

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.

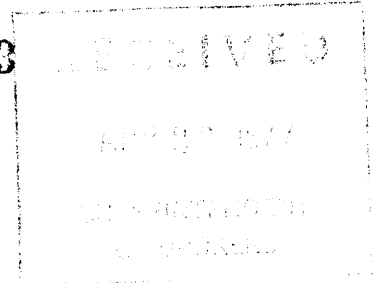
PROSPECTUS

OF

005063

TRI-STAR RESOURCES LTD.

510-850 West Hastings Street
Vancouver, British Columbia



NEW ISSUE:

250,000 COMMON SHARES
20¢ PER SHARE

	Price to Public	Underwriting Discounts or Commissions	Proceeds to Company if all Shares Sold
Per Unit	20¢	5¢	15¢
Total	\$50,000.00	\$12,500.00	\$37,500.00 (1)

(1) Before deduction of legal, audit and printing expenses payable by the Company estimated not to exceed \$5,000.00.

THE SHARES OF THE COMPANY MUST BE CONSIDERED SPECULATIVE SECURITIES AS THE COMPANY'S MINING PROPERTIES ARE IN THE EXPLORATION AND DEVELOPMENT STAGE AND THERE IS NO KNOWN BODY OF COMMERCIAL ORE.

THERE IS NO MARKET FOR THE SHARES OF THE COMPANY.

A MINIMUM SUBSCRIPTION OF \$37,500.00 OR 250,000 SHARES MUST BE SOLD UNDER THE TERMS OF THIS PROSPECTUS: REFERENCE IS MADE TO THE SECTION "USE OF PROCEEDS" ON PAGE 6 HEREIN.

REFERENCE IS MADE TO THE HEADING "SHARE OFFERING AND PLAN OF DISTRIBUTION: ON PAGE 5 HEREIN AND THE COMPARISON OF THE PERCENTAGE OF SECURITIES BEING OFFERED TO THE PUBLIC FOR CASH AND ALREADY ISSUED BY THE COMPANY TO PROMOTERS, DIRECTORS, OFFICERS AND CONTROLLING PERSONS.

THERE IS NO LAND SURVEY OF THE COMPANY'S LOCATED MINERAL CLAIMS AND UNTIL SUCH LAND SURVEY IS COMPLETED THE BOUNDARIES OF THESE CLAIMS COULD BE IN DOUBT.

THIS PROSPECTUS CONSTITUTES A PUBLIC OFFERING OF THESE SECURITIES ONLY IN THOSE JURISDICTIONS WHERE THEY MAY BE LAWFULLY OFFERED FOR SALE.

REGISTRAR AND TRANSFER AGENT
The Metropolitan Trust Company
544 Howe Street,
Vancouver, British Columbia

82M212 AXL-3
PROPERTY FILE

THIS PROSPECTUS IS DATED THE 5TH DAY OF MARCH, A.D. 1977

THE COMPANY

Tri-Star Resources Ltd. (the "Company") was incorporated on 26 January 1977 under the Companies Act of the Province of British Columbia by registration of its Memorandum and Articles. At the date hereof, the Company is a Reporting Company under the Companies Act.

The head office of the Company is 510 - 850 West Hastings Street, Vancouver, British Columbia, and the Registered Office and Records Office is 404 - 850 West Hastings Street, Vancouver, British Columbia.

THE BUSINESS

The Company is a mining Company engaged in the acquisition, exploration and development of mining properties. The Company owns or has interests in the properties described under "the Property" and intends to seek and acquire additional properties worthy of exploration and development.

THE PROPERTY

ADAMS PLATEAU PROPERTY

By Agreement dated February 1, 1977 between Kaanapali Beach Investments Ltd. of 1401 - 1255 Pendrell Street, Vancouver, British Columbia, and the Company, the Company acquired the AXL 2 Mineral Claim, Record Number 648, which expires on November 26, 1977, in the Kamloops Mining Division of the Province of British Columbia, in consideration for EIGHT THOUSAND (\$8,000.00) DOLLARS and SEVEN HUNDRED AND FIFTY THOUSAND (750,000) SHARES in the capital of the Company issued and paid as follows:

Kaanapali Beach Investments Ltd.	\$8,000.00
TOTAL:	<u>\$8,000.00</u>

- and -

Kaanapali Beach Investments Ltd.	375,000 shares
Big Deal Investments Ltd.	375,000 shares
TOTAL:	<u>750,000 shares</u>

Big Deal Investments Ltd. is owned 100% by Nell M. Dragovan of 2658 West 19th Avenue, Vancouver, British Columbia. Kaanapali Beach Investments Ltd. is owned 100% by William Diston of 1401 - 1255 Pendrell Street, Vancouver, British Columbia. Nell M. Dragovan is a director, an officer and the promoter of the Company.

The aforementioned Mineral Claim was acquired by Kaanapali Beach Investments Ltd. from Charles S. Underhill at a cost of \$7,000.00. The AXL 2 Mineral Claim comprises 20 units and is located in the Adams Plateau area, 30 miles north-northwest of the community of Salmon Arm in southcentral British Columbia. There is good road access to the property.

With respect to history of the property, massive sulphide mineralization was first discovered on the Adams Plateau in 1927 and in 1928, Granby Mining, Smelting and Power Company optioned the Lucky Coon property that is located on the west side of the plateau. Granby Mining, Smelting and Power Company carried out an extensive program of trenching combined with limited diamond drilling. In 1948, Pioneer Gold Mines prospected the area and in 1948, Consolidated Mining and Smelting Company optioned the Mosquitoe King property that is located approximately 1.5 miles to the southeast of the present day Spar Group.

In the 1960's, the Mosquitoe King property and the EX claims (Spar Property) were acquired by Giant Metallics Ltd., who carried out an extensive surface exploration program that included an induced polarization survey and diamond drilling.

In October, 1976, the Spar Group was optioned by Hesca Resources Ltd. who carried out a diamond drilling program until freeze-up in November, 1976.

Craigmont Mines Ltd. have optioned the Mosquitoe King property that adjoins the Spar property to the east and have located additional claim blocks in the area in 1976.

Present management has not carried out any exploration or development work and except as above and as disclosed in the Engineer's Report there is and has been no exploration and development of the claims, either underground or on the surface, and there is no plant or equipment on the properties either underground or on the surface. For further information covering the AXL 2 Mineral Claim, reference is made to the report of Gordon Gutrath, P. Eng., which is attached hereto and forming a part of this Prospectus.

THE PROPOSED PROGRAM ON THE COMPANY'S PROPERTY IS AN EXPLORATORY SEARCH FOR ORE AND THE PROPERTY IS WITHOUT ANY KNOWN BODY OF COMMERCIAL ORE.

REPORT ON THE

AXL 2 CLAIM

Adams Plateau Area
South Central British Columbia
51°02'N 119°37'W
NTS 82M/4E

on behalf of
Tri-Star Resources Ltd.

by

G. C. Gutrath,
Atled Exploration Management Ltd.

January, 1977.

TABLE OF CONTENTS

INTRODUCTION.	1
SUMMARY AND CONCLUSIONS	2
RECOMMENDATIONS	2
ESTIMATED COSTS	4
GEOGRAPHY	5
HISTORY	7
CLAIMS.	8
GEOLOGY - General	9
- Property.	9
- Mineralization.	9

Location Map

Claim Map

Engineer's Certificate

AXL 2 CLAIM

Adams Plateau Area
British Columbia

INTRODUCTION

The writer of this report is familiar with the geology of the Adams Plateau and has examined the Lucky Coon property and Hesca Resources' Spar property that are located in the same area as the AXL 2 claim. A number of traverses have been made on the AXL 2 claim and the adjoining claim groups in late October, 1976, but detailed geological examination of outcrops and old workings was hampered by 6 inches of snow.

This report is written at the request of the directors of Tri-Star Resources Ltd.

SUMMARY AND CONCLUSIONS

The AXL 2 claim, comprised of 20 units and covering approximately 1,220 acres, is located in the Adams Plateau area 30 miles north-northwest of the community of Salmon Arm in southcentral B.C. There is good road access to the property.

The claim group is underlain by Permian limey argillaceous phyllites with minor limestone, quartzite and greenstone members. To the north and east of the AXL 2 claim this same rock unit is the host for massive stratabound lead-zinc-silver deposits with lesser values in copper. One of these deposits was being drilled in November, 1976.

It is concluded that the AXL 2 claim is underlain by favorable geological units for stratabound lead-zinc mineralization and warrants investigation.

RECOMMENDATIONS

Phase 1

- a) Geological mapping
Map the outcrop geology on a scale of 1 inch = 400 feet using existing air photographs and topographic maps for control.
- b) Grid survey
Establish a grid with north-south crosslines at 400 foot intervals.
- c) Geophysical survey
Carry out an electro-magnetic and magnetic survey using the grid for survey control.

RECOMMENDATIONS

Phase I (Cont'd)

- d) Geochemical Survey
Collect soil and silt samples at regular intervals.

Phase II - (Contingent on the results of Phase I)

- a) Detailed geological mapping and fill-in geophysical surveys in anomalous areas outlined by the Phase I surveys.
- b) Bulldozer Trenching and Access Roads
The majority of the plateau is covered by shallow overburden so it may be possible to trench anomalies and/or mineralized zone located by the surveys.
- c) Percussion Drilling
Estimate ten 200 foot percussion drill holes would be required for an initial investigation of anomalous areas.

Phase III - (Contingent on results of Phases I and II)

- a) Diamond Drilling
BQ wire line core drilling to test drill targets located by the Phase I and II programs.

ESTIMATED COSTS

Phase I

a)	Grid survey and geochemical soil and silt sampling 20 miles at \$150.00/mile.....	\$ 3,000
b)	Geological mapping and overall supervision 10 days at \$150.00/day.....	1,500
c)	Geophysical survey E.M and Magnetic survey 20 miles at \$150.00/mile.....	3,000
d)	Analysis Geochemical and assaying.....	1,200
e)	Food and accommodation 40 man days at \$12.00/day.....	480
		<u>\$ 9,180</u>
	Contingencies at 10%.....	918
		<u><u>\$ 10,098</u></u>

Phase II (Contingent on results of Phase I)

a)	Supervision and detailed fill- in surveys.....	\$ 5,000
b)	Bulldozer trenching and access roads to drill sites 100 hours at \$40.00/hour.....	4,000
c)	Percussion drilling 2,000 feet at an overall cost of \$8.00/foot.....	16,000
		<u>\$ 25,000</u>

Phase III (Contingent on results of Phase I and II)

a)	BQ wire line drilling 2,000 feet at an overall cost of \$25.00/foot.....	<u>\$ 50,000</u>
----	--	------------------




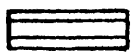

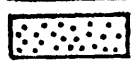
51°00'

120°00'

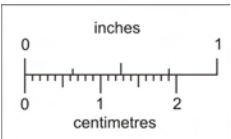
45'


30'

CLAIM LOCATION MAP

-  Tri-Star Resources Ltd.
-  Hesca Resources Ltd.
-  Craigmont Mines Ltd.
-  Staked

Scale: 1 inch = 4 miles



 This reference scale bar has been added to the original image. It will scale at the same rate as the image, therefore it can be used as a reference for the original size.

GEOGRAPHY

Location

The AXL property is located in the central portion of the Adams Plateau approximately 30 miles north-northwest of the community of Salmon Arm in southcentral British Columbia.

The approximate coordinates of the property are $51^{\circ}02'N$ and $119^{\circ}37'W$.

Access

There is a paved secondary road that leaves the Trans Canada Highway at Squilax, crosses Little River and the Adams River and follows the north shore of Shuswap Lake. At Corning Creek, approximately 3.5 miles east of the Adams River bridge, there is a good gravel logging road, suitable for 2-wheel drive vehicles, that goes north 25 miles and passes through the central portion of the AxL 2 claim.

The Holding Lumber Company has extended a good logging road within three miles of the south boundary of the AxL 2 claim. It is sixteen miles from the bridge at the south end of Adams Lake to the end of this road.

Topography

The claim covers a gently rolling plateau area between the elevations of 6,100 feet and 6,400 feet.

The Nikwikaia Valley lies to the southeast and Adams lake Valley lies to the northeast.

Less than 10% of the area will be rock exposures although overburden cover is generally thin except where gullies have been filled with glacial till. There are numerous streams in shallow channels draining the area to the southeast.

Vegetation

The claim is covered by a good stand of spruce and balsam interspersed with the occasional, open swampy area.

Climate

The Adams Plateau is in a transition area between the interior dry belt and the Columbia River rain belt. Average precipitation would be in the order of 40 inches and compacted winter snowfall would vary from 4 feet to 7 feet. The area is free of snow from June through October.

Water

There is ample water in the area for drilling or future mill requirements.

Power

B.C. Hydro has just completed a major transmission line that passes within 10 miles of the property.

HISTORY

Massive sulphide mineralization was first discovered on the Adams Plateau in 1927 and in 1928, Granby Mining, Smelting and Power Company optioned the Lucky Coon property that is located on the west side of the plateau. Granby, carried out an extensive program of trenching combined with limited diamond drilling before terminating their agreement on the property. In 1948, Pioneer Gold Mines prospected the area and in 1949, Consolidated Mining and Smelting Company optioned the Mosquitoe King property that is located approximately 1.5 miles to the southeast of the present day Spar Group.

The Spar Group, then known as the EX Claim, was owned by P. Bischoff who shipped 59 tons of hand picked high grade to the Cominco smelter in 1952.

During the 1950's, additional shipments were made to the Cominco smelter as well as some close spaced drilling to trace the massive galena mineralization. The results of this drilling is not available.

In the 1960's, the Mosquitoe King property and the EX claims (Spar property) were acquired by Giant Metallics Ltd., who carried out an extensive surface exploration program that included and induced polarization survey and diamond drilling. Giant Metallics shipped approximately 250 tons of high grade mineralization from the adit zone to the Kam Kotia mill at Sandon. Giant Metallics allowed the EX claims to lapse in 1973 and they were acquired by George Kachuck on behalf of Pamex Mining Ltd.

During 1976, Pamex constructed a new road to the adit zone and opened up the tunnel so that the face could be seen for the first time since the 1950's. Pamex has made shipments to the custom mill at Lumley and the concentrates have been shipped to the Cominco smelter.

In October, 1976, the Spar Group was optioned by Hesca Resources who carried out a diamond drilling program until freeze-up in November.

Craigmont Mines Ltd. have optioned the Mosquitoe King property that adjoins the Spar property to the east and have located additional claim blocks in the area in 1976.

CLAIMS

The Legal Post, the south boundary, the east boundary and a portion of the north boundary, were examined while the claim was being staked, and it was found that the claim was being staked in accordance with the Mineral Act.

The following information is from the Record of Mineral Claim, Form G.

<u>Name</u>	<u>Record Number</u>	<u>Expiry Date</u>
AXL 2	648	November 26, 1977.

GEOLOGY

General

The Adams Plateau is underlain by a thick series of sedimentary and interbedded volcanic rocks of Permian or earlier age.

The sediments are composed of argillites and limey argillites with minor thin beds of limestone and quartzite. These units are moderately to strongly foliated and form phyllites and schists.

The volcanics have also been metamorphosed to form green chlorite schists.

This sedimentary-volcanic series has a general east-west strike and dips gently northward. The foliation in most instances sub-parallel the bedding. There are a number of northerly trending faults that cross the plateau.

Property

The majority of the AXL 2 claim is underlain by Permian or earlier greenstones and chlorite schists, interbedded with related phyllites and limestones. This greenstone series is in contact with meta-sediments along the north side of the claim. The altered sediment are largely composed of limey argillaceous phyllites, with minor limestone, quartzite and greenstone members. The contact has been mapped by the G.S.C. as trending across the claim group in a north-westerly to westerly direction.

Mineralization

The Lucky Coon property is located 3,000 feet north of the northeast corner of the AXL 2 claim. On the Lucky Coon property, massive banded lead, zinc and copper mineralization occurs in highly sheared graphitic limey argillites interbedded with chloritic schists (greenstone). The mineralization occurs in silicified zones paralleling the bedding of the argillites and can be traced in intermittent zones over a distance of more than 2,000 feet. The mineralized zones vary from a few inches to 3 feet in

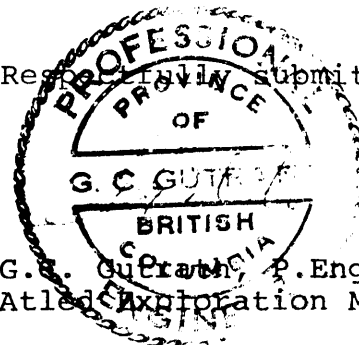
GEOLOGY (Cont'd)

width and strikes in a northeasterly direction and dips at 20° to 30° to the northwest. A shipment of 228.4 tons of selectively mined mineralization from the central portion of the Lucky Coon zone averaged 26.34 oz./ton silver, 18.12% lead, and 6.33% zinc.

The lead-zinc-silver silicified zone on the Spar 1 claim is approximately 3 miles to the east of the AXL 2 claim and occurs in limey argillaceous phyllites. The zone has been traced for approximately 185 feet in an open cut, short adit and in drill holes. The core of the mineralized zone is a massive lens of galena and sphalerite bordered by a drag folded "fringe" zone. Galena, sphalerite, pyrrhotite, pyrite and chalcopyrite is concentrated along the crests of the drag folds and in crosscutting fractures. The general trend of the zone is in a northeasterly direction with a dip of 10° to 20° to the southeast. The drag folds plunge at 15° to 20° to the southwest. A shipment of 59 tons of selected high grade mineralization from the adit assayed 12 oz./ton silver, 19% lead and 12% zinc.

There are no reported mineral occurrences on the AXL 2 claim but the writer did note a long bulldozer trench in strongly oxidized limey phyllites approximately 600 feet to the east of the property. These oxidized zones are related to pyrrhotite-pyrite mineralization that is often associated with galena and sphalerite. Other trenches have been reported in the AXL 2 claim but they have not been examined.

Respectfully submitted,



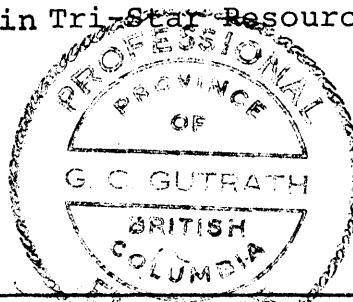
G. S. Gupta, P.Eng.,
Atled Exploration Management Ltd.

January, 1977.

ENGINEER'S CERTIFICATE

I, GORDON C. GUTRATH, of 3636, Lakedale Avenue, in the Municipality of Burnaby, in the Province of British Columbia, DO HEREBY CERTIFY:-

1. That I am a consulting geologist with a business address of 420 - 475 Howe Street, Vancouver, B. C. V6C 2B3
2. That I am a graduate of the University of British Columbia where I obtained my B.Sc, in geological science in 1960.
3. That I am a Registered Professional Engineer in the Geological Section of the Association of Professional Engineers in the Province of British Columbia.
4. That I have practised my profession as a geologist for the past sixteen years, and
5. That I have no interest in the property with which this report is concerned, nor do I expect to receive any such interest, nor do I have any interest in Tri-Star Resources Ltd.



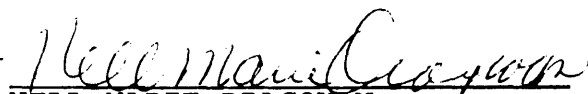
" " Gordon C. Gutrath, B.Sc., P.Eng.


DATED at the city of Vancouver, Province of British Columbia, this 31 day of January, 1977


CERTIFICATE

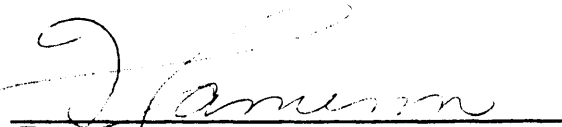
The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by Part VII of the Securities Act (British Columbia) and the regulations thereunder.

DATED at Vancouver, British Columbia, this 5th day of March, A.D. 1977.


NELL MARIE DRAGOVAN
2658 West 19th Avenue
Vancouver, B.C.
Director/Promoter


WILLIAM JAMES ASSELSTINE
979 Beaumont Drive
North Vancouver, B.C.
Director


ROBERT JAMES LAMBIE
209-5555-208th Street
Langley, B.C.
Director


FRANK JOSEPH CAMERON
1706 Kilkenny Road
North Vancouver, B.C.
Director