

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.

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 the territories or possessions thereof.

NEW ISSUE

500,000 Shares

(without nominal or par value)

Cariboo-Bell Copper Mines Limited

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

Transfer Agent and Registrar

THE CANADA TRUST COMPANY

Vancouver and Toronto

A Purchase of the Securities Offered by this Prospectus Must be Considered a Speculation

We, as principals, offer these shares, subject to prior sale and change in price, if, as and when issued and allotted by the Company and accepted by us and subject to the approval of all legal matters by Messrs. Douglas, Symes & Brissenden, Vancouver, B.C.

PRICE: 60c PER SHARE

We reserve the right to accept applications for these shares in whole or in part or to reject any application and to withdraw this offer at any time without prior notice. It is expected that certificates will be available for delivery on or about February 11, 1966.

BRINK, HUDSON & LEFEVER LTD.

837 West Hastings Street, Vancouver 1, B.C.

INTER-OFFICE

To: J. J. Crowhurst
From: W. R. Bacon
Subject:

COMPANY: CARIBOO-BELL COPPER MINES LIMITED
DATE: March 31st, 1967

The Cariboo-Bell Copper Mines Limited deposit is in granite, using that word in its broadest sense. It is a typical disseminated copper deposit.

The granite varies considerably because of two factors, contamination from the invaded green and purplish volcanics, and hydrothermal alteration. Its dominant characteristic is that it is quartz - poor, i.e. syenitic.

Macroscopically, in spite of its variability, most of the rock can be classified as grey monzonite or pink syenite. The latter is the host rock and derives its pink colour from introduction of K feldspar which is both pervasive and extensive.

In the area of economic interest there are one or two xenoliths or small islands of greenstone.

The principal copper mineral is chalcopyrite. It occurs at the surface as does considerable 'green stain'. In drill core, native copper, cuprite, chrysocolla and bornite (?) have been noted in minute amounts.

Pyrite is not common in the 'ore areas'. Magnetite is fairly general (and locally conspicuous) as might be expected from the government aeromagnetic map.

Incidentally, I saw no molybdenite in the core I examined.

WRB:ds

W. R. Bacon

CARIBOO-BELL COPPER MINES LIMITED

Suite 502 — 1200 West Pender Street
Vancouver 1, B.C.

January 20th, 1966

Brink, Hudson & Lefever Ltd.

837 West Hastings Street

VANCOUVER 1, B.C.

ATTENTION: Mr. Harold W. Lefever

Dear Sirs:

With regard to your proposed offering of shares of Cariboo-Bell Copper Mines Limited (hereinafter called the "Company"), I am pleased to supply you with the following information:—

THE COMPANY:

Cariboo-Bell Copper Mines Limited was incorporated as a public company on 23rd December 1965, under the Companies Act of the Province of British Columbia for the purpose of acquiring from Mastodon-Highland Bell Mines Ltd. (hereinafter called "Mastodon") and Leitch Gold Mines Limited (hereinafter called "Leitch") certain claims located in the Cariboo Mining Division of British Columbia. Prior to such incorporation, Mastodon and Leitch had spent approximately \$54,000 in prospecting, geochemistry, surface mapping, magnetometer and induced polarization surveys, followed by trenching. All this work was completed in the area on which these claims are located.

CAPITALIZATION:

The Company is authorized to issue three million shares without nominal or par value with a maximum price or consideration of \$1.00 each. The consideration to Mastodon and Leitch for the sale of the property to the Company is \$50,000 cash, and 750,000 shares of the Company which have been placed in escrow.

These two companies have agreed to purchase 200,000 shares at a price of 50c per share, which will be pooled until the proposed underwriting has been completed.

✓ PROPERTY:

The Company holds 160 located mineral claims in the Bootjack Lake - Polley Lake area in the Cariboo Mining Division, British Columbia. These claims were staked and recorded under the Mineral Act of B.C., and cover approximately 8,000 acres. The cost of exploration work has been recorded to keep these claims in good standing.

Transportation to and from the property is effected by means of a good gravel road, 45 miles in length, leading north-easterly from the Cariboo Highway, just south of Williams Lake, to the north end of Morehead Lake. From there a jeep road, about 9 miles long, leads southerly with easy gradients to the property.

✓ EXPLORATION RESULTS:

During 1964 Mastodon and Leitch conducted prospecting, surface examination, and reconnaissance geochemical surveys. During 1965, a magnetometer survey and an induced polarization survey, together with detailed geochemical work, was undertaken in one selected area of the property.

Four interesting anomalies resulted from the induced polarization survey. Their approximate dimensions are as follows:—

<u>Anomalies</u>	<u>Length</u>	<u>Average Width</u>
A	1,000'	470'
B	1,000'	310'
C	2,600'	390'
X	1,800'	330'

Anomalies A & C are open in strike at both ends (i.e. may continue beyond area surveyed) whereas B & X are open in strike in one direction only.

Subsequently about 21,000 lineal feet of trenching spaced at 400-foot intervals disclosed three substantial copper bearing zones as detailed below:—

<u>Zone</u>	<u>Strike Length</u>	<u>Average Width - Ft.</u>	<u>Average Assay % Copper</u>	<u>Tons Per Vertical Foot</u>	<u>Exposed in Trenches Number</u>
1	600	80	0.476	4,000	7 & 8
2	1,400	452	0.356	52,733	7, 8, 9 & 10
3	600	455	0.325	22,750	4 & 5

The better mineralized sections were found, on assay, to contain 0.02 oz. of gold per ton.

Zone No. 1 is not delimited to the south, and Zone No. 2 is not delimited to the north. These are good indications that Zone No. 2 may extend as much as 2,000 feet northerly. Zone No. 3 is open at both ends since deep overburden has prevented bedrock examination.

Parts of the induced polarization anomalies are not fully explained by the rock exposed in the trenches. Possibilities for relatively deep seated sulphide mineralization, therefore, exist in these locations.

Other geochemical copper anomalies were discovered on the property in 1964. As yet no further work has been done on them.

No percussion or diamond drilling has been done to date.

For details of the exploration work, I would refer you to the attached report of J. A. C. Ross, P.Eng., dated January 7th, 1966.

PURPOSE OF ISSUE:

The proposed underwritings of 500,000 shares and the firm purchase of 200,000 shares by Mastodon and Leitch will provide the Company with the funds necessary to continue exploration and development of the Company's property.

The proceeds to the Company from the sale of the shares referred to above will be \$300,000 before deducting legal, audit and other expenses estimated at \$3,000, but after property acquisition the cash portion of which is \$50,000.

CONCLUSIONS:

The areas of widespread mineralization, consisting of copper carbonates, copper sulphides and iron sulphides, occur in a geological environment considered favourable for large economic copper orebodies. In fact, the setting is similar to that embracing other large disseminated copper deposits elsewhere in the world such as those in the Highland Valley of B.C. and the Southwestern U.S.A.

Evidence of surface leaching is present, and good possibilities exist for an increase in grade with depth. Furthermore, the simple association of copper sulphide and iron sulphide minerals in a granitic matrix indicates excellent metallurgical recoveries.

Occurring in an accessible area in southern British Columbia, serviced by good all-weather roads, situated close to an adequate local labour supply and major hydro-electric power transmission lines, these mineralized zones are most favourably located. Because a low waste to ore ratio is indicated, they can undoubtedly be mined at costs comparable to other large open pit mines in British Columbia.

The writer believes that the significant discoveries of copper mineralization made to date on this property are of major importance. However, further exploration, metallurgical work and economic evaluation, together with eventual large scale drilling and bulk sampling will be necessary to calculate the full potential of the property. Therefore, the shares of the Company must be regarded as speculative in nature.

Yours very truly,

CARIBOO-BELL COPPER MINES LIMITED

(Signed) K. J. SPRINGER, President

ENGINEER'S REPORT

A report on the property of the Company and the proposed development thereof has been prepared by J. A. C. Ross and Associates Ltd. and follows hereunder:

J. A. C. ROSS AND ASSOCIATES, LTD.

MINING CONSULTANTS

715 — 850 West Hastings Street

Vancouver 1, B.C.

CARIBOO-BELL COPPER MINES LIMITED

BOOTJACK LAKE PROPERTY

WILLIAMS LAKE DISTRICT

INTRODUCTION:

This report is based on a study and analysis of records and previous reports, and a personal examination of the property. The basic information used includes:—

- (a) Geological reports, geochemical results, sample records, assay certificates, geological plans and sections, all prepared by the staff of Mastodon-Highland Bell Mines Ltd.
- (b) Topographic and geological maps obtained from the Department of Mines and Technical Surveys, Ottawa, and the B.C. Department of Mines.
- (c) Report by Hunttec Limited concerning an induced polarization survey covering part of the property.
- (d) Personal observation of the surface showings, the sampling methods employed.

SUMMARY:

1. The Company has discovered several zones of copper mineralization in the area between Bootjack Lake and Polley Lake in the Cariboo Mining Division, British Columbia. Three of these zones have been explored by means of 17 surface trenches located to expose the mineralization at 400-foot intervals.

The most important one, Zone No. 2, extends for 3,400 feet with a maximum width of 694 feet. In this zone the central portion, which average 452 feet over a strike length of 1,400 feet, assayed 0.356% copper in the form of chalcopryrite and malachite. This represents 52,733 tons per vertical foot. The remainder of the zone contains lower grade mineralization.

Zone No. 3 averaged 0.325% copper over a width of 455 feet for a strike length of 600 feet. Tons per vertical foot amount to 22,750.

Zone No. 1 averaged 0.476% copper over 80 feet in width for a strike length of 600 feet, indicating 4,000 tons per vertical foot.

2. These three zones are not delimited. Other possibilities for similar mineralization exist on the property, as indicated by geochemical and geophysical work. Therefore, the ultimate tonnage potential is considered larger than estimated above.

3. Surface trenching did not completely explain four anomalies which were partially outlined by an induced polarization survey. These range in length from 1,000 to 2,600 feet, and from 310 to 470 feet in width. They coincide partly with the copper mineralization exposed but diverge considerably in other places. Possibilities, therefore, exist

for buried sulphide mineralization underlying trench areas where bed rock was not reached or where weak copper values were encountered.

4. Some evidence of leaching is present. An improvement in grade of copper below the weathered and oxidation surface may therefore be considered possible.
5. Zone No. 2 referred to above, lies near the crest of a ridge east of Bootjack Lake. A low ratio of waste to ore is indicated. Open-pit mining methods could, therefore, be carried out cheaply. The other zones are similarly located with respect to favourable topography.
6. The mineralogy is simple with the chalcopyrite occurring in a granitic rock free of other sulphides except for a small quantity of pyrite. No metallurgical work has been done thus far, but from the nature of the mineralization the recovery of copper from the ore should be relatively high.
7. The areas of copper mineralization are extensive and possess the usual geological features associated with disseminated copper deposits. They are situated in an attractive area relative to climate and the necessary facilities conducive to low operating costs.
8. It is recommended that the company carry out an intensive drilling program to explore the mineralization already trenched and probe other areas considered favourable on the basis of geochemistry and geophysics.

Intensive prospecting and mapping should be completed over all of the Company's mineral claims.

PROPERTY LOCATION:

The property, consisting of 160 contiguous mineral claims is in the Cariboo Mining Division, 36 miles north-east of the town of Williams Lake, British Columbia. It is located between 52°30' and 52°35' North Latitude and between 121°35' and 121°42' West Longitude. It covers the area between Bootjack Lake and Polley Lake and extends one mile southwestward beyond Bootjack Lake.

ACCESSIBILITY AND TRANSPORTATION:

Road access is provided by 45 miles of excellent gravel road from a point on the Cariboo Highway just south of Williams Lake to the north end of Morehead Lake, thence by 9 miles of jeep road southeasterly to the property.

The jeep road is presently suitable for small trucks and other light vehicles. It could be improved inexpensively to good gravel standards.

Transportation to Vancouver from Williams Lake is excellent, involving either the Pacific Great Eastern Railway or the Cariboo and Trans-Canada Highways.

FACILITIES:

No facilities presently exist: All mining, milling and other plant installations must be provided.

Part of the network of the B.C. Hydro Power transmission lines passes through Williams Lake. A connection about 30 miles long would supply cheap and reliable power to the Company's property.

A bus service to and from neighbouring small villages and towns would make the erection of residential facilities (and/or bunkhouse and cookhouse operations) unnecessary.

Water for concentrator and plant use is readily available from any one of a number of small streams and lakes situated close to or on the property.

The climate is typical of the Cariboo area with perhaps 30 to 35 inches of precipitation per year, including four to five feet of settled snow during the winter months.

HISTORY:

Early in 1964, surface prospecting and reconnaissance geochemistry carried out by Mastodon-Highland Bell, indicated the presence of mineralization between Bootjack Lake and Polley Lake.

Mineral claims were staked in mid 1964. A detailed geochemical survey which outlined several anomalous zones was completed. The widespread mantle of overburden prevented effective bed rock examination by the prospecting crews.

In April 1965, Huntex Limited conducted an induced polarization survey over part of the property. This area was selected largely on the basis of the geochemical results.

During September 1965 by means of two large tractors, 19 trenches totalling approximately 21,000 lineal feet were cut on east-west lines spaced at 400-foot intervals. These trenches cut across both the geochemical and three of the induced polarization anomalies.

A ripper attachment on one of the tractors was used to tear up the top ten to twelve inches of the copper mineralization exposed.

Chip sampling of the broken pieces was then undertaken, with each sample representing 10 lineal feet of trench. Copper, gold and silver assays were performed by a Vancouver laboratory, with composites being subsequently reanalyzed by a prominent United States assay office. Close correlations were obtained between all these assays.

EXPLORATION COSTS TO DATE:

During 1964, Mastodon-Highland Bell Mines and Leitch Gold Mines jointly expended approximately the sum of \$14,000.00 on mineral claim staking, surface prospecting and geochemical work.

An additional \$43,411.00 was spent during 1965 by these two companies on further exploration, most of which was directed as previously noted toward one particular section of the property.

GEOLOGY:

The Cariboo-Bell Copper claims cover a poorly exposed plug or stock composed of granitic rocks including syenite, monzonite and minor diorite. According to recent mapping of the Geological Survey of Canada (Map Sheet 3-1961 "Quesnel Lake-West Half"), these granitic rocks are of Jurassic and/or Cretaceous age. They intrude dark green or purplish volcanics of Lower Jurassic age, exposures of which are barely sufficient to outline approximately the margins of the stock.

The trenches show a wide variation in granitic rock types, appearing to indicate a complex igneous history. There is definite evidence, however, that some of the variations are due to alteration of the igneous rock by the invaded volcanics. Thus, it could very well be that the stock is barely unroofed.

East-west trenching has partially exposed three mineralized zones that trend north-south. In addition to chalcopyrite and malachite, pyrite and magnetite are locally conspicuous. The better mineralized sections, on assay, have been found to contain 0.02 oz. of gold per ton.

Some evidence of leaching is apparent in the trenches and it is considered a good possibility that the grade will improve below the zone of oxidation. The latter is not expected to extend beyond a depth of 50 feet.

EXPLORATION RESULTS:

<u>Zone No.</u>	<u>Strike Length</u>	<u>Average Width - Ft.</u>	<u>Average Assay % Copper</u>	<u>Tons per Vertical Foot Indicated</u>
1	600	80	0.476	4,000
2	1,400	452	0.356	52,733
3	600	455	0.325	22,750

SAMPLING DETAILS:

	<u>Exposed in Trench No.</u>	<u>Length of Intersection Ft. — i.e. Width</u>	<u>Assay % Copper</u>	<u>Length x Assay</u>
Zone No. 1	7	100	0.45	45.00
	8	60	0.52	31.20
	Average	80	0.476	76.20
Zone No. 2	7	587	0.42	246.54
	8	294	0.33	97.02
	9	565	0.27	152.55
	10	360	0.41	147.60
	Average	452	0.356	643.71
Zone No. 3	4	570	0.34	193.80
	5	340	0.30	102.00
	Average	455	0.325	295.80

Trenches 16 and 9, which are 400 feet south and 400 feet north, respectively, of Trench 7 and 8 showed continuation of Zone No. 1, but disclosed lower grade mineralization.

Similarly for Zone No. 2, Trench 16, which is 400 feet south of Trench 7, indicated continuing but lower grade mineralization (158 feet assaying 0.09% copper). Trench 17, which is a further 400 feet to the south, exposed 21 feet averaging 0.20% copper, indicating possibly the end of the zone. To the north, however, Zone No. 2 was uncovered by trenches 11, 12, 13, 14 & 15 spaced at 400-foot intervals. Thus the copper mineralization extends for a least 2,000 feet northerly beyond the 1,400-foot strike length section quoted in the summary above. Surface assays are low (0.11 to 0.33% copper) but widths are substantial, ranging from 100 feet in Trench 14 to 694 feet in Trench 11. Trench 15, the most northerly, contained two intersections — 45 feet assaying 0.25% copper, and 70 feet assaying 0.33% copper.

With regard to Zone No. 3, Trench 6, located 400 feet north of Trench 5, encountered deep overburden. Trenches 3 and 2, spaced 400 feet and 800 feet south of Trench 4, also failed to reach bedrock, but Trench 1, which is 1,200 feet south of Trench 4, uncovered a 60-foot width assaying 0.37% copper directly along the line of strike of the zone.

Summarizing, it is considered that Zone No. 1 may be delimited to the north but is open to the south. Zone No. 2 is probably delimited to the south, but is open to the north. Zone No. 3 is open in both directions.

RECOMMENDATIONS:

The exploration during 1964 and 1965 did not delimit the substantial copper bearing zones which were uncovered by the surface trenching, nor ascertain the significance of copper geochemical anomalies found elsewhere on the property. No diamond drilling or percussion drilling has been undertaken to determine continuity in depth, or grade of copper at elevations below the zone of surface oxidation.

Therefore, it is recommended that an extensive program of exploration be conducted during 1966, as outlined below.

1.	Diamond drilling — 13,000' @ \$10.00/foot	\$130,000
2.	Percussion (or rotary) drilling — 25,000' @ \$2.50/foot	62,500
3.	Diamond drilling to check percussion drilling results — 2,700' @ \$10.00/foot.....	27,000
4.	Prospecting, geochemical and geophysical surveys	35,000
5.	Trenching by means of tractors	20,000
6.	Sampling and assaying	10,000
		<hr/> 284,500
7.	Administration, Supervision and Head Office Expense	15,500
		<hr/> <u>\$300,000</u>

It is feasible to commence diamond drilling in late February or early March.

Respectfully submitted,

Dated at Vancouver, B.C.
January 7th, 1966.

(Signed) J. A. C. ROSS, P.Eng.

CERTIFICATE

This is to certify that:—

1. I, John A. C. Ross, am a resident of Vancouver, B.C. and live at 7911 Angus Drive.
2. I am a graduate of the University of British Columbia with the degree of Bachelor of Applied Science in Mining Engineering (1941).
3. I am a member of the Association of the Professional Engineers of British Columbia, and have been practising my profession continuously for twenty-four years.
4. I have no interest, direct or indirect, nor expect to receive any in the properties or securities of Cariboo-Bell Copper Mines Limitd.
5. This report is based on a detailed study of reports and documents in the possession of the Company together with a personal examination of the property.

(Signed) J. A. C. ROSS, P.Eng.

CARIBOO-BELL COPPER MINES LIMITED

BALANCE SHEET, JANUARY 24, 1966

Assets

Cash	\$ 50,005
Prepaid expense	363
Mining properties, at cost, acquired by the issue of 750,000 shares and \$50,000 cash	800,000
Incorporation expense	3,000
	<u>\$853,368</u>

Liabilities

Accounts payable	\$ 3,363
Capital stock (Note):	
Shares without nominal or par value. Authorized 3,000,000 shares; issued 950,005 shares since incorporation on December 23, 1965 as follows:	
Cash — 200,005 shares for \$100,005	
Mining properties — 750,000 shares for \$750,000	850,005
	<u>\$853,368</u>

Note:

The company intends to issue 500,000 additional shares for \$250,000.

Approved on behalf of the Board:

(Signed) K. J. SPRINGER, Director

(Signed) R. J. SPRINGER, Director

AUDITORS' REPORT

To the Directors

Cariboo-Bell Copper Mines Limited

We have examined the balance sheet of Cariboo-Bell Copper Mines Limited as of January 24, 1966. Our examination included a general review of the accounting procedures and such tests of the accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion, the above balance sheet presents fairly the financial position of Cariboo-Bell Copper Mines Limited as of January 24, 1966 in accordance with generally accepted accounting principles.

Vancouver, B.C.
January 25, 1966.

(Signed) PEAT, MARWICK, MITCHELL & CO.
Chartered Accountants.

STATUTORY INFORMATION

- (a) The full name of the Company is Cariboo-Bell Copper Mines Limited. The address of its head office is Suite 502, 1200 West Pender Street, Vancouver 1, British Columbia.
- (b) Cariboo-Bell Copper Mines Limited (hereinafter sometimes referred to as the "Company") was incorporated as a public company under the Companies Act of the Province of British Columbia by Certificate of Incorporation No. 67,471 dated December 23, 1965 upon filing Memorandum of Association dated December 20, 1965.
- (c) There have been no amendments to the Memorandum of Association of the Company.
- (d) The full names, occupations and home addresses of each of the officers and directors of the Company are as follows:

KARL JOHN SPRINGER, Mining Executive.....	President and Director.....	4 Robinwood Road, Toronto, Ontario.
FREDERICK EARL HALL, Mining Executive.....	Vice-President and Director.....	2 Welbrooke Place, Islington, Ontario.
JOHN JAMES CROWHURST, Mining Executive.....	Director.....	2249 Queen's Avenue, West Vancouver, B.C.
WILLIAM ATHOL McELMOYLE, Surgeon.....	Director.....	1509 Rockland Avenue, Victoria, B.C.
RALPH EDWARD PURVIS, Attorney at Law.....	Director.....	Star Route No. 1, Box 221, Bremerton, Wash., U.S.A.
ROBERT JOHN SPRINGER, Mining Executive.....	Director.....	5687 Laburnum Street, Vancouver 13, B.C.

JOHN DAVID MUNROE, Accountant.....	Secretary-Treasurer.....	6148 Gleneagles Drive, West Vancouver, B.C.

The promoters of the Company are as follows:

LEITCH GOLD MINES LIMITED, Suite 225, 12 Richmond Street East, Toronto, Ontario.	MASTODON-HIGHLAND BELL MINES LTD., Suite 502, 1200 West Pender Street, Vancouver 1, B.C.
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- (e) The Company's auditors are Peat, Marwick, Mitchell & Co., 410 Seymour Street, Vancouver 2, B.C.
- (f) The registrar and transfer agent for the shares of the Company is The Canada Trust Company at 901 West Pender Street, Vancouver 1, B.C., and The Canada Trust Company at 33 Adelaide Street West, Toronto, Ontario, is co-transfer agent of the shares of the Company.
- (g) The Company is authorized to issue 3,000,000 shares without nominal or par value and the capital of the Company shall, with respect to those shares, be at least equal to the aggregate amount paid to the Company on or for such of those shares as are issued, together with such amounts as may from time to time be added by ordinary resolu-

tion to such capital. There have been issued 950,005 shares, all of which are outstanding and are fully paid, of which 5 shares were issued at \$1 per share, 200,000 shares were issued at 50c per share and 750,000 shares were issued for properties transferred to the Company.

- (h) There are no bonds or debentures of the Company outstanding or proposed to be issued.
- (i) 750,000 shares in the capital of the Company have been deposited in escrow with The Canada Trust Company, 901 West Pender Street, Vancouver 1, B.C., to be released to the depositaries thereof respectively pro rata to the number of shares deposited by each of them only with the written consent of the Superintendent of Brokers of British Columbia, Victoria, B.C., and the board of directors of the Company, and while remaining in escrow may be sold, transferred or otherwise dealt with only with the written consent of the Superintendent of Brokers of British Columbia.

The agreement with respect to such escrow provides, amongst other things, as follows:

"Each of the Undersigned agree that in the event of the Company losing or not obtaining a good and marketable title to, or abandoning, or discontinuing development of any of the property which was, or formed part of, the consideration for any of its securities in escrow hereunder, or in the event of the property not being as represented, immediate notice thereof shall be given to the Superintendent, and there shall be surrendered by way of gift to the Company for cancellation such number of escrow shares as the Superintendent in his sole discretion deems fair and equitable or in such manner or proportion as the Superintendent may direct."

- (j) (i) Shares sold for cash are as follows:
 - 1. 5 shares at \$1.00 per share;
 - 2. 200,000 shares at 50c per share.
- (ii) The total cash received for such shares was \$100,005.
- (iii) No commission or discount was allowed on such shares.
- (k) No securities other than shares have been sold for cash or offered for sale.
- (l) No shares have been issued or are to be issued, nor has any cash been paid, nor is any cash to be paid to any promoters as such. For particulars as to the issue of shares by the Company for cash reference is made to paragraph (j) above, and for particulars as to the issue of shares by the Company for consideration other than cash and as to the payment of cash as part consideration for property reference is made to paragraph (m) below.
- (m) (i) The Company is the owner of 160 located mineral claims situate in the Cariboo Mining Division of British Columbia, Canada, in the general vicinity of Latitude 52°32' north, Longitude 121°38' west, covering the area between Bootjack Lake and Polley Lake and extending one mile southwestward beyond Bootjack Lake, namely:—

Claims B.J. No. 1 to B.J. No. 60	60 claims
Claims B.J. No. 63 to B.J. No. 132	70 claims
Claims B.J. No. 141 to B.J. No. 168	28 claims
Claims Bootjack No. 1 Fr. & No. 2 Fr.	2 claims
	160 claims
- (ii) Pursuant to an agreement dated January 11, 1966 made between Leitch Gold Mines Limited and Mastodon-Highland Bell Mines Ltd. as Vendors of the first part and the Company as purchaser of the second part, the Company purchased from the said two first-mentioned corporations all of the said 160 mining claims, namely, Claims B.J. No. 1 to B.J. No. 60 inclusive, B.J. No. 63 to B.J. No. 132 inclusive, B.J. No. 141 to B.J. No. 168 inclusive, Bootjack No. 1 Fr. and Bootjack No. 2 Fr., in consideration of (1) the allotment and issue of 750,000 shares in the capital of the Company without nominal or par value as fully paid and non-assessible shares — 375,000 of such 750,000 shares to Leitch Gold Mines Limited, or

its nominee or nominees, and 375,000 of such 750,000 shares to Mastodon-Highland Bell Mines Ltd., or its nominee or nominees; (2) the sum of \$50,000 which has been paid in cash; and (3) the agreement by the Company to pay all expenses of its incorporation and organization and of the transfer to it of the said 160 mining claims.

Of the said 750,000 Vendors' shares, 37,500 shares were issued to William R. Bacon, 1812 Inglewood Avenue, West Vancouver, British Columbia, 33,750 shares were issued to John James Crowhurst, 2249 Queen's Avenue, West Vancouver, British Columbia, 18,750 shares were issued to J. Cameron Stephen, 2360 Ottawa Avenue, West Vancouver, British Columbia, and 18,750 shares were issued to Samuel B. McBeath, Suite 502, 1200 West Pender Street, Vancouver 1, British Columbia, who are the Exploration Manager, Vice-President in Charge of Operations, Exploration Geologist and Geologist, respectively of Mastodon-Highland Bell Mines Ltd., one of the Vendors.

- (iii) No person or company has received or is to receive from any vendor an interest greater in amount than one twentieth in the consideration received or to be received by the vendor as set forth above.
- (iv) Access to the property is by means of a gravel highway connecting the north end of Morehead Lake to the Cariboo Highway (45 miles), thence by a four-wheel drive vehicle type road (9 miles) to the property. Float aircraft can land on either Bootjack Lake or Polley Lake within one to two miles of the showings.
- (v) There has been no underground exploration or development work nor is there any underground plant or equipment on the property.
- (vi) Surface exploration and development to date has consisted of geological mapping, geochemistry and induced polarization survey conducted by Huntex Limited, and 19 trenches totalling approximately 21,000 lineal feet. No diamond drilling, percussion or rotary drilling has been undertaken to date. The Company has not purchased any equipment or surface plant.
- (vii) For the known history of the property reference is made to the report of J. A. C. Ross, P.Eng., dated January 7, 1966, which forms part of this Prospectus.
- (viii) For description of work done and improvements made by previous management reference is made to subparagraph (vi) of this paragraph (m). There has been no work done or improvements made by the Company.

(n) The Company has entered into an underwriting agreement dated January 24, 1966 with Brink, Hudson & Lefever Ltd., 837 West Hastings Street, Vancouver 1, B.C., as underwriter whereby the said underwriter subscribed for and agreed to purchase 500,000 shares of the capital stock of the Company at the price of 50c per share (an aggregate consideration of \$250,000) to be taken up and paid for on February 11, 1966 or on such earlier or later date as the parties may agree. The said underwriter has agreed in said agreement that the said shares are not to be resold at a price to exceed 60c per share, being the price to the public stated on the face of this Prospectus.

The said Leitch Gold Mines Limited and Mastodon-Highland Bell Mines Ltd. have agreed not to sell any shares of the Company held or subscribed for by each of them on the public market during a period of 90 days after the acceptance for filing as aforesaid without the permission in writing of the aforesaid underwriter.

No options have been or are to be given in respect of the securities of the Company.

There are no sub-underwriting agreements made or proposed to be made in connection therewith.

There is no assignment or proposed assignment of such underwriting agreement.

(o) The Company plans to expend funds on exploration and development of its mining property described in paragraph (m) above on the basis of the recommendations contained in the report of J. A. C. Ross mentioned in said paragraph (m) as follows:

1. Diamond drilling	\$130,000
2. Percussion (or rotary) drilling	62,500
3. Diamond drilling to check percussion drilling results	27,000
4. Prospecting, geochemical and geophysical surveys	35,000
5. Trenching by means of tractors	20,000
6. Sampling and assaying	10,000
	<u>\$284,500</u>

The proceeds of the sale of the securities offered by this Prospectus amounting to \$250,000 together with the \$100,005 proceeds of sale of shares for cash referred to in paragraph (j) above, which aggregate \$350,005, less the sum of \$50,000 which has already been paid as the cash portion of the consideration for the mining property, will be used as follows:

Exploration and development	\$284,500
Administration, supervision and head office expense (including preliminary expense)	15,505
	<u>\$300,005</u>

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.

(p) The expenses incurred in the formation or incorporation of the Company are estimated at \$3,000. Development expenses already incurred, consisting of deferred exploration and development expense, amount to \$363 and future expenditures on preliminary matters, including administrative expense, are estimated at \$12,142.

(q) The Company does not propose to create or assume any indebtedness which is not shown on the Balance Sheet as of January 24, 1966, reported on by Peat, Marwick, Mitchell & Co. which is attached hereto and forms part of this Prospectus, except liabilities incurred and to be incurred in the ordinary course of the business of the Company.

(r) The principal business in which each director of the Company has been engaged during the immediately preceding three years is as follows:

Karl John Springer	Mining executive and prospector. President and a director of the Company. Is President of Highland-Bell Limited and Mastodon-Highland Bell Mines Ltd., a subsidiary of Highland-Bell Limited, and a director of Mattagami Lake Mines Limited. Has been President of Leitch Gold Mines Limited and since April 1965 has been Chairman of the Board.
John James Crowhurst	A director of the Company. Professional mining engineer and Vice-President in Charge of Operations of Mastodon-Highland Bell Mines Ltd.
Frederick Earl Hall	Mining executive. Vice-President and a director of the Company. Has been Secretary-Treasurer and Executive Vice-President of Leitch Gold Mines Limited and Assistant Secretary of Mastodon-Highland Bell Mines Ltd. and since April 1965 has been President of Leitch Gold Mines Limited. Was Secretary-Treasurer until January 1965 and since then has been President of Canada Tungsten Mining Corporation Ltd.
William Athol McElmoye	A director of the Company. Surgeon.
Ralph Edward Purvis	A director of the Company. Attorney at law.
Robert John Springer	A director of the Company. Presently a mining executive and formerly administrative officer of the Division of Personnel and Management, Food and Agricultural Organization of the United Nations.
John David Munroe	Secretary-Treasurer of the Company. Accountant. Secretary-Treasurer of Mastodon-Highland Bell Mines Ltd. and of Highland-Bell Limited.

(s) No director or officer of the Company has any interest, direct or indirect, in any property acquired or proposed to be acquired by the Company, other than to the extent of the interest of John James Crowhurst in the consideration paid by the Company for the mining property described in paragraph (m) above pursuant to his employment contract with the said Mastodon-Highland Bell Mines Ltd. and except to the extent that certain of the directors and officers of the Company, namely, K. J. Springer, F. E. Hall, J. J. Crowhurst, W. A. McElmoyle and J. D. Munroe are directors and/or officers of one or both of the vendor companies mentioned in paragraph (m) above.

(t) and (u) No remuneration has been paid to directors or officers during their present period of office and it is not proposed to pay any remuneration to directors or officers as such during the current fiscal year.

(v) There is no person who is in a position by reason of beneficial ownership of securities of the Company to elect or cause to be elected a majority of the directors of the Company but Leitch Gold Mines Limited and Mastodon-Highland Bell Mines Ltd. as a group by reason of their beneficial ownership of securities of the Company would be in a position to elect or cause to be elected a majority of the directors of the Company.

(w) No dividends have been paid within the five years preceding the date of this Prospectus.

The foregoing constitutes full, true and plain disclosure of all material facts in respect of the offering of the securities referred to above, as required by the Securities Act, 1962, of the Province of British Columbia, and there is no further material information applicable other than in the financial statements or reports where required.

Dated January 24, 1966.

DIRECTORS

(Signed) K. J. SPRINGER

(Signed) W. A. McELMOYLE
by his agent K. J. SPRINGER

(Signed) F. E. HALL

(Signed) RALPH E. PURVIS
by his agent K. J. SPRINGER

(Signed) J. J. CROWHURST
by his agent K. J. SPRINGER

(Signed) R. J. SPRINGER

PROMOTERS

LEITCH GOLD MINES LIMITED

MASTODON-HIGHLAND BELL MINES LTD.

By (Signed) F. E. Hall, President

By (Signed) K. J. Springer, President

And (Signed) D. R. McEwen, Secretary-Treasurer

And (Signed) J. D. Munroe, Secretary-Treasurer

To the best of our knowledge, information and belief, the foregoing constitutes full, true and plain disclosure of all material facts in respect of the offering of the securities referred to above, as required by the Securities Act, 1962, of the Province of British Columbia, and there is no further material information applicable other than in the financial statements or reports where required.

UNDERWRITERS

Brink, Hudson & Lefever Ltd.

By (Signed) H. W. LEFEVER, President

And (Signed) L. C. AGGETT, Secretary