

NAME *05 Prospectus*

**MINISTRY OF ENERGY, MINES AND
PETROLEUM RESOURCES
VICTORIA, BRITISH COLUMBIA**

SUBJECT

82ESE164 JEWEL ~~LAKE~~

CREEK

SUB
FILE NO. *05*

001349

PROPERTY FILE

NO SECURITIES COMMISSION OR SIMILAR AUTHORITY IN CANADA HAS IN ANY WAY PASSED UPON THE MERITS OF THE SECURITIES OFFERED HERE- UNDER AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE

RECEIVED

AUG 16 1978

SUPERINTENDENT
OF BROKERS

ROANOKE EXPLORATIONS LTD.

Incorporated Under the Laws of
the Province of British Columbia

P R O S P E C T U S

Date: June 15, 1978

NEW ISSUE

250,000 COMMON SHARES

Price to Public	Commission	Proceeds to Issuer if all Shares are sold
Per Unit: 25¢	6.25¢	18.75¢
Total: \$62,500.00	\$15,625.00	\$46,875.00*

* Less cost of issue estimated at \$8,000.00

THERE IS NO MARKET FOR THE COMPANY'S SECURITIES.

A PURCHASE OF THE SHARES OFFERED BY THIS PROSPECTUS MUST BE CONSIDERED A SPECULATION SINCE THE COMPANY'S MINERAL CLAIMS ARE STILL ONLY IN THE EXPLORATION STAGE. REFERENCE SHOULD ALSO BE MADE TO THE CAPTION " PRINCIPAL HOLDERS OF SHARES" ON PAGE 6 AND THE COMPARISON OF THE PERCENTAGE OF SECURITIES BEING OFFERED TO THE PUBLIC BY THIS PROSPECTUS AND THOSE ALREADY ISSUED BY THE COMPANY TO PROMOTERS, DIRECTORS AND CONTROLLING PERSONS FOR CASH AND PROPERTIES.

NO SURVEY HAS BEEN MADE OF THE COMPANY'S LOCATED MINERAL CLAIMS AND THEREFORE, IN ACCORDANCE WITH THE MINING LAWS OF THE PROVINCE OF BRITISH COLUMBIA, IN WHICH SUCH CLAIMS ARE SITUATE, THEIR EXISTENCE AND AREA COULD BE IN DOUBT.

THE PROPERTY OF THE COMPANY IS WITHOUT A KNOWN BODY OF COMMERCIAL ORE AND THE PROPOSED PROGRAM IS AN EXPLORATORY SEARCH FOR ORE.

REFER TO THE CAPTION " USE OF PROCEEDS " ON PAGES 3 AND 4 FOR PARTICULARS OF THE MINIMUM SUBSCRIPTION TO WHICH THIS ISSUE IS SUBJECT.

I N D E X

	<u>Page</u>
New Issue	Front Page Cover
Name and Incorporation of Issuer	1
Plan of Distribution	1
Directors and Officers	1
Capitalization	2
Prior Sales	2
Description of Share Capital Structure	2
Use of Proceeds	2
Description of Business and Property of Issuer	4
Principal Holders of Shares	6
Interest of Management and Others In Material Transactions	6
Promoters	7
Remuneration of Directors and Senior Officers	7
Escrowed Shares	7
Pooled Shares	8
Preliminary Expenses	8
Auditors, Transfer Agents and Registrars	8
Material Contracts	9
Purchaser's Statutory Right of Rescission	9
Other Material Facts	10
Financial Statements	11
Engineer's Report	16
Certificate	30

TABLE OF CONTENTS

	<u>Page</u>
SUMMARY	1
INTRODUCTION	1
PROPERTY	2
LOCATION AND ACCESS	2
TOPOGRAPHY	2
GEOLOGY & MINERALIZATION	3
HISTORY OF THE AREA	4
LOCAL GEOLOGY & MINERALIZATION	5
CONCLUSIONS & RECOMMENDATIONS	6
CERTIFICATE	8

APPENDIX

REFERENCES

GEOLOGICAL REPORT
on the
JEWEL CREEK PROPERTY
of
ROANOKE EXPLORATIONS LTD.
GREENWOOD-PHOENIX AREA
GRAND FORKS MINING DIVISION, B.C.
118°37'W Longitude 49°10'N Latitude

for
ROANOKE EXPLORATIONS LTD.
Vancouver, British Columbia

by
EDWARD O. CHISHOLM, P. ENG.

July 5, 1978

ROANOKE EXPLORATIONS LTD.
NOTES TO THE FINANCIAL STATEMENTS
MAY 15, 1978

1. Incorporation

The Company was incorporated January 30, 1978 under the laws of the Province of British Columbia.

2. Accounting policies

In common with most mining companies in the exploration stage, the Company defers all direct expenditure on properties and related administration expenditure. At such time as the Company abandons or loses its interest in any property, the accumulated expenditure and the attributable administration expenditure are written off to deficit. If any property reaches commercial production, the applicable deferred expenditures will be amortized over the estimated productive life of the property.

The amounts shown for mineral claims and deferred expenditures represent costs to date, and do not necessarily reflect present or future values.

3. Mineral property claim

Jewel Creek - Greenwood Mining Division, B.C.

By an agreement dated May 12, 1978, the Company acquired these eight units from T.H. Wardell, S.A. Lawson and G. O'Brien [all of whom were Company directors] in return for \$1,500 cash and 725,000 fully-paid shares at a deemed value of 1¢ each, all subject to any escrow requirements that may be established by the Superintendent of Brokers of the Province of British Columbia. The claim is in good standing until May 16, 1979.

Cash	\$ 1,500	
Shares [see Note 4]	<u>7,250</u>	\$ 8,750

4. Share capital

The following transactions were recorded during this period:

	<u>Shares</u>	<u>\$</u>
For cash - subscribers	150	15
For cash - others	<u>181,500</u>	<u>27,225</u>
	181,650	27,240
For mineral property claim [see Note 3]	<u>725,000</u>	<u>7,250</u>
Total - Statement 1	<u><u>906,650</u></u>	<u><u>\$34,490</u></u>

5. Directors' remuneration

During the period the directors received no remuneration as such. However, \$9,390 was paid to one of the directors, in the ordinary course of business, for site work on the geochemical survey.

BRUCE T. HAMILTON
Chartered Accountant

ROANOKE EXPLORATIONS LTD.

STATEMENT OF DEFERRED EXPENDITURES

FOR THE PERIOD JANUARY 30, 1978 TO MAY 15, 1978

<u>Exploration</u>			
Geochemical survey			\$ 9,390
<u>Administration</u>			
Audit and legal	1,210		
Sundry	<u>154</u>	1,364	
Less: interest income		<u>[334]</u>	<u>1,033</u>
<u>Total - Statement 1</u>			<u>\$10,420</u>

Statement 3

ROANOKE EXPLORATIONS LTD.

STATEMENT OF CHANGES IN FINANCIAL POSITION

FOR THE PERIOD JANUARY 30, 1978 TO MAY 15, 1978

<u>Source</u>			
Share capital [Note 4]		\$34,490	
Interest income		<u>334</u>	34,824
<u>Use</u>			
Mineral property [Note 3]		8,750	
Deferred exploration and administration		10,754	
Incorporation cost		<u>150</u>	<u>19,654</u>
<u>Working capital - end of period</u>			<u>\$15,170</u>
<u>Working capital comprises:</u>			
Current assets		\$23,570	
Current liabilities		<u>[8,400]</u>	<u>\$15,170</u>

BRUCE T. HAMILTON
Chartered Accountant

ROANOKE EXPLORATIONS LTD.BALANCE SHEETMAY 15, 1978ASSETS

<u>Current</u>		
Bank	\$ 1,554	
Term deposit receipts and accrued interest	<u>22,016</u>	23,570
<u>Mineral property claim [Note 3]</u>		8,750
<u>Deferred charges</u>		
Deferred exploration and administration expenditures - Statement 2	10,420	
Incorporation cost	<u>150</u>	10,570
		<u>\$42,890</u>

LIABILITIES

<u>Current</u>		
Accounts payable		\$ 8,400
<u>Share capital</u>		
Authorized: 3,000,000 common shares, no par value		
Issued: 906,650 common shares [Note 4]		<u>34,490</u>
		<u>\$42,890</u>

Approved by the directors:


 _____ Director


 _____ Director

 BRUCE T. HAMILTON
 Chartered Accountant

Bruce T. Hamilton

Chartered Accountant

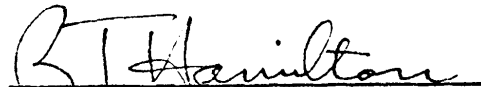
May 18, 1978

AUDITOR'S REPORT

To the Shareholders
Roanoke Explorations Ltd.
Vancouver, B.C.

I have examined the balance sheet of your company as at May 15, 1978 and the statements of deferred expenditures and changes in financial position for the period then ended. My examination was made in accordance with generally accepted auditing standards, and accordingly included such tests and other procedures as I considered necessary in the circumstances.

In my opinion, these financial statements present fairly the financial position of the company as at May 15, 1978, and the results of its deferred expenditures and the changes in its financial position for the period then ended in accordance with generally accepted accounting principles.



Chartered Accountant
Vancouver, B.C.

with Financial Statements and Reports and Summaries of Reports relating to the securities as filed with the Superintendent of Brokers were not delivered to him or his Agent prior to delivery to either of them of the written confirmation of the sale of the securities. Written notice of intention to commence an action for rescission must be served on the person who contracted to sell within 60 days of the date of delivery of the written confirmation, but no action shall be commenced after the expiration of three (3) months from the date of service of such notice;

- (b) a Purchaser has the right to rescind a contract for the purchase of such security while still the owner thereof if the Prospectus or any amended Prospectus offering such security contains an untrue statement of material fact or omits to state a material fact necessary in order to make any statement therein not misleading in the light of the circumstances in which it was made, but no action to enforce this right can be commenced by a Purchaser after expiration of 90 days from the later of the date of such contract or the date on which such Prospectus or amended Prospectus is received or is deemed to be received by him or his Agent.

Reference is made to the said Act for the complete text of the provisions under which the foregoing rights are conferred.

OTHER MATERIAL FACTS

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

MATERIAL CONTRACTS

The Company acquired the Jewel mineral claim pursuant to an agreement dated May 12th, 1978 made with George O'Brien, Stuart A. Lawson and Thomas H. Wardell, all of whom are directors of the Company. Messres. Lawson and Wardell received 350,000 shares each and George O'Brien received 25,000 shares and \$1,500 for their interest in the claim. All of the shares have been issued and are held in escrow subject to the direction of the Superintendent of Brokers. The agreement may be inspected while the Company's shares are in primary distribution, during normal business hours at the Company's records office at 1620 - 701 West Georgia Street, Vancouver, British Columbia.

PURCHASER'S STATUTORY RIGHT OF RESCISSION

Sections 61 and 62 of the Securities Act, (British Columbia) provides, in effect, that where a security is offered to the public in the course of primary distribution:

- (a) A Purchaser has a right to rescind a contract for the purchase of a security while still the owner thereof if a copy of the last prospectus, together

thereof and the Company, have agreed that such number of said shares, as the Superintendent determines, shall have become subject to the cancellation, shall be surrendered to the Company by way of gift for cancellation. The complete text of the Escrow Agreement is available for inspection at the registered office of the Company, Suite 1620 - 701 West Georgia Street, Vancouver, British Columbia.

<u>Designation of Class</u>	<u>Number of Shares Held in Escrow</u>	<u>Percentage of Class</u>
Common Shares	725,000	79.9%

POOLED SHARES

181,650 shares of the Company sold for cash have been voluntarily pooled with the Montreal Trust Company not to be released until 30 days after the completion of the sale of the shares offered by this prospectus.

PRELIMINARY EXPENSES

As set out in the Financial Statements attached hereto, the following preliminary expenses were incurred by the Company:

Exploration and Development	\$ 9,390.00
Administration	1,033.00
TOTAL:	<u>\$10,420.00</u>

AUDITORS, TRANSFER AGENTS AND REGISTRARS

The Auditor of the Company is Bruce Hamilton, Chartered Accountant, of 470 Granville Street, Vancouver, British Columbia.

The Company's Registrar and Transfer Agent is the Montreal Trust Company, 466 Howe Street, Vancouver, British Columbia.

Business and Property of Issuer" for the shares issued to Directors for property.

PROMOTERS

The Directors of the Company may be considered the promoters of the Company in accordance with Section 2(1) of the Securities Act. Reference is made to the caption "Description of Business and Property of Issuer" wherein the interest of the Directors in the Jewel Creek claim acquired by the Company and the consideration received by them therefor is disclosed. The cost of the Jewel Creek claims to the Directors was approximately \$1,000.00.

REMUNERATION OF DIRECTORS AND SENIOR OFFICERS

There has been no remuneration paid to the Directors as such. George O'Brien, a Director of the Company, was paid \$9,390.00 for exploration work which was performed on the Company's property. The Company intends to pay George O'Brien for exploration work performed by him on the Company's property during the current fiscal year ending May 15, 1979.

ESCROWED SHARES

As of the date of this prospectus, 725,000 shares are held in escrow by the Montreal Trust Company, 466 Howe Street, Vancouver, British Columbia, subject to the direction or determination of the Superintendent of Brokers ("Superintendent"). The escrow restrictions provide that the shares may not be traded in, dealt with in any manner whatsoever, or released nor may the Company, its Transfer Agent or Escrow Holder make any transfer or record any trading of shares without the consent of the Superintendent.

In the event the Company loses or abandons or fails to obtain title to all or part of the property or assets for which it allotted all or any part of the escrow shares, the Company will declare any such event to the Superintendent by way of Directors' Resolution and the holders of such shares, the Trustee

THERE IS NO KNOWN BODY OF COMMERCIAL ORE ON THE CLAIM AND THE PROPOSED PROGRAM IS AN EXPLORATORY SEARCH FOR ORE, PRIMARILY COPPER. FOR DETAILS OF THE CLAIM, SEE THE REPORT OF EDWARD O. CHISHOLM, P. ENG. DATED JULY 5, 1978, ATTACHED.

PRINCIPAL HOLDERS OF SHARES

To the knowledge of the Directors and Senior Officers of the Company, only the following hold beneficially, directly or indirectly, more than 10% of any class of shares of the Company as at June 15, 1978.

<u>Name and Address</u>	<u>Type of Ownership</u>	<u>Class and No. of Shares Owned</u>	<u>Percentage of Class</u>
Thomas Wardell 1236 Haywood Ave. Vancouver, B. C.	Beneficial & Direct	350,050 common	38.61%
Stuart Lawson 919 Lillooet Road North Vancouver, B.C.	Beneficial & Direct	350,050 common	38.61%

The following table shows the respective percentage of shares of the Company beneficially owned either directly or indirectly by the Directors and Senior Officers of the Issuer as a group:

<u>Designation of Class</u>	<u>Percentage of Class</u>
Common Shares	79.98%

Based on 1,156,650 shares to be outstanding if the shares offered by this prospectus are sold, 62.69% of the shares have been issued to Insiders for property, services and cash and 21.61% are being offered to the public.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Reference is made to the caption "Description of

JEWEL CREEK

The Company is the owner of the Jewel mineral claim, record number 770 comprised of 8 units. The Jewel claim is located 10 kilometers northeast of the Town of Greenwood, British Columbia, which is situated on Highway No. 3. The claim may be reached by travelling northeast from Greenwood approximately 4 kilometers along Highway No. 3 to the Southeast corner of the claim. The expiry date of the claim is May 16th, 1979.

The Company acquired the claim pursuant to an agreement dated May 12th, 1978 made with George O'Brien, Stuart A. Lawson and Thomas H. Wardell, all of whom are directors of the Company. Messrs. Lawson and Wardell received 350,000 shares each and George O'Brien received 25,000 shares and \$1,500.00 for their interest in the claim. All of the shares have been issued and are held in escrow subject to the direction of the Superintendent of Brokers. The agreement may be inspected while the Company's shares are in primary distribution, during normal business hours at the Company's records office at 1620 - 701 West Georgia Street, Vancouver, British Columbia.

The Company conducted a work programme in 1978 consisting of line installation, soil sampling and hand trenching. As a result of the soil sampling, 2 copper anomalies were outlined. Samples assayed detected copper, silver and gold mineralization.

There is no surface or underground plant or equipment on the claim. There has been no underground exploration or development work done on the claim.

to the release of the funds. Any commissions, assessments or other fees or expenses will be borne by the Company. If the minimum amount is raised within the required period, the Vancouver Curb Exchange's fee of \$2,000.00 will be held in trust by Montreal Trust Company for that purpose.

The Company may, pursuant to the recommendations of a qualified engineer, abandon in whole or in part any of its properties or may alter, as work progresses, the work program recommended or may 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 Company after the date of this prospectus although the Company 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 completion of the primary distribution, shareholders will be notified.

No part of the proceeds shall 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 Company propose to use the proceeds to acquire a non-trustee type securities after initial distribution of the securities offered by this prospectus approval by the Shareholders must first be obtained and prior disclosure must be made to the securities regulatory bodies having jurisdiction over the sale of the securities offered by this prospectus.

DESCRIPTION OF BUSINESS AND PROPERTY OF THE ISSUER

The principal business of the Company is the acquisition, exploration and development of mineral deposits.

- A. Complete the remainder of the exploration program on the Jewel Creek Claim which was recommended by Edward O. Chisholm, P. Eng. in his report dated July 5, 1978, a copy of which is attached hereto. The Company has completed line cutting, geochemical and soil sampling surveys and minor trenching. The expenditures to be made from the proceeds are as follows:

Phase I

(i)	Electromagnetic survey	\$ 3,200.00
(ii)	Bulldozer trenching	2,000.00
(iii)	Geological mapping	2,000.00
(iv)	Contingencies	2,000.00

Phase II

(i)	180 Meters BQ Wire-line diamond core drilling (all inclusive)	15,000.00
-----	---	-----------

Phase III*

	180 Meters BQ Wire-line diamond core drilling (all inclusive)	<u>15,000.00</u>	\$39,200.00
--	---	------------------	-------------

B.	General administration and corporate purposes	10,675.00
C.	Cost of this issue	\$ 8,000.00
D.	Provision for Listing Fee	\$ 2,000.00
	TOTAL:	<u>\$59,875.00</u>

* \$15,000.00 will be held in trust by the Montreal Trust Company not to be released until a qualified engineer has recommended the completion of Phase III of the report of Edward O. Chisholm, P.Eng. dated July 5, 1978 and the Superintendent of Brokers has consented to the release of such funds.

If all 250,000 shares offered by this Prospectus are not sold within 120 days from the date of the acceptance by the Superintendent of Brokers of this Prospectus, then all subscriptions for shares held by the Montreal Trust Company shall be returned to the subscribers without deductions. All subscriptions will be held by the Montreal Trust Company until such time as a minimum amount of \$46,875.00 net of commissions have been raised by the sale of shares sold pursuant to this Prospectus in British Columbia or in any other jurisdiction in which the shares have been qualified for sale and the Superintendent of Brokers has consented

CAPITALIZATION

<u>Designation of Security</u>	<u>Amount Authorized to Issue</u>	<u>Amount Outstanding at May 15, 1978 Balance Sheet</u>	<u>Amount Outstanding at June 15, 1978</u>	<u>Amount Outstanding If all Securities Sold</u>
Common Shares	3,000,000 without par value	906,650	906,650	1,156,650

PRIOR SALES

<u>Number Sold</u>	<u>Price</u>	<u>Total Cash Received</u>	<u>Commission Paid</u>
150	10¢	\$15.00	Nil
181,500	15¢	\$27,225.00	Nil

All of the shares shown as issued for cash and 725,000 shares issued for property at a deemed consideration of 1¢ per share were issued during the past 12 months.

DESCRIPTION OF SHARE CAPITAL STRUCTURE

The share capital structure of the Company consists of one class of shares only. All shares issued by the Company rank equally as to dividends, voting rights and as to any distribution of assets on winding-up or liquidation. There are no Indentures or Agreements limiting the payment of dividends and there are no conversion rights, no special liquidation rights, pre-emptive rights or subscription rights. The presently outstanding share capital is not subject to any call or assessment and the shares offered hereby when issued and sold as described in this prospectus will not be subject to any call or assessment.

USE OF PROCEEDS

The net proceeds to the Company of \$46,875.00 from the sale of securities together with approximately \$13,000.00 on hand will be spent on the following:

NAME AND INCORPORATION OF ISSUER

The full name of the Company is Roanoke Explorations Ltd. Its registered and records office is Suite 1620 - 701 West Georgia Street, Vancouver, British Columbia. Its head office is 1236 Haywood Avenue, West Vancouver, British Columbia.

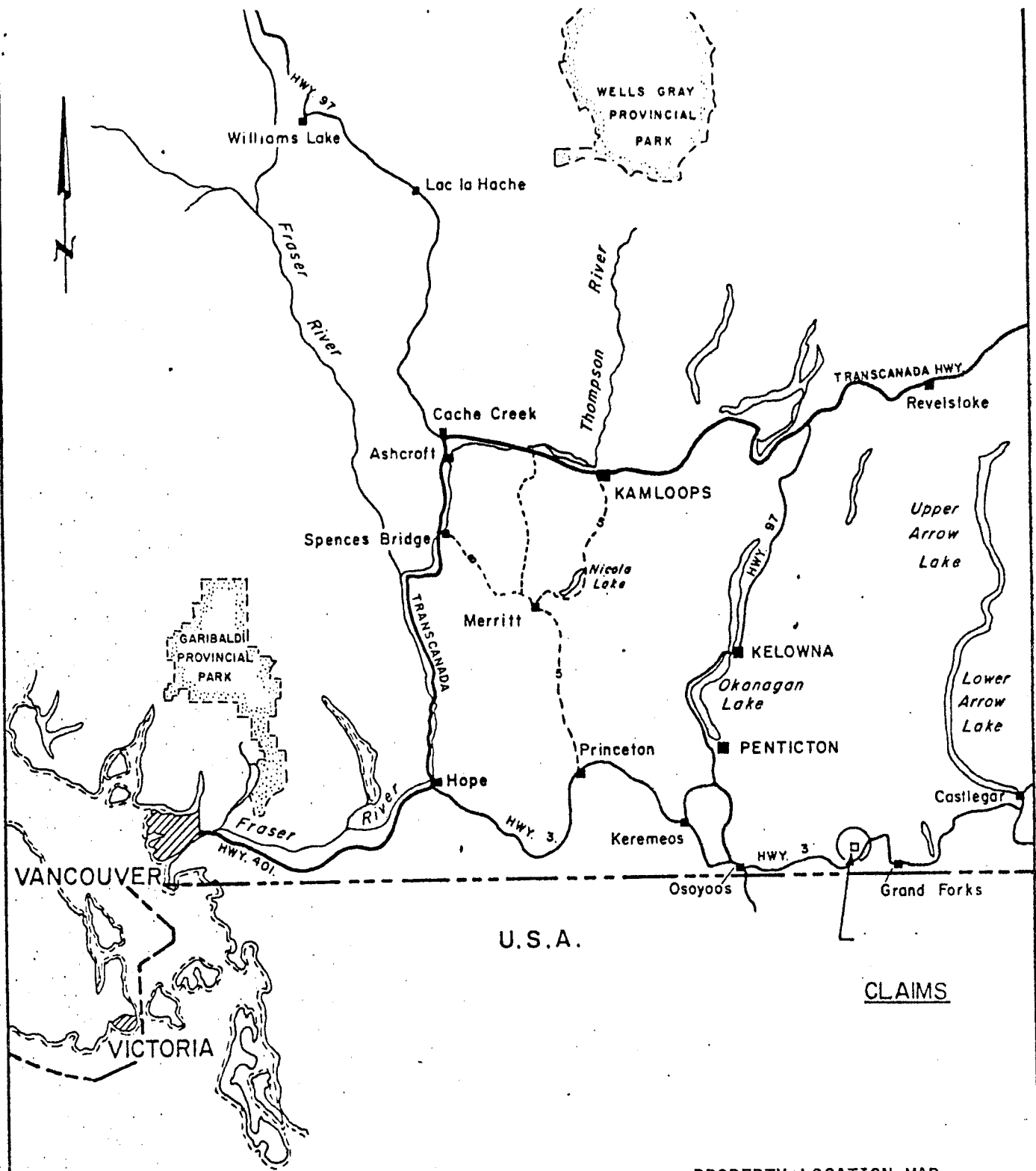
The Company was incorporated on the 30th day of January, 1978 under the laws of the Province of British Columbia and is a reporting Company subsequent to filing of this prospectus.

PLAN OF DISTRIBUTION

The Company will sell its shares through Investment Dealers and will pay a commission of up to 25% or 6.25¢ per share to such Investment Dealers for each share sold.

DIRECTORS AND OFFICERS

<u>Name and Address</u>	<u>Principal Occupation for past five years</u>	<u>Position with Company</u>
Thomas Harold Wardell 1236 Haywood Avenue Vancouver, B. C.	Wardell Agencies Ltd. 1969 - 1974; Surrey Classics Mfg. Ltd., Sales, 1974 - 1975; Crest Realty Ltd., Realtor, 1975 - Present	President and Director
Stuart Alan Lawson 919 Lillooet Road North Vancouver, B.C.	Sergeant of Police, New Scotland Yard, 1962 - 1975; B.C. Hydro Transit, Instructor, 1975 to Present	Secretary and Director
George Kevin Peter O'Brien 250 Longlake Street Box 254 Greenwood, B.C.	Self Employed Prospector 1965 to present	Director



PROPERTY LOCATION MAP



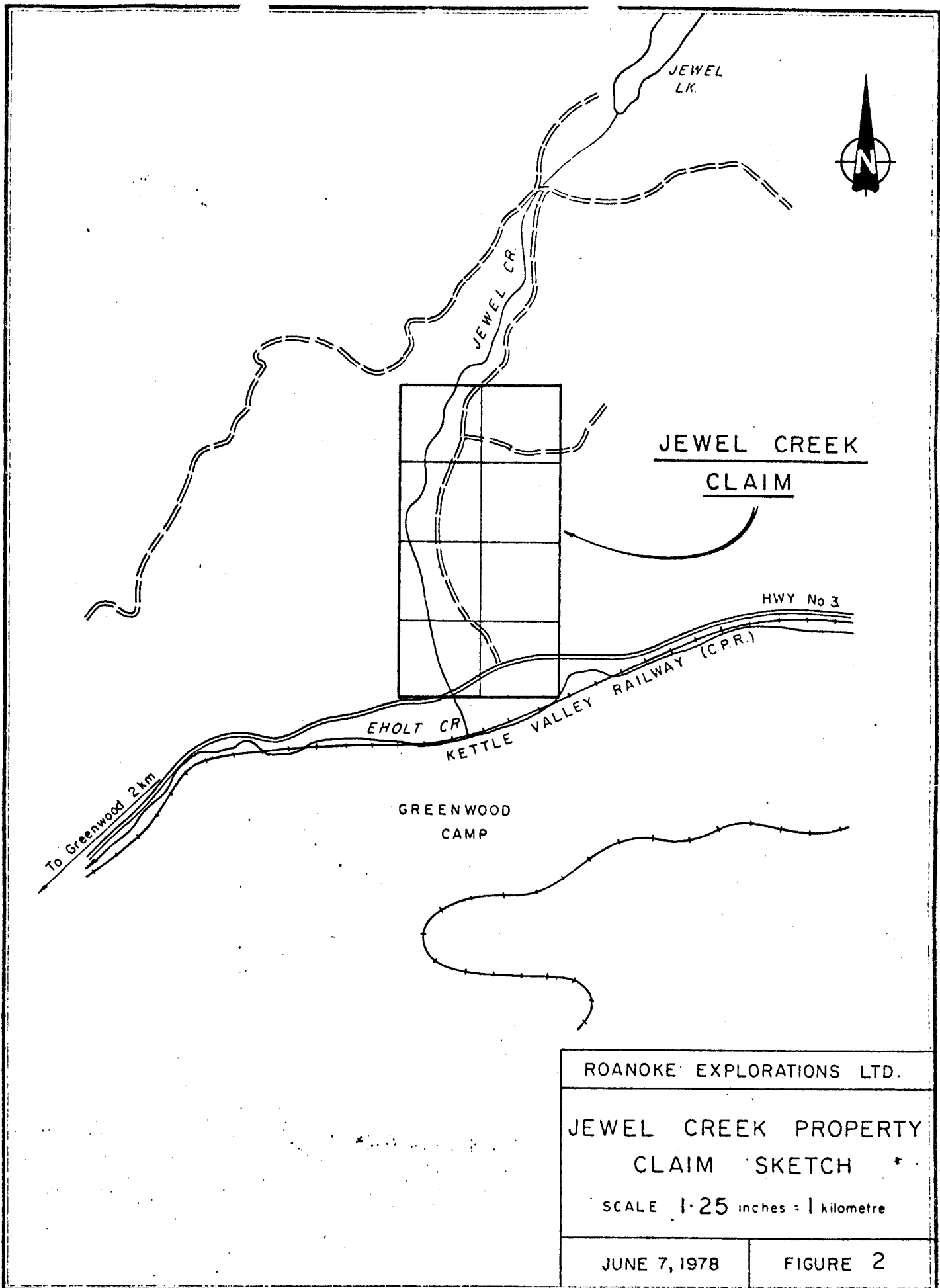
GREENWOOD AREA-GREENWOOD M.D.
BRITISH COLUMBIA

LOCATION MAP

DRAWN
CHECKED

DATED

FIG. NO. 1



ROANOKE EXPLORATIONS LTD.	
JEWEL CREEK PROPERTY CLAIM SKETCH	
SCALE 1.25 inches = 1 kilometre	
JUNE 7, 1978	FIGURE 2

SUMMARY

The Jewel mineral claim of 8 units of Roanoke Explorations Ltd. is accessibly located in the highly mineralized belt of Anarchist rocks which include the old Greenwood Copper-Gold Camp and the productive Granby Mines open pit four miles to the southeast. Mineralized skarn containing values in copper, gold and silver have been reported on the claim group but as far as known little detailed exploration has been carried out. The claims are covered with extensive glacial overburden.

The property can be classified as a prospect, geologically favorable for the occurrence of copper and gold-silver deposits similar to other economic deposits in the area. Detailed surface exploration is warranted and a preliminary programme of mapping and geophysical survey, followed by bulldozer trenching and core drilling is recommended at an estimated cost of \$39,000.

INTRODUCTION

Mr. George O'Brien of Greenwood, B.C., the owner of the Jewel claim, has requested the writer to review the available data on the property with respect to its location in the Greenwood Mining Camp; to evaluate its potential and recommend a preliminary exploration programme for Roanoke Explorations of Vancouver who, it is understood, have taken the property under option. The writer has not examined the property due to snow conditions but it is familiar with the general

geology of the area and has personally examined and carried out exploration on properties near the claim group.

Information in the report is compiled from sources listed in the Appendix of References; and from personal communications with George O'Brien, the owner of the claims. Any legal aspects of the claims themselves is beyond the scope of the report.

The report is an up-dated version of my original report dated January 5, 1978 following the receipt of recent results on the property from J.W. McLeod.

PROPERTY

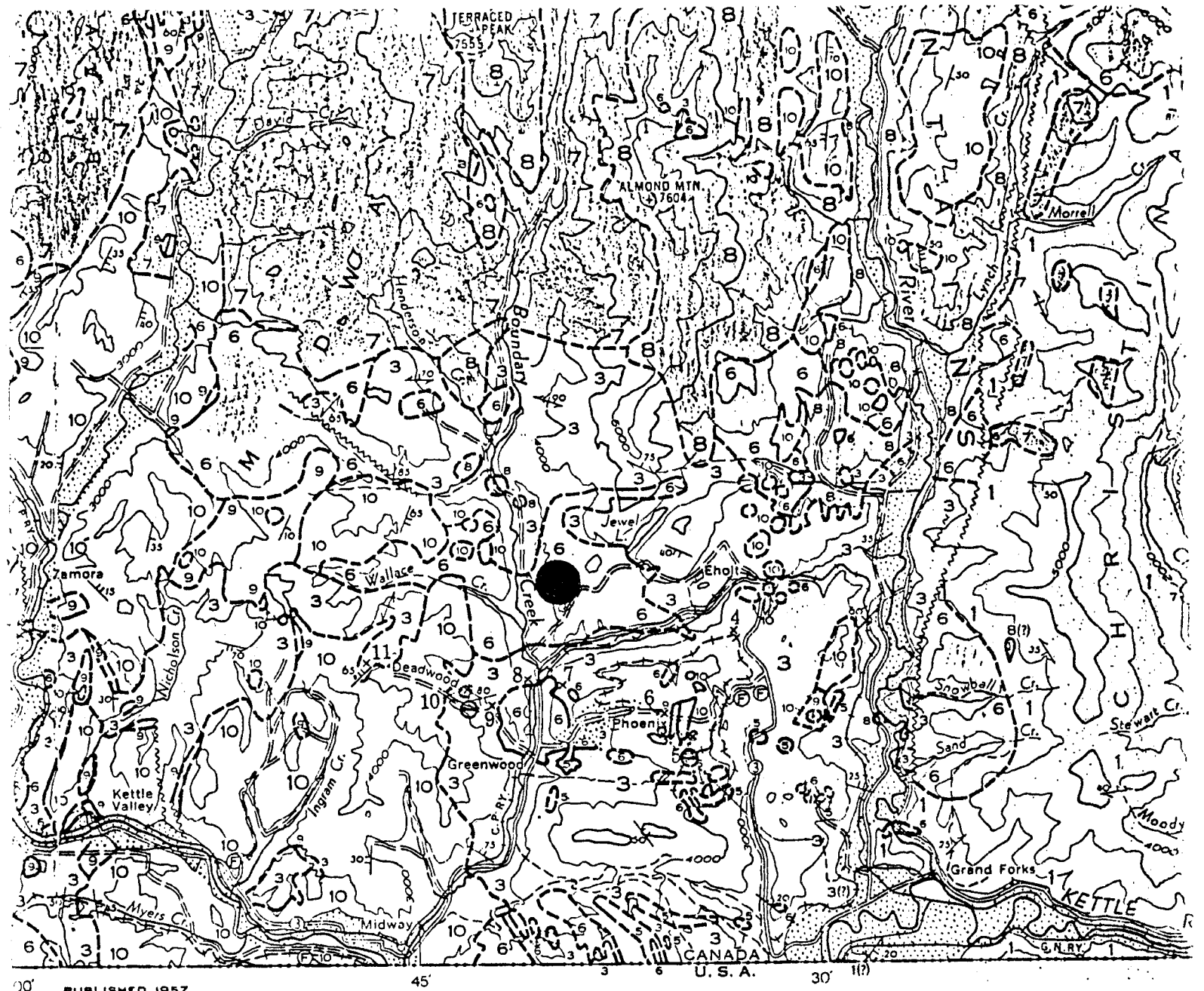
The Jewel mineral claim, Record No. 770, comprising 8 units, is owned by Mr. G. O'Brien of Greenwood, B.C. Expiry date is May 16, 1979. It is understood from the owner that Roanoke Explorations Ltd. of Vancouver have optioned the property.

LOCATION AND ACCESS

The Jewel claim is located six miles northeast of the town of Greenwood, B.C. and extends north from Highway No. 3 for approximately 1.5 miles along Jewel Creek. It is reached by travelling northeast from Greenwood, B.C. three miles, along Highway No. 3 to the southeast corner of the group.

TOPOGRAPHY

The property lies at elevation 2,000 to 4,000 ASL, on a rounded, moderately sloped mountain.



00' PUBLISHED, 1957

45

U.S.A.

30' 11(?)

MAP 6-1957

KETTLE RIVER

(EAST HALF)

Regional Geological Map

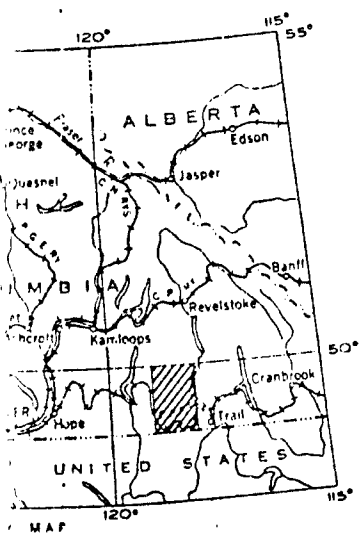
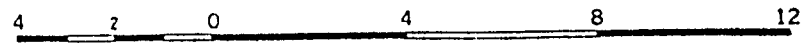
Geological Survey of Canada
showing location of

SIMILKAMEEN, KOOTENAY
AND OSOYOOS DISTRICTS

Roanoke Explorations Ltd.
property.

BRITISH COLUMBIA

Scale: One Inch to Four Miles = $\frac{1}{253,440}$
Miles



MAP

Overburden is widespread on the claim group, and is relatively shallow.

The area is conifer-covered on north facing slopes. Precipitation is moderate and the climate is mild allowing year around operations.

GEOLOGY AND MINERALIZATION

The general geology of the Greenwood-Phoenix Area is described in GSC Paper 45-20 by D.A. McNaughton 1945 and by H.W. Little in marginal notes to GSC Map G, 1957, Kettle River East Half, a portion of which is reproduced on the accompanying map sheet.

In summary, the Jewel property is underlain by Triassic rocks of the Anarchist Formation near an assumed contact with the Nelson intrusives of Cretaceous age. The Anarchist Formation consists of greenstone, greywacke, limestone and sedimentary gneiss.

The favorable geologic environment for ore deposits in the area such as the Phoenix Mine of Granby four miles southeast of the Jewel group are skarn zone metasomatic replacements in the Brooklyn limestone near intrusive contacts.

The principal mineral occurrences in the area are:

1. Copper mineralized zones with minor gold and silver in skarn zones.
2. Gold and silver bearing quartz veins.
3. Gold-silver-copper sulphide replacement bodies.

HISTORY OF THE AREA

H.W. Little reports as follows:

" Mining activity reached its peak during the early part of the present century when some 22 million tons of copper ore containing gold and silver were mined in the Phoenix and Deadwood Camps. This ore supplied smelters at Grand Forks, Greenwood and Boundary Falls. Current activity [1955-1956] is mainly centred about the old productive copper deposits but none had reached the stage of continuous production in 1956. "

These copper deposits, [Oro Denoro, Mother Lode, and others] are large, irregular replacement deposits containing chalcopyrite, pyrite and magnetite in skarn formed by the metamorphism of limestones of the Anarchist Group. This limestone is known locally as the Brooklyn Formation.

Approximately four million tons of low grade copper ore was mined at the Mother Lode Mine in the Deadwood Camp four miles to the southeast of the Jewel

Group. During the mid and late 1950's, the Phoenix and Deadwood camps were re-opened and open pit operations started. The Mother Lode open pit operated from 1956 to 1962 and 654,000 tons were mined. Granby Mining Co. Ltd. started an open pit operation on the original Knob Hill and old Ironsides Crown Grants. Present production is at the rate of 2.250 tons per day grading 0.7% copper with minor amounts of gold and silver.

The Sunset Claim in the Deadwood Camp is reported to have produced 100,000 tons of low grade copper ore from surface pits. The Greyhound Claim has a reported 600,000 tons of ore grading 0.97% copper and some gold and silver values.

LOCAL GEOLOGY & MINERALIZATION

James W. McLeod, Geologist, Vancouver, in a report dated June 20, 1977 on the Jewel Creek property, states as follows:

" Mineralization observed on the property has many similarities to that encountered in the Phoenix ore deposits, i.e. chalcopyrite, pyrite, magnetite and pyrrhotite. On the property the mineralization occurs as massive blebs and disseminations in a silicified, greenish skarn and as massive blebs in a very siliceous, brown garnet-rich rock, i.e. garnetite? which possibly forms a boundary zone to the skarn and limestone. A 4' sample of this material, which was extensively

" decomposed, was assayed by the Granby Mining Company and ran 0.82% copper; 0.35 oz/ton silver and 0.002 oz/ton gold. Two mineral showings of this type occur in the southeast corner of the claim. "

Following perusal of a recent progress report dated June 6, 1978 by J.W. McLeod I concur with his conclusion regarding the significance of the geochemical survey and sampling results and have amended my original recommendation of my report dated January 25, 1978 accordingly. A copy of a portion of Mr. McLeod's report is attached hereto.

CONCLUSIONS AND RECOMMENDATIONS

The Jewel claim of Roanoke Explorations Ltd. is underlain by Anarchist group greenstones and sediments that contain copper and gold-silver mineralization in outcrop exposures. Further detailed exploration is warranted in adjoining overburden areas of the property to determine its extent. A recent geochemical survey carried out by the company [see progress report attached] has indicated significant gold anomalies.

A three phase programme of mapping, geochemical and geophysical survey, bulldozer trenching, and followup diamond drilling is recommended as follows:


<u>Phase I:</u>	<u>Estimated Cost</u>	
1. Electromagnetic survey 16x\$200	\$ 3,200.00	
2. Bulldozer trenching 50 hours @ \$40/hour	2,000.00	
3. Geological Mapping - 1 month	2,000.00	
4. Contingencies	<u>2,000.00</u>	\$ 9,200.00

<u>Phase II:</u>		
180 meters BQ wireline diamond core drilling [all inclusive]	<u>15,000.00</u>	15,000.00

<u>Phase III:</u>		
180 meters BQ wireline diamond core drilling [all inclusive]	<u>15,000.00</u>	<u>15,000.00</u>

TOTAL - PHASES I, II & III	<u><u>\$39,200.00</u></u>
----------------------------	---------------------------

Respectfully submitted,

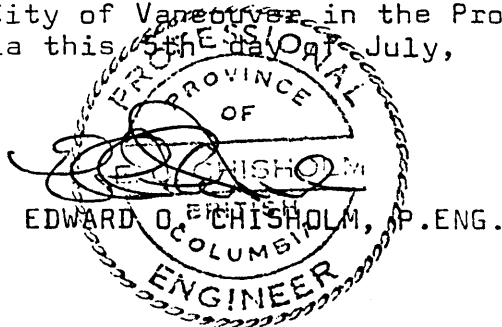

 E.O. Chisholm, P.Eng.
 July 5, 1978

CERTIFICATE

I, Edward O. Chisholm, of the City of Vancouver in the Province of British Columbia, hereby certify that:

- 1] I am a geologist with offices at 821-602 West Hastings Street, Vancouver, B.C.
- 2] I am a graduate of the University of Toronto, Ontario, Master of Arts, 1945.
- 3] I am a member of the Professional Engineers of Ontario and British Columbia.
- 4] I have no direct or indirect interest in either the property or securities of Roanoke Explorations Ltd. [NPL] or its affiliates, nor do I expect to receive any such interest.
- 5] This report is based on an examination of company records, personal experience in the area and government and private reports listed in the Appendix of References attached.
- 6] Consent is given to the use of this report in submission to the regulatory authorities of British Columbia for possible use in a prospectus for the company.

DATED at the City of Vancouver in the Province of British Columbia this 5th day of July, 1978.



APPENDIX

REFERENCES

1. Claim Map 82E-2E, scale: 1 inch = $\frac{1}{2}$ mile, Victoria.
2. Topographic Map 82E-2, Greenwood, Similkameen Division of Yale District, scale 1:50,000, 49⁰⁰' - 49¹⁵'N, 118³⁰' - 119⁰⁰'W, published 1969, Ottawa.
3. Brock, Reginald W. [1905]- Map 828, Geological and Topographical Map of Boundary Creek Mining District, British Columbia; Geological Survey of Canada, scale: 1 inch = 1 mile, Ottawa.
4. Little, H.W., G.S.C., - Various reports and maps on the region; names and numbers unknown to author of this report at time of writing, Ottawa.
5. Seraphim, Robert H. [1956] - Geology and Copper Deposits of the Boundary District, B.C.; C.I.M. Trans., vol. LIX, pp. 384-394, Montreal.
6. McNaughton, D.A. [1946] - Paper 45-20, brief report and preliminary map of the Greenwood-Phoenix area; G.S.C., Ottawa, pp. 18-20.
7. Monger, J.W.H. [1968] - Early Tertiary Stratified Rocks, Greenwood Map Area, [82 E/2], B.C.; G.S.C., Paper 67-42, 37 pages and MAP 100-1967 at scale of 1 mile to 1 inch extending from 118³⁰'W to 119⁰⁰' W., Ottawa
8. Hedley, M.S. [1941] - Geology of Jewel Lake Camp and of Dentonia Mine, Greenwood, B.C.; Department of Mines, unpublished, in open files, maps lost, Victoria.
9. Chisholm, E.O., P.Eng., Oct. 1973 - Geological Report of Silver Falls Resources Ltd., Attwood Mt., B.C.
10. McLeod, James W., June 20/77 & June 6/78-Reports on Jewel Creek Property, Greenwood-Phoenix Area.
11. Gutrath, G.C., P.Eng. - Atled Explorations, April 1977, Report on Skylark Camp Property, Greenwood-Phoenix Area, B.C.

PRELIMINARY PROGRESS REPORT

on the

JEWEL CREEK PROPERTY
GREENWOOD - PHOENIX AREA
GRAND FORKS M.D.

118° 37' W Longitude - 49° 10' N Latitude
N.T.S. 82/E

on behalf

ROANOKE EXPLORATIONS LTD

by

JAMES W. McLEOD, GEOLOGIST

June 6, 1978

TABLE OF CONTENTS

	Page
SUMMARY	1
INTRODUCTION	1
LOCATION AND ACCESS	2
PROPERTY AND OWNERSHIP	2
TOPOGRAPHICAL AND PHYSICAL ENVIRONMENT	2
GEOLOGY AND MINERALIZATION	3
WORK PROGRAMME	4
CONCLUSIONS AND RECOMMENDATIONS	4
FIGURE 3	5

SUMMARY

Several significant copper and silver showings were examined by the writer on the Jewel Creek Property while examining the progress of the recent field work programme. Also, a number of anomalous soil sample analyses were revealed.

A diamond core drilling programme of the main mineralized zone is recommended, as well as a continuation of the exploration programme as outlined by Edward O. Chisholm, P.Eng., in his "Geological Report on the Jewel Creek Property" dated January 25, 1978.

INTRODUCTION

During May, 1978, the writer examined a number of mineral showings and the linecutting, geochemical soil sampling programme and hand trenching programme that was underway at the time on the property.

The field examination and this report were undertaken at the request of the Directors of Roanoke Explorations Ltd.

LOCATION AND ACCESS

The property is located approximately 10 kilometers northeast of the Town of Greenwood, British Columbia, and extends north from Highway No. 3 for approximately 2 kilometers and straddles Jewel Creek.

Access to the property is gained by travelling northeast on Highway No. 3 for 4 kilometers from Greenwood, British Columbia.

PROPERTY AND OWNERSHIP

The Jewel Mineral Claim is comprised of eight units, having a record number of 770 and an expiry date of May 16, 1979.

The Jewel Mineral Claim is owned by Roanoke Explorations Ltd. of Vancouver, British Columbia.

TOPOGRAPHICAL AND PHYSICAL ENVIRONMENT

The property is situated in rounded, moderately steep terrain at an elevation of 600 meters - 1,200 meters m.s.l.

The area is conifer covered on the north-facing slopes and generally more open on the south facing slopes. The area experiences a mild climate and low to moderate precipitation.

GEOLOGY AND MINERALIZATION

The property is underlain by Triassic rocks of the Anarchist Formation, which are in geological contact with the Cretaceous Nelson Intrusives. The Anarchist rocks are comprised of greenstone, greywacke, limestone and para-gneiss. The productive properties of the Phoenix Mining Camp are contained mainly within replaced, skarn zones of the same rock, the Brooklyn limestone.

Mineralization observed on the property has many similarities to that encountered in the Phoenix ore deposits, i.e. chalcocopyrite, pyrite, magnetite and pyrrhotite. On the property the mineralization occurs as massive blebs and disseminations in a silicified, greenish skarn and as massive blebs in a very siliceous, brown garnet-rich rock, i.e. garnetite? which possibly forms a boundary zone to the skarn and limestone. A four foot sample of this material, which was extensively decomposed was assayed by the Granby Mining Company and ran 0.82% copper; 0.35 oz/ton silver and 0.002 oz/ton gold. Two mineral showings of this type occur in the southeast corner of the claim. They are separated by several hundred feet of overburden covered area. Similar mineral occurrences are reported on the north end of the property but the writer has not yet had an opportunity to examine these showings.

The main mineralized zone (see Figure 3) 'A' is a garnet-rich zone "garnetite" over 30 meters in width of which 10-15 meters contains disseminated to massive chalcopyrite over approximately one meter. The copper carbonate stain (malachite) occurs over the 10-15 meters of exposed width.

Zone 'B' is very similar to 'A'.

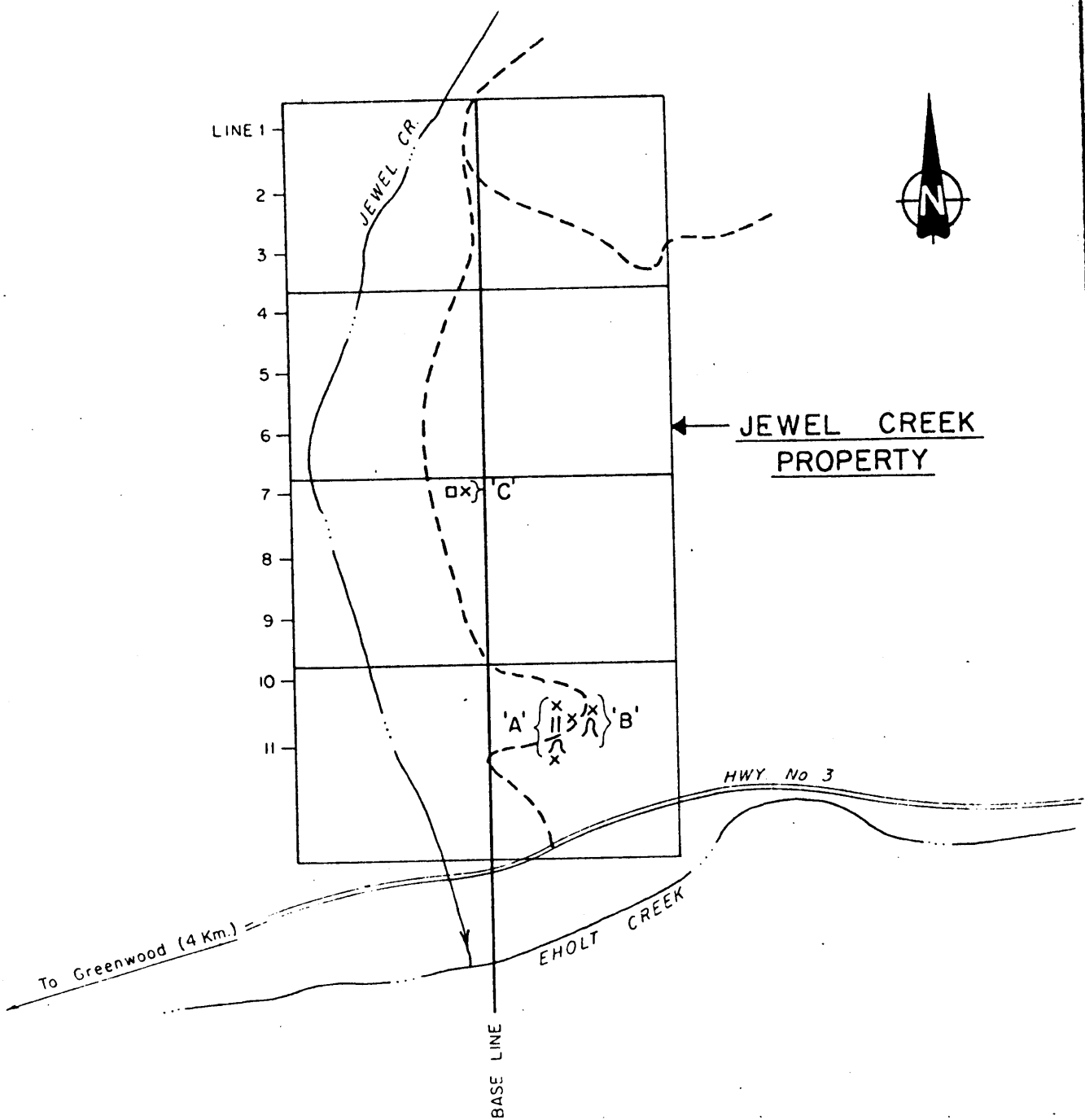
WORK PROGRAMME

The work programme conducted to date included approximately 13 kilometers of line installation (flagged, blazed and stations marked at 25-meter intervals); 331 soil samples were taken from the 'B' soil horizon where possible. For results see Appendix 'A', for hand trenching at Zone 'C' (see Figure 3) and prospecting.

CONCLUSIONS AND RECOMMENDATIONS

The two main mineralized skarn, garnetite zones (see Figures 3 'A' and 'B' contain significant values of copper and silver and the covered area intermediate to the two zones revealed anomalous soil sample analyses in copper. Further work is required to test the vertical extend of the zones.

The writer, therefore, reommends that a two-phase diamond core drilling programme be undertaken to test these zones. Initially, three 60-meter holes are recommended and if results warrant, the holes should be deepened to 120 meters.



LEGEND

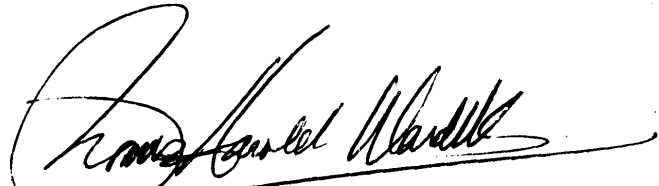
- ROAD
- - PIT
- ∩ - ADIT
- // - TRENCH
- x - MINERALIZATION

ROANOKE EXPLORATIONS LTD.	
JEWEL CREEK PROPERTY PROPERTY PLAN	
SCALE: 1.25 inches = 500 metres	
JUNE 7, 1978	FIGURE 3

C E R T I F I C A T E

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by Part VII of the Securities Act, and the regulations thereunder.

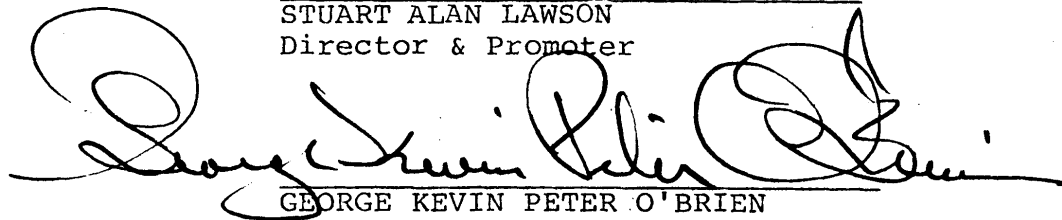
DATED the 15th day of June, 1978 in the City of Vancouver, British Columbia.



THOMAS HAROLD WARDELL
Director & Promoter



STUART ALAN LAWSON
Director & Promoter



GEORGE KEVIN PETER O'BRIEN
Director & Promoter