

ALBERTA SECURITIES COMMISSION

IN THE MATTER OF The Securities Act
S.A. 1981, c. S-6.1, as amended (the "Act")

- and -

IN THE MATTER OF Larry D. Revitt, James R. Brown
(collectively, the "Respondents")
and Golden Hill Mining Corp.

SETTLEMENT AGREEMENT AND UNDERTAKING

1. INTRODUCTION

1.1 The Staff of the Alberta Securities Commission (the "Commission") conducted an investigation into allegations that the Respondents, as directors of Golden Hill Mining Corp. (the "Corporation"), and the Corporation breached the requirements of the Act or rules pursuant to the Act (the "Rules"); and

1.2 The Executive Director of the Commission, the Respondents and the Corporation have agreed to resolve the allegations against the Respondents and the Corporation in this matter based on the terms and conditions set out herein.

2. AGREED STATEMENT OF FACTS

2.1 The Corporation was incorporated as a private company pursuant to the Ontario *Business Corporations Act* on May 26, 1964 under the name Dorlove Investments Ltd.;

- 2.2 subsequently, the Corporation was acquired by Northumbria Financial Corporation and changed its name to Genus Equity Corporation by filing Articles of Amendment dated October 28, 1986;
- 2.3 by way of further Articles of Amendment dated August 28, 1995, the Corporation again changed its name to Golden Hill Mining Corp.;
- 2.4 on October 29, 1986 the Corporation became a reporting issuer in the Provinces of Ontario and Alberta by virtue of filing a take-over bid circular relating to an offer to acquire all of the issued and outstanding common shares of Standard-Modern Technologies Corporation;
- 2.5 in October and December 1986 respectively the Corporation received conditional and then final listing approval from the Toronto Stock Exchange ("TSE");
- 2.6 in January 1990 the Ontario Securities Commission ("OSC") issued a Cease Trade Order against the Corporation (the "Ontario CTO") for failure to file financial statements, auditor's reports thereon or interim financial statements;
- 2.7 on February 1, 1990, the Alberta Securities Commission ("Commission") issued a Cease Trade Order against the Corporation ("the Alberta CTO") for failure to file unaudited financial statements for the period ended September 30, 1989 and failure to send such statements to each holder of the Corporation's securities;
- 2.8 on January 10, 1991 the TSE de-listed the common shares of the Corporation for contravention of certain provisions of the Ontario *Securities Act*;
- 2.9 on August 22, 1995, the OSC issued an order revoking the Ontario CTO;
- 2.10 since of May 1995, the Respondent Brown has been a director of the Corporation;
- 2.11 since June 1, 1996, the Respondent Revitt has been a director of the Corporation;
- 2.12 between August 22, 1995, the date of the revocation of the Ontario CTO, and January 30, 1997, the Respondent Brown, as a director of the Corporation, caused the Corporation to conduct various trades, including the issuance of shares for cash and debt, common shares and warrants and options;

- 2.13 between June 1, 1996, when he became a director of the Corporation and January 30, 1997, the Respondent Revitt, as a director of the Corporation, caused the Corporation to conduct various trades, including the issuance of shares for cash and debt, common shares and warrants and options;
- 2.14 the trades referred to in paragraphs 2.12 and 2.13 above were conducted during the currency of, and therefore, in violation of, the Alberta CTO;
- 2.15 as a result of the foregoing the Respondents and the Corporation acted in a manner contrary to the Act, the Rules and the public interest.

3. SETTLEMENT TERMS

- 3.1 The Respondents hereby undertake to the Executive Director that they will make themselves aware of the requirements of the Act and that they will comply with the Act and the Rules in the future;
- 3.2 the Respondents, as directors of the Corporation, hereby undertakes to the Executive Director that they will cause the Corporation to cancel the options issued to Larry D. Revitt on June 4, 1996 and September 17, 1997 and to James R. Brown and Janice Burns on August 22, 1995;

3.3 the Corporation agrees to pay to the Commission at the time of execution of this Settlement Agreement and Undertaking costs in the sum of \$3500.00.

Dated at CALGARY, ALBERTA	)	ALBERTA SECURITIES COMMISSION
)	
this <u>28th</u> day of January, 1998.	)	<u>"Original Signed By"</u>
	)	H.C. Blakey
	)	Director, Market Standards
)	
)	
Signed by <u>"Original Signed By"</u> at	)	per: <u>"Original Signed By"</u>
Calgary, Alberta this <u>16</u>	)	GOLDEN HILL MINING CORP.
day of January, 1998, in the)	
presence of:)	
)	
)	
<u>"Original Signed By"</u>)	
WITNESS)	
)	
Signed by Larry D. Revitt at)	
Calgary, Alberta this <u>16th</u>	)	<u>"Original Signed By"</u>
day of January, 1998, in the	)	Larry D. Revitt
presence of:)	
)	
)	
<u>"Original Signed By"</u>)	
WITNESS)	
)	
Signed by James R. Brown)	
Calgary, Alberta this <u>19th</u>	)	<u>"Original Signed By"</u>
day of January, 1998, in the	)	James R. Brown
presence of:)	
)	
)	
<u>"Original Signed By"</u>)	
WITNESS)	