

JUNE 6, 1991

COPY
AND BLACKLINED

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.

PRELIMINARY PROSPECTUS:

DATED: June, 1991 |

521725

EL NINO MINERALS CORP.

(the "Company")

2nd Floor

827 West Pender Street

Vancouver, B.C.

V6C 3G8

(Incorporated under the British Columbia Company Act)

OFFERING: 800,000 Units

PUBLIC OFFERING:

NEW
ISSUE

800,000 Units at \$0.45 per unit, each unit consisting of one Common share in the capital stock of the Company and one Series "A" Common share purchase warrant. Two Series "A" Common share purchase warrants will entitle the holder to purchase one further Common share in the capital stock of the Company for one year from the listing day at \$0.50 per share

	Price to Public ⁽¹⁾	Agent's Commission ⁽²⁾	Net Proceeds to be Received by the Company ⁽³⁾
Per Unit	\$0.45	\$0.05	\$0.40
Total	\$360,000	\$40,000	\$320,000

Notes:

- (1) The price of the Units has been determined by negotiation with the Agent.
- (2) In addition, the Agent will be granted Agent's Warrants in consideration of it agreeing to purchase any Units not sold at the conclusion of the Offering Day. See "Unit Offering and Plan of Distribution".
- (3) Before deduction of the costs of the Offering payable by the Company in connection with this Prospectus, estimated not to exceed \$27,000.

THERE IS NO MARKET THROUGH WHICH THESE SECURITIES MAY BE SOLD. A PURCHASE OF THE SECURITIES OFFERED BY THIS PROSPECTUS MUST BE REGARDED AS SPECULATIVE. SEE "RISK FACTORS".

AN APPLICATION HAS BEEN MADE TO CONDITIONALLY LIST THE SECURITIES BEING OFFERED PURSUANT TO THIS PROSPECTUS ON THE VANCOUVER STOCK EXCHANGE. LISTING IS SUBJECT TO THE COMPANY FULFILLING ALL THE LISTING REQUIREMENTS OF THE VANCOUVER STOCK EXCHANGE INCLUDING PRESCRIBED DISTRIBUTION AND FINANCIAL REQUIREMENTS.

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NO PERSON IS AUTHORIZED BY THE COMPANY TO PROVIDE ANY INFORMATION OR TO MAKE ANY REPRESENTATION OTHER THAN THOSE CONTAINED IN THIS PROSPECTUS IN CONNECTION WITH THE ISSUE AND SALE OF THE SECURITIES OFFERED BY THE COMPANY.

WHEN ALL OF THE UNITS OFFERED BY THIS PROSPECTUS ARE SOLD TO THE PUBLIC, THE ISSUE WILL REPRESENT 37.1% OF THE SHARES THEN OUTSTANDING AS COMPARED TO 56.28% THAT WILL THEN BE OWNED BY THE PROMOTERS, DIRECTORS, SENIOR OFFICERS AND SUBSTANTIAL SECURITY HOLDERS OF THE COMPANY, AND WHICH WERE ISSUED FOR CASH.

THE OFFERING PRICE OF \$0.45 PER UNIT FOR THE 800,000 UNITS OFFERED UNDER THIS PROSPECTUS EXCEEDS THE NET TANGIBLE BOOK VALUE PER COMMON SHARE BY \$0.26 AFTER GIVING EFFECT TO THE OFFERING HEREUNDER, REPRESENTING AN IMMEDIATE DILUTION OF 57.8% FOR THE SUBSCRIBERS TO THIS OFFERING. SEE "RISK FACTORS".

CERTAIN OF THE DIRECTORS OF THE COMPANY HAVE AN INTEREST, DIRECT OR INDIRECT, IN OTHER NATURAL RESOURCE COMPANIES. REFERENCE IS MADE TO "DIRECTORS AND OFFICERS" FOR A COMMENT AS TO THE RESOLUTION OF POSSIBLE CONFLICTS OF INTEREST.

ADDITIONAL OFFERING

THE AGENT HAS AGREED TO PURCHASE (THE "GUARANTEE") ANY OF THE UNITS OFFERED HEREBY WHICH HAVE NOT BEEN SOLD AT THE CONCLUSION OF THE OFFERING DAY, AND AS CONSIDERATION FOR THE GUARANTEE WILL BE ISSUED THE AGENT'S WARRANTS.

THE AGENT'S WARRANTS WILL BE DISTRIBUTED TO THE AGENT UNDER THIS PROSPECTUS. ANY UNITS ACQUIRED BY THE AGENT UNDER THE GUARANTEE WILL ALSO BE DISTRIBUTED UNDER THIS PROSPECTUS THROUGH THE FACILITIES OF THE VANCOUVER STOCK EXCHANGE AT THE MARKET PRICE AT THE TIME OF SALE.

WE, AS AGENT, CONDITIONALLY OFFER THESE SECURITIES SUBJECT TO PRIOR SALE, IF, AS AND WHEN ISSUED BY THE COMPANY AND ACCEPTED BY US IN ACCORDANCE WITH THE CONDITIONS CONTAINED IN THE AGENCY AGREEMENT REFERRED TO UNDER "UNIT OFFERING AND PLAN OF DISTRIBUTION" ON PAGE 3 OF THIS PROSPECTUS.

Name and Address of Agent

Pacific International Securities Inc.
1500 - 700 West Georgia Street
Vancouver, British Columbia
V7Y 1G1

TABLE OF CONTENTS

PROSPECTUS SUMMARY	1
THE COMPANY	3
UNIT OFFERING AND PLAN OF DISTRIBUTION	3
DESCRIPTION OF BUSINESS OF THE COMPANY	5
DESCRIPTION OF PROPERTIES OF THE COMPANY	6
A. Cimadoro Property	6
B. El Ninio Property	10
USE OF PROCEEDS	14
SHARE CAPITAL STRUCTURE	15
PRIOR SALES	16
ESCROWED SHARES	16
PRINCIPAL SHAREHOLDERS	18
OPTIONS TO PURCHASE SECURITIES	19
DIRECTORS AND OFFICERS	19
EXECUTIVE COMPENSATION	21
INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS	22
AUDITORS AND TRANSFER AGENT	23
PENDING LEGAL PROCEEDINGS	23
RISK FACTORS	23
PROMOTERS	25
DIVIDEND RECORD	26
MATERIAL CONTRACTS	26
OTHER MATERIAL FACTS	27
FINANCIAL STATEMENTS TO MARCH 15, 1991 AND REPORT OF THE AUDITORS THEREON	
ENGINEERING REPORTS	
STATUTORY RIGHTS OF RESCISSION AND WITHDRAWAL	
CERTIFICATES OF DIRECTORS, PROMOTERS AND AGENT	

PROSPECTUS SUMMARY

The following information is a summary of the principal features of the Offering made under this Prospectus. Reference is made to the more detailed information appearing elsewhere in the Prospectus.

The Company

El Nino Minerals Corp. (the "Company"), which was incorporated in the Province of British Columbia under the British Columbia Company Act effective November 7, 1989, is a natural resource company engaged in the acquisition, exploration and development of mineral properties. It has interests in two groups of mineral claims, the Cimadoro Property (4 claims containing 80 units) and the El Nino Property (5 claims containing 56 units) located in the Skeena Mining Division, Queen Charlotte Islands, British Columbia. Mr. Efrem Specogna and Mr. Marino Specogna, directors of the Company, will be actively involved in the operations and administration of the Company. See "Directors and Officers" for further particulars.

The Offering

The Agent, pursuant to this Prospectus, offers for primary distribution to the public through the facilities of the Vancouver Stock Exchange 800,000 Units of the Company at \$0.45 per Unit, each Unit consisting of one Common share and one Series "A" Warrant. The Company will pay a commission of \$0.05 per Unit to the Agent. The proceeds to the Company before deduction of offering expenses will be \$320,000.

Series "A" Warrants

The Series "A" Warrants forming part of the Units will be transferable and in bearer form and two Series "A" Warrants will entitle the holder thereof to purchase one Common share in the capital stock of the Company at any time up to the close of business one year from the date the shares are listed on the Vancouver Stock Exchange at a price of \$0.50 per share.

Agent's Warrant

In consideration of the Agent guaranteeing the sale of all the Units, the Company will grant to the Agent a warrant entitling it to purchase up to 50,000 Common shares of the Company at any time up to the close of business one year from the date the Company's shares are listed on the Vancouver Stock Exchange at a price of \$0.50 per share.

Use of Proceeds

The net proceeds of \$293,000, after deducting the estimated costs of the Offering, together with working capital on hand as at March 15, 1991 of \$52,643, for a total of \$345,643 will be used to pay regulatory fees totalling \$1,8,315, to carry out Phase I of an exploration program on the Cimadoro Property totalling \$166,700, to carry out Phase I of an exploration program on the El Nino Property totalling \$79,000, to make an option payment to Doromin Resources Ltd. totalling \$15,000 and to provide net working capital of \$1,76,628.

Risk Factors/Dilution

An investment in securities of the Company must be considered speculative. Mineral exploration and development and the acquisition of mineral properties are highly speculative and risky. The results of the exploration programs to be carried out on the properties in which the Company has an interest may be negative so as to cause the Company to abandon them. The properties have not been surveyed and, therefore, their precise location and area may be in doubt. The offering price of \$0.45 per Unit exceeds the net tangible book value per Common share by \$0.26 after giving effect to the Offering, representing a dilution of 57.8%. See "Risk Factors" and "Dividend Record".

THE FOREGOING IS A SUMMARY ONLY AND SHOULD BE READ IN CONJUNCTION WITH THE MORE DETAILED INFORMATION CONTAINED ELSEWHERE IN THIS PROSPECTUS.

THE COMPANY

The Company was incorporated on November 7, 1989 by filing a Memorandum and Articles with the Registrar of Companies under the Company Act of British Columbia. The Company's head office is situate at 2nd Floor, 827 West Pender Street, Vancouver, British Columbia, V6C 3G8, and its registered and records offices are situate at 3000 - 1055 West Georgia Street, Vancouver, British Columbia, V6E 3R3.

UNIT OFFERING AND PLAN OF DISTRIBUTION

Offering

The Company by its Agent hereby offers (the "Offering") to the public through the facilities of the Vancouver Stock Exchange (the "Exchange") 800,000 units (the "Units") at a price of \$0.45 per Unit. Each Unit consists of one Common share and one Series "A" Common share purchase warrant (the "Series "A" Warrant"). The Offering will be made in accordance with the Exchange's Initial Distribution Rule B.5.00 on a day (the "Offering Day") determined by the Agent and the Company, with the consent of the Exchange, within a period which is on or before the earlier of 180 days from the date upon which the shares of the Company are conditionally listed on the Exchange (the "Effective Date") and twelve months after the date of issue of a receipt for the preliminary prospectus.

Appointment of Agent

The Company, by an Agreement dated June 6, 1991 (the "Agency Agreement"), appointed Pacific International Securities Inc. as its agent (the "Agent") to offer the Units to the public. The Agent will, upon selling all the Units, receive a commission of \$0.05 per Unit to be paid from the Company's working capital.

The Agent reserves the right to offer selling group participation in the normal course of the brokerage business to selling groups of other licensed broker-dealers, brokers and investment dealers, who may or may not be offered part of the commissions or bonuses derived from this Offering.

The obligations of the Agent under the Agency Agreement may be terminated at the Agent's discretion at

any time before the day the shares of the Company are listed, posted and called for trading on the Exchange (the "Listing Day"), on the basis of their assessment of the state of the financial markets and at any time upon the occurrence of certain stated events.

The Company has granted the Agent a right of first refusal to provide future equity financing to the Company for a period of 12 months from the Effective Date.

There are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder or any other person or company in connection with this Offering.

The directors, officers and other insiders of the Company may purchase Units from this Offering.

Conditional Listing

An application has been made to the Exchange to conditionally list the securities being offered pursuant to this Prospectus. Listing is subject to the Company fulfilling all the listing requirements of the Exchange, including prescribed distribution and financial requirements.

Series "A" Warrants

The Series "A" Warrants will be transferable and in bearer form and two Series "A" Warrants will entitle the holder thereof to purchase one further Common share in the capital stock of the Company at any time up to the close of business one year from the Listing Day at a price of \$0.50 per share. The Series "A" Warrants will trade on the Exchange, subject to satisfactory distribution.

Agent's Warrant

The Agent has agreed to purchase any Units not sold at the conclusion of the Offering Day. In consideration therefor, the Agent will be granted, within ten business days following the conclusion of the Offering, non-transferable Common share purchase warrants (the "Agent's Warrants"), entitling it to purchase up to 50,000 Common shares of the Company at any time up to the close of business one year from the Listing Day at a price of \$0.50 per share.

The Agent's Warrant will have the same terms and conditions as the Series "A" Warrants except they will be non-transferable and only one Agent's Warrant will be required to purchase one Common share.

Terms and Conditions of Warrants

The terms and conditions governing the Series "A" Warrants and the Agent's Warrants will include provision for appropriate adjustment of the class, number and price of shares issuable pursuant to any exercise thereof upon the subdivision, consolidation or reclassification of the shares, the payment of stock dividends or the amalgamation of the Company.

Additional Offering

This Prospectus also qualifies the distribution of the Agent's Warrants to the Agent and the sale at the market price at the time of sale of any Units acquired by the Agent pursuant to its Guarantee. The Agent may sell any shares acquired on the exercise of the Agent's Warrants pursuant to the Securities Act and its regulations without further qualification. The Company will receive \$0.50 per share from the Agent on exercise of the Agent's Warrants, but will not receive any proceeds from the sale by the Agent of any shares acquired by the Agent on exercise of the Agent's Warrant. Such proceeds will in such event accrue to the Agent.

DESCRIPTION OF BUSINESS OF THE COMPANY

The Company is a natural resource company engaged in the acquisition, exploration and development of mineral properties. The Company has interests in two groups of mineral claims located in the Skeena Mining Division, British Columbia, known, respectively, as the Cimadoro Property and the El Ninio Property which the Company intends to further explore with the long range objective of placing one or more of them into production, if warranted.

Since incorporation to March 15, 1991, the Company's cost of acquisition of its mineral properties, including the assumption of liabilities for exploration expenditures, totalled \$71,998. In addition, it has incurred a total of \$3,684 to March 15, 1991 on exploration costs to obtain a technical report on the El Ninio Property and for filing fees.

DESCRIPTION OF PROPERTIES OF THE COMPANY

A. CIMADORO PROPERTY,
SKEENA MINING DIVISION, BRITISH COLUMBIA

1. Description

The Company has been granted an option to acquire a 51% interest, subject to a 2½% net smelter return royalty, in four mineral claims known as the Cimadoro Property located in the Skeena Mining Division, British Columbia, more particularly described as follows:

<u>Claim Name</u>	<u>No. of Units</u>	<u>Record Number</u>	<u>Expiry Date</u>
Cimadoro 1	20	6835	Aug. 4, 1994
Cimadoro 2	20	6836	Aug. 4, 1994
Cimadoro 3	20	6837	Aug. 4, 1994
Cimadoro 4	20	6838	Aug. 4, 1994

(the "Cimadoro Property").

2. Particulars of Acquisition

By an Option/Joint Venture Agreement dated March 1, 1991 (the "Option Agreement") between Doromin Resources Ltd. ("Doromin"), of 2nd Floor, 827 West Pender Street, Vancouver, B.C., and the Company, the Company was granted an option (the "Option") to acquire a 51% undivided interest (subject to the net smelter return royalty described below) in and to the Cimadoro Property and the El Ninio Claim (see section B below, "El Ninio Property", for particulars of the El Ninio Claim). The Cimadoro Property and the El Ninio Claim are jointly hereafter referred to as the "Properties". The Company was granted the Option in consideration of assuming the liabilities of Doromin for payment of outstanding accounts for exploration work incurred on the Properties totalling \$58,897 (\$55,766.46 for the Cimadoro Property and \$3,130.54 for the El Ninio Claim). Of the \$58,897, \$51,497 was owing to Specogna Minerals Corporation ("Specogna") for reimbursement of exploration costs incurred by Specogna on the Properties.

To earn a 51% interest in the Properties, the Company must make aggregate payments to Doromin of \$105,000 on or before April 30, 1995 and incur aggregate Expenditures (as defined in the Option Agreement) of \$2,500,000 on or before April 30, 1995, as follows:

- (a) on or before April 30, 1992, pay the sum of \$15,000 and incur Expenditures in the amount of \$200,000;
- (b) on or before April 30, 1993, pay the additional sum of \$20,000 and incur additional Expenditures in the amount of \$500,000;
- (c) on or before April 30, 1994, pay the additional sum of \$30,000 and incur additional Expenditures in the amount of \$750,000; and
- (d) on or before April 30, 1995, pay the additional sum of \$40,000 and incur additional Expenditures in the amount of \$1,050,000.

In addition, the Company assumed the obligations of Doromin under an underlying agreement (the "Underlying Agreement") between Doromin and Specogna dated August 8, 1988, as amended. Pursuant to the Underlying Agreement, Specogna is entitled to a 2½% net smelter return royalty (the "Royalty") with respect to the Cimadoro Property. Specogna sold a 100% interest in the Cimadoro Property, subject to the Royalty, to Doromin pursuant to the Underlying Agreement in consideration of 200,000 shares of Doromin. Specogna is a private British Columbia company owned 50% by Efrem Specogna, the President, a director and promoter of the Company, and 50% by Lucia Specogna, the Vice-President of the Company. Doromin acquired the El Ninio Claim from Efrem Specogna in consideration of the sum of \$5,157.42, representing his costs in staking, recording and carrying out initial exploration work on the El Ninio Claim.

Upon the Company having paid the aggregate sum of \$105,000, and incurring aggregate Expenditures of \$2,500,000 as aforesaid, the Option will be deemed to have been exercised by the Company and the Company will have acquired a 51% interest in and to the Properties, subject to the Royalty. On that date, Doromin and the Company will be deemed to have formed a joint venture association (the Company 51% / Doromin 49%) for the purposes of further exploring the Properties and, if warranted, developing and equipping them for commercial production and operating them as a mine. The Company has the right to be the initial operator. If a party elects, or is deemed to have elected, not to contribute to a work program or fails to contribute its cost share of Expenditures, that party's interest will be adjusted pro rata. If a party's interest in the Properties is reduced to below 20%, such interest will automatically be

converted to a 10% net profit interest and that party will have no further right or interest under the Option Agreement or in the Properties save and except for the 10% net profit interest.

If a feasibility report is prepared recommending that the Properties be put into commercial production, written notice thereof shall be given to the other party. Within 90 days thereafter, written notice is to be given to the operator stating whether or not that party elects to contribute its cost share of development program costs and failure to give the notice will be deemed to be an election by such party not to participate. If a party has a 20% or greater interest in the Properties and elects not to participate in the Development Program (as defined in the Option Agreement) it will be deemed to have converted its interest to a net profit interest as follows:

<u>Interest Converted</u>	<u>Net Profit Interest</u>
20% - 29.9%	12%
30% - 39.9%	14%
40% - 49.9%	16%
50% or greater	18%

The Company has the right at any time to terminate the Option Agreement on 30 days written notice to Doromin.

Doromin is a British Columbia reporting company whose shares are listed on the Exchange. Efrem Specogna, Marino Specogna, George Beck and Richard Clark, currently directors and/or officers of the Company, are also directors and/or officers of Doromin.

3. Location, Size and Access

The Cimadoro Property covers approximately 2,000 hectares, and is located on the Queen Charlotte Islands, British Columbia, 775 kilometres northwest of Vancouver and 40 kilometres west-southwest of Sandspit. The northern and central areas of the Cimadoro Property are accessible by private (Fletcher Challenge) logging roads from Sandspit. The remainder of the Cimadoro Property requires helicopter access which is available in Sandspit. A steep, 0.7 kilometre long, un-improved trail joins the showings on the Cimadoro Property and the end of the access logging road.

4. History and Previous Work

The area covering the Cimadoro Property was originally prospected and silt sampled by Efrem Specogna, the President and a director of the Company, in 1971. Although no significant mineralization was found, several silt samples were moderately anomalous for copper.

In 1978, exploration which consisted of soil sampling and geological mapping along limonitic, weakly silicified ankeritic northwest trending structures, was reported immediately to the east of what is now the Cimadoro Property, on a ridge dividing the Deena Creek and Pallant Creek drainages.

Continued prospecting by Specogna through 1988 resulted in the discovery of mineralized boulders near the head of Cimadoro Creek and led eventually to the discovery of the Lower Showing (see "Geology and Mineralization"). The Cimadoro Property was subsequently staked by Specogna to cover the showings and possible extensions. Sampling of the main showings illustrated that significant precious and base metals values are associated with the mineralized zones.

In 1989, Doromin optioned the Cimadoro Property to Teck Corporation, which through Teck Exploration Ltd. ("Teck") completed mapping, prospecting, soil sampling and VLF/EM surveys over two grids totalling 27.1 kilometres. Showings were tested with six BG/BM diamond drill holes totalling 957 metres. Technical surveys completed on two grids by Teck in 1990 outlined VLF/EM conductors with associated barium, silver, copper, lead and zinc soil anomalies. These anomalies are coincidental with the sedimentary and volcanic sequence which hosts the main showings located between the two grids. Despite internal recommendations for additional work on the Property, Teck Corporation relinquished the Cimadoro Property to Doromin in 1990. In 1990, Doromin completed nine short "Winkie" holes in the vicinity of the Lower Showing. Several of these holes intersected high grade base and precious metal mineralization over significant widths (Hole 90DC05: Interval 0.0 - 11.9 metres, Width: 11.9 metres; 1.67 oz/ton Ag., 0.77% Zn including Interval 10.7 - 11.9 metres; Width 1.2 metres 0.036 oz/ton Au, 3.73 oz/ton Ag., 0.20% Cu, 1.63% Pb, 2.45% Zn).

5. Geology and Mineralization

The Cimadoro Property hosts precious and base metal mineralization developed along a sheared

sedimentary-volcanic contact. The nature of the host rocks and of the banded/bedded sulphide mineralization suggests either Permian Sicker equivalent or represents a unique new discovery within Karmutsen volcanics. Four base and precious metal bearing zones (the "main showings") have been documented, including the Lower Showing. Lead isotope ratios from the Lower Showing and Permian conodont samples collected from similar lithologic units to the southwest favour a pre-Triassic, possible Sicker age, both for the mineralization and for host lithologies. The Sicker Group on Vancouver Island is known to contain significant Kuroko style volcanogenic massive sulphide deposits.

6. Underground and Surface Plant and Equipment

There is no underground or surface plant or equipment on the Cimadoro Property.

7. Work Done by the Company and Future Exploration

Since acquiring its interest on March 1, 1991, the Company has not conducted any work on the Cimadoro Property. Current interpretation of the technical data suggests that limited diamond drilling by Teck failed to intersect targeted horizons. Further work is warranted and the Company intends to carry out Phase I of the exploration program recommended by G.G. Crowe, M.Sc., P.Geol., and R.M. Cann, M.Sc. in their report dated January 1991 (the "Cimadoro Report") consisting of geological, geochemical and geophysical surveys at an estimated cost of \$166,700. The Cimadoro Report is reproduced in this Prospectus. Contingent upon positive results being received with respect to Phase I, the Cimadoro Report recommends a Phase II program consisting of 2,000 metres of diamond drilling to test the area of the known showings and any significant new targets that are outlined, at an estimated cost of \$406,250.

THE CIMADORO PROPERTY IS WITHOUT A KNOWN BODY OF COMMERCIAL ORE.

B. EL NINIO PROPERTY

1. Description

- (a) El Ninio Claim,
Skeena Mining Division, British Columbia

The Company has been granted an option to acquire a 51% interest in the El Ninio mineral claim located in the

Skeena Mining Division, British Columbia, more particularly described as follows:

<u>Claim Name</u>	<u>No. of Units</u>	<u>Record Number</u>	<u>Expiry Date</u>
El Ninio	8	7749	Aug. 21, 1994

(the "El Ninio Claim").

(b) Repe Property, Skeena Mining Division, British Columbia

The Company owns a 100% interest, subject to a 2½% net smelter return royalty, in four mineral claims, which are contiguous to the El Ninio Claim, known as the Repe Property located in the Skeena Mining Division, British Columbia, more particularly described as follows:

<u>Claim Name</u>	<u>No. of Units</u>	<u>Record Number</u>	<u>Expiry Date</u>
Donovan	16	9081	Aug. 10/91
Aquila	15	9082	Aug. 15/91
Repe	15	9134	Oct. 30/91
Beppino	2	9135	Oct. 30/91

(the "Repe Property").

The El Ninio Claim and the Repe Property are herein jointly referred to as the "El Ninio Property".

2. Particulars of Acquisition

(a) El Ninio Claim

See Section A.2 above, for particulars of the acquisition of the El Ninio Claim.

(b) Repe Property

By a Sale Agreement made March 12, 1991 (the "Sale Agreement") between Efrem Specogna and the Company, the Company purchased a 100% interest in and to the Repe Property, subject to a 2½% net smelter return royalty in favour of Efrem Specogna, in consideration of the payment of the sum of \$13,101 by the Company to Efrem Specogna representing reimbursement of his staking and recording costs (\$5,950) and for exploration work (\$7,151). Efrem Specogna is the President and a director of the Company.

3. Location, Size and Access

The El Ninio Property covers approximately 1,400 hectares, and is located on the Queen Charlotte Islands, British Columbia, 775 kilometres northwest of Vancouver and 26 kilometres northwest of Sandspit. Foot or all-terrain vehicle access to the Repe claim and to the Beppino claim is provided by cat trails from a good logging road running 2 kilometres west of the El Ninio claim and extending to the Donovan claim. These trails could be readily upgraded to provide 4-wheel drive access. Helicopter landings are possible in swamps near the centre of the El Ninio claim.

4. History and Previous Work

Exploration in the general area of the El Ninio Property dates from 1969, when Efrem Specogna and J. Trinco discovered outcroppings of what is now the Cinola epithermal gold deposit, located 5 kilometres north-northwest of the El Ninio claim.

From 1978 to 1984, Umex and others conducted several phases of geological, geochemical and geophysical surveys along with 1,268 metres of diamond drilling and 2,051.2 metres of percussion drilling. Several holes returned significant gold values (0.041 oz/ton over 3.0 metres and 0.023 oz/ton over 9.0 metres) and mercury (up to 4500 ppb), but no continuous mineralized zone has yet been delineated.

The El Ninio Claim was staked in 1989 by Efrem Specogna and in February 1990 reconnaissance silt sampling and detailed soil sampling, magnetometer and VLF/EM surveys were conducted over the west-central part of the El Ninio claim. VLF/EM and magnetometer results are inconclusive and soil sampling results had spotty weak gold anomalies to 44 ppb and a crude southeast trending mercury anomaly (to 480 ppb). The significance of these anomalies is not known, however, a large irregular Umex gold anomaly lies immediately west of the El Ninio grid. Systematic silt sampling, conducted over the El Ninio Property at the same time as soil sampling, produced no gold anomalies; however, several scattered samples are anomalous in mercury. The Repe Property was staked by Efrem Specogna in 1990.

5. Geology and Mineralization

The El Ninio Property is host to precious and base metal bearing alteration zones similar to those which host

the Cinola epithermal gold deposit 5 kilometres to the north. Initial soil surveys resulted in the delineation of two northwest and east-west trending zones of shearing (the North Grid and South Grid) on what are now the Repe and Donovan claims with associated silica and chlorite-carbonate alteration. Drilling tests encountered several significant gold, mercury and to a lesser extent base metal intersections. No continuous mineralized zones were delineated.

Two new showings were discovered in Canyon Creek, outside the area previously evaluated and 750 metres southeast of the nearest percussion drill hole. Massive to vuggy quartz veins are hosted by silicified, chloritized and weakly argillically altered volcanics and volcanoclastics. The veins locally contain pyrite, sphalerite and lesser amounts of galena. Massive barite float has been noted in the creek near these showings. Existence of extensive silica, chlorite +/- argillic alteration systems hosting spotty gold and mercury anomalies suggests further exploration.

6. Underground and Surface Plant and Equipment

There is no underground or surface plant or equipment on the El Ninio Property.

7. Work Done by the Company and Future Exploration

Since acquiring its interest on March 1, 1991, the Company has not carried out any exploration work on the El Ninio Property. The Company wishes to carry out further work to evaluate the results from previously conducted surveys to aid in delineating areas requiring more detailed evaluation. The Company intends to carry out Phase I of the exploration program recommended by G.G. Crowe, M.Sc., P.Geol., and R.M. Cann, M.Sc. in their report dated May, 1991 (the "EL Ninio Report") consisting of an VLF/EM magnetometer survey, geological mapping, rock sampling, and soil and organic sampling at an estimated cost of \$79,000. The El Ninio Report is reproduced in this Prospectus.

THE EL NINIO PROPERTY IS WITHOUT A KNOWN BODY OF COMMERCIAL ORE.

USE OF PROCEEDS

Net Proceeds

Working capital on hand as at March 15, 1991	\$ 52,643
Net Proceeds of this issue	<u>\$320,000</u>
TOTAL:	<u>\$372,643</u>

Use of Available Funds (in order of priority)

To pay the offering costs including legal, audit and printing (estimated)	\$ 27,000
To pay Vancouver Stock Exchange listing and filing fees and British Columbia Securities Commission fees ₁	<u>\$ 8,315</u>
To carry out Phase I of the exploration program on the Company's Cimadoro Property as recommended in the Cimadoro Report by Azimuth Geological Inc. dated January 1991	\$166,700
To carry out Phase I of the exploration program on the Company's El Ninio Property as recommended in the El Ninio Report by Azimuth Geological Inc. dated May, 1991	\$ 79,000
To make an option payment to Doromin Resources Ltd. pursuant to the Option Agreement due April 30, 1992	\$ 15,000
To provide working capital ₁	<u>\$ 76,628</u>
TOTAL:	<u>\$372,643</u>

Any funds received from the exercise in whole or in part of the Series "A" Warrants and/or the Agent's Warrant will be added to working capital. Working capital will be used to defray normal administration costs, for further exploration on the Company's properties, as management may determine is in the best interest of the Company, and for further mineral exploration, property investigation and acquisition by staking and recording, purchase or option, as the Directors of the Company may determine. In addition, working capital may be applied towards the estimated cost of \$406,250 of carrying out Phase II of the

exploration program on the Company's Cimadoro Property as recommended in the Cimadoro Report, if the results of Phase I so warrant.

The proceeds from the sale of the Units are intended to be used for the purposes set forth above. The Company will not discontinue or depart from the recommended programs of work, unless advised in writing by its consulting engineer to do so. In the event of any material change in the affairs of the Company during the primary distribution of the Units offered by this Prospectus, an amendment to the Prospectus will be filed. Following completion of the primary distribution of the Units offered by this Prospectus, shareholders will be notified of changes in the affairs of the Company in accordance with the requirements of the appropriate regulatory authorities.

No part of the proceeds will be used to invest, underwrite, or trade in securities other than those that qualify as investments in which trust funds may be invested under the laws of the jurisdiction in which the securities offered by this Prospectus may be lawfully sold. Should the Company intend to use the proceeds to acquire other than trustee type securities after the distribution of the securities offered by this Prospectus, approval by the shareholders of the Company must first be obtained and notice of the intention filed with the regulatory securities bodies having jurisdiction over the sale of the securities offered by this Prospectus.

SHARE CAPITAL STRUCTURE

Designation of Security	Amount Authorized	Amount Outstanding as of the Date of the Balance Sheet Contained in Prospectus	Amount	Amount
			Outstanding as of the date hereof	Outstanding on Completion of Distribution Hereunder
Common Shares	25,000,000	1	1,354,640	2,154,640

Notes:

- (1) The Company has reserved an additional 400,000 and 50,000 Common shares in the event the Series "A"

Warrants and the Agent's Warrant, respectively, are exercised in full. Refer to "Unit Offering and Plan of Distribution".

- (2) As at March 15, 1991, the date of the Company's most recent balance sheet, the Company has a deficit of \$30,335.

All shares of the Company, both issued and unissued, are of the same class and rank equally as to dividends, voting powers and participation in assets of the Company on a winding-up or dissolution. No shares have been issued subject to call or assessment. There are no preemptive or conversion rights, and no provisions for redemption, purchase for cancellation, surrender, sinking fund or purchase fund. Provisions as to the creation of, modifications, amendments or variations of such rights or such provisions are contained in the Company Act of British Columbia.

PRIOR SALES

A total of 1,354,640 Common shares of the Company have been issued for cash since incorporation as follows:

<u>Date Issued</u>	<u>No. of Shares</u>	<u>Price Per Share</u>	<u>Commission</u>	<u>Cash or Value Received</u>
Nov. 8/89	1 ⁽¹⁾	\$0.01	Nil	\$ 0.01
March 18/91	749,999 ⁽¹⁾	\$0.01	Nil	\$ 7,499.99
March 19/91	<u>604,640</u>	<u>\$0.25</u>	<u>Nil</u>	<u>\$151,160.00</u>
	1,354,640			\$158,660.00

Note:

- (1) See "Escrowed Shares" for a description of the escrow restrictions attached to these shares.

ESCROWED SHARES

<u>Designation of Class</u>	<u>Number of Shares Held in Escrow</u>	<u>Percentage of Class</u>
Common	750,000	55.37%

As at the date hereof, there are 750,000 Common shares held in escrow by Montreal Trust Company of Canada at its principal office in Vancouver, British Columbia. These shares were issued at a price of \$0.01 per share to a principal of the Company and are held in escrow pursuant to the terms of an Escrow Agreement dated May 16, 1991 (the "Escrow Agreement") and subject to the direction or determination of the Superintendent of Brokers of British Columbia (the "Superintendent"). After the listing of the shares of the Company on the Exchange, the escrow shares will be subject to the direction of the Exchange.

The Escrow Agreement provides that the holder of the escrow shares (the "Escrow Shareholder") may exercise all voting rights attached thereto except on a resolution to cancel any of the shares and that it has waived its rights to receive dividends or to participate in the assets and property of the Company on a winding-up or dissolution of the Company. It also provides that the initial Escrow Shareholder is entitled to retain ownership of any escrow shares in the event of ceasing to be a principal of the Company.

The Escrow Shareholder may not transfer any of its escrow shares except in accordance with Local Policy Statement 3-07 of the British Columbia Securities Commission ("Policy 3-07") and except with the consent of the Superintendent or the Exchange, as applicable. Policy 3-07 provides that the shares may be transferred only to principals, including incoming principals, and defines "principals" to include a promoter of the Company, a director or full-time management employee of the Company or an operating subsidiary, a person who has provided key services or contributed a fundamental asset to the Company, or a company, all the voting securities of which are owned by one or more of the foregoing person.

Policy 3-07 provides that the Escrow Shareholder will be entitled to a pro-rata release of the escrow shares on the basis of 15% of the original number of escrow shares for every \$100,000 expended on exploration and development of a resource property by the Company, or by a person other than the Company in order to earn an interest in the resource property, but only in respect of that proportion of the expenditure which is equal to the Company's remaining proportionate interest in the resource property after the person's interest has been earned, provided that no more than 50% of the original number of the performance shares may be released in any twelve month period.

The Escrow Shareholder shall surrender the escrow shares for cancellation where the Company's shares have been subject to a cease trading order issued under the Securities Act for a period of two consecutive years or, ten years from the later of the date of issue of the escrow shares and the date of the receipt of the Company's Prospectus for its initial public offering.

None of the shares of the Company are pooled.

PRINCIPAL SHAREHOLDERS

Set forth below are the names and addresses of the persons owning of record or beneficially, directly or indirectly, 10% or more of the Common shares of the Company as at the date hereof:

<u>Name and Address</u>	<u>Designation of Class</u>	<u>Type of Ownership</u>	<u>Number of Shares Owned</u>	<u>Percentage of Class</u>
Specogna Minerals Corporation ⁽¹⁾ c/o 1704 Centenary Dr. Nanaimo, B.C. V9R 5K1	Common	Of record and beneficially	975,440 (of which 750,000 are escrowed)	72.00%
Marino Specogna 134 East 19th Avenue Vancouver, B.C. V5V 1H9	Common	Of record and beneficially	137,200 ⁽²⁾	10.18%

Notes:

- (1) Specogna Minerals Corporation is a private British Columbia company owned 50% by each of Efrem Specogna, the President and a director of the Company, and Lucia Specogna, the Vice-President of the Company.
- (2) Of these shares, 87,200 are registered in the name of Coast Gold Agency Ltd., a private British Columbia company owned 100% by Marino Specogna.

The directors and senior officers as a group own, directly or indirectly, 1,212,640 Common shares of the Company representing 89.51% of the presently issued shares.

OPTIONS TO PURCHASE SECURITIES

Other than as disclosed herein, there are no outstanding or proposed options to purchase securities of the Company.

DIRECTORS AND OFFICERS

<u>Name, Municipality of Residence and Office Held</u>	<u>Principal Occupation For Past Five Years</u>
Efrem Specogna* Nanaimo, B.C. Director and President	Prospector; President and Director, Specogna Minerals Corporation and Doromin Resources Ltd. (VSE)
Marino John Ignatius Specogna* Vancouver, B.C. Director	Mining Technologist; President and Director, Coast Gold Agency Ltd. (mineral exploration consulting company) and Director, Doromin Resources Ltd. (VSE)
George Beck* Surrey, B.C. Director	Assistant Manager, Surrey Laminated Products Ltd.; Director, Doromin Resources Ltd. (VSE)
Richard Peter Clark North Vancouver, B.C. Secretary	Barrister and Solicitor; Associate, Bull, Housser & Tupper, July 1988 to present; Associate, Guild, Yule, May 1987 to July 1988; Articled Student, Guild, Yule, May 1986 to May 1987; Previously, student.
Lucia Specogna Nanaimo, B.C. Vice-President	Prospector; Secretary, Specogna Minerals Corporation

* member of Audit Committee

Efrem Specogna is a prospector and has been engaged in the exploration and development of natural resource properties for over 25 years during which time Mr. Specogna discovered the Graham Island Gold Deposit on the Queen Charlotte Islands and the Gold-Antimony Property located on the Queen Charlotte Islands (currently being explored by Cominco Ltd.) and many other mineral occurrences on the Queen Charlotte Islands. Mr. Specogna was honored as the B.C. and Yukon Chamber of Mines' 1990 recipient of the Spud Huestis Award.

Certain of the directors and officers of the Company are also directors and officers of other companies engaged in mineral exploration and development, and mineral property acquisitions. Accordingly, mineral exploration opportunities or prospects of which they become aware will not necessarily be made available to the Company. The directors intend, however, to allocate these opportunities or prospects from time to time amongst the various companies in which they are involved on the basis of prudent business judgment and the relative financial abilities and needs of the companies to participate. Of the directors of the Company, each of Mr. Efrem Specogna and Mr. Marino Specogna expect to devote at least 40% of their time to the affairs of the Company. The other director of the Company, Mr. George Beck, is not involved in the day to day management and will be available as is necessary to the Company.

In the event of any conflict of interest, the directors will act in accordance with common law and the provisions of the British Columbia Company Act.

Relationship of Directors, Officers, Promoters and Control Persons of the Company to Other Reporting Issuers

<u>Name of Director or Officer</u>	<u>Other Reporting Issuers of which he is or has in the last five years been a director, officer or promoter</u>		
	<u>Name of Company</u>	<u>Association</u>	<u>Period Acted</u>
Efrem Specogna	Doromin Resources Ltd.	Director & President	May 29/87 to present
	New CanaMin Resources Ltd. (previously CanaMin Resources Ltd.)	Director	April 2/80 to Oct. 9/87
Marino Specogna	Doromin Resources Ltd.	Director	May 29/87 to present
	New CanaMin Resources Ltd. (previously CanaMin Resources Ltd.)	Director	May 23/86 to Oct. 9/87
George Beck	Doromin Resources Ltd.	Director	May 29/87 to present
Richard Clark	Canadian Quantum Energy Corporation	Secretary	Oct. 30/90 to present
	Doromin Resources Ltd.	Secretary	Jan. 10/90 to present

Dunvegan Exploration Ltd.	Assistant Secretary/Secretary	Feb. 8/89 to Aug. 3/90
Iron King Mines Inc.	Assistant Secretary	Sept./90 to present
Lucia Specogna	Nil	

No director, officer or promoter of the Company is, or has been, within the last five years, a director, officer or promoter of any reporting issuer which has been struck off the Register of Companies or similar authority or whose securities were the subject of a cease trade or suspension order for a period of more than 30 consecutive days during the period that he was a director, officer or promoter of such company.

No director, officer, promoter or control person of the Company has, within the past 10 years, been the subject of any penalties or sanctions by a court or securities regulatory authority relating to the trading in securities, the promotion, formation or management of a publicly traded company or involving theft or fraud.

EXECUTIVE COMPENSATION

The Company has two persons, Efrem Specogna and Marino Specogna, who are "executive officers" within the meaning of the definition set out in Form 41 to the Securities Act of British Columbia. Since incorporation to the date of this prospectus, the Company has paid no cash compensation to its executive officers for services except as disclosed herein.

Pursuant to an Office Services Contract dated July 1, 1990 (the "Contract") between Coast Gold Agency Ltd. ("Coast Gold") of 2nd Floor, 827 West Pender Street, Vancouver, B.C. and the Company, Coast Gold agreed to provide office space and administrative, secretarial and bookkeeping services to the Company for a term of three years, as follows:

- (a) \$1,000 per month commencing on July 1, 1990 and on the first day of each and every month thereafter up to and including the month in which the shares of the Company are posted and listed for trading on the Exchange (the "Listing Date"); and

- (b) \$2,500 per month commencing on the first day of the month following the Listing Date and on the first day of each and every month thereafter during the term of the Contract.

The Contract may be terminated by either party upon 90 days' written notice. To March 31, 1991, the Company has paid fees of \$9,000 to Coast Gold under the terms of the Contract and a further \$4,700 for promotional materials. Coast Gold is owned by Marino Specogna, a director of the Company.

The Company has no pension plan or other arrangement for non-cash compensation to its executive officers.

The other director and officer of the Company have not been compensated by the Company for their services as directors and officers, nor does the Company have any arrangement for such compensation.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

1. Office Services Contract

The Company has entered into an Office Services Contract dated July 1, 1990 with Coast Gold Agency Ltd. Marino Specogna, a director of the Company, is a director and shareholder of Coast Gold Agency Ltd. See "Executive Compensation".

2. Sale Agreement

The Company has entered into a Sale Agreement dated March 12, 1991 with Efrem Specogna, a director and President of the Company. See "Repe Property".

3. Option/Joint Venture Agreement

The Company entered into an Option/Joint Venture Agreement (the "Agreement") dated March 1, 1991 with Doromin Resources Ltd. See "Cimadoro Property". Efrem Specogna, Marino Specogna, George Beck and Richard P. Clark, presently directors and/or officers of the Company, are also directors and/or officers of Doromin Resources Ltd. At the time of approval of the Agreement by the Company, Marino Specogna was the only common director, and accordingly, as he was interested in the transaction, the Agreement was also approved by consent special resolution of the sole member of the Company dated March 6, 1991.

Other than as disclosed in this Prospectus, no director, senior officer, or shareholder beneficially controlling more than 10% of the issued shares of the Company, or any associate or affiliate of the foregoing, had any material interest, direct or indirect, in any transaction or proposed transaction since the incorporation of the Company which has materially affected or would materially affect the Company.

AUDITORS AND TRANSFER AGENT

The auditors of the Company are Campbell, Saunders & Co., Chartered Accountants, of Suite 1200, 650 West Georgia Street, Vancouver, B.C., V6B 4N7.

The Registrar and Transfer Agent of the Company is Montreal Trust Company of Canada, of 2nd Floor, 510 Burrard Street, Vancouver, B.C., V6C 3B9.

PENDING LEGAL PROCEEDINGS

There are no pending legal proceedings involving the Company as at the date hereof.

RISK FACTORS

The Units offered by this Prospectus must be considered speculative, generally because of the nature of the Company's business. In particular:

- (a) There is no known commercial body of ore on any of the mineral properties in which the Company has an interest. The purpose of the present offering is to raise funds to carry out exploration on the Cimadoro Property and the El Ninio Property. If the Company's exploration programs are successful, additional funds will be required for the development of an economic ore body and to place it in commercial production. The only sources of future funds presently available to the Company are the sale of equity capital, or the offering by the Company of an interest in its properties to be earned by another party or parties carrying out further exploration or development thereof;
- (b) There is no established market for the shares of the Company and no assurance that one will develop;

- (c) Exploration for minerals is a speculative venture necessarily involving some substantial risk. There is no certainty that the expenditures to be made by the Company on the mineral properties described herein will result in discoveries of commercial quantities of ore;
- (d) Resource exploration and development is a speculative business and involves a high degree of risk. The marketability of natural resources which may be acquired or discovered by the Company will be affected by numerous factors beyond the control of the Company. These factors include market fluctuations, the proximity and capacity of natural resource markets and processing equipment, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital;
- (e) Mining operations generally involve a high degree of risk. Hazards such as unusual or unexpected formations and other conditions are involved. The Company may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. The payment of such liabilities may have a material, adverse effect on the Company's financial position;
- (f) While the Company has obtained the usual industry standard title reports with respect to its Cimadoro and El Ninio Properties, this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements or transfers or native land claims, and title may be affected by undetected defects;
- (g) The properties in which the Company has an interest consist of recorded mineral claims which have not been surveyed, and therefore, the precise area and location of such claims may be in doubt;
- (h) After the issuance of the securities offered by this Prospectus and prior to the exercise of any Series "A" Warrants or the Agent's Warrants, the Company will have a book value per Common share of \$0.19.

Accordingly, purchasers of the securities offered under this Prospectus will experience an immediate and substantial dilution of \$0.26 per share (57.8%) in the net tangible book value of their investment;

- (i) Reference is made to the section headed "Directors and Officers" concerning possible conflicts of interest involving directors and officers of the Company;
- (j) The securities offered under this Prospectus (excluding any securities issued on exercise of the Agent's Warrants and/or the Series "A" Warrants) will represent 37.1% of the outstanding shares of the Company on completion of the Offering, as compared to 52.23% issued to promoters, directors, officers, substantial security holders (as defined in the British Columbia Securities Act) and underwriters for cash and for debt (assuming no further purchases by such persons under the Offering).

PROMOTERS

Efrem Specogna, President and a director of the Company, Marino Specogna, a director of the Company, and Specogna Minerals Corporation, a private company owned 50% by each of Efrem Specogna and Lucia Specogna, the Vice-President of the Company, took the initiative in founding and organizing the Company, and, pursuant to the Securities Act of British Columbia, are the promoters of the Company (the "Promoters").

None of the Promoters has received any consideration in the form of cash, shares or otherwise for acting as a promoter.

Specogna Minerals Corporation owns a total of 975,440 shares of the Company, of which 750,000 escrow shares were purchased at a price of \$0.01 per share in cash and 225,440 shares were purchased at a price of \$0.25 per share in cash. See "Escrowed Shares" herein for details with respect to the escrow restrictions attached to the 750,000 escrow shares. Also see "Cimadoro Property" for particulars of a 2½% net smelter return royalty granted to Specogna Minerals Corporation and "Repe Property" for particulars of a 2½% net smelter return royalty granted to Efrem Specogna.

Mrs. Lucia Specogna owns 40,000 Common shares of the Company, all of which were purchased at a price of \$0.25 per share.

Mr. Marino Specogna owns directly 50,000 Common shares and indirectly, through Coast Gold Agency Ltd., 87,200 Common shares of the Company, all of which were purchased at a price of \$0.25 per share in cash. See "Executive Compensation" for details of an Office Services Contract between the Company and Coast Gold Agency Ltd., a company owned by Marino Specogna. The Company also paid \$4,700 to Coast Gold Agency Ltd. for promotional materials.

DIVIDEND RECORD

No dividends have been paid or declared on any shares of the Company.

MATERIAL CONTRACTS

The following material contracts were entered into by the Company since the date of incorporation and are still in effect:

1. Office Services Contract dated July 1, 1990 between the Company and Coast Gold Agency Ltd., described under "Executive Compensation".
2. Cimadoro Option/Joint Venture Agreement dated March 1, 1991 between the Company and Doromin Resources Ltd., described under "Cimadoro Property".
3. Sale Agreement made March 12, 1991 between the Company and Efrem Specogna, described under "Repe Property".
4. Escrow Agreement dated May 16, 1991 between Montreal Trust Company, the Company and Specogna Minerals Corporation, described under "Escrowed Shares".
5. Agency Offering Units Agreement dated June 6, 1991 between the Company and Pacific International Securities Inc., described under "Unit Offering and Plan of Distribution".

The Company is not a party to any other material contracts not otherwise described in this Prospectus.

Material contracts and the complete Cimadoro and El Ninio Reports may be inspected at the records office of the Company, c/o Messrs. Bull, Housser & Tupper, 3000 - 1055 West Georgia Street, Vancouver, B.C., during normal business hours while primary distribution of the securities offered hereunder is in progress and for a period of 30 days thereafter.

OTHER MATERIAL FACTS

The Company's responsible solicitor, as defined by Local Policy 3-41 of the Superintendent, is the Secretary of the Company. The responsible solicitor's firm, as the solicitors for the Company, will be paid for professional services rendered to the Company from time to time.

There are no other material facts relating to the securities offered under this Prospectus other than those disclosed pursuant to the foregoing items.

STATUTORY RIGHTS OF RESCISSION AND WITHDRAWAL

The Securities Act provides a purchaser with a right to withdraw from an agreement to purchase securities within two business days after receipt or deemed receipt of a prospectus and further provides a purchaser with remedies for rescission or damages where the prospectus and any amendment contains a material misrepresentation or is not delivered to the purchaser prior to delivery of the written confirmation of sale or prior to midnight on the second business day after entering into the agreement, but such remedies must be exercised by the purchaser within the time limit prescribed. For further information concerning these rights and the time limits within which they must be exercised the purchaser should refer to Sections 66, 114, 118 and 124 of the Securities Act or consult a lawyer.

CERTIFICATE OF DIRECTORS AND PROMOTERS

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

EFREM SPECOGNA,
Director, President and Chief
Executive Officer and
Promoter

MARINO SPECOGNA,
Director and Chief Financial
Officer

ON BEHALF OF THE BOARD

MARINO SPECOGNA, Director

GEORGE BECK, Director

PROMOTERS:

SPECOGNA MINERALS CORPORATION

Per: _____
Efrem Specogna,
President

EFREM SPECOGNA

MARINO SPECOGNA

DATED: 1 , 1991

CERTIFICATE OF AGENT

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 Prospectus as required by the Securities Act and its regulations.

PACIFIC INTERNATIONAL SECURITIES INC.

Per: _____

(name, print)

DATED: 1 , 1991