

SUPERINTENDENT OF BROKERS
AND
VANCOUVER STOCK EXCHANGE

STATEMENT OF MATERIAL FACTS #49/91
EFFECTIVE DATE: JUNE 6, 1991

PAGE 2

SEE MAP RE
SIWASH CREEK PROPERTY
AVAILABLE FOR OPTION

FAIRFIELD MINERALS LTD.
Suite 1980
1055 West Hastings Street
Vancouver, British Columbia
V6E 2E9

(604) 669-3398

NAME OF ISSUER, ADDRESS OF HEAD OFFICE AND TELEPHONE NUMBER

1500 - 885 West Georgia Street
Vancouver, British Columbia
V6C 3H7

(604) 688-3411

ADDRESS OF REGISTERED AND RECORDS OFFICES OF ISSUER

Montreal Trust Company of Canada
510 Burrard Street
Vancouver, British Columbia
V6C 3B9

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

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.

OFFERING: 1,000,000 Units

NON-FLOW-THROUGH OFFERING: 500,000 Non-Flow-Through Units, each Non-Flow-Through Unit being comprised of one non-flow-through share and one non-flow-through Series A Warrant, two such Warrants entitling the holder to purchase one additional common share of the Issuer up to one year following the Offering Day at the Offering Price. The Non-Flow-Through offering may be increased by up to 15% to meet over-subscriptions (See "Plan of Distribution").

NON-FLOW-THROUGH UNITS	Offering Price (Estimated)*	Commission	Estimated Net Proceeds to be Received by the Issuer
Per Unit	\$ 1.50	\$ 0.1125	\$ 1.3875
Total	\$ 750,000	\$ 56,250	\$ 693,750

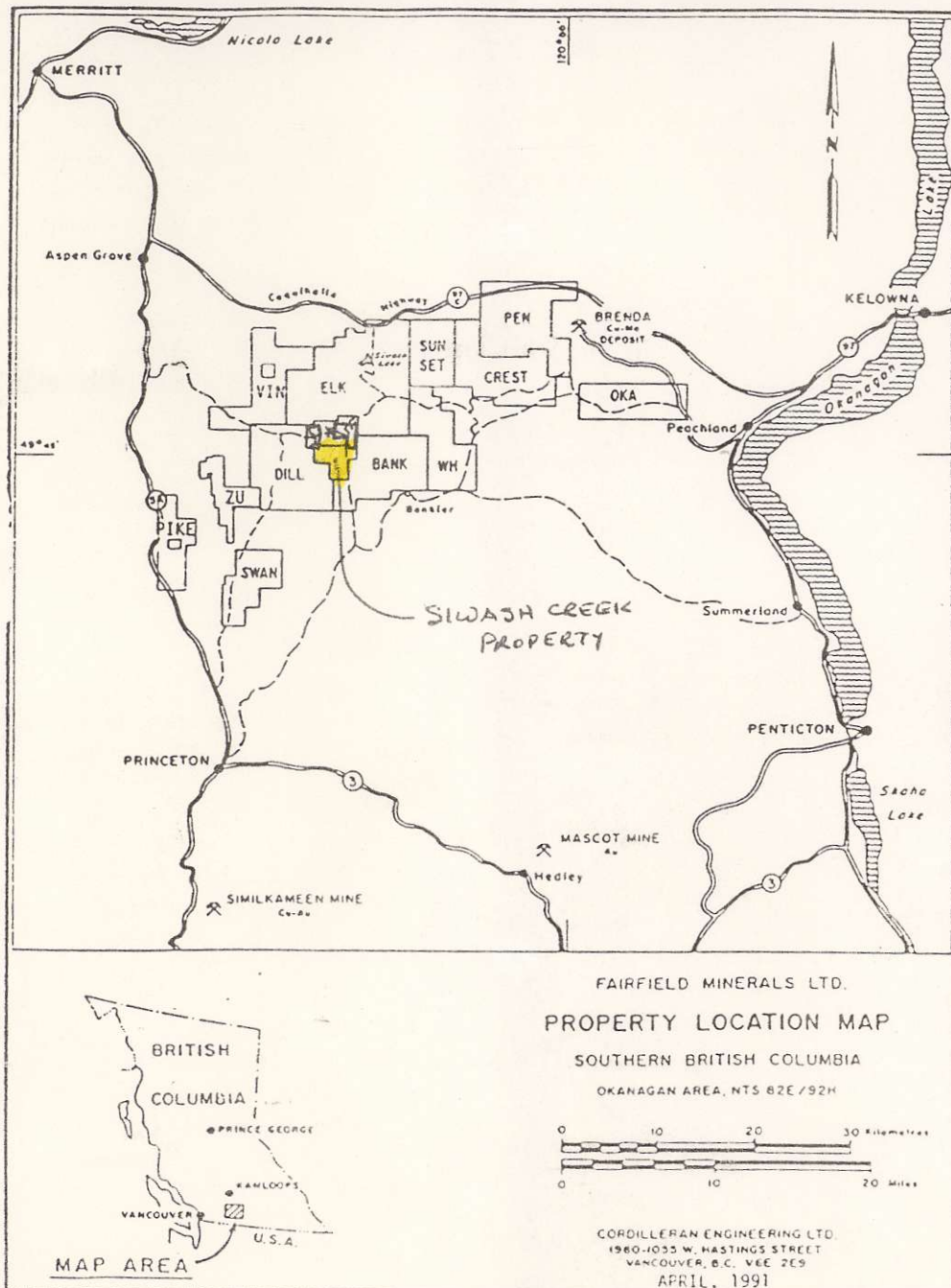
* To be calculated in accordance with the rules of the Vancouver Stock Exchange

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

Nil

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

The Issuer owns 12 properties (covering approximately 255 square miles) in the Merritt - Westbank area of south-central British Columbia, two of which, the Vin and Dill, are under option to Placer Dome Inc. ("Placer"). Nine of the properties are described under this Group II and three of the properties, the Oka, Sunset and Bank, are described under the Group III properties.



None of the Issuer's Group II properties has any surface or underground plant or equipment on the property, except the Elk property. There are no known reserves of ore on any of the Issuer's Group II properties, except the Elk property.

A. CREST PROPERTY

The Issuer owns a 100% interest in the Crest property which comprises 43 mineral claims (241 units) covering 14,900 acres located 36 miles southeast of Merritt, British Columbia.

The Crest property was acquired by staking in 1989, as a result of a reconnaissance prospecting and sampling program. In 1990, exploration consisted of grid soil sampling over most of the property with subsequent detailed sampling around selected anomalous sites. A total of 5,749 soil samples were collected from initial and detailed soil grids and analyzed for gold.

A large number of anomalous gold values were returned from geochemical analyses, with the majority defining seven trends on the east half of the property. Values include several greater than 200 ppb Au with highs of 540, 580 and 680 ppb Au.

The property overlies the contact between an assemblage of volcanic and sedimentary rocks and a granodiorite batholith. The exploration target is a skarn or vein hosted gold or copper/gold deposit.

The 1991 exploration program on the Crest property will consist of geochemical soil sampling and geophysical surveys at an estimated cost of \$30,000.

B. DILL PROPERTY

The Issuer owns a 100% interest in the Dill property, subject to an option in favour of Placer. The property comprises 32 mineral claims (289 units) covering 17,800 acres, located 29 miles southeast of Merritt, British Columbia.

By agreement dated April 25, 1989 and amended June 5, 1989 Placer was granted an option to earn a 50% interest and a second option to earn a further 20% interest in the Dill property. Placer may earn the 50% interest in the property by making option payments to the Issuer of \$350,000 on or before February 28, 1992, of which \$215,000 has been received, and by incurring expenditures of \$1,000,000 by February 28, 1993. At January 31, 1991, Placer had expended approximately \$413,553 in exploration. Placer may earn the further 20% interest in the Dill property by paying the Issuer an additional \$250,000 and incurring additional expenditures of \$500,000 on or before the first anniversary date of the election to earn the further 20% interest in the property.

Upon Placer delivering a production notice in respect of the Dill property, the Issuer may elect either to:

- (a) retain a participating interest (30% if Placer has 70% and 50% if Placer has 50%), in which case it shall pay Placer the percentage (equal to its participating interest) of all expenditures by Placer in excess of the amount required to earn its interest; or
- (b) retain a 3% net smelter return on gold, silver and platinum plus a 15% net proceeds interest on all other metals.

If the Issuer elects to retain the carried interest, then Placer will pay the Issuer \$100,000 annually in advance royalties, from the date the production decision is made.

The Issuer is the operator of the Dill property until Placer earns a 50% interest in the property.

Initially, the agreement also covered the Bank property. However, on April 11, 1991 Placer returned the Bank property to the Issuer.

The Dill property, south of the Elk, straddles the contact of a granitic batholith and Nicola Group mafic volcanic rocks - a very similar setting to the Similco copper mine located 30 miles to the south.

The 1990 program of claim acquisition, extensive soil sampling and geophysical surveys outlined a large area of coincident copper/gold geochemistry and I.P. chargeability highs near the western property boundary. Trenching and drilling conducted within this area in the 1960's revealed widespread copper mineralization occurring as disseminations and fracture-fillings in andesitic volcanics and diorite. Of 18 diamond drill holes, 13 were located within the anomaly but tested only a small portion of its extent. All intersected copper mineralization, many from top to bottom. One hole graded 0.17% copper over 970 feet and another averaged 0.26% copper over 680 feet, including 130 feet of 0.40%. Some of the core samples were assayed for gold returning several values of 0.01 to 0.02 ounces per ton. Overburden depths range from one to 80 feet.

Elsewhere on the property, linear gold geochemical anomalies in areas of granitic rocks may represent gold bearing vein structures.

The 1991 exploration program on the Dill property will consist of geochemical soil sampling, trenching and 6,800 feet of diamond drilling at an estimated cost of \$400,000, which will be financed entirely by Placer.

C. ELK PROPERTY

The Issuer owns a 100% interest in the Elk property subject to a \$2,500,000 payment to Placer from 10% of the net proceeds of production. The property comprises 84 mineral claims (523 units) and six placer claims located 28 miles southeast of Merritt, British Columbia. Six of the mineral claims (72 units) are subject to an additional payment of \$30,000 on October 1, 1991 and a 1% net smelter return in favour of Donald Edmund Agur of Summerland, British Columbia.

Placer acquired a 50% interest in the Elk property by paying the Issuer \$500,000 and incurring \$2,000,000 in expenditures on the property, pursuant to an agreement dated March 11, 1988. By agreement dated March 26, 1991, the Issuer acquired Placer's 50% interest in the property by agreeing to pay Placer \$2,500,000 from 10% of the net proceeds of production from the property. The Issuer also has the option to reduce the purchase price to \$1,300,000 by making such payment on or before December 31, 1993.

The Elk property was acquired in 1986 and hosts a high grade vein deposit in the Siwash North Zone with additional gold mineralization in the South Showing, North Showing and Siwash Lake areas.

The 1990 exploration program focused on the Siwash North vein system with backhoe trenching of 1,800 feet and diamond drilling of 16,960 feet in 58 holes. To date 19,430 feet in 70 holes have been drilled. Trenching of 2,000 feet in the Lake Zone one-half mile to the south of Siwash North revealed a sub-parallel mineralized structure which was drilled with four preliminary test holes totalling 850 feet. In addition, detailed soil sampling and geophysical surveys were undertaken on another favourable target area to the south.

The program delineated a geological resource of 148,000 ounces of gold and similar quantity of silver in the Siwash North Zone, calculated by Cordilleran Engineering Ltd. ("Cordilleran"). This reserve is contained within five distinct shoots represented by 17 drill intercepts above cutoff grade of 0.30 ounces gold per ton over 6.6 feet true width. The polygon method of reserve calculation indicates a geological resource of 234,000 tons averaging 0.633 ounces gold per ton. The shoots remain open to expansion both down dip and along strike. Refer to Item 6 for details of the relationship between Cordilleran and the Issuer.

High grade native gold is concentrated in one main vein in the western part of the Siwash North system and in two parallel structures on the east side. The vein steepens abruptly on the west end and may do the same at depth to the east. Gold is hosted by quartz veins and silicified granite containing several percent pyrite with minor chalcopyrite and galena. Granite wallrocks are fresh and competent outside a narrow alteration envelope surrounding the vein.

Stripping of the Siwash North Zone along 2,200 feet of strike extent has provided an opportunity to examine and sample the vein in detail. A 1,280 foot length cut by 73 panel samples at 17 foot intervals averaged 0.507 ounces gold per ton over 6.6 feet true width. Centred within this section is a very consistent high grade interval averaging 1.012 ounces gold per ton over a 380 foot length by 6.6 foot true width. The high grade vein ranges from 5cm to 70cm wide and hence the vein assays were diluted for reporting purposes with assays of adjacent wallrock to give a weighted average gold grade of 2.0 meters true width. Drilling beneath this area has intersected high grade gold down dip to 840 feet and the zone remains open at depth.

Four other target areas dispersed over 2.5 miles to the south of Siwash North have excellent potential to provide additional gold reserves.

Preliminary drilling of the Lake Zone structure indicated strong continuity to a depth of 250 feet. Geochemical and geophysical results suggest a possible strike extent of 2,000 feet. Trenching of the North and South Showings revealed major structures with lengths in excess of 1,500 feet hosting local high grade veins.

Existing facilities on the Elk property include three wood frame buildings used for kitchen, wash house and core handling facility and a wood and steel rack used for storage of drill core boxes. The camp is accessed by five miles of gravel road from the Okanagan Connector highway.

The 1991 exploration program on the Elk property will consist of 28,000 feet of diamond drilling, at an estimated cost of \$1,200,000. This program has been recommended in a report to the Issuer dated April 23, 1991 by C.J. Westerman, Ph.D., F.G.A.C., Consulting Geologist.

D. PEN PROPERTY

The Issuer owns a 100% interest in the Pen property which comprises 19 mineral claims (292 units) covering 18,000 acres, located 36 miles southeast of Merritt, British Columbia.

The Pen property was acquired by staking in 1990, as a result of a regional exploration program. In 1990 exploration consisted of soil sampling at a cost of \$20,987.

The exploration target is a skarn or vein hosted gold or copper/gold deposit in a volcanic-sedimentary assemblage or adjacent intrusive body.

The 1991 exploration program on the Pen property will consist of geochemical sampling at an estimated cost of \$28,000.