

PLACER GOLD!!!

The lure of the Cariboo — A Worthy Speculation

Fairborn Mines Ltd. (N.P.L.), developing six Placer Mining Leases in the Clinton area, present an offering of 200,000 shares at 40c per share.

PROSPECTUS:

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.

(a) Fairborn Mines (N.P.L.) (hereinafter called "the Company") has its head office in Clinton, British Columbia, and its registered office at 10th Floor, 850 West Hastings Street, Vancouver, British Columbia.

(b) The Company was incorporated by Memorandum of Association under the Companies Act of the Province of British Columbia on the 1st day of June, A.D. 1965.

(c) The full name, address and occupation of the Directors are:

NAME AND ADDRESS	OCCUPATION
Fred J. Frese, Clinton, B.C.	Logging Operator
James L. Frese, 11905 - 99A Ave., N. Surrey, B.C.	Truck Driver
Minnie M. Frese, Clinton, B.C.	Housewife
Robert M. Wallila, 1701 Lewis River Drive, Woodland, Washington, U.S.A. 98674	Businessman
Harry Bentley, 13172 - 106A Ave., N. Surrey, B.C.	Truck Driver

The promoters of the Company are Fred J. Frese, James L. Frese and Minnie M. Frese the vendors of the property acquired by the Company and more particularly described in paragraph (m) (i) herein.

Payment of commissions (maximum): \$20,000.00
Carrying out first stage of work as recommended in the Report of R. G. G. Jury \$50,000.00
General administration including legal and audit \$10,000.00

TOTAL \$80,000.00

(f) The Registrar and Transfer Agent for the Company is:

The National Trust Company Limited,
355 Burrard Street, Vancouver, B.C.

(g) The authorized capital of the Company is \$1,500,000.00 divided into 3,000,000 shares with a nominal or par value of 50c each, of which 803,820 shares have been issued as fully paid and non-assessable. There is no other class of shares.

(h) The Company has not created or issued any bonds or debentures, nor does it propose to do so, and no bonds or debentures are offered by this Prospectus.

(i) Certificates representing 750,000 shares of the Company are held in escrow by the National Trust Company Limited, Vancouver, B.C., subject to release only with the consent of the British Columbia Securities Commission.

(j) The Company has sold the following shares for cash to date:

Number of shares	Price per share	Discount	Total cash received
2	50c	Nil	\$ 1.00
53,818	20c	30c	10,763.60
			\$10,764.60

No commission has been paid on the allotment and issue of the above shares.

(k) No securities other than shares have been sold for cash to date.

(l) Fred J. Frese, James L. Frese and Minnie M. Frese each received 250,000 shares in the capital stock of the Company as fully paid non-assessable, in consideration of their assigning the property referred to in paragraph (m) (i) herein to the Company. These shares are the shares described in paragraph (j) herein.

(m) (i) The Company is the recorded lessee of Placer Mining Leases 401, 402, 403, 446 to 454 inclusive, all situated in the Clinton Mining Division of the Province of British Columbia (hereinafter called "the said leases").

The said leases are situated approximately three-four miles upstream from the junction of Fairless and Churn Creeks on the north-west slope of Black Dome Mountain and approximately forty-eight miles west of Clinton, B.C. The Company has received from the Vendors at no consideration the benefit of construction of 1.7 miles of access road to the Placer Mining Leases.

(m) (ii) The vendors of the said leases are Fred J. Frese, James L. Frese and Minnie M. Frese and the consideration received by each was the allotment and issue of 250,000 shares in the capital stock of the Company as fully paid and non-assessable. These are the shares referred to in paragraph (j) herein.

(m) (iii) So far as the signatories hereto are aware no person or company has received, or is to receive, an interest in the consideration received by the vendors greater in amount than one-twentieth (1/20) thereof.

(m) (iv) The said leases are located approximately 48 miles west of Clinton, B.C. and present access is by dirt road from the Empire Valley Ranch Road a distance of approximately 24 miles. The present road has a summit of 6700 feet on the north ridge of Black Dome Mountain and it is therefore subject to six to seven months closure by heavy snows. Rerouting twelve miles of road would provide good access to the said leases through a lower pass of approximately 5400 feet elevation, thus permitting a six to seven month work season on the said leases.

(m) (v) No underground, exploration or development work has yet been done by the Company on the said leases. The Company has no plant or equipment on the said leases at this date.

(m) (vi) Testing by way of trenching with a bulldozer has been carried out on the said leases.

(m) (vii) Miners and Prospectors using hand methods have attempted to work portions of the Creeks on which the said leases are situated in the past years. These small-scale operations were not successful and were soon discontinued. Empire Valley Gold Mines Ltd. held Placer Leases on Creeks in the area until they were acquired by Mr. Fred J. Frese in 1963. Empire Valley still holds Crown Granted lode gold claims on Black Dome Mountain and emphasised exploration of the lode claims and subsequently abandoned the Placer claims. For a further description of the history of the property see the Report of R. G. G. Jury dated the 22nd day of July, 1965, a copy of which is attached hereto and forms part of this Prospectus.

(m) (viii) The work described in paragraph (m) (vi) above was done on the said leases by the Company. In addition, the Company has situated on the said leases a D8 Caterpillar Tractor, lighting plant, electric welder, camp equipment and sufficient hand tools.

(n) (i) The Company offers by this Prospectus 200,000 shares. The amount payable on application for allotment of such shares is 40c per share. A discount of 10c per share will be allowed with a maximum commission payable.

(n) (ii) The Company intends to use the proceeds from the sale of the above shares as follows:

Payment of commissions (maximum): \$20,000.00
Carrying out first stage of work as recommended in the Report of R. G. G. Jury \$50,000.00
General administration including legal and audit \$10,000.00

No part of the proceeds will 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. Should the Registrant propose to use the proceeds to acquire non-trustee type securities after the initial distribution of the Securities offered by this Prospectus, approval by the shareholders will be obtained and disclosure will be made to the regulation securities bodies having jurisdiction over the sale of the securities offered by this Prospectus.

(p) The preliminary expenses incurred in the formation of the Company approximate \$2,500.00 and no further expenses on preliminary matters are contemplated.

(q) There is no substantial indebtedness to be created or assumed that is not shown on the balance sheet dated the 30th day of September, 1965, attached hereto and forming part of this Prospectus, save and except costs that are to be incurred in carrying out a programme on the said leases.

(r) The principal business of each Director for the past three years and the present business is as follows:

Fred J. Frese, Clinton, B.C.	Logging Operator
James L. Frese, 11905 - 99A Ave., N. Surrey, B.C.	Truck Driver
Minnie M. Frese, Clinton, B.C.	Housewife
Robert M. Wallila, 1701 Lewis River Drive, Woodland Washington, U.S.A. 97674	Businessman
Harry Bentley, 13172 - 106A Ave., N. Surrey, B.C.	Truck Driver

(s) James L. Frese, Fred J. Frese and Minnie M. Frese are the vendors of the said leases acquired by the Company and more particularly described in paragraph (m) (i) herein.

(t) No remuneration has been paid by the Company since incorporation to any of its Directors or Officers as such.

(u) It is anticipated that no remuneration will be paid to the Directors and Officers as such during the current financial year. If any of the Directors or Officers are hired by the Company in a managerial capacity they will be paid at a salary commensurate with their responsibilities.

(v) Fred J. Frese, James L. Frese and Minnie M. Frese by reason of beneficial ownership of 750,000 shares issued for a consideration other than cash, are able to elect or cause to be elected a majority of the Board of Directors of the Company.

(w) No dividends have been paid by the Company.

(x) When the escrowed shares referred to in paragraph (l) herein are released by the British Columbia Securities Commission from time to time, those shares may be sold by the owners thereof at the offering price to the public from time to time in this or subsequent Prospectuses without the proceeds of the sale accruing to the benefit of the treasury of the Company.

(y) There are no further material facts which are not disclosed by 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 of the Province of British Columbia, and there are no further material facts or information applicable, other than in the financial statement or reports herein required.

DATED at Vancouver, B.C., this 5th day of November, A.D. 1965.

"FRED J. FRESE" "JAMES L. FRESE"
"MINNIE M. FRESE" "ROBERT M. WALLILA"
"HARRY BENTLEY" "

FAIRBORN MINES LTD.
PLACER GOLD DEPOSIT
FAIRLESS AND BORIN CREEKS
B.C.

Alrae Exploration Ltd. July 18, 1965

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INTRODUCTION
During the period July 7th to 9th the writer, accompanied by Mr. F. Frese vendor and principal in Fairborn Mines Ltd. and Mr. J. Bartle assistant, examined placed gold leases on Fairless Creek. Panning tests were made at various points along the creek. Measured samples through the pay streak at one locality were reduced to black sand concentrate with the aid of a six by six inch sluice box seven feet in length.

Approximately one and one-half miles of creek

were traversed during testing. Borin Creek, also staked by Mr. Frese, was not examined but is described as being very similar in gold content, grade, water flow, and type of gravel.

Fairless Creek may be divided into three natural portions. The lower canyon is very narrow and contains many large boulders. The Central Meadow is an open broad valley where the south fork of the creeks joins the main stream. The Upper Creek is of steeper gradient and thin gravel deposits upstream from a 70 to 75 foot high water fall. It is this latter portion which is most readily accessible and which has so far received the most attention by Mr. Frese.

Mr. Frese has spent the summers of 1963 and 1964 testing the Upper Creek by pushing gravel into a sluice box by bulldozer. Two trenches have been made in one location in this manner. One was estimated to contain 90 yards and the second 32 yards. Mint receipts are available from the 90 yard test only. Gold from the 32 yard test has not been sent for testing.

Mr. Frese has completed a good deal of work on the creek, and has kept careful records of his work. These will of course prove very useful in further development of the property.

LOCATION AND ACCESS
Fairless and Borin Creeks are on the northwest slope of Black Dome Mountain and approximately 48 miles west of Clinton, B.C. The creeks are from four to five miles long and drain into Churn Creek which in turn flows into the Fraser River.

Present access is by dirt road from the Empire Valley Ranch road, a distance of approximately 24 miles. This road passes the Frese home at Porcupine Creek approximately 9 miles east of Fairless Creek. The present road has a summit of 6700 feet on the north ridge of Black Dome Mountain and is therefore subject to six to seven month closure by heavy snows.

Borin Creek is at present not accessible by road but a two-mile extension of the present road could easily be accomplished. Rerouting twelve miles of road however would provide good access to both creeks through a lower pass of approximately 5400 feet elevation. Such a route would permit a six to seven month work season on the placer leases.

HISTORY
Several miners and prospectors using hand methods have attempted to work portions of these creeks in the past years. Such small scale operations were not successful and were soon discontinued.

Empire Valley Gold Mines Ltd. held placer leases on these creeks until they were acquired by Mr. Frese in 1963. This company still holds crown-granted lode gold claims on Black Dome Mountain at the headwaters of the creeks. Empire Valley emphasized exploration of the lode claims and subsequently abandoned the placer claims.

CLAIMS
Leases 401, 402 and 403 on Fairless Creek have been offered to Fairborn Mines Ltd. by Mr. F. Frese and his associates. Applications has been made for nine further leases on Fairless and Borin Creeks. All are within the Clinton Mining Division.

DESCRIPTION OF DEPOSIT
Fairless Creek is almost completely below timber line. Trees consist of small, jackpine and occasional spruce, none are large enough to present removal problems.

Gravels in the creek are composed of fine silt, sand, pebbles, cobbles, and boulders chiefly of glacial deposition. Largest boulders in the Upper Creek region are only 18 inches in diameter. Gold appears as particles from pin point size to one quarter inch diameter flakes. Individual pieces are hackly or slightly rounded. Occasional pieces are found still in quartz. Similar quartz in veins is found at the headwaters of Fairless Creek on Black Dome Mountain and would appear to be the source of gold in placer.

Cobbles of white vein quartz were also noted in the gravels.

Bed rock along the Upper Creek is Tertiary basalt and volcanic breccia. Below the falls the rock is very calcareous resembling altered limestone. Downstream from the Central Meadow works of the canyon are composed of basalt, coars conglomerate, and arkose. Each of these rocks is well fractured at surface and slightly weathered. Placer Gold is found in fractures in the bed rock.

Planning tests on the Upper Creek show gold to occur throughout the gravels but is concentrated in the bottom foot of gravel and in bed rock fractures. Silt and fine sand do not contain gold but form a very small portion of the Upper Creek material. Gravels here range from 0 to approximately fifteen feet in thickness.

No tests were possible near bed rock in the Central Meadow. Gravel is probably greater than thirty feet in thickness as the valley is 600 to 1000 feet wide at this point. Clayey silt was noted in the present creek bottom the thickness of this material is unknown.

The Canyon portion of the creek below the Central Meadow is narrow (20 to 80 feet) and contains many boulders from 4 to 6 feet in diameter. It is unlikely that this portion of the creek could be economically worked by machine or hand methods.

The south fork of Fairless Creek is very similar to the Upper Creek as described above and is amenable to the same methods of testing and mining.

WATER SUPPLY
Grades of the creek as taken from barometric levels are as follows: The Central Meadow 3%, the Upper Creek 4 to 6%. The south fork of Fairless Creek and the Upper Creek have a similar volume of water. Water here flows approximately 3 to 4 feet wide and would average approximately three inches in depth. It would appear that pumping would be necessary to supply a sluice box above the junction of the south fork of Fairless Creek. An alternate method would be to store water upstream for use on one shift only.

INITIAL TEST RESULTS
Samples taken by cubic measure from four points in the Upper Creek show gold and silver values to range from trace to \$2.94 per cubic yard of gravel. This higher values was obtained from the upper foot of bed rock.

Testing by panning and small sluice box serves only to indicate that gold and silver are present but is not sufficient to indicate an overall grade of the gravels.

YARDAGE ESTIMATE OF UPPER FAIRLESS CREEK
Pace and compass survey of the Upper Creek area, together with estimated thicknesses of gravel, indicate approximately 135,000 cubic yards of gravel.

Mr. Frese has estimated the whole of Fairless and Borin Creeks to contain 12,000,000 cubic yards of gravel. Much further depth testing will be necessary to calculate exact yardage figures.

The 90 yard test on Upper Fairless Creek by Mr. Frese in 1964 shows the gravels tested to average \$2.34 per cubic yard. Gold is 658.25/1000 fine; Silver 319.0/1000 fine. This trench has now been covered over as a result of further bulldozer work in the area.

CONCLUSIONS AND RECOMMENDATIONS
Preliminary examination of Fairless Creek shows placed gold containing silver to be present in stream gravels in varying amounts. Initial tests by panning and small sluice box returned values ranging from trace to \$1.80 per cubic yard.

Borin Creek, Upper Fairless Creek, and the south fork of Fairless Creek, are similar deposits and could be more thoroughly evaluated by the following method.

A back hoe mounted on a crawler tractor could be used to dig trenches to bed rock. Cribbing would be necessary to hold up the trench walls. Gravel from the trenches could be put through a sluice box to recover contained gold. It is important to have accurate volume calculations of the size of the trenches. Trenches should be cut across the valley at regular intervals (approximately 500 feet apart in the Upper Creek).

Testing of the Central Meadow will be more difficult due to deeper gravel deposits. Drilling would possibly be the most efficient testing method but many holes would be required to give satisfactory grade estimates. Haulback equipment could be used to make trenches but supporting walls would be impractical. Trenches would have to be wide and gravel measured as it is taken out. If the water could be controlled it may be possible to rip the bed rock surface by tractor and hence also test gold content of this material.

It is recommended that the Upper Creek be tested first, followed by other areas suitable to back hoe work. If this work proves mining to be warranted a portion of profits made here may be used to test the Central Meadow.

COST ESTIMATE
Testing of placer ground is by its very nature a costly operation and unforeseen difficulties often arise.

To test the Upper portion of Fairless Creek by back hoe trenching would require approximately 1000 feet of trenching through overburden from 3 to 15 feet deep. With equipment rental, camp costs, labour, materials, etc., this may cost \$40,000 to \$50,000.

Trenching of the South Fork and Borin Creeks by this method may require \$100,000 to \$150,000.

Testing of the Central Meadow by haulback trenching may cost \$100,000 to \$150,000 depending on difficulties encountered.

Gold recovered may offset a small portion of these testing costs but at this point of exploration recovery cannot be calculated.

Total cost of the first stage of testing is then \$50,000. The second stage (South fork of Fairless and Borin Creeks) may require \$150,000. Should this work prove successful much more money will be necessary for production equipment, road construction, camp facilities, etc.

Respectfully submitted,
"RAE G. JURY",
R. Jury—P.Eng.

CERTIFICATE
I, Rae G. Jury, of the City of Vancouver, British Columbia do hereby certify that:

1. I am a Consulting Geological Engineer.

2. I am a graduate of Queens University in Kingston (B.Sc. in Geological Sciences 1957).

3. I am a Registered Professional Engineer of the Provinces of British Columbia and Ontario, and also a Junior member of the Canadian Institute of Mining and Metallurgy.

4. I have practised my profession since 1957 with Labrador Mining & Exploration Company, Quebec Mining Corporation, Canadian Johns Manville Co. Limited, and Alrae Exploration Ltd.

5. I have personally examined placer gold leases on Fairless Creek, B.C.

6. I have not received, nor do I expect to receive any interest directly or indirectly, in the properties or securities of Fairborn Mines Ltd.

DATED this 22nd day of July, 1965.
"RAE G. JURY",
Rae G. Jury, P.Eng.

FAIRBORN MINES LTD.
(Non-Personal Liability)
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FINANCIAL STATEMENTS
30 SEPTEMBER 1965

Auditors' Report
Exhibits:
"A" Balance Sheet
"B" Statement of Exploration, Development and Administration Costs.

The Shareholders,
Fairborn Mines Ltd.
(Non-Personal Liability),
Vancouver, Canada.

We have examined the balance sheet of Fairborn Mines Ltd. (non-personal liability) as at 30 September, 1965, and the statement of exploration, development and administration costs for the period ended on that date. Our examination included a general review of the accounting procedures and such tests of records and other supporting evidence as we considered necessary in the circumstances.

TRADERS INVESTMENTS LTD. ARE ACTING AS FISCAL AGENTS IN THE ABOVE OFFERING.

PURCHASE OF THESE SHARES MUST BE CONSIDERED A SPECULATION

TO FAIRBORN MINES LTD. (N.P.L.)
201—535 Howe Street,
Vancouver, B.C.

I ACKNOWLEDGE RECEIPT of a Prospectus of the Company.
 I HEREBY ORDER _____ shares at 40c per share and enclose my cheque (money order) for \$_____ in payment thereof.
 I desire further information.

NAME _____
ADDRESS _____

(This is an offering to residents of British Columbia only).

In our opinion, the accompanying balance sheet and statement of exploration, development and administration costs present fairly the financial position of the company as at 30 September, 1965, and the results of its operations for the period ended on that date, in accordance with generally accepted accounting principles.

"GRIFFITHS & GRIFFITHS"
Chartered Accountants.
Vancouver, Canada,
3 October, 1965.

FAIRBORN MINES LTD.
(Non-Personal Liability) Exhibit "A"
BALANCE SHEET
AS AT 30 SEPTEMBER, 1965

ASSETS

Cash on hand and at bank \$4,316.01

MINING PROPERTY AND EQUIPMENT:
Mining Property:
Placer mining leases, situated in the Clinton Mining Division, Province of British Columbia
Acquired for shares (see note) \$375,000.00
Equipment, at cost:
Automotive equipment (partly pledged, per contra) \$5,416.00
Mine and camp equipment 5,637.11 11,053.11 386,053.11

EXPLORATION, DEVELOPMENT AND ADMINISTRATION COSTS, Per Exhibit "B" 5,010.97

INCORPORATION EXPENSE, at cost 945.71

\$396,325.80

Signed on behalf of the Board:
"FRED J. FRESE", Director.
"MINNIE M. FRESE", Director.

LIABILITIES

Accounts Payable \$ 500.00
Conditional sales agreement payable in instalments of \$188.90 per month (secured, per contra 1,511.20
Due to directors 8,550.00 \$10,561.20

SHARE CAPITAL:
Authorized: 3,000,000 shares of 50c ea. par value \$1,500,000.00
Issued:
No. of Shares Par Value Discount Net For cash—
\$ 53,820 \$ 26,910.00 \$ 16,145.40 \$ 10,764.60
For mining property (see note)—
750,000 375,000.00 375,000.00
803,820 \$401,910.00 \$16,145.40 385,764.60
\$396,325.80

Note: On 6 July, 1965, 750,000 shares of the company were issued to certain directors of the company as consideration for the assignment to the company of three placer mining leases. The 750,000 shares are required to be held in escrow subject to the order of the Superintendent of Brokers for the Province of British Columbia.

This is the balance sheet referred to in our report dated 3 October, 1965.

"GRIFFITHS & GRIFFITHS"
Chartered Accountants.

FAIRBORN MINES LTD. Exhibit "B"
(Non-Personal Liability)
STATEMENT OF EXPLORATION, DEVELOPMENT & ADMINISTRATION COSTS

For the period from date of incorporation 1 June, 1965 to 30 September, 1965

EXPLORATION AND DEVELOPMENT COSTS

Assays \$ 32.00
Camp Expense 588.22
Equipment rental 403.30
Gas, oil and grease 554.89
Lease rentals & recording fees 476.00

Licences 210.00
Miscellaneous 135.64
Property inspection & reports 760.88
Repairs and maintenance 472.39

\$3,633.32

ADMINISTRATION COSTS:
Accounting and audit 300.00
Financing costs 250.80
Insurance 49.40
Legal 28.50
Miscellaneous 37.49
Supplies and postage 88.62
Telephone 216.04
Travel 406.80

1,377.65

TOTAL EXPLORATION, DEVELOPMENT AND ADMINISTRATION COSTS, FOR THE PERIOD, PER EXHIBIT "A" \$5,010.97