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# **NUSPAR RESOURCES LTD.**

## **1983 ANNUAL REPORT**

## **DIRECTORS' REPORT**

Gold continues to dominate the Canadian exploration scene with little attention being directed to the exploration and development of base metal deposits. Nuspar is now engaged in three projects where the principle values are in gold. Work on the Eaglehead property was suspended by Esso Minerals Canada on completion of the 1982 program due to an adverse copper market. Nuspar retains a 10% net carried interest in this 291 mineral claim unit property in the Dease Lake area. The potential for a large tonnage open pit copper operation with by-product silver and gold production remains attractive.

Through Choa Resources Ltd. (20% owned by Nuspar) the Company has participated in a gold discovery and the acquisition of 392 claim units within the Toadoggone volcanic terrain in north-central B.C. With one operating mine, another in the planning stage and several very encouraging recent discoveries, the area is developing as a significant gold-silver district. Rather than conducting ongoing property work as a joint venture, Nuspar and other Choa participants have assigned the 55 unit "B" claim group to Orsina Resources Ltd. (V.S.E.) for 750,000 escrowed shares. The "D" claim group, where visible high grade gold was located, was further explored and examined by two companies during the season. Results are not yet available, although a favourable proposal is under consideration.

The Whitesail Lake Area, 80 miles south of Smithers, was investigated following reports of a discovery in 1982. An option was acquired from Dr. T. Richards covering an area of 30 square kilometres directly north of the Deer Horn gold deposit in Tweedsmuir Park. Geochemical surveys and prospecting have revealed a number of anomalous vein zones which warrant detailed work as potential gold-silver occurrences.

On Vancouver Island a 2,000 acre gold placer property held by Triangle Ventures Ltd. is currently being bulk sampled under terms of an option agreement. The property is located on an all-weather highway, 50 miles from Victoria, where preliminary studies by Reimchen Urlich Geological Engineering indicate the presence of economic amounts of recoverable fine gold and other precious metals in extensive deposits of sand and gravel amenable to low-cost extraction. A pilot plant operation is contemplated for early 1984 when results of work now in progress and drill testing have been successfully completed.

Triangle Ventures Ltd. would receive 50% of net operating profits upon establishment of a production scale plant and after recovery by Nuspar of the exploration and capital costs incurred.

Arrangements for a private placement of stock and a public offering are in progress and details will be announced upon regulatory approval.

Respectfully submitted on behalf of the  
BOARD OF DIRECTORS



H. S. Aikins  
President

Vancouver, B.C.  
October 14, 1983

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## **AUDITORS' REPORT**

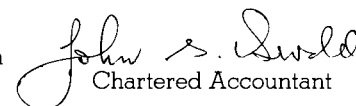
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To the Shareholders  
Nuspar Resources Ltd.

I have examined the balance sheet of Nuspar Resources Ltd. as at July 31, 1983 and the statements of deferred exploration and other expenditures and changes in financial position for the year then ended. My examination was made in accordance with generally accepted auditing standards, and accordingly included such tests and other procedures as I considered necessary in the circumstances. In my opinion, these financial statements present fairly the financial position of the company as at July 31, 1983 and the

results of its activities and the changes in its financial position for the year then ended in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

Vancouver, British Columbia  
August 30, 1983



Chartered Accountant

**NUSPAR RESOURCES LTD.****STATEMENT OF DEFERRED ADMINISTRATION**

Year ended July 31, 1983

	1983	1982
ADMINISTRATION:		
Audit and accounting	\$ 3,835	\$ 4,998
Bookkeeping and secretarial	2,303	2,571
Government fees	500	250
Interest and bank charges	789	7,535
Legal	11,431	9,843
Management	10,016	9,982
Office and sundry	5,553	5,204
Shareholders' information, promotion and general meeting	4,536	8,189
Share issue	1,465	—
Stock exchange fees	2,900	850
Trust company	4,681	4,986
	<b>48,009</b>	54,408
(Gain) loss on sale of marketable securities	(321)	1,545
Interest income	(1,315)	(48)
	<b>46,373</b>	55,905
Deferred balance, beginning	<b>221,302</b>	233,477
	<b>267,675</b>	289,382
Less portion transferred to deficit on abandonment of KIPAWA PROPERTY option and RED WING oil and gas prospect	—	68,080
Deferred balance, ending	<b>\$ 267,675</b>	<b>\$ 221,302</b>

*See accompanying notes.***STATEMENT OF CHANGES IN FINANCIAL POSITION**

Year ended July 31, 1983

	1983	1982
SOURCE of working capital:		
Issue of 860,000 shares of capital stock	\$ 191,000	
Gain on sale of marketable security	321	
Interest income	1,315	\$ 48
Expenditures recovered on EAGLEHEAD PROPERTY		626,206
Abandonment of interest in RED WING oil and gas property and cancellation of relative drilling commitment	—	18,925
	<b>192,636</b>	645,179
USE of working capital:		
Deferred expenditures --		
EXPLORATION		
British Columbia --		
COLES PROPERTY	12,403	—
EAGLEHEAD PROPERTY	—	544,343
CHOA JOINT VENTURE PROPERTY	—	(35,000)
OTHER PROSPECTS	3,244	—
Quebec --		
KIPAWA PROPERTY	—	617
	<b>15,647</b>	509,960
ADMINISTRATION	<b>48,009</b>	54,408
	<b>63,656</b>	564,368
Provision for loss on sale of marketable securities	—	1,545
Investment in CHOA RESOURCES LTD.	6,250	71,250
Payments on options to purchase mineral claims --		
COLES PROPERTY (including \$2,254 staking costs)	19,754	—
KIPAWA PROPERTY	—	5,000
CHOA JOINT VENTURE PROPERTY (cancelled)	—	(15,000)
	<b>89,660</b>	627,163
INCREASE (DECREASE) in working capital	<b>102,976</b>	18,016
WORKING CAPITAL (DEFICIENCY), beginning	<b>(99,276)</b>	(117,292)
WORKING CAPITAL (DEFICIENCY), ending	<b>\$ 3,700</b>	<b>\$ (99,276)</b>
REPRESENTED BY:		
Current assets	\$ 25,725	\$ 1,995
Current liabilities	22,025	101,271
As above	<b>\$ 3,700</b>	<b>\$ (99,276)</b>

*See accompanying notes.*

**BALANCE SHEET**

Year ended July 31, 1983

**ASSETS**

	<u>1983</u>	<u>1982</u>
CURRENT:		
Cash and short term deposit	\$ 25,725	\$ 93
Due from Broker	—	967
Marketable security	—	520
Prepaid expense	—	415
	<u>25,725</u>	<u>1,995</u>
MINING PROPERTIES and CLAIMS (Note 2)	32,040	12,286
INVESTMENT in Choa Resources Ltd. (Note 3)	77,500	71,250
DEFERRED EXPLORATION and OTHER EXPENDITURES	687,421	625,401
	<u>\$ 822,686</u>	<u>\$ 710,932</u>

**LIABILITIES**

CURRENT:		
Payables and accruals	\$ 14,274	\$ 90,437
Owing to company's president for loans and unpaid salary, without interest	7,751	10,834
	<u>22,025</u>	<u>101,271</u>

**SHAREHOLDERS' EQUITY**

CAPITAL STOCK:		
Authorized —		
10,000,000 shares of no par value		
Issued —		
5,223,246 shares (4,363,246)	2,310,101	2,119,101
CONTRIBUTED SURPLUS	450,664	450,664
	<u>2,760,765</u>	<u>2,569,765</u>
Less DEFICIT	1,960,104	1,960,104
	800,661	609,661
	<u>\$ 822,686</u>	<u>\$ 710,932</u>

See accompanying notes.

Approved by the Directors:

Director 

Director 

**NUSPAR RESOURCES LTD.**

**STATEMENT OF DEFERRED EXPLORATION  
AND OTHER EXPENDITURES**

Year ended July 31, 1983

EXPLORATION:	1983	1982
<b>Mineral</b>		
British Columbia —		
<b>COLES PROPERTY</b>		
Contract exploration	\$ 11,045	
Engineering fees and expenses	1,358	
Deferred balance, ending	12,403	
<b>EAGLEHEAD PROPERTY</b>		
Contract exploration		\$ 541,345
Consulting fees		1,881
Travel and sundry		1,117
		544,343
Less recovered from Esso Resources Canada Limited		626,206
		(81,863)
Deferred balance, beginning	400,346	482,209
Deferred balance, ending	400,346	400,346
<b>CHOA JOINT VENTURE PROPERTY</b>		
Deferred balance, beginning		35,000
Less transferred to cost of shares in Choa Resources Ltd.		(35,000)
Deferred balance, ending		—
<b>OTHER PROSPECTS</b>		
Staking and recording	2,000	
Consulting fees	1,000	
Travel and sundry	244	
Deferred balance, ending	3,244	
Yukon Territory —		
<b>MOOSE CLAIMS</b>		
Deferred balance, beginning	3,753	3,753
Deferred balance, ending	3,753	3,753
Quebec —		
<b>KIPAWA PROPERTY</b>		
Government fees		72
Expenditures recoverable -- written off		545
		617
Deferred balance, beginning		143,162
		143,779
Less transferred to deficit on abandonment		(143,779)
Deferred balance, ending		—
<b>Oil and gas</b>		
Colorado —		
<b>RED WING PROSPECT</b>		
Deferred balance, beginning		22,230
Less cancellation of drilling commitment		(18,925)
		3,305
Less transferred to deficit on abandonment		(3,305)
Deferred balance, ending		—
<b>TOTAL DEFERRED EXPLORATION</b>	<b>419,746</b>	404,099
<b>TOTAL DEFERRED ADMINISTRATION, per statement attached</b>	<b>267,675</b>	221,302
Total deferred, to balance sheet	<b>\$ 687,421</b>	<b>\$ 625,401</b>

See accompanying notes.

# NOTES TO FINANCIAL STATEMENTS

July 31, 1983

## 1. Significant Accounting Policies

The company's activities are presently in an exploratory stage of operations. All costs are being capitalized or deferred until such time as commercial production commences or the property or project is abandoned.

## 2. Mining Properties and Claims

### British Columbia

#### COLES PROPERTY

This gold-silver prospect, consisting of six contiguous mineral claims (120 units) and covering an area of 4 by 7½ kilometres, is located in the Whitesail Lake region, some 100 air kilometres south of Houston in the Omineca Mining Division.

Four claims are being acquired under an option agreement dated June 1, 1983 with Dr. Tom Richards, as optionor.

Payments to date —

Cash

\$17,500

In order to exercise the option the company must issue a total of 100,000 free shares of the company's capital stock to the optionor in one block of 10,000 shares and three blocks of 30,000 shares (subject to the approval of the regulatory bodies and the prior filing of acceptable engineering reports) and incur exploration expenditures aggregating \$300,000 prior to July 1, 1986. The optionor retains a 10% net royalty interest and is entitled to receive advance royalty payments of \$10,000 per annum commencing July 1, 1987. The company may acquire the optionor's interest in the prospect outright by paying him the sum of \$2,000,000.

Two claims, also covered by the option agreement, were subsequently acquired by staking at a cost to the company of 2,254

\$19,754

#### EAGLEHEAD PROPERTY

The company holds a 10% carried interest in this copper-gold-silver property near Eaglehead Lake in the Liard Mining Division under a joint venture agreement dated August 15, 1971 with Imperial Oil Ltd. (subsequently assigned to their wholly owned subsidiary, Esso Resources Canada Limited ("Esso")).

While no work was done on the property during the past year, prior exploration expenditures are in excess of \$2,000,000.

Cost of acquiring minority interest of others —

Cash

6,000

41,881 free shares at a deemed price of 15¢ per share

6,282

12,282

The company's interest in the property is subject to a 1½% retained interest in favour of James S. Dodge.

## OTHER PROSPECTS

During the year the company paid \$2,000 for the cost of staking three mineral claims (34 units) near Harrison Lake, New Westminster Mining Division, but the title thereto is in doubt due to the heavy staking in the area at the time. It is presently investigating a gold prospect on Vancouver Island.

### Yukon Territory

#### MOOSE CLAIMS

This barite property, consisting of four mineral claims with a nominal value of

4

is located in the McMillan Pass area of the Mayo Mining District and is subject to an agreement with Yukon Barite Company Ltd. ("Yukon Barite"), whereby that company has the right to mine the property for barite and an option to purchase the property at any time before July 16, 1997. Until the exercise by Yukon Barite of its purchase option, the right to all other minerals upon the property is specifically reserved by the company, and royalties of between \$1 and \$3 per ton are payable to the company upon production from the property.

The company has not carried out any exploration or development work on these claims since 1977 and no royalties have been received from its interest in the property.

\$32,040

## 3. Investment in Choa Resources Ltd.

The company is a 20% shareholder in Choa Resources Ltd. ("Choa"), a British Columbia non-reporting company incorporated to consolidate the interest held by the company together with that of other participants in a joint venture which acquired and subsequently transferred to Choa a 100% interest in a 25 claim (362 units) gold prospect in the McBride River District, Liard Mining Division, British Columbia.

During the year further shares of Choa's capital stock were issued and others were gifted back to that company's treasury resulting in a net change in this company's shareholdings from the 15.6% held at July 31, 1982 to the 20% now held.

Under an agreement dated May 20, 1983, Choa sold five of its claims (55 units) to Orsina Resources Ltd., a British Columbia reporting company (incorporated April 12, 1983), for 750,000 escrowed shares of that company's capital stock.

## 4. Capital Stock

a) Capital stock has been issued to date for the following consideration —

	%	No. of shares	Net
For cash	87.5	4,568,615	\$2,072,119
For mining properties and claims	8.3	434,631	173,482
For other	4.2	220,000	64,500
	<u>100.0</u>	<u>5,223,246</u>	<u>\$2,310,101</u>

b) During the year a total of 860,000 shares of capital stock were issued, netting the company \$191,000 as follows —

140,000 shares @ 25¢ per share in partial satisfaction of certain liabilities	\$ 35,000
500,000 shares @ 20¢ per share pursuant to underwriting agreement (firm commitment)	100,000
200,000 shares @ 25¢ per share pursuant to underwriting agreement (option)	50,000
20,000 shares @ 30¢ per share pursuant to directors' incentive stock options dated August 30, 1982	6,000
<u>860,000</u>	<u>\$191,000</u>

c) Incentive stock options are outstanding to the directors to acquire a further 205,000 shares of capital stock at 30¢ per share at any time up to August 30, 1987 as follows —

H. Samuel Aikins	65,000
Robert L. Card	65,000
Thomas C. Scott	37,500 (Note 6)
Alexander D.K. Burton	37,500
	<u>205,000</u>

## 5. Remuneration of Directors and Senior Officers and Related Party Transactions

During the year the company's president, H. Samuel Aikins, received a salary of \$9,600 plus 20,000 shares of the company's capital stock at 25¢ per share in partial settlement of monies owing to him for loans and prior year's unpaid salary.

## 6. Subsequent Event

On August 26, 1983 director Thomas C. Scott acquired 10,000 shares of the company's capital stock at 30¢ per share pursuant to the August 30, 1982 incentive stock options.

# NUSPAR RESOURCES LTD.

305 - 535 Thurlow Street  
Vancouver, B.C. V6E 3L2

Telephone: (604) 687-7981  
Telex: 04-54473

## WHITESAIL LAKE - COLES PROPERTY

### Maps Enclosed

The attached Figures 2 and 4 show the location of the Coles Property in relation to other recent staking, known mineral occurrences and ore bodies. The Equity Silver property controlled by Placer Development Ltd. of Vancouver is currently one of the most profitable metal mines in the Province.

### Canamax to Spend \$250,000

Property shown as held by Amax-Union Carbide is operated by Canamax Ltd. and covers a number of gold-silver bearing veins and stockworks. A major program understood to include diamond drilling is being conducted. Results of the work to date have not yet been announced.

### Surveys Conducted by Nuspar

Preliminary surveys of the 120 claim unit property have located anomalous gold and silver values associated with low-sulphide, fluorite bearing quartz veins and breccias. Rock chip geochemical values from surface outcrop range from 0.003 to 0.046 ounces per ton gold, with silver values of from 0.29 to 0.81 ounces per ton. Although not commercial, these values confirm the presence of a high precious metals content within favourable structures. Follow-up work in these areas is recommended and will be a priority objective of future work.

### Deer Horn Deposit

The Deer Horn Property is located some 8 kilometres to the south of the Coles claim group. Work on this property, conducted prior to 1959, explored a zone 725 feet in length with an average width of 8.7 feet, grading 0.407 ounces of gold per ton and 12.24 ounces of silver per ton. This property is now within Tweedsmuir Park and withdrawn from development. This type of deposit is the model for current work by Nuspar on the Coles Property.

### Mineralization Related to Caldera

The recently recognized Tahtsa Caldera, a 40 by 25 kilometre geological structure, extends onto the present area of exploration activity. Such structures, occurring in California, Nevada and elsewhere are frequently associated with major mining districts. We are confident that the Whitesail Lake area will receive much attention in the future.

This progress report has been prepared for inclusion in the 1983 Annual Report to Shareholders.

*exploration*

*evaluation*

*development*

October 28th, 1983

**NUSPAR RESOURCES LTD.**

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Members of NUSPAR RESOURCES LTD. ["the Company"] will be held at the Boardroom of the offices of Messrs. DuMoulin Black, #1004 - 595 Howe Street, Vancouver, British Columbia, on Friday, November 18, 1983, at the hour of 2:00 p.m. [Vancouver Time] for the following purposes:

1. To receive and consider the Financial Statements of the Company as at July 31, 1983 and the Auditors' Report thereon and to receive and consider the Report of the Directors;
2. To elect Directors for the ensuing year;
3. To appoint Auditors for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the Auditors;
4. To consider a resolution approving the granting of further Directors' Stock Options as described in Item 10 of the Information Circular accompanying this Notice of Meeting.
5. To transact such other business as may properly come before the Meeting.

Accompanying this Notice of Meeting are an Information Circular, Instrument of Proxy, Notes to Proxy, Directors' Report, Financial Statements as at July 31, 1983 and the Auditors Report thereon.

If you are unable to attend the Annual General Meeting in person, kindly read the Notes accompanying the Instrument of Proxy enclosed and complete and return the proxy within the time and to the location as set out in the said Notes.

The enclosed Proxy form is solicited by Management and you may amend it, if you so desire, by striking out the name listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED at VANCOUVER, British Columbia, this 4th day of October, 1983.

BY ORDER OF THE BOARD

"H. SAMUEL AIKINS"

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President



**NUSPAR RESOURCES LTD.**

**INSTRUMENT OF PROXY SOLICITED BY MANAGEMENT FOR THE  
ANNUAL GENERAL MEETING OF MEMBERS TO BE HELD ON FRIDAY,  
NOVEMBER 18, 1983.**

The Undersigned member of NUSPAR RESOURCES LTD. [hereinafter called "the Company"] hereby appoints H. SAMUEL AIKINS, or failing him, THOMAS C. SCOTT, or failing either of them, \_\_\_\_\_, as the proxyholder for and on behalf of the undersigned to attend, act and vote for and on behalf of the undersigned at the Annual General Meeting of the members of the Company to be held at the Boardroom of the Offices of DuMoulin Black, #1004 - 595 Howe Street, Vancouver, British Columbia at the hour of 2:00 p.m. on Friday, November 18, 1983 and at any adjournments thereof, to the same extent and with the same powers as if the undersigned were present at the said Meeting, or any adjournment thereof, and the persons named are specifically directed to vote as indicated below:

1. a] To elect H. SAMUEL AIKINS as a Director.

FOR \_\_\_\_\_ AGAINST \_\_\_\_\_

- b] To elect THOMAS CAMERON SCOTT as a Director.

FOR \_\_\_\_\_ AGAINST \_\_\_\_\_

- c] To elect ALEXANDER D.K. BURTON as a Director.

FOR \_\_\_\_\_ AGAINST \_\_\_\_\_

- d] To elect ROBERT LAWRENCE CARD as a Director.

FOR \_\_\_\_\_ AGAINST \_\_\_\_\_

2. To appoint JOHN G. OSWALD, Chartered Accountant, as Auditor of the Company for the ensuing year and to authorize the Directors of the Company to fix the remuneration to be paid to the Auditor.

FOR \_\_\_\_\_ AGAINST \_\_\_\_\_

3. To approve the granting of Directors' Stock Options as disclosed in the Information Circular accompanying this Instrument of Proxy.

FOR \_\_\_\_\_ AGAINST \_\_\_\_\_

4. To transact such other business as may properly come before the Meeting.

FOR \_\_\_\_\_ AGAINST \_\_\_\_\_

\_\_\_\_\_  
Signature of Member

\_\_\_\_\_  
Member's name [Please Print]

\_\_\_\_\_, 1983.  
Please Date

[Name and address as registered - please notify the Company of any change in your address].

SEE NOTES ATTACHED HERETO

NOTES TO INSTRUMENT OF PROXY

1. THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED AS THE MEMBER MAY HAVE SPECIFIED BY MARKING AN "X" IN THE SPACES PROVIDED FOR THAT PURPOSE. IF NO CHOICE IS SPECIFIED, THE SHARES WILL BE VOTED AS IF THE MEMBER HAD SPECIFIED AN AFFIRMATIVE VOTE.
  
2. IF THE MEMBER DOES NOT WISH TO APPOINT EITHER OF THE PERSONS NAMED IN THE INSTRUMENT OF PROXY, HE SHOULD STRIKE OUT THEIR NAMES AND INSERT IN THE BLANK SPACE PROVIDED THE NAME OF THE PERSON HE WISHES TO ACT AS HIS PROXYHOLDER. SUCH OTHER PERSON NEED NOT BE A MEMBER OF THE COMPANY.
  
3. NO MATTERS OTHER THAN THOSE STATED IN THE ATTACHED NOTICE ARE KNOWN TO BE IN PROSPECT FOR THE MEETING, BUT, IF SUCH MATTERS SHOULD ARISE, PROXIES WILL BE VOTED IN ACCORDANCE WITH THE INSTRUCTIONS OF THE MEMBER VOTING BY PROXY. IF THE MEMBER VOTES FOR THE TRANSACTING OF FURTHER BUSINESS, THE PROXY WILL BE VOTED IN ACCORDANCE WITH THE DISCRETION OF THE PROXY HOLDER NAMED.
  
4. The Instrument of Proxy may not be valid unless it is dated and signed by the member or by his attorney duly authorized by him in writing, or, in the case of a corporation, is executed under its corporate seal or by an officer or officers or attorney for the corporation duly authorized. If the Instrument of Proxy is executed by an attorney for an individual member or joint members or by an officer or officers or attorney of a corporate shareholder not under its corporate seal, the instrument so empowering the officer or officers or the attorney, as the case may be, or a notarial copy thereof, should accompany the Instrument of Proxy.
  
5. The Proxy may not be used at the General Meeting or any adjournment thereof unless the same is deposited at the office of the Registrar and Transfer Agent, The Canada Trust Company, 1055 Dunsmuir Street, Vancouver, British Columbia, at least 48 hours before the date of the Meeting. The Chairman of the Meeting has the discretion to accept proxies filed less than 48 hours before the date of the Meeting.

**NUSPAR RESOURCES LTD.**

**INFORMATION CIRCULAR**

AS AT OCTOBER 4, 1983 FOR THE ANNUAL GENERAL MEETING OF THE MEMBERS TO BE HELD ON FRIDAY, NOVEMBER 18, 1983 at the hour of 2:00 P.M. [Vancouver time].

1. REVOCABILITY OF PROXY

The Shares represented by Proxies received by the Management will be voted in accordance with the instructions given thereon by the members, and in the absence thereof, will be voted in favour of the proposals. Any member giving a Proxy has the power to revoke it at any time before it is exercised. The giving of a Proxy will not affect the member's right to vote in person should the said member decide to attend the Meeting after giving the said Proxy.

2. PERSONS OR COMPANIES MAKING THE SOLICITATION

This Information Circular is furnished in connection with the solicitation of Proxies by the Management of NUSPAR RESOURCES LTD. [hereinafter called "the Company"] and the cost of this Proxy solicitation will be borne by the Company.

3. INTEREST OF CERTAIN PERSONS AND COMPANIES IN MATTERS TO BE ACTED UPON

Except as set out in Item 10 herein, no Director or Senior Officer of the Company or any proposed nominee of the management of the Company for election as a Director of the Company, nor any associate of the foregoing person has any substantial interest direct or indirect, by way of beneficial ownership or otherwise in matters to be acted upon at the said Meeting other than the election of Directors or appointment of Auditors, except for any interest from the ownership of shares of the Company where the member received no extra or special benefits or advantage not shared on a pro rata basis by all holders of shares in the capital of the Company.

4. VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The authorized capital of the Company is 10,000,000 shares without par value, of which 5,263,265-3/5 shares are issued at the date hereof. Each share issued and outstanding is entitled to one vote. Holders of outstanding shares of record as at the close of business on the day preceding that upon which the notice of the Annual General Meeting is mailed, will be entitled to attend and vote at the Meeting or any adjournment thereof in person or by proxy. The Company has at present only one class of authorized shares.

To the knowledge of the Directors and Senior Officers of the Company, there are no persons who beneficially own, directly or indirectly, shares carrying more than 10% of the voting rights attached to all shares of the Company.

5. ELECTION OF DIRECTORS

The persons named in the enclosed Instrument of Proxy intend to vote for the election of a Board of Directors comprised of four [4] persons. Those proposed to be nominated are set forth below.

Each Director elected will hold office until the next Annual General Meeting or until his successor is duly elected, unless his office is earlier vacated in accordance with the Articles of the Company.

INFORMATION CONCERNING NOMINEES

<u>NAME AND ADDRESS</u>	<u>P R E S E N T P R I N C I P A L O C C U P A T I O N S [1]</u>	<u>YEAR FIRST ELECTED</u>	<u>NUMBER OF SHARES OWNED [2]</u>
HAROLD SAMUEL AIKINS 204-4001 Mt. Seymour North Vancouver, B. C. DIRECTOR/PRESIDENT	Mining Executive, President and Manager, Sovereign Metals Corporation and and Nuspar Resources Ltd. since July 1976	1976	57,500 [all direct]
THOMAS CAMERON SCOTT #32 - 1243 Thurlow Street Vancouver, B. C. DIRECTOR	Geologist, Director of Nuspar Resources Ltd. since October 31, 1980	1980	NIL
ALEXANDER DAVID KENNETH BURTON, P.Eng. 5900 No. 1 Road Richmond, B. C. DIRECTOR	Consulting geological engineer; President, Burton Consulting, Inc.; Director, Nuspar Resources Ltd.	1981	10,000
ROBERT LAWRENCE CARD 3170 Alma Street Vancouver, B. C. DIRECTOR	Financial Consultant, 1980-Present; Auditor, Revenue Canada Taxation, 1975-80; Director, Capilano Resources Inc., Guardian Resource Corporation, Nuspar Resources Ltd., Corinth Resources Ltd., Cous Creek Copper Mines Ltd., Best Resources Ltd.	1982	NIL

[1] Each of the above-named nominees has held the principal occupation or employment indicated for at least five years.

[2] Common shares beneficially owned by Directors [directly or indirectly] as of October 4, 1983 based on information furnished to the Company by individual directors.

Advance Notice of the Annual General Meeting was printed in The Province newspaper, Vancouver, British Columbia on September 13, 1983.

6. APPOINTMENT AND REMUNERATION OF AUDITORS

The persons named in the enclosed Instrument of Proxy will vote for the appointment of JOHN G. OSWALD, Chartered Accountant, as Auditor of the Company to hold office until the next Annual General Meeting of members at a remuneration to be fixed by the Board of Directors.

7. REMUNERATION OF MANAGEMENT AND OTHERS

During the year ended July 31, 1983, H.S. Aikins received a salary of \$9,600.

Except as set out in Item 10 herein, no options to purchase securities of the Company and no pension benefits have been granted to or exercised by the Directors and Senior Officers of the Company or any of them during the Company's last completed financial year nor are any such options or pension benefits contemplated.

8. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as set out in Items 7 and 10 herein, no Director, Senior Officer or proposed nominee for election as a Director of the Company herein named and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's last completed financial year, or in any proposed transaction, which in either such case has materially affected or will materially affect the Company.

9. MANAGEMENT CONTRACTS

There is no management contract as such extant between the Company and a third party. No Director or Senior Officer of the Company, no proposed nominee for election as a Director of the Company herein named, and no associate of any such Director, Senior Officer or proposed nominee is or has been indebted to the Company at any time since the beginning of the last financial year of the Company, other than for purchases subject to the usual trade terms, for ordinary travel and expense advances, and for other like transactions.

10. PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Subject to regulatory approval, the Company proposes to grant Directors' Stock Options in accordance with regulatory policy. The Directors' Stock Option Agreements provide that Member approval is required and, therefore, Members will be asked to pass a resolution approving the granting of Directors' Stock Options.



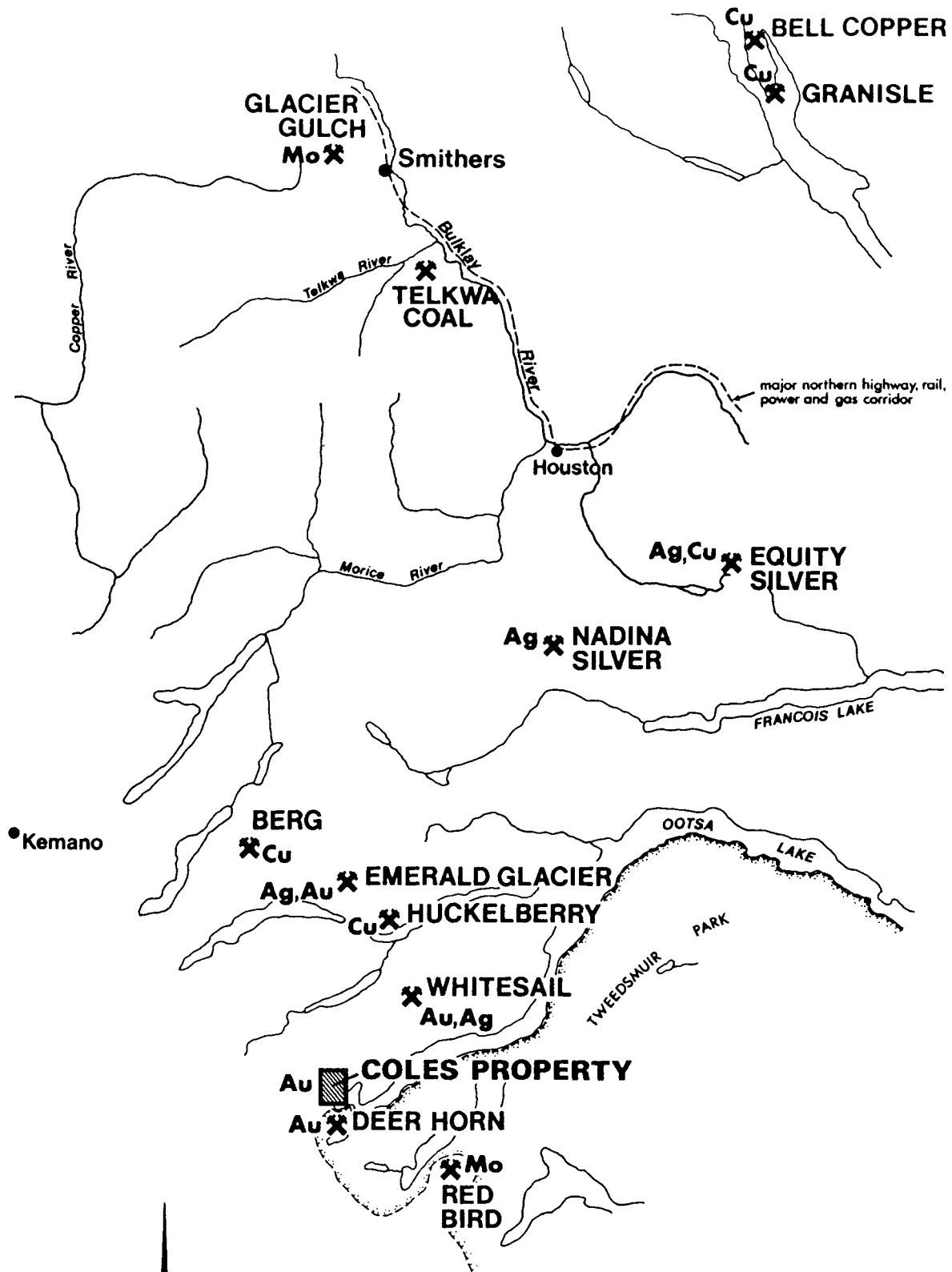
The Management of the Company knows of no matters to come before the said Meeting other than the matters referred to in the Notice of Meeting. However, if any matters which are not now known to the Management of the Company shall properly come before the said Meeting, the Proxy given pursuant to this solicitation by the Management of the Company will be voted in accordance with the instructions of the Member voting by Proxy. If the Member votes for the transacting of further business, the Proxy will be voted in accordance with the discretion of the proxyholder named.

DATED at VANCOUVER, British Columbia this 4th day of October, 1983.

BY ORDER OF THE BOARD


"H. SAMUEL AIKINS"

-----  
President

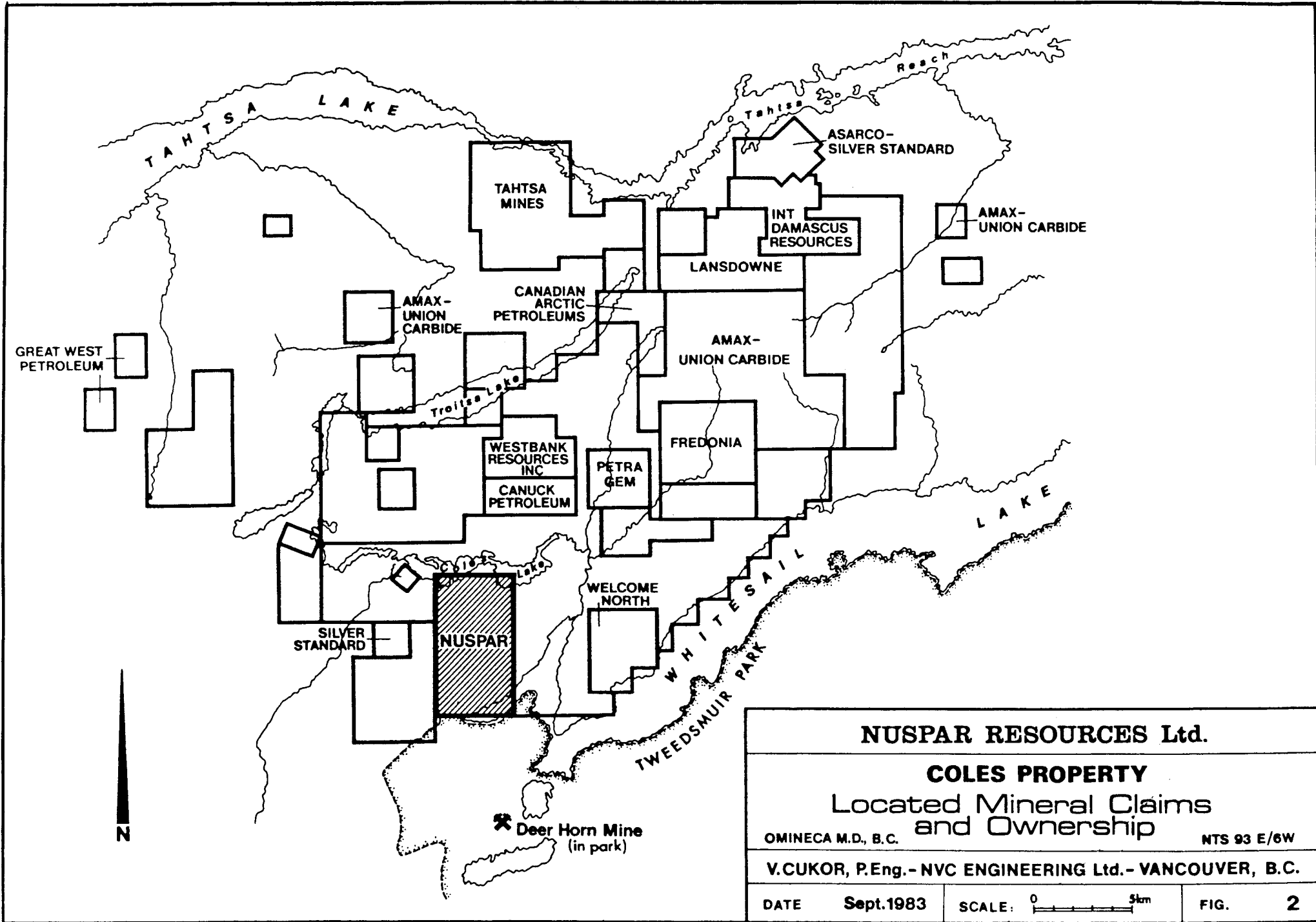


•Kemano



<b>NUSPAR RESOURCES Ltd.</b>		
<b>COLES PROPERTY</b>		
<b>MAJOR MINERAL PROPERTIES</b>		
West Central British Columbia		
OMINECA M.D., B.C.		NTS 93 E/6W
V. CUKOR, P. Eng. - NVC ENGINEERING Ltd. - VANCOUVER, B.C.		
DATE: <b>Sept. 1983</b>	SCALE: 	FIG. <b>4</b>

By Dr T.A. Richards



**NUSPAR RESOURCES Ltd.**

**COLES PROPERTY**

Located Mineral Claims  
and Ownership

OMINECA M.D., B.C.

NTS 93 E/6W

V.CUKOR, P.Eng. - NVC ENGINEERING Ltd. - VANCOUVER, B.C.

DATE **Sept. 1983**

SCALE: 0 5km

FIG. **2**

## **CORPORATE INFORMATION**

### **Head Office**

305 - 535 Thurlow Street  
Vancouver, B.C. V6E 3L2  
(604) 687-7981

### **Directors and Officers**

H. S. AIKINS  
President/Director  
North Vancouver, B.C.

T. C. SCOTT  
Director  
Vancouver, B.C.

M. L. PASQUALOTTO  
Secretary  
Vancouver, B.C.

A. D. K. BURTON  
Director  
Richmond, B.C.

R. L. CARD  
Director  
Vancouver, B.C.

### **Solicitor and Registered Office**

DuMoulin Black  
1004 - 595 Howe Street  
Vancouver, B.C. V6C 2T5

### **Auditor**

John G. Oswald  
1112 Kapilano 100  
100 Park Royal South  
West Vancouver, B.C. V7T 1A2

### **Transfer Agent**

The Canada Trust Company  
Four Bentall Centre  
1055 Dunsmuir Street  
Vancouver, B.C. V7X 1P3

### **Bank**

Bank of Montreal  
1105 West Georgia Street  
Vancouver, B.C. V6E 3G8

### **Consulting Engineers**

NVC Engineering Ltd.  
Vancouver, B.C.  
Reimchen Ulrich Geological  
Engineering  
North Vancouver, B.C.

### **Capitalization**

Authorized 10,000,000 Shares n.p.v.  
Issued 5,263,246 Shares n.p.v.

### **Exchange Listing**

Vancouver Stock Exchange,  
Ticker Symbol NUR

### **Annual General Meeting**

The Annual General Meeting will be held in the Board Room of the offices of DuMoulin, Black, Suite 1004 - 595 Howe Street, Vancouver, B.C. on Friday, November 18th, 1983 at 2:00 p.m.