

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 hereunder and any representation to the contrary is an offence.

PROSPECTUS:

DATED: March 4, 1987

103 I 169 -
Jeanette

Resolute Resources Ltd.

(Incorporated under the laws of the Province of British Columbia)

PUBLIC OFFERING: 600,000 Shares at \$0.50 per share

	Price to Public ⁽¹⁾	Underwriter's Discount	Net Proceeds to be Received by the Company ⁽²⁾
Per Share	\$0.50	\$0.05	\$0.45
Total	\$300,000	\$30,000	\$270,000

(1) The price of the shares has been determined in negotiation with the Underwriter.

(2) Before deduction of legal, audit, printing and other expenses payable by the Company in connection with this Prospectus, estimated not to exceed \$30,000.

THERE IS NO MARKET FOR THE SECURITIES OF THE COMPANY. A PURCHASE OF THE SECURITIES OFFERED BY THIS PROSPECTUS MUST BE REGARDED AS SPECULATIVE. ALL OF THE PROPERTIES IN WHICH THE COMPANY HAS THE RIGHT TO ACQUIRE AN INTEREST ARE IN THE EXPLORATION AND DEVELOPMENT STAGE ONLY AND ARE WITHOUT A KNOWN BODY OF COMMERCIAL ORE. NO SURVEY OF THE COMPANY'S PROPERTIES HAS BEEN MADE, AND THEREFORE, THE EXISTENCE OF AND THE AREA OF THE PROPERTY COULD BE IN DOUBT. SEE PAGE 20, "RISK FACTORS".

THE VANCOUVER STOCK EXCHANGE HAS CONDITIONALLY LISTED THE SECURITIES BEING OFFERED PURSUANT TO THIS PROSPECTUS. LISTING IS SUBJECT TO THE COMPANY FULFILLING ALL THE LISTING REQUIREMENTS OF THE VANCOUVER STOCK EXCHANGE ON OR BEFORE OCTOBER 19, 1987, INCLUDING PRESCRIBED DISTRIBUTION AND FINANCIAL REQUIREMENTS.

NO PERSON IS AUTHORIZED BY THE COMPANY 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 COMPANY.

WHEN ALL OF THE SHARES OFFERED BY THIS PROSPECTUS ARE SOLD TO THE PUBLIC, THE ISSUE WILL REPRESENT 29.7% OF THE SHARES THEN OUTSTANDING AS COMPARED TO 59.0% THAT WILL THEN BE OWNED BY THE PROMOTERS, DIRECTORS, SENIOR OFFICERS AND CONTROLLING PERSONS OF THE COMPANY OR BY ASSOCIATES OF UNDERWRITERS AS DEFINED IN LOCAL POLICY 3-30 OF THE SUPERINTENDENT OF BROKERS, AND WHICH WERE ISSUED FOR CASH. AT THAT TIME, ASSOCIATES OF UNDERWRITERS WILL OWN 7.4% OF THE SHARES OUTSTANDING AS MORE PARTICULARLY DESCRIBED UNDER THE HEADING "OTHER MATERIAL FACTS".

THIS PROSPECTUS ALSO QUALIFIES FOR SALE TO THE PUBLIC AT THE MARKET PRICE FOR THE SHARES AT THE TIME OF SALE OF ANY SHARES OF THE COMPANY WHICH THE UNDERWRITER MAY ACQUIRE PURSUANT TO THE BROKER'S OPTION. REFERENCE SHOULD BE MADE TO "SHARE OFFERING AND PLAN OF DISTRIBUTION" ON PAGE 2.

ONE OR MORE OF THE DIRECTORS OF THE COMPANY HAS AN INTEREST, DIRECT OR INDIRECT, IN OTHER NATURAL RESOURCE COMPANIES. REFERENCE IS MADE TO "DIRECTORS AND OFFICERS" ON PAGE 18 FOR A COMMENT AS TO THE RESOLUTION OF POSSIBLE CONFLICTS OF INTEREST.

WE, AS PRINCIPAL, CONDITIONALLY OFFER THESE SECURITIES SUBJECT TO PRIOR SALE, IF, AS AND WHEN ISSUED BY THE COMPANY AND ACCEPTED BY US IN ACCORDANCE WITH THE CONDITIONS CONTAINED IN THE UNDERWRITING AGREEMENT REFERRED TO UNDER "SHARE OFFERING AND PLAN OF DISTRIBUTION" ON PAGE 2 OF THIS PROSPECTUS.

Name and Address of Underwriter

Canarim Investment Corporation Ltd.

2200 - 609 Granville Street

Vancouver, B.C. V7Y 1H2

EFFECTIVE DATE: April 22, 1987

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a regional geochemical survey. The Nevada Joint Venture spent a total of \$1.3 million (U.S.) during their comprehensive survey programs which very effectively identified prime areas for detailed follow-up.

The Deer Property represents one of the two best targets located under these programs. The regional program was based on heavy mineral and stream sediment surveys in selected areas underlain by a geological setting which has the potential to produce sediment-hosted disseminated precious metal mineralization. Two heavy mineral samples from the creek which drains north through the Property returned gold values of 99,000 ppb and 120,000 ppb. A stream just off the southeast corner of the Property which drains to the south yielded a gold value of 24,000 ppb. The Nevada Joint Venture then conducted a follow-up work program on the Deer Property consisting of contour soil/rock sampling. Areas anomalous in gold, arsenic and antimony were outlined. Total expenditures made by the Nevada Joint Venture on the Deer Property were \$31,050 (Cdn.).

Mineralization

The Deer Property is underlain by folded thinly bedded argillaceous carbonate sequences and igneous rocks, being potential hosts which have proven to be productive elsewhere in Nevada. Northwesterly-trending faults have been mapped which are part of the regional fabric related to mineralization in the district.

The geochemical setting includes strong coincident anomalies in gold, arsenic and antimony which appear to be closely associated with the trace of the fault zone. These features in relation to the underlying geology match several of the most important characteristics found in the sediment-hosted disseminated gold deposits in Nevada.

Underground and Surface Plant and Equipment

There is no underground or surface plant or equipment on the Deer Property.

Work Done by the Company and Future Exploration

Since acquiring its option on the Property, the Company has carried out a geochemical survey and grid sampling at a cost to February 28, 1987 of \$25,727

(Canadian). Strong linear gold, arsenic, and antimony signatures in the soil have been delineated which correlate with the fault zone traces, and have so far been followed along a strike length of 4000 feet. The excellent correlation of this indicator suite of elements is very encouraging. It is concluded that the Deer Property is one of considerable merit, and the exploration project has been successful, and continuing evaluation is fully warranted.

The remainder of the Phase I Operations as required under the Option Agreement will be completed by May 1, 1987. Approximately, a further \$3,000 (Cdn.) is required to be spent.

The Summary Report on the Deer Property prepared by John S. Vincent, P.Eng. dated November 15, 1986 is reproduced in this Prospectus. Phase 1 of the program recommends construction of a cat road and trenching to evaluate selected areas of the geochemical anomalies, and for 5000 feet of drilling to evaluate the targets defined at an estimated cost of \$100,000 U.S. (\$135,000 Cdn.).

The Company anticipates that work covered by Phase 1 of the Report will commence in June and will take approximately three months to complete. The majority of the work will be contracted out and will be supervised by a professional engineer hired by the Company.

THE DEER PROPERTY IS WITHOUT A KNOWN BODY OF ORE AND THE PROPOSED PROGRAM IS AN EXPLORATORY SEARCH FOR ORE.

B. Jos Claim, Skeena Mining 1031 169
Division, British Columbia

Description

The Jos Claim is situate in Skeena Mining Division, Province of British Columbia, and is more particularly described as follows:

<u>Claim Name</u>	<u>Record Number</u>	<u>No. of Units</u>	<u>Current Expiry Date</u>
Jos 1	4908	4	August 15, 1991

(hereinafter referred to as the "Jos Claim").

Particulars of Acquisition

By an agreement dated July 10, 1986 as amended November 28, 1986 and March 4, 1987 (the "Option Agreement") with G.H. Rayner & Associates Ltd. ("Rayner"), of 626 Duchess Avenue, West Vancouver, B.C., the Company has been granted an option to acquire 100% right, title and interest in and to the Jos Claim subject to a 15% net profits interest royalty for and in consideration of the allotment and issue to Rayner of 100,000 shares in its capital stock and the payment of the sum of \$62,500 as follows:

- (a) \$7,500 on execution of the Option Agreement (paid);
- (b) \$15,000 on or before July 1, 1987 or on commencement of any drilling on the Jos Claim by the Company, whichever is earlier;
- (c) 50,000 shares and \$20,000 on or before July 1, 1988;
- (d) 25,000 shares and \$20,000 on or before July 1, 1989;
- (e) 25,000 shares on or before April 1, 1990.

The Company has the right and option exercisable at any time and from time to time to prepay any and all share and cash consideration. The allotment and issue of any of the foregoing shares is subject to filing with the Vancouver Stock Exchange of acceptable engineering reports relative to work on the Jos Claim, and the Company has agreed to file, in each case, the appropriate engineering reports not less than 15 days prior to any date on which any shares are to be allotted and issued.

Once the Company has allotted and issued the total 100,000 shares and paid the total sum of \$62,500 to Rayner, it will own 100% right, title and interest to the Jos Claim with the full right and authority to develop and equip the Jos Claim for production and operate it as a mine for its account, free and clear of any interest of Rayner, save and except that Rayner will be entitled to receive a 15% net profits royalty as defined in the Option Agreement.

Rayner is a private British Columbia corporation owned 60% by Gerald H. Rayner and 40% by K.L. Rayner. The Option Agreement was negotiated at arm's length by both parties.

Location, Size and Access

The Jos Claim which is one square kilometre in size is located approximately eleven kilometres north-northeast of Kitimat. Two wheeled drive vehicle access to the claim from Kitimat is by Eurocan Pulp and Paper main and subsidiary haulage roads. Subsidiary haulage road number 320 passes through the Jos Claim.

History and Previous Work

Work carried out by Billy Goat Creek Mines in 1974 is reported to have defined several geochemical (copper) anomalies and surface assays from the largest anomaly included 4.16% copper and 0.19 ounces per ton gold across fifty feet and ten feet of 4.82% copper, 0.594 ounces per ton gold and 1.62 ounces of silver per ton. Drilling of the main showing in 1974 by Billy Goat Creek Mines includes one B.Q. core hole. This hole intersected twenty-five feet of 3.14% copper and 0.036 ounces of gold per ton. Percussion hole number 3 returned ten feet of 1.05% copper. In 1977 Conwest carried out an I.P. survey which outlined pyritic alteration zone and subsequently drilled two holes into the I.P. Conductor. A mineralized rhyolite returned two ten foot sections each carrying 0.25% copper, 0.10 ounces of gold per ton and 0.11 ounces per ton of silver.

Mineralization

Mineralization on the Jos Claim consists of chalcopyrite, traces of bornite, pyrite and pyrrhotite in altered andesite porphyry.

Underground and Surface Plant and Equipment

There are no underground or surface plant and equipment on the Jos Claim.

Work Done by the Company

The Company carried out a 1986 field program consisting of trenching, blasting, detailed mapping and detailed sampling in the vicinity of the showing on the Jos Claim. The road cut showing was trenched resulting in approximately sixty metres of continuous exposure. A trench thirty-five metres in length was completed, five metres of continuous outcrop was located at the northwest end of the trench and sporadic exposure covered five metres near its southeast terminus. A total of seventy-six rock samples were obtained, the majority of which covered

one metre intervals. The best assay returned was .227 ounces per ton of gold and 1.45% copper.

The Company does not propose to use any of the proceeds from the Offering for further work on the Jos Claim.

The Company's exploration costs on the Jos Claim to February 28, 1987 totalled \$15,096. THE JOS CLAIM IS WITHOUT A KNOWN BODY OF COMMERCIAL ORE.

USE OF PROCEEDS

Available Funds

Working capital on hand as at February 28, 1987	\$ 14,018
Net Proceeds of this issue	<u>\$270,000</u>
Total funds available	<u>\$284,018</u>

Use of Available Funds (in order of priority)

To pay legal, printing and other expenses in connection with this Prospectus (estimated)	\$ 30,000
To carry out Stage 1 of the program of work on the Deer Property as recommended in the Report of John S. Vincent, P.Eng. dated November 15, 1986 consisting of road building, trenching and 5,000 feet of rotary drilling (\$100,000 U.S. - converted at \$1.35)	\$135,000
To pay the option payment due to G.H. Rayner & Associates Ltd. due on or before July 1, 1987 re Jos Claim if the Company determines to maintain the option in good standing	\$ 15,000
To provide working capital	<u>\$104,018</u>
TOTAL:	<u>\$284,018</u>

Any funds received from the exercise in whole or in part of the Broker's Option will be added to working

capital. Working capital will be used to defray normal administration costs, to maintain the Company's properties in good standing, for further mineral exploration, and for further mineral property acquisition by staking and recording, purchase or option, as the directors of the Company may determine.

The Company may, pursuant to the recommendations of a qualified engineer, abandon, in whole or in part, any of its properties or may alter, as work progresses, the work program recommended or may make arrangements for the performance of all or any portion of such work by other persons or companies and may use any money so diverted for the purpose of conducting work or examining other properties acquired by the Company after the date of this Prospectus. The Company 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 subsequent to the completion of the primary distribution, shareholders will be notified.

No part of the proceeds will be used to invest, underwrite, or trade in securities other than those that qualify as investments 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 Company 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 Company must first be obtained and notice of the intention filed with the regulatory securities bodies having jurisdiction over the sale of the securities offered by this Prospectus.

CAPITALIZATION AND DESCRIPTION OF SHARES

Designation of Security	Amount Authorized	Amount Outstanding as of the Date of the Balance Sheet Contained in Prospectus		Amount Outstanding as of the date hereof	Amount Outstanding on Completion of Distribution Hereunder
		Amount	Amount		
Common	10,000,000	1,421,000	1,421,000	1,421,000	2,021,000*