

PROPERTY FILE

-05

~~DE File #115062 92H/51~~
~~A.I. West Clarks 92H/51~~
~~DE Dev 92H/51~~

P.W. Harrison Lake Gold 92H/51

(watch for progress - they are not in order!)

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92HSW 92

NOTICE OF EXTRAORDINARY GENERAL MEETING
AND
JOINT MANAGEMENT INFORMATION CIRCULAR

AMIR MINES LTD.
NORMINE RESOURCES LTD. AND
BEMA INTERNATIONAL RESOURCES INC.

October 7, 1988

<u>Optionee</u>	<u>Number of Shares</u>	<u>Expiry Date</u>	<u>Exercise Price</u>
<u>Employees:</u>			
Michael J. Beley	75,000	Nov. 3/92	\$1.00
Colin Fay	25,000	Apr. 10/93	\$2.15
Kevin McArthur	25,000	Apr. 10/93	\$2.15
Gary D. Nordin	75,000	Nov. 3/92	\$1.00
Barry D. Rayment	200,000	Oct. 2/93	\$1.70
Roger Richer	5,000	Nov. 3/92	\$1.00
Wilfreid Stuck	25,000	Oct. 2/93	\$1.70
Ken Tong	20,000	Apr. 10/93	\$2.15
Anthony Williams	35,000	Oct. 27/92	\$2.60
Laurie Wilson	10,000	Nov. 3/92	\$1.00
Betty Wong	2,000	Nov. 3/92	\$1.00

As at October 7, 1988, 375,000 shares of Bema were held in escrow by Yorkshire Trust Company in Vancouver pursuant to an escrow agreement dated March 1, 1987. The escrowed shares may be released in accordance with the rules and policies of the Vancouver Stock Exchange and the British Columbia Securities Commission.

Bema proposes to issue up to 300,000 flow-through shares at a price of \$2.50 per share to NIM Resource - 1988 and Company, Limited Partnership pursuant to an agreement dated June 14, 1988.

Bema currently has no other options, share purchase warrants or restricted shares issued and outstanding.

PRINCIPAL SHAREHOLDERS

There are no shareholders of record or known to Bema to own beneficially, directly or indirectly, 10% or more of the common shares of Bema as at October 7, 1988 however, the largest single shareholder is set out in the following table:

<u>Name and Address</u>	<u>Number of Shares</u>	<u>Percentage of Issued and Outstanding Shares</u>
Bema Industries Ltd. P.O. Box 9 1000 - 609 W. Hastings St. Vancouver, British Columbia	929,000	8.9%

INVESTMENTS AND PROPERTIES

Investments in securities

Bema owns 1,235,000 common shares of Amir, which represents 19.5% of the issued and outstanding share capital of Amir and 1,209,000 common shares of Normine which represents 19.5% of the issued and outstanding share capital of Normine. These shares will be cancelled upon the Effective Date of the Amalgamation without any repayment of capital.

Bema owns 3,100,000 common shares of Abo Resource Corp ("Abo") a company listed on the Vancouver Stock Exchange, which represents 40.62% of the issued and outstanding share capital of Abo. In addition, Bema owns share purchase warrants entitling Bema to purchase a further 600,000 common shares of Abo at a price of \$0.90 per share until January 14, 1989.

Mineral Projects

Bema holds an interest in the following projects:

- (i) The Harrison Lake Gold Property
- (ii) The China Project

(i) The Harrison Lake Gold Property:

The Harrison Lake Property is comprised of 11 mineral claims, in the New Westminster Mining District, located at the southeast edge of Harrison Lake about 100 km east of Vancouver, British Columbia.

The claims were staked by R.B. Pincombe ("Pincombe") and B.H. Williams ("Williams"). By option agreement dated February 11, 1983 Pincombe and Williams granted Abo Oil Corporation (now Abo) an option to acquire the claims. To exercise its option Abo is required to issue 200,000 common shares to Pincombe and Williams and pay to Pincombe and Williams \$50,000 upon execution, \$25,000 annually until 1991 and \$575,000 on September 30, 1992. All shares have been issued and payments are made up to date.

Pincombe and Williams will receive a 5% NSR until they have received \$800,000 (of which the cash payments described above form a part) at which time they will have no further interest in the property.

Abo explored the property in 1982 and 1983.

Abo drilled a further 7 diamond drill holes in 1984, totalling 754 meters, including the extension of two previously drilled holes. Gold was intersected in three of these holes. The best intersection was a 64 metre interval in DDH84-28 which averaged 0.10 oz/ton gold.

On November 14, 1984, Abo and Kerr Addison Mines Limited ("Kerr"), a corporation whose shares are listed on The Toronto Stock Exchange, entered into a Joint Venture Agreement respecting the Harrison Lake Property. Pursuant to the terms of the Joint Venture Agreement, Kerr earned a 60% interest in the Harrison Lake Property.

In late 1984, Kerr continued the exploration. In 1985 Kerr remapped the property and carried out substantial stream, soil and rock chip geochemical sampling. This was followed by a program of 834 metres of diamond drilling in four new holes as well as extensions of a previous Abo drill hole.

In 1986 Kerr completed a major exploration program covering several prospects on the property. Geological mapping, based on gold geochemical anomalies, indicated the presence of newly-located quartz diorite stocks located to the south and east of the known Jenner stock as well as a north trending feldspar porphyry dyke 1,000 meters long, 100 meters wide.

Two large grids were established totalling 42.7 km with lines cut at 50 meter line spacing. Soil samples were collected at 25 meter intervals on these grids; additional infill line cutting and soil sampling at 25 meter intervals was completed over the north end of the Bluff Stock. In addition to the soil geochemical sampling, heavy mineral stream sediment sampling was conducted on several creeks, including Jenner Creek, below the Jenner stock.

By letter of intent dated February 10, 1987 and agreement dated March 1, 1987 between Bema and Kerr, Bema was granted the right to earn a 50% interest in Kerr's 60% interest in the Harrison Lake Property (for a 30% interest in the property) by providing to Kerr \$750,000 to be expended on exploration on the property in 1987. Upon earning its interest, Bema had the option to earn an additional 5% interest in the Harrison Lake Property (for a 35% interest in the property) by providing a further \$250,000 for expenditures on the Harrison Lake Property.

In 1987 an extensive underground exploration and sampling program was undertaken. Underground work consisted of driving a main adit 188.9 meters with crosscuts north for 36.05 meters and south southeast for 43.8 meters. In addition, three raises totalling 75.6 meters were driven up pre-existing diamond drill holes.

Detailed sampling consisting of drill core in advance of tunnelling; face and rib channel sampling as well as a partially completed mechanical sampling program were carried out.

On October 23, 1987, Bema agreed to acquire 2,500,000 shares of Abo from certain shareholders of Abo, in exchange for 1,000,000 shares of Bema, at a deemed price of \$3.20 per share of Bema. In addition Bema acquired 600,000 shares of Abo and 600,000 Share Purchase Warrants. This resulted in the acquisition by Bema of effective control of Abo. Bema has expended a total of \$1,300,000 on the Harrison Lake Property as at May 31, 1988, and has therefore earned its 35% interest in the Harrison Lake Property.

By agreement dated effective June 30, 1988, Bema agreed to acquire Kerr's 25% interest in the Harrison Lake Gold Property in exchange for 700,000 common shares of Bema and \$600,000, the latter payable on or before June 30, 1989 in cash or in shares of Bema. Therefore, Bema holds, directly, 60% of the Harrison Lake Gold Property and controls, indirectly through Abo, 40% of the Harrison Lake Gold Property.

Work on the Harrison Lake Gold Deposit (Jenner Stock) indicates the presence of 4,950,000 tons of probable and possible reserves. Extensive underground channel sampling indicates a grade of greater than 3 grams/ton or 0.10 oz/ton gold.

TOTAL POSSIBLE
RESERVES: 2,850,000 tons at 0.10 oz/ton gold

TOTAL PROBABLE
RESERVES: 2,100,000 tons at 0.10 oz/ton gold

Gold mineralization has been encountered in the adjacent Portal Stock that is similar to the Jenner Stock mineralization. Diamond drilling of the Portal Stock and three other stocks with similar mineralization is ongoing.

The exploration program budget for 1988 is planned to be approximately \$1,500,000. This includes diamond drill work, metallurgical, mineralogical and geochemical studies of the gold and associated mineralization. In addition, a comprehensive ground exploration program is planned.

Infrastructure for the project is well developed and is in close proximity to the property. Access is by excellent all-weather road; and electricity and water are within a few kilometres of the potential mine and mill sites.

The project is located in a multiple resource use area. The primary environmental concern is the selection of an appropriate location for the disposal and potential use of mine tailings. Environmental consultants were engaged in 1986 and are currently preparing an Environment Prospectus. No problems have been encountered in obtaining exploration permits to date for both surface and underground work.

(ii) China Project

Bema entered into a joint venture letter agreement dated June 6, 1986 with Teck Corporation ("Teck") and Wright Engineers Limited ("Wright") for the purpose of negotiating a joint venture to be located in the Peoples Republic of China. The terms of the joint venture agreement provide that Teck's interest will be 50%, Wright's interest will be 10% and Bema's interest will be 40%. Bema is responsible for the selection and establishment of a joint venture with the China National Non-Ferrous Corporation ("CNNC") and bringing the CNNC joint venture to a development stage.