

THIS PROSPECTUS CONSTITUTES A PUBLIC OFFERING OF THESE SECURITIES ONLY IN THOSE JURISDICTIONS WHERE THEY MAY BE LAWFULLY OFFERED FOR SALE AND THEREIN ONLY BY PERSONS PERMITTED TO SELL SUCH SECURITIES.

NO SECURITIES COMMISSION OR SIMILAR AUTHORITY IN CANADA HAS IN ANY WAY PASSED UPON THE MERITS OF THE SECURITIES OFFERED HEREUNDER, AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE.

PROSPECTUS

LYNDA LOW CLAIMS DATED: 20th February, 1984

LITTLE BEAR RESOURCES LTD.  
(hereinafter called the "Issuer")  
3475 St. Marys Ave., North Vancouver, B.C.

RECEIVED  
APR 16 1984  
LTD.

PUBLIC OFFERING

450,000 common shares

<u>Shares</u>	<u>Price to Public</u>	<u>Commission</u>	<u>Net Proceeds to be received by Issuer*</u>
Per Share:	30¢	5¢	25¢
Total:	\$135,000.00	\$22,500.00	\$112,500.00

\* Before deduction of the costs of the issue estimated to be \$10,000.00

THERE IS NO MARKET FOR THE SECURITIES OF THE ISSUER.

A PURCHASE OF THE SECURITIES OFFERED BY THIS PROSPECTUS MUST BE CONSIDERED AS SPECULATION. ALL OF THE PROPERTIES IN WHICH THE ISSUER HAS AN INTEREST ARE IN THE EXPLORATION AND DEVELOPMENT STAGE ONLY AND ARE WITHOUT A KNOWN BODY OF COMMERCIAL ORE. NO SURVEY OF ANY PROPERTY OF THE ISSUER HAS BEEN MADE AND THEREFORE IN ACCORDANCE WITH THE MINING LAWS OF THE JURISIDCTION IN WHICH THE PROPERTIES ARE SITUATE, THEIR EXISTANCE AND AREA COULD BE IN DOUBT. SEE ALSO PARAGRAPH "RISK FACTORS" ON PAGE 6.

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

UPON COMPLETION OF THIS OFFERING THIS ISSUE WILL REPRESENT 26.16% OF THE SHARES THEN OUTSTANDING AS COMPARED TO 52.33% THAT WILL THEN BE OWNED BY THE PROMOTERS, DIRECTORS AND SENIOR OFFICERS OF THE ISSUER. REFER TO THE HEADING "PRINCIPAL HOLDERS OF SECURITIES" ON PAGE 11 HEREIN FOR DETAILS OF SHARES HELD BY DIRECTORS, PROMOTERS AND CONTROLLING PERSONS.

THIS OFFERING IS SUBJECT TO A MINIMUM SUBSCRIPTION BEING RECEIVED BY THE ISSUER WITHIN 180-DAYS OF THE EFFECTIVE DATE OF 27th FEBRUARY, 1984. FURTHER PARTICULARS OF THE MINIMUM SUBSCRIPTION ARE DISCLOSED ON PAGE 6, UNDER THE CAPTION "MINIMUM SUBSCRIPTION".

ONE OR MORE OF THE DIRECTORS OF THE ISSUER HAS AN INTEREST, DIRECT OR INDIRECT, IN OTHER NATURAL RESOURCE COMPANIES. REFERENCE SHOULD BE MADE TO THE ITEM "DIRECTORS AND OFFICERS" ON PAGE 1 FOR A COMMENT AS TO THE RESOLUTION OF POSSIBLE CONFLICTS OF INTEREST.

EFFECTIVE DATE: 27TH FEBRUARY, 1984.

823342

*Front cover*

THIS PROSPECTUS CONSTITUTES A PUBLIC OFFERING OF THESE SECURITIES ONLY IN THOSE JURISDICTIONS WHERE THEY MAY BE LAWFULLY OFFERED FOR SALE AND THEREIN ONLY BY PERSONS PERMITTED TO SELL SUCH SECURITIES.

I N D E X

	<u>Page</u>
New Issue	Front Page Cover
Name and Incorporation of Issuer	1
Plan of Distribution	1
Directors and Officers	1
Capitalization	3
Prior Sales	3
Description of Share Capital	4
Use of Proceeds	4
Minimum Subscription	6
Risk Factors	6
Description of Business and Property of Issuer	6
Preliminary Expenses	10
Principal Holders of Shares	11
Promoters	12
Remuneration of Directors and Senior Officers	12
Escrowed Shares	13
Material Contracts	14
Interest of Management and Others in Material Transactions	14
Auditors, Transfers Agents and Registrars	14
Options to Purchase Securities	14
Purchaser's Statutory Right of Rescission	15
Other Material Facts	16
Financial Statements	
Engineering Report	
Certificate	

NAME AND INCORPORATION

The full name of the Issuer is LITTLE BEAR RESOURCES LTD.; its registered and records office is at 1620 - 701 West Georgia Street, Vancouver, British Columbia and its head office is at 3475 St. Marys Avenue, North Vancouver, British Columbia.

The Issuer was incorporated on 20 August, 1980, under the laws of the Province of British Columbia by memorandum and articles. The Issuer is in good standing with the Registrar of Companies.

PLAN OF DISTRIBUTION

The Issuer by this prospectus offers (the "Offering") to sell on a best efforts basis 450,000 shares (the "shares") at the purchase price of 30¢ per share through persons or companies registered under the Securities Act and will pay a commission of 16.7% or 5¢ per share to such persons or companies for each such share sold. The Offering will be made within a period of 180-days after the date of issuance (the "Effective Date") of a receipt for this Prospectus by the Superintendent of Brokers for British Columbia ("Superintendent"). The offering price of the shares shall be 30¢ per share.

DIRECTORS AND OFFICERS

<u>Name and Address</u>	<u>Principal Occupation for past five years</u>	<u>Position with the Issuer</u>
ROBERT ASHTON MATTHEWS 3475 St. Marys Ave. North Vancouver, B.C.	<u>May 74 to May 80</u> , Manager of Ram Investments Ltd. <u>June 80 to Feb 81</u> , Salesman with Grouse Realty Ltd. <u>Mar. 81 to Feb 82</u> , Salesman with A.E. LePage Ltd. <u>Mar. 82 to date</u> , Manager of Ram Investments Ltd. a non-reporting investment and management company.	President and director

DIRECTORS AND OFFICERS (contd.)

<u>Name and Address</u>	<u>Principal Occupation for past five years</u>	<u>Position with the Issuer</u>
ROBERT ASHTON MATTHEWS continued	<u>Mar. 71 to date, Director of Gibraltar Mines Ltd.</u> <u>May, 83 to Oct. 83, President and director of Tri-State Resources Ltd.</u>	
LOIS ISOBEL MATTHEWS 3475 St. Marys Ave. North Vancouver, B.C.	<u>May 77 to Aug. 80.</u> Property Manager with Ogoogo Investments Ltd. <u>Sept. to Dec. 80,</u> Office Manager with T.N.T. Distributors Ltd. <u>Dec. 80 to Mar. 81,</u> Accountant with Derco Industries Ltd. <u>Mar. 81 to Nov. 81,</u> Unemployed <u>Nov. 81 to Aug. 82,</u> Property Manager with D.M.D. Enterprises Ltd. <u>Aug. 82 to May, 83,</u> Unemployed <u>May, 83 to Oct. 83,</u> Secretary and Director of Tri-State Resources Ltd.	Secretary and director
THOMAS PATRICK BOWES 18356 - 58B Ave. Cloverdale, B.C.	<u>Aug. 75 to date,</u> Director of Laredo Petroleums Ltd. <u>June 76 to date,</u> Director of Dungannon Explorations Ltd. <u>May 80 to date,</u> Director of Freedom Resources Ltd. <u>Aug. 79 to Feb. 81,</u> Director of Grenoble Energy Ltd. and various other resource companies.	Director

Because some of the directors of the Issuer are also directors of other mining companies a conflict of interest may develop if additional properties become available in the areas in which the Issuer's properties are presently located. The directors of the Issuer may offer the other companies the right to participate in the exploration and development of such properties, if they have funds available to pay their proportionate share of the cost of acquisition and exploration expenditures.

CAPITALIZATION

<u>Designation</u>	<u>Authorized</u>	<u>Outstanding at 23 Nov., 1983 (date of balance sheet in prospectus)</u>	<u>Outstanding at date of this prospectus</u>	<u>Outstanding if all securities being issued are sold</u>
Common Shares	5,000,000 without par value	1,270,001	1,270,001	1,720,001

PRIOR SALES

<u>Number of Shares</u>	<u>Price per Share</u>	<u>Net Cash Received</u>	<u>Commission Paid</u>
1	\$1.00	\$1.00	nil
520,000	15¢	\$78,000	nil
750,000	deemed price of 1¢ per share	\$7,500 for property	nil

All of the above shares have been sold and issued during the past year.

DESCRIPTION OF SHARE CAPITAL

The share capital structure of the Issuer consists of one class of shares only. All shares issued by the Issuer rank equally as to dividends, voting rights and any distribution of assets on winding-up or liquidation. There are no indentures or agreements limiting the payment of dividends, and there are no conversion rights, no special liquidation rights, pre-emptive rights or subscription rights. The presently outstanding share capital is not subject to any call or assessment; and the shares offered hereby, when issued and sold as described in this prospectus, will not be subject to any call or assessment.

USE OF PROCEEDS

The estimated net proceeds to be derived by the Issuer from the sale of securities being offered hereby, if all the shares are sold, are \$112,500. This sum, together with cash on hand of approximately \$30,000, will be used as follows:

Estimated cost of issue	\$10,000
Listing fee - V.S.E. Development Section	\$2,200
Stage 1 of the work programme as set out in the report of R.W. Phendler P.Eng., on the Lynda Lou Claims dated 23 Nov., 1983, a copy of which is attached hereto and which forms part of this prospectus.	\$15,015
Funds reserved for Stage 11 of the work programme of R.W. Phendler on the Lynda Lou Claim Group.	\$50,000
General corporate purposes	\$65,285
	<hr/>
	<u>\$142,500</u>

The Issuer may pursuant to the recommendations of a qualified engineer abandon in whole or in part any of its properties or may alter, as work progresses, the work programme recommended, or may make arrangements for the performance of all or any portion of such work by other persons or companies and may use any money so diverted for the purpose of conducting work or examining other properties acquired by the Issuer after the date of this prospectus, although the Issuer has no present plans in this regard. If any such event occurs during the primary distribution of the shares referred to in this prospectus, an amendment to this prospectus will be filed. If any such event occurs subsequent to completion of the primary distribution, shareholders will be notified. No part of the proceeds shall be used to invest, underwrite or trade in securities other than those that qualify as investments in which trust funds may be invested under the laws of the jurisdiction in which securities offered by this prospectus may be lawfully sold. Should the Issuer propose to use the proceeds to acquire non-trustee type securities after initial distribution of the securities offered by this prospectus, approval of the shareholders must first be obtained, and prior disclosure must be made to the securities regulatory bodies having jurisdiction over the sale of the securities being offered by this prospectus.

MINIMUM SUBSCRIPTION

Until all of the shares offered by this prospectus are sold, all subscription money will be deposited with, and held in trust by the Yorkshire Trust Company, the Issuer's Registrar and Trust Agent. If all of the shares are not sold within 180-days from the date of acceptance by the Superintendent of Brokers of this prospectus, then all subscriptions for shares held by Yorkshire Trust Company shall be returned to the subscribers in full. If all the shares are sold within the required period the Vancouver Stock Exchange's fee of \$2,200 will be held in trust by Yorkshire Trust Company for that purpose.

RISK FACTORS

The securities offered hereby are considered speculative due to the nature of the Issuer's business. There is no assurance that expenditures to be made by the Issuer will result in any discoveries of commercial ore bodies.

DESCRIPTION OF BUSINESS AND PROPERTY OF ISSUER

The principal business of the Issuer is the acquisition, exploration and development of resources properties.

LYNDA LOU CLAIMS, OSOYOOS MINING DIVISION OF BRITISH COLUMBIA

The Issuer owns the following group of located mineral claims situated in the Osoyoos Mining Division of British Columbia:



<u>Claim Name</u>	<u>Record Number</u>
Lynda Lou	3(1908)
Lynda Lou	4(1909)
Crisp	1910
Crisp 2	2(1911)
Why	1912
Why Not	1913
Cecil	2(1914)
Cecil	1915

The claims were acquired by the Issuer pursuant to an agreement with Ram Investments Ltd., 3475 St. Marys Ave., North Vancouver, B.C., dated 23 November, 1983, in consideration of \$2,000.00 (two thousand dollars) and 750,000 fully paid and non-assessable shares. Ram Investments Ltd., is owned by Robert Matthews, the President and a director of the Issuer.

The cost of the claims to Ram Investments Ltd., was \$2,000.00.

To the best knowledge of the signatories hereto no other person has received or is to receive more than a five percent interest in the consideration paid to the vendor.

The Lynda Lou claims are located at an elevation of 2,000 - 3,500-ft. about 300-Km. east of Vancouver and 45-Km. south of Penticton in south central British Columbia. It lies close to a dirt road between Cawston on Highway 3 and Oliver on Highway 97 and is accessible from both towns. This back road passes through the old abandoned mining camp of Fairview, which was active in the 1930's.

The claim lies on a westerly facing slope of moderate topography with the lower levels being grass covered and the higher elevations having a moderate tree cover of mixed varieties.

The area is relatively dry with only a few intermittent streams flowing west and northwestward. No buildings exist on the property.

The Fairview Camp is one of the older mining camps in British Columbia with work being carried out on the Stemwinder property as early as 1899. At that time, the Main level drifting totalled 780-ft. on a gold bearing quartz vein that was continuous and measured up to 20-ft. in width. A raise to the upper level was continuously in "ore". A lower crosscut also cut the main vein where it was 7-ft. in width. An average of 132 samples taken in the mine and a mill test of 353-tons averaged about 0.27-oz. Au per ton. No work was carried out in the following year (1900) due to the bad effect the Boer War was having on the English money market. Canadian capital was acquired and it was intended to sink the shaft to the 500-ft. level.

This shaft was later sunk and a considerable amount of "ore" was extracted up to 1905. Three distinct veins were worked to a depth of 500-ft.

The Morning Star (Fairview) Gold Mines Ltd., held about one mile of the quartz vein system and it is reported that several hundred tons of "rich ore" was mined from surface around 1900. Little was done until 1933 when underground work commenced. Two strong gold-bearing quartz veins occur on the property, in sheared greenstone with several lesser veins both in greenstone and granite. During 1935, the property shipped 2,983-tons averaging 0.53-oz. Au per ton. The price of gold had recently been increased from \$20 to \$35 per ounce.

It was considered that the Stemwinder property, which is located 4.0-Km. northeast of the Lynda Lou claim group, was the principal producer of the camp.

It is understood that Cominco Ltd., has been investigating the Fairview Camp recently and may carry out some diamond drilling in the near future.

There is no surface or underground plant or equipment on the property and there is no known body of commercial ore on the property.

The Issuer has done no work on the property. The proposed programme is an exploratory one designed to test for potential mineralized zones.

For further details see the report dated 23 November, 1983 made by R.W. Phendler, P.Eng., attached hereto.

F.F.H. GOLD PROSPECT, OSOYOOS MINING DIVISION OF BRITISH COLUMBIA

Pursuant to an agreement dated 17 February, 1983, the Issuer abandoned its joint venture with Freedom Resources Ltd., of 930 - 470 Granville Street, Vancouver, B.C., a reporting company. The original agreement with Freedom dated 17 November, 1983, provided for the Issuer to earn an undivided 50% interest in the following located mineral claims and crown grants situated in the Osoyoos Mining Division of British Columbia:

<u>Located Mineral Claims</u>	<u>Record Number</u>
Joan	1215
F.F.H.	1019
<u>Reverted Crown-grant</u>	
Copper King	1295

In order to earn its interest the Issuer had to:

- a. Expend \$15,000 on a diamond drilling programme.
- b. Contribute a further \$50,000 on a \$100,000 drilling programme if such drilling was warranted.

The agreement also provided for Freedom Resources Ltd., to be the operator.

T. Patrick Bowes, a director of the Issuer, is also a director of Freedom Resources Ltd.

The Issuer advanced the initial \$15,000 called for in the agreement and the money was expended on diamond drilling of the property.

The drill results obtained showed minimal mineralization and the parties terminated the joint venture.

PRELIMINARY EXPENSES

As set out in the financial statements attached hereto, the following preliminary expenses were incurred by the Company:

Exploration and development	\$23,975
Administation	\$19,746
Incorporation	\$1,056
	<hr/>
	<u>\$44,777</u>

It is not expected that any further preliminary expenses will be incurred.

PRINCIPAL HOLDERS OF SHARES

The following are particulars of the principal holders of shares of the Issuer as at the date of this prospectus:

<u>Name and Address</u>	<u>Type of Ownership</u>	<u>Number and Class of Shares Held</u>	<u>Percentage of Shares Owned</u>
Ram Investments Ltd.* 3475 St. Marys Ave., North Vancouver, B.C.	of record and beneficial	750,000	59.10%
Ashton Invest- ments Inc.** 3475 St. Marys Ave., North Vancouver, B.C.	of record and beneficial	150,000	11.81%

\*Ram Investments Ltd., is owned by Robert Matthews, President and a director of the Issuer.

\*\*Ashton Investments Inc., is owned by Lois Matthews, Secretary and a director of the Issuer.

The following shows the respective percentage holdings of the directors and senior officers of the Issuer as a group:

<u>Class</u>	<u>Percentage of Class</u>
common	70.86%

PROMOTERS

Robert Matthews, Lois Matthews and T. Patrick Bowes being directors of the Issuer, are considered the promoters of the Company in accordance with Section 1(1) of the Securities Act.

Reference is made to the caption, "Description of Business and Property of Issuer", which discloses cash and shares received by a director for property.

REMUNERATION OF DIRECTORS AND SENIOR OFFICERS

No remuneration has been paid to any director or officers from the date of incorporation to the date of this prospectus, but a company owned by a director has been receiving \$2,000 per month, for office and management services, from 1 March, 1983, pursuant to an agreement dated as of 1 March, 1983, between the Issuer and Ram Investments Ltd. The agreement is terminable on 30-days' notice by either party.

To the date of the prospectus a total of \$24,000 has been paid pursuant to the agreement.

ESCROWED SHARES

As at the date of this prospectus 750,000 shares are held in escrow by Yorkshire Trust Company of Canada, 1100 Melville Street, Vancouver, B.C., subject to the direction or determination of the Superintendent of Brokers ("Superintendent"). The escrow restrictions provide that the shares may not be traded in, dealt with in any manner whatsoever, or released, nor may the Issuer, its transfer agent or escrow holder make any transfer or record any trading of shares without the consent of the Superintendent, or upon listing of its shares, the consent of the Vancouver Stock Exchange.

In the event the Issuer loses, abandons, or fails to obtain title to all or part of the property or assets for which it allotted all or part of the escrowed shares, the Issuer will declare any such event to the Superintendent by way of a directors' resolution; and the holders of such shares, the trustee thereof and the Issuer have agreed that such number of said shares as the Superintendent determines shall have become subject to cancellation shall be transferred to the Issuer by way of gift for cancellation. If the shares of the Issuer are listed for trading on the Vancouver Stock Exchange, the said Exchange shall have jurisdiction over the cancellation of the said shares. The complete text of the escrow agreement is available for inspection at the registered office of the Issuer, 1620 - 701 West Georgia Street, Vancouver, B.C.

<u>Class</u>	<u>Number of shares held in escrow</u>	<u>% of Class</u>
common	750,000	59.10%

MATERIAL CONTRACTS

All contracts of Issuer may be inspected during normal business hours at the Issuer's records office at 1620 - 701 West Georgia Street, Vancouver, B.C.

There are no material contracts entered into by the Issuer which are not disclosed in this prospectus.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Reference is made to the caption "Description of Business and Property of Issuer", for shares issued by the Issuer to a director.

AUDITORS, TRANSFER AGENTS AND REGISTRARS.

The auditors of the Issuer are Hammond Rieve, Chartered Accountants of 207 - 2105 West 38th Street, Vancouver, B.C.

The registrar and transfer agent of the Issuer is the Yorkshire Trust Company of 1100 Melville Street, Vancouver, B.C.

OPTIONS TO PURCHASE SECURITIES

Pursuant to agreements between the Issuer and each of its directors dated 2 December, 1983, the directors have been granted stock options to purchase a total of 86,000 shares of the Issuer at 30¢ per share, exercisable from the effective date of this prospectus, for a period of two years, as follows:



Robert Matthews	-	29,000 shares
Lois Matthews	-	28,500 shares
T. Patrick Bowes	-	28,500 shares

The options are non-transferable and are subject to the approval of the Security Regulatory Bodies. Each option may only be exercised while the director is still a director of the Issuer or within a period of not more than thirty days after ceasing to be a director of the Issuer. None of the options have been exercised to date.

#### PURCHASER'S STATUTORY RIGHT OF RESCISSION

Sections 60 and 61 of the Securities Act (British Columbia) provided, in effect, that when a security is offered to the public in the course of primary distribution:

(a) A purchaser has a right to rescind a contract for the purchase of a security while still the owner thereof if a copy of the last prospectus, together with financial statements and reports and summaries of reports relating to the securities as filed with the Superintendent of Brokers were not delivered to him or his agent prior to delivery to either of them of written confirmation of the sale of the securities. Written notice of intention to commence an action for rescission must be served on the person who contracted to sell within sixty (60) days of the date of delivery of the written confirmation but no action shall be commenced after the expiration of three (3) months from the date of service of such notice.

(b) A purchaser has the right to rescind a contract for the purchase of such security while still the owner thereof if the prospectus or any amended prospectus offering such security contains an untrue statement of material fact or omits to state a material fact necessary in order to make any statement therein not misleading in the light of the circumstances in which it was made, but no action to enforce this right can be commenced by a purchaser after expiration of ninety (90) days from the later of the date of such contract or the date of which such prospectus or amended prospectus is received or is deemed to be received by him or his agent.

Reference is made to the said act for the complete text of the provisions under which the foregoing rights are conferred.

OTHER MATERIAL FACTS

There are no material facts relating to the securities offered by this prospectus which are not disclosed under the foregoing captions.

LITTLE BEAR RESOURCES LTD.

INDEX TO FINANCIAL STATEMENTS

NOVEMBER 23, 1983

Auditors' Report

Balance Sheet

Statement of Deferred Exploration and Administrative Costs

Statement of Changes in Financial Position

Notes to Financial Statements

AUDITORS' REPORT  
=====

To the Directors of  
Little Bear Resources Ltd.

We have examined the balance sheet of LITTLE BEAR RESOURCES LTD. as at November 23, 1983 and the statements of deferred exploration and administrative costs and changes in financial position for the period from January 1, 1983 to November 23, 1983. 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 financial statements present fairly the financial position of the Company as at November 23, 1983 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.



November 29, 1983, except as to  
Note 5 which is as of February 22, 1984  
Vancouver, British Columbia

Chartered Accountants

LITTLE BEAR RESOURCES LTD.

BALANCE SHEET--NOVEMBER 23, 1983

ASSETS

CURRENT ASSET:	
Cash	\$34,925
MINERAL PROPERTY (Note 2)	9,500
DEFERRED EXPLORATION AND ADMINISTRATIVE COSTS	44,777
	-----
	\$89,202
	=====

LIABILITIES

CURRENT LIABILITY:	
Accounts payable and accrued liabilities	\$ 3,701

SHAREHOLDERS' EQUITY

SHARE CAPITAL (Note 3):	
Authorized - 5,000,000 shares without par value	
Issued - 1,270,001 shares	85,501
	-----
	\$89,202
	=====

SUBSEQUENT EVENTS (Note 5)

Approved by the Directors:

.....*R. M. Arthur*.....Director

.....*A. Brown*.....Director

LITTLE BEAR RESOURCES LTD.

STATEMENT OF DEFERRED EXPLORATION AND ADMINISTRATIVE COSTS

FOR THE PERIOD FROM JANUARY 31, 1983

TO NOVEMBER 23, 1983

DEFERRED EXPLORATION COSTS:

Consulting	\$ 1,645
Drilling	15,000

Management	6,750
Maps, licenses and fees	580

Total deferred exploration costs	<u>\$23,975</u>
----------------------------------	-----------------

DEFERRED ADMINISTRATIVE COSTS:

Accounting, bookkeeping and secretarial	\$ 1,000
Audit	2,000

Incorporation	1,056
Management	6,750

Interest and bank charges	261
Office supplies and rent	4,598

Legal	2,500
Promotion and public relations	529

Transfer agency and shares	1,000
Travel, meals and accommodation	1,108

Total deferred administrative costs	<u>\$20,802</u>
-------------------------------------	-----------------

TOTAL DEFERRED EXPLORATION AND ADMINISTRATIVE COSTS	<u>\$44,777</u>
---	-----------------

LITTLE BEAR RESOURCES LTD.

STATEMENT OF CHANGES IN FINANCIAL POSITION

FOR THE PERIOD FROM JANUARY 31, 1983

TO NOVEMBER 23, 1983

SOURCE OF FUNDS:

Shares issued for cash \$78,001

APPLICATION OF FUNDS:

Acquisition of mineral properties \$ 9,500

Less: Common shares issued therefor 7,500

Deferred exploration and administrative costs \$ 2,000

44,777

-----  
\$46,777

WORKING CAPITAL, end of period

\$31,224

=====

LITTLE BEAR RESOURCES LTD.

NOTES TO FINANCIAL STATEMENTS

NOVEMBER 23, 1983

1. ACCOUNTING POLICIES

(a) Deferred Costs -

The Company is in the exploration and development stage and defers all exploration and administrative costs until such time as the projects are put into commercial production, sold or abandoned. Should the property be deemed uneconomic, these costs are charged to earnings at that time.

(b) Values -

The amounts shown for mineral properties and deferred costs represent costs to date and do not necessarily reflect present or future value as they are entirely dependent on the economic recovery of current and future reserves.

The ability to recover these amounts is dependent upon:

- i) the existence of economically recoverable reserves.
- ii) the ability of the Company to obtain the necessary financing to complete the exploration and development of the mineral properties, and
- iii) future profitable production.

(c) Cost of Maintaining Mineral Properties -

The Company does not accrue the estimated future costs of maintaining in good standing its mineral properties.

(d) Operations

The Company was incorporated on August 20, 1980 pursuant to the laws of British Columbia. It was inactive from then until 1983.

...2



2. MINERAL PROPERTIES

- (a) The Osoyoos property consisting of 8 claims was acquired from a director for consideration as follows:

75,000 shares at a deemed price of \$0.01 per share	\$7,500
Cash	2,000
	-----
	\$9,500

- (b) Joint venture agreement with Freedom Resources Ltd. ("Freedom") under which agreement the Company has paid \$15,000 for a drilling program to be conducted under the supervision of Freedom and the Company's consulting engineer. (See Note 5)

If the initial program results warrant further exploration, Freedom and the Company shall each advance a further \$25,000 for further exploration or development of the claims.

If the initial program results and the further exploration results warrant further exploration, each of the companies shall advance a further \$25,000.

In the event that the Company shall have expended a total of \$65,000 as contemplated above, the Company shall have earned an undivided interest in the property.

Amount paid to enter into the joint venture agreement	-
	-----
	\$9,500
	=====

3. SHARE CAPITAL

	Number of Shares	Amount
Issued during the period		
- escrowed shares for mineral properties	750,000	\$ 7,500
- for cash	520,001	78,001
	-----	-----
	1,270,001	\$85,501
	=====	=====

Of the Company's issued share capital, 750,000 shares which were issued in consideration for mineral claims are held in escrow and may not be traded without regulatory approval.

4. AMOUNTS PAID TO DIRECTOR AND RELATED PARTY

Amount paid at \$2,000 per month to a company controlled by a director for management and administrative services to the Company.

\$18,000  
=====

5. SUBSEQUENT EVENTS

(a) Joint venture

Initial program results did not warrant further exploration or development of the joint venture claims. By mutual agreement, the joint venturers have agreed to terminate the agreement and the Company has no further interest in these claims.

(b) Directors' stock options

The three directors were granted stock options to purchase a total of 86,000 shares of the Company at 30¢ per share exercisable for a two year period from the date of the Company's prospectus.

(c) Prospectus

The Company is proposing to offer 450,000 common shares of its treasury stock to the public by way of prospectus. This offering is expected to net the Company \$112,500. All stock must be sold within 180 days of the acceptance of this prospectus by the Superintendent of Brokers, Insurance and Real Estate of British Columbia for this offering to becoming effective. Until all shares are sold, all subscription money will be held in trust.

R. W. PHENDLER, P. Eng., GEOLOGICAL CONSULTANT,  
EXPLORATION AND MINING  
7360 DECOURCY CRES., RICHMOND, B.C. V7C 4E9 (604) 271-2588

REPORT  
ON THE  
LYNDA LOU CLAIM GROUP  
FAIRVIEW CAMP  
OSOYOOS MINING DIVISION  
BRITISH COLUMBIA

for

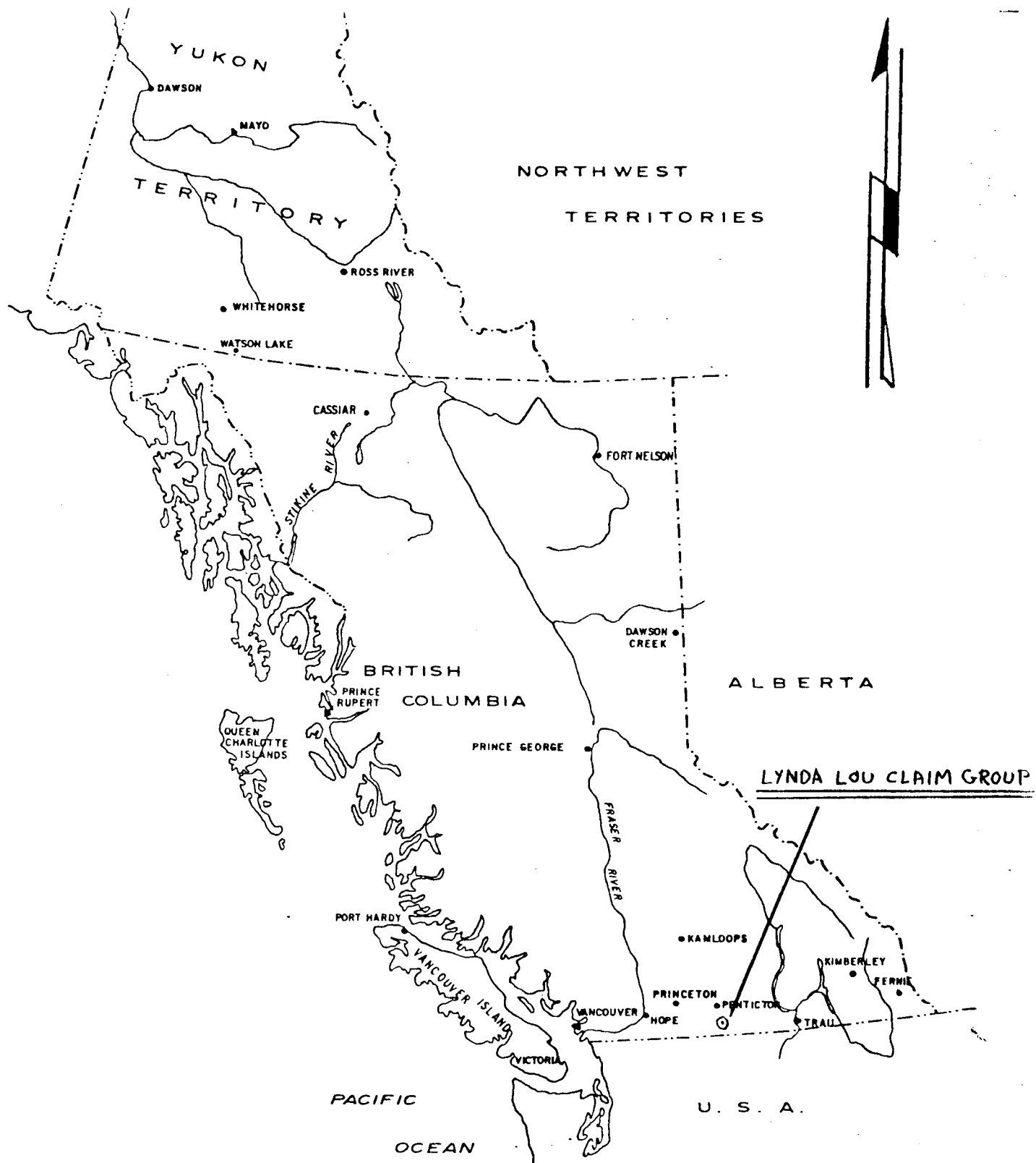
LITTLE BEAR RESOURCES LTD.

by


R.W. PHENDLER, P. ENG.

Vancouver, Canada

Nov 23, 1983



1" = 250 MILES

LOCATION MAP	
VANCOUVER	BRITISH COLUMBIA
<u>LITTLE BEAR RESOURCES LTD</u>	
LYNDA LOU CLAIM GROUP	
SCALE 1:12,672,000	
0  200 Km	
NTS.	DATE NOV, 1983 FIG No. 1

C O N T E N T S

	<u>Page</u>
PART "A"	
SUMMARY AND CONCLUSIONS.....	1
RECOMMENDATIONS.....	2
COST ESTIMATE.....	2
PART "B"	
INTRODUCTION.....	3
LOCATION AND ACCESS.....	3
PROPERTY AND OWNERSHIP.....	4
HISTORY.....	4
GEOLOGY AND MINERALIZATION.....	5
COMMENT.....	7
CERTIFICATION.....	8
BIBLIOGRAPHY.....	9

ILLUSTRATIONS

Figure 1 - Location Map - 1" = 250 miles.....(Frontispiece)	
Figure 2 - Fairview Camp - 1:25,000	10

PART "A"

SUMMARY AND CONCLUSIONS

Lying four kilometers west of the gold-bearing quartz vein system of the old Fairview mining camp, the Lynda Lou claim group appears to warrant a modest exploration program consisting of geophysical and geochemical surveying.

The Fairview gold camp is located between Cawston and Oliver in the South Okanagan region of South Central British Columbia and consists of a gold-bearing quartz vein system within a 3 kilometer-long shear zone associated with a granite-metasedimentary contact.

Exploration work and mining was carried out on the Stemwinder and Morning Star properties between 1898 and 1905 and again in the mid-1930's when the world price for gold increased from \$20 to \$35 per ounce.

The quartz vein system consists of a number of lenticular shoots that attain lengths of up to 200 feet with widths of up to 30 feet not uncommon. Widths between one and ten feet are the norm with pyrite, galena and sphalerite occurring in small to moderate amounts. Grades of the veins are somewhat of a question mark but the average of 132 chip samples taken on the Stemwinder property in 1899 averaged 0.27 oz Au per ton. This compares closely with a mill test carried out that year on 353 tons, which also averaged 0.27 oz per ton.

Shipments (probably hand-sorted) from the Morning Star property in 1935 totalled close to 3,000 tons, which averaged 0.53 oz Au per ton.

The quartz veins occur across a width of about 500 feet with the majority within the sheared metasediments. However, a number of gold-bearing quartz veins have also been found within the intrusive granitic rocks to both northeast and southwest.

It appears that the ground along strike from the known Fairview vein system has never received the benefit of modern exploration techniques to check for the presence of hidden veins and it is felt that this should be carried out at this time.

#### RECOMMENDATIONS

It is recommended that:

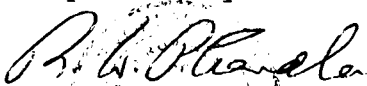
- 1) A grid be established over the Lynda Lou claim group.
- 2) A geochemical survey be carried out over the grid.
- 3) A V.L.F. electromagnetic survey and a magnetometer survey be carried out over the grid.
- 4) Prospecting and geological mapping be carried out over the grid.

#### COST ESTIMATE

1) Establish grid - 8 miles at \$200/mile .....	\$1,600
2) Geochemical survey (for gold) .....	1,600
3) Assay determination .....	950
4) V.L.F. and magnetometer survey .....	3,400
5) Prospecting and geological mapping .....	2,100
6) Engineering, geology, reports, etc. ....	2,000
7) Travel and accommodation .....	<u>2,000</u>
	Total - 13,650
	10% Contingencies - <u>1,365</u>
	Total - \$15,015

The sum of \$15,000 should be made available at this time to carry out the above program. If results are favourable, additional funds may be required to carry out additional exploration work. (Phase II, diamond drilling, \$50,000)

Respectfully submitted,

  
R.W. Phendler, P. Eng.

PART "B"INTRODUCTION

At the request of the Board of Directors of Little Bear Resources Ltd., the writer examined the Lynda Lou claim group on Nov 22, 1983. He had visited the area previously on July 10, 1983.

Many pieces of quartz float were seen. The legal corner post and sufficient claim lines were observed to satisfy the writer that the claim was staked in accordance with the Mineral Act of British Columbia.

LOCATION AND ACCESS

The Lynda Lou claims are located at an elevation of 2,000 - 3,500 feet (600 - 1,050 meters) about 300 kilometers east of Vancouver and 45 kilometers south of Penticton in south central British Columbia. It lies close to a dirt road between Cawston on Highway 3 and Oliver on Highway 97 and is accessible (3 kms E of Cawston) from both towns. This back road passes through the old abandoned mining camp of Fairview, which was active in the 1930's.

The claim lies on a westerly facing slope of moderate topography with the lower levels being grass covered (below ,000 feet) and the higher elevations having a moderate tree cover of mixed varieties.

The area is relatively dry with only a few intermittent streams flowing west and northwestward.

No buildings exist on the property.



### PROPERTY AND OWNERSHIP

The property consists of eight 2-post claims as follows: Lynda Lou 3(1908), Lynda Lou 4(1909), Crisp(1910), Crisp 2(1911), Why(1912), Why Not(1913), Cecil 2(1914) and Cecil(1915). They were recorded on Oct 17, 1983 and have been acquired by Little Bear Resources Ltd.

### HISTORY

The Fairview Camp is one of the older mining camps in British Columbia with work being carried out on the Stemwinder property as early as 1899. At that time, the Main level drifting totalled 780 feet on a gold bearing quartz vein that was continuous and measured up to 20 feet in width. A raise to the upper level was continuously in "ore". A lower crosscut also cut the main vein where it was 7.0 feet in width. An average of 132 samples taken in the mine and a mill test of 353 tons averaged about 0.27 oz Au per ton. No work was carried out in the following year (1900) due to the bad effect the Boer War was having on the English money market. Canadian capital was acquired and it was intended to sink the shaft to the 500 foot level. This shaft was later sunk and a considerable amount of "ore" was extracted up to 1905. Three distinct veins were worked to a depth of 500 feet.

The Morning Star (Fairview) Gold Mines, Ltd., held about one mile of the quartz vein system and it is reported that several hundred tons of "rich ore" was mined from surface around 1900. Little was done until 1933 when underground work commenced. Two strong gold-bearing quartz veins occur on the property, in sheared greenstone with several lesser veins both in greenstone and in granite. During 1935, the property shipped 2,983 tons averaging 0.53 oz Au per ton. The price of gold had recently been increased from \$20 to \$35 per ounce.

It was considered that the Stemwinder property, which is located 4.0 kms northeast of the Lynda Lou claim group, was the principal producer of the camp.

It is understood that Cominco Ltd. has been investigating the Fairview Camp recently and may carry out some diamond drilling in the near future.

#### GEOLOGY AND MINERALIZATION

The area in which the Lynda Lou claim group is located is underlain by a series of schists, quartzites and minor crystalline limestones known as the Kobau Group of Carboniferous Age. All these rocks have a pronounced schistosity, striking northwesterly and dipping at varying, generally steep angles to the northeast.

Intruding these metamorphic rocks, which are believed to have been derived from sedimentary formation, is a plug of quartz diorite considered to be part of the Nelson plutonic group of Cretaceous Age. This plug is oval in shape measuring about 3 kilometers in length and is located 3.5 kms east of the Lynda Lou claims. It is medium grained, flesh coloured to light brown and locally has a gneissic structure.

About 500 meters to the north of the Nelson quartz diorite plug is an elongate intrusive of light pink to grey, medium to coarse-grained granite locally known as the Oliver intrusive but grouped as part of the Valhalla intrusives. It is considered to be younger than the Nelson intrusives but also of Cretaceous Age.

Two types of dykes occur in the area, a felsitic type and a more basic type, probably a diabase.

Mineralization in the Fairview Camp consists of a series of gold-bearing quartz veins associated with a strong shear zone which runs along the contact between the meta-sediments (Kobau formation) and the Nelson granodiorite (see Figure 2). This shear zone is about 3,000 meters in length and the vein system often has as many as five shoots parallel to one another. Widths of up to 30 feet have been reported as well as small amounts of pyrite, galena and sphalerite.

The veins occur, 1) within the schist conforming with the schistosity; 2) within the schist crosscutting the lineation; or 3) within either of the two granitic intrusives. The first type has received most attention and probably was the source of most of the production. The potential shear zone curves with the greenstone-granite contact changing from a strike of N 15° W in the south to N 70° W in the northwest.

Individual veins often attain lengths of 200 feet or more and widths in the 7 - 12 foot range were common. No deep exploratory work has ever been carried out in the camp nor has it been reported that the zone terminates along strike at either end.

The Susie property, which lies three kilometers NE of the Lynda Lou property, consists of a wide, flat-lying quartz vein striking northeasterly. Width is about 10-15 feet and is within the Valhalla granite. It was reported that a considerable tonnage had been developed by underground workings and that a larger tonnage was indicated by surface diamond drill holes.

"High" gold assays were reported on the Torres Group of claims, which lie 4 kilometers to the north within

granites. The quartz vein strikes E-W and dips  $40^{\circ}$  to the north.

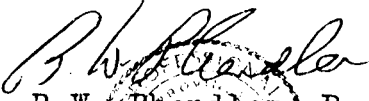

Old records show very little in the way of grade other than that samples taken from the Stemwinder property averaged 0.27 oz Au and that one year's production (3,000 tons) from the Morning Star claim averaged 0.53 oz Au per ton. Undoubtedly this material was hand sorted before shipping, as was the practice at that time (1935).

#### COMMENT

There appears to be a good possibility that the gold-bearing quartz veins and the Fairview shear zone continue to follow the north edge of the Nelson granite intrusive. Or that other parts of the contact zone may contain similar type quartz veins.

An examination of Figure 2 shows that the potential zone may continue to the vicinity of the Lynda Lou claim group and that veins may be obscured by overburden. This possibility exists and modern exploration techniques (geochemistry, geophysics) may disclose the presence of shear zones (hopefully with quartz veins) or anomalous gold values in soils.

Respectfully submitted,

  
R.W. Phendler, P. Eng.  


R. W. PHENDLER, P.Eng., GEOLOGICAL CONSULTANT,  
EXPLORATION AND MINING  
7360 DECOURCY CRES., RICHMOND, B.C. V7C 4E9 (604) 271-2588

CERTIFICATION

I, R.W. PHENDLER, of 7360 Decourcy Crescent, in the Municipality of Richmond, in the Province of British Columbia, hereby certify as follows:

- 1) THAT I am a registered member of the Association of Professional Engineers of British Columbia - November 4421 - 1963.
- 2) THAT I am a graduate of McGill University, Montreal, with a Bachelor of Science degree in geology.
- 3) THAT I have practiced my profession continually as mine, exploration and consultant geologist for the past 29 years in all parts of Canada, the U.S.A., Mexico, Peru, Colombia and Chile.
- 4) THAT I have no interest directly or indirectly in the Lynda Lou claims, nor do I own directly or indirectly, any shares of Little Bear Resources, Ltd.
- 5) THAT the information contained in this report was compiled as a result of my examination of the Lynda Lou claim group on Nov 22, 1983.
- 6) THAT I hereby consent to the publication of my report entitled "Report on the Lynda Lou claim group, Fairview Camp, Osoyoos Mining Division, British Columbia, dated Nov 23, 1983, in a prospectus or a statement of material facts.

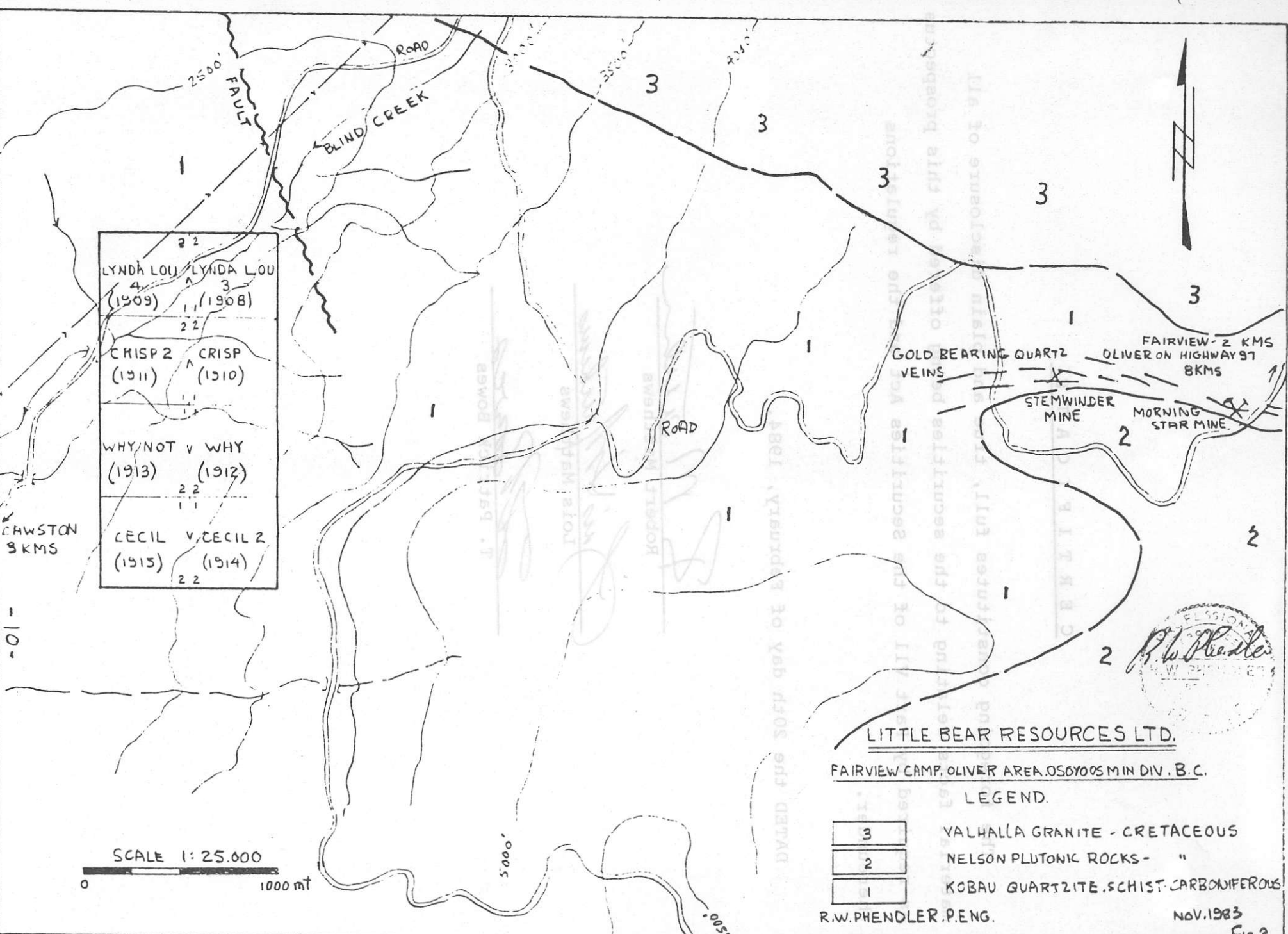
DATED at Vancouver, in the Province of British Columbia, this 24th day of Nov, 1983.

  
R.W. PHENDLER, P. ENG.



BIBLIOGRAPHY

- 1) Cockfield, W.E. - "Lode Gold Deposits of the Fairview Camp, Camp McKinney and Vidette Lake Area and the Dividend-Lakeview Property near Osoyoos, B.C." - Memoir 179 - Geological Survey of Canada - 1935.
- 2) B.C. Minister of Mines Annual Report, 1899 and 1900.
- 3) Little, H.W. - "Geological Map of the Kettle River (West Half), British Columbia" - Geological Survey of Canada - Map 15-1961 (A Revision of Map 538A)
- 4) Phendler, R.W., P. Eng. - "Report on the Lynda Lou I property, Fairview Camp, Osoyoos Mining Division, British Columbia" - May 20, 1983.



LYNDA LOU (1909)	LYNDA LOU (1908)
CRISP 2 (1911)	CRISP (1910)
WHY/NOT V (1913)	WHY (1912)
CECIL V (1915)	CECIL 2 (1914)

LITTLE BEAR RESOURCES LTD.

FAIRVIEW CAMP, OLIVER AREA, OSOYOOS M IN DIV. B.C.

LEGEND.

- 3 VALHALLA GRANITE - CRETACEOUS
- 2 NELSON PLUTONIC ROCKS - "
- 1 KOBAY QUARTZITE, SCHIST - CARBONIFEROUS

R.W. PHENDLER, P. ENG.

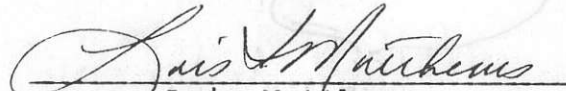
NOV. 1983  
Fig 2

C E R T I F I C A T E

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities being offered by this prospectus as required by Part VII of the Securities Act and the regulations thereunder.

DATED the 20th day of February, 1984.

  
Robert Matthews

  
Lois Matthews

  
T. Patrick Bowes



(121)	(121)
CEC	ACECIG
(121)	(121)
THW	THW
(121)	(121)
CH265	CH265
(121)	(121)
TA	TA
(121)	(121)
TA	TA