

This prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

No securities commission or similar authority in Canada has in any way passed upon the merits of the securities offered hereunder and any representation to the contrary is an offence.

PROSPECTUS



520712

DATED: APRIL 27, 1984

Rockridge Mining Corporation

(hereinafter called the "Company")

PUBLIC OFFERING
600,000 Common Shares

Shares	Price to Public	Commission	Net Proceeds to be Received by the Issuer
Per Share	\$0.50	\$0.06	\$0.44
Total	\$300,000.00	\$36,000.00	\$264,000.00*

*Before deduction of the costs of the issue estimated to be \$20,000.00.

THERE IS NO MARKET FOR THE SHARES OF THE COMPANY.

A PURCHASE OF THE SHARES OFFERED FOR SALE BY THIS PROSPECTUS MUST BE CONSIDERED A SPECULATION SINCE THE COMPANY'S MINING PROPERTIES ARE ONLY IN THE EXPLORATION STAGE AND ARE WITHOUT A KNOWN BODY OF COMMERCIAL ORE. THE PROPOSED PROGRAMMES ARE EXPLORATORY SEARCHES FOR ORE. NO SURVEYS HAVE BEEN MADE OF THE CLAIMS COMPRISING THE COMPANY'S MINING PROPERTIES AND THEREFORE, IN ACCORDANCE WITH THE LAWS OF THE JURISDICTION IN WHICH THE PROPERTIES ARE SITUATE, THE AREA AND BOUNDARIES THEREOF COULD BE IN DOUBT.

THE VANCOUVER STOCK EXCHANGE HAS CONDITIONALLY LISTED THE SECURITIES BEING OFFERED PURSUANT TO THIS PROSPECTUS. LISTING IS SUBJECT TO THE COMPANY FULFILLING ALL THE LISTING REQUIREMENTS OF THE VANCOUVER STOCK EXCHANGE ON OR BEFORE AUGUST 1, 1984, INCLUDING PRESCRIBED DISTRIBUTION AND FINANCIAL REQUIREMENTS.

NO PERSON IS AUTHORIZED BY THE COMPANY TO PROVIDE ANY INFORMATION OR TO MAKE ANY REPRESENTATION OTHER THAN THOSE CONTAINED IN THIS PROSPECTUS IN CONNECTION WITH THE ISSUE AND SALE OF THE SECURITIES OFFERED BY THE ISSUER.

CERTAIN PRINCIPALS AND EMPLOYEES OF THE UNDERWRITERS AND/OR THEIR ASSOCIATES HAVE PURCHASED SHARES OF THE COMPANY. REFERENCE IS MADE TO THE SECTION CAPTIONED "PRIOR SALES AND POOLED SHARES".

FOR COMPARISON OF THE SECURITIES BEING OFFERED FOR SALE TO THE PUBLIC FOR CASH AND THOSE ISSUED TO PROMOTERS, DIRECTORS AND OTHER INSIDERS, REFERENCE IS MADE TO THE SECTION CAPTIONED "PRINCIPAL SHAREHOLDERS".

ONE OR MORE OF THE DIRECTORS OF THE COMPANY HAS AN INTEREST, DIRECT OR INDIRECT, IN OTHER NATURAL RESOURCE COMPANIES. REFERENCE SHOULD BE MADE TO THE ITEM "DIRECTORS AND OFFICERS" COMMENCING ON PAGE 6 FOR A COMMENT AS TO THE RESOLUTION OF POSSIBLE CONFLICTS OF INTEREST.

THIS PROSPECTUS ALSO QUALIFIES FOR SALE TO THE PUBLIC AT THE MARKET PRICE FOR THE SHARES AT THE TIME OF SALE OF ANY SHARES OF THE COMPANY WHICH THE AGENT MAY ACQUIRE PURSUANT TO THE AGENT'S WARRANT. REFERENCE SHOULD BE MADE TO "PLAN OF DISTRIBUTION" ON PAGE 1.

WE, AS AGENT, CONDITIONALLY OFFER THESE SECURITIES SUBJECT TO PRIOR SALE, IF, AS AND WHEN ISSUED BY THE COMPANY AND ACCEPTED BY US IN ACCORDANCE WITH THE CONDITIONS CONTAINED IN THE AGENCY AGREEMENT REFERRED TO UNDER "PLAN OF DISTRIBUTION" ON PAGE 1 OF THIS PROSPECTUS.

CANARIM INVESTMENT CORPORATION LTD.

2200 - 609 Granville Street
Vancouver, B.C. V7Y 1H2

EFFECTIVE DATE: MAY 3, 1984

I N D E X
ROCKRIDGE MINING CORPORATION
PROSPECTUS

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THE COMPANY - NAME AND INCORPORATION

ROCKRIDGE MINING CORPORATION was incorporated on December 1, 1983 as a limited company under the laws of the Province of British Columbia by the registration of memorandum and articles with the British Columbia Registrar of Companies. The Company will become a reporting company on the date a receipt is issued for this Prospectus by the Superintendent of Brokers of British Columbia (the "Superintendent").

The Head Office of the Company is located at Suite 1520, 609 Granville Street, Vancouver, B.C. The Registered and Records Office of the Company is located at Suite 1000, 609 Granville Street, Vancouver, B.C.

PLAN OF DISTRIBUTION

Offering

The Company by its Agent hereby offers (the "Offering") to the public through the facilities of the Vancouver Stock Exchange (the "Exchange") 600,000 shares (the "Shares") of the Company at a price of \$0.50 per share. The Offering will be made in accordance with the rules and policies of the Exchange and on a day (the "Offering Day") determined by the Agent and the Company, with the consent of the Exchange, within a period of 90 days from the date upon which the Shares of the Company are conditionally listed on the Exchange.

Appointment of Agent

The Company, by an agreement (the "Agency Agreement") dated February 16, 1984, appointed Canarim Investment Corporation Ltd. of 2200, 609 Granville Street, Vancouver, B.C., as its agent ("Agent") to offer the Shares through the facilities of the Exchange.

The Agent has agreed to purchase any shares not sold at the conclusion of the Offering. In consideration therefor, the Agent has been granted a non-transferable share purchase warrant ("Agent's Warrant") entitling it to purchase up to 200,000 shares of the Company at any time up to the close of business 180 days from listing of the Company's shares on the Vancouver Stock Exchange (the "Exchange") or 12 months from the date of this Prospectus, whichever is earlier, at a price of \$0.60 per share.

The Agent's Warrant will contain, among other things, anti-dilution provisions and provisions for appropriate adjustment of the class, number and price of shares issuable pursuant to any exercise thereof upon the occurrence of certain events including any subdivision, consolidation or reclassification of the shares or the payment of stock dividends.

The Agent will receive a commission of \$0.06 per share.

The Agent reserves the right to offer selling group participation, in the normal course of the brokerage business to selling groups of other licenced broker-dealers, brokers and investment dealers, who may or may not be offered part of the commissions or bonuses derived from this Offering.

The obligations of the Agent under the Agency Agreement may be terminated prior to the sale of the shares at the Agent's discretion on the basis of its assessment of the state of the financial markets and may also be terminated at any time upon the occurrence of certain stated events.

The Company has granted the Agent a right of first refusal to provide future equity financing to the Issuer for a period of twelve (12) months from the Effective Date.

Those persons holding not less than a 5% interest in Canarim Investment Corporation Ltd. are Alfred E. Turton, Peter M. Brown, Brian D. Harwood, Charles Channing Buckland and Michael W. Murphy.

There are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder or any other person or company in connection with the Offering.

The Directors, Officers and other Insiders of the Company may purchase shares from this Offering.

The Vancouver Stock Exchange has conditionally listed the securities being offered pursuant to this Prospectus. Listing is subject to the Company fulfilling all the listing requirements of the Vancouver Stock Exchange on or before August 1, 1984, including prescribed distribution and financial requirements.

Additional Offering

The Prospectus also qualifies for sale to the public at the market price prevailing at the time of the sale, any shares purchased by the Agent hereunder and any of the common shares which may be acquired on the exercise of the Agent's Warrant at any time up to 180 days from the listing of the Company's shares on the Exchange but not more than one year from the date of this Prospectus. The Company will not receive any proceeds from the sale of any such shares by the Agent, all of which proceeds will in such event accrue to the Agent.

USE OF PROCEEDS

The net proceeds to be received by the Company after deducting the Agent's commission (\$36,000.00) from this offering will be \$264,000.00, which, together with approximately \$180,000.00 of the Company's working capital as at January 15, 1984, will be spent in order of priority as follows:

1. To pay the costs of this issue, inclusive of legal, audit and printing costs.....\$ 20,000.00
 2. To carry out Phase I exploration work on the Starlike Property, Cariboo M.D., B.C., as recommended by I.M. Watson & Associates Ltd. in their report on the property dated January 20, 1984, a copy of which is attached hereto and forms part of this Prospectus.....\$121,500.00
 3. To provide a reserve for the conduct of Phase II and Phase III exploration work on the Starlike Property, Cariboo M.D., B.C. (if recommended by the Company's consulting engineer dependent upon the results of work in the preceding phase) in the respective amounts of \$32,850.00 and \$56,050.00, as recommended by I.M. Watson & Associates Ltd. in their report on the property dated January 20, 1984, a copy of which is attached hereto and forms part of this Prospectus.....\$ 88,900.00
 4. To carry out preliminary exploration work on the ACBC, Goldfly, Cabin, Gibbon and Equus properties, Cariboo M.D., B.C. sufficient to file assessment work.....\$ 40,000.00
 5. Reserve for working capital*.....\$173,600.00
- TOTAL \$444,000.00

*Dependent upon results achieved in the conduct of preliminary work on the Company's ACBC, Goldfly, Cabin, Gibbon and Equus properties, and on advice from consulting engineers, the Company

may expend portions of its working capital on ongoing exploration and development work on those properties.

The proceeds of the sale of shares offered by this prospectus will be used for the purposes set forth above. The Company may, however, pursuant to the recommendation of a qualified engineer, abandon in whole or in part any of its properties or may alter as work progresses, the work programmes recommended or may make arrangements for the performance of all or any portion of such work by other persons or companies and may use the resulting unallocated portion of the proceeds of this offering for the purpose of examining or conducting work on other properties which may be acquired by the Company after the date of the receipt for this prospectus. The Company will not commit itself to spend in excess of \$50,000.00 on the acquisition or exploration of any properties without obtaining the recommendations of a qualified engineer or geologist.

In the event the Company's shares are listed for trading on the Exchange the Company will not commit itself to any expenditure without the prior approval of the Exchange, except as may be permitted by the policies of the Exchange.

No part of the proceeds will be used to invest, underwrite or trade in securities other than those that qualify as investments in which trust funds may be invested under the laws of the jurisdictions in which the shares offered by this Prospectus may be lawfully sold except as may be permitted by the policies of the Superintendent and/or the Exchange. Should the Company propose to use the proceeds to acquire other than trustee-type securities after the primary distribution of the shares offered by this Prospectus, the consent of the Superintendent or the Exchange, as the case may be, and any other securities regulatory authority having jurisdiction over the sale of the securities offered by this Prospectus, will be obtained.

In the event of any material change in the business affairs of the Company during the primary distribution of the shares offered by this Prospectus, an amendment to this Prospectus will be filed with the Superintendent. If any such event occurs subsequent to the completion of the said distribution, the shareholders will be notified.

DIRECTORS AND OFFICERS

The names and home addresses of all the Directors and Officers of the Company as well as their respective principal occupations within the five preceding years are as follows:

Name, Address and
Position with Company

Occupation

RALPH RANKIN BROWN
4666 Keith Road
West Vancouver, B.C.
V7W 2M6

President of Caulfield Resources Ltd. since 1980; previously, Vice-President, Tomenson, Saunders, Whitehead Ltd.

President & Director

JOHN SEBASTIAN BROCK
6010 Gleneagles Place
West Vancouver, B.C.
V7W 1W2

Geologist; President and a director of Welcome North Mines Ltd. and Esperanza Explorations Ltd.

Director

DAVID ROSS FITZPATRICK
2505 Point Grey Road
Vancouver, B.C.
V6K 1A1

President of Westmount Resources Ltd.

Director

KAREN LEE WILSON
2626 Rogate Avenue
Coquitlam, B.C.
V3K 5S4

Secretary, Caulfield Resources Ltd.
since January, 1983; previously,
secretary, Norco Resources Ltd.

Secretary

Certain of the Directors serve as directors of other reporting companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the Directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. From time to time several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programmes, permitting involvement in a greater number of programmes and reducing financial exposure in respect of any one programme. It may also occur that a particular company will assign all or a portion of its interest in a particular programme to another of these companies due to the financial position of the company making the assignment.

In accordance with the laws of the Province of British Columbia, the Directors of the Company are required to act honestly, in good faith and in the best interests of the Company. In determining whether or not the Company will participate in a particular programme and interest therein to be acquired by it, the Directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

PROMOTERS

Messrs. Ralph Brown, D. Ross Fitzpatrick and John Brock are promoters of the Company as that term is defined by the British Columbia Securities Act. Messrs. Brown, Fitzpatrick and Brock are also Directors of the Company.

Caulfield Resources Ltd., Welcome North Mines Ltd. and Archer, Cathro & Associates (1981) Limited also may be considered to be promoters due to the fact that they were part of the vending group that sold to the Company the Starlike Property, Cariboo M.D., B.C.

Pursuant to the agreement dated December 2, 1983 between the Company and Archer, Cathro & Associates (1981) Limited relating to acquisition by the Company of the Ravioli 1 - 4 mineral claims, Cariboo M.D., B.C., the following parties received escrow shares in the respective amounts set opposite their names:

<u>Name of Escrow Shareholder</u>	<u>No. of Escrow Shares</u>
Archer, Cathro & Associates (1981) Limited	250,000
Caulfield Resources Ltd.	100,000
Ralph Brown	125,000
Welcome North Mines Ltd.	200,000
Ross Fitzpatrick	75,000
	<u>750,000</u>

Reference is made to the section captioned "Description of Business and Property of the Company" for further details.

In addition, as noted below, certain of the promoters purchased shares of the Company at a price of \$0.15 per share which shares are now held subject to pooling restrictions.

<u>Name of Promoter</u>	<u>Number of Shares Purchased</u>
Ralph Brown	150,000
D. Ross Fitzpatrick	150,000
Caulfield Resources Ltd.	150,001
Welcome North Mines Ltd.	50,000
Archer, Cathro & Associates (1981) Limited	200,000
	<u>700,000</u>

Reference is made to the section captioned "Prior Sales and Pooled Shares" for further details.

The Company authorized the payment of a monthly management fee in the amount of \$1,000.00 to Mr. Brown effective December 1, 1983.

DESCRIPTION OF BUSINESS AND PROPERTY OF THE COMPANY

The Company is engaged in the acquisition, exploration and development of resource properties. The Company owns the mining properties described hereunder and intends to seek and acquire additional properties worthy of exploration and development.

STARLIKE PROPERTY, RAVIOLI 1 - 19 CLAIMS, CARIBOO MINING DISTRICT, BRITISH COLUMBIA

Pursuant to an agreement dated December 2, 1983, the Company acquired from Archer, Cathro & Associates (1981) Limited ("Archer, Cathro"), a British Columbia non-reporting company, of 1016-510 W. Hastings Street, Vancouver, B.C., a 100% registered interest in the Ravioli 1-19 mineral claims comprising 333 units located in the Cariboo Mining District, Province of British Columbia.

The principals of Archer, Cathro are R.J. Cathro of 2320 Bellevue Avenue, West Vancouver, B.C., A.R. Archer of 7823 Stanley St., Burnaby, B.C., R.C. Carne of 6392 Neville St., Burnaby, B.C., W.D. Eaton of 6108 Burns St., Burnaby, B.C., and C.A. Main of 3694 Ontario St., Vancouver, B.C.

Under the agreement Archer, Cathro acted as agent for Caulfield Resources Ltd. of 1520-609 Granville St., Vancouver, B.C., Welcome North Mines Ltd. of 1027-470 Granville St., Vancouver, B.C., and Messrs. Ross Fitzpatrick and Ralph Brown of 1520-609 Granville St., Vancouver, B.C., with respect to the Ravioli 1 - 4 claims. These parties acquired a 66.66% interest in such claims from Archer, Cathro pursuant to an agreement dated December 1, 1983 for and in consideration of the payment of the sum of

\$5,000.00, and it was agreed that Archer, Cathro would hold such interest in trust for the purchasers and that it would enter into an agreement with the Company providing for the sale of a 100% interest in the claims in consideration for cash and shares of the Company to be subject to escrow restrictions.

Accordingly, pursuant to the agreement of December 2, 1983, the Company acquired the Ravioli 1 - 19 claims in consideration of the following:

- (a) the payment of the sum of \$73,000.00, such cash consideration being allotted solely towards acquisition of the Ravioli 5 - 19 claims representing reimbursement to Archer, Cathro of expenses incurred by it on property acquisition and exploration and development work on the claims; and
- (b) the issuance of 750,000 shares at a deemed price of \$0.01 per share to the parties and in the amounts set out below, such share consideration being allocated solely towards acquisition of the Ravioli 1 - 4 claims.

<u>Name of Escrow Shareholder</u>	<u>No. of Escrow Shares</u>
Archer, Cathro & Associates (1981) Limited	250,000
Caulfield Resources Ltd.	100,000
Ralph Brown	125,000
Welcome North Mines Ltd.	200,000
Ross Fitzpatrick	75,000
	<u>750,000</u>

Caulfield Resources Ltd. is a British Columbia reporting company; its shares are listed for trading on the Exchange. Mr. Brown, President and a director of the Company, is President and a director of this company.

Welcome North Mines Ltd. is a British Columbia reporting company; its shares are listed for trading on the Exchange. Mr. John Brock, a director of the Company, is a director of this company.

Messrs. Ralph Brown and Ross Fitzpatrick are directors of the Company.

The said 750,000 shares are held in escrow by Yorkshire Trust Company pursuant to the terms of an escrow agreement in the form prescribed by the Superintendent. For further particulars of the terms of the escrow agreement, reference should be made to the section captioned "Escrowed Shares".

The Starlike Property is situated 8 km south of the village of Horsefly and 50 km east of Williams Lake, in the Cariboo Mining District of south central British Columbia.

The property is accessible by several roads and logging trails which pass through the area.

The earliest recorded work for this area occurred in the 1960's and during the 1970's the property area underwent intensive exploration; primarily exploration for porphyry copper deposits. Details of the work carried out may be found in the report of I.M. Watson & Associates Ltd. of January 20, 1984, a copy of which is attached hereto and forms part of this Prospectus.

Archer, Cathro expended the sum of \$59,041 on a programme of geochemical soil sampling, linecutting, rock sampling and mapping, which monies were reimbursed to Archer, Cathro by the Company as a portion of the acquisition price.

The Company proposes to expend an additional sum of approximately \$121,500.00 on the first phase of the work programme recommended by I.M. Watson & Associates Ltd. in their report of

January 20, 1984, which programme is to consist of geological mapping/prospecting, linecutting and a magnetometer survey.

Archer, Cathro is to act as operator of the work programme.

There is no surface or underground plant or equipment on the Starlike Property. There has been no underground exploration or development work done on the property by the Company.

THERE IS NO KNOWN BODY OF COMMERCIAL ORE ON THE PROPERTY AND THE PROPOSED PROGRAMME IS AN EXPLORATORY SEARCH FOR ORE.

**ACBC, GOLDFLY, CABIN, GIBBON AND EQUUS PROPERTIES,
CARIBOO MINING DISTRICT, BRITISH COLUMBIA**

Pursuant to an agreement dated December 2, 1983, the Company acquired a 100% beneficial interest in the mineral claims comprising five mining properties known as the ACBC (3 claims, 60 units), Goldfly (1 claim, 20 units), Cabin (1 claim, 20 units), Gibbon (4 claims, 80 units) and Equus (6 claims, 115 units) properties, all located in the Cariboo Mining District of British Columbia, from Archer, Cathro & Associates (1981) Limited, a British Columbia non-reporting company of 1016-510 W. Hastings St., Vancouver, B.C. (the "Vendor").

The properties were acquired in consideration of the payment of the total sum of \$22,000.00, the actual consideration for each property being as set out below, which monies represent the reimbursement to the Vendor of expenses incurred by it on acquisition costs and exploration and development work on the properties.

<u>Property</u>	<u>Consideration</u>
ACBC	\$10,000.00
Goldfly	2,000.00
Cabin	2,000.00
Gibbon	4,000.00
Equus	4,000.00
	<u>\$22,000.00</u>

The Company subsequently acquired by staking, at a cost of \$6,000.00, the Horsegold 1 - 3 claims consisting of in the aggregate 56 units (now included in the "Goldfly" property).

Other than preliminary exploration work conducted by the Vendor while staking the claims, the Company has no knowledge of previous exploration or development work carried out on such claims.

Pursuant to the agreement the Company is to allocate the sum of \$300,000.00 for the conduct of exploration and development work on the claims contained in the area of interest (as such term is defined in the agreement and which includes the Starlike Property on which a portion of the funds derived from this offering are to be expended) in the 1984 exploration season and has appointed the Vendor as the operator of such program of exploration and development work.

In the event that the Company options any property within the area of interest to a third party company, or arranges for a third party company to carry out diamond drilling on any claims situate within the area of interest within a period of three years from the date of the agreement, the Company shall use its best efforts to cause such third party company to pay to the Vendor, with respect to such drilling programme, a sum of money computed at the rate of \$2.00 per lineal foot drilled on such property, to a maximum of 50,000 lineal feet, such monies to be paid together with an accounting of all footage drilled at the termination of such drilling programme or, in any event, by December 31st in the year in which such drilling programme was undertaken.

In the event that the Company wishes to carry out a programme of diamond drilling within a period of three years from the date of the agreement on any claims situate in the area of interest by itself, no bonus footage shall be payable to the Vendor in manner as set out above.

In the event that, within a period of three (3) years from the date of the agreement, the Vendor acquires additional claims within the area of interest, it agrees to offer to the Company the right to purchase such claims at the Vendor's acquisition cost. The Company shall have a period of thirty (30) days from the date of such offer to elect whether to purchase such claims, and, in the event that the Company does not so elect, the Vendor shall have the right to offer such claims to third party companies upon terms not more favourable than those terms initially offered to the Company.

As set out under the heading "Use of Proceeds", the Company has reserved the sum of \$40,000.00 from the proceeds of this offering to carry out preliminary exploration work on these properties and, dependent upon the results achieved in the conduct of such work, and on advice from its consulting engineers, the Company may expend portions of its working capital on ongoing exploration and development work on these properties.

There is no surface or underground plant or equipment on these properties. There has been no underground exploration or development work done on the properties by the Company.

THERE IS NO KNOWN BODY OF COMMERCIAL ORE ON THE PROPERTIES AND ANY PROPOSED PROGRAMME WOULD BE AN EXPLORATORY SEARCH FOR ORE.

<u>Property</u>	<u>Location</u>	<u>Access</u>
ACBC	At Moorehead Lake, 6 kms south of the settlement of Hydraulic and 60 kms north of Williams Lake.	Gravelled all-weather roads provide access to the property from Highway 97 via 150 Mile House or McAlister, 60 kms to the south and west, respectively.
GOLDFLY	The claims cover ground to the north and south of Antoine Lake, 10 km northwest of Horsefly and 50 km northeast of Williams Lake.	Access is by gravel road from Williams Lake via a junction within 5 km of Horsefly. A dry weather road traverses the claims.
CABIN	The claim covers part of the Beaver Creek valley, approximately 5 km west of Horsefly and 50 km northeast of Williams Lake.	Access is by gravel road from Williams Lake to Beaver Creek 3 km west of Horsefly. A dry-weather road along Beaver Creek traverses the claim.
GIBBON	The claims cover the high ground between Patenaude and Horsefly Lakes 50 km east-northeast of Williams Lake.	A dry-weather road comes within 4 km of the western boundary of the property. It is expected that a helicopter will be required for access in the initial stages of exploration. In subsequent stages, extension of the road on to the claims may become justified.
EQUUS	The claims cover Horsefly Mountain 60 km east-northeast of Williams Lake between Black Creek and Horsefly Lake.	Access is by gravel road from Williams Lake to Black Creek and then by logging road suitable for four-wheel drive vehicles which traverses the claims and connects the Horsefly River and Horsefly Lake.

DESCRIPTION OF SHARES AND CAPITAL STRUCTURE

The authorized capital of the Company consists of 25,000,000 Common shares without par value of which 2,640,001 shares have been allotted for issuance as fully paid and non-assessable. There is only one class of shares and all shares rank equally as to dividends, voting rights and as to any distribution of assets on winding-up or liquidation.

<u>Designation of Class</u>	<u>Amount Authorized</u>	<u>Amount outstanding as at Jan. 15, 1984 Balance Sheet</u>	<u>Amount outstanding as at February 16, 1984</u>	<u>Amount outstanding on completion of offering</u>
Shares Without Par Value	25,000,000	2,640,001	2,640,001	3,240,001

ESCROWED SHARES

As at the date of this Prospectus, there are 750,000 shares of the Company held in escrow by Yorkshire Trust Company pursuant to an agreement dated December 2, 1983, subject to the order of the Superintendent or of the Exchange should the shares of the Company become listed for trading on the Exchange. The said agreement provides that:

- (a) the shares shall not be sold, assigned, hypothecated, alienated, released from or transferred within escrow or in any other manner dealt with without the written consent of the Superintendent or the Exchange, as the case may be;

- (b) if the Company loses or alienates its interest in the Ravioli 1 - 4 Claims, inclusive, comprising a part of the Starlike Property, Cariboo M.D., B.C., the Company shall declare such event and the particulars thereof to the Superintendent or the Exchange after which the Superintendent or the Exchange may make such order as he or it may deem advisable with respect to the cancellation of the said shares however, the fact of such alienation will not be, by itself, cause for the cancellation of all or a part of the said shares;
- (c) if the Company ceases to own any substantial property, any shareholder or group of shareholders owning not less than 5% of the outstanding shares of the Company may request the Superintendent or the Exchange to order that all or a portion of the said shares be cancelled;
- (d) if the Company ceases to own any substantial property or asset and ceases for a period of three months or more to engage in any substantial business activity relating to its normal business, the Superintendent or the Exchange may order the cancellation of all or a part of the said shares.

<u>Designation of Class</u>	<u>Number of Shares Held in Escrow</u>	<u>Percentage of Class</u>
Shares without Par Value	750,000	28.41%

PRIOR SALES AND POOLED SHARES

During the past year 1,890,001 shares were sold at \$0.15 per share, and 750,000 shares were allotted at a deemed price of \$0.01 per share, as partial consideration for the acquisition of the Ravioli 1 - 4 mineral claims comprising a portion of the Starlike Property, Cariboo M.D., B.C. The said 750,000 shares are held in

escrow as described under the section captioned "Escrowed Shares".

The 1,890,001 shares purchased for cash will be held by Yorkshire Trust Company pursuant to the terms of an agreement dated December 13, 1983. The said agreement provides for release of the shares on the following bases:

- (a) 25% of the shares released on the listing date of the Company's shares on the Exchange (the "Listing Date");
- (b) 25% of the shares three months following the Listing Date;
- (c) 25% of the shares six months following the Listing Date; and
- (d) the balance of the shares nine months following the Listing Date.

The agreement also provides that the purchaser shall not sell, deal in, assign, transfer in any manner whatsoever any of the said shares or beneficial ownership of or any interest in them, except with the written consent of the Superintendent. In addition, of the 1,890,001 pooled shares, certain principals and employees of Underwriter (as that term is defined in the British Columbia Securities Act) and/or their associates have purchased an aggregate of 300,000 shares of the Company at a price of \$0.15 per share. The holders of these shares have undertaken that where more than 10,000 shares have been acquired, no shares acquired during the non-reporting stage will be sold until at least seven days after notice of the intended sale is filed with the Superintendent and the Exchange; such sale of shares so acquired to be limited to:

- (a) 25% within the first three months after listing on the Exchange, and
- (b) not more than 25,000 shares each three month period thereafter.

PRINCIPAL SHAREHOLDERS

As at the date of this Prospectus, the number of shares of the Company owned of record or beneficially, directly or indirectly, by each person or company who owns of record or is known by the Company to own beneficially, directly or indirectly, more than 10% of the said common shares is as follows:

<u>Name and Address</u>	<u>Designation of Class</u>	<u>Type of Ownership</u>	<u>Number of Shares Owned</u>	<u>Percentage of Class</u>
Archer, Cathro & Associates (1981) Limited 1016-510 West Hastings St. Vancouver, B.C.	Shares	Direct	200,000 (pooled) 250,000 (escrow) <u>450,000</u>	17.05%
Ralph R. Brown 4666 Keith Road West Vancouver, B.C.	Shares without par value	Direct	150,000 (pooled) 125,000 (escrow) <u>275,000</u>	10.42%

The total number and percentage of issued shares of the Company beneficially owned, directly or indirectly, by all the Promoters, Directors and Senior Officers of the Company and by shareholders holding 10% or more of the Company's currently issued capital as a group are 1,475,001 shares and 55.87%, respectively. The said percentage will be reduced to 45.52% on completion of the sale of the shares offered by this Prospectus. The 600,000 shares offered by this Prospectus represent 18.52% of the total shares which will be outstanding on completion of the sale of the shares offered by this Prospectus.

**REMUNERATION OF DIRECTORS AND SENIOR OFFICERS AND
INTEREST OF MANAGEMENT IN MATERIAL TRANSACTIONS**

For the period from the date of incorporation (December 1, 1983) to January 15, 1984, the Company paid management fees of \$1,484.00 to Ralph Brown, President and a director of the Company. The Company has authorized the payment of a monthly management fee of \$1,000.00 to Mr. Brown effective December 1, 1983.

The Directors and senior officers have no interest in any material transactions in which the Company is involved, except as disclosed herein. Reference should be made to the section captioned "Promoters".

PRELIMINARY EXPENSES

The Company's administrative expenses from the date of incorporation (December 1, 1983) to January 15, 1984 have been \$5,984.00 and the Company expended the sum of approximately \$64,041.00 in respect of reimbursement of exploration and development expenses during the same period (\$59,041.00 on the Starlike Property - geochemical soil sampling and rock sampling; \$5,000.00 on the ACBC Property - exploration expenses).

AUDITORS, TRANSFER AGENTS AND REGISTRARS

The Auditors of the Company are:

Clarkson Gordon
Chartered Accountants
P.O. Box 10101, Pacific Centre
700 West Georgia Street
Vancouver, B.C. V7Y 1C7

The Registrar and Transfer Agent for the Company is:

Yorkshire Trust Company
1100 Melville Street
Vancouver, B.C. V6E 4B6

MATERIAL CONTRACTS

There are no material contracts entered into by the Company within the two years preceding the date of this Prospectus which have not been disclosed in this Prospectus. All material contracts herein described may be inspected at the records office of the Company during normal business hours while primary distribution of the shares offered hereunder is in progress and for a period of thirty days thereafter.

OTHER MATERIAL FACTS

There are no other material facts relating to the shares offered by this Prospectus which are not disclosed under the foregoing captions.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Sections 60 and 61 of the Securities Act (British Columbia) provide in effect that where a security is offered to the public in the course of primary distribution:

- (a) A purchaser has a right to rescind a contract for the purchase of securities, while still the owner thereof, if a copy of the last Prospectus, together with financial statements and reports and summaries of reports re-

lating to the securities as filed with the Superintendent of Brokers was not delivered to him or his agent prior to delivery to either of them of the written confirmation of the sale of the securities. Written notice of the intention to commence an action for rescission must be served on the person who contracted to sell within 60 days of the date of delivery of the written confirmation, but no action shall be commenced after the expiration of three months from the date of service of such notice.

- (b) A purchaser has the right to rescind a contract for the purchase of such securities, while still the owner thereof, if the Prospectus or any amended Prospectus offering such security contains an untrue statement of a material fact or omits to state a material fact necessary in order to make any statement therein not misleading, in the light of the circumstances in which it was made, but no action to enforce this right can be commenced by a purchaser after the expiration of 90 days from the latter of the date of such contract or the date on which such Prospectus or amended Prospectus is received or is deemed to be received by him or his agent.

Reference is made to the said Act for the complete text of the provisions under which the foregoing rights are conferred.

ROCKRIDGE MINING CORPORATION

FINANCIAL STATEMENTS

JANUARY 15, 1984



A MEMBER OF ARTHUR YOUNG INTERNATIONAL

Clarkson Gordon

Chartered Accountants
P.O. Box 10101, Pacific Centre
700 West Georgia Street
Vancouver, Canada V7Y 1C7
Telephone: (604) 683-7133

AUDITORS' REPORT

To the Directors of
Rockridge Mining Corporation:

We have examined the balance sheet of Rockridge Mining Corporation as at January 15, 1984 and the statements of income, deficit and changes in financial position for the period from the date of incorporation, December 1, 1983, to January 15, 1984. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests and other procedures as we considered necessary in the circumstances.

In our opinion, these financial statements present fairly the financial position of the company as at January 15, 1984 and the results of its operations and the changes in its financial position for the period then ended in accordance with generally accepted accounting principles.

Vancouver, Canada,
January 20, 1984 (April 27, 1984
with respect to Note 6).

Clarkson Gordon

Chartered Accountants

ROCKRIDGE MINING CORPORATION
(Incorporated under the laws of British Columbia)

BALANCE SHEET

JANUARY 15, 1984

ASSETS

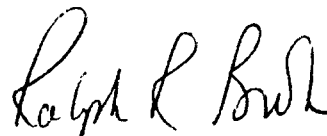
Cash	\$ 85,000
Bank term deposits	100,000
Accrued interest receivable	276
Prepaid expenses	<u>516</u>
	185,792
Mineral properties (note 3)	<u>102,500</u>
	<u>\$288,292</u>

LIABILITIES AND SHAREHOLDERS' EQUITY

Accounts payable	\$ <u>4,500</u>
Shareholders' equity:	
Share capital (note 4) -	
Authorized:	
25,000,000 common shares without	
par value	
Issued and outstanding:	
2,640,001 common shares without	
par value	289,500
Deficit (statement 2)	<u>5,708</u>
	<u>283,792</u>
	<u>\$288,292</u>

On behalf of the Board:

Director



Director



(See accompanying notes)

ROCKRIDGE MINING CORPORATIONSTATEMENT OF LOSS AND DEFICITFROM DATE OF INCORPORATION ON DECEMBER 1, 1983 TO JANUARY 15, 1984

Interest	\$ <u>276</u>
Expenses:	
Audit and legal	4,500
Management fee	<u>1,484</u>
	<u>5,984</u>
Net loss and deficit	<u>\$5,708</u>

(See accompanying notes)

ROCKRIDGE MINING CORPORATIONSTATEMENT OF CHANGES IN FINANCIAL POSITIONFROM DATE OF INCORPORATION ON DECEMBER 1, 1983 TO JANUARY 15, 1984

Source of funds:		
Issue of common stock		\$289,500
Less issued for mineral properties (see below)		<u>7,500</u>
		<u>282,000</u>
Application of funds:		
Net loss		5,708
Purchase of mineral properties	102,500	
Less shares issued	<u>7,500</u>	<u>95,000</u>
		<u>100,708</u>
Working capital, end of period		<u>\$181,292</u>

(See accompanying notes)

ROCKRIDGE MINING CORPORATION

NOTES TO FINANCIAL STATEMENTS

JANUARY 15, 1984

1. Incorporation

The Company was incorporated under the laws of British Columbia on December 1, 1983.

2. Significant accounting policies

Mineral properties -

Acquisition costs of mineral properties are charged against current earnings unless they relate to properties from which production is reasonably certain or on which further work is to be done.

3. Mineral claims

On December 2, 1983 the Company acquired six mineral properties situated in the Cariboo Mining District in the Province of British Columbia.

The acquisition costs of the claims were as follows:

Starlike	\$ 80,500
ACBC	10,000
Cabin	2,000
Equus	4,000
Gibbon	4,000
Goldfly	<u>2,000</u>
	<u>\$102,500</u>

The Company acquired from three shareholders and two director/shareholders the Starlike property for total consideration of 750,000 common shares at a total assigned value of \$7,500 plus cash of \$73,000. The balance of the claims were acquired from a shareholder for a total cash consideration of \$22,000.

As part of the acquisition, the Company has agreed to spend \$300,000 in 1984 for exploration and development in the area of interest in which the six properties are situated.

4. Share capital

During the year the Company issued shares as follows:

1,890,001 shares for cash	\$283,500
750,000 shares as partial consideration for mineral properties (see note 3)	<u>7,500</u>
	291,000
<u> </u> Less unpaid on 10,000 shares (subsequently paid)	<u>1,500</u>
<u>2,640,001</u>	<u>\$289,500</u>

5. Related party transactions

(a) During the period the Company paid a management fee of \$1,484 to a director/shareholder.

(b) The Company's mineral properties were purchased from certain directors and shareholders (see note 3).

6. Subsequent event

The Company proposes to enter into an agreement under which agents for the Company will offer to the public, through the facilities of the Vancouver Stock Exchange, 600,000 common shares. The offering price of the common shares will be 50¢ per share. The agents will receive 6¢ for each share purchased.

**REPORT ON THE
STARLIKE PROPERTY
OF
ROCKRIDGE MINING CORPORATION
HORSEFLY AREA
CARIBOO MINING DIVISION B.C.**

**by
I.M. WATSON & ASSOCIATES LTD.**

I.M. WATSON

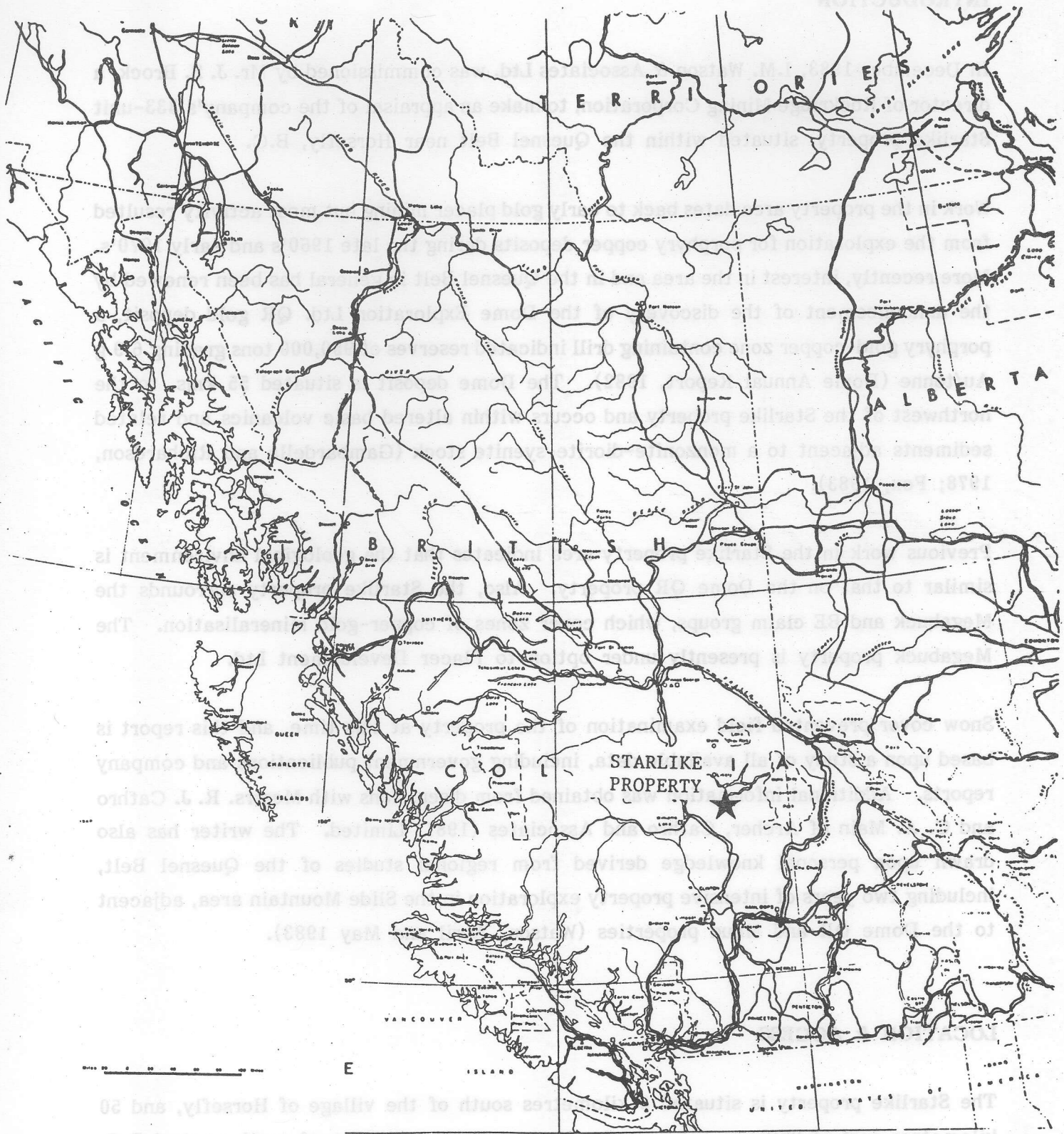
JANUARY 1984

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STARLIKE PROPERTY



INDEX MAP

FIG. 1

INTRODUCTION

In December 1983, I.M. Watson & Associates Ltd. was commissioned by Mr. J. S. Brock, a director of Rockridge Mining Corporation, to make an appraisal of the company's 333-unit Starlike property, situated within the Quesnel Belt near Horsefly, B.C.

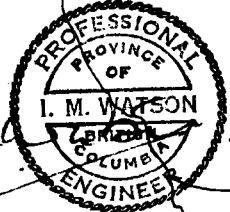
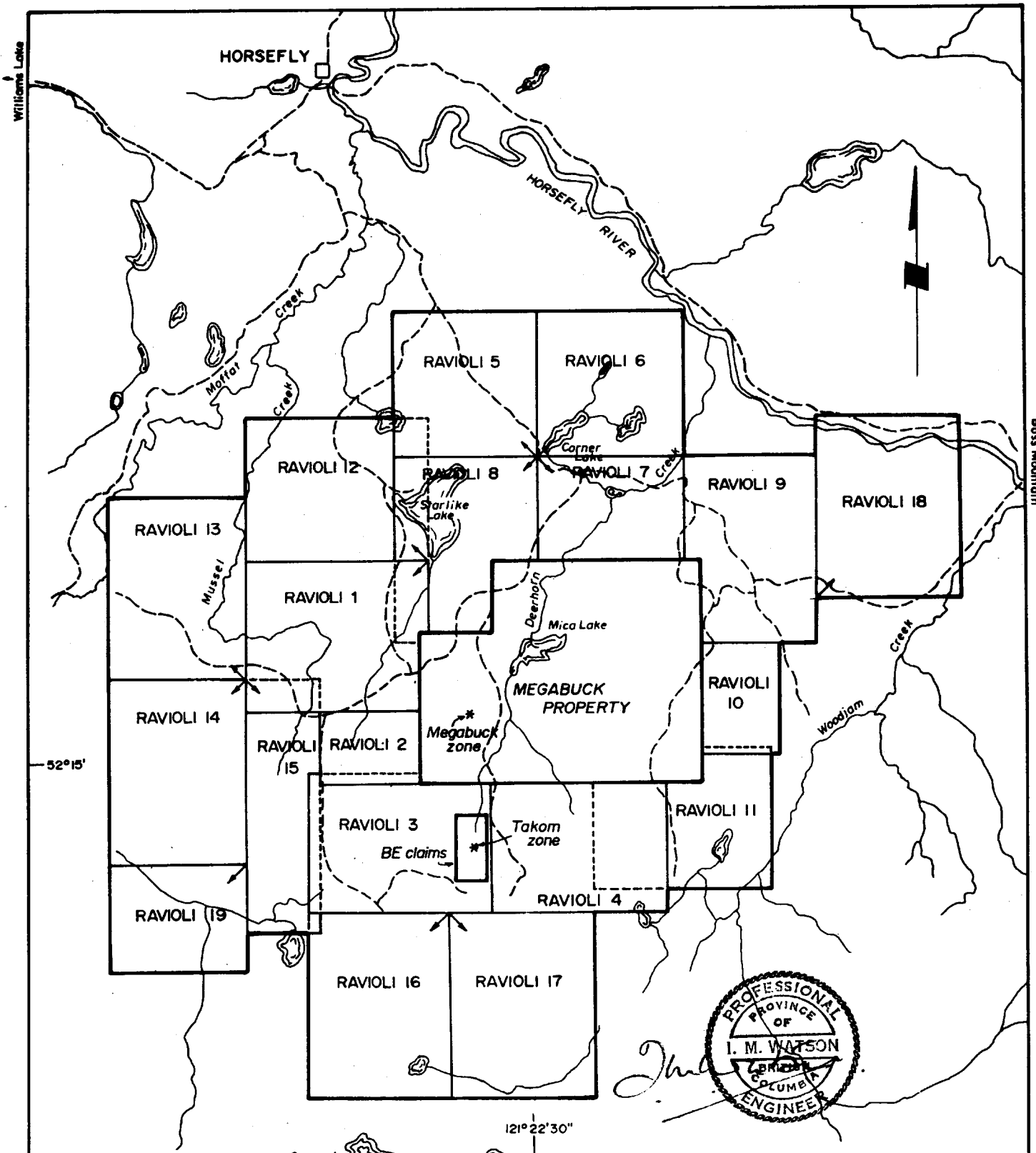
Work in the property area dates back to early gold placer mining but most activity resulted from the exploration for porphyry copper deposits during the late 1960's and early 1970's. More recently, interest in the area and in the Quesnel Belt in general has been renewed by the announcement of the discovery of the Dome Exploration Ltd. QR gold deposit, a porphyry gold-copper zone containing drill indicated reserves of 950,000 tons grading 6.9 g Au/tonne (Dome Annual Report, 1982). The Dome deposit is situated 55 kms. to the northwest of the Starlike property and occurs within altered basic volcanics and related sediments adjacent to a monzonite-diorite-syenite stock (Gambardella and Richardson, 1978; Fox, 1983).

Previous work in the Starlike property area indicates that the geological environment is similar to that on the Dome QR property. Also, the Starlike property surrounds the Megabuck and BE claim groups, which cover zones of copper-gold mineralisation. The Megabuck property is presently under option to Placer Development Ltd.

Snow cover prevented field examination of the property at this time, and this report is based upon a study of all available data, including government publications and company reports. Additional information was obtained from discussions with Messrs. R. J. Cathro and C. A. Main of Archer, Cathro and Associates (1981) Limited. The writer has also drawn upon personal knowledge derived from regional studies of the Quesnel Belt, including two years of intensive property exploration in the Slide Mountain area, adjacent to the Dome QR and Maud properties (Watson, April and May 1983).

LOCATION & ACCESS

The Starlike property is situated 8 kilometres south of the village of Horsefly, and 50 kilometres east of Williams Lake, in the Cariboo Mining District of south central B.C. The claims are centred at 52°14'N latitude and 121°24'N longitude, and lie within NTS map areas 93A/3 and 93A/6.



ROCKRIDGE MINING CORPORATION

CLAIM AND LOCATION MAP

STARLIKE PROPERTY

Horsefly Area, BC.

Scale 0 1000 2000 3000 4000 metres

I.M. WATSON & ASSOCIATES LTD.

SCALE	DATE	BY	N.T.S. No.	DWG. No.
1:75 000	JAN. '84		93A/3W,6W	Fig.2

The property is readily accessible by the several roads and logging trails which pass through the area. The terrain is gently rolling with elevations ranging from 880 metres in the northwestern corner of the property to 1240 metres on Deerhorn Mountain in the southeast. The area is drained by several northerly flowing tributaries of Moffet Creek and Horsefly River. Low lying areas tend to be swampy and there are numerous small lakes scattered throughout the claims.

CLAIMS

The following information was obtained from government and company records. The writer has not made a field examination of the property 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 (Fig. 2).

The Starlike property consists of 19 claims (Ravioli 1-19) containing a total of 333 units. The claims were staked for Archer, Cathro & Associates (1981) Limited during the period April to July 1983.

Essential data are listed as follows:

Claim Name	Record #	Tag #	Units	Expiry Date
Ravioli 1	4783(4)	84601	20	April 25, 1984
Ravioli 2	4784(4)	84602	6	April 25, 1984
Ravioli 3	4785(4)	84603	20	April 25, 1984
Ravioli 4	4786(4)	84604	16	April 25, 1984
Ravioli 5	4832(5)	89258	16	May 17, 1984
Ravioli 6	4833(5)	89259	20	May 17, 1984
Ravioli 7	4834(5)	89260	20	May 17, 1984
Ravioli 8	4835(5)	89257	20	May 17, 1984
Ravioli 9	4836(5)	89261	20	May 17, 1984
Ravioli 10	4837(5)	89262	9	May 17, 1984
Ravioli 11	4838(5)	84605	20	May 17, 1984
Ravioli 12	4839(5)	84592	20	May 17, 1984
Ravioli 13	4840(5)	84599	20	May 17, 1984
Ravioli 14	4841(5)	89264	20	May 17, 1984
Ravioli 15	4842(5)	89265	14	May 17, 1984
Ravioli 16	4843(5)	84596	20	May 17, 1984
Ravioli 17	4844(5)	84597	20	May 17, 1984
Ravioli 18	4845(5)	84590	20	May 17, 1984
Ravioli 19	4999(7)	90293	12	July 25, 1984

The Starlike claims completely surround two separate claim blocks held by other owners. The larger of the two, known as the Megabuck property, consists of five claims containing 44 units (Megabuck, MB, Bob, LS and LP), and two 2-post claims (AB 3 and 4). These claims cover a copper-gold zone (Megabuck) explored by Exploram in the 70's and are now held under option by Placer Development Ltd. The smaller property situated 2.5 kms. south of the Megabuck claims covers another copper zone (Takom), and consists of two 2-post claims (BE).

Archer Cathro reports filing sufficient assessment work on the Starlike claims to keep them in good standing until 1985.

Ownership of the Ravioli claims was transferred to Rockridge Mining Corporation in February 1984.

HISTORY - STARLIKE PROPERTY AREA

Placer gold operations were common throughout the Quesnel Belt during the early 1900's but records of activity in the property area are non-existent. The earliest recorded work took place in the 1960's, prompted by the wave of exploration for porphyry copper deposits.

During 1966 and 1967, Helicon Explorations Ltd. and the Magnum Consolidated Mining Company carried out geological mapping and an I.P. survey over parts of the 70 claim Wood property which was situated on the eastern boundary of the present Starlike property. Chalcopyrite and pyrite are reported to occur in lightly fractured granodiorites (B.C. MMAR 1967).

Intensive exploration of the property area began in the early 70's when Exploram Minerals Ltd., a subsidiary of the Calgary based Loram Group, acquired three contiguous blocks of claims, the HS, WL, and Ray. The area covered by these claims corresponds to that now occupied by the south, central and eastern parts of the Starlike claim block, and includes the Megabuck and BE properties.

Between 1973 and 1977, Exploram carried out exploration for porphyry copper deposits. The programme consisted of reconnaissance I.P. and magnetic surveys and geochemical

soil and rock sampling over selected areas of the HS, WL, and Ray claims.

In 1974, Exploram drilled five holes (74-1 and 74-5) to test I.P., magnetic and gold-copper geochemical soil anomalies on ground now covered by the Megabuck and BE claims. In 1977, the Takom zone was again tested by a single drill hole (77-1). The drill core was stored on the property, but is reported to have been vandalised.

Following the expiry of the HS claims in 1979, B. Pryce and A. Babiy staked one 2-unit claim and two 2-post claims (LS #1 and AB #3 & 4, respectively) over the Megabuck zone. In 1980, the AB claims were overstaked by E. Scholtes (the LP 2 unit claim). The LS, AB and LP claims were later (1982-83) overstaked and completely surrounded by the Megabuck claim (20 units), and the MB and Bob claims (24 units). All of these claims are now under option to Placer Development Ltd. Placer is believed to have carried out a drilling programme on the claims during 1983, but there has been no release of information by the company.

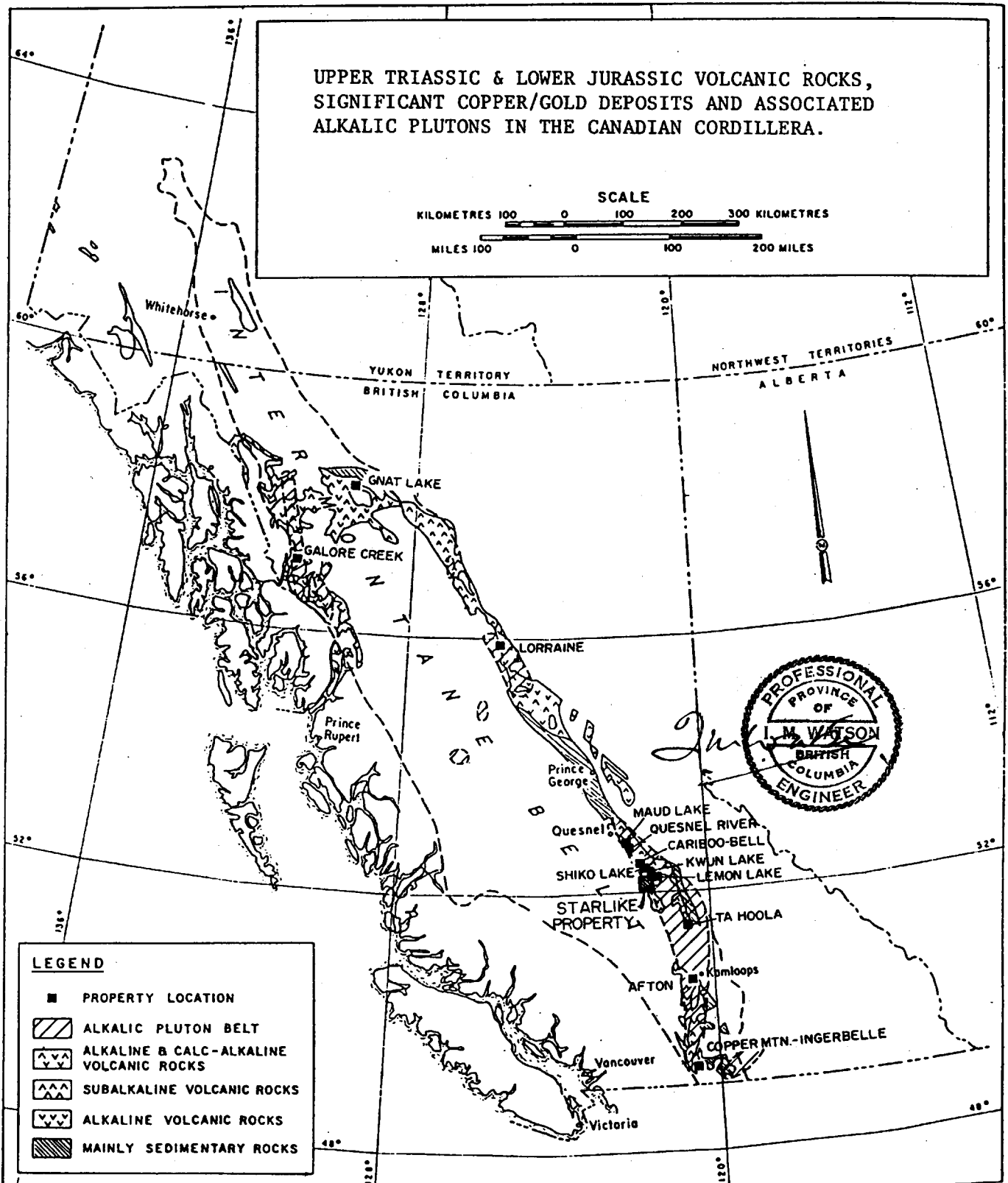
The 19 claim, 333 unit Starlike property (Ravioli 1-19) was staked for Archer Cathro and Associates Ltd. between April and July 1983. Archer Cathro carried out a preliminary programme of reconnaissance mapping and soil sampling (2100 samples) over the property, and at year end had partially established a grid for control of future exploration work.

In early February of 1984 ownership of the Starlike property was transferred to Rockridge Corporation.

REGIONAL GEOLOGICAL SETTING

The Starlike property is situated within the Quesnel Trough of the Intermontane Belt (Fig. 3). The trough forms the southern part of a northwesterly trending belt of volcanic and sedimentary rocks of Upper Triassic to Jurassic age, extending from the Princeton area in the south to the Stikine in the north. Width of the belt ranges from 30 to 60 kms.

The volcanics of the Quesnel Trough consist of a mixed alkaline and calc-alkaline assemblage, which is predominantly alkaline in the north. The succession is mainly marine consisting of a thick sequence of Upper Triassic alkali basalts and derived



Modified from D. A. Barr et al., C.I.M. Special Volume No. 15, 1976.

FIG. 3

volcaniclastic monolithic and polyolithic breccias and tuffs. Upwards, there is an increase in the sedimentary component, and subaerial deposits may be present (Ney, Hollister, 1976).

The volcanic rocks are intruded by comagmatic complex alkaline plutons. These plutons range from syenogabbro to alkali syenite, and their chemical composition is the same as that of the volcanics they intrude. They appear to be structure related and occur in belts along major lineaments and faults. They vary in size from plugs to small batholiths, and appear to have been emplaced into the volcanic centres which produced the abundance of volcanic material (Barr et al, 1976).

ALKALINE SUITE PORPHYRY GOLD COPPER DEPOSITS

The alkaline suite porphyry deposits of the Quesnel Trough (e.g. Copper Mountain, Afton, Cariboo Bell) are related to and coeval with the alkaline plutons and their volcanic host rocks. They are characteristically low molybdenum gold bearing copper porphyry deposits and are distinct from the calc-alkaline class of porphyries which are hosted by the large, differentiated, quartz bearing, calc-alkaline batholiths, e.g. Highland Valley deposits, Gibraltar.

Fig. 3 shows the distribution of the known alkaline type porphyry gold-copper deposits.

In general, the deposits occur in breccia zones within the plutons and in zones of intense faulting, fracturing and alteration in the surrounding volcanics. Hydrothermal alteration is developed around the plutons and is characterised by a zone of potash feldspar and biotite succeeded outwards by chlorite, epidote, carbonate and albite (propylitic zone). Sulphides, in order of abundance are pyrite, chalcopyrite, bornite, chalcocite and pyrrhotite; they occur in all zones of alteration (Barr et al, 1976). The common association of magnetite with alkalic intrusions provides a useful exploration guide, and arcuate airborne magnetic highs are often evidence of a plutons presence.

Exploration during the 1960's and early 1970's resulted in the discovery of most of the known porphyry deposits. At that time, interest lay in copper but sampling revealed the presence of gold and with the rise in price of the precious metal, the deposits became important as potential porphyry gold deposits. Several of these are currently being

explored. In the Cariboo area, the Cariboo-Bell Bootjack Lake and the Dome QR deposits are the best known, and provide models for exploration of the Starlike property.

The Cariboo Bell deposit was discovered in 1964, during examination of a prominent aeromagnetic anomaly. Exploration has resulted in the delineation of drill indicated 110 million tonnes grading 0.32% Cu and 0.45 g/tonne (0.013 ozs/ton) Au.

The deposit occurs in breccia zones within and near the top of a complex alkaline laccolith which intrudes the upper part of a thick sequence of Upper Triassic trachybasalts and volcanoclastic rocks (Hodgson et al, 1976). Chalcopyrite and magnetite occur as disseminations and veinlets in the breccias. Pyrite is abundant in a 'halo' above the copper zone. Alteration consists of potash feldspar-biotite-diopside in the breccias, with outer zones of garnet-epidote and epidote.

Exploration of the Cariboo Bell deposit included geochemical magnetometer and I.P. surveys. Geochemistry delineated glacially extended copper (200ppm Cu) and gold (30ppb Au) anomalies which peak over the mineralised breccia zones. The ground magnetic survey showed a close correspondence of magnetic highs and mineralised zones. The I.P. survey produced weak anomalies (6% frequency effect) correlating with the pyritic halo but did not clearly distinguish the mineralised breccia.

The QR (Quesnel River) deposit was discovered in 1975 during investigation of an airborne magnetic anomaly. Preliminary widely spaced soil sampling revealed an isolated gold/copper anomaly (400 ppb Au; 80ppm Cu). Follow-up detailed sampling outlined a strong gold-copper anomaly and subsequent drilling encountered interesting gold assays.

In May 1982, following further drilling, Dome's annual report announced drilled reserves of 950,000 tons grading 0.21 ozs Au/ton (6.53 g/ton) "in a compact near surface deposit".

Information presently available (Fox, 1983) indicates that the gold occurs within the propylitic alteration zone related to a diorite-monzenite pluton. The pluton has intruded a thick and extensive sequence of basaltic rocks and derived sediments, including carbonates and/or carbonatised basalts. Current belief is that the gold was introduced during hydrothermal alteration and was precipitated in the carbonate rich rocks within the pyrite-epidote enriched propylitic zone. As yet there is no obvious pattern to the

distribution of gold within the zone. There appears to be a combination of stratigraphic and hydrothermal controls, and ore shoots crosscut lithological boundaries. Post 'ore' faulting adds to the complexity.

Gold, copper, and possibly arsenic have been dispersed in the soils down glacier from the QR zone to the northwest for several hundred metres, but the intensity of the anomalies may be a happy accident resulting from the deposit's exposed location on the northern brink of the Quesnel River escarpment. Elsewhere, heavy overburden with thick clay components would tend to geochemically 'mask' a deposit.

Magnetometer surveys confirmed the airborne anomaly and showed the correlation between the stock and magnetic highs (Fox, 1976; Richardson, 1978).

Strong I.P. chargeability anomalies (up to 60 m/s) correlate well with the pyritised propylitic host rocks (Fox, 1983).

Summary

The Cariboo Bell and QR deposits illustrate two different modes of gold occurrence within the alkaline porphyry environment. Cariboo Bell gold zone is hosted in the brecciated upper portion of the pluton itself, while the QR zone occurs a few hundred metres from the pluton, but within the propylitic zone of that intrusion's alteration halo.

The deposits provide the most obvious models and guides for exploration of the Starlike property. However, other modes of gold occurrence are possible within the alkaline porphyry deposit environment and the Quesnel Trough in general. These include volcanic exhalative or fumarolic deposits that may have been deposited earlier in the volcanic cycle, prior to intrusion of the alkaline stock, and are beyond the influence of the alteration halo. The Ta Hoola (Friendly Lake) deposit may be of this type. Stock-work, vein and contact metasomatic types are also possible.

STARLIKE PROPERTY

1. Geological Setting

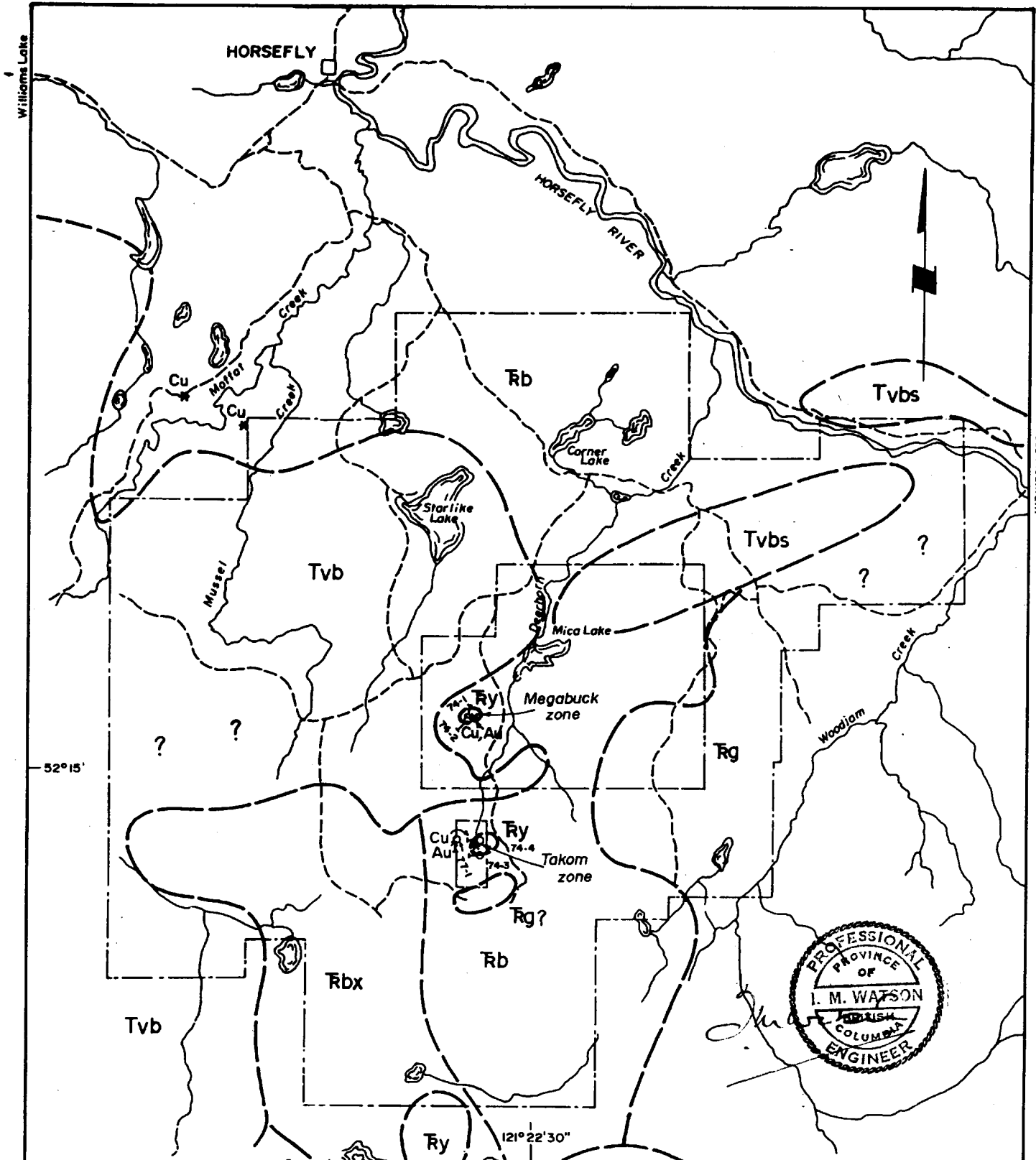
Figure 4 is a geological sketch plan of the property area compiled from GSC mapping (Campbell, 1961; Tipper et al, 1979); from information available in several assessment reports filed by Exploram (see references) and from preliminary reconnaissance mapping carried out by Archer Cathro and Associates in 1983. Interpretation is restricted by the poor exposure, limited information and reconnaissance nature of the mapping.

The property is underlain by a complex sequence of Triassic-Jurassic basic alkaline flows and volcanoclastic rocks. These flank the granodiorite of the calc alkaline suite Takomkane batholith to the east, and are partially concealed in the western part of the property by a veneer of Tertiary plateau basalts. On a more detailed scale, the Archer Cathro mapping has shown that the alkaline volcanics consist of maroon and green augite and feldspar porphyry flows and related tuffs, with less abundant felsic tuffs, coarse pyroclastic breccias, and sediments. Airborne magnetics (GSC maps 7221G, 5239G) and the Exploram reconnaissance ground magnetometer survey suggest a north-easterly strike, contrary to the regional northwesterly trend of the Trough. In the southern part of the property, just south of the BE claims, a small body of quartz monzonite intrudes the volcanics.

An intrusion of altered and brecciated porphyritic monzonite also occurs on the Megabuck claim and drilling on the BE claim intersected pyritised granodiorite (Cruz, 1974, 1977). Both these intrusions contain weakly disseminated chalcopyrite and gold (see below).

2. Mineralisation

- a) **Copper in Tertiary basalts.** Chalcopyrite and native copper occur locally in the flat lying Tertiary basalts. Showings at the northeastern corner of the Starlike property were separately investigated by Vanco Explorations in 1972, and by El Paso Mining in 1973 (B.C. GEM 1972, 1973).



- Tertiary**
- Tvbs** Basalts, sediments
 - Triassic-Jurassic
 - Rbx** Polyolithic breccia
 - Rb** Augite alkali basalt
 - Ry** Monzonite-syenite intrusion
 - Rg** Takomkane batholith

Cu * showing
 α⁷⁴⁻¹ diamond drill hole

ROCKRIDGE MINING CORPORATION

GEOLOGY

STARLIKE PROPERTY
 Horsefly Area, BC.

Scale 0 1000 2000 3000 4000 metres

I.M. WATSON & ASSOCIATES LTD.

SCALE	DATE	BY	N.T.S. No.	DWG. No.
1:75000	JAN. '84		93A/3W,6W	Fig. 4

From: Tupper et al. 1979, Explorom Minerals Ltd 1974, Archer Cathro 1983, P.E. Fox 1976

b) **Porphyry copper-gold.** Work by Exploram during the 1970's resulted in the discovery of two areas of copper-gold mineralisation. The **Megabuck Zone** is on ground now under option to Placer Development, who are rumored to have carried out a drilling programme on the property during 1983. The earlier drilling by Exploram in 1974 (Holes 74-1 and 2) encountered altered, fractured and quartz veined pink porphyritic monzonite containing weakly disseminated chalcopyrite. Alteration consists of potash feldspar, chlorite-carbonate with epidote, and magnetite (Cruz, 1974). Core sampled by Exploram returned assays of 0.036 oz/ton Au and 0.13% Cu over 287 feet (1.23 g/tonne Au over 87.5 m) from hole 74-1; and 0.041 oz/ton Au and 0.11% Cu over 120 feet (1.41 g/tonne Au over 36.6 m) from hole 74-2. Individual gold assays range up to 0.076 ozs/ton (2.60 g/tonne). The monzonite intrudes highly altered, fractured and brecciated volcanics, containing numerous irregular monzonite lenses and fragments. Alteration of the volcanic rocks consist of patchy silicification and chloritisation, with local development of epidote, magnetite and pyrite, and rare chalcopyrite. Exploram made only a partial sampling of the volcanic sections, and although the copper and gold content of the volcanics is markedly less than that of the monzonite, it is still within the 'anomalous' range, containing up to 0.054 ozs Au/ton (1.85 g/tonne).

The **Takom Zone**, on the BE claim, was also drilled by Exploram in 1974 and 1977 (Drill holes 74-3, 4, 5; 77-1). Information available from Exploram drill hole sections and mapping indicates that the zone occurs within partly brecciated augite and feldspar porphyry flows and volcanoclastics containing patchy chlorite and argillic alteration, cut by quartz-carbonate veins. According to the data available, only two of the holes drilled on the Takom zone were assayed, and then only in part. In hole 74-3, granodiorite and hornblende quartz-diorite intrude the volcanics. A 10.6 m section from this zone of intrusion and alteration assayed 0.037 ozs Au/ton (1.3 g/tonne). and 0.13% Cu.

DISCUSSION

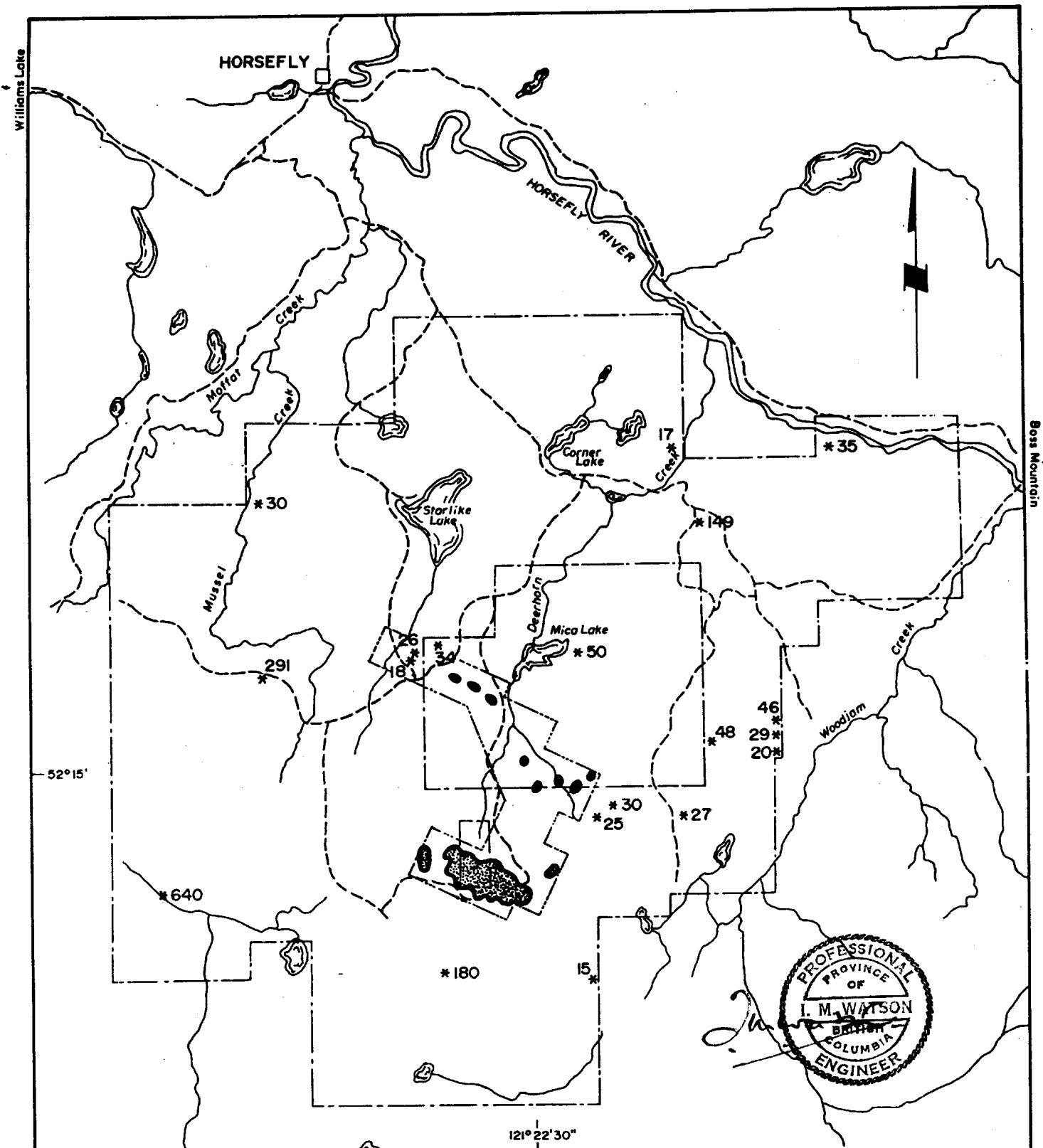
The Starlike property lies within the Quesnel Trough and is underlain mainly by typical trough Triassic-Jurassic age alkaline volcanics. On the Megabuck and BE claims, which are wholly surrounded by the Starlike property, the volcanics are intruded by monzonite and dioritic intrusions. These intrusions host gold-copper mineralisation; the geological setting and nature of mineralisation in both zones are consistent with those of known gold-copper alkali porphyry deposits elsewhere in the trough. The Megabuck zone in particular resembles the Cariboo Bell deposit in that it is hosted in the upper brecciated potassic alteration zone of the pluton.

The limits of the Megabuck and BE claim (Takom) zones are presently unknown. Extensions of these zones may pass on to the Starlike ground as indicated, for example, by the copper-gold soil anomaly which trends northwesterly from the Megabuck zone, and by the broad I.P. chargeability and copper soil anomalies surrounding the Takom zone (see Figs. 5 & 6). Potential exists not only for extensions of these known zones, but for the occurrence of separate distal deposits similar to those on the QR and Ta Hoola properties. Detailed geological mapping and prospecting of the entire property is essential to recognition of these environments.

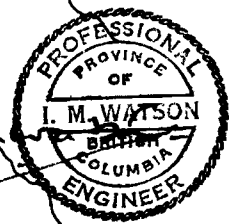
Figs. 5, 6 & 7 illustrate the results and extent of previous exploration, which consisted of reconnaissance I.P. and magnetometer surveys, limited geochemical soil sampling, and diamond drilling. Geochemical soil (40ppm Cu) and I.P. chargeability (6%) anomalies are indicated on the figures.

The Exploram geochemical soil sampling coverage was limited to a relatively small, irregularly shaped area, around and between the Megabuck and Takom zones. All samples were tested for copper but less than half were analysed for gold. Widely spaced reconnaissance soil sampling by Archer Cathro in 1983 encountered high gold soil contents (up to 640pb Au) in several areas untested by previous work. Systematic and selective soil and rock sampling and multi-element analyses are required to adequately test the property.

The Exploram reconnaissance I.P. surveys outlined several chargeability anomalies which require further investigation. The anomalies surrounding the Takom zone are of obvious and immediate interest, but further I.P. work should be preceded and guided by the results



* 180 Soil geochemistry result: Au in ppb (Archer Cathro, 1983)
 * 180 " " >40ppm Cu (Exploram, 1975)
 ----- extent of geochemical sampling (Cu only)



ROCKRIDGE MINING CORPORATION

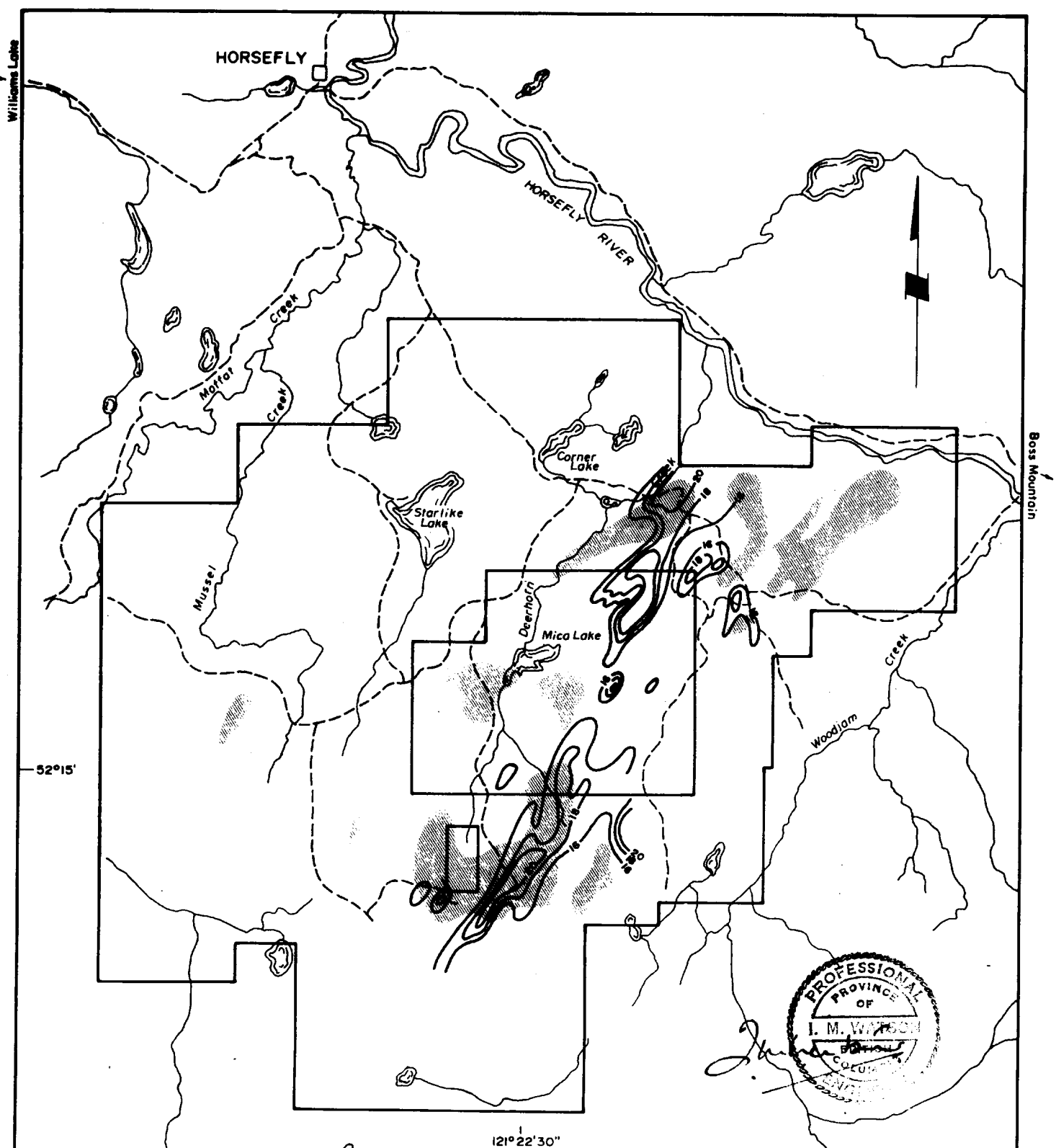
GEOCHEMICAL COMPILATION



STARLIKE PROPERTY
Horsefly Area, BC.

Scale 0 1000 2000 3000 4000 metres

I.M. WATSON & ASSOCIATES LTD.

SCALE	DATE	BY	N.T.S. No.	DWG. No.
1:75000	JAN. '84		93A/3W,6W	Fig. 5



 Vertical magnetic intensity: hundreds of gammas
 IP anomaly: > 6% chargeability (Exploram, 1974)



ROCKRIDGE MINING CORPORATION
GEOPHYSICAL COMPILATION
I.P. & MAGNETICS
STARLIKE PROPERTY
 Horsefly Area, BC.

Scale 0 1000 2000 3000 4000 metres

I.M. WATSON & ASSOCIATES LTD

SCALE	DATE	BY	N.T.S. No.	DWG. No.
1:75000	JAN. '84		93A/3W,6W	Fig.6

of the geological and geochemical surveys. The main purpose of the I.P. surveys should be the detection of the pyritic alteration zones which host gold mineralisation; the propylitic zone of the QR deposit, for example, gives a strong persistent chargeability anomaly (maximum 60 m/s).

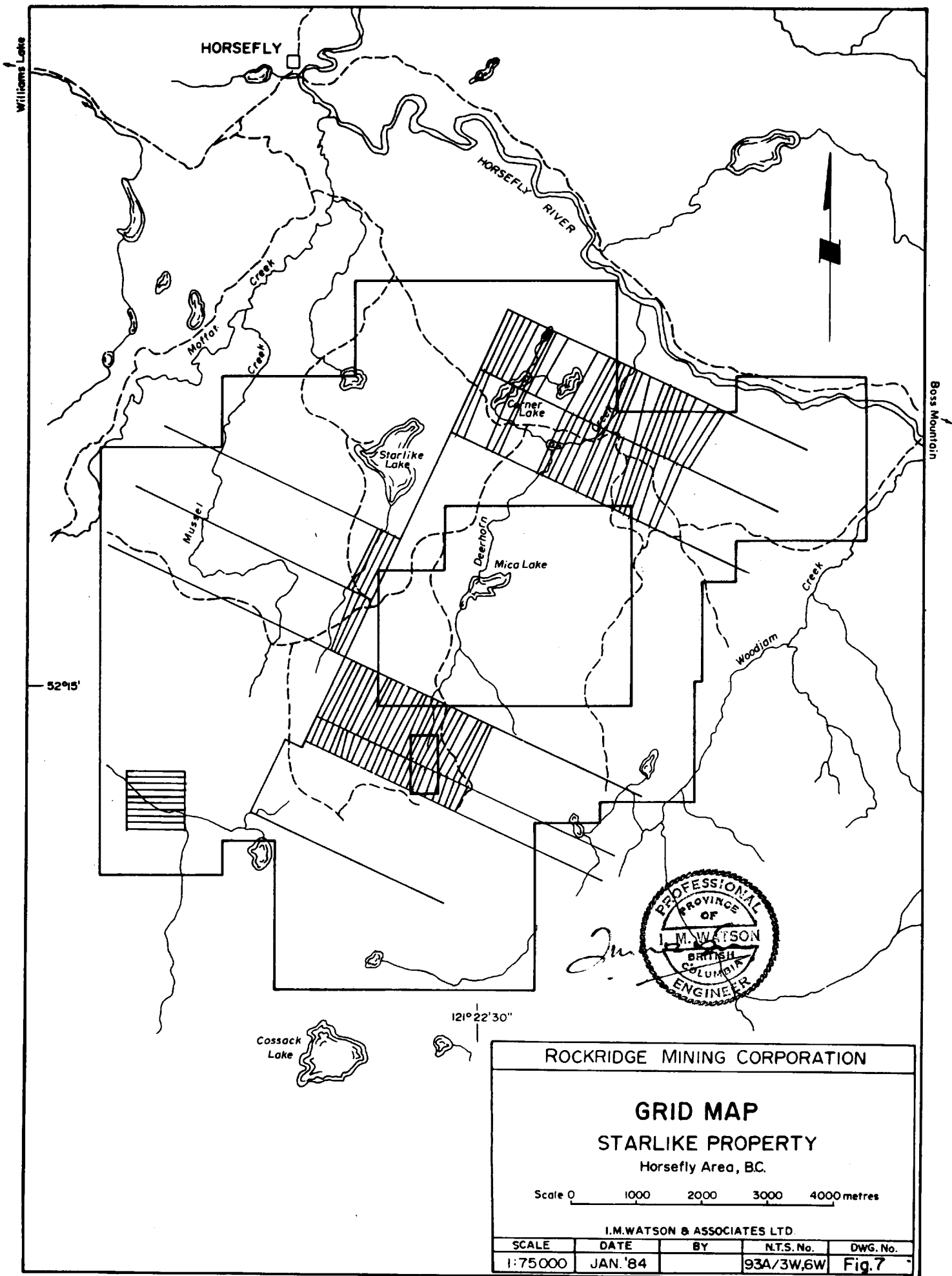
Magnetometer surveys have been useful in identifying target areas and as a mapping tool on the Cariboo Bell and, to a lesser extent, on the QR properties. On the Starlike property, the Exploram magnetometer surveys (Fig. 6) are too limited in extent and the station/line spacings are too wide for either purpose. A more detailed survey of the property should be undertaken.

RECOMMENDATIONS

A three-phase exploration programme of the Starlike property is recommended, Phases II and III to be dependent on the results of the preceding phase.

Phase I

1. **Geological Mapping/Prospecting.** The main purposes of the programme are:
 - a) Identification of areas underlain by favourable Triassic to Jurassic volcanic rocks.
 - b) Detail mapping of the favourable volcanic rocks in order to identify target zones - e.g. monzonite-diorite-syenite intrusions and/or related alteration haloes.
 - c) Confirmation/determination of geological trends within the property.
2. **Linecutting.** Completion of the Archer Cathro grid, starting in areas of known favourable geology, and extending coverage to areas identified by the mapping programme.
3. **Magnetometer Survey.** Full extent of the survey is to be determined by geological mapping. Initial spacing of 125m X 50m to be reduced in areas of interest or of doubtful trend.



HORSEFLY

HORSEFLY RIVER

Moffat Creek

Mussel

Starlike Lake

Mica Lake

Deerholm

Corner Lake

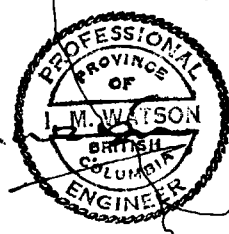
Woodjam

Creek

52°15'

121°22'30"

Cossack Lake



ROCKRIDGE MINING CORPORATION

GRID MAP
STARLIKE PROPERTY
 Horsefly Area, BC.

Scale 0 1000 2000 3000 4000 metres

I.M.WATSON & ASSOCIATES LTD

SCALE	DATE	BY	N.T.S. No.	DWG. No.
1:75 000	JAN. '84		93A/3W,6W	Fig.7

4. Geochemical Soil and Rock Sampling.

- a) Analysis of Archer Cathro 1983 samples.
- b) Sampling coverage to be determined by geological control.
- c) Multi-element ICP analyses, with separate atomic absorption analysis for gold.

Phase II

1. **Trenching.** Bulldozer trenching, dependent on the results of the geochemical and I.P. surveys.
2. **I.P. Survey.**
 - a) Reconnaissance I.P. surveys to test targets delineated by geological and geochemical surveys. Traverses @ 0.5 kms. spacing, using time domain equipment.
 - b) Detail follow-up of anomalies, dependent on results of (a) above.

Phase III

Diamond Drilling. Preliminary programme 500 metres, dependent on results of Phases I and II.

PROPOSED BUDGET

Phase I Geological mapping, linecutting, magnetometer survey, geochemical soil and rock sampling.

Salaries	\$ 50,200	
Accommodation and travel	12,300	
Communications, freight	2,500	
Vehicle expenses	5,500	
Equipment rental	5,000	
Equipment purchase	2,500	
Geochemical analyses, assays	20,000	
Reproduction, maps	1,500	
Drafting	2,000	
Linecutting	20,000	
	Subtotal	\$ 121,500

Phase II Bulldozer trenching, sampling, I.P. recce and follow-up.

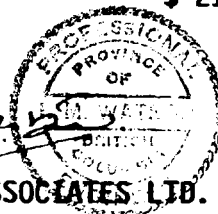
Salaries	\$ 9,000	
Accommodation and travel	2,100	
Communications, freight	750	
Vehicle expenses	1,500	
Equipment rental	5,500	
Equipment purchase	500	
Assays	1,000	
Drafting	500	
Contract geophysics (I.P.)	12,000	
	Subtotal	32,850

Phase III Diamond Drilling - preliminary programme (500 metres)

Salaries	\$ 7,500	
Accommodation and travel	2,500	
Communications, freight	500	
Vehicle expenses	2,200	
Equipment purchase	350	
Equipment rental	500	
Assays	4,000	
Drafting, reproductions	1,000	
Diamond drilling, 500 m @ \$75.00/metre	37,500	
	Subtotal	56,050
	TOTAL	\$ 210,400

January 20, 1984


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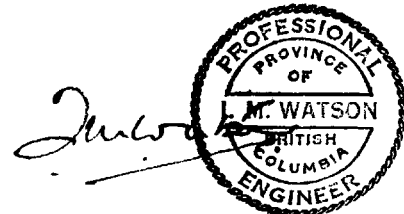


CERTIFICATE OF QUALIFICATIONS

I, Ivor Moir Watson, of 584 East Braemar Road, North Vancouver, hereby certify that:

1. I am a consulting geologist with offices at 410 - 675 West Hastings Street, Vancouver, B.C.
2. I am a graduate of the University of St. Andrews, Scotland (B.Sc., Geology, 1955).
3. I have practised my profession continuously since graduation.
4. I am a member in good standing of the Association of Professional Engineers of B.C., and a Fellow of the Geological Association of Canada.
5. The foregoing report is based on:
 - a) a study of all available company and government reports; and
 - b) my personal knowledge of the general area resulting from regional studies and compilations, and regional and property exploration carried out during the period 1972 to the present.
6. I have no interest nor do I expect to receive any interest, direct or indirect, in the securities or properties of Rockridge Mining Corporation.
7. I consent to the inclusion of this report in a prospectus or Statement of Material Facts.

January 20, 1984
Vancouver



Ivor M. Watson, B.Sc., P.Eng.

CERTIFICATE OF THE DIRECTORS AND PROMOTERS OF THE COMPANY

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by Part 7 of the Securities Act (British Columbia) and the regulations thereunder.

DATED at Vancouver, British Columbia, this 27th day of April, 1984.

CAULFIELD RESOURCES LTD.

Per: Ralph R. Brown
Authorized Signatory
Promoter

Ralph R. Brown
RALPH RANKIN BROWN,
President, Director and
Promoter

WELCOME NORTH MINES LTD.

Per: David Ross Fitzpatrick
Authorized Signatory
Promoter

David Ross Fitzpatrick
DAVID ROSS FITZPATRICK,
Director and Promoter

ARCHER, CATHRO & ASSOCIATES
(1981) LIMITED

Per: John Sebastian Brock
Authorized Signatory
Promoter

John Sebastian Brock
JOHN SEBASTIAN BROCK,
Director and Promoter

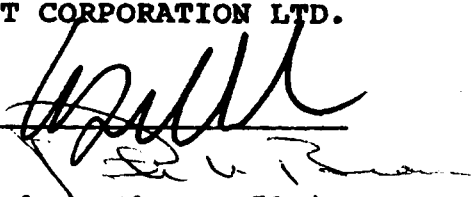
CERTIFICATE OF THE AGENT

To the best of our knowledge, information and belief, the foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by Part 7 of the Securities Act (British Columbia) and the regulations thereunder.

April DATED at Vancouver, British Columbia, this 27th day of
 , 1984.

CANARIM INVESTMENT CORPORATION LTD.

Per: _____

A handwritten signature in dark ink, appearing to be 'A. Turton', written over a horizontal line. The signature is cursive and somewhat stylized.

Those persons holding not less than a 5% interest in Canarim Investment Corporation Ltd. are Alfred E. Turton, Peter M. Brown, Brian D. Harwood, Charles Channing Buckland and Michael W. Murphy.