

Approved by USE 09/18/90.

* Effective date to be set after repricing.

861325

SUPERINTENDENT OF BROKERS
AND
VANCOUVER STOCK EXCHANGE

STATEMENT OF MATERIAL FACTS #
EFFECTIVE DATE :

COMP-U-TEST SOFTWARE LTD.

Suite 305, 455 Granville Street, Vancouver, B. C., V6C 1V2 (604) 682-1944

NAME OF ISSUER, ADDRESS OF HEAD OFFICE AND TELEPHONE NUMBER

Suite 700, 625 Howe Street, Vancouver, B. C., V6C 2T6

ADDRESS OF REGISTERED AND RECORDS OFFICE OF ISSUER

THE MONTREAL TRUST COMPANY

510 Burrard Street, Vancouver, B. C., V6C 3B9

NAME AND ADDRESS OF REGISTRAR AND TRANSFER AGENT FOR ISSUER'S SECURITIES IN BRITISH COLUMBIA

OFFERING: 1,000,000 Units

Each Unit consists of one common share and two Series "A" Warrants. Two warrants will entitle the holder who exercises such warrants to purchase one previously unissued common share of the Issuer at any time up to the close of business within one year following the Offering Day at the Offering Price of the units.

	Price to the Public Estimated *	Agent's Commission	Net Proceeds to be Received by the Issuer**
Per Share:	\$0.80	\$0.08	\$0.72
Total:	\$800,000	\$80,000	\$720,000

* The price to the public will be determined in accordance with the Vancouver Stock Exchange rules, at a premium over the average trading of the shares of the Issuer as determined by the Vancouver Stock Exchange.

** Before deduction of the costs of this issue estimated to be \$20,000.

ADDITIONAL OFFERING

The Agents have agreed to purchase (the "Guarantee") any of the Units offered hereby which have not been sold at the conclusion of the Offering (see "Consideration to Agents").

Any Units acquired by the Agents under the Guarantee will be distributed under this Statement of Material Facts through the facilities of the Vancouver Stock Exchange at the market price at the time of sale.

THE SECURITIES OFFERED HEREUNDER ARE SPECULATIVE IN NATURE. INFORMATION CONCERNING THE RISKS INVOLVED MAY BE OBTAINED BY REFERENCE TO THIS DOCUMENT. FURTHER CLARIFICATION IF REQUIRED MAY BE SOUGHT FROM A BROKER.

AGENT

L.O.M. WESTERN SECURITIES LTD.
2100 - 609 Granville Street
Vancouver, B.C. V7Y 1H2
Phone: (604) 643-7300

YORKTON CONTINENTAL SECURITIES INC
Suite 1100, 1055 Dunsmuir St.
Vancouver, B.C., V7X 1L4
Phone: (604) 640-0400

PACIFIC INTERNATIONAL SECURITIES INC
Suite 1500, 700 West Georgia St.
Vancouver, B.C. V7Y 1G1
Phone: (604) 669-2174

Neither the Superintendent of Brokers nor the Vancouver Stock Exchange has in any way passed upon the merits of the securities offered hereunder and any representation to the contrary is an offence.

1. PLAN OF DISTRIBUTION

A. Offering

The Issuer, by an Agency Agreement dated August 9, 1990 (the "Agency Agreement") appointed L.O.M. WESTERN SECURITIES LTD., YORKTON CONTINENTAL SECURITIES INC. and PACIFIC INTERNATIONAL SECURITIES INC. (the "Agents") to offer the "Offering" to the public through the facilities of the Vancouver Stock Exchange (the "Exchange") 1,000,000 units (the "Units"), each Unit consisting of one (1) common share and two (2) Series "A" share purchase warrants. The Offering will take place on a day (the "Offering Day") not more than 180 calendar days after the date (the "Effective Date") this Statement of Material Facts is accepted for filing by the Exchange and the Superintendent of Brokers for British Columbia (the "Superintendent").

The Price of the Units (the "Offering Price") will be determined by the Exchange in accordance with its rules and policies, at a premium over the average trading price (the "Average Trading Price") of the Issuer's shares as traded on the Exchange and as determined by the Exchange.

The purchasers of any Units under the Offering will be required to pay a commission at rates normally charged by their brokers.

The Agents shall participate in the offering as follows:

<u>Name of Agent</u>	<u>Participation</u>
L.O.M. Western Securities Ltd.	600,000
Yorkton Continental Securities Inc.	200,000
Pacific International Securities Inc.	200,000

The rights and obligations of the Agents under the Agency Agreement will be divided in the proportions in which the Agents participate in the Offering. The rights and obligations of the Agents, including but not limited to the selling of the Units and the entitlement of commission and the Agents' Warrants, are several, as distinguished from joint obligations.

The Agents reserve the right to offer selling group participation in the normal course of the brokerage business to selling groups of other licensed brokerage-dealers, brokers and investment dealers who may or may not be offered part of the commissions or bonuses derived from this Offering.

The obligations of the Agents under the Agency Agreement may be terminated at any time before the opening of the market on the Offering Day on the basis of their assessment of the state of the financial markets and may also be terminated at any time upon the occurrence of certain stated events.

Directors, officers and other insiders of the Issuer may purchase units from this Offering.

There are no payments in cash, securities or other consideration being made or to be made, to a promoter, finder or any other person or company in connection with the Offering.

B. The Units

Each Unit shall consist of one (1) common share and two (2) Series "A" share purchase warrants (the "Series A Warrants"). The Series A Warrants will be transferable and in bearer form and two such warrants will entitle the holder thereof to purchase one share of the Issuer at any time up to the close of business within one (1) year following the Offering Day at a price per share that is equal to the Offering Price.

The Series A Warrants will be posted for trading on the Exchange subject to evidence of satisfactory distribution of such warrants as specified by the rules of the Exchange.

The Series A Warrants will contain provisions for appropriate adjustment in the class, number and price of shares issuable pursuant to any exercise thereof upon the occurrence of certain events, including any subdivision, consolidation or reclassification of the shares of the Issuer, the payment of stock dividends or the amalgamation of the Issuer.

C. Consideration to Agents

The Agents will receive a commission at the time the Units are sold of 10% of the gross proceeds from the sale of the Units.

The Agents have agreed to purchase (the "Guarantee") any Units unsubscribed for at the conclusion of the Offering at the Offering Price in consideration of which the Issuer has agreed to issue to the Agents, immediately following the Offering Day, in proportion to their participation in the Offering, non-transferable share purchase warrants (the "Agents' Warrants") entitling the Agents to purchase a total of 500,000 common shares of the Issuer. Any Units acquired by the Agents under the Guarantee will be distributed under this Statement of Material Facts through the facilities of the Exchange at the market price at the time of sale.

The Agents may exercise any of the Agents' Warrants or any portion thereof at any time up to the close of business within one (1) year following the Offering Day at a price per share that is equal to the Offering Price. The Agents' Warrants will have the same provisions as the Series A Warrants except that one (1) Agents' Warrant will entitle the holder to purchase one (1) additional share of the Issuer. The Agents may sell any shares acquired on the exercise of the Agents' Warrants without further qualification. The proceeds from any sale of such shares will accrue to the Agents. The Agents' Warrants will be non-transferable.

The Agents reserve the right of first refusal with respect to any future equity financings the Issuer may require during a twelve (12) month period following the Effective Date.

2. HOW THE NET PROCEEDS OF THE ISSUER ARE TO BE SPENT

The exact proceeds from this Offering cannot be stated with certainty but if the Units are sold at the estimated price of \$0.80 per unit then the Issuer will receive gross proceeds of \$800,000 which after the deduction of commissions of \$80,000 will net the Issuer \$720,000. The net proceeds of \$720,000, less working capital deficiency as at September 7, 1990 of approximately \$165,750⁽¹⁾, will be used as follows:

1) to pay the estimated costs of the Offering.	\$20,000
2) <u>to pay \$20,000 to Equity and to advance \$400,000 to Equity to undertake the recommended work program on the Gnat Pass Property as recommended by N.C. Carter, Ph.D., P.Eng. of Victoria, B.C. Refer to Item 3 of this Statement of Material Facts for detailed particulars of the Issuer's interest in the property and recommended work program.</u>	<u>420,000</u>
3) to pay the necessary property assessment fees to maintain the Unik Gold #1 and the Unik Gold #2 mineral claims in good standing until February 27, 1992. Refer to Item 9 c. of this Statement of Material Facts for detailed particulars of the Issuer's interest in the property.	<u>4,000</u>
4) reserved for working capital and general corporate purposes.	<u>110,250</u>
	Total: <u>\$554,250</u>

(1) \$111,074 of the working capital deficiency is owed to insiders of the Issuer.

Any monies received from the exercise of the Agents' Warrants or the Series A Warrants described in Item 1 will be used for general corporate purposes of the Issuer.

None of the proceeds from the Offering will be spent on any assets other than those referred to above without prior approval of the Exchange where (a) such expenditure totals, including cash and securities, in excess of \$300,000, (b) the acquisition involves the issuance of more than 100,000 shares of the Issuer, or (c) the acquisition is not arms length being with a director, officer or other insider of the Issuer or with a company having common insiders with the Issuer.

3. MATERIAL NATURAL RESOURCE PROPERTIES

Summary of Material Mining Properties

Definitions:

Group I Properties for which regulatory approval has been obtained under this Statement of Material Facts.

Group II Presently held properties which are currently producing or being explored, or upon which exploration is planned within the next year.

Group III Other presently held properties upon which the Issuer's acquisition and exploration costs to date exceed \$100,000.

Group	Property Name	Issuer's Acquisition & Exploration Costs to Date	Shares Issued to Date	Planned Expenditure from funds Available upon completion of the Offering
I	Gnat Pass	nil	30,000	\$420,000
II	Unik Gold	\$40,000	100,000	\$4,000
III	nil	nil	nil	nil

Group I - Properties for which regulatory approval has been obtained under this Statement of Material Facts.

Gnat Pass Claims, Liard Mining Division and Cassiar District of British Columbia

Pursuant to an agreement (the "Agreement") dated August 1, 1990 between Equity Silver Mines Ltd. ("Equity") and the Issuer, two unrelated public companies, Equity granted the Issuer the exclusive option to acquire Equity's option to acquire a 100% interest in 6 recorded mineral claims, known as the Pass 38 to Pass 43, record numbers 4781 to 4786, all of which are located in the Liard Mining Division of British Columbia, and 13 Crown granted mineral claims, Lots 3537 through 3549, located in the Cassiar District of British Columbia (the "Gnat Pass Property"). Under the terms of the Agreement the Issuer, in order to earn 100% interest in the Gnat Pass Property, is required to pay Equity \$20,000 upon receipt of the funds from this Offering and has agreed to provide Equity with the sum of \$400,000 by December 31, 1990 for an exploration program. Equity will operate the 1990 exploration program after which time the Issuer will become the Operator.

The Agreement is subject to two underlying option agreements, one between Equity and Edward Asp (the "ASP Agreement") and the second between Equity and Dr. J.G. Clearihue (the "Clearihue Agreement"). The Issuer will be responsible to meet the terms of these underlying option agreements commencing January 1, 1991, including making all option payments and ensuring the claims are kept in good standing.

The ASP Agreement reserves a five percent (5%) net profits royalty ("NPR") in favor of Edward Asp and requires payments to him of \$10,000 on June 1, 1991 and \$10,000 on June 1 each year thereafter.

The Clearihue Agreement reserves a three percent (3%) net smelter royalty ("NSR") in favor of Dr. J.G. Clearihue and payments of \$25,000 on July 2, 1991, \$50,000 on July 2, 1992 and \$50,000 on July 2 each year thereafter. One percent (1%) of the NSR may be purchased for \$500,000 thereby reducing the NSR to 2%.

Upon the exercise of the option, Equity shall be deemed to have relinquished to the Issuer all its interest in the Gnat Pass Property and all of its rights and benefits pursuant to the ASP Agreement and the Clearihue Agreement. However, Equity shall be entitled to receive a five percent (5%) net proceeds interest ("NPI") in the Gnat Pass Property and has the right of first refusal with respect to the preparation of a Feasibility Study. Upon completion of the Feasibility Study Equity shall have the right to earn a sixty percent (60%) participating interest in the Gnat Pass Property by relinquishing its five percent (5%) NPI and by paying to the Issuer one hundred and forty-five percent (145%) of sixty percent (60%) of all costs incurred in relation to the Gnat Pass Property after the date the option was exercised, less Equity's cost of the Feasibility Study.

If Equity elects to earn a participating interest the Issuer and Equity agree to join and participate in a joint venture for the purpose of managing further development of the Gnat Pass Property including the construction and development of a mine. Equity, after approval of the Feasibility Study, shall use its best efforts to arrange all financing required to cover the estimated capital costs in the Feasibility Study and, during the period prior to the repayment of the financing required for the construction to completion of the mining facilities specified in the Feasibility Study, the estimated Operating Costs.

The Issuer entered into a Finder's Fee Agreement dated June 15, 1990, as amended August 1, 1990, with Nu-Concept Consulting Ltd. ("Nu-Concept"), a private British Columbia corporation wholly owned and controlled by Mr. Russell Bissett, whereby the Issuer has agreed to pay Nu-Concept 30,000 shares at a deemed price of \$.61 per share in consideration for introducing the Issuer to Equity. The 30,000 shares will be issued to Nu-Concept on or after the Effective Date of this Statement of Material Facts.

Location and Geology of the Gnat Pass Property

The Gnat Pass Property is the subject of a letter report (the "Letter Report") dated July 17, 1990 and revised on September 7, 1990 by N.C. Carter, Ph.D., P.Eng. of Victoria B.C. and a geological report (the "Geological Report") dated January 25, 1990, prepared by J.F. Wetherill, of Stetson Resource Management Corp. of Vancouver, B.C. A copy of the Letter Report is attached hereto and forms part of this Statement of Material Facts. The Geological Report may be reviewed at the offices of Maitland & Company and reference is made to Item 9 g. for more particulars.

A brief description of the Gnat Pass Property as outlined in the Letter Report is as follows:

The Gnat Pass Property is situated in Gnat Pass 35 kilometers south of Dease Lake in northwestern British Columbia. The Stewart Cassiar highway (Provincial highway #37) passes through the property and a four wheel drive

road south of Upper Gnat Lake provides access to the principal areas of interest at elevations of 1400-1600 metres above sea level on the east flank of Thenatlodi Mountain. Much of the property area is in alpine or sub-alpine terrain.

Mineral claims were first located on Thenatlodi Mountain by the Clearihue family in 1899. By 1935, workings on what was known as the Dalvenie property consisted of a number of hand trenches which exposed copper mineralization over a strike length of 350 metres.

Copper Pass Mines Ltd. completed geological mapping, soil geochemistry, an induced polarization survey, some bulldozer trenching and a few short diamond drill holes in 1966. Copper Pass also drilled seven BQ diamond drill holes totalling 627 metres in 1968.

Equity Silver Mines Ltd. acquired the claims in 1988 and 1989. A 1989 exploration program, carried out on behalf of Equity by Stetson Resource Management Corp., authors of the Geological Report, included 36 kilometers of grid construction covering the southern Crown grants and part of the Pass 41 claim, geological mapping, the collection and analysis of 756 soil samples and 89 rock samples and VLF-EM and magnetometer surveys.

Three principal mineralized zones have been identified by work to date. The southernmost of these is the original Dalvenie zone which has been traced over 500 metres by several old open cuts. Where best exposed at the southern margin of the zone, disseminated to near massive 0.5-1 metre sulphide bands consisting of pyrite, pyrrhotite, chalcopyrite and arsenopyrite are developed in quartz veins and silicified wallrocks within a north-northeast shear zone up to several metres wide. Post-mineral andesite dykes separate the sulphide bands and parallel the northeast shear direction. Six chip samples, collected in 1989 over 10 meters of strike length and across 1-1.5 metre widths yielded values of between 0.008 and 0.30 oz/ton gold and 0.16-2.99% copper.

The North zone between 750 and 1000 metres north of the Dalvenie zone, consists of several poorly exposed quartz veins up to 0.5 metres wide and containing appreciable pyrite, arsenopyrite and minor chalcopyrite. 1989 chip and grab samples included values of up to 3713 ppb gold and 1220 ppm copper over 0.3 metres. This zone is believed to be the area from which a 1955 sample assayed 0.16 oz/ton gold over 4.6 metres.

The West zone, 400 metres southwest of the North zone consists of poorly exposed massive arsenopyrite lenses in schistose sedimentary rocks. Grab samples yielded values of up to 2977 ppb gold.

The Letter Report recommends a two-phase exploration program. Phase I is a \$84,525 program consisting of excavator trenching and detailed sampling of the Dalvenie shear zone and the North and West zones, all of which are open along strike as indicated by geochemical and geophysical surveys. This work would be preparatory to a \$313,375 Phase II diamond drilling program. While the Phase II program will not be dependent upon the results of the Phase I program, the Phase I program is designed to better define the drilling targets.

The Issuer intends to utilize \$420,000 of the proceeds from this Statement of Material Facts to pay Equity \$20,000 and to fund the Phase I and Phase II

programs as recommended in the Letter Report and earn 100% interest in the Gnat Pass Property. The recommended 1990 exploration program will be managed by Mr. R.T. (Terry) Heard, P.Eng., General Manager-Exploration for Equity.

Risk Factors

The securities offered by this Statement of Material Facts must be considered speculative, generally because of the nature of the Issuer's business. In particular, a prospective investor should carefully consider the following factors:

1. There is no known body of ore on the Issuer's mineral properties. The purpose of the present Offering is to raise funds to carry out further exploration on the Gnat Pass Property with the objective of establishing an economic body of ore. If the Issuer's exploration program on the Gnat Pass Property is successful, additional funds will be required for the development of an economic ore body and to place it in commercial production. The only sources of future funds presently available to the Issuer are the sale of equity capital, or the offering by the Issuer of an interest in its property to be earned by another party or parties carrying out further exploration or development thereof.
2. Exploration for minerals is a speculative venture necessarily involving some substantial risk. There is no certainty that the expenditures to be made by the Issuer as described herein will result in discoveries of commercial quantities of ore.
3. Resource exploration and development is a speculative business and involves a high degree of risk. The marketability of natural resources which may be acquired or discovered by the Issuer will be affected by numerous factors beyond the control of the Issuer. These factors include market fluctuations, the proximity and capacity of natural resource markets and processing equipment, government regulations, including regulations relating prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Issuer not receiving an adequate return on invested capital.
4. Mining operations generally involve a high degree of risk. Hazards such as unusual or unexpected formations and other conditions are involved. The Issuer may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. The payment of such liabilities may have a material, adverse effect on the Issuer's financial position.
5. While the Issuer has obtained the usual industry standard title report with respect to its property, this should not be construed as a guarantee of title. The property may be subject to prior unregistered agreements or transfers or native land claims, and title may be affected by undetected defects.

6. The Issuer's property consists of recorded mineral claims which have not been surveyed and, therefore, the precise area and location of such claims may be in doubt.

4. PARTICULARS OF NON-RESOURCE ASSETS

Pursuant to a share exchange agreement dated May 14, 1988 (the "Share Exchange Agreement"), the Issuer acquired all of the issued and outstanding shares in the capital stock of Comp-U-Test, Inc. (the "Subsidiary"). Pursuant to the terms of the Share Exchange Agreement, the Issuer issued 2,000,000 shares (the "Earnout Escrow Shares") which are subject to an escrow agreement dated May 18, 1988 (the "Escrow Agreement") between the Issuer, the Montreal Trust Company and the registered holders of the Earnout Escrow Shares. The Subsidiary was engaged in a computer based training business.

During the third quarter of fiscal year 1990, the Issuer shut down the operations of the Subsidiary and wrote-off its investment in the Subsidiary. The Issuer incurred losses during the period totalling \$353,777 including \$203,132 from the write-off of the Subsidiary. As a result of the write-off of the Subsidiary, and in accordance with the provisions of the Escrow Agreement, the Issuer filed an application with the Vancouver Stock Exchange requesting the cancellation of the Earnout Escrow Shares. The Exchange made a determination on June 26, 1990 that the Earnout Escrow Shares be cancelled and a holder of any of the Earnout Escrow Shares had a period of 30 days after mailing of the notice of the Exchange's decision to him within which to appeal to the British Columbia Securities Commission. No appeals were filed and consequently the Issuer has been notified by its transfer agent Montreal Trust Company that the Earnout Escrow Shares will be struck from the Issuer's register on October 8, 1990. Reference is made to Items 8 and 9 hereof.

The Issuer does not currently hold any non-resource assets.

5. CORPORATE INFORMATION

The Issuer was incorporated on May 10, 1988 under the Company Act of the Province of British Columbia, by the registration of its Memorandum and Articles. The authorized capital of the Issuer consists of 100,000,000 common shares without par value of which there were 5,023,881 issued and outstanding as at the June 30, 1990 financial statements.

Pursuant to a Finders Fee Agreement dated June 15, 1990 a further 30,000 shares will be issued on or after the Effective Date as a finders fee in connection with the acquisition of the Gnat Pass Property, located in the Cassiar District of British Columbia and reference is made to Item 3 hereof.

Of the Issuer's issued and outstanding capital, 2,000,000 shares are Earnout Escrow Shares and an application for their cancellation has been approved by the Vancouver Stock Exchange. Assuming that the holders of the Earnout Escrow Shares do not appeal the decision of the Exchange or an appeal by the holders of these shares is unsuccessful, then the Issuer's issued and outstanding capitalization will be 3,053,881 shares. For further details, reference is made to Items 8 and 9 hereof.

Of the issued and outstanding capital, 750,000 shares are principal escrow shares and are subject to release in accordance with the rules and policies of the Vancouver Stock Exchange. For further details, reference is made to Item 8 hereof.

All shares of the Issuer, both issued and unissued, rank equally as to dividends, voting rights and participation in assets. No shares have been issued subject to call or assessment. There are no preemptive or conversion rights and no provisions for redemption, purchase for cancellation, surrender or sinking or purchase funds. Provisions as to the modification, amendment or variation of such rights or such provisions are contained in the Company Act of the Province of British Columbia.

6. DIRECTORS, OFFICERS, PROMOTERS AND PERSONS HOLDING MORE THAN 10% OF THE ISSUED VOTING SHARES.

A. Directors and Officers:

The following is information about each director, officer and promoter of the Issuer as at the date of this Statement of Material Facts.

Name, Address and Position	Chief Occupation	Number of Shares
Michael Stephen Zuber * 4627 West 8th Avenue Vancouver, B.C. V6R 2A7 Chairman, Chief Executive Officer, (C.E.O.), President and Director	Chairman and C.E.O. of the Issuer since May, 1988 and President since June 1989. President and Director of Nucorp Ventures Ltd. from Nov. 1987 to present. Formerly, Chairman, C.E.O. and Director of IBS Technologies Ltd. from Oct. 1983 to Dec. 1987 and from June 1988 to Jan. 1990.	175,000 (1) <u>300,211 (2)</u> 517,768 (4) 100,000 (5)
William Curtis Pettigrew 12216 Boundary Dr. North Surrey, B.C. V3W 0R6 Chief Financial Officer, (C.F.O.) Secretary/Treasurer and Director	Secretary/Treasurer, C.F.O. and Director of the Issuer since May 10, 1988. Secretary/Treasurer and Director of Nucorp Ventures Ltd. from Nov. 1987 to present. Formerly, Secretary/Treasurer. and Director of IBS Technologies Ltd. from Oct. 1983 to Sept. 1987 and from June 1988 to Jan. 1990 and formerly a Director of American Canadian Systems Inc.	175,000 (3) <u>227,551 (2)</u> 100,000 (5)
J. Richard Woodcock 3870 Lonsdale Ave. North Vancouver, B.C. V6B 1P2 Director	President and owner of J.R. Woodcock Consultants Ltd. since 1969 and President, C.E.O. and Director of Adastral Resources Ltd. since 1988.	50,000 (5)

<p>Noel Sanchez * 13815 65A Ave Surrey, B.C. V3W 8T2 Director</p>	<p>Project Manager for Contra-Decor since May, 1990. Previously, Western Sales Manager for Harding Carpets from Jan. 1988 to May 1990 and sales representative for Barrymore Carpets from Mar. 1985 to Jan. 1988.</p>	<p><u>14,000</u> (2) 200,000 (5)</p>
<p>Terry Allan Zuber * P.O. Box 2295 5210 60th Street Rocky Mountain House Alberta T0M 1T0 Director</p>	<p>Teacher and Counselor in the Province of Alberta for the last five years.</p>	<p>5,000 (2) 25,000 (5)</p>

* Denotes Member of Audit Committee

- (1) Principal Escrow Shares are held through Emerging Equities Ltd., a private British Columbia corporation controlled by Mr. Zuber a Director and Officer of the Issuer.
- (2) These shares are free trading.
- (3) Principal Escrow Shares are held through W.C.P. Consulting Ltd., a private British Columbia corporation controlled by Mr. Pettigrew a Director and Officer of the Issuer.
- (4) The 517,768 common shares issued pursuant to the Debt Settlement Agreement have varied hold restrictions as outlined in Item 8 c.
- (5) These are shares held under option and are more fully described under Item 7 hereof.

Other than as described below, during the time that the aforementioned parties have been directors, officers or promoters of any reporting company none have been struck off the Register by the British Columbia Registrar of Companies and none of these companies have been subject to a cease trade order or suspension for more than 30 consecutive days.

William C. Pettigrew and Michael S. Zuber were directors of IBS Technologies Ltd. ("IBS") when in December 1989 the British Columbia Securities Commission issued a cease trade order against IBS for failure to file interim financial statements. IBS was an inactive reporting company and was not trading on any Canadian exchange at the time of the cease trade order. Due to its lack of financial resources IBS was placed into voluntary bankruptcy on January 20, 1990.

The directors and officers of the Issuer are also the promoters of the Issuer. There has been no remuneration or other consideration paid to the directors, officers or promoters during the past year other than as disclosed elsewhere in this Statement of Material Facts.

B. Remuneration from the Issuer

Within the past year the Issuer and its subsidiary incurred management fees of \$24,100 to two Directors in their capacity as senior officers of the Issuer and its Subsidiary, of which \$24,100 is outstanding at June 30,1990.

> Pursuant to an agreement dated June 4, 1990 the Issuer pays the sum of \$2,500.00 per month commencing April 1, 1990, to Nucorp Ventures Ltd. for management services. Nucorp Ventures Ltd, is a private British Columbia corporation, wholly owned by Messrs. Zuber and Pettigrew, Directors and Officers of the Issuer.

Reference should be made to Item 9 hereof for particulars relating to the issuance of 517,768 shares in the capital stock of the Issuer to Michael Zuber, the President and a Director of the Issuer, pursuant to a Debt Settlement Agreement.

C Holders of Greater than 10% of the Issued Equity Shares

To the knowledge of the Issuer's directors, only the following persons beneficially own, directly or indirectly, more than 10% of the equity shares of the Issuer:

<u>Name and Address</u>	<u>No. of Shares</u>	<u>Percentage</u>
West Canada Depository Trust Company 5th Floor 609 Granville Street Vancouver, B.C., V7Y 1H1	<u>1,076,824</u> (1)	<u>21.43%</u>
Michael Stephen Zuber 4627 West 8th Ave. Vancouver, B.C. V6R 2A7	<u>992,979</u> (2)	<u>19.77%</u>

(1) The beneficial owners of these shares are unknown to the directors of the Issuer.

(2) Of this amount 175,000 shares are Principal Escrow Shares held through Emerging Equities Ltd., a private British Columbia corporation controlled by Mr. Zuber, a Director and Officer of the Issuer.

7. OPTIONS TO PURCHASE SECURITIES OF THE ISSUER

The following incentive options are outstanding:

NAME	DATE GRANTED	NUMBER SHARES	EXERCISE PRICE	EXPIRATION DATE
W. Pettigrew	3/07/89	100,000	\$0.50	3/07/94
M. Zuber	3/07/89	100,000	\$0.50	3/07/94
T. Zuber	3/07/89	25,000	\$0.50	3/07/94
N. Sanchez	2/25/90	200,000	\$0.15	2/25/92
TOTALS		425,000		

> Shareholder approval to the foregoing incentive stock options was obtained at the Issuer's Annual General Meeting held on December 15, 1989.

Pursuant to an Option Agreement dated July 10, 1990 between Richard Woodcock, William Pettigrew and Michael Zuber, all of whom are directors of the Issuer, Messrs. Pettigrew and Zuber agreed to each option 25,000 shares from their personal share holdings in the Issuer to Mr. Woodcock at the price of \$0.50 per share for a period of 1 year.

8. SECURITIES OF THE ISSUER HELD IN ESCROW, IN POOL OR SUBJECT TO HOLD RESTRICTIONS

a. Escrowed Shares

Pursuant to a share exchange agreement dated May 14, 1988 (the "Share Exchange Agreement"), the Issuer acquired all of the issued and outstanding shares in the capital stock of Comp-U-Test, Inc. (the "Subsidiary"). Pursuant to the terms of the Share Exchange Agreement, the Issuer issued 2,000,000 shares (the "Earnout Escrow Shares") which are subject to an escrow agreement dated May 18, 1988 (the "Escrow Agreement") between the Issuer, the Montreal Trust Company and the registered holders of the Earnout Escrow Shares. The Subsidiary was engaged in a computer based training business.

During the third quarter of fiscal year 1990, the Issuer shut down the operations of the Subsidiary and wrote-off its investment in the Subsidiary. The Issuer incurred losses during the period totalling \$353,777 including \$203,132 from the write-off of the Subsidiary. As a result of the write-off of the Subsidiary, the Issuer filed an application with the Exchange requesting the cancellation of the Earnout Escrow Shares. The Exchange made a determination that the Earnout Escrow Shares be cancelled and a holder of any of the Earnout Escrow Shares had a period of 30 days after mailing of the notice of the Exchange's decision to him within which to appeal to the British Columbia Securities Commission. No appeals were filed and consequently the Issuer has been notified by its transfer agent Montreal Trust Company that the Earnout Escrow Shares will be struck from the Issuer's register on October 8, 1990. Reference is made to Item 9 a. hereof.

As of the date of this Statement of Material Facts, there are 750,000 shares (the "Principals' Escrow Shares") of the Issuer held in escrow by The Montreal Trust Company (the "Escrow Agent") pursuant to an escrow agreement dated February 7, 1989 (the "Principals' Escrow Agreement"). The release of the Principals' Escrow Shares is subject to the direction and determination of the Exchange. In the event that any Principals' Escrow Shares are not released from the escrow created before the expiration of ten years those shares are to be cancelled forthwith by the Escrow Agent.

The escrow restrictions provide that none of these escrow shares may be traded in, dealt with in any manner whatsoever, or released, nor may the Issuer, the Escrow Agent or any escrow shareholder make any transfer or record any trading of shares without the prior written consent of the Exchange.

The holders of the Principal Escrow Shares and their respective holdings are as follows:

<u>Name</u>	<u>Number of Shares</u>
W.C.P Consulting Ltd.	175,000
Emerging Equities Ltd.	175,000
Stephen Durfee	86,000
Patrick Arnett	119,000
Morris Hickman	71,000
Eudore Poirier	124,000

b. Pooled Shares

There are no shares in the capital stock of the Issuer held in pool.

c. Other shares subject to Hold Restrictions

The 517,768 shares issued for debt as outlined in Item 9 have varied hold periods as follows:

<u>Number of Shares</u>	<u>Expiration of Hold Period</u>
43,309	August 31, 1990
21,519	September 14, 1990
21,392	September 27, 1990
141,770	October 12, 1990
25,302	November 1, 1990
34,945	November 14, 1990
112,198	December 5, 1990
63,649	January 28, 1991
33,665	February 7, 1991
20,019	February 27, 1991
TOTAL:	
<u>517,768</u>	

There are no other shares in the capital stock of the Issuer subject to hold restrictions other than as disclosed in this Statement of Material Facts.

9. PARTICULARS OF ANY MATERIAL FACTS

a. By an agreement dated May 14, 1988 (the "Share Exchange Agreement"), the Issuer acquired all of the issued and outstanding shares in the capital stock of Comp-U-Test, Inc. (the "Subsidiary") in consideration for the issuance of 2,000,000 shares in its capital stock (the "Earnout Escrow Shares"). The Earnout Escrow Shares are held pursuant to an escrow agreement (the "Escrow Agreement") dated May 18, 1989 between the Issuer, the escrow shareholders and the Montreal Trust Company (the "Escrow Agent"). The Subsidiary was engaged in a computer based training business and has been written off by the Issuer.

Pursuant to the provisions of the Escrow Agreement, the Issuer filed an application with the Exchange requesting the cancellation of the Earnout Escrow Shares. The Exchange made a determination on June 26, 1990 that the Earnout Escrow Shares be cancelled and a holder of any of the Earnout Escrow Shares had a period of 30 days after mailing of the notice of the Exchange's decision to him within which to appeal to the British Columbia Securities Commission. No appeals were filed and consequently the Issuer has been notified by its transfer agent Montreal Trust Company that the Earnout Escrow Shares will be struck from the Issuer's register on October 8, 1990.

b. Pursuant to an agreement dated March 2, 1990 between the Issuer and Michael S. Zuber, President, Chief Executive Officer and a Director of the Issuer (the "Debt Settlement Agreement"), the Issuer has issued 517,768 common shares (the "Debt Shares") in its capital stock at a deemed price of \$0.15 per share to Mr. Zuber in satisfaction of debt owing in the amount of \$77,665.26. As of the June 30, 1990 Financial Statements, the Issuer remains indebted to Mr. Zuber in the amount of \$50,100 for loans made after this Debt Settlement Agreement, \$40,000 of which is secured under the Pledge Agreement referred to in Item 9 c. hereof. A portion of the proceeds to be received from the Offering made pursuant to this Statement of Material Facts will be utilized to repay these loans and terminate the Pledge Agreement.

c. Pursuant to an Agreement dated March 28th, 1990 between the Issuer, Ray Merry and 380708 B.C. Ltd. of Suite 810, 800 West Pender Street, Vancouver, British Columbia (the "Vendors"), the Issuer acquired, subject to a two and one half percent (2-1/2%) net smelter royalty to a maximum of \$750,000, a one hundred percent (100%) interest in and to the Unik Gold #1, record number 8412 and the Unik Gold #2, record number 8413 mineral claims both expiring on February 27, 1991, (the "Unik Property") located in the Skeena Mining Division, in the Province of British Columbia. The consideration paid for the Unik Property consisted of \$40,000 cash and the issuance of 100,000 shares in the capital stock of the Issuer, 50,000 shares to 380708 B.C. Ltd. and 50,000 shares to Nu-Concept Consulting Ltd. ("Nu-Concept"). 380708 B.C. Ltd. is a private British Columbia corporation wholly owned and controlled by Ray Merry and Nu-Concept is a private British Columbia corporation wholly owned and controlled by Russell Bissett. The 100,000 shares have been issued.

Pursuant to a Pledge Agreement dated March 28, 1990 between the Issuer, Michael Zuber and Maitland & Company, the Issuer pledged the Bill of Sale for the Unik Property to Michael Zuber as security for a demand loan bearing interest at Scotia Bank Prime plus 3%, calculated annually and paid

monthly, from Mr. Zuber in the amount of \$40,000 which sum was used by the Issuer to pay the cash portion of the acquisition costs of these claims. A portion of the proceeds from the Offering will be used to retire this debt and thereby secure the Unik Property for the Issuer.

The Unik Property is the subject of a geological report dated May 1, 1990 (the "Report"), prepared by B. Dewanck, F.G.A.C. and W. Raven, F.G.A.C., of Orequest Consultants Ltd. of Vancouver, British Columbia,

The Report recommends that the Issuer conduct a Phase I program, consisting of prospecting, reconnaissance mapping and geochemical sampling on the Unik Property at an estimated cost of \$35,500. The Report also recommends that the Phase I programs would be followed up on receipt of positive results, with a \$54,000 Phase II program of an airborne geophysical survey and follow up geological and geochemical work. Continued encouragement on each project would lead to the implementation of a \$100,000 Phase III field program consisting of identifying and locating the sources of airborne anomalies, using exploration tools such as prospecting, sampling and mapping as well as a limited diamond drilling program to test targets generated by the Phase I and Phase II work.

Due to the timing of this Offering the Issuer has decided it is too late in the season to conduct Phase I of this recommended program and therefore only \$4,000 has been allocated from this Offering to maintain the Unik Gold #1 and the Unik Gold #2 mineral claims in good standing until February 27, 1992. If a decision is made to conduct a Phase I program in 1992, then the Issuer will apply to the Vancouver Stock Exchange to obtain approval to utilize \$35,500 of the working capital derived from the Offering made by this Statement of Material Facts.

There is no underground or surface equipment on this property and the property is without a known body of commercial ore and there is no known exposure of gold mineralization.

d. Pursuant to an Option and Joint Venture Agreement dated June 6, 1990 (the "Option and Joint Venture Agreement") between the Issuer and Booker Gold Exploration Ltd. ("Booker") of Suite 303, 525 Howe Street Vancouver B.C., a public company listed on the Exchange, with no common insiders to the Issuer, the Issuer, for consideration of \$10.00, was granted the sole and exclusive right and option to acquire a fifty percent (50%) undivided interest (the "First Option") in and to the Ginetti mineral claim, record number 6501 expiring on September 6, 1990, situated in the Liard Mining Division in the Province of British Columbia (the "Ginetti Property") and the right to participate in a joint venture for the exploration and development of said property.

The Issuer has elected not to exercise its option to acquire a 50% interest in the Ginetti Property.

e. The Issuer is presently reviewing a number of horizontal drilling prospects in the Austin chalk formation in Zavala, Gonzales and Dimmit Counties, Texas. The Issuer has no financial commitments on these prospects and has not allocated any funds from this Offering for acquisition of petroleum exploration properties.

f. There are no properties proposed to be acquired for which required approval is not being sought under this Statement of Material Facts. The Issuer has no secured or other liabilities other than trade accounts in the ordinary course of business.

g. There are no actual or pending material legal proceedings to which the Issuer is or is likely to be a party or of which any of its property is or is likely to be the subject.

h. The Directors of the Issuer are not aware of any other material facts which have not previously been disclosed in this Statement of Material Facts.

i. All contracts and technical reports summarized or referred to in this Statement of Material Facts may be inspected at the offices of Maitland & Company, Barristers and Solicitors, Suite 700, 625 Howe Street, Vancouver, B.C. during normal business hours during the distribution of the securities offered hereby or 30 days after the completion of the distribution.

10. STATUTORY RIGHTS OF WITHDRAWAL RESCISSION

The British Columbia Securities Act provides a purchaser with the right to rescind a contract for the purchase of securities where the Statement of Material Facts and any existing amendments thereto either contain a material misrepresentation or are not delivered to the purchaser prior to delivery of the written confirmation of sale. For further information concerning these rights and the time limits within which they must be exercised, the purchaser should refer to Sections 66, 114, 118 and 124 of the Securities Act, or consult a lawyer.

CERTIFICATE OF THE ISSUER

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities being offered by this Statement of Material Facts as required by the Securities Act and its regulations.

Dated: _____

Michael Stephen Zuber
Chairman, C.E.O., President &
Director

William Curtis Pettigrew
Secretary/Treasurer, C.F.O. &
Director

ON BEHALF OF THE BOARD OF DIRECTORS:

Noel Sanchez
Director

J. Richard Woodcock
Director

CERTIFICATE OF AGENTS

To the best of our knowledge, information and belief the foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Statement of Material Facts as required by the Securities Act and its regulations.

Dated: _____

L.O.M. Western Securities Ltd.

Yorkton Continental Securities Inc.

Pacific International Securities Inc.