

RECEIVED
PROSPECTUS

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BRITISH COLUMBIA
SECURITIES COMMISSION

008137

92G/11W
92GNW025
July 14th, 1972.

Copper Bay.

SECOND PUBLIC OFFERING
300,000 no par value shares

GAYLORD MINES LIMITED

(Non-Personal Liability)

Incorporated in British Columbia
HEAD OFFICE
306-736 Granville Street
Vancouver 2, B.C.

REGISTERED OFFICE:
Suite 2260
Toronto Dominion Tower
700 West Georgia Street
Vancouver 1, B.C.

REGISTRAR AND TRANSFER AGENT:
The Royal Trust Company
555 Burrard Street
Vancouver 1, B.C.

THIS OFFERING

The Company offers by this Prospectus 300,000 shares of its capital stock which will either be distributed on behalf of the Company at a price of 25¢ per share net to the treasury of the Company if sold to the public within British Columbia by its designated trading director from time to time acting without commission or other remuneration; or will be distributed to the public within British Columbia through brokers and/or salesmen registered under the British Columbia "Securities Act" at a price of 25¢ per share, subject to a commission which may be paid or allowed of up to .06-1/4¢ per share to net the Company not less than .18-3/4¢ per share.

The purpose of this offering is to raise funds for the payment of outstanding accounts; to maintain the Company's Stikine Claims in good standing; to carry out a program of exploration and development of the Company's mining prospect on Gambier Island in the Howe Sound area of British Columbia as recommended by its consultants, and to meet general corporate and administrative expenses.

No. of Shares Offered	Price per Share	Commission (see Note below)	Net amount to be received by Company if all shares offered hereby are sold (see Note below)
300,000	25¢	.06-1/4¢ per share	.18-3/4¢ per share
TOTALS:	\$75,000.00	\$18,750.00	\$56,250.00 *

NOTE:

The commission of .06-1/4¢ per share set out above represents the maximum rate of commission which might be paid to registered brokers or salesmen. No commission will be paid in respect of any sales made on behalf of the Company by its designated trading director.

* Based upon the assumption that all shares offered hereby will be sold.

THERE IS PRESENTLY NO EXISTING MARKET FOR THE SHARES OF THE COMPANY.

A PURCHASE OF THE SECURITIES OFFERED BY THIS PROSPECTUS MUST BE CONSIDERED A SPECULATION AS THE COMPANY'S MINING PROPERTIES (AS SET OUT UNDER THAT HEADING IN THIS PROSPECTUS) ARE IN THE EXPLORATION AND DEVELOPMENT STAGE ONLY.

NOTICE: NO SURVEYS OF ANY PROPERTIES HELD BY THE COMPANY HAVE BEEN MADE AND THEREFORE, IN ACCORDANCE WITH THE MINING LAWS OF THE JURISDICTION IN WHICH THE PROPERTIES ARE SITUATE, THE EXISTENCE OF THE AREAS OF SUCH PROPERTIES COULD BE IN DOUBT.

THIS PROSPECTUS IS NOT, AND UNDER NO CIRCUMSTANCES IS IT TO BE CONSTRUED AS A PUBLIC OFFERING OF SHARES FOR SALE IN THE UNITED STATES OF AMERICA, OR IN ANY OF THE TERRITORIES OR POSSESSIONS THEREOF.

REFERENCE SHOULD BE MADE TO THE PARAGRAPHS "PROMOTERS" AND "PRINCIPAL HOLDERS OF SECURITIES" HEREIN FOR COMPARISON OF THE NUMBER OF SHARES HELD BY THE PROMOTERS AND DIRECTORS OF THE COMPANY FOR CASH AND PROPERTIES WITH THE NUMBER OF SHARES OFFERED BY THIS PROSPECTUS.

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

NO PERSON IS AUTHORIZED BY THE COMPANY TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS OTHER THAN THOSE CONTAINED HEREIN IN CONNECTION WITH THE ISSUE AND SALE OF THE SHARES REFERRED TO HEREIN. ANY SUCH INFORMATION OR REPRESENTATION (IF GIVEN OR MADE BY ANY PERSON) CANNOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY.

92GNW025-05
PROPERTY FILE

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Remuneration	1
Promoters	2
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REPORT
ON THE
GAMBIER ISLAND PROPERTY
Lat. 49°31'N Long. 123°22'W
VANCOUVER M. D.

FOR
GAYLORD MINES LTD.

BY
A. F. ROBERTS, P. ENG.

April 7, 1972

A. F. ROBERTS, P. ENG.
CONSULTING MINING ENGINEER

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- 11] GEOLOGY MAP.....[follows page 3]

REFERENCES

- 4]
- 2] B.C. Department of Lands & Forests, Maps 926/11W, 926/6W, 1:50,000
- 10] G.S.C. Map 42-1963, Geology, Squamish, 1:253,440
- 6] Confidential Report, 1968, Nick's Copper Mine, Gambier Island
- 7] John Lamb, P. Eng., April 1968 - An Examination of Nick's Copper Mine, Gambier Island, B. C.
- 8] Harvey H. Cohen, P. Eng., December 1969, Report on the "Nick's Copper Mine" Property, Gambier Island
- 9] Harvey H. Cohen, P. Eng., June 12, 1971, Report on the Airborne Geophysical Survey, Jan, Dale, N&J, Sharks Bay, Blue Grouse, Bald Eagle, Copper Bay, Mineral Claims, Gambier Island, B. C.

A. F. ROBERTS, P.ENG.
CONSULTING MINING ENGINEER

SUMMARY

The Gambier Island Property contains at least one area with a major shear at least 1,800 feet by 300 feet with possible extensions, containing copper - silver - gold mineralization associated with quartz in a favourable geological environment.

Reconnaissance geochemistry indicated an anomalous area 800 feet by 1,000 feet, open in all directions.

This area is a prime target for an exploration program to outline a body of mineralization of economic importance.

Other areas of the property are known to contain similar mineralization, therefore the balance of the property is worthy of a reconnaissance geophysical program.

The estimated cost of a Phase I program is \$22,000.00

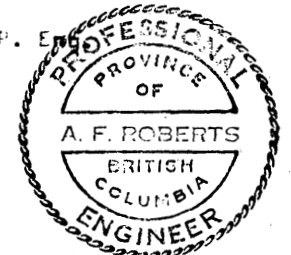
Phase II, which would consist of preliminary diamond drilling, would cost in the order of \$21,400.00.

Phase III would be a major diamond drilling program costing in excess of \$100,000.00

Respectfully submitted,

A. F. Roberts
A. F. Roberts, P. Eng.

A. F. ROBERTS, P.ENG.
CONSULTING MINING ENGINEER



REPORT ON THE
GAMBIER ISLAND PROPERTY
 Lat. $49^{\circ}31'N$ Long. $123^{\circ}22'W$
 VANCOUVER M. D.

FOR
GAYLORD MINES LTD.

BY
A. F. ROBERTS, P. ENG.

April 7, 1972

INTRODUCTION:

This report was authorized by Mr. A. Caldwell, President of Gaylord Mines Ltd.

Its purpose is to assess the merits of the property by personal examination, and a review of past work, and if warranted, recommend a work program for 1972.

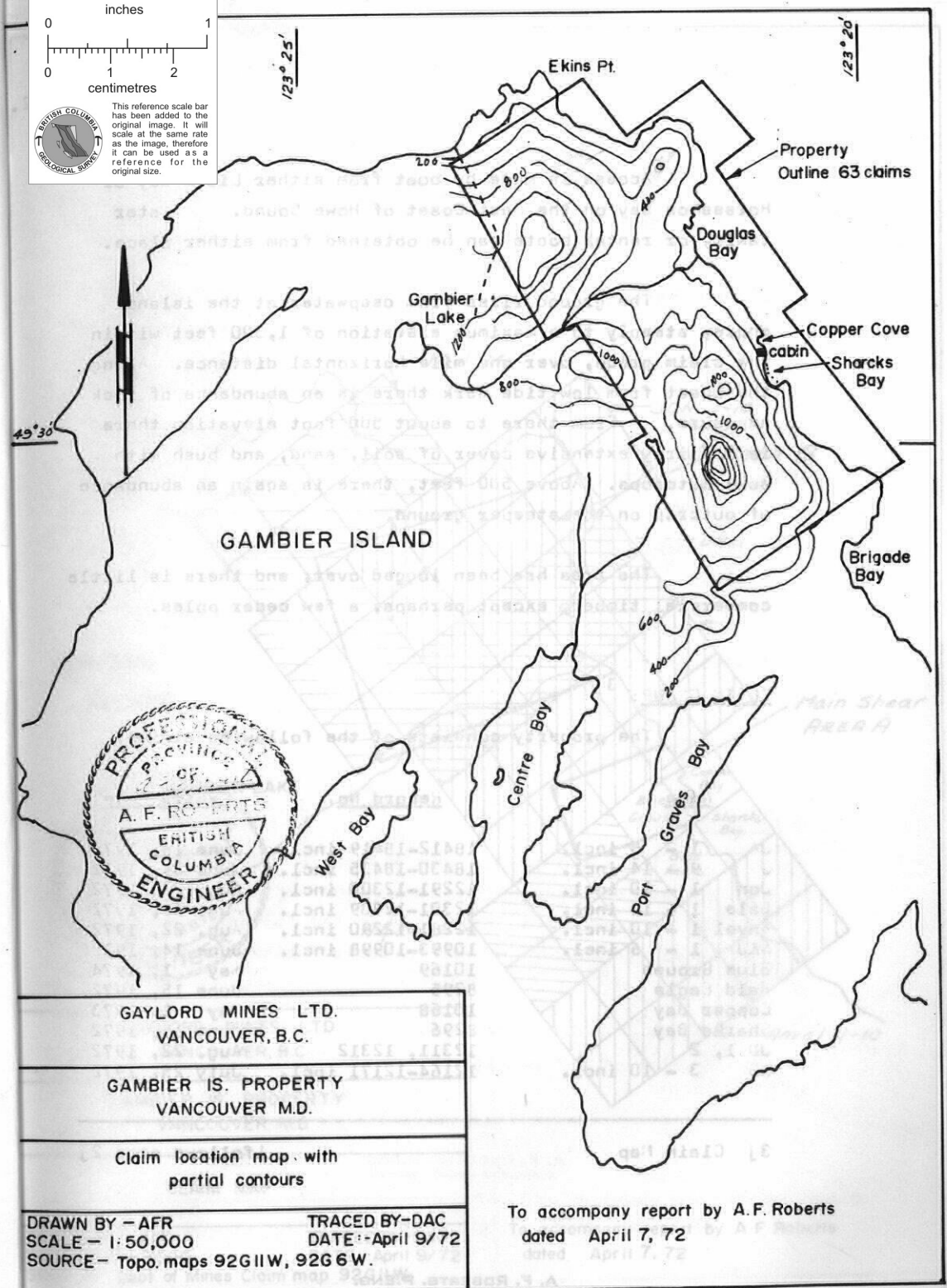
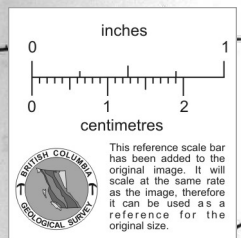
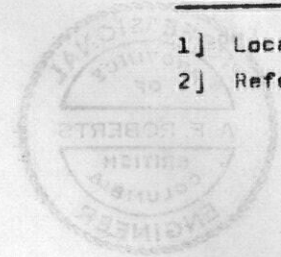
A visit was made to the property on April 4, 1972, in company with Mr. A. Caldwell, and Mr. J. Caldwell. A close examination of the main zone in and above the beach exposures, and along the old logging road was made. Only cursory examination of outcrops in the surrounding area was made.

LOCATION, ACCESS, TOPOGRAPHY: 1] 2]

The property is located on the north and east coasts of Gambier Island in Howe Sound, B.C. About fourteen of the claims are "water claims" covering possible underwater extensions of known showings on the group.

- 1] Location Map [follows page 1]
- 2] Reference: B. C. Department of Lands and Forests, Maps 926/11W and 926/6W, 1:50,000

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GAYLORD MINES LTD. VANCOUVER, B.C.	
GAMBIER IS. PROPERTY VANCOUVER M.D.	
Claim location map with partial contours	
DRAWN BY - AFR SCALE - 1:50,000 SOURCE - Topo. maps 926/11W, 926/6W.	TRACED BY - DAC DATE - April 9/72

To accompany report by A.F. Roberts dated April 7, 72

Access is made by boat from either Lions Bay or Horseshoe Bay on the East Coast of Howe Sound. Water taxis, or rental boats can be obtained from either place.

The ground rises from deepwater at the island shore, steeply to a maximum elevation of 1,300 feet within the claim group, over one mile horizontal distance. Along the coast from low tide mark there is an abundance of rock exposure. From there to about 500 foot elevation there is a fairly extensive cover of soil, sand, and bush with some outcrops. Above 500 feet, there is again an abundance of outcrop on the steeper ground.

The area has been logged over, and there is little commercial timber, except perhaps, a few cedar poles.

CLAIM GROUP: 3]

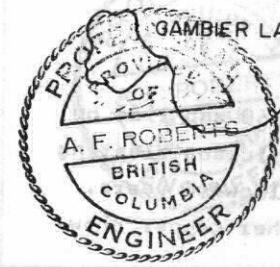
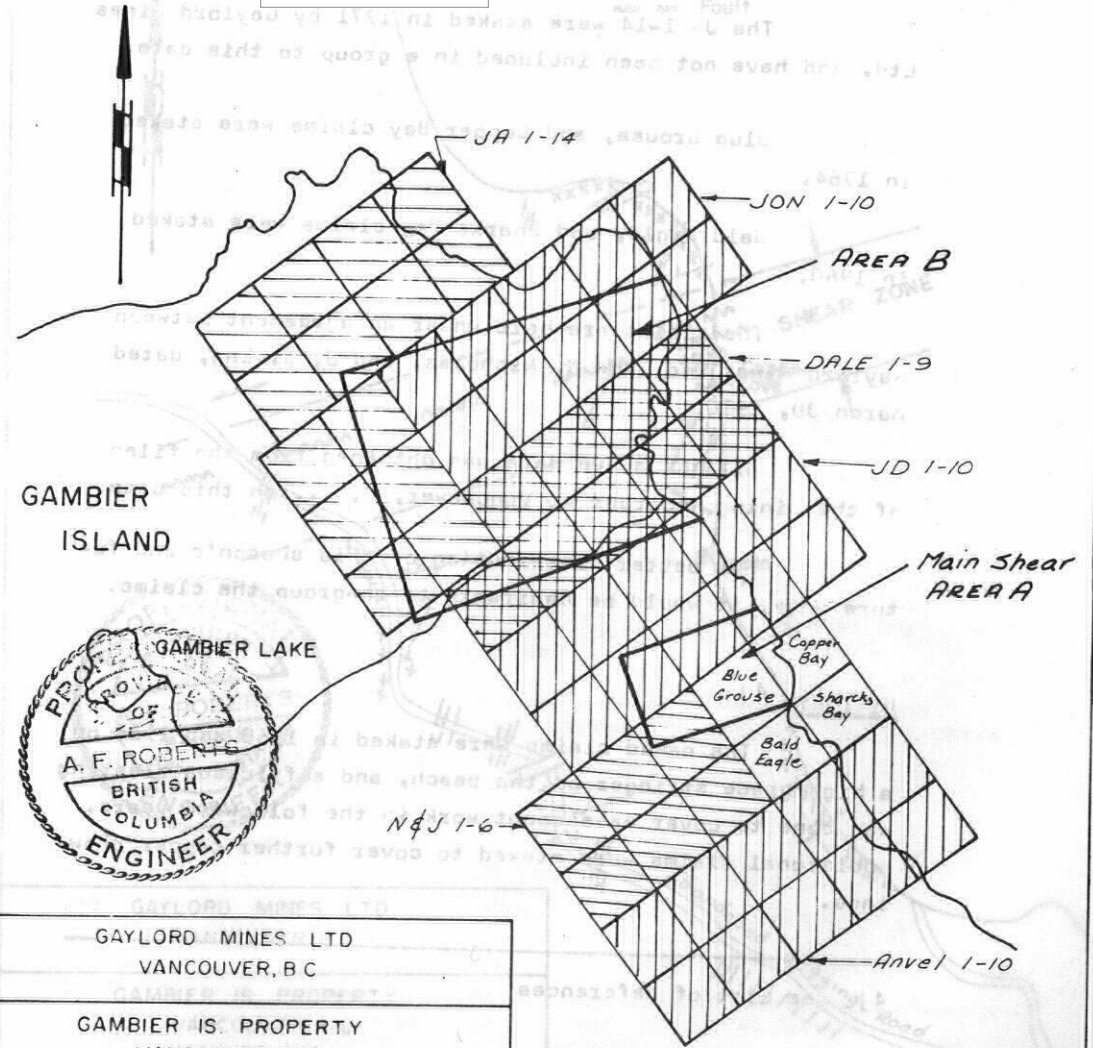
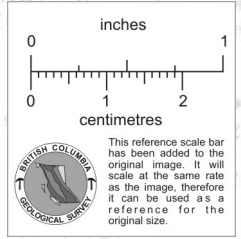
The property consists of the following claims:

Name	Record No.	EXPIRY Date
JA 1 - 8 incl.	18412-18419 incl.	June 18, 1972
J 9 - 14 incl.	18430-18435 incl.	June 24, 1972
Jon 1 - 10 incl.	12291-12300 incl.	Aug. 22, 1972
Dale 1 - 10 incl.	12301-12309 incl.	Aug. 22, 1972
Anvel 1 - 10 incl.	12281-12290 incl.	Aug. 22, 1972
N&J 1 - 6 incl.	10993-10998 incl.	June 14, 1972
Blue Grouse	10169	May 1, 1974
Bald Eagle	8295	June 15, 1972
Copper Bay	10168	May 1, 1973
Sharks Bay	8296	June 15, 1972
JD 1, 2	12311, 12312	Aug. 22, 1972
JD 3 - 10 incl.	12164-12171 incl.	July 25, 1972

3] Claim Map

[follows page 2]

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GAYLORD MINES LTD
VANCOUVER, B C

GAMBIER IS. PROPERTY
VANCOUVER M D

CLAIM MAP

DRAWN BY - AFR
SCALE - 1" = 3000'
SOURCE - Dept. of Mines Claim map 92GIIW

To accompany report by A F Roberts
dated April 7, 72

Grouping: #659, June 15, 1970
 Blue Grouse Group, 40 claims
 Blue Grouse, J# 1-10, level 1-10,
 level 1-9, Jun 1-10

#657, June 13, 1969
 Sharks Bay Group, 9 claims
 N&S 1-6, Bald Eagle,
 Sharks Bay, Copper Bay

The J# 1-14 were staked in 1971 by Gaylord Mines Ltd. and have not been included in a group to this date.

Blue Grouse, and Copper Bay claims were staked in 1964.

Bald Eagle, and Sharks Bay claims were staked in 1960.

The claims are held under an agreement between Gaylord Mines Ltd. and N. Nicholas, and J. D. Ing, dated March 30, 1970.

All the above data was obtained from the files of the Mining Recorder at Vancouver, B.C., on this date.

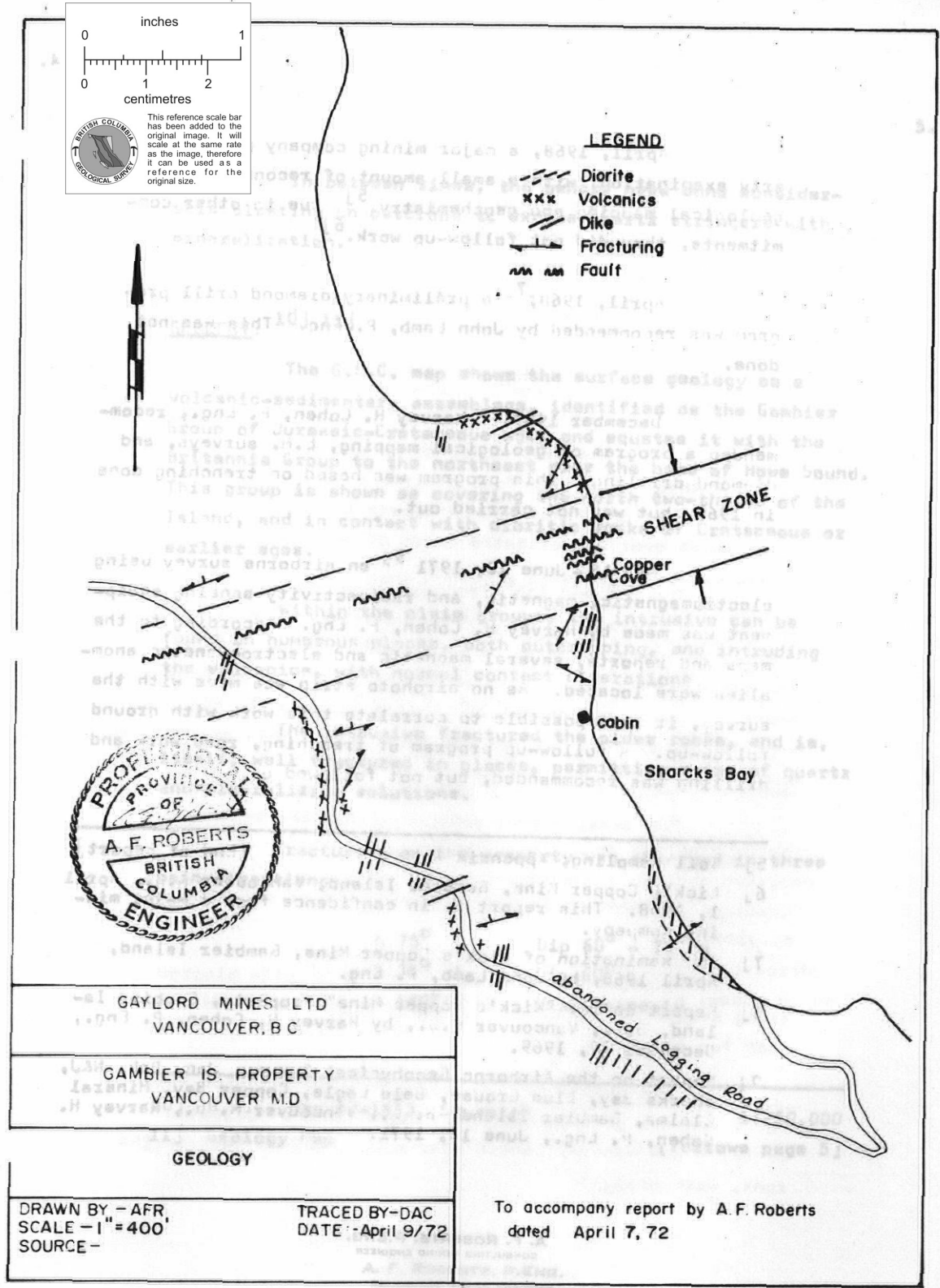
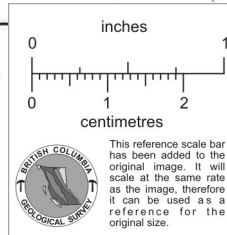
For better distribution of this season's and future work, it would be desirable to re-group the claims.

HISTORY:

The named claims were staked in 1960 and 1964 on a high grade stringer on the beach, and sufficient blasting was done to cover assessment work in the following years. Additional claims were staked to cover further copper showings.

4] See List of References

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GAYLORD MINES LTD VANCOUVER, B.C.	
GAMBIER IS. PROPERTY VANCOUVER M.D.	
GEOLOGY	
DRAWN BY - AFR, SCALE - 1" = 400' SOURCE -	TRACED BY - DAC DATE - April 9/72

To accompany report by A. F. Roberts dated April 7, 72

April, 1968, a major mining company made a property examination, with a small amount of reconnaissance geological mapping and geochemistry.^{5]} Due to other commitments, they did not follow-up work.^{6]}

April, 1968,^{7]} a preliminary diamond drill program was recommended by John Lamb, P. Eng. This was not done.

December 1969,^{8]} Harvey H. Cohen, P. Eng., recommended a program of geological mapping, t.M. surveys, and diamond drilling. This program was based on trenching done in 1969, but was not carried out.

May 15 - June 12, 1971^{9]} an airborne survey using electromagnetic, magnetic, and radioactivity sensing equipment was made by Harvey H. Cohen, P. Eng. According to the maps and reports, several magnetic and electromagnetic anomalies were located. As no airphoto strip was made with the survey, it is impossible to correlate this work with ground follow-up. A follow-up program of trenching, road work and drilling was recommended, but not followed up.

-
- 5] Soil sampling, Appendix A [End of Report]
 6] Nick's Copper Mine, Gambier Island, Vancouver B.C., April 1, 1968. This report is in confidence from a major mining company.
 7] An Examination of Nick's Copper Mine, Gambier Island, April 1968, by John Lamb, P. Eng.
 8] Report on the "Nick's Copper Mine" Property, Gambier Island, B.C., Vancouver B.C., by Harvey H. Cohen, P. Eng., December 22, 1969.
 9] Report on the Airborne Geophysical Survey, Jon, Dak, N&J, Sharks Bay, Blue Grouse, Bald Eagle, Copper Bay, Mineral Claims, Gambier Island, B. C., Vancouver B. C., Harvey H. Cohen, P. Eng., June 12, 1971.

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In between times, the owners have done considerable blasting on outcrops to expose quartz stringers with mineralization.

GEOLOGY: 10] 11]

The G.S.C. map shows the surface geology as a volcanic-sedimentary assemblage, identified as the Gambier Group of Jurassic-Cretaceous age, and equates it with the Britannia Group to the northeast near the head of Howe Sound. This group is shown as covering the north two-thirds of the Island, and in contact with dioritic rocks of Cretaceous or earlier ages.

Within the claim groups, the intrusive can be found in numerous places, both outcropping, and intruding the volcanics, with normal contact alterations.

The intrusive fractured the older rocks, and is, itself, well fractured in places, permitting entry of quartz and mineralizing solutions.

Fracturing on the property was observed in three main directions:

N 75° E	Dip 60° - 75° N
N 35° E	Dip 60°
N 140° E	Dip N steeply

10] G.S.C. Map 42-1963, Squamish

1:250,000

11] Geology Map

[follows page 5]

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The north 75° east set is the most prominent and is the set in which the shear zones occur. Basic dikes of considerable extent also intrude this set.

Malachite stain is common where there is protection from surface runoff. Minor mineralization, with pyrite, occasional pyrrhotite, and minor chalcopyrite can be found in both the intrusive and volcanic rocks associated with quartz.

Within the main zone, which consists of andesite cut by a major shear and four smaller paralleling shears, is a box work of discontinuous quartz stringers from 1/16" to 12" wide over an estimated width of 300 feet.

The 75° and 135° fracture sets contain quartz, pyrite, chalcopyrite and bornite, sometimes massive. The quartz, at times, appears to be banded. The wall rock in the contact with the veins, is mineralized with chalcopyrite, bornite, pyrite and magnetite. Minor molybdenite has been reported by others. It was not observed on this examination, but did report in the assays.

The total quartz content within the zone may be as high as 25% of the total rock mass.

Alteration in the zone consists of chlorite and epidote.

Similar material can be found in pits blasted along strike of the zone, but these pits were in no condition for sampling.

Two character samples, one of mineralized wall rock, and one of vein material, consisting of selected better grade mineralization over a width of 30 feet in the zone, were assayed:

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	Gold Oz/ton	Silver Oz/ton	Copper %	Molybdenum %
Vein Material	0.002	0.42	1.36	0.031
Wall Rock	0.004	1.62	3.52	0.019

Note the high silver content ^{12]} in all assays. Another zone, not examined on this trip, is shown on the map, and is reported to have similar mineralization. No recent work has been done here.

CONCLUSION:

The main zone consists of a strong shear with subsidiary parallel shears over a width of approximately 300 feet, and a length of 1,800 feet, with possible extensions. These shears contain copper-silver mineralization, with a small gold content, associated with quartz stringers.

Geochemical sampling on a reconnaissance basis indicates an area 800 feet by 1,000 feet to be anomalous.

Therefore, it is concluded that the main shear zone is a prime target for an exploration program designed to outline an economic deposit of copper mineralization.

In general, the balance of the property is worthy of a reconnaissance type geophysical program to locate other areas of major interest.

^{12]} Assay Reports, Appendix B

[End of Report]

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RECOMMENDATIONS:

On the main zone, carry out a program as follows:

- a] Simultaneously - geochemical, EM-16, magnetometer survey.
- b] If possible, with [a], map the property geology on 400 scale, using stereo airphotos, and a map to be prepared by Lockwood Surveys Ltd., with 20 foot contours.
- c] Following the above work, carry out a similar program on the area to the north on a reconnaissance basis.
- d] Drill off with "B" or "N" core, any anomalous areas located, after preliminary trenching or pitting.

ESTIMATED COSTS:Phase I:

[Area A] Cut baseline, cross lines at 200 foot spacing. Stations at 50 foot intervals on baseline and for 600 feet each side of baseline, then at 100 foot intervals for an additional 400 feet each side.

[Area B] Cut baseline, cross lines at 400 foot spacing, and stations at 100 foot spacing.

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Area A:

Geophysical survey, magnetometer, EM-16, and geochemical, 6 line miles @ \$350.00/mile	\$ 2,100.00
Hand stripping of anomalies	1,000.00
Assaying 356 samples @ \$1.50 (Cu, Ag, Pb, Zn)	534.00
Geological mapping of property	2,500.00
Airphotos, 500 scale map, Lockwood Surveys	1,200.00

Area B:

Geophysical survey as in "A" 17 miles	5,750.00
Assaying 1,700 @ \$1.50	2,550.00
Hand stripping of anomalies	1,000.00
Supervision and reports	2,900.00
Sub-total	\$18,834.00
15% contingency	2,825.10
Total	\$21,659.10
Day	\$22,000.00

Phase II:

If Phase I is successful, a short diamond drill program will be required.

4 holes - 250 feet, N core @ \$12.50	\$12,500.00
Assay - 400 samples @ \$11.00	4,400.00
Supervision and reports	2,900.00
Sub-total	\$19,800.00
15% contingency	2,900.00
Total	\$21,400.00

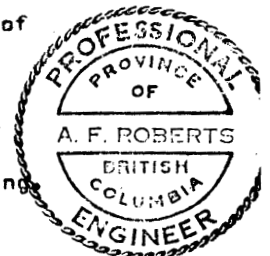
Phase III:

If Phase II is successful, then a major diamond drilling program will be required and will cost in excess of \$100,000.00.

Respectfully submitted,

A. F. Roberts, P. Eng.

A. F. ROBERTS, P.ENG.
CONSULTING MINING ENGINEER



C E R T I F I C A T E

I, A. F. Roberts of 312 Fairbrook Crescent, Richmond, B. C., do hereby certify that:

- 1) I am a graduate of the University of British Columbia, [B.Sc.], in Mining Engineering, 1951.
- 2) I am registered as a Professional Engineer of the Province of British Columbia, and am a member of the Canadian Institute of Mining and Metallurgy.
- 3) I have practiced my profession since 1951 with Quatsino Copper Gold Mines Ltd., Giant Mascot Mines Ltd., Cochenour Millens Gold Mines Ltd., Mogul Mines Ltd., Kerr Addison Gold Mines Ltd., Atlantic Coast Copper Corporation Ltd., Wesamac Mines Ltd., Brenda Mines Ltd., T. C. Explorations Ltd.

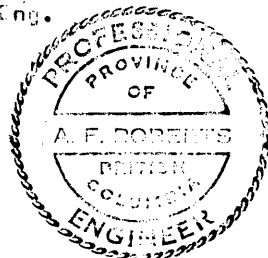
I am Vice-President, and a Director of Bathurst Inlet Mining Corporation Ltd. Previous to and during University, I worked underground as a miner, and on several exploration projects.

- 4) The accompanying report is based on a personal examination of the property on April 4, 1972, and examination of reports referred to in the text.
- 5) I have not, nor do I expect to receive, any interest, direct or indirect in this property, or any of its securities.
- 6) I consent to the use of this report in, or in connection with a prospectus, or a statement of material facts relating to the raising of funds for this project.

DATED at Vancouver, B. C., this seventh day of April, 1972.

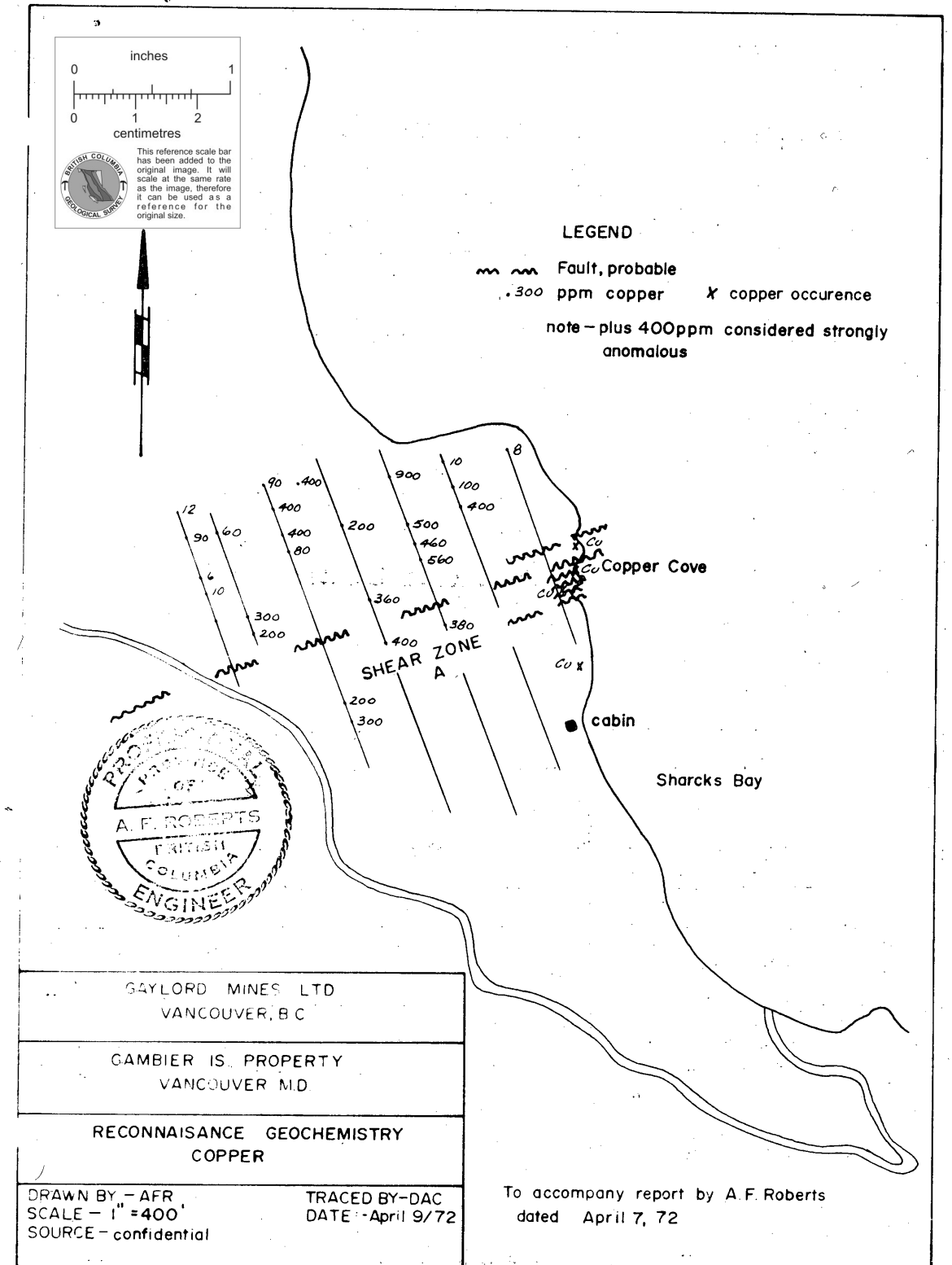
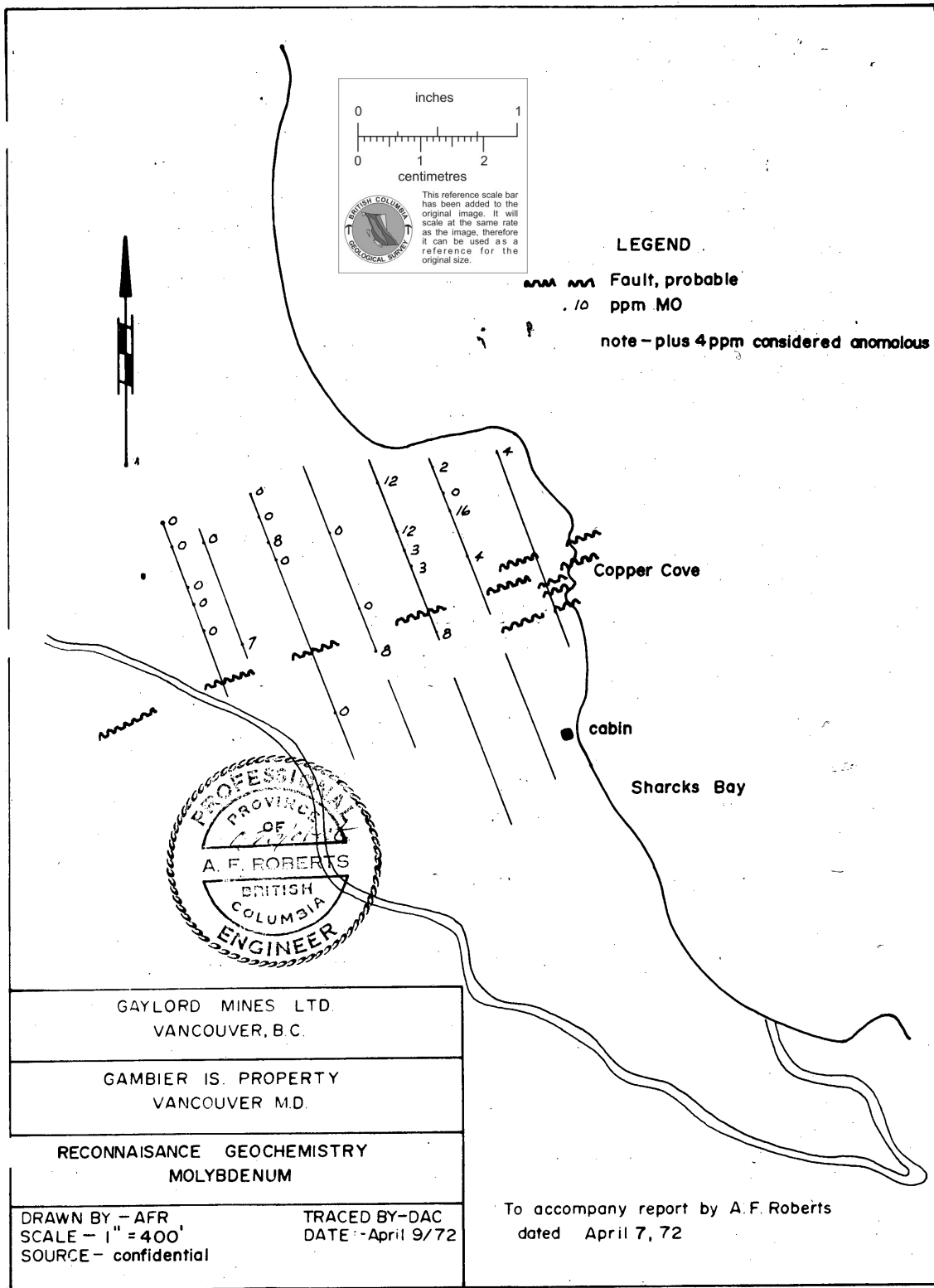
A. F. Roberts
A. F. Roberts, P. Eng.

A. F. ROBERTS, P.ENG.
CONSULTING MINING ENGINEER



A. F. ROBERTS, P.ENG.
CONSULTING MINING ENGINEER

A P P E N D I X



TO Mr. R Roberts
 201-569 Howe St.
 Vancouver, B.C.

ACME ANALYTICAL LABORATORIES LTD.
 Assaying & Trace Analysis
 6455 Laurel St., Burnaby 2, B.C.

Tel: 299-5242

File No. 1089

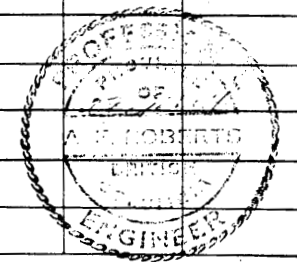
ANALYSES CERTIFICATE

Type of Samples Rock

Disposition 6 months

APPENDIX "B"

No.	Sample	MoS2%	Cu %	Ag Oz/ton	Au oz/ton	No.
1	3121	.031	1.36	.42	.002	1
2	3122	.019	3.52	1.63	.004	2
3						3
4						4
5						5
6						6
7						7
8						8
9						9
10						10
11						11
12						12
13						13
14						14
15						15
16						16
17						17
18						18
19						19
20						20



All reports are the confidential property of clients.

DATE SAMPLES RECEIVED April 5, 1972
 DATE REPORTS MAILED April 6, 1972

A. F. Roberts
 CERTIFIED B.C. ASSAYER
 D Foye

A. F. ROBERTS, P.ENG.
 CONSULTING MINING ENGINEER

SHEET NO. _____
 FILE NO. 302155/163

J. R. WILLIAMS & SON LTD.

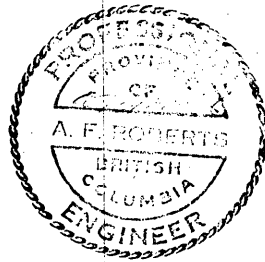
MUTUAL 9-5821

PROVINCIAL ASSAYERS
 560 NELSON STREET

VANCOUVER 2, B.C. March 22 1966

RESULTS of Assays made on samples of ore submitted by: MESSRS. QUATSINO MINES LTD.

MARK	Gold Oz/ Ton	Silver Oz/ Ton	Copper %
Beach #1 Start	0.02	3.25	7.10
Beach-Low Water(A)	0.04	15.90	16.35
Beach-Low Water(B)	0.03	15.05	13.15
Beach-Low Water(C)	0.03	5.10	7.20
Beach 20' Chip	0.015	0.10	0.20
#3 - Cut	Trace	0.50	0.25
#4 - Cut	0.005	0.30	0.45
#5 - Cut 1500' Elevation	0.01	0.15	0.25
Cut - At 500'	0.005	0.20	0.40



Assays made by:

J. Moore

Laboratories Limited

325 HOWE STREET - VANCOUVER 1, B.C.
 TELEPHONE 664-1374

ASSAYERS
 CHEMISTS
 GEOCHEMISTS

CERTIFICATE OF ANALYSIS

SAMPLE(S) FROM Mr. J. Eng

REPORT NO.

V - 383

1 SAMPLE(S) OF ORE

- not marked -

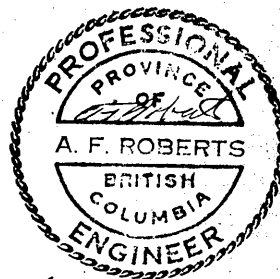
Gold (Au) Troy ounces per 2,000 lbs.	Silver (Ag) Troy ounces per 2,000 lbs.	Copper (Cu) %
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0.03

8.40

46.70

Specimen



DATE

June 23, 1966

SIGNED

[Signature]

DIVISION OF TECHNICAL SERVICE LABORATORIES