PROSPECTUS
Oct. 2, 1987
062280

G. MACDONALD AND ASSOCIATES LIMITED
Consulting Professional Geologists

123 - 470 Granville Street
Vancouver, B.C.
V6C 1V5
(403) 668-2044 (604) 684-2304

AMENDED

GEOLOGICAL REPORT

ON

EVELYNN CREEK PROPERTY

(EVE CLAIMS)

NTS CLAIM SHEET 105C/11
60° 42' N / 133° 20' W

for

ANOORAQ RESOURCES CORPORATION

by

G. MACDONALD, P. GEOL.

Vancouver, B.C. May 27, 1987

TABLE OF CONTENTS

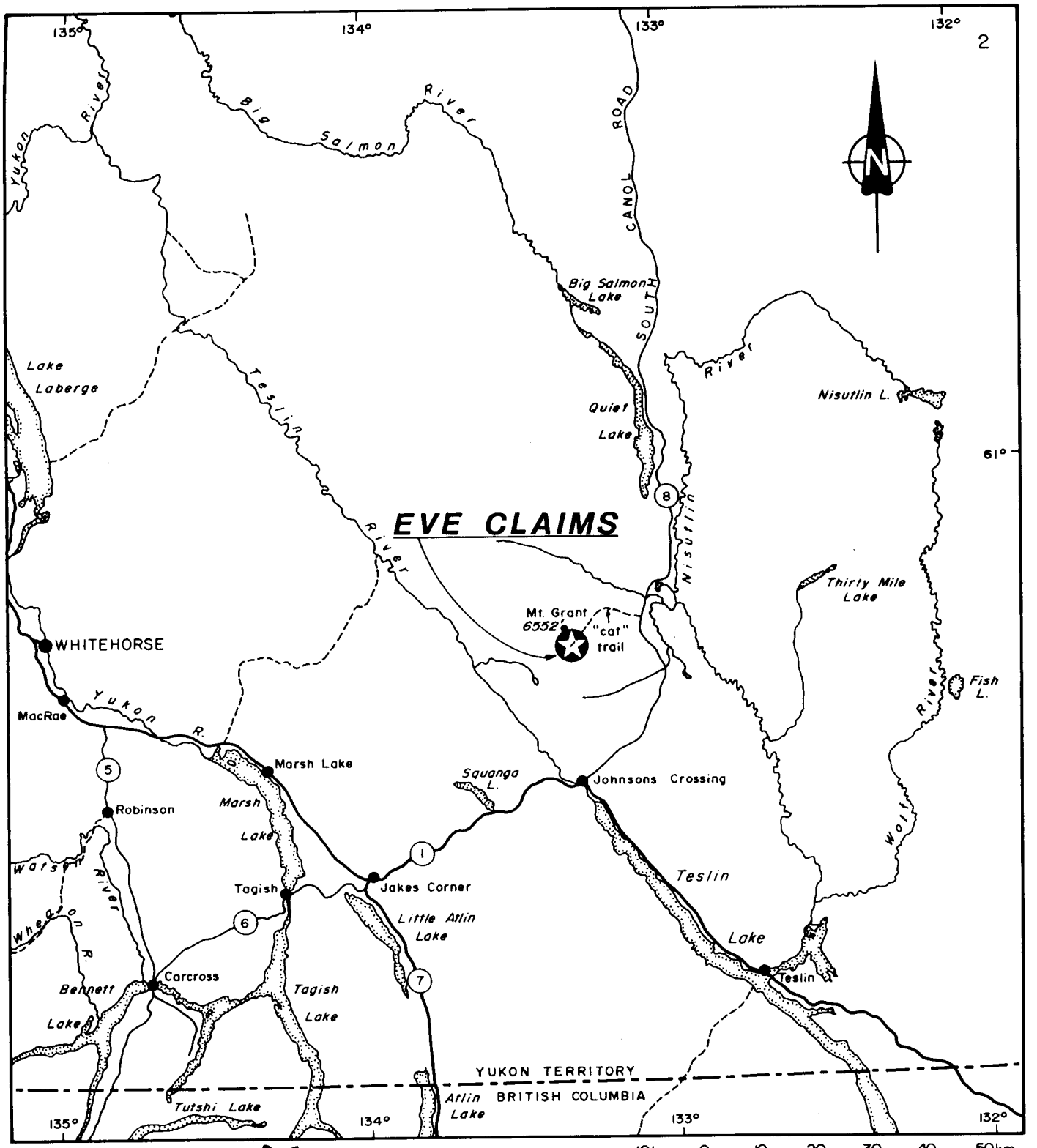
LIST OF FIGURES

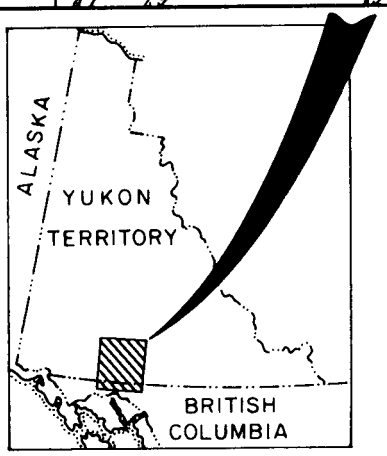
LIST OF TABLES

APPENDIX

INTRODUCTION

This report was prepared at the request of Mr. John Tanner, Director, on behalf of Anooraq Resources Corporation. The report compiles a review of public and private information relating to the Evelynn Creek Property (Eve Claims). As a part of this evaluation the property was examined by the author in the company of Mr. Nielson and Mr. T. McCrory, Prospectors for Anooraq Resources Corporation. The author is familiar with the area, having directed various exploration programs in the vicinity from 1974 to 1981. A program of exploration conducted during 1986 has been reviewed as a part of this report.





ANOORAQ RESOURCES CORPORATION			
EVE CLAIMS			
LOCATION			
Aurum Geological Consultants Inc.		February, 1987	
Drawn by N.H.	Checked by H.K.	Scale 1:1,000,000	FIGURE 1

SUMMARY

Anooraq's Evelynn Creek property covers a geological environment permissive to host copper - silver; and silver - lead - gold mineralization, and commercial rhodonite. The property warrants additional exploration to evaluate favourable host structures and lithologies. A two-phase development project is therefore recommended by this report at a proposed budget of $109,000 to complete the required program. A part of the Phase I proposal has been completed to date and recommendations adjusted accordingly.

PROPERTY

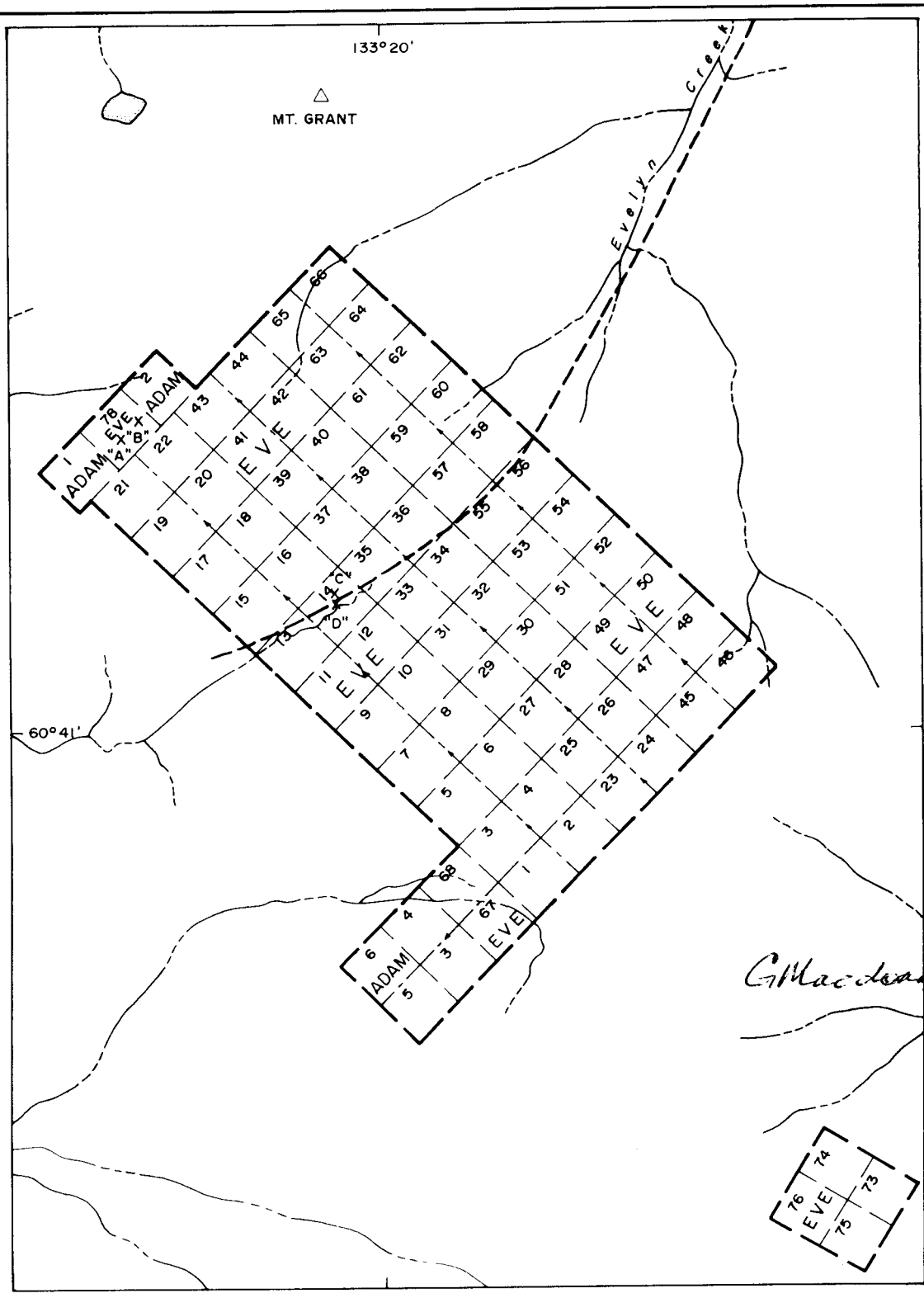
The Evelynn Creek property controlled by Anooraq Resources Corporation is comprised of 79 located Yukon Mineral Claims, as summarized in Table 1. The Eve Claims are administered by the Whitehorse District Mining Recorder located in Whitehorse, Yukon. Located claims, such as these, are held pursuant to the regulations of the Yukon Quartz Mining Act and require annual assessment work expenditures of $100.00 per claim to be maintained in good standing.

TABLE 1

Summary of Claims - Mt. Grant Property

Name	Grant Number	Expiry Date
Eve 1 - 68	YA75610 - 677	Nov. 16, 1988
Eve 73 - 76	YA75678 - 681	Nov. 15, 1988
Eve 78	YA78245	Nov. 15, 1988
Adam 1 - 6	YA96407 - 412	Oct. 16, 1987

See figure 2 for a presentation of claims locations.



LEGEND

46 claim boundary
claim number

x trench

tote road

creek, lake

500m 0 500 1000 1500m

scale in metres

ANOORAQ RESOURCES CORPORATION			
EVE CLAIMS			
CLAIM MAP			
Aurum Geological Consultants Inc.			February, 1987
NTS 105C/11	Drawn by H.K. / N.H.	Scale 1:50,000	FIGURE 2

LOCATION AND ACCESS

The Evelynn Creek property is located approximately 25 km north of Johnsons Crossing (km 1346, Alaska Highway), in south-central Yukon. The claim group is centered approximately 60°42'N - 133°20'W on NTS Claim Map 105C-11. Access is by helicopter available in Whitehorse or Teslin, Yukon. A rough access road suitable for four-wheel drive vehicles on a seasonal basis extends from mile 19 on the Canol Road to near the property boundary on Evelynn Creek. This trail could be upgraded to provide reasonable access at relatively minor cost.

TOPOGRAHY AND CLIMATE

The Evelynn Creek property covers rugged upland country near the common head waters of Evelynn Creek and streams draining to Teslin River. Elevations locally range from 4500 feet to more than 6000 feet above sea level. The region is characterized by steep talus covered slopes in higher regions and with rounded, glacially modified ridges in lower terrains. Most larger valleys are floored with moraine material. Outcrop exposure is good above 4500 feet above sea level, but generally less than 10% below this altitude.

The area has a characteristic northern interior climate typical of this latitude. Winters are commonly cold with moderate snowfalls; summers, by contrast, are warm or hot, with long hours of daylight. Typically, break-up occurs in early May and freeze-up resumes during late October. Minimum winter temperatures may reach -50° with summer maximums in the +30°C range.

HISTORY AND PREVIOUS WORK

Parts of the Teslin Map Area have been investigated by Geological Survey of Canada personnel on several occasions. R.G. McConnell (1898), J.C. Gwillim (1901) and E.J. Lees (1936) mapped portions of Teslin area in conjunction with other reconnaissance work. C.S. Lord (1944) and E.D. Kindle (1946) carried out geological investigations along the Alaska Highway and Canol Road, respectively. The Teslin Map Sheet was mapped and compiled by R. Mulligan during 1950 - 1953, who published the results as Map 1125A in 1963.

The streams draining Big Salmon Range into Teslin River were prospected for placer deposits by miners from the Dease Lake area prior to discovery of gold in the Klondike region in 1896. Workable placer gold deposits were located in the Livingston Creek area immediately northwest of Teslin Map Sheet in the Big Salmon Range by 1899 and a surge of exploration to the surrounding area ensued. In the following two decades, the Livingston placer camp produced more than 50,000 ounces of gold, but mining had virtually ceased by 1920. By the early 1930's, the level of exploration activity again increased in the Big Salmon region with miners working on creeks in the Livingston Creek camp and on Iron Creek and Cottonwood Creek between Big Salmon Range and Nisutlin River. However, the region again became dormant with the outbreak of World War 2 and next underwent exploration activity surges as a result of opening the Canol Pipeline Road to civilian travel and improved road access along the Alaska Highway. The advent of helicopter supported prospecting programs in the late 1950's resulted in additional exploration of the Teslin region.

The area encompassed by the Anooraq Evelynn Creek property has been staked, or partially staked, by several operators. The first recorded claims in this location were apparently located in 1955 to 1956 by individuals staking the manganese and chalcopyrite - bornite mineralization. Mt. Grant Mines Ltd. acquired the prospects in 1968 and constructed a 14 mile access road to facilitate exploration at the manganese occurrence. A percussion drilling program totalling 2901 feet was completed to test the deposit.

The property was again acquired by staking by Cortex Silver Mines Ltd. in 1968 and Providence Mining Ltd. in 1974, but no additional reported exploration was conducted by these owners.

During 1986, a program of exploration trenching was conducted by Anooraq Resources as a part of the program recommended by G. Macdonald. This program identified a potentially important rhodonite occurrence near the original Mt. Grant manganese zone.

GENERAL GEOLOGY

The Evelynn Creek Property is underlain by stratified metamorphic rocks of the Paleozoic Big Salmon Complex. The unit here consists of quartz-biotite schist, argillaceous slate, quartzites and limestone member. Lower Paleozoic(?) quartz-hornblende gneiss outcrops north and south of the Eve Claims. Cretaceous granitic rocks intrude the metamorphic complex on the eastern portion of the claim area. The stratified rocks are highly regionally metamorphised and typically are intensely deformed with tight isoclinal folding and slip-faulting.

Regionally, the bedded rocks are folded, with fold axes generally parallel to the trend of the formation. This main orientation is usually a northwest strike. The more competent rock lithologies (eg: limestone) show brecciation, tectonic fracturing and straining (boudinage), associated with the folding event.

Faulting is a common feature in this area, with many normal faults observable as topographic lineaments. No preferred orientation has been recognized for these fault systems to date.

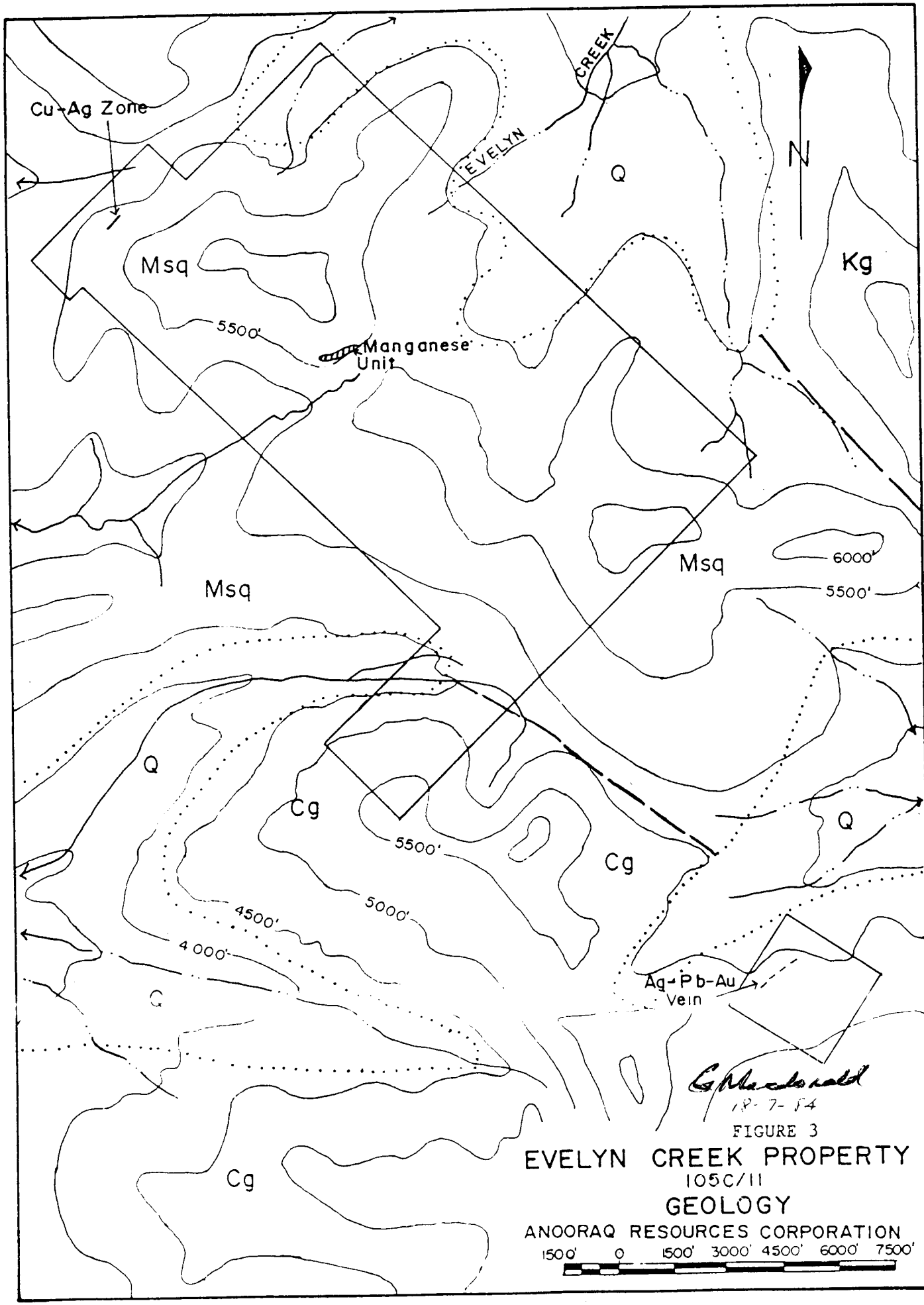
Low angle thrust faults may be implied in some localities, but recognition of such elements is quite difficult on a regional scale.

A summary of geology is provided in Table 2:

TABLE 2

Table of Formation

Quaternary	Q	Glacial drift; till.
Cretaceous	Kg	Granite; Granodiorite; Medium grained, equigranular greyish colored fresh rocks.
Mississippian(?)	Msq	Biotite-quartz schist; quartzite; Limestone. Includes quartz-sericite alteration lithologies.
Cambrian(?)	Cg	Quartz hornblende gneissic rocks.


Cu-Ag Zone
EVELYN
CREEK
N
Q
Msq
Kg
5500'
Manganese Unit
Msq
Msq
6000'
5500'
Q
Cg
5500'
Cg
Q
5000'
4500'
4000'
Q
Ag-Pb-Au Vein
Cg
G. Macdonald
18-7-84
FIGURE 3
EVELYN CREEK PROPERTY
105C/11
GEOLOGY
ANOORAQ RESOURCES CORPORATION
1500' 0 1500' 3000' 4500' 6000' 7500'

ECONOMIC GEOLOGY

Anooraq's Evelynn Creek claims cover potentially important occurrences of silver-copper, silver-lead and rhodonite mineralization, in three different geological environments.

A vein zone is exposed to two trenches approximately 30 meters apart in a steep talus covered slope on Evelynn Creek. This vein system is apparently a fissure-filling in gneissic rocks and consists of galena and pyrite in a ribbon quartz gangue. The zone is up to 0.5 m wide and contains up to 15% galena over 10 cm increments. A grab sample of well mineralized vein material (No. 8107) contained 25.4% lead and 8.46 ounces of silver per ton. The host gneissic rock is typically fresh and unaltered except for narrow (1 - 10 cm) alteration "envelopes" peripheral to the veining. Extensions of this vein structure are obscured by the talus slope.

A chalcopyrite - bornite replacement zone occurs in schist and gneiss lithologies on claim Eve 78. Mineralization, consisting of bornite and chalcopyrite, is present in a strata-bound quartz-carbonate lense up to 30 cm in width and exposed by trenching for a 10 m length. Small (1 cm) chalcopyrite veinlets are occasionally present cross-cutting the host lithologies below the main lense. Sulphides are present up to 30% and three grab samples were assayed to test precious metal content of bornite-rich main zone mineralization (No. 8102), chalcopyrite-rich main zone mineralization (No. 8101) and material from chalcopyrite-rich cross fractures (No. 8103). Results are presented in Table 3.

Extensions of the main zone are obscured by overburden, but similar appearing mineralization occurs sporadically as float along the strike projection as much as 400 meters southwest of the Eve 78 trenches. The zone dips moderately southeast.

A section of brown-weathering weakly altered quartz-sericite schist with up to 5% finely disseminated pyrite was tested as sample No. 8108. Garnet-diopside-magnetite skarn is present in this vicinity as float, suggesting that the alteration of the schist unit may be a local metamorphic (hydrothermal) event. This zone is present on claims Eve 12-13 near a rhodonite skarn unit.

Exploration during 1986, evaluating the manganese-rich area identified earlier for possible silver mineralization, located a zone of rhodonite. This material apparently occurs in a skarn zone within the metamorphic lithologies.

Rhodonite has been located in surface blast trenches (Keyser, 1986) and also is present in drill holes completed by Mt. Grant Mines Ltd. in 1968 under the surface exposure. Compilation of the results from drilling and surface trenching (Keyser, 1987) has indicated that a minimum geological reserve of 4,763 tons of rhodonite is present. Additional possible reserves may exist peripheral to the main zone, but identification of tonnage here requires further exploration. A float boulder of rhodonite is located 60 metres along strike from and approximately at the same elevation as the main zone. This indicates that at least one other source of rhodonite is present on the property as the boulder would not likely be derived from the main zone. A plan of the main zone area is included as Figure 4 of this report.

Bulk samples of pit-run rhodonite were submitted to two gemologists for a valuation. The samples tested are indicated to have a value as gem-quality rhodonite in the range of $2.40 to $2.60 (U.S.) per pound, FOB the property. Reports from the gemologists are included in the Appendix of this report.

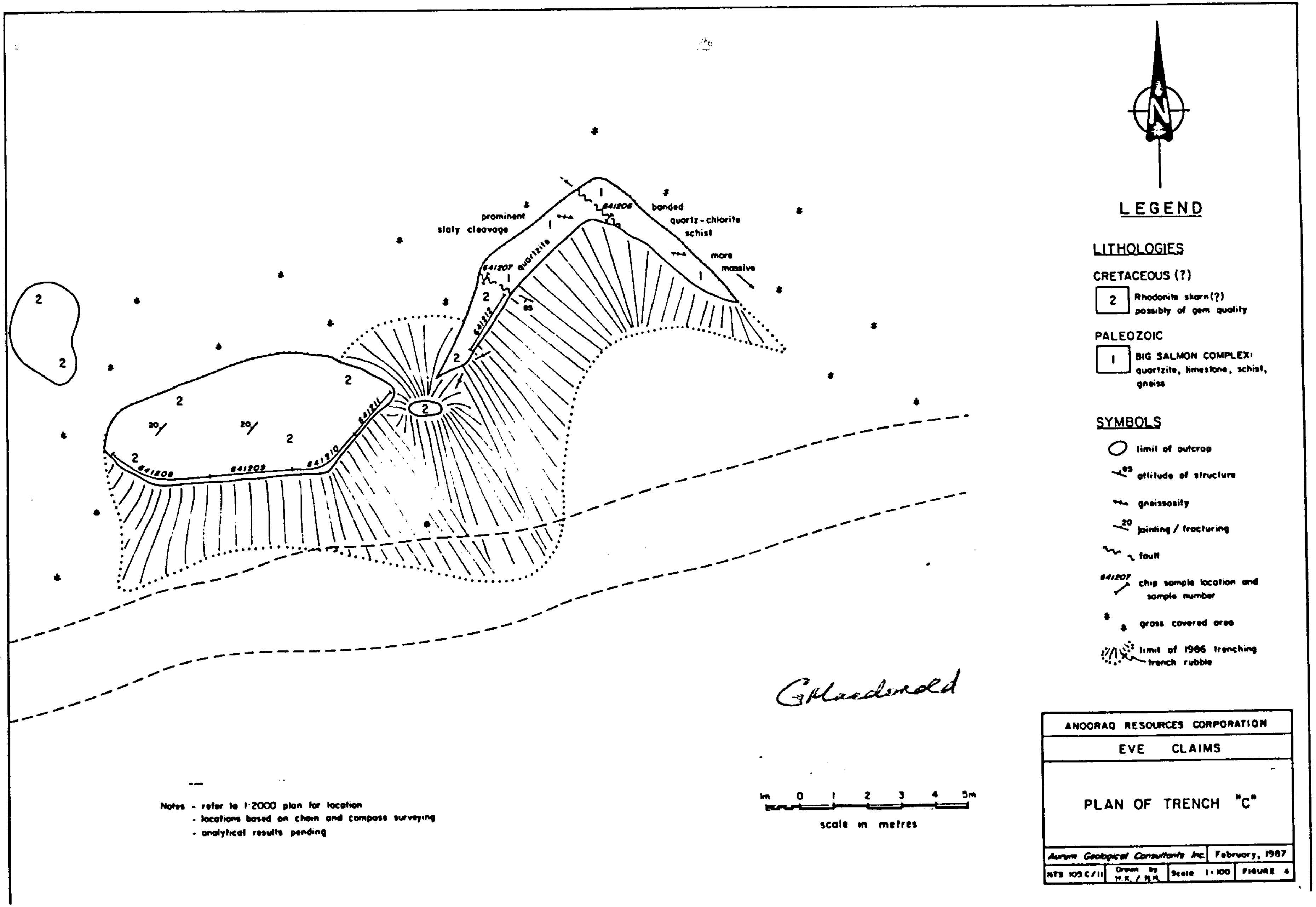
Metamorphic lithologies on the Anooraq property are structurally quite complex with intense local deformation (contortion of schist units etc.). Some of the stratified units are apparently in a fault relationship (thrust fault, or low angle fault). Steeply dipping normal faults trending generally northeasterly complicates geological interpretation in the centre of the property.

TABLE 3

Summary of Assay Results

No.	Location	Width	% Cu	OPT Au	OPT Ag	% Pb	% Zn
8101	Eve 78	Grab (12cm)	11.75	0.039	3.64	--	--
8102	Eve 78	Grab (12cm)	18.00	0.017	7.97	--	--
8103	Eve 78	Grab (6cm)	6.85	0.017	2.38	--	--
8105	Eve 12/13	Grab	--	0.005	0.12	0.25	--
8106	Eve 12/13	Grab	--	0.005	0.12	0.25	--
8107	Eve 12/13	Grab (12cm)	--	0.006	8.46	25.40	0.08
8108	Eve 12/13	Grab	--	0.01	0.22	--	0.1

A summary of geology is presented as Figure 3 of this report.


prominent
slaty cleavage
641207
quartzite
641206
banded
quartz - chlorite
schist
more
massive
641212
641211
641208
641209
641210
LEGEND
LITHOLOGIES
CRETACEOUS (?)
2 Rhodonite skarn(?) possibly of gem quality
PALEOZOIC
1 BIG SALMON COMPLEX: quartzite, limestone, schist, gneiss
SYMBOLS
limit of outcrop
attitude of structure
gneissosity
jointing / fracturing
fault
641207 chip sample location and sample number
grass covered area
limit of 1986 trenching
trench rubble
Notes - refer to 1:2000 plan for location
- locations based on chain and compass surveying
- analytical results pending
1m 0 1 2 3 4 5m
scale in metres
GMacdonald
ANOORAQ RESOURCES CORPORATION
EVE CLAIMS
PLAN OF TRENCH "C"
Aurum Geological Consultants Inc.
February, 1987
NTS 105 C/11
Drawn by H.K. / N.M.
Scale 1:100
FIGURE 4

CONCLUSIONS AND RECOMMENDATIONS

The Anooraq Evelynn Creek claims contain an important occurrence of rhodonite mineralization. Locating extensions to the main zone, and finding similar deposits in its vicinity should be the priority of additional exploration. With the relatively low capital costs associated with a quarrying operation in this location, the prospect has significant economic merit.

Further exploration of the rhodonite should include a detailed geochemical survey concentrating on manganese; additional surface trenching, preferably by bulldozer, to expose new target zones and delineate the main zone; and core diamond drilling to define the extent of gem-quality rhodonite present in the main zone.

Additional prospecting is warranted to evaluate the copper-silver-gold mineralization and determine if potential exists along strike for significantly wider zones of similar grade material to occur.

A two-phase program of exploration is hereby recommended to evaluate the economic potential of the Evelynn Creek Property as follows:

Phase 1

Geological mapping and control	$ 5,000.00
Soil geochemical survey (5 m stations @ 20 m centres)	4,500.00
Bulldozer trenching (D-6; 200 hrs at $110/hr)	22,000.00
Prospecting	2,500.00
Bulk sample analysis	2,500.00
Market investigation	1,500.00
	$ 41,500.00

Phase 2

(Contingent upon successful completion of Phase I)

Geological and engineering evaluation	$ 10,000.00
Diamond drilling - 1000 feet @ $50/ft (NQ)	50,000.00
Contingency	7,500.00
	67,500.00
Total Budget	$ 109,000

The proposed budget includes allowances for camp and field costs.

Respectfully submitted,

G Macdonald

G. Macdonald, P.Geol.

APPENDIX 1

STATEMENT OF QUALIFICATIONS

G. MACDONALD AND ASSOCIATES LIMITED
Consulting Professional Geologists

123 - 470 Granville Street
Vancouver, B.C.
V6C 1V5
(403) 668-2044 (604) 684-2304

CERTIFICATE OF QUALIFICATIONS

I, Glen C. Macdonald, with business and residential address in Whitehorse, Yukon, do hereby certify that:

1. I am a consulting professional geologist.

2. I am a graduate of the University of British Columbia (B.Sc. Geology, 1973 and B.A. Economics, 1971).

3. I am registered as a Professional Geologist by the Association of Professional Engineers, Geologist and Geophysicists of Alberta (No. 36214).

4. I am registered as a Professional Geologist by the Association of Professional Engineers, Geologists and Geophysicists of the Northwest Territories (No. L166).

5. I am a member in good standing of the Canadian Institute of Mining and Metallurgy.

6. I have practised Mining and Exploration in Yukon, northern British Columbia and Northwest Territories since 1973. I began private practice in 1982 after leaving the position of Regional Geologist for Noranda Exploration Company Limited, Whitehorse, Yukon.

7. I have examined the showings and area of the Evelynn Creek property of Anooraq Resources Corporation and have reviewed all available private and public information on the property to compile this report.

8. Through my stock holdings in Shakwak Exploration I hold an indirect interest in Anooraq Resources Corporation.

9. I hereby grant my permission for Anooraq Resources Corporation to use this report for filing with the Vancouver Stock Exchange as partial requirement of a Statement of Material Facts or for any legal purposes normal to the business of Anooraq Resources Corporation.

DATED at Vancouver, B.C. this 28th day of May, 1987.

G Macdonald

Glen C. Macdonald, P. Geol.

APPENDIX 2

LIST OF REFERENCES

LIST OF REFERENCES

i) ANTAL, J.W.
Mt. Grant Mining Limited Prospectus 1967

ii) BOSTOCK, H.S.
Prospecting Possibilities of Teslin Lake - Quiet Lake, Big Salmon Area, Yukon
GSC Paper 36 - 2

ii) KINDLE, E.D.
Reconnaissance along Canol Road
GSC Paper 45 - 21

iv) MILLICAN, J.A.
Contex Silver Mines Limited Prospectus 1970

v) MULLIGAN, R.
Geology of Teslin Map Area
GSC Mem 326

vi) SMITH, F.M.
Report on Eve Claims 1984

vii) KEYSER, H.
Interim Progress Report on the Eve Claim 1987

viii) KEYSER, H. 1987
Ore Reserve Estimate

ix) STACEY, G.R.
Rhodonite Evaluation 1987

x) POSILOVIC, M. 1987
Rhodonite Evaluation

AURUM GEOLOGICAL CONSULTANTS INC.
604 - 675 West Hastings Street, Vancouver, B.C., Canada V6B 1N2 Telephone (604) 683-9656

May 27, 1987

R.H. Stedmann, President
Anooraq Resources Corporation
810-675 West Hastings Street
Vancouver, B.C.
V6B 1N2

Dear Mr. Stedmann;

At your request I have examined the Eve claims near Mt. Grant, Yukon in October 1986 and again on May 23, 1987. I have also reviewed all data available on the rhodonite occurrence which was identified during our 1986 exploration program.

Rhodonite mineralization on the Eve claims is thought to occur as a skarn. Exposures of limestone and marble as well as fine grained equigranular boulders have been identified in the immediate area.

Based on 1986 and 1987 surface trenching and mapping and on 1968 percussion drilling records (J.W. Antal, 1968; Mount Grant Mines Ltd. assessment report), I estimate the known surface dimensions of the rhodonite exposures at 15 x 6 meters (refer to enclosed map) and a depth projection of 15 meters. All dimensions are open. Given a probable overall density of 3.2, geologic reserves of rhodonite can be calculated at 4763 tons (4320 tonnes).

J.W. Antal estimates reserves of "manganese" at 25,000 tons (22,675 tonnes) with no indication of mineralogy. Because the area where the rhodonite exposure was located is heavily covered by scree, it is very possible that the known mineralization extends to the north, south, and east. A single boulder of rhodonite was located 60 meters west of the known occurrence at the same elevation, indicating more rhodonite is yet to be discovered.

Sincerely,
AURUM GEOLOGICAL CONSULTANTS INC.

Harmen J. Keyser, B.Sc.

Stacey's Gem Lab Ltd.

GEM MERCHANTS
GEM IDENTIFICATION
APPRAISALS

Suite 402 - 698 Seymour Street
Vancouver, B.C. V6B 3K6
(604) 685-7442

May 27 th 1987

Anooraq Resources Corporation
Vancouver B.C. Canada

To whom it may concern:

Report

We have examined a slab piece of 'Rhodonite' as presented by yourselves, as being representative of of a large parcel of the same, proported to be from your company's property, located near Johnson Crossing in the Yukon Territories.

We Identify this sample to be:

MnSIO3	Manganese Metasilicate aggregates
Known as	'RHODONITE'
SG	3.40 + range
RI	1.733-1.744
Comment:	In matrix with manganese endritic inclusions + Calsite & Feldspar. Semi-opaque/transluscent Very rich, verigated pink tones High grade GEM quality

In our opinion such grading would command a price (subject to market) of some $ 2.40-2.60 per pound. FOB the mine site. In American Funds.

Respectfully submitted

STACEY'S GEM LAB Ltd.

G. Robert Stacey
President

GEMMOLOGIST

Photo ID (b & W)

BURNS GEM ROCK AND LAPIDARY (1982) LTD.

520 West Hastings St., Vancouver, B.C. V6B 1L6 Canada

Phone: (604) 669-3422

A P P R A I S A L

4 (four) random chunks of RHODONITE presented by:

ANOORAQ RESOURCES CORPORATION

Total weight: 26 kg (57.2 lbs).

PREPARATION: In order to facilitate a thorough examination of the above specimens, each piece was cut into several sections, and one of the sections was sliced into standard gemstone slabs.

CHARACTERISTICS: All pieces present a remarkable uniformity of pinkish red with some calcite/feldspar blotches and with very little manganese oxide inclusions. All pieces present very little or minimum of stress lines.

BEHAVIOUR UNDER GEMSTONE PROCESSING: One random slab was handcrafted into an oval cabochon, 22 x 28 mm (pendant size), adopting the following procedure:

- -preforming with grit 220 diamond wheel
- -sanding with grit 600 diamond paste disc
- -prepolishing with grit 1200 diamond paste disc
- -polishing with grit 50000 diamond paste disc

The gemological characteristics of the finished gemstone are:

- -colour intense purplish red with mottled spots
- -Refractive Index: 1.73. Hardness 5.5 to 6.5 Mohs.
- -Specific Gravity by approximation: 3.50 ($\pm$ 0.20)
- -no visible undercutting observed

CONCLUSION

In view of the above observations and tests I confirm that the specimens presented are gem quality rhodonite of

WHOLESALE MARKET VALUE OF U$S 2.50 a pound.

(References: Van Nostrand's Standard Catalog of Gems).

Maria M.Posilovic
Graduate Gemologist
from Gemological Institute of America

May 27,1987.

APPENDIX 3

ASSAY WORK SHEET

B ar-Clegg & Company Ltd.
136 Industrial Road
Whitehorse, Yukon Territory Y1A 2V1
Phone: (403) 667-6523
T : 036-8-460

BONDAR-CLEGG

Geochemical Lab Report

CLIENT: G. MACDONALD & ASSOCIATES — REPORT NUMBER: BV424-1785
GEOLOGIST: BCC WHSE — AGEOLOGIST , — PROJECT: EVE CLAIMS
NUMBER OF SAMPLES: 7 — PRIORITY: N — DATE: 26-JUL-84

SEE APPENDIX FOR EXPLANATION OF DIGESTION,ANALYSIS,SAMPLE TYPE, AND SIEVE SIZE CODES.

ELEMENT			AU	AG	CU	PB	ZN	AS
DIGESTION / ANALYSIS CODE			/	/	/	/	/	/
[illegible]#	/SAMPLE NUMBER/	T/ S	OPT	OPT	PCT	PCT	PCT	PCT
0001	8101	R 7	0.039	3.64	11.75			
0002	8102	R 7	0.017	7.97	18.00			
[illegible]03	8103	R 7	0.017	2.38	6.85			
[illegible]04	8104	R 7	0.005	0.09	0.20			
0005	8105+8106	R 7	L0.002	0.12		0.25		
[illegible]06	8107	R 7	0.006	8.46		25.40	0.08	
0007	8108	R 7	0.010	0.22			0.10	L0.01

[illegible] WHSE RPT #44-115

---END---