

U.S. SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM SB-2

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

IGUANA VENTURES LTD.

(Exact name of Registrant as specified in its charter)

NEVADA 98-0376008  
-----  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification Number)

Suite 1400, 1500 West Georgia St.  
Vancouver, B.C. Canada V6G 2Z6  
-----  
(Name and address of principal (Zip Code)  
executive offices)

Registrant's telephone number,  
including area code: 604-760-2112

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.

| TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED | AMOUNT TO BE REGISTERED | PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1) | PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2) | AMOUNT OF REGISTRATION FEE (2) |
|--|-------------------------|---|---|--------------------------------|
| Common Stock                                       | 4,554,000 shares        | \$0.05  | \$227,700.00                                  | \$20.95                        |

- (1) This price was arbitrarily determined by Iguana Ventures Ltd.  
(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457 under the Securities Act.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SECTION 8(a), MAY DETERMINE.

COPIES OF COMMUNICATIONS TO:  
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Agent for service of process

SUBJECT TO COMPLETION, Dated November 27, 2002

PROSPECTUS

IGUANA VENTURES LTD.  
4,554,000 SHARES  
COMMON STOCK  
INITIAL PUBLIC OFFERING

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The selling shareholders named in this prospectus are offering all of the shares of common stock offered through this prospectus. Iguana Ventures Ltd. will not receive any proceeds from this offering. We have set an offering price for these securities of \$0.05 per share.

|           | Offering<br>Price<br>----- | Commissions<br>----- | Proceeds to Selling<br>Shareholders Before<br>Expenses and Commissions<br>----- |
|-----------|----------------------------|----------------------|---|
| Per Share | \$0.05<br>\$0.05           | Not Applicable       |   |
| Total     | \$227,700.00               | Not Applicable       | \$227,700.00  |

Our common stock is presently not traded on any market or securities exchange.

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The purchase of the securities offered through this prospectus involves a high degree of risk. See section entitled "Risk Factors" on pages 5 -10.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

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The Date Of This Prospectus Is: November 27, 2002

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Until \_\_\_\_\_, all dealers that effect transactions in these securities whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to the dealer's obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

## Summary

IGUANA VENTURES LTD.

We are in the business of mineral exploration. To date, we have relied upon information on mineral exploration conducted by others and only recently commenced our mineral exploration activities. We have acquired the rights to four two-post mineral claims known as the Saucy mineral property located on the north side of the Ashlu river about 29 miles from the town of Squamish in the Province of British Columbia, Canada. These claims are held in the name of our wholly owned subsidiary, Iguana Explorations, Inc. We retained Larry R.W. Sostad, an experienced prospector, to stake these mineral claims for us. We paid Mr. Sostad \$5,000CDN for these services. Our objective is to conduct mineral exploration activities on the mineral claims in order to assess whether it possesses potential for commercially exploitable reserves of gold, silver or copper.

A summary geological report has been prepared by our geologist on the Saucy claims and phase one of the exploration of the claims is complete. Our geologist has recommended that we proceed to the second stage of this exploration program. Our proposed exploration program is designed to explore for potential commercially exploitable deposits of gold, copper and silver minerals. We have not, nor has any predecessor, identified any commercially exploitable reserves of gold, copper or silver on these mineral claims. We have relied on a limited soil sampling of our geologist and his findings. Mr. William G. Timmins, our geologist, has conducted all recent exploration activities on the property.

Since we are in the exploration stage of our corporate development, we have not yet earned any revenues from our planned operations. As of August 31, 2002, we had \$44,123 in cash on hand and liabilities in the amount of \$4,449. Accordingly, our working capital position as of August 31, 2002 was \$39,674. Since our inception on April 12, 2002 through August 31, 2002, we have incurred a net loss of \$14,026. We attribute our net loss to having no revenues to offset our expenses from the acquisition and exploration of our mineral claims and the professional fees related to the creation and operation of our business. We have sufficient funds to take us through stage two of our planned exploration program. Our working capital is sufficient to enable us to complete the second stage of our exploration program but funds for subsequent work, if indicated, may be insufficient.

We recently completed phase one of our exploration program and have received a letter report from our geologist. Two grab samples were taken from dump material and analyzed which confirmed the presence of copper, silver and gold concentrations in amounts that were anomalously higher than values commonly found in the surrounding rock. The geologist's report recommended we proceed to stage two.

We were incorporated on April 12, 2002 under the laws of the state of Nevada. Our principal offices are located at Suite 1400, 1500 West Georgia St., Vancouver, B.C., Canada, V6G 2Z6. Our telephone number is 604-760-2112.

### The Offering

Securities Being Offered Up to 4,554,000 shares of our common stock.

Offering Price The offering price of the common stock is \$0.05 per share. We intend to apply to the NASD over-the-counter bulletin board to allow

the trading of our common stock upon our becoming a reporting entity under the Securities Exchange Act of 1934. If our common stock becomes so traded and a market for the stock develops, the actual price of stock will be determined by prevailing market prices at the time of sale or by private transactions negotiated by the selling shareholders. The offering price would thus be determined by market factors and the independent decisions of the selling shareholders.

Minimum Number of Shares To Be Sold in This Offering      None.

Securities Issued And to be Issued      10,554,000 shares of our common stock are issued and outstanding as of the date of this prospectus. All of the common stock to be sold under this prospectus will be sold by existing shareholders.

Use of Proceeds      We will not receive any proceeds from the sale of the common stock by the selling shareholders.

Summary Financial Information

| Consolidated Balance Sheet Data<br>----- | August 31, 2002<br>----- |
|--|--------------------------|
| Cash                                     | \$44,123                 |
| Total Assets                             | \$44,123                 |
| Liabilities                              | \$ 4,449                 |
| Total Stockholders' Equity               | \$39,674                 |

| Consolidated Statement of Loss and Deficit<br>----- | From Inception through<br>August 31, 2002<br>----- |
|---|--|
| Revenue   | \$ 0   |
| Net Loss for the Period                             | \$14,026   |

## Risk Factors

An investment in our common stock involves a high degree of risk. You should carefully consider the risks described below and the other information in this prospectus before investing in our common stock. If any of the following risks occur, our business, operating results and financial condition could be seriously harmed. The trading price of our common stock, when and if we trade at a later date, could decline due to any of these risks, and you may lose all or part of your investment.

### Risks Related To Our Financial Condition And Business Model

Because our executive officers do not have formal training specific to the technicalities of mineral exploration, there is a higher risk our business will fail

Mr. Michael L. Young and Ms. Vicki White, our executive officers and directors, do not have any formal training as geologists or in the technical aspects of management of a mineral exploration company. Our management lacks technical training and experience with exploring for, starting, and operating a mine. With no direct training or experience in these areas, our management may not be fully aware of the specific requirements related to working within this industry. Our management's decisions and choices may not take into account standard engineering or managerial approaches mineral exploration companies commonly use. Consequently, our operations, earnings, and ultimate financial success could suffer irreparable harm due to management's lack of experience in this industry.

If we do not obtain additional financing, our business will fail

Our current operating funds are sufficient to complete the proposed exploration program; however, they will be insufficient to complete the full exploration of the mineral claims and begin mining operations should the mineral claims prove commercially viable. Therefore, we will need to obtain additional financing in order to complete our full business plan. As of August 31, 2002, we had cash in the amount of \$44,123. We currently do not have any operations and we have no income. Our business plan calls for significant expenses in connection with the exploration of our mineral claims. While we have sufficient funds to carry out phase two of the recommended exploration program on the Saucy mineral claims, but we will require additional financing in order to complete any subsequent recommended exploration program. We will also require additional financing if the costs of the exploration of our mineral claims are greater than anticipated. We will also require additional financing to sustain our business operations if we are not successful in earning revenues. We currently do not have any arrangements for financing and we may not be able to obtain financing when required. Obtaining additional financing would be subject to a number of factors, including the market prices for the mineral property and gold, silver and copper. These factors may make the timing, amount, terms or conditions of additional financing unavailable to us.

Because we have not commenced any mining operations, we face a high risk of business failure due to our inability to predict the success of our business

We have just begun the initial stages of exploration of our mineral claims, and thus have no way to evaluate the likelihood that we will be able to operate the

business successfully. We were incorporated on April 12, 2002 and to date have been involved primarily in organizational activities, the acquisition of the mineral claims, obtaining a summary geological report and performing certain limited work on our mineral claims. We have not earned any revenues as of the date of this prospectus.

Because of the unique difficulties and uncertainties inherent in mineral exploration and the mining business, we face a high risk of business failure

Potential investors should be aware of the difficulties normally encountered by new mineral exploration companies and the high rate of failure of such enterprises. The likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays encountered in connection with the exploration of the mineral properties that we plan to undertake. These potential problems include, but are not limited to, unanticipated problems relating to exploration, and additional costs and expenses that may exceed current estimates.

Because we anticipate our operating expenses will increase prior to our earning revenues, we may never achieve profitability

Prior to completion of our exploration stage, we anticipate that we will incur increased operating expenses without realizing any revenues. We therefore expect to incur significant losses into the foreseeable future. We recognize that if we are unable to generate significant revenues from the exploration of our mineral claims, we will not be able to earn profits or continue operations. There is no history upon which to base any assumption as to the likelihood that we will prove successful, and we can provide investors with no assurance that we will generate any operating revenues or ever achieve profitable operations. If we are unsuccessful in addressing these risks, our business will most likely fail.

Because of the speculative nature of exploration of mineral properties, there is substantial risk that no mineral deposits will be found and this business will fail

The search for valuable minerals as a business is extremely risky. Exploration for minerals is a speculative venture necessarily involving substantial risk. The expenditures to be made by us in the exploration of the mineral claims may not result in the discovery of mineral deposits. Problems such as unusual or unexpected formations and other conditions are involved in mineral exploration and often result in unsuccessful exploration efforts. In such a case, we would be unable to complete our business plan.

Because of the inherent dangers involved in mineral exploration, there is a risk that we may incur liability or damages as we conduct our business

The search for valuable minerals involves numerous hazards. As a result, we may become subject to liability for such hazards, including pollution, cave-ins and other hazards against which we cannot insure or against which we may elect not to insure. The payment of such liabilities may have a material adverse effect on our financial position.



Because access to our mineral claims may be restricted by inclement weather, we may be delayed in our exploration

Access to the Saucy mineral claim may be restricted through some of the year due to weather in the area. As a result, any attempt to test or explore the property is largely limited to the times when weather permits such activities. These limitations can result in significant delays in exploration efforts. Such delays can have a significant negative effect on our results of operations.

The property comprises four mineral claims with a total area of approximately 220 acres, located 29 miles from the town of Squamish in British Columbia, Canada. This is an essentially undeveloped area in British Columbia. The area consists of many mountains and lakes with heavy forestation. An unpaved logging road is the only access. Winters are often severe with rain, freezing rain, wind, and snow common between November and March, making the logging road often unsafe and impassable for travel.

Because our president has only agreed to provide his services on a part-time basis, he may not be able or willing to devote a sufficient amount of time to our business operations, causing our business to fail

Mr. Michael Young, our president, provides his management services to a number of companies. Because we are in the early stages of our business, Mr. Young will not be spending a significant amount of time on our business. Mr. Young expects to expend approximately six hours per week on our business. Later, if the demands of our business require the full business time of Mr. Young, he is prepared to adjust his timetable to devote more time to our business. However, it still may not be possible for Mr. Young to devote sufficient time to the management of our business, as and when needed, especially if the demands of Mr. Young's other interests increase. Competing demands on Mr. Young's time may lead to a divergence between his interests and the interests of other shareholders.

#### Risks Related To Legal Uncertainty and Regulations

As we undertake exploration of our mineral claims, we will be subject to compliance with government regulation that may increase the anticipated cost of our exploration program

There are several governmental regulations that materially restrict mineral exploration. We will be subject to the laws of the Province of British Columbia as we carry out our exploration program. We may be required to obtain work permits, post bonds and perform remediation work for any physical disturbance to the land in order to comply with these laws. While our planned exploration program budgets for regulatory compliance, there is a risk that new regulations could increase our costs of doing business and prevent us from carrying out our exploration program.

#### Risks Related To This Offering

If a market for our common stock does not develop, shareholders may be unable to sell their shares

There is currently no market for our common stock and a market may never develop. We currently plan to apply for listing of our common stock on the NASD over-the-counter bulletin board upon the effectiveness of the registration statement of which this prospectus forms a part. However, our shares may never be traded on the bulletin board or, if traded, a public market may never materialize. If our common stock is not traded on the bulletin board or if a public market for our common stock does not develop, investors may not be able to re-sell the shares of our common stock that they have purchased and may lose all of their investment.

Because Our President, Mr. Michael Young, Owns Approximately 57% Of Our Outstanding Common Stock and Serves As One of Our Two Directors, Investors May Find That Corporate Decisions Influenced By Mr. Young Are Inconsistent with the Best Interests of Other Stockholders.

Mr. Young is one of our two directors and is our president. He owns approximately 57% of the outstanding shares of our common stock. Accordingly, he will have a significant influence in determining the outcome of all corporate transactions or other matters, including mergers, consolidations and the sale of all or substantially all of our assets, and also the power to prevent or cause a change in control. The interests of Mr. Young may differ from the interests of the other stockholders. Factors which could cause the interests of Mr. Young to differ from the interest of other stockholders include the impact of a corporate transaction on the business, time required to be devoted by Mr. Young to our business, and the ability of Mr. Young to continue to manage our business in light of the anticipated corporate transaction.

If the selling shareholders sell a large number of shares all at once or in blocks, the market price of our shares would most likely decline.

The selling shareholders are offering 4,554,000 shares of our common stock through this prospectus. Our common stock is presently not traded on any market or securities exchange, but should a market develop, shares sold at a price below the current market price at which the common stock is trading will cause that market price to decline. Moreover, the offer or sale of a large number of shares at any price may cause the market price to fall. The outstanding shares of common stock covered by this prospectus represent approximately 43% of the common shares outstanding as of the date of this prospectus.

#### Forward-Looking Statements

This prospectus contains forward-looking statements that involve risks and uncertainties. We use words such as anticipate, believe, plan, expect, future, intend and similar expressions to identify such forward-looking statements. You should not place too much reliance on these forward-looking statements. Our actual results are most likely to differ materially from those anticipated in these forward-looking statements for many reasons, including the risks faced by us described in this Risk Factors section and elsewhere in this prospectus.

#### Use Of Proceeds

We will not receive any proceeds from the sale of the common stock offered through this prospectus by the selling shareholders.

#### Determination Of Offering Price

The \$0.05 per share offering price of our common stock was determined based on our internal assessment of what the market would support. There is no relationship whatsoever between this price and our assets, earnings, book value or any other objective criteria of value. \$0.05 represents as much as five times the original selling price of the shares to the selling shareholders. Our directors are of the view that given the early stage of the business, shareholders would be in general seeking to increase their original investment to compensate for the risks involved.

We intend to apply to the NASD over-the-counter bulletin board for the trading of our common stock upon our becoming a reporting entity under the Securities Exchange Act of 1934. We intend to file a registration statement under the Exchange Act concurrently with the effectiveness of the registration statement of which this prospectus forms a part. If our common stock becomes so traded and a market for the stock develops, the actual price of stock will be determined by prevailing market prices at the time of sale or by private transactions negotiated by the selling shareholders. The offering price would thus be determined by market factors and the independent decisions of the selling shareholders.

#### Dilution

The common stock to be sold by the selling shareholders is common stock that is currently issued and outstanding. Accordingly, there will be no dilution to our existing shareholders.

#### Selling Shareholders

The selling shareholders named in this prospectus are offering all of the 4,554,000 shares of common stock offered through this prospectus. The shares include the following:

4,500,000 shares of our common stock that the selling shareholders acquired from us in an offering that was exempt from registration under Regulation S of the Securities Act of 1933 and completed on or about July 11, 2002;

54,000 shares of our common stock that the selling shareholders acquired from us in an offering that was exempt from registration under Regulation S of the Securities Act of 1933 and completed on or about July 31, 2002;

The following table provides as of November 27, 2002, information regarding the beneficial ownership of our common stock held by each of the selling shareholders, including:

1. the number of shares owned by each prior to this offering;
2. the total number of shares that are to be offered by each;
3. the total number of shares that will be owned by each upon completion of the offering;
4. the percentage owned by each upon completion of the offering; and
5. the identity of the beneficial holder of any entity that owns the shares.

| Name Of Selling Stockholder   | Shares Owned Prior To This Offering | Total Number Of Shares To Be Offered For Selling Shareholders Account | Total Shares To Be Owned Upon Completion Of This Offering | Percent Owned Upon Completion Of This Offering |
|---|-------------------------------------|---|---|--|
| Andy Alexiou<br>2816 West 15th Avenue<br>Vancouver, BC, V6K 2Z9<br>Canada         | 5,000                               | 5,000   | NIL   | NIL  |
| Fotios Alexiou<br>2816 West 15th Avenue<br>Vancouver, BC, V6K 2Z9<br>Canada       | 5,000                               | 5,000   | NIL   | NIL  |
| Tom Alexiou<br>2816 West 15th Avenue<br>Vancouver, BC, V6K 2Z9<br>Canada          | 5,000                               | 5,000   | NIL   | NIL  |
| Paul J. Anderson<br>1905 - 1088 Quebec Street<br>Vancouver, BC, V6A 4H2<br>Canada | 250,000                             | 250,000   | NIL   | NIL  |
| Daniel Almond<br>538 Moyer Road<br>Kelowna, BC, V1X 4R7<br>Canada                 | 10,000                              | 10,000  | NIL   | NIL  |
| Kara Brekke<br>Suite 304,<br>522 Smith Avenue<br>Coquitlam, BC, V3J7X7<br>Canada  | 150,000                             | 150,000   | NIL   | NIL  |
| Stuart Canavor<br>348 East 19th Avenue<br>Vancouver, BC, V5V 1J5<br>Canada        | 5,000                               | 5,000   | NIL   | NIL  |

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210 - 1111 Lynn Valley Road  
North Vancouver, BC,  
Canada  
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Daryl Montgomery              10,000                    10,000                    NIL                    NIL  
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Hudson Capital Corp.          100,000                    100,000                    NIL                    NIL  
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Beneficial Owner: Jordan Shapiro  
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Table is continued from page 14  
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Bartolomiej  
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Canada  
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Andrew H. Rees             10,000                   10,000                   NIL                   NIL  
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Table is continued from page 15  
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Andrea Reid           10,000           10,000           NIL           NIL  
261 Queens Avenue West  
Vancouver, BC, V7N 2K6  
Canada  
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Jeremy Ross           300,000           300,000           NIL           NIL  
1860 West 1st Avenue  
Vancouver, BC,  
Canada  
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Renotcka Rzepczyk   200,000           200,000           NIL           NIL  
837 West 19th Avenue  
Vancouver, BC, V5Z 1X7  
Canada  
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Trevor Sali           345,000           345,000           NIL           NIL  
Suite 304, 522 Smith Avenue  
Coquitlam, BC, V3J 7X7  
Canada  
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|--|--------|--------|-----|-----|
| Brent Shantz<br>#208 - 1050 Broughton Street<br>Vancouver, BC, V6G 2A6<br>Canada   | 10,000 | 10,000 | NIL | NIL |
| Gary Taylor<br>4643 Westlawn Drive<br>Burnaby, BC, V5C 3R2<br>Canada               | 5,000  | 5,000  | NIL | NIL |
| Robert Taylor<br>4643 Westlawn Drive<br>Burnaby, BC, V5C 3R2<br>Canada             | 5,000  | 5,000  | NIL | NIL |
| Carissa Ten-Pow<br>12629 56th Avenue<br>Surrey, BC, V3X 2Y7<br>Canada              | 10,000 | 10,000 | NIL | NIL |
| Joel Ten-Pow<br>12629 56th Avenue<br>Surrey, BC, V3X 2Y7<br>Canada                 | 10,000 | 10,000 | NIL | NIL |
| Leonardo Tioseco<br>1109 - 819 Hamilton Street<br>Vancouver, BC, V6B 6M2<br>Canada | 10,000 | 10,000 | NIL | NIL |
| Alison Tohill<br>303 - 8722 Selkirk Street<br>Vancouver, BC,<br>Canada             | 20,000 | 20,000 | NIL | NIL |
| Karen Travis<br>3287 Highland Blvd.<br>North Vancouver, BC, V7R 2X7<br>Canada      | 20,000 | 20,000 | NIL | NIL |
| Jamie Travis<br>#202 - 1205 Comox Street<br>Vancouver, BC,<br>Canada               | 20,000 | 20,000 | NIL | NIL |

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Table is continued from page 17  
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|   |        |        |     |     |
|---|--------|--------|-----|-----|
| Bryan Velve<br>3215 Macdonald Street<br>Vancouver, BC, V6L 2N2<br>Canada  | 20,000 | 20,000 | NIL | NIL |
| Edward Wong<br>8120 Burnfield Crescent<br>Burnaby, BC, V5E 3W7<br>Canada  | 10,000 | 10,000 | NIL | NIL |
| Anita Young<br>#25 - 1650 Columbia Valley Hwy<br>Lindell Beach, BC, V0X 1P0<br>Canada   | 5,000  | 5,000  | NIL | NIL |
| John Young<br>#25 - 1650 Columbia Valley Hwy<br>Lindell Beach, BC, V0X 1P0<br>Canada  | 10,000 | 10,000 | NIL | NIL |
| ACP Sports<br>Enterprises Ltd.<br>211 - 403 North Road<br>Coquitlam, BC, V3K 3V9<br>Canada<br>Beneficial Owner: Adrian Pettyfer | 1,000  | 1,000  | NIL | NIL |
| Shi-Fang Shi<br>1328 East 35th Avenue<br>Vancouver, BC, V5W 1C1<br>Canada   | 1,000  | 1,000  | NIL | NIL |
| Ping Shen<br>1328 East 35th Avenue<br>Vancouver, BC, V5W 1C1<br>Canada  | 1,000  | 1,000  | NIL | NIL |
| Bracia's Apparel Ltd.<br>101 - 580 Hornby Street<br>Vancouver, BC, V6C 3B6<br>Canada<br>Beneficial Owner: Mike Bracia           | 1,000  | 1,000  | NIL | NIL |
| Karen Norman<br>12292 Parktree Crescent<br>Surrey, BC, V3X 1Z7<br>Canada  | 1,000  | 1,000  | NIL | NIL |

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ACR II  
Intertainment (Canada) 1,000 1,000 NIL NIL  
Incorporated  
#206 - 2190 West 5th Avenue  
Vancouver, BC, V6B 1S2  
Canada  
Beneficial Owner: Andy Chu  
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John Buttedahl 1,000 1,000 NIL NIL  
214 - 2228 Marstrand  
Vancouver, BC, V6K 4T1  
Canada  
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Eva Zilic 1,000 1,000 NIL NIL  
4263 Gravely Street  
Burnaby, BC, V5C 3T7  
Canada  
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Roman Zilic 1,000 1,000 NIL NIL  
4263 Gravely Street  
Burnaby, BC, V5C 3T7  
Canada  
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Ronald Grendovich 1,000 1,000 NIL NIL  
3438 East 24th Avenue  
Vancouver, BC, V5R 1G6  
Canada  
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Lori Grendovich 1,000 1,000 NIL NIL  
3438 East 24th Avenue  
Vancouver, BC, V5R 1G6  
Canada  
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Tara Brandolini 1,000 1,000 NIL NIL  
1907 - 939 Homer Street  
Vancouver, BC, V6G 1Z8  
Canada  
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Gary Brandolini 1,000 1,000 NIL NIL  
#4 - 2133 St. Georges Avenue  
North Vancouver, BC, V7L 3K5  
Canada  
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Bronwyn Fourie 1,000 1,000 NIL NIL  
#4 - 2133 St. Georges Avenue  
North Vancouver, BC, V7L 3K5  
Canada  
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Franco Bastone                   1,000                   1,000                   NIL                   NIL  
3292 West 8th Avenue  
Vancouver, BC, V6K 2C5  
Canada  
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Natalino Bastone               1,000               1,000               NIL               NIL  
2425 16th Avenue W.  
Vancouver, BC V6K 3B7  
Canada  
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Randy Hildebrant               1,000               1,000               NIL               NIL  
1205- 1450 Chestnut Street  
Vancouver, BC V6J 3K3  
Canada  
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Ning Lan                        1,000               1,000               NIL               NIL  
1328 East 35th Avenue  
Vancouver, BC V5W 1C1  
Canada  
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Lai Gen Shen                   1,000               1,000               NIL               NIL  
1328 East 35th Avenue  
Vancouver, BC V5W 1C1  
Canada  
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Dawn Campbell                  1,000               1,000               NIL               NIL  
#4 - 1725 East 1st Avenue  
Vancouver, BC V5N 1A9  
Canada  
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Maria Paraschos               1,000               1,000               NIL               NIL  
2790 West 22nd Avenue  
Vancouver, BC V6L 1M4  
Canada  
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Jeff Young                     1,000               1,000               NIL               NIL  
#800 - 15355 24th Avenue  
Suite 468  
Surrey, BC V4A 2H9  
Canada  
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Kelly D. Mulzet                1,000               1,000               NIL               NIL  
#7 - 1828 Horizon Drive  
Kelowna, BC V1Z 3N5  
Canada  
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|---|-------|-------|-----|-----|
| Nick Di Palma<br>4601 Union Street<br>Burnaby BC V5C 2Y2<br>Canada            | 1,000 | 1,000 | NIL | NIL |
| Benjamin Lee<br>#303 - 1255 Main Street<br>Vancouver, BC V6A 4G5<br>Canada    | 1,000 | 1,000 | NIL | NIL |
| Patrizio Gallina<br>2823 Grant Street<br>Vancouver, BC V5K 3H4<br>Canada      | 1,000 | 1,000 | NIL | NIL |
| Janice Fiege<br>#2407 - 501 Pacific Street<br>Vancouver, BC V6Z 2X6<br>Canada | 1,000 | 1,000 | NIL | NIL |
| John Casper<br>1620 East 21st Avenue<br>Vancouver, BC V5N 2N5<br>Canada       | 1,000 | 1,000 | NIL | NIL |
| Fernando Alves<br>1559 Willingdon Avenue<br>Vancouver, BC V5C 5H8<br>Canada   | 1,000 | 1,000 | NIL | NIL |
| Ian Wong<br>#2801 - 930 Cambie<br>Vancouver, BC V6B 5X6<br>Canada             | 1,000 | 1,000 | NIL | NIL |
| Gus Karvelis<br>2122 Stephens Street<br>Vancouver, BC V6K 3W3<br>Canada       | 1,000 | 1,000 | NIL | NIL |
| Costa Caboyannis<br>3350 7th Avenue West<br>Vancouver, BC V6R 1V8<br>Canada   | 1,000 | 1,000 | NIL | NIL |

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Table is continued from page 21  
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Jennifer Ouellet           1,000                   1,000                   NIL                   NIL  
1906 - 1367 Alberni Street  
Vancouver, BC V7E 4R9  
Canada  
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Kenneth Cameron Park   1,000                   1,000                   NIL                   NIL  
359 West 15th Avenue  
Vancouver, BC V5Y 1Y3  
Canada  
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Gilmar Carvalho           1,000                   1,000                   NIL                   NIL  
4636 Dumfries Street  
Vancouver, BC V5N 3T2  
Canada  
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U-Perform  
Athletics Ltd.           1,000                   1,000                   NIL                   NIL  
(dba Human Performance)  
943 Blue Mountain Street  
Coquitlam, BC V3J 4S9  
Canada  
Beneficial Owner: Robert Gareau  
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Tony Kromidas           1,000                   1,000                   NIL                   NIL  
2819 West 24th Avenue  
Vancouver, BC V6L 1R3  
Canada  
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Rob Faccio               1,000                   1,000                   NIL                   NIL  
3075 Robson Drive  
Coquitlam, BC V3E 2R8  
Canada  
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Wail Wong               1,000                   1,000                   NIL                   NIL  
201 - 906 West Broadway  
Vancouver, BC V5Z 1K7  
Canada  
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Western Grinder Inc.   1,000                   1,000                   NIL                   NIL  
205 - 1525 Clivedon Avenue  
Delta, BC V3M 6L2  
Canada  
Beneficial Owner: John Bevilacqua  
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Table is continued from page 22  
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Jason Wyllie                   1,000                   1,000                   NIL                   NIL  
4361 - 49th Street  
Delta, BC V4K 2S8  
Canada  
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Lori Nicklason                1,000                   1,000                   NIL                   NIL  
2601 - 889 Homer Street  
Vancouver, BC V6R 5S3  
Canada  
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Tony Rosselli                 1,000                   1,000                   NIL                   NIL  
4090 Perry Street  
Vancouver, BC V5N 3X3  
Canada  
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Butler Health Services       1,000                   1,000                   NIL                   NIL  
203B 15461 Derwent Way  
Delta, BC V3M 6K9  
Canada  
Beneficial Owner: Steve Butler  
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Charlene Monachese          1,000                   1,000                   NIL                   NIL  
2206 - 6888 Station Hill Drive  
Burnaby, BC V3N 4X5  
Canada  
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Stefano Monachese           1,000                   1,000                   NIL                   NIL  
2206 - 6888 Station Hill Drive  
Burnaby, BC V3N 4X5  
Canada  
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Murray Savard                1,000                   1,000                   NIL                   NIL  
401 - 1195 West 13th Avenue  
Vancouver, BC V6H 1N4  
Canada  
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Lorenzo Filippelli          1,000                   1,000                   NIL                   NIL  
401 - 1195 West 13th Avenue  
Vancouver, BC V6H 1N4  
Canada  
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Kosta Kromidas                   1,000                   1,000                   NIL                   NIL  
2819 West 24th Avenue  
Vancouver, BC V6L 1R3  
Canada  
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Angela Kromidas                   1,000                   1,000                   NIL                   NIL  
2819 West 24th Avenue  
Vancouver, BC V6L 1R3  
Canada  
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Lance Blanchette                   2,000                   2,000                   NIL                   NIL  
108 - 2211 Wall Street  
Vancouver, BC V5L 1G4  
Canada  
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Dr. Douglas Liu                   2,000                   2,000                   NIL                   NIL  
225 S. Delta Avenue  
Burnaby, BC V5L 3C6  
Canada  
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The named party beneficially owns and has sole voting and investment power over all shares or rights to these shares, unless otherwise shown in the table. The numbers in this table assume that none of the selling shareholders sells shares of common stock not being offered in this prospectus or purchases additional shares of common stock, and assumes that all shares offered are sold. The percentages are based on 10,554,000 shares of common stock outstanding on November 27, 2002.

Other than Anita and John Young who are the parents of our President, Michael Young, and Jeff Young who is the brother of our President, none of the selling shareholders:

- (1) has had a material relationship with us other than as a shareholder at any time within the past three years; or
- (2) has ever been one of our officers or directors.

## Plan Of Distribution

The selling shareholders may sell some or all of their common stock in one or more transactions, including block transactions:

1. On such public markets or exchanges as the common stock may from time to time be trading;
2. In privately negotiated transactions;
3. Through the writing of options on the common stock;
4. In short sales; or
5. In any combination of these methods of distribution.

The sales price to the public is fixed at \$0.05 per share until such time as the shares of our common stock are traded on the NASD Over-The-Counter Bulletin Board or another exchange. Although we intend to apply for trading of our common stock on the NASD Over-The-Counter Bulletin Board, public trading of our common stock may never materialize. If our common stock becomes traded on the NASD Over-The-Counter Bulletin Board or another exchange, then the sales price to the public will vary according to the selling decisions of each selling shareholder and the market for our stock at the time of resale. In these circumstances, the sales price to the public may be:

1. The market price of our common stock prevailing at the time of sale;
2. A price related to such prevailing market price of our common stock; or
3. Such other price as the selling shareholders determine from time to time.

The shares may also be sold in compliance with the Securities and Exchange Commission's Rule 144.

The selling shareholders may also sell their shares directly to market makers acting as agents in unsolicited brokerage transactions. Any broker or dealer participating in such transactions as agent may receive a commission from the selling shareholders, or, if they act as agent for the purchaser of such common stock, from such purchaser. The selling shareholders will likely pay the usual and customary brokerage fees for such services. If applicable, the selling shareholders may distribute shares to one or more of their partners who are unaffiliated with us. Such partners may, in turn, distribute such shares as described above.

We can provide no assurance that all or any of the common stock offered will be sold by the selling shareholders.

We are bearing all costs relating to the registration of the common stock. The selling shareholders, however, will pay any commissions or other fees payable to brokers or dealers in connection with any sale of the common stock.

The selling shareholders must comply with the requirements of the Securities Act of 1933 and the Securities Exchange Act in the offer and sale of the common stock. In particular, during such times as the selling shareholders may be deemed to be engaged in a distribution of the common stock, and therefore be considered to be an underwriter, they must comply with applicable law and may, among other things:

- Not engage in any stabilization activities in connection with our common stock;

- Furnish each broker or dealer through which common stock may be offered, such copies of this prospectus, as amended from time to time, as may be required by such broker or dealer; and
- Not bid for or purchase any of our securities or attempt to induce any person to purchase any of our securities other than as permitted under the Securities Exchange Act.

#### Legal Proceedings

We are not currently a party to any legal proceedings.

Our agent for service of process in Nevada is Cane O'Neill Taylor, LLC, 2300 West Sahara Avenue, Suite 500, Box 18, Las Vegas, Nevada 89102.

#### Directors, Executive Officers, Promoters And Control Persons

Our executive officers and directors and their respective ages as of November 27, 2002 are as follows:

| Name             | Age | Office(s) Held                  |
|------------------|-----|---------------------------------|
| -----            | --- | -----                           |
| Michael L. Young | 39  | Director & President            |
| Vicki White      | 32  | Director, Secretary & Treasurer |

Michael L. Young is our president and a director. Since January 1999, Mr. Young has been working as an independent contractor, providing services and direction to stream line office efficiencies in the areas of acquisition targets, finance, marketing strategies, business plan implementation, investor relations and office administration. Also, since January 1994, Mr. Young has provided short and long-term financial consulting to individual clients and small businesses, based on their personal goals and objectives. From April 1982 to December 1993, Mr. Young worked for the Insurance Corporation of British Columbia in a number of areas; starting from customer accounts representative and later becoming a customer accounts trainer, a material damage estimator, a material damage technical supervisor and finally a material damage manager.

Mr. Young received a life insurance, accident and sickness license certificate in 1994; a investment funds institute license and certificate in 1995; and a life underwriters' association training course certificate in 1997.

Vicki White is our secretary, treasurer and a director. Since October 1997, Ms. White has been employed by Sears, Canada. She currently holds the position of educator for the Langley store. This role includes implementing and presenting various training, developing, and coaching to all store associates. She trains all associates to use all in store computer systems, teach selling skills that work for Sears base of customers, and give associates the information to give quality customer service. Before being promoted to this position she was the office manager responsible for all accounts payable and receivable and managing office staff working on the store audit detail. From October 1990 to 1997 Ms. White worked for the Real Canadian Superstore.

Term of Office

Our Directors are appointed for a one-year term to hold office until the next annual general meeting of our shareholders or until removed from office in accordance with our bylaws. Our officers are appointed by our board of directors and hold office until removed by the board.

Significant Employees

We have no significant employees other than our officers and directors.

We conduct our business through agreements with consultants and arms-length third parties.

Security Ownership Of Certain Beneficial Owners And Management

The following table sets forth certain information concerning the number of shares of our common stock owned beneficially as of November 27, 2002 by: (i) each person (including any group) known to us to own more than five percent (5%) of any class of our voting securities, (ii) each of our directors, (iii) named executive officers, and (iv) officers and directors as a group. Unless otherwise indicated, the shareholders listed possess sole voting and investment power with respect to the shares shown.

| Title of class | Name and address of beneficial owner   | Number of Shares of Common Stock | Percentage of Common Stock (1) |
|----------------|--|----------------------------------|--------------------------------|
| Common Stock   | Michael Young<br>Director, President,<br>102-925 West 10th Ave.<br>Vancouver, British Columbia<br>Canada V5Z 1L9 | 6,000,000 shares                 | 56.85%                         |
| Common Stock   | Vicki White<br>Director, Secretary, Treasurer<br>5723 192 Street<br>Surrey, British Columbia<br>Canada V3S 7M8   | NIL                              | NIL                            |
| Common Stock   | All Officers and Directors<br>as a Group (2 persons)   | 6,000,000 shares                 | 56.85%                         |

(1) The percent of class is based on 10,554,000 shares of common stock issued and outstanding as of November 27, 2002.

It is believed by us that all persons named have full voting and investment power with respect to the shares indicated, unless otherwise noted in the table. Under the rules of the Securities and Exchange Commission, a person (or group of persons) is deemed to be a "beneficial owner" of a security if he or she, directly or indirectly, has or shares the power to vote or to direct the voting of such security, or the power to dispose of or to direct the disposition of such security. Accordingly, more than one person

may be deemed to be a beneficial owner of the same security. A person is also deemed to be a beneficial owner of any security, which that person has the right to acquire within 60 days, such as options or warrants to purchase our common stock.

## Description Of Securities

### General

Our authorized capital stock consists of 100,000,000 shares of common stock, with a par value of \$0.001 per share, and 100,000,000 shares of preferred stock, with a par value of \$0.001 per share. As of November 27, 2002, there were 10,554,000 shares of our common stock issued and outstanding that were held by one hundred and two (102) stockholders of record. We have not issued any shares of preferred stock.

### Common Stock

Our common stock is entitled to one vote per share on all matters submitted to a vote of the stockholders, including the election of directors. Except as otherwise required by law or provided in any resolution adopted by our board of directors with respect to any series of preferred stock, the holders of our common stock will possess all voting power. Generally, all matters to be voted on by stockholders must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast by all shares of our common stock that are present in person or represented by proxy, subject to any voting rights granted to holders of any preferred stock. Holders of our common stock representing one-percent (1%) of our capital stock issued, outstanding and entitled to vote, represented in person or by proxy, are necessary to constitute a quorum at any meeting of our stockholders. A vote by the holders of a majority of our outstanding shares is required to effectuate certain fundamental corporate changes such as liquidation, merger or an amendment to our Articles of Incorporation. Our Articles of Incorporation do not provide for cumulative voting in the election of directors.

Subject to any preferential rights of any outstanding series of preferred stock created by our board of directors from time to time, the holders of shares of our common stock will be entitled to such cash dividends as may be declared from time to time by our board of directors from funds available therefor.

Subject to any preferential rights of any outstanding series of preferred stock created from time to time by our board of directors, upon liquidation, dissolution or winding up, the holders of shares of our common stock will be entitled to receive pro rata all assets available for distribution to such holders.

In the event of any merger or consolidation with or into another company in connection with which shares of our common stock are converted into or exchangeable for shares of stock, other securities or property (including cash), all holders of our common stock will be entitled to receive the same kind and amount of shares of stock and other securities and property (including cash).

Holders of our common stock have no pre-emptive rights, no conversion rights and there are no redemption provisions applicable to our common stock.

## Preferred Stock

Our board of directors is authorized by our articles of incorporation to divide the authorized shares of our preferred stock into one or more series, each of which must be so designated as to distinguish the shares of each series of preferred stock from the shares of all other series and classes. Our board of directors is authorized, within any limitations prescribed by law and our articles of incorporation, to fix and determine the designations, rights, qualifications, preferences, limitations and terms of the shares of any series of preferred stock including, but not limited to the following:

- (a) the rate of dividend, the time of payment of dividends, whether dividends are cumulative, and the date from which any dividends shall accrue;
- (b) whether shares may be redeemed, and, if so, the redemption price and the terms and conditions of redemption;
- (c) the amount payable upon shares of preferred stock in the event of voluntary or involuntary liquidation;
- (d) sinking fund or other provisions, if any, for the redemption or purchase of shares of preferred stock;
- (e) the terms and conditions on which shares of preferred stock may be converted, if the shares of any series are issued with the privilege of conversion;
- (f) voting powers, if any, provided that if any of the preferred stock or series thereof shall have voting rights, such preferred stock or series shall vote only on a share for share basis with our common stock on any matter, including but not limited to the election of directors, for which such preferred stock or series has such rights; and
- (g) subject to the above, such other terms, qualifications, privileges, limitations, options, restrictions, and special or relative rights and preferences, if any, of shares or such series as our board of directors may, at the time so acting, lawfully fix and determine under the laws of the State of Nevada.

## Dividend Policy

We have never declared or paid any cash dividends on our common stock. We currently intend to retain future earnings, if any, to finance the expansion of our business. As a result, we do not anticipate paying any cash dividends in the foreseeable future.

## Share Purchase Warrants

We have not issued and do not have outstanding any warrants to purchase shares of our common stock.

## Options

We have not issued and do not have outstanding any options to purchase shares of our common stock.

## Convertible Securities

We have not issued and do not have outstanding any securities convertible into shares of our common stock or any rights convertible or exchangeable into shares of our common stock.

## Nevada Anti-Takeover laws

Nevada revised statutes sections 78.378 to 78.3793 provide state regulation over the acquisition of a controlling interest in certain Nevada corporations unless the articles of incorporation or bylaws of the corporation provide that the provisions of these sections do not apply. Our articles of incorporation and bylaws do not state that these provisions do not apply. The statute creates a number of restrictions on the ability of a person or entity to acquire control of a Nevada company by setting down certain rules of conduct and voting restrictions in any acquisition attempt, among other things. The statute is limited to corporations that are organized in the state of Nevada and that have 200 or more stockholders, at least 100 of whom are stockholders of record and residents of the State of Nevada; and does business in the State of Nevada directly or through an affiliated corporation.

## Interests Of Named Experts And Counsel

No expert or counsel named in this prospectus as having prepared or certified any part of this prospectus or having given an opinion upon the validity of the securities being registered or upon other legal matters in connection with the registration or offering of the common stock was employed on a contingency basis, or had, or is to receive, in connection with the offering, a substantial interest, direct or indirect, in the registrant or any of its parents or subsidiaries. Nor was any such person connected with the registrant or any of its parents or subsidiaries as a promoter, managing or principal underwriter, voting trustee, director, officer, or employee.

Cane O'Neill Taylor, LLC, our independent legal counsel, has provided an opinion on the validity of our common stock.

Morgan & Company, independent chartered accountants, has audited our financial statements included in this prospectus and registration statement to the extent and for the periods set forth in their audit report. Morgan & Company has presented their report with respect to our audited financial statements. The report of Morgan & Company is included in reliance upon their authority as experts in accounting and auditing.

## Disclosure Of Commission Position Of Indemnification For Securities Act Liabilities

Our articles of incorporation provide that we will indemnify an officer, director, or former officer or director, to the full extent permitted by law. We have been advised that in the opinion of the Securities and Exchange Commission indemnification for liabilities arising under the Securities Act of 1933 is against public policy as expressed in the Securities Act of 1933, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities is asserted by one of our directors, officers, or controlling persons in connection with the securities being registered, we will, unless in the opinion of our legal counsel the matter has been settled by controlling precedent, submit the question of whether such indemnification is against public policy to a court of appropriate jurisdiction. We will then be governed by the court's decision.

## Organization Within Last Five Years

We were incorporated on April 12, 2002 under the laws of the state of Nevada.

We retained Larry R.W. Sostad, an experienced prospector, to stake our mineral claims for us. We paid Mr. Sostad \$5,000CDN for these services.

Mr. Michael Young has been our president, director and sole promoter since our inception. Mr. Young acquired 6,000,000 shares of our common stock at a price of \$0.001 US per share on June 17, 2002. Mr. Young paid a total purchase price of \$6,000 for these shares.

## Description Of Business

### In General

We are an exploration stage company engaged in the acquisition and exploration of mineral properties. We own four mineral claims that we refer to as the Saucy mineral claims. Further exploration of these mineral claims is required before a final determination as to their viability can be made. No commercially viable mineral deposit may exist on our mineral claims. Our plan of operations is to carry out exploration work on these claims in order to ascertain whether they possess deposits of gold, copper or silver. We can provide no assurance to investors that our mineral claims contain a mineral deposit until appropriate exploratory work is done and an evaluation based on that work concludes further work programs are justified. At this time, we have no reserves on our mineral claims.

### Acquisition of the Saucy Mineral Claims

We have obtained four mineral claims known as the Saucy mineral claims, covering a total area of 220 acres located in the Province of British Columbia, Canada. We retained Larry R.W. Sostad, an experienced prospector, to stake these mineral claims for us, the ownership of which was transferred to our subsidiary on July 15, 2002.

### Description and Location of the Saucy Mineral Claims

The property comprises four mineral claims with a total area of approximately 220 acres, located in British Columbia, Canada. The claims are located on the

north side of Ashlu River about 29 miles from the town of Squamish about 35 miles north of Vancouver, British Columbia, Canada. The claims are accessible by logging road. Our president, Mr. Young obtained information on the area from the British Columbia Department of Mines and Geological Consultants and Mr. Young believed the timing was opportune to obtain this property at the price paid.

The Saucy mineral claims were recorded with the Ministry of Energy and Mines, Province of British Columbia, Canada under the following names and claim numbers:

| Name of Mineral Claim<br>----- | Grant Number<br>----- | Expiry Date<br>----- |
|--------------------------------|-----------------------|----------------------|
| SAUCY #1                       | 393633                | June 5, 2004         |
| SAUCY #2                       | 393634                | June 5, 2004         |



|          |        |              |
|----------|--------|--------------|
| SAUCY #3 | 393635 | June 5, 2004 |
| SAUCY #4 | 393636 | June 5, 2004 |

Title to the property's mineral claims is held in our wholly owned subsidiary's name, Iguana Explorations, Inc. The Province of British Columbia owns the land covered by the mineral claims. To our knowledge, there are no native land claims that might affect our title to the mineral claims or to British Columbia's title of the property. There is no viable way for us to determine what claims, if any, certain aboriginal groups may make. The Government of British Columbia has adopted a policy that no private property rights will be expropriated to settle native claims.

Our mineral claims will expire on the dates indicated above unless they are extended. Sufficient work has already been completed on the property to maintain the claims in good standing without paying a filing fee to the Province of British Columbia in lieu of completing exploration work. Mineral claims of this type may be extended either by completing sufficient work and filing a report on the work completed on the mineral property with the British Columbia Ministry of Energy and Mines, or by paying a filing fee in lieu of performing the exploration work. The fee amount is approximately \$100 per claim, per year in the first three years, and \$200 per claim, per year afterwards, up to ten years.

Mr. Sostad recorded our claims to cover the main area of potential gold, copper and silver mineralization. We are the legal owner of the mineral claims and no other person or entity has any interest in the mineral claims.

Based on our completion of phase one, we have already conducted enough exploration to extend our mineral claims beyond the current expiry date of June 5, 2004.

#### Geological Report

We engaged Mr. W.G. Timmins to prepare a geological evaluation report on the Saucy mineral claims. Mr. Timmins is a consulting geologist and registered professional engineer in the Geological Section of the Association of Professional Engineers of the Province of British Columbia, Canada. Mr. Timmins has practiced his profession for 39 years and been a registered professional engineer since 1969.

The work completed by Mr. Timmins in preparing the geological report consisted of the review of geological data from previous exploration. The acquisition of this data involved the research and investigation of historic files to locate and retrieve data information acquired by previous exploration companies in the area of the mineral claims. The work involved in this data acquisition includes report reproduction and compilation of preexisting information.

We received the geological evaluation report on the mineral claims prepared by Mr. Timmins on September 6, 2002. This report is entitled "Report on the Saucy Mineral Claims For Iguana Exploration Inc." The geological report summarizes the results of the history of the exploration of the mineral claims, the regional and local geology of the mineral claims and the mineralization and the geological formations identified as a result of the prior exploration. The geological report also gives conclusions regarding potential mineralization of the mineral claims and recommends a further geological exploration program on the mineral claims.

Phase one exploration work was conducted and completed by Mr. Timmins. Two grab samples were taken from dump material and analyzed which confirmed the presence of copper, silver and gold

concentrations in such amounts that were anomalously higher than values commonly found in the surrounding rock. Mr. Timmins thus recommended further work be conducted. Phase two will increase the size of the target area and provide a greater, more thorough evaluation of the potential for a mineral deposit on the claim by expanding the old soil sample lines.

On September 26, 2002, Mr. Timmins, our consulting geologist, completed his review of the phase one work results on our Saucy mineral claims and provided us with a letter containing his conclusions. Mr. Timmins concluded that the results were favorable and he recommended we proceed to the next phase of our exploration program.

#### Exploration History of the Mineral Claims

The area of our mineral claims first received attention in the early 1920's with the discovery of gold in quartz veins on the south side of the Ashlu River. The

Ashlu prospect was first staked by F. Pykett and Associates in 1923 to cover a gold quartz vein in Roaring Creek Canyon. By 1925, two short drifts had been driven, on either side of Ashlu Creek.

After two different optionees drilled the property, Ashlu Creek Mining Syndicate acquired the claims in 1935 and undertook mine development and mill installation. From 1935 to 1939, the Ashlu Creek Mining syndicate mined and processed 14,047 tons of ore at the mill facility on site. Metals recovered from the ore amounted to 6493 ounces of gold, 7483 ounces of silver and 70,817 pounds of copper, after losses inherent in mining dilution and milling processes.

When the Ashlu Mine closed in 1939, it remained dormant for 32 years until W. Babkirk re-staked the ground in 1971 and optioned it to Ashlu Gold Mines in 1975. Diamond drilling and underground samplings were carried out until 1978 when the option was dropped.

Osprey Mining and Exploration leased the property from 1979 to 1985, when they carried out diamond drilling, drove two declines and attempted but failed to go into production. A new mill capable of processing 100 tons of ore per day was constructed and a new structure was built to contain the tailings -- waste material after processing. The reasons Osprey did not go into production are unknown.

Tenquille Resources Ltd. acquired the property in 1985. In 1986, Cooke Geological Consultants undertook a sampling program underground. Cooke calculated a proven reserve under definitions at the time of 8500 tons at a grade of 0.25 ounces of gold per ton..

In 1988, Valentine Gold Corporation took an option on the Ashlu property from Tenquille Resources. Apparently no work has been carried out since 1988.

During the early 1920's, mineralization was located on what are now the Saucy claims and limited surface and underground work resulted in the shipping of two tons of hand-sorted ore which reportedly ran over 5 oz per ton of gold.

As far as is known, following the 1920s, no work was carried out on the property until it was acquired by Mar-Gold Resources in 1979. Between 1979 and 1981, the property was examined, partially mapped and the subject of limited magnetometer surveying, and minor exploratory drilling carried out by Pamicon Developments Ltd.

## Geology of the Mineral Claims

The area has been mapped by the Geological Survey of Canada. Pamicon Developments on behalf of Mar-Gold Resources carried out geological mapping of outcrop exposures in a limited area where the main showing is located and at the two old adits (tunnels). An altimeter was used for elevation control so that the relative elevation of structures, adits, showings, and outcrops were tabulated as well as hillside contours plotted.

The claim group is underlain by plutonic rocks of Cretaceous age composed of variably textured granodiorites or fluid rocks coming up from great depth. The granodiorites are presumed to represent different phases of the same intrusive event, as there is no marked alteration at the intrusive contacts.

Two main rock types are predominant in the area as determined the unit samples taken from the mineral claims. One is a finely crystalline, equigranular, hornblende granodiorite. There is little variation in the unit with the exception that in many areas, up to 8 inch inclusions of very finely crystalline granodiorite forms up to 80% of the rock. The other is a coarsely crystalline, hornblende and/or biotite granodiorite. The biotite and hornblende occur in large -- up to 4 mm -- crystal aggregates, as well as in small disseminated crystals. The unit is variable in texture throughout the map area, the notable variations being crystal size and relative amounts of biotite and hornblende. Unit 3 also contains up to 8 inch inclusions of very finely crystalline material. In one locality these fragments are relatively unaltered and were identified as andesites of volcanic origin.

Unit 1 was encountered in a single float occurrence at the eastern edge of the map area and consists of a breccia zone with fragments of hornblende and granodiorite in a quartz matrix. The breccia in places gives way to massive hornblende. The orientation or direction of the structure is not known.

Regionally, the Ashlu River Valley appears to represent a structural trend at N50W with cross structures represented by secondary drainage trending at N30E.

As reported by Pamicon Developments, encouraging values in gold and silver were obtained at many locations on the property. This mineralization occurs both in sheared fractures and in several types of veins.

The most spectacular mineralized vein is exposed in the open cut at the main showing trending northwest and dipping to the north. A 7 inch wide sulphide vein containing massive pyrite and massive chalcopyrite contains values up to 4.568 oz per ton of gold and 8.91 oz per ton of silver in the pyrite portion of the vein. Values up to 0.130 oz per ton of gold were obtained from chip samples taken from the granodiorite in the footwall and hanging wall of the vein.

The open cut vein is at present overgrown to a large degree, however, results of the 1979 program by Pamicon Developments, indicated that the best mineralization was to be found in a pyrite/chalcopyrite vein in the open cut. More sampling was done in 1980 in order to more fully delineate the distribution of gold and silver values in the vein and wall rock. Certain samples essentially duplicated the 1979 low results and others contained significant gold values from 1.0 to 4.0 oz per ton of gold which considerably increases the attractiveness of the vein.

Two trenches were blasted on strike extensions of the vein. Here the vein was essentially pure quartz with minor pyrite and chalcopyrite rather than pure sulphides as in the open cut. Although the gold and

silver values were significantly reduced, one sample shows the vein still contains 0.436 oz per ton of gold and 0.52 oz per ton of silver. Another sample taken between the open cut and the two trenches also assayed 2.34 oz per ton of silver and 0.402 oz per ton of gold.

A large trench was blasted on surface adjacent to and south of No. 1 adit. This trench was approximately 46 feet long by 10 feet high on the back wall. Thirteen assay samples were taken, two of which two contained better than trace amounts of gold and silver. The trench was blasted to better expose a quartz vein swarm and adjacent wall rocks.

A magnetometer survey was conducted over the limited grid area using the 65 feet grid established during the 1979 season for location control and a McPhar Fluxgate 700 portable magnetometer for the instrument. The stream gully associated with No. 1 adit and the high grade open cut vein has a definite magnetic signature marked by a series of high-low pairs of anomalous readings. Although these anomalous features are apparently not exactly coincident with precious metal veins on surface, they are certainly physically near enough to the known showings to be considered important. A second noticeable feature is a northwest-southeast linear trend to most of the contours. This is felt to reflect the orientation of the local rock foliation or lines of separation which can readily be seen in outcrop exposures.

#### Recommendations of Geological Reports

The mineral properties hosts sulphide veins and shear zones containing significant gold and silver values. Most of the showings known to date occur in proximity to the westerly flowing creek and depression which is assumed to be underlain by a fault, shear zone or vein system which may be associated structurally with the emplacement of mineralization.

The open cut vein is known to contain heavy sulphides with gold and silver values.

Although the No. 1 and No. 2 adits did not appear to contain meaningful amounts of precious metal values, it is not known what their targets were and further work will be required to determine more accurate geologic information in this area.

The geological report concludes that the property merits further exploration and a preliminary program consisting of reconnaissance geology and sampling followed by trenching, sampling, prospecting and geological mapping. The report breaks this program into two stages and estimates costs as follows:

| Stage I (completed)                       | U.S. Funds            |
|---|-----------------------|
| Reconnaissance geology and sampling       | \$ 5,000.00           |
| Stage II                                  |                       |
| Trenching, sampling, prospecting, mapping | \$ 10,000.00<br>----- |
| Total Cost Both Stages                    | \$ 15,000.00          |

Stage I was completed on September 26, 2002 by Mr. Timmins. Two grab samples were taken from dump material and analyzed which confirmed the presence of copper, silver and gold concentrations in

such amounts that were anomalously higher than values commonly found in the surrounding rock. Mr. Timmins thus recommended further work be conducted. Stage two will increase the size of the target area and provide a greater, more thorough evaluation of the potential for a mineral deposit on the claim by expanding the old soil sample lines. Any further exploration work past the stage two is dependent upon the results found during the execution of the above program.

Our working capital position as of August 31, 2002 was \$39,674. Accordingly, we will not require additional financing in order to complete the second phase of our exploration program, but any additional work recommended after completion of the second phase may require additional financing. No additional work is planned at this time.

The geological review and interpretations required in phases one and two of the exploration program have been and will continue to be comprised of reviewing the data acquired and analyzing this data to assess the potential mineralization of the mineral claims. Geological review entails the geological study of an area to determine the geological characteristics, identification of rock types and any obvious indications of mineralization. The purpose of undertaking the geological review is to determine if there is sufficient indication of mineralization to warrant additional exploration. Positive results at each stage of the exploration program would be required to justify continuing with the next phase. Such positive results would include the identification of the zones of mineralization. As mentioned, positive results have been achieved for the phase one work program and the commencement of work on phase two is considered justified.

#### Current State of Exploration

Our mineral claims presently do not have any mineral reserves. The property that is the subject to our mineral claims is undeveloped and does not contain any open-pit or underground mines. There is no mining plant or equipment located on the property that is the subject of the mineral claim. Currently, there is no power supply to the mineral claim.

We have only recently commenced exploration of the mineral claim and this exploration is currently in the preliminary stages. Our planned exploration program is exploratory in nature and no mineral reserves may ever be found.

#### Geological Exploration Program

We have accepted the recommendations of the geologist's report dated September 6, 2002 and have now completed phase one of the geological exploration program. Based on the recommendation of our geologist, we have decided to proceed to phase two. A decision on proceeding beyond the planned phase two will be made by assessing whether the results of phase two were sufficiently positive to enable us to obtain the financing we will need for us to continue through additional phases of the exploration program. This assessment will include an assessment of the market for financing of mineral exploration projects at the time of our assessment and an evaluation of our cash reserves after the completion of stage two. The decision whether or not to proceed will be based on the recommendations of our geological consultant. The decision of the consultant whether or not to recommend proceeding will be based on a myriad of factors, including his subjective judgment and will depend primarily on the results of the immediately preceding phase. It is impossible to quantify in advance what will be sufficiently positive.

We do not currently have any plans for a Phase three because Phase three, if recommended by our geologist, will depend upon the results of Phase two. Costs will depend on recommendations, which cannot be made until Phase two is completed.

## Competition

The mineral exploration industry, in general, is intensively competitive and even if commercial quantities of ore are discovered, a ready market may not exist for the sale of the ore. Numerous factors beyond our control may affect the marketability of any substances discovered. These factors include market fluctuations, the proximity and capacity of natural resource markets and processing equipment, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result our not receiving an adequate return on invested capital.

## Compliance with Government Regulation

We will be required to comply with all regulations, rules and directives of governmental authorities and agencies applicable to the exploration of minerals in the Province of British Columbia. The main agency that governs the exploration of minerals in the Province of British Columbia, Canada, is the Ministry of Energy and Mines.

The Ministry of Energy and Mines manages the development of British Columbia's mineral resources, and implements policies and programs respecting their development while protecting the environment. In addition, the Ministry regulates and inspects the exploration and mineral production industries in British Columbia to protect workers, the public and the environment.

The material legislation applicable to us is the Mineral Tenure Act, administered by the Mineral Titles Branch of the Ministry of Energy and Mines, and the Mines Act, as well as the Health, Safety and Reclamation Code and the Mineral Exploration Code.

The Mineral Tenure Act and its regulations govern the procedures involved in the location, recording and maintenance of mineral titles in British Columbia. The Mineral Tenure Act also governs the issuance of mining leases which are long term entitlements to minerals, designed as production tenures. The Mineral Tenure Act does not apply to minerals held by crown grant or by freehold tenure.

All mineral exploration activities carried out on a mineral claim or mining lease in British Columbia must be in compliance with the Mines Act. The Mines Act applies to all mines during exploration, development, construction, production, closure, reclamation and abandonment. It outlines the powers of the Chief Inspector of Mines, to inspect mines, the procedures for obtaining permits to commence work in, on or about a mine and other procedures to be observed at a mine. Additionally, the provisions of the Health, Safety and Reclamation Code for mines in British Columbia contain standards for employment, occupational health and safety, accident investigation, work place conditions, protective equipment, training programs, and site supervision. Also, the Mineral Exploration Code contains standards for exploration activities including construction and maintenance, site preparation, drilling, trenching and work in and about a water body.

Additional approvals and authorizations may be required from other government agencies, depending upon the nature and scope of the proposed exploration program. If the exploration activities require the falling of timber, then either a free use permit or a license to cut must be issued by the Ministry of Forests. Items such as waster and waste approvals may be required from the Ministry of Environment, Lands and Parks if the proposed exploration activities are significantly large enough to warrant them.

We have completed phase one of the work program including a review of phase one and recommendations from the geologist. The first phase consisted of reconnaissance geology and sampling; phase two will include additional follow-up on this work, including trenching, sampling, prospecting and mapping of the mineral claims.

We have not budgeted for regulatory compliance costs in the proposed work program recommended by the geological report. British Columbia law requires that a holder of title to mineral claims must spend at least CDN\$100 per mineral claim unit per year in order to keep the property in good standing, which we have done. We will also have to sustain the cost of reclamation and environmental remediation for all exploration work undertaken. Both reclamation and environmental remediation refer to putting disturbed ground back as close to its original state as possible. Other potential pollution or damage must be cleaned-up and renewed along standard guidelines outlined in the usual permits. Reclamation is the process of bringing the land back to its natural state after completion of exploration activities. Environmental remediation refers to the physical activity of taking steps to remediate, or remedy, any environmental damage caused. The amount of these costs is not known at this time as we do not know the extent of the exploration program that will be undertaken beyond completion of the recommended work program. Because there is presently no information on the size, tenor, or quality of any resource or reserve at this time, it is impossible to assess the impact of any capital expenditures on earnings, our competitive position or on us in the event a potentially economic deposit is discovered.

Prior to undertaking mineral exploration activities, we must make application under the British Columbia Mines Act for a permit, if we anticipate disturbing land. A permit is issued within 45 days of a complete and satisfactory application. We do not anticipate any difficulties in obtaining a permit, if needed.

#### Employees

We have no employees as of the date of this prospectus other than our two officers.

We conduct our business largely through agreements with consultants.

#### Research and Development Expenditures

We have not incurred any research or development expenditures since our incorporation.

#### Subsidiaries

We have one wholly owned British Columbia subsidiary, named Iguana Exploration Inc.

#### Patents and Trademarks

We do not own, either legally or beneficially, any patent or trademark.

#### Reports to Security Holders

As we are not required to provide annual reports to security holders at this time, we do not intend to do so. We plan to register as a reporting company under the Securities Exchange Act of 1934 concurrent



with the effectiveness of this registration statement. Thereafter, annual reports will be delivered to security holders as required.

#### Plan Of Operations

We have completed phase one of our planned two-phase exploration program on the Saucy mineral claims and, together with phase two, expect the total cost for both phases to be approximately \$15,000 to assess the properties potential to host gold, copper and silver. Phase one, consisting of mostly sampling and evaluation of the samples, was completed at a cost of \$5,000. We now plan to undertake a second phase consisting of trenching, further sampling, prospecting and mapping of the mineral claims.

Our business plan is to proceed with the exploration of the Saucy mineral claims to determine whether there are mineral deposits of gold, copper and silver. The first phase has been completed and our geologist has recommended proceeding to phase two. We estimate that phase two of the geological exploration program will cost approximately \$10,000. We had \$44,123 in cash reserves as of August 31, 2002. Accordingly, we are able to proceed with phase two of the exploration program without additional financing.

Mr. Timmins, our geologist, will be engaged to oversee the second phase of the work program; however this will not happen until the spring/summer season, as weather permits. Typically, the area is accessible from April through October, with intermittent access possible as weather conditions permit. We anticipate that we will receive the results of this phase of exploration by May of 2003, but a late snowfall could cause us some difficulty and affect accessibility to the property. Such difficulty would necessitate a delay in obtaining the results. We will assess the results of this program upon receipt of Mr. Timmins's report.

During this exploration stage, our president will only be devoting approximately 6 hours per week of his time to our business. We do not foresee this limited involvement as negatively impacting our company over the next twelve months as all exploratory work has been and will continue to be performed by outside consultants. In the future, if the demands of our business require more business time of Mr. Young, such as raising additional capital or addressing unforeseen issues with regard to our exploration efforts, he is prepared to adjust his timetable to devote more time to our business. However, it is possible that Mr. Young may not be able to devote sufficient time to the management of our business at the times needed.

We are proceeding to phase two of our geological exploration program following the recommendation of our geologist based upon an assessment of the results of phase one. We anticipate that we will have sufficient cash reserves to proceed. In making the determination to move to phase two, we reviewed the conclusions and recommendations that we received from Mr. Timmins based on his geological review of the results of the first phase. This assessment included an appraisal of our cash reserves after the completion of phase one and the market for financing of mineral exploration projects at the time of our assessment. We anticipate that this phase will proceed in the spring/summer 2003, weather permitting.

If additional work is recommended following phase two, additional funding may be required. We anticipate that additional funding will be in the form of equity financing from the sale of our common stock. However, we may not be able to raise sufficient funding from the sale of our common stock to

fund additional phases, if any, of the exploration program. We believe that debt financing will not be an alternative for funding phase two of the exploration program. The risky nature of this enterprise and lack of tangible assets places debt financing beyond the credit-worthiness required by most banks or typical investors of corporate debt until such time as an economically viable mine can be demonstrated. Traditional debt financing is not available at the early stages of exploration in which we are currently involved. We do not have any arrangements in place for any future equity financing.

We anticipate that we will incur the following expenses over the next twelve months:

1. \$10,000 in connection with the completion of the second phase of our recommended geological work program, if we decide to proceed with this phase;
2. \$20,000 for operating expenses, including professional legal and accounting expenses associated with our becoming a reporting issuer under the Securities Exchange Act of 1934;

We had cash in the amount of \$44,123 as of August 31, 2002. Our total expenditures over the next twelve months are anticipated to be approximately \$30,000. Accordingly, we will not require additional financing to fund our operations for the next twelve months. In the next twelve months, we do not plan to make any purchases or sales of significant equipment, nor do we plan to make any significant changes in our number of employees.

Additional financing, if needed, may not be available. If we do not obtain additional financing necessary to conduct our exploration, we may consider bringing in an additional joint venture partner to provide the required funding. We have not undertaken any efforts to locate a joint venture partner. In addition, we may not ever be able to locate a joint venture partner who will assist us in funding our exploration of the Saucy mineral claim.

#### Results Of Operations For Period Ending August 31, 2002

We did not earn any revenues during the period ending August 31, 2002. We do not anticipate earning revenues until such time as we enter into commercial production of our mineral properties. We are presently in the exploration stage of our business and we can provide no assurance that we will discover commercially exploitable levels of mineral resources on our properties, or if such deposits are discovered, that we will enter into further substantial exploration programs.

We incurred operating expenses in the amount of \$14,026 for the period from inception on April 12, 2002 to August 31, 2002. These operating expenses included: (a) \$3,258 in connection with our acquisition the Saucy mineral claims, (b) office expenses of \$1,302 and (c) professional fees in the amount of \$9,466 in connection with our corporate organization and documentation. We anticipate our operating expenses will increase as we undertake our plan of operations. The increase will be attributable to our completion of phase one of our geological exploration program and the professional fees to be incurred in connection with the filing of amendments to this registration statement with the Securities Exchange Commission under the Securities Act of 1933. We anticipate our ongoing operating expenses will also increase once we become a reporting company under the Securities Exchange Act of 1934.

We incurred a loss in the amount of \$14,026 for the period from inception to August 31, 2002. Our loss was attributable entirely to operating expenses.

## Liquidity and Capital Resources

We had cash of \$44,123 as of August 31, 2002, and had working capital of \$39,674 as of August 31, 2002.

We have not attained profitable operations and are dependent upon obtaining financing to pursue any extensive exploration activities. For these reasons our auditors stated in their report that they have substantial doubt we will be able to continue as a going concern.

## Description Of Property

We are the owners of the Saucy mineral claims. We do not own any property other than the Saucy mineral claims. We rent shared office space at Suite 1400, 1500 West Georgia St., Vancouver, B.C., Canada, V6G 2Z6 a cost of \$100 CAD per month. This rental is on a month-to-month basis without a formal contract.

## Certain Relationships And Related Transactions

None of the following parties has, since our date of incorporation, had any material interest, direct or indirect, in any transaction with us or in any presently proposed transaction that has or will materially affect us, other than noted in this section:

- - Any of our directors or officers;
- - Any person proposed as a nominee for election as a director;
- - Any person who beneficially owns, directly or indirectly, shares carrying more than 10% of the voting rights attached to our outstanding shares of common stock;
- - Any of our promoters;
- - Any relative or spouse of any of the foregoing persons who has the same house as such person.

Mr. Michael Young acquired 6,000,000 shares of our common stock in his own name at a price of \$0.001 per share on June 17, 2002. Mr. Young paid a total purchase price of \$6,000 for these shares.

## Market For Common Equity And Related Stockholder Matters

### No Public Market for Common Stock

There is presently no public market for our common stock. We anticipate making an application for trading of our common stock on the NASD over the counter bulletin board upon the effectiveness of the registration statement of which this prospectus forms a part. However, we can provide no assurance that our shares will be traded on the bulletin board or, if traded, that a public market will materialize.

The Securities Exchange Commission has adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. Penny stocks are generally equity securities with a price of less than \$5.00, other than securities registered on certain national securities exchanges or quoted on the Nasdaq system, provided that current price and volume information with respect to transactions in

such securities is provided by the exchange or system. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock, to deliver a standardized risk disclosure document prepared by the Commission, that: (a) contains a description of the nature and level of risk in the market for penny stocks in both public offerings and secondary trading; (b) contains a description of the broker's or dealer's duties to the customer and of the rights and remedies available to the customer with respect to a violation to such duties or other requirements of Securities' laws; (c) contains a brief, clear, narrative description of a dealer market, including bid and ask prices for penny stocks and the significance of the spread between the bid and ask price; (d) contains a toll-free telephone number for inquiries on disciplinary actions; (e) defines significant terms in the disclosure document or in the conduct of trading in penny stocks; and (f) contains such other information and is in such form, including language, type, size and format, as the Commission shall require by rule or regulation. The broker-dealer also must provide, prior to effecting any transaction in a penny stock, the customer with: (a) bid and offer quotations for the penny stock; (b) the compensation of the broker-dealer and its salesperson in the transaction; (c) the number of shares to which such bid and ask prices apply, or other comparable information relating to the depth and liquidity of the market for such stock; and (d) a monthly account statements showing the market value of each penny stock held in the customer's account. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from those rules; the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written acknowledgment of the receipt of a risk disclosure statement, a written agreement to transactions involving penny stocks, and a signed and dated copy of a written suitability statement.

These disclosure requirements may have the effect of reducing the trading activity in the secondary market for our stock if it becomes subject to these penny stock rules. Therefore, if our common stock becomes subject to the penny stock rules, stockholders may have difficulty selling those securities.

#### Holders of Our Common Stock

As of the date of this registration statement, we had one hundred and two (102) registered shareholders.

#### Rule 144 Shares

A total of 6,000,000 shares of our common stock will be available for resale to the public after June 17, 2003 in accordance with the volume and trading limitations of Rule 144 of the Securities Act of 1933. The following additional shares of our common stock will also be available for resale to the public in accordance with the volume and trading limitations of Rule 144 of the Securities Act of 1933: 4,500,000 shares after July 11, 2003; 54,000 shares after July 31, 2003.

In general, under Rule 144 as currently in effect, a person who has beneficially owned shares of a company's common stock for at least one year is entitled to sell within any three month period a number of shares that does not exceed the greater of:

1. One percent of the number of shares of the company's common stock then outstanding, which, in our case, will equal approximately 105,540 shares as of the date of this prospectus; or
2. The average weekly trading volume of the company's common stock during the four calendar weeks preceding the filing of a notice on form 144 with respect to the sale.

Sales under Rule 144 are also subject to manner of sale provisions and notice requirements and to the availability of current public information about the company.

Under Rule 144(k), a person who is not one of the company's affiliates at any time during the three months preceding a sale, and who has beneficially owned the shares proposed to be sold for at least two years, is entitled to sell shares without complying with the manner of sale, public information, volume limitation or notice provisions of Rule 144.

As of the date of this prospectus, persons who are our affiliates hold 6,000,000 of the total shares that may be sold, at least partially, pursuant to Rule 144 after June 17, 2003.

#### Stock Option Grants

To date, we have not granted any stock options.

#### Registration Rights

We have not granted registration rights to the selling shareholders or to any other persons.

We are paying the expenses of the offering because we seek to: (i) become a reporting company with the Commission under the Securities Exchange Act of 1934; and (ii) enable our common stock to be traded on the NASD over-the-counter bulletin board. We plan to file a Form 8-A registration statement with the Commission prior to the effectiveness of the Form SB-2 registration statement. The filing of the Form 8-A registration statement will cause us to become a reporting company with the Commission under the 1934 Act concurrently with the effectiveness of the Form SB-2 registration statement. We must be a reporting company under the 1934 Act in order that our common stock is eligible for trading on the NASD over-the-counter bulletin board. We believe that the registration of the resale of shares on behalf of existing shareholders may facilitate the development of a public market in our common stock if our common stock is approved for trading on the NASD over-the-counter bulletin board.

We consider that the development of a public market for our common stock will make an investment in our common stock more attractive to future investors. In the near future, in order for us to continue with our mineral exploration program, we will need to raise additional capital. We believe that obtaining reporting company status under the 1934 Act and trading on the over-the-counter bulletin board should increase our ability to raise these additional funds from investors.

#### Dividends

There are no restrictions in our articles of incorporation or bylaws that prevent us from declaring dividends. The Nevada Revised Statutes, however, do prohibit us from declaring dividends where, after giving effect to the distribution of the dividend:

1. We would not be able to pay our debts as they become due in the usual course of business; or
2. Our total assets would be less than the sum of our total liabilities plus the amount that would be needed to satisfy the rights of shareholders who have preferential rights superior to those receiving the distribution.

We have not declared any dividends and we do not plan to declare any dividends in the foreseeable future.

### Executive Compensation

#### Summary Compensation Table

The table below summarizes all compensation awarded to, earned by, or paid to our executive officers by any person for all services rendered in all capacities to us for the period from our inception through August 31, 2002.

| Name          | Title                             | Annual Compensation |        |       | Long Term Compensation |                          |                    |                    |                        |
|---------------|-----------------------------------|---------------------|--------|-------|------------------------|--------------------------|--------------------|--------------------|------------------------|
|               |                                   | Year                | Salary | Bonus | Other Compensation     | Restricted Stock Awarded | Options/* SARs (#) | LTIP pay-outs (\$) | All Other Compensation |
| Michael Young | President and Director            | 2002                | \$ 0   | 0     | 0                      | 0                        | 0                  | 0                  | 0                      |
| Vicki White   | Secretary, Treasurer and Director | 2002                | \$ 0   | 0     | 0                      | 0                        | 0                  | 0                  | 0                      |

We do not pay to our directors or officers any salary or consulting fee. We anticipate that compensation may be paid to officers in the event that we decide to proceed with additional exploration programs beyond the first phase program.

We do not pay to our directors any compensation for each director serving as a director on our board of directors.

We conduct our business through agreements with consultants and arms-length third parties. Currently, we have no formal agreements. Our verbal agreement with our geologist includes his reviewing all of the results from the exploratory work performed upon the site and making recommendations based on those results in exchange for payments equal to the usual and customary rates received by geologists performing similar consulting services. Additionally, we have a verbal agreement with our outside auditors to perform requested accounting functions at their normal and customary rates. Finally, we rent our office space from Georgia Business Centre based upon a verbal month to month lease at a rate of \$100 CND per month.

#### Stock Option Grants

We did not grant any stock options to the executive officers or directors from inception through August 31, 2002. We have also not granted any stock options to the executive officers since August 31, 2002.

Financial Statements

Index to Financial Statements:

1. Audited consolidated financial statements for the period ended August 31, 2002, including:
  - (a) Auditors' Report
  - (b) Consolidated Balance Sheet;
  - (c) Consolidated Statement of Loss and Deficit;
  - (d) Consolidated Statement of Cash Flows;
  - (e) Consolidated Statement of Stockholders' Equity; and
  - (f) Notes to Consolidated Financial Statements.

IGUANA VENTURES LTD.  
(An Exploration Stage Company)

CONSOLIDATED FINANCIAL STATEMENTS

AUGUST 31, 2002  
(Stated in U.S. Dollars)



AUDITORS' REPORT

To the Director  
Iguana Ventures Ltd.  
(An exploration stage company)

We have audited the consolidated balance sheet of Iguana Ventures Ltd. (an exploration stage company) as at August 31, 2002 and the consolidated statements of loss and deficit accumulated during the exploration stage, cash flows, and stockholders' equity for the period from April 12, 2002 (date of inception) to August 31, 2002. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with United States generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at August 31, 2002 and the results of its operations and cash flows for the period from April 12, 2002 (date of inception) to August 31, 2002 in accordance with United States generally accepted accounting principles.

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern. As discussed in to Note 1 to the consolidated financial statements, the Company incurred a net loss of \$12,515 since inception, has not attained profitable operations and is dependent upon obtaining adequate financing to fulfil its exploration activities. These factors raise substantial doubt that the Company will be able to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Vancouver, Canada

/s/ Morgan & Company

September 19, 2002

Chartered Accountants

Tel: (604) 687-5841  
Fax: (604) 687-0075  
www.morgan-cas.com

MEMBER OF  
ACPA  
INTERNATIONAL

P.O. Box 10007 Pacific Centre  
Suite 1488 - 700 West Georgia Street  
Vancouver, B.C. V7Y 1A1

IGUANA VENTURES LTD.  
(An Exploration Stage Company)

CONSOLIDATED BALANCE SHEET

AUGUST 31, 2002  
(Stated in U.S. Dollars)

|  |           |
|--|-----------|
| -----  |           |
| ASSETS   |           |
| Current  |           |
| Cash   | \$ 44,123 |
| Mineral Property Interest (Note 3)               | -         |
|  | -----     |
|  | \$ 44,123 |
| =====  |           |
| LIABILITIES                                      |           |
| Current  |           |
| Accounts payable                                 | \$ 1,180  |
| Due to shareholder                               | 3,269     |
|  | -----     |
|  | 4,449     |
|  | -----     |
| SHAREHOLDER'S EQUITY                             |           |
| Share Capital                                    |           |
| Authorized:                                      |           |
| 100,000,000 common shares with a par value       |           |
| of \$0.001 per share                             |           |
| 100,000,000 preferred shares with a par          |           |
| value of \$0.001 per share                       |           |
| Issued:  |           |
| 10,554,000 common shares                         | 10,554    |
| Additional paid-in capital                       | 43,146    |
| Deficit Accumulated During The Exploration Stage | (14,026)  |
|  | -----     |
|  | 39,674    |
|  | -----     |
|  | \$ 44,123 |
| =====  |           |

IGUANA VENTURES LTD.  
(An Exploration Stage Company)

CONSOLIDATED STATEMENT OF LOSS AND DEFICIT

PERIOD FROM INCEPTION, APRIL 12, 2002, TO AUGUST 31, 2002  
(Stated in U.S. Dollars)

---

|   |           |
|---|-----------|
| Expenses  |           |
| Mineral property payment                              | \$ 3,258  |
| Professional fees                                     | 9,466     |
| Office and sundry                                     | 1,302     |
|   | -----     |
| Net Loss For The Period And Deficit,<br>End Of Period | \$ 14,026 |
| =====   |           |
| Basic And Diluted Loss Per Share                      | \$ 0.01   |
| =====   |           |
| Weighted Average Number Of Shares<br>Outstanding      | 5,117,121 |
| =====   |           |

IGUANA VENTURES LTD.  
(An Exploration Stage Company)

CONSOLIDATED STATEMENT OF CASH FLOWS

PERIOD FROM INCEPTION, APRIL 17, 2002, TO AUGUST 31, 2002  
(Stated in U.S. Dollars)

---

|   |             |
|---|-------------|
| Cash Flows From Operating Activities  |             |
| Net loss for the period   | \$ (14,026) |
| Adjustments To Reconcile Net Loss To<br>Net Cash Used By Operating Activities |             |
| Change in accounts payable  | 1,180       |
| Change in due to shareholder  | 3,269       |
|   | -----       |
|   | (9,577)     |
|   | -----       |
| Cash Flows From Financing Activity  |             |
| Issue of share capital  | 53,700      |
|   | -----       |
| Increase In Cash And Cash, End Of Period                                      | \$ 44,123   |
|   | =====       |

IGUANA VENTURES LTD.  
(An Exploration Stage Company)

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

PERIOD FROM INCEPTION, APRIL 12, 2002, TO AUGUST 31, 2002  
(Stated in U.S. Dollars)

|                                      | COMMON STOCK                     |              |                                  | DEFICIT   | TOTAL     |
|--------------------------------------|----------------------------------|--------------|----------------------------------|---|-----------|
|                                      | NUMBER<br>OF<br>COMMON<br>SHARES | PAR<br>VALUE | ADDITIONAL<br>PAID-IN<br>CAPITAL | ACCUMULATED<br>DURING THE<br>EXPLORATION<br>STAGE | TOTAL     |
| Shares issued for cash<br>at \$0.001 | 6,000,000                        | \$ 6,000     | \$ -                             | \$ -  | \$ 6,000  |
| Shares issued for cash<br>at \$0.01  | 4,500,000                        | 4,500        | 40,500                           | -   | 45,000    |
| Shares issued for cash<br>at \$0.05  | 54,000                           | 54           | 2,646                            | -   | 2,700     |
| Net loss for the period              | -                                | -            | -                                | (14,026)  | (14,026)  |
| Balance, August 31, 2002             | 10,554,000                       | \$ 10,554    | \$ 43,146                        | \$ (14,026)                                       | \$ 39,674 |
|                                      |                                  |              |                                  |   |           |

IGUANA VENTURES LTD.  
(An Exploration Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AUGUST 31, 2002  
(Stated in U.S. Dollars)

1. OPERATIONS

Organization

The Company was incorporated in the State of Nevada, U.S.A., on April 12, 2002.

Exploration Stage Activities

The Company has been in the exploration stage since its formation and has not yet realized any revenues from its planned operations. It is primarily engaged in the acquisition and exploration of mining properties. Upon location of a commercial minable reserve, the Company expects to actively prepare the site for its extraction and enter a development stage.

Going Concern

The accompanying financial statements have been prepared assuming the Company will continue as a going concern.

As shown in the accompanying financial statements, the Company has incurred a net loss of \$14,026 for the period from April 12, 2002 (inception) to August 31, 2002, and has no sales. The future of the Company is dependent upon its ability to obtain financing and upon future profitable operations from the development of its mineral properties. Management has plans to seek additional capital through a private placement and public offering of its common stock. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts of and classification of liabilities that might be necessary in the event the Company cannot continue in existence.

2. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States. Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements for a period necessarily involves the use of estimates which have been made using careful judgement.

The consolidated financial statements have, in management's opinion, been properly prepared within reasonable limits of materiality and within the framework of the significant accounting policies summarized below:

IGUANA VENTURES LTD.  
(An Exploration Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AUGUST 31, 2002  
(Stated in U.S. Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

a) Consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned Canadian subsidiary Iguana Explorations Inc.

b) Mineral Property Payments and Exploration Costs

The Company expenses all costs related to the acquisition, maintenance and exploration of mineral claims in which it has secured exploration rights prior to establishment of proven and probable reserves. To date, the Company has not established the commercial feasibility of its exploration prospects, therefore, all costs are being expensed.

c) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses for the reporting period. Actual results could differ from these estimates.

d) Foreign Currency Translation

The Company's functional currency is the U.S. dollar. Transactions in foreign currency are translated into U.S. dollars as follows:

- i) monetary items at the rate prevailing at the balance sheet date;
- ii) non-monetary items at the historical exchange rate;
- iii) revenue and expense at the average rate in effect during the applicable accounting period.

e) Income Taxes

The Company has adopted Statement of Financial Accounting Standards No. 109 - "Accounting for Income taxes" (SFAS 109). This standard requires the use of an asset and liability approach for financial accounting, and reporting on income taxes. If it is more likely than not that some portion or all of a deferred tax asset will not be realized, a valuation allowance is recognized.

IGUANA VENTURES LTD.  
(An Exploration Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AUGUST 31, 2002  
(Stated in U.S. Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

f) Basic and Diluted Loss Per Share

In accordance with SFAS No. 128 - "Earnings Per Share", the basic loss per common share is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding. Diluted loss per common share is computed similar to basic loss per common share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. At August 31, 2002, the Company has no stock equivalents that were anti-dilutive and excluded in the earnings per share computation.

3. MINERAL PROPERTY INTEREST

On June 1, 2002, the Company acquired, by staking, a 100% interest in four mineral claims located in British Columbia, Canada for cash consideration of \$3,258.



## Changes In And Disagreements With Accountants

We have had no changes in or disagreements with our accountants.

## Available Information

We have filed a registration statement on form SB-2 under the Securities Act of 1933 with the Securities and Exchange Commission with respect to the shares of our common stock offered through this prospectus. This prospectus is filed as a part of that registration statement, but does not contain all of the information contained in the registration statement and exhibits. Statements made in the registration statement are summaries of the material terms of the referenced contracts, agreements or documents of the company. We refer you to our registration statement and each exhibit attached to it for a more detailed description of matters involving the company, and the statements we have made in this prospectus are qualified in their entirety by reference to these additional materials. You may inspect the registration statement, exhibits and schedules filed with the Securities and Exchange Commission at the Commission's principal office in Washington, D.C. Copies of all or any part of the registration statement may be obtained from the Public Reference Section of the Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the Commission at 1-800-SEC-0330 for further information on the operation of the public reference rooms. The Securities and Exchange Commission also maintains a web site at <http://www.sec.gov> that contains reports, proxy statements and information regarding registrants that file electronically with the Commission. Our registration statement and the referenced exhibits can also be found on this site.

Part II

Information Not Required In The Prospectus

Item 24. Indemnification Of Directors And Officers

Our officers and directors are indemnified as provided by the Nevada Revised Statutes and our bylaws.

Under the NRS, director immunity from liability to a company or its shareholders for monetary liabilities applies automatically unless it is specifically limited by a company's articles of incorporation that is not the case with our articles of incorporation. Excepted from that immunity are:

- (1) a willful failure to deal fairly with the company or its shareholders in connection with a matter in which the director has a material conflict of interest;
- (2) a violation of criminal law (unless the director had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful);
- (3) a transaction from which the director derived an improper personal profit; and
- (4) willful misconduct.

Our bylaws provide that we will indemnify our directors and officers to the fullest extent not prohibited by Nevada law; provided, however, that we may modify the extent of such indemnification by individual contracts with our directors and officers; and, provided, further, that we shall not be required to indemnify any director or officer in connection with any proceeding (or part thereof) initiated by such person unless:

- (1) such indemnification is expressly required to be made by law;
- (2) the proceeding was authorized by our Board of Directors;
- (3) such indemnification is provided by us, in our sole discretion, pursuant to the powers vested us under Nevada law; or
- (4) such indemnification is required to be made pursuant to the bylaws.

Our bylaws provide that we will advance to any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer, of the company, or is or was serving at the request of the company as a director or executive officer of another company, partnership, joint venture, trust or other enterprise, prior to the final disposition of the proceeding, promptly following request therefore, all expenses incurred by any director or officer in connection with such proceeding upon receipt of an undertaking by or on behalf of such person to repay said amounts if it should be determined ultimately that such person is not entitled to be indemnified under our bylaws or otherwise.

Our bylaws provide that no advance shall be made by us to an officer of the company, except by reason of the fact that such officer is or was a director of the company in which event this paragraph shall not apply, in any action, suit or proceeding, whether civil, criminal, administrative or investigative, if a determination is reasonably and promptly made: (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to the proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal

counsel in a written opinion, that the facts known to the decision-making party at the time such determination is made demonstrate clearly and convincingly that such person acted in bad faith or in a manner that such person did not believe to be in or not opposed to the best interests of the company.

Item 25. Other Expenses Of Issuance And Distribution

The estimated costs of this offering are as follows:

|   |             |
|---|-------------|
| Securities and Exchange Commission registration fee | \$ 20.95    |
| Federal Taxes                                       | \$ NIL      |
| State Taxes and Fees                                | \$ NIL      |
| Transfer Agent Fees                                 | \$ 2,000    |
| Accounting fees and expenses                        | \$ 3,000    |
| Legal fees and expenses                             | \$ 20,000   |
| Miscellaneous                                       | \$ NIL      |
|   | -----       |
| Total   | \$25,020.95 |
|   | =====       |

-----  
All amounts are estimates, other than the Commission's registration fee.

We are paying all expenses of the offering listed above. No portion of these expenses will be paid by the selling shareholders. The selling shareholders, however, will pay any other expenses incurred in selling their common stock, including any brokerage commissions or costs of sale.

Item 26. Recent Sales Of Unregistered Securities

We issued 6,000,000 shares of common stock on June 17, 2002 to Mr. Michael Young. Mr. Young is our president and a director. Mr. Young acquired all 6,000,000 shares at a price of \$0.001 per share. Our total proceeds from this sale were \$6,000. These shares were issued pursuant to Section 4(2) of the Securities Act of 1933 and are restricted shares as defined in the Act.

We completed an offering of 4,500,000 shares of our common stock at a price of \$0.01 per share to a total of fifty purchasers on July 11, 2002. The total amount we received from this offering was \$45,000.00. We completed the offering pursuant to Regulation S of the Securities Act. Each purchaser represented to us that he was a non-US person as defined in Regulation S. We did not engage in a distribution of this offering in the United States. Each purchaser represented his intention to acquire the securities for investment only and not with a view toward distribution. Appropriate legends were

affixed to the stock certificate issued to each purchaser in accordance with Regulation S. Each investor was given adequate access to sufficient information about us to make an informed investment decision. None of the securities were sold through an underwriter and accordingly, there were no underwriting discounts or commissions involved. No registration rights were granted to any of the purchasers.

We completed an offering of 54,000 shares of our common stock at a price of \$0.05 per share to a total of fifty one purchasers on July 31, 2002. The total amount we received from this offering was \$2,700.00. We completed the offering pursuant to Regulation S of the Securities Act. Each purchaser represented to us that he was a non-US person as defined in Regulation S. We did not engage in a distribution of this offering in the United States. Each purchaser represented his intention to acquire the securities for investment only and not with a view toward distribution. Appropriate legends were affixed to the stock certificate issued to each purchaser in accordance with Regulation S. Each investor was given adequate access to sufficient information about us to make an informed investment decision. None of the securities were sold through an underwriter and accordingly, there were no underwriting discounts or commissions involved. No registration rights were granted to any of the purchasers.

The availability of Regulation S is dependent upon the satisfaction of a series of requirements:

- (1) Rule: All offers and sales must be made in offshore transactions.  
Compliance: All offers and sales were made to non-U.S. residents. Each subscriber is a resident of Canada.
- (2) Rule: No directed selling efforts can be made in the United States by the us, a distributor, their affiliates, or any person acting on behalf of any of the foregoing.  
Compliance: No directed selling efforts were made in the United States.
- (3) Rule: The issuer must satisfy the conditions of Category 1, 2 or 3 of Rule 903, Regulation S.  
Compliance: We have complied with the conditions of Category 3 of 903(b):
  - (a) Rule: Offering restrictions must be implemented.  
Compliance: We implemented offering restrictions in the Subscription Agreements with investors;
  - (b) Rule: All offers or sales made prior to the expiration of a one-year distribution compliance period (i.e., January 31, 2003) may not have been made to a U.S. person or for the account or benefit of a U.S. person.  
Compliance: The purchasers in this offering are non-U.S. residents. These purchasers have not offered or sold their shares to date. Their shares are being registered as part of this form SB-2 registration statement;
  - (c) Rule: Offers or sales made prior to the expiration of a one-year distribution compliance period must have been made pursuant to the following four conditions:
    - i. Rule: The purchaser of the securities certified that it is not a U.S. person and is not acquiring the securities for the account or benefit of any U.S. person or is a U.S. person who purchased securities in a transaction that did not require registration under the Act.  
Compliance: The purchasers in this offering so agreed in their Subscription Agreement.
    - ii. Rule: The purchaser of the securities agreed to resell such securities only in accordance with the provisions of Regulation S, pursuant to a registration statement under the Securities Act of 1933, as amended (the "Act"), or pursuant to an available exemption from registration; and agreed not to engage in hedging transactions with regard to such securities unless in compliance with the Act.  
Compliance: The purchasers in the offering so agreed in the Subscription Agreement.

iii. Rule: The issuer's securities contained a legend to the effect that transfer is prohibited except in accordance with the provisions of Regulation S, or pursuant to an available exemption from registration; and that hedging transactions involving those securities may not be conducted unless in compliance with the Act.

Compliance: A restricted legend, as described below, will be affixed to each purchaser's share certificate representing all shares purchased in the offering made under Regulation S. These Regulation S shares have not yet been certificated:

"THE SHARES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED AND MAY NOT BE SOLD, PLEDGED, HYPOTECATED, OR OTHERWISE TRANSFERRED IN THE UNITED STATES BY A U.S. PERSON UNLESS THE SECURITIES ARE REGISTERED UNDER THE SECURITIES ACT OF 1933 OR EXEMPTION FROM SUCH REGISTRATION UNDER THE ACT IS APPLICABLE OR AS OTHERWISE PROVIDED IN REGULATION S PROMULGATED UNDER SUCH ACT. NO OFFERS OR SALES OR TRANSFER (INCLUDING INTERESTS THEREIN) MAY BE MADE OF ANY OF THE SECURITIES IN THE UNITED STATES OR TO A U.S. PERSON OR FOR THE ACCOUNT AND BENEFIT OF A U.S. PERSON, EXCEPT AS PERMITTED BY REGULATION S."

iv. Rule: The issuer is required, either by contract or a provision in its bylaws, articles or charter or comparable documents, to refuse to register any transfer of the securities not made in accordance with the provisions of Regulation S, pursuant to registration under the Act, or pursuant to an available exemption from registration; provided, however, that if the securities are in bearer form or foreign law prevents the issuer of the securities from refusing to register securities transfers, other reasonable procedures (such as the Regulation S legend described above) are implemented to prevent any transfer of the securities not made in accordance with the provisions of Regulation S. Compliance: Iguana Ventures Ltd. and each subscriber both agreed in their respective Subscription Agreement that we will refuse to register any transfer of these Regulation S shares not made in accordance with the above-stated rule.

(d) Rule: Each distributor selling securities to a distributor, a dealer, or a person receiving a selling commission, fee or other remuneration, prior to the expiration of a 40-day distribution compliance period in the case of debt securities, or a one-year distribution compliance period in the case of equity securities, sends a confirmation or other notice to the purchaser stating that the purchaser is subject to the same restrictions on offers and sales that apply to a distributor. Compliance: Not applicable to facts of offering.

Item 27. Exhibits

| Exhibit<br>Number | Description  |
|-------------------|--|
| -----             | -----  |
| 3.1               | Articles of Incorporation                                |
| 3.2               | Amended By-Laws  |
| 5.1               | Opinion of Cane O'Neill Taylor, LLC, with consent to use |
| 10.1              | Bill of Sale   |
| 23.1              | Consent of Morgan & Company, Chartered Accountants       |
| 23.2              | Consent of W.G. Timmins, Consulting Geologist            |

Item 28. Undertakings

The undersigned registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
  - (a) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
  - (b) To reflect in the prospectus any facts or events arising after the effective date of this registration statement, or most recent post-effective amendment, which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement; and
  - (c) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in the registration statement.
2. That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
3. To remove from registration by means of a post-effective amendment any of the securities being registered hereby which remain unsold at the termination of the offering.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to our directors, officers and controlling persons pursuant to the provisions above, or otherwise, we have been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933, and is, therefore, unenforceable.

In the event that a claim for indemnification against such liabilities, other than the payment by us of expenses incurred or paid by one of our directors, officers, or controlling persons in the successful defense of any action, suit or proceeding, is asserted by one of our directors, officers, or controlling person in connection with the securities being registered, we will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification is against public policy as expressed in the Securities Act of 1933, and we will be governed by the final adjudication of such issue.

SIGNATURES

In accordance with the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form SB-2 and authorized this registration statement to be signed on its behalf by the undersigned, in the City of Vancouver, British Columbia, Canada on November 27, 2002.

IGUANA VENTURES LTD.

By: /s/ Michael Young

\_\_\_\_\_  
Michael Young  
President and Director  
(Principal Executive Officer)

By: /s/ Vicki White

\_\_\_\_\_  
Vicki White  
Secretary, Treasurer and Director  
(Principal Financial Officer)  
(Principal Accounting Officer)



Filing Fee: \_\_\_\_\_

Receipt #: \_\_\_\_\_

ARTICLES OF INCORPORATION

FILED #C9238-02

-----  
APR 12 2002

IN THE OFFICE OF  
DEAN HELLER

DEAN HELLER, SECRETARY  
OF STATE

(PURSUANT TO NRS 78)

STATE OF NEVADA

Secretary of State

Article 1. Name

The name of the Corporation is: IGUANA VENTURES LTD.

Article 2. Registered Agent

The name of the Resident Agent of the Corporation is Cane & Company, LLC. The address of the Resident Agent of the Corporation is Suite 500, 2300 West Sahara, Las Vegas, Nevada 89102.

Article 3. Capital Stock

The aggregate number of shares that the Corporation will have authority to issue is Two Hundred Million (200,000,000), of which One Hundred Million (100,000,000) shares will be common stock, with a par value of \$0.001 per share, and One Hundred Million (100,000,000) shares will be preferred stock, with a par value of \$0.001 per share.

The Preferred Stock may be divided into and issued in series. The Board of Directors of the Corporation is authorized to divide the authorized shares of Preferred Stock into one or more series, each of which shall be so designated as to distinguish the shares thereof from the shares of all other series and classes. The Board of Directors of the Corporation is authorized, within any limitations prescribed by law and this Article, to fix and determine the designations, rights, qualifications, preferences, limitations and terms of the shares of any series of Preferred Stock including but not limited to the following.

- (a) The rate of dividend, the time of payment of dividends, whether dividends are cumulative, and the date from which any dividends shall accrue;
- (b) Whether shares may be redeemed, and, if so, the redemption price and the terms and conditions of redemption;
- (c) The amount payable upon shares in the event of voluntary or involuntary liquidation;

- (d) Sinking fund or other provisions, if any, for the redemption or purchase of shares;
- (e) The terms and conditions on which shares may be converted, if the shares of any series are issued with the privilege of conversion;
- (f) Voting powers, if any, provided that if any of the Preferred Stock or series thereof shall have voting rights, such Preferred Stock or series shall vote only on a share for share basis with the Common Stock on any matter, including but not limited to the election of directors, for which such Preferred Stock or series has such rights; and
- (g) Subject to the foregoing, such other terms, qualifications, privileges, limitations, options, restrictions, and special or relative rights and preferences, if any, of shares or such series as the Board of Directors of the Corporation may, at the time so acting, lawfully fix and determine under the laws of the State of Nevada.

The Corporation shall not declare, pay or set apart for payment any dividend or other distribution (unless payable solely in shares of Common Stock or other class of stock junior to the Preferred Stock as to dividends or upon liquidation) in respect of Common Stock, or other class of stock junior to the Preferred Stock, nor shall it redeem, purchase or otherwise acquire for consideration shares of any of the foregoing, unless dividends, if any, payable to holders of Preferred Stock for the current period (and in the case of cumulative dividends, if any, payable to holders of Preferred Stock for the current period and in the case of cumulative dividends, if any, for all past periods) have been paid, are being paid or have been set aside for payment, in accordance with the terms of the Preferred Stock, as fixed by the Board of Directors.

In the even of the liquidation of the Corporation, holders of Preferred Stock shall be entitled to receive, before any payment or distribution on the Common Stock or any other class of stock junior to the Preferred Stock upon liquidation, a distribution per share in the amount of the liquidation preference, if any, fixed or determined in accordance with the terms of such Preferred Stock plus, if so provided in such terms, an amount per share equal to accumulated and unpaid dividends in respect of such Preferred Stock (whether or not earned or declared) to the date of such distribution. Neither the sale, lease or exchange of all or substantially all of the property and assets of the Corporation, nor any consolidation or merger of the Corporation, shall be deemed to be a liquidation for the purposes of this Article.

#### Article 4. Board of Directors

(a) Number of Directors. The number of the directors constituting the entire Board will be not less than one (1) nor more than fifteen (15) as fixed from time to time

by vote of the majority of the entire Board, provided, however, that the number of directors will not be reduced so as to shorten the term of any director at the time in office.

(b) Vacancies. Any vacancies in the Board of Directors for any reason, and any directorships resulting from any increase in the number of directors, may be filled by the Board of Directors, acting by a majority of the directors then in office, although less than a quorum, and any directors so chosen will hold office during the remainder of the term of office of the resigning director.

(c) First Board of Directors. The first Board of Directors will consist of TWO (2) member(s) and their names and addresses are as follows:

Name of Director: Michael Young  
Address of Director: 102 - 925 West 10th Avenue  
Vancouver, BC, Canada, V5Z 1L9

Name of Director: Vicki White  
Address of Director: 5723 192 Street  
Surrey, BC, Canada, V3S 7M8

#### Article 5. Purpose

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under NRS 78.

#### Article 6. Acquisition of Controlling Interest

The Corporation elects not to be governed by NRS 78.378 to 78.3793, inclusive.

#### Article 7. Combinations with Interest Stockholders

The Corporation elects not to be governed by NRS 78.411 to 78.444, inclusive.

#### Article 8. Liability

To the fullest extent permitted by NRS 78, a director or officer of the Corporation will not be personally liable to the Corporation or its stockholders for damages for breach of fiduciary duty as a director or officer, provided that this article will not eliminate or limit the liability of a director or officer for:

- (a) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law; or
- (b) the payment of distributions in violation of NRS 78.300, as amended.

Any amendment or repeal of this Article 7 will not adversely affect any right or protection of a director of the Corporation existing immediately prior to such amendment or repeal.

#### Article 9. Indemnification

(a) Right to Indemnification. The Corporation will indemnify to the fullest extent permitted by law any person (the "Indemnitee") made or threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (whether or not by or in the right of the Corporation) by reason of the fact that he or she is or was a director of the Corporation or is or was serving as a director, officer, employee or agent of another entity at the request of the Corporation or any predecessor of the Corporation against judgments, fines, penalties, excise taxes, amounts paid in settlement and costs, charges and expenses (including attorneys' fees and disbursements) that he or she incurs in connection with such action or proceeding.

(b) Inurement. The right to indemnification will inure whether or not the claim asserted is based on matters that predate the adoption of this Article 8, will continue as to an Indemnitee who has ceased to hold the position by virtue of which he or she was entitled to indemnification, and will inure to the benefit of his or her heirs and personal representatives.

(c) Non-exclusivity of Rights. The right to indemnification and to the advancement of expenses conferred by this Article 9 are not exclusive of any other rights that an Indemnitee may have or acquire under any statute, bylaw, agreement, vote of stockholders or disinterested directors, this Certificate of Incorporation or otherwise.

(d) Other Sources. The Corporation's obligation, if any, to indemnify or to advance expenses to any Indemnitee who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or other entity will be reduced by any amount such Indemnitee may collect as indemnification or advancement of expenses from such other entity.

(e) Advancement of Expenses. The Corporation will, from time to time, reimburse or advance to any Indemnitee the funds necessary for payment of expenses,

including attorneys' fees and disbursements, incurred in connection with defending any proceeding for which he or she is indemnified by the Corporation, in advance of the final disposition of such proceeding; provided that the Corporation has received the undertaking of such director or officer to repay any such amount so advanced if it is ultimately determined by a final and unappealable judicial decision that the director or officer is not entitled to be indemnified for such expenses.

SIGNATURES OF INCORPORATORS

The names and address of each of the incorporator(s) signing the Articles of Incorporation:

Signature of Incorporator: /s/ Michael A. Cane  
\_\_\_\_\_

Name of Incorporator: MICHAEL A. CANE

Address of Incorporator: 2300 West Sahara Avenue, Suite 500, Box 18  
Las Vegas, NV 89102

This instrument was acknowledged before me on the 12th day of April, 2002 by MICHAEL A. CANE as incorporator of IGUANA VENTURES LTD.

Signature of Notary Public: /s/ Cynthia J. Reed  
\_\_\_\_\_

Name of Notary Public: CYNTHIA J. REED

CERTIFICATE OF ACCEPTANCE BY APPOINTMENT OF RESIDENT AGENT

Cane & Company, LLC, hereby accepts appointment as Resident Agent for the above name corporation.

Signature of Authorized Signatory for Resident Agent: /s/ Michael A. Cane  
\_\_\_\_\_

Name of Authorized Signatory: MICHAEL A. CANE  
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Date: APRIL 12, 2002  
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Notary Public State of Nevada  
County of Clark  
CYNTHIA J. REED  
My appointment expires  
April 12, 2005  
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STATE OF NEVADA

Secretary of State

I hereby certify that this is a true and complete copy of the document as filed in this office.

APR 15 2002

/s/ Dean Heller

Dean Heller

By "signed"

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Bylaws,  
As Amended  
Of  
Iguana Ventures Ltd.

(A NEVADA CORPORATION)

ARTICLE I

OFFICES

Section 1. Registered Office. The registered office of Iguana Ventures Ltd. (the "Corporation") in the State of Nevada shall be in the City of Las Vegas, State of Nevada.

Section 2. Other Offices. The Corporation shall also have and maintain an office or principal place of business at such place as may be fixed by the Board of Directors, and may also have offices at such other places, both within and without the State of Nevada as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II

CORPORATE SEAL

Section 3. Corporate Seal. The corporate seal shall consist of a die bearing the name of the Corporation and the inscription, "Corporate Seal-Nevada." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE III

STOCKHOLDERS' MEETINGS

Section 4. Place of Meetings. Meetings of the stockholders of the Corporation shall be held at such place, either within or without the State of Nevada, as may be designated from time to time by the Board of Directors, or, if not so designated, then at the office of the Corporation required to be maintained pursuant to Section 2 hereof.

Section 5. Annual Meeting.

(a) The annual meeting of the stockholders of the Corporation, for the purpose of election of directors and for such other business as may lawfully come before it, shall be

held on such date and at such time as may be designated from time to time by the Board of Directors.

(b) At an annual meeting of the stockholders, only such business shall be conducted as shall have been properly brought before the meeting. To be properly brought before an annual meeting, business must be: (A) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors, (B) otherwise properly brought before the meeting by or at the direction of the Board of Directors, or (C) otherwise properly brought before the meeting by a stockholder. For business to be properly brought before an annual meeting by a stockholder, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation. To be timely, a stockholder's notice must be delivered to or mailed and received at the principal executive offices of the Corporation not later than the close of business on the sixtieth (60th) day nor earlier than the close of business on the ninetieth (90th) day prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that no annual meeting was held in the previous year or the date of the annual meeting has been changed by more than thirty (30) days from the date contemplated at the time of the previous year's proxy statement, notice by the stockholder to be timely must be so received not earlier than the close of business on the ninetieth (90th) day prior to such annual meeting and not later than the close of business on the later of the sixtieth (60th) day prior to such annual meeting or, in the event public announcement of the date of such annual meeting is first made by the Corporation fewer than seventy (70) days prior to the date of such annual meeting, the close of business on the tenth (10th) day following the day on which public announcement of the date of such meeting is first made by the Corporation. A stockholder's notice to the Secretary shall set forth as to each matter the stockholder proposes to bring before the annual meeting: (i) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (ii) the name and address, as they appear on the Corporation's books, of the stockholder proposing such business, (iii) the class and number of shares of the Corporation which are beneficially owned by the stockholder, (iv) any material interest of the stockholder in such business and (v) any other information that is required to be provided by the stockholder pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "1934 Act"), in his capacity as a proponent to a stockholder proposal. Notwithstanding the foregoing, in order to include information with respect to a stockholder proposal in the proxy statement and form of proxy for a stockholder's meeting, stockholders must provide notice as required by the regulations promulgated under the 1934 Act. Notwithstanding anything in these Bylaws to the contrary, no business shall be conducted at any annual meeting except in accordance with the procedures set forth in this paragraph (b). The chairman of the annual meeting shall, if the facts warrant, determine and declare at the meeting that business was not properly brought before the meeting and in accordance with the provisions of this paragraph (b), and, if he should so determine, he shall so declare at the meeting that any such business not properly brought before the meeting shall not be transacted.

(c) Only persons who are confirmed in accordance with the procedures set forth in this paragraph (c) shall be eligible for election as directors. Nominations of persons for election to the Board of Directors of the Corporation may be made at a meeting of



stockholders by or at the direction of the Board of Directors or by any stockholder of the Corporation entitled to vote in the election of directors at the meeting who complies with the notice procedures set forth in this paragraph (c). Such nominations, other than those made by or at the direction of the Board of Directors, shall be made pursuant to timely notice in writing to the Secretary of the Corporation in accordance with the provisions of paragraph (b) of this Section 5. Such stockholder's notice shall set forth (i) as to each person, if any, whom the stockholder proposes to nominate for election or re-election as a director: (A) the name, age, business address and residence address of such person, (B) the principal occupation or employment of such person, (c) the class and number of shares of the Corporation which are beneficially owned by such person, (D) a description of all arrangements or understandings between the stockholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nominations are to be made by the stockholder, and (E) any other information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the 1934 Act (including without limitation such person's written consent to being named in the proxy statement, if any, as a nominee and to serving as a director if elected); and (ii) as to such stockholder giving notice, the information required to be provided pursuant to paragraph (b) of this Section 5. At the request of the Board of Directors, any person nominated by a stockholder for election as a director shall furnish to the Secretary of the Corporation that information required to be set forth in the stockholder's notice of nomination which pertains to the nominee. No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the procedures set forth in this paragraph (c). The chairman of the meeting shall, if the facts warrant, determine and declare at the meeting that a nomination was not made in accordance with the procedures prescribed by these Bylaws, and if he should so determine, he shall so declare at the meeting, and the defective nomination shall be disregarded.

(d) For purposes of this Section 5, "public announcement" shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act.

#### Section 6. Special Meetings.

(a) Special meetings of the stockholders of the Corporation may be called, for any purpose or purposes, by (i) the Chairman of the Board of Directors, (ii) the Chief Executive Officer, or (iii) the Board of Directors pursuant to a resolution adopted by a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Board of Directors for adoption), and shall be held at such place, on such date, and at such time as the Board of Directors, shall determine.

(b) If a special meeting is called by any person or persons other than the Board of Directors, the request shall be in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or

by tele-graphic or other facsimile transmission to the Chairman of the Board of Directors, the Chief Executive Officer, or the Secretary of the Corporation. No business may be transacted at such special meeting otherwise than specified in such notice. The Board of Directors shall determine the time and place of such special meeting, which shall be held not less than thirty-five (35) nor more than one hundred twenty (120) days after the date of the receipt of the request. Upon determination of the time and place of the meeting, the officer receiving the request shall cause notice to be given to the stockholders entitled to vote, in accordance with the provisions of Section 7 of these Bylaws. If the notice is not given within sixty (60) days after the receipt of the request, the person or persons requesting the meeting may set the time and place of the meeting and give the notice. Nothing contained in this paragraph (b) shall be construed as limiting, fixing, or affecting the time when a meeting of stockholders called by action of the Board of Directors may be held.

Section 7. Notice of Meetings. Except as otherwise provided by law or the Articles of Incorporation, written notice of each meeting of stockholders shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at such meeting, such notice to specify the place, date and hour and purpose or purposes of the meeting. Notice of the time, place and purpose of any meeting of stockholders may be waived in writing, signed by the person entitled to notice thereof, either before or after such meeting, and will be waived by any stockholder by his attendance thereat in person or by proxy, except when the stockholder attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Any stockholder so waiving notice of such meeting shall be bound by the proceedings of any such meeting in all respects as if due notice thereof had been given.

Section 8. Quorum. At all meetings of stockholders, except where otherwise provided by statute or by the Articles of Incorporation, or by these Bylaws, the presence, in person or by proxy duly authorized, of the holder or holders of not less than one percent (1%) of the outstanding shares of stock entitled to vote shall constitute a quorum for the transaction of business. In the absence of a quorum, any meeting of stockholders may be adjourned, from time to time, either by the chairman of the meeting or by vote of the holders of a majority of the shares represented thereat, but no other business shall be transacted at such meeting. The stockholders present at a duly called or convened meeting, at which a quorum is present, may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, all action taken by the holders of a majority of the votes cast, excluding abstentions, at any meeting at which a quorum is present shall be valid and binding upon the Corporation; provided, however, that directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. Where a separate vote by a class or classes or series is required, except where otherwise provided by the statute or by the Articles of Incorporation or these Bylaws, a majority of the outstanding shares of such class or classes or series, present in person or represented by proxy, shall constitute a quorum entitled to take action with respect to that vote on that matter and, except where otherwise

provided by the statute or by the Articles of Incorporation or these Bylaws, the affirmative vote of the majority (plurality, in the case of the election of directors) of the votes cast, including abstentions, by the holders of shares of such class or classes or series shall be the act of such class or classes or series.

Section 9. Adjournment and Notice of Adjourned Meetings. Any meeting of stockholders, whether annual or special, may be adjourned from time to time either by the chairman of the meeting or by the vote of a majority of the shares casting votes, excluding abstentions. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 10. Voting Rights. For the purpose of determining those stockholders entitled to vote at any meeting of the stockholders, except as otherwise provided by law, only persons in whose names shares stand on the stock records of the Corporation on the record date, as provided in Section 12 of these Bylaws, shall be entitled to vote at any meeting of stockholders. Every person entitled to vote shall have the right to do so either in person or by an agent or agents authorized by a proxy granted in accordance with Nevada law. An agent so appointed need not be a stockholder. No proxy shall be voted after three (3) years from its date of creation unless the proxy provides for a longer period.

Section 11. Joint Owners of Stock. If shares or other securities having voting power stand of record in the names of two (2) or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, tenants by the entirety, or otherwise, or if two (2) or more persons have the same fiduciary relationship respecting the same shares, unless the Secretary is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect: (a) if only one (1) votes, his act binds all; (b) if more than one (1) votes, the act of the majority so voting binds all; (c) if more than one (1) votes, but the vote is evenly split on any particular matter, each faction may vote the securities in question proportionally, or may apply to the Nevada Court of Chancery for relief as provided in the General Corporation Law of Nevada, Section 217(b). If the instrument filed with the Secretary shows that any such tenancy is held in unequal interests, a majority or even-split for the purpose of subsection (c) shall be a majority or even-split in interest.

Section 12. List of Stockholders. The Secretary shall prepare and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at said meeting, arranged in alphabetical order, showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held,

which place shall be specified in the notice of the meeting, or, if not specified, at the place where the meeting is to be held. The list shall be produced and kept at the time and place of meeting during the whole time thereof and may be inspected by any stockholder who is present.

Section 13. Action Without Meeting. No action shall be taken by the stockholders except at an annual or special meeting of stockholders called in accordance with these Bylaws, or by the written consent of the shareholders in accordance with Chapter 78 of the Nevada Revised Statutes.

Section 14. Organization.

(a) At every meeting of stockholders, the Chairman of the Board of Directors, or, if a Chairman has not been appointed or is absent, the President, or, if the President is absent, a chairman of the meeting chosen by a majority in interest of the stockholders entitled to vote, present in person or by proxy, shall act as chairman. The Secretary, or, in his absence, an Assistant Secretary directed to do so by the President, shall act as secretary of the meeting.

(b) The Board of Directors of the Corporation shall be entitled to make such rules or regulations for the conduct of meetings of stockholders as it shall deem necessary, appropriate or convenient. Subject to such rules and regulations of the Board of Directors, if any, the chairman of the meeting shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chairman, are necessary, appropriate or convenient for the proper conduct of the meeting, including, without limitation, establishing an agenda or order of business for the meeting, rules and procedures for maintaining order at the meeting and the safety of those present, limitations on participation in such meeting to stockholders of record of the Corporation and their duly authorized and constituted proxies and such other persons as the chairman shall permit, restrictions on entry to the meeting after the time fixed for the commencement thereof, limitations on the time allotted to questions or comments by participants and regulation of the opening and closing of the polls for balloting on matters which are to be voted on by ballot. Unless and to the extent determined by the Board of Directors or the chairman of the meeting, meetings of stockholders shall not be required to be held in accordance with rules of parliamentary procedure.

#### ARTICLE IV

##### DIRECTORS

Section 15. Number and Qualification. The authorized number of directors of the Corporation shall be not less than one (1) nor more than twelve (12) as fixed from time to time by resolution of the Board of Directors; provided that no decrease in the number of directors shall shorten the term of any incumbent directors. Directors need not be stockholders unless so required by the Articles of Incorporation. If for any cause, the directors shall not have been elected at an annual meeting, they may be elected as soon

thereafter as convenient at a special meeting of the stockholders called for that purpose in the manner provided in these Bylaws.

Section 16. Powers. The powers of the Corporation shall be exercised, its business conducted and its property controlled by the Board of Directors, except as may be otherwise provided by statute or by the Articles of Incorporation.

Section 17. Election and Term of Office of Directors. Members of the Board of Directors shall hold office for the terms specified in the Articles of Incorporation, as it may be amended from time to time, and until their successors have been elected as provided in the Articles of Incorporation.

Section 18. Vacancies. Unless otherwise provided in the Articles of Incorporation, any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other causes and any newly created directorships resulting from any increase in the number of directors, shall unless the Board of Directors determines by resolution that any such vacancies or newly created directorships shall be filled by stockholder vote, be filled only by the affirmative vote of a majority of the directors then in office, even though less than a quorum of the Board of Directors. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the director for which the vacancy was created or occurred and until such director's successor shall have been elected and qualified. A vacancy in the Board of Directors shall be deemed to exist under this Bylaw in the case of the death, removal or resignation of any director.

Section 19. Resignation. Any director may resign at any time by delivering his written resignation to the Secretary, such resignation to specify whether it will be effective at a particular time, upon receipt by the Secretary or at the pleasure of the Board of Directors. If no such specification is made, it shall be deemed effective at the pleasure of the Board of Directors. When one or more directors shall resign from the Board of Directors, effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each director so chosen shall hold office for the unexpired portion of the term of the director whose place shall be vacated and until his successor shall have been duly elected and qualified.

Section 20. Removal. Subject to the Articles of Incorporation, any director may be removed by:

(a) the affirmative vote of the holders of a majority of the outstanding shares of the Corporation then entitled to vote, with or without cause; or

(b) the affirmative and unanimous vote of a majority of the directors of the Corporation, with the exception of the vote of the directors to be removed, with or without cause.

Section 21. Meetings.

(a) Annual Meetings. The annual meeting of the Board of Directors shall be held immediately after the annual meeting of stockholders and at the place where such meeting is held. No notice of an annual meeting of the Board of Directors shall be necessary and such meeting shall be held for the purpose of electing officers and transacting such other business as may lawfully come before it.

(b) Regular Meetings. Except as hereinafter otherwise provided, regular meetings of the Board of Directors shall be held in the office of the Corporation required to be maintained pursuant to Section 2 hereof. Unless otherwise restricted by the Articles of Incorporation, regular meetings of the Board of Directors may also be held at any place within or without the state of Nevada which has been designated by resolution of the Board of Directors or the written consent of all directors.

(c) Special Meetings. Unless otherwise restricted by the Articles of Incorporation, special meetings of the Board of Directors may be held at any time and place within or without the State of Nevada whenever called by the Chairman of the Board, the President or any two of the directors.

(d) Telephone Meetings. Any member of the Board of Directors, or of any committee thereof, may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

(e) Notice of Meetings. Notice of the time and place of all special meetings of the Board of Directors shall be orally or in writing, by telephone, facsimile, telegraph or telex, during normal business hours, at least twenty-four (24) hours before the date and time of the meeting, or sent in writing to each director by first class mail, charges prepaid, at least three (3) days before the date of the meeting. Notice of any meeting may be waived in writing at any time before or after the meeting and will be waived by any director by attendance thereat, except when the director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

(f) Waiver of Notice. The transaction of all business at any meeting of the Board of Directors, or any committee thereof, however called or noticed, or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors not present shall sign a written waiver of notice. All such waivers shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 22. Quorum and Voting.

(a) Unless the Articles of Incorporation requires a greater number and except with respect to indemnification questions arising under Section 43 hereof, for which a

quorum shall be one-third of the exact number of directors fixed from time to time in accordance with the Articles of Incorporation, a quorum of the Board of Directors shall consist of a majority of the exact number of directors fixed from time to time by the Board of Directors in accordance with the Articles of Incorporation provided, however, at any meeting whether a quorum be present or otherwise, a majority of the directors present may adjourn from time to time until the time fixed for the next regular meeting of the Board of Directors, without notice other than by announcement at the meeting.

(b) At each meeting of the Board of Directors at which a quorum is present, all questions and business shall be determined by the affirmative vote of a majority of the directors present, unless a different vote be required by law, the Articles of Incorporation or these Bylaws.

Section 23. Action Without Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board of Directors or committee, as the case may be, consent thereto in writing, and such writing or writings are filed with the minutes of proceedings of the Board of Directors or committee.

Section 24. Fees and Compensation. Directors shall be entitled to such compensation for their services as may be approved by the Board of Directors, including, if so approved, by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, for attendance at each regular or special meeting of the Board of Directors and at any meeting of a committee of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity as an officer, agent, employee, or otherwise and receiving compensation therefor.

Section 25. Committees.

(a) Executive Committee. The Board of Directors may by resolution passed by a majority of the whole Board of Directors appoint an Executive Committee to consist of one (1) or more members of the Board of Directors. The Executive Committee, to the extent permitted by law and provided in the resolution of the Board of Directors shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, including without limitation the power or authority to declare a dividend, to authorize the issuance of stock and to adopt a certificate of ownership and merger, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the Articles of Incorporation (except that a committee may, to the extent authorized in the resolution or resolutions providing for the issuance of shares of stock adopted by the Board of Directors fix the designations and any of the preferences or rights of such shares relating to dividends, redemption, dissolution, any distribution of assets of the Corporation or the conversion into, or the exchange of such shares for, shares of any other class or classes or any other series of the same or any other class or classes of stock of the Corporation or fix the number of shares of any series of stock or

authorize the increase or decrease of the shares of any series), adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation or a revocation of a dissolution, or amending the bylaws of the Corporation.

(b) Other Committees. The Board of Directors may, by resolution passed by a majority of the whole Board of Directors, from time to time appoint such other committees as may be permitted by law. Such other committees appointed by the Board of Directors shall consist of one (1) or more members of the Board of Directors and shall have such powers and perform such duties as may be prescribed by the resolution or resolutions creating such committees, but in no event shall such committee have the powers denied to the Executive Committee in these Bylaws.

(c) Term. Each member of a committee of the Board of Directors shall serve a term on the committee coexistent with such member's term on the Board of Directors. The Board of Directors, subject to the provisions of subsections (a) or (b) of this Bylaw may at any time increase or decrease the number of members of a committee or terminate the existence of a committee. The membership of a committee member shall terminate on the date of his death or voluntary resignation from the committee or from the Board of Directors. The Board of Directors may at any time for any reason remove any individual committee member and the Board of Directors may fill any committee vacancy created by death, resignation, removal or increase in the number of members of the committee. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee, and, in addition, in the absence or disqualification of any member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

(d) Meetings. Unless the Board of Directors shall otherwise provide, regular meetings of the Executive Committee or any other committee appointed pursuant to this Section 25 shall be held at such times and places as are determined by the Board of Directors, or by any such committee, and when notice thereof has been given to each member of such committee, no further notice of such regular meetings need be given thereafter. Special meetings of any such committee may be held at any place which has been determined from time to time by such committee, and may be called by any director who is a member of such committee, upon written notice to the members of such committee of the time and place of such special meeting given in the manner provided for the giving of written notice to members of the Board of Directors of the time and place of special meetings of the Board of Directors. Notice of any special meeting of any committee may be waived in writing at any time before or after the meeting and will be waived by any director by attendance thereat, except when the director attends such special meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. A majority of the authorized number of members of any such committee shall constitute a



quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present shall be the act of such committee.

Section 26. Organization. At every meeting of the directors, the Chairman of the Board of Directors, or, if a Chairman has not been appointed or is absent, the President, or if the President is absent, the most senior Vice President, or, in the absence of any such officer, a chairman of the meeting chosen by a majority of the directors present, shall preside over the meeting. The Secretary, or in his absence, an Assistant Secretary directed to do so by the President, shall act as secretary of the meeting.

## ARTICLE V

### OFFICERS

Section 27. Officers Designated. The officers of the Corporation shall include, if and when designated by the Board of Directors, the Chairman of the Board of Directors, the Chief Executive Officer, the President, one or more Vice Presidents, the Secretary, the Chief Financial Officer, the Treasurer, the Controller, all of whom shall be elected at the annual organizational meeting of the Board of Directors. The Board of Directors may also appoint one or more Assistant Secretaries, Assistant Treasurers, Assistant Controllers and such other officers and agents with such powers and duties as it shall deem necessary. The Board of Directors may assign such additional titles to one or more of the officers as it shall deem appropriate. Any one person may hold any number of offices of the Corporation at any one time unless specifically prohibited therefrom by law. The salaries and other compensation of the officers of the Corporation shall be fixed by or in the manner designated by the Board of Directors.

Section 28. Tenure and Duties of Officers.

(a) General. All officers shall hold office at the pleasure of the Board of Directors and until their successors shall have been duly elected and qualified, unless sooner removed. Any officer elected or appointed by the Board of Directors may be removed at any time by the Board of Directors. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

(b) Duties of Chairman of the Board of Directors. The Chairman of the Board of Directors, when present, shall preside at all meetings of the stockholders and the Board of Directors. The Chairman of the Board of Directors shall perform other duties commonly incident to his office and shall also perform such other duties and have such other powers as the Board of Directors shall designate from time to time. If there is no President, then the Chairman of the Board of Directors shall also serve as the Chief Executive Officer of the Corporation and shall have the powers and duties prescribed in paragraph (c) of this Section 28.

(c) Duties of President. The President shall preside at all meetings of the stockholders and at all meetings of the Board of Directors, unless the Chairman of the

Board of Directors has been appointed and is present. Unless some other officer has been elected Chief Executive Officer of the Corporation, the President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the Corporation. The President shall perform other duties commonly incident to his office and shall also perform such other duties and have such other powers as the Board of Directors shall designate from time to time.

(d) Duties of Vice Presidents. The Vice Presidents may assume and perform the duties of the President in the absence or disability of the President or whenever the office of President is vacant. The Vice Presidents shall perform other duties commonly incident to their office and shall also perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time.

(e) Duties of Secretary. The Secretary shall attend all meetings of the stockholders and of the Board of Directors and shall record all acts and proceedings thereof in the minute book of the Corporation. The Secretary shall give notice in conformity with these Bylaws of all meetings of the stockholders and of all meetings of the Board of Directors and any committee thereof requiring notice. The Secretary shall perform all other duties given him in these Bylaws and other duties commonly incident to his office and shall also perform such other duties and have such other powers as the Board of Directors shall designate from time to time. The President may direct any Assistant Secretary to assume and perform the duties of the Secretary in the absence or disability of the Secretary, and each Assistant Secretary shall perform other duties commonly incident to his office and shall also perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time.

(f) Duties of Chief Financial Officer. The Chief Financial Officer shall keep or cause to be kept the books of account of the Corporation in a thorough and proper manner and shall render statements of the financial affairs of the Corporation in such form and as often as required by the Board of Directors or the President. The Chief Financial Officer, subject to the order of the Board of Directors, shall have the custody of all funds and securities of the Corporation. The Chief Financial Officer shall perform other duties commonly incident to his office and shall also perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time. The President may direct the Treasurer or any Assistant Treasurer, or the Controller or any Assistant Controller to assume and perform the duties of the Chief Financial Officer in the absence or disability of the Chief Financial Officer, and each Treasurer and Assistant Treasurer and each Controller and Assistant Controller shall perform other duties commonly incident to his office and shall also perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time.

Section 29. Delegation of Authority. The Board of Directors may from time to time delegate the powers or duties of any officer to any other officer or agent, notwithstanding any provision hereof.

Section 30. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary. Any such resignation shall be effective when received by the person or persons to whom such notice is given, unless a later time is specified therein, in which event the resignation shall become effective at such later time. Unless otherwise specified in such notice, the acceptance of any such resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract with the resigning officer.

Section 31. Removal. Any officer may be removed from office at any time, either with or without cause, by the affirmative vote of a majority of the directors in office at the time, or by the unanimous written consent of the directors in office at the time, or by any committee or superior officers upon whom such power of removal may have been conferred by the Board of Directors.

## ARTICLE VI

### EXECUTION OF CORPORATE INSTRUMENTS AND VOTING OF SECURITIES OWNED BY THE CORPORATION

Section 32. Execution of Corporate Instrument. The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute on behalf of the Corporation any corporate instrument or document, or to sign on behalf of the Corporation the corporate name without limitation, or to enter into contracts on behalf of the Corporation, except where otherwise provided by law or these Bylaws, and such execution or signature shall be binding upon the Corporation.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, promissory notes, deeds of trust, mortgages and other evidences of indebtedness of the Corporation, and other corporate instruments or documents requiring the corporate seal, and certificates of shares of stock owned by the Corporation, shall be executed, signed or endorsed by the Chairman of the Board of Directors, or the President or any Vice President, and by the Secretary or Treasurer or any Assistant Secretary or Assistant Treasurer. All other instruments and documents requiring the corporate signature, but not requiring the corporate seal, may be executed as aforesaid or in such other manner as may be directed by the Board of Directors.

All checks and drafts drawn on banks or other depositaries on funds to the credit of the Corporation or in special accounts of the Corporation shall be signed by such person or persons as the Board of Directors shall authorize so to do.

Unless authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

Section 33. Voting of Securities Owned by the Corporation. All stock and other securities of other corporations owned or held by the Corporation for itself, or for other parties in any capacity, shall be voted, and all proxies with respect thereto shall be executed, by the person authorized so to do by resolution of the Board of Directors, or, in the absence of such authorization, by the Chairman of the Board of Directors, the Chief Executive Officer, the President, or any Vice President.

#### ARTICLE VII

#### SHARES OF STOCK

Section 34. Form and Execution of Certificates. Certificates for the shares of stock of the Corporation shall be in such form as is consistent with the Articles of Incorporation and applicable law. Every holder of stock in the Corporation shall be entitled to have a certificate signed by or in the name of the Corporation by the Chairman of the Board of Directors, or the President or any Vice President and by the Treasurer or Assistant Treasurer or the Secretary or Assistant Secretary, certifying the number of shares owned by him in the Corporation. Any or all of the signatures on the certificate may be facsimiles. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued with the same effect as if he were such officer, transfer agent, or registrar at the date of issue. Each certificate shall state upon the face or back thereof, in full or in summary, all of the powers, designations, preferences, and rights, and the limitations or restrictions of the shares authorized to be issued or shall, except as otherwise required by law, set forth on the face or back a statement that the Corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative, participating, optional, or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights. Within a reasonable time after the issuance or transfer of uncertificated stock, the Corporation shall send to the registered owner thereof a written notice containing the information required to be set forth or stated on certificates pursuant to this section or otherwise required by law or with respect to this section a statement that the Corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights. Except as otherwise expressly provided by law, the rights and obligations of the holders of certificates representing stock of the same class and series shall be identical.

Section 35. Lost Certificates. A new certificate or certificates shall be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost, stolen, or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen, or destroyed. The Corporation may require, as a condition precedent to the issuance of a new certificate or certificates, the owner of such lost, stolen, or destroyed certificate or certificates, or his legal

representative, to advertise the same in such manner as it shall require or to give the Corporation a surety bond in such form and amount as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost, stolen, or destroyed.

Section 36. Transfers.

(a) Transfers of record of shares of stock of the Corporation shall be made only upon its books by the holders thereof, in person or by attorney duly authorized, and upon the surrender of a properly endorsed certificate or certificates for a like number of shares.

(b) The Corporation shall have power to enter into and perform any agreement with any number of stockholders of any one or more classes of stock of the Corporation to restrict the transfer of shares of stock of the Corporation of any one or more classes owned by such stockholders in any manner not prohibited by the General Corporation Law of Nevada.

Section 37. Fixing Record Dates.

(a) In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the Board of Directors may fix, in advance, a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting. If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

(b) In order that the Corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than sixty (60) days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

Section 38. Registered Stockholders. The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other

person whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Nevada.

## ARTICLE VIII

### OTHER SECURITIES OF THE CORPORATION

Section 39. Execution of Other Securities. All bonds, debentures and other corporate securities of the Corporation, other than stock certificates (covered in Section 34), may be signed by the Chairman of the Board of Directors, the President or any Vice President, or such other person as may be authorized by the Board of Directors, and the corporate seal impressed thereon or a facsimile of such seal imprinted thereon and attested by the signature of the Secretary or an Assistant Secretary, or the Chief Financial Officer or Treasurer or an Assistant Treasurer; provided, however, that where any such bond, debenture or other corporate security shall be authenticated by the manual signature, or where permissible facsimile signature, of a trustee under an indenture pursuant to which such bond, debenture or other corporate security shall be issued, the signatures of the persons signing and attesting the corporate seal on such bond, debenture or other corporate security may be the imprinted facsimile of the signatures of such persons. Interest coupons appertaining to any such bond, debenture or other corporate security, authenticated by a trustee as aforesaid, shall be signed by the Treasurer or an Assistant Treasurer of the Corporation or such other person as may be authorized by the Board of Directors, or bear imprinted thereon the facsimile signature of such person. In case any officer who shall have signed or attested any bond, debenture or other corporate security, or whose facsimile signature shall appear thereon or on any such interest coupon, shall have ceased to be such officer before the bond, debenture or other corporate security so signed or attested shall have been delivered, such bond, debenture or other corporate security nevertheless may be adopted by the Corporation and issued and delivered as though the person who signed the same or whose facsimile signature shall have been used thereon had not ceased to be such officer of the Corporation.

## ARTICLE IX

### DIVIDENDS

Section 40. Declaration of Dividends. Dividends upon the capital stock of the Corporation, subject to the provisions of the Articles of Incorporation, if any, may be declared by the Board of Directors pursuant to law at any regular or special meeting. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the Articles of Incorporation.

Section 41. Dividend Reserve. Before payment of any dividend, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the Board of Directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or

maintaining any property of the Corporation, or for such other purpose as the Board of Directors shall think conducive to the interests of the Corporation, and the Board of Directors may modify or abolish any such reserve in the manner in which it was created.

#### ARTICLE X

##### FISCAL YEAR

Section 42. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

#### ARTICLE XI

##### INDEMNIFICATION

Section 43. Indemnification of Directors, Executive Officers, Other Officers, Employees and Other Agents.

(a) Directors Officers. The Corporation shall indemnify its directors and officers to the fullest extent not prohibited by the Nevada General Corporation Law; provided, however, that the Corporation may modify the extent of such indemnification by individual contracts with its directors and officers; and, provided, further, that the Corporation shall not be required to indemnify any director or officer in connection with any proceeding (or part thereof) initiated by such person unless (i) such indemnification is expressly required to be made by law, (ii) the proceeding was authorized by the Board of Directors of the Corporation, (iii) such indemnification is provided by the Corporation, in its sole discretion, pursuant to the powers vested in the Corporation under the Nevada General Corporation Law or (iv) such indemnification is required to be made under subsection (d).

(b) Employees and Other Agents. The Corporation shall have power to indemnify its employees and other agents as set forth in the Nevada General Corporation Law.

(c) Expense. The Corporation shall advance to any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer, of the Corporation, or is or was serving at the request of the Corporation as a director or executive officer of another corporation, partnership, joint venture, trust or other enterprise, prior to the final disposition of the proceeding, promptly following request therefor, all expenses incurred by any director or officer in connection with such proceeding upon receipt of an undertaking by or on behalf of such person to repay said amounts if it should be determined ultimately that such person is not entitled to be indemnified under this Bylaw or otherwise.

Notwithstanding the foregoing, unless otherwise determined pursuant to paragraph (e) of this Bylaw, no advance shall be made by the Corporation to an officer of the Corporation (except by reason of the fact that such officer is or was a director of the Corporation in which event this paragraph shall not apply) in any action, suit or proceeding, whether civil, criminal, administrative or investigative, if a determination is reasonably and promptly made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the proceeding, or (ii) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, that the facts known to the decision-making party at the time such determination is made demonstrate clearly and convincingly that such person acted in bad faith or in a manner that such person did not believe to be in or not opposed to the best interests of the Corporation.

(d) Enforcement. Without the necessity of entering into an express contract, all rights to indemnification and advances to directors and officers under this Bylaw shall be deemed to be contractual rights and be effective to the same extent and as if provided for in a contract between the Corporation and the director or officer. Any right to indemnification or advances granted by this Bylaw to a director or officer shall be enforceable by or on behalf of the person holding such right in any court of competent jurisdiction if (i) the claim for indemnification or advances is denied, in whole or in part, or (ii) no disposition of such claim is made within ninety (90) days of request therefor. The claimant in such enforcement action, if successful in whole or in part, shall be entitled to be paid also the expense of prosecuting his claim. In connection with any claim for indemnification, the Corporation shall be entitled to raise as a defense to any such action that the claimant has not met the standard of conduct that make it permissible under the Nevada General Corporation Law for the Corporation to indemnify the claimant for the amount claimed. In connection with any claim by an officer of the Corporation (except in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such officer is or was a director of the Corporation) for advances, the Corporation shall be entitled to raise a defense as to any such action clear and convincing evidence that such person acted in bad faith or in a manner that such person did not believe to be in or not opposed in the best interests of the Corporation, or with respect to any criminal action or proceeding that such person acted without reasonable cause to believe that his conduct was lawful. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the Nevada General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that claimant has not met the applicable standard of conduct. In any suit brought by a director or officer to enforce a right to indemnification or to an advancement of expenses hereunder, the burden of proving that the director or officer is not entitled to be indemnified, or to such advancement of expenses, under this Article XI or otherwise shall be on the Corporation.



(e) Non-Exclusivity of Rights. The rights conferred on any person by this Bylaw shall not be exclusive of any other right which such person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding office. The Corporation is specifically authorized to enter into individual contracts with any or all of its directors, officers, employees or agents respecting indemnification and advances, to the fullest extent not prohibited by the Nevada General Corporation Law.

(f) Survival of Rights. The rights conferred on any person by this Bylaw shall continue as to a person who has ceased to be a director, officer, employee or other agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) Insurance. To the fullest extent permitted by the Nevada General Corporation Law, the Corporation, upon approval by the Board of Directors, may purchase insurance on behalf of any person required or permitted to be indemnified pursuant to this Bylaw.

(h) Amendments. Any repeal or modification of this Bylaw shall only be prospective and shall not affect the rights under this Bylaw in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any proceeding against any agent of the Corporation.

(i) Saving Clause. If this Bylaw or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each director and officer to the full extent not prohibited by any applicable portion of this Bylaw that shall not have been invalidated, or by any other applicable law.

(j) Certain Definitions. For the purposes of this Bylaw, the following definitions shall apply:

(i) The term "proceeding" shall be broadly construed and shall include, without limitation, the investigation, preparation, prosecution, defense, settlement, arbitration and appeal of, and the giving of testimony in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative.

(ii) The term "expenses" shall be broadly construed and shall include, without limitation, court costs, attorneys' fees, witness fees, fines, amounts paid in settlement or judgment and any other costs and expenses of any nature or kind incurred in connection with any proceeding.

(iii) The term the "Corporation" shall include, in addition to the resulting Corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the

request of such constituent corporation as a director, officer, employee or agent or another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Bylaw with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

(iv) References to a "director," "executive officer," "officer," "employee," or "agent" of the Corporation shall include, without limitation, situations where such person is serving at the request of the Corporation as, respectively, a director, executive officer, officer, employee, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(v) References to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Bylaw.

## ARTICLE XII

### NOTICES

#### Section 44. Notices.

(a) Notice to Stockholders. Whenever, under any provisions of these Bylaws, notice is required to be given to any stockholder, it shall be given in writing, timely and duly deposited in the United States mail, postage prepaid, and addressed to his last known post office address as shown by the stock record of the Corporation or its transfer agent.

(b) Notice to directors. Any notice required to be given to any director may be given by the method stated in subsection (a), or by facsimile, telex or telegram, except that such notice other than one which is delivered personally shall be sent to such address as such director shall have filed in writing with the Secretary, or, in the absence of such filing, to the last known post office address of such director.

(c) Affidavit of Mailing. An affidavit of mailing, executed by a duly authorized and competent employee of the Corporation or its transfer agent appointed with respect to the class of stock affected, specifying the name and address or the names and addresses of the stockholder or stockholders, or director or directors, to whom any such notice or notices was or were given, and the time and method of giving the same, shall in the absence of fraud, be prima facie evidence of the facts therein contained.

(d) Time Notices Deemed Given. All notices given by mail, as above provided, shall be deemed to have been given as at the time of mailing, and all notices given by facsimile, telex or telegram shall be deemed to have been given as of the sending time recorded at time of transmission.

(e) Methods of Notice. It shall not be necessary that the same method of giving notice be employed in respect of all directors, but one permissible method may be employed in respect of any one or more, and any other permissible method or methods may be employed in respect of any other or others.

(f) Failure to Receive Notice. The period or limitation of time within which any stockholder may exercise any option or right, or enjoy any privilege or benefit, or be required to act, or within which any director may exercise any power or right, or enjoy any privilege, pursuant to any notice sent him in the manner above provided, shall not be affected or extended in any manner by the failure of such stockholder or such director to receive such notice.

(g) Notice to Person with Whom Communication Is Unlawful. Whenever notice is required to be given, under any provision of law or of the Articles of Incorporation or Bylaws of the Corporation, to any person with whom communication is unlawful, the giving of such notice to such person shall not be required and there shall be no duty to apply to any governmental authority or agency for a license or permit to give such notice to such person. Any action or meeting which shall be taken or held without notice to any such person with whom communication is unlawful shall have the same force and effect as if such notice had been duly given. In the event that the action taken by the Corporation is such as to require the filing of a certificate under any provision of the Nevada General Corporation Law, the certificate shall state, if such is the fact and if notice is required, that notice was given to all persons entitled to receive notice except such persons with whom communication is unlawful.

(h) Notice to Person with Undeliverable Address. Whenever notice is required to be given, under any provision of law or the Articles of Incorporation or Bylaws of the Corporation, to any stockholder to whom (i) notice of two consecutive annual meetings, and all notices of meetings or of the taking of action by written consent without a meeting to such person during the period between such two consecutive annual meetings, or (ii) all, and at least two, payments (if sent by first class mail) of dividends or interest on securities during a twelve-month period, have been mailed addressed to such person at his address as shown on the records of the Corporation and have been returned undeliverable, the giving of such notice to such person shall not be required. Any action or meeting which shall be taken or held without notice to such person shall have the same force and effect as if such notice had been duly given. If any such person shall deliver to the Corporation a written notice setting forth his then current address, the requirement that notice be given to such person shall be reinstated. In the event that the action taken by the Corporation is such as to require the filing of a certificate under any provision of the Nevada General Corporation Law, the certificate need not state that notice was not given to persons to whom notice was not required to be given pursuant to this paragraph.

ARTICLE XIII

AMENDMENTS

Section 45. Amendments.

The Board of Directors shall have the power to adopt, amend, or repeal Bylaws as set forth in the Articles of Incorporation.

ARTICLE XIV

LOANS TO OFFICERS

Section 46. Loans to Officers. The Corporation may lend money to, or guarantee any obligation of, or otherwise assist any officer or other employee of the Corporation or of its subsidiaries, including any officer or employee who is a Director of the Corporation or its subsidiaries, whenever, in the judgment of the Board of Directors, such loan, guarantee or assistance may reasonably be expected to benefit the Corporation. The loan, guarantee or other assistance may be with or without interest and may be unsecured, or secured in such manner as the Board of Directors shall approve, including, without limitation, a pledge of shares of stock of the Corporation. Nothing in these Bylaws shall be deemed to deny, limit or restrict the powers of guaranty or warranty of the Corporation at common law or under any statute.

Declared as the By-Laws, as amended, of Iguana Ventures Ltd. as of the 12th day of July, 2002.

Signature of Officer: /s/ M. YOUNG

\_\_\_\_\_

Name of Officer: MICHAEL L. YOUNG

Position of Officer: PRESIDENT

BRITISH  
COLUMBIA

Ministry of Employment and Investment  
Energy & Mines Division  
Mineral Titles Branch

Mineral Tenures Act  
SECTION 57 & 58

BILL OF SALE ABSOLUTE

INDICATE TYPE OF TITLE:         Mineral         Placer

MINING DIVISION:        Vancouver  
-----

SELLER:  
  
I,    Larry R.W. Sostad  
-----  
      (Full Name)

818 - 470 Granville Street  
-----  
(Mailing Address)

Vancouver, BC  
-----  
(City)                    (Province)

V6C 1V5                    604-990-5327  
-----  
(Postal Code)        (Telephone)

Client Number:        125300  
-----

PURCHASER:  
  
Iguana Explorations Inc.  
-----  
(Full Name)

1400 - 1500 West Georgia Street  
-----  
(Mailing Address)

Vancouver, BC  
-----  
(City)                    (Province)

V6G 2Z6                    604-681-3533  
-----  
(Postal Code)                    (Telephone)

Client Number:        144539  
-----

For and in consideration of the sum of - Five Thousand - dollars \$5,000.00 CDN.  
-----  
paid to me, do hereby sell the interest as specified below in the following  
mineral titles:

| CLAIM NAME OR LEASE TYPE | TENURE NUMBER | PERCENTAGE OF<br>TITLE BEING SOLD |
|--------------------------|---------------|-----------------------------------|
| -----                    | -----         | -----                             |
| Saucy #1                 | 393633        | 100%                              |
| Saucy #2                 | 393634        | 100%                              |
| Saucy #3                 | 393635        | 100%                              |
| Saucy #4                 | 393636        | 100%                              |

July 15, 2002  
-----  
(Date)

/s/ A TUBBS  
-----  
(Signatures of Witness)

I declare that I have good title to these  
tenures and every right to sell the same, in  
witness whereof I have today signed my legal  
name

/s/ Larry R.W. Sostad  
-----  
(Signature of Seller)\*

\* If a corporation, either the corporate seal  
or signature of a signing officer with  
position in corporation stated.

Cane O'Neill Taylor, LLC

Michael A. Cane\*                      Stephen F.X. O'Neill\*\*                      Gary R. Henrie+  
Michael H. Taylor\*\*\*                  Christine S. Beaman+++

Telephone: (702) 312-6255  
Facsimile: (702) 944-7100  
E-mail: telelaw@msn.com

2300 West Sahara Avenue  
Suite 500 - Box 18  
Las Vegas, NV 89102

November 27, 2002

Iguana Ventures Limited  
925 West 10th Avenue, Suite 102  
Vancouver, B.C. Canada                  V5Z 1L9

Re: Iguana Ventures Limited, Registration Statement on Form SB-2

Ladies and Gentlemen:

We have acted as counsel for Iguana Ventures Limited, a Nevada corporation (the "Company"), in connection with the preparation of the registration statement on Form SB-2 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Act"), relating to the offering of 4,554,000 shares of the Company's common stock.

In rendering the opinion set forth below, we have reviewed: (a) the Registration Statement and the exhibits attached thereto dated November 27, 2002; (b) the Company's Articles of Incorporation; (c) the Company's Bylaws; (d) certain records of the Company's corporate proceedings as reflected in its minute books; and (e) such statutes, records and other documents as we have deemed relevant. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and conformity with the originals of all documents submitted to us as copies thereof. In addition, we have made such other examinations of law and fact, as we have deemed relevant in order to form a basis for the opinion hereinafter expressed.

Based upon the foregoing, we are of the opinion that the common stock to be sold by the selling shareholders is validly issued, fully paid and non-assessable. This opinion is based on Nevada general corporate law.

Very truly yours,

CANE O'NEILL TAYLOR, LLC

/s/ Michael A. Cane

Michael A. Cane, attorney and  
Managing Member

\*Licensed Nevada, California, Washington and Hawaii State Bars; \*\* Washington and British Columbia Bars only;  
\*\*\*Nevada and British Columbia Bars; +Utah Bar only; +++Nevada Bar and North Carolina Bar

We hereby consent to the use of this opinion as an Exhibit to the Registration Statement and to all references to this Firm under the caption "Interests of Named Experts and Counsel" in the Registration Statement.

Very truly yours,

CANE O'NEILL TAYLOR, LLC

/s/ Michael A. Cane

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Michael A. Cane, attorney and  
Managing Member

MORGAN  
& COMPANY  
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITORS' CONSENT

We consent to the use in the Registration Statement of Iguana Ventures Ltd. on Form SB-2 of our Auditors' Report, dated September 19, 2002, on the balance sheet of Iguana Ventures Ltd. as at August 31, 2002 and the related statements of loss and deficit, cash flows, and stockholders' equity for the period from inception on April 12, 2002 to August 31, 2002.

In addition, we consent to the reference to us under the heading "Interests Of Named Experts And Counsel" in the Registration Statement.

Vancouver, Canada  
November 27, 2002

/s/ Morgan & Company  
Chartered Accountants

Tel: (604) 687-5841  
Fax: (604) 687-0075  
www.morgan-cas.com

MEMBER OF  
ACPA  
INTERNATIONAL

P.O. Box 10007 Pacific Centre  
Suite 1488 - 700 West Georgia Street  
Vancouver, B.C. V7Y 1A1



WGT CONSULTANTS LTD.  
Suite 410, 455 Granville Street  
Vancouver, BC V6C 1T1

CONSENT OF GEOLOGICAL CONSULTANT  
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I hereby consent to the inclusion and reference of my report dated September 6, 2002, entitled "Report on the Saucy Mineral Claims", and my recommendations provided in my September 26, 2002 letter based on the Phase I Exploration Program completed on September 18, 2002, in the Form SB-2 Registration Statement to be filed by Iguana Ventures, Inc. with the United States Securities and Exchange Commission.

Dated the 27th day of November, 2002

/s/ W.G. Timmins

W.G. Timmins, P.Eng.  
Consulting Geologist