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HEDLEY PACIFIC MINING CORP. LTD. (N.P.L.)

This is exhibit "A" referred to in the affidavit of P.E. Itogun sworn before me this 11 day of May 1977

Registered Office:
1650 - 777 Hornby Street,
Vancouver 1, British Columbia

A Commissioner for taking Affidavits for British Columbia

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.

MINISTRY OF MINES AND PETROLEUM RESOURCES
COMPANY
JUN 17 1977
M.I.

THERE IS NO EXISTING MARKET FOR THE SECURITIES OF THE

OFFERING: 250,000 Common

COLUMN 1	COLUMN 2	COLUMN 3
Price to Public	Commissions	Proceeds to Company (if all of the shares offered are sold)
Per Share: 25¢	Nil	25¢
TOTAL: \$62,500.00	Nil	\$62,500.00

The Company intends to engage in mineral exploration. Of the shares issued and to be issued, 20.1% are being offered to the public and of the remaining 79.9%, 72% were issued to the directors, officers and controlling persons for cash and property. Reference in this behalf may be had to Item "Principal Holders of Securities" in the body of the Prospectus.

THE PROPERTIES ARE WITHOUT A KNOWN BODY OF COMMERCIAL ORE AND THE PROPOSED PROGRAMME IS AN EXPLORATORY SEARCH FOR ORE.

A PURCHASE OF SHARES OFFERED BY THIS PROSPECTUS MUST BE CONSIDERED A SPECULATION. THIS IS THE SECOND PROSPECTUS OFFERING BY THE COMPANY.

THIS OFFERING IS SUBJECT TO A MINIMUM SUBSCRIPTION OF \$62,500.00 WITHIN 120 DAYS HEREOF.

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

DATED this 28th day of March, 1977

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PROPERTY FILE

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INCORPORATION

Hedley Pacific Mining Corp. Ltd. (N.P.L.) was incorporated as a specially limited private company under the name Hedley Gordon Gold Mines Ltd. (N.P.L.) on the 28th day of April, 1947, by certificate of incorporation. The Company was converted to a private company on the 3rd day of May, 1961, then was changed to Hedley Pacific Mining Corp. Ltd. (N.P.L.) on the 2nd day of November, 1971, and has been re-converted to a public company on the 20th day of September, 1973.

CAPITALIZATION

The Company is authorized to issue 3,000,000 shares without nominal or par value with a maximum selling price of \$1.00 per share out of which 992,005 shares are issued and outstanding and fully paid up.

<u>Column 1</u>	<u>Column 2</u>	<u>Column 3</u>	<u>Column 4</u>	<u>Column 5</u>
Designation of Security	Amount Authorized	Amount outstanding as of August 31, 1976	Amount outstanding as of February 15, 1977	Amount to be outstanding if all securities being offered are sold
Common	3,000,000	992,005	992,005	1,242,005

SECURITIES SOLD FOR CASH TO DATE

1. Shares sold for cash to date:
 - (a) 100,000 shares at 10¢ per share
 - (b) 2,000 shares at 15¢ per share
 - (c) 5 shares at 50¢ per share
 - (d) 20,000 shares at 25¢ per share
2. Total cash received for the sale of shares is \$15,302.50
3. No commission has been allowed on the sale of the above-mentioned shares.
4. No discount has been allowed to the purchasers in consideration of their subscribing or agreeing to subscribe for the above-mentioned shares.

DIRECTORS AND OFFICERS

The directors and officers of the Company are tabulated below:

<u>Name and Address</u>	<u>Position and Office</u>	<u>Principal occupation within the five preceding years</u>
FERGUSON, George Herbert 624 Yeats Cres. Richmond, B.C.	President and Director	1967-1971 - President and owner of Ferguson Enterprises Ltd., Realtor, Boundary Real Estate, Grand Forks, B.C.; 1975 to present, Salesman with Richmond Plymouth Chrysler.
THOMPSON, William 3510 Kingsway Vancouver, B.C.	Secretary and Director	Pre 1968 to 1969 President and Manager of Cinola Mines Ltd. 1969 to 1972 President and Manager of Katanga Mines Ltd. 1972 to present, Retired.
MacDONALD, Brian S. 4388 Arundel North Vancouver, B.C.	Director	Attending University of British Columbia in Faculty of Commerce to 1969; Articling to Coopers & Lybrand 1969 to 1972 Accountant with Collins & Collins 1972 - 1975; Practising Chartered Accountant, MacDonald & Ralston, 1975 to present.
GORDON, Charles L. 12559 - 97 A Avenue North Surrey, B.C.	Director	Steel Fitter with Allied Steel Fabricators Ltd. Vancouver, B.C.
TURCOTTE, James D. Cascade, B.C.	Director	Exploration Manager for Sabina Mines Ltd. 1967 to 1970. Exploration and Field Manager for Moraine Gold Mines Ltd. 1970 to present time owner and operator of Park Lane Motel, Christina Lake, B.C. to 1975. Presently Prospecting

REMUNERATION

No remuneration has been paid to any director or senior officer of the Company, but as of the 1st day of August, 1973, a salary of \$400.00 per month was approved for Glenn MacDonald, then President of the Company, and no other remuneration is contemplated by the Company. This salary was terminated as of October 31st, 1975, and a total of \$2,800.00 was paid thereon from August 1st, 1973 through February 29th, 1975.

Elizabeth C. Gordon and William Thompson were allotted 60,000 shares each at 10¢ per share as reimbursement for their costs in carrying out the diamond drilling and exploration programme in 1959 to the value of \$12,000.00.

DESCRIPTION OF THE BUSINESS and PROPERTY OF THE ISSUER

The Company intends to explore its property comprising three contiguous Crown Granted Mineral Claims situate in the Osoyoos Mining Division, Princeton Assessment District of the Province of British Columbia, on the outskirts of the town of Hedley, British Columbia. The claims may be reached by four-wheel driven vehicles.

1. The properties are more particularly described as follows:

Crown Granted Mineral Claims:

Lot 3272 - "Bullion"
Lot 3273 - "Pride"
Lot 3275 - "Evening Star"

all situate in the Osoyoos Mining Division, Princeton Assessment District, Province of British Columbia.

2. All of the mineral claims set out in paragraph 1 hereof are held as Crown Granted surveyed mineral claims and recorded under the Land Registry Act of the Province of British Columbia.

3. The mineral claims set out in paragraph 1 were acquired from Elizabeth C. Gordon for 750,000 shares of the capital stock of the Company.

The aforesaid 750,000 shares are presently held beneficially among the following persons:-

<u>Name</u>	<u>Number of Shares</u>	<u>Percentage</u>
George Ferguson	100,000	13.3%
Charles L. Gordon	135,000	18.0%
William Thompson	80,000	10.6%
Glenn MacDonald	175,000	23.3%
James Daniel Turcotte	100,000	13.3%
Elizabeth Gordon	150,000	20.0%
Gus Duralis	10,000	01.3%

Except for the above shareholders there is no person to the knowledge of the Company who has received or is to receive from any vendor greater than a five percent interest in the shares or other consideration received or to be received.

4. For a history of the previous mining activity on the Company's mineral claims reference may be made to the Engineer's Report of Alfred R. Allen, P. Eng., dated November 30th, 1976, a copy whereof is attached to and forms part of this Prospectus.

5. (i) There has been no underground work carried out on the Company's properties and the Company owns no underground development equipment.

(ii) The Company owns no surface development equipment and the surface development work carried out on the Company's properties may be summarized as follows:-

In 1946 old workings on the property were cleared and re-sampled, thirty-six trenches to bed rock were excavated and 87 feet of access

road bulldozed. At or about the same period seven EX Diamond Drill holes were completed for 738.5 linear feet and the property was surveyed geologically.

In 1960 drill sites were cleared and two EX Diamond Drill holes were installed and an Engineering Report acquired from Messrs. Dolmage & Campbell.

6. For a description of the mineral deposits reference may be made to the Engineering Report of Alfred R. Allen, P. Eng., dated August 23rd, 1976, a copy whereof is attached to and forms part of this Prospectus.

7. All of the work carried out on the Company's properties as summarized has been accomplished when its management included two of the present Directors, Charles L. Gordon and William Thompson.

The properties are without a known body of commercial ore and the proposed programme is an exploratory search of ore.

USE OF PROCEEDS TO ISSUER

The net proceeds of this issue, \$62,500.00, will be used without deduction for the following purposes in the order of priority they are set out below, namely:

a) Payment of the expenses of this Offering	\$ 2,500.00
b) Carry out the recommended development work set out in the Engineering Report of Alfred R. Allen, P. Eng. dated August 23rd, 1976 in the amount of	\$55,000.00
c) Administrative expense	\$ 3,000.00
d) Listing fee with Curb Stock Exchange	\$ 2,000.00
	<hr/>
TOTAL:	\$62,500.00
	<hr/>

The Engineering budget is estimated as follows:

1. Contract a bulldozing programme involving about 2,000 feet of trenching in order to expose bedrock where sill and dyke intersections and zones of alteration and mineralization may be located, \$ 4,000.00
 2. Map the showing exposed by stripping and diamond drill to check favorable zones of alteration and mineralization. On a firm contract basis, arrange for 1,600 feet of drilling using AQ wireline equipment. \$33,000.00
 3. Conduct a geochemical survey over the property on a 100-foot by 100-foot grid pattern. \$ 3,000.00
 4. Excavate rock trenches across mineralized zones, and map and bulk sample same. \$ 3,000.00
 5. Office overhead and supervision. \$ 9,000.00
 6. Contingencies fund. \$ 3,000.00
-
- Total estimated costs \$55,000.00

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 jurisdictions in which the securities offered by this Prospectus may be lawfully sold.

Should the Company intend to use the proceeds to acquire other than trustee type securities after the distribution of the securities offered by this Prospectus, approval by the shareholders of the Company must first be obtained and notice of the intention filed with the regulatory securities bodies having jurisdiction over the sale of the securities offered by this Prospectus.

For the offering to succeed, purchase orders to net the Company a total of \$62,500.00 (the minimum) must be received by the Company before the expiration of 120 days (the "initial period") following acceptance by the Superintendent of Brokers of this Prospectus for filing. If purchase orders to net the Company the minimum amount are not received by the Company during the initial period will be returned to the subscribers immediately thereafter and the Company will withdraw this offering.

Subscription monies will be held in trust by the Crown Trust Company, 455 Howe Street, Vancouver, B.C.

Immediately after cessation of primary distribution of the shares issued under this Prospectus, the Company will endeavour to attain listing on the Vancouver Curb Exchange. To that end \$2,000.00 of the proceeds of this issue have been allocated for the listing fee and will be held in trust for that purpose only by Crown Trust Company to be released only with the consent of the Superintendent of Brokers.

ESCROWED AND POOLED SECURITIES

As of December 1st, 1976, 750,000 shares are held in escrow by the Crown Trust Company subject to the direction or determination of the Superintendent of Brokers for the Province of British Columbia. The escrow restrictions provide that the shares may not be traded in, dealt with in any matter whatsoever or released, nor may the Company, its transfer agent or escrow holder make any transfer or record any trading of the 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 part of the escrow shares, the Company will declare any such event to the Superintendent of Brokers aforesaid by way of the directors resolution and the holders of such shares, the trustee thereof and the Company, have agreed that such number of said shares as the Superintendent of Brokers determines shall have become subject to 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 Company's registered office.

As of the 1st day of December, 1976, 222,000 shares are held in pool by Crown Trust Company to be in no wise dealt with, sold or alienated until the expiration of thirty days after cessation of primary distribution.

COLUMN 1	COLUMN 2	COLUMN 3
<u>Designation of Class</u>	<u>Number of Shares held in escrow</u>	<u>Percentage of Class</u>
Common Shares	750,000	75.6%

PRINCIPAL HOLDERS OF SECURITIES

The table below shows all those who own more than ten percent (10%) of the Common Shares of the Company as of November 1st, 1976.

Column 1	Column 2	Column 3	Column 4	Column 5
<u>Name and Address</u>	<u>Designation of Class</u>	<u>Type of Ownership</u>	<u>Number of Shares owned</u>	<u>Percentage of Class</u>
GEORGE FERGUSON 624 Yeats Cres. Richmond, B.C.	Common	Beneficial	139,500	14.0%
GLENN MacDONALD 4668 West 14th Ave Vancouver, B.C.	"	"	175,000	17.6%
CHARLES L. GORDON 819 Seymour St. Coquitlam, B.C.	"	"	135,002	13.6%
ELIZABETH GORDON 819 Seymour St. Coquitlam, B.C.	"	"	200,000	20.1%
WILLIAM THOMPSON 3510 Kingsway Vancouver, B.C.	"	"	130,002	13.1%
JAMES DANIEL TURCOTTE Cascade, B.C.	"	"	137,500	10.0%

The percentage of equity shares of the Company owned by the Directors or senior officers, directly or indirectly, is shown on the table below:

COLUMN 1	COLUMN 2
<u>Designation of Class</u>	<u>Percentage of Class</u>
COMMON SHARES	50.8

PRIOR SALES

Within the past twelve (12) months prior to the date of this Prospectus, the Company has sold no shares from the Treasury.

AUDITORS, TRANSFER AGENTS and REGISTRARS

1. The Auditor of the Company is Coopers & Lybrand, Chartered Accountants, Royal Centre, 1055 West Georgia Street, Vancouver, B.C.
2. The Registrar and Transfer Agent of the Company is the Crown Trust Company, 455 Howe Street, Vancouver, B.C.

PENDING LEGAL PROCEEDINGS

There are no pending legal proceedings against the Issuer to the knowledge of the Company.

ISSUANCE OF SHARES

The Company is offering by this Prospectus, Two Hundred and Fifty Thousand (250,000) Common Shares at twenty five cents per share, payable in cash upon application. All of the shares in this offering will be fully paid and are not subject to further calls or to assessment by the Issuer. All of the shares authorized by this Company are Common Shares ranking pari passu and have attached to them no special rights or restrictions either to the shares already issued or those being offered.

PLAN OF DISTRIBUTION

These shares are to be sold by the Company through the effort of its Trading Directors. No commissions will be paid to the Trading Directors in connection with any such sales. Subscription monies to make up the minimum subscription will be held by the Crown Trust Company, 455 Howe Street, Vancouver, B.C. as outlined on pages 6 and 7 hereof.

PROMOTERS

Being principally engaged in the re-organization of this Company, George Ferguson and Daniel Turcotte must be considered promoters, and because of longstanding interest and efforts to maintain and organize this Company, William Thompson must be considered a promoter.

RIGHTS OF RECISSION

Sections 61 and 62 of the "Securities Act" (British Columbia) provide an 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 hereof if a copy of the last prospectus together with financial statements and reports and summaries of reports relating to the securities as filed with the Superintendent of Brokers, was 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 within sixty (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 a 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 the purchaser after expiration of ninety (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.

COOPERS & LYBRAND

CHARTERED ACCOUNTANTS

OFFICES THROUGHOUT CANADA
AND IN PRINCIPAL AREAS
OF THE WORLD

TELEPHONE (604) 682-7821
28TH FLOOR, THE ROYAL BANK OFFICE TOWER
1055 WEST GEORGIA STREET
VANCOUVER, BRITISH COLUMBIA, CANADA
V6E 3R2

MAILING ADDRESS

P.O. BOX 11128, ROYAL CENTRE
1055 WEST GEORGIA STREET
VANCOUVER, BRITISH COLUMBIA, CANADA V6E 3R2

CABLE ADDRESS: COLYBRAND, VANCOUVER, B.C.
TELEX: 04-507630

AUDITORS' REPORT TO THE SHAREHOLDERS

We have examined the balance sheet of Hedley Pacific Mining Corp. Ltd. (N.P.L.) as at February 29, 1976 and August 31, 1976 and the statements of deferred costs and changes in financial position for the period from August 1, 1968 to August 31, 1976. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion these financial statements present fairly the financial position of the company as at February 29, 1976 and August 31, 1976 and the results of its operations and the changes in its financial position for the period from August 1, 1968 to August 31, 1976, in accordance with generally accepted accounting principles applied on a consistent basis.

Coopers + Lybrand

Vancouver, B. C.
September 7, 1976

CHARTERED ACCOUNTANTS

HEDLEY PACIFIC MINING CORP. LTD. (N.P.L.)

BALANCE SHEET AS AT FEBRUARY 29, 1976

AND AUGUST 31, 1976

A S S E T S

	August 31, 1976	February 29, 1976	February 28, 1975
	\$	\$	\$
CURRENT ASSETS			
Cash	2,864	17	18
Advance receivable	<u> </u>	<u>6,500</u>	<u>6,500</u>
	2,864	6,517	6,518
MINERAL PROPERTIES (note 2)	7,500	7,500	7,500
DEFERRED COSTS (note 5)	<u>27,009</u>	<u>26,434</u>	<u>29,877</u>
	<u>37,373</u>	<u>40,451</u>	<u>43,895</u>

L I A B I L I T I E S

CURRENT LIABILITIES

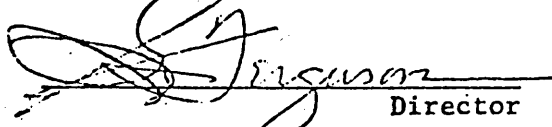
Accounts payable and accrued liabilities (note 3)	2,571	5,649	9,093
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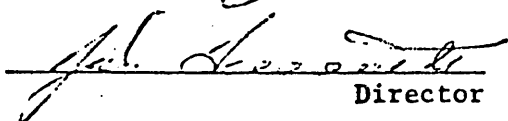
S H A R E H O L D E R S ' E Q U I T Y

SHARE CAPITAL (note 4)

Authorized - 3,000,000 shares without nominal or par value			
Issued - 992,005 shares	<u>34,802</u>	<u>34,802</u>	<u>34,802</u>
	<u>37,373</u>	<u>40,451</u>	<u>43,895</u>

SIGNED ON BEHALF OF THE BOARD


Director


Director

HEDLEY PACIFIC MINING CORP. LTD. (N.P.L.)

STATEMENT OF DEFERRED COSTS
FOR THE PERIOD FROM AUGUST 1, 1968 TO AUGUST 31, 1976

	August 1, 1968 to July 31, 1973 \$	Seven months ended February 28, 1974 \$	Year ended February 28, 1975 \$	Year ended February 29, 1976 \$	Six months ended August 31, 1976 \$	Total to August 31, 1976 \$
Annual reports				500		500
Consulting	250	106		(150)		206
Drilling and exploration	12,000					12,000
Legal and pro- fessional	4,050	2,256	2,053	920	550	9,829
Salary (note 3)		2,800	4,800	(4,800)		2,800
Taxes and miscellaneous	91	351	927	87	25	1,481
Travel and entertainment		153	40			193
	<u>16,391</u>	<u>5,666</u>	<u>7,820</u>	<u>(3,443)</u>	<u>575</u>	<u>27,009</u>

HEDLEY PACIFIC MINING CORP. LTD. (N.P.L.)

STATEMENT OF CHANGES IN FINANCIAL POSITION

FOR THE FOLLOWING PERIODS

	August 1, 1968 to July 31, 1973 \$	Seven months ended February 28, 1974 \$	Year ended February 28, 1975 \$	Year ended February 29, 1976 \$	Six months ended August 31, 1976 \$
SOURCE OF WORKING CAPITAL					
Issue of share capital	10,000		5,000		
Share subscriptions	<u> </u>	<u>2,500</u>	<u> </u>		
	<u>10,000</u>	<u>2,500</u>	<u>5,000</u>		
USE OF WORKING CAPITAL					
Deferred costs, net of items not using working capital	4,391	5,666	7,820	(3,443)	575
Share subscriptions	<u> </u>	<u> </u>	<u>2,500</u>	<u> </u>	<u> </u>
	<u>4,391</u>	<u>5,666</u>	<u>10,320</u>	<u>(3,443)</u>	<u>575</u>
INCREASE (DECREASE) IN WORKING CAPITAL	5,609	(3,166)	(5,320)	3,443	(575)
WORKING CAPITAL (DEFICIENCY) - BEGINNING OF PERIOD	<u>302</u>	<u>5,911</u>	<u>2,745</u>	<u>(2,575)</u>	<u>868</u>
WORKING CAPITAL (DEFICIENCY) - END OF PERIOD	<u>5,911</u>	<u>2,745</u>	<u>(2,575)</u>	<u>868</u>	<u>293</u>
REPRESENTED BY:					
Current assets	10,085	4,645	6,518	6,517	2,864
Current liabilities	<u>4,174</u>	<u>1,900</u>	<u>9,093</u>	<u>5,649</u>	<u>2,571</u>
WORKING CAPITAL (DEFICIENCY) - END OF PERIOD	<u>5,911</u>	<u>2,745</u>	<u>(2,575)</u>	<u>868</u>	<u>293</u>

HEDLEY PACIFIC MINING CORP. LTD. (N.P.L.)

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED FEBRUARY 29, 1976

AND FOR THE SIX MONTHS ENDED AUGUST 31, 1976

1. SIGNIFICANT ACCOUNTING POLICIES

Deferred costs

It is the company's policy to defer exploration, development and administration costs until such time the company brings the properties into production or they are abandoned or sold at which time these costs will be amortized or written off.

2. MINERAL PROPERTIES

Mineral properties consist of the following:

3 Crown granted claims in the Osoyoos Mining Division at the amount ascribed to 750,000 shares of the company issued as consideration therefor	\$ 7,500
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3. REMUNERATION OF DIRECTORS AND SENIOR OFFICERS

During the year ended February 29, 1976 and for the six months ended August 31, 1976 no remuneration was paid to directors or senior officers of the company. The company has decided not to pay salaries accruing from prior years, to an officer, who is also a shareholder and consequently an amount of \$4,800 was reversed during the year ended February 29, 1976.

4. SHARE CAPITAL

The issued share capital consists of the following:

	Shares	\$
Issued for:		
Cash	122,005	15,302
Services	120,000	12,000
Mineral properties	<u>750,000</u>	<u>7,500</u>
	<u>992,005</u>	<u>34,802</u>

5. VALUES

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

THE HOLDINGS
OF
HEDLEY PACIFIC MINING CORPORATION LTD.
HEDLEY B.C.

INTRODUCTION

Three Crown Grant Mineral claims, one mile east of the old Nickel Plate mine at Hedley, B.C., were first examined by the writer October 14th., 1945. In 1946, an exploration programme was conducted over the property under the direction of the writer. In 1961 an additional report was compiled, after a limited amount of drilling in 1960. Over the intervening years the property has been examined several times by the writer with the last visit on November 7th. 1971.

Detailed reports by the writer and other engineers are herein listed under "references", and these are available from the company files.

This brief report is for the purpose of detailing a recommended programme of exploration on the property for the 1976 - 1977 field season.

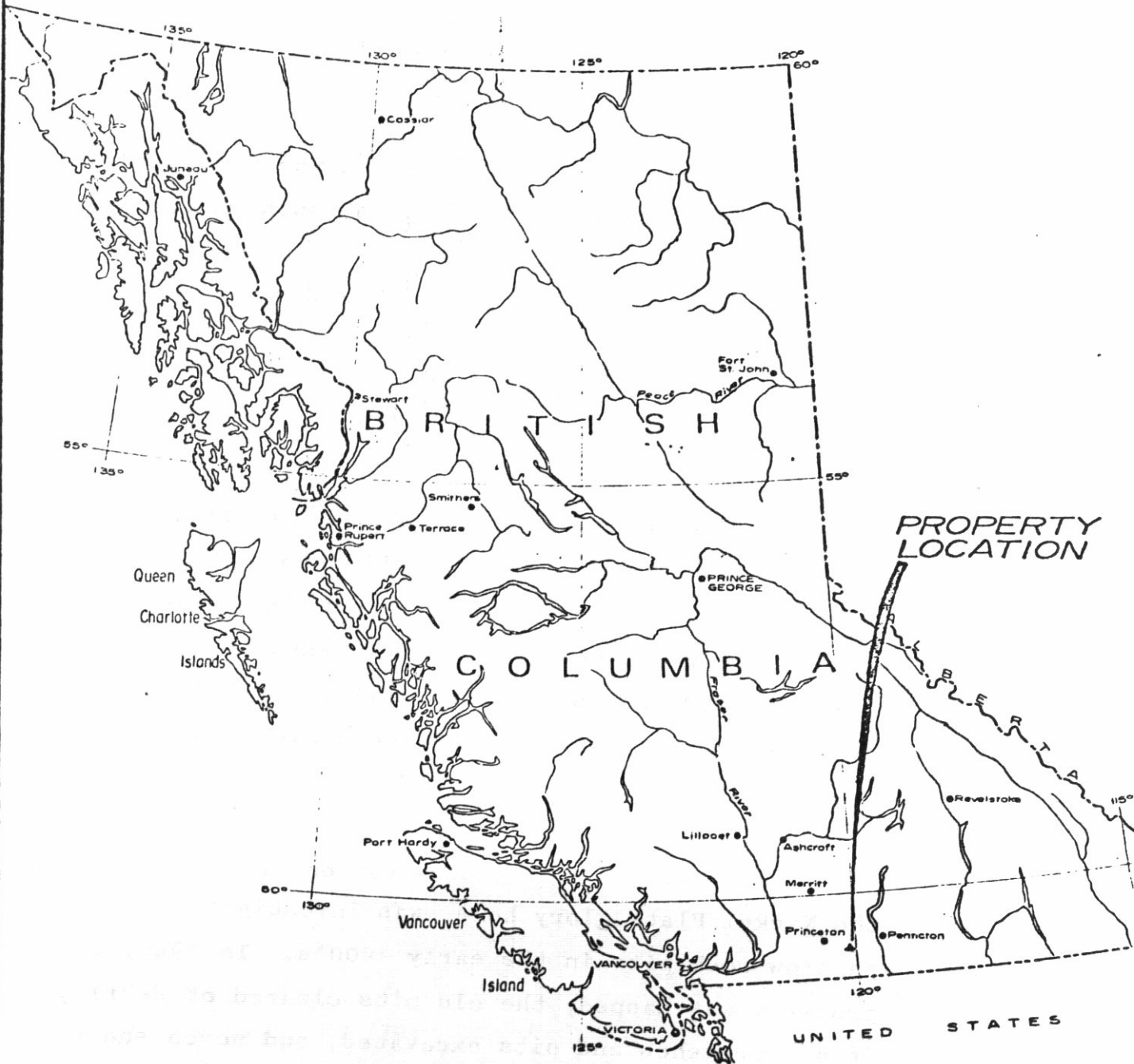
LOCATION

The property is located 11 miles via the Nickel Plate road from the Village of Hedley in south central British Columbia.

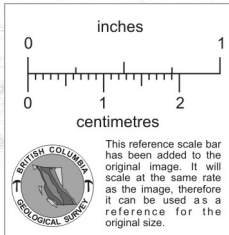
HISTORY

The Nickel Plate mine was one of the largest in the British Empire when it was brought into production in 1904. Over the intervening 50 years about 4,000,000 tone of ore was mined from which 1,600,000 ounces of gold, 200,000 ounces of silver and 4,000,000 pounds of copper were recovered. Dividend payments amounted to \$7,500,000.00.

The Hedley Pacific Mining Corporation claims, 3000 ft. east of the Nickel Plate glory hole, was investigated by a few shallow rock pits in the early 1900's. In 1946, the property was mapped, the old pits cleared of debris, 36 new trenches and pits excavated, and seven short core holes diamond drilled beneath surface mineralization. Two additional holes were diamond drilled in 1960. Since then there has been, to the writer's knowledge, no additional work on the property.



PROPERTY LOCATION



HEDLEY PACIFIC MINING CORP. LTD.

LOCATION MAP

SCALE: 1" = 136 MIs.

Drawn by	Date
Checked by	Org no.

ALLEN GEOLOGICAL ENGINEERING LTD.

PROPERTY

The following Crown Grant Mineral claims are held by
Hedley Pacific Mining Corporation Ltd. (N.P.L.)

Bullion

Pride

Evening Star

TOPOGRAPHY

The property is located on the plateau 4,000 feet above the village of Hedley. The plateau is an area of low relief with few lakes, and here and there rounded mountain peaks standing 1,000 feet and more above the well-wooded terrain which is gently sloping. There are scattered grassy meadow areas on the plateau.

The mineral claims lie on the southerly upper slope of Lookout Mountain. The lower, south portion of the area is open meadow, giving way to light forest cover up the hill to the north.

Elevations range from 5,700 to 6,500 feet on the property and Lookout Mountain peaks at 6,665 feet above sea level.

GEOLOGY

The geology of the Hedley area, including detailed information pertaining to the Nickel Plate mountain mineral deposits, has been described in the reports listed herein under "references".

This report is for the purpose of outlining an exploration programme on the Hedley Gordon property, and in the interests of brevity, a resume of the geology is included with emphasis directed towards those factors directly pertaining to the exploration for mineral deposits.

Upper Triassic Nicola limestone, quartzite, argillite along with lesser tuff and breccia have been folded, faulted and strongly altered by the intrusion of large stocks and associated sills and dykes of gabbro and diorite. Gold, silver, copper, iron and lesser cobalt and arsenic minerals occur within this complicated geological environment.

The five factors which controlled the localization of the extensive mineral deposits of Nickel Plate mountain are as follows:

1. Alteration

An extensive alteration zone permeated outward and upward from the Toronto stock. The base of this zone is clearly established by the white recrystallized limestone of the Sunnyside formation defined as the "marble line".

2. Folds

Much of the ore mined from the Hedley Mascot and Nickel Plate was associated with folds. The larger amplitude contained the most extensive orebodies.

3. Fractures

Some orebodies were found associated with numerous closely spaced fractures which cut across the folds.

4. Igneous Contacts

Most of the orebodies of the Nickel Plate and Mascot were mined from mineralization concentrated in the "crotches" between intersecting dykes and sills, and less commonly against irregularities such as "bulges" in sills and dykes.

5. Favourable Beds

Pyroxene-rich beds within the altered zone were more favourable for the deposition of ore minerals than the silica- and garnet-rich beds.

The most favourable places for ore hunting in the environs of Nickel Plate and Lookout mountains are listed by Billingsley and Hume, as follows:

1. Strong alteration, preferably skarn mixed with calcite and close to the marble line.

2. Strong structure, anticline-syncline with some steep bedding.
3. High proportion of porphyry spreads with intense bleaching by leucaugite and with a high content of dipyre.
4. Low-angling porphyry sheets of Midway - Hot Sill type.
5. Transverse dykes of andesite-quartz-diorite.
6. Strong shearing and fissuring.
7. Mineralization of the gold bearing stage, that is, arsenopyrite, dipyre, calcite, clinozoisite. Chalcopyrite is indicative of marginal ore. Pyrrhotite by itself is not a good criterion, being far more generally distributed than the ore.

Although most of the surface of the company's property is masked by overburden, there are some scattered outcrops and bedrock has been intermittently exposed by stripping and trenching sufficient to make preliminary mapping of the geology practicable.

A detailed survey conducted by the writer in 1945-46 demonstrated that the geology of Nickel Plate and Lookout mountains extends easterly across the Hedley Pacific Mining property. It is clearly evident that control of ore

deposition is similar, and all available data should be acquired on the Hedley Pacific Mining claims area in order that the seven rules regarding the search for mineralized zones may be applied.

WORK COMPLETED

Since the 1890's, when the old open cuts were excavated on the Hedley Pacific Mining showings, little work has been done despite the favourable location just east of the famous Nickel Plate mountain.

In 1946 the workings were cleared of debris and re-sampled. There were 36 trenches excavated to bedrock and 8,700 feet of connecting road bulldozed. Using EX equipment seven holes were diamond drilled, the total footage being 738.5 feet. A geological survey was conducted over the property and a preliminary map of same completed.

In 1960 two short EX holes were diamond drilled. No work has been carried out since 1960.

SUMMARY AND CONCLUSIONS

The Hedley Pacific Mining property is located just east of Nickel Plate mountain from which, over a 50-year period, about 4,000,000 tons of gold-silver-copper ore was mined and from which about \$7,500,000 was paid in dividends.

SUMMARY AND CONCLUSIONS (continued)

Limited exploratory work completed on the Hedley Pacific Mining Corporation property has established that scattered showings have been found similar to and in a similar geological environment to that on Nickel Plate and Lookout mountains.

It is concluded that the Hedley Pacific Mining Corporation claims warrant detailed investigation, and a field programme which involves the expenditure of \$55,000.00 is recommended herewith.

RECOMMENDATIONS

The following field programme is recommended on the Hedley Pacific Mining Corporation property.

	<u>Estimated Costs</u>
1. Contract a bulldozing programme involving about 2,000 feet of trenching in order to expose bedrock where sill and dyke intersections and zones of alteration and mineralization may be located,	\$ 4,000.00
2. Map the showings exposed by stripping, and diamond drill to check favourable zones of alteration and mineralization. On a firm contract basis, arrange for 1,600 feet of drilling using AQ wireline equipment,	33,000.00
3. Conduct a geochemical Survey over selected areas of the property on 100-foot by 100-foot grids,	3,000.00

	<u>Estimated Costs</u>
4. Excavate rock trenches across mineralized zones, and map and bulk sample same,	\$ 3,000.00
5. Office, overhead and supervision,	9,000.00
6. Contingencies fund,	3,000.00
Total estimated costs	<u>\$55,000.00</u>

Completion time for this programme is estimated at three months.

Respectfully submitted,

ALLEN GEOLOGICAL ENGINEERING LTD.

Per Alfred R. Allen P.Eng.

Alfred R. Allen

B101 - 325 Howe Street
Vancouver, B.C.

November 30, 1976.

Allen Geological Engineering Limited
601-325 HOWE STREET, VANCOUVER 1, B.C.

Office 682-5747 Residence 922-0227

CERTIFICATE

August 23, 1976.

I, Alfred R. Allen, certify that:

I am a graduate of the University of British Columbia
and hold the following degrees therefrom:

BASc Geological Engineering 1939

MASc Geological Engineering 1941

I am a member of the Association of Professional Engineers
of the Province of British Columbia.

I have practised my profession for the past twenty-eight
years.

I hold no interest in the properties or securities of
Hedley Pacific Mining Corporation Ltd., or affiliates
thereof, nor do I expect to receive any, directly or
indirectly.

The Report on The Holdings of Hedley Pacific Mining
Corporation Ltd. (NPL), is based upon an examination by
the writer of the property on November 7, 1971.

I consent to this report being filed with the British
Columbia Securities Commission.

Alfred R. Allen P. Eng.
Alfred R. Allen

Allen Geological Engineering Limited

601-325 HOWE STREET, VANCOUVER 1, B.C.

Office 682-5747 Residence 922-0227

August 23, 1976.

British Columbia Securities Commission
756 Fort Street
Victoria, B.C.

Dear Sirs:

Re: Hedley Pacific Mining Corporation Ltd. (N.P.L.)

I hereby consent to the use of my report dated June 8, 1973, on the Holdings of Hedley Pacific Mining Corporation Ltd. (N.P.L.) Hedley, B.C., in any prospectus or statement of material facts or other material to be filed with the British Columbia Securities Commission or the Vancouver Stock Exchange by Hedley Pacific Mining Corporation Ltd. (N.P.L.).

Yours very truly,

Alfred R. Allen P. Eng.

Alfred R. Allen

For:

ALLEN GEOLOGICAL ENGINEERING LTD.

REFERENCES

1. Camsell, Chas., Geology and Ore Deposits of Hedley Mining District, B.C., Geol. Surv. Mem.2, 1910.
2. Schofield, S.J., Geol. Surv. Canada, Sum. Report 1919, Part B.
3. Eostock, H.S., Geology and Ore Deposits of Nickel Plate Mountain, Hedley, B.C., Geol. Surv. Canada, Sum. Report 1929, Part A.
4. Billingsley, Paul, and Hume, C.B., Ore Deposits of Nickel Plate Mountain, Hedley, B.C., C.I.M.M., Trans., Vol. XLIV, 1941 and "The Miner", Vancouver, B.C., January, February, March and April 1941 issues.
5. Dolmage, V. and Brown, C.E. Gordon, Contact Metamorphism at Nickel Plate Mountain, Hedley, B.C., C.I.M.M., Trans., Vol. XLVIII, 1945.
6. Allen, A.R., Hedley Gordon Mines, 1946.
7. Campbell, D.D., Hedley Gordon Mines Ltd., 1960.
8. Allen, A.R., Hedley Gordon Property, December 1961.

* * * * *

MATERIAL CONTRACTS

The Company has entered into no material contracts within two (2) years prior to the date of this Prospectus that have not been otherwise disclosed in this Prospectus.


OTHER MATERIAL FACTS

The Company commenced an action in the Supreme Court of British Columbia against Crumb, Beamer & Company Limited for the recovery of \$6,500.00. This action was settled earlier this year upon the transfer by that Company of 37,500 shares of Hedley Pacific Mining Corp. Ltd. (N.P.L.) to each of Messrs. Ferguson and Turcotte and upon payment by them to the Company of \$3,250.00 each.

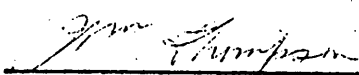
CERTIFICATE

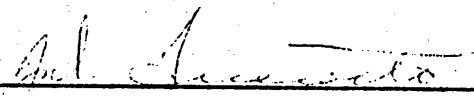
The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by Part VII of the "Securities Act", and the Regulation thereunder.

DATED at Vancouver, British Columbia, this 28th day of March , 1977.


GEORGE FERGUSON, President, Director
and Promoter


CHARLES L. GORDON, Director


WILLIAM THOMPSON, Director, Secretary
and Promoter


DANIEL TURCOTTE, Director, Promoter.


BRIAN MacDONALD, Director