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North of "Robert Mines"
-Greenwood

S2E/2

PROPERTY FILE

G.A. ✓

001281

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.

NEW ISSUE

PROSPECTUS

WILD ROSE RESOURCES LTD.

807 - 626 WEST PENDER STREET,
VANCOUVER, BRITISH COLUMBIA
V6B 1V9
(THE "ISSUER")

OFFERING OF COMMON SHARES

THE ISSUER BY THIS PROSPECTUS IS OFFERING TO THE PUBLIC THE RIGHT TO SUBSCRIBE FOR 400,000 COMMON SHARES OF THE ISSUER, AT A PRICE OF \$0.50 PER SHARE.

	<u>NO. OF SHARES</u>	<u>PRICE TO PUBLIC</u>	<u>COMMISSION</u>	<u>NET PROCEEDS TO BE RECEIVED BY ISSUER (1)</u>
PER SHARE	1	\$ 0.50	\$ 0.05	\$ 0.45
MINIMUM	250,000	\$125,000	\$ 12,500	\$112,500
TOTAL	400,000	\$200,000	\$ 20,000	\$180,000

(1) BEFORE DEDUCTION OF COSTS OF THIS OFFERING ESTIMATED AT \$5,000.

A PURCHASE OF SECURITIES OFFERED BY THIS PROSPECTUS MUST BE CONSIDERED SPECULATIVE IN NATURE. ALL OF 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. NO SURVEY OF ANY PROPERTY OF THE ISSUER HAS BEEN MADE AND THEREFORE IN ACCORDANCE WITH THE LAWS OF THE JURISDICTION IN WHICH THE PROPERTIES ARE SITUATE, THEIR EXISTENCE AND AREA COULD BE IN DOUBT. SEE "SPECULATIVE ASPECTS".

UPON COMPLETION OF THIS OFFERING THIS ISSUE WILL REPRESENT 21.68% OF THE SHARES THEN OUTSTANDING AS COMPARED TO 43.36% THAT WILL THEN BE OWNED BY THE PROMOTERS, DIRECTORS AND SENIOR OFFICERS OF THE ISSUER AND ASSOCIATES OF THE AGENTS. REFER TO THE HEADING "PRINCIPAL HOLDERS OF SECURITIES" ON PAGE 14 OF THIS PROSPECTUS FOR DETAILS OF SHARES HELD BY DIRECTORS, PROMOTERS AND CONTROLLING PERSONS AND ASSOCIATES OF THE AGENT.

THE VANCOUVER STOCK EXCHANGE HAS CONDITIONALLY LISTED THE SECURITIES BEING OFFERED PURSUANT TO THIS PROSPECTUS. LISTING IS SUBJECT TO THE ISSUER FULFILLING ALL THE LISTING REQUIREMENTS OF THE VANCOUVER STOCK EXCHANGE ON OR BEFORE DECEMBER 7TH, 1987, INCLUDING PRESCRIBED DISTRIBUTION AND FINANCIAL REQUIREMENTS.

THE PRICE TO BE PAID FOR THE SECURITIES OFFERED WAS DETERMINED BY NEGOTIATION BETWEEN THE ISSUER AND THE AGENT.

THERE IS CURRENTLY NO MARKET FOR THE COMMON SHARES OF THE ISSUER

THIS OFFERING IS SUBJECT TO A MINIMUM SUBSCRIPTION BEING RECEIVED BY THE ISSUER WITHIN 180 DAYS OF THE EFFECTIVE DATE OF JUNE 10TH, 1987. SEE "OFFERING AND PLAN OF DISTRIBUTION".

ONE OR MORE OF THE DIRECTORS OF THE ISSUER HAS AN INTEREST, DIRECT OR INDIRECT, IN OTHER NATURAL RESOURCE COMPANIES. REFERENCE SHOULD BE MADE TO THE ITEM "DIRECTORS AND OFFICERS" FOR A COMMENT AS TO THE RESOLUTION OF POSSIBLE CONFLICTS OF INTEREST.

WE, AS AGENT, CONDITIONALLY OFFER THESE SECURITIES SUBJECT TO PRIOR SALE, IF ANY, AS AND WHEN ISSUED BY THE ISSUER AND ACCEPTED BY US IN ACCORDANCE WITH THE CONDITIONS CONTAINED IN THE AGENCY AGREEMENT REFERRED TO UNDER THE HEADING "PLAN OF DISTRIBUTION".

AGENT

**C.M. OLIVER & COMPANY LIMITED
750 WEST PENDER STREET,
VANCOUVER; BRITISH COLUMBIA**

DATED EFFECTIVE: JUNE 10TH, 1987

PROSPECTUS SUMMARY

ISSUER: WILD ROSE RESOURCES LTD.

AMOUNT: \$200,000.00 maximum offering
\$125,000 minimum

OFFERING: 400,000 common shares of the Issuer at a price of \$0.50 per share. This offering is subject to a minimum of 250,000 shares being sold.

USE OF PROCEEDS: The gross proceeds to be received by the Issuer from the sale of these shares will be \$200,000 if the maximum offering is sold and \$112,500 if the minimum offering is sold and will be expended on the exploration and development of the Company's British Columbia mineral properties.

RISK FACTORS: Mineral exploration and development is a speculative business. The marketability of any minerals acquired by the Issuer will be affected by numerous factors, which include government regulation relating to royalties, allowable production, importing and exporting of minerals and environmental protection. There can be no assurance that expenditures made by the Issuer will result in any discoveries of commercial bodies of ore.

**PRO FORMA
DILUTION OF
INVESTMENT:**

**THE NET ASSET VALUE PER SHARE AFTER
COMPLETION OF THE MAXIMUM OFFERING WILL BE
17.79 CENTS REPRESENTING A DILUTION OF 64.42%, ON
A FULLY DILUTED BASIS, OR 29.98 CENTS,
REPRESENTING A DILUTION OF 40.04%, EXCLUDING
THE ESCROWED SHARES.**

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NAME AND INCORPORATION OF THE ISSUER

The name of the Issuer is WILD ROSE RESOURCES LTD. and its registered and records office is located at 2550 - 555 West Hastings Street, Vancouver, British Columbia, V7X 1P2. The Issuer maintains a head office at 807 - 626 West Pender Street, Vancouver, British Columbia. The Issuer was incorporated on the 24th day of June, 1986 under the Company Act of the Province of British Columbia by registration of its Memorandum and Articles. Pursuant to the provisions of the Company Act, the Issuer will be deemed to be a "reporting company" upon the issuance of a receipt for this Prospectus.

DESCRIPTION OF BUSINESS AND PROPERTY OF THE ISSUER

The Business

The Issuer's principal business is the exploration and development of mineral properties. The Issuer owns or has interests in the property described under "The Property" and intends to seek and acquire additional properties worthy of exploration and development.

The Property

Acquisition of the Property

Pursuant to an agreement dated July 15, 1986, the Issuer acquired a 100% interest in and to four reverted crown grant claims and two 2-post claims located in the Greenwood Mining Division, B.C., (the "Claims") from Karl Schindler ("Schindler") of Vancouver, B.C. The Claims are more particularly described as follows:

<u>Name</u>	<u>Reverted Crown Grant Lot No.</u>	<u>Area (Acres)</u>	<u>Record No.</u>	<u>Expiry Date</u>
Wild Rose Fr.	L1387	16	2447(10)	Oct. 29, 1988
Gold Bed	L1388	41.5	2448(10)	Oct. 29, 1988
Golconda Fr.	L2149	45.34	552(10)	Oct. 26, 1988
Cleveland	L2150	39.28	553(10)	Oct. 26, 1988
Ace	-	-	558(11)	Nov. 5, 1988
Bell	-	-	557(11)	Nov. 5, 1988
Bud Fraction	-	-	4680	*
Bett	-	-	4681	*

* These claims were staked by the Issuer and became subject to the agreement according to its terms.

The agreement contains the following terms:

- (a) Schindler agreed to transfer his 100% interest in the Claims to the Issuer;
- (b) the Issuer has made or will make the following payments to Schindler:
 - (i) \$6,000 upon execution of the agreement;
 - (ii) \$6,000 on January 15, 1987;
 - (iii) \$6,000 on July 15, 1987;
 - (iv) \$6,000 on January 15, 1988;
 - (v) \$6,000 on July 15, 1988; and
 - (vi) \$200,000 by July 15, 1991 either by way of the net smelter royalty payable pursuant to the agreement or by another means.

The Issuer has made the payments set out in subparagraphs (i) and (ii).

- (c) The Issuer will pay Schindler a 5% net smelter return royalty. The term "net smelter return" means the total gross sale proceeds received by the Issuer from any lot or shipment of ore ("Product") from the Claims, less:
 - (a) all charges or levies charged with respect to the costs of the smelting of the Product or penalties for undesirable elements in the Product;
 - (b) all actual costs incurred by the Issuer for transportation of the Product to the point or points of sale including insurance; and
 - (c) any output or production taxes payable with respect to the Product or the production of the Product from the Claims or royalties payable under governmental authority pursuant to any statutes or regulations in effect from time to time.
- (d) The Issuer will perform an exploration program on the Claims involving the expenditure of a total of at least \$500,000 by December 31, 1991 with the following minimum expenditures:
 - (a) \$ 50,000 by December 31, 1986;
 - (b) a further \$ 50,000 by December 31, 1987;
 - (c) a further \$100,000 by December 31, 1988;
 - (d) a further \$100,000 by December 31, 1989;
 - (e) a further \$100,000 by December 31, 1990; and
 - (f) a further \$100,000 by December 31, 1991.

The Issuer has expended a total of \$120,950 on the Claims to date.

Robert Mines Ltd. Mill

In 1980, Robert Mines Ltd. acquired a 100 ton per day mill (the "Mill"), consisting of coarse ore bin, crusher, fine ore bin, ball mill, classifier, floatation machines, vacuum filter and incidental equipment, all of which is well-maintained. All necessary government permits and plant approvals have been obtained. The Mill is located on the Maymac mineral claims adjacent to the Claims.

Support facilities consist of interior roads a bunkhouse, airstream trailer, storage shed, assorted motor vehicles and a tailings pond.

The Issuer will allow Robert Mines Ltd. and its representatives reasonable access through the Claims to the Mill and will allow Robert Mines Ltd. reasonable access to the water sources located on the Wild Rose Claims as required for the operation of the Mill.

Robert Mines Ltd. has granted the Issuer the right of first refusal to use the Mill, sub to an agreed price per ton of ore, to process product from the Claims, at the Issuer's own operating cost and expense when the Mill is not being used by Empire Gold Resources Ltd. or Robert Mines Ltd., pursuant to an agreement dated July 15, 1986.

Description of the Property

The Claims are located 4.5 km southwest of Greenwood, British Columbia and they are accessible by a gravel road off Highway No. 3 about 2.5 kilometres northwest of the Robert Mines Ltd. concentrator. See "Robert Mines Ltd. Mill".

History of the Claims

As reported by J. Paxton, P.Eng., in his report (the "Report") dated December, 1986, a copy of which has been attached to and forms part of this prospectus the original Golconda claim was staked in 1895. In 1897 a shaft was driven down 50 feet and the mineralization had been traced in open cuts for 300 feet. Old workings excavated prior to 1933 include a 60 foot shaft at an elevation of 4,200 feet, a short adit (at unspecified elevation) that cut the vein 50 feet from the portal, a 110 foot long adit driven 190 feet lower than the shaft collar, a 690 foot long adit 240 feet lower than the shaft collar and stripping and trenching. The shaft was reportedly "sunk in ore", and where the adits and x-cuts intersected the mineralized zone was exposed by the shaft and trenches.

The mineralization intersected by the 50 foot adit was reported to be 4 feet to 5 feet wide and was drifted on for 17 feet. The 110 foot and 690 foot long adits were both stopped short of the vein. A narrow mineralized zone 410 feet from the portal of the 690 foot long adit was followed north-westward for about 70 feet.

Assays reported from these early workings were 0.78 oz Au/ton and 0.5 Ag/ton in pyrrhotite-bearing material near the shaft, 0.24 oz. Au/ton and 0.80 oz. Ag/ton across 5 feet, 28 feet southeast of the shaft and 0.65 oz Au/ton farther southeast of the shaft. These were all surface samples.

In October, 1977, the old shaft was cleaned out to a depth of 34 feet. A chip sample taken over 5 feet down the shaft assayed 0.258 oz. Au/ton. A grab sample from the old dump at the shaft assayed 0.384 oz. Au/ton and 0.55 oz Ag/ton.

The last work carried out on the Claims was in 1978 and 1979 when three new trenches were started, however, due to the unexpected depth of the overburden, none of the trenches reached bedrock.

Work to Date by Issuer

The Issuer has expended a total of \$120,950 on the Claims to the date of this prospectus in furtherance of a program recommended by Mr. Paxton in a report dated July 21, 1986.

The work done by the Issuer is as follows:

A clear cut line of sight baseline was put in parallel to the vein near the surface shaft. From this baseline cross- lines were run out and flagged every 25 meters to create a total of 0.95 kilometres of baseline and 36 kilometres of cross- line.

Soil samples were taken from the C soil horizon and were dried and seived through a negative 80 mesh screen in the assay laboratory. A total of 664 samples were assayed for gold and silver and 332 samples were assayed for arsenic. The results were plotted on separate map sheets and contoured. Correlation between contour areas on each of the maps was fair for values close to the threshold but for values in the top 10% or 20%, correlation between the three elements was poor.

Both magnetometer and VLF-EM surveys were done over the grid. No strong magnetic anomalies were discovered. The contoured results reflect the geology of north-south trending sediments interrupted in the north central area by small diorite and gabbro intrusions with associated basic volcanic flows.

Geological mapping was done in connection with the VLF- EM survey and showed that chert, chert sandstone, chert conglomerate, black

sharle, diorite, gabbro, andesite and greenstone are represented. Drill cores also showed the presence of brown argillite and trachyte dyke.

Drilling done north and east of the shaft encountered quartz sulfide vein mineralization hosted by an aphanitic brown cherty argillite. The drilling also encountered a Trachyte Dyke which had a parallel strike but opposing dip to the vein and Brown Argillite structures and cuts through them.

Diamond drilling consisting of 12 holes totaling 1710 feet was carried out between October 5 and October 27, 1986. Four holes were drilled to intersect the down dip extension of the massive sulphide and quartz vein seen in the shaft. No vein material was intersected.

The soil geochemical results showed a strong gold on soil anomaly extending northward. The fifth drill hole was planned to test this area, and in the interval 32 to 38 feet is passed through a well defined quartz-massive sulphide vein with an average assay of 0.333 oz/ton Au and 0.47 oz/ton Ag. Further drilling was done in the section to define the vein.

A detailed map, showing the location of the program, together with appendices to the Report showing assay results and drilling logs, is available for inspection during the Offering Period, at the registered office of the Issuer at 2550 - 555 West Hastings Street, Vancouver, British Columbia, during normal business hours.

Conclusions and Recommendations

Mr. Paxton states in conclusion:

"As yet, none of the geochemical or geophysical surveys have discovered any new mineralized zones. The new vein that was discovered was found by ... drilling along the strike of a known mineral zone. From the drilling done so far we have five intersections of a vein which is either directly connected to the vein in the shaft or an on-strike repetition of it."

Mr. Paxton has calculated the weighted average grade of the vein at 0.19 oz/ton Au and 0.27 oz/ton Ag, with a gold equivalent grade of 0.22 oz/ton Au over a mean true width of 4.56 feet and further states:

"Considering the location of the property close to an existing mill, and also the underground development work that has already been done material grading 0.22 oz Au/ton over 4.56 feet would be ore grade ..."

The present grade is low but there is a very good chance that more drilling would locate ore of substantially higher grade. It is therefore recommended that more close spaced drilling be done to trace the vein on strike and to provide a better estimate of grade and hopefully to discover a high grade ore-shot which would pay for development."

Mr. Paxton has recommended a two-phase program be carried out on the Claims. Phase I will consist of drilling a series of holes to intersect the vein at the level of the No. 1 adit and to trace it along strike at this elevation as far as possible. The estimated cost of Phase I is \$73,500. If Phase I is successful, Mr. Paxton has recommended a Phase II program consisting of drilling a series of additional holes to trace the vein 50 metres below the adit level with the objective of developing a second level via a decline. The estimated cost of Phase II is \$66,000.

The Issuer intends to use a portion of the proceeds derived from this offering to carry out the recommended program. See "Use of Proceeds".

Exploration Agreements

The Issuer has entered into Canadian Exploration Development Expense (share flow-through) agreements dated July 10, 1986 with the following persons (the "Principals"):

<u>Principal</u>	<u>Amount</u>	<u>Number of Units</u>
Henry Leung	\$30,000	48
Ken Siu-Ling Woo	\$20,000	32
Wallace Pon	\$60,000	96
Ken Lee	\$10,000	16
Henry Jung	\$10,000	16
Derek Inouye	\$10,000	16

Under the terms of the agreements, each Principal subscribed for units ("Units"), at a cost per Unit of \$625 and constituted the Issuer as his agent to incur Canadian Exploration and Development Expense ("CEE") on eligible capital property under the provisions of the Income Tax Act (Canada). Each Unit entitles the Principal to receive 2,500 shares of the Issuer upon expenditure by the Issuer of the funds subscribed by the Principal for the Unit.

The Issuer has given up certain potential tax benefits available to it as a result of incurring CEE on behalf of the Principals rather than on its own behalf.

The Issuer has expended the amount subscribed by the Principals on CEE and accordingly has issued 560,000 shares to the Principals.

OFFERING AND PLAN OF DISTRIBUTION

PLAN OF DISTRIBUTION

The Offering

The Issuer by its Agent hereby offers (the "Offering") to the public through the facilities of the Vancouver Stock Exchange (the "Exchange") 400,000 shares (the "Shares") of the Issuer at a price of \$0.50 per share (the "Offering Price"). The Offering will be made in accordance with the rules and policies of the Exchange and on a day (the "Offering Day") determined by the Agent and the Issuer, with the consent of the Exchange, within a period of 180 days from the date (the "Effective Date") upon which the Shares of the Issuer are conditionally listed on the Exchange.

Appointment of Agents

The Issuer, by an agreement (the "Agency Agreement") dated January 27, 1987 appointed C.M. Oliver & Company Limited (the "Agent") to offer the Shares on a best efforts basis through the facilities of the Exchange.

The Agent will receive a commission of \$0.05 per share. The Agent reserves the right to offer selling group participation, in the normal course of the brokerage business to selling groups of other licenced broker-dealers, brokers and investment dealers, who may or may not be offered part of the commissions or bonuses derived from this Offering.

The obligations of the Agent under the Agency Agreement may be terminated prior to the Offering Day at the Agent's discretion.

The Issuer has granted the Agent a right of first refusal to provide future equity financing to the Issuer for a period of twelve months from the Effective Date.

There are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder or any other person or company in connection with the Offering.

The Directors, Officers and other Insiders of the Issuer may purchase Shares from this Offering.

The Vancouver Stock Exchange has conditionally listed the securities being offered pursuant to this prospectus. Listing is subject to the Issuer fulfilling all the listing requirements of the Vancouver Stock Exchange on or before December 7, 1987.

MINIMUM SUBSCRIPTION

This Offering is subject to a minimum of 250,000 shares being sold on the Offering Day. If the minimum subscription is not reached, all funds will be returned to the purchasers without deduction. If the minimum subscription is obtained on the Offering Day, the Offering shall continue in respect of any Shares then unsubscribed, for the balance of the 180 day period at the market price for the Issuer's Shares but in any event the price for the Shares shall not be less than the Offering Price.

The purchasers of any Shares will be required to pay regular commission rates as specified in the rules and by-laws of the Exchange.

The Issuer does not have a market maker.

The Agent does not beneficially own directly or indirectly, any shares of the Issuer.

SPECULATIVE ASPECTS

Mineral exploration and development is a speculative business. The marketability of any minerals acquired by the Issuer will be affected by numerous factors, which include government regulation, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection, which cannot be accurately predicted.

The securities offered hereby are considered speculative due to the nature of the Issuer's business. There can be no assurance that expenditures to be made by the Issuer will result in any discoveries of commercial bodies of ore.

USE OF PROCEEDS

The gross proceeds to be received by the Issuer from the sale of the shares will be \$200,000 if the maximum offering is sold and \$125,000 if the minimum offering is sold. The Issuer had approximate working capital on hand at April 30, 1987, of \$1,651 which together with the funds received herein will be expended in priority in accordance with the following allocation:

		<u>Minimum</u>	<u>Maximum</u>
1.	Commission	\$12,500	\$20,000
2.	To pay the cost of this Offering	\$5,000	\$5,000
3.	July 15, 1987 property payment	\$ 6,000	\$ 6,000

4.	Phase I recommended by J. Paxton, P.Eng., in his Report dated December, 1986	\$73,500	\$73,500
5.	Reserve for Phase II	-	\$ 66,000
6.	Working Capital	<u>\$29,651</u>	<u>\$33,401</u>
	TOTAL:	<u>\$126,651</u>	<u>\$203,901</u>

The allocation of funds in the foregoing manner appears warranted on the basis of information presently available to the Issuer and current circumstances, economic and otherwise.

The Issuer may, pursuant to the recommendations of a qualified independent engineer, abandon, in whole or in part, any of its properties or may alter, as work progresses, the work program recommended or make arrangements for the performance of all or any portion of such work by other persons or companies and may use any money so diverted for the purpose of conducting work or examining other properties acquired by the Issuer after the date of this Prospectus although the Issuer has no present plans in this regard. If any such event occurs during the primary distribution of the Shares referred to in this Prospectus an amendment to this Prospectus will be filed. If any such event occurs subsequent to the completion of the primary distribution, shareholders will be notified.

No part of the proceeds will be used to invest, underwrite or trade in securities other than those that qualify as investments in which trust funds may be invested under the laws of the jurisdiction in which securities offered by this Prospectus may be lawfully sold. Should the Issuer propose to use the proceeds to acquire non-trustee type securities after initial distribution of the securities offered by this Prospectus, approval of the shareholders must first be obtained, and prior disclosure must be made to the regulatory securities bodies having jurisdiction over the sale of the securities.

SHARE AND LOAN CAPITAL STRUCTURE

<u>Designation of Security</u>	<u>Amount Authorized</u>	<u>Outstanding as of Nov. 25/86</u>	<u>Outstanding Completion of Offering</u>
Common	100,000,000	1,445,001	1,845,001**

* Assuming maximum offering.

** There are 184,500 shares subject to options. See "Options to Purchase Securities".

As at November 25, 1986 the Issuer had an operating deficit of \$17,997.

PRIOR SALES

Since the date of incorporation of the Issuer, a total of 1,445,001 common shares have been sold and issued for cash as follows:

<u>No. of Shares</u>	<u>Price Paid Per Share</u>	<u>Commissions Paid</u>	<u>Cash Received</u>
750,000(escrow)	\$0.01	nil	\$ 7,500.00
1	\$0.01	nil	\$ 0.01
695,000	\$0.25	nil	\$173,750.00

INCORPORATION WITHIN ONE YEAR - PRELIMINARY EXPENSES

Since incorporation on June 24, 1986 the Issuer has expended the following amounts on administration and development:

Administrative Expenses:	\$ 47,216
Development Expenses:	\$132,950

DESCRIPTION OF SECURITIES OF THE ISSUER BEING OFFERED

The authorized capital of the Issuer consists of 100,000,000 common shares without par value of which 1,445,001 shares are issued as fully paid and non-assessable. The Securities offered by this Prospectus are common shares of the Issuer. The Issuer has only one kind and class of share and each share ranks equally as to dividends, voting rights, participation and assets and in all other respects. The shares presently issued are not subject to any calls or assessments and the shares offered under this Prospectus will not be subject to any calls or assessments. There are no pre-emptive or conversion rights and no provisions for redemption, purchase for cancellation, surrender or sinking or purchase funds. Provisions as to the modification, amendment or variation of such rights or such provisions are contained in the Company Act of British Columbia.

PROMOTERS

Tyrone Docherty may be considered the promoter of the Issuer as defined in the Securities Act of British Columbia. See "Escrowed Shares" and "Remuneration of Directors and Senior Officers" for details of shares and benefits received by Mr. Docherty from the Issuer.

Both Tyrone Docherty and Jeff Ciachurski, a former promoter of the Issuer, took the initiative in the organization of the Issuer. Mr. Ciachurski resigned as a director and officer of the Issuer and transferred his escrowed shares to Tyrone Docherty and Hans Schwabl (each as to one half). Refer to "Escrowed Shares".

ESCROWED SHARES

<u>Designation of Class</u>	<u>No. of Shares Held in Escrow</u>	<u>Percentage of Class</u>
Common	750,000	51.90%

As of the date of the Prospectus, 750,000 shares have been issued to Tyrone Docherty and Hans Schwabl and are held in escrow by Pacific Corporate Services Ltd. of Vancouver, British Columbia, subject to the direction or determination of the Superintendent of Brokers or the Vancouver Stock Exchange (hereinafter jointly referred to as the "Regulatory Authorities"). The escrow restrictions provide that the shares may not be traded in, dealt with in any manner whatsoever or released, nor may the Issuer, its transfer agent or escrowholder make any transfer or record any trading of shares without the consent of the Regulatory Authorities.

The Escrow Agreement acknowledges that a portion of the consideration for the issuance of the shares is to encourage the escrow shareholders to act in the best interest of the Issuer and if the Issuer becomes successful due to in part to the efforts of the escrow shareholders, or any one of them, the escrow shareholders shall be entitled to maintain their ownership of the shares and to a release of the shares from time to time in accordance with the general policies of the Regulatory Authorities.

In the event the Issuer loses or abandons or fails to obtain title to all or part of the property or assets for which it allotted all or part of the escrow shares, the Issuer will declare any such event to the Superintendent and, after listing of its shares, to the Exchange by way of a Directors' Resolution and the holders of such shares, the Trustee thereof and the Issuer, have agreed that such number of shares, as the Superintendent and/or the Exchange determine, shall become subject to cancellation and shall be surrendered to the Issuer by way of gift for cancellation.

The complete text of the Escrow Agreement is available for inspection at the registered office of the Issuer at 2550 - 555 West Hastings Street, Vancouver, British Columbia, and will continue to be available for a period of thirty (30) days following completion of primary distribution.

POOLED SHARES

There are no shares of the Issuer held in pool.

DIRECTORS AND OFFICERS

<u>Name & Address</u>	<u>Office or Position held</u>	<u>Occupation</u>
TYRONE MARK DOCHERTY ⁽¹⁾ 2724 West 5th Avenue Vancouver, B.C. Ltd. V6K 1T4	President & Director	Management of Wild Rose Resources Ltd. and Empire Gold Resources
HANS SCHWABL ⁽¹⁾ 380 Montroyal Blvd. North Vancouver, B.C. V7N 4E5	Director	Self-employed building contractor, Schwabl Construction; director Empire Gold Resources Ltd.
HUGH PAUL MEIKLE (1) 2006 West 45th Avenue, Vancouver, B.C. V6M 2H9	Director	Electrical Inspector, City of Vancouver
ANNA DOCHERTY 2724 West 5th Avenue Vancouver, B.C. V6K 1T4	Secretary	Secretary/receptionist Modern Accounting and Computer Services

(1) Member of the audit committee.

Mr. Schwabl has been engaged as a self-employed building contractor for the past five years.

Mr. Docherty was a driver with Plimley Automotive from August 1981 to October 1983, was a salesman for London Life Insurance Company from September 1984 to July 1985 and a salesman for West Side Meats from August to December 1985. Ms. Docherty was in school until June 1982, worked as a cashier at Boomer Drugs Ltd. until April 1984, and as a receptionist at Dale Carnegie Training until March 1985.

CONFLICT OF INTEREST

The directors of the Issuer are also directors, officers and employees of other companies engaged in natural resource exploration and development. In accordance with Section 142 of the British Columbia Company Act and the common law requirements, the Board of Directors of each company are required to act honestly, in good faith and in the best interests of the Issuer. In determining which company will participate in a particular program and the interest to be acquired by a company, the directors will depend primarily upon the financial status from to time of each company and the compatibility of a program to a company's business.

REMUNERATION OF DIRECTORS AND SENIOR OFFICERS

To the date of this prospectus the Issuer has not paid any remuneration directly to any directors or senior officers of the Issuer. See "Material Contracts".

Certain of the Directors have received options to purchase shares of the Issuer. See "Options to Purchase Securities".

No other direct remuneration has been paid to any of the directors or officers of the Issuer, nor does the Issuer anticipate paying any remuneration in the immediate future. However, the Issuer reserves the right to pay remuneration to the directors and officers if financial conditions merit such payments, subject to regulatory approval.

The Directors and Senior Officers of the Issuer have no interest in any other material transactions in which the Issuer is involved or intends to become involved, except as disclosed in this Prospectus.

OPTIONS TO PURCHASE SECURITIES

By Agreements dated March 31, 1987, the Issuer has granted Incentive Stock Options to certain of its employees and directors entitling them to purchase an aggregate of 184,500 shares in the capital stock of the Issuer at a price of \$0.50 per share. The options are allocated as follows:

Type of Option	Number of Optioned Shares	Purchase Price
Directors	92,250	\$0.50
Employees	92,250	\$0.50

The options will be exercisable for a period of two years commencing on the effective date of this prospectus. The directors' options are subject to shareholder approval before they may be exercised.

PRINCIPAL HOLDERS OF SECURITIES

A. The following are particulars of the holders of 10% or more of the shares of the Issuer as at the date of this prospectus:

<u>Name & Address</u>	<u>Designation of Class</u>	<u>Type of Ownership</u>	<u>No. of Shares Owned</u>	<u>Percentage of Class</u>
Tyrone Docherty 2724 West 5th Avenue Vancouver, B.C. V6K 1T4	Common	Direct	375,000 (escrowed) 25,000	27.68%
Hans Schwabl 380 Montroyal Blvd. North Vancouver, B.C. V7N 4E5	Common	Direct	375,000 (escrowed) 25,000	27.68%

B. The Directors and Senior Officers as a group own directly or indirectly 800,000 shares of the Issuer representing 55.36% of the issued shares. After issuance of all the shares offered by this Prospectus, the Directors and Senior Officers will hold 43.36% of the issued shares of the Issuer. Shares being offered by this Prospectus represent 21.68% of the shares to be issued on completion of maximum offering.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The Directors of the Issuer have received the shares and remuneration described under the headings "Remuneration of Directors and Senior Officers" and "Principal Holders of Securities".

Some of the Officers and Directors of the Issuer are in the mining business, either individually or through corporations in which they have a majority interest, hold an office, or serve on a Board of Directors. See heading "Directors and Officers".

Empire Gold Resources Ltd. holds an interest in certain claims contiguous to the Issuer's Greenwood property. Hans Schwabl, a director of the Issuer is a director of Empire Gold Resources Ltd. and Tyrone Docherty, also a director of the Issuer, is a former director of Empire Gold Resources Ltd. Jeff Ciachurski, a former director and promoter of the Issuer, is a director and shareholder of Empire Gold Resources Ltd. Refer to the heading "Material Contracts".

Officers and Directors of the Issuer may be presented, from time to time, with situations or opportunities which give rise to apparent conflicts of interest which cannot be resolved by arms-length negotiations but only through exercise by the Officers and Directors of such judgment as is consistent with their fiduciary duties to the Issuer which arise under British Columbia Corporate law, especially insofar as taking advantage, directly or indirectly, of information or opportunities acquired in their capacities as Directors and Officers of the Issuer. Any transactions with Officers or Directors will only be on terms consistent with industry standards, and sound business practice in accordance with the fiduciary duties of those persons to the Issuer, and, depending upon the magnitude of the transactions and the absence of any disinterested board members, may be submitted to the shareholders for their approval.

DIVIDEND RECORD

There have been no dividends paid by the Issuer.

PENDING LEGAL PROCEEDINGS

There are no legal proceedings to which the Issuer is a party.

AUDITORS, TRANSFER AGENT AND REGISTRARS

The Auditor of the Issuer is Davidson & Company, Chartered Accountants, of Suite 1270 - 609 Granville Street, Vancouver, British Columbia.

The Registrar and Transfer Agent of the Issuer is the Pacific Corporate Services Ltd. of Vancouver, British Columbia.

The Solicitor of the Issuer is Devlin Jensen Harvey, 2550 - 555 West Hastings Street, Vancouver, British Columbia V7X 1P2.

MATERIAL CONTRACTS

The Issuer entered into a management agreement with Empire Resources Group of Companies Ltd. on July 31, 1986, as amended effective May 31, 1987. Under the terms of this agreement Empire Resources Group of Companies Ltd. will attend to general administration and management of the Company. Empire Resources Group of Companies Ltd. was paid a salary of \$2,500 per month from July 31, 1986 to May 31, 1987 and will be paid \$2,000 a month thereafter. Tyrone Docherty and Hans Schwabl, both directors of the Issuer, are directors and shareholders of Empire Resources Group of Companies Ltd. Jeff Ciachurski, a former director and promoter of the Issuer, is a former director and shareholder of Empire Resources Group of Companies Ltd.

The Issuer has not entered into any other material contracts which are not disclosed elsewhere in this prospectus.

The contracts described in this Prospectus may be inspected during normal business hours at the registered office of the Issuer, at 2550 - 555 West Hastings Street, Vancouver, British Columbia.

OTHER MATERIAL FACTS

There are no other material facts relating to the securities offered by this Prospectus which are not disclosed under the foregoing captions.

STATUTORY RIGHTS OF RESCISSION AND WITHDRAWAL

The Securities Act provides a purchaser with a right to withdraw from an agreement to purchase securities within two business days after a receipt or deemed receipt of a prospectus and further provides a purchaser with remedies for rescission or damages where the prospectus and any amendment contains a material misrepresentation or is not delivered to the purchaser prior to delivery of the written confirmation of sale or prior to midnight on the second business day after entering into the agreement, but such remedies must be exercised by the purchaser within the time limit prescribed. For further information concerning these rights and the time limits within which they must be exercised the purchaser should refer to Section 66, 114, 118 and 124 of the Securities Act.

WILD ROSE RESOURCES LTD.

FINANCIAL STATEMENTS

APRIL 30, 1987

DAVIDSON & COMPANY

Chartered Accountants

A Partnership of
Professional Corporations
In association with
W. G. DAVIDSON
W. D. McCARTNEY

Telephone: (604) 687-0947

Suite 1270
Stock Exchange Tower
609 Granville Street
P.O. Box 10372, Pacific Centre
VANCOUVER, B.C.
CANADA V7Y 1G6

AUDITORS' REPORT

To the Directors,
Wild Rose Resources Ltd.

We have examined the balance sheet of Wild Rose Resources Ltd. as at April 30, 1987 and the statements of loss and deficit, deferred exploration costs and changes in financial position from the date of incorporation on June 24, 1986 to April 30, 1987. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests and other procedures as we considered necessary in the circumstances.

In our opinion, these financial statements present fairly the financial position of the company as at April 30, 1987 and the results of its operations and the changes in its financial position for the period from June 24, 1986 to April 30, 1987 in accordance with generally accepted accounting principles.

Davidson + Company

Chartered Accountants

Vancouver, B. C.

May 20, 1987

WILD ROSE RESOURCES LTD.

BALANCE SHEET

AS AT APRIL 30, 1987

ASSETS

CURRENT

Cash	\$ 3,901
MINERAL PROPERTIES - Note 3	12,000
DEFERRED EXPLORATION COSTS	<u>120,950</u>
	<u>\$ 136,851</u>

LIABILITIES

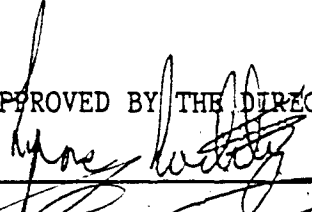
CURRENT

Accounts payable and accrued liabilities	\$ 2,250
--	----------

SHAREHOLDERS' EQUITY

SHARE CAPITAL - Note 4	181,250
DEFICIT	<u>(46,649)</u>
	<u>\$ 136,851</u>

APPROVED BY THE DIRECTORS:



Director



Director

WILD ROSE RESOURCES LTD.

STATEMENT OF LOSS AND DEFICIT

FROM INCORPORATION ON JUNE 24, 1986 TO APRIL 30, 1987

GENERAL AND ADMINISTRATIVE EXPENSES

Management fees	\$ 25,000
Office and administration	1,379
Professional fees	10,850
Regulatory fees	4,350
Rent	600
Travel and promotion	<u>5,037</u>
	47,216

INTEREST INCOME

567

NET LOSS AND DEFICIT FOR THE PERIOD

\$ 46,649

WILD ROSE RESOURCES LTD.

STATEMENT OF DEFERRED EXPLORATION COSTS

FROM INCORPORATION ON JUNE 24, 1986 TO APRIL 30, 1987

EXPLORATION PROGRAM

Drilling	\$ 51,300
Equipment	5,759
Road construction and trenching	17,370
Property examinations and reports	34,941
Truck, travel and transportation	11,080
Miscellaneous	<u>500</u>

DEFERRED EXPLORATION COSTS, END OF THE PERIOD \$ 120,950

WILD ROSE RESOURCES LTD.

STATEMENT OF CHANGES IN FINANCIAL POSITION

FROM INCORPORATION ON JUNE 24, 1986 TO APRIL 30, 1987

OPERATING ACTIVITIES

Net loss for the period	\$ (46,649)
Cash provided by changes in non-cash working capital items, net	<u>2,250</u>
Cash to operations	<u>(44,399)</u>

FINANCING ACTIVITIES

Shares issued	<u>181,250</u>
---------------	----------------

INVESTING ACTIVITIES

Mineral claims acquired	(12,000)
Deferred exploration costs	<u>(120,950)</u>
	<u>(132,950)</u>

CASH, END OF PERIOD	<u><u>\$ 3,901</u></u>
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WILD ROSE RESOURCES LTD.

NOTES TO THE FINANCIAL STATEMENTS

APRIL 30, 1987

1. NATURE OF OPERATIONS

The company is considered to be primarily in the exploration stage. Based on the information available to date, the company has not yet determined whether its mineral properties contain economically recoverable ore reserves.

The recoverability of the amounts shown for mineral properties and related deferred exploration costs is dependent upon the confirmation of economically recoverable reserves, the ability of the company to obtain necessary financing to successfully complete their development and upon future profitable production.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Mineral Properties and Deferred Exploration Costs

The company capitalizes the costs of acquisition of mineral properties as well as all costs of exploration on the properties. These costs will be amortized over the estimated productive lives of the properties upon commencement of production using the unit-of-production method.

b) Values

The amounts shown for mineral properties and deferred exploration costs represents cost to date and are not intended to reflect present or future values.

c) Earnings per Share

Earnings per share have not been calculated as they are not considered meaningful at this stage of the company's operations.

3. MINERAL PROPERTIES

By an option agreement dated July 15, 1986 the company acquired, in consideration for \$ 12,000, an option to acquire a 100% interest in six mineral claims located in the Greenwood Mining Division of British Columbia.

To maintain the option the company is obligated to make the following payments:

- a) \$ 6,000 on July 15, 1987
- b) \$ 6,000 on January 15, 1988
- c) \$ 6,000 on July 15, 1988
- d) \$ 200,000 on July 15, 1991

The claims are subject to a 5% net smelter return royalty. Royalty payments made to July 15, 1991 will be counted as payments towards the July 15, 1991 option payment.

The company is also required to expend a total of \$ 50,000 on exploration work through December 31, 1987 with further prescribed minimum annual expenditures of \$ 100,000 per year through December 31, 1991.

4. SHARE CAPITAL

Authorized

100,000,000 common shares, without par value

	<u>#</u>	<u>\$</u>
Issued during the period for cash	<u>1,445,001</u>	<u>181,250</u>

Included in issued share capital are 750,000 shares, issued at \$.01 per share, currently held in escrow.

5. INCORPORATION

The company was incorporated under the Company Act of British Columbia on June 24, 1986.

6. RELATED PARTY TRANSACTIONS

During the period the company paid management fees totalling \$ 25,000 to directors or to a company controlled by directors pursuant to an agreement to pay \$ 2,500 per month.

7. PUBLIC SHARE OFFERING

The company is in the process of filing a statement for the offering of shares.

Under the proposed offering a minimum of 250,000 common shares and a maximum of 400,000 common shares will be issued for proceeds, net of commissions, in the amounts of \$ 112,500 and \$ 180,000 respectively.

8. STOCK OPTIONS

As at April 30, 1987 the following stock options have been granted:

- a) To directors enabling them to purchase 72,250 common shares at \$.50 per share.
- b) To an employee, enabling him to purchase 72,250 common shares at \$.50 per share.

The options will be exercisable for a period of two years commencing on the effective date of the company's prospectus.

9. FLOW-THROUGH SHARE FINANCING

Pursuant to an agency agreement the company issued 560,000 common shares at \$.25 per share, the proceeds from which were used to incur expenditures on its mineral properties which are eligible as renounceable Canadian Exploration Expenses and qualify for the Mining Exploration Depletion Allowance pursuant to the Canadian Income Tax Act. Total expenditures renounced to December 31, 1986 amounted to \$ 140,000 and included an allocation of overhead in the amount of \$ 20,130.

The 1986 Wild Rose Exploration Program

by J. Paxton P. Eng.

December, 1986

Claims

Wild Rose Fr.	L 1387
Gold Bed	L 1388
Golconda Fr.	L 2149
Cleveland	L 2150
Ace and Bell Mineral claims	

Greenwood Mining Division

NTS 82E/2

Lat. 49° 04' 30"N; Long. 118° 43' 30"W

Owner: K. Schindler, E. Schindler

Operator: Wild Rose Resources Ltd.

Consultant: Petralith Services Ltd.

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1. SUMMARY

The Wild Rose property consists of four reverted crown grant claims and two modified grid units located 4.5 kilometres southwest of Greenwood, B.C. and about 2.5 kilometres northwest of the Robert Mines Ltd. concentrator.

The property contains a shaft and three adits driven to explore a pyrite-pyrrhotite-quartz vein that has been traced for about 100 metres on surface.

During 1986 an exploration program was undertaken which consisted laying out a grid 0.95 by 1.00 kilometres with stations every 25 metres. Magnetometer and VLF-EM surveys were run on the grid and 664 soil samples were taken and tested for gold, silver and arsenic. Only the gold in soil geochemical survey gave positive results over the known mineralization. Based on the gold geochemical results twelve NQ diamond drill holes were drilled. Four holes intersected a pyrite-pyrrhotite-arsenopyrite-quartz vein which appears to be similar to known vein on surface. The best intersection assayed 0.33 oz Au/ton over 1.6 metres true width. Total cost for the program was \$107,433 as of November 15, 1986. More work is proposed for 1987 with the objective of delineating the vein on the level of the old No. 1 adit in order

to try and develop an orebody via enlarging the old adit and drifting from it.

A first phase of road building, site preparation and drilling is recommended at an estimated cost of \$73,500.

A second phase of additional drilling is recommended to delineate the vein on a level 30 metres below the adit level. This would have an estimated cost of \$66,000. Total cost for the program would be \$139,500.

2. INTRODUCTION

In July, 1986 the author made a two day examination of the Wild Rose Property on behalf of Wild Rose Resources Limited. A program of work was recommended consisting of trenching, magnetometer, VLF-EM, geological mapping and geochemical soil surveys in the first phase, to be followed with up to 2000 feet of diamond drilling in the second phase.

In August, following approval of the recommendations, work was started on the property by Petralith Services Ltd., the author's service company. Personnel included the author, J. R. Lucke and A.M. Paxton. Transit surveying on the property was done by A.F. Hoefsloot, B.C.L.S. of Grand Forks, B.C., Diamond drilling was done by Bergeron Drilling Ltd. of Greenwood, B.C., and assaying was done by CDN Resource Laboratories Ltd. of Delta, B.C.

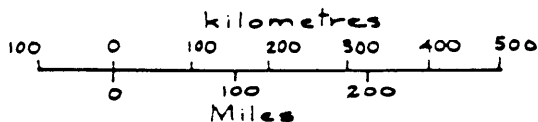
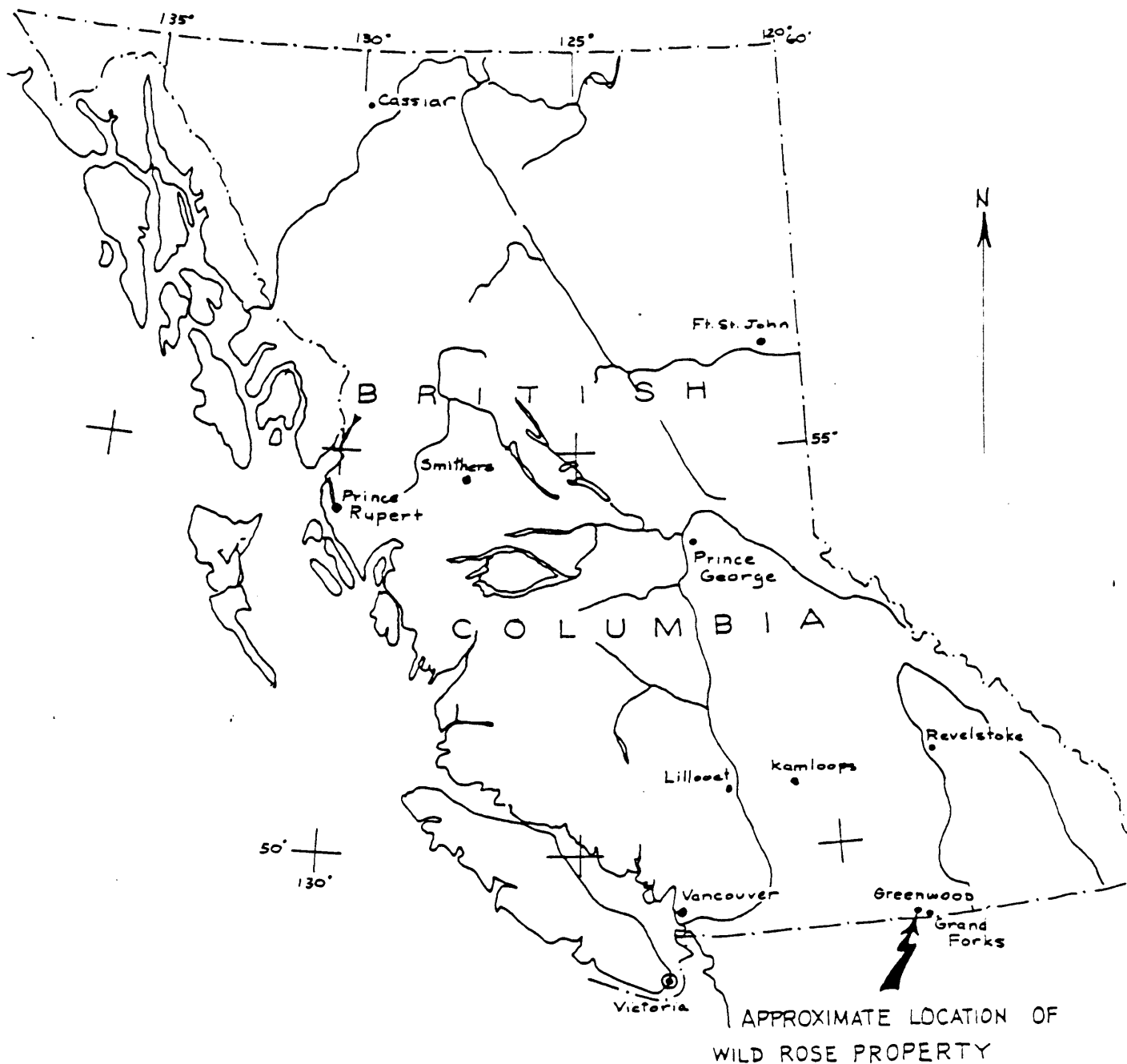
The final surveying work was completed by the end of November.

3. LOCATION AND ACCESS

The claims all lie within the Greenwood Mining Division about 4.5 km southwest of Greenwood and are covered by NTS map area 82 E/2. Approximate latitude and longitude are $49^{\circ} 04' 30''$ N, $118^{\circ} 43' 30''$ W. The property lies on a moderate to steep, wooded,

east dipping slope. The main showings are at an elevation of 1280 m (4200 feet).

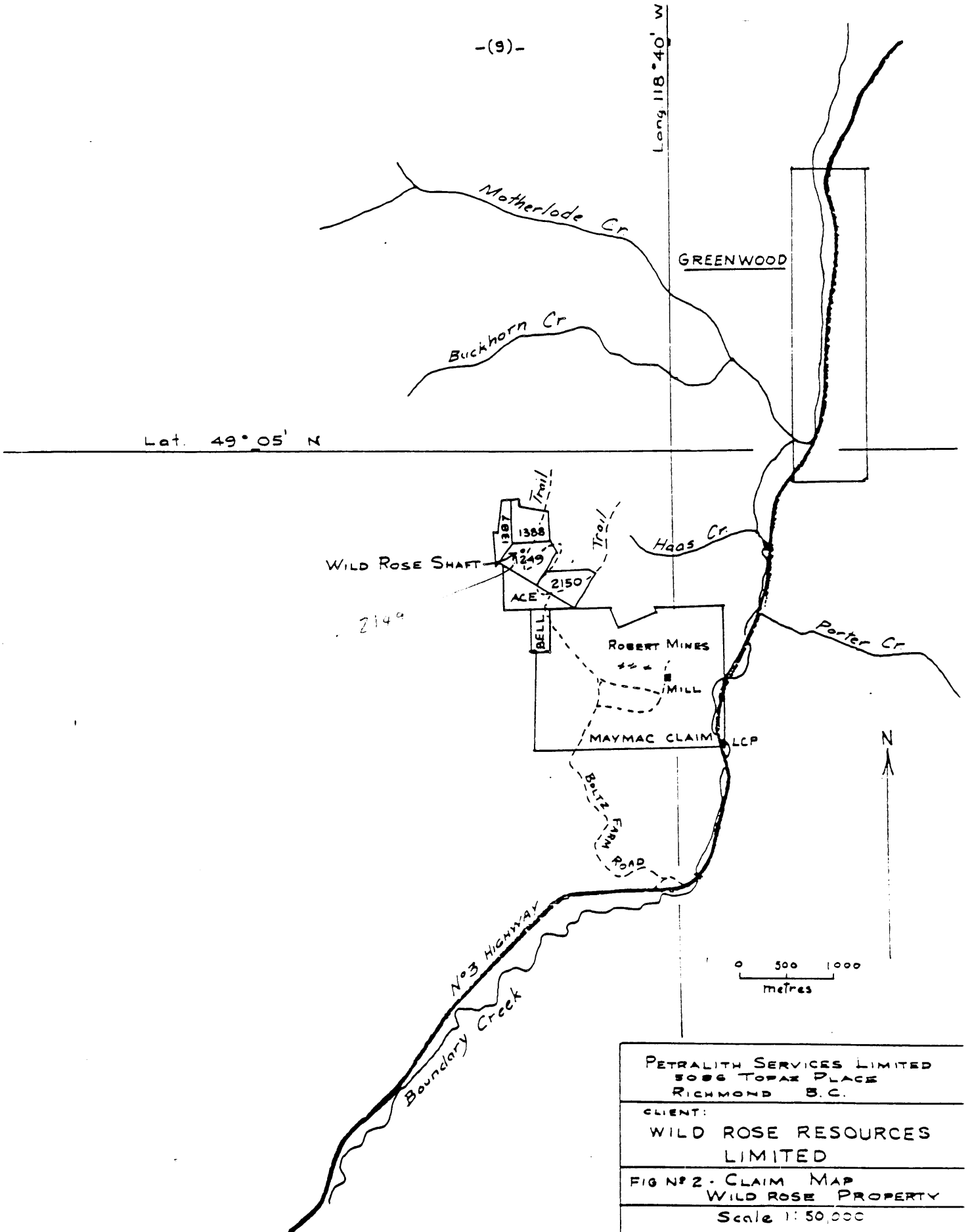
Access is by a gravel road known as the Boltz Farm Road which turns off B.C. Provincial Highway No. 3 just south of the bridge over Boundary Creek 5 km South of Greenwood. From the highway this road winds north past the old Boltz farm, to the Robert Mines Ltd. property where it joins a logging road that passes within a few metres of the old shaft.



PETRALITH SERVICES LIMITED 5086 TOPAZ PLACE RICHMOND B.C.
CLIENT: WILDROSE RESOURCES LIMITED
FIG NO 1 - LOCATION MAP
Scale 1:10,000 J. Paxton P.Eng Dec. 20 1986

Long. 118° 40' W

Lat. 49° 05' N



PETRALITH SERVICES LIMITED 5086 TOPAZ PLACE RICHMOND B.C.
CLIENT: WILD ROSE RESOURCES LIMITED
FIG #2 - CLAIM MAP WILD ROSE PROPERTY Scale 1:50,000
J. Paxton P.Eng. Dec. 20 1986

4. PROPERTY DESCRIPTION AND TITLE

The property consists of the following claims:

<u>Name</u>	<u>Lot No.</u>	<u>Record No.</u>	<u>Anniversary Date</u>	<u>Work Expiry Date</u>
Wild Rose Fr.	L1387	2447(10)	Oct. 29	1988
Gold Bed	L1388	2448(10)	Oct. 29	1988
Golconda Fr.	L2149	552(10)	Oct. 26	1988
Cleveland	L2150	553(10)	Oct. 26	1988
Ace		558(11)	Nov. 05	1988
Bell		557(11)	Nov. 05	1988

The above description of the property is based on information supplied to the writer by Wild Rose Resources Ltd. A complete legal description is beyond the scope of this report.

5. EXPLORATION HISTORY

According to a report written in 1963 on the property by W.G. Smitheringale and Associates Ltd., "The original Golconda claim was staked in 1895. In 1897 a shaft was down 50 feet (15m) and the mineralization had been traced in open cuts for 300 feet (91m). Old workings excavated prior to 1933 include a 60 foot (18m) shaft at elevation 4,200 feet, a short adit (at unspecified elevation) that cut the vein 50 feet (15m) from the portal, a 110 foot (34m) long adit driven 190 feet lower than the shaft collar, a 690 foot (210m) long adit 240 feet lower than the shaft collar and stripping and trenching. The shaft was reportedly "sunk in ore", and the adits and x-cuts were intersect the mineralized zone exposed by the shaft and trenches.

The mineralization intersected by the 50 foot adit was reported to be 4 ft to 5 ft. (1.2m to 1.5m) wide and was drifted on for 17 feet (5m). The 110 foot and 690 foot long adits were both stopped short of the vein. A narrow mineralized zone 410 feet (125m) from the portal of the 690 ft. long adit was followed northwestward for about 70 feet (21m).

Assays reported from these early workings were 0.78 oz. Au/ton and 0.5 oz Ag/ton in pyrrhotite-bearing material near the shaft, 0.24 oz. Au/ton and 0.80 oz. Ag/ton across 5 feet (1.5m), 28 feet (9m) southeast of the shaft and 0.65 oz Au/ton farther southeast of the shaft. These were all surface samples.

Further on in his report Dr. Smitheringale also says, "In October, 1977, the old shaft was cleaned out to a depth of 10m under the supervision of Mr. K. Schindler. A chip sample taken over 5 feet (1.5m), 7m down the shaft, assayed 0.258 oz. Au/ton. A grab sample from the old dump at the shaft assayed 0.384 oz. Au/ton and 0.55 oz Ag/ton."

In 1978 and 1979 three new trenches were started southeast of the shaft. Due to the greater than expected depth of the overburden none of them reached bedrock.

Since this time no exploration work has been done.

6. THE 1986 EXPLORATION PROGRAM

6.1 Grid Layout

A clear cut, line of sight baseline was put in parallel to the vein near the surface shaft. This was chained and corrected for slope on 25 metre intervals. From the baseline, cross-lines were run out and flagged every 25 metres, using a compass and hip-chain. A total of 0.95 kilometres of baseline and 36 kilometres of cross-line were done.

6.2 Geochemical Surveys

Soil sampling was done on the grid at the 25 metre stations on alternate lines except where the grid extended beyond the property boundary. Samples were taken where possible from the C soil horizon. They were collected in standard kraft paper sample bags using a narrow shovel. In the assay laboratory the samples were dried and seived through a -80 mesh screen. The -80 mesh fraction was then treated with fire assay preconcentration and finished with atomic absorption analysis.

A total of 664 samples were assayed for gold and silver. Alternate samples (332) were assayed for arsenic. The results were plotted on separate map sheets and contoured. Anomalous areas were selected by inspection. Correlation between contour areas on each of the maps was fair for values close to the threshold, but for values in the top ten or twenty percent, correlation between the three elements was poor.

6.3 Geophysical Surveys

Both magnetometer and VLF-EM surveys were done over the grid.

The VLF-EM instrument used was a Scintrex SE-80 Scopas tuned to the U.S. Navy VLF station near Seattle, Washington. The Seattle station was poorly oriented with respect to the trend of known mineralization near the shaft. It had to be used however, since its signal strength was so great it drowned out the signal from Cutler, Maine which was at a much better orientation. The survey resulted in two broad, low amplitude anomalies trending east-west, at about 60° to the trend of the known mineralization. This anomaly trend may be due to a wet fault zone, an unknown mineral zone or just be due to distortion because of the poor orientation of the transmitter. Drilling in the area has revealed several zones of artesian water flow, but no sulphide mineralization parallel to the anomaly trend.

The magnetometer survey was done using a scintrex MP-2 Proton Precession Magnetometer. Diurnal variation was corrected over short time intervals by taking readings on pairs of lines in closed loops. Then the base line was run as a closed loop. Each line loop was corrected for variation over time. The base-line loop was corrected for variation over time. Then the base line corrections were applied as a second correction to the line loop. Thus the whole survey was corrected relative to one primary base-line station.

No strong magnetic anomalies were discovered. The contoured results reflect the geology of north-south trending sediments interrupted in the north central area by small diorite and gabbro intrusions with associated basic volcanic flows.

6.4 Trenching

To the northwest and southeast of the shaft there are a series of old trenches which have been designated by the letters A to L and which follow a vein of massive pyrite and pyrrhotite which is up to one metre thick. Using a large backhoe machine an attempt was made to uncover the mineralization from trench F to L so that it could be systematically sampled. This proved to be more difficult than at first anticipated. The sulphide mineralization was leached and oxidized at least 5 metres below the bedrock surface. Also, the bedrock surface was extremely irregular and could not be cleaned properly with the backhoe. Sampling could not be done so the work was abandoned for the time being.

6.5 Geological Mapping

The geological mapping was done in conjunction with the VLF-EM survey by noting the rock type at each survey station. Four groups of rocks are represented in the area:

1. Chert, chert sandstone and chert conglomerate
2. Black shale
3. Diorite, gabbro, andesite and greenstone.

Two other rock types not seen on surface, but recognized in drill core are Brown Argillite or Chert, and Trachyte Dyke.

According to the mapping done by H.W. Little, (GSC Paper 79-29) the rocks of group two and three belong to the Knobhill Group of carboniferous age. The Chert Conglomerates of group one belongs to the Lower Triassic and is equivalent to the sharpstone conglomerate seen near the Phoenix Mine.

The drilling done during the program north and east of the shaft encountered quartz sulfide vein mineralization hosted by an aphanitic brown cherty argillite. This may be a clay altered phase of the black shale seen on surface. The drilling also encountered a Trachyte Dyke which had a parallel strike but opposing dip to the vein and Brown Argillite structures and cuts through them. This relationship is shown in Figure No. 3.

6.6 Diamond Drilling

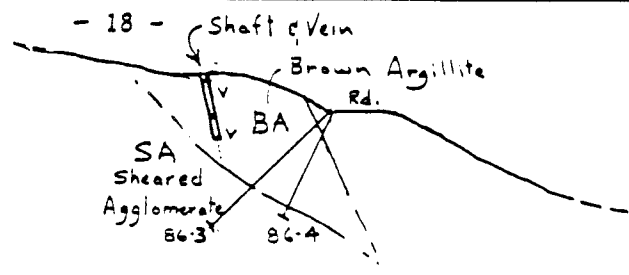
The diamond drilling consisted of twelve holes totalling 1710 feet (521.2 metres). The drilling was done by Bergeron

Drilling Limited of Greenwood, B.C. between October 15 and October 27, 1986. The drill used was a Longyear 38 with hydraulic head and hydraulic chuck, mounted on a war surplus tank undercarriage. This equipment allowed the drilling of relatively short holes with a minimum of moving and setup time. Core size was NQ. The first four holes were drilled to intersect the down dip extension of the massive sulphide and quartz vein seen in the shaft. These holes collared in a thick band of aphanitic cherty brown argillite containing numerous grains, blebs and fracture fillings of pyrite and pyrrhotite. The brown color was interpreted as being due to the alteration of the pre-existing rock by sulphide bearing solutions. No vein material was intersected.

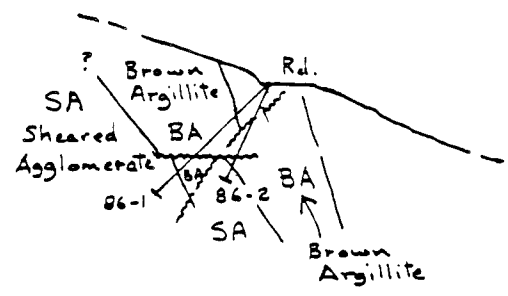
The holes passed through this zone and bottomed in unaltered argillite and chert conglomerate of presumably Triassic age.

The soil geochemical results showed a strong gold in soil anomaly extending northward. The fifth drill hole was planned to test this area. The hole collared in the same brown argillite seen in the previous holes. In the interval 32 to 38 feet it passed through a well defined quartz-massive sulphide vein which had an average assay of 0.333 oz/Ton Au and 0.47 oz/Ton Ag. Hole six was drilled below this and intersected the vein again and showed it to be dipping to the northeast at 55°. Hole seven was drilled on the same section and entered a late trachyte dyke before it reached the projected extension of the vein. The drill

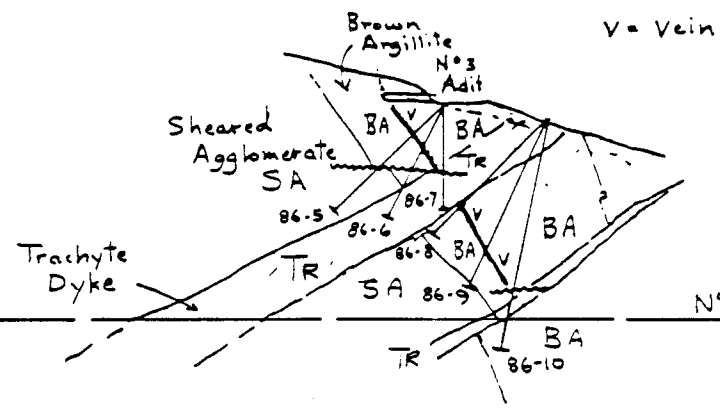
was then moved to the north east on the same section. Holes 8 and 9 picked up the vein again below the trachyte dyke. Hole 10 on the same section missed the vein probably due to faulting. The drill was then moved 100 feet to the northwest. Hole eleven missed the vein but intersected the trachyte dyke. Hole twelve intersected the vein below the trachyte dyke. The vein here had more sulphides and less quartz. As well as the previously encountered pyrite, pyrrholite and chalcopyrite large masses of coarse arsenopyrite were seen.



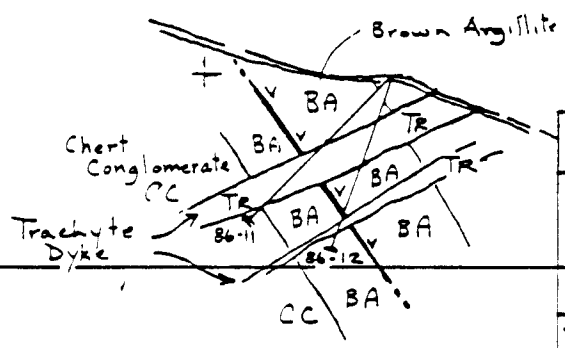
No 1 Adit End N°1 Adit elev.



N°1 Adit elev.















N°1 Adit elev.

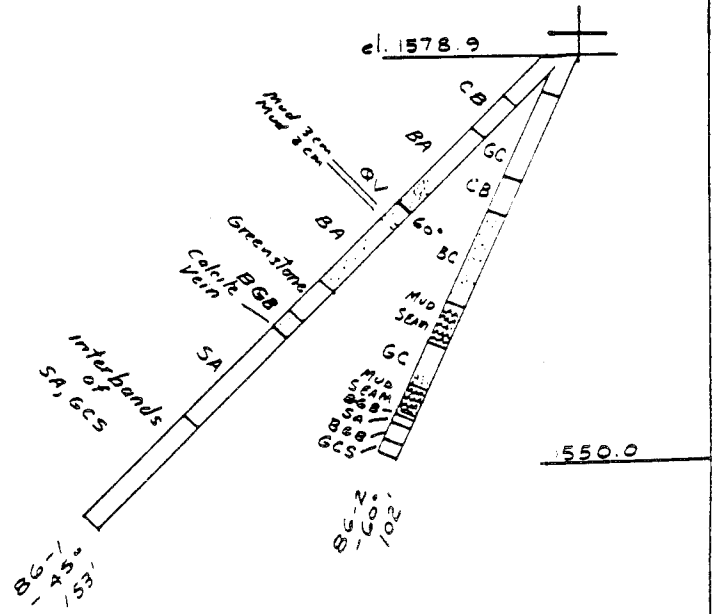


N°1 Adit elev.

WILD ROSE	
INTERPRETATION OF DRILLING RESULTS	
J. Paston 10/12/86	Fig. N° 3

LEGEND

-  Trachyte Dyke
-  Quartz-Sulphide Vein
-  Disseminated Pyrite
-  Brown Argillite
-  Brown Chert
-  Grey Chert
-  Grey Chert Breccia
-  Grey Chert Sandstone
-  Black and Green Breccia
-  Green Chert
-  Sheared Agglomerate
-  Chert Conglomerate

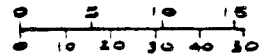


el. No 1 Adit

1500.0

SCALE 1:500

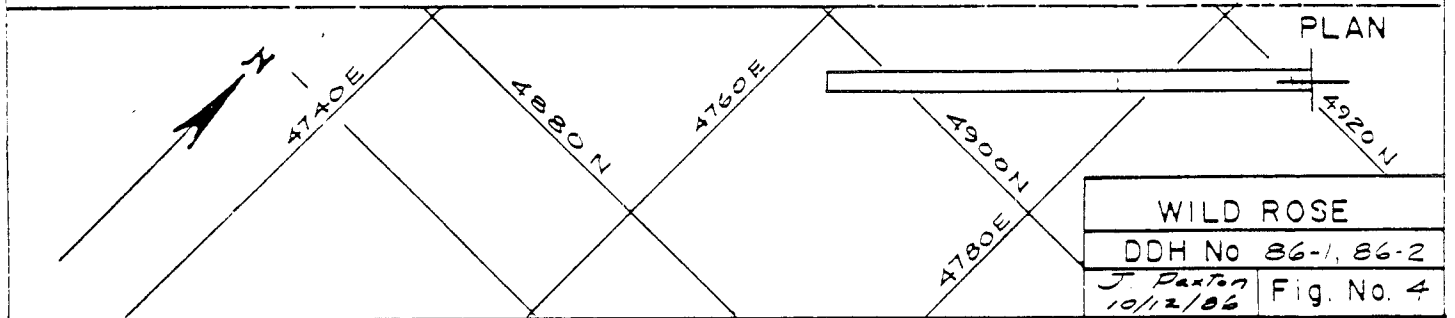
METRES



FEET

SECTION PLAN

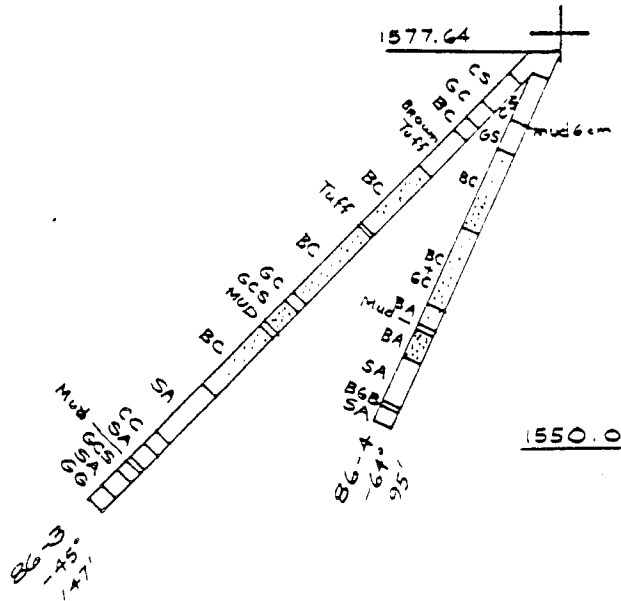
PLAN



LEGEND

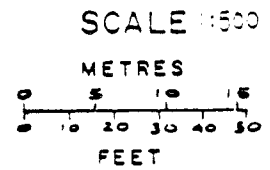
- TR Trachyte Dyke
- [diagonal lines] Quartz-Sulphide Vein
- [stippled] Disseminated Pyrite
- BA Brown Argillite
- BC Brown Chert

- GC Grey Chert
- GCX Grey Chert Breccia
- GCS Grey Chert Sandstone
- BGB Black and Green Breccia
- GC Green Chert
- SA Sheared Agglomerate
- CC Chert Conglomerate

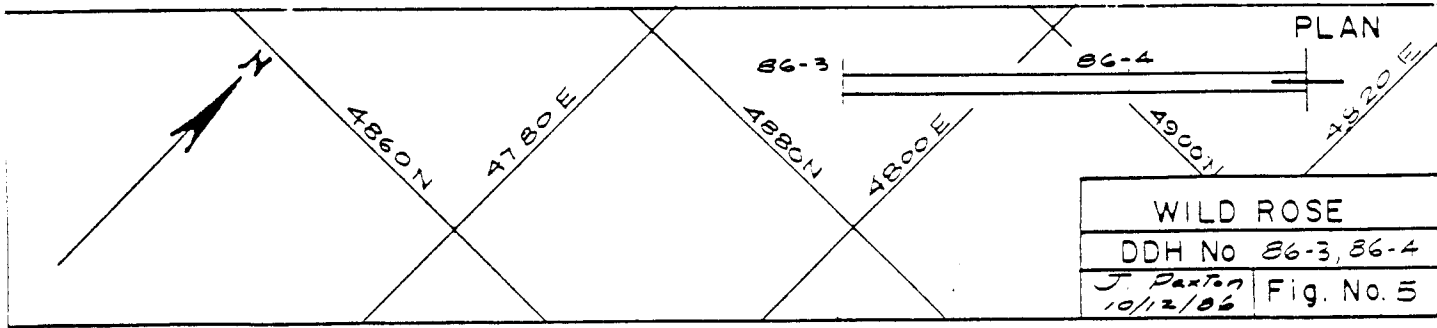


el. N^o 1 Adit

1500.0



SECTION PLAN

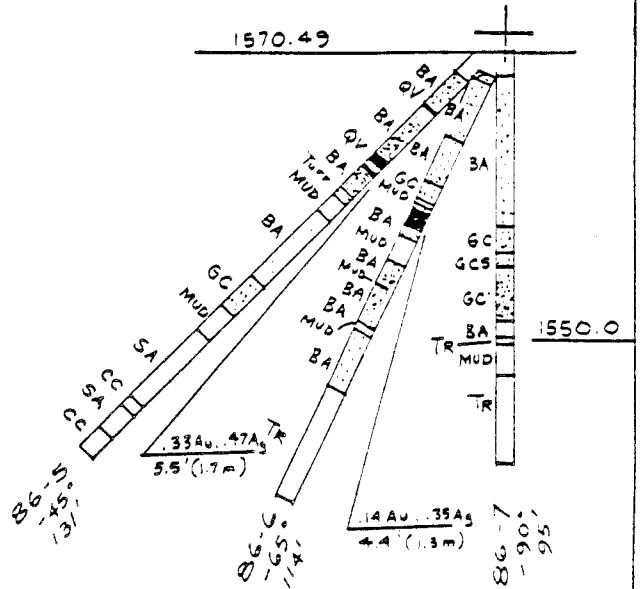


WILD ROSE	
DDH No 86-3, 86-4	
J. Paxton	Fig. No. 5
10/12/06	

LEGEND

- TR Trachyte Dyke
- Quartz-Sulphide Vein
- Disseminated Pyrite
- BA Brown Argillite
- BC Brown Chert

- GC Grey Chert
- GCX Grey Chert Breccia
- GCS Grey Chert Sandstone
- BSB Black and Green Breccia
- GC Green Chert
- SA Sheared Agglomerate
- CC Chert Conglomerate

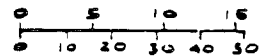


el. No 1 Adit

1500 0

SCALE 1:500

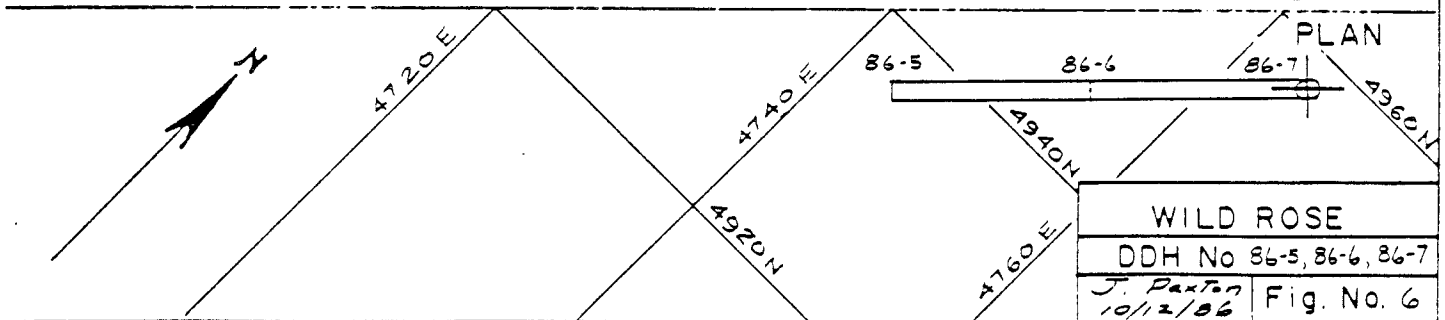
METRES



FEET

SECTION

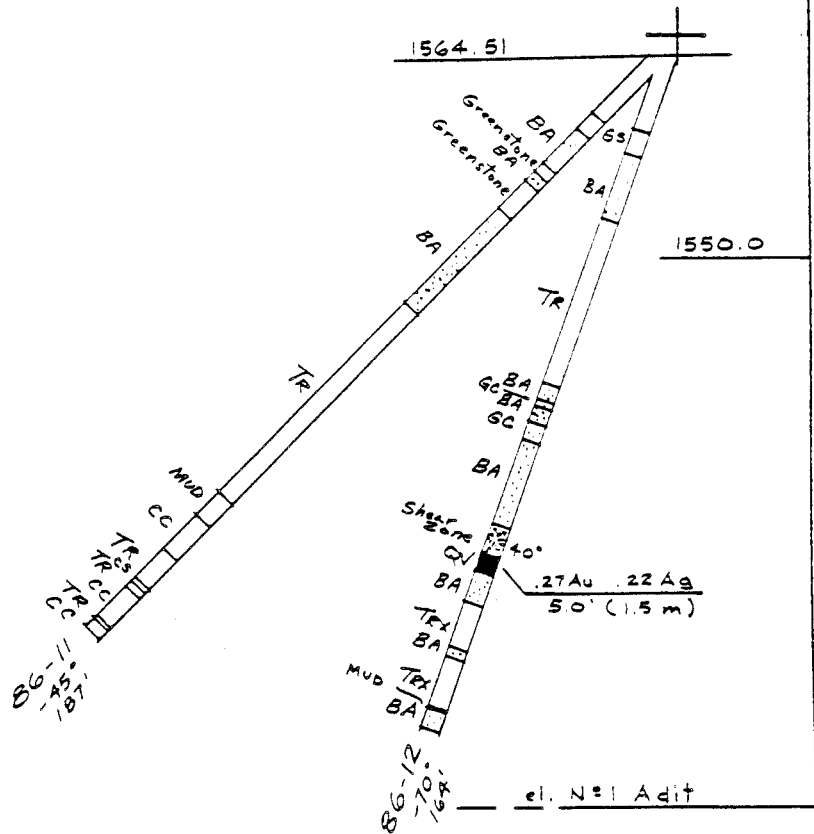
PLAN



LEGEND

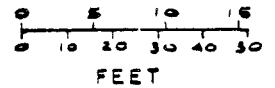
- TR Trachyte Dyke
- Quartz-Sulphide Vein
- Disseminated Pyrite
- BA Brown Argillite
- BC Brown Chert

- GC Grey Chert
- GCX Grey Chert Breccia
- GCS Grey Chert Sandstone
- BGB Black and Green Breccia
- GC Green Chert
- SA Sheared Agglomerate
- CC Chert Conglomerate



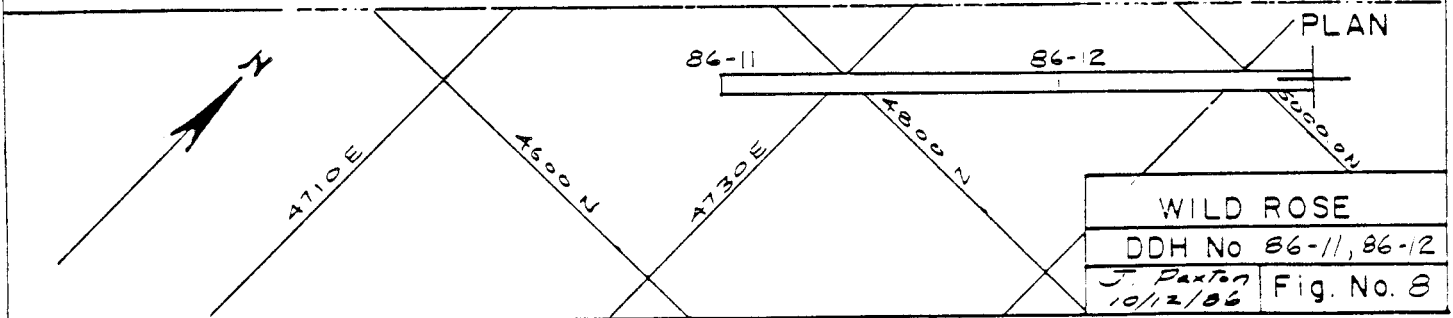
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METRES



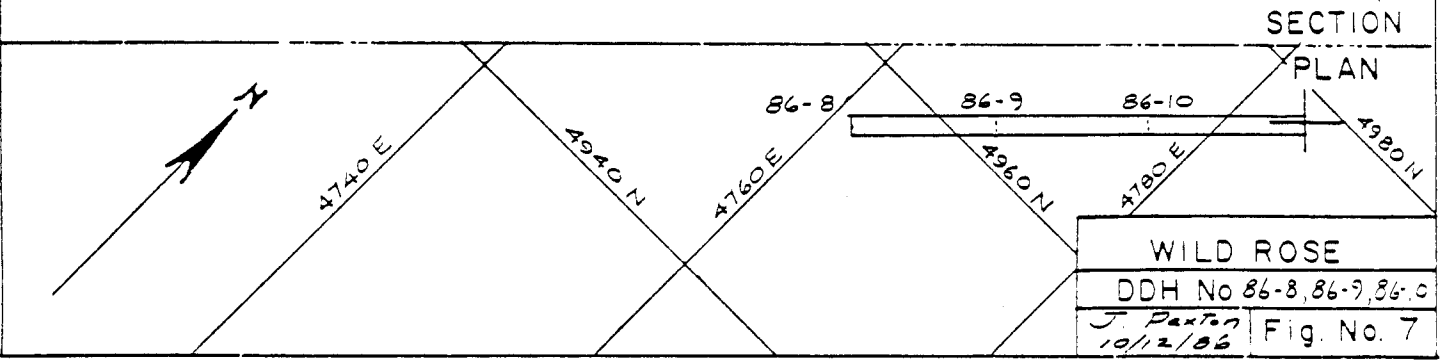
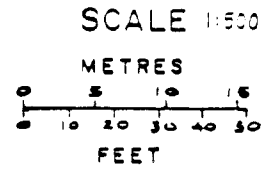
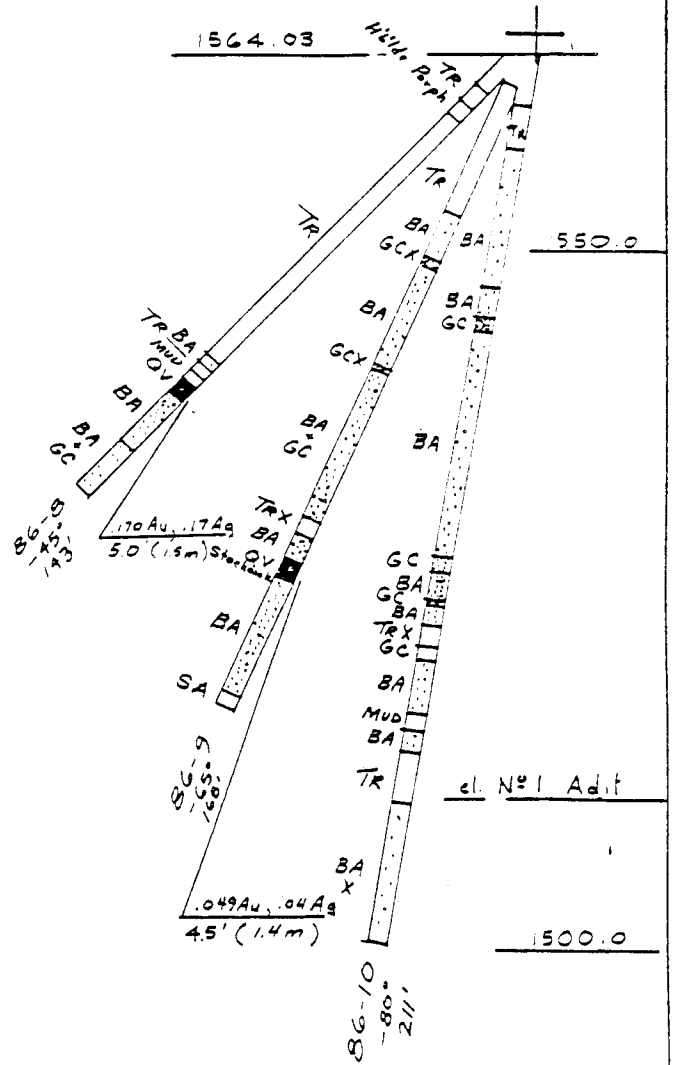
SECTION

PLAN



LEGEND

- Tr Trachyte Dyke
- QSV Quartz-Sulphide Vein
- DP Disseminated Pyrite
- BA Brown Argillite
- BC Brown Chert
- GC Grey Chert
- GCX Grey Chert Breccia
- GCS Grey Chert Sandstone
- BGB Black and Green Breccia
- GC Green Chert
- SA Sheared Agglomerate
- CC Chert Conglomerate



7. ITEMIZED COST STATEMENT

The items are numbered in accordance with the exploration program proposed in the authors report of July 21st, 1986; "Geological Report On The Wild Rose Property, Greenwood Mining Division, British Columbia;" prepared for Wild Rose Resources Ltd. of Vancouver, B.C..

Phase I

Item 1. - A detour was constructed around a particularly bad section of the road from the Robert Mine to the property. This entailed pushing in about 150 cubic yards of fill and grading it with a cat.

See Appendix IV \$2500.00

Item 2 - A backhoe was brought in and the soil and loose rock to a depth of about six feet and for a distance of about 150 feet were stripped off the known vein close to the shaft. Approximately 400 cubic yards of material was remove

See Appendix IV \$5,600.00

Item 3 - Trenching the major geochemical gold anomalies with a backhoe had been proposed. Several days were spent visually checking anomalies C, D, and I. Anomaly I was on a steep sidehill. Anomalies C and D did not present well defined targets. It was decided to postpone backhoe trenching until detail soil sampling could be done.

Item 4 - The debris and deadfalls were cleared away from the No. 1 and No. 2 adits so that they could be conveniently entered and surveyed.

See Appendix IV \$5,000.00

Item 5 - The proposed trench drilling and blasting on the known vein near the shaft was postponed due to the uneven surface and deep oxidation of the bedrock in the trench.

Item 6 - A transit survey was made which established 21 surface stations and 12 drill hole collars, determined true north by solar observation and determined the relative elevations. Then a transit survey was made of the underground portions of adits No. 1, No. 2 and offsets measured every ten feet to establish size and shape. This work was done by A.F. Hoefsloot, B.C.L.S. of Grand Forks and the author.

Surface Survey	\$1310.00	
U.G. Survey	796.00	
Drafting and Expediting	<u>394.00</u>	
	2500.00	\$2,500.00

Item 7, Item 8, - Trench sampling mapping and assaying which had been proposed were postponed.

Item 9 - Cut and chain baseline 0.95 km baseline required

6 man days @\$150/day	=	\$900	
Food and meals	=	108	
Motorbike rental	=	75	
Chain saw rental	=	<u>50</u>	
		1133	\$1,133.00

Item 10 - Survey and Flag Cross-lines 36 km of cross-line stations every 25 metres.

9.5 man days @\$150/day	=	\$1425	
motorbike rental	=	238	
meals 9.5x\$20/day	=	190	
Supplies - thread, flagging, etc.	=	<u>181</u>	
		2034	\$2,034.00

Item 11 - Magnetometer Survey

11 man days @150/day	=	\$1650	
Food 12x\$20/day	=	240	
Instrument Rental	=	718	
Listing Data	=	<u>40</u>	
		2648	\$2,648.00

Item 12 - VLF-EM Survey

12 man days @\$150/day	=	\$1800	
Food 12x\$20/day	=	240	
Instrument Rental	=	<u>686</u>	
		2726	\$2,726.00

Item 13 - Geological Mapping

Done in conjunction with VLF-EM survey. Extra charge for expert knowledge and training

12 man days @166.67/day	=		\$2,000.00
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Item 14 - Soil Survey

7.5 man days @\$150/day	=	\$1125	
Food 7.5x\$20/day	=	150	
Motorbike rental	=	<u>175</u>	
		1450	\$1,450.00

Item 15 - Assaying Charges

CDN Labs, Delta, B.C.
Preparation and analysis for 664 Au, 664 Ag, 332 As

			\$ 6,272.00
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Item 16 - Data Reduction, Drafting, Report Preparation

Reduction of magnetometer and VLF-EM data by B. Eldvayen B.Sc. Geophysics

32 hours @\$12.00/hr	=	\$ 420	
Map Drafting	=	2425	
Typing	=	300	
Reproduction and Copying	=	300	
Organizing Data and writing Report	=	<u>2555</u>	
		6000	\$ 6,000.00

Item 17 - Meals for Wild Rose Resources Ltd. personnel plus accommodation in the Robert Mine Camp for both Wild Rose Resources Ltd., and for Petralith Services Ltd. personnel. See Appendix IV \$ 4,000.00

Item 18 - Travel and Expediting by Wild Rose Resources Ltd. Personnel. See Appendix IV \$ 4,000.00

Item 19 - Vehicle Rental and Fuel
The 4x4 truck was rented from Robert Mines Ltd. and used by both Wild Rose Resources Ltd., and Petralith Services Ltd., personnel. See Appendix IV \$ 2,000.00
Total cost for Phase I \$ 49,863.00

Phase II

1. 1710 feet of NQ drilling by Bergeron Drilling Ltd. of Greenwood, B.C. \$ 51,300.00
This included drill supervision core logging, sampling and assaying provided by Petralith Services Ltd. as follows:

Assaying - CDN Labs	\$1520.50
Core Splitter Rental	209.05
Meals	218.44
Transportation	233.00
J. Paxton Services	3307.50
	<u>\$5488.49</u>

2. Contingencies as per statement in Appendix IV \$ 6,270.00
Total Phase II \$ 57,570.00

Total for program Phase I plus Phase II \$107,433.00

8. INTERPRETATION AND CONCLUSIONS

At the beginning of the program it was assumed that the massive pyrrhotite mineralization found in the shaft could be easily traced by magnetic survey since it is usually a magnetic mineral and by VLF-EM survey since it is a good conductor. Both these assumptions were subsequently proved erroneous.

The geochemical surveys were better but it appears that the anomalies are often distorted by weathering and erosion. In particular anomaly A coincides well with the mineralization found around the shaft, however, anomalies C and D appear to be associated with disseminated low grade pyrite mineralization in greenstone. More detailed sampling needs to be done on all the soil geochemical anomalies.

As yet, none of the geochemical or geophysical surveys have discovered any new mineralized zones. The new vein that was discovered was found by the standard technique of drilling along the strike of a known mineral zone. From the drilling done so far we have five intersections of a vein which is either directly connected to the vein in the shaft or an on-strike repetition of it. The weighted average grade is as follows:

Hole No.	Intersection Width	True Width	Assay Au OZ/T	AXW Au	Assay Ag OZ/T	AXW Ag
86-5	5.5	5.4	.33	1.80	.47	2.54
86-6	4.4	4.2	.14	.59	.35	1.47
86-8	5.0	4.95	.17	.84	.17	.84
86-9	4.5	3.69	.049	.18	.04	.15
		18.24		3.41		5.00

$$\begin{array}{l} \text{Weighted Average} \\ \text{Grade} = \end{array} \quad \frac{3.41}{18.24} = 0.19 \text{ OZ/T Au} \quad \frac{5.00}{18.24} = 0.27 \text{ OZ/T Ag}$$

Assume 1 oz Au equivalent to 100 oz Ag.
Then gold equivalent grade = $0.19 + 0.027 = 0.22 \text{ oz/T Au}$
This is over a mean true width = $\frac{18.24}{4} = 4.56 \text{ feet}$

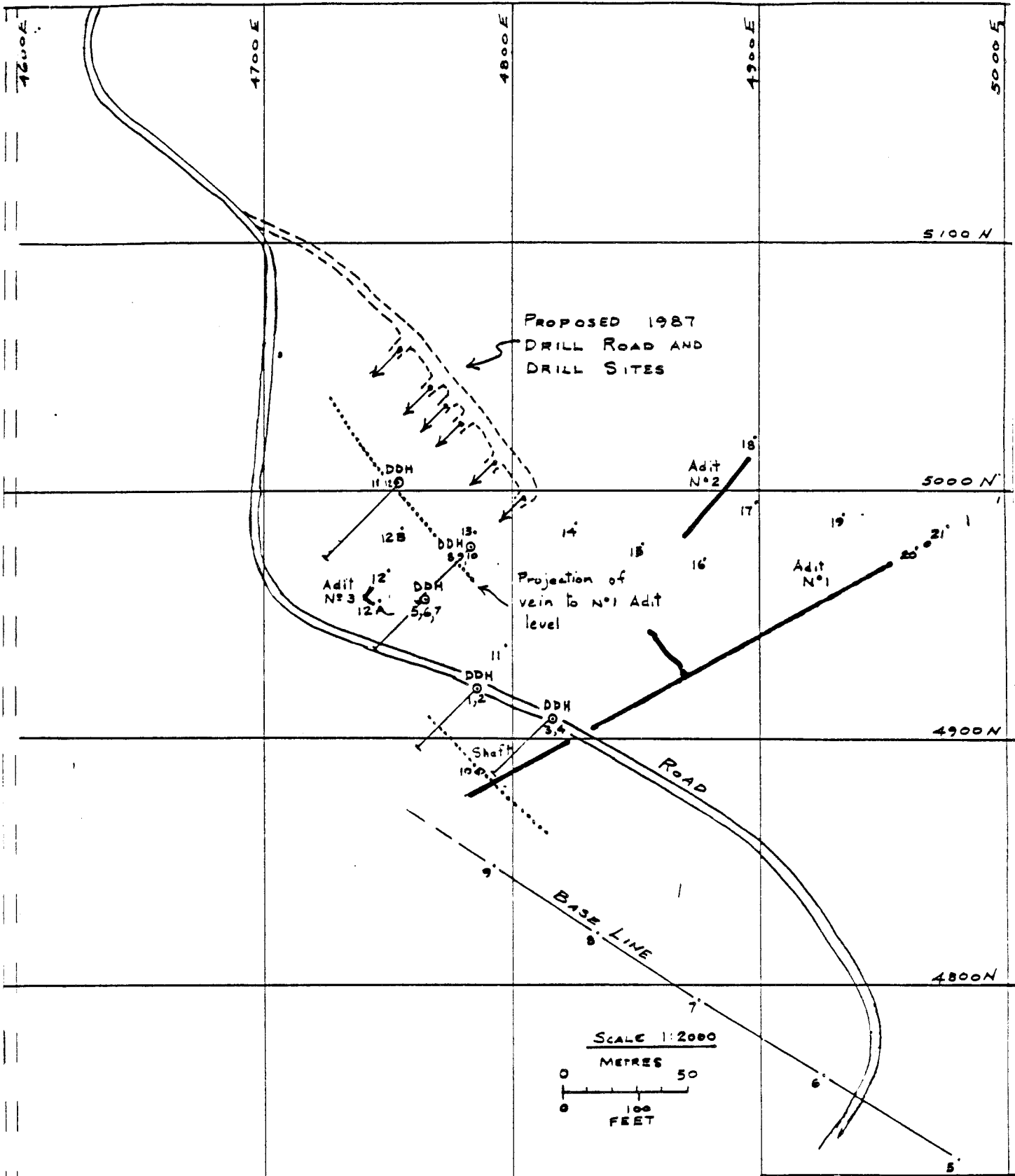
Considering the location of the property close to an existing mill, and also the underground development work that has already been done material grading 0.22 oz Au/Ton over 4.56 feet would be ore grade.

The present grade is low, however, in other mines in the general area such as the Golden Crown Mine and the No. 7 Mine mining vein structures, high grade zones or "ore shoots" were found which were very profitable. It is therefore recommended that more close spaced drilling be done to trace the vein on strike and hopefully to discover a high grade ore shoot which would pay for development.

9. - RECOMMENDATIONS FOR FUTURE WORK

It is recommended that the objective of future work should be to determine the size and grade of the vein discovered in the 1986 drilling with the hope that it would justify enlarging the present No. 1 adit and drifting out to it.

Therefore it is proposed that a series of holes be drilled to intersect the vein at the level of the No. 1 adit and to trace it along strike at this elevation as far as possible. If this program is successful then a series of additional holes should be drilled to trace the vein 150 feet (50 metres) below the adit level with the objective of developing a second level via a decline.



WILD ROSE
PLAN OF PROPOSED DRILLING
J. Paxton
 15/12/86

Fig N° 10

10. - PROPOSED 1987 PROGRAM AND COST ESTIMATES

PHASE I

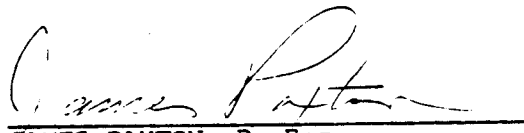
	Estimated Cost
1. 600 feet (183 metres) of access road and drill sites (See Fig.10) 75 hours of cat, backhoe, and loader time at 100 per hour	\$ 7,500
2. 2000 feet (915 metres) of NQ drilling to intersect vein at level of the No. 1 Adit 2000 feet x \$25/foot	\$50,000
3. Charges for supervision, sampling, core logging, assaying, core transport and storage 2000 x \$8/foot	<u>\$16,000</u>
Total Phase I	\$73,500

PHASE II

Phase II is contingent on positive and encouraging results from Phase I.

1. 2000 feet (915 metres) of NQ drilling to intersect vein at approximately 100 feet (30 metres) below the No. 1 Adit level 2000 x \$25/foot	\$50,000
2. Charges for supervision, sampling, core logging, assaying, core transport and storage 2000 x \$8/foot	<u>\$ 16,000</u>
Total for Phase II	<u>\$ 66,000</u>
Total for Phase I plus II	<u>\$139,500</u>

DATED:



JAMES PAXTON, P. Eng.
President Petralith Services Ltd.

11. REFERENCES

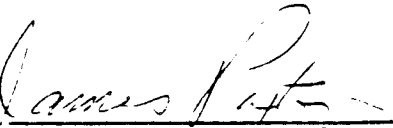
- Little, H.W. - 1979; Geology of the
Greenwood Map-Area British Columbia
GSC Paper 79-29
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Columbia; unpublished report prepared for Silver
Hoarde Resources Inc., Vancouver, B.C.
- Paxton, J. - 1980; The Mining Potential of the Phoenix Area, Grand
Forks, 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; unpub-
lished report prepared for Wild Rose Resources
Ltd., Vancouver, B.C.

12 - CERTIFICATION

I, James Paxton, 5086 Topaz Place, in the Municipality of Richmond, in the Province of British Columbia, do hereby certify that:

1. I am a graduate of the University of Saskatchewan (1953) holding a B.A. degree in Geology.
2. I have practiced as a Mining and Exploration Geologist in Canada for over twenty-five years and have been a Consulting Geologist on a regular basis for the past two years.
3. I am a registered member in good standing of the Association of Professional Engineers of British Columbia, a Fellow of the Geological Association of Canada and a Member of the Canadian Institute of Mining and Metallurgy.
4. I am President of Petralith Services Ltd., a private Geological Consulting Company registered in British Columbia.
5. This report is based on work done or directly supervised on the site between August 7th and December 1st, 1986 totalling 40 days.
6. I have no interest, either directly or indirectly, nor do I expect to receive any interest, in the property described herein or in the securities of Wild Rose Resources Ltd. or Robert Mines Ltd.
7. I hereby consent to this report, or any part of it taken in context and in the full meaning of the whole report, being quoted by Wild Rose Resources Ltd., in a prospectus or public statement.

DATED: July 21, 1986

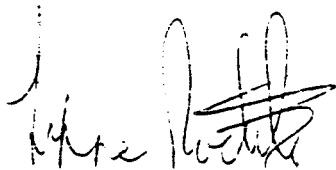


JAMES PAXTON, P. ENG.
President,
Petralith Services Ltd.

CERTIFICATE OF THE DIRECTORS AND PROMOTERS

Dated: June 1, 1987

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 and its regulations.



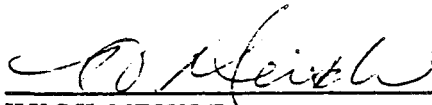
TYRONE DOCHERTY,
Chief Executive Officer

THE ISSUER



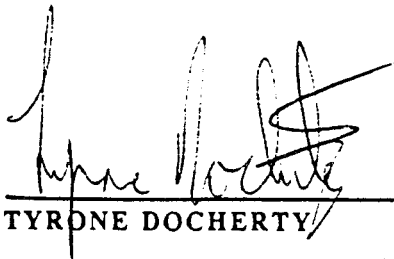
HANS SCHWABL,
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS



HUGH MEIKLE,
Director

THE PROMOTERS



TYRONE DOCHERTY

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 and its regulations.

Dated the 1 day of June , 1987.

C.M. OLIVER & COMPANY LIMITED

Per: 

Authorized Signatory

The greater than 5% shareholders of the Agent are Eagletree Estates Ltd. controlled by Robert A. Chilcott, Robert A. Chilcott, R.P.C. Holdings Ltd. controlled by R. Page Chilcott, Leon Lotter and Sperrin Enterprises Ltd. controlled by T.J.L. McKinney.