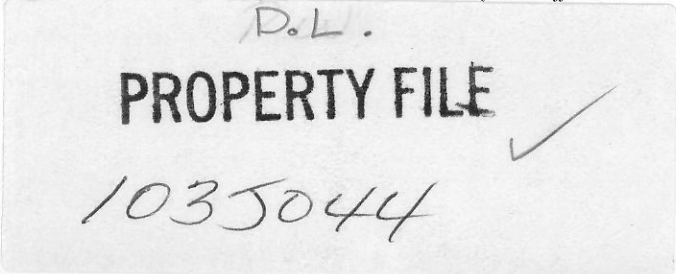


The Securities offered for sale through this Prospectus may only be lawfully offered for sale in those jurisdictions in which this Prospectus is filed and therein only by persons permitted to sell such securities. No securities commission or other similar authority in Canada upon the merits of the Securities offered hereunder and any representation to the contrary is an offence.

018168

NEW ISSUE



PROSPECTUS
DATED: September 21, 1987

ST. EDWARDS MINERALS LTD.

910 - 470 Granville Street
Vancouver, British Columbia
V6C 1V5

(Hereinafter called the "Issuer")

450,000 common shares @ 0.35 per share

DISTRIBUTION SPREAD

	Price to the Public	Commission	Net Proceeds to the Issuer *
Per Share	\$0.35	\$0.05	\$0.30
Total	\$157,500	\$22,500	\$135,000

* Before deduction of legal, audit and printing expenses payable by the Issuer estimated to be \$15,000.

There is no market through which these Securities may be sold. The price of the common shares was determined by negotiation between the Agent and the Issuer.

A purchase of the Securities offered by this Prospectus must be considered as speculation. The Issuer has no operating history and is just commencing operations. For further particulars reference should be made to the heading "Risk Factors" on page 7 hereof.

The Vancouver Stock Exchange has conditionally listed the Securities being offered pursuant to this Prospectus. Listing is subject to the Company fulfilling all of the listing requirements of the Vancouver Stock Exchange on or before April 11, 1988, including prescribed distribution and financial requirements.

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

Upon completion of this offering, if all the shares are sold, this issue will represent 27.95% of the shares then outstanding as compared to 46.58% that will then be owned by the promoters, directors, senior officers and controlling persons of the Issuer. Refer to the heading "Principal Holders of Securities" on page 10 herein for details of shares held by directors, senior officers, promoters and controlling persons.

The offering price of \$0.35 per share exceeds the net tangible book value per share by \$0.141, after giving effect to the Offering, representing a dilution of 40.29%.

This offering is subject to a minimum subscription of 450,000 shares. For further particulars, reference should be made to the heading "Minimum Offering" on page 2 hereof.

We, as Agent, conditionally offer these Securities subject to prior sale, if, as and when issued by the Issuer and accepted by us in accordance with the conditions contained in the agency agreement referred to under "Plan of Distribution" on page 2 of this Prospectus subject to the approval of all legal matters on behalf of the Issuer by Campney & Murphy, Vancouver, British Columbia.

HAYWOOD SECURITIES INC.

1100 - 400 Burrard Street
Vancouver, British Columbia

EFFECTIVE DATE: October 14, 1987

TABLE OF CONTENTS

	Page
DISTRIBUTION SPREAD	Front Cover
(1) SUMMARY	1
(2) PLAN OF DISTRIBUTION	2
(3) USE OF PROCEEDS TO ISSUER	3
(4) SHARE CAPITAL STRUCTURE	4
(5) NAME AND INCORPORATION OF ISSUER	4
(6) DESCRIPTION OF BUSINESS AND ASSETS OF ISSUER	5
(7) RISK FACTORS	7
(8) PROMOTERS	8
(9) PENDING LEGAL PROCEEDINGS	8
(10) DIRECTORS AND OFFICERS	8
(11) EXECUTIVE COMPENSATION	9
(12) ESCROWED SECURITIES	9
(13) POOLED SHARES	10
(14) PRINCIPAL HOLDERS OF SECURITIES	10
(15) OPTIONS TO PURCHASE SECURITIES	10
(16) PRIOR SALES	11
(17) INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS	11
(18) MATERIAL CONTRACTS	11
(19) AUDITOR, TRANSFER AGENT AND REGISTRAR	11
(20) OTHER MATERIAL FACTS	11
(21) DIVIDEND RECORD	11
(22) STATUTORY RIGHTS OF RESCISSION AND WITHDRAWAL	12
FINANCIAL STATEMENTS AND REPORT OF AUDITOR	
ENGINEERING REPORT DATED APRIL 6, 1987 ON THE ISSUER'S PROPERTY PREPARED BY REBAGLIATI GEOLOGICAL CONSULTING LTD.	
CERTIFICATES OF THE DIRECTORS, PROMOTER AND AGENT	

(6) DESCRIPTION OF BUSINESS AND ASSETS OF ISSUER

An engineering report dated April 5, 1987 has been prepared by M. Rebagliati, P.Eng. with respect to the Issuer's Durina Island project. A copy of the engineering report is included with and forms part of this Prospectus. The disclosure in this item contains excerpts from the engineering report.

Background and Property

(a) Property Acquisition

Pursuant to an agreement (the "Agreement") dated December 1, 1986 as amended on May 15, 1987, with Gerald Carlson (the "Vendor") of 1740 Orchard Way, West Vancouver, B.C., the Issuer acquired an option to acquire a 100% interest in the Durina Island property (the "Property") as follows:

- i) \$5,000 to be paid to the Vendor upon signing of the Agreement;
- ii) a further \$5,000 to be paid to the Vendor at the earlier of December 1, 1987 or within 10 days after completion of a Public Offering;
- iii) a minimum expenditure of \$125,000 on exploration and development of the Property on or before December 31, 1987, whereupon the Issuer will earn a 50% interest;
- iv) a further \$125,000 expenditure on exploration and development of the Property on or before December 31, 1988, whereupon the Issuer will earn an additional 50% interest subject to item (v) herein referred to;
- v) a 2.5% Net Smelter Return to be retained by the Vendor.

(b) Description of Property

The Property is located in the Skeena Mining Division, British Columbia and consists of eight claims totalling 49 units as follows:

<u>Claim Name</u>	<u>Record Number</u>	<u>Units</u>	<u>Expiry Date</u>
Kathleen 1	5176	15	3 March 88
Kathleen 2	5177	4	3 March 88
Kathleen 3	5178	6	3 March 88
Kathleen 4	5179	6	3 March 88
Grant 1	5923	6	4 March 88
Grant 2	5924	2	4 March 88
Grant 3	5925	1	4 March 88
Grant 4	5926	9	4 March 88

The Property is located primarily on Durina Island in West Central British Columbia, approximately 32 km northwest of Prince Rupert. Access to the Property is available by boat or aircraft only.

(c) Regional and Property Geology

The project area lies within the Alexander Terrane which, in Alaska and northwestern British Columbia, hosts several large, precious metal-rich, volcanogenic massive sulphide deposits such as Greens Creek and Windy Craggy. The most favourable lithologies include Triassic volcanics and sedimentary rocks, with mineral deposits occurring in localized basins, possibly associated with high level sill emplacement.

The claims are underlain by a bimodal suite of volcanic rocks comprising quartz-eye rhyolite flows and tuffs, basaltic flows and pyroclastics and by chemical and clastic sedimentary strata of early Jurassic age. A thickening sedimentary section in the southern portion of the project area is evidence of a local basin. These units have been intruded by a number of dioritic sills and dikes, some of which are pyritic. A major granodioritic pluton, which may be in fault contact with the volcanics and sediments, outcrops on the west side of Durina Island.

Detailed mapped and rock geochemical sampling have identified cherty graphitic horizons near the top of the volcanic pile, which are enriched in zinc and silver and are roughly coincident with magnetic and electromagnetic anomalies. Alteration within the felsic pyroclastic rocks, including pyritization, silicification and local sericitization, is also marked by Na depletion and local enrichment of base metals. These altered zones appear to grade laterally to the metal-enriched sedimentary horizons.

(d) Exploration History

In 1983, Billiton Canada Ltd. carried out a reconnaissance exploration program over an area encompassing the Property. As a result of finding geology favourable for the deposition of volcanogenic massive sulphides, the area was staked. Further helicopter-borne surveying in the form of a DIGHEM survey, conducted in 1983, resulted in the establishment by Billiton of 12 grids over selected DIGHEM conductive zones. Geological, rock and soil geochemical, magnetic VLF-EM and horizontal loop electromagnetic surveys were carried out with several conductors being identified within favourable stratigraphy and diamond drill testing was considered warranted. Billiton subsequently ceased mineral exploration in B.C. prior to drill testing any of the conductors. Billiton currently holds the one-unit Mineral Grief claim which is entirely encompassed by the Grant 1 claim.

(e) Work Done to Date

The Issuer has expended some \$72,000 from January to April of this year to verify Billiton's work and to further define prospective units. This work involved geological mapping, prospecting, rock geochemical and litho-geochemical sampling.

(f) Recommended Program

E.M. Rebagliati has recommended a two-phase exploration program totalling \$285,000. The two-phase program will be directed towards the search for precious and base metals in the form of a precious metal-rich polymetallic sulphide deposit. Reference is made to the report by Rebagliati Geological Consulting Ltd. dated April 6, 1987, a copy of which is attached and forms a part of this Prospectus.

3. SHARE CAPITAL

Authorized

10,000,000 common shares, without par value

Issued

For cash

<u>Shares</u>	<u>\$</u>
<u>1,160,000</u>	<u>110,000</u>

- a) Included in issued share capital are 750,000 common shares, issued at \$.01 per share currently held in escrow as required by the Superintendent of Brokers for British Columbia.
- b) Included in issued share capital are 224,000 shares at \$.25 per share, the proceeds from which were used to incur expenditures on its mineral property which are eligible as renounceable Canadian Exploration Expenses and qualify for the mining exploration depletion allowance pursuant to the Canadian Income Tax Act.

4. RELATED PARTY TRANSACTIONS

During the year the company paid management fees of \$ 1,000 to a company controlled by a director.

5. STOCK OPTIONS

The company has granted director and employee incentive stock options enabling the holder to purchase up to 100,000 common shares at \$.35 per share. The options expire 5 years from the effective date of the company's prospectus.

6. OPERATIONS

The company was incorporated on May 15, 1984 and commenced operations in December, 1986.

7. SUBSEQUENT EVENT

Subject to regulatory approval the company has entered into an agency agreement whereby the company will issue 450,000 common shares for net proceeds of \$ 135,000.

ST. EDWARDS MINERALS LTD.

Report On The

DUNIRA ISLAND PROJECT

Skeena Mining Division

N.T.S. 103J/7

Latitude 54° 26' N

Longitude 130° 46' W

By

REBAGLIATI GEOLOGICAL CONSULTING LTD.

C.M. Rebagliati, P.Eng.

April 6, 1987

TABLE OF CONTENTS

	<u>Page</u>
SUMMARY	1
INTRODUCTION	3
LOCATION AND ACCESS	4
CLAIMS	4
EXPLORATION HISTORY	5
REGIONAL GEOLOGY	5
PROPERTY GEOLOGY, GEOCHEMISTRY AND GEOPHYSICS	7
CONCLUSIONS	9
RECOMMENDATIONS	10
PROPOSED BUDGET	12
REFERENCES	13
CERTIFICATE OF QUALIFICATIONS	14

LIST OF FIGURES

		<u>Following Page</u>
FIGURE 1	LOCATION MAP	4
FIGURE 2	CLAIM MAP	4
FIGURE 3	GRID J COMPILATION	7
FIGURE 4	GRIDS A & B COMPILATION	7
FIGURE 5	GRID D COMPILATION	8

SUMMARY

The Dunira Island massive sulphide project is located primarily on Dunira Island in West Central British Columbia, approximately 32 km northwest of Prince Rupert. No roads or settlements are on the islands; access is by boat or aircraft. Relief on the weakly forested islands is low to moderate.

Prior to 1983, only minor shoreline prospecting took place on the island. This early work resulted in the discovery of the copper-lead-zinc-silver Mineral Reef prospect on the northeast shore of Dunira Island. In 1983, Billiton Canada Limited undertook reconnaissance geological mapping and recognized the geological potential of the subaqueous volcanic rocks and related clastic and chemical sediments to host volcanogenic massive sulphide deposits. This work was followed, in 1983, by an airborne DIGHEM electromagnetic survey and, in 1984, by ground magnetic, electromagnetic, geochemical and detailed geological surveys. Prior to having the opportunity to drill test the priority conductors, Billiton withdrew from the exploration business in British Columbia and subsequently abandoned the claims.

Encouraged by Billiton's preliminary results, **St. Edwards Minerals Ltd.** staked the property in 1986, and in early 1987 undertook a program to verify Billiton's work and to further define prospective units.

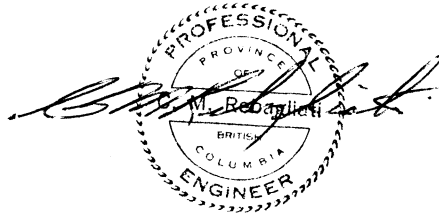
The project area lies within the Alexander Terrane which, in Alaska and North Western British Columbia, hosts several large precious metal-rich volcanogenic massive sulphide deposits.

The claims are underlain by a bimodal suite of volcanic rocks comprising quartz-eye rhyolite flows and tuffs, basaltic flows and pyroclastics and by chemical and clastic sedimentary strata of early Jurassic age. A thickening sedimentary section in the southern portion of the project area is evidence of a local basin. Detailed mapping and rock geochemical sampling have identified cherty graphitic horizons near the top of the volcanic pile, which are enriched in zinc and silver and emit coincident magnetic and electromagnetic anomalies.

Several electromagnetic conductors have been identified as occurring in a

geological environment favourable for hosting large precious metal-rich polymetallic massive sulphide deposits.

A two-phase success-contingent program of diamond drilling budgeted at \$85,000, and \$200,000 respectively, is recommended to assess the geophysical anomalies.



INTRODUCTION

In March 1987, Rebagliati Geological Consulting Ltd. was commissioned by the President of St. Edwards Minerals Ltd., to make an appraisal of the Company's Dunira Island project situated 32 km northwest of the port of Prince Rupert.

Exploration on Dunira and nearby islands prior to 1983 was limited to prospecting. In 1982, W.W. Hutchinson of the Geological Survey of Canada in Memoir 394 noted that the strata on Dunira and the neighbouring islands correlated with the Alexander Terrane of Alaska and North Western British Columbia. Billiton Canada Ltd., in 1983, undertook a program to evaluate the geological potential of the Lower Jurassic volcanic and sedimentary rocks to host volcanogenic polymetallic massive sulphide deposits. Satisfied that the geological environment was favourable, Billiton initiated an integrated geological, geochemical and geophysical program. Prior to being able to evaluate any of the favourable anomalies, Billiton withdrew from mineral exploration in British Columbia.

St. Edwards Minerals acquired the property in 1986 and, in 1987, undertook geological and geochemical investigations to substantiate Billiton's results.

This report is based upon the writer's knowledge of the area gained by a study of all available data, including government publications, assessment and company reports, and an examination of the property made on March 2 and 3, 1987. The writer has relied heavily upon the excellent report prepared by Mr. Michael S. Carr and D.R.B. Rainsford of Billiton Canada Ltd.

LOCATION AND ACCESS

The project area is centered at 54° 26' N latitude and 130° 46' W longitude in West Central British Columbia on Dunira, Melville and Conductor Islands, approximately 32 km northwest of the port of Prince Rupert (Figure 1). The Islands are relatively small, with low relief and have irregular, well-indented shorelines. There are no roads or settlements on the Islands; access is by boat, float plane or helicopter.

Forest cover comprises non-commercial stunted cedar and spruce and, in boggy, poorly-drained areas, moss and shrubs predominate.

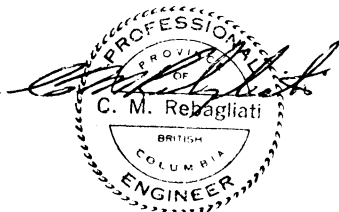
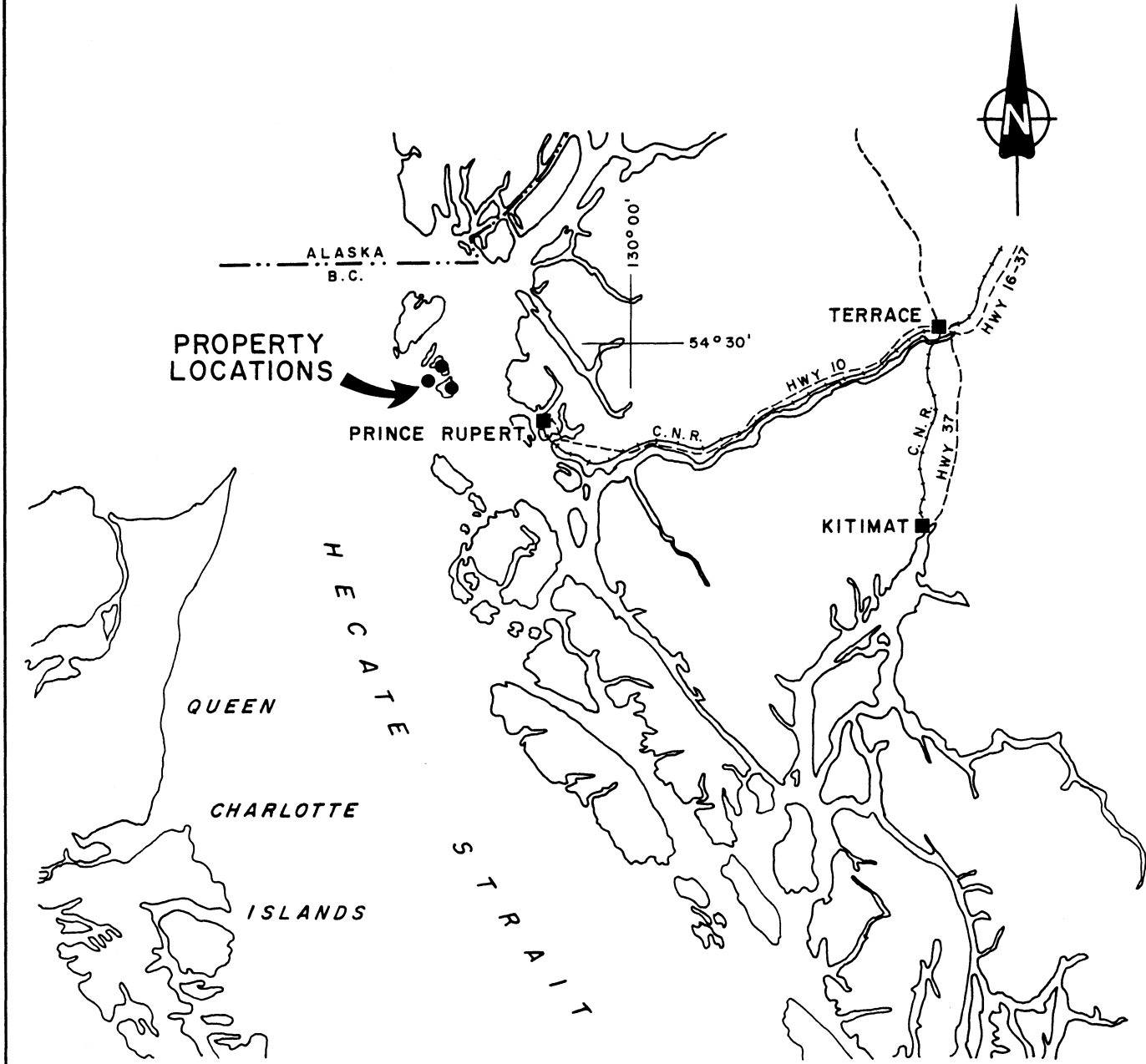
There are no major obstacles to mine development on the Islands; however, a number of small drainages would have to be dammed to provide an adequate year-round water supply.

CLAIMS

The following information for the claims was obtained from government and company records. The writer has not examined any of the claim posts and can pass no opinion on the manner of staking nor can he verify the position of the claims as depicted on the accompanying plan (Figure 2).

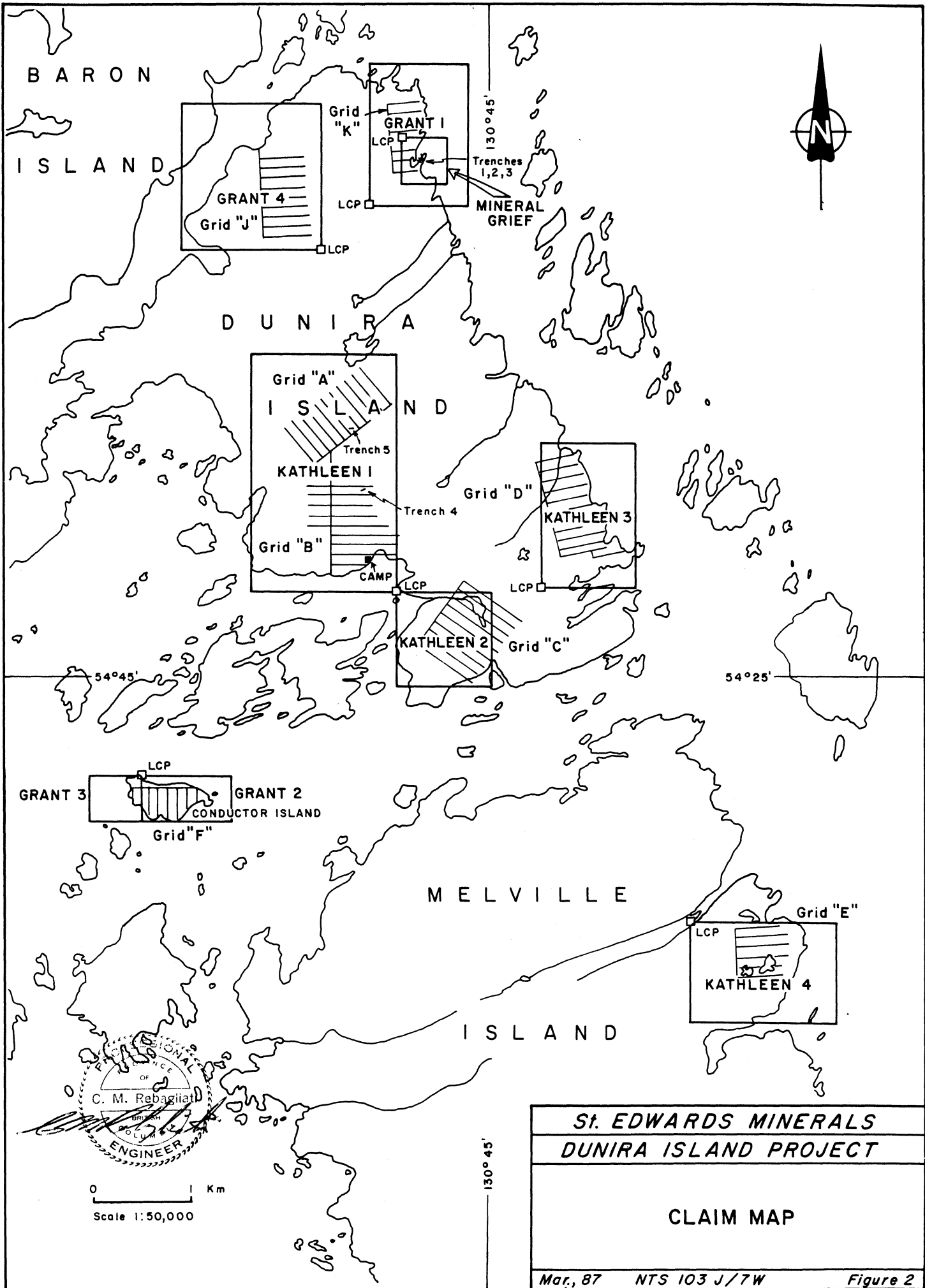
The mineral claims, situated in the Skeena Mining Division on NTS Map 103J/7, comprise 8 claims totalling 49 units. The one unit Mineral Grief claim, which lies within the Grant 1 claim, is owned by another party (Figure 2).

<u>Claim Name</u>	<u>Record Number</u>	<u>Tag No.</u>	<u>Units</u>	<u>Recording Date</u>	<u>Expiry Date</u>
Kathleen 1	5176	124255	15	3 March 86	3 March 88
Kathleen 2	5177	124256	4	3 March 86	3 March 88
Kathleen 3	5178	124257	6	3 March 86	3 March 88
Kathleen 4	5179	124258	6	3 March 86	3 March 88
Grant 1	5923	126832	6	4 March 87	4 March 88
Grant 2	5924	126833	2	4 March 87	4 March 88
Grant 3	5925	126834	1	4 March 87	4 March 88
Grant 4	5926	126835	9	4 March 87	4 March 88
		Total	<u>49</u>		

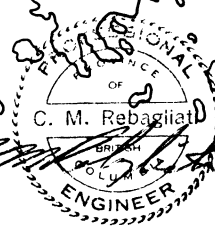


**St. EDWARDS MINERALS
DUNIRA ISLAND PROJECT**

LOCATION MAP



0 1 Km
Scale 1:50,000



<i>St. EDWARDS MINERALS</i>	
<i>DUNIRA ISLAND PROJECT</i>	
CLAIM MAP	
<i>Mar., 87</i>	<i>NTS 103 J/7W</i>
<i>Figure 2</i>	

EXPLORATION HISTORY

Prior to 1983, there is no documentation of exploration undertaken on Dunira or Melville Islands. However, the Mineral Reef Zn-Pb-Cu-Ag-Au prospect has been known for a considerable time and is evidence that at least the shoreline of the islands have been previously prospected.

In 1983, Billiton Canada Ltd. carried out a reconnaissance exploration program over Dunira, Melville and the smaller adjacent islands. The islands were recognized to have geology favourable for the deposition of volcanogenic massive sulphides and were staked. In the Fall of 1983, a helicopter-borne DIGHEM survey was flown over the islands. In 1984, Billiton established 12 grids over selected DIGHEM conductive zones and undertook geological, rock and soil geochemical, magnetic, VLF-EM and horizontal loop electromagnetic surveys. Several conductors were identified within favourable stratigraphy and were considered to warrant diamond drill testing (Carr, 1984). Subsequently, Billiton ceased mineral exploration in British Columbia and abandoned the property without having drill tested any of the conductors. Only the one-unit Mineral Grief claim, which is entirely encompassed by the Grant 1 claim, is currently held by Billiton.

In addition to the DIGHEM survey, Billiton expended \$56,230 on the property (Carr, 1984).

In early 1987, St. Edwards Minerals undertook a program to verify Billiton's work and to further define prospective units. This work involved geological mapping, prospecting, rock geochemical and lithochemical sampling. Expenditures by St. Edwards Minerals on the claims total approximately \$66,000 to date.

REGIONAL GEOLOGY

Stratigraphy on the islands within the project area is considered to correlate with the southern extension of the Alexander Terrane which straddles the border between the Insular Belt and the Coast Plutonic Belt. (Woodsworth & Orchard, 1985). This interpretation has important implications for mineral exploration

because Upper Triassic/Lower Jurassic rocks of the Alexander Terrane in Alaska and North Western British Columbia form a regional metallogenic province of volcanogenic stratabound Cu-Zn-Pb-Ag-Au deposits. Most significant of these are the Greens Creek and Windy Craggy deposits. The precious metals-rich Greens Creek deposit, while at a relatively early stage of exploration, has identified reserves in the order of 4 million tons grading 12% Zn plus Pb plus 0.1 oz/ton Au and 17 oz/ton Ag. Reserves at Windy Craggy are immense. Preliminary reserves are in the order of 350 million tons grading 1.5% Cu, 0.1% Co, plus about 1.0 oz Ag/t, 1-2% zinc and low gold credits. In a separate and distinct zone below the massive sulphides deposit, one hole intersected 61 m grading 1.21% Cu and 0.30 oz Au/ton.

The Alexander Terrane is characterized by Paleozoic and Lower Mesozoic basaltic, andesitic, dacitic flows and pyroclastics, clastic and carbonate rocks (Monger, 1984). At Windy Craggy, the deposit occurs within a sequence of mafic volcanic flows and tuffs interbedded with black, fine-grained clastic sediments of Triassic to Lower Jurassic age which are intruded by diorite dykes, sills and stocks. At Mt. Henry Clay and Greens Creek, the massive sulphides are associated with subordinate felsic pyroclastics interbedded with clastic sedimentary rocks cut by dioritic intrusions. Each deposit appears to be associated with a local basin, indicated by a thickening sediment wedge, and the intrusion of sills into the basin.

The project area is underlain by an easterly dipping bimodal suite of volcanic rocks comprising quartz-eye rhyolite, basalt and clastic and chemical sediments of early Jurassic age (Woodsworth and Orchard, 1985). Diorite dykes and sills are common.

To the west of the project area, the sedimentary and volcanic strata are in contact with foliated plutonic rock. Younger granodiorite intrusions occur along the plutonic-sedimentary contact as small stocks within the layered strata. Diorite dykes and sills are common. The Moffitt Islands to the east of Dunira Island are underlain by rhyolite.

PROPERTY GEOLOGY, GEOCHEMISTRY AND GEOPHYSICS

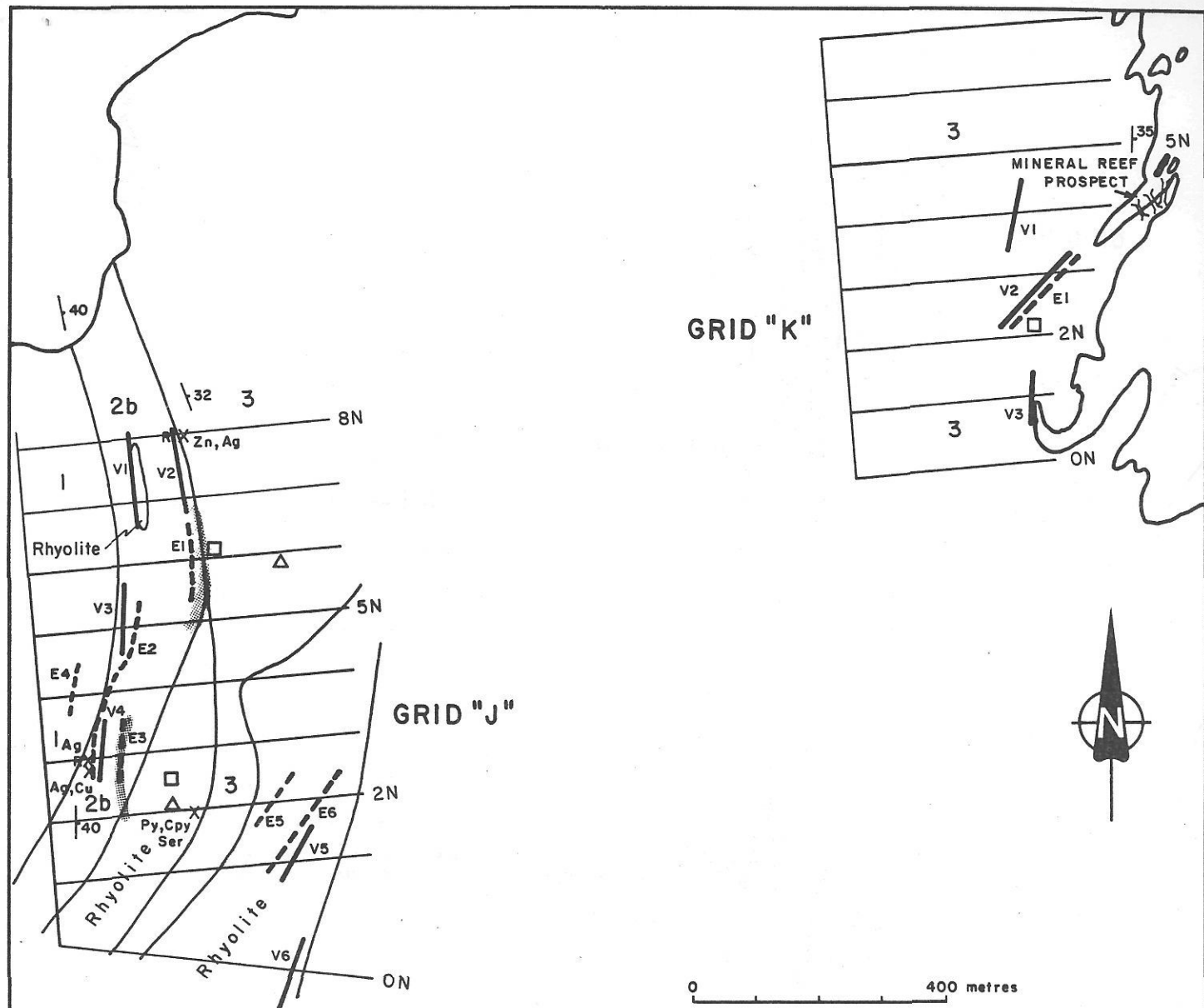
Grids J, A and B are underlain by a band of dark, silicious sediments which thickens towards the south of Dunira Island to encompass the areas underlying Grids F, C and E.

On Grid J, a central band of chemical and clastic sediments contain thick lenses of interbedded rhyolite and dacite (Figure 3). A series of conductors, E-2 and E-3 (HLEM) and V-3 and V-4 (VLF-EM), hosted by pyritic cherty sediments enriched in zinc, mark the top of the overturned succession (Carr, 1984). To the east of these conductors, on lines 1N and 2N, the underlying western rhyolite lens hosts calcopyrite-bearing quartz veinlets with sericite-pyrite envelopes. These veins may represent a syngenetic hydrothermal stockwork feeder zone associated with the deposition of the pyritic cherts. Samples of the felsic volcanic rocks hosting the veins show evidence of sodium and calcium depletion and may represent footwall alteration (Duke, 1987). However, insufficient data is available to outline a specific zone of depletion.

On line 6N, a strong, short strike length HLEM conductor, E-1, with a positive magnetic correlation, lies at the northern end of the westernmost rhyolite lens.

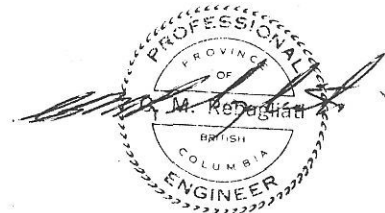
Conductors E-1, E-2 and E-3, hosted by silicious, variably graphitic sediments enriched in zinc, may overlie a hydrothermal vent at the top of the bimodal volcanic pile. By virtue of their magnetic signatures, conductors E-1 and E-3 are prime exploration targets.

Grids A and B are underlain by the southern extension of the anomalous sedimentary and volcanic strata found on Grid J (Figures 2 and 4). On Grid A, there is good correlation between Pb-Zn-Ag geochemical anomalies and conductors E-2 and V-2. Magnetic correlation with conductor E-1 is good, whereas the positive magnetic association with conductors E-2 and E-3 is complex. Near the south end of conductors E-2 and V-2, hand trench TR5 exposed a geochemically anomalous phyllite associated with sericite altered rhyolite. A 3.0 m interval of the phyllite grades 3356 ppm zinc and 6.6 ppm silver (Duke, 1987).



LEGEND

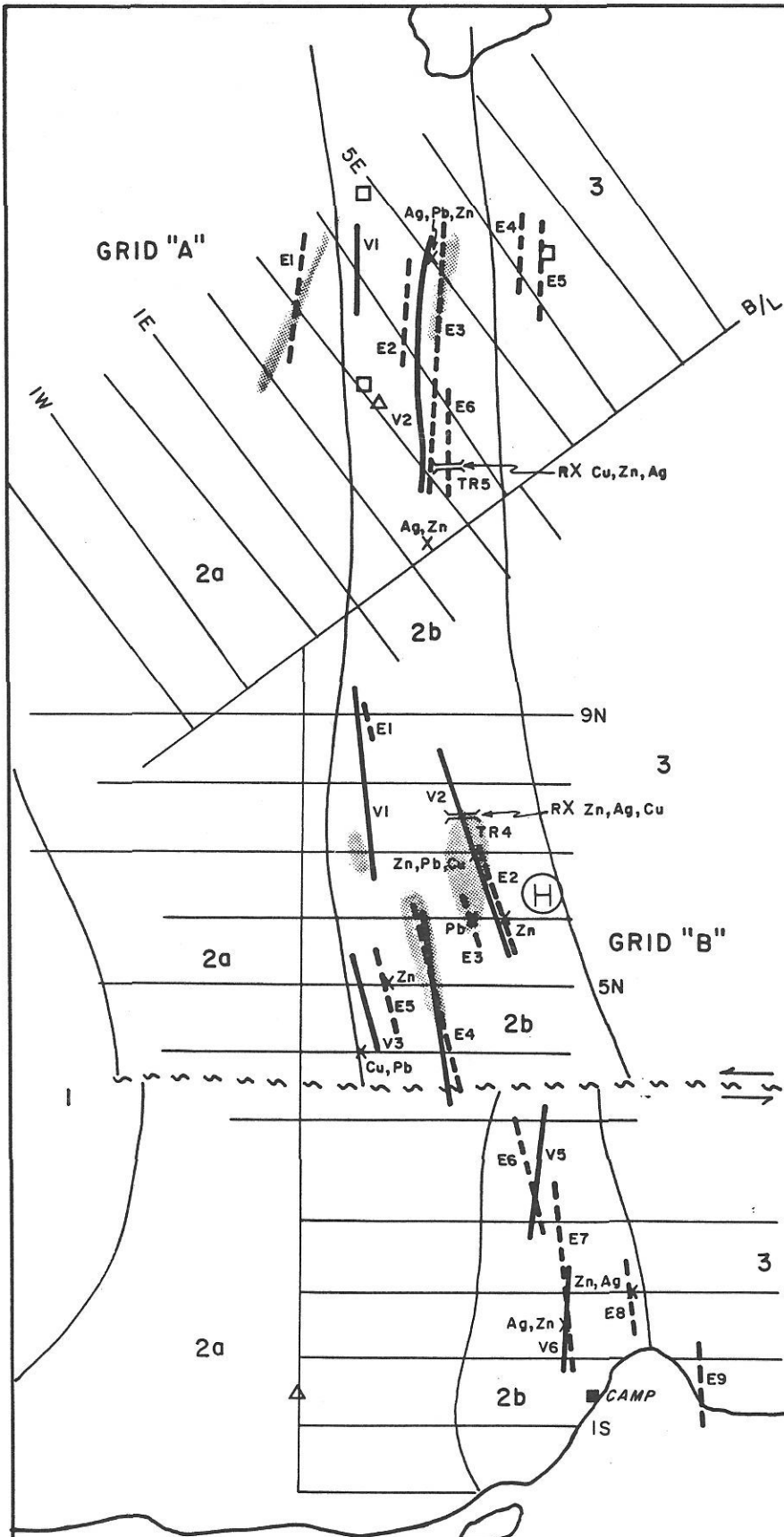
- 1 DIORITE AND GRANODIORITE
- 2a FELSIC TO INTERMEDIATE TUFF
- 2b GRAPHITIC PHYLLITE, CHERT, RHYOLITE
- 3 MAFIC TUFF, RHYOLITE, DIORITE, BASALT DYKES
- E1 HLEM CONDUCTOR
- VI VLF-EM CONDUCTOR
- MAGNETIC ANOMALY
- 40 BEDDING: STRIKE AND DIP
- GEOLOGICAL CONTACT
- FAULT
- △ Na₂O < 1%
- CoO < 0.5%
- RX Ag ROCK GEOCHEM ANOMALY ; ANOMALOUS ELEMENT
- X SOIL ANOMALY



St. EDWARDS MINERALS
DUNIRA ISLAND PROJECT

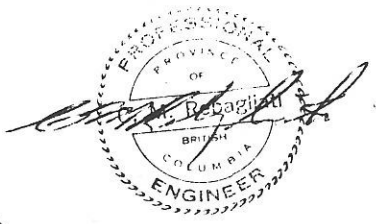
GRID J and K
COMPILATION

Apr., 87 Figure 3



LEGEND

- 1 DIORITE AND GRANODIORITE
- 2a FELSIC TO INTERMEDIATE TUFF
- 2b GRAPHITIC PHYLLITE, CHERT, RHYOLITE
- 3 MAFIC TUFF, RHYOLITE, DIORITE, BASALT DYKES
- E1 HLEM CONDUCTOR
- V1 VLF-EM CONDUCTOR
- MAGNETIC ANOMALY
- 40 BEDDING: STRIKE AND DIP
- GEOLOGICAL CONTACT
- FAULT
- Δ $Na_2O < 1\%$
- $CaO < 0.5\%$
- RX Ag ROCK GEOCHEM ANOMALY; ANOMALOUS ELEMENT
- X SOIL ANOMALY



**St. EDWARDS MINERALS
DUNIRA ISLAND PROJECT**

**GRID A and B
COMPILATION**

Apr., 87 Figure 4

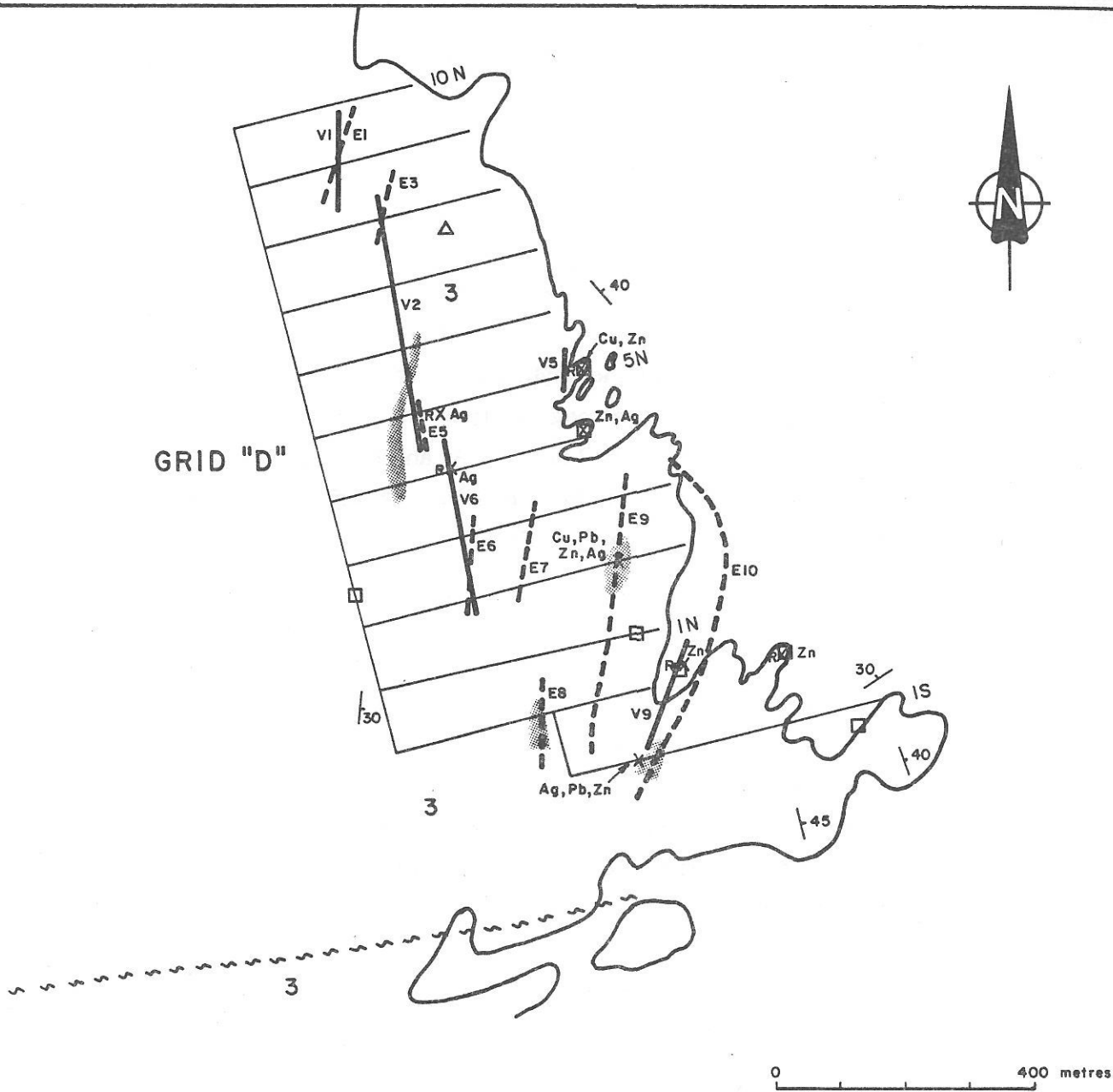
Conductors E-2 and V-2 on Grid B are situated along the same zinc-rich phyllite unit associated with conductors E-2, E-3 and E-7 on Grid A. In TR4, the metal-enhanced phyllite ran 2749 ppm zinc and 3.8 ppm silver over 3.0 m (Duke, 1987). Minor disseminated chalcopyrite accompanies the sphalerite.

The zinc and silver enrichment of the phyllites and the sericitic alteration of the felsic units, combined with a strong positive magnetic correlation, make conductors E-2, E-3, E-6, E-7 and V-2 on Grid A, and conductors E-2 and V-2 on Grid B, priority targets. Conductor E-1 on Grid A, which has a direct positive magnetic correlation, also merits drill testing.

Grid D, situated on the east side of Dunira Island, is underlain by massive rhyolite and dacite crystal tuffs with subordinate interbedded phyllites and mafic volcanics (Figure 5). Coincident magnetic and Cu-Pb-Zn-Ag soil geochemical anomalies correlate with conductor E-9 on line 2N and constitute a viable drill target. A recessive unit, as evidenced by a deeply incised bay, marks the location of the thick E-10 conductor. The magnetic response over the conductor may be related to a magnetite-rich mafic flow and, as such, conductor E-10 rates only a moderate priority.

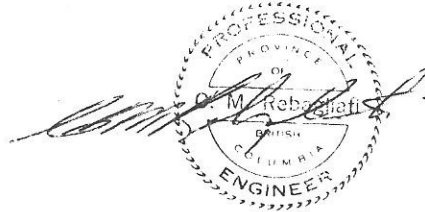
Work on Grids C, E and F identified other targets of lower priority, within generally favourable stratigraphy.

Grid K, situated on the northeast coast of Dunira Island (Figure 2), covers the Mineral Reef prospect, which is located on Billiton's Mineral Grief claim. The Company's Grant 1 claim entirely encompasses Billiton's claim. The prospect comprises a carbonate-quartz vein occupying a schistose shear zone at a contact between rhyolite and basalt flows. A chip sample, collected by the writer, graded 0.32% Cu, 0.55% Pb, 0.92% Zinc and 0.42 oz Ag/ton across 30 cm. A plausible interpretation of the prospect is that the sulphides are genetically related to rhyolitic volcanism and that, during metamorphism and deformation, sulphides were scavenged from the volcanics and concentrated in veins.



LEGEND

- 1 DIORITE AND GRANODIORITE
- 2a FELSIC TO INTERMEDIATE TUFF
- 2b GRAPHITIC PHYLLITE, CHERT, RHYOLITE
- 3 MAFIC TUFF, RHYOLITE, DIORITE, BASALT DYKES
- EI HLEM CONDUCTOR
- VI VLF-EM CONDUCTOR
- MAGNETIC ANOMALY
- 40 BEDDING: STRIKE AND DIP
- GEOLOGICAL CONTACT
- FAULT
- Δ $\text{Ni}_2\text{O} < 1\%$
- \square $\text{CaO} < 0.5\%$
- RX Ag ROCK GEOCHEM ANOMALY ; ANOMALOUS ELEMENT
- X SOIL ANOMALY



St. EDWARDS MINERALS
DUNIRA ISLAND PROJECT

GRID "D"
COMPILATION

Apr., 87 Figure 5

CONCLUSIONS

Mapping by the Geological Survey of Canada has substantiated that volcanic and sedimentary strata on Dunira and neighbouring islands correlate with and form a southern extension of the Alexander Terrane; which hosts a number of major volcanogenic polymetallic massive sulphide deposits in Alaska and North Western British Columbia.

Detailed geological mapping by Billiton and St. Edwards Minerals has shown that the claim area is underlain by felsic tuffs and flows, mafic flows and pyroclastics, and clastic and chemical sediments. Included with the sediments is a graphitic horizon containing anomalous concentrations of zinc and silver. These rocks were deposited in an active submarine volcanic environment during the development of a local basin. Diorite and granodiorite sills, dykes and plutons, which intruded the sequence, may have formed shallow geothermal systems with high heat flow capable of generating massive sulphide deposits.

Geological mapping, coupled with rock and soil geochemistry, magnetic and electromagnetic surveying, has confirmed a favourable geological environment. Prospective metal-enhanced cherty graphitic horizons with coincidental magnetic and electromagnetic responses have been identified and some have associated alteration. These conductors warrant drill testing. Undoubtedly, some will be solely related to graphitic sediments, however there is reasonable potential to expect some to be related to polymetallic massive sulphide mineralization.

A diamond drilling program to test the most prospective conductors is warranted.

RECOMMENDATIONS

A two-phase success-contingent exploration program directed towards the search for precious metal-rich polymetallic massive sulphide deposits is recommended.

Phase I: Diamond Drilling

Electromagnetic conductors with coincident magnetic and geochemical expressions rate as first priority diamond drill targets. Other conductors in favourable stratigraphy also warrant drill testing, but are assigned a lower priority. The lower ranked conductors will require re-assessment as the results from the drilling are evaluated.

All of the first priority conductors and as many of the second priority conductors should be drilled as the budget will allow, as follows:

<u>Grid</u>	<u>Prior- ity</u>	<u>Hole No.</u>	<u>Conductors</u>	<u>Collar</u>	<u>Direc- tion</u>	<u>Angle</u>	<u>Length Metres</u>
J	1	1	E-2, V-4, E-3	L3N 1+30E	270°	-45°	90
	1	2	E-1, V-2	L6N 2+90E	270°	-45°	70
	2	3	E-6, V-5	L1N 3+80E	270°	-45°	60
A	1	4	V-2, E-7, E-6, and TR5	0+50N, 3+40E	270°	-45°	85
	1	5	E-1	3+85N, 3+10E	270°	-45°	60
	2	6	E-2, V-2, E-7	3+05N, 5+25E	270°	-45°	100
B	1	7	E-2, V-2	L7N, 2+90E	270°	-45°	50
	1	8	E-3	L6N, 2+70E	270°	-45°	40
	2	9	E-4, V-4	L5N, 2+25E	270°	-45°	80
	2	10	E-1, V-1	L9N, 1+05E	270°	-45°	50
D	1	11	E-9	L2N, 4+25E	270°	-45°	60
	2	12	E-10, V-9	L1S, 4+50E	270°	-45°	75

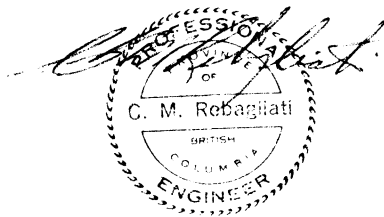
Phase II:

This program is contingent upon favourable results being obtained from Phase I work.

Continue diamond drill testing of electromagnetic conductors confirmed by Phase I drilling to lie within a favourable stratigraphic interval and, if warranted, initiate definition of drilling.

Rebagliati Geological Engineering Ltd.

In order to identify potential host units which, when intersected, may not be visually mineralized, all core should be sampled on the basis of lithology and subjected to gold and 30 element I.C.P. analyses.



PROPOSED BUDGET

Phase I

Geological supervision	\$ 6,000	
Meals, accommodation	1,800	
Transportation and communication	1,200	
Assays	3,000	
Technical report	4,000	
Diamond drilling - all inclusive 1750 ft. @ \$40.00/ft.	<u>70,000</u>	
TOTAL		\$ 85,000

Phase II

Geological support and assays all inclusive	\$ 30,000	
Diamond drilling - all inclusive	<u>170,000</u>	
TOTAL		\$200,000

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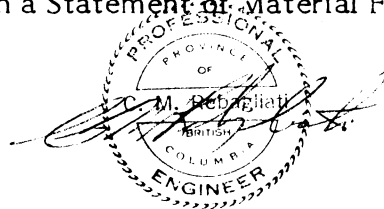
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CERTIFICATE OF QUALIFICATIONS

I, Clarence Mark Rebagliati, of 3536 West 15th Avenue, Vancouver, B.C., hereby certify that:

1. I am a consulting Geological Engineer with offices at 3536 West 15th Avenue, Vancouver, B.C.
2. I am a graduate of the Provincial Institute of Mining, Haileybury, Ontario (Mining Technology, 1966).
3. I am a graduate of the Michigan Technological University, Houghton, Michigan, U.S.A. (B.Sc., Geological Engineering, 1969).
4. I have practiced my profession continuously since graduation.
5. I am a member in good standing of the Association of Professional Engineers of British Columbia.
6. The foregoing report is based on:
 - a) A study of all available company and government reports.
 - b) My personal knowledge of the general area resulting from regional studies and from an examination of the property made on March 2 and 3, 1987.
7. I have not directly or indirectly received nor do I expect to receive any interest, direct or indirect, in the property of St. Edwards Minerals Ltd., or any affiliate, or beneficially own, directly or indirectly, any securities of St. Edwards Minerals Ltd., or any affiliate.
8. I consent to the inclusion of this report in a Statement of Material Facts or a Prospectus.



C.M. Rebagliati, P.Eng.
April 6, 1987

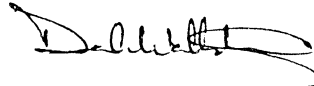
CERTIFICATE OF THE DIRECTORS, OFFICERS AND PROMOTERS

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the Securities Act and its regulations.

DATED: October 2, 1987

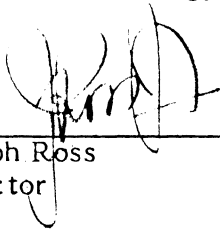


Rick Clements
President, Director, Promoter
and Chief Executive Officer

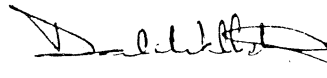


Dale Wallster
Director and
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS:



Joseph Ross
Director



Dale Wallster
Director

CERTIFICATE OF THE AGENT

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

DATED: October 2, 1987

Per:



Haywood Securities Inc.

