

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



014447

HILDON MINING EXPLORATIONS LTD.

(herein called the "Issuer")

305 - 908 West 7th Avenue, Vancouver, British Columbia V5Z 1C3

FIRST PUBLIC OFFERING: 450,000 Common Share Without Par Value

Shares	Price to Public	Commission	Proceeds to Issuer (1)
Per Share	\$0.35	\$0.04	\$0.31
Total	\$157,500	\$18,000	\$139,500

(1) Before deduction of legal, audit, printing and other expenses payable by the Issuer, estimated at \$20,000.

There is no market through which these securities may be sold. The price to be paid to the Issuer for the securities was established by negotiation between the Issuer and Continental Securities (the "Agent").

A purchase of the shares offered by this Prospectus must be considered a speculation. Mineral properties in which the Issuer has an interest are in the exploration and development stage only and are without a known body of commercial ore. No survey of any property of the Issuer has been made and therefore, in accordance with the laws of the jurisdiction in which the properties are situate, their precise location and area could be in doubt. The purchaser of shares offered by this Prospectus will incur an immediate dilution of his investment on a net tangible book value basis of \$0.2028 or approximately 57.94% per share. Refer also to other "Risk Factors" on page 7.

No person is authorized by the Issuer to provide any information or to make any representation other than those contained in this Prospectus in connection with the issue and sale of the securities offered by the Issuer.

Upon completion of this Offering, this issue will represent 26.87% of the shares then outstanding as compared to 54.93% that will then be owned by the promoter, directors and senior officers of the Issuer. Refer to "Promoter" on page 11 and "Interest of Management and Others In Material Transactions" on page 12 for details of shares held by the promoter, directors and senior officers of the Issuer.

One or more of the directors of the Issuer has an interest, direct or indirect, in other natural resource companies. Refer to "Conflicts of Interest" on page 10 for a comment as to the resolution of possible conflicts of interest.

This Prospectus also qualifies the issuance of the Agent's Warrants. The Agent may sell any shares acquired on the exercise of the Agent's Warrants pursuant to the Securities Act and its regulations without further qualification. The Agent will receive the proceeds from the sale of such shares and none of these proceeds shall accrue to the Issuer. Refer to "Offering and Appointment of Agent" on page 6.

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 December 27, 1988, including prescribed distribution and financial requirements.

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 "Offering and Appointment of Agent" on page 6.

Agent

CONTINENTAL SECURITIES
10th Floor, 1055 Dunsmuir Street,
Vancouver, B.C. V7X 1L4

This Prospectus is dated June 24, 1988

EFFECTIVE DATE: June 30, 1988

PROPERTY FILE 05 D.L

Geo + Cor
(Sibula Mountain?)

93 E/11,14

93E 49

93E 49

Technical Report
on the
Geo and Cor Claims

Prepared for:

HILDON MINING EXPLORATIONS LTD.

908 West 7th Avenue
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Prepared by:
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Petalith Services Limited
5086 Topaz Place
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V7C 4Z4

Property Location:
3.5 to 6.0 km N.E. of Sweeny Lake
Omineca Mining Division
British Columbia
(53-45 N. Lat.; 127-08 Long.)
NTS 93E/14, 93E/11

Original Report October 1, 1987
Revised May 16, 1988

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1. SUMMARY

The Geo and Cor claims lie on the south flank of Sibola Mountain 120 km southwest of Houston, British Columbia.

During the past seven years a number of geochemical and geophysical surveys have been done on the claims. Strong geochemical soil anomalies for zinc and silver were discovered.

In 1986 a strong VLF-EM anomaly was located, coincident with strong magnetic and geochemical anomalies in the centre of the Cor claim. Further work is recommended on this area to define drilling targets by means of a detail pulse EM survey plus trenching. If results are positive 2000 feet (600m) of diamond drilling are recommended as a second phase. Four km of new road is also recommended to improve access. Cost of the first phase is estimated at \$84,000.00 and of the second phase \$73,000.00. Total cost estimated at \$172,700.00 including an allowance for contingencies.

Dated *May 16/88*
 Signed *James Paxton*

James Paxton, P. Eng.
 President
 Petralith Services Ltd.



Figure No. 1
 LOCATION MAP
 GEO and COR Claims
 Hildon Mining Explorations Ltd.
 Oct. 1987

2. INTRODUCTION

In May 1986 the author was retained by Mr. Ivon Shearing of Geokor Energy Holdings Ltd. to restake the Mor and Tip claims of 20 units each west of Houston, B.C. This was done May 14, 1986, the claims being restaked as the Geo and the Cor. In July 1986 the author and two assistants did a program of geologic mapping, magnetometer survey and VLF-EM survey on the Cor claim and presented the results in a report. Since this time more information has become available on the area to the west of the claims with the publishing of B.C. Ministry of Energy Mines and Petroleum Resources Bulletin No.75, Geology of the Tahtsa Lake Mineral District, by D.G. MacIntyre and the author has had time to review the previous work done on the claims in greater detail. The present report was requested by Ivon Shearing to be included in a prospectus of a public company formed to carry on further exploration work on the Geo and Cor claims. In it the writer has attempted to present a concise review of all previous exploration work, the results to date, and a proposal for future work.

3. LOCATION AND ACCESS

The Geo and Cor claims are located on the southeast flank of Sibola Mountain about 4 km north of Sweeney Lake. Sweeney Lake can be reached by gravel road from either Houston or Burns Lake on the road that goes to Nadina Lake and on to Tahtsa Lake. The distance from Houston is approximately 120 km (75 miles). North of Sweeney Lake a rough trail leads north for 3 km to the old S.M.D.C. camp site of Whiting Creek. This is also the southwest corner of the Geo claim. There is a bridge across Whiting Creek and a drill trail leads to a drill site about one km to the northeast. This is the only road on the claims.

A thick forest of pine and spruce covers the southern part of the property. Northward as the elevation increases the trees become smaller and the northern tenth of the claims are alpine tundra.

Cutting through the western part of the Cor claim lies Comb Creek in a deep vee shaped valley. In early summer this creek can be dangerous and difficult to cross. Efficient field work on the claims is hindered by lack of road access, and by Comb Creek.

4. PROPERTY DESCRIPTION

The property consists of two, twenty unit modified grid system claims, enclosing a four unit block (Win claims), and a six claim group (Oriental Claims), which have precedence over the Geo and Cor claims. The author

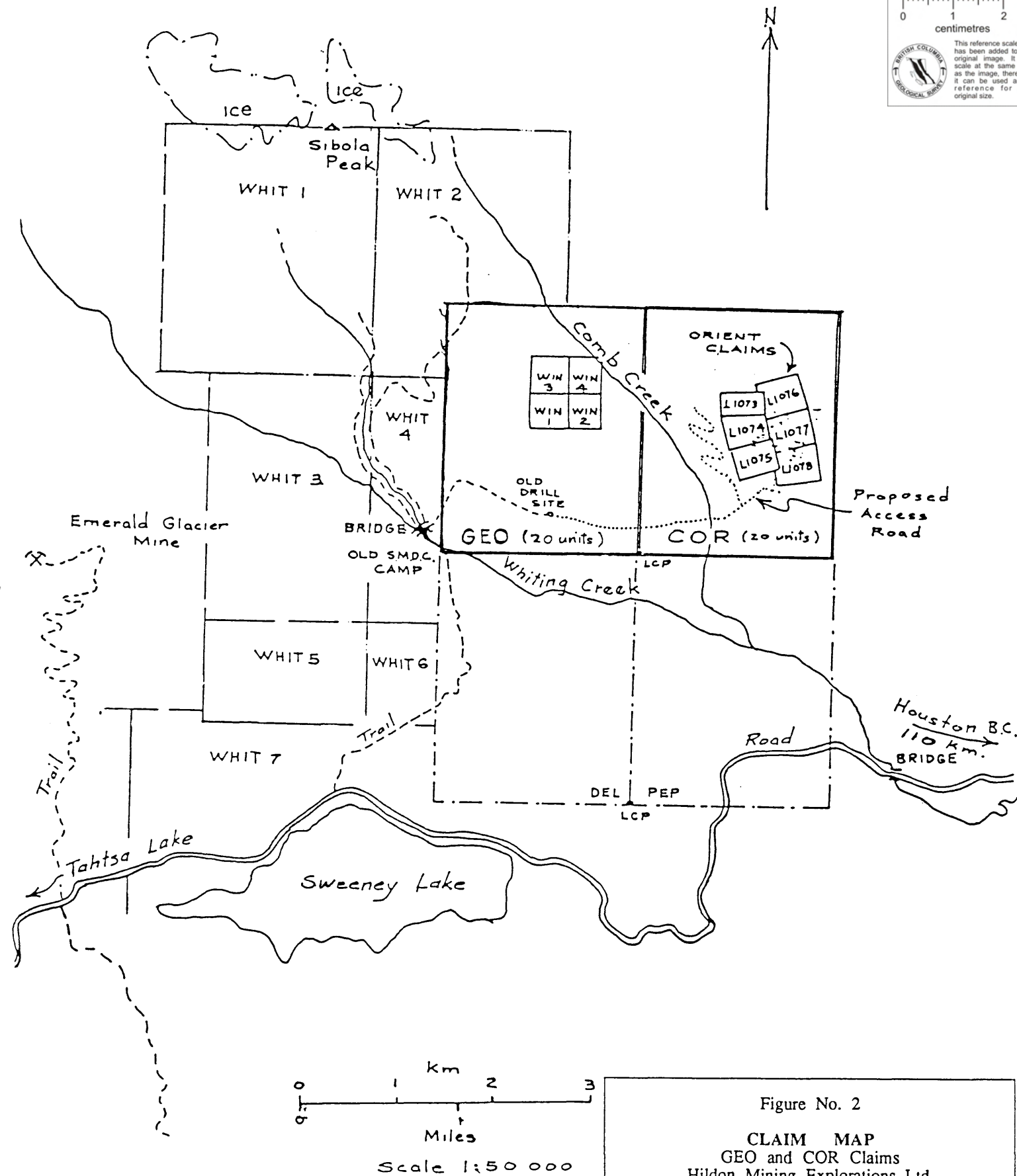


Figure No. 2

CLAIM MAP
GEO and COR Claims
Hildon Mining Explorations Ltd.
Oct. 1987

James P. P.

personally restaked the Geo and Cor claims and placed the legal corner posts at the location of the former Tip and Mor claim posts. Please refer to the claim map (Fig. 2) The area of the Geo and Cor claims excluding the Win and Oriental group is approximately 830 hectares.

5. HISTORY OF THE PROPERTY

In contrast to the fur traders who were first in the country and followed the main canoe routes, the early prospectors used pack horses and pack dogs and established trails into the mountains, and especially into the alpine meadow country above timberline, where a plentiful supply of grass and water allowed them to maintain their horses during the summer months. Permanent cabins were established by prospectors Kid Price, at the head waters of Comb Creek, and by Maxwell just below timberline 500 meters east of Comb Creek, in 1914 or 1915.

In 1913 placer gold was found in Sibola Creek by A.G. Goodal. In 1914 a small staking rush was started by Kid Price who did some placer mining on Sibola Creek then followed it to its source on Sibola mountain where he discovered and staked a number of small quartz veins. On his return to Houston he had a number of very rich gold-quartz specimens and the rush was on. Subsequently no one else was able to find much gold in the area. In 1916 Price left the country and went to Arizona.

In 1915 the Emerald zone was discovered by W. J. Sweeney on the south slope of Sweeney Mountain, approximately four kilometers west of the present Geo claims. This consisted of a series of steeply dipping en-echelon veins mineralized with massive galena and sphalerite and carrying high values in silver. This subsequently became the Emerald Glacier Mine which was last operated in 1966. This is, so far, the only prospect in the area to have become a producing mine.

In the course of the 1986 geological survey on the Cor claim by the author, an old cabin was located which corresponds in location to the description given in the 1916 Minister of Mines Report page K176 as Maxwell's cabin. On pages K161 to K163 of the same report several showings are described. These are summarized in the Section on mineralization. During this period the six Oriental claims were staked.

In the 1960's copper prospectors were attracted to the area by the large gossan zones on the upper slopes of Sibola Mountain. Using newly developed soil sampling and I.P. survey techniques several very large tonnage low grade copper-molybdenum prospects were developed. These were the Berg, 15 km to the northwest containing 400 m.t. of 0.4% Cu and .05% MoS₂, the Huckleberry, 10 km to the south containing 87 m.t. of .408% cu and .025%

.408% cu and .025% MoS₂ and the Ox, 12 km to the southeast containing 23.6 m.t. of .35% Cu equivalent. If the price of copper and molybdenum had not collapsed in the late 1970's these deposits would have been brought into production, and this area would have become one of the major mining districts in B.C. Several other similar deposits were developed but were not of high enough grade to define a mineral reserve. The Whit group, which was originally staked in 1963 on the south slope of Sibola Mountain by Kennco, consisted of forty, two-post claims. In 1964 and 1965 twenty-one diamond drill holes totalling 988 metres were completed. In 1972 the Whit group were optioned to Quintana Minerals Corporation and more geochemistry and drilling were done.

In August 1979 the Win group of four two-post claims were staked by R.W. Hamblin covering what is probably the old Westview showing described in the 1916 report. In October 1979 part of the Whit group expired and the Tip, Del, Mor and Pep modified grid claims of 20 units each were staked by K.F. Branner for Ivon Shearing, partially overlapping the former Whit claim positions.

In November 1979 Kennco restaked all the Whit property on the modified grid system as the Whit 1-6 comprising 82 units.

In 1980 the Whit claims, were optioned to the Saskatchewan Mineral Development Mining Company and in 1981 and 1982 more drilling, trenching and geochemical surveys were done. This work developed a reported 123.5 million tons grading 0.043% MoS₂ and 0.062% Cu in the Ridge Zone close to the boundary between the Whit and Tip claims. An offer to purchase the Tip claim was made by S.M.D. Mining but a deal was never completed. In September 1980 the Westview showing in the Win claims was examined by R.W. Phendler and samples taken which assayed 27.10% Zn, 0.30% Cu, 0.62% Pb, 0.179 oz Au/ton and 1.93 oz Ag/ton over three feet. In October more trenching was done to try and extend the showing but was unsuccessful. At this time two trenches were put down to bedrock on the Del claim in gossan areas close to a granite-volcanic contact. Assay results were low. In 1981 more trenching was done in this area of the Del claim but results were disappointing. A geochemical soil survey was done on the northern half of the Del and the southern quarter of the adjoining Tip claim. This survey consisting of 492 samples, discovered strong anomalous values for copper in the western portion and anomalous values for zinc and silver in the eastern portion. In 1983 an I.P. survey was done on this area which located a chargeability anomaly roughly coincident with the soil copper anomaly discovered two years before.

In 1984 a geochemical soil survey was done on the Mor, Oriental and part of the Pep claim consisting of 576 samples. A large strong zinc-silver anomaly was discovered with zinc values up to 3150 ppm or 0.3% zn.

In 1985 the Oriental claims reverted and were acquired by R.W. Hamblin. The Del and Pep claims expired and were restaked for Geokor as the Del 85 and the Pep 85.

In May 1986 the Tip and Mor claims expired and were restaked as the Geo and Cor claims.

In July 1986 the author and two assistants did geological mapping, resampled several of the stronger geochemical anomalies, and did VLF-EM and magnetometer surveys over the Cor (formerly Mor) claim. This work located several strong anomalies which could be related to the previous zinc and silver anomalies. During this time, what is believed to be Maxwell's old cabin was located and an old showing and was found on the Oriental claims. Samples taken by the author from this showing assayed 0.333 oz Au/ton, 2.54 oz Ag/ton, 5.75% Pb and 6.45% Zn over 30 cm. No further work has been done since. Starting in 1979 Geokor controlled almost 2,000 hectares. In the subsequent eight years over \$117,000.00 have been expended (personal communication from I.H. Shearing director of Geokor) and the property has been reduced to 830 hectares. Many tantalizing showings and anomalies have been discovered which should be followed up by detailed surveys and tested by drilling. In 1987 a new company, Hildon Mining Explorations Ltd., was formed to carry out further work, and the property will be transferred from Geokor to Hildon.

6. GEOLOGY

The claim area lies near the western boundary of the Intermontane Tectonic Belt. The Intermontane Belt has been the site of major episodes of plutonic activity from late Triassic until Tertiary time. Great thicknesses of originally porous volcanic lava, ash and tuff were deposited interlayered with sediments and possibly massive sulphide lenses. These deposits originated from and were later intruded by successive granitic plutons. Since the Tertiary the whole sequence has been eroded to expose both extrusive and intrusive igneous rocks. Most of the known mineral deposits of the region appear to lie close to intrusive rock contacts. The Whiting Stock (D.G. MacIntyre 1985), consisting of granodiorite, occupies the south-western half of the Geo claim. For the next 1,000 meters eastward the rock consists of dark grey ash tuff and crystal tuff which locally has been altered to biotite hornfels. Disseminated pyrite and hematite are common in this zone. This is then succeeded by lapilli tuff consisting of 5-25 mm angular lithic fragments in a fine grained groundmass. This occupies the eastern half of the Cor claim. North trending coarse rhyolite porphyry and dark green andesite dykes occur in the northern part of the claim. All the rocks show evidence of strong thermal and chemical metamorphism.

WHIT
RIDGE
ZONE

123.5 M Tons
.043% MoS₂
.062% Cu

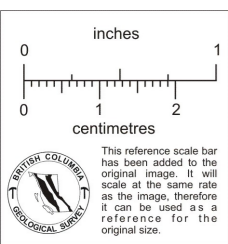
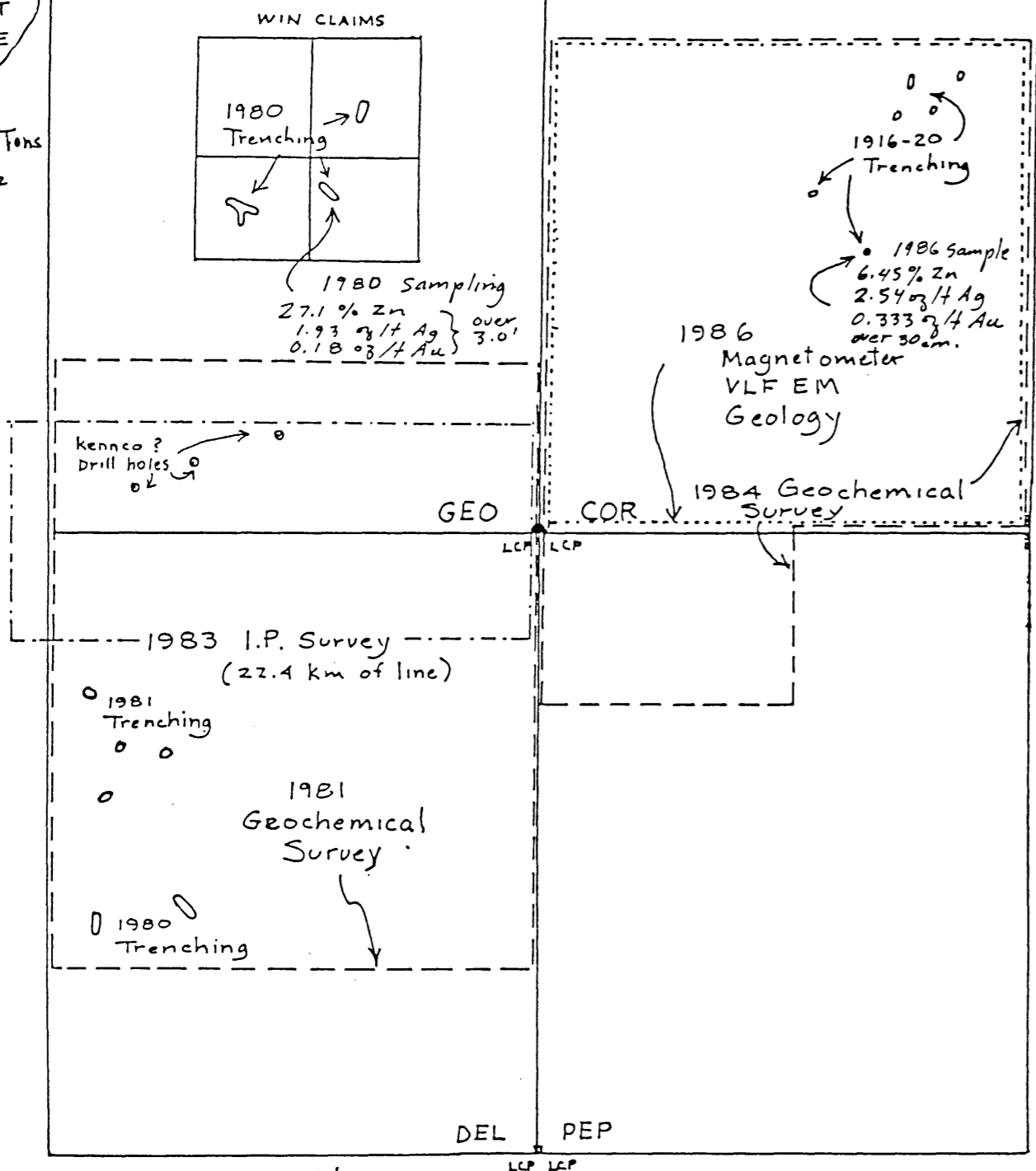
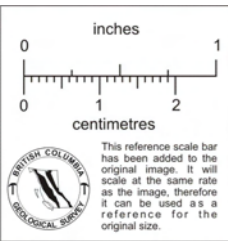
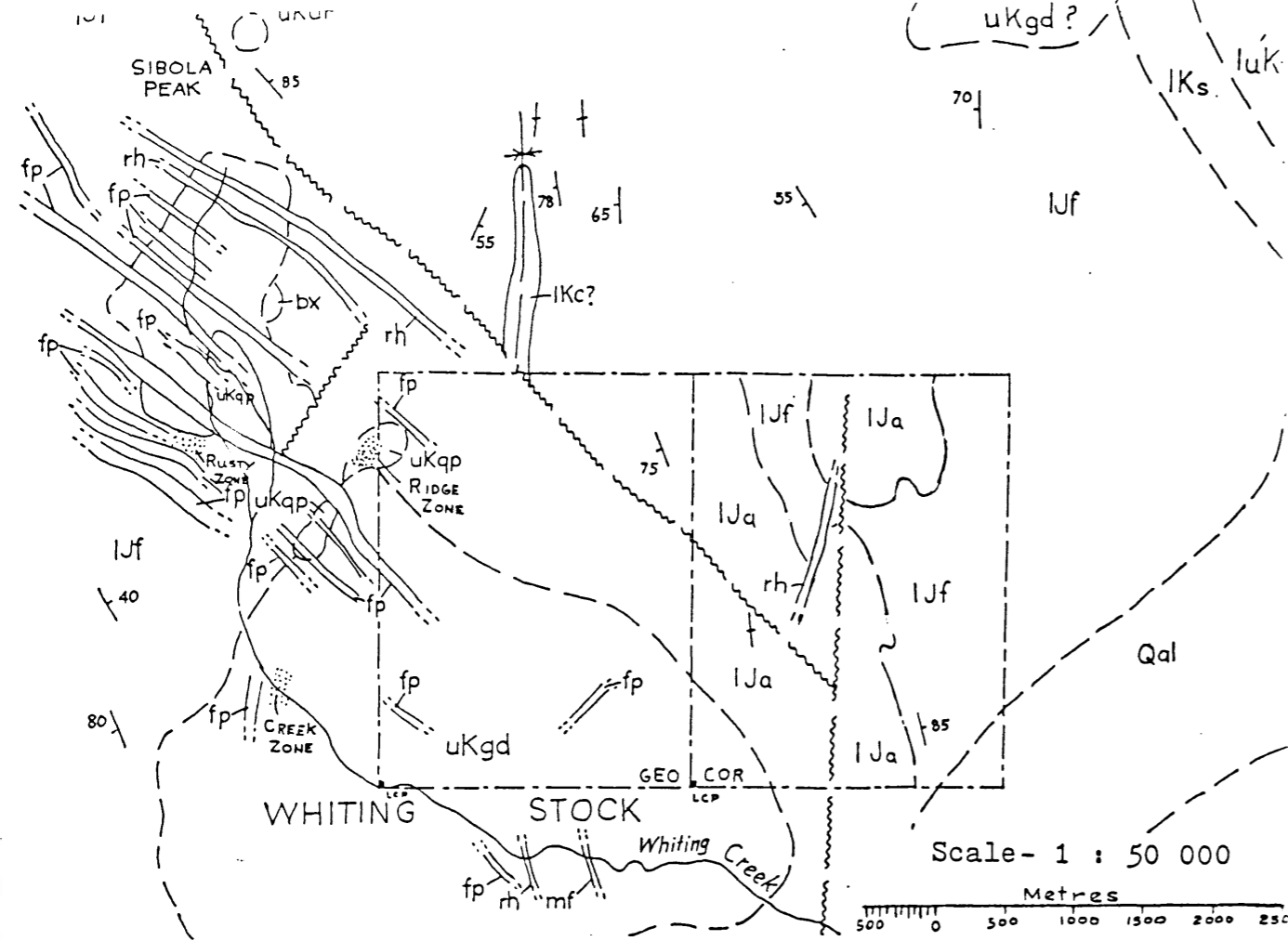


Figure No. 3
MAP SHOWING PREVIOUS WORK
GEO and COR Claims
Hildon Mining Explorations Ltd.
Oct. 1987

James Patten



LEGEND	
QUATERNARY AND RECENT	
Qal	---Glacial till
TERTIARY	
bx	---Breccia pipe
fp	---Pink aplite porphyry dykes
rh	---White rhyolite porphyry dykes
UPPER CRETACEOUS-BULKLEY INTRUSIONS	
UkPQM	---porphyritic hornblende-biotite quartz monzonite
uKgd	---Biotite-hornblende granodiorite
uKpq	---sericitic quartz-eye porphyry
LOWER TO UPPER CRETACEOUS-KASALKA GP.	
IuKf	---Rhyolitic to andesitic tuff
LOWER CRETACEOUS-SKEENA GP.	
IKs	---Marine sediments. Argillite, granule conglomerate
IKc	---Basal boulder conglomerate
LOWER TO MID JURASSIC-HAZELTON GP.	
IJf	---Red to green lapilli tuff
IJa	---Dark gray ash tuff
.....	---Cu, MoS ₂ Mineral Zones

Adapted from Reports By:
MacIntyre 1985
Paxton 1986

Figure No. 4
GEOLOGY MAP
GEO and COR Claims
Hildon Mining Explorations Ltd.
Oct. 1987

Bedding in the tuff is not common and where it occurs the strike is generally northwest with steep dips.

Dykes and faults have a general north or slightly northeast trend and also dip steeply. According to MacIntyre's mapping Comb Creek is occupied by a major fault but there is little evidence of this on the surface where it crosses the Cor claim.

The following geological map (Fig. 4) is adapted from maps in Paxton's report (1986) and MacIntyre's report (1985).

7. MINERALIZATION

Three types of mineralization occur in the area. They are, 1. massive lenses of polymetallic sulphides with gold and silver as are found in the Emerald Glacier Mine and on the Westview showing and the Win claims; 2. the large stockworks of quartz-chalcopyrite-molybdenite veinlets which make up the Berg, Huckleberry, Ox and Whiting deposits; and 3. the quartz veins with associated molybdenum, gold and silver which occur in the northern part of the Cor claim.

A number of old showings, mainly of the third type are described in the Minister of Mines Report for 1917. An attempt has been made in figure 5 to plot them with respect to the Geo and Cor claims. These showings are summarized in Table I. None of them appear to lie on the present Geo and Cor claims.

Figure 6 and Table II are reproduced from MacIntyre's report and show the major showings and deposits of the region.

No major mineral showings have been found as yet on the present Geo and Cor claims, but with showings on both the Win and Oriental claims, it is probable that major new showings will be discovered.

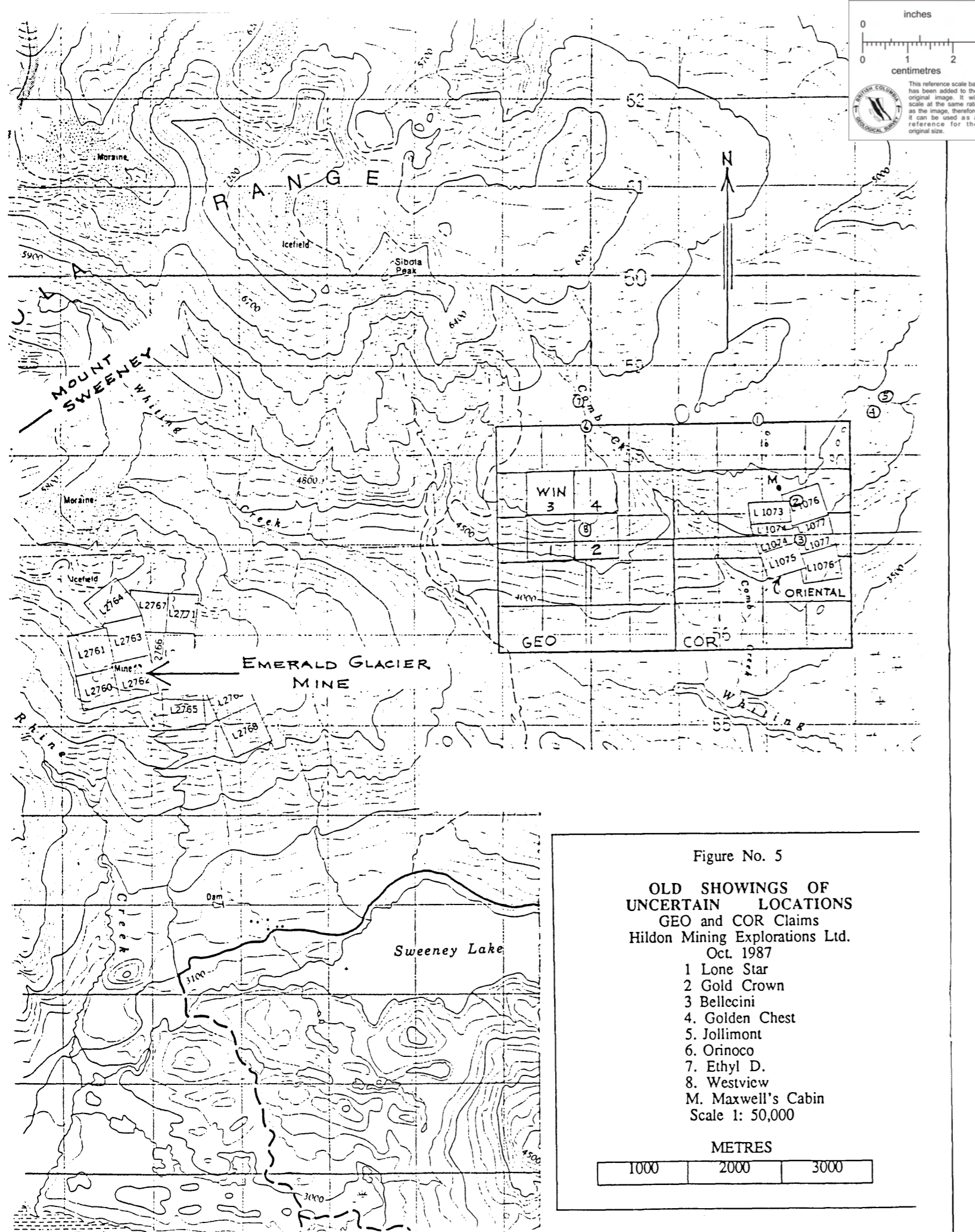


Table I

Old Showings of Uncertain Location

(Summarized from MMAR. Report 1916)

Magnetic bearings have been converted to azimuth's and feet to metres.

Name	Mineralization	Working	Width Sampled	Assays--oz/ton	
				Au	Ag
Lone Star	Parallel quartz veins 320°/65°W	trench 7mx1mx1m	20cm	tr	tr
Gold Crown	Parallel quartz vein 125°/75°S	Sidehill Cut 18mx7mx3m	10cm	tr	0.4
Bellecini	Quartz vein	Trench 2mx1mx1m	12cm	0.18	2.9
Golden Chest	Rusty Quartz Vein 325°/90°	Exposed in creek	30cm	0.14	1.8
Jolimont	Extension of above vein	Trench 8mx2mx1m	Select	0.04	0.4
Orinoco	Diss Py Zone	25m adit	n/a	tr	tr
Ethyl D.	Soft rusty Rock	"small cut"	n/a	tr	tr
Westview	Quartz & Sulphide	1mx3mx7m	100cm	0.34	3.8

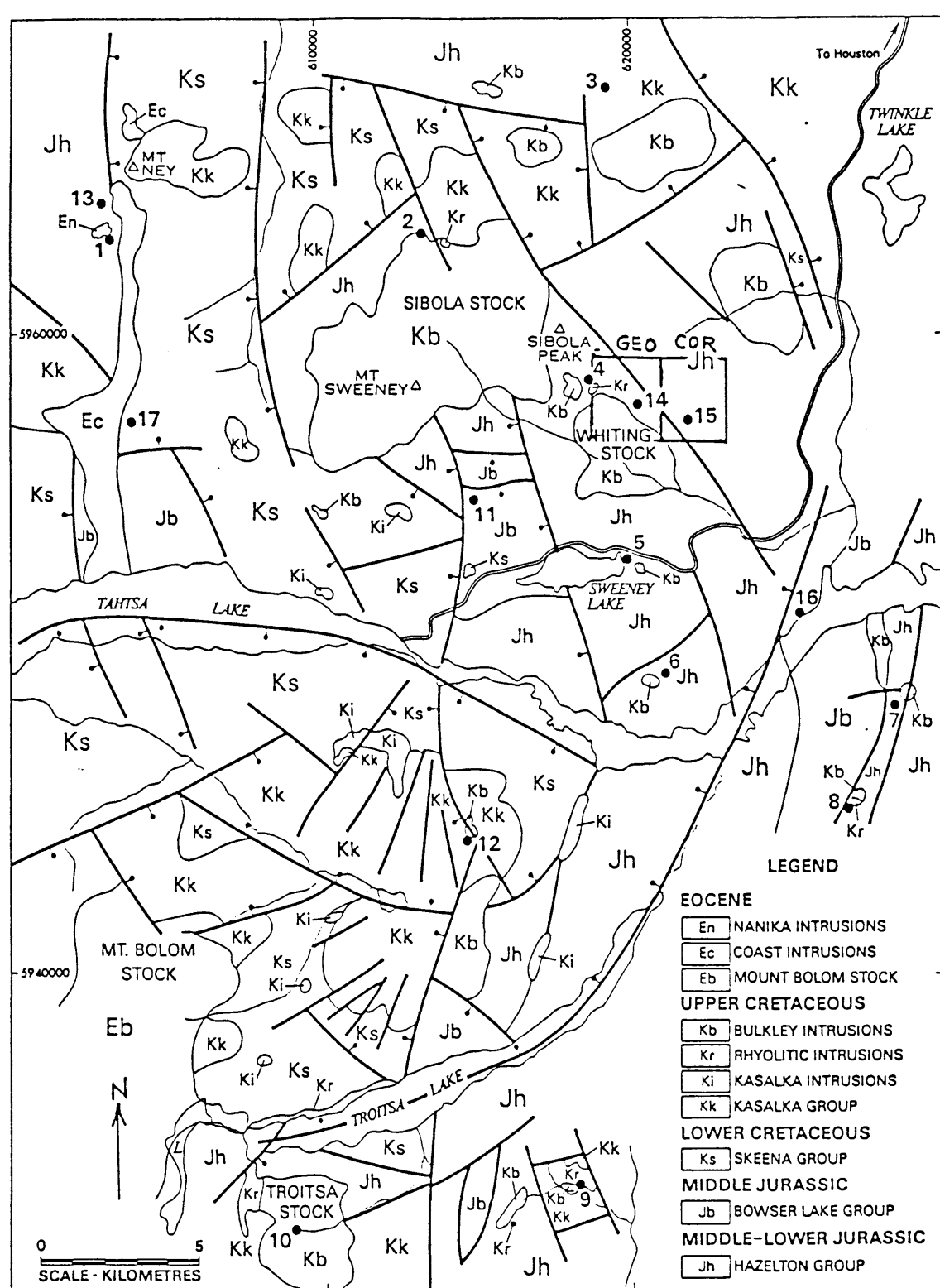
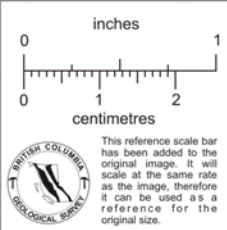


Figure No. 6
GEOLOGICAL MAP
 Showing the location of mineral deposits and occurrences, Tahtsa Lake district.
 Reproduced from B.C. Ministry of Energy, Mines and Petroleum Resources Bulletin No. 75, GEOLOGY AND MINERAL DEPOSITS OF THE TAHTSA LAKE DISTRICT OF WEST CENTRAL BRITISH COLUMBIA by Don G. MacIntyre, 1985

TABLE 2. MAJOR MINERAL OCCURRENCES

MAP No.	NAME	MOST RECENT OPERATOR	COMMODITY	RESERVES	DESCRIPTION	REFERENCE
1	BERG (93E-46)	Placer Development, 1980	Cu, Mo	400 m.t. 0.4% Cu 0.05% MoS ₂	Annular zone about Eocene porphyritic quartz monzonite stock, supergene enriched.	Panteleyev, 1981
2	BERGETTE (93E-52)	Granges Exploration, 1973	Cu, Mo	non-defined	Quartz porphyry breccia pipe contains molybdenite, pyrite, and chalcopyrite. Pyritic veinlets occur in hornfels adjacent to the main stock.	Church, 1971
3	SYLVIA (93E-89)	Hudson's Bay Oil and Gas, 1976	Cu	non-defined	Pyrite and chalcopyrite occur in Upper Cretaceous (uK) quartz diorite and Jurassic volcanic rocks.	GEM 1974, p. 246
4	WHITING CREEK (WHIT) (93E-49, 50)	Saskatchewan Mining and Development Corp., 1981	Mo, Cu	123.5 m.t. 0.043% MoS ₂ 0.052% Cu (Ridge Zone)	Quartz-molybdenite veinlets occur in altered uK quartz porphyry; chalcopyrite and molybdenite veinlets occur in potassic altered uK granodiorite and porphyritic quartz monzonite.	Cann, 1980
5	WEE (93E-86)	Hudson's Bay Oil and Gas, 1979	Cu	non-defined	Pyrite and chalcopyrite occur in breccia intruded by small uK(7) quartz diorite stocks.	GEM 1974, pp. 243-244
6	HUCKLEBERRY (LEN) (93E-37, 38, 39)	Granby Mining Corp., 1974	Cu, Mo	87 m.t. 0.408% Cu 0.025% MoS ₂	Annular zone of disseminated and veinlet sulphides in hornfels adjacent to uK porphyritic granodiorite stock.	James, 1976
7	OX LAKE (OX) (93E-4)	ASARCO Exploration Co. of Canada, 1982	Cu, Mo	23.6 m.t. 0.35% Cu equiv.	Zone of disseminated and veinlet sulphides in hornfels and breccia adjacent to small uK porphyritic granodiorite stock.	Richards, 1976
8	REA, TL, LEAN-TO (93E-40)	Lansdowne Oil and Minerals, 1983	Cu, Mo, Ag	non-defined	Pyrite, chalcopyrite, arsenopyrite, pyrrhoite, marcasite, sphalerite, and tetrahedrite occur in quartz porphyry breccia pipe.	GEM 1972, p. 340; Ager and Holland, 1983
9	COLES CREEK (FAB) (93E-41, 42, 43, 44)	Amex Potash Corp., 1972	Cu, Mo, Pb, Zn, Ag	non-defined	Quartz vein stockwork with chalcopyrite and minor molybdenite occurs in potassic altered uK porphyritic granodiorite stock; galena and sphalerite occur in argillite altered uK volcaniclastic rocks and dacite porphyry; chalcopyrite, molybdenite, galena, sphalerite, and magnetite occur in quartz porphyry breccia pipe.	MacIntyre, 1974
10	TROITSA (OVP) (93E-3, 5, 9)	Cerro Mining Co. of Canada, 1971	Cu	non-defined	Chalcopyrite occurs in altered feldspar porphyry dykes cutting uK granodiorite.	Cawthorn, 1973
11	EMERALD GLACIER (93E-1) also GLACIER, STANLEY (93E-47, 48)	Emerald Glacier Mines, 1982	Pb, Zn, Ag	non-defined producer, 1951-1953 4 200 tonnes averaging 12.1% Pb 11.5% Zn 408 g/tonne Ag 0.27 g/tonne Au	North-trending, steep-dipping shear zone with quartz, calcite, galena, sphalerite, and minor chalcopyrite and pyrite.	Sutherland Brown, 1967
12	SWANNELL, CAPTAIN (SWING, SAM) (93E-35)	Tahisa Mines, 1981	Pb, Zn, Ag	non-defined	Galena, sphalerite, pyrite, and minor tetrahedrite occur in steep northwest-trending shear zones cutting uK volcanic rocks.	Goldsmith and Kallock, 1981
13	LEAD EMPIRE (SET, LOST ICE) (93E-8)	Sierra Empire Mines, 1971	Pb, Zn, Ag	non-defined	Pyrite and quartz with variable galena and sphalerite occur in shear zones near Eocene quartz diorite.	Duffell, 1959
14	WEST VIEW (93E-74)	?	Zn, Pb, Ag, Au	non-defined	Quartz, sphalerite, minor galena, and pyrite in veins.	MMAR 1916, p. K163
15	ORIENTAL (93E-51)	?	Ag, Au	non-defined	Minor pyrite in quartz veins.	May be Gold Crown, Bellecni, Golden Chest, Jollimont claims described in MMAR 1916
16	RIVERSIDE (93E-36)	?	Au, Ag, Cu, Zn	non-defined	Pyrite and arsenopyrite occur in quartz veins with minor chalcopyrite and sphalerite.	Duffell, 1959
17	GLORY (93E-7)	?	Ag, Pb, Cu, Au	non-defined	Pyrite, chalcopyrite, galena, and specular hematite occur in quartz stringers.	Duffell, 1959

MMAR = British Columbia Minister of Mines Annual Report.
 GEM = Geology, Exploration and Mining in British Columbia.
 m.t. = million tonnes.

Reproduced from B.C. Ministry of Energy, Mines and Petroleum Resources Bulletin No 75, GEOLOGY AND MINERAL DEPOSITS OF THE TAHTSA LAKE DISTRICT WEST CENTRAL BRITISH COLUMBIA by Don G. MacIntyre, 1985.

8. GEOPHYSICAL SURVEYS

Geophysical surveys have been done in 1983 and 1986.

In 1983, an I.P. survey was conducted by Peter E. Walcott and Associates Limited on the southern part of what is now the Geo claim. In his conclusions Mr. Walcott states, "The results of the survey indicated a large resistivity low in the western portion of the grid. A large chargeability high rings the northern and southern parts and is coincident with the western open part of this low. A reasonably good copper geochemical correlation also exists."

According to the report by MacIntyre 1985, the Creek Zone on the Whit Claims lies about 600 meters west of this anomaly. The best drill intersection on the Creek Zone averaged 0.244% Cu and 0.026% MoS₂ over 196 meters.

The geologic and drill hole map from the S.M.D.C. assessment report (Cann 1981 AR #8757) shows two diamond drill sites (DDH #8, DDH #9) and possibly one percussion drill site lying within the Geo claim. This appears to be part of the drilling done by Kennco back in 1965. The results of this drilling are not known. In any case, there is a possibility that the anomaly on the Geo claim is caused by low grade, widespread copper-molybdenum mineralization similar to that found on the Whit claims.

In 1986 VLF-EM and Magnetometer surveys were done on the Cor claim by the author and two assistants. Four strong magnetic anomalies were located. Three of the anomalies seem to correlate with intrusive contact zones. The fourth, which lies along the east bank of Comb Creek appeared to be caused by a fairly large intrusive body containing magnetite, and dipping to the west.

This anomaly partially coincided with a very strong VLF-EM anomaly. Both anomalies are over 300 meters long and 50 meters wide and appear to the author to constitute a prime target for further exploration. There are also a number of smaller and weaker VLF-EM anomalies which have the same trend. The detail of these anomalies is shown in figure 8, adapted from the report by Paxton 1986, and included with this report.

9. GEOCHEMISTRY

Soil geochemical surveys were conducted under the direction of R.W. Phendler over the southern portion of the Geo claims in 1981 and on the Cor claim in 1984. The samples were prepared and tested in the standard way for Cu, Pb, Zn, Ag, Mo, Au. Frequency distribution and log probability

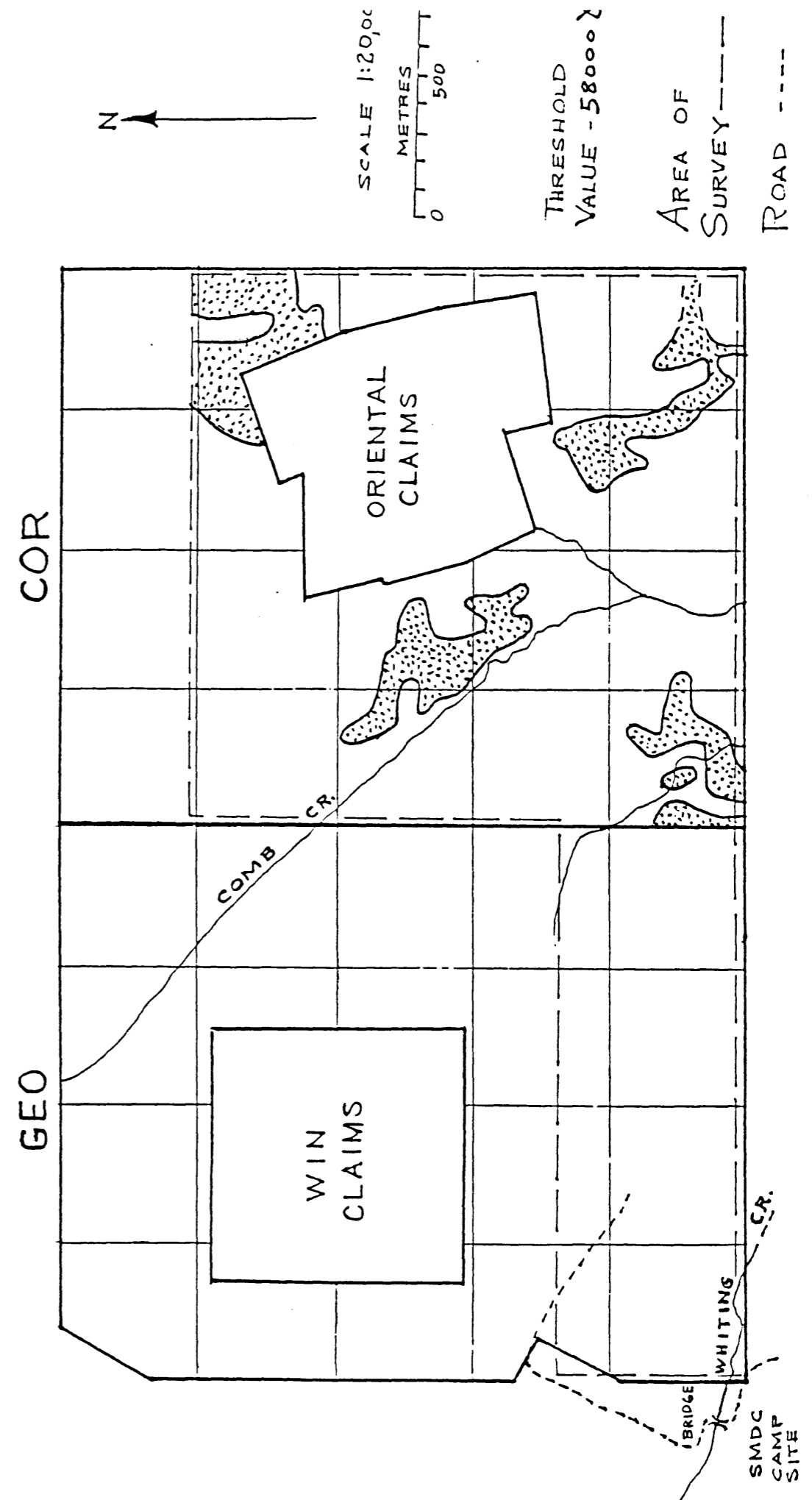
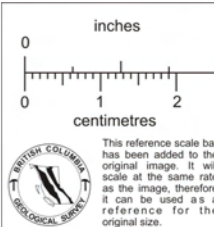
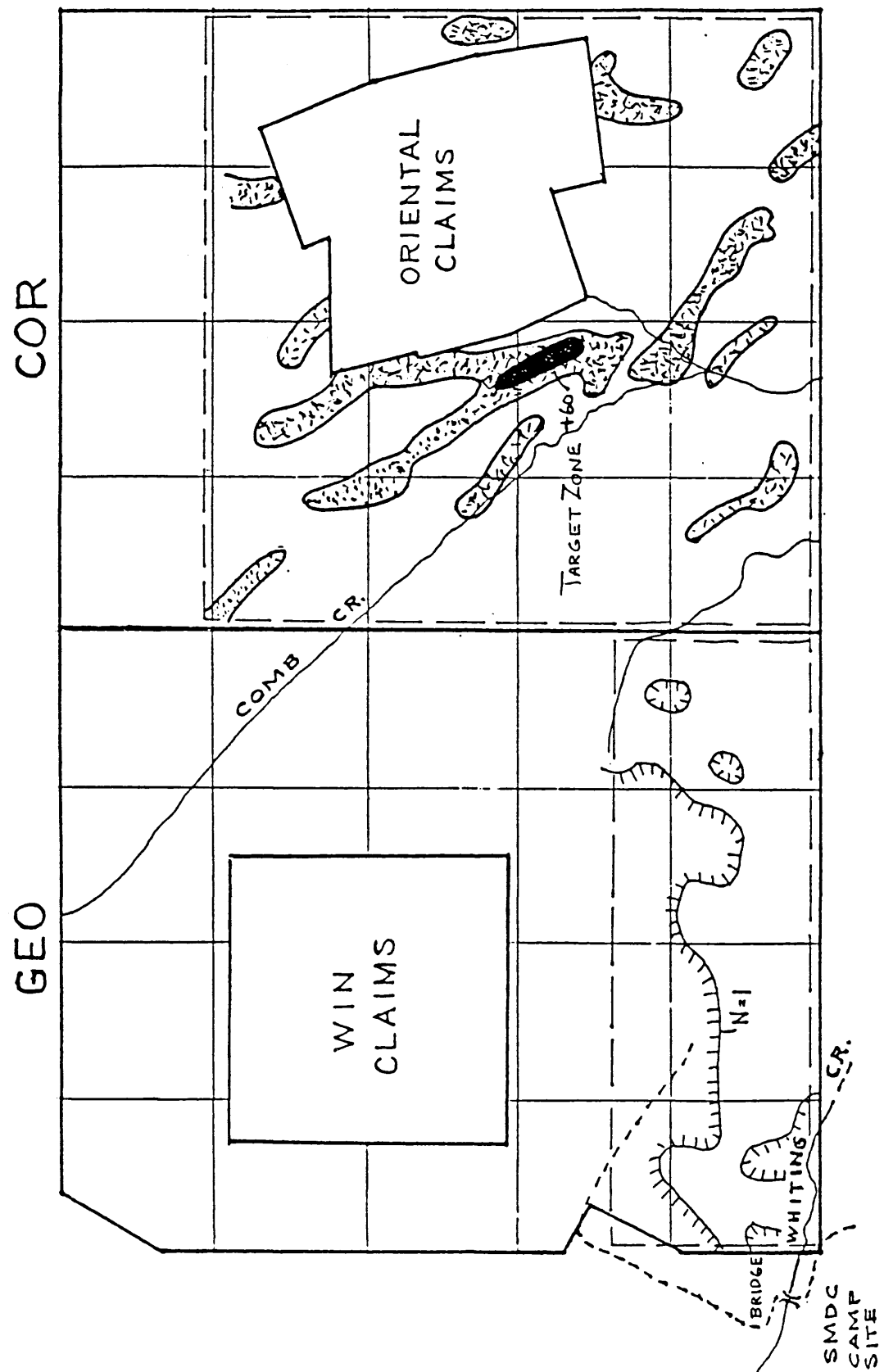
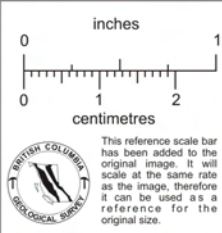


Figure No. 7
MAGNETOMETER ANOMALIES
MAG
GEO and COR Claims
Hildon Mining Explorations Ltd.

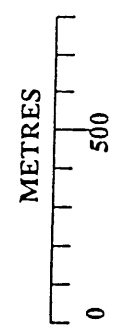
Data Based on Reports by Phender 1981,
1984 and Paxton 1986.
Compiled by J. Paxton
Oct. 1987





N

SCALE 1:20,000



- I.P. CHARGEABILITY
- VLF-EM
- THRESHOLD VALUE - +20 (Fraser Filter)
- AREA OF SURVEY
- ROAD

Data Based on Reports by Phendler 1981, 1984
Walcott 1984 and Paxton 1986
Note: VLF-EM Survey Limited to COR Claim
I.P. Survey Limited to Sourth Portion
GEO Claim.
Compiled by J. Paxton
October, 1987

Figure No. 8
VLF-EM, I.P. ANOMALIES
E.M., I.P.
GEO and COR Claims
Hildon Mining Explorations Ltd

plots for the various elements were drawn. Anomalous values were determined by the break in the upper part of the curve of the log probability plot. In the following table the threshold values used by Phendler to plot anomalies are compared to his mean values and to the world wide median values of the elements in soil as given in the handbook Geochemistry In Mineral Exploration, 1979 by Rose, Hawkes and Webb.

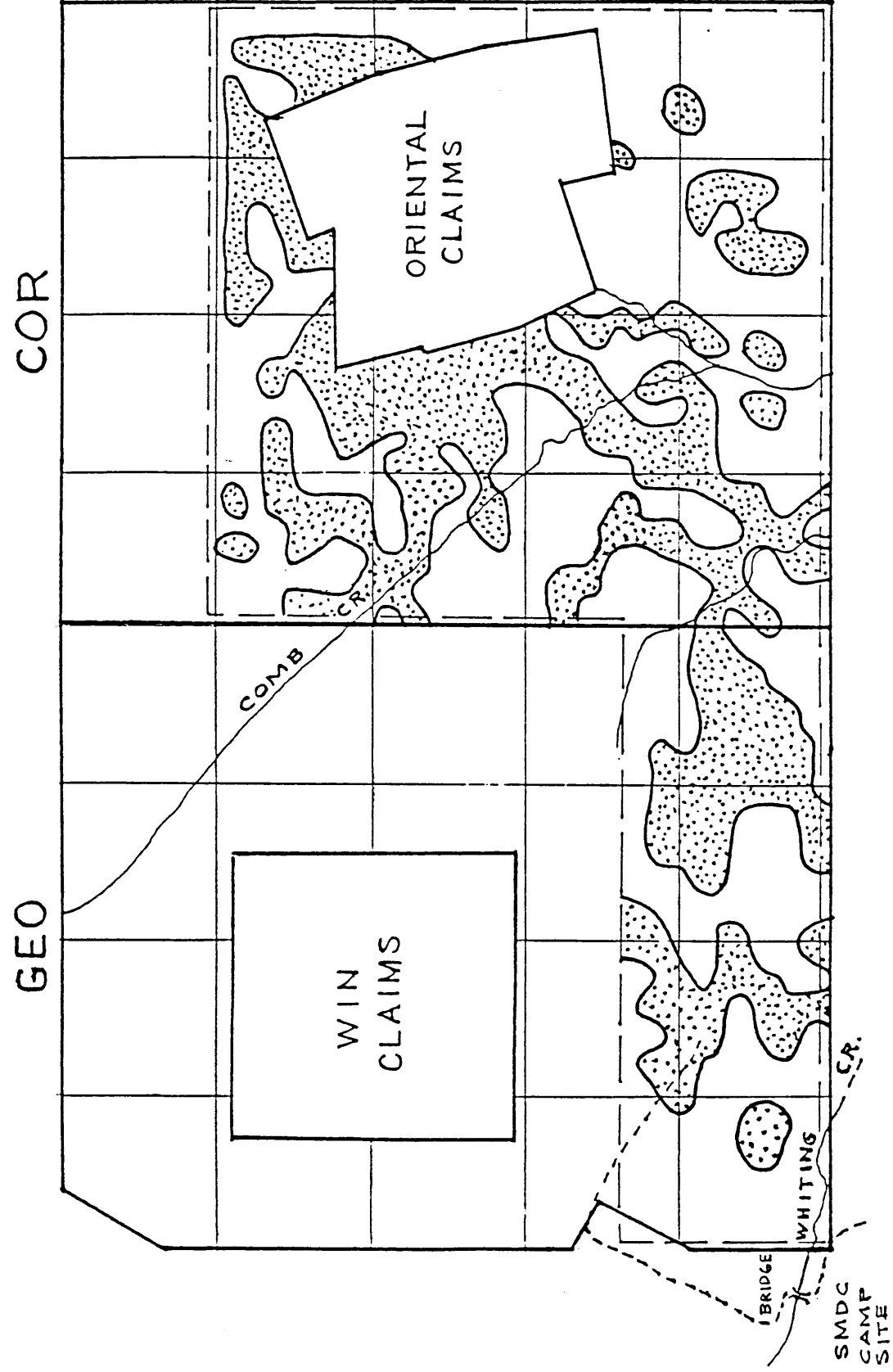
Table II

	Median value Worldwide	Phendler Survey Mean Value	Phendler Survey Threshold Value
Cu	15 ppm	30 ppm	250 ppm
Pb	17 ppm	15 ppm	25 ppm
Zn	36 ppm	75 ppm	115 ppm
Ag	0.1 ppm	0.2 ppm	0.6 ppm
Mo	2.5 ppm	5 ppm	15 ppm
Au	2 ppb	5 ppb	15 ppb

Anomalies based on Phendler's threshold value occur for one or more of the elements listed in over 50% of the area surveyed (See figures 9 to 14).

Very strong anomalies were discovered for zinc and silver, where individual values as high as 3150 ppm for zinc and 4.1 ppm for silver were recorded. Check samples taken by the author in 1986 in the anomalous areas correlated reasonably well with these high values.

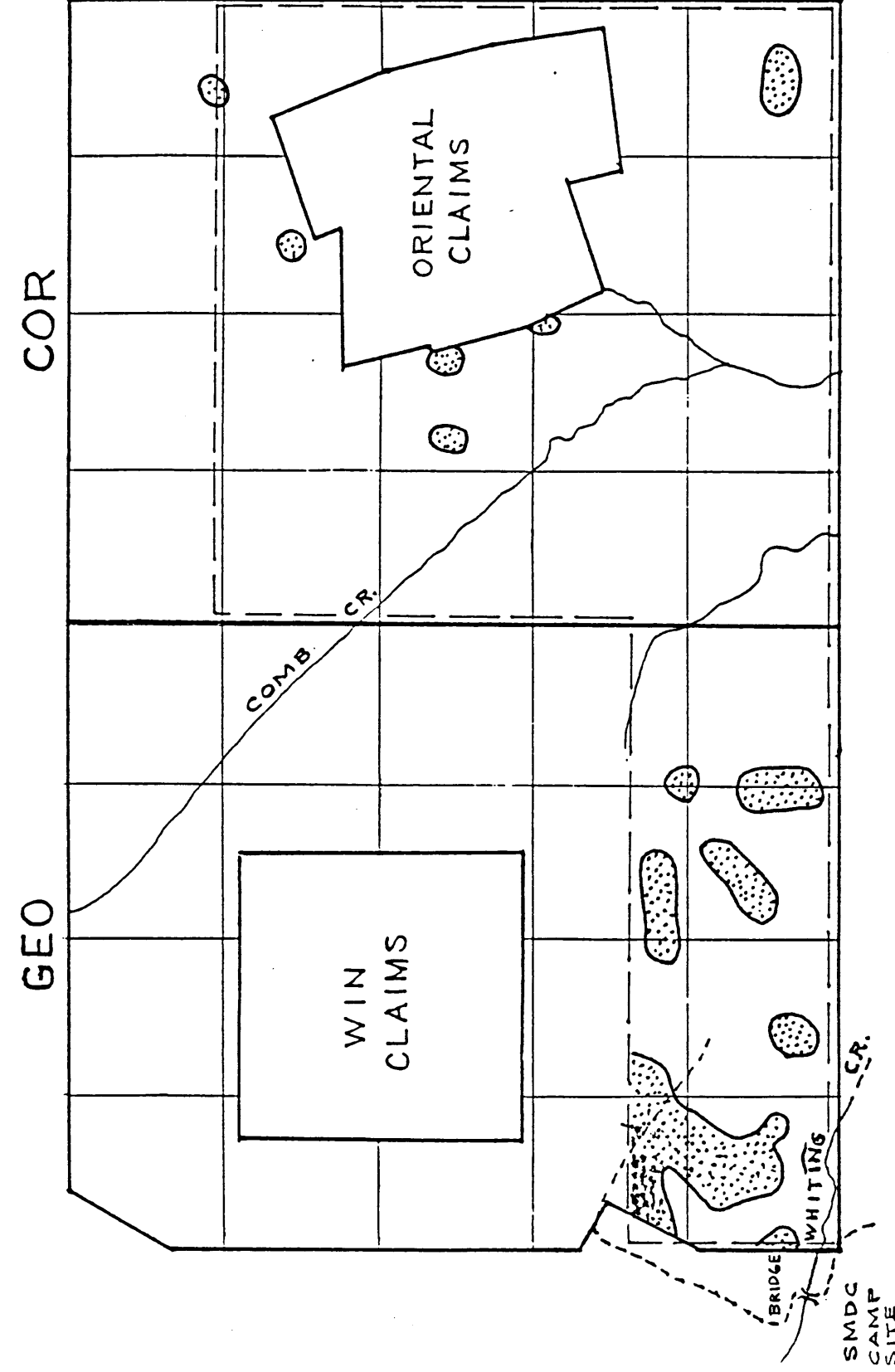
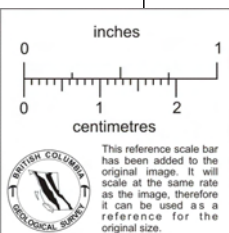
The following geochemical anomaly maps are adapted from Phendler's reports of 1982 and 1984.



Data Based on Reports by Phender 1981, 1984 and Paxton 1986.
 Compiled by J. Paxton
 Oct 1987

Figure No. 9

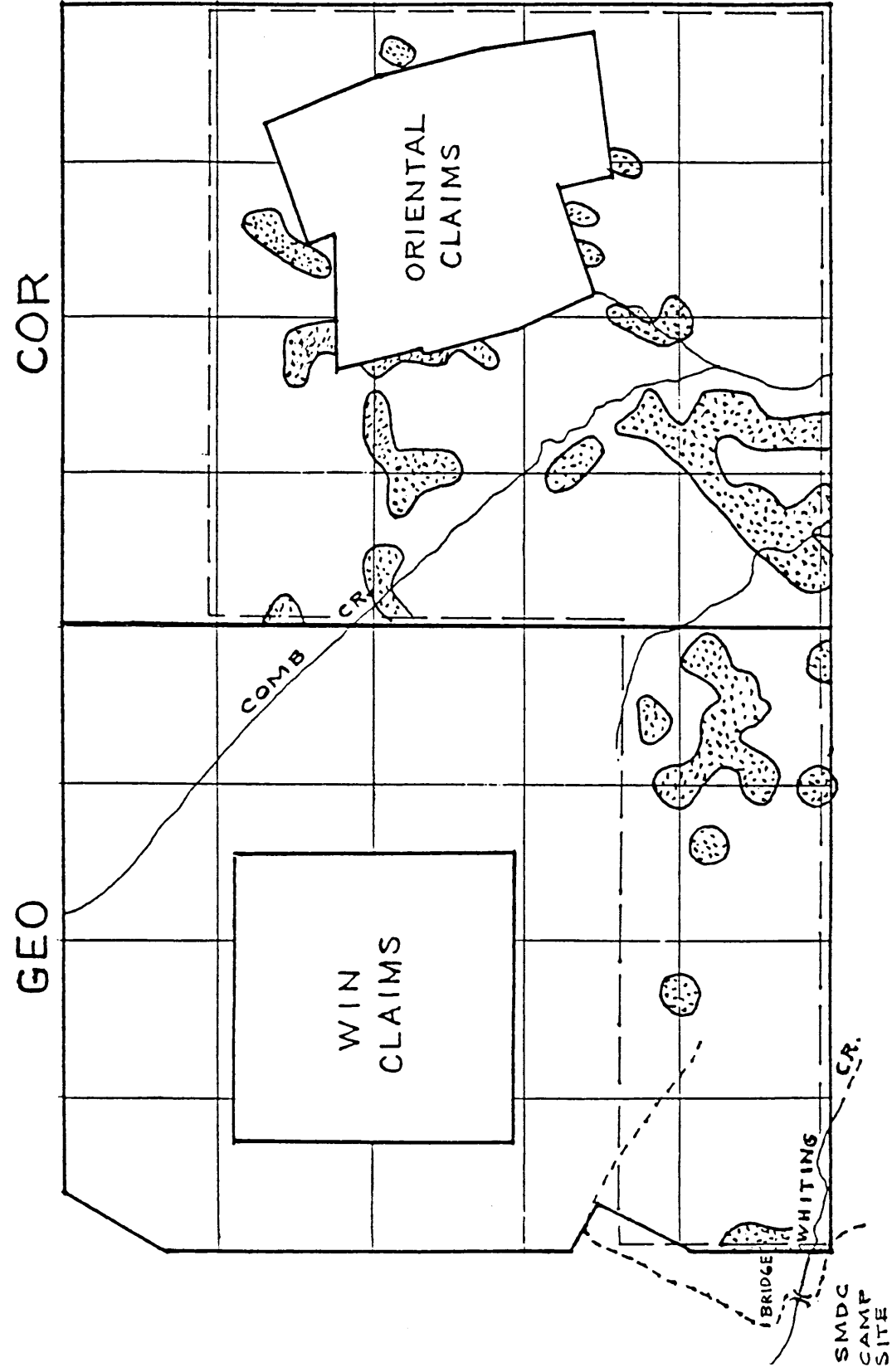
GEOCHEMICAL SOIL ANOMALIES
 ZINC
 GEO and COR Claims
 Hildon Mining Explorations Ltd



Data Based on Reports by Phender 1981, 1984 and Paxton 1986.
 Compiled by J. Paxton
 Oct 1987

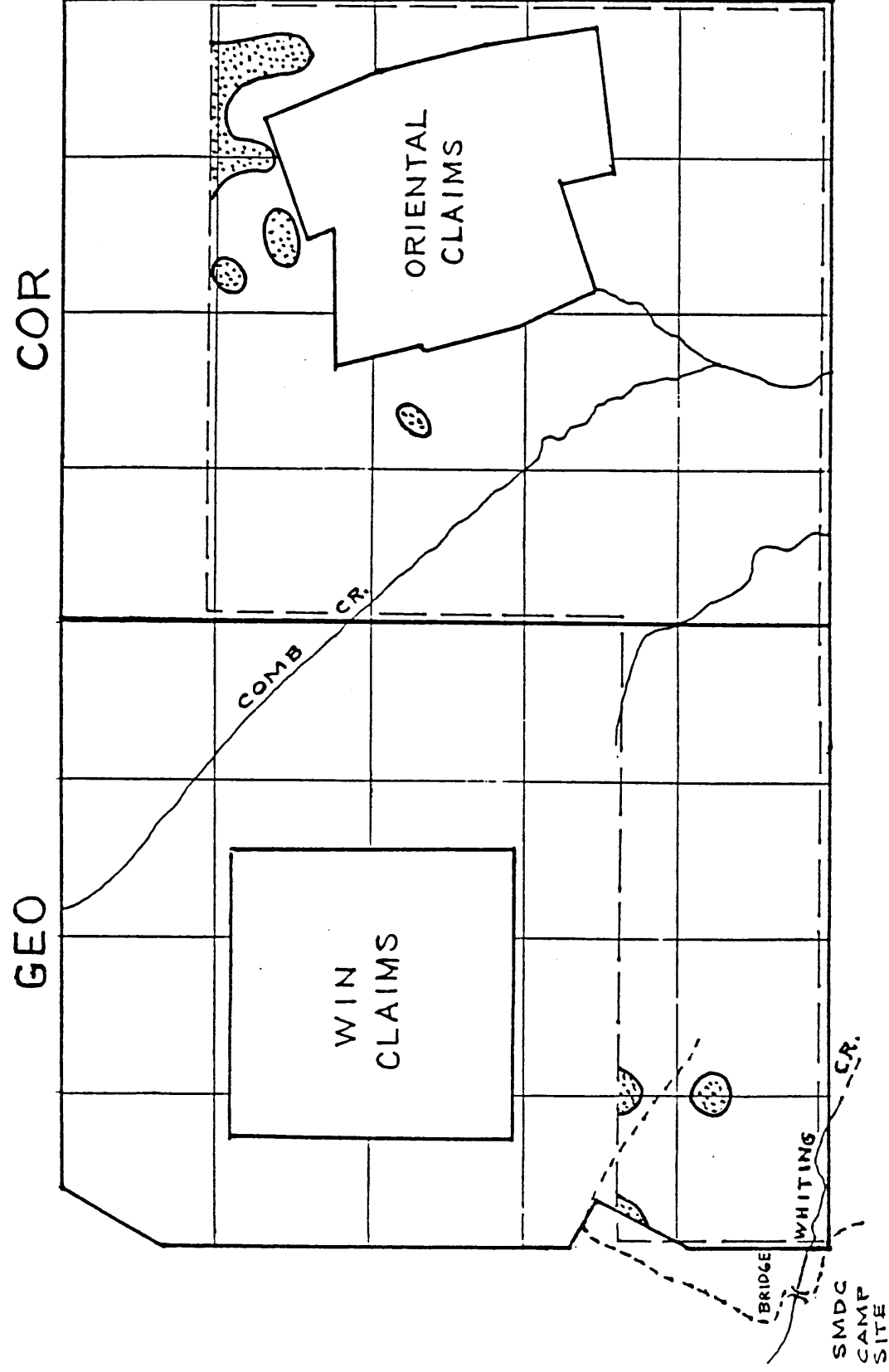
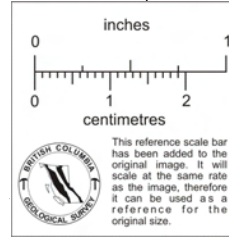
Figure No. 10

GEOCHEMICAL SOIL ANOMALIES
 COPPER
 GEO and COR Claims
 Hildon Mining Explorations Ltd



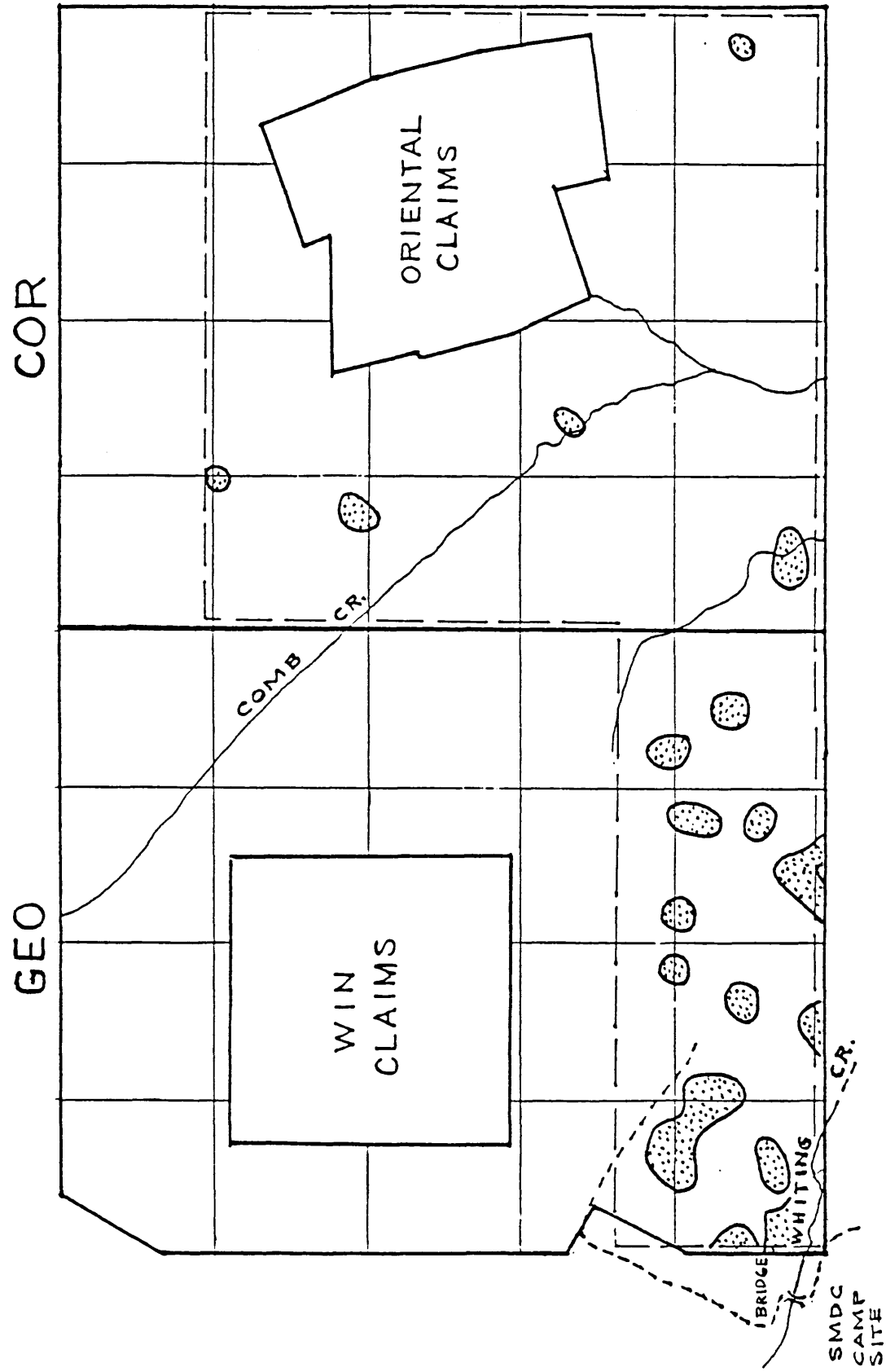
Data Based on Reports by Phender 1981, 1984 and Paxton 1986.
Compiled by J. Paxton
Oct. 1987

Figure No. 11
GEOCHEMICAL SOIL ANOMALIES
LEAD
GEO and COR Claims
Hildon Mining Explorations Ltd.
Oct. 1987



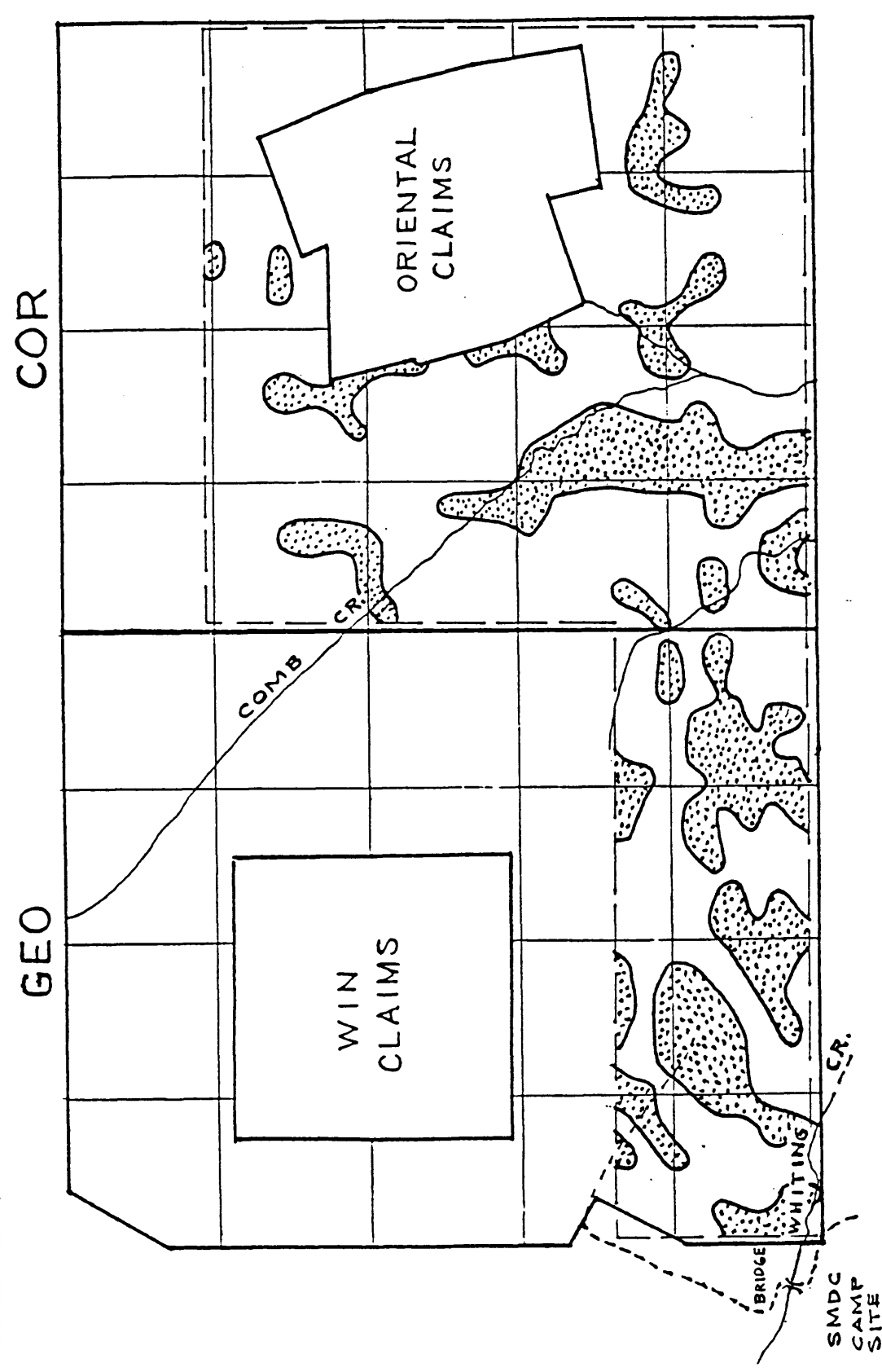
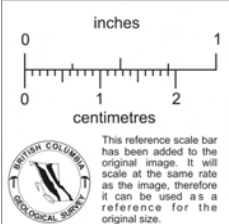
Data Based on Reports by Phender 1981, 1984 and Paxton 1986.
Compiled by J. Paxton
Oct. 1987

Figure No. 12
GEOCHEMICAL SOIL ANOMALIES
MOLYBDENUM
GEO and COR Claims
Hildon Mining Explorations Ltd.
Oct. 1987



Data Based on Reports by Phender 1981, 1984 and Paxton 1986.
Compiled by J. Paxton
Oct. 1987

Figure No. 13
GEOCHEMICAL SOIL ANOMALIES
GOLD
GEO and COR Claims
Hildon Mining Explorations Ltd.



Data Based on Reports by Phender 1981, 1984 and Paxton 1986.
Compiled by J. Paxton
Oct. 1987

Figure No. 14
GEOCHEMICAL SOIL ANOMALIES
SILVER
GEO and COR Claims
Hildon Mining Explorations Ltd.

10. CONCLUSIONS

The geological conditions in the area of the claims are very favorable for the occurrence of three types of deposits;

1. Low grade large tonnage copper-molybdenite quartz veinlet stockworks.
2. High grade massive polymetallic sulphide veins.
3. Precious metal quartz veins.

Although no major mineral showings lie on the claims, examples of all three types of deposits can be found within the radius of 10 km.

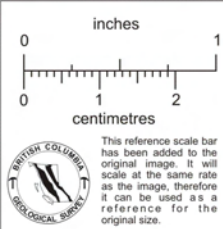
Geophysical survey work to date has disclosed strong, linear, partially coincident VLF-EM and magnetometer anomalies parallel to the general geological strike, lying in the western part of the Cor claim. These also coincide with a strong zinc geochemical anomaly. Three hundred meters to the west lies a large strong silver geochemical anomaly.

The relationship between the magnetic, VLF-EM, zinc soil and silver soil anomalies in this location is not yet clear but they could be indications of a tabular massive sulphide body similar to the sulphide body found in the Emerald Glacier Mine on Sweeney Mountain.

The most economical way to do further work on this area is to extend the road from the old S.M.D.C. camp at Whiting Creek. Also, the process of building a road across the claims may uncover mineralized float which could lead to further discoveries. Ultimately, diamond drilling will be needed, but it should be preceded by some geophysical method that will define the target better than the present VLF-EM survey. The Pulse EM method gives good response to massive sulphide mineralization down to depths of 300 meters and does not require corrections for topography. It also gives an indication of the depth of the source of the anomaly.

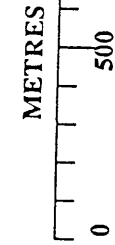
11. RECOMMENDATIONS

1. Build a 4WD road from the S.M.D.C. camp site on Whiting Creek to the east slope of Comb Creek where the main VLF-EM anomaly is located.
2. Establish an accurate cut-line grid in the anomalous area with lines at 50 meter spacing covering an area of 500 by 500 metres.
3. Define drilling targets on the above grid by means of a pulse-EM survey.
4. Test the anomalies with up to 2,000 feet of BQ diamond drilling.
5. Continue the program of VLF-EM, magnetometer, geological mapping and soil sampling on the Geo claim as far north as the Win claim boundary.
6. Detail the major silver and gold geochemical soil anomalies already located by taking additional soil samples.
7. Test the most promising soil anomalies with backhoe trenching.



N

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AREA OF LINE GRID



ROAD -----

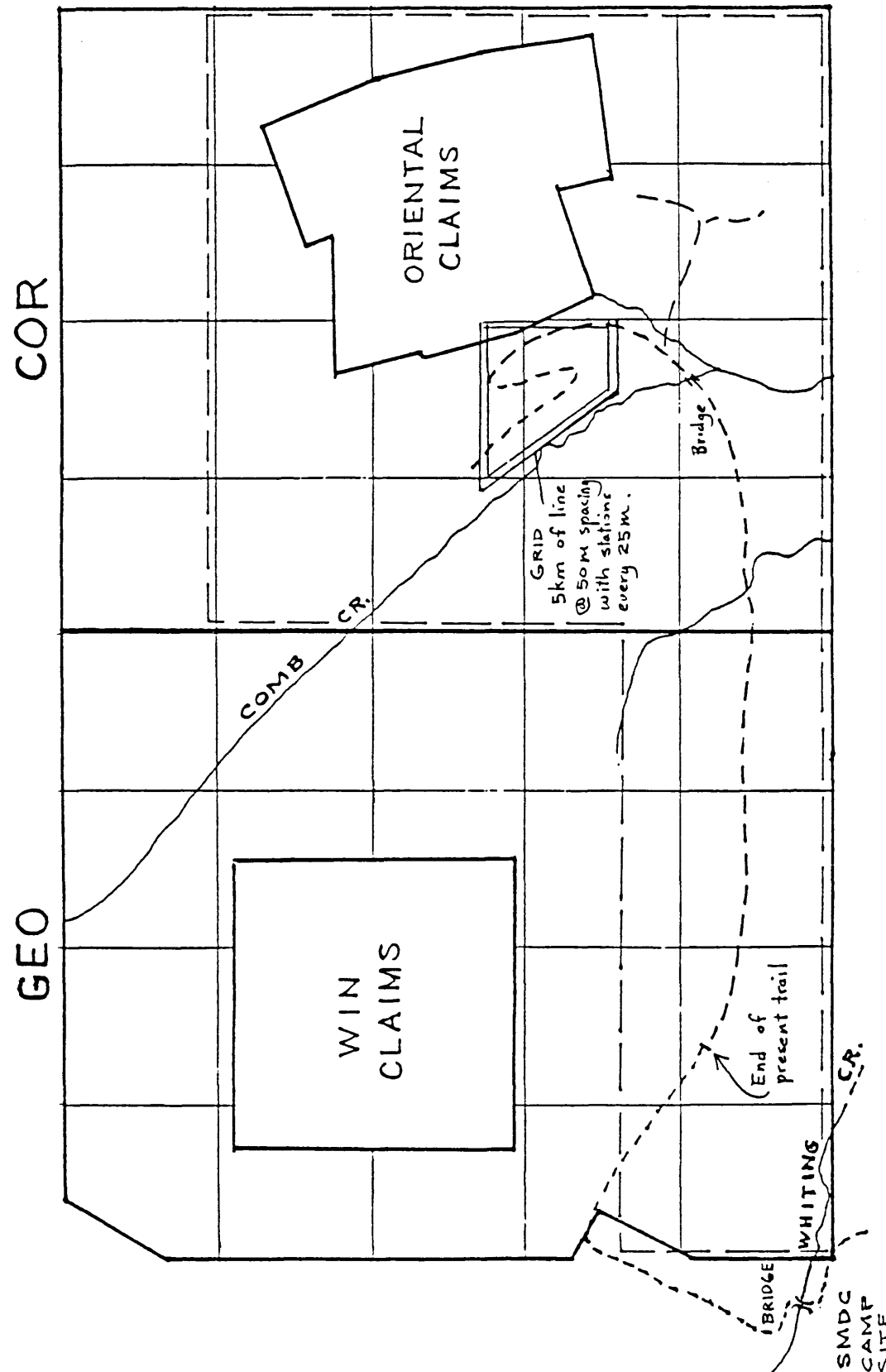


Figure No. 15
PROPOSED ROAD AND LINE GRID
 GEO and COR Claims
 Hildon Mining Explorations Ltd.

James Paxton

Drawn: J. Paxton
 Oct. 1987

12. TIME SCHEDULE

PHASE I		
TIME	ACTIVITY	MANPOWER
1 week	Build camp. Cruise Route for road	2-3
2 week	Geophysics on Geo grid plus put in additional grid	2-3
3 week	Complete geophysics on Geo. Start road building	1-cook 4-road work 3-Geophysics
4 week	Build bridge on Comb Creek Start line cutting and line measurement on detail grid Do detail work on anomalies	1-cook 4-road work 3-line cutting & chaining
5 week	Complete road work Complete line cutting Start Pulse EM survey	1-cook 2-road work 2-EM survey 2-line cutting
6 week	Complete IP survey Start Backhoe trenching on anomalies Geological mapping and sampling	1-cook 1-backhoe 2-sampling
7 week	Finish backhoe work Prepare drill sites Complete geological mapping and sampling,	1-cook 1-backhoe 1-Cat 2-sampling
PHASE II		
8 week	Drill 2000 feet of BQ diamond drill hole	1-cook
9 week	on two shifts per day basis	1-geologist
10 week	Estimate 100 feet per day plus moves	1-foreman 2-drillers 2-helpers

13. ESTIMATE OF COST

Phase I

1. Prepare 2 km of existing road	\$ 4,000.00
2. Build 4 km of new road	10,000.00
3. Allowance for culverts and bridges	10,000.00
4. 5 km of line cutting plus chaining and picketting on Cor claim	5,000.00
5. VLF-EM and magnetometer surveys on the Geo claim	5,000.00
6. Pulse EM survey on Cor claim	7,000.00
7. Backhoe trenching	5,000.00
8. Mapping and Sampling	5,000.00
9. Assaying	5,000.00
10. Rental Vehicles	3,000.00
11. Tent Camp	10,000.00
12. Food	5,000.00
13. Cook, dishes, etc.	5,000.00
14. Supervision and Expediting	<u>5,000.00</u>
	\$ 84,000.00

Phase II

Proceeding with Phase II is contingent upon successful delineation of drilling targets with Phase I.

1. Diamond drilling 2000 feet BQ at \$30 per foot	\$ 60,000.00
2. Core logging, sampling, supervision	8,000.00
3. Assaying	<u>5,000.00</u>
	\$73,000.00
Total Phase I and Phase II	\$157,000.00
Allowance for contingencies in general and for repair of the Whiting Creek bridge in particular.	
10% of total	<u>15,700.00</u>
Total for program	<u>\$172,700.00</u>

James Rafter

14. REFERENCE

Minister of Mines, British Columbia, Annual Reports
1913 page K 108

1914 page K 173, K 174, K 233

1916 page K 91, K 161

1917 page K 176

1919 page K 126

1920 page N 104

1921 page N 92

1923 page A 119

1924 page B 99

1925 page A 144

1926 page A 147, A 148

1927 page C 153, C 154

1929 page C 182, C 183, C 184

1930 page 147

British Columbia Department of Mines and Petroleum Resources Annual Reports

1964 pages 55, 56

1965 page 87

1967 pages 110 to 113

1971 pages 145 to 157

1972 page 341

Cann R. 1981

Whiting Creek Property. B.C. Ministry of Energy Mines and Petroleum Resources, Assessment Reports 9897, 8757

MacIntyre, D.G., 1985

Geology and mineral deposits of the Tahtsa Lake District West Central B.C.,
B.C. Dept. of Mines and Petroleum Resources. Bulletin No. 75.

Phendler, R.W. 1981

Report on Assessment Work on the Tip and Mor Claims
(40) units

Phendler, R.W. 1981

Report on Assessment Work on the Del and Pep Claims
(40) units

Phendler, R.W. 1982

Report on Assessment Work (Geochemical) on the Del
(20 units), Pep (20 units), Tip (20 units), Mor (20 units) Oriental and Oriental
No. 1 to No. 5 claims.

Phendler, R.W. 1984

Report on Assessment Work (Geochemical) on the Del (20 units),
Pep (20 units), Tip (20 units), Mor (20 units), Oriental and Oriental No. 1 to
No. 5 claims.

Walcott, P.E., 1984

Report on an Induced Polarization Survey on the Tip and Del Claims.

Paxton, J., 1986

A Geological and Geophysical report on the Cor claim (20 units). B.C. Ministry of Energy Mines and Petroleum Resources, Assessment Report No. 16017.

(The above six reports were all done for Geokor Energy Holdings Ltd.)

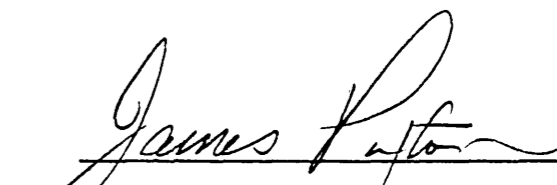
The company files of Geokor Energy Holdings Ltd. including Aerial
Photographs
BC 7810 - 038, 039; BC 7745 - 048 to 051 and BC 7744 - 271 - 275.

12. CERTIFICATION

I, James Paxton, 5086 Topaz Place, in the Municipality of Richmond, in the Province of British Columbia, do hereby certify that:

1. I am a graduate of the University of Saskatchewan (1953) holding a B.A. degree in Geology.
2. I have practiced as a Mining and Exploration Geologist in Canada for over twenty-five years and have been a Consulting Geologist on a regular basis for the past three years.
3. I am a registered member in good standing of the Association of Professional Engineers of British Columbia, a Fellow of the Geological Association of Canada and a Member of the Canadian Institute of Mining and Metallurgy.
4. I am President of Petralith Services Ltd., a private Geological Consulting Company registered in British Columbia.
5. This report is based on work on the site between June 29 and July 14, 1986 including personal mapping and sampling.
6. I have no interest, either directly or indirectly, nor do I expect to receive any interest, in the property described herein or in the securities of Hildon Mining Explorations Ltd. or any associated companies.
7. I hereby consent to this report, or any part of it taken in context and in the full meaning of the whole report, being quoted by Hildon Mining Explorations Ltd.

Dated *May 16/88*



JAMES PAXTON, P.ENG.

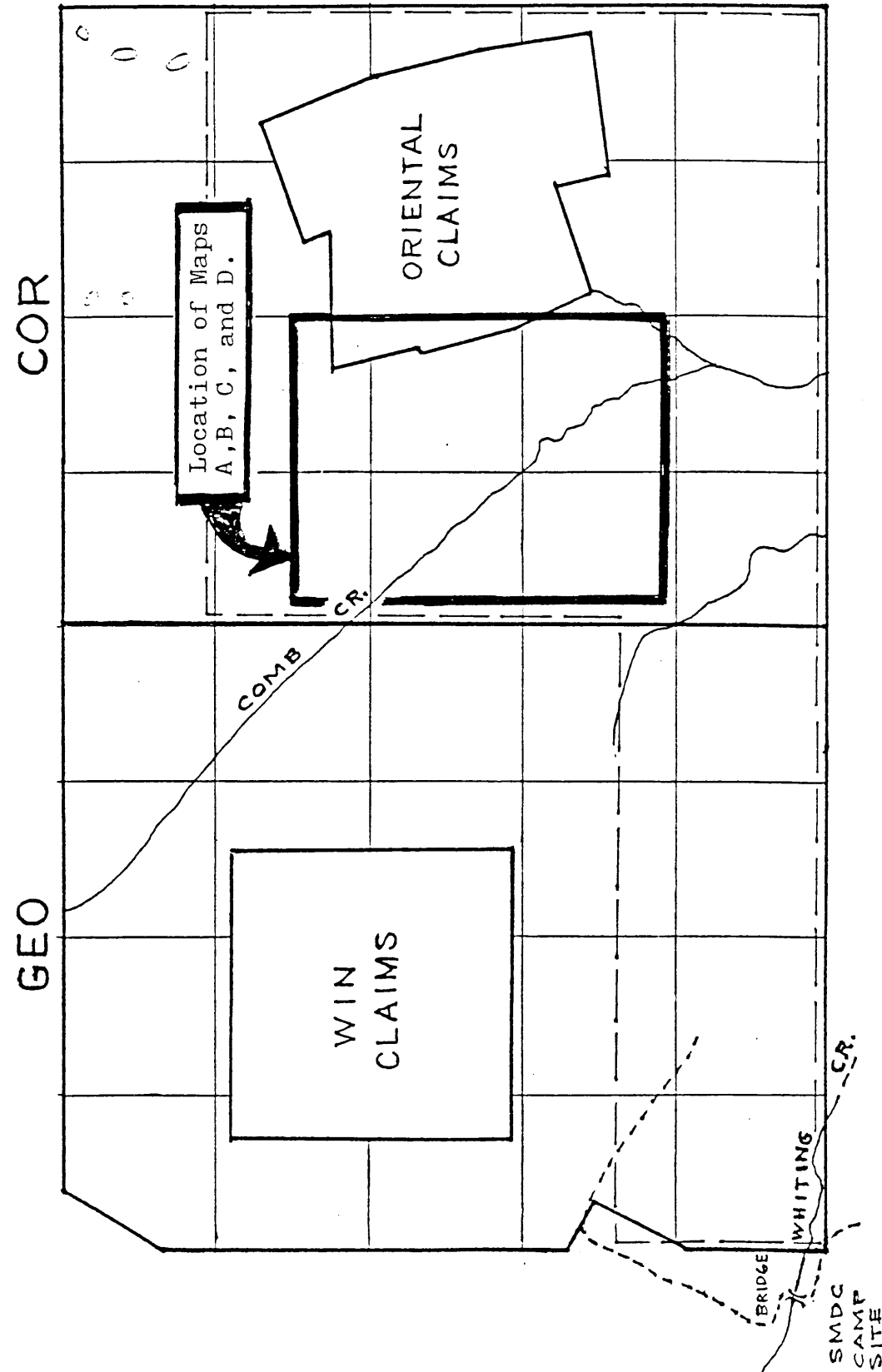
President,

Petralith Services Ltd.

A P P E N D I X

Appendix--Supplemental Maps A, B, C, and D.

The following supplemental maps have been added to the report in order to show the individual stations and readings in the area of the proposed program. The VLF-EM map is taken directly from Paxton's 1986 report (Map No. 3). The soil geochemical maps for zinc and silver are re-plotted from the maps in Phendler's report of 1984. The 1984 survey was a reconnaissance survey and several location errors were made both in the field and in plotting the maps. In the 1986 survey the grid lines were re-chained and a north-south tie-line put in at 30,000 E. This showed that several of the lines converged more than shown on the 1984 maps and that the COR L.C.P. and the 20,000 E. base-line were actually 240m West of their shown location relative to topography and the Oriental Claims. Adjustments for these errors were made in the maps used in the 1986 report and in the present report. For this reason the geochemical anomalies are shaped and positioned somewhat differently in the original 1984 report by Phendler and the present report.



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METRES
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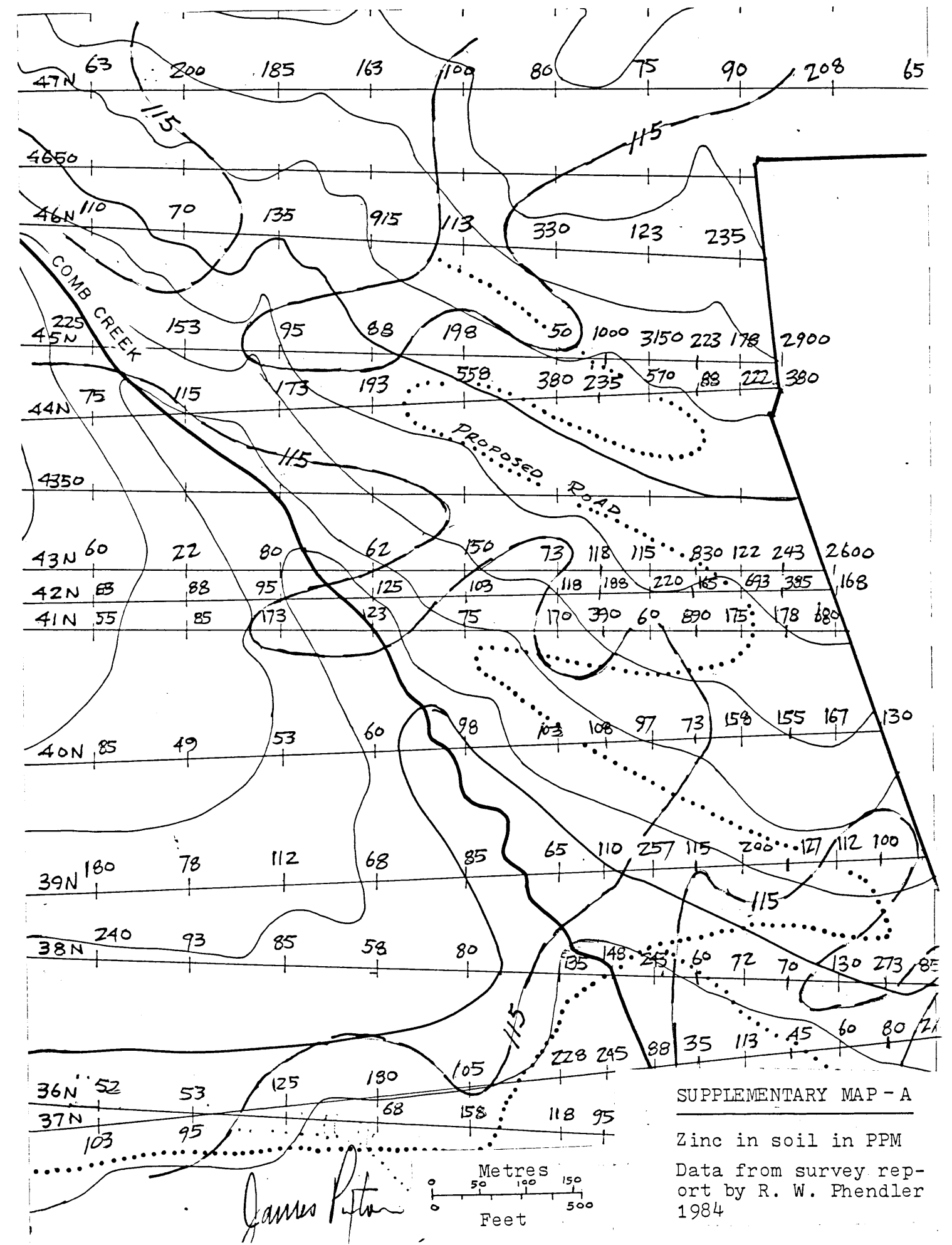
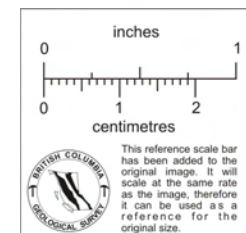
DATA BASED ON REPORTS BY
PHENDLER 1981, 1984 AND
FAXTON 1986.

LOCATION MAP

Showing Area Covered By
Supplimentary Maps A, B,
C, and D.

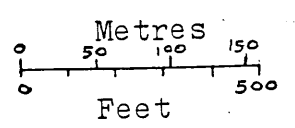
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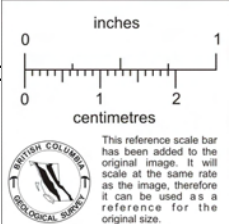
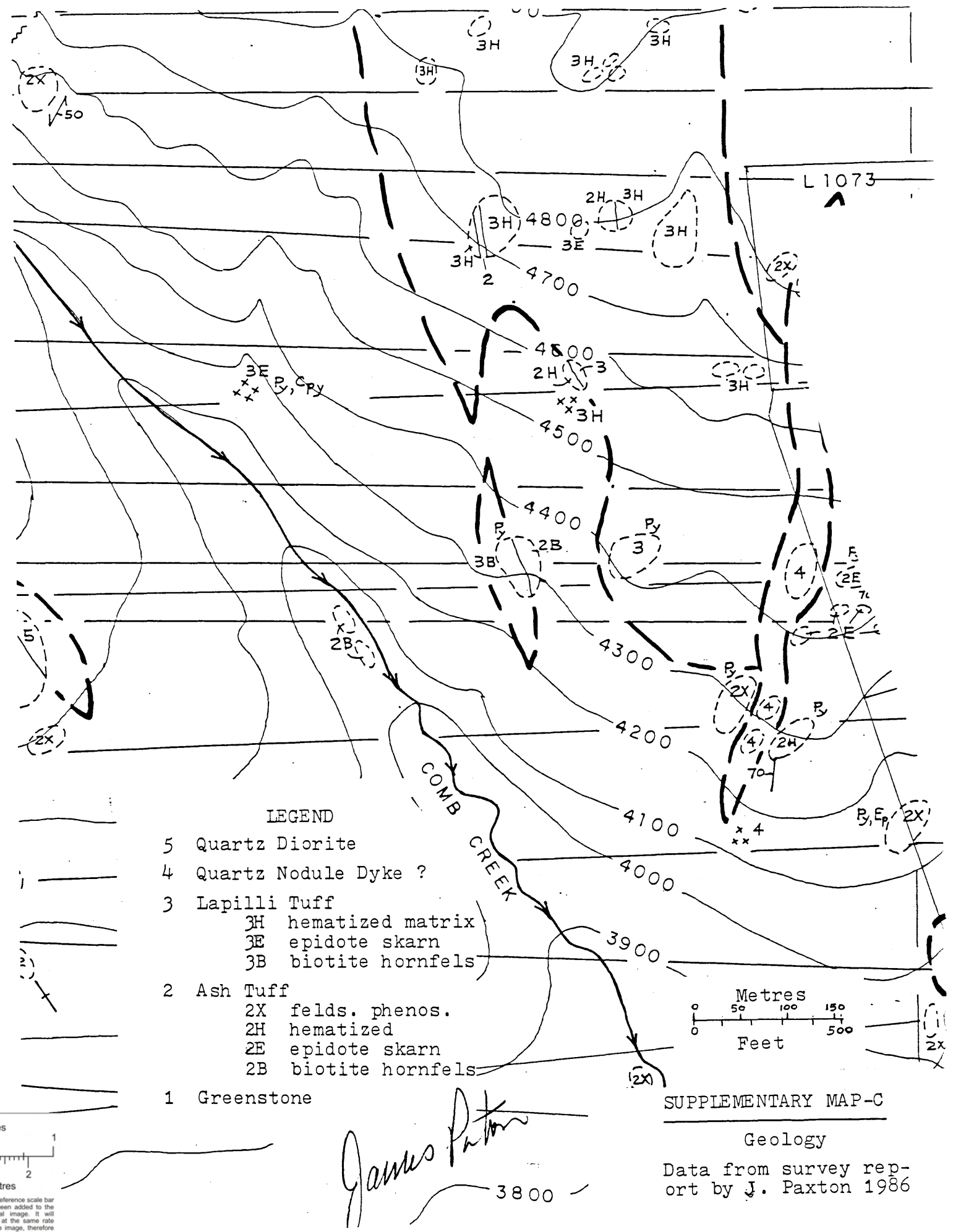
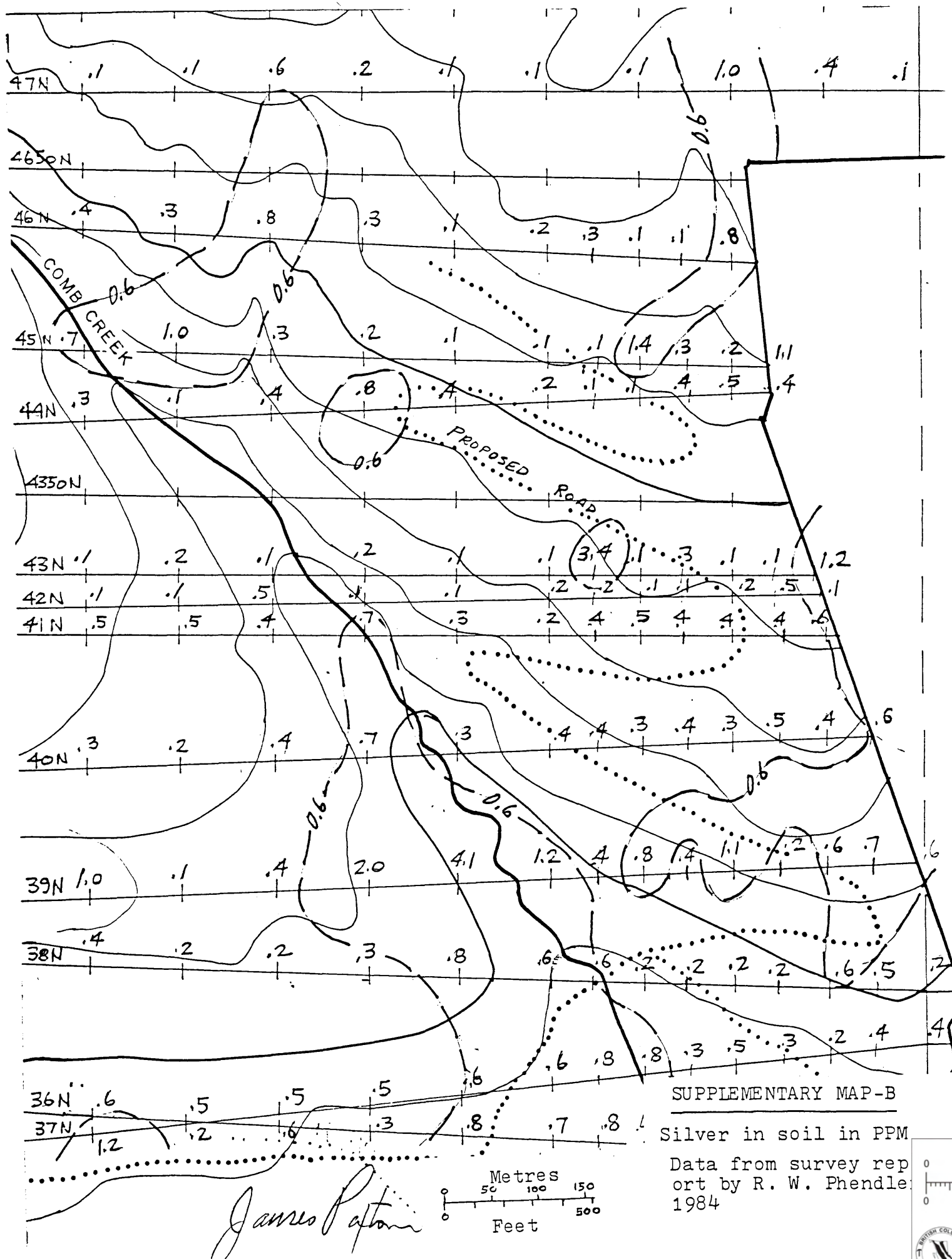
James Paxton

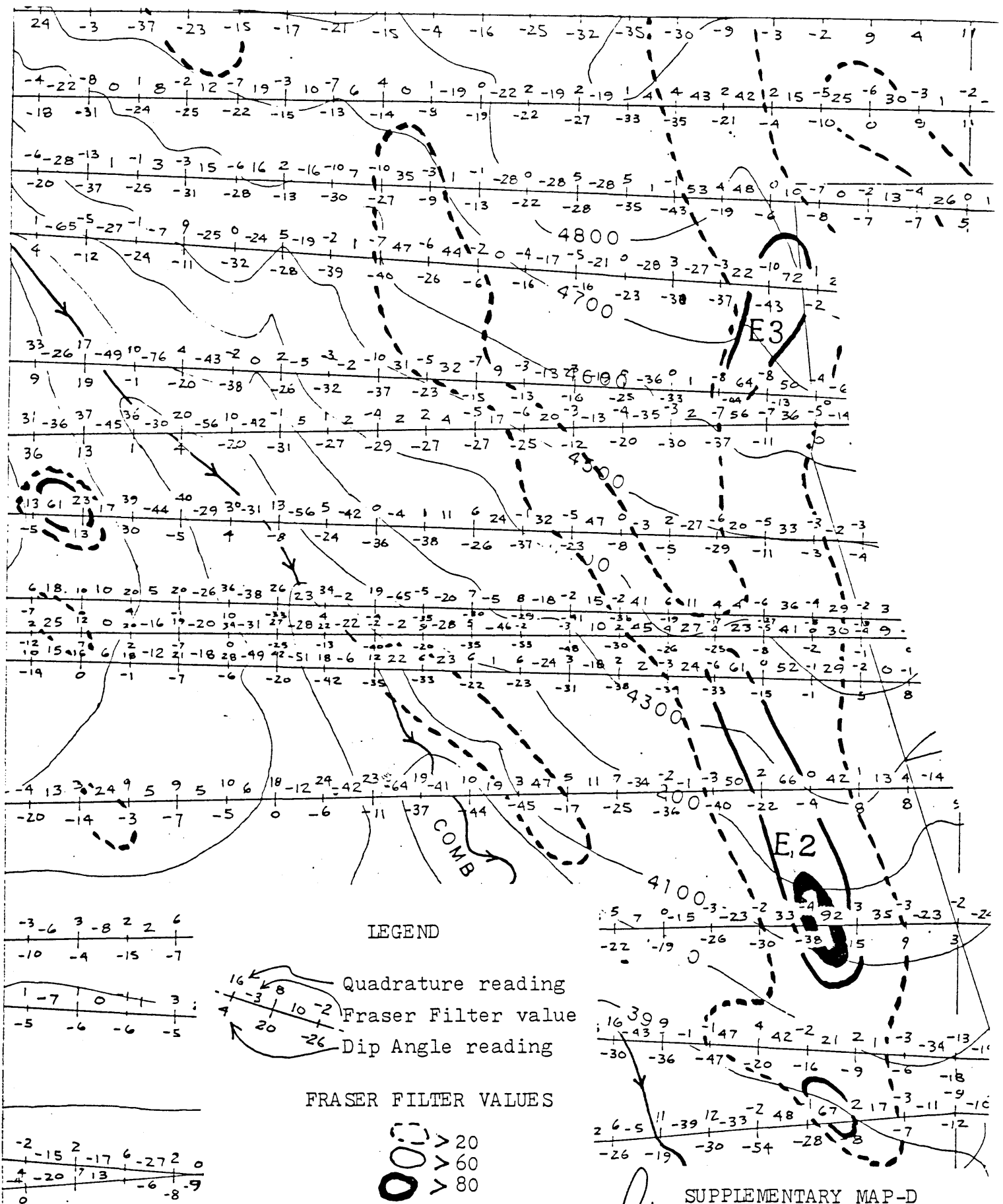


SUPPLEMENTARY MAP - A

Zinc in soil in PPM
Data from survey report
by R. W. Phendler
1984







June 24, 1988

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.

[Signature]
 IVON SHEARING
 Chief Executive Officer

[Signature]
 LORENDA BARDELL
 Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

[Signature]
 SEANN RYANE
 Director

[Signature]
 JUSTIS RAYNIER
 Director

CERTIFICATE OF THE PROMOTER

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.

[Signature]
 IVON SHEARING

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.

CONTINENTAL SECURITIES
 Per: *[Signature]*
 Robert Fay

SUPPLEMENTARY MAP-D
 VLF-EM Survey Results
 Data from survey report by J. Paxton 1986

