

CROSS-REFERENCE SHEET

Reference is made to the (preliminary) prospectus of **Champion Bear Resources Ltd.** dated October 27, 2000 (the "Prospectus").

The following sets forth the location in the Prospectus of the information required to be included in the Prospectus in accordance with Form 14 of the *Securities Act* (Alberta).

<u>Item in Form</u>	<u>Heading in Prospectus</u>
1. Distribution Spread	Face Page
2. Plan of Distribution	Details of the Offering Plan of Distribution
3. Market for Securities	Face Page
4. Summary of Prospectus	Prospectus Summary
5. Use of Proceeds To Issuer	Use of Proceeds
6. Sales Otherwise than for Cash	Not applicable
7. Share and Loan Capital Structure	Description of Share Capital Capitalization
8. Name and Incorporation of Issuer	The Corporation
9. Description of Business and Property of Issuer	Business of the Corporation Properties of the Corporation
10. Risk Factors	Risk Factors
11. Incorporation within 1 year	Not applicable
12. Acquisitions	Properties of the Corporation
13. Variations in Operating Results	Management's Discussion and Analysis of Operating Results
14. Asset and Earnings Coverage	Not applicable
15. Promoters	Promoter
16. Legal Proceedings	Not applicable
17. Issuance of Shares	Description of Share Capital
18. Issuance of Obligations	Not applicable
19. Issuance of Other Securities	Capitalization Plan of Distribution

20.	Dividend Record	Dividend Record and Policy
21.	Directors and Officers	Directors and Officers Management
22.	Executive Compensation	Executive Compensation
23.	Indebtedness of Directors and Senior Officers	Indebtedness of Directors, Executive Officers and Senior Officers
24.	Options to Purchase Securities	Executive Compensation Stock Options
25.	Escrowed Securities	Escrowed Securities
26.	Principal Holders of Securities	Principal Holders of Securities
27.	Intercorporate Relationships	Not applicable
28.	Prior Sales	Prior Sales
29.	Interest of Management and Others in Material Transactions	Interests of Management and Others in Material Transactions
30.	Auditors, Transfer Agents and Registrars	Auditors, Transfer Agent and Registrar
31.	Material Contracts	Material Contracts
32.	Other Material Facts	Dilution Legal Matters Purchasers' Statutory Rights