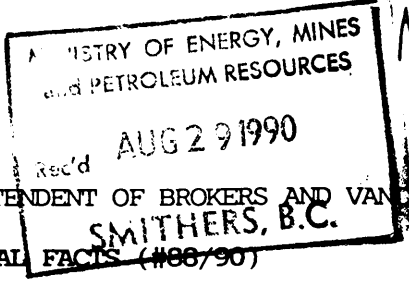


DL



New DUP 9 claim 018989
(750) 104B/9W

SUPERINTENDENT OF BROKERS AND VANCOUVER STOCK EXCHANGE

STATEMENT OF MATERIAL FACTS (#88/90) EFFECTIVE DATE: AUGUST 16, 1990

ANGLO AMERICAN RESOURCES INC.
1840 - 701 West Georgia Street, Vancouver, B.C., V7Y 1B6 (604) 681-0377
Name of Issuer, Address of Head Office and Telephone Number

12th Floor - 1190 Hornby Street, Vancouver, British Columbia, V6Z 2L3
Address of Registered and Records Offices of Issuer

PACIFIC CORPORATE SERVICES LIMITED
Suite 830 - 625 Howe Street, Vancouver, British Columbia, V6C 3B8
Name and Address of Registrar and Transfer Agent for Issuer's Securities in British Columbia

OFFERING: 950,000 UNITS - each Unit consisting of one common share without par value and two Series "A" share purchase warrants.

Units	Estimated Price to Public(1)	Estimated Commission	Estimated Net Proceeds to be received by the Issuer(2)
Per Unit	\$ 0.60	\$ 0.045	\$ 0.555
Total	\$570,000.00	\$ 42,750.00	\$527,250.00

- (1) The actual price to the public will be determined by the Issuer and the Agent in accordance with the rules of the Vancouver Stock Exchange.
- (2) Before deduction of the costs of the issue estimated to be \$20,000.00

The Issuer is, under the rules of the Exchange, a "Venture Company".

The Agent has agreed to purchase (the "Guarantee") any of the Units offered hereby for which subscriptions have not been received at the conclusion of the Offering Day. Any Units acquired by the Agent under this Guarantee will be distributed under the Statement of Material Facts through the facilities of the Vancouver Stock Exchange at the market price at the time of the sale.

This Statement of Material Facts also qualifies for sale additional shares. See "Plan of Distribution".

The Securities offered hereunder are speculative in nature. Information concerning the risks involved may be obtained by reference to this document; further clarification, if required, may be sought from a broker.

AGENT:
L.O.M. WESTERN SECURITIES LTD.
Suite 2200 - 609 Granville Street
Vancouver, B.C. V7Y 1H2

Neither the Superintendent of Brokers nor the Vancouver Stock Exchange has in any way passed upon the merits of the securities offered hereunder and any representation to the contrary is an offence.

Aug. 27/90

1. PLAN OF DISTRIBUTION

Offering

The Issuer, by its Agent, hereby offers (the "Offering") to the public through the facilities of the Vancouver Stock Exchange (the "Exchange"), 950,000 units (the "Units"), each Unit consisting of one common share without par value and two Series "A" share purchase warrants (the "Warrants"). The Offering will take place on a day (the "Offering Day") not more than 180 calendar days after the date (the "Effective Date") this Statement of Material Facts is accepted for filing by the Exchange and the Superintendent of Brokers for British Columbia (the "Superintendent").

The price of the Units (the "Offering Price") will be determined by the Issuer and the Agent in accordance with the Exchange's rules and policies, at a premium over the average trading price ("Average Trading Price") of the Issuer's common shares without par value as traded on the Exchange and as determined by the Exchange.

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

Appointment of Agent

The Issuer, by an agreement dated as of July 10, 1990 as amended by an agreement dated July 12, 1990 (the "Agency Agreement"), appointed L.O.M. Western Securities Ltd. as its agent ("Agent") to offer the Units to the public.

The Issuer will pay the Agent a commission of 7.5% of the Offering Price of the Units.

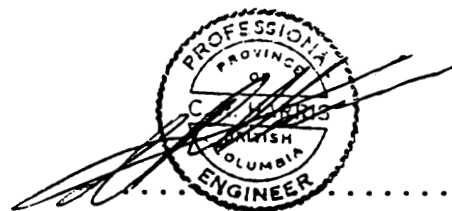
The Agent has agreed to purchase any Units which remain unsubscribed at the conclusion of the Offering Day and, in consideration therefore, the Issuer has agreed to allot and issue to the Agent, immediately following the Offering Day, non-transferrable share purchase warrants ("Agent's Warrants") to the Agent or to members of its selling group as directed by the Agent entitling them to purchase a total of 350,000 previously unissued common shares without par value of the Issuer. The Agent may exercise any of the Agent's Warrants within a period of one year after the Offering Day at the Offering Price.

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

REPORT ON THE
DUP 9 CLAIM
UPPER UNUK RIVER, B. C.
NTS 1048/9W

For

ANGLO AMERICAN RESOURCES INC.



.....
C. R. Harris, P.Eng.
May 6, 1990

7. SUBSEQUENT EVENTS (continued)

iii) acquired an option to purchase a 50% interest in the DUP 9 mineral claim located in the Skeena mining division of B.C. The payment schedule is as follows:

Date	Cash Payments \$	Exploration Expenditures \$	Shares #
Paid	35,000		
30 days following VSE approval	65,000		
On or before April 2, 1991	100,000	500,000 (maximum)	
On or before April 2, 1992	100,000	750,000	
On or before April 2, 1993	100,000	1,500,000	
5 days following VSE approval			50,000
as of 1st, 2nd, 3rd stages of documented work program			150,000
30 days following date of commencement of production			<u>100,000</u>
	<u>400,000</u>	<u>2,750,000</u>	<u>300,000</u>

The agreement is subject to regulatory approval.

iv) acquired an option to purchase a 50% interest in the Best Bet 10 mineral claim located in the Liard Mining Division, B.C. from Prophet Resources Ltd. (three directors of Prophet are also directors of the Company). Consideration is 50,000 common shares, to be issued upon acceptance of regulatory approval, and \$12,500 of exploration expenditures on or before July 31, 1990.

v) entered into an agency agreement dated May 28, 1990 to sell to the public 950,000 units at \$0.60 gross (\$0.555 net per unit) to net the Company \$527,250. Each unit will comprise one common share and one Series "A" share purchase warrant. Two such warrants will entitle the holder to purchase one common share at \$0.70 exercisable within one year from the Offering Day. The agent will receive warrants to purchase 237,500 common shares for guaranteeing successful completion of the offering. The warrants are exercisable at \$0.70 and expire one year from Offering Day.

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1. Location Map
2. Claim Arrangement
3. Local Geology

INTRODUCTION

This report has been prepared at the request of Anglo American Resources Inc., to advise on the potential of the DUP 9 claim and to recommend an appropriate exploration program for the 1990 season.

The writer has flown over the claim area on numerous occasions but has not yet had an opportunity to set down and reconnoiter the area. However, the writer is intimately familiar with the Unuk River area having spent several seasons directing or overseeing work on various projects on Eskay Creek, Storie Creek, Barb Lake, Sulphurettes Creek and South Unuk River.

This report is therefore based on a personal knowledge of the immediate area and on a study of relevant published and unpublished material.

SUMMARY

The DUP 9 Claim consists of 20 units located along and just to the east of Unuk River in the Skeena Mining Division. The claim covers an area of exceptional geological interest as the underlying rocks are of the same formations and character as those hosting almost all of the major mineral occurrences in the Stewart-Unuk-Iskut River areas presently under development or in advanced stages of exploration.

The claim area is relatively unexplored being of a very rugged nature accessible only by helicopter. Only recently, with the discoveries on the Sulphurettes, Skyline, Eskay and DOC properties has the precious metal potential of the area been recognized.

Recent mapping shows the claim to be underlain by rocks of similar age and type as those on the Eskay Creek property some

five miles to the north. The writer has observed rusty or gossanous zones on the claim area suggestive of the prominent structures in Eskay Creek.

Although very little is known of the claim area at present, the claim is considered to have excellent potential for precious metal discovery and a thorough field examination is recommended.

RECOMMENDATIONS

It is recommended that a detailed examination be made of the entire claim area. The work should be grid controlled where possible and consist of basic prospecting and mapping with soil, silt and rock geochemistry where appropriate. Ground geophysics should follow an airborne survey to better locate most favorable areas.

Approximately 16 km of grid and control lines are expected to be required. This grid would cover the western half where slopes are not excessive. The eastern half will require considerable helicopter support and probably some fly camps with local smaller grids for control.

A crew of two prospectors with helpers is envisaged with a qualified supervisor. Geological expertise can be called on as required. It is expected that the basic work can be accomplished in 6 - 8 weeks leaving time for more detailed or follow-up work as indicated.

The work program has been phased for convenience with Phase I consisting of basic prospecting and Phase II for detailed work on the most promising areas by trenching, diamond drilling etc. Phase II is contingent on the results of Phase I.

Costs are estimated as follows:

PHASE I This phase is considered as basic to assessing the potential of the area and allows for coverage of the entire area. Costs are general as the final work program and schedule can only be determined in the field.

Pre project engineering, permits etc	\$	4,000
Airborne geophysics		15,000
Crew travel & accomm.		4,000
Camp material & equipment		8,000
Expediting		2,000
Wages - Supervision		13,000
- Prospectors & helpers		20,000
Camp food, supplies etc.		6,500
Fuel - helic., gas, oil		2,500
Assays, rock & geochem		9,000
Engineering reports, maps etc.		4,000
Helicopter support, 50 hrs.		35,000
Ground geophysics		10,000
		<u>133,000</u>
Contingency 20%		<u>27,000</u>
TOTAL Phase I	\$	160,000

PHASE II This phase is contingent on Phase I but may be moved ahead to overlap or be done in conjunction with Phase I if targets are identified early in the program. Details can only be finalized in the field on the basis of results and costs are therefore only a general estimate.

Prospect trenching	\$	20,000
Diamond drilling, 1500' @ 50		75,000
Helicopter support		25,000
Camp costs		10,000
Supervision, assays, misc labor		10,000
		<u>140,000</u>
TOTAL Phase II	\$	140,000
		<u><u>300,000</u></u>
TOTAL BOTH PHASES	\$	300,000

PROPERTY

The DUP 9 Claim consists of 20 units staked and recorded by Mr. Paul Dupras and presently held under agreement by Anglo American Resources Inc. Mr. Dupras is the current owner of record.

DUP 9 (5N x 4E) Record # 7264 Feb. 24, 1989

The claim is currently in good standing with work recorded to February 1991. A search of the mineral title records revealed no liens or Mineral Act complaints registered against the claim.

LOCATION & ACCESS

The DUP 9 claim is located along Unuk River in the Skeena Mining Division, NTS 104B/9W. Figures 1 & 2 shows the claim location and arrangement.

Access to the area is presently by helicopter only. The distance from Stewart is some 50 air miles but in inclement weather much longer flights are often necessary. Mobilization and major supply lifts are best done from the Granduc airstrip.

Topography is very rugged particularly on the eastern half of the claim where slopes of 30° to 40° are the norm with numerous near vertical cliffs and deeply incised creeks. Elevations range from 1000 feet in Unuk River to about 4500 feet along the east side of the claim. Lower elevations are heavily timbered with old growth and often heavy underbrush. Timberline is at about 3000 feet. Permanent snow patches are common at higher elevations. Water is normally plentiful.

HISTORY & PRODUCTION

The Unuk River area was first prospected around the turn of the century when gold was discovered in Sulphurettes Creek and a few properties located. The area lay dormant until the 1930s when air transportation led to the discovery of the Eskay Creek

prospects. Despite the common use of helicopters, interest remained sporadic due to the remoteness of the area and depressed metal prices until recently. In the early 1980s it became evident that the Salmon-Unuk-Iskut River area could be classed as a distinct mineralogical province and interest escalated to the present when numerous properties are in advanced stages of exploration or development.

Other than some high grade shipments from the Eskay Creek veins there has been no recorded production from the Unuk area.

GEOLOGICAL

The claim area is underlain by Hazelton Group volcanic and sedimentary rocks of Lower to Middle Jurassic age. These rocks, or their metamorphic equivalents, are host to almost all the important properties in a zone extending from Kitsault River in the south through Stewart to the Unuk and Iskut Rivers in the north. Grove (1986) named this section the Stewart Complex and discusses the various rock units and structures in detail.

At most properties the mineralization appears to be typical of meso-epithermal vein systems in an island arc environment. The Eskay Creek property shows indications of being hot-spring related.

Recent, more detailed mapping by Alldrick et.al. (OF 1989-10) shows the various Sequences and associated rock units making up the Hazelton Group and notes recorded mineral occurrences. Figure 3 shows the DUP 9 Claim portion of this map.

A few mineral occurrences, both precious and base metal, have been discovered in the vicinity of the DUP 9 claim but only the Eskay Creek property has been extensively explored. This property is currently in an advanced stage of exploration and recent news releases suggest a major precious metal deposit.

While flying over the claim area during 1989 the writer noted several rusty zones probably indicative of highly pyritized zones. Although not necessarily gold bearing these zones may be genetically related to more massive mineralization. It was the prominent rusty bluffs that first drew the attention of prospectors to the Eskay Creek area.

REFERENCES

1. Grove, E. W., Geology & Mineral Deposits of the Unuk-Salmon R.-Anyox Area. B.C.D.M. Bull. 63, 1986
2. Alldrick et.al., Geology & Mineral Deposits of the Unuk River Area., B.C.D.M. Open File Map 1989-10
3. Harris, C. R., Report on Tok & Kay Claims, Eskay Creek. for Cons. Stikine Silver Ltd., Feb. 1987
4. Harris, C. R., Report on Tok & Kay Claims, Eskay Creek. for Calpine Resources Ltd., July 1988
5. Harris, C. R., Doc Claim Group, Proposed 1986 Exploration. for Silver Princess Resources Ltd. March 1986
5. Harris, C. R., Report on the Cyr 1 Claim, Upper Unuk River. for Del Explorers Inc., Sept. 1989

C.R. Harris, P.Eng.,
2709 Wembley Drive
North Vancouver, B.C.
V7J 3B7

QUALIFICATION

I, Charles R. Harris, of 2709 Wembley Drive, North Vancouver, B. C., do hereby certify that:

1. I am a graduate of the University of British Columbia with the degree of Bachelor of Applied Science in Mining Engineering.
2. I am a registered member, in good standing, of the Association of Professional Engineers of B. C., and have practiced my profession continuously for the past 25 years.
3. I have not had an opportunity to visit the Dup 9 Claim and this report is based on a personal familiarity with the claim area and environs and on a study of relevant published and unpublished data.
4. I have no interest, directly or indirectly in the properties or securities of Anglo American Resources Inc., nor do I expect to receive any. Neither do I have any interest in any mineral claims or properties in British Columbia.
5. This report may be used in a Prospectus or Statement of Material Fact if so desired.



C. R. Harris, P. Eng.

May 6, 1990

FIGURE 1

LOCATION MAP

0 5 10 20 km

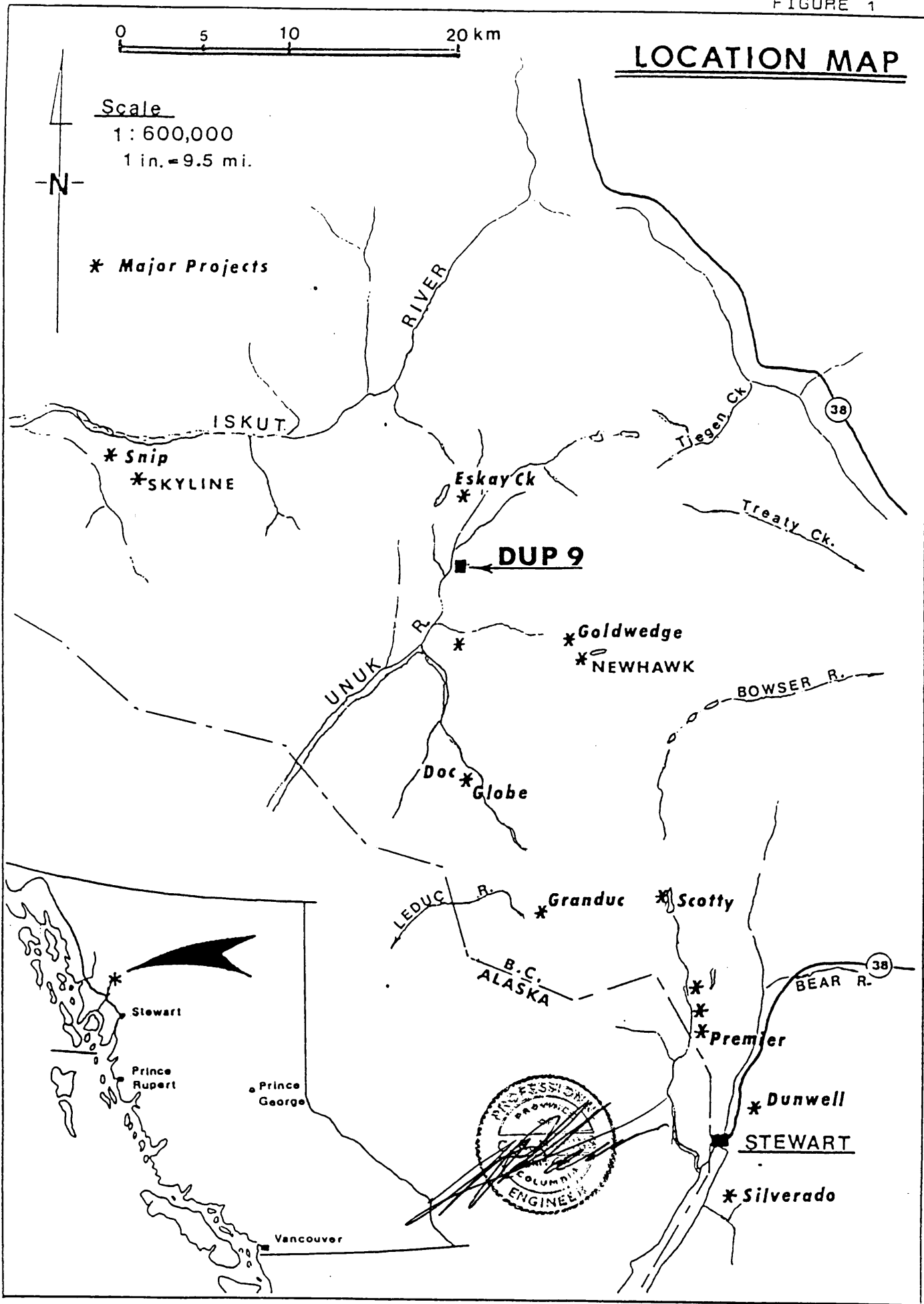
Scale

1: 600,000

1 in. = 9.5 mi.

N

* Major Projects



* Snip
* SKYLINE

Eskay Ck *

DUP 9

* Goldwedge
* NEWHAWK

Doc * Globe

* Granduc * Scotty

* Premier

* Dunwell

STEWART

* Silverado

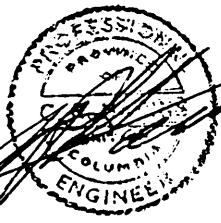
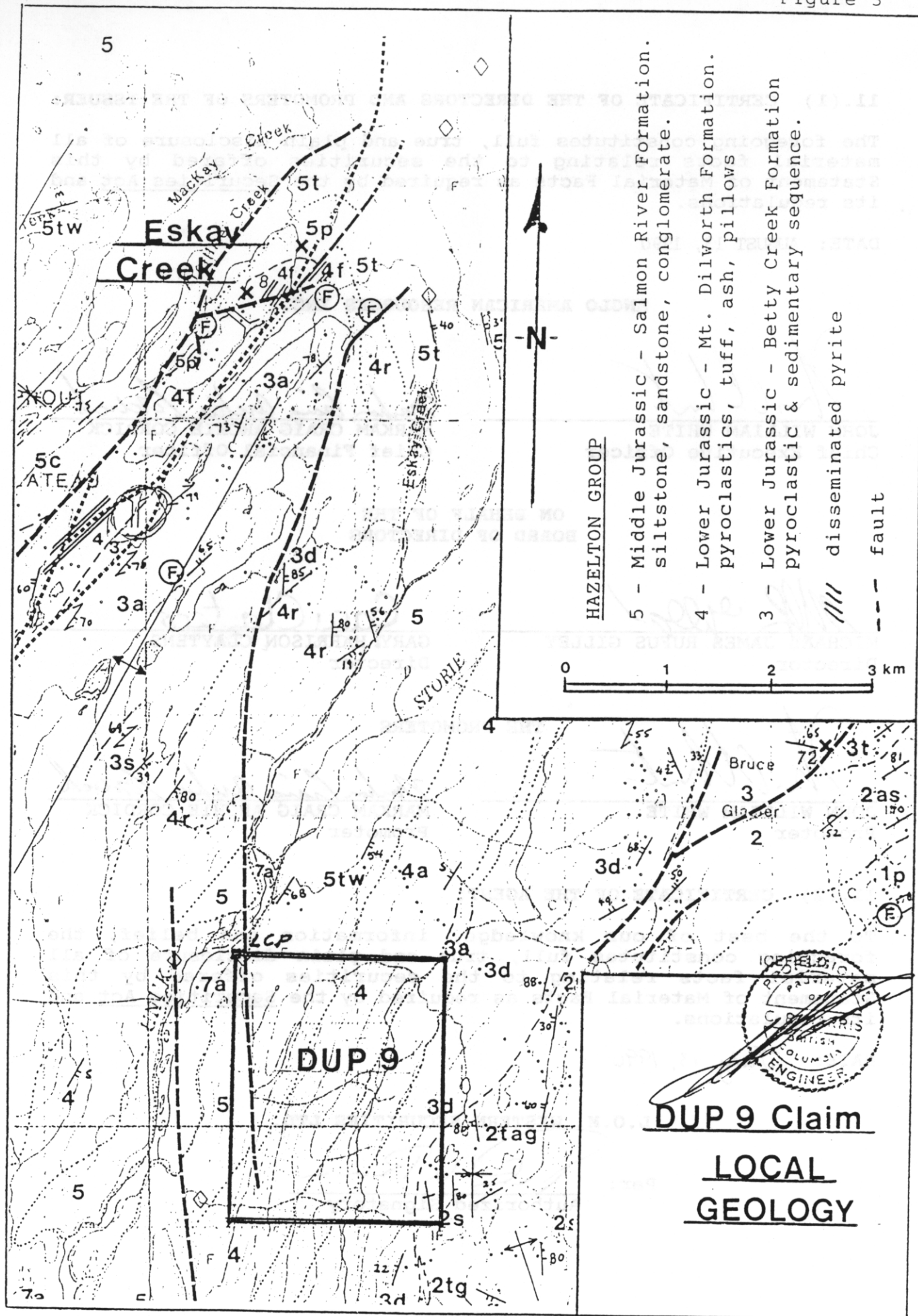


Figure 3




11.(1) CERTIFICATE OF THE DIRECTORS AND PROMOTERS OF THE ISSUER:

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

DATE: AUGUST 13, 1990

ANGLO AMERICAN RESOURCES INC.



JOHN WILLIAM WHITE
Chief Executive Officer



MARKAM CRAIG ARCHIE CORDICK
Chief Financial Officer

ON BEHALF OF THE
BOARD OF DIRECTORS




MICHAEL JAMES RUFUS GILLEY
Director



GARY HARRISON CLAYTENS
Director

THE PROMOTERS



JOHN WILLIAM WHITE
Promoter



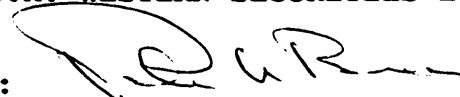
MARKAM CRAIG ARCHIE CORDICK
Promoter

11.(2) 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 Statement of Material Facts as required by the Securities Act and its regulations.

DATE: July 13, 1990

L.O.M. WESTERN SECURITIES LTD.

Per: 

Authorized Signatory