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Vancouver Stock Exchange

British Columbia, Canada

Resource
Name of Section

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KERR & HODGSON MINES LTD.

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RESOURCE
SECTION

FILING STATEMENT

FS45/84

BARRIER REEF RESOURCES LTD.

Name of Company

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS ISSUED FOR INFORMATION PURPOSES ONLY.

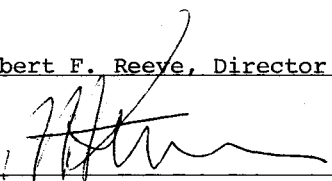
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CERTIFICATE OF THE COMPANY

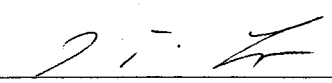
The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matter(s) referred to in Question 1 above and in respect of the Company's affairs and there is no further material information applicable.

(To be signed by two principal signing officers who are Directors and the corporate seal to be affixed.)

NAME Albert F. Reeve, Director

SIGNATURE 

NAME Jurgen T. Lau, Director

SIGNATURE 

DATED at Vancouver, B.C. this 8th day of February, 1984.



Vancouver Stock Exchange

British Columbia, Canada

FILING STATEMENT

.....
BARRIER REEF RESOURCES LTD.
.....

Name of Company

This Statement is filed with respect to the following material change(s) in the affairs of the Company:

ITEM 1 STATEMENT OF MATERIAL CHANGE IN RESPECT
OF WHICH FILING STATEMENT IS FILED

By an agreement (the "Agreement") dated February 8, 1984, between Heath Steele Mines Limited, Noranda Mines Limited (both of Suite 4500, Commerce Court West, Toronto, Ontario, M5L 1B6), and Barrier Reef Resources Ltd. (the "Company"), the Company has agreed to purchase 150,000 Common shares of Blackdome Exploration Ltd. ("Blackdome") from Noranda Mines Limited on the Closing Date at a price of \$1.50 per share, aggregating \$225,000, and in further consideration, Noranda Mines Limited has granted to the Company the right and option to purchase up to a further 550,000 shares of Blackdome as follows:

- (a) the purchase price per share shall be equal to 60% of the weighted average of the trading prices of the shares of Blackdome on the Vancouver Stock Exchange and the Toronto Stock Exchange during the 5 trading days immediately preceding the date of exercise of the option; and
- (b) the option may be exercised at any time and from time to time for a period of 270 days following the Closing Date.

The Closing Date under the Agreement is the fifth business day following regulatory approval. The transfer of the 150,000 Common shares and the granting of the option and subsequent transfer of up to 550,000 shares to the Company are subject to the issue of an Order under Section 55 of the Securities Act by the Superintendent of Brokers, and in that regard, the Company has signed a control group form of Undertaking.

Heath Steele Mines Limited is a subsidiary of Noranda Mines Limited, and Blackdome is a British Columbia reporting company whose shares are listed on the Vancouver Stock Exchange. The Company, together with its subsidiaries, presently own 700,200 shares, or 19.3% of the issued capital of Blackdome and in the event of the exercise of the option in full would own 1,400,200 shares or 38.6%. The Company intends to use the shares it acquires in Blackdome to the extent necessary to assist Blackdome in obtaining financing of a mine development program for its Black Dome Mountain Property.

The Company will borrow the sum of \$225,000 from The Royal Bank of Canada, Main Branch, Vancouver, B.C. on the Closing Date in order to purchase the initial 150,000 shares. The loan, with interest at the prime rate of interest of The Royal Bank of Canada plus 1-3/4% per annum, will be repayable within one year thereafter and, as security for the loan, the Company will pledge 380,000 shares in Blackdome.

Carl Ashenhurst, a former director of Heath Steele Mines Limited and its nominee on the Board of Directors of Blackdome, was instrumental in facilitating the foregoing transaction and in consideration therefor, the Company will make available to him 10,000 of its Blackdome shares at a purchase price of \$1.50 per share following the Closing Date.

ITEM 2 HEAD OFFICE AND ANY OTHER OFFICE ADDRESS

The head office address of the Company is 904 - 675 West Hastings Street, Vancouver, B.C., V6B 1N2. The registered and records offices of the Company are located at 3000 - 1055 West Georgia Street, Vancouver, B.C., V6E 3R3.

ITEM 3 NAMES, ADDRESSES AND CHIEF OCCUPATIONS FOR THE PAST FIVE YEARS OF THE PRESENT OR PROPOSED OFFICERS AND DIRECTORS, INCLUDING NUMBER OF SHARES EACH HOLDS BENEFICIALLY

The names, addresses and chief occupations for the past five years of the present officers and directors of the Company and the number of shares held by them are as follows:

<u>Name, Address and Position With Company</u>	<u>Occupation for Past Five Years</u>	<u>Number of Shares Held Beneficially</u>
Robert Page Chilcott 5780 Sherwood Blvd. Delta, B.C. V4L 2C6 DIRECTOR	Investment Dealer, C.M. Oliver & Company Ltd.	85,950
Jurgen Theodor Lau 3929 Marine Drive West Vancouver, B.C. V7V 1N5 DIRECTOR & SECRETARY	Barrister and Solicitor; Partner, Bull, Housser & Tupper	47,300
Gary Ralph McDonald 4555 Ramsay Road North Vancouver, B.C. V7K 2N6 DIRECTOR	Secretary, Barrier Reef Management Ltd. July/83 to date; Chartered Accountant, Self-Employed, May/83 to June/83; Audit Manager, Coopers & Lybrand, Feb./79 to April/83	7,000

Albert Frederick Reeve R.R. #1, North Road Gibsons, B.C. VON 1V0 DIRECTOR & PRESIDENT	Geologist; President, Albert F. Reeve Limited	77,000
Bryan Joseph Reynolds #1-1980 Sasamat Street Vancouver, B.C. V6R 4J1 DIRECTOR	Barrister & Solicitor, Partner, Lawrence & Shaw, Oct./83 to date; President, Advent Capital Inc., Aug./81 to date; President & Chief Executive Officer Bethlehem Copper Corporation, August/77 to July/81	1,000

*In addition, Jurgen T. Lau and Albert F. Reeve own all of the voting shares of Exaton Resources Ltd., which company owns 543,200 shares of the Company.

ITEM 4 SHARE CAPITALIZATION, SHOWING AUTHORIZED, ISSUED AND OUTSTANDING, AND WHETHER PAR VALUE OR NO PAR VALUE

The Company is authorized to issue 10,000,000 shares without par value, of which 6,833,157 shares are issued and outstanding as at the date hereof.

ITEM 5 STATE THE APPROXIMATE WORKING CAPITAL AS OF SPECIFIED DATE WITHIN LAST THREE MONTH PERIOD

As at December 31, 1983, the Company had working capital of approximately \$253,000.

ITEM 6 DETAILS OF ANY TREASURY SHARES OR OTHER SECURITIES NOW THE SUBJECT OF ANY TRANSACTION, SALE OR OPTION AGREEMENT OR OF ANY PROPOSED TRANSACTION, SALE OR OPTION AGREEMENT

Pursuant to Stock Option Agreements dated May 3, 1982, the Company granted stock options to its directors to purchase up to a total of 540,000 shares exercisable for a period of five years ending on May 3, 1987 at a price of \$0.30 per share. The options have been exercised as to a total of 503,000 shares with 37,000 shares remaining available for exercise by Bryan J. Reynolds.

Other than as disclosed in this Filing Statement, there are no treasury shares or other securities now the subject of any transaction, sale or option agreement or of any proposed transaction, sale or option agreement.

ITEM 7 ANY PAYMENT IN CASH OR SECURITIES OF THE COMPANY MADE OR TO BE MADE TO A PROMOTER OR FINDER IN CONNECTION WITH ANY AGREEMENT OR TRANSACTION

Other than set forth in Item 1 hereof, no payments in cash or securities of the Company have been made or are

to be made to a promoter or finder in connection with any agreement or transaction disclosed in this Filing Statement.

ITEM 8 BRIEF STATEMENT OF COMPANY'S FUTURE DEVELOPMENT PLANS, STATING PROPOSED EXPENDITURES

High Lake (Ontario)

The Company completed a surface program of geological, geophysical and geochemical surveys on this prospect in 1983 and its consulting geologist has recommended a drilling program estimated to cost \$1,000,000. Financing arrangements for this program have not yet been finalized.

ITEM 9 BRIEF STATEMENT OF COMPANY'S DEVELOPMENT WORK DURING THE PAST YEAR AND RESULTS OF THAT WORK, INCLUDING AMOUNTS OF MONEY SPENT ON EACH PROPERTY

During 1983, the following programs of exploration work were carried out on the Company's properties:

Kakagi Lake

The Company completed 4,000 feet of diamond drilling on this prospect in 1983 at a cost of \$173,000. The Company earned 750,000 shares of a related corporation for doing this work.

In addition, the Company owns or controls in excess of 19% of the issued capital of Blackdome Exploration Ltd. and 50% of Frances Resources Ltd. and during 1983, work was carried out on their properties as follows:

(a) Blackdome Exploration Ltd.

2,200 feet of drifting was carried out on the Black Dome Mountain Property at a cost of \$1,500,000. This work was financed by Noranda Mines Limited.

(b) Frances Resources Ltd.

A trenching program was carried out on the Wicks Lake property near Kenora, Ontario at a cost of \$58,000. This work was financed by the Company by way of advances to Frances Resources Ltd.

ITEM 10 NUMBER OF SHARES HELD IN ESCROW OR IN POOL AND NAME OF TRANSFER AGENT AND REGISTRAR

There are no shares in the capital of the Company held in escrow or pool. The Company's Transfer Agent and Registrar is Canada Permanent Trust Company, 701 West Georgia Street, Vancouver, B.C., V7Y 1E5.

ITEM 11 NAMES, ADDRESSES AND SHAREHOLDINGS OF
FIVE LARGEST SHAREHOLDERS

The names, addresses and shareholdings of the five largest shareholders of the Company as at January 20, 1984 are as follows:

<u>Name and Address</u>	<u>No. of Shares</u>
Exaton Resources Ltd.* 906 - 675 West Hastings Street Vancouver, B.C. V6B 1N2	543,200
Transhare Co.** Box 49160 Bentall Centre Vancouver, B.C. V7X 1K6	180,700
C.M. Oliver & Company Ltd.** 200 - 750 West Pender Street Vancouver, B.C. V6C 1B5	159,713
Nesbitt Thomson Bongard Inc.** P.O. Box 35, Royal Trust Tower Toronto, Ontario M5K 1C4	152,600
Canarim Investment Corporation Ltd.** 2200-609 Granville Street Vancouver, B.C. V7Y 1H2	124,800

*Albert F. Reeve and Jurgen T. Lau, both directors and senior officers of the Company, own all of the voting shares of Exaton Resources Ltd.

**The Company has no knowledge as to the beneficial ownership of these shares.

ITEM 12 NAMES AND ADDRESSES OF PERSONS WHOSE
SHAREHOLDINGS ARE LARGE ENOUGH TO
MATERIALLY AFFECT CONTROL OF THE COMPANY,
SHOWING NUMBER OF SHARES BENEFICIALLY
OWNED, DIRECTLY OR INDIRECTLY

No person or corporation has shareholdings large enough to materially affect control of the Company.

ITEM 13 STATEMENT OF ASSETS INCLUDING INVESTMENT IN
SHARES OR OTHER SECURITIES OF OTHER COMPANIES

The Company's assets include investments in shares or other securities of other companies as follows:

<u>Name of Company</u>	<u>No. of Shares</u>	<u>Cost or Book Value</u>	<u>Present Market Value</u>	<u>Date Acquired</u>
Castlemaine Explorations Ltd.	1,012,334	\$601,425	No Quoted Value *	16,000-Apr.11/74 12,000-Apr.8/75 145,667-Dec.3/76 52,500-Feb.28/78 400,205-Dec.1/80 290,912-Feb.3/81 95,050-Apr.5/83
Blackdome Exploration Ltd.	255,100	\$335,011	\$1,020,400	125,000-Aug./78 30,000-June/79 10,000-Aug./79 600-Dec./79 4,400-Feb./80 5,100-May/80 80,000-Nov.17/80
Empire Valley Gold Mines Ltd. (N.P.L.)	663,180	\$124,346 (deemed)	No Quoted Value *	409,030-June 12/79 254,250-July 11/79
Frances Resources Ltd.	750,000	\$187,500	No Quoted Value *	1-Dec.17/82 749,999-Oct.25/83

*None of these companies' shares are listed on a stock exchange and no public market exists for the shares.

ITEM 14 LIST ANY BONDS, DEBENTURES, NOTES, MORTGAGES, UNSECURED LOANS, CHARGES, LIENS OR HYPOTHECATIONS OUTSTANDING

Other than as disclosed in Item 1 hereof, the Company has no bonds, debentures, notes, mortgages, unsecured loans, charges, liens or hypothecations outstanding.

ITEM 15 GOOD STANDING OF THE COMPANY

The Company is in good standing with the Registrar of Companies as at the date of this filing.

ITEM 16 BRIEF STATEMENT OF ANY LAWSUITS PENDING OR IN PROGRESS AGAINST THE COMPANY OR ITS PROPERTIES

The Company commenced an action in the Supreme Court of British Columbia on January 23, 1984 against Kidd Creek Mines Ltd. of Suite 5000, Commerce Court, Toronto, Ontario. The Company claims that the sum of \$55,251 is owing to it, being Kidd Creek's pro rata obligation to pay advances on net proceeds from commercial production for 1982, based on Kidd Creek's 46.36% undivided interest in the Robb Lake Property.

Other than the foregoing, there are no lawsuits pending or in progress against the Company or its properties.

ITEM 17 DATES OF AND PARTIES TO EVERY MATERIAL CONTRACT ENTERED INTO BY THE COMPANY WHICH IS STILL IN EFFECT AND NOT DISCLOSED IN THE FOREGOING

The following are material contracts entered into by the Company which are still in effect and which have not been disclosed in the foregoing:

- (a) Joint Venture Agreement dated December 14, 1971 between Ecstall Mining Limited, Peregrine Exploration Ltd. (one of the predecessor companies of the Company), and Arrow Inter-America Corporation (as of December 21, 1982, Arrow has quit-claimed its interest to the Company and is no longer a member of the joint venture).
- (b) Exploration Agreement dated February 29, 1974 between the Company and Rio Tinto Canadian Exploration Limited, as amended by amending agreements dated February 3, 1975 and February 6, 1978.
- (c) Joint Venture exploration agreement not reduced in writing under which the Company and Castlemaine Explorations Ltd. carry out mineral exploration. The Company is the operator of the joint venture.
- (d) Letter Agreement dated September 24, 1982 between Esso Minerals Canada, the Company, Castlemaine Explorations Ltd. and Action Resources Ltd. (Joseph - Foghorn Claims).
- (e) Option Agreement dated July 5, 1983 between Gladys Stevens and the Company, under which the Company received an option to acquire two mining leases and six mineral claims in the Kenora Mining Division, Ontario (High Lake).
- (f) Option Agreement dated July 8, 1983 between Roslyn Alcock and the Company, under which the Company received an option to acquire seven mineral leases in the Kenora Mining Division, Ontario (High Lake).

The above contracts are in respect of mining properties of significant potential. The Company is a party to other contracts related to mineral exploration and the subject matter of those contracts is either grass root exploration or early stage examination of properties whose mineral potential has not been established. Therefore, those contracts are not considered material.

ITEM 18 REMUNERATION OR OTHER CONSIDERATION PAID OR PAYABLE TO DIRECTORS AND/OR OFFICERS OF THE COMPANY OR ITS SUBSIDIARY IN THE PAST YEAR

No direct remuneration was paid or is payable by the Company in the financial year of the Company ended December 31, 1983 to its directors and senior officers in their capacity as such. Albert F. Reeve Limited, a company

solely owned by Albert F. Reeve, was paid \$17,550 in the financial year of the Company ended December 31, 1983 for professional services and/or office services, and Barrier Reef Management Ltd., a company owned by Albert F. Reeve and Gary R. McDonald, was paid \$25,888 during the period July 1, 1983 to December 31, 1983 for professional, financial and office services. Albert F. Reeve is a director and President of the Company, and Gary R. McDonald is a director of the Company.

ITEM 19 OTHER MATERIAL FACTS

There are no other material facts.