PROSPECTUS 001280 **DATED: NOVEMBER 5, 1992**

This Prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. No securities commission or similar authority in Canada has in any way passed upon the merits of the securities offered hereunder and any representation to the contrary is an offence.

Wild Rose Prop.
82E/2
082ESE116
NOV 2 4 1992
Geological Survey Branch
MEMPR

Paul Wilton - Nelson

RANDSBURG GOLD CORPORATION

Suite 1300, Park Place
666 Burrard Street
Vancouver, British Columbia
V6C 3J8

(the "Issuer")

NEW ISSUE: 1,000,000 Common Shares

PRICE: $0.35 per Common Share

	Price to Public (1)	Agent's Commission (2)	Net Proceeds to be received by the Issuer
Per Share	$ 0.35	$ 0.05	$ 0.30
Total	$350,000	$50,000	$300,000

(1) The price of the Offering has been determined by the Issuer in negotiation with the Agent.
(2) Before deduction of expenses of this Offering estimated not to exceed $25,000.00.

The Vancouver Stock Exchange has conditionally listed the securities being offered pursuant to this Prospectus. Listing is subject to the Issuer fulfilling the listing requirements of the Exchange on or before May 7, 1993, including prescribed distribution and financial requirements.

There is no market through which these securities may be sold.

A purchase of the Securities offered by this Prospectus must be considered as speculation. The properties in which the Issuer has an interest are in the exploration and development stage only and are without a known body of commercial ore. Refer to "Risk Factors" for further details.

One or more directors of the Issuer may, from time to time, have an interest, direct or indirect, in other natural resource companies. Refer to "Conflicts of Interest" for details of the proposed conflict resolution mechanism.

No person is authorized by the Issuer to give any information or to make any representation other than those contained in this Prospectus in connection with the issue and sale of the securities offered.

Upon completion of this Offering, this issue will represent 36.69% of the shares then outstanding as compared to 28.58% that will then be owned by the controlling persons, promoters, directors and officers of the Issuer and associates of the Agent. Refer to "Principal Holders of Securities" for details of shares held by directors, promoters and controlling persons and underwriters.

The Offering Price of $0.35 per share exceeds the net tangible book value per share by $0.18 after giving effect to this Offering, representing a dilution of 63.48%. Refer to "Risk Factors" for further details.

The Agent has agreed to purchase (the "Guarantee") any of the shares offered hereby for which subscriptions have not been received at the conclusion of the Offering, and as consideration for the Guarantee has been granted Agent's Warrants.

The Agent's Warrants have been distributed to the Agent under this Prospectus. Any shares acquired by the Agent under the Guarantee will also be distributed under this Prospectus through the facilities of the Vancouver Stock Exchange at the market price at the time of sale.

We, as the Agent, conditionally offer these shares subject to prior sale, if, as and when issued by the Issuer and accepted by us, in accordance with the conditions contained in the Agency Agreement referred to under "Plan of Distribution".

Name and Address of Agent

PACIFIC INTERNATIONAL SECURITIES INC.
Suite 1500 - 700 West Georgia Street
Vancouver, British Columbia
V7Y 1G1

MINISTRY OF ENERGY, MINES & PETROLEUM RESOURCES.
REC'D NOV 27 1992
NELSON, B.C.

EFFECTIVE DATE: NOVEMBER 9, 1992

SUMMARY OF PROSPECTUS

This summary is not in itself complete and is qualified by the more detailed information appearing elsewhere in this Prospectus. Reference is made to the body of this Prospectus for the complete text of this first public offering of Randsburg Gold Corporation (the "Issuer"):

THE ISSUER	The Issuer was incorporated pursuant to the laws of British Columbia on July 6, 1990. The Issuer is engaged in the business of acquiring, exploring and developing natural resource properties.
THE OFFERING	1,000,000 common shares at the price of $0.35 per share through the facilities of the Vancouver Stock Exchange. Refer to "Plan of Distribution" for further details.
PROCEEDS TO THE ISSUER	$300,000.00
THE PROPERTIES	The Issuer has an option to acquire a 100% interest in two (2) separate but contiguous groups of claims located in the Greenwood Mining Division of the Province of British Columbia. The claims will hereinafter be referred to as the "Wild Rose" claims which consist of four (4) reverted crown grant two post (non metric) claims, two (2) two post (non metric) claims and two (2) metric modified grid claims and the "Bombini" claims which consist of nine (9) two post mineral claims (together the "Properties"). The Properties are located approximately 4.5 kilometers southwest of the town of Greenwood, British Columbia and cover approximately 700 acres.
USE OF PROCEEDS	To complete a work program recommended on the Properties, at an estimated cost of $110,000 in accordance with the recommendations received from the Issuer's consulting engineer.
DILUTION OF INVESTMENT	The issue price to the public exceeds the net tangible book value per common share calculated as at July 31, 1992 after giving effect to the Offering, by $0.18 or 63.48%.
MANAGEMENT	Jeffrey Joseph Ciachurski - chief executive officer, president and a director Robert James Twitchell - chief financial officer, secretary and a director Richard Douglas Hunter - director Henry Herbert Shear - director

REPORT ON

on the

WILD ROSE GOLD PROPERTY

GREENWOOD MINING DIVISION, B.C.

N.T.S. 82 E/2
Latitude 49° 04′ 30" N
Longitude 118° 43′ 30" W

for

RANDSBURG GOLD CORPORATION.
113 West Kings Road,
North Vancouver, B.C. V7N 2L7
Tel: (604)980-8183

by

ALEX BURTON, P. Eng.
BURTON CONSULTING INC.,
5900 No. 1 Road,
Richmond, B.C.
Tel: (604) 244-8413

ORIGINAL Report November 19, 1991

Amended Report June 30, 1992

Amended August 20, 1992

FILE:R7-RAN-1.DOC

TABLE OF CONTENTS

MAPS

1.0 SUMMARY

The Wild Rose Gold Property has been explored with three adits, a shaft, and an extensive surface exploration program. The main vein had mineralized sections outlined, but not yet classified as ore reserves.

17,227 tons at 0.296 oz./T Au Probable category resource.
2,970 " at 0.25 oz./T Au Possible category resource.
2,805 " at of untested grade estimate.

The 1991 exploration trenching and drilling program slightly changed the reserves picture. The probable tonnage was reduced from 17,227 to 15,989 tons and the possible tonnage went from 2,970 to 4,603 tons as a result of the 1991 program. The widths and grades of vein in holes 91-3 to 6 under the trenching were low (<5 ppb, and 0.007 oz. Au/T).

The trenching also discovered a second strong parallel vein with assays up to 0.188 oz/T Au (90 - 6240 ppb Au) across two meters, to the east of the shaft portion of the main vein. A narrower (.3 m parallel vein (1650 ppb Au) was discovered to the west. (see Figure 6) This adds to the exploration possibilities as it now established that there are at least three gold - bearing veins.

A pre-production program of underground work was previously proposed in a March 27,1991 report. This includes extending adit #1 to intersect the drilled vein, then driving a raise up through the vein to provide 716 tons of

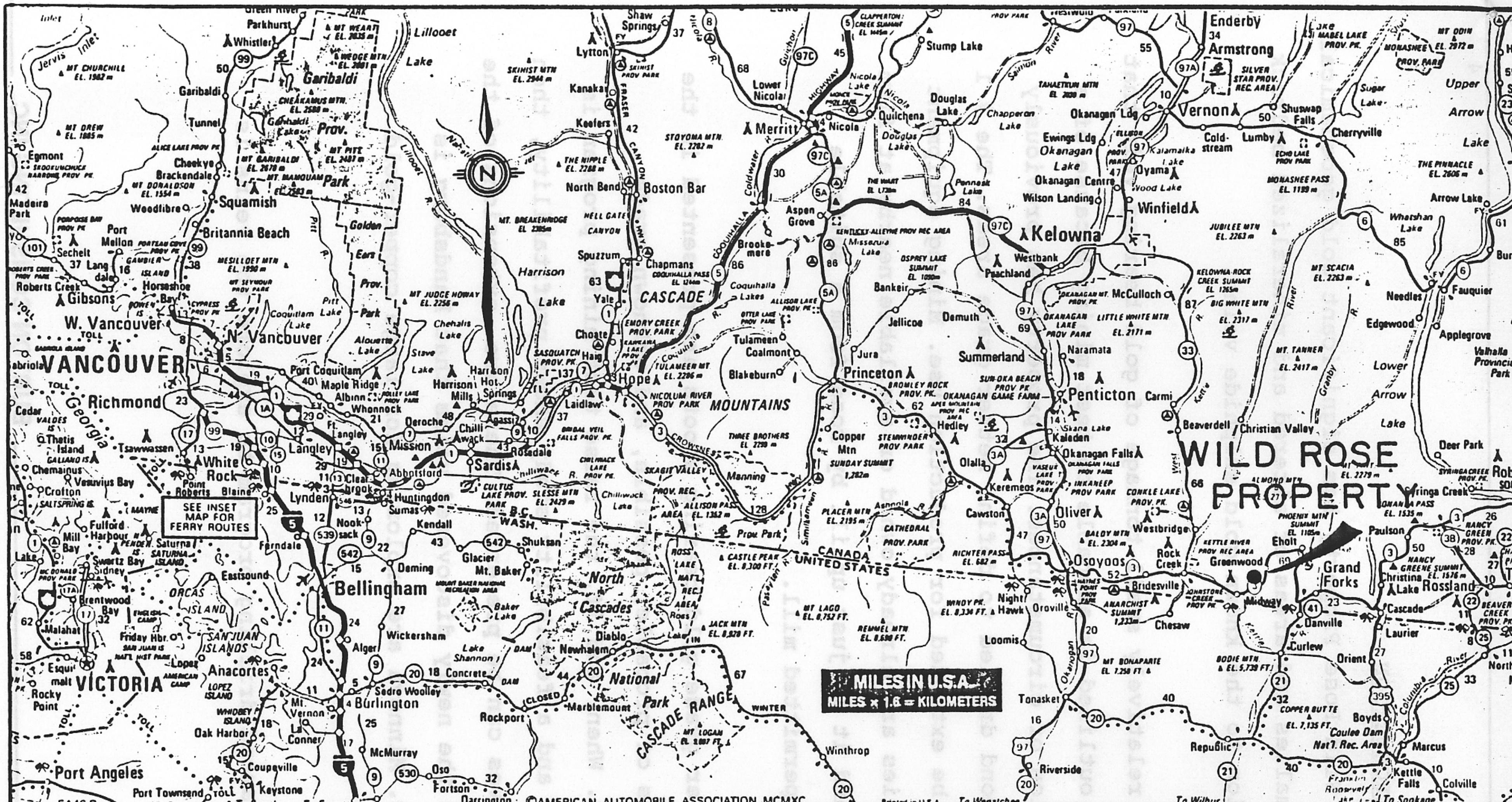
vein for metallurgical testing. This muck could be concentrated in the nearby Robert Mines mill and the concentrate shipped to Trail, B.C. for smelting. The availability of equipment, miners, and the mill make the pre - production program financially attractive.

Based on the results of this pre-production program a decision can be made whether to mine the outlined mineralized vein.

If the mine was put into production at the rate of 55 tons per day, the mining project would take 283 operating days (about one year) to extract the good assurance tonnage. 55 tons per day is optimum for a small crew of miners working day shift. There is the possibility that more mineable vein material could be found in the mine.

Other areas of altered and mineralized rocks, and soil geochemical anomalies, are known on the property and should be explored both for more gold veins, and for large tonnage open pit potential of both the skarn and epithermal types.

Further diamond drilling is proposed to test the shaft vein extension, the two new veins, and other veins, but not the open pit type of mineralization.



RANDSBURG GOLD CORPORATION

LOCATION MAP - WILD ROSE PROPERTY

GREENWOOD AREA, B.C. (NTS 82E/2)

KILOMETRES

0 30 60 90

BURTON CONSULTING INC. NOVEMBER 19, 1991 FIG. 1

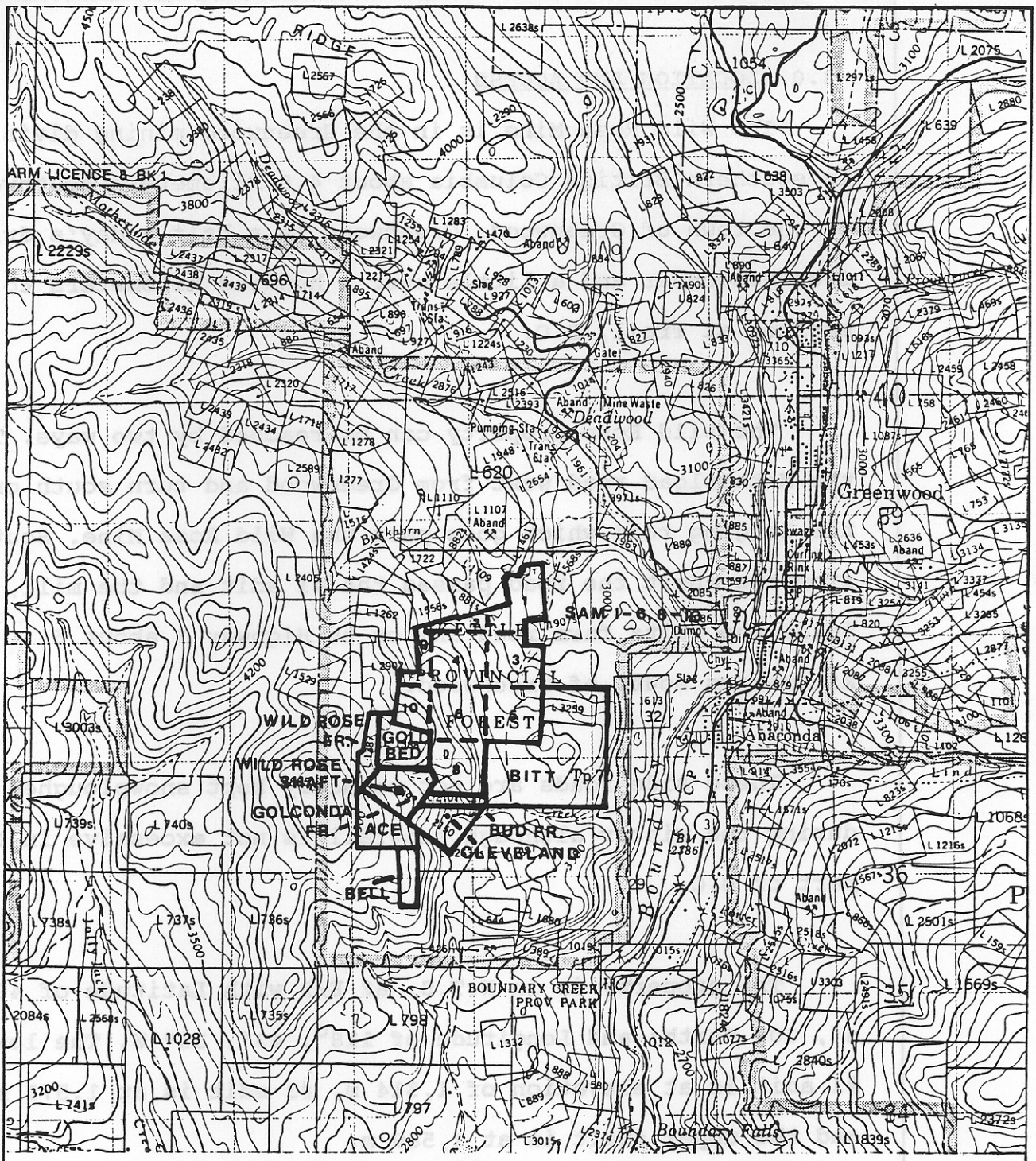
2.0 INTRODUCTION

The Wild Rose Property has significant gold geochemical soil anomalies and areas of altered and mineralized bedrock in addition to the known gold sulphide veins.

The relatively small tonnage of gold bearing vein that has been outlined is amenable to test mining because of a combination of circumstances. The property has previously been diamond drilled to define better grade areas. The # 1 adit can be extended for production use. Mining equipment and supplies are already owned or available nearby at firm prices, and it is just uphill by road from a suitable existing permitted mill.

Better grade gold bearing shoots are presented in the categories of probable, possible, and unknown grade estimates. When, and if, the raise test mining program is completed and a feasibility study shows profitability, then ore reserves can be presented. There are extensions of the known and the newly discovered veins that Randsburg is exploring. Minnova are exploring for large copper-gold deposits.

A diamond drilling program to explore the veins is proposed.



RANDSBURG GOLD CORPORATION

Claim Map - Wild Rose Property

Greenwood Area, B.C. (NTS 2E/2)

June 29th, 1992 Fig. 2

BURTON CONSULTING INC.

3.0 LOCATION AND ACCESS

The Wild Rose Mine is in the Greenwood mining division in southern British Columbia about 4.5 kilometers southwest of the town of Greenwood. Greenwood is a half - day's drive from Vancouver and a little over a hundred kilometers to the smelter at Trail, B.C.

The Wild Rose property can be reached by two ways. Take the Motherload road west from Greenwood and turn south onto the logging road which goes past the Wild Rose Mine. South from the shaft the road passes the #1 adit and the mill, joins the Boltz farm road and on to Highway 3 about 5 kilometers south of Greenwood.

These side roads are not normally kept snowploughed during the winter although snowfall is not excessive in this part of B.C.

The property is in N.T.S. 82 E/2 with Latitude of 49°, 4', 30" North; and Longitude of 118°, 43', 30" W. The lowest #1 adit is at elevation of 1,514 m, #3 adit is at 1,571 m., and the upper shaft is at 1,589 m.

4.0 CLAIMS

There are fifteen two post claims and 2 modified grid claims. Claim data provided by the company is as follows.

NAME	LOT NO.	RECORD NO.	EXPIRY DATE
WILD ROSE OPTION			
Reverted Crown Grant two post (non metric) claims			
Wild Rose Fr.	1387	2447	Oct 29 93
Gold Bed	1388	2448	Oct 29 93
Golconda Fr.	2149	552	Oct 26 93
Cleveland	2150	553	Oct 26 93
82ESE116 [redacted] 82ESE 116			
Two post (non metric) claims			
Ace		558	Nov 29 93
Bell		557	Nov 29 93
Metric Modified Grid Claims			
Bud Fr. (1 unit)		5036	Oct 30 93
Bitt (4 units)		5037	Oct 30 93
SAM OPTION Sammy 82 ESW149 ?			
Two post (non metric) claims			
Sam 1		1848	Oct 12 97
Sam 2		1849	Oct 12 98
Sam 3		1850	Oct 12 97
Sam 4		1851	Oct 12 97
Sam 5		3900	Oct 18 97
Sam 6		3901	Oct 18 98
Sam 8		3902	Oct 18 97
Sam 9		2439	Oct 21 97
Sam 10		2440	Oct 21 97

LEGEND
(To Accompany Figure 3A)

BEDDED ROCKS

Tertiary

Penticton Group

Marron Formation

13 - Park Rill Member: brown merocrystalline andesite, microdiorite
12 - Nimpit Lake Member: tan trachyte, pulaskite sills & dykes]
11 - Yellow Lake Member: purple mafic phonolite, monzodiorite sills
10 - Kettle River Formation: mostly arkosic sandstone, some conglomerates & minor rhyolite tuff
10a- Springbrook Formation: polymictic conglomerate

Triassic

Brooklyn Group

9 - Eholt Formation: mostly maroon & green volcaniclastics
8 - Limestone & intercalated argillite
7 - Sharpstone conglomerate, intercalated sandstone, shale
0 - Skarn

Permo-Careboniferous

Attwood Group

6 - Metavolcanics, mostly greenstones (metamorphosed basalts & andesites)
5 - Black shale, greywacke
4 - Limestone
3 - Sharpstone conglomerate

Basement Complex

Knob Hill Group

2 - Metachert & mica schist
2a- Amphibolitic schist & gneiss
1 - Marble

Igneous Intrusions

Tertiary

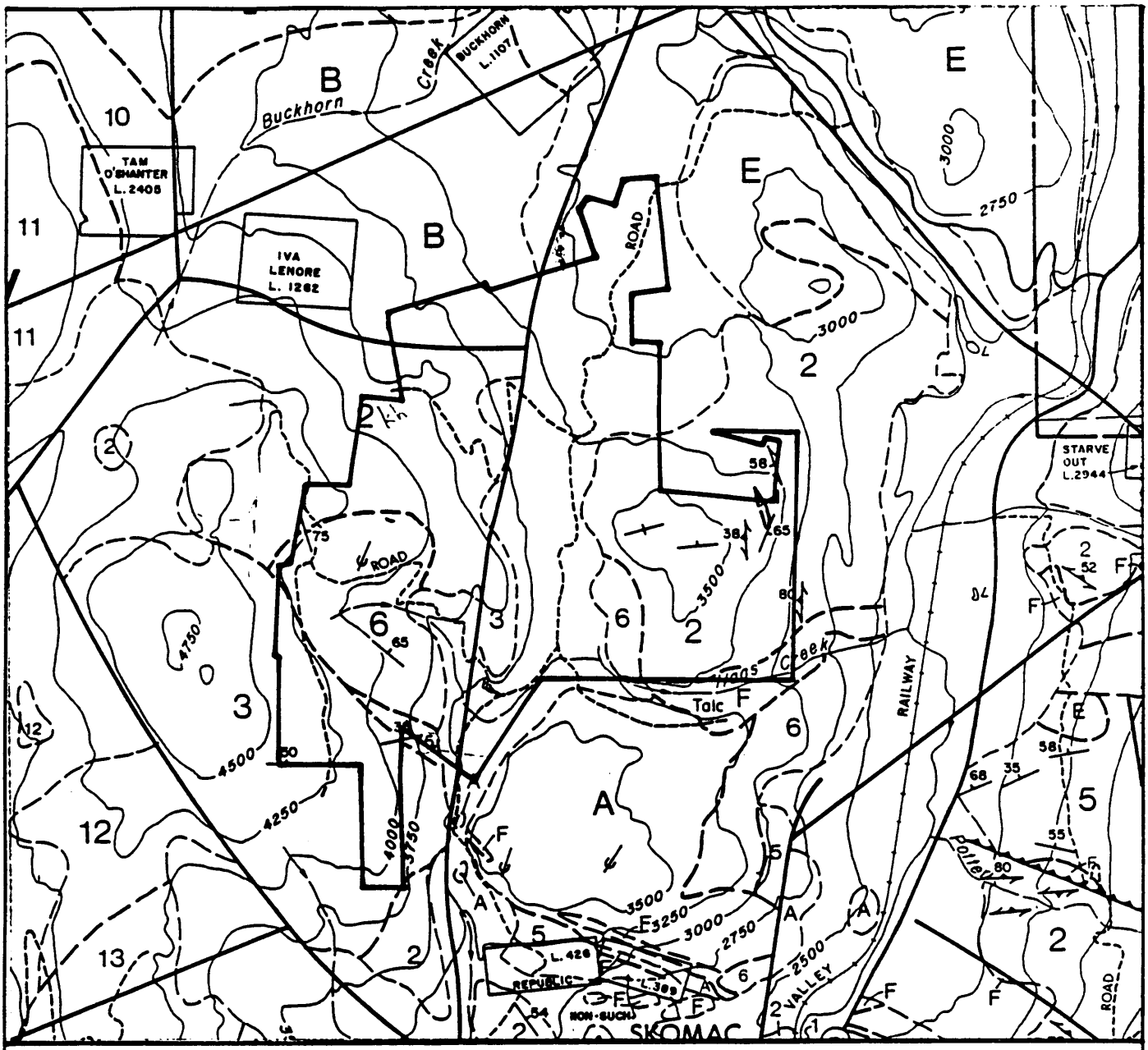
H - Coryell: syenite, monzonite & shonkinite
G - Diorite, monzodiorite, pulaskite

Cretaceous

F - Ultrabasics, serpentine, listwanite
E - Greenwood & Wallace Creek granodiorite
D - Cyclops gabbro
C - Lexington quartz feldspar porphyry

Triassic

B - Microdiorite
A - Old diorite



KILOMETRES

0 1 2

RANDSBURG GOLD CORPORATION
REGIONAL GEOLOGY MAP - WILD ROSE PROPERTY
GREENWOOD AREA, B.C. (NTS 82/E2)
(Geology after Church, 1986)

BURTON CONSULTING INC. NOVEMBER 19, 1991 FIG. 3A

LEGEND
(to Accompany Figure 3B)

Emi2 - Marron Formation syenite & diorite

JKgd - Jurassic and/or Cretaceous Nelson Group Intrusions: granodiorite, minor quartz diorite & diorite

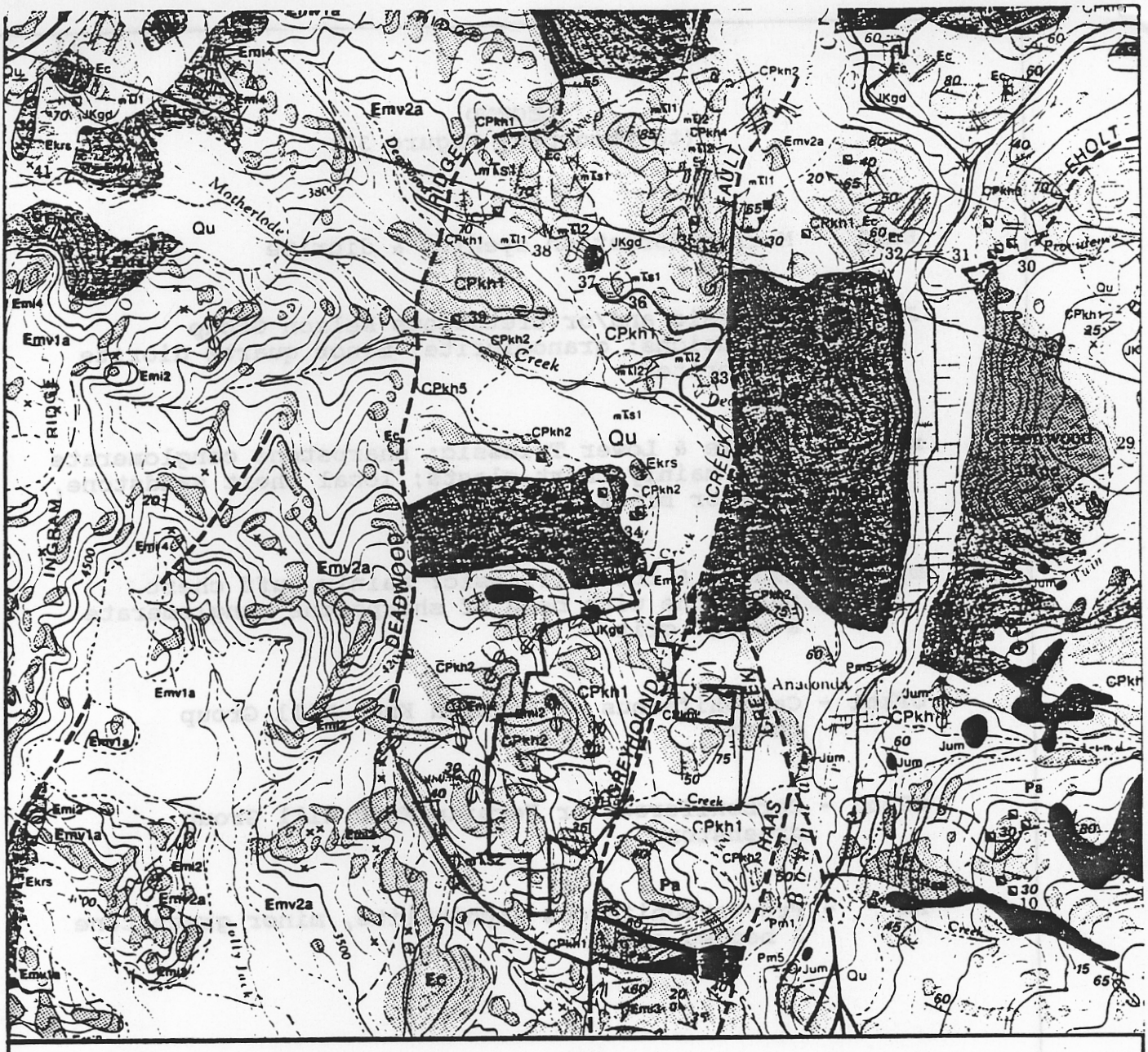
mTs1 - Middle & Lower Triassic: sharpstone conglomerate with mainly chert clasts; local chert sandstone, & minor black argillite

mTs2 - Middle & Lower Triassic: mainly buff chert sandstone with beds of sharpstone conglomerate & chert grit

CPkh1 - Carboniferous or Permian Knob Hill Group chert

CPkh2 - Carboniferous or Permian Knob Hill Group greenstone

Pa - Pre-Carboniferous amphibolite, minor greenstone & bedded chert



KILOMETRES

0 1 2 3 4

RANDSBURG GOLD CORPORATION
REGIONAL GEOLOGY MAP-WILD ROSE PROPERTY
GREENWOOD AREA, B.C. (NTS 82/E2)
(Geology after Little, 1979)

BURTON CONSULTING INC. NOVEMBER 19, 1991 FIG. 3B

5.0 PROPERTY HISTORY AND PREVIOUS WORK

The Greenwood-Motherlode camp has had a long history of exploration. The Motherlode open pit is three kilometers north of the Wild Rose vein. Sediments, similar to those on the Motherlode, an open pit copper-gold mine, are found on the Wild Rose claims. The Wild Rose vein was first staked in 1895 about the time the Phoenix camp was becoming famous. By 1897 the shaft at elevation 1,571 m had been sunk a depth of 60 ft. and trenches dug to trace the vein for at least 300 ft. along strike. The #3 adit some 300 ft. along strike to the north at elevation 1,581 m had cut the vein 50 ft. in the adit. The #2 adit at elevation 1,526 m had been driven 110 ft., but was short of the vein. The #1 adit 693 feet long at elevation 1,514 m was aimed to hit the vein below the shaft, but did not encounter significant mineralization.

The most recent descriptions of the veins are by Dr. W.G. Smitheringale, P. Eng. in 1983, by J. Paxton, P. Eng. in 1986, and by F. Dispirito, P. Eng. - W.E. Lumley, B.Sc. in 1988. A March 27, 1991 report by myself and David Genn, P. Eng. was concerned with pre-production underground development and a test mining proposal of the shaft vein.

In 1986 a surface exploration program of geophysics, and geochemistry was completed and then a diamond drill program of holes WR 86-1 to WR 86-12 in 1986 and then in

1987 holes 87-1 to 87-8 . The vein intersections averaged 5 feet at 0.257 oz Au/T.

The vein north of the shaft was shown by the diamond drilling in 1987 to extend to depth (to the 1,514 m #1 adit level). This portion lines up well with the vein in the shaft and in adit #3. In 1991 eight holes were diamond drilled to test the along strike and down dip extensions of the gold mineralization.

Other gold bearing veins and areas are known, but not yet explored.

Minnova Inc. have entered into a joint venture agreement with Randsburg Gold Corporation and are presently exploring for large copper-gold deposits, not veins. They have run grid lines, geology, soil geochemistry, and induced polarization geophysics, and have moved on to diamond drilling. A progress report was available not available until July 1992 as the work is still in progress.

6.0 GEOLOGY

Dr. H.W. Little of the Geological Survey of Canada mapped this area between 1963 and 1965 the map was published at a scale of 1:50,000 in 1979 as Paper 79-29.(See Fig. 3B)

Dr. B. N. Church of the Ministry of Energy, Mines and Petroleum Resources published Paper 1986-2 titled GEOLOGICAL SETTING and MINERALIZATION in the MOUNT ATWOOD-PHOENIX AREA of the GREENWOOD MINING CAMP, scale of 1:25,000 (Fig. 3A).

These two maps are close, but do differ in detail. There is considerable variation between the maps on the Wild Rose property. The greatest difference is in ascribing the sharpstone conglomerates and siliceous sediments to different ages and formations.

The two most common rock types found on the property are the Atwood Formation and the sharpstone conglomerate. Sharpstone conglomerates in the camp may occur in different ages of rocks, but in this case the associations are such that it is most likely that the sharpstone on the property is part of the Brooklyn Formation which is generally considered the favourable host for the whole Phoenix camp.

6.10 EXPLORATION POTENTIAL

The shaft vein should be traced north along strike and down dip following the apparent plunge of the mineralization. The 1991 exploration trenching discovered two more gold bearing sulphide veins with the same attitude as the shaft vein (see Fig. 6 for location nos. 519001,3,4). Grab samples by Randsburg of the partially oxidized veins ran from 0.047 to 0.188 oz Au/T plus copper values to 0.37%

Cu. Drill hole 91-6 encountered dyke, 91-3 was over the 3 m eastern vein and 91-4,5 were short of the 0.5 m western vein.

Holes 91-3, 4, and 5 showed that the southern extension of the shaft vein as exposed in the trenching did not have width or good values at depth. A reduced 1633 tons of possible category for the vein south of the Shaft Zone has been recalculated on the basis that the 1991 drilling of the vein is south of, and below the keel of the mineralized shoot.

Several of the soil geochemical anomalies could be the surface weathered representations of more gold bearing veins.

The northern portion of the property has much widespread alteration with associated gold bearing, sulphide rich, quartz veinlets. A well defined soil geochemical gold anomaly can be traced for over 1600 feet(Paxton, 1986). On the Sam claims mineralized skarn float boulders with values up to 0.023 oz/T Au and 1.12% copper were found by Randsburg Gold Corporation. This area should be explored for the source of the boulders as it bears close similarity to the Motherlode to the north and the Crown Jewel Buckhorn Mountain deposit near Chesaw just south of the border in Washington. All the three are along the eastern boundary of

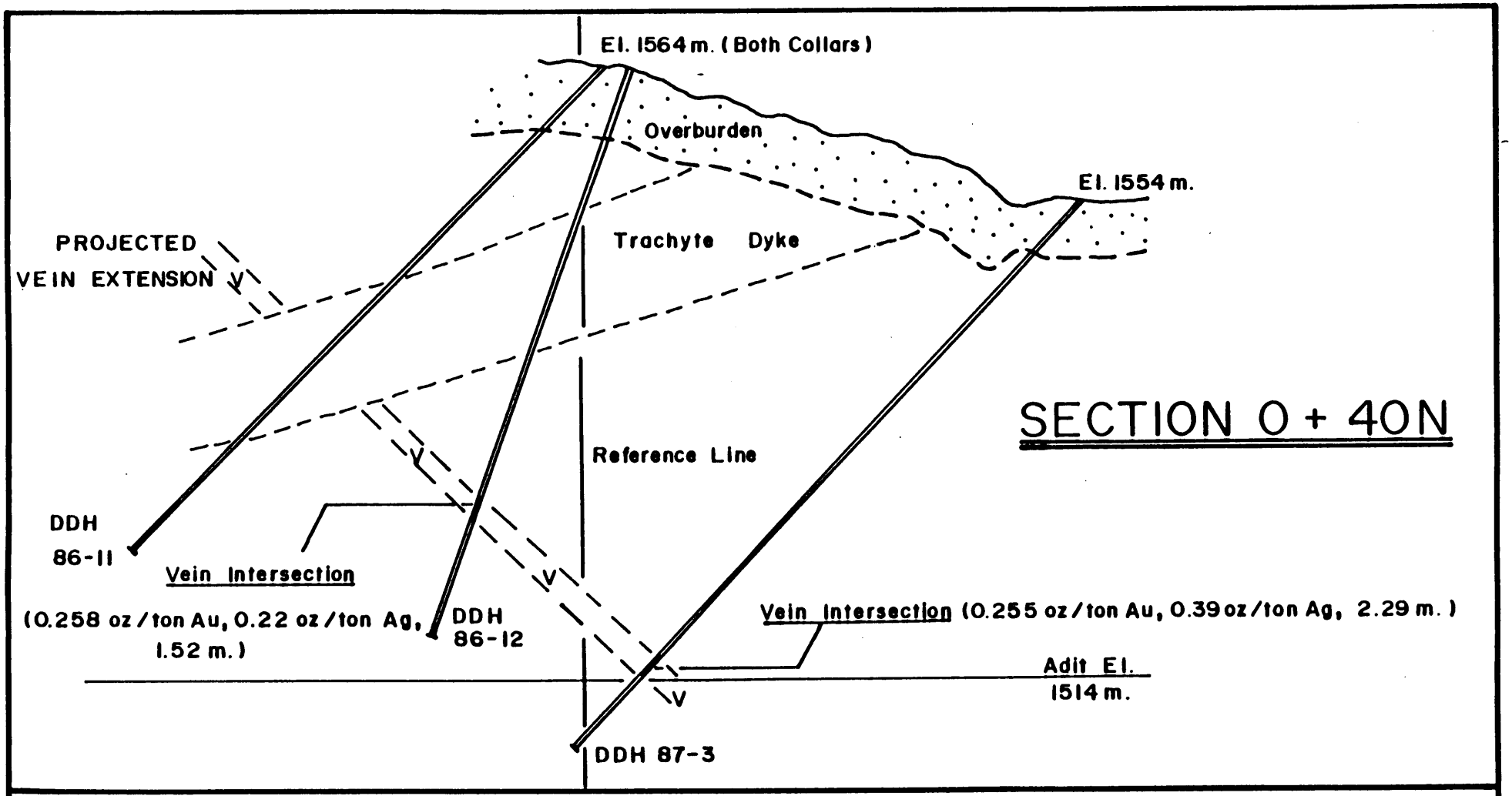
the Toroda Graben, which like the Republic Graben contain a variety of important open pit and underground mines presently being operated and explored.

Minnova Inc., the holder of a large claim group to the west of the Randsburg property, extended their mapping and induced polarization surveys onto the Randsburg ground. They then entered into an agreement to explore the company's claims. Their intention is to search for large tonnage gold - copper deposits They have verbally stated to me that they are not interested in the veins that Randsburg are exploring. To maintain the joint venture option in good standing they are required to make property payments of $83,000.00 and exploration expenditures of $300,000.00 by July 1, 1993 at which time the agreement becomes a 70%-30% joint venture.

6.20 GEOLOGY OF THE VEINS

The veins are massive to disseminated sulphides (mainly pyrrhotite and pyrite) with some quartz in tuffaceous sediments that have generally been mapped as argillites. The veins are regionally conformable to the geology, striking northwesterly and dipping to the east. The local section of the sediments contains many beds which are rich in the sulphides pyrrhotite and pyrite and give the impression of stratabound sulphide zones or even syngenetic bedded sulphides. Some of the disseminated to massive sulphides carry gold values and some have none. Within the volcanic sediments, sections of the drill holes have been logged as tuffaceous beds of volcanic affinity that grade into andesitic volcanics of the Atwood Formation.

The Attwood Formation is cut by trachytic dykes, (probably feeders of the Marron Formation) of which some are obviously cross cutting and can be followed in several diamond drill holes. There is clear evidence that one dyke has cut and dilation offset the vein, but has not fault movement offset the vein. Other dykes less trachytic, labelled greenstone, also probably cut the vein; but there



RANDSBURG GOLD CORPORATION

WILD ROSE PROPERTY - GREENWOOD AREA, B.C.

VERTICAL SECTION (APPROXIMATE) LOOKING N.W.

METRES

0 10 20 30 40

NTS 82E/2

BURTON CONSULTING INC. NOVEMBER 19, 1991 FIG. 4

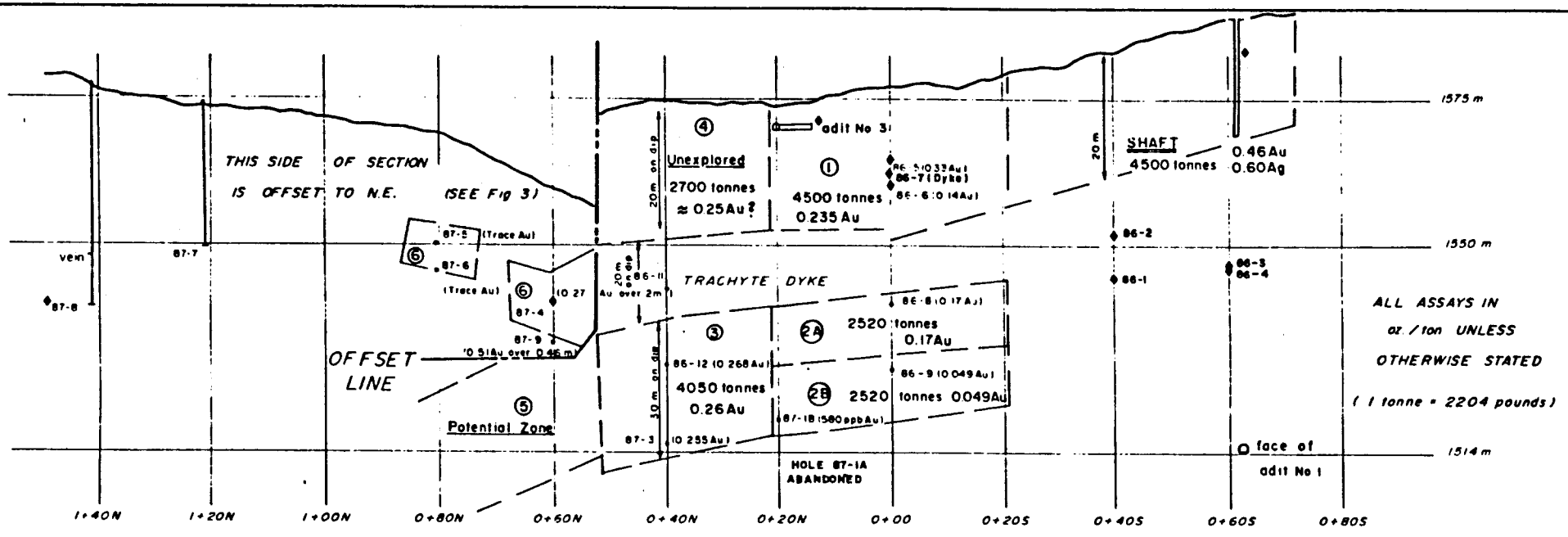
are fewer drill hole intersections so the evidence is not conclusive.

Depending on changes in strike and more importantly flattening in dip there could be right lateral offset on the vein caused by faults normal to the vein. Surface trenching to the south of the shaft area showed the vein to be cut by a cross fault with unknown offset.

Hole 91-2 in the 1991 drilling program intersected hydrothermal alteration similar in character to epithermal alteration (values of 35,15,<5,<5,&<5ppb Au) and then was stopped by a fault (maybe an offsetting fault?) it could not penetrate just before reaching the vein position at an elevation below adit level.

Holes 91-7 (24'-29' 1618 ppb average), and 91-8 (28'-31' 4833 ppb average) tested the vein down dip near the shaft.

Holes 91-3,4, 5, and 6 were drilled in a cross section fence to test vertical continuity of the southern extension of the shaft vein as traced by the trenching program. These holes all encountered the vein, however the deepest hole(3) was lost due the bit turning off the rods in a fault at the point where the vein was predicted. Hole 4 31'-34' ran .006 oz. Au/T, and hole 5 11'-15'ran .007 oz. Au/T. The upper



RANDSBURG GOLD CORPORATION

WILD ROSE PROPERTY, GREENWOOD AREA, B.C.

VERTICAL SECTION (LOCATION SHOWN ON FIG. 6)

LOOKING N.E. (NTS 82E/2)

BURTON CONSULTING INC. NOVEMBER 19, 1991

FIG. 5

metres
0 10 20 30 40 50

NOTE: FEATURES PROJECTED ONTO VERTICAL SECTION MARKED WITH ●

part of hole 91-6 was intended to intersect a wider than normal(3 m) sulphide plus quartz gold - bearing vein on the hanging wall or east side of the shaft vein. A post mineral dyke with flattened dip and strike change was cut where the vein should be.

Another parallel gold bearing sulphide and quartz vein(0.3 m) was discovered to the west of the shaft vein (on the footwall side, see Fig 6 sample 519001, 1550 ppb Au), during the trenching program. In addition there were two sub-parallel narrow(.1 m) sulphide veins discovered, one on each side of the new western vein. The new western vein is beyond the reach of any previous work or drilling and has not been explored along strike or down dip.

Diamond drill hole 91-1 was drilled a considerable distance to the east of any previous exploration work in an area preliminarily assigned to the Attwood Formation. This drill hole encountered significant sections of iron carbonate or hydrothermal alteration (<5 ppb) and a 1 foot quartz pyrite vein 60 degrees to the core that ran 2030 ppb gold, indicating that gold mineralization is not restricted to the shaft vein area.

Diamond drill hole logs for the eight 1991 holes totaling 847 feet are in the Appendix.

7.0 SUMMARY of MINERALIZATION

Shaft Vein Only

This section is taken from the March 27,1991 report Amended June 2 ,1992. The tonnages and estimated grades of mineralized resources are outlined, but not yet classified as ore reserves as a feasibility report has not been done.

7.10 Probable Tonnage and Grade

Shaft zone	4,950 tons at 0.46	oz. Au/T.
Area (1)	4,950 tons at 0.235	" "
Area (2A)	2,772 tons at 0.17	" "
Area (3)	4,555 tons at 0.26	" "
Total	17,227 tons at 0.296	oz.. Au/T.

7.20 Possible Tonnage and Grade

Area 4 2,970 tons at 0.25

7.30 Unknown Grade Estimate

Area (2B) 2,520 tons at 0.049 -too low grade to mine.

Area 5	1,485 tons at unknown grade.
Area 6	1,320 tons at unknown grade.
	2,805 tons at unknown grade.

7.40 Total Tonnage and Grade

Grade and tonnages of identified mineralized vein

Probable	17,127 at 0.296
Possible	2,970 at 0.25
Unknown Grade Estimate	2,805 at ?
Total	22,902 tons

This tonnage is calculated only within the area of 1986 and 1987 diamond drilling. The 1991 trenching extended the shaft portion of the vein another 33 meters further south, but holes 91-3,4,&5 did not get good values over mineable

widths. Cutting the vein volume down by half in this extension gives an additional 1/2 X 33 X 20 X 1.5 X SG 3 X 1.1 = 1,633 tons to the possible tonnage. Leached surface sample above any zone of enrichment lying on top of the fresh sulphides ran 3270 ppb.

Hole 91-8 values of 0.15 oz. Au/T (approx) relate to the next hole north 86-6 with values of 0.14 oz. Au/T, but the 91-7 value of 0.05 oz. Au/T (approx) is significantly lower than the usual variation range in samples. Thus a portion of the shaft zone must be downgraded and an arbitrary 25% reduction takes the tonnage from 4950 tons to 3712 tons.

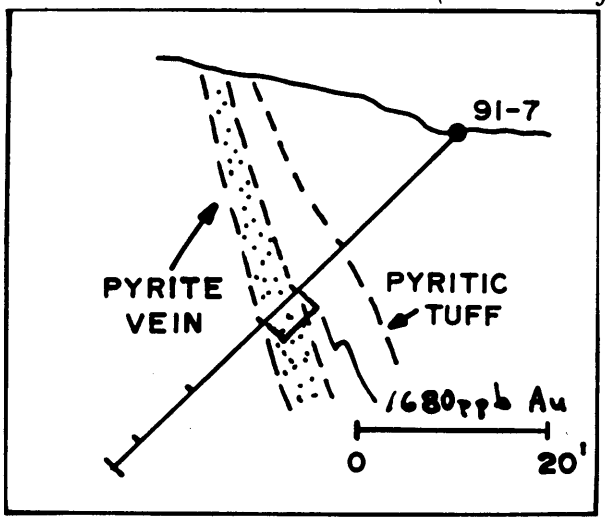
Drill hole 91-2 was planned to hit the vein below the adit level, which is the base for the grade and tonnage calculations. Hole 91-2 hit a fault before it could recover any vein.

These change would reduce the Probable tonnage from 17,227 to 15,989 tons. The Possible tonnage changes from 2,970 to 4,603 tons. Total change of probable plus possible is from a combined 20,197 to 17,622 tons.

No additional figures have been calculated yet for the two new veins discovered in the 1991 program but they are

DRILL HOLE 91-7

(In Plane of Drill Hole)

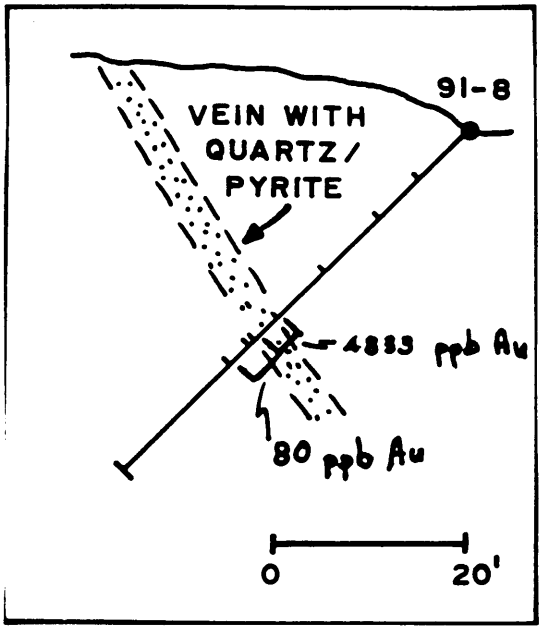


Note: *dip is close to true dip, i.e. close to true thickness.*

Scale: *1" = 20'*

DRILL HOLE 91-8

(In Plane of Drill Hole)



Note: *apparent dip of vein is flatter than real dip, i.e. observed intersection is wider than true thickness.*

Scale: *1" = 20'*

RANDSBURG GOLD CORPORATION

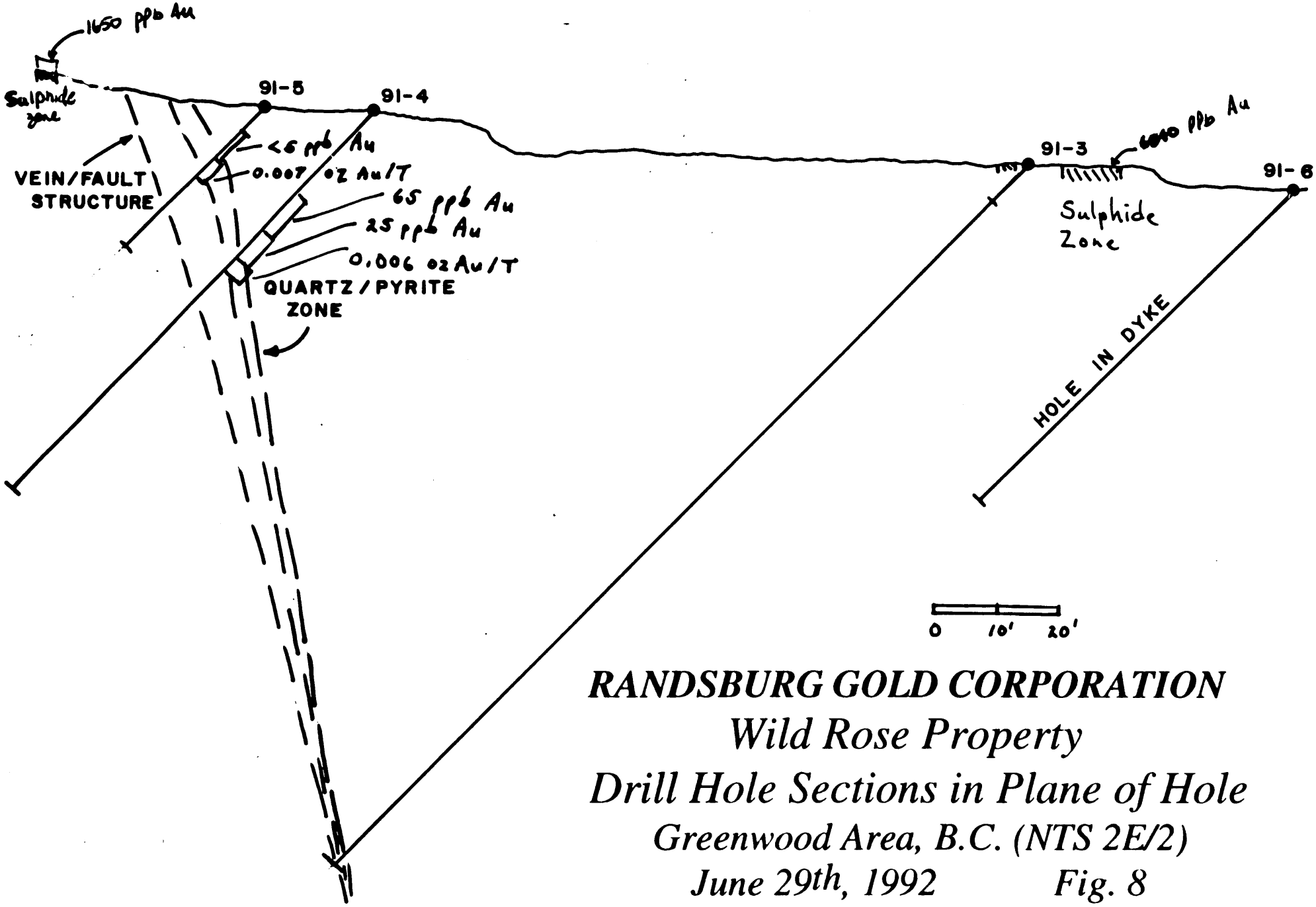
Wild Rose Property

Drill Hole Sections in Plane of Hole

Greenwood Area, B.C. (NTS 2E/2)

June 29th, 1992 *Fig. 7*

BURTON CONSULTING INC.



RANDSBURG GOLD CORPORATION

Wild Rose Property

Drill Hole Sections in Plane of Hole

Greenwood Area, B.C. (NTS 2E/2)

June 29th, 1992 *Fig. 8*

similar to the shaft vein and prime targets for further exploration.

The true test of the vein grade will be the raise mining test of 716 tons.

8.0 STATEMENT OF COSTS

This statement of deferred exploration costs on the Wildrose project was supplied by the management of Randsburg Gold Corporation. It does not cover the costs of this report.

Engineering	$ 14,275.92
Drilling	$ 25,410.00
Assaying	$ 1,345.28
U/G Rehabilitation	$ 10,000.00
Surface work	$ 5,101.20
Trenching	$ 19,590.00
Food and lodging	$ 1,384.66
Travel	$ 2,245.55
Miscellaneous	$ 100.00
Total Deferred Exploration Costs	**$ 79,452.61**

9.0 CONCLUSIONS

Diamond drilling ten holes for an average depth of 250 feet should adequately explore the zones of interest on the property for the several **gold - bearing veins**. This program does not include work on the soil gold geochemical anomalies or other areas geologically favourable for large tonnage deposits.

A budget has been prepared for the diamond drilling, associated engineering, surface preparation, and contingency.

10.0 BUDGET

This budget is for vein exploration.

It is separate from the Minnova Inc. large tonnage program.

Diamond drilling Say 2500 feet at $30/ft	$ 75,000.00
Engineering	10,000.00
Surface Preparation	10,000.00
Contingency	15,000.00
TOTAL	**$110,000.00**

PROFESSIONAL ENGINEER PROVINCE OF BRITISH COLUMBIA A. D. K. BURTON

ALEX BURTON, P. Eng.

BURTON CONSULTING INC.

11.0

C E R T I F I C A T E

I, ALEX BURTON do hereby certify that I am an independent Consulting Geologist with offices at 5900 No. 1 Road, Richmond, B.C. V7C 1T2.

I FURTHER CERTIFY THAT:

1. I am a geology graduate of the University of British Columbia and am a registered Professional Engineer in B.C. with Certificate No. 6262 and a member of the Assn. of Exploration Geochemists.

2. I have practised my profession for over 30 years both as an independent consultant and in senior managerial capacity for major mining companies in Canada and other countries.

3. I have based this report on field work carried out directly by myself on the **WILD ROSE PROPERTY** for **RANDSBURG GOLD CORPORATION**, and a review of the references listed in this report. My most recent trip to the property was completed August 8. 1991.

4. I have no interest in the **WILD ROSE PROPERTY** or **RANDSBURG GOLD CORPORATION**, nor do I expect to receive any sort of interest. As of this date I have not yet prepared final invoices for work and this report.

Dated this 5 th day of Dec. 1991 in Vancouver, B.C.
Amended Report dated June 30, 1992
Amended Report dated August 20, 1992

PROFESSIONAL ENGINEER
PROVINCE OF BRITISH COLUMBIA
A. D. K. BURTON

ALEX BURTON, B.Sc.
Consulting Geologist

12.0 REFERENCES

BURTON, ALEX & GENN, DAVID — March 27, 1991 Report on Pre-Production Underground Development on the Wild Rose Gold Property, Greenwood Mining Div., B.C. for Randsburg Gold Corporation, North Vancouver, B.C.
Amended June 30, 1992
Amended August 20, 1992

DISPIRITO, F. & LUMLEY, W.E. — 1988; Report on the Wild Rose Claim Group, Greenwood Mining Division, B.C. for Wild Rose Resources Ltd., Vancouver, B.C.

LITTLE, H.W. — 1979; Geology of the Greenwood Map-Area British Columbia
GSC Paper 79-29

PAXTON, J. — 1980; The Mining Potential of the Phoenix Area, Grand Forks, B.C. unpublished report prepared for Noranda Mines Ltd., Vancouver, B.C.

PAXTON, J. — 1986; Geological Report on the Wild Rose Property, Greenwood Mining Division, British Columbia; unpublished report prepared for Wild Rose Resources Ltd., Vancouver, B.C.

SMITHERINGALE, W.G. — 1983; Geological Report on the Wild Rose Property, Greenwood Mining Division British Columbia; unpublished report prepared for Silver Hoarde Resources Inc., Vancouver, B.C.

13.0 APPENDIX

Assay Certificates A9114402, A19115756, A9119593 (1A & 1B)
A9120138, A9120464
1V-1398-RA1, 1V-1398-RD1

Diamond Drill Logs 91-1 to 91-8.

Chemex Labs Ltd.

Analytical Chemists * Geochemists * Registered Assayers
212 Brooksbank Ave., North Vancouver
British Columbia, Canada V7J 2C1
PHONE: 604-984-0221

To: RANDSBURG GOLD CORP.

113 W. KINGS RD.
NORTH VANCOUVER, BC
V7N 2L7

Project : WILD ROSE
Comments:

Page Number 1-A
Total Pages 1
Certificate Date 10-JUN-91
Invoice No. I-9115756
P.O. Number :

CERTIFICATE OF ANALYSIS A9115756

SAMPLE DESCRIPTION	PREP CODE		Au ppb FA+AA	Ag ppm	Al %	As ppm	Ba ppm	Be ppm	Bi ppm	Ca %	Cd ppm	Co ppm	Cr ppm	Cu ppm	Fe %	Ga ppm	Hg ppm	K %	La ppm	Mg %	Mn ppm
519001	205	294	1550	12.0	1.13	4460	60	< 0.5	< 2	0.10	17.0	20	69	1880	>15.00	< 10	< 1	0.03	20	0.20	180
519002	205	294	3270	12.8	1.20	1060	10	< 0.5	34	0.03	< 0.5	109	698	3750	>15.00	< 10	< 1	< 0.01	< 10	0.81	290
519003	205	294	90	0.2	3.08	50	130	< 0.5	< 2	4.35	0.5	44	196	155	6.37	10	< 1	0.05	< 10	2.56	2470
519004	205	294	6240	1.6	2.43	850	30	< 0.5	6	1.15	1.0	23	790	579	14.65	10	< 1	< 0.01	< 10	3.22	920
519005	205	294	265	1.4	3.16	275	480	< 0.5	18	0.23	0.5	18	1085	505	9.25	10	< 1	< 0.01	10	2.71	565
519006	205	294	165	< 0.2	2.11	30	60	< 0.5	< 2	0.16	< 0.5	14	170	55	3.44	< 10	< 1	0.01	< 10	1.58	895
519007	205	294	400	< 0.2	2.74	190	40	< 0.5	< 2	0.24	< 0.5	115	189	480	13.95	< 10	< 1	0.07	< 10	1.94	580
519008	205	294	40	0.4	0.30	35	30	< 0.5	< 2	0.27	4.0	6	144	126	1.30	< 10	< 1	0.02	< 10	0.19	285
519009	205	294	55	< 0.2	3.88	145	80	< 0.5	< 2	0.18	6.0	30	234	936	6.40	10	< 1	0.17	20	3.02	1230
519010	205	294	15	< 0.2	3.63	30	90	< 0.5	< 2	1.90	2.5	34	179	142	6.83	10	< 1	0.13	10	3.64	1285

Chemex Labs Ltd.

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PHONE: 604-984-0221

To: RANDSBURG GOLD CORP.

113 W. KINGS RD.
NORTH VANCOUVER, BC
V7N 2L7

Project : WILD ROSE
Comments: CC: ALEX BURTON

Page Number : 1-A
Total Pages : 1
Certificate Date: 19 AUG 91
Invoice No. : 19119593
P.O. Number :

CERTIFICATE OF ANALYSIS A9119593

SAMPLE DESCRIPTION	PREP CODE		Au ppb FA+AA	Ag ppm	Al %	As ppm	Ba ppm	Be ppm	Bi ppm	Ca %	Cd ppm	Co ppm	Cr ppm	Cu ppm	Fe %	Ga ppm	Hg ppm	K %	La ppm	Mg %	Mn ppm
519011	205	294	< 5	< 0.2	4.03	20	20	< 0.5	< 2	2.06	< 0.5	15	69	9	9.59	40	< 1	0.12	90	2.15	1420
519012	205	294	< 5	< 0.2	1.45	50	380	< 0.5	< 2	3.26	< 0.5	35	112	59	5.04	20	< 1	0.02	20	0.80	960
519013	205	294	2030	7.4	1.97	210	30	< 0.5	50	1.95	< 0.5	236	21	538	14.00	20	< 1	0.18	10	1.08	540
519014	205	294	35	< 0.2	3.80	70	190	< 0.5	< 2	1.56	< 0.5	39	198	243	8.49	20	< 1	0.21	10	3.08	995
519015	205	294	15	< 0.2	1.57	5	60	< 0.5	< 2	1.94	< 0.5	11	68	61	3.24	20	< 1	0.23	30	0.89	465
519016	205	294	< 5	< 0.2	2.31	30	60	< 0.5	< 2	2.01	< 0.5	12	56	133	5.49	20	< 1	0.32	40	1.32	545
519017	205	294	< 5	< 0.2	1.15	25	40	< 0.5	< 2	0.40	< 0.5	7	75	34	2.59	10	< 1	0.28	30	0.50	285
519018	205	294	< 5	< 0.2	1.07	25	1750	< 0.5	< 2	2.09	2.0	7	81	19	2.52	10	< 1	0.15	10	1.26	680
519019	205	294	< 5	< 0.2	1.32	15	480	< 0.5	< 2	1.21	0.5	7	74	24	2.68	10	2	0.12	10	1.05	495
519020	205	294	< 5	< 0.2	2.77	10	720	< 0.5	< 2	0.27	< 0.5	18	129	45	4.19	10	< 1	0.32	10	1.58	255
519021	205	294	< 5	< 0.2	3.68	< 5	2590	< 0.5	< 2	0.23	< 0.5	20	133	71	5.42	10	< 1	0.38	20	2.10	230
519022	205	294	< 5	< 0.2	4.42	45	130	< 0.5	4	1.48	< 0.5	34	199	182	7.45	20	< 1	0.30	30	4.07	1025
519023	205	294	< 5	< 0.2	4.48	35	60	< 0.5	< 2	3.12	1.5	38	525	94	5.72	20	< 1	0.21	10	5.42	1040
519024	205	294	< 5	< 0.2	3.79	< 5	50	< 0.5	< 2	0.82	2.5	20	310	43	4.67	10	< 1	0.25	20	3.52	690
519025	205	294	20	< 0.2	1.37	15	60	< 0.5	< 2	0.20	9.5	12	65	151	4.04	10	< 1	0.24	30	0.56	390
519026	205	294	65	< 0.2	1.92	50	60	< 0.5	2	1.02	< 0.5	16	43	44	4.68	10	< 1	0.30	40	1.20	520
519027	205	294	25	< 0.2	3.82	65	60	< 0.5	< 2	2.11	< 0.5	32	257	95	6.41	20	< 1	0.18	20	4.20	960
519028	205	294	60	< 0.2	3.19	95	70	< 0.5	< 2	0.63	5.0	28	197	511	6.68	10	< 1	0.27	10	2.81	560
519029	205	294	1680	10.4	1.09	1120	< 10	< 0.5	60	0.29	< 0.5	164	654	>10000	>15.00	10	< 1	< 0.01	< 10	1.08	555
519030	205	294	110	< 0.2	4.03	80	90	< 0.5	< 2	1.77	< 0.5	39	482	577	9.77	20	< 1	0.17	10	4.24	800
519031	205	294	275	5.8	1.85	255	60	< 0.5	< 2	0.82	80.5	20	118	434	5.22	10	< 1	0.31	20	1.26	340
519032	205	294	1430	2.6	3.10	1390	50	< 0.5	42	2.95	1.5	58	652	2760	13.95	20	< 1	< 0.01	10	3.57	975
519033	205	294	80	< 0.2	3.70	120	90	< 0.5	< 2	2.39	< 0.5	27	248	287	6.73	20	< 1	0.18	< 10	4.55	865

CERTIFICATION: B. Caughlin

Chemex Labs Ltd.

Analytical Chemists * Geochemists * Registered Assayers
212 Brooksbank Ave., North Vancouver
British Columbia, Canada V7J 2C1
PHONE: 604-984-0221

To: RANDSBURG GOLD CORP.

113 W. KINGS RD.
NORTH VANCOUVER, BC
V7N 2L7

Project : WILD ROSE
Comments: CC: ALEX BURTON

Page Number :1-B
Total Pages :1
Certificate Date: 19 AUG 91
Invoice No. :19119593
P.O. Number :

CERTIFICATE OF ANALYSIS A9119593

SAMPLE DESCRIPTION	PREP CODE		Mo ppm	Na %	Ni ppm	P ppm	Pb ppm	Sb ppm	Sc ppm	Sr ppm	Ti %	Tl ppm	U ppm	V ppm	W ppm	Zn ppm
519011	205	294	1	< 0.01	16	2770	< 2	< 5	7	38	< 0.01	< 10	< 10	49	40	128
519012	205	294	< 1	< 0.01	23	150	10	< 5	4	45	< 0.01	< 10	< 10	31	20	60
519013	205	294	< 1	< 0.01	9	1130	32	< 5	3	31	< 0.01	< 10	< 10	43	40	38
519014	205	294	< 1	< 0.01	84	660	6	< 5	9	55	< 0.01	< 10	< 10	133	30	74
519015	205	294	< 1	< 0.01	20	330	8	< 5	3	144	< 0.01	< 10	< 10	24	10	16
519016	205	294	< 1	0.01	18	460	10	< 5	4	155	< 0.01	< 10	< 10	31	20	24
519017	205	294	< 1	< 0.01	18	250	< 2	< 5	2	17	< 0.01	< 10	< 10	11	10	16
519018	205	294	16	< 0.01	35	270	70	5	3	93	< 0.01	< 10	< 10	28	20	332
519019	205	294	6	< 0.01	34	300	36	< 5	3	48	< 0.01	< 10	< 10	26	10	132
519020	205	294	< 1	0.01	76	550	22	< 5	7	14	< 0.01	< 10	< 10	78	10	132
519021	205	294	1	0.01	96	720	22	< 5	9	26	< 0.01	< 10	< 10	98	20	92
519022	205	294	< 1	0.01	99	1220	< 2	< 5	11	63	< 0.01	< 10	< 10	109	30	232
519023	205	294	< 1	< 0.01	385	760	18	< 5	14	79	< 0.01	< 10	< 10	142	40	292
519024	205	294	< 1	< 0.01	133	350	10	< 5	14	31	< 0.01	< 10	< 10	89	20	210
519025	205	294	< 1	0.03	23	360	14	< 5	2	14	< 0.01	< 10	< 10	24	10	982
519026	205	294	< 1	0.02	32	800	4	< 5	5	57	< 0.01	< 10	< 10	51	10	100
519027	205	294	< 1	0.01	106	980	14	< 5	11	79	< 0.01	< 10	< 10	97	30	128
519028	205	294	< 1	< 0.01	165	580	104	< 5	6	19	< 0.01	< 10	< 10	68	20	602
519029	205	294	< 1	< 0.01	872	< 200	54	5	5	8	< 0.01	< 10	< 10	20	< 50	240
519030	205	294	< 1	< 0.01	350	800	20	< 5	10	54	< 0.01	< 10	< 10	94	40	110
519031	205	294	3	0.01	75	290	1905	< 5	3	24	< 0.01	< 10	< 10	19	20	6600
519032	205	294	< 1	< 0.01	532	150	54	10	8	90	< 0.01	< 10	< 10	61	40	312
519033	205	294	< 1	0.01	234	850	8	< 5	7	76	< 0.01	< 10	< 10	91	30	120

CERTIFICATION: B. Caplin

Chemex Labs Ltd.

Analytical Chemists * Geochemists * Registered Assayers
212 Brooksbank Ave., North Vancouver
British Columbia, Canada V7J 2C1
PHONE: 604-984-0221

To: RANDSBURG GOLD CORP.

113 W. KINGS RD.
NORTH VANCOUVER, BC
V7N 2L7

Project :
Comments: CC: A. BURTON

Page Number : 1
Total Pages : 1
Certificate Date : 12 AUG 91
Invoice No. : I9120138
P.O. Number :

CERTIFICATE OF ANALYSIS A9120138

SAMPLE DESCRIPTION	PREP CODE		Au ppb RUSH	Cu ppm
519034	255	295	1740	5400
519035	255	295	680	>10000
519036	255	295	1170	6200
519037	255	295	2070	6600
519038	255	295	2430	6000
519039	255	295	250	780
519040	255	295	7850	6500
519041	255	295	6400	4500

SHOULD BE ASSAYED !

CERTIFICATION: Ivan Bruckler

Chemex Labs Ltd.

Analytical Chemists * Geochemists * Registered Assayers
212 Brooksbank Ave., North Vancouver
British Columbia, Canada V7J 2C1
PHONE: 604-984-0221

To: RANDSBURG GOLD CORP.

113 W. KINGS RD.
NORTH VANCOUVER, BC
V7N 2L7

Project :
Comments: CC: A. BURTON ✓

Page Number : 1
Total Pages : 1
Certificate Date: 28-AUG-91
Invoice No. : I9120464
P.O. Number :

CERTIFICATE OF ANALYSIS A9120464

SAMPLE DESCRIPTION	PREP CODE		Cu %									
519035	214	--	1.41									

CERTIFICATION: _____

MIN
• EN
LABORATORIES
(DIVISION OF ASSAYERS CORP.)

SPECIALISTS IN MINERAL ENVIRONMENTS
CHEMISTS • ASSAYERS • ANALYSTS • GEOCHEMISTS

VANCOUVER OFFICE:
705 WEST 15TH STREET
NORTH VANCOUVER, B.C. CANADA V7M 1T2
TELEPHONE (604) 980-5814 OR (604) 988-4524
FAX (604) 980-9621

SMITHERS LAB.:
3176 TATLOW ROAD
SMITHERS, B.C. CANADA V0J 2N0
TELEPHONE (604) 847-3004
FAX (604) 847-3005

Assay Certificate

1V-1398-RA1

Company: RANDSBURG GOLD CORP.
Project: WILD ROSE
Attn: JEFF CIACHURSKI

Date: NOV-06-91
Copy 1. RANDSBURG GOLD, NORTH VANCOUVER, B.C.

He hereby certify the following Assay of 3 ROCK samples submitted NOV-05-91 by J.CIACHURSKI.

Sample Number	AU g/tonne	AU oz/ton
519042	.24	.007
519043	.29	.008
519044	.22	.006

Certified by _____

MIN-EN LABORATORIES

COMP: RANDSBURG GOLD CORP.
PROJ: WILD ROSE
ATTN: JEFF CIACHURSKI

MIN-EN LABS — ICP REPORT

705 WEST 15TH ST., NORTH VANCOUVER, B.C. V7M 1T2
(604)980-5814 OR (604)988-4524

DATE: 91/11/06
* ROCK * (ACT:F31)

SAMPLE NUMBER	AG PPM	AL PPM	AS PPM	B PPM	BA PPM	BE PPM	BI PPM	CA PPM	CD PPM	CO PPM	CU PPM	FE PPM	K PPM	LI PPM	MG PPM	MN PPM	MO PPM	NA PPM	NI PPM	P PPM	PB PPM	SB PPM	SR PPM	TH PPM	TI PPM	V PPM	ZN PPM	GA PPM	SN PPM	W PPM	CR PPM
519042	1.3	23850	188	10	114	1.3	4	48690	.1	57	1127	69440	850	23	66530	1466	1	90	858	270	45	5	127	1	46	56.4	419	1	1	22	616
519043	1.8	29820	516	9	27	1.5	2	37180	3.5	38	1858	68540	1590	29	44010	1066	1	50	451	820	45	2	59	1	33	75.3	336	1	1	13	344
519044	2.0	23730	93	8	45	1.6	6	38550	.1	30	1097	67590	2070	27	35940	1511	1	40	252	880	67	2	72	1	15	63.9	187	1	1	10	240

Chemex Labs Ltd.

Analytical Chemists * Geochemists * Registered Assayers
212 Brooksbank Ave., North Vancouver
British Columbia, Canada V7J 2C1
PHONE: 604-984-0221

To: RANDSBURG GOLD CORP.

113 W. KINGS RD.
NORTH VANCOUVER, BC
V7N 2L7

Project :
Comments:

Page Number :1
Total Pages :1
Certificate Date: 06 MAY 91
Invoice No. :19114402
P.O. Number :

CERTIFICATE OF ANALYSIS A9114402

SAMPLE DESCRIPTION	PREP CODE		Au oz/T RUSH	Ag oz/T RUSH	Cu %	Pb %	Zn %					
SKARN #1	236	295	0.009	0.08	0.47	< 0.01	< 0.01					
SKARN #2	236	295	0.023	0.21	1.12	< 0.01	< 0.01					

CERTIFICATION:

FILE:D1-RAN-1.DOC **91-1**

RANDSBURG GOLD CORPORATION,
Wild Rose Property,
Diamond Drill Record

Hole No. **91-1**

Bearing - Dip (-) 90 Size NQ Core
Location 8+25 N, 6+30 W (along road)
Date May 28, 1991 Logged by A. Burton

FROM - TO Ft.	DESCRIPTION
0.0 - 10.0	Casing
10.0 - 22.0	ANDESITE, flows and bx, FINE GRAINED, dark green, minor pyrite.
22.0 - 34.0	ANDESITE, flows and bx, FINE GRAINED, light green
34.0 - 39.0	ANDESITE TUFFS, light green
39.0 - 44.5	ANDESITE BRECCIA, light green, 43-44.5 heavy carbonate and jasper Sample 519011 Chemex Certificate A9119593 Au ppb <5.
44.5 - 45.0	QUARTZ VEIN, pyrite 44.5-45 Sample 519012 Chemex Certificate A9119593 Au ppb <5.
45.0 - 48.0	As in 39 -44.5
48.0 - 97.0	TUFFS AND TUFF BRECCIA
97.0 - 98.0	QUARTZ - PYRITE VEIN, 60 to core 97-98 Sample 519013 Chemex Certificate A9119593 Au ppb 2030.
98.0 - 153.0	As in 48-97, more aphanitic
153	END OF HOLE **91-1.**

FILE:D2-RAN-1.DOC

RANDSBURG GOLD CORPORATION,
Wild Rose Property,
Diamond Drill Record

Hole No. **91-2**

Bearing: 255 Dip (-)45 Size: NQ Core
Location: Adjacent to DDH 87-3
Date: May 29, 1991 Logged by: A. Burton

FROM Ft.	-	TO Ft.	DESCRIPTION
0	-	10.0	Casing
10	-	25.0	TUFF AND TUFF BRECCIA, rusty weathered, Minor laminations and fragments of chert
25	-	32.0	TUFF AND TUFF BRECCIA, Iron carbonates and amorphous quartz, plus pyrite at: 47 ft. 60 - 62 ft. (sample 519014) Chemex Certificate A9119593 Au ppb 35. 64.5 - 66 ft.
82	-	147.0	TUFF, more altered and silicified Strongly silicified with pyrite at: 82.5 - 83 ft. 87 - 88 ft. (sample 519015) Chemex Certificate A9119593 Au ppb 15. 95 - 97 ft. 101 - 103 ft. 106 - 107 ft. (sample 519016) Chemex Certificate A91195993 Au ppb <5. 117.5 - 119 ft. (mostly quartz) 120 - 120.5 ft. (quartz) 125 - 126 ft. (myrmeketic quartz) 127 - 132 ft. (mostly quartz) 137.5 - 138 ft. (mostly quartz)
147	-	169.0	TUFF, becoming more chloritic
169	-	172.0	TUFF, mostly quartz and chlorite plus pyrite

172 - 182.0 TUFF, banding chloritic

182 - 202.0 TUFF, becoming finer grained amorphous and siliceous

202 - 228.0 TUFF, dark grey

228 - 232.0 WHITE CLAY ALTERATION

232 - 234.0 STRONG WHITE CLAY ALTERATION

234 - 248.0 STRONGLY SILICIFIED, plus white clay alteration

234 - 238 ft. (sample 519018)
Chemex Certificate A9119593
Au ppb <5.

238 - 248 ft. (sample 519019)
Chemex Certificate A9119593
Au ppb <5.

248 - 252.0 ALTERED CHERTY ARGILLITE

252 END OF HOLE **91-2**, Hole caved and was lost.

FILE:D3-RAN-1.DOC

RANDSBURG GOLD CORPORATION,
Wild Rose Property,
Diamond Drill Record

Hole No. **91-3**

Bearing: 255° Dip (-)45 Size: NQ Core
Location:
Date: August 2, 1991 Logged by: A. Burton

FROM - TO Feet Feet	DESCRIPTION
0.0 - 7.0	Casing
7.0 - 15.0	LAMINATED CHERT AND ARGILLITE, with minor Tuff
15.0 - 17.0	GRADATIONAL CHANGE, by 15 ft. becoming predominately INTERBEDDED TUFF AND ARGILLITE
17.0 - 51.0	BEDDED TUFFS, with sedimentary breccia or conglomerate of chert, argillite, and tuff fragments Quartz fragments noted
51.0 - 58.0	SEDIMENTARY BRECCIA OR CONGLOMERATE, noticeable quartz fragments
58.0 - 65.0	SEDIMENTARY BRECCIA, mostly tuff fragments
65.0 - 74.0	ARGILLITE AND TUFF FLYSCH, plus sedimentary breccia
74.0 - 82.0	TUFF AND ARGILLITE, interbedded with increasing green tuff
82.0 - 91.0	TUFF AND CONGLOMERATE, with quartz eyes and black sedimentary fragments
91.0 - 104.0	TUFF, green fine grained
104.0 - 145.0	FLOW, andesitic
145.0 - 155.0	INTERBEDDED TUFF AND ARGILLITE, up to 1" beds with increasing quartz grain fine conglomerate 150 - 155 ft. (sample 519020) Chemex Certificate A9119593

Au ppb <5.

155.0 - 156.0 FAULT, pyrite and quartz in vugs
(hole reamed back from 156 - 146 ft. due to caving.
155-156 (sample 519021)
(Chemex Certificate A9119593)
Au ppb <5.

156.5 bit turned off and hole was
lost in fault before encountering vein.
END OF HOLE **91-3**.

NOTE: THE TUFF IS BEDDED MUCH LIKE AN ARKOSE

FILE:D4-RAN-1.DOC **91-4**

RANDSBURG GOLD CORPORATION,
Wild Rose Property,
Diamond Drill Record

Hole No. **91-4**

Bearing: 255 Dip (-)45 Size: NQ Core
Location:
Date: August 4, 1991 Logged by: A. Burton

FROM - Ft.	TO Ft.	DESCRIPTION
0.0 -	3.0	Casing
3.0 -	6.0	POOR RECOVERY, 1 ft. core chips recovered Some pyrite in sedimentary breccia
6.0 -	7.0	SEDIMENTS, rusty, siliceous, pyrite, veinlets and blebs
7.0 -	11.5	SEDIMENTS, rusty and siliceous, some pyrite veinlets and blebs 6 - 11.5 ft. (sample 519025) (Certificate A9119593) Au ppb 20.
11.5 -	15.0	TUFF,
15.0 -	17.0	TUFF AND SEDIMENTS,
17.0 -	19.0	SEDIMENTS, with minor pyrite
19.0 -	31.0	SEDIMENTS, MINOR TUFF, little pyrite 17.0 - 25.0 ft. (sample 519026) (Certificate A9119593) Au ppb 65. 25.0 - 31.0 ft. (sample 519027) (Certificate A9119593) Au ppb 25.
31.0 -	34.0	GREY TO BLACK ARGILLITE, pyrite laminations and blebs, best sulphide vein section 31.0 - 34.0 ft. (sample 519044 0.006oz Au/T) (Certificate 1V-1398-RD1)

34.0 -	41.0	ARGILLITE, dark grey to black little pyrite
42.5 -	47.0	TUFF, FINE BEDDED SEDIMENTS, no pyrite
47.0 -	48.0	FAULT BRECCIA
48.0 -	49.0	TUFF, ANDESITIC
49.0 -	57.0	FLOW, fine grained green
57.0 -	82.0	TUFFS AND FLOWS, green

82 - end of hole **91-4.**

FILE:D5-RAN-1.doc **91-5**

RANDSBURG GOLD CORPORATION,
Wild Rose Property,
Diamond Drill Record

Hole No. **91-5**

Bearing: 255 Dip (-)45 Size: NQ Core
Location:5.5m west of hole 91-4
Date: August 5,1991 Logged by: A. Burton

FROM - FEET	TO FEET	DESCRIPTION
0.0 -	2.0	Casing
2.0	5.0	FAULT altered and rusty gouge (only 1 ft of chips recovered)
5.0	15	CRYSTAL TUFF BRECCIA, MINERALIZED VEIN pyrite blebs at 9' disseminated pyrite from 5'-11' 5-11 sample 519022, Chemex Ctfct A9119593 Au-<5ppb 1" quartz vein @ 15' 11-15 sample 519042, 0.007oz Au/T Min En Ctfct 1V-1398-RA1
15.0	19.0	GREY TUFF 15-17 sample 519043, Ctfct 1V-1398-RD1
19	20	BLACK ARGILLITE
20	22	RUSTY TUFF
22	31	INTERBEDDED GREY TUFF and GREY-BLACK ARGILLITE
31		END **91-5**

FILE: D6-RAN-1.DOC

RANDSBURG GOLD CORPORATION,
Wild Rose Property,
Diamond Drill Record

Hole No. **91-6**

Bearing: 255 Dip (-)45 Size: NQ Core
Location: West edge of road
Date: August 6,1991 Logged by: A. Burton

FROM - Feet	TO Feet	DESCRIPTION
0.0 -	6.0	CASING
6.0 -	71	DYKE Note: Hole was laid out by A. Burton to collar in dyke, pass into volcanic sediments and then penetrate the vein east of the shaft vein. Flattening of the dip of the dyke meant the hole stayed in the dyke.
71		End hole **91-6.**

FILE:D7-RAN-1.DOC **D 91-7**

RANDSBURG GOLD CORPORATION,
Wild Rose Property,
Diamond Drill Record

Hole No. **91-7**

Bearing: 266° Dip (-)45 Size: NQ Core
Location: North of shaft at west edge of road
Date: August 7, 1991 Logged by: A. Burton

FROM - **TO** Feet - Feet	**DESCRIPTION**
0.0 - 6.0	Casing
6.0 - 15.0	TUFF, with quartz veinlets and pyrite, rusty
15.0 - 17.0	TUFF, with disseminated pyrite, fresh
17.0 - 17.5	PYRITE VEINLET
17.6 - 24.0	TUFF, with increasing pyrite content 17.0 - 24.0 ft. (sample 519028 - Chemex Certificate A9119593) Au ppb 60
24.0 - 29.0	PYRITE VEIN, massive to banded in Tuff, mainly pyrite, visible chalcopyrite, and galena 24.0 - 29.0 ft. (sample 519029 - Chemex Certificate A9119593 Au ppb 1680, Ag ppm 10.4, As ppm 1120, Bi ppm 60, Cu ppm >10,000

24.0 - 29.0 REASSAYED AT 1 FT. INTERVALS

		Au(ppb)	Cu(ppm)
24.0 - 25.0	(Sample 519034)	1740	5400
25.0 - 26.0	(Sample 519035)	680	>10,000
25.0 - 26.0	(Additional Assay)	-	1.41%
26.0 - 27.0	(Sample 519036)	1170	6200
27.0 - 28.0	(Sample 519037)	2070	6600
28.0 - 29.0	(Sample 519038)	2430	6000
24 - 29	Average	1618	

cont'd. Page 2

29.0 - 39.0	SEDIMENTS, arkosic tuffs, some argillite, some breccia Some pyrite blebs and veinlets 29.0 - 39.0 ft. (Sample 519030 110ppb)
39.0 - 47.0	TUFF, altered pinkish crystal tuff
47.0 - 51.0	TUFF, fine pale green with sedimentary fragments
51.0	END OF HOLE **91-7**

RANDSBURG GOLD CORPORATION,
Wild Rose Property,
Diamond Drill Record

Hole No. **91-8**

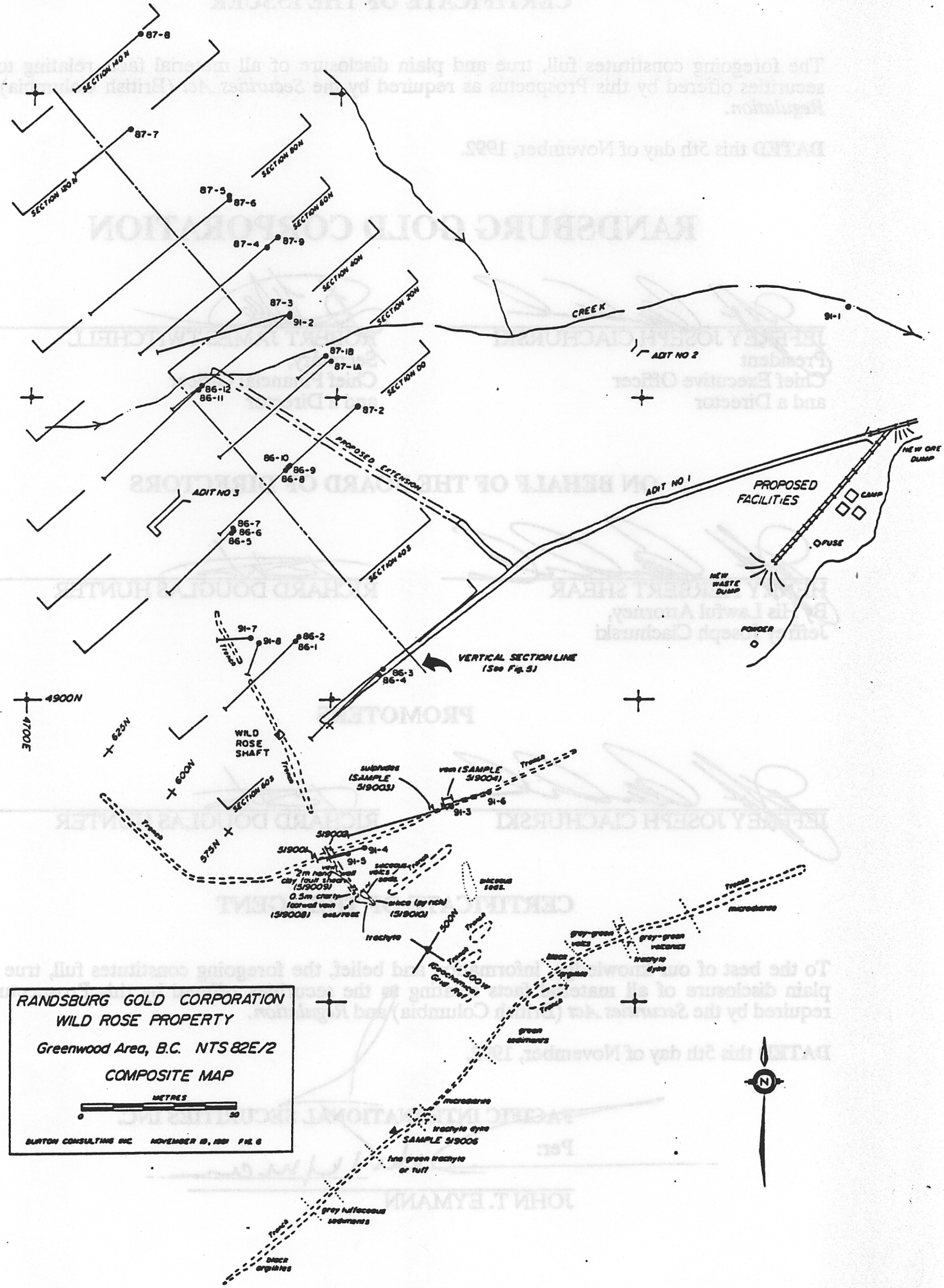
Bearing: 198° Dip (-)45 Size: NQ Core
Location: North of shaft, west side of road
Date: August 7, 1991 Logged by: A. Burton

FROM - TO Feet	DESCRIPTION
0.0 - 7.0	Casing
7.0 - 13.0	INTERBEDDED TUFF, volcanic sediments, no argillite Some pyrite
13.0 - 28.0	INTERBEDDED TUFF AND SEDIMENTS, fresh (no argillite or breccia) Blebs and veinlets of pyrite 21.0 - 28.0 ft. (Sample 519031 - Chemex Certificate A9119593 Au ppb 275, Ag ppm 5.8, Cu ppm 434)
28.0 - 31.0	VEIN, with quartz and pyrite 28.0 - 29.0 ft. nearly massive pyrite 28.0 - 32.0 ft. (Sample 519032 - Chemex Certificate A9119593 Au ppb 1430, Ag ppm 2.6, Cu ppm 2760, As ppm 1390)

28.0 - 31.0 REASSAYED AT 1 FT. INTERVALS

		Au(ppb)	Cu(ppm)
28.0 - 29.0	(Sample 519039)	250	780
29.0 - 30.0	(Sample 519040)	7850	6500
30.0 - 31.0	(Sample 519041)	6400	4500
28 - 31	Average	4833	

31.0 - 35.0	TUFF (crystal tuff) Considerable pyrite 31 - 32 ft. Blebs and disseminations of pyrite 32 - 35 ft 32.0 - 35.0 ft. (Sample 519033) Chemex Certificate A9119593 Au ppb 80, Ag ppm <0.2, Cu ppm 287, As ppm 120)
35.0 - 51.0	BEDDED TUFFS, sedimentary, fine grained Minor pyrite, blebs of pyrite at 40 ft.
51.0	END OF HOLE **91-8**


RANDSBURG GOLD CORPORATION
WILD ROSE PROPERTY
Greenwood Area, B.C. NTS 82E/2
COMPOSITE MAP
METRES
0
50
BURTON CONSULTING INC. NOVEMBER 10, 1991 FIG. 6
CREEK
ADIT NO 1
ADIT NO 2
ADIT NO 3
PROPOSED EXTENSION
PROPOSED FACILITIES
NEW ORE DUMP
CAMP
FUSE
NEW WASTE DUMP
POWDER
VERTICAL SECTION LINE
(See Fig. 5)
WILD ROSE SHAFT
SECTION 140N
SECTION 120N
SECTION 80N
SECTION 60N
SECTION 40N
SECTION 20N
SECTION 00
SECTION 40S
SECTION 60S
4900N
4700E
625N
600N
575N
500N
87-8
87-7
87-5
87-6
87-4
87-9
87-3
91-2
87-1B
87-1A
86-12
86-11
87-2
86-10
86-9
86-8
86-7
86-6
86-5
91-7
91-8
86-2
86-1
86-3
86-4
91-1
91-3
91-4
91-5
91-6
sulphides
(SAMPLE 519003)
vein (SAMPLE 519004)
519002
519001
trachyte
microdiorite
grey-green volcs
grey-green volcanics
trachyte dyke
green sediments
trachyte dyke
SAMPLE 519006
fine green trachyte or tuff
grey tuffaceous sediments
black argillites
Trench

CERTIFICATE OF THE ISSUER

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the *Securities Act* (British Columbia) and *Regulation*.

DATED this 5th day of November, 1992.

RANDSBURG GOLD CORPORATION

JEFFREY JOSEPH CIACHURSKI
President
Chief Executive Officer
and a Director

ROBERT JAMES TWITCHELL
Secretary,
Chief Financial Officer
and a Director

ON BEHALF OF THE BOARD OF DIRECTORS

HENRY HERBERT SHEAR
By His Lawful Attorney,
Jeffrey Joseph Ciachurski

RICHARD DOUGLAS HUNTER

PROMOTERS

JEFFREY JOSEPH CIACHURSKI

RICHARD DOUGLAS HUNTER

CERTIFICATE OF THE AGENT

To the best of our knowledge, information and belief, the foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the *Securities Act* (British Columbia) and *Regulation*.

DATED this 5th day of November, 1992.

PACIFIC INTERNATIONAL SECURITIES INC.

Per:

JOHN T. EYMANN