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# FILING STATEMENT

FS167/84

BLACKDOME EXPLORATION LTD.

Name of Company

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*Vancouver Stock Exchange*

British Columbia, Canada

**FILING STATEMENT**

BLACKDOME EXPLORATION LTD.

.....  
Name of Company

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

ITEM 1

A. Sale of 640,000 Units

Pursuant to an Agency Agreement dated April 13, 1984 as amended May 14, 1984, the Company appointed Phoenix Securities Limited, (the "Agent") of London England, as Agent of the Company for the purpose of offering to subscribers in Europe 640,000 Units (each Unit consisting of one Common share and one non-transferable warrant) at a price of \$2.50 per Unit to raise net proceeds of \$1,520,000. The offering was completed on May 16, 1984 and the Units were purchased exclusively by those persons in Great Britain and Europe whose business involves the acquisition, disposal or holding of securities and by one exempt Ontario purchaser. The Units were purchased by a total of 15 subscribers who purchased individually a maximum of 200,000 Units and a minimum of 4,000 Units.

The subscribers were granted non-transferable share purchase warrants entitling the holders thereof to purchase up to a total of 640,000 additional shares of the Company at a price of \$2.85 per share, exercisable until November 13, 1984.

The Agent received a commission of 5% (\$80,000) of the subscription price of the Units. In addition, in consideration of the Agent agreeing to purchase any unsubscribed units at the conclusion of the offering, the Company has issued to it 128,000 warrants which entitle the Agent to purchase up to 128,000 Common shares of the Company at a price of \$2.85 per share exercisable until November 13, 1984.

The proceeds from the offering will be used as follows:

1. To carry out the work recommended by the Report of David S. Robertson & Associates dated March, 1984 as follows:

Mine operations including  
mobilization and demobilization  
(600 feet drifting, 300 feet  
raising) - 4 months at \$190,000  
per month \$760,000

Diamond drilling 3,000 feet  
@ \$30 per foot \$ 90,000

Mining, metallurgical and cost studies	\$100,000
Purchase of third scooptram (used)	\$ 50,000
	\$1,000,000
2. General Operating costs	\$ 220,000
3. General Corporate purposes	\$ 250,000
4. To pay the expenses of the Agent (estimated)	<u>\$ 50,000</u>
TOTAL	<u>\$1,520,000</u>

An Order under Section 21 of the Securities Act of British Columbia was received with respect to the issuance of the shares and the warrants.

B. Increase in Authorized Capital

At the Annual General Meeting of the Company held on May 9, 1984, the shareholders approved the increase in the authorized capital of the Company from 6,000,000 Common shares without par value to 10,000,000 Common shares without par value. The resolution became effective upon filing with the Registrar of Companies on May 25, 1984.

C. Change in Directors and Officers

Since the date of the Company's last Filing Statement, the following changes have occurred in the Directors and Officers of the Company:

- (a) Mr. William St. C. Dunn retired as a Director of the Company on July 20, 1983 and Mr. R. Carl Ashenhurst of Toronto, Ontario, was appointed a Director in his place and stead.
- (b) At the Annual General Meeting held on May 9, 1984, Mr. Jurgen T. Lau and Mr. J. Haig deB. Farris retired as Directors of the Company and Mr. R. Page Chilcott and Mr. Gary R. McDonald were elected Directors in their place and stead.
- (c) Mr. Jurgen T. Lau retired as Secretary of the Company and Mr. Gary R. McDonald was appointed Secretary in his place and stead on May 9, 1984.

ITEM 2

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

ITEM 3

The names, addresses and chief occupations for the past five years of the present or proposed officers

and directors and the number of shares each holds beneficially are as follows:

<u>Name, Address and Position with Company</u>	<u>Occupation for Past Five Years</u>	<u>Number of Shares Held Beneficially</u>
Albert Frederick Reeve R.R. #1 North Road Gibsons, B.C. VON 1V0 Director & President	Geologist; Albert F. Reeve Limited, President of the Company and Barrier Reef Resources Ltd.	17,500
Irvine Corbett 333 Rupert Street Hope, B.C. VOX 1L0 Director	Merchant, Self-employed	31,000
R. Carl Ashenhurst 1681 Bramsey Drive Mississauga, Ontario L5J 2H9 Director	Chartered Accountant; Formerly Secretary of Noranda Mines Limited and President of Heath Steele Mines Limited	100
Gary Ralph McDonald 4555 Ramsay Road North Vancouver, B.C. V7K 2N6 Director & Secretary	Secretary, Barrier Reef Management Ltd., July/83 to date; Chartered Accountant, Self-Employed, May/83 to June/83; Audit Manager, Coopers & Lybrand, Feb./79 to April/83	Nil
Robert Page Chilcott 5780 Sherwood Boulevard Delta, B.C. V4L 2C6 Director	Investment Dealer; President, C.M. Oliver & Company Ltd.	5,000

ITEM 4

The Company is authorized to issue 10,000,000 Common shares without par value, of which 4,265,300 are issued and outstanding.

ITEM 5

As at May 31, 1984, the Company had working capital of \$1,240,912.

ITEM 6

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

ITEM 7

Other than as set forth in Item 1 of this Filing Statement, no payments in cash or securities of the Company have been made or are to be made to a promoter or finder in connection with any agreement or transaction referred to in this Filing Statement.

ITEM 8

In 1984, a feasibility study will be undertaken by Watts, Griffis & McQuat, of Toronto, Ontario, independent mining engineering consultants, at an estimated cost of \$100,000, to review the proposed mining method and mine development program, the design, cost and procurement program for the concentrating plant and other surface facilities and equipment and the economic feasibility of bringing the Company's Black Dome Mountain Property located near Clinton, B.C. into production.

In addition, the Company will undertake metallurgical studies, conduct a further 600 feet of drifting along strike and 300 feet of raises on the No. 1 Vein South Zone to confirm and develop further drillindicated high-grade ore shoots and complete approximately 3,000 feet of surface diamond drilling, at an estimated cost of \$1,120,000.

ITEM 9

In 1983, underground exploration and development work was continued at the Company's gold-silver property near Clinton in British Columbia. A total of 2,060 feet of drifting and 370 feet of underground diamond drilling were completed at a cost of \$1,500,000. This work was financed by Noranda Mines Limited pursuant to an agreement with the Company.

ITEM 10

No shares in the capital of the Company are held in escrow or pool.

The Company's present Registrar and Transfer Agent is Canada Permanent Trust Company, 701 West Georgia Street, Vancouver, B.C.

ITEM 11

The names, addresses and shareholdings of the five largest registered shareholders of the Company as at May 30, 1984 are:

<u>Name &amp; Address</u>	<u>Number of Shares</u>
Noranda Mines Limited Suite 4500, Commerce Court West Toronto, Ontario M5L 1R6 (reporting company)	500,000

Barrier Reef Resources Ltd. 904 - 675 West Hastings Street Vancouver, B.C. V6B 1N2 (reporting company)	395,100
Heath Steele Mines Limited Suite 4500, Commerce Court West Toronto, Ontario M5L 1B6	332,500 (1)
CLS & Co. 2 First Canadian Place Suite 1200 P.O. Box 32 Toronto, Ontario	302,050 (2)
Empire Valley Gold Mines Limited (N.P.L.) 904 - 675 West Hastings Street Vancouver, B.C. V6B 1N2 (reporting company)	280,000 (3)

NOTES:

- (1) Heath Steel Mines Limited is a subsidiary of Noranda Mines Limited.
- (2) The Company has no knowledge of the beneficial ownership of these shares.
- (3) Empire Valley Gold Mines Ltd. (N.P.L.) is a subsidiary of Barrier Reef Resources Ltd.

ITEM 12

The name and address of the member whose shareholdings are large enough to materially affect control of the Company is as follows:

<u>Name and Address</u>	<u>Number of Shares Beneficially Owned Directly or Indirectly</u>
Barrier Reef Resources Ltd. #904 - 675 West Hastings Street Vancouver, B. C. V6B 1N2	840,200

Barrier Reef Resources Ltd. holds these shares directly and through its subsidiaries, Empire Valley Gold Mines Ltd. (N.P.L.) and Castlemaine Explorations Ltd. Barrier Reef Resources Ltd. is a reporting company listed on the Vancouver Stock Exchange and has certain common directors and officers with the Company.

ITEM 13

The Company's assets as at the date hereof do not include investments in shares or other securities of other companies.

ITEM 14

The Company has no bonds, debentures, notes, mortgages, unsecured loans, charges, liens or hypothecations outstanding, except for an unsecured loan from Barrier Reef Resources Ltd. in the amount of \$59,561.

ITEM 15

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

ITEM 16

There are no lawsuits pending or in progress against the Company or its properties.

ITEM 17

There are no material contracts to which the Company is a party and which have not been disclosed in the foregoing.

ITEM 18

For the fiscal year ended December 31, 1983, a total of \$33,810 was paid to Albert F. Reeve Limited and Barrier Reef Management Ltd., companies controlled by directors of the Company, for technical and professional services and for management and office services, respectively.

For the five month period ended May 31, 1984, a total of \$31,894 was paid to Barrier Reef Management Ltd., a company controlled by Directors of the Company, for technical and professional services and for management and office services.

ITEM 19

There are no other material facts.

CERTIFICATE OF THE COMPANY

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

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

NAME Albert F. Reeve, Director and President

SIGNATURE 

NAME Gary R. McDonald, Director and Secretary

SIGNATURE 

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