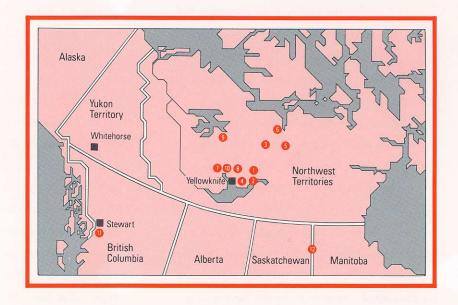


BER RESOURCES LTD.

CURRENT EXPLORATION PROJECTS



Property	Location	Resource	Acres	Interest	Partners	1990 activity
Sunrise	N.W.T.	Zinc, lead, silver	38,000	50%	Noranda, Hemisphere	Drilling, geophysics
7 Turnback	N.W.T.	Zinc, lead, silver	50,000	100%	Nanisivik	Drilling
Ontwoyto	N.W.T.	Gold	60,000	48-100%	Bow Valley, Cominco, Cogema	Drilling
Sulphide	N.W.T.	Zinc, lead, silver	14,000	50%	Noranda	Drilling, mapping
Tikiraq	N.W.T.	Gold	74,000	100%	Echo Bay	Prospecting
6 Hood	N.W.T.	Gold	46,000	100%	BHP-Utah	Drilling
Russell	N.W.T.	Gold	30,000	100%		Drilling
Goodwin	N.W.T.	Gold	500	50%	Can-Mac, Continental Pacific	Drilling, mapping
Clut	N.W.T.	Gold, copper	4,800	100%	-	Prospecting, mapping
Mosher	N.W.T.	Gold	1,200	100%	_	Bulk sampling
Kitsault	B.C.	Gold, silver, zinc	57,000	25%	Oliver Gold, Tanqueray	Drilling, geophysics, geochemistry, prospecting
10 Brown	Man./Sask.	Zinc, copper	2,200	100%		Mapping, geophysics

PRESIDENT'S REVIEW

uring the past year the Company has actively pursued exploration programs in the Northwest Territories and British Columbia. Major mining companies with whom Aber is in various joint ventures have provided the financing for much of this activity. Exploration funds being spent in 1990 by these partners will exceed \$2 million.

Aber holds large tracts of attractive mineral rights covering both drilled reserves and grass roots prospects. These holdings now total 400,000 acres and are located mainly in the Northwest Territories and British Columbia. The most significant asset yet discovered continues to be the Sunrise polymetallic deposit in which Aber owns a 50% interest. Noranda Exploration Ltd. holds an option to earn a 50% interest in the Sunrise property and is currently drilling for additional deposits. At present, reserves stand at 2,000,000 tons grading 9% zinc, 4% lead, 12 ounces per ton silver, and 0.03 ounces per ton gold. In the same volcanic belt, exploration is continuing on the Turnback Project operated by Nanisivik Mines Ltd. Several encouraging zones of base metal mineralization, requiring follow-up work, have been intersected by drilling.

Activity in northwestern British Columbia continues to escalate following the extremely rich discovery of gold, silver, and base metals at Eskay Creek. Aber has acquired an interest in a large land position covering the same formations which host the discovery. The project, which is located in the Kitsault Lake area, is operated by Oliver Gold Corporation and will be the focus of a large part of this summer's exploration effort. The 1989 program outlined a number of prospective areas requiring follow-up work and drilling.

Gold exploration in the Northwest Territories will be carried out at Contwoyto Lake, where

Cominco Ltd. has scheduled drilling for late May on the Butterfly Project. Our Tikiraq property in the George Lake area is under option to Echo Bay Mines Ltd., who will carry out grass roots work this summer. Further drilling is planned by BHP-Utah on our claims near the Hood River. Drilling carried out on the Bugow prospect at Russell Lake in January 1990 has enhanced the potential for increased tonnage and a program may be undertaken there this year. A number of smaller projects will be developed throughout the year.

Aber's proposal to acquire certain mining interests from Highwood Resources Ltd. was approved at the 1989 annual general meeting. We are pleased to report that Mr. Graham Farquharson, president of Nanisivik Mines Ltd., was appointed to the Board of Directors of the Company at the same meeting.

The Company intends to continue the process of generating new exploration projects and to bring as many of these as possible to the drilling stage. With the amount of drilling being conducted this year on Aber lands, prospects for further discoveries are excellent.

On behalf of the Board of Directors

D.G. Thomas

President

May 9, 1990

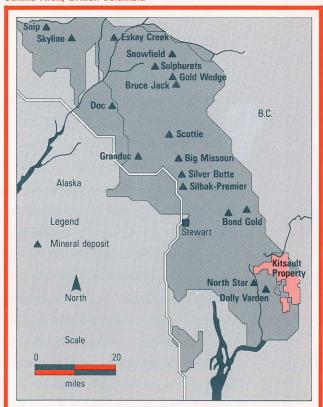
KITSAULT PROJECT

The Stikine Arch, which hosts a number of significant gold deposits, is the focus of heavy exploration activity, precipitated by the discovery of the spectacular Eskay Creek orebody. The Kitsault Joint Venture, comprising Oliver Gold Corporation (50%), Tanqueray Resources Ltd. (25%), and Aber Resources Ltd. (25%), was formed in 1989 to explore the southern extension of the same geological formations which host the high grade gold, silver, and zinc deposit at Eskay Creek. A total of 57,000 acres was acquired by option and staking, to cover 20 miles of the prospective Hazelton group of rocks in an area of known base metal and silver occurrences.

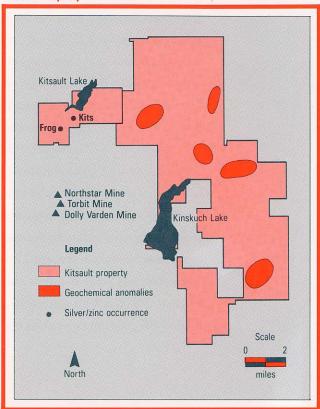
The property, situated 24 miles southeast of Stewart, B.C., was assessed by drilling on the Kits base metal zone and by prospecting and regional geochemical surveys in the extensive unexplored areas.

The base metal drilling intersected encouraging but uneconomic values while the prospecting program

Stikine Arch, British Columbia



Kitsault Property



discovered a high-grade silver and base metal-bearing structure with values up to 36% zinc, 8% lead, and 35 ounces per ton silver. This mineralized structure, known as the Frog Zone, has been traced for over 2,100 ft. along strike; the width of the zone is undetermined due to overburden. However, the host structure is in the order of 30 ft. wide. The regional geochemical survey identified a number of prospective gold and base metal anomalies throughout the property.

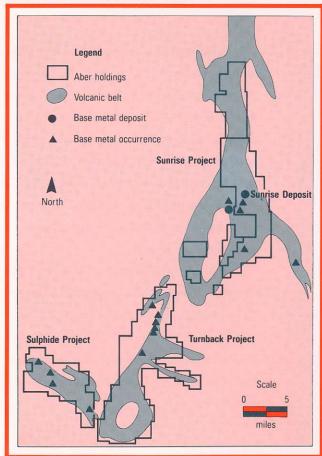
The initial 1990 program, which is budgeted at \$400,000, will comprise diamond drilling of the Frog Zone (preceded by geophysical surveys), detailed geological evaluation of the 1989 geochemical anomalies, and completion of the regional geochemical surveys in conjunction with systematic prospecting.

BEAULIEU RIVER VOLCANIC BELT

Since the discovery of the Sunrise zinc, lead, and silver deposit in 1987, Aber has acquired mineral rights covering over 100,000 acres of the host Beaulieu Volcanic Belt. Volcanogenic base metal massive sulphides characteristically occur in clusters near volcanic vent areas; several vents and numerous polymetallic surface showings exist on Aber lands.

The area is well located for development, being from 40 to 60 miles northeast of Yellowknife, N.W.T., and as close as 12 miles to a permanent road. Although single large deposits are most desirable, the economics of processing ore from several smaller deposits through a centrally located mill can be very positive. Aber's strategy is to continue exploring for a major orebody while not overlooking potential for medium tonnage deposits.

Beaulieu River Volcanic Belt, N.W.T.



Sunrise Project, N.W.T.

Noranda Exploration Ltd. holds an option to earn 50% interest in the Sunrise property presently held 50/50 by Aber Resources and Hemisphere Development Corp. Since acquiring the option in 1989, Noranda has spent close to \$2 million on geological and geophysical surveys and 34,000 ft. of exploratory drilling in search of additional massive sulphide deposits within the attractive volcanic stratigraphy covered by the 28,000 acre property. This work has succeeded in outlining broad areas of favorable alteration and stringer mineralization where detailed drilling and geophysics are required.

To date a deposit of 2.06 million tons grading 8.9% zinc, 4.2% lead, 11.8 oz/ton silver, and 0.03 oz/ton gold has been outlined. The encouraging geological evidence leads Aber management to believe that further deposits can be discovered on this very large property. In other geologically similar settings, such as the Noranda, Quebec area, numerous massive sulphide bodies were found following the initial discovery.

Turnback Project, N.W.T.

During the past year, Nanisivik Mines Ltd. conducted airborne geophysical surveys, geological and geophysical ground surveys, and 9,400 ft. of diamond drilling on Aber's 50,000 acre property in the Turnback Lake area. Thirty-five targets were drill tested and found to be mainly pyrrhotite/graphite zones with no associated base metals. However, several widely spaced holes on the KIL Zone and its extensions to the north and south have indicated a potentially continuous but narrow layer of polymetallic mineralization. A grade of 0.4% copper, 4% zinc, 1% lead, and 2 oz/ton silver was intersected over 8.9 ft. within a conductive horizon over a mile long. Numerous base metal occurrences have been found along this horizon; surface sampling has produced local grades up to 10% zinc, 5% copper, and 20 oz/ton silver. Future work, to identify areas of greater width and grade, should concentrate on systematically evaluating this horizon by diamond drilling at closer spaced intervals.

Sulphide Lake Project, N.W.T.

Aber holds a 14,000 acre block of claims under option from Noranda in the Beaulieu Volcanic Belt

southwest of Turnback Lake. The geology is favorable for polymetallic volcanogenic mineralization, and several high-grade zinc/silver occurrences on the property will be investigated this summer. This is a further project aimed at discovering additional base metal/precious metal reserves in the vicinity of the Sunrise deposit.

OTHER PROJECTS

Tikiraq Project, N.W.T.

Aber's 74,000 acre Tikiraq property adjoins the George Lake claims, where Homestake and Kerr McGee have discovered reserves in excess of 2,000,000 tons grading 0.29 oz/ton gold within Lupin-style iron formations. The Aber ground lies immediately on strike with these iron formations. Echo Bay Mines, owner of the Lupin Mine 100 miles to the west, has an option to earn a 70% interest in the Tikiraq claims by spending \$2 million within 6 years. Work commences this summer with ground reconnaissance.

Hood River, N.W.T.

During 1989, a limited drilling program was carried out on this property by BHP-Utah, who hold an option to earn a 65% interest by spending \$2 million. Low gold values were intersected in favorable volcanic rocks which will be further drilled in 1990. Considerable interest has developed in this area due to new discoveries on adjoining BHP-Utah land and claims held by Continental Pacific farther north in the same belt; large drill programs are planned by both companies.

Goodwin Lake, N.W.T.

The Goodwin claims are situated 40 miles northeast of Yellowknife and 19 miles southwest of Athabaska Gold Resources' Nicholas Lake deposit, where a reserve of 1.2 million tons grading 0.36 oz/ton gold has been identified. The Goodwin property hosts numerous gold showings associated with a diorite intrusive rock; thirty-three grab samples collected in 1989 averaged 0.34 oz/ton gold. Geological and geophysical surveys carried out last year indicate the setting is similar to that of the Nicholas Lake mineralization. The property, which is presently owned 50/50 by Aber and Continental Pacific Resources, has been optioned to Can-Mac Exploration Ltd., who can earn a 60% interest by carrying out \$2 million of exploration work over 5 years. Diamond drilling is planned for this season.

Russell Lake Area, N.W.T.

Aber holds a very large land position 20 miles north of the Mackenzie Highway which covers a geological package containing Lupin-style, goldbearing iron formations. To date, two deposits have been discovered on the Bugow and SP claims. The Bugow deposit, as outlined to date, contains 100,000 tons grading 0.3 oz/ton gold. An encouraging hole drilled in February 1990 indicates that an extension of this mineralization may exist down plunge. This possibility will be investigated by further drilling this year. Drilling on the north limb of the SP deposit in 1989 established good continuity down dip with modest tonnage potential; the best drill intersection assayed 0.52 oz/ton gold over 13.3 ft. The southern limb remains to be explored.

Contwoyto Lake Area, N.W.T.

Due to a change of priorities for Bow Valley Industries Ltd., work on our joint ventures has been confined to land maintenance over the past two years. However, numerous targets remain to be tested by diamond drilling. Cominco and Cogema will be drilling to test for depth extensions of Aber's Butterfly deposit discovered in 1987 (100,000 tons of 0.6 oz/ton gold). A separate geophysical target located beneath Butterfly Lake will be tested by ground geophysics and diamond drilling. Cogema Ltd. has optioned the Company's Au-15 claim, located seven miles west of Butterfly. Drilling is scheduled for next year following detailed analysis of geophysical data and further geological mapping.

Clut Lake, N.W.T.

The Geological Survey of Canada has recently recognized the similarity of the Great Bear Magmatic Zone in the N.W.T. and the area in South Australia which hosts the giant Olympic Dam copper-gold deposit. Applying this analogy, Aber staked a 4,800 acre property which covers an Olympic Dam-type geologic setting, including a sulphide showing which assayed 13% copper, 0.02 oz/ton gold, and 8.03 oz/ton silver in grab sample. Initial mapping and prospecting will be undertaken this year.

CONSOLIDATED BALANCE SHEETS

January 31	1990	1989	
ASSETS		(restated —	
CURRENT ASSETS		Note 1)	
Cash and term deposits	\$ 134,429	\$ 446,369	
Accounts receivable	12,811	36,642	
Share subscription receivable	39,000	_	
Current portion of loan to director	6,000	6,000	
	192,240	489,011	
DEFERRED MINERAL PROPERTY COSTS	4,446,614	3,800,054	
OIL AND GAS PROPERTIES	2	2	
FURNITURE AND FIXTURES, net of accumulated			
depreciation of \$3,800 (1989 — \$1,010)	11,219	1,788	
LOAN TO DIRECTOR	42,000	48,000	
OTHER ASSETS		1	
	\$4,692,075	\$4,338,856	
LIABILITY AND SHAREHOLDERS' EQUITY			
CURRENT LIABILITY			
Accounts payable	\$ 78,541	\$ 35,708	
SHAREHOLDERS' EQUITY			
Capital stock (Note 2)			
Authorized	The Way to the fally		
10,000,000 common shares without par value			
Issued and to be issued	7,188,604	6,287,752	
Deficit	2,575,070	1,984,604	
	4,613,534	4,303,148	
	\$4,692,075	\$4,338,856	

COMMITMENTS (Note 4)

Approved by the Board:

Director

Director

CONSOLIDATED STATEMENTS OF OPERATIONS AND DEFICIT

Years ended January 31	1990	1989
		(restated —
Revenue		Note 1)
Interest	\$ 16,824	\$ 49,426
Expenses		
Depreciation	2,790	450
Write-down and write-off of		
Oil and gas properties	1	253,588
Other assets	1	999
Abandoned mineral properties	173,995	350,241
General and administration	430,503	341,181
	607,290	946,459
LOSS FOR THE YEAR	590,466	897,033
Deficit at beginning of year	1,984,6 04	1,087,571
DEFICIT AT END OF YEAR	\$2,575,070	\$1,984,604
LOSS PER SHARE	\$.08	\$.15

CONSOLIDATED STATEMENTS OF CHANGES IN FINANCIAL POSITION

Years ended January 31	1990	1989
CASH PROVIDED BY (USED FOR)		
OPERATIONS		
Cash received from interest income	\$ 18,322	\$ 54,126
Cash applied to general and administrative expenses	(445,724)	(320,596)
	(427,402)	(266,470)
FINANCING		
Cash received from issue of capital stock	869,252	1,807,310
INVESTMENTS		
Cash received from		
Sale of mineral properties		204,054
Repayment of loan to director	6,000	6,000
	6,000	210,054
Cash applied to		
Mineral property expenditures	(747,568)	(2,478,293)
Oil and gas properties	(1)	(5,858)
Furniture and fixtures	(12,221)	
	(759,790)	(2,484,151)
	(753,790)	(2,274,097)
DECREASE IN CASH AND TERM DEPOSITS	(311,940)	(733,257)
Cash and term deposits at beginning of year	446,369	1,179,626
CASH AND TERM DEPOSITS AT END OF YEAR	\$ 134,429	\$ 446,369

CONSOLIDATED STATEMENTS OF DEFERRED MINERAL PROPERTY COSTS

Years ended January 31	1990	1989
BALANCE AT END OF YEAR		(restated —
Represented by		Note 1)
Sunrise	\$1,577,612	\$1,562,200
Bugow	676,312	542,892
S.P.	438,802	354,793
Contwoyto Lake	463,434	330,211
Other	1,290,454	1,009,958
	\$4,446,614	\$3,800,054
COSTS INCURRED DURING THE YEAR		
Acquisition, exploration and development, net of recoveries		
Sunrise	\$ 15,412	\$1,257,112
Bugow	133,420	3,967
S.P.	84,009	13,004
Contwoyto Lake	133,223	903
Other	454,491	476,544
	820,555	1,751,530
Balance at beginning of year	3,800,054	2,602,819
material graduate, the property of the second secon	4,620,609	4,354,349
Less		
Write-off of costs of abandoned mineral properties	173,995	350,241
Sale of Greenland property, at cost	-	204,054
	173,995	554,295
BALANCE AT END OF YEAR	\$4,446,614	\$3,800,054

AUDITORS' REPORT

To the Shareholders of Aber Resources Ltd.

We have examined the consolidated balance sheets of Aber Resources Ltd. as at January 31, 1990 and 1989 and the consolidated statements of operations and deficit, changes in financial position and deferred mineral property costs for the years then ended. Our examinations were 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 opinon, these consolidated financial statements present fairly the financial position of the Company as at January 31, 1990 and 1989 and the results of its operations and the changes in its financial position for the years then ended in accordance with generally accepted accounting principles applied, after giving retroactive effect to the change in the method of accounting for the issuance of flow-through shares as described in Note 1, on a consistent basis.

Vancouver, Canada March 24, 1990 Peat Marwiel Trone
Chartered Accountants

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years ended January 31, 1990 and 1989

GENERAL

The Company is incorporated under the laws of British Columbia and its principal business activities include the exploration and development of natural resource properties.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of consolidation

These consolidated financial statements include the accounts of Aber Resources Ltd. (the "Company") and its wholly owned subsidiaries, Kappa Resources, Inc. and Goodcase Ltd. (a U.K. company).

Deferred mineral property costs

All costs related to mineral properties are capitalized on a property-by-property basis. Such costs include mining claim acquisition costs and exploration and development expenditures, net of any recoveries. The costs related to a property from which there is production, together with the costs of production equipment, will be depleted and depreciated on the unit-of-production method based upon estimated proven reserves. When there is little prospect of further work on a property being carried out by the Company or its partners, the costs of that property are charged to operations.

Various of the Company's exploration and development activities related to mineral properties are conducted jointly with others. The accounts reflect only the Company's proportionate interest in such activities.

The Company is in the process of exploring its mineral properties and has not yet determined whether these properties contain ore reserves that are economically recoverable.

The recoverability of amounts shown for deferred mineral property costs is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof.

Furniture and fixtures

Furniture and fixtures are stated at cost and are depreciated using a 20% declining-balance method.

Capital stock

The premium on the issuance of flow-through shares, being the excess of the issue price over the quoted market value, is credited to deferred mineral property costs.

Loss per share

The calculation of loss per share is based on the weighted monthly average number of shares outstanding during the year.

NOTE 1. CHANGE IN ACCOUNTING POLICY In 1990 the Company retroactively changed its method of accounting for the issuance of flow-through shares. The proceeds, which were formerly credited to capital stock, are now being allocated as indicated in the policy described above.

The effect of this change was to decrease 1990 capital stock by \$7,400 (1989 – \$531,000) and 1990 deferred mineral property costs by \$7,400 (1989 – \$398,200). In addition, write-down and write-off of abandoned mineral properties and loss for the year was decreased by \$80,336 for 1989, and deficit at the beginning of 1989 was decreased by \$52,464.

NOTE 2. CAPITAL STOCK

(a) Issued and to be issued

	Number of shares	Consideration
		(restated — Note 1)
Balance at January 31, 1988	5,657,644	\$4,708,106
Issued pursuant to flow-through share subscriptions (i)	707,990	1,579,646
Balance at January 31, 1989	6,365,634	6,287,752
Year ended January 31, 1990 Issued on acquisition of properties (Note 5)	650,000	390,000
Issued and to be issued pursuant to flow-through share subscriptions	050,000	370,000
(net of issue costs of \$1,569) (ii)	487,623	350,852
Issued by private placement for cash	200,000	160,000
Balance at January 31, 1990	7,703,257	\$7,188,604

- (i) Issued as consideration for Canadian exploration expenditures of \$1,637,310 incurred on certain of the Company's mineral properties.
- (ii) Issued and to be issued as consideration for Canadian exploration expenditures of \$359,821 incurred on certain of the Company's mineral properties.
- (b) Shares reserved

As at January 31, 1989, the following shares were reserved:

 (i) 505,000 shares for exercise of stock options granted to directors, officers and employees exercisable at prices varying from \$0.80 to \$2.00 per share and expiring at various dates to December 1993.

As at January 31,1990, the following shares were reserved:

- (i) 645,000 shares for exercise of stock options granted to directors, officers and employees, exercisable at prices varying from \$0.75 to \$0.80 per share and expiring at various dates to July 1994;
- (ii) 500,000 non-transferable warrants to purchase one share at \$1 per share on or before April 11, 1992; and
- (iii) 45,503 flow-through shares for issuance as consideration for \$40,179 of Canadian exploration expenditures to be incurred on the Company's mineral properties by March 1, 1990.

NOTE 3. INCOME TAXES

As at January 31, 1990, the Company has tax loss carry-forwards available for deduction against future taxable income as follows (all subject to final determination by taxation authorities):

- (a) Loss carry-forwards for Canadian income tax purposes totalling \$1,301,200 expiring at various dates to 1996.
- (b) Loss carry-forwards for United States income tax purposes of approximately \$730,721 expiring at various dates to 2004.

Included in deferred mineral property costs are expenditures of \$3,670,216 which, in accordance with certain provisions of the Income Tax Act (Canada), will not be deductible for income tax purposes by the Company.

NOTE 4. COMMITMENTS

(a) Mineral properties

The Company has various commitments relating to joint venture and other agreements which are in the ordinary course of business. The Company's interest in joint venture properties may be subject to dilution on an expenditure ratio basis and may be converted to a net profit interest in some cases, if the Company elects not to contribute its share of expenditures. The Company is required to make expenditures over fixed periods of time in order to earn its interest in certain properties.

(b) Obligations under operating lease

The Company rents premises under a long-term lease which expires in April 1992. The lease payments due over the remaining life of the lease are:

Januar	y 31,	1991	\$76,326
Januar	y 31,	1992	76,326
Januar	y 31,	1993	19,081

NOTE 5. RELATED PARTY TRANSACTIONS

During the year ended January 31, 1990:

(a) The Company acquired from Highwood Resources Ltd., a major shareholder, a number of mineral property interests as well as furniture and fixtures and oil and natural gas property interests in exchange for 650,000 common shares of the Company and 500,000 warrants to purchase additional shares of the Company at a price of \$1, exercisable to April 11, 1992. The shares and warrants are held in escrow and are to be released one-third in each of July 1990, 1991 and 1992.

During the year ended January 31, 1989:

- (a) The Company entered into various joint venture and option agreements with Highwood Resources Ltd., a major shareholder. Management believes these agreements have been negotiated on similar terms and conditions as would have been the case had they been negotiated with other industry parties.
- (b) The Company paid \$108,000 in administrative fees to Highwood Resources Ltd., a major shareholder.
- (c) The Company sold its mineral interest in Greenland at its cost of \$204,054 to Highwood Resources Ltd., a major shareholder, and Platinova Resources Ltd., a company with a common director.

CORPORATE INFORMATION

DIRECTORS

D. Grenville Thomas Vancouver, B.C.

Thatcher L. Townsend, Jr. Winston-Salem, N.C.

Victor A. Tanaka Vancouver, B.C.

Keith A. Christofferson Vancouver, B.C.

Graham Farquharson Toronto, Ont.

OFFICERS

D. Grenville Thomas President

Victor A. Tanaka Vice-President

Robert A. Evans Secretary-Treasurer

HEAD OFFICE

700–1177 W. Hastings St. Vancouver, B.C. V6E 2K3 Tel: (604) 682-8555 Fax: (604) 685-8359

BANKERS

Royal Bank of Canada Vancouver, B.C.

TRANSFER AGENT

Montreal Trust Company Vancouver, B.C. Toronto, Ont. **AUDITORS**

Peat Marwick Thorne Vancouver, B.C.

SOLICITORS

McInnes and Neumann Vancouver, B.C.

CAPITALIZATION

Authorized: 10,000,000 Issued: 7,748,760

STOCK EXCHANGES

Toronto Stock Exchange Symbol: ABZ

NASDAQ Symbol: ABERF

ANNUAL GENERAL MEETING

The Annual General Meeting of the Shareholders of Aber Resources Ltd. will be held at 700–1177 West Hastings Street, Vancouver, British Columbia on Friday, June 15, 1990 at 10:00 a.m.

Aber Resources Ltd. 700–1177 W. Hastings St. Vancouver, B.C. V6E 2K3