

THE SECURITIES OFFERED FOR SALE THROUGH THIS PROSPECTUS MAY ONLY BE LAWFULLY OFFERED FOR SALE IN THOSE JURISDICTIONS IN WHICH THIS PROSPECTUS HAS BEEN ACCEPTED FOR FILING 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

EFFECTIVE DATE: AUGUST 4, 1988

CASTLE MINERALS INC.
413 - 475 Howe Street
Vancouver, British Columbia
V6C 2B3

PUBLIC OFFERING:

450,000
~~600,000~~ Common Shares

Shares	Price to Public	Commission	Net Proceeds to be received by the Issuer
Per Share	\$0.40	\$0.06	\$0.34
Total	\$240,000	\$36,000	\$204,000*

*less the cost of issue estimated to be \$20,000.

THERE IS PRESENTLY NO MARKET THROUGH WHICH THESE SECURITIES MAY BE SOLD. THE OFFERING PRICE HAS BEEN ARBITRARILY ESTABLISHED BY THE COMPANY WHICH DOES NOT REPRESENT THAT THE SHARES HAVE A MARKET VALUE OR COULD BE RESOLD AT SUCH PRICE.

UPON COMPLETION OF THIS OFFERING THE COMMON SHARES ISSUED HEREUNDER WILL REPRESENT 33.22% OF THE TOTAL ISSUED COMMON SHARES OF THE COMPANY AS COMPARED TO 43.18% THAT WILL THEN BE OWNED BY THE PROMOTERS, DIRECTORS AND SENIOR OFFICERS OF THE COMPANY.

ONE OR MORE OF THE DIRECTORS OF THE COMPANY HAS AN INTEREST, DIRECT OR INDIRECT, IN OTHER NATURAL RESOURCE COMPANIES. REFERENCE IS MADE TO PARAGRAPH 6 UNDER THE HEADING "RISK FACTORS" ON PAGE 9.

A PURCHASE OF THE SECURITIES OFFERED BY THIS PROSPECTUS MUST BE CONSIDERED A SPECULATION. THE PROPERTY IN WHICH THE COMPANY HAS AN INTEREST IS IN THE EXPLORATION AND DEVELOPMENT STAGES ONLY AND IS WITHOUT A KNOWN BODY OF COMMERCIAL ORE. REFERENCE IS MADE TO PARAGRAPH 6 UNDER THE HEADING "RISK FACTORS" ON PAGE 9.

REFERENCE IS MADE TO PAGE 15 FOR DETAILS OF SHARES HELD BY UNDERWRITERS.

THIS OFFERING IS SUBJECT TO A MINIMUM SUBSCRIPTION BEING RECEIVED BY THE ISSUER WITHIN 180 DAYS OF AUGUST 4, 1988 (DATE OF RECEIPT OF PROSPECTUS). FURTHER PARTICULARS OF THE MINIMUM SUBSCRIPTION ARE DISCLOSED ON PAGE 2 UNDER THE CAPTION "MINIMUM SUBSCRIPTION".

THE VANCOUVER STOCK EXCHANGE HAS CONDITIONALLY LISTED THE SECURITIES BEING OFFERED PURSUANT TO THIS PROSPECTUS. LISTING IS SUBJECT TO THE ISSUER FULFILLING THE LISTING REQUIREMENTS OF THE VANCOUVER STOCK EXCHANGE ON OR BEFORE FEBRUARY 1, 1989 INCLUDING PRESCRIBED DISTRIBUTION AND FINANCIAL REQUIREMENTS.

NO PERSON IS AUTHORIZED BY THE COMPANY 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.

WE, AS AGENTS, OFFER THESE SECURITIES SUBJECT TO PRIOR SALE, IF, AS AND WHEN ISSUED BY THE COMPANY AND ACCEPTED IN ACCORDANCE WITH THE CONDITIONS CONTAINED IN THE AGENCY AGREEMENT REFERRED TO UNDER "PLAN OF DISTRIBUTION" ON PAGE 1 OF THIS PROSPECTUS.

GEORGIA PACIFIC SECURITIES CORPORATION
16th Floor - 555 Burrard Street
Vancouver, British Columbia

and

WEST COAST SECURITIES LTD.
400 - 815 West Hastings Street
Vancouver, British Columbia

DATED: July 26, 1988

PROSPECTUS SUMMARY

The following is a summary of the principal features of this Offering only and should be read in conjunction with the detailed information and financial statements appearing in this Prospectus.

- The Company:** Castle Minerals Inc. (the "Company") was incorporated February 19, 1987 in British Columbia and commenced operations on May 1, 1987. The Company is engaged in the acquisition, exploration and development of natural resource properties.
- This Offering:** This Offering will consist of 600,000 shares at a price of \$0.40 per share. It is subject to a minimum subscription as described on page 2.
- Use of Proceeds:** The proceeds from this Offering will be \$240,000. before expenses of issue estimated at \$20,000. and commissions of \$36,000. which proceeds shall be primarily expended upon a recommended exploration program on the Company's Wren Claim Group property in the Lillooet Mining Division, British Columbia. The balance will be added to working capital. See reference under caption "Use of Proceeds" at page 2.
- Risk Factors:** The purchase of any shares offered hereby must be considered speculative due to various factors, including the nature of the Company's business in its present state of development. The Company's existing mineral properties are without a known body of ore. Proposed programs are exploratory in nature.
- Attention is directed to further information, including the pro forma dilution of an investment in the shares offered hereby, set forth under the caption "Risk Factors" on page 9.
- The Wren Claim Group Property:** The Wren Claim Group Property consists of the following mineral claims located near Pemberton, British Columbia:
1. "Wren" 20 unit modified grid mineral claim.
 2. "Jay" 2 Post Claim.
 3. "Robin" 2 Post Claim.
 4. "Crow" 2 Post Claim.
 5. "Sparrow" 12 unit modified grid mineral claim.
- Further particulars are given under the captions "The Property", "Location and Access" and "History" on pages 4 to 7 inclusive.

CASTLE MINERALS INC.

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PLAN OF DISTRIBUTION

Offering

The Company by its Agents hereby offers (the "Offering") to the public through the facilities of the Vancouver Stock Exchange (the "Exchange") Six Hundred Thousand Common (600,000) Shares (the "Shares") of the Company at a price of \$0.40 per share. The Offering will be made in accordance with the rules and policies of the Exchange and on a day (the "Offering Day") determined by the Agents and the Company, with the consent of the Exchange, within a period of 180 days from the date upon which the shares of the Company are conditionally listed on the Exchange ("the Effective Date").

Appointment of Agents

The Company, by an agreement (the "Agency Agreement"), dated March 31, 1988 appointed Georgia Pacific Securities Corporation and West Coast Securities Ltd. as its agents (the "Agents") to offer the Shares through the facilities of the Exchange.

<u>Agent</u>	<u>Participation</u>
Georgia Pacific Securities Corporation	400,000
West Coast Securities Ltd.	200,000

The Vancouver Stock Exchange has conditionally listed the securities being offered pursuant to this Prospectus. Listing is subject to the Issuer fulfilling the listing requirements of the Vancouver Stock Exchange on or before February 1, 1989 including prescribed distribution and financial requirements.

The Agents will receive a commission of \$0.06 per Share.

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

The obligations of the Agents under the Agency Agreement may be terminated before the opening of the market on the Offering Day at the Agents' discretion on the basis of their assessment of the state of the financial markets and may also be terminated at any time upon the occurrence of certain stated events.

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

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 Company may purchase shares from this Offering.

Minimum Subscription

In the opinion of the Company's directors it will be necessary that all 600,000 shares offered by this Prospectus be sold to net the Company \$204,000. in order to carry out the recommendations set forth under the heading "Use of Proceeds" and provide adequate working capital.

All monies received from the sale of shares sold pursuant to this Prospectus in British Columbia on the Offering Day shall be held in trust by Montreal Trust Company of Canada until such time as the Minimum Subscription of \$240,000. has been met. If the objective of \$240,000. is not attained on the Offering Day which shall be within a period of 180 days from the Effective Date, all monies will be returned with accrued interest and without any deduction to the subscribers.

USE OF PROCEEDS

As of July 26, 1988 the Company had a working capital deficiency of \$9,403.00. The net proceeds of \$204,000. from the Offering together with the working capital deficiency will be used as follows:

1.	Cost of this issue including legal, audit and printing	\$ 20,000.
2.	To carry out the Phase I program of work on the Wren Mineral Group property as recommended by R.A. Gonzalez in his January 29, 1988 report	\$100,000.
3.	Unallocated funds to be added to working capital	<u>\$ 77,382.</u>
		<u>\$197,382.</u>

The proceeds from the sale of shares offered by this Prospectus are intended to be used for the purposes set forth above. In carrying out the above program of work the Company will not discontinue or depart from the recommended program of work unless advised in writing by its consulting engineer to do so. Should the Company contemplate any such change or departure, notice thereof will be given to all shareholders. If such a change occurs during the primary distribution of shares via this Prospectus, an amendment thereto will be filed.

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 shares 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 shares offered by this Prospectus, approval by the members of the Company must first be obtained and notice of the intention must be filed with the regulatory securities bodies having jurisdiction over the sale of the shares offered by this Prospectus.

In the event of any material change in the affairs of the Company 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 Company in accordance with the requirements of the appropriate regulatory authorities.

SHARE CAPITAL STRUCTURE

<u>Designation of Security</u>	<u>Amount Authorized</u>	<u>Amount Outstanding as of 31 May 1988</u>	<u>Amount Outstanding as of the date hereof</u>	<u>Amount Outstanding if all Shares are Sold</u>
Common	10,000,000	1,206,002	1,206,002	1,806,002

As of the 31st day of May, 1988, the Issuer's deficit amounted to \$47,438.

There are 180,600 shares subject to directors and employees incentive stock options exercisable at \$0.40 per share to March 31, 1993. For details see "Options to Purchase Securities" on page 12.

NAME AND INCORPORATION OF COMPANY

Castle Minerals Inc. (the "Company") was incorporated on February 19, 1987 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 Company is
413 - 475 Howe Street, Vancouver, B. C. V6C 2B3.

The address of the Registered and Records Office of the Company is 1157 - 409 Granville Street, Vancouver, B. C. V6C 1T2

DESCRIPTION OF BUSINESS AND PROPERTY OF THE COMPANY

Business

The Company is a natural resource company engaged in the acquisition, exploration and development of mineral properties. The Company 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

1. By an Option Agreement dated August 31, 1987 between James G. McDonald and John P. McGoren, both of 110 - 1285 West Pender Street, Vancouver, B. C. as Optionors (both at arm's length with the Company) and the Company as Optionee, the Company was granted an option to purchase the following modified grid mineral claim situated in the Lillooet Mining Division, Province of British Columbia:

<u>Name of Claim</u>	<u>Record No.</u>	<u>Units</u>	<u>Expiry Date</u>
Wren	3835	20	October 5, 1988

for \$5,000. and 100,000 shares of the Company and the expenditure on the Property of \$120,000. as follows:

- a. \$5,000. upon execution of the Option Agreement (this sum has been paid).
- b. 25,000 shares upon issuance of a receipt by the Superintendent of Brokers for the Optionee's Prospectus, but not later than the 31st day of August 1988.
- c. 25,000 shares following receipt of a favourable report on the results of a first phase program of work on the Property from the Optionee's consulting engineer, but not later than six months from the date of the receipt referred to in sub-paragraph b. above.
- d. 25,000 shares following receipt of a favourable report on the results of a second phase program of work on the Property from the Optionee's consulting engineer, but not later than 12 months from the date of receipt referred to in sub-paragraph b.

- e. 25,000 shares following receipt of a favourable report on the results of a third phase program of work on the Property from the Optionee's consulting engineer, but not later than 18 months from the date of the receipt referred to in sub-paragraph b.
- f. The carrying out of work on the Property by the Optionee of a minimum value as follows:
 - i. work to a value of \$60,000. prior to the 31st day of August 1988.
 - ii. Further work to a value of an additional \$60,000. prior to the 31st day of August 1989, with the proviso that any work carried out on the Property over and above the minimum requirement for the first year shall be credited to the minimum expenditure required for the second year.

Each of the share issuances pursuant to sub-paragraphs b. to f. is subject to the acceptance by regulatory authorities of favourable progress reports.

A royalty of one percent of net smelter returns has been reserved to the Optionors. Net smelter returns are defined as:

"the actual proceeds received by the Optionee from a smelter or other place of sale in respect of all smelter treated ore removed by the Optionee from the mineral claims, as evidenced by its returns or settlement sheets, after deducting from the proceeds all freight or other transportation costs from the shipping point to the smelter or other place of sale, but without any other deduction whatsoever."

2. By Bill of Sale dated February 12, 1988, three (3) additional 2 Post Claims and one (1) additional modified grid claim consisting of 12 units were purchased from Jeffrey Hume Aitken, of 6150 Cottonwood Street, Delta, B. C. one of the directors of the Company for the price of \$3,500. which sum represents reimbursement of out-of-pocket expenses incurred by that director in the acquisition of said claims. These additional claims are all contiguous to the Wren Claim and situated in the Lillooet Mining Division.

Particulars:

a. 2 Post Claims

<u>Name of Claim</u>	<u>Record Number</u>	<u>Expiry Date</u>
Jay	3819	21 September 1988
Robin	3820	21 September 1988
Crow	3821	21 September 1988

b. Modified Grid Claim

<u>Name of Claim</u>	<u>Units</u>	<u>Record Number</u>	<u>Expiry Date</u>
Sparrow	12	3817	21 September 1988

Location and Access

The Wren Mineral Group Claims are located on the south side of Rutherford Creek in southwestern British Columbia, in moderately steep, mountainous terrain, approximately 120 km north of Vancouver, The town of Pemberton is 10 km north, and the village of Whistler is approximately 15 km to the south. Terrestrial co-ordinates for the center of the claim block are:

50° 16' North Latitude
123° 00' West Longitude
NTS 92 J/6E and 7W

The property is at an elevation which ranges from 800 m (2,600 feet) along Rutherford Creek, to over 2,150 m (7,060 feet) at the ridge top which divides the east flowing Rutherford Creek and Soo River drainages.

Access to the property is along a low-maintenance, dry weather logging road which trends westward along the north side of Rutherford Creek and which connects with the Vancouver - Pemberton Highway (B.C. Highway 99) approximately 10 km south of the town of Pemberton. The north boundary of the property is immediately south of a logging bridge which crosses Rutherford Creek. The lower, northern portion of the claim group was logged during 1986 and 1987 and several logging roads cross the property.

Additional information concerning the property will be found in the Geological Report on the Wren Claim Group by R.A. Gonzalez, M.Sc., F.G.A.C., dated January 29, 1988, a copy of which is attached hereto and forms part of this Prospectus.

History

The following information is taken from Mr. Gonzalez' report:

"The area was first staked in the mid-1970's by the Rainbow Syndicate, a syndicate consisting of Newmont Exploration of Canada Ltd. (40%); Union Oil Company of Canada Ltd. (Calgary) (40%); Bethlehem Copper Corporation (20%); and John McGoran, (geologist). The area was staked as the GL Claims after a regional stream sediment sampling programme identified anomalous zinc and gold in the Rutherford Creek drainage. From 1977 to 1980, the property was geologically mapped and soil sampled. A geochemically anomalous area 200 x 250 m was outlined and contained values up to 780 ppb gold. Panning the soils within the anomalous area returned visible flakes of angular gold. In 1980, an I.P.

survey (a single-line, test survey) was conducted over the anomalous area and a 100 m long anomaly, believed to be disseminated pyrite, was outlined. This anomalous zone was below the area where gold had been panned from the soils. A gasoline powered underground slusher was mobilized on to the property, and a small trench was dug across the anomalous zone. This trench exposed a silicified, pyrite-bearing shear zone, but rock samples from the trench carry only low gold values. Two drill holes were proposed to test the I.P. anomaly at depth; however, the Syndicate was dissolved prior to the drilling, and the property was returned to Mr. McGoran who later allowed the claims to lapse.

As soon as the ground was open to staking, the original GL claims were covered by the Wren Claim and optioned to CASTLE MINERALS INC."

Summary of Work Performed by the Company

The following information is taken from the report of Mr. Gonzalez:

"In 1987, CASTLE MINERALS relocated the Syndicate's trench and established a grid over the northern portions of the property east of the trench. Logging activity, especially road building, has exposed the shear zone in several widely spaced road cuts and consequently greatly enlarged its surface dimensions. Grid lines 50 m (164 feet) apart were cut over the lower slopes of the Wren and Sparrow Claims. The grid was established to expand the area of known gold mineralization. All grid lines were soil or rock chip sampled at 20 m intervals. In addition to the grid sampling, all logging roads crossing the claim group were sampled at 20 m or 40 m intervals. Approximately 14 line km of grid lines and road traverses were sampled and a total of 899 samples were collected and analysed. Figure 4 shows the grid, road, and traverse locations relative to the claims boundaries and indicates the sample sites.

Results of the geochemical programme were very encouraging. Samples ranged from 1 ppb to 5,690 ppb. With an anomalous threshold is arbitrarily set at 100 ppb gold, over 15% of the samples are anomalous (Table II).

Several grid lines and roads were used to test the effectiveness of a ground magnetometer and VLF-EM surveys. Due to technical problems only a few lines were surveyed with the magnetometer; however, what information was obtained indicated that the magnetometer is useful in identifying changes in rock types. Several of the grid lines were surveyed with an EM 16 VLF-EM unit which, combined with geology, appears to outline the limits of the shear zone."

Geology

Reference is made to item 2.0 "Geology" at pages 6 and 7 of the report of Mr. Gonzalez for details of the regional and local geology found in the area surrounding the Wren Mineral Group.

Mineralization

Reference is made to Table 2 "Histogram showing the distribution of gold in soil and rock samples" at page 9 of the report of Mr. Gonzalez.

Conclusions and Recommendations

Mr. R.A. Gonzalez concludes in his report the following at page 12 under item 4.0:

"Exploration by Castle Minerals confirms the previous work and indicates that several shear zones, the widest is approximately 750 m wide, are present and extend beyond the claim boundaries in both the northern and southern directions.

The Wren Group has a potential for the occurrence of gold mineralization associated with structurally controlled, silicified shear zones. Work done to date by the various operators is sound exploration work but additional work is required to fully evaluate the area's economic potential.

The property is an interesting prospect with sufficient merit to warrant additional exploration."

At page 13 under item 5.0, in his report, Mr. Gonzalez recommends the following:

"The first phase of the evaluation of the Wren Group should provide for 1) basic geologic information on rock types and structures, 2) determine the geological association between structural features and mineralization, 3) additional prospecting in areas of anomalous geochemical samples and along structural features, 4) additional geochemical sampling of soils and mineralized rocks surrounding areas underlain by shear zones, 5) to aid in geological interpretation, geophysical surveying for precise anomaly definition including rock types (ie contacts) and structural features. The objective of this exploration phase is, of course, to identify and adequately define target areas for subsequent drilling and trenching.

Procedures in the first phase of evaluation are for the most part self evident. However, particular attention should be paid to areas of silicification and structural features such as shear zones and shear directions. Since most horizons of potential interest are obscured by overburden, geophysical and geochemical surveying will likely be found to be a particularly valuable evaluation method.

Follow-up soil sampling on the Wren and Sparrow Claims should be analyzed for 31 elements using the ICP technique and gold by fire assay after pre-concentration. In the absence of outcrops, strongly anomalous conditions would constitute sufficient reason to consider drilling or trenching.

The estimated costs for Phase I operation for the evaluation of the Property are as follows:

PHASE I COSTS:

- Geological Mapping, Prospecting	\$ 4,000.
- Geophysical Surveys (ground Mag. & EM)	1,500.
- Geochemical Surveys, Sampling	1,500.
- Preliminary Diamond Drilling for Geological Information (457 m @ \$92/m)	42,000.
- Assaying	8,000.
- Supervision	7,000.
- Equipment Purchase & Rental	6,000.
- Consulting, Compilation	4,000.
- Drafting Services	1,000.
- Food & Accomodations	4,000.
- Vehicle, Travel & Supplies	2,000.
- Licenses & Fees	5,000.
- Administration	<u>5,000.</u>
Subtotal	\$ 91,000.
Contingencies (@ 10%)	9,000.
- ESTIMATED TOTAL COST - PHASE I	\$100,000."

THERE IS NO UNDERGROUND OR SURFACE PLANT OR EQUIPMENT ON THE WREN CLAIM GROUP PROPERTY, WHICH IS WITHOUT A KNOWN BODY OF COMMERCIAL ORE. THE PROPOSED PROGRAM IS AN EXPLORATIORY SEARCH FOR ORE.

RISK FACTORS.

Investment in developmental stage ventures such as the Company is highly speculative and subject to numerous and substantial risks. Therefore, prospective purchasers should carefully consider the following risk factors:

1. Since the Company has no past history of operations, the price at which the shares are offered hereby has been arbitrarily determined and bears no relationship to earnings, book value, or other criteria of value, and any real value attributable to the Company's shares is dependent upon the

discovery of commercially mineable ore of which there is no assurance.

2. Upon completion of the offering herein, shares issued to the public will represent 33.22% of the total shares outstanding as compared to 43.18% that will then be owned by promoters, directors, and officers of the Company.

3. Purchasers of shares will suffer an immediate substantial dilution because the net tangible book value per share after the offering will be substantially less than the public offering price.

As of the date of this Prospectus the Company had a total of 1,206,002 shares issued and outstanding. The net book value (total assets less total liabilities) of the shares as reflected in the Company's March 31, 1988 audited financial statement, was \$85,130. or approximately \$0.070 per share. After the sale of 600,000 shares offered hereby a total of 1,806,002 shares will be outstanding and the net tangible book value per share will be \$0.160 per share. Public investors will have experienced an immediate dilution of \$0.240 per share (60.0%).

4. A substantial amount of exploratory work will have to be done before a determination can be made as to whether or not the property contains commercially mineable ore bodies. If results prove favourable, further financing will be necessary. There is no assurance the Company can obtain such financing, and if financing is obtained, that it would be on terms favourable to the Company.

5. The Company's Wren Mineral Group property has not been surveyed and therefore the precise location and area of the property may be in doubt.

6. Some of the directors of the Company also serve as directors of other companies involved in natural resource development.

Accordingly, it may occur that mineral properties will be offered to all the companies. Furthermore, the Company and the other companies may participate in the same properties. As a result, there may be situations which involve a conflict of interest. In that event, the directors would not be qualified to vote at meetings of directors on resolutions which involve any such conflict. The directors of the Company will attempt to avoid dealing with such other companies in situations where conflicts might arise and will at all times use their best efforts to act in the best interests of the Company.

PROMOTERS

Jeffrey H. Aitken and Walter Passaglia are the Company's promoters.

Messrs. Aitken and Passaglia through their respective companies Vanbrugh Management Ltd. and Superstar Investments Ltd. respectively, each hold 325,000 escrowed shares issued by the Company at the price of \$0.01¢ per share. Mr. Aitken is the principal of Vanbrugh Management Ltd. and Mr. Passaglia is the principal of Superstar Investments Ltd. As of May 1, 1987, the Company entered into a management agreement with Vanbrugh Management Ltd. and Superstar Investments Ltd. which calls for a management fee of \$2,000.00 per month. Between May 1, 1987 to May 31, 1988, a total of \$26,000.00 has been received by those two companies from Castle Minerals Inc. as management fees.

Mr. Aitken holds incentive stock options for 90,300 shares at \$0.40¢ per share. Mr. Passaglia holds incentive stock options for 45,100 shares at \$0.40¢ per share.

LEGAL PROCEEDINGS

There are no legal proceedings to which the Company or any of its property is the subject. No such proceedings are known to be contemplated.

ISSUANCE OF SHARES

The Company's authorized capital is 10,000,000 common shares without par value of which 1,206,002 are issued as fully paid and non-assessable.

All 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 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.

DIRECTORS AND OFFICERS

The Directors and Officers of the Company are:

Jeffrey Hume Aitken*
6150 Cottonwood Street
Delta, B. C.
President & Director

Mr. Aitken was a commissioned officer in the Canadian Armed Forces from 1977 to 1982. After his retirement in 1982, he was self-employed in products development until 1983. Since that time he has been employed as an executive with several resource companies. He is a director or officer of the following other reporting companies, namely: Gladiator Resources Ltd., Bowes Lyon Resources Ltd., Presidential Forest Products Ltd., Defiant Minerals Inc. and Sphinx Mining Inc.

Walter Passaglia
1348 Coast Meridian Road
Coquitlam, B. C.
Secretary & Director

Mr. Walter Passaglia received his B.A. from Simon Fraser University in 1982. From 1979 to 1982 he was a professional football player with the Winnipeg Blue Bombers and Montreal Alouettes. Since 1982, he has been employed as an executive with several resource companies. He is a director or officer of the following other reporting companies, namely: Gladiator Resources Ltd., Bowes Lyon Resources Ltd., Presidential Forest Products Ltd. and Defiant Minerals Inc.

Lui Passaglia*
1355 Glenbrook Street
Coquitlam, B. C.
Director

Mr. Lui Passaglia has been a professional football player since 1976. He is a director of one other reporting company, namely: Defiant Minerals Inc.

Loris Passaglia*
1340 Coast Meridian Road
Coquitlam, B. C.
Director

Mr. Loris Passaglia has been a self-employed contractor since 1972. He is a director or officer of the following other reporting company, namely: Defiant Minerals Inc.

*Members of Audit Committee.

None of the directors has expertise in the mining industry or direct field experience in exploration and development of mineral properties. The Company has retained the services of R.A. Gonzalez, M.Sc., F.G.A.C., as a consultant to the Company. No properties will be acquired or programs of work carried out without consulting Mr. Gonzalez and acting upon his recommendation.

EXECUTIVE COMPENSATION

The Company has two executive officers. There is no arrangement pursuant to which directors are compensated by the Company for their services in their capacity as directors and none is contemplated. In the event the Company decides to pay appropriate remuneration to one or more executive officers or directors at a later date, such remuneration will be within standard guidelines and subject to the approval of regulatory authorities. The Company pays a monthly management fee of \$2,000. per month to related companies. See reference on page 11 under caption "Promoters". No other cash compensation has been paid to the Issuer's executive officers for services rendered during the most recently completed financial year.

OPTIONS TO PURCHASE SECURITIES

As of the date hereof the following options are outstanding for a period of five years from March 31, 1988 exercisable at \$0.40 per share:

<u>Holder of Options</u>	<u>Number of Holders</u>	<u>Number of Shares</u>
Directors	Three	90,300
Employees	One	90,300

No other options were issued to the executive officers since incorporation.

ESCROWED SHARES

As of the date of this Prospectus 750,000 shares are held in escrow by Montreal Trust Company of Canada, 2nd Floor, 510 Burrard Street, Vancouver, B. C. V6C 3B9, subject to the direction or determination of the Superintendent of Brokers and Vancouver Stock Exchange. 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 tradings of the shares without the prior consent of the Superintendent of Brokers and Vancouver Stock Exchange.

The Superintendent or Exchange may permit the release of all or a portion of the shares based, among other things, upon the future success of the Company. Any shares not released at the expiration of ten years from the Effective Date of this Prospectus will be automatically cancelled. The complete text of the escrow agreement is available for inspection at the Company's registered office.

<u>Designation of Class</u>	<u>Number of Securities Held in Escrow</u>	<u>Percentage of Class After Offering</u>
Common	750,000	41.53%

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 Company's shares:

<u>Name and Address</u>	<u>Type of Ownership</u>	<u>Class of Shares</u>	<u>Number of Shares</u>	<u>% of Shares Outstanding</u>
Vanbrugh Management Ltd. 413 - 475 Howe Street Vancouver, B. C.	Direct	Common	325,000	26.94%
Superstar Investments Ltd. 413 - 475 Howe Street Vancouver, B. C.	Direct	Common	325,000	26.94%

The above companies are controlled by the Directors Jeffrey H. Aitken and Walter Passaglia respectively.

All directors and senior officers own of record or beneficially, directly or indirectly, 64.67% of the issued and outstanding shares of the Company.

PRIOR SALES

Particulars of sales sold for cash:

<u>Number of Shares</u>	<u>Price Per Share</u>	<u>Commission Paid</u>	<u>Net Cash Received</u>
2	\$1.	Nil	\$ 2.
750,000	\$0.01	Nil	\$ 7,500.
456,000	\$0.25	Nil	\$114,000.
<hr/>			
1,206,002			\$121,502.
<hr/>			<hr/>

No shares were sold or issued other than for cash.

INTEREST OF MANAGEMENT OR OTHERS IN MATERIAL TRANSACTIONS

The directors and senior officers of the Company have no interest in any material transactions in which the Company 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 "Other Material Facts:."

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors for the Company are Cameron, Pietrobon & Wong, Chartered Accountants, 550 - 1050 West Pender Street, Vancouver, B. C.

The Registrar and Transfer Agent for the Company is Montreal Trust Company of Canada, 2nd Floor, 510 Burrard Street, Vancouver, B. C. V6C 3B9

MATERIAL CONTRACTS

The following is a list of all material contracts entered into by the Company or its directors:

1. 31 August 1987 - Property Option Agreement between James G. McDonald and John P. McGoran as Optionors and the Company as Optionee.
2. 31 March 1988 - Incentive Stock Option Agreements between the Company as Optionor and Jeffrey H. Aitken, Walter Passaglia, Loris Passaglia and Lui Passaglia, as Optionees.
3. 31 March 1988 - Escrow Agreement between the Company, Montreal Trust Company, Vanbrugh Management Ltd., Superstar Investments Ltd., Loris Passaglia, Lui Passaglia and Emil Roder.

4. 31 March 1988 - Agency Agreement between the Company, Georgia Pacific Securities Corporation and West Coast Securities Ltd.
5. 1 May 1987 - Management Contract between the Company and Vanbrugh Management Ltd. and Superstar Investments Ltd.

While shares offered by this Prospectus are in the course of primary distribution to the public and for a period of 30 days thereafter all material contracts of the Company may be inspected during normal business hours at the Company's Records Office at 1157 - 409 Granville Street, Vancouver, B. C. V6C 1T2.

OTHER MATERIAL FACTS

Underwriters hold 45,000 shares of the Company which were purchased at \$0.25 per share. Underwriter(s) means any registrant permitted to act as an underwriter under the Securities Act and includes shareholders, partners, employees and associates of such registrant.

The 45,000 shares are subject to sale restrictions as follows:

- (a) no sale or other dealing in the shares may take place prior to the expiry of six months from the date of listing of the Company's shares on the Vancouver Stock Exchange (the "Hold Period");
- (b) sales of each individual's holdings in the three month period following the hold period must be limited to 25% of such holdings;
- (c) sales of each individual's holdings in each three month period thereafter must be limited to 25% of such holdings;
- (d) no shares may be sold without seven days prior written notice to the Superintendent of Brokers and the Vancouver Stock Exchange.

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

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

The Securities Act provides a purchaser with a right to withdraw from an agreement to purchase securities within two business days after receipt or deemed receipt of a prospectus and further provides a purchaser with remedies for rescission or damages where the prospectus and any amendment contains a material misrepresentation or is not delivered to the purchaser prior to delivery of the written confirmation of sale or prior to midnight on the second business day after entering into the agreement, but such remedies must be exercised by the purchaser within the time limit prescribed. For further

information concerning these rights and the time limits within which they must be exercised the purchaser should refer to Section 66, 114, 118 and 124 of the Securities Act or consult a lawyer.

CASTLE MINERALS INC.
REPORT AND FINANCIAL STATEMENTS
MARCH 31, 1988

CAMERON
PIETROBON
& WONG
CHARTERED ACCOUNTANTS

CAMERON
PIETROBON
& WONG

CHARTERED ACCOUNTANTS

AUDITORS' REPORT

To The Directors
Castle Minerals Inc.

We have examined the balance sheet of Castle Minerals Inc. as at March 31, 1988 and the statements of income and deficit, deferred exploration expenditures and changes in financial position for the initial period May 1, 1987 to March 31, 1988. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests and other procedures as we considered necessary in the circumstances.

In our opinion, these financial statements present fairly the financial position of the company as at March 31, 1988 and the results of its operations and the changes in its financial position for the period then ended in accordance with generally accepted accounting principles applied on a consistent basis.

Cameron Pietrobon & Wong

VANCOUVER, B.C.

April 5, 1988

CHARTERED ACCOUNTANTS

CASTLE MINERALS INC.

BALANCE SHEET

March 31, 1988

ASSETS

CURRENT		
Bank		\$ 8,448
INTEREST IN AND EXPENDITURES ON RESOURCE		
PROPERTIES (Notes 2, 3 and 4)		
Mineral claims and option	\$ 8,500	
Deferred exploration expenditures	<u>71,993</u>	
		80,493
INCORPORATION COSTS		<u>189</u>
		\$ <u>89,130</u>

LIABILITIES

CURRENT		
Accounts payable		\$ 2,000
Due to associated corporations		<u>2,000</u>
		4,000

SHAREHOLDERS' EQUITY

CAPITAL STOCK (Notes 5 and 7)		
Authorized		
10,000,000 Common shares without par value		
Issued		
1,206,002 Common shares	\$ 121,502	
DEFICIT	<u>(36,372)</u>	
		<u>85,130</u>
		\$ <u>89,130</u>

Approved by the Directors

Walter Passaglia
Jeffrey A. Ritchie
By: Attorney in fact
Walter Passaglia

CASTLE MINERALS INC.

STATEMENT OF INCOME AND DEFICIT

For The Initial Period May 1, 1987 to

March 31, 1988

EXPENSES

Management fees	\$ 22,000
Advertising and promotion	6,079
Rent	2,891
Professional fees	3,051
Telephone	944
Property investigation	500
Office and miscellaneous	710
Printing	143
Bank charges	<u>54</u>

NET LOSS FOR THE PERIOD AND
DEFICIT AT END OF PERIOD

\$ 36,372

CASTLE MINERALS INC.

STATEMENT OF DEFERRED EXPLORATION EXPENDITURES

For The Initial Period May 1, 1987 to

March 31, 1988

WREN MINERAL CLAIMS	
Geochemical survey	\$ 24,537
Geological services	19,410
Assaying	8,353
Engineering	5,519
Vehicle travel and supplies	5,225
Supervision	5,000
Travel	3,843
Licenses and dues	1,040
Transportation	863
Property evaluation	600
Staking	400
Supplies	<u>203</u>
	\$ <u>71,993</u>

CASTLE MINERALS INC.

STATEMENT OF CHANGES IN FINANCIAL POSITION

For The Initial Period May 1, 1987 to

March 31, 1988

OPERATIONS	
Net loss for the period	\$ (36,372)
Changes in non-cash working capital	
Accounts payable	2,000
Due to associated corporations	<u>2,000</u>
	<u>(32,372)</u>
INVESTMENT ACTIVITIES	
Purchase of mineral claims and option	(8,500)
Deferred exploration expenditures	(71,993)
Incorporation costs	<u>(189)</u>
	<u>(80,682)</u>
FINANCING ACTIVITIES	
Issuance of common shares for cash	<u>121,502</u>
INCREASE IN CASH AND CASH AT END OF PERIOD	
	\$ <u>8,448</u>

CASTLE MINERALS INC.

NOTES TO FINANCIAL STATEMENTS

For The Initial Period May 1, 1987 to

March 31, 1988

1. OPERATIONS

The company was incorporated on February 19, 1987 under the laws of the province of British Columbia and commenced operations on May 1, 1987.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Mineral claims and option

Acquisition costs of mineral claims and option together with direct exploration and development expenditures thereon are deferred in the accounts to be written off when production is attained or disposition occurs. If results from exploration warrant the abandonment of certain mineral claims included in a group and retention of the remainder, all acquisition, exploration and other cost relating to the entire group are deemed to represent such costs relating to the retained mineral claims, consequently no adjustment is made in the accounts in respect of the mineral claims abandoned.

(b) Administrative expenditures

Administrative expenditures are expensed in the period in which they are incurred.

3. MINERAL CLAIMS AND OPTION

(a) By agreement dated August 31, 1987 the company acquired an option to purchase the Wren Mineral Claims, consisting of 20 units, located in the Lillooet Mining Division of British Columbia for the following consideration:

- (i) \$5,000 cash; \$ 5,000
- (ii) 25,000 common shares upon issuance of a receipt by the Superintendent of Brokers for the Company's Prospectus but not later than August 31, 1988;
- (iii) 25,000 common shares upon the filing of a favourable engineer's report of a first phase program of work on the property but not later than six months from the date of the receipt issued for the Company's Prospectus;

CASTLE MINERALS INC.

NOTES TO FINANCIAL STATEMENTS

For The Initial Period May 1, 1987 to

March 31, 1988

3. MINERAL CLAIMS AND OPTION (Continued)

- (iv) 25,000 shares upon the filing of a favourable engineer's report of a second phase program of work on the property but not later than twelve months from the date of the receipt issued for the Company's Prospectus;
- (v) 25,000 common shares upon the filing of a favourable engineer's report of a third phase program of work on the property but not later than eighteen months from the date of a receipt issued for the Company's Prospectus;
- (vi) The carrying out of work on the property by the Company of a minimum value as follows:
 - a) work to a value of \$60,000 by August 31, 1988
 - b) work to a value of an additional \$60,000 by August 31, 1989
- (vii) If the company places the property into commercial production the optionor shall be entitled to royalties equal to 1% of net smelter returns (as defined);

- (b) During the period, four contiguous mineral claims, Jay, Robin, Crow and Sparrow consisting of three 2-post claims and 1 modified grid claim (12 units) were purchased from a director for a consideration of \$3,500

3,500

\$ 8,500

4. INTEREST IN AND EXPENDITURE ON RESOURCE PROPERTIES

The realization of acquisition costs of resource properties and expenditures aggregating \$80,693 is dependant upon the future commercial success of these properties or proceeds from disposition thereof.

CASTLE MINERALS INC.

NOTES TO FINANCIAL STATEMENTS

For The Initial Period May 1, 1987 to

March 31, 1988

5. CAPITAL STOCK

(a) Capital stock may be summarized as follows:

	<u>Number of shares</u>	<u>Amount</u>
Cash	456,002	\$ 114,002
For cash - escrow	<u>750,000</u>	<u>7,500</u>
	<u>1,206,002</u>	\$ <u>121,502</u>

(b) The 750,000 escrow shares will be held in escrow subject to the direction and determination of the Superintendent of Brokers for British Columbia.

(c) The company has granted employee and directors' incentive stock options to purchase 180,600 shares at \$0.40 per share exercisable on or before March 31, 1993. The options are subject to shareholder and regulatory approval.

6. RELATED PARTY TRANSACTIONS

Management fees paid to two corporations controlled by directors during the period amounted to \$22,000.

7. SUBSEQUENT EVENT

The company intends to offer to the public 600,000 common shares at a price of \$0.40 per share to net the company approximately \$204,000 in accordance with the terms of a Prospectus filed with the Superintendent of Brokers for British Columbia.

CASTLE MINERALS INC.
INTERIM FINANCIAL STATEMENTS
MAY 31, 1988

CAMERON
PIETROBON
& WONG
CHARTERED ACCOUNTANTS

CAMERON
PIETROBON
& WONG
CHARTERED ACCOUNTANTS

COMMENTS ON UNAUDITED
INTERIM FINANCIAL STATEMENT

To The Directors
Castle Minerals Inc.

We have prepared the accompanying unaudited interim financial information comprising the balance sheet and statements of income and deficit, deferred exploration expenditures and changes in financial position for the two month period May 31, 1988 from the records of Castle Minerals Inc. and from other information supplied to us by the company and have reviewed such interim financial information. Our review, which was made in accordance with standards established for such reviews, consisted primarily of enquiry comparison and discussions.

We have not performed an audit and consequently do not express an opinion on this interim financial information. The most recent audited financial statements issued on which we have expressed an opinion were for the initial period May 1, 1987 to March 31, 1988.

Cameron Pietrobon & Wong

VANCOUVER, B.C.

July 4, 1988

CHARTERED ACCOUNTANTS

CASTLE MINERALS INC.

BALANCE SHEET

May 31, 1988

(Unaudited)

ASSETS

	May 31, <u>1988</u>	March 31, <u>1988</u> (Note 6)
CURRENT		
Bank	\$ <u>2,882</u>	\$ <u>8,448</u>
INTEREST IN AND EXPENDITURES ON RESOURCE		
PROPERTIES (Notes 1, 2 and 3)		
Mineral claims and option	8,500	\$ 8,500
Deferred exploration expenditures	<u>71,993</u>	<u>71,993</u>
	<u>80,493</u>	<u>80,493</u>
INCORPORATION COSTS	<u>189</u>	<u>189</u>
	\$ <u>83,564</u>	\$ <u>89,130</u>

LIABILITIES

CURRENT		
Accounts payable	\$ 3,500	\$ 2,000
Due to associated corporations	<u>6,000</u>	<u>2,000</u>
	<u>9,500</u>	<u>4,000</u>

SHAREHOLDERS' EQUITY

CAPITAL STOCK (Notes 4 and 7)		
Authorized		
10,000,000 Common shares without par value		
Issued		
1,206,002 Common shares	121,502	121,502
DEFICIT	<u>(47,438)</u>	<u>(36,372)</u>
	<u>74,064</u>	<u>85,130</u>
	\$ <u>83,564</u>	\$ <u>89,130</u>

Approved by the Directors

Walter Passaglia

Jeffrey H. Kitten

By the attorney in fact.

Walter Passaglia

CASTLE MINERALS INC.

STATEMENT OF INCOME AND DEFICIT

For The Two Month Period Ended May 31, 1988

(Unaudited)

	May 31, <u>1988</u>	March 31, <u>1988</u> (Note 6)
EXPENSES		
Management fees	\$ 4,000	\$ 22,000
Advertising and promotion	-	6,079
Rent	442	2,891
Professional fees	1,500	3,051
Telephone	364	944
Property investigation	-	500
Office and miscellaneous	80	710
Printing	-	143
Bank charges	-	54
Filing fees	<u>4,680</u>	<u>-</u>
 NET LOSS FOR THE PERIOD	 (11,066)	 (36,372)
DEFICIT AT BEGINNING OF PERIOD	<u>(36,372)</u>	<u>-</u>
DEFICIT AT END OF PERIOD	\$ <u>(47,438)</u>	\$ <u>(36,372)</u>

CASTLE MINERALS INC.

STATEMENT OF DEFERRED EXPLORATION EXPENDITURES

For The Two Month Period Ended May 31, 1988

(Unaudited)

	May 31, <u>1988</u>	March 31, <u>1988</u> (Note 6)
WREN MINERAL CLAIMS		
Geochemical survey	\$ 24,537	\$ 24,537
Geological services	19,410	19,410
Assaying	8,353	8,353
Engineering	5,519	5,519
Vehicle travel and supplies	5,225	5,225
Supervision	5,000	5,000
Travel	3,843	3,843
Licenses and dues	1,040	1,040
Transportation	863	863
Property evaluation	600	600
Staking	400	400
Supplies	<u>203</u>	<u>203</u>
	\$ <u>71,993</u>	\$ <u>71,993</u>

CASTLE MINERALS INC.

STATEMENT OF CHANGES IN FINANCIAL POSITION

For The Two Month Period Ended May 31, 1988

(Unaudited)

	<u>May 31,</u> <u>1988</u>	<u>March 31,</u> <u>1988</u> (Note 6)
OPERATIONS		
Net loss for the period	\$ (11,066)	\$ (36,372)
Changes in non-cash working capital		
Accounts payable	1,500	2,000
Due to associated corporations	<u>4,000</u>	<u>2,000</u>
	<u>(5,566)</u>	<u>(32,372)</u>
INVESTMENT ACTIVITIES		
Purchase of mineral claims and option	-	(8,500)
Deferred exploration expenditures	-	(71,993)
Incorporation costs	<u>-</u>	<u>(189)</u>
	<u>-</u>	<u>(80,682)</u>
FINANCING ACTIVITIES		
Issuance of common shares for cash	<u>-</u>	<u>121,502</u>
INCREASE (DECREASE) IN CASH AT END OF PERIOD	(5,566)	8,448
CASH AT BEGINNING OF PERIOD	<u>8,448</u>	<u>-</u>
CASH AT END OF PERIOD	\$ <u><u>2,882</u></u>	\$ <u><u>8,448</u></u>

CASTLE MINERALS INC.

NOTES TO FINANCIAL STATEMENTS

For The Two Month Period Ended May 31, 1988

(Unaudited)

1. SIGNIFICANT ACCOUNTING POLICIES

(a) Mineral claims and option

Acquisition costs of mineral claims and option together with direct exploration and development expenditures thereon are deferred in the accounts to be written off when production is attained or disposition occurs. If results from exploration warrant the abandonment of certain mineral claims included in a group and retention of the remainder, all acquisition, exploration and other cost relating to the entire group are deemed to represent such costs relating to the retained mineral claims, consequently no adjustment is made in the accounts in respect of the mineral claims abandoned.

(b) Administrative expenditures

Administrative expenditures are expensed in the period in which they are incurred.

2. MINERAL CLAIMS AND OPTION

(a) By agreement dated August 31, 1987 the company acquired an option to purchase the Wren Mineral Claims, consisting of 20 units, located in the Lillooet Mining Division of British Columbia for the following consideration:

- (i) \$5,000 cash; \$ 5,000
- (ii) 25,000 common shares upon issuance of a receipt by the Superintendent of Brokers for the Company's Prospectus but not later than August 31, 1988;
- (iii) 25,000 common shares upon the filing of a favourable engineer's report of a first phase program of work on the property but not later than six months from the date of the receipt issued for the Company's Prospectus;

CASTLE MINERALS INC.

NOTES TO FINANCIAL STATEMENTS

For The Two Month Period Ended May 31, 1988

(Unaudited)

2. MINERAL CLAIMS AND OPTION (Continued)

- (iv) 25,000 shares upon the filing of a favourable engineer's report of a second phase program of work on the property but not later than twelve months from the date of the receipt issued for the Company's Prospectus;
- (v) 25,000 common shares upon the filing of a favourable engineer's report of a third phase program of work on the property but not later than eighteen months from the date of a receipt issued for the Company's Prospectus;
- (vi) The carrying out of work on the property by the Company of a minimum value as follows:
 - a) work to a value of \$60,000 by August 31, 1988
 - b) work to a value of an additional \$60,000 by August 31, 1989
- (vii) If the company places the property into commercial production the optionor shall be entitled to royalties equal to 1% of net smelter returns (as defined);

(b) During the period, four contiguous mineral claims, Jay, Robin, Crow and Sparrow consisting of three 2-post claims and 1 modified grid claim (12 units) were purchased from a director for a consideration of \$3,500

3,500

\$ 8,500

3. INTEREST IN AND EXPENDITURE ON RESOURCE PROPERTIES

The realization of acquisition costs of resource properties and expenditures aggregating \$80,493 is dependant upon the future commercial success of these properties or proceeds from disposition thereof.

CASTLE MINERALS INC.

NOTES TO FINANCIAL STATEMENTS

For The Two Month Period Ended May 31, 1988

(Unaudited)

4. CAPITAL STOCK

(a) Capital stock may be summarized as follows:

	<u>Number of shares</u>	<u>Amount</u>
Cash	456,002	\$ 114,002
For cash - escrow	<u>750,000</u>	<u>7,500</u>
	<u>1,206,002</u>	\$ <u>121,502</u>

(b) The 750,000 escrow shares will be held in escrow subject to the direction and determination of the Superintendent of Brokers for British Columbia.

(c) The company has granted employee and directors' incentive stock options to purchase 180,600 shares at \$0.40 per share exercisable on or before March 31, 1993. The options are subject to shareholder and regulatory approval.

5. RELATED PARTY TRANSACTIONS

Management fees paid to two corporations controlled by directors during the period amounted to \$4,000.

6. COMPARATIVE FIGURES

Comparative figures are audited and are for the initial period May 1, 1987 to March 31, 1988.

7. SUBSEQUENT EVENT

The company intends to offer to the public 600,000 common shares at a price of \$0.40 per share to net the company approximately \$204,000 in accordance with the terms of a Prospectus filed with the Superintendent of Brokers for British Columbia.

C A S T L E M I N E R A L S I N C .

GEOLOGIC REPORT ON THE WREN CLAIM GROUP

RUTHERFORD CREEK AREA

LILLOOET MINING DIVISION, B.C.

NTS 92 J/6E AND 7W

BY

R.A. GONZALEZ, M.Sc., F.G.A.C.,

JANUARY 29, 1988



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1.0 INTRODUCTION

In early 1987, a dialogue was established between the claim holder, Mr. Jim McDonald of Vancouver, B.C., and CASTLE MINERALS INC. in which the latter agreed to option 1 Modified Grid Claim, comprised of 20 units. During the initial exploration, it became apparent that the economic potential of the area was considerable and additional claims were required. CASTLE purchased or optioned three 2-post claims and two Modified Grid claims comprised of 32 units, contiguous to the original Wren Claim. These claims form a block collectively called the Wren Mineral Group. One 2-post claims was also added to the holding and cover a gossan area on the north side of the valley. All claims lie within the Lillooet Mining Division. In May 1987, the writer was asked to examine the claims, compile available information, comment on the mineral potential, and if warranted, make recommendations for future work. This report summarizes the results of that examination and my continuing involvement in monitoring the exploration which took place during the summer of 1987.

1.1 LOCATION AND ACCESS

The Wren Mineral Group is a gold prospect located on the south side of the Rutherford Creek in southeastern British Columbia. The claims are located in moderately steep, mountainous terrain approximately 120 km north of Vancouver. The town of Pemberton is 10 km north, and the Village of Whistler is approximately 15 km to the south (Figure 1). Terrestrial co-ordinates for the centre of the claim block are as follows:

50° 16' North Latitude
123° 00' West Longitude
NTS 92 J/6E and 7W

The property is at an elevation which ranges from 800 m (2600 feet), along Rutherford Creek, to over 2150 m (7060 feet) at the ridge top which divides the east flowing Rutherford Creek and Soo River drainages.

Access to the property is along a low-maintenance, dry weather, logging road which trends westward along the north side of Rutherford Creek. This road connects with the Vancouver-Pemberton Highway (B.C. Highway 99) approximately 10 km south of the town of Pemberton. The north boundary of the Wren Mineral Group is immediately south of a logging bridge which crosses Rutherford Creek. The lower, northern, portions of the claim group was logged during 1986 and 1987 and several logging roads cross the property.

1.2 CLAIM INFORMATION

The property is located in the Lillooet Mining Division and is comprised of two Modified Grid claim, totalling 32 units, and three 2-post claims (Figure 2). All claims are contiguous. The Wren Mineral Claim is held by an option agreement with the recorded holder, Mr. Jim MacDonald of Vancouver, while the Sparrow, Robin, Jay, and Crow are recorded in the name of Castle Minerals Inc. For claim information, see Table 1.

TABLE 1

CLAIM STATUS

MODIFIED GRID CLAIMS

CLAIM NAME	RECORD NO.	UNITS	ANNIVERSARY DATE
WREN	3835	20	5 OCTOBER
SPARROW	3817	12	21 SEPTEMBER

2-POST CLAIMS

CLAIM NAME	RECORD NO.	ANNIVERSARY DATE
JAY	3819	21 SEPTEMBER
ROBIN	3820	21 SEPTEMBER
CROW	3821	21 SEPTEMBER

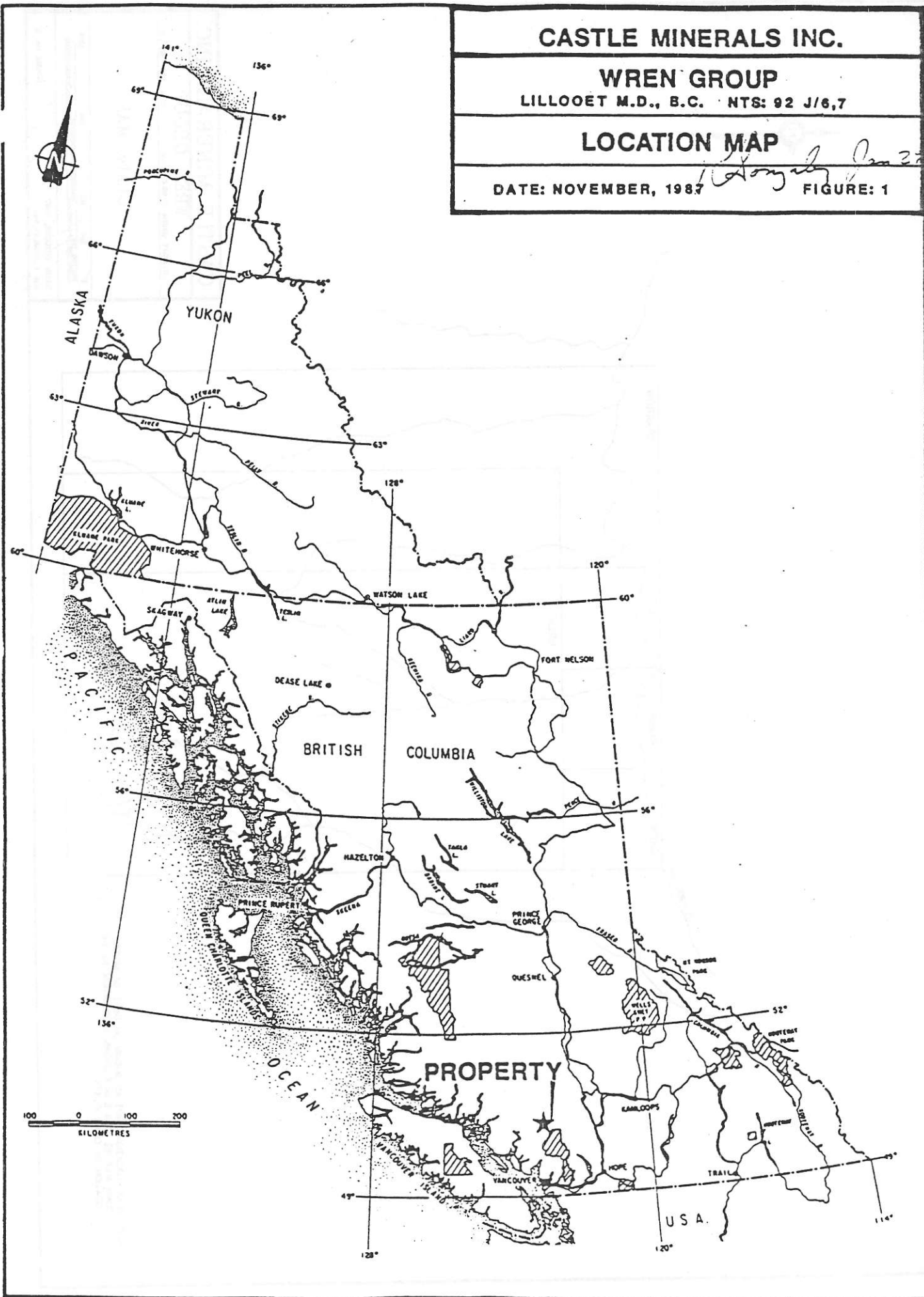
CASTLE MINERALS INC.

WREN GROUP
LILLOOET M.D., B.C. NTS: 92 J/6,7

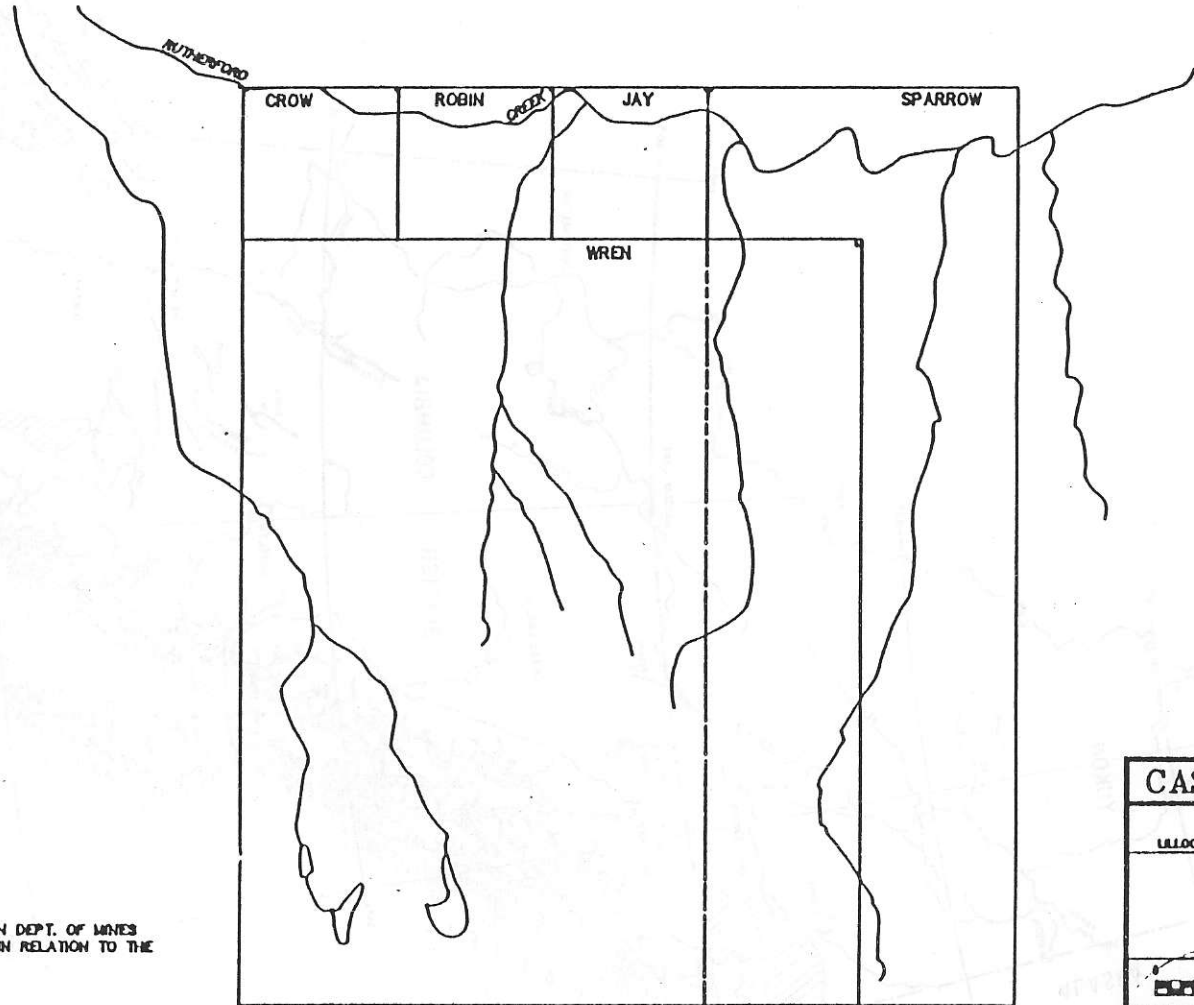
LOCATION MAP

DATE: NOVEMBER, 1987

FIGURE: 1



100 0 100 200
KILOMETRES



NOTE: CLAIM LOCATIONS NOT AS SHOWN ON DEPT. OF MINES CLAIM MAP 82 J/10 E BUT SHOWN IN RELATION TO THE LOCATION OF CLAIM POSTS.

CASTLE MINERALS INC.	
WREN GROUP	
LILLOOET MINING DIVISION, B.C.	NTR. 82 J/10, 77
CLAIM MAP	
0 200 400 600 800 1000 METERS	
DATE: OCTOBER, 1987 BY: K. GOURLEY/rw	
FIGURE No. 2	

1.3 PHYSIOGRAPHY, CLIMATE AND VEGETATION

The Wren prospect is located in the Pacific Ranges Subdivision of the Coast Mountains Physiographic Province (formerly referred to as the Coast Plutonic Complex). The area surrounding the claims has a rugged topography with surface elevations ranging from 600 to over 2100 m (2000 to 7000 feet). Mountains rise abruptly on either side of Rutherford Creek valley; the highest peak on the property is approximately 2150 m (7060 feet) above sea level.

The climate during the summer is generally warm although brisk winds are common on unprotected ridges and peaks. The weather station at Pemberton Meadows (elev. 655 m) records a mean rainfall of 741 mm/year, a mean snowfall of 2824 mm/year, and a mean daily temperature varying from a low of -6.1°C to a high of 18.6°C. However, conditions are more severe at higher elevations. The area's climate is likened to that of the western interior of British Columbia (Drysdale, 1916).

Treeline is approximately 1600 m on north facing slope. At lower elevations cedar, cottonwood, white pine, Douglas fir, and hemlock fir are common with Douglas and hemlock fir being more common at higher elevations. Alpine fir, mosses and grasses are found above treeline.

2.0 GEOLOGY

2.1 REGIONAL GEOLOGY

The geology of the Pemberton map-area has been described by Woodsworth (1977), Cairnes (1925), Camsell (1918), and Drysdale (1916). The Rutherford Creek area has been studied in some detail by Woodsworth (1977), among others. The area is underlain mostly by granitoid rocks of the Coast Plutonic Complex and highly deformed volcanic and sedimentary rocks of Lower Cretaceous aged (Figure 3).

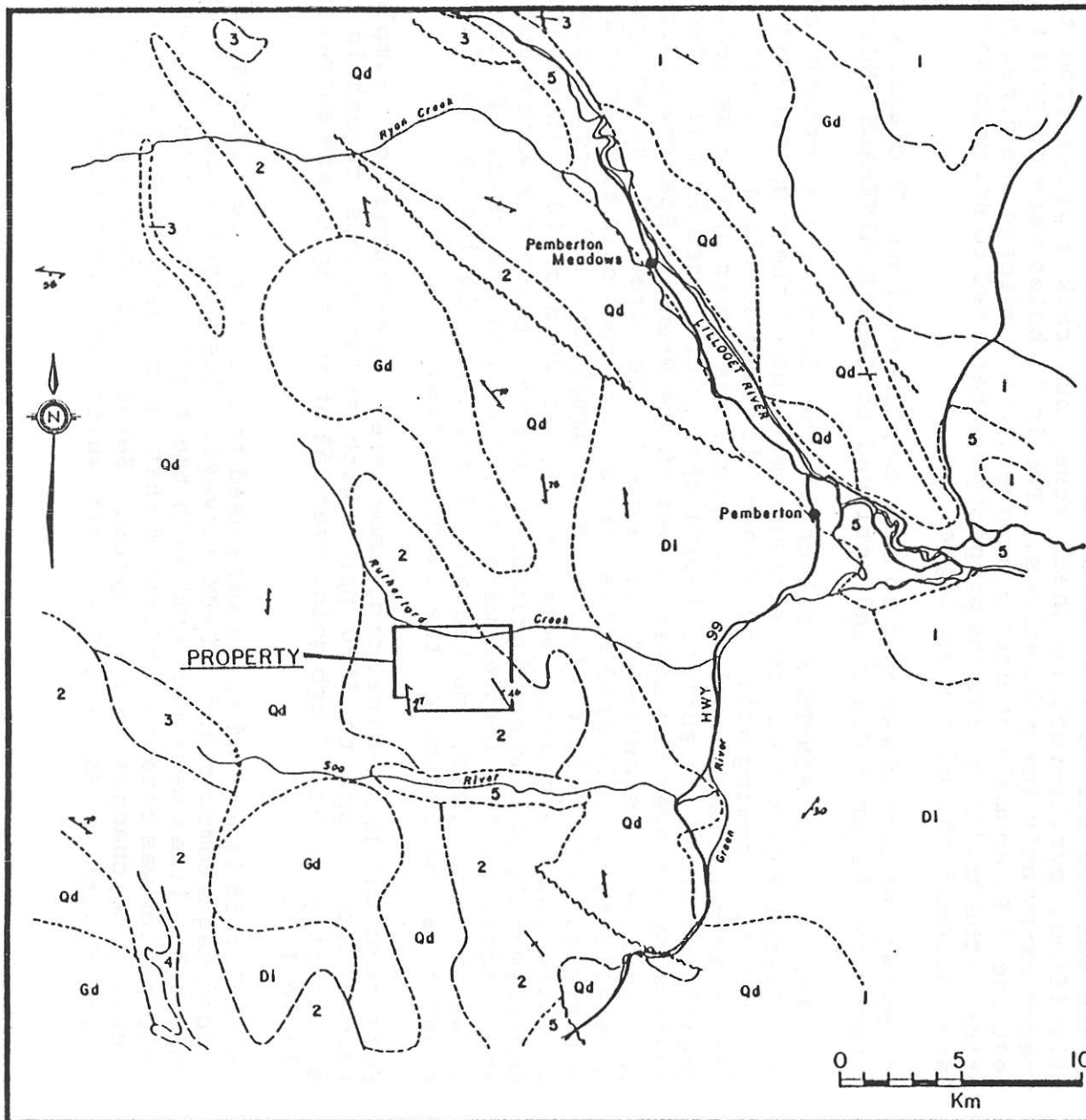
The Coast Plutonic Complex consists largely of plutonic rocks and subordinate gneiss and migmatite, mostly of uncertain age. The plutonic rocks are dominantly quartz diorite to granodiorite, with some diorite and quartz monzonite. Regionally metamorphosed Late Triassic to Early Cretaceous sedimentary and volcanic rocks form northwest-trending pendants within the plutonic framework.

Highly deformed Lower Cretaceous aged stratified rocks are common with meta-volcanic rocks greatly predominate over meta-sedimentary strata. The volcanic rocks are mainly pyroclastic and are comprised of greenish tuffs and breccias, reddish brown to maroon breccia-conglomerates, and purplish breccias. Thin beds of brittle shale or siltstone are often interbedded with the volcanics.

A chain of late Tertiary and Quaternary calc-alkaline volcanic centres extends north through part of the Coast Plutonic Complex. In the area, several high-level quartz monzonite stocks intrude quartz diorite of the Complex.

As in other parts of the Coast Mountains, the dominant structural trend is northwesterly. Foliation in plutonic rocks are generally northwest with steep dips. Schistosity in pendants is usually parallel or subparallel with contacts. Schistosity is rare in the meta-volcanics. It appears that deformation has been largely concentrated in narrow northwest trending zones, leaving the intervening areas with well preserved original textures suggest that deformation was controlled by deep-seated major structural features.

The geology of the area is not simple. Multiple deformation has rendered most of the rocks schistose and tightly compressed in complex repetitive folds. A subtlety of rock differences, and obscurity of bedding, facies changes in some formations, and a variation in intensity of hydrothermal alterations all combine to make a complex relationship which poor exposures, at lower elevations, further compounds.



LEGEND:

STRATIFIED AND HIGH-LEVEL PLUTONIC ROCKS

PLEISTOCENE AND RECENT

5 UNCONSOLIDATED ALLUVIAL, FLUVIAL, AND GLACIAL DEPOSITS

PLIOCENE TO RECENT

4 GARIBALDI GROUP: OLIVINE BASALT FLOWS OF PLEISTOCENE AGE

MIOCENE (?) AND OLDER (?)

3 ANDESITIC TO BASALTIC FLOWS AND BRECCIA, MINOR DACITE; BASALT FLOWS WITH INTERBEDDED CONGLOMERATE AND SILTSTONE

LOWER CRETACEOUS

2 GAMBER GROUP: ANDESITIC TO DACITIC TUFF, BRECCIA, AGGLOMERATE; ANDESITE, ARGILLITE, CONGLOMERATE, LESSER MARBLE, GREENSTONE, AND PHYLLITE

UPPER TRIASSIC

1 CADWALLADER GROUP (UNDIVIDED: INCLUDES HURLEY, PIONEER AND NOEL STRATA, MAY INCLUDE OLDER AND YOUNGER ROCKS); ANDESITIC BRECCIA, TUFF, AND FLOWS, GREENSTONE; LESSER SLATE, ARGILLITE, PHYLLITE, CONGLOMERATE, LIMESTONE, RHYOLITIC BRECCIA AND FLOWS

PLUTONIC ROCKS (MOSTLY OF UNKNOWN AGE)

Gd GRANODIORITE

Qd QUARTZ DIORITE

D1 DIORITE; DIORITIC COMPLEXES CONTAINING DIORITE, QUARTZ DIORITE, AMPHIBOLITE, GREENSTONE, AND DYKE SWARMS

SYMBOLS

- GEOLOGICAL BOUNDARY (DEFINED, APPROXIMATE, ASSUMED)
- BEDDING (HORIZONTAL, INCLINED, VERTICAL)
- ~ FOLIATION, SCHISTOSITY (STRIKE AND DIP)
- FAULT (DEFINED, APPROXIMATE, ASSUMED)

CASTLE MINERALS INC.

WREN GROUP

LILLOOET MINING DIVISION, B.C.

NTS: 92 J/6,7

W. R. G. Douglas, Jan 27, 1988

REGIONAL GEOLOGY

GEOLOGY MODIFIED FROM G.J. WOODSWORTH (1977)

DATE: NOVEMBER, 1987

BY: R.G.

FIGURE No. 3

3.0 WORK SUMMARY AND DISCUSSION

The area was first staked in the mid-1970's by the Rainbow Syndicate, a syndicate consisting of Newmont Exploration of Canada Ltd. (40%); Union Oil Company of Canada Ltd. (Calgary) (40%); Bethlehem Copper Corporation (20%); and John McGoran, (geologist). The area was staked as the GL Claims after a regional stream sediment sampling programme identified anomalous zinc and gold in the Rutherford Creek drainage. From 1977 to 1980, the property was geologically mapped and soil sampled. A geochemically anomalous area 200 X 250 m was outlined and contained values up to 780 ppb gold. Panning the soils within the anomalous area returned visible flakes of angular gold. In 1980, an I.P. survey (a single-line, test survey) was conducted over the anomalous area and a 100 m long anomaly, believed to be disseminated pyrite, was outlined. This anomalous zone was below the area where gold had been panned from the soils. A gasoline powered underground slusher was mobilized on to the property, and a small trench was dug across the anomalous zone. This trench exposed a silicified, pyrite-bearing shear zone, but rock samples from the trench carry only low gold values. Two drill holes were proposed to test the I.P. anomaly at depth; however, the Syndicate was dissolved prior to the drilling, and the property was returned to Mr. McGoran who later allowed the claims to lapse.

As soon as the ground was open to staking, the original GL claims were covered by the Wren Claim and optioned to **CASTLE MINERALS INC.**

In 1987, **CASTLE MINERALS** relocated the Syndicate's trench and established a grid over the northern portions of the property east of the trench. Logging activity, especially road building, has exposed the shear zone in several widely spaced road cuts and consequently greatly enlarged its surface dimensions. Grid lines 50 m (164 feet) apart were cut over the lower slopes of the Wren and Sparrow Claims. The grid was established to expand the area of known gold mineralization. All grid lines were soil or rock chip sampled at 20 m intervals. In addition to the grid sampling, all logging roads crossing the claim group were sampled at 20 m or 40 m intervals. Approximately 14 line km of grid lines and road traverses were sampled and a total of 899 samples were collected and analysed. Figure 4 shows the grid, road, and traverse locations relative to the claims boundaries and indicates the sample sites.

Results of the geochemical programme were very encouraging. Samples ranged from 1 ppb to 5690 ppb. With an anomalous threshold is arbitrarily set at 100 ppb gold, over 15% of the samples are anomalous (Table II).

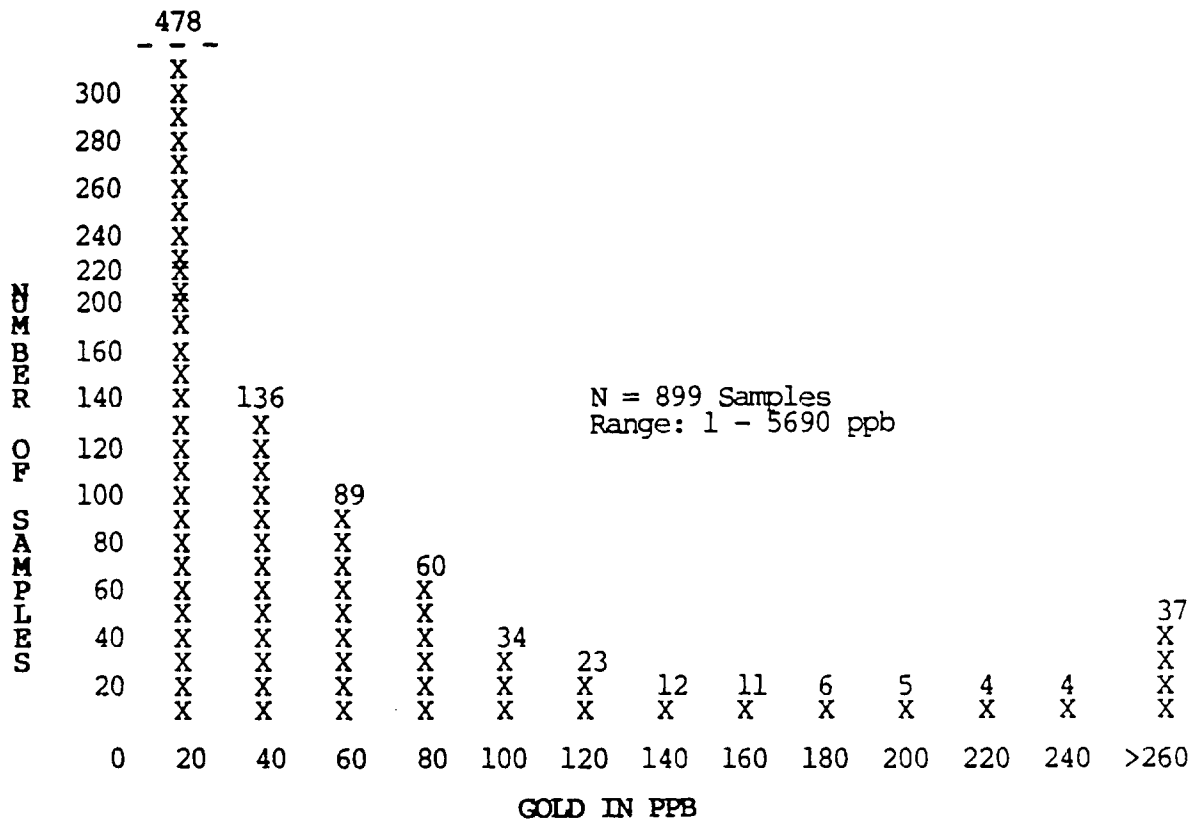
Several grid lines and roads were used to test the effectiveness of a ground magnetometer and VLF-EM surveys. Due to technical problems only a few lines were surveyed with the magnetometer; however, what information was obtained indicated that the magnetometer is useful in identifying changes in rock types. Several of the grid lines were surveyed with an EM 16 VLF-EM unit which, combined with geology,

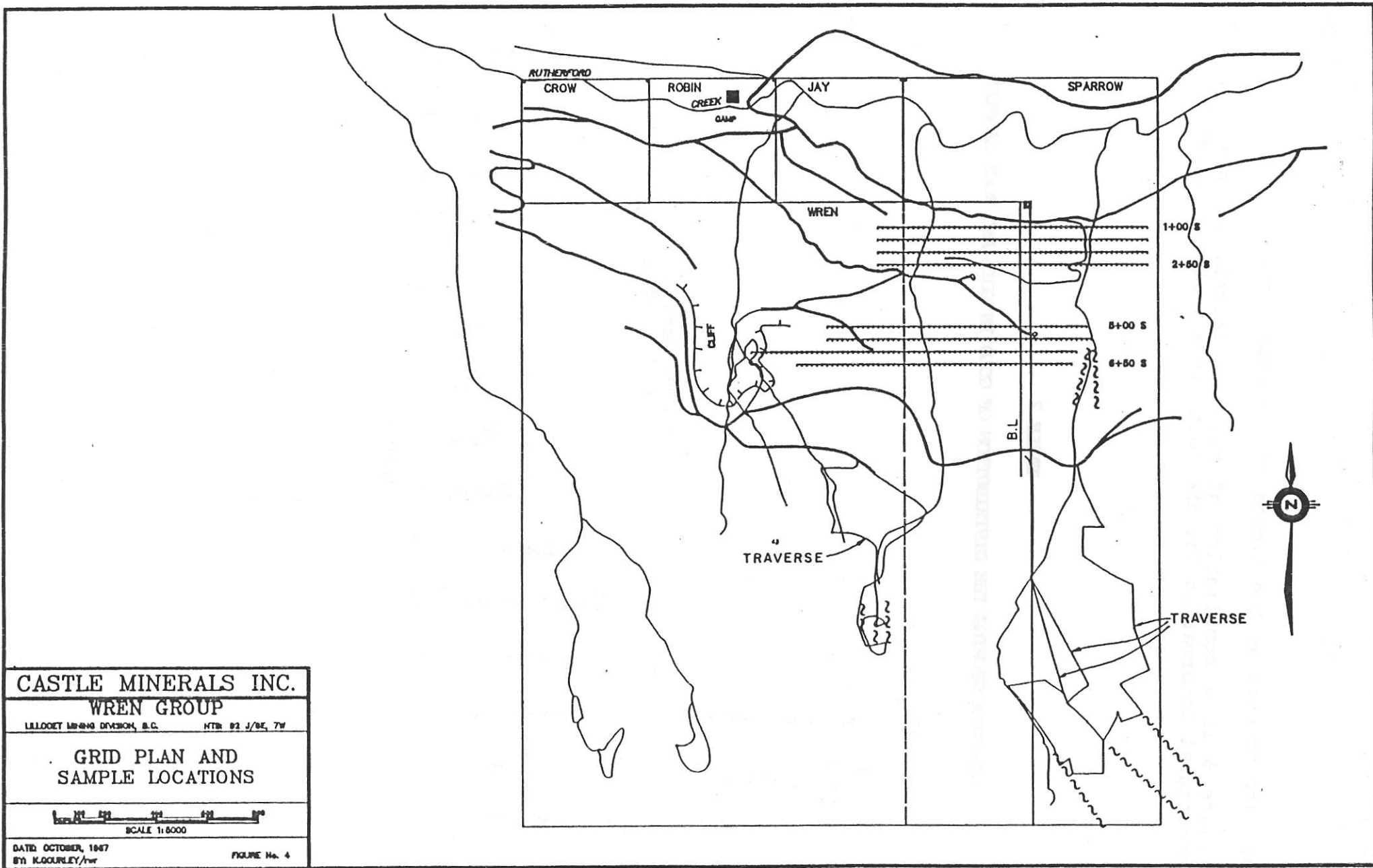
appears to outline the limits of the shear zone.

Figure 5 is a compilation of the geochemical, geophysical, and structural information for the northern end of the property.

TABLE 2

HISTOGRAM SHOWING THE DISTRIBUTION OF GOLD IN SOIL AND ROCK SAMPLES



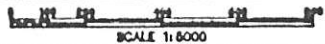


CASTLE MINERALS INC.

WREN GROUP

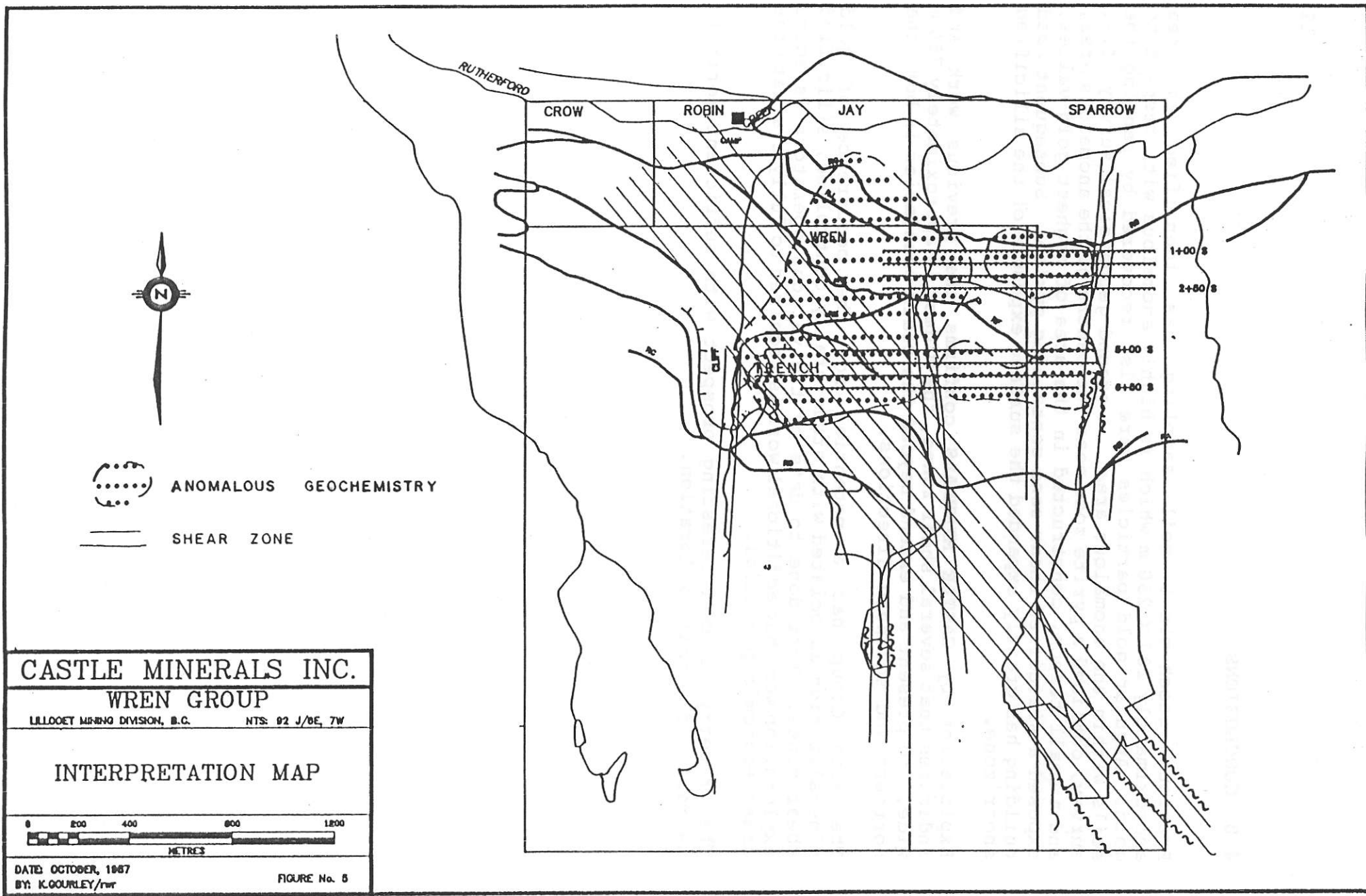
LILLOOET MINE DIVISION, B.C. HTR 82 J/8E, 7W

GRID PLAN AND
SAMPLE LOCATIONS

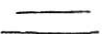


DATE: OCTOBER, 1987
BY: K.GOURLEY/tw

FIGURE No. 4



ANOMALOUS GEOCHEMISTRY



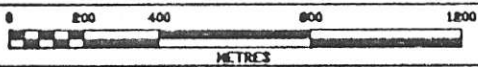
SHEAR ZONE

CASTLE MINERALS INC.

WREN GROUP

LILLOOET MINING DIVISION, B.C. NTS: 92 J/BE, 7W

INTERPRETATION MAP



DATE: OCTOBER, 1987
BY: K. GOURLEY/rwr

FIGURE No. 5

4.0 CONCLUSIONS

Previous geochemical soil sampling has identified an area approximately 200 X 250 m which is highly anomalous with respect to gold. Angular gold particles were also recovered by panning the soils within the anomalous area. A ground geophysical survey (I.P. survey) outlined a pyrite zone near the centre of the anomalous area, and a small trench, constructed in the area of highest gold values, exposed a silicified shear zone containing pyrite. Subsequent road building has greatly expanded the surface exposure of the silicified shear zone.

Exploration by **CASTLE MINERALS** confirms the previous work and indicates that several shear zones, the widest is approximately 750 m wide, are present and extend beyond the claim boundaries in both the northern and southern directions.

The Wren Group has a potential for the occurrence of gold mineralization associated with structurally controlled, silicified shear zones. Work done to date by the various operators is sound exploration work but additional work is required to fully evaluate the areas economic potential.

The property is an interesting prospect with sufficient merit to warrant additional exploration.

5.0 RECOMMENDATIONS

The first phase of the evaluation of the Wren Group should provide for 1) basic geologic information on rock types and structures, 2) determine the geological association between structural features and mineralization, 3) additional prospecting in areas of anomalous geochemical samples and along structural features, 4) additional geochemical sampling of soils and mineralized rocks surrounding areas underlain by shear zones, 5) to aid in geological interpretation, geophysical surveying for precise anomaly definition including rock types (ie contacts) and structural features. The objective of this exploration phase is, of course, to identify and adequately define target areas for subsequent drilling and trenching.

Procedures in the first phase of evaluation are for the most part self evident. However, particular attention should be paid to areas of silicification and structural features such as shear zones and shear directions. Since most horizons of potential interest are obscured by overburden, geophysical and geochemical surveying will likely be found to be a particularly valuable evaluation method.

Follow-up soil sampling on the Wren Claim Group should be analyzed for 31 elements using the ICP technique and gold by fire assay after pre-concentration. In the absence of outcrops, strongly anomalous conditions would constitute sufficient reason to consider drilling or trenching.

The estimated costs for Phase I and Phase II operations for the evaluation of the Property are as follows:

PHASE I COSTS:

- Geological Mapping, Prospecting	4,000
- Geophysical Surveys (ground Mag. & EM)	1,500
- Geochemical Surveys, Sampling	1,500
- Preliminary Diamond Drilling for Geological Information (457 m @ \$92/m)	42,000
- Assaying	8,000
- Supervision	7,000
- Equipment Purchase & Rental	6,000
- Consulting, Compilation	4,000
- Drafting Services	1,000
- Food & Accommodations	4,000

- Vehicle, Travel, & Supplies	2,000
- Licenses & Fees	5,000
- Administration	5,000
	<hr/>
Subtotal	\$ 91,000
Contingencies (@ 10%)	9,000
- ESTIMATED TOTAL COST - PHASE I	\$100,000

PHASE II COSTS:

The Phase II programme should consider the exploration and evaluation of the entire claim group. In this respect, a detailed, low-level airborne geophysical survey incorporating a high sensitivity cesium vapour magnetometer, a two frequency VLF-EM system and a three frequency electromagnetic system is recommended. This type of survey could separate rocks types, identify structural features, and outline silicified zones and areas of sulphide mineralization. A second phase of diamond drill programme should be split into two components, deposit definition and preliminary or scout drilling on secondary targets.

- Airborne geophysical Survey	\$ 35,000
- Diamond Drilling (1500 m @ \$90/m)	135,000
- Trenching, Sampling	12,000
- Geological Mapping, Logging	5,000
- Supervision	8,000
- Equipment Purchase & Rental	8,000
- Supplies	5,000
- Assaying	15,000
- Consulting, Compilation	4,000
- Drafting Services	4,000
- Food & Accommodations	5,500
- Communication	500
- Vehicle, Travel, & Supplies	5,000
- Licenses & Fees	5,000
- Administration	5,000
	<hr/>
Subtotal	\$252,000
Contingencies (@ 10%)	25,000
- ESTIMATED TOTAL COST - PHASE II	\$277,000

A two phase programme is proposed which will require approximately one years for completion. The initial phase will consist of geological mapping, geochemical sampling and ground geophysics in selected areas for target identification. A preliminary drill programme is recommended for additional geological and structural information. The total cost of the phase is estimated at \$100,000 and should take approximately one month to complete. The second phase will consist mainly of total property exploration, including a detailed airborne geophysical programme, and additional diamond drilling and is estimated to cost \$277,000. However, the implementation of a Phase II programme is contingent on the successful completion of Phase I and an independent engineer's recommendation to proceed. Furthermore, successive work phases should be undertaken only if results of the previous phase are encouraging.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read 'R.A. Gonzalez', written in dark ink.

R.A. Gonzalez. M.Sc., F.G.A.C.
ARCHEAN ENGINEERING LTD.

6.0 REFERENCES

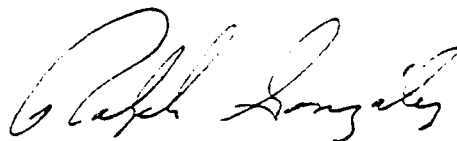
- Cairnes, C.E., 1925; Pemberton area, Lillooet District, British Columbia: Geol. Surv. Can., Summary Report, 1924, Pt. A, p. 76-99.
- Camsell, C. 1918; Reconnaissance along the Pacific Great Eastern Railway between Squamish and Lillooet: Geol. Surv. Can., Summary Report, 1917, Pt. B, p. 12-23.
- Drysdale, C.W., 1916; Bridge River Map Area, Lillooet Mining Division, B. C.: Geol. Surv. Can. Summary Report, 1915, p. 75-85.
- McCann, W.S., 1922; Geology and mineral deposits of the Dridge River map-area, British Columbia: Geol. Surv. Can., Mem. 130, pp. 115
- McGoran, John, 1978; Geological Report-G.L. Mineral Claim-Record No 552-Rutherford Creek Area: B.C. Dept. of Mines, Assessment Rpt., 6976.
- McGoran, John, 1979; Geochemical Report-G.L. 1 - G.L. 5 inclusive-Rutherford Creek Area: B.C. Dept. of Mines, Assessment Rpt., 7648.
- McGoran, John, 1979; Rainbow Syndicate Report-1978 Field Season: Unpub. Rpt., 16 pp.
- Woodsworth, G.J., 1977: Geology Pemberton (92J) map-area, Geol. Surv. Can., Open File 482.
- Woodsworth, G.J., Pearson, D.E., and Sinclair, A.J., 1977: Metal distribution patterns across the eastern flank of the Coast Plutonic Coimplex, south-central British Columbia: Econ. Geol. v. 72, p. 170-183.

7.0 CERTIFICATE

I, R. A. Gonzalez, do hereby certify that:

1. I am a geologist and reside at 2784 Lawson Ave., West Vancouver, British Columbia.
2. I am a graduate of The University of New Mexico, U.S.A.; with a B.Sc. in geology (1965) and an M.Sc. in geology (1968).
3. I have practiced my profession since 1965 in Canada and abroad as indicated on the following page.
4. I am a Fellow in the Geological Association of Canada, Registration Number 4523.
5. I am a registered member of the Association of Professional Engineers of the Province of Manitoba, Registration Number 3970.
6. I have based this report on a personal examination of the property and on information obtained from the Geological Survey of Canada and engineering reports and other support documents provided by **CASTLE MINERALS INC.**
7. I have no interest, nor do I expect to receive any interest, either directly or indirectly in the securities or properties of **CASTLE MINERALS INC.**
8. I have no past or present, direct or indirect interest in any of the listed Mineral Claims or in any other property within the Lillooet Mining District.
9. This report may be used by **CASTLE RESOURCES LTD.** or their agents for a Statement of Material Facts or Shareholders' newsletter, etc. either in whole or in part.

Dated at Vancouver, British Columbia, this 29th day of January 29, 1988:



R. A. Gonzalez M.Sc., F.G.A.C.

8.0 STATEMENT OF PROFESSIONAL QUALIFICATIONS

R.A. GONZALEZ, M.Sc., F.G.A.C.

ACADEMIC

1965	B.Sc. in Geology	The University of New Mexico, U.S.A.
1968	M.Sc. in Geology	The University of New Mexico, U.S.A.

PROFESSIONAL

1984	Adder Exploration & Development Ltd.	President
1983	Archean Engineering Limited	Overseas Manager
1980-1983	Placer Development y Cia. Ltd. (Chile)	Ass't Exploration Manager
1977-1980	Consultant attached to the Geological Survey of Malaysia	Ass't Project Manager on a C.I.D.A. supported mineral exploration survey over Peninsular Malaysia
1977	Registered with the Association of Professional Engineers of the Province of Manitoba	
1975-1977	Province of Manitoba	Resident Geologist for the Manitoba Dept. of Mines.
1971-1975	Giant Mascot Mines Limited	Senior Geologist
1970-1971	New Jersey Zinc (Canada) Ltd.	Exploration Geologist
1968-1970	Anaconda American Brass Ltd.	Research Geologist
1965-1966	Mex-Tex Mining Co. (U.S.A)	Geologist

9.0 APPENDIX - ASSAY RESULTS

GEOCHEMICAL ICP ANALYSIS

.500 GRAM SAMPLE IS DIGESTED WITH 3ML 3-1-2 HCL-HNO3-H2O AT 95 DEG.C FOR ONE HOUR AND IS DILUTED TO 10 ML WITH WATER.
 THIS LEACH IS PARTIAL FOR MN FE CA P LA CR MG BA TI B W AND LIMITED FOR NA K AND AL. AU DETECTION LIMIT BY ICP IS 3 PPM.
 - SAMPLE TYPE: SOIL AU* ANALYSIS BY AA FROM 10 GRAM SAMPLE.

ASSAYER: *[Signature]* DEAN TOYE, CERTIFIED B.C. ASSAYER

CASTLE MINERALS File # 87-4636 Page 1

SAMPLE#	AG PPM	AU* PPB
L6+00S 7+60W	1.7	55
L6+00S 7+40W	1.7	68
L6+00S 7+20W	1.5	71
L6+00S 7+00W	.9	82
L6+00S 6+80W	1.2	49
L6+00S 6+60W	1.2	69
L6+00S 6+40W	1.8	42
L6+00S 6+20W	1.9	41
L6+00S 6+00W	1.5	47
L6+00S 5+80W	1.6	16
L6+00S 5+60W	.7	34
L6+00S 5+40W	.8	8
L6+00S 5+20W	.9	1
L6+00S 5+00W	.7	93
L6+00S 4+80W	.9	49
L6+00S 4+60W	1.2	44
L6+00S 4+40W	1.3	690
L6+00S 4+20W	.5	43
L6+00S 4+00W	.5	77
L6+00S 3+80W	2.7	102
L6+00S 3+60W	.3	25
L6+00S 3+40W	.2	19
L6+00S 3+20W	.4	27
L6+00S 3+00W	.5	12
L6+00S 2+80W	.1	1
L6+00S 2+60W	.2	40
L6+00S 2+40W	1.0	69
L6+00S 2+20W	.8	50
L6+00S 0+20E	.6	440
L6+00S 0+40E	.6	43
L6+00S 0+60E	.5	130
L6+00S 0+80E	.6	530
L6+00S 1+00E	.4	32
L6+00S 1+20E	.6	640
L6+00S 1+40E	.6	93
L6+00S 1+60E	.5	24
STD C/AU-S	7.1	52

SAMPLE#	AG PPM	AU* PPB
L6+00S 1+80E	.4	109
L6+00S 2+00E	.4	185
BL 650S	.2	62
L650S 20E	.1	32
L650S 40E	.4	114
L650S 60E	.4	43
L650S 80E	.5	21
L650S 100E	.6	33
L650S 120E	.3	74
L650S 140E	.2	31
L650S 160E	.4	1
L650S 180E	.4	12
L650S 200E	.5	23
L650S 210E	.4	1
STD C/AU-S	6.8	50

GEOCHEMICAL ANALYSIS CERTIFICATE

P - .500 GRAM SAMPLE IS DIGESTED WITH 3ML 3-1-2 HCL-HNO3-H2O AT 95 DEG. C FOR ONE HOUR AND IS DILUTED TO 10 ML WITH WATER.
 THIS LEACH IS PARTIAL FOR MN FE CA P LA CR MG BA TI B W AND LIMITED FOR NA K AND AL. AU DETECTION LIMIT BY ICP IS 3 PPM.
 - SAMPLE TYPE: P1 - 8. . . . SOIL AU ANALYSIS BY AA FROM 10 GRAM SAMPLE.

ASSAYER: *[Signature]* DEAN TOYE, CERTIFIED B.C. ASSAYER

CASTLE MINERALS *[Signature]* File # 87-4566 Page 1

SAMPLE#	AG PPM	AU* PPB
RD 800W	.1	3
RD 780W	.2	12
RD 760W	.2	5
RD 740W	.3	2080
RD 720W	.8	79
RD 700W	.1	15
RD 680W	1.7	5
RD 660W	.5	1
RD 640W	.1	1
RD 620W	.2	13
RD 600W	.4	1
RD 580W	.4	8
RD 560W	.2	1
RD 540W	.1	4
RD 520W	.7	2
RD 500W	.6	2
RD 480W	3.3	25
RD 460W	1.6	17
RD 440W	.6	9
RD 420W	.2	4
RD 400W	.3	12
RD 380W	.1	9
RD 360W	.1	8
RD 340W	.1	7
RD 320W	.6	14
RD 300W	.2	5
RD 280W	.4	10
RD 260W	.4	2
RD 240W	.7	68
RD 220W	.8	32
RD 200W	.2	153
RD 180W	.5	38
RD 160W	.7	11
RD 140W	.9	44
RD 120W	.3	57
RD 100W	.1	80
STD C/AU-S	7.5	49

SAMPLE#	AG PPM	AU* PPB
RD 80W	1.3	43
RD 60W	.4	32
RD 40W	1.2	25
RD 20W	.8	40
RD 00W	.7	21
RJ 80E	1.1	1
RJ 80EA	.5	10
RJ 100E	.9	1
RJ 120E	.3	1
RJ 140E	.2	1
RJ 160E	.2	3
RJ 180E	.4	1
RJ 200E	.5	2
RJ 220E	.5	22
RJ 240E	.4	1
RJ 260E	.4	8
RJ 280E	.1	9
RJ 300E	1.3	44
RJ 320E	.9	40
RJ 360E	1.4	101
RJ 380E	.3	40
RJ 400E	.6	78
RJ 420E	2.0	70
RJ 440E	.2	65
RJ 460E	.4	1
RJ 480E	.3	1
RK 20E	1.7	1
RK 40E	.5	58
RK 60E	2.1	64
RK 80E	.8	240
RK 100E	.6	80
RK 120E	1.3	650
RK 140E	1.2	66
RK 160E	.2	35
RK 180E	.7	46
RK 200E	1.0	25
STD C/AU-S	7.4	50

SAMPLE#	AG PPM	AU* PPB
RK 220E	.9	85
RK 240E	.4	12
RK 260E	.5	15
RK 270E	.7	1
RU 740W	.1	1
RU 720W	.1	1
RU 700W	.1	3
RU 680W	.1	1
RU 660W	.1	2
RU 640W	.1	1
RU 620W	.2	1
RU 600W	.1	1
RU 580W	.1	2
RU 560W	.1	2
RU 540W	.2	1
RU 520W	.1	1
RU 500W	.1	1
RU 480W	.3	1
RU 460W	.1	2
RU 440W	.1	1
RU 420W	.1	1
RU 400W	.1	1
RU 380W	.1	1
RU 360W	.2	6
RU 340W	.1	1
RU 320W	.2	63
RU 300W	.1	1
RU 280W	.5	26
RU 260W	.1	1
RU 240W	.2	48
RU 220W	.4	44
RU 200W	.4	1255
RU 180W	.5	25
RU 140W	.7	35
RU 120W	.8	21
RU 100W	.5	165
STD C/AU-S	7.4	48

SAMPLE#	AG PPM	AU* PPB
RU 80W	.5	13
RU 60W	.6	70
RU 40W	.6	15
LS+00S 7+60W	.2	59
LS+00S 7+40W	.5	25
LS+00S 7+20W	.8	9
LS+00S 7+00W	1.2	8
LS+00S 6+80W	.8	76
LS+00S 6+60W	.5	47
LS+00S 6+40W	.9	82
LS+00S 6+20W	1.5	345
LS+00S 6+00W	.4	25
LS+00S 5+80W	.2	590
LS+00S 5+60W	.6	9
LS+00S 5+40W	.4	31
LS+00S 5+20W	.2	1
LS+00S 5+00W	.4	4
LS+00S 4+80W	.1	156
LS+00S 4+60W	1.1	190
LS+00S 4+40W	.3	64
LS+00S 4+20W	.7	11
LS+00S 4+00W	.2	2
LS+00S 3+80W	.4	15
LS+00S 3+60W	.3	10
LS+00S 3+40W	.1	35
LS+00S 3+20W	.2	17
LS+00S 3+00W	.1	4
LS+00S 2+80W	.3	1845
LS+00S 2+60W	.4	103
LS+00S 2+40W	.6	3
LS+00S 2+20W	.2	9
LS+00S 2+00W	.1	1260
LS+00S 1+80W	.1	14
LS+00S 1+80W A	.8	12
LS+00S 1+60W	.1	19
LS+00S 1+40W	.5	52
STD C/AU-S	7.5	48

SAMPLE#	AG PPM	AU* PPB
LS+00S 1+20W	.3	13
LS+00S 1+00W	.3	1
LS+00S 0+80W	.7	1
LS+00S 0+60W	.8	1
LS+00S 0+40W	.5	9
LS+00S 0+20W	.9	3
LS+00S 0+00W BL	.9	1
LS+00S 0+00W A	.2	40
LS+00S 0+00W B	.5	1
LS+00S 0+20E	.9	1
LS+00S 0+40E	.1	1
LS+00S 0+60E	.5	41
LS+00S 0+80E	.3	26
LS+00S 0+120E	.1	10
LS+00S 1+00E	.1	1
LS+00S 1+20E	.1	6
LS+00S 1+40E	.5	1
LS+00S 1+60E	.3	1
LS+00S 1+80E	.3	21
LS+00S 2+00E	.6	7
LS+00S 2+20E	.4	49
LS+00S 2+40E	.3	9
LS+50S 7+60W	.5	14
LS+50S 7+40W	.5	28
LS+50S 7+20W	.8	10
LS+50S 6+80W	1.8	45
LS+50S 6+60W	.7	53
LS+50S 6+40W	2.2	145
LS+50S 6+00W	.6	9
LS+50S 5+60W	.5	14
LS+50S 5+40W	1.1	1
LS+50S 5+00W	1.7	1
LS+50S 4+80W	.1	44
LS+50S 4+60W	.3	86
LS+50S 4+40W	.5	147
LS+50S 4+20W	.5	280
STD C/AU-S	7.1	52

SAMPLE#	AG PPM	AU* PPB
L5+50S 4+00W	.3	56
L5+50S 3+80W	.1	32
L5+50S 3+60W	1.5	375
L5+50S 3+40W	.1	250
L5+50S 3+20W	.2	220
L5+50S 3+00W	1.9	33
L5+50S 2+80W	.2	23
L5+50S 2+60W	.1	26
L5+50S 2+40W	.6	151
L5+50S 2+40W A	.4	18
L5+50S 2+20W	.7	2
L5+50S 2+00W	.4	88
L5+50S 1+80W	.9	33
L5+50S 1+60W	1.2	14
L5+50S 1+40W	.2	3
L5+50S 1+20W	.4	28
L5+50S 0+20E	.7	56
L5+50S 0+40E	.7	131
L5+50S 0+60E	.9	110
L5+50S 0+80E	.1	15
L5+50S 1+00E	.4	17
L5+50S 1+20E	.1	2385
L5+50S 1+40E	.4	250
L5+50S 1+60E	.1	24
L5+50S 1+80E	.5	52
L5+50S 2+00E	1.5	64
L5+50S 2+20E	.3	580
L5+50S 2+60E	1.9	15
L600S 1120W	1.5	145
L600S 1100W	1.7	123
L600S 1080W	1.8	64
L600S 1060W	1.1	62
L600S 1040W	3.0	104
L600S 1020W	1.6	5
L600S 1000W	27.7	3
L600S 980W	1.8	8
STD C/AU-S	7.5	49

SAMPLE#	AG FFM	AU* PPB
L600S 960W	.5	3
L600S 940W	1.0	6
L600S 920W	2.1	5
L600S 900W	.7	2
L600S 880W	.7	1
L600S 860W	.9	3
L600S 840W	.3	2
L600S 820W	.1	1
L600S 800W	1.0	5
L600S 780W	.1	385
L650S 840W BL	.2	47
L650S 820W	.3	33
L650S 800W	.4	8
L650S 780W	.3	4
L650S 760W	.4	1
L650S 740W	.3	36
L650S 720W	.2	20
L650S 700W	.8	15
L650S 680W	.3	1
L650S 660W	.3	2
L650S 640W	.5	1
L650S 620W	.2	1
L650S 600W	1.0	1
L650S 580W	.1	1
L650S 560W	.2	1
L650S 540W	.2	2
L650S 520W	1.0	105
L650S 500W	.5	26
L650S 480W	.5	6
L650S 460W	.6	9
L650S 440W	2.2	1
L650S 420W	.4	45
L650S 400W	.4	24
L650S 380W	.2	1
L650S 360W	.1	19
L650S 340W	.3	26
STD C/AU-S	7.2	48

SAMPLE#	AG PPM	AU* PPB
L650S 320W	.2	17
L650S 300W	.1	1
L650S 280W	.1	22
L650S 260W	.1	62
L650S 240W	.3	10
L650S 220W	1.2	8
L650S 200W	.4	55
L650S 180W	1.0	29
L650S 160W	.3	11
L650S 140W	1.2	395
L650S 120W	.2	17
L650S 100W	.1	152
L650S 80W	.5	98
L650S 60W	.2	37
L650S 40W	.3	67
L650S 20W	.5	3
L650S BLI	.7	136
2401A GOUGE E	.3	53
2401B GOUGE W	.2	5
2403	.2	39
92202A	1.0	96
STD C/AU-S	7.2	52

ACME ANALYTICAL LABORATORIES

DATE RECEIVED: SEPT 18 1987

852 E. HASTINGS ST. VANCOUVER B.C. V6A 1R6

PHONE 253-3158

DATA LINE 251-1011

DATE REPORT MAILED:

Sept 29/87

GEOCHEMICAL ICP ANALYSIS

.500 GRAM SAMPLE IS DIGESTED WITH 3ML 3-1-2 HCL-HNO3-H2O AT 95 DEG.C FOR ONE HOUR AND IS DILUTED TO 10 ML WITH WATER. THIS LEACH IS PARTIAL FOR MN FE CA P LA CR MG BA TI B W AND LIMITED FOR NA AND K. AU DETECTION LIMIT BY ICP IS 3 PPM. - SAMPLE TYPE: P1-7 SOIL P8-ROCK

ASSAYER: *D. Toye* DEAN TOYE, CERTIFIED B.C. ASSAYER

CASTLE MINERALS File # 87-4266 Page 1

SAMPLE#	AG PPM	AU PPB
L100S 500W	.3	12
L100S 480W	.3	2
L100S 460W	.1	32
L100S 440W	.3	1
L100S 420W	.4	1
L100S 400W	.1	1
L100S 380W	.1	60
L100S 360W	.5	11
L100S 340W	.3	5
L100S 320W	.8	139
L100S 300W	.4	1010
L100S 280W	.4	117
L100S 260W	.5	48
L100S 240W	.3	14
L100S 220W	.2	45
L100S 200W	1.0	4
L100S 180W	.2	1
L100S 160W	.2	144
L100S 140W	.2	47
L100S 120W	.1	26
L100S 100W	.1	112
L100S 80W	.1	49
L100S 60W	.1	55
L100S 40W	.1	92
L100S 20W	.3	66
L100S 00E	.1	35
L100S 20E	.2	11
L100S 40E	.3	29
L100S 60E	.2	1
L100S 80E	.3	82
L100S 100E	.5	41
L100S 120E	.5	129
L100S 140E	.3	15
L100S 160E	.1	15
L100S 180E	.5	18
L100S 200E	.9	51
STD C/AU-S	7.0	52

SAMPLE#		AG PPM	AU PPB
L100S 220E		.4	21
L100S 240E		.1	27
L100S 260E		.2	13
L100S 280E		.1	34
L100S 300E		.1	116
L100S 320E		.1	24
L100S 340E		.1	30
L100S 360E		.2	15
L100S 380E		.1	1
L100S 400E		.6	5
L100S 420E		.2	70
L100S 440E		.2	20
L150S 500W		.1	2
L150S 480W		.1	5
L150S 460W		.1	6
L150S 440W		.3	28
L150S 420W		.2	36
L150S 400W		.1	29
L150S 380W		.4	63
L150S 360W		.1	27
L150S 340W		.3	11
L150S 320W		.1	5
L150S 300W		.2	121
L150S 294W	SILT	1.3	167
L150S 280W		.1	113
L150S 260W		.1	5
L150S 240W		.3	6
L150S 220W		.2	5
L150S 200W		.2	6
L150S 180W		.1	65
L150S 160W		.3	2
L150S 140W		.1	1
L150S 120W		.1	6
L150S 100W		.1	5
L150S 80W		.4	89
L150S 60W		.2	5
STD C/AU-S		7.4	53

SAMPLE#	AG PPM	AU PPB
L150S 40W	.3	13
L150S 20W	.7	26
L150S 00W	.4	62
L150S 00E	.2	35
L150S 20E	.3	15
L150S 40E	.1	2
L150S 60E	.1	10
L150S 80E	.1	36
L150S 100E	.5	305
L150S 120E	.3	87
L150S 140E	.4	13
L150S 160E	.5	16
L150S 200E	.3	2
L150S 220E	.2	69
L150S 240E	.4	21
L150S 260E	.3	112
L150S 280E	.1	8
L150S 300E	.5	1
L150S 320E	.2	15
L150S 340E	.4	11
L150S 360E	.2	32
L150S 380E	.3	1
L150S 400E	.2	6
L150S 420E	.1	3
L150S 440E	.1	1
L200S 00E	.3	210
L200S 20E	.1	1
L200S 40E	.2	19
L200S 60E	.9	570
L200S 80E	.1	9
L200S 100E	.2	6
L200S 120E	.1	25
L200S 140E	.3	16
L200S 160E	.1	1
L200S 180E	.3	330
L200S 200E	.2	2
L200S 220E	.1	13
STD C/AU-S	6.9	48

SAMPLE#	AG PPM	AU PPB
L200S 240E	.3	20
L200S 260E	.1	34
L200S 280E	.2	32
L200S 300E	.4	22
L200S 320E	.3	13
L200S 340E	.1	9
L200S 360E	.1	13
L200S 380E	.3	1
L200S 400E	.2	3
L200S 420E	.2	26
STD C/AU-S	7.0	48
L200S 440E	.2	46
L200S 460E	.1	30
L200S 480E	.1	13
L200S 500E	.1	3
L250S 500W	.1	67
L250S 480W	.1	7
L250S 460W	.1	4
L250S 440W	.5	7
L250S 420W	.3	8
L250S 400W	.1	1
L250S 380W	.1	16
L250S 340W	.6	89
L250S 320W	.1	8
L250S 300W	.1	43
L250S 280W	.1	5
L250S 260W	.2	2
L250S 240W	.1	1
L250S 220W	.2	29
L250S 200W	.3	1
L250S 180W	.1	1
L250S 160W	.2	5
L250S 140W	.3	7
L250S 120W	.2	18
L250S 100W	.1	4
L250S 80W	.1	1
L250S 60W	.4	2

SAMPLE#	AG PPM	AU PPB
L250S 40W	.1	16
L250S 20W	.4	22
L250S 00E	1.5	28
L250S 20E	.7	12
L250S 40E	.2	25
L250S 60E	.3	1
L250S 80E	.6	60
L250S 100E	.6	47
L250S 120E	.5	13
L250S 140E	.3	18
L250S 160E	.1	10
L250S 180E	3.5	11
L250S 200E	.6	610
L250S 220E	.9	6
L250S 240E	1.1	24
L250S 260E	.5	10
L250S 280E	.1	6
L250S 300E	.1	1
L250S 320E	.1	1
L250S 340E	.2	70
L250S 360E	.1	11
L250S 380E	.3	3
L250S 400E	.5	21
L250S 420E	.1	2
L250S 440E	.5	1
L250S 460E	.1	1
L250S 480E	.3	1
L250S 500E	.1	13
RG 620E	.3	81
RG 640E	.5	67
RG 660E	.1	1
RG 680E	.2	37
RG 700E	.9	21
RG 720E	.7	1
RG 740E	.3	15
RG 760E	.1	2
STD C/AU-S	6.9	49

SAMPLE#	AG PPM	AU PPB
RG 780E	.2	59
RG 800E	.5	60
RG 820E	.1	58
RG 840E	.8	24
RG 860E	.1	68
RG 880E	.1	62
RG 900E	.1	36
RG 920E	1.6	31
RG 940E	.4	4
RG 960E	.3	47
RG 980E	1.0	18
RG 1000E	.4	4
RG 1020E	.3	13
RG 1040E	.2	5
RG 1060E	.2	105
RG 1080E	.3	16
RG 1100E	.4	45
RG 1120E	.3	18
RG 1140E	.2	25
RG 1160E	.3	8
RG 1180E	.1	58
RG 1200E	.1	68
RG 1220E	.5	12
RG 1240E	.4	18
RG 1260E	.1	6
RG 1280E	.3	2
RG 1300E	.1	1
RG 1320E	.2	22
RG 1340E	.1	1
RG 1360E	.2	2
RG 1380E	.2	1
RG 1400E	.1	12
RG 1420E	.3	5
RG 1440E	.3	28
RG 1460E	.2	18
RG 1480E	.2	6
STD C/AU-S	7.1	49

SAMPLE#	AG PPM	AU PPB
RG 1500E	.1	13
RG 1520E	.1	21
RG 1540E	.1	16
RG 1560E	.1	25
RG 1580E	.1	13
RG 1600E	.1	11
RG E MIDDLE	.1	42
RG 760+740 MIDDLE	.1	1
RH 00E	.3	14
RH 20E	.1	11
RH 40E	.2	5
RH 60E	6.6	12
RH 80E	.1	3
RH 100E	.1	5
RH 120E	.1	6
RH 140E	.1	8
RH 160E	.2	5
RH 180E	.2	10
RH 200E	.2	27
RH 220E	.1	9
RH 240E	.1	12
RH 260E	.3	5
RH 280E	.4	2
RH 300E	.1	14
6-4-87 SILT	1.3	29
6-6-87 SILT	.1	23
6-7-87 SILT	1.0	13
6-8-87 SILT	.5	5
SPARROW 386E SILT	.1	1
STD C/AU-S	7.2	51

SAMPLE	Ag ppm	Au* ppb
R6-1-87	.4	5690

ACME ANALYTICAL LABORATORIES
 852 E. HASTINGS ST. VANCOUVER B.C. V6A 1R6
 PHONE 253-3158

DATE RECEIVED: SEPT 13 1987
 DATA LINE 251-1011 DATE REPORT MAILED: *Sept. 23/87*

GEOCHEMICAL ICP ANALYSIS

.500 GRAM SAMPLE IS DIGESTED WITH 3ML 3-1-2 HCL-HNO3-H2O AT 95 DEG.C FOR ONE HOUR AND IS DILUTED TO 10 ML WITH WATER. THIS LEACH IS PARTIAL FOR MN FE CA P LA CR MG BA TI B W AND LIMITED FOR NA AND K. AU DETECTION LIMIT BY ICP IS 3 PPM.
 - SAMPLE TYPE: P1-6 SOIL P7-SILT P8-ROCK P9-HM CONC. AU* ANALYSIS BY AA FROM 10 GRAM SAMPLE.

ASSAYER: *D. Toye* DEAN TOYE, CERTIFIED B.C. ASSAYER

CASTLE MINERALS File # 87-4115 Page 1

SAMPLE#	AG PPM	AU* PPB
MR 1760W	1.1	1
MR 1700W	.1	1
MR 1660W	.6	2
MR 1620W	1.1	1
MR 1560W	.7	13
MR 1520W	.3	2
MR 1480W	.2	3
MR 1440W	1.4	94
MR 1400W	1.8	9
MR 1340W	1.0	28
MR 1300W	.7	15
MR 1260W	.5	66
MR 1220W	.5	5
MR 1180W	.6	33
MR 1140W	.7	4
MR 1100W	1.1	30
0+1060	1.5	4
0+1020	.7	23
0+980	1.0	6
0+940	.6	7
0+900	2.0	2
0+860	.2	7
0+840	1.7	6
0+800	.3	10
0+760	2.0	1
0+730	.7	52
0+700	3.5	165
0+660	1.3	29
0+620	1.0	46
0+580	1.0	9
0+540	.3	12
0+500	.9	32
0+470	.6	35
0+420	.4	47
0+394	.6	785
0+360	.6	135
STD C/AU-S	6.9	52

SAMPLE#	AG PPM	AU* FPB
O+320	.4	61
O+240	.4	1
O+200	.7	2
O+172	.5	4
O+100	.6	12
O+80	.2	1
O+40	.7	6
RA 220E	.3	7
RA 260E	.2	16
RB 120E	.3	53
RB 140E	.3	7
RB 160E	.2	23
RB 180E	.4	73
RE 1000W	.5	7
RE 980W	.8	2
RE 960W	.2	1
RE 940W	.2	1
RE 920W	.2	1
RE 900W	.2	1
RE 880W	.3	1
RE 860W	.3	4
RE 840W	.4	1
RE 820W	.1	1
RE 800W	.3	1
RE 780W	2.6	50
RE 760W	.9	21
RE 740W	.6	74
RE 720W	.7	2
RE 700W	.4	1
RE 680W	.2	2
RE 660W	.2	7
RE 640W	.8	1
RE 620W	.5	49
RE 600W	1.5	46
RE 580W	.1	3
RE 560W	.9	8
STD C/AU-S	6.9	49

SAMPLE#	AG PPM	AU* PPB
RE 540W	.7	5
RE 520W	1.3	15
RE 500W	.7	2
RE 480W	1.5	4
RE 460W	.3	8
RE 440W	.8	62
RE 420W	.8	31
RE 400W	.7	84
RE 380W	1.3	87
RE 360W	4.7	325
RE 340W	.4	75
RE 320W	1.4	112
RE 300W	1.6	121
RE 280W	.9	86
RE 260W	.4	95
RE 240W	.6	55
RE 220W	.8	51
RE 200W	.5	9
RE 180W	1.6	159
RE 160W	3.3	480
RE 140W	.9	91
RE 120W	.9	320
RE 100W	.8	250
RE 80W	1.2	73
RE 60W	.5	191
RE 40W	.2	34
RE 20W	.6	57
RE 00W	.4	630
RE 00E	1.3	14
RE 20E	3.6	9
RE 40E	.9	59
RE 60E	1.1	22
RE 80E	.7	40
RE 100E	1.3	47
RE 120E	.8	39
RE 140E	1.5	111
STD C/AU-S	7.1	51

SAMPLE#	AG PFM	AU* PPB
RE 160E	1.3	42
RE 180E	1.2	123
RE 200E	1.8	80
RE 220E	.7	76
RE 240E	1.2	58
RE 260E	.6	43
RE 280E	.4	67
RE 300E	.4	60
RE 320E	.6	29
RE 340E	1.9	36
RE 360E	.6	64
RE 380E	.6	98
RE 400E	1.2	310
RE 420E	.7	38
RE 440E	.4	135
RE 460E	.5	46
RE 480E	1.4	240
RE 500E	.5	280
RE 520E	.3	355
RE 540E	.3	96
RF 00	.8	107
RF 20E	.5	955
RF 40E	.7	112
RF 60E	.4	21
RF 80E	.8	15
RF 100E	.5	73
RF 120E	.4	9
RF 140E	.1	14
RF 160E	.1	20
RF 180E	.2	32
RF 200E	.6	15
RG 00	.9	24
RG 20E	.6	28
RG 40E	.5	7
RG 60E	.6	3
RG 80E	.4	5
STD C/AU-S	7.1	50

SAMPLE#	AG FPM	AU* PPB
RG 100E	.2	4
RG 120E	.6	34
RG 140E	.8	59
RG 160E	.8	46
RG 180E	1.2	37
RG 200E	1.9	71
RG 220E	2.0	67
RG 240E	2.3	58
RG 260E	2.3	74
RG 280E	.7	53
RG 300E	.3	45
RG 310E	.6	46
RG 320E	1.1	1010
RG 340E	2.1	39
RG 360E	.5	62
RG 380E	1.1	55
RG 400E	.5	8
RG 420E	1.3	73
RG 440E	.4	45
RG 460E	.3	95
RG 480E	.6	22
RG 500E	.4	43
RG 520E	.4	14
RG 540E	.6	36
RG 560E	.5	56
RG 580E	.4	185
RG 600E	.5	245
SL 2	1.1	20
SL 3	2.3	185
SL 4	.9	113
6-3 87	.3	12
6-31 87	.6	9
6-32 87	2.4	11
6-33 87	.9	7
6-35 87	.2	2
6-39 87	.4	8
STD C/AU-S	7.0	49

SAMPLE#	AG PPM	AU* PPB
6-40 87	.1	1
6-41 87	.4	6

SAMPLE#	AG PPM	AU* PPB
MR 1580 P	1.1	1
MR 1720 P	.4	6
MR 1780 P	.9	1
RE 910W P	.1	1
RE 810W P	.3	8
RE 750W P	.1	1
RE 250W P	.2	152
RE 210W P	.1	63
RE 200E P	1.0	41
RF 20E P	.2	23
RF 63E P	.2	37
RG 65E P	.3	3
RG 505E P	.1	1
RG 540E P	.3	51
SL 1 P	1.1	30
SL 5 P	1.0	118
SL 6+200 P	1.4	27
6-2-87 P	1.0	7
6-5-87 P	.3	4
6-30-87 P	.4	22
8-1-87 P	.1	1
0+132 P	.2	12
0+264 P	.6	23
STD C/AU-S	7.2	52

P-20 MESH, PULVERIZED

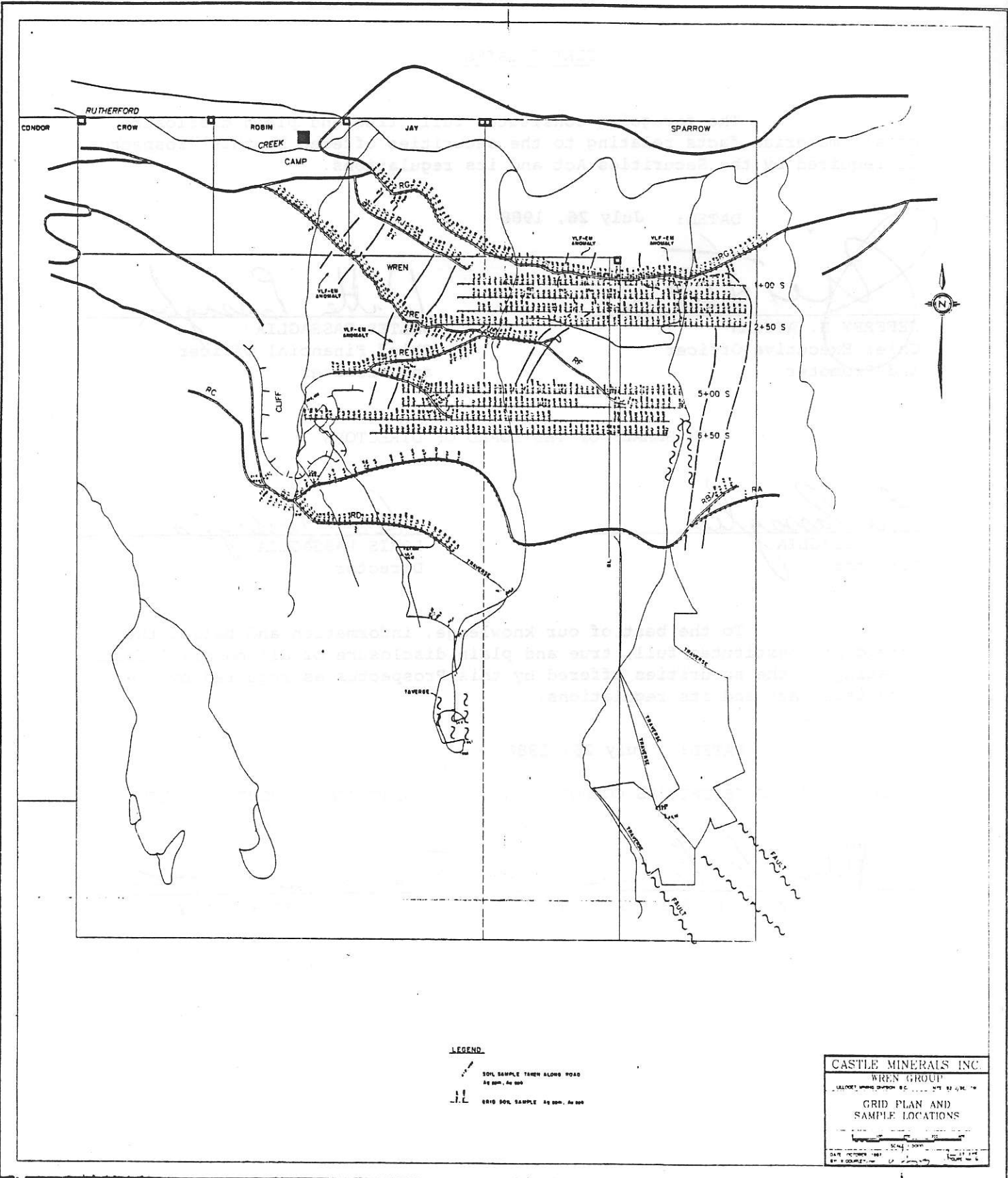
SAMPLE#	AG PPM	AU* PPB
8-1-87R	.2	12
630	.1	1
GG 1	.4	490
GG 2	.2	21
GG 3	3.2	44
MR 1780	.8	1
MR 1810	.8	1
M.RD.	.1	2
RX 6-9-87	.6	265
RX 6-10-87	.1	3
S.R.	.5	22
CR 1 FLOAT	30.8	1895
ROCK 1 RE 160E	.3	69
ROCK 2 RE 520E	.2	19
ROCK 3 RE 520E	.2	4
ROCK 4 RE 520E	.1	715
RSL 7	.6	142
RSL 8	.4	15
RSL 9	.4	5
RSL 10	.7	26
CHERT 0+132	.1	2
R 0+132	3.1	82
RMR 1780	.6	1
RMR 1440	.3	26
R 1400W	.8	2
STD C/AU-R	7.1	490

CASTLE MINERALS

FILE # 87-4115

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SAMPLE#	AG PPM	AU* PPB
0+132	.4	1
0+394	.4	12



LEGEND

 SOIL SAMPLE TAKEN ALONG ROAD
At 500', At 100'

 GRID SOIL SAMPLE At 500', At 100'

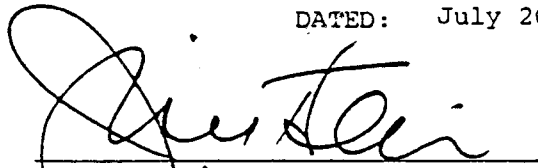
CASTLE MINERALS INC
WREN GROUP
 (LITTLETON, COLORADO) P.C. 107 52 4, N.C. 10
**GRID PLAN AND
 SAMPLE LOCATIONS**

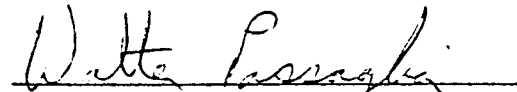
SCALE: 1" = 2000'
 DATE: OCTOBER 1981
 BY: J. COOPER

CERTIFICATES

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

DATED: July 26, 1988


JEFFREY H. AITKEN
Chief Executive Officer
and Promoter


WALTER PASSAGLIA
Chief Financial Officer
and Promoter

ON BEHALF OF THE BOARD OF DIRECTORS


LUI PASSAGLIA
Director


LORIS PASSAGLIA
Director

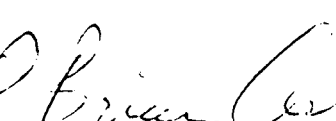
To the best of our knowledge, information and belief the foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the Securities Act and its regulations.


DATED: July 26, 1988

GEORGIA PACIFIC SECURITIES CORPORATION

WEST COAST SECURITIES LTD.

Per: 
K. C. KAM


R. BRIAN ASHTON

Per: 
JAMES H. THOMAS