June, 1989.

To the date of this Prospectus, Goldcap has remitted the following amounts to Noranda:

- (a) \$156,285.77 prior to June 17, 1987; and
- (b) \$359,396.23 prior to June 17, 1988.

The Noranda Agreement requires the Issuer to incur the following expenditures on exploration and development of the property and to make the following option payments to earn an interest in the Tommy Jack Creek Property:

1. Exploration and Development Expenditures on the property
 - (a) \$100,000 by August 1, 1989;
 - (b) an additional \$200,000 on or before December 31, 1989;
 - (c) an additional \$300,000 on or before December 31, 1990.
2. Option Payments
 - (a) the full amount of the option payments required to be paid to Warren under the Warren Agreement until

such time as the Issuer earns an undivided interest in the property equal to or greater than 25%, at which time each party holding interest in the property will be responsible for providing its share of such property payments which share will be equal to its interest in the property.

Any exploration expenditures in excess of the minimum amount required in any period referred to above will be credited to the next period's expenditure requirements. In addition, the first \$30,000 paid by the Issuer in respect of the Warren Agreement, which amount was advanced on December 1, 1988, will be credited to the additional \$200,000 of expenditures required on or before December 31, 1989.

According to the Noranda Agreement, the Issuer earns its interest in the property and the Warren Agreement on the following basis:

- (a) upon the expenditure of the first \$100,000 on exploration and development on the property, the Issuer shall earn a 10% undivided interest in and to the property and the Warren Agreement;
- (b) upon the expenditure of the additional \$200,000 on exploration and development on the property on or before December 31, 1989, the Issuer shall earn a 25% undivided interest in and to the property and the Warren Agreement;
- (c) upon the expenditure of the additional \$300,000 on exploration and development on the property on or before December 31, 1990, the Issuer shall earn a 50% undivided interest in and to the property and the Warren Agreement;
- (d) in the event the Issuer does not spend the additional \$200,000 on exploration and development of the property on or before December 31, 1989, the Issuer forfeits its 10% interest in the property and the Warren Agreement and the Noranda Agreement terminates.

Upon the Issuer earning an undivided interest in and to the property and the Warren Agreement greater than or equal to 25%, a joint venture is formed by the three parties to the Noranda Agreement in proportion to their interest in the property, namely the Issuer - 25%, Goldcap - 37% and Noranda - 37%. The interest of the Issuer in the joint venture will increase to 50% and Goldcap's and Noranda's respective interests will decrease to 25% each should the Issuer increase its interest in the property to 50% by the expenditure of the additional \$300,000 on or before December 31, 1990.

Description of the Property

Tommy Jack Creek Property
Omineca Mining Division
British Columbia, Canada

The Tommy Jack Creek Property is situated 95 kilometres north of Hazelton. It lies immediately to the south of the confluence of Tommy Jack Creek with the Sicintine River, which in turn flows into the Skeena River.

Access is by helicopter. Road access to within 45 kilometres is provided by logging roads up the east side of the Skeena River. The Tommy Jack Creek Property is comprised of 139 claim units.

The Issuer has received a report dated March 31, 1988 prepared by Donald G. Allen, P. Eng. (the "Allen Report"), a copy of which report is attached to and forms a part of this Prospectus.

According to the Allen Report, the earliest record of any work done on the Tommy Jack Creek claims is by Canex Aerial Exploration who, in 1964 and 1965, carried out soil geochemical sampling over a 1460 by 1650 metre grid and delineated widespread silver, lead and arsenic anomalies. Some trenching was undertaken on a massive galena vein and in 1968, three short holes were drilled near the old camp on Tommy Jack Creek.

During the period 1984 to present, the following work was conducted under the direction of Noranda:

- (a) 58.6 kilometres of grid preparation;
- (b) geochemical sampling: 1,241 soil, 115 rock and 92 silt samples;
- (c) magnetic surveys: 55.5 line kilometres;
- (d) VLF-electromagnetic surveys: 4.0 line kilometres; and
- (e) diamond drilling: 35 holes totalling 2452.5 metres.

Goldcap funded the exploration work in 1986 and 1987.

Also active in the immediate area in 1986 was Placer Development who staked a large block of claims to the south.

According to the Allen Report, the nature of the mineralization and geological setting of the Tommy Jack Creek Property is comparable to that of the Silver Standard Mine, 85 kilometres to the south (past production 203,839 tonnes containing 463,000 grams of gold and 236,000,000 grams of silver) except that gold grades on the Tommy Jack Creek Property are significantly higher. Work completed to date by Noranda includes 58.6 kilometres of grid preparation, geochemical sampling, magnetic surveys and 2,452 metres of diamond drilling in 35 holes have been conducted in the grid area. Best drill intersections obtained are as follows:

<u>Drill Hole</u>	<u>Width Metres</u>	<u>Gold</u>		<u>Silver</u>	
		<u>ppm</u>	<u>oz/ton</u>	<u>ppm</u>	<u>oz/ton</u>
86-5	6.6	4.3	0.125	83.6	2.43
87-14	0.6	31.05	0.93	129.0	3.76
87-23	1.3	14.69	0.42	36.3	1.06

Widespread mineralized quartz float carrying significant gold and silver values (up to 1.2 and 74.1 ounces per ton, respectively) has been found well beyond the grid area, indicating a large area of interest.

According to the Allen Report:

"Further enhancing the potential of the property are:

- 1) relatively high gold grades (up to 1.2 ounces per ton),
- 2) stockwork-type veining in dacite dikes and sills,
- 3) widespread mineralization, well beyond the drilled area,
- 4) other untested multielement geochemical anomalies in the grid area, and
- 5) presence of a number of linear and circular features which could reflect mineralized structures, but which have not been investigated."

The Allen Report recommends a two stage exploration program to evaluate the Tommy Jack Creek Property. Stage I will be comprised of extending the survey grid to cover the entire area of interest, prospecting to locate the source of mineralized float and to investigate the nature of the linear and circular features, geochemical soil sampling, geological mapping, blasting and hand trenching. Stage II will be comprised of evaluation of targets generated by the Stage I exploration program by drilling. The Stage I exploration program budget is estimated at \$160,000. Contingent upon completion of the Offering, the Issuer anticipates commencing the Stage I exploration program in late May 1989. The Stage II exploration program budget is estimated at \$222,000. It is anticipated that Donald Allen will supervise the exploration programs.

The Issuer has not incurred exploration or development expenditures on the Tommy Jack Creek Property save and except expenditures incurred in connection with the acquisition of its interest and the engineering report and approximately \$28,000 in exploration and development expenditures in 1988. All other expenditures made on the Tommy Jack Creek Property to date have been made by Noranda and Goldcap who have spent in the aggregate \$544,049.26 on exploration work on the Property. The Issuer has accepted the recommendations contained in the Allen Report and intends to reserve \$160,000 out of the Offering for completion of the recommended Stage I program.

There is no plant or equipment located on or under the Tommy Jack Creek Property and the Tommy Jack Creek Property is without a known body of commercial ore.

No Director, Officer, Insider or Promoter of the Issuer has an interest in the mineral properties located contiguously to the Tommy Jack Creek Property.

THE PERSONNEL

Directors and Officers

The names, addresses and principal occupations in which each of the Directors and Officers of the Issuer have been engaged during the immediately preceding five years are as follows:

<u>Name and Address</u>	<u>Position with Issuer</u>	<u>Principal Occupation</u>
*Alan Robert Raven R.R. #5, Site 5 Compartment 17 Prince George, BC V2N 2J8	Chief Executive Officer, President and Director	Self-employed Mineral Exploration Consultant 1969 to present; Mineral Exploration consultant of Taiga Exploration Inc., 1981 to present
Cherri Gail Peters 3120 Lonsdale Avenue North Vancouver, BC V7N 3J8	Chief Financial Officer, Secretary	Secretary, Petco Enterprises Ltd. June 1984 to present; Secretary Carlin Resources Corp. July 4, 1986 to present; Secretary Raleigh Energy Corp. March 1, 1985 to present; Secretary Tanker Oil & Gas Ltd. February 27, 1987 to present; Secretary Silver Eagle Resources Ltd. May 22, 1987 to present

<u>Name and Address</u>	<u>Position with Issuer</u>	<u>Principal Occupation</u>
*Allen Daniel Harvey Box 67 Clinton, BC V0R 1K0	Director	Self-employed Drill Contractor
*John Reginald Poloni, Director B.Sc., P.Eng. 5502 8 B Avenue Delta, B.C. V4M 1V6	Director	Director, Carlin Resources Corp. February 12, 1986 to present; President John R. Poloni & Associates Ltd. November 24, 1972 to present; Director and Geological Consultant, John R. Poloni & Associates Ltd. 1972 to present; geological consultant for Pacific Rim Mining Corp. April 30, 1988 to present

*Members of the Audit Committee.

By its nature, the natural resource industry places various time demands on the Directors and Officers of mining issuers that are not quantifiable in advance. During the time a project is ongoing it is necessary for the Directors and Officers to devote a greater percentage of their time to the Issuer's affairs; during the off season and when negotiations for new projects are not ongoing, less time is required of the Directors and Officers. In any event, the Directors and Officers of the Issuer intend to devote sufficient time to the Issuer's affairs to ensure their fiduciary duties are fulfilled.

Conflicts of Interest

Some of the Directors and Officers of the Issuer are or may be on the Board of Directors of other natural resource companies from time to time. In order to avoid the possibility of conflicts of interest which may arise out of their fiduciary responsibilities to each of the Boards, all Directors have agreed to the following:

1. Participation in natural resource prospects offered to them will be allocated between the various companies on the basis of prudent business judgment and the relative financial abilities and needs of the companies to participate.
2. If opportunities are offered to the Issuer by companies on which they serve as directors and/or officers, they will disclose their interest and conflicts to the Issuer and abstain from voting on the approval of the proposed contract or trans-

action pursuant to Sections 144 and 145 of the Company Act of the Province of British Columbia. Further, any disputes which may arise will be resolved in accordance with the provisions of Sections 144, 145, 146 and 147 of the Company Act of the Province of British Columbia.

Executive Compensation

The Issuer has two Executive Officers: Alan Robert Raven, the Chief Executive Officer and President of the Issuer, and Cherri Gail Peters, the Chief Financial Officer and Secretary of the Issuer.

The Issuer entered into a Management Agreement dated May 1, 1988, as amended June 1, 1988, with Petco Enterprises Ltd., a Company controlled by Ernest Sturrock Peters, a principal shareholder and a promoter of the Issuer, pursuant to which Petco Enterprises Ltd. agreed to provide management services at a remuneration of \$2,000 per month which payments commenced on June 1, 1988.

Additionally, to December 31, 1988 the Issuer paid remuneration of \$10,717 to Alan Robert Raven, a principal shareholder, Director and the President of the Issuer, for negotiations and assembly costs relating to the Issuer's mineral property.

No Executive Officer, Director or Employee compensation plans have been established nor are any such plans contemplated pursuant to which cash or non-cash compensation will be paid to Executive Officers, Directors or Employees other than as referred to herein.

Key Employees' Stock Options on a total of 63,000 shares of the Issuer have been granted to Ernest Sturrock Peters and Cherri Gail Peters in the respective amounts of 40,000 shares and 23,000 shares.

Directors' Stock Options on a total 86,000 shares of the Issuer have been granted to Alan Robert Raven, John Reginald Poloni and Allen Daniel Harvey in the respective amounts of 40,000 shares, 23,000 shares and 23,000 shares.

The option exercise price has been established at the price at which the Issuer will be making an offering of its securities under this Prospectus.

It is the intention of the Issuer to set aside for the grant of future Stock Options that number of unissued Treasury shares equal to 10% of the issued and outstanding shares of the Issuer. Subject to regulatory approval, Stock Options will be granted from time to time by the Board of Directors to remunerate Directors, Officers and Employees of the Issuer for agreeing to serve on the Board and acting in the best interest of the Issuer and for services rendered or to be rendered to the Issuer, which options will be granted partially in lieu of cash remuneration.

Principal Holders of Securities

Set forth hereunder are particulars of shareholders of the Issuer as of the date of this Prospectus who own 10% or more of the issued shares of the Issuer:

<u>Name and Address</u>	<u>Designation of Class</u>	<u>Type of Ownership</u>	<u>Number of Securities Owned</u>	<u>Percentage</u>
Alan Robert Raven R.R. #5, Site 5 Compartment 17 Prince George, BC V2N 2J8	Common-free -escrow	D/B	60,001	
		D/B	<u>300,000</u>	
			360,001	29.41%
Allen Daniel Harvey Box 67 Clinton, BC V0K 1K0	Common-free -escrow	D/B	100,000	
		D/B	<u>50,000</u>	
			150,000	12.25%
Ernest Sturrock Peters 6377 Bruce St. West Vancouver, BC V7W 2G5	Common-escrow	D/B	300,000	24.50%
John Reginald Poloni 1512 B 56th St. Delta, BC V4L 2A8	Common-free -escrow	D/B	100,000	
		D/B	<u>50,000</u>	
			150,000	12.25%

D/B = Direct/Beneficial

The percentage of shares of each class of equity shares of the Issuer beneficially owned, directly or indirectly, by all Directors and Senior Officers of the Issuer as a group, as of the date of this Prospectus, are as follows:

<u>Designation of Class</u>	<u>Percentage of Class</u>
Common	58.01%

Promoters

Alan Robert Raven, a Director and Insider of the Issuer, and Ernest Sturrock Peters are the Promoters of the Issuer in accordance with the definition contained in Section 1 of the Securities Act of the Province of British Columbia.

Alan Robert Raven personally purchased 60,001 shares at a price of \$0.25 per share and 300,000 escrowed shares at a price of \$0.01 per share. Additionally, to December 31, 1988 the Issuer paid remuneration of \$10,717 to Alan Robert Raven for negotiations and assembly costs relating to the Issuer's mineral property. Ernest Sturrock Peters personally purchased 300,000 escrowed shares at a price of \$0.01 per share.

Ernest Sturrock Peters became involved with the Issuer at the request of Alan Robert Raven for assistance in founding and organizing the Issuer. Mr. Peters has extensive experience with other natural resource companies, including Silver Eagle Resources Ltd., Carlin Resources Corp., Raleigh Energy Corp. and Tanker Oil & Gas Ltd. In consideration of Mr. Peters becoming involved with the founding and organizing of the Issuer, the Issuer agreed to grant Mr. Peters' company, Petco Enterprises Ltd. the management contract for the day to day management services required by the Issuer.

Refer to "Executive Compensation" on page 13 and "Options to Purchase Securities" on page 17 for details of compensation paid to Alan Robert Raven and Ernest Sturrock Peters.

Interest of Management and Others in Material Transactions

Except as disclosed under the headings "Executive Compensation" on page 13, and "Options to Purchase Securities" on page 17, the Directors, Officers, Insiders and Promoters of the Issuer do not have any interest, direct or indirect, by way of beneficial ownership of shares or otherwise in material transactions except for any interest arising from the ownership of shares of the Issuer where the shareholder will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of shares in the capital of the Issuer.

THE CAPITAL

Issuance of Shares

The authorized capital of the Issuer consists of 20,000,000 common shares without par value, of which 1,224,001 shares have been issued and allotted as fully paid and non-assessable shares. All of the shares of the Issuer, both issued and unissued, 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 the modifications, amendments or variations of such rights or such provisions are contained in the British Columbia Company Act.

Share and Loan Capital Structure

Designation of Security	Amount Authorized	Amount Outstanding as at Dec. 31, 1988	Amount Outstanding as at date of Prospectus	Amount to be Outstanding on Completion of Offering
Common Shares Without Par Value	20,000,000	1,224,001	1,224,001	1,754,001

Notes:

1. The Issuer has granted Director and Key Employee Stock Options to purchase, in the aggregate, 149,000 shares of the Issuer at a price of \$0.50 per share.
2. The Issuer has reserved 132,500 common shares for issuance pursuant to the exercise of the Agent's Warrant.
3. The Issuer has a deficit of \$45,119 as of December 31, 1988.

Prior Sales

<u>Total Number of Securities Sold</u>	<u>Price</u>	<u>Total Cash Received</u>	<u>Commissions Paid</u>
*750,000	\$0.01	\$ 7,500	Nil
<u>474,001</u>	\$0.25	<u>118,500</u>	Nil
<u>1,224,001</u>		<u>\$126,000</u>	

*The 750,000 shares issued for and in consideration of the sum of \$0.01 per share have been issued as "Principals' Shares" subject to escrow restrictions more particularly described under the heading "Escrowed Shares" listed below.

Escrowed Shares

<u>Designation of Class</u>	<u>Number of Shares Held in Escrow</u>	<u>Percentage of Class</u>
Common	750,000	61.27%

As of the Effective Date of this Prospectus, 750,000 shares of the Issuer's capital stock will be held in escrow by Central Guaranty Trust Company, 2nd Floor, 800 West Pender Street, Vancouver, British Columbia, V6C 2V7. These shares were purchased as "Principals' Shares" and may not be traded-in, dealt with in any manner whatsoever or released, nor may the Issuer, its Transfer Agent or any holder of the escrowed shares make any transfer or record any trading of such shares without the consent of the Superintendent or the Exchange. The Escrow Agreement also provides that a portion of the consideration for the issuance of the escrowed shares is to encourage the holders thereof to act in the best interest of the Issuer. If the Issuer becomes successful, due in part to the efforts of the holders of the escrowed shares, the Agreement provides that the holders of the shares will be entitled to maintain ownership of the shares and to have the shares released from escrow in accordance with general policies of the Superintendent or the Exchange. Any shares not released from escrow before the expiration of ten years from the date of the

receipt issued by the Superintendent for this Prospectus will be cancelled. The complete text of the Escrow Agreement will be available for inspection at the Issuer's registered office, Suite 708, 1111 West Hastings Street, Vancouver, British Columbia, V6E 2J3, for a period of 30 days following completion of the Offering.

Options to Purchase Securities

Particulars of options granted to Executive Officers and Directors as of the date of this Prospectus are as follows:

	<u>Designation and No. of Securities under Option</u>	<u>Exercise Price of Option</u>	<u>Expiry Date of Option</u>
Executive Officers as a Group (2)	63,000 common shares	\$0.50	Two years from date of Prospectus receipt.
Directors as a Group (2) (excluding Executive Officers)	46,000 common shares	\$0.50	Two years from date of Prospectus receipt.
Employees as a Group (1) (excluding Executive Officers and Directors)	40,000 common shares	\$0.50	Two years from date of Prospectus receipt.

Dividend Record

The Issuer has not paid a dividend on any of its shares since incorporation. The Issuer has no present intention of paying dividends but the future dividend policy will be determined by the Board of Directors on the basis of earnings, financial requirements and other relevant factors.

GENERAL

Auditor, Transfer Agent and Registrar

The Auditor of the Issuer is Robson & Carr-Hilton, Chartered Accountants, of Suite 1101, 736 Granville Street, Vancouver, British Columbia, V6Z 1G3.

The Issuer's Registrar and Transfer Agent is Central Guaranty Trust Company, 2nd Floor, 800 West Pender Street, Vancouver, British Columbia, V6C 2V7.

Incorporation Within One Year - Preliminary Expenses

As at December 31, 1988 the Issuer has incurred the following preliminary expenses:

Accounting	\$ 3,934
Incorporation	800
Legal	8,481
Listing Fees	5,930
Management	14,000
Office	11,974
Interest in Property	<u>84,410</u>
TOTAL	<u>\$129,529</u>

Reference is made herein to the heading "Use of Proceeds" for a summary of proposed future expenditures which may also be incurred within one year from the date of incorporation.

Material Contracts

There are no material contracts, except as disclosed in this Prospectus. The following contracts, details of which can be found in the referenced sections of this Prospectus, may be inspected at the registered office of the Issuer, Suite 708, 1111 West Hastings Street, Vancouver, British Columbia, during normal business hours while primary distribution of the Shares offered by this Prospectus is in progress and for a period of 30 days thereafter:

- (a) Agency Offering Agreement dated February 16, 1989 entered into between the Issuer and Continental Securities (see "Plan of Distribution" on page 1);
- (b) Escrow Agreement dated August 4, 1988 (see "Escrowed Shares" on page 16);
- (c) Stock Option Agreements dated August 4, 1988 (see "Options to Purchase Securities" on page 17);
- (d) Management Agreement dated May 1, 1988 between the Issuer and Petco Enterprises Ltd. (see "Executive Compensation" on page 13);
- (e) Option Agreement dated May 30, 1988, as amended August 31, 1988, between the Issuer and Noranda Exploration Company, Limited and Goldcap Inc. granting an option on the Tommy Jack Creek Property claims from Noranda and Goldcap to the Issuer (see "Acquisitions" on page 5);
- (f) Option Agreement dated March 4, 1985 between Noranda Exploration Company, Limited and Joyce Warren (see "Acquisitions" on page 5); and

- (g) Option Agreement dated June 17, 1986 between Noranda Exploration Company, Limited and Goldcap Inc. (see "Acquisitions" on page 5).

Other Material Facts

No shares of the Issuer are owned, directly or indirectly, by an underwriter as described in Local Policy Statement 3-30.

There are no other material facts.

PURCHASER'S STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

The Securities Act provides purchasers 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 the time limits within which they must be exercised the purchaser should refer to Sections 66, 114, 118 and 124 of the Securities Act or consult a lawyer.

INTERTECH MINERALS CORP.

FINANCIAL STATEMENTS

JUNE 30, 1988

INTERTECH MINERALS CORP.

AUDITORS' REPORT

To the Directors of
Intertech Minerals Corp.

We have examined the balance sheet of Intertech Minerals Corp. as at June 30, 1988 and the statements of administrative expenditures and deficit and changes in financial position for the initial period, February 10, 1988 to June 30, 1988. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests and other procedures as we considered necessary in the circumstances.

In our opinion, these financial statements present fairly the financial position of the company as at June 30, 1988 and the results of its operations and the changes in its financial position for the initial period February 10, 1988 to June 30, 1988 in accordance with generally accepted accounting principles consistently applied.

VANCOUVER, B. C.
FEBRUARY 16, 1989

Robson & Carr-Hilton
CHARTERED ACCOUNTANTS

INTERTECH MINERALS CORP.

BALANCE SHEET

JUNE 30, 1988

ASSETS

CURRENT

Cash

\$111,329

Subscriptions receivable (Note 6)

1,750

\$113,079

INTEREST IN AND EXPENDITURES ON
RESOURCE PROPERTY (Note 3 and 4)

12,341

\$125,420

LIABILITIES

CURRENT

Accounts payable

\$ 6,241

SHAREHOLDERS' EQUITY

SHARE CAPITAL (Note 5)

Authorized

20,000,000 common shares without par value

Issued

1,169,001 shares

\$124,250

Subscribed (Note 6)

55,000 shares

1,750

126,000

DEFICIT

(6,821)

119,179

\$125,420

APPROVED BY THE DIRECTORS

J.R. Poloni

Director

John R. Poloni

*Allen Harvey By His
Authorized Attorney*

Director

Allen Harvey

INTERTECH MINERALS CORP.

STATEMENT OF ADMINISTRATIVE EXPENDITURES AND DEFICIT

for the INITIAL PERIOD FEBRUARY 10, 1988 to JUNE 30, 1988

ADMINISTRATIVE EXPENDITURES

Audit	\$2,000
Incorporation	800
Management fee	2,000
Office	<u>2,021</u>

ADMINISTRATIVE EXPENDITURES FOR THE PERIOD
AND DEFICIT AT END OF PERIOD

\$6,821

=====

INTERTECH MINERALS CORP.

STATEMENT OF CHANGES IN FINANCIAL POSITION

for the INITIAL PERIOD FEBRUARY 10, 1988 to JUNE 30, 1988

CASH DERIVED FROM (APPLIED TO)

OPERATING ACTIVITIES

Administrative expenditures \$(6,821)

Cash derived from changes in non-cash
working capital balances (below)

4,491
(2,330)

FINANCING ACTIVITIES

Interest in resource property (12,341)

INVESTING ACTIVITIES

Issuance of share capital 126,000

INCREASE in cash during period and cash
at end of period

\$111,329

INCREASE (DECREASE) in non-cash working
capital balances

Subscriptions receivable
Accounts payable

\$(1,750)
6,241

\$ 4,491

INTERTECH MINERALS CORP.

NOTES TO FINANCIAL STATEMENTS

for the INITIAL PERIOD FEBRUARY 10, 1988 to JUNE 30, 1988

1. INCORPORATION

The company was incorporated under the laws of the Province of British Columbia on February 10, 1988 and commenced operations on that date.

2. NATURE OF OPERATIONS

The company was formed to acquire, explore and develop resource properties. The company's interest in its resource property is recorded at cost which does not necessarily, nor is it intended to, reflect the actual value of the interest as value is dependant on future commercial success or from proceeds from disposition.

The company's initial operations have been funded through private investment. Future operations including mineral property expenditure committments are intended to be funded through both public and private share offerings.

3. SIGNIFICANT ACCOUNTING POLICY

Acquisition costs of resource properties, together with future direct exploration and development expenditures thereon, are to be deferred in the accounts until such time as a particular property is in commercial production, or sold. Upon commercial production, accumulated costs to that date, including acquisition costs, are amortized against production revenue from the property using the depletion method. If results from exploration warrant the abandonment of certain mineral leases and claims included in a group and retention of the remainder, all acquisition, exploration and other costs relating to the entire group are deemed to represent such costs relating to the retained mineral leases and claims and consequently no adjustment will be made in the accounts in respect to the mineral leases and claims abandoned, unless the entire claim group is abandoned.

4. INTEREST IN AND EXPENDITURES ON RESOURCE PROPERTY

Tommy Jack Creek Property

By an agreement dated May 30, 1988, the company is the holder of an option to earn up to a 50% interest in an interest detailed below held by two unrelated companies in 139 claims known as the Tommy Jack Creek Property situated in the Omineca Mining Division in the Province of British Columbia as follows:

- i) an option to acquire a 100% interest (subject to a 2% Net Smelter Royalty) on 24 of the 139 claims, subject to the terms of the Warren Agreement.(See below)
- ii) a 100% legal and beneficial interest in the remaining 115 claims.

INTERTECH MINERALS CORP.

NOTES TO FINANCIAL STATEMENTS

for the INITIAL PERIOD FEBRUARY 10, 1988 to JUNE 30, 1988

4. INTEREST IN RESOURCE PROPERTY CONT'D...

Tommy Jack Creek Property Cont'd...

Under the agreement "Intertech", to earn its interest is to incur \$600,000 of expenditures for exploration and development of the property prior to December 31, 1990 as follows:

- a) \$100,000 of expenditures prior to December 31, 1988 earns a 10% undivided interest.(extended to August 1, 1989)
- b) an additional \$200,000 of expenditures on/or before December 31, 1989 earns an additional 15% undivided interest.
- c) an additional \$300,000 of expenditures on/or before December 31, 1990 to earn the remainder of the 50% undivided interest.

The agreement contains provisions of forfeiture as follows.

- i) If the amount referred to in a) above is expended but not the amounts referred to in b) or c) the company forfeits all of its interest including the 10%.
- ii) If the amounts referred to in a) and b) are expended but not the amount referred to in c) the company forfeits the right to earn a 50% undivided interest and instead shall have earn a 25% undivided interest.

During the option period, the company must make the following payments due under the Warren agreement:

- a) \$30,000 on or before January 15, 1989.
- b) \$50,000 on or before January 15, 1990.

The agreement further provides for a joint venture by the three parties to the agreement to be formed after completion of the company's expenditures.

Each party to the Joint Venture will make their proportionate payment under the Warren Agreement based upon their percentage interest earned. The Warren Agreement will require a \$100,000 payment on or before January 15, 1991 and a \$200,000 payment on or before January 15, 1992.

INTERTECH MINERALS CORP.
NOTES TO FINANCIAL STATEMENTS

for the INITIAL PERIOD FEBRUARY 10, 1988 to JUNE 30, 1988

4. INTEREST IN RESOURCE PROPERTY CONT'D...

Deferred Property Expenditures

During the period the company incurred the following costs in relation to its mineral property interest:

Negotiation and assembly cost	\$ 9,000
Engineering report	<u>3,341</u>
	<u>\$12,341</u>

5. SHARE CAPITAL

i) During the initial period the company had the following transactions in respect of its share capital:

Shares Issued:

	<u>Number of Shares</u>	<u>Cash Price per Share</u>	<u>Total</u>
Common escrow *	700,000	.01	\$ 7,000
Common unrestricted	<u>469,001</u>	.25	<u>117,250</u>
	1,169,001		\$124,250
Shares Subscribed (Note 6)			
Common escrow *	50,000	.01	\$ 500
Common unrestricted	<u>5,000</u>	.25	<u>1,250</u>
	55,000		\$ 1,750

*To be held in escrow subject to the direction and determination of the Vancouver Stock Exchange.

ii) Director and Employee Stock Options

On August 4, 1988 the company granted stock options to directors and employees for 86,000 and 63,000 shares respectively. These options are exercisable at \$.50 per share and will expire two years from the date a receipt is issued by the British Columbia Superintendent of Brokers for the company's prospectus.

As at February 16, 1989 none of the options have been exercised.

INTERTECH MINERALS CORP.

NOTES TO FINANCIAL STATEMENTS

for the INITIAL PERIOD FEBRUARY 10, 1988 to JUNE 30, 1988

6. SUBSEQUENT EVENTS

i) Public Offering

The company intends to offer for sale to the public 530,000 common shares at a price of \$0.50 per share to net the treasury approximately \$238,500 after brokerage commissions. The offer is to be made through the facilities of the Vancouver Stock Exchange pursuant to a prospectus to be filed with the British Columbia Securities Commission.

The company has granted an agent's warrant entitling the agent to purchase up to 132,500 common shares at a price of \$.50 per share. The warrant period is for one year following the date of listing of the company's shares for trading on the Vancouver Stock Exchange.

ii) Subscriptions receivable

Subsequent to the period end the subscriptions receivable were fully paid.

iii) Expenditures on Resource Property

a) Subsequent to the year end, the company incurred \$72,069 in exploration and development expenditures.

b) The company has been granted an extension of the \$100,000 expenditure commitment (See Note 4) to August 1, 1989.

c) The \$30,000 payment due under the Warren Agreement (See Note 4) was completed.

7. RELATED PARTY TRANSACTIONS

i) The company paid \$ 9,000 for negotiation and assembly costs relating to the mineral property to one of the company's directors.

ii) Management Agreement

Effective June 1, 1988 Intertech entered into a management agreement with a company controlled by a significant shareholder. The agreement provides for management services at an annual rate of \$24,000, payable in equal monthly installments.

INTERTECH MINERALS CORP.

FINANCIAL STATEMENTS

DECEMBER 31, 1988
(Unaudited)

INTERTECH MINERALS CORP.

REVIEW ENGAGEMENT REPORT

To the Directors of
Intertech Minerals Corp.

We have reviewed the balance sheet of Intertech Minerals Corp. as at December 31, 1988 and the statements of administrative expenditures and deficit and changes in financial position for the six month period then ended. Our review was made in accordance with generally accepted standards for review engagements and accordingly consisted primarily of enquiry, analytical procedures and discussion related to information supplied to us by the company.

A review does not constitute an audit and consequently we do not express an opinion on these financial statements.

Based on our review, nothing has come to our attention that causes us to believe that these financial statements are not, in all material respects, in accordance with generally accepted accounting principles.

VANCOUVER, B. C.
FEBRUARY 16, 1989


CHARTERED ACCOUNTANTS

INTERTECH MINERALS CORP.

BALANCE SHEET

DECEMBER 31, 1988
(Unaudited)

ASSETS

CURRENT
Cash \$ 20,184

INTEREST IN AND EXPENDITURES ON
RESOURCE PROPERTY (Note 3 and 4) 84,410

\$104,594

LIABILITIES

CURRENT
Accounts payable \$ 23,713

SHAREHOLDERS' EQUITY


SHARE CAPITAL (Note 5)
Authorized
20,000,000 common shares without par value

Issued
1,224,001 shares \$126,000

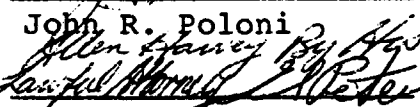
DEFICIT (45,119) 80,881

\$104,594

APPROVED BY THE DIRECTORS



John R. Poloni Director



Allen Harvey Director

INTERTECH MINERALS CORP.

STATEMENT OF ADMINISTRATIVE EXPENDITURES AND DEFICIT

for the 6 MONTH PERIOD ended DECEMBER 31, 1988
(Unaudited)

ADMINISTRATIVE EXPENDITURES	
Accounting	\$ 1,934
Legal	8,481
Listing fees	5,930
Management fee	12,000
Office	<u>9,953</u>
ADMINISTRATIVE EXPENDITURES FOR THE PERIOD	\$38,298
DEFICIT AT BEGINNING OF PERIOD	<u>6,821</u>
DEFICIT AT END OF PERIOD	<u>\$45,119</u>

INTERTECH MINERALS CORP.

STATEMENT OF CHANGES IN FINANCIAL POSITION

for the 6 MONTH PERIOD ended DECEMBER 31, 1988
(Unaudited)

CASH DERIVED FROM (APPLIED TO)

OPERATING ACTIVITIES

Administrative expenditures \$(38,298)

Cash derived from changes in non-cash
working capital balances (below) 19,222
(19,076)

FINANCING ACTIVITIES

Interest in resource property (72,069)

Decrease in cash during period (91,145)

Cash at beginning of period 111,329

Cash at end of period \$ 20,184

INCREASE (DECREASE) in non-cash working
capital balances

Subscriptions receivable \$ 1,750
Accounts payable 17,472

\$ 19,222

INTERTECH MINERALS CORP.

NOTES TO FINANCIAL STATEMENTS

for the 6 MONTH PERIOD ended DECEMBER 31, 1988
(Unaudited)

1. INCORPORATION

The company was incorporated under the laws of the Province of British Columbia on February 10, 1988 and commenced operations on that date.

Audited financial statements for the initial period February 10, 1988 to June 30, 1988 have been prepared but are not included in these financial statements.

2. NATURE OF OPERATIONS

The company was formed to acquire, explore and develop resource properties. The company's interest in its resource property is recorded at cost which does not necessarily, nor is it intended to, reflect the actual value of the interest as value is dependant on future commercial success or from proceeds from disposition.

The company's initial operations have been funded through private investment. Future operations including property expenditure commitments are intended to be funded through both public and private share offerings.

3. SIGNIFICANT ACCOUNTING POLICY

Acquisition costs of resource properties, together with future direct exploration and development expenditures thereon, are to be deferred in the accounts until such time as a particular property is in commercial production, or sold. Upon commercial production, accumulated costs to that date, including acquisition costs, are amortized against production revenue from the property using the depletion method. If results from exploration warrant the abandonment of certain mineral leases and claims included in a group and retention of the remainder, all acquisition, exploration and other costs relating to the entire group are deemed to represent such costs relating to the retained mineral leases and claims and consequently no adjustment will be made in the accounts in respect to the mineral leases and claims abandoned, unless the entire claim group is abandoned.

4. INTEREST IN AND EXPENDITURES ON RESOURCE PROPERTY

Tommy Jack Creek Property

By an agreement dated May 30, 1988, the company is the holder of an option to earn up to a 50% interest in an interest detailed below held by two unrelated companies in 139 claims known as the Tommy Jack Creek Property situated in the Omineca Mining Division in the Province of British Columbia as follows:

INTERTECH MINERALS CORP.

NOTES TO FINANCIAL STATEMENTS

for the 6 MONTH PERIOD ended DECEMBER 31, 1988
(Unaudited)

4. INTEREST IN RESOURCE PROPERTY CONT'D...

Tommy Jack Creek Property Cont'd...

- i) an option to acquire a 100% interest (subject to a 2% Net Smelter Royalty) on 24 of the 139 claims, subject to the terms of the Warren Agreement. (See below)
- ii) a 100% legal and beneficial interest in the remaining 115 claims.

Under the agreement "Intertech", to earn its interest is to incur \$600,000 of expenditures for exploration and development of the property prior to December 31, 1990 as follows:

- a) \$100,000 of expenditures prior to December 31, 1988 earns a 10% undivided interest. (extended to August 1, 1989)
- b) an additional \$200,000 of expenditures on/or before December 31, 1989 earns an additional 15% undivided interest.
- c) an additional \$300,000 of expenditures on/or before December 31, 1990 to earn the remainder of the 50% undivided interest.

The agreement contains provisions of forfeiture as follows.

- i) If the amount referred to in a) above is expended but not the amounts referred to in b) or c) the company forfeits all of its interest including the 10%.
- ii) If the amounts referred to in a) and b) are expended but not the amount referred to in c) the company forfeits the right to earn a 50% undivided interest and instead shall have earned a 25% undivided interest.

During the option period, the company must make the following payments due under the Warren agreement:

- a) \$30,000 on or before January 15, 1989. (completed)
- b) \$50,000 on or before January 15, 1990.

The agreement further provides for a joint venture by the three parties to the agreement to be formed after completion of the company's expenditures.

Each party to the Joint Venture will make their proportionate payment under the Warren Agreement based upon their percentage interest earned. The Warren Agreement will require a \$100,000 payment on or before January 15, 1991 and a \$200,000 payment on or before January 15, 1992.

INTERTECH MINERALS CORP.

NOTES TO FINANCIAL STATEMENTS

for the 6 MONTH PERIOD ended DECEMBER 31, 1988
(Unaudited)

4. INTEREST IN RESOURCE PROPERTY CONT'D...

Deferred Property Expenditures

The company has incurred the following costs in relation to its mineral property interest:

Transportation	\$11,842
Negotiation and assembly cost	11,406
Engineering report	3,341
Land assessment	25,000
Assey	1,188
Consulting	1,633
Warren option payment	30,000
	<u>\$84,410</u>

5. SHARE CAPITAL

Shares Issued:

	Number of Shares	Cash Price per Share	Total
Common escrow *	750,000	.01	\$ 7,500
Common unrestricted	474,001	.25	118,500
	<u>1,224,001</u>		<u>\$126,000</u>

*To be held in escrow subject to the direction and determination of the Vancouver Stock Exchange.

ii) Director and Employee Stock Options

On August 4, 1988 the company granted stock options to directors and employees for 86,000 and 63,000 shares respectively. These options are exercisable at \$.50 per share and will expire two years from the date a receipt is issued by the British Columbia Superintendent of Brokers for the company's prospectus.

As at February 16, 1989 none of the options have been exercised.

INTERTECH MINERALS CORP.

NOTES TO FINANCIAL STATEMENTS

for the 6 MONTH PERIOD ended DECEMBER 31, 1988
(Unaudited)

6. SUBSEQUENT EVENTS

i) Public Offering

The company intends to offer for sale to the public 530,000 common shares at a price of \$0.50 per share to net the treasury approximately \$238,500 after brokerage commissions. The offer is to be made through the facilities of the Vancouver Stock Exchange pursuant to a prospectus to be filed with the British Columbia Securities Commission.

The company has granted an agent's warrant entitling the agent to purchase up to 132,500 common shares at a price of \$.50 per share. The warrant period is for one year following the date of listing of the company's shares for trading on the Vancouver Stock Exchange.

ii) Expenditures on Resource Property

The company has been granted an extension of the \$100,000 expenditure commitment (See Note 4) to August 1, 1989.

7. RELATED PARTY TRANSACTION

i) During the period the company paid \$1,717 for negotiation and assembly costs relating to the mineral property to one of the company's directors.

ii) Management Agreement

Effective June 1, 1988 Intertech has entered into a management agreement with a company controlled by a significant shareholder. The agreement provides for management services at an annual rate of \$24,000, payable in equal monthly installments.



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MINING ENGINEERING**

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TELEPHONE (604) 681-0191
V6C 1E1

SUMMARY REPORT

on the

TOMMY JACK CREEK PROPERTY

Omineca Mining Division - British Columbia

Lat. $56^{\circ} 07' N.$

Long. $127^{\circ} 37' W.$

N.T.S. 94 D/4E

for

INTERTECH MINERALS CORP.

by

Donald G. Allen, P. Eng. (B.C.)

March 31, 1988

Vancouver, B.C.

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SUMMARY

The Tommy Jack Creek property, comprising 139 claim units, is situated 95 kilometres north of Hazelton, B.C. The property lies in the Atna Range of mountains, near the confluence of Tommy Jack Creek with the Sicintine River.

The Tommy Jack Creek property was originally optioned by Noranda from Joyce Warren. They subsequently enlarged the claim holdings, and optioned the claims to Goldcap Inc. who now hold a 50% interest. Intertech Minerals Corp. has an option to earn a 50% interest from Noranda and Goldcap.

The Tommy Jack claims cover widespread gold-silver-lead-zinc-bearing quartz-carbonate veins in shear and stockwork zones in Bowser Group sedimentary rocks and in dacite dikes and sills. The property lies in a belt of stocks and small batholiths which host numerous important base metal and precious metal deposits. The nature of the mineralization and geological setting is compared to that of the Silver Standard Mine, 85 kilometres to the south (past production 203,839 tonnes containing 463,000 grams gold and 236,000,000 grams silver) except that gold grades on the Tommy Jack Creek property are significantly higher.

Work completed to date by Noranda includes 58.6 kilometres of grid preparation. Geochemical sampling, magnetic surveys and 2452 metres of diamond drilling in 35 holes have been conducted in the grid area. Best drill intersections obtained are as follows:

<u>Drill Hole</u>	<u>Width Metres</u>	<u>Gold</u>		<u>Silver</u>	
		<u>ppm</u>	<u>oz/ton</u>	<u>ppm</u>	<u>oz/ton</u>
86-5	6.6	4.3	0.125	83.6	2.43
87-14	0.6	31.05	0.93	129.0	3.76
87-23	1.3	14.69	0.42	36.3	1.06

Widespread mineralized quartz float carrying significant gold and silver values (up to 1.2 and 74.1 ounces per ton, respectively) has been found well beyond the grid area, indicating a large area of interest. A

follow-up exploration program is proposed to locate the source of this mineralization, to fully define the area of interest and to ultimately test the targets generated.

CONCLUSION

The geologic setting and nature of mineralization of the Tommy Jack Creek property is similar to that of the Silver Standard Mine, a former high grade silver-lead-zinc (gold) producer 85 kilometres to the south. Further enhancing the potential of the property are:

- 1) relatively high gold grades (up to 1.2 ounces per ton),
- 2) stockwork-type veining in dacite dikes and sills,
- 3) widespread mineralization, well beyond the drilled area,
- 4) other untested multielement geochemical anomalies in the grid area, and
- 5) presence of a number of linear and circular features which could reflect mineralized structures, but which have not been investigated.

The property is therefore considered to have excellent potential to host both high grade veins of the Silver Standard type and low grade stockworks or quartz vein zones in shears or dacite intrusions.

Geological mapping in the past work has not been stressed, mainly because of the relative lack of outcrop in forest covered areas. Detailed mapping should be conducted to look for and map outcrop in creek bottoms, and in and around the grid area in an attempt to obtain an understanding of the nature of mineralization and its relationship with structures and dacite intrusions.

RECOMMENDATIONS

A two stage exploration program is recommended to evaluate the Tommy Jack Creek property. Stage I will comprise extending the survey grid to cover the entire area of interest, prospecting to locate the source of mineralized float and to investigate the nature of the linear and circular features, geochemical soil sampling, geological mapping, blasting and hand trenching. This work will undoubtedly generate a number of targets which should subsequently be evaluated by a Stage II drilling program.

Estimated costs of Stage I and Stage II are \$160,000 and \$222,000, respectively, for a grand total of \$382,000.

ESTIMATED COST OF RECOMMENDATIONS

STAGE I Grid preparation, prospecting, geological mapping, geochemical surveys, magnetic and VLF surveys and trenching.

Salaries

Geologist	60 days @ \$250/day	\$ 15,000
Prospector	60 days @ \$200/day	12,000
Sampling - line cutting - geophysical crew	240 man-days @ \$180/day	43,200
Room and Board	360 man-days @ \$40/day	14,400
Helicopter Support	30 hours @ \$550/hr	16,500
Travel, Vehicle rental, Freight		5,000
Magnetometer, VLF-EM rental		3,000
Geochemical Analysis (Au ICP) assay		15,000
Camp supplies, equipment		5,000
Reporting and engineering		10,000
Expediting Services		2,000
Claim Recording Fees		4,000
	Subtotal	\$145,100
	Contingencies	<u>14,900</u>
	TOTAL STAGE I	\$160,000

STAGE II Diamond Drilling

Drilling	1500 metres @ \$100/m (all incl.)	\$150,000
Helicopter	40 hours @ \$550/hr.	22,000
Assay		10,000
Supervision, Engineering, Report, Consulting		<u>20,000</u>
	Subtotal	\$202,000
	Contingencies	<u>20,000</u>
	TOTAL STAGE II	\$222,000
	 GRAND TOTAL	 \$382,000

INTRODUCTION

Intertech Minerals Corp. hold an option to earn a 50% interest in the Tommy Jack Creek property which comprises 139 claim units in the Sicintine River area of north-central British Columbia.

The claims cover widespread gold-silver-lead-zinc mineralization in quartz veins, in shear zones and in and around dacite dikes and sills in Bowser Group sedimentary rocks. The Tommy Jack Creek prospect is one of a number of important mineral prospects of various types which are associated with the Bulkley Intrusions. Some of the more important mines and prospects associated with these intrusions include Mount Thomlinson (41 million tonnes 0.18% MoS_2), Glacier Gulch (30 million tonnes grading 0.26% MoS_2 and 0.06% WO_3) Silver Standard Mine (past production 204,000 tonnes containing 463,000 grams gold and 235,954,000 grams silver) and the Rocher Deboule Mine (past production 123,000 tonnes containing 157,000 grams gold and 2,657,000 grams silver).

The property was formerly held by Canex Aerial Exploration who, in 1964, investigated a massive galena vein which presumably outcrops somewhere on the south side of Tommy Jack Creek. The property was optioned in 1984 by Noranda Exploration who subsequently expanded the claim holdings as the area of interest became larger. During the period 1984 to the present, the following work, under the direction of Noranda Exploration, has been conducted:

- 1) 58.6 kilometres of grid preparation;
- 2) Geochemical sampling: 1,241 soil, 115 rock and 92 silt samples;
- 3) Magnetic surveys: 55.5 line kilometres;
- 4) VLF-electromagnetic surveys: 4.0 line kilometres;
- 5) Diamond drilling: 35 holes totalling 2452.5 metres;

Also active in the immediate area in 1986 was Placer Development who staked a large block of claims to the south, presumably as a result of regional reconnaissance in the area.

The purpose of this report is to summarize the results of work to date and to outline a follow-up exploration program. This report is

based mainly on data and reports supplied by Noranda Exploration, especially on reports by and conversations with D. Myers, project geologist for Noranda. A field examination by the writer was not made because the data collected by Noranda staff is considered to have a high degree of reliability. Also of consideration are that snow conditions at this time of year and lack of outcrop preclude obtaining any new information which is likely to change the conclusions arrived at in this study.

LOCATION, ACCESS, PHYSIOGRAPHY

The Tommy Jack Creek property is situated 95 kilometres north of Hazelton (Figure 1). It lies immediately to the south of the confluence of Tommy Jack Creek with the Sicintine River, which in turn flows into the Skeena River (Figure 2).

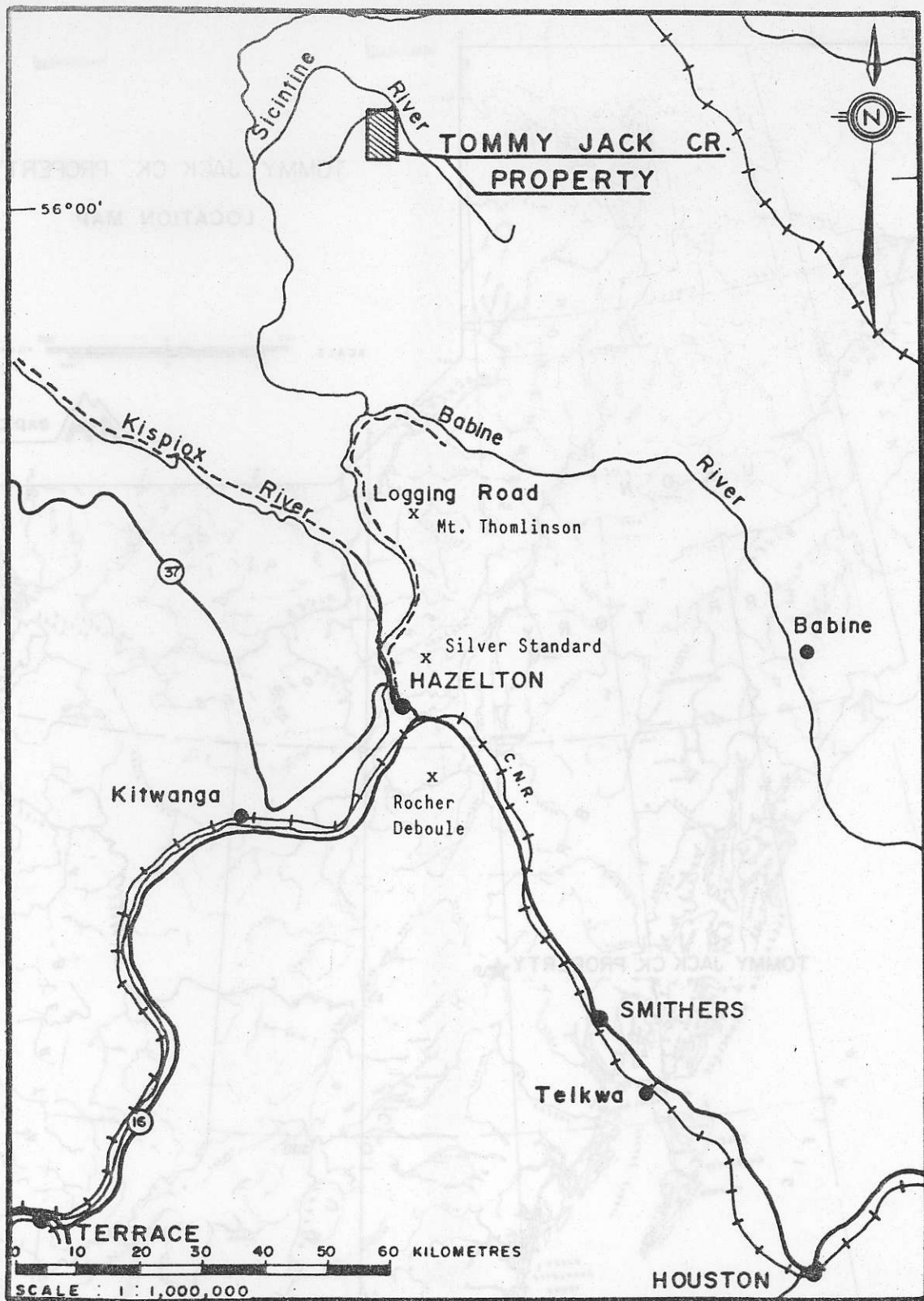
Access at present is by helicopter, about an hour's flight from Smithers. Road access to within 45 kilometres is provided by logging roads up the east side of the Skeena River.

The property is in the Atna range of the Skeena Mountains. Slopes are moderately steep with elevations ranging from 800 to 1760 metres. A heavy virgin forest growth of balsam fir, hemlock and spruce covers most of the claim area up to 1500 metres elevation above which heather, scrub fir, grass-covered areas and talus predominate.

TOMMY JACK CK. PROPERTY
LOCATION MAP



FIGURE - I



N.T.S. 94 D

INTERTECH MINERALS CORP.

ACCESS MAP

TOMMY JACK CREEK PROPERTY

Liard Mining Division - British Columbia

x Mineral deposits mentioned in text.

Figure 2

CLAIM DATA

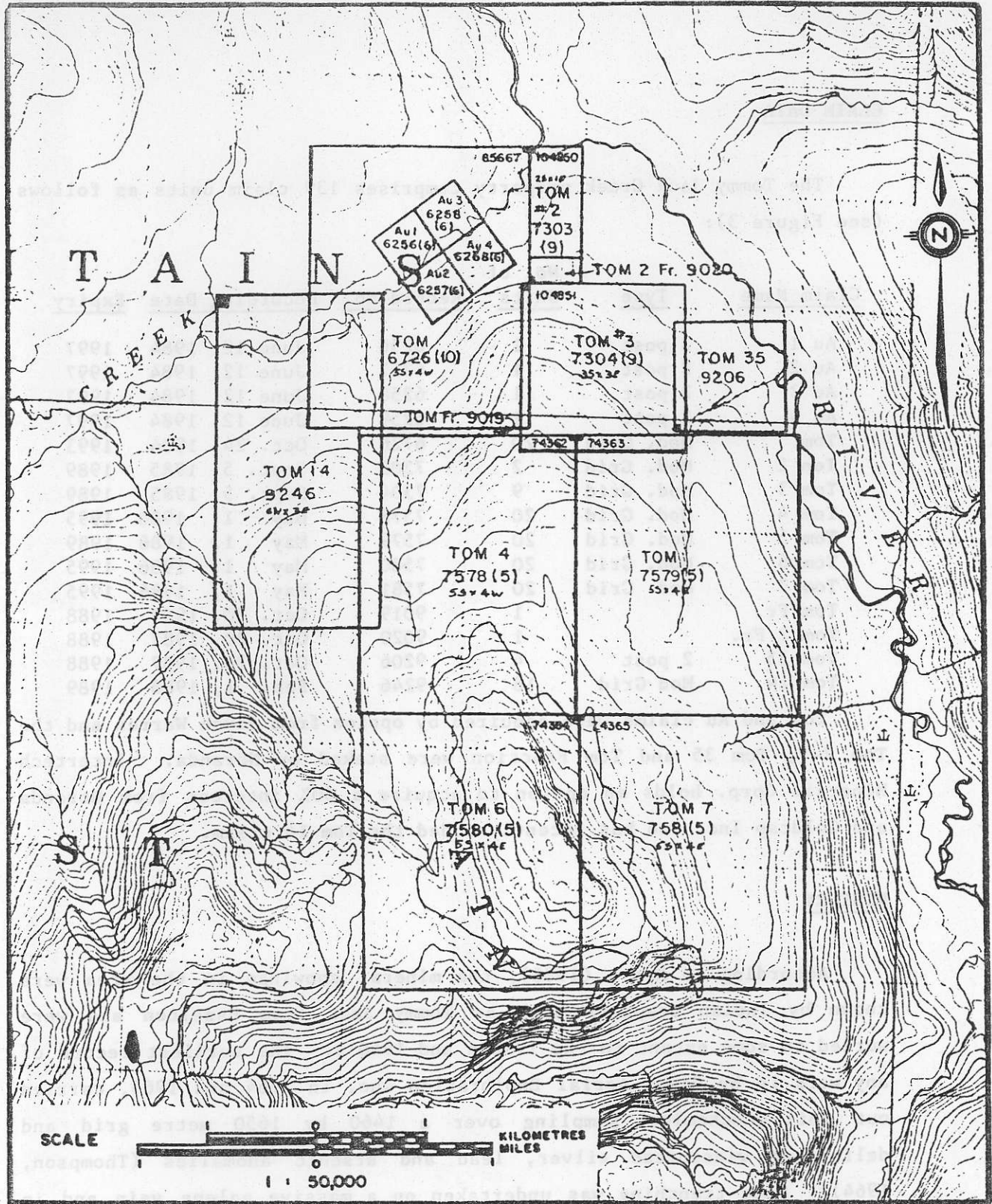
The Tommy Jack Creek property comprises 139 claim units as follows (see Figure 3):

<u>Claim Name</u>	<u>Type</u>	<u>No. of Units</u>	<u>Record No.</u>	<u>Recording Date</u>	<u>Expiry</u>
Au 1	2 post	1	6256	June 12, 1984	1997
Au 2	2 post	1	6257	June 12, 1984	1997
Au 3	2 post	1	6258	June 12, 1984	1997
Au 4	2 post	1	6259	June 12, 1984	1997
Tom	Mod. Grid	20	6726	Oct. 24, 1984	1993
Tom 2	Mod. Grid	2	7303	Sept. 5, 1985	1989
Tom 3	Mod. Grid	9	7304	Sept. 5, 1985	1989
Tom 4	Mod. Grid	20	7578	May 1, 1986	1995
Tom 5	Mod. Grid	20	7579	May 1, 1986	1989
Tom 6	Mod. Grid	20	7580	May 1, 1986	1995
Tom 7	Mod. Grid	20	7581	May 1, 1986	1995
Tom Fr.		1	9019	Oct. 20, 1987	1988
Tom 2 Fr.		1	9020	Oct. 20, 1987	1988
Tom 35	2 post	4	9206	Oct. 20, 1987	1988
Tom 14	Mod Grid	18	9246	Feb. 1, 1988	1989

Tom and Au claims were acquired by option from Joyce Warren and the Tom 2-7, Tom 35 and Tom Fraction were staked by Noranda. Intertech Minerals Corp. holds an option to acquire a 50% interest from Noranda and Goldcap Inc. and has recently added the Tom 14 claim.

HISTORY

According to Myers (1988), the mineral showings in the area were known by Indian trappers such as Tommy Jack from Hazelton and were worked to some extent in the 1930's and 1940's. The earliest record of any work is by Canex Aerial Exploration who, in 1964 and 1965, carried out soil geochemical sampling over a 1460 by 1650 metre grid and delineated widespread silver, lead and arsenic anomalies (Thompson, 1964). Some trenching was undertaken on a massive galena vein and in 1968, three short holes were drilled near the old camp on Tommy Jack Creek. Results of the trenching and drilling are not available.



N.T.S. 94 D/4E

INTERTECH MINERALS CORP.

CLAIM MAP

TOMMY JACK CREEK PROPERTY

Omineca Mining Division - British Columbia

Donald G. Allen
A.M. exploration Ltd.

Figure 3

The property was acquired in 1984 by Noranda who initiated surface exploration in 1985. Goldcap Inc. funded the exploration work in 1986 and 1987, and currently hold a 50% interest with Noranda. Intertech acquired an option in late 1987.

GEOLOGY

Regional Geology

The Tommy Jack Creek property is in the Intermontane Belt, one of the major subdivisions of the Cordillera. The belt consists predominantly of Mesozoic volcanic and sedimentary rocks and is bounded on the east by metamorphic rocks of the Omineca Belt and on the west by granitic and metamorphic rocks of the Coast Crystalline Belt.

The rocks underlying the claim area are part of a thick assemblage of marine and non-marine sediments composed of shale, siltstone, sandstone and conglomerate (Figure 4). The assemblage, referred to as the Bowser Lake Group, was deposited in a broad basin (Bowser Basin) at least 200 kilometres wide and 300 kilometres long. The basin is interpreted by Eisbacher (1977) to be a marginal basin (developed along the continental margin), open to the west and filled with sediments derived from a tectonically thickened welt from the east and from older terranes and volcanic chains in the west. Subsequent sea floor spreading and subduction resulted in 1) the welding of older volcanic-plutonic terranes onto the outer continental crust and 2) uplift and deformation of rocks of the Bowser Basin.

Intrusive into the Bowser Group sedimentary rocks are a series of stocks and small batholiths of porphyritic granodiorite and quartz monzonite termed the Bulkley Intrusions. They lie in a belt 80 kilometres wide and 300 kilometres long, and they include a cluster of intrusions in the Atna and Sicintine Ranges in the north and extend southward to include the Quanchus Intrusions in the Whitesail Lake area. The Tommy Jack Creek property is near the northern limit of this belt. The Bulkley Intrusions have a number of common characteristics including:

- 1) Cretaceous age (70 to 84 million years),

GENERAL GEOLOGY
of the
SMITHERS, HAZELTON
and
MCCONNELL CREEK MAP-AREAS

LEGEND

Tertiary (Paleocene to Miocene)

++++ Ootsa Lake and Endako Groups

Lower Cretaceous (Hauterivian) to Eocene

•••• Skeena and Sustut Groups

Middle to Upper Jurassic (Bathonian to Oxfordian)

▨ Bowser Lake Group

Lower to Middle Jurassic (Sinemurian to Callovian)

▽▽▽ Hazelton Group

Upper Triassic to Lower Jurassic

▨ Intrusive Rocks

Upper Triassic

▨ Takla Group

Upper Paleozoic

▨ Asitka Group

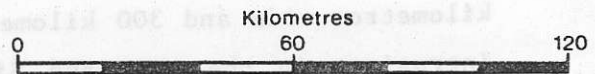
▨ Cache Creek Group

▨ Lay Range Assemblage

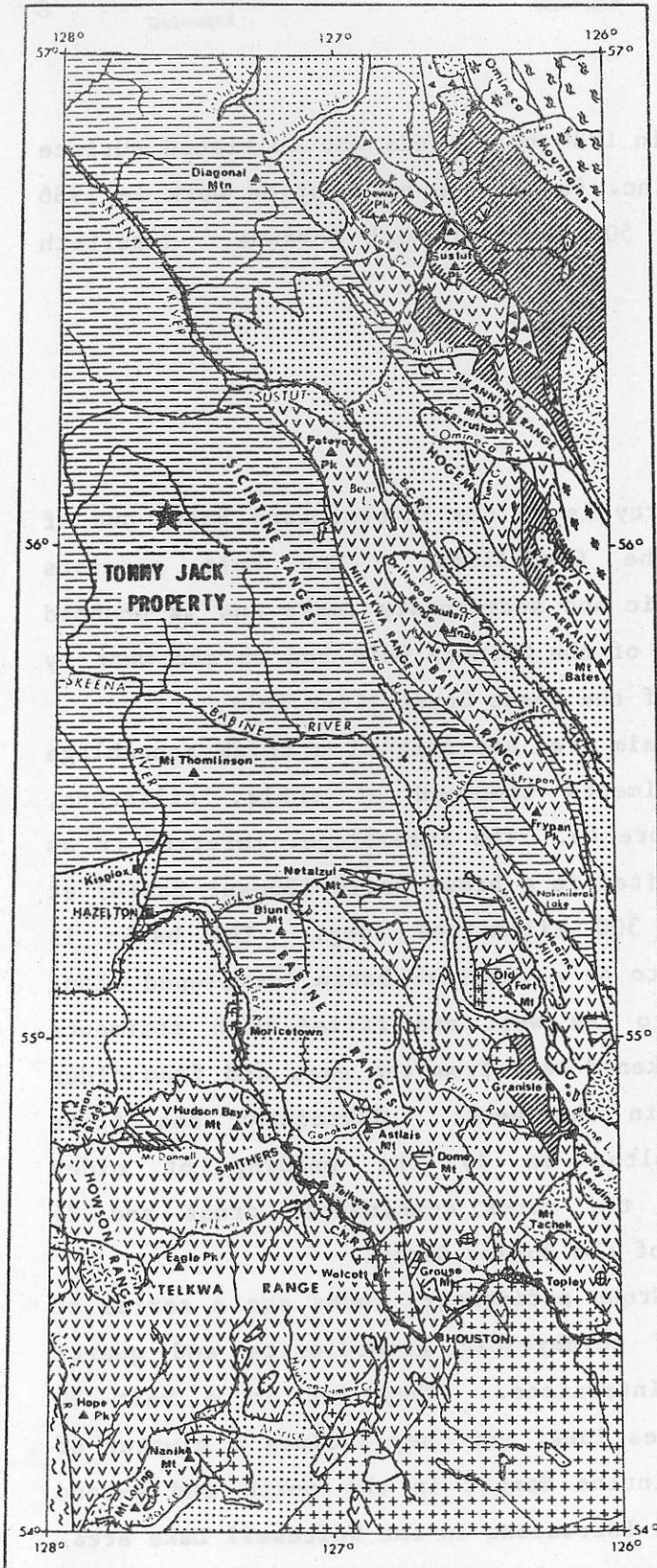
Crystalline Terranes

▨ Omineca Crystalline Belt

▨ Coast Plutonic Complex



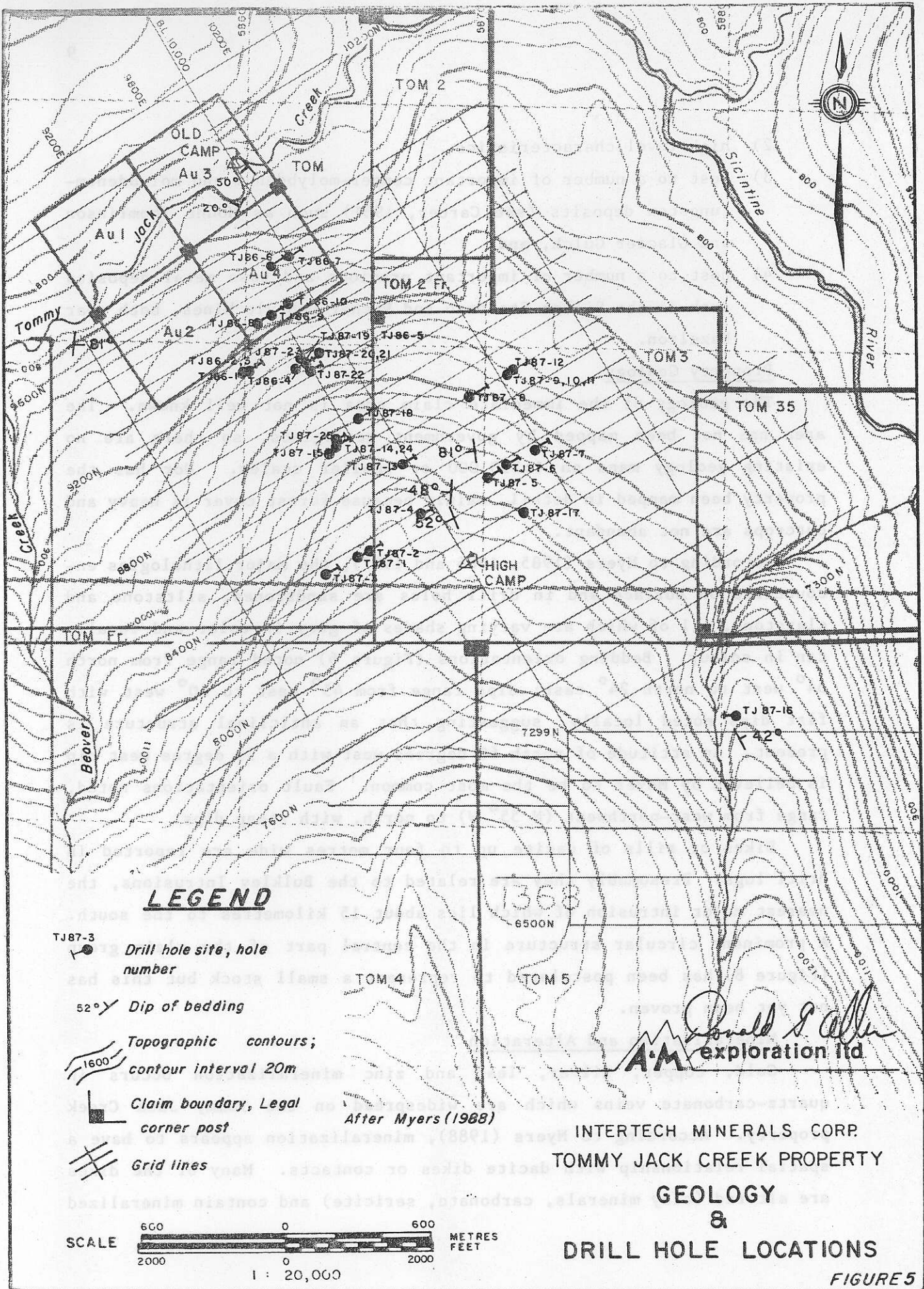
G.S.C.








After Tipper and Richards (1974)

REGIONAL GEOLOGY

Figure 4



LEGEND

-  TJ87-3 Drill hole site, hole number
-  52° Dip of bedding
-  Topographic contours; contour interval 20m
-  Claim boundary, Legal corner post
-  Grid lines

After Myers (1988)



INTERTECH MINERALS CORP.
 TOMMY JACK CREEK PROPERTY
 GEOLOGY
 &
 DRILL HOLE LOCATIONS

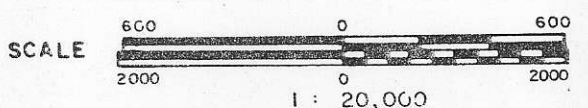


FIGURE 5

- 2) high level characteristics,
- 3) host to a number of important copper-molybdenum and molybdenum-tungsten deposits (see Carter, 1981) such as Mount Thomlinson and Glacier Gulch, and
- 4) host to a number of important precious and base metal deposits such as the Silver Standard and Rocher Deboule Mines, both near Hazelton.

Property Geology

The geology of the immediate claim area is not well known. The area has not been mapped by government geologists, so there are no existing geology maps on 1:250,000 or smaller scales. Nor has the property been mapped in detail, mainly because forest cover is heavy and outcrops are not abundant.

According to Myers (1985, 1986 and 1987), the major lithologies encountered on surface and in drill holes are sandstones, siltstone and claystone, all of which are varying shades of grey in color and locally tan in colour. Bedding orientations (Figure 6) noted range from north 54° west to north 24° east; dips range from 45° east to 60° west with flat dips noted locally, suggesting that an anticlinal structure is present. An attitude of north 60 degrees west with a 30 degree west dip is believed by Meyer to be the most common. Fault orientations noted, range from west-northwest (N 55° W) to north, with steep dips.

Dikes or sills of dacite up to four metres wide are reported in drill logs. Presumably they are related to the Bulkley Intrusions, the nearest major intrusion of which lies about 15 kilometres to the south. A prominent circular structure in the central part of the claim group (Figure 8) has been postulated to represent a small stock but this has not yet been proven.

Mineralization and Alteration

Gold, copper, silver, lead and zinc mineralization occurs in quartz-carbonate veins which are widespread on the Tommy Jack Craek property. According to Myers (1988), mineralization appears to have a spatial relationship with dacite dikes or contacts. Many of the dikes are altered (clay minerals, carbonate, sericite) and contain mineralized

veinlets. Elsewhere, vein mineralization appears to be related to faults which have a variety of orientations. Veins range in width up to 2.4 metres but most are much less than one metre wide. Locally they form up to 10% of the rock over narrow intervals and contain up to 15% sulphides, in the form of pyrite, galena, arsenopyrite, sphalerite, pyrrhotite, chalcopyrite and traces of tetrahedrite and pyrargyrite.

Carbonate minerals in the veins include calcite, dolomite and ankerite. Myers (personal communication) has postulated that a broad alteration zone comprised of pervasive iron-bearing carbonate exists in the area. This conclusion is based on the observation that iron staining is widespread in the sedimentary rocks throughout the claim area rocks and that a weak iron stain develops on drill core upon exposure to weather.

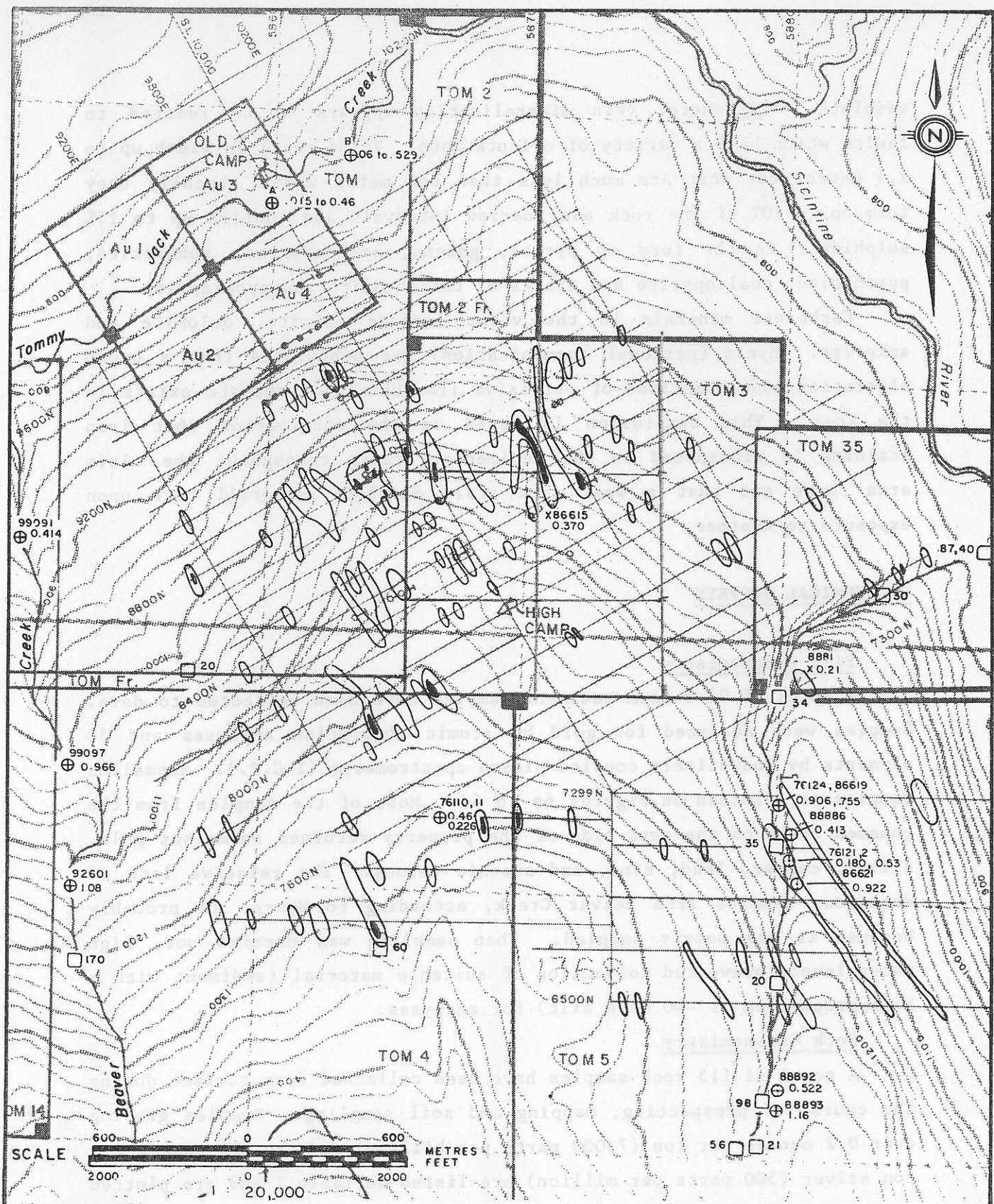
GEOCHEMICAL SURVEYS

Silt Geochemistry

A total of 92 stream sediment samples have been collected to date. Samples were analyzed for gold by atomic absorption analyses and 30 elements by inductively coupled plasma spectrometry (I.C.P.). Anomalous samples are plotted on Figures 6a to 6d. Most of the samples from the unnamed creek on the east side of the property returned anomalous gold, silver, copper, lead, zinc, and arsenic values. The relative lack of anomalous samples from Beaver Creek, according to Myers, is probably because it was poorly sampled. When sampling was carried out, high water levels prevented collection of suitable material (sediment with a high proportion of -40 mesh silt) for analyses.

Rock Geochemistry

A total of 115 rock samples have been collected from surface during the course of prospecting, mapping and soil sampling. Samples grading over 0.2 ounces per ton (7,000 parts per billion) gold or 15 ounces per ton silver (500 parts per million) are listed on Table I and are plotted on Figures 6a, 6c and 7.



After Myers 1988

LEGEND

- Boundary of soil geochemical anomaly
- $Au > 30 \text{ and } 300 \text{ ppb}$
- Anomalous silt sample (Au in ppb)
- Anomalous rock sample (Au in oz/ton)

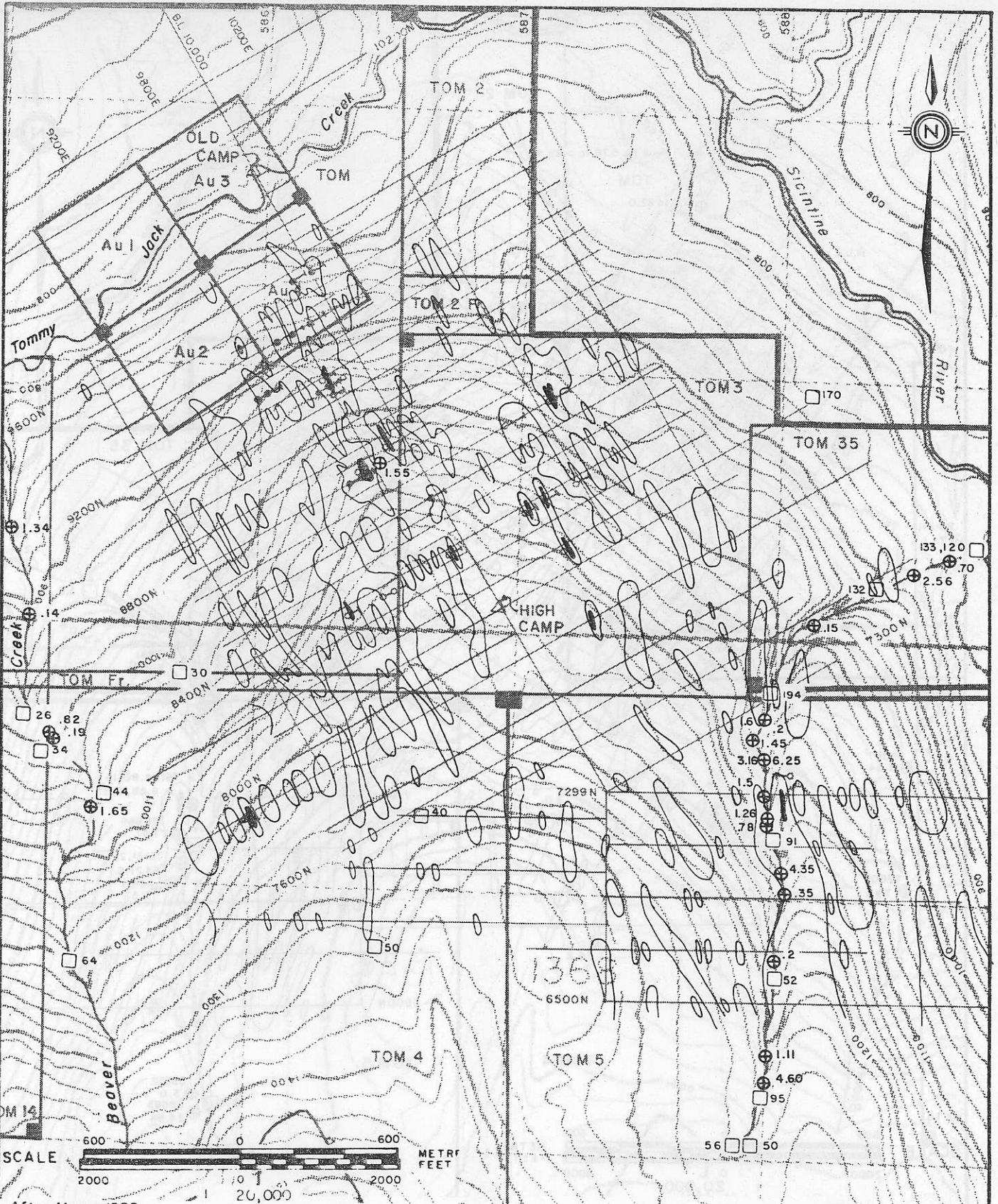
INTERTECH MINERALS CORP.
TOMMY JACK CREEK PROPERTY

GEOCHEMICAL MAP

GOLD

Donald G. ...
exploration ltd.




FIGURE 6d



After Myers 1988

INTERTECH MINERALS CORP.
TOMMY JACK CREEK PROPERTY

LEGEND

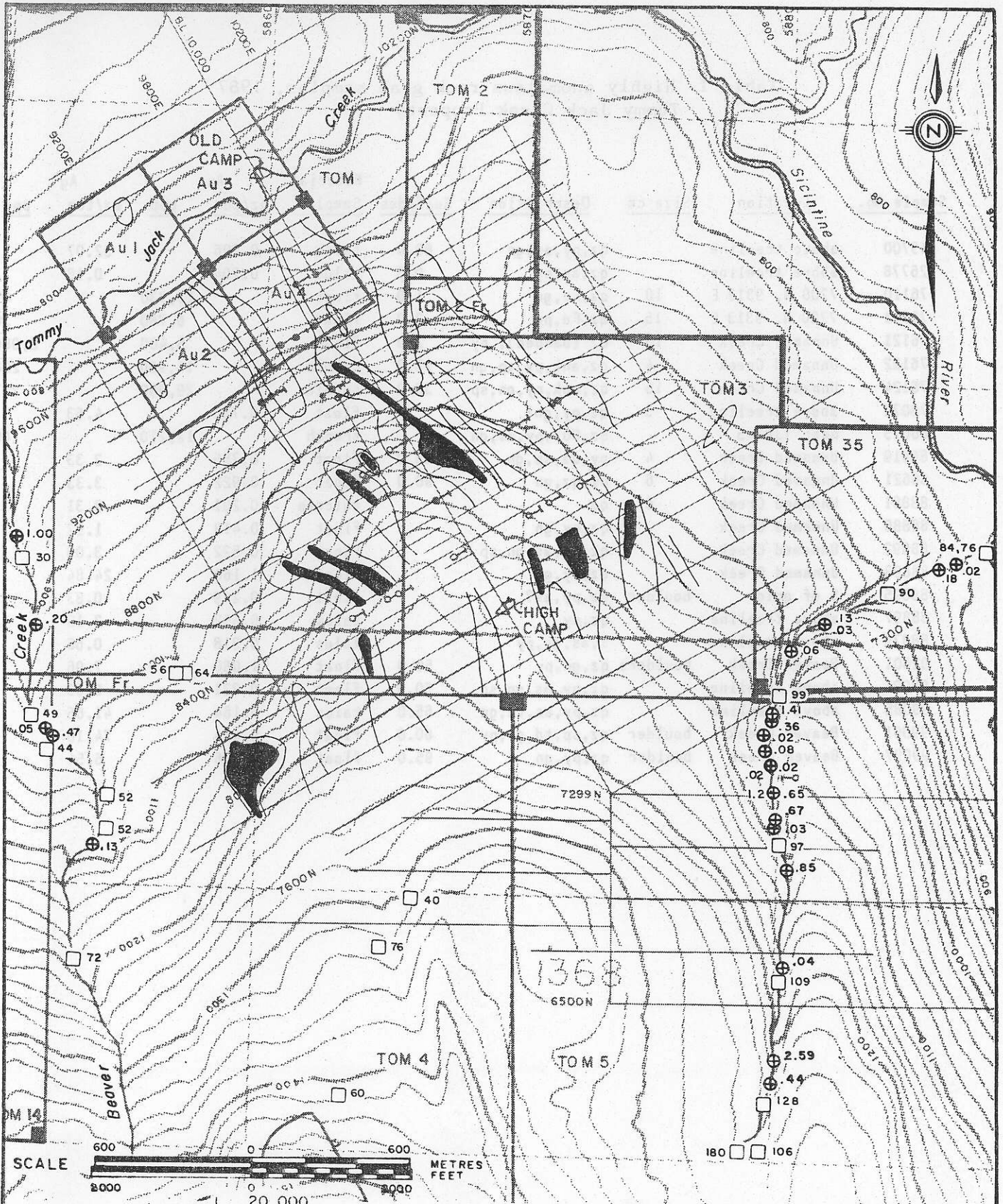
-  Boundary of soil geochemical anomaly
Pb > 50 and 500 ppm.
-  Anomalous silt sample (Pb in ppm.)
-  Anomalous rock sample (Pb in %)

GEOCHEMICAL MAP

LEAD




Donald S. Allen
A.M. exploration Ltd.

FIGURE 6b



After Thompson (1964)

LEGEND

-  Boundary of soil geochemical anomaly
- As >80 and 200 ppm*
-  Anomalous silt sample (As in ppm)
-  Anomalous rock sample (As in %)

INTERTECH MINERALS CORP.
 TOMMY JACK CREEK PROPERTY
GEOCHEMICAL MAP
Donald G. ...
 ARSENIC
 exploration Ltd.

FIGURE 6d

Table I Highly anomalous rock grab samples, 1987
Tommy Jack Creek Property

<u>Sample No.</u>	<u>Location</u>	<u>Size cm</u>	<u>Description</u>	<u>Sulfides</u>	<u>Material Sampled</u>	<u>Au oz/ton</u>	<u>ppb</u>	<u>Ag oz/ton</u>	<u>ppm</u>
19700	above treeline		qz,py,as,gn	60.0	talus	0.206		32.07	
26778	above treeline		qz,as,py	0.5	talus	0.204		0.18	
76110	7200 N, 9313 E	10	qz,Fe,gn	1.0	float		13,730		47
76111	7200 N, 9313 E	15	qz,Fe,py	2.0	float		6,780		30
76121	Unnamed Creek	13	qz (banded), py	2.0	float		5,400		2,086
76122	Unnamed Creek	4	qz,ank,py,sp,gn	13.0	cobble		14,950		208
76124	Unnamed Creek	15	qz,ank,py,gn,sp	33.0	cobble		29,900		227
78072	above treeline	5	qz,py,gn?		float	0.730		4.63	
86615	near TJ87-5		qz,C03,py,as,gn		trench		12,210		40
86619	Unnamed Creek	4	py,qz,sp,gn	85.0	float	0.755		2.33	
86621	Unnamed Creek	6	py,qz,gn	90.0	float	0.922		3.33	
88881	Unnamed Creek	6	qz		outcrop	0.201		2.31	
88886	Unnamed Creek		qz,py,gn		float	0.413		1.97	
88892	Unnamed Creek		qz,py,as,gn,sp		float	0.522		3.00	
88893	Unnamed Creek		qz,py,gn		float	1.160		24.84	
88895	S of grid	boulder	qz,py,as?		float	0.249		0.83	
88897	above treeline		qz,py		talus	0.552		2.19	
88979	above treeline		?,as,gn,py		talus	0.218		0.66	
92601	Beaver Creek	boulders	qz,gn,py	50.0	float	1.080		7.96	
99081	above treeline		qz,py,as,gn,sp	50.0	float	0.221		0.83	
99085	above treeline		qz,py,as,td,gn	65.0	talus	0.164		41.65	
99091	Beaver Creek	boulder	qz,sp,td,gn,py	60.0	float	0.414		74.10	
99097	Beaver Creek	boulder	qz,py,gn	95.0	float	0.966		6.54	

Many of the anomalous samples comprise float material (loose pieces of rock or vein material that have been separated from the parent strata or vein by weathering agencies) obtained well beyond the main grid area. Among the many anomalous samples worthy of follow-up, in particular, are cobbles and boulders up to 15 centimetres in diameter of mineralized quartz vein material which are common in the unnamed creek on the eastern part of the claim group. Grades returned from this vein material range up to 1.16 ounces per ton gold and 24.84 ounces per ton silver.

Also reported are boulders of well mineralized vein quartz float in Beaver Creek. Two possible sources according to Myers are at 956 metres and 1630 to 2330 metres up Beaver Creek from its confluence with Tommy Jack Creek. A prominent arsenic soil geochemical anomaly on the west side of the creek also defines a possible source area.

Soil Geochemistry

To date, a total of 1,241 soil samples have been collected in the grid area. Samples were generally collected at 20 metre intervals on lines spaced 200 metres apart. Gold, lead and silver determinations were made by standard atomic absorption analyses. A summary of results are presented on Figure 6a to 6c. Also presented is a plot of arsenic anomalies (Figure 6d). Data is based on arsenic determinations on soils made by Canex Aerial in 1964. It is presented on Figure 6d for comparison purposes only because exact locations of the anomalous areas relative to the Noranda grid are uncertain. The data indicate that arsenic will be a useful pathfinder element for precious metals.

Inspection of the summary maps indicates very widespread multielement anomalies throughout the grid area. In addition many individual anomalies or anomalous areas are considered to be strongly anomalous. The following range of values have been selected as being significant:

	Gold (ppb)	Silver (ppm)	Lead (ppm)	Arsenic (ppm)
Threshold	30	2.0	20	20
Anomalous	100	5.0	50	80
Strongly anomalous	300	10.0	100	200

GEOPHYSICAL SURVEYS

Magnetic Surveys

Results of a total field magnetic survey are summarized in Figure

7. The significant features of the surveys as summarized by Myers are:

- 1) the widespread low magnetic relief, as would be expected for an area underlain mainly by clastic rocks;
- 2) a limited number of magnetic high and low spikes;
- 3) three prominent linear magnetic trends of 130 to 160 degrees azimuth which might reflect underlying dacite dikes, although the magnetic linears are not associated with all known dikes; and
- 4) magnetic highs fringing the grid area, the cause of which have not yet been determined.

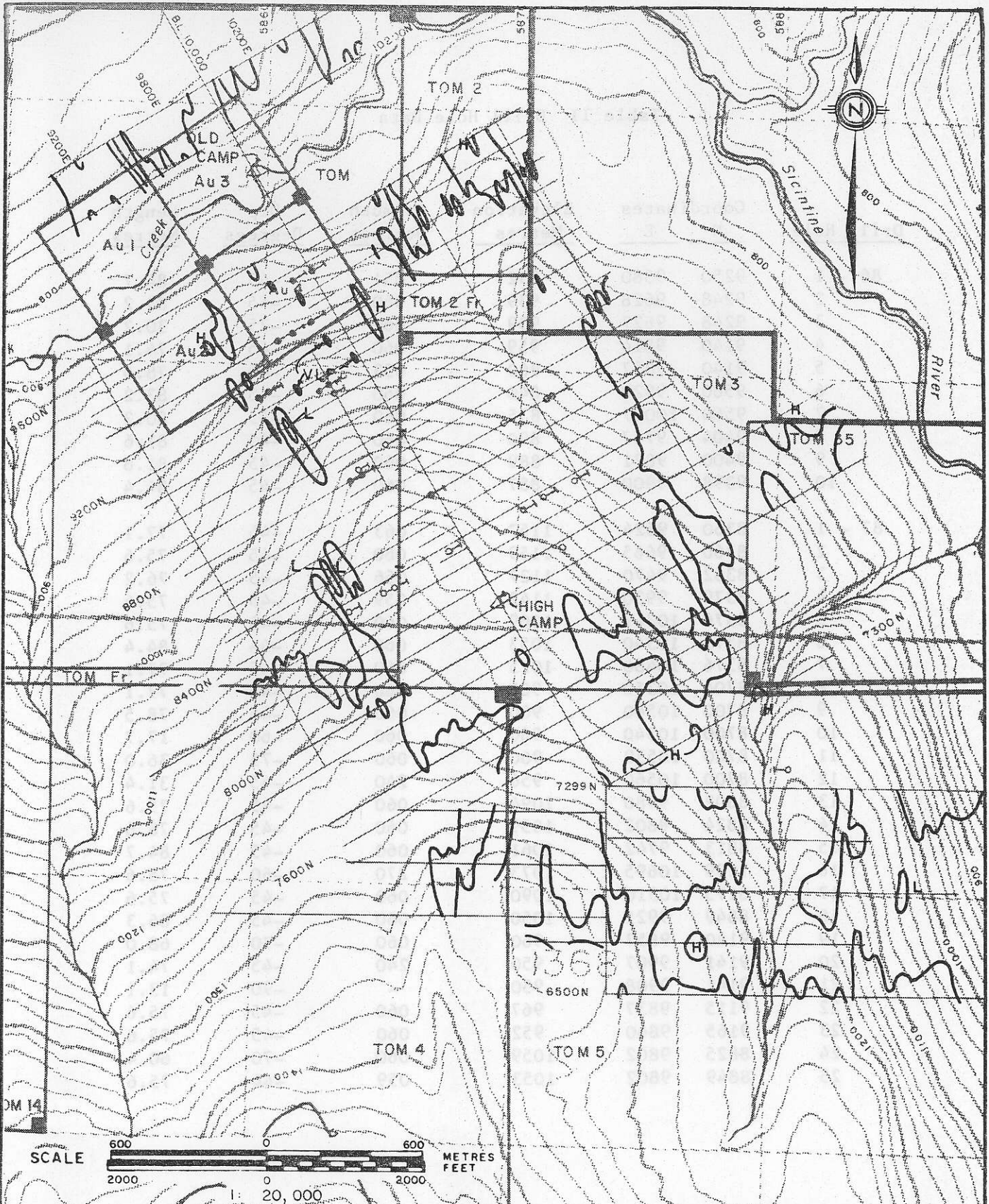
VLF-Electromagnetic Surveys

A limited amount of VLF-electromagnetic surveys were conducted on lines 8800 north to 9300 north, not enough to determine whether it will be a useful exploration tool. Three weak VLF-electromagnetic responses were obtained on lines 9200 and 9300 north.

DRILLING RESULTS

A total of 2452 metres of diamond drilling in 35 holes has been carried out on the Tommy Jack Creek property. Drill sites are plotted on Figure 6 and drill statistics presented in Table II. Drilling was directed towards testing some of the more significant soil geochemical anomalies in the grid area. Low grade but significant gold-silver mineralization was encountered in many of the holes (see Table III). Some of the better intercepts are:

<u>Drill Hole</u>	<u>Width Metres</u>	<u>Au</u>		<u>Ag</u>	
		<u>ppm</u>	<u>oz/ton</u>	<u>ppm</u>	<u>oz/ton</u>
86- 5	6.6	4.3	0.125	83.6	2.43
87-14	0.6	31.85	0.93	129.0	3.76
87-23	1.3	14.69	0.41	36.3	1.06



LEGEND

- L Magnetic Low
- H Magnetic High
- Isomagnetic contours, 25 gamma intervals
- VLF Electromagnetic anomalies
- Grid lines
- Claim boundary, Legal corner post

After Myers (1988)

INTERTECH MINERALS CORP.
 TOMMY JACK CREEK PROPERTY
GEOPHYSICAL SUMMARY

Donald Palmer
 exploration ltd.

MAP

FIGURE 7

Table II Drill Hole Data

Drill Hole	Coordinates		Elevation Metres	Azimuth Degrees	Dip Degrees	Length Metres
	N	E				
86 - 1	9250	9580	932	051	-45	84.7
2	9248	9628	939	060	-45	83.2
3	9248	9627	939	060	-75	30.2
4	9140	9814	959	060	-45	74.1
5	9140	9857	960	053	-46	78.6
6	9560	9920	840	060	-45	83.2
7	9560	10007	835	060	-45	80.2
8	9404	9757	890	060	-45	81.6
9	9400	9821	889	060	-45	81.6
10	9398	9900	887	060	-45	84.4
87 - 1	8360	9624	1157	063	-45	77.1
2	8360	9665	1159	060	-45	75.6
3	8362	9470	1127	056	-45	76.2
4	8379	9930	1142	059	-45	75.6
5	8376	10249	1069	060	-45	75.6
6	8371	10340	1053	060	-44	84.4
7	8376	10480	1015	060	-45	77.1
8	8704	10350	988	060	-44	77.1
9	8700	10540	960	060	-45	78.5
10	8700	10540	960	060	-60	17.7
11	8700	10539	960	060	-75	36.0
12	8700	10560	956	240	-45	31.4
13	8602	9980	1094	060	-45	75.6
14	8824	9802	1059	060	-45	78.6
15	8813	9742	1061	060	-45	84.7
16	7299	10695	1073	270	-60	75.6
17	8175	10310	1090	060	-45	75.6
18	8849	9921	1050	060	-45	86.3
19	9140	9857	960	060	-70	68.0
20	9141	9907	950	240	-45	74.1
21	9141	9908	950	-	-90	13.1
22	9115	9837	967	060	-45	75.6
23	9165	9840	952	060	-45	75.6
24	8825	9802	1059	060	-70	60.4
25	8849	9802	1053	059	-44	75.6

Table III Significant DDH intersections, 1986-1987
Tommy Jack Creek Property

<u>Hole</u>	<u>Interval, m</u>	<u>Width, m</u>	<u>gmt Au</u>	<u>gmt Ag</u>	<u>Rank*</u>
TJ86- 1	61.6-62.75	1.15	2.57	12.7	
	78.0-79.0	1.0	3.63	23.0	
TJ86- 2	42.2-45.5	3.3	2.01	35.3	9
	46.7-47.15	.45	9.60	121.0	
	54.6-55.6	1.0	2.09	2.7	
TJ86- 4	24.1-24.9	0.8	8.90	151.0	8
	67.2-68.1	0.9	4.12	7.6	
TJ86- 5	9.8-11.8	2.0	1.95	29.6	
	21.6-28.2	6.6	4.30	83.6	1
TJ87- 1	12.9-13.9	1.0	1.89	164.0	
	16.8-21.6	4.8	1.57	23.6	7
TJ87- 8	50.1-51.0	0.9	5.04	37.0	
TJ87-10	8.1-11.6	3.5	1.00	27.0	
TJ87-11	4.0- 6.5	2.5	2.54	158.0	10
TJ87-14	28.7-29.3	0.6	31.85	129.0	2
	38.2-39.6	1.4	1.99	5.0	
	59.1-60.6	1.5	3.27	10.3	
TJ87-15	42.1-42.7	0.6	6.24	17.5	
	49.8-50.3	0.5	7.68	27.1	
	56.5-56.9	0.4	12.9	12.0	
	69.4-70.0	0.6	4.25	17.6	
TJ87-16	14.6-15.0	0.4	0.38	1380.0	
TJ87-18	27.3-28.0	0.7	3.63	16.1	
TJ87-19	16.4-16.9	0.5	6.48	289.0	
TJ87-20	8.5-10.2	1.7	4.69	71.3	6
	16.4-16.7	0.3	7.75	42.5	
TJ87-22	17.2-17.4	0.2	13.0	46.2	
	52.9-54.0	1.1	1.98	8.9	
TJ87-23	11.3-12.6	1.3	14.6	36.3	3
	13.7-13.9	0.2	48.5	1243.0	
	22.3-23.3	1.0	3.77	80.9	
TJ87-25	4.2- 4.3	0.1	40.6	274.0	
	8.5- 8.9	0.4	26.1	91.8	4

*Rank by gold content (= width x grade)

DISCUSSION OF RESULTS

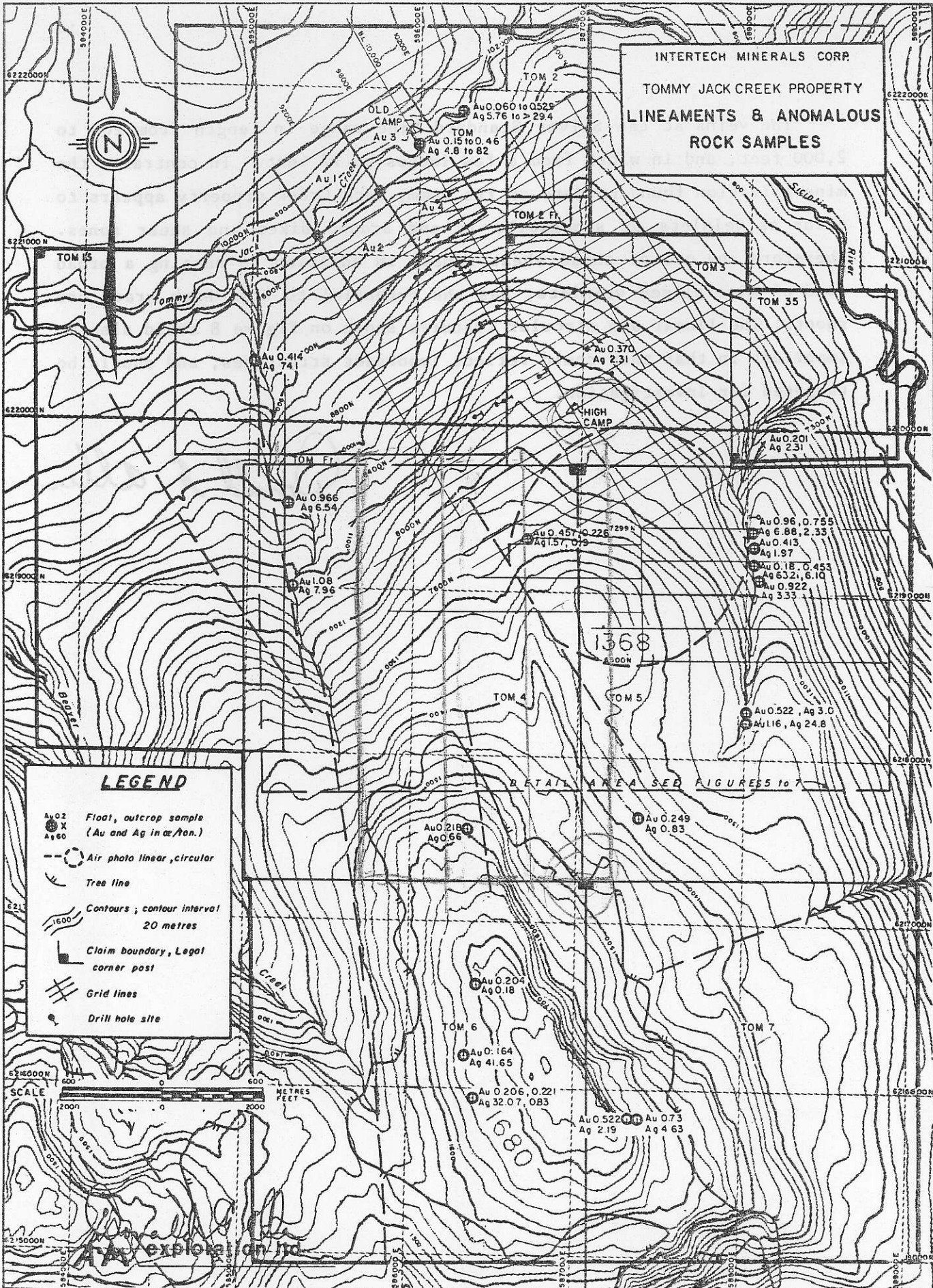
The mineralization found to date on the Tommy Jack Creek property is widespread. It is clear from examining the compilation maps that the area of interest has not been fully defined and that drilling has not tested all the anomalous areas within the grid area. Silt geochemical anomalies and mineralized float are found well beyond the grid area. Much of the float obtained is of good grade (up to 39.7 ppm gold or 1.16 ounces per ton). Much exploration potential therefore exists.

It is also apparent that the geochemical anomalies reflect underlying mineralization and are not related to some rock type such as a black graphitic shale that could be expected to be enriched in metals. The available I.C.P. multielement data would show enrichment of a broader variety of elements if some such rock type was prevalent.

The most obvious comparison of deposit types would be with the silver-lead-zinc (-gold) veins of the Silver Standard Mine, 85 kilometres to the south. This small but highly profitable mine produced 225,000 tons of ore which at today's metal prices would have an average value of \$338 (U.S.) per ton (recovered metals). As described by Kindle (1947) a dozen or so strong quartz veins at the Silver Standard Mine occur along strong fault fissures in gently folded sedimentary rocks. Three of these veins extended into a body of granodiorite of the Bulkley Intrusions. The veins contain locally abundant calcite and siderite and irregularly distributed sulphides. Kindle (1954) noted a pronounced "nugget effect" at the mine, i.e., grades that were determined from underground sampling workings were found to be relatively lower than those obtained ultimately from mill recovery. In the case of the Tommy Jack Creek property veins appear to be similar in composition, i.e., quartz-carbonate veins with irregularly disseminated sulphides, but they are richer in gold (up to 1.1 ounces per ton). A more pronounced "nugget effect" might be expected and should be investigated in future work.

The veins at the Silver Standard Mine range in length from 200 to 2,000 feet, and in width from a few inches to 12 feet. In contrast, the mineralization found to date on the Tommy Jack Creek property appears to occur as veinlets or stockworks in and around dikes and shear zones. Therefore any one of these shear zones, in addition to hosting a broad zone of mineralized veinlets, has the potential to host high grade ore shoots. The linear and circular features shown on Figure 8 could also be important in that they could reflect important structures, and should be targeted for investigation.

Donald B. Allen



NT.S.94D/4 **FIGURE 8**

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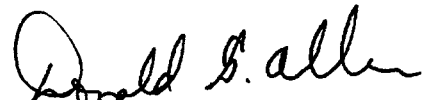
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CERTIFICATE

I, Donald G. Allen, certify that:

1. I am a Consulting Geological Engineer, at A & M Exploration Ltd., with offices at Suite 704 - 850 West Hastings Street, Vancouver, British Columbia.
2. I am a graduate of the University of British Columbia with degrees in Geological Engineering (B.A.Sc., 1964; M.A.Sc., 1966).
3. I have been practising my profession since 1964 in British Columbia, the Yukon, Alaska, and various parts of the Western United States.
4. I am a member in good standing of the Association of Professional Engineers of British Columbia.
5. This report is based on field work carried out by Noranda Exploration personnel and on reports and conversations with D. Myers, Project Geologist for Noranda. I have not visited the Tommy Jack Creek Property, however, I have personally examined a number of mineral deposits associated with the Bulkley Intrusions, including the Rocher Deboule Mine near Hazelton, and the Mount Thomlinson molybdenite deposit, 60 kilometres to the south, and therefore have a familiarity of the logistics of working in this area.
6. I have no interest nor do I expect to receive any in Intertech Minerals Corp., Noranda Mines, Goldcorp Inc. or in the Tommy Jack Creek Property.
7. I consent to the use of my name and this report in a Statement of Material Facts or in a Prospectus in connection with the raising of funds for the project covered by this report.

March 31, 1988
Vancouver, B.C.


Donald G. Allen
P. Eng. (B.C.)

CERTIFICATE OF THE ISSUER

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the Securities Act and its regulations.

INTERTECH MINERALS CORP.

(signed) ALAN ROBERT RAVEN
Chief Executive Officer

(signed) CHERRI GAIL PETERS
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) JOHN REGINALD POLONI
Director

(signed) ALLEN DANIEL HARVEY
Director

PROMOTERS

(signed) ALAN ROBERT RAVEN

(signed) ERNEST STURROCK PETERS

DATED at Vancouver, British Columbia, this 16th day of February, 1989.

CERTIFICATE OF THE AGENT

To the best of our knowledge, information and belief, the foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the Securities Act and its regulations.

CONTINENTAL SECURITIES

Per:

(signed) G.R. FAY

DATED at Vancouver, British Columbia, this 16th day of February, 1989.