

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 OTHER SIMILAR AUTHORITY IN CANADA HAS IN ANY WAY PASSED UPON THE MERITS OF THE SECURITIES OFFERED HEREUNDER AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE.

INTERNATIONAL BARON RESOURCES LTD.

(formerly Barron International Resources Ltd.)

545 - 1130 West Pender Street
Vancouver, B.C. V6E 4A4

750,000 Common Shares

	Price to Public ⁽¹⁾	Underwriting commissions	Net Proceeds to issuer ⁽²⁾
.....	\$0.65	\$0.0975 ⁽³⁾	\$0.5525
.....	\$487,500	\$73,125	\$414,375

Price was determined in negotiations between the Issuer and the Agents.

⁽¹⁾ One of the costs of the issue estimated to be \$20,000.

⁽²⁾ Net proceeds have been granted Agents' Warrants entitling them to purchase 187,500 common shares at \$0.70 each for 12 months after the date of this Prospectus.

THE SECURITIES OFFERED BY THIS PROSPECTUS MUST BE CONSIDERED AS SPECULATIVE. THERE IS CURRENTLY NO MARKET FOR THE SECURITIES OF THE ISSUER. THE PRICE OF THE SECURITIES OFFERED HEREBY WAS DETERMINED BY NEGOTIATION BETWEEN THE ISSUER AND THE AGENTS. THE PURCHASE PRICE OF EACH COMMON SHARE OFFERED HEREBY EXCEEDS THE MARKET VALUE THEREOF AT JANUARY 31, 1988 BY \$0.4745 (73%) AFTER GIVING EFFECT TO THE EFFECT OF THE PROSPECTUS.

The Issuer has been made to conditionally list the securities being offered herein on the Vancouver Stock Exchange. The Issuer is subject to the Issuer fulfilling the listing requirements of the Exchange on or before July 13, 1988.

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. No survey of the property of the Issuer has been made and therefore in accordance with the laws of the jurisdiction in which the property is situate, its existence and area could be in doubt. See "Speculative Nature of Securities."

Upon completion of this offering the issue will represent 24.36% of the shares then outstanding as compared to 39.16% that will then be owned by the controlling persons, promoters, directors and senior officers of the Issuer and associates of the Agents. See "Principal Holders of Shares" for details of shares held by directors, promoters and controlling persons and associates of the foregoing.

Certain employees of the Agents, as defined in Local Policy 3-30 of the Superintendent of Brokers, and their associates have purchased shares of the Issuer at the non-reporting stage. See "Principal Holders of Shares".

One or more of the directors of the Issuer has an interest, direct or indirect, in other natural resource companies. See "Management" for comments as to the resolution of possible conflicts of interest.

This prospectus also qualifies the issuance of the Agents' Warrants. The Agents may sell any shares acquired on the exercise of the Agents' Warrants at the market price at the time of sale without further qualification pursuant to the provisions of the Securities Act and Regulations. See "Plan of Distribution".

No person is authorized by the Issuer to provide 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 by the Issuer.

We, as Agents, conditionally offer these securities subject to prior sale, if, as and when issued by the Issuer and accepted by us in accordance with the conditions contained in the Agency Agreement referred to under "Plan of Distribution" of this Prospectus and subject to the approval of certain legal matters on behalf of the Issuer by Lawrence & Shaw, Vancouver, British Columbia.

CANARIM INVESTMENT CORPORATION LTD.
2200 - 609 Granville Street,
Vancouver, B.C.

PACIFIC INTERNATIONAL SECURITIES INC.
1500 - 700 West Georgia Street,
Vancouver, B.C.

GEORGIA PACIFIC SECURITIES CORP.
16th Floor, 555 Burrard Street,
Vancouver, B.C.

HAYWOOD SECURITIES INC.
11th Floor, 400 Burrard Street,
Vancouver, B.C.

WOLVERTON SECURITIES LTD.
1750 - 701 West Georgia Street,
Vancouver, B.C.

EFFECTIVE DATE: JUNE 13, 1988

P.W.
PROPERTY FILE - 05

MARIC 1035/88

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Superintendent of Brokers issues a receipt for this Prospectus. The right of first refusal gives each Agent the right to provide the same proportion of any equity financing during that 12-month period as its participation in this Offering.

Selling Group Participation

The Agents reserve the right to offer selling group participation in the normal course of the brokerage business to selling groups or 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.

Rights of Termination

The obligations of the Agents under the Agency Agreement may be terminated prior to the Offering Day at the Agents' discretion on the basis of its assessment of the state of the financial markets and may also be terminated at any time upon the occurrence of certain stated events. Additionally the Agents may terminate their obligations if within 5 business days of the Offering Day the Issuer has not satisfied the listing requirements of the Exchange and caused the Exchange to effect the unconditional listing of the Shares on the Exchange (provided that by such time the Agents have met all their obligations in respect of such listing).

Finders Fees

Other than as disclosed above 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.

Purchase of Shares by Insiders

The directors, officers and other insiders of the Issuer may purchase Shares from this Offering.

THE ISSUER

International Baron Resources Ltd. was incorporated on August 20, 1981 under the name 241145 B.C. Corporation by Memorandum and Articles pursuant to the provisions of the Company Act of British Columbia. The Issuer's name was changed to Canarex Resources Inc. on June 22, 1983, to Barron International Resources Ltd. on September 9, 1986 and to International Baron Resources Ltd., on January 25, 1988.

The Issuer will become a reporting company upon this Prospectus being filed with, and a receipt therefor issued by, the Superintendent of Brokers for British Columbia (the "Superintendent").

The registered office and the records office of the Issuer are located at 2500 Three Bentall Centre, 595 Burrard Street, Vancouver, British Columbia and its head office is located at 545 - 1130 West Pender Street, Vancouver, British Columbia, V6E 4A4.

BUSINESS OF THE ISSUER

The principal business of the Issuer since its incorporation has been to engage in the acquisition and exploration of resource properties and the Issuer intends to continue to do so and, where feasible, to develop and operate resource properties. The Issuer has from the date of incorporation to September 30, 1987 expended \$203,535 in the acquisition and development of resource properties.

PRINCIPAL PROPERTY OF THE ISSUER

Marie Property

Acquisition Agreement

By Bills of Sale made April 23, 1987, the Issuer acquired three of the mineral claims of the Marie Property from each of Kent Wayne Livingstone and Kersti Livingstone for an aggregate of \$34,000 cash.

Both Mr. and Mrs. Livingstone are directors of the Issuer. Before 1986 Mr. Livingstone held a one-third interest in the Marie Property and in January, 1986 purchased the remaining two-thirds interest for \$34,000 cash. In August, 1986 three of the claims were allowed to lapse. Those claims were re-staked by Lawrence Hewitt in October, 1986 and were later transferred to, and recorded in the name of, Kersti Livingstone.

Geology and Exploration History

The Marie Property, consisting of six mineral claims totalling 63 units, covers approximately 1,500 hectares in Central Graham Island, in the Queen Charlotte Islands, approximately 740 kilometres northwest of Vancouver, British Columbia. The Islands may be reached by daily Pacific Western Airlines jet service from Vancouver, or twice weekly ferry service from Prince Rupert, British Columbia. The Marie Property is accessible by road from Juskatla.

The Queen Charlotte Islands are part of the insular belt of the Canadian Cordillera. They are separated from the Pacific Ocean floor by the Queen Charlotte transform fault. The area is included within the Pacific Continental Shelf physiographic region and has been divided into the Queen Charlotte Ranges, Skidegate Plateau and Queen Charlotte Lowlands. The Queen Charlotte Ranges are underlain by mesozoic volcanic, plutonic, sedimentary formation with a cover of quaternary drift. The main area of interest for precious metals is near the faulted boundary of the Skidegate Plateau and Queen Charlotte Lowlands.

A dominant feature of the Marie Property is the flat lying tertiary unconformity between acid to intermediate masset volcanics and pyroclastics and underlying marine sediments of mesozoic age. A small dioritic stock cuts the sediments in southern part of the Marie Property and has given rise to narrow hornfels zones along its contacts. The sedimentary succession consists of medium to thick bedded shale and calcareous sandstones of the Haida formation, with dip angles varying from moderate to steep. The sediments and volcanics are cut by a number of light coloured sulphide bearing rhyolitic dykes to strong sub-parallel northerly trending faults cut through the claim area.

Outcrops in the area drilled in 1979 are variably silicified, pyrite mineralized and veined with chalcedonic veinlets. The setting of mineralization on the Marie Property is similar to the Consolidated Cinola Mines Ltd. property where reserves of 41,000,000 metric tonnes of 0.067 oz./tonne gold have been reported. Mineralization occurs along a faulted contact between Haida shale and overlying volcanoclastics in association with rhyolite dykes or sills.

Parts of the Marie Property were first staked in May 1978 after prospecting work and reconnaissance geochemical sampling had indicated the area around Marie and Sheila Lakes to have strong zones of silicification associated with sulphide mineralization and highly anomalous gold, arsenic and mercury geochemistry. Additional staking was done between 1978 and 1980. In July, 1982 the Marie Property was abandoned and restaked in order to simplify maintenance of the claims which had six different record dates. In October, 1986 three of the claims of the Marie Property were restaked.

The Marie Property was optioned by Chevron Standard Limited ("Chevron") in 1978. In 1979 Chevron contracted with JMT Services Corp. to complete a program of geological mapping and grid geochemistry. Mapping showed that large portions of the claim block were underlain tertiary volcanics of the Masset formation, lying unconformably on poorly exposed mesozoic argillites and sandstones cut by diorite. Zones of sulphide mineralization associated with weak to strong silicification and bleaching were mapped within both the volcanics and sediments at a number of locations. Large arsenic, mercury and gold soil anomalies were shown to be associated with these sulphide zones.

In October 1979, Chevron drilled a series of six holes along a logging road which cut through one of the anomalous areas. Two of the holes encountered 60 foot intercepts of anomalous gold-arsenic geochemistry, but no follow up work was performed.

In 1980 Chevron completed a limited program of detailed geological mapping and rock chip sampling in a small area northwest of Sheila Lake. A number of light coloured rhyolitic dykes containing sulphides were mapped in the areas with anomalous geochemistry. Chevron conducted additional geological and geochemical surveys in the northwest part of the Marie Property in 1980 and 1981 before terminating its option in 1982. No work programs have been undertaken on the Marie Property since 1981.

Peter A. Christopher PH.D., P.Eng. in his report on the Marie Property dated January 27, 1987 (the "Marie Report") has concluded that the Marie Property merits continued exploration in light of favourable geochemical and geological indicators. The Marie Report recommends a three stage exploration program.

In stage one, the program consists of detailed geological mapping and rock and soil geochemical surveys of two target areas within the Marie Property to define possible diamond drill sites ("Target I" and "Target II"). Target I is a faulted extension of the previously drilled zone which has an 18.3 meter section of 0.015 ounces per ton gold. Target II is a concentric zone of pyritic volcanics with silicified core area, and with soils that are strongly anomalous in arsenic. A program to define drill sites within Target II includes detailed geological mapping and follow-up geochemical surveys consisting of soil sampling. The stage one program is estimated to cost \$46,000, of which approximately \$20,000 has been expended to date by the Issuer.

REPORT ON THE MARIE PROPERTY

M #1 - #6 MINERAL CLAIMS

SKEENA MINING DIVISION,
GRAHAM ISLAND, QUEEN CHARLOTTE ISLANDS,
BRITISH COLUMBIA

LOCATION:

N.T.S.: 103-F- 8W/9W
LATITUDE: 53° 30' N
LONGITUDE: 132° 20' W

REPORT FOR:

INTERNATIONAL BARON RESOURCES LTD.
545-1130 WEST PENDER STREET
VANCOUVER, B.C. V6E 4A4

PREPARED BY:

Peter A. Christopher Ph.D., P.Eng.
PETER CHRISTOPHER AND ASSOCIATES INC.
3707 WEST 34TH AVENUE,
VANCOUVER, B.C. V6N 2K9



JULY 28, 1983
REVISED JANUARY 27, 1987
REVISED FEBRUARY 5, 1988

If the geological and geochemical programs of stage one provide encouragement, stage two of the exploration program would consist of induced polarization surveys and trenching. Stage two of the program is estimated to cost \$70,000. A contingent stage three diamond drill program has been outlined by Dr. Christopher, consisting of a 762 meter diamond drilling program with attendant road building, site preparation and reclamation. Stage three of the program is estimated to cost \$176,000.

No body of commercial ore is known to exist on the Marie Property and Dr. Christopher's recommended exploration program is an exploratory search for ore. The Issuer has undertaken and plans to complete stage one of the recommended program. The decision to proceed further with the exploration program will depend on the results of stage one.

USE OF PROCEEDS

At May 31, 1988 the Issuer had working capital of \$48,381. These funds together with the estimated net proceeds of \$414,375 to be received by the Company from this Offering will be used for the following purposes:

(a)	To pay the costs of the Offering (approximately)	\$20,000
(b)	To pay costs of carrying out the balance of Phase I recommendations of Dr. Christopher on the Marie Property	26,000
(c)	A reserve for costs of carrying out Phase II recommendations of Dr. Christopher on the Marie Property	70,000
(d)	A reserve for costs of carrying out Phase III recommendations of Dr. Christopher on the Marie Property	176,000
(e)	Working Capital	<u>170,756</u>
		<u>\$462,756</u>

The portion of the above funds which is allocated to working capital may be required to cover administration expenses and cost overruns or other emergencies which may arise in the course of the exploration programs currently planned for the Marie Property. The Issuer plans to reserve excess working capital to enable it to acquire other mineral properties or participate in other mining projects as the opportunities may arise.

The actual amount of the proceeds to be expended on the acquisition, exploration or development of any particular prospect may vary from current proposals as a result of exploration results or prudent business judgment. The estimated expenditures are based on the Issuer's current knowledge of the prospect areas and on representations made by local operators and drilling contractors. While the Issuer does not presently intend to do so, it may, pursuant to the recommendations of a qualified engineer or geologist, abandon, in whole or in part, any of its properties or alter the proposed exploration programs as work progresses, and use the proceeds of this issue for the purpose of examining or conducting work on other properties to be acquired or developed by the Issuer after the date of this Prospectus. If any such event occurs during primary distribution of the Shares referred to in the Prospectus, an amendment to this Prospectus will be filed. If such event occurs after the completion of the primary distribution, the shareholders will be notified.

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SUMMARY

The Marie Property, consisting of six metric claims totaling 63 units, covers about 1500 hectares in central Graham Island, in the Queen Charlottes. The writer examined the Marie Property to evaluate the geological setting of precious metal mineralization and favourable alteration zones on the property. The nearby Consolidated Cinola Mines Ltd. (Specogna) property is visible from the Marie Property, and, it was also examined by the writer to allow for comparison of the rock units and alteration. Stratigraphy, geochemical indicators and alteration on the two properties are similar. Limited percussion drilling of a small portion of the favourable area on the Marie Property has produced encouragement with a 60 foot (18.3m) section from 20 to 80 feet in percussion hole M #6 averaging 0.015 oz. Au/tonne (463.3 ppb). The favourable contact zone between Haida shales and overlying Masset volcanic has been drill tested in only this one road accessible area of the property. Two areas within the property should receive further surface exploration to define possible diamond drill sites. Target I is a covered, fault bounded area west of the previous drilled zone. Target II is a large zone of pyritic volcanic rocks which enclose three separate siliceous zones and anomalous values for arsenic (>100 ppm) and gold in soils.

A Stage I program consisting of detailed geological mapping and rock and soil geochemical surveys Target I and Target II areas (Figure 3) is warranted for the property. The recommended Stage I program is estimated to cost \$ 46,000.

If Stage I geological and geochemical programs provide encouragement, then a Stage II induced polarization survey and trenching should be considered, at an estimated cost of \$ 70,000 to define drill sites. A contingent, Stage III 762 metre (2500') diamond drilling program, with attendant road building, site preparation and reclamation is estimated to cost \$ 176,000.

INTRODUCTION

The Marie Property, consisting of the M1 through M6 mineral claims was examined by the writer with the assistance of James S. Christie, of JMT Services Corp. The claims were examined at the request of Mr. James Yates for Barron International Resources Inc. The claim area is of interest because of its geological setting, previous encouraging exploration program and its proximity to the Consolidated Cinola Mines Ltd. (Specogna) gold deposit.

LOCATION AND ACCESS (Figures 1 & 2)

The property is located on central Graham Island, in the Queen Charlottes, some 740 km northwest of Vancouver. The islands may be reached by daily P.W.A. jet service from Vancouver, or twice weekly ferry service from Prince Rupert. The claims are located on the upper drainage of Gold Creek which includes the rolling terrain between Shiela, Pam and Marie Lakes and the steep hill lying immediately west of Shiela Lake. It is accessible by road by driving south from Juskatla along MacMillan Bloedel's main haulage road 20 kilometers to Branch 30 which cuts through the centre of the property to the east

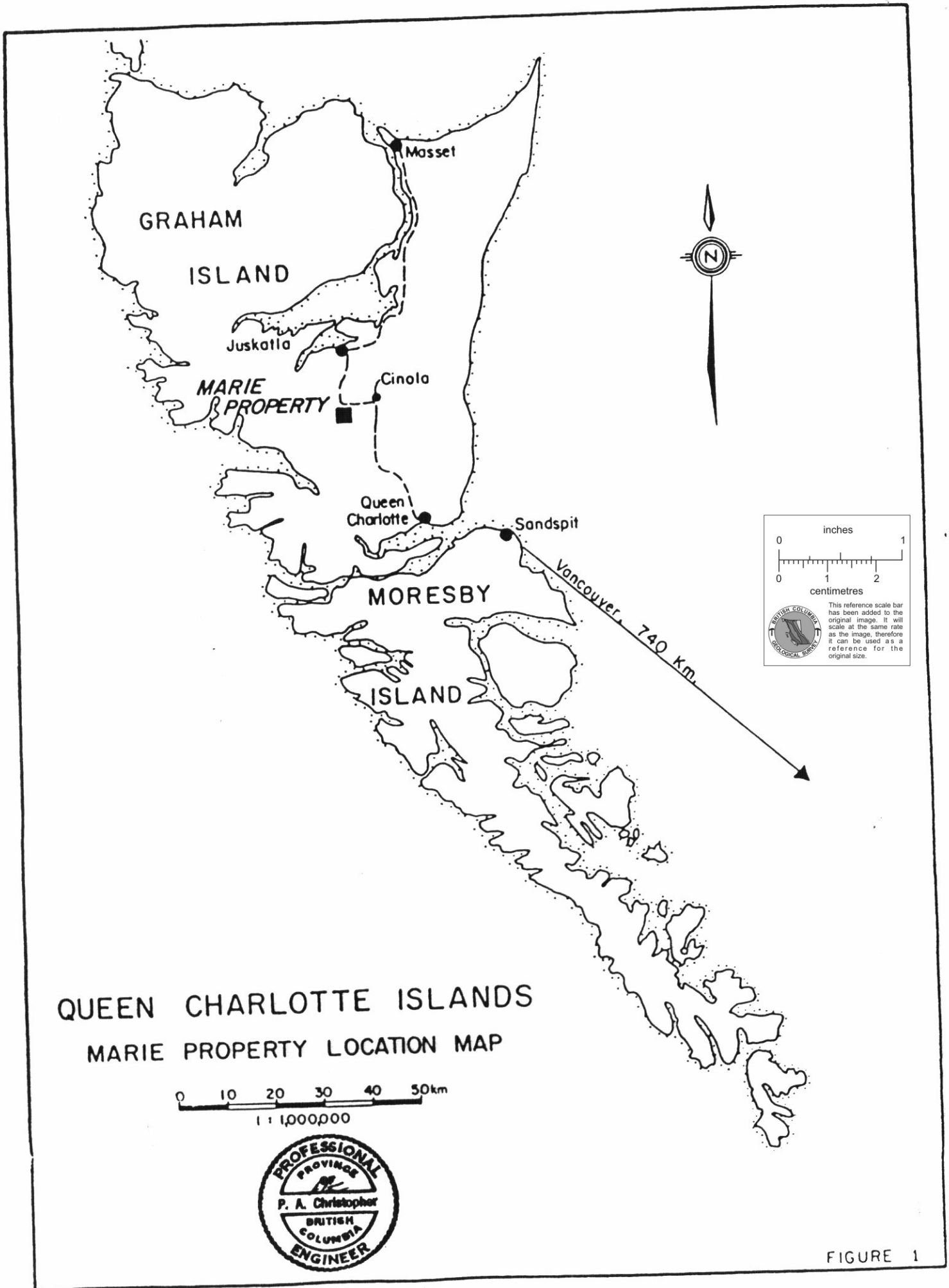


FIGURE 1

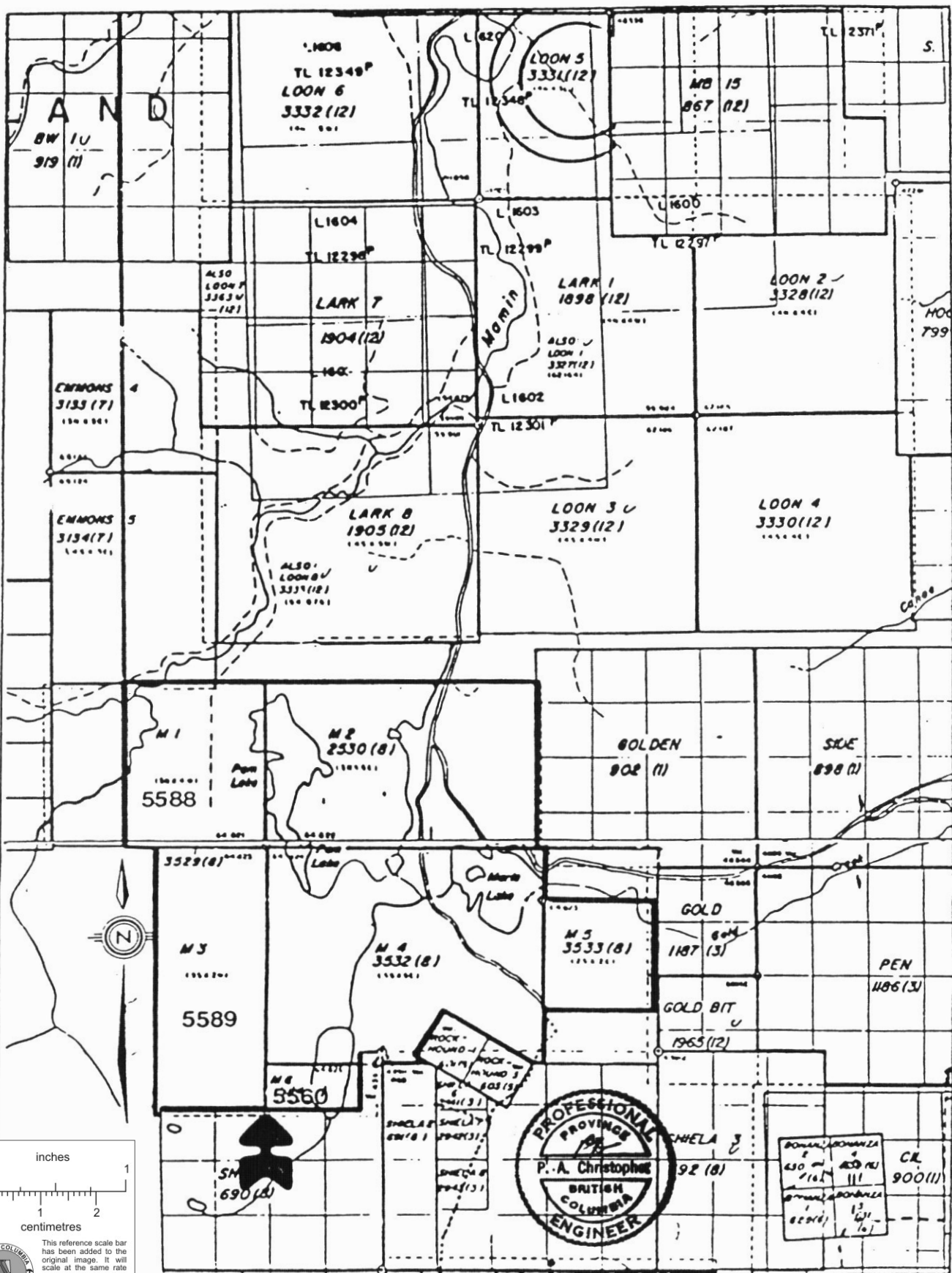
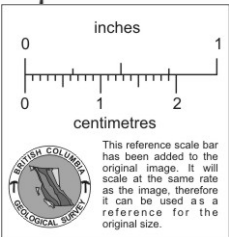
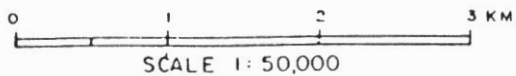


Figure 2: MARIE PROPERTY CLAIM MAP - M #1 - #6 MINERAL CLAIMS



side of Shiela Lake. Surveys in the area indicate plans by MacMillan Bloedel to build roads around and onto the hill west of Shiela Lake probably within a few years. The road has been built to the creek flowing north out of Shiela Lake and the right-of-way has been felled for about 300 meters northwest.

TOPOGRAPHY AND VEGETATION

Gold Creek Valley is 1500 meters wide east of Marie Lake but widens to an area of flat terrain between Marie, Pam and Shiela Lakes. This low lying land is variably covered in hemlock-spruce forests and cedar-cypress swamps. The steep hill west of Pam Lake is heavily timbered with mature hemlock-spruce. A minor amount of second growth, about fifteen years old, covers the southeast portion of the claims. Much of the claims area probably will be logged by MacMillan Bloedel over the next few years.

PROPERTY DEFINITION

The M Claims were staked by James S. Christie in July 1982 to restake the abandoned Marie Claim Group. Abandonment and restaking were undertaken to consolidate the claim area and establish a common Record Date for the property. Legal corner posts were not examined because of difficult access, but perimeter lines and identification posts 3E and 4E from M-2 and M-4 were found to conform with the Mineral Act. The M1 through M6 Mineral Claims now comprise 63 units with a total possible claim area of 1575 hectares (about 1500 ha. through overlap on prior claims). Excess work on the previous Marie claims has extended anniversary years for the claim to between 1987 and 1993, as outlined in Table 1. The area of the M1, M3, and M6 have been relocated by Mr. Lawrence Hewitt of Box 340, Telkwa, B.C. The writer has discussed the relocation with Mr. Hewitt and obtained pertinent recording data from the Skeena Recording Office (Ph. 627-0414). Approximate claim locations are shown on Figure 2.

TABLE 1. PERTINENT CLAIM DATA

NAME	UNITS/(DIS TRIBUTION)	RECORD DATE	EXPIRY YEAR*	STAKER	RECORD #	RELOCATES
M1	12 (3N,4W)	Oct.27/86	1990	Lawrence Hewitt	5588(10)	3529
M2	15 (3N,5E)	Aug. 4/82	1990	James Christie	3530(8)	1712/13, 902
M3	10 (5S,2W)	Oct.27/86	1990	Lawrence Hewitt	5589(10)	3531
M4	20 (4S,5E)	Aug. 4/82	1990	James Christie	3532(8)	766,650, 828,690
M5	4 (2S,2E)	"	1993	" " "	3533(8)	828
M6	2 (1S,2E)	Oct.27/86	1990	Lawrence Hewitt	5590(10)	3534

* After acceptance of 1987 assessment work.

HISTORY

Parts of the present property were first staked in May of 1978 after prospecting work and reconnaissance geochemical sampling in 1977 and early 1978 had indicated an area around Marie and Shiela Lakes to have strong zones of silicification associated with sulfide mineralization and highly anomalous gold, arsenic, and mercury geochemistry. Additional staking was done in June 1978, August 1978, October 1978, April 1979, August 1979, and August 1980 as work progressed on the property. In July of 1982 a decision was made to abandon and restake the entire property in order to simplify maintenance of the claims which had six different Record Dates. All claims were formally abandoned and the M (#1-#6) claims staked covering the areas of interest. A new Record Date of August 4, 1982 was established for the entire property.

The Property was optioned by Chevron Standard Limited in 1978 and in 1979 a contract was given to JMT Services Corp. to complete a program of geological mapping and grid geochemistry. Mapping showed that large portions of the claim block are underlain by Tertiary, volcanics of the Masset Formation, lying unconformably on poorly exposed Mesozoic argillites and sandstones cut by diorite. Zones of sulfide mineralization associated with weak to strong silicification and bleaching were mapped within both the volcanics and sediments at a number of locations. Large arsenic, mercury and gold soil anomalies were shown to be associated with these sulfide zones. The Tertiary unconformity was believed to play an important role in the control and localization of mineralization.

In October of 1979, Chevron mobilized a percussion drill to the Charlottes for work on two other properties, but made a decision to drill a series of 6 holes along a logging road which cut through one of the anomalous areas identified previously. Two of the holes encountered 60 foot intercepts of anomalous gold-arsenic geochemistry which are of considerable interest but no follow-up work was ever done.

In 1980 Chevron geologists completed a limited program of detailed geological mapping and rock chip sampling in a small area northwest of Shiela Lake. A number of light colored rhyolitic dykes containing sulfides were mapped in the areas with anomalous geochemistry. Chevron conducted additional geological and geochemical surveys in the northwest part of the property in 1980 and 1981 prior to terminating their option in 1982. No work programs have been done on the property since 1981.

On July 17, 1983, the writer examined the Marie Property with the assistance of James S. Christie. The Consolidated Cinola Mines Ltd. property, Specogna Property, was examined to allow comparison of the rock units and alteration. Since the writer's examination of the Marie Property, the M1, M3, and M6 claims have been restaked by Lawrence Hewitt. International Baron Resources Ltd. has purchased the M1 through M6 claims.

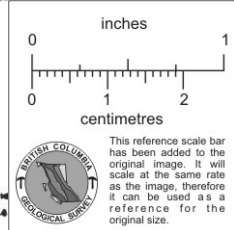
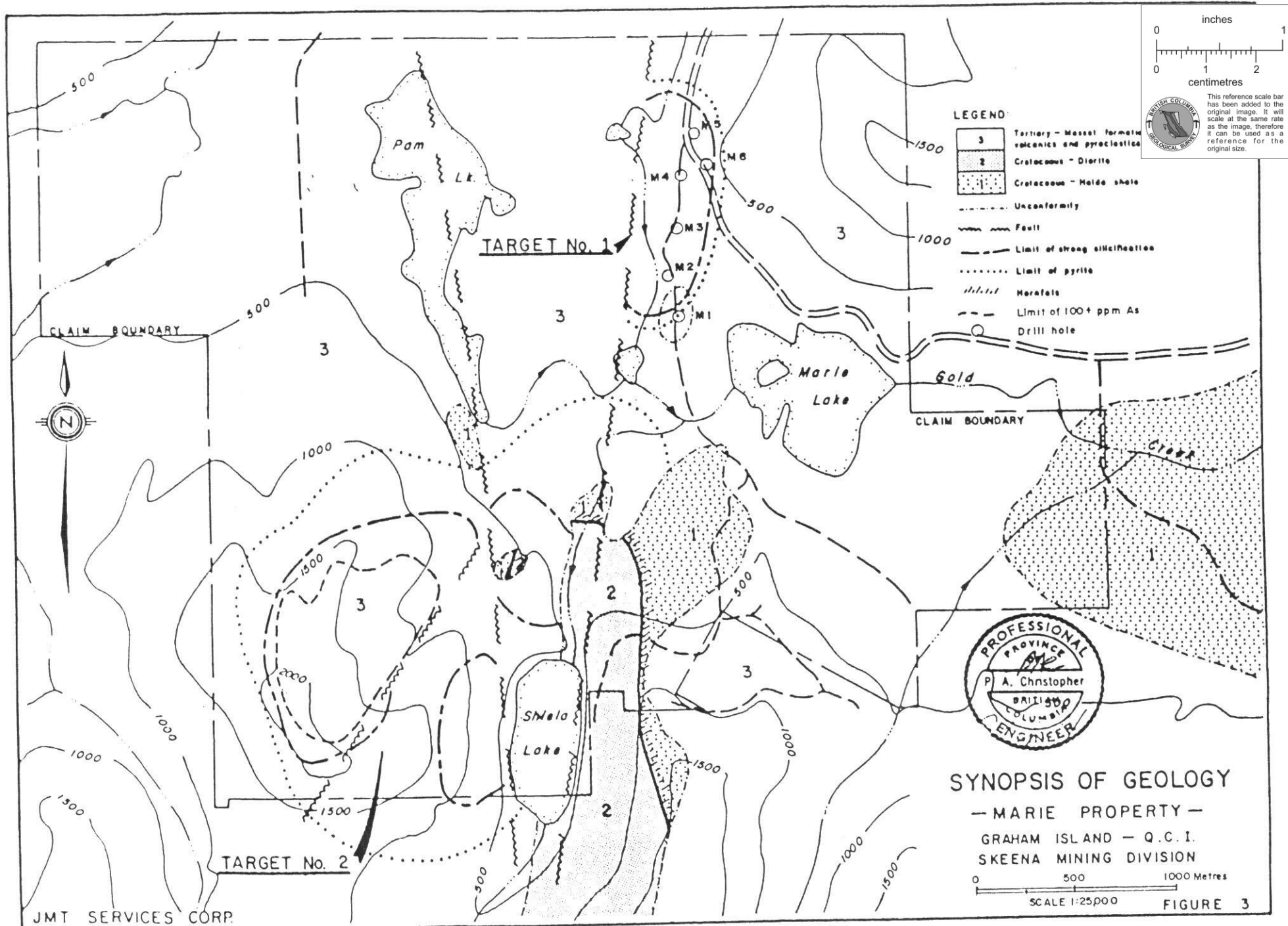
GENERAL GEOLOGY

The Queen Charlotte Islands are part of the Insular Belt of the Canadian Cordillera. They are separated from the Pacific Ocean floor by the Queen Charlotte Transform Fault. The area is included within the Pacific Continental Shelf physiographic region and has been divided into the Queen Charlotte Ranges, Skidegate Plateau and Queen Charlotte Lowlands. The boundaries between the physiographic units follow major northwest trending fault zones. The Queen Charlotte Ranges are underlain by a varied assemblage of mainly Mesozoic volcanic, plutonic, sedimentary formation with a cover of Quaternary drift. The area of main interest for precious metals is near the faulted boundary of the Skidegate Plateau and Charlotte Lowlands. The general geology of the Queen Charlotte Islands has been mapped and reported on by A. Sutherland-Brown in British Columbia Department of Mines Bulletin No. 54 (1968).

LOCAL GEOLOGY (Figure 3)

A synopsis of local geology is shown on Figure 3. A dominant feature is the flat lying Tertiary unconformity between acid to intermediate Masset volcanics and pyroclastics and underlying marine sediments of Mesozoic age. A small dioritic stock cuts the sediments in the southern part of the property and has given rise to narrow hornfels zones along its contacts. The sedimentary succession consists of medium to thick bedded shales and calcareous sandstones of the Haida Formation, with dip angles varying from moderate to steep. The sediments and volcanics are cut by a number of light colored sulfide bearing rhyolitic dykes in the areas examined. Two strong sub-parallel northerly trending faults cut through the claim area. These could be important controls of mineralization on the property and may have produced permeability needed to channel mineralized solutions.

Outcrops examined in the previous drilled area are variably silicified, pyrite mineralized and veined with chalcedonic veinlets. Drill holes were spotted in the general area of coincident hydrothermal alteration and anomalous geochemistry but the areas designated as Target I, a faulted extension of the drilled area, and Target II, a concentrically altered area were not drill tested because of difficult access. The setting of mineralization on the Marie Property is similar to the Consolidated Cinola Mines Ltd. Property where reserves of 41 million metric tonnes of 0.067 oz/tonne gold have been reported (1982/83 Canadian Mines Handbook). Mineralization occurs along a faulted contact between Haida shale and overlying volcanoclastics in association with rhyolite dikes or sills.



DISCUSSION

The geological setting at the Marie Property is similar to that of the nearby Cinola Property. Haida shales are unconformably overlain by mineralized intermediate to acidic volcanic and pyroclastic rocks. Rhyolitic dykes are associated with the mineralization. Previous geological, geochemical and percussion drilling programs have indicated encouragement for two large areas identified on Figure 3, as Target I and Target II. Target I is a faulted extension of the previously drilled zone which has an 18.3 m section (60 feet) from 20 to 80 feet in percussion hole M 6 of 0.015 oz/tonne (463.3 ppb) gold (Richards and Christie, 1980; log presented in Appendix A). Target II is a concentric zone of pyritic volcanics with silicified core area, and with soils that are strongly anomalous in arsenic. A program to define drill sites within Target area II includes detailed geologic mapping (1:1,000 scale), follow-up geochemical survey consisting of soil sampling at 50 m stations with lines at 50m intervals, and induced polarization with 200 m spacing for lines. Grid preparation will be required for induced polarization lines. Rock samples should be collected along creeks that cut Target II and run for gold, silver, arsenic and mercury. Trenching would be done on the basis of the soil and rock geochemical results.

CONCLUSIONS AND RECOMMENDATIONS

The Marie Property merits continued exploration in light of favourable geochemical (gold/arsenic) and geological (pyrite/silicification) indicators. The exploration target is a chemical-structural trap at or near an unconformity or faulted unconformity of Masset volcanics with underlying Haida shale. The setting is similar to the Specogna gold deposit on the nearby Consolidated Cinola Property (now City Resources, (Canada) Limited).

A Stage I program consisting of grid preparation, detailed geological mapping and follow-up rock and soil geochemistry is recommended for the two large target areas. The Stage I program is estimated to cost \$46,000. Contingent on Stage I results, induced polarization surveys and trenching should be employed at Stage II to define drill sites with the Stage II program estimated to cost \$70,000. A contingent Stage III diamond drill program has been outlined with a 2500 foot (762 m) drill program estimated to cost \$176,000.

COST ESTIMATE

STAGE I - Geological Mapping & Geochemical Sampling

Detail Mapping in Area of Known Mineralization

2 geologists - 28 man days @ \$250	\$ 7,000.	
Map reproduction	2,500.	
Petrographic studies	1,500.	
Analyses - 400 samples @ \$13	5,200.	
Plasma analyses - 50 samples @ \$10.	500.	
Support Costs	<u>6,000.</u>	\$ 22,700

Follow-up Geochemistry

Detail in area of present anomaly 1000m sq.grid
- 50 m x 50 m (Target Area I)
Detail in Target Area II

Geochem sampling - 28 man days @ \$150	4,200.	
Analyses - 400 samples @ \$13.	5,200.	
Map reproduction	2,500.	
Support Costs	<u>6,000.</u>	17,900

Contingency 5,400

Stage I Total \$ 46,000

Stage II - Induced Polarization & Trenching.

I.P. Surveys

Line cutting - 15 km - 22 man days @ \$150.	3,300.	
Surveys - Initial grid - 15 days @ \$1,000/day (incl. equipment rental & supplies)	15,000.	
- Detail follow-up - 5 days @ \$1,000/day (incl. equipment rental & supplies)	5,000.	
Support Costs	<u>6,000.</u>	\$ 29,300

Trenching

100 lineal meters trenching - Plugger and dynamite to include supervision, geological mapping and assays	20,000.	
Maps and Reports	1,500.	
Support Costs	<u>6,000.</u>	27,500

Recording Fees and Engineering (Stages I & II) 5,000

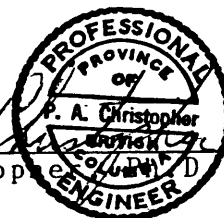
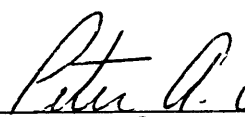
Contingency 8,200

Stage II. Total \$ 70,000

STAGE III - Diamond Drilling

Road Building and Site Preparation	\$ 25,000.
Diamond Drilling - 2,500 feet (762 m) @ \$50/foot all inclusive	125,000.
Engineering	<u>10,000.</u>
Stage III	\$ 160,000.
Contingency	<u>16,000.</u>
Stage III - total	<u>\$ 176,000.</u>

Respectfully submitted



Peter A. Christopher, P.Eng.
July 28, 1983
Revised January 27, 1987
Revised February 5, 1988


REFERENCES


- Arscott, D., 1980. Preliminary geochemical and geological reconnaissance, Goes-Here Claims. Marie Property. Assessment Report #8380 for Chevron Standard Ltd.
- Arscott, D. and McAllister, S., 1981. Geological and geochemical report, Marie Lake Property. (Dust #1 and 2, and Many Years #1 and 2 Mineral Claims). Assessment Report # 9843 for Chevron Standard Ltd.
- Richards, G.C. and Christie, J.S., 1980. Percussion drilling report, Marie Group, Queen Charlotte Island, B.C. Old Trail, Prospector Dust #1 and Dust #2 Mineral Claims. Assessment Report # 8398 for Chevron Canada Ltd.
- Richards, G.C. and Christie, J.S., 1979. Geology and geochemistry, Marie Area. Assessment Report # 7563 for Chevron Canada Ltd.
- Sutherland-Brown, A., Yorath, C.J. and Tipper, H.W., 1983. Geology and tectonic history of the Queen Charlotte Islands. Geological Association of Canada, Field Trip Guidebook. Trip 8.
- Sutherland-Brown, A., 1968. Geology of the Queen Charlotte Islands. B.C. Dept. of Mines and Pet. Res., Bull. No 54.

CERTIFICATE

I, Peter A. Christopher, with business address at 3707 West 34th Avenue, Vancouver, British Columbia, do hereby certify that:

- 1) I am a consulting geological engineer registered with the Association of Professional Engineers of British Columbia since 1976.
- 2) I am a Fellow of the Geological Association of Canada and a member of the Society of Economic Geologists.
- 3) I hold a B.Sc. (1966) from the State University of New York at Fredonia, a M.A. (1968) from Dartmouth College and a Ph.D. (1973) from the University of British Columbia.
- 4) I have been practising my profession as a Geologist for over 20 years.
- 5) I have no direct or indirect interest, nor do I expect to receive any interest directly or indirectly in the property or securities of International Baron Resources Ltd.
- 6) I have based this report on all available geological data on the property and adjacent mineral deposits, and on a field examination of the Marie Property on July 17, 1983.
- 7) I consent to the use of this report by International Baron Resources Ltd. in any Filing Statement, Statement of Material Facts, or Prospectus or other publication to be issued by International Baron Resources Ltd.


Peter A. Christopher, P.Eng.
July 28, 1983
Revised January 27, 1987
Revised February 5, 1988



APPENDIX A

RESULTS FROM PERCUSSION DRILL HOLE M6
(FROM: RICHARDS AND CHRISTIE, 1980)

		Au ppb	As ppm	
16-20	127	15	38	Felsite with 5% disseminated + frac pyrite.
20-30	128	865	>1000	
30-40	129	220	750	
40-50	130	385	>1000	
50-60	131	445	>1000	
60-70	132	160	530	
70-80	133	705	400	
80-90	134	30	120	
90-100	135	15	75	Dark grey basic tuff or speckled sandstone. 1 - 2% disseminated pyrite.
100-110	136	30	160	
110-120	137	70	130	
120-130	138	20	220	
130-140	139	10	53	
140-150	140	35	210	
150-160	141	15	110	
160-170	142	10	80	
170-180	143	20	200	Felsite with 5% disseminated pyrite contaminated by or interbedded with basic tuff as per 70' - 190'.
180-190	144	10	130	
190-200	145	15	80	
200-210	146	10	80	
210-220	147	10	110	
220-230	148	15	160	
230-235	149	15	70	

M#6

M#6

Peter Christopher & Associates Inc.
GEOLOGICAL & EXPLORATION SERVICES
3707 West 34th Ave., Vancouver, B.C. V6N 2K9

Office/Res: 263-6152

February 5, 1988

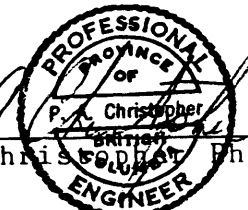
International Baron Resources Ltd.
545-1130 West Pender Street
Vancouver, British Columbia V6N 2K9

Dear Sirs:

I Peter A. Christopher, Ph.D., P.Eng., hereby consent to the use of my report dated July 28, 1983 and revised January 27, 1987 and February 5, 1988 on the Marie Property, Skeena Mining Division, British Columbia, in any Filing Statement, Statement of Material Facts or Prospectus to be issued by International Baron Resources Ltd.

DATED at Vancouver, British Columbia, this 5th day of February, 1988.


Peter A. Christopher Ph.D., P.Eng.

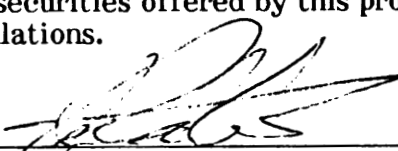


The seal is circular with the text "PROFESSIONAL ENGINEER" around the perimeter and "PROVINCE OF BRITISH COLUMBIA" in the center. The name "P.A. Christopher" is written across the seal.

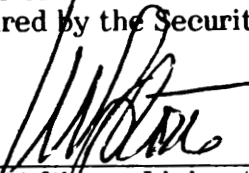
CERTIFICATES

Dated: June 6, 1988

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.

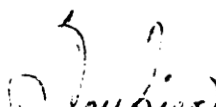


James E. Yates
President

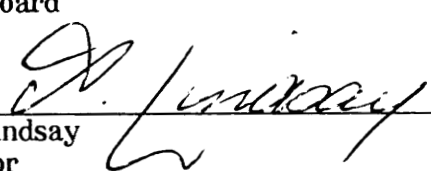


Kent Wayne Livingstone
Secretary

On behalf of the Board

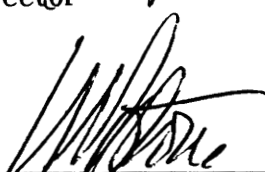


Jeannette Culpier
Director



Alan Lindsay
Director

Promoters



Kent Wayne Livingstone



Alan Lindsay



James E. Yates

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.

Canarim Investment Corporation Ltd.

Pacific International Securities Inc.

Per: 

Per: 

Georgia Pacific Securities Corp.

Haywood Securities Inc.

Per: 

Per: 

Wolverton Securities Ltd.

Per: 
