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PROSPECTUS

May 5, 1972

GALVESTON MINES LTD. (N.P.L.)

Incorporation of British Columbia

New Issue of 300,000 Common Shares

Galveston Mines Ltd. (N.P.L.) referred to as "the Company" offers 300,000 of its common shares at 35 cents per share

No. of Shares Offered	Price per Share	Price to Public	Commission	Net Amount to be received by Company
Per Unit	35¢	35¢	8-3/4¢	26-1/4¢
Total	\$300,000	\$105,000	\$26,250	\$78,750

THERE IS NO EXISTING MARKET FOR THE COMPANY'S SECURITIES IN THE PROVINCE OF BRITISH COLUMBIA OR ELSEWHERE.

A PURCHASE OF THE SHARES OFFERED BY THIS PROSPECTUS MUST BE CONSIDERED A SPECULATION SINCE THE COMPANY'S MINERAL CLAIMS ARE STILL ONLY IN THE EXPLORATION STAGE. SECTIONS HEADED "DESCRIPTION OF BUSINESS AND PROPERTY OF COMPANY," "ESCROWED SHARES" AND "PRINCIPAL HOLDERS OF SECURITIES" SHOULD BE REFERRED TO FOR A COMPARISON OF THE PERCENTAGE OF THE NUMBER OF SHARES OFFERED HEREUNDER FOR CASH AND THOSE ALREADY ISSUED BY THE COMPANY FOR CASH AND OTHER CONSIDERATION.

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.

NO SURVEY HAS BEEN MADE OF THE COMPANY'S LOCATED MINERAL CLAIMS 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 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.

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ALLEN GEOLOGICAL ENGINEERING LTD.

303 - 325 HOWE STREET VANCOUVER 1, B.C.

November 22, 1971

The British Columbia Securities Commission Bank of British Columbia Building 756 Fort Street Victoria, B.C.

Dear Sirs:

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Re: Galveston Mines Ltd. (N.P.L.)

I hereby consent to the use of my report dated October 15, 1971, on the Mar 1-20 Mineral Claims, McLeese Lake, B.C., in a prospectus being filed with your commission by Galveston Mines Ltd. (N.P.L.)

Yours very truly,

"ALFRED R. ALLEN" P. Eng. Alfred R. Allen

For: ALLEN GEOLOGICAL ENGINEERING LTD.

Report on the

MAR 1-20 MINERAL CLAIMS

McLEESE LAKE, B.C. CARIBOO M.D.

By:

For: GALVESTON MINES LTD. (N.P.L.) 101 - 535 Thurlow Street Vancouver 1, B.C.

ALLEN GEOLOGICAL ENGINEERING LTD. 303 - 325 Howe Street Vancouver 1, B.C. .

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October 15, 1971

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INTRODUCTION

The Mar group of mineral claims is located about one and one-half miles southeast of McLeese Lake, B.C., within easy access to Highway 97.

The writer examined the Mar 1-20 claims area May 6th and September 19th, 1971.

This report is intended to provide a brief description of the McLeese Lake area, the general geology, and details of an exploration programme for the Mar Claims of Galveston Mines Ltd. (N.P.L.).

LOCATION AND ACCESSIBILITY

The Mar property of Galveston Mines is located on the east side of Duckworth Lake between McLeese Lake and Soda Creek in south central British Columbia.

Geographic location is 52⁰-20' north latitude and 122⁰-15' west longitude.

Access is via Highway No. 97 from Williams Lake or Quesnel, and by secondary road southeast from McLeese Lake.

PROPERTY

The property comprises the Mar 1-20 adjoining located mineral claims.

These were recorded May 7, 1971.

Record Numbers 62360 to 62379 inclusive.

The lines and posts have been examined by the writer and are in accordance with the requirements of the B.C. Mineral Act.

TOPOGRAPHY

The claims are located east of the Fraser River on a terraced area. There is a steep 500-foot gradient from the terrace down to the valley of McLeese creek. Small intermittent creeks drain westerly into McLeese creek and southerly into Soda creek.

GEOLOGY

The area between Soda creek and McLeese Lake, although almost completely covered with overburden, is underlain by sedimentary rocks of the Cache Creek formation. About 5 miles to the northeast of the Mar claims area there are intermittent exposures of granitic rocks measuring 12 miles long and 6 to 8 miles wide. Tertiary lavas and minor sediments overlie the Cache Creek and igneous rocks in scattered erosional remnants.

The Cache Creek group is composed mainly of argillite, chert, limestone, tuff and greenstone. Deposits of copper, iron and other minerals have been discovered in the Cache Creek rocks.

The large body of igneous rocks, known as the Granite Mountain batholith, is composed chiefly of granite, granodiorite, quartz diorite with minor veins of quartz, aplite and lamprophyre dykes. The large Gibraltar deposits of copper-molybdenum mineralization occur within this igneous complex. Alteration is chiefly silicification, sericitization and pyritization in and around the mineralized zones.

SUMMARY AND CONCLUSIONS

The Mar group of mineral claims is located in the McLeese Lake area of the Cariboo Mining Division, where exploration programmes are being carried out on numerous properties. This is largely because of the favourable geological environment as evidenced by the nearby Gibraltar, Gunn, Cariboo Bell and other copper-molybdenum deposits.

It is concluded that a thorough investigation of the Mar claims area is warranted.

RECOMMENDATIONS

A field programme on the Mar property of Galveston mines is herewith outlined in three phases. Details of the last two phases may be varied somewhat, depending upon results of the previous phase.

PHASE N	lo. 1.	Estimated Costs
1.	Establish a surveyed grid over the claims area, with parallel lines spaced at 400 feet and stations staked every 100 feet along each line,	\$ 3,000.00
2.	Conduct a geochemical survey over the property,	4,000.00
3.	Strip selected areas for bedrock geological information,	1,500.00
4.	Office, overhead and supervision	1,000.00
5.	Contingencies,	500.00
	Total estimated costs,	\$10,000.00
PHASE N	o. 2.	
1.	Conduct a magnetometer survey over the property,	\$ 2,500.00
2.	Strip and trench to provide additional bedrock information,	2,500.00
3.	Drill "scout" holes with percussion equipment to 300 feet of depth to test anomalous zones, a total of 4,000 feet of hole,	13,000.00
4.	Log all drilling results and sample assays therefrom in detail and map the geology of the property,	1,500.00
5.	Office, overhead and supervision	3,000.00
6.	Contingencies,	2,500.00
	Total estimated costs	\$25,000.00
PHASE N	o. 3.	
1.	Conduct an induced polarization survey over the property,	\$14,000.00
2.	Strip anomalous zones and excavate rock trenches where necessary to provide detailed geological information,	4,000.00
3.	Core drill to check zones of mineralization to at least 300 feet of depth, 1000 feet,	10,000.00
4.	Office overhead and supervision,	7,000.00
5.	Contingencies,	5,000.00
	Total estimated costs	\$40,000.00

The total estimated cost of the above programme amounts to \$75,000.00, and should require not more than six months field time.

Respectfully submitted,

ALLEN GEOLOGICAL ENGINEERING LTD. Per "ALFRED R. ALLEN" P. Eng. Alfred R. Allen

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Vancouver, B.C. October 15, 1971

REFERENCES

Annual Reports, B.C. Minister of Mines, '57-'66 Geological Survey of Canada, Paper 1533, Sheet 93 B/9 Geological Survey of Canada, Maps 12-1959, 3-1961 Keevil Mining, Maps and Reports, 1960-62 A.R. Allen, Reports, Gibraltar Mines, 1964-67 Cominco, Reports and Maps, 1966-67

CERTIFICATE

I, Alfred R. Allen, certify that:

I am a graduate of the University of British Columbia and hold the following degrees therefrom:

BASCGeological Engineering1939MAScGeological Engineering1941

I am a member of the Association of Professional Engineers of the Province of British Columbia.

I have practised my profession for the past twenty-eight years.

I hold no interest in the properties or securities of Galveston Mines Ltd. (N.P.L.), or affiliates thereof, nor do I expect to receive any, directly or indirectly.

My report of October 15th, 1971, entitled "Report on the Mar 1-20 Mineral Claims", McLeese Lake, B.C., Cariboo, M.D., is based upon field examination by the writer on May 6th and September 19th, 1971.

I consent to this report being filed with the British Columbia Securities Commission.

I have examined the claim posts and lines and am of the opinion that they are staked in accordance with the British Columbia Mineral Act.

"ALFRED R. ALLEN" P. Eng. Alfred R. Allen

October 15, 1971



PHONE 688-2305

Western Geological Services Ltd.

Suite 1015 - 470 Granville Street VANCOUVER 2, B.C.

November 29, 1971

British Columbia Securities Commission Victoria, British Columbia

Dear Sirs:

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Re: Galveston Mines Ltd. (N.P.L.)

The writer herewith consents to the inclusion of "Report ON: 'Bill' and 'NW' claims, Taseko Lake Area, B.C. Prepared For: Granite Mountain Mines Ltd. (N.P.L.) - Galveston Mines Ltd. (N.P.L.) Joint Venture," dated November 29, 1971 in the Prospectus of Galveston Mines Ltd. (N.P.L.).

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Yours truly,

WESTERN GEOLOGICAL SERVICES LTD.

"WM. MEYER"

W. Meyer, B.Sc.

WM:ro

Report on

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"BILL" AND "NW" CLAIMS

TASEKO LAKE AREA, B.C.

Prepared for

GRANITE MOUNTAIN MINES LTD. (N.P.L.) GALVESTON MINES LTD. (N.P.L.) JOINT VENTURE

by

W. MEYER, B.Sc. November 29, 1971 Vancouver, B.C.

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Fig. 1	Location Map
Fig. 2	Regional Geology
Fig. 3	Geology & Drill Holes

SUMMARY

The 'Bill' and 'NW' claims comprise a group of 36 full sized, contiguous mineral claims located at the head of Granite Creek in the Taseko Lake area. Widespread, consistent low grade copper-molybdenite mineralization occurs over a large area.

Direct mapping and prospecting for higher grade mineralized areas is not possible due to the deep weathering. The better grades of mineralization may have a surface expression in the form of a large prominent 'L' shaped gossan whose small dimension is approximately 1,000' x 2,000' and large dimension approximately 2,000' by 4,000'.

Virtually all drilling to date encountered copper-molybdenum mineralization throughout the holes, although the grade was generally low. Only a small portion of the potential area has been tested by drilling and there is surface evidence that higher grade zones can be expected.

A large drilling programme, involving initially 30 percussion holes drilled on 800 foot centres to be followed up by diamond drilling, is recommended.

This program is estimated to cost \$225,000 in two stages.

Respectfully submitted,

"WM. MEYER" W. Meyer

INTRODUCTION

The 'Bill' and 'NW' claims comprise a group of thirty-six (36) contiguous full sized mineral claims located near the headwaters of Granite Creek in the Taseko Lake area. The claims are owned by Victor Mining Corporation Ltd. (N.P.L.) who has entered into a joint venture agreement with Granite Mountain Mines Ltd. (NPL) for continued exploration of the property. Granite Mountain has the right to earn a 50% interest in the property by spending \$50,000 on exploration and thereafter the right to proceed on a 50-50 basis with Victor Mining Corporation Ltd. (NPL). Granite Mountain, in turn, has joint-ventured its commitment and interest (on a 50-50 basis) with Galveston Mines Ltd. (NPL). Granite Mountain will act as operator.

The history of the claims and previous work by Victor Mining Corporation is summarized in a report entitled "'Bill', 'GR', 'Mom' and 'NW' Claims prepared for Victor Mining Corporation Ltd. (NPL)" by D. Arscott, P. Eng., and W. Meyer, B.Sc., dated October 14, 1970. Since that time, eight (8) years work have been recorded on the 'Bill' and 'NW' claims. The remaining claims were allowed to lapse.

The object of the work completed in the 1971 field season was to carry out part of the recommendations of the October 14, 1970 report. 1,140 feet of percussion drilling was completed in four holes, as part of the recommendations submitted in that report.

LOCATION AND ACCESS

The claims are situated on Granite Creek, a tributary of the Taseko River, 125 miles north of Vancouver, B.C. (See Fig. 1).

Road access is via Williams Lake, Hanceville and Taseko Lakes, a distance of 170 miles (7 hours driving) from Williams Lake to the property campsite. Alternate access is by helicopter from Alta Lake, a one hour return flight.

HISTORY

The main showings were located by Phelps-Dodge Corporation of Canada Ltd. in August 1964, and held for two years. Work consisted of several trenches and one short diamond drill hole. This hole, in disseminated mineralization, averaged 0.12% copper over 190 feet.

In February 1968 the property was staked by the American Smelting and Refining Company. Little or no work was performed.

The present owner, Victor Mining Corporation Ltd. (N.P.L.) acquired the property in February, 1969, and in 1970 had carried out several miles of road building, further trenching, and 815 feet of diamond drilling in two holes.



GEOGRAPHY

The more pertinent information may be summarized as follows:

Physiographic Region Altitude (campsite)	Coast Range
Relief	2,500 feet
Snow free period	Cool, moderate precipitation 4 to 5 months
Permafrost	Minimum depth, October 1st, 4" on N. facing slope

CLAIMS

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The present group of thirty-six (36) claims held by Victor Mining Corporation Ltd. (N.P.L.) and subject to the joint venture Agreement with Granite Mountain Mines Ltd., are as follows:

Claim Name	Record No.	Expiry Date
NW No. 1 to NW No. 18	21719 to 21736	July 28, 1978
BILL No. 1 to BILL No. 18	21737 to 21754	July 28, 1978

PREVIOUS WORK

Previous work by Victor Mining Corporation included:

- Six (6) miles of access road from end of existing road near the mouth of Granite Creek to the camp site at 1) the headwaters of Granite Creek. 2)
- Building tent frames for camp. 3)
- Road construction from camp site to working areas near showings in cirque. 4)
- Bulldozer trenching and trenching in bedrock using drill and powder. 5.
- 815 feet diamond drilling in two (2) holes.

The diamond drill holes spaced approximately 3,700 feet apart were designed to test the large prominent gossan (DDH A-1) and an area of fresher, weakly mineralized rocks to the west.

DDH A-1 returned an average grade of 0.23% Cu and 0.011% MoS_2 across 330 feet. DDH A-2 returned an average grade of 0.12% Cu and 0.007% MoS₂ across 360 feet. There is geological evidence to indicate that a large area approximately 5,000 feet by 1,800 feet could be mineralized with at least equivalent grades and a reasonable probability that higher grades would occur.

A programme was proposed to check the mineralized area by drilling on an 800 foot grid to outline the higher grade sections within the large mineralized zone.

CURRENT PROGRAMME

- The initial programme in the 1971 season by Victor Mining Corporation included: 1)
- Re-opening the access road.
- 2) Re-opening the camp. 3)
- Repairing and re-building parts of the road to the area of the showings.

Late in the fall, under the joint venture agreement and with Granite Mountain as operators, a percussion drill programme was initiated with the objective of drilling ten (10) holes on 400 foot to 800 foot centres as an initial programme to outline the areas of potentially higher grade mineralization.

The drill programme was frequently interrupted by equipment breakdowns and Granite Mountain was eventually forced to suspend the whole operation due to freezing temperatures and constant blizzard conditions.

GEOLOGY

The general geology of the claim block and 'surrounding' area is described in a report by W. Dolmage entitled Gun Creek Map Area, G.S.C. Summary Report 1928 - Part A.

Briefly, the property lies on the east flank of the Coast Crystalline Belt, characterized by massive batholithic granitic intrusions of post Lower Cretaceous age, which are in turn intruded by post Upper Cretaceous granitic stocks and dykes. A major contact with Late Lower or Early Upper Cretaceous volcanics lies four miles NE of the showings. (Fig. 2).

Major structures include a strong and very persistent lineament running from Bralorne and along the Taseko River.

The property is mainly underlain by hornblende quartz diorite intruded by a swarm of feldspar porphyry and quartz feldspar porphyry dykes parallel to the major fracture systems (N 20°W and E-W). There is some field evidence to indicate that the dyke swarm may be peripheral to a small porphyry stock near the area of the better grade mineralization (see attached plan).

Outcrop in the 'key' area is sparse, occurring primarily on the ridge tops and creek bottoms. Scree, varying from a few feet to 30 or more feet in thickness, covers the high slopes and cirques while a thin mantle of soil and timber line scrub brush cover the lower slope.

Little was added to the geology in 1971 due to the time and weather conditions during the current drilling programme. The current geological information available is shown on the accompanying map. Plane table geological mapping should be emphasized as part of the initial programme for 1972 to provide a firmer basis for geological interpretations and mineralization controls as well as to determine the ideal attitude for the proposed drill holes.

MINERALIZATION

Chalcopyrite and molybdenite associated with heavy pyrite mineralization occur as fracture fillings and fine disseminations replacing mafics in both the quartz diorite and porphyry dykes. Total sulphides of up to 10% decrease away from the central area and porphyry stock to approximately 2% at DDH A-2, some 3,700 feet to the west.

The area of heavier total sulphides is expressed on the surface as a large prominent "L" shaped gossan whose long dimensions are 4,000 feet x 2,000 feet. Leaching of sulphides in the gossan zone varies from complete leaching of sulphides to a depth of 50 feet in the quartz diorite to 50% leaching of the sulphides in the porphyry dykes. The reason for the variation in the extent of leachings is that the intruded quartz diorite is intensely fractured and sheared throughout the gossan area whereas the later dyke material is more massive and less porous. Similarly, most of the large fragments in the scree slopes consist of dyke material, with the quartz diorite decomposing to sand and pebble sized fragments.

Limited drill hole data indicates that copper mineralization is related to the total density of sulphides and weak chlorite and biotite alteration in the quartz diorite. The alteration, however, has not been a useful guide in surface prospecting or mapping due to the weathering of surface rocks. Copper minerals for the most part are completely leached out of the surface rocks. Minor secondary chalcocite after pyrite was noted in DDH A-1 and some of the cuttings in the percussion holes, but appears to make only a minor contribution to the values in the area tested.

The most abundant economic mineral occurring on the bedrock surface is molybdenite where it occurs in minor amounts on the ridges and through the scree slopes. One shear zone grading 1.19% Cu across 6' occurs on the high ridge approximately 500' south of PH No. 4 (Trench 7).

DRILLING

During October 1971, four percussion holes aggregating 1,140 feet, were drilled. These four holes were part of a ten hole programme that was suspended due to mechanical breakdowns and adverse weather conditions.

Cuttings from the holes were assayed for Cu and MoS_2 in 10 foot sections. A representative sample from each sample interval was examined with a binocular microscope.

The following table summarizes the percussion hole assay data. Previous diamond drill data are included. Hole locations are given relative to DDH No. A-1. A plot of the holes is shown on the accompanying plan map (in

pocket) and in section (Appendix 1).

Hole	Location Relative to DDH No. A-1	Bearing	Dip	Depth	From	То	Inter- section	% Cu	%MoS2
рлн	4 100' West								
	4,100 west								
DDH A-I	-								
DDH A-2	3,700' West								
PH-1	-		-90	400'	60'	400'	340'	.21	.011
PH-2	800' @ N70 ⁰ E		-90	240'	40'	220'	180'	.19	.008
					110'	220'	110'	.21	
PH-3	400' @ S70 ^o W		-90	200'	10'	200'	190'	.12	.009
					40'	70'	30'	.28	.017
PH-4	800' @ S70 ⁰ W		-90	300'	30'	300'	270'	.10	.011
				1,140'					

CONCLUSIONS & RECOMMENDATIONS

The 'Bill' and 'NW' claims cover an extensive area of low grade copper-molybdenum mineralization with some evidence that higher grade zones of mineralization may occur. Sampling of these zones on surface is not possible due to deep weathering. Limited drilling in the 1970 and 1971 field seasons indicates that potentially significant amounts of copper-molybdenum mineralization occurs with heavy pyrite mineralization in quartz-diorite rocks of the Coast Crystalline Belt where they are intruded by a porphyry dyke swarm. The potential area of mineralization is expressed on surface in the form of a large "L" shaped gossan measuring 1,000 feet by 2,000 feet in the small dimension and 2,000 feet by 4,000 feet in the large dimension. Intermittent copper mineralization is exposed in a creek bottom for a distance of approximately 2,000 feet to the west of the gossan.

Emphasis in further exploration of the property should be on sampling the potential area initially by percussion drilling on an 800 foot grid to outline the higher grade areas. The proposed holes for the initial drilling are shown on the accompanying plan map.

The percussion programme should be followed up by diamond drilling on a closer spaced grid (400 feet) in selected areas. Provision is made for two deep holes and two holes drilled along percussion holes to determine the accuracy of this sampling.

Detailed geological mapping using a plane table is recommended to precede the physical work.

The estimated cost for this programme is shown below:

Plane table mapping – One month

Stage 1

(Geologist, assistant, camp and cookery, field tools and hardware, vehicles, assaying, travel and communication, engineering and drafting) \$ 6,000 Bulldozing - 100 hours @ \$35/hour 3,500 30 percussion holes to 400' on 800' grid Direct drilling cost \$3.00/ft. Assaying .50 Bulldozer 1.00 1.00 Camp, cookery, vehicles and other support Supervision .25 \$5.75/ft. x 12,000 ft. 69.000 Consulting 2,000 Engineering, drafting, report preparation, etc. 2,000 Fixed wing support – 2 trips/week @ \$200/trip 2,000

\$84,000

Stage 2

Diamond drilling at \$15/ft. (direct & indirect costs)

10 holes (fill-in to 500 feet)	5,000 ft.	
2 - 1,000 foot holes	2,000	
2 check holes along percussion	1,000	
	<u>8,000</u> ft.	120,000
		204,000
Contingency		21,000
		\$225,000

CERTIFICATE

I, William Meyer, do hereby certify that:

- 1. I am a geologist with residence at 911 Jarvis Street, Coquitlam, B.C.
- 2. I am a graduate of the University of British Columbia (B.Sc. 1962).
- 3. I am a Fellow of the Geological Association of Canada.
- 4. Since graduation, I have been employed as a geologist with Phelps Dodge Corporation of Canada (four years), Gibraltar Mines Ltd. (1-1/2 years), Associated Geological Services (1/2 year) and Western Geological Services Ltd. (from April 1968 to the present).
- 5. During 1964 I carried out geological mapping and directed a prospecting programme on behalf of a major company in the area covered by this report.

In the past two years I have visited the property a number of times on behalf of Victor Mining Corporation Ltd. (N.P.L.), Granite Mountain Mines Ltd. (N.P.L.), and Galveston Mines Ltd. (N.P.L.). During October, 1971, I supervised the drilling programme described in this report.

6. I have not received, nor do I expect to receive, any interests directly or indirectly in the properties or securities of Victor Mining Corporation Ltd. (N.P.L.), Granite Mountain Mines Ltd. (N.P.L.), Galveston Mines Ltd. (N.P.L.) or any of their affiliates.

"W. MEYER" W. Meyer

November 29, 1971





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GRANITE MT. - VICTOR JOINT VENTURE

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W.G.S