RM ✓ 001612

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.

PROSPECTUS **DATED: SEPTEMBER 18, 1989**

Ogilvie Mtn. Prop

82E/04,05

82ESW 113,010

BRIGHTWORK
RESOURCES INC.

(hereinafter called the "Issuer")
1000 - 409 Granville Street
Vancouver, B.C. V6C 1T2

PUBLIC OFFERING: 600,000 Common Shares

Shares	Price to Public (1)	Commission	Net Proceeds to be Received by the Issuer (2)
Per Share	$ 0.55	$ 0.07	$ 0.48
Total	$330,000	$42,000	$288,000

(1) The price to the public was determined by negotiation between the Issuer and the Agents.

(2) Before deduction of the costs of the issue estimated to be $25,000.

THERE IS NO MARKET FOR THE SECURITIES OF THE ISSUER.

A PURCHASE OF THE SECURITIES OFFERED BY THIS PROSPECTUS MUST BE CONSIDERED AS SPECULATION. 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 PROPERTIES ARE SITUATE, THEIR EXISTENCE AND AREA COULD BE IN DOUBT. SEE "RISK FACTORS".

THE VANCOUVER STOCK EXCHANGE (THE "EXCHANGE") HAS CONDITIONALLY LISTED THE SECURITIES BEING OFFERED PURSUANT TO THIS PROSPECTUS. LISTING IS SUBJECT TO THE COMPANY FULFILLING ALL THE LISTING REQUIREMENTS OF THE EXCHANGE ON OR BEFORE MARCH 24, 1990, INCLUDING PRESCRIBED DISTRIBUTION AND FINANCIAL REQUIREMENTS.

NO PERSON IS AUTHORIZED BY THE ISSUER TO PROVIDE ANY INFORMATION OR TO MAKE ANY REPRESENTATION OTHER THAN THOSE CONTAINED IN THIS PROSPECTUS IN CONNECTION WITH THE ISSUE AND SALE OF THE SECURITIES OFFERED BY THE ISSUER.

UPON COMPLETION OF THIS OFFERING, THIS ISSUE WILL REPRESENT 31.86% OF THE SHARES THEN OUTSTANDING AS COMPARED TO 42.90% THAT WILL THEN BE OWNED BY THE CONTROLLING PERSONS, PROMOTERS, DIRECTORS AND SENIOR OFFICERS OF THE ISSUER AND ASSOCIATES OF THE AGENTS. SEE "PRINCIPAL HOLDERS OF SECURITIES" FOR DETAILS OF SHARES HELD BY DIRECTORS, PROMOTERS AND CONTROLLING PERSONS AND ASSOCIATES OF THE AGENTS. AFTER GIVING EFFECT TO THIS OFFERING, THE OFFERING PRICE PER SHARE EXCEEDS THE NET TANGIBLE BOOK VALUE PER SHARE AS AT JULY 31, 1989, BY $0.37 REPRESENTING A DILUTION FACTOR OF 67.27%.

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

THIS PROSPECTUS ALSO QUALIFIES FOR SALE ANY SHARES WHICH THE AGENTS MAY ACQUIRE PURSUANT TO THEIR GUARANTEE. SEE "PLAN OF DISTRIBUTION".

WE, AS AGENTS, CONDITIONALLY OFFER THESE SECURITIES SUBJECT TO PRIOR SALE, IF, AS AND WHEN ISSUED BY THE ISSUER AND ACCEPTED BY US IN ACCORDANCE WITH THE CONDITIONS CONTAINED IN THE AGENCY AGREEMENT REFERRED TO UNDER "PLAN OF DISTRIBUTION" IN THIS PROSPECTUS, SUBJECT TO APPROVAL OF ALL LEGAL MATTERS ON BEHALF OF THE ISSUER BY FERGUSON GIFFORD, AND ON OUR BEHALF BY OUR LEGAL COUNSEL.

Name & Address of Agents

CANARIM INVESTMENT CORPORATION LTD.
2200 - 609 Granville Street
Vancouver, British Columbia

EFFECTIVE DATE: SEPTEMBER 25, 1989

Aug. 28/90

REPORT ON
OROFINO MOUNTAIN PROPERTY
OSOYOOS MINING DIVISION, B.C.
NTS 82E / 4E,5E
FOR
BRIGHTWORK RESOURCES INC.

G. Cavey
W. Raven
November 16, 1988

SUMMARY

Brightwork Resources Inc. has the right to earn an interest in the Orofino Mountain property located near Penticton, B.C. in the Osoyoos Mining Division. The area has a past history of gold production dating back to the late 1890's when the Fairview Camp was discovered. The geological, geochemical, and structural setting at the Orofino Mountain gold camp is similar to that at the Fairview Camp.

The property has been explored in the past by geological mapping and prospecting, soil geochemistry, ground geophysical surveys, trenching, drilling, and limited underground work. The present Phase I work program included limited prospecting, an induced polarization survey, trenching, and sampling of the underground workings. Most of the work was focused on the Orofino and Independence Crown Grants.

Results of the work show quartz veins that contain pyrite, chalcopyrite, galena, and free gold. Assays include up to 2.096 oz/ton gold from a 0.7m chip sample of a rusty quartz vein and 1.820 oz/ton gold from a 1 m chip sample. Numerous other gold assays from the trenches and underground workings gave values ranging from 0.026 to 0.959 oz/ton over varying widths.

Further Phase II work in the form of mapping, surveying, underground sampling and diamond drilling is recommended to further evaluate the potential of the Brightwork Resources Inc. property.

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INTRODUCTION

Brightwork Resources Inc. have acquired an interest in the Orofino Mountain property located in the Osoyoos Mining Division, B.C. near Penticton and Osoyoos. The property itself has a history of gold production from the early to mid-thirties. Another prospect in the area also worked at that time was the Twin Lakes property which adjoins the northern claim boundary.

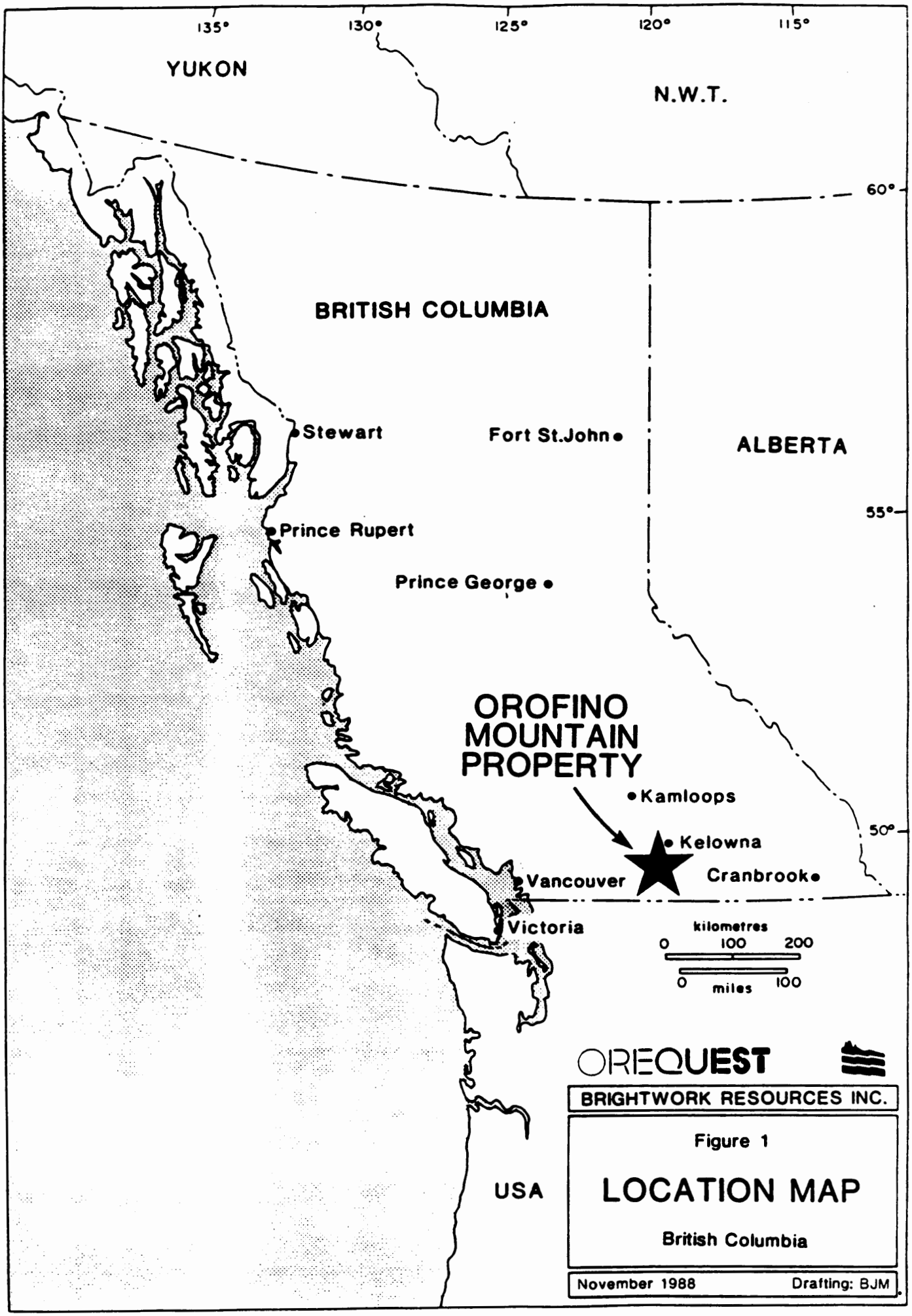
Considerable work has been done on the Brightwork claims since 1981 but not on the Orofino and Independence crown grants (#1448, #1449). These crown grants have recently been acquired as part of the overall claim package and were the focus of much of the 1988 exploration program. Phase I work done includes, mapping and sampling of underground workings, backhoe trenching, and an IP survey.

The Phase I work was done starting in mid-September and finishing in late October by Orequest Consultants Ltd. of Vancouver.

LOCATION AND ACCESS

The property is located in south central British Columbia on Orofino Mountain and lies between 49° 14' and 49° 16'N latitude and 119° 39' and 119° 42'W longitude. The claims are found on NTS map 82E4 and E5. The City of Penticton is 28 km to the northeast while Osoyoos lies 30km to the southeast. (Fig.1).

Access to the property from Penticton is best gained by travelling south 10 km on Highway 97 to Highway 3A, and then along Highway 3A for 10 km. At this


135°
130°
125°
120°
115°
YUKON
N.W.T.
60°
BRITISH COLUMBIA
Stewart
Fort St.John
ALBERTA
55°
Prince Rupert
Prince George
OROFINO
MOUNTAIN
PROPERTY
Kamloops
Kelowna
50°
Vancouver
Cranbrook
Victoria
kilometres
0 100 200
0 miles 100
USA
OREQUEST
BRIGHTWORK RESOURCES INC.
Figure 1
LOCATION MAP
British Columbia
November 1988
Drafting: BJM

point one turns south at the Twin Lakes Golf Course onto a 2 wheel drive logging road that ultimately leads to the claims, a further 10 km in distance. A multitude of old roads and skid trails provide good access to most of the property.

PHYSIOGRAPHY AND VEGETATION

The property is located in the Okanagan Highlands with topography varying from rolling hills to steep slopes. Relief is moderate at about 600 metres with elevations ranging from 1000m to 1600m above sea level.

Most of the area is timbered with larch, spruce, fir, or pine with bunch grass and sagebrush found in the open meadows.

CLAIM STATUS

The property consists of 7 mineral claims totalling 82 units, and 2 Crown Grants, situated in the Osoyoos Mining Division. The mineral claims are owned by Mr. Grant Crooker of Keremeos, B.C. while the Crown Grants are owned by Marjorie Hatfield of Penticton, B.C. Brightwork Resources Inc. has an option to earn a 100% interest in both the claims and grants after fulfilling certain monetary and work commitments.

Relevant claim data is listed below with the claim locations shown on Figure 2a.

Claim	Record No.	Units	Record Date	Year of Expiry
Mo	135	2	October 15, 1976	1997
King	1386	16	May 8, 1981	1997
King #1	1398	16	June 15, 1981	1996
King #2	1461	16	August 31, 1981	1992
King #3	1462	16	August 31, 1981	1990
King #4	1630	8	November 12, 1982	1990
King #5	2599	8	May 1, 1987	1994
		82		

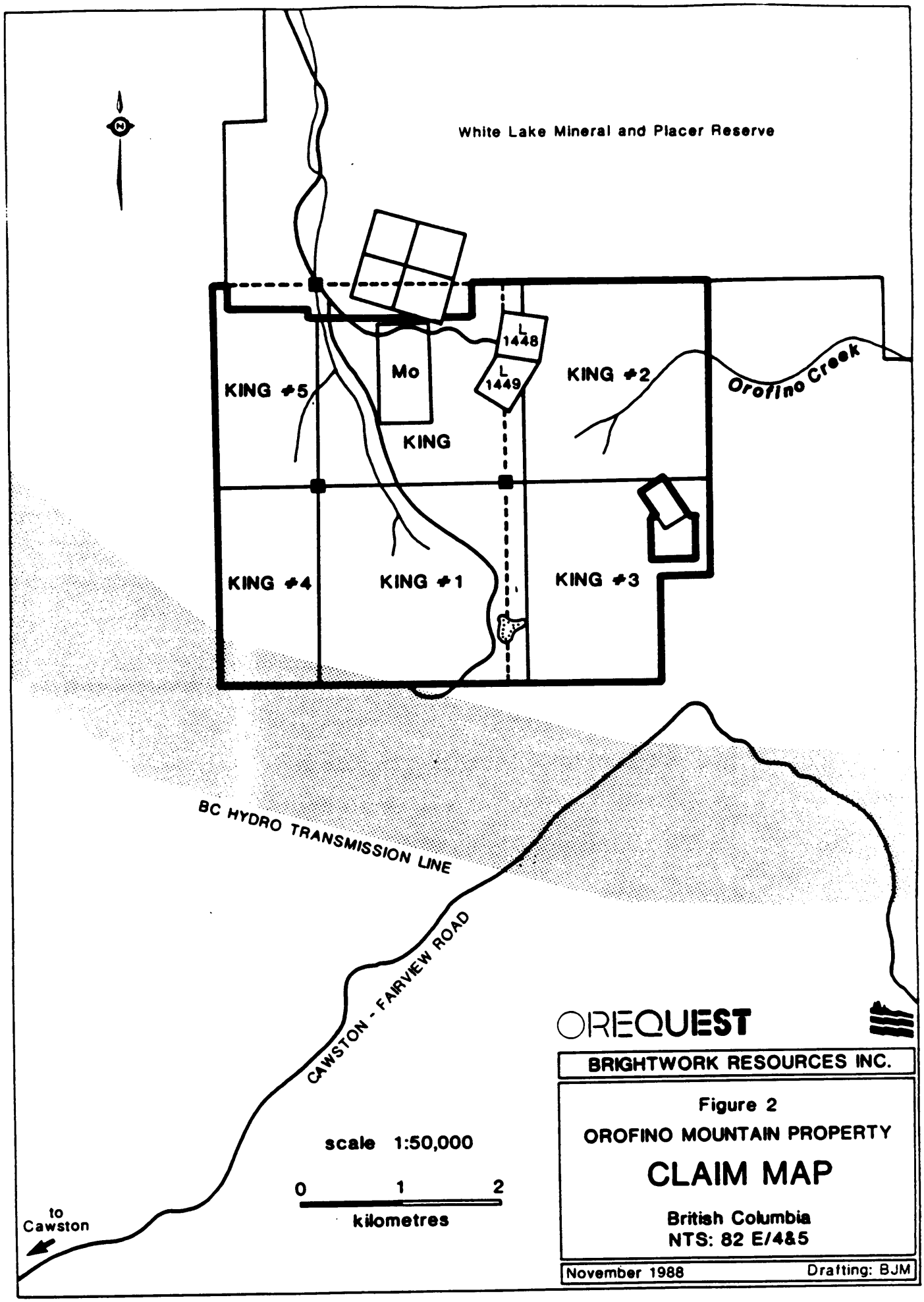
Crown Grant	Lot Number
Orofino	1448
Independence	1449

The above expiry dates do not include any assessment credit for the recently completed exploration program.

REGIONAL GEOLOGY AND MINERALIZATION

The regional geology and mineralization is summarized from work by G. Crooker and P. Christopher. The Brightwork property is located near the tectonic boundary of the Intermontane Belt and the Omineca Crystalline Belt. The area is underlain by easterly trending belts of greenstone volcanics and sedimentary rocks that include quartzite and chert of Triassic and earlier age.

These rocks have been intruded by Mesozoic age intrusives which include granite, granodiorite and diorite. The intrusives have been called the Nelson and Valhalla plutonic rocks (Little, 1961). On the north and west Eocene volcanic rocks are block faulted against older sedimentary, volcanic and intrusive units.


White Lake Mineral and Placer Reserve
KING #5
Mo
KING
L 1448
L 1449
KING #2
Orofino Creek
KING #4
KING #1
KING #3
BC HYDRO TRANSMISSION LINE
CAWSTON - FAIRVIEW ROAD
to Cawston
scale 1:50,000
0 1 2
kilometres
OREQUEST
BRIGHTWORK RESOURCES INC.
Figure 2
OROFINO MOUNTAIN PROPERTY
CLAIM MAP
British Columbia
NTS: 82 E/4&5
November 1988
Drafting: BJM

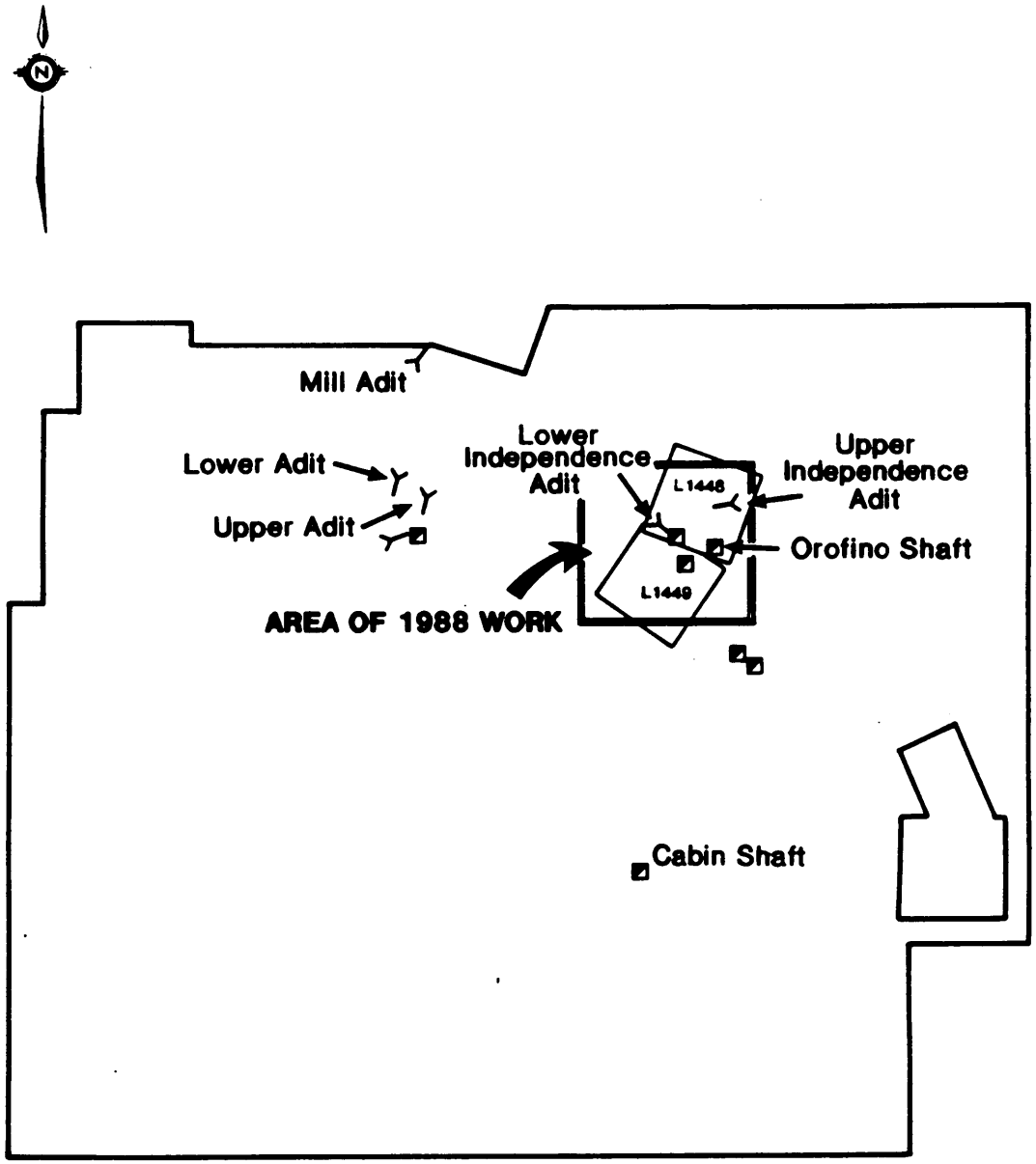
Mineralization in the area shows a history of gold associated with quartz veins. On the property itself quartz veins are host to pyrite, chalcopyrite, galena, and free gold, a similar mineralogy to the Fairview camp. In the Fairview camp south of the claims, the gold increases as the sulphide content increases.

The veining on the Orofino Mountain gold camp is in the same geological setting as the veins in the Fairview gold camp. The veins are associated with a granitic body that extends from Fairview to Orofino Mountain, with most veins occurring within one mile of the contact of the intrusive body and older rocks. The quartz veins are often associated with shear zones found at various orientations though generally trending northwesterly to northeasterly.

HISTORY AND PREVIOUS WORK

The property has an extensive history of exploration and mining activity which dates back to the late 1890's when the Fairview camp was being developed. The Brightwork property forms part of the Orofino Mountain gold camp which consists of 3 main properties; the King and Grandoro, which are part of the company's holding and the Twin Lakes property which is not part of the Brightwork ground but does adjoin the claims along the central portion of the northern claim boundary.

The bulk of activity in the camp was from 1930 to 1941 when considerable underground work was done on the various properties (Figure 2b). On the Grandoro property (Lots 1448, 1449) underground work includes several adits, shafts, winzes, and a tunnel. The main workings include the Lower Independence Adit or



Adit

Shaft

0 100 200 300 400

metres

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Figure 2b

OROFINO MOUNTAIN PROPERTY

PROPERTY DETAIL

British Columbia
NTS: 82E/4&5

May 1989 XY3

tunnel, Upper Independence Adit, and the Orofino Adit, all of which were examined and sampled. A limited amount of diamond drilling was carried out in the 1930's but no records are available.

Limited work was done on the King which includes two adits, the Upper and Lower King, with a winze to a lower level in the Upper King adit. The winze is presently full of water and could not be examined. The Lower King Adit has been driven for some 50 m with stopping of some 1000 to 2000 tons of material from the last 25 m.

Minister of Mines Reports indicate the following production from the Independence adit.

Year	Tonnage	Grade
1932	76	1.0 oz/ton
1933	220	1.77 oz/ton
1935	10,000	0.50 oz/ton
1941	251	0.69 oz/ton

Gold production from the entire Orofino camp is reported by Hedley and Watson (1945) to be 24,058 tons yielding 8,858 ounces of gold and a minor amount of silver.

Precious metal production from the Fairview camp (Morning Star and Stemwinder) as reported on the Ministry of Mines and Petroleum Resources Preliminary Map No. 64 is 17,040 ounces gold and 169,497 ounces silver from 536,500 tons of mined and milled material.

More recent work began in 1981 and continued to 1984 under the direction of G. Crooker. During this period the property was geologically mapped and prospected with geochemical and geophysical surveys including magnetic and VLF-EM also performed. In 1986 and 1987 under the direction of P. Christopher additional geochemical and geophysical surveys were completed in addition to trenching and a diamond drilling program. The drilling consisted of a 23 hole, 4608 ft (1404.6 m) program concentrated on the Upper and Lower King veins. Drilling revealed a complex fault pattern with veins displaced left laterally by steep northeast faults. Some of the best gold values from the vein intersections are as follows:

Hole #	From/To (m)	Interval (m)	Type	oz Au/ton
87-1	49.40-50.00	0.60	Core	0.069
"	50.65-50.88	0.23	"	0.269
"	50.88-51.52	0.64	"	0.081
"	51.52-52.72	1.20	"	0.051
"	50.76-52.29	1.53	Sludge	0.069
87-2	63.26-64.79	1.53	"	0.101
87-3	31.10-32.62	1.52	"	0.079
87-4	43.85-45.10	1.25	Core	0.050
"	46.50-47.60	1.10	"	0.180
"	43.45-44.97	1.52	Sludge	0.055
"	46.49-48.02	1.53	"	0.096
87-5	23.00-24.00	1.00	Core	0.650
"	21.95-23.48	1.53	Sludge	0.054
"	23.48-25.00	1.52	"	0.866
87-7	31.50-32.50	1.00	Core	0.087
87-14	49.24-49.69	0.45	"	0.343
"	50.61-51.06	0.45	"	0.169
"	49.24-50.76	1.52	Sludge	0.142
"	50.76-52.29	1.53	"	0.074
87-17	4.34- 5.34	1.00	Core	0.144
"	3.96- 5.49	1.53	Sludge	0.261

All of these work programs have been directed on the MO and King claims with very little work done on the Orofino and Independence crown grants. These crown grants were the subject of most of the 1988 work program.

PROPERTY GEOLOGY

The property was not mapped during the course of the 1988 work, the following description is taken from the reports of Crooker and Christopher.

"The oldest rocks found on the property are quartzites of the Carboniferous Koban Quartzite, unit 0. The quartzites are generally massive and vary from grey to blue grey in colour.

Triassic quartzites of the Shoemaker formation (Unit 1) form two relatively narrow bands which strike west and northwest across the King and King #2 claims. The quartzites are light grey and vary from massive to thinly bedded. Most dips are from 70 to 80 to the southwest, although several dips to the northeast were observed.

Unit 2 is composed of rocks of altered dioritic composition. The rock types vary from massive coarse grained hornblende gabbros and biotite diorite to finer grained biotite schist. Patches of quartzite occur within the group which is bordered by the Triassic sediments to the north.

Members of the Okanagan Intrusives (Unit 3 and Unit 4) intrude the older rocks. The intrusives vary in composition from granite to diorite.

Unit 3 is generally a pinkish, medium grained diorite containing hornblende and biotite. This unit is often difficult to distinguish from the diorite of unit 2.

The granite (Unit 4) is generally light grey, porphyritic and coarse grained. It becomes more basic towards the contacts and contains some granodiorite. Biotite and hornblende are the main mafic constituents.

Several dikes (Unit 5) of granitic composition were mapped. The dikes are light grey in colour and fine grained. Minor disseminated pyrite was observed in the dikes. The dikes were observed cutting across unit 2.

Unit 6 is a medium grained, grey granodiorite with hornblende predominating over biotite.

Weathered vesicular basalt of the Marron Formation of Eocene or Oligocene age forms Unit 7. This unit is faulted against older rocks on the north and west sides of the claim block."

EXPLORATION PROGRAM

The 1988 exploration program consisted of an IP survey, trenching program, and sampling of the underground workings. Control was provided by the existing

Figure 4

LEGEND FOR TRENCH MAPS

7	basalt
6	granodiorite
5	granitic dyke (felsic)
4	granite
3	diorite
2c	gabbro
2b	quartz diorite
2a	diorite
1	quartzite
24°	strike and dip of quartz vein
42°	strike and dip of fracture
	shear system
16543 84ppb Au	chip or channel sample location with rock sample number and gold value
	overburden
bio	biotite
carb	carbonate
cgl	conglomerate
chl	chlorite
cpy	chalcopyrite
dior	diorite
ep	epidote
mag	magnetite
porph	porphyry
py	pyrite
qtz	quartz
sil	siliceous or silicified

(after G. Crooker)

flag line grid and a new grid which was flagged by Orequest to facilitate the IP survey. The new grid was necessary for establishing a 25 m station spacing as the old grid had stations every 20 m and was very difficult to follow.

The trenching was done using a Bantam C166 backhoe which removed the bulk of the overburden. The remaining loose, smaller debris was hand shovelled and followed by further cleaning with an air compressor leaving a clean, well exposed rock surface. A clay hardpan layer hindered the trenching program as it was not always possible to penetrate through the clay with the backhoe or by hand. The trenches were mapped, sampled and photographed before being back filled.

Underground sampling was done in the various adits when access was possible. Samples were taken from areas of previous high assays and from other areas of interest.

TRENCHING

The trenching program was concentrated on the Orofino and Independence crown grants. The scope of the program was to find extensions of the quartz veins seen in the old adits, test the IP chargeability and resistivity highs, and check some of the geochemical soil anomalies.

A total of 30 trenches, totalling 925 m in length, were excavated with 141 samples taken and sent for gold assay. Sampling of the trenches was done either by chipping across an interval or using a rock saw which cut a channel approximately 2 cm wide by 2 cm deep which was then chipped out. The majority of intervals were channel cuts. After the sampling and mapping was completed the

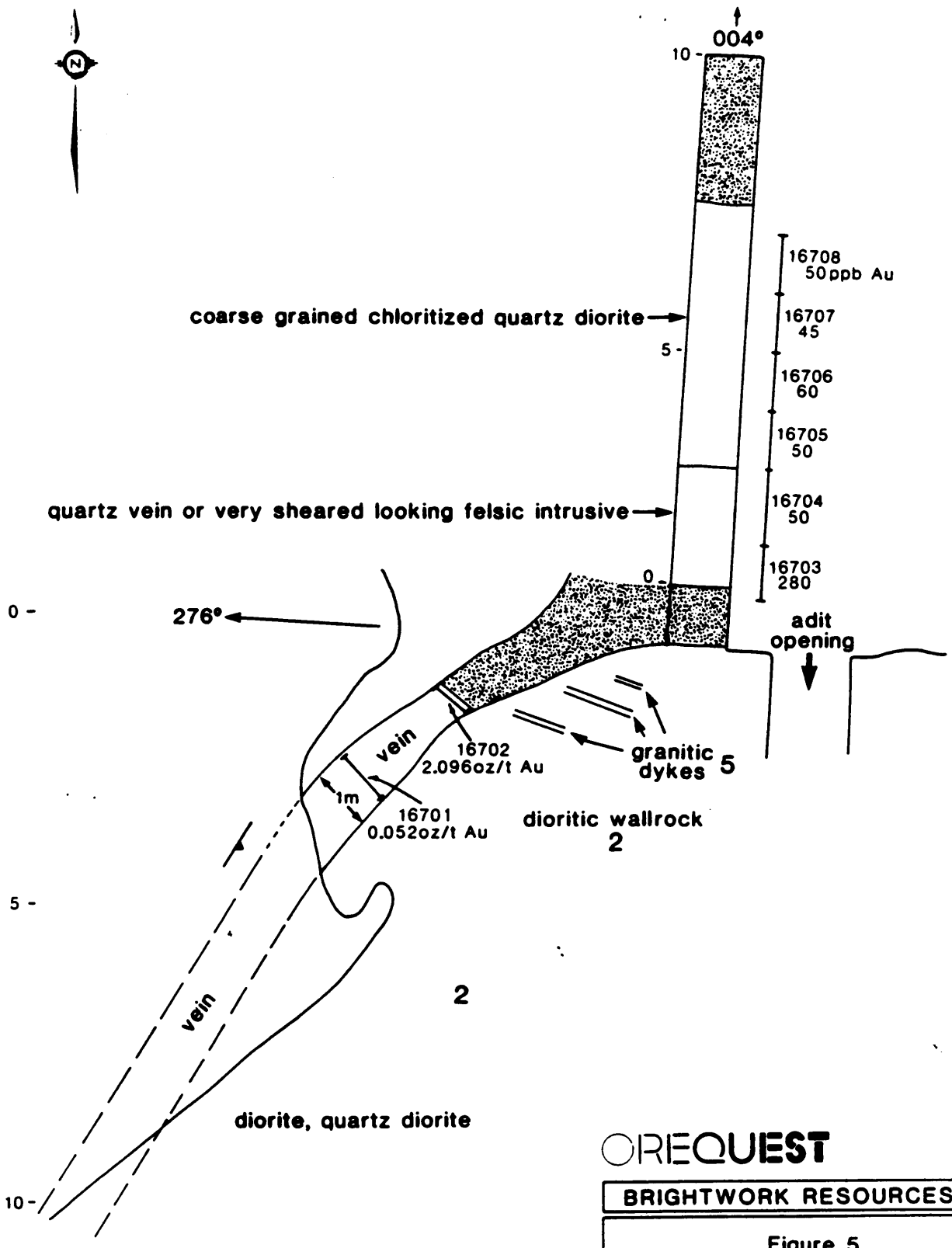

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Figure 5

OROFINO MOUNTAIN PROPERTY

TRENCH TR-88-01

British Columbia

November 1988 Drafting: BJM

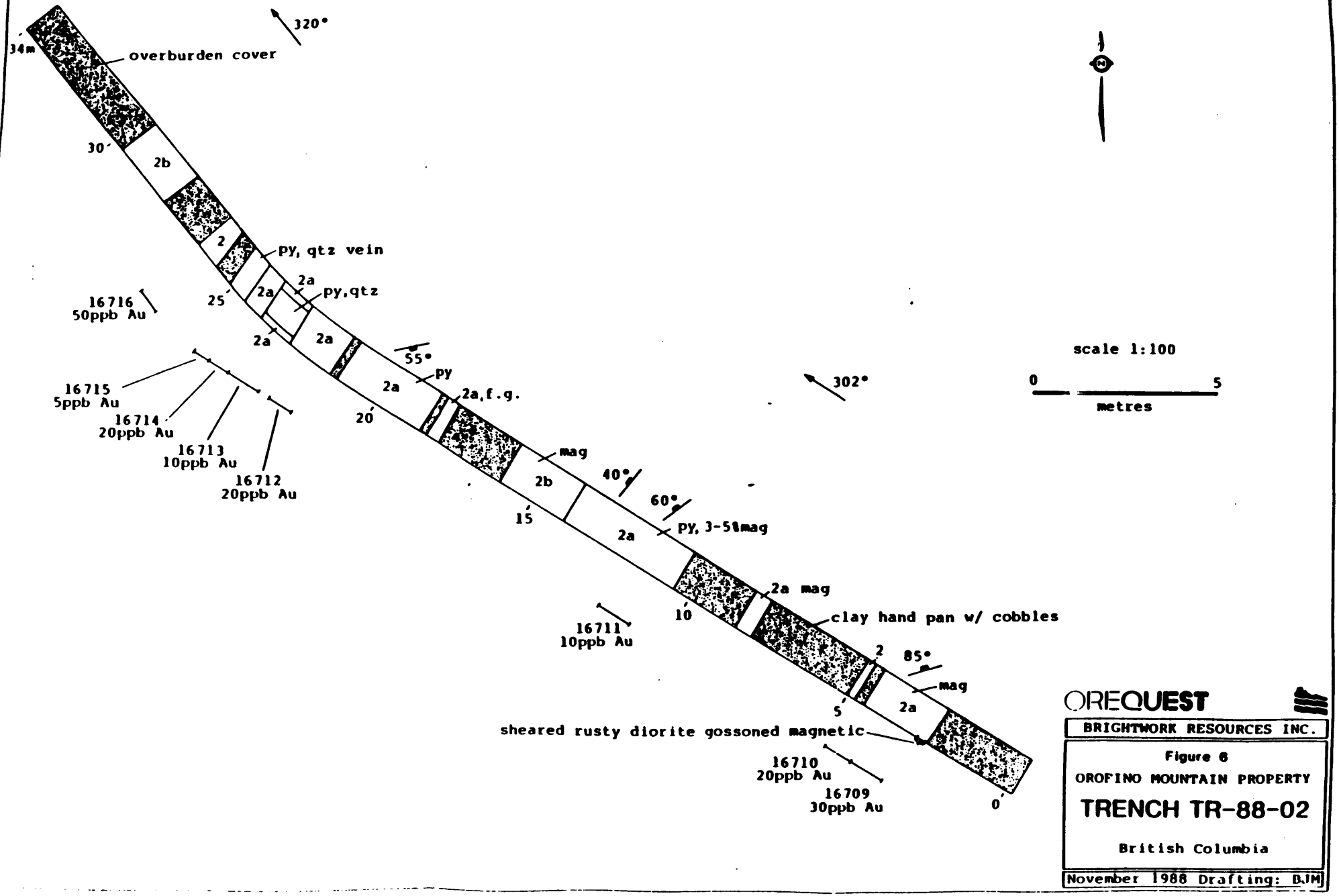

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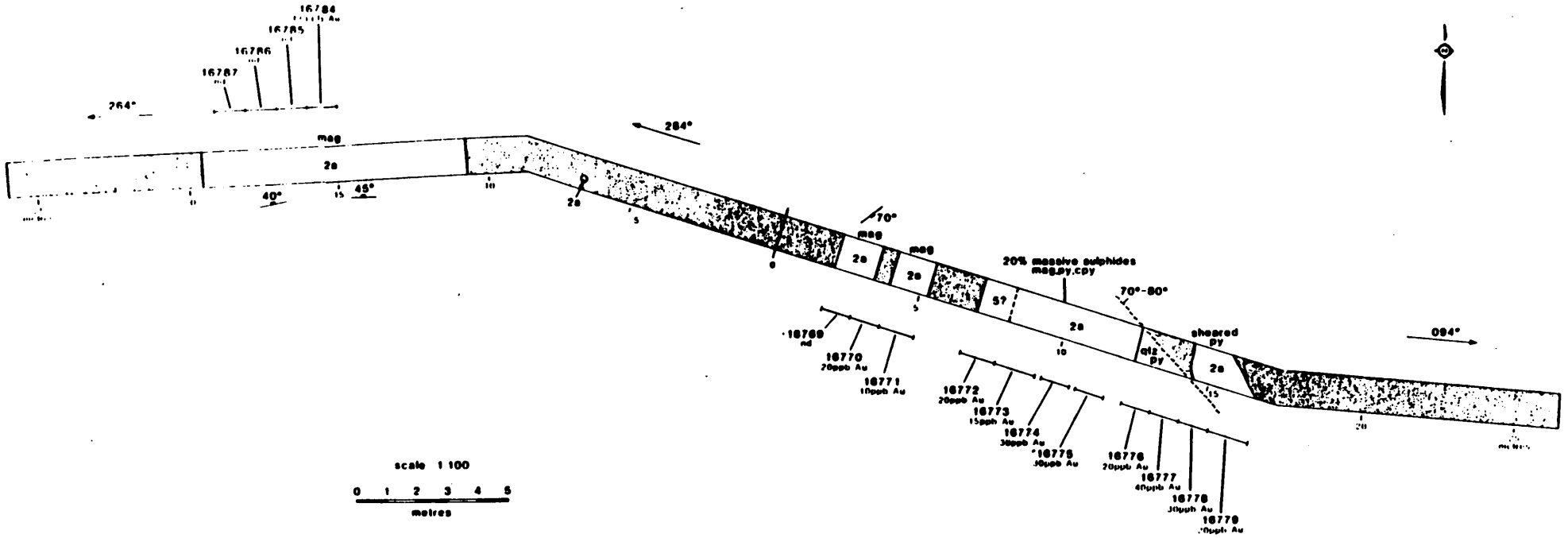
Figure 6

OROFINO MOUNTAIN PROPERTY

TRENCH TR-88-02

British Columbia

November 1988 Drafting: B.IH



REQUEST

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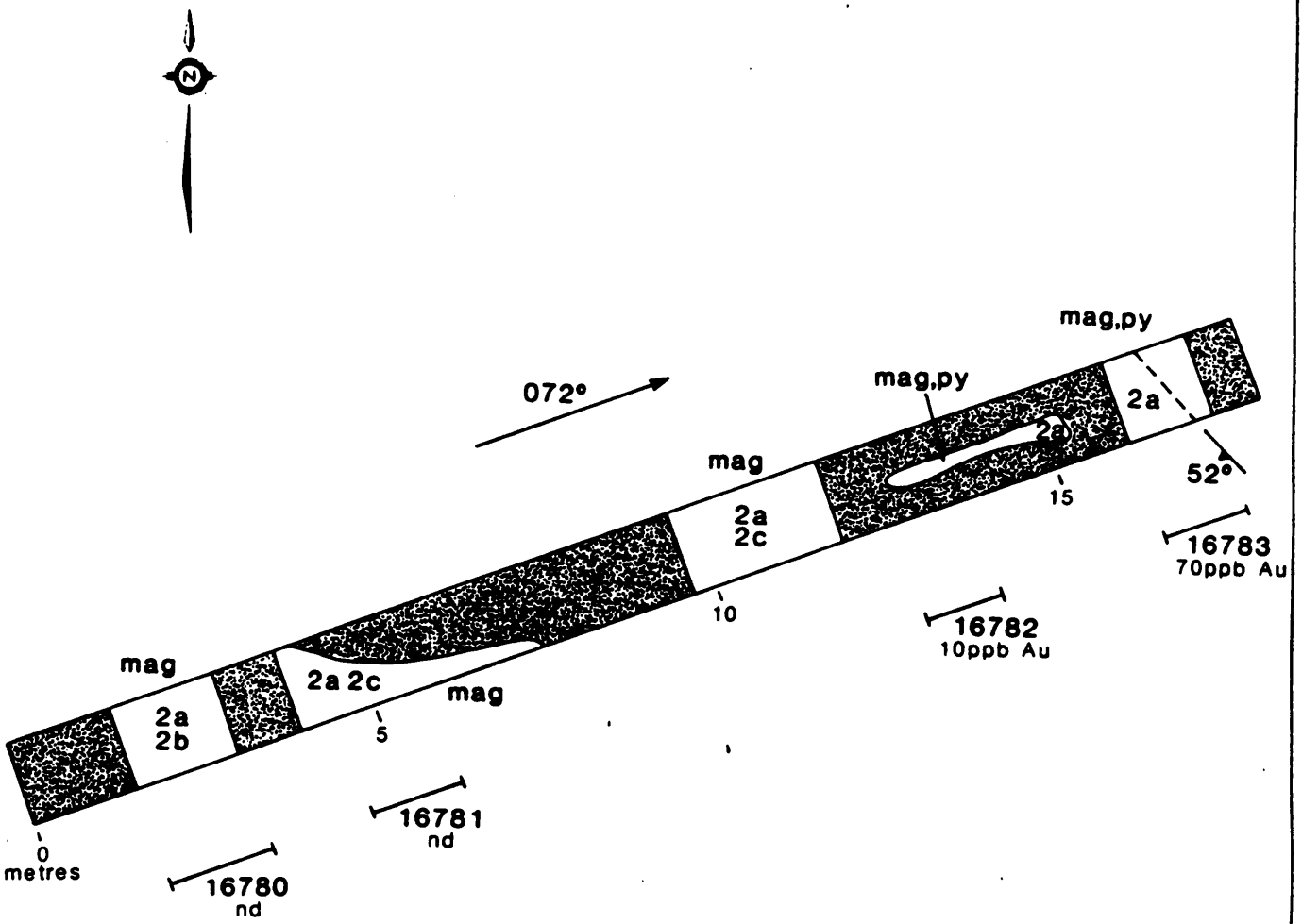
Figure 7

OROFINO MOUNTAIN PROPERTY

TRENCH TR-88-16

British Columbia
NTS 82 E/4&5



scale 1:100

0 1 2 3 4 5

metres

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Figure 8

OROFINO MOUNTAIN PROPERTY

TRENCH TR-88-17

British Columbia
NTS: 82 E/4&5

November 1988 Drafting: BJM

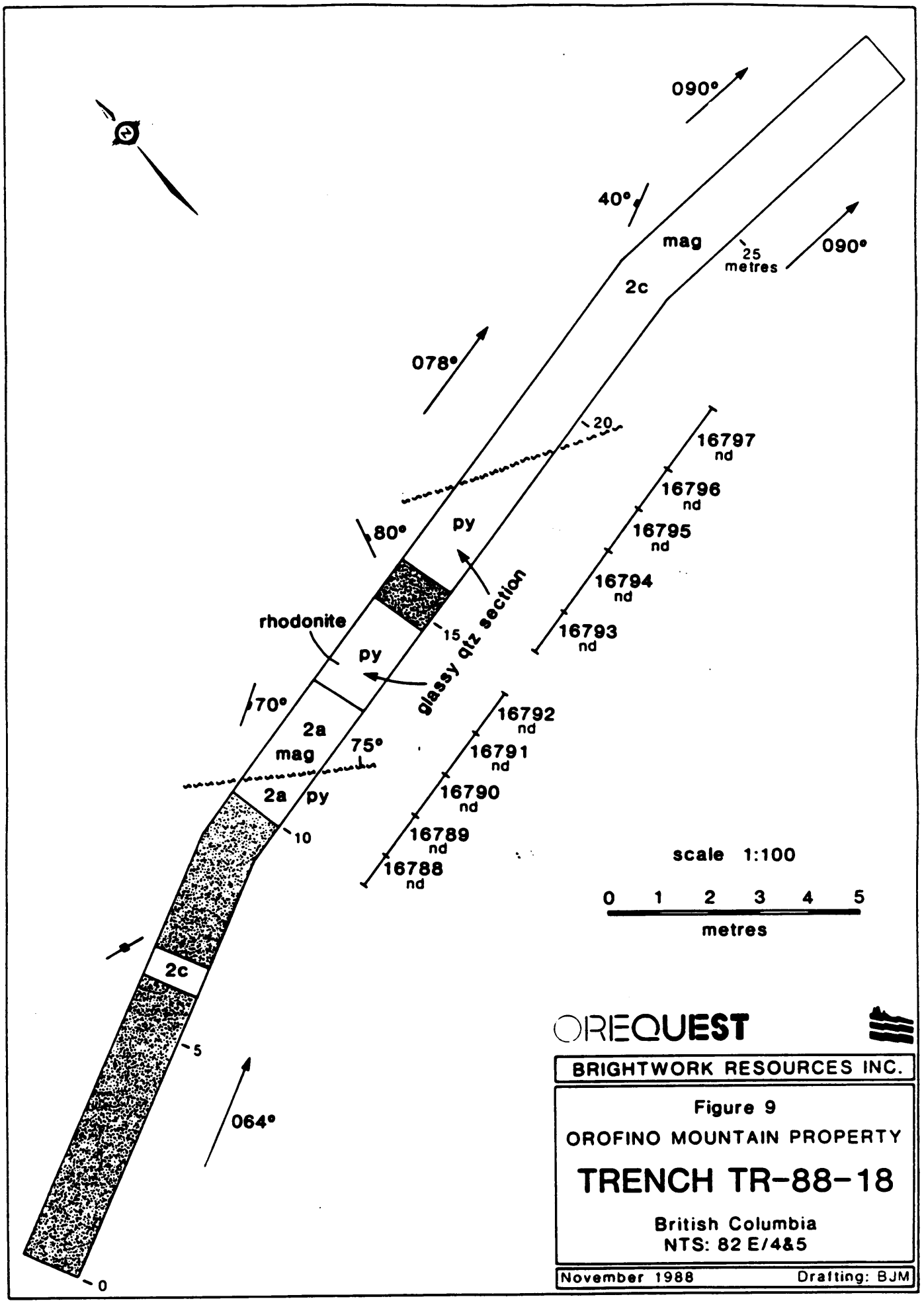
090°
40°
mag
25
metres
090°
2c
078°
20
16797
nd
16796
nd
16795
nd
16794
nd
16793
nd
80°
py
rhodonite
15
py
glassy qtz section
70°
2a
mag
75°
2a
py
10
16792
nd
16791
nd
16790
nd
16789
nd
16788
nd
scale 1:100
0 1 2 3 4 5
metres
2c
5
064°
0
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Figure 9
OROFINO MOUNTAIN PROPERTY
TRENCH TR-88-18
British Columbia
NTS: 82 E/4&5
November 1988
Drafting: BJM

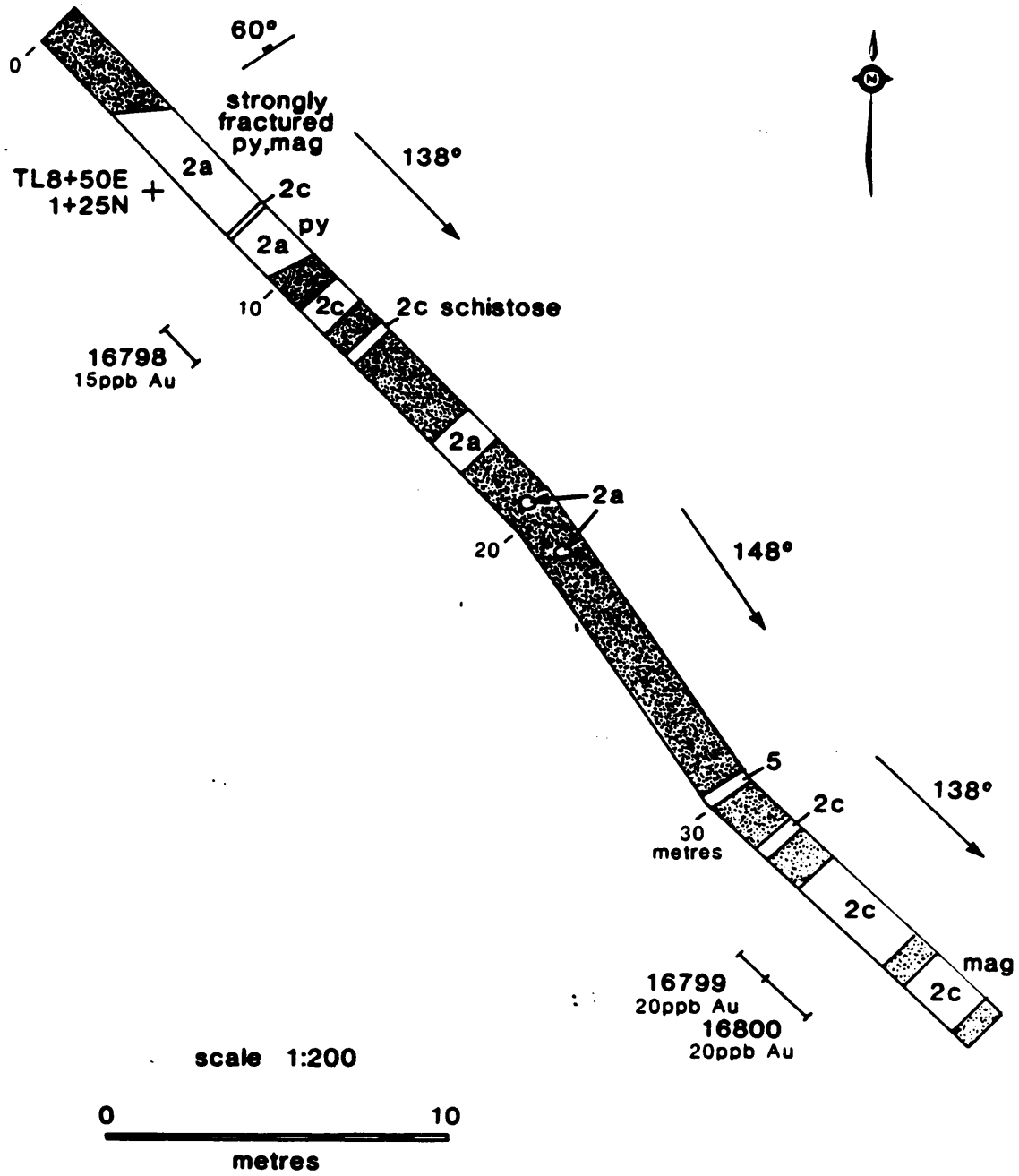

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Figure 10

OROFINO MOUNTAIN PROPERTY

TRENCH TR-88-19

British Columbia
NTS: 82 E/4&5

November 1988 Drafting: BJM

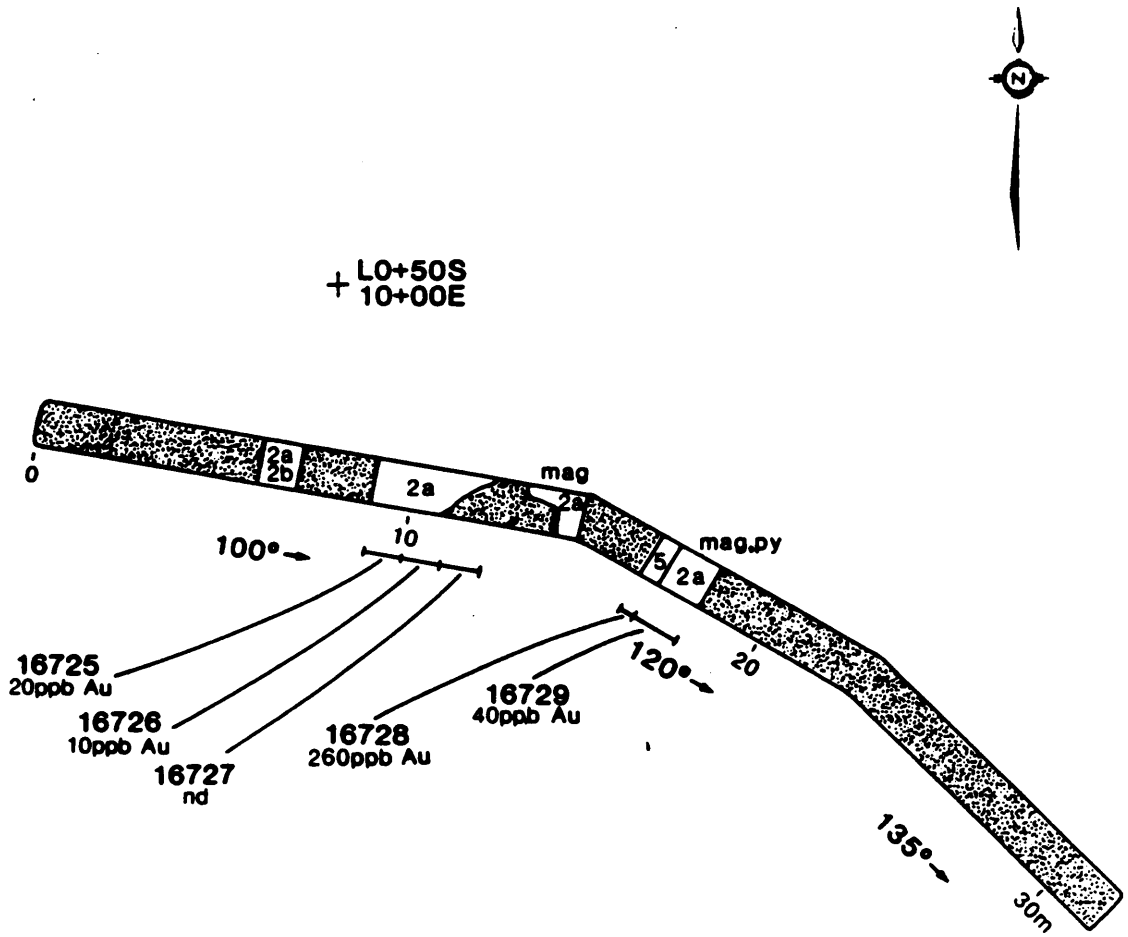
trenches were then backfilled with the disturbed area being seeded as part of the reclamation work.

In general the trenching program was not all that successful in delineating vein extensions. Part of this was due to the clay hardpan layer which may have covered some areas of quartz veining. Also projections to surface of a vein seen underground may result in the possible surface vein location being in an area that could not be reached by the backhoe. As was the case at the King showing, faulting has likely disrupted and offset the quartz veins on the Crown Grants.

Individual trench descriptions are not necessary, the following discussion is of groups of trenches, the targets sought, and the results received. Fig. 4 is the legend to be used for all the trench maps.

TR-88-01, 02, 16, 17, 18, 19

These trenches were all excavated proximal to the Upper Independence Adit in an attempt to trace along strike the vein seen there. Quartz veins were observed in TR-01, 02 and 16. The veining in TR-01 and 02 is from the northeasterly trending vein seen in the adit. The quartz vein seen in TR-16, emplaced along a shear zone does not follow any of the expected trends. The remainder of the trenches expose various altered phases of a dioritic intrusion which include diorite, quartz diorite, and gabbro, usually chloritized with or without epidote. There was a clear to darkish quartz interval observed in trench #18 with some minor banded pyrite. This quartz is more of a high temperature glassy variety as opposed to the milky white more typical "vein" material.



scale 1:200

0 10

metres

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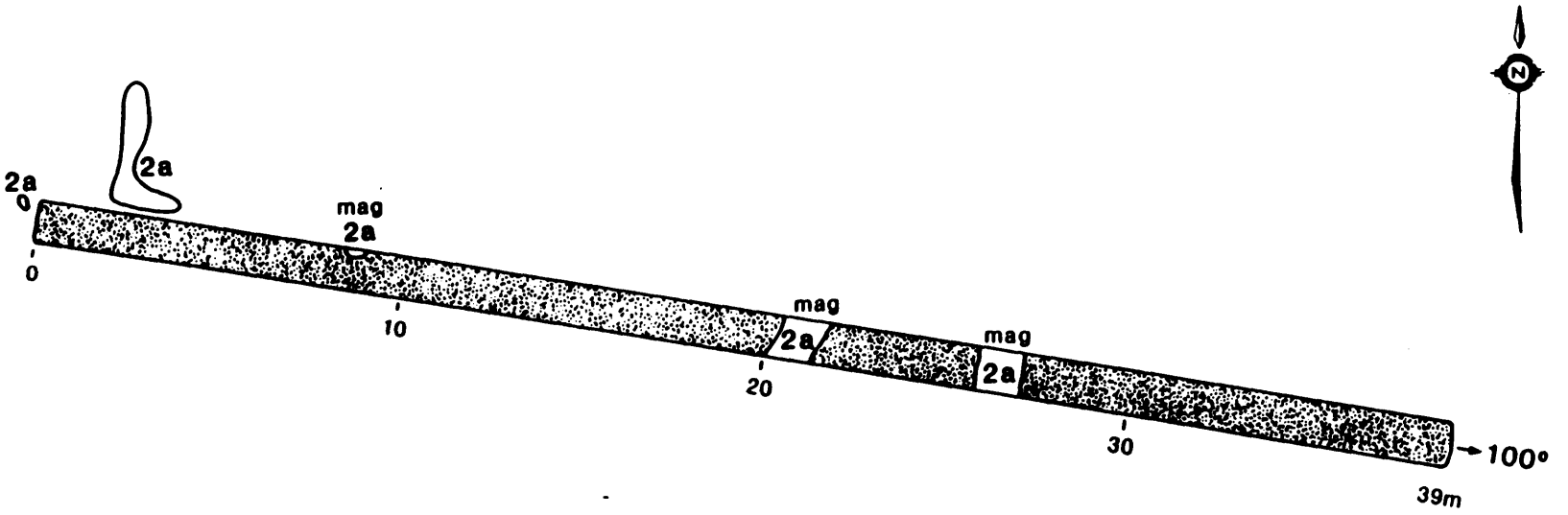
Figure 11

OROFINO MOUNTAIN PROPERTY

TRENCH TR-88-06

British Columbia

November 1988 Drafting: BJM



no samples taken for assay

scale 1:200

0 10

metres

REQUEST

BRIGHTWORK RESOURCES INC.

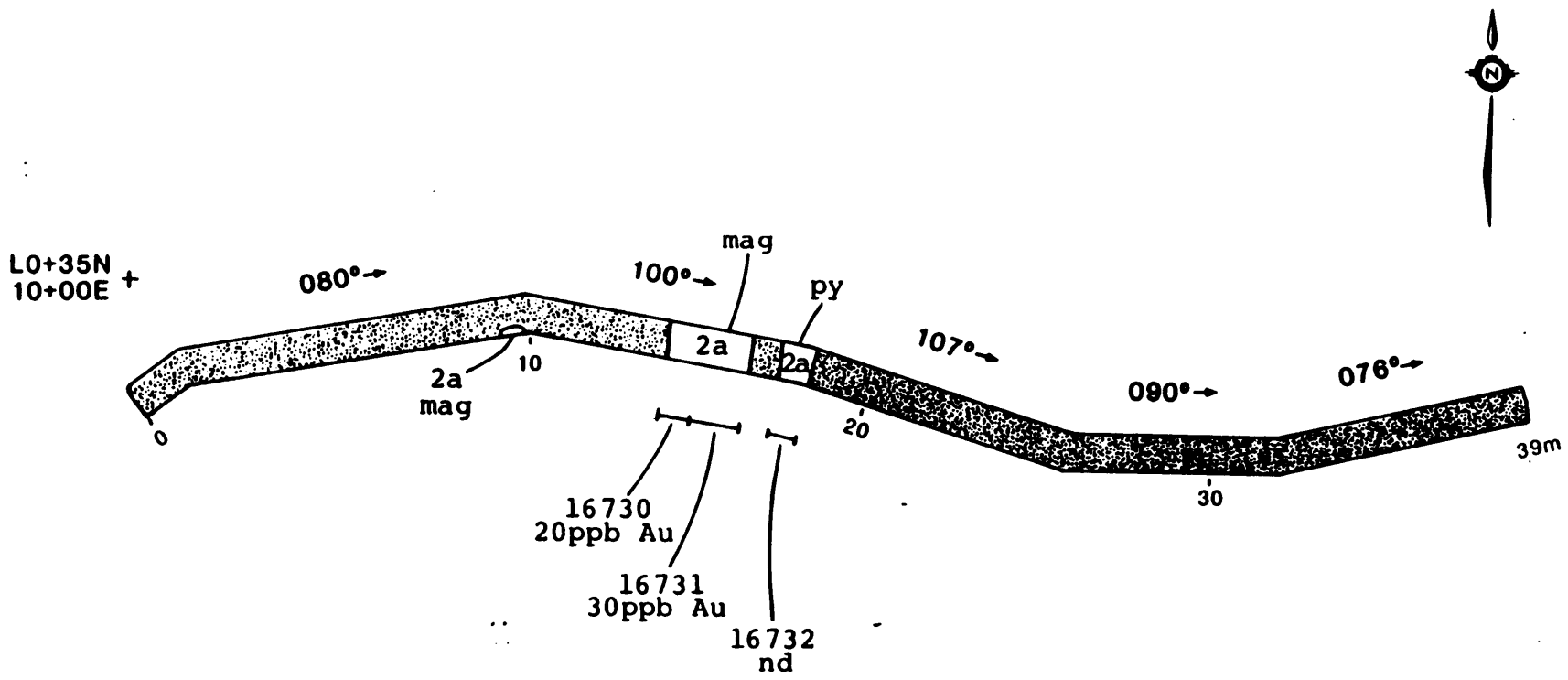
Figure 12

OROFINO MOUNTAIN PROPERTY

TRENCH TR-88-07

British Columbia

November 1988 Drafting: BJM



scale 1:200

0 10

metres

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BRIGHTWORK RESOURCES INC.

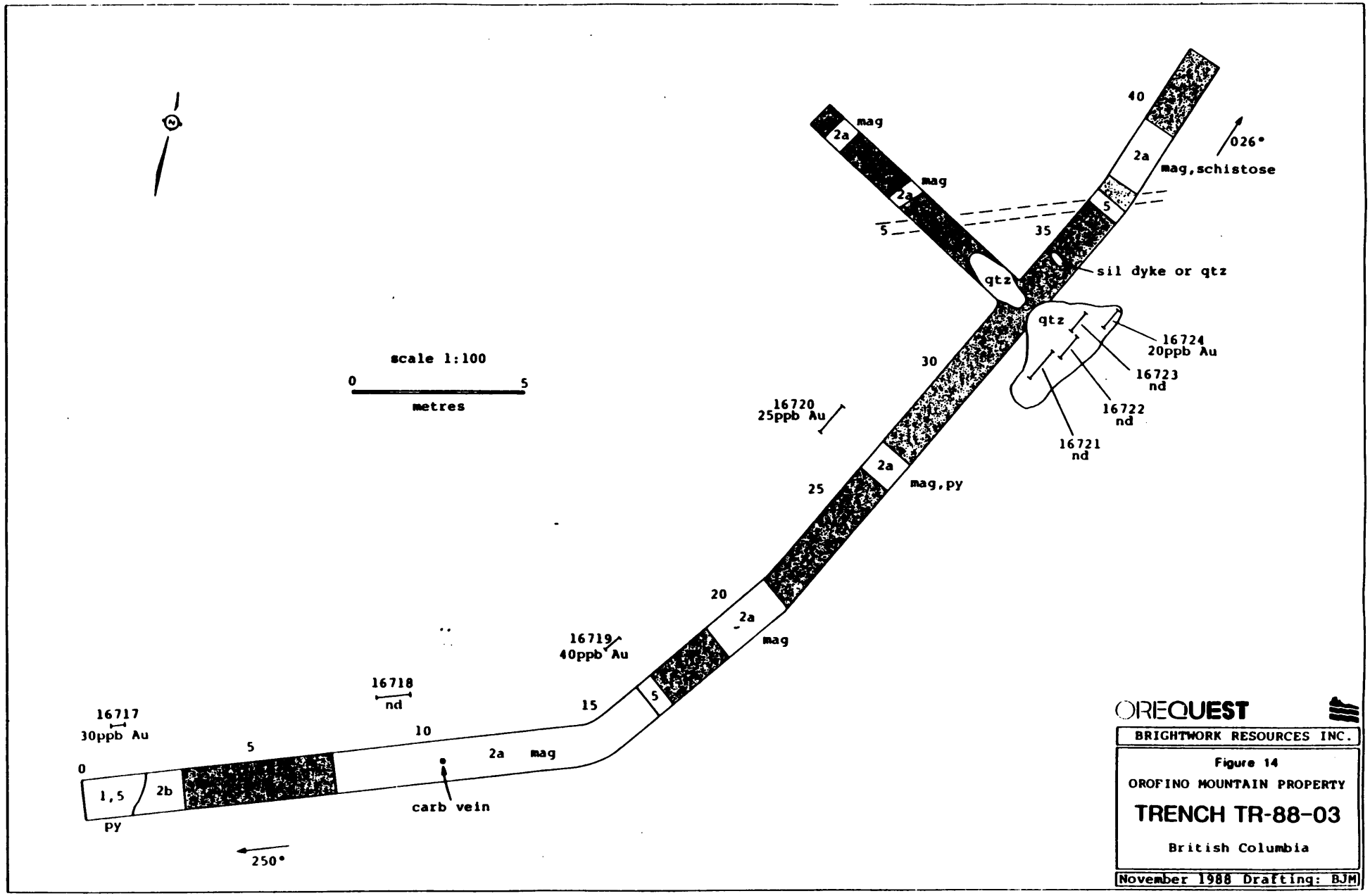
Figure 13

OROFINO MOUNTAIN PROPERTY

TRENCH TR-88-08

British Columbia

November 1988 Drafting: BJM


scale 1:100
0
5
metres
mag
2a
mag
2a
5
40
2a
mag,schistose
026°
35
5
sil dyke or qtz
qtz
qtz
16724
20ppb Au
16723
nd
16722
nd
16721
nd
30
16720
25ppb Au
2a
mag,py
25
20
2a
mag
16719
40ppb Au
16718
nd
15
5
16717
30ppb Au
10
5
2a
mag
0
1,5
2b
py
carb vein
250°
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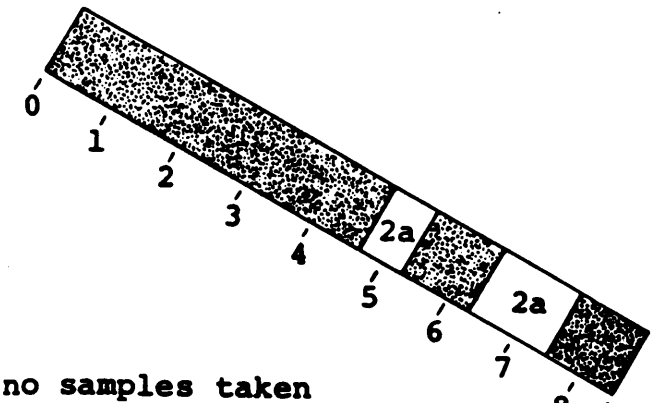
BRIGHTWORK RESOURCES INC.
Figure 14
OROFINO MOUNTAIN PROPERTY
TRENCH TR-88-03
British Columbia
November 1988 Drafting: BJM

TR-88-05



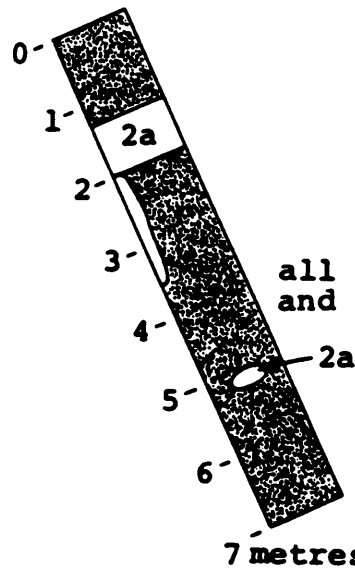
no samples taken

scale 1:100

0 5

metres

TR-88-04



no samples taken

all fine grained chloritized and weakly sheared diorite

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Figure 15

OROFINO MOUNTAIN PROPERTY

TRENCHES TR-88-04 and 05

British Columbia

November 1988 Drafting: BJM

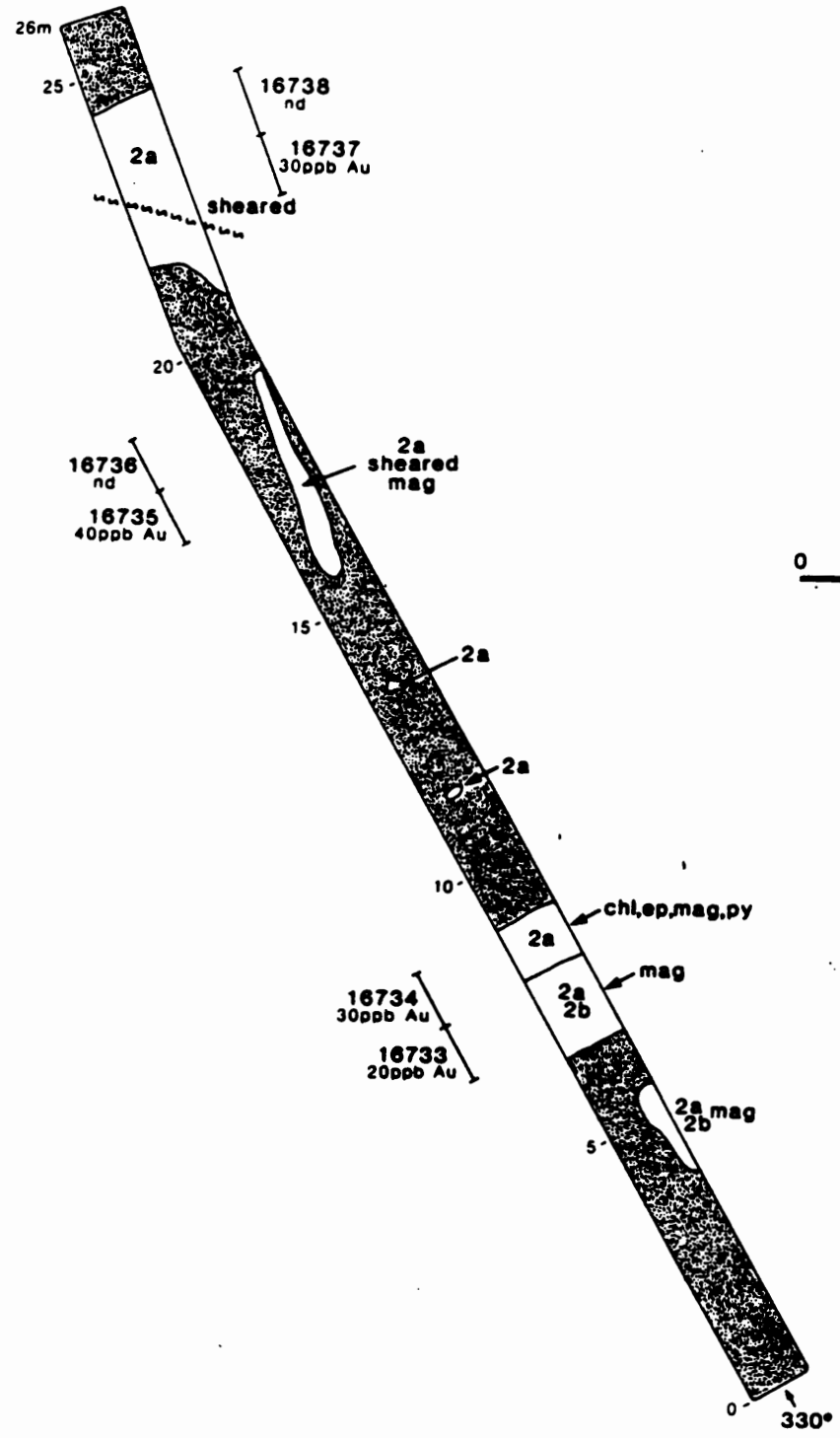
TR-01 gave the best results, from two samples taken of the vein exposed at the entrance to the adit. Sample # 16701, a 1 m channel sample of a barren looking vein assayed 0.052 oz/ton gold while sample # 16702, a 0.7 m chip taken from the same spot as sample #K-31 which assayed 1.10 oz/ton gold (Crooker 1981) assayed 2.096 oz/ton gold. The remaining sample from these trenches ranged from nil to 240 ppb gold.

TR-88-06,07,08

These three trenches are placed over some of the IP survey resistivity highs in an attempt to explain the source of the higher readings. All three trenches exposed fine to coarse grained chloritized diorite with varying degrees of magnetite content. The resistivity highs are probably related to the magnetite, with the areas devoid of mineralization being the most resistive rock. Results from all three trenches are quite low, a small felsic dyke on trench 6 gave the highest gold value that being 260 ppb from a 0.6 m chip sample.

TR-88-03, 04, 05

These trenches were excavated around a small amount of quartz exposed near the Orofino adit. A glassy looking quartz rich rock was found at the west end of TR-03 with a 4 m wide quartz interval near the east end. Results from these areas were low, ranging from nil to 30 ppb gold as were samples taken from other areas of the trenches. The big quartz vein seen in TR-03 is on a similar trend to that in TR-16 and may be the same vein.



scale 1:100

0 1 2 3 4 5

metres

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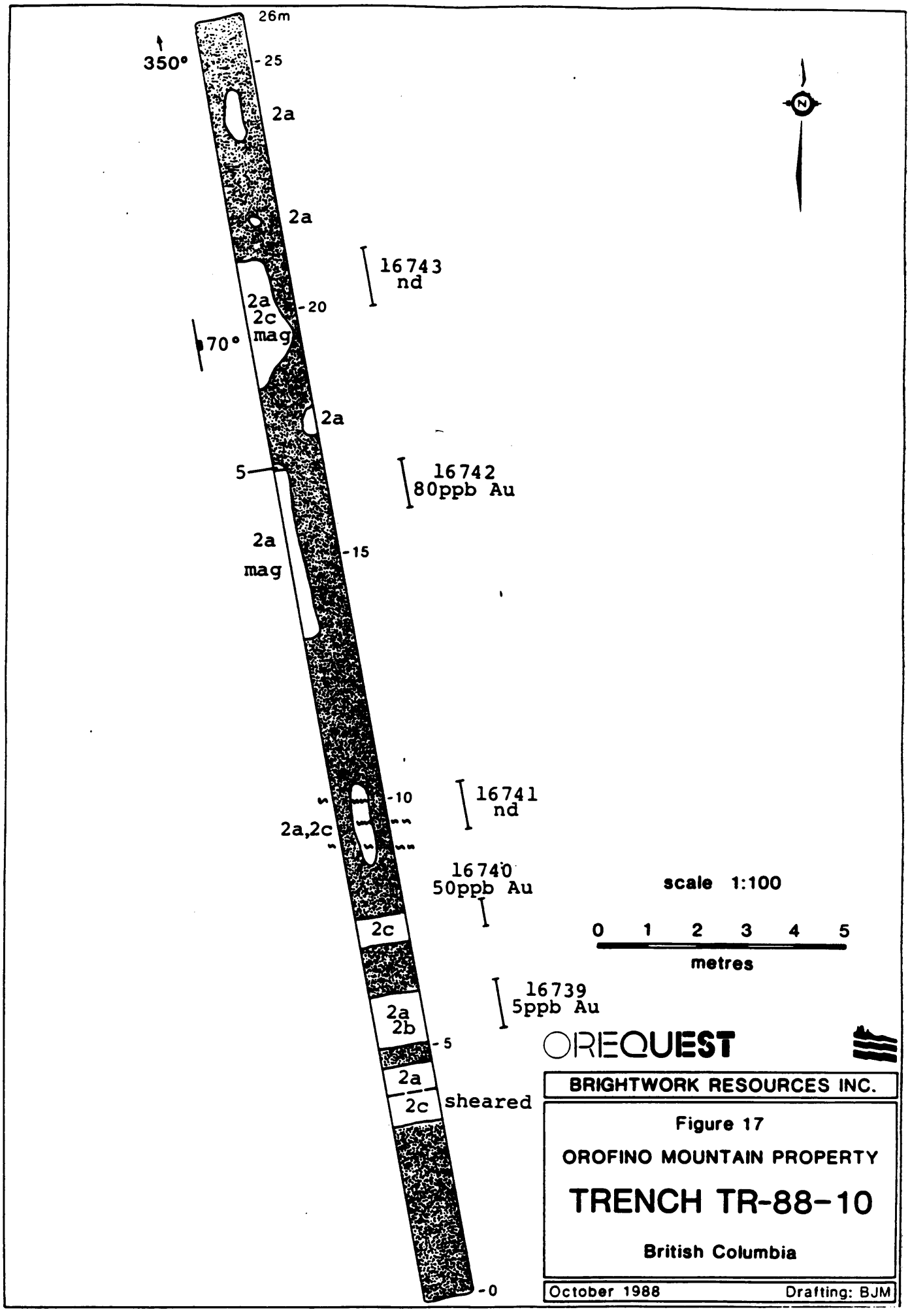
Figure 16

OROFINO MOUNTAIN PROPERTY

TRENCH TR-88-09

British Columbia

November 1988 Drafting: BJM


26m
350°
-25
2a
2a
16743
nd
2a
2c
mag
-20
70°
2a
5
16742
80ppb Au
2a
mag
-15
-10
16741
nd
2a,2c
16740
50ppb Au
2c
16739
5ppb Au
2a
2b
-5
2a
2c
sheared
-0
scale 1:100
0 1 2 3 4 5
metres
OREQUEST
BRIGHTWORK RESOURCES INC.
Figure 17
OROFINO MOUNTAIN PROPERTY
TRENCH TR-88-10
British Columbia
October 1988
Drafting: BJM

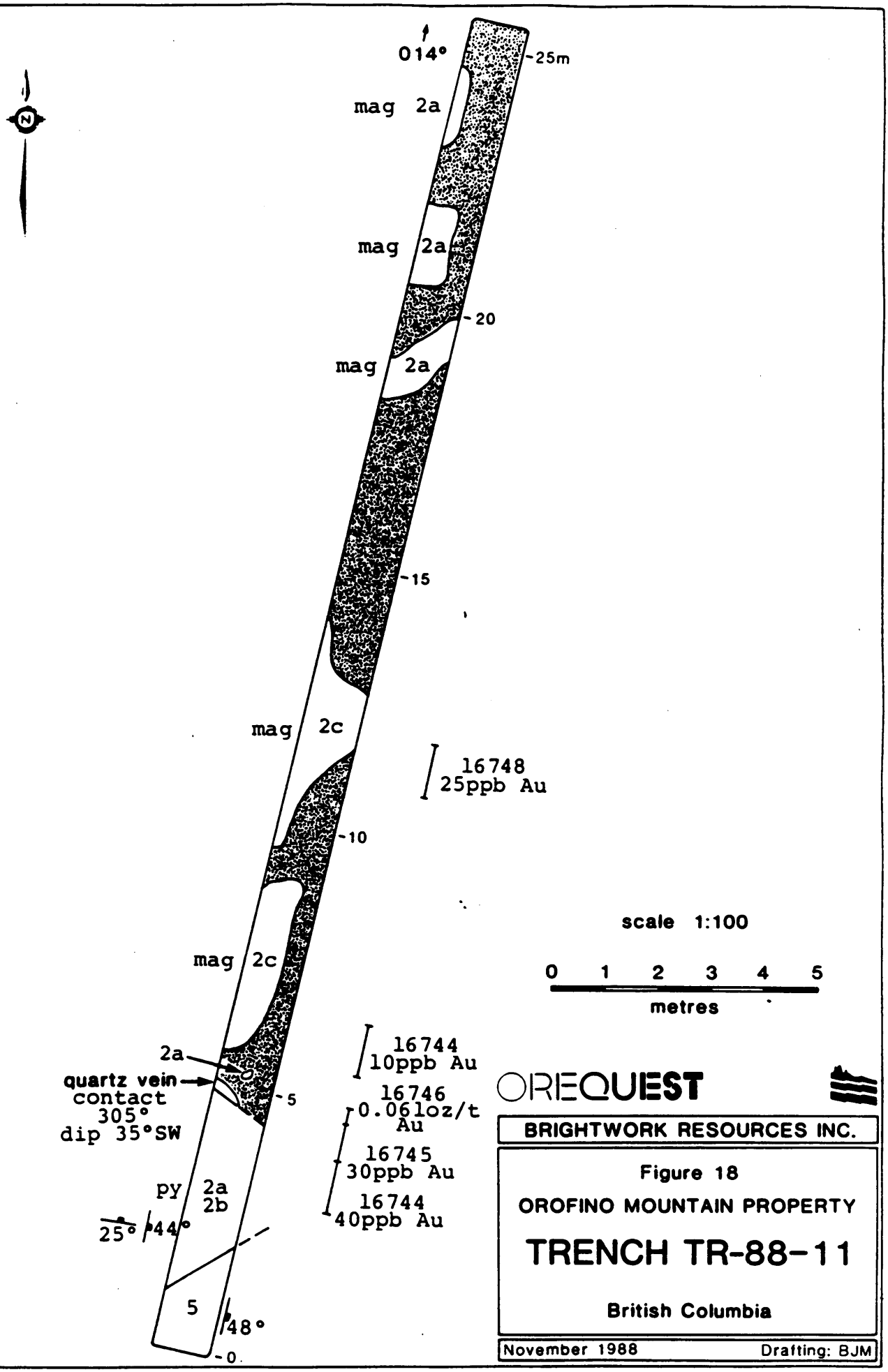


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Figure 18

OROFINO MOUNTAIN PROPERTY

TRENCH TR-88-11

British Columbia

November 1988 Drafting: BJM

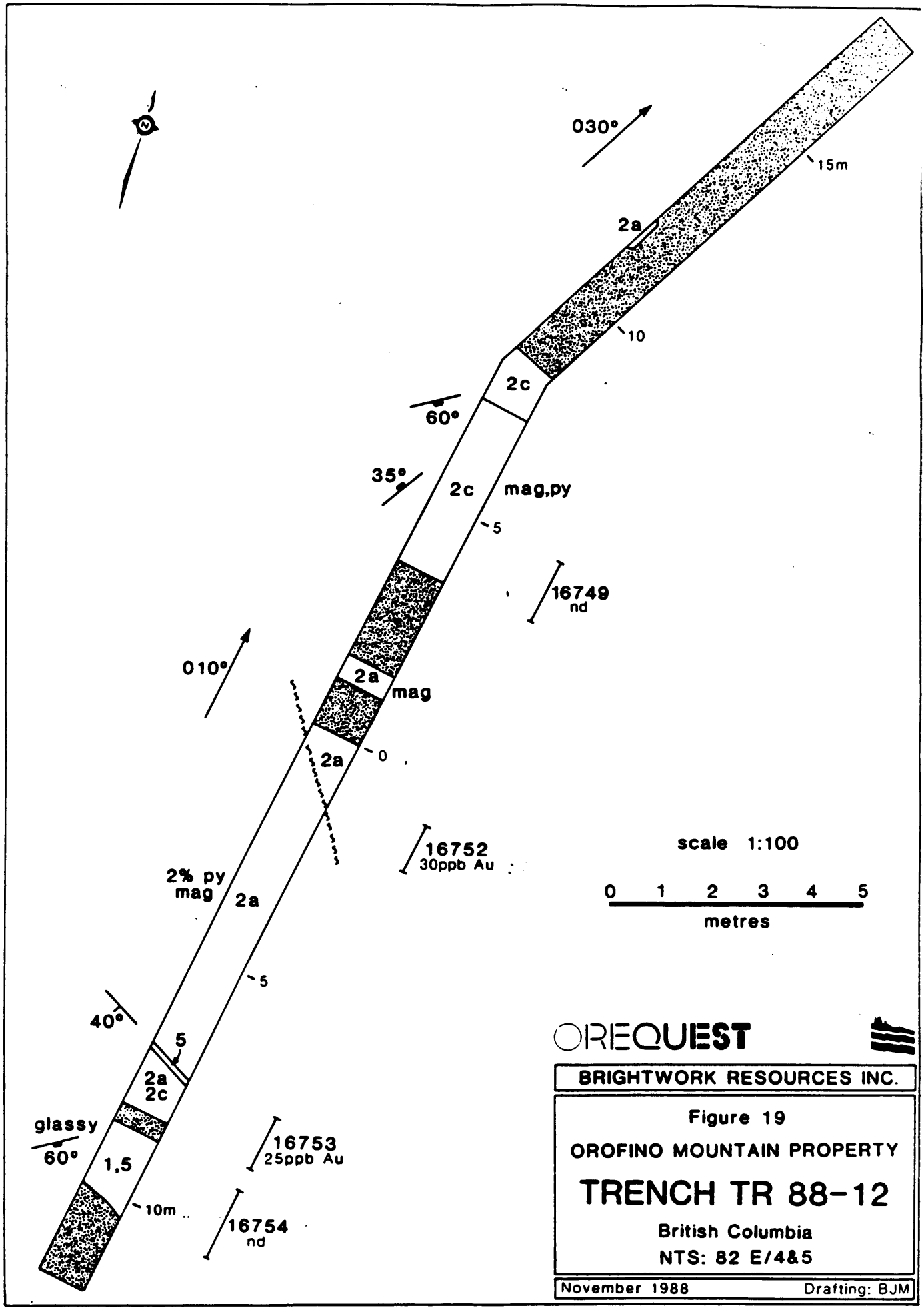

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Figure 19

OROFINO MOUNTAIN PROPERTY

TRENCH TR 88-12

British Columbia

NTS: 82 E/4&5

November 1988 Drafting: BJM

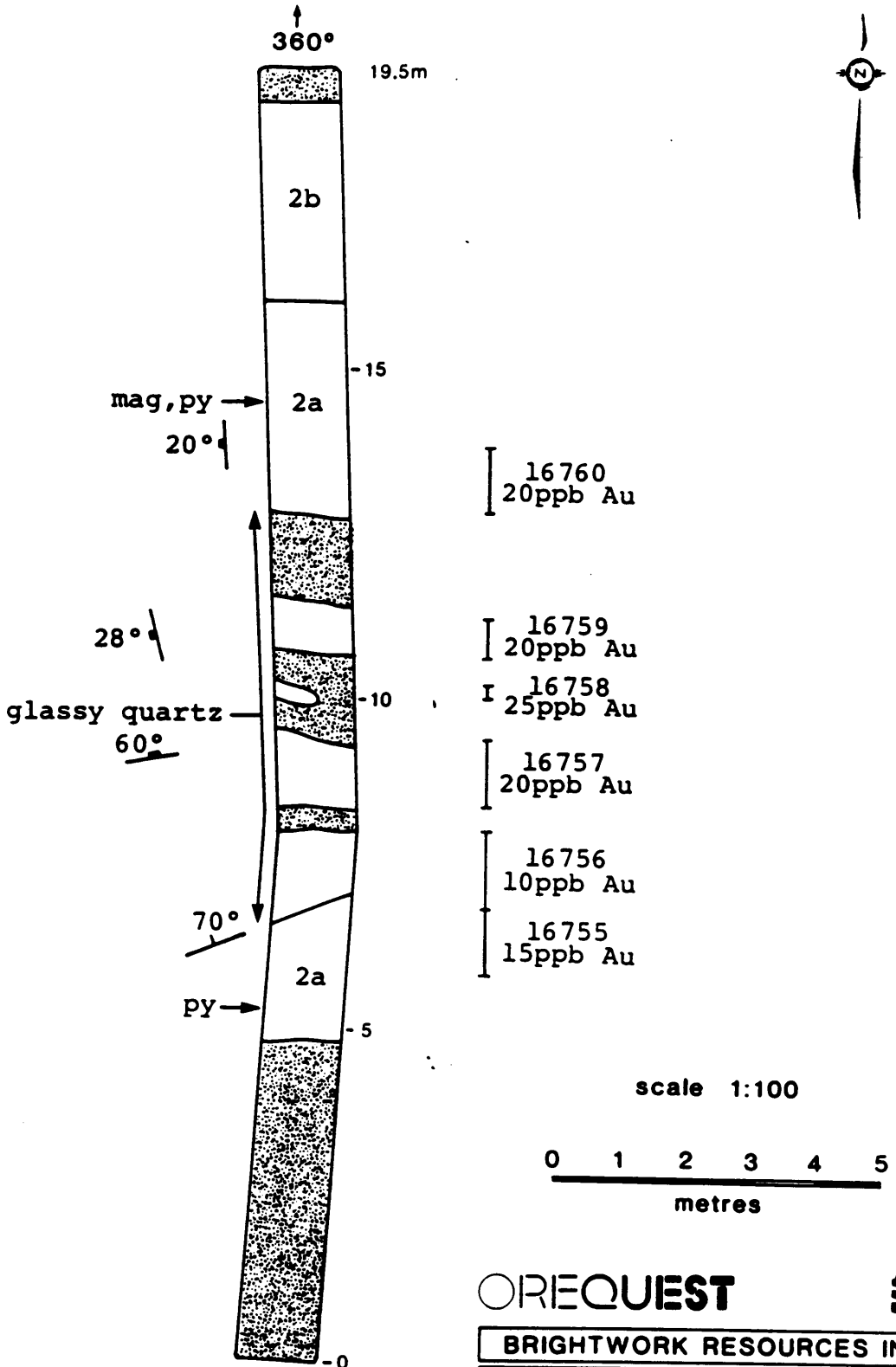

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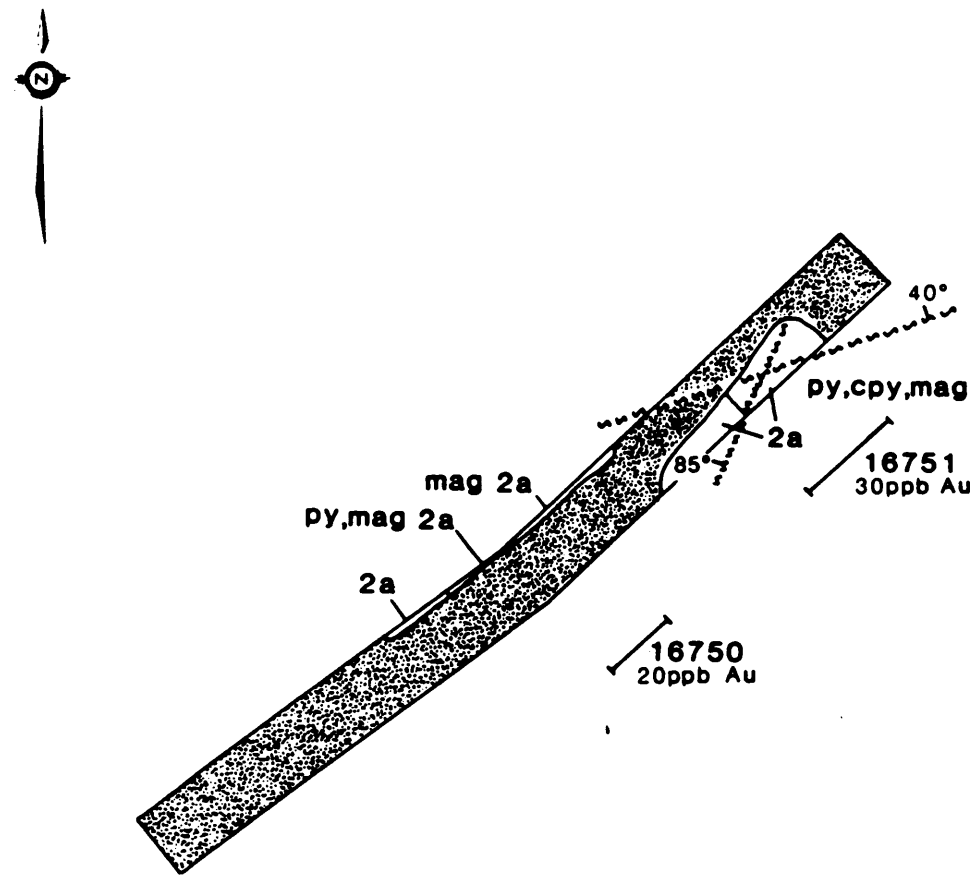
Figure 20

OROFINO MOUNTAIN PROPERTY

TRENCH TR-88-13

British Columbia

November 1988 Drafting: BJM



scale 1:100

0 5

metres

OREQUEST

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Figure 21

OROFINO MOUNTAIN PROPERTY

TRENCH TR-88-14

British Columbia
NTS: 82 E/4&5

November 1988 Drafting: BJM

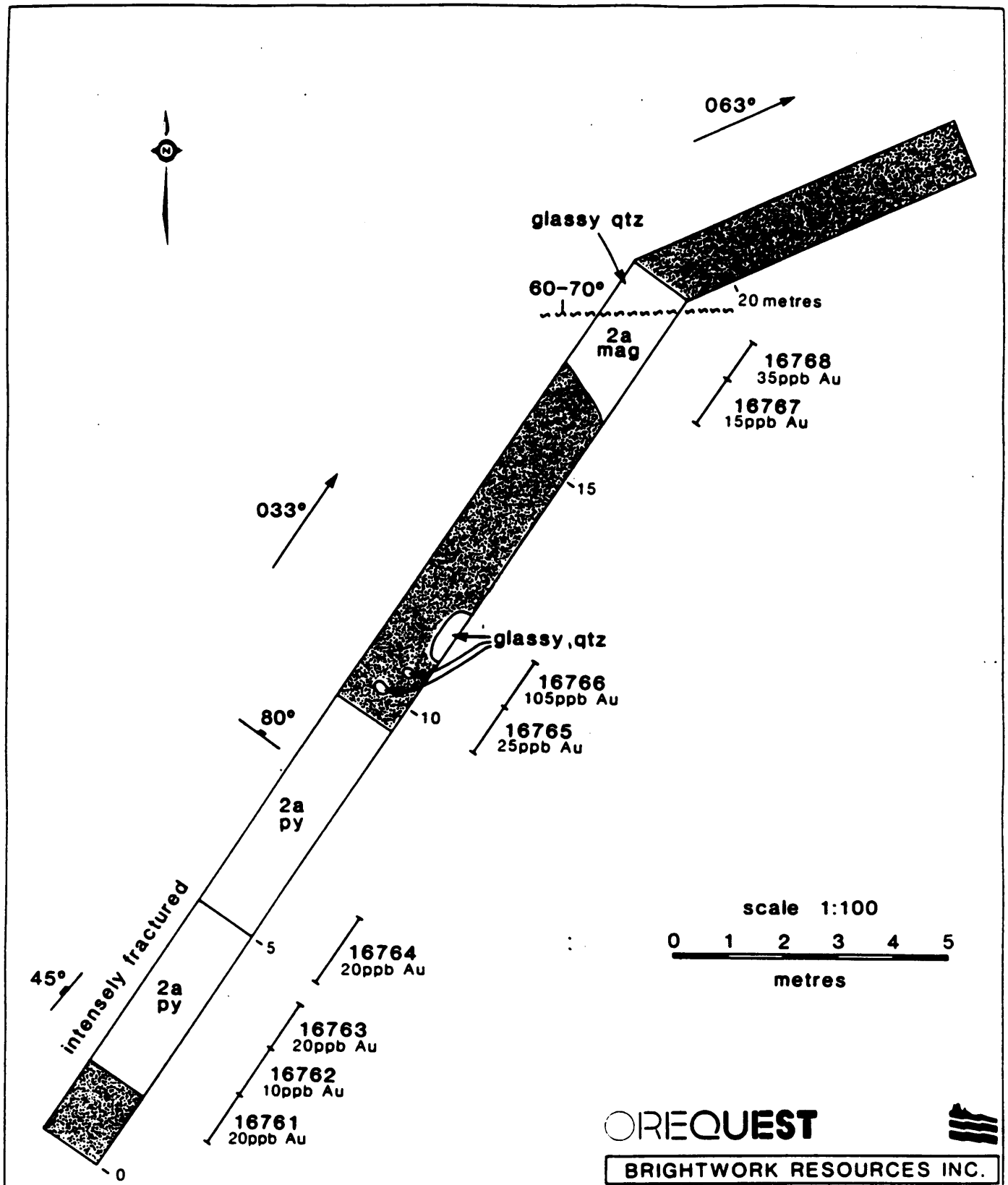

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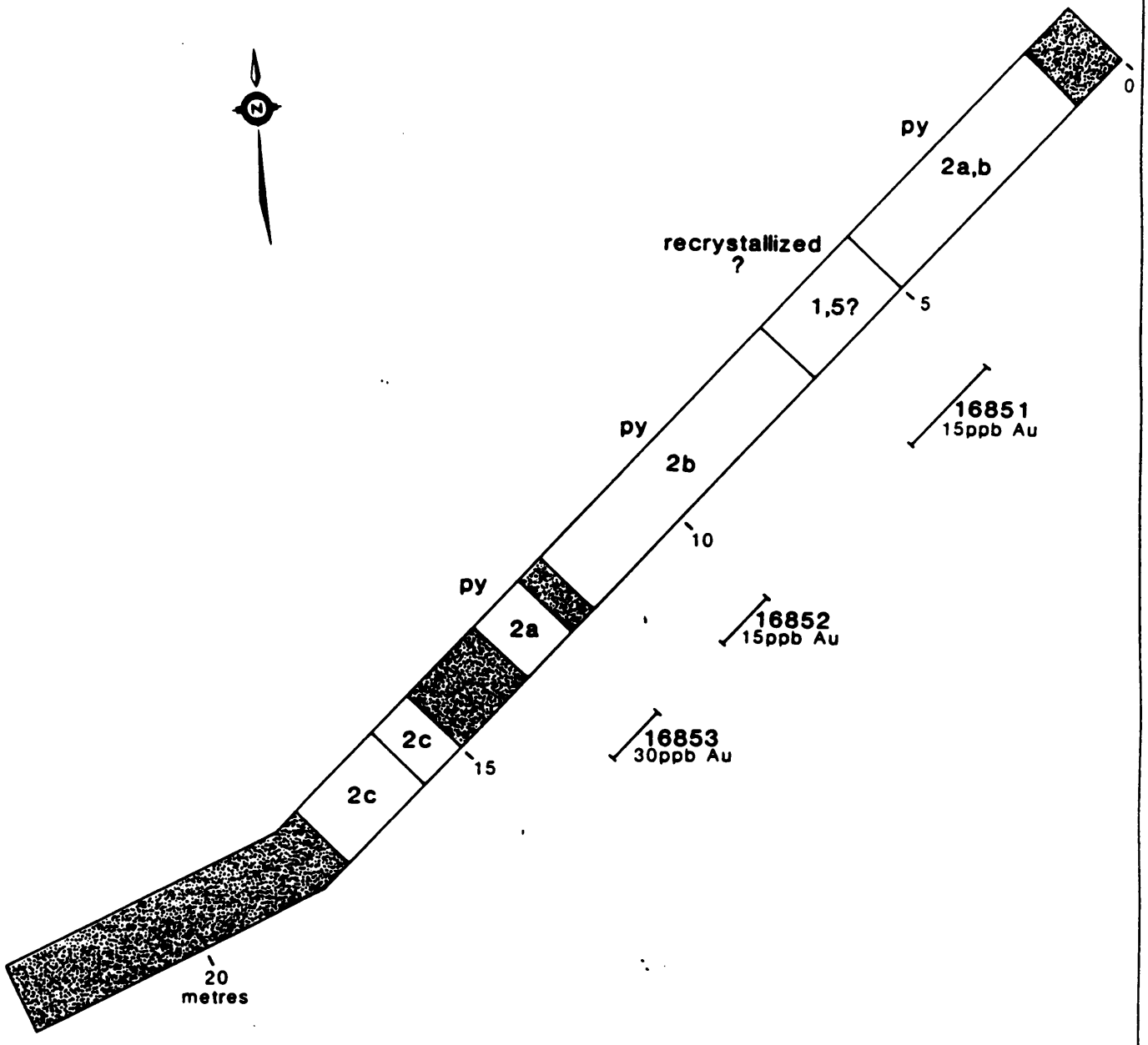
Figure 22

OROFINO MOUNTAIN PROPERTY

TRENCH TR-88-15

British Columbia
NTS: 82 E/4&5

November 1988 Drafting: BJM



scale 1:100

0 1 2 3 4 5

metres

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Figure 23

OROFINO MOUNTAIN PROPERTY

TRENCH TR-88-20

British Columbia
NTS: 82 E/4&5

November 1988 Drafting: BJM

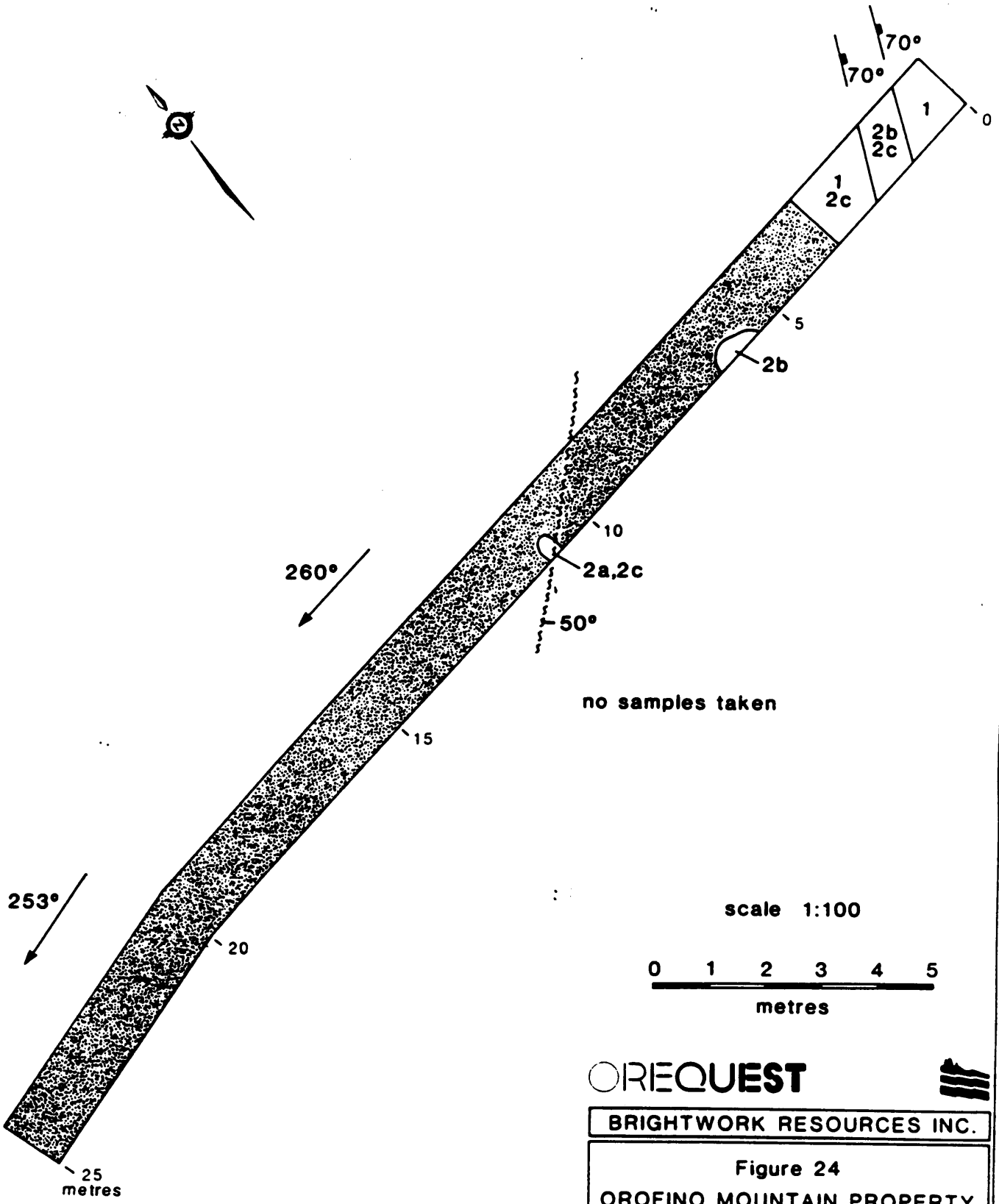

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Figure 24

OROFINO MOUNTAIN PROPERTY

TRENCH TR-88-21

British Columbia
NTS: 82 E/4&5

November 1988 Drafting: BJM

TR-88-09, 10, 11, 12, 13, 14, 15

The first three trenches were placed to test a possible southwesterly trending vein, linking the shaft at the Orofino adit with an unnamed shaft on a hill, about 180 m to the southwest and passing through the quartz exposed in a small pit near TR-03, 04 and 05. No quartz veins were exposed to indicate a trend, later examination of the Orofino adit indicates a northwesterly trending vein.

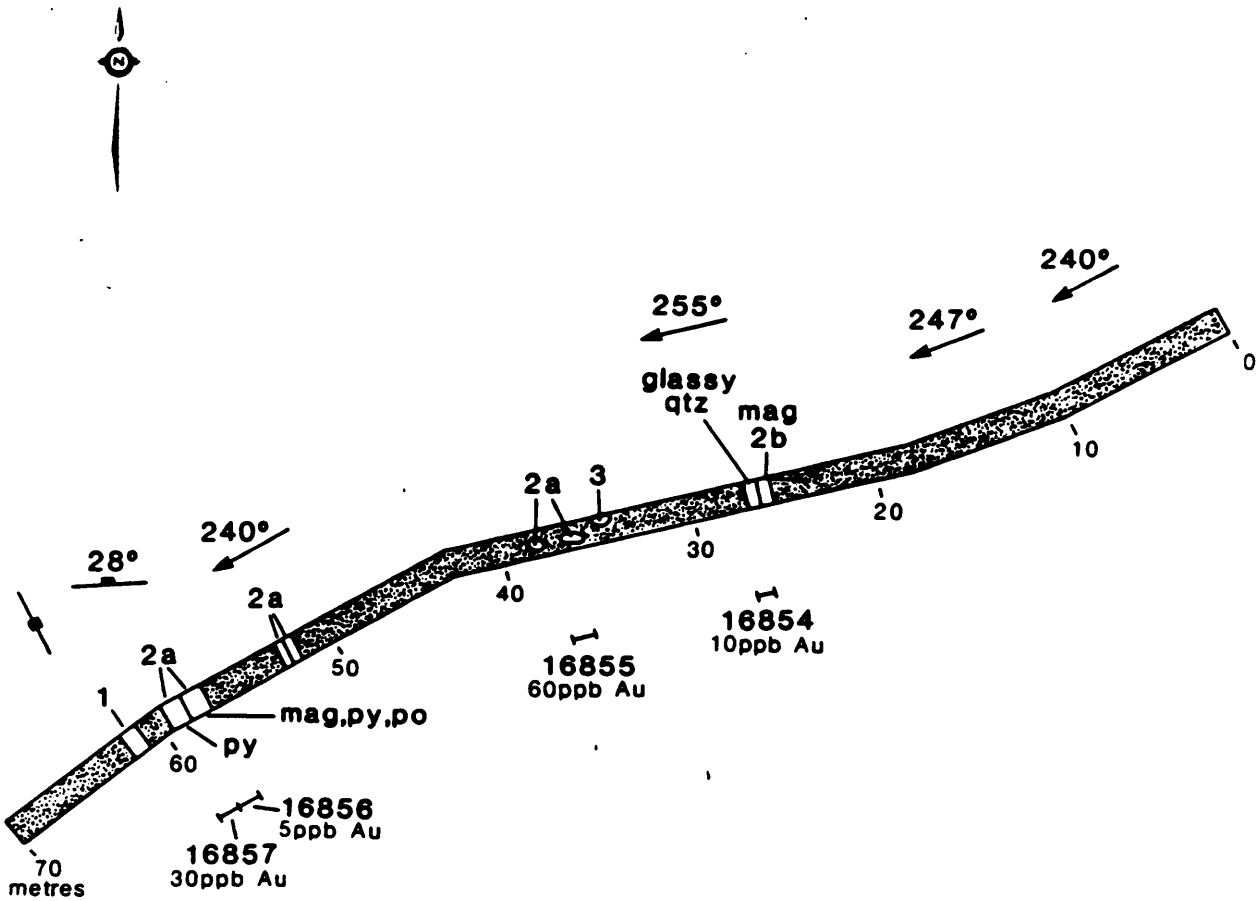
Some quartz in a shear zone was seen in the walls of the small unnamed shaft indicating a west-northwest trend. A 0.3 m wide extension of this vein was sampled in TR-11 and assayed 0.061 oz/ton gold. Extensions of this vein were tested by TR-12, 13 and 15 all of which contained intervals of glassy, clear quartz, not like the milky white quartz seen in the shaft. The highest assay from these sections was that of 105 ppb in TR-15, with the remaining results quite low. TR-14 was excavated by a small outcrop of glassy quartz trending east-northeast.

TR-88-20, 21

Weakly mineralized and sheared quartzite and gabbro exposed on a road cut with a geochemical soil anomaly was the target of these trenches. Deep overburden prevented good exposure, especially in TR-21, but both lithologies were uncovered. Results of the samples taken were low.

TR-88-22

A subtle IP chargeability anomaly was the target for this trench. Again overburden depth severely hampered the trenching resulting in minimal rock



scale 1:400

0 10 20

metres

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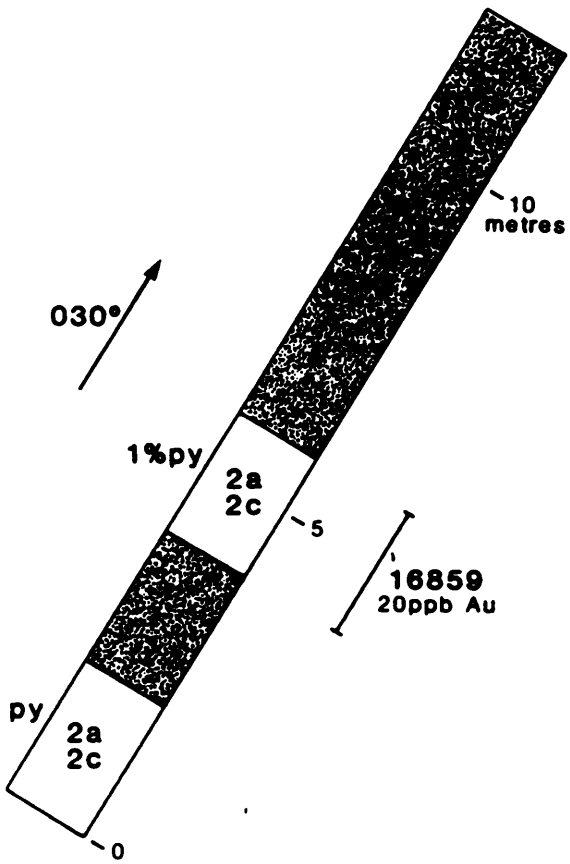
Figure 25

OROFINO MOUNTAIN PROPERTY

TRENCH TR-88-22

British Columbia
NTS: 82 E/4&5

November 1988 Drafting: BJM



scale 1:100

0 1 2 3 4 5

metres

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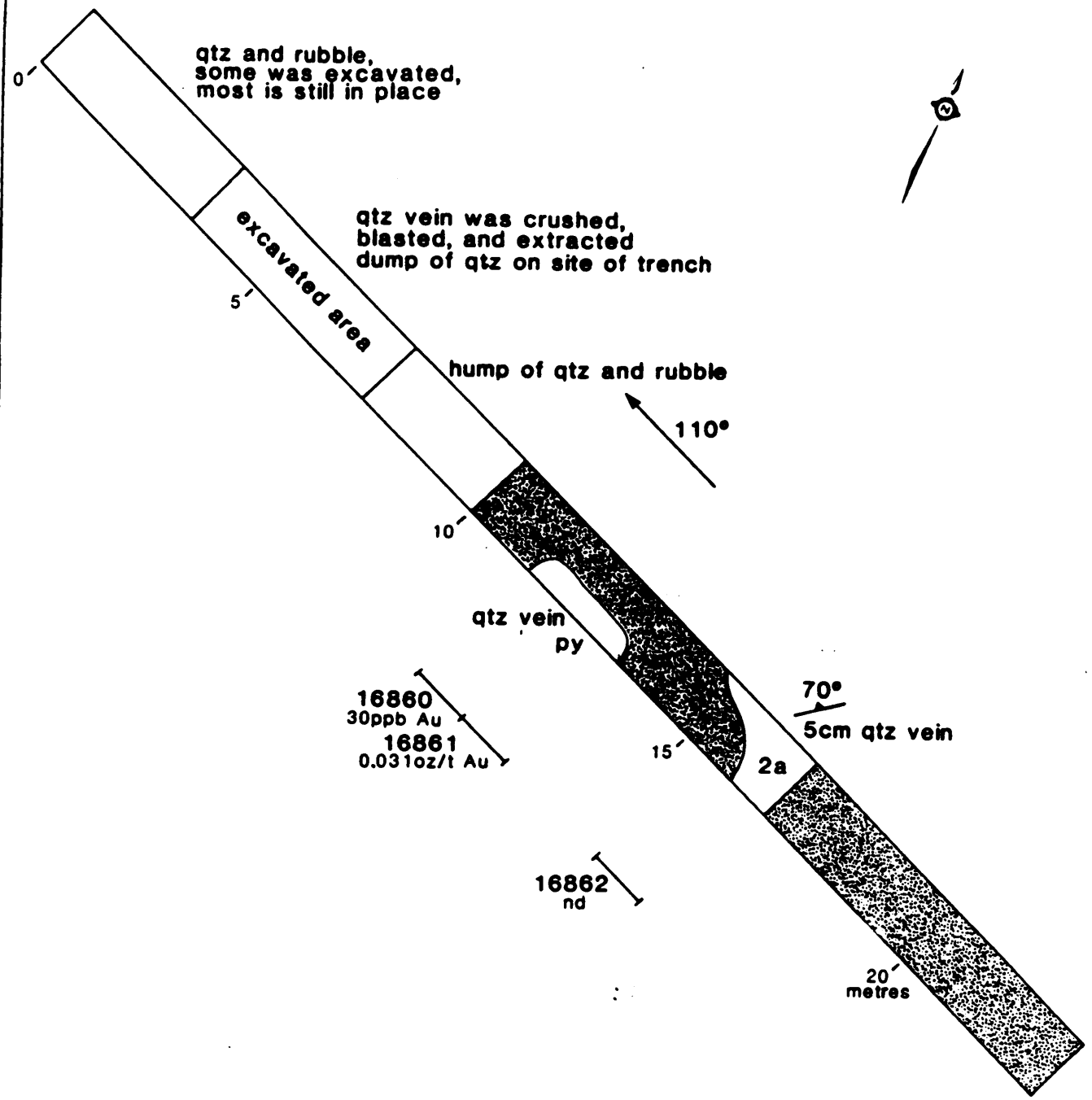
Figure 26

OROFINO MOUNTAIN PROPERTY

TRENCH TR-88-23

British Columbia
NTS: 82 E/4&5

November 1988 Drafting: BJM



scale 1:100

0 1 2 3 4 5

metres

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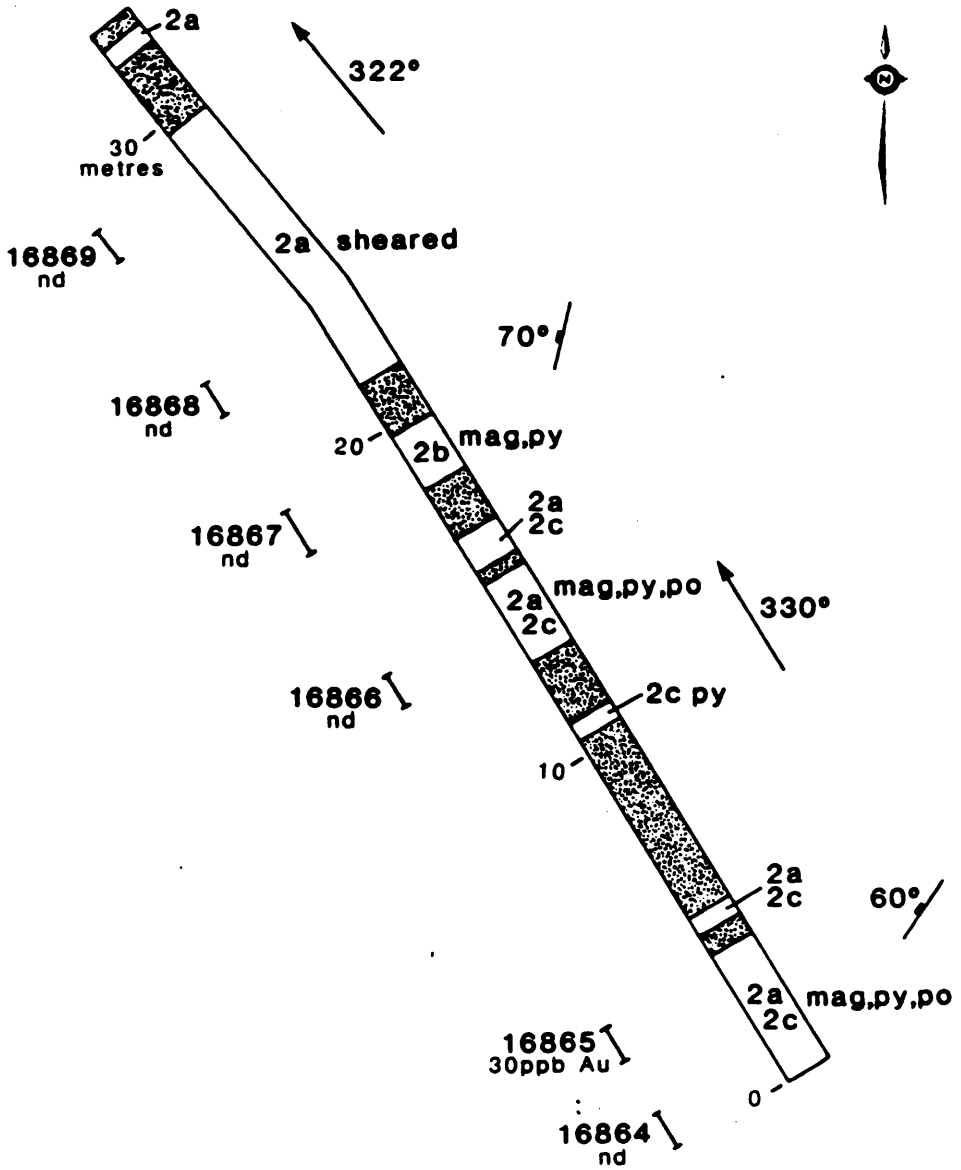
Figure 27

OROFINO MOUNTAIN PROPERTY

TRENCH TR-88-24

British Columbia
NTS: 82 E/4&5

November 1988 Drafting: BJM



scale 1:200

0 10

metres

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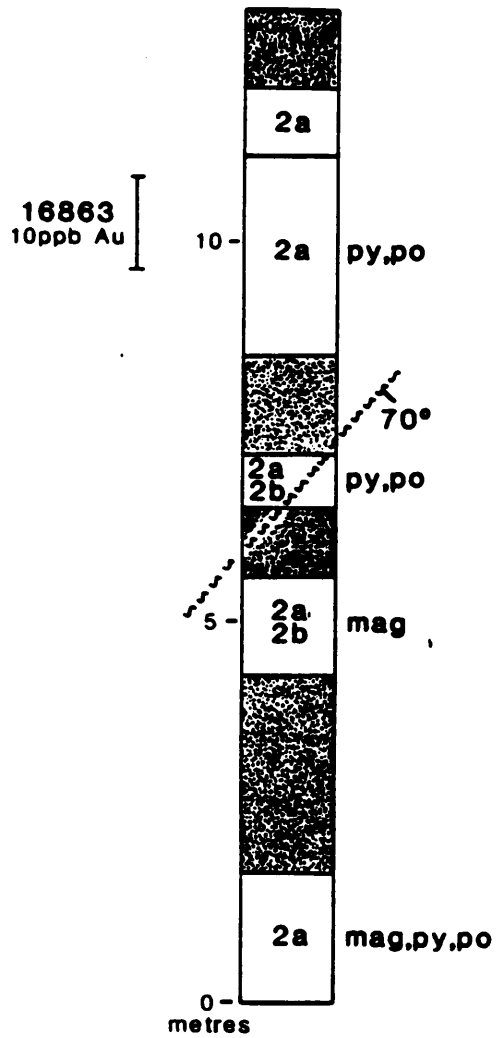
Figure 28

OROFINO MOUNTAIN PROPERTY

TRENCH TR-88-25

British Columbia
NTS: 82 E/4&5

November 1988 Drafting: BJM



scale 1:100

0 1 2 3 4 5

metres

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BRIGHTWORK RESOURCES INC.

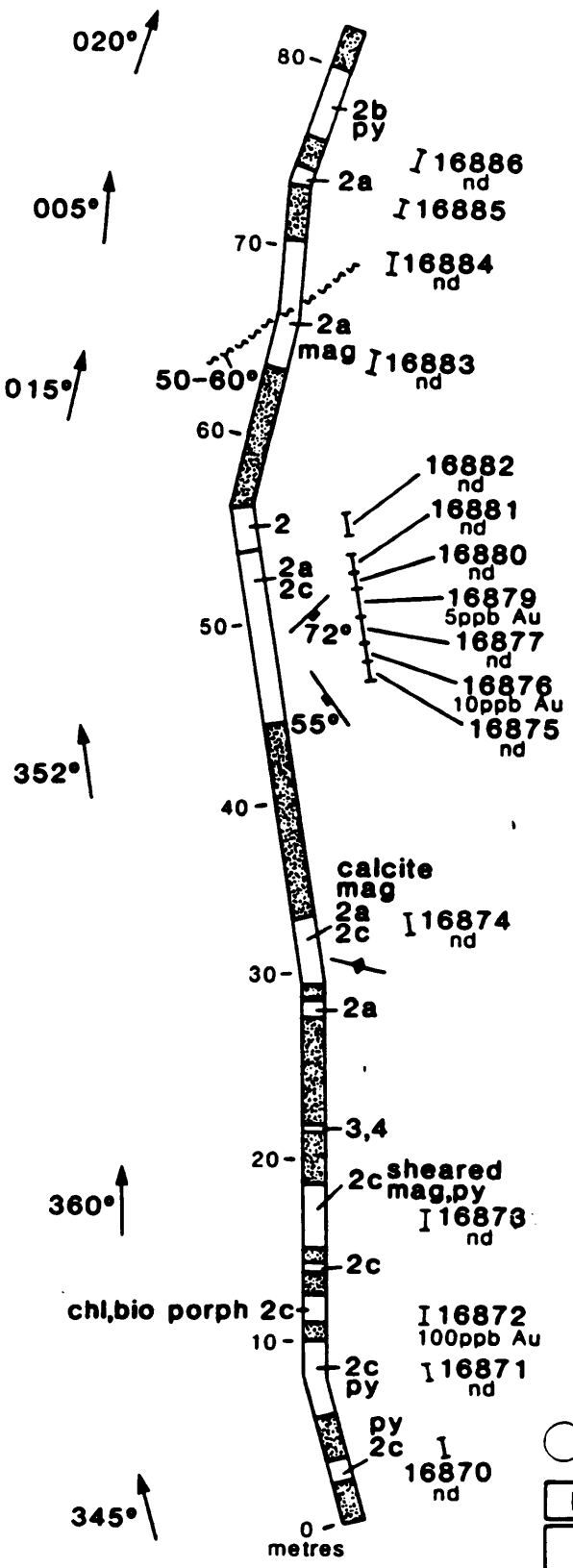
Figure 29

OROFINO MOUNTAIN PROPERTY

TRENCH TR-88-26

British Columbia
NTS: 82 E/4&5

November 1988 Drafting: BJM



scale 1:400

0 10

metres

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BRIGHTWORK RESOURCES INC.

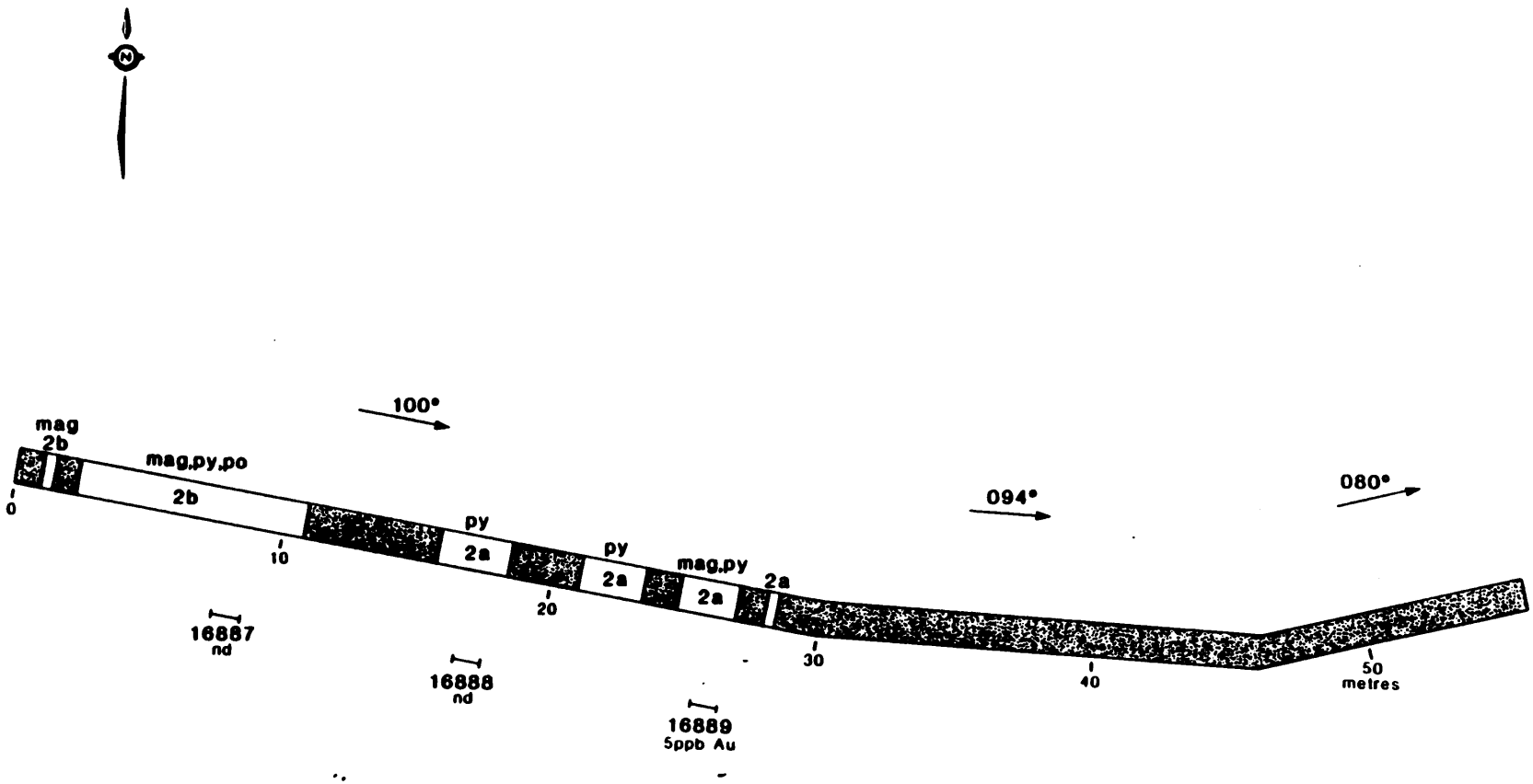
Figure 30

OROFINO MOUNTAIN PROPERTY

TRENCH TR-88-27

British Columbia
NTS: 82 E/4&5

November 1988 Drafting: BJM



scale 1:200

0 10

metres

OREQUEST

BRIGHTWORK RESOURCES INC.

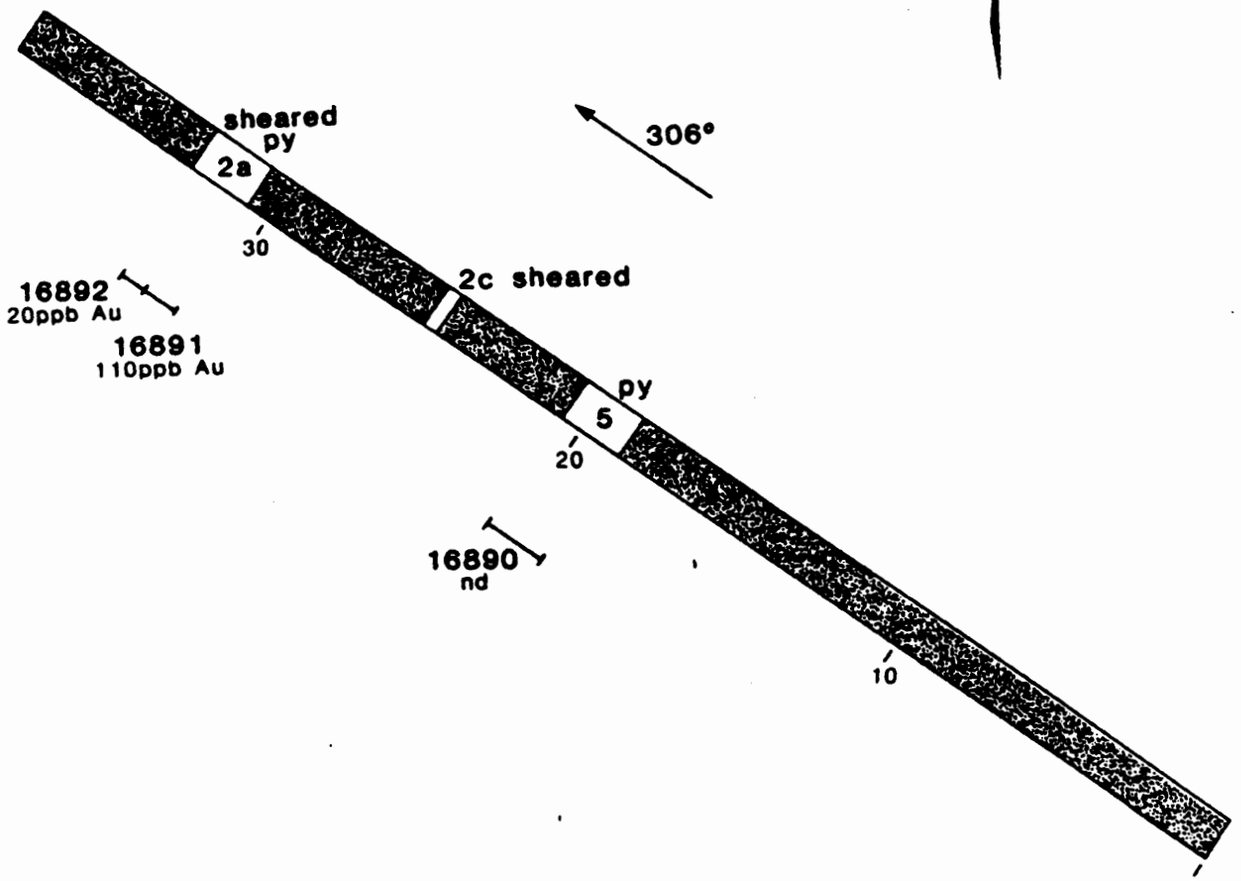
Figure 31

OROFINO MOUNTAIN PROPERTY

TRENCH TR-88-28

British Columbia

November 1988 Drafting [illegible]



scale 1:200

0 10

metres

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Figure 32

OROFINO MOUNTAIN PROPERTY

TRENCH TR-88-29

British Columbia
NTS: 82 E/4&5

November 1988 Drafting: BJM

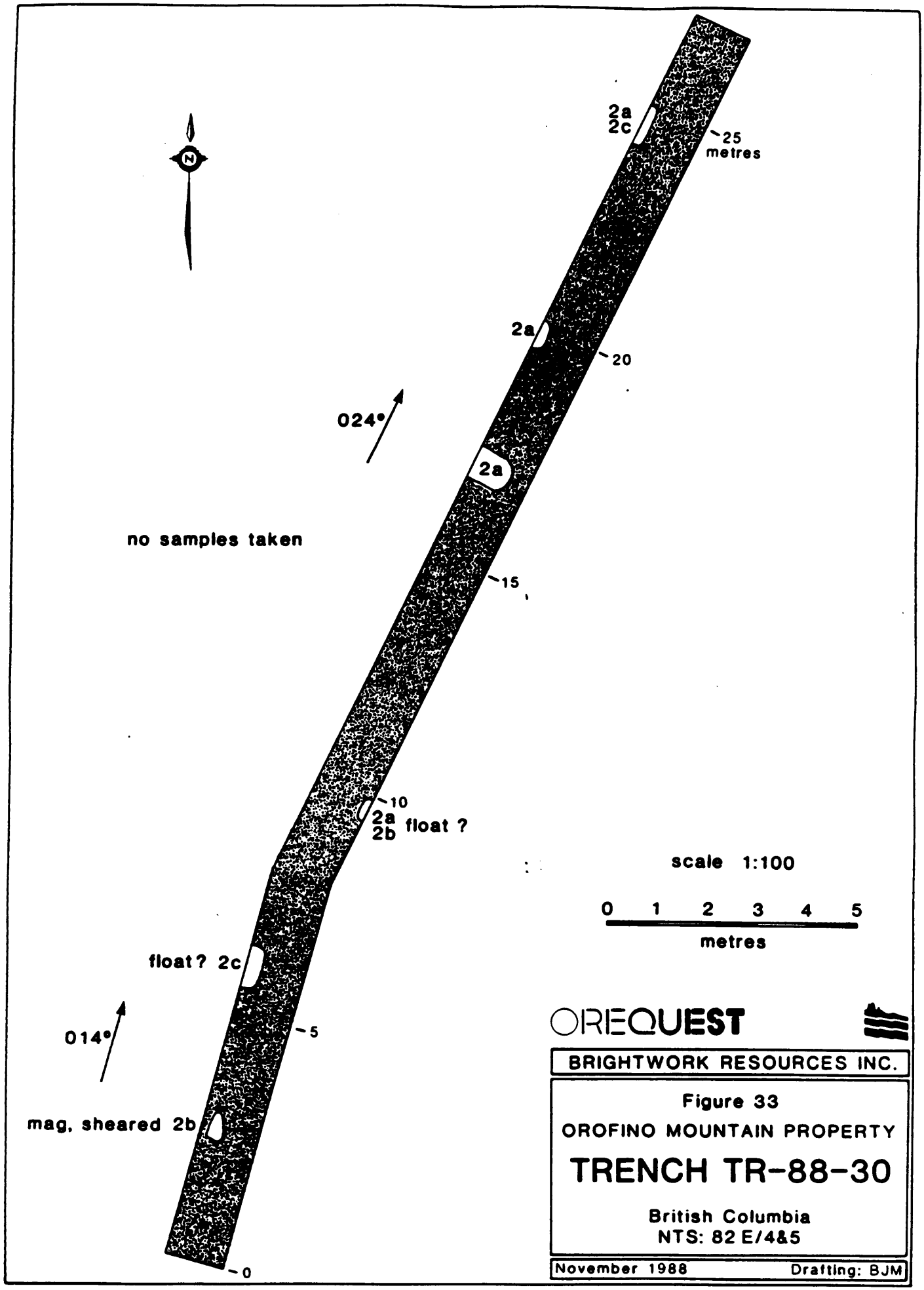

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Figure 33

OROFINO MOUNTAIN PROPERTY

TRENCH TR-88-30

British Columbia
NTS: 82 E/4&5

November 1988 Drafting: BJM

exposure. Prospecting of outcrop exposure near this trench revealed pervasive magnetite present in concentrations of up to 5% which is believed to be the source of the chargeability anomaly.

TR-88-23, 24

An old trench found while prospecting in this area indicated a considerable amount of work had been done on a 1 m wide quartz vein. TR-24 was completed along the vein strike direction while TR-23 lies perpendicular to the vein. The vein was extended in TR-24, where a 1 m channel sample assayed 0.031 oz/ton gold but it could not be found in TR-23.

TR-88-25, 26, 27, 28, 29

These trenches cover two IP chargeability anomalies found on lines 1N and 2N as well as some interesting rock seen in the area close to the IP anomalies. The source of the anomalies is believed to be a fine grained pervasive dissemination of pyrite, pyrrhotite and magnetite throughout the diorite exposed in the trenches. None of the sample sent for assay yielded very anomalous gold, the highest being 110 ppb from TR-29 and 100 ppb from TR-27.

TR-88-30

This trench was excavated to test for a northwest extension of the quartz vein seen in the Orofino adit. Deep overburden cover resulted in very poor exposure and no quartz vein was found. It is possible that the vein has been faulted off at this location as the trench was placed in a topographic low that may be the surface expression of a fault zone.

INDUCED POLARIZATION (I.P.) SURVEY

A reconnaissance type IP survey was performed over the Orofino and Independence crown grants in an attempt to locate concentrations of sulphide mineralization in the quartz veins. The dipole-dipole electrode array was used with a 25 m spacing for a total of 4.6 line kilometers of coverage.

The known vein systems around the old workings failed to give a distinguishable IP signature and thus could not be traced by this method. It was hoped that concentrations of sulphides would be sufficient to allow detection or the quartz itself would show up as a resistivity high.

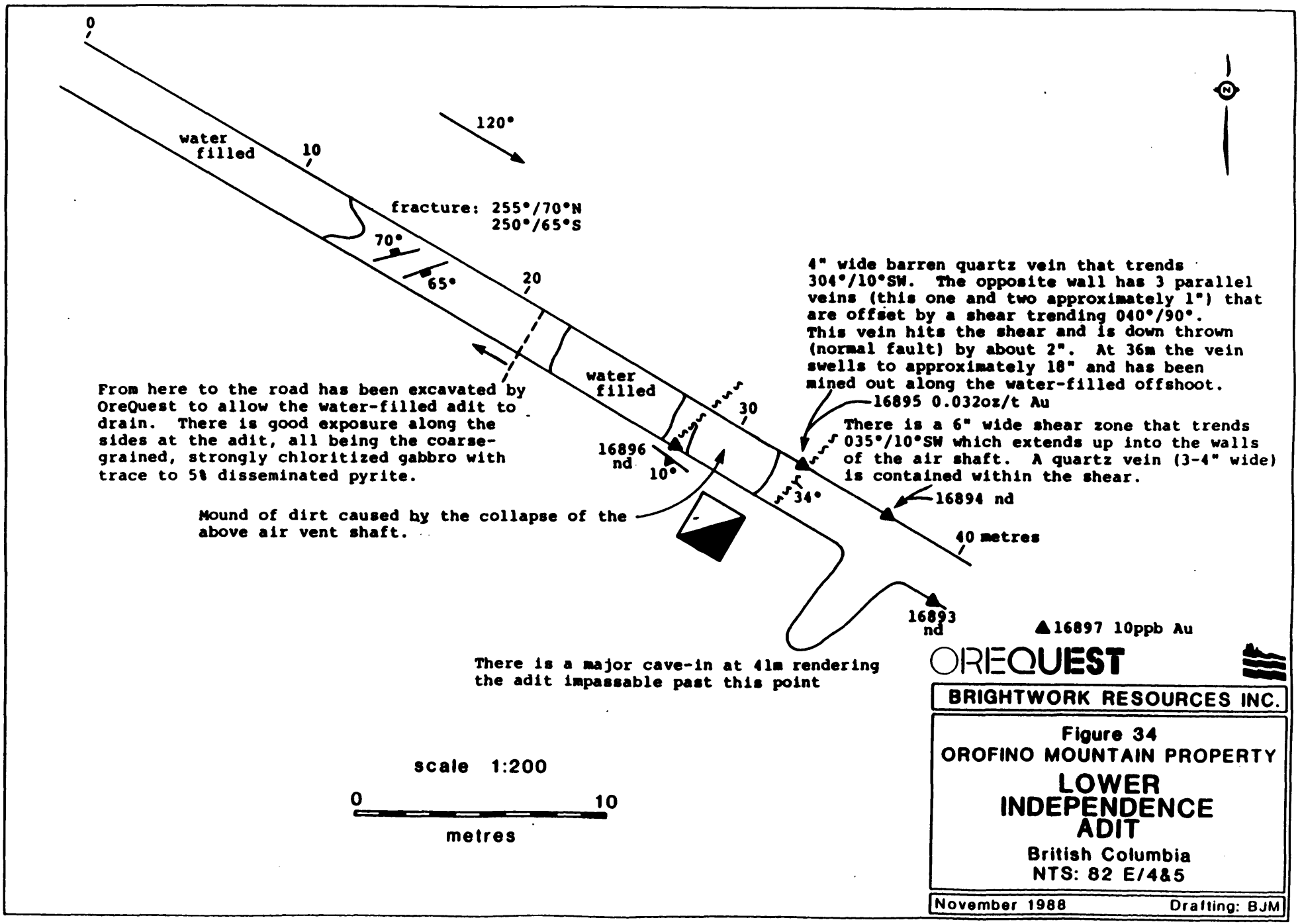
Anomalies that were delineated by the IP survey are all quite subtle and were not related to the quartz vein systems. Most anomalies are weak resistivity highs that when trenched appear to reflect variable magnetite content on the host diorites or a subtle lithology change. Those chargeability anomalies that were examined can be explained by a pervasive dissemination of pyrite and pyrrhotite (1-2%) formed in the host diorites or gabbros.

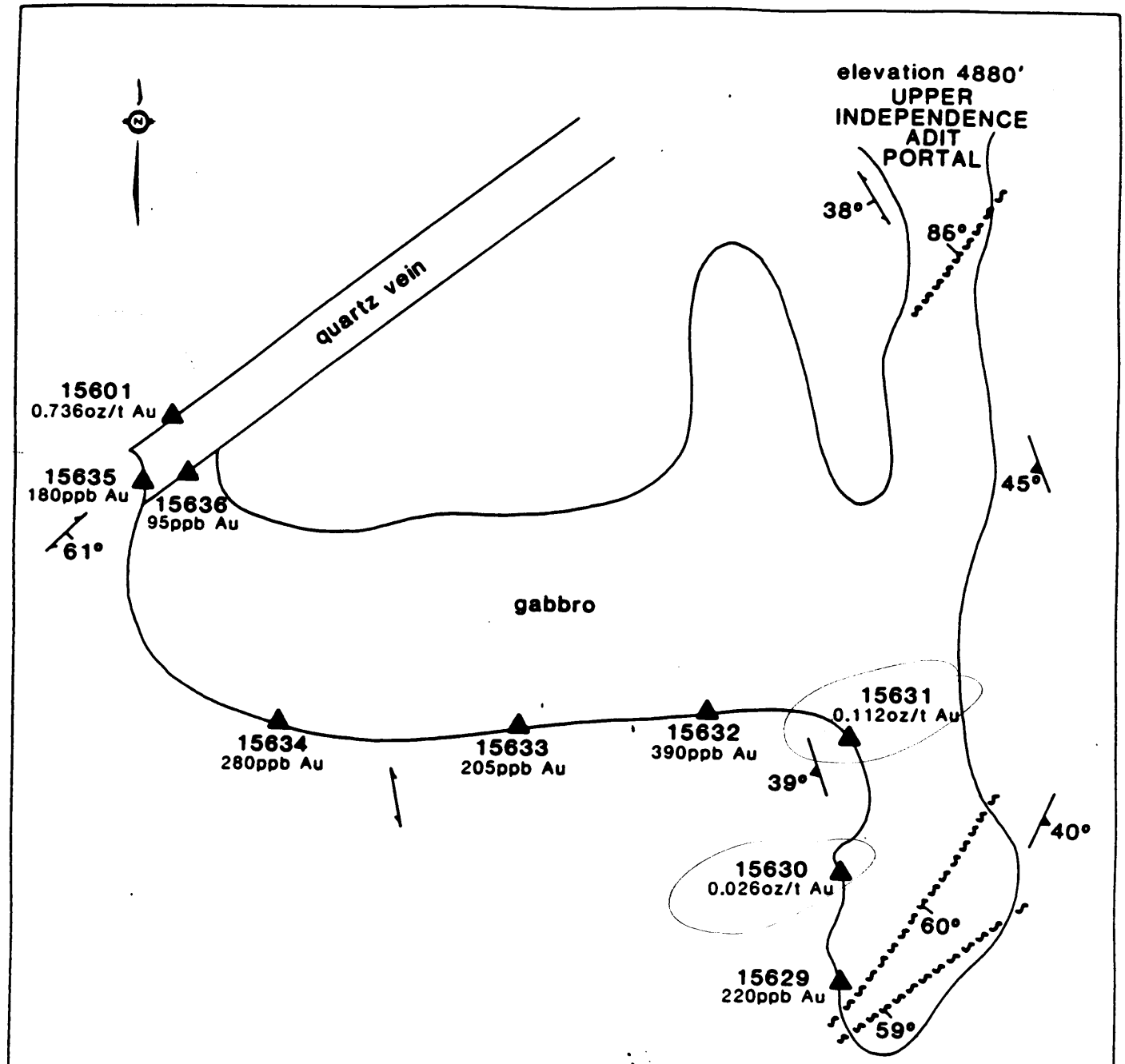
UNDERGROUND SAMPLING

The bulk of the anomalous samples came from the various underground workings found throughout the property. The following is a summary of the various adits with a brief description of the adit, samples taken, and results.

Lower Independence Adit

A total of 5 samples were taken from this adit after the entrance was cleaned out and the water drained. Unfortunately a major cave-in blocked much of


0
water filled
10
120°
fracture: 255°/70°N
250°/65°S
70°
65°
20
From here to the road has been excavated by OreQuest to allow the water-filled adit to drain. There is good exposure along the sides at the adit, all being the coarse-grained, strongly chloritized gabbro with trace to 5% disseminated pyrite.
water filled
30
4" wide barren quartz vein that trends 304°/10°SW. The opposite wall has 3 parallel veins (this one and two approximately 1") that are offset by a shear trending 040°/90°. This vein hits the shear and is down thrown (normal fault) by about 2". At 36m the vein swells to approximately 18" and has been mined out along the water-filled offshoot.
16895 0.032oz/t Au
There is a 6" wide shear zone that trends 035°/10°SW which extends up into the walls of the air shaft. A quartz vein (3-4" wide) is contained within the shear.
16896 nd
10°
34°
16894 nd
Mound of dirt caused by the collapse of the above air vent shaft.
40 metres
16893 nd
▲16897 10ppb Au
There is a major cave-in at 41m rendering the adit impassable past this point
scale 1:200
0
10
metres
OREQUEST
BRIGHTWORK RESOURCES INC.
Figure 34
OROFINO MOUNTAIN PROPERTY
LOWER INDEPENDENCE ADIT
British Columbia
NTS: 82 E/4&5
November 1988
Drafting: BJM



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BRIGHTWORK RESOURCES INC.

scale 1:100

0 1 2 3 4 5

metres

after G. Crooker, 1981

Figure 35

OROFINO MOUNTAIN PROPERTY

UPPER INDEPENDENCE ADIT

British Columbia
NTS: 82 E/4&5

November 1988 Drafting: BJM

the adit and prevented access into the extensive workings. This adit is reported to be some 900' long with the cave-in at about the 120' mark. Only very minor quartz veining was encountered in the portion mapped, the best assay returned being .032 oz/ton gold from a 6" wide quartz-shear zone.

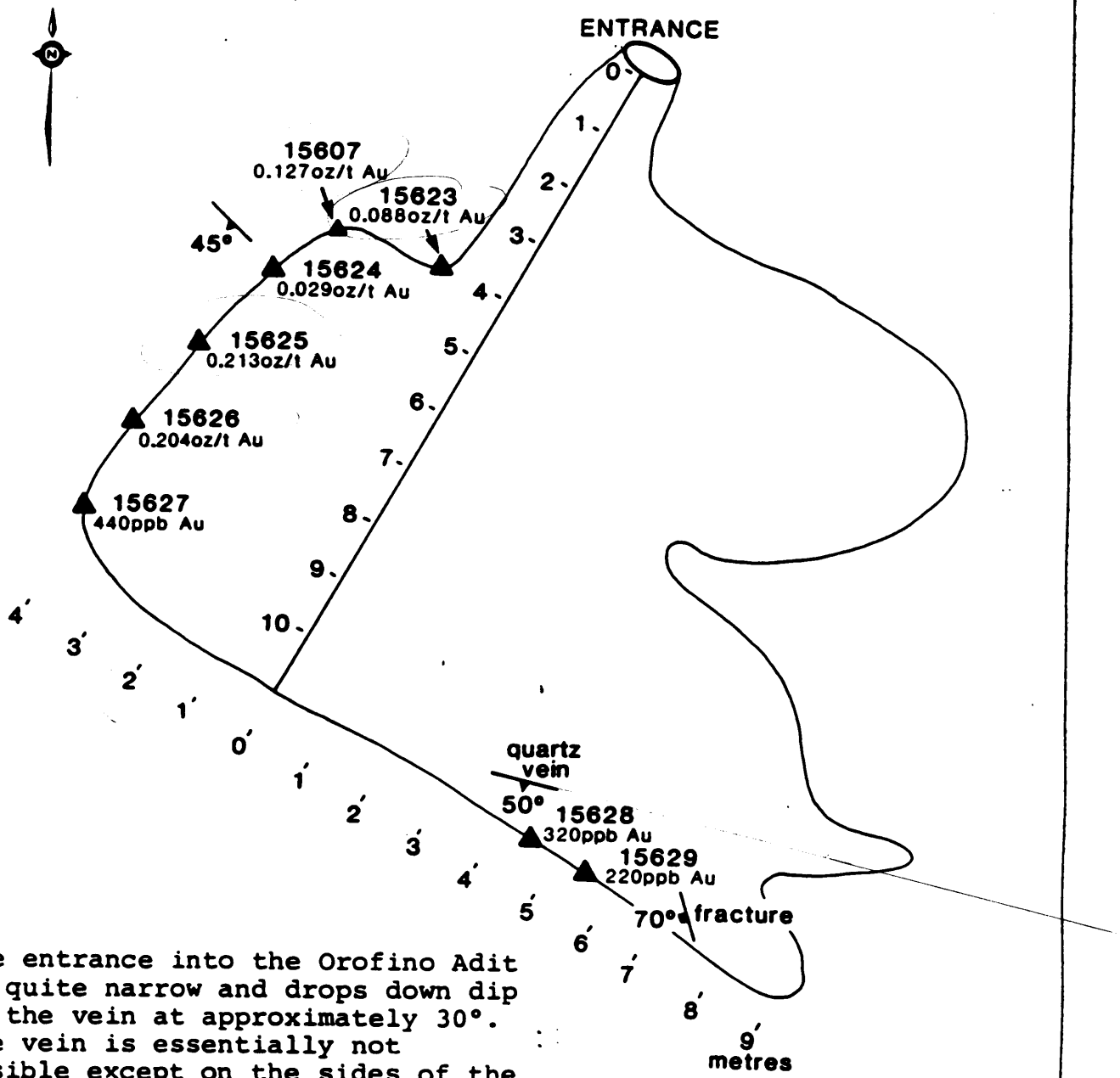
At the point of the cave-in there is a winze that leads to a lower level but it could not be examined due to flooding. The cave-in appears to be the result of stopping near this winze with the ceiling of the stope collapsed leaving some very large, unsafe blocks. Considerable work would have to be done to clear this area and pump out the winze. The state of the remaining unexplored adit is unknown, so no estimate of the amount of work necessary to map it can be made.

The rocks encountered while mapping were all various phases of altered diorite or gabbro. There is much chlorite alteration in the gabbro and it is coarse grained and strongly sheared. Two prominent shear trends were observed: 040/90 and 038/34 SE with some quartz veining following the latter shear.

Upper Independence Adit

This is an easily accessed adit with very good exposure and two quartz veins, one trending 340/45 W, the other 028/30 W. A shear system at the south end of the adit trends 030/60 E. The veins vary from 0.5 to 2.0 m wide and are contained within a chloritized gabbro or diorite.

A total of 8 samples were taken from this adit, all of exposed quartz vein. The values ranged from 95 to >10,000 ppb gold with 3 samples assaying 0.026, 0.112, and 0.736 oz/ton gold.



The entrance into the Orofino Adit is quite narrow and drops down dip of the vein at approximately 30°. The vein is essentially not visible except on the sides of the adit which is the limit of mining. At the west end, the vein has an average width of approximately 30 to 50 centimetres and appears to be pinching out. This is the same case at the east end.

scale 1:100

0 5

metres

REQUEST

BRIGHTWORK RESOURCES INC.

Figure 36

OROFINO MOUNTAIN PROPERTY

OROFINO ADIT/INCLINE

British Columbia
NTS: 82 E/4&5

November 1988 Drafting: BJM

Orofino Adit

This adit had been previously unmapped, and was found to be fairly small. It appears that it was mined down the dip of the vein. Eight samples of the quartz vein exposed on the sides of the adit were taken with values ranging from 220 to 7740 ppb. Assays include: 0.029, 0.088, 0.127, 0.204 and 0.213 oz/ton gold.

The adit does not appear to be as large as is indicated in old reports but unstable ground conditions may have blocked entrances to additional drifting within the adit.

The quartz vein seen here trends 135/45 SW and ranges in width from 30-50 cm at the northwest and southeast ends of the adit. The centre part of the adit is approximately 1.5 m wide where vein material has been removed, so it is expected that the vein swelled to at least 1 m wide. The higher assays are all from the northwest wall.

Mill Adit

This adit was examined but not sampled in detail as only the entrance and first bit of the adit are on the Brightwork ground. The rest of the adit lies on the Twin Lakes property or White Lake Mineral Reserve. Of the 3 samples taken only one was anomalous assaying 0.200 oz/ton gold, a grab sample from a quartz vein with up to 20% massive pyrite.

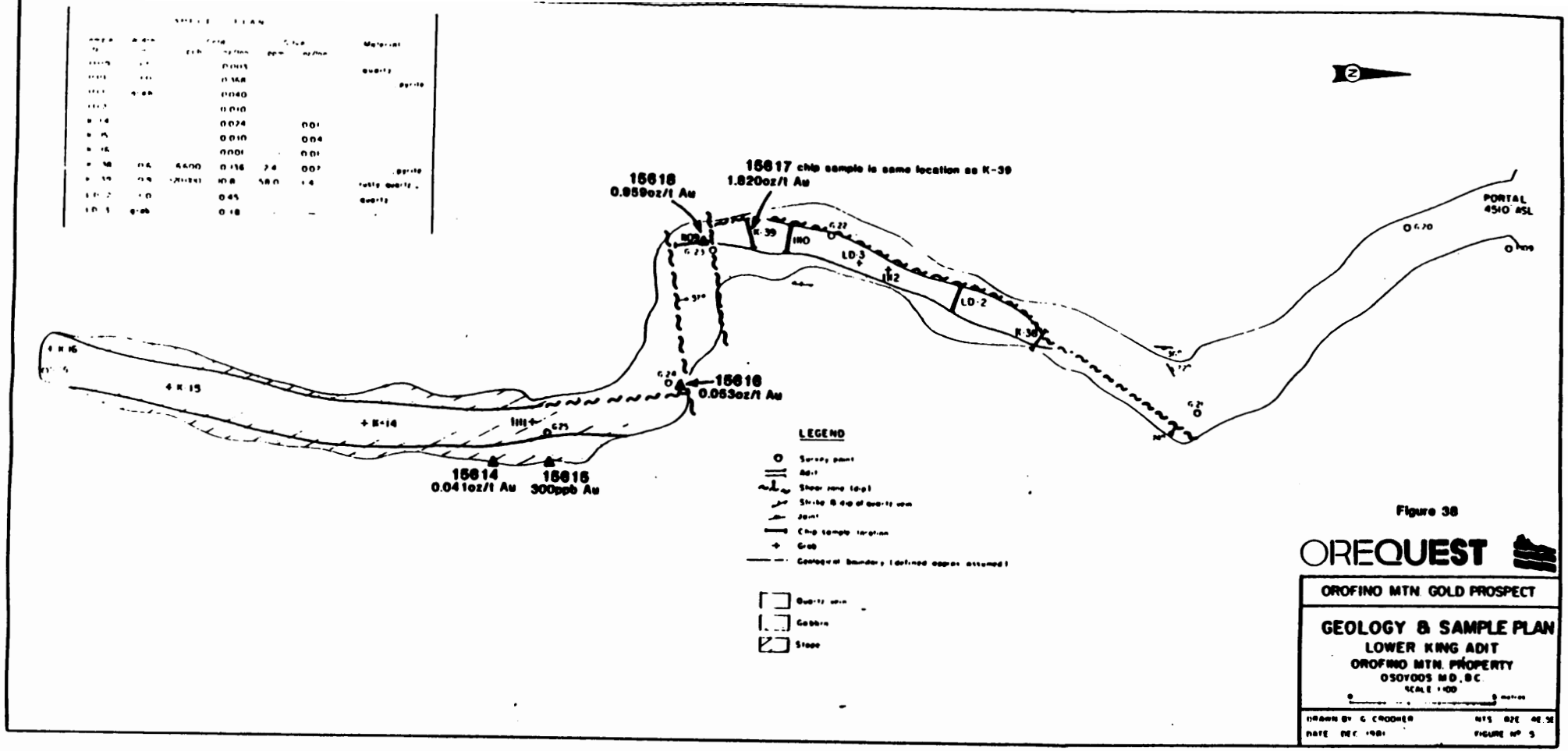


Figure 38

OREQUEST

OROFINO MTN. GOLD PROSPECT

GEOLOGY & SAMPLE PLAN
LOWER KING ADIT
OROFINO MTN. PROPERTY
OSOYOOS M.D., B.C.
SCALE 1:100

Lower King Adit

Much work has been done on this adit in the past, the sampling this year was to confirm some of the higher assays previously received. Five samples were taken, four of which were anomalous giving assays of 0.041, 0.053, 0.959, and 1.820 oz/ton gold. This highest value was a check on a previous sample K-39 which assayed 10.8 oz/ton (Crooker 1981).

The results received from the underground sampling are very favourable and indicate the potential of the quartz veins to host economic gold mineralization both along strike and down dip. Drilling completed on the vein in 1987 failed to confirm the extent of the known vein system and further work is warranted in an attempt to determine where the King vein reoccurs.

PROSPECTING

Very limited prospecting was conducted over the claims and consisted largely of grab samples from the old workings or other interesting areas. The best assay received was 0.111 oz/ton gold from a small rusty quartz vein with trace to 5% pyrite on L4+25N, 4+20E. The vein trends 022/60 E for about 3 metres where it is 4.8 cm wide then it "blows-out" to about 1 m wide and disappears.

CONCLUSIONS AND RECOMMENDATIONS

The Orofino Mountain property of Brightwork Resources Inc. is well situated to host economic gold bearing quartz veins. The history of past exploration and mining actively coupled with the results received to date make this an attractive property.

Despite the somewhat limited success of the Phase I trenching program and IP survey, the underground sampling results were positive with many good assays. The Orofino, Upper Independence, and Lower King adits all contained economic gold assays over favorable widths, some extensions of the vein systems were found in the trenches. A detailed mapping program around the Orofino and Independence crown grants as well as within the old workings is recommended.

In addition, surveying and a diamond drilling program is recommended. Due to the structurally complex nature of the veins (i.e. numerous trends and possible fault offsets) initial drilling on the veins should be shallow holes to define an accurate strike direction then deeper holes to test the continuity of the vein location and mineralization at depth. A detailed survey of the old working, vein system and past drill holes should be completed in an attempt to understand the structural complexities of the various vein systems.

More underground sampling is recommended especially at the King showings. The flooded workings of the Lower Independence Adit should be examined to determine if rehabilitation of the old tunnels could be justified. The entire property should be prospected in detail and mapped, paying particular attention to structural features such as the various vein orientations and possible faults.

The Phase I work program was successful and a Phase II program is recommended. Continuation beyond Phase II will be contingent upon successful completion of the Phase II program. Future work would include more geological mapping, sampling and diamond drilling.

Costs for Phase II of the work program are estimated to be $128,000.

COST ESTIMATE

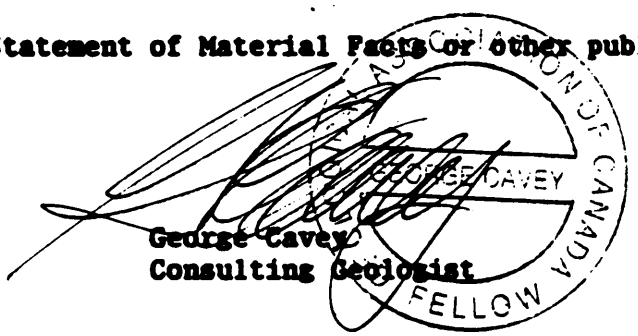
Phase II:

Diamond Drilling - 2500 ft @ $20/ft	$ 50,000
Wages	30,000
Surveying	4,000
Analysis - 500 samples @ $15/sample	7,500
Camp Costs	15,000
Report and Supervision	10,000
Contingencies	1,500
Total	**$128,000**

CERTIFICATE of QUALIFICATIONS

I, George Cavey, of 6891 Wiltshire Street, Vancouver, British Columbia hereby certify:

1. I am a graduate of the University of British Columbia (1976) and hold a BSc. degree in geology.
2. I am presently employed as a consulting geologist with OreQuest Consultants Ltd. of 404-595 Howe Street, Vancouver, British Columbia.
3. I have been employed in my profession by various mining companies since graduation.
4. I am a Fellow of the Geological Association of Canada.
5. I am a member of the Canadian Institute of Mining and Metallurgy.
6. The information contained in this report was obtained by supervision of the work done on the property by OreQuest Consultants Ltd. and an onsite property examination.
7. Neither OreQuest Consultants Ltd. nor myself have or expect to receive direct or indirect interest in the property nor in the securities of Brightwork Resources Inc.
8. I consent to and authorize the use of the attached report and my name in the Company's Prospectus, Statement of Material Facts or other public document.



George Cavey
Consulting Geologist

DATED at Vancouver, British Columbia, this 16th day of November, 1988.

CERTIFICATE of QUALIFICATIONS

I, Wesley D.T. Raven, of 21 West 60th Ave., Vancouver, British Columbia hereby certify:

1. I am a graduate of the University of British Columbia (1983) and hold a BSc. degree in geology.
2. I am presently employed as a consulting geologist with OreQuest Consultants Ltd. of 404-595 Howe Street, Vancouver, British Columbia.
3. I have been employed as an exploration geologist on a full time basis since 1983.
4. The information contained in this report was obtained during onsite property supervision personally conducted by myself in 1988.
5. I have no interest, direct or indirect, in the property nor in the securities of Brightwork Resources Inc.
6. I consent to and authorize the use of the attached report and my name in the Company's Prospectus, Statement of Material Facts or other public document.

Wesley D.T. Raven

Wesley D.T. Raven,
Consulting Geologist

DATED at Vancouver, British Columbia, this 16th day of November, 1988.

BIBLIOGRAPHY

B.C.D.M. - Annual Reports for 1898, 1930, 1932 - 1936, and 1941.

CHRISTOPHER, P.A., 1986. Report on the Orofino Mountain Property Covering Geological, Geochemical and Geophysical Surveys on the King, King #1 to King #4, and Mo Claims, Osoyoos Mining Division, B.C. prepared for Grandex Resources Ltd. dated August 22, 1986.

CHRISTOPHER, P.A., 1987. Report on the Orofino Mountain Property Covering Geochemical and Geophysical Surveys on the King, King #1 to King #4, and Mo Claims, Osoyoos Mining Division, B.C. prepared for Grandex Resources Ltd. dated July 10, 1987.

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CROCKFIELD, W.E., 1935. Lode Gold Deposits of Fairview Camp, Camp McKinney and Vidette Lake Area, and Dividend - Lakeview Property near Osoyoos. Geol. Surv. Can Mem. 179.

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_____, 1983. Geological and Geochemical Report on the King, King #1 to King #4, and Mo Mineral Claims, dated August, 1983.

_____, 1984. Geophysical Report on the King, King #1 to King #4 and Mo Mineral Claims, Osoyoos Mining Division, B.C. for DRC Resources Corporation and Strata Energy Corporation dated August, 1984.

_____, 1984. Geological, Geochemical and Geophysical Report on the King, King #1 to King #4, and Mo Claims and L1448, L1449 Crown Grants, Osoyoos Mining Division, B.C. for DRC Resources Corporation and Strata Energy Corporation dated November, 1984.

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APPENDIX A

ANALYTICAL RESULTS

VGC VANGEOCHEM LAB LIMITED

MAIN OFFICE
1988 TRIUMPH ST.
VANCOUVER, B.C. V5L 1K5
● (604) 251-5656
● FAX (604) 254-5717

BRANCH OFFICES
PASADENA, NFLD.
BATHURST, N.B.
MISSISSAUGA, ONT.
RENO, NEVADA, U.S.A.

GEOCHEMICAL ANALYTICAL REPORT

CLIENT: OREQUEST CONSULTANTS LTD.
ADDRESS: 404 - 595 Howe St.
: Vancouver, B.C.
: V6C 2T5

DATE: Oct 31 1988
REPORT#: 881711 GA
JOB#: 881711

PROJECT#: BRIGHTWORK
SAMPLES ARRIVED: Oct 24 1988
REPORT COMPLETED: Oct 31 1988
ANALYSED FOR: Au (FA/AAS)

INVOICE#: 881711 NA
TOTAL SAMPLES: 182
SAMPLE TYPE: 182 ROCK
REJECTS: SAVED

SAMPLES FROM: WESLEY RAVEN
COPY SENT TO: OREQUEST CONSULTANTS LTD.

PREPARED FOR: G. CAVEY/W. RAVEN

ANALYSED BY: VGC Staff

SIGNED: _____

GENERAL REMARK: None

VGC VANGEOCHEM LAB LIMITED

MAIN OFFICE
1988 TRIUMPH ST.
VANCOUVER, B.C. V5L 1K5
● (604) 251-5656
FAX (604) 254-5717

BRANCH OFFICES
PASADENA, NFLD.
BATHURST, N.B.
MISSISSAUGA, ONT.
RENO, NEVADA, U.S.A.

SAMPLE #	Au ppb
15601	>10000
15602	10
15603	375
15604	90
15605	220
15606	3180
15607	4380
15608	80
15609	35
15610	40
15611	410
15612	90
15613	40
15614	1210
15615	300
15616	1910
15617	>10000
15618	>10000
15619	7810
15620	240
15621	120
15622	2090
15623	3010
15624	1060
15625	7740
15626	6890
15627	440
15628	320
15629	220
15630	1060
15631	4380
15632	890
15633	205
15634	280
15635	180
15636	95
16701	2400
16702	>10000
16703	280

DETECTION LIMIT 5

nd = none detected — = not analysed is = insufficient sample

VGC VANGEOCHEM LAB LIMITED

MAIN OFFICE
1988 TRIUMPH ST.
VANCOUVER, B.C. V5L 1K5
● (604) 251-5656
● FAX (604) 254-5717

BRANCH OFFICES
PASADENA, NFLD.
BATHURST, N.B.
MISSISSAUGA, ONT.
RENO, NEVADA, U.S.A.

SAMPLE #	Au ppb
16704	50
16705	60
16706	50
16707	45
16708	50
16709	30
16710	20
16711	10
16712	20
16713	10
16714	20
16715	5
16716	50
16717	30
16718	nd
16719	40
16720	25
16721	nd
16722	nd
16723	nd
16724	20
16725	20
16726	10
16727	nd
16728	260
16729	40
16730	20
16731	30
16732	nd
16733	20
16734	30
16735	40
16736	nd
16737	30
16738	nd
16739	5
16740	50
16741	nd
16742	80
DETECTION LIMIT	5

nd = none detected -- = not analysed is = insufficient sample

VGC VANGEOCHEM LAB LIMITED

MAIN OFFICE
1988 TRIUMPH ST.
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● FAX (604) 254-5717

BRANCH OFFICES
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BATHURST, N.B.
MISSISSAUGA, ONT.
RENO, NEVADA, U.S.A.

SAMPLE #	Au ppb
16743	nd
16744	40
16745	30
16746	2110
16747	10
16748	25
16749	nd
16750	20
16751	30
16752	30
16753	25
16754	nd
16755	15
16756	10
16757	20
16758	25
16759	20
16760	20
16761	20
16762	10
16763	20
16764	20
16765	25
16766	105
16767	15
16768	35
16769	nd
16770	20
16771	10
16772	20
16773	15
16774	30
16775	30
16776	20
16777	40
16778	30
16779	20
16780	nd
16781	nd

DETECTION LIMIT 5
nd = none detected — = not analysed is = insufficient sample

VGC VANGEOCHEM LAB LIMITED

MAIN OFFICE
1988 TRIUMPH ST.
VANCOUVER, B.C. V5L 1K5
(604) 251-5656
FAX (604) 254-5717

BRANCH OFFICES
PASADENA, NFLD.
BATHURST, N.B.
MISSISSAUGA, ONT.
RENO, NEVADA, U.S.A.

SAMPLE #	Au ppb
16782	10
16783	70
16784	60
16785	nd
16786	nd
16787	nd
16788	nd
16789	nd
16790	nd
16791	nd
16792	nd
16793	nd
16794	nd
16795	nd
16796	nd
16797	nd
16798	15
16799	20
16800	20
16851	15
16852	15
16853	30
16854	10
16855	60
16856	5
16857	30
16858	30
16859	20
16860	30
16861	1760
16862	nd
16863	10
16864	nd
16865	30
16866	nd
16867	nd
16868	nd
16869	nd
16870	nd
DETECTION LIMIT	5

nd = none detected -- = not analysed is = insufficient sample

VGC VANGEOCHEM LAB LIMITED

MAIN OFFICE
1988 TRIUMPH ST.
VANCOUVER, B.C. V5L 1K5
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BRANCH OFFICES
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BATHURST, N.B.
MISSISSAUGA, ONT.
RENO, NEVADA, U.S.A.

SAMPLE #	Au ppb
16871	nd
16872	100
16873	nd
16874	nd
16875	nd
16876	10
16877	nd
16879	5
16880	nd
16881	nd
16882	nd
16883	nd
16884	nd
16885	nd
16886	nd
16887	nd
16888	5
16889	nd
16890	nd
16891	110
16892	20
16893	nd
16894	nd
16895	1120
16896	nd
16897	10

DETECTION LIMIT 5
nd = none detected -- = not analysed is = insufficient sample

VGC VANGEOCHEM LAB LIMITED

MAIN OFFICE
1988 TRIUMPH ST.
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● (604) 251-5656
● FAX (604) 254-5717

BRANCH OFFICES
PASADENA, NFLD.
BATHURST, N.B.
MISSISSAUGA, ONT.
RENO, NEVADA, U.S.A.

ASSAY ANALYTICAL REPORT

CLIENT: OREQUEST CONSULTANTS LTD.
ADDRESS: 404 - 595 Howe St.
: Vancouver, B.C.
: V6C 2T5

DATE: Oct 31 1988
REPORT#: 881711 AA
JOB#: 881711

PROJECT#: BRIGHTWORK
SAMPLES ARRIVED: Oct 24 1988
REPORT COMPLETED: Oct 31 1988
ANALYSED FOR: Au

INVOICE#: 881711 NA
TOTAL SAMPLES: 20
REJECTS/PULPS: 90 DAYS/1 YR
SAMPLE TYPE: 182 ROCK

SAMPLES FROM: WESLEY RAVEN
COPY SENT TO: OREQUEST CONSULTANTS LTD.

PREPARED FOR: G. CAVEY/W. RAVEN

ANALYSED BY: David Chiu

SIGNED: _____

Registered Provincial Assayer

GENERAL REMARK: Samples > 1000 ppb Au

VGC VANGEOCHEM LAB LIMITED

MAIN OFFICE
1988 TRIUMPH ST.
VANCOUVER, B.C. V5L 1K5
(604) 251-5656
FAX (604) 254-5717

BRANCH OFFICES
PASADENA, NFLD.
BATHURST, N.B.
MISSISSAUGA, ONT.
RENO, NEVADA, U.S.A.

REPORT NUMBER: 901711 AA JOB NUMBER: 901711 [redacted] PAGE 1 OF 1

SAMPLE #	Au oz/st
15601	.736
15606	.111
15607	.127
15614	.041
15616	.053
15617	1.820
15618	.959
15619	.200
15622	.061
15623	.088
15624	.029
15625	.213
15626	.204
15630	.026
15631	.112
16701	.052
16702	2.096
16746	.061
16861	.031
16895	.032

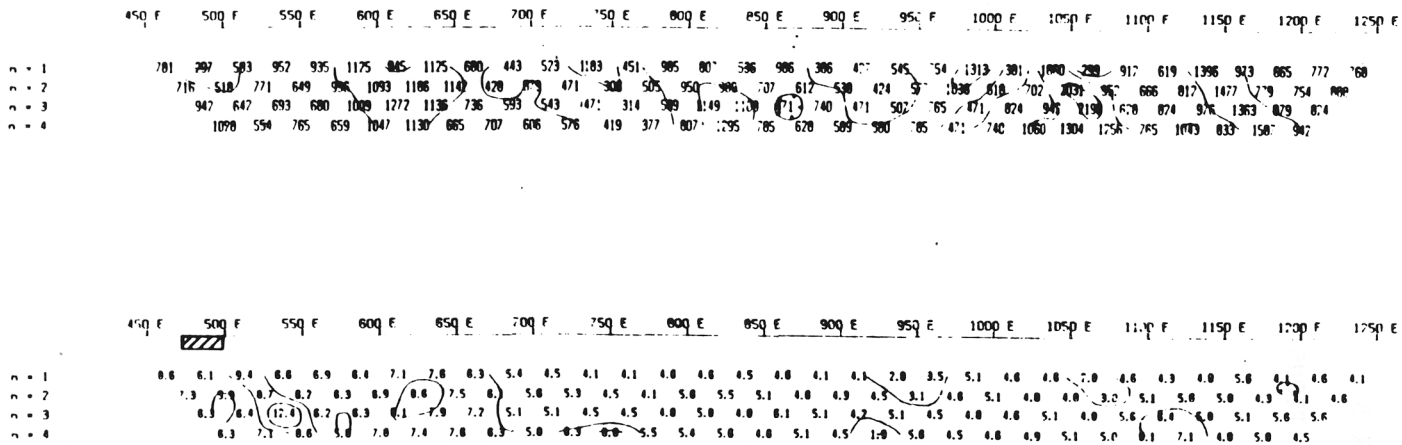
DETECTION LIMIT .005

1 Troy oz/short ton = 34.28 ppm 1 ppm = 0.0001% ppm = parts per million < = less than

signed: _____

APPENDIX B

IP PSEUDOSECTIONS



LEGEND

INSTRUMENTS: Rx EDA IP-2
Tx Phoenix IPT-1
ELECTRODE ARRAY: Dipole-Dipole
ELECTRODE SPACING: a=25m.
CHARGEABILITY ANOMALY:
Strong
Moderate
Weak

SCALE 1:2500

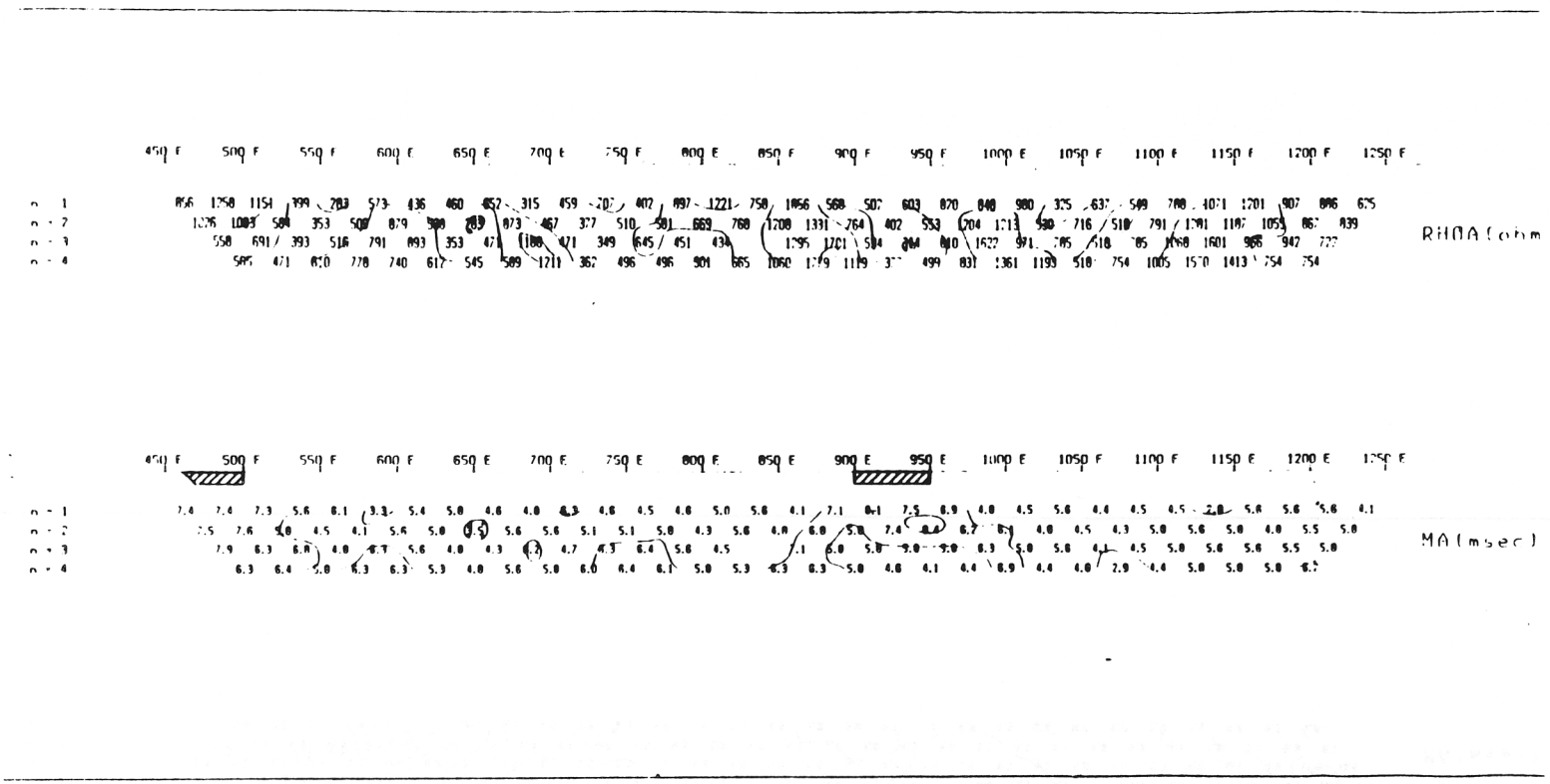
50 25 0 50 100

BRIGHTWORK RESOURCES LTD
OROFINO MT. PROPERTY

IP SURVEY

LINE 100N

ORFQUEST CONSULTANTS LTD.



LEGEND

INSTRUMENTS: Rx EDA IP 2
Tx Phoenix IPT-1
ELECTRODE ARRAY: Dipole-Dipole
ELECTRODE SPACING: a=25m.
CHARGEABILITY ANOMALY:
Strong
Moderate
Weak

plot point

SCALE 1:2500

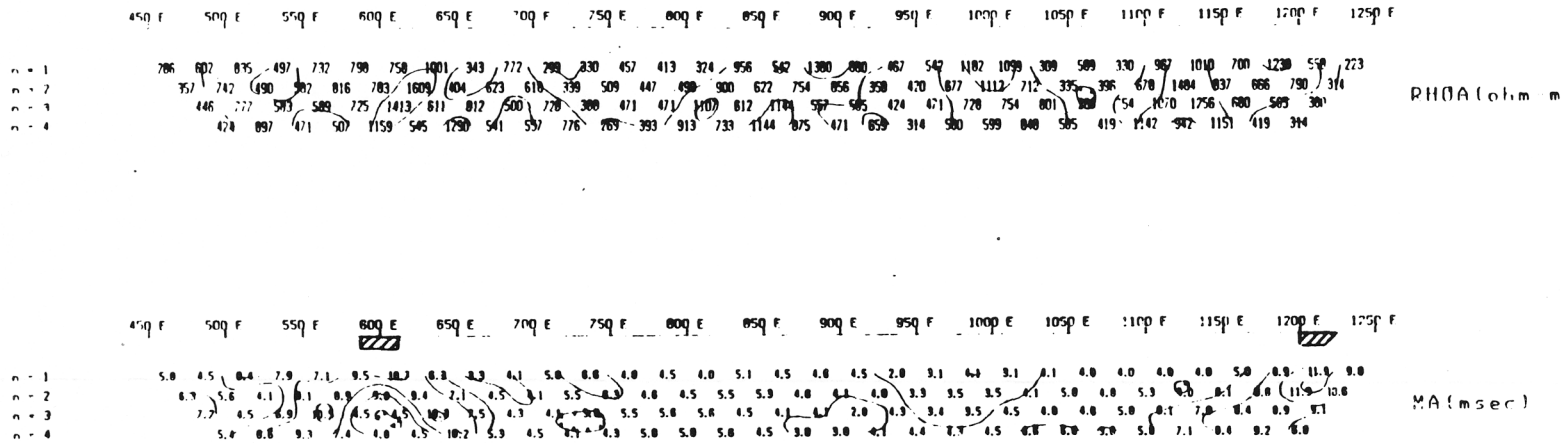
50 25 0 50 100

BRIGHTWORK RESOURCES LTD.
CRICKING ML. PROPERTY

IP SURVEY

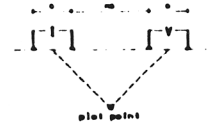
LINE 200N

OFFSHORE CONSULTANTS LTD.



LEGEND

INSTRUMENTS: Rx EDA IP-2
Tx Phoenix IPT-1
ELECTRODE ARRAY: Dipole-Dipole
ELECTRODE SPACING: a=25m.
CHARGEABILITY ANOMALY:
Strong
Moderate
Weak



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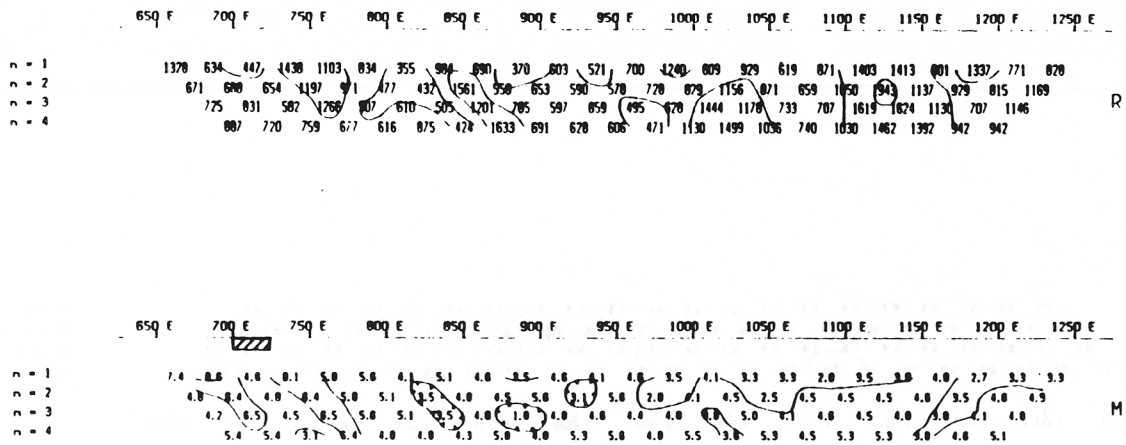
BRIGHTWORK RESOURCES LTD.
OROFINO MT. PROPERTY

IP SURVEY

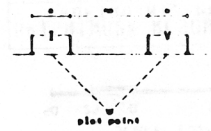
LINE 300N

OREQUEST CONSULTANTS LTD.



LEGEND

INSTRUMENTS: Rx EDA IP-2
Tx Phoenix IPT-1
ELECTRODE ARRAY: Dipole-Dipole
ELECTRODE SPACING: a=25m.
CHARGEABILITY ANOMALY:
Strong
Moderate
Weak



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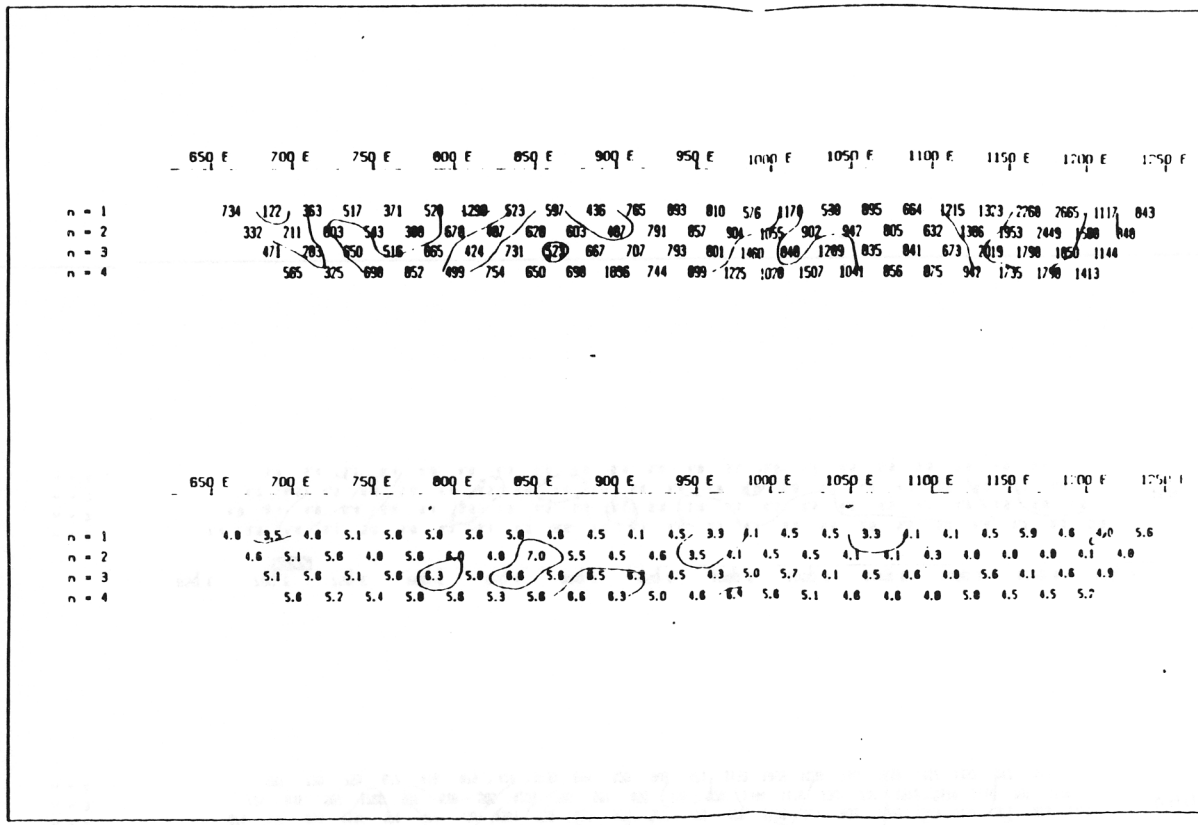
BRIGHTWORK RESOURCES LTD.
OROFINO MT. PROPERTY

IP SURVEY

LINE 0

OREQUEST CONSULTANTS LTD.



LEGEND

INSTRUMENTS: Rx EDA IP-2
Tx Phoenix IPT-1
ELECTRODE ARRAY: Dipole Dipole
ELECTRODE SPACING: a=25m.
CHARGEABILITY ANOMALY:
Strong
Moderate
Weak

plot point

SCALE 1:2500

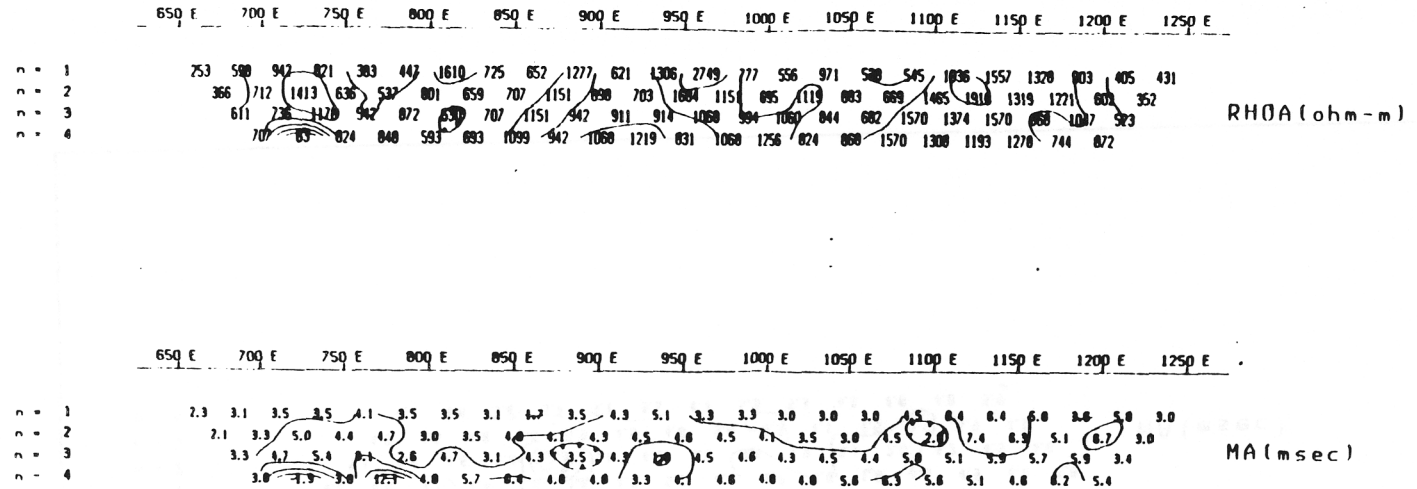
50 25 0 50 100

BRIGHTWORK RESOURCES LTD.
ORUFINO MT. PROPERTY

IP SURVEY

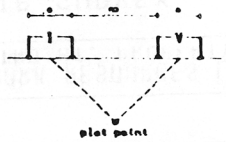
LINE 100S

OREQUEST CONSULTANTS LTD.



LEGEND

INSTRUMENTS: Rx EDA IP-2
Tx Phoenix IPT-1
ELECTRODE ARRAY: Dipole-Dipole
ELECTRODE SPACING: a=25m.
CHARGEABILITY ANOMALY:
Strong
Moderate
Weak



SCALE 1:2500

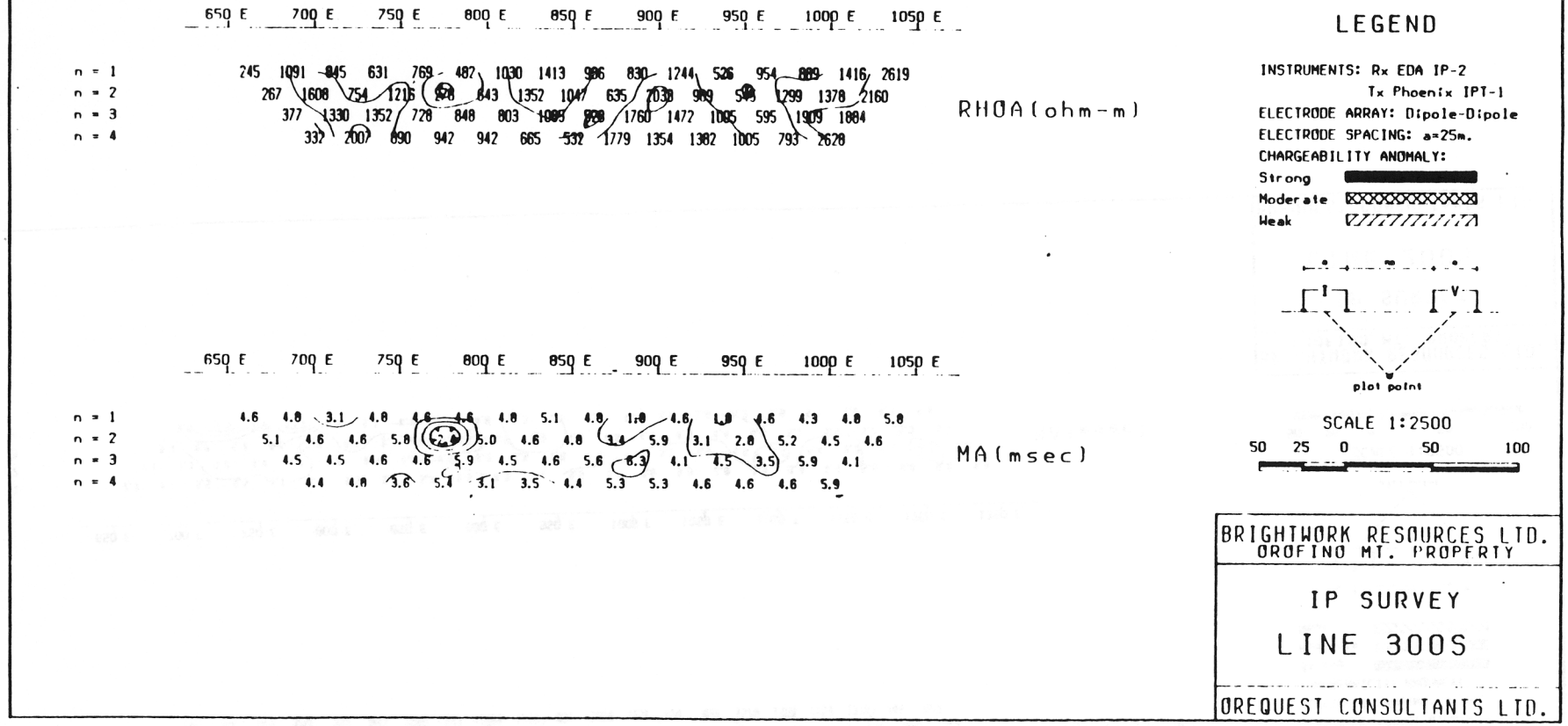
50 25 0 50 100

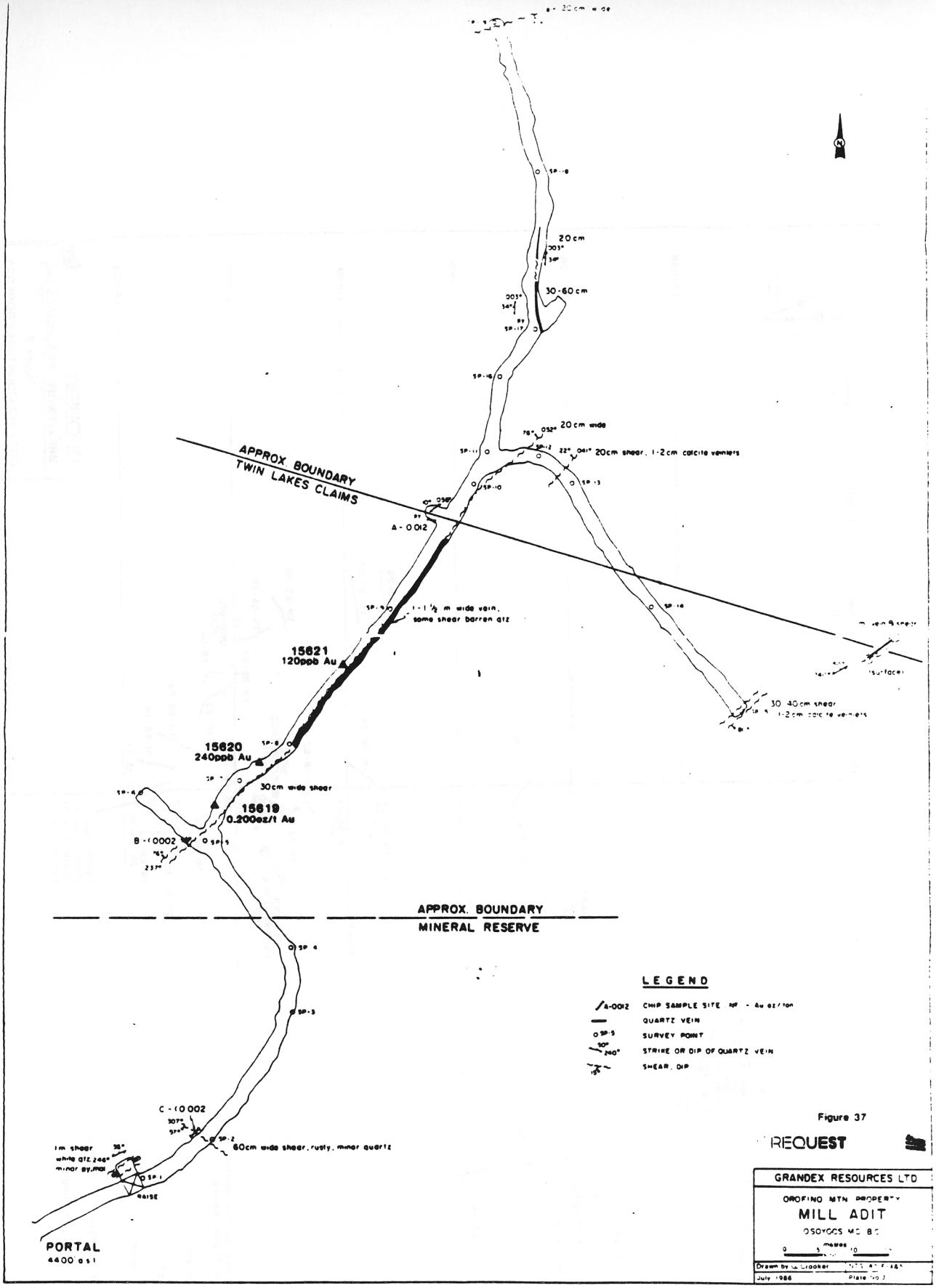
BRIGHTWORK RESOURCES LTD.
OROFINO MT. PROPERTY

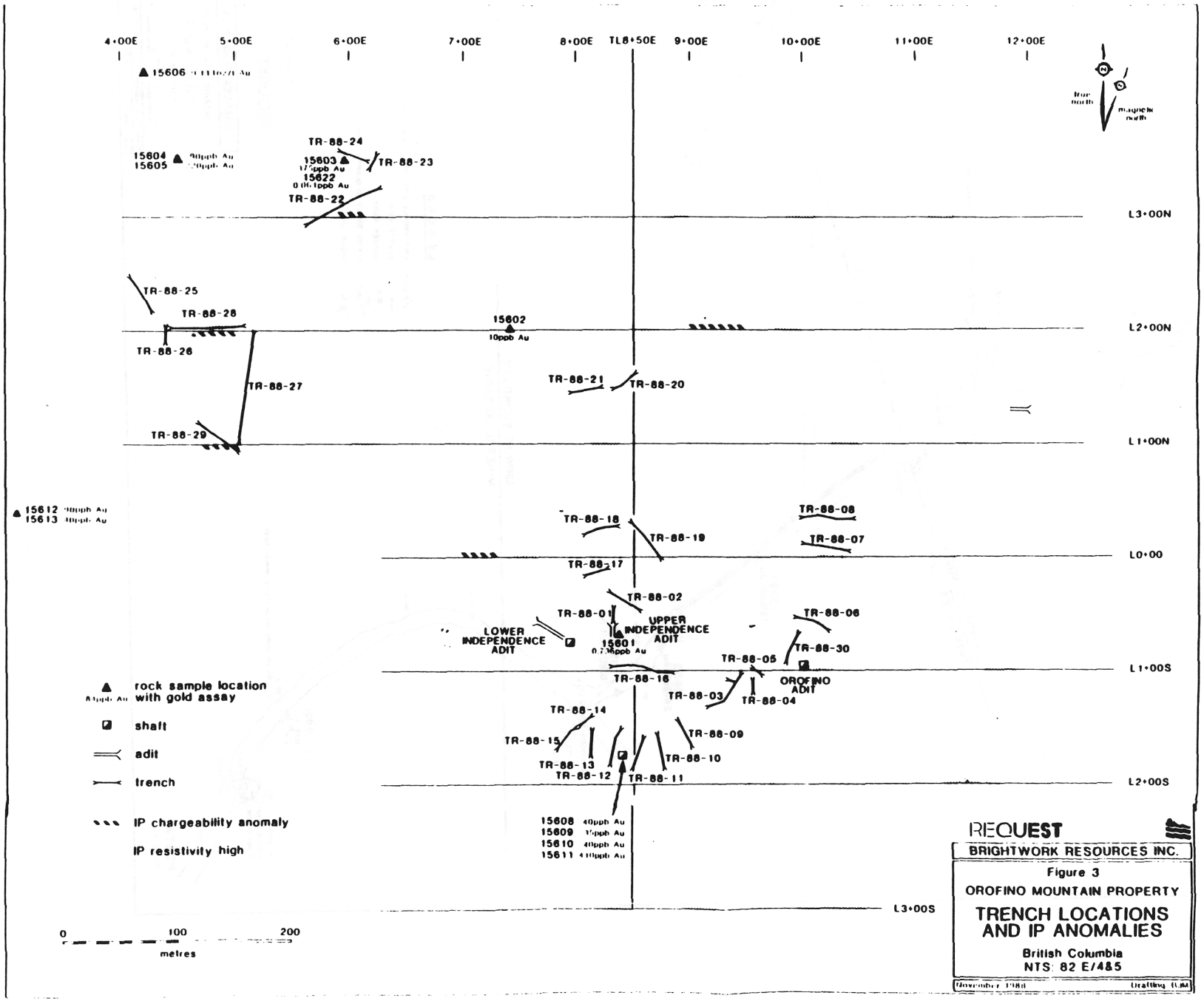
IP SURVEY

LINE 200S

OREQUEST CONSULTANTS LTD.


650 E
700 E
750 E
800 E
850 E
900 E
950 E
1000 E
1050 E
n = 1
n = 2
n = 3
n = 4
245 1091 945 631 769 487 1030 1413 986 830 1744 526 954 889 1416 2619
267 1608 754 1216 828 843 1352 1047 635 2038 909 549 1299 1378 2160
377 1330 1352 728 848 803 1989 888 1760 1472 1085 595 1909 1884
332 2007 890 942 942 665 532 1779 1354 1382 1005 793 2620
RHOA(ohm-m)
650 E
700 E
750 E
800 E
850 E
900 E
950 E
1000 E
1050 E
n = 1
n = 2
n = 3
n = 4
4.6 4.0 3.1 4.0 4.6 4.6 4.0 5.1 4.0 1.0 4.6 1.0 4.6 4.3 4.0 5.0
5.1 4.6 4.6 5.0 5.0 4.6 4.0 3.4 5.9 3.1 2.0 5.2 4.5 4.6
4.5 4.5 4.6 4.6 5.9 4.5 4.6 5.6 6.3 4.1 4.5 3.5 5.9 4.1
4.4 4.0 3.6 5.4 3.1 3.5 4.4 5.3 5.3 4.6 4.6 4.6 5.9
MA(msec)
LEGEND
INSTRUMENTS: Rx EDA IP-2
Tx Phoenix IPT-1
ELECTRODE ARRAY: Dipole-Dipole
ELECTRODE SPACING: a=25m.
CHARGEABILITY ANOMALY:
Strong
Moderate
Weak
I
V
plot point
SCALE 1:2500
50 25 0 50 100
BRIGHTWORK RESOURCES LTD.
OROFINO MT. PROPERTY
IP SURVEY
LINE 300S
OREQUEST CONSULTANTS LTD.


20cm
30-60 cm
20cm wide
20cm shear, 1-2cm calcite veinlets
APPROX. BOUNDARY
TWIN LAKES CLAIMS
A-0012
1-1½ m wide vein, some shear barren qtz
15621
120ppb Au
15620
240ppb Au
30cm wide shear
15619
0.200oz/t Au
B-10002
APPROX. BOUNDARY
MINERAL RESERVE
C-10002
1m shear
60cm wide shear, rusty, minor quartz
PORTAL
4400 a s l
LEGEND
A-0012 CHIP SAMPLE SITE NP - Au oz/ton
QUARTZ VEIN
SURVEY POINT
STRIKE OR DIP OF QUARTZ VEIN
SHEAR, DIP
Figure 37
REQUEST
GRANDEX RESOURCES LTD
OROFINO MTN PROPERTY
MILL ADIT
OSOYOOS M.D. B.C.
Drawn by
July 1986


4+00E
5+00E
6+00E
7+00E
8+00E
TL8+50E
9+00E
10+00E
11+00E
12+00E
15606
15604
15605
TR-88-24
15603
TR-88-23
15622
TR-88-22
L3+00N
TR-88-25
TR-88-28
TR-88-26
15602
10ppb Au
L2+00N
TR-88-27
TR-88-21
TR-88-20
TR-88-29
L1+00N
15612
15613
TR-88-18
TR-88-19
TR-88-08
TR-88-07
L0+00
TR-88-17
TR-88-02
TR-88-01
LOWER INDEPENDENCE ADIT
UPPER INDEPENDENCE ADIT
15601
TR-88-06
TR-88-30
TR-88-05
L1+00S
TR-88-16
OROFINO ADIT
TR-88-03
TR-88-04
TR-88-14
TR-88-15
TR-88-09
TR-88-13
TR-88-12
TR-88-10
TR-88-11
L2+00S
15608
15609
15610
15611
L3+00S
rock sample location with gold assay
shaft
adit
trench
IP chargeability anomaly
IP resistivity high
0
100
200
metres
true north
magnetic north
REQUEST
BRIGHTWORK RESOURCES INC.
Figure 3
OROFINO MOUNTAIN PROPERTY
TRENCH LOCATIONS AND IP ANOMALIES
British Columbia
NTS: 82 E/4&5
November 1988
Drafting (LM)

CERTIFICATE OF THE ISSUER

DATED: September 20, 1989

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

BRIGHTWORK RESOURCES INC.

TIMOTHY LEON WILLIAMS
Chief Executive Officer

LARRY CLAIR LUND
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

JAMES HENRY HIRST
Director

JAMES DAVIDSON WRIGHT
Director

ON BEHALF OF THE PROMOTER

TIMOTHY LEON WILLIAMS
Promoter

CERTIFICATE OF THE AGENTS

DATED: September 20, 1989

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 British Columbia Securities Act and its regulations.

CANARIM INVESTMENT CORPORATION LTD.

Per: