



**DYNASTY
GOLD CORP.**

04 MAR 30 AM 7:21

March 8, 2004

Securities & Exchange Commission
Office of International Corporate Finance
450 Fifth Street, N.W.
Room 3090
Washington, D.C. 20549
U.S.A.



SUPPL

Attention: Mr. Paul Dudek

Dear Sirs:

**RE: Dynasty Gold Corp. (formerly C Squared Developments Inc.)
12g3-2(b) Exemption - #82-1756**

In order to maintain the above exemption in good standing, we enclose the following:

1. Report of Exempt Distribution dated January 28, 2004 regarding 7,000,000 shares;
2. Report of Exempt Distribution dated January 28, 2004 regarding 3,571,429 units;
3. News Release dated February 5, 2004;
4. Material Change Report dated February 9, 2004;
5. Certificate of Qualifying Issuer dated February 5, 2004, regarding 7,000,000 shares;
6. Certificate of Qualifying Issuer dated February 6, 2004, regarding 3,571,429 units;
7. Report of Exempt Distribution dated February 19, 2004;
8. Certificate of Qualifying Issuer dated February 19, 2004, regarding 25,000 shares;
9. News Release dated March 3, 2004;
10. Material Change Report dated March 3, 2004;
11. News Release dated March 4, 2004; and
12. Material Change Report dated March 4, 2004.

PROCESSED

MAR 30 2004

THOMSON
FINANCIAL

Yours very truly,

DYNASTY GOLD CORP.

per:

Marilyn Wong, Assistant Secretary

Encl.

dlw 3/30

82-1756-

FORM 45-103F4
REPORT OF EXEMPT DISTRIBUTION

04 MAR 30 6:17:21

Issuer Information:

1. State the full name, address and telephone number of the issuer of the security distributed.

Dynasty Gold Corp.

Name of Issuer

735 - 1489 Marine Drive, West Vancouver, British Columbia, V7T 1B8

Address

(604) 913-0613

Telephone Number

2. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

The Issuer is a reporting issuer in British Columbia and Alberta.

Details of Distribution:

3. State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

January 28, 2004

4. For each security distributed, describe the type of security and state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date.

7,000,000 common shares

5. Provide details of the distribution by completing the attached schedule.
6. Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Provide a total dollar value of all securities distributed in all jurisdictions. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 7, below.

Each Jurisdiction Where Purchasers Reside	Price Per Security (Canadian \$)	Total Dollar Value Raised from Purchasers in the Jurisdiction (Canadian \$)
British Columbia	0.59	4,130,000
Total Dollar Value of Distribution in all Jurisdictions (Canadian \$)		\$4,130,000

NOTE: The 7,000,000 common shares were issued at a deemed price of \$0.59 per share in partial payment of the purchase price payable by the Company for all of the issued and outstanding shares of Terrawest Minerals Inc. under the terms of a Share Purchase Agreement dated December 15, 2004.

7. Provide the following information for each person who is being compensated in connection with the distribution(s). When disclosing compensation paid or to be paid, include discounts, commissions or other fees or payments of a similar nature directly related to the distribution. Do not include payments for services incidental to the trade, such as clerical, printing, legal or accounting services.

Full Name and Address of Person Being Compensated	Compensation Paid (in Canadian \$ and, if applicable, number and type of securities)	Price per Share (Canadian \$)
N/A		\$

Certificate

On behalf of the issuer (or vendor), I certify that the statements made in the report and in each schedule to this report are true.

DATED at Vancouver, British Columbia, this 5th day of February, 2004.

DYNASTY GOLD CORP.

Per:

"Jonathan George"

Jonathan George, President

Schedule

Provide the following information on a separate page attached to this report for each type of security distribution. **The information in this schedule will not be placed on the public file or any securities regulatory authority.**

If the report is being filed for securities distributed on more than one distribution date, add a column to identify the dates the securities were distributed.

In British Columbia, for distributions under the exemptions in Part 4 of Multilateral Instrument 45-103 *Capital Raising Exemptions*, non-reporting issuers must also give the telephone number and e-mail address of the purchaser. If the purchaser has refused to provide this information, the issuer must include a statement to this effect in the report.

Do not include in this table, securities issued as payment of commissions or finder's fees disclosed under item 7 of the form.

Full Name and Residential Address of Purchaser	Number and Type of Securities Purchased	Exemption Relied On
Koshman International Holdings Ltd.	3,500,000	Section 74(2)(25) and Section 45(2)(28) <i>Securities Act</i> (British Columbia)
Brilliance Holdings Inc.	3,500,000	Section 74(2)(25) and Section 45(2)(28) <i>Securities Act</i> (British Columbia)
TOTAL	7,000,000	

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Instruction:

1. File this report and the applicable fee with the securities regulatory authority in each jurisdiction in which the issuer has distributed securities on or before the 10th day after the distribution of the security.
2. If distributions have not occurred within 10 days of each other, separate reports must be filed.
3. In order to determine the fee payable, consult the securities legislation of each jurisdiction. In some jurisdictions, the fee is calculated as a percentage of the proceeds realized by the issuer from, or total dollar value of, the securities distributed in that jurisdiction, as set out in item 5 of this report.

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 for the purposes of the administration and enforcement of the securities legislation. Freedom of information legislation in certain jurisdictions may require the securities regulatory authority to make this information available if requested. As a result, the public may be able to obtain access to the information.

If you have any questions about the collection and use of this information, contact the securities regulatory authorities in the jurisdictions where the form is filed, at the address(es) set out below.

Alberta Securities Commission

4th Floor, 300 – 5th Avenue SW
Calgary, Alberta T2P 3C4
Telephone: (403) 297-6454
Facsimile: (403) 297-6156

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
Telephone: (604) 899-6854
Toll free in British Columbia and Alberta 1-800-373-6393
Facsimile: (604) 899-6506

The Manitoba Securities Commission

1130 – 405 Broadway Avenue
Winnipeg, Manitoba R3C 3L6
Telephone: (204) 945-2548
Facsimile: (204) 945-0330

Securities Commission of Newfoundland

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

Government of the Northwest Territories

Department of Justice
Securities Registry
1st Floor Stuart M. Hodgson Building
5009 – 49th Street
Yellowknife, Northwest Territories X1Z 2L9
Telephone: (867) 920-3318
Facsimile: (867) 873-0243

Nova Scotia Securities Commission

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

Government of Nunavut

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

Prince Edward Island Securities Office

95 Rochford Street, P.O. Box 2000
Charlottetown, Prince Edward Island C1A 7N8
Telephone: 9902) 368-4569
Facsimile: (902) 368-5283

Saskatchewan Financial Services Commission

6th Floor
1919 Saskatchewan Drive
Regina, Saskatchewan S4P 3V7
Telephone: (306) 787-5879
Facsimile: (306) 787-5899

DYNASTY GOLD CORP.

tel. 604 633-2100
fax 604 484-3559

March 4, 2004

NEWS RELEASE

TRADING SYMBOL DY.G.V
SEC 12g3-2(b) #82-1756
www.dynastygoldcorp.com

BUSINESS LICENCE OBTAINED FROM CHINA

Dynasty Gold Corp. ("Dynasty" or the "Company") is pleased to announce that a business licence (the "Business Licence") has been issued for its Terraxin Sino-Foreign Joint Venture, established in the Xinjiang Autonomous Region of the People's Republic of China. The Terraxin Sino-Foreign Joint Venture has been formed by Terrawest Minerals Inc., the Company's wholly-owned subsidiary, and Xinjiang Non-Ferrous Metals Group ("XNF"), to explore an area of approximately 2,500 km² located within the Xinjiang Autonomous Region ("Xinjiang").

The Business Licence, only the third to be issued to a mineral exploration Sino-Foreign Joint Venture in Xinjiang, allows for the transfer of existing permits held by XNF to the Joint Venture, and grants the Joint Venture the right to acquire additional permits within the co-operation area.

Jonathan George, President, states that "This is a significant step for Dynasty as it allows us to confidently proceed with our exploration programs in this promising mineralized belt."

An exploration program in co-operation with XNF is being designed to test the most promising targets, and will initially focus on the Q2 zone, where previous exploration by the XNF has established the potential for a bulk tonnage, low grade gold resource, as evidenced by previous drilling programs. The results of one such representative hole, #ZK 426, are as follows:

<i>Hole No.</i>	<i>From (m)</i>	<i>To (m)</i>	<i>Interval (m)</i>	<i>Assay (g/t Au)</i>
ZK 426	41.35	53.23	11.88	4.64
	53.23	61.76	8.53	1.19
	64.99	71.78	6.79	1.97
	79.43	90.09	12.76	1.35
	90.09	92.19	2.10	1.60
	95.25	97.24	1.99	1.69
	103.22	119.89	16.67	9.50
	123.25	125.62	2.37	2.68
	129.84	137.62	7.78	3.64
	139.97	143.32	4.36	1.32
	143.32	153.27	9.95	3.28

A key component of the initial exploration program will be verification of past results, including twinning holes drilled previously by XNF.

Dynasty's recently appointed Vice-President of Exploration, Mr. Brian McEwen, P.Geol., will supervise all phases of exploration in co-operation with XNF.

ON BEHALF OF THE BOARD OF
DYNASTY GOLD CORP.

"Jonathan George"

Jonathan George, President

This press release contains certain "forward-looking statements" that involve a number of risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.

MATERIAL CHANGE REPORT**BC FORM 53-901F**

Under Section 85(1) of the British Columbia Securities Act

FORM 27

Under Section 118(1) of the Alberta Securities Act

1. Reporting Issuer

Dynasty Gold Corp. (the "Company")
735 - 1489 Marine Drive
West Vancouver, B.C. V7T 1B8

Telephone: 604 633-2100

2. Date of Material Change

March 4, 2004

3. Press Release

A news release was issued on March 4, 2004, and disseminated through the facilities of Canada Stockwatch and Market News.

4. Summary of Material Change(s)

The Company is pleased to announce that a business licence has been issued for its Terraxin Sino-Foreign Joint Venture, established in the Xinjiang Autonomous Region of the People's Republic of China.

5. Full Description of Material Change(s)

See attached news release.

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

Not Applicable

7. Omitted Information

Not Applicable

8. Senior Officer

Jonathan George
Telephone: 604 633-2100

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 4th day of March, 2004.

DYNASTY GOLD CORP.

Per:

“Jonathan George”

Jonathan George, President

DYNASTY GOLD CORP.

tel. 604 633-2100
fax 604 484-3559

March 4, 2004

NEWS RELEASE

TRADING SYMBOL **DYG.V**

SEC 12g3-2(b) #82-1756

www.dynastygoldcorp.com

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	64.99	71.78	6.79	1.97
	79.43	90.09	12.76	1.35
	90.09	92.19	2.10	1.60
	95.25	97.24	1.99	1.69
	103.22	119.89	16.67	9.50
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ON BEHALF OF THE BOARD OF
DYNASTY GOLD CORP.

"Jonathan George"

Jonathan George, President

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82-1756

FORM 45-103F4
REPORT OF EXEMPT DISTRIBUTION

04 MAR 2004 11:21

Issuer Information:

1. State the full name, address and telephone number of the issuer of the security distributed.

Dynasty Gold Corp.

Name of Issuer

735 - 1489 Marine Drive, West Vancouver, British Columbia, V7T 1B8

Address

604 - 913 - 0613

Telephone Number

2. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

The Issuer is a reporting issuer in British Columbia and Alberta.

Details of Distribution:

3. State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

The distribution date is January 28, 2004.

4. For each security distributed, describe the type of security and state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date.

The Issuer has distributed 3,571,429 units (the "Units") under a short form offering document dated November 20, 2003 at a price of \$0.56 per Unit, with each Unit consisting of one common share of the Issuer and one share purchase warrant (the "Warrants"). Each Warrant is exercisable into one additional common share of the Issuer at a price of \$0.90 per share, up to and including January 28, 2005.

5. Provide details of the distribution by completing the attached schedule.
6. Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Provide a total dollar value of all securities distributed in all jurisdictions. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 7, below.

Each Jurisdiction Where Purchasers Reside	Price Per Security (Canadian \$)	Total Dollar Value Raised from Purchasers in the Jurisdiction (Canadian \$)
British Columbia, Canada	\$0.56	\$1,591,480.24
Japan	\$0.56	\$233,240.00
Alberta, Canada	\$0.56	\$142,240.00
Australia	\$0.56	\$8,400.00
Bahamas	\$0.56	\$5,600.00
Belgium	\$0.56	\$5,600.00
Switzerland	\$0.56	\$5,600.00
Bolivia	\$0.56	\$3,360.00
Spain	\$0.56	\$2,800.00
Mexico	\$0.56	\$840.00
Thailand	\$0.56	\$840.00
TOTAL		\$2,000,000.24

Commissions and Finder's Fees

7. Provide the following information for each person who is being compensated in connection with the distribution(s). When disclosing compensation paid or to be paid, include discounts, commissions or other fees or payments of a similar nature directly related to the distribution. Do not include payments for services incidental to the trade, such as clerical, printing, legal or accounting services.

Full Name and Address of Person Being Compensated	Compensation Paid (in Canadian \$ and, if applicable, number and type of securities)	Exemption Relied on and Date of Distribution (if applicable)	Price per Share (Canadian \$)
Canaccord Capital Corporation P.O. Box 10337 2200 – 609 Granville Street Vancouver, B.C. V7Y 1H2	114,769 Units ⁽¹⁾	Sec. 74(2)(23) ⁽²⁾	\$0.56 (deemed)
	200,000 Shares	Sec. 74(2)(23) ⁽²⁾	\$0.56 (deemed)
	714,286 Options ⁽³⁾	Sec. 74(2)(23) ⁽²⁾	\$0.62 (deemed)
TOTAL	114,769 Units⁽¹⁾ 200,000 Shares 714,286 Options⁽³⁾		

- (1) Each unit is comprised of one common share of the Issuer and one share purchase warrant. Each share purchase warrant is exercisable into one common share of the Issuer, at a price of \$0.90 per share, up to and including January 28, 2005.
- (2) Of the *Securities Act* (British Columbia).
- (3) These options allow for the purchase of up to 714,286 common shares of the Issuer, at a price of \$0.62 per share, up to and including January 28, 2005.

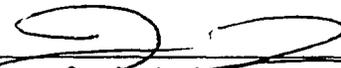
Certificate

On behalf of the issuer, I certify that the statements made in this report and in each schedule to this report are true.

DATED at Vancouver, British Columbia, this 7th day of February, 2004.

Dynasty Gold Corp.
Name of issuer (please print)

Jonathan W. George, President
Print name and position of person signing


Signature of authorized signatory

Schedule

Provide the following information on a separate page attached to this report for each type of security distributed. **The information in this schedule will not be placed on the public file of any securities regulatory authority.**

If the report is being filed for securities distributed on more than one distribution date, add a column to identify the dates the securities were distributed.

In British Columbia, for distributions under the exemptions in Part 4 of Multilateral Instrument 45-103 *Capital Raising Exemptions*, non-reporting issuers must also give the telephone number and e-mail address of the purchaser. If the purchaser has refused to provide this information, the issuer must include a statement to this effect in the report.

Do not include in this table, securities issued as payment of commissions or finder's fees disclosed under item 7 of the form.

Full Name and Residential Address of Purchaser	Number and Type of Securities Purchased	Total Purchase Price (Canadian \$)	Exemption Relied On
Pauline McInnes 7155 Granville Street, Suite 210 Vancouver, B.C. V6P 4X6	10,000 Units	\$5,600.00	BCI 45-509
Robert A. Montgomery P.O. Box CB-13559 Nassau, Bahamas	10,000 Units	\$5,600.00	BCI 45-509
Tracy Arnholtz 4704 41 Avenue SW Calgary, Alberta T3E 1H1	2,000 Units	\$1,120.00	BCI 45-509; ABO 45-507
Sheldon Doskic 11230 Elderberry Way North Saanich, B.C. V8L 5J6	3,000 Units	\$1,680.00	BCI 45-509
Timothy Boyle 1000 - 665 8th Street SW Calgary, Alberta T2P 3K7	10,000 Units	\$5,600.00	BCI 45-509; ABO 45-507
Ronald Pelachuk Box 36, Site 16 RR8 Calgary, Alberta T2J 2T9	10,000 Units	\$5,600.00	BCI 45-509; ABO 45-507
Desmond Gouveia P.O. Box 2338 Stn. M Calgary, Alberta T2P 2M6	3,000 Units	\$1,680.00	BCI 45-509; ABO 45-507

Full Name and Residential Address of Purchaser	Number and Type of Securities Purchased	Total Purchase Price (Canadian \$)	Exemption Relied On
Catherine McCunn 1216 Beverley Boulevard SW Calgary, Alberta T2V 2C5	5,000 Units	\$2,800.00	BCI 45-509; ABO 45-507
H & A Investments 6801 Lowell Court SW Calgary, Alberta T3E 6J1	10,000 Units	\$5,600.00	BCI 45-509; ABO 45-507
Lawrence Smith 4500, 855 2nd Avenue SW Calgary, Alberta T2P 4K7	51,000 Units	\$28,560.00	BCI 45-509; ABO 45-507
Mark Roberts 46 Lake Christina Close SE Calgary, Alberta T2J 2R9	4,000 Units	\$2,240.00	BCI 45-509; ABO 45-507
Brent Arnholtz 4704 41 Avenue SW Calgary, Alberta T3E 1H1	2,000 Units	\$1,120.00	BCI 45-509; ABO 45-507
Hajinder Singh Berar 9600 No. 6 Road Richmond, B.C. V6W 1E4	70,000 Units	\$39,200.00	BCI 45-509
Bev Ahrens 25 - 2401 Mamquam Road Squamish, B.C. V0N 3G0	9,000 Units	\$5,040.00	BCI 45-509
Kerris Edge 212 Davie Street, Apt. 1402 Vancouver, B.C. V6B 5Z4	6,000 Units	\$3,360.00	BCI 45-509
Walter Dahl and/or Alida Dahl 932 Powerhouse Road Abbotsford, B.C. V3G 1T7	16,000 Units	\$8,960.00	BCI 45-509
MGR Installations Ltd. 7488 Salisbury Avenue, Suite 18 Burnaby, B.C. V5E 3A3	5,000 Units	\$2,800.00	BCI 45-509
Arbutus Enterprises Ltd. 9131 Jaskow Gate Richmond, B.C. V7E 5H6	10,000 Units	\$5,600.00	BCI 45-509

Full Name and Residential Address of Purchaser	Number and Type of Securities Purchased	Total Purchase Price (Canadian \$)	Exemption Relied On
Sheila Derbyshire #808 – 804 3 Avenue SW Calgary, Alberta T2P 0G9	5,000 Units	\$2,800.00	BCI 45-509; ABO 45-507
677953 BC Ltd. P.O. Box 49130 3 Bentall Centre 595 Burrard Street, 29th Floor Vancouver, B.C. V7X 1J5	15,000 Units	\$8,400.00	BCI 45-509
Pine Enterprises Ltd. 6546 Beechwood Street Vancouver, B.C. V6P 5T9	5,000 Units	\$2,800.00	BCI 45-509
John Lewis Falkiner P.O. Box 1066 Nakusp, B.C. V0G 1R0	9,000 Units	\$5,040.00	BCI 45-509
L. H. Zogas 7868 Lohn Road Halfmoon Bay, B.C. V0N 1Y0	6,000 Units	\$3,360.00	BCI 45-509
Terry Lee and/or Carol M. Lee RR 3, Stn. Main Lacombe, Alberta T4L 2N3	30,000 Units	\$16,800.00	BCI 45-509; ABO 45-507
Robin Gill 32767 Fourteenth Avenue Mission, B.C. V2V 2N8	4,000 Units	\$2,240.00	BCI 45-509
Tom Ringoir 11 Pineridge Way SW Calgary, Alberta T3Z 3K4	5,000 Units	\$2,800.00	BCI 45-509; ABO 45-507
Godfrey Walton 5463 Cortez Crescent North Vancouver, B.C. V7R 4R1	10,000 Units	\$5,600.00	BCI 45-509
Michael Edwin Schuss 1037 Alderson Avenue Coquitlam, B.C. V3K 1W2	6,000 Units	\$3,360.00	BCI 45-509
Dwayne Yaretz 939 Homer Street, Suite 3302 Vancouver, B.C. V6B 2W6	10,000 Units	\$5,600.00	BCI 45-509

Full Name and Residential Address of Purchaser	Number and Type of Securities Purchased	Total Purchase Price (Canadian \$)	Exemption Relied On
John Morita 145 West 44th Avenue Vancouver, B.C. V5Y 2V3	10,000 Units	\$5,600.00	BCI 45-509
Barry Loveday 1288 Malibu Place Delta, B.C. V4M 3H9	10,000 Units	\$5,600.00	BCI 45-509
Paul Kwong Ming Tam 3935 Union Street Burnaby, B.C. V5C 2W6	10,000 Units	\$5,600.00	BCI 45-509
Alexander Chow 3978 Victoria Drive Vancouver, B.C. V5N 4N1	15,000 Units	\$8,400.00	BCI 45-509
Rachel Siu Man Ma 3935 Union Street Burnaby, B.C. V5C 2W6	70,000 Units	\$39,200.00	BCI 45-509
6156495 Canada Ltd. 999 West Hastings Street Suite 400 Vancouver, B.C. V6C 2W2	20,000 Units	\$11,200.00	BCI 45-509
Christine P. Davison 1608 Barksdale Drive Victoria, B.C. V8N 4Z8	10,000 Units	\$5,600.00	BCI 45-509
Simi Kaur Dhindsa 31859 Gabriola Court Abbotsford, B.C. V2T 5M9	40,000 Units	\$22,400.00	BCI 45-509
Peter Shepherd 2236 134th Street Surrey, B.C. V4A 9T9	2,000 Units	\$1,120.00	BCI 45-509
Bruce David Nolan 1379 Rupert Street Vancouver, B.C. V5K 4L5	10,000 Units	\$5,600.00	BCI 45-509
Wing K. Wong 3031 East 7th Avenue Vancouver, B.C. V5M 1V4	3,000 Units	\$1,680.00	BCI 45-509

Full Name and Residential Address of Purchaser	Number and Type of Securities Purchased	Total Purchase Price (Canadian \$)	Exemption Relied On
Anne M. Wong 3031 East 7th Avenue Vancouver, B.C. V5M 1V4	3,000 Units	\$1,680.00	BCI 45-509
Roberto C. Ibarra Paseo De La Montana 421 Club De Golf Santa Anita Tlajomulco Jalisco Mexico 45051	1,500 Units	\$840.00	BCI 45-509
Kamaljit Dhillon 31054 Polar Avenue Abbotsford, B.C. V4X 1Y8	5,000 Units	\$2,800.00	BCI 45-509
Atsuko Koshman 2768 West 36th Avenue Vancouver, B.C. V6N 2P8	70,000 Units	\$39,200.00	BCI 45-509
Peter Scarth 1645 Taylor Way West Vancouver, B.C. V7S 1N5	10,000 Units	\$5,600.00	BCI 45-509
Jagtar Alamwala 339 Townline Road Abbotsford, B.C. V2T 6C8	10,000 Units	\$5,600.00	BCI 45-509
Mark Bolin 5 - 1855 Creelman Avenue Vancouver, B.C. V6J 1B7	4,000 Units	\$2,240.00	BCI 45-509
Robert W. Lim 2008 Blairview Avenue North Vancouver, B.C. V7H 2N4	20,000 Units	\$11,200.00	BCI 45-509
Donald R. Sheldon 2604 Bellevue Avenue West Vancouver, B.C. V7V 1E4	40,000 Units	\$22,400.00	BCI 45-509
353305 BC Ltd. 11390 Northview Crescent Delta, B.C. V4E 2P7	5,000 Units	\$2,800.00	BCI 45-509
Wendy Whiting Enterprises Inc. 14712 Oxenham Avenue White Rock, B.C. V4B 2H7	2,500 Units	\$1,400.00	BCI 45-509

Full Name and Residential Address of Purchaser	Number and Type of Securities Purchased	Total Purchase Price (Canadian \$)	Exemption Relied On
Luca Riccio 5403 Molina Road North Vancouver, B.C. V7R 4P5	10,000 Units	\$5,600.00	BCI 45-509
John B. Gildersleeve 750 East 9th Street North Vancouver, B.C. V7L 2B9	5,000 Units	\$2,800.00	BCI 45-509
Miyoko R. Wakabayashi 19741 47th Avenue Langley, B.C. V3A 6C3	6,000 Units	\$3,360.00	BCI 45-509
Bob Flasch and/or Kelly Flasch 1428 Parkway Boulevard Apt. 311 Coquitlam, B.C. V3E 3L8	2,000 Units	\$1,120.00	BCI 45-509
Silicon Valley Research Corporation #1402 – 543 Granville Street Vancouver, B.C. V6C 1X8	5,000 Units	\$2,800.00	BCI 45-509
Roshanbai Verjee 1 – 13331 Vulcan Way West Vancouver, B.C. V6V 1K4	10,000 Units	\$5,600.00	BCI 45-509
Mansoorali Verjee 2780 Rosebery Avenue West Vancouver, B.C. V7V 3A2	10,000 Units	\$5,600.00	BCI 45-509
Trevor Hinds 888 Hamilton Street, Apt. 1905 Vancouver, B.C. V6B 5W4	1,500 Units	\$840.00	BCI 45-509
Charles A. Louth 13911 70th Avenue, Apt. 226 Surrey, B.C. V3W 6B4	10,000 Units	\$5,600.00	BCI 45-509
David Stuart and/or Margaret Stuart 11231 Granville Avenue Richmond, B.C. V6Y 1R7	10,000 Units	\$5,600.00	BCI 45-509

Full Name and Residential Address of Purchaser	Number and Type of Securities Purchased	Total Purchase Price (Canadian \$)	Exemption Relied On
Harinder Kalair 13220 Westminster Highway Richmond, B.C. V6V 1A2	5,000 Units	\$2,800.00	BCI 45-509
Brenda Steunenberg 1898 Peardonville Road Abbotsford, B.C. V4X 2M4	5,000 Units	\$2,800.00	BCI 45-509
Trevor Derbyshire 804 3 Avenue SW, Apt. 1303 Calgary, Alberta T2P 0G9	10,000 Units	\$5,600.00	BCI 45-509; ABO 45-507
Matthew Norman 3180 Galloway Gulch Road Nanaimo, B.C. V9R 6W9	70,000 Units	\$39,200.00	BCI 45-509
Eli Financial Corp. 212 - 15350 19A Avenue Surrey, B.C. V4A 9W1	10,000 Units	\$5,600.00	BCI 45-509
Famco Estates Ltd. 916 West Broadway, Apt. 210 Vancouver, B.C. V5Z 1K7	5,000 Units	\$2,800.00	BCI 45-509
Nashtar K. Kalair 13220 Westminster Highway Richmond, B.C. V6V 1A2	5,000 Units	\$2,800.00	BCI 45-509
Cheryl Lynn Jim P.O. Box 33897 Stn. D Vancouver, B.C. V6J 4L6	10,000 Units	\$5,600.00	BCI 45-509
Rob Rapinder S. Sidhu 99 - 36060 Lower Sumas Mountain Road Abbotsford, B.C. V3G 2E9	5,000 Units	\$2,800.00	BCI 45-509
Gary J. Cooper 2349 Bellevue Avenue West Vancouver, B.C. V7V 1C9	5,000 Units	\$2,800.00	BCI 45-509
Robert Connop 4390 Grange Street, Apt. 2404 Burnaby, B.C. V5H 1P6	5,000 Units	\$2,800.00	BCI 45-509

Full Name and Residential Address of Purchaser	Number and Type of Securities Purchased	Total Purchase Price (Canadian \$)	Exemption Relied On
Morris Ergas 1185 West Georgia Street Suite 1520 Vancouver, B.C. V6E 4E6	10,000 Units	\$5,600.00	BCI 45-509
Dean Raven 2122 138th Street Surrey, B.C. V4A 9V6	5,000 Units	\$2,800.00	BCI 45-509
Gary Yee 1585A Brearley Street White Rock, B.C. V4B 3M6	2,500 Units	\$1,400.00	BCI 45-509
Fredrick W. Clarke 33610 Broadway Avenue Mission, B.C. V2V 4M4	5,000 Units	\$2,800.00	BCI 45-509
Darren Cooper 4461 Ranger Avenue North Vancouver, B.C. V7R 3L4	3,000 Units	\$1,680.00	BCI 45-509
James Dawson 625 Howe Street, Suite 860 Vancouver, B.C. V6C 2T6	10,000 Units	\$5,600.00	BCI 45-509
Bill Fletcher 2712 Rainville Road Victoria, B.C. V9B 3N3	3,000 Units	\$1,680.00	BCI 45-509
Rosemary Fletcher 2712 Rainville Road Victoria, B.C. V9B 3N3	5,000 Units	\$2,800.00	BCI 45-509
Gordon Klingbeil 2975 Cape Court Coquitlam, B.C. V3C 3Y8	5,000 Units	\$2,800.00	BCI 45-509
Wayne Robinson 2526 Monte Vista Place Victoria, B.C. V8Z 6Y3	3,500 Units	\$1,960.00	BCI 45-509
Elenore Sawchuk 25376 98 Avenue, RR 3 Maple Ridge, B.C. V2X 8X7	2,000 Units	\$1,120.00	BCI 45-509

Full Name and Residential Address of Purchaser	Number and Type of Securities Purchased	Total Purchase Price (Canadian \$)	Exemption Relied On
Delores Tam 7438 Broadway Burnaby, B.C. V5A 1S4	10,000 Units	\$5,600.00	BCI 45-509
Wilf Wassersleben Box 27187, 1395 Marine Drive West Vancouver, B.C. V7T 2X8	7,000 Units	\$3,920.00	BCI 45-509
Marilyn Wong 63 - 5950 Oakdale Road Burnaby, B.C. V5H 4R5	10,000 Units	\$5,600.00	BCI 45-509
Sandra Louise Derbyshire 3232 Highway 23 North P.O. Box 609 Nakusp, B.C. V0G 1R0	20,000 Units	\$11,200.00	BCI 45-509
Ken Martin 1825 Riverside Drive North Vancouver, B.C. V7H 1V8	16,000 Units	\$8,960.00	BCI 45-509
Byron Aceman 1477 Fountain Way, Suite 216 Vancouver, B.C. V6H 3W9	1,000 Units	\$560.00	BCI 45-509
Mark Hassett 4184 Bowness Avenue Powell River, B.C. V8A 5S8	60,000 Units	\$33,600.00	BCI 45-509
Ron Birch 7071 Jasper Drive Vernon, B.C. V1H 1P2	25,000 Units	\$14,000.00	BCI 45-509
Vince Coletta 1418 Foster Avenue Coquitlam, B.C. V3J 2M9	30,000 Units	\$16,800.00	BCI 45-509
Abadengo Developments Ltd. 23597 40th Avenue Langley, B.C. V2Z 2K1	4,500 Units	\$2,520.00	BCI 45-509
Al Takai 2487 Warrenton Avenue Coquitlam, B.C. V3K 3M4	5,000 Units	\$2,800.00	BCI 45-509

Full Name and Residential Address of Purchaser	Number and Type of Securities Purchased	Total Purchase Price (Canadian \$)	Exemption Relied On
Karen Engelage 941 East 29th Avenue Vancouver, B.C. V5V 2S3	5,000 Units	\$2,800.00	BCI 45-509
Richard J. Mark 704 Wellington Drive North Vancouver, B.C. V7K 1K7	5,000 Units	\$2,800.00	BCI 45-509
Louis Clarke 33610 Broadway Avenue Mission, B.C. V2V 4M4	5,000 Units	\$2,800.00	BCI 45-509
Robert C. Levine 550 West St. James Road North Vancouver, B.C. V7N 2P7	5,000 Units	\$2,800.00	BCI 45-509
George Vereczkey 21245 93rd Avenue Langley, B.C. V1M 1K3	8,000 Units	\$4,480.00	BCI 45-509
Antoinette Bissett 315 East 1st Street, Suite 102 North Vancouver, B.C. V7L 1B8	4,000 Units	\$2,240.00	BCI 45-509
Wentworth Bjarnason P.O. Box 3075, Stn. Main Mission, B.C. V2V 4J3	2,500 Units	\$1,400.00	BCI 45-509
George Wolsey 21017 36th Avenue Langley, B.C. V3A 8N5	7,000 Units	\$3,920.00	BCI 45-509
Angela Gayle Cresswell 6111 Bella Vista Road Vernon, B.C. V1H 1B4	25,000 Units	\$14,000.00	BCI 45-509
Raven Forest Management Ltd. 2122 138th Street Surrey, B.C. V4A 9V6	5,000 Units	\$2,800.00	BCI 45-509
Michael Atterton 1755 West 14th Avenue Apt. 1009 Vancouver, B.C. V6J 2J6	2,000 Units	\$1,120.00	BCI 45-509

Full Name and Residential Address of Purchaser	Number and Type of Securities Purchased	Total Purchase Price (Canadian \$)	Exemption Relied On
Brian T. Lamb 3905 Robin Place Port Coquitlam, B.C. V3B 6R8	25,000 Units	\$14,000.00	BCI 45-509
Barry L. Collins 859 Stayte Road White Rock, B.C. V4B 4Y6	1,000 Units	\$560.00	BCI 45-509
Bayant Dhindsa P.O. Box 8000 – 534 #9 – 32442 Dahlstrom Avenue Abbotsford, B.C. V2T 4Y4	25,000 Units	\$14,000.00	BCI 45-509
Stanley Adam Wirth 11336 133A Street Surrey, B.C. V3R 2Y9	5,000 Units	\$2,800.00	BCI 45-509
Oceanwest Landscaping Ltd. 182 Elizabeth Street Okotoks, Alberta T1S 1K4	5,000 Units	\$2,800.00	BCI 45-509; ABO 45-507
Tony Guzzo 623 Calvin Court Burnaby, B.C. V5A 3Y8	10,000 Units	\$5,600.00	BCI 45-509
Cervaro Inv. Ltd. 885 Everett Crescent Burnaby, B.C. V5A 2N3	30,000 Units	\$16,800.00	BCI 45-509
Mike M. Morishita 10034 216th Street Langley, B.C. V1M 3J3	5,000 Units	\$2,800.00	BCI 45-509
Daniel B. Evans 4828 Meadfeild Close West Vancouver, B.C. V7W 3H4	5,000 Units	\$2,800.00	BCI 45-509
Chriscar Investments Ltd. 3137 St. John's Street Port Moody, B.C. V3H 2C8	30,000 Units	\$16,800.00	BCI 45-509
Deana Centanni 7321 Halifax Street, Apt. 503 Burnaby, B.C. V5A 4R5	10,000 Units	\$5,600.00	BCI 45-509

Full Name and Residential Address of Purchaser	Number and Type of Securities Purchased	Total Purchase Price (Canadian \$)	Exemption Relied On
Rob A. Richichi P.O. Box 702 Nelson, B.C. V1L 5R5	10,000 Units	\$5,600.00	BCI 45-509
Claymore Holdings Ltd. 11585 238A Street Maple Ridge, B.C. V2W 2A9	5,000 Units	\$2,800.00	BCI 45-509
Bryce Ferguson 2360 Kings Avenue West Vancouver, B.C. V7V 2C4	5,000 Units	\$2,800.00	BCI 45-509
Rigel Wong 2421 East 53rd Avenue Vancouver, B.C. V5S 1V7	5,000 Units	\$2,800.00	BCI 45-509
Lucia De Souza and/or Patrick De Souza 7312 11th Avenue Burnaby, B.C. V3N 2M8	3,000 Units	\$1,680.00	BCI 45-509
Perry Conlin 8851 Lansdowne Road Suite 1402 Richmond, B.C. V6X 3X7	6,500 Units	\$3,640.00	BCI 45-509
Hossein Pejman 1029 Millstream Road West Vancouver, B.C. V7S 2C6	7,929 Units	\$4,440.24	BCI 45-509
Cana Rentals (1985) Limited P.O. Box 18039 Vancouver, B.C. V6M 4L3	10,000 Units	\$5,600.00	BCI 45-509
Ron Will 10 - 4740 221 Street Langley, B.C. V2Z 1L8	2,000 Units	\$1,120.00	BCI 45-509
Robert Stevens 5007 57th Street Delta, B.C. V4K 3E7	5,000 Units	\$2,800.00	BCI 45-509

Full Name and Residential Address of Purchaser	Number and Type of Securities Purchased	Total Purchase Price (Canadian \$)	Exemption Relied On
Bradford Cooke 850 West Hastings Street Suite 800 Vancouver, B.C. V6C 1E1	25,000 Units	\$14,000.00	BCI 45-509
Andrew Bowering 6570 Burlington Avenue Suite 102 Burnaby, B.C. V5H 3M7	10,000 Units	\$5,600.00	BCI 45-509
Michael Bennett Calle 5 Oeste Pasillo 2 #8 Equipetrol Casilla 4869 Santa Cruz Bolivia	6,000 Units	\$3,360.00	BCI 45-509
Robert Heffel 1030 Duchess Avenue West Vancouver, B.C. V7T 1G9	10,000 Units	\$5,600.00	BCI 45-509
Palkowski & Company Law Corp. 938 Howe Street, Suite 703 Vancouver, B.C. V6Z 1N9	5,000 Units	\$2,800.00	BCI 45-509
United Corporate Advisers Ltd. 475 Howe Street, Suite 206 Vancouver, B.C. V6C 2B3	70,000 Units	\$39,200.00	BCI 45-509
Wendy J. Addison 1141 West 33rd Avenue Vancouver, B.C. V6M 1A3	5,000 Units	\$2,800.00	BCI 45-509
Jonston Banner 1445 Clyde Avenue West Vancouver, B.C. V7T 1E9	3,000 Units	\$1,680.00	BCI 45-509
Beyond Beachwear Ltd. 1804 Grand Boulevard North Vancouver, B.C. V7L 3Y6	6,000 Units	\$3,360.00	BCI 45-509
Georgina Bresolin 3939 Hastings Street, Apt. 409 Burnaby, B.C. V5C 2H8	8,000 Units	\$4,480.00	BCI 45-509

Full Name and Residential Address of Purchaser	Number and Type of Securities Purchased	Total Purchase Price (Canadian \$)	Exemption Relied On
Michael J. Burian 4003 Ruby Avenue North Vancouver, B.C. V7R 4B3	3,000 Units	\$1,680.00	BCI 45-509
Chris Cooper 4122 Burkehill Road West Vancouver, B.C. V7V 3M4	3,000 Units	\$1,680.00	BCI 45-509
Suzanne K. Pow 2405 Marine Drive West Vancouver, B.C. V7V 1L3	25,000 Units	\$14,000.00	BCI 45-509
Pilar Izzard 2010 Russet Way West Vancouver, B.C. V7V 3B4	70,000 Units	\$39,200.00	BCI 45-509
Robbin S. Edwards Box 708 108 Mile Ranch, B.C. V0K 2Z0	4,000 Units	\$2,240.00	BCI 45-509
Sandra Mitsue Elliott-Ergas 840 Younette Drive West Vancouver, B.C. V7T 1S9	5,000 Units	\$2,800.00	BCI 45-509
Marcos Ergas 1185 West Georgia Street Suite 1520 Vancouver, B.C. V6E 4E6	10,000 Units	\$5,600.00	BCI 45-509
Morris Ergas 1185 West Georgia Street Suite 1520 Vancouver, B.C. V6E 4E6	20,000 Units	\$11,200.00	BCI 45-509
Lori Ergas 3930 West 32nd Avenue Vancouver, B.C. V6S 1Z3	5,000 Units	\$2,800.00	BCI 45-509
Alfonso E. Ergas 1185 West Georgia Street Suite 1520 Vancouver, B.C. V6E 4E6	10,000 Units	\$5,600.00	BCI 45-509

Full Name and Residential Address of Purchaser	Number and Type of Securities Purchased	Total Purchase Price (Canadian \$)	Exemption Relied On
Brian B. Fowles 1199 Silverwood Crescent North Vancouver, B.C. V7P 1J2	10,000 Units	\$5,600.00	BCI 45-509
Gardine Investments Inc. 2888 204th Street Langley, B.C. V3A 4P5	5,000 Units	\$2,800.00	BCI 45-509
Allan Grandy 3325 Rosalie Court Coquitlam, B.C. V3E 2Z8	16,000 Units	\$8,960.00	BCI 45-509
Anna Jarowicz 3648 Bamfield Drive Richmond, B.C. V6X 3B5	13,000 Units	\$7,280.00	BCI 45-509
Richard Jordens 2215 169th Street Surrey, B.C. V3S 9Z3	5,000 Units	\$2,800.00	BCI 45-509
Wayne Karpiuk 1744 156A Street White Rock, B.C. V4A 4M1	57,500 Units	\$32,200.00	BCI 45-509
Deborah L. Kennedy 5646 Covey Place North Vancouver, B.C. V7R 4T8	25,000 Units	\$14,000.00	BCI 45-509
Karen Kurucz 7100 Gold River Highway Campbell River, B.C. V9H 1P1	5,000 Units	\$2,800.00	BCI 45-509
Joseph Kwan 1197 Handsworth Road North Vancouver, B.C. V7R 2A9	5,000 Units	\$2,800.00	BCI 45-509
Lenda Chui Fong Lee-Bertin 7919 Willard Street Burnaby, B.C. V3N 2W8	8,000 Units	\$4,480.00	BCI 45-509
Brian Main 30 - 1251 Lasalle Place Coquitlam, B.C. V3B 7C7	4,000 Units	\$2,240.00	BCI 45-509

Full Name and Residential Address of Purchaser	Number and Type of Securities Purchased	Total Purchase Price (Canadian \$)	Exemption Relied On
Maritime Operations International Inc. 2465 Beta Avenue, Suite 118 Burnaby, B.C. V5C 5N1	3,000 Units	\$1,680.00	BCI 45-509
Rafael Merchante C/Galera 4, 2 Izda Madrid, Spain 28042	5,000 Units	\$2,800.00	BCI 45-509
Vijay Misri 601 Hawstead Place West Vancouver, B.C. V7S 1T8	7,000 Units	\$3,920.00	BCI 45-509
Riz Misleng 3970 William Street Burnaby, B.C. V5C 3J3	4,000 Units	\$2,240.00	BCI 45-509
Scott Moe 3088 Francis Road, Suite 95 Richmond, B.C. V7C 5V9	5,000 Units	\$2,800.00	BCI 45-509
Michael McCullagh 4514 248th Street Aldergrove, B.C. V0X 1A0	5,000 Units	\$2,800.00	BCI 45-509
William McCullagh 4514 248th Street Aldergrove, B.C. V4W 1B6	5,000 Units	\$2,800.00	BCI 45-509
Julie L. McNeney 3307 Trutch Street Vancouver, B.C. V6L 2T3	3,000 Units	\$1,680.00	BCI 45-509
Eliseo Palitti 11887 Gilmour Crescent Delta, B.C. V4C 1L2	4,000 Units	\$2,240.00	BCI 45-509
Paradise Orchards America P.O. Box 8000-534 Abbotsford, B.C. V2S 6H1	70,000 Units	\$39,200.00	BCI 45-509
Warren K. Pow 1029 Calverhall Street North Vancouver, B.C. V7L 1Y4	25,000 Units	\$14,000.00	BCI 45-509

Full Name and Residential Address of Purchaser	Number and Type of Securities Purchased	Total Purchase Price (Canadian \$)	Exemption Relied On
Larry W. Reaugh 15782 Marine Drive, Suite 2A White Rock, B.C. V4B 1E6	20,000 Units	\$11,200.00	BCI 45-509
Margaret Reibin 744 Austin Avenue Coquitlam, B.C. V3K 3M1	1,000 Units	\$560.00	BCI 45-509
David Richardson 4985 Keith Road West Vancouver, B.C. V7W 2M9	3,000 Units	\$1,680.00	BCI 45-509
Diane Rochfort 792 Southborough Drive West Vancouver, B.C. V7S 1N2	10,000 Units	\$5,600.00	BCI 45-509
Donald C. Rogers 596 Clearwater Way Coquitlam, B.C. V3C 5W4	5,000 Units	\$2,800.00	BCI 45-509
Lorraine A. Sanderson 195 West 22nd Avenue Vancouver, B.C. V5Y 2G2	3,000 Units	\$1,680.00	BCI 45-509
Erin P. Mulhern 1228 Marinaside Crescent Suite 105 Vancouver B.C. V6Z 2W4	10,000 Units	\$5,600.00	BCI 45-509
Kamaljit Sidhu 14578 South 33B Avenue Surrey, B.C. V4P 3M9	8,000 Units	\$4,480.00	BCI 45-509
Wayne Tkachuk 10135 Saskatchewan Drive NW Suite 1702 Edmonton, Alberta T6E 4Y9	7,000 Units	\$3,920.00	BCI 45-509; ABO 45-507
Michael A. Tu 1869 Spyglass Place, Suite 413 Vancouver, B.C. V5Z 4K7	3,000 Units	\$1,680.00	BCI 45-509; ABO 45-507

Full Name and Residential Address of Purchaser	Number and Type of Securities Purchased	Total Purchase Price (Canadian \$)	Exemption Relied On
Fred Whittaker 3151 Woodbine Drive Suite 103 North Vancouver, B.C. V7R 2S4	70,000 Units	\$39,200.00	BCI 45-509
Marion C. Wilson 230 West 15th Street, Suite 26 North Vancouver, B.C. V7M 1S2	2,000 Units	\$1,120.00	BCI 45-509
Lourdes Langer 128 West 8th Street, Apt. 106 North Vancouver, B.C. V7M 3M1	12,000 Units	\$6,720.00	BCI 45-509
Zdzislaw Jarowicz 3648 Bamfield Drive Richmond, B.C. V6X 3B5	1,000 Units	\$560.00	BCI 45-509
Ernie G. Wittmann 24 Ochwe Street Kitimat, B.C. V8C 2A6	5,000 Units	\$2,800.00	BCI 45-509
Jagroop Singh Sidhu 7338 Main Street Vancouver, B.C. V5X 3J5	40,000 Units	\$22,400.00	BCI 45-509
Ron Young 3279 Cordova Bay Nanaimo, B.C. V9T 5X1	3,000 Units	\$1,680.00	BCI 45-509
James H. Zogas 503 - 1480 Duchess Avenue West Vancouver, B.C. V7T 2W2	16,000 Units	\$8,960.00	BCI 45-509
Anna D'Avignon 968 Beaconsfield Road North Vancouver, B.C. V7R 1T2	4,000 Units	\$2,240.00	BCI 45-509
Patricia Rowe Investments Site 36 Comp 2 RR1 Okanagan Falls, B.C. V0H 1R0	5,000 Units	\$2,800.00	BCI 45-509
Chrisden Holdings Ltd. 4461 Ranger Avenue North Vancouver, B.C. V7R 3L4	6,000 Units	\$3,360.00	BCI 45-509

Full Name and Residential Address of Purchaser	Number and Type of Securities Purchased	Total Purchase Price (Canadian \$)	Exemption Relied On
Noriaki Takahashi 2-18-10 Mukaiyama Taihakuku Sendai Miyagin 980 Japan	13,000 Units	\$7,280.00	BCI 45-509
Columbus Meat Market Ltd. 1645 Renfrew Street Vancouver, B.C. V5P 4C9	14,000 Units	\$7,840.00	BCI 45-509
William J. Rowe Site 36 Comp 2 RR1 Okanagan Falls, B.C. V0H 1R0	5,000 Units	\$2,800.00	BCI 45-509
Tadaki Ueno 8-14-2 Moroguthi Tsurumi-Ku Osaka Japan 538-0051	30,000 Units	\$16,800.00	BCI 45-509
Hiroshi Kano Shinzaike 2-7-3 Himeji Hyogo 67-00095 Tsurumi-Ku Osaka Japan	60,000 Units	\$33,600.00	BCI 45-509
Osamu Nagaya #103 Kyoin-Jutaku 6-16 Hiromi Kanishi Gifu 509-0214	30,000 Units	\$16,800.00	BCI 45-509
Shinji Nagaba 4146 Kuzuzuka Toyosaka Niigata 950-3321 Japan	500 Units	\$280.00	BCI 45-509
Hazime Miyakoshi 6-18-12 Funakoshi Aki-Ku Hiroshima 736-0081 Japan	18,000 Units	\$10,080.00	BCI 45-509
Gordon Stuart McNish 3995 Bayridge Avenue West Vancouver, B.C. V7V 3J6	6,000 Units	\$3,360.00	BCI 45-509
Keiichi Hashimoto 560-22 Kubuki Omura Fukuoka 837-0915 Japan	7,000 Units	\$3,920.00	BCI 45-509
Kazuyuki Hasegawa 3-34-3-203, Yoyogi Shibuya-Ku Tokyo 151 0053 Japan	14,000 Units	\$7,840.00	BCI 45-509

Full Name and Residential Address of Purchaser	Number and Type of Securities Purchased	Total Purchase Price (Canadian \$)	Exemption Relied On
John Gold 26/4 Soi Bangwat Mu1 Kamala Kathu Phuket 83120 Thailand	1,500 Units	\$840.00	BCI 45-509
Shinjiro Yamamoto and/or Yuichi Yamamoto 3-29-5 Nishidai Itabashi-Ku Tokyo Japan 175-0045	35,000 Units	\$19,600.00	BCI 45-509
Thomas A. Derbyshire 3232 Highway 23 North P.O. Box 609 Nakusp, B.C. V0G 1R0	40,000 Units	\$22,400.00	BCI 45-509
Chikashi Nakamura 4-4-2-24 Hachimandai 4 Choume Arao Kumamoto 864 0154 Japan	50,000 Units	\$28,000.00	BCI 45-509
Etaine L. Mraz 897 Smith Avenue Coquitlam, B.C. V3J 2X4	4,000 Units	\$2,240.00	BCI 45-509
Yasuo Suzuki Negisidai 7-48-82-102 Asaka Saitama 351-0005 Japan	40,000 Units	\$22,400.00	BCI 45-509
Hiromoto Okura 1-15-18 Iguchi Mitaka-Shi Tokyo 181-0011 Japan	25,000 Units	\$14,000.00	BCI 45-509
Mitsuya Miyagi Asato 3-1-6 Naha Okinawa 902-0067 Japan	17,000 Units	\$9,520.00	BCI 45-509
Crichy W. K. Clarke 10700 Buttermere Drive Richmond, B.C. V7A 4T8	5,000 Units	\$2,800.00	BCI 45-509
Shinji Yamada 4-14-10-201 Shimokodanaka Nakahara Kawasaki Kanagawa 211-0041 Japan	7,000 Units	\$3,920.00	BCI 45-509

Full Name and Residential Address of Purchaser	Number and Type of Securities Purchased	Total Purchase Price (Canadian \$)	Exemption Relied On
Jean-Piere Daem 10548 Sumac Place Surrey, B.C. V4N 1Y4	5,000 Units	\$2,800.00	BCI 45-509
Sylvie Fleurette Bourget 70 Ashwood Drive Port Moody, B.C. V3H 5H2	25,000 Units	\$14,000.00	BCI 45-509
Russel O. White 3750 Edgemont Boulevard Suite 50 North Vancouver, B.C. V7R 2P8	6,000 Units	\$3,360.00	BCI 45-509
Jennie Frizzo 2334 Haywood Avenue West Vancouver, B.C. V7V 1X7	6,000 Units	\$3,360.00	BCI 45-509
Gail C. Jewsbury Box 339 Stn. Main Cassidy, B.C. V0R 1H0	3,000 Units	\$1,680.00	BCI 45-509
Suimed Holdings Corporation Box 93-6 Cunningham Road Thetis Island, B.C. V0R 2Y0	6,000 Units	\$3,360.00	BCI 45-509
Adrienne S. Gear 5092 Walden Street Vancouver, B.C. V5W 2V7	3,000 Units	\$1,680.00	BCI 45-509
Vince Masi 2729 East 3rd Avenue Vancouver, B.C. V5M 3H8	3,000 Units	\$1,680.00	BCI 45-509
Lance F. Stiles 2810 Hoskins Road North Vancouver, B.C. V7J 3A7	3,000 Units	\$1,680.00	BCI 45-509
Roy J. Kobayashi 3445 Gardner Court Burnaby, B.C. V5G 3K7	10,000 Units	\$5,600.00	BCI 45-509
Judith A. Hart 1555 Fir Street White Rock, B.C. V4B 4B6	5,000 Units	\$2,800.00	BCI 45-509

Full Name and Residential Address of Purchaser	Number and Type of Securities Purchased	Total Purchase Price (Canadian \$)	Exemption Relied On
Robert James Renwick 8425 Gillnet Place Vancouver, B.C. V6P 6P7	5,000 Units	\$2,800.00	BCI 45-509
Alberto S. Obregon 1077 Spar Drive Coquitlam, B.C. V3H 3H2	4,000 Units	\$2,240.00	BCI 45-509
Giancarlo D. Masi 2907 Tatla Place Coquitlam, B.C. V3C 4W8	3,000 Units	\$1,680.00	BCI 45-509
Takeshi Nakauchi 220 Hayashi Oaza Gose Nara 639 2333 Japan	70,000 Units	\$39,200.00	BCI 45-509
Valerie L. Watson 1260 West Cordova Street Vancouver, B.C. V6C 3R4	5,000 Units	\$2,800.00	BCI 45-509
Brian Thom 615 West 23rd Street North Vancouver, B.C. V7M 1C2	3,000 Units	\$1,680.00	BCI 45-509
Charlotte Cool 5603 Capilano Crescent Edmonton, Alberta T6A 3R6	10,000 Units	\$5,600.00	BCI 45-509; ABO 45-507
Vera Herrmann 8643 112th Street Delta, B.C. V4C 4X2	2,500 Units	\$1,400.00	BCI 45-509
Dianne Rae Nelson 10138 136A Street, Suite 207 Surrey, B.C. V3T 4T2	10,000 Units	\$5,600.00	BCI 45-509
Daphne A. Killas 4444 Stone Crescent West Vancouver, B.C. V7W 1B7	10,000 Units	\$5,600.00	BCI 45-509
S & P Club 3240 Mount Lehman Road Suite 201 Abbotsford, B.C. V4X 2M9	1,000 Units	\$560.00	BCI 45-509

Full Name and Residential Address of Purchaser	Number and Type of Securities Purchased	Total Purchase Price (Canadian \$)	Exemption Relied On
Murray J. Gavel 408 - 2030 Barclay Street Vancouver, B.C. V6G 1L5	25,000 Units	\$14,000.00	BCI 45-509
John A. Roozendaal 4329 Oak Street Vancouver, B.C. V6H 2N3	5,000 Units	\$2,800.00	BCI 45-509
West Oak Capital Group Inc. 400 Burrard Street, Suite 1400 Vancouver, B.C. V6C 3G2	10,000 Units	\$5,600.00	BCI 45-509
Jerry D. Bradley 1857 West 4th Avenue Vancouver, B.C. V6J 1M4	10,000 Units	\$5,600.00	BCI 45-509
William E. Lea Box 210 Stn. Ganges Salt Spring Island, B.C. V8K 2V9	30,000 Units	\$16,800.00	BCI 45-509
Marilyn C. Lea Box 210 Stn. Ganges Salt Spring Island, B.C. V8K 2V9	30,000 Units	\$16,800.00	BCI 45-509
John Freeman 1063 Robertson Boulevard Parksville, B.C. V9P 2N9	18,000 Units	\$10,080.00	BCI 45-509
Cynthia L. Klautt 77 Huget Crescent Red Deer, Alberta T4N 6N3	35,000 Units	\$19,600.00	BCI 45-509; ABO 45-507
Judy M. O'Toole 2770 East 3rd Avenue Vancouver, B.C. V5M 1H4	14,000 Units	\$7,840.00	BCI 45-509
Chinanose Enterprises Inc. 2825 Alder Street, Suite 101 Vancouver, B.C. V6H 2S6	5,000 Units	\$2,800.00	BCI 45-509
Tracy E. Liberty 2336 East Georgia Street Vancouver, B.C. V5L 2C2	7,000 Units	\$3,920.00	BCI 45-509

Full Name and Residential Address of Purchaser	Number and Type of Securities Purchased	Total Purchase Price (Canadian \$)	Exemption Relied On
H. O. S. Enterprises Ltd. 3032 East 28th Avenue Vancouver, B.C. V5R 1S5	10,000 Units	\$5,600.00	BCI 45-509
William T. Stuckey 2848 West 42nd Avenue Vancouver, B.C. V6N 3G6	8,000 Units	\$4,480.00	BCI 45-509
Luke L. Von Maldeghem 1501 Howe Street, Suite #10 Vancouver, B.C. V6Z 2P8	20,000 Units	\$11,200.00	BCI 45-509
Graeme W. Rowland 119 Rue Franklin Brussels, Belgium B-1000	10,000 Units	\$5,600.00	BCI 45-509
Paul E. Bruun 12191 Hammersmith Way Suite 21 Richmond, B.C. V7A 5H2	10,000 Units	\$5,600.00	BCI 45-509
Geraldine C. Jones 3125 Roycroft Court Burnaby, B.C. V5A 3X9	6,000 Units	\$3,360.00	BCI 45-509
Ron Langevin P.O. Box 467 Montrose, B.C. V0G 1P0	1,000 Units	\$560.00	BCI 45-509
Giovanni G. Trivella Letzigraben 89 CH-8040 Zurich, Switzerland	10,000 Units	\$5,600.00	BCI 45-509
John J. LeBlanc 14761 Vine Avenue White Rock, B.C. V4B 2T2	15,000 Units	\$8,400.00	BCI 45-509
Munday Maxwell & Gaylene Association #206 - 4400 Dominion Street Burnaby, B.C. V5G 4G3	50,500 Units	\$28,280.00	BCI 45-509
James K. Chin 632 West 54th Avenue Vancouver, B.C. V6P 1M2	35,000 Units	\$19,600.00	BCI 45-509

Full Name and Residential Address of Purchaser	Number and Type of Securities Purchased	Total Purchase Price (Canadian \$)	Exemption Relied On
John Henderson 108 – 5475 Vine Street Vancouver, B.C. V6M 3Z7	8,000 Units	\$4,480.00	BCI 45-509
Tracey M. Renyard 46 East 42nd Avenue Vancouver, B.C. V5W 1S3	7,000 Units	\$3,920.00	BCI 45-509
James S. Hardy 10539 133 Street NW Edmonton, Alberta TSN 2A4	20,000 Units	\$11,200.00	BCI 45-509; ABO 45-507
Joyce H. Adam 1859 Spyglass Place, Suite 413 Vancouver, B.C. V5Z 4K6	30,000 Units	\$16,800.00	BCI 45-509
Bruce J. Winch 1755 Robson Street, Suite 400 Vancouver, B.C. V6G 3B7	10,000 Units	\$5,600.00	BCI 45-509
Marcus N. Foster 4998 Angus Drive Vancouver, B.C. V6M 3M5	5,000 Units	\$2,800.00	BCI 45-509
Denise J. Foster 4998 Angus Drive Vancouver, B.C. V6M 3M5	5,000 Units	\$2,800.00	BCI 45-509
Paul M. Kindel 171 Huth Avenue Penticton, B.C. V2A 2Z7	5,000 Units	\$2,800.00	BCI 45-509
Robin S. Tolbert 233 East 6th Street, Apt. 8 North Vancouver, B.C. V7L 1P4	2,000 Units	\$1,120.00	BCI 45-509
Jewel Kyo 2225 Nanaimo Street Vancouver, B.C. V5N 5E1	6,000 Units	\$3,360.00	BCI 45-509
Jonathan W. George 1489 Marine Drive, Suite 735 West Vancouver, B.C. V7T 1B8	70,000 Units	\$39,200.00	BCI 45-509

Full Name and Residential Address of Purchaser	Number and Type of Securities Purchased	Total Purchase Price (Canadian \$)	Exemption Relied On
Lonsdale Capital Corporation 1549 Marine Drive, Suite 305 West Vancouver, B.C. V7V 1H9	10,000 Units	\$5,600.00	BCI 45-509
Marija Ilic 13898 Malabar Avenue White Rock, B.C. V4B 2X9	10,000 Units	\$5,600.00	BCI 45-509
Brad Fretz 380 MacBeth Crescent West Vancouver, B.C. V7T 1V7	6,000 Units	\$3,360.00	BCI 45-509
Eric Chee-Hang Wong 7651 Granville Street Vancouver, B.C. V6P 4Y8	10,000 Units	\$5,600.00	BCI 45-509
Grant Alsop 1408 North Strathmore Mews Suite 220 Vancouver, B.C. V6Z 3A9	27,000 Units	\$15,120.00	BCI 45-509
Carlos Alfonso Casas 1053 Old Lillooet Road North Vancouver, B.C. V7J 3H6	3,500 Units	\$1,960.00	BCI 45-509
Kathryn Willcock 335 MacBeth Crescent North Vancouver, B.C. V7T 1V8	4,000 Units	\$2,240.00	BCI 45-509
Marc Boileau 2609 Westview Drive, Suite 400 North Vancouver, B.C. V7N 4M2	6,000 Units	\$3,360.00	BCI 45-509
Sean T. O'Toole 8728 167th Street Surrey, B.C. V4N 5B2	6,000 Units	\$3,360.00	BCI 45-509
Sydney Bass 6854 Livingstone Drive SW Calgary, Alberta T3E 6J5	30,000 Units	\$16,800.00	BCI 45-509; ABO 45-507

Full Name and Residential Address of Purchaser	Number and Type of Securities Purchased	Total Purchase Price (Canadian \$)	Exemption Relied On
Sean Hurd 2028 West 11th Avenue Apt. 101 Vancouver, B.C. V6J 2C9	11,500 Units	\$6,440.00	BCI 45-509; ABO 45-507
W. Warne Tyler 9209 Truman Road Halfmoon Bay, B.C. V0N 1Y2	10,000 Units	\$5,600.00	BCI 45-509
Altazari Investment Trust 7 Densham Road Armadale, Victoria Australia 3143	15,000 Units	\$8,400.00	BCI 45-509
TOTAL	3,571,429 Units	\$2,000,000.24	

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Instruction:

1. File this report and the applicable fee with the securities regulatory authority in each jurisdiction in which the issuer has distributed securities on or before the 10th day after the distribution of the security.
2. If distributions have not occurred within 10 days of each other, separate reports must be filed.
3. In order to determine the fee payable, consult the securities legislation of each jurisdiction. In some jurisdictions, the fee is calculated as a percentage of the proceeds realized by the issuer from, or total dollar value of, the securities distributed in that jurisdiction, as set out in item 5 of this report.

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 for the purposes of the administration and enforcement of the securities legislation. Freedom of information legislation in certain jurisdictions may require the securities regulatory authority to make this information available if requested. As a result, the public may be able to obtain access to the information.

If you have any questions about the collection and use of this information, contact the securities regulatory authorities in the jurisdictions where the form is filed, at the address(es) set out below.

Alberta Securities Commission
4th Floor, 300 – 5th Avenue SW
Calgary, Alberta T2P 3C4
Telephone: (403) 297-6454
Facsimile: (403) 297-6156

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
Telephone: (604) 899-6854
Toll free in British Columbia and
Alberta 1-800-373-6393
Facsimile: (604) 899-6506

The Manitoba Securities Commission

1130 – 405 Broadway Avenue
Winnipeg, Manitoba R3C 3L6
Telephone: (204) 945-2548
Facsimile: (204) 945-0330

Securities Commission of Newfoundland

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

Government of the Northwest Territories

Department of Justice
Securities Registry
1st Floor, Stuart M. Hodgson Building
5009 – 49th Street
Yellowknife, Northwest Territories X1A 2L9
Telephone: (867) 920-3318
Facsimile: (867) 873-0243

Nova Scotia Securities Commission

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

Government of Nunavut

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

Prince Edward Island Securities Office

95 Rochford Street, P.O. Box 2000
Charlottetown, Prince Edward Island C1A 7N8
Telephone: (902) 368-4569
Facsimile: (902) 368-5283

**Saskatchewan Financial Services
Commission**

6th Floor, 1919 Saskatchewan Drive
Regina, Saskatchewan S4P 3V7
Telephone: (306) 787-5879
Facsimile: (306) 787-5899

DYNASTY GOLD CORP.

735 - 1489 MARINE DRIVE
WEST VANCOUVER, B.C. V7T 1B8

February 5, 2004
NEWS RELEASE
TRADING SYMBOL DYG.V
SEC 12g3-2(b) #82-1756
www.dynastygoldcorp.com

The Company is pleased to announce the appointment of Mr. Brian McEwen, P.Geol., to the position of Vice President of Exploration.

Mr. McEwen has more than 20 years of mineral exploration and production experience including project management, economic evaluation and mine planning for various mining concerns throughout the world, and recently was manager of mineral projects for Norwest Corporation.

Prior to that, Mr. McEwen consulted for MRDI as their Manager of Geology for Latin America, and was involved in numerous deposit evaluations including the Spence deposit (BHP Billiton), the Lomas Bayas deposit (Falconbridge), and the Quebrada Blanca deposit (Teck/Cominco).

Mr. McEwen will be in charge of all aspects of exploration and development of the Company's Xinjiang project located in northwest China. The Xinjiang project covers an area of approximately 2,500 sq km. located in one of the world's most prolific mineralized belts, and is the subject of a Sino Joint Venture between Terrawest Minerals Inc. ("Terrawest") and Xinjiang Nonferrous Metals Corp. The Company recently completed the purchase of 100% of Terrawest.

Additionally, the Company announces that it has granted incentive stock options to purchase 500,000 shares of the Company at an exercise price of \$0.75 for a term of five years, subject to approval by disinterested shareholders at the Company's next general meeting of an amendment to the Company's Stock Option Plan (the "Plan") to increase the number of shares reserved under the Plan. The proposed amendment will be subject to the approval of the TSX Venture Exchange.

ON BEHALF OF THE BOARD OF
DYNASTY GOLD CORP.

"Jonathan George"

Jonathan George, President

This press release contains certain "forward-looking statements" that involve a number of risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.

82-1756.

MATERIAL CHANGE REPORT

BC FORM 53-901F

Under Section 85(1) of the British Columbia Securities Act

FORM 27

Under Section 118(1) of the Alberta Securities Act

04 MAR 30 PM 7:21

1. Reporting Issuer

Dynasty Gold Corp. (the "Company")
735 - 1489 Marine Drive
West Vancouver, B.C. V7T 1B8

Telephone: 604 913-0613

2. Date of Material Change

February 5, 2004

3. Press Release

A news release was issued on February 5, 2004, and disseminated through the facilities of Canada Stockwatch and Market News.

4. Summary of Material Change(s)

The Company is pleased to announce the appointment of Mr. Brian McEwen, P.Geol., to the position of Vice President of Exploration.

The Company also announces that it has granted incentive stock options to purchase 500,000 shares of the Company at an exercise price of \$0.75 for a term of five years, subject to approval by disinterested shareholders at the Company's next general meeting of an amendment to the Company's Stock Option Plan (the "Plan") to increase the number of shares reserved under the Plan. The proposed amendment will also be subject to the approval of the TSX Venture Exchange.

5. Full Description of Material Change(s)

See attached news release.

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

Not Applicable

7. Omitted Information

Not Applicable

8. Senior Officer

Jonathan George
Telephone: 604 913-0613

9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 9th day of February, 2004.

DYNASTY GOLD CORP.

Per:

“Jonathan George”

Jonathan George, President

DYNASTY GOLD CORP.

735 – 1489 MARINE DRIVE
WEST VANCOUVER, B.C. V7T 1B8

February 5, 2004
NEWS RELEASE
TRADING SYMBOL DYG.V
SEC 12g3-2(b) #82-1756
www.dynastygoldcorp.com

The Company is pleased to announce the appointment of Mr. Brian McEwen, P.Geol., to the position of Vice President of Exploration.

Mr. McEwen has more than 20 years of mineral exploration and production experience including project management, economic evaluation and mine planning for various mining concerns throughout the world, and recently was manager of mineral projects for Norwest Corporation.

Prior to that, Mr. McEwen consulted for MRDI as their Manager of Geology for Latin America, and was involved in numerous deposit evaluations including the Spence deposit (BHP Billiton), the Lomas Bayas deposit (Falconbridge), and the Quebrada Blanca deposit (Teck/Cominco).

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Additionally, the Company announces that it has granted incentive stock options to purchase 500,000 shares of the Company at an exercise price of \$0.75 for a term of five years, subject to approval by disinterested shareholders at the Company's next general meeting of an amendment to the Company's Stock Option Plan (the "Plan") to increase the number of shares reserved under the Plan. The proposed amendment will be subject to the approval of the TSX Venture Exchange.

**ON BEHALF OF THE BOARD OF
DYNASTY GOLD CORP.**

"Jonathan George"

Jonathan George, President

This press release contains certain "forward-looking statements" that involve a number of risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.

FORM 45-102F2

**CERTIFICATE UNDER SUBSECTION 2.7(2) OR (3) OF
MULTILATERAL INSTRUMENT 45-102 *RESALE OF SECURITIES***

Dynasty Gold Corp. has distributed securities under a provision listed in Appendix D or E to Multilateral Instrument 45-102 or a provision of securities legislation that specifies that the first trade of the securities is subject to section 2.5 or 2.6 of Multilateral Instrument 45-102 and hereby certifies that in respect of a distribution on **January 28, 2004** of **7,000,000 common shares of Dynasty Gold Corp.**, Dynasty Gold Corp. was a qualifying issuer within the meaning of Multilateral Instrument 45-102 Resale of Securities at the distribution date.

DATED at this 5th day of February, 2004

DYNASTY GOLD CORPORATION

By: "Jonathan George"

Jonathan George, President

82.1756

FORM 45-102F2

04 MAR 07 PM 7:21

**Certificate under Subsection 2.7(2) or (3) of
Multilateral Instrument 45-102 Resale of Securities**

Dynasty Gold Corp. (the "Company") has distributed securities under a provision listed in Appendix D or E to Multilateral Instrument 45-102 or a provision of securities legislation that specifies that the first trade of the securities is subject to section 2.5 or 2.6 of Multilateral Instrument 45-102 and hereby certifies that in respect of a distribution on January 28, 2004 (the "Distribution Date") of a total of 3,571,429 units of the Company, the Company was a qualifying issuer within the meaning of Multilateral Instrument 45-102 Resale of Securities at the Distribution Date.

DATED at Vancouver, British Columbia, this 6th day of February, 2004.

DYNASTY GOLD CORP.

"Jonathan George"

Jonathan W. George, President

FORM 45-103F4
(formerly Form 20)

04 MAR 30 PM 7:21

Securities Act

REPORT OF EXEMPT DISTRIBUTION

Issuer Information

1. **State the full name, address and telephone number of the issuer of the security distributed. Include former name if name has changed since last report. If this report is filed by a vendor, other than the issuer, also state the full name and address of the vendor.**

Dynasty Gold Corp.
735 - 1489 Marine Drive
West Vancouver, B.C. V7T 1B8
Tel. (604) 633-2100

2. **State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.**

The issuer is a reporting issuer in British Columbia and Alberta.

Details of Distribution

3. **State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.**

February 19, 2004

4. **For each security distributed:**

(a) describe the type of security, and

(b) state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date.

25,000 common shares

5. **Provide details of the distribution by completing the attached schedule.**
6. **Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Provide a total dollar value of all securities distributed in all jurisdictions. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 7, below.**

Each jurisdiction where purchasers reside	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	\$0.62	\$15,500
Total dollar value of distribution in all jurisdictions (Canadian \$)		\$15,500

Commissions and Finder's Fees

7. Provide the following information for each person who is being compensated in connection with the distribution(s). When disclosing compensation paid or to be paid, include discounts, commissions or other fees or payments of a similar nature directly related to the distribution. Do not include payments for services incidental to the trade, such as clerical, printing, legal or accounting services.

Full name and address of person being compensated	Compensation paid (in Canadian \$ and, if applicable, number and type of securities)	Exemption relied on and date of distribution (if applicable)	Price per share (Canadian \$)
Maria Toffoli 4464 - 44B Avenue Delta, B.C. V4K 1H1	25,000 shares (deemed value of \$15,500)	Sections 89(e) and 128(f) - Securities Rules	\$0.62

Certificate

On behalf of the issuer (or vendor), I certify that the statements made in this report and in each schedule to this report are true.

Date: February 19, 2004

DYNASTY GOLD CORP.

Per: "JG"

Jonathan George, President

Schedule

Provide the following information on a separate page attached to this report for each type of security distributed. **The information in this schedule will not be placed on the public file of any securities regulatory authority.**

If the report is being filed for securities distributed on more than one distribution date, add a column to identify the dates the securities were distributed.

In British Columbia, for distributions under the exemptions in Part 4 of Multilateral Instrument 45-103 *Capital Raising Exemptions*, non-reporting issuers must also give the telephone number and e-mail address of the purchaser. If the purchaser has refused to provide this information, the issuer must include a statement to this effect in the report.

Do not include in this table, securities issued as payment of commissions or finder's fees disclosed under item 7 of the form.

Full name and residential address of purchaser	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on
N/A			

FORM 45-102F2

**Certificate under Subsection 2.7(2) or (3) of
Multilateral Instrument 45-102 Resale of Securities**

Dynasty Gold Corp. (the "Company") has distributed securities under a provision listed in Appendix D or E to Multilateral Instrument 45-102 or a provision of securities legislation that specifies that the first trade of the securities is subject to section 2.5 or 2.6 of Multilateral Instrument 45-102 and hereby certifies that in respect of a distribution on February 9, 2004 (the "Distribution Date") of a total of 25,000 common shares of the Company, the Company was a qualifying issuer within the meaning of Multilateral Instrument 45-102 Resale of Securities at the Distribution Date.

DATED at Vancouver, British Columbia, this 19th day of February, 2004.

DYNASTY GOLD CORP.

(signed) "Jonathan W. George"

Jonathan W. George, President

82 - 1756

DYNASTY GOLD CORP.

735 - 1489 MARINE DRIVE
WEST VANCOUVER, B.C. V7T 1B8
tel. 604 633-2100
fax 604 484-3559

04 MAR 31 11:21

March 3, 2004
NEWS RELEASE
TRADING SYMBOL DYG.V
SEC 12g3-2(b) #82-1756
www.dynastygoldcorp.com

SETTLEMENT AGREEMENT

The Company announces that, subject to the approval of the TSX Venture Exchange, it has entered into a Settlement Agreement and Mutual Release with Stikeman Elliot, LLP ("SEL") dated February 25, 2004 pursuant to which all claims by SEL against the Company arising in connection with proceeding No. S035796 Vancouver Registry, Supreme Court of British Columbia (the "Court Proceeding") will be settled and released in return for payment by the Company of \$100,000 and the issuance of 65,138 common shares in the Company to SEL.

SEL commenced the Court Proceeding by Writ of Summons and Statement of Claim filed on October 28, 2003. The basis of the Court Proceeding is SEL's claim for payment under a promissory note (the "Promissory Note") dated November 5, 1999 in the amount of US\$114,351.60 made by the Company in favour of SOL Resources Incorporated ("SOL"). A receiver was appointed to seize and sell the Promissory Note and SEL purchased the Promissory Note from the receiver.

ON BEHALF OF THE BOARD OF
DYNASTY GOLD CORP.

"Jonathan George"

Jonathan George, President

This press release contains certain "forward-looking statements" that involve a number of risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.

82.1756.

MATERIAL CHANGE REPORT

BC FORM 53-901F

Under Section 85(1) of the British Columbia Securities Act

FORM 27

Under Section 118(1) of the Alberta Securities Act

09/12/03 PM 7:21

1. Reporting Issuer

Dynasty Gold Corp. (the "Company")
735 - 1489 Marine Drive
West Vancouver, B.C. V7T 1B8

Telephone: 604 633-2100

2. Date of Material Change

March 3, 2004

3. Press Release

A news release was issued on March 3, 2004, and disseminated through the facilities of Canada Stockwatch and Market News.

4. Summary of Material Change(s)

The Company has entered into a Settlement Agreement and Mutual Release with Stikeman Elliot, LLP pursuant to which all claims by Stikeman Elliott against the Company in connection with proceeding No. S035796 Vancouver Registry, Supreme Court of British Columbia, will be settled and released.

5. Full Description of Material Change(s)

See attached news release.

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

Not Applicable

7. Omitted Information

Not Applicable

8. Senior Officer

Jonathan George
Telephone: 604 633-2100

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 4th day of March, 2004.

DYNASTY GOLD CORP.

Per:

“Jonathan George”

Jonathan George, President

DYNASTY GOLD CORP.

735 - 1489 MARINE DRIVE
WEST VANCOUVER, B.C. V7T 1B8
tel. 604 633-2100
fax 604 484-3559

March 3, 2004

NEWS RELEASE

TRADING SYMBOL DYG.V

SEC 12g3-2(b) #82-1756

www.dynastygoldcorp.com

SETTLEMENT AGREEMENT

The Company announces that, subject to the approval of the TSX Venture Exchange, it has entered into a Settlement Agreement and Mutual Release with Stikeman Elliot, LLP ("SEL") dated February 25, 2004 pursuant to which all claims by SEL against the Company arising in connection with proceeding No. S035796 Vancouver Registry, Supreme Court of British Columbia (the "Court Proceeding") will be settled and released in return for payment by the Company of \$100,000 and the issuance of 65,138 common shares in the Company to SEL.

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**ON BEHALF OF THE BOARD OF
DYNASTY GOLD CORP.**

"Jonathan George"

Jonathan George, President

This press release contains certain "forward-looking statements" that involve a number of risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.