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MINISTRY OF ENERGY, MINES
and PETROLEUM RESOURCES
SMITHERS, B.C. DATED: DECEMBER 18, 1989

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PROSPECTUS

WORTHINGTON RESOURCES CORPORATION

(hereinafter called the "Issuer")
#407 - 1045 Howe Street
Vancouver, British Columbia

*Southeaster Prop.
1036 004*

PUBLIC OFFERING

400,000 Common Shares and
250,000 "Flow-Through" Common Shares

Shares	Price to Public	Commission	Net Proceeds to be Received by the Issuer ⁽¹⁾
Per Common Share	\$ 0.35 ⁽²⁾	\$ 0.05	\$ 0.30
Per Flow-Through Share	\$ 0.45 ⁽³⁾	\$ 0.00 ⁽⁴⁾	\$ 0.45
Total	\$252,500.00	\$20,000.00	\$232,500.00

- (1) Before deduction of the balance of the costs of the issue estimated to be \$15,000.00.
- (2) The purchase price per Common share, after giving effect to this issue and assuming the Agent has not exercised any of the Agent's Warrants exceeds the net book value thereof as at July 18, 1989 by \$0.17 per share which represents a dilution of 49%.
- (3) The purchase price per Flow-Through share, after giving effect to this issue and assuming the Agent has not exercised any of the Agent's Warrants exceeds the net book value thereof as at July 18, 1989 by \$0.27 per share which represents a dilution of 60%.
- (4) A fee for the Flow-Through Shares of \$12,500 will be paid out of the Issuer's working capital. See "Use of Proceeds".

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Name & Address of Agent
UNION SECURITIES LTD.
1300 - 409 Granville Street
Vancouver, B.C.
V6C 1T2

Feb. 13/90

EFFECTIVE DATE: December 28, 1989

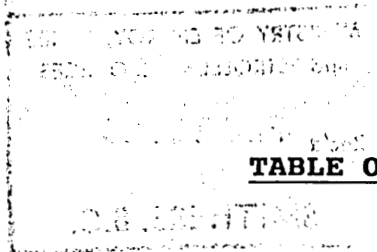


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WORTHINGTON RESOURCES CORPORATION AND SUBSIDIARIES
Notes to Financial Statements
October 31, 1989
(Unaudited)

10. GOING CONCERN:

At October 31, 1989, the Company has a working capital deficiency of \$ 6,696 and accordingly its ability to continue as a going concern is dependent on its ability to successfully complete the public offering of stock referred to in Note 11 or to obtain alternative financing.

11. SUBSEQUENT EVENT:

Subject to securities regulatory approval, the Company intends to undertake a stock offering to the public in order to finance its working capital deficiency and further exploration and development of its mineral properties.

GEOLOGICAL, GEOCHEMICAL, GEOPHYSICAL & TRENCHING

REPORT ON THE SOUTHEASTER GOLD PROSPECT

SKEENA MINING DIVISION,
GRAHAM ISLAND
QUEEN CHARLOTTE ISLANDS, BRITISH COLUMBIA

LOCATION:

N.T.S.: 103G/5W & 103F/8E
LATITUDE: 53° 17'N.
LONGITUDE: 131° 59'W.
B.C. GOVERNMENT MINERAL INVENTORY 103F-6

CLAIMS:

Southeaster (L1302), Beaconsfield (L1303)
S.E. 1 (940), S.E. 2Fr. (2944), S.E. 3Fr. (2945)

PREPARED FOR

CLEAR CREEK RESOURCES LTD.
(Wholly Owned Subsidiary Of)
WORTHINGTON RESOURCES LTD.
240-1055 WEST HASTINGS STREET
VANCOUVER, B.C. V6E 2E9

PREPARED BY:

Peter A. Christopher Ph.D., P.Eng.
PETER CHRISTOPHER AND ASSOCIATES INC.
3707 WEST 34TH AVENUE,
VANCOUVER, B.C. V6N 2K9



July 5, 1989

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SUMMARY

The Southeaster Property, consisting of the Southeaster and Beaconfield crown granted mineral claims and surrounding S.E. 1 sixteen unit metric claim and S.E. 2Fr. and S.E. 3Fr., covers approximately 410 ha. (1013 acres) in southern Graham Island, in the Queen Charlottes. The property is situated in the Skeena Mining Division about 5 kilometers east-northeast of Queen Charlotte City. Highway 16 passes within a kilometer of the main showing with a 1.5 kilometer tote road branching westerly from highway 16 to the main showing area.

The project area contains a hot spring type epithermal gold occurrence which is situated in a similar structural setting to Cinola gold deposit. The Cinola deposit, situated about 30 km north-northwest of the Southeaster Property, is reported to contain reserves of 43,500,000 tonnes at an average grade of 1.65 grams per ton.

The Southeaster Property contains auriferous quartz veins which are hosted in slightly hornfelsed andesitic agglomerates of the Yakoun Formation. The showings consist of a quartz stockwork and vein system some 1,000 feet (305 meters) long and 2 to 30 feet (0.61 to 9.1 meters) wide which contain sparse sulphide minerals which include galena, pyrite, sphalerite and chalcopyrite.

The 1989 work program has been successful in locating a number of coincident VLF-EM and magnetic lows with signatures similar to the main vein zone. The geophysical anomalies (Figure 11) warrant follow-up prospecting and possibly trenching. Rock samples of the main showing by the writer average 4.0 meters of 3320 ppb gold in trench 1, 3.7 meters of 4502 in trench 2 and 2 meters of 2175 ppb gold from the wall of an old stope (Figure 5), and confirm previous reports of a 300 meter well mineralized vein zone that warrant initial drill testing.

The writer has outlined a success contingent staged exploration program for further testing of the Southeaster Gold Prospect. A recommended Stage 1 program of follow-up prospecting, access construction, trenching and an initial 500 meter drill test is estimated to cost \$ 100,000. Contingent on the success of Stage 1, a follow-up, Stage 2, 1000 meter drill test is outlined.

INTRODUCTION

Clear Creek Resources Limited, a wholly owned subsidiary of Worthington Resources Ltd., presently holds an option to earn a 100% interest in the Southeaster Gold Prospect on southern Graham Island, Queen Charlotte Islands, British Columbia. The writer was retained by the management of Clear Creek Resource Limited to conduct a field examination of the Southeaster Property, review the 1989 work program, and to recommend a program of further exploration, if warranted. The writer examined the Southeaster Property on May 13, 1989 with Mr. Victor Guinet of Guinet Management in order to check the work program and to obtain independent samples from showings.

The writer's and other sampling of the Southeastern Gold Prospect indicate significant gold values in strong structures. Results to date provide justification of an initial, Stage 1 drill program. This report reviews previous exploration results and outlines a success contingent staged exploration program for further evaluation of the Southeaster Property.

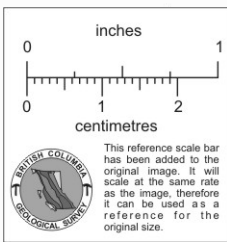
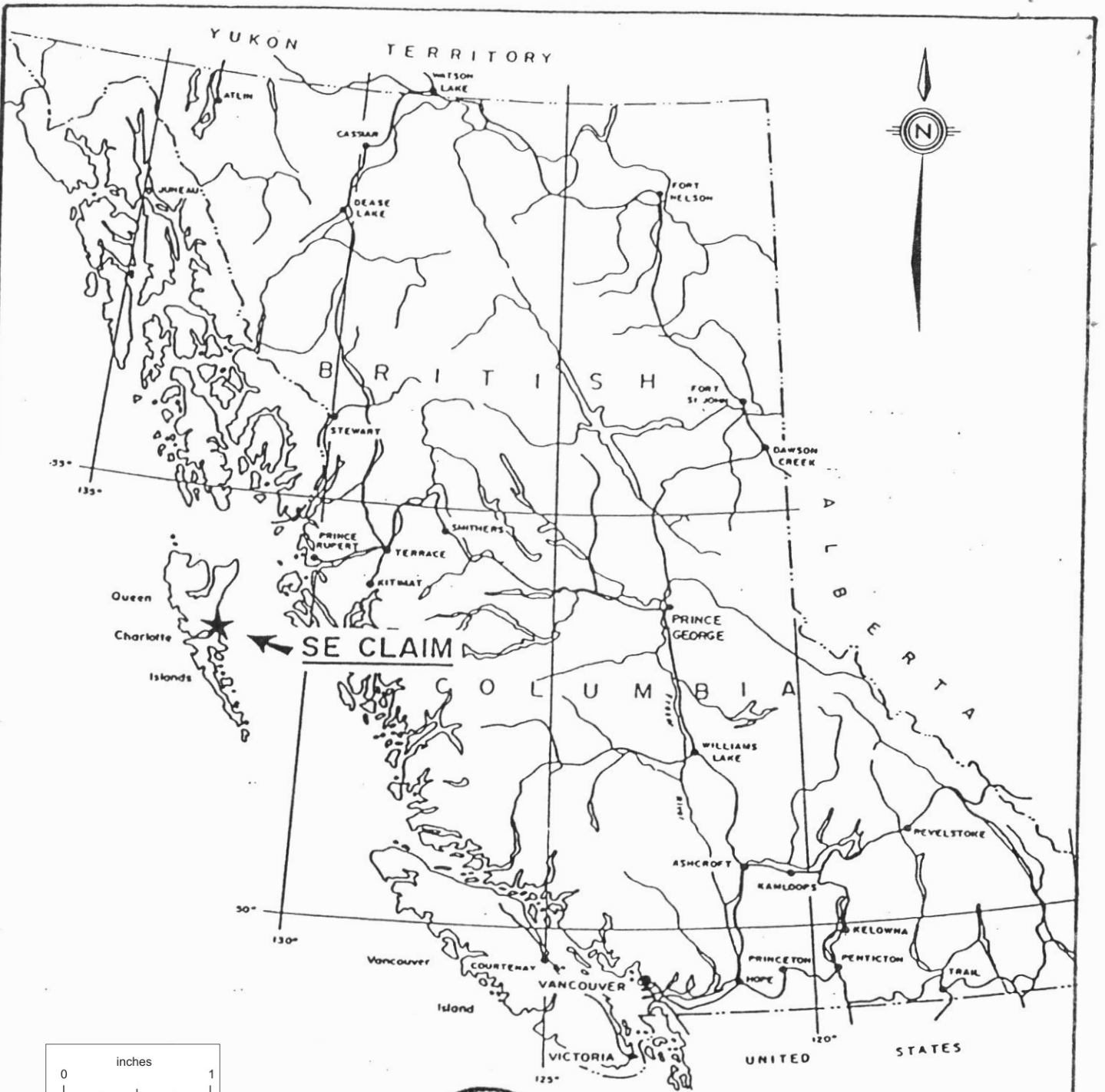
LOCATION AND ACCESS (Figures 1, 2, & 3)

The property is located on the southeast corner of Graham Island, in the Queen Charlottes, some 760 km northwest of Vancouver and 5 km east-northeast of Queen Charlotte City (Figure 1). The claims are centred at geographic coordinates $53^{\circ} 17' N$. latitude and $131^{\circ} 59' W$. longitude in N.T.S. map sheets 103 G/5W and 103 F/8E. The gold prospect is 1.5 kilometers west of tidewater (Figures 2 & 3). The islands may be reached by regular scheduled Canadian International Airlines jet service from Vancouver, or twice weekly ferry service from Prince Rupert. Drive in access from Queen Charlotte City is via paved highway 16 (Yellowhead Highway) for 10 kilometers, and then by 1.5 kilometers of rough corduroy tote road to a former mine site on the Southeaster claim. The tote road is suitable for access by a tracked vehicles and could be upgraded for use as a drill road.

The property is situated near the southern end of the Skidegate Plateau and Graham Provincial Forest between Slarkedus Creek on the south and Chinukundl Creek on the north with elevations on the property ranging from about 90 meters to over 400 meters and the former mine site at an elevation of 150 meters. The property has a moderate, easterly slope. Vegetation is mainly second growth hemlock, spruce and cedar with thick salal growth in swampy areas.

PROPERTY DEFINITION

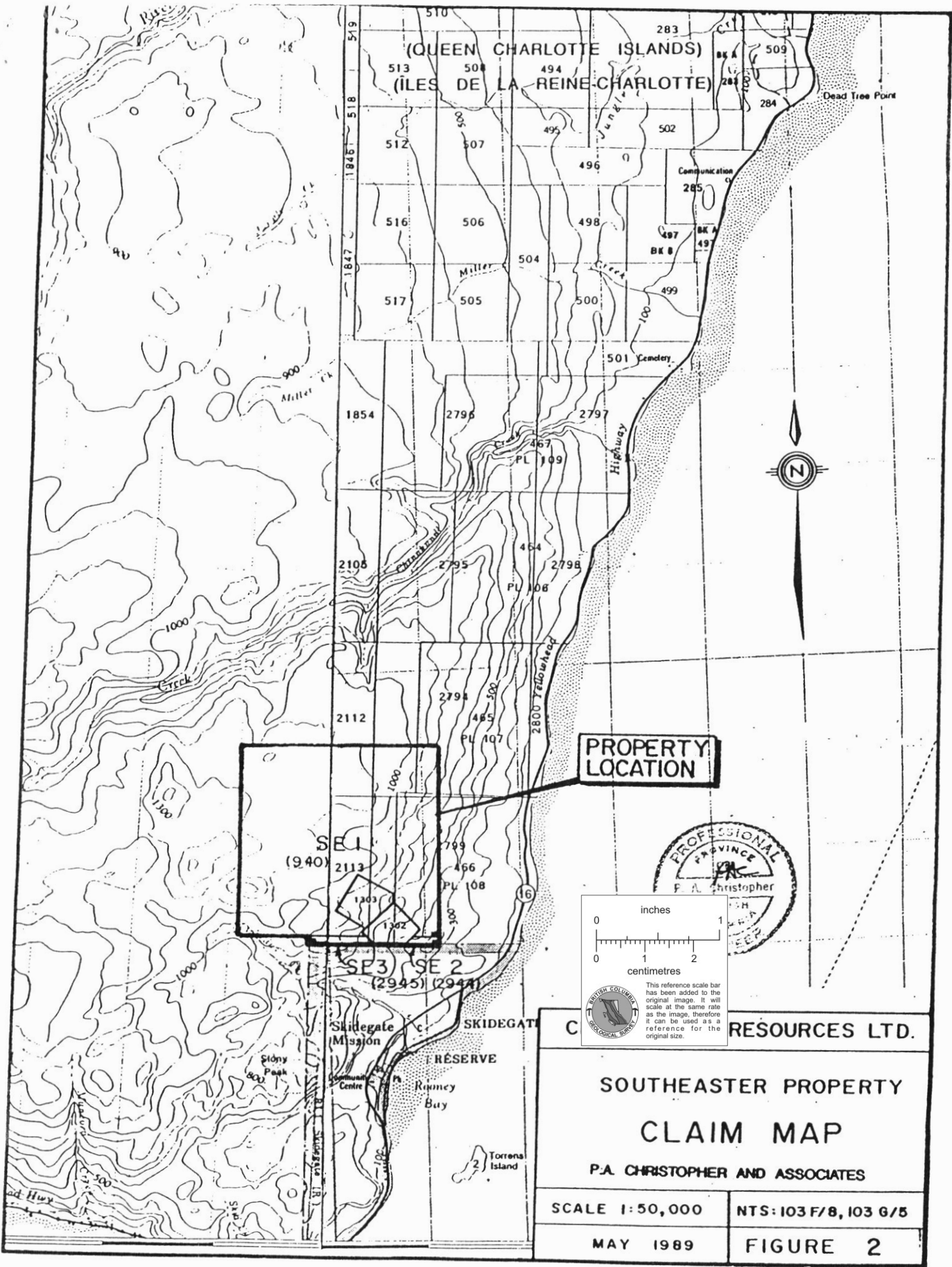
The Southeaster Property, consisting of one, 16 unit modified grid claim, two fractional grid claims and two internal crown grants, covering approximately 1,013 acres (410 ha.) is held under option by Clear Creek Resources Limited. from G.H. Rayner of West Vancouver, British Columbia. The writer examined the location of the legal corner post for the S.E. 1 claim, but the claims tags have been removed from the post. The claims are located approximately as shown on Figures 2 and 3 with pertinent claim data summarized on table 1.



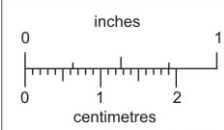
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CLEAR CREEK RESOURCES LTD.	
SOUTHEASTER PROPERTY	
LOCATION MAP	
P.A. CHRISTOPHER AND ASSOCIATES	
SCALE 1:1,000,000	NTS: 103 F/8, 103 G/5
MAY 1989	FIGURE 1



PROPERTY LOCATION



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C		RESOURCES LTD.	
SOUTHEASTER PROPERTY CLAIM MAP P.A. CHRISTOPHER AND ASSOCIATES			
SCALE 1:50,000		NTS: I03 F/8, I03 G/5	
MAY 1989		FIGURE 2	

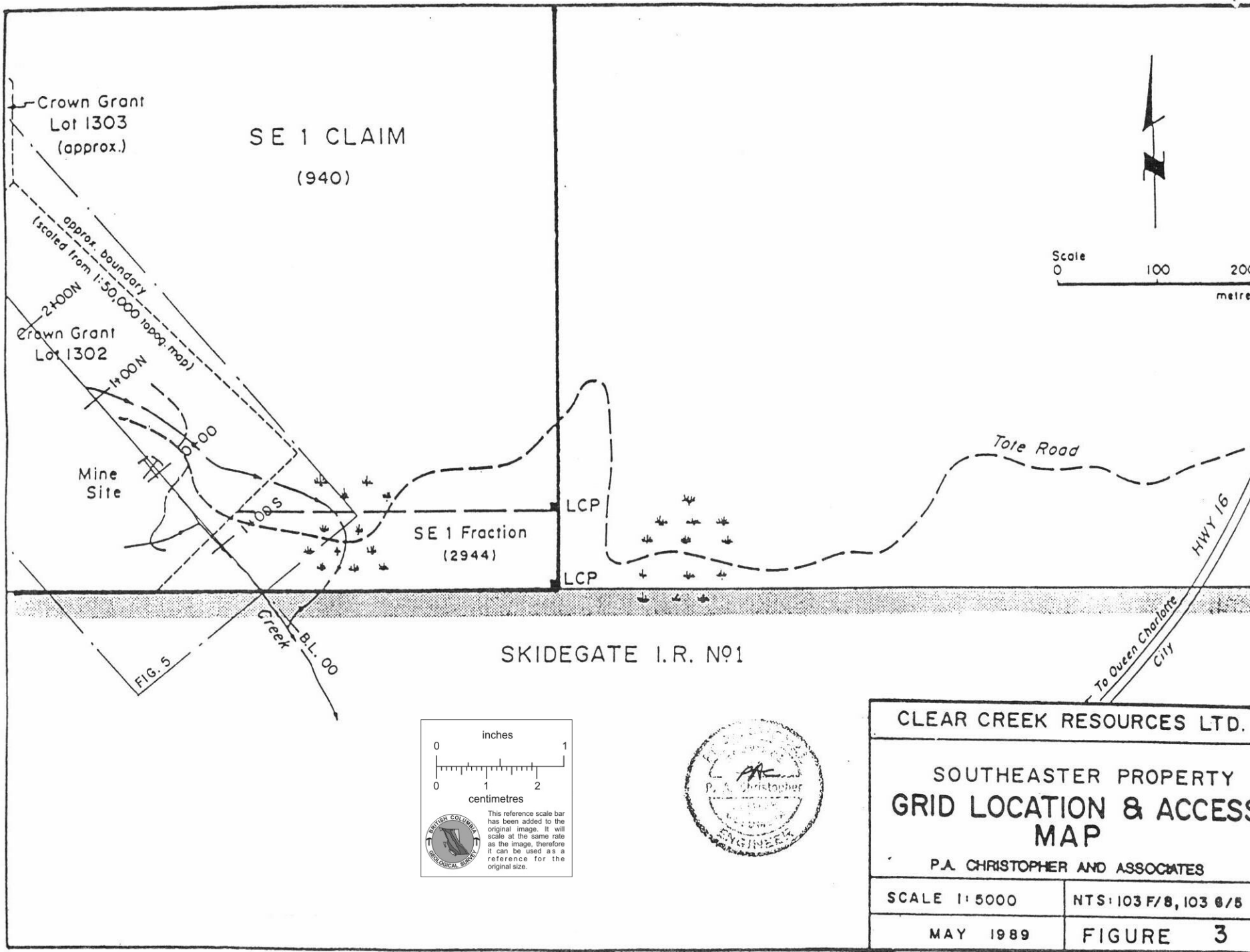


TABLE 1. PERTINENT CLAIM DATA

<u>NAMES</u>	<u>UNITS/SHAPE</u>	<u>RECORD #</u>	<u>RECORD DATE</u>	<u>EXPIRY</u>	<u>Hectares</u>
S.E. 1	16/4Nx4W	940	Jan. 29/79	1991	400
S.E. 2Fr.	1	2944	April 9/81	1991	5
S.E. 3Fr.	1	2945	April 9/81	1991	5
Southeaster	1	Lot 1302		Yearly Tax	15.06
Beaconsfield	1	Lot 1303		Yearly Tax	19.51
=====					

HISTORY

The Southeaster Gold Prospect, covered by two Crown-granted claims, the Southeaster (Lot 1302) and Beaconfield (Lot 1303) has been called the Southeaster, Skidgate or Skidgate-Sunrise occurrence and designated British Columbia Government Mineral Inventory Number 103F-6. The property was first recorded in 1910 with early exploration mainly between 1919 to 1936, during which it had a small production of 505 tons yielding 41 ounces of gold, 27 ounces of silver, 259 pounds of copper, and 665 pounds of lead (Sutherland Brown, 1968).

The first record of work on the Southeaster Property was reported in the Annual Report of the Minister of Mines in 1909. The report states that: "John McLellan, a B.C. assayer, has just staked a number of claims within a mile or so of Skidegate, on which he subsequently reported that he has obtained ore carrying satisfactory assays in gold, in a sulphide ore." The 1910 Annual report states that: "The South Easter group, situated about two miles from Skidegate, near the Indian village, is owned by McLellan, Gordon, and others. There is a vein on this property varying from 2 feet to 21 feet, which has been uncovered on the surface for a distance of 1,800 feet. There is also a shaft sunk 20 feet on the vein showing 18 inches of very high-grade ore. The ore is composed of galena, zinc, and copper. The principal values are gold associated with the galena. This is a very promising prospect and is very easy to access, being close to water transportation." Lode gold was also produced by the Haida's from the indian reserve south of the Southeaster. The 1915 Annual Report claims 140 pounds of ore returned \$582 from the smelter.

By 1918 a shaft had been sunk on the Southeaster claim and two levels driven from it. Development of the of the Southeaster Property is described in the Annual Report for 1923 as follows: "The showing consists of a quartz vein from 8 to 10 feet in width, in a diabasic country-rock, mineralized with pyrite carrying gold values, about 40 percent, of which is free-milling. The vein has been traced for upwards of 1000 feet in places, giving average values of \$12 to \$15 a ton across it. Some very fine ore was sorted out of the ore taken from the shaft and specimens of mustard gold were frequently found. The vein was exposed by a shaft sunk 100 feet from which, at the 50 foot level, drifts were run 50 feet to the west and 75 feet to the east; and the 100 foot level, 100 feet to the west and 250 feet to the east."

The property received only minor development from 1918 till 1929 when the Southeaster and adjoining claims were optioned by Kitsault Eagle Silver Mines, who conducted additional surface and underground work and continued to explore till 1932.

Renewed interest in the gold potential of the Queen Charlotte Islands and especially the Sandspit fault zone resulted from the discovery in 1970 of the Babe Deposit by Efrem Specogna and Johnny Trinco. The Babe Deposit, situated along the Sandspit fault zone about 30 km northwest of the Southeaster Property, has undergone exploration by Kennco Exploration, (Western) Limited, Cominco Ltd., Placer Development Ltd., Silver Standard Mines Limited, Quintana Minerals Corporation, and since 1977 by Consolidated Cinola Mines Ltd., a predecessor to City Resources (Canada) Ltd. The company has reported a mineralized zone containing 43,500,000 tonnes at an average grade of 1.65 grams per tonne. In 1987, Wright Engineering Limited completed a feasibility study for City Resources (Canada) Limited on the Cinola Gold Project. The report summarizes reserves calculated by William Hill Mining Consultants Ltd. as follows, "The mineable ore reserves are 24,800,000 tonnes grading 2.11 grams Au/t (27,300,000 short tons at 0.062 oz/st.)..."

Following 1978 reports of higher grade gold intersection at the Babe (Cinola) gold prospect, a gold rush occurred with over 2000 claims staked. In March 1979, Mr. D.R. Cochrane, P.Eng. conducted an engineering examination of the Southeaster Property and prepared a qualifying report for Big Valley Explorations Ltd. dated June 1, 1979. Later in 1979, the Southeaster and some surrounding claims were under option to Island Gold Explorations Ltd. which conducted a 1979 helicopter-borne Mag-VLF/EM survey over the property (Rayner, 1980) in an effort to extend knowledge of existing mineralized structures and to detect similar structures. The survey indicated several modest conductors for which ground follow-up was recommended.

In 1981, Island Gold Explorations Ltd. conducted a geochemical soil survey with a total of 476 soil samples and eleven rock samples collected. Due to the presence of generally thick overburden, the survey was ineffective.

On January 13, 1987, Mandalla Resources Ltd optioned the Southeaster Property. A field program consisting of Tote Road construction, trenching (150m.) and 111 meter long chip samples. The physical program and sampling was supervised by A.J. Schmidt (1987) with a 4.0 meter interval from Trench 1 reported to average 0.411 opt gold and a 4.0 meter interval from Trench 2 reported to average 0.095 opt Au.

On April 14, 1989, Clear Creek Resources Ltd., a subsidiary of Worthington Resources Ltd., was granted an option to earn 100% interest in the Southeaster Property by G. H. Rayner of West Vancouver, B.C. Guinet Management was retained to establish a grid, and conduct geochemical soil sampling, VLF-Em, magnetic, prospecting, rock sampling programs and trenching. Peter Christopher and Associates Inc. was retained to compile survey results and prepare assessment and qualifying engineering reports on the Southeaster Property. The writer examined the Southeaster Property on May 13, 1989.

1989 WORK PROGRAM

The 1989 exploration program was conducted during the period April 15 to May 19, 1989 with work consisting of geophysical programs, soil and rock sampling, prospecting, geological mapping, hand trenching and excavator trenching. An existing detailed grid covering the main showing area was re-established with lines spaced every 50 meters and stations at 20 meter intervals. From 400 meters north to 1500 meters north of the main showing a new grid was established using a line spacing of 100 meters and a 25 meter station interval.

Geophysical Survey

A Pheonix VLF-2 electromagnetic receiver and a McPhar fluxgate magnetometer were rented from Rapitan Resources Inc. with about 20 line kilometers surveyed with each instrument. Orientation surveys around the main showing by each instrument indicated a conductive and magnetically low area on and adjacent to the main vein zone. Excavator trenching on the coincident anomalies exposed a strong argillic altered zone that shows some silicification and pyritization but no quartz veins. Similar geophysically anomalous areas on the grid are currently inaccessible to heavy machinery. Geophysical readings and Fraser Filter calculations are contoured on Figure 10 presented as Appendix C to the assessment report (Christopher, 1989).

Geochemical Sampling

Geochemical sampling included 114 rock samples, 423 soil samples, 4 silt samples and 3 panned heavy samples. Rock sample descriptions are presented in Appendix A with certificates of analysis presented in Appendix B. Soil sampling was carried out over both the detailed and reconnaissance grids with samples collected at 25 to 50 cm. depth by auger from the B horizon and occasionally from an organic A horizon or from the top of the grey till.

Soils were analyzed for ICP and gold by Atomic absorption at Acme Analytical Laboratories in Vancouver, B.C. Soil sample results for gold are plotted and contoured on Figure 8 with anomalies summarized on Figure 11. The usefulness of soil geochemistry is inhibited by the thick glacial overburden, and therefore, a low value of 15 ppb gold was considered weakly anomalous. One auriferous quartz vein was discovered by follow-up prospecting of a weakly anomalous gold in soil value.

ICP geochemical result suggest a correlation between gold, lead, zinc, and copper with previous work showing a correlation between mercury and gold.

Prospecting

Limited rock exposures and thick glacial overburden to over five meters limited effective prospecting. However, several new quartz veins were located in the west creek drainage. Quartz float on line 7 north returned 0.6 oz/ton gold with follow-up prospecting located a large bolder of similar material but blasting and hand trenching

failed to expose an outcrop of the vein. Four quartz exposures near line 12 north were blasted, hand trenched and sampled, and a quartz vein and stockwork system discovered on line 4 north was hand trenched and blasted to reveal a zone 2 meters wide and several meters long.

Excavator Trenching

Seven excavator trenches were completed which resulted in 75 meters of new exposure. Trenches are designated 89-1 through seven with locations and 44 rock sample results summarized on Figure 5.

The writer examined the property on May 13, 1989 and collected 11 rock samples to confirm and evaluate previous sample results.

GENERAL GEOLOGY (Figure 3A)

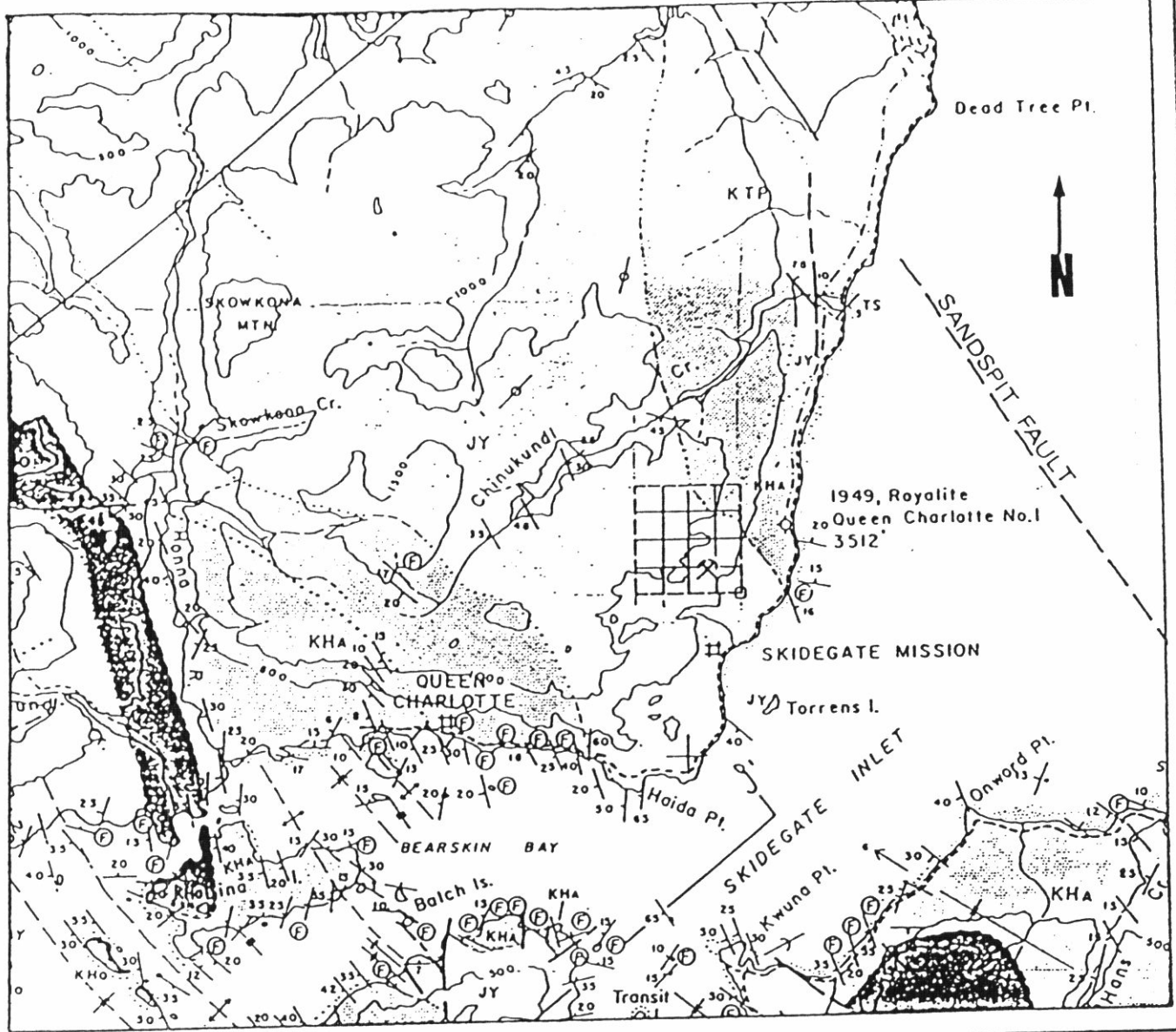
The Queen Charlotte Islands are part of the Insular Belt of the Canadian Cordillera. They are separated from the Pacific Ocean floor by the Queen Charlotte Transform Fault. The area is included within the Pacific Continental Shelf physiographic region and has been divided into the Queen Charlotte Ranges, Skidegate Plateau and Queen Charlotte Lowlands. The boundaries between the physiographic units follow major northwest trending fault zones.

The general geology of the Queen Charlotte Islands has been mapped and reported on by A. Sutherland-Brown in British Columbia Department of Mines Bulletin No. 54 (1968) (see Figure 3A). The area of main interest for precious metals is near the Sandspit fault at the boundary of the Skidegate Plateau and Charlotte Lowlands. Sutherland Brown (1968) defined four main rock formations in the Southeaster project area: the Haida and Honna Formations of Cretaceous age, the Yakoun Formation of Jurassic age, and post-tectonic plutons of Cretaceous and Tertiary age. West of the Sandspit Fault system, the Skidegate Plateau is underlain by Yakoun Formation andesitic volcanic rocks and associated sediments that have been intruded by post-tectonic plutons of quartz monzonite, granite, granodiorite and quartz diorite composition. East of the Sandspit Fault system, the Queen Charlotte Lowlands are underlain by poorly lithified sands, shale, and conglomerate of the Skonun Formation.

The Sandspit Fault, a major northwest trending fault zone, is situated about six kilometers west of the Southeaster Property. The Sandspit Fault and associated structure localized mineralizing solution at the Cinola (Babe) Gold Deposit and the Southeaster Gold Prospect.

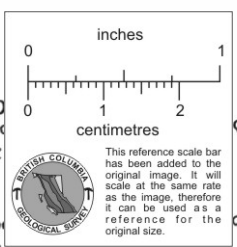
LOCAL GEOLOGY (Figures 4 - 7)

Regional geological mapping by Sutherland Brown (1968, Figure 3) shows the Southeaster Property to be underlain by andesitic volcanic and related sedimentary rocks of the Yakoun Formation with a Cretaceous or Tertiary Pluton underlying the northeast corner of the property.

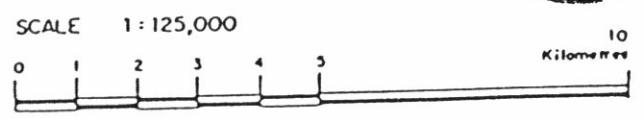
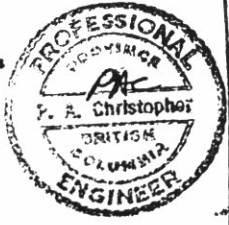


LEGEND

- KTP CRETACEOUS AND Post-tectonic Plutonite, granite, granodiorite, quartz
- KS CRETACEOUS Skidegate Formation, sandstone, calcareous siltstone, shaly
- KHA ALBIAN - TIRONIAN Haida Formation: conglomerate with granitic cobbles, arkosic grits, minor shale.
- KHA ALBIAN - TIRONIAN Haida Formation: green grauwackic & grey sandstone, grey silty shale & siltstone, buff calcareous siltstone.
- JY JURASSIC: BAJOCIAN - CALLOVIAN Yakoun Formation: porphyritic andesite agglomerate & flows, calcareous scoriaceous lapilli tuff, volcanic sandstone & conglomerate, minor rufaceous shale, coal.
- O QUATERNARY Recent alluvium; Pleistocene till, marine drift, floutwash sand, O-S: Quaternary overlying Skonun Formation, O-M: Quaternary overlying Masset Formation.
- TS TERTIARY - MIO - PLOCENE Skonun Formation: sand, mudstone, sandstone, conglomerate & lignite.



SE Southeaster Gold Property, S.E. - 1 Claims
 Graham Island, Queen Charlotte Islands
 Skeena Mining Division, N.T.S. 103F/103G



CLEAR CREEK RESOURCES LTD.
GENERAL GEOLOGY
 Figure 3A
 After Sutherland Brown, 1968
 PETER CHRISTOPHER & ASSOCIATES

BASELINE 320°

13.00 N

12.00 N

11.00 N

10.00 N

9.00 N

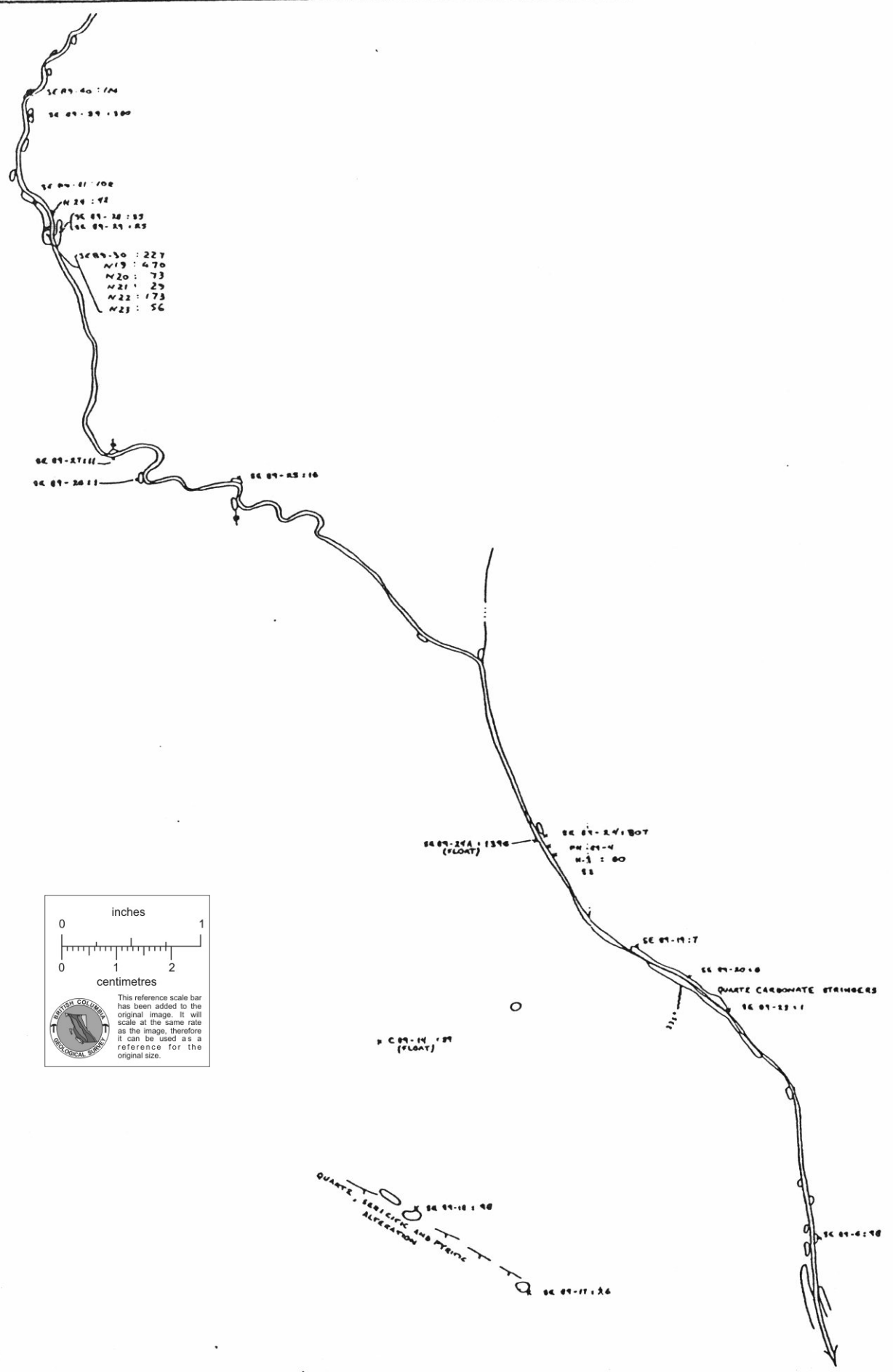
8.00 N

7.00 N

6.00 N

5.00 N

4.00 N














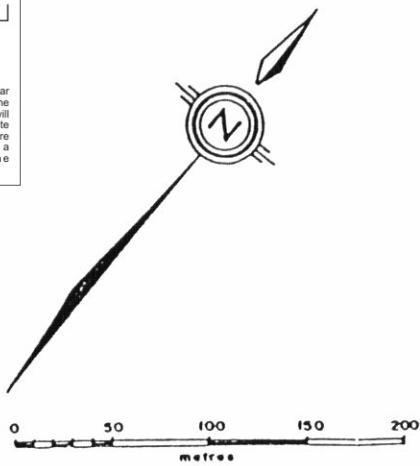
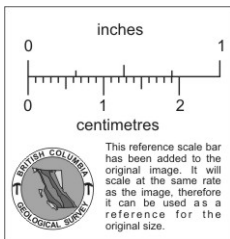
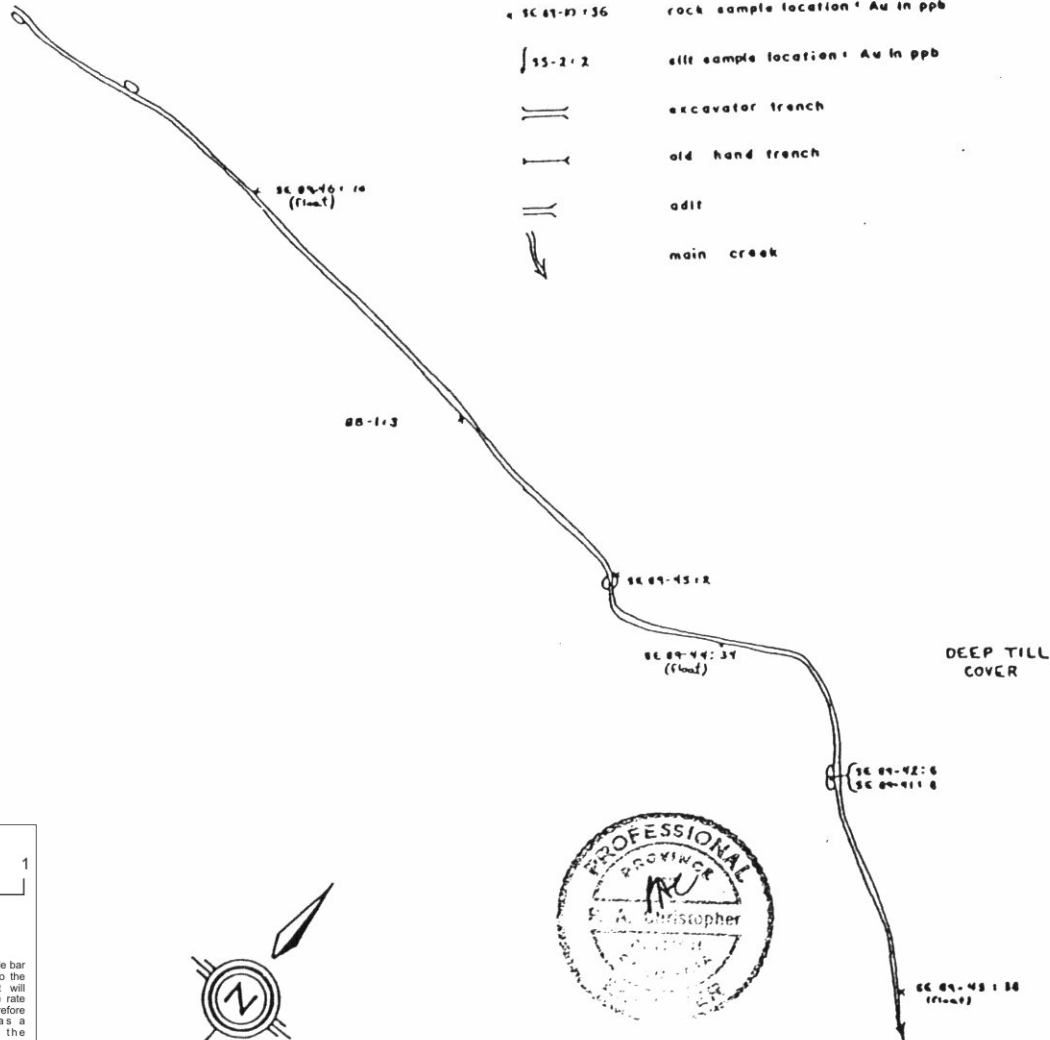
inches

centimetres

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.

LEGEND

-  outcrop: andesitic agglomerate, andesite, porphyry, tuff
-  quartz vein
-  strike and dip (50°)
-  shearing
-  jointing
-  rock sample location: Au in ppb
-  slit sample location: Au in ppb
-  excavator trench
-  old hand trench
-  adit
-  main creek



CLEAR CREEK RESOURCES LTD.		
SOUTHEASTER PROPERTY		
MINERALIZATION AND ROCK SAMPLING LOCATION MAP (NORTH GRID)		
N.T.S. 103 F 8; 103 G 5		SKEENA M.D., B.C.
P.A. CHRISTOPHER & ASSOCIATES INC.		
SCALE	MAY 1989	FIGURE 4

CPM-8 : 370
 CPM-12 : 21
 CPM-13 : 77
 M-24 : 47
 SE 29-47 : 120

SE 29-7 : 118

PYRITIC, QUARTZ SERICITE
 AND ARBELLIC ALTERATION

SE 29-11 : 116

SS-1 : 3

SS-2 : 3

SS-1 : 3

SE 29-8 : 130
 SE 29-9 : 112

SE 29-49 : 218
 SE 29-51 : 240
 CPM-5 : 107
 CPM-6 : 129
 CPM-7 : 113
 CPM-8 : 1240

VEIN PLUS STOCK WORK

ADIT

SE 29-10 : 136

PN-104
 SE 29-21 : 117

ADIT

SE 29-1 : 164
 SE 29-2 : 73
 SE 29-11 : 27
 SE 29-12 : 28

SE 29-13 : 107
 SE 29-14 : 28

SE 29-15 : 115
 SE 29-16 : 343

TR 29-1 : 70
 -2 : 470
 -3 : 1020
 -4 : 101

TR 29-2 : 70
 -2 : 35
 -3 : 600
 -4 : 40
 -5 : 25
 -6 : 260

TR 29-3 : 430
 -2 : 250
 -3 : 120
 -4 : 25

VEIN PLUS STOCK WORK TR 29-1

VEIN PLUS STOCK WORK

TR 29-3 WEAR VEINING

65513-9/grab : 12
 313°
 FIG. 6

BASELINE 320°

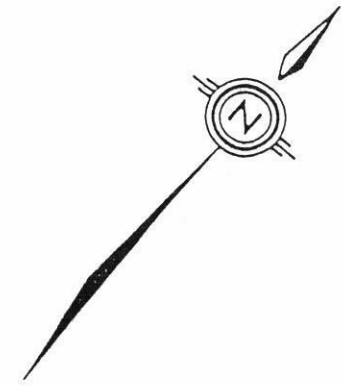
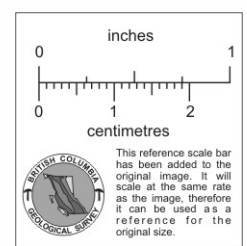
4+00

3+00 N

2+00 N

M-1 : 188

M 6 : 259
 M 7 : 1661
 M 8 : 188
 M 9 : 183
 M 10 : 824
 M 11 : 347
 M 12 : 87
 M 13 : 77
 M 14 : 274
 M 15 : 32
 M 16 : 23
 M 17 : 227
 M 18 : 477



LEGEND

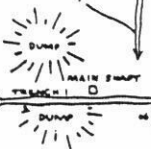
- outcrop : andesitic agglomerate, andesite, porphyry, tuff
 - quartz vein
 - strike and dip (S/D)
 - shearing
 - jointing
 - rock sample location : Au in ppb
 - silt sample location : Au in ppb
 - excavator trench
 - old hand trench
 - adit
 - main creek
- 65513-1/1m : 1810
- writer's sample No. / width : Au in ppb

15: 16
16: 00
17: 53
18: 17
19: 35
20: 36

TR 89-4-112 30
 -2: 0
 -3: 23
 -4: 72
 -5: 34
 -6: 15

TR 89-6-1125
 TR 89-6-1125
 TR 89-6-1125

LENSES, STRINGERS (SILICIFICATION)



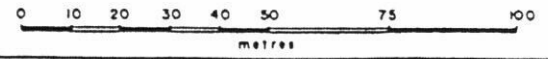
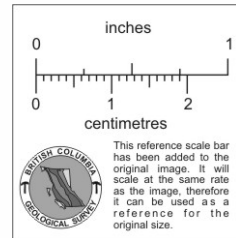
89513-6/1m : 1970
 -7/1m : 730
 -8/1.7m : 8210

89513-1/1m : 1810
 -2/1m : 1110
 -3/1m : 4730
 -4/1m : 5240
 -5/1.5m : 330

TR 89-11-101
 -2: 04
 -3: 92
 -4: 129
 -5: 87

89513-10/1m : 1970
 -11/1m : 2380

SE 89-32 : 101
 SE 89-32 : 040
 SE 89-34 : 310
 SE 89-35 : 130
 SE 89-36 : 72
 SE 89-37 : 140



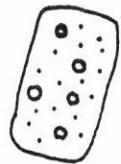
CLEAR CREEK RESOURCES LTD.		
SOUTHEASTER PROPERTY		
MINERALIZATION AND ROCK SAMPLING LOCATION MAP (SOUTH GRID)		
N.T.S. 103 F 8, 103 G 5		SKEENA M.D., B.C.
P.A. CHRISTOPHER & ASSOCIATES INC.		
SCALE	MAY 1989	FIGURE 5

SKIDEGATE INDIAN RESERVE

SE 89-30 : 22
 PRIMARY STOCKWORK, SILICIFICATION, VEINING AND LENSES
 STOPS ON RENSE

SE 89-32 : 01

CAMP ROAD
 To Highway 16
 1200 m



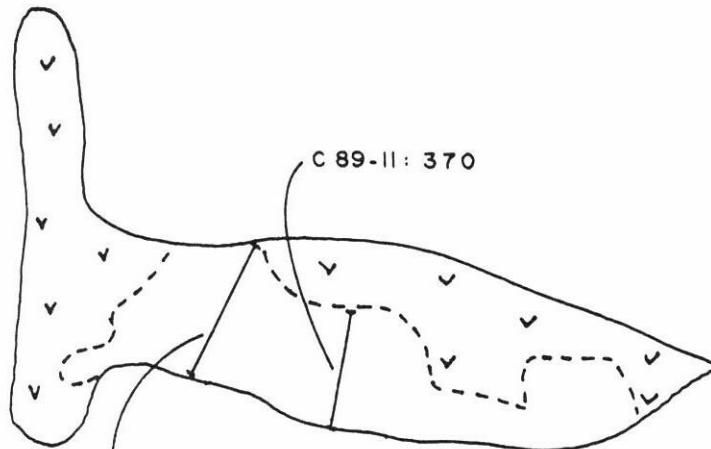
overburden



vein quartz



andesitic volcanics



C 89-11 : 370

C-89-12 : 21

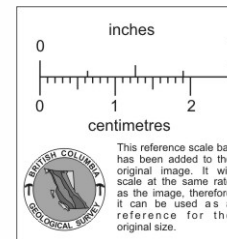
N-26 : 49 (grab)

SE-89-47 : 220 (grab)

SE89-47 : 220

Sample N^o. : Au ppb

0 1 2 3 4 m.



CLEAR CREEK RESOURCES LTD.

SOUTHEASTER PROPERTY

TRENCH 4+15N, 0+60W

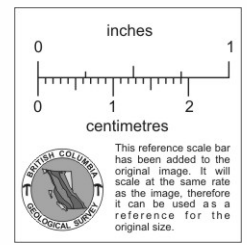
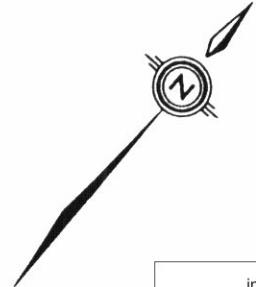
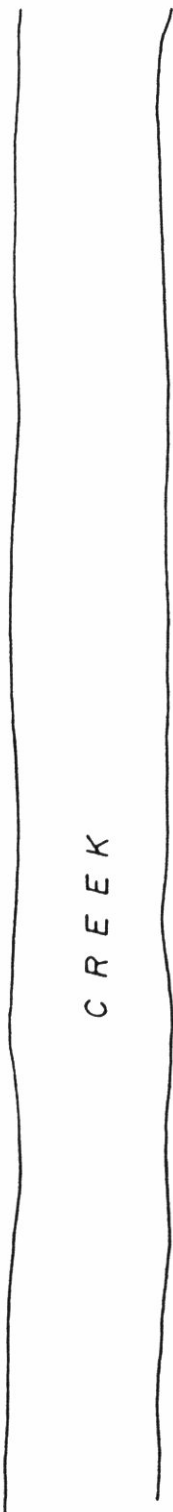
P.A. CHRISTOPHER AND ASSOCIATES

SCALE 1 : 75

NTS: 103F/8, 103 G/5

MAY 1989

FIGURE 6

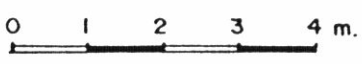
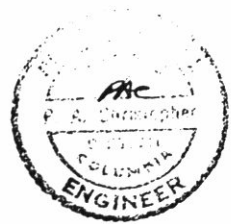


N6: 259
 N7: 1661
 N8: 126
 N9: 162
 N10: 824
 N11: 347
 N12: 571

ADIT 2+25 N - 0+40 W

N13: 74
 N14: 214
 N15: 33
 N16: 53
 N17: 227
 N18: 444

N6:259 - chip sample over 1.0 metre
 :Au in ppb.



CLEAR CREEK RESOURCES LTD.	
SOUTHEASTER PROPERTY	
ADIT SAMPLES	
P.A. CHRISTOPHER AND ASSOCIATES	
SCALE 1:100	NTS: 103 F/8, 103 G/5
MAY 1989	FIGURE 7

Rock exposure on the Southeaster Property is mainly confined to the two main creek drainages which formed gullies up to 10 meters deep. Outcrops can occasionally be found away from gullies in areas of local steep topography and rarely beneath the roots of large windfalls. Figures 4 and 5 show distribution of outcrops and alteration types within the 1989 grid area. The grid area is underlain by intermediate composition volcanic rocks consisting of agglomerate, tuff, porphyry and a fine grained intrusive textured volcanic rock. A small exposure of very fine grained, maroon to tan, siliceous tuff also occurs.

Alteration

Areas of pyritization, argillization and lesser quartz-sericite alteration can be related to the intensity of shearing and fracturing. Zones of argillization parallel the northwest trending fault structures which contain the quartz vein and stockwork systems hosting gold mineralization. Several parallel zones of shearing and argillization were exposed by past and 1989 excavator trenching. Argillized zones contain variable amounts of quartz veining and silicification. The quartz vein at the main showing (Trench 1) is at the east side of an argillic altered zone and west of propylitic altered volcanic rocks.

Altered zones appear to be detectable by ground geophysical methods with a magnetic low and VLF-EM conductor along the western margin of the main showing.

MINERALIZATION

The Southeaster gold prospect is a mineralized quartz vein and stockwork zone which trends 320° and dips steeply to the west. The vein or vein zone is reported to be up to 50 feet (15m) wide and has been traced for over 1000 feet (300m) (Cochrane, 1979). The silicified areas of the zone contain variable amounts of sulphide mineralization which includes pyrite, galena, sphalerite, chalcopryrite, free gold and an unidentified grey metallic mineral.

The quartz vein is often fine grained, banded, vuggy and chalcedonic with some amethyst. Vein relationships indicated a number of periods of silicification. The Southeaster prospect has a number of features which suggest a auriferous zone of the low temperature, high level epithermal type. Cochrane (1979) states that: "The original Southeaster showing exhibits characteristics of an epithermal (high level) nature and may be of the same geological age as the Babe deposit to the north, considered to be tertiary (relatively young).

Tertiary deposits have the reputation of often being bonanza type deposits, a consideration that cannot be overlooked considering some of the extremely high gold values obtained in several samples."

The writer sampled vein material exposed by Trench 1 and Trench 2 to check previously reported (Schmidt, 1987) chip samples which average 4.0 meters of 0.411 opt gold from Trench 1 and 4.0 meters of 0.095 opt gold from Trench 2. The writer's sample results are summarized in Table 2 with sample descriptions presented in Appendix A and certificates of analysis presented in Appendix B.

Table 2. Summary of writer's chip sample results.

<u>Sample #</u>	<u>Loc.</u>	<u>Type</u>	<u>Width</u>	<u>ppb Au</u>	<u>ppm Ag</u>
SE89513-1	Tr. 1	Chip	1m	1810	0.8
SE89513-2	Tr. 1	Chip	1m	1110	1.4
SE89513-3	Tr. 1	Chip	1m	4790	4.1
SE89513-4	Tr. 1	Chip	1m	5240	3.1
SE89513-5	Tr. 1	Chip	1.7m	390	0.5
SE89513-6	Tr. 2	Chip	1m	1970	3.2
SE89513-7	Tr. 2	Chip	1m	730	3.0
SE89513-8	Tr. 2	Chip	1.7m	8210	2.7
SE89513-9	see Fig.6	Grab		12	0.2
SE89513-10	Stope	Chip	1m	1970	2.2
SE89513-11	Stope	Chip	1m	2389	2.9

=====

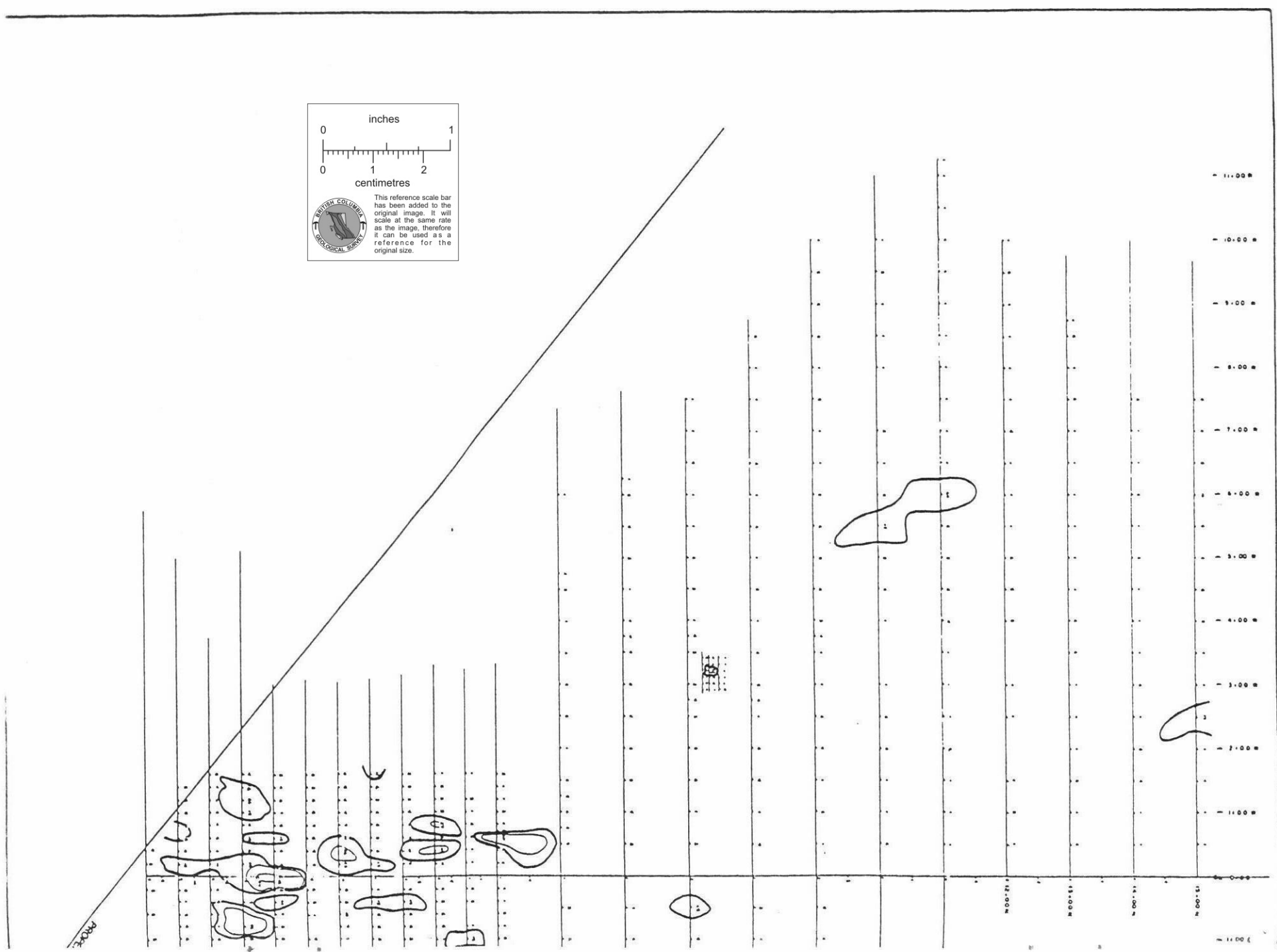
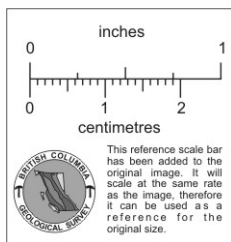
Samples SE89513-1 through 4 represent a 4 meter zone, of quartz vein in Trench 1, averaging 3238 ppm gold and 2.4 ppm silver. Samples SE89513-6 through 8 represent a 3.7 meter zone, of quartz vein and stockwork in Trench 2, averaging 4502 ppb gold and 2.9 ppm silver. The zone appears to be well mineralized over 100 meters southerly where 2 meters in an old stope averaged 2175 ppb gold (Figure 5). Adjacent 1 meter samples SE 89-33 and -34, collected by Guinet Management, from the stope area, averaged 3320 ppb gold. Grab sample Tr 89-5-1 contained 4040 ppb gold and 1 meter chip sample Tr 89-2-3 contained 5100 ppb gold which suggest a well mineralized structure that extends for over 250 meters. Seven 1m chip samples, from the northerly wall of an adit on L2+2QN (Figures 5 & 7), average 564 ppb gold and suggests good prospecting potential to the north.

GEOCHEMICAL PROGRAM (Figure 8)

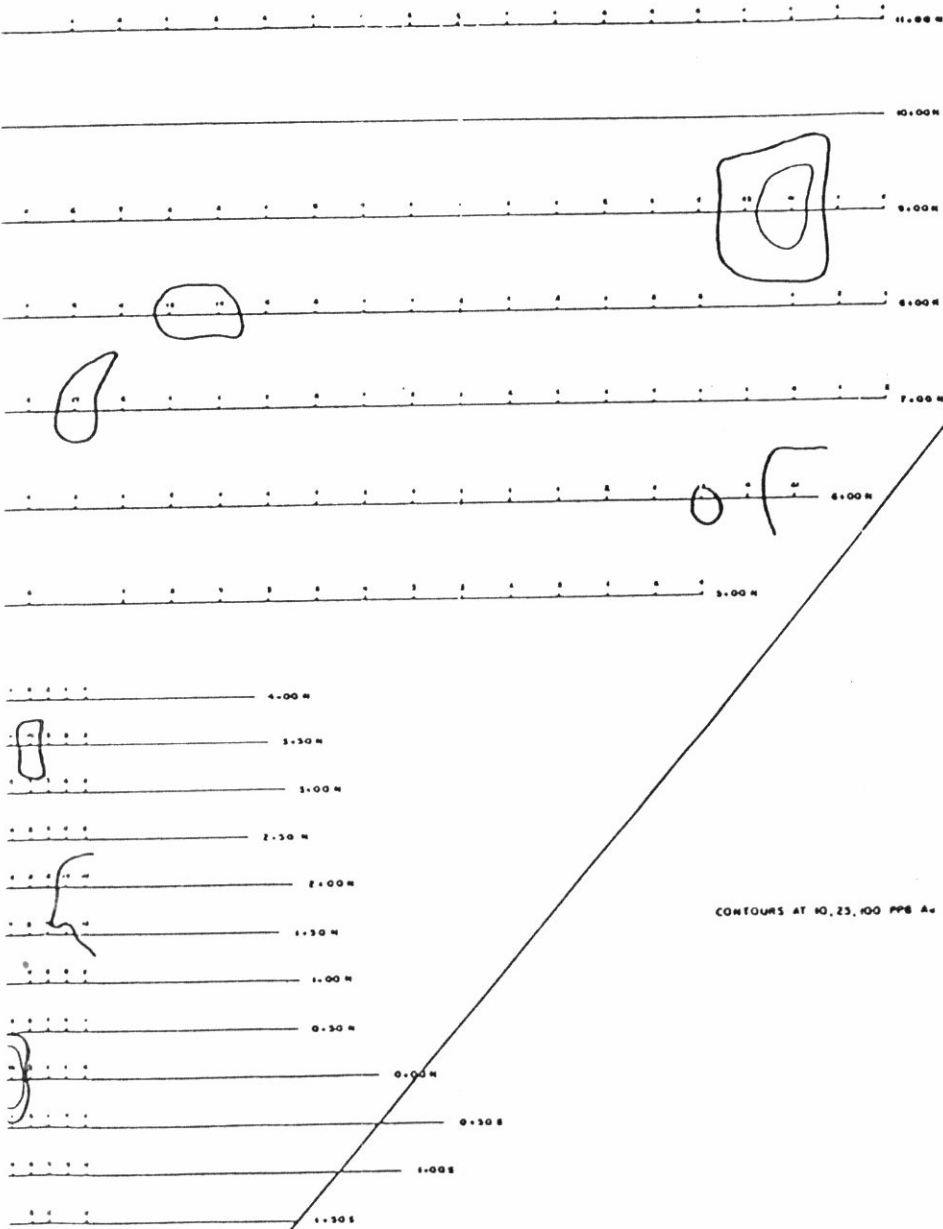
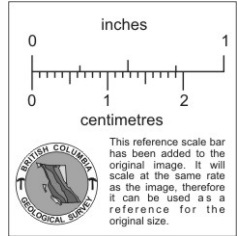
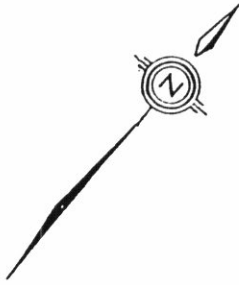
The geochemical program consisted of 114 rock samples, 4 silt samples, 3 heavy mineral samples and 423 grid soil sample (19.7 line kilometers). Samples were submitted to Acme Analytical Laboratories Ltd. in Vancouver for 30 element ICP and/or gold or gold+silver geochemistry. The writer collected 11 samples which were analyzed for gold and silver. Soil samples were augered from 25cm to 50cm depths with an attempt made to collect B horizon material. Rock description are presented in Appendix A with analytical results presented in Appendix B and summarized on Figures 4 through 7. Soil geochemical results are presented in Appendix B of the assessment report (Christopher, 1989) with gold values contoured on Figure 8.

Gold

Gold values vary from the detection limit of 1 ppb to 138 ppb with 41 samples of 10 ppb or greater considered of interest. Gold values are contoured at 10 ppb, 25 ppb and 100 ppb gold on Figure 8. Seventy percent of the anomalous values occur along the mineralized trend between L1+00S and L4+00N. The 1989 ICP results suggest a mild enhancement of lead, zinc, copper, and silver with anomalous gold values, and previous surveys (Giroux and Madeisky, 1981) suggest moderate correlation with elevated mercury.



300.0
300.0
300.0
300.0
300.0
300.0
300.0
300.0
300.0



CONTOURS AT 10, 25, 100 PPM Au



PROPERTY OUTLINE

CLEAR CREEK RESOURCES LTD.

SOUTHEASTER PROPERTY
GOLD GEOCHEMISTRY

N.T.S. 103F-8, 103G-5 SKEENA M.D., B.C.

0 100 200 400 METRES

P. A. CHRISTOPHER & ASSOCIATES INC.

SCALE 1:8000	MAY 1989	FIGURE 8
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GEOPHYSICAL PROGRAM (Figures 9 & 10)

The geophysical program consisted of 20.4 line kilometers of VLF-EM and 19.7 line kilometers of magnetics with a Phoenix VLF-2 electromagnetic receiver employed for the VLF-EM survey and a McPhar M-700 fluxgate magnetometer employed for the magnetic survey. VLF-EM Fraser Filter values are plotted for Seattle on Figure 10. Incomplete and lower quality data was obtained for Cutler, Maine, and therefore contouring of Fraser Filter values was not attempted. Magnetic data is contoured on Figure 9. Raw data for the VLF survey is presented as Appendix C of the assessment report (Christopher, 1989).

VLF-EM SURVEY

Instrument used was a Phoenix VLF-2 Electromagnetic Receiver owned by Rapitan Resources Inc. The instrument measures response from one or more VLF communication stations. At the Southeaster property, stations at Cutler, Maine, and Jim Creek, (Seattle), Washington were used. Best results were obtained using the Jim Creek station, although the station orientation was not optimal in this locality.

Readings were taken at 20 meter (about 67 ft) intervals on a small grid over the showings, with line spacing 50 meters. To the north of this, a broader grid with line spacing 100 meters was surveyed, with grid stations 25 meters apart. Profiles indicate that 20 meter spacing is probably the minimum practical spacing for the area.

Data for the Jim Creek, Washington station were "Fraser Filtered" with values contoured on Figure 10. The results of the small grid can be regarded as an orientation over the known mineralized zone, from which interpretation can be extended northward over the larger grid.

RESULTS

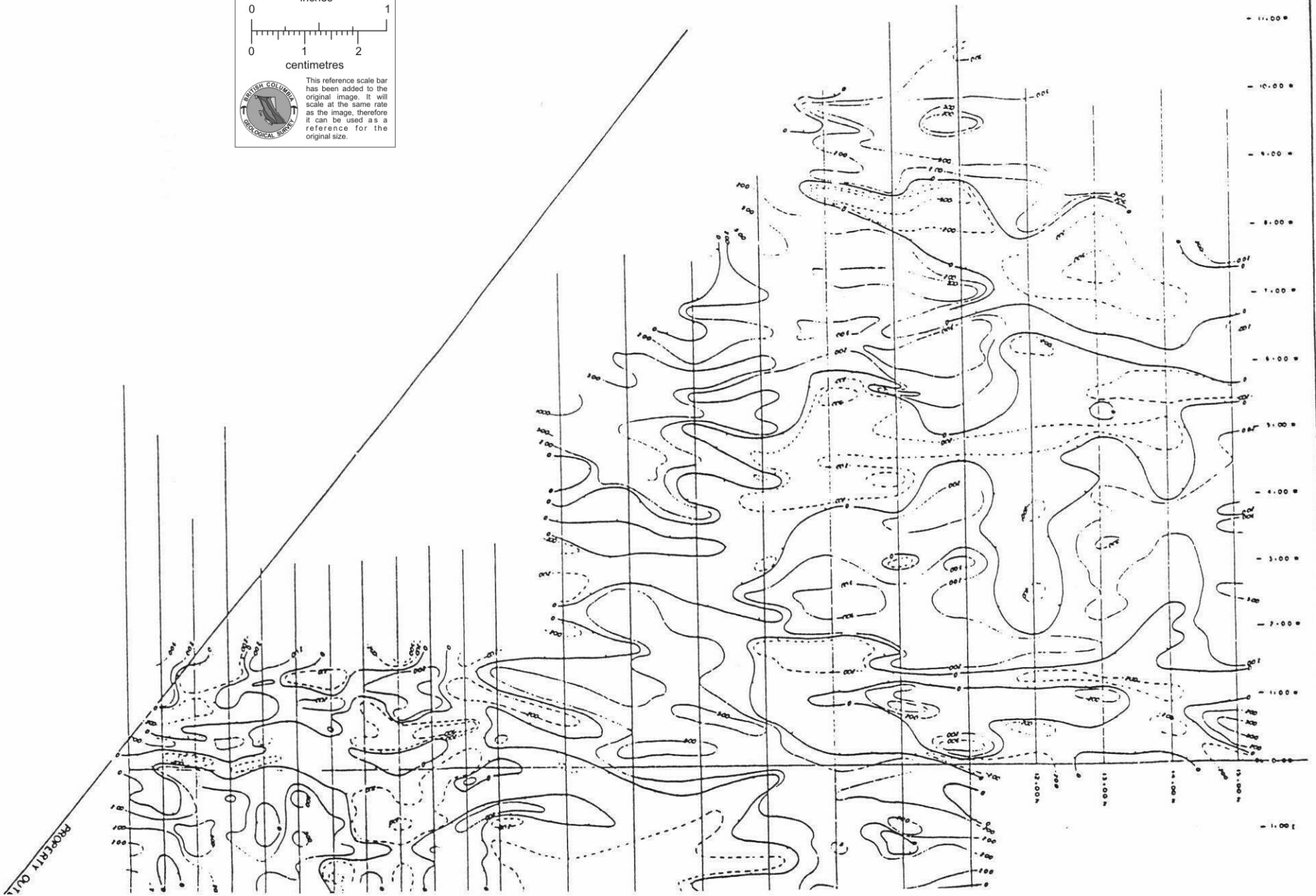
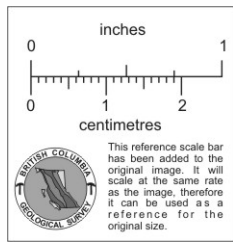
The initial orientation line was run on L0+00 North, almost directly over the main shaft with Fraser Filter values up to +25 indicating a strong conductive zone associated with the mineralized zone. The strong conductor is parallel by magnetic lows. The combination of conductive zones with parallel magnetic lows is repeated in several area (see Figure 11) with follow-up prospecting and possibly excavator trenching required to explain the features.

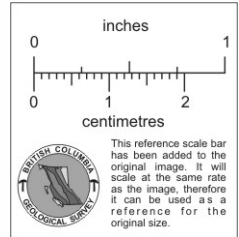
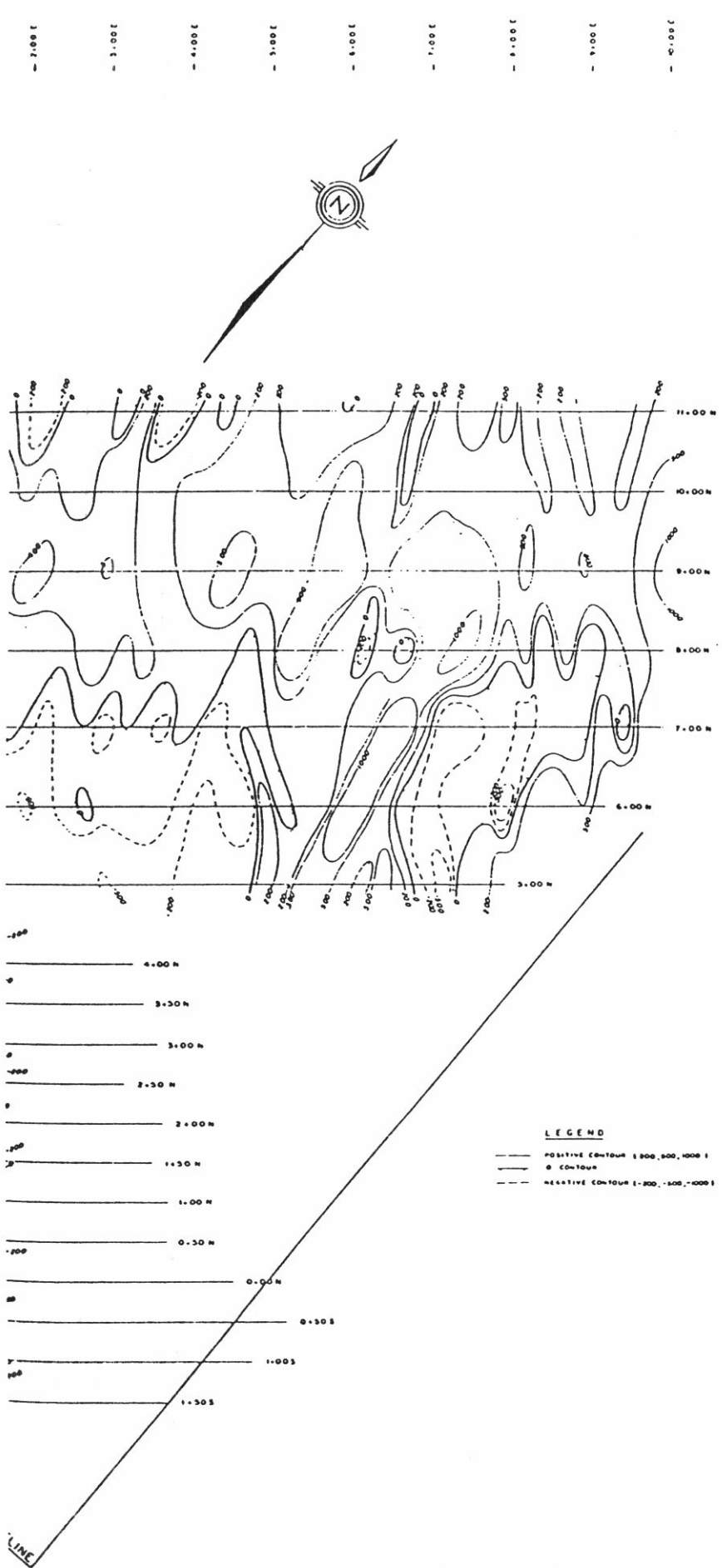
MAGNETIC SURVEY

Instrument used was a McPhar M-700 fluxgate magnetometer owned by Rapitan Resources Inc. The instrument was set to zero by canceling the earth's magnetic field with the Latitude adjustment. Readings were collected at virtually all stations surveyed for VLF-EM with results contoured on Figure 10 and summarized on Figure 11. The property has strong magnetic relief of about 2000 gammas with readings varying from about -1000 gammas to over +1000 gammas.

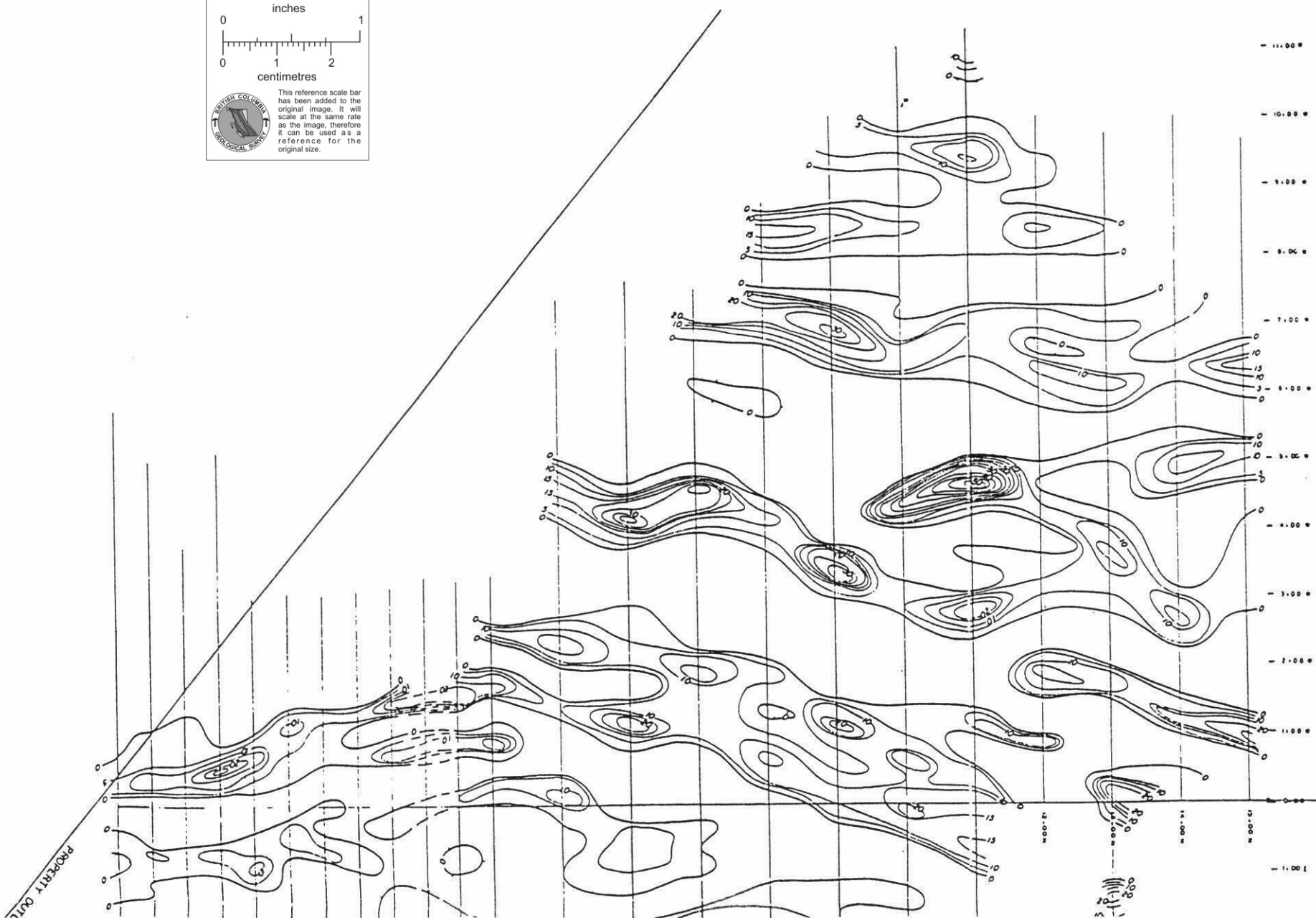
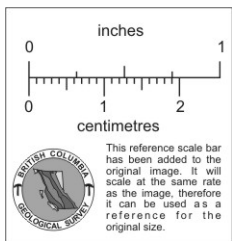
RESULTS

Magnetic results contoured on Figure 9 and summarized on compilation Figure 11 with a strong lows extending from L8+00N 8+00W

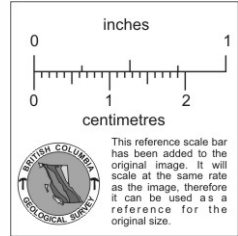
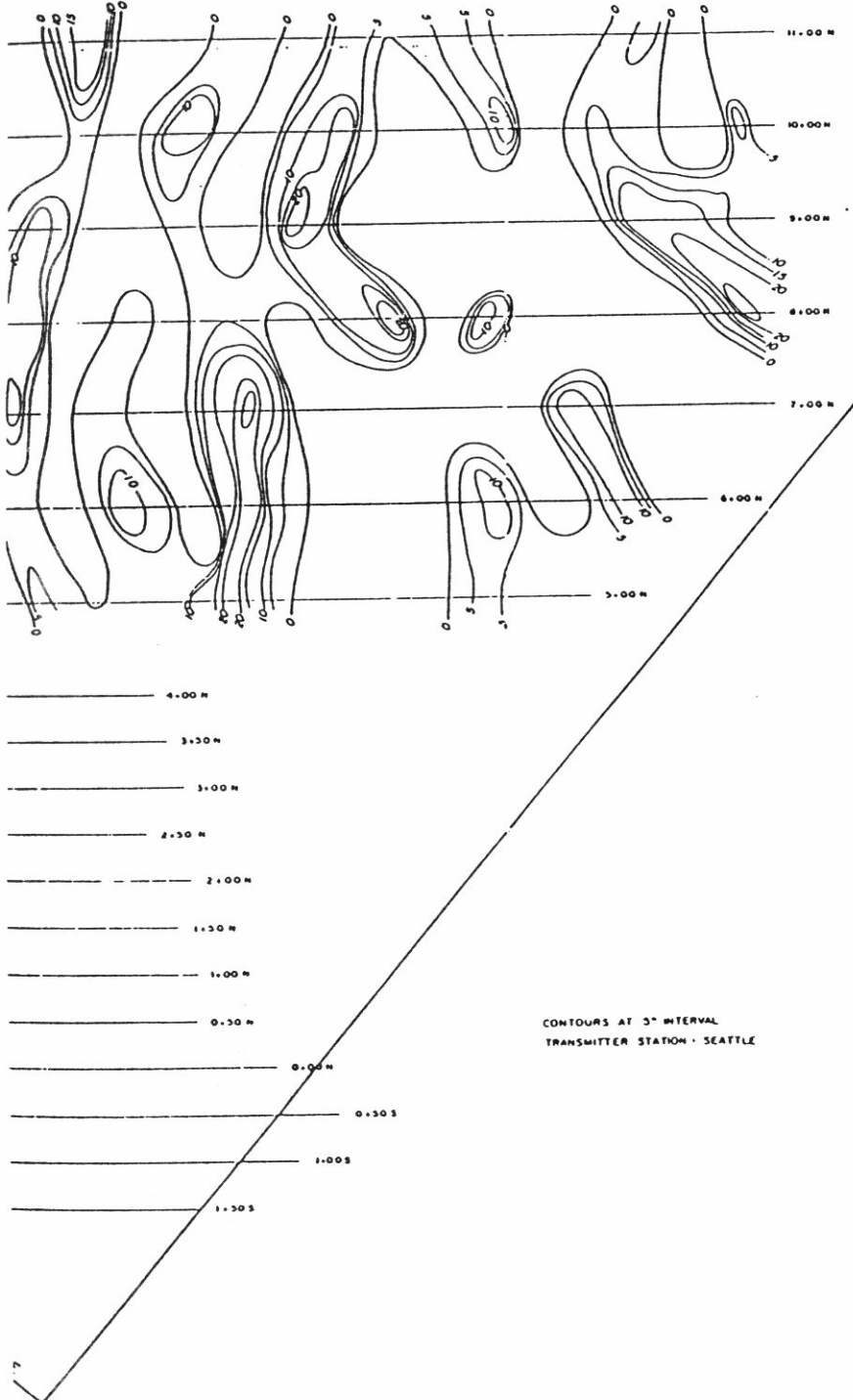
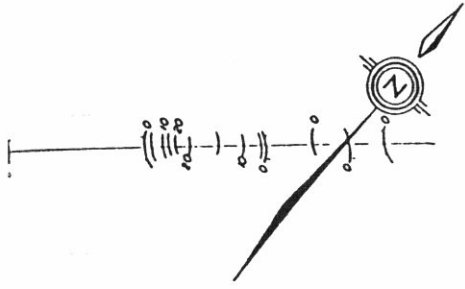




CLEAR CREEK RESOURCES LTD.		
SOUTHEASTER PROPERTY		
MAGNETOMETER SURVEY		
N.T.S. 103F-8, 103G-5		SKEENA M.D., B.C.
P. A. CHRISTOPHER & ASSOCIATES INC.		
SCALE 1:8000	MAY 1989	FIGURE 9



1000
1000
1000
1000
1000
1000
1000
1000
1000



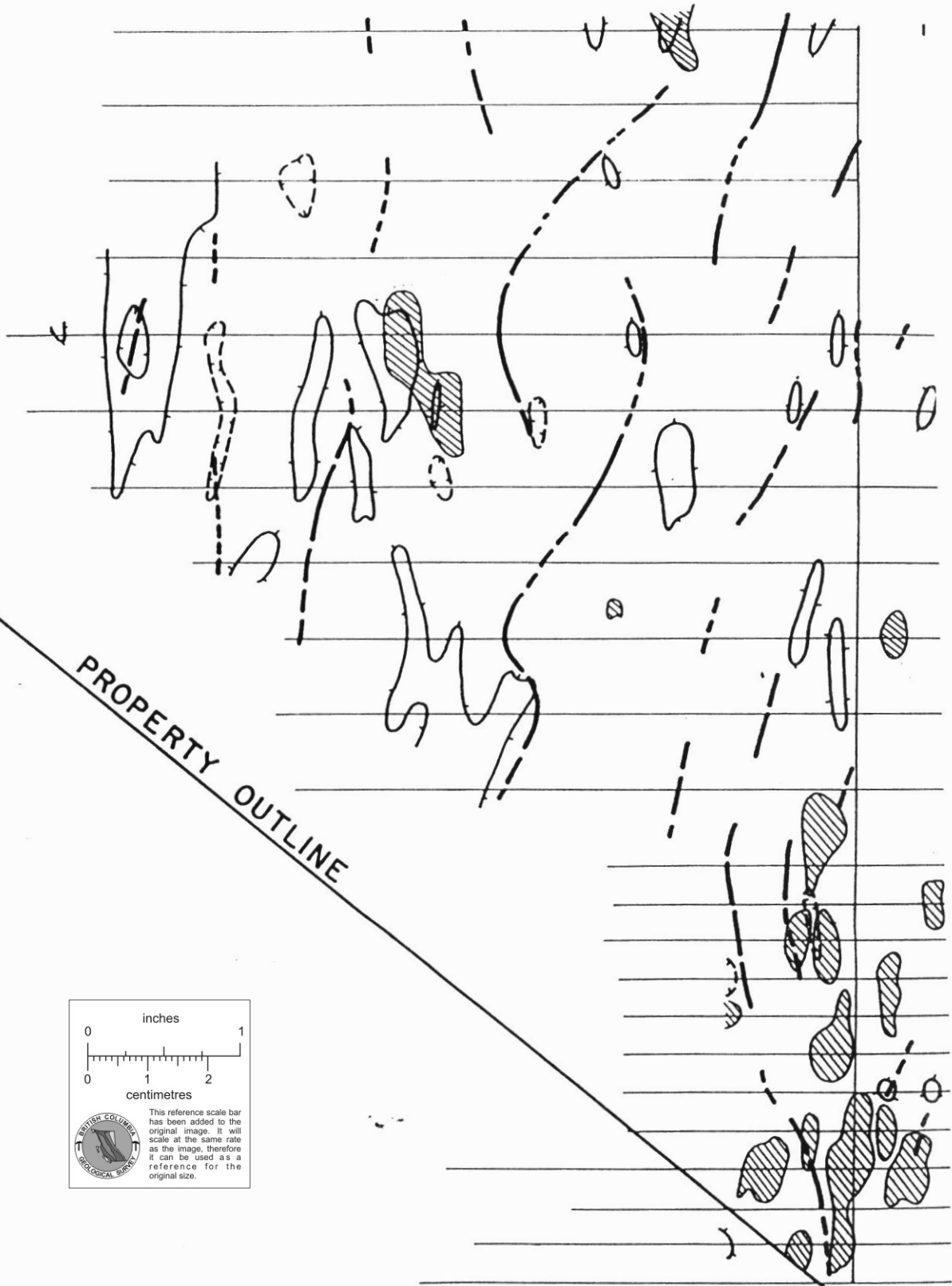
CONTOURS AT 5' INTERVAL
TRANSMITTER STATION - SEATTLE

CLEAR CREEK RESOURCES LTD.		
SOUTHEASTER PROPERTY VLF-EM SURVEY FRASER FILTERED		
N.T.S. 103F-8, 103G-5 SKEENA M.D., B.C.		
0 100 200 400 METRES		
P. A. CHRISTOPHER & ASSOCIATES INC.		
SCALE 1:8000	MAY 1989	FIGURE 10

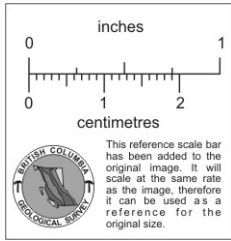
10+00W

5+00W

B.L. 00



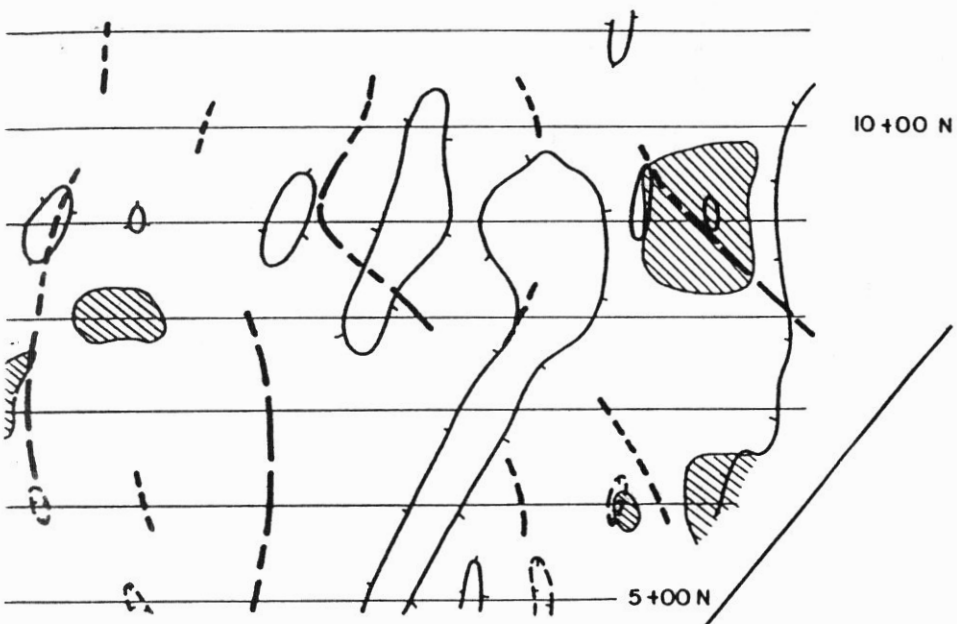
PROPERTY OUTLINE







5+00E

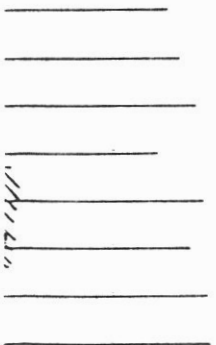
10+00E

N



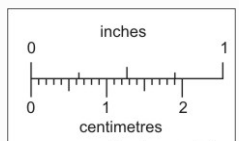
LEGEND


-  Au GEOCHEMISTRY - >10 ppb
-  MAGNETIC HIGH
-  MAGNETIC LOW
-  VLF-EM CONDUCTOR AXIS
- strong, moderate, weak



0+00

1+50 S

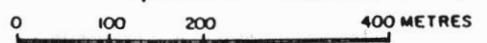


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CLEAR CREEK RESOURCES LTD.

**SOUTHEASTER PROPERTY
COMPILATION MAP**

N.T.S. 103F-8, 103G-5 SKEENA M.D., B.C.



P. A. CHRISTOPHER & ASSOCIATES INC.

SCALE 1:8000

MAY 1989

FIGURE 11

to L15+00N 7+00W, L8+00N 5+00W to L15+00N 5+50W and generally parallel to the main vein showing. Strong magnetic lows and parallel VLF-Em conductors is the signature of the main showing and other coincident anomalies are considered to be excellent prospecting targets.

DISCUSSION

The Southeaster gold prospect contains a vein type, epithermal gold occurrence with surface continuity for over 300 meters. Recent exploration in the Carlin belt and in other epithermal gold camps have demonstrated large vertical extents for mineralized zones with high grade deposits at depth. No drilling and only limited underground development has occurred on the Southeaster gold prospect to test the depth potential of the northwest trending mineralized zone.

Although glacial deposits hamper the use of soil geochemical methods, an anomalous gold in soil zone has been defined for over 500 meter of the main vein trend (ie. L1S to L4N). Strong VLF-EM anomalies and magnetic lows are associated with the main showing area and a number of similar coincident geophysical anomalies (Figure 11) warrant follow-up prospecting and possibly excavator trenching.

CONCLUSIONS AND RECOMMENDATIONS

The 1989 work program has been successful in locating a number of coincident VLF-EM and magnetic lows with signatures similar to the main vein zone. The geophysical anomalies (Figure 11) warrant follow-up prospecting and possibly trenching. Rock sampling of main vein exposures has confirmed a 300 meter well mineralized vein zone that warrant initial drill testing.

The writer has outline a success contingent staged exploration program for further testing of the Southeaster Gold Prospect. A recommended Stage 1 program of follow-up prospecting, access construction, trenching and an initial 500 meter drill test is estimated to cost \$ 100,000. Contingent on success of Stage 1, a follow-up, Stage 2, 1000 meter drill test is outlined.

COST ESTIMATES

STAGE 1. FOLLOW-UP PROSPECTING, TRENCHING, DRILLING

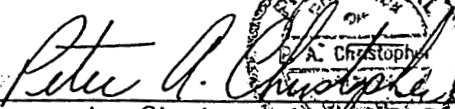
PROJECT PREPARATION & MOBILIZATION.....	\$	2,000
TRANSPORTATION AND LIVING ALLOWANCE.....		7,000
SITE PREPARATION & ROAD BUILDING.....		10,000
PROSPECTION.....		3,000
TRENCHING		5,000
SUPERVISION & LOGGING		15,000
DIAMOND DRILLING 500 METERS @ \$80/METER		40,000
GEOCHEMICAL ANALYSES 200 @ \$ 15 EA.		3,000
CONSULTING AND REPORT PREPARATION		5,000
CONTINGENCY		<u>10,000</u>


STAGE 1 TOTAL, \$ 100,000

STAGE 2. DIAMOND DRILLING 1000 METERS (CONTINGENT)

PROJECT PREPARATION & MOBILIZATION.....	\$	3,000
TRANSPORTATION AND LIVING ALLOWANCE.....		10,000
SITE PREPARATION & RECLAMATION		25,000
SUPERVISION & LOGGING		15,000
DIAMOND DRILLING 1,000 METERS @ \$80/METER		80,000
SUPPLIES AND MATERIALS		3,000
GEOCHEMICAL ANALYSES 400 @ \$ 15 EA.		6,000
CONSULTING AND REPORT PREPARATION		8,000
CONTINGENCY		<u>20,000</u>

STAGE 2 TOTAL \$ 170,000


Peter A. Christopher, Ph.D., P.Eng.
July 5, 1989



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CERTIFICATE

I, Peter A. Christopher, with business address at 3707 West 34th Avenue, Vancouver, British Columbia, do hereby certify that:

- 1) I am a consulting geological engineer registered with the Association of Professional Engineers of British Columbia since 1976.
- 2) I am a Fellow of the Geological Association of Canada and a member of the Society of Economic Geologists.
- 3) I hold a B.Sc. (1966) from the State University of New York at Fredonia, a M.A. (1968) from Dartmouth College and a Ph.D. (1973) from the University of British Columbia.
- 4) I have been practising my profession as a Geologist for over 20 years.
- 5) I have no direct or indirect interest, nor do I expect to receive any interest directly or indirectly in the property or securities of Clear Creek Resources Ltd. or Worthington Resources Ltd.
- 6) I have based this report on all available geological data on the property and adjacent mineral deposits. I conducted a field examination of the Southeaster Property on May 13, 1989 to collect check samples and to review the 1989 work program.
- 7) I consent to the use of this report by Clear Creek Resources Ltd. or Worthington Resources Ltd. in any Filing Statement, Statement of Material Facts, Prospectus, or for filing assessment work.


Peter A. Christopher, Ph.D., P.Eng.
July 5, 1989



Peter Christopher & Associates Inc.

GEOLOGICAL & EXPLORATION SERVICES

3707 West 34th Ave., Vancouver, B.C. V6N 2K9

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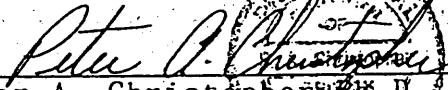
July 5, 1989

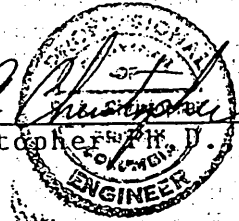
Worthington Resources Ltd.
Clear Creek Resources Ltd.
240-1055 West Hastings Street
Vancouver, B.C. Canada V6E 2E9

Dear Sirs:

I Peter A. Christopher, Ph.D., P.Eng., hereby consent to the use of my report dated July 5, 1989 on the Southeaster Property, Skeena Mining Division, British Columbia, in any Filing Statement, Statement of Material Facts, Prospectus, or for assessment filing by Clear Creek Resources Ltd. or Worthington Resources Ltd.

DATED at Vancouver, British Columbia, this 5th day of July, 1989.


Peter A. Christopher Ph.D. P.Eng.



Appendix A

Table A1. Description of Samples by P.A. Christopher, P.Eng.

<u>Sample #</u>	<u>Location</u>	<u>Type</u>	<u>Width</u>	<u>Description</u>
SE89513-1	Trench 1	Chip	1m	NE from hanging wall of Quartz Vein. Dip 67°SW
SE89513-2	Trench 1	Chip	1m	NE from Sample 1 Minor gn., cpy, py, mal
SE89513-3	Trench 1	Chip	1m	NE from Sample 2 py, gn, cpy, mal
SE89513-4	Trench 1	Chip	1m	NE from Sample 3 py, gn, cpy, mal (minor)
SE89513-5	Trench 1	Chip	1.5m	Inc. of wallrock, last .5m to cover sub parallel 10Cm vein.
SE89513-6	Trench 2	Chip	1m	qtz. veined wallrock NE from hanging wall
SE89513-7	Trench 2	Chip	1m	NE from Sample 6, 20%
SE89513-8	Trench 2	Chip	1.7m	NE from Sample 7, 40% vein quartz. minor py
SE89513-9	NEW TR	Grab		Minor py, gn in trench blasted in Qtz vein.
SE89513-10	Stope	Chip	1m	From Fault at SW to NE; Late quartz cuts older vein & country rock.
SE89513-11	Stope	Chip	1m	Sample ends at fracture on NE face.

Table A2. Description of Rock Samples by Guimet Management

<u>Sample #</u>	<u>Location</u>	<u>Type</u>	<u>Width</u>	<u>Description</u>
Tr89-1-1	Trench 1 1+40N-4+00W	Chip	1m	Continuous chip samples always Taken from west to east. Mainly quartz with 10% wallrock. Minor py.
-2	Trench 1	Chip	1m	Stockwork stringers 75%. East from #1.
-3	Trench 1	Chip	1m	East of #2. 75% vein. 1-2% py mainly with wallrock <1%-1% gn.
-4	Trench 1	Chip	1m	East of #3. 30% vein 70% wr. 1-2% py & tr gn.
Tr89-2-1	Trench 2	Chip	.7m	From west end. All qtz vein. tr py, cpy, ± gn.
-2	13m. SE Tr.1 Trench 2	Chip	1m	East of #1, 90% pyritic wr. 10% quartz stringers, 2-3% py
-3	Trench 2	Chip	1m	East of #2, 70% quartz and silicification. 1% gn & sph. <1% pyrite and cpy.
-4	Trench 2	Chip	1m	East of #3, Mainly irregular, lency quartz with 30 cm sheared crumbly altered wr. <1% gn, sph. ± cpy, 1-2% py.
-5	Trench 2	Chip	1m	East of #4, mainly quartz + 20% wr. tr gn, sph, cpy. 1% py.

Table A2. cont. Description of Rock Samples by Guimet Management

<u>Sample #</u>	<u>Location</u>	<u>Type</u>	<u>Width</u>	<u>Description</u>
Tr89-2-6	Trench 2	Chip	1m	East from #5. same as #5.
Tr89-3-1	Trench 3 15m SE Tr-2	Chip	1m	From W end. 70% qtz. with boudin structures. separated by alt. wr. + py
-2	Trench 3	Chip	1m	Mainly grey alt. wr. Qtz. lens to 2 cm.
-3	Trench 3	Chip	1m	East of #2, Grey altered wr. 2-3% py.
-4	Trench 3	Chip	1m	East of #3, 90% wr. 2-3% py. 10% qtz. stringers & lenses.
-5	Trench 3	Chip	1m	East of #4, clay gouge.
-6	Trench 3	Chip	1m	East of #5, 80% clay gouge, 20% quartz stringers & lenses.
-7	Trench 3	Chip	1m	East of #6, Fractured wr. 1-3% py with qtz. vein to 8cm. width
-8	Trench 3	Chip	1m	East of #7, similar to #7
-9	Trench 3	Chip	1m	East of #8, similar to #7
-10	Trench 3	Chip	1m	East of #9, mainly wr. with 1-3% py. 2 cm qtz. vein.
Tr89-4-1	Trench 4 18m SE of Tr-3	Chip	1m	From W end, fng. silicified rx with some qtz. lenses, 2-3% py.
-2	Trench 4	Chip	1m	East of #1, less silicification 1-2% py
-3	Trench 4	Chip	1m	East of #2, as #2
-4	Trench 4	Chip	1m	East of #3, mainly gouge, 1% py minor quartz.
-5	Trench 4	Chip	1m	East of #4, mainly gouge, 10 cm. vein @ 320° dip 75°W.
-6	Trench 4	Chip	1m	East of #5, mainly weakly alt. wr. with 2cm qtz. stringer.
Tr89-5-1	Trench 5 0+70N-1+00W	Grab		Extension on earlier Trench #3. folded 10 cm qtz v. in alt. wr.
Tr89-6-1	Trench 6 0+00 -0+60W	Grab		Silicified-pyritic grey clay alt wr. Local 5-7% py. in mainly alt. of clay gouge.
Tr89-7-1	Trench 7 1+00S-0+20W	Chip	1m	From W. end, 80% clay gouge and grey alt volcanic, 3-4% py, 20% quartz stringers.
-2	Trench 7	Chip	1m	East of #1, 50% qtz v, local gn & sph to 1-3% in strongly sil. grey wr with 2-3% py.
-3	Trench 7	Chip	1m	East of #2, 60% grey sil. wr, 3-4% py, 40% qtz v. has 2-3% gn & sph, & 1-2% combined py + cpy To 1% grey flaky mineral.

Table A2. cont. Description of Rock Samples by Guimet Management

<u>Sample #</u>	<u>Location</u>	<u>Type</u>	<u>Width</u>	<u>Description</u>
Tr89-7-4	Trench 4	Select	25-30cm	From #3 section, qtz. v. as in #3.
-5	Trench 4	Grab		Qtz v. + lesser wr, 3-4% gn & sph, 1% py+cpy, & 1% grey metallic mineral.
SE 89-1	2+00N-0+40W	Float		Qtz. float in creek. 1-2% fine py & gn \pm cpy. Irregular min.
SE 89-2	" "	Grab		Qtz. outcrop in creek, tr py cubes.
SE 89-3	1+60N-0+40W	Select		Qtz. from muck pile 1-3% gn, sph \pm cpy. Irregular min.
SE 89-4	1+50W-0+40W	Select		qtz. from Tr muck pile & otc. in Tr. 1-2% py, <1% cpy, + grey metallic min.
SE 89-5	Trench 1 W end muck	Select		Quartz 2-3% gn, sph, & cpy.
SE 89-6	33m. N-4+00N	Select		From W creek otc, phyllic to argillic alt. volcanic, 10-15% dis. py, qtz. lenses to lcm.
SE 89-7	23m down ck. From #6	Select		Sample of selvage in .5m to 1m fault. No qtz.
SE 89-8	3+00N-0+53W	Grab		Qtz. vein otc in creek @330° dip 50°W. to 40cm. 1-2% gn, sph \pm cpy. 1% metallic grey min
SE 89-9	as #8	Grab		Qtz vein float as #8
SE 89-10	In N. Adit	Chip	1.5m	Several qtz-calcite stringers to 1-2cm. bearing 310°/60°W
SE 89-11	2+00N-0+40W	Chip	1m	Qtz vein in creek <1% to 1% fine dis. py \pm gn, sph, & grey metallic min.
SE 89-12	To W of #11	Chip	.6m	To 1% fine cubes py, qtz stockwork with 50% wr.
SE 89-13	15m. down ck. from #12	Chip	.6m	Quartz v <1% py, + grey min.
SE 89-14	To W of #13	Chip	.6m	Stockwork with 50% wr <1% py
SE 89-15	15m. down ck. from #14	Chip	.5m	Banded fine quartz, no sulph.
SE 89-16	Adj. #15	Chip	.8m	Stockwork with 50% wr + tr py.
SE 89-17	4+00N-2+75W	Grab		Strong phyllic-argillic alt. volcanic. 5-7% fine py cubes
SE 89-18	4+40N-3+50W	Grab		Similar to #17
SE 89-19	85m down ck. from 7+00N	Grab		Coarse andesitic volcanic, fine 5-7% disseminated py.
SE 89-20	6+20N-1+50W	Chip	2m	In creek shear zone @ 335° 5% pyrite.
SE 89-21	2+25N-0+40W	Grab		At adit, pyritic wallrock near vein showing.
SE 89-22	3+50N-0+60W	Grab		Of 25cm shear zone @312° in phyllic alt. volcanic.

Table A2. cont. Description of Rock Samples by Guimet Management

<u>Sample #</u>	<u>Location</u>	<u>Type</u>	<u>Width</u>	<u>Description</u>
SE 89-23	5+90N-1+30W	Grab		Gossan otc in creek, 3-5% fine py.
SE 89-24	7+30N-2+60W	Grab		Qtz. v. float in creek. Weak banding, limonite stain. No visible sulphides.
SE 89-24A	As #24			Same as #24
SE 89-25	9+80N-4+80W	Grab		Shattered volcanic otc, qtz-carb. fracture coatings, minor limonite.
SE 89-26	9+80N-5+40W	Grab		Same as #25
SE 89-27	10+00N-5+50W	Grab		Intrusive texture rock ± py, Minor qtz. healing.
SE 89-28	10+50N-6+00W	Chip	.2m	Brick read jasper & hematite in weak shear.
SE 89-29	12m. up stream from #28	Chip	.2m	Same as #28
SE 89-30	3m. up stream	Chip	.4m	Qtz vein @210°. fine concentric banding, no visible sulphides.
SE 89-31	11+70N-6+10W	Chip	.25m	Qtz v. no sulphides.
SE 89-32	0+90S-2+50W From large pit	Chip	.4m	Footwall gouge on structure 290°/60°N, phyllic-argillic alt. volcanic.
SE 89-33	East of #32	Chip	1m	Silicified-alt. volcanic with 40% qtz. lenses & veinlets, Tr gn, sph, cpy. & py.
SE 89-34	East of #33	Chip	1m	As #33
SE 89-35	East of #34	Chip	1m	As #34
SE 89-36	As #32	Select		Only qtz from pit wall, minor gn, & grey metallic min. & py.
SE 89-37	As #32 N wall	Grab		As #36
SE 89-38	Pit Dump	Grab		Qtz v. to 1% py & grey metallic ± gn & cpy.
SE 89-39	12+30N-6+20W	Grab		Qtz otc in creek, no sulphides
SE 89-40	7m up stream from #39	Chip	.5m	Qtz v. in creek, no sulphides.
SE 89-41	7+10N-7+35E.	Select		Otc in east creek, alt volcanic 3-4% disseminated py, weakly magnetic. Samp. of qtz-carb. healed fracture to 4cm, 1-2% py
SE 89-42	5m up stream from #41	Chip	1.5m	350° zone of quartz stringers 1-3% pyrite.
SE 89-43	6+00N-7+75E	Select		Qtz. float in creek.
SE 89-44	Between 7+00N & 8+00N in ck.	Select		Qtz. float no sulphide
SE 89-45	E. ck 12m up stream from 8+00N	Grab		Pyritic-alt volc. otc, qtz-carb stringers.
SE 89-46	E. ck 15m up stream	Select		Qtz. float, pyritic streak.
SE 89-47	4+00N-0+60W	Chip	1m	Slump block or otc of Qtz v.; tr py with wr inclusions.

Table A2. cont. Description of Rock Samples by Guimet Management

<u>Sample #</u>	<u>Location</u>	<u>Type</u>	<u>Width</u>	<u>Description</u>
SE 89-48	3+75N-0+50W	Grab		Qtz vein, minor py with inc.
SE 89-49	2+90N-0+40W	Grab		Qtz v otc, qtz cemented bx, minor py.
SE 89-50	1+00N-0+20SW	Grab		Qtz vein float or otc., minor py & tr metallic grey min.
SE 89-51	As # 49	Chip	.6m	Shattered vein trend 312° minor py with sparse inc.
SE 89-52	As # 42	Grab		Qtz boulder with dark Fe & Mn staining.

=====

Table A2. cont. Description of Rock Samples by Guimet Management

<u>Sample #</u>	<u>Location</u>	<u>Type</u>	<u>Width</u>	<u>Description</u>
SE 89-48	3+75N-0+50W	Grab		Qtz vein, minor py with inc.
SE 89-49	2+90N-0+40W	Grab		Qtz v otc, qtz cemented bx, minor py.
SE 89-50	1+00N-0+20SW	Grab		Qtz vein float or otc.; minor py & tr metallic grey min.
SE 89-51	As # 49	Chip	.6m	Shattered vein trend 312° minor py with sparse inc.
SE 89-52	As # 42	Grab		Qtz boulder with dark Fe & Mn staining.
PN-1-89		Grab		Qtz+pyritized country rx, Stockwork area 10m from adit.
PN-2-89		Grab		Quz+minor sulphide, in creek 82m. up stream from adit
PN-4-89		Grab		Qtz float in creek, vuggy chalcedonic qtz + minor py
PN-5-89		Grab		Qtz. float from trench west of creek, minor fng. py.
N-6-89 to N-18-89		Chip	1m	From wall of old adit.
N-19-89		Chip	1m	Amethystine-chalcedonic qtz in creek 50m south L12N 6+25W
N-20-89 near 19		Grab		Jasper vein+silicified py volc
N-21-89		Grab		Lensy jasper vein with fng. dis. to massive pyrite.
N-22-89		Grab		Brecciated volc, quartz, py
N-23-89		Grab		Siliceous volc with py to 5%
N-24-89		Chip	1m	Qtz+buff colored bx exposed in creek.
N-25-89		Grab		.5m chalcedonic vein in creek no apparent sulphide.
N-26-89 L4+00N show		Grab		Banded qtz. + siliceous wr + Amethyst + fng py + galena.

=====

APPENDIX B

CERTIFICATES OF ANALYSIS

SAMPLE#	Ag PPM	Au* PPB
TR89-1-1	.6	70
TR89-1-2	2.0	410
TR89-1-3	2.2	1420
TR89-1-4	1.4	161
TR89-2-1	1.7	80
TR89-2-2	2.1	39
TR89-2-3	3.6	5100
TR89-2-4	1.7	49
TR89-2-5	.4	25
TR89-2-6	.4	960
TR89-3-1	.4	430
TR89-3-2	.8	250
TR89-3-3	.5	120
TR89-3-4	.7	145
TR89-3-5	.4	16
TR89-3-6	1.5	44
TR89-3-7	1.7	53
TR89-3-8	1.6	115
TR89-3-9	.5	35
TR89-3-10	.5	34
TR89-4-1	.4	30
TR89-4-2	.3	8
TR89-4-3	.3	23
TR89-4-4	1.4	53
TR89-4-5	.5	35
TR89-4-6	.1	15
TR89-5-1	1.4	4040
TR89-6-1	.1	25
SE 89513-1	.8	1810
SE 89513-2	1.4	1110
SE 89513-3	4.1	4790
SE 89513-4	3.1	5240
SE 89513-5	.5	390
SE 89513-6	3.2	1970
SE 89513-7	3.0	730
SE 89513-8	2.7	8210
STD C/AU-R	6.7	530

SAMPLE#	Ag PPM	Au* PPB
SE 89513-9	.2	12
SE 89513-10	2.2	1970
SE 89513-11	2.9	2380
SE 89-50	.8	52
SE 89-51	.2	260
SE 89-52	49.2 ✓	890
C89-5	1.0	67
C89-6	5.0	189
C89-7	.1	113
C89-8	.3	290
C89-9	.1	83
C89-11	17.9	370
C89-12	.2	21
C89-13	3.8	74
C89-14F	.6	39
N-24	.6	42
N-25	.3	17
N-26	.8	49
STD C/AU-R	6.7	515

✓
- ASSAY REQUIRED FOR CORRECT RESULT -

GUINET MANAGEMENT PROJECT SOUTH EASTER FILE # 89-0915

SAMPLE#	Mo PPM	Cu PPM	Pb PPM	Zn PPM	Ag PPM	Ni PPM	Co PPM	Mn PPM	Fe %	As PPM	U PPM	Au PPM	Hg PPM	Sr PPM	Cd PPM	Sb PPM	Bi PPM	V PPM	Ca %	P %	La PPM	Cr PPM	Mg %	Ba PPM	Ti %	S PPM	Al %	Na %	K %	V PPM	Au* PPM
N1	3	55	11	36	.1	5	5	677	2.02	5	5	ND	1	2	1	2	2	55	.07	.015	2	7	1.13	33	.12	2	.75	.01	.06	2	76
N2	1	935	75	174	.7	5	3	1067	1.27	2	5	ND	1	7	1	2	2	30	.56	.009	2	10	.94	13	.01	2	.76	.01	.04	2	21
N4	3	357	353	522	290.0	8	1	225	.52	27	5	23	1	1	1	2	2	5	.13	.003	2	6	.23	4	.91	2	.20	.01	.01	1	2340
N5	1	112	263	356	2.7	5	2	343	1.01	2	5	ND	1	1	2	2	2	11	.06	.003	2	14	.52	4	.02	2	.23	.01	.01	1	230
N6	2	37	58	86	3.5	8	6	1388	1.87	5	5	ND	1	1	1	2	2	25	.21	.014	2	8	1.35	65	.05	2	1.10	.01	.09	1	259
N7	2	63	205	262	1.0	4	2	342	.93	2	5	ND	1	2	1	2	2	10	.21	.005	2	11	.53	13	.04	2	.40	.01	.04	1	1651
N8	3	74	73	139	1.5	6	3	499	1.22	6	5	ND	1	2	1	2	2	17	.21	.005	2	7	.51	21	.04	2	.54	.01	.05	1	125
N9	2	64	76	112	.3	7	9	724	2.48	7	5	ND	1	4	1	2	2	38	.27	.020	2	31	1.01	39	.09	2	.60	.01	.10	1	153
N10	1	75	97	281	.3	11	14	1972	2.33	9	5	ND	1	4	1	2	2	99	.39	.025	2	12	2.17	42	.15	5	1.67	.01	.10	1	324
N11	2	136	420	396	2.2	10	9	593	2.26	7	5	ND	1	4	1	2	2	28	.35	.019	2	8	.72	44	.09	2	.68	.01	.11	1	347
N12	2	82	102	226	.7	7	4	607	1.32	15	5	ND	1	8	1	2	2	23	1.12	.009	2	8	.58	115	.05	2	.66	.01	.05	1	571
N13	3	52	58	129	.5	9	5	918	1.53	6	5	ND	1	4	1	2	2	36	.21	.010	2	8	1.28	45	.07	2	1.33	.01	.07	1	74
N14	1	58	50	124	.5	7	6	664	1.85	7	5	ND	1	5	1	2	2	34	.32	.012	2	36	.84	52	.06	4	.88	.01	.09	1	214
N15	2	21	22	42	1.0	4	5	1144	2.29	5	5	ND	1	7	1	2	2	62	.21	.014	2	7	1.48	51	.13	5	1.28	.01	.15	1	32
N16	1	37	19	56	.8	8	9	1521	3.31	7	5	ND	1	4	1	2	2	69	.22	.025	2	22	1.93	39	.12	2	1.23	.01	.12	1	52
N17	2	189	446	624	1.5	8	3	869	1.56	15	5	ND	1	5	5	2	6	34	.29	.012	2	11	.77	33	.06	4	.71	.01	.05	1	227
N18	1	95	201	306	.8	5	3	1054	1.41	9	5	ND	1	7	2	2	2	35	.42	.014	2	11	.60	127	.06	2	.88	.01	.06	1	444
SE 89-1	4	213	2445	7473	1.5	12	2	230	.62	2	5	2	1	2	28	2	2	5	.23	.002	2	10	.29	11	.01	2	.19	.01	.02	1	1531
SE 89-2	3	110	44	35	.2	6	1	439	.64	2	5	ND	1	4	1	2	2	6	.12	.002	2	5	.44	13	.02	2	.45	.01	.03	1	75
SE 89-3	3	223	1142	3574	2.2	9	1	238	.61	2	5	2	1	3	14	2	2	6	.56	.001	2	8	.47	40	.01	4	.65	.01	.04	1	2207
SE 89-4	3	708	56	44	1.0	11	9	922	2.77	6	5	ND	1	4	1	2	2	20	.25	.013	2	9	.89	29	.06	2	.54	.01	.07	1	21
SE 89-5	4	825	7382	15443	29.0	10	3	577	1.27	4	5	ND	1	13	144	2	2	10	1.00	.006	2	8	.30	31	.01	4	.32	.01	.03	1	1719
SE 89-6	2	311	602	2460	.7	16	18	2996	4.93	9	5	ND	1	34	13	2	2	130	.60	.029	3	26	3.90	31	.04	4	2.15	.02	.08	1	99
SE 89-7	3	50	14	53	.2	9	11	784	4.84	14	5	ND	1	44	1	2	2	59	1.64	.042	5	14	1.10	15	.09	1	2.24	.02	.13	1	19
SE 89-8	2	302	358	950	.3	8	2	1237	1.12	32	5	ND	1	21	5	13	2	19	4.25	.006	2	7	.65	93	.01	7	.53	.01	.02	1	230
SE 89-9	3	303	1238	1376	2.1	9	1	456	.63	2	5	ND	1	6	9	2	2	10	.35	.001	2	9	.35	23	.01	2	.30	.01	.01	1	113
SE 89-10	1	80	102	131	.9	11	19	1537	4.83	15	5	ND	1	36	2	2	2	156	2.05	.046	4	17	2.16	89	.25	2	3.76	.29	.13	1	35
SE 89-11	1	101	45	80	.1	5	4	1073	1.04	6	5	ND	1	5	1	2	2	28	.24	.006	2	11	1.32	25	.04	2	.87	.01	.03	1	34
SE 89-12	3	40	19	47	.1	3	4	594	1.17	5	5	ND	1	4	1	2	2	30	.19	.007	2	9	1.01	39	.05	2	.65	.01	.04	1	26
SE 89-13	3	87	22	53	.1	8	3	472	.91	5	5	ND	1	7	1	2	2	17	.32	.005	2	9	.52	23	.03	2	.67	.01	.05	1	207
SE 89-14	2	38	7	61	.1	9	9	1517	2.85	10	5	ND	1	6	1	2	3	77	.34	.022	2	9	1.85	35	.16	4	1.53	.01	.07	1	25
SE 89-15	2	25	10	13	.1	5	2	318	.50	2	5	ND	1	5	1	2	2	10	.20	.002	2	5	.20	14	.02	2	.36	.01	.03	1	415
SE 89-15	1	186	15	75	.3	8	10	1815	2.44	9	5	ND	1	6	1	2	2	64	.27	.020	2	31	1.76	51	.10	3	1.24	.01	.07	1	345
STD CAU-R	18	62	37	132	7.2	73	30	1016	3.38	42	16	7	38	51	18	14	19	59	.47	.090	38	56	.38	177	.07	34	1.81	.06	.13	13	490

• ASSAY REQUIRED FOR CORRECT RESULT •

SAMPLE#	Mo PPM	Cu PPM	Pb PPM	Zn PPM	Ag PPM	Ni PPM	Ce PPM	Mn PPM	Fe %	As PPM	U PPM	Au PPM	Tb PPM	Sr PPM	Cd PPM	Sb PPM	Bi PPM	V PPM	Ca %	P %	La PPM	Cr PPM	Mg %	Ba PPM	Ti %	B PPM	Al %	Na %	K %	V PPM	Au* PPB
N-19	1	53	47	55	4.4	28	11	1542	2.48	26	5	ND	7	5	1	2	2	66	.09	.019	7	27	1.31	84	.08	6	1.63	.01	.09	1	470
N-20	7	61	44	31	16.2	70	7	784	12.34	46	6	ND	10	3	1	2	2	49	.13	.012	5	22	.96	10	.08	5	1.21	.01	.09	1	73
N-21	19	115	19	22	4.5	77	12	357	17.59	45	5	ND	5	1	1	4	2	44	.09	.013	3	15	.46	9	.05	8	.61	.01	.06	2	29
N-22	2	50	21	55	2.4	19	6	1437	2.77	36	5	ND	5	4	1	4	2	78	.16	.021	6	28	1.81	57	.12	7	1.64	.01	.06	1	173
N-23	6	346	21	83	5.4	206	74	911	9.91	26	6	ND	13	4	1	2	2	99	.13	.025	10	38	1.61	16	.11	6	1.71	.01	.13	1	56
SE-89-17	1	48	9	18	1.9	13	8	213	4.85	13	5	ND	8	7	1	2	2	155	.06	.024	4	38	.39	44	.26	7	.62	.01	.15	2	26
SE-89-18	1	45	20	42	2.5	11	6	942	6.34	13	5	ND	5	3	1	2	2	224	.04	.037	4	44	1.13	45	.33	6	1.66	.02	.09	2	96
SE-89-19	1	135	15	61	.2	19	15	875	4.59	2	5	ND	5	47	1	2	2	124	1.73	.044	9	12	1.15	51	.25	6	3.25	.07	.09	1	7
SE-89-20	1	56	12	53	.2	14	12	769	4.46	2	5	ND	6	39	1	2	2	49	2.10	.028	8	12	1.37	38	.09	6	5.72	1.40	.09	1	6
SE-89-21	1	81	16	64	.2	12	19	2262	5.28	3	5	ND	3	6	1	2	2	104	.56	.050	3	8	2.36	37	.22	6	2.55	.03	.12	1	17
SE-89-22	1	36	11	52	.2	29	17	1301	6.06	14	5	ND	8	30	1	2	2	40	4.73	.044	16	9	1.04	35	.01	5	1.97	.01	.16	1	16
SE-89-23	2	32	10	39	.1	8	7	215	5.22	13	5	ND	11	31	1	2	2	57	.89	.060	10	10	.37	56	.29	7	1.77	.07	.18	3	1
SE-89-24	3	25	14	30	10.4	5	3	329	.75	4	5	ND	2	1	1	4	2	7	.01	.002	2	10	.06	5	.01	8	.18	.01	.02	2	807
SE-89-24A	4	44	36	49	20.1	13	12	1122	.97	10	5	ND	2	1	1	2	2	12	.02	.003	2	12	.13	10	.01	8	.27	.01	.03	1	1396
SE-89-25	1	67	6	70	.1	14	18	955	5.15	2	5	ND	5	38	1	2	3	162	2.74	.042	6	17	1.30	71	.22	7	4.71	.14	.22	1	16
SE-89-26	1	48	7	84	.1	13	21	1222	6.01	2	5	ND	1	13	1	2	2	107	.84	.048	5	20	2.60	36	.33	6	3.84	.05	.12	1	1
SE-89-27	1	85	3	74	.1	11	20	1034	5.24	2	5	ND	7	171	1	2	2	137	2.29	.042	7	18	1.79	42	.15	7	5.00	.46	.29	1	11
SE-89-28	1	31	16	53	.1	8	11	1695	10.55	2	5	ND	5	17	1	2	2	83	.36	.024	13	13	1.17	73	.17	5	2.32	.01	.12	1	35
SE-89-29	2	46	6	33	.1	17	10	1250	4.12	14	5	ND	7	6	1	2	2	101	.35	.030	6	23	1.19	30	.09	7	1.59	.01	.09	1	25
SE-89-30	3	24	16	21	3.0	12	2	290	.81	9	5	ND	1	2	1	3	2	13	.05	.004	2	12	.29	16	.02	8	.47	.01	.02	1	227
SE-89-31	3	10	9	22	14.2	12	3	832	.66	2	5	ND	1	2	1	2	2	7	.04	.002	2	11	.11	12	.01	7	.20	.01	.01	1	102
STD C/AU-R	18	64	42	132	7.0	75	30	1021	4.20	37	21	8	41	53	19	16	17	61	.50	.092	40	55	.86	191	.07	36	2.00	.05	.14	11	505

GUINET MANAGEMENT FILE # 89-1133

SAMPLE#	Mo	Cu	Pb	Zn	Ag	Ni	Co	Mn	Fe	As	U	Au	Th	Sr	Cd	Sb	Bi	V	Ca	P	La	Cr	Hg	Ba	Tl	B	Al	Na	K	V	Au*
	PPM	PPM	PPM	PPM	PPM	PPM	PPM	PPM	%	PPM	PPM	PPM	PPM	PPM	PPM	PPM	PPM	PPM	%	%	PPM	PPM	%	PPM	%	PPM	%	%	%	PPM	PPM
TR89-7-1	1	40	206	485	2.9	23	18	944	4.56	10	8	ND	2	4	3	2	29	.22	.031	3	28	1.04	22	.01	8	1.15	.01	.19	1	61	
TR89-7-2	2	153	1062	2422	3.3	9	6	331	1.75	5	5	ND	1	8	16	2	12	.29	.029	2	9	.56	54	.01	8	.85	.01	.12	1	36	
TR89-7-3	1	157	286	1930	3.9	11	9	284	2.73	7	5	ND	1	5	11	2	11	.09	.022	2	30	.55	45	.01	12	.86	.01	.10	1	92	
TR89-7-4	2	244	1145	6773	5.0	14	6	461	2.07	11	7	ND	2	3	40	4	2	11	.07	.012	2	17	1.19	22	.01	13	1.01	.01	.12	1	135
TR89-7-5	2	81	1035	4704	.5	10	5	532	1.07	4	5	ND	1	3	31	2	2	11	.10	.005	2	9	1.19	25	.01	5	.86	.01	.06	1	57
STD C/AU-R	19	64	43	134	7.1	75	31	1021	4.10	44	18	6	38	53	19	15	21	62	.52	.096	40	55	.93	184	.07	39	1.37	.06	.13	13	510

SAMPLE#	AU* ppb
SE-89-32	101
SE-89-33	4490
SE-89-34	2150
SE-89-35	230
SE-89-36	72
SE-89-37	240

SAMPLE#	Ag PPM	Au* PPB
BB-1	.1	3
C-89-1	.3	1
C-89-2	.8	34
SE-89-38	.1	67
SE-89-39	.4	380
SE-89-40	1.8	124
SE-89-41	.8	8
SE-89-42	.2	6
SE-89-43	.1	38
SE-89-44	.1	34
SE-89-45	.1	2
SE-89-46	.7	16
SE-89-47	13.3	220
SE-89-48	.1	83
SE-89-49	.5	210
STD C/AU-R	6.9	480

SCHEDULE "A"

FLOW-THROUGH SHARE SUBSCRIPTION AGREEMENT

THIS AGREEMENT is made and dated for reference the _____ day of _____, 1989

BETWEEN:

Those persons who have subscribed for flow-through units pursuant to the Prospectus of Worthington Resources Corporation with an effective date of _____, 1989

(the "Subscribers")

OF THE FIRST PART

AND:

Worthington Resources Corporation, a company incorporated pursuant to the laws of British Columbia and having an office at 407 - 1045 Howe Street, Vancouver, British Columbia

(the "Company")

OF THE SECOND PART

WHEREAS:

A. The Company has certain interests in mining resource properties situated in Canada (collectively the "Property");

B. The principal business of the Company is mining or exploring for minerals;

C. The Company intends to carry out an exploration program that may include geophysical surveys, seismic testing, underground and surface diamond drilling programs, metallurgical studies and underground drifting on the Property to determine the existence, location, extent and quality of the mineral resources located thereon (the "Exploration Program") all as more fully described in the Company's Prospectus (as hereinafter defined);

D. The Company anticipates that the Expenses incurred in performing the Exploration Program (the "Exploration Expenditures") will constitute Canadian Exploration Expense ("CEE") within the meaning of subparagraph 66.1(6)(a)(iii) of the

Income Tax Act of Canada (the "Act");

E. The Subscriber has agreed to subscribe for "flow-through" common shares of the Company (the "Subscriber's Contribution") and the Company has agreed to apply the Subscriber's Contribution to carry out the Exploration Program and to renounce the Exploration Expenditures associated therewith to the Subscriber in accordance with the terms of this Agreement;

F. This Agreement is the Flow-Through Share Subscription Agreement referred to in the Prospectus of the Company and it sets out:

- (a) the manner in which the Company shall renounce the Exploration Expenditures associated with the Exploration Program to the Subscriber;
- (b) the manner in which the Exploration Expenditures will be incurred and the flow-through shares will be issued;
- (c) the manner in which the Company shall account for the Exploration Expenditures and certain other material provisions.

NOW THEREFORE in consideration of the premises and covenants and agreements herein contained the parties agree as follows:

1. Definitions

- (a) Except as may be otherwise specifically provided herein, each word or phrase used herein shall have the same meaning as in the Company's Prospectus.
- (b) "Prospectus" means the Prospectus of the Company, bearing an effective date of _____, 1989, prepared and filed by the Company at the offices of the Superintendent of Brokers for the Province of British Columbia and the Vancouver Stock Exchange in connection with the transactions contemplated in this Agreement.

2. Payment of Subscription Price

Each Subscriber hereby acknowledges that he has advanced funds pursuant to the Company's Prospectus and pursuant to this Agreement prior to December 31, 1989 as his subscription for flow-through shares.

3. Deposit of Subscriber's Contribution and Issuance of Shares

Upon receipt of the Subscriber's Contribution the Company undertakes with the Subscriber that:

- (a) it will deposit the Subscriber's Contribution in a separate bank account (the "Exploration Account") established by the Company for the purpose of financing the Company's Exploration Program;
- (b) the Company will issue share certificates to the Subscriber representing such number of shares as shall have been subscribed for.

4. Additional Investors to Participate in Exploration Program

The Subscriber acknowledges that he is aware that the Company is and will be entering into agreements similar to this Agreement with other Subscribers to the Company's Prospectus and that funds received by the Company pursuant to the terms of such agreements shall also be deposited in the Exploration Account. The Subscriber further acknowledges that any interest accruing on the Exploration Account shall accrue solely to the benefit of the Company.

5. Application of the Exploration Account

The Company agrees to apply all funds deposited in the Exploration Account exclusively for the purpose of performing the Exploration Program and the Company agrees to apply such funds to incur expenditures (the "Exploration Expenditures") which qualify as CEE, within the meaning of sub-paragraph 66.1(6)(a)(iii) of the Act, other than "Canada Exploration and Development Overhead Expenses" as defined in Regulation 1206 of the Act.

6. Schedule For Exploration Expenditures

The Company agrees to use its best efforts to expend the Exploration Account in the manner described in Paragraph 5 on or before March 1st, 1990 and, in the event that any balance remains in the Exploration Account at that date, such balance will be expended by the Company to fund Exploration Expenditures as soon as is practical in the circumstances, but in any event prior to the last day of the twenty-fourth month following the date of this Agreement (the "Termination Date").

7. Representations and Warranties of the Company

The Company represents and warrants to the Subscriber that:

- (a) the Company is a reporting company duly organized, validly existing and in good standing under the laws of the Province of British Columbia and has full corporate power to conduct its business as such business is now being conducted;
- (b) there are no claims, actions, suits, judgments, litigation or proceedings pending against or affecting the Company which will or may have a material adverse effect upon the Company, nor does it know or have any reasonable ground to know of any basis for any such claims, actions, suits, judgments, litigation or proceedings;
- (c) the entering into of this Agreement by the Company has been duly authorized by the Board of Directors of the Company;
- (d) it has the full power and authority to enter into and to perform this Agreement and to do all other acts which may be necessary to consummate the transactions contemplated in the Agreement;
- (e) it has an authorized capital of 300,000,000 shares consisting of 100,000,000 common shares without par value, 100,000,000 Class "A" Preference shares with a par value of \$1.00 each and 100,000,000 Class "B" Preference shares with a par value of \$5.00 of which 1,320,160 common shares are issued and outstanding as fully paid and non-assessable, prior to the Offering described in the Prospectus;
- (f) the issue of shares will, at the time of their delivery, have been approved by all requisite corporate action and will, upon issue and delivery, be validly issued and outstanding as fully paid and non-assessable;
- (g) the Company has no reason to believe that the Exploration Account will not be expended on Exploration Expenditures on or before March 1st, 1990.
- (h) subject to Paragraph 19, there will be no consent, approval, authorization, order or agreement of any other person, including, without limiting the generality of the foregoing, any securities commission or similar authority in Canada, which may be required for the issuance of the shares and their delivery to the Subscriber, not obtained and not in effect on the date of delivery of the share certificates;

- (i) it is a "principal-business corporation" within the meaning prescribed by paragraph 66(15)(h) of the Act;
- (j) the shares issued under the terms of this Agreement will qualify as "flow-through shares" as described in paragraph 66(15)(d.1) of the Act; and
- (k) the Company will at all times deal with each Subscriber at arm's length.

8. Company to File Copy of Agreement with Revenue Canada

The Company will file, together with a copy of this Agreement, the prescribed form referred to in subsection 66(12.68) of the Act with the Minister of National Revenue on or before the last day of the month following the earlier of:

- (a) the month in which this Agreement is entered into; and
- (b) the month in which any "selling instrument", as that term is defined in paragraph 66(15)(h.1) of the Act, relating to this Agreement is first delivered to the Subscriber or other potential investor of the Company.

9. Company to Renounce Exploration Expenditures in Favour of Subscriber

The Company agrees within the period set out below and in accordance with the provisions of subsection 66(12.6) of the Act, to renounce in favour of the Subscriber (together with the other parties who have made contributions to the Exploration Account) the amount of Exploration Expenditures incurred by it under the Exploration Program during the period specified, less the amount of any Canadian Exploration Incentive Program grants received, entitled to be received, or reasonably may be expected to be received by the Company that are related to the Exploration Expenditures:

<u>Renunciation</u>	<u>Period of Renunciation</u>	<u>Effective Date of Renunciation</u>	<u>Exploration Expenses to be Renounced</u>
1.	January 1st, 1990 to January 31, 1990	December 31, 1989	Any and all Exploration Expenditures incurred from the date hereof to December 31, 1989

- | | | | |
|----|--|----------------------|---|
| 2. | March 1, 1990
to March 31st
1990 | December 31,
1989 | Any and all
Exploration
Expenditures
incurred from
January 1,
1990 to March
1, 1990 |
| 3. | January 1st
1991 to
January 31,
1991 | December 31,
1990 | Any and all
Exploration
Expenditures
incurred from
March 1, 1990
to December
31, 1990 |
| 4. | March 1, 1991
to March 31st
1991 | December 31,
1990 | Any and All
Exploration
Expenditures
from January
1, 1991 to
February 28,
1991 |
| 5. | The
Termination
Date as
Defined in
paragraph 6
to 30 days
after the
Termination | Termination
Date | Any and all
Exploration
Expenditures
incurred from
March 1, 1991
to
Termination
Date |

10. **Company to File Prescribed Form in
Respect of Renunciation**

The Company will file in respect of each Renunciation specified in Paragraph 9 on or before the last day of the month following the date of such Renunciation, an information return with the Minister of National Revenue in the form prescribed by subsection 66(12.7) of the Act.

11. **Allocation of Exploration Expenses**

For purposes of determining the extent to which the Subscriber's Contribution has been the subject of a Renunciation described in Paragraph 9, the total amount expended out of the Exploration Account on Exploration Expenditures will be allocated between the Subscriber and those other persons who have contributed to the Exploration Account on a basis pro rata to the amounts of their respective subscription contributions.

12. No Renunciation to Third Parties

The Company agrees not to renounce any Exploration Expenditures in respect of its Exploration Program in favour of any person other than the Subscriber and the other parties who have contributed to the Exploration Account.

13. Company Not to Claim a Deduction in Respect of the Exploration Expenditures

The Company acknowledges that it has no right to claim any deduction for CEE or depletion of any sort in respect of the Exploration Expenditures and covenants not to claim any such deduction where preparing its tax returns from time to time.

14. Company Not to Receive any Assistance in Respect of the Exploration Expenditures

The Subscriber acknowledges that the Company will apply for Canadian Exploration Incentive Program ("CEIP") grants in respect of Exploration Expenditures to be renounced to the Subscriber and that the Company may, but is under no obligation to, elect to allocate to the Subscriber any or all entitlement to the CEIP grant. The Subscriber further acknowledges that the amount of Exploration Expenditures renounced by the Company will be reduced by the amount of CEIP grants to which the Company is entitled. The Company acknowledges that it is not entitled to receive any other assistance, as defined in paragraph 66(15)(a.1) of the Act, in respect of the Exploration Expenditures or the Exploration Program; save and except a grant under CEIP.

15. Company to Maintain Accounts

The Company will maintain proper accounting books and records relating to the Exploration Expenditures, and during the currency of this Agreement.

16. No Dissemination of Confidential Information

The Company will be entitled to hold confidential all exploration and production information relating to any program on which any portion of the Subscriber's Contribution is expended pursuant to this Agreement and it will not be obligated to make such information available to the Subscriber except in the manner and at such time as it makes any such information available to its shareholders.

17. Subscriber Not to Acquire any Interest in the Property

The Subscriber will not, as a result of the Company

incurring any Exploration Expenditures associated with its Exploration Program or by reason of this Agreement, acquire any interest in or to the Property.

18. While it is the present intention of the Company to undertake the Exploration Program, the data and information acquired during the conduct of an exploration program may cause the Company to alter the initially proposed program of exploration and the Company expressly reserves the right to alter the Exploration Program on the advice of its technical staff or consultants and further reserves the right to substitute other exploration programs on which to expend part of the subscriber's Contribution provided such programs entail the incurrence of CEE as defined in subparagraph 66.1(6)(a)(iii) of the Act, should such change of program be deemed to be in the best interest of the Company by its Board of Directors.

19. Regulatory Approval

This Agreement is subject to the Company obtaining all approvals which it considers may be required for regulatory bodies or stock exchanges having jurisdiction in respect of the transaction described herein. In the event that the Company shall, for any reason whatsoever, fail to obtain regulatory approval of this Agreement prior to December 31, 1989, any funds advanced to the Company shall be immediately repaid together with interest thereon at the prime rate of the Royal Bank of Canada plus one percent (1%) per annum, from the date of advancement of the fund to the Subscriber in proportion to his contribution to the fund advanced to the Company.

20. Execution of Additional Agreements

The Parties hereto each covenant and agree to execute and deliver such further agreements, documents and writings, and provide such further assurance as may be required by the parties to give effect to this Agreement, and without limiting the generality of the foregoing, to do all acts and things, execute and deliver all documents, agreements and writings, and provide such assurances, undertakings, information, pooling agreements and investment letters as may be required from time to time by all regulatory or governmental bodies or stock exchanges having jurisdiction over the Company's affairs or as may be required from time to time under the Act and the Regulations thereunder.

21. Force Majeure

If the Company is prevented or delayed from performing any of its obligations hereunder or from incurring Exploration Expenditures or in carrying out any programs contemplated hereby by reason of any Act of God, strike, labour dispute, lockout, threat of imminent strike, fire, flood, interruption or delay in

transportation, war, insurrection or mob violence, requirements or regulation of government or statute, unavoidable casualties, shortage of labour, equipment or materials, plant breakdown or failure of operating equipment or any disabling cause without regard to the foregoing enumeration beyond its control or which cannot be overcome by the means normally employed in performance, then and in every such event, any such prevention or delay shall not constitute a breach of this Agreement but performance of any of the said obligations or requirements to incur Exploration Expenditures or to perform any such program shall be suspended during such period of disability and the period of all such delays resulting from any such causes shall be excluded in computing the time within which anything required to be permitted by the Company is to be done hereunder, it being understood that the time within which anything is to be done, or made pursuant hereto, shall be extended by the total of all such delays.

22. Notices

Any notice given under this Agreement shall be deemed to be well and sufficiently given if delivered when delivered or two days after it is deposited in a postal box in Canada as registered or certified mail, postage prepaid, addressed as follows:

If to a Subscriber:

To his address as stated to the Company by the Subscriber (or his fiscal agent, as the case may be) at the time of the issuance of flow-through shares to the Subscriber;

If to the Company:

To the address of its registered and records office in British Columbia from time to time;

Provided that any Subscriber may, by notice so given to the Company from time to time, change his address for further notice hereunder.

23. Incorporation and Binding Effect

This Agreement sets out the terms and conditions which apply to the contracts of subscription made between the Subscribers and the Company for flow-through shares to be issued pursuant to the Company's Prospectus, and it is binding upon each Subscriber and upon the Company as of the day and year first above written.

24. Governing Law

This Agreement shall be deemed to have been made in the Province of British Columbia and shall be construed in accordance with the laws of that Province.

25. Time of the Essence

Time is of the essence in this Agreement.

26. Interpretation

Whenever the singular and neuter are used throughout this Agreement, the same shall be construed as meaning the plural or the feminine or masculine or a body corporate where the context of the parties so require.

27. Entire Agreement

This Agreement supercedes all prior negotiations between the parties with respect to the matters herein referred to and contains the entire agreement between the parties hereto and may be modified only by an instrument in writing signed by the party against whom modification is asserted.

28. This Agreement shall ensure to the benefit of and be binding upon the parties hereto and each of their heirs, executors, administrators, successors and assigns.

IN WITNESS WHEREOF the parties hereto have executed this Agreement as of the day and year first above written.

SIGNED, SEALED AND DELIVERED BY)

in the presence of:

WITNESS

THE COMMON SEAL OF WORTHINGTON)
RESOURCES CORPORATION, was)
hereunto affixed in the)
presence of)

c/s

AUTHORIZED SIGNATORY

SCHEDULE "B"

POWER OF ATTORNEY

TO: WORTHINGTON RESOURCES CORPORATION
407 - 1045 Howe Street
Vancouver, British Columbia

(the "Company")

RE: Flow-Through subscription agreement ("Flow-Through Agreement") and participation in the flow-through Offering pursuant to the Company's Prospectus dated _____, (the "Prospectus")

The undersigned investor hereby irrevocably nominates, constitutes and appoints the President or the Secretary of the Company (the "Attorney"), with full power of subscription, as his agent and true and lawful Attorney to act on behalf of the undersigned with full power and authority in his name, place and stead to execute, acknowledge, date, deliver, file and record as an where the Attorney considers it appropriate, the Flow-Through Agreement in the form which accompanies the Prospectus as Schedule "A" thereto, and any amendment, change or modification of that Agreement, subject to the terms of the Flow-Through Agreement.

The undersigned agrees to be bound by any representation and action of the Attorney made or taken in conformity with this Power of Attorney. This Power of Attorney shall be irrevocable and shall bind the undersigned, his heirs, executors, administrators, successors and assigns, as the case may be, notwithstanding the death, incapacity or bankruptcy of the undersigned.

The Attorney shall have the power to execute the Flow-Through Agreement in the name of the undersigned pursuant to this Power of Attorney by affixing his signature thereto with the indication that the Attorney is acting on behalf of the undersigned.

DATED this _____ day of _____, 1989

THIS POWER OF ATTORNEY MUST BE DULY EXECUTED AND RETURNED BY THE UNDERSIGNED TO THE AGENT OR SELLING PARTICIPANT BY THE END OF THE FIRST COMPLETE CALENDAR MONTH AFTER THE OFFERING DAY OR THE UNDERSIGNED WILL NOT BE ENTITLED TO RECEIVE ANY "FLOW THROUGH" TAX TREATMENT FOR HIS SUBSCRIPTION.

If the Undersigned is an individual:

SIGNED, SEALED AND DELIVERED)
by the Undersigned in the)
presence of:)

SIGNATURE)

NAME OF WITNESS)

ADDRESS)

OCCUPATION)

SIGNATURE OF UNDERSIGNED)

NAME OF UNDERSIGNED)
(PLEASE PRINT)

RESIDENT ADDRESS)

If the Undersigned is a corporation:

The Common Seal of)
the Undersigned)
was hereunto affixed in the)
presence of :)

AUTHORIZED SIGNATORY)

NAME (PLEASE PRINT))

OFFICE)

NAME OF CORPORATION)

PER: _____)

TITLE: _____)

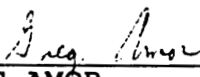
ADDRESS: _____)

CERTIFICATE OF THE DIRECTORS AND PROMOTERS

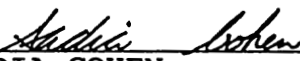
DATED: DECEMBER 21, 1989

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.

THE COMPANY

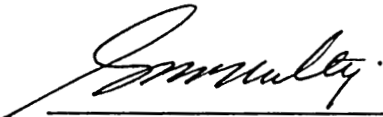


GREG AMOR
Chief Executive Officer,
Director and Promoter



SADIA COHEN
Chief Financial Officer
and Promoter

ON BEHALF OF THE BOARD OF DIRECTORS



GERALD McNULTY
Director and Promoter

CERTIFICATE OF THE AGENT

DATED: DECEMBER 21, 1989

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.

UNION SECURITIES LTD.

Per:



NORMAN THOMPSON