

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-SB

GENERAL FORM FOR REGISTRATION OF SECURITIES  
OF SMALL BUSINESS COMPANYS UNDER SECTION 12(B)  
OR 12(G) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file no. 0000093314  
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STANDARD CAPITAL CORPORATION  
(NAME OF SMALL BUSINESS COMPANY IN ITS CHARTER)

Delaware  
-----

91-1949078  
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(State or Other Jurisdiction of  
Incorporation or Organization)

(I.R.S. Employer  
Identification No.)

800 - 15355 24th Ave., Suite 287  
White Rock, British Columbia, Canada  
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V4A 2H9  
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(Address of Principal Executive Officer)

(Zip Code)

(604) 538-4898  
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(Company's Telephone Number)

Securities registered under Section 12(b) of the Exchange Act: None

Securities registered under Section 12(g) of the Exchange Act:

Common Stock, par value \$0.001 per share  
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(Title of Class)

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DOCUMENTS INCORPORATED BY REFERENCE

Documents incorporated by reference: None

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GLOSSARY TO MINING TERMS

- ACCRETED TERRANES:** Terranes formed by repeated filling of a channel way and its reopening by the development of fractures in zones undergoing mineralization.
- ADIT:** Tunnel into a hill side.
- ANOMALY:** Unusual natural occurrence (greatly elevated metal content in soil; unusually high magnetic pull).
- ARGILLITE:** A compact rock, derived either from mudstone (clay or siltstone) or shale, that has undergone a somewhat higher degree of induration than mudstone or shale but is less clearly laminated and without is fissility, and lacks the cleavage distinctive of slate.
- AQUAGENE BRECCIAS:** A coarse grained clastic rock with sharp edges and unworn corners which has been exposed to water.
- ASSAY:** Analytical result expressed in percent, "ounces per ton" or, for trace amounts, "parts per million".
- BEDDED:** Applied to rocks resulting from consolidating sediments and accordingly exhibiting planes fo separation designated bedded planes.
- BENDOR INTRUSTIONS:** A rock type formed several million years ago.
- BRECCIA:** A coarse-grained clastic rock, composed of angular broken rock fragments held together by a mineral cement or in a fine-grained matrix.
- CADWALLADER GROUP:** Series of layered rocks of both sedimentary and volcanic origin hosting most known gold occurrences in the Bridge River area.
- CALCARENTES:** A limestone consisting predominantly (more than 50%) of recycled calcite particles of sand size.
- CHERT:** A fine grained siliceous rock.
- CLAIM:** A mining right obtained from the Government.
- DACITE:** A fine-grained extrusive rock with the same general composition as andesite, but having a less calcic plagioclase and more quartz.
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- DILATENT ZONE:** Open space rock caused by folding or faulting of the rock units.
- DIORITE:** A group of plutonic rocks intermediate in composition between acidic and basic, characteristically composed of dark-colored amphibale (especially hornblende), acid plagioclase (oligoclase, andesine), pyroxene and sometimes a small amount of quartz.
- DYKE:** A narrow, linear rock formation intruded into earlier rock units.
- FAULT:** A break in the continuity of a body of rock.
- FEEDER:** A small ore vein leading to a larger one.
- FELSIC COMPOSITION:** Being of a light-colored, fine-grained composition.
- FISSURE:** A fracture or crack in rock which there is a distinct separation.
- GNEISS:** A layered rock altered by heat or pressure after dispostion.
- GOSSAN:** It is formed by the oxidation of sulfides and the leaching-out of sulfur and most metals, leaving hydrated iron oxides and rarely sulfates.
- GRANITE:** A rock mainly comprised of quartz and feltspar with various minor constituents.
- GREENSTONE:** A field term applied to any compact dark-green altered or metamorphosed basic igneous rock that owes its color to the presence of chorite, actinolite or epidote.
- HORSETAIL:** A major vien dividing or fraying into smaller fissures.
- IGNEOUS ROCK:** A rock or mineral that solidified from molten or partly molten material. Igneous rocks constitute one of the three main classes into which rocks are divided, the other being metamorphic and sedimentary.

**MAFIC:** Pertaining to or composed deominantly of the ferromagnesion rock-forming silicates, said of some igneous rocks and their constituent minerals.

**MARBLE:** A altered rock resulting from heating of limestone sedimentary rock under pressure.

**MINERALIZTION:** Potentially economic concentration of commercial metals occurring in nature.

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**OPHIOLITIC ULTAMAFIC**

**INTRUSIONS:** A changed recrystallized rock composed of calcite, serpentine and mafic minerals which has been forced between other rocks of a different type.

**ORE:** The naturally occurring mineral from which a mineral or minerals of economic value can be extracted.

**PLACER GOLD:** Gold eroded from its original host rock and re-deposited in gravel beds by stream action.

**PILLOW LAVE:** A general term for lava that exhibits a pillow structure, being a rock texture characterized by piles of lobate, pillow-sharped masses, mostly basalts and andesites that erupted and flowed under water.

**PERMO-TRIASSIC**

**BACK ARC VOLCANICS:** An era when largely red sandstone was formed and where the roof of the sandstone is arched in an angle of about 35(0) to 75(0).

**QUARTZ FISSURE**

**VEIN:** Quartz rock deposited in dilatent zones from hot aqueous solutions ascending from deep in the earth's crust. Commercial elements (eg. Gold, lead, copper) often accompany the quartz in the hot solutions and are deposited along with the quartz.

**RIFT:** A trough or valley formed by faulting.

**SCHIST:** A foliated rock created by action of heat and pressure on previously deposited rocks.

**SERPENTINE:** A rock having a greasy or silky luster, slightly soapy feel to it.

**SILL:** Applied to mining to flat-bedded strata of sandstone or similar hard rocks.

**SKARN:** Alternation by heat (usually generated by molten rock deep in the earth's crust) of earlier deposited sedimentary rocks.

**SOIL SAMPLE:** A sample of surface material analyzed by lab techniques to test for content of trace elements occurring in nature (eg. copper, lead, zinc, etc).

**SYN-VOLCANIC**

**INTERMEDIATE**

**PLUTONS:** A body of medium to course ground igneous rock that it found below the surface by the crystallization of molten rock.

**TERRANE:** A series of rocks.

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**TERRIARY**

**INTERMEDIATE:** An igneous rock composed between 65 million years to 2 to 3 million year ago.

**TEST PIT:** Hole dug through surface materials (soil, gravel) to expose underlying bedrock.

**TRIASSIC-JURASSIC**

**CADWALLER GROUP:** A period of time spanning from between 190 million years to 135 million years ago.

**ULTRABASIC:** Rock comprised mainly of iron-rock minerals, usually originally deposited deep in the earth's surface and later exposed at the earth's surface by erosion or fault movement.

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**PART 1**

Standard Capital Corporation (the "Company") is filing this Form 10-SB on a

voluntary basis to:

- 1 provide current, public information to the investment community;
- 2 to expand the availability of secondary trading exemptions under the Blue Sky laws and thereby expand the trading market in the Company's securities, and
- 3 to comply with prerequisites for listing of the Company's securities on NASDAQ.

ITEM 1. DESCRIPTION OF BUSINESS

HISTORICAL OVERVIEW OF THE COMPANY

The Company was incorporated on September 24, 1998. The Company has no subsidiaries and no affiliated companies. The executive offices of the Company are located at 800 - 15355 24TH Avenue, Suite 287, White Rock, B.C., V4A 2H9 (Tel: 604-538-4898) (Fax: 604-538-5939).

The Company is engaged in the exploration of mineral properties. (see Part 1, "Exploration of the Standard Claim"). No ore body has been discovered and no substantial exploration has been done on its mineral claim. The Company is purely an exploration company. There is no assurance that any ore body will ever be found and that the Company will have sufficient funds to undertake the exploration work required to identify an ore body.

Management anticipates that the Company's shares will be qualified on the system of the National Association of Securities Dealers, Inc. ("NASD") known as the OTC Bulletin Board. No application for quotation on the NASD has been made as at the date of this Form 10-SB and none will be made until this Form 10-SB clears all comments with the United States Securities and Exchange Commission.

The Company owns the rights to one mineral claim known as the "Standard" Claim. It has the executive rights to all minerals on the Standard Claim until February 24, 2000. The property, itself, is owned by the Crown (the Province of British Columbia). If the Company does not perform exploration work or pay cash-in-lieu in the amount of \$1,200 (CDN \$1,800) on or before February 24, 2000 the rights to the mineral claim will expire and the ground can be staked by someone else.

The Company has no revenue to date from the exploration of its mineral property, and its ability to effect its plans for the future will depend on the availability of financing. Such financing will be required to explore the Company's mineral property to a stage where a decision can be made by management as to whether an ore body exists and can be successfully brought into production. The Company anticipates obtaining such funds from its directors and officers, financial institutions or by way of the sale of its capital stock in the future (see Part 1, Item 2 - "Plan of Operations"), but there can be no assurance that the Company will be successful in obtaining additional capital for exploration activities from the sale of its capital stock or in otherwise raising substantial capital.

PLANNED BUSINESS

In addition to exploring and, if warranted, developing its mineral property, the Company plans to seek out additional mineral properties either by way of purchase, staking or joint venturing. (See Part 1, Item 2 - Management's Discussion and Analysis or Plan of Operation").

Much of the discussion contained in this section is "forward looking" in that actual results may materially differ from the Company's plans as currently contemplated. Information concerning all the factors associated with the Company is set forth in this Item 1 and in Items 2 and 3 below. FOR A COMPLETE UNDERSTANDING OF SUCH FACTORS, THIS ENTIRE DOCUMENT, INCLUDING THE FINANCIAL STATEMENTS AND THEIR ACCOMPANYING NOTES, SHOULD BE READ IN ITS ENTIRETY.

All dollar amounts shown in this document are stated in US dollars unless otherwise noted.

EXPLORATION OF THE STANDARD MINERAL CLAIM

PROPERTY

The Company has purchased a 100% (one hundred per cent) interest in the "Standard" mining claim from Edward Skoda, a mining consultant, for \$367. The subject property covers 1,112 acres and is located within the "Gold River Mining Camp", an historic British Columbia gold mining district of the Lillooet Mining District. The Company's property rights are maintained by performance by the Company of annual exploration work as specified by the Mineral Tenure Act of the Government of British Columbia. Performance work includes taking samples for assay analysis, performing geological or technical surveys, drilling bore holes, and digging pits to sample mineralized structures. The tenure of the mineral claim is described as follows:

CLAIM NAME	GOVERNMENT TENURE NO.	AREA	EXPIRY DATE
Standard	367933	450 hectares	February 24, 2000

## PROPERTY LOCATION AND ACCESS

The Company's mining claim is located approximately 180 kilometers (112 miles) north of Vancouver, British Columbia and 4 kilometers (2.5 miles) southeast of the town of Gold Bridge. The claim is centered at geographical coordinates 50(Degree) 47' 35" N - 122(Degree) 45' 53" W on claim map number 92J-15. Access to the Company's claim is via all-weather gravel road from Lillooet to Gold Bridge; and thence, by four-wheel drive vehicle to the claim.

The Standard mining claim is situated at the northwest end of the Bendor Range of the Coast Mountain Range in southwestern British Columbia. Elevation on the claim ranges from 5,000 to 8,500 feet above sea level. Winters in this region are generally cold with high snowfall accumulations while summers are dry and hot.

## MINING HISTORY OF THE AREA

Gold was first discovered in the Bridge River by miners in 1863, who produced placer gold from local gravel deposits intermittently until recent times. Quartz fissure veins were located by prospectors prior to 1900, and subsequent discoveries led to acquisition of the most important properties by larger companies by the 1920's. Major mining operations were developed after 1930 at the Bralorne and Pioneer Mines. These mining operations produced a total of 4,154,119 ounces of gold and 950,000 ounces of silver by the time of their closure in 1971 from a total of 7,931,000 tons of ore. Ore produced by the Bralorne and Pioneer mines, contained on average 0.53 ounces of gold per ton. The Bridge River Camp is the largest producer

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of gold in British Columbia, and total production reported for the camp is summarized in the accompanying table:

## PRODUCTION FROM THE BRIDGE RIVER CAMP

<TABLE>  
<CAPTION>

MINE <S>	TONNES <C>	GOLD (KG) <C>	SILVER (KG) <C>	COPPER (KG) <C>	LEAD (KG) <C>	ZINC (KG) <C>
Congress	943	2.5	1.3	38	-	-
Wayside	36,977	166.0	26.0	-	-	-
Minto	79,073	546.0	1,573.0	9,673	56,435	-
Pioneer	2,240,552	41,475.0	7,611.0	-	59	139
Bralorne	4,954,473	87,759.0	21,969.0	-	157	-

</TABLE>

## PROSPECTING HISTORY OF THE STANDARD CLAIM

The first recorded exploration work on the area now covered by the Company's mineral claim (the "Standard") occurred in 1937. Prospectors, at that time, dug a series of test pits and a short tunnel to investigate a quartz-fissure vein. The prospect then lay idle until 1984 when Newmont Exploration Canada Ltd. carried out a program of technical surveys (analysis of soil and rock samples to test for metal content) and geological mapping. Two zones were identified that contain gold mineralization in quartz fissure veins typical of those mined in the Bridge River camp. The property area was again prospected in 1991 by Cogema Canada Ltd. No further work was performed and the property expired in February 1999. The prospects were re-staked as the "Standard" mining claim and purchased by the Company.

## REGIONAL GEOLOGY

The Bridge River Region has been mapped by geologists working for both the Geological Survey of Canada (C.E.Cairnes, 1937) and the British Columbia Department of Mines (C. Leitch and C.I. Godwin, 1985; B.N.Church, 1987).

The area is underlain by a series of volcanic and sedimentary rocks which have been intruded later by granitic rocks. The principal bedded rocks in the Bridge River Camp are the Fergusson, Cadwallader and Taylor Creek Groups. On a regional scale they are exposed as a broad complex fold structure. The oldest known unit in the area is the Fergusson or Bridge River Group (Middle Triassic and older) which consists primarily of chert, schist, gneiss and some marble beds. In localized areas numerous greenstone dykes and sills cut the sediments.

The Fergusson Group is overlain in turn by the Cadwallader Group (Upper Triassic) which consists of greenstones (lavas and volcanic breccias; and one of the principal host rocks for gold veins in the Pioneer mine), an

argillite and siltstone unit and an argillite interbedded with siltstones and sandstone. Overlying the Cadwallader Group are sediments of the Taylor Creek Group (Cretaceous) which consist of sequences of pebble and conglomerate beds interlayered with sandstones and siltstones. A dark grey argillite marker zone occurs near the top of the succession which is estimated to exceed 3000 meters (10,000 feet) in thickness.

#### INTRUSIVES IN THE AREA

The main igneous intrusions in the area are the Bralorne diorite, the President Ultrabasic rocks and quartz diorite and granodiorite of the Bendor Pluton. Current age data indicate the Bralorne intrusive stocks range in age between Upper Cretaceous and Tertiary.

The Bralorne diorite is a greenish-grey rock, variably textured from fine to coarse grained. Different phases of Bralorne intrusives are exposed from south of the Pioneer mine to just north of the town of Gold Bridge and are the principal host rocks for gold veins at Bralorne-Pioneer. The alignment and shape of these bodies suggest emplacement along a major fault zone (ie. Cadwallader and Fergusson Faults).

Intrusive ultrabasic rocks and metamorphic equivalents (serpentinite) form lenticular bodies and occur along the same northwest trend as the Bralorne intrusives suggesting a similar method of emplacement. Gold-bearing veins in workings of the Bralorne camp lie adjacent to and terminate against these serpentine bodies.

#### STRUCTURE OF THE AREA

Repeated cycles of folding and faulting have created a complex structural history in the Bridge River area. Major fault lineaments strike north and northwesterly and may coincide with zones of ultramafic rocks seen on the surface. The principal shear direction changes from northwest in the area of the Bralorne-Pioneer mine to north-south in the area north of Gold Bridge between Wayside and Tyaughton Lake.

Fault and vein orientations are well documented from the old producing mines at Bralorne and Pioneer. Major faults of the area can be grouped in two principle systems, each of which comprises two or more sets of faults. One system consists of two sets of perpendicular fractures, which strike approximately at right angles to each other, and at acute angles to the trend of formations. The other system consists of two sets of fractures with opposed dips, but which strike parallel to each other and conform to the trend of the overall formations. Fractures of the first system contain the principle veins of the area and formed earlier than the second as they are cut off by some faults belonging to the second system. The fractures of the second system are mainly shear zones in less competent sedimentary units; whereas the veins which belong to the first fracture system are in the more competent Bralorne intrusives and Pioneer greenstones.

The Fergusson Fault and Cadwallader Shear represent the most important and continuous fractures in the second system. The Fergusson fault, which strikes northwesterly to northerly and dips steeply northeast, can be traced from the Pioneer extension property through the Pioneer and Bralorne mines to the California workings of the BRX and the Wayside property. The Cadwallader Shear roughly parallels the Fergusson, but dips southwest rather than northeast, bounds the west end of veins in the Pioneer and Bralorne mines. Another important geologic structure follows a chain of lakes beginning with Mead Lake in the south and running through Kingdom, Noel and McDonald lakes.

#### MINERALIZATION IN THE BRIDGE RIVER CAMP

The Bridge River mining camp contains 73 mineral occurrences covering a roughly elliptical area that includes the former producing gold-silver mines of Bralorne and Pioneer.

Total production from these two mines was about 4,150,000 ounces gold and 0.95 million ounces silver from 7,900,000 tons of ore grading 0.53 oz/ton gold and 0.12 oz/ton silver (between 1899 and 1971). This makes it the largest gold producer in British Columbia's history.

Periodic reactivation along the extensive fracture systems provided the necessary channelways for distributing mineral bearing solutions in the camp and also served as the loci for emplacement of the Bralorne intrusive suite. Gold-bearing quartz veins tend to be hosted in dilatant zones, which typically formed in brittle rock units. Episodic movements in these fissure zones formed characteristic banding of sulphides and native gold in the ore at Bralorne. Where fissures pass through less competent sedimentary rocks the veins tend to pinch out due to lack of open spaces.

#### PROPERTY GEOLOGY

The property is underlain to the east by intrusives of the Bendor pluton and to the west by the "Cadwallader" Group sediments and volcanics, separated by a major fault along Fergusson Creek. The Bendor intrusives consist of a large mass of granodiorite east of Fergusson Creek, as well as several small dioritic, plug-like masses, and feldspar porphyry dykes to the west of the

valley.

Locally, the Cadwallader Group consists of interlayered chert, argillite and massive andesite to basaltic volcanics. The sediment and volcanic units are interlayered but sediments dominate on the ridge to the north and east of Fergusson Creek while volcanics dominate around the peak and immediately north of it. Overburden is fairly extensive on the claim and consists of glacial till, large boulder fields and moraine deposits.

Geological mapping indicates much of the Standard claim is underlain by cherts and rusty siliceous cherts interbedded with mafic volcanic flows and argillite interbeds. The chert unit has been very tightly folded in a north-northwest direction with steep subvertical dips. The greenstone unit is less deformed except when in fault contact with the chert unit. These features trend approximately north-south with a steep westerly dip (80-85(Degree)). Bedded and crosscutting narrow quartz-carbonate veins and lenses occur sporadically within the sediments occasionally containing minor pyrite.

Mineralization in "Zone 1" on the Standard claim occurs in a 1.3 meter (4.25 feet) shear zone located on top of an east-west trending ridge 800 meters north of Mount Fergusson. Arsenopyrite-sphalerite-bornite and minor pyrite occur within brecciated andesite host rocks. An 80 cm (2.6 foot) chip sample from the zone returned 8.7 g/t (0.31 oz/t) gold and 11.0 g/t (0.39 oz/t) silver. South of Zone 1 several narrow semi-massive stibnite veins occur in chert host rock. The veins appear to be related to a steep northwest trending shear or fault zone.

Mineralization here, consists of pyrrhotite, pyrite and trace amounts of chalcopyrite hosted primarily within the volcanics. Most of these sulphide occurrences ("Zone Z") are narrow (generally less than 2 feet wide) contain minor quartz-carbonate lenses and are in close proximity to the sediment/volcanic contact zone.

#### CONCLUSIONS

- o The Standard claim is situated within the Bridge River gold camp and includes the former producing mines of Bralorne and Pioneer. Together they produced more than 7 million tonnes of

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ore grading 18 grams per tonne (4 million ounces), making it the largest gold producer in B.C. history. Typically gold and silver was won from ore shoots in auriferous quartz veins averaging 2 metres (6.56 feet) wide, 100 - 200 metres (328 - 656 feet) in strike length, with dip lengths up to 2000 metres (6562 feet). Key factors in the mineralizing events include proximity to the ultramafic President intrusives, the hosting of veins in brittle Bralorne intrusives and Pioneer greenstones and repeated fault movements of dilational fissure zones and fault intersections.

- o Regional studies of mineral occurrences within the Bridge River camp describe lateral mineral zoning across the eastern limit of the Coast Plutonic Complex. Older high temperature gold-arsenic rich deposits occur near the core of the complex (Bralorne-Pioneer) and grade gradually into a younger silver-antimony rich zone (Congress-Minto) then give way to deposits rich in mercury (Lillomer prospect) at the periphery. The Standard claim is situated in the transition zone between gold-arsenic rich deposits and the silver-antimony rich prospects.
- o Several old workings occur close to the property boundaries of the Standard claim (California, Gloria Kitty, Ural, Arizona and Reliance) some of which sustained small-scale production of gold-silver-antimony ores. The Reliance property has proven and drill indicated reserves of 410,916 tonnes of ore grading 5.96 grams/tonne gold. The Ranger prospect, 500 metres to the east, has produced high grade arsenopyrite-pyrite mineralization in quartz veins grading 4.46 oz/ton gold and 7.5 oz/ton silver over a width of 30 centimetres (12 inches).
- o Elevated gold/silver values (up to 28.2 g/t Au / 35.4 g/t Ag) occur at the Waterloo showing, on the ridge north of Fergusson peak in on the Standard property. Past workers have noted that significant overburden may have masked the geochemical signature and that sampling density may be insufficient to properly define mineralized zones.
- o Bridge River (Fergusson) Group cherty argillite units underly the Standard claim and host silver-antimony-gold mineralization in shears and veins on the nearby Reliance prospect. Similar mineralization styles occur directly across Carpenter Lake at the Congress property where some of the host rocks also include fissured Tertiary feldspar porphyry dykes.

#### RECOMMENDATIONS

The Company has received a summary report from C. Church, P. Geol., as consultant, which recommends a program of modern exploration to review the potential for the Standard mining claim to host concentrations of economic mineralization. A program of air photo analysis has been recommended to prioritize areas of the property for detailed technical surveys, which will include detailed geological mapping and geophysical surveys.

These surveys will allow the Company to locate sites to test for vein-fissure gold mineralization by digging test pits and drilling bore holes.

The estimated cost of undertaking the recommendation by Mr. Church are as follows:

- o Airphoto interpretation and reconnaissance mapping is required to determine structural breaks and intersecting fault structures very important to ground preparation and the formation of mineral deposits in the area. \$ 2,500
- o Construction of a soil geochemical grid across structural features sampled at 20 metre intervals on lines spaced 100 metres apart.

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Majornorthwest striking stratigraphic contacts (greenstone-chert) should be prospected and the grids orientated perpendicular to them should they appear to be mineralized. 7,500

- o Ground geophysical surveys should be completed over structural features known to host mineralization. The surveys could be run along soil geochemistry grid lines and may possibly extend the mineralized zones. 1,000
- o Prospecting and detailed geological mapping at 1:2000 scale or better over the entire claim area. Prospecting could be prioritized according to favorable geologic contacts especially where VLF-EM conductors have already been identified. 1,000
- o Providing favorable results are obtained in the soil geochemical sampling program additional exploration consisting of trenching and drilling would be recommended to target anomalies from that program. 150,000

Estimated cost of exploration program \$ 162,000  
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#### COMPANY'S MAIN PRODUCT

The Company's main product is the sale of gold and silver that can be extracted once the mineral property has been explore. Since the property has yet to be explored by the Company, the Company has yet to find an ore body and therefore cannot sell any ore.

#### COMPANY'S EXPLORATION FACILITIES

The Company has no plans to construct and mill or smelter on the Standard Claim until an ore body of reasonable worth is found (which may be never). While in the exploration phase, the crew of the Company will be living in the town of Gold Bridge due to its close proximity to Standard Claim and to avoid building any permanent facilities.

#### RISK INHERENT IN MINERAL PROPERTIES

The Company and its shareholders are aware of the following risks:

1. The Standard Claim does not contain a known body of commercial ore and, therefore, any program conducted on these properties would be an exploratory search for ore.
2. There is no certainty that any expenditures made in the exploration of the Standard Capital Corporation property will result in discoveries of commercial quantities of ore. Most exploration projects do not result in the discovery of commercially mineable deposits of ore.
3. Resource exploration and development is a speculative business in that a company might not be able to raise any funding subsequent to the initial capital.
4. Failure to discover a mineral deposit at all is as bad as finding a mineral deposit which, though present, is insufficient in size or grade to return a profit from production. The marketability of any minerals acquired or discovered may be affected by numerous factors which are beyond the Company's control and which cannot be accurately predicted, such as

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market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection. The mineral industry is intensely competitive and the Company competes with other companies that have



greater resources.

5. Mining operations generally involve a high degree of risk. Hazards such as unusual or unexpected formations and other conditions are involved. The Company may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or which it may not elect to insure. The payment of such liabilities may have a material, adverse effect on the Company's financial position.
6. Prior to commencing mining operations on any of its properties, the Company must meet certain environmental requirements. Compliance with these requirements may prove to be difficult and expensive. The Province of British Columbia has enacted statutory provisions to protect the Crown's property; being the claim that the Company has the rights to the mineral thereon. The Acts that the Company has to adhere to are the "Timber Harvesting Practices Regulations", Mineral Tenure Act, Coal Act and Forestry Act. Each of the former Acts has their own environmental concerns, which the Company must adhere to. The Company might be liable for pollution if it does not adhere to the requirements of the various Acts. Environment concerns relate to the use and supply of water, the animal life in the area, fish live in the streams, the need to cut timber and removal of overburden; being the soil above the hard rock. No building or fixtures of any nature can be erected without the prior approval of the district inspector for the Province. To undertake any form of work program beyond grid preparation and soil sampling, the Company will have to prepare a "Mineral & Coal Notice of Work and Reclamation" form that requires the Company to indicate its expected exploration program and how it will affect water and soil concerns. The cost and effect of adhering to the environment requires are unknown to the Company at this time and cannot be reasonably estimated.
7. Some of the Directors of the Company are also directors and officers of other companies and conflicts of interest may arise between their duties as directors of the Company as directors, officers of other companies. Even with full disclosure by all the directors and officers, the Company cannot insure that it will receive fair and equitable treatment in every transaction.
8. While the Company has obtained the usual industry standard title reports with respect to the Standard Claim, this should not be construed as a guarantee of title. This property may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. Certain of the claims may be under dispute and resolutions of a dispute may result in the loss of all of such property or a reduction in the Company's interest therein.
9. The Standard Claim has never been surveyed and, accordingly, the precise location of the boundaries of the property and ownership of mineral rights on specific tracts of land comprising the property may be in doubt.

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#### 1. OTHER MINERAL PROPERTIES

The Company has not found any other mineral properties either for staking or purchasing but will look for other mineral properties during the spring of the year 2000 so to diversify its holdings into other areas of interest and minerals themselves. The Company has yet to seek any mineral properties, and does not presently have the financial capacity to do so. Any staking and/or purchasing of mineral properties may involve the issuance of substantial blocks of the Company's shares. The Company has no intentions of purchasing any mineral properties from its officers and/or directors.

#### EMPLOYEES

As at October 31, 1999, the Company did not have any employees either part time or full time other than its director and officers. Initially the Company will not wish to bear the burden of carrying full time employees especially during periods when it is difficult to work on the property due to weather conditions. The executive officers have undertaken the responsibility of initially identifying the Standard Claim, incorporating the Company, obtaining the assistance of professionals as needed, identifying potential investors to contribute the initial "seed capital", coordinating various filing requirements and other matters normally performed by the executive officers. They were not paid for these services in cash by the Company but the Company has given recognition in the financial statements to this contribution by expensing \$2,400 for services of the President and crediting capital contribution of a like amount.

The Company is not a party to any employment contracts or collective bargaining agreements. The British Columbia area has a relatively large pool of people experienced in exploration of mineral properties; being mainly geologists and mining consultants. In addition, there is no lack of people who have experience in working on mineral properties either as laborers or prospectors. The Company will use independent workers and consultants initially on a part time basis.

#### COMPETITION

In Canada there are numerous mining and exploration companies, both big and small. All of these mining and exploration companies are seeking properties of merit and availability of funds. The Company will have to compete against such companies to acquire the funds to develop its mineral claims. The availability of funds for exploration is sometimes limited and the Company might find it difficult to compete with larger and more well-known companies for capital. Even though the Company has the rights to the mineral on its claims there is no guarantee it will be able to raise sufficient funds in the future to maintain its mineral claims in good standing. Therefore, if the situation occurs that it does not have sufficient funds for exploration the claims might lapse and be staked by other mining interests. The Company might be forced to seek a joint venture partner to assist in the development of its mineral claims. In this case, there is the possibility that the Company might not be able to pay its proportionate share of the exploration costs and might be diluted to an insignificant carried interest.

Even when a commercial viable ore body is discovered, there is no guarantee competition in refining the ore will not exist. Other companies may have long term contracts with refining companies thereby inhibiting the Company's ability to process its ore and eventually market it. At this point in time the Company does not have any contractual agreements to refine any potential ore it might discover on its mineral claims.

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The exploration business is highly competitive and highly fragmented, dominated by both large and small mining companies. Success will largely be dependent on the Company's ability to attract talent from the mining field. There is no assurance that the Company's mineral expansion plans will be realized.

#### ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

The discussion contained in this Item 2 is "forward looking" in that actual work performed on the Company's mineral property may differ from the recommended work program as set forth in the geological report dated May 27, 1999 prepared by Calvin Church, P. Geo. Factors that could cause the work program to differ are described throughout this Form.

#### PLAN OF OPERATION

To date the Company has concentrated on the Standard Claim. In the future, the Company will seek to investigate other mining properties to determine which ones are of merit and are of interest to the Company. Subject to the availability of financing, the Company will seek to increase its inventory of mineral properties and, if acceptable to management, enter into joint venture agreements to develop various other mineral properties of merit. (See Part 1, Item 1 - "Description of the Business"). The Company will seek to generate such funds through the sale of securities and/or institutional financing. If an underwriter can be found, a public offering of common stock will be considered; alternatively the Company will seek to raise funds through a private offering of securities to an institutional buyer or through a registered broker dealer. The Company does not presently have any financing arranged for nor has any underwriter yet expressed interest in such an offering, and there can be no assurance that an underwriter can be found on terms acceptable to the Company. In the absence of such financing, the Company may be unable to put its plans into effect.

#### LIQUIDITY AND CAPITAL RESOURCES

As at August 31, 1999, the Company had \$2,531 of assets, and \$8,257 of liabilities of which \$6,255 is due to the President of the Company. The cash equivalent as at August 31, 1999 was \$2,531.

The Company has no contractual obligations for either lease premises, employment agreements or work commitments on the Standard claim and has made no commitments to acquire any asset of any nature.

Operational and administrative expenses of the Company for 1999 are projected to be approximately \$4,500 which will comprise audit (\$1,500), filing fees with regulatory authorities -Edgar (\$1,200), transfer agent's fees (\$1,000) and miscellaneous (\$750). The Standard claim is in good standing until February 24, 2000 and, if warranted, the Company need not spend any money on its claim until that date. The current cash position is not sufficient to pay the above noted expenses the director is prepared to advance further funds to the Company to meet its current obligations.

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Since September 24, 1998, the date of inception, the Company has incurred the following expenses:

Accounting and audit	(i)	\$ 3,950
Annual fee	(ii)	125
Bank charges	(iii)	91
Franchise tax	(iv)	50
Geology report	(v)	1,280
Incorporation costs written-off	(vi)	255
Management fee	(vii)	2,400

Office and miscellaneous	(viii)	408
Rent	(ix)	1,200
Staking costs	(x)	367
Telephone	(xi)	600
Transfer agent's fees	(xii)	2,250
Total expenses for the period		\$ 12,976
		=====

(i) Accounting and audit - \$ 3,950

The Company had its financial statements audited as at May 31, 1999 and as at August 31, 1999, the latter being attached to this Form 10-SB. The accounting and preparation of a working paper files for submission to the auditors was prepared by an independent accountant at a cost of \$1,250.

(ii) Annual fee

Represents the sustaining fee payable to the State of Delaware to maintain the Company in good standing as a corporate entity.

(iii) Bank charges - \$91

Monthly service charges for operating the account as charged by the Bank of Montreal.

(iv) Franchise tax - \$50

The Company is required each year to pay a franchise tax on the amount of issued and outstanding share capital. This tax is payable to the State of Delaware.

(v) Geology report - \$1,280

The Company engaged the services of Calvin Church, P. Geo., to write a report to the Company detailing the mineralization on the Standard claim and recommending a future work program. This report was completed on May 27, 1999 and has been summarized on page 4 of this Form under the heading of "Exploration of Standard Mineral Property."

(vi) Incorporation costs written-off - \$255

The Company has treated the costs of incorporation as period costs and has written them off as an expense in the current period rather than capitalize them and amortization them over a period of time.

(vii) Management fee - \$2,400

The Company has not paid any fees to its directors or officers during the current period. Nevertheless, the Company realizes that there is a cost involved in the directors and officers devoting time and effort to the affairs of the Company. Therefore, a management fee of \$2,400 has been expensed and credited to capital contribution during the current period.

(viii) Office and miscellaneous - \$408

Represents normal cost to operate a office; paper, stamps, envelopes, etc.

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(ix) Rent - \$1,200

The Company uses the personal residents of the President of the Company as an office. No charge has been incurred by the Company. Nevertheless, the Company recognizes that there is a cost to using an office and therefore has expensed \$1,200 and credited to capital contribution a similar amount.

(x) Staking costs - \$367

The Company engaged the services of Edward Skoda to stake the Standard claim in the Bralorne area of British Columbia. Mr. Skoda invoiced the Company for his staking and recording costs.

(xi) Telephone - \$600

The Company has not incurred any telephone charges to date. Nevertheless, the Company recognizes the fact that there is a telephone cost to operating a business and therefore has expensed \$600 with an offsetting credit to capital contribution. This expense was determined on the fair market value of obtaining a telephone line and operating for a twelve month period.

(xii) Transfer agent's fees - \$2,250

Transfer agent's fees comprise \$1,200 as the annual fee paid to maintain an account with the transfer agent and \$1,050 for preparation and issuance of share certificates and other matters as periodically required by the Company.

Management estimates that the current funds on hand will not be sufficient to allow the Company to undertake an exploration activities on the Standard claim but is sufficient to satisfy all outstanding accounts payable, other than the amount due to the President of the Company. The funds required over the next several months will be for filing fees, accounting and general office expenses will be advanced by the President of the Company until such time as a decision is made as to what form of financing will best suit the Company's needs; being either institutional borrowing or the issuance of the Company's

capital stock.

The Company's independent auditor has qualified his audit opinion as follows:

"The accompanying financial statements have been prepared assuming the Company will continue as a going concern. The Company is in the development stage and will need additional working capital for its planned activities, which raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are described in Note 5. These financial statements do not include any adjustment that might result from the outcome of this uncertainty."

The auditor is stating to the reader of this Form 10-SB that unless the Company is able to raise additional working capital to finance its exploration activities, the Company will not be able to continue as a company and will cease to operate. The Company does not have sufficient funds on hand to undertake a geophysical survey and soil sampling program. The Company has no immediate plans to raise additional working capital and hence the auditor is alerting the readers of this Form 10-SB that there is a possibility that the Company will not be able to continue as an operating unit.

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Management does not believe the Company's operations have been materially affected by inflation.

### ITEM 3. DESCRIPTION OF PROPERTY

The Standard mineral claim consists of one 18 unit metric (15.8 square miles) claim situated within the Bridge River gold camp near the town of Gold Bridge, 160 kilometres (99 miles) north of Vancouver, British Columbia. The property is 100% owned by Standard Capital.

The Bridge River camp is host to 73 documented mineral localities two of which contained substantial tonnage of gold and silver ore. The Bralorne and Pioneer former mines produced 4.15 million ounces of gold and 0.95 million ounces of silver, from 7.9 million tons of ore grading 0.53 oz/ton gold and 0.12 oz/ton silver, between 1899 and 1971 (principle production was from 1932-1971). Total gold production from the former producing mines in the Bridge River camp remain foremost in British Columbia's history (see Part 1- "Exploration of the Standard Claim).

Regional patterns of metal zonation across the eastern flank of the Coast Plutonic Complex divide the camp into gold rich and silver rich deposits related to the proximity with the central plutons (bodies of medium to coarse-grained igneous rock that formed beneath the surface due to the solidification of magma). 'Congress type' mineralization, represented by low gold-silver ratios and antimony rich ores, developed distal to coast granitic intrusives in shear zones and Tertiary porphyry dykes. Mineralization at the Bralorne and Pioneer mines consist of gold and arsenopyrite (8[FeAsS]) bearing quartz veins filling en echelon tension fractures in the Bralorne diorite (a group of coarse-grained igneous rocks intermediate in composition between acidic and basic) and Pioneer greenstones. The Standard property is located in a transition zone between gold-arsenic rich and silver-antimony rich zones. Although economic mineralization has not yet been identified on the property, rock samples from the Waterloo showing show multielement anomalies and significant gold values to warrant further investigation.

An exploration program including reconnaissance mapping, prospecting and geochemical sampling is recommended to determine the extent of the mineralizing system on the Standard property. Further programs of trenching and drilling are recommended contingent on favorable results of each preceding exploration phase.

### OFFICES

The Company's executive offices are located in 800 - 15355 24th Avenue - - - Suite 287, White Rock, British Columbia, Canada. The office is located in the personal residence of the President of the Company. There is no charge to the Company for office but an imputed charge of \$1,200 has been expensed during the current period with an offsetting entry to capital contribution. The Company realizes it will require an office once it has started exploration work on the Standard claim, but has yet to choose the office's location.

### INCORPORATION IN THE STATE OF DELAWARE

The Company incorporated in the State of Delaware rather than British Columbia because of tax reasons. For example, both the Federal and Provincial Governments impose tax on any profits made. This tax could range as high as 51% of net income. In addition, the Province of British

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Columbia has an annual Capital Tax based on the number of shares outstanding. By having a Delaware based company the Company, if it ex-provincially incorporates in British Columbia, only be subject to a 15% withholding tax as set forth in the Canada/US Tax Treaty.

### OTHER PROPERTY

The Company does not own any other property other than the rights to the minerals located on the Standard Claim.

ITEM 4. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERSHIP AND MANAGEMENT

SECURITIES OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

The following table sets forth certain information with respect to the beneficial ownership of each person who is known to the Company to be the beneficial owner of more than 5% of the Company's Common Stock as of October 31, 1999.

<TABLE>  
<CAPTION>

(1) Title of Class -----	(2) Name and Address of Beneficial Owner -----	(3) Amount and Nature of Beneficial Ownership (1), (2) -----	(4) Percent of Class (2) -----
<S>	<C>	<C>	<C>
Common Shares	E. DEL THACHUK 800-15355 24th Ave., Suite 287 White Rock, British Columbia Canada, V4A 2H9	100,000 (i.)	7.7%
Common Shares	DORIS M. O'BRIEN 626 - Highway 99 P.O. Box 5 Surrey, British Columbia Canada, V4B 5A8	100,000	7.7%
Common Shares	AUGGNETHA QUASHIE 15382 -110A Avenue Surrey, British Columbia Canada, V3R 9H6	100,000	7.7%
Common Shares	MICHEL LEVESQUE 3350 - 199A Street Langley, British Columbia Canada, V3A 4T9	100,000	7.7%
Common Shares	MICHAEL THACHUK 47 - 20761 Telegraph Trail Surrey, British Columbia Canada, V1M 2W3	100,000 (ii)	7.7%
Common Shares	GERRY WOLFF 4364 Woodcrest Road West Vancouver, B.C. Canada, V7S 2W1	100,000	7.7%

</TABLE>

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<TABLE>  
<CAPTION>

(1) Title of Class -----	(2) Name and Address of Beneficial Owner -----	(3) Amount and Nature of Beneficial Ownership (1), (2) -----	(4) Percent of Class (2) -----
<S>	<C>	<C>	<C>
Common Shares	MAVIS E. SHAW 246 - 20071 - 24th Avenue Langley, British Columbia Canada, V2Z 2A1	100,000	7.7%
Common Shares	KEN RADOMSKY 840 - 15355 - 24th Avenue White Rock, B.C. Canada, V4A 2H9	100,000	7.7%
Common Shares	RAYMOND CAL MILLER 301 - 1323 Merklin Street White Rock, British Columbia Canada, V4B 4C2	100,000	7.7%
Common Shares	MARION K. SEPT 19188 - 84th Avenue Surrey, British Columbia Canada, V4N 3G5	100,000	7.7%
Common Shares	KAREN FORD 17773- 59 a Avenue Surrey, British Columbia Canada, V3S 1R2	100,000	7.7%

</TABLE>

(1) As of October 31, 1999 there were 1,295,000 common shares outstanding.

Unless otherwise noted, the security ownership disclosed in this table is of record and beneficial.

- (2) Under Rule 13-d under the Exchange Act, shares not outstanding but subject to options, warrants, rights, conversion privileges pursuant to which such shares may be acquired in the next 60 days are deemed to be outstanding for the purpose of computing the percentage of outstanding shares owned by the persons having such rights, but are not deemed outstanding for the purpose of computing the percentage for such other persons.
- (i) This stock is restricted since it was issued in compliance with the exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended. After this stock has been held for one year, Mr. Thachuk could sell 1% of the outstanding stock in the Company every three months. Therefore, this stock can be sold after the expiration of one year in compliance with the provisions of Rule 144. There is "stock transfer" instructions placed against this certificate and a legend has been imprinted on the stock certificate itself.
- (ii) Michael Thachuk is the son of the President of the Company. He is married and lives in his own home. These shares are not restricted under Rule 144.

#### SECURITY OWNERSHIP OF MANAGEMENT

The following table sets forth certain information with respect to the beneficial ownership of each officer and director, and of all directors and executive officers as a group as of October 31, 1999.

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<TABLE>  
<CAPTION>

(1) Title of Class -----	(2) Name and Address of Beneficial Owner -----	(3) Amount and Nature of Beneficial Ownership (1), (2) -----	(4) Percent of Class (2) -----
<S>	<C>	<C>	<C>
Common Shares	E. DEL THACHUK 800-15355 24th Ave., Suite 287 White Rock, British Columbia Canada, V4A 2H9	100,000 (3)	7.7%

</TABLE>

- (1) As of October 31, 1999 there were 1,295,000 common shares outstanding. Unless otherwise noted, the security ownership disclosed in this table is of record and beneficial.
- (2) Under Rule 13-d under the Exchange Act, shares not outstanding but subject to options, warrants, rights, conversion privileges pursuant to which such shares may be acquired in the next 60 days are deemed to be outstanding for the purpose of computing the percentage of outstanding shares owned by the persons having such rights, but are not deemed outstanding for the purpose of computing the percentage for such other persons. None of the directors or officers have any options, warrants, rights or conversion privileges outstanding.
- (3) E. Del Thachuk is President and Director of the Company. This stock is restricted since it was issued in compliance with the exemption from registration provided by Section 4 (2) of the Securities Act of 1933, as amended. After this stock has been held for one (1) year, Mr. Thachuk could sell a percentage of his shares every three months based on 1% of the outstanding stock. Therefore, this stock cannot be sold except in compliance with the provisions of Rule 144.

#### ITEM 5. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS

##### DIRECTORS AND EXECUTIVE OFFICERS

The Company's directors and executive officers, as of October 31, 1999, are listed in the table below. Directors are elected at the Company's annual meeting of stockholders. They hold office until their successors are elected and qualified. The Company's officers, responsible to the Board of Directors, are appointed annually by the Board.

<TABLE>  
<CAPTION>

Name -----	Position Held -----	Term as Director Expires -----
<S>	<C>	<C>
E. Del Thachuk	President and Director	2000
Mary Anne Thachuk	Secretary Treasurer	-

</TABLE>

DEL THACHUK, 63, has been the President and a Director of the Company

since its inception. Mr. Thachuk graduated from Victoria Composite High School in Edmonton, Alberta before spending nine months articling as a chartered accountant student. Subsequently, Mr. Thachuk worked for two years for the City of Edmonton as a surveyor before entering professional football for four years. He was a player for London Lords in London, Ontario and then was hired by the Edmonton Eskimos. From 1962 to 1969, Mr. Thachuk was owner and president of Civic Tire & Battery Ltd. located in Olds, Alberta. His company owned three tire shops and was in partnership with an additional two. Subsequent to the sale of his company he became a contractor for a short period of time during which time he build and sold five houses and approximately thirty pre-fab homes. In 1971, Mr. Thachuk commenced mining a placer gold

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property he owned in Atlin, British Columbia. During the fifteen years he mined his placer property he extracted in excess of 30,000 ounces of gold. With the sale of the placer property, Mr. Thachuk, over the next five years, entered into various mining ventures in Nevada, Washington State and British Columbia. During this same period of time, Mr. Thachuk was president of Red Fox Minerals Ltd., a company listed on the Vancouver Stock Exchange. In 1991, he became part owner and general manager for Koben Sand & Gravel which employed 36 employees and in its third year of operations had in excess of CDN \$6,000,000 in sales. In 1994, Mr. Thachuk became a consultant for various companies until 1997 when he incorporated and became president of Mine A Max Corporation, a company trading on the OTC Bulletin Board in United States.

MARYANNE L. THACHUK, 63, has been Secretary Treasurer of the Company since its inception. She graduated from Jasper Place Sr. High in Edmonton in 1954 and then obtained a Certified Secretarial Diploma from McTavish Business College. From 1956 to 1960, Maryanne worked for CJCA Broadcasting Station in Edmonton reporting on court cases, sport related events and other news issues. She was the assistant to the Sports and News Director. In 1960, she moved to Vancouver and was employed as Private Secretary to the President of Dueck Motors. In 1962, she moved back to Alberta where she was trained as an In-Service Social Worker with the Alberta Government Department of Public & Child Welfare. In 1964 Maryanne moved back to the Vancouver as the Private Secretary of the President of Lindal Cedar Homes. From 1965 to 1988 she worked part time for the President of Delmor Enterprises before becoming one of its directors. In 1988, she became the Personal Secretary to the Board Chairman of the Culinary Foods Division for Canadian Airline. Since 1990, she has been working for the B.C. Government Department of Education (Surrey School District #36) where she has received specialized training in Finance & Administration.

Although Del and Maryanne Thachuk do not work full time, at the present, for the Company, Mr. Thachuk spends anywhere from 20 to 30 hours a month on administrative and accounting matters. As Secretary Treasurer, Maryanne Thachuk devotes 15 hours per month on various corporate matters. Once development of the Standard Claim takes place, the President and Secretary Treasurer will find that they have more work to do and undertake a full time work schedule.

Del or Maryanne Thachuk are not directors of another company registered under the Securities and Exchange Act of 1934 other than Del who was a director and officer of Mine A Max Corporation until May 31, 1999 and is presently a director and office of The Zeballos Mining Company.

Del Thachuk, the President and Director, and Maryanne Thachuk, the Secretary Treasurer, are married to one another. The two, however, are not related to any person under consideration for nomination as a director or appointment as an executive officer.

ITEM 6. EXECUTIVE COMPENSATION

None of the Company's executive officers have received compensation since the Company's inception.

The following table sets forth compensation paid or accrued by the Company during the period ended October 31, 1999 to the Company's President and Director and to the Secretary Treasurer.

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SUMMARY COMPENSATION TABLE (1999)

<TABLE>  
<CAPTION>

(a)	Annual Compensation		(e)	Long Term Compensation (US Dollars)			(i)
	(b)	(c)		Awards	(g)	Payouts	
Name and Principal position	Year	Salary	Other annual Comp. (\$)	Restricted stock awards (\$)	Options/SAR (#)	LTIP payouts (\$)	All other compensation (\$)
E. Del Thachuk President and Director	1999	-0-	-0-	-0-	-0-	-0-	-0-

There has been no compensation given to any of the Directors or Officers during 1999. There are no stock options outstanding as at October 31, 1999 and no options have been granted in 1999, but it is contemplated that the Company may issue stock options in the future to officers, directors, advisers and future employees.

COMPENSATION OF DIRECTORS

Members of the Board of Directors do not receive cash compensation for their services as Directors. Directors are not presently reimbursed for expenses incurred in attending Board meetings.

ITEM 7. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The Company has never before filed a prospectus specified under Section 10(a) of the Securities Act of 1933 at this time. The Company raised funds from its officers and directors relatives, friends and business associates as more fully described below.

SHARES ISSUED TO DIRECTORS AND OFFICERS

The President and Director of the Company subscribed for 100,000 shares at \$0.001per share for cash consideration. This stock is restricted since it was issued in compliance with the exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended. After this stock has been held for one year, the holders of these shares of the Company could sell a percentage of their shares every three months based on 1% of the outstanding stock in the Company. Therefore, this stock can be sold after the expiration of one year in compliance with the provisions of Rule 144. There are "stop transfer" instructions placed against this stock and a legend is imprinted on each stock certificate.

SHARES ISSUED TO OTHER SHAREHOLDERS

On or about January 11, 1999, the Company issued, at the price of \$0.001 per share, 100,000 shares each to ten different individuals. The shares were paid for in cash and the applicable Form D was filed with the United States Securities and Exchange Commission. These shares are not restricted from trading.

On or about February 15, 1999, the Company issued to twenty-four individuals shares for the consideration of \$0.01 per share. All shares were paid for in cash. These shares were issued in accordance with the exemption from registration provided by Rule 504 of Regulation D of the Securities Act of 1933, as amended and an appropriate Form D was filed in connection with the issuance of these shares.

The Director and President of the Company has contributed and continue to contribute time, office space, telephone, and other expenses, without compensation or reimbursement. The Company has given recognition to this contribution by including in expenses and crediting capital surplus the following amounts:

Management fees	\$ 2,400
Rent	1,200
Telephone	600
	-----
	\$ 4,200
	=====

The director of the Company is a director, officer and stockholder of other companies. Therefore, conflicts of interest may arise between his duty as director of the Company and as director and officer of other companies. All such possible conflicts will be disclosed and the director concerned will govern himself in respect thereof to the best of his ability in accordance with the obligations imposed on them under the laws of the State of Delaware.

All officers and the director are aware of their fiduciary responsibilities under corporate law, especially insofar as taking advantage, directly or indirectly, of information or opportunities acquired in his capacity as officer and director of the Company. Any transaction with them will only be on terms consistent with industry standards and sound business practice in accordance with their duties to the Company, and depending upon the magnitude of the transactions and the absence of any other newly appointed board members, the transaction may be submitted to the shareholders for their approval in the absence of any independent board members.

The President has advanced money to the Company for the following purposes:

Payment of original incorporation costs	\$ 255
General working capital	6,000
	-----
	\$ 6,255
	=====



The above noted advance is on a demand basis and bears no interest. Had an interest rate of 10% been used the amount of interest due and payable would have been approximately \$350.

Mr. Thachuk is prepared to advance other money to the Company for an exploration program on the Standard claim. Such commitment would not exceed \$20,000 since any exploration program initially would not require funds in excess of this amount. If the Company is unable to raise further money from the issuance of its capital stock or institutional investors and the director is unwilling to advance further funds subsequent to the above noted advancement, then the Company will not be able to operate as a going concern and might cease to exist.

The Company has not entered into any transactions with a related party and does not intend to do so in the immediate future. It is the intention of the Company to deal with third parties in all its acquisitions of properties.

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#### REPORTS TO SECURITY HOLDERS

Prior to filing this Form 10-SB, the Company has not been required to deliver annual reports. To the extent that the Company is required to deliver annual reports to security holders through its status of a reporting company, the Company shall deliver annual reports. Also, to the extent the Company is required to deliver annual reports by the rules or regulations of any exchange upon which the Company's shares are traded, the Company shall deliver annual reports. If the Company is not required to deliver annual reports, the Company will not go to the expense of producing and delivering such reports. If the Company is required to deliver annual reports, they will contain audited financial statements as required.

Prior to the filing of this Form 10-SB, the Company has not filed reports with the Securities and Exchange Commission. Once the Company becomes a reporting company, management anticipates that Forms 3, 4, 5, 10K-SB, 10Q-SB, 8-K and Schedules 13D along with the appropriate proxy material will have to be filed as they come due. If the Company issues additional shares, the Company may file additional registration statements for those shares.

The public may read and copy any material of the Company files with the Securities and Exchange Commission at the Commission's Public Reference Room at 450 Fifth Street, N.W., Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the Commission at 1-800-SEC-0330. The Commission maintains an Internet site that contains reports, proxy and information statements, and other information regarding the issuers that file electronically with the Commission. The Internet address of the Commission's site is (<http://www.sec.gov>).

#### YEAR 2000 COMPUTER PROBLEMS

The Company is dependent on computer technology in its business operations even though it does not itself own any computers at the present time. Nevertheless every business and professional person the Company uses are reliant on computers which reliance has a direct effect on the Company.

The "Year 2000 problem" arose because many existing computer programs use only the last two digits of a year. Therefore, these computer programs do not properly recognize a year that begins with "20" instead of "19". If not corrected, many computer applications could fail or create erroneous results. The extent of the potential impact of the Year 2000 problem is not yet known, and if not timely corrected, it could affect the global economy. No country, government, business, or person is immune from the potential far-reaching effects of Year 2000 problems. Some estimates that include not only software and hardware costs, but also cost related to business interruption, litigation and liability, run into the hundreds of billions of dollars.

The Company has determined that the consequences of its Year 2000 issues are likely to be material, in that a breakdown in the economy due to the Year 2000 problem might endanger its chances of having its mineral claim explored. The majority of geology companies use computerized equipment to do their reports and assessments. The possibilities of some or all of this equipment failing is extremely high. Future suppliers for the company will prepare agreements, cheques and other documents on the computer and as such are subject to the Year 2000 problem. The Company has:

- a. investigated computer software for future purchase whereby the Year 2000 issue has been addressed and corrected. The Company is in the state of readiness to purchase software, if it proves to have resolved the Year 2000 problem, at the time it acquires its own computer hardware.

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- b. incurred no cost, as yet, to address the Year 2000 issue but expects its costs in the future will be for the purchase of computers and software which have resolved the Year 2000 problem.
- c. acknowledged the risk it faces with the Year 2000 issue from its suppliers and professionals who have not addressed the

Year 2000 issue and hence can no longer operate once the Year 2000 is upon the business community.

- d. A contingency plan in that it will discuss with its suppliers and professionals their contingency plans and if they have not addressed the Year 2000 problem the Company will switch to other suppliers and professionals who have. There is no guarantee the Company will be successful in identifying those suppliers and professions who have addressed the Year 2000 issue.

In summary, the problem is a massive, pervasive, complex, world-wide phenomena that could, in a worst-case scenario, totally shut down and destroy the Company's business operations.

#### ITEM 8. DESCRIPTION OF SECURITIES

The Company's articles of incorporation currently provide that the Company is authorized to issue 25,000,000 shares of common stock, par value \$0.001 per share. As at October 31, 1999, 1,295,000 shares were outstanding.

##### COMMON STOCK

Each holder of record of the Company's common stock is entitled to one vote per share in the election of the Company's directors and all other matters submitted to the Company's stockholders for a vote. Holders of the Company's common stock are also entitled to share ratably in all dividends when, as, and if declared by the Company's Board of Directors from funds legally available therefore, and to share ratably in all assets available for distribution to the Company's stockholders upon liquidation or dissolution, subject in both cases to any preference that may be applicable to any outstanding preferred stock. There are no preemptive rights to subscribe to any of the Company's securities, and no conversion rights or sinking fund provisions applicable to the common stock.

Neither the Company's articles of incorporation nor its bylaws provide for cumulative voting. Accordingly, persons who own or control a majority of the shares outstanding may elect all of the Board of Directors, and persons owning less than a majority could be foreclosed from electing any.

##### OPTIONS OUTSTANDING

There are no outstanding options. It is the intention of the Board of Directors to grant stock options to directors, officers and future employees at some time in the future. At the present time no consideration has been given to the granting of stock options.

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#### PART 11

#### ITEM 1. MARKET PRICE OF AND DIVIDENDS ON THE COMPANY'S COMMON EQUITY AND OTHER STOCKHOLDER MATTERS

##### MARKET INFORMATION

The Company's stock is not presently traded or listed on any public market. Upon effectiveness of the Company's registration statement under the Securities Exchange Act of 1934, it is anticipated one or more broker dealers may make a market in its securities over the counter, with quotations carried on the National Association of Securities Dealers, Inc.'s "OTC Bulletin Board".

There is no established market price for the shares. There are no common shares subject to outstanding options or warrants or securities convertible into common equity of the Company. The number of shares subject to Rule 144 is 100,000. Each share certificate has the appropriate legend affixed thereto. There are no shares being offered to the public and no shares have been offered pursuant to an employee benefit plan or dividend reinvestment plan.

##### HOLDERS

There are 35 record holder of the Company's common stock as at October 31, 1999. Only one is a director or officer of the Company.

##### DIVIDENDS

The Company has never paid cash dividends on its common stock and does not intend to do so in the foreseeable future. The Company currently intends to retain any earnings for the operation and expansion of its business.

##### TRANSFER AGENT

The Company's transfer agent is Nevada Agency & Trust Co., 50 West Liberty Street, Suite 880, Reno, Nevada, 89501.

#### ITEM 2. LEGAL PROCEEDINGS

There are no legal proceedings to which the Company is a party or to which its property is subject, nor to the best of management's knowledge are any material legal proceedings contemplated.

#### ITEM 3. DISAGREEMENT WITH ACCOUNTANTS AND FINANCIAL DISCLOSURE

From inception to date, the Company's principal accountant is Andersen Andersen & Strong, L.C. of Salt Lake City, Utah. The firm's report for the period from inception to August 31, 1999 did not contain any adverse opinion or disclaimer, nor were there any disagreements between management and the Company's accountants.

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#### ITEM 4. RECENT SALES OF UNREGISTERED SECURITIES

From inception through to October 31, 1999, the Company has issued and sold the following unregistered shares of its common stock (the aggregated value of all such offerings did not exceed US\$1,000,000):

(i) Subscription for 100,000 shares by the Directors and Officers of the Company

On January 11, 1999 the Company issued to its President, E. Del Thachuk, 100,000 common shares at \$0.001 per share. This stock is restricted since it was issued in compliance with the exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended. After this stock has been held for one year, the Director could sell within a three month period a percentage of his shares based on 1% of the outstanding stock in the Company. Therefore, this stock can be sold after the expiration of one year in compliance with the provisions of Rule 144. There are "stop transfer" instructions placed against this certificate and a legend has been imprinted on the stock certificate itself.

(ii) Subscription for 1,000,000 shares

On January 11, 1999, the Company accepted subscriptions from ten investors in the amount of 1,000,000 shares at a price of \$0.001 per share. In all cases the consideration was cash. These shares were issued in accordance with the exemption from registration provided by Rule 504 of Regulation D of the Securities Act of 1933, as amended, and an appropriate Form D was filed in connection with the issuance of these shares.

(iii) Subscription of 195,000 shares

On February 15, 1999, the Company accepted subscription from twenty-four investors in the amount of 195,000 shares at a price of \$0.01 per share. In all cases cash was paid for these shares. These shares were issued in accordance with the exemption from registration provided by Rule 504 of Regulation D of the Securities Act of 1933, as amended, and an appropriate Form D was filed in connection with the issuance of these shares.

#### ITEM 5. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Articles of Incorporation contain provisions which, in substance, eliminate the personal liability of the Board of Directors and officers of the Company and its shareholders from monetary damages for breach of fiduciary duties as directors to the extent permitted by Delaware law. By virtue of these provisions, and under current Delaware law, a director of the Company will not be personally liable for monetary damages for breach of fiduciary duty, except liability for:

- a. breach of his duties of loyalty to the Company or to its shareholders;
- b. acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- c. dividends or stock repurchase or redemptions that are unlawful under Delaware law; and
- d. any transactions from which he or she receives an improper personal benefit.

These provisions pertain only to breaches of duty by individuals solely in the capacity as directors, and not in any other corporate capacity, such as an officer, and limit liability only for

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breaches of fiduciary duties under Delaware law and not for violations of other laws (such as Federal securities laws). As a result of these indemnification provisions, shareholders may be unable to recover monetary damages against directors for actions taken by them that constitute negligence or gross negligence or that are in violation of their duties, although it maybe possible to obtain injunctive or other equitable relief with respect to such actions.

The inclusion of these indemnification provisions in the Company's By-laws may have the effect of reducing the likelihood of derivation litigation against directors, and may discourage or deter shareholders or management from bringing lawsuit action, if successful, might otherwise benefit the Company or its shareholders.

The Company has entered into separate indemnification agreements with its directors and officers containing provisions that provide for the maximum indemnification allowed to directors and officers under Delaware law and the Company, among other obligations, to indemnify such directors and officers against certain liabilities that may arise by reason of their status as directors and officers, other than liabilities arising from willful misconduct

of a culpable nature, provided that such persons acted in good faith and in a manner that he or she reasonably believed to be in or not opposed to the best interest of the Company and, in the case of criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful. In addition, the indemnification agreement provides generally that the Company will, subject to certain exceptions, advance the expenses incurred by director and officers as a result of any proceedings against them as to which they may be entitled to indemnifications. The Company believes these arrangements are necessary to attract and retain qualified persons as directors and officers.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, and controlling persons of the Company pursuant to the foregoing provisions or otherwise, the Company has been advised that, in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in such act, and is therefore unenforceable.

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PART F/S

FINANCIAL STATEMENTS

The following financial statements are filed with this Form 10-SB:

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	----
Report of Independent Certified Public Accountants	32
Financial Statements of Standard Capital Corp.	
Balance Sheet as at August 31, 1999	33
Statement of Operations for the Period from September 24, 1998 (Date of Inception) to August 31, 1999	34
Statement of Changes in Stockholders' Equity for the Period from September 24, 1998 (Date of Inception) to August 31, 1999	35
Statement of Cash Flows for the Period from September 24, 1998 (Date of Inception) to August 31, 1999	36
Notes to Financial Statements	37

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<TABLE>  
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<C>

ANDERSEN ANDERSEN & STRONG, L.C.  
Certified Public Accountants and Business Consultants Board  
Member SEC Practice Section of the AICPA

941 East 3300 South, Suite 220  
Salt Lake City, Utah, 84106  
Telephone 801-486-0096  
Fax 801-486-0098  
E-mail Kandersen @ msn.com

</TABLE>  
Board of Directors  
Standard Capital Corporation  
Vancouver B. C. Canada

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We have audited the accompanying balance sheet of Standard Capital Corporation (a development stage company) at August 31, 1999 and the statement of operations, stockholders' equity, and cash flows for the period from September 24, 1998 (date of inception) to August 31, 1999. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit also includes assessing the accounting principles used and significant estimates made by management as well as evaluating the overall balance sheet presentation. We believe that our audit provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Standard Capital Corporation at August 31, 1999, and the results of operations, and cash flows for the period from September 24, 1998 (date of inception) to August 31, 1999 in conformity with generally accepted accounting principles.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company is in the development stage and will need additional working capital for its planned activity, which raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are described in Note 5. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Salt Lake City, Utah  
December 3, 1999

/s/ "Andersen Andersen & Strong"

STANDARD EXPLORATIONS LTD.  
(AN EXPLORATION STAGE COMPANY)  
BALANCE  
AUGUST 31, 1999

-----	
<TABLE>	
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<S>	<C>
<b>ASSETS</b>	
<b>CURRENT ASSETS</b>	
Cash	\$ 2,531
	-----
Total Current Assets	2,531
	-----
<b>OTHER ASSETS</b>	
Mineral lease - Note 3	-
	-----
	\$ 2,531
	-----
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>	
<b>CURRENT LIABILITIES</b>	
Accounts payable - related party	\$ 6,255
	-----
Accounts payable	2,002
	-----
Total Current Liabilities	8,257
	-----
<b>STOCKHOLDERS' EQUITY</b>	
Common stock	
25,000,000 shares authorized, at \$0.001 par value; 1,295,000 shares issued and outstanding	1,295
	-----
Capital in excess of par value	5,955
	-----
Deficit accumulated during the development stage	(12,976)
	-----
Total Stockholders' Equity	(5,726)
	-----
	\$ 2,531
	=====

</TABLE>

The accompanying notes are an integral part of these financial statements.

STANDARD CAPITAL CORPORATION.  
(AN EXPLORATION STAGE COMPANY)  
STATEMENT OF OPERATIONS  
FOR THE PERIOD FROM SEPTEMBER 24, 1998  
(DATE OF INCEPTION) TO AUGUST 31, 1999

-----	
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<S>	<C>
<b>SALES</b>	
	\$ -
<b>EXPENSES</b>	
	12,976
	-----
<b>NET LOSS</b>	\$ (12,976)
	=====
<b>NET LOSS PER COMMON SHARE</b>	
Basic	\$ (.002)
	=====
<b>AVERAGE OUTSTANDING SHARES</b>	
Basic	836,100
	=====

</TABLE>

The accompanying notes are an integral part of these financial statements.

STANDARD CAPITAL CORPORATION  
 (AN EXPLORATION STAGE COMPANY)  
 STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY  
 FOR THE PERIOD FROM SEPTEMBER 24, 1998 (DATE OF INCEPTION)  
 TO AUGUST 31, 1999

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	COMMON STOCK SHARES	AMOUNT	CAPITAL IN EXCESS OF PAR VALUE	ACCUMULATED DEFICIT
<S>	<C>	<C>	<C>	<C>
BALANCE SEPTEMBER 24, 1998 (date of inception)	-	\$ -	\$ -	\$ -
Issuance of common stock for cash At \$.001 - January 11, 1999	1,000,000	1,000	-	-
Issuance of common stock for cash At \$.001 - February 19, 1999	100,000	100	-	-
Issuance of common stock for cash At \$.01 - February 15, 1999	195,000	195	1,755	-
Capital contribution - expenses	-	-	4,200	-
Net operating loss for the period from September 24, 1998 to August 31, 1999	-	-	-	(12,976)
BALANCE AUGUST 31, 1999	1,295,000	\$ 1,295	\$ 5,955	\$ (12,976)

</TABLE>

The accompanying notes are an integral part of these financial statements.

STANDARD CAPITAL CORPORATION  
 (AN EXPLORATION STAGE COMPANY)  
 STATEMENT OF CASH FLOWS  
 FOR THE PERIOD FROM SEPTEMBER 24, 1999  
 (DATE OF INCEPTION) TO AUGUST 31, 1999

<TABLE>  
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	<C>
<S>	<C>
CASH FLOWS FROM OPERATING ACTIVITIES:	
Net loss	\$ (12,976)
Adjustments to reconcile net loss to net cash provided by operating activities:	
Change in accounts payable	2,002
Capital contributions - expenses	4,200
Net Cash From Operations	(6,774)
CASH FLOWS FROM INVESTING ACTIVITIES:	-
CASH FLOWS FROM FINANCING ACTIVITIES:	
Proceeds from loan - related party	6,255
Proceeds from issuance of common stock	3,050
Net Increase in Cash	2,531
Cash at Beginning of Period	-
Cash at End of Period	\$ 2,531
SCHEDULE OF NONCASH INVESTING AND FINANCING ACTIVITIES	
Capital contributions - expenses	\$ 4,200

</TABLE>

The accompanying notes are an integral part of these financial statements.

STANDARD CAPITAL CORPORATION  
 (AN EXPLORATION STAGE COMPANY)  
 NOTES TO FINANCIAL STATEMENTS

---

1. ORGANIZATION

The Company was incorporated under the laws of the State of Delaware on September 24, 1998 with authorized common stock of 25,000,000 shares with \$.001 par value.

The Company was organized for the purpose of acquiring and developing mineral properties.

The Company is in the exploration stage.

The Company has completed Regulation D offerings of 1,195,000 shares of its capital stock for cash.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting Methods

The Company recognizes income and expenses based on the accrual method of accounting.

Dividend Policy

The Company has not yet adopted a policy regarding payment of dividends.

Income Taxes

On August 31, 1999 the Company has a net operating loss carry forward of \$12,976. The tax benefit from the loss carry forward has been fully offset by a valuation reserve because the use of the future tax benefit is doubtful since the Company has no operations. The loss carry forward will expire in 2019.

Earning (Loss) Per Share

Earnings (loss) per share amounts are computed based on the weighted average number of shares actually outstanding in accordance with FASB statement No. 128.

Cash and Cash Equivalents

The Company considers all highly liquid instruments purchased with a maturity, at the time of purchase, of less than three months, to be cash equivalents.

STANDARD CAPITAL CORPORATION  
 (AN EXPLORATION STAGE COMPANY)  
 NOTES TO FINANCIAL STATEMENTS (CONTINUED)

---

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Amortization of Capitalized Mineral Claim Costs

Cost of acquisition, exploration, carrying, and retaining unproven properties are expensed as incurred. Cost incurred in proving and developing a property ready for production are capitalized and amortized over the life of the mineral deposit or over a shorter period if the property is shown to have an impairment in value. Expenditures for mining equipment are capitalized and depreciated over their useful lives.

Environmental Requirements

At the report date environmental requirements related to the mineral claims acquired (note 3) are unknown and therefore an estimate of any future cost cannot be made.

Financial Instruments

The carrying amounts of financial instruments, including cash, mineral leases, and accounts payable, are considered by management to be their estimated fair values. These values are not necessarily indicative of the amounts that the Company could realize in a current market exchange.

Estimates and Assumptions

Management uses estimates and assumptions in preparing financial statements in accordance with generally accepted accounting principles. Those estimates and assumptions affect the reported amounts of the assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could vary from the estimates that were assumed in preparing these financial statements.

3. ACQUISITION OF MINERAL CLAIMS

The Company acquired one 18 unit metric mineral claim known as the Standard claim located within the Bridge River gold camp near the town of Gold Bridge, 160 kilometres north of Vancouver, British Columbia, with an expiration date of February 23, 2000.

The claims have not been proven to have commercial recoverable reserves and therefore the acquisition and exploration cost have been expensed.

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STANDARD CAPITAL CORPORATION

(AN EXPLORATION STAGE COMPANY)

NOTES TO FINANCLAL STATEMENTS (CONTINUED)

4. RELATED PARTY TRANSACTIONS

Related parties have acquired 85% of the common stock issued.

5. GOING CONCERN

The Company will need additional working capital to be successful in its efforts to develop the mineral claims acquired and therefore continuation of the Company as a going concern is dependent upon obtaining additional working capital and the management of the Company has developed a strategy, which it believes will accomplish this objective through additional equity funding, and long term financing, which will enable the Company to operate for the coming year.

Continuation of the Company as a going concern for the coming year is dependent upon receiving the funding needed and there can be no assurance that the Company will be successful in its efforts to obtain the needed working capital.

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PART III

ITEM 1. INDEX TO EXHIBITS

EXHIBIT

NO.	
(2)	Charter and By-Laws
(a)	Certificate of Incorporation of Standard Capital Corporation (filed herewith, page 42)
(b)	Articles of Incorporation (filed herewith, page 43)
(c)	Bylaws (filed herewith, page 49)
(3)	Instruments Defining Rights of Securities Holders
(a)	Text of stock certificates for common stock (filed herewith, page 58)
(5)	Voting Trust Agreements None
(6)	Material Contracts
(a)	Not made in the ordinary course of business
(i)	Transfer Agent and Registrar Agreement between Company and Nevada Agency & Trust Co., dated April 10, 1999 (filed herewith, page 59)
(10)	Consent of experts and counsel
(i)	Consent of Andersen Andersen & Strong, L.C., independent certified public accountants (filed herewith, page 62)
(11)	Statement re computation of per share earnings Not applicable
(16)	Letter of change in certifying accountant Not applicable
(21)	Subsidiaries of the Company Not applicable
(24)	Power of Attorney None
(27)	Financial Data Schedule Worksheet (filed herewith, page 63)
(99)	Addition Exhibits None

ITEM 2. DESCRIPTIONS OF EXHIBITS

None

[Attached, pages 42 through 65]

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SIGNATURES

In accordance with Section 12 of the Securities Exchange Act of 1934, the



Company has caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

STANDARD CAPITAL CORPORATION  
(Company)

by /s/ "E. DEL THACHUCK"

-----  
E. Del Thachuk  
President and Director

Dated: December 4, 1999

EXHIBIT (2) (A)

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 02/02/1999  
991044238 - 2999596

CERTIFICATE OF INCORPORATION

OF

STANDARD CAPITAL CORPORATION  
-----

FIRST. The name of this corporation shall be:

STANDARD CAPITAL CORPORATION

SECOND. Its registered office in the State of Delaware is to be located at 1013 Centre Road, in the City of Wilmington, County of New Castle, 19805, and its registered agent at such address is THE COMPANY CORPORATION.

THIRD. The purpose or purposes of the corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock which this corporation is authorized to issue is:

Twenty Five Million (25,000,000) shares with a par value of One Tenth of One Cent (\$0.001) per share, amounting to Twenty Five Thousand Dollars (\$25,000.00).

FIFTH. The name and mailing address of the incorporator is as follows:

Chennell Mowbray  
The Company Corporation  
1013 Centre Road  
Wilmington, DE 19805

SIXTH. The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

IN WITNESS WHEREOF, The undersigned, being the incorporator hereinbefore named, has executed, signed and acknowledged this certificate of incorporation this twenty-fourth day of September, A.D. 1998.

/s/ "Chennell Mowbray"  
-----

Chennell Mowbray  
Incorporator

ARTICLES OF INCORPORATION

STATE OF DELAWARE

ARTICLES OF INCORPORATION

OF

STANDARD CAPITAL CORPORATION

The undersigned corporation amends and restates its Articles of Incorporation originally filed on September 24, 1999 pursuant to Sections 242 of the General Corporation Law of the State of Delaware.

#### ARTICLE I

The name of this corporation shall be:

STANDARD CAPITAL CORPORATION

#### ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Delaware, and shall enjoy all the rights and privileges of a corporation granted by the laws of the State of Delaware.

#### ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is 25,000,000 Common Shares ("Common Stock"), with a par value of \$.001 per share.

The designation and the preferences, limitations and relative rights of the Common Stock is as follows:

1. Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of Common Stock, as hereinabove provided, all rights to vote and all voting power shall be vested in the holders of Common Stock.

2. The holders of Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends payable in cash, stock or otherwise.

3. Upon any liquidation, dissolution or winding-up of the corporation, whether voluntary or involuntary, the remaining net assets of the corporation shall be distributed pro rata to the holders of the Common Stock.

#### General Provisions.

1. Except as may be provided by the resolutions of the Board of Directors authorizing the issuance of Common Stock, as hereinabove provided, cumulative voting by any shareholder is hereby expressly denied.

2. No shareholder of this corporation shall have, by reason of its holding shares of any class or series of stock of the corporation, any preemptive or preferential rights to purchase or subscribe for any other shares of any class or series of this corporation now or hereafter authorized, and any other equity securities, or any notes, debentures, warrants, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter authorized whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such shareholder.

#### ARTICLE IV

The corporation is to have perpetual existence.

#### ARTICLE V

The business and property of the corporation shall be managed by a Board of not fewer than one (1) director, who shall be a natural persons of full age, and who shall be elected annually by the shareholders having voting rights, for the term of one year, and shall serve until the election and acceptance of their duly qualified successors. In the event of any delay in holding, or adjournment of, or failure to hold an annual meeting, the terms of the sitting directors shall be automatically continued indefinitely until their successors are elected and qualified, Directors need not be residents of the State of Delaware nor shareholders. Any vacancies, including vacancies resulting from an increase in the number of directors, may be filled by the Board of Directors, though less than a quorum, for the unexpired term. The Board of Directors shall have full power, and it is hereby expressly authorized, to increase or decrease the number of directors from time to time without requiring a vote of the shareholders. Any director or directors may be removed with or without cause by the shareholders at a meeting called for such purpose.

#### ARTICLE VI

This corporation, and any or all of the shareholders of this corporation, may from time to time enter into such agreements as they deem expedient relating to the shares of stock held by them and limiting the transferability thereof; and thereafter any transfer of such shares shall be made in accordance with the provisions of such agreement, provided that before the actual transfer of such shares on the books of the corporation, written notice of such agreement shall be given to this corporation by filing a copy thereof with the secretary of the corporation and a reference to such agreement shall be stamped, written or printed upon the certificate representing such shares, and the By-Laws of this corporation may likewise include provisions for the making of such agreement, as aforesaid.

#### ARTICLE VII

The private property of the shareholders of the corporation shall not be subject to the payment of the corporation's debts to any extent whatever.

#### ARTICLE VIII

The corporation hereby designates, as its Registered Agent, and as its Resident Agent to accept service of process within the State of Delaware:

The Company Corporations  
1013 Centre Road  
Wilmington, DE, 19805

#### ARTICLE IX

The following indemnification provisions shall be deemed to be contractual in nature and not subject to retroactive removal or reduction by amendment:

A. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of no contest or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

C. To the extent that a director, officer, employee, or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subparagraphs A and B, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

D. Any indemnification under subparagraphs A and B (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that

indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subparagraphs A and B. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders.

E. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized herein.

#### ARTICLE X

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, that the foregoing clause shall not apply to any liability of a director for any action for which the General Corporation Law of the State of Delaware proscribes this limitation and then only to the extent that this limitation is specifically proscribed.

#### ARTICLE XI

In furtherance, and not in limitation, of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized:

A. To make, alter, amend, and repeal the By-Laws of the corporation, subject to the power of the holders of stock having voting power to alter, amend, or repeal the By-Laws made by the Board of Directors.

B. To determine and fix the value of any property to be acquired by the corporation and to issue and pay in exchange therefore, stock of the corporation; and the judgment of the directors in determining such value shall be conclusive.

C. To set apart out of any funds of the corporation available for dividends, a reserve or reserves for working capital or for any other lawful purposes, and also to abolish any such reserve in the same manner in which it was created.

D. To determine from time to time whether and to what extent, and at what time and places, and under what conditions and regulations the accounts and books of the corporation, or any of the books, shall be open for inspection by the shareholders and no shareholder shall have any right to inspect any account or book or document of the corporation except as conferred by the laws of the State of Delaware, unless and until authorized to do so by resolution of the Board of Directors or of the shareholders.

E. The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

#### ARTICLE XII

If the By-Laws so provide, the shareholders and the Board of Directors of the corporation shall have the power to hold their meetings, to have an office or offices, and to keep the books of the corporation, subject to the provisions of the laws of the State of Delaware, outside of said state at such place or places as may be designated from time to time by the Board of Directors.

The corporation may, in its By-Laws, confer powers upon the Board of Directors in addition to those granted by these Articles of Incorporation, and in addition to the powers and authority expressly conferred upon them by the laws of the State of Delaware.

Election of directors need not be by ballot unless the By-Laws so provide.

Directors shall be entitled to reasonable fees for their attendance at meetings of the Board of Directors.

#### ARTICLE XIII

In case the corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are members, or with any other corporation or association of which one or more of its directors are shareholders, directors, or officers, such contracts or transactions shall not be invalidated or in any way affected by the fact that such director or directors have or may have an interest therein which is or might be adverse to the interest of this corporation, provided that such contracts or transactions are in the usual course of business.

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm, shall in any way be affected or invalidated by the fact that any of the directors of this corporation is interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which time such contract or transaction was authorized or confirmed, and provided, however, that any such directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such director may vote thereon to authorize any such contract or transaction, and any such director may vote thereon to authorize any such contract or transaction with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### ARTICLE XIV

If the corporation is not a reporting company, no shares shall be transferred with the previous consent of the Directors expressed by a resolution of the Board and the Directors shall not be required to give any reason for refusing to consent to any such proposed transfer. If the corporation is not a reporting company, no shares or debt obligations issued by the corporation shall be offered for sale to the public.

#### ARTICLE XV

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein upon shareholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, I, the undersigned, pursuant to the laws of the State of Delaware, has hereunto duly executed the foregoing Amended and Restated Articles of Incorporation to be filed in the Office of the Secretary of the State of Delaware for the purposes therein set forth this September 27, 1998.

/s/ "E. Del Thachuk"

-----  
E. Del Thachuk, President

BYLAWS

OF

STANDARD CAPITAL CORPORATION

(a Delaware corporation)

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ARTICLE I

STOCKHOLDERS

1. **CERTIFICATES REPRESENTING STOCK.** Certificates representing stock in the corporation shall be signed by, or in the name of, the corporation by the Chairperson or Vice-Chairperson of the Board of Directors, if any, or by the President or a Vice-President and by the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary of the corporation. Any or all the signatures on any such certificate may be a facsimile. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if such person were such officer, transfer agent, or registrar at the date of issue.

Whenever the corporation shall be authorized to issue more than one class of stock or more than one series of any class of stock, and whenever the corporation shall issue any shares of its stock as partly paid stock, the certificates representing shares of any such class or series or of any such partly paid stock shall set forth thereon the statements prescribed by the General Corporation Law. Any restrictions on the transfer or registration of transfer of any shares of stock of any class or series shall be noted conspicuously on the certificate representing such shares.

The corporation may issue a new certificate of stock or uncertificated shares in place of any certificate theretofore issued by it, alleged to have been lost, stolen, or destroyed, and the Board of Directors may require the owner of the lost, stolen, or destroyed certificate, or such owner's legal representative, to give the corporation a bond sufficient to indemnify the corporation against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of any such new certificate or uncertificated shares.

2. **UNCERTIFICATED SHARES.** Subject to any conditions imposed by the General Corporation Law, the Board of Directors of the corporation may provide by resolution or resolutions that some or all of any or all classes or series of the stock of the corporation shall be uncertificated shares. Within a reasonable time after the issuance or transfer of any uncertificated shares, the corporation shall send to the registered owner thereof any written notice prescribed by the General Corporation Law.

3. **FRACTIONAL SHARE INTERESTS.** The corporation may, but shall not be required to, issue fractions of a share. If the corporation does not issue fractions of a share, it shall (1) arrange for the disposition of fractional interests by those entitled thereto, (2) pay in cash the fair value of fractions of a share as of the time when those entitled to receive such fractions are determined, or (3) issue scrip or warrants in registered form (either represented by a certificate or uncertificated) or bearer form (represented by a certificate) which shall entitle the holder to

receive a full share upon the surrender of such scrip or warrants aggregating a full share. A certificate for a fractional share or an uncertificated fractional share shall, but scrip or warrants shall not unless otherwise provided therein, entitle the holder to exercise voting rights, to receive dividends thereon, and to participate in any of the assets of the corporation in the event of liquidation. The Board of Directors may cause scrip or warrants to be issued subject to the conditions that they shall become void if not exchanged for certificates representing the full shares or uncertificated full shares before a specified date, or subject to the conditions that the shares for which scrip or warrants are exchangeable may be sold by the corporation and the proceeds

thereof distributed to the holders of scrip or warrants, or subject to any other conditions which the Board of Directors may impose.

4. STOCK TRANSFERS. Upon compliance with provisions restricting the transfer or registration of transfer of shares of stock, if any, transfers or registration of transfers of shares of stock of the corporation shall be made only on the stock ledger of the corporation by the registered holder thereof, or by the registered holder's attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the corporation or with a transfer agent or a registrar, if any, and, in the case of shares represented by certificates, on surrender of the certificate or certificates for such shares of stock properly endorsed and the payment of all taxes due thereon.

5. RECORD DATE FOR STOCKHOLDERS. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall not be more than sixty nor less than ten days before the date of such meeting. If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting. In order that the corporation may determine the stockholders entitled to consent to corporate action in writing without a meeting, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which date shall not be more than ten days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. If no record date has been fixed by the Board of Directors, the record date for determining the stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is required by the General Corporation Law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to the corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. If no record date has been fixed by the Board of Directors and prior action by the Board of Directors is required by the General Corporation Law, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action. In order that the corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to exercise any rights in respect of any change, conversion, or

exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than sixty days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

6. MEANING OF CERTAIN TERMS. As used herein in respect of the right to notice of a meeting of stockholders or a waiver thereof or to participate or vote thereat or to consent or dissent in writing in lieu of a meeting, as the case may be, the term "share" or "shares" or "share of stock" or "shares of stock" or "stockholder" or "stockholders" refers to an outstanding share or shares of stock and to a holder or holders of record of outstanding shares of stock when the corporation is authorized to issue only one class of shares of stock, and said reference is also intended to include any outstanding share or shares of stock and any holder or holders of record of outstanding shares of stock of any class upon which or upon whom the certificate of incorporation confers such rights where there are two or more classes or series of shares of



stock or upon which or upon whom the General Corporation Law confers such rights notwithstanding that the certificate of incorporation may provide for more than one class or series of shares of stock, one or more of which are limited or denied such rights thereunder; provided, however, that no such right shall vest in the event of an increase or a decrease in the authorized number of shares of stock of any class or series which is otherwise denied voting rights under the provisions of the certificate of incorporation, except as any provision of law may otherwise require.

#### 7. STOCKHOLDER MEETINGS.

- **TIME.** The annual meeting shall be held on the date and at the time fixed, from time to time, by the directors, provided, that the first annual meeting shall be held on a date within thirteen months after the organization of the corporation, and each successive annual meeting shall be held on a date within thirteen months after the date of the preceding annual meeting. A special meeting shall be held on the date and at the time fixed by the directors.
- **PLACE.** Annual meetings and special meetings shall be held at such place, within or without the State of Delaware, as the directors may, from time to time, fix. Whenever the directors shall fail to fix such place, the meeting shall be held at the registered office of the corporation in the State of Delaware.
- **CALL.** Annual meetings and special meetings may be called by the directors or by any officer instructed by the directors to call the meeting.
- **NOTICE OR WAIVER OF NOTICE.** Written notice of all meetings shall be given, stating the place, date, and hour of the meeting and stating the place within the city or other municipality or community at which the list of stockholders of the corporation may be examined. The notice of an annual meeting shall state that the meeting is called for the election of directors and for the transaction of other business which may properly come before the meeting, and shall (if any other action which could be taken at a special meeting is to be taken at such annual meeting) state the purpose or purposes. The notice of a special meeting shall in all instances state the purpose or purposes for which the meeting is called. The notice of any meeting shall also include, or be accompanied by, any

additional statements, information, or documents prescribed by the General Corporation Law. Except as otherwise provided by the General Corporation Law, a copy of the notice of any meeting shall be given, personally or by mail, not less than ten days nor more than sixty days before the date of the meeting, unless the lapse of the prescribed period of time shall have been waived, and directed to each stockholder at such stockholder's record address or at such other address which such stockholder may have furnished by request in writing to the Secretary of the corporation. Notice by mail shall be deemed to be given when deposited, with postage thereon prepaid, in the United States Mail. If a meeting is adjourned to another time, not more than thirty days hence, and/or to another place, and if an announcement of the adjourned time and/or place is made at the meeting, it shall not be necessary to give notice of the adjourned meeting unless the directors, after adjournment, fix a new record date for the adjourned meeting. Notice need not be given to any stockholder who submits a written waiver of notice signed by such stockholder before or after the time stated therein. Attendance of a stockholder at a meeting of stockholders shall constitute a waiver of notice of such meeting, except when the stockholder attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not

lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders need be specified in any written waiver of notice.

- **STOCKHOLDER LIST.** The officer who has charge of the stock ledger of the corporation shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city or other municipality or community where the meeting is to be held, which place shall be specified in the notice of the meeting, or if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present. The stock ledger shall be the only evidence as to who are the stockholders entitled to examine the stock ledger, the list required by this section or the books of the corporation, or to vote at any meeting of stockholders.
- **CONDUCT OF MEETING.** Meetings of the stockholders shall be presided over by one of the following officers in the order of seniority and if present and acting - the Chairperson of the Board, if any, the Vice-Chairperson of the Board, if any, the President, a Vice-President, or, if none of the foregoing is in office and present and acting, by a chairperson to be chosen by the stockholders. The Secretary of the corporation, or in such Secretary's absence, an Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present the chairperson of the meeting shall appoint a secretary of the meeting.
- **PROXY REPRESENTATION.** Every stockholder may authorize another person or persons to act for such stockholder by proxy in all matters in which a

stockholder is entitled to participate, whether by waiving notice of any meeting, voting or participating at a meeting, or expressing consent or dissent without a meeting. Every proxy must be signed by the stockholder or by such stockholder's attorney-in-fact. No proxy shall be voted or acted upon after three years from its date unless such proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and, if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may be made irrevocable regardless of whether the interest with which it is coupled is an interest in the stock itself or an interest in the corporation generally.

- **INSPECTORS.** The directors, in advance of any meeting, may, but need not, appoint one or more inspectors of election to act at the meeting or any adjournment thereof. If an inspector or inspectors are not appointed, the person presiding at the meeting may, but need not, appoint one or more inspectors. In case any person who may be appointed as an inspector fails to appear or act, the vacancy may be filled by appointment made by the directors in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, if any, before entering upon the discharge of duties of inspector, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of such inspector's ability. The inspectors, if any, shall

determine the number of shares of stock outstanding and the voting power of each, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots, or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots, or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all stockholders. On request of the person presiding at the meeting, the inspector or inspectors, if any, shall make a report in writing of any challenge, question, or matter determined by such inspector or inspectors and execute a certificate of any fact found by such inspector or inspectors. Except as may otherwise be required by subsection (e) of Section 231 of the General Corporation Law, the provisions of that Section shall not apply to the corporation.

- QUORUM. The holders of a majority of the outstanding shares of stock shall constitute a quorum at a meeting of stockholders for the transaction of any business. The stockholders present may adjourn the meeting despite the absence of a quorum.
- VOTING. Each share of stock shall entitle the holder thereof to one vote. Directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. Any other action shall be authorized by a majority of the votes cast except where the General Corporation Law prescribes a different percentage of votes and/or a different exercise of voting power, and except as may be otherwise prescribed by the provisions of the certificate of incorporation and these Bylaws. In the election of directors, and for any other action, voting need not be by ballot.

8. STOCKHOLDER ACTION WITHOUT MEETINGS. Except as any provision of the General Corporation Law may otherwise require, any action required by the General Corporation Law to be taken at any annual or special meeting of stockholders, or any action which may be

taken at any annual or special meeting of stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing. Action taken pursuant to this paragraph shall be subject to the provisions of Section 228 of the General Corporation Law.

## ARTICLE 11

### DIRECTORS

1. FUNCTIONS AND DEFINITION. The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors of the corporation. The Board of Directors shall have the authority to fix the compensation of the members thereof. The use of the phrase "whole board" herein refers to the total number of directors which the corporation would have if there were no vacancies.

2. QUALIFICATIONS AND NUMBER. A director need not be a stockholder, a citizen of the United States, or a resident of the State of Delaware. The initial Board of Directors shall consist of two persons. Thereafter the number of directors constituting the whole board shall be at least one. Subject to the foregoing limitation and except for the first Board of Directors, such number may be fixed from time to time by action of the stockholders or of the directors, or, if the number is not fixed, the number shall be two. The number of directors may be increased or decreased by action of the stockholders or of the directors.

3. **ELECTION AND TERM.** The first Board of Directors, unless the members thereof shall have been named in the certificate of incorporation, shall be elected by the incorporator or incorporators and shall hold office until the first annual meeting of stockholders and until their successors are elected and qualified or until their earlier resignation or removal. Any director may resign at any time upon written notice to the corporation. Thereafter, directors who are elected at an annual meeting of stockholders, and directors who are elected in the interim to fill vacancies and newly created directorships, shall hold office until the next annual meeting of stockholders and until their successors are elected and qualified or until their earlier resignation or removal. Except as the General Corporation Law may otherwise require, in the interim between annual meetings of stockholders or of special meetings of stockholders called for the election of directors and/or for the removal of one or more directors and for the filling of any vacancy in that connection, newly created directorships and any vacancies in the Board of Directors, including unfilled vacancies resulting from the removal of directors for cause or without cause, may be filled by the vote of a majority of the remaining directors then in office, although less than a quorum, or by the sole remaining director.

4. **MEETINGS.**

**TIME.** Meetings shall be held at such time as the Board shall fix, except that the first meeting of a newly elected Board shall be held as soon after its election as the directors may conveniently assemble.

**PLACE.** Meetings shall be held at such place within or without the State of Delaware as shall be fixed by the Board.

**CALL.** No call shall be required for regular meetings for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairperson of the Board, if any, the Vice-Chairperson of the Board, if any, of the President, or of a majority of the directors in office.

**NOTICE OR ACTUAL OR CONSTRUCTIVE WAIVER.** No notice shall be required for regular meetings for which the time and place have been fixed. Written, oral, or any other mode of notice of the time and place shall be given for special meetings in sufficient time for the convenient assembly of the directors thereat. Notice need not be given to any director or to any member of a committee of directors who submits a written waiver of notice signed by such director or member before or after the time stated therein. Attendance of any such person at a meeting shall constitute a waiver of notice of such meeting, except when such person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the directors need be specified in any written waiver of notice.

**QUORUM AND ACTION.** A majority of the whole Board shall constitute a quorum except when a vacancy or vacancies prevents such majority, whereupon a majority of the directors in office shall constitute a quorum, provided, that such majority shall constitute at least one-third of the whole Board. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as herein otherwise provided, and except as otherwise provided by the General Corporation Law, the vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. The quorum and voting provisions herein stated shall not be construed as conflicting with any provisions of the General Corporation Law and these Bylaws which govern a meeting of directors held to fill vacancies and newly created directorships in the Board or action of disinterested directors.

Any member or members of the Board of Directors or of any committee designated by the Board, may participate in a meeting of the Board, or any such committee, as the case may be, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

**CHAIRPERSON OF THE MEETING.** The Chairperson of the Board, if any and if present and acting, shall preside at all meetings. Otherwise, the Vice-Chairperson of the Board, if any and if present and acting, or the President, if present and acting, or any other director chosen by the Board, shall preside.

5. **REMOVAL OF DIRECTORS.** Except as may otherwise be provided by the General Corporation Law, any director or the entire Board of Directors may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors.

6. **COMMITTEES.** The Board of Directors may designate one or more committees, each committee to consist of one or more of the directors of the corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of any member of any such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the

extent provided in the resolution of the Board, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation with the exception of any power or authority the delegation of which is prohibited by Section 141 of the General Corporation Law, and may authorize the seal of the corporation to be affixed to all papers which may require it.

7. **WRITTEN ACTION.** Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

### ARTICLE III

#### OFFICERS

The officers of the corporation shall consist of a President, a Secretary, a Treasurer, and, if deemed necessary, expedient, or desirable by the Board of Directors, a Chairperson of the Board, a Vice-Chairperson of the Board, an Executive Vice-President, one or more other Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers with such titles as the resolution of the Board of Directors choosing them shall designate. Except as may otherwise be provided in the resolution of the Board of Directors choosing such officer, no officer other than the Chairperson or Vice-Chairperson of the Board, if any, need be a director. Any number of offices may be held by the same person, as the directors may determine.

Unless otherwise provided in the resolution choosing such officer, each officer shall be chosen for a term which shall continue until the meeting of the Board of Directors following the next annual meeting of stockholders and until such officer's successor shall have been chosen and qualified.

All officers of the corporation shall have such authority and perform such duties in the management and operation of the corporation as shall be prescribed in the resolutions of the Board of Directors designating and choosing such officers and prescribing their authority and duties, and shall have such additional authority and duties as are incident to their office except to the extent that such resolutions may be inconsistent therewith. The Secretary or an Assistant Secretary of the corporation shall record all of the proceedings of all meetings and actions in writing of stockholders, directors, and committees of directors, and shall exercise such additional authority and perform such additional duties as the Board shall assign to such Secretary or Assistant Secretary. Any officer may be removed, with or without cause, by the Board of Directors. Any vacancy in any office may be filled by the Board of Directors.

### ARTICLE IV

#### CORPORATE SEAL

The corporate seal shall be in such form as the Board of Directors shall prescribe.

### ARTICLE V

FISCAL YEAR

The fiscal year of the corporation shall be fixed, and shall be subject to change, by the Board of Directors.

ARTICLE VI

CONTROL OVER BYLAWS

Subject to the provisions of the certificate of incorporation and the provisions of the General Corporation Law, the power to amend, alter, or repeal these Bylaws and to adopt new Bylaws may be exercised by the Board of Directors or by the stockholders.

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the Bylaws of STANDARD CAPITAL CORPORATION, a Delaware corporation, as in effect on the date hereof.

Dated: September 25, 1998

/s/ "E. Del Thachuk"

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Secretary

(SEAL)

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

SPECIMEN STOCK CERTIFICATES

CUSIP NO. 853218 18 5

NUMBER

SHARES

STANDARD CAPITAL CORPORATION

Authorized Common Stock: 25,000,000 Shares  
Par Value: \$0.001

THIS CERTIFIES THAT

IS THE RECORD HOLDER OF

-Shares of STANDARD CAPITAL CORPORATION Common Stock -

transferable on the books of the Corporation in person or by duly authorized attorney upon surrender of this Certificate properly endorsed. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

Witness the facsimile seal of the Corporation and the facsimile of its duly authorized officers.

Dated:

/s/ "Maryanne Thachuk"

/s/ "E. Del Thachuk"

Secretary

President

(SEAL)

Not valid unless countersigned by transfer agent

Countersigned Registered:

NEVADA AGENCY AND TRUST COMPANY  
50 WEST LIBERTY STREET, SUITE 880  
RENO, NEVADA, 89501

By

Authorized Signature

TRANSFER AGENT AND REGISTRAR AGREEMENT

THIS AGREEMENT made and entered into this 10th day of April, 1999, by and between:

NEVADA AGENCY AND TRUST COMPANY, 50 West Liberty Street, Suite 880, Reno, Nevada 89501, hereinafter called "TRANSFER AGENT," and

STANDARD CAPITAL CORPORATION, 800 - 15355 24TH Ave., Suite 287, White Rock, B.C., V4A 2H9, a Delaware corporation, hereinafter called "COMPANY."

NOW THEREFORE, for valuable consideration and the mutual promises herein contained, the parties hereto agree as follows, to wit:

1. [APPOINTMENT OF TRANSFER AGENT] The COMPANY hereby appoints TRANSFER AGENT as the Transfer Agent and Registrar for the COMPANY'S Common Stock, commencing on this 10th day of April, 1999.

2. [COMPANY'S DUTY] The COMPANY agrees to deliver to TRANSFER AGENT a complete up-to-date stockholder list showing the name of the individual stockholder, current address, the number of shares and the certificate numbers, it being specifically understood and agreed that the TRANSFER AGENT is not to be held responsible for any omissions or error, that may have occurred prior to this Agreement whether on the part of the COMPANY itself or its previous transfer agent or agents. The COMPANY hereby agrees to indemnify TRANSFER AGENT in this regard.

3. [STOCK CERTIFICATES] The COMPANY agrees to provide an adequate number of stock certificates to handle the COMPANY'S transfers on a current basis. Upon receipt of TRANSFER AGENT'S request, the COMPANY agrees to furnish additional stock certificates as TRANSFER AGENT deems necessary considering the volume of transfers. The stock certificates shall be supplied at COMPANY'S cost. The TRANSFER AGENT agrees to order stock certificates from its printer upon request of the COMPANY.

4. [TRANSFER AGENT DUTIES] TRANSFER AGENT agrees to handle the COMPANY'S transfers, record the same, and maintain a ledger, together with a file containing all correspondence relating to said transfers, which records shall be kept confidential and be available to the COMPANY and its Board of Directors, or to any person specifically authorized by the Board of Directors to review the records which shall be made available by TRANSFER AGENT during the regular business hours.

5. [TRANSFER AGENT REGISTRATION] TRANSFER AGENT warrants that it is registered as a Transfer Agent with the United States Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended.

6. [STOCKHOLDER LIST] From time to time, as necessary for Company stockholders meeting or mailings, the TRANSFER AGENT will certify and make available to the current, active stockholders list for COMPANY purposes. It is agreed that a reasonable charge

for supplying such list will be made by TRANSFER AGENT to the COMPANY. It is further agreed that in the event the TRANSFER AGENT received a request or a demand from a stockholder or the attorney of agent for a stockholder, for a list of stockholders, the TRANSFER AGENT will serve notice of such request by certified mail to the COMPANY. The COMPANY will have forty-eight (48) hours to respond in writing to the TRANSFER AGENT. If the COMPANY orders the TRANSFER AGENT to withhold delivery of a list of stockholders as requested, the TRANSFER AGENT agrees to follow the orders of the COMPANY. The COMPANY will then follow the procedure set forth in the Uniform Commercial Code to restrain the TRANSFER AGENT from making delivery of a stockholders list.

7. [TRANSFER FEE] TRANSFER AGENT agrees to assess and collect from the person requesting a transfer and/or the transferrer, a fee of Fifteen and No/100 dollars (\$15.00) for each stock certificate issued, except original issues of



stock or warrant certificates, which fees shall be paid by the COMPANY. This fee may be decreased or increased at any time by the TRANSFER AGENT. This fee shall be the property of the TRANSFER AGENT.

8. [ANNUAL FEE] The COMPANY agrees to pay the TRANSFER AGENT an annual fee of TWELVE HUNDRED DOLLARS (\$1,200.00) each year. This fee reimburses the TRANSFER AGENT for the expense and time required to respond to the written and oral inquiries from brokers and the investing public, as well as maintaining the transfer books and records of the corporation. The annual fee will be due on 1st of July of each year and is subject to annual review.

8 [TERMINATION] This Agreement may be terminated by either party given written notice of such termination to the other party at least ninety (90) days before the effective date. The TRANSFER AGENT shall return all of the transfer records to the COMPANY and its duties and obligations as TRANSFER AGENT shall cease at that time. The TRANSFER AGENT will be paid a Termination Fee of \$1.00 per registered stockholder of the Company at the time the written termination notice is served.

10. [COMPANY STATUS] The COMPANY will promptly advise the TRANSFER AGENT of any changes or amendments to the Articles of Incorporation, any significant changes in corporate status, changes in officers, etc., and of all changes in filing status with the Securities and Exchange Commission, or any state entity, and to hold the TRANSFER AGENT harmless from its failure to do so.

II- [INDEMNIFICATION OF TRANSFER AGENT] The COMPANY agrees to indemnify and hold harmless the TRANSFER AGENT, from any and all loss, liability of damage, including reasonable attorneys' fees and expenses, arising out of, or resulting from the assertion against the TRANSFER AGENT of any claims, debts or obligations in connection with any of the TRANSFER AGENT'S duties as set forth in the Agreement, and specifically it is understood that the TRANSFER AGENT shall have the right to apply to independent counsel at the COMPANY'S expense in following the COMPANY'S directions and orders.

12. [COUNTERPARTS] This Agreement may be executed in any number of counterparts, each of which, when executed and delivered, shall be an original, but all such counterparts shall constitute one and the same instrument.

13. [NOTICE] Any notice under this Agreement shall be deemed to have been sufficiently given if sent by registered or certified mail, postage prepaid, addressed as follows:

TO THE COMPANY:

E. Del Thachuk, President  
STANDARD CAPITAL CORPORATION  
800 - 15355 24TH Ave., Suite 287  
White Rock, B.C., V4A 2H9

TO THE TRANSFER AGENT:

NEVADA AGENCY AND TRUST COMPANY 50 West Liberty Street, Suite 880  
Reno, Nevada 89501

14. [MERGER CLAUSE] This Agreement supersedes all prior agreements and understandings between the parties and may not be changed or terminated orally, and no attempted change, termination or waiver of any of the provisions hereof shall binding unless in writing and signed by the parties hereto.

15. [GOVERNING LAW] This Agreement shall be governed by and construed in accordance with the laws of the State of Nevada.

THIS AGREEMENT has been executed by the parties hereto as of the day and year 1st above written, by the duly authorized officer or officers of said parties, and the same will be binding upon the assigns and successors in interest of the parties hereto.

NEVADA AGENCY AND TRUST COMPANY  
TRANSFER AGENT

By /s/ "AMANDA CARDINALLI"  
-----

*AMANDA CARDINALLI, VICE PRESIDENT*

*STANDARD EXPLORATIONS LTD.  
COMPANY*

*By /s/ "E. DEL THACHUK"*

-----  
*E. DEL THACHUK  
PRESIDENT*

EXHIBIT 10(I)

ANDERSEN ANDERSEN & STRONG, L.C.  
Certified Public Accountants and Business  
Consultants Board  
Member SEC Practice Section of the AICPA

941 East 3300 South, Suite 220  
Salt Lake City, Utah, 84106  
Telephone 801-486-0096  
Fax 801-486-0098  
E-mail Kandersen@msn.com

Exhibit 10(1)

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANT

STANDARD CAPITAL CORPORATION

We hereby consent to the use of our report dated December 3, 1999, for the period ended August 31, 1999 in the registration statement of Standard Capital Corporation filed in form 10-SB in accordance with Section 12 of the Securities Exchange Act of 1934.

/s/ L. REX ANDERSEN

-----  
ANDERSEN ANDERSEN & STRONG, L.C.

December 4, 1999  
Salt Lake City, Utah

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5

ARTICLE 5 OF REGULATION S-X

EXHIBIT 27

COMMERCIAL AND INDUSTRIAL COMPANIES

FINANCIAL DATA SCHEDULE WORKSHEET FOR: STANDARD CAPITAL CORPORATION PAGE 1 OF 2

Review the following list of tags for Article 5 and fill in the correct data in the column(s) provided. Generally only one column of information will be required, however, two columns are provided if required in the Financial Data Schedule.

Unless otherwise noted, all tags are required. A response is required for each item within the schedule. Use the value "0" (zero) if information is inapplicable, or unknown. Duplicates may not be used to state financial data except as indicated.

To include a footnote, place a number in parentheses next to the value and provide the text of each corresponding footnote at the end of the worksheet form.

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