

**SUPERINTENDENT OF BROKERS
AND
VANCOUVER STOCK EXCHANGE**

019275

(The Issuer is, under the Rules of the
Vancouver Stock Exchange, a "Development Company")

STATEMENT OF MATERIAL FACTS: (#61/88)

EFFECTIVE DATE: June 30, 1988

ISSUER, ADDRESS OF HEAD OFFICE AND TELEPHONE NUMBER
KERR GOLD CORPORATION
West Hastings Street
Vancouver, B.C. V6B 1N2 Tel. No. (604) 681-8558

OFFICE OF REGISTERED AND RECORDS OFFICE OF ISSUER
West Hastings Street
Vancouver, B.C., V6C 2W2

**REGISTRAR AND TRANSFER AGENT FOR ISSUER'S
OFFICE IN BRITISH COLUMBIA**
Kerr Trust Company
Dunsmuir Street, P.O. Box 49390, Four Bentall Centre
Vancouver, B.C., V7X 1P3

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

Offering: 500,000 Common Shares

	Estimated Price to Public*	Estimated Agents' Commission	Estimated Net Proceeds to Issuer
Per Share:	\$0.60	\$0.045	\$0.555
Total:	\$300,000	\$22,500	\$277,500

*To be calculated in accordance with the Rules of the Vancouver Stock Exchange, but in any event the price to the public shall be no less than \$0.60 per Share.

Additional Offering

This Statement of Material Facts also qualifies the sale of any Shares acquired by the Agents under their respective guarantees and the sale at the market price at the time of sale of any shares of the Issuer acquired by the Agents on the exercise of the Agents' warrants. The Agents will receive the proceeds from the sale of these shares and none of these proceeds will accrue to the Issuer.

AGENTS

JONES GABLE & COMPANY LTD.
400-700 West Pender Street
Vancouver, B.C. V6C 1C1

CONTINENTAL SECURITIES
10th Fl., 1055 Dunsmuir St.
Vancouver, B.C. V7X 1L4

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.

PROPERTY FILE -05
D.L.
1046 099
188 278
191 280
192
194
198
Kerr Claim Group

25 2011 PLAN OF DISTRIBUTION

The Offering

Sulphurets Gold Corporation (the "Issuer") hereby offers to the public through the facilities of the Vancouver Stock Exchange (the "Exchange") 500,000 common shares without par value (the "Shares").

The Shares will be sold at a fixed price (the "Fixed Price") to be agreed upon by the Issuer and the Agents, provided that such Offering Price shall not be fixed at a discount of more than 10% below the average market price determined by the Exchange in accordance with its rules, and in any event not less than a minimum of SIXTY CENTS (\$0.60) per Share, and if such price is not accepted by the Issuer or the Agents, none of the parties will be bound to complete the Offering.

The Offering will take place on a day (the "Offering Day") not more than 30 business days following the date (the "Effective Date") on which this Statement of Material Facts (the "Statement") is accepted for filing by the Exchange and the British Columbia Securities Commission.

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

Appointment of Agents

The Issuer, by an agreement dated June 23, 1988 (the "Agency Agreement") appointed the following as its agents (the "Agents") to offer the Shares to the public:

<u>Name and Address of Agents</u>	<u>Participation</u>
Jones Gable & Company 400-700 West Pender Street Vancouver, B.C. V6C 1C1	350,000 Shares
Continental Securities 10th Floor, 1055 Dunsmuir Street P.O. Box 49333, Four Bentall Centre Vancouver, B.C. V7X 1L4	150,000 Shares

The Issuer will pay the Agents a commission of 7 1/2% of the selling price of the Shares.

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

The rights and obligations of each Agent shall be several as distinguished from joint rights and obligations.

There are no sub-underwriting or sub-option agreements outstanding. The Agents reserve the right to offer selling group

activities relating to the Issuer's business in light of further information or a subsequent change in circumstances.

Notwithstanding the foregoing, none of the proceeds of this Offering will be spent otherwise than as referred to above without the prior approval of the Exchange where (a) the total purchase price for an asset is in excess of \$300,000, (b) such purchase price is in excess of \$150,000 and involves the issuance of more than 100,000 shares of the Issuer, or (c) the acquisition is not at arm's length to the insiders of the Issuer.

There are no provisions or arrangements for holding any part of the net proceeds received from the sale of the securities in trust or subject to the fulfilment of any conditions.

3. MATERIAL NATURAL RESOURCE PROPERTIES

(1) SUMMARY OF MATERIAL MINING PROPERTIES

Group I - Properties for which regulatory approval has been obtained under this Statement of Material Facts.

Group II - Presently held properties which are currently producing or being explored, or upon which exploration is planned within the next year.

Group III - Other presently held properties upon which the Issuer's acquisition and exploration costs to date exceed \$100,000.

Group	Property Name	Issuer's Acquisition and Exploration Costs to Date (in \$)	Shares Issued To Date	Planned Expenditures from Funds Available upon Completion of the Offering
I	n/a			
II	Kerr Claim Group	\$297,042(1) \$300,000(2)	500,000	\$250,500
III	n/a			

(1) Exploration Costs

(2) Acquisition Costs (500,000 shares at a deemed price of \$0.60 per share)

Group I - Properties for which regulatory approval has been obtained under this Statement of Material Facts.

None.

Group II - Presently held properties which are currently producing or being explored, or upon which exploration is planned within the next year.

**A. Kerr Claim Group,
Skeena Mining Division, B.C.**

(i) Interest Owned

The Issuer holds an undivided 30% interest in and to certain located mineral claims, comprising 117 units, located in the Skeena Mining Division, B.C. and known as the "Kerr Claim Group" or the "Property". (See Figures 1 and 2). The consideration for such acquisition was the allotment and issuance of 500,000 shares of the Issuer at a deemed price of \$0.60 per share. 250,000 of the aforesaid shares were issued to directors of the Issuer. Reference is made to item 6(3)(b).

Details with respect to the Kerr Claim Group are set forth below:

<u>Claim Name</u>	<u>No. of Units</u>	<u>Record No.</u>	<u>Expiry Date</u>
Kerr 7	6	3662	Dec.17/97
Kerr 8	16	3663	Dec.17/97
Kerr 9	10	3664	Dec.17/97
Kerr 10	9	3665	Dec.17/97
Kerr 12	20	3666	Dec.17/97
Kerr 15	16	3669	Dec.17/97
Kerr 41	20	3697	Dec.20/97
Kerr 99	20	4690	Oct.30/97

WCM (as hereinafter defined) on behalf of the joint venture subsequently expended approximately \$1,000 with respect to staking the Kerr 100 Mineral Claim, comprising 10 units (Record No. 6286; Expiry Date - Jul.17/97) to cover any fractional claims which may have existed in the area where exploration is concentrated.

The Property is situated approximately 65 km north of Stewart, B.C. The closest road access is to Brucejack Lake, approximately 5 km to the east of the Property (see Figure 2). Access to the Property is by helicopter. The Property is situated in mountainous terrain and much of it is above the tree-line. The Sulphurets Glacier and its tributary border the Property to the south, east and north-east.

The Property is underlain by a metavolcanic and metasedimentary sequence intruded by a monzonite or syenite stock. Most of the volcanic units appear to be tuffs. The volcanic units are commonly altered, with the intensity of alteration varying across

WESTERN CANADIAN MINING CORPORATION

SULPHURETS CREEK & ISKUT RIVER
GOLD CAMPS, B.C.
M.T.S. 1048

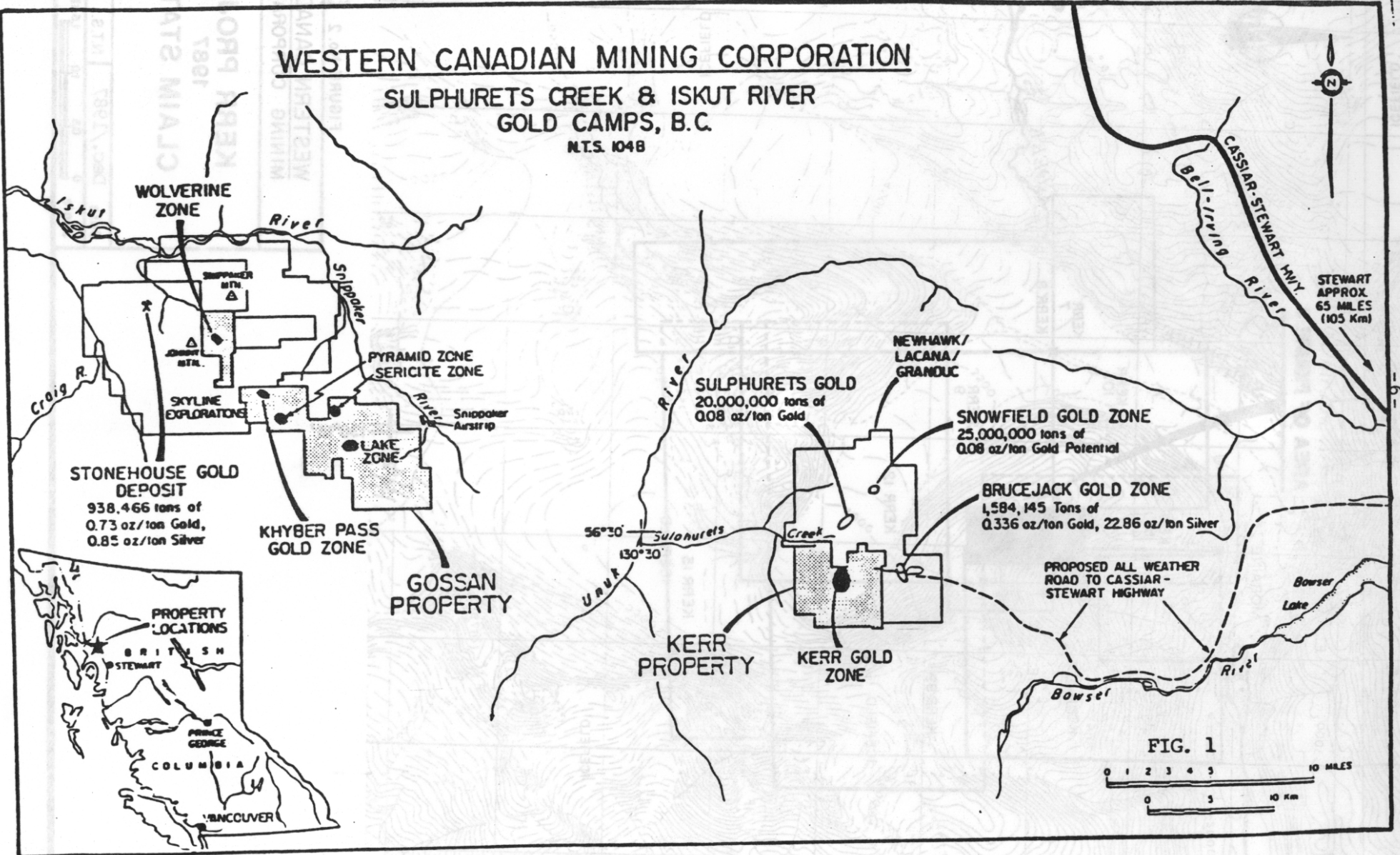


FIG. 1

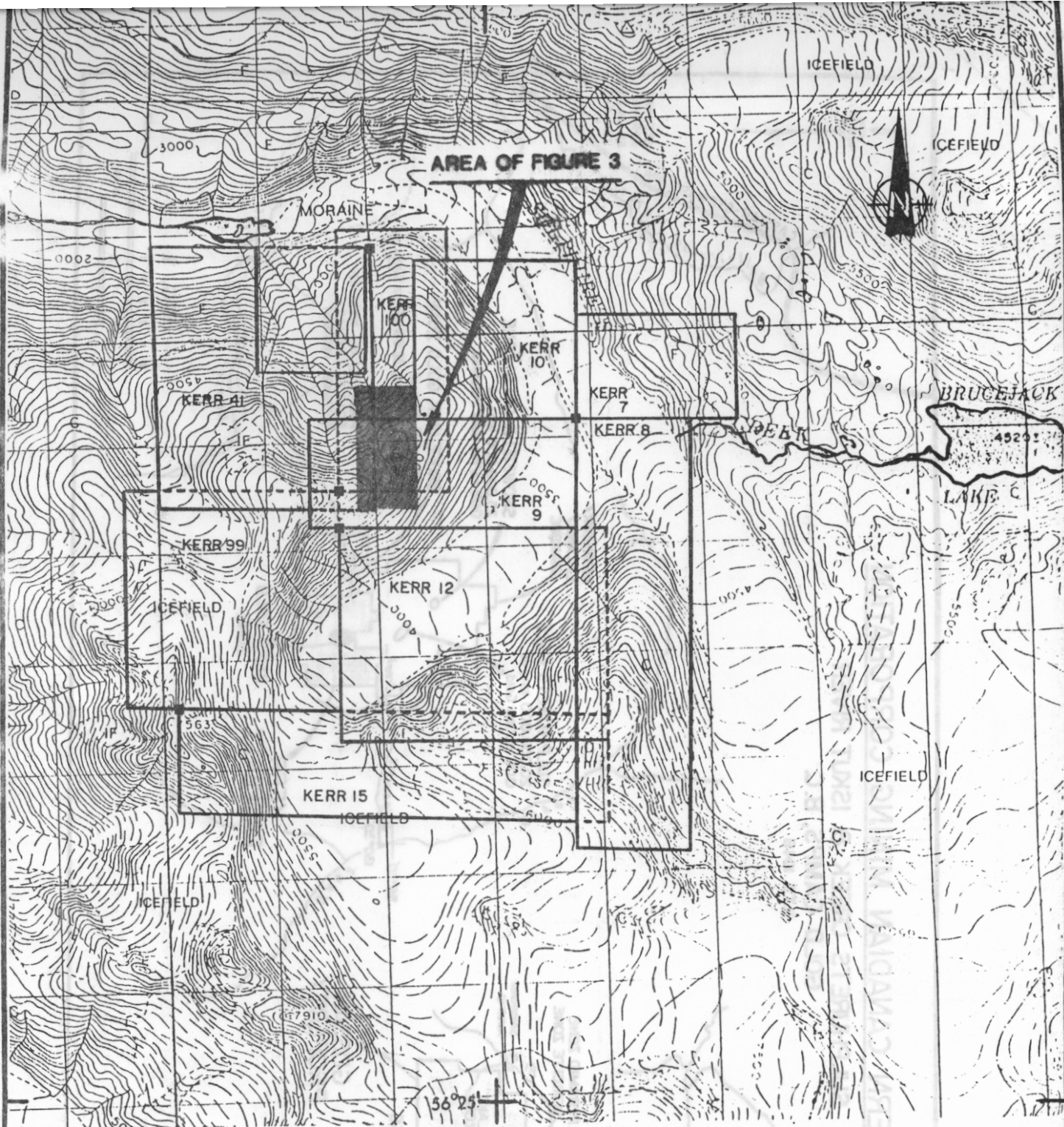


FIGURE No. 2

WESTERN CANADIAN
MINING CORPORATION

**KERR PROJECT
1987
CLAIM STATUS**

SKEENA M.D.

Date	Dec./1987	N.T.S. 104B/8
Scale	0 0.5 1.0 1.5km	RPT 996

the Property. Exploration work completed to date suggests that the mineralization is structurally controlled.

By a joint venture agreement (the "Kerr Joint Venture Agreement"), dated February 17, 1987, between Western Canadian Mining Corporation ("WCM"), of 1170-1055 West Hastings Street, Vancouver, B.C. V6E 2E9 and the Issuer, the parties thereto formed a joint venture for the purpose of conducting joint operations to develop and explore the Property and, if deemed warranted, bring the Property or a portion thereof into commercial production by establishing and operating a mine. Pursuant to the terms of such agreement, the Issuer agreed to bear 30% of the costs and other liabilities incurred by the joint venture in the operation of the Kerr Claim Group.

Pursuant to the terms of the Kerr Joint Venture Agreement, the parties agreed, among other things, as follows:

(a) if a party fails to pay its proportionate share of Exploration Costs within 30 days of receipt of an invoice specifying such costs or stating the amount of the advance required with respect to estimated Exploration Costs, and if no payment is made within the period of 10 business days next succeeding the receipt of a demand notice from the operator, then that party shall be deemed to have assigned and conveyed its interest and its interest in the assets to the other party and in consideration thereof will be entitled to receive as its sole remuneration and benefit in consideration of that assignment and conveyance, 5% of net profits;

(b) if a party fails to make any election or elects not to contribute to the Exploration Costs of any program proposed or elects to contribute less than its proportionate share thereof, the interest of that party will be decreased and the interest of each party contributing in excess of its proportionate share will be increased so that at any time during the Exploration Period the interest of each party is that percentage which is equivalent to its Exploration Costs and Prior Exploration Costs expressed as a percentage of the Exploration Costs and Prior Exploration Costs of all parties; provided that if the effect of the application of the foregoing provisions is to reduce the interest of any party to 10% or less, the party whose interest is reduced to 10% or less will then be deemed to have assigned and conveyed its interest and its interest in the assets to the other party and in consideration therefor will be entitled to receive as its sole remuneration and benefit in consideration of that assignment and conveyance, by way of royalty, 10% of the net profits, as and when available; and

(c) following the issuance of a production notice, the parties will grant each to the other a right of first refusal to acquire any part of an interest in the property of which either party wishes to dispose.

In the Kerr Joint Venture Agreement:

- (i) "Exploration Costs" means all Costs of Mining Operations recorded during the Exploration Period.
- (ii) "Prior Exploration Costs" means those Costs, including deemed costs, if any, incurred by the parties in exploring and developing the property prior to the operative date.

WCM is the recorded owner of 100% and the beneficial owner of an undivided 70% interest in the Kerr Claim Group.

(ii) Material Exploration and Development Work

In January 1987, the Issuer paid WCM the amount of \$35,758 as reimbursement of exploration expenditures incurred during 1986. In addition, the Issuer incurred fees with respect to engineering reports in the amount of approximately \$5,000.

During 1987 WCM, in its capacity as Operator, carried out an exploration program at a cost of approximately \$673,000, of which \$37,500 represented an advance by the Issuer to WCM. This advance, when added to the Issuer's share with respect to its 30% interest (\$190,650), resulted in the Issuer expending a total of \$228,150 in 1987.

The program was designed to test four geochemical target areas (A, B, C and L), locate the mineralization causing these anomalies and, if possible, determine the dimensions of the mineralization. This aspect of the program was performed using diamond drilling (1604 m of NQ size core drilling in 14 holes), trenching (500 metres by excavator) and rock chip sampling (548 samples). The dimensions of the target areas were further defined by detailed soil sampling within and around the anomalous zones. A total of 505 soil samples were taken. Along with this surface work and geochemical sampling, 10 km of geophysical surveys, both IP (Induced Polarization) and VLF-EM, were performed. The geophysical surveys were designed to locate drill targets within the larger geochemically anomalous zones.

Six holes were drilled in Zone A, one of which was too shallow to intersect the zone and another intersected dykes. The remaining four holes intersected gold mineralization over widths from 2 metres to 3.5 metres. Three of those holes also contained significant amounts of silver and copper.

Two holes were drilled in Zone B and intersected several sections of copper-gold mineralization. The largest intersection was 81 metres containing 0.008 oz. gold per ton and 0.61% copper, and which included an 18 metre section containing 0.013 oz. gold per ton and 1.01% copper.

Two of three holes drilled into Zone C intersected four 1.5 metre widths grading in the range of 0.055 oz. gold per ton to 0.109 oz. gold per ton.

None of the three holes drilled into Zone L intersected mineralization, possibly because of a change in dip of the mineralized structure.

The following is a paraphrasing of, and is based in reliance upon A Geological, Geochemical, Geophysical and Drilling Report (the "Report") prepared for WCM by J.M. Kowalchuk and M. Jerema, dated December 1987:

The exploration program was successful in locating significant amounts of gold-copper mineralization in three areas. Three different modes of precious metal mineralization were recognized.

Drilling and trenching on the A Zone intersected a sulphide filled breccia which contains up to 2.027 oz. per ton gold, 135.56 oz. per ton silver and 13.48% copper. This gold-silver-copper mineralization was intersected in three diamond drill holes and in several lines of chip samples.

Drilling of a large geophysical anomaly in the B Zone intersected 61.7 m (202.4 ft) of 1.11% copper and 0.012 oz. per ton gold in a large disseminated porphyry copper-porphyry-type deposit.

Drilling and trenching in the C Zone and trenching in the L Zone has located up to 0.989 oz. per ton gold in quartz veins and silica-cemented breccias.

The above metal zoning is reflected by an alteration zoning from chlorite-sericite alteration in the A Zone through sericite alteration in the C Zone to silica-sericite alteration in the L Zone. A porphyry copper-gold model of metal zoning around a syenite stock is suggested as a guide towards directing further exploration on the property.

Detailed soil geochemistry was successful in defining the shape of the various mineralized structures.

An intensive program of detailed diamond drilling, surface blasting and trenching, and detailed structural geological mapping is proposed to outline economic amounts of gold, silver, copper mineralization.

The Report further states:

"Three distinct metal zones have been recognized as forming north-south trending belts on the Kerr property. The three zones are the A-D Zone, the B-P Zone and the C-L-F Zone. Within each zone similar styles of mineralization, metal content and alteration assemblages exist. A compilation map (see Figure 3) shows these zones and their spatial relationships. ["F" is located 400 metres south of the central part of the map]. The alteration zoning (see Figure 4) also shows this metal zoning. These features can be tabulated as follows:

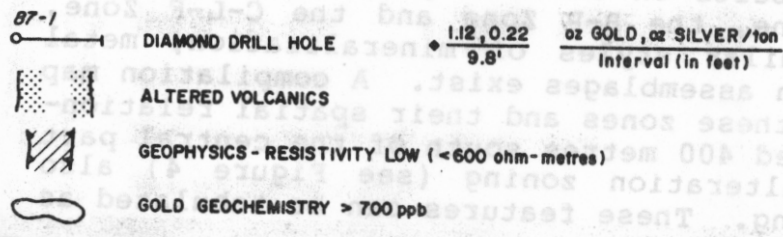
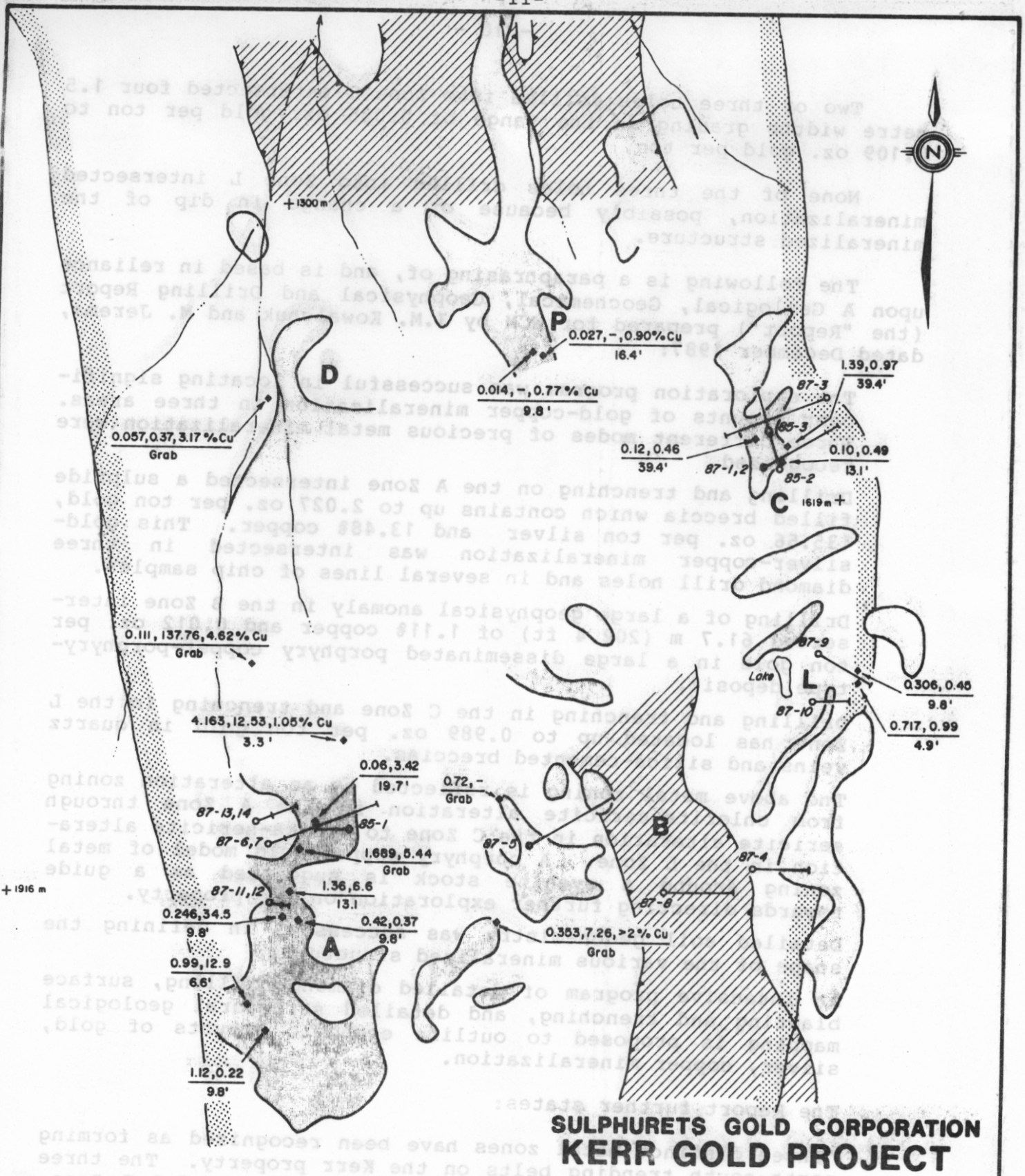


FIGURE 3

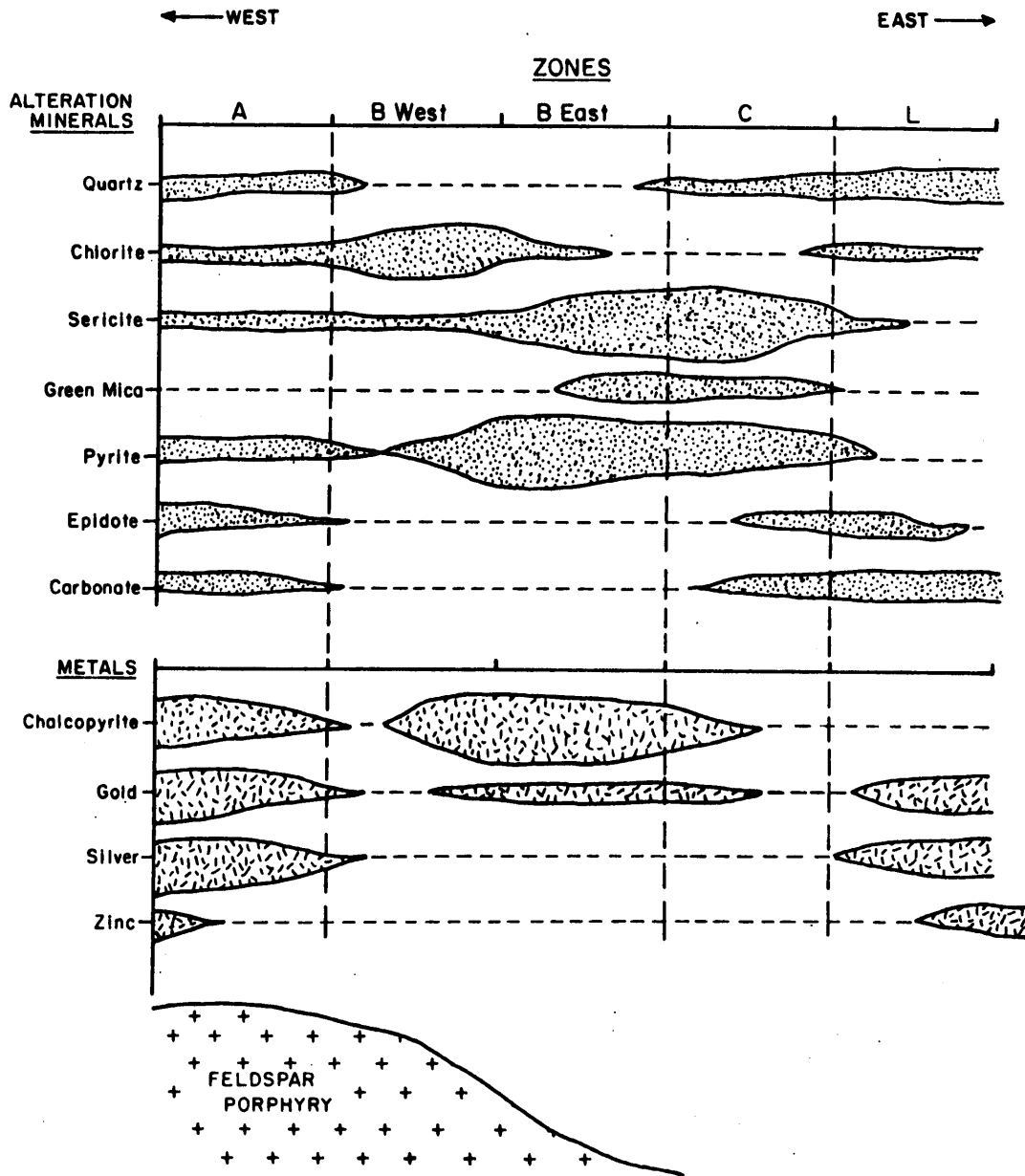


FIGURE No. 4

WESTERN CANADIAN
MINING CORP.

KERR PROJECT
1987
ALTERATION ZONING

Date Nov. 25/87

Compiled by: J.K.

Drafted by: H.H.

RPT 996

<u>Zone</u>	<u>Style of Mineralization</u>	<u>Metals</u>	<u>Geochemical Signature</u>	<u>Alteration Assemblage</u>
A-D	Cp-Py-Qtz-filled breccia, massive	Au-Ag-Cu	High-Au, Ag Cu, As Minor-Pb, Mn	Qtz-Chl-Ser- Py-Carb
B-P	Cu Stockwork	Cu-Au	High-Au Minor-Pb, As	Chl-Ser-Py- Qtz
C-L-F	Quartz veins	Au-Ag	High-Au, Ag Cu, Pb, Zn As, Mn	Ser-Qtz-Py (Ep) Qtz-Ser-Carb

These three belts of mineralization are primarily controlled by the north-south regional set of shearing. The B-P belt lies along a major mineralized structure indicated by the intense IP resistivity low and chargeability high."

The Report is available for inspection during normal business hours during the distribution of the securities offered hereunder at 1040-999 West Hastings Street, Vancouver, B.C. V6C 2W2.

(iii) Cash Payments and Share and Work Commitments

The management committee for the Kerr Claim Group has advised that the 1988 exploration budget is \$1,050,000, of which the Issuer's share will be \$315,000. The Issuer, by agreement with WCM, expended \$37,500 in excess of its proportionate share of the 1987 program. In addition, the Issuer has made a \$27,000 advance on the 1988 program, leaving a balance of \$250,500, which is to be raised from the proceeds of the Offering.

(iv) Reserves

The Property has no known reserves of ore.

(v) Risk Factors

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 programs are successful, additional funds will be required for the development of an economic ore body and to place it in commercial production. The only source of future funds presently available to the Issuer is through the sale of equity capital. The only alternative for the financing of further exploration would be the offering by the Issuer of an interest in its property to be earned by another party or parties carrying out further exploration or development thereof, which is not presently contemplated.