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**PROSPECTUS**

FIRST PUBLIC OFFERING

OF

250,000 SHARES

OF

**CARIBOO MINELANDS LTD. (N.P.L.)**

A MINING COMPANY INCORPORATED UNDER THE LAWS OF THE PROVINCE OF BRITISH COLUMBIA AUTHORIZED TO ISSUE 5,000,000 SHARES WITHOUT NOMINAL OR PAR VALUE WITH A MAXIMUM SELLING PRICE OF \$1.00 EACH.

PLAN OF DISTRIBUTION

Cariboo Minelands Ltd. (N.P.L.), registered under the Securities Act, hereby offers as principal 250,000 shares in its capital stock at a price of 40¢ per share. The shares will be offered for sale by the trading directors of the Company and/or one or more duly licensed salesman. The amount payable on application for allotment of such shares is 40¢ per share. No discounts will be allowed by the company on the sale of shares offered hereby and commissions of 25% (maximum) are payable. There are no underwriting, sub-underwriting, option, sub-option or assignment agreements outstanding.

DISTRIBUTION SPREAD

Shares Offered	Price to Public	Underwriting Discounts & Commission	Proceeds to Company
250,000	Per Unit - 40¢	(a) No discounts allowed	Per Unit - 30¢
	Aggregate - \$100,000.00	(b) Commissions: Per Unit - 10¢	Aggregate -
		Aggregate - \$25,000.00	\$75,000.00

NO SECURITIES COMMISSION OR SIMILAR AUTHORITY IN CANADA HAS IN ANY WAY PASSED UPON THE MERITS OF THESE 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.

A PURCHASE OF THE SECURITIES OFFERED BY THIS PROSPECTUS MUST BE CONSIDERED A SPECULATION.

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

THE PROMOTERS OF THE COMPANY OWN A TOTAL OF 597,199 SHARES OF THE COMPANY WHILE THE PROMOTERS AND DIRECTORS OF THE COMPANY TOGETHER OWN A TOTAL OF 802,199 SHARES OF THE ISSUED SHARES OF THE COMPANY. THE COMPANY OFFERS HEREBY 250,000 SHARES.

THE DATE OF THIS PROSPECTUS IS MARCH 20th, 1969.

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PURCHASER'S RIGHT OF RECISSION AND WITHDRAWAL

Section 61 and 62 of the Securities Act, 1967 (British Columbia) provides 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 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 of such contract or 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.

#### USE OF PROCEEDS TO COMPANY

The proceeds to be derived by the Company from the sale of the securities offered hereby will be \$100,000.00 which will be used by the Company as follows:

(i)	Payment of commissions (maximum)	\$25,000.00	
(ii)	To complete Items (a) to (f) inclusive of the recommendations of Rae G. Jury, P. Eng., in his Report of November 7th, 1968, attached hereto, as follows:		
	(a) Grid system preparation	\$ 3,500.00	
	(b) Geological mapping	2,000.00	
	(c) Magnetometer survey (reconnaissance)	2,500.00	
	(d) Induced polarization survey	15,000.00	
	(e) Bulldozer trenching	4,000.00	
	(f) Shallow Drilling - 3,000' @ \$10.00 per foot	<u>30,000.00</u>	57,000.00
(iii)	Legal and audit		3,000.00
(iv)	Corporate expenses - reserve		<u>15,000.00</u>
			<u>\$100,000.00</u>

If the actual proceeds received by the Company from the sale of the securities offered hereby prove insufficient to accomplish the above purposes, the Company will endeavour to complete the preliminary work recommended by the said Rae G. Jury, P. Eng. namely:

Grid system preparation	\$ 3,500.00
Geological mapping	2,000.00
Magnetometer survey	2,500.00
Induced polarization survey	15,000.00
Bulldozer trenching	4,000.00

It will also endeavour to meet corporate expenses, except that management fees may be deferred.

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 jurisdiction in which the securities offered by this Prospectus may lawfully be sold.

Should the Company propose to use the proceeds to acquire non-trustee type securities after the initial distribution of the securities offered hereby, approval by the shareholders will be obtained and disclosure will be made to the regulatory securities bodies having jurisdiction over the sale of securities offered by this Prospectus.

### SHARE AND LOAN CAPITAL STRUCTURE

Designation of Security	Amount Authorized	Amount outstanding as of the Balance Sheet attached hereto dated November 30, 1968	Amount out- standing as of the date hereof.	Amount to be out- standing if all securities being offered are sold
Common	5,000.000	947,229	991,562	1,241,562

SECURITIES SOLD FOR CASH TO DATE

<u>Shares Sold</u>	<u>Price Per Share</u>	<u>Total Cash Received</u>
219,225	20¢	\$43,845.00
4	25¢	1.00
22,333	30¢	6,699.90

No commissions were paid on the allotment of the above shares.

NAME AND INCORPORATION OF COMPANY

The full name of the Company is CARIBOO MINELANDS LTD. (N.P.L.) and its head office is at 210 - 1685 Third Avenue, Prince George, British Columbia, while its registered office is at Ninth Floor, 850 West Hastings Street, Vancouver, British Columbia. The Company was incorporated under the laws of the Province of British Columbia on the 15th day of February, A.D. 1965, as a private company. The Memorandum of Association of the Company was amended on the 30th day of August, A.D. 1968, to increase the number of shares without nominal or par value from 500,000 to 5,000,000. On January 3, 1969, the Memorandum of Association was again amended to increase the maximum selling price of the shares from 50¢ each to \$1.00 each. The Company was converted from a private company to a public company on the 17th day of March, A.D. 1969. There have been no further amendments to the Memorandum or Articles of Association of the Company.

DESCRIPTION OF BUSINESS AND PROPERTY OF THE COMPANY

The Company is a mining company engaged in prospecting for and exploring and developing mining properties. At present, the Company owns 62 claims in the Cariboo Mining Division of British Columbia. The Company allotted and issued a total of 750,000 shares for 30 of these claims and, in addition thereto, it will pay \$5,000.00 for the claims. The 750,000 shares allotted for the claims represent 75.6% of the total issued shares of the Company while 250,000 shares are offered by this Prospectus. The shares offered hereby are of a speculative nature (see also Front Cover). The Company's Mining Claims group consists of 62 claims all of which are situate in the Cariboo Mining Division of the

Province of British Columbia approximately 20 miles North of Quesnel. The claims are accessible by road from the main Quesnel to Prince George Highway, the distance from the Highway to the claims being approximately 2 miles. The claims lie on the North side of the Ahbau River between Thunder Creek and Pacific Great Eastern Railway.

The full legal description of the Company's claims are as follows;

<u>Name of Claim</u>	<u>Record Number</u>
Thunder 1 - 24 Incl.	46164 - 46187 Incl.
Thunder 31 -34 Incl.	47841 - 47844 Incl.
Mike 3, 4, 5, 6	41208 - 41211 Incl.
Kim 1 and 2	41206 - 41207 Incl.
Thunder 25 - 30 Incl.	48293 - 48298 Incl.
Thunder 31A - 34A Incl.	48299 - 48302 Incl.
Thunder 35 - 52 Incl.	48303 - 48320 Incl.

All of the claims are held by the Company pursuant to the provisions of the Mineral Act of the Province of British Columbia which provides, inter alia, that the Company must perform a minimum of \$100.00 work per annum per claim (or pay cash in lieu thereof) to maintain the claims in good standing.

The names and addresses of all Vendors of the Thunder 1 - 24 Inclusive, Kim 1 and 2 Mike 3, 4, 5, and 6 claims to the Company under the Agreement of September 5th, 1968, (as amended) and the consideration received by each from the Company is as follows:

<u>Name and Address</u>	<u>Consideration Received</u>
David Wells 1198 Central Street Prince George, B. C.	74,999 shares
Albert Henry Doiron Sunrise Valley Trailer Court Prince George, B. C.	166,667 shares

<u>Name and Address</u>	<u>Consideration Received</u>
Charles Wells 1198 Central Street Prince George, B. C.	175,000 shares
Frank Alex Denis R. R. #2 Prince George, B. C.	166,667 shares
Richard Frederick Kent 1363 Ewert Street Prince George, B. C.	166,667 shares

In addition, David Wells will receive \$5,000.00 for the transfer of the claims to the Company. All of the other claims were staked by the Company for nominal staking costs.

So far as the signatories hereto are aware, no person or company has received or will receive from the Vendors a greater than 5 percent interest in the consideration received by them.

While small occurrences of chalcopyrite have been known in the area for some years, there has been no significant exploration work done on the claims prior to the 1968 season.

There is no underground exploration, development, plant or equipment on any of the claims. The Company during the 1968 summer season completed geochemical soil sampling for copper and ground magnetometer surveys on a picket line grid system totalling approximately 10.8 line miles. One of the smaller anomalies was trenched by a bulldozer. The cost of the foregoing work was approximately \$26,000.00.

For a brief description of the mineral deposits on the claims see the Report of Rae G. Jury dated November 7th, 1968, attached hereto and forming part of this Prospectus. The work done on the claims to date has not established the existence of reserves of positive, probable or possible ore.

For a brief description of the work already done by the



Company under its present management on the claims, see "Description of Business and Property of Company". The claims are without a known body of commercial ore and the proposed program is an exploratory search for ore.

As the Report of Rae G. Jury, P. Eng. does not include reference to the Thunder 25 - 30 claims, 31A - 34A claims and 35 - 52 claims, no part of the proceeds raised from the sale of the securities offered hereby will be spent on those claims.

### PROMOTERS

Richard F. Kent, Frank A. Denis and Albert H. Doiron, whose addresses and occupations appear elsewhere in this Prospectus and who are all Directors of the Company, may be deemed to be Promoters of the Company by virtue of the statutory definition of a promoter contained in the Securities Act, 1967. They have received no consideration from the Company for acting as Promoters as such. However, under the Agreement dated September 5th, 1968 (as amended) they all received shares in the capital stock of the Company as described above. The Promoters have received or will receive remuneration for services rendered to the Company as set out under the heading "Remuneration of Directors and Senior Officers" herein. The total shares in the Company owned by the Promoters including the shares issued for a consideration other than cash is 597,199.

### Issuance of Shares

The Company offers by this Prospectus 250,000 shares of its capital stock as fully paid and non-assessable at a price of 40¢ each. The shares are common shares and they have equal dividend and voting rights. The shares will rank equally on liquidation. There are no pre-emptive, conversion or redemption rights and nor are there any sinking or purchase fund provisions.

DIRECTORS AND OFFICERS

Names and home addresses and occupations for the past five years of all Directors and Officers of the Company and their respective positions and offices with the Company are as follows:

<u>Name and Address</u>	<u>Occupation</u>
Frank a. Denis R. R. #2 Prince George, B. C. Director/President	1964, self-employed logging contractor; 1965 to present, principal, Peak Development Ltd., Prince George, B. C. Land Developers.
Albert Henry Doiron Sunrise Trailer Court Prince George, B. C. Director/Vice-President	1964 - 1968, Sub-Contractor for Thompson Construction Co. Ltd., Prince George, B. C. 1968 to present, mining field work.
Richard Frederick Kent 1363 Ewert Street Prince George, B. C. Director/Secretary-Treasurer	1964 - Manager of Fred Greer Ltd., Prince George, B.C. (Sawmill); 1965 to present Principal, Peak Development Ltd., Prince George, B. C. Land Developers.
David Wells 1198 Central Street Prince George, B. C. Director	Prospector and semi-retired.
Jack Milburn 3030 - 10th Avenue Prince George, B. C. Director	Base Manager, Okanagan Helicopters Ltd., Prince George, B. C.

REMUNERATION OF DIRECTORS AND SENIOR OFFICERS

No remuneration has been received by the Directors and Senior Officers of the Company as such. Richard F. Kent as of October 1st, 1968 was appointed Managing Director of the Company at \$600.00 per month, and has received the sum of \$1,200.00 to November 30th, 1968. Albert H. Doiron and Frank A. Denis have been paid the sums of \$6,000.00 and \$5,400.00 respectively as of November 30th, 1968. This represents payment at a rate of \$700.00 per month each to September 30th, 1968 for field work performed and from the 1st of October, 1968, both individuals have been and will be paid on a basis of \$600.00 per month each for any further field work performed for the Company.

ESCROWED SECURITIES

Designation of Class	No. of Shares held in escrow as at the 20th March, 1969	Percentage of Class
Common	750,000	Approx. 75.6%

The 750,000 shares are held in escrow by the Crown Trust Company, Vancouver, British Columbia, subject to release or transfer only with the written consent of the British Columbia Securities Commission. If the Company loses or does not obtain good and marketable title or abandons development of any of the claims which formed part of any consideration for any of the shares so deposited in escrow, there shall be surrendered to the Company by way of gift for cancellation such number of escrowed shares at the British Columbia Securities Commission deems fair and equitable or in such manner or proportion as the British Columbia Securities Commission may direct.

241,562 shares in the capital stock of the Company allotted and issued for cash are held in pool by the Crown Trust Company as Trustee for a period of 30 days after completion of the primary distribution of the shares offered hereby. The owners of the shares have agreed not to sell, assign or deal with in any way their shares during the period of pool.

The owners of 8,333 shares issued for consideration other than cash and deposited in escrow have surrendered those shares to the Company by way of gift for cancellation.

PRINCIPAL HOLDERS OF SECURITIES (Greater than 10%)

(a)

Name and Address	Designation of Class	Type of Ownership (of record or Beneficial)	No. of Shares Owned as at the 20th day of March, 1969	Percentage of Class
Albert Henry Doiron Sunrise Trailer Crt. Prince George, B. C.	Common	Beneficial Of Record	173,840 16,828	Approx. 17.5 Approx. 1.7%
Charles Wells 1198 Central St., Prince George, B. C.	Common	Beneficial	175,000	Approx. 17.7
Frank Alex Denis R. R. #2 Prince George, B. C.	Common	Beneficial Of Record	185,191 51,250	Approx. 18.7 Approx. 5.2
Richard F. Kent 1363 Ewert Street Prince George, B. C.	Common	Beneficial Of Record	165,090 5,000	Approx. 16.7 Approx. .5

(b) The percentage of shares of the Company owned beneficially, directly or indirectly, by all Directors and Senior officers of the Company at the 20th day of March, 1969 is as follows:

<u>Designation of Class</u>	<u>Percentage of Class</u>
Common	Approx. 63.6%

PRIOR SALES

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

<u>Number of Shares</u>	<u>Price Per Share</u>	<u>Total Cash Received</u>
219,225	20¢	\$43,845.00
4	25¢	1.00
22,333	30¢	6,699.90

No commissions were paid on the allotment of the above shares.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Richard Kent, David Wells, Frank A. Denis, Albert Henry Doiron and Charles Wells, all Directors and/or greater than 10% shareholders of the Company, have a material interest in the contract of September 5th, 1968 (as amended) in that, pursuant to the terms of the Contract, they sold 34 mineral claims to the Company for 750,000 shares in its capital stock and the payment of \$5,000.00 to David Wells. The Claims were originally acquired by the Vendor group by prospecting at nominal cost. Kent is authorized by the Board of Directors to receive the sum of \$600.00 per month as Managing Director, while Doiron and Denis are authorized by the Board of Directors of the Company to receive \$600.00 per month each for field work performed. Up to November 30th, 1968 Kent had received \$1,200.00 from the Company in fees while Doiron had received the sum of \$6,100.00 and Denis the sum of \$5,400.00 as fees.

AUDITORS, TRANSFER AGENTS AND REGISTRARS

The Auditor for the Company is Gardner & Company, Chartered Accountants, 1118 Melville Street, Vancouver, B. C. The Registrar and Transfer Agent for the Company is the Crown Trust Company, 455 Howe Street, Vancouver, B. C.

OTHER MATERIAL FACTS

There are no other material facts relating to the securities proposed to be offered and not disclosed pursuant to the foregoing items.

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, and the Regulations thereunder.

DATED at Prince George, British Columbia, this 20th day of March, A.D., 1969.

Frank A. Denis

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FRANK A. DENIS  
Director/Promoter

Albert Henry Doiron

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ALBERT HENRY DOIRON  
Director/Promoter

R. F. Kent

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RICHARD FREDERICK KENT  
Director/Promoter

David Wells

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DAVID WELLS  
Director

Jack Milburn by his Attorney in fact

Frank A. Denis

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JACK MILBURN  
Director

# **CARIBOO MINELANDS LTD.**

Thunder Creek Property  
Quesnel, B.C.

## **Alrae Engineering Ltd.**

November 7, 1968

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## INTRODUCTION

At the request of the directors of Cariboo Minelands, the writer has examined mineralization on the Company's claims and has organized and supervised geochemical soil sampling and a magnetometer survey on a selected area within the claim group. The writer has visited the claims on three separate occasions during the summer of 1968 and has examined mineralization occurring on the claims during these visits. Chip and grab samples have been taken of various zones of mineralization within an area approximately one mile by one half mile. Metals of chief interest on this property are silver, copper, lead and zinc.

## LOCATION AND ACCESS

The company's claims are located approximately 20 miles north of Quesnel, B. C. and are immediately east of the Quesnel to Prince George highway and the Pacific Great Eastern Railway. The claims lie on the north side of the Ahbau River, between Thunder Creek and the P. G. E. railway.

Logging roads and recently constructed mine access roads provide ready access to the claims from the main highway at the highway crossing of Ahbau Creek. From the highway to the claims is a distance of approximately two miles.

## HISTORY

Small occurrences of chalcopyrite have been known in this area for many years by one of the principals of the Company but there has been no significant exploration work done on the claims until the 1968 season. Other mining companies have held claims in this region in recent years past, however, there is no evidence of any organized evaluation work in this area.

Cariboo Minelands, during the 1968 summer season has completed geochemical soil sampling for copper and ground magnetometer surveys on a picket line grid system

totalling approximately 10.8 line miles. Anomalies encountered in this survey are currently being tested by the Company. One of the smaller anomalies has recently been trenched by bulldozer and a significant zone of copper mineralization has been encountered.

There is no mining plant or equipment now on the claims.

## CLAIMS

Claims and their record numbers are as follows:

<u>CLAIM NAME</u>	<u>RECORD NUMBER</u>
Thunder 1 - 24	46164 - 46187
Mike 3, 4, 5, 6	41208 - 41211
Kim 1, 2,	41206 - 41207
Thunder 31 - 34	Not yet issued

All 34 claims are within the Cariboo Mining Division. Original claims within this area have been abandoned by the Company and relocated by a more accurate location method during the past two months.

## GEOLOGY

The claims are underlain by a volcanic series of rocks of Upper Triassic and Lower Jurassic age which include rhyolite, andesite, and volcanic breccia. This series of rocks has been intruded by Lower Jurassic granodiorite and by numerous dykes ranging from aplite to diorite in composition.

The main zone of intrusive lies on the northern fringe of the claim group and the quartz porphyry, diorite and pegmatite dykes which cut the volcanic series are probably related to the intrusive mass.

Mineralization encountered on the claims consists of pyrite, pyrrhotite, chalcopyrite, and minor galena and sphalerite. Pyrite and pyrrhotite are disseminated through-

out many of the volcanic rocks over the area of the four claims. Chalcopyrite occurs in zones richer in pyrrhotite but is also present in greater concentrations in mineralized fault zones and in calcite veins exposed in the canyon of Thunder Creek. Rocks underlying the coincident magnetic and geochemical soil sampling survey anomalies immediately to the west of Thunder Creek and along the property baseline are chiefly pyroxene-bearing andesite which is light to medium grey in colour, fine grained and has phenocrysts of pyroxene up to one quarter inch long. Disseminated pyrrhotite occurs as very fine pin-points and small blebs. Pyrite and pyrrhotite together would comprise from three to five per cent of the rock by volume. Traces of chalcopyrite are noted particularly in zones containing increased pyrrhotite.

Pyrite, pyrrhotite and minor chalcopyrite also occur in a highly fractured, dark grey rhyolite which occurs to the north and west of Thunder Creek and in the vicinity of a series of beaver ponds along the creek. Pyrrhotite, pyrite and chalcopyrite also occur in volcanic breccia immediately to the west of Hopeful Creek and approximately 3,000 feet west of the canyon of Thunder Creek. This breccia is composed of subangular fragments of siliceous tuff or rhyolite up to three inches long in a ground mass of pyroxene andesite. Phenocrysts, pyrrhotite, and pyrite occur both in the ground mass and in fragments and are noted to cross boundaries of fragments with the ground mass. Blebs of pyrrhotite occur within this breccia and, in zones containing increased pyrrhotite, perimeters or fringes of chalcopyrite occur around the blebs of pyrrhotite.

It is significant to note that chlorite is developed in shear zones which are most heavily mineralized with sulphides, including chalcopyrite. Such a shear zone has been exposed recently for a width of from 18 to 20 feet and is coincident with magnetic and geochemical anomalies. A chip sample across 8.0 feet (horizontal) of mineralized material exposed in a rock trench assayed; trace of gold, 0.50 oz per ton silver, 0.28% copper and 0.51% zinc. Massive sulphides partially exposed 30 feet to the southwest along the zone assayed 0.03 oz per ton gold, 0.98 oz per ton silver, 0.74% copper and 0.08% zinc across 1.5 feet. Full width

of the massive sulphides was not sufficiently exposed for sampling. A third sample taken 125 feet further southwest along the zone across 1.0 feet assayed 0.05 oz per ton gold, 0.59 oz per ton silver, 0.38% copper and 0.05% zinc.

A second zone of copper mineralization in rhyolite has been exposed by recent bulldozer trenching approximately 1300 feet northeast of the above described mineralized zone. Chalcopyrite and pyrite occur in veinlets up to 2" wide and in fracture fillings as stockwork veinlets within the rhyolite over widths of one to two feet. Lenses and pods of nearly massive chlorite up to two feet wide occur within the rhyolite and often contains small veinlets of pyrite and chalcopyrite. A grab sample of the stockwork mineralization assayed; trace of gold, 1.42 oz per ton of silver, and 3.51% copper. A grab sample of the chlorite material assayed; trace of gold, 0.72 oz per ton silver, and 1.36% copper.

Preliminary geological mapping has indicated the presence of two strong fault zones on the property. One of these is along the course of Hopeful Creek and the other strikes northerly from the Canyon of Thunder Creek. Two magnetic anomalies occur on either side of the latter fault, but there is rock exposed only in the vicinity of the magnetic anomaly immediately west of Thunder Creek. Overburden cover appears to be shallow on the magnetic anomaly 800 feet west of Thunder Creek.

## CONCLUSIONS AND RECOMMENDATIONS

An area of the Cariboo Mineland claims, approximately 3,000 feet by 7,000 feet has been tested by ground magnetometer survey, geochemical soil survey for copper content in the soils, initial trenching and rock test pitting. This work, together with examination of the regional geology, indicates copper mineralization to be present in the area and to be associated with pyrite and pyrrhotite. The remainder of the claim area is, as yet, essentially unexplored.

Further evaluation of the property should take two basic forms. These should include examination of

presently known anomalies and mineralized zones, and the exploration of the remainder of the claim area for further occurrences of possible economic mineralization. To accomplish these two objectives, the following work is recommended:

- (a) Extension of the grid line system over the remainder of the claims lines spaced 400 feet apart.
- (b) Geological mapping, soil sampling, magnetometer survey and induced polarization survey of a reconnaissance nature along picket lines over the claim area.
- (c) Bulldozer trenching, rock trenching and detailed sampling of mineralized zone.
- (d) Investigation of new anomalies encountered on the remainder of the claim group by similar methods.
- (e) Shallow drilling to test the cause of anomalies in areas of deeper overburden.
- (f) Deeper diamond drilling of mineralized zones where warranted.

### COST ESTIMATE

Approximate cost of the above recommended work would be as follows:

(a)	Grid system preparation	\$ 3,500.00
(b)	Geological mapping	2,000.00
(c)	Magnetometer survey (reconnaissance)	2,500.00
(d)	Induced polarization survey	15,000.00
(e)	Bulldozer trenching	4,000.00
(f)	Shallow drilling - 3,000' @ \$10/ft.	30,000.00
(g)	Deeper drilling if warranted	50,000.00
		<hr/>
		\$107,000.00
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Should this work encounter significant zones of economically interesting mineralization, much more work would be required to completely evaluate such a discovery.

Respectfully submitted:

Rae G. 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 Queen's 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 member of the Canadian Institute of Mining and Metallurgy.
4. I have practiced my profession since 1957 with Labrador Mining and Exploration Company, Quemont Mining Corporation, Canadian Johns-Manville Co. Ltd., and Alrae Engineering Ltd.
5. I have examined some of the original Bane claim posts on the property and these claims have now been abandoned and carefully relocated as the Thunder, Mike and Kim claims. There are no conflicting or nearby claim groups.
6. I have personally examined mineralized deposits and geology of Cariboo Minelands property during visits to the claims in July, August and October 1968. I have also supervised magnetometer and geochemical survey work on the claims during July and August, 1968.
7. I have not received, nor do I expect to receive, any interest, either directly or indirectly, in the properties or securities of Cariboo Minelands Ltd. (N.P.L.).

DATED AT VANCOUVER, This 7th day of November, A. D. 1968.

Rae G. Jury, P. Eng.

CARIBOO MINELANDS LTD. (N.P.L.)

PRINCE GEORGE, B. C.

I N D E X

- Exhibit "A" - Balance sheet as at November 30, 1968;
- Exhibit "B" - Notes to Financial Statements as at November 30, 1968;
- Exhibit "C" - Statement of Source and Application of Funds for the Initial Fiscal Year Ended November 30, 1968;
- Schedule "A" - Statement of Deferred Development and Administrative Expenses for the Initial Fiscal Year Ended November 30, 1968.

Cariboo Minelands Ltd. (N.P.L.)BALANCE SHEET AS AT NOVEMBER 30, 1968AssetsCurrent

Cash in Bank	\$8,289.58	
Prepaid Expense	<u>100.00</u>	\$ 8,389.58

<u>Mineral Claims</u> , at cost (Notes 1,2)		155,200.00
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Deferred Development and Administrative

<u>Expenses</u> (Schedule "A") (Notes 2, 3)		30,146.88
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Fixed Assets, at cost (Note 3)

Office Equipment		73.45
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<u>Incorporation Expense</u> , at cost		300.00
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		<u>\$194,109.91</u>
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Approved on Behalf of the Board:

<u>Frank A. Denis</u>	Director
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<u>R. F. Kent</u>	Director
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Auditors' Report

We have examined the balance sheet of Cariboo Minelands Ltd. (N.P.L) as at November 30,1968 and the statements of source and application of funds and deferred development expenses for the year then ended. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.



Liabilities and Shareholders' EquityCurrent

Accounts Payable	\$ 1,463.91	
Due to Shareholder re Purchase of Mineral Claims	<u>3,200.00</u>	\$ 4,663.91

Share Capital (Note 5)

## Authorized:

5,000,000 Shares without nominal or  
par value (maximum issue price \$.50)

## Issued:

197,229 Shares for Cash	39,446.00	
750,000 Shares in Consideration for Mineral Claims	<u>150,000.00</u>	<u>189,446.00</u>
		<u>\$194,109.91</u>

In our opinion these financial statements, when read in conjunction with notes 1 to 6 included therein, present fairly the financial position of the company as at November 30, 1968 and the results of its operations and the source and application of its funds for the initial fiscal year then ended, in accordance with generally accepted accounting principles.

JANUARY 10, 1969  
Prince George, B. C.

Gardner & Co.  
CHARTERED ACCOUNTANTS

Cariboo Minelands Ltd. (N.P.L.)

NOTES TO FINANCIAL STATEMENTS AS AT NOVEMBER 30, 1968

1. Mineral Claims

The company is the beneficial owner of thirty-four mining claims all situate in the Cariboo Mining Division. Thirty of these claims were purchased from vendors, all of whom are directors of the company, the consideration being allotment of 750,000 shares in the capital stock of the company and \$5,000.00 cash. The directors of the company have attributed an issue price of \$.20 per share to the shares so issued. A further \$200.00 was expended in respect of six of these claims.

The remaining four mining claims were staked by the company and an additional twenty-eight claims located by the company were recorded on December 3, 1968.

2. Values

Amounts shown for Mineral Claims and Deferred Development and Administrative Expenses represent cost to date (including in the case of Mineral Claims the shares issued at a stated price of \$.20 per share) and are not intended to reflect present or future values.

3. Depreciation Policy

No provision has been made in these financial statements for depreciation of fixed assets or amortization of deferred charges.

4. Directors' Remuneration

Directors of the company have received remuneration from the company as noted below:

	<u>Wages</u>	<u>Auto Rental</u>
Albert H. Doiron	\$6,100.00	\$ 560.00
Frank A. Denis	5,400.00	560.00
Richard F. Kent	1,200.00	240.00

5. Share Capital

- A. The company has issued the following shares since November 30, 1968 for a cash consideration:

22,000 shares at \$.20 per share	\$ 4,400.00
<u>22,333 shares at \$.30 per share</u>	<u>6,699.90</u>
<u>44,333 shares</u>	<u>\$11,099.90</u>

- B. On December 11, 1968 the owners of 8,333 shares issued as consideration for certain mining claims and to be deposited in escrow have surrendered those shares to the company by way of gift for cancellation.
- C. 750,000 shares of the company issued for a consideration other than cash are to be held by the Crown Trust Company in escrow subject to the order of the British Columbia Securities Commission. 241,562 shares of the company, (of which 44,333 were issued subsequent to November 30, 1968), issued for cash are to be held in pool by the Crown Trust Company subject to the terms of a Pooling Agreement which will expire thirty days after the company completes its initial offering of shares to the public.
- D. On January 3, 1969 the maximum price at which the company's shares may be sold was increased from \$.50 to \$1.00 each.
6. On December 9, 1968 the company passed a special resolution for the purpose of converting itself from a private company to a public company.

Cariboo Minelands Ltd. (N.P.L.)STATEMENT OF SOURCE AND APPLICATION OF FUNDSFor The Initial Fiscal Year Ended November 30, 1968Funds Were Provided By:

Issue of Shares for Cash	\$39,446.00
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Funds Were Applied To:

Development and Administrative Expenses	\$30,146.88	
Purchase of Mining Claims	5,200.00	
Incorporation Expense	300.00	
Purchase of Fixed Asset	73.45	<u>35,720.33</u>

<u>Working Capital, November 30, 1968</u>	<u>\$ 3,725.67</u>
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Cariboo Minelands Ltd. (N.P.L.)STATEMENT OF DEFERRED DEVELOPMENT AND ADMINISTRATIVE EXPENSESFor The Initial Fiscal Year Ended November 30, 1968Development

Stripping, Trenching and Road	\$ 9,074.00
Geophysical, Geochemical and Survey	6,240.00
Engineering and Assay	4,046.08
Equipment Rental	2,361.67
Travel, Accommodation and Cookhouse	1,150.92
Automotive Expense	1,026.12
Recording and Licenses	1,008.50
Field Supplies	902.95
	<u>25,810.24</u>

Administrative

Legal and Audit	1,690.89
Clerical, Accounting and Management	1,210.00
Travel and Promotion	869.41
Telephone and Office Supplies	555.74
Bank Charges	10.60
	<u>4,336.64</u>

Deferred Development and Administrative  
Expenses, November 30, 1968\$30,146.88

TO: CARIBOO MINELANDS LTD. (N.P.L.)  
210 - 1685 Third Avenue  
Prince George, B.C.

Date.....

I have read your company's prospectus and would like to purchase.....shares of CARIBOO MINELANDS LTD. (N.P.L.) at forty (40c) cents each.

Enclosed please find my cheque or money order for \$.....

Please bill me and I will pay on receipt of invoice.

Name.....

Street.....

City.....

Phone Number.....

Signed.....

TO PURCHASE SHARES OF CARIBOO MINELANDS LTD (N.P.L.)  
please detach and mail the attached order.