CONTACT INFORMATION
Mining Records Curator
Arizona Geological Survey
416 W. Congress St., Suite 100
Tucson, Arizona 85701
520-770-3500
http://www.azgs.az.gov
inquiries@azgs.az.gov

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James Doyle Sell Mining Collection

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Rex Loesby
303/ 771-9610

Was been out to the Zebra property & ran into the rancher man "Rick" who was in radio contact with ranch owner "Marvin Gesell" who was angry that I was on the ground. Took my business card & FTG's name, telephone number, etc.

Only the one gate was locked. All others were either padlocked or wired shut.

Could not get to south area of drill hole. (Sec. 34)

Prime Gold Ltd holes in east central Sec. 28, is 90-10, -11, & -12, are they in same area as old 89-5 drill hole in base pad at end of road?

In main area of Sec. 28, appears to be new holes of last several years?

? on how's it going with ex USMX east area & BHP's Robbers Roost?

ASARCO

Southwestern Exploration Division

August 10, 1983

To: G. J. Stathis

From: J. D. Sell

Zebra Property
Goldsil Resources Ltd.
Cochise County, AZ

As a follow-up to the article on p. 27 of Skilling's Mining Review, July 30, 1983, I called Consolidated Paymaster Ltd., Vancouver, Canada (Phone 1-604-685-9316). I talked with Mr. Terry Mulligan, Managing Director of Consolidated Paymaster (CP), and he informed me of other people to call in regard to the Zebra property. Terry also stated that they had just concluded their annual meeting and unexpectedly had over 400 attendees. He will send a copy of their annual report. CP is in an interlocking director group in the U.S., headquartered in Denver, Colorado.

I then called Mr. Don Busby, President of Goldsil Mining and Milling, Inc., Denver, Colo. (Phone 303-989-0897) and all he could tell me was that 1) the Zebra property is south of Tombstone, AZ; 2) they have completed ten holes and have found two bodies apparently separated to the point that they probably cannot be mined as a single open-pit; and 3) they have a few assays back and the remainder are expected by the end of next week. He would not say what values they had found. Busby said for us to call: Mr. Lee Halterman, President (and Chief Geologist) of Goldsil Resources Ltd. (303-989-0897), Denver. Goldsil Resources Ltd. is the exploration arm in the U.S. for Goldsil Mining and the interlocking Consolidated Paymaster Resources. Mr. Halterman was not in but is scheduled to return to Denver on August 18. He is the man to contact about the Zebra property.

The "group" apparently has some 30-40 properties, some of which have been joint ventured with Anaconda and Noranda (Busby would not elaborate) and Busby will send ASARCO a packet of information. If we do not receive same by end of next week, please call Lee Halterman and discuss with him.

James D. Sell

JDS/cg

Attachment

cc: WLK

Area found by GJS-JDS, 9/2/83, few samples sent in for assay. Hot Springs Zebra, not reg. Zebra.

JDS-98

SKYLINE LABS, INC.
1775 W. Sahuaro Dr. • P.O. Box 50106
Tucson, Arizona 85703
(602) 622-4836

REPORT OF ANALYSIS

JOB NO. TAJ 307
September 16, 1983
83-2EB-1

ASARCO INCORPORATED
Attn: Mr. George J. Stathis
Southwestern Exploration
P.O. Box 5747
Tucson, Arizona 85703

Zebra Prospect
Cochise Co, AZ

Analysis of 1 Rock Chip Sample

ITEM	SAMPLE NO.	Au (ppm)	Ag (ppm)	Hg (ppm)	As (ppm)
1	83-2EB-1	3.1	.6	.02	20.

cc: Asarco Incorporated
Southwestern Exploration
P.O. Box 5747
Tucson, Arizona 85703
Attn.: Mr. James D. Sell

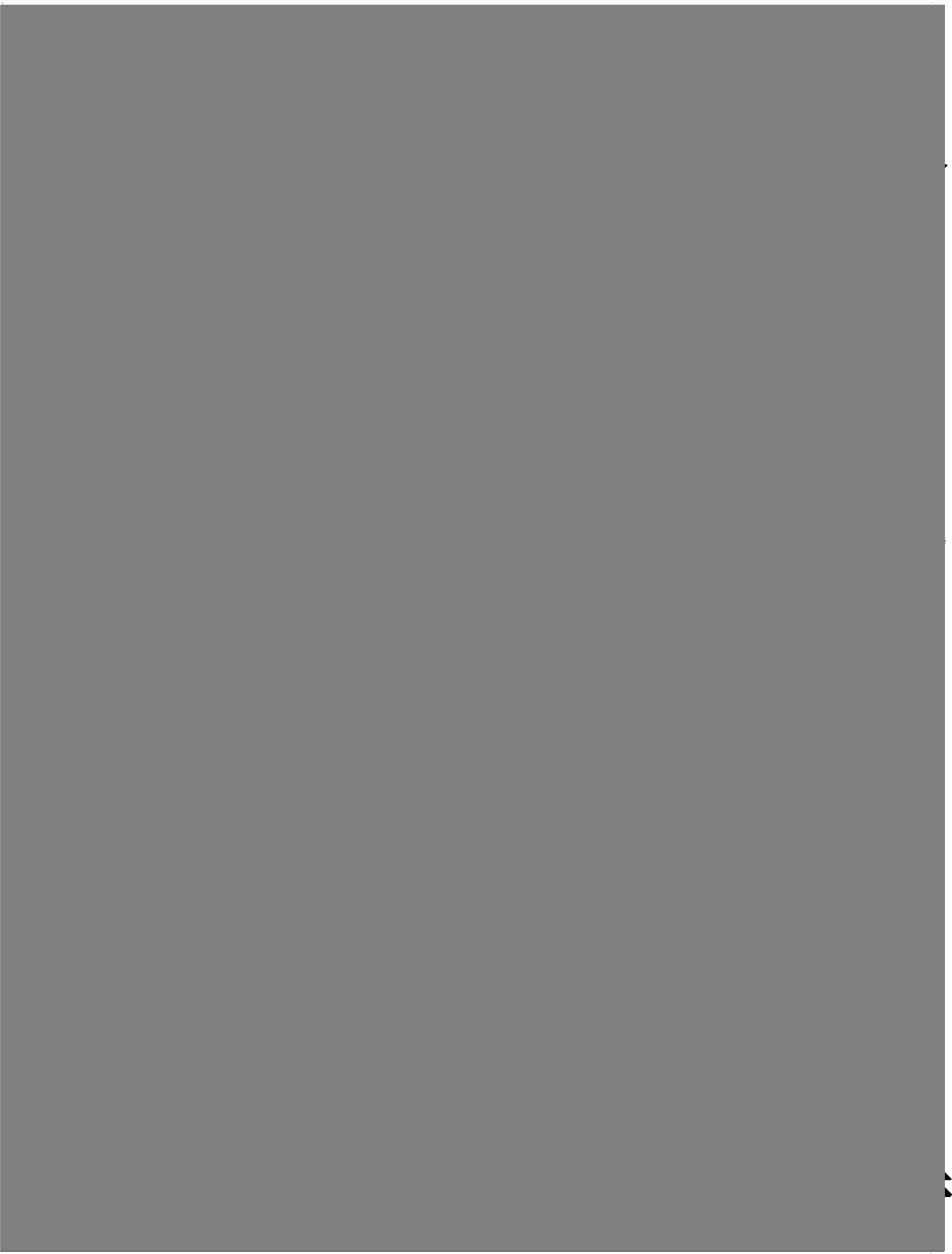
REGISTERED ASSAYER
CERTIFICATE NO.
9425
WILLIAM L.
LEHMBECK
DATE SIGNED
Arizona U.S.A.

9/16/83

Charles E. Thompson
Arizona Registered Assayer No. 9427

William L. Lehmbeck
Arizona Registered Assayer No. 9425

James A. Martin
Arizona Registered Assayer No. 11122



from the desk of

GEORGE J. STATHIS 9/13/83

TO JDS & [illegible]

This "data" was
sent to me &
was received 9/12/83

Sorry this has taken so long, I kept delegating and it kept not getting done. Should be able to Release Zebra in 2 weeks Lee HALTERMAN

LEE HALTERMAN
Vice President

Goldsil Mining and Milling, Inc.

GENERAL OFFICES
5353 W. Dartmouth Ave., Suite 400
Denver, Colorado 80227
Telephone (303) 989-0897
Telex 45-0174

MINE OFFICES
P.O. Box 5626
Helena, Montana 59601
Telephone (406) 443-7384

Antelope Pass Sec. 17-20 T27S R20W / Sec. 13 & 24, T27S, R21W

The Antelope Pass Prospect is located in Southwestern New Mexico. The land is composed of 107 unpatented mining claims totaling 2,140 acres.

There has been no significant mining activity in the area, and the only known exploration efforts were conducted by NICOR Minerals, who drilled 10 holes in the fall of 1982. These holes met with little success because they ignored the geological target and concentrated on a displaced geochemical target.

Geologically, the Antelope Pass Prospect occurs in limestone and shales which are overlain on the west by volcanic rocks. These rocks have been displaced by both high and low angle faults. Alteration characteristics of the Carlin Model is present and consist of jasperiod replacement of massive limestone and argillic alteration of thin-bedded sediments.

The former owner, Energy Reserves Group, had taken approximately 40 samples which contained quantities of gold and other elements similar to those found near the ore body at Carlin, Nevada. The maximum gold value found thus far was .24 ounces per ton.

Goldsil Mining & Milling believes the Antelope Pass Prospect represents an excellent Carlin Model target. Although the prospect would be classified as a high risk prospect, the potential rewards of a discovery would be proportionally high.

Easter Sunday Prospect Sec. 17, T23S R25E

The Easter Sunday Prospect is located in Cochise County of Southwestern Arizona. The property consists of nine lode mining claims totaling approximately 180 acres.

Mineralization on the Easter Sunday Prospect consist of several broad parallel fracture zones that occur in sandstone of the Marita Formation. Principal alteration consists of silification and the emplacement of iron sulfides. The known extent of the mineralization is 100 to 200 feet wide and at least 3,000 feet in length. Within the zone of alteration, anomalous gold values are common with the best value taken to date of .9 ounces per ton gold.

Goldsil believes that the Easter Sunday Prospect represents a unique occurance of precious metal mineralization. The prevasive zone of alteration and the gold values indicate the potential for both small, high grade deposits and larger, lower grade disseminated deposits.

McGinty Ridge Prospect Sec. 26 T6N, R8W

The McGinty Ridge Prospect is located in Box Elder County of Northwest Utah, two miles east of the Nevada border. Goldsil owns 18 lode mining claims and one state lease for a total of 1,012 acres.

Rocks within the propsect area consist mostly of limestone and shale that have been faulted and intruded by a quartz monzonite stock. Known alteration appears to be predominently silification that in certain areas carries gold mineralization.

Goldsil believes several exploration targets exist on the property which somewhat resemble the Carlin Model, but possibly are closer to the Cinola Model, which is a deposit located in British Columbia that contains over 2 million ounces of gold. There is a high probability that should an economic deposit be located, it would probably be amenable to open pit mine and heap leaching.

Table Mountain Prospect Sec. 14, 15, 22, 23 T7S, R18E

The Table Mountain Prospect is located in Section 15, Township 7 South, Range 18 East, in Eastern Pinal County, Arizona. Goldsil Mining & Milling's property consists of 40 unpatented claims and a majority interest in two patented mining claims. Total acreage is approximately 747 acres.

Early production records on the Table Mountain Mine are not available or never existed, but literature does state that mining began in the 1870s. Reportedly, it was a gold mine and during its operation, some very rich ore was extracted. Twenty years later, its mine was operated as an open pit with some 150,000 tons of ore and waste removed. Most recently, Superior Oil

drilled three holes to test for a possible deep replacement copper ore body. Their best intercept was .57% copper which is not economic by today's standards. Goldsil Mining & Milling believes that to date, the epithermal gold model has not been tested.

The surface rocks on the Table Mountain Prospect consist mainly of limestone and shales. The area has been cut by faults where mineralization has altered silicified massive limestones to jasperiods and argillically altered the shales. These alterations are characteristic of the epithermal gold models such as Carlin.

Gold mineralization ranging from trace to .27 ounces per ton gold, has been sampled from many areas across the property with the best results being in the Table Mountain Mine area. Goldsil Mining & Milling believes that the Table Mountain Prospect represents an epithermal gold prospect. Should an economic deposit exist, it may be amenable to an open pit heap leach operation.

Sorry but This is an old brief
The Reports ARE up too date

JDS — This is one I mentioned to you — Doug Smith sent us some info in files.

Goldstrike

The SFS claim block is a disseminated gold prospect located in the Bull Valley Mountains, 26 miles northwest of St. George, Utah in the Goldstrike area (Figure 1). The SFS claim block is known as the Goldstrike Prospect. Energy Reserves Group has staked 137 claims in Sections 17, 18, 19 and 20 of T39S, R18W and Sections 13, 14, 23, 24 and 25 of T39S, R19W. The land holding covers about 2,450 acres. Placer claims, held by other parties, cover about 180 acres of the land on which ERG has located claims (Figure 1). Some of the claims ERG located overstake claims located by Houston Oil and Minerals (HOM). These SFS claims were staked after it was learned that ~~HOM had not filed their claims with the State of Utah until 52 days after the claims had been located. This is 22 days after the 30 day filing period set by the State of Utah expired. We are awaiting a legal opinion on the validity of the SFS claims at this time.~~ We control the land

Access to the property is through the small town of Gunlock, then turning west-northwest along the Dagget Flat and Goldstrike roads for about 20 miles. The access roads are steep and winding but are in good condition. The Goldstrike Prospect lies along the East Fork of Beaver Dam Wash. The topography in the area is moderate to rugged with elevations ranging from 4,200 to 5,600 feet. Pinon, juniper, scrub oak and manzonita are the principle vegetation types and the area is presently utilized for grazing.

The Goldstrike area was recognized as a potentially favorable region for Carlin type disseminated gold deposits in September, 1980. Geochemical sampling yielded some good Au, Ag, Sb and As anomalies over a wide area. During follow-up work, it was found that HOM had staked the area in which ERG had interest. A land take-off was therefore conducted to determine what land in the region remained open. ~~During this land check it was discovered that HOM had failed to meet the 30 day filing deadline on claims covering favorable terrain on~~ which sampling had indicated good anomalies of Au, Ag, Sb and As. In late November, Tyree Surveying conducted a staking program for ERG in the area. The prospect was mapped at a scale of 1:12000 in December and additional geochemical sampling was carried out at this time. NOT a problem

The oldest rocks exposed in the claim block are massive, thick and thin-bedded limestone with intercalated sandstone and shale beds belonging to the Pennsylvanian Callville Limestone Formation. The Callville Limestone is conformably overlain by the Permian Coconino Sandstone which is a fine to very fine grained orthoquartzite 200 to more than 500 feet thick. The Paleozoic rocks are allochthonous and were thrust over Mesozoic red beds during the Cretaceous Sevier Orogeny. An unconformity developed during the Cretaceous on the upper plate rocks. In the prospect area 700 to 1,000 feet of the Coconino Sandstone and all overlying units were eroded off. In the Paleocene and Eocene, Claron Formation equivalents were deposited on the unconformity surface. These rocks consist of algal limestones, sandstone, siltstone, cobble

conglomerate and ash flows. During the Oligocene and Early Miocene the western Bull Valley Mountains were a volcanically active area and large volumes of intermediate and felsic ash flows were extruded from a volcanic center that was located to the northwest of the prospect. A caldera may have formed at this time and it believed that the prospect lies on the southeast portion of the ring fracture zone of the caldera.

A system of northeast trending faults are the major structural feature of the prospect (Plate IA). These faults probably formed in the upper plate rocks during thrusting and were reactivated during caldera formation. They provided pathways for hydrothermal circulation as evidenced by many anomalous samples collected from fault zones. The hydrothermal system was probably active in the Oligocene or Early Miocene and was related to caldera evolution.

Anomalous gold, silver, arsenic and antimony values are common on the prospect. Silicification and argillization accompanied gold, silver, arsenic and antimony mineralization. Favorable host rocks are present in the Callville Limestone and possible favorable units exist in the Coconino Sandstone and Claron Formation equivalents. Drilling targets are the intersection of favorable host rock beds with faults which acted as feeder structures for hydrothermal fluids.

Thirty four samples have been analyzed thus far. One contained ore grade gold (4.033 ppm), two were between 0.1 and 0.5 ppm and seven betwen 0.02 and 0.09 ppm. Six samples had greater than 2.0 ppm silver. One sample contained 1.43% arsenic, six between 500 and 4,000 ppm and eleven between 100 and 500 ppm arsenic. Two samples contained 200 to 300 ppm antimony and five between 60 and 200 ppm.

The most favorable area of the prospect is the SW¼ of Section 24, T39S, R19W. This area contains favorable host rocks, is structurally complex and has the best geochemical sample results collected thus far.

Zebra Property, Secs. 27-34, T20S, R23E, Cochise Co., AZ

FIL
JDS

THIS PROSPECTUS CONSTITUTES A PUBLIC OFFERING OF THESE SECURITIES ONLY 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.

NEW ISSUE
PROSPECTUS

DATED: AUGUST 8TH, 1988

TEMPO RESOURCES LTD.
(the "Company")
2470 - 609 Granville Street
Vancouver, B.C.

PUBLIC OFFERING

400,000 Shares Without Par Value

	Price to Public	Commission	Net Proceeds to be Received by Company (1)
Per Share	$0.35	$0.05	$0.30
Total	$140,000.00	$20,000.00	120,000.00

(1) Before deduction of the costs of the Issue, estimated at $7,000.

A PURCHASE OF THE SECURITIES OFFERED BY THIS PROSPECTUS MUST BE CONSIDERED AS SPECULATIVE. ALL OF THE PROPERTIES IN WHICH THE COMPANY HAS AN INTEREST ARE IN THE EXPLORATION AND DEVELOPMENT STAGE ONLY AND ARE WITHOUT A KNOWN BODY OF COMMERCIAL ORE. SEE ALSO "RISK FACTORS" ON PAGE 8.

THERE IS NO MARKET THROUGH WHICH THESE SECURITIES MAY BE SOLD.

THE VANCOUVER STOCK EXCHANGE HAS CONDITIONALLY LISTED THE SECURITIES BEING OFFERED PURSUANT TO THIS PROSPECTUS. LISTING IS SUBJECT TO THE COMPANY FULFILLING ALL THE LISTING REQUIREMENTS OF THE VANCOUVER STOCK EXCHANGE ON OR BEFORE FEBRUARY 14, 1989, INCLUDING PRESCRIBED DISTRIBUTION AND FINANCIAL STATEMENTS.

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 COMPANY.

UPON COMPLETION OF THIS OFFERING, THIS ISSUE WILL REPRESENT 25.56% OF THE SHARES THEN OUTSTANDING AS COMPARED TO 48.56% THAT WILL THEN BE OWNED BY THE CONTROLLING PERSONS, DIRECTORS,

PROMOTERS AND SENIOR OFFICERS OF THE COMPANY AND ASSOCIATES OF THE AGENT. REFER TO THE HEADING "PRINCIPAL HOLDERS OF SECURITIES" ON PAGE 14 HEREIN FOR DETAILS OF SHARES HELD BY DIRECTORS, SENIOR OFFICERS, PROMOTERS AND CONTROLLING PERSONS AND ASSOCIATES OF THE AGENTS.

ONE OR MORE OF THE DIRECTORS OF THE ISSUER HAS AN INTEREST, DIRECT OR INDIRECT IN OTHER NATURAL RESOURCE COMPANIES. REFERENCE SHOULD BE MADE TO THE ITEM "RISK FACTORS" ON PAGE 8 FOR A COMMENT AS TO THE RESOLUTION OF POSSIBLE CONFLICTS OF INTEREST.

THE SHARES OFFERED UNDER THIS PROSPECTUS WILL BE SUBJECT TO A DILUTION OF $0.273 PER SHARE (78%).

THE OFFERING IS SUBJECT TO A MINIMUM SUBSCRIPTION. SEE PAGE 7.

THE PRICE OF THIS OFFERING WAS ESTABLISHED BY NEGOTIATIONS BETWEEN THE AGENT AND THE COMPANY.

WE, AS AGENT, CONDITIONALLY OFFER THESE SECURITIES SUBJECT TO PRIOR SALE, IF, AS AND WHEN ISSUED BY THE COMPANY AND ACCEPTED BY US IN ACCORDANCE WITH THE CONDITIONS CONTAINED IN THE AGENCY AGREEMENT REFERRED TO UNDER "PLAN OF DISTRIBUTION" ON PAGE 6 OF THIS PROSPECTUS.

Name and Address of Agents

CANARIM INVESTMENT CORPORATION LTD.
2200 - 609 Granville Street
Vancouver, B.C.

EFFECTIVE DATE: AUGUST 17, 1988

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SUMMARY

THE OFFERING

Issue:	400,000	Shares
Price:	$0.35	Per Share to the Public (to net the treasury $0.30 per share)

Use of Proceeds: The estimated net proceeds of $120,000 to be received by the Company from the Issue, together with cash on hand as at August 8th, 1988 of $1,631 will be used as follows: $7,000 for cost of this Issue; $23,771 to pay accounts payable; $59,996 to carry out an exploration program on the Company's mineral property; and the remaining balance will be used for working capital.

The Company intends to carry out a program of geological sampling, soil sampling and diamond drilling on the Zebra property located in Cochise County, Arizona. The previous development and the future development plans in respect to these mineral claims are set out herein under the heading "Business and Property" beginning on page 2.

There is no known body of ore on the Company's property. In the event that the Company's exploration program as described in this Prospectus is successful, the Company will require additional financing in order to further develop the Company's property. These funds may not be available. There is no existing market for the shares of the Company. Exploration for minerals is a speculative venture necessarily involving substantial risks in respect to discovering commercial quantities of ore, or if they are discovered, to funding exploration and development costs, or if put into production, to successfully marketing the materials produced. The Company's property includes mineral permits which have not been surveyed and therefore, the precise location of these properties may be in doubt.

In addition, other "Risk Factors" are set out on pages 8 and 9 of this Prospectus under that heading including dilution and methods to resolve possible conflicts of interest.

Upon completion of this Offering this issue will represent 25.56% of the share then outstanding as compared to 48.56% that will then be owned by the controlling persons, promoters, directors and senior officers of the Company.

NAME AND INCORPORATION

Tempo Resources Ltd. (the "Company") was incorporated on August 14th, 1986 under the Company Act of the Province of British Columbia by the registration of its Memorandum and Articles. By the provisions of the Company Act, R.S.B.C. 1979 as amended, the Company will be deemed to be a reporting company upon the issue of a receipt for this Prospectus.

The registered, records and head office of the Company is 2470 - 609 Granville Street, Vancouver, B.C.

DESCRIPTION OF BUSINESS AND PROPERTY

Business

The Company is a natural resource company engaged in the acquisition, exploration and development of mining properties. The Company has interests in the properties described below and intends to seek and acquire additional properties worthy of exploration and development.

Property

ZEBRA PROPERTY
COCHISE COUNTY
STATE OF ARIZONA

The Company has an option to acquire a 100% interest (subject to a 5% royalty payable to the State of Arizona and a 2% net smelter return royalty payable to the Optionor) in the Zebra Property located in Cochise County, Arizona.

The property includes the SW 1/4 and S 1/2 of the SE 1/4, Section 27, Section 28, S 1/2 of the N 1/2 of the NE 1/4 and S 1/2 of NE 1/4 of Section 29, NE 1/4 of Section 33, NW 1/4 andN 1/2 of SW 1/4 of Section 34, Township 20S, R23E and consists entirely of Arizona State Prospecting Permits. These are described as:

Permit No.	Legal Description	Renewal Date
95854	Sec. 27 - S2SE4	May 31st, 1989
95855	Sec. 28 - NE 4	May 31st, 1989
95856	Sec. 28 - SE 4	May 31st, 1989
95857	Sec. 28 - S2NW4;N2SW4	May 31st, 1989
95898	Sec. 28 - S2SW4;N2NW4	June 28th, 1989
95899	Sec. 33 - NE4	June 28th, 1989
95925	Sec. 27 - SW4	June 28th, 1989

95926	Sec. 29 - S2N2NE4;S2NE4	July 26th, 1989
95970	Sec. 34 - NW4;N2SW4	July 26th, 1989

The prospecting permits require an annual rental payment of $1 per acre and an annual work requirement of $10 per acre. When the prospecting permits are converted to state leases, they will be subject to a 5% net value production royalty.

The option was acquired from Wellington Financial Corp. of 4519 Woodgreen Drive, West Vancouver, B.C. by an agreement dated January 20th, 1987 as amended on February 29th, 1988. Wellington Financial Corp. is a non-reporting B.C. company wholly owned by Ken Cabianca of that address. In order to earn a 100% interest (subject to the royalties), the Company must:

(a) Pay the Optionor the sum of $30,000 (which has been paid);

(b) Issue and allot to Wellington Financial Corp. 190,000 shares of the Company as follows:

(i) 25,000 shares upon the acceptance of this Prospectus;

(ii) A further 55,000 shares to be issued on or before six months after the issue of the shares described in (b)(i) provided there is accepted by the Vancouver Stock Exchange, an engineering report describing a work program on the property and recommending further work;

(iii) A further 55,000 shares to be issued on or before six months after the issue of the shares described in (b)(ii) provided there is accepted by the Vancouver Stock Exchange, an engineering report describing a work program on the property and recommending further work;

(iv) A further 55,000 shares to be issued on or before twelve months after the issue of the shares described in (b)(iii) provided there is accepted by the Vancouver Stock Exchange, an engineering report describing a work program on the property and recommending further work.

Wellington Financial Corp. has retained a 2% Net Smelter Return royalty. The Company has agreed to pay for certain assessment work on the property in the amount of $7,426 (which was paid). The Company has agreed to carry out exploration and development work on the property at a cost of not less than $60,000 within two years of the date of the Agreement (which has been done).

In the period 1982 to 1983, Energy Reserve Group held the property. In 1983 they sold the property to Goldsill Mining & Milling of Denver, Colorado who optioned the property to Consolidated Paymaster Resources Ltd., a B.C. reporting company whose shares trade on the Vancouver Stock Exchange. In March 1985, Consolidated Paymaster Resources Ltd. dropped its option on the property because it was unable to make further payments under the option agreement and it was unable to finance further exploration. In October 1985, Goldsill Mining & Milling caused its interests in the property to be transferred to Wellington Financial Corporation in consideration for Wellington Financial Corp. agreeing to pay for assessment work carried out on the property. This transfer was part of a reorganization of the mineral property holdings of Goldsill Mining & Milling. Wellington Financial Corp. spent $8,279 in respect to the acquisition and work on the property.

In 1985 Mr. Cabianca, the principal of Wellington Financial Corp., and Mrs. Verna Wilson, who is the Secretary of Tempo Resources Ltd., were directors of Consolidated Paymaster Resources Ltd. Subsequently Mrs. Wilson resigned from the Board of Directors of Consolidated Paymaster. After 1985, Malcolm Fraser, the President and a Director of Tempo Resources Ltd., and Nick Demare, a Director of Tempo Resources Ltd., became directors of Consolidated Paymaster Resources Ltd. and Mr. Demare became the Secretary of Consolidated Paymaster Resources Ltd.

The Zebra prospect is located in Sections 28 and 33 and 34, T20S, R23E, (31· 39'N 110·W) of Chochise County, Arizona.

The northern portion of the Zebra property is best accessed by traveling south on Highway 80 from +ombstone, Arizona for three miles, then proceeding east on a well maintained county road for two miles towards McNeil, and finally south on an unimproved dirt road for three-fourths of a mile.

The property is located in the historic Tombstone area from which area substantial mineral production has occurred since 1878.

Previous History

In recent years, the Zebra property was held by two companies: Energy Reserves Group from 1982 through mid-1983, and Consolidated Paymaster from mid-1983 through mid-1985. Energy Reserves Group's work consisted of geological mapping and geochemical sampling which delineated a number of targets, some of which are still

untested. Consolidated Paymaster's work consisted of a 10-hole program totaling 2,465 feet designed to test several of the surface anomalies located on the property. Seven of these holes were clustered in a twelve acre area in Section 34 and three were located in and near a rhyolite intrusive section 28. Overall, this program tested only a small percentage of the prospective area of the Zebra Prospect. Most holes in the 1983 Paymaster program did encounter minor mineralization with one hole, 28-3, encountering 20 feet of .045 ounces per ton gold within 60 feet of the surface. Sample descriptions indicate this material to be oxidized and may be heap leachable.

During 1985 Wellington Financial conducted a one hole drilling program to test the continuity of the mineralization located by hole 28-3. This offset drill hole, 28-4, also intercepted mineralization of similar grade but thicker than that found in Paymaster's 28-3 drill hole. The results of these two holes are presented as follows:

Depth	West Hole 28-3 (1983) Oz/ton/Au	East Hole 28-4 (1985) Oz/ton/Au
0 - 10	Trace	.069
10 - 20	.007	.002
20 - 30	.004	.041
30 - 40	.002	.002
40 - 50	.008	.014
50 - 60	.047	N.D.
60 - 70	.043	N.D.
70 - 80	.002	N.D.
80 - 90	.002	N.D.
90 - 100	.004	N.D.
100 - 110	N.D.	
110 - 120	N.D.	
120 - 130	N.D.	
140 - 150	N.D.	

The previous operators have spent an estimated total of $50,500 Cdn. on exploration of this property. Most of this sum was expended by Consolidated Paymaster during their 1984-1985 drilling program ($45,500 Cdn.). The rest was expended by Energy Reserves Group which sum was for predominately geological mapping and geochemical sampling. Wellington Financial expended $8,279 on both exploration and legal costs. In 1987 and 1988 Tempo Resources carried out a program of geophysical surveys, geochemical sampling and detailed geological mapping on the property at a cost of $73,546 Cdn. This brings the

total expenditure as of March, 1988 for the development of the Zebra property to $124,046 Cdn. These costs do not include acquisition or leasehold expenditures by Wellington. Tempo Resources Ltd. has received all of the data generated by the work carried out prior to January 1987.

The Company intends to carry out Stage I of the program recommended in the report of Leroy Halterman, Certified Professional Geologist, dated February 17th, 1987, as revised on February 8th, 1988 (a copy of this report forms part of this Prospectus). The recommended program consists of two stages. Stage I consists of diamond drilling at an estimated cost of $59,996. Contingent upon the results of Stage I, Stage II will consist mainly of diamond drilling at an estimated cost of $80,000.

There is no surface or underground plant or equipment on the property.

THERE IS NO KNOWN BODY OF COMMERCIAL ORE ON THIS PROPERTY.

The proposed program is an exploratory search for ore.

PLAN OF DISTRIBUTION

The Company, by an agreement (the "Agency Agreement") dated March 7th, 1988 as amended on August 3rd, 1988, appointed Canarim Investment Corporation Ltd. of 2200 - 609 Granville Street, Vancouver, B.C. as its Agent ("Agent") to offer the Shares through the facilities of the Vancouver Stock Exchange (the "Exchange") on a Best Efforts basis.

The Company by its Agent hereby offers (the "Offering") to the public through the facilities of the Exchange 400,000 shares (the "Shares") of the Company at a price of $0.35 per share (the "Offering Price"). 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 Issuer, with the consent of the Exchange, within a period of 180 days from the date (the "Effective Date") upon which the Shares of the Company are conditionally listed on the Exchange.

The Agent will receive a commission of $0.05 per share.

The Agent reserves the right to offer selling group participation, in the normal course of the brokerage business to selling groups of other licensed broker

dealers, brokers or investment dealers, who may or may not be offered part of the commissions or bonuses derived from this Offering.

The obligations of the Agent under the Agency Agreement may be terminated prior to the opening of the market on the Offering Day at the Agent's discretion on the basis of its assessment of the state of the financial markets and may also be terminated upon the occurrence of certain stated events.

The Company has granted the Agent 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.

CONDITIONAL LISTING ON THE VANCOUVER STOCK EXCHANGE

The Vancouver Stock Exchange has conditionally listed the securities being offered pursuant to this prospectus. Listing is subject to the Company fulfilling all the listing requirements of the Vancouver Stock Exchange on or before February 14, 1989, including prescribed distribution and financial statements.

Minimum Subscription

In the opinion of the Directors of the company, the proceeds of this Offering will be sufficient to carry out the recommended program of work and to maintain the Company's properties in good standing. In the opinion of the Company's Directors, it will be necessary to sell 400,000 shares offered by this Prospectus in order to raise sufficient funds to carry out the above recommendations and to provide for administration and adequate working capital. All monies received from the sale of shares sold pursuant to this Prospectus in British Columbia shall be held in trust by the Agent and if the minimum subscription of 400,000 shares has not been sold on the Offering Day, all monies will be returned in full to the subscribers.

MARKET FOR SECURITIES

The price to be paid to the Company for the

Directors of the Company are the Promoters of the Company.

The Promoters have acquired the following common shares in the capital of the Company:

Name	No. of Shares	Price per Share
Malcolm Fraser	750,000	$0.01 (cash paid)

Under the headings "Options to Purchase Securities" and "Executive Compensation" there are set out further details in respect to the Promoters.

INTERCORPORATE RELATIONSHIPS

The Company owns all of the issued shares of Tempo Resources Inc., an Arizona Corporation. The Company has no other subsidiary companies.

PENDING LEGAL PROCEEDINGS

The Company is not a party with respect to any legal proceedings.

INTEREST OF MANAGEMENT AND 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 headings "Options to Purchase Securities" and "Executive Compensation".

MATERIAL CONTRACTS

There are no material contracts entered into by the Company other than as disclosed in this Prospectus.

These material contracts are:

(a) The option to acquire an interest in the Zebra Property described on page 2 and 3;

(b) the Agency Agreement described on pages 6 and 7;

(c) the Directors and Employees stock option agreement described on page 13;

(d) the Escrow Agreement described on page 15.

Material contracts may be inspected at the offices of Hemsworth, Schmidt, of 430 - 580 Hornby Street, Vancouver, B.C. V6C 3B6 during normal business hours during the period of primary distribution of the securities being offered under this Prospectus.

OTHER MATERIAL FACTS

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

TRANSFER AGENTS AND REGISTRARS AND AUDITORS

The Registrar and Transfer Agent for the Company is Yorkshire Trust Company, 1100 Melville Street, Vancouver, B.C. V6E 4B6. The Auditor for the Company is Dyke & Howard, Chartered Accountants, of 310 - 1441 Creekside Drive, Vancouver, B.C. V6J 4S7.

PURCHASER'S STATUTORY RIGHT 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 Sections 66, 114, 118 and 124 of the Securities Act or consult a lawyer.

TEMPO RESOURCES LTD.
CONSOLIDATED STATEMENT OF CHANGES IN FINANCIAL POSITION
YEAR ENDED MARCH 31, 1988

	1988	1987
CASH FROM (USED BY) FINANCING ACTIVITY		
Issue of common shares	$ -	$ 111,250
CASH FROM (USED BY) INVESTING ACTIVITIES		
Acquisition of mineral property	48,000	(78,000)
Deferred exploration and administration expenses	(74,453)	(15,071)
Net change in non-cash working capital accounts	18,193	(1,000)
	(8,260)	(94,071)
INCREASE (DECREASE) IN CASH DURING THE PERIOD	(8,260)	17,179
CASH, beginning of period	17,179	-
CASH, end of period	$ 8,919	$ 17,179

DYKE & HOWARD
CHARTERED ACCOUNTANTS

TEMPO RESOURCES LTD.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 1988

1. ACCOUNTING POLICIES

Basis of Consolidation

These financial statements include the accounts of Tempo Resources Ltd. and its wholly-owned subsidiary, Tempo Resources Inc., a company incorporated under the laws of the State of Arizona.

Deferred Expenses

The Company will defer all expenses associated with its properties until such time as the properties are either placed into production or title is lost or abandoned. When properties are brought into production, any associated costs will be amortized over the useful life of the properties. Should title be lost or abandoned, any associated costs will be written off.

The costs of any deferred expenses will represent costs to date and will not necessarily reflect present or future values.

Option Agreements

From time to time, the Company will acquire or dispose of properties pursuant to the terms of option agreements. Because options are exercisable entirely at the discretion of the optionee, any amounts payable or receivable will not be recorded. Option payments will be recorded as mineral property costs or recoveries when the payments are made or received.

Foreign Currency Transactions

These financial statements are expressed in Canadian dollars. Transactions denominated in foreign currencies are translated into Canadian dollars at the exchange rate in effect on the transaction date.

Comparative Figures

Certain 1987 figures have been reclassified where necessary to conform to the presentation used in the current year. The 1987 comparative figures are for the period commencing from incorporation on August 14, 1986 to March 31, 1987.

2. MINERAL PROPERTY

On January 20, 1987 the Company entered into an option agreement with Wellington Financial Corp. for a 100% interest in the Zebra Property, consisting of certain mineral claims located in the Cochice County, in the State of Arizona.

DYKE & HOWARD
CHARTERED ACCOUNTANTS

2. MINERAL PROPERTY - continued

The purchase price for the property was originally agreed to be $ 78,000 Cdn. and the allotment of 190,000 shares. On February 9, 1988 the agreement was amended to reduce the cash requirement to $ 30,000 Cdn. The issuance of shares is subject to regulatory approvals which have not been received as yet.

Upon commencement of commercial metal production on the property the Company is subject to a 5% and 2% net smelter royalty payable to the State of Arizona and the optionor respectively.

The Company also agreed to expend not less than $ 60,000 in the exploration and development of this property by February 9, 1990.

3. SHARE CAPITAL

	1988	1987
Issued for cash (1,165,000 shares)	$ 111,250	$ 111,250

There are 190,000 shares allotted but not issued for the mineral property (Note 2). Of the total shares issued and outstanding, 750,000 shares are held in escrow.

During the year 146,500 shares were reserved for issue pursuant to employees and directors stock option agreements. The option price is $ .35 per share and the option period is two years.

MinSearch, Inc.

Report on

THE ZEBRA PROPERTY

A Gold Prospect,
Cochise County, Arizona

Sections 27, 28, 29, 33 and 34
Township 20 South, Range 23 East

Prepared for:

Tempo Resources Limited

by

Leroy Halterman,
Certified Professional Geologist #3444
MinSearch, Inc.

February 1987
Revised February 1988

7965 N. Wadsworth, Suite 123 • Arvada, CO 80003 • (303) 424-7562
11930 Menaul NE, Suite 112 • Albuquerque, NM 87112 • (505) 298-8235

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THE ZEBRA PROPERTY

A Gold Prospect

This report was prepared at the request of Tempo Resources Ltd. It was based on three visits to the property by the author. The first visit was from November 4-11, 1986, the second was from February 3-7, 1987 and the third visit was from January 12-15, 1988. On February 6, 1987 the author was accompanied by Mr. John Payne, a consulting geologist from Vancouver, British Columbia. In addition to the field examination, data compiled by Energy Reserves Group, Consolidated Paymaster and Wellington Financial was also used in the preparation of this report.

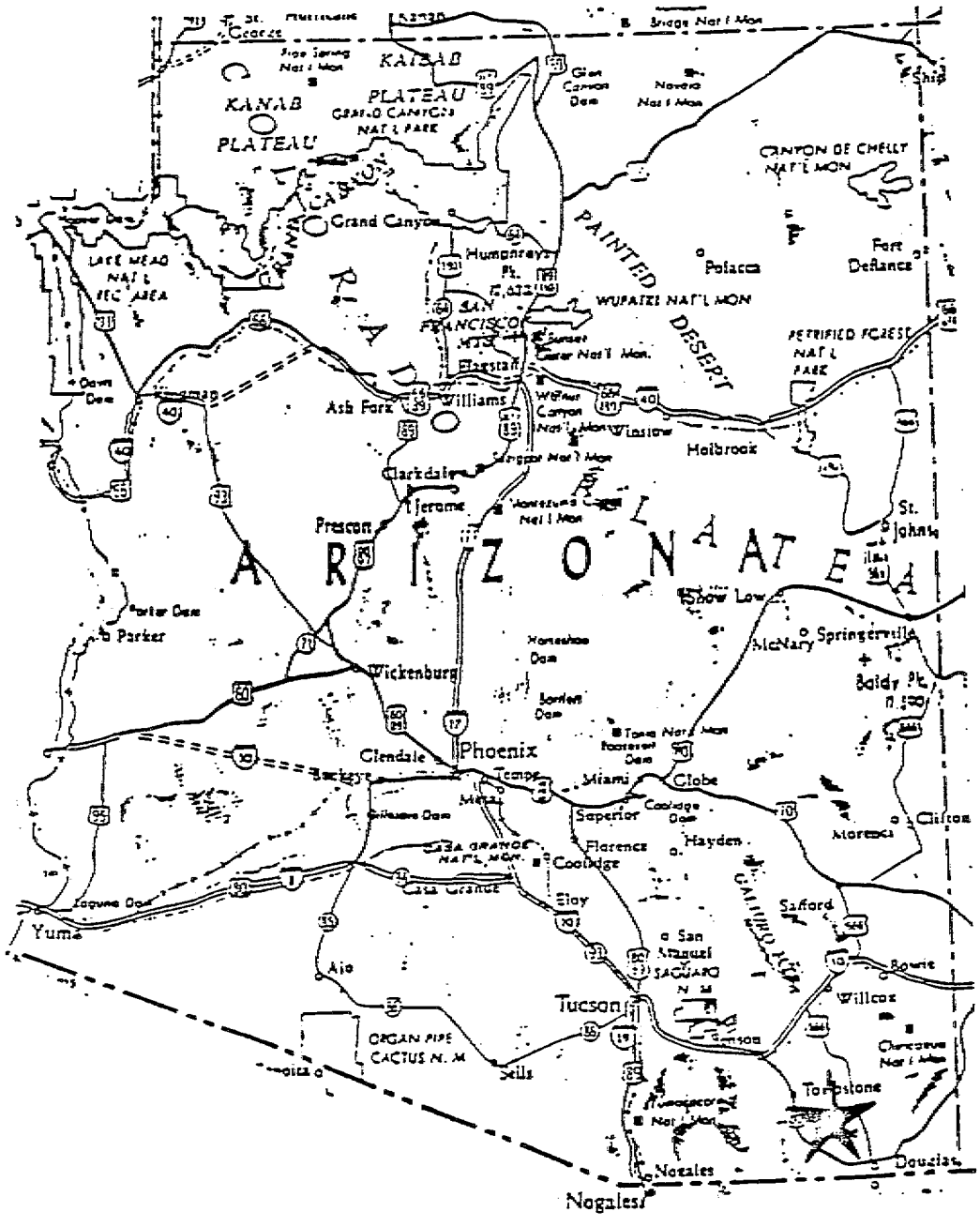
The Zebra prospect is an epithermal, disseminated gold occurrence which appears to possess potential for both a low grade heap-leach deposit and a higher grade zone which may be recoverable by conventional milling. The property as a whole was examined geologically, geophysically and geochemically.

Location, Topography, Vegetation and Access

The Zebra prospect is located in sections 27, 28, 29, 33 and 34 of T20S, R23E, (31 39'N, 110 W) in Cochise County, Arizona. Elevations range between 4,600 and 5,000 feet.

The closest major habitation is the historic town of Tombstone which is three miles northwest of the property. The nearest commercial air service is Tucson, Arizona approximately seventy miles northwest of the prospect (Figure 1). It should be noted that Tombstone was a major producer of silver, gold and lead from veins and replacement deposits. Production from these mines totaled over 30,000,000 ounces of silver and 200,000 ounces of gold.

The northern portion of the Zebra property is best accessed by traveling south on Highway 80 from Tombstone for three miles, then proceeding east on a well maintained county road for two miles towards McNeil, and finally turning south on an unimproved dirt road for three quarters of a mile. The topography in the prospect area is moderately hilly to flat, with primitive roads crossing most of the low-lying terrain. Vegetation consists of sparse desert grasses, cacti, yucca, creosote bushes, cat claw and occasional mesquite trees. Mild arid winters make year-around operations possible, although mid-summer temperatures are somewhat distressing for both men and machines.



ZEBRA PROSPECT LOCATION MAP

FIGURE 1

Property Status

The property totals 1,440 acres and includes the NE/4 of section 29, all of section 28, the NE/4 of section 33, the SW/4 and S/2 of the SE/4 of section 27, and the NW/4 and N/2 of the SW/4 of section 34, T20S, R23E and consists entirely of Arizona State Prospecting Permits (Figure 2). Some Prospecting Permit Numbers are still pending. Details of permits with numbers assigned are as follows:

1. State of Arizona Prospecting Permit No. 90382, S2/SW, and N/2SW, Section 28, Township 20 South, Range 23 East, Cochise County, Arizona.

2. State of Arizona Prospecting Permit No. 95538, S2/NW, and N2/NW, Section 28, Township 20 South, Range 23 East, Cochise County, Arizona.

3. State of Arizona Prospecting Permit No. 95539, NE/4, Section 33, Township 20 South, Range 23 East, Cochise County, Arizona.

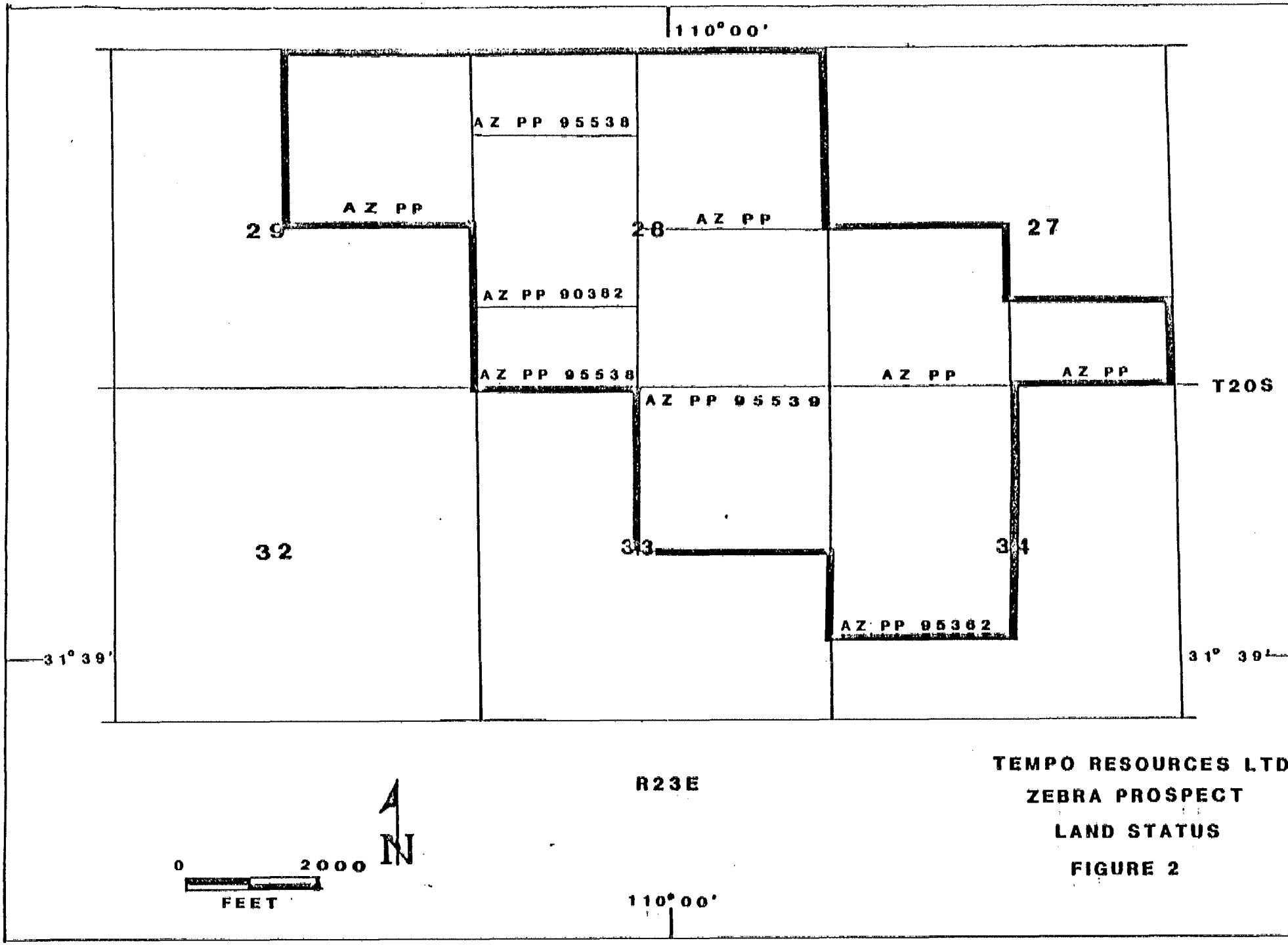
4. State of Arizona Prospecting Permit NO. 95362, NW/4 and N/2, SW/4, Township 20 South, Range 23 East, Cochise County, Arizona.

Tempo Resources Inc., a wholly owned subsidiary of Tempos Resources Ltd., owns a 100% interest in these properties. The prospecting permits require an annual rental payment of $1 per acre and an annual work requirement of $10 per acre. When the prospecting permits are converted to state leases, they will be subject to a 5% net value production royalty.

General Geology

The Zebra prospect lies along the axis and slightly west of the deepest portion of the Sonoran geosyncline in an area known as the Pedregosa Basin. It also lies within a belt of north-northwest trending mountain ranges that are separated by broad alluvial-filled valleys which extend from the Colorado Plateau in central Arizona to Sonora, Mexico. Major faults, within the prospect area, are generally aligned with this basin and range trend, and minor faults generally strike perpendicular to this trend direction. The prospect area itself is underlain by a relatively thick blanket of Paleozoic and Mesozoic sediments with outcrops of predominately Permian Colina Limestone on the surface (Figure 3). Numerous small Tertiary rhyolitic and dacitic intrusives, which are the only other outcropping rocks, are located in and near the western and northern halves of section 28, T20S, R23E. Nearby rhyolite intrusives of similar composition have been age dated at 63 M.Y.

Stratigraphically, only two Permian formations will be discussed in this report. Considering their lithologies, they are the only two economic targets for mineralization when considering size and grade of the potential orebodies. In ascending order, these formations are the Earp Formation and the Colina Limestone.

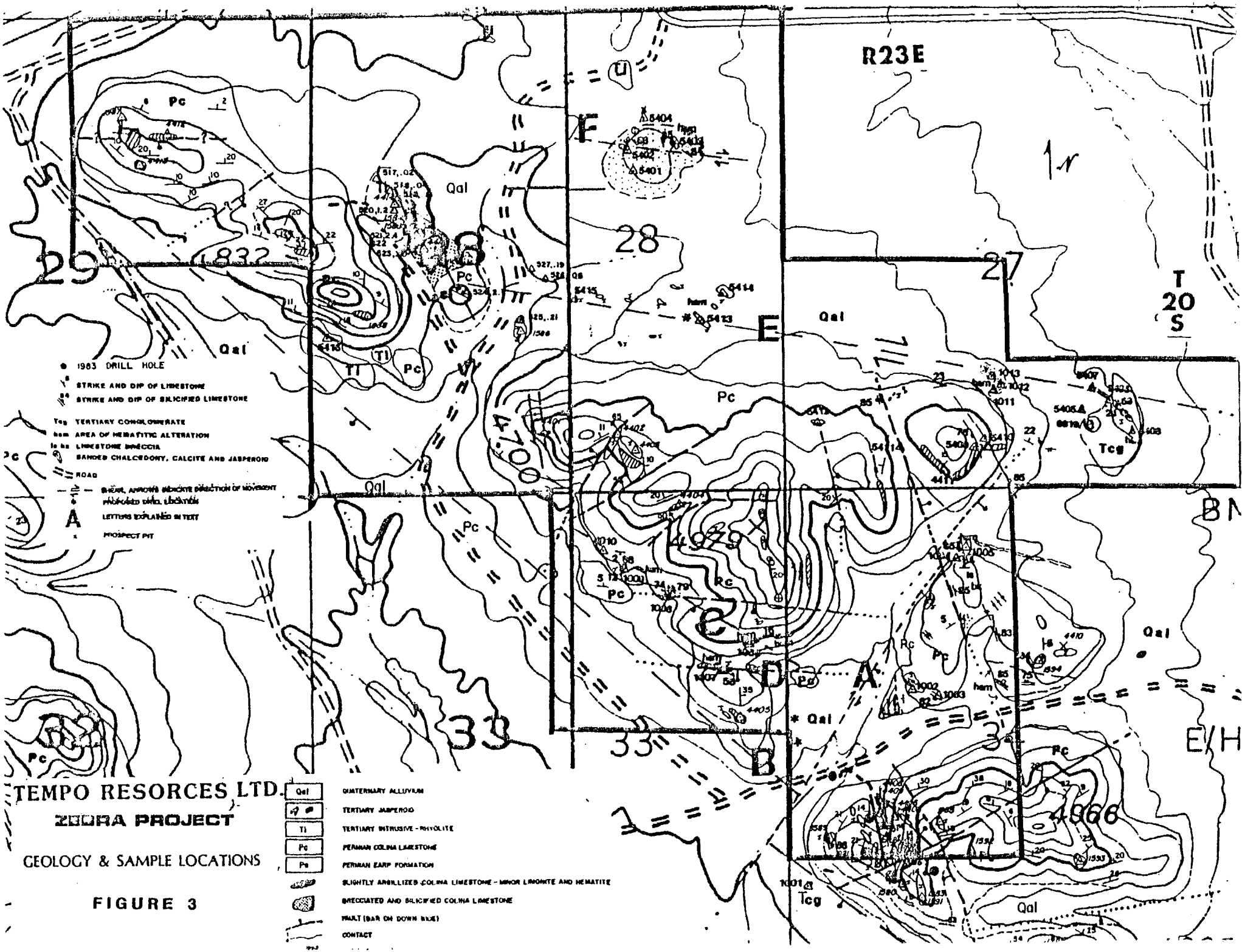


TEMPO RESOURCES LTD.

ZEBRA PROSPECT

LAND STATUS

FIGURE 2



TEMPO RESORCES LTD.

ZOORA PROJECT

GEOLOGY & SAMPLE LOCATIONS

FIGURE 3

The Earp Formation is Pennsylvanian and Permian in age and is composed of interbedded siltstone, sandstones, and light-gray limestone and dolomite beds. To the west, the limestone content is sparse. However, to the east, in the Zebra prospect area, the limestone content increases upsection. Consequently, moving upsection there is a transitional contact rather than a sharp contact between the Colina Limestone and the Earp Formation. In the nearby Tombstone hills, a 584 foot section of Earp Formation was measured.

The Colina Limestone is a dark-gray, sparsely cherty rock with some dolomitic beds present. It is usually a relatively thin formation varying from 250 to 650 feet. However, in the Zebra prospect area, it approaches it's maximum thickness. In the nearby Tombstone hills, a 633 foot section of Colina Formation was measured.

Geology-Epithermal Model

The epithermal model has been used to explain the origin of many low-temperature, disseminated precious-metal deposits and has been used numerous times to successfully guide exploration for these types of deposits. Although the Zebra prospect already has an identified target which conforms to this model and should be tested, this same model can be used to further explore the deeper targets and numerous other areas on the property which have the characteristics of this model.

The epithermal model implies that a buried intrusive or other heat source acts as a thermal pump to circulate meteoric waters. These fluids leach trace amounts of metals from the country rock along their circulating path. The metal enriched solutions then rise along the paths of least resistance and as the solutions cool they precipitate their dissolved metals content along with other elements. A vertical zonation of metals, gangue and alteration forms within this system. The precious metals and their associated gangues are normally the last economically important elements to precipitate. The precipitation is often associated with boiling of these ascending solutions. In addition to gold and silver, barium, arsenic, antimony and mercury are common pathfinder elements which also precipitate in association with precious metal mineralization. These elements are used to assist in the exploration for hidden epithermal deposits.

Wall rock alteration and its zoning are important guides in exploration for deposits within the epithermal system. In disseminated epithermal deposits, such as those which may comprise the Zebra prospect, silicification and argillic alteration of the limestones along and near structures is prevalent. Also, the introduction of iron sulfides, barite, flourite, arsenic and antimony compounds along with trace amounts of gold and silver is common.

Previous Work

The Zebra property was held in the recent gold boom by two other companies: Energy Reserves Group from 1982 thru mid-1983 and Consolidated Paymaster from mid-1983 thru mid-1985. Energy Reserves Group work consisted of geological mapping and geochemical sampling which delineated a number of potential targets, some of which are still untested today. Consolidated Paymaster's work consisted of a 10-hole drill program totaling 2,465 feet designed to test several of the surface anomalies located on the property. Seven of these holes, five of which are on Tempo Resources property, were clustered in a twelve acre area in section 34 and three were located in and near a rhyolite intrusive in section 28. Later work performed in the 1988 program revealed that the holes in section 34 probably tested only the surface remnant of mineralization that occurs at depth to the north of the drilling. Overall, this program tested only a small percentage of the prospective mineralized area in the Zebra prospect. Most holes in the 1983 Paymaster program did encounter minor mineralization, less than .01 ounces of gold per ton, with one hole, 28-3, encountering 20 feet of .045 ounces per ton gold within sixty feet of the surface. Sample descriptions indicate this material to be oxidized and may be heap leachable.

During 1985 Wellington Financial conducted a one hole drilling program to test the continuity of the mineralization located by hole 28-3. This offset drill hole, 28-4, also intercepted mineralization of similar grade but thicker than that found in Paymaster's 28-3 drill hole. The results of these two holes are presented in Table 1.

Table 1
DRILL HOLE DATA

Depth	West Hole 28-3(1983) Oz/ton/Au	East Hole 28-4(1985) Oz/ton/Au
0-10	Trace	.069
10-20	.007	.002
20-30	.004	.041
30-40	.002	.002
40-50	.008	.014
50-60	.047	N.D.
60-70	.043	N.D.
70-80	.002	N.D.
80-90	.002	N.D.
90-100	.004	N.D.
100-110	N.D.	
110-120	N.D.	
120-130	N.D.	
130-140	N.D.	
140-150	N.D.	

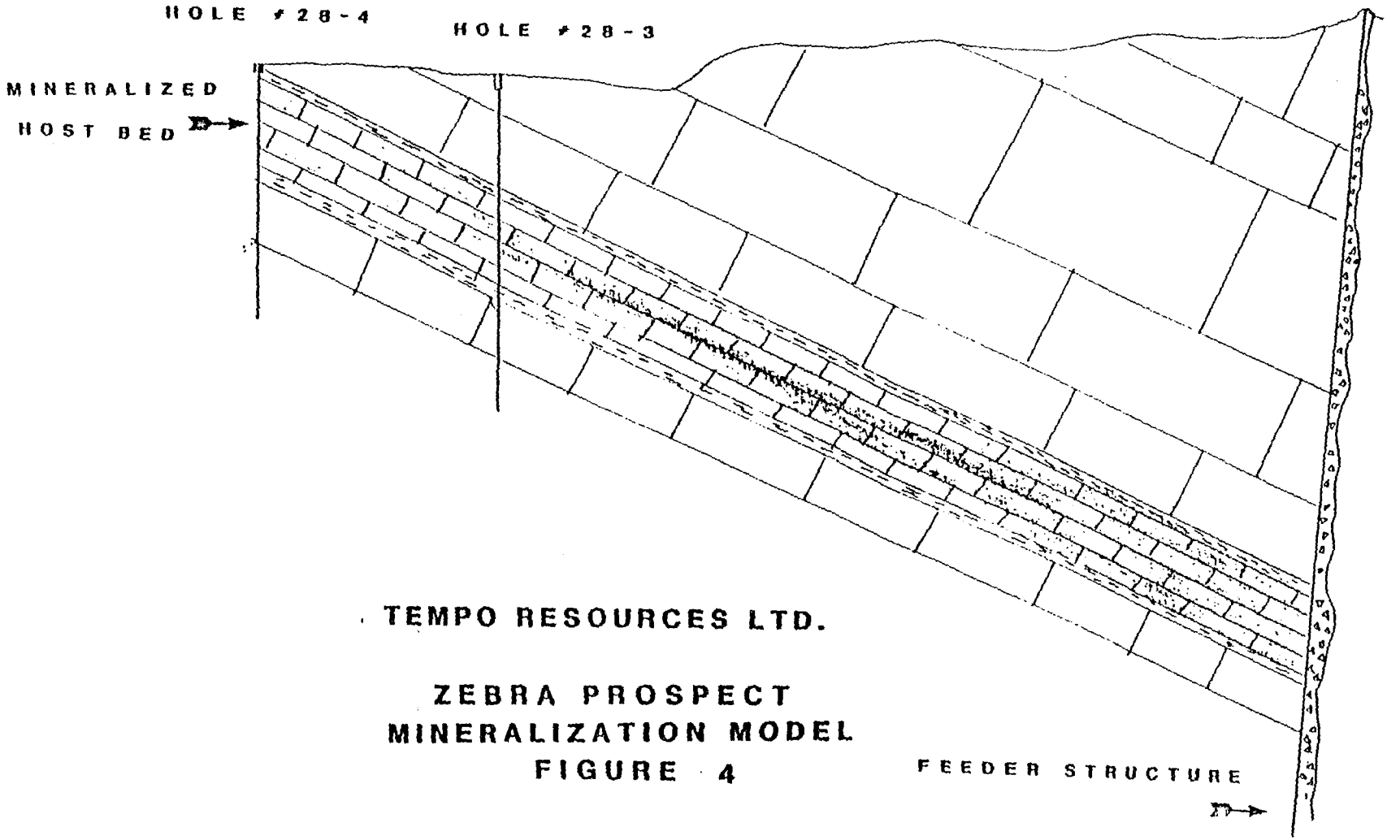
In 1986 a soil sampling program was conducted on the property. This program started at hole 28-4 and covered a width of 600 feet and extended 3,400 feet to the southwest in a line striking approximately south 30 degrees west. Only five samples, four of which were located within 500 feet of drill hole 28-4, contained anomalous gold. The best sample was located 200 feet south and 300 feet west of hole 28-4 and contained 200 ppb gold.

Expenditure for the Benefit of the Property

Expenditures by Tempo Resources prior to the 1988 program total $18,002.00 (Canadian). These funds were used for drilling, geochemical sampling, assaying and geological mapping. The 1988 program consisted of geophysical surveys, geochemical sampling and detailed geological mapping. The expenditure totaled $32,834.00 (U.S.) or $42,641.00 (Canadian). This brings the total expenditure for the evaluation of the Zebra property to $60,643.00 (Canadian). These expenditures did not include any monies that were used for lease acquisition, annual land payment or legal fees.

Geology, Mineralization and Economic Potential
Section 28

The mineralization in section 28 apparently is associated with a feeder structure which strikes approximately north 40 degrees west and has a near vertical dip. Silicification associated with this structure has been sampled with two samples containing in excess of 2 ppm gold. (Sample #521- 2.4 ppm and Sample #524- 2.1 ppm, Figure 3) Additional sample information, gathered by Energy Reserves Group and MinSearch, Inc. is available in Appendix A. It is believed that this structure was not only mineralized but also served as a feeder structure to supply the solutions that mineralized the host bed intercepted by drill holes 28-3 and 28-4. According to the epithermal model, these mineralizing solutions would rise along the structure to the zone of boiling where they would begin to precipitate their precious metals content. However, because permeable beds within the Colina Limestone were present these solutions also migrated laterally along bedding planes mineralizing them as well as the structure (Figure 4). The result of this lateral migration is the mineralization we see in drill holes 28-3 and 28-4. Referring back to Table 1, the drill hole data indicates that the mineralization is not only continuous but also appears to dip, as a host bed would, in a direction and rate similar to those observed on the surface outcrop.



TEMPO RESOURCES LTD.

ZEBRA PROSPECT
MINERALIZATION MODEL
FIGURE 4

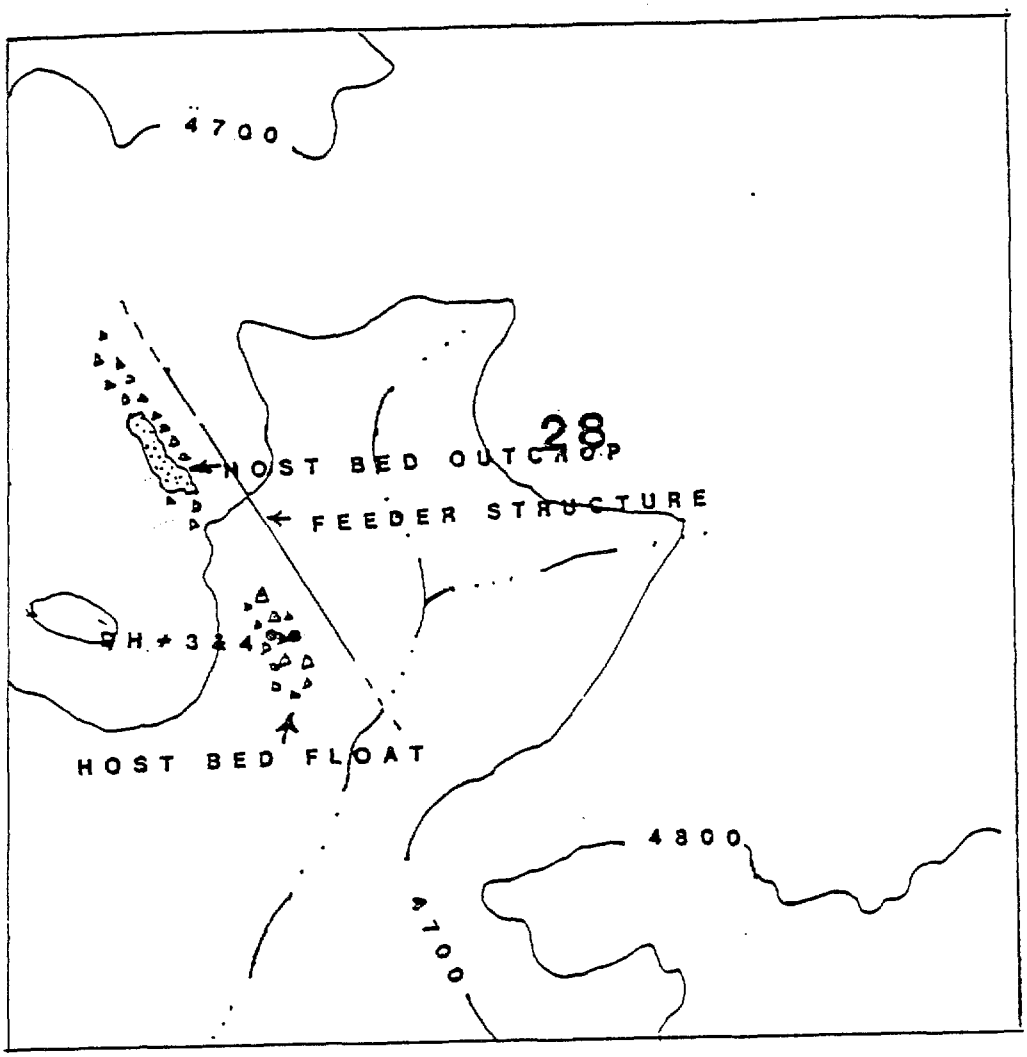
To further illustrate this point, the bottom of the higher grade mineralization is at 70 feet in hole 28-3 and 30 feet in hole 28-4, this indicates a dip of approximately 25 degrees to the east. Nearby surface measurements indicate a north to northeasterly dip, although most of the dip angles are from 9 to 26 degrees versus the subsurface estimate of 25 degrees. Additional evidence of this stratigraphic relationship of the mineralization may also be gathered from the assay data. It appears that the upper horizon was a favorable host rock. However, the lower stratigraphic horizon was unfavorable in that both the holes bottom in a sequence of barren rocks.

The favorable bed and the associated mineralization can be traced for over 2,000 feet. This length is evidenced by altered limestone outcrop and float which exhibits moderate red hematite and minor orange limonite staining. One good altered outcrop extends for almost 500 feet. However, the rest of the trend is predominately float (Figure 5). In addition to the drill hole assays, one rock sample which assayed 1.2 ppm gold (sample #520, Figure 3) was taken from this altered limestone material 1,000 feet north of the drill holes.

This model indicates that in addition to the potential for the development of a moderate sized, shallow, disseminated gold orebody, there are two other potential economic targets to be tested. First, the mineralization thus far intercepted by the drilling has been at a distance of 400-500 feet from the feeder structure. It is possible that as the host bed approaches the structure the grade of the mineralization may also increase. If this is true then there is the possibility of developing an ore body of sufficient size and grade to be milled at one of the two nearby conventional mills. However, it should be noted that the operational status of these mills is not known and there can be no assurance that within the normal time frame of the exploration and development of the Zebra property that these mills would be operating or even exist. Second, the Earp Formation and the transition interval between the the Colina and Earp Formations may represent an even better target than the one that has already been found and partially tested. The thin bedded nature of these formations suggests that they should be better potential hosts for gold mineralization than the horizon previously tested. Depth to this horizon should be approximately 300 feet and the test holes drilled during Phase Two should be completed at least 100 feet beyond that point. This depth should still be within the vertical column of the epithermal system. Should either of these targets prove to be mineralized then numerous other occurrences on the property should be tested.

It should also be noted that many of the described characteristics of the Zebra property are present in the Tombstone mineral deposits. However, the carbonate replacement deposits at Tombstone are within a different formation. Also, because of the base metal content, these deposits were evidently deposited below or at the bottom of the epithermal system as we understand it. At Zebra, only three miles away, silver values are low but gold values are high. This may indicate a district wide zonation which could have important implications in an expanded exploration program.

R23E



T20S

TEMPO RESOURCES LTD.

ZEBRA PROSPECT

SECTION 28
FEEDER STRUCTURE

N

0 2000

FEET

FIGURE 5

1988 Geophysical Programs

During the month of January, 1988, personnel of MinSearch, Inc. performed two geophysical surveys to gather more detailed geologic information and to identify additional targets on newly acquired acreage. A magnetic survey and a VLF survey were conducted using a EM 16 VLF and a G8 16 magnetometer. A grid system was emplaced over the entire property utilizing 300 foot centers which resulted in 655 stations with a total of 36 line miles being walked for each survey. The two surveys were run independently of each other in order to eliminate the possibility of electromagnetic interference. A reading was taken at each of the 655 stations and the collected data has been computerized and contoured for interpretation. Appendices B and C contain the raw data gathered from the surveys. It should be noted that two parcels of land (the NE/4 of section 28 and the S/2 of the SE/4 of section 27) were added to the property after completion of the geophysical surveys, therefore these parcels are not evaluated on the geophysical maps.

Magnetometer Data and Interpretation

The magnetometer data has been contoured in Figure 6. The contour interval is 10 gammas. It should be noted, that for both the magnetometer and the VLF maps, the scale is not true due to photo-reduction processes. The contoured data depicts a magnetic high where the contour lines form a closure or near closure and a magnetic low where the closure exhibits hatch marks along the inside border. Varying degrees of anomalies can thus be delineated.

The map reveals a good magnetic high along the western edge of section 34 which extends into the middle of the section. Two faults (labeled A and B on Figure 3) have been mapped in this area. If this magnetic high indicates a buried intrusive at depth this area could represent a source for the heat and mineralization in relationship with feeder structures and localize significant gold mineralization. Another magnetic high was found to extend east-west across the middle of sections 27 and 28. A large shear zone (labeled E on Figure 3) has been mapped along this anomaly and several jasperoid samples contained significant gold. Another interesting area occurs along the north-south property boundary located in the middle of section 33. The contour lines begin to become closely spaced perhaps indicating a change in the depth of the basement. A large basin and range fault (labeled B on Figure 3) cuts through this portion of the map. The rhyolite intrusive, which is exposed due to erosion, in the NW/4 of section 28 appears as a moderately low magnetic anomaly. This is because the rhyolite has been altered and presently contains few fresh magnetic minerals.

Magnetic Survey Zebra Prospect, Tempo Resources Ltd.

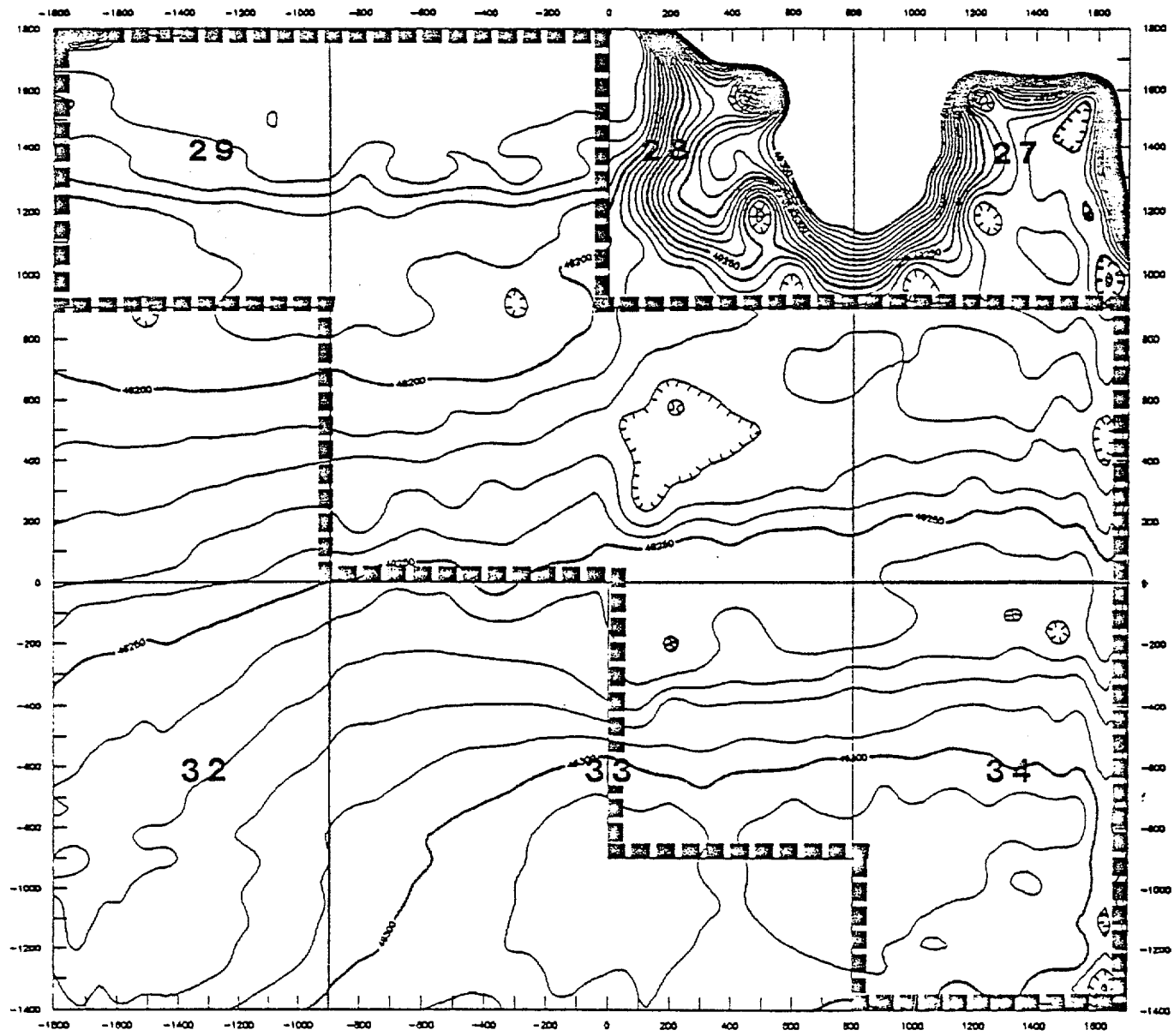


FIGURE 6

VLF Data and Interpretation

The VLF data has been contoured in Figure 7. The contour interval is 1 degree. The VLF contour map is interpretated much the same way as the magnetic map. The areas of successive closure or "mountains" indicate VLF highs which are zones of greater conductivity. The closures with the hatch marks along the inside are "valleys" or low conductivity areas.

The map reveals a good VLF high near the western edge of section 34. This VLF high corresponds to the magnetic high discussed in the preceding section. The intersection of two faults has been mapped in this location (faults A and B in Figure 3). Another magnetic high to the north-northeast further supports the directional trend of fault A under the cover of the alluvial valley. A smaller VLF high situated to the northwest of the large high corresponds to fault D in Figure 3. A jasperoid sample collected in this area assayed .011 ounces of gold per ton. Another VLF high seems to correspond to fault C in Figure 3. All the samples collected along this structure exhibited anomalously high gold concentrations. Four other significant highs can be delineated on the map. One in the SW/4 of section 27 and the other three in the NW/4 of section 28. These highs represent conductive bodies possibly associated with shear zones E and F in Figure 3. Anomalous concentrations of gold are associated with these shear systems.

1988 Geological and Geochemical Programs

Detailed geologic mapping and geochemical sampling was conducted in conjunction with the geophysical surveys. The detailed outcrop and alteration mapping yeilded six new target areas of potential gold mineralization (sample results from 1988 are located at the front of Appendix A). In accordance with the geophysical studies, large areas of alteration and jasperoid mineralization were mapped along structures delineated by the geophysics. The six targets generated are described below in descending order of merit.

The first of these fault structures mapped, and also delineated by the geophysics, was a large basin and range fault (labeled B on Figure 3) which bounds the low hills along the southwestern edge of the property and appears to be a fault with a significant vertical component. The fault is slightly offset to the southwest along it's southern portion possibly due to the northeast trending fault A. The basin and range fault has no surface expression in limestone outcrop, rather it is obscured by Quaternary alluvium composed of limestone, jasperoid, rhyolitic and dacitic intrusive rocks, sandstone and conglomerate. It is possible that portions of this large fault could have been the conduit for ascending hydrothermal fluids and gold mineralization. Of special interest would be the area of offset along the southern portion of the fault where it intersects fault A. This area corresponds to the maximum magnetic and VLF highs and is an good drill target.

VLF Survey Zebra Prospect, Tempo Resources Ltd.

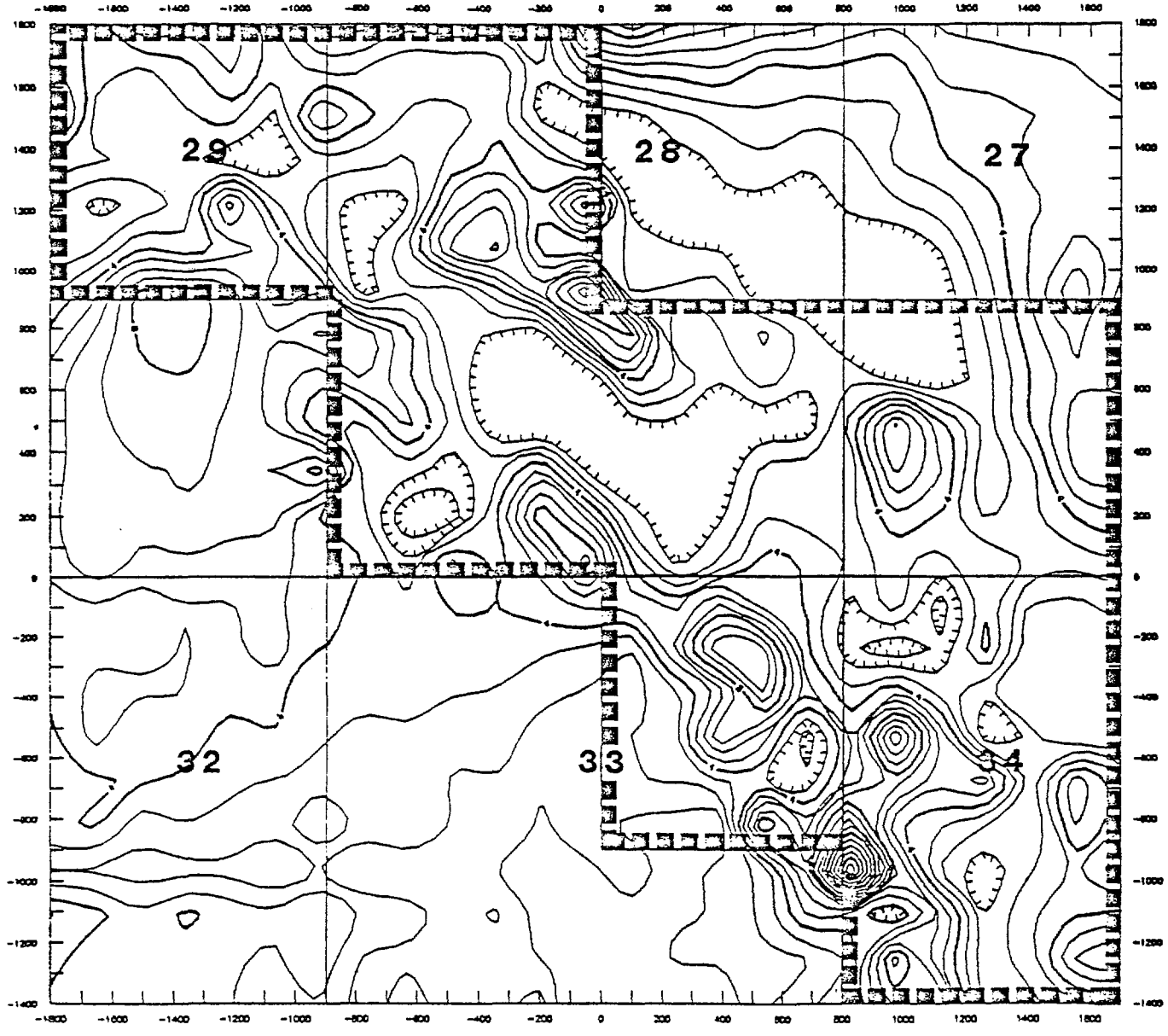


FIGURE 7

Fault A trends north 34 degrees east through the northwest corner of section 34 (labeled A on Figure 3). Limestone breccia cemented with calcite, argillic and iron oxide alteration of the limestone and silicification and jasperoid development in the area immediately south of the fault indicate the presence of hydrothermal fluids. Although the geochemical samples collected at the northern end of this structure did not yield significant gold quantities, the area is still a reasonable target due to the alteration associated with the fault zone.

Nearly parallel to the basin and range fault and several hundred feet to the northeast is another heavily mineralized area associated with a fault (labeled C on Figure 3). Three rock chip samples were collected from the southeast to the northwest along this mineralized trend. The samples assayed .034, .013 and .004 ounces per ton gold respectively. These samples were collected in grey to white to dark red jasperoids and jasperoid breccia with moderate to abundant vugs and open spaced quartz fillings. Chalcedony and moderate iron oxides are also present. This target has a surface exposure of at least 1,000 feet and is 10 to 20 feet wide. The structure is covered by alluvium to the northwest but could continue for some distance.

Another structure identified by the geological and alteration mapping trends north 81 degrees west through the center of section 28 and continues into section 27 (labeled E on Figure 3). This shear zone can be traced for at least 8,500 feet on the surface. Associated with this shear zone are oblique dilation or extension structures which have been filled with jasperoid, jasperoid breccia and banded chalcedony, quartz and calcite. Several assays along this structure showed anomalous gold values with the greatest being .019 ounces of gold per ton. Because this shear zone continued in outcrop to the east off of the land held by Tempo Resources, an additional 80 acres was added to the property. This shear zone represents an another drill target for disseminated gold mineralization.

Located to the south of the fault C, approximately 1,000 feet, is a fault (labeled D on Figure 3) which trends north 82 degrees west through a saddle and has associated argillic alteration and jasperoid development along its length. A sample collected of the light grey to white jasperoid with minor iron oxides, white secondary silica veins and microveins with open space quartz filling assayed .011 ounces per ton gold. This is another possible drill target.

The last area found to be very interesting, yet out of the property boundary, was located in the NE/4 of section 28 (labeled F on Figure 3). After field examination of this area, 160 acres of land was added to the property. An area of roughly 40 acres consists of jasperoid and jasperoid breccia. At this location a smaller shear zone may parallel the major shear zone located to the south. Four samples were collected over the jasperoid with the best assay being .022 ounces per ton gold. This was the sixth and last drill target located by the 1988 field investigations.

Recommended Programs

It is recommended that a two phase drilling program be established to test the probable auriferous targets which were delineated by the previous drilling programs, the geological mapping, geochemical sampling and geophysical studies. Reverse circulation rotary drilling is the suggested exploration method with the drill cuttings being collected in a cyclone and then separated in a sample splitter to insure a homogeneous sample. One drill cutting sample should be collected for every 5 foot interval during the offset drilling in section 28. A sample can be collected for every 10 foot interval on the exploration holes drilled on other parts of the property. All samples should be assayed for gold.

Phase One, Section 28

1. Drill one line of 8 holes along the strike of the mineralized bed at 300 foot intervals. Depths should be approximately ± 100 feet.

2. Drill two holes to complete a line of holes from 28-4 to the structure to test whether the grade of the mineralization increases as the structure is approached. Depths of these holes will be 150 feet and 200 feet.

Phase One, Other Targets

1. Drill two holes in the area where faults A and B intersect (Figure 3). The holes should be completed to a maximum depth of 400 feet in this area. This area corresponds to a magnetic and VLF high indicating that there could be a zone of intense brecciation here which could host significant gold mineralization, the surface expression of which has already been explored. A number of holes were drilled on the hill to the south where good surface gold anomalies were encountered. However, drilling at depth showed that the feeder structure for this area had not been delineated and these holes were merely being drilled through surface remnants of the mineralization. It is now believed that the feeder structure possibly lies at or near the intersection of faults A and B where the two new drill holes have been located.

2. The second drill target would be along the fault marked C in Figure 3. A jasperoid sample collected at this location assayed .034 ounces per ton. There appeared to be a slight magnetometer and VLF high in the area. It is recommended that one hole should be drilled to a maximum depth of 300 feet along this structure.

3. The last primary gold mineralization drill target is the large shear zone labeled E in Figure 3. One (or two holes if additional footage is needed) drilled to a maximum depth of 300 feet should begin the testing of this large structure.

Phase Two

1. Phase Two would be contingent upon positive results from the first stage. This stage would include at least two Earp Formation tests plus delineation drilling of the existing or newly discovered mineralization found in Phase One.

Cost Estimate, Phase One and Two On Following Page

PHASE ONE

Cost Estimate, Section 28

Item	Estimated Cost US	Estimated Cost Canadian
Drilling: 1,150 feet @ $10.00/ft	$11,500.00	$14,935.00
Dirt Work	1,000.00	1,299.00
Assay Drill Cuttings: 230 samp @ $12.00	2,760.00	3,584.00
Geologist 12 days @ $250.00/day (US)	3,000.00	3,896.00
Vehicle 2,250 miles @ $.35/mile	788.00	1,023.00
Perdiem: $60.00 per day, 12 days	720.00	935.00
Miscellaneous	500.00	649.00
SubTotal	$20,268.00	$26,321.00
	$17.62/ft.	

Cost Estimate, Other Targets

Item	Estimated Cost US	Estimated Cost Canadian
Drilling: 1,400 feet @ $10.00/ft	$14,000.00	$18,182.00
Dirt Work	3,000.00	3,896.00
Assay Drill Cuttings 140 samp @ $12.00	1,680.00	2,182.00
Geologist 20 days @ $225.00/day	4,500.00	5,844.00
Perdiem: 20 days @ $60.00/day	1,200.00	1,558.00
Vehicle 3,000 miles @ $.35/mile	1,050.00	1,364.00
Miscellaneous	500.00	649.00
SubTotal	$25,930.00	$33.675.00
	$18.52/ft.	
TOTAL PHASE ONE EXPENDITURE	$46,198.00	$59,996.00
	$18.11/ft.	

Phase Two, Contingent Upon Positive Results from Phase One

Item	Estimated Cost US	Estimated Cost Canadian
Drilling: 4,000 feet @ $10.00/ft	$40,000.00	$51,948.00
Dirt Work	3,500.00	4,545.00
Assay Drill Cuttings 400 samp @ $12.00	4,800.00	6,234.00
Geologist 40 days @ $225.00/day	9,000.00	11,688.00
Perdiem: 40 days @ $60.00/day	2,400.00	3,117.00
Vehicle 4,000 miles @ $.35/mile	1,400.00	1,818.00
Miscellaneous	500.00	650.00
Total	$61,600.00	$80,000.00
	$15.40/ft.	

CERTIFICATION

I, Leroy Halterman of Albuquerque, New Mexico, do hereby state:

1. I am a consulting Geologist. I graduated from Missouri School of Mines, Rolla, Missouri in 1968 with a B.S. in Geology.
2. My address is 820 Piedra Vista NE, Albuquerque, NM 87123.
3. I am a member in good standing of the American Institute of Professional Geologists, and I am a Certified Professional Geologist, #3444 and a Registered Geologist #540 in the State of South Carolina.
4. I am employed by MinSearch, Inc., 11930 Menaul NE, Suite 112, Albuquerque, New Mexico 87112
5. Since graduation, I have practiced geology for 20 years, mainly in the western United States.
6. My report is based on numerous visits to the Zebra property. It was prepared in February 1987 revised in February, 1988. During the 1988 program the work was directed by myself and I was assisted by Richard Renn, Certified Professional Geologist #6229. Other MinSearch staff geologists were used to conduct the geophysical surveys.
7. Consolidated Paymaster has given permission to use the data they acquired in this evaluation and report.
8. This report entitled "THE ZEBRA PROPERTY" revised February 8, 1988, may be used by Tempo Resources in a public financing.
9. I myself, MinSearch, Inc. or Richard Renn have no direct or indirect interest in the Zebra property or in Tempo Resources Ltd.

Dated at Albuquerque, New Mexico, the 8th day of February, 1988.

MinSearch, Inc.

Richard M. Renn
Certified Professional
Geologist, #6229

MinSearch, Inc.

Leroy Halterman
Certified Professional
Geologist, #3444

LEROY HALTERMAN

APPENDIX A

PROSPECT Zebra Prospect

COUNTY/STATE Cochise County, Arizona

SAMPLE NO.	LOCATION					COLLECTOR	DATE	RESULTS								DESCRIPTION
	T	R	S	FNL	FEL			Au (ppm)	Ag (oz/ton)	As (ppm)	Sb (ppm)					
5770	20S	23E	34	4490	3680	RR	1/7/83	.74	<.1	268	3.5					Jasperoid with good to strong iron staining, sugary to coarse grained texture, vuggy
5771	20S	23E	34	4220	3710	RR	1/8/83	<.01	<.1	<10	<.5					Argillite, still well consolidated, with good iron staining marbled with bleached areas
5772	20S	23E	34	4250	3680	RR	1/8/83	<.01	<.1	18	<.5					Poor to moderately iron stained argillite, hard, well consolidated
5773	20S	23E	34	4300	3650	RR	1/8/83	<.01	.1	<10	<.5					Limestone, primarily fresh with very slight traces of argillic altered in fractures
5774	20S	23E	34	4200	3660	RR	1/8/83	<.01	.1	12	<.5					Argillically altered limestone, bleached white with moderate iron stains, well marbled
5775	20S	23E	34	4150	3630	RR	1/8/83	.03	.1	29	.5					Argillite, well to poorly consolidated, very good to moderate iron staining, marbling
5776	20S	23E	34	4000	3790	RR	1/8/83	<.01	.1	<10	<.5					Argillically altered limestone with very good pockety iron staining, large calcite crystals, some limonite

PROSPECT Zebra Prospect

COUNTY/STATE Cochise County, Arizona

SAMPLE NO.	LOCATION T	R	S	FNL	FEL	COLLECTOR	DATE	RESULTS Au (ppm)	Ag (oz/ton)	As (ppm)	Sb (ppm)					DESCRIPTION
5760	20S	23E	¼	4060	3910	RR	1/7/83	.20	<.1	<10	<.5					Same as #5759
5761	20S	23E	¼	4110	3930	RR	1/7/83	.13	<.1	35	.5					Argillite, rust to white, iron staining good to very good
5762	20S	23E	¼	4130	3980	RR	1/7/83	<.01	.1	<10	.5					Limestone in beginning state of argillization, good iron minerals (hematite/limonite), minor course grained silica
5763	20S	23E	¼	4090	3880	RR	1/7/83	.04	.2	31	1.0					Argillite under float, moderate to good iron stains, pink to salmon
5764	20S	23E	¼	4150	3910	RR	1/7/83	.03	<.1	61	<.5					Very good argillic alteration, with good iron staining
5765	20S	23E	¼	4170	3960	RR	1/7/83	.02	<.1	61	<.5					Same as #5764
5766	20S	23E	¼	4130	3860	RR	1/7/83	<.01	.1	<10	1.0					Limestone in middle state of argillic alteration bleached white with iron stains in small concentrated areas
5767	20S	23E	¼	4190	3880	RR	1/7/83	.02	<.1	104	1.5					Argillically altered limestone, deep rust, very good iron staining, completely argillized.
5768	20S	23E	¼	4210	3930	RR	1/7/83	.03	<.1	58	.5					Argillite, pink to salmon with white streaks, hard at times

PROSPECT Zebra Prospect

COUNTY/STATE Cochise County, Arizona

SAMPLE NO.	LOCATION T	R	S	FNL	FEL	COLLECTOR	DATE	RESULTS Au (ppm)	Ag (oz/ton)	As (ppm)	Sb (ppm)					DESCRIPTION
5749	20S	23E	¼	4180	4420	RR	1/6/83	.05	<.1	<10	2.0					Same as #5748
5750	20S	23E	¼	4180	4370	RR	1/6/83	.02	<.1	35	<.5					Same as #5748
5751	20S	23E	¼	4170	4320	RR	1/6/83	<.01	<.1	71	.5					Same as #5748
5752	20S	23E	¼	4170	4260	RR	1/6/83	.17	<.1	47	1.0					Same as #5748
5753	20S	23E	¼	4300	4100	RR	1/6/83	.41	<.1	29	1.0					Jasperoid, white to red, aphanitic to phaneritic, good to moderate flourite mineralization
5754	20S	23E	¼	4380	3950	RR	1/6/83	.13	<.1	18	1.0					Jasperoid along same trend as #5753, description similar, but less flourite as distance from fault increases, crystals of flourite are white and large
5755	20S	23E	¼	4010	3980	RR	1/7/83	.03	<.1	74	1.0					Argillic material with good iron stains, just bordering, silica and flourite
5756	20S	23E	¼	4030	4030	RR	1/7/83	.02	<.1	55	1.0					Soil sample
5757	20S	23E	¼	3990	3930	RR	1/7/83	.03	1.7	32	<.5					Soil sample
5758	20S	23E	¼	4070	3950	RR	1/7/83	<.01	<.1	29	.5					Soil sample
5759	20S	23E	¼	4080	4000	RR	1/7/83	<.01	<.1	<10	<.5					Limestone, fresh, gray

PROSPECT Zebra Prospect

COUNTY/STATE Cochise County, Arizona

SAMPLE NO.	LOCATION T	R	S	FNL	FEL	COLLECTOR	DATE	RESULTS Au (ppm)	Ag (oz/ton)	As (ppm)	Sb (ppm)					DESCRIPTION
5738	20S	23E	34	3180	2590	RR	1/5/83	<.01	<.1	<10	<.5					Iron stained, sandy limestone along possible fracture or fault. $CaCo_3$ veining moderate
5739	20S	23E	34	3570	4110	RR	1/5/83	.13	<.1	96	.5					Small pod of silicified limestone, with good iron staining, fine to coarse grained, good $CaCo_3$ in area.
5740	20S	23E	34	3590	4140	RR	1/5/83	<.01	.1	26	.5					Soil sample, rust colored
5741	20S	23E	34	3880	4060	RR	1/5/83	<.01	<.1	28	<.5					Soil sample
5742	20S	23E	34	3830	4000	RR	1/5/83	<.01	<.1	36	<.5					Soil sample
5743	20S	23E	34	3740	4060	RR	1/5/83	<.01	<.1	17	<.5					Soil sample
5744	20S	23E	34	3660	4120	RR	1/5/83	<.01	.1	21	<.5					Soil sample
5745	20S	23E	34	3570	4160	RR	1/5/83	<.01	.1	28	<.5					Soil sample
5746	20S	23E	34	3490	4200	RR	1/5/83	<.01	.1	41	<.5					Soil sample
5747	20S	23E	34	3970	4800	RR	1/6/83	<.01	<.1	<10	<.5					Argillite, bleached, white, very faint iron staining
5748	20S	23E	34	4180	4460	RR	1/6/83	.02	<.1	25	<.5					Samples #5748 thru #5752 are argillite, white to rust where iron stained, along fault, possibly a bedding plane fault

PROSPECT Zebra Prospect

COUNTY/STATE Cochise County, Arizona

SAMPLE NO.	LOCATION T	R	S	FNL	FEL	COLLECTOR	DATE	RESULTS Au (ppm)	Ag (oz/ton)	As (ppm)	Sb (ppm)					DESCRIPTION
5730	20S	23E	36	3830	4100	RR	1/5/83	.08	<.1	33	<.5					Bleached, argillic unit in arroyo, 1' thick, very small outcrop
5731	20S	23E	36	3660	4070	RR	1/5/83	.05	<.1	40	<.5					Silicified limestone, jasperoid, white, with very good flourite development, large to small crystals, green to purple.
5732	20S	23E	36	3710	4020	RR	1/5/83	.06	.6	10	<.5					Float sample near outcrop of silicified limestone, weak flourite mineralization, silica is white to pink, fine-grained
5733	20S	23E	36	3790	3800	RR	1/5/83	<.01	<.1	<10	<.5					Subtley iron stained, sandy limestone with very slight argillic alteration
5734	20S	23E	36	3960	3720	RR	1/5/83	<.01	<.1	<10	<.5					Same material as #5733, but with a slight increase in calcite veining
5735	20S	23E	36	3880	3280	RR	1/5/83	.03	.2	17	<.5					Small outcrop of Zebra style silica (1' to 2' in width) hematitic layers are lighter (pink), fairly concordant to bedding
5736	20S	23E	36	3760	3330	RR	1/5/83	.52	.3	50	1.0					Zebra type silica filling 12" wide fracture in Colina limestone, more iron staining, discordant nature
5737	20S	23E	36	3770	2080	RR	1/5/83	<.01	.1	10	<.5					Argillic unit at least 5' in thickness, iron staining, some minor limonite

PROSPECT Zebra Prospect

COUNTY/STATE Cochise County, Arizona

SAMPLE NO.	LOCATION T	R	S	FNL	FEL	COLLECTOR	DATE	RESULTS Au (ppm)	Ag (oz/ton)	As (ppm)	Sb (ppm)					DESCRIPTION
5720	20S	23E	34	3360	4280	RR	1/4/83	<.01	.2	30	<.5					Soil sample
5721	20S	23E	34	4270	4250	RR	1/4/83	<.01	<.1	<10	<.5					Colina limestone, heavy calcite veining, only minor hematite
5722	20S	23E	34	4180	4280	RR	1/4/83	.05	.1	<10	<.5					Fresh limestone with very minor hematite
5723	20S	23E	34	4080	4310	RR	1/4/83	<.01	<.1	<10	<.5					Same as #5722
5724	20S	23E	34	3980	4330	RR	1/4/83	.10	.2	16	<.5					Small outcrop of silicified limestone and jasperoid, white to iron stained, appears to trend same as limestone
5725	20S	23E	34	3890	4350	RR	1/4/83	<.01	<.1	<10	<.5					Limestone, fresh, some is partially bleached white
5726	20S	23E	34	3795	4380	RR	1/4/83	.02	.2	16	.5					Limestone, heavy to moderate calcite veining, heaviest veining reveals strongest iron mineralization, some is silicified and iron stained.
5727	20S	23E	34	3695	4400	RR	1/4/83	<.01	.1	<10	<.5					unaltered, colina limestone
5728	20S	23E	34	3600	4425	RR	1/4/83	.05	.2	22	<.5					Fresh to partially silicified limestone, iron staining good to moderate where silicified
5729	20S	23E	34	3770	3930	RR	1/5/83	<.01	<.1	<10	<.5					Argillic unit in limestone, iron stained, some

PROSPECT Zebra Prospect

COUNTY/STATE Cochise County, Arizona

SAMPLE NO.	LOCATION T	R	S	FNL	FEL	COLLECTOR	DATE	RESULTS Au (ppm)	Ag (oz/ton)	As (ppm)	Sb (ppm)	DESCRIPTION
5710	20S	23E	34		6150	RR	1/4/83	.03	<.1	10	<.5	Limestone with some jasperoid in fractures, (2") limestone shows none to moderate hematite staining
5711	20S	23E	34	6240	6070	RR	1/4/83	.03	.1	<10	1.0	Colina limestone, fresh with good to very good hematite-limonite minerals in fractures
5712	20S	23E	34	6140	6090	RR	1/4/83	<.01	.1	<10	<.5	Colina limestone, fresh with moderate hematite in fractures.
5713	20S	23E	34	6030	6110	RR	1/4/83	.25	.2	<10	1.0	50/50 limestone (fresh) and zebra jasperoid
5714	20S	23E	34	3940	6130	RR	1/4/83	.40	.3	15	11.5	Silicified limestone and jasperoid, similar appearance as zebra jaspes but striations not as discernible, probably float material
5715	20S	23E	34	3845	6150	RR	1/4/83	.05	.3	<10	<.5	Limestone with moderate hematite-limonite staining;
5716	20S	23E	34	3750	6170	RR	1/4/83	.02	<.1	<10	1.0	Unaltered limestone with very little iron stains
5717	20S	23E	34	7650	4200	RR	1/4/83	.02	.2	11	.5	Soil sample
5718	20S	23E	34	3560	4220	RR	1/4/83	<.01	<.1	26	<.5	Soil sample.
5719	20S	23E	34	3450	4250	RR	1/4/83	<.01	.2	31	<.5	Soil sample

PROSPECT Zebra Prospect

COUNTY/STATE Cochise County, Arizona

SAMPLE NO.	LOCATION T	R	S	FNL	FEL	COLLECTOR	DATE	RESULTS Au (ppm)	Ag (oz/ton)	As (ppm)	Sb (ppm)					DESCRIPTION
5701	20S	23E	34	3390	6370	BR	1/4/83	<.01	.1	<10	<.5					Collin limestone with minor hematite staining, Petrolliferous
5702	20S	23E	4	3480	6350	BR	1/4/83	<.01	.1	<10	<.5					Same as #5701 but contains megafossils at this locale
5703	20S	23E	34	3580	6330	BR	1/4/83	.06	<.1	12	<.5					Collin limestone with moderate hematite stains in fractures
5704	20S	23E	34	3680	6290	BR	1/4/83	.02	<.1	<10	<.5					Gray to pink limestone with, at times, good to very good hematite, some limonite, also beginning to show silicification
5705	20S	23E	34	3775	6270	BR	1/4/83	<.01	.1	<10	<.5					same description as #5701
5706	20S	23E	34	3865	6250	BR	1/4/83	.04	.1	10	2.0					Limestone, pink (light) with good iron staining, very slight silicification.
5707	20S	23E	34	3970	6220	BR	1/4/83	.08	.1	<10	<.5					Collin with minor iron staining, gray to light pink, zebra jasperoid in float all around
5708	20S	23E	34	4060	6200	BR	1/4/83	.64	.5	77	1.5					Zebra jasperoid, iron mineralization prevalent, aphanitic to phaneritic, type section
5709	20S	23E	34	4160	6160	BR	1/4/83	.06	.2	24	.5					50/50 of zebra jasperoid and collin limestone. Limestone is fresh, no signs of alteration, minor iron stains in fractures.

PROSPECT ZEBRA

COUNTY/STATE Cochise Co. AZ

SAMPLE NO.	LOCATION T	R	S	FNL	FEL	COLLECTOR	DATE	RESULTS Au (ppm)	Ag (ppm)	As (ppm)	Sb (ppm)	DESCRIPTION
4413	20S	23E	27	1600	1950	BLL	8-10-81	< 0.003	< 0.5	7.7	1.0	Hematite stained, completely argillized limestone(?) appears as a shale but in contact w/massive limestone
4414	"	"	28	2100	4300	"	"	0.003	< 0.5	6.9	< 0.5	Rhyolite-quartz latite w/gray aphanitic groundmass and quartz phenocrysts.
4415	"	"	"	2600	3950	"	"	0.003	< 0.5	26.0	1.0	Highly fractured, calcite veined, cryptocrystalline limestone, argillically altered but still hard, hematite and limonite staining.
1584	"	"	"	2400	4150	BH	7-29-81	.14 oz/ton				Dump sample of jasper from large prospect pit w/ outcrop. Heavy Fe mineralization, adjacent to rhyolite
1585	"	"	"	2400	4150	"	"	.002 oz/ton				Intrusive near #1584, white w/ Fe staining, rhyolite?
1586	"	"	"	1590	2900	"	"	.114 oz/ton				Jasperoid, white in limestone, partially brecciated some Fe staining
158	"	"	"	3900	4000	"	"	.001 oz/ton				Silicified limestone, heavy concentration of Fluorite, lt green-deep purple.
1588	"	"	"	4000	4000	"	"	.002 oz/ton				argillically altered limestone w/fluorite. Interbedded w/fresh limestone. Fe mineralization
1589	"	"	34	3800	4750	"	"	.010 oz/ton				Silicified limestone, white-pink, whole quartz crystals visible
1590	"	"	"	4300	3900	"	"	.024 oz/ton				Prospect pit. Jasper massive w/barite, recrystallized limestone & jasperoid, white-rust heavy Fe mineralization, fluorite & barite.
159	"	"	"	4500	3700	"	"	.002 oz/ton				Silicified limestone jasperoid, red-white, fluorite mineralization prevalent, some limestone appears cherty and banded.
1592	"	"	"	4000	3150	"	"	.001 oz/ton				Fe stained limestone w/fluorite, gypsum.
1593	"	"	"	4100	1900	"	"	.010 oz/ton				Jasperoid, whitedrusy, breccated & Fe stained.
1594	"	"	"	1900	2350	"	"	.001 oz/ton				Silicified limestone, jasperoid, Fe-stained
1595	"	"	"	1800	4500	"	"	.001 oz/ton				Rhyolite?, white to rust, Fe stained, intrusive at base of ridge

PROSPECT ZEBRA COUNTY/STATE Cochise CO., AZ

SAMPLE NO.	LOCATION T	R	S	FNL	FEL	COLLECTOR	DATE	RESULTS Au (ppm)	Ag (ppm)	As (ppm)	Sb (ppm)	DESCRIPTION
4403	20S	23E	28	4850	1600	MLI	8.8.81	0.005	0.5	71.0	6.1	Slightly Fe-stained, somewhat banded in spots jasperoid developed at top of massive limestone, w/in & between two normal faults (lesser) white jasperoid contains specks of galena(?) Ag(?)
4404	"	"	33	200	1000	"	"	< 0.003	0.5	5.8	3.3	Red siltstone below thick capping limestone, partially argillized some limonite staining along w/ the hematitic(red) color topography suggested a fault, but beds were continuous where observed, possibly just a valley formed by folding.
4405	"	"	"	2550	500	"	"	< 0.003	0.5	1.9	2.9	Fe-stained(limonitic) slightly argillized limestone, occurs along bedding planes, spotty jasperoid occurs nearby, but small area of alteration (minor fault ENE possible, but not able to find concrete evidence.
4406	"	"	34	3600	4050	"	"	0.030	0.5	9.2	1.8	Argillic limestone next to fluorite bearing jasperoid. Some fluorite in argillic matter. Located on S. hill along fault, going up W. valley.
4407	"	"	"	3600	4050	"	"	0.100	0.5	7.0	1.5	Fluorite-bearing jasperoid, clean surfaces, well developed crystals w/color zones of purple-green-white-pink. Along fault & zone of #4406
4408	"	"	"	3500	4150	"	"	0.127	< 0.5	36.0	2.7	Fe-stained argillized limestone adjacent to jasperoid along W. valley fault of S. hill.
4409	"	"	"	3500	4150	"	"	0.127	< 0.5	42.0	2.3	Extensive argillized limestone(?) closer to jasperoid in pit of #4408, more Fe staining and argillization than #4408.
4410	"	"	"	1800	2000	"	8-9-81	< 0.003	< 0.5	15.0	1.3	Limonitic stained, white jasperoid from prospect pit about 50' from road on W.
4411	"	"	27	5000	3400	"	"	< 0.003	< 0.5	3.3	2.0	Hematite-stained argillically altered limestone, frothy, some limonite, calcite veins.
4412	"	"	"	1390	1650	"	"	< 0.003	0.5	27.0	1.2	Hematite stained cryptocrystal limestone siltstone above massive limestone on N. hill (No intrusive found)

PROSPECT ZEBRA COUNTY/STATE Cochise Co., AR

SAMPLE NO.	LOCATION T	R	S	FNL	FEL	COLLECTOR	DATE	RESULTS Au (ppm)	Ag (ppm)	As (ppm)	Sb (ppm)	DESCRIPTION
1843	20S	23E	31	3200	1400	BB	8-5-81	<0.003	1.5	1.9	2.1	Roadcut 50' channel sample of limestone fresh to argillically altered, gray to pink, some Fe staining, same as in Section 14
1844	"	"	"	2200	2500	"	"	0.003	2.6	6.3	5.8	50' Channel sample of intrusive rock, (rhyolite?) adjacent to Paleozoic limestone, has forced limestone beds to turn up as if intruded
1845	"	"	"	1500	2400	"	"	0.003	3.6	15.0	5.0	50' sample of limestone(lk) interbedded w/ thinbedded shales & calcareous mudstones, slight Fe staing gray-green to pink.
1846	"	"	"	600	2400	"	"	<0.003	3.7	11.0	9.0	Penn. collin limestone interbedded w/thin-bedded shales & calcareous mudstones, some argillic alteration, heavy Fe stain gray-rust.
1847	"	"	19	2200	2200	"	"	0.003	2.1	6.6	4.1	Penn. collin limestone w/heavy Fe stain some argillic alteration, gray-rust 50' channel sample.
1848	"	"	18	3000	4400	"	"	0.080	2.1	10.0	4.2	Isoperold in limestone(Pc), Fe mineralization, white-red limestone is recrystallized in vicinity.
1849	"	"	"	2500	4800	"	"	<0.003	2.8	2.7	2.0	Intrusive rock in limestone(Pc) intermediate in composition, Fe stained

PROSPECT ZEBRA

COUNTY/STATE Cochise County, Arizona

SAMPLE NO.	LOCATION T	R	S	FNL	FEL	COLLECTOR	DATE	RESULTS Au (ppm)	Ag (ppm)	As (ppm)	Sb (ppm)	DESCRIPTION
1574	20S	23E	34			RR	6-30-81	1.020	0.5	48.0	0.9	Jasperoid in limestone, rust to white, significant fatty mineralization, jasperoid looks banded or striped.
1981	"	"	"	4100	4500	HKP	8-8-81	0.16	6.4	6.9	<0.5	12' bed of jasperoid conforms to vertical bedding of limestone, jasperoid is pink & white, drusy, zebra moderate limonite outcrop 1-2' wide.
1982	"	"	"	1900	4200	"	"	2.35	1.7	62.0	2.8	Flow prospect pits on fault, zebra lower pink & white.
1983	"	"	"	4500	1700	"	8-9-81	1.12	1.2	240.0	<0.5	Gray-red jasperoid, not too drusy, some banding, crystals of quartz as a coating.
1984	"	"	"	5000	2350	"	"	0.197	6.0	69.0	1.6	Silicified limestone, dk. red & gray, abund. hematite & MnO stain moderate limonite can see fresh pyrite, gold? flakes & lim. after pyrite.
1985	"	"	"	3650	3500	"	"	0.150	6.9	14.0	3.1	Fine to med. grained, silicified limestone, grayish white inside, pink on outside, abund. hematite, not zebra striped, came up through fractures in rock, mod-abund. limonite.
1986	"	"	"	4050	3950	"	"	<0.003	1.6	1.7	1.2	Very argillized, pinkish-red limestone, also brown limestone w/ barite, hem & lim abund., mod Mn0 in valley head, above zebra outcrop.
1987	"	"	29	1100	2100	"	"	0.007	0.5	4.7	1.8	Argillized limestone hematite stained, red & gray, muggy, in places, white calcite coating in places.
1988	"	"	28	3300	4600	"	8-10-81	0.003	1.1	5.4	2.4	Hematitic limestone, brown outside, gray-red inside, somewhat fractured, cryptocrystal near intrusive.
1989	"	"	"	2400	4100	"	"	0.560	0.5	57.0	1.3	At Contact between intrusive & limestone limestone is dk brown to red, has small quartz phenocrysts, calcite.
4401	"	"	"	4650	2700	HLL	8-8-81	0.003	<0.5	3.6	1.2	Frothy brown (hematite-stained) fracture fillings in limestone, pervasively fractured, although sample is spotty, near faulty and jasper. sample is more prominent and grades into siliceous jasper.
4402	"	"	"	4650	1850	"	"	0.078	0.5	41.0	1.2	Partially silicified, calcite veined, argillized limestone in fault zone, some hematite and limonite staining (sample taken w/in ap 8' area) not distinguishable enough to take separate sample.

PROSPECT Zebra

MINSEARCH

COUNTY/STATE Cochise, Arizona

SAMPLE NO.	LOCATION T	R	S	FNL	FEL	COLLECTOR	DATE	RESULTS Au oz/ton	Ag	As	Sb					DESCRIPTION
5401	20S	23E	28	1750	1600	JW	1/88	<.001								bx and si ls, ang. frags of ls, micro X qtz frac fillings, 1.5' chip sample
5402			28	1500	1650			.022								jasp bx and frac fillings in ls, ls is silicified, bx frags .5-4" diam.
5403			28	1400	1120			.002								massive jasperoid, minor hematite stain, 15' chip sample
5404			28	1180	1480			<.001								si ls bx with white to gr ca, si vns & frac fillings, from prospect pit, slicks
5405			27	4400	1825			.002								ang jasp bx, frags .25-5", hem stained 8' chip sample
5406			27	4300	1580			.003								banded chal, ca and jasp vn, no vugs, massive, white, 25' sample
5407			27	4150	1700			.019								sampled same vn to the NW 150', same description as sample 5406
5408			27	4650	1220			.002								jasp & jasp bx, mod hem, vn from above ends in this jasp, 30' sample
5409			27	4800	3050			<.001								arg alt red ls, coarsley rex, 1-4' thick alt continues 100' along strike
5410			27	4720	2950			<.001								qtz- ca- chal vn; banded white to grey, vug poor, some jasp near vn edges
5411			27	4800	3880			.002								jasp-chal-qtz-ca vn, white, vug poor, 3.5' sample across vn
5412			27	4550	4850			<.001								mod arg alt ls, lt red to yellow, coarsely X, ca in fracs, 4' sample
5413			28	3400	875			.017								jasp bx, lt to mod hem, ang frags up to 5", 15' sample across outcrop
5414			28	3100	600			.002								jasp bx, same as sample # 5413 15' sample across outcrop
5415			28	3150	2320			.007								jasp bx, mod hem, circular outcrop, 12' sample
5416			28	3550	5050			<.001								dense, dk gr ls, slightly si., in contact with intrusive, 1.5' sample

PROSPECT Zebra

MINSEARCH

COUNTY/STATE Cochise, Arizona

SAMPLE NO.	LOCATION T	R	S	FNL	FEL	COLLECTOR	DATE	RESULTS Au oz/ton	Ag	As	Sb					DESCRIPTION
1001	20S	23E	34	4300	5030	MB	1/88	<.001								ls congl, minor-mod feox, angular to sub-rnds, matrix drag-red, ca, ca vns too
1002			34	2200	3750			.004								white to pink si vn, abund drusy qtz & ca, abund vugs, minor red-pink si ls in vn
1003			34	2300	3500			<.001								white, gr-pink jasp, qtz x, assc. microvns and vns of si in ls, minor-mod vugs
1004			34	800	3250			<.001								white chal & jasp flt, si vns cut jasp, hem red alt ls flt, mod feox, ls is very frac'd
1005			34	700	3150			<.001								white si vns up to 1" in ls, also ca vns
1006			33	1700	350			<.001								red arg ls with tan to white opal & chal pod
1007			33	2000	680			.011								ca vns, ls is "sandy", crumbles easily lt grey to white jasp, minor feox, white si vns & open spaced qtz
1008			33	1150	1350			.034								grab sample from arroyo, grey, white, pink jasp, abund drusy qtz & vugs, jasp frac'd
1009			33	800	1850			.013								tan-grey-red jasp, drusy si & ca, mod vugs, bx in places, zone is 10' wide
1010			33	700	2000			.004								grab sample along dk red-grey jasp, drusy qtz vns, mod vugs, tan-gr-wh chal, mod feox
1011			27	4250	2850			.002								dk grey-red jasp bx, drusy, mod vugs, bx is clast rich, matrix poor, abund feox
1012			27	4220	2780			.009								same as sample # 1011, more drusy qtz here, chal, also minor zebra tex
1013	↓	↓	27	4200	2900	↓		.006								same as #1011, more si vns here, open sp qtz
6919	20S	23E	27	4650	1700	RR	↓	<.001								ls congl, poorly sorted, ca cement, ang to round, includes ls, int rx, chal, ca sand

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APPENDIX C

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-1400 1700 2
-1300 1700 6.5
-1200 1700 6
-800 1700 1
-700 1700 5.5
-200 1700 0.5
-100 1700 4.5
-1300 1600 4.5
-1200 1600 3.5
-800 160 6
-600 1600 3
-400 1600 7
-200 1600 1
-100 1600 2
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-1800 1500 8
-1700 1500 2
-1200 1500 3.5
-1100 1500 1
-900 1500 7
-500 1500 2
-1800 1400 4.5
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-1500 1400 2
-1200 1400 0
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-200 1400 0
-100 1400 1
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-1800 1300 3
-1600 1300 0
-1500 1300 4
-1400 1300 2
-1300 1300 4
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-1100 1300 2
-1000 1300 1
-700 1300 1
-200 1300 9.5
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-1700 1200 1
-1500 1200 1
-1400 1200 0.5
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-1200 1200 8.5
-1100 1200 4
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-1400 1100 2
-1200 1100 3.5
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-600 1100 4
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-100 1100 2
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-1800 1000 2
-1700 1000 0
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600 900 0
1100 900 0
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1700 800 4
-900 700 4
-800 700 5.5
-700 700 8
-100 700 0
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1100 700 0
-800 600 7
-700 600 2
-400 600 0
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200 600 4.5
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700 600 0
800 600 3.5
900 600 0
1100 600 0
1300 600 2
-900 500 2
-600 500 6.5
-400 500 0.5
200 500 0.5
300 500 1
400 500 0
500 500 0
700 500 0
1000 500 9
1400 500 4
-900 400 7
-800 400 1
-600 400 4
-500 400 2
-400 400 2
-300 400 1
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700 300 2
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1300 100 5.5
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1400 -500 2
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400 -600 9
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1400 -600 0
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1600 -600 0
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1700 -700 4
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400 -800 0
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1000 -900 4.5
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1300 -1300 0
1400 -1300 1
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1600 -1300 8
1700 -1300 7.5
900 -1400 2
1000 -1400 9.5
1100 -1400 7
1500 -1400 3
1600 -1400 2
1700 -1400 3

CERTIFICATE

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: August 8th 1988

Chief Executive Officer
MALCOLM B. FRASER

Chief Financial Officer
VERNA WILSON

On behalf of the Directors of the Company:

Nick DeMare
NICK DEMARE - Director

William Lee by his attorney Nick DeMare
WILLIAM LEE - Director

MALCOLM B. FRASER - Promoter

Nick DeMare
NICK DEMARE - Promoter

William Lee by his attorney Nick DeMare
WILLIAM LEE - Promoter

CERTIFICATE

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.

CANARIM INVESTMENT CORPORATION LTD.

Per: _____
PETER M. BROWN

DATED this 26 day of August, A.D. 1988.

	ft	ft	cuft	tons	gold	
92-1	10	105	95 = 99,750 ÷ 12.5 =	7,980	× 0.044 =	351.12
90-2	45	110	80 = 396,000 ÷	31,680	× 0.182 =	5,765.76
90-5	10	125	80 = 100,000 ÷	8000	× 0.041 =	328.00
?	8	125	105 = 105,000 ÷	8400	× 0.066 =	554.40
90-3	10	110	80 = 88,000 ÷	7040	× 0.072 =	506.88
90-4	20	100	65 = 130,000 ÷	10,400	× 0.031 =	322.40
28-4	10	120	65 = 78,000 ÷	6240	× 0.069 =	430.56
28-3	20	110	95 = 209,000 ÷	16,720	× 0.047 =	785.84
89-1	5	130	120 = 78,000 ÷	6,240	× 0.098 =	611.52
89-2	5	105	85 = 44,625 ÷	3,570	× 0.085 =	303.45
90-6	10	100	100 = 100,000 ÷	8000	× 0.024 =	192.00
90-7	5	80	80 = 32,000 ÷	2560	× 0.023 =	58.88
				116,830 tons	= 0.087 oz/t	10,210.81

← 158 ÷ 12
= 13' ave thickness

Vert.
89-5 5-10 = 5 - 0.16 ppm =
150-155 = 5' - 0.15 ppm
310-315 = 5' - 0.24 = .008

JDS

ASARCO

Exploration Department

January 10, 1995

P.G. Vikre
Reno

Zebra Prospect
Sec. 27-29,33,34, T20S, R23E
Cochise County, Arizona

The Zebra prospect is located approximately three miles southeast of Tombstone, Arizona, and was brought to Asarco's attention by Rex Loesby (Englewood, Colorado, 303/771-9610) vendor for Excellon Resources of Toronto, Canada, which has a large land holding in the Tombstone region.

Attachment A is the early summary report on the property along with the location of the Arizona State Mineral lease sections held by Excellon.

Figure 1 is a location map of the prospect.

Figure 2 is the geologic map of the State sections and shows three main drilled areas. The "A" area in Section 34 has a number of drill holes; however, all failed to find continuous values which could be put together for any type resource. Access to the area has been locked off by the rancher in the area and I have not looked at the area. With the low value intercepts and no continuity, I would reject the area as having no further interest.

Area "E" in east half of Sec. 28, Figure 2, is expanded in Figure 3 and shows the five holes drilled in the area. Figure 4 shows the vein intercepts in four of the holes, and indicates narrow quartz veins with around 0.05 opt gold values. Drill hole 89-5 (Figure 3) had a high value of 0.008 opt gold. Based on the narrow widths and low value, these veins should not be followed up.

The main area of drilling is in the west half of Section 28 (Figure 2), and a small resource has been indicated. Figure 5 is the drill-assay map and indicates the resource blocks. Several lenses of mineralization are probably present with a total resource of 120,000 tons at 0.087 opt gold with a 13 foot average thickness.

Essentially barren holes are outside the resource and extensions are not probable, and no further work is recommended here or at either of the other two areas.

James D. Sell

JDS:mek
Attachment

cc: F.T. Graybeal

att. A
Orig.
2/19/90

ZEBRA PROSPECT
COCHISE COUNTY, ARIZONA

The Zebra Prospect is a disseminated gold property offered by Mr. Ken Cabianca of Wellington Financial located in Vancouver, B.C., Canada. The property is located in Cochise County, Arizona, approximately three miles southeast of the town of Tombstone, in T20S, R23E, Sections 27, 28, 29, 33 and 34. The property totals 1,440 acres and consists entirely of state land for which Arizona State Prospecting Permits have been secured. It is believed that the prospect lies within the metallogenic zonation halo of the Tombstone District. The shallow ores of the central district were known to be high in silver and low in gold. Conversely, and in accordance with zonational patterns, the Zebra Property has high gold, anomalous arsenic and relatively low silver values.

Outcrops of folded and faulted Permian Colina Limestone and Tertiary rhyolite porphyry are exposed on the property. The Colina Limestone is composed of limestone, silty limestones, shale units, siltstones and dolomite beds. The medium to dark grey limestone is often fossiliferous and contains light to dark grey chert nodules. Previous mapping and sampling of the property has delineated numerous areas of auriferous jasperoid, jasperoid breccia and hematitically altered and argillized limestones.

Several small drilling programs conducted on the property have detected ore grade mineralization in the limestones. In Section 28, near a rhyolite intrusive, four drill holes spaced approximately 100 feet apart and along trend encountered anomalous mineralization within 70 feet of the surface. The ore zones assayed (from the west to the east) .082 oz./ton Au over a 5' interval, .053 oz./ton Au over a 10' interval, .045 oz./ton Au over a 20' interval and .037 oz./ton Au over a 30' interval.* The mineralization is open ended both to the east and the west. All of these holes were drilled vertically with the deepest hole being only 225 feet. The ore horizons are located in red silty limestones or dark grey to black crystalline limestones which strike north-northwest and dip gently to the northeast.

Recently a brief detailed mapping program was conducted in the west central half of Section 28 near several rhyolite porphyry outcrops and in the southwest quarter of Section 34 near large outcrops of "zebra" jasperoid. The mapping in Section 28 revealed multiple jasperoid vein swarms up to 60 feet wide which strike northwest toward an intrusive outcrop. Individual jasperoid veins vary from a few inches to three feet in width. The jasperoids dip steeply to the northeast or southwest and can be traced for over 1,000 feet until they are obscured by alluvium.

* Iron King Assay Lab, Prescott Valley, Arizona.

The property receives it name from the "zebra" jasperoid located in Section 34. This jasperoid is red and white striped with fine grained fluorite and hematite composing the reddish layers while chalcedonic quartz and open spaced quartz compose the white layers. The zebra jasperoid assays up to .07 ounces per ton gold and appears to have formed as a replacement along several steeply dipping feeder structures. The hydrothermal fluids encountered receptive silty limestone/shale layers and precipitated gold, fluorite, barite, iron sulfides and silica. One of these horizontal zebra layers (N75W strike, 20N dip) is now exposed on the top of a hill in Section 34.

The largest of the zebra jasperoid feeder structures mapped in Section 34 extends approximately 600 feet in a N40W direction from the hilltop and is at least 60 feet wide. This jasperoid zone dips 54-82 degrees to the northeast. Samples gathered along this structure assay as much as .07 ounces per ton gold. Another structure which is approximately one foot wide and filled with calcite, siderite and silica strikes N38E and dips 87 degrees to the southeast. A sample collected along this structure assayed .162 ounces per ton.**

Multiple felsic intrusions are believed to be responsible for the mineralization on the property. Rhyolite porphyry outcrops in the NW 1/4 and the SW 1/4 of Section 28. Auriferous jasperoid vein swarms are associated with these outcrops. A large Basin and Range fault trends northwesterly across the southwestern edge of the property and could be the ultimate feeder structure for the gold mineralization evident in Section 34. A reverse fault trending N34W and dipping 74W cuts the rhyolite intrusive in the NW 1/4 of Section 28 and has mineralized and silicified the rhyolite at this location. Several other major auriferous fault zones, one of which is over 1.5 miles long, have been delineated on the property but none have been sufficiently drill tested to date.

During the recent detailed mapping program, thirty-three samples were collected of jasperoid, jasperoid breccia, silica vein material, hematitically altered silty limestone, dolomite and silicified rhyolite porphyry. Seven of these samples assayed >.20 ounces per ton gold and another three assayed >.10 ounces per ton gold.** The highest assay was 1.0268 ounces per ton gold collected from an outcrop of black to red jasperoid breccia. These new assays strongly support previous assay data from the property and suggest the occurrence of a large bulk tonnage disseminated gold deposit on the property. Geophysical surveys conducted on the property in recent years also suggest the possibility of a gold skarn deposit at depth.

** American Assay Laboratories, Reno, Nevada.

It is evident that a large hydrothermal system operated in the prospect area over a long duration of time. At least five episodes of quartz mineralization as well as overlapping calcite, fluorite and fluorite with barite mineralizing events have been identified to date. It is not apparent which of the episodes of mineralization were responsible for the gold deposition, or if in fact, more than one episode was required to concentrate the precious metal. However, it is interesting to note that Phelps Dodge recently acquired the State Leases immediately adjoining the Zebra Property to the southwest. Their initial geophysical exploration delineated anomalies which continue onto the Zebra Property. Reportedly, Phelps Dodge geologists believe that a possible skarn deposit occurs at depth. It is quite probable that the hydrothermal system responsible for the continuing period of fluidization that concentrated the gold mineralization evident near the surface, could also produce a skarn deposit at depth.

Additional information on the Zebra Prospect is available in the form of a detailed geologic report which includes geologic maps, sample location maps, geophysical data, assay data and drilling results. To receive further information on the prospect please contact:

Mr. Ken Cabianca
Wellington Financial
2470-609 Granville Street
Vancouver, B.C., Canada
V7Y 1G5
(604) 685-9316

Mr. Leroy Halterman
MinSearch, Inc.
11930 Menaul Blvd. NE, Ste. 112
Albuquerque, New Mexico
87112
(505) 298-8235

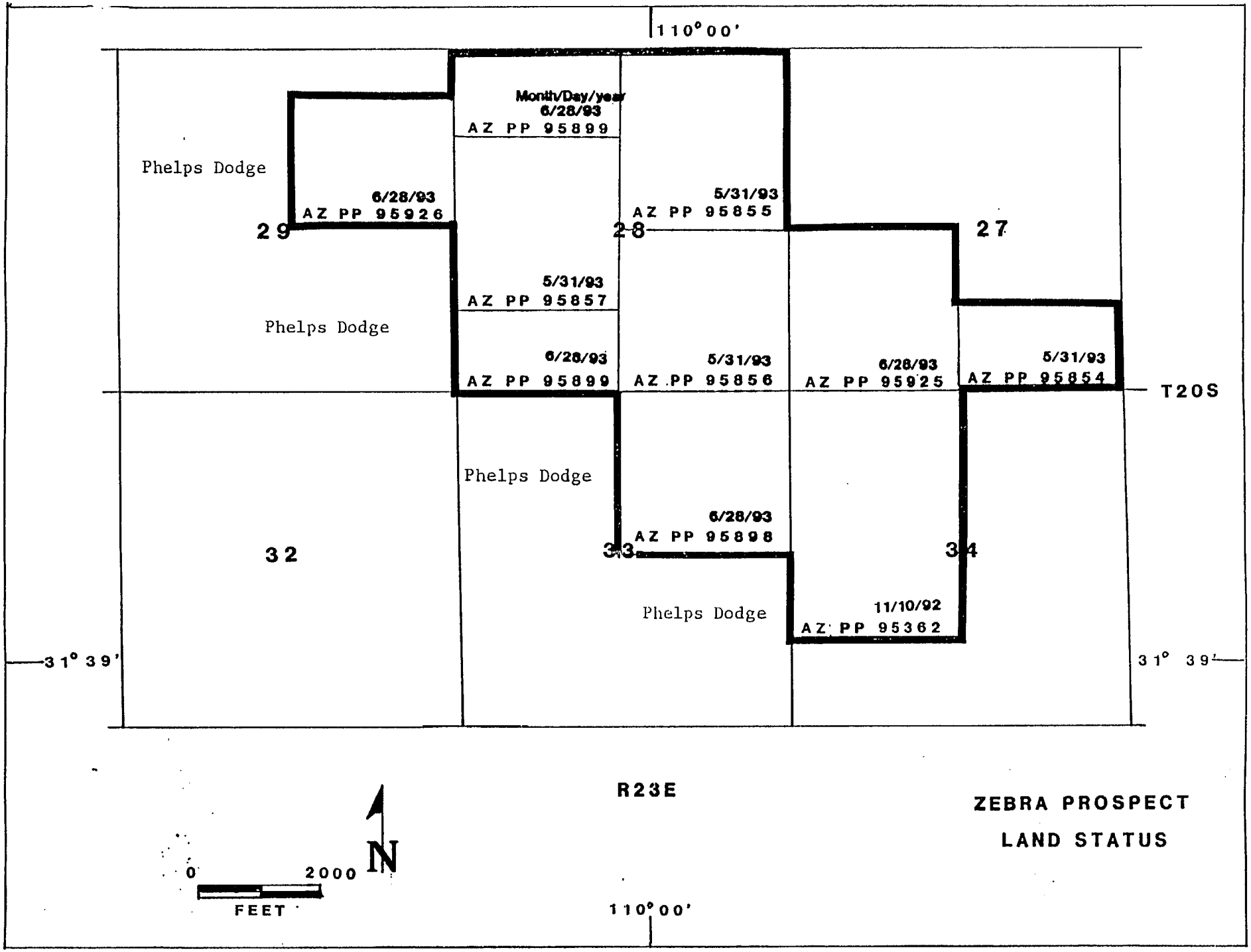
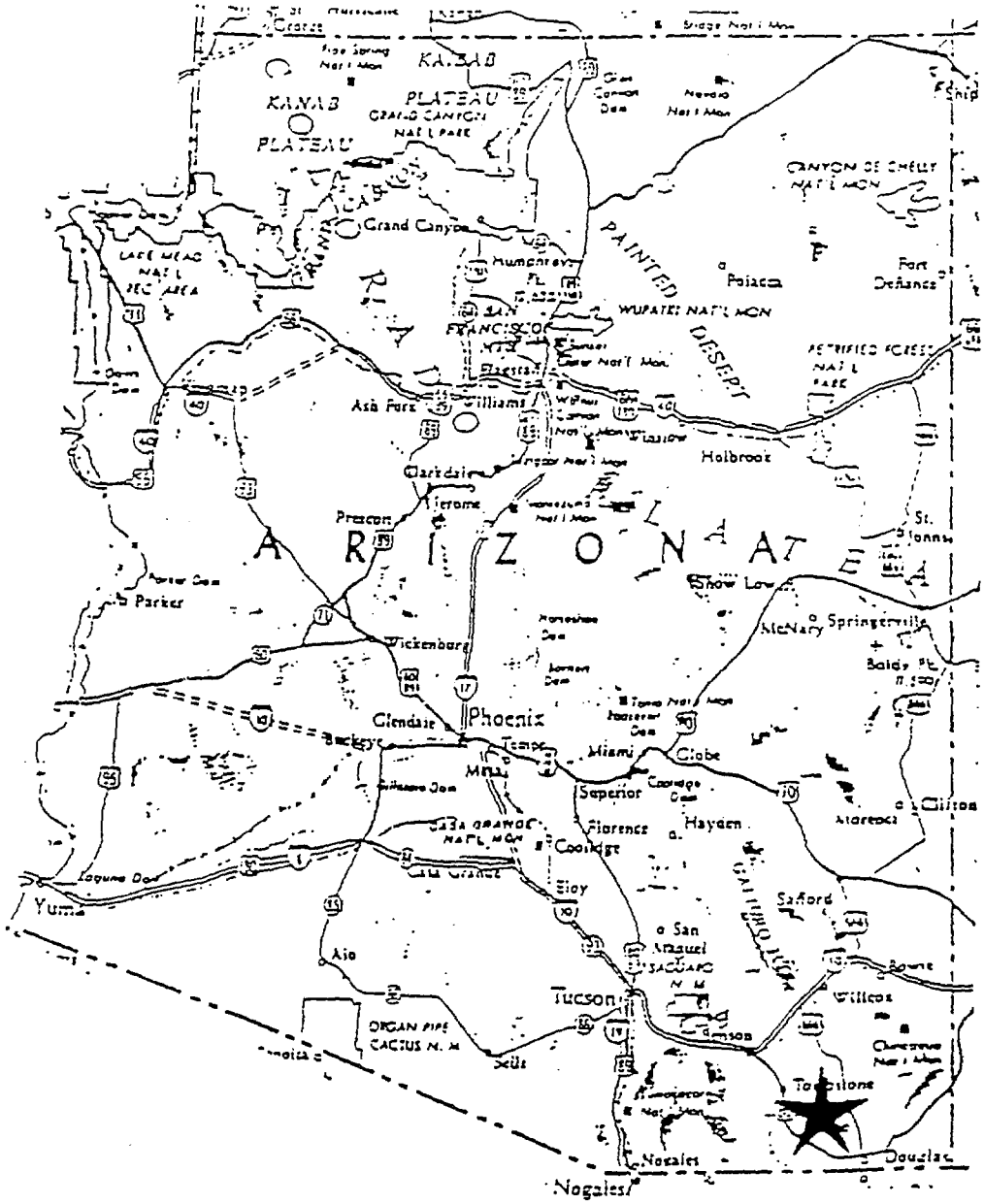

110°00'
Month/Day/year
6/28/93
AZ PP 95899
Phelps Dodge
6/28/93
AZ PP 95926
5/31/93
AZ PP 95855
29
28
27
5/31/93
AZ PP 95857
Phelps Dodge
6/28/93
AZ PP 95899
5/31/93
AZ PP 95856
6/28/93
AZ PP 95925
5/31/93
AZ PP 95854
T20S
Phelps Dodge
6/28/93
AZ PP 95898
32
33
34
Phelps Dodge
11/10/92
AZ PP 95362
31° 39'
31° 39'
R23E
ZEBRA PROSPECT
LAND STATUS
N
0
2000
FEET
110°00'

Figure 1



ZEBRA PROSPECT LOCATION MAP

Figure 1

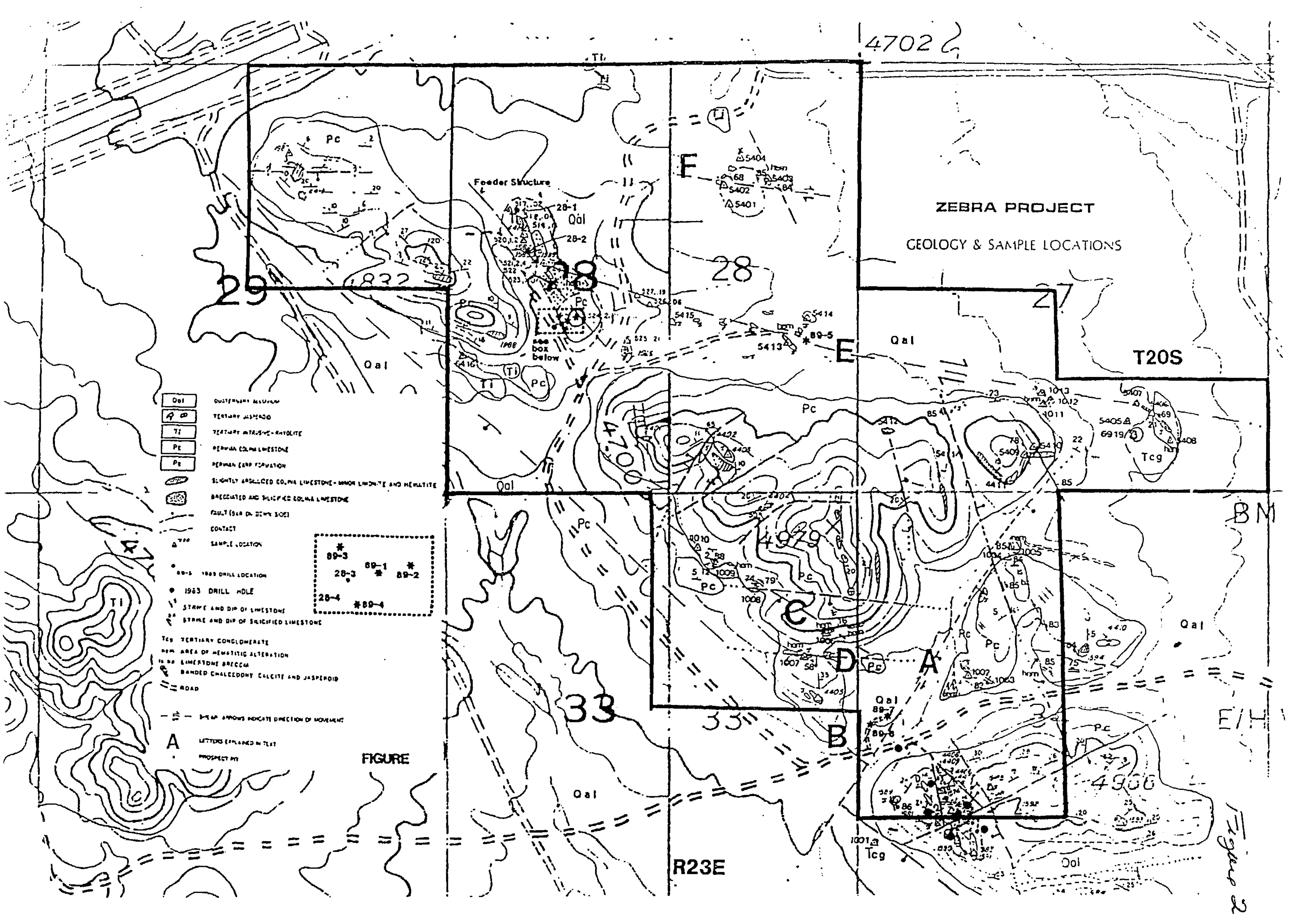
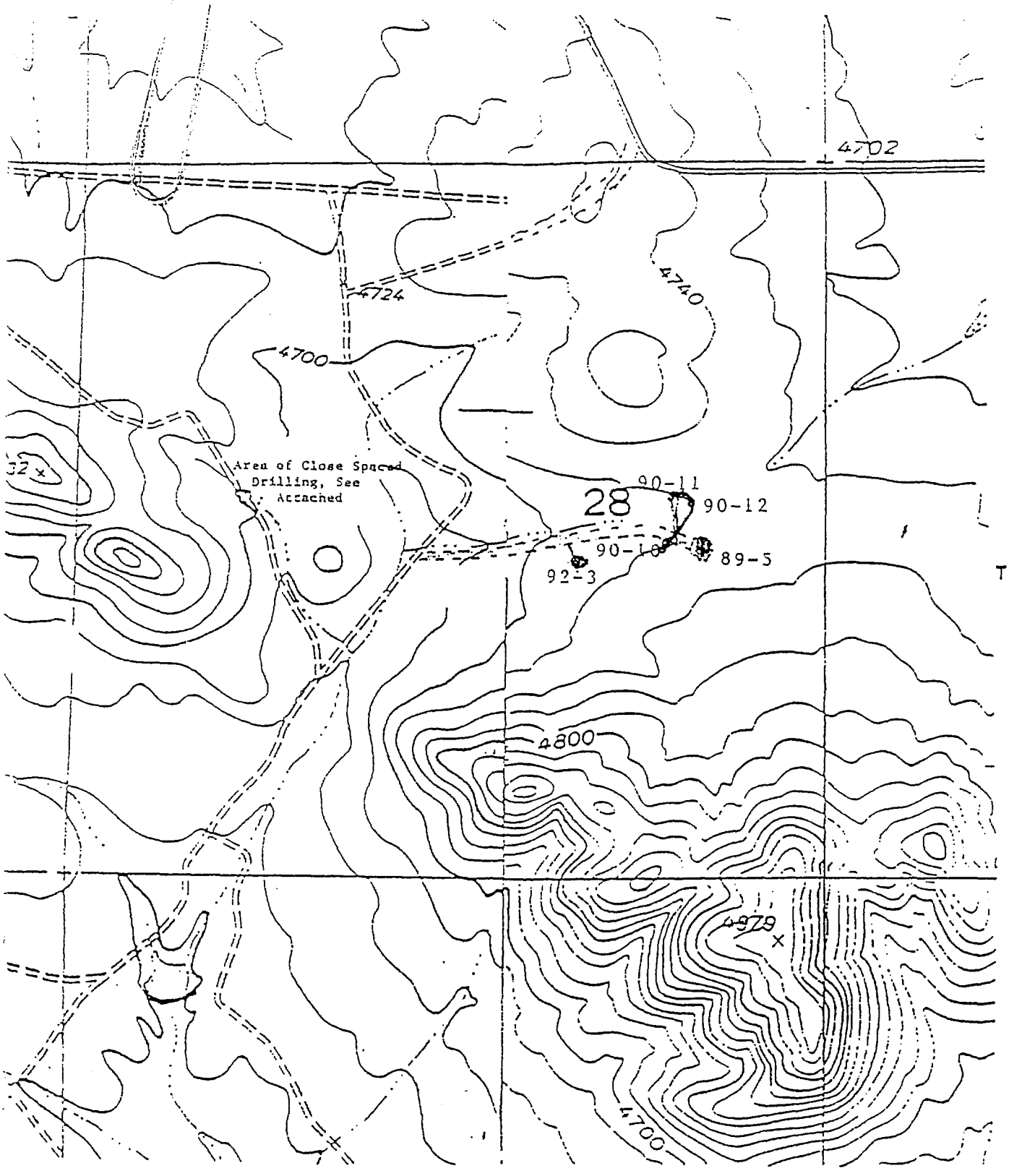

ZEBRA PROJECT
GEOLOGY & SAMPLE LOCATIONS
T20S
R23E
29
28
27
33
Feeder Structure
see box below
A
B
C
D
E
F
Qal
Pc
Ti
Tcg
4702
4906
BM
TERTIARY JASPEROID
PERMIAN COLINA LIMESTONE
CONTACT
1983 DRILL HOLE
STRIKE AND DIP OF LIMESTONE
STRIKE AND DIP OF SILICIFIED LIMESTONE
TERTIARY CONGLOMERATE
AREA OF HEMATITIC ALTERATION
LIMESTONE BRECCIA
BANDED CHALCEDONY CALCITE AND JASPEROID
ROAD
89-3
89-1
89-2
28-3
28-4
89-4
FIGURE
Figure 2

Figure 3



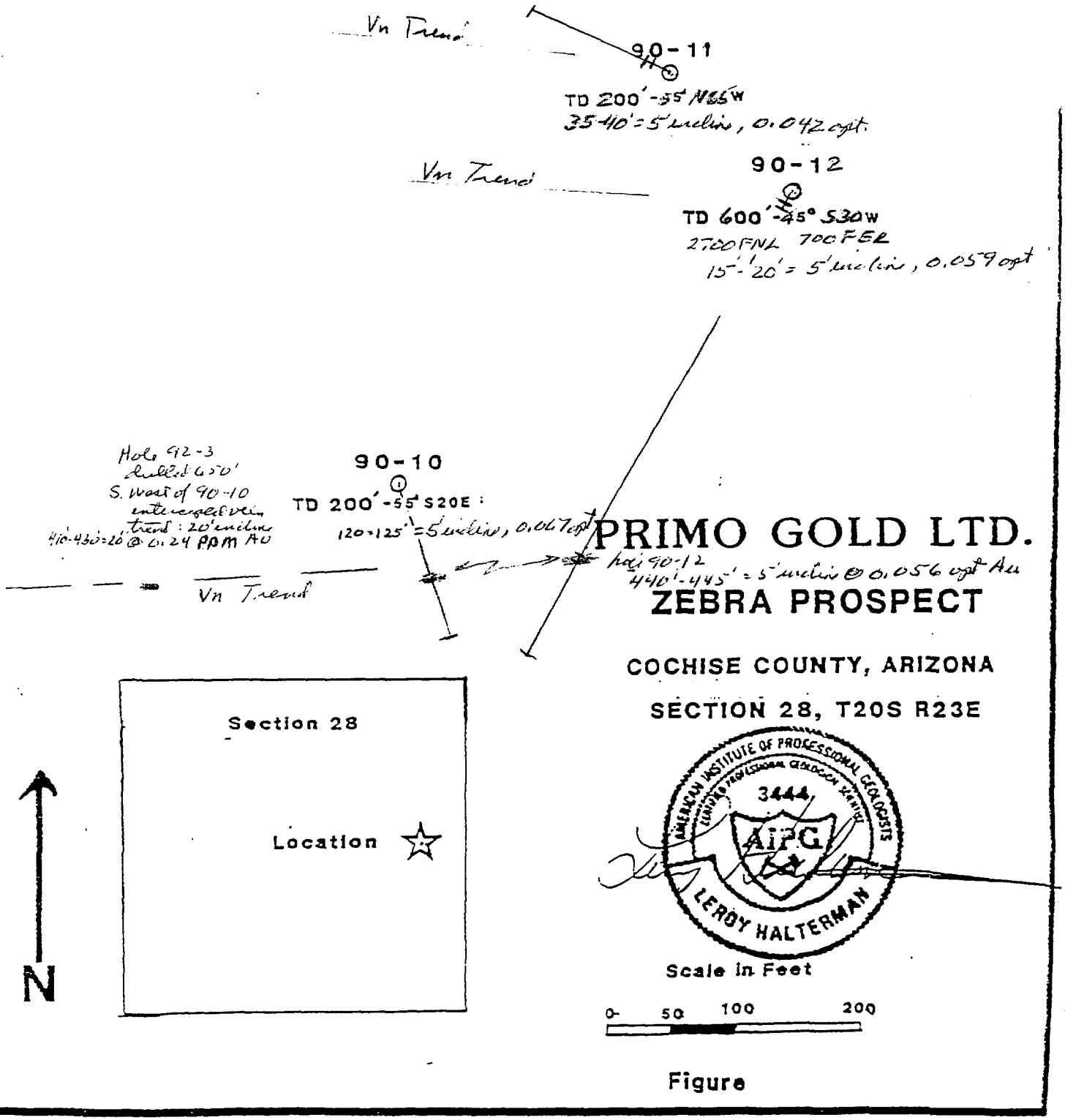
Scale 1"-1000'

Existing Road

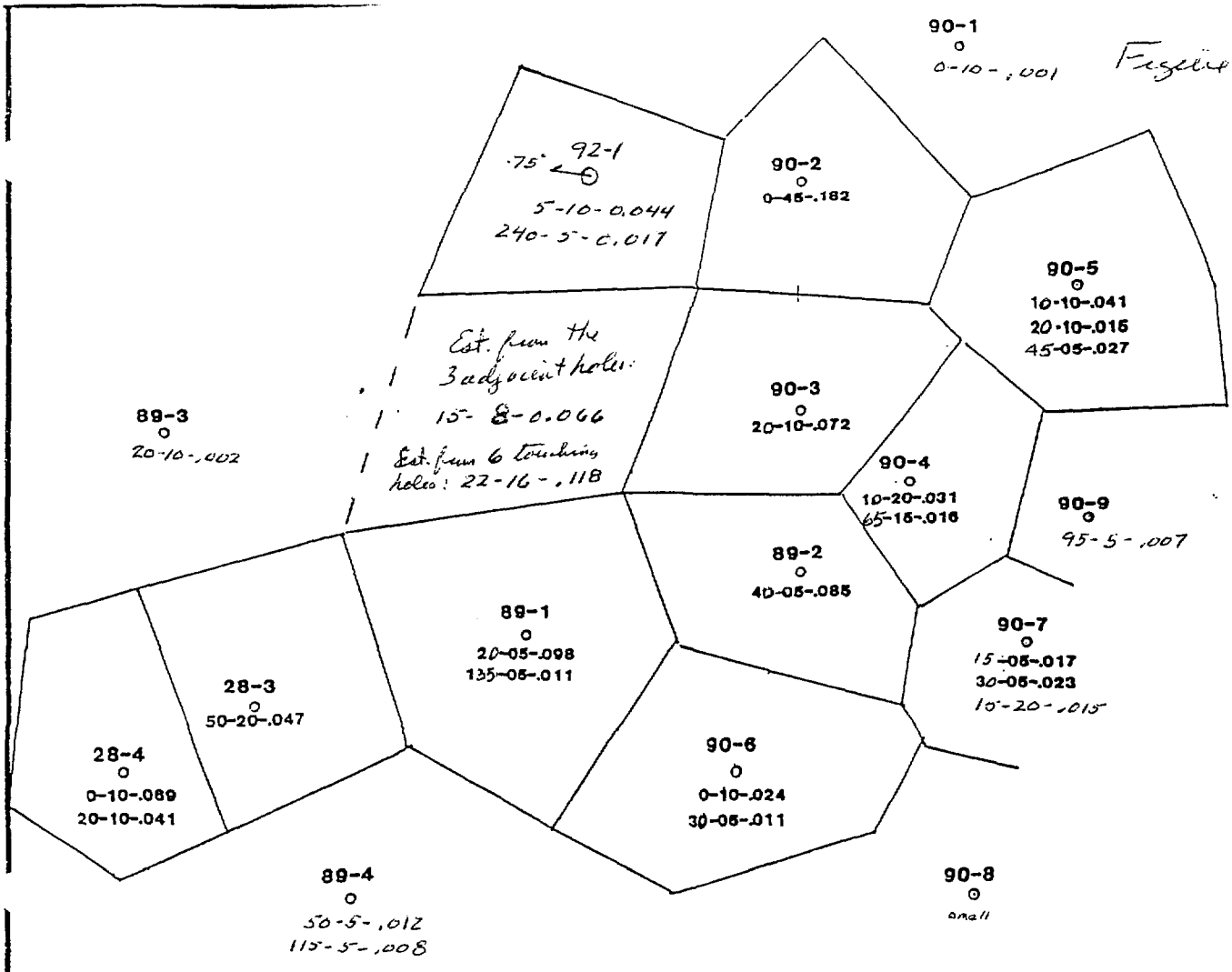
Drill Site

N

Figure 4



Figure



TEMPO RESOURCES, INC.

ZEBRA PROSPECT

COCHISE COUNTY, ARIZONA

SECTION 28, T20S R23E

N

Scale in Feet

0 50 100 150

25-10-.072

Depth-Thickness-Gold in Troy Ounces

Figure

8/8/90