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NEW ISSUE

NOVEMBER, 1963.

THE SHARES REFERRED TO HEREIN ARE BEING OFFERED IN CANADA BUT NOT IN THE UNITED STATES OF AMERICA. THIS PROSPECTUS IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY OF THESE SHARES FOR SALE IN THE UNITED STATES OF AMERICA OR THE TERRITORIES OR POSSESSIONS THEREOF, OR ANY OFFERING TO ANY RESIDENT THEREOF, OR A SOLICITATION OF AN OFFER FOR ANY SUCH RESIDENT TO BUY ANY OF THESE SHARES.

P R O S P E C T U S

200,000 COMMON SHARES

Without nominal or par value

MARSHALL CREEK COPPER CO. LTD.
(Non-Personal Liability)

(Incorporated under the laws of the
Province of British Columbia)

These shares are a new issue of treasury stock of the Company, and the proceeds of the sale thereof will be paid into the treasury of the Company.

CAPITALIZATION

(upon completion of present financing)

Authorized shares without nominal or par value - Five million shares.

Issued: Nine hundred and fifty thousand and five (950,005).

Transfer Agent and Registrar: National Trust Company, Limited, Vancouver, B.C.

The Company offers these shares, subject to prior sale and change in price, and subject to the approval of legal details in connection with the issue and allotment thereof, by its Counsel, Messrs. Hummel & Warren, Barristers and Solicitors, 205 Canada Permanent Building, 702 Fort Street, Victoria, British Columbia. In addition, subscriptions from persons residing in British Columbia (or in any other jurisdiction in which this prospectus is accepted and / or filed by the proper authority authorized by law in that behalf) are invited through persons and firms properly licenced pursuant to law.

The right is reserved to reject any application or to allot a smaller number of shares than applied for.

PRICE: 15c per share

It is expected that share certificates will be ready for delivery immediately.

The purpose of this issue is to discharge certain of the Company's liabilities and to provide a modest cash fund for general corporate purposes.

Except as stated herein, the properties of the Company are as yet unproven and any investment in the Company's shares must be considered as speculative. No person is authorized by the Company to give any information or to make any representations other than those outlined in this Prospectus, in connection with the issue and sale of these shares and, if given or made, such information or representations cannot be relied upon as having been authorized by the Company.

MARSHALL CREEK COPPER CO. LTD.
(Non-Personal Liability)
205 Canada Permanent Bldg.,
702 Fort Street,
Victoria, B.C.
c/o EV 5-6703

PROPERTY FILE

REPORT ON
THE MAL GROUP OF MINERAL CLAIMS
OF
MARSHALL CREEK COPPER CO. LTD.
NEAR
NITINAT LAKE, VANCOUVER ISLAND

INTRODUCTION

This report has been prepared at the request of Mr. James M. McNulty, manager of Marshall Creek Copper Co. Ltd.,

The report is based on the findings of a one day examination of the showings on the property, on information furnished by Mr. McNulty, and on a check of records in the office of the Mining Recorder, Vancouver, B.C.

The purpose of the report is to assess the potential of the mineral showings on the property and to make recommendations for further exploration.

Other groups of mineral claims are held by the Company but these are not covered by this report.

SUMMARY

Marshall Creek Copper Co. Ltd. holds by location the Mal group of seven full mineral claims on the east shore of Nitinat Lake.

Access to the property is by road to the head of Nitinat Lake, thence by boat.

The area adjacent to the mineral showings is of medium ruggedness, generally covered with overburden and heavily timbered.

A narrow vein containing values in gold, silver, copper and zinc is exposed for a maximum length of 300 feet. The vein is associated with a number of parallel steeply dipping fractures in granodiorite.

The mineralization exposed is of sufficient average width and grade that further exploration of the property is warranted.

RECOMMENDATIONS

Further exploration of the property is recommended as follows:

1. Strip as completely as possible the presently partially exposed 300 foot length of vein.
2. Explore the possible extensions of the vein both ways along strike, this to be done by geochemical survey and stripping.
3. Provided 2 is successful, test the vein to shallow depth by short diamond drill holes, closely spaced. The erratic nature of the mineralization will require closely spaced holes.

4. Further work to depend on the overall results of the above.

PROPERTY AND TITLE

The property consists of the Mal group of 7 full-sized mineral claims held by location.

The claim posts and staking were not checked on the property.

The following information was obtained from the office of the Mining Recorder, Vancouver:

CLAIM NAME	RECORD NUMBER	DATE RECORDED	RECORDED IN NAME OF
Mal #1	10656D	April 26/63	James M. McNulty
Mal #2	10657D	April 26/63	do
Mal #3	11106H	July 17/63	do
Mal #4	11107H	July 17/63	do
Mal #5	11108H	July 17/63	do
Mal #6	11109H	July 17/63	do
Mal #7	11110H	July 17/63	do

LOCATION AND ACCESS

The property is on the east shore of Nitinat Lake, approximately five miles south of the north end of the lake, at the point where Marchand Creek enters the lake. It is close to the west boundary of the Victoria Mining Division.

Access to the property is by paved and good gravelled road to the north end of Nitinat Lake, a distance of approximately 35 miles from the town of Lake Cowichan. Parts of the road are privately owned, and permission from the owners has been obtained to travel thereon. From the north end of the lake travel is by boat to the mouth of Marchand Creek.

Nitinat Lake is tidal water; it is reportedly accessible by shallow-draft tug and barge from the Straits of Juan de Fuca.

The mineral showings straddle Marchand Creek approximately 750 feet upstream from Nitinat Lake. Access to the showings from the Lake is by way of the Creek bed, or by way of a recently cut undeveloped trail. The showings range from an estimated 40 to 75 feet above sea-level.

There are no buildings, wharf, or other facilities on the property.

PHYSICAL FEATURES

Except in the vicinity of the mouth of Marchand Creek, the ground rises sharply from the shore of Nitinat Lake. A fine gravel beach extends several hundred feet northerly from the mouth of the creek, gradually giving way to rocky outcroppings and bluffs. The valley of Marchand Creek is narrow with steeply rising walls. The creek bed in the vicinity of the showings has been washed clear of gravel and boulders. Except for the creek bed and the bluffs along the creek and the lakeshore, the area is covered with overburden and is heavily timbered.

GEOLOGY

The area in the vicinity of the mineral showings and to the north of the beach is underlain by granodiorite. To the south of Marchand Creek the granodiorite is reportedly in contact with limestone, but this was not seen by the writer.

Several parallel fractures striking north 30° to 40° west and dipping steeply to the north-east cut across the creek bed at the showings. Numerous cross-fractures and one fault, the latter striking north 50° east and dipping 65° to the south-east, were observed. The fault appears to have a horizontal displacement of approximately 20 feet.

The area at and adjacent to the showings has been intruded by a dark fine-grained lamprophyre type dyke. This dyke has been broken and faulted by the faulting and fracturing. The dyke is not mineralized.

A fissure vein, parallel to the north 30° to 40° west fracturing, and with an observed width of a few inches to 6 feet, has been partially exposed for a length of 300 feet. (See map). The vein has not been located to the south-east of the N 50° E fault, and is masked by overburden on its north-west extension.

The vein is exposed on a steep slope for 10 to 30 feet north-westerly from the N 50° E fault. The observed width is 2-1/2 to 3 feet, but the footwall is not exposed. From 30' north-west of the fault to 25 feet south-east of the creek the vein is inaccessible due to steepness of the terrain, and is partially covered with overburden.

The vein can be seen as a narrow fissure, with little or no mineralization where it crosses under the creek. To the north-west of the creek the vein widens to a width of 6 feet, then is masked by overburden, and finally is exposed for a length of 30 feet before disappearing under the overburden to the northwest. The vein in this area has an observed width of a few inches to 18 inches, but this latter width is obscured by overburden on the footwall. A narrow branch vein takes off towards the footwall in this section.

Of the total length of 300 feet of observed and assumed vein, 125 feet of vein was observed with widths from a few inches to 6 feet. Of the observed length of 125 feet approximately 75 feet contained copper and/or zinc mineralization.

MINERALIZATION

The vein contains chalcopyrite, sphalerite, pyrite, and carries values in silver and minor values in gold and cadmium. The vein filling is a fine-grained metamorphosed siliceous material.

The mineralization is not persistent along the observed length of the vein. Heavy sulphides were observed to the north west of the N 50°E fault. To the south-east of the creek, mineralization was sparse. No mineralization could be seen under the creek. To the north-west of the creek the mineralization increases in amount and width, to reach a maximum of contained sulphides at the point where sample 8426 was taken. (See map). To the north-west the mineralization decreases to the point where the vein is masked by overburden. The footwall branch contains some good looking mineralization, the width of which was not determined.

Samples taken by Mr. McNulty show that the vein contains some cadmium, cobalt and bismuth. The writer did not have assays run for these minerals.

SAMPLING

Five chip samples were taken at the locations and with assay results as shown on the map. Samples 8424 and 8425 were taken across the full width of the vein. The other samples were taken across the observed width, which due to masking of the footwall by overburden, may not be the full width of the vein.

Using metal prices as follows:

Au	\$35.00 per ounce
Ag	1.25 per ounce
Cu	0.30 per pound
Zn	0.10 per pound

the samples have a gross value (before any charges for exploration, development, mining, milling, shipping, smelting, or any other expense) ranging from \$3.39 per ton to \$61.38 per ton, across widths of 1-1/2 to 5-1/2 feet. The weighted average of all samples is \$22.25 per ton across an average width of 3.1 feet.

ORE RESERVES

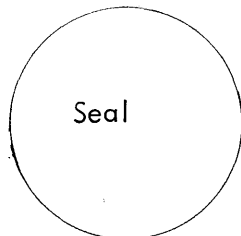
Insufficient work has been done on which to base an estimate of ore reserves. Mineralization averaging \$22.25 per ton is indicated for a total length of 75 feet across a width of 3.1 feet.

CONCLUSIONS

The nature of the mineralization indicates that a milling operation would be required to produce saleable products. The ore is too complex, and on the average too low grade to make shipment of crude ore an economic possibility.

The work done to date has given insufficient information on which to base an estimate of ore reserves. The vein will have to be more fully exposed along the present assumed length of 300 feet, extended both ways along strike, and tested to depth before any estimate of reserves can be made.

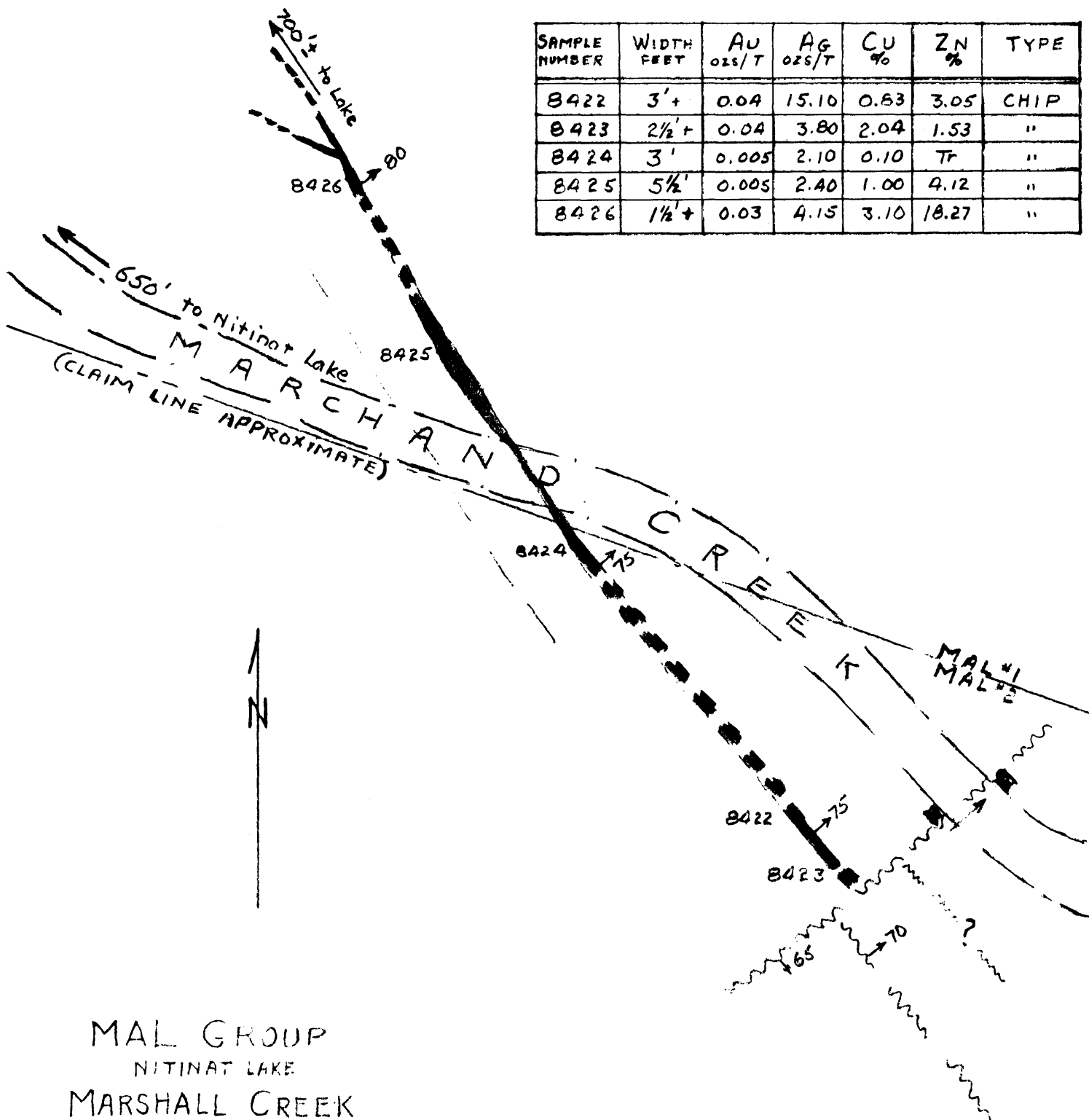
The mineralization exposed to date is sufficiently encouraging to warrant further exploration, and such is recommended.



" W.B.MONTGOMERY "
W. B. Montgomery P.Eng.



7076 Arbutus Street,
Vancouver 14, B.C.
September 10, 1963.

SAMPLE NUMBER	WIDTH FEET	AU ozs/T	AG ozs/T	CU %	ZN %	TYPE
B422	3'+	0.04	15.10	0.83	3.05	CHIP
B423	2½'+	0.04	3.80	2.04	1.53	"
B424	3'	0.005	2.10	0.10	Tr	"
B425	5½'	0.005	2.40	1.00	4.12	"
B426	1½'+	0.03	4.15	3.10	18.27	"



MAL GROUP
 NITINAT LAKE
 MARSHALL CREEK
 COPPER CO LTD.
 VICTORIA B.C.

SEPT. 1963 1"=40'
 W.B. Montgomerly P.ENG

VEIN OBSERVED 
 ASSUMED 
 FAULT 