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RB 12,14,16,18 ✓
Anuk claims
New?
104G/4E,3W
file with
104G-047
Joan and MB

**SUPERINTENDENT OF BROKERS
AND
VANCOUVER STOCK EXCHANGE
(Venture Company)**

**STATEMENT OF MATERIAL FACTS #124/90
EFFECTIVE DATE: DECEMBER 19, 1990**

WIRLWIND RESOURCES LTD.

#205 - 700 West Pender Street, Vancouver, B.C., V6C 1G8 Telephone: (604) 681-9212
NAME OF ISSUER, ADDRESS OF HEAD OFFICE AND TELEPHONE NUMBER

#100 - 200 Granville Street, Vancouver, B.C., V6C 1S4
ADDRESS OF REGISTERED AND RECORDS OFFICES OF ISSUER

Montreal Trust Company of Canada, 510 Burrard Street, Vancouver, B.C., V6C 3B9
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 : 1,000,000 UNITS

The Offering may be increased by up to 150,000 Units (15% of Offering) to meet over-subscriptions. See "Plan of Distribution".

Each Unit consists of One Common Share and Two Series "A" Warrants, two such Warrants entitling the holder thereof who exercises such warrants to purchase one additional common share of the Issuer at the offering price, at any time up to the close of business within one year following the Offering Day.

	Offering Price (estimated)*	Commission	Estimated Net Proceeds to be Received by the Issuer
Per Unit	\$0.50	\$0.0375	\$0.4625
Total	\$500,000	\$37,500	\$462,500

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

ADDITIONAL OFFERING

The Agent has agreed to purchase (the "Guarantee") any of the Units offered hereby which are unsubscribed for on the Offering Day and, as consideration for the Guarantee, has been granted an Agent's Warrant entitling the purchase of up to 500,000 shares of the Issuer (see "Consideration to Agent"). Any Units 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.

SHAREHOLDER OFFERING

This Statement of Material Facts also qualifies for sale, at the market price for the shares of the Issuer at the time of sale 322,335 common shares of the Issuer which the Issuer has previously issued to the shareholder described herein (see "Shareholder Offering" herein). None of the proceeds of the sale from the Shareholder Offering will be received by the Issuer.

AGENT

L.O.M. Western Securities Ltd.
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.

Jan. 10/91

1. PLAN OF DISTRIBUTION

A. THE OFFERING

By Agreement dated for reference July 20, 1990, as amended by an amending agreement dated November 20, 1990 (the "Agency Agreement"), WIRLWIND RESOURCES LTD. (the "Issuer") appointed L.O.M. Western Securities Ltd. as its agent (the "Agent") to offer through the facilities of the Vancouver Stock Exchange (the "Exchange") 1,000,000 Units of the Issuer at a fixed price.

The Offering will take place on the "Offering Day", determined by the Issuer and the Agents with the consent of the Exchange, which will be not more than 180 calendar 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 (the "Offering Price") 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, subject to the agreement of the Issuer and the Agent.

The Agent may over allot Units of the Issuer to cover over-subscriptions up to an amount equal to the lesser of the number oversubscribed or 15% of the Offering and, in such case, has an option for 60 days from the Offering Day to acquire Units from the Issuer at the Offering Price less commission to cover such over allotment (the "Greenshoe Option"). Alternatively, the Agent may cover such over allotment by making purchases of Shares and Warrants in the market through the facilities of the Exchange. The number of Units subject to the Greenshoe Option will be determined on the Offering Day. The Issuer has the right to terminate the Greenshoe Option at any time prior to 12:00 o'clock noon on the day prior to the Offering Day.

The Agent reserves 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 or Agent's Warrants derived from the Offering.

The obligations of the Agent under the Agency Agreement may be terminated prior to opening of the market on the Offering Day at its discretion on the basis of its assessment of the state of the financial markets and may also be terminated at any time upon the occurrence of certain stated events.

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

QUALIFYING REPORT

on the

RB 12,14,16,18 (Anuk) Claims
Liard Mining Division, British Columbia

Lat. 57° 06' North - Long. 131° 31'
NTS 104G/4E,3W

Prepared by

D.L. Cook, B.Sc., P. Eng.
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Prepared for

Whirlwind Resources Ltd.
205 - 700 West Pender
Vancouver, B.C.
V6C 1G8

Vancouver, B.C.

May 17, 1990

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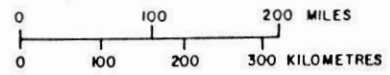
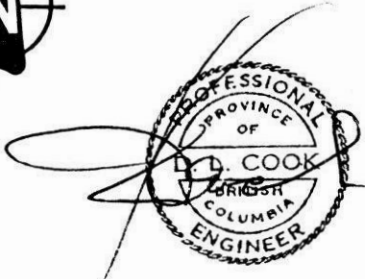
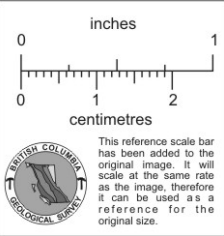
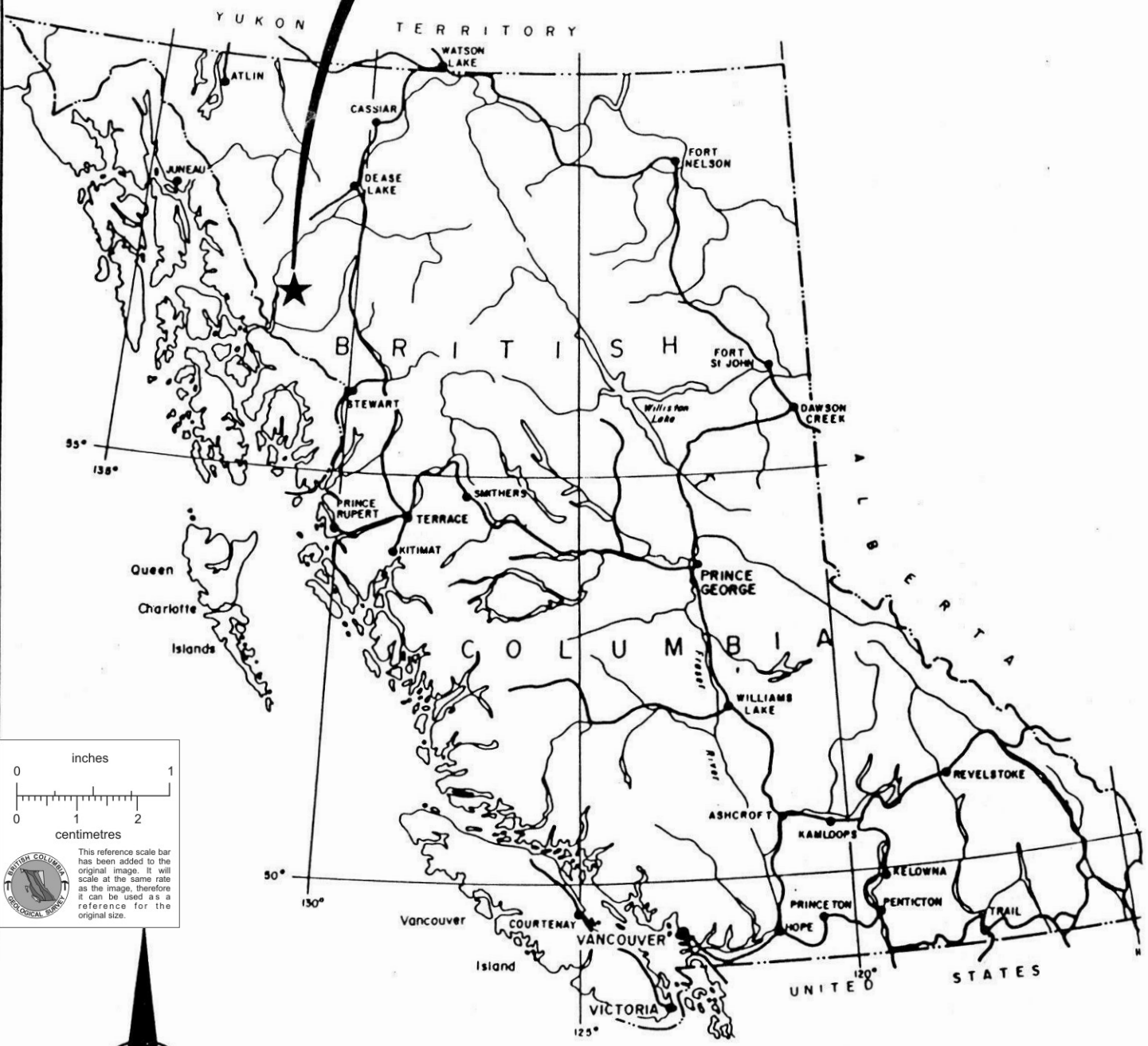
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Introduction

The Anuk property is located approximately 90 kilometres southwest of Telegraph Creek in the heart of the Galore Creek Gold Camp (Figure 1). It adjoins Stikine Copper's copper-gold porphyry deposit and was staked in January, 1988 to study the possibility of precious and base metal occurrences in favourable geology consisting of a sedimentary and volcanic unit in contact with an intrusive.

The Stikine Arch is currently undergoing extensive exploration as a result of the mineral discoveries near Stewart, the Iskut River area and the Galore Creek area. One exploration target that has proven very successful is the base metal rich gold vein deposits of the Stewart and Iskut River gold camps. These precious metal deposits are especially attractive in their unusually high grades. Recently discovered examples of this deposit type include Skyline's Stonehouse gold deposit (740,000 tons of 0.52 oz/ton gold), the Cominco-Prime joint venture Snip deposit (1.032 million tons of 0.875 oz/ton gold), the Newhawk-Granduc Sulphurets deposit (0.72 million tons grading 0.431 oz/ton gold and 19.7 oz/ton silver) and the Silbak-Premier property under investigation by Westmin-Pioneer-Canacord (open pit reserves of 5.7 million tons grading 0.065 oz/ton gold and 2.7 oz/ton silver). Mine development is either underway or is anticipated for each of the above deposits. Historically, the Silbak-Premier mine was British Columbia's third largest gold producer with 1.3 million ounces of

PROPERTY LOCATION



WHIRLWIND RESOURCES LTD.			
ANUK PROPERTY			
PROPERTY LOCATION MAP			
LIARD MINING DIVISION			
D.L. COOK GEOLOGICAL SERVICES			
DRAWN BY:	NTS:	DATE:	FIGURE:
JM	1046/4	MAY, 1990	1

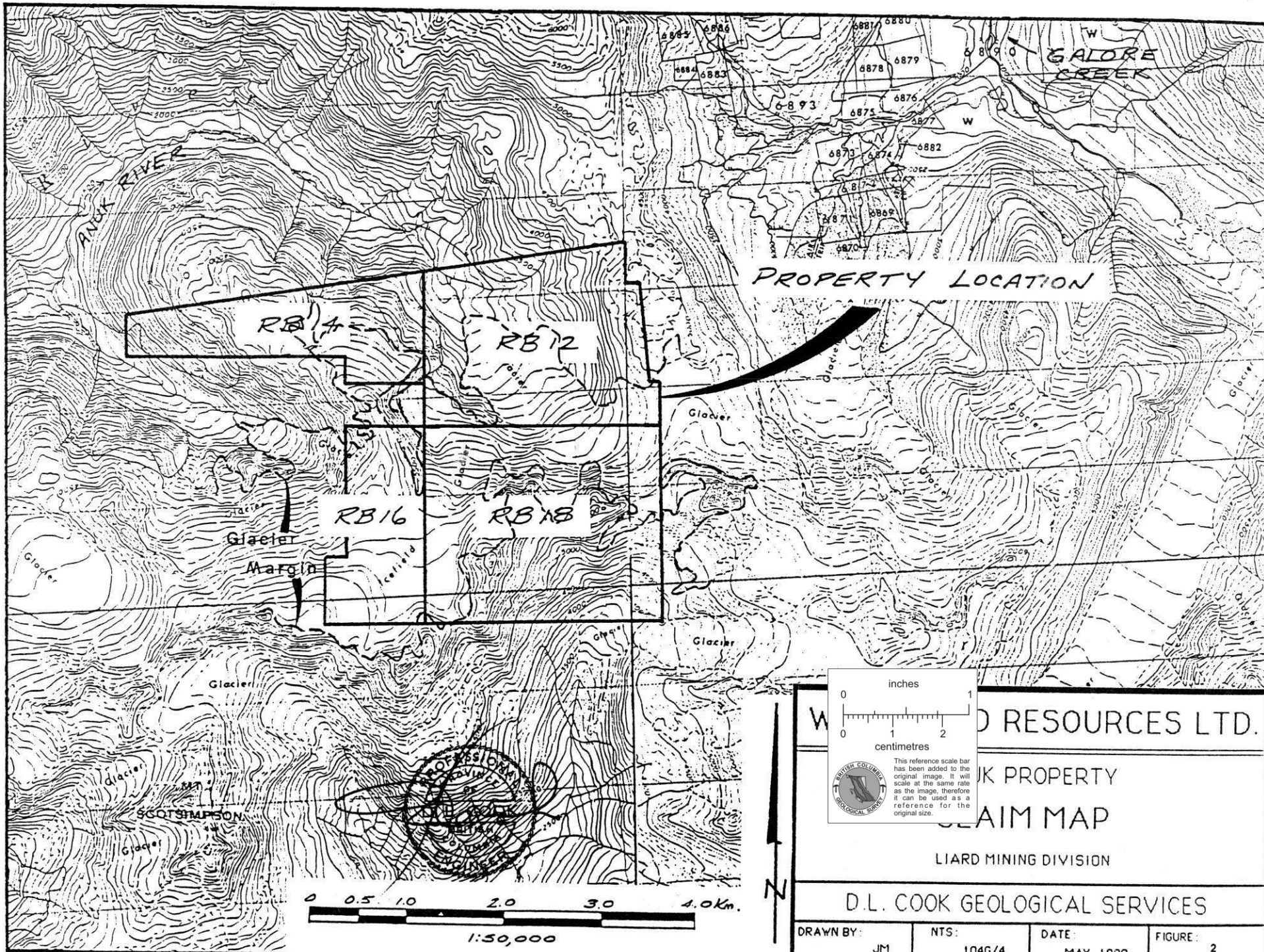
gold and 32 million ounces of silver produced in the period from 1920 to 1936.

Other deposit types include the Eskay Creek deposit of Prime Resources and Stikine Resources (probable and possible reserves total 1.55 million tons averaging 1.34 oz/ton gold and 36.21 oz/ton silver plus base metal values). The deposit is open at depth.

Numerous precious and base metal occurrences have been discovered throughout the Galore Creek district recently and historically, including the Paydirt deposit being developed by Consolidated Silver Standard Mines Ltd. (0.2 million tons grading 0.12 oz/ton gold), and the adjacent Galore Creek deposit of Stikine Copper Ltd. (125.0 million tons of 1.06% copper and 0.012 oz/ton gold). Very encouraging results from Bellex Mining Corp.'s Jack Wilson property to the north of the Anuk property. Gigi Resources' Trophy project and the adjoining Stikine Copper deposit to the east have sparked increased precious metals exploration in this area of northwestern British Columbia.

Summary

The Anuk property is comprised of four modified grid system claims totalling 66 units, located approximately 90 kilometres southwest of Telegraph Creek (Figure 2). Property access is possible by helicopter from the Scud River airstrip, which in turn



PROPERTY LOCATION

RB14

RB12

RB16

RB18

Glacier

Margin

Glacier

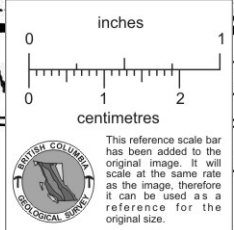
Glacier

Glacier

Glacier

SCOT SIMPSON

Glacier

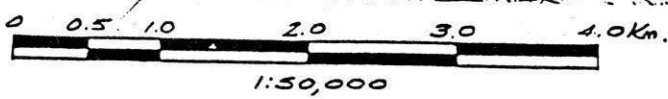


W D RESOURCES LTD.

WIK PROPERTY
CLAIM MAP

LIARD MINING DIVISION

D.L. COOK GEOLOGICAL SERVICES



DRAWN BY: JM	NTS: 104G/4	DATE: MAY, 1990	FIGURE: 2
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can be reached by regular or charter fixed wing service from Smithers, Telegraph Creek or Dease Lake. Alternately, the property may be reached by riverboat or helicopter from Telegraph Creek.

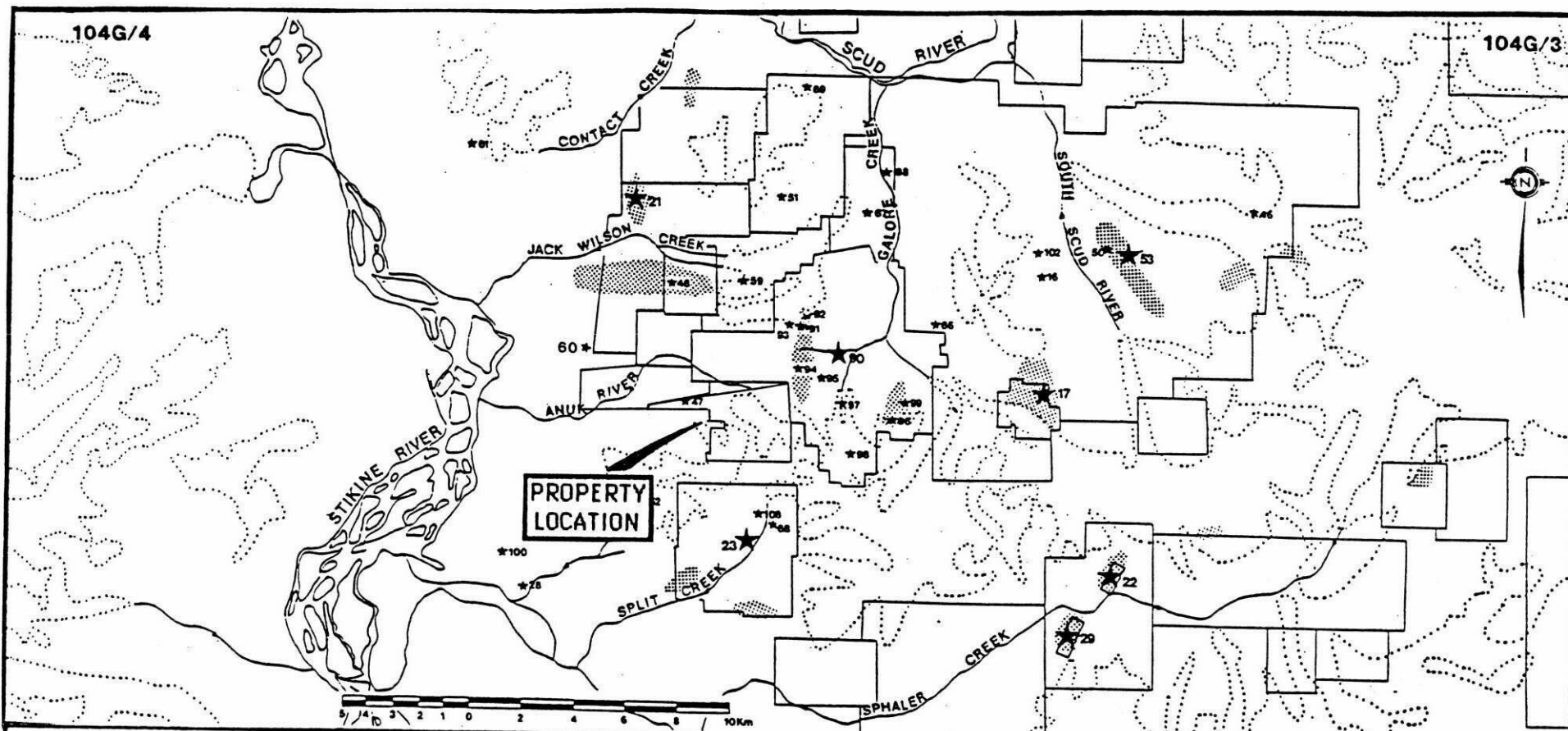
The topography of the Anuk property is moderate to extremely rugged with elevations ranging from 525 meters to 2050 meters above sea level. Much of the property is situated above treeline which occurs at approximately 1070 meters in the area. A large portion of the property is also covered by glacier. Vegetation on the property consists mostly of typical alpine vegetation. Below treeline a moderately dense mass of devils club, alder and huckleberry coexist with spruce and hemlock.

Temperatures range from -30 degrees to +30 degrees centigrade and heavy precipitation is characteristic, especially during the winter months.

The area around the Anuk property has witnessed a flurry of exploration activity in the past. Much of the activity was conducted during the copper porphyry rush in the 1960's. Hudson Bay Exploration and Development Co. Ltd. first discovered the Galore Creek deposit, located a mere two kilometres northeast of the property, in 1955. During the early 1960's Kennco Explorations Ltd. explored much of the region, concentrating on finding large tonnage copper porphyry deposits. Anuk River Mines conducted exploration and diamond drilling on the Devil's Club claims

immediately north of the property in the mid-1960's. A Minfile occurrence located on the Anuk property (47, Figure 3) lists a copper showing. A regional aeromagnetic survey conducted by the Geological survey of Canada shows the Anuk property is situated on the flank of a major magnetic high associated with the Galore Creek deposit (Figure 4).

The Galore Creek area lies on the western margin of the Intermontane Belt within the Stikine Arch near its contact with the Coast Plutonic Complex. Government mapping in the area was first published by F.A. Kerr in 1928 as part of a Summary Report on the Stikine River area and later updated by J.G. Souther (1972). This mapping indicates that the Anuk property and adjacent areas are underlain by a suite of upper Triassic volcanics and sediments of the Stuhini Group. This area is flanked to the west by Juro-Cretaceous quartz diorite to granodiorite of the coast Plutonic Complex. Middle Triassic sediments, with Permian sedimentary and metamorphic rocks, form the northern and eastern limit of the area with Permian limestone being the dominant rock. North trending faults define boundaries between upper and middle Triassic rocks and between Paleozoic and Triassic rocks. Strata is folded into a series of anticlines and synclines with east or northwest trending axes. Younger folds with north-northwest trending axes transect the earlier formed structures. Syenite (orthoclase porphyry) intrusions of Juro-Triassic age disrupt the stratigraphy and structural trends. These intrusions form a series of dykes, sheets



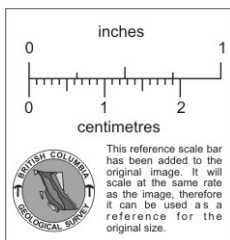
LEGEND

Minfile Locations

Claim Boundaries

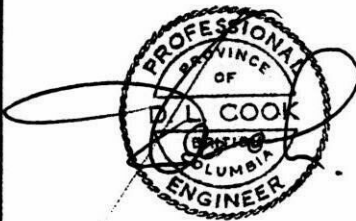
Alteration Zones

Glacier Boundaries



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AFTER B.C. GEOLOGICAL SURVEY
OPEN FILE 89-8

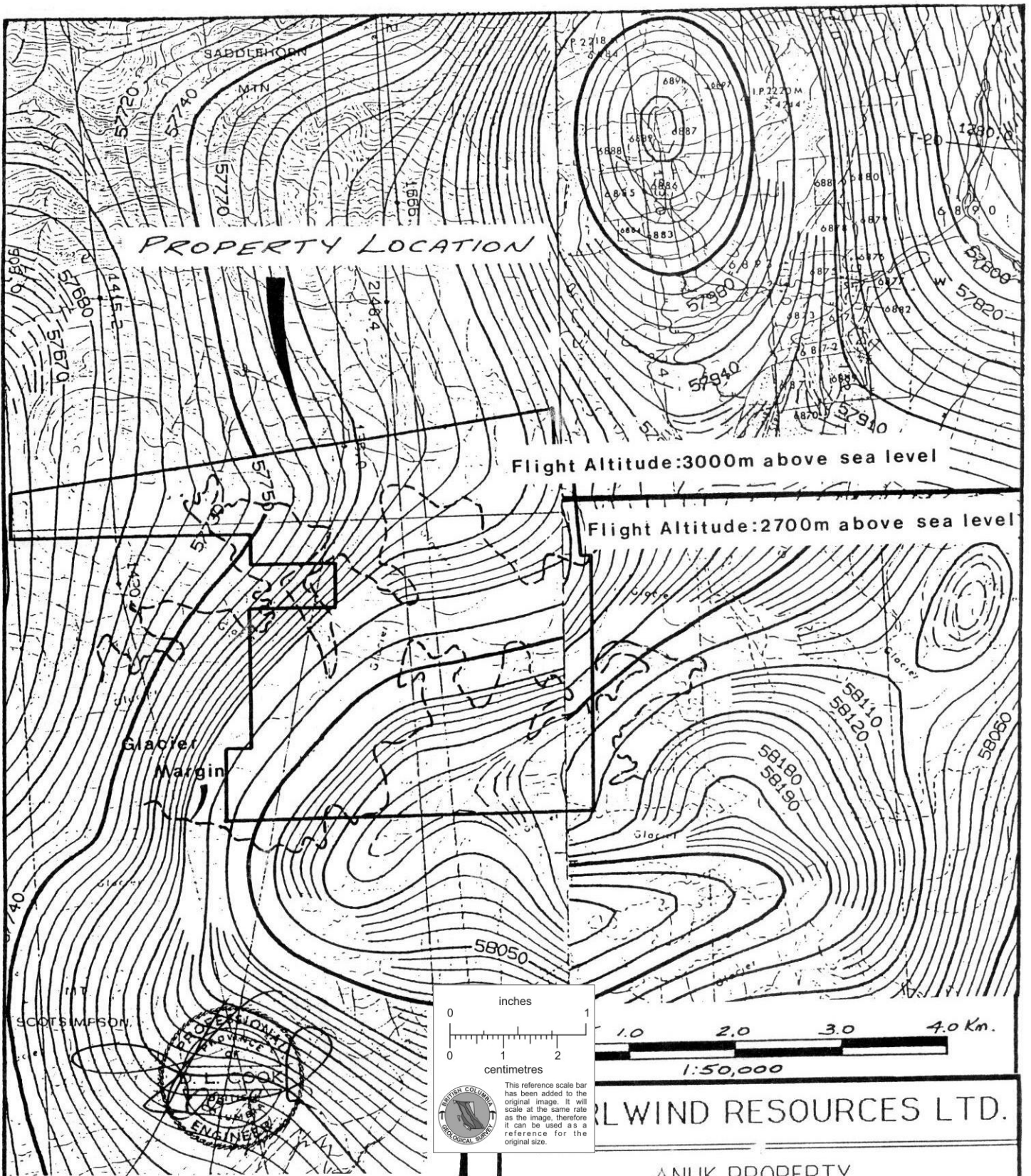


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ANUK PROPERTY
MINFILE LOCATIONS, CLAIM BOUNDARIES
& ALTERATION ZONES
LIARD MINING DIVISION


D.L. COOK GEOLOGICAL SERVICES


DRAWN BY: JM	NTS: 104G/4	DATE: MAY, 1990	FIGURE: 3
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
ISOMAGNETIC LINES (absolute total field)


250 gammas 

50 gammas 

10 gammas 

2 gammas 

Magnetic depression 

Flight lines 

Flight altitude: 3000 m above sea level
 .. 2700m .. (SE corner Fig. 4)

(1 gamma = 1 nanotesla in SI units)



WIND RESOURCES LTD.

ANUK PROPERTY
AEROMAGNETIC MAP
 LIARD MINING DIVISION

D.L. COOK GEOLOGICAL SERVICES

DRAWN BY: JM	NTS: 104G/4	DATE: MAY, 1990	FIGURE: 4
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and stocks, and are related to the syenite body associated with the Galore Creek copper porphyry deposit. Eocene age quartz monzonite has formed several stocks and is the youngest rock in the area. A total of four man-days was spent on the Anuk property during the 1989 exploration program. Work performed on the property in 1989 consisted of rock sampling, stream sediment sampling and prospecting. A total of 22 rock samples and 1 stream sediment sample were collected by Ridley (1989) (Figure 5; Appendix B). Eight of the rock samples returned elevated gold, silver, and copper values. Analyses were performed by Acme Analytical Laboratories Ltd., Vancouver, B.C.

The property is characterized by numerous NW-SE trending shear zones. Mineralization in the area is typically shear hosted with visible gold, bornite, hematite, pyrolusite, pyrrhotite, chalcopyrite and pyrite documented. The region has excellent potential for shear zone hosted Au-Ag-Cu-Pb-Zn mineralization similar to that found in the Iskut River region of northwest British Columbia.

This report provides an independent evaluation of the Anuk property with recommendations for further work. The background data is taken from published reports, field notes and discussion with field personnel.

Location and Access

The Anuk property is located within the Coast Range Mountains of northwestern British Columbia approximately 90 kilometres

southwest of Telegraph Creek. It lies within the Liard Mining Division and is centred at 57° 06' north latitude and 131° 31' west longitude.

Access to the property is possible via helicopter or river boat from Telegraph Creek. Historically, the Stikine River has been navigated by 100-ton barges as far upstream as Telegraph Creek, thus affording economical transport of equipment, machinery, fuel and other supplies to the Scud River airstrip which is located 25 kilometres northwest of the property. Fixed wing service to the Scud River airstrip can be chartered from Smithers, Telegraph Creek or Dease Lake; regular scheduled flights to the airstrip are available during the field season via Smithers. A helicopter is then used to reach the property from the Scud River airstrip. During the 1989 field season, a helicopter was stationed at the Galore Creek Camp, located approximately 7 kilometres due east of the property.

The servicing of camps is possible from Stikine Copper's airstrip at the Galore Creek property or by river-boat from Wrangell, Alaska.

Claim Status

The Anuk property is located in the Liard Mining Division of northwestern British Columbia, is comprised of four modified grid

system claims (Figure 2). Records of the British Columbia Ministry of Energy, Mines and Petroleum Resources indicate that the following claims are owned by Schellex Gold Corp. of Vancouver, B.C.:

<u>Claim</u>	<u>Record No.</u>	<u>No. of Units</u>	<u>Expiry Date</u>
RB12	5639	20	13/01/91
RB14	5641	18	13/01/91
RB16	5643	8	13/01/91
RB18	5645	<u>20</u>	13/01/91
	Total	66	

The exact location of the claim posts has not been verified by the author.

By Option Agreement between Schellex Gold Corporation and Hartford Management Ltd. or its nominee, the latter can earn 50% of the property by making certain cash payments as set out in the letter agreement dated February 13, 1990.

Hartford assigned all its interest in the agreement to Whirlwind Resources Ltd. on May 23, 1990.

Physiography and Climate

The Anuk property is located within the drainage basin of the Stikine River on a southern drainage of the Anuk River. Topography

is moderate to extreme, typical of glaciated mountainous terrain, with elevations ranging from 525 meters to 2050 meters above sea level.

Low lying areas near the creek are covered with a dense growth of alder and devils club. The slopes above are covered with shrubs and stunted spruce, with a few areas well timbered in spruce. Much of the property is above treeline, which occurs at 1070 meters, and exhibits typical alpine vegetation. A large proportion of the property is also covered by glacier.

The claims are situated at the boundary between the wet belt and the gradational belt. In this area temperatures range from -30 degrees to +30 degrees centigrade and about 300 centimetres of precipitation is recorded per year, mostly in the form of snow.

History of The Property and Adjacent Area

Historically, the first gold in the Stewart area is said to have been discovered by prospectors en-route to the Klondike in the late 1890's. The Stewart area does not host any significant placer deposits, but mineralized float led to the discovery of a number of gold deposits. The Silbak-Premier mine, ten kilometres north of Stewart, was developed into British Columbia's third largest gold deposit. Production yielded over 1.3 million ounces of gold and 32

million ounces of silver from 1920 to 1936. The Silbak-Premier property is currently being redeveloped by a Westmin-Pioneer-Canacord joint venture.

The first recorded mineral exploration in the Telegraph Creek-Stikine River region was undertaken in 1861 when placer gold was discovered on the Stikine River just below the townsite of Telegraph Creek. During the 1920's to the 1940's, the emphasis had shifted from placer exploration to exploration for lode deposits. Early exploration was confined to accessible areas along the Stikine River, with a number of small copper occurrences being discovered.

The Galore Creek copper porphyry deposit, located only two kilometres northeast of the Anuk property, was first discovered in 1955 by Hudson Bay Exploration and Development Company Limited. It was later explored jointly by Hudson Bay, Kennco and Consolidated Mining and Smelting (Cominco) under a new company, Stikine Copper Limited. Exploration activity around the Galore Creek area was conducted during the early 1960's by Kennco Explorations Limited. Their search was directed towards finding large tonnage porphyry copper deposits similar to the Galore Creek deposit. Although never brought into production, mineral reserves for the Central Zone deposit stand at 137,500,000 tons grading 1.06% copper with 0.25 ounces silver/ton and 0.013 ounces gold/ton (1.8 million ounces contained gold).

Anuk River Mines worked the Devils Club showings on Saddle Mountain immediately north of the Anuk property (Minfile 104G-60) (see Figure 3) in the middle to late 1960's. The Devils Club claims are located in a granodiorite intrusive into tuff and andesite. Mineralization consists mainly of pyrite with minor chalcopyrite and bornite occurrences. Assays from five channel samples in a trench taken in 1964 from a mineralized section 27 feet wide report up to 0.02 oz/ton gold, up to 2.80 oz/ton silver and up to 3.57% copper (BCDM Ann. Report, 1967, p.29). In 1967, 120 man-days were spent on the Devils Club claims by Anuk River Mines. A detailed topographic map was produced, surface workings were surveyed, and geological mapping was conducted. As well, 694 feet of diamond drilling was completed using backpack drills. No further information is available from the Anuk River Mines programs as the information obtained was not recorded.

The Geological Survey of Canada conducted a regional aeromagnetic survey of the Telegraph Creek map area (Figure 4). Their findings indicate the Anuk property is situated on the southwest flank of a major "thumbprint" magnetic high; the same high as that associated with the Galore Creek deposit.

Schellex Gold Corp. in 1989 spent four man-days (September 23 and October 6) prospecting, sampling and mapping the property. A total of 37 rock samples and one stream sediment sample (ANKSS-01) were collected and sent to Acme Laboratories Limited, Vancouver for

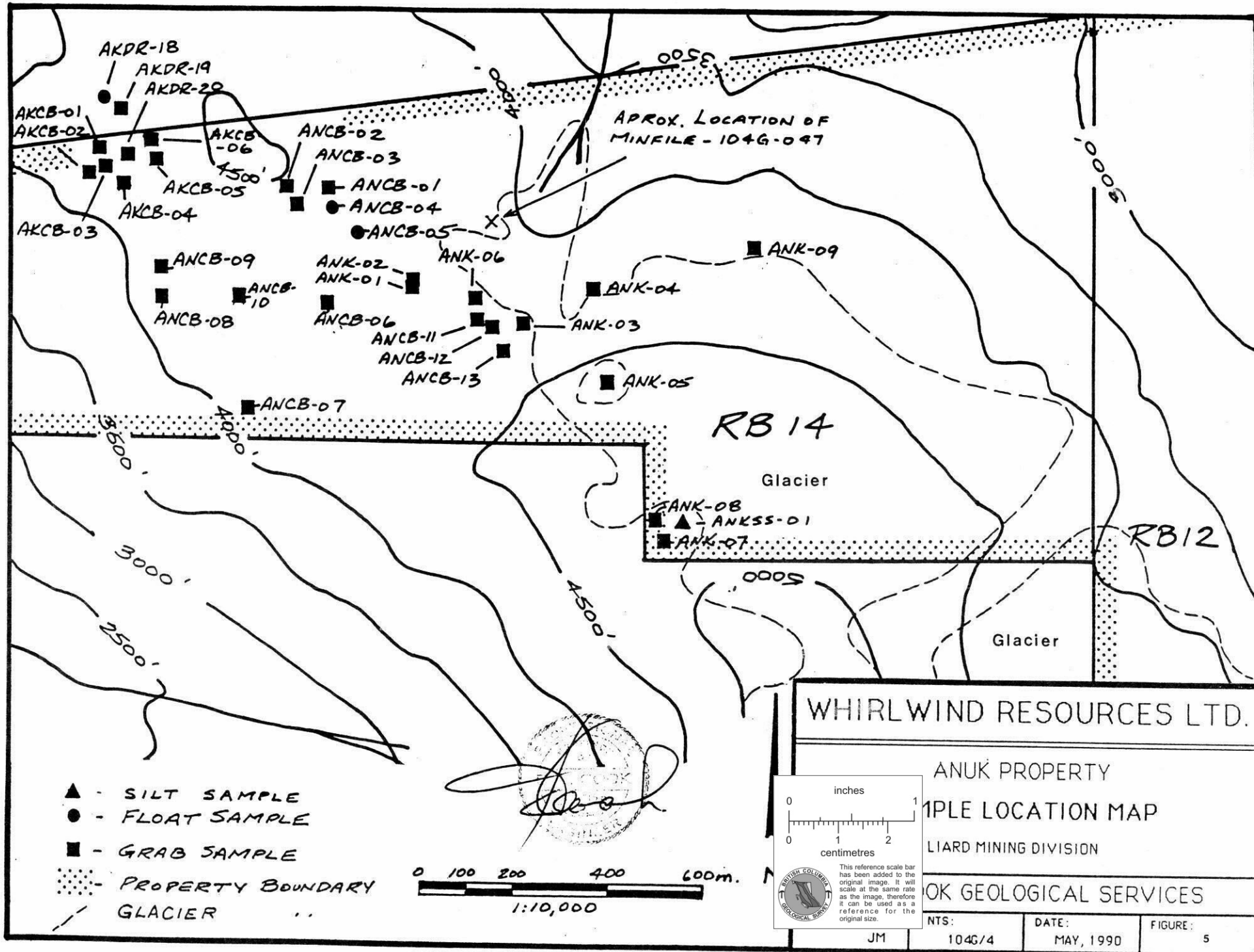
analysis. The stream sediment sample was taken from an active part of a major drainage. At the laboratory it was dried, sieved to minus 80 mesh, and analyzed geochemically for 32 elements by ICP and for gold by atomic absorption. Rock samples were taken from mineralized quartz veins and from zones of alteration and mineralization. The rock samples were pulverized in the lab and screened to minus 100 mesh, then analyzed for 32 elements by ICP and for gold by atomic absorption. Six rock samples were fire assayed for gold, silver and copper. (See Figure 5 for locations).

Rock descriptions are attached in Appendix A and analytical certificates form Appendix B.

Regional Geology

F.A. Kerr carried out geological mapping along the Stikine and Iskut rivers from 1924 to 1929, but it was not until 1948 that his data was published (Kerr, 1948a, b). Other work by the Geological Survey of Canada includes that of Souther (1971, 1972), Monger (1970, 1977), and Anderson (1984, 1989). P. Read has conducted regional mapping for the Geological Survey of Canada (Read, 1984) and feasibility studies for B.C. Hydro. A. Panteleyev carried out mapping in the area, in conjunction with a deposit study of Galore Creek between 1973 and 1975 (Panteleyev, 1975, 1976, 1977).

Most recently J.M. Logan and V.M. Koyanagi of British

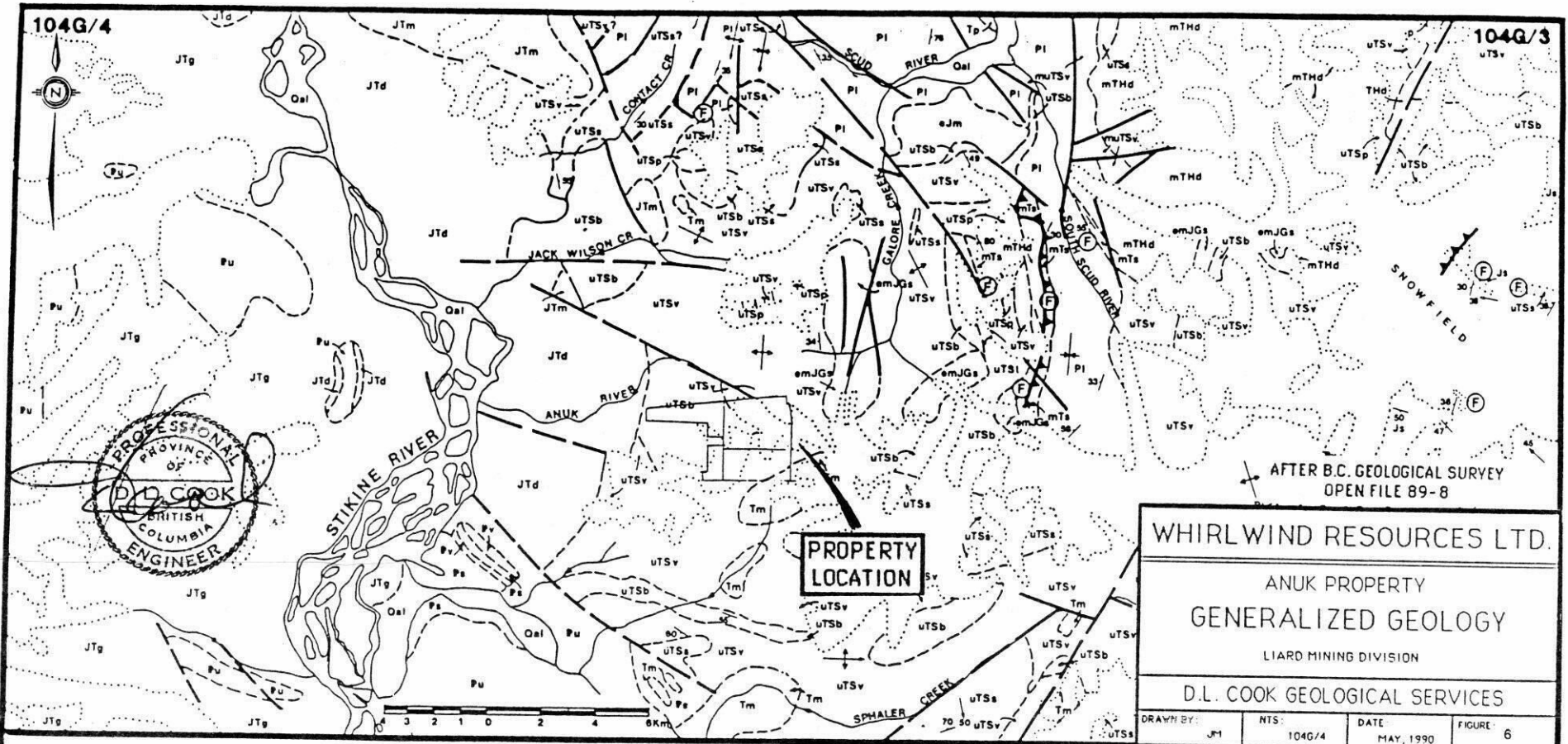


Columbia, Department of Mines released results of their work in the Galore Creek area, (Logan, Koyanagi: 1989).

The area straddles the boundary between the Intermontane (Stikinia at this latitude) and Coast tectonic belts, Stikinia consists of Upper Paleozoic to Tertiary rocks that can be grouped into four tectonostratigraphic packages (Figure 6); a Late Paleozoic to Middle Jurassic island arc suite represented by the Stikine assemblage of Monger (1977), the Stuhini Group (Kerr, 1948) and the Hazelton Group equivalent rocks; Middle Jurassic to early Late Cretaceous successor-basin sediments of the Bowser Lake Group (Tipper and Richards, 1976); Late Cretaceous to Tertiary transtensional continental volcanic-arc assemblages of the Sloko Group (Aiken, 1959); and Late Tertiary to Recent post-orogenic plateau basalt bimodal volcanic rocks of the Edziza and Spectrum ranges. Plutonic rocks of Mesozoic and Tertiary age intrude this complex stratigraphy. The most economically important exploration targets are porphyry copper-gold-silver deposits and peripheral mesothermal and shear-zone-hosted precious metal veins.

Regional Structure

Complicated structures have resulted in part from polyform deformation (Paleozoic strata), but also from the contrasting competence of Triassic and Jurassic volcanic and sedimentary units. Four main sets of faults have produced a mosaic of fault-bounded



WHIRLWIND RESOURCES LTD.

ANUK PROPERTY
GENERALIZED GEOLOGY
LIARD MINING DIVISION

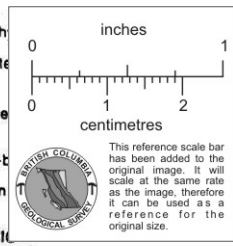
D.L. COOK GEOLOGICAL SERVICES

DRAWN BY: J-M	NTS: 104G/4	DATE: MAY, 1990	FIGURE: 6
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- QUATERNARY**
Qal till, alluvium, glacial material
- STRATIFIED ROCKS**
- JURASSIC**
Js sandstone, siltstone, arkose, tuff, polymictic, granite conglomerate, carbonaceous plant material
- MIDDLE TO UPPER TRIASSIC STUHINI GROUP**
uTSs siltstone, sandstone, conglomerate, minor limestone
uTSt well-bedded green/maroon lapilli-ash tuffs and epiclastics
uTSp pyroxene-porphry flows and fragmentals
uTSb breccia-tuff and fragmentals, lithic crystal tuff, lahar-breccia
m/uTSv massive andesite flows and tuffs, amygdaloidal basalt

- MIDDLE TRIASSIC**
mTs carbonaceous silty shale with elliptical concretions and cherty siltstones
- STIKINE ASSEMBLAGE PERMIAN**
PI massive, thickly bedded, buff, bioclastic calcarenite, thinly bedded, bioclastic limestone, with chert interbeds and minor epiclastics
- PERMIAN AND OLDER**
Pv plagioclase porphyry flows/sills, volcanoclastics, purple ash tuff, chlorite schist, massive flows
Ps silver phyllite, slate and phyllitic argillite
Pu undivided - green/maroon foliated volcanics, metasediments
- MISSISSIPPIAN**
MI grey, massive, bedded calcarenite with chert interbeds overlying coarse grained crinoidal calcarenite, flows, and tuffs
Ms phyllite, tuff, intraterritorial limestone and conglomerate

- INTRUSIVE ROCKS**
- TERTIARY**
Tp/Tm plagioclase-porphry fine-grained biotite
- JURASSIC - TERTIARY COAST INTRUSIONS**
JTg medium to coarse granite
JTd medium-grained-biotite
JTm coarse potassium monzonite
- EARLY TO MIDDLE JURASSIC GALORE CREEK INTRUSIONS**
emJGs syenite, orthoclase porphyritic monzonite
- EARLY JURASSIC**
eJm medium to coarse, hornblende, biotite, granodiorite to monzonite



- MIDDLE TRIASSIC HICKMAN BATHOLITH**
mTHd coarse to medium-grained-biotite-hornblende -augite-diorite to monzonite
- ULTRAMAFICS**
p pyroxenite
- geological boundary
 ——— fault
 ▲▲▲ thrust fault
 permanent snow and ice
 — bedding
 ↘ plunging syncline
 ↗ plunging anticline
 — minor fold axis

blocks.

Three phases of deformation have been tentatively recognized for the oldest Paleozoic rocks and a single phase for Upper Triassic and younger strata. D1 is pre-Permian to post-Mississippian; D2 pre-Late Triassic "Tahltanian"; and D3 post-Jurassic(?). Holbek (1988) has recognized four phases of folding within Stikine assemblage rocks to the east, and Panteleyev (1976) documented two generations in the Triassic rocks at Galore Creek.

Penetrative planar fabrics are ubiquitous in Paleozoic and Middle Triassic strata. Penetrative deformation of Upper Triassic and younger rocks is rare and restricted to north-trending zones of foliation.

The most prominent structure in the immediate area of the Anuk property is the Galore Creek syenite complex (6 km to the North-east of the Anuk property) which is thought to be the roots of an eroded volcano. Pipe-like breccias within this complex host the Galore Creek copper-gold deposits.

Regional Mineralization

Mineral deposits in the Sphaler Creek-Scud River area can be subdivided into three groups: porphyry copper-silver-gold deposits

associated with syenitic sills and monzonite plugs; mesothermal silver-gold and copper-zinc mineralization in quartz and carbonate veins; massive polymetallic sulphides with or without gold and silver. Precious metal porphyry and vein deposits related to alkaline rocks are well documented (Mutschler et al., 1985; Barr et al., 1976) and important exploration models in northwestern British Columbia. Figure 3 shows the locations of mineral occurrences recorded in MINFILE as well as alteration zones and boundaries of mineral claims.

Alkalic porphyry deposits occur throughout the length of the Intermontane Belt in Upper Triassic Nicola-Takla-Stuhini volcanic rocks and comagmatic alkaline plutons, forming a class distinct from calcalkaline porphyry deposits (Barr et al., 1976). The deposits occupy brecciated and faulted sub-volcanic zones in the intrusions and country rocks which are overprinted by extensive potassium, propylitic and pyrometasomatic alteration zones. The deposits are characteristically enriched in gold and silver.

In the Galore Creek Camp 6 kilometres to the north-east of the Anuk property, Stuhini volcanics and comagmatic syenite intrusives host more than 10 of these coeval disseminated deposits (90 to 99 on Figure 3).

Property Geology

Logan and Koyanagi (1989) show the Anuk property to be underlain by the Middle to Upper Triassic Stuhini Group as follows:

- i) On RB14; Breccia-tuff and fragmentals, lithic crystal tuff, lahar-breccia. (Unit uTSb);
- ii) On RB12 and 18; massive andesite flows and tuffs and amygdaloidal basalt (Unit uTSv);
- iii) On RB18 (South-east corner); fine-grained biotite quartz-monzonite (Unit Tm) intrudes the above rocks.

The area covered in the 1989 exploration program is composed of a suite of Stuhini Group volcanics. A wide range of rocks were noted, but the geology observed consisted mainly of fine-grained andesitic and trachytic flows, volcanic breccias, conglomerates and tuffs, as well as shaley meta-sedimentary layers and sandstones of andesitic origin.

Mineralization examined on the property is mainly shear hosted or vein type. Quartz veins up to 5 cm. wide contain massive bornite, visible gold, pyrite, chalcopyrite and pyrolusite. Other quartz veins and quartz-carbonate veins contain hematite, pyrite, chalcopyrite, pyrrhotite and pyrolusite. Moderate to intense malachite staining and gossanous areas are common throughout the property, and hematite is somewhat pervasive.

The property is transected by numerous steeply dipping shear zones up to 4 meters wide. The shear zones strike at between 120-150 degrees (with most varying from 120-125 degrees), and dips are usually close to 80 degrees SW. The shear zones are associated with quartz and quartz-carbonate veining. These veins are host to most of the mineralization in the shear zones, and malachite staining is common throughout much of the shear as well.

A Minfile occurrence (47, Figure 3) located on the property occurs in the area examined, but no obvious sign of it's exact location was observed. It is recorded as existing in Stuhini Group volcanics, and as a copper-gold-silver showing. Samples taken in the vicinity of the showing returned "extremely anomalous results" in these metals, and also contained visible gold.

Property Geochemistry

Eight rock samples of the 37 obtained from the property contained elevated values in gold, copper and/or silver (Figure 5). Six of these samples were fire assayed for copper, gold and silver. Sample ANCB-13, a grab over 0.5 meters of a quartz vein with massive bornite, visible gold and malachite staining, assayed 0.509 oz/t Au, 2.96 oz/t Ag and 15.54% Cu. ANCB-12, a grab sample from a different vein ten meters away with similar mineralization, assayed 0.029 oz/t Au, 4.26 oz/t Ag and 16.71% copper. Sample AKDR-19, a grab sample of another quartz vein with pyrite banding, contained 0.295 oz/t Au.

Discussion

Although the Galore Creek area was explored for copper during the early 1960's, very little effort was expended searching for gold. The area has remained dormant since that time, in the same manner as the Iskut River gold Camp before Skyline drilled the discovery holes in 1982 that led to the Stonehouse gold deposit. The Galore Creek gold camp has gained prominence recently with the discovery of precious metal mineralization in the area. Gigi Resources - Continental Gold Corp.'s Trophy gold project contains 0.15 oz/ton gold equivalent over 185 feet of trench. Stikine Copper Ltd. has reserves of 125 million tons grading 1.06% copper and 0.012 oz/ton gold and Bellex Mining Corp.'s Jack Wilson property reports assays up to 4.38 oz/ton gold on their property.

The region covered by Schellex Gold Corp's Anuk Property has excellent potential for shear zone hosted gold-silver mineralization similar to mineralization found in the Iskut River region of northwest B.C.

The high values of copper, gold and silver in the assay results, the presence of visible gold, the sheared nature of the property and the property's proximity to the syenite intrusion responsible for the deposit at Galore Creek, all suggest that the Anuk property has the potential to host an economic mineral deposit.

A more detailed program is required to assess and evaluate the economic potential of the Anuk property. The following program is recommended for the next phase in development of the property:

- 1.) The property should be mapped in detail;
- 2.) All drainages should be sediment sampled, and a reconnaissance soil survey should be conducted over the property; and
- 3.) The property should be prospected and rock samples obtained from zones of alteration and mineralization;
- 4.) Anomalous areas should be gridded, soil sampled, prospected and mapped in detail. Geophysics in the form of VLF and magnetic surveys followed by trenching, should be conducted over these areas.

Proposed budget for 1990 work program

Stage I:

Prospecting, silt and stream sediment sampling.

Mob and Demob			\$5,750.00
Supervising Geologist: 2 days	@	\$370.00	\$740.00
Project Geologist: 13 days	@	\$285.00	\$3,705.00
Prospector: 13 days	@	\$255.00	\$3,315.00
Sampler: 13 days	@	\$230.00	\$2,990.00
Camp Costs: 41 mandays	@	\$135.00	\$5,535.00
Assays:			\$1,000.00
Equipment/Supplies:			\$10,000.00
Mag. & VLF Survey			\$3,000.00
Helicopter Costs: 8 hours	@	\$700.00	<u>\$5,600.00</u>
		Total Stage I	\$32,635.00

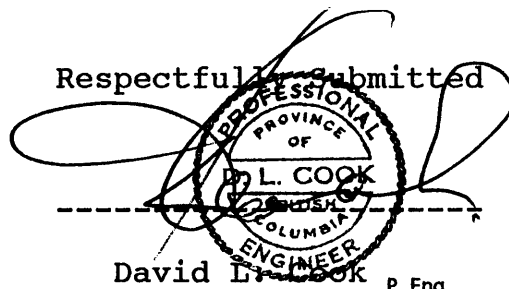
Stage II:

Follow up anomalous areas with grid soil sampling, prospecting, geophysics, mapping and trenching (Contingent upon results of Stage I).

Supervising Geologist:	5 days	@ \$370.00	\$1,850.00
Project Geologist:	21 days	@ \$285.00	\$5,985.00
Prospector:	21 days	@ \$255.00	\$5,355.00
Sampler:	21 days	@ \$230.00	\$4,830.00
Camp Costs:	68 mandays	@ \$135.00	\$9,180.00
Assays:			\$2,500.00
Equipment/Supplies:			\$1,500.00
Helicopter Costs:	10 hours	@ \$700.00	\$7,000.00
Reports			<u>\$5,000.00</u>
			43,200.00
Total Stages I & II			\$75,835.00

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Respectfully Submitted




David L. Cook P.Eng.

STATEMENT OF QUALIFICATIONS

I, David L. Cook of 8155 Cartier Street, Vancouver, in the Province of British Columbia, do hereby certify that:

1. I am a Consulting Geologist and have practised my profession since graduation in 1961.
2. I am a graduate from the University of Western Australia with a Bachelor of Science degree majoring in Geology.
3. I am a Professional Engineer, registered in the Province of British Columbia since 1972.
4. I have practised my profession in British Columbia, The Yukon, The Northwest Territories, Saskatchewan, Ontario, Quebec, New Brunswick, Alaska, Nevada, Australia, The Territory of Papua and New Guinea, Nouvelle Caledonie, Malaya, Brazil and Cornwall.
5. This report is based on a study of various technical reports (listed in "Bibliography") and discussion with David Ridley of Lodestone Explorations Co. Inc. who has visited the property.
6. I have no direct, indirect or contingent interest in the Anuk property, the subject of this report, or in the securities of Whirlwind Resources Ltd., nor do I intend to receive any interest.
7. I consent to the use by Whirlwind 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 for British Columbia.

Dated at Vancouver, British Columbia, this 17th day of May, 1990.


David L. COOK
P. Eng.

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Sampler CB
Date _____

Project SCHUELEX
Property ANUK

NIS _____
Location Ref _____
Air Photo No _____

SAMPLE NO.	LOCATION	SAMPLE TYPE	Sample Width True Width	DESCRIPTION			ADDITIONAL OBSERVATIONS	ASSAYS				
				Rock Type	Alteration	Mineralization		Cu	Au	Ag	Pb	Zn
ANCB01		G	.5M	Sedimentary	sericite	Pyrite	3m wide gossan	64	76	1.7	9	25
B02		G	.5	Felsic Volcanic		Malachite Pyrite	Shear zone	11296	258	6.1	6	81
B03		G	.5	Quartz		Py	Small quartz vein	113	11	.1	3	32
B04		F		Felsic Tuff?		Py		132	17	.8	25	43
B05		F		Quartz		Cpy, Py, Mal		1711	9	1.8	8	25
B06		G	.5	Fine grained felsic volcanic		Cpy, Mal, Py, B	Contains 1 cm gtz veins	213	570	.4	3	11
B07		G	.5	Andesite	Gossan	Py		96	20	.3	9	107
B08		G	.5	Gossan	Extreme		In fault	149	28	.4	9	62
B09		G	.5	Gossan	Extreme			101	7	.2	6	56
B10		G	.5	Andesite		Py		60	43	.3	8	34
B11		G	.5	Massive sulfide		Py, Mal, Cpy		2365	530	4.2	6	81
B12		G	.15	Massive sulphide in quartz		Bornite, Mal		99999	1710	133.6	34	225
B13		G	.12	Quartz		Bornite, Mal		99999	1250	95.1	45	218
ASSAYS								%	oz/T	oz/T	%	%
ANCB-02		G						1.07	.009	-	-	-
ANCB-12		G						16.71	.029	4.26	-	-
ANCB-13		G						15.54	.509	2.96	-	-

Appendix B
Geochemical Analysis
Certification

PHONE (604) 253-3158

FAX (604) 253-1716 DATE REPORT MAILED:

ASSAY CERTIFICATE

AG** AND AU** BY FIRE ASSAY FROM 1/2 A.T.
SAMPLE TYPE: ROCK PULP

SIGNED BY *C. Leong* D. TOYE, C. LEONG, J. WANG; CERTIFIED B.C. ASSAYERS

COAST MOUNTAIN GEOLOGICAL FILE # 89-4278R3

SAMPLE#	Cu %	Ag** OZ/T	Au** OZ/T
ANCB-02	1.07	-	.009
ANCB-12	16.71	4.26	.029
ANCB-13	15.54	2.96	.509
ANK-07	1.37	-	-
ANK-08	.50	-	.003
AKDR-19	-	-	.295
DKW-04	.80	.23	-
OKF-07	.23	.97	.032
JWDR-13	1.82	.87	.187
JWDR-15	4.78	4.39	3.898

GEOCHEMICAL ANALYSIS CERTIFICATE

ICP - .500 GRAM SAMPLE IS DIGESTED WITH 3ML 3-1-2 HCL-HNO3-H2O AT 95 DEG. C FOR ONE HOUR AND IS DILUTED TO 10 ML WITH WATER.
THIS LEACH IS PARTIAL FOR MN FE SR CA P LA CR MG BA TI B W AND LIMITED FOR NA K AND AL. AU DETECTION LIMIT BY ICP IS 3 PPM.
- SAMPLE TYPE: ROCK AU* ANALYSIS BY ACID LEACH/AA FROM 10 GM SAMPLE.

DATE RECEIVED: OCT 11 1989 DATE REPORT MAILED: *Oct 19/89* SIGNED BY: *C. Leong* D. TOYE, C. LEONG, J. WANG; CERTIFIED B.C. ASSAYERS

Coast Mountain Geological Ltd.

File # 89-4278

Page 1

AMPLE#	Mo PPM	Cu PPM	Pb PPM	Zn PPM	Ag PPM	Ni PPM	Co PPM	Mn PPM	Fe %	As PPM	U PPM	Au PPM	Th PPM	Sr PPM	Cd PPM	Sb PPM	Bi PPM	V PPM	Ca %	P %	La PPM	Cr PPM	Mg %	Ba PPM	Ti %	B PPM	Al %	Na %	K %	W PPM	AU* PPB
NCB-01	3	64	9	25	1.7	16	22	163	8.80	9	5	ND	1	37	1	2	2	53	.48	.145	2	16	.57	23	.16	6	1.09	.01	.33	1	76
NCB-02	1	11296	6	81	6.1	8	20	719	3.70	9	5	ND	1	218	2	3	3	122	1.72	.281	9	22	1.37	92	.10	3	1.76	.02	.17	1	258
NCB-03	3	113	3	32	.1	11	9	577	1.66	3	5	ND	1	10	1	2	2	33	.07	.013	2	13	.78	12	.02	5	.74	.01	.03	1	11
NCB-04	2	132	25	43	.8	12	14	481	10.31	16	5	ND	1	72	1	4	13	165	.49	.195	4	43	1.98	18	.17	5	1.40	.03	1.20	1	17
NCB-05	2	1711	8	75	1.8	13	17	864	3.97	5	5	ND	1	46	1	2	8	95	1.24	.044	2	16	1.57	23	.04	3	1.55	.01	.07	1	9
NCB-06	1	213	3	11	.4	5	10	171	2.55	8	5	ND	1	4	1	2	2	17	.04	.013	2	42	.26	9	.01	2	.28	.01	.02	3	570
NCB-07	1	96	9	107	.3	5	12	854	7.80	10	5	ND	1	36	1	3	2	139	.56	.206	5	15	3.17	39	.08	3	2.92	.02	.15	1	20
NCB-08	1	149	9	62	.4	3	14	1349	4.89	7	5	ND	1	124	1	3	2	18	7.75	.100	6	15	1.30	84	.01	3	.37	.01	.16	1	28
NCB-09	1	101	6	56	.2	4	13	1042	4.14	6	5	ND	1	93	1	2	2	23	5.18	.116	5	6	.70	125	.01	5	.41	.01	.19	1	7
NCB-10	4	60	8	34	.3	4	11	266	5.55	5	5	ND	1	99	1	2	2	97	.52	.161	2	13	.90	27	.16	2	1.00	.03	.15	1	43
NCB-11	13	2365	6	81	4.2	15	43	669	17.79	42	5	ND	1	11	1	2	8	70	.21	.058	2	20	1.31	13	.05	4	2.07	.01	.05	1	530
NCB-12	3	99999	35	225	133.6	6	2	194	1.42	8	5	4	1	9	16	2	509	8	.12	.001	2	52	.13	18	.01	5	.13	.01	.02	1	1710
NCB-13	3	99999	45	218	95.1	4	1	137	2.06	7	5	3	1	3	12	2	550	6	.04	.001	2	2	.04	9	.01	4	.06	.01	.01	1	1250
KCB-01	4	1660	323	89	3.4	6	11	963	2.69	105	7	ND	5	34	1	4	10	19	.29	.069	14	9	.02	141	.01	5	.25	.01	.17	1	890
KCB-02	2	8142	5	51	5.7	9	18	828	3.17	5	5	ND	1	22	1	2	5	51	.59	.065	2	13	1.07	57	.04	6	1.06	.01	.13	1	43
KCB-03	1	1566	12	17	1.1	6	16	249	1.38	6	5	ND	1	9	1	2	7	14	.19	.015	2	34	.35	32	.01	3	.40	.01	.06	1	840
KCB-04	2	812	4	12	.6	8	4	235	.94	2	5	ND	1	16	1	2	2	17	.48	.015	2	9	.31	20	.02	5	.32	.01	.06	1	1
KCB-05	1	217	3	11	.3	6	15	216	1.82	6	5	ND	1	6	1	2	3	23	.13	.026	2	44	.33	27	.02	3	.37	.01	.04	3	154
KCB-06	1	405	4	89	.4	10	21	794	4.78	6	5	ND	1	121	1	4	3	149	1.39	.186	5	14	1.88	49	.12	6	2.16	.02	.29	1	5
NK-01	1	64	11	53	.2	163	26	747	4.41	6	5	ND	1	43	1	3	4	83	1.45	.060	5	329	3.96	39	.10	5	2.86	.05	.04	1	4
NK-02	1	1910	5	53	.8	7	12	862	2.88	4	5	ND	1	106	1	3	6	70	2.57	.099	2	12	1.16	20	.07	3	1.20	.02	.05	1	2
NK-03	1	156	8	84	.1	10	20	734	5.17	5	5	ND	1	125	1	3	2	148	.92	.195	7	16	1.92	14	.12	2	1.82	.02	.04	1	9
NK-04	1	250	5	58	.3	7	16	1188	4.12	3	5	ND	1	252	1	2	3	80	6.64	.136	7	13	.73	887	.01	6	.96	.01	.22	1	30
NK-05	1	213	6	56	.3	5	18	1021	3.85	2	5	ND	1	227	1	2	2	80	5.04	.183	7	10	1.08	364	.01	5	.71	.01	.40	1	9
NK-06	1	18	4	51	.2	4	12	1124	3.61	4	5	ND	1	637	1	2	6	31	13.81	.069	6	12	1.32	1612	.01	4	.29	.01	.09	1	5
NK-07	2	13936	5	111	11.4	10	33	684	5.33	4	5	ND	1	52	3	2	6	92	1.29	.121	2	13	1.35	75	.08	2	1.49	.02	.39	1	89
NK-08	1	5102	5	84	4.5	9	17	781	3.93	4	5	ND	1	64	2	3	12	97	1.87	.104	2	15	1.36	90	.09	4	1.53	.02	.44	1	990
NK-09	1	207	5	85	.2	13	23	699	6.27	3	5	ND	1	136	1	4	3	162	2.20	.228	9	19	1.86	36	.10	3	1.80	.02	.14	1	22
KDR-18	3	214	2	16	.3	10	21	168	2.83	15	5	ND	1	19	1	2	2	20	.17	.043	2	11	.50	46	.03	4	.73	.01	.11	3	390
KDR-19	3	318	4	15	1.3	13	44	96	12.02	971	8	11	1	4	1	5	2	21	.03	.013	2	11	.18	8	.02	10	.29	.01	.03	1	9490
KDR-20	1	140	5	64	.2	11	19	664	3.96	9	5	ND	1	97	1	4	5	114	.95	.188	4	16	1.85	90	.16	9	2.01	.02	.80	1	49
CK-01	3	556	3	7	1.0	9	2	62	2.44	15	9	ND	1	1	1	2	7	1	.06	.002	2	5	.01	4	.01	5	.07	.01	.01	1	68
CK-02	3	96	7	20	.1	11	13	228	2.09	2	5	ND	1	228	1	3	2	54	3.48	.222	7	19	.26	54	.15	9	3.89	.27	.07	1	7
CK-03	5	13	3	7	.1	8	1	171	.64	2	5	ND	1	1	1	2	2	1	.04	.006	2	7	.06	5	.01	4	.11	.01	.03	1	3
CK-04	265	43	5	8	.1	26	11	61	1.73	2	5	ND	1	5	1	2	2	8	.07	.020	5	9	.11	98	.02	2	.27	.01	.07	1	1
CK-05	12	38	7	55	.1	52	27	252	2.37	3	5	ND	1	15	1	2	2	27	.26	.113	12	20	.56	40	.04	2	.84	.03	.43	1	14
TD C/AU-R	18	58	40	132	6.7	68	31	1018	4.12	39	17	7	37	48	18	16	21	59	.48	.095	39	57	.87	172	.06	35	1.93	.06	.13	11	470

SAMPLE#	Mo PPM	Cu PPM	Pb PPM	Zn PPM	Ag PPM	Ni PPM	Co PPM	Mn PPM	Fe %	As PPM	U PPM	Au PPM	Th PPM	Sr PPM	Cd PPM	Sb PPM	Bi PPM	V PPM	Ca %	P %	La PPM	Cr PPM	Mg %	Ba PPM	Ti %	B PPM	Al %	Na %	K %	W PPM	Au* PPB
ANK-SS-01	1	155	7	92	.2	8	18	693	3.89	2	5	ND	1	95	1	2	2	98	.70	.120	7	8	1.67	56	.13	2	2.22	.03	.28	1	4
BCK-SS-01	1	19	5	42	.3	9	7	388	2.04	2	5	ND	7	43	1	2	2	31	.55	.065	21	11	.54	108	.11	5	.94	.03	.17	1	1
BCK-SS-02	1	48	6	109	.7	21	19	571	4.77	7	5	ND	2	118	1	2	2	92	2.24	.587	21	29	1.52	205	.15	2	2.51	.04	.40	1	2
BCK-SS-03	1	45	2	97	.3	20	17	522	4.58	2	5	ND	1	117	1	2	2	90	2.23	.586	21	31	1.48	190	.15	6	2.44	.04	.36	1	42
BCK-SS-04	1	17	2	40	.4	8	6	354	1.92	2	5	ND	6	39	1	2	2	28	.52	.069	19	11	.47	96	.09	7	.84	.02	.15	2	1
BCK-SS-05	1	14	4	31	.3	6	5	300	1.53	2	6	ND	6	28	1	2	2	21	.42	.059	19	7	.36	79	.07	4	.67	.02	.11	1	2
BCK-SS-06	1	15	6	38	.2	7	5	537	1.63	2	6	ND	9	21	1	2	2	23	.33	.040	17	10	.42	30	.05	8	.70	.01	.05	1	1
BCK-SS-07	1	17	8	42	.1	8	5	535	1.78	4	5	ND	11	20	1	2	2	25	.33	.042	19	11	.41	30	.05	2	.67	.01	.05	1	2
BCK-SS-08	1	16	5	38	.2	8	5	533	1.78	5	5	ND	12	20	1	2	3	25	.34	.043	21	11	.41	31	.05	2	.70	.01	.05	1	1
BCK-SS-09	1	16	5	36	.1	6	4	505	1.67	5	5	ND	11	19	1	2	2	24	.32	.037	17	10	.40	21	.05	2	.64	.01	.05	1	1
BCK-SS-10	1	18	8	43	.1	8	6	455	2.74	3	5	ND	13	30	1	2	2	38	.48	.069	26	12	.46	57	.08	10	.80	.02	.09	1	1
BCK-SS-11	1	16	3	40	.1	7	5	387	1.73	2	5	ND	6	29	1	2	2	25	.43	.059	20	9	.41	70	.07	3	.73	.02	.10	1	1
BCK-SS-12	1	18	2	35	.1	6	5	374	1.68	2	5	ND	8	27	1	2	2	24	.42	.058	21	9	.39	68	.07	2	.71	.02	.10	1	2
BCK-SS-13	1	21	5	45	.1	11	6	395	2.15	2	5	ND	8	38	1	2	2	32	.58	.081	24	12	.52	103	.10	3	.91	.03	.15	1	1
DK-F-01	1	18	18	68	.3	7	7	590	1.69	14	428	ND	7	184	1	2	2	37	1.71	.097	21	16	.58	704	.02	4	1.93	.01	.07	1	18
DKK-SS-01	10	226	14	88	.5	5	12	684	3.32	4	7	ND	14	20	1	2	2	65	.47	.063	23	8	.69	302	.03	5	.93	.01	.08	1	1
DK-S-01	4	44	19	86	18.7	12	6	604	2.62	32	204	ND	4	73	1	2	2	70	1.02	.053	29	23	.37	239	.02	5	1.67	.01	.03	1	4
JKK-SS-01	4	182	24	110	.8	20	24	1239	6.64	80	5	ND	2	197	1	2	2	184	1.25	.246	17	16	1.58	112	.09	5	1.69	.01	.38	1	9
JKK-SS-02	5	208	31	197	.4	41	27	1807	8.40	42	5	ND	1	108	1	2	2	18	.78	.166	11	17	.29	91	.01	8	.62	.01	.05	1	22
JWK-SS-01	2	290	16	185	.3	12	31	1611	6.07	11	5	ND	1	99	1	2	2	137	.95	.185	5	7	1.98	84	.11	4	2.74	.01	.24	1	19
JWS-07-S	1	124	7	76	.3	17	18	893	3.81	7	5	ND	1	100	1	2	2	93	1.14	.167	6	25	1.34	95	.07	2	1.73	.01	.14	1	4
JWS-09-S	1	128	3	81	.2	15	21	671	4.05	5	5	ND	1	95	1	2	2	82	1.04	.177	4	22	1.47	81	.08	2	1.81	.01	.18	1	5
LK-W-03	4	69	32	1219	1.0	73	16	3776	4.65	26	5	ND	1	47	3	2	2	47	1.97	.071	6	49	1.09	185	.03	6	1.20	.01	.03	1	25
LK-W-04	2	49	10	167	.5	95	12	847	3.03	16	5	ND	1	101	1	2	2	36	4.76	.059	6	41	1.14	113	.03	4	.84	.01	.03	1	2
OK-F-02	1	26	7	76	.1	22	11	403	2.89	3	5	ND	1	45	1	2	2	59	1.58	.088	8	29	.96	137	.09	2	1.55	.03	.20	1	1
OK-F-03	1	15	5	51	.1	35	7	295	1.54	2	5	ND	1	27	1	2	2	24	.50	.050	3	48	.63	51	.04	5	.81	.02	.05	1	1
OK-F-04	1	59	4	55	.2	121	17	540	3.01	7	5	ND	1	75	1	2	2	74	1.66	.085	4	218	2.26	80	.08	3	1.81	.01	.14	1	1
OK-F-08	1	39	6	99	.2	32	9	381	2.38	4	5	ND	1	40	1	2	2	49	2.11	.091	6	23	.81	89	.06	4	1.07	.02	.12	1	1
OK-F-09	1	63	7	88	.2	120	15	420	2.45	3	5	ND	1	44	1	2	2	55	2.07	.080	3	117	1.52	139	.07	2	1.54	.01	.11	1	4
OK-F-10	1	49	2	54	.2	40	11	379	2.24	5	5	ND	1	32	1	2	2	47	.91	.105	7	48	.99	105	.07	2	1.29	.02	.24	1	38
OK-F-11	1	37	8	51	.2	8	8	325	2.22	4	5	ND	2	30	1	2	2	41	.99	.140	10	11	.39	49	.05	2	.61	.01	.08	1	2
OKK-SS-01	1	24	3	66	1.3	16	7	375	2.29	5	5	ND	1	38	1	2	2	49	1.12	.077	8	20	.61	120	.06	2	1.23	.02	.09	1	1
OKK-SS-02	1	28	6	70	.5	26	11	490	2.82	5	5	ND	1	33	1	2	2	61	.87	.067	8	28	.68	127	.07	8	1.34	.02	.10	1	1
OKK-SS-03	1	35	6	60	1.3	24	10	412	2.62	4	5	ND	1	39	1	2	2	57	1.07	.087	8	28	.80	120	.07	5	1.30	.03	.16	1	1
OKK-SS-04	1	19	4	65	.1	15	6	298	1.52	5	5	ND	1	40	1	2	2	35	1.23	.060	5	21	.54	92	.05	8	.75	.01	.07	1	1
OKK-SS-05	1	15	7	52	.3	19	8	270	2.45	6	5	ND	1	34	1	2	2	58	.75	.066	7	26	.55	83	.06	5	.78	.02	.08	2	1
STD C/AU-S	18	62	39	132	6.6	68	31	1031	4.03	40	18	7	37	48	18	16	24	57	.49	.089	38	55	.89	172	.06	34	1.92	.06	.13	12	52

August 31, 1990.

Memorandum to: The Directors,
Schellex Gold Corp.,
Whirlwind Resources Ltd.

From: Erik A. Ostensoe, FGAC, geologist

Subject: Anuk Claim, Anuk River Area, Northwestern British
Columbia

At your request, I have made an examination of the above-cited claim and have reviewed the discussion and budget proposal prepared by David L. Cook, P. Eng. and dated May 17, 1990.

I have recent experience in carrying out and supervising mineral exploration programs on claims located a few kilometres north of the subject property and I am fully familiar with exploration work currently in progress in the Lower Stikine River area.

The Anuk claim adjoins the southwest side of the Galore Creek porphyry copper complex and is eight kilometres south of the Bellex Mining Corp./Quattro Resources Ltd. JW property where significant gold and copper mineralization is being explored by diamond drilling. My reconnaissance examination of the Anuk claim, along with preliminary work performed during 1989 by Coast Mountain Geological Ltd., indicates that underlying geological formations are similar to those present at the Bellex and Galore Creek properties. The dominant rock types are andesitic volcanics and coarsely bedded volcanoclastics. The claim is crossed by a number of strongly expressed fractures, some of which are accompanied by quartz veinlets in subsidiary structures.

Coast Mountain Geological personnel examined some of the above-mentioned quartz veinlets and reported the presence of chalcopyrite, pyrite, visible gold and abundant bornite from which grab samples assayed 0.509 opt gold, 2.96 opt silver and 15.54% copper and 0.029 opt gold, 4.26 opt silver and 16.71% copper (figures taken from "1989 Summary Report on the Anuk Property" by W. Kushner, B. Sc. for Schellex Gold Corp.).



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Memorandum to The Directors, Schelllex Gold Corp. and Whirlwind Resources Ltd.

Phase I of work recommended by David L. Cook, P. Eng. is reasonable and fully warranted and should be adequate to determine the significance of known showings of gold and copper mineralization and the mineral potential of the remainder of the claim. The budgetted amount of \$29,635 for Phase I may have to be supplemented if expert rock climbers are required for work on inter-glacial ridges and steep ice-polished valley walls.

Because much of the Anuk property lies at elevations in excess of 1000 metres, preliminary exploration work should not be attempted before August 1. Field conditions in a normal year should, however, permit work to continue until October.

Respectfully submitted,

Erik A. Ostenson, FGAC, geologist.



STATEMENT OF QUALIFICATIONS

I, ERIK A. OSTENSOE, state that:

1. I am a consulting geologist with residence in Vancouver, British Columbia
2. I am a 1960 graduate of the University of British Columbia with a Bachelor of Science degree in Honours Geology and I have taken graduate level courses at Queen's University in Kingston, Ontario
3. I have worked as a geologist for more than thirty years as an employee of major mining companies and as a consultant to junior companies
4. My professional work has included a wide range of responsibilities as well as exposure to mineral exploration techniques commonly employed in a variety of geological environments in most parts of western Canada and northwestern United States
5. I am a Fellow of the Geological Association of Canada (member no. 4128), a member of the Canadian Institute of Mining and Metallurgy, and a member of the Association of Exploration Geochemists
6. I visited the Anuk property, Stikine River Area, British Columbia, that is the subject of the accompanying report, on August 30, 1990 and I am familiar with a number of mineral exploration projects currently being conducted in nearby areas
7. On the basis of my reconnaissance examination of the Anuk claim, I concur with the discussion and proposed budget figures, namely Stage 1 work at approximately \$30,000 and Stage 2 work at approximately \$46,000, as suggested by David L. Cook, P. Eng. in a report dated May 17, 1990
8. I have no interest in the shares or properties of Whirlwind Resources Ltd. or Schelllex Gold Corp. and I do not expect to acquire any such interest.

Dated at Scud River, British Columbia, the thirty-first day of August, 1990.




CERTIFICATE 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: November 30, 1990

ISSUER

WIRLWIND RESOURCES LTD.



CHET IDZISZEK
President
(Chief Executive Officer)

ON BEHALF OF THE BOARD OF DIRECTORS



GEORGE E. SCOTT
Director



DEBORAH McDONALD
Director

CERTIFICATE OF THE AGENT

WIRLWIND RESOURCES LTD.

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.

DATED: November 30, 1990

L.O.M. WESTERN SECURITIES LTD.

By: _____

