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MICROFICHE CONTROL LABEL



REGISTRANT'S NAME

Expo Resources Inc.

*CURRENT ADDRESS

1239 Sir David Drive
Oakville, Ontario L6J 6Y9
Canada

**FORMER NAME

**NEW ADDRESS

PROCESSED

JUN 24 2003

THOMSON
FINANCIAL

FILE NO. 82-

34730

FISCAL YEAR

• Complete for initial submissions only •• Please note name and address changes

INDICATE FORM TYPE TO BE USED FOR WORKLOAD ENTRY:

12G3-2B (INITIAL FILING)

AR/S (ANNUAL REPORT)

12G32BR (REINSTATEMENT)

SUPPL (OTHER)

DEF 14A (PROXY)

OICF/BY: NM

DATE : 6/16/03

5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise:

Limites, s'il y a lieu imposées aux activités commerciales ou aux pouvoirs de la société: 2

NONE

6. The classes and any maximum number of shares that the corporation is authorized to issue:

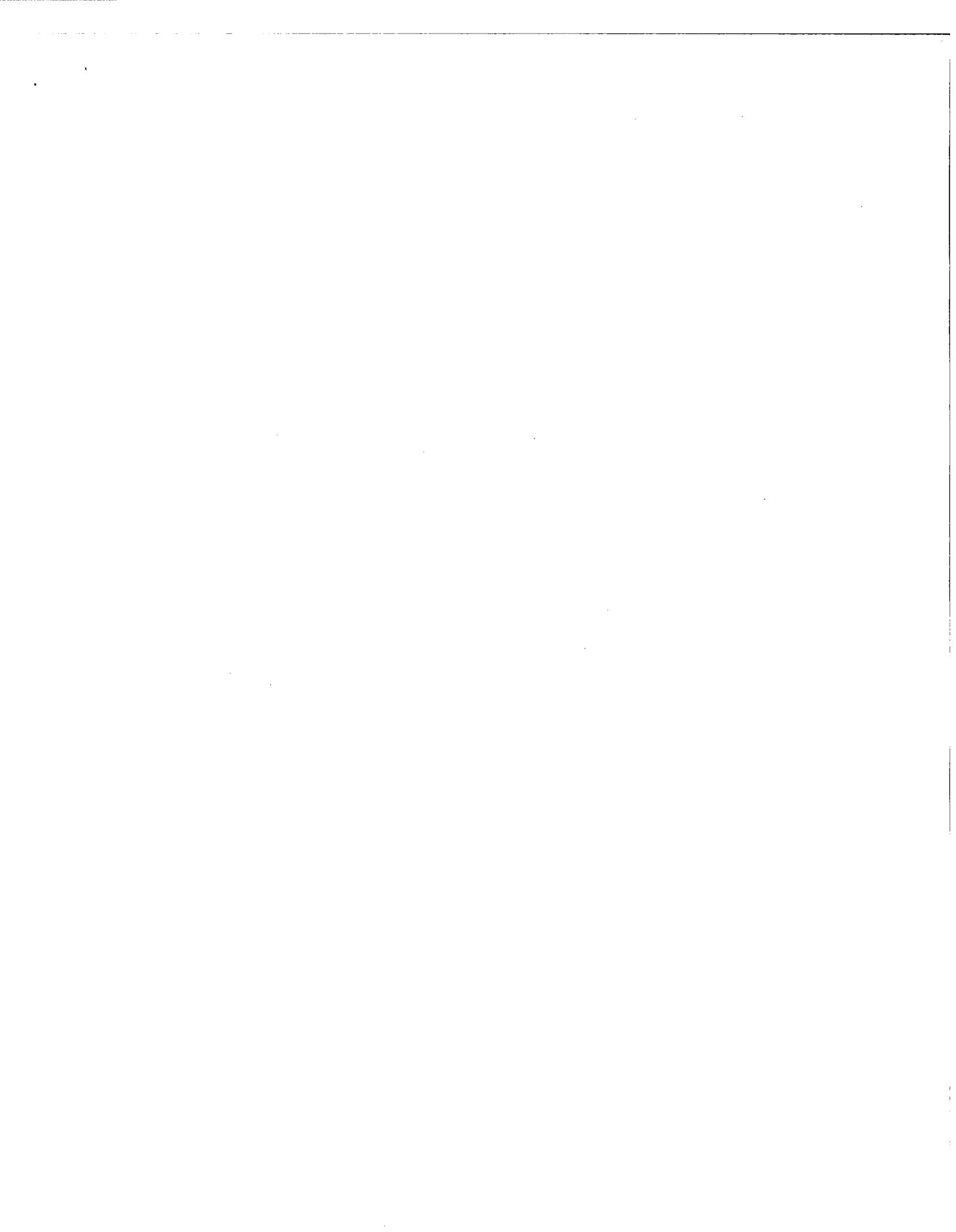
Categories et nombre maximal, s'il y a lieu d'actions que la société est autorisée à émettre:

The Corporation is authorized to issue an unlimited number of shares in any class.

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série: 3

Not applicable.



8. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:

L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes: 4

There are no restrictions.

9. Other provisions, if any, are:

Autres dispositions, s'il y a lieu:

5

Not applicable.

10. The name and addresses of the incorporators are:

Nom et adresse des fondateurs:

6

First name, initials and surname or corporate name

Prénom, initiale et nom de famille ou dénomination sociale

Full residence address or address of registered office or of principal place of business giving street & No. or R.R. No., municipality and postal code

Adresse personnelle au complet, adresse du siège social ou adresse de l'établissement principal, y compris la rue et le numéro de la R.R., le nom de la municipalité et le code postal

Steve Baran

1239 Sir David Drive
Oakville, Ontario
L6J 6Y9

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

Signatures of Incorporators
(Signatures des fondateurs)



Steve Baran



Ministry of
Consumer and
Commercial Relations

Ministère de
la Consommation
et du Commerce

Companies Branch
393 University Ave Suite 200
Toronto ON M5G 2M2

Direction des compagnies
393 ave University Bureau 200
Toronto ON M5G 2M2

For Ministry Use Only
À l'usage du ministère seulement
Page/Page 1 of/de _____

**Form 1 - Ontario Corporation/
Formule 1 - Personnes morales en Ontario**

**Initial Return/Notice of Change/
Rapport Initial/Avis de modification
Corporations Information Act/Loi sur les
renseignements exigés des personnes morales**

	Notice of Change	
	Initial Return	Avis de
	Rapport Initial	modification
1.	Business Corporations/ Sociétés par actions	<input type="checkbox"/> <input type="checkbox"/>
	Not-For-Profit Corporation/ Personne morale sans but lucratif	<input type="checkbox"/> <input type="checkbox"/>

Please type or print all information in block capital letters using black ink.
Prêt de dactylographier les renseignements ou de les écrire en caractères d'imprimerie à l'encre noire.

For Ministry Use Only À l'usage du ministère seulement	2. Ontario Corporation Number Numéro matricule de la personne morale en Ontario	3. Date of Incorporation or Amalgamation/ Date de constitution ou fusion Year/Année Month/Mois Day/Jour	For Ministry Use Only À l'usage du ministère seulement
<input type="checkbox"/>	1214483	1996 12 18	
4. Corporation Name including Punctuation/Raison sociale de la personne morale, y compris la ponctuation			
EXPO REOURCES INC.			

5. Address of Registered or Head Office/Adresse du siège social	For Ministry Use Only À l'usage du ministère seulement
c/o / a/s Steve Baran	
Street Number/Numéro civique 1239	Street Name/Nom de la rue Sir David Drive
Street Name (cont'd)/Nom de la rue (suite)	Suite/Bureau
City/Town/Ville Oakville	ONTARIO, CANADA
Postal Code/Code postal L6J 6Y9	

6. Business Address/Adresse d'affaires	<input checked="" type="checkbox"/> Same as Registered or Head Office/ Même que celle du siège social
Street Number/Numéro civique	<input type="checkbox"/> Not Applicable/ Ne s'applique pas
Street Name/Nom de la rue	
Street Name (cont'd)/Nom de la rue (suite)	
City/Town/Ville	ONTARIO, CANADA
Postal Code/Code postal	

7. Activity Classification Code/Code de classification des activités

A	B	C	D	E	F	G	H	I	J	K	L	M	O	P	Q	R
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

8. Language of Preference/Langue préférée

English - Anglais	French - Français	None of the Above Aucun de ces choix
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

9. Information on Directors/Officers must be completed on Schedule A as requested. If additional space is required, photocopy Schedule A. / Les renseignements sur les administrateurs ou les dirigeants doivent être fournis dans l'annexe A, tel que demandé. Si vous avez besoin de plus d'espace, vous pouvez photocopier l'annexe A.

Number of Schedule A(s) submitted/Nombre d'annexes A présentées: **Two** (At least one Schedule A must be submitted/Au moins une annexe A doit être présentée)

10. I/Je soussigné(e), **Steve Baran** (Print or type name in full/Dactylographier ou inscrire les noms et prénoms en caractères d'imprimerie)

certify that the information set out herein, is true and correct.
atteste que les renseignements précités sont véridiques et exacts.

Signature: *Steve Baran*

Check appropriate box
Cocher la case pertinente

D) Director/Administrateur

O) Officer /Dirigeant

P) Other individual having knowledge of the affairs of the Corporation/Autre personne ayant connaissance des activités de la personne morale

NOTE/REMARQUE: Sections 13 and 14 of the Corporations Information Act provide penalties for making false or misleading statements or omissions. Les articles 13 et 14 de la Loi sur les renseignements exigés des personnes morales prévoient des peines en cas de déclaration fautive ou trompeuse, ou d'omission.

FOR MINISTRY USE ONLY
À L'USAGE DU MINISTÈRE SEULEMENT See Deficiency Letter enclosed
Voir l'avis d'insuffisance ci-joint



Revenue
Canada Revenu
Canada

January 31, 1997

RC13(E)
Rev. 88
086714

OTTAWA ON K1A 1A2

BN: 89211 5585

EXPO RESOURCES INC
1239 SIR DAVID DRIVE
OAKVILLE ON L6J 6Y9

BUSINESS NUMBER
REVENUE CANADA
36 ADELAIDE ST. EAST
TORONTO ON M5C 1J7

Telephone:
1-416-954-3400

Toll-free In Canada:
1-800-959-5525

In response to your recent request, we have assigned a Business Number (BN) to your business and opened the account(s) listed on the attached on your behalf. Please provide your BN, including the account identifier, when you contact Revenue Canada.

Enclosed is a summary of the information you provided to us when you requested a BN. If you find any errors or omissions, please let us know. If you are returning the summary by mail, put it in the enclosed envelope so that our address shows in the envelope's window. Please keep the second copy of the summary for your records.

We have also enclosed a flyer which provides more details about the BN. If you requested publications with specific information on your new account(s), they will be mailed to you separately. If you have opened a goods and services tax (GST) account, the package will include a flyer describing some of the GST options available to your business. **You must exercise these GST options within a limited time.**

If you have any questions about your new accounts, or if you need to open additional accounts, please contact the office listed above. Our staff can give you the locations of other Revenue Canada offices across the country, if you need them.

Pierre Gravelle, Q.C.
Deputy Minister of National Revenue

Enclosures

Si vous désirez que nous communiquions avec vous en français, veuillez contacter le bureau de Revenu Canada le plus proche. Si vous vous trouvez à l'extérieur de la zone d'appel locale (au Canada), vous pouvez composer, sans frais, le 1-800-959-7775.

Canada

03 APR 23 11 7:21

Expo Resources Inc.
Financial Statements
First Quarterly Report for the three months ended
March 31, 2003
(unaudited)

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Expo Resources Inc.
Balance Sheet
For the three months ended March 31, 2003

<u>Assets</u>	<u>2003</u>	<u>2002</u>
Current		
Cash	\$ <u>5,951</u>	\$ <u>9,919</u>
	5,951	9,919
Other		
Mining interests	<u>41,250</u>	<u>41,250</u>
	<u>\$ 47,201</u>	<u>\$ 51,169</u>
<u>Shareholders' Equity</u>		
Share Capital		
Authorized:		
- An unlimited number of common shares		
Issued:		
- 2002: 2,700,000	105,000	105,000
Deficit (Page 3)	<u>(57,799)</u>	<u>(53,831)</u>
	<u>47,201</u>	<u>51,169</u>
	<u>\$ 47,201</u>	<u>\$ 51,169</u>

Approved on behalf of the Directors

(Signed): "Steve Baran" Director

(Signed): "Richard Williams" Director

See accompanying notes to financial statements

Expo Resources Inc.
Statement of Operations and Deficit
For the three months ended March 31, 2003

	<u>2003</u>	<u>2002</u>
Operating Expenses		
Directors fees	\$ 2,400	\$ 12,600
Travel and automobile	1,568	11,798
Mining exploration costs	<u>-</u>	<u>7,357</u>
	<u>3,968</u>	<u>31,755</u>
Net (Loss) for the Period/Year	(3,968)	(31,755)
(Deficit), Beginning of Year	<u>(53,831)</u>	<u>(22,076)</u>
(Deficit), End of Period/Year	<u>\$ (57,799)</u>	<u>\$ (53,831)</u>
Income (Loss) Per Share	<u>\$ (0.0015)</u>	<u>\$ (0.026)</u>

See accompanying notes to financial statements

Expo Resources Inc.
Statement of Cash Flows
For the three months ended March 31, 2003

	<u>2003</u>	<u>2002</u>
Operating Activities		
Net loss for the Period/Year	\$ (3,968)	\$ (31,755)
	<u>(3,968)</u>	<u>(31,755)</u>
(Used in) Operating Activities	<u>(3,968)</u>	<u>(31,755)</u>
 Financing Activities		
Issuance of common shares	-	25,000
Provided by Investing Activities	<u>-</u>	<u>25,000</u>
 Increase (decrease) in Cash for the Period/Year	(3,968)	(6,755)
Cash, beginning of Period/Year	<u>9,919</u>	<u>16,674</u>
Cash, end of Period/Year	<u>\$ 5,951</u>	<u>\$ 9,919</u>

See accompanying notes to financial statements

Expo Resources Inc.
Notes to Financial Statement
For the three months ended March 31, 2003

1. Mining interests

The Company is planning to undertake exploration work on its 50% interest in the Burnt Basin Gold property Located in the Greenwood Mining Division, British Columbia. The property consists of 47 Units (approximately 3000 acres). The preliminary work will concentrate on an accurate sampling and mapping of the areas where previous sampling had identified high grade gold and silver deposits.

2. The Company has an accepted non-binding letter of intent with Black Sea Minerals Inc., a private Company, to acquire a minimum 75% interest in the Mayske Gold Project in the Republic of Ukraine. The property contains a gold deposit with proven reserves of 1,300,000 ounces of gold and an additional 500,000 ounces of gold in the probable category. These results were obtained through 55,788 meters of diamond drilling and 17,936 fire assayed samples. A 6 meter diameter exploration shaft has been sunk to a depth of 201 meters on the northern part of the deposit. The Company will conduct due diligence on the project with the intent to place the project into production subject to favourable terms, conditions and the availability of suitable financing.

3. Financings Activities

Issued: Balance, December 31, 2002	2,700,000	\$105,000
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AGREEMENT OF PURCHASE AND SALE

03 APR 23 09:21

This Agreement is dated for reference October 15, 2002

Between: Steve Baran
1239 Sir David Drive
Oakville, Ontario L6J 6Y9
(hereinafter referred to as the "Vendor")

And: Expo Resources Inc.
1239 Sir David Drive
Oakville, Ontario L6J 6Y9
(hereinafter referred to as the "Purchaser")

Whereas: (A)

The Vendor is the sole owner of a 100% interest in the following mining claims located in the Greenwood Mining Division, British Columbia, recorded under the Mineral Act of British Columbia:

Molly Gibson	Tenure number	393541	20 Units
Motherlode	Tenure number	393542	20 Units
Lode #1	Tenure number	395681	1 Unit
Lode #2	Tenure number	395682	1 Unit
Lode #3	Tenure number	395683	1 Unit
Lode #4	Tenure number	395684	1 Unit
Lode #5	Tenure number	395685	1 Unit
Lode #6	Tenure number	395686	1 Unit
Lode #7	Tenure number	395687	1 Unit

The Vendor hereby declares that the above noted claims are free and clear without impediment, legal or otherwise, which would prevent it from entering into an unencumbered contract. The Vendor hereby agrees to provide to the Purchaser copies of the registered tenure documents.

This Agreement constitutes an assignment of a Fifty Per Cent (50%) interest of a One Hundred Per Cent (100%) interest in the above noted mining claims as per an agreement of sale dated the 29th day of July 2002 between the Vendor and the original owner of the claims, John W. Carson, P.O. Box 1977, Grand Forks, British Columbia V0H 1H0.

AND WHEREAS the Vendor wishes to sell a Fifty Per Cent (50%) interest in the mineral claims.

AND WHEREAS the Purchaser wishes to purchase a Fifty Per Cent (50%) interest in the mineral claims.

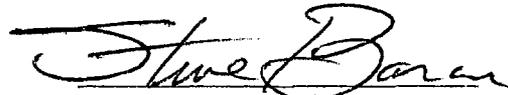
The parties hereto agree to the following terms and conditions:

1.
The Purchaser will provide 825,000 common shares of the capital of Expo Resources Inc. on the signing of this Agreement. Receipt of which is herein acknowledged.
2.
The Purchaser herein agrees to pay a 1% Net Smelter Return (NSR) to the original owner of the mineral claims, John W. Carson. The NSR will be capped at Two Hundred and Fifty Thousand Dollars (\$250,000.00) and will be provided for by paying Ten Thousand Dollars (\$10,000.00) on or before the anniversary date of the original agreement with John W. Carson which is July 29, 2002, each year as a prepaid royalty fee.
3.
Failure to meet the outlined payment schedule will terminate this Agreement without penalty to either party.
4.
Permitter clause, the parties to this Agreement agree that any claims staked within one kilometer of the herein described claims, staked by either party, will be part and parcel of this Agreement.
5.
The Purchaser herein agrees to keep the described mineral claims in good standing by filing work or paying cash in lieu of work on or before April 30, 2003.
6.
This Agreement may not be changed orally but only by an agreement in writing between the parties. However, the parties to this Agreement herein agree to execute any other documents, assurances, or do any other acts or deeds necessary to carry out the true intent of this Agreement fully and effectively.
7.
This Agreement shall enure to the benefit of and be binding upon the parties hereto and their heirs, executors, successors or assigns.

page 3 – continued from page 2 – Agreement of Purchase and Sale

IN WITNESS WHEREOF the parties hereto have executed these presents.


Witness


Steve Baran, Vendor


Witness


Expo Resources Inc.
Purchaser

Expo Resources Inc.

1239 Sir David Drive
Oakville, Ontario L6J 6Y9

Tel: (905) 829 0003
Fax: (905) 829 0464

January 23, 2003

Black Sea Minerals, Inc.
#908 - 525 Seymour Street
Vancouver, BC
Canada V6B 3H7

Attention: Mr. Walter Stunder, President

Re: Black Sea Minerals, Inc. and Mayske Gold Deposit

LETTER OF INTENT

Dear Mr. Stunder:

This letter is our undertaking on a non-exclusive and best efforts basis to buy Black Sea Minerals, Inc. for the sum of Seven Hundred and Seventy-Five Thousand United States Dollars (US\$775,000.00) on terms and conditions to be negotiated and to our mutual satisfaction and subject to our due diligence. The following to be included in the purchase price.

- (a) The controlling block of shares of Black Sea Minerals, Inc. consisting of 3,000,000 shares plus any outstanding options out of a total of 4,240,815 shares issued to date. It is our understanding that an application has been submitted for an OTC.BB listing and that this pending application will qualify for a listing on the new BBX Stock Exchange in the United States as proposed by NASDQ.
- (b) The Garnet Deposits consisting of the garnet quarry in Ivaniv and the tailings pond near Turbiv, both in the Ukraine. These deposits contain approximately 15,500,000 metric tons of high-grade garnets. Included are all the existing equipment and structures on the the properties. The full feasibility and market studies that have been completed for the project to be made available for our review.
- (c) The Mayske Gold Deposit, Odessa Region, Ukraine which contains 1,300,000 ounces of gold that are proven and 500,000 ounces of gold in the probable category. All equipment

and structures on the property will be included. It is our understanding that a minimum of 70% of this project will be included in this transaction. You and/or your assigns will retain 5% and the balance of 25% will be held by the Ukrainian government. It is our understanding that there are provisions to reduce the 25% interest of the Ukrainian government.

Note: We may wish to undertake the Mayske project on its own merits and not to have it included in this Letter of Intent. You hereby agree to such a potential arrangement.

You hereby warrant that you have all the necessary permits and approvals for the transaction contemplated in this Letter of Intent to proceed and that you will act as the liason between ourselves and the Ukrainian government.

We will require that the existing management of Black Sea Minerals, Inc. to remain in place for a minimum of two (2) years. The remuneration to be negotiated.

We would undertake to raise the necessary funding for the projects as and when required. You agree to make available to us the sources that you have already contacted who have expressed an interest in providing financing for the projects once Black Sea Minerals, Inc. has been listed for trading on the OTC.BB

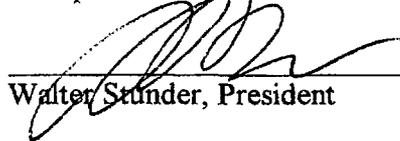
By signing this letter you agree that if a written firm offer by another reliable party is received that you will grant us a first right of refusal good for Twenty-one (21) days to match that offer and our inability to do so will render this Letter of Intent to be null and void. The Non-circumvention, Non-disclosure Agreement which we both signed on January 14, 2003 will be applicable on acceptance of this Letter of Intent.

Yours truly



Steve Baran
President

Accepted on behalf of Black Sea Minerals, Inc.



Walter Stunder, President

Dated in Vancouver, BC this 23rd day of January 2003

Sent via fax to 1-604-685-1596

Expo Resources Inc.

1239 Sir David Drive
Oakville, Ontario L6J 6Y9

Tel: (905) 829 0003

Fax: (905) 829 0464

Mayske Gold Deposit

The Mayske gold deposit is located approximately 250 kilometers south of Kiev along the main Kiev-Odesa highway. Briefly, the characteristics of the Mayske Gold Deposit are as follows:

- Located on a paved road and access to a railroad
- Has 55,788 meters of diamond drilling
- 17,936 samples were taken for fire assaying
- Visible gold has been observed in 40% of the drill holes
- The gold hosting sequence is 80 – 220 meters wide
- There are 10 more gold promising manifestations in the area
- A 201 meter vertical shaft has been constructed
- The property is located in a temperate climate at 48 degree latitude
- The proven reserves of the deposit are 1,300,000 ounces of gold
- There is an additional 500,000 ounces of gold in the probable category

The amount of work carried out on the deposit to date is equivalent to US \$10 million.

Political History & Assessment

Brief Summary

Prior to the break up of the U.S.S.R, Ukraine had 0.2% of the world population but approximately 6% of the worlds mining. Mining is a well-developed and well defined industry in Ukraine due to its size and complexity. To give some scope of the mining activity, Ukraine has over 24 billion tones of tailings. There are laws in Ukraine concerning these tailings. The mining laws in Ukraine were codified in 1997 and amendments have been made since then as required. These laws were drafted with the help of the legal profession in Alberta.

Ukrainian Legislation Guarantees:

- Exemption of foreign investments from nationalization or requisitions.
- Property rights in various forms.
- Five-year tax holiday since the declaration of the first taxable income, and subsequently, payment of taxes in the amount of 50% of current rates stipulated by the Ukrainian legislation.
- Reduction of taxable income by the amount of funds reinvested in businesses in Ukrainian territory. 30%
- Free and prompt remittance of profits abroad.
- Licenses are allocated for the period of 25-50 years

On July 15, 2001, the Supreme Council of Ukraine passed a law, which makes the precious gems and metals the property of the extractor.

Since Ukraine received its independence, it has made slow but steady progress in its mining of gold. At first, gold was 100% the property of the state. However, Canada played a major role in changing that position. In 1995 when Dr. O.I. Zaritsky, The Vice Minister of geology of Ukraine visited Canada, he studied the Canadian gold mining laws. He has moved from his position of 100% state ownership to private ownership. He was given much information with regard to

ownership of land, taxation and marketing of gold. His deputy, Dr. D.S. Hursky, who is now Vice Minister of Geology, also studied the material. He is now a supporter of private investment in gold. Many of the old time supporters of the state ownership of gold have died and been replaced by people with a more flexible viewpoint.

This has resulted in the contract which gives (CONFIDENTIAL) 75% ownership, which is the first contract offering such terms.

The most important factor of doing business in Ukraine is that Marsh Canada Ltd will give Political Risk Insurance for Ukraine, which covers Confiscation, Expropriation and Nationalization. They provide 100% indemnity at an annual premium rate of .95 per annum. Generally it is a three year policy. The maximum amount is 25,000,000. U.S.

Any amount larger will be covered by (MIGA) Multilateral Investment Guarantee Agency. They cover larger amounts.

There also exists a "no double taxation agreement" between Canada and Ukraine.

Ukraine is seeking to join the European Union and is making the necessary changes for a better investment climate.

In the next presidential election in 18 months, the leading candidate is Mr. Victor Yushenko. He was able to make many changes while finance minister. He will continue the progress as he is very pro-western and is the leading candidate by a wide margin.

I trust this answers your questions. I will provide any information which is needed.

TRANSFER AGENCY AND REGISTRARSHIP AGREEMENT

Memorandum of Agreement, made as of the 15th day of April 2003.

BETWEEN:

**EXPO RESOURCES INC.
1239 Sir David Drive
Oakville, Ontario L6J 6Y9**

[hereinafter referred to as the "Issuer"]

AND:

**EQUITY TRANSFER SERVICES INC.,
Suite 420, Richmond Adelaide Centre,
120 Adelaide Street West, Toronto, Ontario
Canada, M5H 4C3**

[hereinafter referred to as "Equity"]

03 APR 23 PM 7:21

IT IS AGREED AND COVENANTED BY AND BETWEEN THE PARTIES HERETO AS FOLLOWS:

1. The "Issuer" having by resolution of its directors appointed "Equity" as Dividend Disbursing Agent, Transfer Agent and Registrar in Toronto of its shares, "Equity" accepts such appointment upon the terms hereinafter mentioned.
2. "Equity" shall keep at its office in Toronto the "Issuer's" share ledger, register and branch registers of transfers and share certificates, and subject to such general and particular instructions as may from time to time be given to it by or under the authority of the Board of Directors of the "Issuer", "Equity" shall:
 - (a) make such entries from time to time in the books as may be necessary in order that the accounts of each shareholder of the "Issuer" may be properly and accurately kept and transfers of shares properly recorded; and
 - (b) countersign and issue share certificates to the shareholders entitled thereto representing the shares held or transferred to them respectively.
3. "Equity" shall disburse dividends which may be declared from time to time on the shares of the "Issuer" and "Equity" is hereby authorized and directed to pay such dividends after receipt at its principal office of a certified copy of the resolution of the board of directors of the "Issuer" declaring such dividends.
4. The "Issuer" shall lodge with "Equity" certified specimens of the signatures of the Directors and/or Officers of the "Issuer" who are authorized to sign share certificates and other documents. The "Issuer" undertakes to provide "Equity" with all possible assistance in identifying the signatures of shareholders so that "Equity" may be in a position to guard against illegal transfers.

5. "Equity" may act upon any signature, certificate or other document believed by it to be genuine and to have been signed by the proper person or persons, or refuse to transfer a share certificate if it is not satisfied as to the propriety of the requested transfer and, in so doing, "Equity" shall be held harmless by the "Issuer" from all liability and expense if it acted in good faith.
6. It shall not be the duty of "Equity" to pass on the validity of transfers of shares owing to death, transfers by parents or guardians, powers of attorney, transfers of replacements of share certificates lost, stolen, mutilated or destroyed, etc., and it is hereby authorized at "Equity's" discretion, to refer all documents relating to such transfers to the solicitors of the "Issuer", _____, at the expense of the "Issuer", and "Equity" shall be entitled to rely absolutely upon their opinion.
7. Upon receipt of notice from the "Issuer" or from any shareholder that a certificate has become lost, stolen or destroyed, "Equity" agrees to place an appropriate notation on the register of shareholders to act in accordance with the instructions of the "Issuer" in the issuance of share certificates in substitution therefor.
8. "Equity" may from time to time refer any legal questions which may arise in connection with the performance of its duties hereunder to counsel for the "Issuer", at the expense of the "Issuer", or to its own counsel for an opinion thereon and shall be entitled to rely absolutely on such opinion.
9. The "Issuer" agrees that it will promptly furnish to "Equity" from time to time copies of all constating documents, amendments thereto and of all relevant by-laws and resolutions relating to the creation, amendment, allotment and issuance of shares of the "Issuer".
10. All share certificates surrendered to "Equity" on any transfer of shares or on exchanges of certificates in respect to any change in or reorganization of capital shall be cancelled by "Equity" and held by it for a period of six years. "Equity" shall not be required to hold such certificates after the expiry of such period, unless otherwise instructed by the "Issuer". In the event "Equity" is required to destroy any such certificates, the "Issuer" shall reimburse "Equity" for the cost thereof.
11. "Equity" agrees to faithfully carry out and perform its duties hereunder, and upon the termination hereof to deliver over to the "Issuer" the said books and any documents and papers connected therewith or with the business of the "Issuer" transacted hereunder, against a receipt executed by the "Issuer".
12. "Equity" shall be fully protected and held harmless by the "Issuer" in all cases where "Equity" has acted in accordance with the "Issuer's" instructions. The "Issuer" shall indemnify and save "Equity" harmless from and against all losses, claims, costs, damages and liabilities caused by or arising directly or indirectly by reason of "Equity's" discharge of its duties as Transfer Agent and Registrar, save and except any of the foregoing arising from "Equity's" gross negligence, recklessness or wilful misconduct.
13. This agreement shall be governed by and construed in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein and the parties hereby attorn to the jurisdiction of the courts of the Province of Ontario.
14. "Equity's" fees for the above mentioned services shall be those in effect from time to time in accordance with its tariff of fees which is subject to revision during the term of this agreement. The current rates are shown on the accompanying Schedule "A".

15. This Agreement may be terminated by either party on three months' notice in writing being given to the other at the address set out above or at such other address of which notice has been given. This Agreement may be terminated by "Equity" on one week's notice in writing to the "Issuer" in the event the "Issuer" refuses or fails to pay an invoice for fees and expenses, or other demand for payment issued or made pursuant to this Agreement by "Equity", within 60 days of the original invoice or demand. Upon termination of this Agreement and upon payment by the "Issuer" to "Equity" of all moneys owing to "Equity" hereunder, "Equity" shall deliver to the "Issuer" the registers and ledgers maintained by it hereunder and any documents connected therewith or with the business of the "Issuer" transacted hereunder.

IN WITNESS WHEREOF this Agreement has been duly executed by the parties hereto at Toronto, the day and year first above written.

EQUITY TRANSFER SERVICES INC.

Per: _____

Name:
Office:



Per: _____

Name:
Office:

EXPO RESOURCES INC.

Per: _____

Name: **Steve Baran**
Office: **President**



Per: _____

Name:
Office:

CERTIFICATE OF INCUMBENCY

EQUITY TRANSFER SERVICES INC.
Suite 420 - Richmond Adelaide Centre
120 Adelaide Street West
Toronto, Ontario M5H 4C3

April 15, 2002

Date

I, Steve Baran, of the City of Oakville, in the
Province of Ontario, Certify that:

1. I am the President of
(Officer's Position)
Expo Resources Inc.
(Company)

2. The following is a list of Officers with their signatures who are qualified to sign documents and other instruments for:
Expo Resources Inc.
(Company)

Name	Position	Signature
<u>Steve Baran</u>	<u>President</u>	
_____ Name	_____ Position	_____ Signature
_____ Name	_____ Position	_____ Signature
_____ Name	_____ Position	_____ Signature

Expo Resources Inc.

(Company)

Per:



Steve Baran

LIST OF OFFICERS AND DIRECTORS

April 15, 2003

EQUITY TRANSFER SERVICES INC.
Suite 420 - Richmond Adelaide Centre
120 Adelaide Street West
Toronto, Ontario
M5H 4C3

Dear Sirs:

I HEREBY CERTIFY that the Directors of the Corporation are:

Steve Baran

Richard Williams

Julien Elfenbein

I further certify that the following are the Officers of the Corporation:

Steve Baran, President

Richard Williams Secretary

Expo Resources Inc.

(Company)

Per:

President

(Title)

"BE IT RESOLVED THAT:

1. Equity Transfer Services Inc., hereinafter referred to as "Equity", at its office in the City of Toronto be and it is hereby appointed Transfer Agent and Registrar for the shares in the capital stock of the Company; and,
2. The Transfer Agent and Registrarship Agreement (the "Agreement") made as of the **15th** day of **April, 2003** between Equity and under which Equity will provide the Issuer with transfer and registrar services be hereby approved; and,
3. The Directors and/or proper Officers of the Issuer be and they are hereby authorized to execute the Agreement and are authorized to do all acts and things and to execute and deliver all documents or instruments in writing as may be considered necessary or desirable to carry out the terms of these resolutions".

CERTIFIED to be a true copy of a Resolution passed by the Board of Directors of
Expo Resources Inc.

and which Resolution is in full force and effect as of the date hereof.

President

(Title)



**EQUITY
TRANSFER**
SERVICES INC.

03 APR 23 03:17:21

**Expo Resources Inc
Common Shares
CUSIP :
Shareholder Report (A-Z)**

As of the close of business : 2003/04/16
Total Shares Outstanding : 2,675,000

Certified by :

Steve Baran, President

9,000
CAROL ALEXANDER
 17 ESQUIRE ROAD
 AGINCOURT On M5T 1G1
 CANADA

155,000
PAULINE BARAN
 1239 SIR DAVID DRIVE
 OAKVILLE On L6J 6Y9
 CANADA

10,000
BARBARA BYINGTON
 1893 MACALPINE ROAD R R # 3
 GANANOQUE On K7G 2V5
 CANADA

21,000
AL DIBATTISTA
 8 MOSSBANK DRIVE
 BRAMPTON On L6W 3S6
 CANADA

10,000
RICHARD DURISIN
 12723 SEBRING BLVD
 TAMP FL 33618
 USA

10,000
GERALDINE GIRMAN
 4396 GLIDDEN DRIVE
 STURGEON BAY WI 54235
 USA

8,000
ANGELO ANOTANNACI
 50 AWOOD PLACE
 CHEEKTOWAGA NY 14225
 USA

70,000
PETER BARAN
 1239 SIR DAVID DRIVE
 OAKVILLE On L6J 6Y9
 CANADA

15,000
L K BYINGTON
 1893 MACALPINE ROAD R R # 3
 GANANOQUE On K7G 2V5
 CANADA

15,000
JANET DICATTISTA
 8 MOSSBANK DRIVE
 BRAMPTON On L6W 3S6
 CANADA

10,000
LESLIE DALE FOX
 820 SOUTH MACARTHER
 COPPEL TX 75019-4299
 USA

15,000
TOM GIRMAN
 4396 GLIDDEN DRIVE
 STURGEON BAY WI 54235
 USA

70,000
PAUL BARAN
 1239 SIR DAVID DRIVE
 OAKVILLE On L6J 6Y9
 CANADA

1,575,000
STEVE BARAN
 1239 SIR DAVID DRIVE
 OAKVILLE On L6J 6Y9
 CANADA

10,000
KEITH CONNOLLY
 160 EAST ONWENTSIA
 LAKE FOREST IL 60045
 USA

4,000
DEBBIE DURISIN
 12723 SEBRING BLVD.
 TAMPA FL 33618
 USA

9,000
CHESTER GAYDA
 27 NEWSTEAD RD
 TORONTO ON M9P 3G2
 CANADA

4,500
JOLENE GUTHRIE
 1264 TECUMSEH PARK DRIVE
 MISSISSAUGA On L5H 2W4
 CANADA

4,500

WAYNE GUTHRIE
1264 TECUMSEH PARK DRIVE
MISSISSAUGA On L5H 2W4
CANADA

10,000

RANDY HUNT
7115 OAK WALK
HUMBLE TX 77346
USA

10,000

MARY KUSNIR
79 KINGSWAY CRESCENT
ETOBICOKE On M8X 2R7
CANADA

4,000

PAUL LAZAR
217 HOSPITAL STREET
TAYLOR PA 18517
USA

10,000

JEAN MOORE
211 HOLMES POINT ROAD
PEPPERLAW On L0E 1N0
CANADA

10,000

MICHAEL MURRAY SR
BOX 463 R R # 5
BOLTON On L7E 5S1
CANADA

50,000

STASIA HORACZKO
211 KING STREET
WELLAND On L3B 5W1
CANADA

20,000

JOHN KUSNIR
79 KINGSWAY CRESCENT
ETOBICOKE On M8X 2R7
CANADA

10,000

ELAIN LAZAR
217 HOSPITAL STREET
TAYLOR PA 18517
USA

5,000

CONITA LYLE
5811 ORCHID LANE
DALLAS TX 77346
USA

10,000

MARY MURRAY
BOX 463, R R # 5
BOLTON On L7E 5S1
CANADA

15,000

AL NAPLES
69 BREADNER DRIVE
ETOBICOKE On M9R 3M5
CANADA

15,000

ALEXANDRA HOWARD
54 AVOCADO STREET
OTTAWA On K1V 9C6
CANADA

12,000

KEN KUSNIR
79 KINGSWAY CRESCENT
ETOBICOKE On M8X 2R7
CANADA

15,000

JOSEPH LAZAR
217 HOSPITAL STREET
TAYLOR PA 18517
USA

15,000

DOUGLAS MOORE
211 HOLMES POINT ROAD
PEPPERLAW On L0E 1N0
CANADA

4,000

MIKE MURRAY JR
5509 FIFTH LINE, R R # 2
HILLSBURGH On N0B 1Z0
CANADA

15,000

GAYLE NAPLES
69 BREADNER DRIVE
ETOBICOKE On M9R 3M5
CANADA

20,000
MARGARET PANCOVCIN
 385 KERRYBROOK DRIVE
 RICHMOND HILL On L4C 3R4
 CANADA

20,000
LARRY RAMPONE
 2 CHESNUT LANE
 SHANTY BAY On L0L 2L0
 CANADA

10,000
MARY SIMKO
 17 ANDORA AVENUE
 WELLAND On L3L 4L3
 CANADA

7,500
VICTORIA TOMAS
 4046 FARRIER COURT
 MISSISSAUGA On L5L 2Y4
 CANADA

10,000
CARMELLA VASSALLO
 2250 DOULTON DRIVE
 MISSISSAUGA On L5H 3M1
 CANADA

10,000
ALLAN WHITE
 P O BOX 670152
 DALLAS TX 75367
 USA

10,000
MIKE PANCOVCIN
 385 KERRYBROOK DRIVE
 RICHMOND HILL On L4C 3R4
 CANADA

200,000
SEENA DEVELOPMENTS LTD
 1723 LAKESHORE ROAD WEST
 MISSISSAUGA On L5J 1J4
 CANADA

7,500
CLIFFORD TOMAS
 2 CHESNUT LANE
 SHANTY BAY On L0L 2L0
 CANADA

10,000
MARGARET TUROSKY
 4187 RENOAK COURT
 MISSISSAUGA On L5C 4K3
 CANADA

25,000
KATHERINE WELLER
 2550 THOMAS ST, UNIT 77
 MISSISSAUGA On L5M 5N8
 CANADA

15,000
RICHARD WILLIAMS
 120 ADELAIDE ST W APT 512
 TORONTO On M5H 1T1
 CANADA

10,000
K. H. PIRBHAI
 87 PORT MASTER DRIVE
 ST. CATHERINES On L2N 7H5
 CANADA

10,000
EDWARD SIMKO
 17 ANDROA AVENUE
 WELLAND On L3L 4L3
 CANADA

20,000
RUTH TOMAS
 2 CHESNUT LANE
 SHANTY BAY On L0L 2L0
 CANADA

10,000
MIKE TUROSKY
 4187 RENOAK COURT
 MISSISSAUGA On L5C 4K3
 CANADA

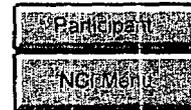
25,000
ROBERT WELLER
 2550 THOMAS ST. UNIT 77
 MISSISSAUGA On L5M 5N8
 CANADA

Expo Resources Inc

Common Shares

As-of : Wednesday April 16,2003

Range	Shares	Accounts	% Accounts
< 99	0	0	0.00
100 to 499	0	0	0.00
500 to 999	0	0	0.00
1000 to 9999	67,000	11	20.75
>10000	2,608,000	42	79.25
Totals	2,675,000	53	100.00



Certified by :

Steve Baran, President

TOP 20 Shareholders

Expo Resources Inc

Common Shares

1734

As of 2003/04/16

17-Apr-03

Account Number	Account	Shares
679968	BARAN STEVE 1239 SIR DAVID DRIVE OAKVILLE On L6J 6Y9	1,575,000
679969	SEENA DEVELOPMENTS LTD 1723 LAKESHORE ROAD WEST MISSISSAUGA On L5J 1J4	200,000
679976	BARAN PAULINE 1239 SIR DAVID DRIVE OAKVILLE On L6J 6Y9	155,000
679974	BARAN PAUL 1239 SIR DAVID DRIVE OAKVILLE On L6J 6Y9	70,000
679975	BARAN PETER 1239 SIR DAVID DRIVE OAKVILLE On L6J 6Y9	70,000
680006	HORACZKO STASIA 211 KING STREET WELLAND On L3B 5W1	50,000
679989	WELLER ROBERT 2550 THOMAS ST. UNIT 77 MISSISSAUGA On L5M 5N8	25,000
679990	WELLER KATHERINE 2550 THOMAS ST, UNIT 77 MISSISSAUGA On L5M 5N8	25,000
679995	DIBATTISTA AL 8 MOSSBANK DRIVE BRAMPTON On L6W 3S6	21,000
679999	KUSNIR JOHN 79 KINGSWAY CRESCENT ETOBICOKE On M8X 2R7	20,000

Account Number	Account	Shares
660001	PANCOVCIN MARGARET 385 KERRYBROOK DRIVE RICHMOND HILL On L4C 3R4	20,000
660004	TOMAS RUTH 2 CHESNUT LANE SHANTY BAY On L0L 2L0	20,000
660005	RAMPONE LARRY 2 CHESNUT LANE SHANTY BAY On L0L 2L0	20,000
679998	NAPLES GAYLE 69 BREADNER DRIVE ETOBICOKE On M9R 3M5	15,000
679983	HOWARD ALEXANDRA 54 AVOCADO STREET OTTAWA On K1V 9C6	15,000
679981	BYINGTON L K 1893 MACALPHINE ROAD R R # 3 GANANOQUE On K7G 2V5	15,000
679978	LAZAR JOSEPH 217 HOSPITAL STREET TAYLOR PA 18517 USA	15,000
679977	GIRMAN TOM 4396 GLIDDEN DRIVE STURGEON BAY WI 54235 USA	15,000
444860	WILLIAMS RICHARD 120 ADELAIDE ST W APT 512 TORONTO On M5H 1T1	15,000
679982	MOORE DOUGLAS 211 HOLMES POINT ROAD PEFFERLAW On L0E 1N0	15,000
679996	DICATTISTA JANET 8 MOSSBANK DRIVE BRAMPTON On L6W 3S6	15,000
679997	NAPLES AL 69 BREADNER DRIVE ETOBICOKE On M9R 3M5	15,000

2,406,000

Geographic Summary

Expo Resources Inc

Common Shares

As-of 2003/04/16

	Accounts	Shares	% Accounts	% Shares
CANADA				
ON	40	2,554,000	75.47%	95.48%
CANADA	40	2,554,000	75.47%	95.48%
USA				
FL	2	14,000	3.77%	0.52%
IL	1	10,000	1.89%	0.37%
NY	1	8,000	1.89%	0.30%
PA	3	29,000	5.66%	1.08%
TX	4	35,000	7.55%	1.31%
WI	2	25,000	3.77%	0.93%
USA	13	121,000	24.53%	4.52%
Grand Total:	53	2,675,000		
