RM?

MINISTRY OF ENERGY, MINES and PETROLEUM RESOURCES

Rec'd APR 26 1991

SMITHERS, B.C.

SUPERINTENDENT OF BROKERS
AND

VANCOUVER STOCK EXCHANGE

STATEMENT OF MATERIAL FACTS

EFFECTIVE DATE: March 21, 1991

#26/91

1044 607 nightout Proj

Apex Energy Corp., 717 - 602 West Hastings Street,

Vancouver, British Columbia, V6B 1P2, 688-0607

NAME OF ISSUER, ADDRESS OF HEAD OFFICE AND TELEPHONE NUMBER

3000 - 1055 West Georgia Street, Vancouver, British Columbia, V6E 3R3
ADDRESS OF REGISTERED AND RECORDS OFFICES OF THE ISSUER

Montreal Trust Company of Canada, 2nd Floor, 510 Burrard Street,

Vancouver, British Columbia, V6C 3B9

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

OFFERING: 700,000 Common Shares

	Estimated	Estimated	Estimated Net	
	Price to	Agent's	Proceeds to be	
***************************************	Public	Commission	Received by Issuer	
Per Share	\$0.50	\$0.0375	\$0.4625	
Total	\$350,000	\$26,250	\$323,750	

The shares will be offered for sale to the public through the facilities of the Vancouver Stock Exchange at a price to be determined by the Issuer and the Agent in accordance with the rules of the Vancouver Stock Exchange. (See "Plan of Distribution").

#### ADDITIONAL OFFERING

The Agent has agreed to purchase (the "Guarantee") any of the Shares offered hereby which have not been sold at the conclusion of the Offering, and in consideration will receive Agent's Warrants entitling it to purchase up to a total of 250,000 Common shares. (See "Plan of Distribution"). Any Shares acquired by the Agent under the Guarantee will be distributed under this Statement of Material Facts through the facilities of the Vancouver Stock Exchange at the market price at the time of sale. Any shares acquired by the Agent upon exercise of the Agent's Warrants may be sold by the Agent through the facilities of the Vancouver Stock Exchange at the market price at the time of sale.

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

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.

April 1/91

# Nightout Creek Project

Report on

Geological / Geochemical Programs

on the

Canyon 53, Gran 15 and Dayin 1 Claims
Liard Mining Division

N.T.S. 104 G/14

Latitude: 57<sup>o</sup>42'N Longitude: 131<sup>o</sup>17'W

# Owner:

Equity Silver Mines Limited
Suite 13 - 1155 Melville Street
Vancouver, B.C.
V6E 4C4

# Operator:

Apex Energy Corp. #717 - 620 West Hastings St., Vancouver, B.C. V6B 1P2

## Author:

David St. Clair Dunn, F.G.A.C. HI-TEC RESOURCE MANAGEMENT LTD; #1500 - 609 Granville St., Vancouver, B.C. V7Y 1G5

January 21, 1991

Die Dunn

#### 1.0 SUMMARY

The Canyon 53 (4739), Dayin 1 (116250), and Gran 15 (4672) claim group consists of 58 units (1450 hectares) and is collectively called the Nightout Creek Project. The property is owned by Equity Silver Mines Limited and is under option to Apex Energy Corp. Apex has the right to earn 100% of the property by expending funds on the property and issuing shares to Equity.

The claims are located in the Stikine River drainage, approximately 18 kilometers southwest of Telegraph Creek and are accessed by helicopter set-outs from Telegraph Creek. Alternatively, horse trails from Glenora Guest Ranch cross the property. The claim group covers moderate to rugged topography with elevations ranging from 800 metres to 1700 metres. Treeline is at approximately 1375 metres with mature spruce and balsam with moderate undergrowth below this.

There are two references by Kerr (1948) to the area of property. describes He a shatter in granodiorite filled with pegmatite, largely quartz and orthoclase, with bornite and chalcopyrite filling fractures in the quartz. The other reference by Kerr refers to a gold deposit at the junction of Nightout and Tsikhini Creeks from which free gold was recovered by crushing and panning the rock. This showing was not relocated by Kerr.

Other past work on the property consists of a program of geological mapping and rock sampling, carried out by Bart Mines Ltd. on the B and BM claims in 1973 (B.C. Assessment Report #4717), a reconnaissance geological / geochemical program carried out by Homestake Mineral Development Company (Marud, 1989), and further

geological mapping carried out by Equity Silver Mines Limited in 1990. (Dynes, 1990).

A reconnaissance geological / geochemical program was carried out on the Canyon 53 claim from 5th to the 8th of October, 1990 by the author and an assistant. pan concentrates and ten rock samples were taken. The object of this program was to follow - up an anomalous stream sediment sample taken by Homestake Mineral Development Company in 1989 (silt sample # 31202 - 80 A strong, quartz-pyrite bearing, carbonate altered shear zone was located and sampled. This zone is up to ten metres wide and averages eight, where exposed. It is located 50 meters upstream from the 80 ppb Au silt sample. No values of economic interest were returned, but there is a strong possibility that this zone may be the same zone referenced by Kerr at the junction of Nightout and Tsikhini Creeks from which free gold was recovered by crushing and panning the rock.

Two zones of mineralization have been located on the property which may host mineralization similar to the shear hosted gold vein deposits referred to as the Golden Bear Mine, Johnny Mountain, and Snip. These deposits are associated with Jurassic age intrusives equivalent to the intrusives underlying the southern portion of the Nightout Creek project. One of these zones was located by the author in 1990. This is a significant structure and more work is warranted. An exploration program consisting of detailed prospecting, contour soil sampling, and trenching in the area of the shear zone located in 1990 is recommended as well as detailed mapping and sampling in the area of the copper showing located on the Gran 15 claim.

# TABLE OF CONTENTS

		PAGE	
1.0	SUMMARY	i	
2.0	INTRODUCTION	1	
3.0	PROPERTY AND OWNERSHIP	1	
4.0	LOCATION AND ACCESS	1	
5.0	HISTORY	2	
6.0	GEOLOGY	2	
	6.1 REGIONAL GEOLOGY 6.2 PROPERTY GEOLOGY	2	
7.0	GEOCHEMISTRY	4	
8.0	CONCLUSIONS	4	
9.0	RECOMMENDATIONS	5	
10.0	BIBLIOGRAPHY	7	
APPENDICES			
	•		

APPENDIX A:	ANALYTICAL RESULTS (Not reproduced in this
APPENDIX B:	ANALYTICAL METHODS   Statement of Material Facts)
APPENDIX C:	STATEMENT OF QUALIFICATIONS
APPENDIX D:	SAMPLING METHODOLOGY
APPENDIX E:	SAMPLE DESCRIPTIONS
ADDENDIV F.	COST ESTIMATE FOR PROPOSED PROGRAM



# LIST OF FIGURES

		AFTER	PAGI
FIGURE 1:	GENERAL LOCATION MAP		1
FIGURE 2:	CLAIM LOCATION MAP		1
FIGURE 3:	REGIONAL GEOLOGY		2
FIGURE 4:	GEOLOGY AND SAMPLE LOCATIONS		3



#### 2.0 INTRODUCTION

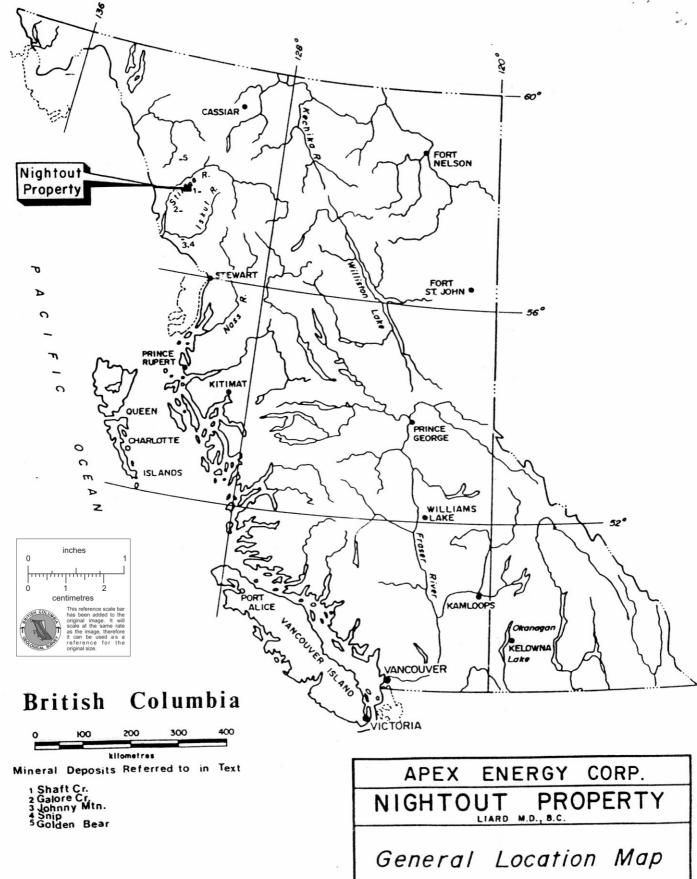
This report is written at the request of Apex Energy Corp. The main purpose is to summarize the work done on the property in order to evaluate its potential for hosting precious and/or base metals mineralization and to propose an exploration program designed to test that potential. The author conducted exploration activities on the subject property during the 1990 field season.

#### 3.0 PROPERTY AND OWNERSHIP

The Canyon 53 claim is part of a larger block of claims Canyon 53 (4739), Dayin 1 (116250), and Gran 15 (4672). The claims were recorded June 28, 1988 are in good standing until June 28, 1991. This group consists of 58 units (1450 hectares) and is collectively called the Nightout Creek Project. The property is owned by Equity Silver Mines Limited and is under option to Apex Energy Corp. Apex has the right to earn 100% of the property by expending funds on the property and issuing shares to Equity.

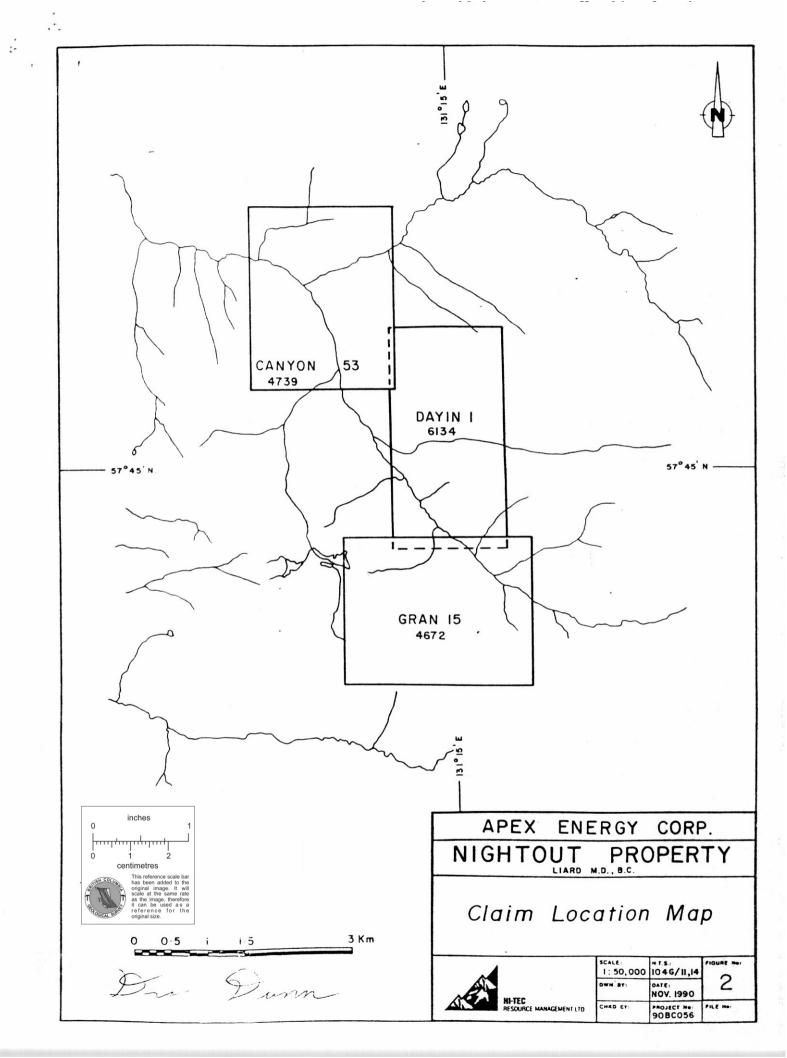
#### 4.0 LOCATION AND ACCESS

The claims are located in the Stikine River drainage, approximately 18 kilometers southwest of Telegraph Creek. (See Figures 1 and 2). Access was achieved by daily helicopter set-outs from Telegraph Creek. Alternatively, horse trails from Glenora Guest Ranch cross the property. The claim group covers moderate to rugged topography with elevations ranging from 800 metres to 1700 metres. Treeline is at approximately 1375 metres with mature spruce and balsam with moderate undergrowth below this.



Du Dun

.4		SCALE:	M. 1. D.1	FIGURE No:
	NI-TEC RESOURCE MANAGEMENT LTD	DWH. BY:	Nov. 1990	1
		CHKD. BY:	90 BC 056	FILE No.



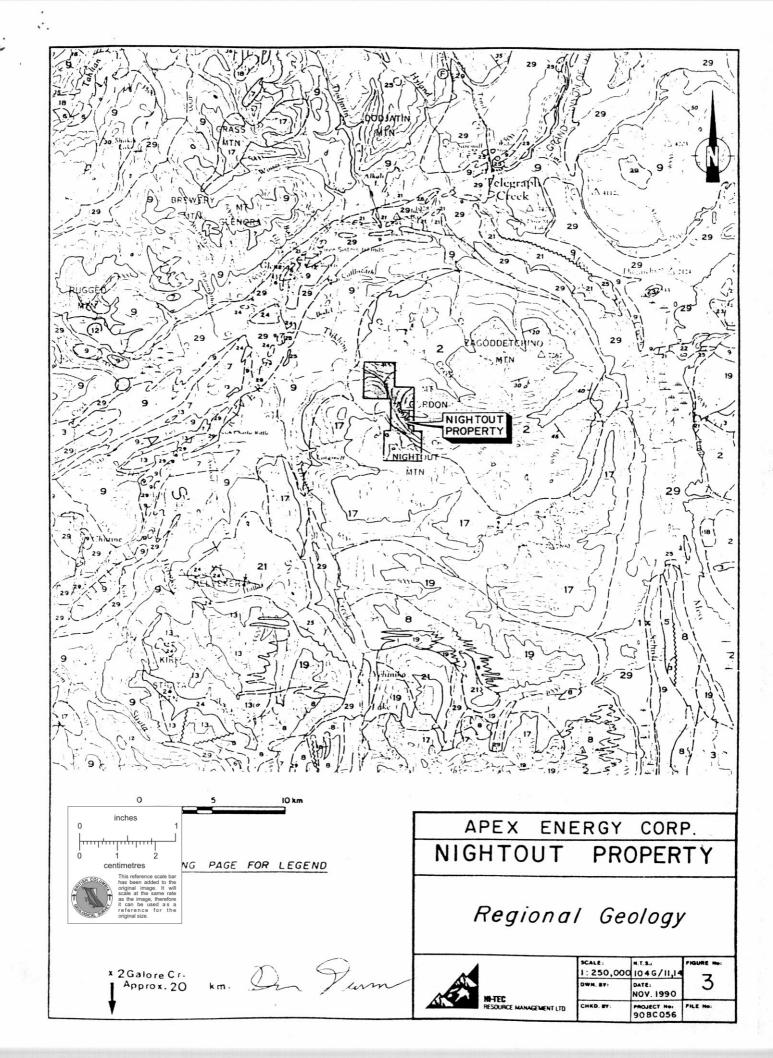
#### 5.0 HISTORY

There are two references by Kerr (1948) to the area of On page 74 he described a shatter zone the property. in granodiorite filled with pegmatite, largely quartz and orthoclase (Zone 1 on Fig. 4). Bornite and chalcopyrite locally fill fractures in the quartz. This showing is recorded as Minfile occurrence 104 G 103 and was not visited during the present program. The other reference by Kerr is also on page 74 and refers to a gold deposit at the junction of Nightout and Tsikhini Creeks, from which free gold was recovered by crushing and panning the rock. This showing was not found by Kerr. There is a very good possibility the showing described later in this report is the showing Kerr referred to (Zone 2 on Fig. 4). Other past work on the property consists of a program of geological mapping and rock sampling, carried out by Bart Mines Ltd. on the B and BM claims in 1973 (B.C. Assessment #4717), a reconnaissance geological geochemical program carried out by Homestake Mineral Development Company (Marud, 1989), and geological mapping carried out by Equity Silver Mines Limited in 1990. (Dynes, 1990).

#### 6.0 GEOLOGY

#### 6.1 Regional Geology

The property lies on the boundary between the Coast and Intermontane tectonic belts. This area is underlain by rocks of the Stikine Terrane (Stikinia) consisting of Paleozoic schists, phyllites and greenstones of the Stikine Assemblage, Mid to Upper Triassic sedimentary and volcanic rocks of the Stuhini Group (Kerr, 1948), and Late Cretaceous to Tertiary continental volcanic



arc assemblages of the Sloko Group (Logan and Koyangi, 1989).

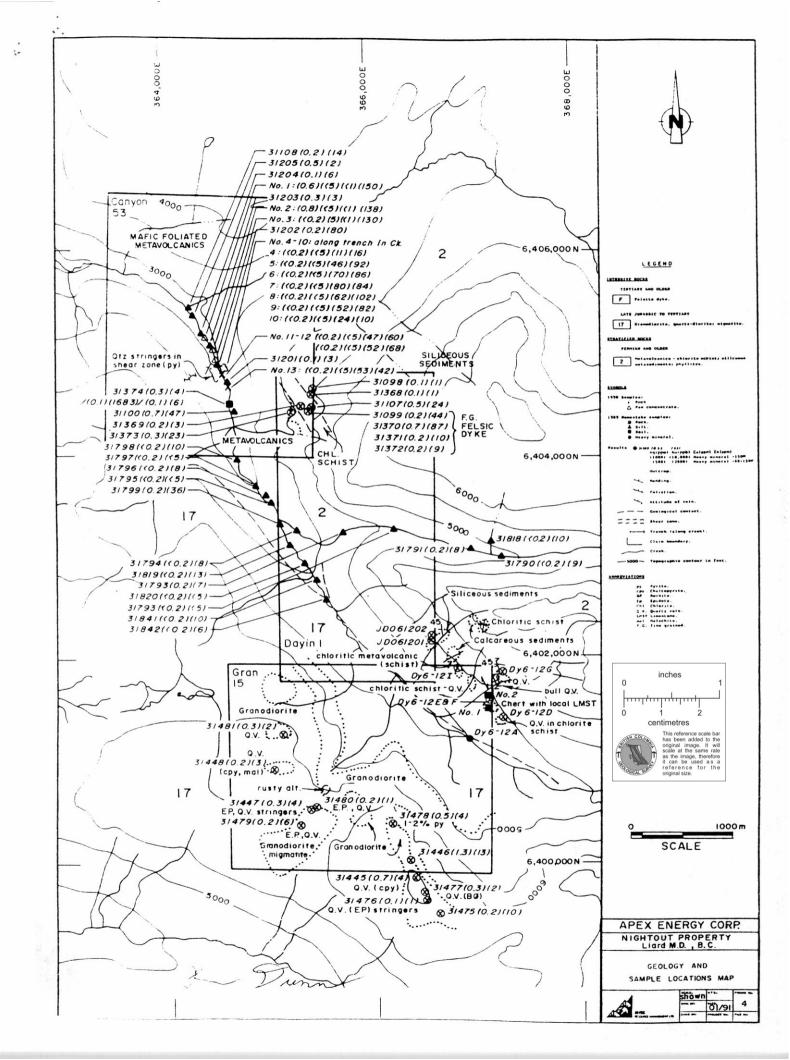
Three stages of plutonism are recognized in the area. The Hickman batholith is composed of Early to Middle Triassic quartz diorites and Middle Jurassic quartz monzonites. The third series of intrusive rocks are alkalic, generally syenitic, rocks of Early Jurassic age. These Early Jurassic rocks are associated with mineralization in the area, including the Galore Creek and Schaft Creek copper porphyry deposits (Figure 1).

The bedded rocks have undergone multiple stages of deformation, forming a complex structural pattern which is complicated by large differences in the competence of the different units. North and northwesterly trending normal faults are dominant with narrow west-trending extensional fault zones postdating them (Souther, 1972).

The most economically important exploration targets are porphyry copper-gold-silver deposits and peripheral mesothermal and shear zone-hosted precious metal veins (Logan et al, 1989).

#### 6.2 Property Geology

The Nightout property is underlain by phyllites, chlorite and sericite schists, and volcanics of Permian age. These rocks strike northwesterly and dip moderately west. They have been intruded by a zoned Jurassic/Cretaceous granodiorite, quartz diorite, diorite and migmatite. This intrusive outcrops in the southwest portion of the Gran 15 claim.



A strong northeast trending, quartz-pyrite bearing, carbonate altered shear zone was located and sampled at an elevation of 914 metres on Nightout Creek. This zone is at least eight metres wide and is located 50 metres upstream from a silt sample which returned 80 ppb Au. The zone was chip sampled at 2.0 metre intervals. No values of economic interest were returned. There is a very good possibility that this is the showing Kerr referred to (Zone 2 on Fig. 4) as a gold deposit at the junction of Nightout and Tsikhini Creeks, from which free gold was recovered by crushing and panning the rock.

#### 7.0 GEOCHEMISTRY

Three pan concentrate samples were taken on Nightout Creek in an attempt to verify a silt sample taken by Homestake Mineral Development Company which ran 80 ppb Au. Analysis of these samples did not return any values of economic interest.

Analytical Results are included in Appendix A and Sampling Methodology in Appendix E.

#### 8.0 CONCLUSIONS

The carbonate altered shear zone discovered at 914 elevation metres on Nightout Creek is a very interesting new showing (Zone 2). The presence of abundant quartz stringers and pyrite in the zone is encouraging, even though samples taken in 1990 have not returned any values of interest. This showing is probably the source of the 80 ppb Au silt anomaly reported by Homestake.

The copper showing located on the Gran 15 claims (Zone 1) has not been worked on since 1973. This showing has good potential to host precious metals mineralization.

Either one of these zones could host mineralization similar to the Golden Bear Mine, located approximately 95 km northwest of the property, or the Johnny Mountain and Snip Mines located 125 km south of the property (Figure 1). These deposits are shear hosted vein gold deposits with underground reserves in the 15 gm/t to 30 gm/t range. The Golden Bear Mine is hosted in rocks of equivalent age to the Nightout Cr. property. Johnny Mountain and the Snip are hosted in younger rocks, but all three deposits are associated with Jurassic age intrusive equivalent to the intrusives underlying the southern portion of the Nightout Cr. property.

#### 9.0 RECOMMENDATIONS

Further work on the Nightout Creek Project should consist of detailed prospecting, contour soil sampling and trenching in the area of the shear zone located at 914 metres elevation on Nightout Creek.

Detailed geological mapping and rock sampling should be carried out in the area of the copper showings on the Gran 15 claim.



This work should take a geologist and assistant two weeks to complete and cost approximately \$35,000. A detailed cost breakdown is included as Appendix G.

Respectfully Submitted,

David St. Clair Dunn, F.G.A.C.

## 10.0 BIBLIOGRAPHY

- Brown, D.A. and Gunning, M. (1989): "Geology of the Stikine River Area, Northwestern B.C.", B.C. Ministry of Energy, Mines and Petroleum Resources, Geological Field Work, 1988, Paper 1989-1, pp. 251-267.
- Dynes, W.J. (1990) 1990 Assessment Report on the Nightout Creek Project.
- Holbek, P.M. (1988): "Geology and Mineralization of the Stikine Assemblage, Mess Creek Area, Northwestern British Columbia". University of British Columbia MSc thesis.
- Kerr, F.A. (1948): "Lower Stikine and Western Iskut River
  Areas, B.C.", GSC Memoir 246.
- Logan, J.M. and Koyanagi, V.M. (1989): "Geology and Mineral Deposits of the Galore Creek Area, Northwestern B.C.", B.C. Ministry of Energy, Mines and Petroleum Resources, Geological Field work, 1988, Paper 1989-1, pp. 269-284.
- Souther, J.G. (1972): "Telegraph Creek Map Area, B.C.", GSC Paper 71-44.
- Marud, Darcy (1989): "1989 Geological Report on the Nightout Creek Property, B.C.", Homestake Mineral Development Company.



# APPENDIX A AND APPENDIX B NOT REPRODUCED IN THIS STATEMENT OF MATERIAL FACTS

# APPENDIX C STATEMENT OF QUALIFICATIONS



#### STATEMENT OF QUALIFICATIONS

I, David St. Clair Dunn, with a business address of #1500 - 609 Granville Street, Vancouver, B.C. to hereby certify that:

- 1. I am a consulting geologist registered with the Geological Association of Canada (Fellow #4943).
- 2. I am an Affiliate member of the Association of Exploration Geochemists.
- 3. I hold a B.Sc. degree (1980) in geology from the University of British Columbia.
- 4. I have been practising my profession as a prospector and geologist for over 20 years.
- 5. I personally supervised the work on Equity Silver Mines Limited's Canyon 53 Dayin 1, and Gran 15 claims.
- 6. I am a Director and Exploration Manager of Apex Energy Corp. and hold equity interest in that company.
- 7. I do not hold any direct interest in the Canyon 53, Gran 15 and Dayin 1 claims or in Equity Silver Mines Limited.
- 8. I am a Canadian citizen and reside at 2348 Palmerston Ave., West Vancouver, B.C. V7V 2W1.
- 9. This report is based on a thorough review of published and printed reports and maps on the subject property and surrounding area.
- 10. I consent to the use of this report in a prospectus on Statement of Material Facts for the purpose of a private or public financing.

SIGNED:

DAVID ST. CLAIR DUNN, F.G.A.C.

January 21, 1991





January 21, 1991

To whom it may concern:

Please accept this letter as confirmation that I have reviewed the report on the Nightout Creek Project by David St. Clair Dunn dated January 21, 1991. Mr. Dunn has carried out a thorough and professional evaluation of the Nightout Creek Project and I agree with the conclusions, recommendations, and cost estimate for the proposed program which he has made regarding this project. I have been acquainted with the author since 1979 and know that he has a good reputation for work he has carried out in the field of mineral exploration.

Yours truly,

HI-TEC RESOURCE MANAGEMENT LTD.

Virginia Kuran, B.Sc., F.G.A.C.

Kluan

Exploration Manager

## STATEMENT OF QUALIFICATIONS

- I, VIRGINIA M. KURAN, of the Municipality of Maple Ridge, in the Province of British Columbia, hereby certify:
- THAT I am a geologist residing at 25630 Bosonworth Avenue RR#1, Maple Ridge, British Columbia, Canada, V2X 7E6.
- 2. THAT I obtained an Honors Bachelor of Science degree in Geology from the University of British Columbia, in the City of Vancouver, in the Province of British Columbia, in 1980.
- 3. That I have practiced geology professionally since 1980 including two years as an exploration geologist with Cominco Ltd.
- 4. THAT I am a registered Fellow of the Geological Association of Canada.
- 5. THAT I have not received, nor do I expect to receive any direct or indirect interest in the Canyon 53, Gran 15, and Dayin 1 mineral claims.
- 6. THAT I do not have, nor do I expect to receive any direct or indirect interest or securities in Apex Energy Corp.
- 7. THAT I consent to the use of this statement of qualifications in conjunction with my letter of reference for David St. Clair Dunn and his January 21, 1991 report on the Nightout project in a Statement of Material Facts for the purpose of a private or public financing.

SIGNED:

VIRGINIA M. KURAN, B.Sc., FVG.A.C.

February 21, 1991



# APPENDIX D SAMPLING METHODOLOGY



#### SAMPLING METHODOLOGY

# A. STREAM SEDIMENTS

Silt Samples

Approximately 0.5 kg of silt was collected from the active stream channel, placed in a standard gusseted kraft bag and shipped to Chemex Labs in North Vancouver. These samples were then dried and sieved to -80 mesh. A ten gram split of the sample was analyzed for gold by fire assay with atomic absorption finish. A one gram split of the remainder of the sample was analyzed for 30 elements using Aqua Regia extraction and ICP.

Heavy Mineral Samples

A sample of between 5 gm and 30 gm was panned in the field from two pans of -1.4 cm gravel and one pan of moss. The panned material was placed in 6 mil plastic bags and shipped to Chemex Labs in North Vancouver. A one gram split of this material was analyzed for silver, lead, copper and zinc using wet extraction and atomic absorption. The remainder of the sample was analyzed for gold using fire assay and atomic absorption finish.

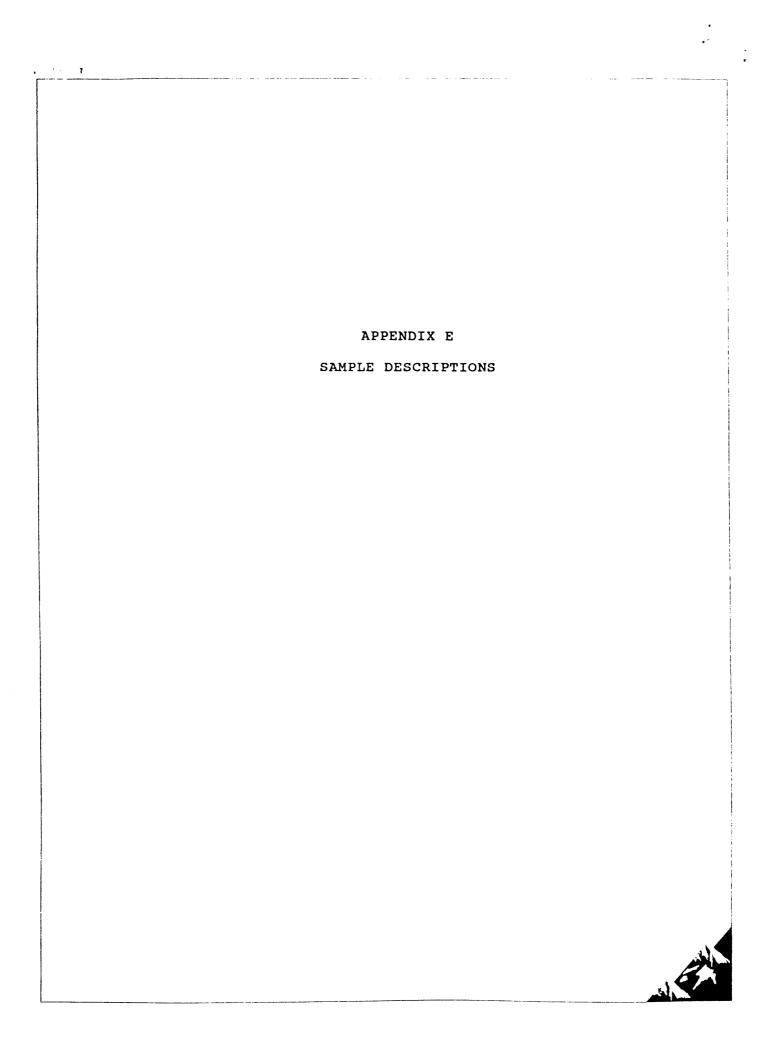
## B. <u>LITHOGEOCHEMICAL SAMPLING</u>

Approximately 2 kg of rock was collected and placed in 6 mm plastic bags and shipped to Chemex Labs in North Vancouver. This material was crushed and pulverized to -140 mesh and a l assay ton split taken. The split was analyzed for gold using fire assay and atomic absorption finish. Another 10 gm split was analyzed for copper, lead, zinc and silver using wet extraction and atomic absorption finish.

## C. SOIL SAMPLES

Approximately 0.5 kg of "B" horizon soil, where available, or talus fines where not, was placed in standard gusseted kraft bag and shipped to Chemex Labs in North Vancouver. This material was dried and sieved to -80 mesh. A 14 gram sample was analyzed for gold using fire assay and atomic absorption finish. Another one gram split was analyzed for 30 elements using Aqua Regia extraction and ICP.

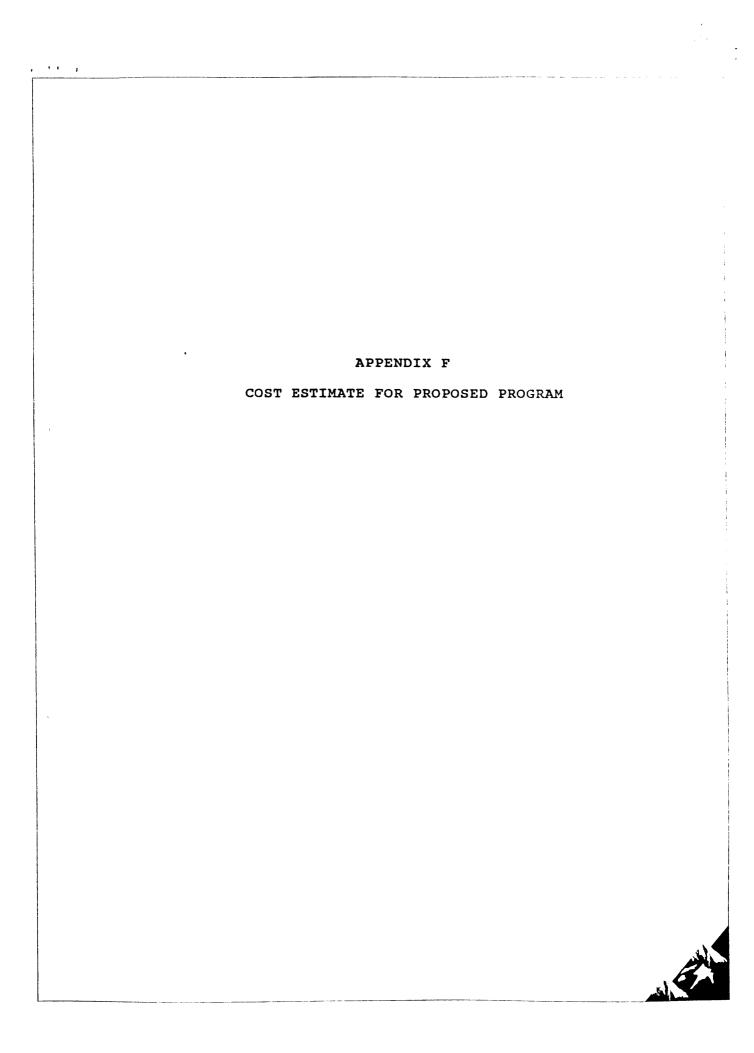




# SAMPLE DESCRIPTIONS

- Sample N.O. 4 Grab 40 m upstream from Homestake 31202. Qtz stringers from 5 cm to 10 cm cross creek in a rusty schistose Andesite Tuff. Qtz stringers are present over 5 m. Schistosity Att. S 35° D 90°
- Sample N.O. 5 2.0 m. chip, N.W. S.E. up Cr. 3000' Elevation Schistose And. Dac. Tuff. Minor qtz minor pyrite Weak carb. alt. Schistosity Att. S460 D900 Considerable talc.
- Sample N.O. 6 20 m chip continuing S.W. from N.O. 5. cf.
   N.O. 5 10% quartz
- Sample N.O. 7 2.0 m chip continuing S.W. from N.O. 6 cf. N.O. 5 5% quartz
- Sample N.O. 8 2.0 m chip cont. from N.O. 7 minor quartz
- Sample N.O. 9 2.0 m chip cont. from N.O.8
- Sample N.O. 10 Quartz only Mainly from N.O. 6 + 7.
- Sample N.O. 11 40 cm chip 50% quartz w/ 10% blue qtz. Minor py. 20 m SE N.O. 4 10 on E. side creek in shear Att. S  $42^{\circ}$  D  $56^{\circ}$  N
- Sample N.O. 12 50 cm chip 1.0 m SE of N.O. 11 30% qtz W/ minor pyrite in shear Att.  $S22^{\circ}$  D56 $^{\circ}$ S
- Sample N.O. 13 Grab of 10 m wide. Carb. Alt. shear zone Elev 3100' N.O. Cr. shear Att. S64<sup>O</sup> D90<sup>O</sup> Qtz sericite schist





# COST ESTIMATE FOR PROPOSED PROGRAM ON NIGHTOUT CREEK PROJECT

PROJECT PREPARATION	\$ 1,000.00
SALARIES: Project Geologist (14 days at \$350/day) Geologist's Asst. 914 days at \$250/day)	4,900.00 3,500.00
MOBILIZATION/DEMOBILIZATION	2,000.00
FLIGHT SUPPORT AND FUEL  Fixed Wing  Helicopter (8 hours at \$700.00/hour)	500.00 5,600.00
GEOCHEMISTRY  300 soil samples at \$15.00/sample  100 rock samples at \$18.00/sample	4,500.00 1,800.00
Plugger rental/Blasting Domicile 14 man days at \$100/day Field Supplies Communications, Freight, and Accounting Radio and Walkie Talkie Rental Expediting Government Filing and Fees	800.00 1,400.00 200.00 1,000.00 200.00 300.00 980.00
Report Compilation and Drafting Management Fees at 15% (not on salaries)	3,000.00
TOTAL	\$35,122.00

\$35,122.00



# RECOMMENDED PROGRAM OF WORK NORTH SCUD PROPERTY

# Liard Mining Division, BRITISH COLUMBIA.

NTS 104G/6W

Prepared for: Apex Energy Corporation.

717-602 West Hastings St., Vancouver, B. C., V6B 1P2.

Prepared by: Erik A. Ostensoe, FGAC,

4306 West 3rd Avenue,

Vancouver, B. C., V6R 1M7.

Date of Recommendation: January 23, 1991.

Fish A Ostensoe