

014472

CON  
ST93E/14E (093E 053)  
93N/14W (093N 100)

THE DATE OF THIS PROSPECTUS IS THE 16 DAY OF APRIL, A.D., 1971.

PROSPECTUS OFPASSPORT MINES LTD. (N.P.L.)

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

PLAN OF DISTRIBUTION

Passport Mines Ltd. (N.P.L.) (hereinafter called "the Company"), registered under the Securities Act, 1967 as a Security-Issuer, hereby offers as principal 250,000 shares in its capital stock at a price of 25¢ per share. The Company may offer the shares for sale to the public through certain brokers or investment dealers registered in the Province of British Columbia, under the said Securities Act, 1967. The brokers or investment dealers, if any, will be selected by the Company and will act as agents for the Company. Alternatively, the Company may sell the shares on its own behalf under its Security-Issuer Licence under which trading Directors have been designated who will receive no commissions on the sale of shares. On the completion of any such sales, commissions may be allowed or paid to purchasers. The shares offered hereby may also be sold by salesmen for the Company who are duly registered under the said Securities Act, 1967.

DISTRIBUTION SPREAD

Shares Offered	Price to Public	Underwriting Discounts and Commissions	Proceeds to Company if all the shares are sold
250,000	Per Share: 25¢ Aggregate: \$62,500.00	Discounts: Per Share 25¢ Aggregate: \$62,500.00 Commissions: Per Share: 5¢ (maximum) Aggregate: \$12,500.00	Per Share: 20¢ Aggregate: \$50,000.00

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.

NOTICE: NO SURVEY OF ANY PROPERTY OR PROPERTY INTEREST HELD BY THE COMPANY HAS BEEN MADE AND THEREFORE IN ACCORDANCE WITH THE MINING LAWS OF THE APPROPRIATE JURISDICTIONS IN WHICH SUCH PROPERTY IS SITUATED, THE EXISTENCE OF AND THE AREAS OF SUCH PROPERTIES COULD BE IN DOUBT.

THERE IS NO KNOWN MARKET FOR THE SECURITIES OF THE COMPANY.

THE SHARES OFFERED HEREUNDER ARE A SPECULATIVE SECURITY AND SHOULD BE PURCHASED ONLY BY PERSONS AWARE OF THE RISKS INVOLVED. THE MINING BUSINESS IS BY NATURE SPECULATIVE AND THE TASK OF LOCATING AND DEVELOPING COMMERCIAL PRODUCTIVE ORE BODIES PRESENTS MANY UNCERTAINTIES.

IF ALL OF THE SHARES OFFERED BY THIS PROSPECTUS ARE SOLD TO THE PUBLIC, THE ISSUE WILL REPRESENT 24.4% OF THE SHARES THEN OUTSTANDING AS COMPARED TO 71.2% THAT WILL THEN BE OWNED BY THE PROMOTERS AND DIRECTORS, ISSUED FOR CASH AND PROPERTY.

file

93E053-05

PROPERTY FILE

X Ref 93N 100.

<u>TABLE OF CONTENTS</u>	<u>PAGE NUMBER</u>
PLAN OF DISTRIBUTION	Front Cover
DISTRIBUTION SPREAD	Front Cover
USE OF PROCEEDS TO COMPANY	3
SHARE AND LOAN CAPITAL STRUCTURE	4
NAME AND INCORPORATION OF COMPANY	4
DESCRIPTION OF BUSINESS AND PROPERTY OF COMPANY	4
INCORPORATION WITHIN ONE YEAR - PRELIMINARY EXPENSES	6
PROMOTERS	6
ISSUANCE OF SHARES	6
DIRECTORS AND OFFICERS	6
REMUNERATION OF DIRECTORS AND SENIOR OFFICERS.	7
ESCROWED SECURITIES	7
PRIOR SALES	4
INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS	8
AUDITORS, TRANSFER AGENTS AND REGISTRARS	8
MATERIAL CONTRACTS	8
ENGINEERING REPORT	
FINANCIAL STATEMENTS	
<u>PURCHASER'S RIGHT OF RESCISSION AND WITHDRAWAL</u>	

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

(a) A purchaser has the right to rescind a contract for the purchase of a security, while still the owner thereof, 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 to either of them of the written confirmation of the sale of the securities. Written notice of intention to commence an action for rescission must be served on the person who contracted to sell 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 has the right to rescind a contract for the purchase of such security, while still the owner thereof, if the Prospectus or any amended Prospectus offering such security contains an untrue statement

93E/14E

GEOLOGICAL REPORT

93E-53

on

HILL-TOUT LAKE PROPERTY

SMITHERS AREA

OMINECA MINING DIVISION, BRITISH COLUMBIA

for

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

FEBRUARY 23, 1971

by

Edward O. Chisholm, P.Eng.  
821-602 West Hastings Street  
Vancouver 2, B.C.

PROPERTY FILE

93E-53-07  
DUAL

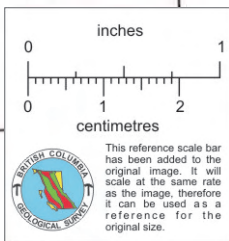
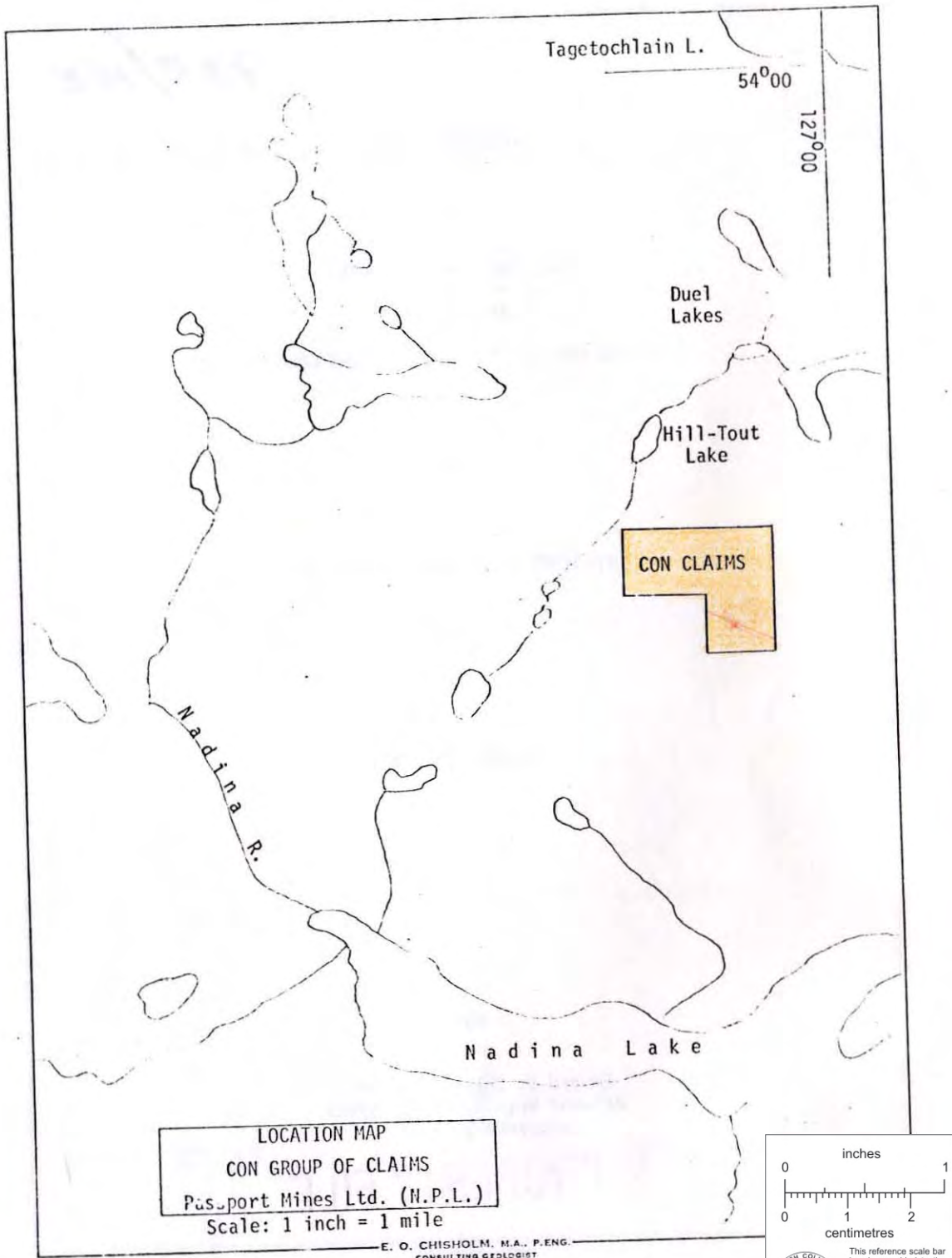


TABLE OF CONTENTS

	<u>Page No.</u>
SUMMARY AND CONCLUSIONS.....	1
INTRODUCTION.....	2
LOCATION AND ACCESS.....	3
TOPOGRAPHY.....	4
HISTORY AND ACTIVITY.....	5
GEOLOGY.....	6
Intrusive Rocks .....	6
Hazelton Rocks .....	8
Glacial Deposits.....	9
Structural Features.....	9
Mineralization .....	9
PREVIOUS WORK.....	10
CONCLUSIONS.....	12
RECOMMENDATIONS.....	13
CERTIFICATE OF AUTHOR.....	14

M A P S

Location Map.....	Front
Geological & Geochemical Plan.....	15

S U M M A R Y   A N D   C O N C L U S I O N S

The Hill-Tout Lake property of Passport Mines Ltd. (N.P.L.) lies in a reasonably accessible locality in the Smithers-Houston mining area. Preliminary geological and geochemical investigation of the claim group has indicated widespread copper mineralization occurring in geological environment favourable for the occurrence of a large low grade porphyry copper deposit similar to others under development in this district.

A program of preliminary exploration work totalling \$24,000. is recommended on the property.

I N T R O D U C T I O N

The writer examined the Con Group of 12 claims on October 6, 1970, on behalf of Passport Mines Ltd. (N.P.L.). The conclusions and recommendations in this report are based on surface examination of the claim group and information from government reports on the area. Other information was supplied by R. R. Blusson, geologist, who staked the claims, and G. O. M. Stewart, geologist, Vancouver.

The claims were recently staked at the time of the examination and the posts inspected were staked in accordance with the British Columbia Mining Act. The claim map attached represents pace and compass survey only and the location of the claims is approximately correct.

The property consists of the following 12 full sized claims and one fraction:

Con 1 to 12, and Con #1 Fraction.

The evaluation of any legal aspects of the claims is beyond the scope of this report.

LOCATION AND ACCESS

The mining claims under discussion are located a half-mile south of Hill-Tout Lake, Longitude 127° east, Latitude 54° 48' north, 50 miles south of the town of Smithers, British Columbia. It is accessible to within 4 miles by logging roads off an all-weather development road to Nadina Lake. A float plane can be landed on Duel Lakes, a distance of one mile from the claims.

Reference Maps:

1. G.S.C. 1064A, Whitesail Lake Area, B.C. 4 mile(Geology).
2. G.S.C. 971, Smithers-Fort St. James, B.C. 8 mile(Geology).
3. N.T.S. 93E, Whitesail Lake, B.C. 4 mile (Topography).

TOPOGRAPHY

The topography is moderate with vegetation covered slopes and open swampy valleys. Most of the area can be traversed by foot. There is sufficient talus to facilitate road building. Outcrops are abundant on hilltops but a dense forest cover is present and less than 5% of rock is exposed. The overburden in most cases appears to be light and can be removed by shallow trenching generally.

The elevation and topography will allow year-round exploration to be carried out. The showings examined were at lake level around 3000 feet. An elongate stock of granodiorite intrusive forms a hill feature to the south of the property. The area is extensively glaciated and the main ice movement was easterly but conforms locally to the valleys.

Climate is moderate with mild summers and short cold winters from November to April. Snowfall is light.

HISTORY AND ACTIVITY

The Smithers Area is the scene of intense exploration for porphyry type copper and molybdenum deposits during the past few years and the following properties are under active exploration at the present time within a radius of 50 miles of the property:

Huckleberry	Kennco Explorations
Whiting Creek	"
Bergette	Frontier Explorations Ltd.
Berg	Kennco Explorations
Nanika Lake	Quintana Minerals
Ox Lake	Silver Standard Mines
Haven Lake	Phelps-Dodge Corp.
Hudson Bay Mt.	Climax Molybdenum Corp.
Serb Creek	Amax Exploration
Goosly Lake	Kennco Explorations
Lucky Ship	Amax Exploration
Granisle Copper	Granby Mines (producer)
Bell Mine, Newman Peninsula	Noranda (producer)

GEOLOGY

There is very little bedrock exposed on the Con Group of claims and most of the claim group is covered by glacial debris, fluvial deposits, bog deposits, soil and vegetation. The country rock is coarse to medium grained fragmental volcanics, andesites and felsitic rocks of the Hazelton Group. These rocks have been intruded by at least two types of intrusive rocks. The more abundant type forms small outcrops and outcrop areas of differentiated granitic rock with compositions varying from quartz monzonite to grano- or quartz diorite. The less abundant type, exposed in only one location, is a coarse feldspar porphyry that is probably a local dyke.

Prominent linear features may reflect major geologic structures. Long narrow valleys trending in east/west and northwesterly directions cut the property. Evidence from the different lithologies on the north and south sides of the gulley in the northeast corner of the property suggests that fault displacement is appreciable.

Intrusive Rocks:

The main exposures are in an outcrop area that forms the topographic high in the south-central part of the claims. The rock is a quartz monzonite porphyry which changes to a finer more even grained

granodiorite or quartz diorite. The finer grained is more mafic rich, and as seen in the most northerly exposures of the outcrop area and may indicate a marginal or contact phase of the intrusive stock.

To the south the rock is a coarser grained porphyry. Alteration has destroyed the mafic constituents, bleached the rock, partially kaolinized the feldspars and partially or totally oxidized the sulphides. The alteration does not look exceedingly deep nor pervasive and probably does not exceed a few feet in depth. At surface the gossan has an overall light coloured jarositic appearance. The alteration intensity progressively increases from the northern to southernmost rock exposures.

One small outcrop of the same porphyritic quartz monzonite was seen in the southeastern part of the claims and there it appeared to be fresh unaltered porphyry with sulphides absent.

The other minor intrusive rock type is a dark grey porphyry with 20-30% light grey to buff plagioclase phenocrysts up to 1 centimeter in length. The outcrops are in the north-central part of the claims and are bounded to the west and east by volcanics. The small elongate outcrop area, subtrachytic texture and general appearance of the rock suggest that the feldspar porphyry is a dyke phase.

#### Hazelton Rocks:

The Hazelton country rocks can be divided into four types on the basis of their appearance and locations. In the northeast corner of the claims the sequence consists of northeasterly striking west dipping coarse clastic volcanic breccia, agglomerate and intercalated tuff. South of these coarse clastic rocks, and probably separated from them by a northwesterly trending fault, light grey altered pyritic rocks are exposed. These rocks occasionally have relict clastic fragments but are generally bleached and pyritic. They are believed to be hydrothermally altered volcanics and tuffs. Outcrops of this type often weather light grey with a thin chalky white exterior and contain small gossanous zones.

To the west and south of the altered pyritic rocks are grey to green andesites, fine fragmental volcanics and tuffs, with possibly some sedimentary rocks. In the extreme southeast corner of the claims the rocks are rhyolitic or felsitic volcanics. The outcrops are tan to cream coloured with a thin chalky weathered surface that in a few outcrops shows faint flow banking. The fresh rock is a buff to tan aphanitic flow rock. No phenocrysts or crystallites could be recognized but small amounts of fine grained syenite are disseminated throughout the rocks.



Glacial Deposits:

Glacial deposits cover the entire southwestern portion of the claims and the east central region along the creek gully. The deposits form from eskers and outwash plains with pebble to cobble sized gravels. Swamp and bog occur in the central region between the glacial deposits along the prominent gulleys that transect the property and in the low lying country along the northwest corner of the claims.

Structural Features:

Broad linear depressions are the most prominent topographic-structural features in the region. The east/west valley in the southern part of the claims forms a 300-400 foot wide swampy valley. All the main intrusive rock exposures lie adjacent to this feature. In the northeast corner of the claims a northwesterly trending gully 100 feet wide separates altered pyritic rocks, volcanics and tuffs from the weakly altered coarse fragmental volcanics to the north.

Mineralization:

Disseminated pyrite is found throughout most of the claim group. It occurs in quartz monzonite porphyry, bleached altered volcanics and in the fine tuffs, andesites and felsitic rocks in the southeast part of the claim group. Up to 2% pyrite by volume was observed in the altered volcanics.

Chalcopyrite is found in minor amounts in the more mafic phases of the quartz monzonite porphyry intrusive, in the altered pyritic

volcanics in the central and east central part of the claims, and with pyrrhotite in a tourmaline alteration zone in the felsitic rock in the southeast corner.

P R E V I O U S   W O R K

A geochemical survey was carried out over the claim group by a major mining company in July 1968. The work was carried out along east/west location lines and field observation and soil sample lines were proportioned according to the location lines and claim posts. The soil survey lines were run in a north/south direction and marked at 200 foot intervals by flagging with the sample number.

Samples weighing about 1/4 pound each were taken from the "B" soil horizon with a trenching tool and placed in heavy kraft envelopes. In some areas where the "B" horizon was not present, the "A" horizon was sampled. Samples were dried and sent to the Kennco analytical laboratory in North Vancouver for analysis. They were dried, screened to -80 mesh and analysed for copper using perchloric digestion and atomic absorption techniques. The results of the work on the Con Group of claims is shown on the attached 1"=400 ft. scale property map together with the geology map.

Two grab samples were taken from mineralized bedrock by

this is  
taken verbally  
from Ass.  
Rpt. 1647.

R. R. Blusson on claims Con 1 and Con 4 assayed as follows:

Sample #1 - Copper 0.11%, Molybdenum 0.04%

Location: Claim Con 1.

Description: Silicified fine grained lava with 5% disseminated pyrite.

Sample #2 - Copper 0.55%, Silver 0.07 oz./ton

Location: Claim Con 4 (1600 ft. SE of Sample No. 1.)

Description: Silicified fine grained lava with 5% disseminated pyrite.

C O N C L U S I O N S

The Con Group is underlain in part by a silicified and altered zone containing pervasive pyrite mineralization and minor chalcopyrite and molybdenite. This zone lies at the periphery of a differentiated quartz-monzonite stock to the south. Low grade copper and molybdenum values occur in representative grab samples from the zone and a reconnaissance geochemical survey has outlined a large copper anomalous area within the zone (over 2 to 4 times background) measuring some 1600 feet long by 500 feet wide. The results of the geological and geochemical reconnaissance survey indicate that a porphyry type copper occurrence similar to other under active development in the general Smithers area may exist on the Hill-Tout Claim Group.

RECOMMENDATIONS

A program of geochemical-geophysical survey, and trenching is recommended totalling \$24,000. as follows:

Line Cutting - 12 miles @ \$150	\$ 1,800
Induced Polarization Survey (12 mi. @ \$500)	6,000
Magnetometer Survey (12 mi. @ \$100/mile)	1,200
Geochemical Survey (12 mi. @ \$150/mile)	1,800
Trenching and Sampling	5,000
Camp and Supplies	2,000
Transportation	2,000
Contingencies	4,000
	<hr/>
TOTAL	\$ 23,800
SAY	\$ 24,000
	<hr/> <hr/>

Respectfully submitted,

  
Edward O. Chisholm, P.Eng.

CERTIFICATE

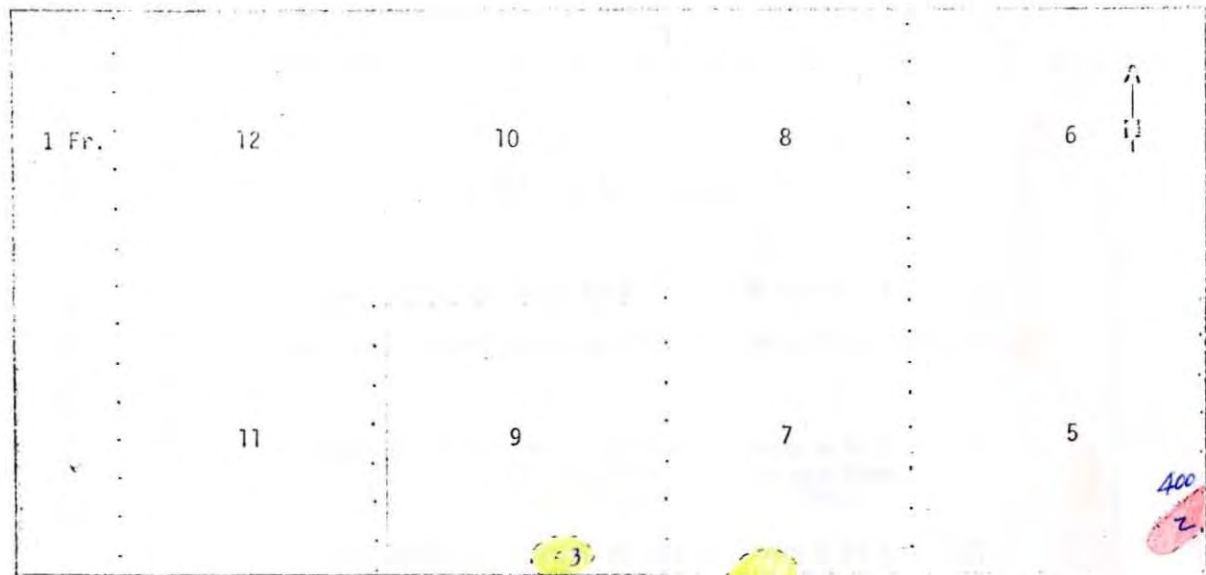
I, Edward O. Chisholm of the City of Vancouver in the Province of British Columbia, hereby certify that:

1. I am a geologist with offices at 821-602 West Hastings Street, Vancouver, B. C.
2. I am a graduate of the University of Toronto, Ontario, Master of Arts, 1956.
3. I am a member of the Professional Engineers of Ontario and British Columbia.
4. I have no direct interest or indirect interest in either the property or securities of Passport Mines Ltd. (N.P.L.), or its affiliates nor do I expect to receive any such interest.
5. This report is based on an examination of the property in October 1970 as well as government reports and maps and my general knowledge of this area.

DATED AT VANCOUVER, BRITISH COLUMBIA

February 23rd, 1971

  
Edward O. Chisholm, P.Eng.



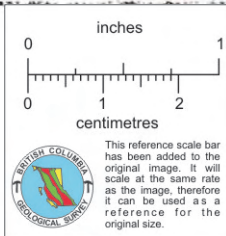
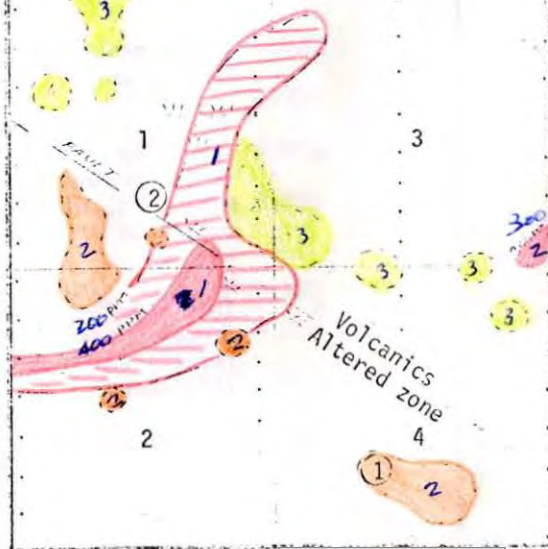
**CON GROUP**

Scale: 1:400

- 3 A Andesite, agglomerate breccia, tuff
- 2 B Altered pyritic vol.
- 1 C Differentiated quartz monzonite.
- ① ② Grab Samples
- Location of soil samples
- Ppm copper contour
- ≡ Swamp

Assays of Grab Samples

- ① Cu. 0.55%, Ag. 0.7 oz/T.
- ② Cu. 0.14%, Mo. 0.04%



PASSPORT MINES LTD. (N.P.L.)  
 Geological & Geochemical Plan  
 CON CLAIM GROUP  
 Hill-Tout Lake  
 Smithers - Houston Area  
 Omineca Mining Division, B.C.

HILL-TOUT GROUP

The Hill-Tout Lake group is comprised of the Con 1 - Con 12 mineral claims, Record Numbers 92243 - 92254 and the Con 1 Fractional mineral claim, Record Number 92255 all located one-half mile south of Hill-Tout Lake, 50 miles south of Smithers, B.C. in the Omineca Mining Division. The claims are accessible to within four miles by logging roads off an all-weather development road to Nadina Lake. A float plane can be landed on Duel Lakes, a distance of one mile from the claims.

The Company acquired the claims pursuant to the terms of an agreement made February 18th, 1971 between Ronald R. Blusson of Box 369, Houston, B.C., of the First Part and the Company, of the Second Part. Under the Agreement, the Company has allotted and issued to Blusson 200,000 shares in its capital stock as fully paid and non-assessable and it has paid, in addition, the sum of \$1,000.00. A balance of \$1,600.00 is due to Blusson on or before May 18th, 1971. If the claims are placed upon commercial production, a net smelter return of 2 1/2% is reserved for Blusson. Blusson is a Director and Promoter of the Company.

Ninety Thousand of the 200,000 shares received by Blusson have been transferred to George O. M. Stewart of 602-821 West Hastings Street, Vancouver, B.C. The 90,000 shares were transferred by Blusson to Stewart in view of the fact that the two individuals have a prospecting-partnership arrangement.

Previous work by a major mining company includes soil sampling, ground magnetometer survey, channel sampling and geological mapping. There is presently no underground or surface exploration, development, plant or equipment on the claims group.

For a description of the mineral deposits on the property, see the Report of Edward O. Chisholm, P. Eng. dated February 23rd, 1971, attached hereto.

Other than grab samples taken by Ross Blusson, no work has been carried out by the Company under its present management on the property. The property is without a known body of commercial ore and the Company proposes to undertake the program recommended for the claims by Edward O. Chisholm, P. Eng. in his Report of February 23rd, 1971, which is attached hereto and which is an exploratory search for ore.

search for ore.

INCORPORATION WITHIN ONE YEAR - PRELIMINARY EXPENSES

The amount of preliminary expenses incurred by the Company to date is approximately \$1,400.00 for administrative and \$768.00 for development. The Company does not anticipate any further expenditures on preliminary matters except in carrying out the programs recommended by E. O. Chisholm, P. Eng. for the Hill-Tout Lake claims and the ST claims.

PROMOTERS

Under the definition of promoters contained in Section II of the Securities Act, 1967, Ivan Todd and Ronald R. Blusson may be considered the promoters of the Company. Both are also Directors of the Company and Todd is its Secretary. Together they received a total of 725,000 shares in the capital stock of the Company in their capacity as vendors of mineral claims to the Company. As vendors, they have each received \$1,000.00 from the Company and Todd will receive an additional \$3,400.00 from the Company, while Blusson will receive a further \$1,600.00. The Hill-Tout Lake claims which Blusson vended to the Company were acquired by him for approximately \$2,357.00. The ST claims which Todd sold to the Company were acquired by him for approximately \$1,300.00. The two promoters presently own or control, directly or indirectly, a total of 639,002 shares of the Company.

ISSUANCE OF SHARES