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This Prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

No securities commission or similar authority in Canada has in any way passed upon the merits of the securities offered hereunder and any representation to the contrary is an offence.

PROSPECTUS

Dated: June 15, 1984

684-7954

HUNTINGTON RESOURCES INC.

2002 - 1055 West Georgia Street  
Vancouver, British Columbia V6E 3P3  
(hereinafter called the "Issuer")

RECEIVED

FEB 20 1985  
KERR ADDISON MINES LTD.

PUBLIC OFFERING — 400,000 Common Shares

| Shares          | Price to Public | Commission | Net Proceeds to be Received by the Issuer* |
|-----------------|-----------------|------------|--|
| Per Share ..... | \$0.40          | \$0.05     | \$0.35                                     |
| Total .....     | \$160,000       | \$20,000   | \$140,000                                  |

\* Before deduction of the costs of the issue estimated to be \$15,000.

THERE IS NO MARKET FOR THE SECURITIES OF THE ISSUER.

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

THE VANCOUVER STOCK EXCHANGE HAS CONDITIONALLY LISTED THE SECURITIES BEING OFFERED PURSUANT TO THIS PROSPECTUS. LISTING IS SUBJECT TO THE ISSUER FULFILLING ALL THE LISTING REQUIREMENTS OF THE VANCOUVER STOCK EXCHANGE ON OR BEFORE OCTOBER 15, 1984 INCLUDING PRESCRIBED DISTRIBUTION AND FINANCIAL REQUIREMENTS.

NO PERSON IS AUTHORIZED BY THE ISSUER TO GIVE 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 25.0% OF THE SHARES THEN OUTSTANDING AS COMPARED TO 64.81% THAT WILL BE OWNED BY THE CONTROLLING PERSONS, PROMOTERS, DIRECTORS AND SENIOR OFFICERS OF THE ISSUER AND ASSOCIATES OF THE AGENT. REFER TO THE HEADING "PRINCIPAL HOLDERS OF SECURITIES" HEREIN FOR DETAILS OF SHARES HELD BY PROMOTERS, DIRECTORS, OFFICERS AND CONTROLLING PERSONS OF THE ISSUER AND ASSOCIATES OF THE AGENT. ASSOCIATES OF THE AGENT PURCHASED 100,000 SHARES OF THE ISSUE AT \$0.15 PER SHARE.

THIS PROSPECTUS ALSO QUALIFIES FOR SALE TO THE PUBLIC AT THE MARKET PRICE FOR THE SHARES AT THE TIME OF SALE OF ANY SHARES OF THE ISSUER WHICH THE AGENT MAY ACQUIRE PURSUANT TO THE AGENT'S WARRANTS. REFERENCE SHOULD BE MADE TO THE HEADING "PLAN OF DISTRIBUTION".

WE, AS AGENT, CONDITIONALLY OFFER THESE SECURITIES SUBJECT TO PRIOR SALE, IF, AS AND WHEN ISSUED BY THE ISSUER AND ACCEPTED BY US IN ACCORDANCE WITH THE CONDITIONS CONTAINED IN THE AGENCY AGREEMENT REFERRED TO UNDER THE HEADING "PLAN OF DISTRIBUTION" ON PAGE 1 OF THIS PROSPECTUS.

NAME AND ADDRESS OF AGENT

CANARIM INVESTMENT CORPORATION LTD.

22nd Floor - 609 Granville Street  
Vancouver, British Columbia V7Y 1H2

EFFECTIVE DATE: JULY 16, 1984

Spring McILVEEN

HUNTINGTON RESOURCES INC.

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PLAN OF DISTRIBUTION

Offering

The Issuer by its Agent hereby offers (the "Offering") to the public through the facilities of the Vancouver Stock Exchange (the "Exchange") 400,000 shares (the "Shares"). The Offering will be made in accordance with the Exchange's Initial Distribution Rule B.5.00 and on a day (the "Offering Day") determined by the Agent and the Issuer, with the consent of the Exchange, within a period of 90 days from the date upon which the Shares of the Issuer are conditionally listed on the Exchange.

Appointment of Agent

The Issuer, by an agreement (the "Agency Agreement") dated March 14, 1984, and amended June 15, 1984 appointed Canarim Investment Corporation Ltd. as its agent ("Agent") to offer the Shares to the public through the facilities of the Exchange.

The Agent will receive a commission of \$0.05 per Share.

The Agent reserves the right to offer selling group participation in the normal course of the brokerage business to selling groups of other licenced broker-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 Agent under the Agency Agreement may be terminated prior to the completion of the Offering at the Agent's discretion on the basis of its assessment of the state of the financial markets and may also be terminated at any time upon the occurrence of certain stated events.

The Issuer has granted the Agent a right of first refusal to provide future equity financing to the Issuer for a period of twelve (12) months from the Effective Date.

Those persons holding an interest in excess of 5% of the capital of CANARIM INVESTMENT CORPORATION LTD., directly or indirectly, are Michael Wayne Murphy, Alfred E. Turton, Peter M. Brown, Brian D. Harwood, and Charles Channing Buckland.

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.

The Directors, Officers and other Insiders of the Issuer may purchase Shares from this Offering.

The Vancouver Stock Exchange has conditionally listed the securities being offered pursuant to this Prospectus. Listing is subject to the Issuer fulfilling all the listing requirements of the Vancouver Stock Exchange on or before October 15, 1984, including prescribed distribution and financial requirements.

#### Firm Commitment

The Agent has agreed to purchase any shares not sold at the conclusion of the Offering. In consideration therefor, the Agent has been granted non-transferable share purchase warrants ("Agent's Warrants") entitling the Agent to purchase up to 200,000 shares of the Issuer at any time up to the close of business 180 days from listing of the Issuer's shares on the Vancouver Stock Exchange (the "Exchange") or 12 months from the date of this Prospectus, whichever is earlier, at a price of \$0.50 per share.

The Agent's Warrants will contain, among other things, anti-dilution provisions and provision for appropriate adjustment of 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 or the payment of stock dividends.

### Additional Offering

The Prospectus also qualifies for sale to the public at the market price prevailing at the time of the sale, any shares which may be acquired on the exercise of the Agent's Warrants at any time up to 180 days from the listing of the Issuer's shares on the Exchange but not more than one year from the date of this Prospectus. The Issuer will not receive any proceeds from the sale of any such shares by the Agent, all of which proceeds will in such event accrue to the Agent.

### NAME AND INCORPORATION OF ISSUER

The full name of the Issuer is Huntington Resources Inc. Its head office address is situate at 2002 - 1055 West Georgia Street, Vancouver, British Columbia. The Issuer's registered and records office is situate at 1245 - 700 West Georgia Street, Vancouver, British Columbia, V7Y 1C6.

The Issuer was incorporated on April 11, 1983 by registration of its Memorandum and Articles under the Company Act of the Province of British Columbia. The Issuer is a reporting company as defined by the Company Act of the Province of British Columbia upon the acceptance of this Prospectus by the Superintendent of Brokers.

### THE BUSINESS

The Issuer is a natural resource company engaged in the acquisition, exploration and development of mining properties. The Issuer owns or has an interest in the properties described under the heading "the Properties" and intends to seek and acquire additional properties worthy of exploration and development by lease, purchase, or option.

### THE PROPERTIES

#### 1. Brett Claims, British Columbia

The Brett Claims consist of two contiguous claims comprising a total of 30 units. The property is located on the north side of Whiteman Creek, approximately 13 kilometers west of Okanagan Lake and 25 kilometers west of Vernon, B.C.

The Brett Claims are underlain by cretaceous granitic rocks of the Okanagan Batholith which are intruded by a younger alkaline stock. Miocene plateau basalts overlie these older rocks in the northern-most quarter of the claim block.

Gold was discovered on the property in 1939, however, very little exploration work has been performed up to the present time. Mineralization consists of at least two narrow quartz veins containing scattered pyrite, chalcopryrite and galena. Assays as high as 1.16 oz. Au per ton and 5.21 oz. Ag per ton over 12 inches have been reported from these vein occurrences.

Of more importance is a prominent north striking gossan zone which measures approximately 75 feet wide by at least 700 feet long. This zone contains anomalous to significant gold values and a large tonnage of low-grade material might be developed here. Heavy mineral sampling indicates that there is a good possibility of locating an additional significant gold source west of the quartz veins previously located. The gossan area located to the northwest of Vein No. 2 is a potentially very large zone which is known to contain some significant gold mineralization and could conceivably host a large-tonnage, low-grade gold deposit. The geologic setting is similar to a number of bulk tonnage, epithermal precious metal occurrences in the western United States.

Heavy mineral sampling taken from the drainage west of the known mineralization area produced values of up to 110,000 parts of gold per billion. In addition, substantial amounts of gold were observed in the microscopic scan of the 60 mesh fraction.

There is excellent potential for the discovery of significant precious metal mineralization on the Brett claims and an aggressive programme of exploration to thoroughly test this potential is warranted.

During 1983 the Issuer paid \$271 for a heavy minerals test on the property.

The Issuer has paid \$1,000 and 750,000 escrow shares have been issued and allotted by the Issuer for the acquisition of the Brett Claims by Agreement dated July 5, 1983, as follows:

| <u>NAME</u>  | <u>NUMBER OF SHARES</u> |
|--|-------------------------|
| MILTON H. COOK<br>R.R. #1, Skaha Estates<br>Okanagan Falls, B.C. VOH 1R0 | 330,000                 |
| STIRLING D. McILVEEN<br>#206 - 33690 Marshall Rd.<br>Abbotsford, B.C.    | 177,500                 |
| ROGER W. MacINNIS<br>721 - 1333 Hornby Street<br>Vancouver, B.C. V6Z 2C1 | 177,500                 |
| CHARLES BRETT<br>R.R. #4 - 460 Okaview Road<br>Kelowna, B.C. V1Y 7R3     | 35,000                  |
| REG FULKS<br>2021 Pandosy Street<br>Kelowna, B.C. V1Y 1S2                | 10,000                  |
| LESLIE ALLEN<br>P.O. Box 128<br>Gabriola, B.C. VOR 1X0                   | 10,000                  |
| RONALD J. BILQUIST<br>P.O. Box 81<br>Gabriola, B.C. VOR 1X0              | 10,000                  |

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Milton H. Cook and Stirling D. McIlveen are Directors, Promoters and Insiders of the Issuer and Roger W. MacInnis is a Promoter of the Issuer.

Stirling D. McIlveen, Milton H. Cook and Roger W. MacInnis acquired the Brett Claims from Charles Brett, Reg Fulks, Leslie Allen and Ronald Bilquist in consideration of \$1,000 and a 5% net smelter return and 40,000 escrow shares of Huntington Resources Inc. by an agreement dated July 5, 1983 and amended by addendum dated January 15, 1984.

Stirling D. McIlveen, Milton H. Cook and Roger W. MacInnis assigned all their interest in the Brett Claims in consideration of \$1,000 and 750,000 escrow shares issued as set out above.

Insiders of the Issuer and their associates do not own any contiguous claims.

Reference is made to the report dated December 12, 1983 by James M. Dawson, P. Eng., a copy of which is hereunto attached and forms a part of this Prospectus.

The Issuer intends to carry out Phase I of the said report, consisting of geological mapping, sampling and prospecting at an estimated cost of \$37,000 and, if warranted, Phase II consisting of road construction, diamond drilling (1,500 feet) and assays.

At this date, there is no plant or equipment located on the property.

2. Paul, Jean and Bob Claims, British Columbia

The Paul, Jean and Bob Claims located in the Nicola Mining Division, record numbers 1414, 1415 and 1416 respectively, have been acquired for \$1,500 from Jean Conlon of Box 665, Merritt, B.C. The Issuer proposes to hold this copper property as inventory; no development is planned and no funds from this Offering will be spent on this property except annual assessment fees estimated to be \$1,800.

At this date, there is no plant or equipment located on the property.

3. Kam Claims, British Columbia

The Kam Claims located in the Osoyoos Mining Division, record number 1772, was staked by Milton H. Cook and sold to the Issuer for One Dollar. The Issuer proposes to hold this gold property as inventory; no development is planned and no funds from this Offering will be spent on this property, except annual assessment fees estimated to be \$1,600.

At this date, there is no plant or equipment located on the property.

USE OF PROCEEDS

The net proceeds to be derived by the Issuer from the sale of 400,000 Shares offered by this Prospectus, namely \$140,000 together with working capital on hand of \$43,000 (estimated as at May 30, 1984) will be used for the following purposes:



|    |  |                           |
|----|--|---------------------------|
| 1. | To pay legal and printing expenses of this Prospectus:   | \$ 12,000                 |
| 2. | To pay the cost of Phase I of an exploration program to be undertaken on the Brett Claims in accordance with the recommendations of James M. Dawson, P. Eng. as contained in his December 12, 1983 consisting of geological mapping, sampling and prospecting: | \$ 37,000                 |
| 3. | Reserve for Phase II on the Brett Claims consisting of road construction, diamond drilling (1500 feet) and assays:   | \$102,000                 |
| 4. | To be added to working capital:  | <u>\$ 32,000</u>          |
|    | TOTAL:   | <u>\$183,000</u><br>===== |

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 Issuer 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 shareholders of the Issuer must first be obtained and notice of the intention must be filed with the regulatory bodies having jurisdiction over the sale of the securities offered by this Prospectus.

#### DESCRIPTION OF SHARES

The authorized capital of the Issuer consists of 10,000,000 shares without par value of which 1,200,000 shares have been issued and

allotted as fully paid and non-assessable shares. All of the shares of the Issuer, 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 rights or conversion rights and no provision for redemption, purchase for cancellation, surrender or sinking fund or purchase funds have been made. 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 AND LOAN CAPITAL STRUCTURE

| Designation of Security         | Amount Authorized | Amount Outstanding as at January, 31 1984 | Amount Outstanding as at date of Prospectus | Amount to be Outstanding on Completion of Offering* |
|---------------------------------|-------------------|---|---|---|
| Common Shares Without Par Value | 10,000,000        | 1,048,000                                 | 1,200,000                                   | 1,600,000   |

\* prior to the exercise of the Agent's option and the directors and employees options.

#### PRIOR SALES

| Number of Securities Sold | Price | Total Cash Received | Commissions Paid |
|---------------------------|-------|---------------------|------------------|
| 450,000                   | 15¢   | \$67,500            | NIL              |

#### INCORPORATION WITHIN ONE YEAR - PRELIMINARY EXPENSES

The Issuer was incorporated on April 11, 1983 at a cost of \$964.30. Administrative costs and exploration costs from the date of incorporation to January 31, 1984 totalled \$10,294.

#### DIRECTORS AND OFFICERS

The names, addresses and principal occupations in which each of the Directors and Officers of the Issuer have been engaged during the immediately preceding five (5) years are as follows:

| <u>NAME, ADDRESS<br/>AND POSITION WITH ISSUER</u>   | <u>PRINCIPAL OCCUPATION</u>   |
|---|---|
| STIRLING DONALD McILVEEN<br>#206 - 33690 Marshall Rd.<br>Abbotsford, B.C.<br>PRESIDENT/DIRECTOR | PRESIDENT of Alembec Market-<br>ing Ltd., a private market-<br>ing firm <sup>1</sup> ;<br>SALES REPRESENTATIVE for<br>AGS Electronics (1972 to<br>1980) <sup>1</sup> ;<br>BRANCH MANAGER of Laurentide<br>Finance Ltd <sup>1</sup> ;<br>BRANCH MANAGER of Canadian<br>Acceptance Corporation<br>(1968 to 1971) <sup>1</sup> .   |
| MILTON HUNSLEY COOK<br>R.R. #1 - Skaha Estates<br>Okanagan Falls, B.C.<br>SECRETARY/DIRECTOR    | PRESIDENT of Apollo Holdings<br>Ltd. (formerly Volkswagen<br>Interior Sales Ltd.) from<br>1948 to present <sup>1</sup> ;<br>PRESIDENT of Miltco Investment<br>Ltd. (formerly Lakecity Mobile<br>Homes Ltd.) from 1968 to<br>present <sup>1</sup> ;<br>PRESIDENT A.M. Automotive Ltd.<br>(1972 to present) <sup>1</sup> ;<br>DIRECTOR of Caravan Development<br>Co. (1975 to 1980) <sup>2</sup> ;<br>PRESIDENT of Cassia Petroleum<br>Corp. (1979 to 1980) <sup>2</sup> ;<br>DIRECTOR of Canoma Oil & Gas<br>Inc. (1980 to 1982) <sup>1</sup> ;<br>PRESIDENT of Stockdale Holdings<br>Ltd. (1978 to present) <sup>1</sup> ;<br>PRESIDENT of Tarex Investments<br>Ltd. (1974 to present) <sup>1</sup> . |
| CHARLES INGRAM BRETT<br>R.R. #4 - Okaview Road<br>Kelowna, B.C.<br>DIRECTOR                     | PROSPECTOR (1932 to present);<br>PRESIDENT & FOUNDER of Metro<br>Bronze and Aluminum Ltd. of<br>Vancouver (later sold to Power<br>Machinery) in 1965 <sup>1</sup> ;<br>PRESIDENT, Metro Foundry Ltd.<br>1958 to 1984 <sup>1</sup> ;<br>VICE-PRESIDENT of Burlington<br>Mines Ltd. (1966) <sup>2</sup> ;<br>VICE-PRESIDENT of Canzac<br>(1964) <sup>1</sup> .  |

<sup>1</sup> A non-reporting company.

<sup>2</sup> A reporting company listed on the Vancouver Stock Exchange.

#### REMUNERATION OF DIRECTORS AND SENIOR OFFICERS

The directors and officers are paid no remuneration and none is intended to be paid.

**PRINCIPAL SHAREHOLDERS**

Set forth hereunder are particulars of shareholders of the Issuer as of the date of this Prospectus who own 10% or more of the issued shares of the Issuer:

| <u>Name and Address</u>   | <u>Class, Type of Ownership</u>    | <u>Number of Shares Owned</u>       | <u>Percentage</u> |
|---|------------------------------------|-------------------------------------|-------------------|
| STIRLING D. McILVEEN<br>#206 - 33690<br>Marshall Road<br>Abbotsford, B.C. | - Common, of record and beneficial | 177,500<br>escrow<br>50,000<br>free |                   |
|   | - Indirect                         | 3,000<br>free                       | 19.21%            |
| MILTON H. COOK<br>R.R. #1<br>Skaha Estates<br>Okanagan Falls, B.C.        | - Common, of record and beneficial | 330,000<br>escrow<br>25,000<br>free |                   |
|   | - Indirect                         | 39,000<br>free                      | 32.83%            |
| ROGER W. MacINNIS<br>721 - 1333 Hornby St.<br>Vancouver, B.C.             | - Common, of record and beneficial | 177,500<br>escrow<br>50,000<br>free | 18.96%            |

The percentage of shares of the Issuer being offered to the public for cash will represent 25.0% of the shares issued and outstanding upon completion of the offering, and the number of shares held by promoters, Directors, Officers and controlling persons will be 58.38% of the shares then issued and outstanding.

The number and percentage of shares in the Issuer beneficially owned, directly and indirectly by all Directors, Senior Officers and controlling persons of the Issuer as a group is follows:

| <u>DESIGNATION OF CLASS</u> | <u>NUMBER OF SHARES BENEFICIALLY OWNED</u> | <u>PERCENTAGE OF CLASS</u> |
|-----------------------------|--|----------------------------|
| Common                      | 709,500                                    | 59.00%                     |

**PROMOTERS**

The Directors of the Issuer and Roger W. MacInnis are the Promoters of the Issuer in accordance with the definition contained in Section 1 of the Securities Act of the Province of British Columbia.

Reference is made to the caption "The Properties" wherein the interest of the Promoters in the properties sold to the Issuer and the consideration received by them therefor is disclosed.

Stirling Donald McIlveen acquired, directly and indirectly, 53,000 shares at \$0.15 per share. Charles Ingram Brett acquired 50,000 shares at \$0.15 per share. Milton Hunsley Cook acquired, directly and indirectly, 64,000 shares at \$0.15 per share. Robert W. MacInnis acquired 50,000 shares at \$0.15 per share.

### RISK FACTORS

Investment in the securities offered hereby must be considered to be speculative due to the nature of the Issuer's business and the present stage of its development. The properties of the Issuer on which the proceeds from the sale of securities to be offered hereby are to be spent are without a known body of commercial ore. The Issuer has not established an earnings record or a dividend policy.

No survey has been made of the Issuer's located mineral claims and, therefore, in accordance with the mining laws of the jurisdiction in which the claims are situate, their existence and area could be in doubt.

### DIRECTORS' AND EMPLOYEES' STOCK OPTIONS

By Stock Option Agreements dated February 1, 1984 the Issuer has granted Directors' Stock Options exercisable at \$0.40 per share for a period of two years from the date of acceptance for filing by the Superintendent of this Prospectus, as follows:

|  |               |
|--|---------------|
| Milton H. Cook<br>R.R. #1, Skaha Estates<br>Okanagan Falls, B.C. V0H 1R0 | 40,000 shares |
|--|---------------|

|  |               |
|--|---------------|
| Stirling Donald McIlveen<br>#206 - 33690 Marshall Road<br>Abbotsford, B.C. | 40,000 shares |
|--|---------------|

By Stock Option Agreements dated February 1, 1984 the Issuer has granted Employee Stock Options exercisable at \$0.40 per share for a period of two years from the date of acceptance for filing by the Superintendent of this Prospectus, as follows:

|   |               |
|---|---------------|
| Charles Ingram Brett<br>R.R. #4 - 460 Okaview Road<br>Kelowna, B.C. V1Y 7R3 | 40,000 shares |
|---|---------------|

|  |               |
|--|---------------|
| Roger W. MacInnis<br>721 - 1333 Hornby Street<br>Vancouver, B.C. V6Z 2C1 | 40,000 shares |
|--|---------------|

**POOLED SHARES**

There are 450,000 shares, issued for cash to date, held in pool by Canada Trust Company (the "Trustee") of 1055 Dunsmuir Street, Vancouver, British Columbia, pursuant to the terms of a Pooling Agreement. The said 450,000 shares will be released from the provisions of the said Pooling Agreement on the basis of 25% at the time of listing on the Vancouver Stock Exchange and 25% every three months thereafter. While pooled, except with the written consent of the Superintendent of Brokers, the holders of the pooled shares may not sell, deal in, assign or transfer in any manner any of the pooled shares or beneficial ownership thereof or any interest therein.

If a listing on the Vancouver Stock Exchange does not occur within 12 months of the date of this Prospectus and the primary distribution under this Prospectus has ceased, then all pooled shares will be released.

**ESCROWED SHARES**

As of the date of this Prospectus, 750,000 shares are held in escrow by Canada Trust Company of 1055 Dunsmuir Street, Vancouver, British Columbia, subject to the direction or determination of the Superintendent of Brokers prior to the listing of the Issuer's shares on the Vancouver Stock Exchange; and after listing, to the direction of the Vancouver Stock Exchange. The escrow restrictions provide that the shares may not be traded in or dealt with in any manner whatsoever, or released, nor may the Issuer, its Transfer Agent or Escrow Holder make any transfer or record any trading of the shares without the consent of the Superintendent of Brokers prior to the listing of the Issuer's shares on the Vancouver Stock Exchange; and after listing, to the direction of the Vancouver Stock Exchange.

In the event the Issuer loses or alienates the property or assets for which it allotted all or part of the escrowed shares, the Issuer will declare any such event to the Superintendent of Brokers by way of Directors Resolution and the holders of such shares, the trustee thereof and the Issuer have agreed that such number of said shares as the Superintendent of Brokers determines shall have become subject to cancellation shall be surrendered to the Issuer by way of gift for cancellation, provided, however, that 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 Issuer's registered office, 1245 - 700 West Georgia Street, Vancouver, British Columbia.

| <u>DESIGNATION OF CLASS</u> | <u>NUMBER OF SHARES<br/>HELD IN ESCROW</u> | <u>PERCENTAGE<br/>OF CLASS</u> |
|-----------------------------|--|--------------------------------|
| Common                      | 750,000                                    | 62.50%                         |

**INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

Reference is made to the caption "The Properties" for shares issued by the Issuer.

**AUDITORS, TRANSFER AGENTS AND REGISTRARS**

The auditors of the Issuer are Ernst & Whinney, Chartered Accountants of Vancouver, British Columbia. The Issuer's Registrar and Transfer Agent is Canada Trust Company of 1055 Dunsmuir Street, Vancouver, British Columbia.

**MATERIAL CONTRACTS**

There are no material contracts except as disclosed in this Prospectus, all of which may be inspected at the registered office of the Issuer during normal business hours while primary distribution of the shares offered by this Prospectus is in progress and for a period of thirty (30) days thereafter.

**DIVIDEND RECORD**

The Issuer has not, since its incorporation paid any dividends on any of its shares. The Issuer has no present intention to pay dividends, but the future dividend policy will be determined by the Board of Directors on the basis of earnings, financial requirements and other relevant factors.

**PENDING LEGAL PROCEEDINGS**

The Issuer is not a party to any legal proceedings nor are any such proceedings contemplated.

**OTHER MATERIAL FACTS**

There are no other material facts.

**PURCHASER'S STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION**

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

1. 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 the 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 (3) months from the date of service of such notice.
  
2. A purchaser has the right to rescind a contract for the purchase of such security, while still the owner thereof, if the Prospectus or any amended Prospectus offering such security contains an untrue statement of material fact or omits to state a material fact necessary in order to make any statement therein not misleading in the light of the circumstances in which it was made, but no action to enforce this right can be commenced by a purchaser after the expiration of ninety (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 OF THE AGENT

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 Prospectus as required under Part 7 of the Securities Act of the Province of British Columbia, and the regulations thereunder.

DATED at Vancouver, British Columbia, this        day of        1984.

CANARIM INVESTMENT CORPORATION LTD.

Per:

---

CERTIFICATE OF THE COMPANY AND PROMOTERS

7

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

DATED at Vancouver, British Columbia, this        day of  
1984.

\_\_\_\_\_  
STIRLING DONALD McILVEEN  
President/Director/Promoter

\_\_\_\_\_  
MILTON HUNSLEY COOK  
Secretary/Director/Promoter

\_\_\_\_\_  
CHARLES INGRAM BRETT  
Director/Promoter

\_\_\_\_\_  
ROGER WILLIAM MacINNIS  
Promoter

AUDITED FINANCIAL STATEMENTS

HUNTINGTON RESOURCES INC.

JANUARY 31, 1984

Ernst & Whinney

Audited Financial Statements

HUNTINGTON RESOURCES INC.

December 31, 1983

Audited Financial Statements

|  |   |
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| Auditors' Report . . . . .                           | 1 |
| Balance Sheet . . . . .                              | 2 |
| Statement of Changes in Financial Position . . . . . | 3 |
| Notes to Financial Statements . . . . .              | 4 |

Ernst & Whinney Chartered Accountants

Suite 3300 - Park Place  
666 Burrard Street  
Vancouver, B.C. V6C 3A1

604/683-3311

AUDITORS' REPORT

To the Shareholder  
Huntington Resources Inc.

We have examined the balance sheet of Huntington Resources Inc. as at January 31, 1984 and the statement of changes in financial position for the period then ended. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests and other procedures as we considered necessary in the circumstances.

In our opinion, these financial statements present fairly the financial position of the Company as at January 31, 1984 in accordance with generally accepted accounting principles.

*Ernst & Whinney*

February 13, 1984

BALANCE SHEET

HUNTINGTON RESOURCES INC.

January 31, 1984

ASSETS

CURRENT ASSETS

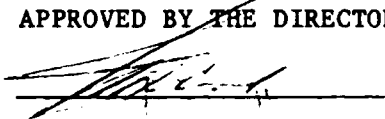
|   |                 |
|---|-----------------|
| Cash and term deposits                    | \$ 31,652       |
| MINERAL CLAIMS, at cost--Note C           | 10,254          |
| DEFERRED EXPLORATION EXPENDITURES--Note D | <u>10,294</u>   |
|   | <u>\$52,200</u> |


SHAREHOLDER'S EQUITY

Capital Stock--Note E

|   |                 |
|---|-----------------|
| Authorized--10,000,000 common shares<br>without par value |                 |
| Issued--1 common share                                    | \$ 1            |
| Allotted--1,047,999 shares                                | <u>52,199</u>   |
|   | <u>\$52,200</u> |

APPROVED BY THE DIRECTORS

  
\_\_\_\_\_  
Director

  
\_\_\_\_\_  
Director

See notes to financial statements

STATEMENT OF CHANGES IN FINANCIAL POSITION

HUNTINGTON RESOURCES INC.

For the period ended January 31, 1984

SOURCE OF FUNDS

|                              |    |               |
|------------------------------|----|---------------|
| Issue of capital stock       | \$ | 1             |
| Share subscriptions received |    | <u>52,199</u> |
|                              |    | 52,200        |

APPLICATION OF FUNDS

|                                   |               |
|-----------------------------------|---------------|
| Acquisition of mineral claims     | 10,254        |
| Exploration expenditures deferred | <u>10,294</u> |
|                                   | 20,548        |

|                                  |           |
|----------------------------------|-----------|
| WORKING CAPITAL AT END OF PERIOD | \$ 31,652 |
|----------------------------------|-----------|

Working capital is represented by cash and term deposits

See notes to financial statements

NOTES TO FINANCIAL STATEMENT

HUNTINGTON RESOURCES INC.

JANUARY 31, 1984

NOTE A--GENERAL

The Company was incorporated on April 11, 1983 under the Company Act of British Columbia and its principal business activities include the exploration for and development of mineral claims.

NOTE B--SIGNIFICANT ACCOUNTING POLICY

Deferred Exploration Expenditures: As the activities of the Company are in the exploratory stage, all expenses less sundry income are capitalized and, accordingly, a statement of profit or loss is not prepared.

Deferred exploration expenditures represent unamortized costs to date and do not necessarily reflect present or future values.

NOTE C--MINERAL CLAIMS

Mineral claims consists of a 100% interest in the following claims:

|   |                  |
|---|------------------|
| Brett 1 (1550(7)) and Brett 2 (1551(7)) claims<br>located in the Vernon Mining Division, subject<br>to a 5% net smelter return (royalty). | \$ 8,713         |
| Paul (1414), Jean (415) and Bob (1416) claims<br>located in the Nicola Mining Division  | 1,530            |
| Kam (1772) claims located in the Osoyoos Mining<br>Division   | <u>11</u>        |
|   | <u>\$ 10,254</u> |



NOTES TO FINANCIAL STATEMENT--Continued

HUNTINGTON RESOURCES INC.

JANUARY 31, 1984

NOTE D--DEFERRED EXPLORATION EXPENDITURES

Deferred exploration expenditures consist of the following:

|                              |                 |
|------------------------------|-----------------|
| Engineering and geology fees | \$ 3,158        |
| Legal fees                   | 964             |
| Licenses                     | 1,000           |
| Office and sundry expenses   | 935             |
| Travel and promotion         | <u>4,765</u>    |
|                              | 10,822          |
| Less interest income         | <u>528</u>      |
|                              | <u>\$10,294</u> |

NOTE E--CAPITAL STOCK

During the period ended January 31, 1984, the Company issued 1 share for cash.

The Company is required to issue 750,000 shares, in escrow, at a deemed price of \$.01 per share, for the acquisition, during the period ended January 31, 1984, of a mineral claim. The Company is also required to issue a further 297,999 shares, for which payment of \$44,699 has been received.

Subsequent to the year end the Company has received subscriptions for a further 152,000 shares at 15¢ per share.

Ernst & Whinney Chartered Accountants

Suite 3300 - Park Place  
666 Burrard Street  
Vancouver, B.C. V6C 3A1

604/683-3311

June 15, 1984

Superintendent of Brokers  
Ministry of Consumer & Corporate Affairs  
800 - 1050 West Pender Street  
Vancouver, B.C. V6E 3S7

Dear Sirs:

Re: Huntington Resources Inc.

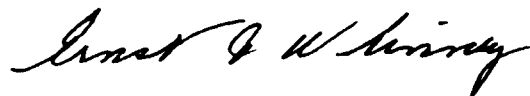
We refer to the prospectus of the above company dated June 15, 1984 relating to the sale and issue of 400,000 common shares.

We consent to the use in the above mentioned prospectus of our report, dated February 13, 1984, to the shareholders on the balance sheet of Huntington Resources Inc. as at January 31, 1984 and the statement of changes in financial position for the period then ended.

We report that we have read the prospectus and have no reason to believe that there are any misrepresentations in the information therein that is derived from the financial statements upon which we have reported and which are in the prospectus or that is within our knowledge as a result of our audit of such financial statements.

This letter is provided to the securities regulatory authority to which it is addressed pursuant to the requirements of its securities legislation and not for any other purpose.

Yours very truly,



/WP

REPORT

- on the -

BRETT CLAIMS

VERNON MINING DIVISION

BRITISH COLUMBIA

- for -

HUNTINGTON RESOURCES INC.,

721 - 1333 HORNBY STREET,

VANCOUVER, B.C.

Prepared by:

KERR, DAWSON & ASSOCIATES LTD.

#206 - 310 Nicola Street,  
Kamloops, B.C. V2C 2P5

JAMES M. DAWSON, P. Eng.

December 12, 1983.

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| SUMMARY AND CONCLUSIONS . . . . .     | 1. |
| PROPERTY . . . . .                    | 2. |
| LOCATION AND ACCESS . . . . .         | 3. |
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| HISTORY . . . . .                     | 4. |
| GEOLOGY . . . . .                     | 4. |
| MINERALIZATION . . . . .              | 5. |
| EXPLORATION POTENTIAL . . . . .       | 7. |
| RECOMMENDATIONS . . . . .             | 8. |

Appendix A: Estimated Cost of Recommended Programme

Appendix B: Assay Certificate

Appendix C: Report by C.F. Mineral Research Ltd. on  
Heavy Mineral Sampling on the Brett Claims.

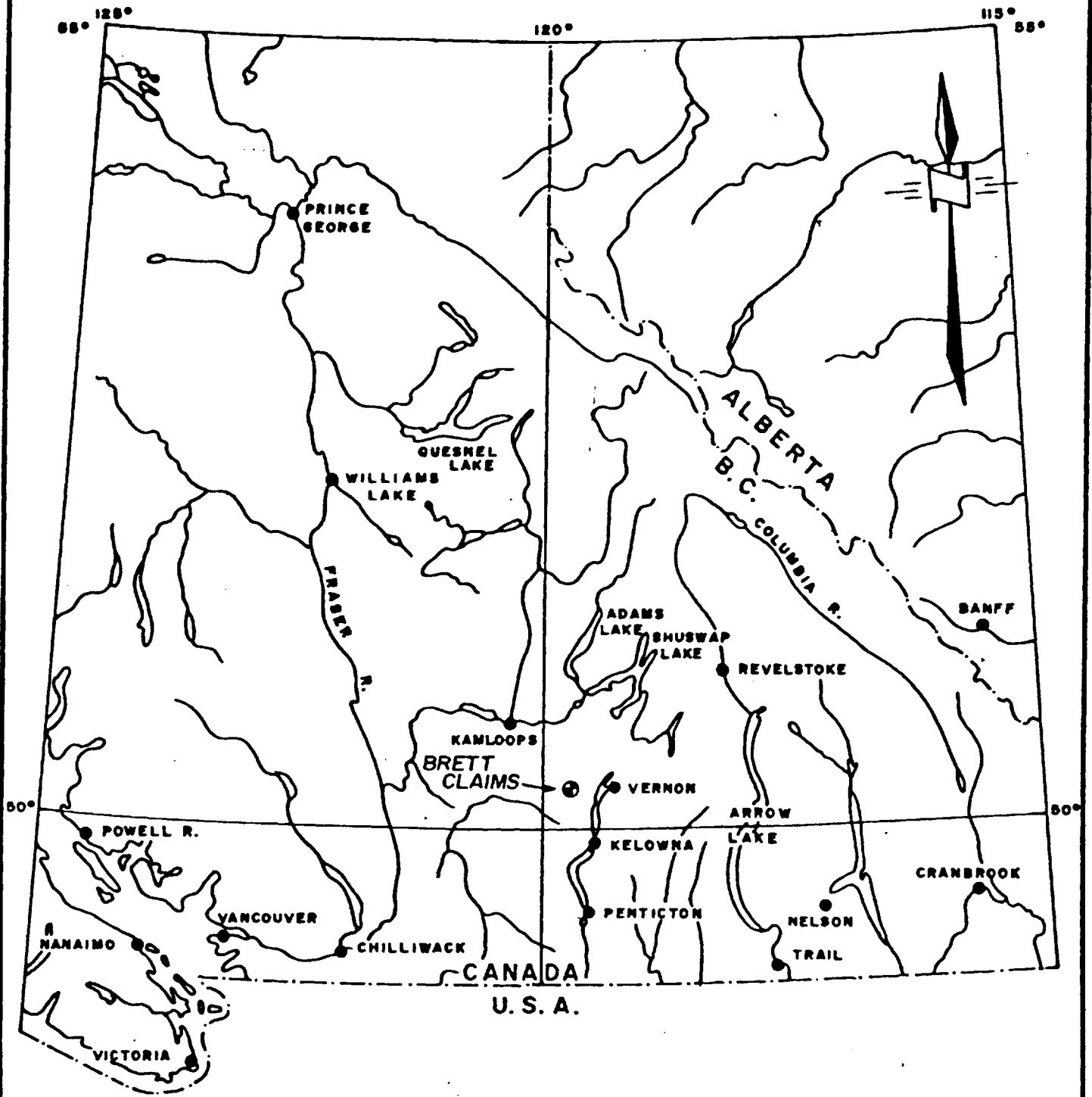
Appendix D: References

Appendix E: Maps:

Figure 317-1 Location Map

Figure 317-2 Claim Map

Figure 317-3 Sample Location Map



HUNTINGTON RESOURCES INC.

LOCATION MAP

**BRETT CLAIMS**

VERNON MINING DIVISION, BRITISH COLUMBIA.

Date: Dec 1983

Scale: 1" = 64 Miles

Drawn by: W.G.

Dwg no. 317-1

INTRODUCTION:

This report has been prepared at the request of the directors of Huntington Resources Inc. It outlines the geology, mineralization and exploration potential of the Brett claims.

A proposed budget for recommended exploration is appended to this report as well as maps showing property location, disposition of claims and location of recent sampling.

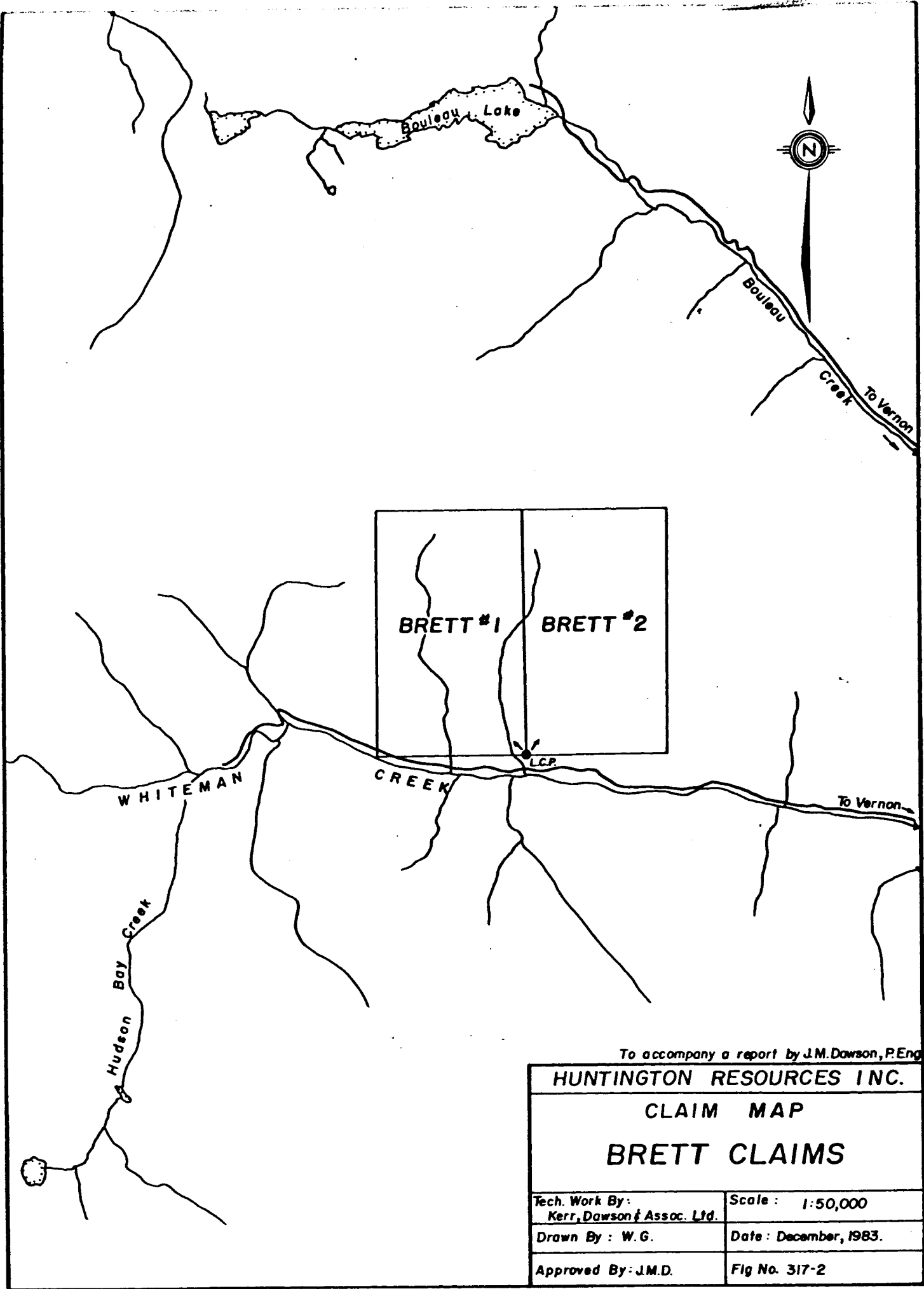
SUMMARY AND CONCLUSIONS:

(1). The Brett property consists of 2 contiguous metric claims aggregating 30 units, located in relatively steep terrain in the Okanagan District of southern British Columbia and is road accessible.

(2). Gold was discovered on this property in 1939, however very little exploration work has been performed up to the present time. Minor hand trenching and prospecting was primarily concerned with two small vein type occurrences. The property was acquired by Huntington Resources Inc. in 1983 and a heavy mineral sampling programme was performed in July of that year.

(3). The property is underlain by intermediate granitic rocks of the Okanagan Batholith which are intruded by a younger alkaline stock. Miocene plateau basalts unconformably overlie these older rocks in the northernmost quarter of the claim block.

(4). Mineralization consists of at least two narrow quartz veins containing scattered pyrite, chalcopyrite and galena. Assays as high as 1.16 oz. Au and 5.21 oz. Ag over 12 inches have been reported from these vein occurrences. Of more importance is a prominent north striking gossan zone which measures at least 75 feet wide by at least 700 feet long. It consists of a zone of intense argillic alteration



To accompany a report by J.M. Dawson, P.Eng

|  |                       |
|--|-----------------------|
| <b>HUNTINGTON RESOURCES INC.</b>             |                       |
| <b>CLAIM MAP</b>                             |                       |
| <b>BRETT CLAIMS</b>                          |                       |
| Tech. Work By:<br>Kerr, Dawson & Assoc. Ltd. | Scale: 1:50,000       |
| Drawn By: W.G.                               | Date: December, 1983. |
| Approved By: J.M.D.                          | Fig No. 317-2         |

containing appreciable fine grained disseminated pyrite. Weak stockworks of narrow epithermal quartz veinlets have been observed locally. A grab sample of one such stockwork assayed 0.174 oz. Au and 0.29 oz. Ag/ton.

(5). Heavy metal concentrates of bulk silt samples from 4 creeks draining the property returned anomalous gold values. One sample from a drainage containing no known mineralization reported very high gold values. In a microscopic scan of the -60 mesh fraction of this concentrate substantial amounts ( $\pm$  35 grains) of gold were seen.

(6). The known "gossan zone" contains anomalous to significant gold values and a large tonnage of low grade material might be developed here. In addition, the heavy metal sampling indicates that there is a good possibility of locating an additional significant gold source west of any of the currently known occurrences. A thorough exploration programme is recommended to test the potential of this property.

PROPERTY:

The property consists of 2 contiguous metric claims totalling 30 units as follows:

| <u>Claim Name</u> | <u>Record No.</u> | <u>Tag No.</u> | <u>Expiry Date</u> |
|-------------------|-------------------|----------------|--------------------|
| Brett #1          | 1550              | 87964          | July 19, 1984      |
| Brett #2          | 1551              | 87965          | July 19, 1984      |

Disposition of these claims is shown on figure 317-2.



LOCATION AND ACCESS:

The property is located in south central British Columbia about 25 km. west of the city of Vernon and approximately 13 km. west of the west shore of Okanagan Lake. The approximate geographic center of the claim block is at  $51^{\circ} 14'$  north latitude and  $119^{\circ} 39'$  west longitude.

The property is accessible from Vernon as follows: 14 km. north from Vernon on highway 97 to the junction with Westside Okanagan Lake road; thence south on this road for approximately 20 km. to the Whiteman Creek logging access road; thence up the Whiteman Creek road for approximately 18 km. to an overgrown road and trail which leads northerly to the centre of the claim block.

PHYSIOGRAPHY AND VEGITATION:

The property lies on the south facing slope of the prominent east-west trending valley containing Whiteman Creek. The lower slopes covering the southernmost third of the claim block are relatively steep though not precipitous. The remaining portion of the property slope more gently to the south. Relief is in the order of 2,000 feet. Elevations vary from about 3,500 feet (a.s.l.) near the southern boundary of the property to more than 5,500 feet at the northeast corner.

The property is covered by a moderate to dense growth of mature pine and fir. Because it is a south-facing slope there are occasional areas of relatively open, grassy meadows.

HISTORY:

Gold was reported discovered on the property by Mr. A. Brewer of Vernon, B.C. in 1939. Prior to 1975 only minor prospecting and hand trenching was carried out on two vein occurrences.

In 1975 an attempt was made to construct a road to some of the showings, however it was not completed. Since that time most of the work performed has consisted of reconnaissance prospecting.

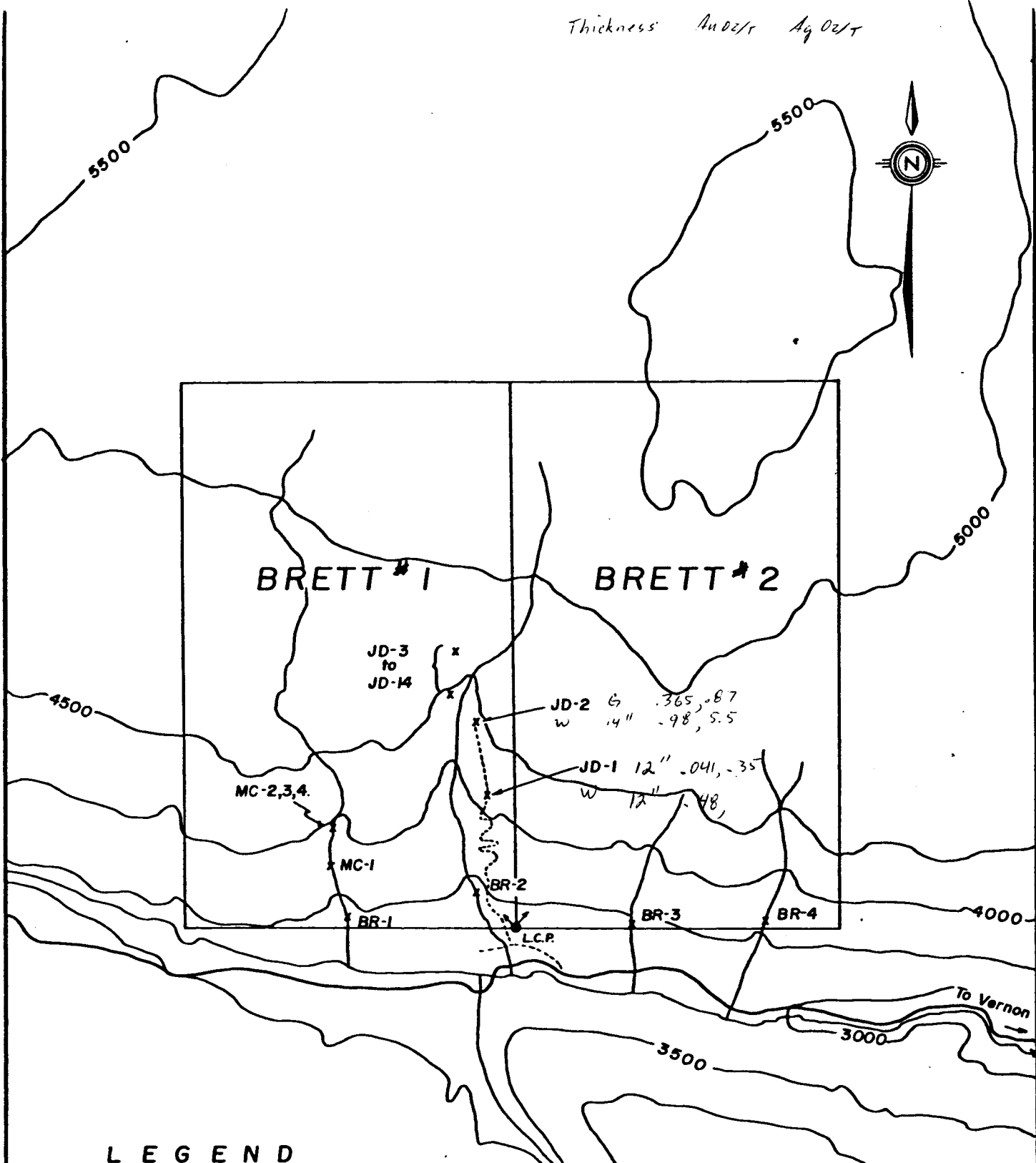
In 1983 the property was acquired by Huntington Resources Inc. and a preliminary heavy mineral silt sampling investigation was carried out by C.F. Mineral Research Ltd.

GEOLOGY:

The property is underlain by Cretaceous granitic rocks of the Okanagan Batholith which are intruded by a younger (Tertiary?) alkaline stock. Miocene, plateau basalts of the Kamloops Group unconformably overlie these older rocks.

The rocks of the Okanagan Batholith grade from diorite to granodiorite and frequently contain partly resorbed xenoliths and roof pendants of ? Nicola volcanic rocks. The younger alkaline stock which intrudes rocks of the Okanagan Batholith in the southeast corner of the property is reported to consist of pink to red syenite. Basalt of the Kamloops Group is found in the northernmost quarter of the claim. It consists of medium grained brown to red-brown flow rocks.

Thickness Au oz/t Ag oz/t



### LEGEND

- 4500 — TOPOGRAPHIC CONTOUR IN FEET (A.S.L.)
- ROAD
- - - TRAIL
- x BR-1 LOCATION OF SAMPLE TAKEN BY CF MINERAL RESEARCH LTD.
- x MC-1 LOCATION OF SAMPLE TAKEN BY M. COOK.
- x JD-1 LOCATION OF SAMPLE TAKEN BY J.M. DAWSON.
- w - Wilmo+

To accompany a report by J.M. Dawson, P.Eng.

|  |                       |
|--|-----------------------|
| <b>HUNTINGTON RESOURCES INC.</b>             |                       |
| <b>SAMPLE LOCATION MAP</b>                   |                       |
| <b>BRETT CLAIMS</b>                          |                       |
| Tech. Work By:<br>Kerr, Dawson & Assoc. Ltd. | Scale: 1:25,000       |
| Drawn By: W.G.                               | Date: December, 1983. |
| Approved By: J.M.D.                          | Fig No. 317-3         |

MINERALIZATION:

In the past most of the exploration activity has been focused on two vein occurrences which reportedly carry free gold. Vein No. 1 is located at an elevation of 4,180 feet and consists of a 5 to 12 inch wide quartz vein, which strikes southeasterly and dips about 20° northeast. It contains scattered pyrite, chalcopyrite and galena. A sample taken here by Mr. A.D. Wilmot, P. Eng. assayed 1.16 oz. Au and 5.21 oz. Ag per ton, over a 12 inch width. About 300 feet to the northwest this vein is again exposed by a shallow trench. The vein here has a maximum width of 16" of quartz with similar sulphide mineralization. A sample taken here by Wilmot returned 0.48 oz. Au/ton over a width of 12 inches. The writer took a chip sample (JD-1) over 12 inches of vein material at this location which assayed 0.041 oz. Au and 0.35 oz. Ag/ton (see figure 317-3).

Vein No. 2 is located at an elevation of 4,400 feet about 700 feet north of sample location JD-1 (see location JD-2 on figure 317-3). Here a trench has exposed a quartz vein which varies from 12 to 18 inches wide, strikes south-southeast and dips 25° northeast. It contains scattered bunches and grains of pyrite, galena and chalcopyrite. Mr. A.D. Wilmot, P. Eng. reports having seen free gold at this location. A sample taken by him over a 14 inch width assayed 0.98 oz. Au, and 5.5 oz Ag per ton. A grab sample taken by the writer of vein material on the dump assayed 0.365 oz. Au, 0.87 oz. Ag per ton.

Approximately 600 feet north-northwest of location JD-2 on the west side of a steep draw, a prominent north-striking gossan zone is exposed. This zone is as much as 75' wide or wider and was traced by the writer for about 700 feet, although reportedly it extends for at least 1,500 feet. It consists of an intensely altered zone of argillic alteration with abundant fine grained disseminated pyrite. Much of this pyrite is oxidized producing the prominent yellow brown coloration to outcrop here.

Because of the intense alteration it is difficult to tell the composition of the original rock. However the zone appears to consist of several parallel bands of feldspar porphyry dikes, brecciated granitic rocks, and brecciated rhyolite flows and/or dikes. In addition to the ubiquitous fine grained pyrite contained in this zone there are several areas of weak stockworks of epithermal quartz veinlets. No sulphides were noted in these veinlets, however very little time was spent examining this zone.

A number of character samples were taken by the writer from south to north over about 700 feet of the strike length of this zone. For the most part the Au and Ag values in these samples ranged from background to weakly anomalous (see appendix B). However one sample (JD-8) taken from some rubble near an old pit about 200 feet from the southernmost exposure of the gossan assayed 0.174 oz. Au and 0.29 oz. Ag/ton. This material consisted of highly bleached and oxidized rhyolite? breccia cut by a weak stockwork of narrow vuggy quartz veins.

Two picked samples were taken from this zone by Mr. A.D. Wilmot, P. Eng. The first which consisted of oxidized pyritic diorite ran trace Au and 0.12 oz. Ag/ton. The second which was described as "vuggy quartz with a little pyrite" assayed 0.04 oz. Au and 0.58 oz. Ag/ton.

In July, 1983 a preliminary programme of heavy mineral sampling was carried out by C.F. Mineral Research Ltd. on the Brett claims. A copy of the results on this work is included as Appendix C of this report. Four bulk stream sediment samples were taken from creeks draining the subject claims (see locations on figure 317-3). All four creeks returned anomalous values and sample BR-2 was significantly higher as would be expected since it drains the area where the mineralized quartz veins and the gossan zone are located.

However sample BR-1 which was taken from the drainage west of the known mineralization returned very high values in both the -20 + 60 mesh fraction and the -60 mesh fraction (48,000 PPB and 110,000 PPB respectively). In addition, substantial amounts of gold ( $\pm$  35 grains) were observed in the microscopic scan of the -60 mesh fraction in sample BR-1.

The area drained by the creek where sample BR-1 was taken was not examined by the writer and apparently very little prospecting has been done there. A conventional silt sample (MC-1) taken by Mr. M. Cook in late October, 1983 approximately 800 feet upstream from heavy mineral sample BR-1 returned 190 PPB Au and 0.7 PPM Ag. Three grab samples taken from rusty outcrops of ?? rhyolite about 500 feet above silt sample MC-1 returned values of: 200 PPB Au, 4.1 PPM Ag, 70 PPB Au, 1.1 PPM Ag, and 5 PPB Au, 0.4 PPM Ag respectively.

#### EXPLORATION POTENTIAL:

Gold and silver values occur in the two narrow quartz veins known to outcrop on the subject property. Vein float found to the northwest of Vein No. 2 indicates that there is at least one more vein occurring uphill from the two known occurrences. However, unless these veins become substantially wider or substantially increase in grade along strike, they are not considered to have much exploration potential.

However, the gossan area located to the northwest of Vein No. 2 is a potentially very large zone which is known to contain some significant gold mineralization and could conceivably host a large tonnage low grade gold deposit. The geologic setting is similar to a number of bulk tonnage, epithermal precious metal occurrences which the writer has examined in the western United States.

In addition to this, the heavy mineral concentrate from silt sample BR-1 indicates that there is an additional, as yet undiscovered, gold-bearing zone which is contributing substantially more gold to stream sediments than is found in creeks draining the known gold occurrences.

Therefore, in the writer's opinion there is excellent potential for the discovery of significant precious metal mineralization on the Brett claims and an aggressive programme of exploration to thoroughly test this potential is warranted.

#### RECOMMENDATIONS:

##### Phase I:

- (1). Prepare a detailed topographic map of the property at a scale of 1:5000.
- (2). Establish a 200 x 50 meter grid over the property with more detailed grids over significant mineralization or alteration zones.
- (3). Geologically map the property at a scale of 1:5000.
- (4). Carry out geochemical soil sampling over the entire grid area and analyse all samples for gold and silver.
- (5). Map and sample the gossan zone and any newly discovered zones at a scale of 1:500.
- (6). Prospect all drainages on the property by detailed silt sampling and panning.

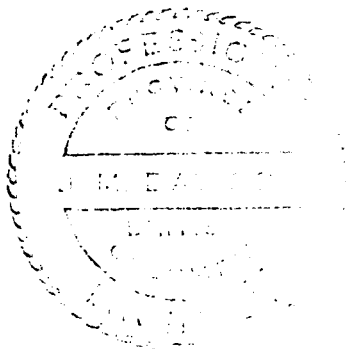
Phase II:

Contingent upon the success of Phase I a substantial follow-up programme should be initiated. This should consist of:

- (1). Access road construction.
- (2). Surface trenching by blasting or backhoe-excavator.
- (3). Exploratory diamond drilling.

Respectfully submitted by:

KERR, DAWSON & ASSOCIATES LTD.



James M. Dawson, P. Eng.  
GEOLOGIST.

Kamloops, B.C.

December 12, 1983.



APPENDIX A

ESTIMATED COST OF RECOMMENDED PROGRAMME

PROGRAMME COSTS

Phase I

|  |                 |                    |
|--|-----------------|--------------------|
| (A) Base Map Preparation                                   | \$1,500.00      |                    |
| (B) Grid Layout  | 7,500.00        |                    |
| (C) Geological mapping & supervision                       | 5,500.00        |                    |
| (D) Soil sample collection                                 | 3,000.00        |                    |
| (E) Detailed mapping and sampling<br>of mineralized zones. | 2,000.00        |                    |
| (F) Silt sampling and prospecting                          | 2,000.00        |                    |
| (G) Assays and geochemical analyses                        | 9,000.00        |                    |
| (H) Data interpretation and<br>preparation of final report | <u>3,000.00</u> |                    |
|  |                 | \$33,500.00        |
| Contingency at 10%   |                 | <u>3,350.00</u>    |
| Total cost of Phase I (rounded)                            |                 | <u>\$37,000.00</u> |

Phase II

|  |                 |                     |
|--|-----------------|---------------------|
| (A) Access road construction                               | \$18,000.00     |                     |
| (B) Back-hoe or excavator trenching                        | 7,000.00        |                     |
| (C) 1,500 feet BQ diamond drilling<br>@ \$30/foot "all in" | 45,000.00       |                     |
| (D) Assays   | 4,500.00        |                     |
| (E) Supervision & consulting                               | 15,000.00       |                     |
| (F) Data interpretation and preparation<br>of final report | <u>3,000.00</u> |                     |
|  |                 | \$92,500.00         |
| Contingency at 10%   |                 | <u>9,250.00</u>     |
| Total Cost of Phase II (rounded)                           |                 | <u>\$102,000.00</u> |

APPENDIX B

ASSAY CERTIFICATES

**KAMLOOPS  
RESEARCH & ASSAY  
LABORATORY LTD.**

B.C. CERTIFIED ASSAYERS

912 LAVAL CRESCENT — KAMLOOPS, B.C.  
V2C 5P5  
PHONE: (604) 372-2784 — TELEX: 048-8320

**GEOCHEMICAL LAB REPORT**

Kerr-Dawson & Associates Ltd.  
Suite 206 Nicola Place  
310 Nicola Avenue  
Kamloops, B.C.  
V2C 2P5  
FILE NO.

DATE November 25, 1983

ANALYST \_\_\_\_\_

FILE NO. G-1000

| NO. | IDENTIFICATION      | ppb<br>Au  | ppm<br>Ag |  |  |  |  |                        |  |
|-----|---------------------|--|-----------|--|--|--|--|------------------------|--|
|     | 19478               | L5   | 1.2       |  |  |  |  |                        |  |
|     | 19479               | L5   | 1.2       |  |  |  |  |                        |  |
|     | 19480               | L5   | 1.7       |  |  |  |  |                        |  |
|     | 19481               | L5   | 1.2       |  |  |  |  |                        |  |
|     | 19482               | 10   | 1.5       |  |  |  |  |                        |  |
|     | 19483               | G4000  | 7.3       |  |  |  |  |                        |  |
|     | 19484               | 125  | .9        |  |  |  |  |                        |  |
|     | 19485               | 60   | 1.4       |  |  |  |  |                        |  |
|     | 19486               | 10   | 1.2       |  |  |  |  |                        |  |
|     | 19487               | 20   | 1.9       |  |  |  |  |                        |  |
|     | 19488               | 30   | .6        |  |  |  |  |                        |  |
|     | 19489               | L5   | .7        |  |  |  |  |                        |  |
|     | L means "Less than" |  |           |  |  |  |  | G means "Greater than" |  |
|     | Rock Geochem:       | Crush entire sample, sub-sample if necessary<br>Pulverize in ring grinder to approximately -100 mesh |           |  |  |  |  |                        |  |
|     | Au Method:          | Fire Assay<br>Atomic Absorption  |           |  |  |  |  |                        |  |
|     | Ag Method:          | Hot Acid Extraction<br>Atomic Absorption   |           |  |  |  |  |                        |  |

APPENDIX C

REPORT BY C.F. MINERAL RESEARCH LTD. ON  
HEAVY MINERAL SAMPLING ON THE BRETT CLAIMS.

REPORT ON HEAVY MINERAL SAMPLING ON THE  
BRETT 1 AND BRETT 2 CLAIMS

VERNON MINING DIVISION

Latitude: 50°44'N

Longitude: 119°39'W

OWNER: Huntington Resources Inc.

KELOWNA, B.C.

14 November, 1983

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| Location and Access             | 1           |
| Property                        | 1           |
| Relief and Vegetation           | 1           |
| Geology and Mineralization      | 1           |
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Figure 1 Brett 1 & 2 Claims - Heavy Mineral  
Sample Locations

## INTRODUCTION

Following the discovery of gold in the claims area in 1939 and later exposure of two gold bearing quartz veins, stream sediment samples were taken for heavy mineral concentration and gold analysis. This report describes the heavy mineral sampling program.

## LOCATION AND ACCESS

The claims are situated at latitude  $50^{\circ}44'N$  and longitude  $119^{\circ}39'W$  on the north side of the east flowing Whiteman creek approximately 15 km west of Okanagan Lake in the Vernon mining division.

Access is by means of logging roads presently maintained by Crown Forests from the road along the west side of the Okanagan Lake

## PROPERTY

The property consists of 2 blocks of claims, the Brett 1 and Brett 2, which are owned by Huntington Resources Inc.

## RELIEF AND VEGETATION

The claims are situated on south sloping terrain on the north side of the Whiteman Creek. South flowing tributaries of Whiteman Creek drain the claims. The southern portion of the claims slope steeply down to Whiteman Creek while the northern claims area consists of flatter terrain. Elevation varies between 1000 and 1600 meters.

Vegetation consists of scattered pine and firs in open country on the steep slopes and the flatter northern claims areas are more thickly forested.

## GEOLOGY AND MINERALIZATION

The northern part of the claims is underlain by Tertiary medium grained basaltic rocks which form an east-west contact with Nelson medium grained diorite and quartz diorite intrusives in the south. A pink-red syenite measuring 4000 m in diameter has intruded the eastern boundary of the claims with accompanying narrow dykes which also intrude the earlier diorites.

Two quartz veins, outcropping in diorites in the south central part of the claims, were reported to contain gold and silver



mineralization. A gossan zone northwest of the quartz veins reportedly extends for at least 500 m along strike to the NNE.

#### PRESENT INVESTIGATION

Seven stream sediment and talus bulk (8 - 19 kg) samples were collected along the southern and eastern boundaries of the claims by P. Derkson of C.F. Mineral Research Ltd. These samples were delivered to C.F. Minerals lab on 5 July by Mr. C. Brett.

Four samples collected from the southern claims boundary were processed through C.F. Mineral Research Lab. heavy mineral concentration and the heaviest non magnetic fractions were scanned for gold using a binocular microscope. Figure 1 shows sample sites for these samples. Microscope results are given on Table 1. Some of the gold and silver grains were also microphotographed as shown in Plate 1.

The heaviest non magnetic concentrates were submitted to Nuclear Activation Services for Au-W-As-Sb analysis.

#### RESULTS

Substantial amounts of gold were observed in the microscopic scan of the -60 HN fraction of sample BR 1 and some gold was noted in all the other samples.

Analysis results are shown on Table 2. The -60 HN fraction of BR 1 gave a relatively strong gold response of 110,000 p.p.b. while weaker anomalous values were reported in the -20+60 HN fraction of BR 1 and in the -60 HN fractions of BR 2, 3 and 4.

Regional background values in unmineralized areas are normally less than 50 p.p.b. while local background in the vicinity of gold mineralization may be up to several thousands of p.p.b. Thus the results indicate that sample BR 1 is significantly anomalous even to local background values.

Tungsten values are encouraging particularly in sample BR 4 and Arsenic results, especially in sample BR 1, are also weakly anomalous.

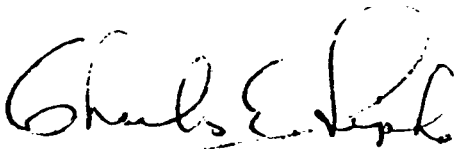
#### CONCLUSIONS AND RECOMMENDATIONS

Results indicate the presence of a source deposit of Au-Ag-As upstream from where the samples, particularly BR 1, were collected. The angular to sub rounded nature of the Au and Ag grains (Plate 1) as well as sympathetic weakly anomalous As values in sample BR 1 are consistent with the presence of a yet undiscovered lode Au-Ag-As source nearby upstream. The gold values from

samples BR 2, 4 and possibly BR 3? are weakly to moderately anomalous even to normal local background values in the vicinity of mineralization.

The weak to moderately anomalous W values could be related to a poorly exposed or weakly mineralized contact deposit of scheelite (skarn deposit). Such results could also be derived from veins or small showings associated with igneous activity in the area.

Further sampling should be undertaken in the claims area upstream from BR 1 to try to locate the source of mineralization. As samples BR 1 - 4 were not analysed for silver the extent of any anomalous Ag values could not be seen. Analyses of these concentrates would indicate whether or not there is silver mineralization associated with the gold values.



C.E. Fipke B.Sc Hons. Geol

MICROSCOPE RESULTSTABLE I

Rapid scan to check for gold.

| <u>Sample</u> | <u>Gold Grains</u> |
|---------------|--------------------|
| BR1 -20+60HN  | 1 Au               |
| BR1 -60HN     | ±35 Au             |
| BR2 -20+60HN  | Nil                |
| BR2 -60HN     | 1 Au               |
| BR3 -20+60HN  | 1 Au               |
| BR3 -60HN     | 1 Au               |
| BR4 -20+60HN  | Nil                |
| BR4 -60HN     | ±5 Au              |

TABLE IIANALYSIS RESULTS

| <u>Sample</u> | <u>Au (ppb)</u> | <u>W (ppm)</u> | <u>As (ppm)</u> | <u>Sb (ppm)</u> |
|---------------|-----------------|----------------|-----------------|-----------------|
| BR1 -20+60 HN | 48,000          | 64             | 91              | 5               |
| BR1 -60 HN    | 110,000         | 59             | 62              | 3               |
| BR2 -20+60 HN | 40              | 110            | 16              | 2               |
| BR2 -60 HN    | 23,000          | 100            | 52              | 2               |
| BR3 -20+60 HN | 30              | 140            | 21              | 3               |
| BR3 -60 HN    | 8,000           | 120            | 7               | 2               |
| BR4 -20+60 HN | < 30            | 3,300          | 6               | 2               |
| BR4 -60 HN    | 13,000          | 1,000          | 5               | 2               |

## STATEMENT OF QUALIFICATIONS

The accompanying report and geochemical analysis was

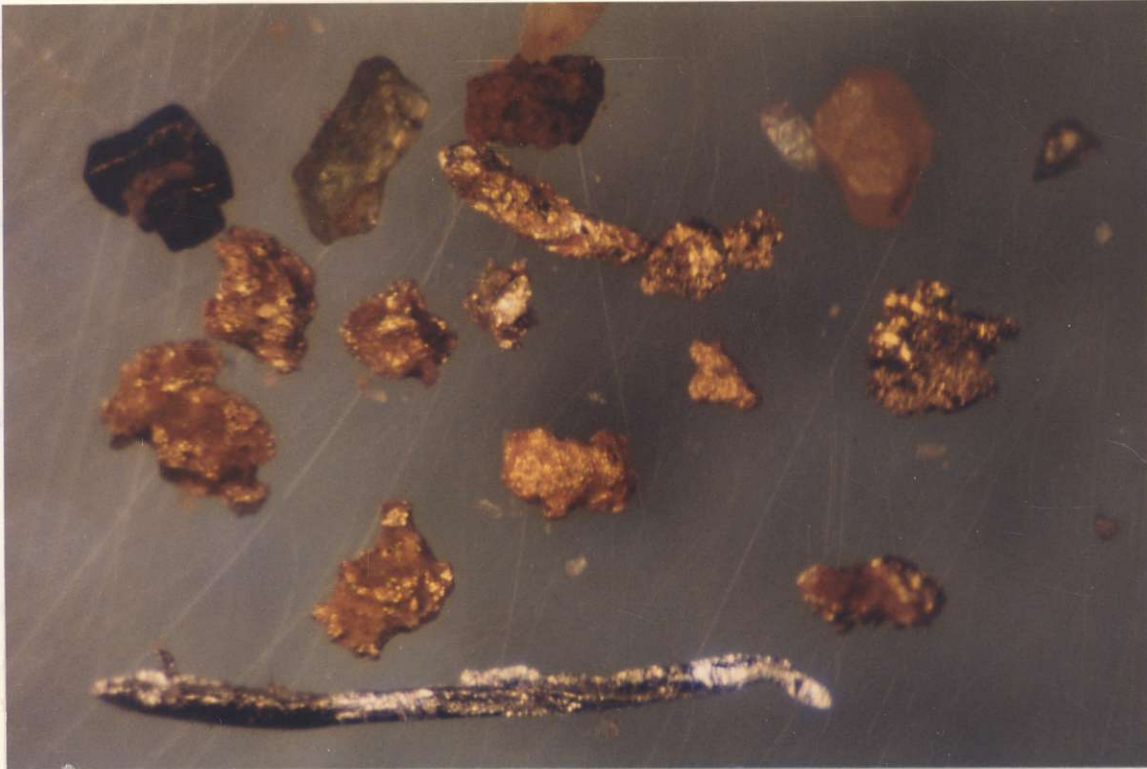


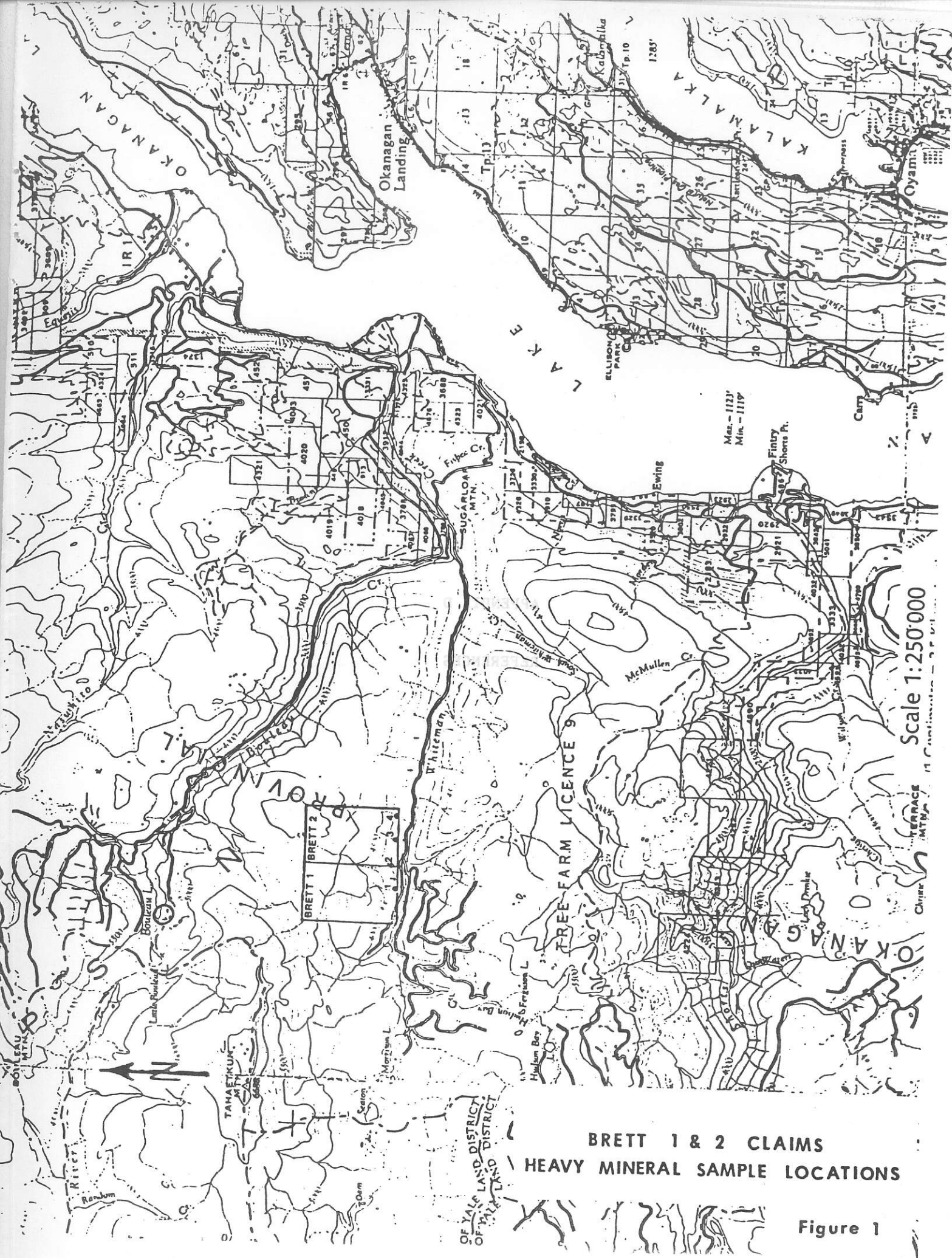
PLATE 1 55x Microphotograph showing grains picked from  
the -60 HN concentrate from sample BR 1.

### STATEMENT OF QUALIFICATIONS

The accompanying report and geochemical analysis was completed by geologists R. Capell and C. Fipke of C.F. Mineral Research Ltd.

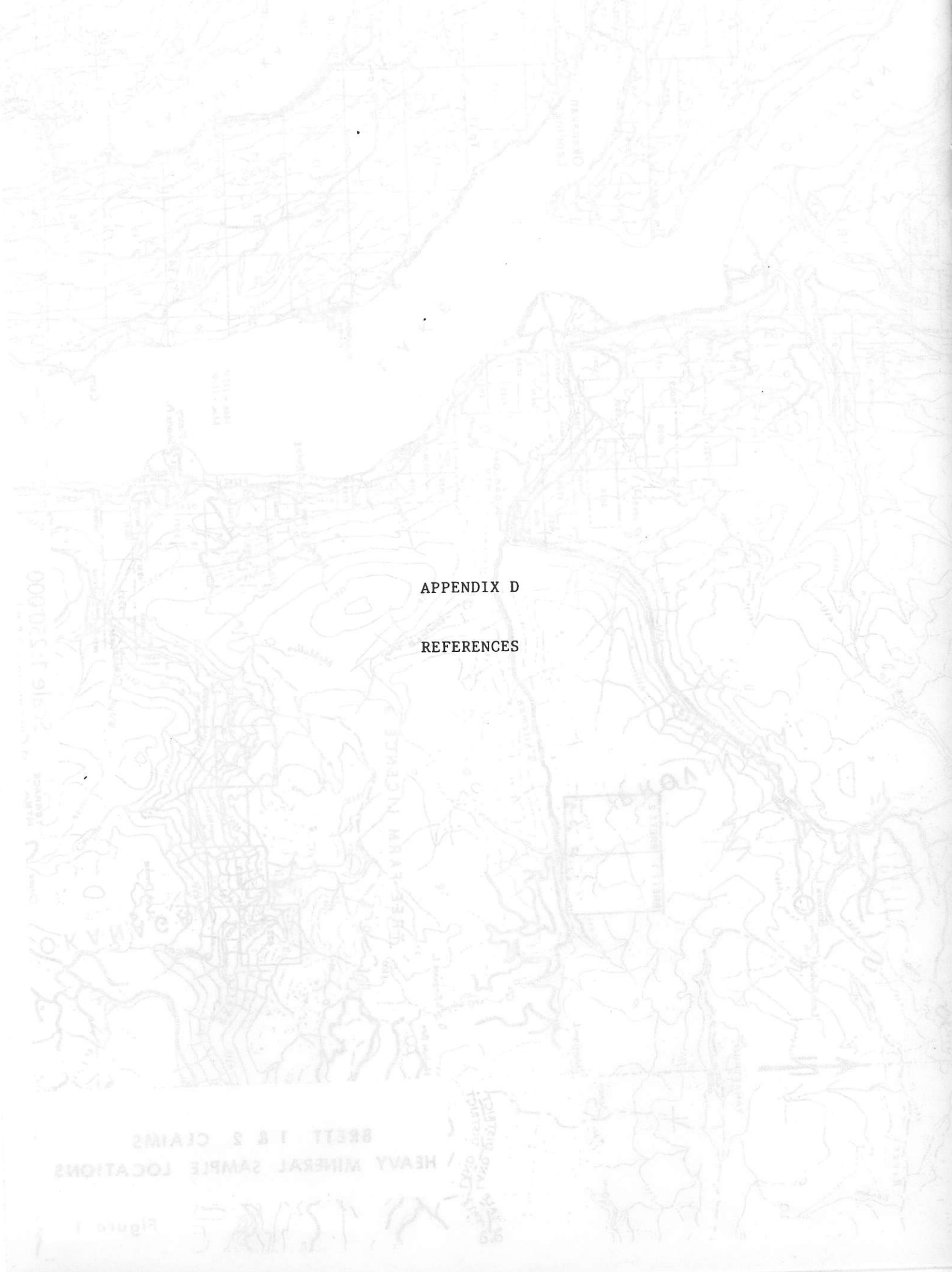
Mrs Rosemary Capell is a 1965 BSc graduate of University College of Rhodesia. Between 1966 and 1975 Mrs Capell worked for Anglo American in Rhodesia chiefly on base metal geochemistry.

C. Fipke is a BSc Honors Geology graduate of the University of British Columbia. Between 1970 and 1977, C. Fipke worked as a geologist involved to a large extent in heavy mineral exploration and research for Kennecott Copper in New Guinea, Samedan Oil in Australia, Johannesburg Consolidated Investments in Southern Africa and Cominco Ltd. in Brazil and British Columbia. C. Fipke and L.M. Fipke organized C. F. Mineral Research Ltd. in 1977. Currently the C.F. Mineral Research heavy mineral laboratory which employes 25 to 35 people is involved in heavy mineral exploration and processing on behalf of many international companies.



**BRETT 1 & 2 CLAIMS  
HEAVY MINERAL SAMPLE LOCATIONS**

**Figure 1**



APPENDIX D

REFERENCES

HEAVY MINERAL SAMPLE LOCATIONS  
BRETT 1 & 2 CLAIMS

Figure 1

1:520,000  
Scale  
1:520,000



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- Jones, A.G. (1957): Vernon Map area, British Columbia;  
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- Brett, C. (1983): Personal Communication
- Cook, M. (1983): Personal Communication

APPENDIX E

WRITER'S CERTIFICATE

**JAMES M. DAWSON, P. ENG.**

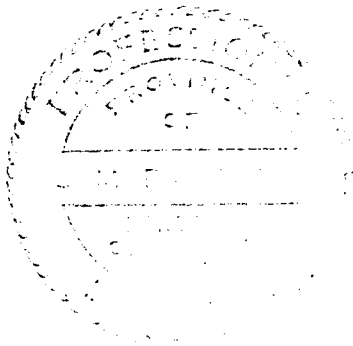
Geological Engineer

#206 - 310 NICOLA STREET • KAMLOOPS, B.C. V2C 2P5 • TELEPHONE (604) 374-0544

C E R T I F I C A T E

I, JAMES M. DAWSON OF KAMLOOPS, BRITISH COLUMBIA, DO HEREBY CERTIFY THAT:

- (1). I am a geologist employed by Kerr, Dawson and Associates Ltd. of Suite 206, 310 Nicola Street, Kamloops, B.C.
- (2). I am a graduate of the Memorial University of Newfoundland B. Sc. (1960), M.Sc. (1963), a fellow of the Geological Association of Canada and a member of the Association of Professional Engineers of British Columbia. I have practised my profession for 20 years.
- (3). I am the author of this report which is based on an examination of the subject property on October 21, 1983, as well as on various published and unpublished reports and my familiarity with precious metal occurrences of this type.
- (4). I have no direct or indirect interest in the property discussed in this report or in the securities of Huntington Resources Inc. nor do I expect to receive any.
- (5). Permission is hereby granted to use this report in a Statement of Material Facts or Prospectus to be filed with the Vancouver Stock Exchange and the B.C. Securities Commission.



KERR, DAWSON & ASSOCIATES LTD.

*James M. Dawson*

James M. Dawson, P. Eng.  
GEOLOGIST.

Kamloops, B.C.  
December 12, 1983.

**CERTIFICATE OF THE AGENT**

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 Prospectus as required under Part 7 of the Securities Act of the Province of British Columbia, and the regulations thereunder.

DATED at Vancouver, British Columbia, this 15th day of June, 1984.

CANARIM INVESTMENT CORPORATION LTD.

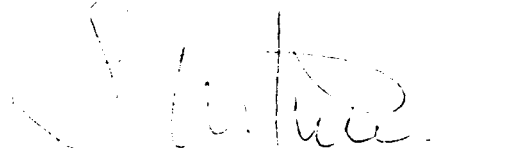
Per:   


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CERTIFICATE OF THE COMPANY AND PROMOTERS

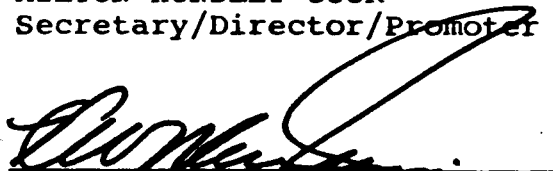
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DATED at Vancouver, British Columbia, this 15th day of June, 1984.

  
STIRLING DONALD McILVEEN  
President/Director/Promoter

  
MILTON HUNSLEY COOK  
Secretary/Director/Promoter

  
CHARLES INGRAM BRETT  
Director/Promoter

  
ROGER WILLIAM MacINNIS  
Promoter