

SCHEDULE C

Management Discussion to April 30, 1996:

During the first quarter of fiscal 1996, Booker Gold Explorations continued its policy of developing the Hearne Hill property, and all exploration funds were spent on this project. The exploration program consisted mainly of diamond drilling to test several IP-geochem anomalies, and extension of IP and geochemical surveys.

There are no material differences in the actual use of proceeds from previous disclosures regarding intended use of proceeds.

On February 1st, 1996, the company signed an agreement with Gundy and Associates, Limited who are acting as the company's fiscal agents in seeking equity financing for further exploration. Gundy and Associates, Limited is also providing market consultation and business plan consultation. All other investor relations activities are being handled internally.

SCHEDULE C

Management Discussion to July 31, 1996:

During the first half of fiscal 1997, Booker Gold Explorations continued its policy of developing the Hearne Hill property, and all exploration funds were spent on this project. The exploration program consisted mainly of diamond drilling to test IP and geochemical anomalies.

There are no material differences in the actual use of proceeds from previous disclosures regarding intended use of proceeds.

Gundy and Associates, Limited continues to act as fiscal agents in seeking equity financing for further exploration. Investor relations activities are being handled internally.

SCHEDULE C

Booker Gold
10/31/96

During the last quarter the company has had encouraging results on the Hearne Hill Project. Drilling has extended the Peter Bland Zone and produced some of the highest grades encountered on the property. Subsequent to the quarter the company signed an agency agreement with Eagle & Partners and on December 19, 1996 closed a private placement with gross proceeds of \$2,362,500.00. These funds will be used to further explore the Hearne Hill property. The company has a fiscal agents agreement with Gundy and Associates, Limited of Toronto. Part of their duties entails some introductions to various analysts. The company handles all public and investor relations internally.

MANAGEMENT DISCUSSION

Booker Gold Explorations Limited is a natural resource exploration company actively exploring copper and gold properties in British Columbia. The Hearne Hill Property sits on the Babine Lake Porphyry Copper Belt north-east of Smithers, B.C. This porphyry belt has produced two major open pit copper mines since the 1960's -- the Granisle Copper Mine (30km south) and the Bell Copper Mine (15km south). Ongoing exploration of the Hearne Hill property has indicated that the property sits in a similar geological setting.

During the quarter under discussion the company conducted; 28 km of Very Low Frequency (VLF) and Electromagnetic (EM) geophysical surveys, extensive trenching along new roads near geochemical anomalies, and 21 holes of diamond drilling totaling 6340 m.

The VLF survey was successful in delineating the predominant structure in the area. A strong northeasterly trend is observed in plan VLF maps which coincides with the known orientation of faults on the property. As enriched copper and gold grades are often associated with faults, the VLF survey may help determine future drill targets.

A plan map of the EM survey delineated areas of strong and weak magnetism. The zones of high grade mineralization on the property coincide with an intermediate to low magnetic signature. As large areas of the survey have an intermediate to low magnetic response, the EM results are used in conjunction with other geophysical and geochemical surveys to locate potential areas of mineralization.

Approximately 500 m of trenching was performed using a large backhoe. Trenches are excavated in conjunction with construction of new drill roads on the property. Geological examination of rock exposed along the trenches is recorded and samples are obtained for assaying. Trench results help determine drill targets and will be used to compile a detailed surface geological map of the property.

Diamond drilling included drill holes 97-89 to 97-110. Drill holes 97-89 to 97-97 were drilled near the head of a large copper-gold geochemical anomaly. The drilling although successful in expanding the porphyry system, failed to locate the high grade source responsible for the anomaly. Larger step-outs from the anomaly are recommended. Mineralization encountered in drill hole 97-98 confirmed the south-western extension of the Bland zone. Drill holes 97-99 to 97-102 were located to determine the north-eastern extent of the Bland zone. Results suggest that the zone may be off-set further to the east. Drill hole 97-103 and 97-104 tested I.P. targets adjacent to the Bland zone and 250m northeast of the Bland zone respectively. Drill holes 97-105 to 97-106 were located to determine grades over a 150m distance between the Bland and Chapman high-grade zones. Drill holes 97-108 to 97-110 were drilled to test a predicted enriched copper-gold zone parallel to the Bland zone. Encouraging results, from holes 97-108 to 97-110, warrant further drilling along strike of this parallel zone.

The principle intersections located by the drilling program are summarized as follows:

Drill Hole	Coordinates		Azimuth (degrees)	Dip Angle (degrees)	Total Length (m)	Notable Intercepts				CU (%)	AU (g/t)		
	West (m)	South (m)				Length (m)	Length (ft)						
97-89	10248	9950	150	-70	236.0	157.6	166.7	9.1	30	0.45	0.58		
						160.6	163.7	3.1	10				
						157.6	175.9	18.3	60			0.35	
						157.6	118.1	30.5	100				0.21
						87.5	175.9	88.4	290				

Drill Hole	Coordinates		Azimuth (degrees)	Dip Angle (degrees)	Total Length (m)	Notable Intercepts		Length (m)	Length (ft)	CU (%)	AU (g/t)
	West (m)	South (m)				(m)	(m)				
97-90	10248	9950		-90	242.3	32.6	35.7	3.1	10	0.73	0.26
						32.6	38.7	6.1	20	0.55	
						215.4	242.3	26.9	88	0.31	0.27
						181.9	242.3	60.4	198	0.25	0.22
						3.0	242.3	239.3	785	0.20	0.15
97-91	10248	9950	314	-60	235.9						
97-92	10255	9849		-90	304.8	294.7	304.8	10.1	33	0.24	
						5.2	304.8	299.6	982		0.15
97-93	10255	9849	345	-75	297.8						
97-94	10255	9849	345	-50	293.5						
97-95	10255	9849	45	-60	266.1						
97-96	10255	9849	300	-75	297.8						
97-97	10255	9849	60	-60	240.5	87.5	90.5	3.3	11	0.37	0.35
97-98	10125	10015	90	-75	335.3	138.4	141.4	3.0	10	0.74	0.45
						127.1	144.4	17.3	57	0.55	0.19
						182.0	188.1	6.1	20	0.41	0.17
						96.6	144.4	47.8	157	0.38	0.12
						1.2	329.2	328.0	1076	0.23	
97-99	10062	9871	104	-75	317.6	285.5	288.6	3.1	10	0.55	0.50
97-100	10035	9845	112	-60	291.7						
97-101	9845	10035	112	-75	302.7	139.3	148.4	9.1	30	0.53	0.18
97-102	9845	19035	180	-65	358.7	256.9	259.9	3.0	10	4.60	1.40
						249.0	261.2	12.2	40	2.90	0.63
						209.4	212.4	3.0	10	1.40	0.30
						181.9	185.0	3.1	10	1.00	0.36
						157.5	163.6	6.1	20	0.96	0.25
						145.3	148.4	3.1	10	0.92	0.70
						200.3	212.4	12.1	40	0.85	0.24
						145.3	270.4	125.1	410	0.83	0.23
124.0	352.7	228.7	750	0.57	0.17						
97-103	9997	9955	110	-60	235.2						
97-104	9576	9660	155	-60	200.6						

Drill Hole	Coordinates		Azimuth (degrees)	Dip Angle (degrees)	Total Length (m)	Notable Intercepts		Length (m)	Length (ft)	CU (%)	AU (g/t)
	West (m)	South (m)				(m)	(m)				
97-105	10105	10085	292	-70	384.7	41.7	75.2	33.5	110	0.33	0.15
						47.8	51.0	3.2	10	0.40	0.21
						54.0	57.0	3.0	10	0.42	0.14
						69.2	72.2	3.0	10	0.50	0.26
						84.0	86.6	2.6	8	0.55	0.15
						252.0	289.0	37.0	120	0.26	0.21
						264.3	270.3	6.0	20	0.32	0.35
						313.0	355.7	42.7	140	0.36	0.27
						322.2	355.7	33.5	110	0.44	0.35
						340.5	343.5	3.0	10	0.62	0.44
97-106	10035	10072	300	-75	369.1	63.1	66.1	3.0	10	0.31	
						72.2	75.3	3.1	10	0.60	0.36
						231.9	264.2	32.3	105	0.42	0.19
						236.8	239.8	3.0	10	0.53	0.24
						239.8	242.9	3.1	10	0.92	0.37
						242.9	245.9	3.0	10	0.43	0.32
						252.0	255.1	3.1	10	0.60	0.25
						276.4	282.5	6.1	20	0.45	0.29
						294.7	352.7	55.0	180	0.36	0.15
						303.2	306.5	3.3	10	0.53	0.26
97-107	10139	10124	300	-75	319.1	105.7	124.0	18.3	60	0.30	0.17
						130.1	142.3	12.1	40	0.25	0.13
						226.8	236.2	9.4	30	0.38	0.25
97-108	10120	9930		-90	319.1	72.0	294.1	222.1	730	0.24	0.13
						102.7	105.8	3.1	10	0.53	1.40
97-109	10120	9930	100	-75	227.6	108.8	118.8	10.0	33	0.53	0.37
						108.8	124.0	15.2	50	0.41	0.25
						157.5	209.3	51.8	170	0.37	0.19
						157.5	209.3	51.8	170	(.031% Mo)	
						160.6	163.3	2.7	10	0.77	0.30
97-110	10120	9930	236	-75	264.2	3.5	29.5	26.2	86	0.27	
						3.5	29.5	26.2	86	(.010 % Mo)	
						44.8	72.2	27.4	90	0.30	0.10
						191.1	194.1	3.0	10	0.59	0.40
						191.1	203.3	12.2	40	0.28	0.15

During the quarter under discussion, Booker Gold Explorations Limited spent approx. \$441,700 for drilling; \$101,800 for labour and consultants; \$29,600 for analysis of core and other samples collected; \$37,600 for geological, geophysical and map reproduction; \$67,400 for excavator work and \$105,000 for general camp supplies, fuel, room & board, communications and travel costs on the Hearne Hill Property.

Regarding expenditures not at arm's length: Payments were made to 2 company directors for labour provided in the course of normal business operations. Specifically, to C. Sampson, President, for consulting engineer's services and to S. Hallock for office management services.

The company has a fiscal agents agreement with Groome Capital Advisory Inc. of Vancouver. Their duties entail providing ongoing financial advisory services, assistance in the listing of shares, to assist in the sourcing, structuring and closing of equity financings. The company has hired Jim King of TDB and Associates to manage investor relations. Mr. King is paid a monthly fee of \$5,500.

During the quarter under discussion, Booker Gold Explorations Limited spent approx. \$2,000 to update our printers for in-house computer network. Subsequent to the quarter end, the company has committed funds to replace our aging telephone system.

There are no material differences in the actual use of proceeds from the previous disclosure by the issuer regarding the intended use of proceeds.

MANAGEMENT DISCUSSION

Booker Gold Explorations Limited is a natural resource exploration company actively exploring copper and gold properties in British Columbia. The Hearne Hill Property is situated in on the Babine Lake Porphyry Copper Belt north-east of Smithers, B.C. This porphyry belt has produced two major open pit copper mines since the 1960's -- the Granisle Copper Mine (30km south) and the Bell Copper Mine (15km south). Ongoing exploration of the Hearne Hill property has indicated that the property occupies a similar geological setting.

During the quarter under discussion the company conducted a 10 km Induced Polarization (IP) geophysical survey, 22 km of till geochemical sampling and geological mapping, continued surface trenching and bedrock mapping along new roads and near geochemical anomalies, and 15 diamond drill holes totaling 3828 m.

The IP survey extended the geophysical coverage to the western extent of the Hearne Hill claims. In addition to covering the same area as the geophysical survey, the till geochemical survey was extended with detailed coverage to the east of the 1996 survey. Geological interpretation of geochemical anomalies and geophysical pseudo-sections will determine areas for further exploration and possible drilling.

Approximately 2500 m of trenching was performed using a Kobelco SK200 Excavator. Trenches were excavated over old roads and in conjunction with construction of new drill roads on the property. Geological examination of rock exposed along the trenches was recorded and samples were obtained for assay. Trench results to date have been used to determine drill targets and construct a detailed surface geological map of the property. Trenching will continue into the fall of 1997.

Diamond drilling included drill holes 97-111 to 97-125. Drill holes 97-111 to 97-117 were drilled over geophysical targets that were within a large geochemical anomaly. This drilling continued to expand the porphyry system, but did not intersect the high grade source responsible for the anomaly. Trenching followed by drilling further up-ice and up-slope of the anomaly are recommended. Holes 97-118 to 97-124 were drilled as step-out holes from the Chapman zone to determine if high-grade mineralization existed outside of the known zone. Encouraging results from DDH 97-123 and 97-124 warrants continued drilling and exploration in the vicinity of the Chapman zone.

The principle intersections located by the drilling program are summarized as follows:

Drill Hole	Coordinates		Azimuth (degrees)	Dip Angle	Total Length (m)	Notable Intercepts		Length (m)	Length (ft)	Cu (%)	Au (g/t)
	West (m)	South (m)				(m)	(m)				
97-111	10220	10000	225	-75	263.6	117.9	124.0	6.1	20	0.38	0.50
						221.5	266.7	45.2	148	0.23	0.36
						242.9	245.9	3.0	10	0.50	1.91
97-112	10220	10000	128	-75	255.1	127.1	244.1	117.0	384	0.40	0.32
						139.2	175.8	36.6	120	0.66	0.51
						145.3	157.5	12.2	41	0.88	0.79
						151.4	157.5	6.1	20	1.01	0.91
97-113	10275	10026	220	-70	285.5						
97-114	10350	10020	135	-70	275.0						
97-115	10410	10140	135	-70	249.0	114.8	127.1	12.3	40	0.33	0.11

Booker Gold Explorations Limited

Drill Hole	Coordinates		Azimuth (degrees)	Dip Angle	Total Length (m)	Notable Intercepts		Length (m)	Length (ft)	Cu (%)	Au (g/t)
	West (m)	South (m)				(m)	(m)				
97-116	10194	10036		-90	288.6	5.7	200.2	194.5	640	0.22	0.12
						142.3	172.8	30.5	100	0.37	0.15
97-117	10194	10036	35	-60	273.4	145.3	273.4	128.1	420	0.20	0.11
97-118	10098	10210	290	-65	246.2	121.3	145.6	24.3	80	0.32	0.23
						127.4	130.4	3.0	10	0.79	1.38
97-119	10098	10210	105	-50	282.2						
97-120	10088	10232	292	-65	249.3	96.9	185.3	88.4	290	0.22	
97-121	10340	10180	110	-50	310.2	90.8	310.2	219.4	720	0.19	
97-122	10250	10300	110	-50	240.1						
97-123	10175	10195		-90	228.2	5.8	72.8	67.0	220	1.11	0.26
						54.6	57.6	3.0	10	4.94	1.15
						54.6	57.6	3.0	10	(.117%Mo)	
97-124	10175	10195	200	-65	288.3	1.8	44.5	42.7	140	1.07	0.24
						29.2	32.3	3.1	10	1.14	1.48
						35.3	38.4	3.1	10	2.48	0.88
97-125	10168	10213	290	-65	93.2	14.0	50.5	36.4	120	2.50	0.41
						17.0	20.1	3.0	10	2.78	1.20
						26.2	29.2	3.0	10	3.51	0.38

During the quarter under discussion, Booker Gold Explorations Limited spent approx. \$ 362,201 for drilling; \$193,500 for labour and consultants; \$49,113 for analysis of core and other samples collected; \$54,411 for geological, geophysical and map reproduction; \$80,010 for excavator work and \$115,119 for general camp supplies, fuel, room & board, communications and travel costs on the Hearne Hill Property.

Regarding expenditures not at arm's length: Payments were made to 2 company directors for labour provided in the course of normal business operations. Specifically, to C. Sampson, President, for consulting engineer's services and to S. Hallock for office management services.

The company has a fiscal agents agreement with Groome Capital Advisory Inc. Their duties entail providing ongoing financial advisory services, assistance in the listing of shares, to assist in the sourcing, structuring and closing of equity financings. The company has hired Jim King to manage investor relations. Mr. King is paid a monthly fee of \$5,500.

During the quarter under discussion, Booker Gold Explorations Limited spent approx. \$6,400 to replace our telephone system, and approx. \$6,500 in upgrades to our computer equipment.

There are no material differences in the actual use of proceeds from the previous disclosure by the issuer regarding the intended use of proceeds.

MANAGEMENT DISCUSSION

Booker Gold Explorations Limited is a natural resource exploration company actively exploring copper and gold properties in British Columbia. The Hearne Hill Property is situated in on the Babine Lake Porphyry Copper Belt north-east of Smithers, B.C. This porphyry belt has produced two major open pit copper mines since the 1960's -- the Granisle Copper Mine (30km south) and the Bell Copper Mine (15km south). Ongoing exploration of the Hearne Hill property has indicated that the property occupies a similar geological setting.

During the quarter under discussion, the company conducted; till geochemical sampling and geological mapping, surface trenching, bedrock mapping and sampling and 16 diamond drill holes totaling 2096 m.

A till geochemical survey was initiated over the newly acquired Morrison property, where 300 geochemical samples were obtained at 100 m spacing. Interpretation of the geochemical anomalies will help define further exploration and drilling on the property.

Trenching continued on the Hearne Hill property where over 1200 m of bedrock was exposed. Geological examination of rock exposed along the trenches was recorded and samples were obtained for assay. Encouraging results from trenches located 250 m southwest of the Chapman and Bland zones has provided new exploration targets for future drilling.

All holes were drilled in the vicinity of the Chapman zone in order to delineate its shape, size and grade. Drilling in this area encountered the highest copper and gold grades to date on the property. Drill hole information from the Chapman zone will be included in block models currently being developed for the Hearne Hill property.

The principle intersections located by the drilling program are summarized as follows.

Drill Hole	Coordinates		Azimuth (degrees)	Dip Angle	Total Length (m)	Notable Intercepts		Length (m)	Length (ft)	Cu (%)	Au (g/t)
	West (m)	South (m)				from (m)	to (m)				
97-126	10168	10213	25	-45	120.3	13.7	53.3	39.6	129.8	0.46	0.10
97-127	10191	10186	110	-75	87.4	2.1	20.4	18.3	60.0	1.00	0.10
97-128	10253	10244	290	-60	220.9	193.5	220.9	27.4	89.8	0.21	0.07
97-129	10179	10206	110	-70	282.5	5.2	78.3	73.1	239.7	1.65	0.43
						11.2	60.0	48.8	160.1	2.10	0.59
						41.7	50.9	9.2	30.2	3.73	2.23
						44.8	47.8	3.0	9.8	4.26	2.71
97-130	10169	10212	110	-75	142.3	8.3	17.3	9.0	29.5	3.23	1.31
						8.3	11.2	2.9	9.5	6.88	1.49
						8.3	9.3	1.0	3.3	17.75	4.11
						8.3	72.2	63.9	209.6	1.70	0.80
						8.3	38.7	30.4	99.7	2.70	1.28
						23.4	38.7	15.3	50.2	3.39	1.82
					23.4	26.5	3.1	10.2	7.29	3.36	

Booker Gold Explorations Limited

SCHEDULE C (cont'd)

Drill Hole	Coordinates		Azimuth (degrees)	Dip Angle	Total Length (m)	Notable Intercepts		Length (m)	Length (ft)	Cu (%)	Au (g/t)
	West (m)	South (m)				from (m)	to (m)				
97-131	10164	10226	110	-75	132.5	111.8	133.1	21.3	69.9	0.22	0.04
97-132	10187	10184	110	-70	175.8	44.8	72.2	27.4	89.9	3.29	0.38
						53.9	72.2	18.3	60.0	4.08	0.56
						57.0	72.2	15.2	49.9	4.23	0.65
						44.8	105.8	61.0	200.1	1.70	0.22
						72.2	105.7	33.5	109.9	0.40	0.08
97-133	10190	10158	110	-65	142.3	63.0	81.3	18.3	60.0	0.51	0.15
97-134	10196	10146	110	-50	132.6	1.5	74.6	73.1	239.8	0.24	0.07
97-135	10177	10198	290	-70	75.5	2.4	17.6	15.2	49.9	1.10	0.20
						2.4	54.2	51.8	169.9	0.68	0.08
97-136	10137	10300	290	-63	93.8	57.3	93.8	36.5	119.7	0.21	0.06
97-137	10173	10201	110	-50	86.2	35.0	74.7	39.7	130.2	0.29	0.05
97-138	10191	10158	55	-75	52.9	8.5	52.9	44.4	145.6	2.15	0.32
						8.5	10.5	2.0	6.6	9.49	1.47
						51.2	52.9	1.7	5.6	1.16	0.24
97-139	10169	10212	20	-70	103.0	11.5	75.6	64.1	210.2	2.74	0.95
97-140	10169	10212	155	-75	133.1	8.2	56.9	48.7	159.7	1.79	1.20
						26.5	41.7	15.2	49.9	3.00	3.14
						38.7	41.7	3.0	9.8	2.58	11.14
97-141	10082	10112	142	-60	115.0						

During the quarter under discussion, Booker Gold Explorations Limited spent approx. \$ 143,520 for drilling; \$129,911 for labour and consultants; \$50,356 for analysis of core and other samples collected; \$35,003 for geological, geophysical and map reproduction; \$78,400 for excavator work; \$7,740 for recording exploration work and \$84,608 for general camp supplies, fuel, room & board, communications and travel costs on the Heame Hill Property.

Booker Gold Explorations Limited has signed a letter of agreement with Noranda Mining and Exploration Inc., which allows Booker Gold to conduct additional exploration on the Morrison property. The exploration work is the method by which Booker Gold will acquire a 50% interest in the Morrison property. The minimum required amount to be spent by October 31, 1998 is \$250,000. The total amount to be spent in exploration on the Morrison property is \$2,600,000 by October 31, 2002. Expenditures on the Morrison property started late in October, with \$814 spent for labour and general camp supplies.

Booker Gold Explorations Limited

SCHEDULE C (cont'd)

Regarding expenditures not at arm's length: Payments were made to 2 company directors for labour provided in the course of normal business operations. Specifically, to C. Sampson, President, for consulting engineer's services and to S. Hallock for office management services.

The company has cancelled the fiscal agents agreement with Groome Capital Advisory Inc. The company has also cancelled the contract with Jim King regarding management of Investor relations.

There are no material differences in the actual use of proceeds from the previous disclosure by the issuer regarding the intended use of proceeds.

Subsequent to the end of the quarter, the company has completed a private placement with Caratax Limited Partnership 1997 for 380,000 units, consisting of one share at \$.85 and one warrant exercisable at \$1.05 per share until February 28, 2000. A finder's fee of \$24,225 will be payable to Gundy & Associates, Limited.