

Gold Bridge Property (0925) → Joanne (Hsu)

THIS PROSPECTUS CONSTITUTES A PUBLIC OFFERING OF THESE SECURITIES ONLY IN THOSE JURISDICTIONS WHERE THEY MAY BE LAWFULLY OFFERED FOR SALE AND THEREIN ONLY BY PERSONS PERMITTED TO SELL SUCH SECURITIES.

NO SECURITIES COMMISSION OR SIMILAR AUTHORITY IN CANADA HAS IN ANY WAY PASSED UPON THE MERITS OF THE SECURITIES OFFERED HEREUNDER AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE.

PROSPECTUS

DATED: OCTOBER 31, 1984

ALOTTA RESOURCES LTD.
(hereinafter called the "Issuer")
211-543 Granville Street
Vancouver, British Columbia

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PUBLIC OFFERING

300,000 COMMON SHARES

Shares	Price to Public	Underwriting Fee	Net Proceeds to be Received by the Issuer*
Per Share	\$.30	\$.05	\$.25
Total	\$90,000.00	\$15,000.00	\$75,000.00

*Before deduction of the costs of the issue estimated to be \$10,000.00

THERE IS NO MARKET FOR THE SECURITIES OF THE ISSUER.

A PURCHASE OF THE SECURITIES OFFERED BY THIS PROSPECTUS MUST BE CONSIDERED AS SPECULATION. ALL OF 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 ANY PROPERTY 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. SEE ALSO PARAGRAPH "RISK FACTORS" ON PAGES 8 AND 9.

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.

UPON COMPLETION OF THIS OFFERING THIS ISSUE WILL REPRESENT 21.61% OF THE SHARES THEN OUTSTANDING AS COMPARED TO 64.48% THAT WILL THEN BE OWNED BY THE PROMOTERS, CONTROLLING PERSONS, DIRECTORS AND SENIOR OFFICERS OF THE ISSUER AND ASSOCIATES OF THE UNDERWRITERS. REFER TO THE HEADING "PRINCIPAL HOLDERS OF SECURITIES" ON PAGES 10 AND 11 HEREIN FOR DETAILS OF SHARES HELD BY DIRECTORS, PROMOTERS AND CONTROLLING PERSONS AND ASSOCIATES OF THE UNDERWRITER.

THIS PROSPECTUS ALSO QUALIFIES FOR SALE TO THE PUBLIC AT THE MARKET PRICE FOR THE SHARES AT THE TIME OF THE SALE OF ANY SHARES OF THE ISSUER WHICH THE UNDERWRITER MAY ACQUIRE PURSUANT TO UNDERWRITER'S OPTIONS. REFER TO THE HEADING "PLAN OF DISTRIBUTION" ON PAGES 1 AND 2.

ONE OR MORE OF THE DIRECTORS OF THE ISSUER HAS AN INTEREST, DIRECT OR INDIRECT, IN OTHER NATURAL RESOURCE COMPANIES. REFERENCE SHOULD BE MADE TO THE ITEM "CONFLICT OF INTEREST" ON PAGE 5 HEREIN FOR A COMMENT AS TO THE RESOLUTION OF POSSIBLE CONFLICTS OF INTEREST.

WE, AS PRINCIPAL, CONDITIONALLY OFFER THESE SECURITIES SUBJECT TO PRIOR SALE, IF, AS AND WHEN ISSUED BY THE ISSUER AND ACCEPTED BY US IN ACCORDANCE WITH THE CONDITIONS CONTAINED IN THE UNDERWRITING AGREEMENT REFERRED TO UNDER "PLAN OF DISTRIBUTION" ON PAGES 1 AND 2 OF THIS PROSPECTUS.

WEST COAST SECURITIES LTD.
837 West Hastings Street
Vancouver, British Columbia

EFFECTIVE DATE: DECEMBER 21, 1984

ALOTTA RESOURCES LTD.

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NAME AND INCORPORATION OF ISSUER

ALOTTA RESOURCES LTD. (the "Issuer") was incorporated on April 18, 1983, under the Company Act of the Province of British Columbia by registration of its Memorandum and Articles.

The address of the head office of the Issuer is #211-543 Granville Street, Vancouver, British Columbia.

The address of the registered and records office of the Issuer is 1520-625 Howe Street, Vancouver, British Columbia.

PLAN OF DISTRIBUTION

Offering and Appointment of Underwriter

By an Agreement dated October 31, 1984, ("Underwriting Agreement"), West Coast Securities Ltd., 837 West Hastings Street, Vancouver, British Columbia ("Underwriter") has agreed to underwrite 300,000 shares ("Shares") of the Issuer.

The Underwriter has agreed to purchase the Shares at the purchase price of 25¢ per Share payable within five (5) business days of the issuance of a receipt for this Prospectus ("Effective Date") by the Superintendent of Brokers for British Columbia ("Superintendent"). The shares underwritten are for primary distribution to the public at a price of 30¢ per Share.

The Underwriter has been granted an option in the underwriting to purchase up to a further 150,000 common shares of the Issuer, at the purchase price of 40¢ per share, to be exercised within ninety (90) days from the date of listing of the Issuer's shares on the Exchange or two hundred and seventy (270) days after the Effective Date, whichever is earlier.

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

The obligation of the Underwriter under the Underwriting Agreement may be terminated prior to the sale of any of the Shares at the Underwriter's discretion on the basis of its assessment of the state of the financial markets and may also be terminated at any time upon the occurrence of certain stated events, however, the Underwriter is obligated to take up and pay for all of its portion of shares underwritten if any shares are purchased pursuant to the Underwriting Agreement.

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

The greater than 5% Shareholders of the Underwriter are:

The persons holding an interest of not less than 5% in the issued capital of West Coast Securities Ltd. are J.D. Thomas, J.H. Thomas, Robert Devente, D.F. Corrigan, G.R. Henry, Sujiet Johal, Ruth R. Wade and E.W. Hope.

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

The Directors, Officers and other Insiders of the Issuer may purchase Shares from this Offering.

Additional Offering

This Prospectus also qualifies for sale to the public at the market price prevailing at the time of sale, those shares of the Issuer acquired by the Underwriter upon its exercise of such option, at any time up to ninety (90) days from the date of listing of the Issuer's shares on the Exchange but not more than two hundred and seventy (270) days after the Effective Date. The Issuer will not receive any proceeds from the sale of any such shares by the Underwriter, all of which proceeds will in such event accrue to the Underwriter.

DESCRIPTION OF SHARES

The authorized capital of the Issuer consists of 10,000,000 common shares without par value, of which 1,088,000 are issued as fully paid and non-assessable.

All shares of the Issuer, both issued and unissued, rank equally as to dividends, voting powers and participation in assets. No shares have been issued subject to call or assessment. There are no pre-emptive or conversion rights and no provision for redemption, purchase for cancellation, surrender or sinking or purchase funds. Provisions as to the modifications, amendments or variations of such rights or such provisions are contained in the Company Act of the Province of British Columbia.

SHARE CAPITAL STRUCTURE

Designation of Security	Amount Authorized	Amount Outstanding as of May 31, 1984 (date of balance sheet in Prospectus)	Amount Outstanding as of October 31, 1984	Amount Outstanding If All Shares are Sold
Common Shares	10,000,000	1,088,000	1,088,000	1,388,000

PRIOR SALES

During the period from the incorporation of the Issuer, April 18, 1983 to the date of this Prospectus, the Issuer sold the following shares for cash:

<u>Number of Shares</u>	<u>Price Per Share</u>	<u>Commissions Paid</u>	<u>Net Cash Received</u>
338,000	\$.15	nil	\$50,700.00

All of the above shares were sold for cash during the past twelve (12) months.

SALES OTHERWISE THAN FOR CASH

During the period from the incorporation of the Issuer, April 18, 1983, to the date of this Prospectus, the Issuer sold 750,000 common shares (subject to escrow restrictions) for the property described under the heading "The Property", on pages 6 and 7 herein.

DIRECTORS AND OFFICERS

The Officers and Directors of the Issuer are:

<u>Name and Address</u>	<u>Position</u>
Emil Roder 5070 Ann St. Vancouver, B.C.	President and Director
Wallace Angus McClelland Box 217 Merritt, B.C.	Secretary-Treasurer and Director
Paul Schiller #211-543 Granville St. Vancouver, B.C.	Director

Management Background

Emil Roder

Mr. Roder has been a free-lance prospector for the past five years.

Wallace Angus McClelland

Mr. McClelland has been a prospector and Field Manager for Warstar Resources Ltd. and Field Manager for Carpenter Lake Resources Ltd. and President of Hat Creek Resources Ltd. during the past five years.

Paul Schiller

Mr. Schiller has been President of Quinto Resources Ltd. and Pai Resources Ltd. for the past five years.

REMUNERATION OF DIRECTORS AND SENIOR OFFICERS

No remuneration has been paid to Directors or Senior Officers of the Issuer from the date of incorporation, namely April 18, 1983, to the date of this Prospectus save and except \$11,400 paid or payable to Emil Roder, President of the Issuer, pursuant to a Management Agreement dated April 18, 1983, whereby Mr. Roder receives \$600 per month for providing management services to the Issuer.

Furthermore, Wallace Angus McClelland was paid \$4,950 for line cutting and exploration work done on the Wayside Property.

INTEREST OF MANAGEMENT OR OTHERS IN MATERIAL TRANSACTIONS

The Directors and Senior Officers of the Issuer have no interest in any material transactions in which the Issuer has participated or intends to participate at this time, save and except as disclosed in this Prospectus, and, in particular, those matters disclosed under the heading "Description of Business and Property of Issuer".

CONFLICT OF INTEREST

The Directors and Officers of the Issuer are the Directors and Officers of other companies engaged in the resource field. In order to avoid the possible conflict of interest which may arise between the Directors' duties to the Issuer and their duties to the other companies on whose Boards they serve, the Directors and Officers have agreed to the following:

- (a) Participation in resource prospects offered to the Directors will be allocated between the various companies on the basis of prudent business judgment and the relative financial abilities and needs of the companies to participate and no commissions or other consideration will be paid to such Directors and Officers.
- (b) Prospects formulated by or through the other companies in which the Directors and Officers are involved will not be offered to the Issuer except on the same or better terms than the basis on which they are offered to third party participants.

DESCRIPTION OF BUSINESS AND PROPERTY OF ISSUER

Business

The Issuer is a natural resource company engaged in the acquisition, exploration and development of mineral properties. The Issuer owns or has interests in the properties described under the heading "The Property" and intends to seek and acquire additional properties worthy of exploration and development.

The Property

Wayside Extension #1

By an Agreement dated the 27th day of October, 1983, (the "Agreement") between the Issuer and Emil Roder (the "Seller"), President and a Director of the Issuer, the Issuer agreed to purchase the Wayside Extension #1 Claim, situated in Lillooet, British Columbia, under Record No. 2296, having an expiry date of February 4, 1986.

The Wayside Extension #1 Claim comprises 12 Units which were recorded on February 4, 1983, (Record Number; 2296-February) at the Lillooet Mining Division office (herein the "Claim"). The Claim measures 4 Units North and 3 Units West of the legal corner post bearing Tag Number 80727.

The total sale price the Issuer agreed to pay the Seller for the Claim outlined in the Agreement was \$9,300 Canadian plus 750,000 escrow shares distributed as follows:

Emil Roder	500,000
Wallace Angus McClelland	150,000
Paul Schiller	100,000

The Seller originally purchased the Claim from Paul Polischuk on January 25, 1980 in consideration of \$2,000, \$1.00 appearing on the recorded Bill of Sale of Mineral Claim. The Seller paid \$1,200 during 1981 and \$1,200 during 1982 in lieu of assessment work, but failed to pay the \$2,400 in lieu of assessment work required in 1983 and the Claim subsequently lapsed. The Seller commissioned Wallace Angus McClelland to restake the Claim and when Mr. McClelland investigated title he learned that Shaun Kennedy had restaked the Claim as at February 8, 1983. Mr. McClelland then bought the Claim for \$1,000 from Mr. Kennedy. The Seller then purchased the Claim from W. A. McClelland, prior to him becoming a Director of the Issuer, pursuant to an Agreement dated September 1, 1983 for total consideration of \$9,300.00

Subsequently, the transaction outlined in aforementioned Agreement was deemed to be non-arms length by regulatory authorities and cash consideration has been limited to \$1,000 representing costs incurred by W. A.

McClelland. The balance of funds originally paid as consideration being \$8,300 has been repaid to the Issuer by President, Emil Roder, on behalf of W.A. McClelland.

Location

The Claims are located 1 km northwest of Gold Bridge, British Columbia, on the northeast part of Mount Zola Ridge. Access is either via Lillooet along unpaved Highway 40 to Gold Bridge, or on the Hurley Pass logging road via Pemberton Meadows suitable for summer travel in four wheel drive vehicles. Gold Bridge is situated 180 air kilometers north of Vancouver, B.C.

Property History

The Wayside Extension #1 Claim includes an area previously held by Tuscarora Gold Mines Ltd., in 1934. Mineralization was reported to be in silicified zones in banded argillites and cherts associated with hornblende-diorite masses. In 1935 an adit was driven 500 feet below surface showings. By 1936 a camp comprising 5 frame buildings had been erected.

It was reported that opencuts had been excavated at 3,460' asl, and 3,400' asl on iron stained argillites and sheared quartzite with greenstone. An Upper Adit (el: 3,260' asl) was driven for 80 meters (260 feet) and a Lower Adit (el: 3,010') was driven for 100 meters (330'). Traces of gold and silver were reported and specks of galena, some disseminated pyrite and ferruginous quartz were found.

No further work has been recorded since then, although some recent bulldozer trenching has exposed serpentized rocks 950 meters east of the mapped adit.

Since the staking of the current claims an adit at 3,150' asl has been located and initial mapping and sampling have been undertaken by the author at a scale of 1:500.

Old workings indicate pursuant to I.C.P. Geochemical analysis performed on samples taken from the 3,150' adit that mineralization is present. The 3,150' elevation adit intersected two parallel N.W.-S.E. trending shear zones of 1.75 meters and 4 meters width which conform to the regional structural strike.

The Professional Engineering Report of N.R. Landsberg, B.Sc., F.G.A.C., together with Letter Report written by R. W. Phendler, P.Eng., contained in this Prospectus, recommends trenching at suitable locations indicated by the mapping and survey data, followed by appropriate exploratory drilling. A three phase program of work is recommended. The first phase (initial exploration) would consist mainly of geological mapping, surface geology and old adits, soil geochemical, VLF-EM and magnetometer survey at a cost to the Issuer of approximately \$44,400. The second phase (follow-up exploration) would consist mainly of trenching, 5 line Km detail-soil geochemical VLF-EM and magnetometer survey at a cost to the Issuer of approximately \$24,760. The third phase (exploratory drilling) would consist mainly of B.Q. diamond drilling 800 meters at \$190 per meter including mobilization, demobilization at a cost to the Issuer of approximately \$194,700. The total cost to the Issuer if all three phases were completed would be approximately \$263,860. Each of the latter two phases would depend on encouraging results of the previous phase.

The Issuer is aware of no work that has been done on the claims other than as described in the Reports of N.R. Landsberg and R. W. Phendler, contained in this Prospectus, save and except \$4,950 spent for line cutting and costs paid to Wallace Angus McClelland, Director and Secretary-Treasurer of the Issuer, plus \$3,311 spent on incidental exploration costs. The Issuer has performed no other exploration or development work on the property.

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

No insiders or companies with which they are associated own contiguous claims.

RISK FACTORS

Mineral exploration and development is inherently speculative and carries with it many risks that even the most careful evaluation and management cannot overcome. There is no assurance that any production will be obtained. If production is obtained prices received are subject to market fluctuations.

No survey has been made of the mineral claims in which the Issuer has an interest and in accordance with the mining laws of the jurisdiction in which the claims are situate, their precise location and area may be in doubt.

Mining operations generally involve a high degree of risk. Hazards such as unusual or unexpected formations and other conditions are involved. The Issuer may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. The payment of such liabilities may have a material adverse effect on the Issuer's financial position.

USE OF PROCEEDS

As at October 31, 1984, the Issuer has working capital of \$21,086. The Issuer intends to apply those funds, together with the net proceeds from this offering of \$75,000 as follows:

- | | | |
|----|---|--------------|
| 1. | To pay legal, audit, geological and engineering fees, and printing expenses of this Prospectus, estimated to be: | \$ 10,000.00 |
| 2. | To pay for Phase 1 of the exploration and development program on the Wayside Extension #1 Claim as recommended in the Engineering Report of N.R. Landsberg, B.Sc., F.G.A.C., dated July, 1983 minus \$8,261 spent to date for line cutting: | \$ 36,139.00 |
| 3. | To pay the Vancouver Stock Exchange listing fee as held in trust by Pacific Corporate Services Ltd. pending the listing: | \$ 2,200.00 |
| 4. | For general corporate purposes: | \$ 47,747.00 |
| | TOTAL | \$ 96,086.00 |

Any proceeds received from the exercise of the Underwriters' options will be added to working capital.

The Issuer will not commit itself to spend in excess of \$50,000 on the acquisition or exploration of any properties without obtaining the recommendation of a qualified engineer or geologist, independent of the vendor or operator.

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.

The Issuer may, pursuant to the written recommendations of a qualified engineer, abandon in whole or in part any of its properties or may alter as work progresses a work program recommended or may make such arrangements for the performance of all or any portion or such work by persons or companies and may use any monies so diverted for the purpose of conducting work or examining other properties acquired by the Issuer after the date of this Prospectus, although the Issuer has no present plans in this regard. If any such event occurs during the primary distribution of the shares referred to in this Prospectus, an amendment to this Prospectus will be filed. If any such event occurs after primary distribution of the shares, the stockholders will be notified.

In the event of any material change in the affairs of the Issuer during the primary distribution of the shares offered by this Prospectus, an amendment to this Prospectus will be filed. Following completion of the primary distribution of the shares offered by this Prospectus, shareholders will be notified of changes in the affairs of the Issuer in accordance with the requirements of the appropriate regulatory authorities.

OPTIONS TO PURCHASE SECURITIES

Other than as disclosed herein, there are no options to purchase securities under this Prospectus.

PRINCIPAL HOLDERS OF SECURITIES

As of the date of this Prospectus, the following table sets forth the number of shares owned of record or beneficially, directly or indirectly, by each person who owns more than 10% of the Issuer's shares:

<u>Name and Address</u>	<u>Type of Ownership</u>	<u>Designation of Class</u>	<u>Number of Shares</u>	<u>Percentage of Shares Outstanding</u>
Emil Roder 5070 Ann St. Vancouver, B.C.	Direct and Beneficial	Escrow Common	500,000 130,000	57.90%
Wallace Angus McClelland Box 217 Merritt, B.C.	Direct and Beneficial	Escrow Common	150,000 15,000	15.16%

The Directors and Senior Officers of the Issuer as a group, without naming them own beneficially, directly or indirectly the following percentage of shares of each class of equity shares of the Issuer:

<u>Description of Shares</u>	<u>Percentage of Class</u>
N.P.V. Common Shares	91.45%

ESCROWED SHARES

As of the date of this Prospectus, 750,000 shares are held in escrow by Pacific Corporate Services Limited subject to the direction or determination of the Superintendent of Brokers. The escrow restrictions provide that the shares may not be traded in, dealt with in any manner whatsoever, or released, nor may the Issuer, its transfer agent or escrow holder make any transfer or record any tradings of the shares without the prior consent of the Superintendent of Brokers.

If the Issuer loses or abandons or fails to obtain title to all or any part of the property or assets for which it allotted all or part of the escrow shares, the Issuer will declare any such event to the Superintendent of Brokers by way of Director's Resolution and the holders of such shares and the trustees thereof and the Issuer have agreed that such number of the said shares as the Superintendent of Brokers determines shall become subject to cancellation and shall be surrendered to the Issuer by way of gift for cancellation. The complete text of the Escrow Agreement is available for inspection at the Issuer's registered office, Suite 1520 - 625 Howe Street, Vancouver, British Columbia.

<u>Designation of Class</u>	<u>Number of Shares Held In Escrow</u>	<u>Percentage of Class</u>
Common	750,000	68.93%

POOLED SHARES

There are no shares of the Issuer held in pool.

DIVIDEND RECORD

The Issuer has not, since its incorporation on April 18, 1983, paid any dividends on any of its shares. The Issuer has no present intention to pay dividends, but the future dividend policy will be determined by the Board of Directors on the basis of earnings, financial requirements and other relevant factors.

PROMOTERS

By virtue of the definition as set out in Section 1(1) of the Securities Act (British Columbia), the Directors of the Issuer are the Promoters of the Company.

500,000 shares of the Issuer were issued to Emil Roder, President and Director of the Issuer at a deemed price of 01¢ per share in consideration of the Issuer's acquisition of the Wayside Extension #1, Lillooet Mining Division, British Columbia, which shares are held in escrow pursuant to an Escrow Agreement dated October 27, 1983.

130,000 shares of the Issuer were purchased by Emil Roder, President and Director of the Issuer at 15¢ per share.

150,000 shares of the Issuer were issued to Wallace A. McClelland, Secretary-Treasurer and Director of the Issuer at a deemed price of 01¢ per share in consideration of the Issuer's acquisition of the Wayside Extension #1, Lillooet Mining Division, British Columbia, which shares are held in escrow pursuant to an Escrow Agreement dated October 27, 1983.

15,000 shares of the Issuer were purchased by Wallace A. McClelland, Secretary-Treasurer and Director of the Issuer at 15¢ per share.

The Wayside Extension #1 Claims were purchased from W. A. McClelland by a Promoter of the Issuer, Emil Roder, in consideration of \$9,300. \$8,300 has subsequently been gifted back to the Issuer. Furthermore, \$4,950 was paid to Mr. McClelland in consideration of line cutting and ancillary costs.

100,000 shares of the Issuer were issued to Paul Schiller, Director of the Issuer at a deemed price of 01¢ per share in consideration of the Issuer's acquisition of the Wayside Extension #1, Lillooet Mining Division, British Columbia, which shares are held in escrow pursuant to an Escrow Agreement dated October 27, 1983.

PENDING LEGAL PROCEEDINGS

The Issuer is not a party to any legal proceedings, nor are any such proceedings contemplated.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditor for the Issuer is Bruce F. Jamieson, Certified General Accountant of #315-850 W. Hastings Street, Vancouver, British Columbia.

The Registrar and Transfer Agent for the Issuer is Pacific Corporate Services Limited, of #50-475 Howe Street, Vancouver, British Columbia.

MATERIAL CONTRACTS

There are no material contracts entered into by the Issuer other than as disclosed in this Prospectus.

Material contracts may be inspected at the offices of Rodgers & Company, Barristers and Solicitors, Suite 1520 -625 Howe Street, Vancouver, British Columbia, during normal business hours, during the period of primary distribution of the securities being offered under this Prospectus.

OTHER MATERIAL FACTS

There are no other material facts relating to the offering of securities under this Prospectus other than as disclosed herein.

PURCHASER'S STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION

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

- (a) A purchaser has a right to rescind a contract for the purchase of a security, while still the owner thereof, if a copy of the last Prospectus, together with financial statements and reports and summaries of reports relating to the securities as filed with the Superintendent of Brokers, was not delivered to him or his agent prior to delivery to either of them of the written confirmation of the sale of securities. Written notice of intention to commence an action for rescission must be served on the person who contracted to sell within 60 days of the date of delivery of the written confirmation, but no action shall be commenced after the expiration of three months from the date of service of such notice;
- (b) A purchaser has the right to rescind a contract for the purchase of such security, while still the owner thereof, if the Prospectus or any amended Prospectus offering such security contains an untrue statement of a material fact or omits to state a material fact necessary in order to make any statement therein not misleading in the light of the circumstances in which it was made, but no action to enforce this right can be commenced by a purchaser after the expiration of 90 days from the later of the date of such contract or the date on which such Prospectus or amended Prospectus is received or is deemed to be received by him or his agent.

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

BRUCE F. JAMIESON & CO.
CERTIFIED GENERAL ACCOUNTANT

#315 - 850 W. HASTINGS ST.
VANCOUVER, B.C. V6C 1E1
Telephone: (604) 684-3354

December 04, 1984

Office of Superintendent of Brokers
Real Estate and Insurance
#1100-865 Hornby Street
Vancouver, B.C.
V6Z 2H4

Dear Sir:

Re: Alotta Resources Ltd.

I refer to the prospectus of the above company dated October 31, 1984, relating to the issue of 300,000 common shares of the subject company at an issue price to the public of \$.30 per common share.

I consent to the use in the above mentioned prospectus of my Auditor's Report dated June 13, 1984 to the shareholders of Alotta Resources Ltd. on the following financial statements dated May 31, 1984:

Balance Sheet
Statement of Changes in Financial Position
Schedule of Deferred Costs
Notes to the Financial Statements.

Exhibit A
Exhibit B
Schedule I

I also consent to the use in the above mentioned prospectus of my Comments on the Unaudited Interim Financial Information issued to the shareholders of Alotta Resources Ltd. on November 29, 1984 on the unaudited interim financial statements dated October 31, 1984.

I report that I have reviewed the events between the dates of the draft prospectus and final prospectus and have reviewed the comments which were issued by the Superintendent of Brokers, Province of British Columbia.

I also report that I have read the final prospectus and nothing has come to my attention which causes me to believe that there are any misrepresentations in the information therein that is derived from the financial statements upon which I have reported and which are in the prospectus or that is within my knowledge as a result of my audit of such financial statements.

This letter is provided to the securities regulatory authorities to which it is addressed pursuant to the requirements of their securities legislation and not for any other purpose.

Yours truly,

BRUCE F. JAMIESON & CO.

Bruce F. Jamieson, B.A., C.G.A.

BFJ/k

ALOTTA RESOURCES LTD.

FINANCIAL STATEMENTS

MAY 31, 1984

ALOTTA RESOURCES LTD.
INDEX TO THE FINANCIAL STATEMENTS
MAY 31, 1984

AUDITOR'S REPORT

BALANCE SHEET

Exhibit A

STATEMENT OF CHANGES IN FINANCIAL POSITION

Exhibit B

SCHEDULE OF DEFERRED COSTS

Schedule I

NOTES TO THE FINANCIAL STATEMENTS

BRUCE F. JAMIESON & CO.
CERTIFIED GENERAL ACCOUNTANT

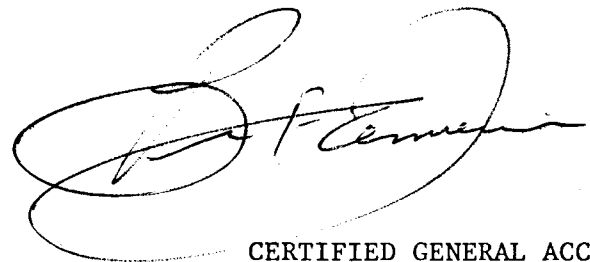
*315 - 850 W. HASTINGS ST.
VANCOUVER, B.C. V6C 1E1
Telephone: (604) 684-3354

AUDITOR'S REPORT

To the Shareholders of
Alotta Resources Ltd.

I have examined the balance sheet of Alotta Resources Ltd. as at May 31, 1984 and the statement of changes in financial position and schedule of deferred costs for the period. My examination was made in accordance with generally accepted auditing standards and accordingly included such tests and other procedures as I considered necessary in the circumstances.

In my opinion, these financial statements present fairly the financial position of the company as at May 31, 1984 and the results of its operations and changes in its financial position for the period then ended, in accordance with generally accepted accounting principles applied on a consistent basis.

A large, stylized handwritten signature in black ink, likely belonging to Bruce F. Jamieson, the Certified General Accountant.

CERTIFIED GENERAL ACCOUNTANT

June 13, 1984
Vancouver, B.C.

ALOTTA RESOURCES LTD.

BALANCE SHEET

MAY 31, 1984

ASSETS

Current Assets	
Bank	\$ 24,529
Shareholder's loan	266
In trust	<u>1,910</u>
	26,705
Mineral Property, including deferred costs (Notes 1 & 3)	34,395
Incorporation Costs (Note 2)	<u>687</u>
	<u>\$ 61,787</u>

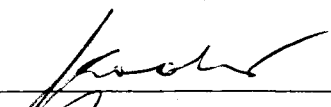
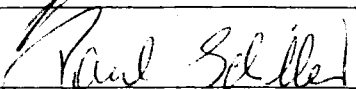
LIABILITIES

Current Liabilities	
Accounts payable	\$ 1,787
Management fees payable	<u>1,800</u>
	3,587

SHAREHOLDERS' EQUITY

Share Capital (Note 4)	<u>58,200</u>
	<u>\$ 61,787</u>

Approved on Behalf of the Board:

	Director
	Director

The accompanying notes are an integral part of the financial statements.

ALOTTA RESOURCES LTD.

STATEMENT OF CHANGES IN FINANCIAL POSITION

FOR THE PERIOD APRIL 18, 1983, DATE OF INCORPORATION, TO MAY 31, 1984

WORKING CAPITAL PROVIDED BY:

Issue of share capital for:

Cash	\$ 50,700
Mineral property	<u>7,500</u>
	<u>58,200</u>

WORKING CAPITAL APPLIED TO:

Acquisition of mineral property	16,800
Incorporation costs	687
Deferred exploration and development costs	8,261
Deferred administration costs	<u>9,334</u>
	<u>35,082</u>

INCREASE IN WORKING CAPITAL	23,118
-----------------------------	--------

WORKING CAPITAL AT BEGINNING OF PERIOD	<u>-</u>
--	----------

WORKING CAPITAL AT END OF PERIOD	<u><u>\$ 23,118</u></u>
----------------------------------	-------------------------

REPRESENTED BY:

Current assets	\$ 26,705
Current liabilities	<u>3,587</u>
	<u><u>\$ 23,118</u></u>

The accompanying notes are an integral part of the financial statements.

ALOTTA RESOURCES LTD.

SCHEDULE OF DEFERRED COSTS

FOR THE PERIOD APRIL 18, 1983, DATE OF INCORPORATION, TO MAY 31, 1984

EXPLORATION AND DEVELOPMENT COSTS

Accommodation and meals	\$ 1,121
Assays	103
Engineer	1,200
Licences and recording fees	680
Linecutting	4,370
Mapping	32
Travel	755

TOTAL DEFERRED EXPLORATION AND DEVELOPMENT COSTS \$ 8,261

ADMINISTRATION COSTS

Bank charges	\$ 18
Management fees	8,400
Professional fees	840
Travel	76

TOTAL DEFERRED ADMINISTRATION COSTS \$ 9,334

The accompanying notes are an integral part of the financial statements.

ALOTTA RESOURCES LTD.
NOTES TO THE FINANCIAL STATEMENTS
MAY 31, 1984

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Deferred Costs

The company is in the exploration stage with respect to its investment in natural resource properties and accordingly follows the practice of capitalizing all costs, including administrative costs, related to the exploration project, until such time as the project is put into commercial production, sold or abandoned.

The deferred exploration and development costs are allotted to the relevant mineral prospects with the deferred administration costs being allocated on a ratio using the amount of exploration and development expenditures per prospect as a basis.

b. Values

The amounts shown for the mineral property and deferred costs represent costs to date and are not intended to reflect present or future values.

2. INCORPORATION

The company was incorporated under the British Columbia Company Act on April 18, 1983.

3. MINERAL PROPERTY

By an agreement dated October 27, 1983, the company acquired the Wayside Extension #1 mineral claim, located in the Lillooet Mining Division of British Columbia, for consideration of:

-Cash	\$ 9,300
-750,000 escrow shares at a deemed value of \$.01 per share	<u>7,500</u>
	16,800
-Deferred exploration and development costs	8,261
-Deferred administration costs	<u>9,334</u>
	<u>\$ 34,395</u>

Subsequently, the transaction covered by this agreement was deemed to be of a non-arms length nature by regulatory authorities and cash consideration has been limited to \$1,000, representing costs incurred by the vendor. The balance of funds originally paid as consideration, \$8,300, has been repaid to the corporation by its President.

...2/

4. SHARE CAPITAL

The authorized share capital of the company is 10,000,000 shares of no par value.

The company has issued shares of its capital stock as follows:

	<u>Number of Shares</u>	<u>Amount \$</u>
For cash	338,000	\$ 50,700
For mineral property (deemed value of \$.01 per share)	<u>750,000</u>	<u>7,500</u>
	<u>1,088,000</u>	<u>\$ 58,200</u>

5. REMUNERATION OF DIRECTORS AND SENIOR OFFICERS

A management fee of \$8,400 was paid to the President of the company during the period.

No other remuneration was paid or is payable to the directors or senior officers of the company.

6. RELATED TRANSACTIONS

- a. The mineral property described in Note 3 above, was purchased by the company from its President and the consideration for the property was paid and issued to members of the company's Board of Directors.
- b. The company has paid the son of a Director \$4,950 during the period for exploration and development work on the mineral claim.

7. ADDITIONAL INFORMATION

- a. The company will offer to the public a financing comprised of 300,000 shares at a value of \$.30 per share to net the corporate treasury \$75,000.
- b. The subsequent transaction described in Note 3 above, has the effect of increasing the working capital of the subject company to \$31,418.

* * * * *

ALOTTA RESOURCES LTD.

FINANCIAL STATEMENTS

OCTOBER 31, 1984

(UNAUDITED)

ALOTTA RESOURCES LTD.

INDEX TO THE UNAUDITED FINANCIAL STATEMENTS

OCTOBER 31, 1984

COMMENTS ON THE UNAUDITED INTERIM FINANCIAL INFORMATION

BALANCE SHEET

Exhibit A

STATEMENT OF CHANGES IN FINANCIAL POSITION

Exhibit B

SCHEDULE OF DEFERRED COSTS

Schedule I

NOTES TO THE UNAUDITED FINANCIAL STATEMENTS

BRUCE F. JAMIESON & CO.
CERTIFIED GENERAL ACCOUNTANT

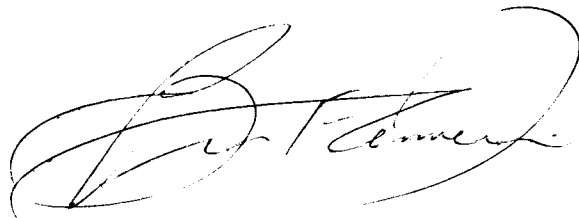
#315 - 850 W. HASTINGS ST.
VANCOUVER, B.C. V6C 1E1
Telephone: (604) 684-3354

COMMENTS ON THE UNAUDITED INTERIM FINANCIAL INFORMATION

To the Shareholders of
Alotta Resources Ltd.

I have prepared the accompanying unaudited interim financial information comprising of the balance sheet dated October 31, 1984, the statement of changes in financial position and the schedule of deferred costs for the period then ended from the records of Alotta Resources Ltd. and from other information supplied to me by the company and have reviewed such interim financial information. My review, which was made in accordance with standards established for such reviews, consisted primarily of enquiry, comparison and discussion.

I have not performed an audit and consequently do not express an opinion on this interim financial information. The most recent audited financial statement issued to shareholders on which I have expressed an opinion was dated to May 31, 1984.

A handwritten signature in dark ink, appearing to read 'B. F. Jamieson', with a large, sweeping flourish at the end.

CERTIFIED GENERAL ACCOUNTANT

Vancouver, B.C.
November 29, 1984

ALOTTA RESOURCES LTD.

BALANCE SHEET

OCTOBER 31, 1984

(With comparative audited figures for May 31, 1984)

(UNAUDITED)

<u>ASSETS</u>	<u>October 31, 1984</u>	<u>May 31, 1984</u>
Current Assets		
Bank	\$ 27,520	\$ 24,529
Shareholder's loan	266	266
In trust	-	1,910
	<u>27,786</u>	<u>26,705</u>
Mineral Property, including deferred costs (Notes 1 & 2)	36,427	34,395
Incorporation Costs	<u>687</u>	<u>687</u>
	<u>\$ 64,900</u>	<u>\$ 61,787</u>

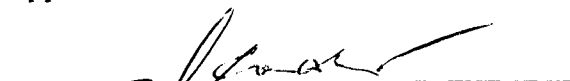
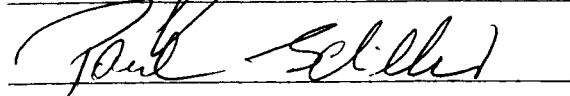
LIABILITIES

Current Liabilities		
Accounts payable	\$ 1,900	\$ 1,787
Management fees payable	<u>4,800</u>	<u>1,800</u>
	6,700	3,587

SHAREHOLDERS' EQUITY

Share Capital (Note 3)	<u>58,200</u>	<u>58,200</u>
	<u>\$ 64,900</u>	<u>\$ 61,787</u>

Approved on Behalf of the Board:

 Director
 Director

The accompanying notes are an integral part of the financial statements.

ALOTTA RESOURCES LTD.

STATEMENT OF CHANGES IN FINANCIAL POSITION

FOR THE FIVE MONTHS ENDED OCTOBER 31, 1984

(With comparative audited figures for the period April 18, 1983, date of incorporation, to May 31, 1984)

(UNAUDITED)

	October 31, 1984	May 31, 1984
WORKING CAPITAL PROVIDED BY:		
Issue of share capital for:		
Cash	\$ -	\$ 50,700
Mineral property	-	7,500
Reduction of mineral property acquisition cost	8,300	-
	<u>8,300</u>	<u>58,200</u>
WORKING CAPITAL APPLIED TO:		
Acquisition of mineral property	-	16,800
Deferred exploration and development costs	-	8,261
Deferred administration costs	10,332	9,334
Incorporation costs	-	687
	<u>10,332</u>	<u>35,082</u>
INCREASE (DECREASE) IN WORKING CAPITAL	(2,032)	23,118
WORKING CAPITAL AT BEGINNING OF PERIOD	<u>23,118</u>	<u>-</u>
WORKING CAPITAL AT END OF PERIOD	<u>\$ 21,086</u>	<u>\$ 23,118</u>
REPRESENTED BY:		
Current assets	\$ 27,786	\$ 26,705
Current liabilities	<u>6,700</u>	<u>3,587</u>
	<u>\$ 21,086</u>	<u>\$ 23,118</u>

The accompanying notes are an integral part of the financial statements.

ALOTTA RESOURCES LTD.

SCHEDULE OF DEFERRED COSTS

FOR THE FIVE MONTHS ENDED OCTOBER 31, 1984

(With comparative audited figures for the period April 18, 1983, date of incorporation, to May 31, 1984)

(UNAUDITED)

	October 31, 1984	May 31, 1984
<u>EXPLORATION AND DEVELOPMENT</u>		
Balance at Beginning of Period	\$ 8,261	\$ -
Accommodation and meals	-	1,121
Assays	-	103
Engineer	-	1,200
Licences and recording fees	-	680
Linecutting	-	4,370
Mapping	-	32
Travel	-	755
Costs Incurred During the Period	-	8,261
Balance at End of Period	<u>\$ 8,261</u>	<u>\$ 8,261</u>
<u>ADMINISTRATION</u>		
Balance at Beginning of Period	\$ 9,334	\$ -
Bank charges	8	18
Listing fees	300	-
Management fees	3,000	8,400
Professional fees	7,024	840
Travel	-	76
Costs Incurred During Period	<u>10,332</u>	<u>9,334</u>
Balance at End of Period	<u>\$ 19,666</u>	<u>\$ 9,334</u>

The accompanying notes are an integral part of the financial statements.

BRUCE F. JAMIESON & CO.
CERTIFIED GENERAL ACCOUNTANT

ALOTTA RESOURCES LTD.
NOTES TO THE UNAUDITED FINANCIAL STATEMENTS
OCTOBER 31, 1984

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Deferred Costs

The company is in the exploration stage with respect to its investment in natural resource properties and accordingly follows the practice of capitalizing all costs, including administrative costs, related to the exploration project, until such time as the project is put into commercial production, sold or abandoned.

The deferred exploration and development costs are allotted to the relevant mineral prospects with the deferred administration costs being allocated on a ratio using the amount of exploration and development expenditures per prospect as a basis.

b. Values

The amounts shown for the mineral property and deferred costs represent costs to date and are not intended to reflect present or future values.

2. MINERAL PROPERTY

<u>Claim</u>	<u>Location</u>	<u>Interest</u>	<u>Consideration</u>
Wayside Extension #1	Lillooet Mining Division, 100% British Columbia		
	-Cash		*\$ 1,000
	-750,000 escrow shares at a deemed value of \$.01 per share		<u>7,500</u>
			<u>8,500</u>
	-Deferred exploration and development costs		8,261
	-Deferred administration costs		<u>19,666</u>
			<u>27,927</u>
			<u>\$ 36,427</u>

*The original amount paid as consideration was, subsequent to May 31, 1984, deemed by regulatory authorities to be excessive and reduced from \$9,300 to \$1,000.

3. SHARE CAPITAL

The authorized share capital of the company is 10,000,000 shares of no par value.

The company has issued shares of its capital stock as follows:

	Number of <u>Shares</u>	Amount <u>\$</u>
For cash	338,000	\$ 50,700
For mineral property (deemed value of \$.01 per share)	<u>750,000</u>	<u>7,500</u>
	<u>1,088,000</u>	<u>\$ 58,200</u>

4. REMUNERATION OF DIRECTORS AND SENIOR OFFICERS

A management fee of \$3,000 is payable to the President of the subject company for services rendered during the period.

No other remuneration was paid or is payable to the directors and senior officers of the company.

5. ADDITIONAL INFORMATION

The company will offer to the public, a financing comprised of 300,000 shares at a value of \$.30 per share to net the corporate treasury \$75,000.

6. COMPARATIVE FIGURES

The comparative financial statements presented are dated to May 31, 1984 since financial statements for the period ended October 31, 1983 were not prepared.

* * * * *

GEOLOGICAL REPORT ON THE
WAYSIDE EXTENSION No:1. CLAIMS
LILLOOET MINING DIVISION, B.C.

NTS 92J15W
LATITUDE $50^{\circ} 51'$
LONGITUDE $122^{\circ} 52'$

Report Prepared for:- ALOTTA RESOURCES LTD.,
1520 - 625 Howe Street,
Vancouver, B.C. V6C 2T6.

Author:- N.R. Landsberg. B.Sc. M.I.G. FGS.
Date of Report:- July 1983.

<u>TABLE OF CONTENTS</u>	PAGE
THE PROPERTY	1.
LOCATION AND ACCESS	1.
PROPERTY HISTORY	1.
REGIONAL GEOLOGY	2.
PROPERTY GEOLOGY AND OLD WORKINGS	3.
RECOMMENDATIONS	5.
STATEMENT OF COSTS	6.
STATEMENT OF QUALIFICATIONS	7.
CERTIFICATE	8.



Fig. 1

PROPERTY LOCATION MAP.

WAYSIDE EXTENSION N^o. 1.
CLAIMS

LILLOOET MINING DIVISION.

BRITISH COLUMBIA

Scale 1:7,500,000m.



THE PROPERTY

The Wayside Extension No.1. claim comprises 12 units which were recorded on February 4th, 1983, (Record No: 2296-February) at the Lillooet Mining Division office. The claim measures 4 units north and 3 units west of the legal corner post bearing tag No: 80727.

LOCATION AND ACCESS

The claims are located 1 km northwest of Gold Bridge, British Columbia, on the northeast part of Mount Zola ridge, (see fig: 1). Latitude $50^{\circ} 51'$ Longitude $122^{\circ} 52'$. Access is either via Lillooet along unpaved Highway 40 to Gold Bridge, or on the Hurley Pass logging road via Pemberton Meadows suitable for summer travel in four wheel drive vehicles. Gold Bridge is situated 180 air kilometers north of Vancouver, British Columbia.

An unpaved road, suitable for 2 wheel drive vehicles, runs from near Lajoie Dam northwards to Gun Lake through the eastern edge of the property.

PROPERTY HISTORY

The Wayside Extension No:1. claim includes an area previously held by Tuscarora Gold Mines Ltd., in 1934. Mineralization was reported to be in silicified zones in banded argillites and cherts associated with hornblende-diorite masses. In 1935 an adit was driven 500 feet below surface showings. By 1936 a camp comprising 5 frame buildings had been erected.

It was reported that opencuts had been excavated at 3,460' asl, and 3,400' asl on iron stained argillites and sheared quartzite with

greenstone. An Upper Adit (el: 3,260' asl) was driven for 80 metres (260 feet) and a Lower Adit (el: 3,020 feet) was driven for 100 metres (330 feet). Traces of gold and silver were reported and specks of galena, some disseminated pyrite and ferruginous quartz were found.

No further work has been recorded since then, although some recent bulldozer trenching has exposed serpentinitized rocks 950 metres east of the mapped adit.

Since the staking of the current claims an adit at 3,150' asl has been located and initial mapping and sampling have been undertaken by the author at a scale of 1 : 500.

A grid has also been established by the company and totals several kilometers of flagged line.

REGIONAL GEOLOGY

The region lays on the eastern flank of the coast mountains and is part of the Bridge River Gold Camp. The oldest rocks are the palaeozoic Fergusson series of meta-sediments. Igneous rocks range from acidic to basic and ultrabasic, and serpentinite belts are also present.

The area is underlain by the Fergusson group of sedimentary rocks, serpentinite and Bralorne Intrusions.

The Fergusson rocks comprise interbedded chert and argillite with andesitic to basaltic lavas and related pyroclastic rocks. These extrusives are typically intermediate in composition and have undergone sufficient metamorphism to be termed greenstones. Minor limestones also occur, and in places the rocks have been serpentinitized.

Deformation is particularly evident in the chert-argillite units which can have mylonitic and sheared textures over zones of 3 to 10 metres or more in width.

The Bralorne Intrusions include augite diorite, gabbro and soda-granite and are an important component of the mineralized systems encountered at the Bralorne-Pioneer mine situated 4 km. away from the Wayside Extension No.1. claims. The latter mines produced over 4 million ounces of gold and 951,000 ounces of silver.

PROPERTY GEOLOGY AND OLD WORKINGS

The property is underlain by Fergusson sediments, serpentinite and Bralorne Intrusions, and also shares the same general structural trend as the rocks found at the Bralorne-Pioneer mine.

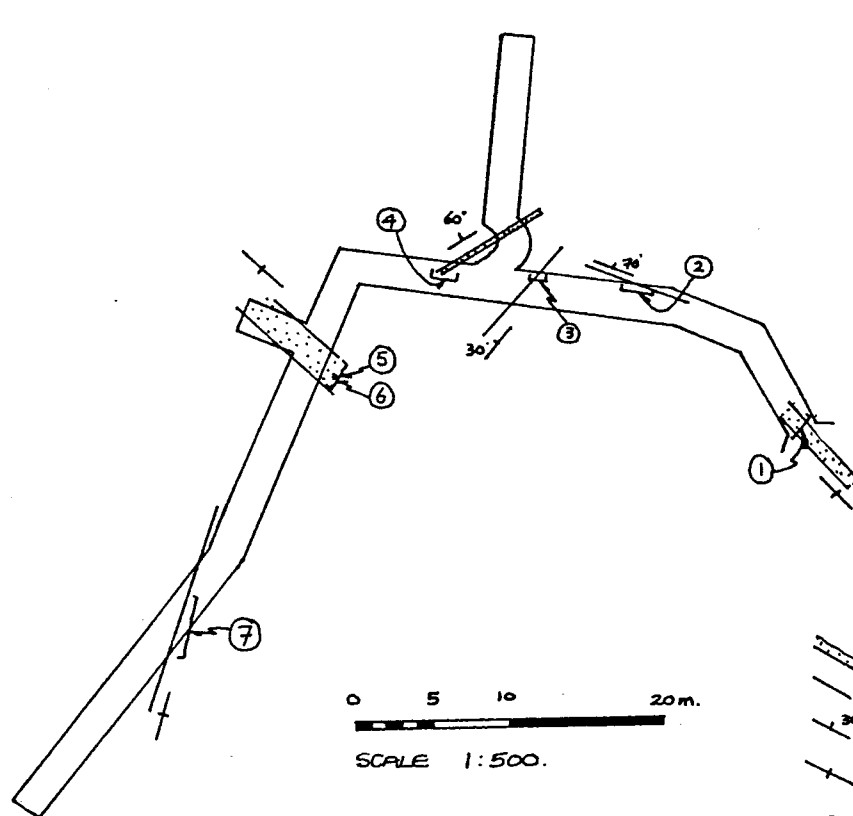
The 3,150' elevation adit intersected two parallel N.W.-S.E. trending shear zones (samples 1, 5 and 6) of 1.75 metres and 4 metres width which conform to the regional structural strike. They are developed in disturbed and silicified chert and argillite which exhibit textures ranging from brecciated to mylonitic. Other structures are thin veins striking approximately NE-SW filled with quartz, with or without carbonate and ferruginous staining possible derived from weathered pyrite.

This adit is located some 150 metres west of outcropping greenstone and approximately 950 metres west of serpentinite exposures in a trench. No sulphide mineralization was observed in this adit.

Results of the I.C.P. geochemical analyses performed on samples taken from the 3,150' adit are shown in figure 2. These results confirm the underground observations of mineralization. The geochemical data shows slightly anomalous results in samples 1, 5 and 6.

Sample 1 is from the 1.75 metre wide shear structure at the portal and contains 1.4 ppm. silver compared to the background levels of 0.1 to 0.3 ppm.

Samples 5 and 6 were taken from a 4.00 metre wide shear zone each representing 2.00 metres of the structure. Sample 5 contains 1.5 ppm. silver which



KEY.

SHEAR ZONE.

VEIN.

STRIKE WITH DIP TICK.
DIP IN DEGREES.
DIP VERTICAL.

SAMPLE N^o AND
LOCATION.

SAMPLE N^o

ORIENTATION

1. STRUCTURE AT PORTAL, 1.75m. WIDE. 317° VERTIC.
2. PERSISTENT 4mm. WIDE VEIN WITH FERRUGINOUS STAINING 290° 70°N
3. VUGGY QUARTZ VEINS 1-4mm. WIDE WITH FERRUGINOUS LAMINATION PARALLEL 045° 30°W TO VEIN WALL.
4. LIGHT GREY CLAY GOUGE-FILLED SHEAR. 80cm. WIDE 155° 60°W
5. SHEAR ZONE, TOTAL WIDTH 4.00m. 130° VERTIC. THIS SAMPLE OVER 2.00m. (SEE SAMPLE 6.)
6. SHEAR ZONE. SECOND 2.00m. INTERVAL.
7. ROOF SAMPLE FROM 4.00m STOEPE OF 020° VERTIC. 10 to 40 cm. WIDTH. PLASTIC CLAY GOUGE.
8. RANDOM CHIPS SELECTED THROUGHOUT ADIT.

FIG. 2.

MAP AND SAMPLE LOCATIONS
OF ADIT AT 3150' ELEVATION.
WAYSIDE EXTENSION N^o 1.

is anomalous in the same way as sample 1. Sample 6 has no anomalous silver content, but is anomalous in molybdenum, (13 ppm. compared to background levels of 1 and 2 ppm.) and in copper, (107 ppm. with background levels of less than 34 ppm.). Sample 5 contains some molybdenum at 8 ppm.

The anomalous silver values indicate that the NE-SW trending portal structure, and the parallel structure tested in samples 5 and 6, may be related to each other and the regional pattern of mineralization.

The potential of this property is partly in its proximity to the Bralorne and Pioneer mines which were outstanding gold producers and also to the Wayside Mine situated 4 km to the northeast which produced 40,000 tons of ore at 0.13 ounces per ton of gold. Drilling into the wayside shear system in October 1981 reported a 10 foot wide intersection averaging 2.63 ounces per ton gold and 1.02 ounces per ton silver.

Further, the geological setting is very favourable being spatially associated with the Bralorne Intrusions and serpentinites. Reports of previous work have been limited to hand trenching and exploration adits between 1935 and 1940 which may not have been suitable for evaluating this potential.

C.E.Cairnes (GSC paper 43-15, 1943, page 13) states: "..... some siliceous gold-bearing ledge matter is reported in sedimentary rocks of the Fergusson group at their contact with greenstone masses. Few details are available but the occurrence is in a favourable area with respect to nearby Bralorne Intrusions."

The spatial and structural relationships between the rocks on the property suggest that exploration should be directed in part to the Bralorne Intrusives and serpentinite for indications of mineralization.

RECOMMENDATIONS

Old reports refer to adits at 3,260' elevation and 3,020' elevation. The author located and mapped an adit at 3,150' elevation which may correspond to the former. The adits should be accurately located and the property geology should be mapped.

The eastern edge of the property should be mapped and surveyed geochemically and geophysically to evaluate the Bralorne Intrusions and serpentinite belt.

Trenching should be performed at suitable locations indicated by the mapping and survey data, followed by appropriate exploratory drilling. A three phase programme of work is recommended comprising initial exploration, follow-up exploration and exploration drilling. Each of the latter two phases would depend on encouraging results of the previous phase.

ACME ANALYTICAL LABORATORIES LTD.
852 E. HASTINGS, VANCOUVER B.C.
PH: 253-3158 TELEX: 04-53124

DATE RECEIVED JULY 5 1983

DATE REPORTS MAILED

July 12/83

ICP GEOCHEMICAL ANALYSIS

A .500 GRAM SAMPLE IS DIGESTED WITH 3 ML OF 3:1:3 HCL TO HNO₃ TO H₂O AT 90 DEG.C. FOR 1 HOUR.
THE SAMPLE IS DILUTED TO 10 MLS WITH WATER.

THIS LEACH IS PARTIAL FOR: Ca, P, Mg, Al, Ti, La, Na, K, W, Ba, Si, Sr, Cr AND B. Au DETECTION 3 ppm.

AU* ANALYSIS BY AA FROM 10 GRAM SAMPLE.

SAMPLE TYPE - ROCK CHIPS

ASSAYER Dean Toye DEAN TOYE, CERTIFIED B.C. ASSAYER

ALOTTA RES FILE # 83-1082

PAGE# 1

SAMPLE	MO ppm	CU ppm	PB ppm	ZN ppm	AG ppm	NI ppm	AS ppm	SB ppm	BI ppm	W ppm	Au* ppb
No shown in Figure 2.											
86017 1	1	27	11	42	1.4	10	113	2	2	2	15
86018 2	1	16	7	32	.2	13	21	2	2	2	5
86019 3	1	29	6	37	.2	11	29	2	2	2	5
86020 4	1	20	7	25	.3	7	75	2	2	2	20
86021 5	8	25	11	21	1.5	13	68	2	2	2	15
86022 6	13	107	5	92	.1	62	37	2	2	2	5
86023 7	2	26	6	43	.1	49	35	2	2	2	10
86024 8	1	42	10	54	.1	69	18	2	2	2	5
86025 9	1	34	6	38	.3	18	33	2	2	2	5
[STD A-1	1	30	42	186	.3	35	9	2	2	2	-]

TABLE . 1.

PHASE I - INITIAL EXPLORATION

Geological Mapping, Surface Geology and Old Adits	\$ 15,000	
Soil Geochemical, VLF-EM and Magnetometer Survey	10,900	
Assays	10,550	
Supervision	5,000	
Equipment Lease	350	
Contingency	<u>2,600</u>	
	\$ 44,400	\$ 44,400

PHASE II - FOLLOW-UP EXPLORATION

Trenching	\$ 12,000	
5 Line km Detail-Soil Geochemical VLF-EM and Magnet- ometer Survey	2,720	
Assays	2,640	
Supervision	5,000	
Equipment Lease	150	
Contingency	<u>2,250</u>	
	\$ 24,760	\$ 24,760

PHASE III - EXPLORATORY DRILLING

B.Q. Diamond Drilling 800 Metres @ \$190 per metre.		
Including Mobilization, Demobilization etc.,	\$ 152,000	
Assays	15,000	
Engineering	10,000	
Contingency	<u>17,700</u>	
	\$ 194,700	\$ 194,700
		<u>\$ 263,860</u>

STATEMENT OF QUALIFICATIONS

NAME: LANDSBERG, Neal, R., M.I.Geol. F.G.S.

PROFESSION: Geologist.

EDUCATION: B.Sc., Geology (honours),
University of London, England.

PROFESSIONAL
ASSOCIATIONS: Member of the Institution of Geologists, United Kingdom.
Fellow of the Geological Society of London.

EXPERIENCE: Four years with Opencast Executive of the National Coal
Board, Great Britain.

One year exploration and evaluation programmes for
open pit projects.

One year Supervisor of field operations and inter-
pretation of downhole geophysical data.

Two years Internal Consultant, exploration geophysics.

Two years working in a geological consulting practice
associated with a British Mining Company.

Two years working as company exploration geologist for
The Quinto Mining Corporation, British Columbia.

CERTIFICATE

I, Neal Ross Landsberg, of 1190 Wolfe Avenue, Vancouver, British Columbia, do hereby certify that:

1. I am a Geologist residing at 1190 Wolfe Avenue, Vancouver, B.C. , and with an office at 211 - 543 Granville Street, Vancouver, B.C. V6C 1X8.
2. I am an honours graduate in Geology from the University of London (1974,) and am a Corporate Member of the Institution of Geologists in Britain.
3. I have no personal interest directly or indirectly in the properties examined or in Alotta Resources Ltd., securities, nor do I expect to receive directly or indirectly any interest in such property or securities.
4. The full text of the report and accompanying maps may be reproduced in the Company's Prospectus or Statement of Material Facts.

DATED at VANCOUVER, BRITISH COLUMBIA, this 20th day of July, 1983.

N.R. Landsberg

N.R. LANDSBERG, M.I.Geol. F.G.S.

R. W. PHENDLER, P.Eng., GEOLOGICAL CONSULTANT,
EXPLORATION AND MINING
7360 DECOURCY CRES., RICHMOND, B.C. V7C 4E9 (604) 271-2588

August 29, 1983

Superintendent of Brokers,
Province of British Columbia
Vancouver, B.C.
V6C 2T6

Re: Wayside Extension No. 1 Claim, Lillooet Mining
Division, B.C.

I have reviewed the report on the Wayside Extension No. 1 claim, Lillooet Mining Division, British Columbia by N.R. Landsberg, B. Sc., M.I.G., F.G.S., dated July, 1983 and am in general agreement with the recommendations presented.

It should be emphasized that the 3,150' level adit sampling showed anomalous gold content (3 - 4 times background) in the three shear zones therein.

The location of ore shoots in the Cadwallader gold belt, in which the Wayside property and the nearby Bralorne and Pioneer Mines are located, is controlled by a series of quartz-filled fractures that improve in size and grade of gold where they pass from a competent to a less competent rock, such as from diorite to schistose greenstone, massive greenstone to fissile argillite or from any of these rock types to incompetent and impervious greenstone. In the last case, not only are the ore shoots of substantial size (within the more competent rock), but it is also the favoured environment for bonanza pockets.

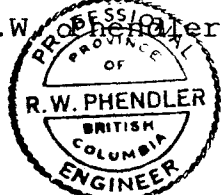
The electromagnetic survey should detect the presence of potential structures, the magnetometer survey should differentiate between rock types and the geochemical survey should discover zones with anomalous gold content.

The property warrants an expenditure of what is recommended in Phase I of Mr. Landsberg's report (\$44,400). I think that the distribution of funds in Phase I should be somewhat changed with more like \$7,000 allocated for mapping of surface and the adits and about \$18,900 earmarked for establishment of grid, geochemical and geophysical surveys.

I also believe that the \$2,720 allocated in Phase II for five line kilometers of geochemistry and geophysical work is somewhat low and that Mr. Landsberg's estimation of \$190 per meter for diamond drilling in Phase III is extremely high in these rather depressed economic times.

I am not familiar with Mr. Landsberg's background but the report appears to be done in a workmanlike manner, is not overly optimistic and although I have not worked in the Bralorne Mine, I have examined a number of properties in the vicinity, (Ace, Congress, Mix, Grey Rock, Steep Creek, etc.).


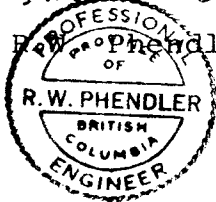
I believe that the report in question is adequate for the purposes intended.

R.W. Phendler
R.W. Phendler, P. Eng.
A circular professional seal for R.W. Phendler, a Professional Engineer in the Province of British Columbia. The seal features the text "PROFESSIONAL ENGINEER OF BRITISH COLUMBIA" around the perimeter and "R.W. PHENDLER" in the center.

C E R T I F I C A T I O N

I, R.W. PHENDLER, hereby certify that I am a registered member of the Association of Professional Engineers of the Province of British Columbia, that I have received a Bachelor of Science degree in Geology from McGill University, that I have practiced my profession as geologist for the past 29 years and that I have no interest in the Wayside property nor do I hold any shares of Alotta Resources Ltd.

I also consent to the publication of this letter - report in a prospectus or a statement of material facts.

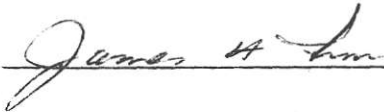

R.W. Phendler, P. Eng.


CERTIFICATE OF THE UNDERWRITER

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

DATED: OCTOBER 31, 1984

WEST COAST SECURITIES LTD.

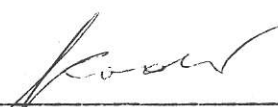


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CERTIFICATE OF THE COMPANY

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

DATED: OCTOBER 31, 1984



EMIL RODER - PRESIDENT &
DIRECTOR



WALLACE ANGUS McCLELLAND
DIRECTOR



PAUL SCHILLER SECRETARY &
DIRECTOR

*Oleot Res, etc have 40 km of
Carbon Belt - have done exploration
John Guntton - experienced mineral guy
Oleot are backing out.
no \$.*

Seneca.

*(Glen Gorratt, Kamloops
is tonnage ultimate tonnage
is this on a centre?)*

*Caminco
Cherron also.*

April 4 Thurs. Leane Vane.

- maps -
- chemical zonation -
- drilling patterns -
- Shape of deposit?