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Dodd Lake
92 F/16

CARACAS MINING CO. LTD. (N.P.L.)

Incorporated Under the Laws
of the Province of British Columbia

P R O S P E C T U S

Date:

NEW ISSUE

300,000

COMMON SHARES

	Price to Public	Commission	Proceeds to Issuer If all The Shares Are Sold
Per Unit	40¢	10¢	30¢
Total	\$120,000.00	\$30,000.00	\$90,000.00

THERE IS NO EXISTING MARKET FOR THE COMPANY'S SECURITIES.

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. REFERENCE SHOULD ALSO BE MADE TO THE HEADING "PRINCIPAL HOLDERS OF SHARES" AND THE COMPARISON OF THE PERCENTAGE OF SECURITIES BEING OFFERED TO THE PUBLIC FOR CASH AND THOSE ALREADY ISSUED BY THE COMPANY TO ACQUIRE ITS PROPERTIES. IF ALL THE SHARES OFFERED UNDER THIS PROSPECTUS ARE SOLD, THEN THE INSIDERS OF THE COMPANY WILL HOLD OF THE SHARES, OF WHICH HAVE BEEN ISSUED FOR PROPERTY AND ARE HELD SUBJECT TO ESCROW RESTRICTIONS, AND WILL HAVE BEEN SOLD TO THE PUBLIC.

NO SECURITIES COMMISSION OR SIMILAR AUTHORITY IN CANADA HAS IN ANY WAY PASSED UPON THE MERITS OF THE SECURITIES OFFERED HERE- UNDER 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.

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NAME AND INCORPORATION OF ISSUER

The name of the Company is CARACAS MINING CO. LTD. (N.P.L.). The address of the Registered Office of the Company is Suite 534 - 789 West Pender Street, Vancouver, British Columbia. The Company was incorporated under the laws of the Province of British Columbia on the 20th day of June, 1967 by Memorandum and Articles of Association. The Company was incorporated as a Private Company and converted to a Public Company on the

PLAN OF DISTRIBUTION

The Company offers by this Prospectus 300,000 shares of its capital stock at 40¢ per share. Shares of this issue will be sold through salesmen or companies registered under the Securities Act 1967, and they will be paid a commission of up to 25% or 10¢ per share for each share sold. The Company may also sell its shares directly to the public through trading directors registered under the Securities Act 1967, in which case it may allow a commission of up to 25% or 10¢ per share for each share subscribed for. Trading directors of the Company will not be paid any commission for shares sold under this prospectus.

DIRECTORS AND OFFICERS

<u>Names and Addresses</u>	<u>Principal Occupations for Past Five Years</u>	<u>Office</u>
Christian Pfeiffer 1086 W. 17th Street North Vancouver, B.C.	Mutual Funds Distributor and Securities Salesman	President
George A. Woodbury 772 Blythwood Drive North Vancouver, B.C.	Manager, General Accounting Department, B.C. Hydro and Power Authority, Vancouver, B.C.	Secretary
Mark A. Toews 29 Clovermeadows Cres. R.R. #7 Langley, B.C.	Controller, Lamb-Cargate Industries Ltd., New Westminster, B.C.	Vice-President

CAPITALIZATION

<u>Designation of Security</u>	<u>Amount Authorized To Issue</u>	<u>Amount outstanding at July 5, 1970 balance sheet</u>	<u>Amount outstanding at</u>	<u>Amount outstanding if all securities being issued are sold</u>
Common shares Par Value 50¢	5,000,000	998,000		

SECURITIES SOLD FOR CASH

Particulars of shares sold for cash and issued for property, all of which were issued and sold within the last 12 months are as follows:

<u>Number of Shares</u>	<u>Price Per Share</u>	<u>Net Cash Received</u>	<u>Commission Paid</u>
102,000 shares	10¢	\$10,200.00	Nil
146,000 shares	25¢	\$36,500.00	Nil

750,000 shares were issued for property at a deemed price of 10¢ per share (see caption "Description of Business and Property of Issuer"). Christian Pfeiffer, a director of the Company, has agreed to surrender 75,000 escrowed shares held by him to the Company at its next annual meeting. The aforesaid surrender is subject to the approval of the shareholders.

DESCRIPTION OF SHARE CAPITAL STRUCTURE

The share capital of the Company is divided into one class of shares only. All shares issued by the Company rank equally as to dividends, voting rights and as to any distribution of assets on winding up or liquidation. There are no agreements limiting the payment of dividends and there are no conversion rights, special liquidation rights, pre-emptive rights or subscription rights.

USE OF PROCEEDS TO ISSUER

The estimated net proceeds to be derived by the Company from the sale of the securities offered hereby is \$90,000.00 and such proceeds will be expended as follows:

1. Conduct the exploration program recommended by R.W. Phendler, P. Eng., in his report dated June 9th, 1970 on the Dodd Lake Properties, a copy of which is attached hereto and forms part of this prospectus, particulars of which are as follows:

PHASE I

Bruce Group

Linecutting - 12 miles @ \$150/mi.	\$ 1,800.00
Induced polarization - 12 miles @ \$500/mi.	6,000.00
Engineering and geology	1,500.00

Coot and Doe Group

Linecutting - 25 miles @ \$150/mi.	3,750.00
300 soil samples - collection @ \$1.50/sample	450.00
300 soil samples - analyzing @ \$1.50/sample	450.00
Geological mapping	1,500.00

Mike Group

Linecutting - 15 miles @ \$150/mi.	3,250.00
200 soil samples - collection @ \$1.50/sample	300.00
200 soil samples - analyzing @ \$1.50/sample	300.00
Geological mapping	1,500.00

Toro Group

Geological reconnaissance and prospecting	1,500.00
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PHASE II

Bruce Group

Diamond drilling - 3,500' of BQ @ \$12/ft.	42,000.00
Engineering and geology control	2,000.00
Consulting fees and supervision	2,000.00
Plus 10% contingencies	<u>6,830.00</u>

Total	\$75,130.00	\$75,130.00
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2. Legal, audit, administration and miscellaneous contingencies

14,870.00

GRAND TOTAL \$90,000.00

DESCRIPTION OF BUSINESS AND PROPERTY OF ISSUER

The business of the Company is the acquisition, exploration and development of mineral claims and properties. It has carried on this business since its incorporation.

Dodd Lake Claims

The Company is the recorded owner of the following located mineral claims, all of which are situate in the Vancouver Mining Division, Province of British Columbia:

<u>Claim Name</u>	<u>Record Number</u>	<u>Expiry Date</u>
Mike 1 - 12	16651 - 16662	December 4, 1970
Mike 13 - 15	16849 - 16851	January 12, 1971
Coot 1 - 25	16586 - 16610	December 4, 1970
Toro 1 - 12	16611 - 16622	December 4, 1970
Doe 1 - 28	16623 - 16650	December 4, 1970
Bruce 1 - 6	12178 - 12183	August 2, 1972

The Company acquired all of the aforementioned claims by staking, except the Bruce 1 - 6 and Mike 1 - 12 claims. The Mike 1 - 12 claims were purchased outright from Christian Pfeiffer, a director of the Company, of 1086 West 17th Street, North Vancouver, British Columbia, by agreement dated December 23rd, 1969, for 750,000 escrowed shares of the Company and \$12,000.00. The Company acquired the right to purchase the Bruce 1 - 6 claims from Mary V. Boylan, 3600 Marine Drive, Powell River, British Columbia, for \$1,000,000.00 pursuant to an agreement dated May 6th, 1970. \$1,500.00 has been paid under the said agreement and the Company must pay \$2,500.00 on November 5th, 1970 and \$2,500.00 every six months thereafter until May 5th, 1975 and \$10,000.00 on May 5th, 1976 and ^{each year} thereafter the Company must pay either \$10,000.00 or 5% of the net smelter returns derived from the claims, whichever is the greater sum, until \$1,000,000.00 has been paid.

The Dodd Lake claims are located 70 miles northwest of Vancouver and 10 miles northeast of Powell River, British Columbia. Access to the claims is by logging road which leaves Highway 101 at Lang Bay, approximately 13 miles southeast of Powell River. The Bruce, Coot and Doe claims are contiguous while the Mike and Toro claims are separate and lie approximately 3 and 4 miles southwest and northwest respectively of the other group of claims.

In 1967 Falconbridge Nickel Mines Ltd. did geological mapping, soil sampling, magnetic surveys, self potential and

electromagnetic surveys, trenching and diamond drilled 9 holes on the Bruce claims.

There is no underground or surface plant or equipment on the claims.

The Company must do \$100.00 worth of work each year on each claim or pay \$100.00 in lieu thereof and make the aforementioned option payments to keep the claims in good standing.

The Company has done prospecting work on the claims and has employed R.W. Phendler, P. Eng. to prepare a report dated June 9th, 1970, a copy of which is attached hereto and forms part of this prospectus.

There is no known body of commercial ore on the claims and the proposed program is an exploratory search for ore, primarily copper.

Balsam Claims

The Company is the recorded holder of the following located mineral claims, all of which are situate approximately 16 miles north of Kamloops in the Kamloops Mining Division, Province of British Columbia:

<u>Claim Name</u>	<u>Record Number</u>	<u>Expiry Date</u>
Balsam 1 - 26	84948 - 84973	October 29, 1970
Balsam 27 Fr.	84974	October 29, 1970

The Company acquired the Balsam claims from Larry R.H. Sostad, 205 - 130 West 17th Street, Vancouver, British Columbia, for \$2,500.00 by Bill of Sale dated October 29th, 1969.

The Company does not intend to spend any of the proceeds from this offering on the Balsam claims with the exception of completing assessment work.

PROMOTERS

Christian K.H. Pfeiffer, a director of the Company,

may be considered the promoter of the Company. Reference is made to the caption "Description of Business and Property of Issuer" wherein the interests of Christian K.H. Pfeiffer in a property acquired by the Company is disclosed. Mr. Pfeiffer received 750,000 escrowed shares and \$12,000.00 for his interest in the Mike 1 - 12 claims and \$5,600.00 for managerial services rendered since the incorporation of the Company. The cost of the Mike 1 - 12 claims to Mr. Pfeiffer was \$375.00 together with approximately 4 visits to the area at a cost of \$150.00 per visit.

ESCROWED SHARES

Certificates representing 750,000 shares referred to below are held in escrow by the Guaranty Trust Company of Canada, 580 Hornby Street, Vancouver, British Columbia, subject to release only with the written consent of the Superintendent of Brokers for the Province of British Columbia. The shares may not be traded in or dealt with in any manner without the consent of the Superintendent of Brokers and in the event of the Company losing or not obtaining a good and marketable title to, or abandoning or discontinuing development of the property for which the shares were issued, the Superintendent of Brokers may require all or part of the escrowed shares to be surrendered to the Company.

<u>Designation of Class</u>	<u>Number of Shares Held in Escrow at</u>	<u>Percentage of Class</u>
Common Shares	750,000	*

Christian K.H. Pfeiffer, the holder of 719,000 escrowed shares, all of which were issued as consideration for the Mike 1 - 12 claims (reference is made to the caption "Description of Business and Property of Issuer") has agreed to surrender 75,000

* calculated on the basis of there being shares issued and outstanding.

of his escrowed shares. The surrender, which is subject to the consent of a majority of the members of the Company, will reduce the escrowed shares to 675,000.

All of the shares sold for cash have been pooled with the Guaranty Trust Company, 580 Hornby Street, Vancouver, British Columbia, not to be transferred or sold until 60 days after the sale of the shares offered by this Prospectus or without the consent of the Superintendent of Brokers.

PRINCIPAL HOLDERS OF SHARES

To the knowledge of the Company, only the following person owns more than 10% of any class of shares of the Company as at

<u>Name and Address</u>	<u>Type of Ownership</u>	<u>Class and No. of Shares Owned</u>	<u>Percentage of Class</u>
Christian Pfeiffer 1086 W. 17th Street North Vancouver, B.C.	Direct	Common	*

The following table shows the respective percentage holdings of the Directors and Senior Officers of the Issuer as a group:

<u>Designation of Class</u>	<u>Percentage of Class</u>
Common Shares	*

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Reference is made to the caption "Description of Business and Property of Issuer" for the shares issued to Directors for property.

AUDITORS, TRANSFER AGENTS AND REGISTRARS

The Auditors of the Company are Gunderson, Stokes, Walton & Co., 475 Howe Street, Vancouver, British Columbia.

* calculated on the basis of there being shares issued and outstanding.

The Company's Registrar and Transfer Agent, is the Guaranty Trust Company of Canada, 580 Hornby Street, Vancouver, British Columbia.

PURCHASER'S STATUTORY RIGHTS OF RESCISSION

Section 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 a 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 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 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 expiration of 90 days from the later of the date on which such Prospectus or amended

Prospectus is received or is deemed to be received by him or his agent

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

OTHER MATERIAL FACTS

There are no other material facts relating to the securities offered by this Prospectus which are not disclosed under the foregoing captions.


CERTIFICATE

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.

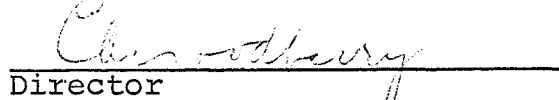
DATED at Vancouver, British Columbia this
day of _____, A.D. 1970.



Director and Promoter



Director



Director

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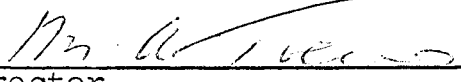
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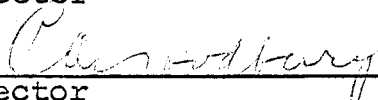
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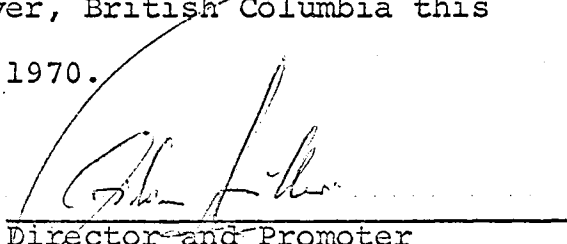
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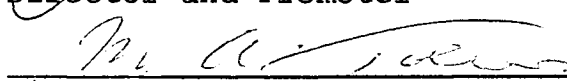
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