

**SUPERINTENDENT OF BROKERS
AND
VANCOUVER STOCK EXCHANGE**

019470

STATEMENT OF MATERIAL FACTS - NO. 67/88

EFFECTIVE DATE: AUGUST 9, 1988

JAZZMAN RESOURCES

PROPERTY FILE D.L.

*Lost Chord - Goodenough 82KNW064
(Big Five)
*Alma - Paymaster 82KNW124, 196
*Blackbear - Kangaroo 82KNW130
*Wide West 82KNW129
*Glengarry 82KNW134
Gab 9 104B/15
Ger 1, 2, 3 104B/10W

*collectively called Lime Dyke

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FAX: (604) 689-4143

**OFFICE HEAD
AND FAX**

**Vancouver, B. C. V6C 2T6
RECORDS OFFICE OF ISSUER**

**Vancouver, B. C.
CLEARING & TRANSFER AGENT
REGISTERED IN BRITISH COLUMBIA**

600,000 COMMON SHARES

	Estimated Agents Commission	Estimated Net Proceeds to Issuer
Total	\$0.03 \$18,000.00	\$0.37 \$222,000.00

* To be calculated in accordance with the rules of the Vancouver Stock Exchange.

ADDITIONAL OFFERING: The Agent will receive Agents' Warrants entitling it to purchase a total of 200,000 shares in return for guaranteeing the sale of the Shares offered hereby. These 200,000 shares are hereby qualified for sale. See "Additional Offering" on Page 3 hereof for more details concerning the sale of these shares.

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. Under the rules of the Vancouver Stock Exchange, the Issuer is a "Development Company".

AGENT - CONTINENTAL SECURITIES
10th Floor - 1055 Dunsmuir Street
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PHONE: (604) 682-4450 FAX: (604) 687-6740

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.