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Mineral Hill
Property
Hyden Alaska
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MINISTRY OF ENERGY, MINES
and PETROLEUM RESOURCES
Rec'd APR 26 1991
SMITHERS, B.C.

VANCOUVER STOCK EXCHANGE
British Columbia, Canada

APPLICATION FOR LISTING
(# 5/91)

Section #3, Accepted February 22, 1991

TELLIS GOLD MINING COMPANY, INC.
NAME OF COMPANY

1625 West Broadway, Suite 2060, Denver, Colorado U.S.A. 80202
Telephone: (303) 740-8611
HEAD OFFICE ADDRESS AND TELEPHONE NUMBER OF COMPANY

National Trust Company, 900 Park Place, 666 Burrard Street,
Vancouver, British Columbia V6C 2Z9
NAME AND ADDRESS OF COMPANY'S REGISTRAR AND TRANSFER AGENT

The Company is, under the Rules of the Exchange, a "Venture Company".

Listing of the Company's securities for trading on the Exchange must not be taken to mean that the Exchange has in any way passed upon the merits of the securities of the Company. The information contained in this Application has been supplied to the Exchange by the Company, and the Exchange has relied upon this information in accepting the Application.

March 25/91

LISTING APPLICATIONItem 1

The full corporate name of the Company is "Tellis Gold Mining Company, Inc.". It was incorporated under the laws of the State of Colorado, U.S.A., on July 31, 1981 under the name "Le/O Oil and Gas, Inc.". On September 22, 1982 the shareholders of the Company adopted an amendment to the Articles of Incorporation changing the name of the Company from Le/O Oil and Gas, Inc. to Le/O Enterprises, Inc. The change of name became effective September 24, 1982.

On November 20, 1986 the Company acquired all of the issued and outstanding common stock of Tellis Gold Mining Company ("Tellis") in exchange for 452,000 shares of the Company's Series "A" preferred stock. Tellis had been formed as a Colorado corporation on September 4, 1986 for the purpose of continuing an unincorporated association operating under the same name for the purpose of exploring for precious metals. On December 16, 1986, the directors and shareholders approved a merger of the Company and Tellis, whereby Tellis, then a wholly-owned subsidiary, merged with the Company. On December 5, 1986 the shareholders of the Company adopted an amendment to the Articles of Incorporation changing the name of the Company from "Le/O Enterprises, Inc." to "Tellis Gold Mining Company, Inc.". The Company initially became a "public company" in January, 1983. Since that time the Company has not completed any further public offerings and in or about 1983, the Company filed a Form 15 with the United States Securities and Exchange Commission and ceased to be a "reporting" issuer for the purposes of United States securities laws.

Item 2

The head office of the Company is located at 1625 Broadway, Suite 2060, Denver, Colorado, U.S.A. The registered and records office of the Company in Colorado is located at 1625 Broadway, Suite 2060, Denver, Colorado, U.S.A.

Item 3

The Company's solicitors in British Columbia are O'Neill & Bence, 12th Floor, 1190 Hornby Street, Vancouver, British Columbia. Mr. Mark S. Pierce of Suite 2060, 1625 Broadway, Denver, Colorado, U.S.A., certifies that the Company is a valid and subsisting company and that the shares which have been allotted and issued were legally created and are fully paid and non-assessable.

Item 4

The names and addresses of the Company's directors and officers and the principal business in which each has been engaged during the past five years are as follows:

W. Gene Webb and Leslie A. West, directors and officers of the Company, are also directors and officers of First Holding.

Item 19

Mineral Hill Property, Hyder District, Alaska

104B

By agreement dated September 26, 1989 (the "Option Agreement") between First Holding Company ("First"), Bodega Ventures Inc. ("Bodega"), of Calgary, Alberta, and Ferret Exploration Ltd. ("Ferret") of Calgary, Alberta (together the "Optionees") and Hyder Gold Inc. and its wholly-owned subsidiary, Pulsar Resources (U.S.) Inc. (together "Hyder"), both of Vancouver, British Columbia, the Optionees acquired an option to purchase 50% of Hyder's interest in and to 367 mining claims covering approximately 7,000 acres located in the Hyder District, Alaska, U.S.A. (the "Mineral Hill Property"). First has the right to acquire 25% of Hyder's interest in the Mineral Hill Property in return for funding 50% of the option payments (see below for details). On the other hand, Bodega and Ferret each have the right to acquire 12.5% of Hyder's interest in the Mineral Hill Property in return for funding 25% of the option payments each.

Hyder holds approximately a 57% interest in 162 mining claims covering approximately 3,000 acres located in the Hyder District, Alaska (the "Roanan Claims"). The remaining 43% interest is held by Roanan Corporation ("Roanan"). The property is subject to a joint venture agreement between the parties dated June 4, 1987, as amended September 20, 1989. Hyder is the operator of the joint venture.

Hyder also holds a 100% interest in 205 mining claims covering approximately 4,000 (the "Hyder Claims") acres near the claims subject to the Roanan Joint Venture. The Hyder Claims, together with the Roanan claims, make up the Mineral Hill Property.

The Mineral Hill Property is approximately 7.5 miles long and varies in width from about one to two miles. The claims adjoin the U.S.-Canada border and are located immediately adjacent to Westmin's Premier Mine.

According to the terms of the Option Agreement, the option was exercisable by Bodega, Ferret and First spending an aggregate of US \$750,000 (\$900,000 Cdn.) on both claim groups by October 31, 1990. Upon them spending at least US \$375,000 (\$450,000 Cdn.) on the Mineral Hill Property they would earn 20% of Hyder's interest and would earn a further 30% of Hyder's interest upon spending a further US \$375,000 on or before October 31, 1990. To date, the Optionees have earned the 20% interest, however, as more particularly described below, they are currently renegotiating the acquisition of the balance of their interest based on actual

expenditures to October 31, 1990. Hyder is the operator of the Mineral Hill Property pursuant to the Option Agreement.

The claims cover prospective volcanic and sedimentary rocks belonging to the Unuk River Formation that have been intruded by Texas Creek intrusive rocks. The Mineral Hill Property hosts several large permissive structures and many untested prospects and mineralized targets. The geology and structural environment is identical to the setting which hosts the Westmin and Silver Butte deposits immediately across the border in Canada.

The presence of numerous mineralized occurrences on the Mineral Hill Property in geological environments considered favourable for precious metal deposits has attracted the efforts of several major and junior exploration companies over the past 50 years. This work has been done in a disjointed and piecemeal fashion on a number of fragmented properties. Hyder has assembled most of the available claims into one coherent land package and carried out a comprehensive evaluation of the entire area.

During the 1989 summer field program, work was concentrated on systematic re-evaluation of the known occurrences and on reconnaissance exploration of the entire property to identify new zones of mineralization. Expenditures totalled \$580,000. Detailed infill soil and rock geochemistry along with prospecting and geologic mapping have continued to test known mineralized areas. A number of these target areas have now advanced to the diamond drill stage.

Reconnaissance-style coverage over newly acquired parts of the Mineral Hill Property resulted in the discovery of several mineral occurrences that warrant extensive geochemical and geological follow-up work. Contour soil geochemistry and prospecting have located a number of anomalous sites. In addition, prospecting along the Salmon River on the Golden Rose/Alcan claims has identified an anomalous area requiring detailed follow-up sampling.

Keewatin Engineering Inc. ("Keewatin") was contracted to carry out the 1990 exploration program on the Mineral Hill Property on behalf of the Optionees. Phase I of the 1990 drill program consisting primarily of definition of those target areas delineated during the 1989 summer field program has been completed at a cost of approximately \$450,000 Cdn. (\$375,000 US). The amount of expenditures funded by each of the Optionees and the percentage of Hyder's interest acquired in the Mineral Hill Property by same are as follows:

<u>Name of Optionees</u>	<u>Amount of Expenditures \$US</u>	<u>Percentage of Hyder's interest Acquired</u>
First	\$187,500	10%
Bodega	\$ 93,750	5%
Ferret	\$ 93,750	5%

The respective interest of Hyder, Roanan and the Optionees in the Mineral Hill Property are as follows:

<u>Name of Optionees</u>	<u>Percentage of Interest in Hyder Claims</u>	<u>Percentage of Interest in Roanan Claims</u>
First	10%	5.6%
Bodega	5%	2.8%
Ferret	5%	2.8%
Hyder	80%	44.9%
Roanan	-	43.9%
Total	100%	100.0%

Keewatin completed Phase II of the 1990 field program consisting of 2,500 feet of diamond drilling on the Hyder Claims and 6,000 feet of diamond drilling on the Roanan Claims. At this time, all of the results to date from the 1990 field program are being compiled and reports are being prepared. A number of soil geochemical anomalies have been delineated and numerous precious metal showings have been identified, however analytical results are still pending.

As the Company had not completed its listing on the Vancouver Stock Exchange (the "Exchange") and was unable to source secondary financing, it requested Keewatin to restrict the Phase II program to 50% (or US \$187,500/\$225,000 Cdn.) of the original estimated cost with the intent that once the Company was listed on the Exchange, it would complete a public financing to raise the balance of the funds to earn the additional 30% interest. Due to a misunderstanding, Keewatin completed the Phase II program and invoiced the Optionees the sum of approximately \$483,000 Cdn. The Optionees and Hyder have been renegotiating the terms of the Option Agreement in good faith. At present, the Optionees have proposed the following:

- (a) by paying the sum of US \$187,500 the Optionees will earn an additional 7.5% working interest; and
- (b) Hyder will extend the period in which the Optionees may fund the balance of their commitment under the Option

Agreement (US \$187,500) to earn the full additional 30% interest, to June 15, 1991.

Based on this proposal, if the Optionees complete the required financing and fund the balance of the exploration expenditures they would have earned a 50% working interest, however should they not complete their financings by June 15, 1991, then the Optionees would own a 27.5% working interest and thereafter the cost share ratio would be - Optionees 27.5% and Hyder 72.5%. The Optionees are confident that Hyder will accept this proposal.

There is no surface or underground plant or equipment on the Mineral Hill Property. There are no known reserves of ore on the Mineral Hill Property. The proposed work program is an exploratory search for ore.

Roanan is a private Washington corporation. Bodega is a reporting Alberta corporation the shares of which trade on the Alberta Stock Exchange. Ferret is a private Colorado corporation. First is a private Cayman Island company wholly-owned by the Company. None of the insiders of First are insiders of Roanan or Hyder.

The report on the Mineral Hill Property is dated February 9, 1990 and was prepared by R.F. Nichols, P.Eng., and W.C. Block of Keewatin Engineering Inc., 800 - 900 West Hastings Street, Vancouver, British Columbia.

There has been no production to date on the Mineral Hill Property.

East Mesquite Property, Imperial County, California

The Company owns an undivided 10% working interest in 285 mineral lode and placer claims located within the Sonora Desert, Imperial County, California (the "East Mesquite Property"). A description of each claim is contained in the attached schedule. The East Mesquite Property is controlled by the Arizona Star Joint Venture ("Arizona Star") whose joint venture partners include Glamis Gold, Inc., Bema Gold and Amir Mines. In 1987 the Company entered into a joint venture with Arizona Star and earned a 10% working interest in the East Mesquite Property.

The East Mesquite Property is located within the Sonora Desert, Imperial County, California, approximately 35 miles by road northwest of Yuma, Arizona. Access to the East Mesquite Property is best achieved from Yuma, Arizona via Interstate 8 west 12 miles to the paved Ogliby Road and then north for approximately 20 miles to the west side of the East Mesquite Property. A network of dirt roads and jeep trails from Ogliby Road provide access to nearly all parts of the East Mesquite Property. The