

Fairview Camp

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 OTHER SIMILAR AUTHORITY IN CANADA HAS IN ANY WAY PASSED UPON THE MERIT OF THE SECURITIES OFFERED HEREUNDER, AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE.

DATED: July 27, 1983

NEW ISSUE

LYNDA LOU 2 CLAIM - PROSPECTUS

EFFECTIVE DATE
OCTOBER 17, 1983

CHECKMATE RESOURCES LTD.
#901 - 470 Granville Street
Vancouver, British Columbia
V6C 1V5

300,000 COMMON SHARES (WITHOUT PAR VALUE)

NOV 22 1983
MINES LTD.

ITEM 1. DISTRIBUTION SPREAD

	Price to Public	Underwriting discounts or commissions	Proceeds to the Company if all the Shares are sold
Per Share	\$.30	.075	.225
Total	\$90,000.00	22,500	67,500*

* Before deduction of legal, audit and printing expenses payable by the Company estimated to be \$7,500.00.

THERE IS NO MARKET FOR THE SECURITIES OF THE COMPANY.

A PURCHASE OF THE SHARES OFFERED BY THIS PROSPECTUS MUST BE CONSIDERED A SPECULATION AS THE PROPERTY IN WHICH THE COMPANY HAS AN INTEREST IS IN THE EXPLORATION AND DEVELOPMENT STAGE ONLY. THE COMPANY'S PROPERTY IS WITHOUT A KNOWN BODY OF COMMERCIAL ORE. SEE "ELEMENTS OF RISK" ITEM 15.

NO SURVEY OF ANY PROPERTY OF THE COMPANY HAS BEEN MADE AND THEREFORE, IN ACCORDANCE WITH THE MINING LAWS OF THE APPROPRIATE JURISDICTION IN WHICH THE PROPERTY IS SITUATE, THEIR EXISTENCE AND AREA COULD BE IN DOUBT.

THE SHARES OFFERED BY THIS PROSPECTUS REPRESENT 23.4% OF THE TOTAL NUMBER OF SHARES TO BE ISSUED AND OUTSTANDING UPON COMPLETION OF THIS OFFERING AND THE SHARES ISSUED TO PROMOTERS AND DIRECTORS, OFFICERS AND CONTROLLING PERSONS FOR CASH AND PROPERTIES REPRESENT 74.2% OF THE TOTAL NUMBER OF SHARES TO BE ISSUED AND OUTSTANDING UPON COMPLETION OF THE OFFERING.

REFERENCE IS MADE TO ITEM 19 "PRINCIPAL HOLDERS OF SECURITIES" AND THE COMPARISON OF THE PERCENTAGE OF SHARES BEING OFFERED TO THE PUBLIC FOR CASH AND ALREADY ISSUED BY THE COMPANY TO PROMOTERS, DIRECTORS, OFFICERS AND CONTROLLING PERSONS.

THE OFFERING BY THE COMPANY IS SUBJECT TO A MINIMUM SUBSCRIPTION FOR UNITS BEING RECEIVED BY THE COMPANY PARTICULARS OF WHICH ARE SET FORTH UNDER ITEM 3 "USE OF PROCEEDS TO ISSUER".



Vancouver Stock Exchange

VSE
DEVELOPMENT
SECTION

DEVELOPMENT
Name of Section
Resource, Development or Industrial

P

D

NOV 22 1983

CHECKMATE LTD.

PER

APPLICATION FOR LISTING

AL268/83

CHECKMATE RESOURCES LTD.

Name of Company

Listing of the Shares of Companies for trading on the Exchange must not be taken to mean that the Exchange has in any way passed upon the merits of the Shares or the Company issuing the Shares. The information contained in this Application for Listing has been supplied to the Exchange by the applicant Company, which information has been relied upon by the Exchange in accepting the Application for Listing.

VANCOUVER STOCK EXCHANGE

STATUTORY DECLARATION

CANADA
PROVINCE OF BRITISH COLUMBIA
CITY OF VANCOUVER

In the matter of an application for listing
the shares of

CHECKMATE RESOURCES LTD.
on the Vancouver Stock Exchange

I, THOMAS PATRICK BOWES
of the City of Vancouver
in the Province of British Columbia

DO SOLEMNLY DECLARE THAT

1. I am a Director of CHECKMATE RESOURCES LTD.
(name of company)

the applicant company, and as such have knowledge of the facts herein deposed to.

2. The list of shareholders forming part of this application is a true and correct list and the shareholders whose names appear thereon (excepting holders in street names) are all bona fide shareholders beneficially entitled to the number of shares set opposite their respective names.

3. All of the information contained in the application and the documents filed in connection therewith is true and correct.

And I make this solemn declaration conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the Canada Evidence Act.

Declared before me at the
City of Vancouver

in the Province of British Columbia

the 19th day of November 19 83.


THOMAS PATRICK BOWES

A Commissioner ~~XXXX~~ for taking Affidavits for British Columbia
A Notary Public in and for the Province of _____

NOTE:

1. This application must be accompanied by a certified copy of a resolution of the Directors of the applicant company authorizing the deponent Director to execute this Application for Listing.
2. If the declaration is made outside of the Province of British Columbia, it must be made before a Notary Public.
3. If the declaration is made outside of Canada use corresponding forms.

LISTING AGREEMENT

Where the Exchange lists and posts the shares of the applicant company for trading, the company undertakes to comply with the following conditions: (Where an Application for Listing is refused by the Exchange, a right of appeal is provided under Section 149 (3) of the Securities Act of British Columbia.)

1. That this application and any future Filing Statement or amending Filing Statement may be printed by the Exchange at the expense of the Company for the purpose of distribution to the public.
2. That the Company shall file with the Exchange contemporaneously with delivery to its shareholders, bondholders or debenture holders, a copy of all material required by law to be furnished to them.
3. That the Company shall submit to the Exchange a copy of every news release and/or letter to shareholders immediately it is issued over the signature of at least one Director of the Company.
4. That the share certificate to be issued by the Company shall be of a form and type acceptable to the Exchange.
5. That the Company shall notify the Exchange before mortgaging, hypothecating or charging in any way any of its properties, equipment or other assets.
6. That the Company shall give to the Exchange prompt notice of each proposed material change in the general character or nature or organization of its business, property or affairs, and without limiting the generality of the foregoing, this shall include:

- (a) every proposed agreement to allot or issue shares from treasury;
- (b) every employee stock option;
- (c) every proposed acquisition or disposition (by one transaction or a series of transactions) of real or personal property at (i) a cost or for a price exceeding \$50,000.00 where the cost or price requires payment in shares or a combination of shares and cash and (ii) transactions exceeding the dollar amounts specified in conditions 7 (a) and (b).
- (d) every proposed change of corporate name;
- (e) every proposed management contract and/or transaction with an officer, director or insider of the Company;
- (f) every transaction which would reasonably be expected to have a significant effect on the market price of the shares of the company.

The Company shall not proceed with any of the foregoing transactions without the prior acceptance of the Exchange.

7. That the Company shall give to the Exchange prompt notice and in any event within five business days of the occurrence of the following transactions:

- (a) every acquisition or disposition of real or personal property at a cost or for a price not exceeding \$250,000 cash where the Company is listed on the Resource Section and the acquisition or disposition is at arms length with an officer, director or other insider of the Company;
- (b) every acquisition or disposition of real or personal property at a cost or for a price not exceeding \$150,000 cash where the Company is listed on the Development Section and the acquisition or disposition is at arms length with an officer, director or other insider of the Company;
- (c) every director and officer stock option.

"Material Change" where referred to in Condition 6 means a change in the business, operation or capital of the Company that would reasonably be expected to have a significant effect on the market price or value of any of its securities.

"Insider" where referred to in Conditions 6 and 7 has the same meaning as set out in Section 107(1) of the Securities Act.

"Arms length" where referred to in Condition 7 (a) and (b) means a transaction or disposition which does not have as a party thereto any of the persons or companies referred to in Section 107(1) of the Securities Act.

(The transactions referred to in Condition 7 (a), (b) and (c) do not require the prior acceptance of the Exchange provided they meet the criteria set out in that condition; comply with the timely disclosure policy of the Exchange and in the case of (c), the applicable policy of the Exchange.)

8. That the Company shall not apply any of its funds to the purchase of securities in other Companies without prior consent of the Exchange.
9. That the Company shall from time to time give to the Exchange such material, information and explanations that may be required by the Exchange and within the time specified by the Exchange.
10. That everything from time to time given to the Exchange by the Company shall become the property of the Exchange and may be published by the Exchange.
- 11.*That at any time and without notice the Exchange may suspend or halt trading in the Company's shares.
- 12.*That any time and without notice the Exchange may delist the Company's shares.
13. That the Company shall be bound by and observe all existing and future by-laws, rules and regulations of the Exchange which apply to companies whose shares are listed and posted for trading on the Exchange.
14. That the Company shall at all times have a minimum of three Directors.
15. That the Company shall pay the fees prescribed by the Exchange at the time of filings.
16. That the Company shall, contemporaneously, file with the Exchange copies of all quarterly reports filed with the Superintendent of Brokers pursuant to the Securities Act. (DEVELOPMENT SECTION ONLY).
17. That at the same time as the Company submits Filing Statements and Amendments to the Exchange, copies shall be sent to the Superintendent of Brokers.
18. That the Company, if required by the EXCHANGE AND THE SUPERINTENDENT OF BROKERS, shall issue shares directly from treasury into the market through a Member broker acting as agent.
19. The Director executing this Listing Agreement on behalf of the Company certifies that the information contained in the application is true and correct.

DATED AT Vancouver, B.C. this 17th day of NOVEMBER, 1983.

CHECKMATE RESOURCES LTD.
Corporate Name

BY

[Signature]
Director

(Corporate Seal)

UNION SECURITIES LTD.
Name of Seatholder (Member Firm or Corporation)

We agree to sponsor the
Applicant Company's shares
for listing.

BY

[Signature]
Signature of Member

Note: The Listing Agreement must be accompanied by a certified copy of a Resolution of the Director of the applicant company authorizing the Director to enter into and execute the Listing Agreement on behalf of the applicant company.

* (Where the Exchange has halted, suspended or delisted a Company's shares, a right of appeal is provided by Section 139(3) of the Securities Act.

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ITEM 2. PLAN OF DISTRIBUTION

Checkmate Resources Ltd. (the "Company"), by this Prospectus, offers to sell at a price of Thirty (\$0.30¢) Cents per Share, 300,000 Common Shares without par value as fully paid and non-assessable.

Shares of this issue may be sold through brokers or broker dealers who will receive commissions as set forth on the front page of this Prospectus.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice.

ITEM 3. USE OF PROCEEDS TO ISSUER

The estimated net proceeds to be derived by the Company from the sale of 300,000 Common shares offered by this Prospectus, namely \$67,500.00, together with working capital as at May 31, 1983 of \$32,665.00 will be used for the following purposes:

1. To pay the Vancouver Stock Exchange listing fee - \$2,125.00.
2. To pay legal, audit and printing expenses of this Prospectus - \$7,500.00.
3. To conduct the proposed exploration program recommended for the Company's mineral claim by R.W. Phendler, P. Eng. in his Report to the Company dated July 10, 1983, particulars of which exploration program are as follows:

Phase 1

Establish Grid - 20 mile at 300/mile	\$ 6,000.00
Geochemical Survey (for gold)	8,000.00
Assay Determination	3,500.00
V.L.F. and Magnetometer Survey	9,000.00
Prospecting and Geological Mapping	5,000.00
Engineering, Geology Reports	6,000.00
Travel and Accommodation	6,000.00
Fifteen percent (15%) contingencies	<u>6,525.00</u>
	<u>\$50,025.00</u>

4. For general administrative expenses and addition to working capital - \$40,515.00.

TOTAL: \$100,165.00

All proceeds for this offering will be deposited with Guardian Estates and Agencies Ltd., #404 - 470 Granville Street, Vancouver, British Columbia until the 300,000 shares offered

hereunder have been sold. In the event the total number of the Shares offered hereunder have not been sold within One Hundred and Eighty (180) days from the date of acceptance of this Prospectus by the Office of the Superintendent of Brokers, all subscriptions for the Shares held by the Guardian Estates and Agencies Ltd. will be returned to subscribers in full.

The Two Thousand One Hundred and Twenty-Five (\$2,125.00) Dollar Vancouver Stock Exchange listing fee will be deposited with Guardian Estates and Agencies Ltd. to be held for that purpose only.

The proceeds from the sale of the Shares offered by this Prospectus are intended to be used for the purposes set forth above. However, the Company, pursuant to the recommendations of a qualified engineer, may abandon in whole or in part any of its property or, as work progresses, may alter the work program recommended or make such arrangements for the performance of all or any portion of such work by other persons or companies and may use any monies so diverted for the purpose of conducting work or examining other properties acquired by the Company after the date of this Prospectus. All of the foregoing is subject to the advice and recommendation of a qualified engineer. 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 shareholders will be notified.

The Company will not commit itself to spend in excess of Fifty Thousand (\$50,000.00) Dollars on 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 Company 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 shareholders of the Company must first be obtained and notice of the intention must be filed with the regulatory bodies having jurisdiction over the sale of the securities offered by this Prospectus.

ITEM 4. SALES OTHERWISE THAN FOR CASH

No Shares are being offered other than for cash.

ITEM 5. SHARE AND LOAN CAPITAL STRUCTURE

Designation of Security	Amount Authorized	Amount Out- Standing as at May 31/83	Amount Out- Standing as at date of Prospectus	Amount to be Outstanding on Completion of Offering if all of the Shares are Sold
Common Shares Without Par Value	5,000,000	230,006	980,006	1,280,006

Particulars of Shares sold for cash to date are as follows:

No. of Securities Sold	Price	Total Cash Received	Commissions Paid
6	\$1.00	\$6.00	NIL
230,000	\$.15	\$34,500.00	NIL

750,000 shares of the Company were issued for property at a deemed consideration of One Cent (\$.01) per share. All of the outstanding shares issued for cash and property were issued during the past twelve (12) months.

ITEM 6. NAME AND INCORPORATION OF ISSUER

The full name of the Issuer is Checkmate Resources Ltd. Its Registered and Records Office is located at #901 - 470 Granville Street, Vancouver, British Columbia. The Company's Head Office is located at 1015 - 470 Granville Street, Vancouver, British Columbia.

The Company was incorporated on May 27, 1983, under the name Checkmate Resources Ltd. by registration of its Memorandum and Articles under the Company Act of the Province of British Columbia. The Company is a reporting company as defined by the Company Act of the Province of British Columbia when the Superintendent of Brokers issues a receipt for this Prospectus.

ITEM 7. DESCRIPTION OF BUSINESS AND PROPERTY OF ISSUER

THE BUSINESS

The Company is engaged in the acquisition, exploration, and development of mineral properties. The Company owns the property described in the prospectus and intends to seek and acquire additional properties worthy of exploration and development.

THE PROPERTY

By an Agreement dated the 23rd day of July, 1983, the Company acquired:

<u>Claim Name</u>	<u>Record No.</u>	<u>Expiry Date</u>
Lynda Lou 2	1766	May 25, 1984

which is located and recorded in the Mining Recorder's office, Osoyoos Mining Division, British Columbia, Canada from Gordon Bowes, son of Thomas Patrick Bowes.

The total purchase price paid by the Company was 750,000 escrow shares which shares were allotted as follows:

- (a) Thomas Patrick Bowes - 75,000
- (b) Langley Mining Services Ltd. - 300,000
- (c) North Shore Cougars Football Club Ltd. - 375,000

Thomas Patrick Bowes's wife, Peggy Ellen Bowes is the only shareholder holding more than 5% of the issued stock of Langley Mining Services Ltd. Langley Mining Services Ltd. is a non-reporting company incorporated under the Company Act of British Columbia.

Charles Douglas Ronald William Bowes is the sole shareholder of North Shore Cougars Football Club Ltd. North Shore Cougars Football Club Ltd. is a non-reporting Company incorporated under the Company Act of British Columbia.

The Lynda Lou 2 claim lies in an area between Cawston on Highway 3 and Oliver on Highway 97 in south central British Columbia. This area is approximately 300 kilometers east of Vancouver and 45 kilometers south of Penticton. The claim lies close to a dirt road and is accessible from Cawston through the old Fairview Trail and a partly improved logging road. A four wheel drive vehicle is required to travel the last part of this road.

The Lynda Lou 2 claim covers an area of twenty Units. It is located at an elevation of 900 to 1670 meters above sea level.

The Professional Engineering Report of R.W. Phendler, P. Eng., which is included in this Prospectus, recommends the establishment of grid pattern over the Lynda Lou 2 claim, a geochemical survey, a V.L.F. electromagnetic survey, a magnetometer survey, and a prospecting and geological mapping over the grid pattern. Mr. Phendler recommends a first phase exploration expenditure of \$50,000.00 in connection with these activities.

History and Previous Work

The Company is not aware of any work that has been done on the Lynda Lou 2 claim and has not performed any exploration or development work on the property other than an exploration assessment performed by Bayrock Surfical Geology Ltd. in the month of June, 1983.

As disclosed in Mr. Phendler's report, the Lynda Lou 2 claim is in the vicinity of the old Fairview mining camp. Extensive exploration and mining work was carried on the Stemwinder and Morning Star claims from this camp between 1898 and 1905, and, again, during the 1930's. Mr. Phendler reports that:

"The Fairview Camp is one of the older mining camps in British Columbia with work being carried out on the Stemwinder property as early as 1899. At that time, the main level drifting totalled 780 feet on a gold bearing quartz vein that was continuous and measured up to 20 feet in width. A raise to the upper level was continuously in 'ore'. A lower cross cut also cut the main vein where it was 7.0 feet in width. An average of 132 samples taken in the mine and a mill test of 353 tons averaged about 0.27 oz. Au per ton.... a considerable amount of 'ore' was extracted up to 1905. Three distinct veins were worked to a depth of 500 feet.

The Morning Star (Fairview) Gold Mines, Ltd., held about one mile of the quartz vein system and it is reported that several hundred tons of 'rich ore' were mined from surface around 1900. Little was done until 1933 when underground work commenced.... During 1935, the property shipped 2,983 tons averaging 0.53 oz. Au per ton..."

Reference should be made to the report of Mr. Phendler which is included in this Prospectus for a fuller discussion of mining exploration and development activities in the vicinity of the Lynda Lou 2 claim.

Other mineral properties that have been mined in the areas surrounding the Lynda Lou 2 claim are described in Mr. Phendler's report.

There is no surface or underground plan or equipment on the Lynda Lou 2 claim.

There is no known body of commercial ore on the Lynda Lou 2 claim property and the proposed program is an exploratory search for ore containing gold.

Immediately adjacent to the Lynda Lou 2 claim are the Lynda Lou 1, Foxy 3 and Foxy 4 claims. The Lynda Lou 1 claim is owned by Boise Creek Resources Ltd. Boise Creek Resources Ltd. is currently planning an exploration program through a share offering to the public. The Foxy 3 claim is owned by Lombardi Resources Inc. The Foxy 4 claim is owned by Ninja Resources Ltd. Thomas Patrick Bowes, who is a director and insider of the Company, is a Director and President of Boise Creek Resources Ltd. and a director of both Lombardi Resources Ltd. and Ninja Resources Ltd. Charles Douglas Ronald William Bowes, who is a director and insider of the Company is a director of both Lombardi Resources Ltd. and Ninja Resources Ltd. Kenneth Sherlock who is a director and insider of the Company is an officer of Lombardi Resources Inc. and a director of Ninja Resources Ltd. Neither the directors, the Company, nor any other insiders are associated with or own any other claims which are contiguous to the Lynda Lou 2 claim.

Results of work programs on any one of the aforementioned four properties will be made available to the other owners of the rights to the other properties. At this time neither Lombardi Resources Ltd. nor Ninja Resources Ltd. plan to carry out any exploration or development work on Foxy 3 and Foxy 4. In order to properly evaluate a significant portion of the four properties as expeditiously as possible, Boise Creek Resources Ltd. and the Company are planning to embark on concurrent programs. Boise Creek's program however as dictated by the Company's finances will consist of a geochemical survey and a VLF electromagnetic survey only.

ITEM 8. INCORPORATION WITHIN ONE YEAR - PRELIMINARY EXPENSES

Administrative Expenses:

- (a) Amount expended to date of Balance Sheet included in Prospectus: \$1,841.00
- (b) Estimated future expenditures: \$7,500.00

Exploration Expenses:

- (a) Amount expended to date with respect to Stage I exploration work: \$4,296.69
- (b) Estimated future expenditures: \$50,025.00

ITEM 9. PROMOTERS

Thomas Patrick Bowes, Charles Douglas Bowes and Kenneth Albert Sherlock, acting in their capacities as Directors of the Company, are the Promoters of the Company as defined in Section 1 of the

Securities Act. The Promoters will receive shares and property of value from the Company as follows:

THOMAS PATRICK BOWES -

Thomas Patrick Bowes received 75,000 escrow shares for the Lynda Lou 2 Claim. Mr. Bowes' wife, Peggy Ellen Bowes, purchased 100,000 shares at Fifteen cents (15¢) per share and Three (3) shares at One Dollar (\$1.00) per share. Langley Mining Services Ltd. a company in which Thomas Bowes' wife, Peggy Ellen Bowes is the only shareholder who holds more than 5% of the issued stock of the Company, received 300,000 escrow shares for the Lynda Lou 2 claim.

CHARLES DOUGLAS RONALD WILLIAM BOWES -

William Bowes' wife, Lynda Louise Margaret Bowes, purchased 100,000 shares at Fifteen cents (15¢) per share and three (3) shares at One Dollar (\$1.00) per share. North Shore Cougars Football Club Ltd., a company 100% owned by William Bowes, received 375,000 escrow shares for the Lynda Lou 2 claim.

KENNETH ALBERT SHERLOCK -

Nothing of value.

ITEM 10. PENDING LEGAL PROCEEDINGS

Neither the Company nor its property is party to or the subject of pending legal proceedings.

ITEM 11. ISSUANCE OF SHARES

The authorized capital of the Company consists of 5,000,000 Common Shares without par value, of which 980,000 Shares are issued as fully paid and non-assessable. All of the Shares of the Company, 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 rights, conversion rights, provisions for redemption or purchase for either cancellation or surrender or provisions for 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.

ITEM 12. ISSUANCE OF OBLIGATIONS

The Company is not offering any debt obligations.

ITEM 13. ISSUANCE OF OTHER SECURITIES

No other securities are being offered by the Company.

ITEM 14. DIVIDEND RECORD

Since incorporation the Company has not paid any dividends. The Company has no present intention of paying dividends and the future dividend policy will be determined by the Board of Directors on the basis of earnings, financial requirements and other relevant factors.

ITEM 15. DIRECTORS AND OFFICERS

The names, addresses and principal occupations in which each of the Directors and Officers of the Company have been engaged during the immediately preceding five (5) years are as follows:

<u>Name and Address</u>	<u>Position with Company</u>	<u>Principal Occupation</u>
Thomas Patrick Bowes 18356-58B Avenue Cloverdale, B.C.	President/ Director	Mining promoter for various periods during the past five years. Has held directorships in El Paso Energy Corp., Dungannon Explorations Ltd., Galveston Petroleums Ltd., United Gunn Resources Ltd., Golden Granite Mines Ltd., Laredo Petroleums Ltd., Grenoble Energy Ltd., Freedom Resources Ltd. and other public and private companies. Since 1966 Mr. Bowes has also worked in an advisory capacity conducting on-sight property examinations in the Yukon, British Columbia, Nevada and California and provided consulting advice regarding development potentiality.

Charles Douglas Ronald Director
William Bowes
729 Dogwood Road
Coquitlam, B.C.

Mining promoter for various periods during the past five years. Has held directorships in Lombardi Resources Inc., Ninja Resources Inc., Glendora Resources Inc., Moex Resources Inc., North Shore Cougars Football Ltd.

Kenneth Albert Sherlock Secretary/
2413 McBain St. Treasurer
Vancouver, B.C. Director

Chartered Accountant, employed by Vancouver Whitecaps, Carlyle Sheppard & Associates and Quest Vitamin Supplies Limited.

ELEMENTS OF RISK

Some of the Directors of the Issuer are also Directors of other companies whose principal business is the acquisition, exploration and development of resource properties. It is possible, therefore, that a conflict may arise between their duty as a Director of the Issuer and their duty as a Director of such other companies. Any such conflict will be disclosed by the Directors in accordance with the Company Act and they will govern themselves with respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

ITEM 16. REMUNERATION OF DIRECTORS & SENIOR OFFICERS

No remuneration will be paid to Directors or Senior Officers in their capacity as such. Reference is made to Item 17 - Options to Purchase Securities.

Every Director who is directly or indirectly interested in a proposed transaction with the Company must disclose the nature and extent of his interest at a meeting of the Directors.

ITEM 17. OPTIONS TO PURCHASE SECURITIES

Incentive Stock Options have been granted to the Directors in the amounts set out hereafter.

<u>Name and Address</u>	<u>No. of Shares</u>
Thomas Patrick Bowes 18356 - 58 B Avenue Cloverdale, B.C.	20,000
Charles Douglas Ronald William Bowes 729 Dogwood Road Coquitlam, B.C.	20,000
Kenneth Albert Sherlock 2413 McBain Street Vancouver, B.C.	24,000

The Options are for a term of two (2) years commencing on the date of issuance of a Receipt from the office of the Superintendent of Brokers for this Prospectus.

The Option price is \$.30. The Options are subject to shareholder approval in general meeting prior to any exercise thereof. The complete text of the Incentive Option Agreement may be viewed at the registered office of the Company, #901 - 470 Granville Street, Vancouver, British Columbia, or at the Head Office of the Company at 1015 - 470 Granville Street, Vancouver, British Columbia.

ITEM 18. ESCROWED SECURITIES

As of the date of this Prospectus, 750,000 Shares are held in escrow by Guardian Estates and Agencies Ltd., #404 - 470 Granville Street, Vancouver, British Columbia 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 Company, its Transfer Agent or Escrow Holder make any transfer or record any trading of the Shares without the consent of the Superintendent of Brokers. The complete text of the Escrow consent is available for inspection at the Registered Office of the Company, #901 - 470 Granville Street, Vancouver, British Columbia.

Following the listing of the shares in the Vancouver Stock Exchange, that Exchange will assume determination regarding the escrow shares.

<u>Designation of Class</u>	<u>Number of Shares Held in Escrow</u>	<u>Percentage of Class</u>
Common	750,000	76.53%

ITEM 19. PRINCIPAL HOLDERS OF SECURITIES

The shareholders of the Company who own 10% or more of the issued shares of the Company as at the date of the Prospectus are as follows:

<u>Name</u>	<u>Class</u>	<u>Type of Ownership</u>	<u>No. of Shares Owned</u>	<u>Percentage</u>
Peggy Ellen Bowes	Common	Of Record & Beneficially	100,000	10.2%
Lynda Louise Margaret Bowes	Common	Of Record & Beneficially	100,000	10.2%
Langley Mining Services Ltd.	Common	Of Record & Beneficially	300,000	30.61%
North Shore Cougars Football Club Ltd.	Common	Of Record & Beneficially	375,000	38.26%

IF ALL OF THE SHARES OFFERED BY THIS PROSPECTUS (EXCLUDING SHARES ACQUIRED BY EXERCISE OF WARRANTS) ARE SOLD TO THE PUBLIC, THE ISSUE WILL REPRESENT 23.4% OF THE SHARES THEN OUTSTANDING, AS COMPARED TO 74.2% THAT WILL THEN BE OWNED BY THE PROMOTERS, DIRECTORS, OFFICERS AND CONTROLLING PERSONS OF THE COMPANY.

The number and percentage of Shares in the Company beneficially owned, directly or indirectly, by all Promoters, Directors, Senior Officers and controlling persons of the Company as a group is as follows:

<u>Designation of Class</u>	<u>Number of Shares Beneficially Owned</u>	<u>Percentage of Class</u>
Common	950,006	74.2%

ITEM 20. PRIOR SALES

The only prior sales are as disclosed under Item 5.

ITEM 21. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Reference is made to Item 7 for disclosure of material contracts whereby the Company acquired mineral claims from Directors, Officers and Shareholders in return for shares.

Two partners and an associate of the Company's solicitors, Maitland & Company, hold shares in the Company as follows:

<u>Name</u>	<u>No. of Shares</u>	<u>Price</u>
Michael Seifert (Partner)	10,000	15¢
Ross McCutcheon (Partner)	10,000	15¢
Ronald Klassen (Associate)	10,000	15¢

ITEM 22. AUDITORS, TRANSFER AGENTS AND REGISTRARS

The Auditor of the Company is Stephen Jewett, Chartered Accountant, #104 - 1670 West 8th Avenue, Vancouver, British Columbia.

The Company's Registrar and Transfer Agent is Guardian Estates and Agencies Ltd., #404 - 470 Granville Street, Vancouver, British Columbia.

The Company's solicitors are Maitland & Company, of #901 - 470 Granville Street, Vancouver, British Columbia.

ITEM 23. MATERIAL CONTRACTS

There are no other material contracts except as disclosed in this Prospectus. The material contracts of the Company may be inspected at the Registered Office of the Company during normal business hours while primary distribution of the Shares offered by this Prospectus is in progress and for a period of thirty (30) days thereafter.

ITEM 24. OTHER MATERIAL FACTS

There are no other material facts except as disclosed in this Prospectus.

PURCHASERS' STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION

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

1. 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 the sale of the 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.

2. 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 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 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.

CHECKMATE RESOURCES LTD.
REPORT AND FINANCIAL STATEMENTS
MAY 31, 1983

STEPHEN D. JEWETT

• Chartered Accountant

104 - 1670 WEST 8th AVENUE
VANCOUVER, B.C. V6J 1V4
TELEPHONE: 734-2244

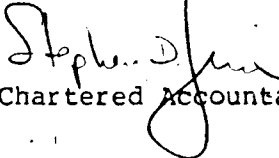
AUDITOR'S REPORT

To the shareholders of
Checkmate Resources Ltd.

I have examined the balance sheet of Checkmate Resources Ltd. as at May 31, 1983 and the statements of loss and deficit and of changes in financial position for the period then ended. 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, 1983 and the changes in its financial position for the period then ended in accordance with generally accepted accounting principles.

Vancouver, B.C.
June 30, 1983.


Chartered Accountant

CHECKMATE RESOURCES LTD.

BALANCE SHEET AS AT MAY 31, 1983

ASSETS

Current			
Cash	\$	25,759	
Subscriptions receivable		4,506	
Prepaid expenses		<u>2,400</u>	\$ 32,665
Incorporation cost			<u>600</u>
			<u>\$ 33,265</u>

LIABILITIES

Share subscriptions - note 1			\$ 34,500
------------------------------	--	--	-----------

SHAREHOLDERS' DEFICIENCY

Share capital - note 1	\$	6	
Deficit, per statement attached		<u>1,241</u>	<u>1,235</u>
			<u>\$ 33,265</u>

Approved:


Director

Director

CHECKMATE RESOURCES LTD.

STATEMENT OF LOSS AND DEFICIT

FOR THE PERIOD ENDED MAY 31, 1983

Expenses	
Audit	\$ 500
Office	41
Secretarial	<u>700</u>
Loss for the period, being deficit, to Balance Sheet	\$ <u><u>1,241</u></u>

CHECKMATE RESOURCES LTD.

STATEMENT OF CHANGES IN FINANCIAL POSITION

FOR THE PERIOD ENDED MAY 31, 1983

Working capital was provided by		
Share subscriptions received	\$ 34,500	
Shares issued	<u>6</u>	\$ 34,506
Working capital was used for		
Operating costs	\$ 1,241	
Incorporation	<u>600</u>	<u>1,841</u>
Net increase being closing working capital		\$ <u><u>32,665</u></u>

CHECKMATE RESOURCES LTD.

NOTES TO FINANCIAL STATEMENTS

The company was incorporated under the Company Act, British Columbia, on May 27, 1983.

The financial statements encompass the period from incorporation to May 31, 1983.

Note 1 - Share capital

The company is authorized to issue 5,000,000 shares without par value.

During the period the company issued 6 shares at a nominal amount of \$ 1, each.

The company has received subscriptions for 230,000 shares at an issue price of \$.15, each.

CHECKMATE RESOURCES LTD.

UNAUDITED INTERIM FINANCIAL INFORMATION

SEPTEMBER 30, 1983

STEPHEN D. JEWETT

Chartered Accountant

104 - 1670 WEST 8th AVENUE
VANCOUVER, B.C. V6J 1V4
TELEPHONE: 734-2244

COMMENTS ON UNAUDITED

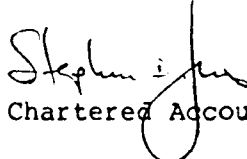
INTERIM FINANCIAL INFORMATION

To the Directors of
Checkmate Resources Ltd.

I have prepared the accompanying unaudited interim financial information comprising balance sheet as at September 30, 1983 and the statements of loss and deficit and of changes in financial position for the period then ended from the records of Checkmate 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 statements issued to shareholders on which I have expressed an opinion were for the period ended May 31, 1983.

Vancouver, B.C.
October 9, 1983


Chartered Accountant

CHECKMATE RESOURCES LTD.

BALANCE SHEET AS AT SEPTEMBER 30, 1983



ASSETS

Current			
Cash	\$ 15,333		
Accounts receivable	700		
Prepaid expenses	<u>2,400</u>	\$ 18,433	
Deferred development costs - note 1		8,913	
Mineral property, at cost - note 2		7,500	
Incorporation cost		<u>600</u>	
		\$ <u>35,446</u>	

SHAREHOLDERS' EQUITY

Share capital - note 2	\$ 42,006
Deficit, per statement attached	<u>6,560</u>
	\$ <u>35,446</u>

Approved:


Director

Director

UNAUDITED

CHECKMATE RESOURCES LTD.

STATEMENT OF LOSS AND DEFICIT

FOR THE PERIOD ENDED SEPTEMBER 30, 1983

Expenses	
Accounting and audit	\$ 950
Office	1,410
Secretarial	<u>4,200</u>
Loss for the period, being deficit, to Balance Sheet	\$ <u>6,560</u>

UNAUDITED

CHECKMATE RESOURCES LTD.

STATEMENT OF CHANGES IN FINANCIAL POSITION

FOR THE PERIOD ENDED SEPTEMBER 30, 1983

Working capital was provided by		
Shares issues		\$ 42,006
Working capital was used for		
Administrative expenses	\$ 6,560	
Acquiring mineral property	7,500	
Deferred costs incurred	8,913	
Incorporation cost incurred	<u>600</u>	<u>23,573</u>
Net increase, being closing working capital		\$ <u>18,433</u>

UNAUDITED

CHECKMATE RESOURCES LTD.

NOTES TO UNAUDITED INTERIM FINANCIAL INFORMATION

SEPTEMBER 30, 1983

Note 1 - Accounting policy

The company was incorporated under the Company Act, British Columbia, on May 27, 1983. This interim financial information includes the period from incorporation.

The company defers the costs relating to the exploration and development of its mineral properties until the earlier of commencement of production from or abandonment of the properties.

Note 2 - Share capital

The authorized capital is 5,000,000 shares without par value.

Issued	<u>Number</u>	<u>Amount</u> \$
For cash	230,006	34,506
For property	<u>750,000</u>	<u>7,500</u>
	<u>980,006</u>	<u>42,006</u>

UNAUDITED

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

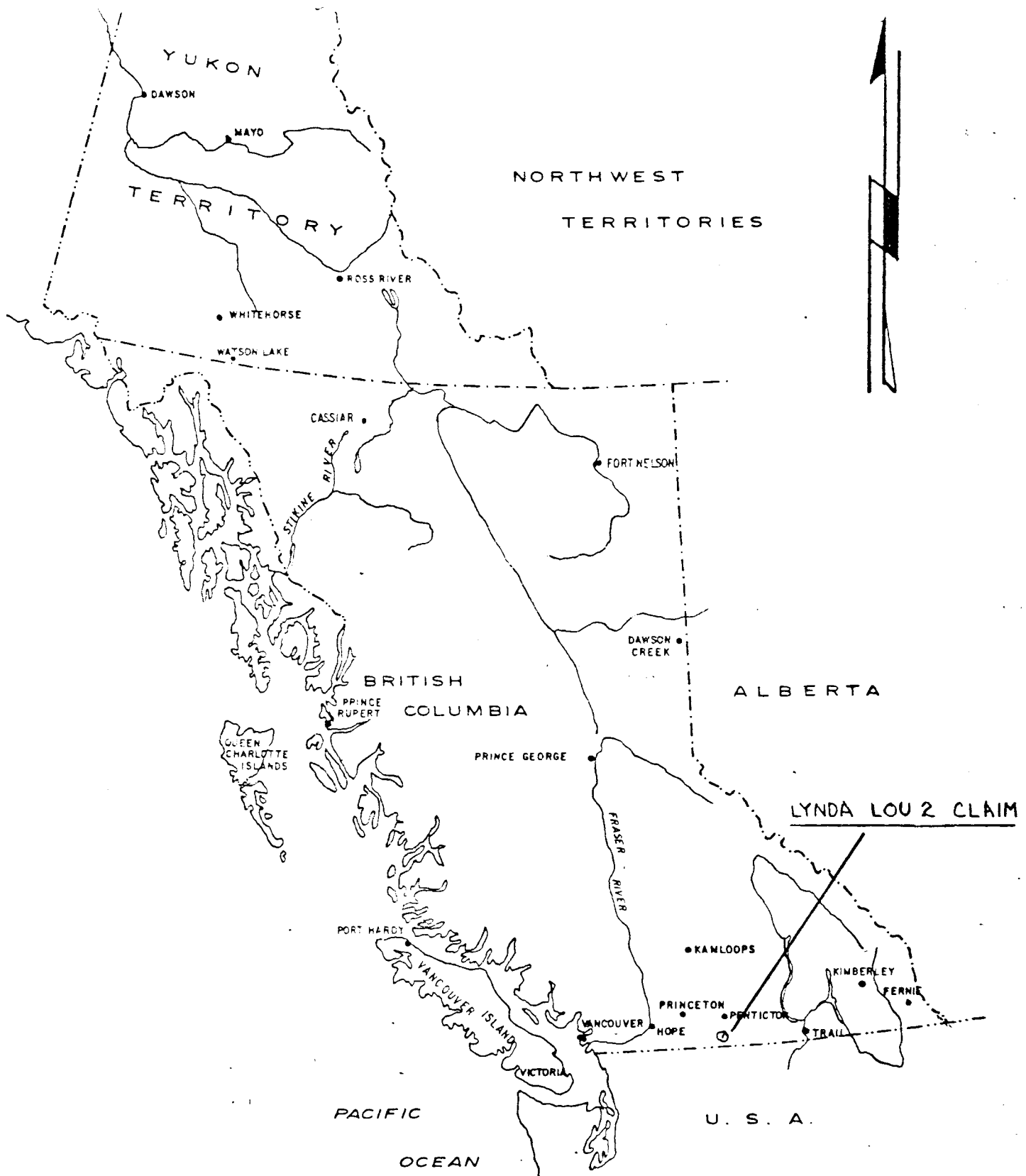
REPORT
ON THE
LYNDA LOU 2 PROPERTY
FAIRVIEW CAMP
OSOYOOS MINING DIVISION
BRITISH COLUMBIA

for
CHECKMATE RESOURCES LTD.

by
R.W. PHENDLER, P. ENG.

Vancouver, Canada

July 10, 1983



1" = 250 MILES

LOCATION MAP	
VANCOUVER	BRITISH COLUMBIA
CHECKMATE RESOURCES LTD	
LYNDA LOU 2 CLAIM	
SCALE 1:12,672,000	
0 ————— 200 Km	
NTS.	DATE JULY 1993 FIG. No. 1

C O N T E N T S

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PART "A"SUMMARY AND CONCLUSIONS

Lying on the west southwest side of the gold-bearing quartz vein system of the old Fairview mining camp, the Lynda Lou 2 property appears to warrant a modest exploration program consisting of geophysical and geochemical surveying.

The Fairview gold camp is located between Cawston and Oliver in the South Okanagan region of South Central British Columbia and consists of a gold-bearing quartz vein system within a 3 kilometer-long shear zone associated with a granite-metasedimentary contact.

Exploration work and mining was carried out on the Stemwinder and Morning Star properties between 1898 and 1905 and again in the mid-1930's when the world price for gold increased from \$20 to \$35 per ounce.

The quartz vein system consists of a number of lenticular shoots that attain lengths of up to 200 feet with widths of up to 30 feet not uncommon. Widths between one and ten feet are the norm with pyrite, galena and sphalerite occurring in small to moderate amounts. Grades of the veins are somewhat of a question mark but the average of 132 chip samples taken on the Stemwinder property in 1899 averaged 0.27 oz Au per ton. This compares closely with a mill test carried out that year on 353 tons, which also averaged 0.27 oz per ton.

Shipments (probably hand-sorted) from the Morning Star property in 1935 totalled close to 3,000 tons, which averaged 0.53 oz Au per ton.

The quartz veins occur across a width of about 500 feet with the majority within the sheared metasediments. However, a number of gold-bearing quartz veins have also been found within the intrusive granitic rocks to both northeast and southwest.

It appears that the ground along strike from the known Fairview vein system has never received the benefit of modern exploration techniques to check for the presence of hidden veins and it is felt that this should be carried out at this time.

RECOMMENDATIONS

It is recommended that:

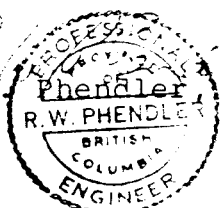
- 1) A grid be established over the Lynda Lou II claim.
- 2) A geochemical survey be carried out over the grid.
- 3) A V.L.F. electromagnetic survey and a magnetometer survey be carried out over the grid.
- 4) Prospecting and geological mapping be carried out over the grid.

COST ESTIMATE

1) Establish grid - 20 miles at \$300/mile	\$6,000
2) Geochemical survey (for gold)	8,000
3) Assay determination	3,500
4) V.L.F. and magnetometer survey	9,000
5) Prospecting and geological mapping	5,000
6) Engineering, geology, reports, etc.	6,000
7) Travel and accommodation	<u>6,000</u>
	Total - \$43,500
	15% Contingencies - <u>6,525</u>
	Total - \$50,025

The sum of \$50,000 should be made available at this time to carry out the above program. If results are favourable, additional funds may be required to carry out additional exploration work.

Respectfully submitted,

R.W. Phendler P. Eng.


PART "B"INTRODUCTION

At the request of the Board of Directors of Checkmate Resources Ltd., the writer examined the Lynda Lou 2 claim on July 2 , 1983. He was accompanied and guided by Mr. G. Bowes.

Many pieces of quartz float were seen. The legal corner post and sufficient claim lines were observed to satisfy the writer that the claim was staked in accordance with the Mineral Act of British Columbia.

LOCATION AND ACCESS

The Lynda Lou 2 claim is located at an elevation of 3,000 - 5,500 feet (900 - 1,670 meters) about 300 kilometers east of Vancouver and 45 kilometers south of Penticton in south central British Columbia. It lies close to a dirt road between Cawston on Highway 3 and Oliver on Highway 97 and is accessible (about 10 kilometers) from both towns. This back road passes through the old abandoned mining camp of Fairview, which was active in the 1930's.

The claim lies on a westerly facing slope of moderate topography with the lower levels being grass covered (below 4,000 feet) and the higher elevations having a moderate tree cover of mixed varieties.

The area is relatively dry with only a few intermittent streams flowing west and northwestward.

No buildings exist on the property.

PROPERTY AND OWNERSHIP

The Lynda Lou 2 claim contains 20 units (4 south, 5 west) with the legal corner post being located in the northeast extremity. They were recorded on May 25, 1983 and have been acquired by Checkmate Resources Ltd. Ltd.

HISTORY

The Fairview Camp is one of the older mining camps in British Columbia with work being carried out on the Stemwinder property as early as 1899. At that time, the Main level drifting totalled 780 feet on a gold bearing quartz vein that was continuous and measured up to 20 feet in width. A raise to the upper level was continuously in "ore". A lower crosscut also cut the main vein where it was 7.0 feet in width. An average of 132 samples taken in the mine and a mill test of 353 tons averaged about 0.27 oz Au per ton. No work was carried out in the following year (1900) due to the bad effect the Boer War was having on the English money market. Canadian capital was acquired and it was intended to sink the shaft to the 500 foot level. This shaft was later sunk and a considerable amount of "ore" was extracted up to 1905. Three distinct veins were worked to a depth of 500 feet.

The Morning Star (Fairview) Gold Mines, Ltd., held about one mile of the quartz vein system and it is reported that several hundred tons of "rich ore" was mined from surface around 1900. Little was done until 1933 when underground work commenced. Two strong gold-bearing quartz veins occur on the property, in sheared greenstone with several lesser veins both in greenstone and in granite. During 1935, the property shipped 2,983 tons averaging 0.53 oz Au per ton. The price of gold had recently been increased from \$20 to \$35 per ounce.

It was considered that the Stemwinder property, which is located 2.5 kms northeast of the Lynda Lou 2 claim, was the principal producer of the camp.

It is understood that Cominco Ltd. has been investigating the Fairview Camp recently and may carry out some diamond drilling during 1983.

GEOLOGY AND MINERALIZATION

The area in which the Lynda Lou 2 claim is located is underlain by a series of schists, quartzites and minor crystalline limestones known as the Kobau Group of Carboniferous Age. All these rocks have a pronounced schistosity, striking northwesterly and dipping at varying, generally steep angles to the northeast.

Intruding these metamorphic rocks, which are believed to have been derived from sedimentary formation, is a plug of quartz diorite considered to be part of the Nelson plutonic group of Cretaceous Age. This plug is oval in shape measuring about 3 kilometers in length and is located just east of the Lynda Lou 2 claim. It is medium grained, flesh coloured to light brown and locally has a gneissic structure.

About 500 meters to the north of the Nelson quartz diorite plug is an elongate intrusive of light pink to grey, medium to coarse-grained granite locally known as the Oliver intrusive but grouped as part of the Valhalla intrusives. It is considered to be younger than the Nelson intrusives but also of Cretaceous Age.

Two types of dykes occur in the area, a felsitic type and a more basic type, probably a diabase.

Mineralization in the Fairview Camp consists of a series of gold-bearing quartz veins associated with a strong shear zone which runs along the contact between the meta-sediments (Kobau formation) and the Nelson granodiorite (see Figure 2). This shear zone is about 3,000 meters in length and the vein system often has as many as five shoots parallel to one another. Widths of up to 30 feet have been reported as well as small amounts of pyrite, galena and sphalerite.

The veins occur, 1) within the schist conforming with the schistosity; 2) within the schist crosscutting the lineation; or 3) within either of the two granitic intrusives. The first type has received most attention and probably was the source of most of the production. The potential shear zone curves with the greenstone-granite contact changing from a strike of N 15° W in the south to N 70° W in the northwest.

Individual veins often attain lengths of 200 feet or more and widths in the 7 - 12 foot range were common. No deep exploratory work has ever been carried out in the camp nor has it been reported that the zone terminates along strike at either end.

The Susie property, which lies three kilometers north of the Lynda Lou 2 property, consists of a wide, flat-lying quartz vein striking northeasterly. Width is about 10-15 feet and is within the Valhalla granite. It was reported that a considerable tonnage had been developed by underground workings and that a larger tonnage was indicated by surface diamond drill holes.

"High" gold assays were reported on the Torres Group of claims, which lie 4 kilometers to the north within

granites. The quartz vein strikes E-W and dips 40° to the north.

Old records show very little in the way of grade other than that samples taken from the Stemwinder property averaged 0.27 oz Au and that one year's production (3,000 tons) from the Morning Star claim averaged 0.53 oz Au per ton. Undoubtedly this material was hand sorted before shipping, as was the practice at that time (1935).

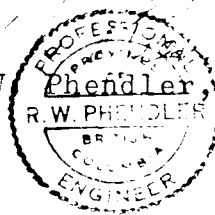
COMMENT

There appears to be a good possibility that the gold-bearing quartz veins and the Fairview shear zone continue to follow the north edge of the Nelson granite intrusive. Or that other parts of the contact zone may contain similar type quartz veins.

An examination of Figure 2 shows that the potential zone may continue to the vicinity of the Lynda Lou 2 claim and that veins may be obscured by overburden. This possibility exists and modern exploration techniques (geochemistry, geophysics) may disclose the presence of shear zones (hopefully with quartz veins) or anomalous gold values in soils.

Respectfully submitted,

R.W. Phendler, P. Eng.



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


CERTIFICATION

I, R.W. PHENDLER, of 7360 Decourcy Crescent, in the Municipality of Richmond, in the Province of British Columbia, hereby certify as follows:

- 1) THAT I am a registered member of the Association of Professional Engineers of British Columbia - November 4421 - 1963.
- 2) THAT I am a graduate of McGill University, Montreal, with a Bachelor of Science degree in geology.
- 3) THAT I have practiced my profession continually as mine, exploration and consultant geologist for the past 29 years in all parts of Canada, the U.S.A., Mexico, Peru, Colombia and Chile.
- 4) THAT I have no interest directly or indirectly in the Lynda Lou claim, nor do I own directly or indirectly, any shares of Checkmate Resources, Ltd.
- 5) THAT the information contained in this report was compiled as a result of my examination of the Linda Lou 2 property July 2, 1983.
- 6) THAT I hereby consent to the publication of my report entitled "Report on the Lynda Lou 2 property, Fairview Camp, Osoyoos Mining Division, British Columbia, dated July 10, 1983, in a prospectus or a statement of material facts.

DATED at Vancouver, in the Province of British Columbia, this 13th day of July, 1982.

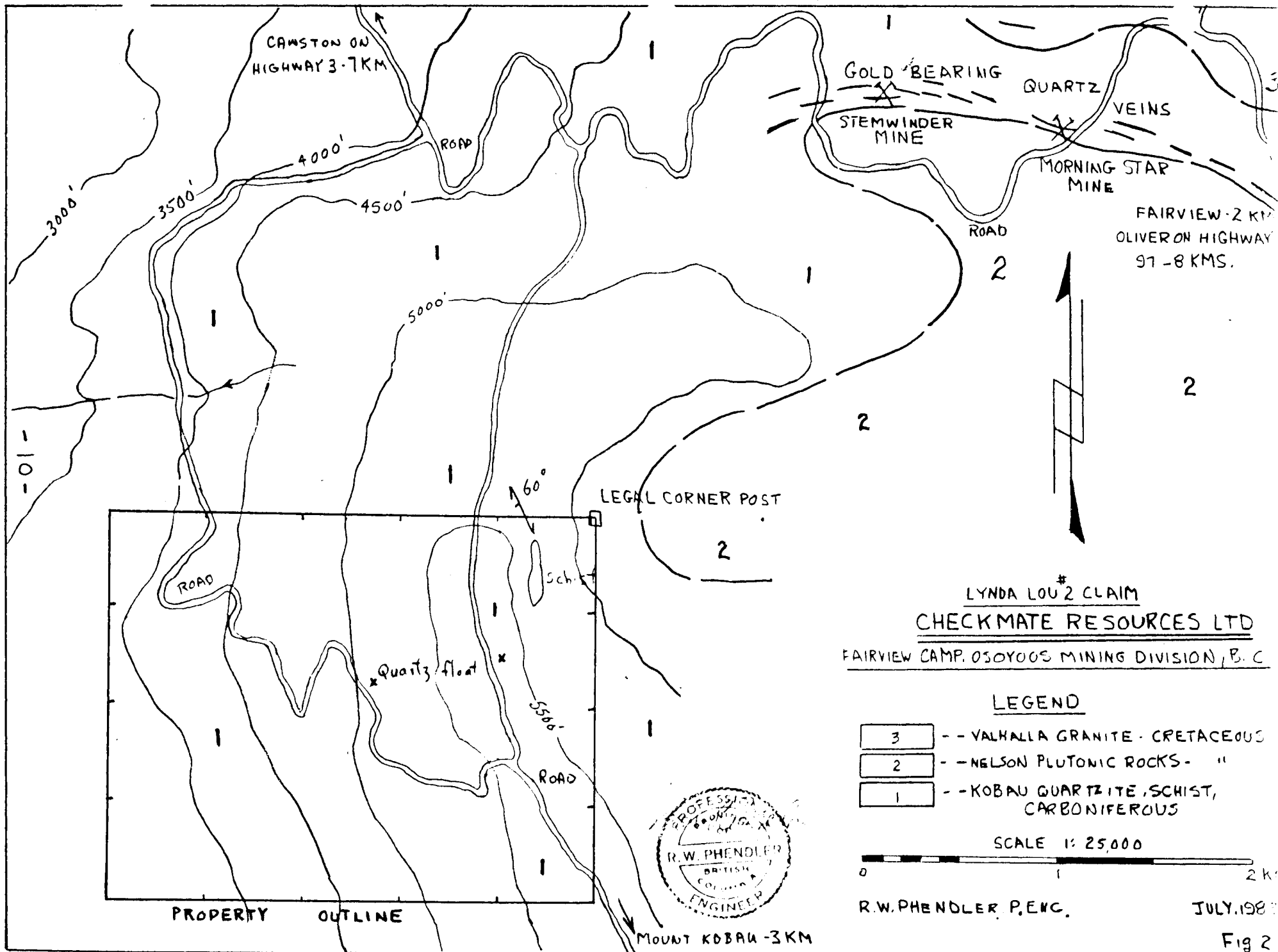
R. W. PHENDLER P. ENG.



A circular professional seal for R.W. Phendler, a Professional Engineer in British Columbia. The seal contains the text: 'PROFESSIONAL ENGINEER', 'R. W. PHENDLER', and 'BRITISH COLUMBIA'.

BIBLIOGRAPHY

- 1) Cockfield, W.E. - "Lode Gold Deposits of the Fairview Camp, Camp McKinney and Vidette Lake Area and the Dividend-Lakeview Property near Osoyoos, B.C." - Memoir 179 - Geological Survey of Canada - 1935.
- 2) B.C. Minister of Mines Annual Report, 1899 and 1900.
- 3) Little, H.W. - "Geological Map of the Kettle River (West Half), British Columbia" - Geological Survey of Canada - Map 15-1961 (A Revision of Map 538A)
- 4) Phendler, R.W., P. Eng. - "Report on the Lynda Lou I property, Fairview Camp, Osoyoos Mining Division, British Columbia" - May 20, 1983.

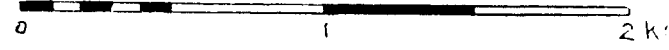


 LYNDA LOU 2 CLAIM
CHECKMATE RESOURCES LTD
 FAIRVIEW CAMP. OSOYOOS MINING DIVISION, B. C.

LEGEND

- 3 - - VALHALLA GRANITE - CRETACEOUS
- 2 - - NELSON PLUTONIC ROCKS - "
- 1 - - KOBAN QUARTZITE, SCHIST, CARBONIFEROUS

SCALE 1: 25,000



R.W. PHENDLER, P. ENG.

JULY, 1987

Fig 2



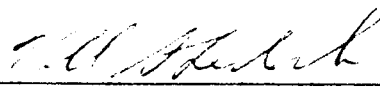
CERTIFICATE

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

DATED at Vancouver, British Columbia, this 27 day of July, 1983.



Director and President
Promoter



Director and Secretary
Promoter



Director and Promoter