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PRINTED: 03/06/2003

ARIZONA DEPARTMENT OF MINES AND MINERAL RESOURCES AZMILS DATA

PRIMARY NAME: LILLIAN AND UPTON PLACERS

ALTERNATE NAMES:

YAVAPAI COUNTY MILS NUMBER: 284E

LOCATION: TOWNSHIP 10 N RANGE 5 W SECTION 36 QUARTER C
LATITUDE: N 34DEG 09MIN 55SEC LONGITUDE: W 112DEG 43MIN 44SEC
TOPO MAP NAME: YARNELL - 7.5 MIN

CURRENT STATUS: UNKNOWN

COMMODITY:
GOLD PLACER

BIBLIOGRAPHY:
BLM MINING DISTRICT SHEET 303
ADMMR LILLIAN AND UPTON PLACERS FILE

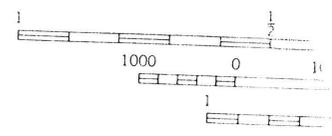


Lilian & Upton Placer
 SECTION 5 W. Sec. 36
 T. 9 N. 5 W. Sec. 1

Yarnell 2.5

ed, edited, and published by the Geological Survey
 ol by USGS and USC&GS
 raphy by photogrammetric methods from aerial
 graphs taken 1968. Field checked 1969
 onic projection. 1927 North American datum
 0-foot grid based on Arizona coordinate system, central zone
 eter Universal Transverse Mercator grid ticks,
 2, shown in blue

GN MN
 0°57' 17 MILS
 14 1/2" 258 MILS



BOX 4822

4822 BOX FRACTION

IRISH INDIAN 4822

RED TWISTER #2 4799

RED TWISTER #1 4799

NANCY LEE 4822

THERESA BEA 4822

BOX SLIVER 4822

LUCKY JOHNNIE 1277

KATIE 1277

U.S.L.M
No. 1277

GRANTLY 2888 PAT.

STANTION 1736 PAT.

BLUE G. 1744 PAT.

MIDNIGHT 2201 PAT.

LILIAN PLACER 1420 PAT.

DEEP DIGINS PLACER 1451 PAT.

LAST CHANCE PLA. 1452 & 1452 AMD.

UPTON PLACER CLAIM #2 4301

Sec. 36

UPTON PLACER CLAIM NUMBER #1

JEROME NO. 3 4398 PAT.

JEROME 4398 PAT.

JEROME EXTENSION 4398

MOUNTAINEER PAT. 2199

HELEN MORRIS 2200 PAT.

GOLDEN MOUNTAIN SIDE 2199 PAT.

GOLD 2200

KING

MAMIE 2199 PAT.

ARIZONA DEPARTMENT OF MINES AND MINERAL RESOURCES

FIELD VISIT

1. Name: ANTELOPE CREEK PLACERS (AREAS)
2. Mine files: Lillian and Upton Placers file, Rich Hill Placers file, Box Placer file, Red Twister file
3. County: Yavapai
4. Operational status: Intermittently active
5. Information from: Nyal J. Niemuth and Ken A. Phillips
6. Summary of information received, comments, etc.

On the below date, a number of intermittent medium scale placer operations were noted along Antelope Creek. None were operating. Most consist of semiportable plants fed be loaders or backhoes.

The upper most area of the creek, above the recently restored areas appear to be most active.

Some gold is undoubtedly being recovered from the creek.

Date: January 19, 1989 Engineer: K. A. Phillips, Chief Engineer

ARIZONA DEPARTMENT OF MINES AND MINERAL RESOURCES

FIELD VISIT

1. Mine file: LILLIAN-UPTON PLACERS
2. Mine name if different from above:
3. County: Yavapai
4. Operational status: Active
5. Information from: Nyal J. Niemuth and Ken A. Phillips
6. Summary of information received, comments, etc.:

Graham Sutton is currently mining ("picking") weathered granite boulders from a portion of this patented placer claim. Boulders are individually selected and loaded for shipment to Phoenix and Tucson landscape stone yards.

Date: January 19, 1989

Ken A. Phillips, Chief Engineer

ARIZONA DEPARTMENT OF MINES AND MINERAL RESOURCES

VERBAL INFORMATION SUMMARY

1. Mine file: 1. DESERT GOLD 2. LILLIAN AND UPTON PLACER
2. Mine name if different from above:
3. County: Yavapai
4. Information from: Rod Frisby

Company: Frisby Mining

Address: 300 W. Clarendon #250

Phoenix, AZ 85013

Phone: 482-5359 (home)

5. Summary of information received, comments, etc.:

Rod Frisby reported that he along with Graham Sutton and Don Melcheny set up a placer plant here during the 3 previous months. The plant was operated for only the last 2-3 weeks during which time 10 ounces of gold was produced. Most of the material processed was the upper 18" from the northern portion of the Upton claims and the lower China Creek area. As this has not been economic Mr. Frisby is withdrawing but the other two gentlemen may continue the operation.

Date: November 28, 1988

Nyal J. Niemuth, Mining Engineer

NJN WR 7/20/84: John Bogert (c), president of Alaska Apollo Gold Mine LTD (c) P O Box 10462, Phoenix, Arizona 85016, Ph; 279-2070 visited to examine file data on the Upton #1-3 patented placer claim located in T10N R5W Sec 36 SW $\frac{1}{4}$ and C, and T9N R5W Sec 1 NW $\frac{1}{4}$. Mr. Bogert is having the company's geologist from Alaska visit to examine the property next week.

KAP WR 8/10/84: John Bogert, President, Alaska Apollo Gold Mines Incorporated of Golden Sierra B.C. and Phoenix, Az. reported they have optioned the Upton Placer deposit in Sec 1, T9N R5W and plan an extensive sampling project.

NJN WR 10/26/84: Anne Jordan called and reported that Pat Bresline (c) has leased one of the Upton Claims (Lillian and Upton Placer [f] Yavapai County) to Alaska Apollo Mining and that a Mr. Cos of Alaska Apollo is in charge of their sampling project there.

KAP WR 12/7/84: John R. Bogert, President, Alaska Apollo Gold Mines Ltd. P O Box 10462, Phoenix, Arizona, reported the company is continuing to evaluate the Upton Placers. The work crew is on extended vacation until after the holidays. Sample data is continuing to come in from the assayers. He promised detailed maps and data which he brought in the following day. Alaska Apollo hold the Upton #3 and has option on the Upton #1 and Upton #2. Work thus far, he reports, has been inconclusive. The Upton #1 is in the SE $\frac{1}{4}$ Sec 36 T10N R5W, the Upton #2 is in the E $\frac{1}{2}$ Sec 36 T10N R5W and the Upton #3 is in the NW $\frac{1}{4}$ Sec 1, T9N R5W.

NJN WR 5/9/87: Fischer-Watt has been sampling placer (believed to be Preston's) on the west slope of Rich Hill (Lillian and Upton Placers - file) Yavapai County. The sampling consisted of a couple of trenches across the toe of the slope.

several other promising but as yet untested gold anomalies. FWGC retains a 23.5% net profits carried interest in the Hayden Hill project.

Border Mine Prospect, Arizona: A joint-venture agreement has been negotiated with Canby Resources of Vancouver, B.C., Canada. Canby has a firm commitment to expend \$40,000 over the next 12 months and a total of \$150,000 over two years to earn a 50% participating interest in the project.

LILIAN -
UPON (P) Rich Hill Placer Prospect, Arizona: The Rich Hill Placer was tested as part of a joint venture with Horizon Gold Shares Inc. The bulk sampling program showed the gravels to contain sub-economic gold concentrations. Work on the project has been terminated and the property returned to the owner.

Total Erickson Exploration Joint Venture: FWGC and Total Erickson, Ltd., Vancouver, B.C., have negotiated a joint-venture exploration agreement. FWGC and Total will each fund 50% of our generative exploration efforts up to a maximum Phase I expenditure of \$50,000 per property. Should Phase II exploration be desirable, Total will fund 100% of the next \$250,000 to earn a 50% working interest in each project. Phase III and subsequent expenditures will be shared 50/50, or the non-participating partner's interest will be diluted to a 20% net profits carried interest. Total has the right of first refusal on all projects generated by FWGC. Those rejected by Total may be acquired by FWGC with no retained interest to Total.

New Acquisitions

Mystic Mine, Arizona: A joint venture has been signed with Terra Technologies to explore and possibly develop the Mystic Mine near Phoenix, Arizona. FWGC has a firm \$100,000 work commitment to be completed by November, 1987 and must expend \$1,150,000 by May, 1989 to earn a 50% working interest in the project. Total proven and probable underground reserves are +50,000 tons grading 0.71 o/t gold (35,000 ounces of gold). Exploration potential exists down dip and along strike of the main ore shoot and in parallel untested veins.

Secret Pass Prospect, Arizona: The Secret Pass project was acquired by International Prospector, Inc. from Santa Fe Minerals. Santa Fe has spent in excess of \$750,000 exploring the property and identified two main ore zones. The Tin Cup zone shows 261,000 tons grading 0.16 o/t gold (+40,000 contained ounces) and the FM zone shows 107,000 tons grading 0.053 o/t gold (+5,000 contained ounces). These reserves are in the drill indicated category. Through further exploration, the potential exists to expand the current open-pit, heap-leach reserves as well as the chance for finding new high-grade underground reserves. FWGC and International Prospector each maintain a 50% working interest in the project.

Fischer-Watt Gold Co. Inc. - Project Update 7/1/87

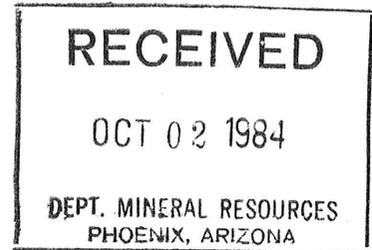
David Hamm

STATE MINE INSPECTOR

SEP 25 1984

Alaska Apollo Gold Mine
PO Box 10462
1695 Maryland B
Phoenix Az 85016

Office of State Mine Inspector
705 Capital Tower
Phoenix Az 85007
Attn David B. Hamm.



Dear Sir,

This letter is to notify the office of State Mine Inspector of our company's intention to operate a 3-5 yard per hour gold recovery plant on the Afton #3 placer lease near Stanton, Yavapai County Arizona. The property straddles Antelope creek below Rich Hill. Alaska Apollo has leased the property from Post Bros Inc and partners, Rich Hill Mining Properties.

We anticipate operating on a tent basis for approximately one to one and a half months beginning Sept 18, 1984 and will employ 3 men on the property.

We would appreciate a visit from a representative from your office to check our operation & ensure we are in compliance with all state mining regulations.

P.S. Please forward a copy of the state code to the above address.

Sincerely,
H. W. Schygen V. Pres Operations

Alaska Apollo Gold Mines Limited

Suite 409 - 1033 Davie Street
Vancouver, B.C., Canada V6E 1M4
(604) 682-5313

P.O. Box 10462
Phoenix, Arizona 85016
(602) 279-2070

Phoenix, Arizona
December 5, 1984

Dear Ken:

Many thanks for all your help. I'll keep in touch and let you know what happens with the diatomaceous earth deposit, and the Belcher-Wizard properties.

I made it to the BLM office in time and got copies of the claims.

I enclose a map of the Upton #1, #2 and #3 placer ground south of Stanton. We are working and have a lease on the Upton #3, and have options on #1 and #2. So far work has been inconclusive.

LILLIAN + UPTON PLACERS (file) YAVAPAI Co.
Sincerely,

A handwritten signature in cursive script, appearing to be 'JL' or similar initials, written in dark ink.

Alaska Apollo Gold Mines Limited

Suite 409 - 1033 Davie Street
Vancouver, B.C., Canada V6E 1M4
(604) 682-5313

P.O. Box 10462
Phoenix, Arizona 85016
(602) 279-2070

ALASKA APOLLO GOLD MINES TO DEVELOP PROPERTY IN ARIZONA

Phoenix, Arizona, October 1, 1984. ALASKA APOLLO GOLD MINES LTD. today announced that it has signed a lease to recover gold and other precious metals on the Upton #3 placer property in central Arizona.

Located 15 miles north of Wickenburg, in Yavapai County, the Upton #3 patented placer claim covers an area of approximately 160 acres containing an estimated 20,000,000 cubic yards of gold-bearing alluvium gravels. Limited sampling indicates gold values of up to \$7.50 per cubic yard are present in the gravels. This is based on a \$350 an oz. gold price. It is noteworthy that none of this sampled material was taken at bedrock where precious metals values are almost always higher.

The Alaska Apollo lease agreement is with Rich Hill Mining Properties, which has ownership control of the Upton #3 placer property. Two other mining lease agreements are expected to be signed shortly. They will cover the adjoining Upton #1 and Upton #2 placer claims estimated to contain up to 10,000,000 and 6,000,000 cubic yards of gold-bearing gravels respectively.

During the test period starting immediately and extending to December 1, 1984, Alaska Apollo will conduct extensive studies and surveys including the processing of some 25 cubic yards per day of gravels with a rented recovery plant. Following the test period, and depending on engineering recommendations, the daily production rate may be increased substantially and other processing arrangements made. There is sufficient water available on the property, or adjacent to it, but expanded production may require increased volumes from nearby wells.

This is the first venture outside Alaska for Alaska Apollo Gold Mines, Ltd. Although this expansion of activity is a major forward step, we continue to maintain an important presence in the Aleutians. The Company is negotiating a financing through the facilities of the Vancouver Stock Exchange with a group of Vancouver-based brokers. When finalized our successful Unga Island exploration program will be resumed with drilling to confirm and expand on the 600,000 tons of drill-indicated reserves grading 0.3 oz. gold and 1.0 oz. silver per ton reported earlier.

Alaska Apollo Gold Mines is incorporated in British Columbia, Canada, and its 7,443,172 common shares outstanding are listed for trading on the NASDAQ Over-the-Counter market as well as the Vancouver Stock Exchange. The price of the shares is quoted daily in more than 110 newspapers in North America. Approximately 84

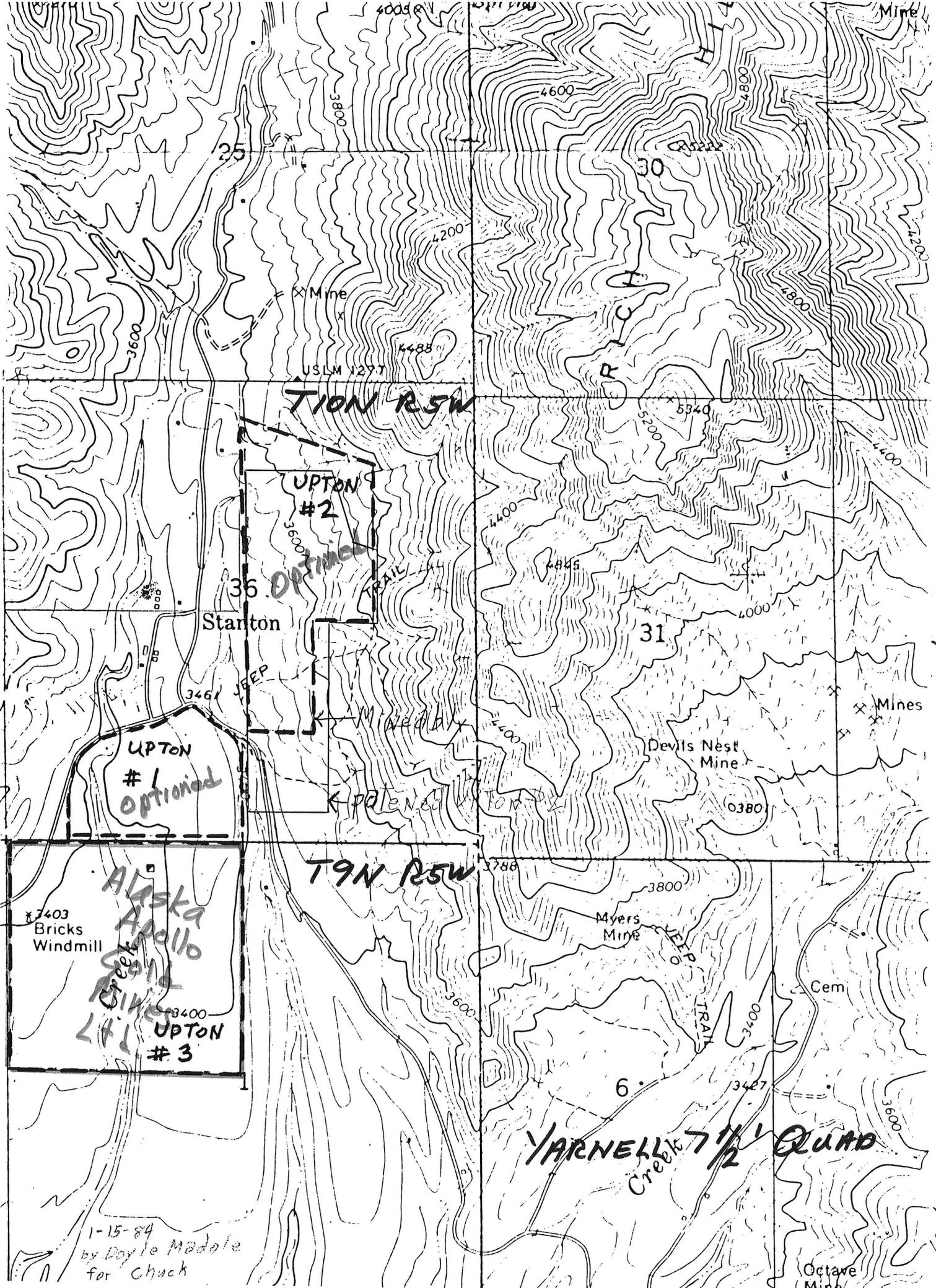
more.....

percent of the stock is held in the United States, 14 percent in Canada and 2 percent in Europe and elsewhere.

The Company has a clean balance sheet, no long term debt, and is fully registered with the Securities and Exchange Commission in Washington, D. C. Headquarters for Alaska Apollo are in Vancouver, British Columbia, with an office maintained in Phoenix, Arizona.

For additional information please contact John R. Bogert, President and Chief Executive Officer, (602) 279-2070.

LILLIAN + UPTON PLACERS FILE



TION R5W

UPTON #2

Stanton

UPTON #1 optional

T9N R5W

ALASKA Apollo Creek

UPTON #3

YARNELL 7 1/2 QUAD

1-15-84
by Doyle Madole
for Chuck

Octave Mine