

*no mineralization
(Stones values
for the adjoining Josh)*

019518

JOSH 104B 023 290, 291
GIGI 104B 328

PROPERTY FILE

SUPERINTENDENT OF E
AND
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(Resource Secti

WARRANT-05

STATEMENT OF MATERIAL F
EFFECTIVE DATE: July 23, 1987

GIGI RESOURCES LTD.

Suite 1550 - 609 Granville Street, Vancouver, B.C., V7Y 1C6 Telephone: (604) 687-3303

NAME OF ISSUER, ADDRESS OF HEAD OFFICE AND TELEPHONE NUMBER

Suite 100 - 200 Granville Street, Vancouver, B.C., V6C 1S4

ADDRESS OF REGISTERED AND RECORDS OFFICES OF ISSUER

THE CANADA TRUST COMPANY, Four Bentall Centre, Box 49390, Vancouver, B.C., V7X 1P3

NAME AND ADDRESS OF REGISTRAR & TRANSFER AGENT FOR ISSUER'S SECURITIES IN BRITISH COLUMBIA

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.

OFFERING : 600,000 UNITS

Each Unit consists of One Common Share and Two Series "A" Warrants, two such Warrants will entitle the holder thereof who exercises such warrant to purchase one additional common share of the Issuer at any time up to the close of business 180 days following the Offering Day at a price to be determined in accordance with the rules of the Vancouver Stock Exchange.

| | Price to Public (estimated)* | Commission | Estimated Net Pro- ceeds to be Received by the Issuer |
|----------|---------------------------------|-------------|---|
| Per Unit | \$0.70 | \$0.0525 | \$0.6475 |
| Total | \$420,000.00 | \$31,500.00 | \$388,500.00 |

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

ADDITIONAL OFFERING - 300,000 SHARES

The Agents will receive Agents' Warrants entitling them to purchase a total of 300,000 shares in return for guaranteeing the sale of the Units offered hereby. These shares are hereby qualified for sale. See "Consideration to Agent" for further information concerning the sale of these shares.

AGENTS

CANARIM INVESTMENT CORPORATION LTD.
2200 - 609 Granville Street
Vancouver, B.C. V7Y 1H2

CONTINENTAL CARLISLE DOUGLAS
Tenth Floor - 1055 Dunsmuir Street
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.

1. PLAN OF DISTRIBUTION

A. THE OFFERING

By Agreement dated for reference March 27, 1987 (the "Agency Agreement"), Gigi Resources Ltd. (the "Issuer") appointed the following as its agents (the "Agents") to offer to the public through the facilities of the Vancouver Stock Exchange (the "Exchange") Six Hundred Thousand (600,000) units (the "Units") of the Issuer at a fixed price in the amounts set opposite their respective names (the "Offering"):

| <u>Agent</u> | <u>Number of Units</u> |
|-------------------------------------|------------------------|
| Canarim Investment Corporation Ltd. | 300,000 |
| Continental Carlisle Douglas | 300,000 |

The Offering will take place on the "Offering Day" which will be not more than thirty (30) business days after the date this Statement of Material Facts is accepted for filing by the Exchange and the Superintendent of Brokers (the "Effective Date").

The offering price of the Units will be determined in accordance with the rules of the Exchange, at a premium over the average trading price of the Issuer's shares as determined by the Exchange (the "Average Price"), subject to the agreement of the Issuer and the Agents. The purchasers of any Units under the Offering will be required to pay regular commission rates as specified by the by-laws and rules of the Exchange.

The Agents reserve the right to offer selling group participation in the normal course of the brokerage business to selling groups of other licenced dealers, brokers and investment dealers who may or may not be offered part of the commissions derived from the Offering.

The obligations of the Agents under the Agency Agreement may be terminated at their discretion on the basis of their assessment of the state of the financial markets and may also be terminated upon the occurrence of certain stated events before the opening of the market on the Offering Day; however, if any of the Units are sold, the Agents are obligated to act as agents pursuant to the Agency Agreement.

The Issuer has agreed to notify the Agents of any further public equity financing that the Issuer may require or propose to obtain during the twelve month period following the Effective Date and the Agents shall have the right of first refusal to provide such financing.

There are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder or other person or company in connection with the Offering. The directors, officers and other insiders of the Issuer may purchase Units from the Offering.

GEOLOGICAL REPORT
on the
CAM 5 and 6 MINERAL CLAIMS

Located in the Iskut River Area
Liard Mining Division
NTS 104B/10
56°39' North Latitude
130°52' West Longitude

- prepared for -

GIGI RESOURCES LTD.

- prepared by -

S. L. Todoruk, Geologist
C. K. Ikona, P.Eng.

February, 1987

GEOLOGICAL REPORT on the CAM 5 and 6 MINERAL CLAIMS

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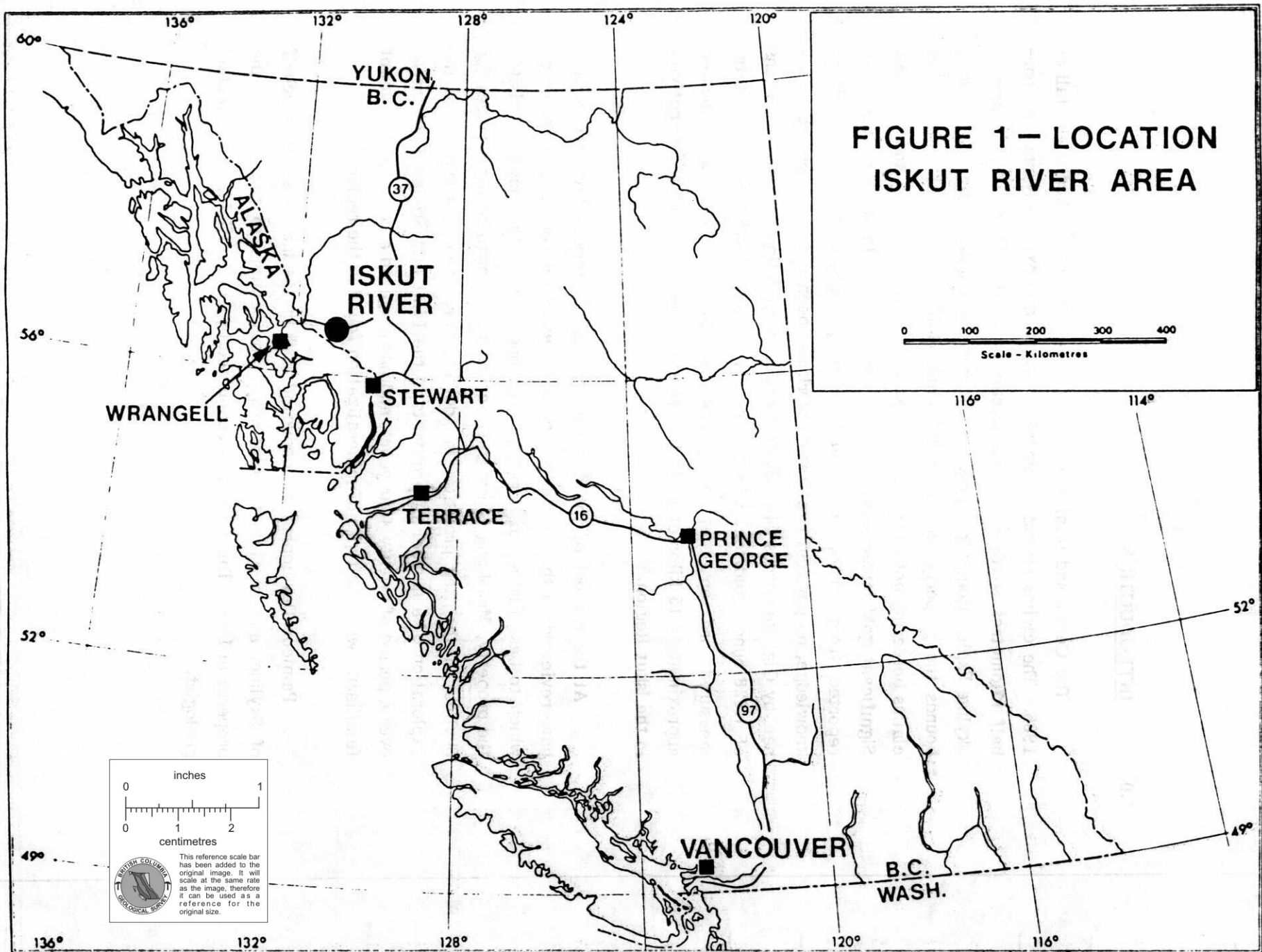
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1.0 INTRODUCTION

The Cam 5 and 6 mineral claims (30 units) were staked in the fall of 1986. The claims straddle Snippaker Creek, approximately one and one-half kilometres south of its confluence with the Iskut river (Figure 1). Skyline Explorations Ltd.'s polymetallic massive sulphide prospect, the Inel, bounds the property on the south, while Gulf International Minerals has claims bordering both the west and east sides of the Cam 5 and 6 claims. Significant gold mineralization and/or anomalous gold analyses have been reported from all of these surrounding properties. To the writers' knowledge, no physical exploration work has been conducted on the claims held by Gigi Resources Ltd. Skyline's successful delineation of 79,848 tons of 1.328 ounce gold/ton, 1.91 ounces silver/ton and 1.5% copper of total measured ore on that company's Stonehouse Gold Zone, located approximately 15 kilometers to the west, has renewed exploration activity in the Iskut Region.

At the request of the directors of Gigi Resources Ltd., the writers have reviewed all the available data and prepared a compilation report on which to base further exploration. Although the writers have not visited the property, Mr. Ikona is presently coordinating engineering services for Skyline on the Reg project. In addition, Mr. Ikona has supervised the exploration of a number of prospects in the Iskut and Stikine River areas over a period of twenty-four years, and has acquired a considerable level of familiarity with the types of mineralization found in the region.

Pamicon Developments conducted work on the Inel prospect on behalf of Skyline, and on Gulf Internatinoal's Josh claims to the east of the property in 1984. This work was conducted by D. Caulfield, Pamicon staff geologist.



2.0 LIST OF CLAIMS

Records of the British Columbia Ministry of Energy, Mines and Petroleum Resources indicate that the following claims (Figure 2) are owned by I. Hagemoen. Separate documents indicate the claims are under option to Gigi Resources Ltd.

| <u>Claim Name</u> | <u>Record No.</u> | <u>No. of Units</u> | <u>Record Date</u> |
|-------------------|-------------------|---------------------|--------------------|
| Cam 5 | 3754 | 12 | Decemer 5, 1986 |
| Cam 6 | 3755 | 18 | December 5, 1986 |

3.0 LOCATION, ACCESS AND GEOGRAPHY

The Cam 5 and 6 mineral claims are located on the eastern edge of the Coast Range Mountains, and are approximately 110 kilometres northwest of Stewart, British Columbia. Wrangell, Alaska is situated 80 kilometers to the east. Snippaker Creek flows through both Cam 5 and 6 claims. Coordinates of the claim area are 56°39' north latitude and 130°52' west longitude, and the property falls under the jurisdiction of the Liard Mining Division.

Access to the property is via helicopter from the Snippaker gravel air strip, located approximately two kilometres to the south. Daily scheduled flights to the strip from Terrace and Stewart have been available during the field season using a variety of fixed wing aircraft.

C.K.Ikona of Pamicon Developments Ltd., on behalf of Skyline Explorations Ltd., has proposed the construction of a road 65 kilometres long, on the south side of the Iskut Valley to connect the Stewart-Cassiar Highway with a proposed BC Hydro dam site on the Iskut River and Skyline's Stonehouse Gold Deposit on Bronson Creek.

Geographically, the area is typical of mountainous and glaciated terrain with the elevations ranging from a few hundred metres above sea level in the river valley bottoms to in excess of 1700 metres at the top of

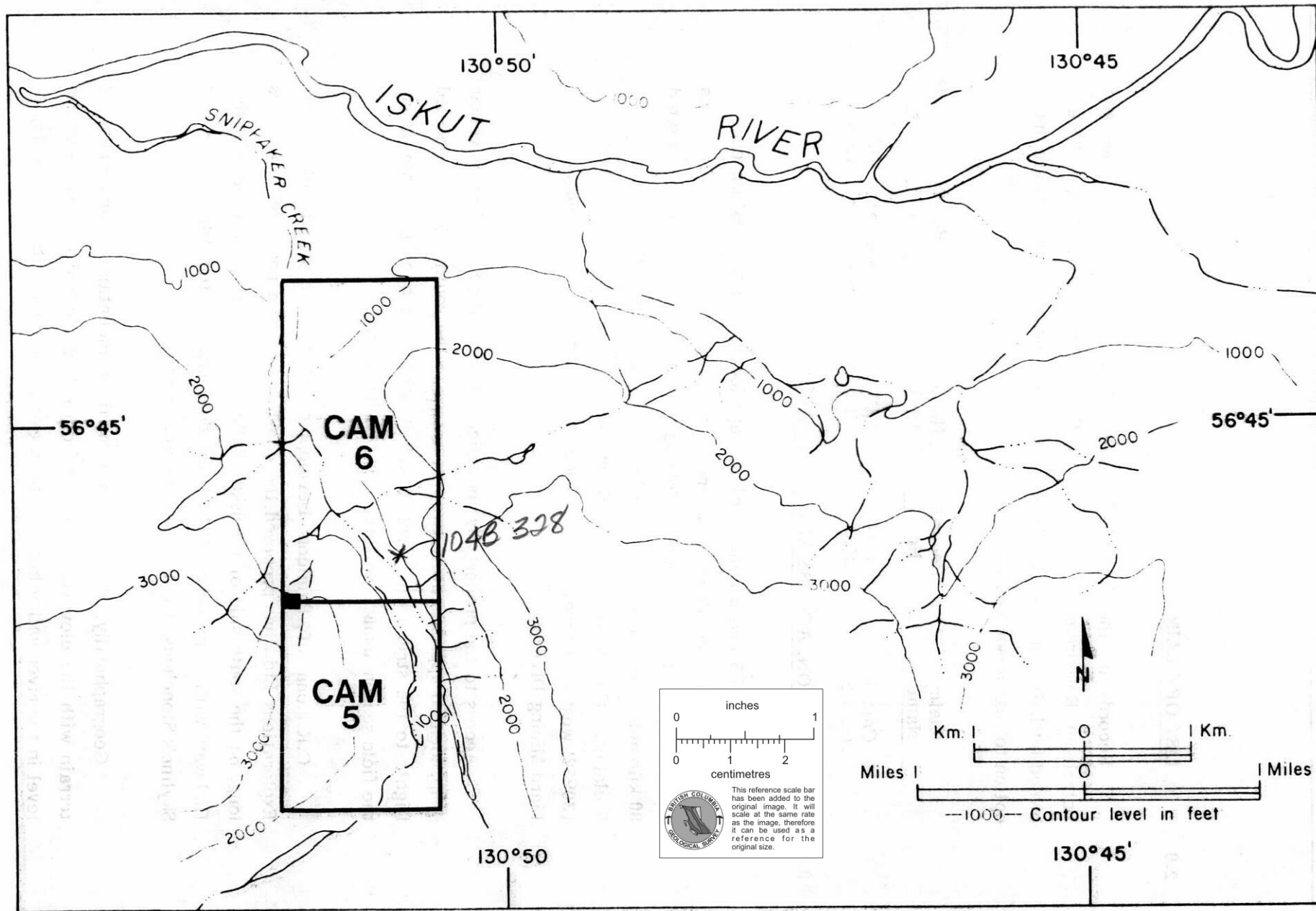


FIGURE 2 - CAM 5 & 6 CLAIMS

Snippaker Mountain. Major drainages are U-shaped, whereas smaller side creeks tend to be steeply cut due to the intense erosional environment. Active glaciation is prevalent above the 1200-metre contour, with the tree-line existing at 1000 metres. The upper reaches of the area are covered with alpine vegetation. The lower slopes are predominantly timbered with a variety of conifers with an undergrowth of devil's club. More open areas and steeper slopes contain dense 'slide' alder growth. Both summer and winter temperatures would be considered generally moderate and in excess of 200 centimetres of precipitation may be expected during any given year.

4.0 AREA HISTORY

The first recorded work done in the Iskut Region occurred in 1907 when a prospecting party from Wrangell, Alaska staked nine claims north of Johnny Mountain. Iskut Mining Company subsequently worked crown granted claims along Bronson Creek and on the north slope of Johnny Mountain. Up to 1920, a 30-foot adit revealed a number of veins and stringers hosting galena and gold-silver mineralization.

In 1954, Hudsons Bay Mining & Smelting located the Pick Axe showing and high grade gold-silver-lead-zinc float on the open upper slopes of Johnny Mountain, which today is part of Skyline Explorations Ltd. Reg deposit. The claims were worked and subsequently allowed to lapse.

During the 1960s, several major mining companies conducted helicopter-borne reconnaissance exploration programs in a search for porphyry-copper-molybdenum deposits. Several claims were staked on Johnny Mountain and on Sulphurets Creek.

Between 1965 and 1971, Silver Standard Mines, and later Sumitomo, worked the E + L prospect on Nickel Mountain at the headwaters of Sulphurets Creek. Work included trenching, drilling and 460 metres of underground development work. Reserves include 3.2 million tons of 0.80% nickel and 0.60% copper.

In 1969 Skyline staked the Inel property after discovering massive sulphide float coming from the head of the Bronson Creek glacier.

After restaking the Reg property in 1980, Skyline carried out trenching and drilling for veined high-grade gold and polymetallic massive sulphide mineralization on the Reg and Inel deposits between 1981 and 1985.

In 1986, drilling and 1500 feet of underground cross-cutting and drifting on the Stonehouse Gold Zone confirmed the presence of high grade gold mineralization with additional values in silver and copper over mineable widths with good lateral and depth continuity.

Grove, in his summary of mineral reserves for the Stonehouse deposit in a report dated January 12, 1987, presents the following:

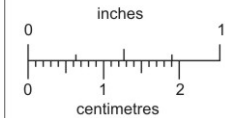
| | <u>Au</u> (oz) | <u>Ag</u> (oz) | <u>Cu</u> (%) | <u>Tons</u> |
|-----------------------|-------------------|-------------------|------------------|----------------|
| Total Measured | 1.328 | 1.91 | 1.5 | 79,848 |
| Total Drill-indicated | 0.671 | 0.97 | 0.78 | 153,598 |
| Total Inferred | <u>0.67</u> | <u>0.70</u> | <u>0.67</u> | <u>705,000</u> |
| Total | 0.73 | 0.85 | 0.76 | 938,446 |


Grove also indicates the possible presence of substantial additional reserves from geological potential.

5.0 REGIONAL GEOLOGY

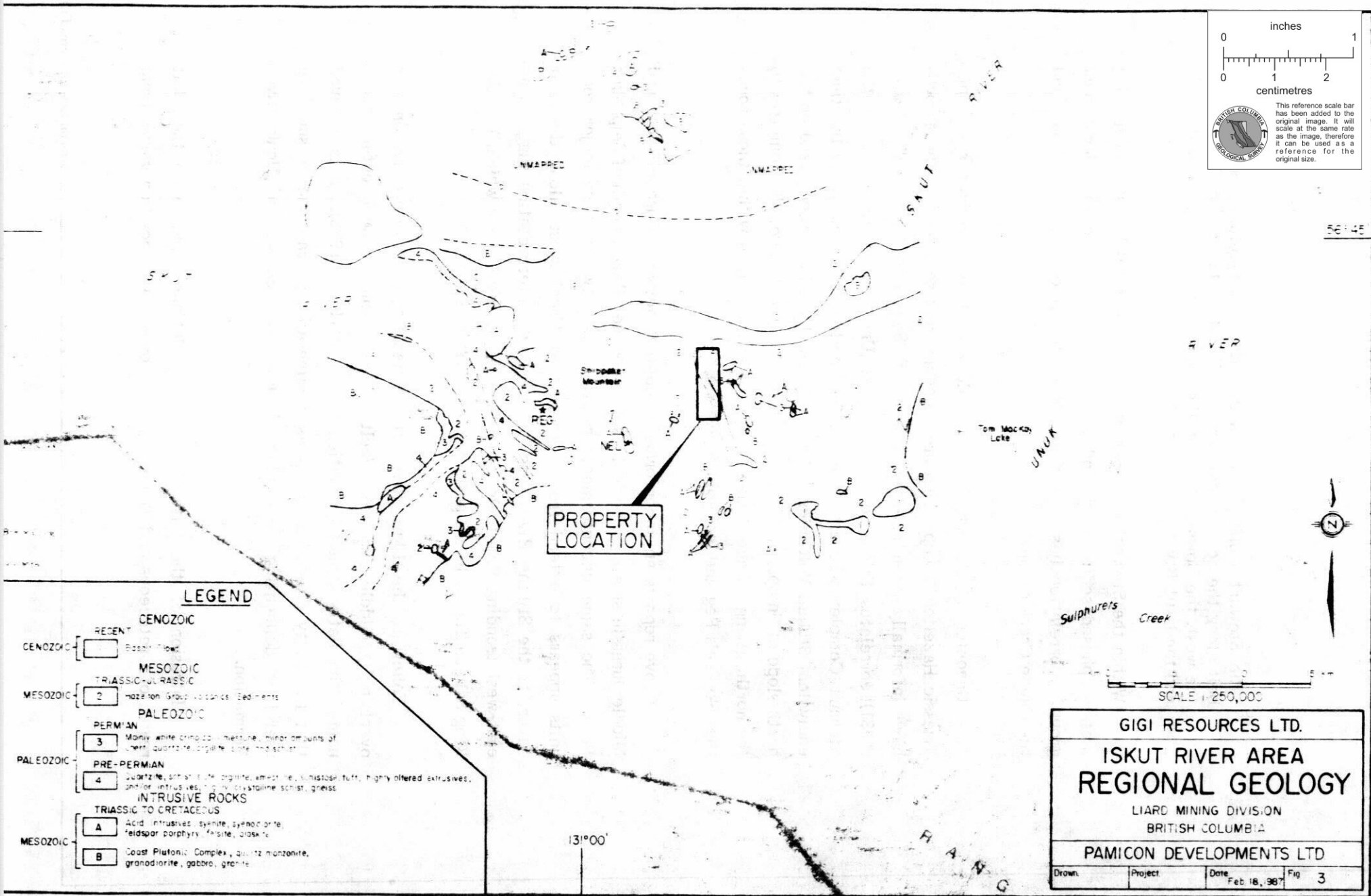
Government mapping of the general geology in the Iskut River area (Kerr, 1948, GSC Memoir 246, "Operation Stikine", GSC Maps 9-1957 and 1418-1979, "Iskut River") has proved to be incomplete and unreliable. Subsequent mineral exploration studies have greatly enhanced the lithologic and stratigraphic knowledge of this area defined as the Stewart Complex (Grove, 1986).

Grove (1986) defines the Stewart Complex in the following manner:



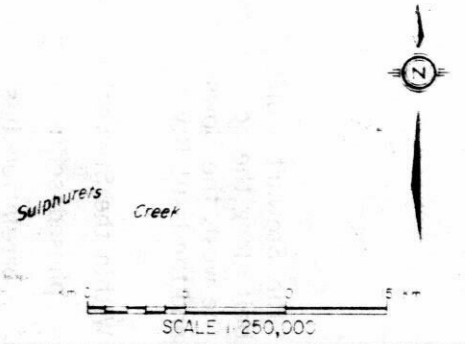
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50:45



LEGEND

- CENOZOIC**
 - RECENT
 - 1 Basin Flows
- MESOZOIC**
 - TRASSIC-JURASSIC
 - 2 Hazleton Group (volcanics, sediments)
 - PALEOZOIC
 - PERMIAN
 - 3 Mainly white crystalline limestone, minor amounts of chert, quartzite, argillite, slate, and schist.
 - PRE-PERMIAN
 - 4 Quartzite, schist, slate, argillite, amphibolite, schistose tuffs, highly altered extrusives, and/or intrusives, highly crystalline schist, gneiss
 - INTRUSIVE ROCKS
 - TRASSIC TO CRETACEOUS
 - A Acid intrusives, syenite, syenodiorite, feldspar porphyry, felsite, diorite
 - B Coast Plutonic Complex, quartz monzonite, granodiorite, gabbro, granite



GIGI RESOURCES LTD.

**ISKUT RIVER AREA
REGIONAL GEOLOGY**

LIARD MINING DIVISION
BRITISH COLUMBIA

PAMICON DEVELOPMENTS LTD

| | | | |
|-------|---------|--------------|-----|
| Drawn | Project | Date | Fig |
| | | Feb 18, 1987 | 3 |

"The Stewart Complex lies within the Intermontane tectonic belt along the contact between the Coast Plutonic Complex on the west, the Bowser Basin on the east, Alice Arm on the south and the Iskut River on the north."

Within the Stewart Complex, Paleozoic crinoidal limestone overlying metamorphosed sedimentary and volcanic members are the oldest rock group. Correlation has been made between this oceanic assemblage and the Cache Creek group.

Unconformably overlying the Paleozoic limestone unit are Upper Triassic Hazelton Group island arc volcanics and sediments. These rocks have informally been referred to as the "Snippaker Volcanics". Grove (1931) correlates this assemblage to the Unuk River Formation of the Stewart Complex whereas other writers match this group with the time equivalent Stuhini Volcanics. Monotis fossils have been recognized on the north slope of Snippaker Peak and west of Newmont Lake, 20 kilometres to the north, giving an age dating of Upper Triassic. It is within these rocks that Skyline's Reg and Inel gold deposits occur.

Grove reports an unconformable contact between Carboniferous and Middle Jurassic strata on both sides of Snippaker Ridge, north of Snippaker Peak. The same unconformable relationship between these major rock units appears to extend from Forrest Kerr Creek west, along the Iskut River, to the Stikine River junction. Present interpretation suggests an east-west trending thrust along the axis of the Iskut River which, like the King Salmon Thrust Fault, pushed up and over to the south.

Following the Iskut River thrust faulting, the entire region was overlain by Middle Jurassic Hazelton Group volcanic-sedimentary rocks named the Betty Creek Formation by Grove (1973, 1982). It is believed that the Betty Creek rocks act as a mineralizing trap and as such are useful in delineating underlying older units such as the Unuk River Formation.

Intrusion of the batholithic Coast Plutonic complex in the Iskut region of Cretaceous and Tertiary age followed. Composition varies from

quartz monzonite, granodiorite to granite. Important in many instances to the localization of mineralization are satellite facies of epizonal or subvolcanic acidic porphyries.

Quaternary and Tertiary volcanics occur at Hoodoo Mountain, along the Iskut River near Forrest Kerr Creek, and in several localities along Snippaker Creek.

6.0 PROPERTY GEOLOGY

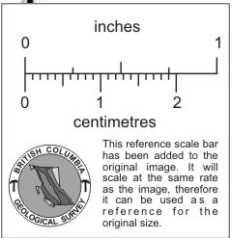
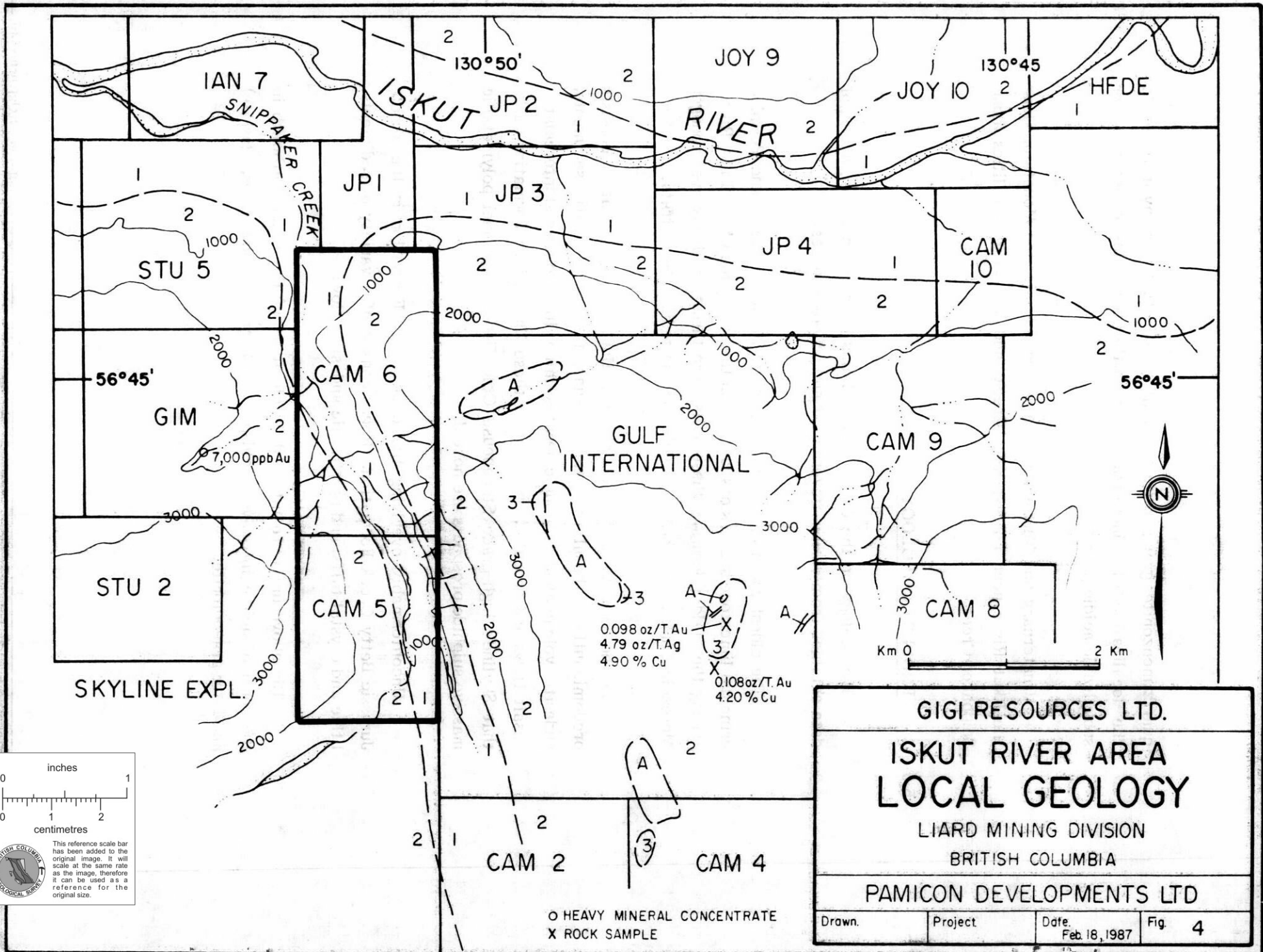
The geology on the Cam 5 and 6 claims is based on a compilation of data obtained from various government and private sources.

The oldest rocks in the area appear to be Mississippian and Permian crinoidal limestone successions located on the south side of the Iskut River. During the Middle Jurassic, these units were thrust southerly over younger Mesozoic Unuk River Formation volcanic and sedimentary strata.

In the vicinity of the claims, the Unuk River Formation consists predominantly of basal rhyolitic breccias, flows and clastic sediments, andesitic volcanoclastics, conglomerates, minor limestones and intercalated basalt flows and breccias. It is within these Unuk River Formation rocks that Skyline's high-grade Stonehouse Gold Deposit and Inel polymetallic massive sulphide prospects are hosted.

Unconformably overlying the Unuk River Formation is the Middle Jurassic Betty Creek Formation. Rocks consist of a variety of sediments, lithic and crystal tuffs, and porphyritic andesitic flows.

The above units are intruded by elements of the Coast Batholith in the form of acidic intrusives (feldspar porphyries, syenodiorites, alaskite) and later granodiorite.



GIGI RESOURCES LTD.

**ISKUT RIVER AREA
LOCAL GEOLOGY**

LIARD MINING DIVISION
BRITISH COLUMBIA

PAMICON DEVELOPMENTS LTD

| | | | |
|--------|---------|------------------------|--------|
| Drawn. | Project | Date. Feb. 18, 1987 | Fig. 4 |
|--------|---------|------------------------|--------|

○ HEAVY MINERAL CONCENTRATE
X ROCK SAMPLE

7.0 **MINERALIZATION**

No recorded physical work has been carried out on the Cam 5 and 6 mineral claims to the writers' knowledge; however, extensive mineral exploration activity has been conducted on adjacent claim groups -Skyline's Inel prospect and Gulf International's Josh claims to the east and that same company's Zappa claims to the west. Pamicon staff geologist D. Caulfield carried out work on both the Inel and Josh claim groups during 1984.

Texasgulf Sulphur Company carried out geological mapping, sampling, trenching and ground geophysics on the Inel during 1972 and 1973. Widespread gold and silver bearing sulphide mineralization was exposed. In 1984, Skyline carried out an extensive field program which included drilling of the Main Sulphide and Discovery Zones. Drilling showed the presence of at least five gold-silver-zinc sulphide lenses within a 110-meter thick sequence of volcanics and related sediments over a length of 230 meters with a drilled down-dip length of at least 150 meters. In addition, eight other mineralized zones were examined which appear to be spatially related to a large alaskite pluton situated to the west.

Also in 1984, surface work on the Josh claims examined several mineral occurrences hosting gold mineralization. Three styles of deposition were recognized: chalcopyrite-magnetite-sphalerite skarns, weak quartz stockworks, and silicified pyrite-chalcopyrite limestone replacements directly related to syenodiorite porphyry intrusions. Selected rock chip samples assayed 0.108 ounces gold per ton / 4.20% copper, and 0.098 ounces gold per ton / 4.79 ounces silver per ton / 4.90% copper.

Du Pont of Canada Explorations Ltd. in 1980 staked the Zappa claim block, now held by Gulf International, on the basis of an anomalous 10-kilogram stream sediment sample which assayed 650 ppb gold.

8.0 **DISCUSSION AND CONCLUSIONS**

The Cam 5 and 6 mineral claims appear to be predominantly underlain by Mesozoic Hazelton Group volcanic and sedimentary rocks

referred to as the Unuk River Formation. In the Iskut River gold camp, Skyline's high-grade Stonehouse Gold Zone deposit and the Inel polymetallic massive sulphide prospect are both hosted within this formation. The Stonehouse Gold Zone has underground and surface developed mineral reserves of 938,000 tons grading 0.73 ounces gold and 0.85 ounces silver per ton and 0.76% copper. Production for the Stonehouse Deposit is expected by 1987 year end.

Claims owned by Skyline and Gulf International Minerals which border the Cam 5 and 6 ground to the west, south and east all have either known mineralized showings (Inel, Josh), or stream sediment anomalies (Zappa). The potential is, therefore, encouraging to find gold mineralization on the subject property.

9.0 RECOMMENDATIONS

9.1 PROGRAM

The 1987 field program should be undertaken to include geological mapping and prospect sampling on enlarged aerial photographs, heavy mineral concentrate stream sediments and silt sampling of all accessible drainages and soil sampling of areas of geologic interest. VLF-electromagnetic and magnetometer surveys would be carried out over accessible grids.

Upon completion of this initial phase, hand trenching of anomalous areas would follow.

Claim boundaries should be accurately located while in the field.

The cost of this program is estimated at \$33,037. A detailed cost breakdown is shown below. Upon completion of this initial phase, results should be reviewed to determine whether additional expenditures are warranted. A second phase would consist of follow-up geology, trenching and a diamond drilling program. Approximately \$100,000 should be made available for this phase.

9.2 BUDGET

Geological Mapping & Prospect Sampling

WAGES

| | | |
|---------------------------|----|--------------|
| Project Geologist | | |
| 10 days @ \$300/day | \$ | 3,000 |
| Prospector | | |
| 10 days @ \$200/day | | 2,000 |
| Helpers | | |
| 2 for 10 days @ \$175/day | | <u>3,500</u> |
| | \$ | 8,500 |

ANALYSES

| | | |
|-----------------------------|----|--------------|
| Heavy Mineral Concentrates | | |
| 30 @ \$32.50 | \$ | 975 |
| Assays (Rock Chips & Soils) | | |
| 250 @ \$20/sample | | <u>5,000</u> |
| | | 5,975 |

SUPPORT

| | | |
|----------------------------|--|-------|
| 40 man-days @ \$35/man-day | | 1,400 |
|----------------------------|--|-------|

TRENCHING SUPPLIES

600

EQUIPMENT RENTALS

| | | |
|--------------------------|--|-------|
| VLF, Magnetometer, Drill | | 1,200 |
|--------------------------|--|-------|

TRANSPORTATION

| | | |
|----------------------------------|----|--------------|
| Vehicle Rental | | |
| 4 days @ \$50/day | \$ | 200 |
| Airfares, Fixed Wing, Helicopter | | <u>6,750</u> |
| | | 6,950 |

REPORT

2,500
\$ 27,125

CONTINGENCY @ 10%

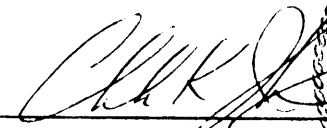
2,712

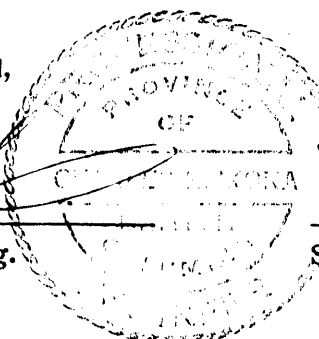
MANAGEMENT FEE @ 15% on expenses only

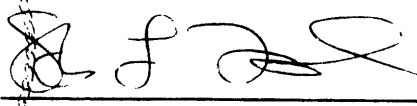
3,200

\$ 33,037

Respectfully submitted,


Charles K. Ikona, P. Eng.




Steve L. Todoruk, Geologist

APPENDIX "A"

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BIBLIOGRAPHY

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- Strain, D. M. (1981): Geological and Geochemical Report on the Zappa Claims; British Columbia Ministry of Energy, Mines and Petroleum Resources: Assessment Report No. 9189.

APPENDIX "B"

STATEMENT OF QUALIFICATIONS

STATEMENT OF QUALIFICATIONS

I, STEVE L. TODORUK, of Suite 102, 8675 Fremlin Street, Vancouver, in the Province of British Columbia, DO HEREBY CERTIFY:

1. THAT I am a Geologist in the employment of Pamicon Developments Ltd., with offices at Suite 215, 543 Granville Street, Vancouver, British Columbia.
2. THAT I am a graduate of the University of British Columbia with a Bachelor of Science Degree in Geology.
3. THAT my primary employment since 1979 has been in the field of mineral exploration.
4. THAT my experience has encompassed a wide range of geologic environments and has allowed considerable familiarization with prospecting, geophysical, geochemical and exploration drilling techniques.
5. THAT this report is based on data generated by myself, under the direction of Charles K. Ikona, Professional Engineer.
6. THAT I have no interest in the property described herein, nor in securities of any company associated with the property, nor do I expect to receive any such interest.
7. THAT I hereby grant permission to Gigi Resources Ltd. for the use of this report in any prospectus or other documentation required by any regulatory authority.

DATED at Vancouver, British Columbia, this 19 day of Feb., 1987.



Steve L. Todoruk, Geologist

APPENDIX "C"

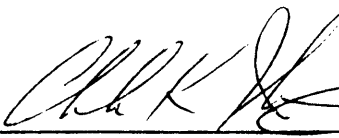
ENGINEER'S CERTIFICATE

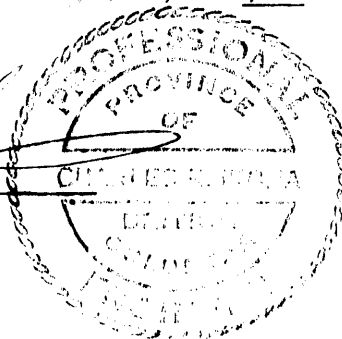
ENGINEER'S CERTIFICATE

I, CHARLES K. IKONA, of #5 Cowley Court, Port Moody, in the Province of British Columbia, DO HEREBY CERTIFY:

1. THAT I am a Consulting Mining Engineer with offices at Suite 215, 543 Granville Street, Vancouver, British Columbia.
2. THAT I am a graduate of the University of British Columbia with a degree in Mining Engineering.
3. THAT I am a member in good standing of the Association of Professional Engineers of the Province of British Columbia.
4. THAT this report is based on a research of all available information surrounding the Cam 5 and 6 mineral claims compiled by Steve Todoruk, with whom I have worked for one year, and in whom I have every confidence.
5. THAT I have not examined the property reported on, but have had extensive experience in the area.
6. THAT I have no interest in the property described herein, nor in securities of any company associated with the property; nor do I expect to acquire any such interest.
7. THAT I consent to the use by Gigi Resources Ltd. of this report in a Prospectus or Statement of Material Facts or any other such document as may be required by the Vancouver Stock Exchange or the Office of the Superintendent of Brokers.

DATED at Vancouver, British Columbia, this 19th day of Feb, 1987.

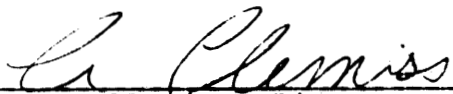

Charles K. Ikona, P.Eng.

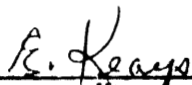


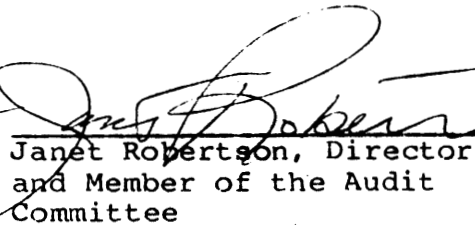
**CERTIFICATE OF THE DIRECTORS
AND PROMOTERS OF THE ISSUER:**

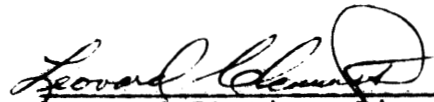
The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Statement of Material Facts as required by the Securities Act and its regulations.

DATED this 27th day of March, 1987.


Arthur Clemiss, Director
and President


Elenore Keays, Director,
Secretary and Member of
the Audit Committee


Janet Robertson, Director
and Member of the Audit
Committee


Leonard Clemiss, Director
and Member of the Audit
Committee