

**VECTOR**

Corporate Finance Lawyers

1040-999 W. Hastings Street  
Vancouver, BC, Canada V6C 2W2  
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COPY

E-mail: lsalt@vectorlaw.com  
File No. 1036  
May 22, 2002

VIA SEDAR

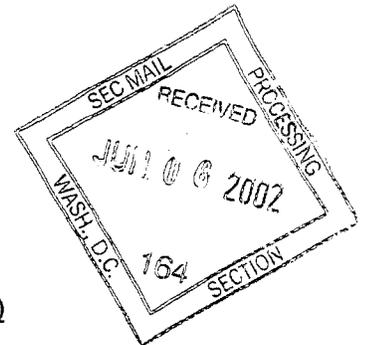
Attention: Statutory Filings

British Columbia S  
P.O. Box 10142, Pa  
9th Floor, 701 West  
Vancouver, B.C. V7



02034678

SUPPL



Dear Sirs:

re: Goldcliff Resource Corporation (the "Company")  
Continuous Disclosure - BC Form 53-901F (formerly Form 27)

In accordance with Section 85(1) of the Securities Act (British Columbia), on behalf of the Company, we enclose BC Form 53-901F (formerly Form 27), entitled "Material Change Report under Section 85 of the Act", dated May 22, 2002, which has been executed by Leonard W. Saleken, the President and a director of the Company.

We trust you will find the same in order.

Yours very truly,

PROCESSED

JUN 13 2002

THOMSON  
FINANCIAL

VECTOR Corporate Finance Lawyers

Per:

Lindsay Salt  
Legal Assistant

ls  
Encl.

cc: TSX Venture Exchange (Attn: Records, w/encls.)  
Alberta Securities Commission (Attn: Continuous Disclosure, w/encls.)  
Securities & Exchange Commission, Division of Corporate Finance - Exemption No. 82-2748, w/encls.  
Standard & Poor's Corporation (Attn: Library, Corporate Files Manager, w/encls.)  
Goldcliff Resource Corporation (Attn: Leonard W. Saleken, w/o encl.)

This is the form of a material change report required under section 85(1) of the *Securities Act* and section 151 of the *Securities Rules*

**BC FORM 53-901(F) (Previously Form 27)**  
**SECURITIES ACT**

**MATERIAL CHANGE REPORT**

NOTE: This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this form are complied with.

NOTE: If this report is filed on a confidential basis, put at the beginning of the report in block capitals "CONFIDENTIAL - SECTION 85", and file in an envelope marked "Confidential - Attention: Supervisor, Financial Reporting:."

1. Reporting Issuer

The full name and address of the principal office in Canada of the reporting issuer is:

Goldcliff Resource Corporation  
920-470 Granville Street  
Vancouver, B.C. V6C 1V5

2. Date of Material Change

The date of the material change is May 22, 2002.

3. Press Release:

The date and place of issuance of the press release(s) issued under section 85(1) of the Act is/are as follows:

Date of Issuance: May 22, 2002  
Place of Issuance: Vancouver, British Columbia

4. Summary of Material Change

Len W. Saleken has given notice that he intends to distribute 1,500,000 common shares of the Company through the facilities of the TSX Venture Exchange and/or privately.

5. Full Description of Material Change

On May 22, 2002, Len W. Saleken gave notice to the applicable securities commissions and the TSX Venture Exchange (the "Exchange") that commencing May 29, 2002, he intends to distribute 1,500,000 common shares of the Company through the facilities of

the Exchange and/or privately. As of the date hereof, Mr. Saleken holds, directly and indirectly, 4,684,577 common shares of the Company, representing 45.66% of the presently issued and outstanding share capital (10,257,740 shares). In the event that Mr. Saleken distributes all of the 1,500,000 common shares, he will hold, directly and indirectly, 3,184,577 common shares of the Company, representing 31.05% of the issued and outstanding share capital (10,257,740 shares).

6. Reliance on Section 85(2) of the Act

Not applicable.

7. Omitted Information

No significant facts remain confidential and no information has been omitted in this report.

8. Senior Officers

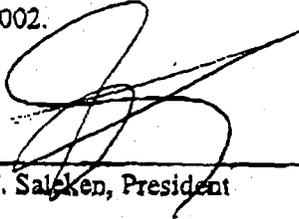
The name and business telephone number of a senior officer of the Company who is knowledgeable about the material change and the report or an officer through whom the Commission may contact that senior officer is as follows:

Name: Leonard W. Saleken, President  
Bus. Tel: (604) 685-5685

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, British Columbia, this 22nd day of May, 2002.

  
\_\_\_\_\_  
Leonard W. Saleken, President

# VECTOR

Corporate Finance Lawyers

82-2748  
1040-999 W. Hastings Street  
Vancouver, BC, Canada V6C 2W2  
Tel: 604.683.1102  
Fax: 604.683.2643

E-mail: [lsalt@vectorlaw.com](mailto:lsalt@vectorlaw.com)  
File No. 1036

May 22, 2002

VIA COURIER

Attention: Statutory Filings

British Columbia Securities Commission  
P.O. Box 10142, Pacific Centre  
9th Floor, 701 West Georgia Street  
Vancouver, B.C. V7Y 1L2

COPY



Dear Sirs:

re: Goldcliff Resource Corporation (the "Company")  
Form 45-102F3 (formerly Form 23) Filing

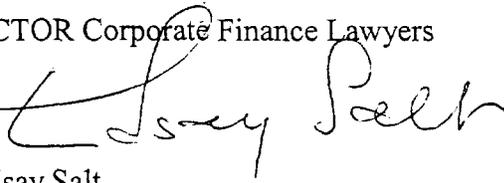
On behalf of Leonard W. Saleken, we advise that Leonard W. Saleken intends to distribute up to 1,500,000 common shares of the Company from his control base. In this regard, we enclose a Form 45-102F3, Notice of Intention to Distribute Securities and Accompanying Declaration under Section 2.8 of Multilateral Instrument 45-102, Resale of Securities, dated May 22, 2002, which has been originally executed by Leonard W. Saleken.

We trust you will find the same in order.

Yours very truly,

VECTOR Corporate Finance Lawyers

Per:

  
Lindsay Salt  
Legal Assistant

ls  
Encl.

cc: TSX Venture Exchange (Attn: Index Analyst, Listings Department, w/encl.)  
Goldcliff Resource Corporation (Attn: Leonard W. Saleken)  
Alberta Securities Commission (Attn: Continuous Disclosure)  
Securities & Exchange Commission, Division of Corporate Finance - Exemption No. 82-2748, w/encl.  
Standard & Poor's Corporation (Attn: Library, Corporate Files Manager, w/encls.)

FORM 45-102F3

**NOTICE OF INTENTION TO DISTRIBUTE SECURITIES AND ACCOMPANYING  
DECLARATION UNDER SECTION 2.8 OF MULTILATERAL INSTRUMENT 45-102,  
RESALE OF SECURITIES**

**1. Name and address of reporting issuer:**

Goldcliff Resource Corporation

Name of Issuer

920-470 Granville Street, Vancouver, B.C. V6C 1V5

Address

**2. Date and jurisdictions where issuer became a reporting issuer:**

Date	Jurisdictions
May 1989	British Columbia
November 1999	Alberta

**3. Name and address of selling security holder**

Leonard W. Saleken

Name of Selling Security Holder

6976 Laburnum Street, Vancouver, B.C. V6P 5M9

Address

**4. State whether the selling security holder is an insider or officer of the issuer (if an officer, state title)**

President, Chief Executive Officer and director

**5. Amount or number and designation of securities of the issuer beneficially owned, directly or indirectly, by the selling security holder**

Designation of Security	Number of Securities Owned
Common Shares	4,684,577

6. Amount or number and designation of securities of the issuer proposed to be sold by the selling security holder

Type of Security	Number of Securities to be Sold
Common Shares	1,500,000

7. State, to the extent known to the selling security holder, the following particulars about the control position of the issuer: name(s), securities of the issuer held, offices, positions with the selling security holder and any other material particular regarding such control position.

See items 5 and 6 hereof

8. State whether the securities will be distributed privately or on an exchange or a market (state name of exchange or market).

The securities will be distributed on the TSX Venture Exchange and/or privately

9. Proposed date of sale or date of commencement of sale.

May 29, 2002

10. If the selling security holder is a lender, pledgee, mortgagee or other encumbrancer selling securities distributed under an exemption in securities legislation from the prospectus requirement for a trade to a lender, pledgee, mortgagee or other encumbrancer from the holdings of a control person for the purpose of giving collateral for a debt made in good faith, state the date and amount of the loan, pledge, mortgage or other encumbrance, reasons for liquidating the debt and the circumstances of default.

n/a

11. State the date that the selling security holder or lender, pledgee, mortgagee or other encumbrancer acquired the securities.

April 1, 2000

12. If this Form not an initial filing, provide the following information:

- (a) date of filing of initial Form 45-102F3 n/a
- (b) date of most recently filed renewal Form 45-102F3 n/a

- |     |  |     |
|-----|--|-----|
| (c) | number of securities proposed to be sold as stated in the initial Form 45-102F3                                | n/a |
| (d) | number of securities sold from the date of the initial Form 45-102F3 to the date of this renewal Form 45-102F3 | n/a |
| (e) | number of securities proposed to be sold, as stated in the initial Form 45-102F3, that are no longer for sale  | n/a |
| (f) | number of securities remaining for sale  | n/a |

### **DECLARATION, CERTIFICATE AND UNDERTAKING**

The selling security holder for whose account the securities are to be sold, and to which this certificate relates, hereby:

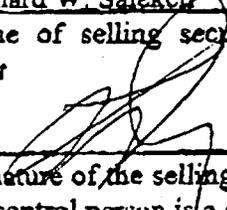
1. declares that the selling security holder has no knowledge of a material fact or material change with respect to the issuer of the securities that has not been generally disclosed;
2. declares that to the best of the selling security holder's information and belief:
  - (a) no unusual effort has been made to prepare the market or to create a demand for the securities to be sold and no extraordinary commission or other consideration has been paid in respect of such trade;
  - (b) the transaction to which this notice of intention and declaration relate is an arm's length transaction made in good faith; and
  - (c) the securities have been held for a period of time required under section 2.8 of Multilateral Instrument 45-102, Resale of Securities, and other conditions of the applicable subsection of that section have been met;
3. undertakes that no unusual effort will be made to prepare the market or to create a demand for the securities to be sold and no extraordinary commission or other consideration will be paid in respect of such trade;
4. undertakes that this Form will be renewed and filed on the 60th day after the date of filing of this Form and thereafter at the end of each 28-day period; and



5. certifies that the information given in the answers to the questions in this Form are true.

DATED at Vancouver, B.C., this 22 day of MAY, 2002

Leonard W. Saleken  
Name of selling security holder - please print

  
Signature of the selling security holder, or if the control person is a company, signature of authorized signatory

n/a  
Name and office of authorized signatory - please print

**INSTRUCTION:**

File this Form with the securities regulatory authority in each jurisdiction in which the securities are being distributed and with the exchange in Canada on which the securities that are the subject of the distribution are listed.

**Notice - Collection and Use of Personal Information**

The personal information required under this form is collected on behalf of and used by the securities regulatory authorities set out below for the purposes of the administration and enforcement of the securities legislation in Alberta, British Columbia, Newfoundland, Northwest Territories, Nova Scotia, Nunavut, Ontario and Saskatchewan. All of the information required under this form is made available to the public pursuant to Multilateral Instrument 45-102 and the securities legislation in each of the jurisdictions indicated above. If you have any questions about the collection and use of this information, contact the securities regulatory authorities in the jurisdiction(s) in which the form is filed, at the address(es) set out below:

**Alberta Securities Commission**  
Suite 400, 300-5th Avenue S.W.  
Calgary, Alberta T2P 3C4  
Attention: Information Officer  
Telephone: (403) 297-6454  
Facsimile: (403) 297-6156

**British Columbia Securities Commission**

P.O. Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, B.C. V7Y 1L2  
Attention: Manager, Financial and Insider Reporting  
Telephone: (604) 899-6730 or (800) 373-6393 (in B.C.)  
Facsimile: (604) 899-6506

**Securities Commission of Newfoundland**

P.O. Box 8700, 2nd Floor, West Block  
Confederation Building, 75 O'Leary Avenue  
St. John's, Newfoundland A1B 4J6  
Attention: Director of Securities  
Telephone: (709) 729-4189  
Facsimile: (709) 729-6187

**Department of Justice, Northwest Territories Legal Registries**

P.O. Box 1320, 1st Floor, 5009-49th Street  
Yellowknife, Northwest Territories X1A 2L9  
Attention: Director, Legal Registries  
Telephone: (867) 873-7490  
Facsimile: (867) 873-0243

**Nova Scotia Securities Commission**

2nd Floor, Joseph Howe Building  
2nd Floor, 1690 Hollis Street  
Halifax, Nova Scotia B3J 3J9  
Attention: Corporate Finance  
Telephone: (902) 424-7768  
Facsimile: (902) 424-4625

**Department of Justice, Nunavut Legal Registries Division**

P.O. Box 1000, Station 570, 1st Floor, Brown Building  
Iqaluit, Nunavut X0A 0H0  
Attention: Director, Legal Registries Division  
Telephone: (867) 975-6190  
Facsimile: (867) 975-6194

**Ontario Securities Commission**

Box 55, 1903-20 Queen Street West  
Toronto, Ontario M5H 3S8  
Attention: Administration Assistant to the Director of Corporate Finance  
Telephone: (416) 593-8200  
Facsimile: (416) 593-8177

**Saskatchewan Securities Commission**

800-1920 Broad Street

Regina, Saskatchewan S4P 3V7

Attention: Deputy Director, Legal

Telephone: (306) 787-5879

Facsimile: (306) 787-5899