

Troitsa Peak  
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In addition, a total of 30,449 shares were issued at deemed prices ranging from \$1.00 to \$2.65 per share (on a consolidated basis) relating to properties which the Issuer formerly had an interest in but which have since been abandoned.

As at December 31, 1986 the Issuer had a retained earnings deficit of \$583,799.

(4) NAME AND INCORPORATION OF ISSUER

The full corporate name of the Issuer is Alpine Exploration Corporation. The Issuer was incorporated under the laws of the Province of British Columbia on May 12, 1980. The Issuer has its head office and principal place of business at 490 - 1140 West Pender Street, Vancouver, British Columbia.

(5) DESCRIPTION OF BUSINESS

The Issuer commenced business operations in 1981 comprised of acquiring, exploring and developing resource properties. During 1984 the Issuer unsuccessfully attempted, due to unfavourable market conditions at the time, to raise capital by way of prospectus for financing its business and subsequently lost or disposed of all its interest in resource properties owned at that time. During 1986 the Issuer consolidated its share capital, reduced outstanding indebtedness by the issuance of shares for debt and acquired its interest in the Troitsa Peak Property (hereinafter described). Since this reorganization of the Issuer's affairs, it has expended approximately \$52,000 on exploration on the Troitsa Peak Property. The principal business which the Issuer now carries on or intends to carry on is the acquisition, exploration and development of resource properties.

Troitsa Peak Property

The Issuer has acquired an undivided 100% interest in and to four mineral claims consisting of a total of 72 units situated in the Whitesail Lake map area of the Omineca Mining Division in the Province of British Columbia, known as the Troitsa Peak Property, and more particularly described as follows:

<u>Claim Name</u>	<u>Units</u>	<u>Record Number</u>	<u>Expiry Date</u>
P.S.	20	4364	November 13, 1992
Whitesail	20	4365	November 13, 1992
Wind Tunnel	16	4362	November 13, 1992
Jesse	16	4571	April 22, 1993

The Issuer acquired the P.S. and Whitesail mineral claims pursuant to an agreement dated July 2, 1986 with Thomas Richards (who was at arms length to the Issuer at the time of the purchase and became a director of the Issuer immediately thereafter) in consideration of \$5,000 (paid) and agreeing to expend \$50,000 on

exploration and development of the claims on or before December 31, 1986 (expended).

The Issuer acquired the Wind Tunnel and Jesse mineral claims pursuant to an agreement dated September 11, 1986 with Thomas Richards, a director of the Issuer, in consideration of \$10,000 (Cdn) which was paid on execution of the agreement, and a further \$15,000 (U.S.) by December 1, 1986 (paid).

Thomas Richards acquired the mineral claims at a cost of approximately \$17,285.

The mineral claims are located in the Whitesail Range of Central British Columbia on the eastern flank of the Coast Range approximately 130 kilometers south of the town of Smithers and 95 kilometers west-southwest of the town of Houston. Access to the mineral claims is by helicopter from Houston or Smithers or alternatively access is by approximately 49 kilometers of all-weather gravel road south from Houston to Owen Lake, then by 60 kilometers of seasonal gravel road southwest to the eastern end of Tahtsa Lake. The remaining 15 to 25 kilometers southeast to the property is by helicopter.

According to an engineering report dated November 28, 1986 prepared by C. Harivel, FGAC, the Issuer's consulting geologist, (a copy of which forms a part of this Prospectus) prospecting, geological mapping, soil sampling and blasting and drilling, carried out in 1981, 1982, 1983 and 1986 have indicated seven showings and numerous isolated occurrences with anomalous precious metals values on the claims. This mineralization is epithermal in character and is associated with major fracture systems and with the diatreme breccias of the Troitsa Complex. Notable among the gold-silver occurrences are the Moraine Showing, consisting of veins and stockworks of quartz in diatreme breccias with values up to 1.06 oz/t gold and 24 oz/t silver, the Cummins Creek Showing of two quartz veins with grab samples yielding up to 0.33 oz/t gold and 76 oz/t silver and the Cummins South Showing of stockworks of quartz veins with up to 31 oz/t silver. Overburden obscures much of these showings.

In September, 1986 the Issuer completed the first phase of a two phase exploration program on the property recommended by Mr. Harivel in his report at an approximate cost of \$52,000. The program consisted of geological mapping, prospecting, drilling and blasting to locate potential drill sites on known showings, identify new showings and to determine the direction of the second phase of the recommended exploration program. The Moraine Showing was considerably upgraded in that it yielded samples of 1.065, 0.286, 0.186 and 0.086 oz/t gold. The trend of mineralization is clearer in this area and it will be the first showing drilled. A totally new area of showings was located 400 to 600 metres south of the Cummins Creek Showing. Samples from this new area gave assays of 31, 24 and 11 oz/t silver. In addition, the Blitz Fault was found to be mineralized

intermittently along its entire known length of two miles. This fault may connect with the Moraine Showing.

The Issuer intends to carry out the second phase of the recommended exploration program on the property early in the 1987 field season from proceeds raised pursuant to this Offering. The program will consist of further prospecting, geological mapping and trenching and approximately 2,000 feet of drilling on the Moraine Showing at an estimated cost of \$200,500.

There is no surface or underground plant or equipment on the mineral claims and it contains no known body of commercial ore. The proposed exploration program is an exploratory search for ore.

#### Risk Factors

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 Shares 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 that will replace current reserves with new reserves.

#### (6) PROMOTERS

The Promoter of the Issuer is Willis Osborne of 905-2324 West 1st Avenue, Vancouver, British Columbia, the President and a director of the Issuer.

Willis Osborne beneficially owns 351,077 shares of the Issuer, 17,188 of which were acquired from former shareholders and the balance were acquired from the Issuer at the following prices:

<u>Number of Shares*</u>	<u>Price Per Share*</u>
25,000	\$0.80
24,500	\$1.00
2,125	\$1.60
62,264**	\$1.00 (deemed)
220,000 (escrowed)	\$0.01

\*Except for the escrowed shares, the number of shares and the price paid per share have been adjusted in accordance with the share consolidation described in Item 3.

\*\*These shares were issued in satisfaction of \$62,264 owing by the Issuer to Willis Osborne and his personal holding company, Swiftcurrent Ventures Inc.

Willis Osborne is receiving a management fee and has also received \$4,900 from the Issuer in consideration of geological services provided to the Issuer (see Item 9). The Promoter has also been granted an incentive option (see Item 12).

(7) LEGAL PROCEEDINGS

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

(8) DIRECTORS AND OFFICERS

<u>Name &amp; Address</u>	<u>Position with Issuer</u>	<u>Principal Occupation for the past 5 years</u>
Willis Williams Osborne* 905-2324 West 1st Ave. Vancouver, B.C.	President & Director	Geologist and currently a director of two other reporting companies
Michael Frederic Bolton 7216 Cypress Street Vancouver, B.C.	Director & Secretary	President, Douglas Power Equipment Ltd. since 1977
Carol Ann Gadison 2807 Wall Street Vancouver, B.C.	Director	Trustee, Library Board for Vancouver Central; Advisor, Central Waterfront Advisory Committee and Owner, Silk & Such Ltd. and J. Gadison Machinery Ltd. and currently a director of one other reporting company
Thomas Albert Richards* R.R. #1, Box 44 Kispiox Valley Road Hazelton, B.C.	Director	Self-employed Geologist since 1979 and currently a director of one other reporting company
Frederick James Brooks-Hill 6378 Cedarhurst Street Vancouver, B.C.	Chief Financial Officer	Vice-President, Phillips, Hager & North Ltd. (Investment Counsellors) since 1973