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GEOLOGICAL REPORT ON THE RATH #9 CLAIM

FOR

GOLDEN ROCK RESOURCES LTD.

Upper Arrow Lake Area

Revelstoke Mining Division

Latitude 50°44' North

Longitude 117°40' West

GEOLOGICAL BRANCH
ASSESSMENT REPORT

by

13,439

Frank Di Spirito, B.A.Sc., Eng.

Douglas Wood, B.Sc.

Shangri-La Minerals Limited

Vancouver, British Columbia

NOVEMBER, 1984

GOLDEN ROCK RESOURCES LTD.

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GOLDEN ROCK RESOURCES LTD.

RATH #9 CLAIM

FIGURE 1

LOCATION MAP

REVELSTOKE M.D.

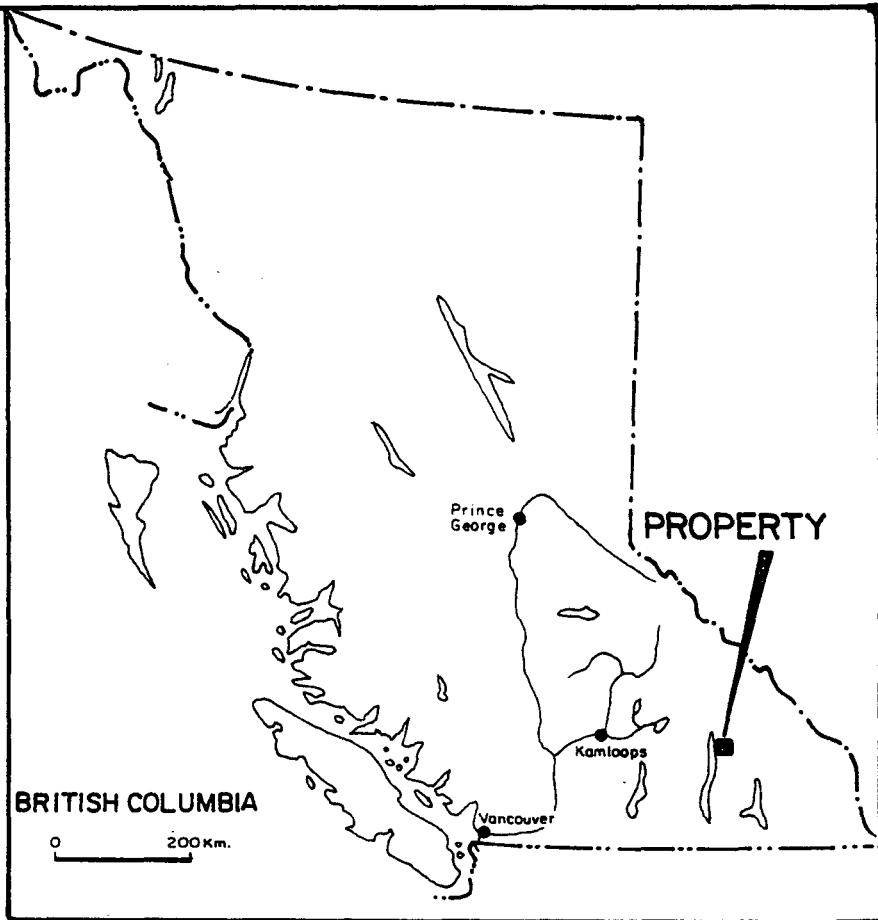
Shangri - La Minerals Limited.

SCALE
1 : 50,000

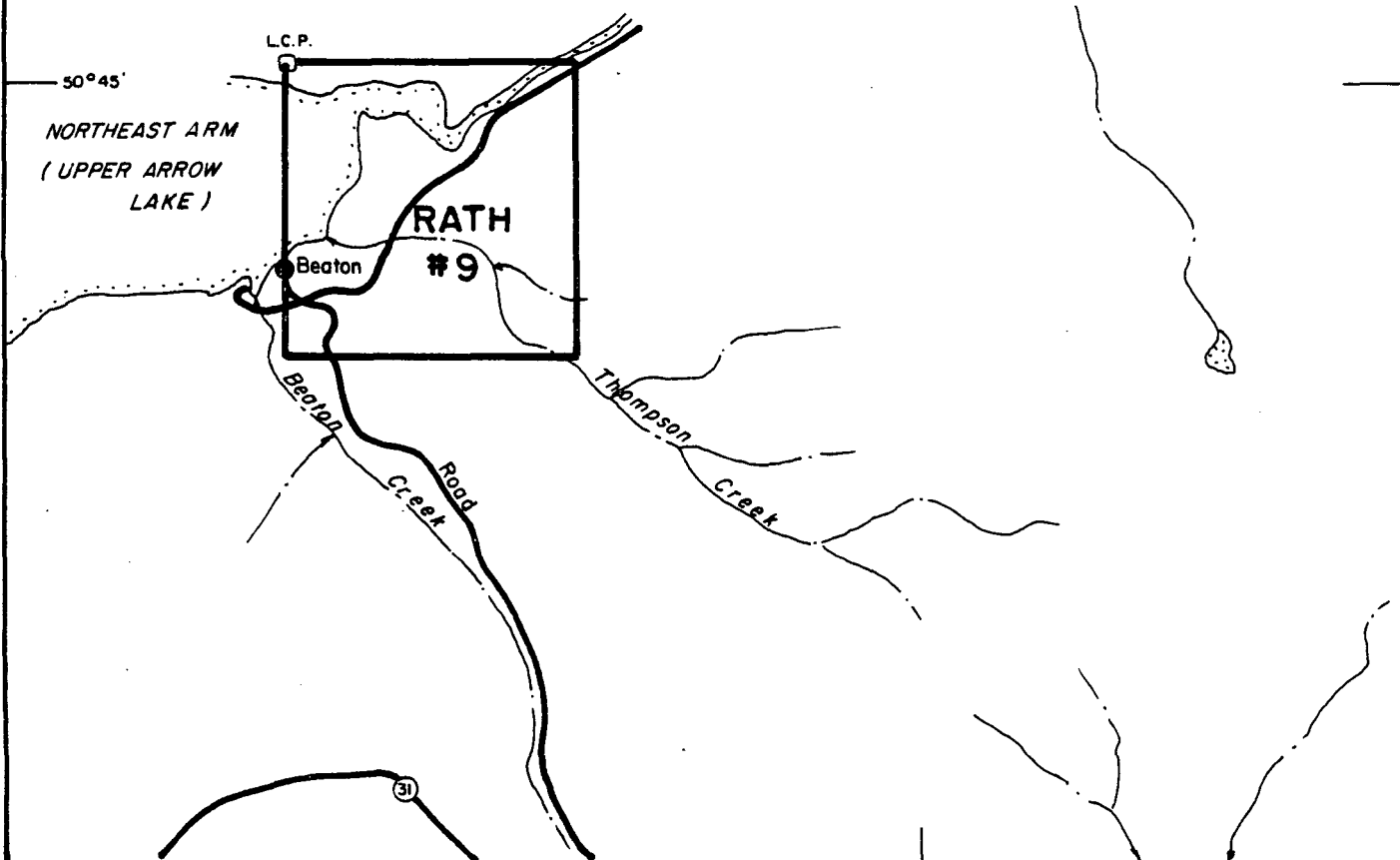


DEC. 1984

N.T.S. 82K-12E



117°40'



**GEOLOGICAL REPORT ON THE RATH #9 CLAIM
FOR GOLDEN ROCK RESOURCES LTD.
Revelstoke Mining Division**

SUMMARY

A first phase mineral exploration program consisting of grid surveying and geological mapping was conducted by Shangri-La Minerals Limited on the Rath #9 claim owned by Golden Rock Resources Ltd. between October 2nd and 15th 1984.

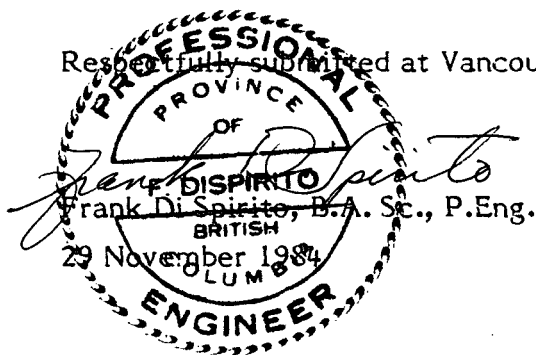
A grid covering the claim was used as survey reference in the making of a 1:5,000 scale geological map of the property.

The Rath #9 claim is underlain by an assemblage of dark greenish-grey to black phyllite and shale as well as a light grey to rusty weathering phyllitic quartzite. Several quartz veins were observed to contain pyrite mineralization. Lead, zinc and silver anomalies were found in outcrop.

Outcrop and subcrop account for approximately 10% of the claim area, while the remainder is covered by colluvium and alluvium glacial debris Arrow Lake and the Incomapleaux River.

It is recommended that a phase II program as prescribed by R.E. Renshaw and as modified by the Author, be commenced to evaluate the property's potential

Respectfully submitted at Vancouver, B.C.



INTRODUCTION

At the request of the officers of Golden Rock Resources Ltd. a program of geological mapping was conducted on the Rath #9 claim by Shangri-La Minerals Limited between October 2nd and 15th, 1984.

The purpose of this exploration program was to delineate zones of potential economic mineralization as prescribed by R.E. Renshaw, P. Eng., in his June, 1984, Report on the Rath #9 claim.

PROPERTY STATUS

The Rath #9 mineral claim consists of 16 metric units recorded in the Revelstoke Mining Division.

Particulars are as follows:

| <u>Name</u> | <u>Record Number</u> | <u>Anniversary Date</u> | <u>Size</u> |
|-------------|----------------------|-------------------------|-------------|
| Rath #9 | 1777 | January 30th | 16 units |

LOCATION AND ACCESS

The Rath #9 mineral claim is located at the end of the Northeast Arm of Upper Arrow Lake in the area of the former settlement of Beaton, B.C.

The claim consists of 20 metric units. Approximately six units of which are currently flooded at the high water mark of the Arrow Lake Reservoir within the northwest corner of the claim.

Access to the property from Revelstoke, B.C., is south via provincial route 23 to the Shelter Bay - Galena Ferry. Once on the east side of Arrow Lake one proceeds north through Galena Pass on provincial route 31. At Armstrong Lake, one turns left and proceeds to Beaton. Total road distance from Revelstoke to the property is approximately 85 km.

Good quality logging roads cross the property in low lying areas near the lakeshore.

SURVEY SPECIFICATIONS

Survey Grid

The survey grid was controlled by an east-west base line along the southern boundary of the claim from which lines were turned at right angles every 300 meters. The lines were flagged and stations were marked with "Tyvex" plastic tags at 50 meter intervals. These tags are known to stay in place for several years, facilitating correlation of follow-up surveys.

The legal corner post appears to have been removed in the course of a logging operation. Subsequently an equivalent point of reference was determined by use of a pocket transit and a topographical map. Beaton Creek, a bridge and private property survey markers were used as datums. It was later observed that the grid correlated well with a topographical map of the property.

A total of approximately 16 kilometers of crosslines and a 2 kilometer base line were surveyed and slope corrected using compass, clinometer and hip chains.

Mapping Procedure

Visible and accessible outcrops were mapped and tied into the survey grid by use of compass, clinometer and hip chains.

Care was taken to investigate areas that showed a potential to host economic mineralization. In the case of the Rath #9 claim they were zones of hydrothermal alteration and deposition, shearing and other structural features capable of controlling the emplacement of precious and base metals.

Physiography

The Rath #9 property is located within the Selkirk Mountains. Topography on the property ranges from nearly flat (less than 30 degree slopes) in the west-central portion to very steep cliffy areas within the northeast portion of the property.

Two northwest-southeast trending outcrop ridges cross the property. At the southwest corner of the property a linear trend of phyllite outcrops form a low ridge culminating at the lakeshore near grid location L2E-65ON. Within the northeast corner of the property a more resistant ridge composed of outcrops of quartzite crossed the Incomapleaux River between grid lines 16E through 20E.

Elsewhere on the Rath #9 property outcrop is obscured by at least two distinct surficial deposits. Terraced glacial outwash deposits up to 300 feet thick cover much of the southern portion of the property and are derived from the Thompson Creek drainage area. The low lying areas near the mouth of the Incomapleaux River in the north central portion of the property is underlain by an unknown thickness of fluvial sediments derived from up river.

Mining History

The upper Arrow Lake region was first prospected as early as 1865 when a prospecting party journeyed up the Columbia River by boat. This party reportedly tested gravels near the mouth of the Incomapleaux River, but did not report any significant findings. H.C. Cunning reported in 1929 that "apparently their efforts were not rewarded and the subsequent rich finds on French and McCulloch Creeks, 100 miles north, tended to turn all eyes in that direction."

Between 1889 and the turn of the century several important gold and lead-zinc-silver deposits were discovered in areas due east and south of the area of the Rath #9 claim.

J.T. Fyles and G.E.P. Eastwood in their 1962 report on the Ferguson area (approximately 20 km southeast of Rath #9) divided mineral deposits of the Trout Lake area into three distinct belts. These are named the lime dyke mineral belt, the central mineral belt, and southwest mineral belt.

The lime dyke belt and the central mineral belt contain the majority of deposits in the Trout Lake-Ferguson area. The lime dyke belt contains lead-silver ores as replacement deposits in lower Paleozoic Lardeau Group rocks. The deposits in the central mineral belt are found within quartz veins related to faulting within Lardeau

Group rocks. These deposits include the silver-rich Silver Cup deposit which between 1895 and 1941 produced 22, 544 tons of ore contained 4,978 ounces of gold, 1,419,339 ounces of silver, 5,684,204 pounds of lead and 110,447 pounds of zinc.

The southwest mineral belt is of particular interest for the Rath #9 claim in that significant silver-copper-lead deposits are located within rocks belonging to the Mississippian age Milford Group rocks. These deposits, located west of Trout Lake include the Lucky Boy/Horseshoe mine which between 1902 and 1906 produced 467 tons of high grade ore containing 97,467 ounces of silver, 4,294 pounds of copper and 247,481 pounds of lead. The Winslow claim, also within the southwest mineral belt, produced 1,788 tons of ore between 1934 and 1941 which yielded 596 ounces of gold, 312 ounces of silver, 477 pounds of lead and 28 pounds of zinc.

Mineralization within the southwest belt is classified by Gunning as most probably contact metamorphic deposits due to the proximity of the deposits to the Jurassic age Kuskanax Batholith.

At the same time that mining activity was proceeding in the Trout Lake area, significant gold-quartz vein deposits were discovered around the Camborne area (approximately 6 miles northeast of the Rath #9 claim.) These deposits are described by Gunning as occurring in fissure quartz veins up to 20 feet wide. Pyrite in these veins gave assays of up to 1.61 ounce/ton gold. The deposits in the Camborne area are within faulted Lardeau Group rocks.

Other mineralization of interest in the area include the Royal Canadian claim located on the northern shore of the Galena Bay and the Great Western claim group located on the western shore of the northeast arm of Upper Arrow Lake approximately seven kilometers west of the Rath #9 claim.

The Royal Canadian claim is a gold prospect, but no further information on it was found in the literature. The Great Western group is a prospect which was staked along the trend of a granodiorite dyke. Mineralization here is mostly confined to within the dyke and consists of pyrite and galena in quartz veins trending parallel to the regional northwest-southeast structural direction. Neither the Royal Canadian or Great

Western claims shows any record of production. No record of work conducted on the property was found by the Authors.

REGIONAL GEOLOGY

The Rath #9 claim lies within the Kootenay Arc, a northwesterly trending large scale anticlinorium bound on the east and west by steeply dipping crustal scale faults. Rocks within the Kootenay Arc are dominated by Precambrian to Mesozoic age sedimentary and volcanic rocks which have been intruded by mesozoic to cenozoic age intrusives.

The rocks within the Kootenay Arc have undergone four phases of deformation. The first of which deforms Precambrian to lower paleozoic age rocks (i.e., younger than Milford Group rocks) and is observed on a mesoscopic scale as rootless, isoclinal folds with well developed axial plane foliation. The second phase of deformation is seen on the mesoscopic scale as open to tight folds with a crenulation axial-plane cleavage. The third phase of deformation is already restricted and seen as open to tight folds with crenulation axial-plane cleavage. The fourth phase of deformation can be seen in phyllitic rocks as kink folds of variable orientation.

Kootenay Arc rocks have undergone varying degrees of metamorphism. In the area of Rath #9 claim rocks of the Milford Group has been subjected to lower to mid greenschist facies metamorphism. Minor metamorphic biotite and tourmaline can be seen in some areas near and on the property and most pelitic rocks are phyllitic.

The major rock units in the area of the Rath #9 claim are as follows from youngest to oldest:

Galena Bay Stock

Cretaceous age muscovite-biotite granodiorite and quartz-monzonite.

Kuskanax Batholith

A lower Jurassic age foliated and/or lineated leucoquartz monzonite.

Slocan Group

Triassic to Jurassic age meta-andesite and dacite with phyllite, quartzite, and limestone.

Badshot Formation

A lower Cambrian age and white limestone.

Hamill Group

Lower Cambrian age phyllite, limestone/marble, quartzite and greenstone.

Windermere Group

Mostly composed of Precambrian to lower Cambrian age sandstone, grit, limestone and minor slate.

PROPERTY GEOLOGY

Stratigraphy

Two mappable lithological units are exposed on the Rath #9 mineral claim. On the western portion of the property outcrops of rusty weathering dark greenish-grey to black phyllite and shale form a low northwest trending ridge. Within the northeastern corner of the property light gray to rusty weathering phyllitic quartzite forms cliffy ridges also trending northwest.

Stratigraphic position cannot be determined from rocks on the property. The quartzite unit has been assumed older (unit 2 on figure 3) than the phyllite/shale unit (unit 3 on figure 3) based on regional mapping which shows the property area on the northeast limb of a syncline.

The phyllite unit is included within the regional Milford Group and was deposited during upper Mississippian times. The quartzite unit resembles phyllitic meta-sandstones and phyllitic quartzites included by regional authors as Milford Group and also Lardeau Group. Based on this field study the quartzite unit on the Rath #9 claim are included within the Milford Group.

Contact relationships between units 1 and 2 are poorly represented on the property. Phyllite horizons up to 5 meters thick were noted near where the contact was placed on figure 2.

STRUCTURE AND METAMORPHISM

At least two phases of deformation can be observed in rocks on the Rath #9 claim. The first phase is observed as refolded isoclinal quartz veins within outcrops of the phyllite unit. The second phase is seen as a well developed axial plane cleavage/foliation. Both folding episodes were roughly parallel with respect to major stress directions. The trend of axial plane cleavage is between 110° to 130° Az with generally steep dip angles (75° to 90°). Minor fold axis measurements in both units 1 and 2 do not appear refolded and are therefore considered second phase structures.

Metamorphic grade increases from southwest to northeast with lower greenschist facies observed within Unit 2 rocks near Station L2-470. Metamorphic biotite and a small amount of tourmaline, as short (1 to 2 mm) prisms lineated parallel to minor fold axes, were noted within Unit 1 phyllitic quartzite outcrops near Station L18-1500. This would indicate upward grading metamorphic conditions toward the northeast.

Mineralization

Sulfide mineralization was noted within most outcrops on the property. The only sulfide mineral identified in hand specimens was pyrite which in some outcrops (see location of sample Beach #2) can be seen as thin (2 to 5 mm) lense shaped quartz-pyrite veins with up to 20% pyrite.

Pyrite content within Unit 2 phyllite was found to be greatest (average 2 to 5%) in rusty weathering jet black slightly phyllitic shale found at sample locations Rd #1 and Beach #1. In both these areas numerous quartz veins and thin (3 to 10 cm) beds of limestone are found.

Within Unit 1 phyllitic quartzite pyrite mineralization tends to be greatest surrounding and within quartz veins where thin bands of phyllite are up to 15% of outcrops. A good example of this type of mineralization can be seen at sample location Rd #2.

Two phases of quartz veins can be observed from outcrops on the north side of the Incompleaux River. The first of these formed subparallel to the axial plane of first phase folds are now refolded about second phase fold axes. The second phase of quartz veining is roughly parallel to second phase axial plane cleavage, but several veins were noted which are perpendicular the axial plane. Although both phases of quartz veins contain sulfide minerals, only the second phase veins were noted within Unit 2 phyllites and greater amounts of pyrite (less than 3%) were found in second phase veins with Unit 1 quartzites.

RATH #9 SAMPLES

R9 - Beach #1

Sample of quartz vein taken from second point between lines 0 and 2. Vein - 2-3 cm wide and less than 3 m long.

- vein subparallel to foliation
- sample includes approximately 10% limestone as wall rock
- limonite after pyrite - 2-3%.

R9 - Beach #2

Sample of quartz/pyrite lense from rusty phyllite outcrop on beach between lines 0 and 2.

- lenses common in outcrops extending approximately 15 to 20 meters along shore.
- lenses up to 2 cm wide and commonly 10 to 30 cm in length.
- approximately 12% fine grained pyrite.

R9 - Beach #3

Sample of thin quartz/carbonate vein taken from same location as Beach #1.

- vein 1 - 3 cm wide and exposed for 3 meters subparallel to foliation in phyllite.
- pyrite is fine grained and approximately 5%.

R9 - L2E - 62ON

Sample taken from pyritic quartz vein at lakeshore at end of line 2.

- vein is white quartz and 20 to 30 cm wide.
- vein exposed parallel to foliation for approximately 40 meters on shoreline.
- limonite after pyrite approximately 5%.

R9 - L2E- 515N

Sample of limonitic quartz vein material taken from possible outcrop near collapsed cabin.

- if outcrop then this sample represents a continuation of quartz veins seen as outcrop on lakeshore (Beach #1, #2, and #3).
- quartz contains up to 5% limonite and fine grained pyrite.

R9 - Rd #1

Sample of rusty pyritic phyllite taken from road cut between lines 4 and 6.

- pyrite seen discontinuous thin streaks parallel to foliation
- minor carbonate veins up to 2 cm wide and exposed for 1 meter are included in sample.
- pyrite up to 7% near carbonate vein where sampled.

R9 - Rd #2

Sample of rusty phyllitic quartzite taken from below road cut between lines 16 and 18 at river.

- sample covers an area approximately 10 meters in diameter.
- sample contains up to 5% fine grained pyrite.

R9 - L2OE - 146ON

Sample taken from quartz vein in phyllitic quartzite.

- vein exposed for 3 meters and is 15 cm wide.
- limonite after pyrite is approximately 3%.
- sample is representative of second phase quartz veins common within outcrops of phyllitic quartzite seen on the Rath #9 property.

Geochemistry

A total of 8 samples were analyzed for gold, copper, lead, zinc, silver, cobalt, manganese, iron, antimony, vanadium and calcium. All work was conducted by Acme Analytical Laboratories of Vancouver, B.C.

It is worth noting that three samples (Beach #1, #2 and #3) revealed highly anomalous lead, zinc and silver values. Beach #2 also showed a significant gold quantity. This area deserves further investigation.

A positive correlation was found between gold and vanadium. It may prove to be a valuable pathfinder element in future work.

CONCLUSIONS AND RECOMMENDATIONS

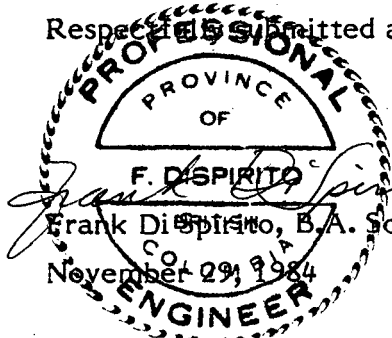
This first phase of mineral exploration has revealed an area of significant lead-zinc-silver mineralization. It is recommended that a second stage of exploration prescribed by R.E. Renshaw, P.Eng., and modified by the Author, be initiated.

The intent of this program would be to extend known showings masked by overburden.

The recommended second phase program should entail geophysical as well as geochemical studies and trenching.

A third phase of exploration could be initiated contingent on favourable results during the second phase.

Respectfully submitted at Vancouver, B.C.



F. DISPIRITO
Frank Di Spirito, B.A. Sc., P. Eng.
November 29, 1984

APPENDIX "A"

COST BREAKDOWN OF COMPLETED PROGRAM

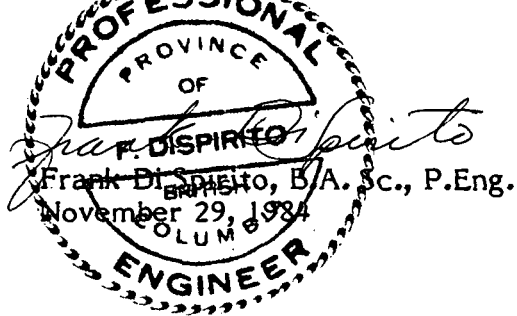
APPENDIX "A"

COST BREAKDOWN OF COMPLETED PROGRAM

Phase II

| | | |
|------------------------------------------|------------------------------|-------------|
| D.H. Wood B.Sc. | 14 days @ \$250.00 | \$ 3,500.00 |
| James Subotin | 14 days @ \$150.00 | 2,100.00 |
| Brian Zubic | 14 days @ \$150.00 | 2,100.00 |
| Marco Romero | 11 days @ \$250.00 | 2,750.00 |
| Food, accommodation and supplies | | 3,112.10 |
| Transportation | 4X4 Rental 16 days @ \$60.00 | 960.00 |
| | Gas and oil | 409.00 |
| Geochemical analysis 8 samples @ \$12.75 | | 102.00 |
| Report preparation and drafting | | 1,000.00 |
| Engineering, Research and Supervision | | 4,500.00 |
| | | <hr/> |
| | | \$20,533.10 |
| | | <hr/> <hr/> |

Respectfully submitted at Vancouver, B.C.



APPENDIX "B"

RECOMMENDED PROGRAM

APPENDIX "B"

RECOMMENDED WORK PROGRAM

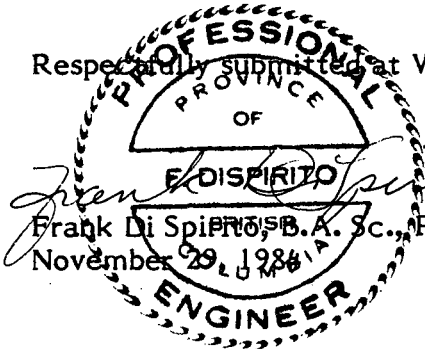
Phase II

| | |
|-----------------------------------------|-------------|
| Electromagnetic and Geochemical surveys | \$12,000.00 |
| Geochemical and other assays | 2,500.00 |
| Trenching | 3,000.00 |
| Logistics | 4,000.00 |
| Engineering, supervision and reports | 4,000.00 |
| Reserve for contingencies | 2,000.00 |
| | <hr/> |
| | \$27,500.00 |
| | <hr/> <hr/> |

Phase III

At this point a sum of approximately \$200,000.00 should be allocated for exploratory diamond drilling and borehole geophysical logging. This third stage is contingent on favourable results during the second phase.

Respectfully submitted at Vancouver, B.C.

A circular professional seal for Frank Di Spirito, a Professional Engineer in the Province of British Columbia. The seal contains the text "PROFESSIONAL ENGINEER OF THE PROVINCE OF BRITISH COLUMBIA". The name "Frank Di Spirito" is written in cursive across the seal, with "F. DI SPIRITO" printed below it. The date "November 29, 1986" is stamped at the bottom of the seal.

Frank Di Spirito, B.A., Sc., P. Eng.
November 29, 1986

APPENDIX "C"
CERTIFICATES

APPENDIX "C"

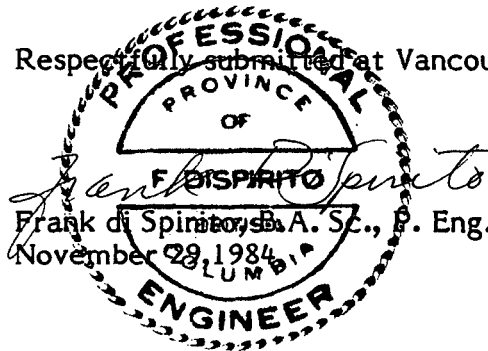
CERTIFICATE

I, Frank Di Spirito, certify that I am a consulting engineer with the firm of Shangri-La Minerals Limited with offices at 206-744 West Hastings Street, Vancouver, B.C.

I further certify that:

1. I am a professional Geological Engineer with a B.Sc. diploma from the University of British Columbia (1973), and that I am a member in good standing with the association of Profesional Engineers of British Columbia.
2. I have been involved in numerous exploration programs since graduation in Canada and the United States of America.
3. This report is based on a geological mapping program conducted by Mr. D.H. Wood, B.Sc., between October 2nd and 15th, 1984, and on examination of private and public data.
4. Neither I, nor Shangri-La, hold, or intend to hold any direct or indirect interest in Golden Rock Resources Ltd.
5. This report may be utilized by Golden Rock Resources Ltd. in a Prospectus or Statement of Material Facts.

Respectfully submitted at Vancouver, B.C.



APPENDIX "C"

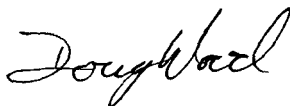
CERTIFICATE

I, Douglas H. Wood, certify that I am a Consulting Geologist residing at 804-1844 Barclay Street, Vancouver, B.C.

I further certify that:

1. I am a graduate geologist with a B.Sc. in geology from the University of British Columbia (1981), and am associate member in good standing of the Geological Association of Canada.
2. I have been practicing my profession since graduation in Canada and the United States of America.
3. This report is based on a program of geological mapping which I conducted between October 2nd and 15th, 1984.
4. Neither I, nor Shangri-La, hold or intend to hold any direct or indirect interest in Golden Rock Resources Ltd.
5. This report may be utilized by Golden Rock Resources Ltd. in a Prospectus or Statement of Material Facts.

Respectfully submitted at Vancouver, B.C.



Douglas H. Wood, B.Sc.
29 November 1984

APPENDIX "D"
GEOCHEMICAL RESULTS

ACME ANALYTICAL LABORATORIES LTD.
852 E. HASTINGS ST. VANCOUVER B.C. V6A 1R6
PHONE 253-3158 DATA LINE 251-1011

DATE RECEIVED: NOV 28 1984

DATE REPORT MAILED: *Nov 29/84*

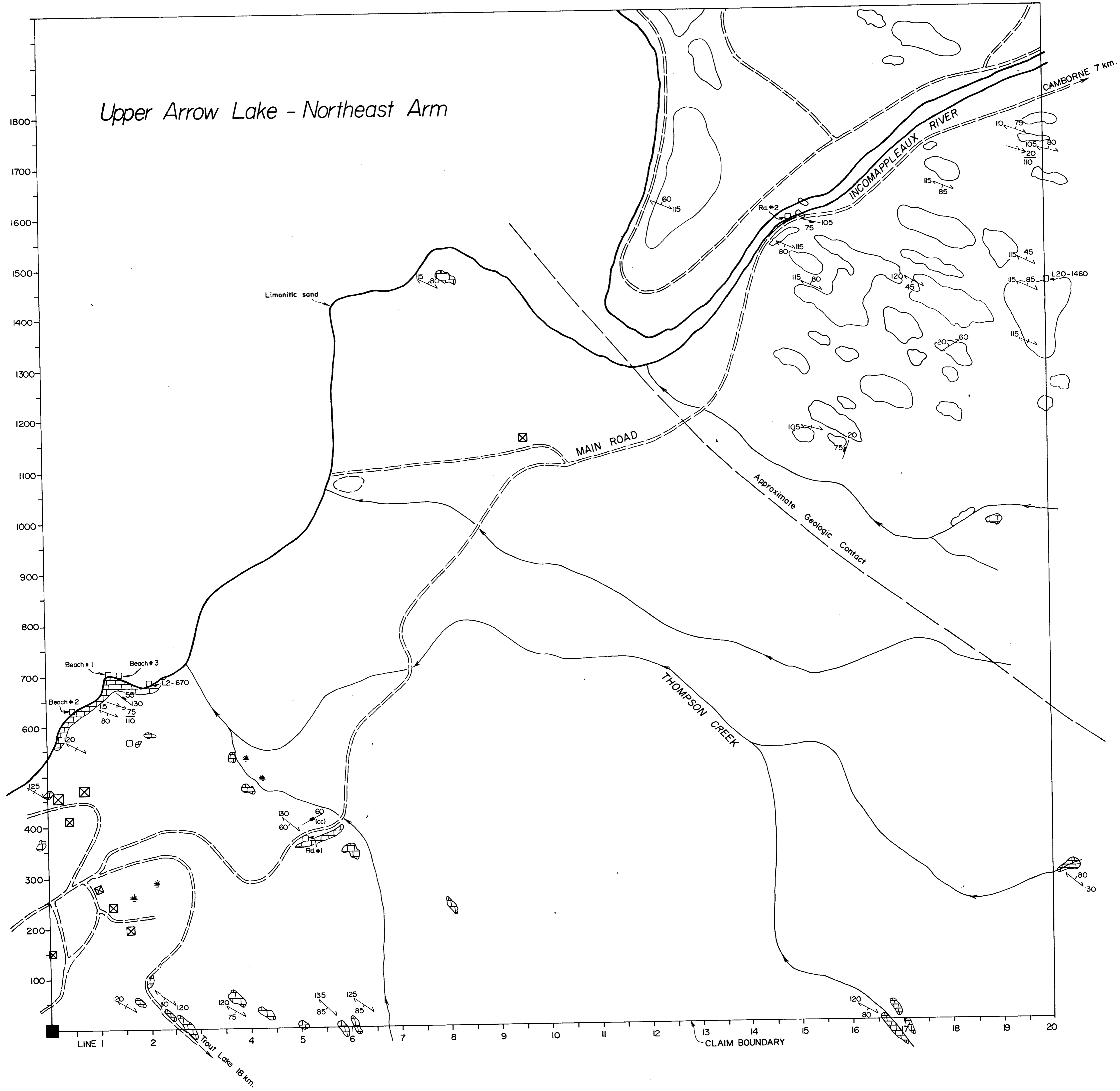
GEOCHEMICAL ICP ANALYSIS

.500 GRAM SAMPLE IS DIGESTED WITH 3ML 3-1-3 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, Cr, Mg, Ba, Ti, B, Al, Na, K, W, Si, Zr, Ce, Sn, Y, Nb and Ta. Au DETECTION LIMIT BY ICP IS 3 ppm.
- SAMPLE TYPE: ROCK CHIPS Au ANALYSIS BY AA FROM 10 GRAM SAMPLE.

ASSAYER: *D. J. J.* DEAN TOYE. CERTIFIED B.C. ASSAYER

PENROC HOLDINGS PROJECT - RATH FILE # 84-3483 PAGE 1

| SAMPLE# | Cu | Pb | Zn | Ag | Co | Mn | Fe | Sb | V | Ca | Au |
|--------------|-----|-------|-------|------|-----|------|------|-----|-----|-------|-----|
| | ppm | ppm | ppm | ppm | ppm | ppm | % | ppm | ppm | % | ppb |
| R-9 RD#1 | 150 | 1545 | 4375 | 2.4 | 1 | 190 | .49 | 13 | 4 | 16.73 | 3 |
| R-9 RD#2 | 4 | 31 | 88 | .1 | 2 | 69 | .94 | 2 | 4 | .24 | 1 |
| R-9 BEACH#1 | 125 | 19915 | 2039 | 42.6 | 10 | 165 | 3.08 | 59 | 98 | 1.16 | 80 |
| R-9 BEACH#2 | 687 | 2378 | 15830 | 10.2 | 3 | 226 | .64 | 112 | 6 | 15.62 | 6 |
| R-9 BEACH#3 | 492 | 2810 | 18508 | 9.3 | 3 | 273 | .60 | 65 | 2 | 10.87 | 10 |
| L2E+620N | 10 | 67 | 202 | .1 | 2 | 252 | 1.21 | 2 | 6 | .21 | 1 |
| L2E+515N | 108 | 11 | 56 | .4 | 15 | 537 | 4.50 | 2 | 90 | .35 | 80 |
| L20E+1460N | 25 | 25 | 119 | .3 | 6 | 2565 | 1.55 | 3 | 12 | 30.96 | 70 |
| STD C/AU 0.5 | 59 | 40 | 124 | 6.9 | 26 | 1110 | 3.94 | 16 | 60 | .44 | 500 |



LEGEND

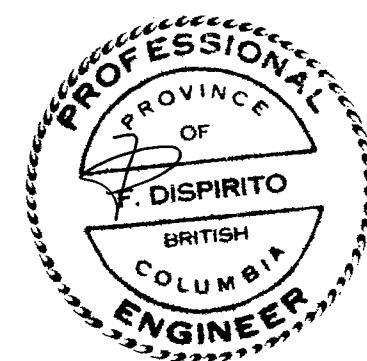
- Rock sample location
- ROCK UNITS**
- Phyllite
- Quartzite

SYMBOLS

- Foliation attitude
- Quartz vein attitude (cc + calcite vein)
- Minor fold axis attitude
- Building or residence
- Creek
- Gravel road
- Swamp
- Gravel pit
- Outcrop

**GEOLOGICAL BRANCH
ASSESSMENT REPORT**

13,439



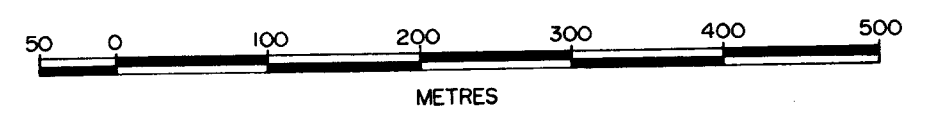
GOLDEN ROCK RESOURCES LTD.
RATH #9 CLAIM
FIGURE 2

GEOLOGY

BY DOUGLAS WOOD, B.Sc.

SCALE

1:5000



Map to accompany Report by Frank Di Spirito B.Sc.
of Shangri-La Minerals Limited

OCT. 1984
N.T.S. 82 K12E

Work by: Shangri-La Minerals Limited

Drafting by: Gill Brown