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THIS PROSPECTUS CONSTITUTES A PUBLIC OFFERING OF THESE SECURITIES ONLY IN THOSE JURISDICTIONS WHERE THEY MAY BE LAWFULLY OFFERED FOR SALE AND THEREIN ONLY BY PERSONS PERMITTED TO SELL SUCH SECURITIES.

NO SECURITIES COMMISSION OR SIMILAR AUTHORITY IN CANADA HAS IN ANY WAY PASSED UPON THE MERITS OF THE SECURITIES OFFERED HEREUNDER AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE.

PROSPECTUS

DATED: JANUARY 10, 1989

GOLDEN KRISTY RESOURCES LTD.  
Suite 803  
470 Granville Street  
Vancouver, British Columbia  
V6C 1V5

NEW ISSUE - 500,000 Common Shares

Price to Public	Commission(2)	Net Proceeds to be Received by the Issuer
\$0.40 (1) \$200,000.00	\$0.05 \$25,000.00	\$0.35 \$175,000.00 (3)

- (1) The price of the common shares has been determined in negotiation with the Agent.
- (2) The Agent has been granted Broker's Warrants entitling the Agent to purchase up to 125,000 common shares of the Issuer at a price of \$0.46 per share, exercisable at any time up to two (2) years following the date of listing on the Vancouver Stock Exchange.
- (3) Before deduction of the balance of the costs of this issue, which balance is estimated to be \$12,000.00 (the entire costs of this issue will amount to approximately \$17,000.00).

THERE IS CURRENTLY NO MARKET THROUGH WHICH THESE SECURITIES MAY BE SOLD.

AN APPLICATION HAS BEEN MADE TO CONDITIONALLY LIST THE SECURITIES BEING OFFERED HEREIN ON THE VANCOUVER STOCK EXCHANGE. LISTING IS SUBJECT TO THE ISSUER FULFILLING THE LISTING REQUIREMENTS OF THE VANCOUVER STOCK EXCHANGE ON OR BEFORE THE 4TH DAY OF JULY, 1989, INCLUDING PRESCRIBED DISTRIBUTION AND FINANCIAL REQUIREMENTS.

A PURCHASE OF THE SECURITIES OFFERED BY THIS PROSPECTUS MUST BE

PROPERTY FILE  
104K/11-14  
Tymor

payment of two percent (2%) of the net smelter returns will continue until such time as the purchase price of six hundred and fifty thousand dollars (\$650,000.00) has been paid in full.

In accordance with the terms of the Assignment, the Issuer and Megastar will each earn an undivided fifty percent (50%) interest in and to the Property by spending the sum of sixty thousand dollars (\$60,000.00) each in exploring and/or developing the Property, such sums to be spent on or before the 31st day of December, 1989. Further, each of the Issuer and Megastar must also assume one-half (1/2) of Cameron's obligations under the terms of the Option Agreement including payment of the balance of the purchase price which is presently six hundred and forty-five thousand dollars (\$645,000.00). Further, the Assignment provides that if the Issuer and Megastar each earn an undivided fifty percent (50%) interest in and to the Option Agreement and the Property, they will thereafter manage and deal with the Property on a joint venture basis and a Joint Venture Agreement will be entered into at that time.

No insiders of the Issuer are insiders of Megastar or P.R. Management Ltd.

A.(ii) Iron Cop Mining Claims

Pursuant to an Assignment of Option Agreement, between the Issuer and 308230 B.C. Ltd., a British Columbia company having its registered and records offices at Suite 110, 1285 West Pender Street, Vancouver, British Columbia (hereinafter referred to as "308230"), 308230 assigned all of its rights, title and interest in and to an Option Agreement dated April 25, 1986 (the "Iron Cop Option Agreement") between 308230, as Optionee, and James Gordon McDonald, Richard Lonsdale and Haruyo Sasaki, all of Vancouver, British Columbia, as Optionors.

The Issuer conducted certain exploration work on the Iron Cop property, which is comprised of 40 units and one fractional claim in the Alberni and Nanaimo Mining Division of Northern Vancouver Island, approximately 50 kilometres southwest of Port Hardy, pursuant to an engineering report by Ralph Gonzalez dated October, 1986. However, based on an engineering report dated February, 1987, by R.A. Gonzalez, M.Sc., P.Eng., F.G.A.C., the Issuer concluded that the Iron Cop property did not warrant further exploration and/or expenditures, and, consequently, the Issuer allowed its option to lapse.

A.(iii) Tymar Property

The Issuer and Megastar Ventures Ltd. ("Megastar"), a British Columbia company having its head office at Suite 401, 535 Howe Street, Vancouver, British Columbia, entered into an Option

Agreement (the "Tymar Option Agreement") dated for reference August 6, 1987, with Tymar Resources of Suite 803, 470 Granville Street, Vancouver, British Columbia, providing the Issuer the option to purchase a 50% interest in the Tymar property. The Tymar property is comprised of the following mineral claims all situated in the Atlin Mining Division of the Province of British Columbia:

<u>Name of Claim</u>	<u>Record No.</u>	<u>Expiry Date</u>
Canyon	29598	June 12, 1988
Bear	2957	June 12, 1988
Goat 1	2983	June 29, 1988
Goat 2	2984	June 29, 1988

(hereinafter the above-noted claims shall be collectively referred to as the "Tymar Claims").

The purchase price for the Tymar Claims is completion of a work program of sixty thousand dollars (\$60,000.00) on the Tymar Claims by December 31, 1988. The Issuer earned its undivided 50% interest in the Tymar Claims by expending the sum of \$62,500.00 for exploration and development work. The expenditure of said funds for the exploration and development work conducted by the Issuer and Megastar have been recorded and filed with the Mining Recorders Office in Vancouver, British Columbia, thereby maintaining the claims in good standing until their respective anniversary dates in June, 1989. In order to maintain these claims in good standing subsequent to June, 1989, the Issuer will have to conduct additional assessment work on or about these claims or will be required to pay cash in lieu of such work, and record same in the Atlin Mining Division. The British Columbia Mineral Titles Office accepts the payment of \$100.00 per unit for each of the first three years after title is recorded, and \$200.00 per unit in each year thereafter in order to maintain mining claims in good standing. Consequently, after June, 1989, the Issuer will be required to expend no more than \$13,200.00 per year (i.e. ... 66 units x \$200.00 per unit) to keep the Tymar Property in good standing.

The Issuer has no intention of expending further funds or conducting further exploration on the Tymar Claims in the immediate future. The results of exploration drilling by major operators in the area will, however, have a bearing on the Issuer's future plans with respect to further development work on or about the Tymar Claims.

No insiders of the Issuer are insiders of Megastar or

principals of Tymar Resources.

The Tymar Claims are located in the Tulsequah area, 90 kilometres south of Atlin, British Columbia. The claims are accessible by helicopter from Juno, Alaska, or Atlin, British Columbia.

As discussed in the evaluation report on the Tymar Claims prepared by J.E. Wallis, P.Eng., of Suite 708, 1155 West Pender Street, Vancouver, British Columbia, which report is dated February 20, 1988, and as is disclosed in the geophysical report on airborne magnetic and VLF-EM surveys over the Tymar Claims, which geophysical report is dated October 30, 1987 as prepared by Geotronics Surveys Ltd., engineering and mining geophysicists of Suite 530, 800 West Pender Street, Vancouver, British Columbia, gold discoveries were reported along the Taku River as early as 1875. The Tulsequah Chief property was discovered in 1923 and the Big Bull and Polaris-Taku mines shortly thereafter.

Consolidated Mining brought the Polaris-Taku Mine into production and continued operations until 1951. During this period, a total of 719,336 tons of ore were milled which produced 231,603 ounces of gold (0.32 ounces Au/ton). Between 1951 and 1957, millfeed was provided by the Tulsequah Chief and Big Bull mines. During this period, a total of 1,029,089 tons of ore were milled, yielding 94,254 ozs. Au, 3,400,773 ozs. Ag, 13,603 tons of copper, 13,463 tons of lead, 62,346 tons of zinc and 227 tons of cadmium. Declining ore reserves and metal prices forced the closure of the operation in late 1957.

Improved metal markets and a more aggressive approach to mineral exploration has resulted in a large upswing in exploration activity in the Tulsequah area during recent months. During 1987, the Issuer and Megastar carried out the following program on the Tymar Claims:

- (1) Airborne magnetic and VLF-EM surveys. The interpretation of the surveys shows a preference of six small conductors. A conductor of medium strength on the southwest corner of the Goat 2 claim appears to be the most promising.
- (2) Ground follow-up consisting of establishing a 6.5 kilometre grid over the airborne anomaly.
- (3) Surveys were completed over the grid using a Sintrex model MF-2 Fluxgate magnetometer and a sabre model 27VLF-EM instrument.
- (4) The grid was rock sampled for geochemistry where practical.

- (5) The major draining systems were prospected and at least one representative of rock type collected for rock geochemistry.

There is no underground or surface plant or equipment on or about the Tymar Claims. There is no underground exploration or development, and surface exploration and development is as described above. The Tymar Claims are without a known body of commercial ore.

B. Description of the Happy Sullivan Gold Property

(i) Location and Access

The Happy Sullivan Property is located approximately two (2) miles north of the old Engineer Gold Mine on Tagish Lake approximately twenty (20) miles west of the town of Atlin, British Columbia. Exit to the Property is via helicopter from Atlin or via water from either Atlin or Carcross, Yukon to the Engineer Gold Mine and then two (2) miles easterly by cat trail.

(ii) Exploration History

The Engineer Gold Mine, which is located two (2) miles west of the Happy Sullivan Property, was noted for its spectacular grades of free gold found along its vein system. Between 1900 and 1935, the Engineer Gold Mine produced approximately eighteen thousand (18,000) ounces of gold with the bulk of the production taken between 1925 and 1927. The Happy Sullivan vein was discovered about 1917 and, in the following year, a forty-eight (48) foot long tunnel had been driven to cross-cut the vein at a lower elevation than the original discovery. In 1927, Consolidated Mining and Smelting optioned the Property and trenched across the structure for several hundred feet along the strike of the vein. The cuts at the lowest elevation exposed a quartz vein and solificied country rock of definite width. The trenches at the higher elevations exposed a series of parallel quartz stringers and solificied country rock similar to that exposed in the lower trenches.

In 1933, a report issued by the B.C. Minister of Mines described the workings, on or about the Happy Sullivan Property, as several long rock