

THIS PROSPECTUS CONSTITUTES A PUBLIC OFFERING OF THESE SECURITIES ONLY IN THOSE JURISDICTIONS WHERE THEY MAY BE LAWFULLY OFFERED AND THEREIN ONLY BY PERSONS PERMITTED TO SELL SUCH SECURITIES.

THE SECURITIES COMMISSION OR SIMILAR AUTHORITY IN CANADA HAS IN PASSED UPON THE MERITS OF THE SECURITIES OFFERED HEREIN AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE.

US

DATED: JUNE 15, 1988

SKYGOLD RESOURCES LTD.

(hereinafter called the "Issuer")
1013 - 837 West Hastings Street,
Vancouver, British Columbia V6C 1B6

OFFERING

Common Shares

	Price to Public ⁽²⁾	Commission	Net Proceeds to be Received by the Issuer ⁽¹⁾
Per Share	\$ 0.35	\$ 0.03	\$ 0.32
Total	\$166,250.00	\$14,250.00	\$152,000.00

(1) Before deduction of the balance of the costs of the issue estimated to be \$15,000.00.

(2) The purchase price per Common share, after giving effect to this issue exceeds the net book value thereof as at December 31, 1987, by \$0.20 per share which represents a dilution of 57%.

THERE IS NO MARKET THROUGH WHICH THE SECURITIES OFFERED HEREUNDER MAY BE SOLD.

AS THE ISSUER'S PROPERTY IS IN THE EXPLORATION AND DEVELOPMENT STAGE, A PURCHASE OF THE SECURITIES OFFERED BY THIS PROSPECTUS MUST BE CONSIDERED AS SPECULATION. THE PRICE OF THIS ISSUE HAS BEEN DETERMINED BY NEGOTIATION BETWEEN THE ISSUER AND THE AGENT. NO SURVEY OF ANY PROPERTY OF THE ISSUER HAS BEEN MADE AND THEREFORE IN ACCORDANCE WITH THE LAWS OF THE JURISDICTION IN WHICH THE PROPERTIES ARE SITUATE, THEIR EXISTENCE AND AREA COULD BE IN DOUBT. SEE ALSO THE HEADING "RISK FACTORS" HEREIN.

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.

A.P.W.

PROPERTY FILE

Locke part 103B066

O.B. 1+2 (Juskatla) 103F037

Sandy 1+2 (Tlell River) 103F/46,4E