

THIS PROSPECTUS CONSTITUTES A PUBLIC OFFERING OF THESE SECURITIES ONLY IN THOSE JURISDICTIONS WHERE THEY MAY BE LAWFULLY OFFERED FOR SALE AND THEREIN ONLY BY PERSONS PERMITTED TO SELL SUCH SECURITIES.

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

PROSPECTUS

DATED: February 15, 1988

MILLENNIUM RESOURCES INC.

(the "Issuer")
 2204 - 2075 Comox Street
 Vancouver, B.C.
 V6G 1S2

PUBLIC OFFERING 500,000 Common Shares

Shares	Price to Public	Commission Payable	Proceeds to be received by Issuer
	\$0.35*	\$0.05	\$0.30
	\$175,000	\$25,000	\$150,000**

of the shares has been determined by the Issuer in negotiations with the Agent. of the cost of this issue estimated to be \$12,000.

MARKET THROUGH WHICH THESE SECURITIES MAY BE SOLD.

urities offered by this Prospectus must be considered a speculation. All of the properties in which the Issuer has an operation stage only and are without a known body of commercial ore. No survey of any property of the Issuer has been accordance with the laws of the jurisdiction in which the properties are situate, their existence and area could be in **RISK FACTORS**" herein.

by the Issuer to provide any information or to make any representation other than those contained in this Prospectus issue and sale of the securities offered by the Issuer.

is offering, this issue will represent 29% of the shares then outstanding as compared to 47% that will then be owned by rs, senior officers and controlling persons of the Issuer. Associates of the Agent hold no shares of the Issuer. For a urities being offered to the public for cash and those issued to promoters, directors and other insiders of the Issuer, **PRINCIPAL HOLDERS OF SECURITIES**" herein.

ctors of the Issuer are directors of other reporting companies and have potential conflicts of interest when serving in nce is made to **"CONFLICT OF INTEREST"**.

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 Exchange on or before August 31, 1988, including prescribed distribution and financial requirements.

Reference should be made to the heading **"DILUTION"** herein to ascertain the percentage of dilution in the book value of each share of the Issuer upon completion of this offering.

This Prospectus also qualifies for sale to the public at the market price prevailing at the time of sale any shares of the Issuer which the Agent may acquire pursuant to the broker's warrants. Please refer to "PLAN OF DISTRIBUTION" herein.

We, as Agent, conditionally offer these securities subject to prior sale, if, as and when issued by the Issuer and accepted by us in accordance with the conditions contained in the Agency agreement referred to under the **"PLAN OF DISTRIBUTION"** herein.

AGENT:

YORKTON SECURITIES INC.
 14th Floor - 609 Granville Street
 Vancouver, British Columbia
 669-7752

EFFECTIVE DATE: March 4, 1988

R.M.
 PROPERTY FILE
 920 / 2 EW
 0920 056
 EVO
 AVE

F. Marshall Smith Consulting Inc.

218-744 West Hastings Street, Vancouver, British Columbia, Canada. V6C 1A5

Phone: (604) 684-2361 or (604) 271-6556

REPORT

on the

EVA PROPERTY

(EVA 2 - 6, 11 - 12 and AVE 1 - 6 Claims)

LILLOOET MINING DISTRICT

BRITISH COLUMBIA

Latitude: 51° 02'N

Longitude: 122° 50'W

N.T.S. 92 - 0/2 W

For

Millennium Resources Inc.
700 - 625 Howe Street
Vancouver, British Columbia
V6C 2T6

By

F. Marshall Smith, P.Eng.

and

H. S. Macfarlane, M.Sc., F.G.A.C.

June 8, 1987.

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SUMMARY

The Eva property consists of 13 claims comprising 205 units and is located within the Lillooet Mining Division, B.C. The property is 31 km by road north of Gold Bridge, B.C., within the Coast Mountains.

This property is located within the Bridge River camp, the major lode gold producer of British Columbia. In excess of 8.0 million tons of ore have been mined from the Bralorne-Gold Bridge area with the recovery of over 4.0 million ounces of gold and 1.0 million ounces of silver.

The property lies within a favourable belt of Mesozoic sedimentary and volcanic rocks. This belt of rocks extends to the south and is the host for the former producing mines of the Bridge River camp. The property is thought to lie within a volcanically controlled subsidence structure, faulting associated with this structure may act as a loci for deposits of epithermal mineralization.

Geological exploration of the Eva property by previous operators has led to the discovery of the Tephra Creek Zone, the Main Zone of which is approximately 300 m in length and 100 m wide and open to the south. Significant alteration and mineralization has been identified with samples taken from the Main Zone have assayed up to 1.115 oz/ton gold.

Strong recommendations are made that additional work be performed. A two phase programme is recommended. The first phase should consist of heavy mineral, soil and rock sampling, geological mapping, geophysical surveys and trenching. The second phase should consist of diamond drilling. A total budget of \$180,000 is recommended.

INTRODUCTION

The Eva property consists of 13 modified grid mineral claim, comprising 205 units, situated within Chilcotin Ranges of the Coast Mountains. The property is 31 km by road north of Gold Bridge, B.C.

At the request of Mr Michael Foley, President of Millennium Resources Inc., this report was prepared by H. S. Macfarlane, M.Sc., F.G.A.C., and F. Marshall Smith, P.Eng., based upon information supplied by Abermin Corporation and Millennium Resources Inc.

Descriptions of assay data in this report are derived from reports and work performed by previous optionees and consultants. The authors of this report have not taken samples from or visited the Eva property.

LOCATION AND ACCESS

The Eva property is located in south western British Columbia in the Lillooet Mining Division. The property is located at 51° 02' north latitude and 122° 50' west longitude, approximately 20 km north of Gold Bridge, B.C. The topographic map sheet is the Noaxe Creek sheet, NTS 92 - O/2 (1:50,000), (fig. 1).

Access to the property may be obtained from Gold Bridge over the Lillooet - Gold Bridge highway. Ten kilometres northeast of Gold Bridge a well maintained road; the Tyaughton Creek road, is taken to the north for a distance of 19 km to the Silver Quick Mine road turn off. The property boundary is approximately 2 km to the west along this road. A continuation of the Silver Quick Mine road allows four wheel drive access to the western part of the property along the Tyaughton Creek valley. Construction of logging roads has recently opened up the Eva 12 claim on the east side of the property. The total distance from Gold Bridge to the property, by road, is thus 31 km.

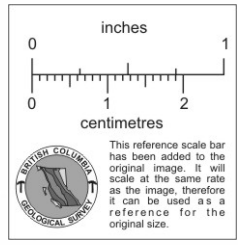
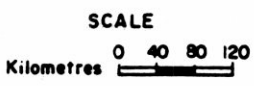
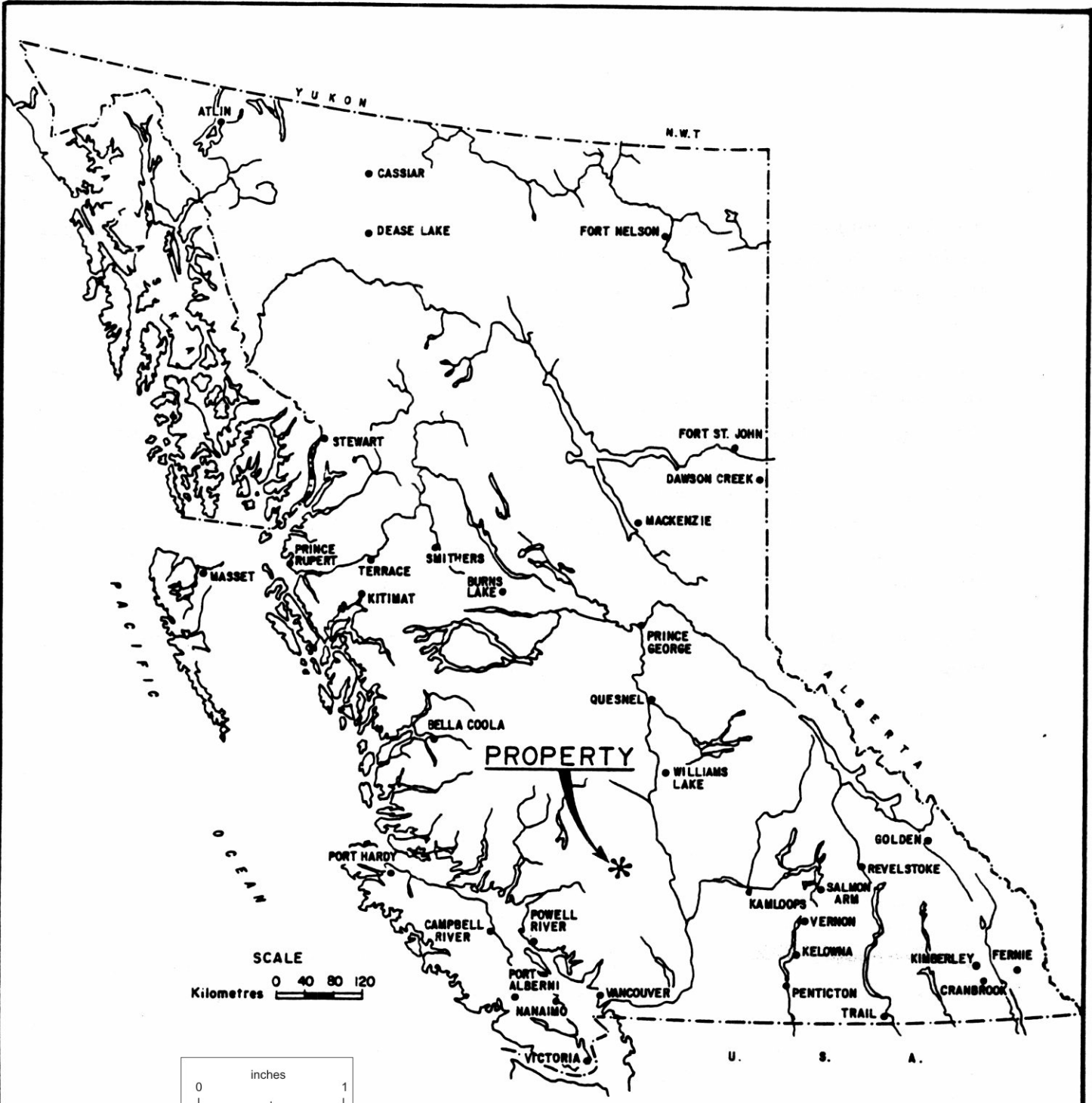
Hotel accomodation is available in Gold Bridge. The closest full service town to the property is Pemberton situated on Highway 99, approximately 90 km to the south.

PHYSIOGRAPHY AND VEGETATION

The property lies within the Chilcotin Ranges, on the eastern margin of the Coast Mountains. The property and surrounding area is typified by rugged and mountainous terrain with steep slopes and distinct ridges. The Eva claims are situated on the northern flanks of Eldorado Mountain, a peak rising to over 8,000 feet characterized by cirque basins and aretes. Elevations vary from 3,900 feet (1,190 m) to 8,000 feet (2,440 m) giving a relief of 4,100 feet (1,250 m). The north and central part of the property is drained by the easterly flowing Tyaughton Creek and a number of northerly flowing tributaries: Bonanza, Nea, and Spruce Lake Creeks. Taylor Creek drains the eastern part of the property.

This area of British Columbia experiences a modified coastal climate. The majority of the precipitation falls as snow, accumulating to depths of 1 - 2 m through the long, cool winter.

Vegetation below 1,500 m consists of coniferous forest comprising fir, balsam, pine and spruce. Alpine and sub-alpine vegetation is present at higher elevations. Ridge crests are relatively free of vegetation and have little soil cover.



MILLENNIUM RESOURCES INC.		
EVA PROPERTY		
LILLOOET MINING DIVISION, B. C.		
LOCATION MAP		
F MARSHALL SMITH CONSULTING INC.		
DATE: JUNE, 1987	SCALE: 1: 8,000,000	FIGURE No. 1

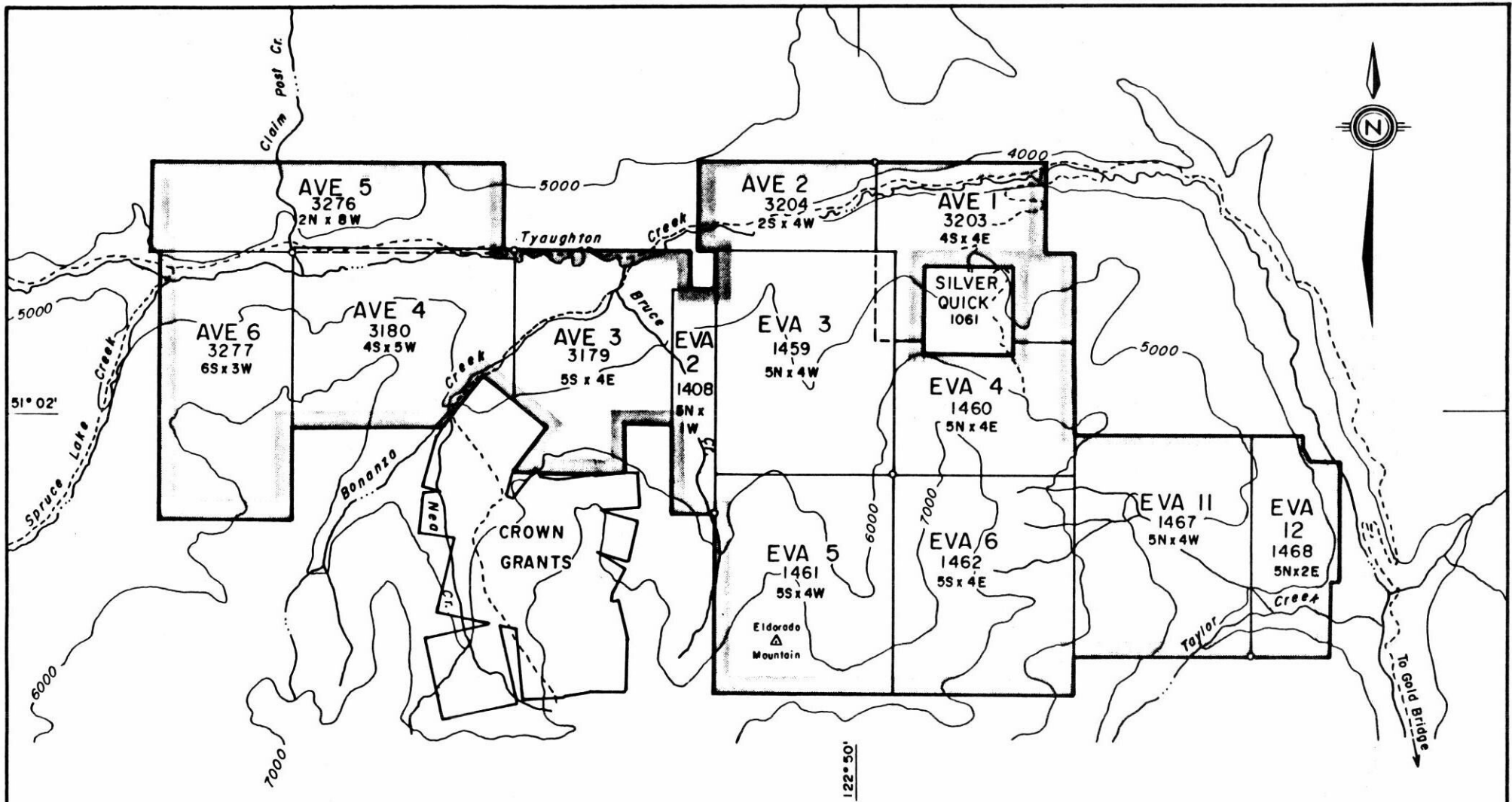
PROPERTY AND OWNERSHIP

The Eva property (fig. 2) consists of the following 13 modified grid mineral claims, comprising 205 units:

Claim	Units	Record Number	Expiry Date
Eva 2	5	1458	16 July 88
Eva 3	20	1459	16 July 88
Eva 4	12	1460	16 July 88
Eva 5	20	1461	16 July 88
Eva 6	20	1462	16 July 88
Eva 11	20	1467	16 July 88
Eva 12	10	1468	16 July 88
Ave 1	16	3203	4 June 88
Ave 2	8	3204	4 June 88
Ave 3	20	3179	23 May 88
Ave 4	20	3180	23 May 88
Ave 5	16	3276	12 July 88
Ave 6	18	3277	12 July 88

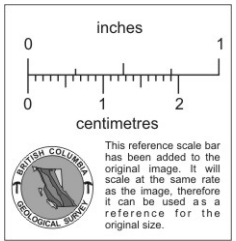
The Eva claims were originally staked in 1980 by Pan Ocean Oil Ltd following an investigation of the geological potential of the area. Aberford Resources Ltd (a predecessor of Abermin Corporation) took over Pan Ocean Oil Ltd in 1982. The Eva claims are now owned by Abermin Corporation and are the subject of an option agreement with Millennium Resources Inc., 700-625 Howe Street, Vancouver, B.C. V6C 2T6. The Ave claims were staked by Hillside Energy Corporation in 1985 and have recently been transferred to Abermin Corporation. The Ave claims are also subject to the same option agreement.

The Eva 4, 6 and 11 - 12 claims were recently grouped by Hillside Energy Corporation. The Ave 1 - 6 claims and the Eva 2, 3 and 5 have already been grouped.



51° 02'

ALL CONTOURS IN FEET.



MILLENNIUM RESOURCES INC.		
EVA PROPERTY		
LILLOOET MINING DIVISION, B. C.		
CLAIM MAP		
F MARSHALL SMITH CONSULTING INC.		
DATE: JUNE, 1987	SCALE: As Shown	FIGURE No. 2

HISTORY AND PREVIOUS WORK

Exploration in this area dates back to the turn of the century when gold was discovered in Cadwallader Creek and downstream in Hurley River, immediately south of Gold Bridge. Placer mining was handicapped by boulders, the depth to bedrock and locally the cemented nature of the auriferous gravels. A record of placer production from these creeks is not available, Cairnes (1937).

The Bridge River camp consists of the following former producers: the Bralorne, Pioneer, Wayside and Minto Mines. In excess of 8.0 million tons of ore was milled from this camp between 1900 and 1978 with the recovery of 4,178,363 ounces of gold and 1,002,473 ounces of silver. Recently an ore reserve of approximately 1.0 million tons of ore at 0.25 oz/ton has been developed at the Bralorne Mine by Mascot Gold Mines Ltd.

It is thought that during the early development of the Bridge River camp that many of the known occurrences of mineralization in the area of the Eva property were discovered.

Gold, mercury, antimony and tungsten prospects have been explored in the area of the Eva property. These prospects are:

The Silver Quick deposit, within the Ave 1 claim

The Mud Creek (Empire Mercury) deposit, 2 km east of the Ave 1 claim

The Tungsten Queen Mine, north of the Eva 12 claim

The Tungsten King prospects, 2 km north of the property

The Paul Mercury prospect, south of the Eva 12 claim

The Robson gold prospect, 1 km south of the Ave 3 claim.

In 1980 a detailed heavy mineral sampling programme was carried out by Pan Ocean Oil Ltd. The claims were subsequently staked and geological mapping and sampling was performed in 1981. This property, together with additional Eva claims to the south of Eldorado Mountain, was optioned to Placer Development Limited in 1983. Geological mapping and geochemical sampling of soil, talus fines, bulk stream sediments and rocks was carried out in that year. Geophysical investigations consisting of ground magnetometer and VLF-EM surveys were also carried out in 1983.

In 1985 the Eva property together with additional Eva claims to the south were optioned to joint venture partners Hillside Energy Corporation (Nevin Sadlier-Brown Goodbrand Ltd, Geological Consultants) and Claymore Resources Ltd. Geological exploration was performed in that year consisting of geochemical soil and rock sampling and reconnaissance geological mapping. In 1986 geological mapping was carried out together with the drilling of one BQ diamond drill hole to a depth of 182.9 m on the Ave 5 claim. In 1986 and 1987 a geochemical and magnetometer survey were carried out on the Eva 12 claim.

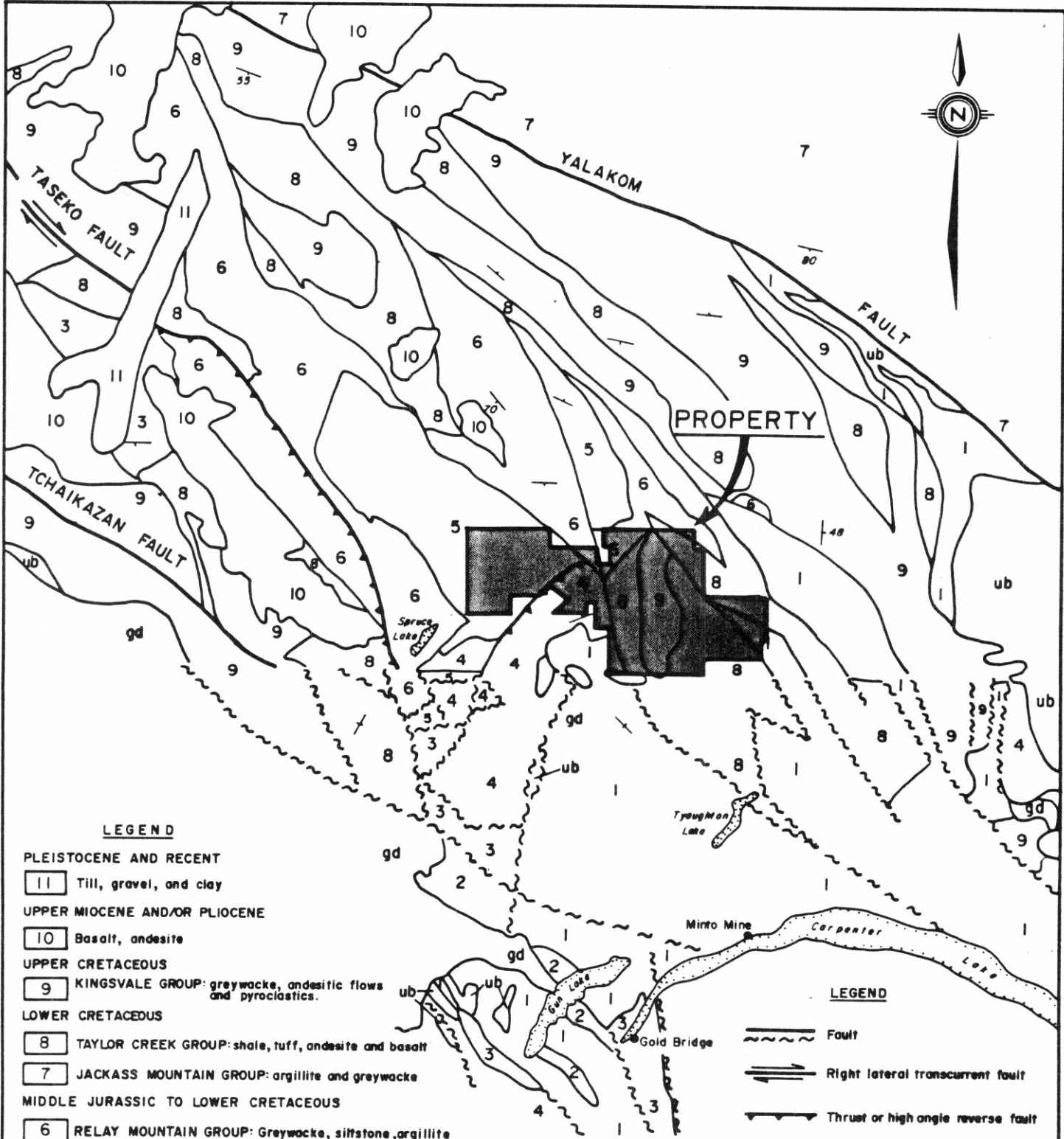
GEOLOGY

REGIONAL GEOLOGY

The Eva property lies within a complex sequence of Mesozoic rocks bounded by the regional northwest to southeast trending Yalakom Fault to the northeast and the Tchaikazan - Taseko Faults to the southwest. This sequence of Middle Triassic to Upper Cretaceous rocks are thought to have been deposited in a long, narrow, northwest trending, subsiding trough which was limited by landmasses to the southwest and northeast, Jeletzky and Tipper (1968).

This trough, named the Tyaughton Trough by Jeletzky and Tipper (1968), has been infilled by the Middle Triassic Bridge River Group chert and argillite with basaltic and andesitic volcanics. The Bridge River Group is succeeded by the Upper Triassic Cadwallader Group argillite and limestone with massive basalt flows and pyroclastics. The Upper Triassic to Middle Jurassic Tyaughton Group consists of shales and greywackes. Faulting separates the Tyaughton Group from the Relay Mountain Group greywackes and siltstones of Middle Jurassic to Lower Cretaceous age. A regional unconformity separates the Relay Mountain Group from the overlying non-marine greywacke, shale and boulder conglomerate of the Jackass Mountain Group. The Jackass Mountain Group grades rapidly to the west into what is thought to be its marine equivalent; the Taylor Creek Group. This group is of Lower Cretaceous age and consists of black shale, conglomerate and tuff. The Kingsvale Group, of Upper Cretaceous age, conformably overlies the Taylor Creek Group and consists of conglomerate, greywacke and basaltic to andesitic tuffs.

Small intrusive bodies, probably of Eocene age, of granitic to quartz dioritic composition intrude all of the above sequence. Structurally the Tyaughton Trough appears to have been characterized by graben-horst northwest trending regional faults. These faults are presently evident as high angle thrust, normal and reverse faults. Locally the faulting has been particularly intense.



LEGEND

PLEISTOCENE AND RECENT

11 Till, gravel, and clay

UPPER MIOCENE AND/OR PLIOCENE

10 Basalt, andesite

UPPER CRETACEOUS

9 KINGSVALE GROUP: greywacke, andesitic flows and pyroclastics.

LOWER CRETACEOUS

8 TAYLOR CREEK GROUP: shale, tuff, andesite and basalt

7 JACKASS MOUNTAIN GROUP: argillite and greywacke

MIDDLE JURASSIC TO LOWER CRETACEOUS

6 RELAY MOUNTAIN GROUP: Greywacke, siltstone, argillite

UPPER TRIASSIC TO MIDDLE JURASSIC

5 TYAUGHTON GROUP: Shale, siltstone, greywacke

UPPER TRIASSIC CADWALLADER GROUP

4 HURLEY FORMATION: argillite, limestone, andesite

3 PIONEER FORMATION: andesitic to basaltic flows

2 NOEL FORMATION: argillite, conglomerate and greenstone

MIDDLE TRIASSIC AND OLDER

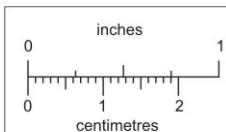
1 BRIDGE RIVER GROUP: chert and argillite, + minor limestone

ub Ultramafic rocks

gd Granodiorite

LEGEND

- Fault
- Right lateral transcurrent fault
- Thrust or high angle reverse fault



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.



MILLENNIUM RESOURCES INC.

EVA PROPERTY

LILLOOET MINING DIVISION, B. C.

REGIONAL GEOLOGY

F. MARSHALL SMITH CONSULTING INC.

DATE:
JUNE, 1987

SCALE:
1: 250,000

FIGURE No.
3

After G.J. Woodsworth (1977)
After H.W. Tipper (1978)

FMS

PROPERTY GEOLOGY

Exploration of the property by Pan Ocean Oil Ltd in 1981, Chabot (1981), determined that the central portion of the property, represented by Eldorado Mountain, consists of Kingsvale Group chert pebble to boulder conglomerate with minor interbeds of sandstone and siltstone. The Kingsvale Group is flanked by and faulted against Lower Cretaceous Taylor Creek Group rocks. The Taylor Creek Group consists of chert pebble and boulder conglomerate with minor interbedded sandstone and siltstone. The Upper Triassic Hurley Formation of the Cadwallader Group is faulted to the west against the Taylor Creek Group. The Hurley Formation consists of interbedded siltstones, sandstones and shales with minor limestone and conglomerate. The northwest of the property (Ave 4-6 claims) is underlain by the Tyaughton Group of Upper Triassic to Middle Jurassic age. This group consists of greywackes and pebble conglomerates.

Intrusive rocks, predominantly dykes of dioritic, monzonitic and felsitic composition, are present in the northwest (Ave 4 - 6) and the east (Eva 12) of the property. These dykes are reported to follow fault zones or major shears, and appear to be passively emplaced, show limited thermal aureoles and little or no alteration extending from their contacts, Chabot (1981). A feldspar porphyry dyke swarm has been intruded along a north-northwesterly trend north of Tyaughton Creek (Ave 5). In this area the Tyaughton Group calcareous sandstones, greywackes and pebble conglomerates have been altered to biotite, cordierite and calc silicate hornfels. Chabot (1981) reports the presence of basaltic necks or pipes in the northwest part of the property. These vent plugs may be feeder pipes for the Chilcotin Group plateau basalts of Upper Miocene and or Pliocene age.

The regional faults to the northeast and southwest of the property are reflected on a local scale as northwest trending shears and thrusts. Northeast and east-west trending faults have also developed.

MINERALIZATION

Eldorado Mountain is thought to lie within a volcanically controlled subsidence structure, possibly a deeply eroded caldera. This subsidence structure has been superimposed on both regional structure and lithology and subsequently modified by later structural events, Croft (1986). The faults which define and dissect the subsidence structure may act as loci for deposits of epithermal or skarn-type mineralization. Faults and fracture systems active during and immediately after volcanic activity are of particular interest as exploration targets.

Previous exploration of the property has been concentrated in two zones of mineralization on the property, these are:

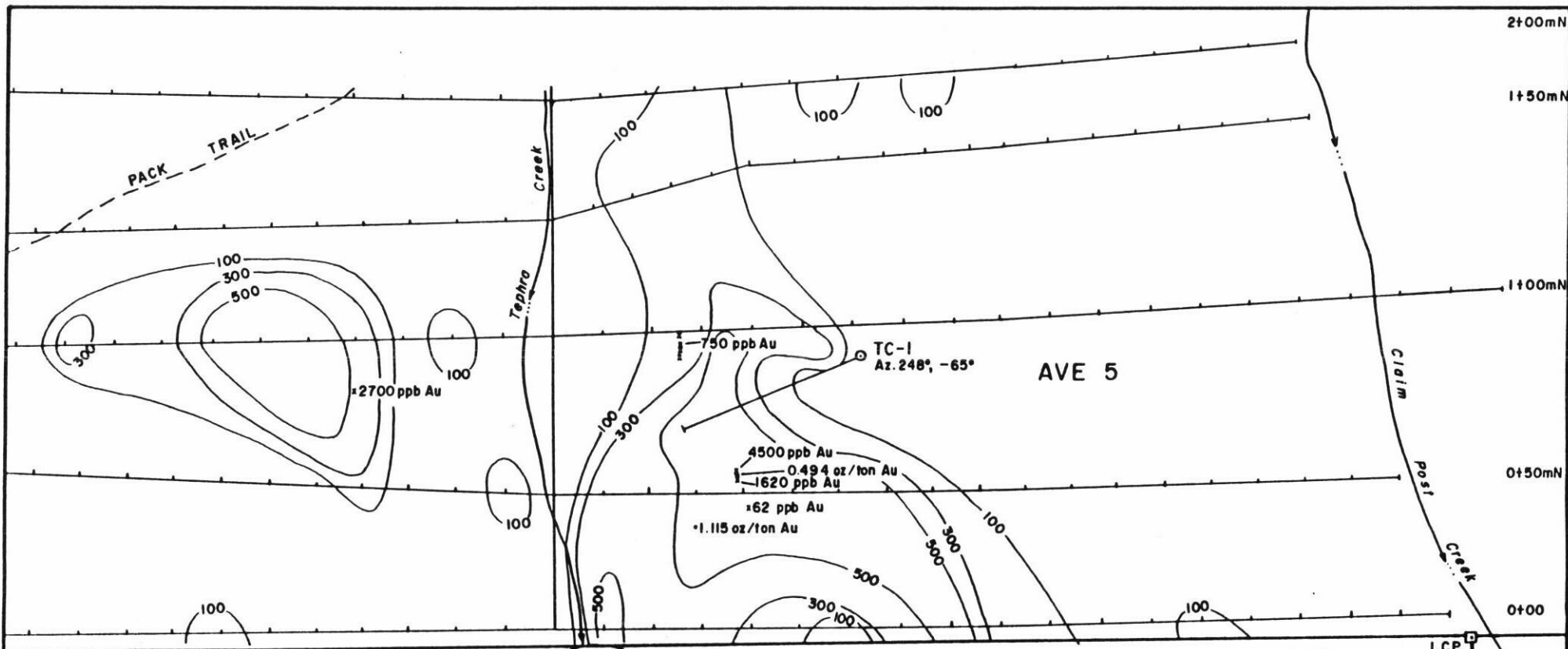
Bruce Creek Zone

Tephra Creek Zone

BRUCE CREEK ZONE: An intrusive quartz diorite stock underlies the headwaters of Bruce Creek, a tributary of Bonanza Creek, located within the Ave 3 and Eva 2 claims. A fault zone, presently occupied by Bruce Creek separates Taylor Creek conglomerates, to the east, from Hurley Formation argillite to the west. Pyritization, weak silification and carbonate veining is reported by Kimura (1984) to be locally developed in the sediments. Gossanous shear zones are contained within the stock, however rock samples taken by Croft (1986) assayed at no greater than 260 parts per billion (ppb) gold.

TEPHRA CREEK ZONE: Tephra Creek is a southerly flowing tributary of Tyaughton Creek, situated between Bonanza and Spruce Lake Creeks, within the Ave 5 claim. This area is thought to be underlain by Upper Triassic to Middle Jurassic Tyaughton Group calcareous greywackes and pebble conglomerates, Croft (1987). Intrusions of steeply dipping, north northwesterly trending, feldspar porphyry dykes have locally caused severe faulting and contact metamorphism. Shear zones bordering the dykes are strongly pyritized. Croft (1987) reports:

"Substantial hydrothermal activity is evident in numerous cross-structures within the sedimentary sequence. Vuggy open-space quartz and calcite fillings are commonly accompanied by antimony and arsenic sulphides, and less commonly by cinnibar (sic). Significant gold grades have been encountered in association with stibnite and arsenopyrite mineralization."



2100W

1+00W

0+00

1+00E

2+00E

3+00E

L.C.P.

AVE 4

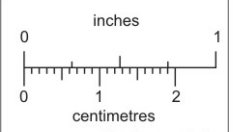
AVE 6

AVE 5



F. Marshall Smith

BASELINE



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Gold geochemical soil values contoured in 100 ppb increments.

? 7690 (Pan Ocean 1981)

MILLENNIUM RESOURCES INC.

EVA PROPERTY

LILLOOET MINING DIVISION, B. C.

TEPHRA CREEK
GEOCHEMICAL ANOMALY

F. MARSHALL SMITH CONSULTING INC.

DATE:
JUNE, 1987

SCALE:
As Shown

FIGURE No.
4

AFTER S.A.S. CROFT, 1986, 87

ECONOMIC POTENTIAL

The economic potential of the property is centred upon the Tephra Creek Zone.

Work performed in 1981 - 82 by Pan Ocean Oil Ltd initially identified what has come to be known as the Tephra Creek Zone. The summary report by Chabot (1982) describes the discovery of this zone following soil sampling along four grid lines, thought to have been established north and south of Tyaughton Creek. Mention is also made in the same report of one rock chip sample returning a value in excess of 7,000 ppb Au. Unfortunately there are no plans available to accurately determine the location of this sample. Croft (1986) indicates that the sample has a value of 7,690 ppb Au and gives a tentative position for this sample, this position has been indicated on Figure 4. Placer Development Limited did not pursue the encouraging mineralization in this area as their programme was oriented towards the development of large low-grade reserves.

The Hillside Energy Corporation joint venture exploration programme concentrated upon this area in 1985 and 1986. Reconnaissance soil lines were established in this area which located anomalous gold values. This led to the installation of a sampling grid and the discovery of two anomalous areas in 1985. Croft (1986) describes the area:

"A strong soil gold anomaly approximately 300 m in length and 100 m wide is situated in the southeastern quadrant of the grid. An area of elevated values breaks sharply on its northeastern edge, giving the anomaly an apparent strike of approximately 130° to 150°. Dispersion of the anomaly occurs downslope and it is open to the south. The width of the anomaly is substantiated by rock chip samples from a quartz-stibnite vein..." "...which assayed at 4500 and 1620 ppb Au.

A second area of elevated gold values is located approximately 200 m west of the main anomaly. Again, several values in excess of 1000 ppb Au were encountered on two lines. This anomaly is somewhat less distinct than the one lying to the east although a sharp break on the northern boundary of the zone may be geologically significant. assays of 2700 ppb Au on quartz veinlets in the immediate vicinity of the anomaly serve to substantiate elevated gold values. The two areas are separated by a draw containing a small tributary of Tyaughton Creek (*Tephra Creek*) and linked geochemically by a series of weakly anomalous values."

Additional mapping and sampling was performed in 1986 which led to the recovery of several samples from the easterly or main anomaly with values in excess of 0.10 oz/ton with one grading 1.115 oz/ton gold, (fig. 4).

In the fall of 1986 a diamond drill was mobilized to the property and a single hole (TC-1, 248°, -65°) was drilled to a depth of 183 m (600 feet), (fig. 4). Between 33 and 38 m significant pyrite and minor arsenopyrite mineralization was encountered. Below 90 m strong shearing and moderate alteration accompanies feldspar porphyry and minor dacite intrusions. Limy greywacke and agglomerate is present within the contact zone from 85 - 100 m and strong sulphide mineralization occurs as an infill around the breccia and pebble fragments. Gold values of 0.038, 0.041 and 0.049 oz/ton were obtained at depths of 85.6, 99.1 and 119.5 m respectively. A weighted average grade of 0.025 oz/ton was calculated over an apparent width of 3.0 m from 83.5 - 86.5 m.

The work performed to date does not give an insight to the structural or mineralogical control of the mineralization. There is an order of magnitude in difference between the assay values obtained from surface samples and those obtained from the drill hole TC-1. Recommendations for additional work will be directed towards gaining an understanding of these controls.

The potential of the Tephra Creek Zone has not been precisely determined. The one hole drilled into this zone by the Hillside Energy Corporation joint venture was located at the northwest end of the main zone. The main zone is still open to the southeast, grid lines were not established by the joint venture partners south of line 0+00 and the 7,690 ppb Au sample taken by Pan Ocean Oil Ltd in 1981 was not relocated. Additional sampling along a grid to the south, and if required to the south of Tyaughton Creek, will define the continuation of the anomaly to the southeast. There has been no trenching of either the west zone or the main zone. There have been no geophysical surveys to attempt to locate the most favourable resistivity profile to guide drilling.

The description of the alteration present at surface and from the core recovered from diamond drill hole TC-1 indicates that the Tephra Creek showings are either hydrothermal or epithermal in origin. The potential exists in the Tephra Creek Zone for the development of economic mineral reserves.

CONCLUSIONS

The potential for the development of a significant gold deposit on the Eva property is excellent. There are several reasons for this potential:

1.0 The Eva property lies within a favourable belt of Mesozoic rocks which extend to the south and are the host for the former producing Bralorne and Pioneer Mines.

2.0 The property is thought to lie within a volcanically controlled subsidence structure. Faulting which defines and dissects the subsidence structure, which may be a deeply eroded caldera, may act as loci for deposits of epithermal mineralization.

3.0 Significant mineralization has been discovered on the property with values up to 1.115 oz/ton gold. These samples have come from the Tephra Creek Zone, the Main Zone of which is approximately 300 m in length and 100 m wide and open to the south.

RECOMMENDATIONS

Exploration is strongly recommended for this property in 1987. A two stage programme is recommended, with the second phase being contingent on favourable results being received from the first phase subject to independent review.

PHASE I

1.0 Heavy mineral sediment sampling should be carried out on every creek draining the property and on creeks outside the northwest perimeter of the property to determine any additional sources of mineralization.

2.0 Should additional sources of mineralization be found outside the northwest perimeter than staking of this ground is recommended to protect possible extensions of the Tephra Creek Zone.

3.0 Geological mapping and soil and rock geochemical sampling should be performed in areas found to be anomalous as a result of the heavy mineral sampling programme.

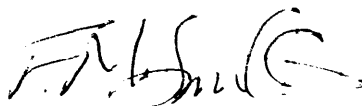
4.0 A grid should be established south of the grid installed by the Hillside Energy Corporation joint venture on the Tephra Creek Zone. A soil and rock geochemical survey should be carried out on this grid.

5.0 Trenching, by hand or mechanical means, of anomalous areas found as a result of 3.0 above and of the main Tephra Creek Zone should be carried out following an appraisal of the results and the establishment of priority targets.

6.0 An Induced Polarization geophysical survey should be performed over the main zone to guide the location of diamond drill holes for Phase II.

PHASE II

Phase II is dependant upon the reception of favourable results from Phase I and will consist of the diamond drilling of the Main Zone in locations determined by sampling, trenching and the geophysical surveys of Phase I.



F. Marshall Smith, P.Eng.

June 8, 1987

BUDGET**PHASE I**

Mobilization/Demobilization	\$2,500
Board and Lodging	\$5,000
Transport	\$2,500
Geological Mapping and Sampling	\$30,000
Geophysical Survey, I.P. Resistivity	\$12,000
Trenching	\$22,000
Assays	\$3,000
Engineering & Supervision	\$3,000
TOTAL PHASE I	<u>\$80,000</u>

PHASE II

Salaries	\$19,000
Mobilization/Demobilization	\$2,000
Board and Lodging	\$5,000
Transport	\$3,000
Equipment Rental	\$1,000
Diamond Drilling, 700 m @ \$80/m	\$56,000
Assays	\$3,000
Contingencies	\$7,000
Engineering & Supervision	\$4,000
TOTAL PHASE II	<u>\$100,000</u>
TOTAL PHASE I & II	<u>\$180,000</u>



F. Marshall Smith, P.Eng.

June 8, 1987

CERTIFICATE

I, H. S. Macfarlane, do hereby certify that:

1. I am a consulting geologist, resident in Vancouver, British Columbia.
2. I am a graduate in geology of the University of London, (B.Sc. Honours, 1976), and of the University of Leicester, (M.Sc., 1981).
3. I am a Member of the Institution of Mining and Metallurgy, London, a Registered Chartered Engineer of the Engineering Council, London, and a Fellow of the Geological Association of Canada.
4. I have practiced my profession as a geologist in Africa and the Cordillera of North America for the past ten years.
5. The information and recommendations in the attached report are based on a review of information supplied by Abermin Corporation and Millennium Resources Inc.
6. I have no interest, direct or indirect, in the property herein described, nor in the shares or securities of Millennium Resources Inc., nor do I expect to receive any such interest.



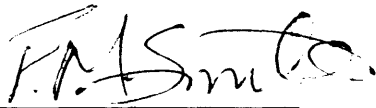
H. S. Macfarlane
H. S. Macfarlane, M.Sc., F.G.A.C.

Dated at Vancouver, B.C., this 8th day of June, 1987.

CERTIFICATE

I, F. Marshall Smith, do hereby certify that:

1. I am a consulting geologist and geochemist with offices at 218-744 West Hastings Street, Vancouver, British Columbia.
2. I am a graduate at the University of Toronto with a degree of B.Sc., Honors Geology.
3. I am a member in good standing of the Association of Professional Engineers of the Province of British Columbia.
4. I have practiced my profession continuously since 1967.
5. This report is based on reports by Professional Engineers and others working for the previous owners and operators of the property.
6. I have no interest in the properties or shares of Millennium Resources Inc., or in any of the companies with contiguous property to the Eva claims.



F. Marshall Smith, P.Eng.

June 8, 1987.

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- Chabot, G.E. and Garratt G.L. 1982: Report on a reconnaissance geologic mapping and geochemical survey conducted on the Thule and Eva mineral claims, Lillooet M.D., B.C. Private report for Pan Ocean Oil Ltd.
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- Tipper, H.W. 1978: Taseko Lakes Map Area. *Geological Survey Canada Open File 534.*
- Woodsworth, C.J. 1977: Pemberton Map Area. *Geological Survey Canada Open File 482.*

F. Marshall Smith Consulting Inc.

218-744 West Hastings Street, Vancouver, British Columbia, Canada, V6C 1A5

Phone: (604)684-2361 or (604)271-6556

TO WHOM IT MAY CONCERN:

The undersigned is the author of the following report:

EVA PROPERTY

LILLOOET MINING DISTRICT, BRITISH COLUMBIA

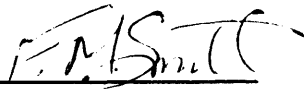
Latitude: 51° 02'N, Longitude: 122° 50'W
N.T.S. 92 - 0/2

For
Millennium Resources Inc.
700 - 625 Howe Street
Vancouver, British Columbia
V6C 2T6


June 8, 1987.

I hereby authorize the use of this report or relevant and representative extracts therefrom, in any duly authorized Prospectus, Statement of Material Facts or other informational releases, so long as the use of portions of the report or quotations from the report are agreed to in writing or verbally before release.

Yours truly,



F. Marshall Smith, P.Eng.


H. S. Macfarlane, M.Sc., F.G.A.C.

H. S. Macfarlane, M.Sc., F.G.A.C.

CERTIFICATE OF THE ISSUER

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.

DATED at the City of Vancouver, in the Province of British Columbia, this 15th day of February, 1988.

R. M. Foley

Robert Michael Foley
Chief Executive Officer

Peter C. Munton

Peter C. Munton
Chief Financial Officer

Steven Francis Coombes

Steven Francis Coombes
Director

Helen Galos

Helen Galos
Director

R. M. Foley

Robert Michael Foley, Promoter

CERTIFICATE OF THE AGENT

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.

DATED at the City of Vancouver, in the Province of British Columbia this 15th day of February, 1988.

YORKTON SECURITIES INC.

Per: _____

J.R. Kowal