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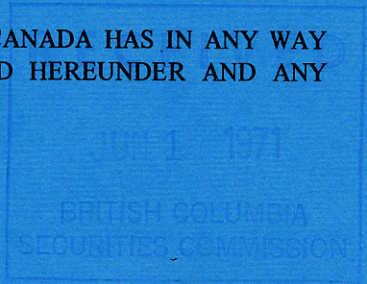
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PROPERTY FILE

NO SECURITIES COMMISSION OR SIMILAR AUTHORITY IN CANADA HAS IN ANY WAY PASSED UPON THE MERITS OF THE SECURITIES OFFERED HEREUNDER AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE.

PROSPECTUS

McLEOD COPPER LTD.
Incorporated in British Columbia



HEAD OFFICE:
5849 MacPherson
Burnaby, B.C.

REGISTERED OFFICE:
181 East Pender Street
Vancouver, B.C.

NEW ISSUE

May 1971

TOTAL OFFERING

300,000 Shares

	Price to Public	Underwriting Discounts or Commissions	Proceeds to Issuer or Selling Security Holder
Per Unit	30¢ per share	7.5¢ per share	22.5¢ per share
Total	\$90,000.00	\$22,500.00	\$67,500.00

No commission or other remuneration will be payable to the trading directors of the Company in connection with this offering of shares.

There is no existing market for the shares of this Company.

A purchase of the shares offered by this Prospectus must be considered a speculation as all of the properties in which the Company has an interest are in the exploration and development stages only. Reference should also be made to the heading 'Principal Holders of Securities' and 'promoters' herein for a comparison of the percentages of securities being offered to the public for cash and those already issued by the Company to acquire its properties. The percentage of shares to be issued and outstanding and issued for cash on completion of this offering will be 47.25% and that for property will be 52.75%.

No survey has been made of the Company's properties and therefore in accordance with the Mining Laws of the Province of British Columbia their existence and area could be in doubt.

No person is authorized by the Company to give any information or to make any representation other than those contained in this Prospectus in connection with the issue and sale of the securities offered by the Company.

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PROPERTY FILE

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PURCHASER'S RIGHT OF RESCISSION AND WITHDRAWAL

Sections 61 and 62 of the Securities Act, 1967 (British Columbia) provides in effect that where a security is offered to the public in the course of primary distribution.

- (a) a purchaser, while still the owner thereof, has the right to rescind a contract for the purchase of a security if a copy of the last prospectus together with financial statements and reports and summaries of reports relating to the securities, as filed with the British Columbia Securities Commission, was not delivered to him or his agent prior to delivery of the written confirmation of the sale of the securities to either of them. Written notice of intention to commence an action for rescission must be served on the person who contracted to sell the security within 60 days of the date of delivery of the written confirmation, but no action shall be commenced after the expiration of three months from the date of service of such notice.
- (b) a purchaser, while still the owner thereof, has the right to rescind a contract for the purchase of such security if the prospectus or any amended prospectus offering such security contains an untrue statement of a material fact or omits to state a material fact necessary in order to make any statement therein not misleading in the light of the circumstances in which it was made, but no action to enforce this right can be commenced by a purchaser after the expiration of 90 days from (1) the date of such contract, or (2) the date in which such prospectus or amended prospectus is received or is deemed to be received by the purchaser or his agent, whichever date is the later.

Reference is made to the said Act for the complete test of the provisions under which the foregoing rights are conferred.

PLAN OF DISTRIBUTION

No shares of the Company are subject to any underwriting or option agreement. The Company proposes and hereby offers from its treasury 300,000 shares at a price to the public of 30¢ per share subject to an underwriting discount or commission of 7.5¢ per share a net of 22.5¢ per share to the treasury. The Company will be offering each share either directly to the public through its trading directors or licenced salesmen or through the facilities of persons or companies registered for trading in securities within the Province of British Columbia. No binding arrangement has been made with any such registered broker or broker-dealer for the distribution of shares. The shares will be offered at the price set forth on the face page of this Prospectus.

NATURE OF COMPANY'S BUSINESS AND ITS PRESENT PURPOSE

McLeod Copper Ltd. is a mining company incorporated for the purpose of acquiring and developing mineral properties. The Company, at the present time, is primarily engaged in the development and operation of its property situated near Sproat Lake on Vancouver Island, in the Alberni Mining Division, British Columbia.

The sum of \$67,500.00, being the net proceeds from the sale of shares under this Prospectus will be utilized for the purpose of financing a program of exploration recommended by the Company's consulting engineer, and to meet general corporate expenses.

Full particulars with respect to the exploration program are set out in the section entitled 'Mining Property' and in the report of J.A. Mitchell, P. Eng., which is annexed hereto and forms part of this Prospectus.

INCORPORATION

The Company was incorporated by Memorandum of Association under the "Companies Act" of the Province of British Columbia as a private company on the 19th day of February, 1969. The Company's capitalization was changed from 3,000,000 shares with a par value of One Dollar (\$1.00) per share to 3,000,000 shares without nominal or par value at a maximum selling price of One Dollar (\$1.00) per share on the 18th day of January, 1971, and was subsequently converted to a public company by Certificate issued by the Registrar of Companies for the Province of British Columbia on the 12th day of May, 1971. Save as aforesaid, there have been no other amendments to the Memorandum of Association of the Company since its incorporation.

SHARE CAPITAL AND CAPITALIZATION

The Company is authorized to issue 3,000,000 shares without nominal or par value at the maximum selling price of One Dollar (\$1.00) per share and there is only one class of shares and all shares rank equally as to dividends, voting rights, and participation in assets.

Designation of Security	Amount Authorized	Amount outstanding at date of last Balance Sheet	Amount Outstanding at date of this Prospectus	Amount Outstanding if all securities being issued are sold
Common Share N.P.V.	3,000,000	1,027,500	1,027,500	1,327,500
Consideration received		\$102,752.00	\$102,752.00	\$170,252.00

PARTICULARS OF SHARES SOLD FOR CASH

Since the Company's incorporation and prior to the date of this Prospectus the particulars of shares sold for cash are as follows:

Number Sold	Price	Net Cash Received	Commission Paid
2	\$1.00	\$2.00	nil
327,498	10¢	\$32,749.80	nil

227,500 shares have been voluntarily pooled with Guaranty Trust Company of Canada subject to release by the British Columbia Securities Commission at the expiration of 30 days after completion of the primary distribution of all the shares offered by this Prospectus.

ESCROWED SHARES

Certificates representing 700,000 shares of the Company issued for mining property (and representing 68.16% of the shares issued and outstanding as of the date of this Prospectus) are held in escrow by the Guaranty Trust Company of Canada, 540 Burrard Street, Vancouver, British Columbia.

These shares cannot be sold, assigned or transferred without the prior written consent of the British Columbia Securities Commission. If the Company loses or does not obtain a good marketable title to or abandons or discontinues development of the property which was a consideration for these shares in escrow, or in the event that the property is not as represented, the holders of the escrow shares have agreed to advise the British Columbia Securities Commission and to surrender by way of gift to the Company such numbers of escrowed shares as the British Columbia Securities Commission may deem fair and equitable.

In addition, certificates representing 100,000 shares of the Company issued to Duncan C. Wing for 10¢ per share are also held in escrow by the Guaranty Trust Company of Canada, 540 Burrard Street, Vancouver, British Columbia, subject to the same restrictions and conditions as the 700,000 shares referred to in the immediately preceding paragraph.

Designation of Class	Number of Shares Held in Escrow at date of Prospectus	Percentage of Class
Common Shares	800,000	77.84%

PRINCIPAL HOLDERS OF SECURITIES

As of the date of the Prospectus, the following table sets forth the particulars with respect to the issued shares of the Company beneficially owned directly or indirectly by persons known to the Company to own more than 10% of the shares of the Company.

Name and Address	Designation of Shares	Type of Ownership	Number of Shares Owned	Percentage of Class
Duncan C. Wing Prospector 13867-102 Avenue Surrey, B.C.	Common	Direct and Beneficial	642,000	62.51%
William J. Billy Roofers 6849 MacPherson Burnaby, B.C.	Common	Direct and Beneficial	140,000	13.63%

As of the date of the Prospectus, the following table sets forth the particulars with respect to the percentage of the shares of the Company beneficially owned directly or indirectly by all directors and senior officers of the Company as a group.

Designation of Class	Number of Shares Beneficially Owned	Percentage of Class
Common Shares	782,000	76.14%

DIRECTORS AND OFFICERS

Name and Address	Office Held	Principal Occupation During Preceding 5 Years
Duncan C. Wing 13867-102 Avenue Surrey, B.C.	President & Director	Prospector
William J. Billy 6849 MacPherson Burnaby, B.C.	Secretary & Director	Self-employed Businessman Westminster Roofing Ltd. 6849 MacPherson Burnaby, B.C.

REMUNERATION

No remuneration has been paid to any of the Company's officers or directors as such since its incorporation, however, the sum of \$550.00 was paid in wages to Duncan C. Wing in his capacity as prospector for the Company. It is not anticipated that any remuneration will be paid by the Company to any of its directors or officers as such but if any of the Company's directors or officers are employed by the Company in some other capacity, they shall be paid at a salary commensurate with their responsibilities.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The interest of management and others in material transactions is fully described under the Heading of 'Promoters'.

PROMOTERS

Promoters of the Company are Duncan C. Wing and William J. Billy.

By Agreement dated for reference the 3rd day of February, 1971, and made between Duncan C. Wing of the first part and the Company of the second part and in consideration of the sale and assignment of the 29 mineral claims hereinafter more particularly described, the Company paid to Duncan C. Wing the sum of \$15,000.00, and allotted and issued 700,000 shares in the capital stock of the Company as follows:

Name and Occupation	Address	Number of Shares Issued
Duncan C. Wing Prospector	13867-102 Avenue Surrey, B.C.	492,000
William J. Billy Roofer	6849 MacPherson Burnaby, B.C.	100,000
Thomas Taylor Construction Superintendent	5785 Beatrice Street Vancouver, B.C.	50,000
William Herbert Salesman	904 Helmcken Vancouver, B.C.	50,000
Donald Burns Lawyer	1557 West Broadway Vancouver, B.C.	8,000

The consideration for the allotment of 50,000 shares to Thomas Taylor and William Herbert, and of 8,000 shares to Donald Burns, was for services rendered to Duncan C. Wing, and the consideration for the allotment of 100,000 shares to William J. Billy was the agreement to assist in and to promote the Company's business.

The Vendor, Duncan C. Wing, optioned the Moon Group of Claims, hereinafter more particularly described, to Chilco Development Ltd. (N.P.L.) under an Agreement dated June, 1969, which option agreement has now lapsed, inter alia, for a downpayment of \$7,500.00 which he received. Prior and subsequent to the date of this option agreement, Duncan C. Wing expended the approximate total sum of \$8,000.00 on the said Mineral Claims which were the subject matter of the option agreement herein referred to and are the group of claims sold to the Company under the agreement dated for reference the 3rd day of February, 1971.

So far as the signatories hereto are aware, the only persons to have received, or will receive a greater than five (5%) per cent interest in the shares received from the Company in relation to the purchase of mining property are: Duncan C. Wing, William J. Billy, Thomas Taylor and William Herbert.

MINING PROPERTY

The Company's properties consist of 29 recorded mineral claims situate near Sproat Lake, Vancouver Island, in the Alberni Mining Division, British Columbia, and more particularly described as:

<u>Claims</u>	<u>Recording Number</u>
Herb No. 1 to Herb No. 4 inclusive	12302 to 12305 inclusive
Moon No. 1 to Moon No. 8 inclusive	12555 to 12562 inclusive
Moon No. 9 to Moon No. 11 inclusive	12742 to 12744 inclusive
Moon No. 12	12907
Moon No. 13 to Moon No. 23 inclusive	13316 to 13326 inclusive
B No. 1 to B No. 2	17069 to 17070

These claims are herein collectively referred to as the 'Moon' Group of Claims, all of which are in good standing.

ACCESS

Access to the Moon Group of Claims, which are located approximately 21 miles from Alberni, is via Highway No. 4, which passes through these claims, this Highway, between Alberni and Tofino, is partially paved and the remainder is good gravel road.

UNDERGROUND AND SURFACE EXPLORATIONS

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

MINERAL DEPOSIT

Copper showings have been located on the property. There is, however, no known body of commercial ore on the Moon Group of Claims and the proposed program of the Company is an exploratory search for ore.

HISTORY

Norman McLeod staked the original Herb No. 1 - 4 claims in 1967 and Duncan C. Wing staked the No. 1 - 23 Moon Claims early in 1968, subsequently some development work was done on these claims by William Herbert and Duncan C. Wing consisting of soil sampling and limited drilling. The property was optioned to Marvin Judd in June of 1968 who did some further limited drilling. Following this, the property was then optioned to Chilco Development Ltd. (N.P.L.) under an Option Agreement dated June, 1969; under the auspices of this company a further two holes, totalling 154 feet, were drilled over the best geochemical anomalies and surface showings. The cores were assayed and the best result showed 0.19% copper from 20 to 45 feet in one hole; the remaining cores showed less than 0.05% copper. Default occurred under this Option Agreement and the claims reverted back to Duncan C. Wing in the fall of 1969.

PROPOSED PROGRAM OF EXPLORATION OF THE COMPANY'S PROPERTY

The estimated net proceeds to be derived by the Company from the sale of the securities offered hereby will be \$67,500.00. After deduction of legal, audit and administrative expenses estimated at \$5,000.00, the sum of \$62,500.00 together with the sum of \$2,142.04, totalling \$64,642.04, will be available to conduct the program of exploration on the Moon Group of Claims as recommended by J.A. Mitchell, P.Eng. in his report of January 22, 1971.

FINANCIAL REQUIREMENTS AND RECOMMENDATIONS:

1.	Thirty miles of line cutting at \$90.00 per mile	\$2,700.00
2.	Geochemistry, 27 claims at \$300.00 per claim	8,100.00
3.	Prospecting and geological Mapping	10,000.00
4.	Magnetic Survey - 30 line miles at \$80.00 per mile	2,400.00
5.	Induced Polarization Survey, Trenching and/or	
6.	Diamond Drilling, depending on circumstances	
7.	Allow up to	30,000.00
8.	Engineering	3,150.00
		<u>56,350.00</u>
	Contingencies	8,000.00
		<u>\$64,350.00</u>
	Say	<u>\$65,000.00</u>

In the event that all of the shares hereby offered are not sold, the priority in which the proceeds will be applied are: firstly, to conduct prospecting and geological mapping; secondly, to conduct geochemistry survey of 27 claims; thirdly, to cut lines and perform magnetic survey; fourthly, to follow up with induced polarization survey, trenching or diamond drilling, depending on circumstances. In the event that the proceeds are insufficient to carry out any of the programs of the Company as herein outlined, the Company will do such work and pay such rental as are required to maintain in good standing the Company's properties.

No part of the proceeds shall be used to invest, underwrite, or trade in securities other than those that qualify as investments in which Trust Funds may be invested under the laws of the jurisdictions in which the securities offered by this prospectus may lawfully be sold.

Should the Company propose to use the proceeds to acquire non trustee type securities after the initial distribution of the securities offered by this prospectus, approval by the shareholders must be obtained and disclosure made to the regulatory securities bodies having jurisdiction over the sale of the securities offered by this prospectus.

MATERIAL CONTRACTS

The only material contracts which the Company has entered into are those in connection with the acquisition of mineral property of the Company.

The Company entered into an agreement with Duncan C. Wing dated February 3, 1971 under which it acquired the Moon Group of Claims, this contract is referred to under the caption 'Promoters'.

In consideration of the payment of \$1,616.00, paid on behalf of Duncan C. Wing, the Company acquired an 1/10 undivided interest in and to that certain Option Agreement made between Robert O'Brien, as Optionor, and Duncan C. Wing, as Optionee, dated the 19th day of May, 1969 with respect to a group of claims situated on Quadra Island, in the Nanaimo Mining Division, British Columbia, and more particularly described as:

<u>Claims</u>	<u>Mineral Lease No.</u>
Santana 1 - 8 inclusive	M 22
Gem)	
Bonanza)	M 23

None of the proceeds of this issue are to be spent on this group of claims and the Company has no obligation under the Assignment of the Option Agreement hereinbefore described to make any further payments.

The material contracts referred to hereinbefore may be inspected at the head office of the Company during normal business hours while primary distribution of the securities offered hereunder is in progress.

AUDITOR

The Auditors of the Company are Van Messel, Jorgenson & Co., Chartered Accountants, 736 Granville Street, Vancouver, British Columbia.

REGISTRAR

The Company's Registrar and Transfer Agent is the Guaranty Trust Company of Canada, 540 Burrard Street, Vancouver, British Columbia.

CERTIFICATE – DIRECTORS AND PROMOTERS

The foregoing constitutes full, true, and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by Part VII of the SECURITIES ACT, 1967, and the regulations thereunder.

DATED the 14th day of May, 1971.

"D.C. WING"
 Duncan C. Wing
 Director & Promoter

"Wm. J. BILLY"
 William J. Billy
 Director & Promoter

VAN MESSEL, JORGENSEN AND CO., *chartered accountants*

SUITE 1009-736 GRANVILLE ST., VANCOUVER 2, B.C. PHONE: 683-2588

AUDITORS' REPORT

To the Directors of
McLeod Copper Ltd.

We have examined the balance sheet of McLeod Copper Ltd. as at 28th February, 1971, the statement of deferred exploration, development and administrative expenses for the period from incorporation 19th February, 1969 to 28th February, 1971 and the statement of source and use of funds for the same period. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion these financial statements present fairly the financial position of the company as at 28th February, 1971 and the results of its operations and the source and use of funds for the period then ended, in accordance with generally accepted accounting principles applied on a consistent basis.

"VAN MESSEL, JORGENSEN & CO."

Chartered Accountants

2nd March, 1971

REPORT ON HERB MOON AND B CLAIMS
SPROAT LAKE, VANCOUVER ISLAND
FOR McLEOD COPPER LTD. (N.P.L.)

INTRODUCTION

The writer originally inspected showings on this group of claims on May 11th, 1969, in the company of D.C. Wing, an officer of McLeod Copper Ltd. At that time most of the ground was covered by slash from recent logging operations, but cuts immediately above and below the road were available for examination. These were mineralized in varying degrees by chalcopyrite in basic volcanics and in argillite. It was then concluded that the property warranted investigation and an initial program of work to cost \$24,150 was recommended to be followed if results continued to be encouraging by a second phase of work. Some soil sampling and magnetometric work was done and one drill hole put down with inconclusive results but the initial program was not then completed. In 1970 two holes were diamond drilled to 75 and 76 feet respectively over the best geochemical anomalies and best surface showings. The cores were assayed and the best results showed 0.19% copper from 20 to 45 feet in one hole. All the remaining cores showed less than 0.05% copper.

It is now proposed that a further program of work be done. The first two groups form a block of 27 claims of irregular shape, 6 claims wide along the north shore of Sproat Lake near its west end and up to 6 claims deep up the south facing slope above lake. The 2 B claims are also on the north shore of the lake about 2 miles to the east of the Herb and Moon group. The original 4 Herb claims have been tested by soil sampling and show a rather high average count and a portion of the 4 claims was also checked by magnetometer. This work indicated that magnetic lows tend to correspond with geochemical highs.

SUMMARY

The discovery of massive chalcopyrite in argillites and disseminated chalcopyrite and bornite in other rocks on this property, close to contacts, multiple faults, fracturing and shearing suggests that other such areas may be found. The presence of small amounts of chalcopyrite and bornite in the basic volcanics suggests that mineralization of importance may yet be found in these rocks. Mineralization consisting of pyrite and chalcopyrite has also been found in small amount in granitic rocks. Thus there exists geological contacts together with folding and faulting with which copper mineralization is associated.

It is concluded therefore that the claims require careful prospecting supported by geological mapping, soil sampling and geophysical surveying plus some open cutting and drilling. A program to cost about \$65,000.00 is recommended.

PROPERTY

As presently staked the property consists of 29 claims staked 6 claims wide in an east-west direction and up to 6 claims in a north-south direction along the north shore of Sproat Lake at its western extremity. These are the original 4 Herb claims and subsequently staked 23 Moon claims, plus the two B claims lying 2 miles easterly. The claims and record numbers are as follows:

<u>Claims</u>	<u>Record Numbers</u>
Herb No. 1 to Herb No. 4 inclusive	12302 to 12305 inclusive
Moon No. 1 to Moon No. 8 inclusive	12555 to 12562 inclusive
Moon No. 9 to Moon No. 11 inclusive	12742 to 12744 inclusive
Moon No. 12	12907
Moon No. 13 to Moon No. 23 inclusive	13316 to 13326 inclusive
B. No. 1 and B. No. 2	17069 and 17070

The post common to the four Herb claims was examined by the writer. The number 2 post of the Herb No. 3 and No. 4 claims was also noted as were a number of other posts, but the working on these was not recorded. These posts were all satisfactory as to the size and tagging. Other posts have been noted but not examined.

LOCATION AND ACCESSIBILITY

The claims are located on the north shore of Sproat Lake towards its western end. Highway No. 4 from Alberni to Tofino passes through the lakeshore claims. This highway is paved for about 6 miles as far as the eastern end of Sproat Lake and there is a fair gravel road from there to Tofino about 80 miles. The total distance from Alberni to the property is about 21 miles. Alberni is a deepsea port on the Alberni Canal which opens into the Pacific Ocean. It is about 50 miles by good blacktop road from the Port of Nanaimo across the Strait of Georgia from Vancouver. A power line runs along the highway which passes through the property.

Generally speaking, exploration work can be done throughout the year but woods restrictions will probably be enforced during the fire season which will depend on the hazard involved. Streams passing through the property would provide ample water for drilling and camp purposes during most of the year. In the event that the streams run dry during the latter part of the season, water can be hauled or pumped from the lake. Old logging roads facilitate travel over much of the property but may have to be repaired or cleared in places.

PHYSIOGRAPHY

The area is rugged as is typical of much of the west coastal portion of Vancouver Island but not impassable. The climate is moderate in all respects for the greater part of the year. Rainfall is less than on the coast but still quite high except during the summer dry season. Winter temperatures rarely go below freezing in the lower levels where the present mineral exposures are located. There is, therefore, very little snow at these lower elevations. Above 3,000 feet elevation, however, the snowfall is much greater and snow may remain in shaded areas until June.

The timber in the area consists of commercially valuable conifers owned by a large logging company which would require compensation for any damage done.

GEOLOGY

Lithology

The only presently available geological reference is a generalized map prepared by Dr. J.E. Muller of the Geological Survey of Canada. This map shows that the area is underlain by volcanic rocks of the Karmutsen Formation of Triassic age, invaded by intrusive rocks of the Coast Range Batholith of Jurassic Age.

On the property, thin bands of sediments, consisting of argillites and limey argillites, are exposed overlying basaltic rocks in a number of places. Dike rocks were also noted. Coast Range

intrusives are also shown on Mr. Muller's map.

It should be realized that much of the geology including that in the vicinity of Sproat Lake is of a reconnaissance type so that much detail remains to be added. It is thus possible that Quatsino rocks other than those at the east end of Sproat Lake remain to be mapped and that there are also Bonanza rocks in this area. From his observations the writer believes that there is also considerably more faulting in the vicinity of the property than it has been possible to map. This and the presence of intrusive bands together with the fact that argillaceous sediments are well mineralized make this a property worthy of further attention. Mineralization also occurs in the basic volcanics but the main possibility would appear to lie in finding a large deep sedimentary remnant well mineralized with chalcopyrite which is the important mineral noted in both the sediments and volcanics. All areas on or close to the property adjacent to intrusives should be carefully prospected.

Structural Considerations

It is obvious that the rocks are much more faulted than available mapping indicates, and this faulting is quite intricate involving many displacements of a few feet and apparently some of substantial dimensions as it is difficult to correlate argillites found at the different points of exposure unless there is substantial displacement in the brush covered intervals. It is also possible that more than one layer of argillites is represented.

The general strike of the sediments is northwesterly with the dip to the southwest but there are local rolls and some very pronounced minor folding, particularly in areas of numerous minor faults. There are also a number of east-west shears and fracture zones which may have some bearing on the control of the mineralization. All such structures particularly close to intrusives should be investigated carefully.

Mineralization

The mineralization noted so far consists of chalcopyrite in weak disseminations in the volcanics to massive mineral in the argillites, suggesting that the contact zone is favorable.

Copper was observed by the writer in cuts above the highway with the best mineralization occurring in a cut about 800 feet above this point. Mineralization consists of massive chalcopyrite exposed on the surface where the rock had been blasted away by placing powder in small crevices.

In places the argillites can be seen as a thin band not over 4 feet thick but they are obviously thicker than this in part at least. The picture is complicated by shearing and faulting.

In most areas pyrite accompanies the chalcopyrite, and in some cases appears to be the only mineralization.

In general the rocks are not greatly altered but the basalts show areas of extensive discoloration by hematite and seams of calcite and quartz are quite frequently seen.

Some bornite and some copper carbonates were noted during a reconnaissance of the logging roads but nothing comparable to that where the trenching and blasting were done. It should be noted that this reconnaissance was made during a dark wet day and that under these conditions the massive chalcopyrite was difficult to detect and that it was practically impossible to see the very finely disseminated chalcopyrite or bornite. Elsewhere on the hillside mineralization was noted in fractures exposed by road cuts although no mineralization could be seen on the unblasted weathered surfaces on the same rocks. Prominent gossans high on the ridge have not been examined.

Assay Values

The writer has examined all the trenching and some of the drill cores but has had no assaying

done. The mineralization is evident and the grade is not too meaningful at this stage of development. Samples taken and assayed by other engineers indicate a grade of between 0.40% copper and 0.50% copper in the No. 2 trench area, Fig. 2. Three drill holes 20' to 23' deep into the bottom of this trench averaged 0.40% copper with a high of 1.01% copper for 10 feet of core.

In the No. 4 trench area a series of test holes up to 9' deep showed patchy but massive chalcopyrite and assays as high as 11% copper are reported but this has to be considered exceptional. On the B claims a short tunnel exposes a shear zone in volcanics close to a series of intrusive bands and close to a major northwesterly striking fault. This carries chalcopyrite mineralization from which another investigating engineer obtained an assay of 2.45% from a grab sample across 3'. Another party obtained an assay of 7.59% copper from a grab sample of mineralized epidote and 1.67% copper from quartz veining but these only serve to indicate that there is mineral and mineral bearing structures in the area that deserve further work.

In 1970 two holes of diamond drilled to 75 and 76 feet respectively over the best geochemical anomalies and best surface showings. The cores were assayed and the best results showed 0.19% copper from 20 to 45 feet in one hole. All the remaining cores showed less than 0.05% copper.

History

Mr. Wing reports that short drill holes up to 9 feet deep drilled into the argillite gave as high as 11% copper. One deep deep hole, subsequently drilled apparently failed to show additional mineralization at the point drilled. The writer has no other information on this. A geochemical soil sampling program and magnetic survey were completed over the 4 Herb claims to ascertain the usefulness of these techniques in assessing the copper potential of the claim group. The geochemistry gave abnormally high results showing a number of anomalies. Some anomalies correspond with locations of known copper zones while others have not yet been field checked.

In general, magnetic lows correspond to areas of copper enrichment.

ECONOMIC CONSIDERATIONS

Other properties on Vancouver Island from which there has been production of copper, gold, silver ores are Coast Copper, Yreka, Cowichan Copper at Cowichan Lake and the Jordan River properties of Cowichan Copper. A large potential producer is the property of Utah Construction, at Rupert Inlet on North Vancouver Island. These are all in similar type rocks inasmuch as they are in the Vancouver volcanics close to Tertiary or Jurassic intrusives as can be seen by reference to the geological sketch map of Vancouver Island by J.E. Muller.

The property is accessible by road and float-equipped aircraft. The claim group is located near industrial centres, a good source of labour and commodity, and is close to deep sea facilities.

CONCLUSIONS

The property under discussion comprises a large block of ground in a favorable geological environment that warrants thorough investigation.

The property is well located alongside what is apparently going to be a portion of the paved Trans Canada Highway and within 20 miles of a deep water harbor at Port Alberni. It lies in a similar geological environment to other producers, has favorable structures and exposed mineralization and it remains to be seen if enough of this type of mineralization can be found to be economic.

RECOMMENDATIONS

Investigations should consist of linecutting on a 400 ft. grid over the entire claim group, geochemical soil sampling at 100 ft. stations for copper using hot extraction methods, detailed prospecting and geological mapping, a magnetic survey, and detailed geochemistry and geophysics over anomalous areas, followed by trenching and drilling of the best confirmed anomalies.

ESTIMATED COST OF RECOMMENDATIONS

1. Thirty miles of line cutting at \$90 per mile	\$ 2,700
2. Geochemistry, 27 claims at \$300 per claim	8,100
3. Prospecting and Geological Mapping	10,000
4. Magnetic Survey – 30 lines miles at \$80 per mile	2,400
5. Induced Polarization Survey, Trenching and/or	
6. Diamond drilling, depending on circumstances,	
7. Allow up to	30,000
8. Engineering	3,150
	<hr/>
Contingencies	8,000
	<hr/>
	\$64,350
	<hr/>
Say	\$65,000
	<hr/>

Respectfully submitted,

“J.A. MITCHELL”

J.A. Mitchell, P.Eng.

Dated at West Vancouver, B.C.
January 22, 1971.

CERTIFICATION

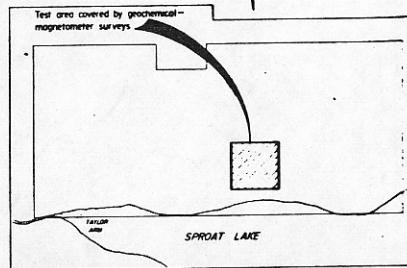
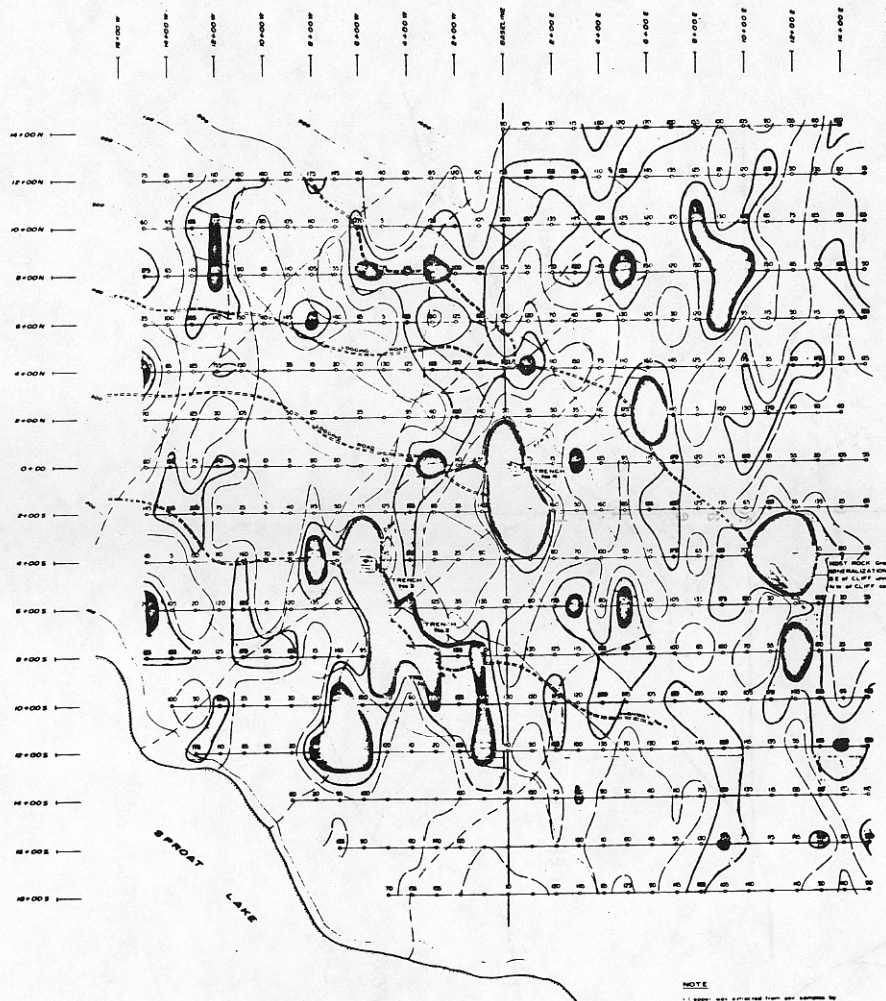
I, J.A. Mitchell of 2991 Mathers Avenue, West Vancouver, CERTIFY THAT:

1. I am a graduate of the University of British Columbia in Applied Science (Mining) 1932.
2. I am a Professional Mining Engineer and have practised my profession in various capacities since graduation.
3. I am a member in good standing of the Association of Professional Engineers of British Columbia.
4. I have no interest, directly or indirectly in either the securities or the properties of McLeod Copper Ltd., nor do I intend to acquire any such interest.
5. I made a personal examination of the subject property herein described and referred to the geological sketch map of Vancouver Island and Gulf Islands by J.E. Muller of the Geological Survey of Canada; also the report by J.P. Elwell, P.Eng. dated May 8, 1969.
6. This report may be used in any prospectus of McLeod Copper Ltd.

CERTIFIED THIS 22nd day of January, 1971.

“J.A. Mitchell”

J.A. Mitchell, P.Eng.



LEGEND

- 30 COPPER VALUE IN PARTS PER MILLION (PPM)
- SAMPLE LOCATION
- 1000 - 0.000%
- 1-100 PPM
- 100-500 PPM
- 500-1000 PPM
- 1000-2000 PPM
- 2000-5000 PPM
- CHANGED DRILL HOLE

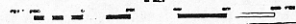
NOTE: THESE CONCENTRATIONS ARE IN PARTS PER MILLION (PPM) OF CLIFF COVERED BY TAILING

NOTE

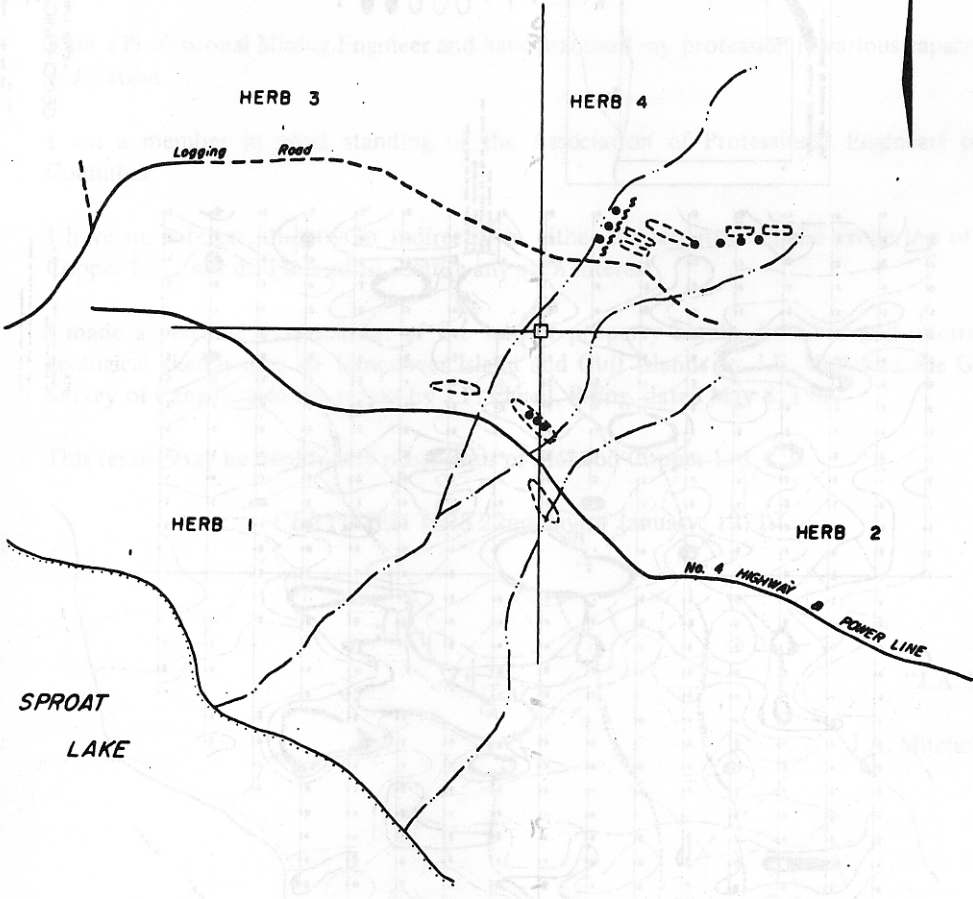
1. SAMPLES WERE OBTAINED FROM ONE SAMPLED BY THE OTHER, USING A DRILL
2. LOWER CONCENTRATIONS WERE MADE BY OTHER LABORATORY, SUBSEQUENTLY

HERB GROUP, SPROAT LAKE
GEOCHEMICAL SOIL SURVEY




PORT ALBERT
BRITISH COLUMBIA, B.C.
MAY 1971



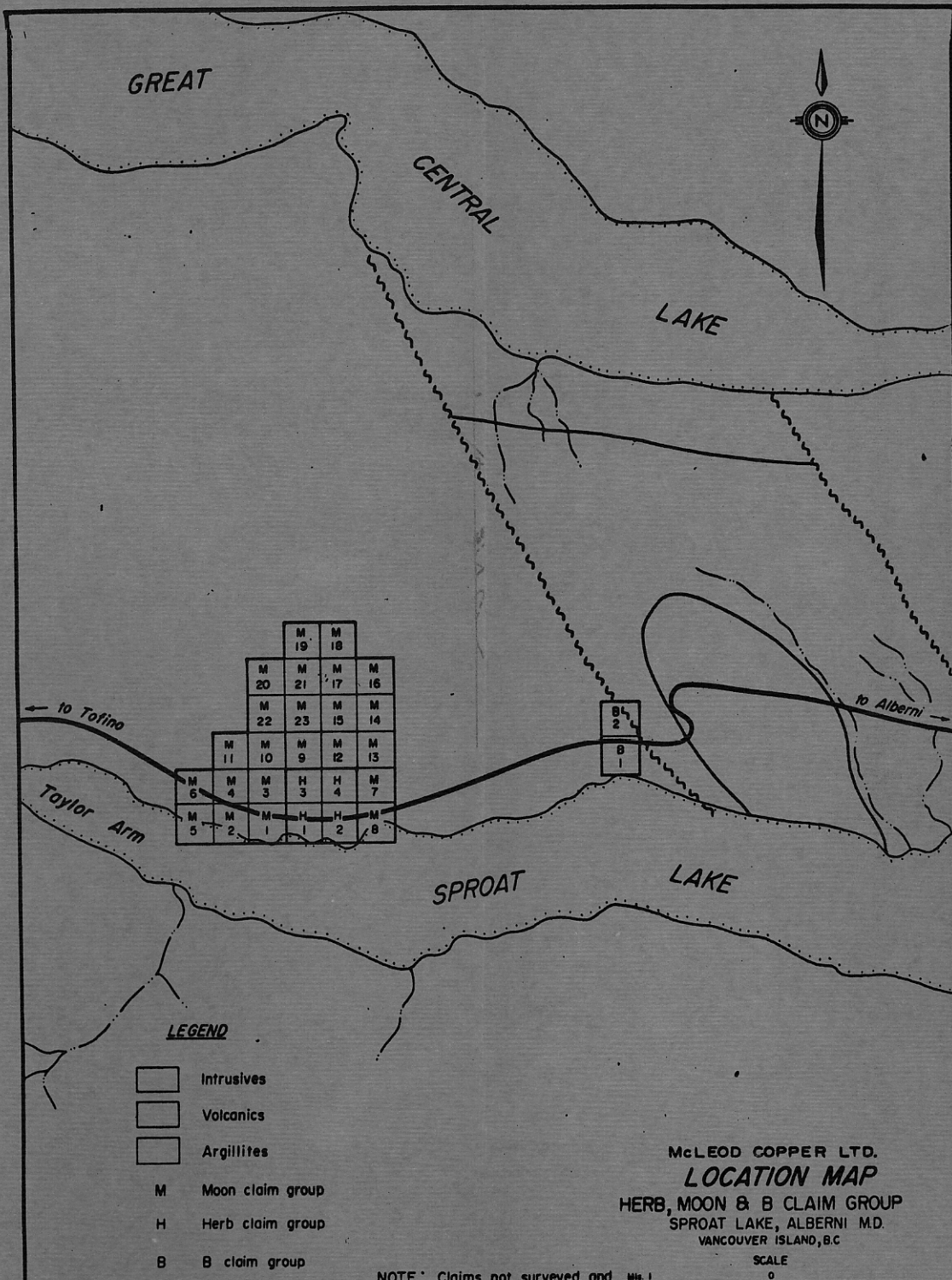
CERTIFICATION



LEGEND

-  Trench
-  Drillhole
-  Fault

MCLEOD COPPER LTD.
MAP OF WORKINGS
 HERB, MOON & B CLAIM GROUP
 SPROAT LAKE, ALBERNI M.D.
 VANCOUVER ISLAND, B.C.
 SCALE



NOTE: Claims not surveyed and

McLEOD
COPPER LTD.



PROSPECTUS

RICH HILL MINES LTD.CORPORATE STRUCTURE

Public Share Offering - By prospectus, Oct. 15/73, registered BCSC, 29 Nov 73, Rich Hill Mines Ltd. offers 300,000 shs. at 20¢ p/s subj. to 5¢ p/s commission to net if all sold, \$45,000.

Inc.: B.C., 23 May 72; public, 27 Sep 73.

Reg. Off.: 534-789 W. Pender, Vancouver.

H.O.: 502A - 475 Howe, Vancouver.

Auditors: Shand, Pearmain, McAfee, Pew & Lilly.

T.A. & Reg.: Principal Savings & Trust Co.

Solicitor: Keith A. Christofferson.

Authorized Capital: 3,000,000 shs., 50¢ par.

Shares Issued:

For properties, escrowed BCSC 710,000

For \$18,051 net cash 180,502

Outstanding, 31 Jul & Oct. 15/73 *890,502

Offered, Oct. 15/73 300,000

To be outstanding if all sold 1,190,502

*Includes 120,000 shs. which holders have agreed to gift back.

Financial Position - Spent to 31 Jul 73 was

\$9,066 leaving working capital of \$8,985.

Directors: Laurie R. Brown, New Westminster, pres.; S.S. Miecznik, Vancouver, sec'y.;

F. Gumpel, Kamloops.

Promoters: The directors.

V.I. COPPER PROSPECT SLATEDFOR \$35,000 STAGE 1 PROGRAM

Rich Hill Mines Ltd. proposes with funds from a public offering of shares to carry out a \$35,000 program recommended, 19 Jul 73, by T.R. Tough, P. Eng., for the company's owned and optioned claims located on the north shore of Sproat Lake near its western extremity. This property is 21 road miles from Port Alberni, Vancouver Island, B.C.

Two separate blocks of claims comprise the property, one of 52 and the other of 10 claims. The Alberni-Tofino highway passes through the property.

Mr. Tough says that a major east-west fault passes through Sproat Lake with smaller scale faults in the vicinity. Mineralization occurs as masses and disseminations of chalcopyrite, bornite and pyrite within volcanics and argillite. Mineralized quartz veinlets are found within the argillite. In 1969 a soil sampling program on Herb 1-4 claims located a number of geochemical anomalies some of which were trenched and copper mineralization exposed. Samples from some of these trenches taken by G.C. Singhai, P. Eng., assayed up to 1.67% copper over 5 feet. Grab samples taken by Mr. Tough assayed up to 2.07% copper. A 25-ft. section of core from a 75-ft. pack sack drill hole drilled 18 and 19 ft. deep assayed 0.08% and 0.06%

GCNL FEB 7 1974

in 1970 assayed 0.19% copper. Two other holes copper respectively.

In his conclusions, Mr. Tough says the property is in a favorable geological environment for presence of possible "ore-grade" mineralization and he adds that the presence of widespread chalcopyrite mineralization on the property enhances the potential. He advises that existing geochemical anomalies be tested by trenching and diamond drilling in conjunction with more soil sampling on the Herb group of claims. Also, he says a reconnaissance soil sampling program should be carried out over the DEDE group. He details a \$35,000 program as the first phase of his recommended program.

The company proposes that balance of the proceeds of \$10,000 (assuming the share offering is fully subscribed) will be used for a property payment due to McLeod Copper Ltd. of \$7,000 due 15 Dec 73 and for general administration, incl. expenses of the offering of shares estimated at \$2,500.

Should the offering not be subscribed in full, priority would be given to paying the \$7,000 property payment, costs of the issue and general expenses.

The company acquired the 12 RH claims for 710,000 escrowed shares and obtained an option from McLeod Copper Ltd. on the adjoining Herb group of 17 claims and the Dede group of 10 claims, the latter being 10 miles east of the main block.

The option terms for acquiring the Herb and Dede groups call for the initial payment of \$3,000 and subsequent payments at specified dates for a total of \$100,000 by 15 Dec 78, plus 150,000 shares payable ten years from the effective date of the agt. or as soon as commercial production starts, whichever shall first occur.

PROPERTY FILE