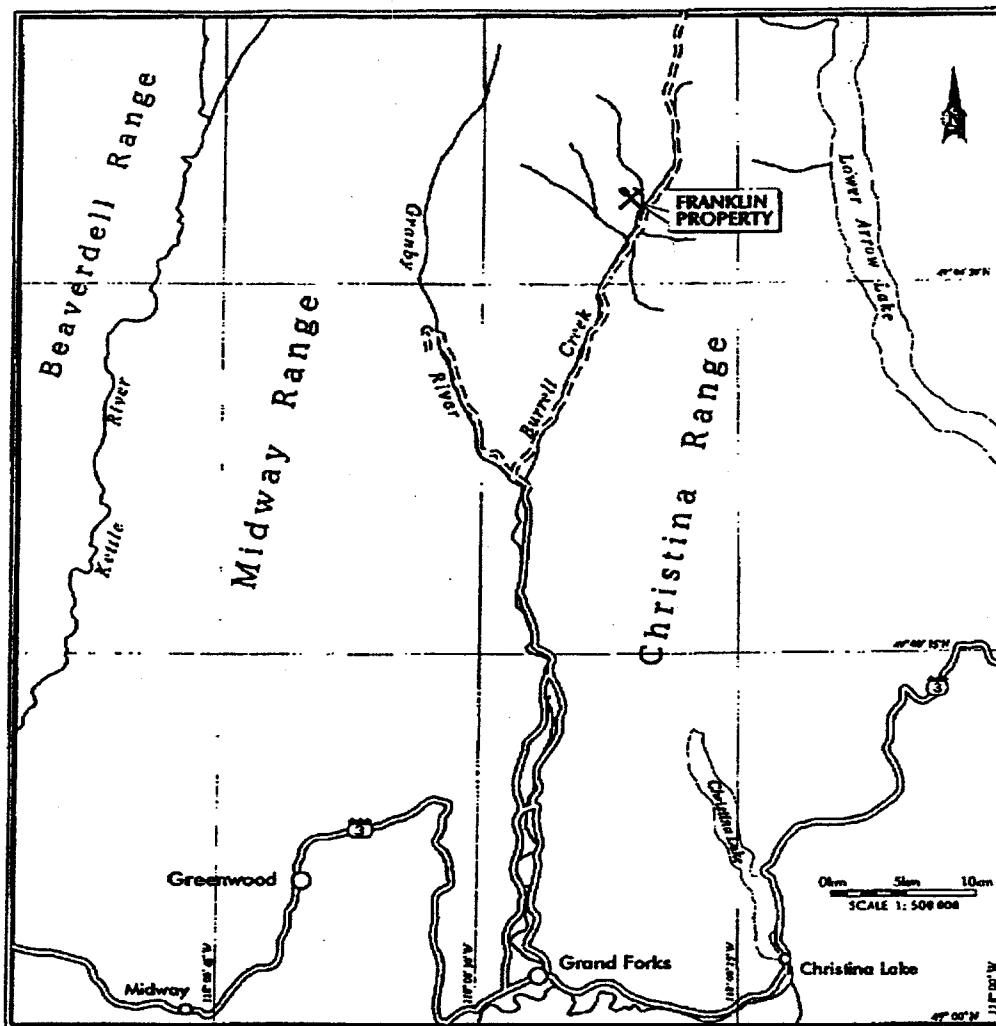


817 - 938 Howe Street  
 Vancouver, B.C. V6Z 1N9

Tel: 604 684 9333  
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**The Company**

TUXEDO RESOURCES is a new company dedicated to exploration and development of mineral properties in British Columbia. Upon completion of the initial public offering, the company intends to carry out the exploration program recommended by Giles Peatfield, Ph.D., P.Eng., on the FRANKLIN CAMP Property, located 60 kilometres north of Grand Forks, in southern British Columbia.



*Location Map, Franklin Camp Property Scale 1:500,000*

The large Franklin Camp property (about six by eight kilometres in maximum dimensions and covering some 3500 hectares) consists of a total of 157 separate mineral tenures of various types, held under the terms of seven separate option agreements. The present land holdings cover essentially all of the historic Franklin Camp mining district, which has a history dating back to the last years of the Nineteenth Century.

Serious work in the area began in 1914, mostly on the Union Mine, a vein deposit that ultimately became the premier producer in the camp. Total production from the Union was about 55,500 troy ounces of

gold and 1,392,000 troy ounces of silver, recovered during several campaigns, the last of which ended in 1989. Precious metals were won from some 122,500 tonnes of vein material with an average grade

of about 14 grams of gold and 353 grams of silver per tonne. The vein has apparently been cut off by a fault, and the extension has not been located.

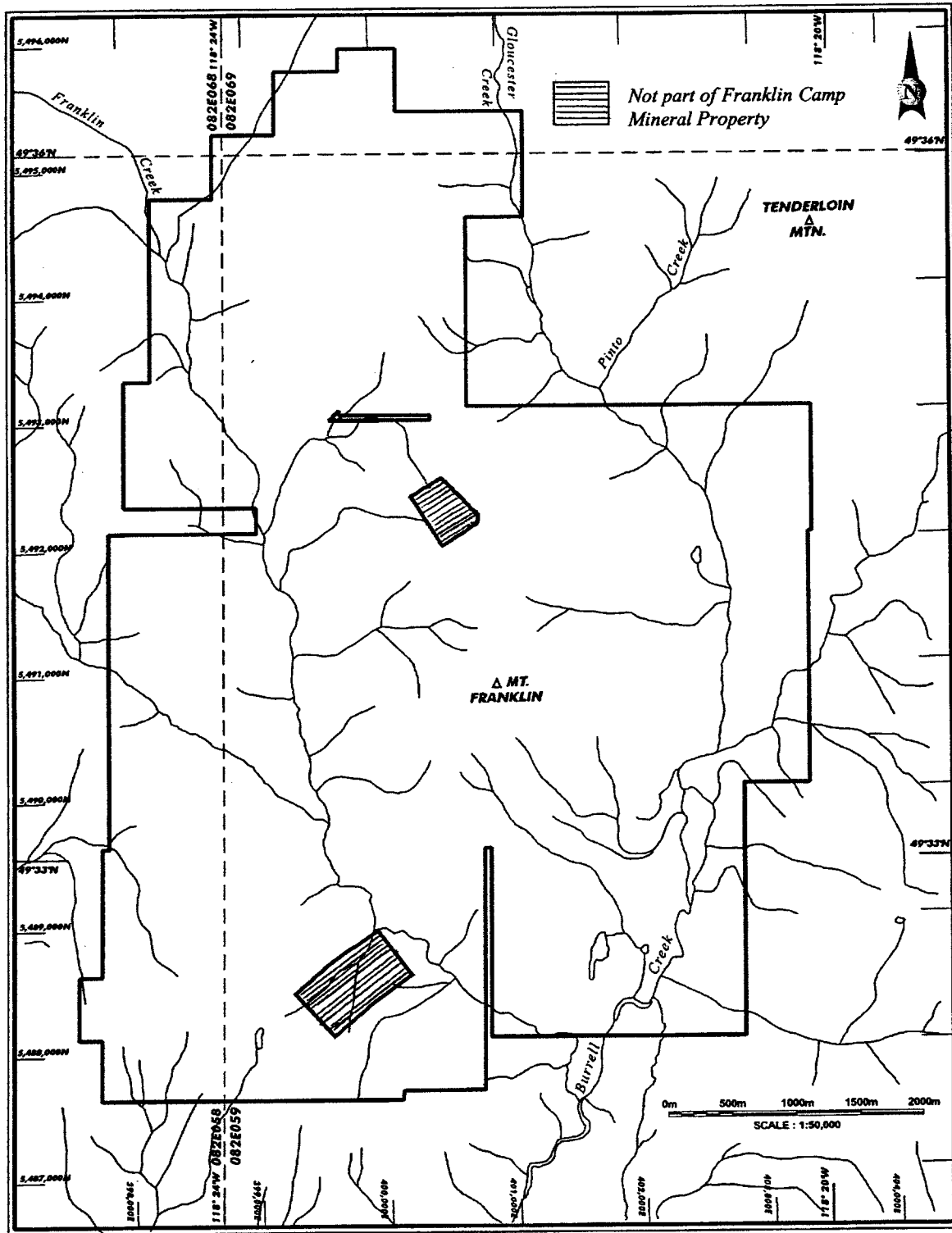
During the First World War there was also minor production of copper from the Maple Leaf mine. It was the discovery (at the Grand Forks smelter) of platinum in the ore from this property that led to specific interest for that metal (and the later identified palladium) that has continued to the present day. Exploration interest in the camp has shifted back and forth from gold and silver to platinum and palladium (and to a lesser extent copper); at present, the main interest is in the gold-silver possibilities. There has been some activity in the camp directed toward the search for gold-bearing porphyry copper deposits, and these remain a valid target.

There are at present four important types of mineral deposit or occurrence known in the Franklin Camp:

1. Gold-silver dominant veins and silicified zones with varying amounts of base metals, principally lead and zinc;
2. Segregations of copper sulphides in mafic alkalic rocks - the so-called "Black Lead" deposits carrying significant amounts of platinum and palladium; and
3. Poly-metallic (copper-lead-zinc-silver-gold) metamorphic or metasomatic "skarn" concentrations;
4. Copper and gold with pyritic stockworks in altered felsic intrusive rocks - the "porphyry" environment.

Dr. Peatfield has concluded that:

1. The Franklin Camp property has attractive target areas for various types of mineral deposits, especially for gold and silver. In his opinion, the Union vein requires a re-evaluation in light of more modern ore genesis theories. He is also of the opinion that there may be other types of precious metal deposits present, for example more extensive zones of silicification with gold and silver in porous, permeable sedimentary strata, and stratabound precious metal occurrences in older rocks. The camp has similarities in its geological setting to the important Republic mining district in Washington State, just south of Grand Forks;
2. Compilation of existing data should form an integral part of any ongoing exploration program; and
3. Aggressive exploration in the camp is justified. Emphasis should at present be on the search for gold and silver. The company has assembled essentially all mineral rights in an obviously well-mineralized historic mining camp, which deserves serious work.



**Claim Map, Franklin Camp Property      Scale 1:50,000**

## Key Personnel

Mr. Glen C. Macdonald, President, Director and Chief Executive Officer, is a mining exploration geologist and a member of the Association of Professional Engineers and Geoscientists of British Columbia.

Mr. Glen J. Indra, Secretary, Director and Chief Financial Officer, is the President of Starfield Resources Inc.

Mr. Kenneth R. Ralfs, Director, is a self-employed businessman and investor.

Mr. Shiraz N. Hussein, Director, is the President of Razzle & Company.

## Transfer Agent and Registrar

The Registrar and Transfer Agent for the Company is Pacific Corporate Trust Company, 10th Floor, 625 Howe Street, Vancouver, B.C. V6C 3B8

## Auditor

The Auditor for the Company is J.A. Minni & Associates Inc., 1104 - 750 West Pender Street, Vancouver, B.C. V6C 2T8

## Plan of Distribution

**The Agent for the Company will be Wolverton Securities Ltd., 17th Floor, 777 Dunsmuir Street, Vancouver, B.C. V7Y 1J5 - Dorothy Hoffert 604-662-5271, or 1-877-858-7881**

The offering will be through the facilities of the TSX Venture Exchange on a best efforts basis for a minimum of 2,500,000 Units and a maximum of 3,500,000 Units at a price of \$0.25 per Unit (each Unit to consist of 1 common share and 1 non-transferable share purchase warrant). Each warrant will be exercisable to purchase 1 common share at a price of \$.35 at any time up to 2 years from the date the Company's shares commence trading on the TSX Venture Exchange. A total of 800,000 common shares comprising part of the Offering will be "flow through common shares" ("FT shares") and will qualify for renunciation of Qualifying Expenditures as well as Federal and Provincial tax credits. The Agent has been granted an option to acquire units equal to 15% of the number of units sold pursuant to the Offering at a price of \$0.25 per unit at anytime up to 2 years from the closing date of the Offering.

## Share Capital

	# of shares <u>minimum offering</u>	# of shares <u>maximum offering</u>
Issued as of Dec. 5, 2002	4,268,486	4,268,486
Offering under this prospectus	2,500,000	3,500,000
Issuance under Property Agreements	340,000	340,000
Total issued after prospectus offering	7,108,486	8,108,486

## Risk Factors

An investment in the shares of Tuxedo Resources Ltd. is highly speculative due to the nature of its business and present stage of development. Please refer to the Prospectus of Tuxedo Resources Ltd.