

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.

New Issue

Prospectus Dated July 6, 1989

WESTPINE METALS LTD.

671801

(hereinafter called the "Issuer")
900 - 475 Howe Street
Vancouver, B.C.

**1,500,000 Units, each Unit comprised of one common share,
one-half of a transferable Series "A" share purchase warrant
and six-tenths of a transferable redemption right.**

The Series "A" Warrants will be transferable and subject to filing with the Vancouver Stock Exchange of evidence of satisfactory distribution, will be posted for trading on the Vancouver Stock Exchange. One Series "A" share purchase warrant will entitle the holder thereof to purchase one common share of the Issuer up to 180 days from the day the Issuer's shares are posted and called for trading on the Vancouver Stock Exchange at a price of \$0.90 per share.

The redemption rights will be transferable and subject to filing with the Vancouver Stock Exchange of evidence of satisfactory distribution, will be posted and called for trading on the Vancouver Stock Exchange. The holder of a redemption right will be entitled to tender a redemption right together with a common share of the Issuer for redemption of the common share by the Issuer at a price of \$0.60 per share at any time up to 270 days from the day the Issuer's shares are posted and called for trading on the Vancouver Stock Exchange.

Units	Price to Public	Commission	Net Proceeds to be received by Issuer ¹
Per Unit	\$0.75	\$0.0585	\$0.6915
Total	\$1,125,000	\$87,750	\$1,037,250

¹ Before deduction of the cost of the balance of the issue estimated to be \$20,000.

THERE IS NO MARKET THROUGH WHICH THESE SECURITIES MAY BE SOLD. The price of this issue has been determined by negotiation between the Issuer and the Agents. The issue price to the public per Unit exceeds the net book value per common share immediately prior to the date of the Prospectus by \$0.406 per share. The net book value per common share after giving effect to this Offering, but without giving effect to the Series "A" Warrants, will be \$0.344 per common share representing a 54.1% dilution of the Offering price per common share.

The Vancouver Stock Exchange has conditionally listed the securities being offered pursuant to this Prospectus. Listing is subject to the Issuer fulfilling all the listing requirements of the Vancouver Stock Exchange on or before August 14, 1989, including prescribed distribution and financial requirements.

A PURCHASE OF THE SECURITIES OFFERED BY THIS PROSPECTUS MUST BE CONSIDERED A SPECULATION. SEE "RISK FACTORS" HEREIN.

Upon completion of this Offering, but without giving effect to the Series "A" Warrants, this issue will represent 42.9% of the shares then outstanding. The shares owned by controlling persons, Promoters, Directors and Senior Officers of the Issuer, and "Underwriters" as defined in Local Policy 3-30 of the British Columbia Securities Commission, represent 57.1% of the shares which will be issued and outstanding on completion of this Offering. Refer to the heading "Principal Holders of Securities" herein for further details of shares held by "Underwriters".

The Agents have agreed to purchase (the "Guarantee") any of the Units offered hereby which have not been sold at the conclusion of the Offering. Any Units acquired by the Agents under the Guarantee will also be distributed under this Prospectus through the facilities of the Vancouver Stock Exchange at the market price at the time of sale.

One or more of the Directors of the Issuer has an interest, direct or indirect, in other companies. Reference should be made to the item "Directors and Officers" herein for a comment as to the resolution of possible conflicts of interest.

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

We, as Agents, conditionally offer these securities on a guaranteed best efforts basis 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" in this Prospectus.

Agents

Canarim Investment Corporation Ltd.

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

Effective Date: July 14, 1989

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PROSPECTUS SUMMARY

The information given below is intended to provide a summary only of the principal features of the Offering. Reference is made to the more detailed information appearing elsewhere in this Prospectus.

The Offering

Issuer:	Westpine Metals Ltd.
Offering:	1,500,000 units, each unit comprised of one common share, one-half of a transferable Series "A" share purchase warrant and six-tenths of a transferable redemption right
Price:	\$0.75 per unit
Commission:	\$0.0585 per unit
Net Amount:	\$1,037,250

Use of Proceeds: The net proceeds to be received by the Issuer from this issue will be \$1,037,250. The proceeds will be applied to pay the balance of the cost of this issue being \$20,000, to pay accounts payable of \$50,000, \$540,000 will be placed in trust to be utilized for the redemption of up to 900,000 shares at \$0.60 per share, \$35,000 will be applied to a 1989 property payment, \$275,000 will be applied to carry out phase one of an exploration program on the Issuer's Taseko property and the balance will be utilized to provide working capital for the Issuer.

Risk Factors: The securities offered hereby are speculative investments and prospective purchasers should consider a number of risk factors. The Issuer's business is subject to risks normally encountered in mineral resource exploration and development. The properties in which the Issuer has an interest are in the exploration and development stage only and are without a known body of commercial ore. No survey of the properties of the Issuer has been made and therefore in accordance with the laws of the jurisdiction in which the properties are situate, their existence and area could be in doubt. Refer to the heading "Risk Factors" herein for further details.

The Issuer

The principal business which the Issuer carries on or intends to carry on is the acquisition, exploration and development of resource properties.

The Issuer entered into an assignment agreement pursuant to the terms of which it has acquired an option for the purchase of an undivided 100% interest in and to five mineral claims (51 units) known as the "Taseko Property" in consideration of the sum of \$200,000 and issuing a total of 1,200,000 escrowed shares. The underlying option agreement provides for aggregate cash payments of up to \$181,000 and aggregate exploration expenditures of up to \$1,200,000. The property is situated in the Clinton Mining Division, located 48 kilometres northwest of Goldbridge, British Columbia. Two major mineral showings occur on the property, the Empress showing where copper+gold mineralization occurs and the Buzzer showing where the chalcopyrite and molybdenite occur. A 1988 exploration program comprised of soil sampling, geological examination, prospecting

and diamond drilling and compilation of previous data led to the definition of seven anomalous copper-gold zones. A strong copper-gold anomaly, 100 metres wide and 400 metres long is defined by a greater than 400 ppm copper and greater than 100 ppb gold contour. The results of the 1988 program confirmed the possibility for one or more high-grade, low tonnage (1 million tons) copper-gold mineral occurrences on the Property. In addition, there is potential for larger tonnage, lower grade, copper molybdenum +/- gold occurrences on the property as exemplified by the Buzzer Showing. A soil sampling, geological mapping, detailed prospecting and diamond drilling (5,000 feet) program at an estimated cost of \$275,000 is recommended by the Issuer's consulting geologist which the Issuer intends on completing utilizing the proceeds from this Offering. If warranted, a follow-up drilling program at an estimated cost of \$525,000 will also be carried out.

(1) PLAN OF DISTRIBUTION

Offering

The Issuer by its Agents hereby offers (the "Offering") to the public through the facilities of the Vancouver Stock Exchange (the "Exchange") 1,500,000 units (the "Units"), each Unit comprised of one common share, one-half of a Series "A" share purchase warrant (the "Series "A" Warrants") in the capital of the Issuer and six-tenths of a transferable redemption right (the "Redemption Rights") at a price of \$0.75 per Unit. The Offering will be made in accordance with the rules and policies of the Exchange on a day (the "Offering Day") determined by the Agents and the Issuer, with the consent of the Exchange, within a period of 30 days from the date of issuance of a receipt for this Prospectus (the "Effective Date") by the Superintendent of Brokers for British Columbia (the "Superintendent").

The Exchange has conditionally listed the securities being offered pursuant to this Prospectus. Listing is subject to the Issuer fulfilling all the listing requirements of the Exchange on or before August 14, 1989, including prescribed distribution and financial requirements.

Appointment of Agents

The Issuer, by an agreement (the "Agency Agreement") dated July 6, 1989, appointed Canarim Investment Corporation Ltd. as its agents (the "Agents") to offer the Units through the facilities of the Exchange.

The Agents will receive a commission of \$0.0585 per Unit sold.

Agents' Guarantee

The Agents have agreed to purchase any Units not sold at the conclusion of the Offering Day.

Series "A" Warrants

The Series "A" Warrants to be issued pursuant to the Offering will be transferable and in bearer form and subject to filing with the Exchange of evidence of satisfactory distribution shall be posted for trading on the Exchange. One such warrant will entitle the holder to purchase one common share of the Issuer at any time up to the close of business 180 days following the day the Issuer's shares are posted and called for trading on the Exchange at a price of \$0.90 per common share.

The Series "A" Warrants will contain, among other things, anti-dilution provisions and provisions for appropriate adjustment in 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 of the Issuer, or the payment of stock dividends.

Redemption Rights

The Redemption Rights to be issued pursuant to the Offering will be transferable and in bearer form and subject to filing with the Exchange of evidence of satisfactory distribution shall be posted for trading on the Exchange. The

holder of a Redemption Right that tenders a Redemption Right together with a common share of the Issuer on the terms as described in Item 19 of the Prospectus will be entitled to the redemption of the common share by the Issuer at any time up to 270 days from the day the Issuer's shares are posted and called for trading on the Exchange at a price of \$0.60 per share.

The Issuer, its directors, officers and major shareholders have undertaken not to purchase any of the Redemption Rights offered pursuant to the Prospectus or to purchase any Redemption Rights subsequent to completion of the Offering.

The Agents reserve 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 Agents under the Agency Agreement may be terminated prior to the day the Issuer's shares are posted and called for trading on the Exchange at the discretion of the Agents on the basis of their assessment of the state of the financial markets or at any time upon the occurrence of certain stated events.

The Issuer has granted the Agents a right of first refusal to provide future public equity financing to the Issuer for a period of 12 months from the Effective Date.

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.

Additional Offering

The Agents have agreed to purchase (the "Guarantee") any of the Units offered hereby which have not been sold at the conclusion of the Offering. Any Units acquired by the Agents under the Guarantee will also be distributed under this Prospectus through the facilities of the Vancouver Stock Exchange at the market price at the time of sale.

(2) USE OF PROCEEDS TO ISSUER

The net proceeds to be received by the Issuer will be \$1,037,250. The principal purposes for which these funds are to be spent, in order of priority, as follows:

- | | | |
|-----|---|------------|
| (a) | To pay the balance of the estimated cost of this issue including legal, audit and printing costs... | \$ 20,000 |
| (b) | To pay accounts payable... | \$ 50,000 |
| (c) | To be placed in an interest bearing trust account with Montreal Trust Company of Canada for the redemption of up to 900,000 shares at \$0.60 per share as described in Item 19... | \$ 540,000 |

(d)	To pay cash option payments due prior to December 31, 1989 on the Issuer's Taseko Property...	\$ 35,000
(e)	To carry out Phase 1 of an exploration program on the Issuer's Taseko Property, as recommended by Ellen Lambert, M.Sc., FGAC, in her report dated March 15, 1989 which forms part of this Prospectus...	\$ 275,000
(f)	To provide working capital...	\$ <u>117,250</u> ¹
	TOTAL	\$1,037,250

¹ Any proceeds received from the exercise of the Series "A" Warrants will be added to the working capital of the Issuer.

The Issuer may use monies available from flow-through financing to carry out all or a portion of certain of the exploration programs above-referred to, in which case funds allocated to such exploration programs will be used to increase the Issuer's general working capital.

The Issuer will not discontinue or depart from the recommended programs of work unless advised in writing by its consulting engineer to do so. Should the Issuer change or depart from the recommended programs or business plan notice will be given to all shareholders. If such a change occurs during the distribution of securities pursuant to this Prospectus, an amendment to the Prospectus will be filed.

Except as set out hereafter no part of the proceeds will be used to invest, underwrite or trade in securities other than those that qualify as an investment in which trust funds may be invested under the laws of the jurisdiction in which the securities offered by this Prospectus may be lawfully sold. Should the Issuer intend to use the proceeds to acquire other than trustee-type securities, after the distribution of the securities offered by this Prospectus, approval by the members of the Issuer must first be obtained and notice of the intention must be filed with the regulatory securities bodies having jurisdiction over the sale of the securities offered by this Prospectus.

(3) SHARE AND LOAN CAPITAL STRUCTURE

The Issuer is authorized to issue 20,000,000 shares without par value ("common shares"), of which 2,000,000 shares are presently issued and outstanding.

All the shares of the Issuar, including those offered by this Prespectus, are common shares, they are not subject to any future call or assessment, and they all have equal voting rights. There are no special rights or restrictions of any nature attached to any of the shares, and they all rank pari passu, each with the other, as to all benefits which might accrue to the holdera of the shares.

<u>Designation of shares</u>	<u>Shares Authorized</u>	<u>Outstanding on date of balance sheet herein</u>	<u>Outstanding on the date of Prospectus</u>	<u>Outstanding After Giving Effect to the Offering</u>
Common	20,000,000	2,000,000	2,000,000	3,500,000 ^{1 2}

¹ In the event the 750,000 shares that may be issued on the exercise of the Series "A" Warrants described in Item 1, and the shares may be issued on the exercise of the incentive options described in Item 15 are exercised, in full, there will be issued and outstanding a total of 4,600,000 shares.

² Upon completion of the Offering there will be 900,000 Redemption Rights issued and outstanding which will, as described in Item 19, provide the holders thereof the right to tender shares for redemption.

(4) PRIOR SALES

Since incorporation, the Issuer has sold the following shares for cash:

<u>Number of Shares</u>	<u>Price</u>	<u>Commission Paid</u>	<u>Cash Received</u>
800,000 ¹	\$0.25	Nil	\$200,000

¹ These shares are subject to a pooling agreement, see Item 13.

Management's Comment on the Financial Condition of the Issuer

There has been no material change in the financial condition of the Issuer since March 31, 1989, the date of the Issuer's financial statements forming part of this Prospectus. Expenditures from March 31, 1989, primarily related to the cost of this Prospectus, total approximately \$32,000 resulting in accounts payable increasing to \$50,000.

(5) NAME AND INCORPORATION OF ISSUER

The full corporate name of the Issuer is Westpine Metals Ltd. The Issuer was incorporated under the laws of the Province of British Columbia on March 10, 1989 by registration of its Memorandum and Articles. The Issuer has its head office and principal place of business at 900 - 475 Howe Street, Vancouver, British Columbia.

(6) DESCRIPTION OF BUSINESS OF ISSUER

The principal business which the Issuer carries on or intends to carry on is the acquisition, exploration and development of resource properties.

TASEKO PROPERTY

Acquisition Agreement

The Issuer entered into an assignment agreement ("Assignment Agreement") dated March 28, 1989 with Alpine Exploration Corporation and Westley Mines Limited,

both of 900 - 475 Howe Street, Vancouver, British Columbia (collectively the "Vendors") pursuant to the terms of which the Issuer purchased all of the Vendors' right in and to an option agreement ("Option Agreement") dated October 14, 1988 between the Vendors and New World Mines Development Ltd. of 11654 - 88th Avenue, North Delta, British Columbia (the "Optionor"). The Issuer agreed to purchase the Vendors' interest in the Option Agreement in consideration of (as to 50% each) the payment of \$200,000 (paid) and the issuance of 1,200,000 shares (issued) in its capital to the Vendors. Acquisition and exploration costs incurred by the Vendors prior to the sale of the property to the Issuer were approximately \$202,620. The Vendors agreed to place the 1,200,000 shares subject to escrow provisions with an aggregate of 500,000 shares to be released (as to 50% each) upon completion of \$3,500,000 in cumulative exploration expenditures on the property and the remaining 700,000 shares to be released (as to 50% each) following a decision by the Issuer to place the property into commercial production. Any shares not released within ten years from the Effective Date of this Prospectus will be cancelled. The Assignment Agreement provides that Alpine Exploration Corporation and Westley Mines Limited have the right to terminate the Assignment Agreement in the event the Issuer does not complete the Offering pursuant to this Prospectus on or before 30 days from the Effective Date or June 1, 1989. The Vendors have agreed to extend the June 1, 1989 termination to August 15, 1989.

The Option Agreement provides that the Issuer may earn up to a 100% interest in and to five mineral claims (51 units) comprising approximately 2,439 acres situated in the Clinton Mining Division of the Province of British Columbia more particularly described as follows:

<u>Claim Name</u>	<u>Record Number</u>	<u>Expiry Date</u>
New Gold 1	2707	September 24, 1989
New Gold 2	2698	August 30, 1989
New Gold 3	2697	September 12, 1989
New Gold 4	2708	September 24, 1989
New Buzz	2706	September 26, 1989

(The Vendors staked an additional thirteen mineral claims (the Mars 1-11, 19 and 20) immediately south of New Gold 2 and west of the New Buzz claims that are awaiting approval of the Mining Recorder which claims will form part of the property).

The option is exercisable in two stages. The Issuer may initially exercise an option to earn an undivided 51% interest in the property by making the following payments to the Optionor and incurring the following exploration expenditures on the property:

- (a) \$18,500 on the date of execution of the Option Agreement (paid by the Vendors);
- (b) incurring \$100,000 of exploration expenditures and by making a payment of \$12,500 to the Optionor on or before December 31, 1988 (carried out and paid by the Vendors);
- (c) incurring \$200,000 of additional exploration expenditures and by making an additional payment of \$25,000 to the Optionor on or before December 31, 1989; and by

- (d) incurring \$300,000 of additional exploration expenditures and by making an additional payment of \$25,000 to the Optionor on or before December 31, 1990.

The Option Agreement provides that upon the payment of the sum of \$18,500 and expenditures of \$100,000 on the property, which has been completed, a 12% interest in the property will have been earned. Upon completion of the additional \$200,000 of exploration work and upon payment of the sum of \$25,000 an aggregate 25% interest in the property will be earned and upon completion of the final additional \$300,000 of exploration work and upon payment of the sum of \$25,000 the aggregate 51% interest will have been earned.

Subject to exercise of the initial option the Issuer may exercise a second option and purchase the remaining undivided 49% interest in the property by making the following payments to the Optionor and by incurring the following exploration expenditures on the property:

- (a) payment of \$10,000 to the Optionor on or before December 31, 1989 (paid by the Vendors);
- (b) incurring \$50,000 of exploration expenditures and by making a payment of \$10,000 to the Optionor on or before December 31, 1989;
- (c) incurring \$150,000 of additional exploration expenditures and by making an additional payment of \$20,000 to the Optionor on or before December 31, 1990; and by
- (d) incurring \$400,000 of additional exploration expenditures and by making an additional payment of \$60,000 to the Optionor on or before December 31, 1991.

The Issuer may satisfy, at its option, any cash payments due to the Optionor by the issuance of shares in its capital at a deemed price based on an average trading price over a 20 trading day trading period of the Issuer's shares on the Vancouver Stock Exchange.

In the event the Issuer does not exercise its option in full the Option Agreement provides for the development of the property by the Optionor and the Issuer on a joint venture basis based on the interest previously earned. The interest of each the Issuer and New World Mines Development Ltd. are subject to a first right of refusal to the other party.

The property is also subject to a 2-1/2% net smelter royalty payable to the Optionor. The Issuer has the right, upon exercise of the Option, to buy out the Optionor's royalty interest in consideration of the sum of \$1,500,000 less any payments to date.

The terms of the Assignment Agreement were negotiated with the Vendors on an arms length basis. Both Alpine Exploration Corporation and Westley Mines Limited are reporting companies, the shares of which are listed on the Vancouver and Toronto Stock Exchanges respectively. However, each Vendor owns 50% of the issued and outstanding shares of the Issuer (prior to completion of the Offering) as a result of shares purchased in the non-reporting stage of the Issuer and shares received in accordance with the provisions of the Assignment Agreement. Willis Osborne and Thomas Richards are directors of both the Issuer

and Alpine Exploration Corporation and Victor Jones is a director of both the Issuer and Westley Mines Limited.

New World Mines Development Ltd. is a non-reporting company at arms length to the Issuer and the Vendors.

The Issuer has engaged Alpine Exploration Corporation to be the operator of the property on terms consistent with industry practice including a 10% management fee.

History and Geology of the Property

Ellen Lambert, M.Sc., FGAC, the Issuer's consulting geologist has prepared a geological report dated March 15, 1989 which summarizes details related to the past history and geological setting of the property and recommends exploration work as follows:

Property - The Taseko Property is located 225 km north of Vancouver in southwestern British Columbia along the eastern flank of the Coast Range. The property consists of 51 units and is in the Clinton Mining Division. Access is by four-wheel drive vehicle from Williams Lake (270 km) through the town of Hanceville.

History - Discovery of gold at the Taylor-Windfall mine in the 1920's generated prospecting activity in the district. The area in and around the Taseko Property received intense interest between 1969-1976 as a porphyry copper-molybdenum target, and again in 1985 for its epithermal gold potential. Geochemical, geophysical and drilling programs were carried out during these periods. In 1988, Alpine Exploration Corporation, in joint venture with Westley Mines Ltd., compiled all previous data and implemented a new phase of geochemical, prospecting and drilling exploration programs.

Property Geology - The property occurs along an east-west contact between a Cretaceous-age batholith of the Coast Plutonic Complex and overlying upper Cretaceous volcanic strata. Volcanic rocks north of the contact have been intensely altered to quartz-rich and sericite-andalusite assemblages in a zone up to 2 km in width. The nature and extent of alteration suggests the area was subject to a late-Cretaceous, magmatic-hydrothermal event resulting in the vertical zonation of alteration and mineral assemblages. Felsic to mafic dikes postdate both the batholith and alteration. Syenitic lithologies have also been identified in float. Bedding of volcanic strata generally dips north, and the area is host to numerous NW- to NE-trending faults.

Mineralization - Two major mineral showings occur on the property: the Empress Showing, where copper-gold mineralization occurs with disseminated chalcopyrite, pyrite, molybdenite and magnetite in quartz-sericite altered volcaniclastic strata adjacent to the Coast Range batholith, and the Buzzer Showing, where chalcopyrite and molybdenite occur as sulphide-filled vugs and disseminations within the batholith.

Results of Previous Exploration Programs - Seven anomalous copper +/- gold zones were defined in 1988 using data from all previous exploration programs. These zones were named the 88, 76, North, East, Breccia, West Buzzer and Buzzer Zones and are based on geochemical and drilling data. A strong copper-gold anomaly occurs, 100 m wide and 400 m long, in the 88 Zone as defined by the >400 ppm Cu and >100 ppb Au contour. The combined 88 and North Zones define a

>400 ppm Cu anomaly whose total area is 450 m x 550 m. The best drill intersections come from the 76 Zone (52 m of 1.28% Cu and 0.059 o/t Au) and the Buzzer Showing where grade and tonnage of 5.5 million tons of 0.35% Cu and 0.031% Mo have been calculated.

1988 Program and Results - Geological, prospecting, geochemical and diamond drilling programs were conducted over the 88 and 76 Zones by Alpine Exploration Corporation in 1988. 146 soil and 40 rock samples were collected, and 457 m (1502 ft) of diamond drilling were completed in seven holes. Soil and rock results, as well as drill holes T88-5 and 7 eubstantiated the 88 Zone, while rock samples and holes T88-2,3,4 and 6 helped define the 76 Zone. The best drill intersection from 1988 come from hole T88-7 with 45.5 m of 0.53% Cu, including a higher grade section of 16.1 m of 0.98% Cu and 0.024 o/t Au. The most encouraging rock sample came from the 88 Zone and returned 5.61% Cu and 0.305 o/t Au.

Conclusions and Recommendations - Results of the 1988 program confirmed the possibility for one or more, high-grade, low tonnage (one million tons), copper-gold mineral occurrences in the area of the Empress Showing. In addition there is potential for larger tonnage, lower grade copper-molybdenum +/- gold occurrences on the property as exemplified by the Buzzer Showing. For 1989, a major exploration program is recommended for the 76, 88, North Zones and Buzzer Showing. Additional soil sampling and exploratory drilling is suggested for the East Zone and West Buzzer Zone. Phase I is to consist of bridge building, soil sampling, regional geologic mapping, detailed prospecting, and 1522 m (5000 ft) of diamond drilling for an estimated cost of \$275,000. With good results from this program, a second phase consisting of 3653 m (12,000 ft) of drilling at an estimated cost of \$525,000 is proposed."

Full details of the past history and geological setting of the property and recommendations are contained in the geological report forming part of this Prospectus.

The Issuer intends on carrying out Phase 1 recommendations of its consulting geologist at an estimated cost of approximately \$275,000 utilizing proceeds from this Offering.

The property is without a known body of commercial ere and there is no surface or underground plant or equipment. The proposed programs are exploratory searches for ore.

(7) INCORPORATION WITHIN ONE YEAR - PRELIMINARY EXPENSES

Administration expenses from the date of incorporation to March 31, 1989 totalled approximately \$1,000 and exploration expenses for the same period are nil.

(8) RISK FACTORS

There is currently no market through which the securities being offered may be sold. The securities offered hereby are speculative investments, and prospective purchasers should consider the following risk factors.

The Issuer's business is subject to risks normally encountered in mineral resource exploration and development. The profitability of the Issuer's business and the market value of the Issuer's securities will be related to the success the Issuer experiences in exploration and development of resource properties. Mineral exploration and development involve significant risk and while the rewards if an ore body is discovered may be substantial, few properties which are explored are ultimately developed into producing mines. Substantial expenditures may be required to establish ore reserves through drilling, to develop metallurgical processes to extract the metals from the ore and to construct the mining and processing facilities at any site chosen for mining. No assurance can be given that current exploration programs will result in any commercial mining operation.

The Issuer's mineral properties are without a known body of commercial ore and the proposed programs are an exploratory search for ore. The boundaries of the mineral properties referred to in this Prospectus have not been surveyed and, therefore, in accordance with the mining laws of the applicable jurisdictions, their precise location and area may be in doubt.

In addition, it is normal practice in the mining industry to conduct preliminary title examinations to mineral properties prior to conducting exploration work, however, there is no assurance that such an examination establishes ownership of the mineral property and accordingly, ownership of the Issuer's mineral properties may be in doubt. The Issuer will follow usual industry practice in conducting a preliminary title examination prior to the commencement of exploration work and will complete a comprehensive title examination, if and when a decision is made to place a mineral property into commercial production. Mining operations and exploration activities are also subject to national and local laws and regulations which currently or in the future may have a substantial adverse impact on the Issuer. In order to comply with applicable laws the Issuer may be required to make capital and operating expenditures or to close an operation until a particular problem is remedied. In addition, it is possible that uninsured mining hazards may have a significant impact on the Issuer's financial position.

The Directors of the Issuer are also Directors of other reporting companies and therefore it is possible that a conflict may arise between their duties as a Director of the Issuer and those companies. Reference should be made to the Item "Directors and Officers" in this Prospectus for a comment of the procedure for the resolution of possible conflicts of interest.

Upon completion of the offering, but without giving effect to the Series "A" warrants this issue will represent 42.9% of the shares then outstanding. The shares then owned by controlling persons, promoters, directors and officers of the Issuer will represent 57.1% of the issued and outstanding shares of the Issuer.

(9) PROMOTERS

The Promoters of the Issuer are Alpine Exploration Corporation and Westley Mines Limited, both reporting companies, the shares of which are listed for trading on the Vancouver and Toronto Stock Exchanges respectively.

Alpine Exploration Corporation and Westley Mines Limited have each purchased 400,000 pooled shares of the Issuer at the price of \$0.25 per share. Alpine

Exploration Corporation and Westley Mines Limited were each also issued 600,000 escrowed shares at a deemed price of \$0.01 per share in partial consideration of the Taseko Property (see Item 6).

As described in Item 12, the Issuer agreed to pay Tanquary Management, a proprietorship of Victor Jones who is a director of Westley Mines Limited, a fee of \$2,000 per month for management services provided to the Issuer.

As described in Item 6, the Issuer has appointed Alpine Exploration Corporation as the operator of the Taseko property. It is anticipated the Issuer will compensate Alpine Exploration Corporation for services provided in accordance with industry practice.

(10) LEGAL PROCEEDINGS

There are no legal proceedings material to the Issuer to which the Issuer is a party or of which any of its property is the subject.

(11) DIRECTORS AND OFFICERS

<u>Name, Municipality of Residence, and Position with the Issuer.</u>	<u>Principal Occupation for the past 5 years</u>
Victor John Evan Jones Vancouver, B.C. Chief Executive and Financial Officer, President and Director	President and Director of Westley Mines Limited and Radcliffe Resources Ltd. (since 1983) and Mintek Resources Ltd. (since 1986).
Willis Williams Osborne Vancouver, B.C. Vice-President, Exploration Secretary and Director	Geologist and currently director of Alpine Exploration Corporation, Cumulus Technology Ltd. and Bordeaux Resources Ltd.
Douglas Neil Hillhouse West Vancouver, B.C. Director	Currently Chief Operating Officer of Pan Orvana Resources Inc. (since 1987) and Vice-President Exploration of Placer Development Ltd. (prior to 1987).
Thomas Albert Richards Hazelton, B.C. Director	Self-employed geologist since 1979 and currently director of Alpine Exploration Corporation and Atna Resources Ltd.

Some of the directors of the Issuer are also directors and officers of other reporting companies. It is possible, therefore, that a conflict may arise between their duties as a director or officer of the Issuer and their duties as a director or officer of such other companies. All such conflicts will be disclosed by them in accordance with the Company Act, and they will govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

It is anticipated Willis Osborne will expend approximately three-quarters of his time in connection with the affairs of the Issuer. Victor Jones and Thomas Richards anticipate expending approximately one-quarter of their time on the

Issuer's affairs. Douglas Hillhouse's participation in the Issuer's affairs will be limited to directors' meetings and related matters.

Victor Jones, Douglas Hillhouse and Thomas Richards are the members of the Issuer's Audit Committee.

(12) EXECUTIVE COMPENSATION

There are two executive officers of the Issuer, Willis Osborne and Victor Jones. The Issuer has agreed to pay Tanquary Management, a proprietorship of Victor Jones, a monthly fee of \$2,000 for the provision of management services commencing the first day of the month immediately following receipt of the proceeds of this Offering by the Issuer up to December 31, 1989. Commencing January 1, 1990 the management fee to be paid to Tanquary Management will be reduced to \$1,000 per month and an additional management fee of \$1,000 per month will be paid to Swiftcurrent Ventures Ltd., a holding company of Willis Osborne. It is not proposed at this time to pay any remuneration to any other executive officers during the period of the next financial year of the Issuer.

No aggregate direct compensation was paid or is payable by the Issuer to its executive officers for services rendered during the past financial year.

The executive officers have also been granted incentive options, see Item 15.

The Issuer anticipates paying remuneration to its Senior Officers and employees in accordance with industry practice.

(13) ESCROWED AND POOLED SHARES

<u>Designation of Shares</u>	<u>Number of Shares Held in Escrow</u>	<u>% of Issued Shares</u>
Common	1,200,000	60%

As at the date of this Prospectus, 1,200,000 shares of the Issuer the shares are held in escrow by Montreal Trust Company of Canada subject to the direction or determination of the Superintendent or the Exchange. The shares may not be traded in or dealt with in any manner whatsoever without the prior written consent of the Superintendent or the Exchange and will be released in two stages. An aggregate of 500,000 shares will be released upon completion of \$3,500,000 in cumulative exploration expenditures on the Taseko Property and the remaining 700,000 shares will be released following a decision by the Issuer to place the Taseko Property into commercial production. Notwithstanding the foregoing terms the escrow agreement does provide that the Issuer may make an application for a release of the escrowed shares to the Superintendent of Brokers at any time. Any shares not released at the end of ten years from the Effective Date of this Prospectus will be cancelled.

As of the date of this Prospectus, there are 800,000 shares held subject to a Pooling Agreement by Montreal Trust Company of Canada. Upon the shares of the Issuer being posted and called for trading on the Exchange, Montreal Trust Company of Canada shall forthwith release twenty-five percent of the shares

from the provisions of the Pooling Agreement and shall release a further twenty-five percent every three months thereafter, each such release to be made pro-rata to the shareholders.

(14) PRINCIPAL HOLDERS OF SECURITIES

(a) As of the date of this Prospectus, the following persons own, directly or indirectly, ten percent or more of the issued shares of the Issuer:

<u>Name & Municipality of Residence</u>	<u>Class of Shares</u>	<u>Type of Ownership</u>	<u>Number of Shares</u>	<u>% of Issued Shares</u>
Alpine Exploration Corporation ³ Vancouver, B.C.	Common	Beneficial and of record	400,000 ² <u>600,000</u> ¹ 1,000,000	50%
Westley Mines Limited ⁴ Vancouver, B.C.	Common	Beneficial and of record	400,000 ² <u>600,000</u> ¹ 1,000,000	50%

¹ Escrowed Shares

² Pooled Shares

³ The 10% or greater shareholders of Alpine Exploration Corporation are Willis Osborne and Thomas Richards, both directors of the Issuer and Frederick Brooks-Hill of 6378 Cedarhurst Street, Vancouver, British Columbia.

⁴ The 10% or greater shareholders of Westley Mines Limited are Ventures West Minerals Ltd. and Ventures West Resources Ltd. of 400 - 321 Water Street, Vancouver, British Columbia.

(b) As of the date of this Prospectus, the Directors and Senior Officers of the Issuer and their associates as a group own, directly or indirectly, in the aggregate the number of shares set out below:

<u>Designation of Class</u>	<u>Number of Shares</u>	<u>% of Issued Shares</u>
Common Shares	Nil	Nil

(c) As at the date of this Prospectus, "Underwriters", as defined by Local Policy 3-31 of the British Columbia Securities Commission, do not own, directly or indirectly, any shares in the capital of the Issuer.

(15) OPTIONS TO PURCHASE SECURITIES

As of the date of this Prospectus, the Issuer has granted options to purchase up to that number of shares of the Issuer to Executive Officers, Directors and Employees of the Issuer as set out below to be exercised within two years after the Effective Date of the Prospectus. The options are not assignable and terminate if the optionee ceases to be an Executive Officer, Director or Employee of the Issuer.

<u>Position</u>	<u>No. of Shares at \$0.90</u>	<u>No. of Shares at \$1.25</u>
2 Executive Officer Options	99,500	99,500
2 Director Options	50,000	50,000
3 Employee Options	25,500	25,500

(16) INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Reference should be made to Items 6, 12 and 15 for particulars of the interests of management and others in material transactions.

(17) MATERIAL CONTRACTS

The only material contracts entered into by the Issuer, other than in the ordinary course of business, are as follows:

- (a) Agreement dated March 28, 1989 as amended June 12, 1989 pertaining to the acquisition of the Taseko property described under the heading "Taseko Property" in Item 6;
- (b) Assumption Agreement dated March 28, 1989 pertaining to the acquisition of the Taseko property described under the heading "Taseko Property" in Item 6;
- (c) Operating Agreement dated March 28, 1989 between the Issuer and Alpine Exploration Corporation;
- (d) Management Agreement dated March 30, 1989 with Tanquary Management described in Item 12;
- (e) Escrow Agreement dated March 30, 1989 described in Item 13;
- (f) Incentive Option Agreements dated March 30, 1989 as amended June 12, 1989 described in Item 15;
- (g) Agency Agreement dated June 12, 1989 described under the heading "Appointment of Agents" in Item 1.

All material contracts may be inspected at the Issuer's registered office at 10th Floor, 595 Howe Street, Vancouver, British Columbia during normal business hours during the period of distribution of the securities offered hereby and for a period of 30 days thereafter.

(18) AUDITOR, TRANSFER AGENT AND REGISTRAR

The Auditor of the Issuer is Thorne, Ernst & Whinney, Chartered Accountants, of 1177 West Hastings Street, Vancouver, British Columbia.

The Transfer Agent and Registrar of the shares of the Issuer is Montreal Trust Company of Canada, of 510 Burrard Street, Vancouver, British Columbia.

(19) OTHER MATERIAL FACTS

Redemption of Shares by Issuer

The Redemption Rights to be issued comprising part of the Units offered pursuant to the Prospectus will entitle the holders thereof to tender a Redemption Right together with a share of the Issuer for redemption at a price of \$0.60 per share at any time up to the close of business within 270 days from the day the Issuer's shares are posted and called for trading on the Exchange (the "Redemption Period"). THE TENDERING OF A SHARE WITHOUT A REDEMPTION RIGHT WILL NOT ENTITLE THE HOLDER SO TENDERING TO REDEMPTION OF THE SHARE AS SHARES TENDERED MUST BE ACCOMPANIED BY REDEMPTION RIGHTS. Proceeds of \$540,000 received from this Offering, held in trust by Montreal Trust Company of Canada will be utilized to redeem the shares. Funds remaining at the expiry of the Redemption Period, if any, will be added to the working capital of the Issuer.

A person may tender shares and Redemption Rights for redemption at any time during the Redemption Period by depositing with Montreal Trust Company of Canada at the 2nd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9 the following:

- (a) the certificates representing the shares and Redemption Rights being tendered for redemption; and
- (b) the redemption form ("Redemption Form") contained on the reverse side of the Redemption Right certificate duly completed and signed with the signatures guaranteed in accordance with the instructions on the reverse side thereof.

Such certificates, if registered in the name of the holder tendered for redemption, need not be endorsed, but the Redemption Form must be completed and executed and, if required, the execution thereof guaranteed, all as specified in the Redemption Form. The Issuer reserves the right in its sole discretion to permit the holder of shares and Redemption Rights to tender shares and Redemption Rights for redemption in a manner other than set out above. Payment to be made by the Issuer for properly tendered shares and Redemption Rights will be made by the Issuer within five business days from the end of the calendar month during which the shares and Redemption Rights were tendered in accordance with the instructions received on the Redemption Form which payment will be mailed by Registered Mail to persons so tendering.

Any use of the mails to forward certificates representing the shares and Redemption Rights and the Redemption Form shall be at the risk of the holder. IF CERTIFICATES AND THE REDEMPTION FORM ARE FORWARDED BY MAIL, SHAREHOLDERS ARE ADVISED TO USE REGISTERED MAIL FOR THEIR OWN PROTECTION.

All questions as to the validity, form, eligibility (including time of receipt) and acceptability of any shares and Redemption Rights tendered will be determined by the Issuer, whose determination shall be final and binding. The Issuer reserves the absolute right to reject any and all tenders of shares and Redemption Rights not in proper form or the payment for which would, in the opinion of the Issuer's counsel, be unlawful.

The Issuer, its directors, officers and major shareholders have undertaken not to purchase any of the Redemption Rights offered pursuant to this Prospectus or to purchase any Redemption Rights subsequent to completion of the Offering.

Alpine Exploration Corporation and Westley Mines Limited have agreed not to tender for redemption any shares they purchased from the Issuer during its non-reporting stage or acquired pursuant to the Assignment Agreement.

There are no other material facts relative to the Issuer other than disclosed in this Prospectus.

(20) STATUTORY RIGHTS OF RESCISSION AND WITHDRAWAL

The Securities Act provides a purchaser with a right to withdraw from an agreement to purchase securities within two business days after receipt or deemed receipt of a prospectus and further provides a purchaser with remedies for rescission or damages where the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser prior to delivery of the written confirmation of sale or prior to midnight of the second business day after entering into the agreement, but such remedies must be exercised by the purchaser within the time limit prescribed. For further information concerning these rights and the time limits within which they must be exercised the purchaser should refer to Sections 66, 114, 118 and 124 of the Securities Act or consult a lawyer.

WESTPINE METALS LTD.

Financial Statements

March 31, 1989

Thorne Ernst & Whinney

Chartered Accountants

Thorne Ernst & Whinney Tower
2500 - 1177 West Hastings Street
Vancouver, British Columbia, Canada
V6E 2L9

Telephone: (604) 685-3511
Direct Dial (604)
Telex: 04-55177
Fax: (604) 661-3031
File Ref.

AUDITORS' REPORT

To the Directors of
Westpine Metals Ltd.

We have examined the balance sheet of Westpine Metals Ltd. as at March 31, 1989 and the statement of changes in financial position for the period then ended. 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 March 31, 1989 and the changes in its financial position for the period then ended in accordance with generally accepted accounting principles.

Thorne Ernst & Whinney

Vancouver, Canada
April 5, 1989
(July 6, 1989 as to
Notes 5(e) and 6)

Chartered Accountants

WESTPINE METALS LTD.

Balance Sheet

March 31, 1989

Assets

Mineral property interests (Note 3)	\$ 212,000
Deferred share issuance costs	22,713

	\$ 234,713
	=====

Liabilities and Shareholders' Equity

Current liabilities:	
Accounts payable and accrued liabilities	\$ 9,000
Payable to related companies (Note 4)	13,713

	\$ 22,713

Shareholders' equity:	
Share capital (Note 5)	212,000

	\$ 234,713
	=====

Subsequent events (Notes 5(e) and 6)

See accompanying notes to financial statements.

Approved by the Board:

Willis W. Osborne
Director
Willis Osborne

Neil Hillhouse
Director
Neil Hillhouse

WESTPINE METALS LTD.

Statement of Changes in Financial Position

For the period ended March 31, 1989

Cash resources provided by (used in):

Financing activity:

 Issuance of shares \$ 212,000

Investing activities:

 Mineral property interests (212,000)

 Share issuance costs (22,713)

 Items not involving funds

 Cash generated from (used for)

 working capital

 Accounts payable and accrued liabilities 9,000

 Payable to related companies 13,713

(212,000)

Increase (decrease) in cash position -

Cash position at beginning of period -

Cash position at end of period \$ -

=====

See accompanying notes to financial statements.

WESTPINE METALS LTD.

Notes to Financial Statements

March 31, 1989

1. Nature of operations:

The Company was incorporated under the laws of British Columbia on March 10, 1989 and commenced operations on March 28, 1989 with the acquisition of the Taseko property.

The Company is in the process of exploring its mineral property interests and has not yet determined whether these properties contain ore reserves that are economically recoverable. The recoverability of amounts shown for mineral property interests is dependent upon the discovery of economically recoverable ore reserves, the ability of the Company to obtain necessary financing to complete the development and upon future profitable production.

2. Significant accounting policies:

(a) Mineral property interests:

Acquisition costs of mineral claims together with direct exploration and administrative expenditures thereon are deferred. General exploration and corporate overhead costs are expensed as incurred. When production is attained, depletion will be provided by the unit of production method based upon estimated recoverable reserves. Costs relating to properties abandoned are written off when the decision to abandon is made.

Amounts shown as mineral property interests represent costs incurred to date and do not necessarily reflect present or future values.

(b) Share issuance costs:

Costs relating to the Company's initial public offering, including legal and audit expenditures have been deferred and will be deducted from share issue proceeds on the successful completion of the offering.

3. Mineral property interests:

Pursuant to an agreement dated March 28, 1989, the Company acquired an option to earn up to a 100% interest in several mineral claims known as the Taseko property located in the Clinton Mining Division, British Columbia. The option was acquired from Westley Mines Limited and Alpine Exploration Corporation, the Company's controlling shareholders, who acquired the option previously from an unrelated third party (the "Optionor"). Consideration given was \$200,000 cash (paid) and 1,200,000 shares of the Company (issued) at a price of \$0.01 per share, for total consideration of \$212,000. These shares were placed in escrow, with the first 500,000 to be released upon completion of exploration totalling \$3,500,000 and the remaining 700,000 to be released upon a decision to place the property into commercial production.

WESTPINE METALS LTD.

Notes to Financial Statements, continued

March 31, 1989

3. Mineral property interests, continued:

The option is exercisable in two stages. The Company may initially earn an undivided 51% interest by incurring exploration expenditures of \$200,000 and making a payment to the Optionor of \$25,000 by December 31, 1989 and incurring additional exploration expenditures of \$300,000 and making an additional payment to the Optionor of \$25,000 by December 31, 1990. The remaining 49% interest may be acquired by incurring additional exploration expenditures and making additional payments to the Optionor as follows:

<u>Date</u>	<u>Exploration Expenditures</u>	<u>Payments to Optionor</u>
December 31, 1989	\$ 50,000	\$ 10,000
December 31, 1990	\$ 150,000	\$ 20,000
December 31, 1991	\$ 400,000	\$ 60,000

Any of the option payments may be satisfied by issuing Company shares of equivalent value, at the option of the Company.
The property is subject to a 2-1/2 % net smelter return.

4. Related party transactions:

During the period, expenditures totalling \$13,713 relating to the initial public offering were incurred by the Company and were paid on its behalf by the two controlling shareholders.

5. Share capital:

(a) Authorized:

20,000,000 common shares of no par value.

(b) Shares issued:

As of March 31, 1989, the total shares outstanding were as follows:

	<u>Number</u>	<u>Amount</u>
Shares issued for cash at \$0.25 per share	800,000	\$ 200,000
Shares issued for mineral property at \$0.01 per share	1,200,000	12,000
	-----	-----
	2,000,000	\$ 212,000
	=====	=====

(c) Escrow shares:

The 1,200,000 shares issued for a mineral property are subject to escrow restrictions (Note 3).

(d) Pooled shares:

The 800,000 shares issued for cash are subject to a pooling agreement.

WESTPINE METALS LTD.

Notes to Financial Statements, continued

March 31, 1989

5. Share capital, continued:

(e) Directors' and employees' stock options:

As of March 31, 1989, as amended by agreement dated June 12, 1989, the Company has granted incentive stock options to directors and employees to acquire 299,000 and 51,000 shares of the Company, respectively. The options are exercisable at prices ranging from \$0.90 to \$1.25 per share. These options expire two years after the effective date of the Company's preliminary prospectus and are subject to regulatory approval.

6. Subsequent event:

On July 6, 1989, the Company entered into an agreement with Canarim Investment Corporation Ltd. to issue 1,500,000 units for net proceeds of \$1,037,250. Each unit consists of one common share, one-half of a transferable series "A" share purchase warrant and six-tenths of a transferable redemption right. One series "A" warrant will entitle the holder to purchase one common share of the Company at a price of \$0.90 per share, at any time up to 180 days from the date of listing of the Company's shares on the Vancouver Stock Exchange. One redemption right, together with one common share, may be redeemed at any time up to 270 days from the date of listing of the Company's shares on the Vancouver Stock Exchange, at a price of \$0.60 per share. The Company will place \$540,000 of the public offering proceeds in trust as a reserve for these redemptions.

The agent is entitled to a commission of \$87,750.

GEOLOGY, GEOCHEMISTRY AND MINERALIZATION
of the
TASEKO PROPERTY

CLINTON MINING DIVISION, B.C.
NTS 920/3W

LATITUDE 51°05', LONGITUDE 123°24'W

for

WESTPINE METALS LTD.
900-475 Howe St.
Vancouver, B.C.

by

ELLEN LAMBERT, M.Sc., FGAC
Vancouver, BC

March 15, 1989

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SUMMARY

Property - The Taseko Property is located 225 km north of Vancouver in southwestern British Columbia along the eastern flank of the Coast Range. The property consists of 51 units and is in the Clinton Mining Division. Access is by four-wheel drive vehicle from Williams Lake (270 km) through the town of Hanceville.

History - Discovery of gold at the Taylor-Windfall mine in the 1920's generated prospecting activity in the district. The area in and around the Taseko Property received intense interest between 1969-1976 as a porphyry copper-molybdenum target, and again in 1985 for its epithermal gold potential. Geochemical, geophysical and drilling programs were carried out during these periods. In 1988, Alpine Exploration Corporation, in joint venture with Westley Mines Ltd., compiled all previous data and implemented a new phase of geochemical, prospecting and drilling exploration programs.

Property Geology - The property occurs along an east-west contact between a Cretaceous-age batholith of the Coast Plutonic Complex and overlying upper Cretaceous volcanic strata. Volcanic rocks north of the contact have been intensely altered to quartz-rich and sericite-andalusite assemblages in a zone up to 2 km width. The nature and extent of alteration suggests the area was subject to a late-Cretaceous, magmatic-hydrothermal event resulting in the vertical zonation of alteration and mineral assemblages. Felsic to mafic dikes postdate both the batholith and alteration. Syenitic lithologies have also been identified in float. Bedding of volcanic strata generally dips north, and the area is host to numerous NW- to NE-trending faults.

Mineralization - Two major mineral showings occur on the property: the Empress Showing, where copper-gold mineralization occurs with disseminated chalcopyrite, pyrite, molybdenite and magnetite in quartz-sericite altered volcanoclastic strata adjacent to the Coast Range batholith, and the Buzzer Showing, where chalcopyrite and molybdenite occur as sulphide-filled vugs and disseminations within the batholith.

Results of Previous Exploration Programs - Seven anomalous copper +/- gold zones were defined in 1988 using data from all previous exploration programs. These zones are named the 88, 76, North, East, Breccia, West Buzzer and Buzzer Zones and are based on geochemical and drilling data. A strong copper-gold anomaly occurs, 100 m wide and 400 m long, in the 88 Zone as defined by the >400 ppm Cu and >100 ppb Au contour. The combined 88 and North Zones define a >400 ppm Cu anomaly whose total area is 450 m x 550 m. The best drill intersections come from the 76 Zone (52 m of 1.28% Cu and 0.059 o/t Au) and the Buzzer Showing where grade and tonnage of 5.5 million tons of 0.35% Cu and 0.031% Mo have been calculated.

1988 Program and Results - Geological, prospecting, geochemical and diamond drilling programs were conducted over the 88 and 76 Zones by Alpine Exploration Corporation in 1988. 146 soil and 40 rock samples were collected, and 457 m (1502 ft) of diamond drilling were completed in seven holes. Soil and rock results, as well as drill holes T88-5 and 7 substantiated the 88 Zone, while rock samples and holes T88-2,3,4 and 6 helped define the 76 Zone. The best drill intersections from 1988 come from hole T88-7 with 26.2 m of 0.73% Cu, including a higher grade section of 11.6 m of 1.15% Cu and 0.026 o/t Au. The most encouraging rock sample came from the 88 Zone and returned 5.61% Cu and 0.305 o/t Au.

Conclusions and Recommendations - Results of the 1988 program confirmed the possibility for one or more, high-grade, low tonnage (one million tons), copper-gold mineral occurrences in the area of the Empress Showing. In addition there is potential for larger tonnage, lower grade copper-molybdenum +/- gold occurrences on the property as exemplified by the Buzzer Showing. For 1989, a major exploration program is recommended for the 76, 88, North Zones and Buzzer Showing. Additional soil sampling and exploratory drilling is suggested for the East and West Buzzer Zones. Phase 1 is to consist of bridge building, soil sampling, regional geologic mapping, detailed prospecting, and 1522 m (5000 ft) of diamond drilling for an estimated cost of \$275,000. With good results from this program, a second phase consisting of 3653 m (12,000 ft) of drilling at an estimated cost of \$525,000 is proposed.

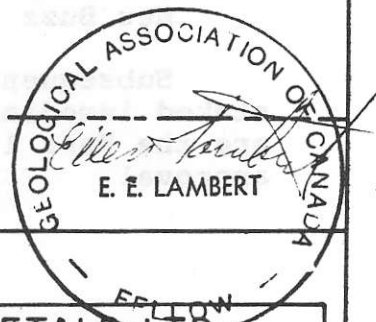
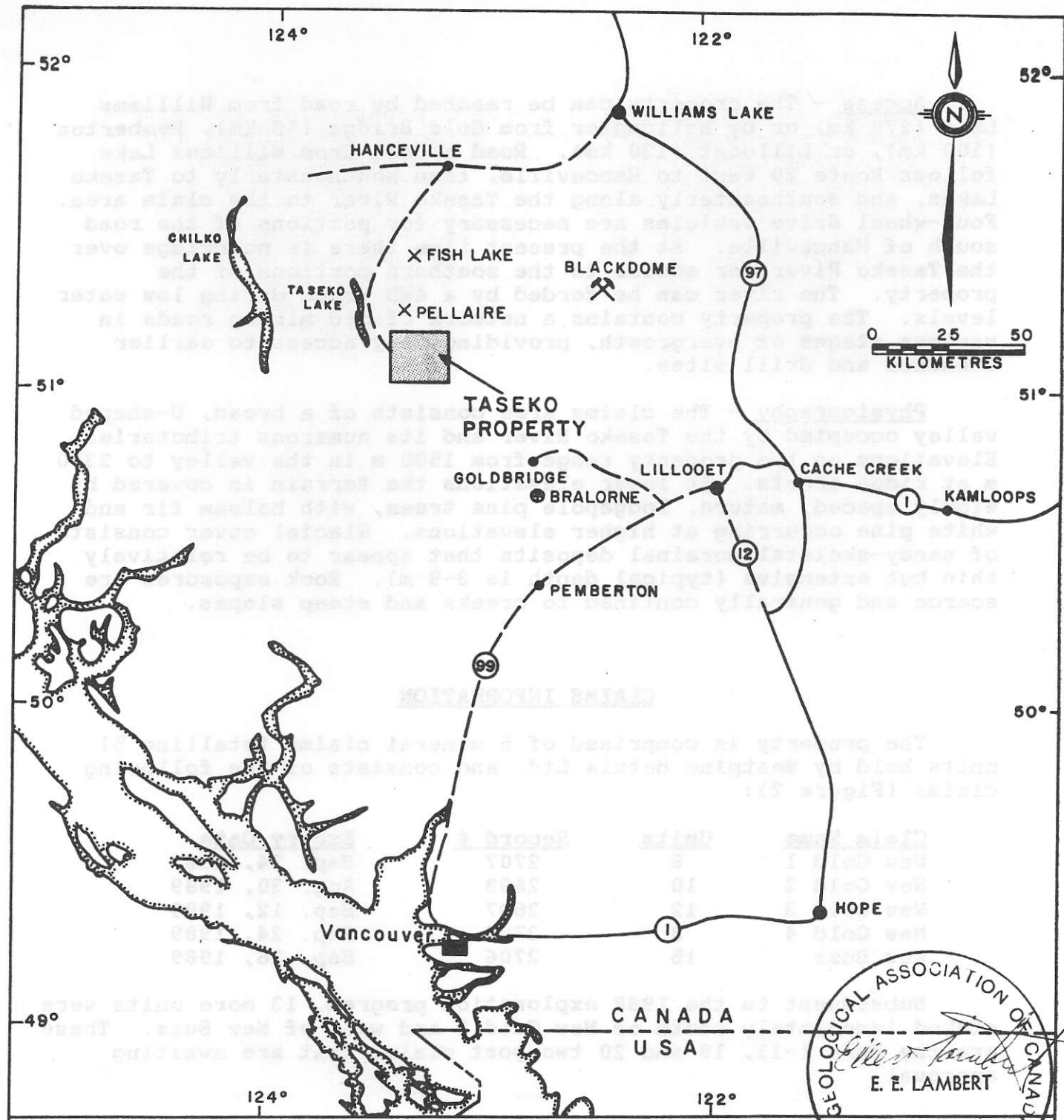
INTRODUCTION

The author was engaged by Alpine Exploration Corporation in September 1988 to supervise a drilling program on the Taseko Property. 458 m (1502 feet) of drilling were completed on the Empress Showing, and the author logged and sampled the core during a 2 week period.

This report describes the entire exploration program conducted on the property in August and September 1988 as well as summarizing previous work. Notable references describing previous work include K. Nakashima (1970), K. Uchida et al (1970), M.R. Wolfhard (1976) and W.D. Melnyk et al (1986).

LOCATION, ACCESS, PHYSIOGRAPHY

Location - The Taseko Property is located 225 km north of Vancouver, British Columbia, in the Clinton Mining Division (Figure 1). It lies 10 km southeast of Taseko Lakes on the Taseko River, at 51°05' latitude and 123°24' west longitude, NTS Map 920/3W.



- X MINERAL OCCURRENCE
- ⊕ PAST PRODUCER
- ⚡ PRODUCER

WESTPINE METALS LTD.		
TASEKO PROPERTY LOCATION MAP AND MINERAL DEPOSITS		
E. E. LAMBERT, F. GEOL.		
N.T.S. 920/3W	SCALE: 1:1,852,000	FIG.
DATE: MARCH 1989	DRAWN: E. L. / dw	1

Access - The property can be reached by road from Williams Lake (270 km) or by helicopter from Gold Bridge (48 km), Pemberton (100 km), or Lillooet (120 km). Road access from Williams Lake follows Route 20 west to Hanceville, then southwesterly to Taseko Lakes, and southeasterly along the Taseko River to the claim area. Four-wheel drive vehicles are necessary for portions of the road south of Hanceville. At the present time there is no bridge over the Taseko River for access to the southern portions of the property. The river can be forded by a 4WD truck during low water levels. The property contains a network of old mining roads in various stages of overgrowth, providing easy access to earlier trenches and drill sites.

Physiography - The claims area consists of a broad, U-shaped valley occupied by the Taseko River and its numerous tributaries. Elevations on the property range from 1500 m in the valley to 2350 m at ridge crests. At lower elevations the terrain is covered by widely spaced, mature, lodgepole pine trees, with balsam fir and white pine occurring at higher elevations. Glacial cover consists of sandy-skeletal morainal deposits that appear to be relatively thin but extensive (typical depth is 3-9 m). Rock exposures are scarce and generally confined to creeks and steep slopes.

CLAIMS INFORMATION

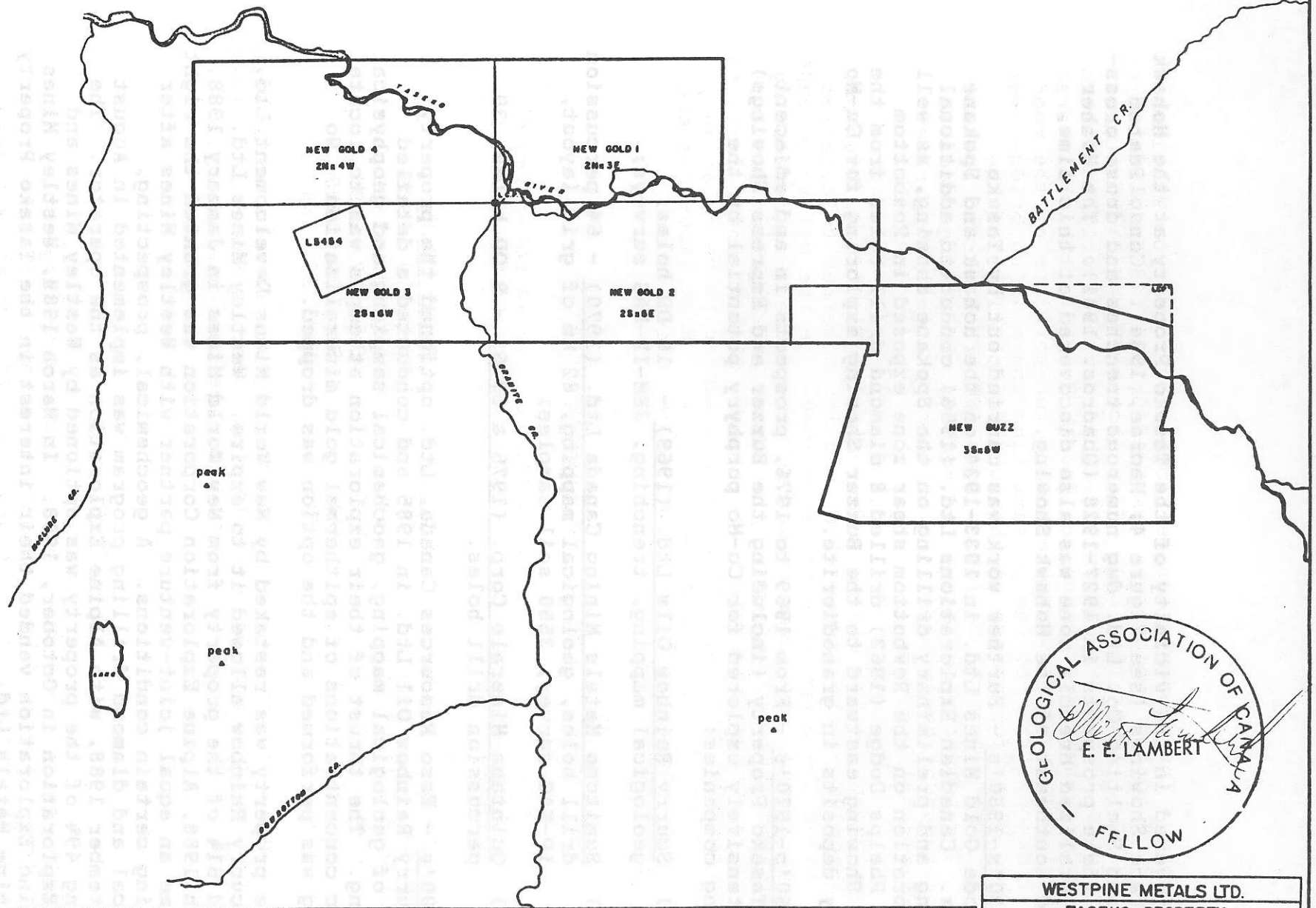
The property is comprised of 5 mineral claims totalling 51 units held by Westpine Metals Ltd. and consists of the following claims (Figure 2):

<u>Claim Name</u>	<u>Units</u>	<u>Record #</u>	<u>Expiry Date</u>
New Gold 1	6	2707	Sep. 24, 1989
New Gold 2	10	2698	Aug. 30, 1989
New Gold 3	12	2697	Sep. 12, 1989
New Gold 4	8	2708	Sep. 24, 1989
New Buzz	15	2706	Sep. 26, 1989

Subsequent to the 1988 exploration program, 13 more units were staked immediately south of New Gold 2 and west of New Buzz. These are the Mars 1-11, 19 and 20 two-post claims that are awaiting approval.

PROPERTY HISTORY

1910's-1920's - Between 1909 and 1920, many large bog-iron deposits were discovered by prospectors in the Taseko Lake area. These deposits, consisting of bedded limonite, formed as a result of erosion and oxidation of heavily pyritized volcanic rocks (Crossland, 1920). In 1922, copper-gold porphyry mineralization



WESTPINE METALS LTD.		
TASEKO PROPERTY		
CLAIM MAP		
E.E. LAMBERT, P. GEOL.		
DRAWN: E.E.L./dw	SCALE:	FIG.
DATE: MARCH 1989	N.T.S. 920/3W	2



was discovered in the vicinity of the Taseko Property at the Mohawk and Spokane Showings (see Figure 4; Macrae, 1984). Consolidated Mining and Smelting Co. Ltd. dug numerous trenches and drove cross-cuts on these prospects in 1927-1928 (Quadros, 1981). The Mother Lode mineralized breccia zone was also discovered at this time, situated southeast of the Mohawk Showing.

1930's-1960's - Further work was carried out by Taseko Motherlode Gold Mines Ltd. in 1933-1934 on the Mohawk and Spokane Showings. Canadian Explorations Ltd. (1956) conducted additional trenching and preliminary drilling on the Spokane Showing, as well as exploration on the Rowbottom shear zone exposed in Rowbottom creek. Phelps Dodge (1963) drilled 8 diamond drill holes from the Spokane Showing eastward to the Buzzer Showing exploring for Cu-Mo porphyry deposits in granodiorite.

1960's-1970's - From 1969 to 1976, prospects in and adjacent to the Taseko Property (including the Buzzer and Empress Showings) were extensively explored for Cu-Mo porphyry potential by the following companies:

- (1) Scurry Rainbow Oils Ltd. (1969) - 16 DD holes, geological mapping, trenching, JEM-IP-MAG surveys;
- (2) Sumitomo Metals Mining Canada Ltd. (1970) - 64 percussion drill holes, geological mapping, 82 km of grid layout, IP-MAG survey, 3550 soil samples;
- (3) Quintana Minerals Corp. (1975 & 1976) - 9 DD holes, 39 percussion drill holes.

1980's - Esso Resources Canada, Ltd. optioned the property from Scurry Rainbow Oil Ltd. in 1985 and conducted a detailed program of geological mapping, geochemical sampling and geophysical surveying. The thrust of their exploration attempts was to locate economic concentrations of epithermal gold mineralization. No drilling was performed and the option was dropped.

The property was restaked by New World Mines Development Ltd. after Scurry Rainbow allowed it to expire. Westley Mines Ltd. optioned 51% of the property from New World Mines in January 1988. In March 1988, Alpine Exploration Corporation was granted the right to become an equal joint-venture partner with Westley Mines after fulfilling certain conditions. A geochemical, prospecting, geological and diamond drilling program was implemented in August and September 1988, with Alpine Exploration as the operator. The remaining 49% of the property was optioned by Westley Mines and Alpine Exploration in October, 1988. In March 1989, Westley Mines and Alpine Exploration vended their interest in the Taseko Property to Westpine Metals Ltd.

REGIONAL GEOLOGIC SETTING AND MINERALIZATION

Regional Geology

The Taseko Property occurs on the northeastern margin of the Coast Plutonic Complex (CPC) of Jurassic to Cretaceous age (Figure 3). Granitic magma of the CPC intruded sedimentary and volcanic rocks of Triassic to Cretaceous age. The oldest rocks of the area are basalts, pyroclastics and argillites of the Pioneer Formation, a subdivision of the upper Triassic Cadwallader Group. Overlying the Cadwallader Group are shales, siltstones, conglomerates, intermediate to mafic flows and pyroclastics of the lower Cretaceous Taylor Creek Group. Triassic to lower Cretaceous strata are tightly folded in NW trending folds.

Gently folded upper Cretaceous volcanoclastic sandstones, tuffs and breccias that correlate with the Kingsvale volcanics unconformably overlie the older, deformed strata. These volcanic rocks are divided into 5 members (Glover and Schiarizza, 1986). Facies changes along northwest trending normal or strike-slip faults suggest that sedimentation occurred within a northwest-trending trough coincident with faulting.

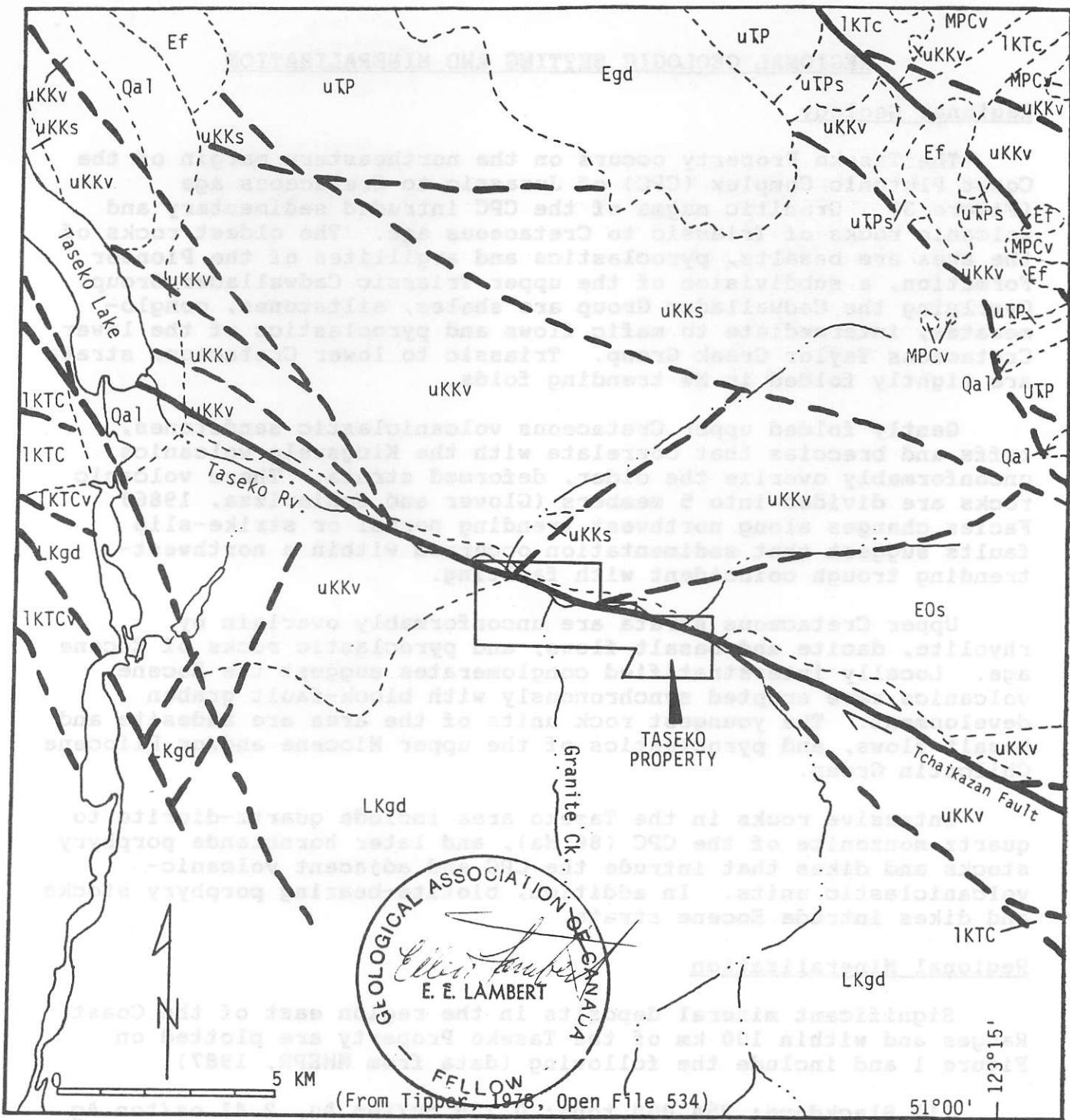
Upper Cretaceous strata are unconformably overlain by rhyolite, dacite and basalt flows, and pyroclastic rocks of Eocene age. Locally interstratified conglomerates suggest the Eocene volcanics were erupted synchronously with block-fault graben development. The youngest rock units of the area are andesite and basalt flows, and pyroclastics of the upper Miocene and/or Pliocene Chilcotin Group.

Intrusive rocks in the Taseko area include quartz-diorite to quartz-monzonite of the CPC (86 Ma), and later hornblende porphyry stocks and dikes that intrude the CPC and adjacent volcanic-volcanoclastic units. In addition, biotite-bearing porphyry stocks and dikes intrude Eocene strata.

Regional Mineralization

Significant mineral deposits in the region east of the Coast Ranges and within 100 km of the Taseko Property are plotted on Figure 1 and include the following (data from MMEPR, 1987):

- (1) Blackdome: 254,000 tons: 0.739 oz/ton Au, 2.41 oz/ton Ag
- (2) Bralorne: 740,000 tons: 0.286 oz/ton Au
- (3) Fish Lake: 204,000,000 tons: 0.25% Cu, 0.014 oz/ton Au,
0.035 oz/ton Ag
- (4) Pellaire: 67,100 tons: 0.669 oz/ton Au, 2.34 oz/ton Ag



- | | |
|--|---|
| Qa1 Quaternary Sediments | uKKs Upper Cretaceous Kingsvale Group Sediments & Volcanics |
| MPCv Miocene-Pliocene Chilcotin Gp. Volcanics | TKTC Lower Cretaceous Taylor Creek Group Sediments & Volcanics |
| EOs Eocene-Oligocene Sheba Group Volcanics | LKgd Late Cretaceous Granodiorite = Coast Plutonic Complex (CPC) |
| Ef Eocene Felsic Intrusives | uTPs Upper Triassic Cadwallader Gp. Pioneer Formation |
| Egd Eocene Granodiorite | --- Fault |
| | - - - Geologic Contact |

WESTPINE METALS LTD.		
TASEKO PROPERTY		
REGIONAL GEOLOGY		
E.E. LAMBERT, P. GEOL.		
DRAWN: E.E.L./dw	SCALE:	FIG.
DATE: MARCH 1989	N.T.S. 920/3W	3

In the immediate area of the Taseko Property, mineral occurrences are numerous. A cross-section of all the occurrences suggests vertical zonation through a late Cretaceous magmatic-hydrothermal system (Turner, 1988). Deep level mineralization occurs in the batholith to the south with higher levels of mineralization occurring to the north within the volcanic pile. Three styles of mineralization representative of this hydrothermal system occur within a 5 km radius of the claims. These mineral occurrences are as follows (refer to Figure 4):

- (1) Cu-Mo +/- Au porphyry-type mineralization within the granodiorite batholith (e.g. the Buzzar, Spokane, Rowbottom, Mother Lode and Mohawk Showings);
- (2) Cu-Au mineralization within hydrothermally altered volcanic strata near the contact with the batholith (e.g. the Empress Showing);
- (3) Au-Ag epithermal-type mineralization in stratigraphically higher volcanic units (e.g. the Taylor-Windfall mine, Battlement Creek area).

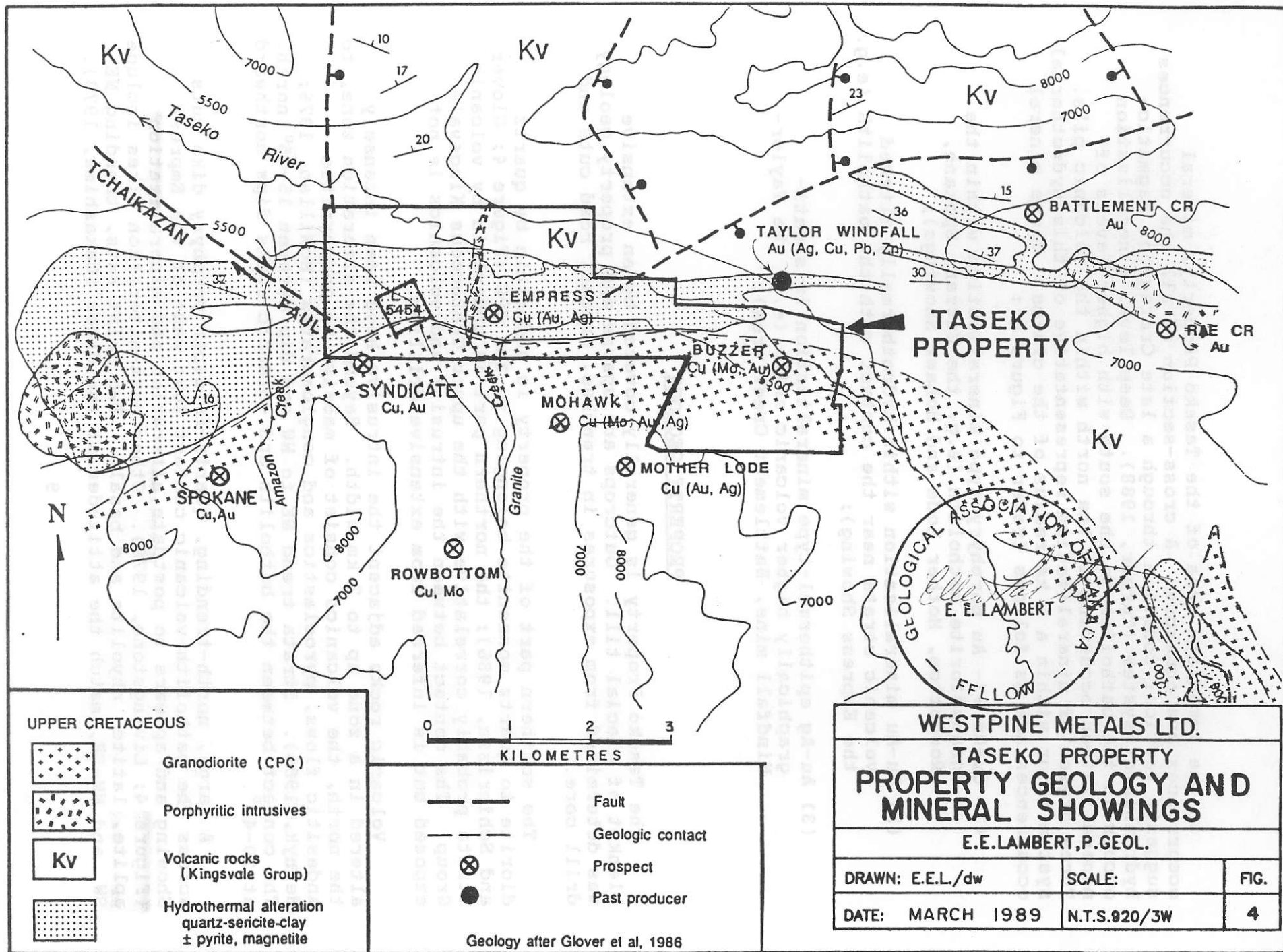
PROPERTY GEOLOGY

The Taseko Property is generally covered by an extensive blanket of glacial till. Outcrops are sparse and property geology was determined from exposures in trenches, creeks, road cuts and drill core.

The southern part of the property is underlain by quartz diorite to quartz monzonite belonging to the CPC (Figure 4; Glover and Schiarizza, 1986); the northern part is underlain by volcanic strata probably correlative with the upper Cretaceous Kingsvale Group. The contact between the intrusive and volcanics is not exposed but is inferred from extensive drilling.

Volcanic rocks adjacent the intrusive have been intensely altered in a zone up to 2 km width. Beyond the alteration zone, to the north, the volcanics consist of massive to porphyritic andesitic flows, pyroclastics and conglomerates (McMillan, 1976; Melnyk, 1986). Strata trend NE to NW and dip between 15-35° north. The contact between the batholith and volcanic rocks dips northward at 20-45°.

A large, north-trending, quartz-feldspar porphyry dike cuts across the batholith-volcanic contact just west of the Empress Showing and appears to postdate alteration and mineralization (Figure 4; Livingstone, 1976). Other post-alteration dikes include aplite, latite, rhyolite and basalt. Two joint sets, trending NE-SW, and NW-SE, match the attitudes of the dikes (Nakashima, 1970).



Prospecting and drill results in 1988 indicate syenitic to monzonitic intrusives are also present on the property.

An intrusive breccia-pipe outcrops along drill roads approximately 1 km east of the Empress Showing (see Figure 5A). The breccia pipe is exposed in a 400 m x 150 m area and consists of altered (quartz-sericite-K feldspar?) intrusive fragments in a chlorite-magnetite (+/- pyrite) matrix (Melnik et al, 1986).

At the present stage of exploration, a clear structural picture has not as yet evolved. Fault zones intersected in drill holes and possible faulting along Granite Creek indicate a complex structural evolution.

PROPERTY ALTERATION

A major portion of the Taseko Property is situated within the 2 km wide alteration zone north of the batholith. Volcanic rocks within this zone have undergone pervasive silicification, sericitization, and local argillic and aluminosilicate alteration. The most common alteration minerals in the vicinity of the Empress showing include quartz, sericite, andalusite, kaolinite, magnetite and pyrite. The rocks have been so completely altered that determination of the original lithologies is in many places impossible. Compositional banding, visible in drill core, has been interpreted to be relict volcanic textures. Melnyk and Britton (1986) suggest that volcanoclastic and epiclastic units with higher porosity were preferentially altered by hydrothermal fluids, with more massive andesitic flows being less altered.

PROPERTY MINERALIZATION

Mineralization is found mainly in two localities on the Taseko Property, historically referred to as the Buzzer and Empress Showings (Figure 4).

The Buzzer Showing exposes Cu-Mo mineralization in perphyritic granodiorite. Sulphides, along with quartz and flakey sericite, occur as vug fillings in fresh or altered granodiorite (McMillan, 1976). The sulphides consist mainly of chalcopyrite and pyrite with local molybdenite.

At the Empress Showing, Cu-Au-(Mo) mineralization occurs as pyrite, chalcopyrite, magnetite and local molybdenite and pyrrhotite in altered volcanic rocks showing intense silicification and aluminous alteration. Sulphides are typically disseminated, but also occur as veinlets and fracture coatings.

RESULTS OF PREVIOUS EXPLORATION PROGRAMS

Several exploration programs were conducted prior to 1988 within and between the Empress and Buzzer Showings. These programs included soil sampling, geophysical surveys and diamond and/or percussion drilling. Drilling was mainly guided by geophysical, rather than geochemical, targets. Westley Mines and Alpine Exploration compiled all previous data before implementing their 1988 program. As a result of this review, seven anomalous zones were delineated mainly on the basis of geochemical data and supplemental drilling results.

The seven zones are defined by anomalous copper and gold values returned in soil samples from the Sumitomo (1970) and Esso (1986) programs. Drilling results from Phelps Dodge (1963), Scurry Rainbow (1969), Sumitomo (1970) and Quintana (1975) substantiate these zones. The zones are indicated on Figures 5A, 5B and 6. To reduce complexity, only one contour each for copper and gold has been used to outline anomalous soil results: >400 ppm for copper, and >100 ppb for gold. The following zones have been thus defined:

- (1) 88 Zone - An ENE, elongate, 100 m x 400 m, geochemical anomaly exists between lines 8E and 22E, from 6+50S to 14S. The anomaly is well defined by high values in both copper and gold, with copper ranging to 1900 ppm and gold to 2670 ppb. Four drill holes penetrate the 88 Zone and are summarized below (refer to Figure 6):

<u>Hole</u>	<u>Drill Type</u>	<u>Results (width/grade)</u>
S-5*	Percussion	27 m / 0.14% Cu [3 m / 0.33% Cu]
S-9*	Percussion	53 m / 0.27% Cu [24 m / 0.42% Cu]
Q-7+	Percussion	21 m / 0.48% Cu, 0.032 o/t Au [12m / 0.66% Cu, 0.045 o/t Au]
76-1	Diamond	13 m / 0.71% Cu, 0.02 o/t Au#

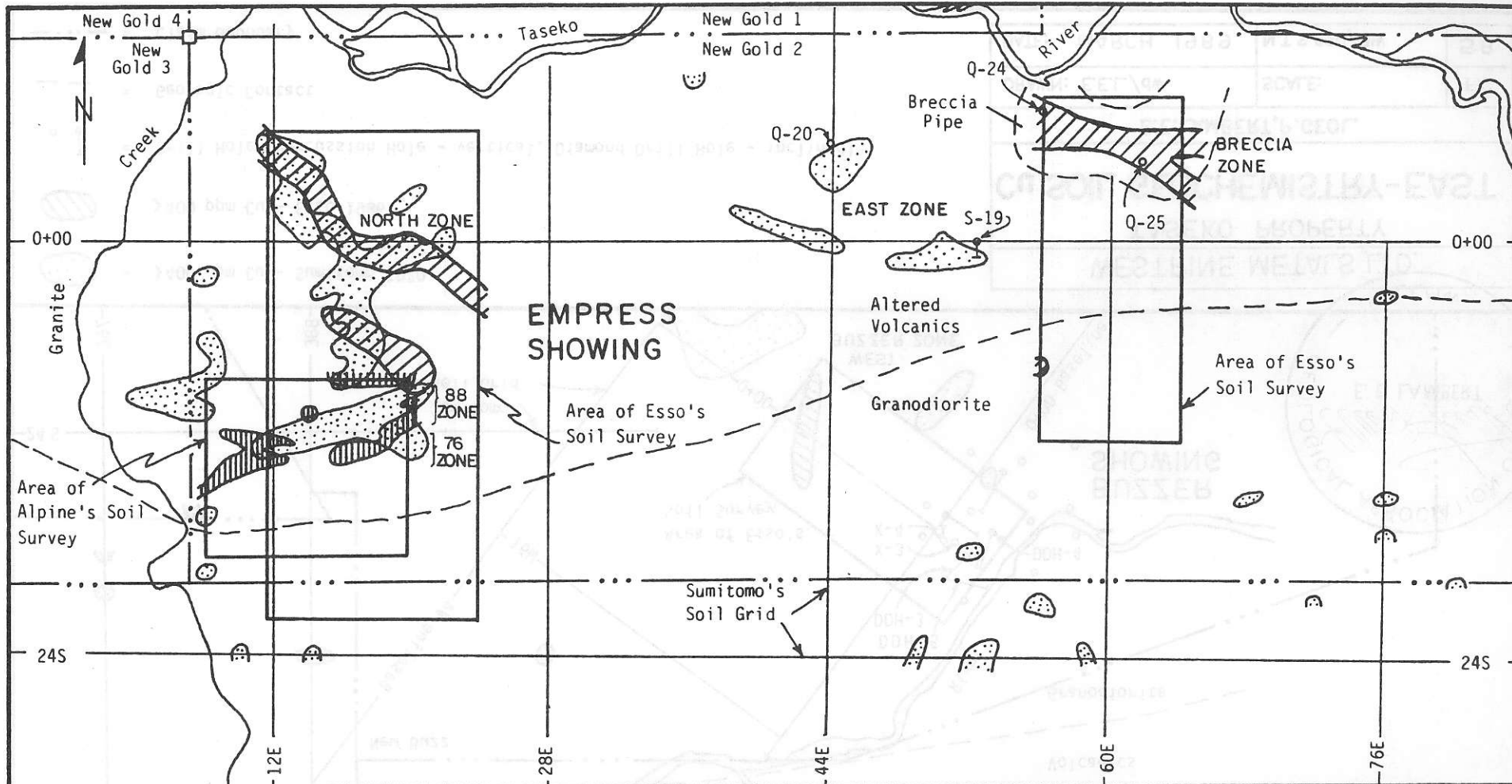
* = Gold was not analyzed







+ = Mineralization occurs in the last 21 m of hole

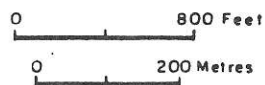
= An assay check of this interval gave 0.05 o/t Au

[] = Higher grade interval within preceding width

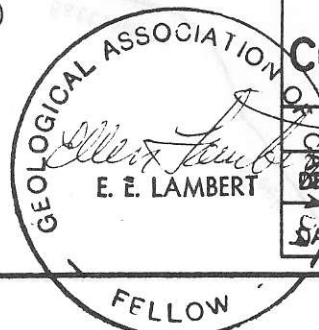
- (2) 76 Zone - Defined as the high-grade zone intersected in Quintana's diamond drill hole 76-3 that returned 50 m of 1.28% Cu and 0.059 oz/ton Au. If the zone is assumed to parallel the 88 Zone, anomalous soil geochemistry ENE of hole 76-3 and diamond drill hole X-8 support this.

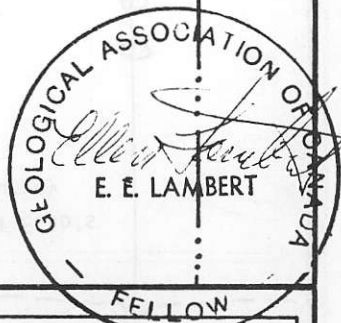
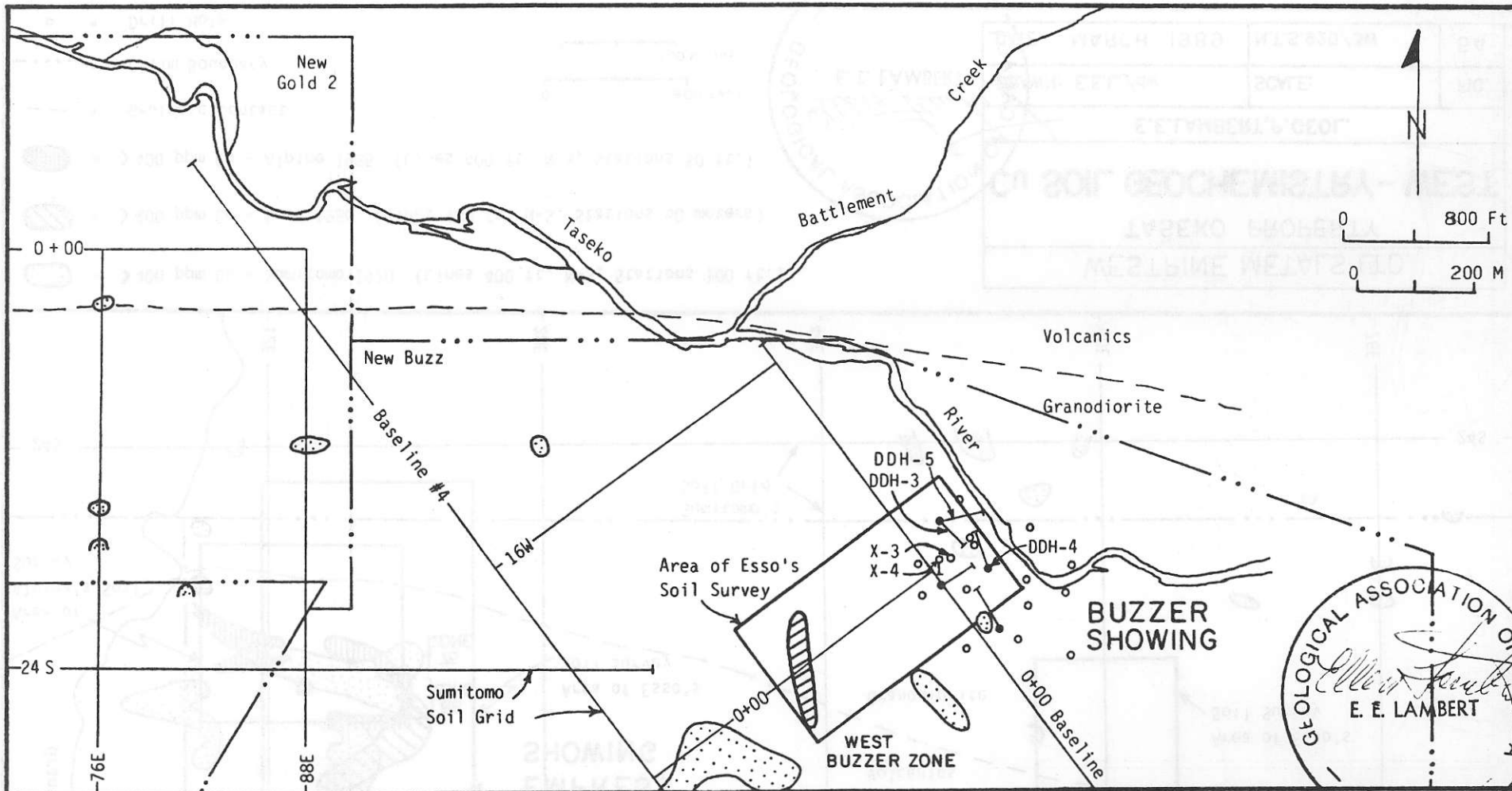







-  = > 400 ppm Cu - Sumitomo 1970 (Lines 400 ft. N-S, Stations 100 ft.)
-  = > 400 ppm Cu - Esso 1986 (Lines 400 ft. N-S, Stations 50 meters)
-  = > 400 ppm Cu - Alpine 1988 (Lines 400 ft. N-S, Stations 50 ft.)
-  = Geologic Contact
-  = Claim Boundary
-  = Drill Hole



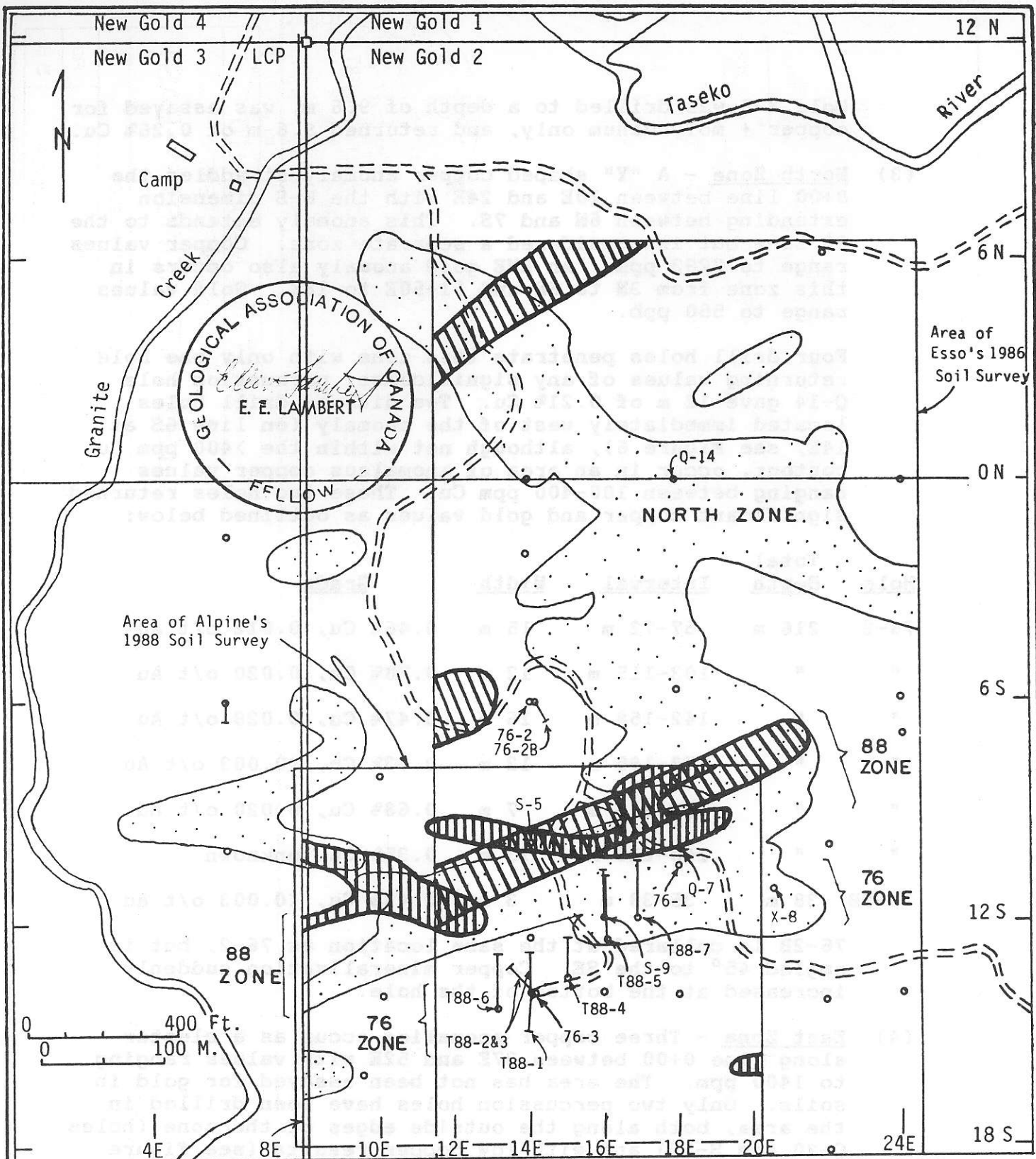
WESTPINE METALS LTD.		
TASEKO PROPERTY		
Cu SOIL GEOCHEMISTRY - WEST		
E.E.LAMBERT, P.GEOL.		
DRAWN: E.E.L./dw	SCALE:	FIG.
DATE: MARCH 1989	N.T.S.920/3W	5A










-  = >400 ppm Cu - Sumitomo 1970
-  = >400 ppm Cu - Esso 1986
-  = Drill Hole (Percussion Hole - vertical, Diamond Drill Hole - inclined)
-  = Geologic Contact
-  = Claim Boundary

WESTPINE METALS LTD.		
TASEKO PROPERTY		
Cu SOIL GEOCHEMISTRY-EAST		
E. E. LAMBERT, P. GEOL.		
DRAWN: E.E.L./dw	SCALE:	FIG.
DATE: MARCH 1989	N.T.S.920/3W	5 B



-  > 100 ppb Au - Alpine 1988
-  > 100 ppb Au - Esso 1986
-  > 400 ppm Cu - Alpine + Esso + Sumitomo data
-  Dirt Road
-  Drill Hole (vertical, inclined)

WESTPINE METALS LTD.		
TASEKO PROPERTY		
SOIL GEOCHEMISTRY - Au		
E.E. LAMBERT, P.GEOL.		
DRAWN: E.E.L./dw	SCALE:	FIG.
DATE: MARCH 1989	N.T.S. 920/3W	6

Hole X-8 was drilled to a depth of 9.6 m, was assayed for copper + molybdenum only, and returned 9.6 m of 0.26% Cu.

- (3) North Zone - A "Y" shaped copper anomaly straddles the 0+00 line between 10E and 24E with the N-S dimension extending between 6N and 7S. This anomaly extends to the 88 Zone but is considered a separate zone. Copper values range to 2293 ppm. An ENE gold anomaly also occurs in this zone from 3N to 6N and 11+50E to 18E. Gold values range to 550 ppb.

Four drill holes penetrate this zone with only one hole returning values of any significance: percussion hole Q-14 gave 12 m of 0.21% Cu. Two diamond drill holes located immediately west of the anomaly (on line 6S at 14E, see Figure 6), although not within the >400 ppm Cu contour, occur in an area of anomalous copper values ranging between 100-400 ppm Cu. These two holes returned significant copper and gold values as outlined below:

<u>Hole</u>	<u>Total Depth</u>	<u>Interval</u>	<u>Width</u>	<u>Grade</u>
76-2	216 m	57-72 m	15 m	0.46% Cu, 0.012 o/t Au
"	"	103-115 m	12 m	0.78% Cu, 0.020 o/t Au
"	"	142-158 m	16 m	0.47% Cu, 0.028 o/t Au
"	"	173-185 m	12 m	0.73% Cu, <0.003 o/t Au
"	"	209-216 m	7 m	0.68% Cu, 0.020 o/t Au
"	"	140-213 m	73 m	0.35% Cu, unknown
76-2B	38 m	35-38 m	3 m	0.42% Cu, <0.003 o/t Au

76-2B is collared at the same location as 76-2, but is angled 45° to the SE. Copper mineralization suddenly increased at the bottom of the hole.

- (4) East Zone - Three copper anomalies occur as a cluster along line 0+00 between 37E and 52E with values ranging to 1400 ppm. The area has not been assayed for gold in soils. Only two percussion holes have been drilled in the area, both along the outside edges of the zone (holes Q-20 and S-19) and with low copper results (see Figure 5A).
- (5) Breccia Zone - An E-W copper anomaly occurs between lines 56E and 64E at 6N, directly coincident with an intrusive breccia pipe. Copper values in soils range to 1664 ppm.

Anomalous gold was returned in two of the samples within the same anomaly with values of 1700 ppb and 174 ppb. Two percussion holes drilled in this zone (Q-24 and Q-25) returned low values in both copper and gold (see Figure 5A).

- (6) West Buzzer Zone - A group of copper anomalies occurs southwest of the Buzzer Showing (Figure 5B), with copper values ranging to 840 ppm. No drilling has been done in this area.
- (7) Buzzer Showing - Defined from thirteen holes drilled in the area between 1964-1970. An estimate of grade and tonnage for the Buzzer Showing was calculated by Quintana in 1976 as 5.5 million tons of 0.35% Cu and 0.031% Mo. Gold assays were not performed. The following holes returned the best values (refer to Figure 5B):

<u>Hole</u>	<u>Total Depth</u>	<u>Interval</u>	<u>Width</u>	<u>Grade</u>
X-3	44.2 m	0-44.2 m	44.2 m	0.67% Cu, 0.03% Mo
X-4	31.1 m	2.4-31.1 m	28.7 m	0.38% Cu, 0.04% Mo
DDH-3	153.0 m	21.3-120.4 m	99.1 m	0.43% Cu, 0.04% Mo
DDH-4	158.5 m	14.6-113.4 m	98.8 m	0.36% Cu, 0.04% Mo
DDH-5	145.7 m	64.0-125.0 m	61.0 m	0.37% Cu, 0.03% Mo

It appears from Figure 5A that anomalous geochemical results are cut off east of the Empress Showing. Glacial cover increases east of line 20E possibly masking potential anomalies in that direction. Background copper levels in the Empress Showing area, where glacial cover is 3-6 m deep, range between 50-100 ppm Cu. Eastward, where glacial cover increases to 6-9 m depth, background copper levels drop to a range of 10-50 ppm Cu. Lower threshold values for anomalous copper and gold should be considered for this region.

1988 WORK PROGRAM AND RESULTS

1988 Program

The basic goals of the 1988 program were to reinvestigate 1976 diamond drill hole 76-3 by conducting step-out drilling, conduct fill-in soil sampling in the 88 and 76 Zones, attempt to understand the mode of occurrence of mineralization, and explore for new mineralized zones.

Soil sampling and float prospecting are believed to be effective exploration tools since drilling, trenching and geophysical methods indicate relatively shallow overburden.

Exploration work was performed in two phases: soil sampling, geological examination and prospecting in August, and a diamond drilling program in September. The program was carried out as follows:

1. Grid Layout - A total of 1.2 km of grid was established over the 88 and 76 Zones, utilizing part of the old grid constructed by Sumitomo Metals in 1970. Lines run N-S at 61 m (200 ft) spacings with stations every 15 m (50 ft). The line spacing used includes new lines for fill-in soil sampling.
2. Prospecting - Rock sampling and geological reconnaissance was conducted by Pat Suratt and Willis Osborne within and around old trenches at the Empress and Buzzer Showings, in the area of the East Zone and in intervening areas. Forty rock samples, mostly float of local origin, were collected.
3. Geochemistry - Soil sampling was conducted over both re-established portions of the grid and the additional fill-in lines, thus cross-checking some of the 1970 and 1986 geochemical surveys as well as adding new data. 146 soil samples were collected with an auger from the B horizon.
4. Diamond Drilling - Seven drill holes were spotted within 100 m of Quintana's diamond drill hole 76-3, and 458 m (1502 ft) of NQ core was recovered. Newmac Industries Ltd. was the drilling contractor. 169 core samples were sent in for analysis.

Soil, rock and drill core samples were all geochemically analyzed by Vangeochem Lab Limited of Vancouver B.C., for 28 elements using standard ICP analysis techniques, and for gold by fire assay with atomic absorption finish.

A description of rock samples, details of drilling results and assay certificates are all available in the registered office. These include 3 pages of rock descriptions, 11 pages of summary drill logs, 9 pages of drill-core sample numbers and results, and 24 pages of assay certificates.

Results

Soil Geochemistry

Within the survey area, 1988 results reproduced many of the 1970 and 1986 anomalous values, but failed to duplicate them in all cases. This is probably a result of different sampling methods as well as variances in laboratory technique.

Results of the soil survey confirmed the existence of the ENE, linear, copper-gold anomaly in the 88 Zone (Figure 5A and 6). Values in copper and gold were very anomalous and ranged to 3739 ppm Cu and 580 ppb Au.

Rock Geochemistry

Results of surface rock sampling were highly encouraging in both copper and gold (see Figure 7). Of the 40 total rock samples collected, 8 gave values over 1% Cu, three of which returned gold values over 2400 ppb (0.07 o/t Au). Below are listed the most significant results:

<u>Sample No.</u>	<u>Cu (%)</u>	<u>Au (o/t)</u>	<u>Zone</u>
PS-543	2.74	0.012	76(?)
PS-547	1.95	0.070	88
PS-549	3.50	0.131	88
PS-563	1.48	0.013	Buzzer Showing
WO-027	0.02	0.095	East
WO-034	2.65	0.001	76(?)
WO-036	5.61	0.305	88
WO-038	4.40	0.005	76(?)
WO-039	7.65	0.007	88

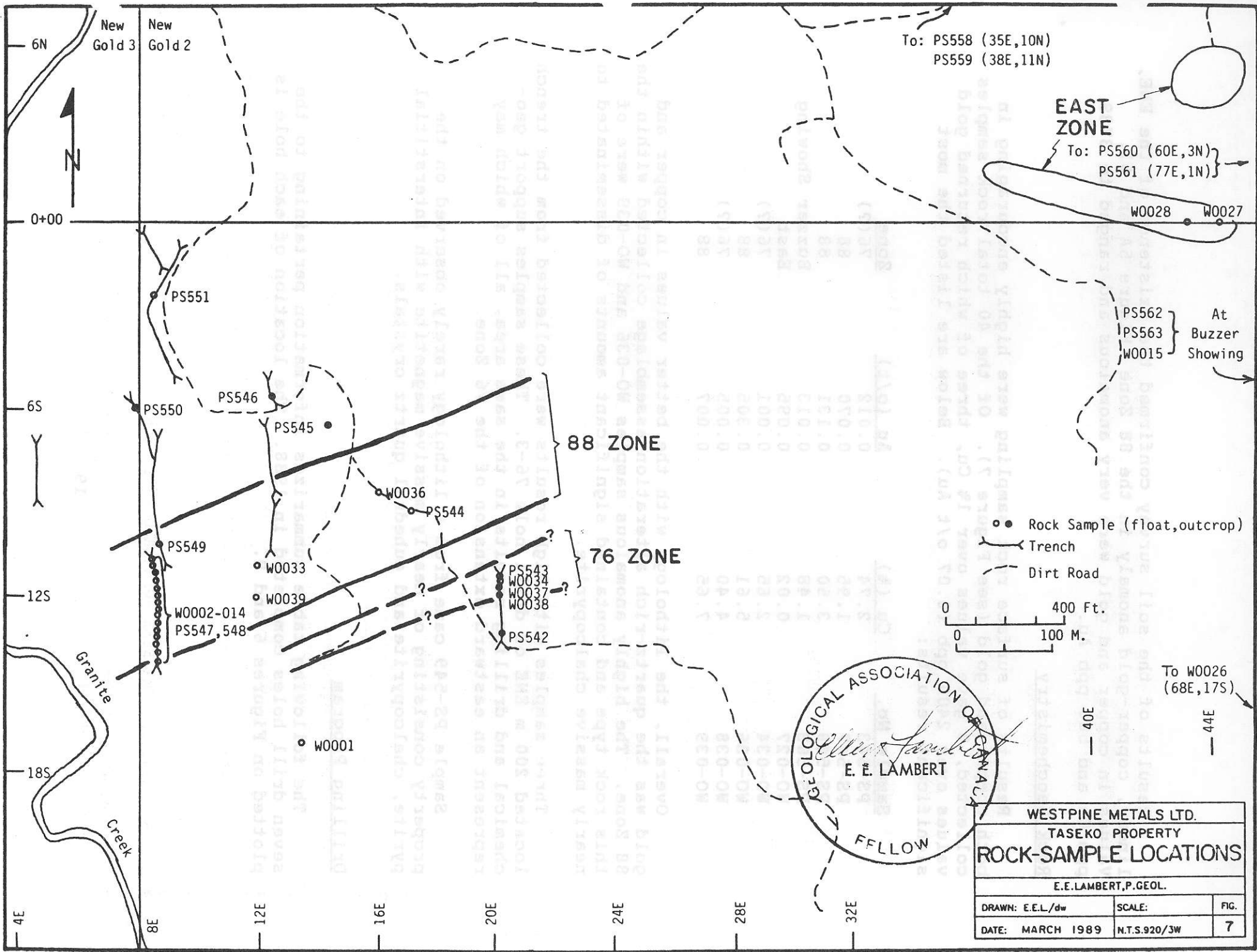
Overall, the lithology with the better values in copper and gold was the quartz-rich alteration assemblage collected within the 88 Zone. The highly anomalous samples WO-036 and WO-039 were of this rock type and contained significant amounts of disseminated to nearly massive chalcopyrite.

Three samples with high results were collected from the trench located 200 m ENE of drill hole 76-3. These samples support geochemical and drilling results in the same area, all of which may represent an eastward extension of the 76 Zone.

Sample PS-549 came from a lithology rarely observed on the property consisting of nearly massive magnetite with interstitial pyrite, chalcopyrite and euhedral quartz crystals.

Drilling Program

The following table summarizes information pertaining to the seven drill holes completed in 1988. The location of each hole is plotted on Figures 6 and 9.



To: PS558 (35E,10N)
PS559 (38E,11N)

EAST ZONE

To: PS560 (60E,3N)
PS561 (77E,1N)

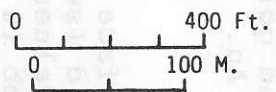
W0028 W0027

PS562 } At
PS563 } Buzzer
W0015 } Showing

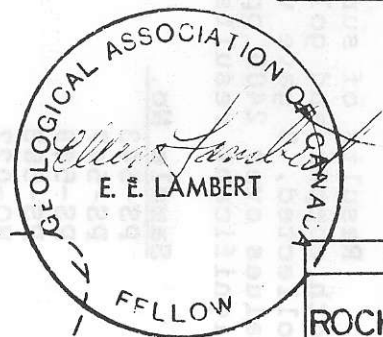
88 ZONE

76 ZONE

- Rock Sample (float, outcrop)
- Trench
- - - Dirt Road



To W0026 (68E,17S)



WESTPINE METALS LTD.		
TASEKO PROPERTY		
ROCK-SAMPLE LOCATIONS		
E.E. LAMBERT, P. GEOL.		
DRAWN: E.E.L./dw	SCALE:	FIG.
DATE: MARCH 1989	N.T.S. 920/3W	7

<u>Hole</u>	<u>Azimuth</u>	<u>Dip</u>	<u>Depth of Overburden</u>	<u>Total Depth</u>
T88-1	180°	-45°	7.3 m	46.6 m
T88-2	357°	-55°	7.3 m	66.5 m
T88-3	315°	-55°	7.3 m	45.7 m
T88-4	360°	-60°	11.0 m	65.2 m
T88-5	357°	-45°	7.6 m	74.4 m
T88-6	002°	-55°	6.3 m	76.5 m
T88-7	360°	-50°	2.4 m	70.4 m

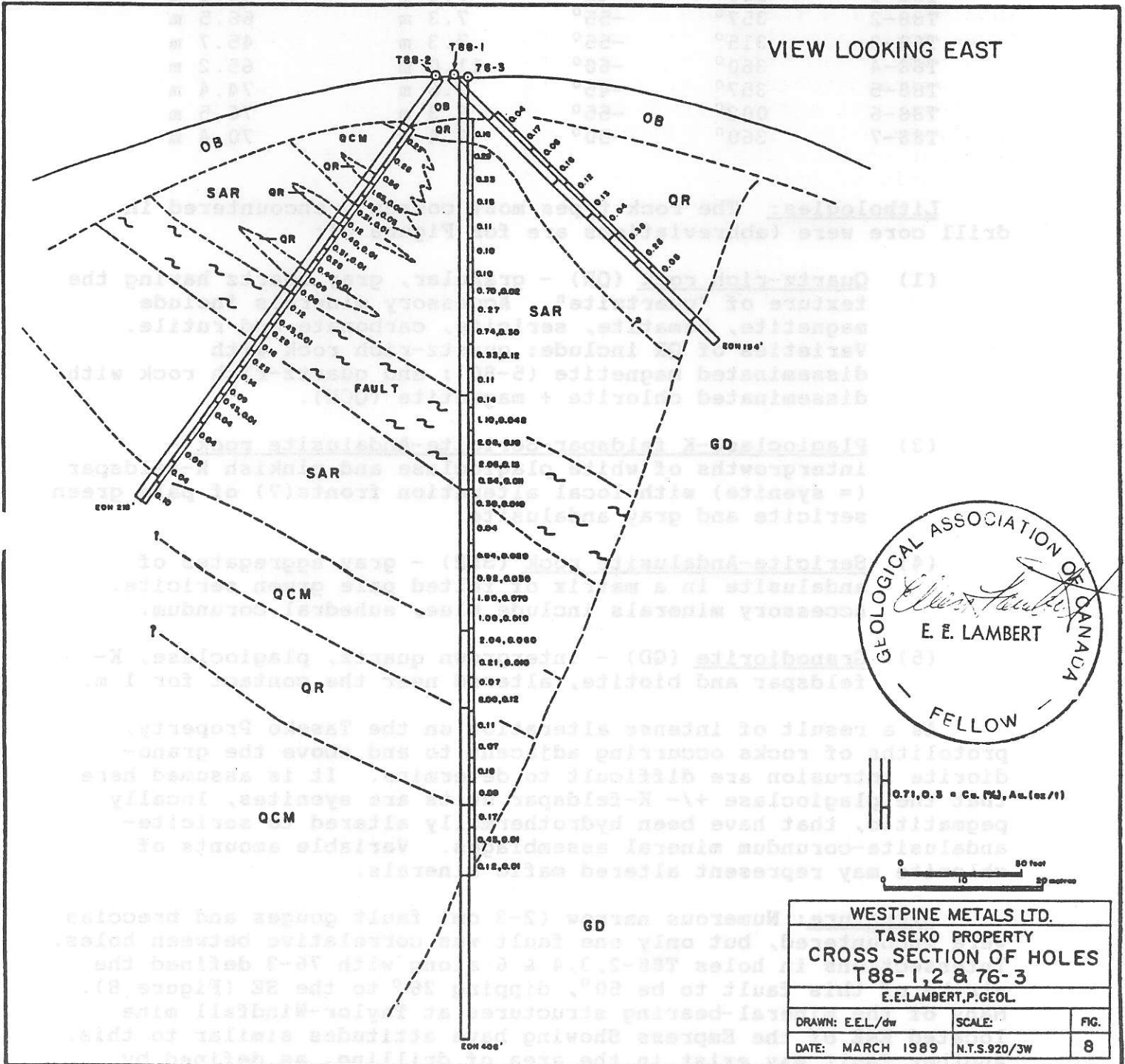
Lithologies: The rock types most commonly encountered in drill core were (abbreviations are for Figure 8):

- (1) Quartz-rich rock (QR) - granular, gray quartz having the texture of "quartzite". Accessory minerals include magnetite, hematite, sericite, carbonate and rutile. Varieties of QR include: quartz-rich rock with disseminated magnetite (5-80); and quartz-rich rock with disseminated chlorite + magnetite (QCM).
- (3) Plagioclase-K feldspar-Sericite-Andalusite rock - intergrowths of white plagioclase and pinkish K-feldspar (= syenite) with local alteration fronts(?) of pale green sericite and gray andalusite.
- (4) Sericite-Andalusite rock (SAR) - gray aggregates of andalusite in a matrix of felted pale green sericite. Accessory minerals include blue, euhedral corundum.
- (5) Granodiorite (GD) - intergrown quartz, plagioclase, K-feldspar and biotite, altered near the contact for 1 m.

As a result of intense alteration on the Taseko Property, protoliths of rocks occurring adjacent to and above the granodiorite intrusion are difficult to determine. It is assumed here that the plagioclase +/- K-feldspar units are syenites, locally pegmatitic, that have been hydrothermally altered to sericite-andalusite-corundum mineral assemblages. Variable amounts of chlorite may represent altered mafic minerals.

Structure: Numerous narrow (2-3 cm) fault gouges and breccias were encountered, but only one fault was correlative between holes. Intersections in holes T88-2,3,4 & 6 along with 76-3 defined the strike of this fault to be 50°, dipping 26° to the SE (Figure 8). Many of the mineral-bearing structures at Taylor-Windfall mine located ENE of the Empress Showing have attitudes similar to this. Another fault may exist in the area of drilling, as defined by holes T88-4 and 76-5, whose strike would be approximately 135°. Fault zones almost invariably contained broken fragments of the quartz-rich rock embedded in gouge.

VIEW LOOKING EAST



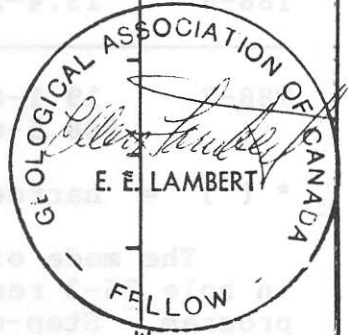
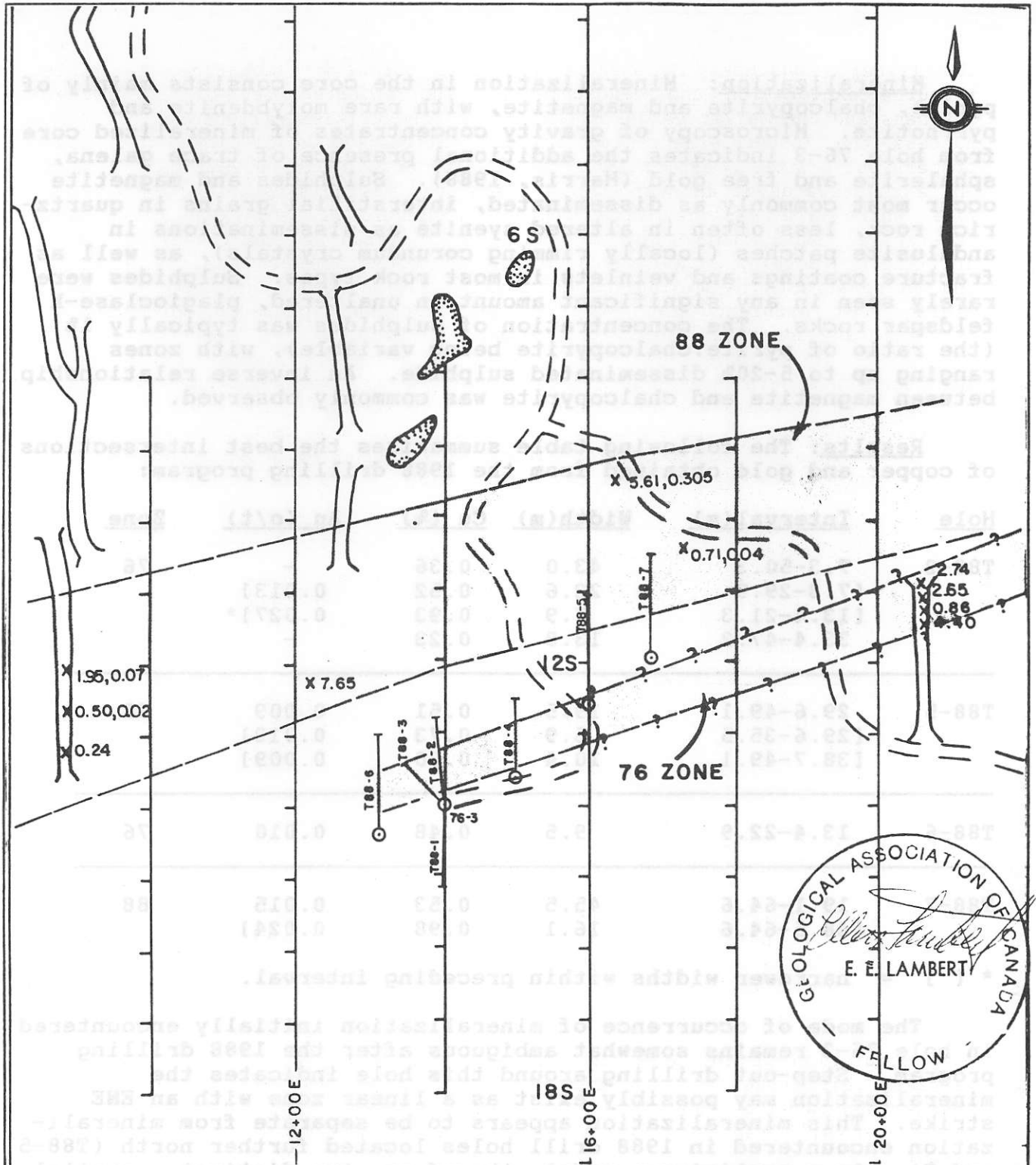
Mineralization: Mineralization in the core consists mainly of pyrite, chalcopyrite and magnetite, with rare molybdenite and pyrrhotite. Microscopy of gravity concentrates of mineralized core from hole 76-3 indicates the additional presence of trace galena, sphalerite and free gold (Harris, 1988). Sulphides and magnetite occur most commonly as disseminated, interstitial grains in quartz-rich rock, less often in altered syenite as disseminations in andalusite patches (locally rimming corundum crystals), as well as fracture coatings and veinlets in most rock types. Sulphides were rarely seen in any significant amount in unaltered, plagioclase-K feldspar rocks. The concentration of sulphides was typically 1% (the ratio of pyrite:chalcopyrite being variable), with zones ranging up to 5-20% disseminated sulphide. An inverse relationship between magnetite and chalcopyrite was commonly observed.

Results: The following table summarizes the best intersections of copper and gold obtained from the 1988 drilling program:

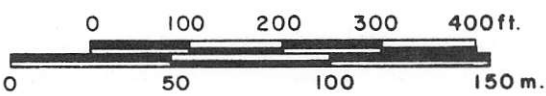
<u>Hole</u>	<u>Interval(m)</u>	<u>Width(m)</u>	<u>Cu (%)</u>	<u>Au (o/t)</u>	<u>Zone</u>
T88-2	7.3-50.3	43.0	0.36	-	76
	[7.3-29.9	22.6	0.52	0.013]	
	[13.4-21.3	7.9	0.93	0.027]*	
	33.4-47.2	13.8	0.23	-	
T88-5	29.6-49.1	19.5	0.51	0.009	88
	[29.6-35.5	5.9	0.73	0.013]	
	[38.7-49.1	10.4	0.50	0.009]	
T88-6	13.4-22.9	9.5	0.48	0.010	76
T88-7	19.1-64.6	45.5	0.53	0.015	88
	[48.5-64.6	16.1	0.98	0.024]	

* [] = narrower widths within preceding interval.

The mode of occurrence of mineralization initially encountered in hole 76-3 remains somewhat ambiguous after the 1988 drilling program. Step-out drilling around this hole indicates the mineralization may possibly exist as a linear zone with an ENE strike. This mineralization appears to be separate from mineralization encountered in 1988 drill holes located further north (T88-5 and 7). As a preliminary model, therefore, two distinct, parallel mineralized zones are proposed for the southern Empress Showing: the 88 Zone and 76 Zone (Figure 9).



- 1988 diamond drill hole
- x Rock Sample (Cu % , Au oz/t)
- // Trench



WESTPINE METALS LTD.		
TASEKO PROPERTY		
76 & 88 MINERALIZED ZONES		
E.E.LAMBERT, P.GEOL.		
DRAWN: E.E.L./dw	SCALE: 1:2400	FIG.
DATE: MARCH 1989	N.T.S.920/3W	9

METALLURGY

Preliminary metallurgical testing of mineralized samples from the Taseko Property indicates excellent recoveries for Au (92.5%) and Cu (94.6%) using a simple floatation circuit with or without a gravity circuit (Hawthorn, 1988).

CONCLUSIONS

The general geologic setting of the Taseko Property consists of a late Cretaceous, magmatic-hydrothermal, vertically zoned system that occurs along the contact between a large, granitic batholith and an overlying package of intermediate volcanoclastics. Previous investigators explored this contact for large tonnage, open-pit, copper-molybdenum porphyry and epithermal-type ore bodies.

The initial goal of Alpine Exploration Corporation and Westley Mines Ltd. in exploring the property was to determine the possibility of one or more, high-grade, low tonnage (one million tons), copper-gold mineral occurrences. The 1988 program not only confirmed the possibility of such zones, but also indicated the potential for larger, lower grade zones.

Compilation of all previous data with the 1988 results have led to the definition of seven anomalous zones on the property. Each zone is defined on the basis of its geochemical signature as well as drilling results. Below is a brief description of each zone:

- (1) The 88 Zone is the most well defined zone with coincident anomalous copper and gold values occurring in soils along an elongate, ENE trend. The zone, as defined by >400 ppm Cu and >100 ppb Au contours, is at least 100 m wide and 400 m long. This anomaly appears to be cut off to the east as a result of increased glacial cover. Soil values range to 1900 ppm Cu and 2670 ppb Au, and rock (float) samples to 5.61% Cu and 0.305 o/t Au. Six drill holes confirm the existence of substantial mineralization at depth, the three most significant holes being T88-7, 76-1 and Q-7:

<u>Hole</u>	<u>Width</u>	<u>Grade</u>
T88-7	45.5m	0.53% Cu, 0.015 o/t Au
"	[16.1m	0.98% Cu, 0.024 o/t Au]
76-1	13.0m	0.71% Cu, 0.020 o/t Au
Q-7	21.0m	0.48% Cu, 0.032 o/t Au

- (2) The 76 Zone has been proposed to explain the highly mineralized 1976 diamond drill hole 76-3 (50.2 m of 1.28% Cu and 0.059 o/t Au). This zone possibly projects ENE toward a trench 200 m away. The trench occurs in a geochemically anomalous area with soil values to 850 ppm Cu and 100 ppb Au. Rock float collected in the trench returned values to 4.40% Cu. 1969 diamond drill hole X-8 was drilled in the trench to a total depth of 9.6 m, yielding 0.26% Cu over the entire length. Three 1988 drill holes (T88-2, 3 & 6) helped to substantiate the trend of the zone with hole T88-2 returning 43.0 m of 0.36% Cu including a higher grade intersection of 7.9 m of 0.93% Cu and 0.027 o/t Au.
- (3) The North Zone is defined by a large copper soil anomaly (>400 ppm Cu) and occurs immediately north of the 88 Zone. Soil values range to 3739 ppm Cu and 550 ppb Au. 1976 diamond drill holes 76-2 and 76-2B, located immediately west of the zone in an area of anomalous copper soil values ranging between 100-400 ppm Cu, intersected numerous copper-gold widths in the range of 7-16 m of 0.46-0.78% Cu and <0.003 to 0.028 o/t Au. In addition, larger intersections with lower grades of copper occur in this hole, for example 73 m of 0.35% Cu. The zone has not been substantially drill tested.
- (4) The East Zone is represented by three clustered copper anomalies with soil values to 1400 ppm Cu. One rock sample collected in this zone returned 0.095 o/t Au. The zone occurs in an area of thicker overburden which may be masking a potentially higher anomaly. Soil samples from this zone were collected in 1976 and were not assayed for gold, and only two percussion holes were drilled along the edges of the anomaly, returning low values in copper. This zone warrants further exploration.
- (5) The Breccia Zone is defined by a coincident gold and copper geochemical anomaly over an intrusive breccia pipe. Soil results ranged to 1664 ppm Cu and 1700 ppb Au. Two 1976 percussion drill holes penetrated the zone but returned low values in both copper and gold.
- (6) The West Buzzer Zone contains three clustered copper soil anomalies ranging to 840 ppm Cu. Gold was not assayed for in the soils and the area has not been drill tested.
- (7) The Buzzer Showing has been previously defined by extensive diamond and percussion drilling. An estimate of grade and tonnage has been calculated at 5.5 million tons of 0.35% Cu and 0.031% Mo. Gold has not been analyzed for in this zone and deserves to be investigated.

A significant zone of mineralization possibly underlies the Empress Showing as defined by the 88 and North Zones. The combined zones outline a total area of approximately 450 m x 100 m occurring within the >400 ppm Cu contour.

RECOMMENDATIONS

An exploration program of \$800,000 is proposed to further test copper and gold mineralization on the Taseko Property, concentrating on the area of the Empress Showing and east to the Buzzer Showing. A summary of proposed exploration activities are as follows:

- (1) 88 Zone - Step-out drilling east and west from hole T88-7 is recommended, along with fill-in soil sampling east of the 1988 grid.
- (2) 76 Zone - Drilling in the vicinity of the trench located 200 m ENE of hole 76-3 is suggested to test copper mineralization returned in soils, rock samples and drill hole X-8.
- (3) North Zone - An initial phase of fill-in soil sampling is recommended, as well as drilling in the vicinity of hole 76-2 and 76-2B. Subsequent drilling should be conducted guided by geochemical results.
- (4) East Zone and West Buzzer Zone - Fill-in soil geochemistry with gold assays is proposed, followed by exploratory drilling contingent upon soil results.
- (5) Buzzer Showing - Diamond drilling with NQ core and assaying for gold is recommended to attempt to enhance grade and tonnage estimates calculated from previous drilling results.

The proposed program is designed to test geochemical anomalies as opposed to geophysical targets. Once mineralized zones have been established by drilling, the zone will be compared to its geophysical signature. An attempt to identify other areas with similar geophysical response will be then implemented.

This exploration program is designed to be carried out in two phases. The budget for the first phase is as follows:

PHASE 1

(1)	Construction of a bridge over Taseko River for access to the Empress Showing.	\$10,000
(2)	Regional geological mapping to better understand lithologic and structural relationships.	\$12,000
(3)	Detailed prospecting over the 88, 76, North and East geochemical anomalies, as well as the intervening area.	\$ 8,000
(4)	Fill-in soil sampling in 3 of the 7 anomalous geochemical zones. 500 samples.	\$15,000
(5)	Diamond drilling (5,000 feet @ \$30/ft) to include: a. systematic drilling of the 88 Zone. b. continued exploratory drilling of the 76 Zone. c. drilling 200 m east of 76-3 to investigate high Cu values returned in rock samples. d. exploratory drilling in the North and East Zones after geochemical surveys are completed.	\$150,000
(6)	Supervision	\$9,000
(7)	Camp Costs, Supplies, Rentals	\$26,000
(8)	Travel (including helicopter)	\$10,000
(9)	Contingencies	\$10,000
(10)	Management (10%)	\$25,000
	<u>TOTAL</u>	<u>\$275,000</u>

With successful results from the first phase, a second phase should be implemented consisting of 3653 m (12,000 ft) of diamond drilling. The budget estimate for this phase is \$525,000 and consists of the following:

PHASE 2

(1) Diamond drilling (12,000 feet @ \$30/foot)	\$360,000
(2) Soil Sampling (750 samples)	\$ 20,000
(3) Supervision	\$ 15,000
(4) Camp Costs, Supplies, Rentals	\$ 41,000
(5) Travel (including helicopter)	\$ 16,000
(6) Contingencies	\$ 25,000
(7) Management (10%)	\$ 48,000
	<hr/>
<u>TOTAL</u>	\$525,000

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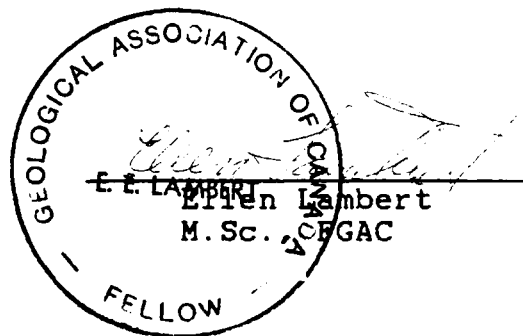
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STATEMENT OF QUALIFICATIONS

I, Ellen Lambert, of 5949 Toderick St., Vancouver, British Columbia, hereby certify that:

1. I am a Fellow of the Geological Association of Canada.
2. I have a Bachelor's degree in Geology from the University of Washington (1979) and a Master's degree in Geology from the University of New Mexico (1983).
3. I have practiced as a geologist part time since 1979 in the United States and Canada, and full time in mineral exploration in Canada and the U.S. since 1986.
4. This report is based upon a study of all data made available to me on the Taseko Property, and logging core by myself from September 12-26, 1988.
5. I have no interest, direct or indirect, in the properties or securities of Westpine Metals Ltd., nor do I expect to receive any such interest.
6. I consent to the use of this report, or a summary thereof, by Westpine Metals Ltd. in a Prospectus.
7. I consent to a review of this report by other geologists or engineers for the Vancouver Stock Exchange or the Superintendent of Broker's Office.

March 15, 1989




C E R T I F I C A T E S

DATED: July 6, 1989.

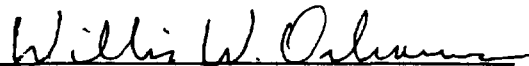
The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the Securities Act and its regulations.

WESTPINE METALS LTD.

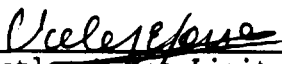


VICTOR JOHN EVAN JONES
Chief Executive and Financial Officer

PROMOTERS

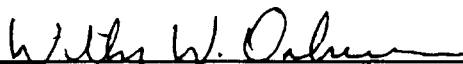


Alpine Exploration Corporation



Westley Mines Limited

ON BEHALF OF THE BOARD OF DIRECTORS



WILLIS WILLIAMS OSBORNE
Director



DOUGLAS NEIL HILLHOUSE
Director

ON BEHALF OF THE AGENTS

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.

CANARIM INVESTMENT CORPORATION LTD.

Per: 

C. Channing Buckland

British Columbia & Yukon Chamber of Mines

1991 "Snapshot" Review Form

WESTPINE METALS LTD.

Property/Project

Authors

Name: **Taseko Property**

NTS: 920/3W, 4E

Claims: 232

Acreage: 13,200 acres

Commodities: Cu, Au, Ag, Mo

Willis W. Osborne

Ellen E. Lambert

Agreements Westpine has earned a 51% interest in the property and can earn the remaining 49%, subject to a 2.5% net smelter royalty to \$1.5 million. ASARCO can earn a 60% interest in the property by paying Westpine \$344,000 and financing \$3.65 million of work by January 15, 1994.

History

Year	Company	Type of Work	Drilling	Cost
1964	Phelps Dodge	Trenching	5 DDH (144 m)	?
1969	Scurry Rainbow Oils Ltd.	Geology/Geophysics & Trenching	8 DDH (900 m)	?
1970	Sumitomo Metals Mining Canada	Geology/Geochem & Geophysics	38 PDH (3725 m)	?
1975-6	Quintana Minerals Corp.		39 PDH (1341 m) 9 DDH (1299 m)	? ?
1986	Esso Resources Canada Ltd.	Geology/Geochem & Geophysics		?
1988	Alpine Exploration Corporation & Westley Mines Limited	Geology & Geochem	7 DDH (458 m)	\$100,000
1989	Westpine Metals Ltd.	Geology & Geochem	16 DDH (1981 m)	\$300,000
1990	Westpine Metals Ltd. & ASARCO Expl. Co.	Geology/Geochem & Geophysics	19 DDH (3503 m)	\$500,000

Geology

Regional: The regional geological picture in the vicinity of the Taseko property features an irregular east-west contact between the Coast Plutonic Complex of Jurassic to Cretaceous age to the south and Upper Cretaceous Kingsvale Group volcanic and sedimentary rock to the north. A wedge of Eocene-Oligocene Sheba Group Volcanics occurs to the east.

Local: A large zone of Kingsvale rock within the property and adjacent and north of the granitic intrusion has been intensely altered. Three major mineral showings occur: the Empress Zone within the altered Kingsvale, and the Buzzer and Rowbottom Zones within the Coast Plutonic Complex.

Alteration Minerals: quartz, andalusite, pyrophyllite, plagioclase, clay and chlorite.

Ore Forming Minerals: chalcopyrite, gold, molybdenite, magnetite.

Current Exploration Results 1988-1990

- i) **Geology** Work since 1988 has been concentrated on the Empress area where copper-gold mineralization occurs in intensely altered Kingsvale rock north and adjacent to the granitic intrusive. The contact trends east-west and dips moderately north. Alteration occurs in three, layered zones roughly paralleling the intrusive contact. From the intrusive upwards, these zones are: quartz-magnetite, quartz, and a combination of quartz-pyrophyllite-andalusite and plagioclase-pyrophyllite-andalusite. Copper-gold mineralization has been defined in three zones: the 76, Upper North and Lower North zones. The first two trend ENE, occur mainly in the upper zone of alteration and are probably fault controlled. The Lower North Zone occurs mainly in quartz-magnetite but overlaps into quartz rock and appears to be a contact mineral zone.
- ii) **Geochemistry** Scattered copper soil anomalies extend from Granite Creek (west of the Empress Zone) to the Buzzer Zone 3.7 km east. It appears that glaciation has resulted in some transport of rock and soil in the area. While the anomalous soil indicates the presence of copper-gold, etc., the movement of rock has made the use of geochemistry as a guide for drilling difficult.
- iii) **Geophysics** A correlation between copper-gold and magnetite makes a magnetometer a useful tool for exploration in the Empress area. A ground and air mag survey were completed in 1990. The ground mag results indicate much of the Empress Zone to be anomalous, however, interpretation of data is difficult because of high-grade magnetite occurring as float on the surface and in more than one zone at depth. The air mag survey is currently being interpreted.
- iv) **Sampling** Results from the four best holes on the Lower North Zone are as follows:

<u>Hole</u>	<u>Interval (feet)</u>	<u>Width (feet)</u>	<u>Copper (%)</u>	<u>Gold (oz/ton)</u>
W90-17	472-652	180	1.41	0.054
including	581-629	48	2.27	0.105
W90-18	163-512	349	0.53	0.019
including	363-494	131	0.96	0.027
W90-21	503-718	215	0.90	0.036
including	509-569	60	1.78	0.061
and	599-627	28	1.92	0.087
W90-22	472-647	175	1.03	0.036
including	511-599	88	1.52	0.056

Reserves

TO BE ANNOUNCED

Costs

<u>Year</u>	<u>\$</u>	<u>Optioner</u>	<u>Operator</u>
1988	100,000	Alpine - Westley JV	Alpine Exploration Corporation
1989	300,000	Westpine Metals Ltd.*	"
1990	500,000	Westpine-ASARCO	"
1991	550,000- 800,000 (est.)	Westpine-ASARCO	"

* Alpine Exploration Corporation and Westley Mines Limited vended their collective interests in the Taseko property to Westpine in return for one million shares of Westpine.

Aug 6/90

Westpine, Asarco encouraged by early-season drill holes

VANCOUVER — The first two holes of the 1990 season drilled on the Taseko copper-gold property in southwestern British Columbia have returned outstanding results for owner Westpine Metals (VSE) and its new partner, a Canadian unit of Asarco (NYSE).

Hole 90-17, drilled on the North Zone, encountered 180 ft. grading 1.41% copper and 0.054 oz. gold per ton from 472-652 ft., including 48 ft. of 2.27% copper and 0.11 oz. gold. This hole was 150 ft. northwest of a hole drilled in 1989 on the North zone which intersected 227 ft. grading 0.57% copper and 0.014 oz. gold.

The second hole of this year's program, 90-18, was about 440 ft. southwest of hole 90-17. It intersected 349 ft. grading 0.53% copper and 0.019 oz. gold from 163-512 ft., including 101 ft. grading 1.02% copper and 0.032 oz. gold.

The 1990 drill program at Taseko is being funded by Asarco which has the right to earn a 60% interest in the property by financing \$3.65 million of exploration and by making payments to Westpine totalling \$340,000 over a 4-year period.

The Taseko property, 140 miles north of Vancouver, has been recognized for decades as being prospective for host porphyry copper-gold deposits similar to that found elsewhere in the province.

The similarities to other copper-gold projects include a very large zone of intense alteration, the presence of alkalic intrusive rock, the association of copper-gold zones and magnetite, and the wide distribution of mineralization.

The Taseko Lake area, accessible by 4-wheel drive from Williams Lake, was also explored in the mid-1980s for its epithermal gold potential.

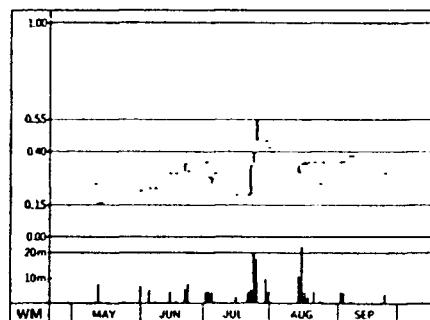
Westpine and Asarco's current work program is focused on extending the 76 and North zones within the Empress showing, one of several known mineralized showings on the property.

The 1990 budget is to include 5,000 ft. of drilling, although it is expected that additional drilling will be completed within this budget. The work program is managed by Alpine Exploration, with Alpine and Westley Mines (TSE), each holding a 38.31% interest in Westpine.

Results to date from the program appear to have sparked renewed interest in the Taseko Lake region which came to prominence in the 1920s when high-grade gold was discovered at the Taylor-Windfall mine, now held by Taywin Resources (VSE).

Westpine Metals Ltd
Shares issued: 3,500,000

WM
Sep 25 close: \$0.30



News Release . . . Final drilling results from Taseko property

Mr Willis Osborne reports

Final results have been received from this season's drilling on the 210 unit Taseko copper-gold property, 140 miles north of Vancouver. The results from diamond drill holes W90-29 through 33 on the North zone within the Empress showing are as follows:

HOLE	INTERVAL (FT)	WIDTH	Cu%	OZ/TON	AU
29	315 - 363	48	0.47	0.009	
	507 - 644	137	0.51	0.020	
30	39 - 104	65	0.26	0.012	
	540 - 684	144	0.64	0.028	
31	563 - 623	60	0.31	0.008	
32	411 - 454	43	0.49	0.018	
33	453 - 479	26	0.32	0.010	

Two additional holes (W90-34 and 35) were drilled northwest and outside of the Empress showing, and one is anomalous in copper and gold.

The 1990 drilling season concluded on September 11 1990 after the completion of the

11,490 ft of diamond drilling in 19 holes. In addition, an airborne magnetometer-VLF survey has been flown. This season's drilling confirmed and extended the important Lower North zone which occurs in highly altered rocks, probably of volcanic origin, above a large intrusive. Mineralization appears to parallel the contact between the two units which dips gently northwest.

Westpine is now in the process of analyzing all 1990 and previous drilling over the 1200 by 1400 ft area of the 76, Upper North and Lower North zones to calculate a preliminary copper-gold mineral reserve estimate.

Westpine holds an option on a 100% interest in the Taseko property, subject to an agreement with Asarco Exploration Company. Exploration is being funded by Asarco which has the right to earn a 60% interest in the property by financing \$3.65 million in work and by making payments to Westpine totalling \$344,000 over a four year period. Expenditures for 1990 are expected to be about \$500,000.

WESTPINE METALS LTD. (WM-V)

PRELIMINARY MINERAL INVENTORY CALCULATED - Willis Osborne, CEO, reports
FEB 4 1991
Westpine Metals Ltd. has received a preliminary mineral inventory calculation for the Lower North zone of the Empress showing of the Taseko copper/ gold property located 140 miles north of Vancouver, B.C. from consulting geologist Dr. Giles R. Peatfield, P.Eng. Under a May/90 agreement, ASARCO may complete \$3,650,000 in exploration through 1993 and make option payments totaling \$340,000 by 15Jan94 to earn a 60% interest. ASARCO must spend \$550,000 in 1991.

OVERALL INVENTORY (LOWER NORTH ZONE) ' The study con-
TONS COPPER GOLD SILVER ' cluded the mineral
% OZ/T OZ/TON ' inventory calcula-
7,455,100 0.73 0.024 0.05 ' tion should be

-----' classified as
probable or possible as there is insufficient drilling density to for proven reserves. A cut-off grade of 0.15% copper and a tonnage factor of 12 cubic feet per ton was used with 17 sample points used to determine the overall inventory. The depth from surface to the top of the Lower North zone ranges from 350 to 550 feet.

The calculations represent only the Lower North zone and excludes the Upper North and 76 Zones, the other zones on the Empress showing. Results from this study and 1990 drilling confirm the exploration potential of the property. In addition, there is a higher grade mineralized zone trending northwest which warrants further investigation.

ASARCO spent \$500,000 in 1990 which included drilling 11,490 feet in 19 holes. (SEE GCNL No.18, 25Jan91, P.2 FOR PREVIOUS INFORMATION)

WESTPINE METALS LTD. (WM-V)

MORE TASEKO WORK PLANNED - Willis W. Osborne, CEO.

Jan 25/91
Westpine Metals Ltd., reports ASARCO Exploration Co. of Canada Ltd. has made its \$35,000 option payment to continue exploration on the Taseko copper/gold property located 140 miles north of Vancouver, B.C. Under a May/90, agreement, ASARCO must complete \$3,650,000 in exploration through 1993 and make option payments totalling \$340,000 by 15Jan94 to earn a 60% interest. ASARCO must spend \$550,000 in 1991.

Westpine, ASARCO and ALPINE EXPLORATION CORP. (AXC-V), operator, have planned a meeting to determine a budget for this year's work. ASARCO is reviewing drill and other data to calculate a preliminary mineral reserve estimate for the property. Westpine is conducting its own in-house analysis.

To date, ASARCO has spent \$500,000 on the property. A total of 11,490 feet of drilling in 19 holes have been completed in a two-phase program with significant mineralization encountered in 12 of 19 holes. Hole W90-17 intersected 180 feet of 1.41% copper and 0.054 oz. gold/ton including 48 feet grading 2.27% copper and 0.105 oz. gold/ton. (SEE GCNL No.190, OCT.1/90, P.1 FOR PREVIOUS DRILL RESULTS)