

THE SECURITIES OFFERED FOR SALE THROUGH THIS PROSPECTUS MAY ONLY BE LAWFULLY OFFERED FOR SALE IN THOSE JURISDICTIONS IN WHICH THIS PROSPECTUS HAS BEEN ACCEPTED FOR FILING 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

DATED: DECEMBER 28, 1984

895232

MERINA MOLY ENERGY CORP.
812-475 Howe Street,
Vancouver, British Columbia
V6C 2B3

PUBLIC OFFERING: 500,000 Common Shares

<u>Shares</u>	<u>Price to Public</u>	<u>Commission</u>	<u>Net Proceeds to be received by the Issuer</u>
Per Share	50¢	10¢	40¢
Total	\$250,000	\$50,000	\$200,000

*less the cost of issue estimated to be \$15,000

THERE IS NO MARKET FOR THE SHARES OF THE COMPANY. THESE SHARES ARE SPECULATIVE SECURITIES. SEE ITEM "SPECULATIVE ASPECTS" PAGE 10.

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 LAWS OF THE JURISDICTION IN WHICH THE PROPERTIES ARE SITUATE, THEIR EXISTENCE AND AREA COULD BE IN DOUBT.

THIS ISSUE IS SUBJECT TO A MINIMUM SUBSCRIPTION. SEE REFERENCE TO SAME ON PAGE 1.

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 27.24% OF THE SHARES THEN OUTSTANDING AS COMPARED TO 50.71% THAT WILL THEN BE OWNED BY THE CONTROLLING PERSONS, PROMOTERS, DIRECTORS AND SENIOR OFFICERS OF THE ISSUER. REFER TO THE HEADING "PRINCIPAL HOLDERS OF SECURITIES" ON PAGE 12 HEREIN FOR DETAILS OF SHARES HELD BY DIRECTORS, PROMOTERS AND CONTROLLING PERSONS. 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 PAGE 4 FOR COMMENTS AS TO THE RESOLUTION OF POSSIBLE CONFLICTS OF INTEREST.

SUBSCRIPTIONS FOR THE SECURITIES WILL BE RECEIVED SUBJECT TO REJECTION OR ALLOTMENT IN WHOLE OR IN PART AND THE RIGHT IS RESERVED TO CLOSE THE SUBSCRIPTION BOOK WITHOUT NOTICE.

CENTRAL TRUST COMPANY
750 West Pender Street,
Vancouver, British Columbia

EFFECTIVE DATE:

MERINA MOLY ENERGY CORP.

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NAME AND INCORPORATION OF COMPANY

Merina Moly Energy Corp. (the "Company") was incorporated on May 13, 1980 under the name of Marina Moly Energy Corp. under the Company Act of the Province of British Columbia by registration of its Memorandum and Articles. By certificate of the Registrar of Companies dated December 31, 1980 the name was changed to Merina Moly Energy Corp. The members of the Company passed a special resolution on November 30, 1984 to change the name of the Company to Orerich Resources Ltd. and to increase the authorized capital of the Company to 20,000,000 common shares without par value. The Company is currently awaiting confirmation from the Registrar of Companies as to the change of name and alteration of authorized capital.

The address of the head office of the Company is 812-475 Howe Street, Vancouver, B.C.

The address of the registered and records office of the Company is 960-789 West Pender Street, Vancouver, British Columbia.

SHARE OFFERING AND PLAN OF DISTRIBUTION

The Company offers by this Prospectus 500,000 shares in its capital stock at 50¢ per share. Shares offered hereby will be sold on a best efforts basis by registered securities dealers who may receive up to 20% commission.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books without notice.

MINIMUM SUBSCRIPTION

In the opinion of the Company's directors it will be necessary that 300,000 shares offered by this Prospectus be sold to net the Company \$120,000 in order to carry out the recommendations set forth under the heading "Use of Proceeds", provide for the Vancouver Stock Exchange listing application fee and adequate working capital.

All monies received from the sale of shares sold pursuant to this Prospectus in British Columbia during the 180 day period following the Effective Date of acceptance for filing of this Prospectus by the Superintendent of Brokers shall be held in trust by Central Trust Company 750

West Pender Street, Vancouver, B.C. until such time as the Minimum Subscription of \$120,000 has been met. If the objective of \$120,000 is not attained within 180 days from the Effective Date all monies will be returned without interest or deduction to the subscribers.

DESCRIPTION OF SHARES

Upon incorporation the Company's authorized capital was 10,000 common shares without par value. On December 30, 1980 the authorized capital was increased to 5,000,000 common shares without par value. On November 30, 1984 a Special Resolution was passed by members of the Company increasing the authorized capital to 20,000,000 common shares without par value.

All shares of the Company, both issued and unissued, rank equally as to dividends, voting powers and participation in assets. No shares have been issued subject to call or assessment. There are no pre-emptive or conversion rights and no provision for redemption, purchase for cancellation, surrender or sinking or purchase funds. Provisions as to the modifications, amendments or variations of such rights or such provisions are contained in the Company Act of the Province of British Columbia.

SHARE CAPITAL STRUCTURE

<u>Designation of Security</u>	<u>Amount Authorized</u>	<u>Amount Outstanding as of Nov.30/84</u>	<u>Amount Outstanding as of the date hereof</u>	<u>Amount Outstanding If All Shares are Sold</u>
Common Shares	5,000,000	1,335,221	1,335,221	1,835,221

PRIOR SALES

During the period from the incorporation of the Company, May 13, 1980, to the date of this Prospectus, the Company sold the following shares for cash:

<u>Number of Shares</u>	<u>Price Per Share</u>	<u>Commissions Paid</u>	<u>Net Cash Received</u>
1	\$1.00	nil	\$ 1
<u>452,000</u>	.20	nil	<u>90,400</u>
452,001			\$ 90,401

The 452,000 shares issued at 20¢ per share together with 133,220 shares issued at a deemed price of 20¢ per share (see below) are being held in pool by Central Trust Company, 750 West Pender Street, Vancouver, B.C. subject to automatic release as follows:

- (a) 25% of the shares on the date shares commence trading on the Vancouver Stock Exchange ("the approval date");
- (b) 25% of the shares three months following the approval date;
- (c) 25% of the shares six months following the approval date;
- (d) the balance of the shares nine months following the approval date.

In the event that the listing has not been effected on the Vancouver Stock Exchange within 12 months from the date of the Prospectus and primary distribution under the Prospectus has ceased, all 585,220 shares shall be subject to automatic release by the trustee. See "Other Material Facts" for details of options granted to director Minaz F. Devji to purchase 75% of the pooled shares.

Shares issued for other than cash:

<u>Number of Shares</u>	<u>Consideration</u>
750,000 (escrowed)	issued at a deemed price of 1¢ per share Polestar reverted Crown-granted Mineral Claim, Kamloops Mining Division Province of B. C.
60,000	issued to Larry R.W. Sostad pursuant to an agreement dated November 30, 1984 at a deemed price of 20¢ per share in satisfaction of \$12,000 purchase price of the Mowich Crown-granted mineral claim
70,970	issued to Newcastle Explorations Ltd. (whose principal is Larry R.W. Sostad) for exploration and development services totalling \$14,194, at a deemed price of 20¢ per share

2,250

issued to Larry R.W. Sostad at a deemed price of 20¢ per share in settlement of indebtedness of \$450

DIRECTORS AND OFFICERS

The Directors and Officers of the Company are:

<u>Name and Address</u>	<u>Principal Occupation During Past Five Years</u>
RALPH ANDREW SOSTAD* 1575 Taylor Way West Vancouver, B.C. V7S 1N5 Director	Prospector, director Burlington Gold Mines Ltd. January 1975 to December 1979; January 1980 to date Goldrich Resources Inc.
ROBERT HUGH DAVIE* 430 North Oxley Street West Vancouver, B.C. V7V 2L6 Director	Real Estate Salesman
MINAZ F. DEVJI 2164 Chicory Lane North Vancouver, B. C. V7P 3J1 Director and President	Banking July 1975 to February 1980, Revenue Canada Taxation February, 1980 to April, 1981; Rea Gold Corp. Marketing April, 1981 to February 1983; July, 1983 to date Vice President Marketing Goldrich Resources Inc., Arizako Mines Ltd., Celebrity Energy Inc.
MAHROOKH DRIVER* 4369 Maple Street Vancouver, B.C. V6J 3V9 Director and Secretary	Self-employed Chartered Accountant

*Members of the Company's audit committee.

Conflict of Interest

The directors of the Company are directors of other companies engaged in the exploration and development of mineral properties.

In order to avoid the possibility of conflict of interest which may arise between their duties to the Company and to other companies in whose Boards they serve, the directors have agreed to the following:

- (a) Participation in mining ventures offered to them will be allocated between the various companies on the basis of prudent business judgment and the relative financial abilities and needs of the companies to participate. Accordingly, such participations may first be offered or vended to others without notice to the Company.
- (b) If participating interests are offered to the Company by companies on which they serve as directors or officers, they will disclose this interest to the Company and abstain from voting on the approval of the proposed contract or transaction.
- (c) If participating interests are formulated by or through the other companies in which they are involved, they will not be offered to the Company except on the same or better terms than the basis on which they are offered to third party participants.

REMUNERATION OF DIRECTORS AND SENIOR OFFICERS

No remuneration has been paid to directors or officers of the Company during 1983 and 1984. In 1981 the Company paid directors fees of \$2,500.

INTEREST OF MANAGEMENT OR OTHERS IN MATERIAL TRANSACTIONS

The Directors and Senior Officers of the Company have no interest in any material transactions in which the Company has participated or intends to participate at this time, save and except as disclosed in this Prospectus, and, in particular, those matters disclosed under the heading "Description of Business and Property of Company".

DESCRIPTION OF BUSINESS AND PROPERTY OF COMPANY

Business

The Company is a natural resource company engaged in the acquisition, exploration and development of mineral, petroleum and natural gas properties. The Company owns or has interests in the properties described under the heading "The Property" and intends to seek and acquire additional properties worthy of exploration and development.

The Property

Polestar Claim
Kamloops Mining Division
Province of British Columbia

The Company is the recorded and beneficial owner of the following reverted Crown-granted mineral claim:

<u>Claim</u>	<u>Record No.</u>	<u>Expiry Date</u>
Polestar	1803	April 18, 1985

The Polestar claim is located about 17 km north of Kamloops, between Jamieson and Lanes Creeks and is accessible by paved road along the North Thompson River and by gravel road to O'Conner Lake which is located within the claim.

Acquisition

On October 8, 1981 Larry R.W. Sostad, prospector, 415 Roslyn Boulevard, North Vancouver, B.C. sold the Polestar claim to the Company for \$10,000 and 750,000 shares in the capital stock of the Company subject to such escrow conditions as may be imposed by regulatory authorities. The 750,000 shares were allocated 375,000 to Larry R.W. Sostad and 375,000 to Cheryl L. Rolston, 7050 Halligan Street, Burnaby, B.C. Subsequent transfers have resulted in the escrow shares being held as follows:

Minaz F. Devji	525,000 shares
Larry R. W. Sostad	200,000 shares
Cheryl L. Rolston	25,000 shares

The Merina No.1 mineral claim which overlaid the Polestar claim was acquired by the Company in July, 1981 for \$1,000, the cost of staking. In July, 1983 the Merina claim was abandoned.

The following information is from the December 18, 1984 report on the Polestar claim by W.G. Timmins, P. Eng., a copy of which is attached hereto:

History

"A government report dating back to 1913 mentions a 50 foot inclined shaft on the Polestar claim. There is no mention of when the shaft was sunk. The main reason for sinking the shaft was an 8 foot wide quartz vein containing from 1.00 to 139.00 dollars per ton gold and 1 to 18.2 oz/Ton silver. More recently, the crown granted claim was acquired by Mr. L. Sostad in 1979, and subsequently sold to Merina Moly Energy Corp., in 1981."

Geology and Mineralization

"The property is extensively overburden covered, however, several outcrop exposures consisting of dirty quartzitic or argillaceous sediments were observed.

The inclined shaft is caved about 20 feet from the collar. It was sunk along the 8 foot wide quartz vein structure which strikes approximately N 20 degrees and dips 45 degrees to the east in a sheared zone possibly near a granite contact.

A trench approximately twenty-five feet in length is located 70 feet to the north of the shaft along strike with the vein, however, this trench is badly sloughed in. A grab sample of quartz material from the sides of the trench, containing pyrite and minor sphalerite assayed 0.02 oz/Ton gold and 1.12 oz/Ton silver."

Work Done

Between 1979 and 1984, a number of test pits have been established, north of the flooded shaft. No significant mineralization was encountered. The cost of work and maintaining the Polestar claim in good standing has been \$6,701.

The Company intends to carry out the Phase 1 program of work recommended by W. G. Timmins, P. Eng in his December 18, 1984 report at an estimated cost of \$13,750.

There is no underground or surface plant or equipment on the Polestar claim which is without a known body of commercial ore. THE PROPOSED PROGRAM IS AN EXPLORATORY SEARCH FOR ORE.

St. Clair Claim Group
Slocan Mining Division
British Columbia

The Company is the beneficial owner of the following mineral claims:

Crown - granted mineral claims

St. Clair	Lot 4559
Rose Marie	Lot 4003
Mowich	Lot 4558

<u>Located mineral claims</u>	<u>Record no.</u>	<u>Expiry</u>
St. Clair #2	2341	Jan. 11/87
St. Clair #3	2342	Dec. 17/85

The center of the property is located four kilometres due east of New Denver, British Columbia. Access to the showing is by four wheel drive along bulldozer roads from New Denver.

The topography in the claim area varies from moderate to quite steep, with particularly steep slopes on the hillsides flanking the creek valleys. The access road to the old working has a number of switch backs; necessary to negotiate the steep grade. The steep slopes, however, usually allow mine development to proceed by drifting, rather than shaft-sinking, and the majority of old mines in the camp were developed by driving adits. Elevation at the old workings is about 3000' A. S. L.

Acquisition

By agreements dated January 3, 1981 between Larry R.W. Sostad and Cheryl L. Rolston as vendors and the Company as purchaser, the Company was granted options to purchase the St. Clair and Rose Marie Crown-granted mineral claims for \$30,000 each to be paid by ten \$6,000 instalments. The Company has paid \$12,000 which has been accepted by Sostad and Rolston as exercisa in full of the options to purchase. The vendors have conveyed the St. Clair and Rose Marie Crown - granted mineral claims to the Company pursuant to the January 3, 1981 agreements.

On October 8, 1981 the St. Clair #2 and #3 claims were purchased by the Company from Cheryl L. Rolston for \$12,000.

On October 8, 1981 Wallace G. Fulkco and Jack Heichert, P. O. Box 72, New Denver, British Columbia, transferred the St. Clair Silver Group claim, record no. 1707, to the Company for \$10,000. As the St. Clair Silver Claim Group was substantially covered by the St. Clair #2 and #3 claims the St. Clair Silver Group claim was subsequently abandoned.

The Mowich Crown-granted mineral claim was purchased from Larry R.W. Sostad on November 30, 1984 for \$12,000 for which Mr. Sostad has accepted 60,000 shares of the Company at a deemed price of 20¢ per share. Mr. Sostad's cost of acquisition was approximately \$12,000.

The following information is from the December 18, 1984 report on the St. Clair claims by W. G. Timmins, P. Eng., a copy of which is attached hereto:

History

"The St. Clair claims lie in the Slocan Mining Camp, probably the best known silver producing area in British Columbia. The first discovery was made in 1891, and precipitated such a staking rush that 750 claims were recorded the following year.

The Freddie Lee mine, in 1892, was the first to attain production, and the peak years for the camp as a whole were from 1912 to 1919. Production since then has been intermittent, but prospector interest has remained high.

A number of old workings and Crown grants lie in the area now covered by the St. Clair #2 and #3 claims. These include the Mowich, Rose Marie and St. Clair Crown grants, which are owned by Merina Moly Energy Corp.

In November, 1949, a shipment of 9563 lbs. of ore from the Rose Marie claim was received at the Trail Smelter. This assayed at 40 oz/ton silver, 17.9% lead, and 11.5% zinc. Gold, at .04 oz/ton, was quite low, which is typical of the camp. No other production information is presently available to the writer".

Geology of the Property

"The St. Clair claims are underlain mainly by sediments of the Slocan group, with massive beds of siltstone, argillite, and quartzite predominating. In the underground workings on the St. Clair Crown-grant, examined by G. Richmond, the strata of the Slocan group strike at 190

degrees and dip 70 degrees to the east. It is not known if these beds are overturned or upright. The strike at the showings varies considerably from the regional strike; this may be due to local deformation. Three of the four adits on the property were studied in 1981 (see Appendix 1). The lower two are connected by a raise of not more than 100 feet (30 m), and explore the same quartz vein or veins. This vein at the face is about 1 foot in width, but very irregular, and consists of mainly white quartz, with pale green fluorite and white clay (probably kaolinite) occurring as pods in the central portion of the vein. There are traces of tetrahedrite associated with the quartz. Some quartz and quartz-breccia veins are exposed in the adit and in short crosscuts to the east."

"Old workings on the Rose Marie Crown grant expose a number of quartz veins cutting bedding rocks of the Slocan Group. These quartz veins are mineralized with galena, sphalerite and tetrahedrites (or freibergite); and assays made on samples from these veins indicate significant values in silver."

Work Done

In 1984, four trenches varying in length from 10 to 17 metres and in depth from 2 to 3 metres were excavated in an area south of the Rose Marie Crown-grant. None of the trenches reached bedrock, encountering instead a clay horizon. Soil samples were collected but not analyzed.

The cost of work and maintaining the St. Clair claims in good standing has been \$30,460.

The Company intends to carry out the Phase 1 program of work as recommended by Mr. Timmins at an estimated cost of \$39,500.

There is no underground or surface plant or equipment on the St. Clair claims which are without a known body of commercial ore. THE PROPOSED PROGRAM IS AN EXPLORATORY SEARCH FOR ORE.

SPECULATIVE ASPECTS

Mineral exploration and development is inherently speculative and carries with it many risks that even the most careful evaluation and management cannot overcome. There is no assurance that any production will be obtained. If production is obtained prices received are subject to market fluctuations.

No survey has been made of the located mineral claims in which the Company has an interest and in accordance with the mining laws of the jurisdiction in which the claims are situate, their precise location and area may be in doubt.

Mining operations generally involve a high degree of risk. Hazards such as unusual or unexpected formations and other conditions are involved. The Company 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 Company's financial position.

USE OF PROCEEDS

The net proceeds to be derived by the Company if all shares are sold and the net proceeds to be derived by the Company if only the minimum subscription is obtained will be used as follows:

	<u>Proceeds of Issue</u>	<u>Proceeds from Minimum Sub- scription</u>
1. Costs of this issue including legal, audit and printing	\$ 15,000	\$ 15,000
2. Accounts Payable	\$ 2,650	\$ 2,650
3. Reserve for application fee for listing on the Vancouver Stock Exchange	\$ 2,200	\$ 2,200
4. Carry out Phase 1 program of work on Polestar and St. Clair claims as recommended by W.G. Timmins, P. Eng., in his report dated December 18, 1984 a copy of which is attached hereto	\$ 53,250	\$ 53,250
5. Working capital and general corporate purposes	<u>\$ 176,900</u>	<u>\$ 46,900</u>
TOTAL	\$250,000	\$120,000

The proceeds from the sale of shares offered by this Prospectus are intended to be used for the purposes set forth above and in carrying out the above program of work the Company will not discontinue or depart from the recommended program of work unless advised in writing by its consulting engineers to do so. Should the Company contemplate any such change or departure, notice thereof will be given to all shareholders. If such a change occurs during the primary distribution of shares via this Prospectus, an amendment thereto will be filed.

No part of the proceeds will be used to invest, underwrite or trade in securities other than those that qualify as an investment in which trust funds may be invested under the laws of the jurisdiction in which the securities offered by this Prospectus may be lawfully sold.

Should the Company intend to use the proceeds to acquire other than trustee type securities after the distribution of the securities offered by this Prospectus, approval by the members of the Company must first be obtained and notice of the intention must be filed with the regulatory securities bodies having jurisdiction over the sale of the securities offered by this Prospectus.

In the event of any material change in the affairs of the Company during the primary distribution of the securities offered by this Prospectus, an amendment to this Prospectus will be filed. Following completion of the primary distribution of the securities offered by this Prospectus, shareholders will be notified of changes in the affairs of the Company in accordance with the requirements of the appropriate regulatory authorities.

PRINCIPAL HOLDERS OF SECURITIES

As of the date of this Prospectus, the following table sets forth the number of shares owned of record or beneficially, directly or indirectly, by each person who owns 10% or more of the Company's shares:

<u>Name and Address</u>	<u>Type of Ownership</u>	<u>Class of Shares</u>	<u>Number of Shares</u>	<u>% of Shares Outstanding</u>
Minaz F. Devji 2164 Chicory Lane North Vancouver, B.C.	beneficial direct	common	525,000	39.31%

Larry R.W. Sostad 415 Roslyn Blvd. North Vancouver, B.C.	beneficial direct beneficial indirect	common common	287,251 <u>70,970</u> 358,221	 26.83%
John S. Morris 6317 Boundary Road Vancouver, B.C.	beneficial direct	common	150,000	11.23%

All directors and senior officers of the Company beneficially own, directly or indirectly, 42.88% of the shares outstanding. See Other Material Facts for details of shares under option to Minaz F. Devji.

ESCROWED SHARES

As of the date of this Prospectus, 750,000 shares are held in escrow by Central Trust Company, 750 West Pender Street, Vancouver, B.C., subject to the direction or determination of the Superintendent of Brokers and Vancouver Stock Exchange. The escrow agreement, dated , 1984, provides that the shares may not be traded in, dealt with in any manner whatsoever, or released, nor may the Company, its transfer agent or escrow holder make any transfer or record any tradings of the shares without the prior consent of the Superintendent of Brokers and Vancouver Stock Exchange.

In the event that the Company loses or alienates th property or asset for which it issued all or part of the escrow shares the Company or any shareholder thereof shall have the express obligation to declare such event or circumstance and the particulars thereof to the Superintendent of Brokers or the Vancouver Stock Exchange who may, at their discretion, make such order or direction for the cancellation of all or any portion of the shares as they deem advisable. The fact that the property or asset has been lost or alienated shall not, in itself, be cause for cancellation of all or part of the shares. The complete text of the Escrow Agreement is available for inspection at the Company's registered office, 960-789 West Pender Street, Vancouver, British Columbia. The escrowed shares will be under the direction of the Vancouver Stock Exchange after the Company's shares have been listed for trading.

<u>Designation of Class</u>	<u>Number of Shares Held In Escrow</u>	<u>Percentage of Class</u>
Common	750,000	56.17%

PROMOTERS

Larry R.W. Sostad, 414 Roslyn Blvd., North Vancouver, B.C. and Minaz F. Devji, 2164 Chicory Lane, North Vancouver, B.C. are the Company's promoters. Messrs. Devji and Sostad hold 525,000 and 200,000 escrowed shares respectively. Mr. Sostad purchased 25,000 shares at 20¢ per share and has received 133,220 shares at a deemed price of 20¢ per share.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors for the Company are MacGillivray & Co. Chartered Accountants, 900-750 West Pender Street, Vancouver, B.C.

The Registrar and Transfer Agent for the Company is Central Trust Company, 750 West Pender Street, Vancouver, B.C.

MATERIAL CONTRACTS

In 1981 the Company acquired the Moly #1 mineral claim in the Vancouver Mining Division at a cost of \$3,600. This claim was later abandoned and the cost written off. In 1982 the CR claim in the Nicola Mining was acquired by the Company. This claim was abandoned in 1984. Exploration and development costs of \$5,925 have been written off.

Material contracts may be inspected at the Company's registered office, 960-789 West Pender Street, Vancouver, British Columbia, during normal business hours, during the period of primary distribution of the securities being offered under this Prospectus.

OTHER MATERIAL FACTS

All members of the Company who acquired shares at 20¢ per share in the Company's non-reporting stage have granted options to Minaz F. Devji to purchase 75% of their shares, a total of 438,915 shares, at 25¢ per share, exercisable as shares are released from pool.

There are no other material facts relating to the offering of securities under this Prospectus other than as disclosed herein.

PURCHASER'S STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION

Sections 60 and 61 of the British Columbia Securities Act provide in effect, that where 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, was not delivered to him or his agent prior to delivery to either of them of the written confirmation of the sale of securities. Written notice of intention to commence an action for rescission must be served on the person who contracted to sell within 60 days of the date of delivery of the written confirmation, but no action shall be commenced after the expiration of three 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 a 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 the expiration of 90 days from the later of the date of such contract or the date on 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.

CERTIFICATE

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by Part 7 of the Securities Act, and the regulations under it.

Ralph Sostad
Director

Minaz F. Devji
Director & Promoter

Robert H. Davie
Director

Mahrookh Driver
Director

Larry R. W. Sostad
Promoter

DATED: