

TF
This Prospectus constitutes a public offering of these securities only by persons permitted to sell such securities. No securities of the securities offered hereunder and any representation to the contrary is an offence.

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Taseko 920/3W
ons where they may be lawfully offered for sale and therein
... authority in Canada has in any way passed upon the merits

New Issue

Prospectus Dated July 6, 1989

MINISTRY of ENERGY, MINES and PETROLEUM RESOURCES

Rec'd SEP 23 1989

WESTPINE METALS LTD.

(hereinafter called the "Issuer")
900 - 475 Howe Street
Vancouver, B.C.

920 001, 33, 38

Empress, Buzzer

1,500,000 Units, each Unit comprised of one common share,
one-half of a transferable Series "A" share purchase warrant
and six-tenths of a transferable redemption right.

The Series "A" Warrants will be transferable and subject to filing with the Vancouver Stock Exchange of evidence of satisfactory distribution, will be posted for trading on the Vancouver Stock Exchange. One Series "A" share purchase warrant will entitle the holder thereof to purchase one common share of the Issuer up to 180 days from the day the Issuer's shares are posted and called for trading on the Vancouver Stock Exchange at a price of \$0.90 per share.

The redemption rights will be transferable and subject to filing with the Vancouver Stock Exchange of evidence of satisfactory distribution, will be posted and called for trading on the Vancouver Stock Exchange. The holder of a redemption right will be entitled to tender a redemption right together with a common share of the Issuer for redemption of the common share by the Issuer at a price of \$0.60 per share at any time up to 270 days from the day the Issuer's shares are posted and called for trading on the Vancouver Stock Exchange.

Units	Price to Public	Commission	Net Proceeds to be received by Issuer ¹
Per Unit	\$0.75	\$0.0585	\$0.6915
Total	\$1,125,000	\$87,750	\$1,037,250

¹ Before deduction of the cost of the balance of the issue estimated to be \$20,000.

THERE IS NO MARKET THROUGH WHICH THESE SECURITIES MAY BE SOLD. The price of this issue has been determined by negotiation between the Issuer and the Agents. The issue price to the public per Unit exceeds the net book value per common share immediately prior to the date of the Prospectus by \$0.406 per share. The net book value per common share after giving effect to this Offering, but without giving effect to the Series "A" Warrants, will be \$0.344 per common share representing a 54.1% dilution of the Offering price per common share.

The Vancouver Stock Exchange has conditionally listed the securities being offered pursuant to this Prospectus. Listing is subject to the Issuer fulfilling all the listing requirements of the Vancouver Stock Exchange on or before August 14, 1989, including prescribed distribution and financial requirements.

A PURCHASE OF THE SECURITIES OFFERED BY THIS PROSPECTUS MUST BE CONSIDERED A SPECULATION. SEE "RISK FACTORS" HEREIN.

Upon completion of this Offering, but without giving effect to the Series "A" Warrants, this issue will represent 42.9% of the shares then outstanding. The shares owned by controlling persons, Promoters, Directors and Senior Officers of the Issuer, and "Underwriters" as defined in Local Policy 3-30 of the British Columbia Securities Commission, represent 57.1% of the shares which will be issued and outstanding on completion of this Offering. Refer to the heading "Principal Holders of Securities" herein for further details of shares held by "Underwriters".

The Agents have agreed to purchase (the "Guarantee") any of the Units offered hereby which have not been sold at the conclusion of the Offering. Any Units acquired by the Agents under the Guarantee will also be distributed under this Prospectus through the facilities of the Vancouver Stock Exchange at the market price at the time of sale.

One or more of the Directors of the Issuer has an interest, direct or indirect, in other companies. Reference should be made to the item "Directors and Officers" herein for a comment as to the resolution of possible conflicts of interest.

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.

We, as Agents, conditionally offer these securities on a guaranteed best efforts basis 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.

Agents

Canarim Investment Corporation Ltd.

2200 - 609 Granville Street
Vancouver, B.C. V7Y 1H2

Effective Date: July 14, 1989

Rec'd
08/29/89

PROPERTY FILE

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GEOLOGY, GEOCHEMISTRY AND MINERALIZATION
of the
TASEKO PROPERTY

CLINTON MINING DIVISION, B.C.

NTS 920/3W

LATITUDE 51°05', LONGITUDE 123°24'W

for

WESTPINE METALS LTD.
900-475 Howe St.
Vancouver, B.C.

by

ELLEN LAMBERT, M.Sc., FGAC
Vancouver, BC

March 15, 1989

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SUMMARY

Property - The Taseko Property is located 225 km north of Vancouver in southwestern British Columbia along the eastern flank of the Coast Range. The property consists of 51 units and is in the Clinton Mining Division. Access is by four-wheel drive vehicle from Williams Lake (270 km) through the town of Hanceville.

History - Discovery of gold at the Taylor-Windfall mine in the 1920's generated prospecting activity in the district. The area in and around the Taseko Property received intense interest between 1969-1976 as a porphyry copper-molybdenum target, and again in 1985 for its epithermal gold potential. Geochemical, geophysical and drilling programs were carried out during these periods. In 1988, Alpine Exploration Corporation, in joint venture with Westley Mines Ltd., compiled all previous data and implemented a new phase of geochemical, prospecting and drilling exploration programs.

Property Geology - The property occurs along an east-west contact between a Cretaceous-age batholith of the Coast Plutonic Complex and overlying upper Cretaceous volcanic strata. Volcanic rocks north of the contact have been intensely altered to quartz-rich and sericite-andalusite assemblages in a zone up to 2 km width. The nature and extent of alteration suggests the area was subject to a late-Cretaceous, magmatic-hydrothermal event resulting in the vertical zonation of alteration and mineral assemblages. Felsic to mafic dikes postdate both the batholith and alteration. Syenitic lithologies have also been identified in float. Bedding of volcanic strata generally dips north, and the area is host to numerous NW- to NE-trending faults.

Mineralization - Two major mineral showings occur on the property: the Empress Showing, where copper-gold mineralization occurs with disseminated chalcopyrite, pyrite, molybdenite and magnetite in quartz-sericite altered volcanoclastic strata adjacent to the Coast Range batholith, and the Buzzer Showing, where chalcopyrite and molybdenite occur as sulphide-filled vugs and disseminations within the batholith.

Results of Previous Exploration Programs - Seven anomalous copper +/- gold zones were defined in 1988 using data from all previous exploration programs. These zones are named the 88, 76, North, East, Breccia, West Buzzer and Buzzer Zones and are based on geochemical and drilling data. A strong copper-gold anomaly occurs, 100 m wide and 400 m long, in the 88 Zone as defined by the >400 ppm Cu and >100 ppb Au contour. The combined 88 and North Zones define a >400 ppm Cu anomaly whose total area is 450 m x 550 m. The best drill intersections come from the 76 Zone (52 m of 1.28% Cu and 0.059 o/t Au) and the Buzzer Showing where grade and tonnage of 5.5 million tons of 0.35% Cu and 0.031% Mo have been calculated.

1988 Program and Results - Geological, prospecting, geochemical and diamond drilling programs were conducted over the 88 and 76 Zones by Alpine Exploration Corporation in 1988. 146 soil and 40 rock samples were collected, and 457 m (1502 ft) of diamond drilling were completed in seven holes. Soil and rock results, as well as drill holes T88-5 and 7 substantiated the 88 Zone, while rock samples and holes T88-2,3,4 and 6 helped define the 76 Zone. The best drill intersections from 1988 come from hole T88-7 with 26.2 m of 0.73% Cu, including a higher grade section of 11.6 m of 1.15% Cu and 0.026 o/t Au. The most encouraging rock sample came from the 88 Zone and returned 5.61% Cu and 0.305 o/t Au.

Conclusions and Recommendations - Results of the 1988 program confirmed the possibility for one or more, high-grade, low tonnage (one million tons), copper-gold mineral occurrences in the area of the Empress Showing. In addition there is potential for larger tonnage, lower grade copper-molybdenum +/- gold occurrences on the property as exemplified by the Buzzer Showing. For 1989, a major exploration program is recommended for the 76, 88, North Zones and Buzzer Showing. Additional soil sampling and exploratory drilling is suggested for the East and West Buzzer Zones. Phase 1 is to consist of bridge building, soil sampling, regional geologic mapping, detailed prospecting, and 1522 m (5000 ft) of diamond drilling for an estimated cost of \$275,000. With good results from this program, a second phase consisting of 3653 m (12,000 ft) of drilling at an estimated cost of \$525,000 is proposed.

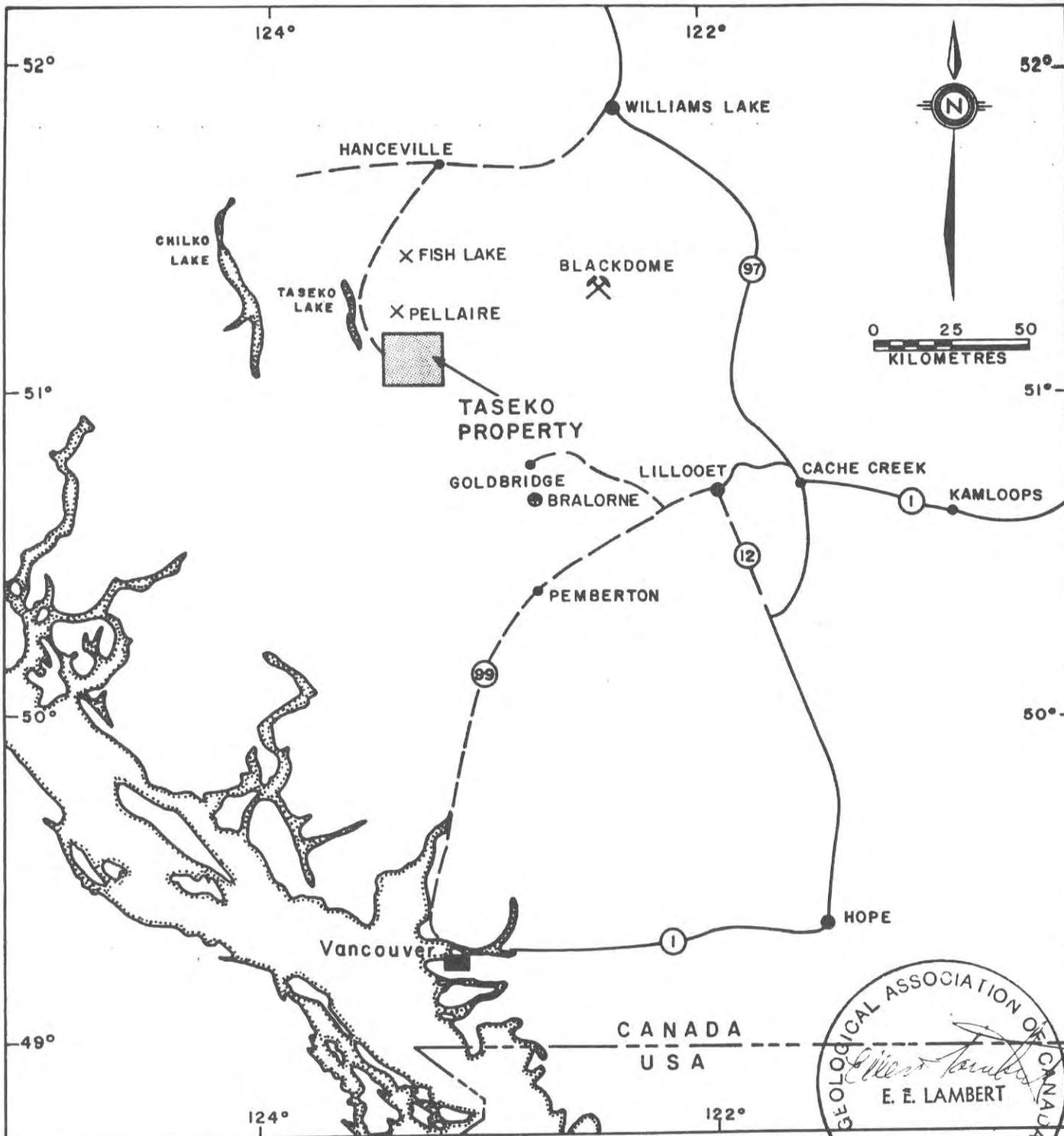
INTRODUCTION

The author was engaged by Alpine Exploration Corporation in September 1988 to supervise a drilling program on the Taseko Property. 458 m (1502 feet) of drilling were completed on the Empress Showing, and the author logged and sampled the core during a 2 week period.

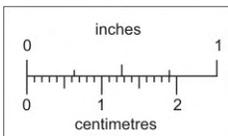
This report describes the entire exploration program conducted on the property in August and September 1988 as well as summarizing previous work. Notable references describing previous work include K. Nakashima (1970), K. Uchida et al (1970), M.R. Wolfhard (1976) and W.D. Melnyk et al (1986).

LOCATION, ACCESS, PHYSIOGRAPHY

Location - The Taseko Property is located 225 km north of Vancouver, British Columbia, in the Clinton Mining Division (Figure 1). It lies 10 km southeast of Taseko Lakes on the Taseko River, at 51°05' latitude and 123°24' west longitude, NTS Map 920/3W.



- × MINERAL OCCURRENCE
- ⊕ PAST PRODUCER
- ⚡ PRODUCER



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WESTPINE METALS LTD.		
TASEKO PROPERTY LOCATION MAP AND MINERAL DEPOSITS		
E. E. LAMBERT, F. GEOL.		
N.T.S. 920/3W	SCALE: 1:1,852,000	FIG.
DATE: MARCH 1989	DRAWN: E.L./dw	1

Access - The property can be reached by road from Williams Lake (270 km) or by helicopter from Gold Bridge (48 km), Pemberton (100 km), or Lillooet (120 km). Road access from Williams Lake follows Route 20 west to Hanceville, then southwesterly to Taseko Lakes, and southeasterly along the Taseko River to the claim area. Four-wheel drive vehicles are necessary for portions of the road south of Hanceville. At the present time there is no bridge over the Taseko River for access to the southern portions of the property. The river can be forded by a 4WD truck during low water levels. The property contains a network of old mining roads in various stages of overgrowth, providing easy access to earlier trenches and drill sites.

Physiography - The claims area consists of a broad, U-shaped valley occupied by the Taseko River and its numerous tributaries. Elevations on the property range from 1500 m in the valley to 2350 m at ridge crests. At lower elevations the terrain is covered by widely spaced, mature, lodgepole pine trees, with balsam fir and white pine occurring at higher elevations. Glacial cover consists of sandy-skeletal morainal deposits that appear to be relatively thin but extensive (typical depth is 3-9 m). Rock exposures are scarce and generally confined to creeks and steep slopes.

CLAIMS INFORMATION

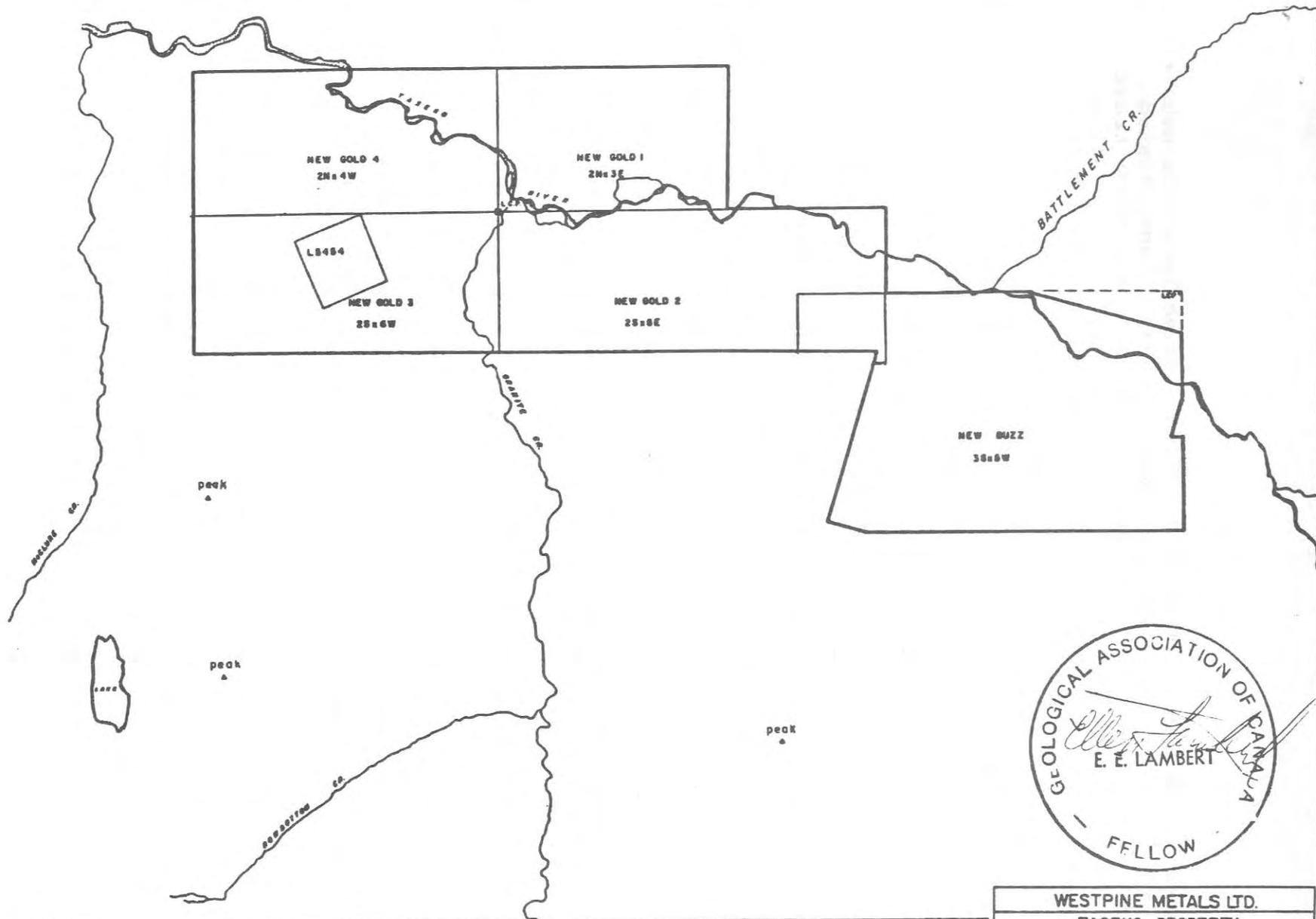
The property is comprised of 5 mineral claims totalling 51 units held by Westpine Metals Ltd. and consists of the following claims (Figure 2):

<u>Claim Name</u>	<u>Units</u>	<u>Record #</u>	<u>Expiry Date</u>
New Gold 1	6	2707	Sep. 24, 1989
New Gold 2	10	2698	Aug. 30, 1989
New Gold 3	12	2697	Sep. 12, 1989
New Gold 4	8	2708	Sep. 24, 1989
New Buzz	15	2706	Sep. 26, 1989

Subsequent to the 1988 exploration program, 13 more units were staked immediately south of New Gold 2 and west of New Buzz. These are the Mars 1-11, 19 and 20 two-post claims that are awaiting approval.

PROPERTY HISTORY

1910's-1920's - Between 1909 and 1920, many large bog-iron deposits were discovered by prospectors in the Taseko Lake area. These deposits, consisting of bedded limonite, formed as a result of erosion and oxidation of heavily pyritized volcanic rocks (Crossland, 1920). In 1922, copper-gold porphyry mineralization



WESTPINE METALS LTD.		
TASEKO PROPERTY		
CLAIM MAP		
E.E. LAMBERT, P.GEOL.		
DRAWN: E.E.L./dw	SCALE:	FIG.
DATE: MARCH 1989	N.T.S. 920/3W	2



was discovered in the vicinity of the Taseko Property at the Mohawk and Spokane Showings (see Figure 4; Macrae, 1984). Consolidated Mining and Smelting Co. Ltd. dug numerous trenches and drove cross-cuts on these prospects in 1927-1928 (Quadros, 1981). The Mother Lode mineralized breccia zone was also discovered at this time, situated southeast of the Mohawk Showing.

1930's-1960's - Further work was carried out by Taseko Motherlode Gold Mines Ltd. in 1933-1934 on the Mohawk and Spokane Showings. Canadian Explorations Ltd. (1956) conducted additional trenching and preliminary drilling on the Spokane Showing, as well as exploration on the Rowbottom shear zone exposed in Rowbottom creek. Phelps Dodge (1963) drilled 8 diamond drill holes from the Spokane Showing eastward to the Buzzer Showing exploring for Cu-Mo porphyry deposits in granodiorite.

1960's-1970's - From 1969 to 1976, prospects in and adjacent to the Taseko Property (including the Buzzer and Empress Showings) were extensively explored for Cu-Mo porphyry potential by the following companies:

- (1) Scurry Rainbow Oils Ltd. (1969) - 16 DD holes, geological mapping, trenching, JEM-IP-MAG surveys;
- (2) Sumitomo Metals Mining Canada Ltd. (1970) - 64 percussion drill holes, geological mapping, 82 km of grid layout, IP-MAG survey, 3550 soil samples;
- (3) Quintana Minerals Corp. (1975 & 1976) - 9 DD holes, 39 percussion drill holes.

1980's - Esso Resources Canada, Ltd. optioned the property from Scurry Rainbow Oil Ltd. in 1985 and conducted a detailed program of geological mapping, geochemical sampling and geophysical surveying. The thrust of their exploration attempts was to locate economic concentrations of epithermal gold mineralization. No drilling was performed and the option was dropped.

The property was restaked by New World Mines Development Ltd. after Scurry Rainbow allowed it to expire. Westley Mines Ltd. optioned 51% of the property from New World Mines in January 1988. In March 1988, Alpine Exploration Corporation was granted the right to become an equal joint-venture partner with Westley Mines after fulfilling certain conditions. A geochemical, prospecting, geological and diamond drilling program was implemented in August and September 1988, with Alpine Exploration as the operator. The remaining 49% of the property was optioned by Westley Mines and Alpine Exploration in October, 1988. In March 1989, Westley Mines and Alpine Exploration vended their interest in the Taseko Property to Westpine Metals Ltd.

REGIONAL GEOLOGIC SETTING AND MINERALIZATION

Regional Geology

The Taseko Property occurs on the northeastern margin of the Coast Plutonic Complex (CPC) of Jurassic to Cretaceous age (Figure 3). Granitic magma of the CPC intruded sedimentary and volcanic rocks of Triassic to Cretaceous age. The oldest rocks of the area are basalts, pyroclastics and argillites of the Pioneer Formation, a subdivision of the upper Triassic Cadwallader Group. Overlying the Cadwallader Group are shales, siltstones, conglomerates, intermediate to mafic flows and pyroclastics of the lower Cretaceous Taylor Creek Group. Triassic to lower Cretaceous strata are tightly folded in NW trending folds.

Gently folded upper Cretaceous volcanoclastic sandstones, tuffs and breccias that correlate with the Kingsvale volcanics unconformably overlie the older, deformed strata. These volcanic rocks are divided into 5 members (Glover and Schiarizza, 1986). Facies changes along northwest trending normal or strike-slip faults suggest that sedimentation occurred within a northwest-trending trough coincident with faulting.

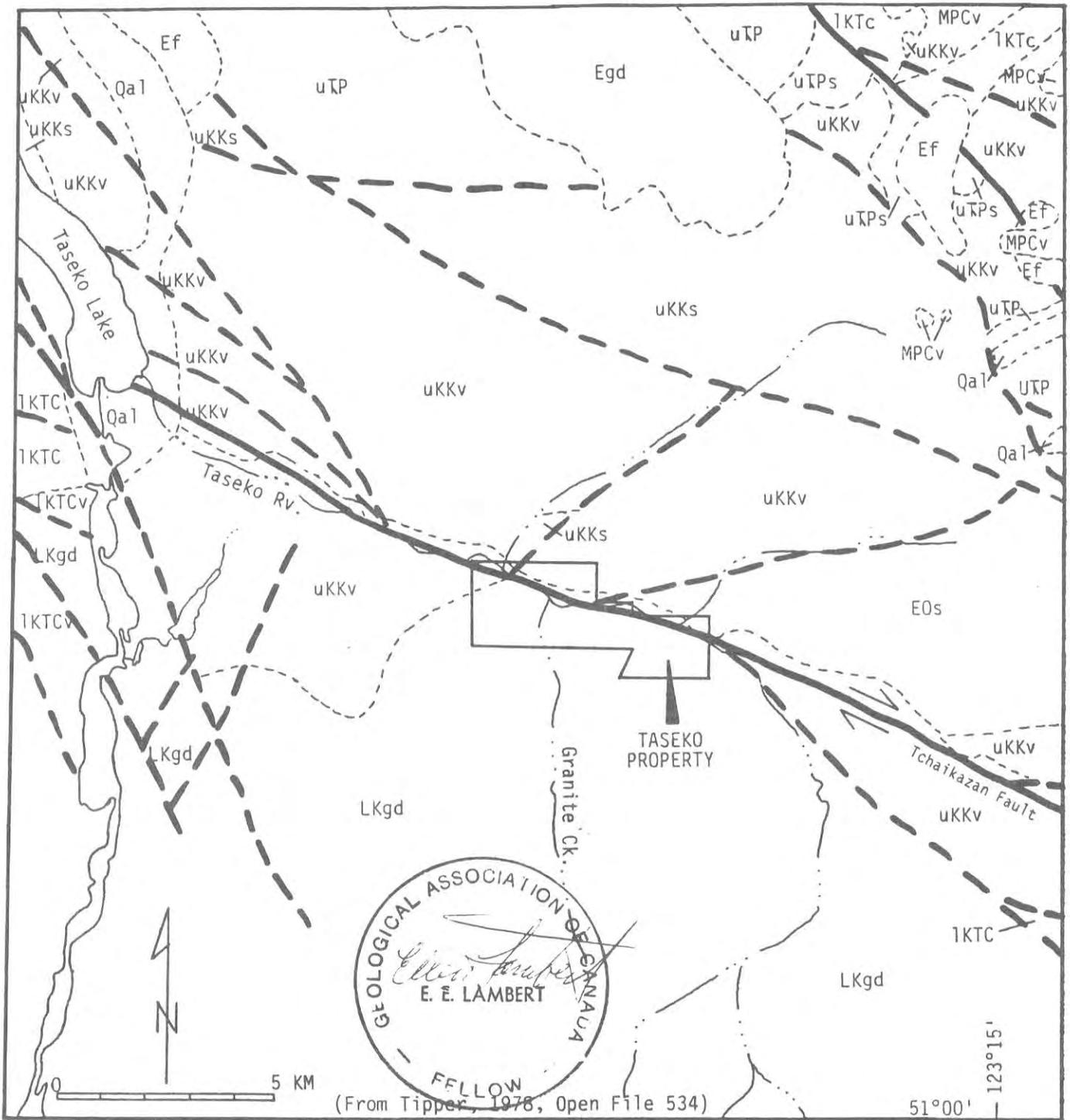
Upper Cretaceous strata are unconformably overlain by rhyolite, dacite and basalt flows, and pyroclastic rocks of Eocene age. Locally interstratified conglomerates suggest the Eocene volcanics were erupted synchronously with block-fault graben development. The youngest rock units of the area are andesite and basalt flows, and pyroclastics of the upper Miocene and/or Pliocene Chilcotin Group.

Intrusive rocks in the Taseko area include quartz-diorite to quartz-monzonite of the CPC (86 Ma), and later hornblende porphyry stocks and dikes that intrude the CPC and adjacent volcanic-volcanoclastic units. In addition, biotite-bearing porphyry stocks and dikes intrude Eocene strata.

Regional Mineralization

Significant mineral deposits in the region east of the Coast Ranges and within 100 km of the Taseko Property are plotted on Figure 1 and include the following (data from MMEPR, 1987):

- (1) Blackdome: 254,000 tons: 0.739 oz/ton Au, 2.41 oz/ton Ag
- (2) Bralorne: 740,000 tons: 0.286 oz/ton Au
- (3) Fish Lake: 204,000,000 tons: 0.25% Cu, 0.014 oz/ton Au,
0.035 oz/ton Ag
- (4) Pellaire: 67,100 tons: 0.669 oz/ton Au, 2.34 oz/ton Ag



(From Tipper, 1978, Open File 534)

- | | |
|--|---|
| Qa1 Quaternary Sediments | uKKs Upper Cretaceous Kingsvale Group Sediments & Volcanics |
| MPCv Miocene-Pliocene Chilcotin Gp. Volcanics | 1KTC Lower Cretaceous Taylor Creek Group Sediments & Volcanics |
| EOs Eocene-Oligocene Sheba Group Volcanics | LKgd Late Cretaceous Granodiorite = Coast Plutonic Complex (CPC) |
| Ef Eocene Felsic Intrusives | uTPs Upper Triassic Cadwallader Gp. Pioneer Formation |
| Egd Eocene Granodiorite | --- Fault |
| | - - - Geologic Contact |

WESTPINE METALS LTD.		
TASEKO PROPERTY		
REGIONAL GEOLOGY		
E.E. LAMBERT, P. GEOL.		
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DATE: MARCH 1989	N.T.S. 920/3W	3

In the immediate area of the Taseko Property, mineral occurrences are numerous. A cross-section of all the occurrences suggests vertical zonation through a late Cretaceous magmatic-hydrothermal system (Turner, 1988). Deep level mineralization occurs in the batholith to the south with higher levels of mineralization occurring to the north within the volcanic pile. Three styles of mineralization representative of this hydrothermal system occur within a 5 km radius of the claims. These mineral occurrences are as follows (refer to Figure 4):

- (1) Cu-Mo +/- Au porphyry-type mineralization within the granodiorite batholith (e.g. the Buzzer, Spokane, Rowbottom, Mother Lode and Mohawk Showings);
- (2) Cu-Au mineralization within hydrothermally altered volcanic strata near the contact with the batholith (e.g. the Empress Showing);
- (3) Au-Ag epithermal-type mineralization in stratigraphically higher volcanic units (e.g. the Taylor-Windfall mine, Battlement Creek area).

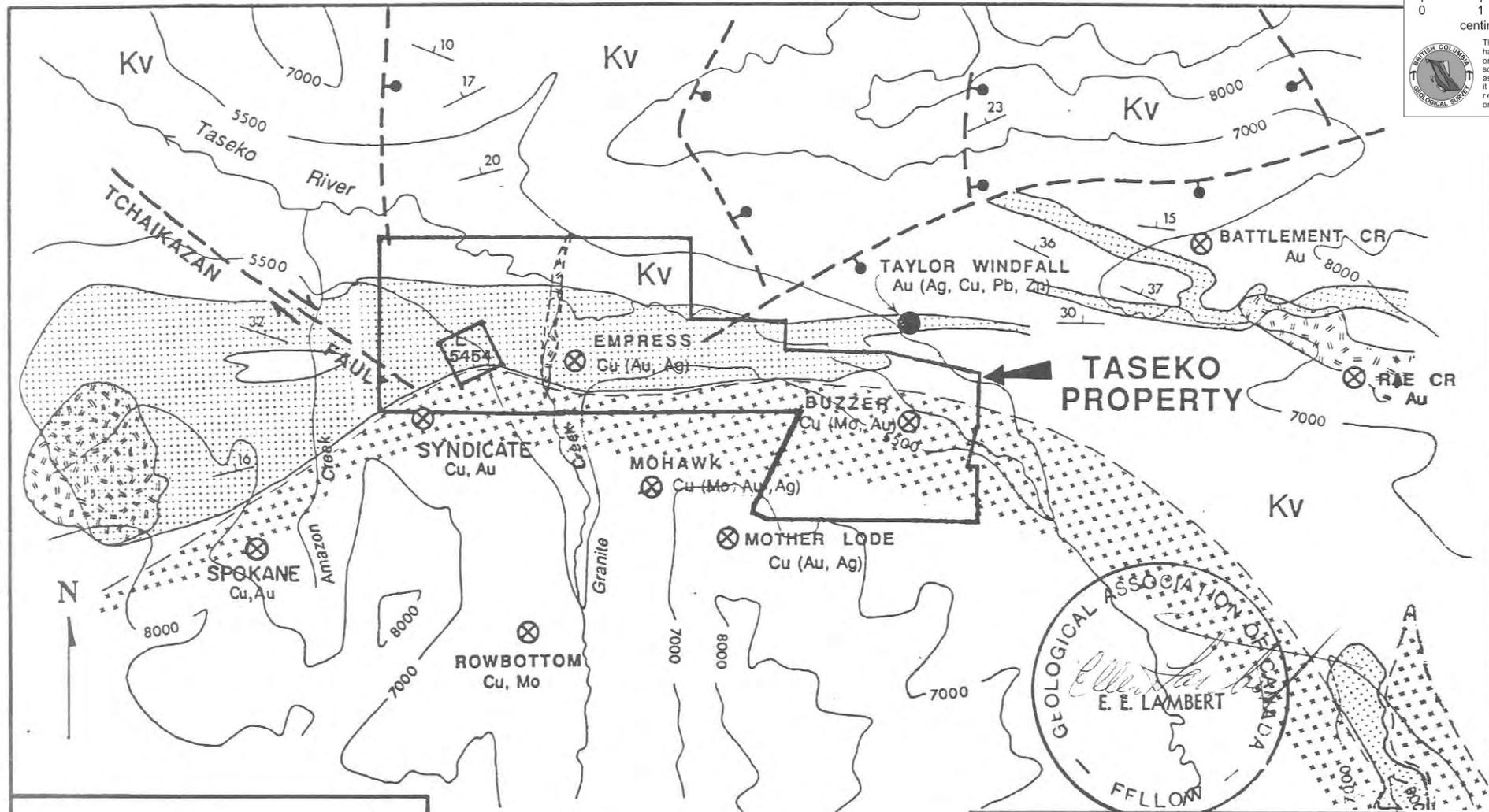
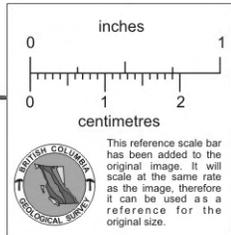
PROPERTY GEOLOGY

The Taseko Property is generally covered by an extensive blanket of glacial till. Outcrops are sparse and property geology was determined from exposures in trenches, creeks, road cuts and drill core.

The southern part of the property is underlain by quartz diorite to quartz monzonite belonging to the CPC (Figure 4; Glover and Schiarizza, 1986); the northern part is underlain by volcanic strata probably correlative with the upper Cretaceous Kingsvale Group. The contact between the intrusive and volcanics is not exposed but is inferred from extensive drilling.

Volcanic rocks adjacent the intrusive have been intensely altered in a zone up to 2 km width. Beyond the alteration zone, to the north, the volcanics consist of massive to porphyritic andesitic flows, pyroclastics and conglomerates (McMillan, 1976; Melnyk, 1986). Strata trend NE to NW and dip between 15-35° north. The contact between the batholith and volcanic rocks dips northward at 20-45°.

A large, north-trending, quartz-feldspar porphyry dike cuts across the batholith-volcanic contact just west of the Empress Showing and appears to postdate alteration and mineralization (Figure 4; Livingstone, 1976). Other post-alteration dikes include aplite, latite, rhyolite and basalt. Two joint sets, trending NE-SW, and NW-SE, match the attitudes of the dikes (Nakashima, 1970).



UPPER CRETACEOUS	
	Granodiorite (CPC)
	Porphyritic intrusives
Kv	Volcanic rocks (Kingsvale Group)
	Hydrothermal alteration quartz-sericite-clay ± pyrite, magnetite



	Fault
	Geologic contact
	Prospect
	Past producer
Geology after Glover et al, 1986	

WESTPINE METALS LTD.

TASEKO PROPERTY

PROPERTY GEOLOGY AND MINERAL SHOWINGS

E.E.LAMBERT, P.GEOL.

DRAWN: E.E.L./dw	SCALE:	FIG.
DATE: MARCH 1989	N.T.S.920/3W	4

Prospecting and drill results in 1988 indicate syenitic to monzonitic intrusives are also present on the property.

An intrusive breccia-pipe outcrops along drill roads approximately 1 km east of the Empress Showing (see Figure 5A). The breccia pipe is exposed in a 400 m x 150 m area and consists of altered (quartz-sericite-K feldspar?) intrusive fragments in a chlorite-magnetite (+/- pyrite) matrix (Melnyk et al, 1986).

At the present stage of exploration, a clear structural picture has not as yet evolved. Fault zones intersected in drill holes and possible faulting along Granite Creek indicate a complex structural evolution.

PROPERTY ALTERATION

A major portion of the Taseko Property is situated within the 2 km wide alteration zone north of the batholith. Volcanic rocks within this zone have undergone pervasive silicification, sericitization, and local argillic and aluminosilicate alteration. The most common alteration minerals in the vicinity of the Empress showing include quartz, sericite, andalusite, kaolinite, magnetite and pyrite. The rocks have been so completely altered that determination of the original lithologies is in many places impossible. Compositional banding, visible in drill core, has been interpreted to be relict volcanic textures. Melnyk and Britton (1986) suggest that volcanoclastic and epiclastic units with higher porosity were preferentially altered by hydrothermal fluids, with more massive andesitic flows being less altered.

PROPERTY MINERALIZATION

Mineralization is found mainly in two localities on the Taseko Property, historically referred to as the Buzzer and Empress Showings (Figure 4).

The Buzzer Showing exposes Cu-Mo mineralization in porphyritic granodiorite. Sulphides, along with quartz and flakey sericite, occur as vug fillings in fresh or altered granodiorite (McMillan, 1976). The sulphides consist mainly of chalcopyrite and pyrite with local molybdenite.

At the Empress Showing, Cu-Au-(Mo) mineralization occurs as pyrite, chalcopyrite, magnetite and local molybdenite and pyrrhotite in altered volcanic rocks showing intense silicification and aluminous alteration. Sulphides are typically disseminated, but also occur as veinlets and fracture coatings.

RESULTS OF PREVIOUS EXPLORATION PROGRAMS

Several exploration programs were conducted prior to 1988 within and between the Empress and Buzzer Showings. These programs included soil sampling, geophysical surveys and diamond and/or percussion drilling. Drilling was mainly guided by geophysical, rather than geochemical, targets. Westley Mines and Alpine Exploration compiled all previous data before implementing their 1988 program. As a result of this review, seven anomalous zones were delineated mainly on the basis of geochemical data and supplemental drilling results.

The seven zones are defined by anomalous copper and gold values returned in soil samples from the Sumitomo (1970) and Esso (1986) programs. Drilling results from Phelps Dodge (1963), Scurry Rainbow (1969), Sumitomo (1970) and Quintana (1975) substantiate these zones. The zones are indicated on Figures 5A, 5B and 6. To reduce complexity, only one contour each for copper and gold has been used to outline anomalous soil results: >400 ppm for copper, and >100 ppb for gold. The following zones have been thus defined:

- (1) 88 Zone - An ENE, elongate, 100 m x 400 m, geochemical anomaly exists between lines 8E and 22E, from 6+50S to 14S. The anomaly is well defined by high values in both copper and gold, with copper ranging to 1900 ppm and gold to 2670 ppb. Four drill holes penetrate the 88 Zone and are summarized below (refer to Figure 6):

<u>Hole</u>	<u>Drill Type</u>	<u>Results (width/grade)</u>
S-5*	Percussion	27 m / 0.14% Cu [3 m / 0.33% Cu]
S-9*	Percussion	53 m / 0.27% Cu [24 m / 0.42% Cu]
Q-7+	Percussion	21 m / 0.48% Cu, 0.032 o/t Au [12m / 0.66% Cu, 0.045 o/t Au]
76-1	Diamond	13 m / 0.71% Cu, 0.02 o/t Au#

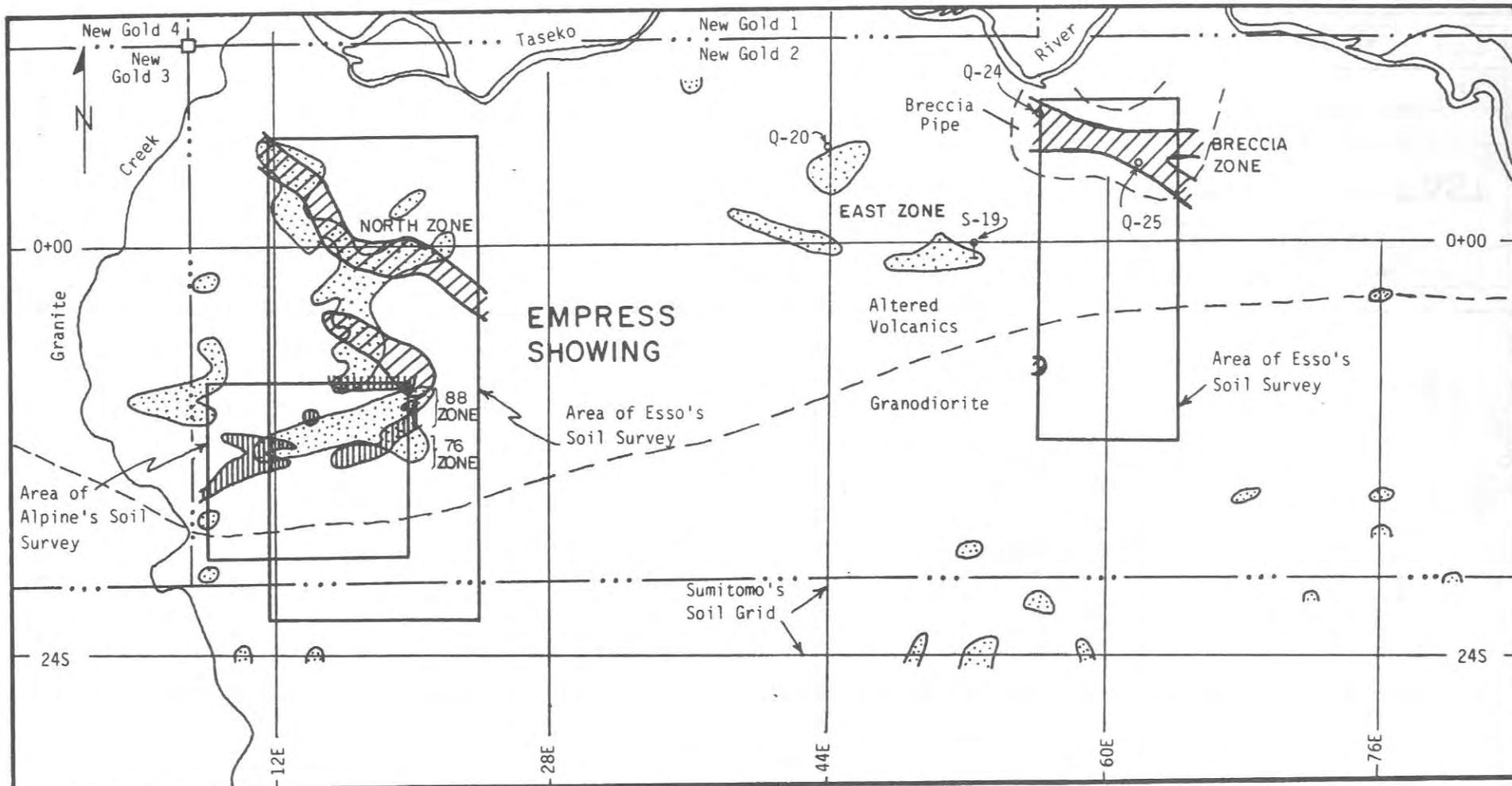
* = Gold was not analyzed

+ = Mineralization occurs in the last 21 m of hole

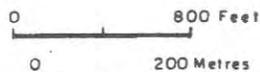
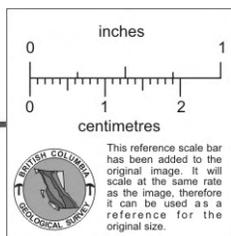
= An assay check of this interval gave 0.05 o/t Au

[] = Higher grade interval within preceding width

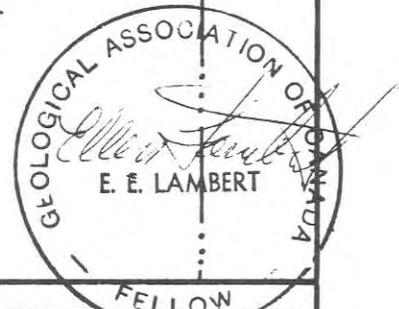
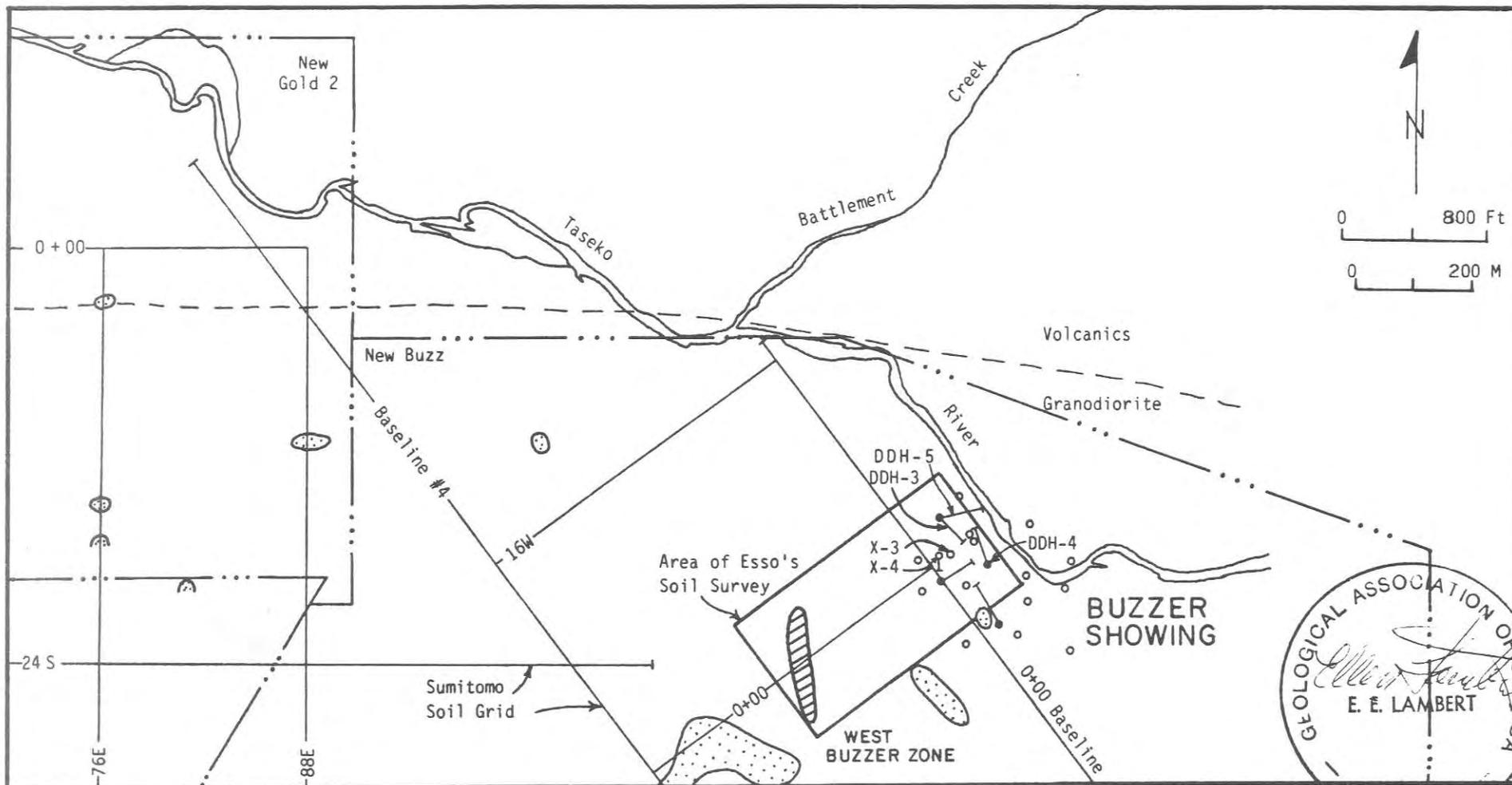
- (2) 76 Zone - Defined as the high-grade zone intersected in Quintana's diamond drill hole 76-3 that returned 50 m of 1.28% Cu and 0.059 oz/ton Au. If the zone is assumed to parallel the 88 Zone, anomalous soil geochemistry ENE of hole 76-3 and diamond drill hole X-8 support this.



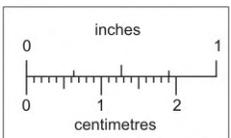
-  = > 400 ppm Cu - Sumitomo 1970 (Lines 400 ft. N-S, Stations 100 ft.)
-  = > 400 ppm Cu - Esso 1986 (Lines 400 ft. N-S, Stations 50 meters)
-  = > 400 ppm Cu - Alpine 1988 (Lines 400 ft. N-S, Stations 50 ft.)
-  = Geologic Contact
-  = Claim Boundary
-  = Drill Hole



WESTPINE METALS LTD.		
TASEKO PROPERTY		
Cu SOIL GEOCHEMISTRY - WEST		
E.E. LAMBERT, P. GEOL.		
DRAWN: E.E.L./dw	SCALE:	FIG.
DATE: MARCH 1989	N.T.S.920/3W	5A

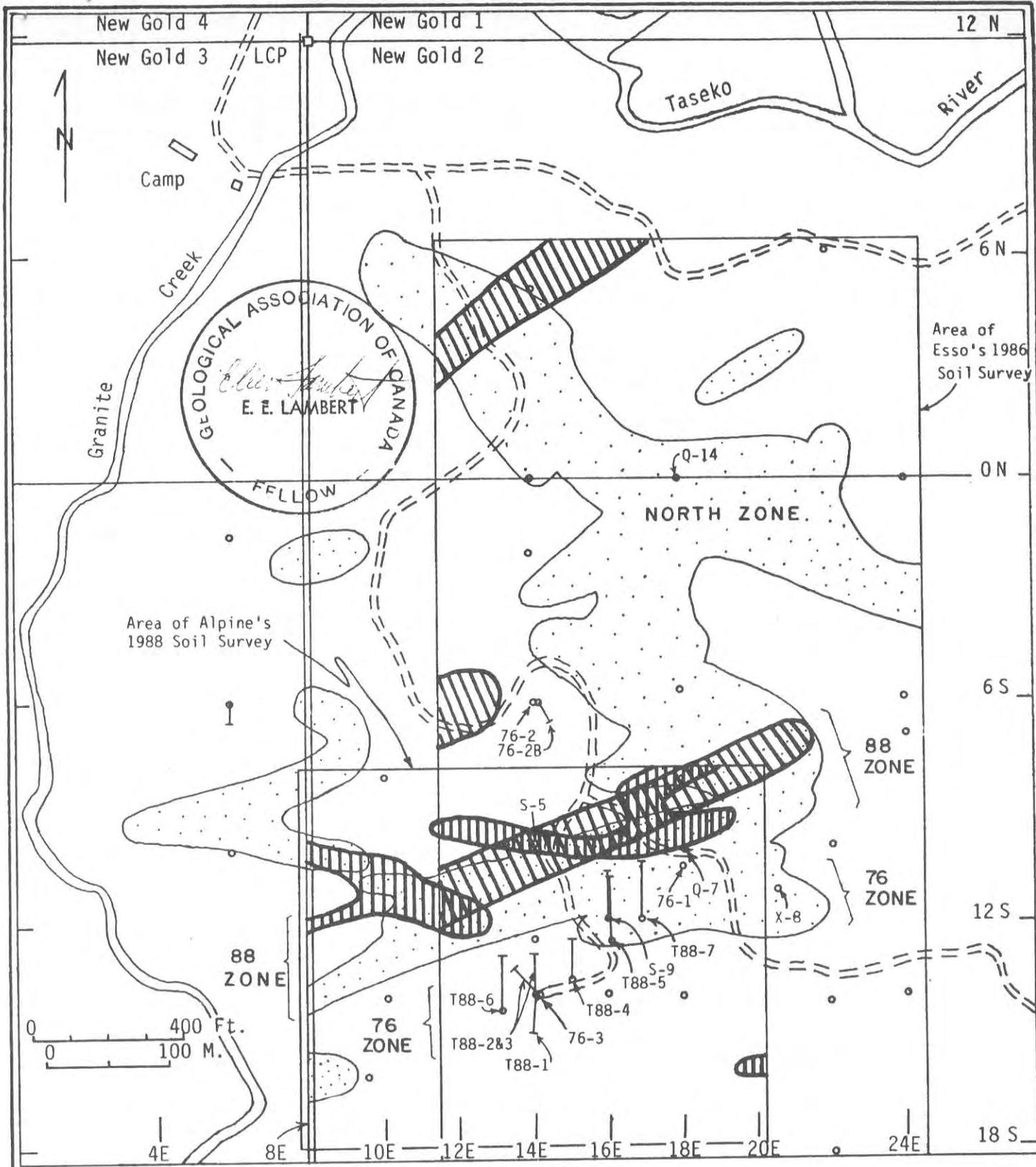


-  = >400 ppm Cu - Sumitomo 1970
-  = >400 ppm Cu - Esso 1986
-  = Drill Hole (Percussion Hole - vertical, Diamond Drill Hole - inclined)
-  = Geologic Contact
-  = Claim Boundary



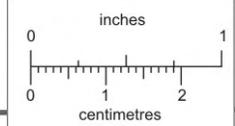
This reference scale bar has been added to the original image. It will scale at the same rate as the image, therefore it can be used as a reference for the original size.

WESTPINE METALS LTD.		
TASEKO PROPERTY		
Cu SOIL GEOCHEMISTRY-EAST		
E.E.LAMBERT, P.GEOL.		
DRAWN: E.E.L./dw	SCALE:	FIG.
DATE: MARCH 1989	N.T.S.920/3W	5 B



-  > 100 ppb Au - Alpine 1988
-  > 100 ppb Au - Esso 1986
-  > 400 ppm Cu - Alpine + Esso + Sumitomo data
-  Dirt Road
-  Drill Hole (vertical, inclined)

WESTPINE METALS LTD.		
TASEKO PROPERTY		
SOIL GEOCHEMISTRY - Au		
E.E. LAMBERT, P. GEOL.		
DRAWN: E.E.L./dw	SCALE:	FIG.
DATE: MARCH 1989	N.T.S. 920/3W	6



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.

Hole X-8 was drilled to a depth of 9.6 m, was assayed for copper + molybdenum only, and returned 9.6 m of 0.26% Cu.

- (3) North Zone - A "Y" shaped copper anomaly straddles the 0+00 line between 10E and 24E with the N-S dimension extending between 6N and 7S. This anomaly extends to the 88 Zone but is considered a separate zone. Copper values range to 2293 ppm. An ENE gold anomaly also occurs in this zone from 3N to 6N and 11+50E to 18E. Gold values range to 550 ppb.

Four drill holes penetrate this zone with only one hole returning values of any significance: percussion hole Q-14 gave 12 m of 0.21% Cu. Two diamond drill holes located immediately west of the anomaly (on line 6S at 14E, see Figure 6), although not within the >400 ppm Cu contour, occur in an area of anomalous copper values ranging between 100-400 ppm Cu. These two holes returned significant copper and gold values as outlined below:

<u>Hole</u>	<u>Total Depth</u>	<u>Interval</u>	<u>Width</u>	<u>Grade</u>
76-2	216 m	57-72 m	15 m	0.46% Cu, 0.012 o/t Au
"	"	103-115 m	12 m	0.78% Cu, 0.020 o/t Au
"	"	142-158 m	16 m	0.47% Cu, 0.028 o/t Au
"	"	173-185 m	12 m	0.73% Cu, <0.003 o/t Au
"	"	209-216 m	7 m	0.68% Cu, 0.020 o/t Au
"	"	140-213 m	73 m	0.35% Cu, unknown
76-2B	38 m	35-38 m	3 m	0.42% Cu, <0.003 o/t Au

76-2B is collared at the same location as 76-2, but is angled 45° to the SE. Copper mineralization suddenly increased at the bottom of the hole.

- (4) East Zone - Three copper anomalies occur as a cluster along line 0+00 between 37E and 52E with values ranging to 1400 ppm. The area has not been assayed for gold in soils. Only two percussion holes have been drilled in the area, both along the outside edges of the zone (holes Q-20 and S-19) and with low copper results (see Figure 5A).
- (5) Breccia Zone - An E-W copper anomaly occurs between lines 56E and 64E at 6N, directly coincident with an intrusive breccia pipe. Copper values in soils range to 1664 ppm.

Anomalous gold was returned in two of the samples within the same anomaly with values of 1700 ppb and 174 ppb. Two percussion holes drilled in this zone (Q-24 and Q-25) returned low values in both copper and gold (see Figure 5A).

- (6) West Buzzer Zone - A group of copper anomalies occurs southwest of the Buzzer Showing (Figure 5B), with copper values ranging to 840 ppm. No drilling has been done in this area.
- (7) Buzzer Showing - Defined from thirteen holes drilled in the area between 1964-1970. An estimate of grade and tonnage for the Buzzer Showing was calculated by Quintana in 1976 as 5.5 million tons of 0.35% Cu and 0.031% Mo. Gold assays were not performed. The following holes returned the best values (refer to Figure 5B):

<u>Hole</u>	<u>Total Depth</u>	<u>Interval</u>	<u>Width</u>	<u>Grade</u>
X-3	44.2 m	0-44.2 m	44.2 m	0.67% Cu, 0.03% Mo
X-4	31.1 m	2.4-31.1 m	28.7 m	0.38% Cu, 0.04% Mo
DDH-3	153.0 m	21.3-120.4 m	99.1 m	0.43% Cu, 0.04% Mo
DDH-4	158.5 m	14.6-113.4 m	98.8 m	0.36% Cu, 0.04% Mo
DDH-5	145.7 m	64.0-125.0 m	61.0 m	0.37% Cu, 0.03% Mo

It appears from Figure 5A that anomalous geochemical results are cut off east of the Empress Showing. Glacial cover increases east of line 20E possibly masking potential anomalies in that direction. Background copper levels in the Empress Showing area, where glacial cover is 3-6 m deep, range between 50-100 ppm Cu. Eastward, where glacial cover increases to 6-9 m depth, background copper levels drop to a range of 10-50 ppm Cu. Lower threshold values for anomalous copper and gold should be considered for this region.

1988 WORK PROGRAM AND RESULTS

1988 Program

The basic goals of the 1988 program were to reinvestigate 1976 diamond drill hole 76-3 by conducting step-out drilling, conduct fill-in soil sampling in the 88 and 76 Zones, attempt to understand the mode of occurrence of mineralization, and explore for new mineralized zones.

Soil sampling and float prospecting are believed to be effective exploration tools since drilling, trenching and geophysical methods indicate relatively shallow overburden.

Exploration work was performed in two phases: soil sampling, geological examination and prospecting in August, and a diamond drilling program in September. The program was carried out as follows:

1. Grid Layout - A total of 1.2 km of grid was established over the 88 and 76 Zones, utilizing part of the old grid constructed by Sumitomo Metals in 1970. Lines run N-S at 61 m (200 ft) spacings with stations every 15 m (50 ft). The line spacing used includes new lines for fill-in soil sampling.
2. Prospecting - Rock sampling and geological reconnaissance was conducted by Pat Suratt and Willis Osborne within and around old trenches at the Empress and Buzzer Showings, in the area of the East Zone and in intervening areas. Forty rock samples, mostly float of local origin, were collected.
3. Geochemistry - Soil sampling was conducted over both re-established portions of the grid and the additional fill-in lines, thus cross-checking some of the 1970 and 1986 geochemical surveys as well as adding new data. 146 soil samples were collected with an auger from the B horizon.
4. Diamond Drilling - Seven drill holes were spotted within 100 m of Quintana's diamond drill hole 76-3, and 458 m (1502 ft) of NQ core was recovered. Newmac Industries Ltd. was the drilling contractor. 169 core samples were sent in for analysis.

Soil, rock and drill core samples were all geochemically analyzed by Vangeochem Lab Limited of Vancouver B.C., for 28 elements using standard ICP analysis techniques, and for gold by fire assay with atomic absorption finish.

A description of rock samples, details of drilling results and assay certificates are all available in the registered office. These include 3 pages of rock descriptions, 11 pages of summary drill logs, 9 pages of drill-core sample numbers and results, and 24 pages of assay certificates.

Results

Soil Geochemistry

Within the survey area, 1988 results reproduced many of the 1970 and 1986 anomalous values, but failed to duplicate them in all cases. This is probably a result of different sampling methods as well as variances in laboratory technique.

Results of the soil survey confirmed the existence of the ENE, linear, copper-gold anomaly in the 88 Zone (Figure 5A and 6). Values in copper and gold were very anomalous and ranged to 3739 ppm Cu and 580 ppb Au.

Rock Geochemistry

Results of surface rock sampling were highly encouraging in both copper and gold (see Figure 7). Of the 40 total rock samples collected, 8 gave values over 1% Cu, three of which returned gold values over 2400 ppb (0.07 o/t Au). Below are listed the most significant results:

<u>Sample No.</u>	<u>Cu (%)</u>	<u>Au (o/t)</u>	<u>Zone</u>
PS-543	2.74	0.012	76(?)
PS-547	1.95	0.070	88
PS-549	3.50	0.131	88
PS-563	1.48	0.013	Buzzer Showing
WO-027	0.02	0.095	East
WO-034	2.65	0.001	76(?)
WO-036	5.61	0.305	88
WO-038	4.40	0.005	76(?)
WO-039	7.65	0.007	88

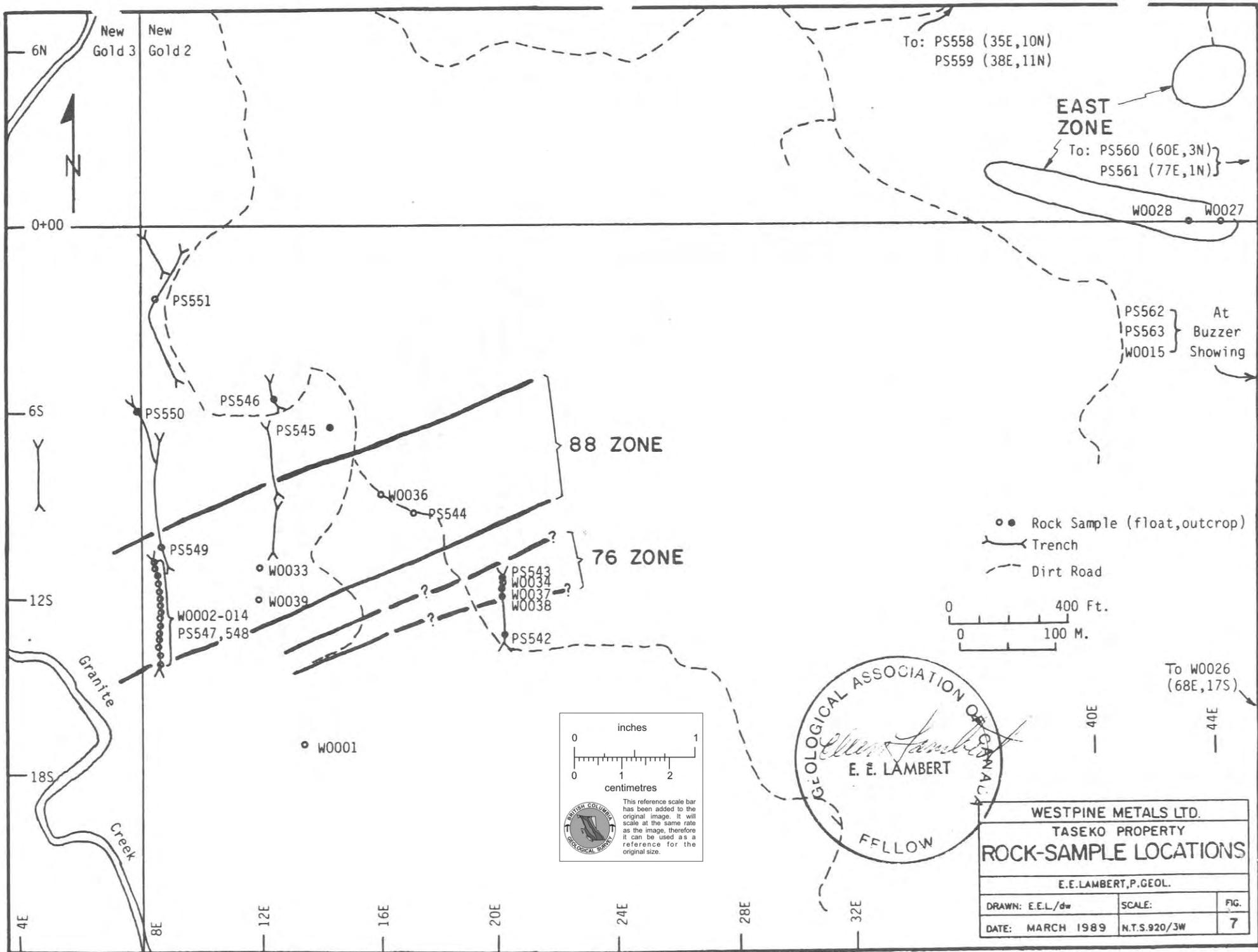
Overall, the lithology with the better values in copper and gold was the quartz-rich alteration assemblage collected within the 88 Zone. The highly anomalous samples WO-036 and WO-039 were of this rock type and contained significant amounts of disseminated to nearly massive chalcopyrite.

Three samples with high results were collected from the trench located 200 m ENE of drill hole 76-3. These samples support geochemical and drilling results in the same area, all of which may represent an eastward extension of the 76 Zone.

Sample PS-549 came from a lithology rarely observed on the property consisting of nearly massive magnetite with interstitial pyrite, chalcopyrite and euhedral quartz crystals.

Drilling Program

The following table summarizes information pertaining to the seven drill holes completed in 1988. The location of each hole is plotted on Figures 6 and 9.



<u>Hole</u>	<u>Azimuth</u>	<u>Dip</u>	<u>Depth of Overburden</u>	<u>Total Depth</u>
T88-1	180°	-45°	7.3 m	46.6 m
T88-2	357°	-55°	7.3 m	66.5 m
T88-3	315°	-55°	7.3 m	45.7 m
T88-4	360°	-60°	11.0 m	65.2 m
T88-5	357°	-45°	7.6 m	74.4 m
T88-6	002°	-55°	6.3 m	76.5 m
T88-7	360°	-50°	2.4 m	70.4 m

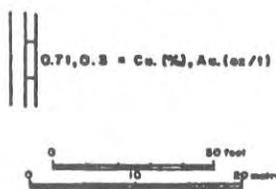
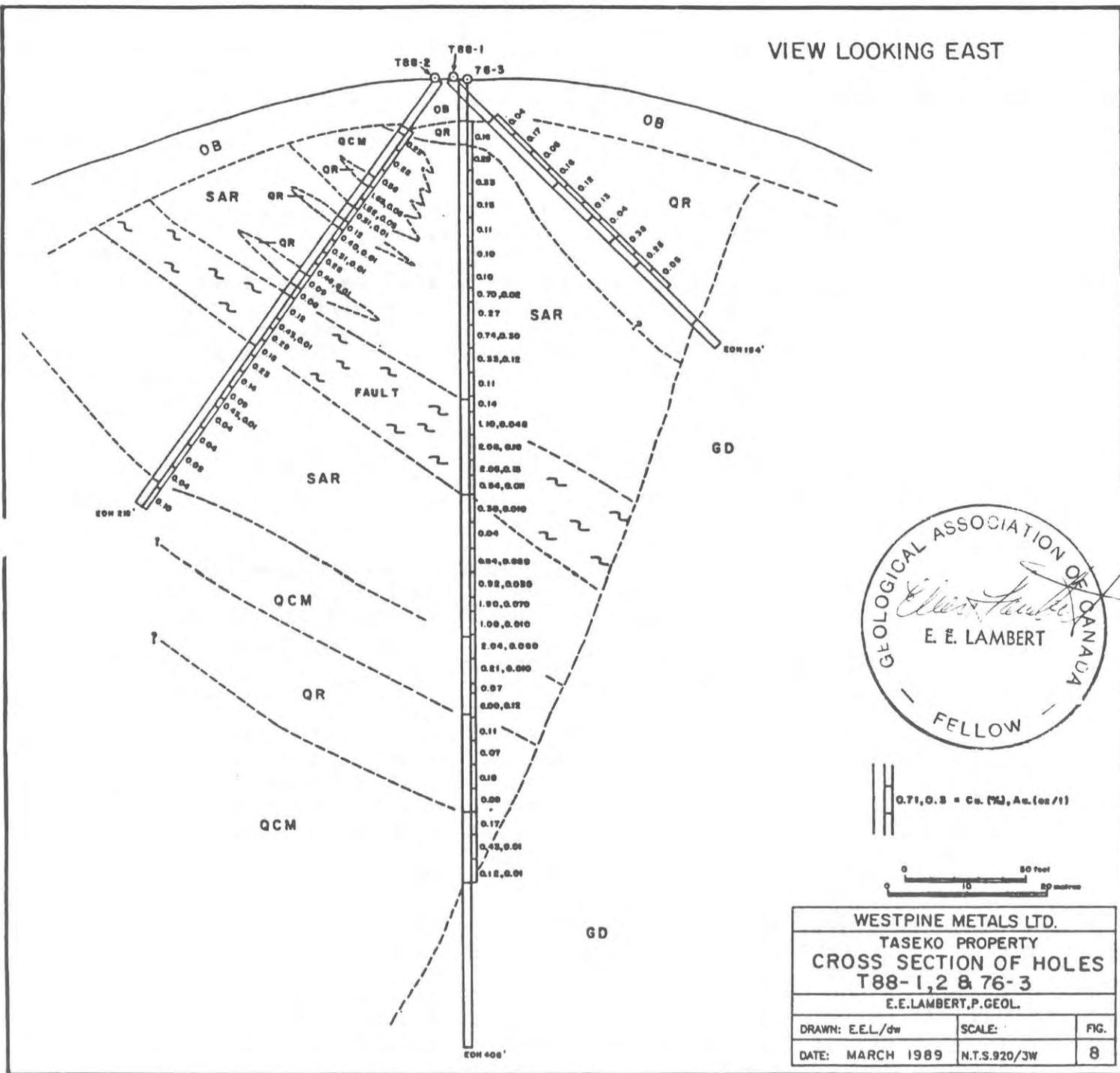
Lithologies: The rock types most commonly encountered in drill core were (abbreviations are for Figure 8):

- (1) Quartz-rich rock (QR) - granular, gray quartz having the texture of "quartzite". Accessory minerals include magnetite, hematite, sericite, carbonate and rutile. Varieties of QR include: quartz-rich rock with disseminated magnetite (5-80); and quartz-rich rock with disseminated chlorite + magnetite (QCM).
- (3) Plagioclase-K feldspar-Sericite-Andalusite rock - intergrowths of white plagioclase and pinkish K-feldspar (= syenite) with local alteration fronts(?) of pale green sericite and gray andalusite.
- (4) Sericite-Andalusite rock (SAR) - gray aggregates of andalusite in a matrix of felted pale green sericite. Accessory minerals include blue, euhedral corundum.
- (5) Granodiorite (GD) - intergrown quartz, plagioclase, K-feldspar and biotite, altered near the contact for 1 m.

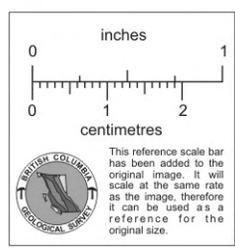
As a result of intense alteration on the Taseko Property, protoliths of rocks occurring adjacent to and above the granodiorite intrusion are difficult to determine. It is assumed here that the plagioclase +/- K-feldspar units are syenites, locally pegmatitic, that have been hydrothermally altered to sericite-andalusite-corundum mineral assemblages. Variable amounts of chlorite may represent altered mafic minerals.

Structure: Numerous narrow (2-3 cm) fault gouges and breccias were encountered, but only one fault was correlative between holes. Intersections in holes T88-2,3,4 & 6 along with 76-3 defined the strike of this fault to be 50°, dipping 26° to the SE (Figure 8). Many of the mineral-bearing structures at Taylor-Windfall mine located ENE of the Empress Showing have attitudes similar to this. Another fault may exist in the area of drilling, as defined by holes T88-4 and 76-5, whose strike would be approximately 135°. Fault zones almost invariably contained broken fragments of the quartz-rich rock embedded in gouge.

VIEW LOOKING EAST



WESTPINE METALS LTD.		
TASEKO PROPERTY		
CROSS SECTION OF HOLES		
T88-1, 2 & 76-3		
E.E.LAMBERT, P.GEOL.		
DRAWN: E.E.L./dw	SCALE:	FIG.
DATE: MARCH 1989	N.T.S.920/3W	8



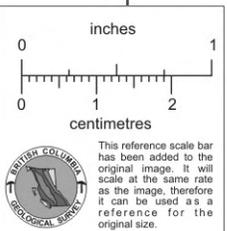
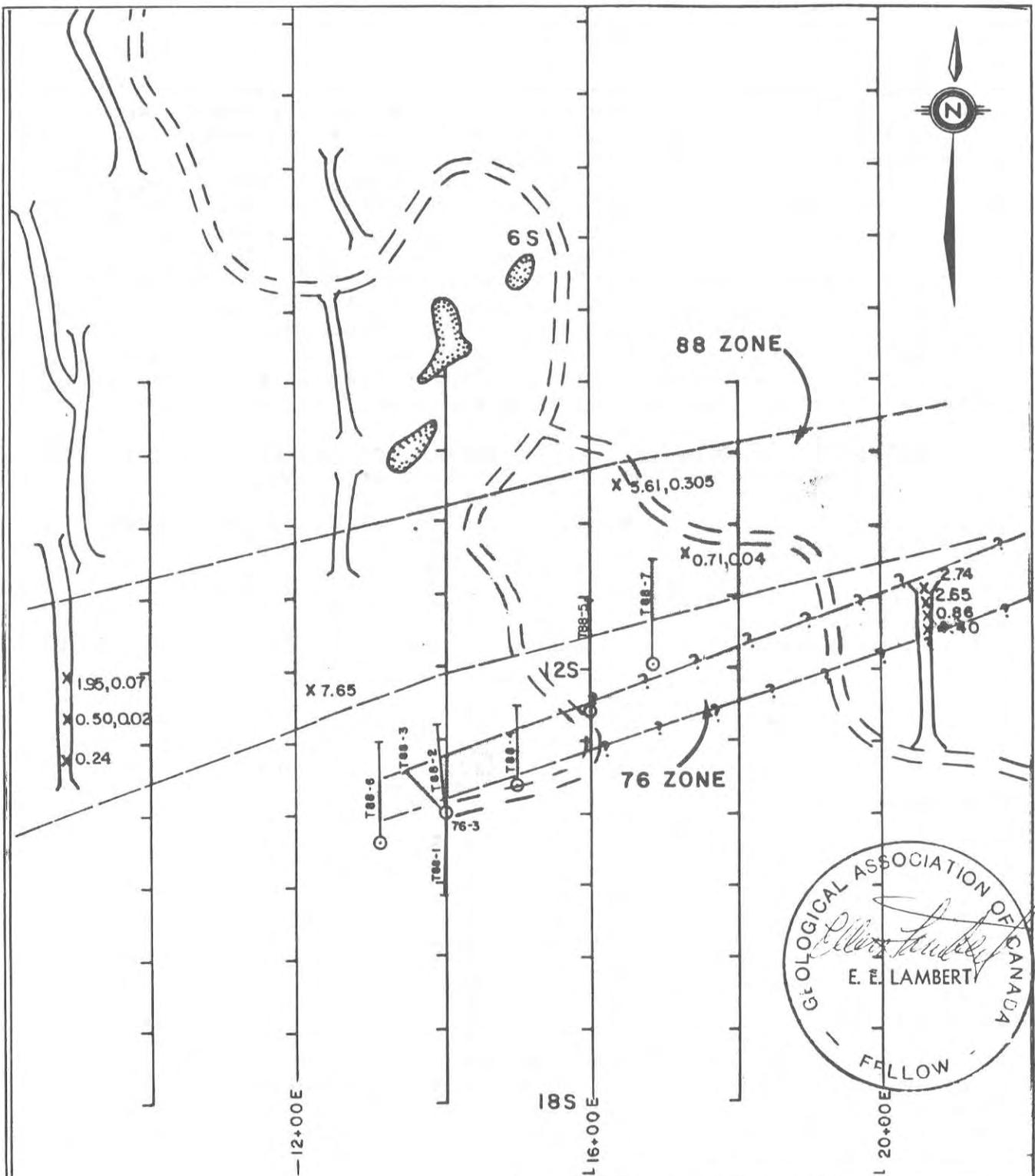
Mineralization: Mineralization in the core consists mainly of pyrite, chalcopyrite and magnetite, with rare molybdenite and pyrrhotite. Microscopy of gravity concentrates of mineralized core from hole 76-3 indicates the additional presence of trace galena, sphalerite and free gold (Harris, 1988). Sulphides and magnetite occur most commonly as disseminated, interstitial grains in quartz-rich rock, less often in altered syenite as disseminations in andalusite patches (locally rimming corundum crystals), as well as fracture coatings and veinlets in most rock types. Sulphides were rarely seen in any significant amount in unaltered, plagioclase-K feldspar rocks. The concentration of sulphides was typically 1% (the ratio of pyrite:chalcopyrite being variable), with zones ranging up to 5-20% disseminated sulphide. An inverse relationship between magnetite and chalcopyrite was commonly observed.

Results: The following table summarizes the best intersections of copper and gold obtained from the 1988 drilling program:

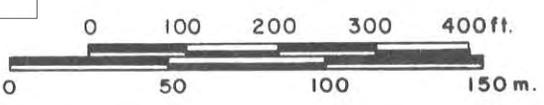
Hole	Interval(m)	Width(m)	Cu (%)	Au (o/t)	Zone
T88-2	7.3-50.3	43.0	0.36	-	76
	[7.3-29.9	22.6	0.52	0.013]	
	[13.4-21.3	7.9	0.93	0.027]*	
	33.4-47.2	13.8	0.23	-	
T88-5	29.6-49.1	19.5	0.51	0.009	88
	[29.6-35.5	5.9	0.73	0.013]	
	[38.7-49.1	10.4	0.50	0.009]	
T88-6	13.4-22.9	9.5	0.48	0.010	76
T88-7	19.1-64.6	45.5	0.53	0.015	88
	[48.5-64.6	16.1	0.98	0.024]	

* [] = narrower widths within preceding interval.

The mode of occurrence of mineralization initially encountered in hole 76-3 remains somewhat ambiguous after the 1988 drilling program. Step-out drilling around this hole indicates the mineralization may possibly exist as a linear zone with an ENE strike. This mineralization appears to be separate from mineralization encountered in 1988 drill holes located further north (T88-5 and 7). As a preliminary model, therefore, two distinct, parallel mineralized zones are proposed for the southern Empress Showing: the 88 Zone and 76 Zone (Figure 9).



- 1988 diamond drill hole
- X Rock Sample (Cu %, Au oz/t)
- ══ Trench



WESTPINE METALS LTD.		
TASEKO PROPERTY		
76 & 88 MINERALIZED ZONES		
E.E.LAMBERT, P.GEOL.		
DRAWN: E.E.L./dw	SCALE: 1:2400	FIG.
DATE: MARCH 1989	N.T.S.920/3W	9

METALLURGY

Preliminary metallurgical testing of mineralized samples from the Taseko Property indicates excellent recoveries for Au (92.5%) and Cu (94.6%) using a simple floatation circuit with or without a gravity circuit (Hawthorn, 1988).

CONCLUSIONS

The general geologic setting of the Taseko Property consists of a late Cretaceous, magmatic-hydrothermal, vertically zoned system that occurs along the contact between a large, granitic batholith and an overlying package of intermediate volcanics. Previous investigators explored this contact for large tonnage, open-pit, copper-molybdenum porphyry and epithermal-type ore bodies.

The initial goal of Alpine Exploration Corporation and Westley Mines Ltd. in exploring the property was to determine the possibility of one or more, high-grade, low tonnage (one million tons), copper-gold mineral occurrences. The 1988 program not only confirmed the possibility of such zones, but also indicated the potential for larger, lower grade zones.

Compilation of all previous data with the 1988 results have led to the definition of seven anomalous zones on the property. Each zone is defined on the basis of its geochemical signature as well as drilling results. Below is a brief description of each zone:

- (1) The 88 Zone is the most well defined zone with coincident anomalous copper and gold values occurring in soils along an elongate, ENE trend. The zone, as defined by >400 ppm Cu and >100 ppb Au contours, is at least 100 m wide and 400 m long. This anomaly appears to be cut off to the east as a result of increased glacial cover. Soil values range to 1900 ppm Cu and 2670 ppb Au, and rock (float) samples to 5.61% Cu and 0.305 o/t Au. Six drill holes confirm the existence of substantial mineralization at depth, the three most significant holes being T88-7, 76-1 and Q-7:

<u>Hole</u>	<u>Width</u>	<u>Grade</u>
T88-7	45.5m	0.53% Cu, 0.015 o/t Au
"	[16.1m	0.98% Cu, 0.024 o/t Au]
76-1	13.0m	0.71% Cu, 0.020 o/t Au
Q-7	21.0m	0.48% Cu, 0.032 o/t Au

- (2) The 76 Zone has been proposed to explain the highly mineralized 1976 diamond drill hole 76-3 (50.2 m of 1.28% Cu and 0.059 o/t Au). This zone possibly projects ENE toward a trench 200 m away. The trench occurs in a geochemically anomalous area with soil values to 850 ppm Cu and 100 ppb Au. Rock float collected in the trench returned values to 4.40% Cu. 1969 diamond drill hole X-8 was drilled in the trench to a total depth of 9.6 m, yielding 0.26% Cu over the entire length. Three 1988 drill holes (T88-2, 3 & 6) helped to substantiate the trend of the zone with hole T88-2 returning 43.0 m of 0.36% Cu including a higher grade intersection of 7.9 m of 0.93% Cu and 0.027 o/t Au.
- (3) The North Zone is defined by a large copper soil anomaly (>400 ppm Cu) and occurs immediately north of the 88 Zone. Soil values range to 3739 ppm Cu and 550 ppb Au. 1976 diamond drill holes 76-2 and 76-2B, located immediately west of the zone in an area of anomalous copper soil values ranging between 100-400 ppm Cu, intersected numerous copper-gold widths in the range of 7-16 m of 0.46-0.78% Cu and <0.003 to 0.028 o/t Au. In addition, larger intersections with lower grades of copper occur in this hole, for example 73 m of 0.35% Cu. The zone has not been substantially drill tested.
- (4) The East Zone is represented by three clustered copper anomalies with soil values to 1400 ppm Cu. One rock sample collected in this zone returned 0.095 o/t Au. The zone occurs in an area of thicker overburden which may be masking a potentially higher anomaly. Soil samples from this zone were collected in 1976 and were not assayed for gold, and only two percussion holes were drilled along the edges of the anomaly, returning low values in copper. This zone warrants further exploration.
- (5) The Breccia Zone is defined by a coincident gold and copper geochemical anomaly over an intrusive breccia pipe. Soil results ranged to 1664 ppm Cu and 1700 ppb Au. Two 1976 percussion drill holes penetrated the zone but returned low values in both copper and gold.
- (6) The West Buzzer Zone contains three clustered copper soil anomalies ranging to 840 ppm Cu. Gold was not assayed for in the soils and the area has not been drill tested.
- (7) The Buzzer Showing has been previously defined by extensive diamond and percussion drilling. An estimate of grade and tonnage has been calculated at 5.5 million tons of 0.35% Cu and 0.031% Mo. Gold has not been analyzed for in this zone and deserves to be investigated.

A significant zone of mineralization possibly underlies the Empress Showing as defined by the 88 and North Zones. The combined zones outline a total area of approximately 450 m x 100 m occurring within the >400 ppm Cu contour.

RECOMMENDATIONS

An exploration program of \$800,000 is proposed to further test copper and gold mineralization on the Taseko Property, concentrating on the area of the Empress Showing and east to the Buzzer Showing. A summary of proposed exploration activities are as follows:

- (1) 88 Zone - Step-out drilling east and west from hole T88-7 is recommended, along with fill-in soil sampling east of the 1988 grid.
- (2) 76 Zone - Drilling in the vicinity of the trench located 200 m ENE of hole 76-3 is suggested to test copper mineralization returned in soils, rock samples and drill hole X-8.
- (3) North Zone - An initial phase of fill-in soil sampling is recommended, as well as drilling in the vicinity of hole 76-2 and 76-2B. Subsequent drilling should be conducted guided by geochemical results.
- (4) East Zone and West Buzzer Zone - Fill-in soil geochemistry with gold assays is proposed, followed by exploratory drilling contingent upon soil results.
- (5) Buzzer Showing - Diamond drilling with NQ core and assaying for gold is recommended to attempt to enhance grade and tonnage estimates calculated from previous drilling results.

The proposed program is designed to test geochemical anomalies as opposed to geophysical targets. Once mineralized zones have been established by drilling, the zone will be compared to its geophysical signature. An attempt to identify other areas with similar geophysical response will be then implemented.

This exploration program is designed to be carried out in two phases. The budget for the first phase is as follows:

PHASE 1

(1)	Construction of a bridge over Taseko River for access to the Empress Showing.	\$10,000
(2)	Regional geological mapping to better understand lithologic and structural relationships.	\$12,000
(3)	Detailed prospecting over the 88, 76, North and East geochemical anomalies, as well as the intervening area.	\$ 8,000
(4)	Fill-in soil sampling in 3 of the 7 anomalous geochemical zones. 500 samples.	\$15,000
(5)	Diamond drilling (5,000 feet @ \$30/ft) to include: a. systematic drilling of the 88 Zone. b. continued exploratory drilling of the 76 Zone. c. drilling 200 m east of 76-3 to investigate high Cu values returned in rock samples. d. exploratory drilling in the North and East Zones after geochemical surveys are completed.	\$150,000
(6)	Supervision	\$9,000
(7)	Camp Costs, Supplies, Rentals	\$26,000
(8)	Travel (including helicopter)	\$10,000
(9)	Contingencies	\$10,000
(10)	Management (10%)	\$25,000
	<u>TOTAL</u>	<u>\$275,000</u>

With successful results from the first phase, a second phase should be implemented consisting of 3653 m (12,000 ft) of diamond drilling. The budget estimate for this phase is \$525,000 and consists of the following:

PHASE 2

(1) Diamond drilling (12,000 feet @ \$30/foot)	\$360,000
(2) Soil Sampling (750 samples)	\$ 20,000
(3) Supervision	\$ 15,000
(4) Camp Costs, Supplies, Rentals	\$ 41,000
(5) Travel (including helicopter)	\$ 16,000
(6) Contingencies	\$ 25,000
(7) Management (10%)	\$ 48,000
	<hr/>
<u>TOTAL</u>	\$525,000

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STATEMENT OF QUALIFICATIONS

I, Ellen Lambert, of 5949 Toderick St., Vancouver, British Columbia, hereby certify that:

1. I am a Fellow of the Geological Association of Canada.
2. I have a Bachelor's degree in Geology from the University of Washington (1979) and a Master's degree in Geology from the University of New Mexico (1983).
3. I have practiced as a geologist part time since 1979 in the United States and Canada, and full time in mineral exploration in Canada and the U.S. since 1986.
4. This report is based upon a study of all data made available to me on the Taseko Property, and logging core by myself from September 12-26, 1988.
5. I have no interest, direct or indirect, in the properties or securities of Westpine Metals Ltd., nor do I expect to receive any such interest.
6. I consent to the use of this report, or a summary thereof, by Westpine Metals Ltd. in a Prospectus.
7. I consent to a review of this report by other geologists or engineers for the Vancouver Stock Exchange or the Superintendent of Broker's Office.

March 15, 1989



C E R T I F I C A T E S

DATED: July 6, 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 Securities Act and its regulations.

WESTPINE METALS LTD.



VICTOR JOHN EVAN JONES
Chief Executive and Financial Officer

PROMOTERS



Alpine Exploration Corporation



Westley Mines Limited

ON BEHALF OF THE BOARD OF DIRECTORS



WILLIS WILLIAMS OSBORNE
Director

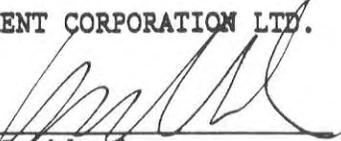


DOUGLAS NEIL HILLHOUSE
Director

ON BEHALF OF THE AGENTS

To the best of our knowledge, information and belief, the foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the Securities Act and its regulations.

CANARIM INVESTMENT CORPORATION LTD.

Per: 

C. Channing Buckland