AMERIGO RESOURCES LTD.

TSX Venture Exchange

ANNUAL INFORMATION FORM

For year ending February 28, 2003

Dated: June 10, 2003

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ITEM 1: COVER PAGE

ITEM 1.1

Date: June 10, 2003

Incorporation of Technical Reports, Financial Statements, and Proxy Circular

All information from the following documents is incorporated by reference into this Annual Information Form:

1. Audited consolidated financial statements for the Issuer for the periods ended February 28, 2003, and 2002, together with the auditor's report thereon;

2. Technical Report entitled "Geology and Mineralization of the Island Copper Property, Sault Ste. Marie, Ontario" dated February 2002 (the "Island Copper Technical Report") (SEDAR filed on June 18, 2002);

3. Technical Report entitled "Geological Report on the Coppercorp Property of Amerigo Resources Ltd. Mamainse Point Area, Ontario" dated September 26, 2002 (the "Coppercorp Technical Report") (SEDAR filed on October 10, 2002);

4. Technical report entitled "Island Copper: Report on Fall Drilling Program November December 2002" dated April 5, 2003 (the "Update Island Copper Technical Report") (SEDAR filed with this Annual Information Form); and

5. Technical Report entitled "Technical Review Of Operations At Minera Valle Central" dated May, 2003 (SEDAR filed with this Annual Information Form).

All financial information in this Annual Information Form is prepared in accordance with accounting principles generally accepted in Canada ("Canadian GAAP").

All share issuances described in this Annual Information Form are stated in the number of shares of the Issuer at the time of issuance, as the share capital of the Issuer was then constituted.

Special note regarding forward-looking statements

This Annual Information Form may contain forward-looking statements that involve risks and uncertainties. When used in this Annual Information Form, the words "believe," "anticipates," "expects" and similar expressions are intended to identify such forward-looking statements. The Issuer's actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such a difference include, but are not limited to, those discussed in "Item 4 - Narrative Description of the Business" and Item 6 - Management's Discussion and Analysis". Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The Issuer undertakes no obligation to publicly release the results of any revisions to these forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

ITEM 2: CORPORATE STRUCTURE

Corporate History

Amerigo Resources Ltd. (the "Issuer") was incorporated by registration of its memorandum and articles under the laws of the Province of British Columbia on January 23, 1984 under the name "Silent Canyon Resources Ltd." Effective April 27, 1988 the Issuer changed its name from "Silent Canyon Resources Ltd." to "Golden Adit Resources Ltd.", consolidated its share capital on a 2:1 basis and subsequently increased its authorized capital to 20,000,000 common shares without par value. The Issuer then changed its name effective as of June 8, 1990 from "Golden Adit Resources

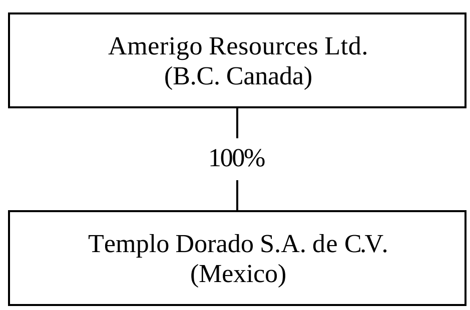
Ltd." to "First Northern Developments Inc.". Effective September 20, 1993, the Issuer then changed its name from "First Northern Developments Inc." to "Consolidated First Northern Developments Inc.", consolidated its share capital on a 2.65:1 basis and increased its authorized capital to 25,000,000 common shares without par value. Effective March 15, 1996 the Issuer then changed its name from "Consolidated First Northern Developments Inc." to "Golden Temple Mining Corp.", consolidated its share capital on a 5:1 basis and increased its authorized capital to 25,000,000 common shares without par value. The Issuer increased its authorized capital to 100,000,000 common shares without par value effective August 5, 1997. Effective March 8, 2002 the Issuer then changed its name from "Golden Temple Mining Corp." to "Amerigo Resources Ltd." and consolidated its share capital on a 4:1 basis. Effective September 11, 2002, the Issuer increased its authorized capital to 100,000,000 common shares without par value.

Corporate Structure

The Issuer's head and principal office is located at Suite 709-700 West Pender Street, Vancouver, B.C., V6C 1G8. The Issuer's registered and records office is located at Suite 2300 – 1055 Dunsmuir Street, P.O. Box 49122, Vancouver, B.C. V7X 1J1.

The Issuer has one wholly owned inactive subsidiary, Templo Dorado S.A. de C.V., which was incorporated in Mexico City, D.F., Mexico on December 6, 1996. Templo Dorado's business address is located at Mision Santa Ana #5232, Fracc. Misiones 2000, Mazatlan, Sinaloa, Mexico, 82129 and its records office is located at San Francisco 656-601 Col. Del Valle, Mexico D.F., 03100, Mexico. The Issuer is in the process of incorporating three subsidiaries, one of which will be incorporated in each of Canada, Barbados and Chile, for the purpose of acquiring and operating Minera Valle Central, S.A. ("MVC"), a Chilean copper producer, in a tax effective manner. If the acquisition of MVC is completed, the structure will be implemented prior to June 30, 2003. See Section 4.3, "Acquisition of Minera Valle Central S.A.".

The following chart sets forth the name of the current subsidiary of the Issuer, its jurisdiction of incorporation and the Issuer's current voting and equity interest therein. Unless otherwise indicated herein, the term the "Issuer" means collectively the Issuer and its subsidiary.



ITEM 3: GENERAL DEVELOPMENT OF THE BUSINESS

The Issuer is a natural resource company engaged in the acquisition, exploration, and development of natural resource properties. The Issuer's common shares are listed for trading on the TSX Venture Exchange ("TSX VE").

Fiscal 2001

During the year ended February 28, 2001 several additions were made to the Issuer's management. Salvador Rivero and Ralf Klein became directors and Roger Moss became Vice-President of Exploration on April 13, 2000. On April 26, 2000, the Issuer raised gross proceeds of $480,000 through the issuance of 3,000,000 special warrants at a price of $0.16 per special warrant. Each special warrant entitled the holder to acquire, without payment of any additional consideration, a unit consisting of one share and a two year warrant priced at $0.20 per share in the first year and $0.25 per share in the second year. Stock options granted to directors and officers included 218,750 at a price of $0.22 per share and 300,000 at a price of $0.27 per share. Mr. Klein subsequently resigned as director on October 26, 2000.

Noranda terminated the option agreements for the Apolo/Venus property on July 21, 2000, and for the El Gordo property on October 31, 2000. Both are Mexican properties.

The Chankol claim was acquired by staking and was adjacent to the Dios Me Ayuda claim in southwest Jalisco State, Mexico in which the Issuer had an interest. International Croesus Ventures Corp. ("Croesus"), by virtue of a finder's fee agreement on the Dios Me Ayuda claim and a five kilometer area of influence, had a one-time option to a 20% interest in the property once the Issuer had spent C$100,000 on exploration and development.

A first stage exploration program, consisting of stream sediment sampling, regional geological mapping and prospecting, was completed on the Dios Me Ayuda/Chankol property during November 2000. This work resulted in a four kilometer long drainage area anomalous in copper and /or barium that broadly correlates with outcrops of sulphide mineralization and pyritic exhalite.

During January 2001, the 9,500 hectare Yagul claim was acquired by staking. The co-ordinates of the claim were incorrectly recorded and the Mexican mining authorities subsequently disallowed the claim. The Issuer appealed this ruling, but failed to keep the claim.

Fiscal 2002

At the Annual General Meeting held on August 31, 2001, the shareholders elected a board comprised of three new directors: Roger Moss, Ian Gallie and Irene Wilson. After the meeting, the board elected Roger Moss as President and Julie Lee as secretary. The corporate office was moved to the Issuer's present location.

In October 2001, the Issuer settled an outstanding claim by issuing 200,000 common shares of the Issuer at a deemed price of $0.60 per share as settlement of the debt. International Mineral Development and Exploration Incorporated ('IMDEX") claimed damages under a 1996 finder's fee agreement between the Issuer and IMDEX.

The Issuer entered into an Option and Joint Venture Agreement dated January 22, 2002, in which the Issuer has the option to acquire from Falconbridge Limited an undivided 55% interest in the Island Copper Property, Sault Ste. Marie Mining Division, Ontario, Canada. The Issuer undertook a four-hole diamond drill program on the Island Copper Property during November and December of 2002. A total of 992 meters was drilled.

The Issuer held an extraordinary general meeting on January 30, 2002 at which the Issuer's shareholders approved a share consolidation on a 4-1 basis and a name change to the Issuer's current name.

In February 2002, the Issuer staked three claim blocks totaling 27,362 hectares in the Caniapiscau region of Quebec. This area lies in the Wemindji-Caniapiscau structural corridor, approximately 275 kilometers north of the Otish Mountains. Title to the claims was granted in May 2002.

In late February 2002, the Issuer staked the Bellevue property totaling 704 hectares in the Sault Ste. Marie Mining Division, Ontario, Canada.

Fiscal 2003

Under an Option Agreement dated March 8, 2002, the Issuer obtained an option to acquire from George Luciuk an undivided 100% interest in the Deroche property, Sault Ste. Marie Mining Division, Ontario, Canada.

Following the approval of shareholders at the extraordinary general meeting in January 2002, and the approval of the TSX VE, the Issuer commenced trading as Amerigo Resources Ltd. on March 8, 2002.

On March 13, 2002, the Issuer completed a private placement of 500,000 units at a price of $0.20 per unit (post-consolidated) for proceeds of $100,000. Each unit consisted of one common share of the Issuer and one share purchase warrant exercisable to purchase an additional common share of the Issuer at a price of $0.40 per share for a period of one year from the date of issuance. The common shares were subject to a one-year hold period.

The terms of a Purchase and Sale Agreement dated February 2, 2002 with Croesus pursuant to which the Issuer agreed to sell its seven Mexican mineral properties to Croesus for $100,000, were amended by a new agreement dated May 27, 2002. Under the new agreement, the purchase price of the properties was changed to 300,000 common shares of

Croesus. The transaction was completed on September 16, 2002. The 300,000 common shares of Croesus were subject to a hold period, so the Issuer exchanged the shares with a Croesus shareholder for 250,000 free trading common shares of Croesus and sold the Croesus common shares on the market for net proceeds of $117,568.

On August 21, 2002, the Issuer completed a private placement of 2,125,000 units at a price of $0.20 per unit for proceeds of $425,000. Each unit consists of one common share of the Issuer and one share purchase warrant exercisable into an additional common share of the Issuer at a price of $0.20 per share for a period of two years from the date of issuance.

Under an agreement dated September 11, 2002 the Issuer obtained from a group of three prospectors an option to acquire a 100% interest in the 3,232 hectare Coppercorp Property located approximately 85 kilometres north of Sault Ste. Marie, Ontario.

During the year ended February 28, 2003, the Issuer completed a 992 metre-drilling program of four holes to test the depth extent and continuity of previously outlined copper and gold mineralization as well as coincident chargeability and residual gravity anomalies on the Island Copper Property, Ontario. An exploration program consisting of structural mapping and geochemistry is planned for 2003 in order to define drill targets. Limited sampling and mapping was carried out on the Coppercorp, Deroche and Bellevue Properties in Ontario in 2002. A detailed aeromagnetic survey (825 line kilometres) was flown over the four Issuer owned properties in early 2003. On the Coppercorp Property, several anomalies have been indicated and the Issuer intends to carry out a spring 2003 program of prospecting, mapping and sampling to follow up these anomalies in order to define first stage drill targets. Geological mapping and sampling will be the program for 2003 for the Deroche and Bellevue Properties.

The Issuer completed an offering of flow through units at a price of $0.23 per unit on December 31, 2002 for gross proceeds of $163,500. Each flow-through unit consisted of one flow-through share of the Issuer and one half of a non-flow through share purchase warrant. Each full warrant is exercisable into one common share of the Issuer at a price of $0.25 per share for a period of two years from the date of issuance.

Subsequent Events

In March 2003, the Issuer entered into a letter of intent with Steven Dean and Klaus Zeitler to acquire, by way of assignment, an option to purchase 100% of the outstanding shares and debt of MVC. MVC, a private Chilean company with a copper production facility near Santiago, Chile, has a contract with Corporation Nacional del Cobre de Chile (“Codelco”), Chile’s state-owned copper producer, to process copper tailings from the El Teniente mine in Chile through 2021. Steven Dean and Klaus Zeitler acquired the option to purchase the shares and debt of MVC from a number of MVC’s shareholders in Chile, and may exercise the option until June 30, 2003 by payment of US$16,600,000. The balance of the purchase price, US$3,400,000, will be paid as follows: if the average copper price is over US$0.82 per pound for the first three years, the Issuer may elect to pay in cash or shares three years after the closing date. If the Issuer elects to pay in shares, the vendors may decline to accept the shares, in which case the payment will be made in cash five years after the closing date. If the average price of copper for the first three years is at or below US$0.82 per pound, payment will be made in cash five years after the closing date. As consideration for the assignment of the option to the Issuer, upon exercise of the option by the Issuer, Mr. Dean and Dr. Zeitler will receive a royalty on production of US$0.01 per pound if the copper price is below US$0.80 per pound and US$0.015 per pound if the copper price is at or above US$0.80 per pound. The TSX VE has conditionally accepted the Issuer’s acquisition of MVC and final acceptance will be subject to the Issuer obtaining financing to fund the purchase price and receipt of approval of the majority of the Issuer’s shareholders.

In April 2003, the Issuer completed a $250,000 private placement consisting of units at a price of $0.16 per unit. Each unit consists of one common share of the Issuer and one-half of one warrant, with each full warrant entitling the holder to purchase an additional common share of the Issuer for two years at a price of $0.32 per share.

In May 2003, the Issuer announced a brokered private placement of common shares and warrants to raise up to CDN$42 million. The Issuer has entered into a non-binding letter of intent with Salman Partners Inc. and CIBC World Markets Inc. pursuant to which Salman Partners Inc. and CIBC World Markets Inc. are to act as co-lead agents for this financing.

On May 8, 2003, Roger Moss resigned from the Board of Directors, and Sidney Robinson was appointed to the Board in his place. Steven Dean was appointed Chairman of the Board, Klaus Zeitler was appointed President of the Issuer, and Roger Moss was appointed V.P. Exploration.

The business of the Issuer is highly dependent on its ability to raise equity capital. The following table summarizes share and special warrant issuances by the Issuer over the last four years, up to February 28, 2003.

Issued and outstanding	**Shares**	**Special Warrants**	**For Cash**	**For Property**	**Finder's Fee**	**Total**
At February 29, 2000	7,288,610					$3,851,084
Securities issued during the year	120,000		$20,400			
	66,666		$12,000			
		3,000,000	$448,171			
- At February 28, 2001	10,475,276					$4,331,655
Securities issued during the year	200,000(1)		$6,000			$4,337,655
	(8,006,457)(2)					
-At February 28, 2002	2,668,819					$4,337,655
Securities issued during the year	3,335,869		$688,500			$5,026,155
	330,000			$66,000		$5,092,155
	50,000				10,000	$5,102,155
- At February 28, 2003	6,384,688					$5,102,155

Notes

(1) Conversion of Debt
(2) Four to one share consolidation (January 30, 2002)

ITEM 4: NARRATIVE DESCRIPTION OF THE BUSINESS

4.1 GENERAL

The Issuer is in the business of exploring for commercially exploitable mineral deposits and locating other mineral related development opportunities. The principal properties of the Issuer are base- and precious metal-bearing properties that are located in Canada. The previous properties of the Issuer were located in central Mexico. These Mexican properties were sold to International Croesus Ventures Corp. during 2002. In Canada, the Issuer entered into an Option and Joint Venture Agreement dated January 22, 2002, pursuant to which the Issuer may acquire from Falconbridge Limited an undivided 55% interest in the Island Copper Property, Sault Ste. Marie Mining Division, Ontario, Canada. In addition, the Issuer acquired an option to acquire two other properties and staked a third property in the Sault Ste. Marie region of Ontario during 2002. In Quebec, the Issuer staked three separate claim blocks in the Caniapiscau region. Funding of work on the Issuer's properties has, in the past, been through a combination of equity placements and joint venture agreements with other exploration companies.

In March 2003, the Issuer entered into a letter of intent with Steven Dean and Klaus Zeitler to acquire an option to purchase 100% of the outstanding shares and debt of Minera Valle Central S.A. ("MVC") at a price of US$20,000,000, with US$16,600,000 payable on or before June 30, 2003. MVC, a private Chilean company with a copper production facility near Santiago, Chile, has a contract with Corporation Nacional del Cobre de Chile, Chile's state-owned copper producer, to process copper tailings from the El Teniente mine in Chile through 2021. The acquisition of MVC is subject to completion of a private placement to fund the purchase price, and receipt of approval of the majority of the Issuer's shareholders. The Issuer has no employees.

4.2 RISK FACTORS

An investment in the securities of the Issuer should be considered speculative due to the nature of the business of the Issuer and the present stage of its development. In evaluating the securities of the Issuer, the following factors should be considered:

1. *No Certainty that Minera Valle Central S.A. Acquisition will be Completed*

The acquisition of MVC is dependent on a number of factors, including satisfactory completion of legal, accounting, tax, environmental and technical due diligence, the completion of an equity financing to raise a minimum of CDN$26,000,000 and up to CDN$42,000,000, receipt of regulatory approval and receipt of the approval of a majority of the Issuer's shareholders, all on or before June 30, 2003. There is no guarantee that the financing will be completed on or before June 30, 2003, that the requisite approvals will be obtained on or before that date, or that the due diligence of the MVC operations will be satisfactory.

2. *No History of Profits or Dividends*

Other than MVC, none of the exploration properties in which the Issuer has or, may acquire an interest has commenced commercial production and the Issuer has no history of profits and has a substantial accumulated deficit. In addition, there is no guarantee that the Issuer's option partners will contribute their share of the exploration costs for the Issuer's resource properties. The Issuer has paid no dividends on its shares since incorporation and payment of dividends in the future is uncertain. The only sources of funds presently available to the Issuer are from the exercise of outstanding share purchase warrants and stock options, the sale of equity capital of the Issuer, or the sale by the Issuer of an interest in any of its properties in whole or in part. There can be no assurance that any outstanding warrants or options will be exercised, or that the Issuer will be able to sell further equity capital or interests in its properties, on favourable terms or at all. While the Issuer may generate additional working capital through the development or sale of its properties in whole or in part, there is no assurance that any such funds will be available for operations.

3. *Mineral Exploration And Development Risks*

Mineral exploration and mining operations generally involve a high degree of risk. Hazards such as unusual or unexpected formations and other conditions are involved. The Issuer may become subject to liability for pollution, cave-ins and other accidents, environmental hazards, the discharge of toxic chemicals and other hazards. Such occurrences, against which it cannot insure, or may elect not to insure, may delay exploration or production, increase exploration or production costs or result in liability. The payment of such liabilities may have a material, adverse effect on the Issuer's financial position.

There is a degree of uncertainty attributable to the calculation of ore reserves and corresponding grades to be mined or dedicated to future production. Until ore is actually mined and processed, ore reserves and ore grades must be considered as estimates only. In addition, the quantity of ore reserves may vary depending on mineral prices. Any material change in reserves or ore grades may affect the economic viability of the properties of the Issuer. In addition, there can be no assurance that recoveries in small-scale laboratory tests will be duplicated in larger scale tests under on-site conditions or in production scale processing.

4. *Exploration For And Development Of Mineral Deposits Is Speculative*

The exploration for and development of mineral deposits is a speculative venture necessarily involving substantial risks. There is no certainty that the expenditures to be made by the Issuer will result in discoveries of commercially viable mineral deposits. Few properties that are explored are ultimately developed into producing mines. If exploration on any of the Issuer's properties is successful, major expenses will be required to establish ore reserves, develop metallurgical processes and construct mining and processing facilities at a particular site. There is no assurance that the current exploration programs planned by the Issuer will result in a profitable commercial mining operation.

5. Additional Funding Requirements

Future resource property acquisitions and exploration programs will require additional financing. If the Issuer's exploration programs are successful, additional funds will be required to develop the properties and, if successful, to place them into commercial production. There is no assurance that the Issuer will be successful in raising additional funds or that additional funds can be obtained on terms acceptable to the Issuer.

6. Title Matters

The Issuer has taken and will continue to take all reasonable steps, in accordance with the laws and regulations of the jurisdictions in which its properties are located, to ensure proper title of the properties it may acquire in the future, either at the time of acquisition or prior to any major expenditures thereon. This, however, should not be construed as a guarantee of title. There are no assurances that the Issuer will obtain title. Both presently owned and after-acquired properties may be subject to prior unregistered agreements, transfers, land claims or other claims or interests and title may be affected by undetected defects. The Issuer will attempt to obtain clear title and obtain legal opinions commensurate to the intended level of expenditures required on areas that show promise. There can be no assurance, however, that the Issuer will be successful in doing so.

7. Foreign Countries And Regulatory Requirements

Mineral and mining and producing activities in Chile may be affected in varying degrees by political stability and government regulations relating to the applicable industry and foreign investors therein. Any changes in regulations or shifts in political conditions are beyond the control of the Issuer and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, environmental legislation and mine safety. The developing country status and political climate of Chile may make it more difficult for the Issuer to obtain any required project financing from senior lending institutions because such lending institutions may not be willing to finance projects in Chile due to the possible investment risk. To date, the Issuer has not applied to any such senior lending institutions for financing.

8. Environmental and Other Regulatory Requirements

The current or future operations of the Issuer, including development activities and commencement of production on its properties, require permits from various federal, provincial, and local governmental authorities and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters.

The further development of the properties of the Issuer will require the cooperation of various governments having jurisdictions including the granting of additional rights to explore for and mine on the properties.

Companies engaged in the development and operation of mines and related facilities generally experience increased costs, and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. The Issuer believes it is in substantial compliance with all material laws and regulations that currently apply to its activities. There can be no assurance, however, that all permits which the Issuer may require for construction of mining facilities and conduct of mining operations will be obtainable on reasonable terms or that such laws and regulations would not have an adverse effect on any mining project which the Issuer might undertake. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Regulatory requirements and environmental standards are subject to constant evaluation and may be significantly increased, which could significantly adversely affect the business of the Issuer. Any mining operations involving the

Issuer may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation often includes provisions relating to restrictions and prohibitions on spills, releases or emissions of various substances produced in association with operations, which would result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner, which means stricter standards and enforcement, and fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with environmental legislation and changes in such legislation has a potential to reduce the profitability of operations below an acceptable level. Stricter standards in environmental legislation may be imposed on the industry or the Issuer in the future, which could materially and adversely affect the business of the Issuer or its ability to develop its properties on an economic basis.

9. Permits and Licences

The operations of the Issuer may require licences and permits from various governmental authorities. There can be no assurance that the Issuer will be able to obtain all necessary licences and permits that may be required to carry out exploration, development and resource extraction operations on its properties.

10. Metal Prices

Metal prices fluctuate widely and are affected by numerous factors beyond the control of the Issuer, including international economic and political trends, expectation of inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities, and world wide production levels. The effect of these factors cannot accurately be predicted.

11. Marketability Of Minerals

The marketability of minerals, which may be acquired, discovered or produced by the Issuer, will be affected by numerous factors beyond the control of the Issuer. These factors include market fluctuations (including price), the proximity of metal markets and processing equipment, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, the import and export of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Issuer not receiving an adequate return on invested capital.

12. Competition

Significant and increasing competition exists for the limited number of mineral acquisition opportunities available. As a result of this competition, some of which is with large established mining companies with substantial capabilities and far greater financial and technical resources than the Issuer, the Issuer may be unable to acquire additional attractive resource properties on terms it considers acceptable. Accordingly, there can be no assurance that the Issuer's exploration and acquisition programs will yield any reserves or result in any commercial operations.

13. Repatriation Of Earnings

There is no assurance that Chile or any of the countries in which the Issuer may operate in the future will not impose restrictions on the repatriation of earnings to foreign entities.

14. Currency Fluctuations

The operations of the Issuer in Chile or any of the countries in which the Issuer may operate are subject to currency fluctuations and such fluctuations may materially affect the financial position and results of the Issuer.

15. Foreign Exchange

The Issuer may be subject from time to time to foreign exchange controls in Chile and in other countries in which it may operate outside of Canada.

16. Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Issuer may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Issuer.

17. Land Claims

The properties of the Issuer may be subject to land claims, which may affect the Issuer's ability to explore, develop, and exploit its properties.

18. Price Volatility Of Public Stock

Publicly quoted securities are subject to a relatively high degree of price volatility. It may be anticipated that the quoted market for the common shares of the Issuer will be subject to market trends generally, notwithstanding any potential success of the Issuer's exploration programs.

19. Shares Reserved For Future Issuance

The Issuer has reserved shares for issuance. The Issuer may also enter into commitments in the future which would require the issuance of additional common shares and the Issuer may grant additional share purchase warrants and stock options. Any issue of shares currently reserved for future issuance may result in dilution to the existing shareholdings of investors. In particular, the Issuer currently proposes to issue a minimum of CDN$26,000,000 and up to CDN$42,000,000 in equity securities to fund the purchase of MVC. This will result in substantial dilution to existing shareholders.

20. Management

The business of the Issuer is highly dependent on the technical and financial ability of the management of the Issuer. Any change in management of the Issuer could therefore have a negative effect on the business of the Issuer.

21. Conflicts of Interest

Some of the directors and officers of the Issuer are, or may be, on the board of directors of other natural resource companies from time to time resulting in conflicts of interests. In addition, Steven Dean and Klaus Zeitler are directors of the Issuer and, if the acquisition of MVC is completed, will hold a royalty on all production by MVC. There is the potential for a conflict of interest between the interest of Mr. Dean and Dr. Zeitler and the interest of the Issuer. These conflicts will be resolved in accordance with the governing legislation regarding conflicts of interests.

4.3 ACQUISITION OF MINERA VALLE CENTRAL S.A.

General

In March 2003, the Issuer entered into a letter of intent with Steven Dean and Klaus Zeitler to acquire, by way of assignment, an option to purchase 100% of the outstanding shares and debt of Minera Valle Central S.A ("MVC"). MVC, a private Chilean company with a copper production facility near Santiago, Chile, has a contract with Corporation Nacional del Cobre de Chile ("Codelco"), Chile's state-owned copper producer, to process copper tailings from the El Teniente mine in Chile through 2021.

Steven Dean and Klaus Zeitler acquired the option to purchase the shares and debt of MVC from a number of MVC's shareholders in Chile, and may exercise the option until June 30, 2003 by payment of US$16,600,000. The balance of the purchase price, US$3,400,000, will be paid as follows: if the average copper price is over US$0.82 per pound for the first three years, the Issuer may elect to pay in cash or shares three years after the closing date. If the Company elects to pay in shares, the vendors may decline to accept the shares, in which case the payment will be made in cash five years after the closing date. If the average price of copper for the first three years is at or below US$0.82 per pound, payment will be made in cash five years after the closing date. As consideration for the assignment of the option to the Issuer, upon exercise of the option by the Issuer, Mr. Dean and Dr. Zeitler will receive a royalty on production of US$0.01 per pound if the copper price is below US$0.80 per pound and US$0.015 per pound if the copper price is at or above $0.80 per pound. The TSX VE has conditionally accepted the Issuer's acquisition of MVC and final acceptance will be subject to the Issuer obtaining financing to fund the purchase price and receipt of approval of the majority of the Issuer's shareholders.

Underlying Contracts with Codelco El Teniente and Empressa Nacional de Mineria

The El Teniente concentrator tailings are currently processed by MVC pursuant to a contract originally completed in 1991 and amended in 1996 and 2002. The tailings supply contract with Codelco El Teniente runs until at least 2021. Pursuant to the amendment made in 2002, MVC negotiated a supplementary source of higher grade tailings from the Colihues tailings impoundment which could be treated at up to 10,000 tpd. The contract with Codelco sets out that the supply of fresh El Teniente tailings is scheduled to increase to over 121,000 tpd by 2004, as set out in the following schedule, although the engineering estimates received are somewhat higher:

FUTURE FRESH TAILINGS PROJECTION TABLE

Year	Tons of Tailings (TPD)	Copper Grade(% Cu T)	Tons of Copper (fmt)	Year	Tons of Tailings (TPD)	Copper Grade(% Cu T)	Tons of Copper (fmt)
2001	94,207	0.15	52,632	2013	121,606	0.11	48,381
2002	95,129	0.15	52,827	2014	121,685	0.11	48,759
2003	110,664	0.15	58,982	2015	121,724	0.11	50,140
2004	121,677	0.12	52,668	2016	121,878	0.11	47,219
2005	121,694	0.11	50,289	2017	122,020	0.11	47,858
2006	121,709	0.12	52,504	2018	122,049	0.11	46,900
2007	121,591	0.12	51,123	2019	122,122	0.10	45,922
2008	121,539	0.12	52,572	2020	122,122	0.10	44,862
2009	121,454	0.13	55,113	2021	122,338	0.10	45,679
2010	121,468	0.13	55,637	2022	122,338	0.10	44,449
2011	121,477	0.12	53,746	2023	122,179	0.11	47,794
2012	121,617	0.11	49,667	2024	122,157	0.11	50,913
2013	121,606	0.11	48,381	2025	111,574	0.11	43,068

Codelco El Teniente has agreed to provide a total of 1,063,480 tonnes of fine copper for the period from January 1, 2001 to December 31, 2021. If the total copper content during the period falls below that amount by more than 10%, the term of the contract shall be extended by the proportion corresponding to the fine copper deficit exceeding such 10%. Otherwise, the contract terminates on December 31, 2021.

A royalty is payable to Codelco under a formula based on the grade of the tailings and the price of copper. At the present and projected grades of the tailings, no royalty is payable as long as the price of copper is $0.80 per pound or below. At copper prices above $0.80, the royalty will range on a sliding scale from 0 (at US$0.80 per pound) up to $0.135 per pound if the copper price is US$1.30 or above. The maximum royalty payable under the agreement is $0.135 per pound.

The concentrate produced by the MVC operation is processed under a smelting contract with Empresa Nacional de Mineria ("Enami") dated May 1, 2002. The contract with Enami provides for customary terms and conditions with a current treatment charge of US$78 per tonne of concentrate and a refining charge of US$0.078 per pound of contained copper. The treatment and refining charges are adjusted annually based on prevailing market terms. Under price support agreements made between 1998 and 2002, Enami provided loans to MVC, the current outstanding amount of which is approximately US$2.3 million. These loans bear interest at prime plus 2%. A portion of the outstanding amount of the loans is repayable from future sales of copper when the copper price is above US$0.75, and a portion only becomes repayable when the copper price exceeds US$0.82 per pound.

Minera Valle Central Operations

The following is the summary of a technical report prepared by AMEC International (Chile) S.A. dated May, 2003. The full report may be found with the Issuer's filings at www.sedar.com and is incorporated by reference.

Amerigo Resources Ltd. (Amerigo) is arranging to purchase Minera Valle Central S.A. (MVC). MVC is a private Chilean company that extracts copper from tailings discharged from CODELCO's El Teniente concentrators. The tailings are then returned to El Teniente's tailings disposal system. AMEC International (Chile) S.A. (AMEC) was contracted by Amerigo to provide a review of the past and future operation of MVC.

MVC currently has 19 years remaining on its tailings supply contract with El Teniente. It has also negotiated a supplementary source of higher grade tailings from the Colihues tailings impoundment. MVC plans to treat 10,000 tpd of tailings from Colihues, mixed with the fresh tailings from El Teniente. El Teniente currently supplies approximately 90,000 tpd of fresh tailings and this is scheduled to increase to 126,000 tpd in 2004 and to 130,000 tpd from 2005 on completion of its expansion program.

AMEC's scope and hence also this report covers the technical and production aspects of the present and potential future operation. Legal, specific tax issues and economic analysis are not covered.

MVC's operation is located in Region VI in central Chile, approximately 8 km east of the city of Rancagua. The site is 36 km west of the El Teniente mine and adjacent to the Colihues tailings impoundment. The Colihues impoundment was used from 1977 to 1987, El Teniente now deposits its tailings in the Carén impoundment that is 50 km east of the MVC site.

MVC first started recovering copper by reprocessing El Teniente tailings in 1992. The plant was expanded in 1997 and the current design capacity is 100,000 tpd.

El Teniente has been in operation since 1904 and is the world's largest underground copper mine. Current production is around 90,000 tpd of ore (although it has been as high as 100,000 tpd) at an average grade of 1.16 %Cu. El Teniente has reported more than 3 billion tonnes in reserves and at the expanded production rate of 130,000 tpd of ore has more than 60 years life remaining. El Teniente has provided its production plan that shows it will produce 1,139 million tonnes of tailings over the next 25 years at an average grade of 0.112 %CuT (Total Copper) and 0.03 % Soluble Cu. AMEC recommends that the tonnage forecast be discounted by 3.5%. This will not significantly affect MVC's production.

Production records from El Teniente indicate that there are 213 million tonnes of tailings in the Colihues impoundment at an average grade 0.26 %CuT. This represents a potentially significant additional supply of high grade tailings for MVC.

MVC plans to extract the tailings from the Colihues impoundment using a dredge pump on a floating platform. Pilot dredging trials have been carried out where up to 4,000 tpd of tailings were extracted at a sulphide copper grade of 0.2% Cu.

The existing MVC process plant is well designed and maintained and is in good condition. In 2002 it produced 10,650 tonnes of copper in concentrate. AMEC has estimated that the plant could produce 12,160 tonnes per annum of copper in concentrate from the expanded El Teniente production (122,000 tpd at 0.12% total copper). No plant modifications would be required.

AMEC has estimated (at rough order of magnitude level) that improvements to the primary classification and flotation sections of the plant plus the installation of a circuit to reprocess rougher tailings could potentially increase production to 15,490 tpa of copper in concentrate at a capital cost of US$3 million. The treatment of 10,000 tpd of Colihues tailings would increase production to an estimated 19,470 tpa of copper in concentrate at an additional cost of US$4.7 million.

MVC reported total cash operating costs to cathode of cUS62.7 per pound for 2002. AMEC reviewed these costs and considers them reasonable. At the expanded production levels indicated above, AMEC has estimated the following operating costs.

- 12,160 tpa Cu in concentrate, cUS58.2/lb.
- 15,490 tpa Cu in concentrate, cUS53.4/lb.
- 19,470 tpa Cu in concentrate, cUS52,2/lb.

An environmental review was carried out. The MVC plant was put into operation before the current environmental regulations were enacted. It was not required to obtain an environmental permit at that time. However, for any planned expansion the entire plant must be submitted for approval. AMEC held discussions with the local environmental authority. The required permits can be obtained through the submission of an Environmental Impact Statement. This is a less exacting document than an Environmental Impact Assessment. Approval has already been received from the environmental authority (CONAMA) to treat Colihues tailings, however, approval will also be required from the National Service for Geology and Mining (SERNAGEOMIN) regarding stability aspects of the dam.

MVC is still awaiting receipt of its official operating permit from SERNAGEOMIN. All documentation has been submitted and no issues are expected.

There is no certainty that the acquisition of Minera Valle Central S.A. will be completed or that the operations of Minera Valle Central S.A. will be profitable in the future. See "Risk Factors".

4.4 MINERAL EXPLORATION PROPERTIES

Coppercorp Property, Sault Ste. Marie, Ontario

Description and Location

The Coppercorp Property is located in Ryan Township, Sault Ste. Marie Mining Division, Sault Ste. Marie, Ontario. Access to the property is by paved Highway 17 (The Trans-Canada Highway) to the Mamainse Point area, approximately 90 kilometres north of Sault Ste. Marie. A system of logging roads provides further access to the interior of the property. The property consists of 23 unpatented, contiguous claims in 203 claim units. Many of these claims (16) occur within the Montreal Mining Company Sand Bay Location, ground that was closed for staking until June 1, 2002.

Acquisition

The Issuer acquired an option to earn a 100% interest in the property from Terrence Stanley Nicholson, Domenic William Pipoli and William Edward Gibb, a group of three prospectors, by way of an option agreement dated 11th September 2002.

In order to earn the 100% interest, the Issuer has agreed to:

(1) Pay $30,000 cash and issue 200,000 common shares on approval of an option agreement (done),

(2) Issue a further 400,000 common shares and pay a further $70,000 cash over 4 years, provided that the Issuer may, at its option, issue shares of equivalent value in lieu of cash for all but the initial cash payment, and pay cash in lieu of issuing shares,

(3) Spend $200,000 on exploration on the property over 4 years, and

(4) Provide the optionors with a net smelter return royalty of 3% from any future production from the property. The Issuer has retained an option to buy back 1.5% of the royalty for $1,500,000.

On May 9, 2003, the Issuer negotiated for an amendment to the payment terms on the Coppercorp Property. Remaining share payments are reduced from 400,000 common shares to 300,000 common shares, while the cash payments increase to $75,000 and the exploration commitment increases to $400,000 over four years. The amendment to the terms is conditional upon the completion of the MVC acquisition, and a formal amendment agreement has not yet been completed.

Geology and Exploration

The target of exploration on the Coppercorp Property is iron oxide-copper-gold (IOCG) mineralization of the Olympic Dam-type. The property covers the past producing Coppercorp Mine that produced 1.02 million tons of chalcocite-rich ore at an average grade of 1.16% Cu along with 1,964 oz gold and 237,603 oz silver from 1965 until closing in 1972. The mining lease covering the property was only opened for staking in 2002, and has remained largely unexplored over the intervening 30 years.

At the Coppercorp mine site, mineralization is hosted by quartz veins that occur in fault-related breccias commonly cemented by iron oxide. Chlorite and sericite alteration occurs in the wallrock to the veins. Copper sulphides, dominantly chalcocite with lesser chalcopyrite and bornite, are usually accompanied by specular hematite. Numerous other copper occurrences occur on the Coppercorp property, and a sampling program in the fall of 2002 obtained values up to 10.71% copper over 0.6 meters, 3.34% copper and 3.3 grams/tonne gold over 0.45 meters from occurrences along strike to the north of the mine site. In addition, a value of 41.75% Cu was obtained from a chalcocite-rich boulder, the source of which has not been found.

Although copper is the main commodity of interest at Coppercorp some of the occurrences are also enriched in silver and gold. Values up to 121-grams/tonne silver were found in the recent sampling program, and values up to 19.5 grams/tonne gold have been reported from historical sampling. The Issuer is planning an exploration program for 2003 and intends to define targets for a fall drill program.

Additional material regarding the Coppercorp property is contained in the Coppercorp Technical Report dated September 26, 2002 (SEDAR filed on October 10, 2002). Readers should refer to that report for further information, which is incorporated by reference.

Island Copper Property, Sault Ste. Marie, Ontario,

Description and Location

The Island Copper Property consists of four claims totaling 23 units and five surface and mining leasehold patents. The property is located approximately 19 kilometres northeast of Sault Ste. Marie, Ontario. Access to the property is by means of paved Highway 556 that runs east of Highway 17 through the south of the property.

Acquisition

Under the terms of a November 15, 2001 letter of intent and subsequent and joint venture agreement dated January 22, 2002 (the “Falconbridge Agreement”), the Issuer has the option to acquire from Falconbridge Limited (“Falconbridge”) an undivided 55% interest in the Island Copper property, Sault Ste. Marie Mining Division, Ontario. To earn the interest, the Issuer must make the following expenditures over a 3 year time frame:

(i) C$100,000 during the first year for an aggregate total of C$100,000;

(ii) C$100,000 during the second year for an aggregate total of C$200,000; and

(iii) C$50,000 during the third year for an aggregate total of C$250,000.

Only the first expenditure amount of C$100,000 is considered a firm commitment. In addition, the Issuer must issue to Falconbridge common shares of the Issuer in the following tranches:

(i) 50,000 common shares within 90 days of signing the Falconbridge Agreement (issued);

(ii) 50,000 common shares upon the first anniversary of Falconbridge Agreement for an aggregate total of 100,000 common shares.;

(iii) 50,000 common shares upon the second anniversary of Falconbridge Agreement for an aggregate total of 150,000 common shares; and

(iv) 50,000 common shares upon the third anniversary of Falconbridge Agreement for an aggregate total of 200,000 common shares.

Upon the Issuer earning an undivided 55% interest in the Island Copper Property, a 55%: 45% venture will be formed with industry standard joint venture terms governing the joint venture. Alternatively Falconbridge may exercise a one-time option to increase its interest in the property to 65% by electing, within 90 days of the Issuer having earned its 55% interest, to complete a bankable feasibility study on the property. If, based upon the outcome of the bankable feasibility study a production decision is made, Falconbridge shall have 90 days to exercise a one-time option to increase its interest further to 75% by arranging for mine financing. Falconbridge will become operator during the aforementioned 90 day periods. Should Falconbridge not exercise its right to increase its interest above 45%, the 55:45 joint venture relationship between the Issuer and Falconbridge will continue to operate with the Issuer as operator under the formal joint venture agreement. The joint venture partners will contribute, on a pro-rata basis, to exploration expenditures agreed upon by both companies. Failure by either party to contribute its share to agreed-upon exploration expenditures on the property will result in dilution of such defaulting party's interest. Should either party's interest in the property be diluted to 10% or less, that party's interest in the property will automatically revert to a 2% NSR. In the event that either party's interest reverts to a 2% NSR, the other party shall have the option to purchase 1% of the NSR for CDN$1,000,000.

Geology and Exploration

The target of mineral exploration on this property is an iron oxide copper-gold deposit. Previous work on the property has outlined copper-rich mineralization contained in albite-rich granite that crops out intermittently over an areal extent of 430 metres by 290 metres. Drilling performed in the mid 1960s and early 1970s in the immediate vicinity of the mineralized outcrop produced intersections of 0.83% Cu over 15.98 metres and 4.02% Cu over 9.5m, 6.22% Cu that included 1.7 g/tonne Au over 3.05 metres.

The albite granite appears to be related to Keweenawan-aged rifting, and has intruded Archean–aged rocks of the Gros Cap batholith along two intersecting faults. Both the intrusion and the Archean country rock are brecciated in places, with the albite granite containing chalcopyrite and specular hematite veinlets. It appears that the intrusion did not break through to surface, but was capped by the gneiss of the Gros Cap Batholith. This implies that the gneiss would have contained the hydrothermal system responsible for the mineralization in the granite.

Prior to the Issuer's involvement in the property, work by Falconbridge outlined a zone of coincident high gravity and chargeability that covers an area of gneiss outcrop. A recent detailed aeromagnetic survey flown for the Issuer also indicated a linear east-west anomaly offset to the south of the gravity and chargeability anomalies. Together these anomalies may indicate the presence of mineralization either within or below the gneiss. In addition, discoveries of iron-oxide copper gold deposits elsewhere in the world have been made by drilling such anomalies.

The Issuer has recently finished a first stage-drilling program on the Island Copper Project. A total of 992 metres of drilling in four holes tested the depth extent and continuity of previously outlined copper and gold mineralization as well as coincident chargeability and residual gravity anomalies. Drilling intersected sulfide mineralization in all four holes, with chalcopyrite, commonly accompanied by hematite, present in three of the four holes. Well-developed potassic and iron-oxide alteration, as well as localized albitic (sodium-rich) alteration was observed in the drill holes. This style of alteration and mineralization is consistent with that associated with Iron Oxide Copper Gold (IOCG) deposits elsewhere in the world. The best intersection of the program was an eight metre intersection that averaged 1.5% copper and 0.2 grams/tonne gold, that included 4.44% copper and 0.5 grams/tonne gold over two meters.

An exploration program consisting of structural mapping and geochemistry is being planned for 2003 in order to further define drill targets.

Additional material regarding the Island Copper property is contained in the Island Copper Technical Report dated February 2002 (SEDAR filed on June 18, 2002) and the Update Island Copper Technical Report dated April 5, 2003 (SEDAR filed with this Annual Information Form). Readers should refer to these reports for further information which is incorporated by reference.

Bellevue Property, Sault Ste. Marie, Ontario

Description and Location

The Bellevue property, staked during February 2002 in Aweres and Van Koughnet Townships, consists of 44 units (approximately 704 hectares) adjoining the Island Copper property to the east and south. It is located approximately 18 kilometres northeast of Sault Ste. Marie. The infrastructure is excellent, as both paved highway 556 and the Algoma Central Railway line run through the property.

Geology and Exploration

The claims cover the eastward extension of the contact between the Archean and Proterozoic rocks that occurs on the Island Copper property. The Proterozoic rocks consist of clastic sedimentary rocks of the Aweres Formation and volcanic rocks of the Elliot Lake Formation. Several faults occur in the area, including the highway fault that separates the Archean from the Proterozoic rocks. This fault is truncated and cross cut by a regional scale north-northwest trending fault immediately north of Upper Island Lake.

Several mineral occurrences are covered by the claims, including hematite associated with faulted Huronian rocks immediately east of Highway 556, a copper occurrence at the north end of Upper Island Lake and an unidentified radioactive occurrence, reported south of Highway 556 in the vicinity of Aweres Lake. A positive 440 gamma aeromagnetic anomaly occurs in the northeast portion of the property.

A recent Ontario Geological Survey report on exploration opportunities in Jarvis and Aweres Townships cites the area covered by the Bellevue property as being prospective for iron oxide copper-gold deposits. The presence of intersecting faults, hematite (in part after magnetite) in the Huronian sedimentary rocks and aeromagnetic anomalies all contribute to the prospectivity of the area.

Although work on the property has been limited since it was staked, a recent airborne survey, flown for the Issuer early in 2003, indicates a large (approximately 3km by 3km) magnetic anomaly in the northeastern portion of the property. The source of the anomaly is unknown, and the Issuer is planning a first stage exploration program consisting of geological mapping and sampling to follow up on the anomaly.

Deroche Property, Sault Ste. Marie, Ontario

Description and Location

The Deroche Property consists of 2 claims situated in Deroche Township, Sault Ste. Marie Mining Division, and is located approximately 25km northeast of Sault Ste. Marie. Access to the property is by paved highway 556 followed by a gravel road that runs through the property.

Acquisition

An option to acquire a 100% interest in the two claims comprising the Deroche Property from George Lucuik was signed on March 8, 2002. The Issuer has issued 30,000 shares to Mr. Lucuik, and must spend $30,000 in exploration on the property over two years in order to earn the interest.

Geology and Exploration

The 208-hectare property covers a fault-bounded block within Archean granite. Huronian sedimentary rocks intruded by Nipissing diabase occur within the fault-block. The southernmost fault is an extension of the regional scale Bellevue fault, which is reported to contain abundant hematite. Hematite also occurs on the property, both in the Huronian sedimentary rocks and in the granite, which is locally brecciated and contains quartz veins/stockworks associated with the specular hematite. An 80 gamma aeromagnetic anomaly occurs in the southwest portion of the property.

The property has no record of previous exploration, but based on the faulting, the presence of granite breccia, hematite and the aeromagnetic anomaly, it is thought to be prospective for iron oxide copper-gold deposits.

Only limited mapping and sampling were carried out on the property during 2002. Further mapping and sampling will be carried out during 2003.

Caniapiscau Property, Quebec

Description and Location

The Caniapiscau property, located near the Caniapiscau reservoir in central Quebec, was map-staked by the company during February 2002 and covers an area of 273.6 km2 in three claim blocks. Approval of title by the Quebec Ministry of Natural Resources was received in May 2002.

A gravel road (the Trans Taïga) that runs to the south of the properties provides good access to this remote region. The road links the Mattagami-Radisson road in the west with the Caniapiscau Reservoir. The Fontanges airport is located approximately 30 kilometres southwest of the westernmost claim block.

Geology and Exploration

The property is believed to be prospective for diamonds, and was selected based on its tectonic setting within the Wemindji-Caniapiscau structural corridor of the Archean-aged Superior Province, an association with regional scale faults and lineaments, and its proximity to nepheline syenite intrusions of the Niaux alkaline suite. Lake bottom sediment and aeromagnetic data were used to further refine the initial area. The three claim blocks were staked to cover circular aeromagnetic anomalies and lake sediments anomalous in chromium, barium, cerium, strontium and nickel since these features may indicate the presence of kimberlite intrusions.

The geology of the area is dominated by Archean tonalite, trondhjemite and paragneiss cross cut by numerous northerly to northeasterly trending faults. Two intrusions of the Niaux alkaline suite occur to the southwest and south of the Caniapiscau claims, and several diabase dikes of the Mistassini dike swarm occur in the area.

No work was carried out on this property during 2002.

Mexican Properties

Under the terms of a May 27, 2002 agreement, the Issuer agreed to sell its seven Mexican properties (El Gordo, Kabah, Santa Isabel, Madunfo, Madunfo I, El Varal and Chankol) to International Croesus Ventures Corp. ("Croesus") for 300,000 common shares of Croesus. The transaction was completed in September 2002. The 300,000 common shares of Croesus, which were subject to a statutory hold period, were exchanged with a Croesus shareholder for 250,000 free trading shares of Croesus and were sold during the year for net proceeds of $117,568.

ITEM 5: SELECTED CONSOLIDATED FINANCIAL INFORMATION

The Issuer's accounting policy with respect to deferred exploration costs is to capitalize expenditures incurred and charge the amounts to income when properties are developed to a stage of commercial production, through unit of production depletion. If an area of interest is abandoned or if it is determined that its value is less than book value, the related costs are charged against income in the year of abandonment or determination of value.

The following table illustrates selected consolidated financial information of the Issuer for, and as at the end of, each of the last three fiscal years of the Issuer up to and including February 28, 2003. This financial information is derived from the audited consolidated financial statements of the Issuer for the years ended February 2003, 2002 and 2001.

	February 28 (Audited)	February 28 (Audited)	February 28 (Audited)
	2003	2002	2001
Revenues (Interest and investment income)	$ 1,530	$ 5,997	$ 6,578
Write-off of Resource properties	-	$ 71,232	$ 302,357
Foreign Exchange Gain (Loss)	($ 528)	-	$ 192
General & Administration expenses	$ 220,897	$ 216,840	$ 213,392
Net Loss	$ 93,146	$ 291,169	$ 509,171
Working Capital	$ 136,948	($ 120,219)	$ 89,262
Properties:			
Acquisition Costs, Deferred Exploration & Development	$ 380,298	$ 88,638	$ 71,232
Other Assets	-	-	$ 3,094
Liabilities			
Loan*	-	$ 50,000	
Shareholder's Equity			
Capital Stock	$5,067,018	$4,337,655	$ 4,331,655
Warrants	-	-	-
Deficit	($4,552,382)	($4,459,236)	($4,168,067)
Number of Securities	6,384,688	2,668,819	10,475,276

* Unsecured loan from Welcome Opportunities Ltd. (now Endeavour Mining Capital Corp.) The Issuer repaid the loan in February 2003 with $2,500 of interest.

For the Four Quarters for Fiscal 2003	**Q1**	**Q2**	**Q3**	**Q4**
Net sales or revenues ($)	Nil	Nil	Nil	Nil
Income or loss before discontinued operations and extraordinary items ($)	see below	see below	see below	see below
Income or loss before discontinued operations and extraordinary items, per share ($)	see below	see below	see below	see below
Income or loss before discontinued operations and extraordinary items, per share fully diluted ($)	see below	see below	see below	see below
Net income (or loss) before recovery of mineral properties previously written off($)	(45,011)	(67,818)	(31,893)	(65,992)
Net income (or loss) after recovery of mineral properties previously written off($)	(45,011)	(67,818)	74,867	(55,184)
Net income (or loss), per share ($)	(0.014)	(0.014)	0.013	(0.009)

For the Four Quarters for Fiscal 2003	Q1	Q2	Q3	Q4
Net income or loss, per share fully diluted	anti-dilutive	anti-dilutive	anti-dilutive	anti-dilutive
For the Four Quarters for Fiscal 2002	**Q1**	**Q2**	**Q3**	**Q4**
Net sales or revenues ($)	Nil	Nil	Nil	Nil
Income or loss before discontinued operations and extraordinary items ($)	see below	see below	see below	see below
Income or loss before discontinued operations and extraordinary items, per share ($)	see below	see below	see below	see below
Income or loss before discontinued operations and extraordinary items, per share fully diluted ($)	see below	see below	see below	see below
Net income (or loss) before mineral property written off ($)	(26,917)	(51,801)	(40,215)	(101,003)
Net income (or loss) after mineral property written off ($)	(26,917)	(51,801)	(108,960)	(103,490)
Net income (or loss), per share ($)	(0.002)	(0.004)	(0.010)	(0.009)
Net income or loss, per share fully diluted	anti-dilutive	anti-dilutive	anti-dilutive	anti-dilutive

Dividend Policy

The Issuer has not paid any dividends on its common shares. The Issuer has no present intention of paying dividends on its common shares, as it anticipates that all available funds will be invested to finance the growth of its business.

ITEM 6: MANAGEMENT DISCUSSION AND ANALYSIS

The following discussion of the financial condition, changes in financial condition and results of operations of the Issuer for the years ended February 28, 2003, 2002 and 2001 should be read in conjunction with the consolidated financial statements of the Issuer and the related notes. Unless expressly stated otherwise, all references to dollar amounts in this section are to Canadian dollars.

Overview

The Issuer is a resource exploration company engaged in the acquisition and exploration of mineral properties with the aim of developing them to a stage where they can be exploited at a profit. The Issuer's head office is located in Vancouver, British Columbia.

RESULTS OF OPERATIONS

Year Ended February 28, 2003 Compared to Year Ended February 28, 2002

For the fiscal year ended February 28, 2003, the Issuer had a loss of $93,146 compared with a loss of $291,169 for the same period in 2002. General and administrative expenses increased slightly to $220,897 for the year ended February 28, 2003 from $216,840 for 2002.

Investment income decreased to $1,530 for the year ended February 28, 2003 as compared to $5,997 for 2002. There was a loss of $528 on foreign exchange in the year ended February 28, 2003 as compared with no gain or loss in 2002.

Year Ended February 28, 2002 Compared to Year Ended February 28, 2001

For the fiscal year ended February 28, 2002, the Issuer had a loss of $291,169 compared with a loss of $509,171 for the same period in 2001. General and administrative expenses increased slightly to $216,840 for the year ended February 28, 2002 from $213,392 for 2001.

The Issuer elected to write-off the acquisition and exploration costs, net of recoveries, incurred on its Mexican properties in the aggregate of $71,232.

Investment income decreased to $5,997 for the year ended February 28, 2002 as compared to $6,578 for 2001. There was no gain or loss on foreign exchange in the year ended February 28, 2002 as compared with a gain of $192 in 2000.

Year Ended February 28, 2001 Compared to Year Ended February 29, 2000

For the fiscal year ended February 28, 2001, the Issuer had a loss of $509,171 compared with a loss of $202,052 for 2000. General and administrative expenses increased to $213,392 for the year ended February 28, 2001 from $202,996 for 2000. This increase reflected increased general prospecting and distribution of shareholder information.

Following cessation of exploration activity on the Apolo and Venus claims in Guanajuato, Mexico, the Issuer elected to write-off acquisition and exploration costs, net of recoveries, incurred on those properties in the aggregate of $302,357.

Investment income increased to $6,578 for the year ended February 28, 2001 as compared to $944 for 2000. The increase was due to the larger amount of cash reserves held by the Issuer. A foreign exchange gain of $192 in the year ended February 28, 2001 was realized compared with a loss of $2,493 incurred in 2000.

FINANCIAL CONDITION AND LIQUIDITY

The Issuer at present has no income from operations and none is likely in the near future unless the acquisition of MCV is completed. The Issuer is therefore dependent on raising funds by the issuance of shares or disposing of interests in its mineral properties (by options, joint ventures or outright sales) in order to finance its operations in the medium and long term. There can be no assurance that the Issuer will be successful in raising the required financing. See "Risk Factors".

The Issuer's financial performance is dependent on many external factors. The Issuer expects that any revenues it may earn from its operations in the future will be from the sale of metals. Both prices and markets for metals and minerals are cyclical, difficult to predict, volatile, subject to government price fixing and controls and availability and cost of funds for exploration, development and production costs are difficult to predict. These changes and events could materially affect the financial performance of the Issuer. The Issuer receives interest income that fluctuates depending on the level of the Issuer's balances in interest bearing accounts

The Issuer had working capital as at February 28, 2003 of $136,948 compared to a working capital deficiency as at February 28, 2002 of ($120,219) and working capital as at February 28, 2001 of $89,262.

The Issuer had deferred expenditures on mineral properties, net of recoveries and write-offs, of $380,298 as at February 28, 2003. The Issuer had deferred expenditures on mineral properties, net of recoveries and write-offs, of $88,638 as at February 28, 2002. As at February 28, 2001, the Issuer had deferred expenditures on mineral properties, net of recoveries and write-offs, of $71,232.

The Issuer's share capital at February 28, 2003 was $5,067,018 compared to $4,337,655 at February 28, 2002, and $4,331,655 at February 28, 2001. The Issuer's deficit was ($4,552,382) as at February 28, 2003, ($4,459,236) as at February 28, 2002 and ($4,168,067) as at February 28, 2001.

As at February 28, 2003, February 28, 2002 and February 28, 2001, the Issuer had no bank loans or long-term debt outstanding.

During the fiscal year ended February 28, 2003, the Issuer completed three private placement financings. On March 13, the Issuer completed a private placement financing for net proceeds of $100,000. On August 21, 2002, the Issuer completed a private placement financing for net proceeds of $425,000. On December 31, 2002, the Issuer completed a private placement financing for net proceeds of $163,500. No financings were completed during the fiscal year ended February 28, 2002. During the fiscal year ended February 28, 2001, the Issuer completed one private placement and issued an aggregate of 3,000,000 special warrants for proceeds, net of share issue costs, of $448,171. The Issuer also received $32,400 from the exercise of warrants and stock options during that period.

During the year ended February 28, 2003, the Issuer spent a net aggregate of $291,660 on investing activities, comprised of mineral interest acquisitions and exploration costs on its Canadian properties. For the fiscal year ended February 28, 2002, the Issuer spent a net aggregate of $88,638 on investing activities, comprised of mineral interest acquisitions and exploration costs on its Canadian property. For the fiscal year ended February 28, 2001, the Issuer spent a net aggregate of $145,841 on investing activities, comprised of mineral interest acquisitions and exploration costs on its Mexican properties of $142,967 and $2,874 purchasing capital assets.

As a result of the above activities, the Issuer's cash position as at February 28, 2003 was $136,958, February 28, 2002 was $3,887 and as at February 28, 2001 was $108,013.

ITEM 7: TRADING INFORMATION

The common shares of the Issuer are listed and posted for trading on the TSX Venture Exchange under the symbol ARG.

ITEM 8: DIRECTORS AND OFFICERS

8.1 NAME, ADDRESS, OCCUPATION AND SECURITY HOLDING

The name, municipality of residence, positions held with the Issuer, and principal occupation of each director, officer and executive officer of the Issuer within the five preceding years as at the date of this Annual Information Form, is as follows:

Name, Municipality of Residence, and Position with the Issuer	Principal Occupation within the five preceding years	Period of Service as a Director
Steven Dean West Vancouver, B.C. Chairman & Director	President and a Director of Teck Cominco Limited (1999-July 2002), Founder and Chief Executive Officer of PacMin Mining Corporation Limited (1995-1999)	April 1, 2003 to Present
Klaus Zeitler West Vancouver, B.C. President & Director	Senior Vice President of Teck Cominco Limited (1997–2002), Director of Teck Corp. (1981–1997) and Cominco Limited (1986-1996)	April 1, 2003 to Present
Sidney Robinson Toronto, Ontario Director	Corporate lawyer; Senior partner of the firm Torys LLP, Toronto.	May 8, 2003 to Present
Ian E. Gallie Victoria, B.C. Director	Petroleum Geologist & Business Consultant; President & Director, Catalina Energy Corp. (July 2002-present); Director, Bonanza Resources Corporation (March 2003-present); Director, Executive Vice President, Doreal Energy Corporation (January 1996-November 2002); President, Arbroath Energy Ltd. (April 1991-present)	August 31, 2001 to Present
Roger Moss Toronto, Ontario. Vice President of Exploration	Professional Geologist; President of Issuer (August 2001-May 8, 2003); Vice President Exploration of Issuer (April 2000 - August 2001); President Moss Exploration Services (1997 to present); Ph.D. Degree University of Toronto (2000).	N/A
Jeffrey Giesbrecht Vancouver, B.C. Corporate Secretary	Corporate and mining lawyer, General Counsel to Western Silver Corporation from 1998 to present.	N/A

The Issuer does not have an Executive Committee. The Issuer is required to have an audit committee, which committee is comprised of Steven Dean, Ian Gallie and Sidney Robinson. The Directors are elected or appointed to office until the next Annual General Meeting or their successors are duly elected or appointed. The Issuer is required to hold an Annual General Meeting not more than thirteen months after the date that the last Annual General Meeting was held. The Issuer held its last Annual General Meeting on August 21, 2002.

Aggregate Ownership of Securities

The securities of the Issuer held by the directors and officers of the Issuer as a group as of the date of this Annual Information Form are as follows:

Name	Position	Number of Shares*	Percentage of Issued and Outstanding Common Shares
Steven Dean	Director and Chairman	1,023,500	11.8
Klaus Zeitler	Director and President	738,500	8.5
Sidney Robinson	Director	150,000	1.7
Roger Moss	Vice-President, Exploration	74,614	0.8
Jeffrey Giesbrecht	Secretary	25,000	0.3
Total		**2,011,614**	**23.1**

* This information is provided by the Directors and Officers themselves.

8.2 CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES

Except as provided below, no directors and officers of the Issuer have within the past ten years, been a director or officer of an issuer that, while that person was acting in that capacity: (a) was the subject of a cease trade order or similar order, or an order that denied the other issuer access to any exemptions under Canadian securities legislation, for a period of more that thirty consecutive days, or (b) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Ian E. Gallie was a director of Doreal Energy Corporation. a TSX Venture Exchange reporting Issuer that was subject of a cease trade order issued by the British Columbia Securities Commission from May 29, 2002 to November 14, 2002 for failure to file annual financial statements. On November 14, 2002, the common shares of Doreal Energy Corporation were delisted from the TSX Venture Exchange.

8.3 PENALTIES OR SANCTIONS

No director, officer or promoter of the Issuer has been the subject of any penalties or sanctions imposed by court or a securities regulatory authority relating to trading in securities, the promotion, formation or management of a publicly traded issuer or involving theft or fraud, other than penalties for late filing of insider reports. The foregoing information, not being within the knowledge of the Issuer, has been furnished by the respective directors, officers and promoters of the Issuer individually.

8.4 PERSONAL BANKRUPTCIES

During the ten years preceding the date of this Annual Information Form, no director, officer or promoter of the Issuer has been declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his or her assets. The foregoing information, not being within the knowledge of the Issuer, has been furnished by the respective directors, officers and promoters of the Issuer individually.

8.5 CONFLICTS OF INTEREST

Some of the directors and officers of the Issuer are, or may be, on the board of directors of other natural resource companies from time to time resulting in conflicts of interests. In addition, Steven Dean and Klaus Zeitler are directors of the Issuer and, if the acquisition of MVC is completed, will hold a royalty on all production by MVC. There is the potential for a conflict of interest between the interest of Mr. Dean and Dr. Zeitler and the interest of the Issuer. These conflicts will be resolved in accordance with the governing legislation regarding conflicts of interests.

ITEM 9: ADDITIONAL INFORMATION

Additional information relating to the Issuer may be found on SEDAR at www.sedar.com.

The Issuer shall provide to any person, upon request to the Secretary of the Issuer:

(i) one copy of the Annual Information Form of the Issuer, together with one copy of any document, or the pertinent pages of any document, incorporated by reference in the Annual Information Form,

(ii) one copy of the comparative financial statements of the Issuer for its most recently completed financial year together with the accompanying reports of the auditor and one copy of any interim financial statements of the Issuer subsequent to the financial statements for its most recently completed financial year, and

(iii) one copy of the information circular of the Issuer in respect of its most recent annual meeting of shareholders that involved the election of directors or one copy of any annual filing prepared in lieu of that information circular, as appropriate.

The Issuer may require the payment of a reasonable charge if the request is made by a person who is not a security holder of the Issuer.

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Issuer's securities, options to purchase securities, interests of insiders in material transactions, where applicable, is contained in the Issuer's Information Circular dated July 12, 2002, for the Issuer's annual general and extraordinary meeting held on August 21, 2002. Additional financial information is available in the Issuer's comparative audited consolidated financial statements for the years ended February 28, 2003, and 2002. A copy of such documents may be obtained from the Secretary of the Issuer at its corporate office upon request.