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CURATOR RESOURCES LTD.

**ANNUAL
REPORT
1984**



SHAREHOLDERS' REPORT

We welcome the opportunity to review Curator's progress during its initial period as a public company. Your Company is engaged in exploring and acquiring mineral properties which have Precious Metals as their primary commodity, and holds interests in three projects located in British Columbia and North Carolina.

In the past year significant progress has been made towards fulfilling our corporate strategy as three projects were explored and drilled. Both the Agassiz-Weaver (Seneca Deposit) and the Portis properties advanced well past the exploratory drilling stage and are proceeding to establish commercial reserves. The Slide Mountain project near Quesnel, B.C., although at the early drilling phase, has many exciting targets to explore.

During the last fiscal period, your Company received \$ 520,000 from a December 1983 public offering in British Columbia. Series 'A' and 'B' warrants exercisable at \$.85 could provide an additional \$ 935,000 on or before June 18, 1984. Curator is also pursuing financing by way of a 'Flow-Through Share' issue. Funds raised in this manner will be directed to drill for additional reserves on the Seneca multi-metal zone at Agassiz-Weaver project near Chilliwack, B.C.

Curator intends to aggressively pursue and secure the necessary financing to advance the major exploration and drill programs already in hand in the Company in order to fulfill our corporate objectives. The Company will continue to develop additional prospects in new areas prospective for precious metals as a result of ongoing research and widespread contacts in the industry. The Company, through the oil and gas experience of management, will attempt to get Curator involved in the search for petroleum and natural gas in Canada.

On behalf of the Board of Directors, we would like to thank the shareholders, consultants and contractors, and Canarim Investment Corporation for their support in this initial period of operations.

Respectfully submitted,

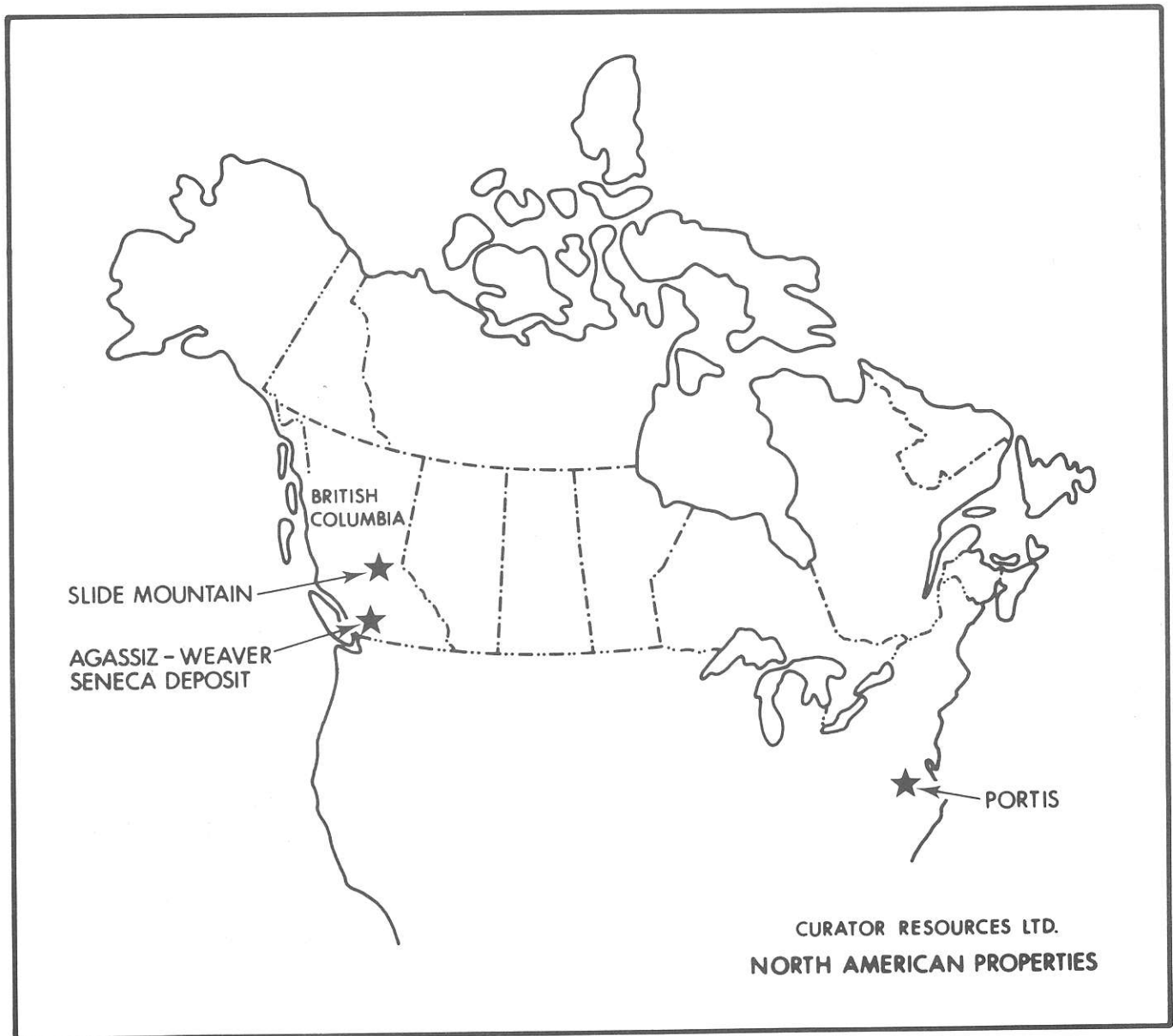


James D. Tocher, Chairman



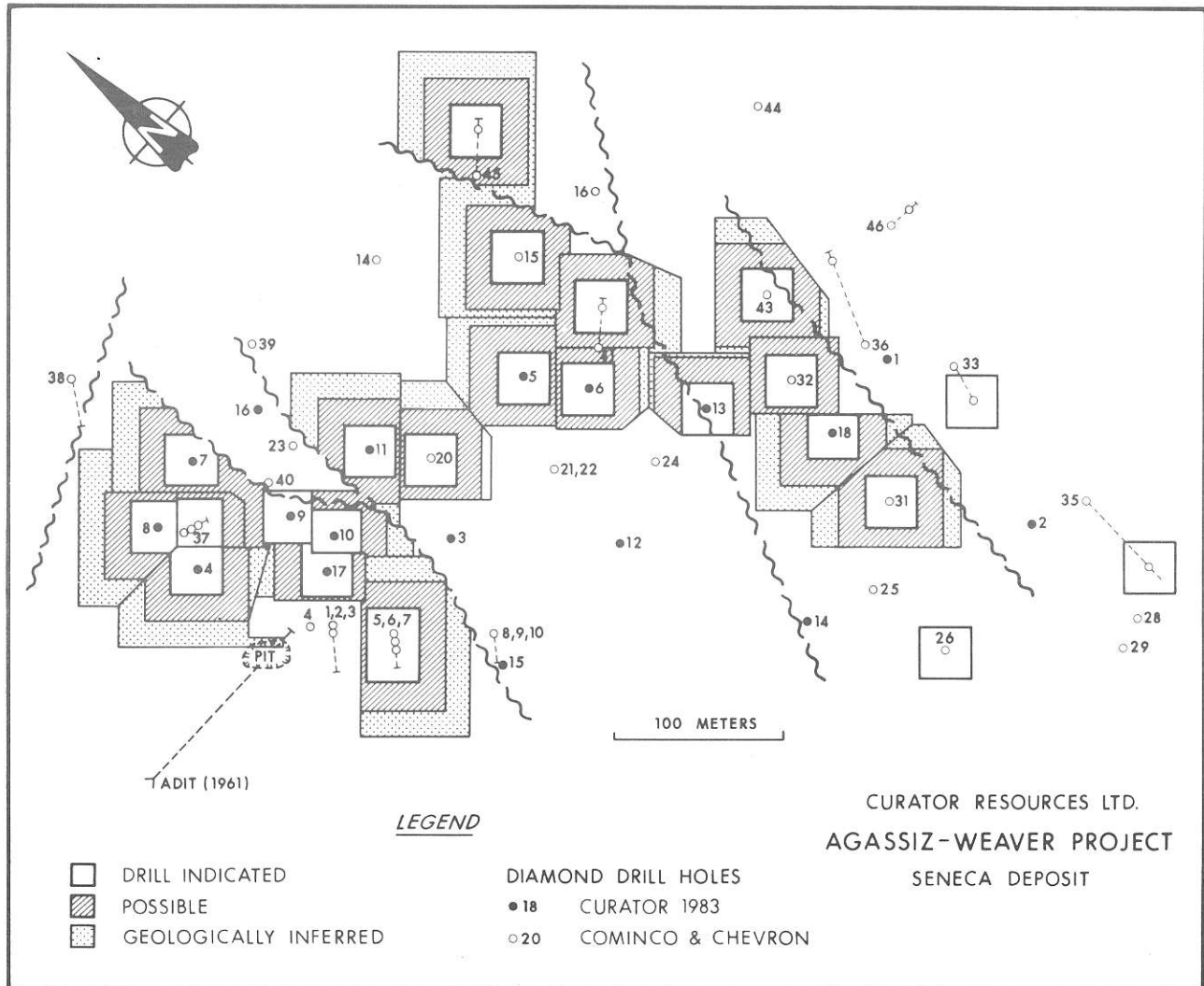
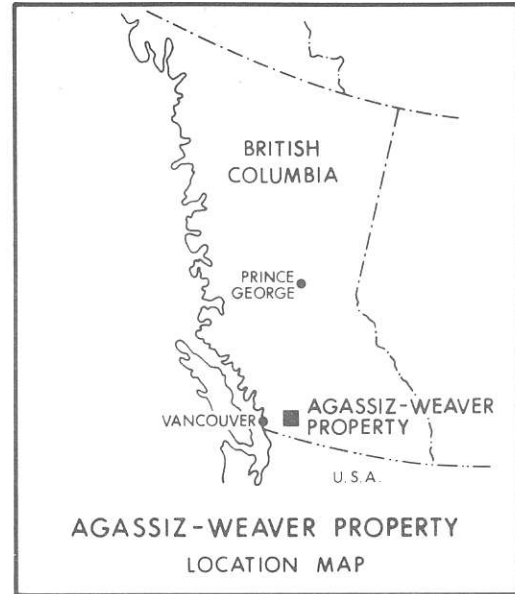
B.T. Gallant, President

EXPLORATION REPORT



AGASSIZ-WEAVER PROPERTY

The Company has an option to earn a 50% interest from Chevron Canada Limited in the Agassiz-Weaver property, on the southwest side of Harrison Lake, near Chilliwack, B.C. The property contains the Seneca Kuroko-type massive sulphide deposit on which Curator's 1983 drilling program was successful in doubling reserves. The program consisted of 8,400 feet of diamond drilling comprising 18 holes on the main Seneca deposit with 11 holes intersecting the mineralized zone.



Wright Engineers Limited have updated their mineral reserve estimate of the Seneca deposit to 1,660,550 tons from 883,000 tons. Their latest estimate of mineral reserves comprise Drill Indicated, Possible and Geologically Inferred tonnage as follows:

TONS (undiluted)	GRADE				
	Gold oz/ton	Silver oz/ton	Copper %/ton	Lead %/ton	Zinc %/ton
1,660,500	0.024	1.20	0.63	0.15	3.57

Contained within the above estimate is a significant tonnage of higher grade mineralization.

TONS (undiluted)	GRADE				
	Gold oz/ton	Silver oz/ton	Copper %/ton	Lead %/ton	Zinc %/ton
990,600	0.032	1.62	0.84	0.21	5.17

Curator's 1983 program in the Seneca deposit was designed to define the continuity and discovery of additional reserves and, to this end, the program was most successful. The Company's 1984 Seneca drilling plans will concentrate in parts of the deposit where better grades and thicknesses are postulated.

The Agassiz-Weaver property is a large claim block containing some 11,700 acres and, outside the Seneca deposit itself, three (3) other Drill Targets have been established which are slated for drilling in 1984. The Weaver and Ridge targets show coincident favorable geology, geochemical and geophysical anomalies similar to the Seneca deposit. The Trough has been shown by geological mapping to be geologically similar to the Seneca. Considering the deposit-clustering tendency of Kuroko-type deposits, the Company feels that these 3 targets are very promising.

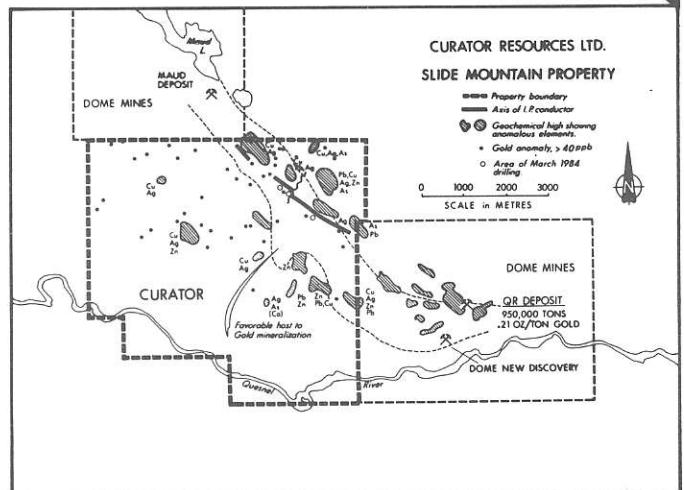
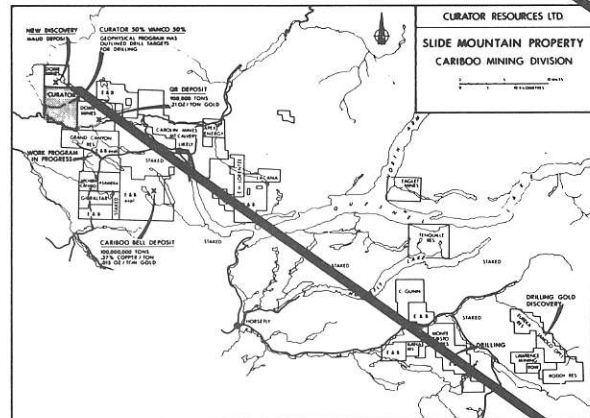
An economic analysis of the Seneca deposit has shown that an enlargement of the higher grade reserves in the Seneca or a discovery on a new target of the higher grade reserves would warrant development work towards a production decision. The Seneca deposit has many economic advantages including its location adjacent to transportation and population centres. In addition, the Seneca could be mined by adit method rather than more expensive underground shafts.

The budget for 1984, which includes drilling on the Seneca plus three additional new target areas, is estimated to be \$ 350,000.

SLIDE MOUNTAIN JOINT VENTURE

Curator Resources Ltd. - 50%

Labrador Mining & Exploration Co. Ltd. - 50% - Operator



The Slide Mountain claim block contains some 11,500 acres located in the Cariboo region of British Columbia some 50 kilometers southeast of Quesnel with good road access. The property is adjacent and on strike northwest from the Dome Mines QR gold deposit with a reported reserve of 950,000 tons grading 0.21 ounces gold. Activity in the Quesnel Trough has been high and is expected to increase significantly during 1984. Dome has made a second gold discovery southwest of the QR and has recently completed a large drilling program.

During the past year Labrador completed extensive geological, geochemical and geophysical surveys which developed coincident anomalies some of which were followed up with a shallow six hole diamond drill program comprising 2,713 feet completed in March of 1984. Although no gold was found in this drilling on the northeast corner of the property our interpretation strongly supports the possibility that the Slide 1.P. Anomaly represents the same critical calcareous, pyritic argillite unit that overlies the altered basalts hosting the adjacent Dome QR and Maud gold deposits. A full re-evaluation of the drill and surface results suggests that additional surveys should get underway over the total area of the property and, in particular, the southeast part where a large magnetic anomaly coincident with favorable geology has already been partially mapped.

Since the Slide Mountain property is large and appears to have the correct geology, Curator and Labrador expect to develop many drill targets for exploration in 1984.

PORTIS GOLD PROPERTY JOINT VENTURE

Curator Resources Ltd. - 40%
Petromet Resources Limited - 40% - Operator
Petrotex Resources Ltd. - 20%

The Portis and Argo Gold Properties contain 1,319 acres located in Franklin County, some 48 miles northeast of Raleigh, North Carolina. The property is a past producer of 20,000 to 50,000 ounces of gold during the mid-1930's. Recent work by Curator and its partners has consisted of geological mapping, prospecting, magnetometer and induced potential geophysical surveys, soil geochemistry, 37 deep trenches and 36 diamond drill holes.

The above work programs have been successful in delineating two zones of gold mineralization. The Main Zone extends for 2,000 feet by 800 feet by 10 feet thick and is open in three directions. The best drill hole intersections in the Main Zone are in Hole PM-6 which had 12 feet of 0.54 ounces per ton gold and Hole PM-35 with 15 feet of 0.35 ounces per ton gold. The Lower Zone intersected in but 3 holes extends for 600 feet and is open in all directions. The best drill hole intersections in the Lower Zone are in Hole PM-9 which had 13 feet of 0.45 ounces per ton gold and Hole PM-35 which had 7.5 feet of 0.27 ounces per ton gold.

The early 1984 work consisted of 19 trenches and 8 diamond drill holes.

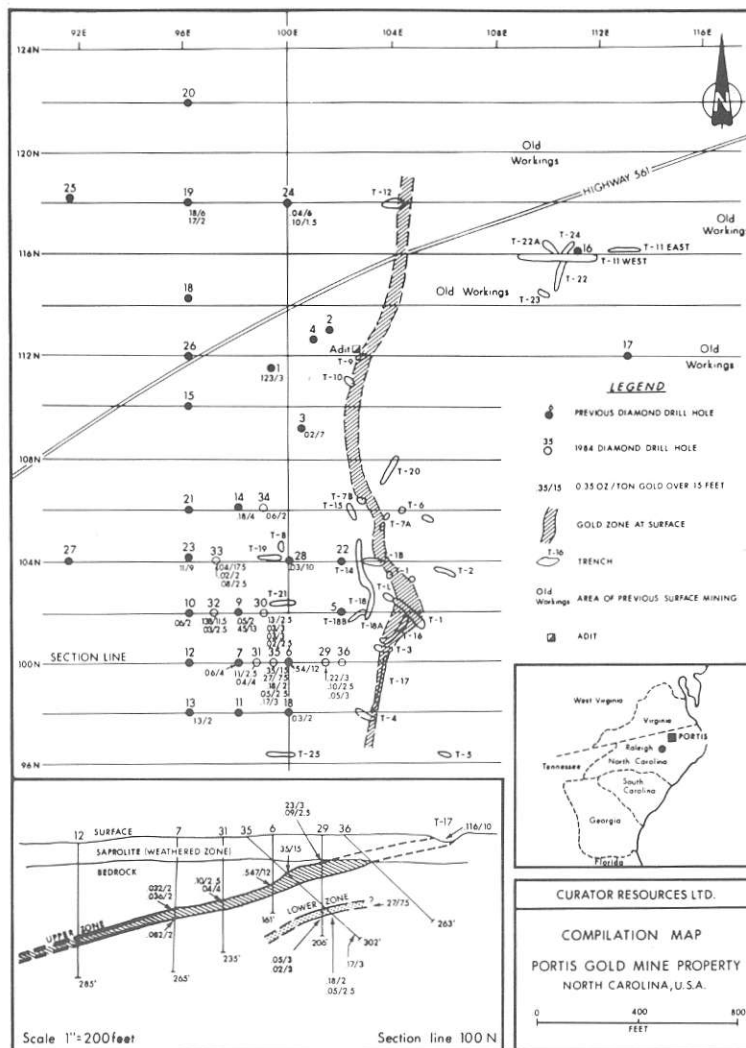
The trenching program was successful in further exposing the gold bearing felsic tuff unit outlined by trenching in 1982. In addition, a gold bearing quartz stockwork zone in lithic tuff was exposed on the west side of the old mine workings. Three trenches were dug to evaluate the placer gold potential and resulted in identifying three placer gold channels on the property.

The eight diamond drill holes were successful in further defining the underground potential of the Main and Lower gold zones.

Metallurgical bench scale tests were completed by Lakefield Research on the saprolite (weathered bedrock) and diamond drill core samples. The results indicate the flotation and cyanidation tests effected recoveries of 97% of the gold. A simple flotation process is indicated to be the most economic method of recovering the gold and producing a concentrate which could be sold directly to a smelter.

Preliminary conclusions concerning the geology and gold mineralization at Portis are as follows:

1. The structural style is relatively simple with minor faulting and folding and strikes generally north-south and dips of 15 degrees west.
2. Three gold zones have been identified in drilling. At this time the most important are the Main and Lower Zones. An Upper Zone has been identified in the northern part of the property but as yet is poorly understood.



3. The Main Zone is stratigraphic and occurs in a lithic tuff unit with chert. The Unit varies from 10 to 30 feet thick and is characterized by granoblastic quartz and up to 5% sulphides. The gold can occur as coarse visible as well as fine. Assay results are highly variable but this is considered normal when dealing with visible gold.
4. The Lower Zone occurs in a lower tuff unit associated with a quartz stockwork and lesser sulphides. The unit can be up to 50 feet thick and has the potential of the entire section being mineralized. The Lower Zone is poorly explored to date because most of the early drilling was not deep enough to intersect the zone.
5. The results to date suggest the known gold zones are 'stacked' and the potential for additional gold zones below the Lower Zone remains untested.

6. All gold zones remain open for exploration in all directions. The best exploration potential is indicated to be North along strike and down dip to the West.

The next phase of work on the property should be directed to proving drill indicated reserves in the Main Zone to a depth of 200 feet between lines 98N and 106N. This part of the program would involve 16 drill holes for a total of 6,000 feet. At least six of these holes should be drilled to a point at least 200 feet below the Lower Gold Zone to explore for other 'stacked' gold deposits. In addition, some 15 holes totalling 4,000 feet should be drilled to the north and west exploring for extensions of the Portis gold zones.



AUDITORS' REPORT

To the Shareholders of
Curator Resources Ltd.:

We have examined the consolidated balance sheet of Curator Resources Ltd. as at March 31, 1984 and the consolidated statements of deferred exploration and development expenditures, deferred administration expenditures and changes in financial position for the nine and one-half months then ended. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests and other procedures as we considered necessary in the circumstances.

In our opinion, these consolidated financial statements present fairly the financial position of the company as at March 31, 1984 and the results of its operations and the changes in its financial position for the period then ended in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding period.

Deloitte Hopkins + Sells

Chartered Accountants
Calgary, Alberta

May 3, 1984

**CURATOR RESOURCES LTD.
CONSOLIDATED BALANCE SHEET
MARCH 31, 1984**

	<u>March 31, 1984</u>	<u>June 15, 1983</u>
ASSETS		
CURRENT ASSETS		
Cash	\$ 2,141	\$ 89,551
Term deposits	104,405	-
Accounts receivable	1,400	-
Advances to partner	<u>12,025</u>	<u>-</u>
	<u>119,971</u>	<u>89,551</u>
MINERAL PROPERTIES (Note 3)	<u>263,008</u>	<u>180,778</u>
DEFERRED EXPENDITURES		
Exploration and development	310,148	27,821
Administration	<u>103,691</u>	<u>48,649</u>
	<u>413,839</u>	<u>76,470</u>
	<u>\$ 796,818</u>	<u>\$ 346,799</u>
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable	\$ 18,068	\$ 88,049
SHAREHOLDERS' EQUITY		
SHARE CAPITAL (Note 4)	<u>778,750</u>	<u>258,750</u>
	<u>\$ 796,818</u>	<u>\$ 346,799</u>

Approved by the Board:

DIRECTOR

DIRECTOR

**CURATOR RESOURCES LTD.
CONSOLIDATED STATEMENT OF
DEFERRED EXPLORATION AND DEVELOPMENT EXPENDITURES
PERIOD ENDED MARCH 31, 1984**

	1984 <u>(9-1/2 months)</u>	1983 <u>(4-1/2 months)</u>
EXPENDITURES		
Camp costs	\$ 27,345	\$ -
Drilling	161,547	-
Geological and geophysical	81,512	10,480
General	<u>11,923</u>	<u>17,341</u>
	282,327	27,821
 BALANCE, BEGINNING OF PERIOD	 <u>27,821</u>	 <u>-</u>
 BALANCE, END OF PERIOD	 <u><u>\$ 310,148</u></u>	 <u><u>\$ 27,821</u></u>

**CURATOR RESOURCES LTD.
CONSOLIDATED STATEMENT OF
DEFERRED ADMINISTRATION EXPENDITURES
PERIOD ENDED MARCH 31, 1984**

	1984 <u>(9-1/2 months)</u>	1983 <u>(4-1/2 months)</u>
EXPENDITURES		
Professional fees	\$ 23,438	\$ 37,858
Management fees (Note 6)	11,250	-
Travel and general	<u>20,354</u>	<u>10,791</u>
	55,042	48,649
 BALANCE, BEGINNING OF PERIOD	 <u>48,649</u>	 <u>-</u>
 BALANCE, END OF PERIOD	 <u><u>\$ 103,691</u></u>	 <u><u>\$ 48,649</u></u>

**CURATOR RESOURCES LTD.
CONSOLIDATED STATEMENT OF
CHANGES IN FINANCIAL POSITION
PERIOD ENDED MARCH 31, 1984**

	<u>1984</u> <u>(9-1/2 months)</u>	<u>1983</u> <u>(4-1/2 months)</u>
SOURCES OF WORKING CAPITAL		
Issue of shares for cash	<u>\$ 520,000</u>	<u>\$ 251,250</u>
USES OF WORKING CAPITAL		
Acquisition of mineral properties	82,230	173,278
Deferred expenditures	<u>337,369</u>	<u>76,470</u>
	<u>419,599</u>	<u>249,748</u>
INCREASE IN WORKING CAPITAL	100,401	1,502
WORKING CAPITAL, BEGINNING OF PERIOD	<u>1,502</u>	<u>-</u>
WORKING CAPITAL, END OF PERIOD	<u>\$ 101,903</u>	<u>\$ 1,502</u>

**CURATOR RESOURCES LTD.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 1984**

1. BASIS OF PRESENTATION OF FINANCIAL STATEMENTS

The company was incorporated on February 3, 1983 under the Company Act of British Columbia.

The company's first fiscal period ended June 15, 1983. Subsequently, the company changed its fiscal year end to March 31, 1984. Accordingly, the consolidated statements of deferred exploration and development expenditures, administration expenditures and changes in financial position contain amounts from June 16, 1983 to March 31, 1984, with comparative amounts from the date of incorporation to June 15, 1983.

2. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with generally accepted accounting principles, and reflect the following policies:

PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the accounts of Curator Resources Ltd. and its wholly-owned subsidiary, 290842 Alberta Ltd.

MINERAL PROPERTIES

Mineral properties represents the cost of acquisition of certain mineral claims in Canada and the United States. These costs will be amortized against income from the properties if they are brought into commercial production, or written off in the year they are abandoned.

DEFERRED EXPENDITURES

All activities of the company are presently directed at the acquisition and development of mineral properties. The company defers all expenditures less income and recoveries. These costs will be amortized against income if the company's mineral properties are brought into commercial production, or written off if the properties are abandoned.

TRANSLATION OF FOREIGN CURRENCIES

U.S. dollar amounts in these financial statements are translated into Canadian dollars on the following basis:

- (a) Current assets and current liabilities - at the rate of exchange prevailing at period end.
- (b) Mineral properties and deferred expenditures - at the rates of exchange prevailing when the expenditures were incurred.
- (c) Gains and losses on translation amounts denominated in United States dollars are included in deferred administration expenditures.

3. MINERAL PROPERTIES

Details of mineral properties are as follows:

	March 31, 1984	June 15, 1983
50% interest in a joint venture agreement for the exploration and development of certain mineral claims in British Columbia	\$ 27,000	\$ 27,000
Option to acquire a 40% working interest in a mining lease in North Carolina	146,508	77,278
Option to acquire a 50% working interest in certain mineral claims in British Columbia	<u>89,500</u>	<u>76,500</u>
	<u>\$ 263,008</u>	<u>\$ 180,778</u>

4. SHARE CAPITAL

Authorized

Common shares without par value	100,000,000
Class A preference shares, issuable in series with a par value of \$10 each	100,000,000
Class B preference shares, issuable in series with a par value of \$50 each	100,000,000

Issued

	March 31, 1984		June 15, 1983	
	Number	Amount	Number	Amount
Common shares				
Balance, beginning of period	1,925,001	\$ 258,750	-	\$ -
Issued for cash	800,000	520,000	1,175,001	251,250
Issued upon acquisition of subsidiary company	-	-	<u>750,000</u>	<u>7,500</u>
Balance, end of period	<u>2,725,001</u>	<u>\$ 778,750</u>	<u>1,925,001</u>	<u>\$ 258,750</u>

During the period ended March 31, 1984, the company participated in a public offering of its shares.

The offering took the form of a sale of 800,000 Units at \$ 0.75 per Unit. Each Unit consisted of one common share and two Series A Share Purchase Warrants which allow the holder to purchase one additional common share at a price of \$ 0.85 on or before June 13, 1984. In addition, 300,000 Series B Share Purchase Warrants were issued to the Agent for the offering. Each Series B Share Purchase Warrant entitles the holder to purchase one common share of the company at a price of \$ 0.85 on or before June 13, 1984. Net proceeds of the issue after commissions amounted to \$ 520,000.

Of the issued shares, 750,000 are held in escrow.

5. STOCK OPTIONS

The company has granted stock options to directors, officers and employees of the company for a total of 170,000 shares. Options are exercisable at a price of \$ 1 and expire in 1985.

6. RELATED PARTIES

During the period, the company paid management fees of \$ 11,250 to an officer and director of the company.

7. COMMITMENTS

The company is committed:

- to expend certain amounts to maintain its option to acquire a 50% working interest in certain mineral claims in British Columbia.

Period to December 31, 1984 \$ 270,000

Year ended December 31, 1985 \$ 300,000

- to make payments of \$ 40,000 per annum, from February 1, 1985, to maintain its option in North Carolina.

CORPORATE INFORMATION

CURATOR RESOURCES LTD.

HEAD OFFICE:

Curator Resources Ltd.
510, 840 - 6th Avenue S.W.
Calgary, Alberta T2P 3E5
403-233-2200

OFFICERS:

James D. Tocher, Chairman
B.T. Gallant, President
R.E. Hogaboam, Secretary
J.L. Oaks, Asst. Secretary

DIRECTORS:

James D. Tocher
Bernard T. Gallant
G. Ramon Hugo

AUDITORS:

Deloitte Haskins & Sells
2300, 255 - 5th Avenue S.W.
Calgary, Alberta T2P 3G6

TRANSFER AGENT AND REGISTRAR:

National Trust Company, Limited
666 Park Place Tower, Burrard Street
Vancouver, B.C. V6C 2J7

LISTED:

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TRADING SYMBOL: CUR

LEGAL COUNSEL:

Douglas Symes & Brissenden
1600, 409 Granville Street
Vancouver, B.C. V6C 1V1

BANK:

Bank of Nova Scotia
840 - 6th Avenue S.W.
Calgary, Alberta T2P 3E5

FISCAL AGENTS:

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Vancouver, B.C. V6C 1C1

CONSULTANTS:

Wright Engineers Limited
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Garratt Geoservices Ltd.
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Kamloops, B.C. V2E 1V5

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Toronto, Ontario M5H 1W5