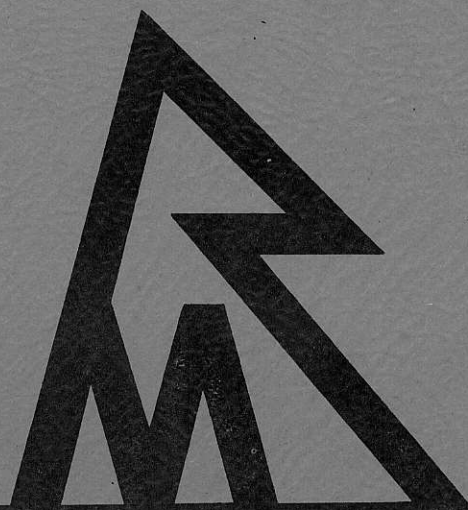


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ROCKLAND MINING LTD.

(N.P.L.)

PROSPECTUS



PROSPECTUS
ROCKLAND MINING LTD. (N.P.L.)

AN OFFERING OF 300,000 COMMON SHARES

DISTRIBUTION SPREAD

	<u>Price to Public</u>	<u>Commission</u>	<u>Net Proceeds to be received by Issuer</u>
Per Share	50 cents	12.5 cents	37.5 cents
300,000 Shares	\$150,000	\$37,500	\$112,500

EXPLORATION OF THE COMPANY'S MINERAL CLAIMS HAS NOT YET PROGRESSED SUFFICIENTLY TO ESTABLISH CONCLUSIVELY WHETHER OR NOT ANY COMMERCIAL ORE BODIES EXIST. CONSEQUENTLY A PURCHASE OF THE SECURITIES OFFERED BY THIS PROSPECTUS MUST BE CONSIDERED A SPECULATION.

NO SURVEY HAS BEEN MADE OF THE COMPANY'S MINERAL CLAIMS, EXCEPT THE LEASES AND CROWN-GRANTED CLAIMS, AND THEREFORE, IN ACCORDANCE WITH THE MINING LAWS OF BRITISH COLUMBIA, THE EXISTENCE AND AREA OF ITS LOCATED MINERAL CLAIMS COULD BE IN DOUBT.

THE SHARES OF THE COMPANY HAVE NOT PREVIOUSLY BEEN OFFERED TO THE PUBLIC AND ARE NOT AT PRESENT TRADED ON ANY STOCK EXCHANGE OR OTHER RECOGNIZED SECURITY MARKET.

A COMPARISON, IN PERCENTAGE FIGURES, OF THE SECURITIES BEING OFFERED HEREBY FOR CASH, WITH THOSE ACQUIRED BY DIRECTORS, OFFICERS AND PROMOTERS FOR CASH AND PROPERTY IS SET OUT IN THIS PROSPECTUS.

NO SECURITIES COMMISSION OR SIMILAR AUTHORITY IN CANADA HAS IN ANY WAY PASSED UPON THE MERITS OF THE SECURITIES OFFERED HEREBY AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE.

HEAD OFFICE: 635 - 789 West Pender Street
Vancouver, B.C.

REGISTERED OFFICE: 404 - 510 West Hastings Street
Vancouver, B.C.

REGISTRAR AND
TRANSFER AGENT: Guaranty Trust Company of Canada
624 Howe Street
Vancouver, B.C.

AUDITORS: John C. Oswald & Co.
Chartered Accountants
789 West Pender Street
Vancouver, B.C.

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John C. Oswald & Co.
Chartered Accountants
389 West 1st Street
Vancouver, B.C.

AUDITORS

DIRECTORS AND OFFICERS

Name and Address	Office Held	Principal Occupations During Past Five Years
DAVID H. HAWKINS 612 Madrona Cr. Richmond, B.C.	Director & President	Prospector and supervisory posts on field exploration crews for various exploration companies or geologists. Part time self-employed as Prospector.
NELSON A. HAWKINS 1106 Maple Street Vancouver, B.C.	Director & Secretary	Mutual fund representative United Investment Services Ltd. since June, 1965. Prior to that salesman for British Pacific Life Insurance Company, Vancouver, B.C.
MELAN PARDEK 1836 Adanac St. Vancouver, B.C.	Director	Salesman C.T. Takahasi & Co. 1962-1965. Since 1965, Director and Prospector Columbia River Mines Ltd. Also part time employment throughout period as self-employed Prospector.
CHARLES CAMPBELL 380 Keith Road West Vancouver, B.C.	Director	Mining Supervision, Bralorne Pioneer Mines Ltd. until August, 1964. Mining Supervision Western Mines Ltd. September, 1964 - September, 1967. Semi-retired until appointment as Director of Rockland March, 1968.

Remuneration paid by the Company to its Directors is \$7,200.00 per year. The Directors have received shares in the capital stock of the Company as described in item "Description of Business and Property of Issuer".

PROMOTERS

Two Directors of the Company, David H. Hawkins and Nelson A. Hawkins, may be considered the Promoters of the Company under the definition contained in the British Columbia Securities Act. The Promoters have not received any assets or remuneration as Promoters. They have received shares in the capital stock of the Company in consideration of their transfer of interests in mineral claims to the Company as herein described. They estimate that the cost to them of the interests sold to the Company for shares was approximately as follows:

David H. Hawkins - \$7,250.00

Nelson A. Hawkins - \$ 250.00

They have also each bought shares in the capital stock of the Company for cash, as follows:

David H. Hawkins - 5,000 shares at 10¢ per share
3,000 shares at 15¢ per share

Nelson A. Hawkins - 20,000 shares at 10¢ per share

INCORPORATION

Rockland Mining Ltd. (N.P.L.) was incorporated as a specially limited private company under the laws of British Columbia by Memorandum of Association on May 9, 1967. It was converted to a public company on May 14, 1968.

SHARE CAPITAL

All of the shares of the Company, including those offered hereby, are of one class known as "Common" shares. There are no special rights or restrictions of any nature attaching to any of the shares. All of the shares rank pari passu, one with the other, as to all benefits which might accrue to the holders of them.

(a) Share Capitalization	Amount out- standing at date of last Balance Sheet	Amount out- standing at date hereof	Outstanding on com- pletion of sale of offering
3,000,000 par value 50¢ each	1,075,005	1,075,005	1,375,005

(b) All securities sold for cash by the Company since its incorporation have been Common shares. Particulars are as follows:

- (i) 5 Subscriber shares at 50¢ per share;
139,000 shares at 10¢ per share;
186,000 shares at 15¢ per share.

(ii) The total gross cash received for the securities sold is \$41,802.50.

(iii) No commissions have been paid on any shares sold.

(c) The Company's Directors, officers and promoters have received, between them, for cash and property 417,900 shares which will be approximately 30.3% of the total issued shares, after the shares offered hereby are all sold and are approximately 40% of the presently issued shares. The 300,000 shares offered hereby will be approximately 21.8% of the total issued shares.

PLAN OF DISTRIBUTION

The Company is registered as a Security Issuer and will effect the sale of shares offered hereby itself through its Trading Officers, or Licenced salesmen employed by it, or through the facilities of registered Broker-Dealers or Brokers. The Company will pay its salesmen, or registered companies who sell the offered shares, a commission of up to 12.5¢ per share.

USE OF PROCEEDS

The estimated net proceeds of \$112,500.00, together with current funds of approximately \$3,000.00, will be used by the Company for exploration and development work on its mineral claims, greater particulars of which are given below, and for general operating and administration expenses, as well as the examination and prospecting of other apparently meritorious properties brought to its attention. There are no arrangements or provisions for holding any part of the net proceeds in trust or subject to the fulfilment of any conditions.

In particular, it is expected that specific expenditures will be made by the Company as follows:

- | | |
|--|-------------|
| (i) Carrying out Stage I of programme on Rockland claims recommended by J.F.McIntyre, P. Eng., in report dated January 31, 1968 | \$60,000.00 |
| (ii) To carry out recommendations for work on Mary claims as recommended in report of J.F.McIntyre, P. Eng., dated December 7, 1967, being an underground exploration programme involving drifting and crosscut tunnelling on and under the known vein structure | 40,000.00 |
| (iii) Legal, audit and other professional fees and costs | 2,500.00 |
| (iv) Prospecting of adjoining properties or other meritorious properties brought to Company's attention and reserved for exploration contingencies | 5,000.00 |
| (v) General administration, general head office costs, printing, share certificates, telephone, publicity and miscellaneous administrative costs | 8,000.00 |

No part of the proceeds will be used to invest in, 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 Company 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 securities regulatory bodies having jurisdiction over the sale of the securities offered by this Prospectus.

DESCRIPTION OF BUSINESS AND PROPERTY OF ISSUER

The Company is a mining company engaged in the business of acquiring, exploring and developing mineral claims and properties. Since its incorporation, it has acquired three blocks of mineral claims and holds two of them now. The work done on the claims and information available to date is insufficient to establish the existence or otherwise of any commercial ore bodies. The exploratory searches for ore which the Company plans is an undertaking involving risk and the shares of the Company must accordingly be considered speculative. The Company has interests in the following properties:

Rockland Claims

The Company owns four Crown-granted mineral claims covering:

Little Daisy, Lot 7302
Golden, Lot 7303
Idler, Lot 7304
Golden Fraction, Lot 7307

and Mineral Lease M58 covering reverted Crown grants:

Willa, Lot 1529
Rockland, Lot 3884
Rustler, Lot 3885

and 48 located mineral claims described as:

D.H. 1 to 4	Mel 1 to 3 & 5
Dave	H 1
A.S. 1	O.M. 1 to 3
A.C. 1	F.X. 1
O.X.O. 1 & 2	X.X.X. 1
T.T.T. 1 to 3	E.O.
Blanket 2 & 3	
Final 1 Fr. to 3 Fr.	Final 4 to 6
Finnigan Fr.	Flannigan 1
Completion	A 1
B 1 Fr.	C 1
D 1	E 1
F 1	G 1
Avalanche	Slide 1 & 2
Ides 1 & 2	Active
I.D.W. Fr.	

The claims cover approximately 2,150 acres. They are situated on Aylwin Creek, near Silverton, Slocan Mining Division, British Columbia. Access to the claims is by roads traversing portions of the claims which connect 3/4 miles east to Slocan Highway five miles south of Silverton.

The claims (except "Dave", which was staked by the Company) were acquired by the Company in various parcels by various Agreements, particulars of which are as follows:

(a) By an Agreement dated May 10, 1967, the Company purchased Mineral Lease M58 and located claims D.C. 1 to 4 from David H. Hawkins, 612 Madrona Crescent, Richmond, B.C., Egil Lorentzen, 4707 Belmont Avenue, Vancouver, B.C. and Donald Cameron, 5968 Willingdon Avenue, Burnaby, B.C. The total consideration for the claims was the issuance and allotment of 300,000 shares in the capital stock of the Company divided evenly between the three vendors, subject to the imposition of escrow restrictions. The D.C. claims have since been restaked by the Company as D.H. 1 to 4.

(b) By an Agreement dated October 18, 1967, the Company purchased located mineral claims Mel 1 to 3 from Melan Pardek, 1836 Adanac Street, Vancouver, B.C., for a total consideration of 75,000 shares in the capital stock of the Company, issued subject to the imposition of escrow restrictions. Mr. Pardek was appointed a Director of the Company after consummation of the purchase of the claims. The Company subsequently purchased "Mel" 5 from him for \$750.00 cash.

(c) By an Agreement dated March 25, 1968, the Company purchased from Charles M. Campbell, of 380 Keith Road, West Vancouver, B.C., four located mineral claims, being Ides 1 and 2, IDW Fraction and Active. The total consideration received by Mr. Campbell for the claims was the transfer to him of 75,000 escrowed vendor shares in the capital stock of the Company, which were formerly allotted by the Company and then transferred to a Trustee to be held by him for the benefit of the Company as is herein later described.

(d) By an Agreement dated September 20, 1967, the Company was granted an Option by Edwin McGibbon, of Silverton, B.C., to acquire an Option held by him over the above-described four Crown-granted mineral claims from Coast Securities Ltd. The Agreement also provided that if McGibbon owned or acquired any claims within three miles of the optioned claims, they would become subject to the Option Agreement. All of the balance of the located claims described above were acquired pursuant to this Clause. The Company exercised the Option by paying to Coast Securities Ltd. \$4,500.00 and by issuing and allotting to Edwin McGibbon 100,000 shares in the capital stock of the Company, subject to the imposition of escrow restrictions. The Company also paid \$1,500.00 to obtain a release of interests held in the claims by S.G. Constantine of Vancouver, B.C. Historically it is known that deposits on the claims were known as early as 1896. Exploration and mining development work was carried on and in 1899, 331 tons of copper gold ore were shipped from the property to a smelter. From 1904 until 1955 the claims attracted no more than occasional interest from prospectors. In 1954 Mr. Lorentzen, one of the vendors, examined the property and in 1964 the Mineral Lease was acquired by David H. Hawkins. An Option was granted to Northlode Exploration Ltd. (N.P.L.), who in turn granted an Option to Cominco, who, during 1964 and 1965, did a brief exploration programme before abandoning the property. The Cominco programme included some trenching and 975 feet of diamond drilling.

There is no underground plant or equipment on the property, nor any underground development work, except the tunnelling from the turn of the Century. There is no surface plant or equipment on the claims at this time. The Company has, under its present management, carried on exploration work on the claims during 1967, which consisted of prospecting and bulldozer trenching. The mineral showings on the property are of copper and molybdenum, but there is no known body of commercial ore on the claims and the proposed programme on the claims is an exploratory search for ore.

Mary Property

The Company holds an interest in 13 located mineral claims known as Mary 1, 2, 4, 6 to 13 and Stone 1 and 3, near the junction of Enterprise and Timber Creeks, near Silverton, in the Slocan Mining Division, British Columbia. The claims cover approximately 650 acres.

Access to the claims is by dirt road running approximately ten miles from the Slocan Highway between Slocan and Silverton.

The Company acquired its interests in the claims by two transactions:

(a) By an Agreement dated June 17, 1967, as amended by Agreement of January 31, 1968, the Company acquired an Option from Sidney Berisoff and Mary Berisoff, of Silverton, B.C., on six of the claims, being Mary 1, 2, 4, and 6 and Stone 1 and 3. To exercise the Option, the Company must pay \$12,000.00 in cash by stated instalments as follows:

On execution of Agreement, \$3,000.00 - paid
January 1, 1968, \$3,000.00 - paid
July 1, 1968, \$3,000.00
January 1, 1969, \$3,000.00

and pay to the vendors \$125,000.00, after commencement of production from the claims, by way of monies equal to 10% of the net smelter returns realized from the production from the claims.

(b) By an Agreement dated June 20, 1967, the Company purchased from David Hawkins, 612 Madrona Crescent, Richmond, B.C., and Nelson A. Hawkins, 1106 Maple Street, Vancouver, B.C., both Directors of the Company, claims Mary 7 to 13 inclusive. The total consideration for the claims was 100,000 shares in the capital stock of the Company, divided evenly between the vendors, issued and allotted subject to the imposition of escrow restrictions.

Historically, it is believed that the mineral showings on the claims were discovered recently. Prior to 1967, work done on the claims included a short adit driven on the vein and some bulldozer stripping. There is no other underground development and no underground or surface plant or equipment on or under the claims. The only surface development prior to acquisition by the Company was the above-noted bulldozer stripping. The Company, under its present management, conducted a programme during 1967 on the claims which included a further surface stripping of vein structure by bulldozing and six diamond drill holes. The mineral showings on the claims are of gold, silver, lead and zinc, but there is no known body of commercial ore on the claims and the proposed programme on the claims is an exploratory search for a commercial sized body of ore.

L, H, and D Claims

The Company, by an Agreement of May 10, 1967, purchased claims L 1 to 10, H 1 to 10 and D 1 to 4 from David Hawkins, 612 Madrona Crescent, Richmond, B.C., Egil Lorentzsen, 4707 Belmont Avenue, Vancouver, B.C. and S. Daniel Romans, 622 West Pender Street, Vancouver, B.C. The claims were situate in the Vancouver Mining Division. The total consideration for the claims was 175,000 shares, of which 50,000 went to each of Messrs. Hawkins and Lorentzsen and 75,000 to Mr. Romans. The Company decided, after a brief examination of the claims, to allow the claims to lapse. As a result, Messrs. Hawkins and Lorentzsen gifted back to the Company 50,000 shares each, being all they received. Mr. Romans gifted back 65,000 of the shares he received. The 165,000 shares gifted back were transferred to a Trustee of the Company. 75,000 of the shares were used to acquire the Ides, IDW and Active claims.

The Trustee still holds 90,000 shares for the Company.

PRELIMINARY EXPENSES

The Company has incurred, in preliminary expenses, prospecting, claim staking and acquisition, legal fees, audit fees, engineering fees and office and corporate administration, approximately \$38,800.00. Of this sum approximately \$28,000.00 was expended on development and claim acquisition expenses. Approximately \$10,800.00 was expended on administrative and incorporation costs. It is not considered that any further Company expenditures are to be considered of a preliminary nature.

ESCROW

Designation of Class	Number of Shares	Percentage of Issued Shs.
Common	750,000 shares held by Guaranty Trust Company of Canada under direction of British Columbia Superintendent of Brokers and subject to release from time to time only upon order of Superintendent of Brokers. During escrow, no transfers or dealings in shares without consent of Superintendent of Brokers.	69.8%
Common	325,000 shares previously issued for cash have been voluntarily Pooled with the Guaranty Trust Company of Canada until at least 30 days after the completion of the sale of shares offered by this Prospectus.	30.2%

PRINCIPAL HOLDERS OF SECURITIES

To the knowledge of the Company, only the following persons own more than 10% of the issued shares of the Company. The following information is given with respect to such holder:

Name and Address	Designation of Class	Type of Ownership	Number of shs. owned	Percentage of Issued shs.
Donald M. Cameron 5079 Willingdon Ave. Burnaby, B.C.	Common	Direct	132,000	12.2%
David H. Hawkins 612 Madrona Cr. Richmond, B.C.	Common	Direct	158,000	14.7%
Egil H. Lorentzsen 4707 Belmont Vancouver, B.C.	Common	Direct	142,000	13.2%

RIGHT OF RECISSION

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 a right to rescind a contract for the purchase of a security, while still the owner thereof, if a copy of the last Prospectus, together with financial statements and reports 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.

OTHER MATERIAL FACTS

There are no other material facts relating to the securities offered hereby that are not disclosed elsewhere in this Prospectus. All shares previously issued by the Company (including shares described in this Prospectus as being deposited in escrow, as they are released from time to time) may be offered for sale and sold from time to time under this Prospectus. The Company will receive no part of the proceeds of the sale of any such shares.

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 the 15th day of May, A.D. 1968.

" D.A. Hawkins "
" N.A. Hawkins "
Directors and Promoters

" Charles Campbell "
"M.M. Pardek"
Directors

JOHN C. OSWALD & CO.
Chartered Accountants

Vancouver, Canada

April 26, 1968

Auditors' Report

To the Shareholders of
Rockland Mining Ltd. (N.P.L.)

We have examined the accompanying balance sheet of Rockland Mining Ltd. (N.P.L.) as at April 15, 1968, and the statements of deferred exploration and other expenditures and source and use of funds for the period from May 9, 1967 (date of incorporation) to April 15, 1968. 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, these financial statements when read in conjunction with the notes thereto, present fairly the financial position of the company as at April 15, 1968, and the results of its operations and the source and use of its funds for the period then ended, in accordance with generally accepted accounting principles.

John C. Oswald Co.
Chartered Accountants

JOHN C. OSWALD & CO.
Chartered Accountants

ROCKLAND MINING LTD. (N.P.L.)

(Incorporated under the B.C. Companies Act, May 9, 1967)

Balance sheet, April 15, 1968

ASSETS

CURRENT:		
Cash		\$ 4,069
MINING PROPERTIES AND CLAIMS (Note 1)		77,750
DEFERRED CHARGES:		
Exploration and other expenditures, per statement attached	\$ 25,142	
Incorporation costs	<u>896</u>	<u>25,038</u>
		<u>\$107,857</u>

LIABILITIES

CURRENT:		
Payables		\$ 1,055

SHAREHOLDERS' EQUITY

CAPITAL STOCK:		
Authorized -		
<u>3,000,000</u> shares, par value 50¢ each		
Issued (Note 2) -		
<u>1,075,005</u> shares	\$116,802	
Less DEFICIT - net cost of mining claims abandoned (Notes 2 & 3)	<u>10,000</u>	<u>106,802</u>
		<u>\$107,857</u>

Approved on behalf of the Board:

J. J. [Signature] Director

[Signature] Director

To be read in conjunction with our report
to the Shareholders dated April 26, 1968.

John C. Oswald & Co.
Chartered Accountants

ROCKLAND MINING LTD. (N.P.L.)

**Deferred exploration and other expenditures
for the period from May 9, 1967 (date of incorporation)
to April 15, 1968**

EXPLORATION:

Rockland group -

Engineers' fees and expenses	\$ 1,797
Trenching	607
Prospecting wages	890
Staking and recording fees	1,961
Sundry field expenses	955
Travelling	960
	<hr/>

7,170

Mary group -

Engineers' fees and expenses	\$ 915
Stripping	607
Diamond drilling	4,422
Staking and recording fees	216
Sundry field expenses	1,025
Travelling	643
	<hr/>

7,828

14,998

ADMINISTRATION:

Management salary	7,100
Employee benefits	351
Accounting and audit	800
Legal	1,615
Sundry	278
	<hr/>

10,144

Total per balance sheet

\$25,142

ROCKLAND MINING LTD. (N.P.L.)

Notes to financial statements
for the period from May 9, 1967 (date of incorporation)
to April 15, 1968

1. Mining properties and claims:

Rockland group -

4 Crown granted mineral claims, 1 mineral lease covering 3 reverted crown grants, and 48 located mineral claims. These claims covering approximately 2,150 acres are situated on Aylwin Creek, near Silverton, Slocan Mining Division, British Columbia

Acquisition cost -

550,000 shares of the company's capital stock at 10¢ per share, and \$6,750 cash

\$61,750

Mary group -

13 located mineral claims. These claims covering approximately 650 acres are situated near the junction of Enterprise and Timber Creeks, near Silverton, Slocan Mining Division, British Columbia

Acquisition cost -

a) 100,000 shares of the company's capital stock at 10¢ per share

\$10,000

b) option payments totalling \$12,000 in cash, of which \$6,000 has been paid

6,000

16,000

The balance of \$6,000 owing on the option payments are due in two instalments of \$3,000 each on July 1, 1968 and January 1, 1969.

In addition under the terms of the option agreement the company is required to pay 10% of the net smelter returns realized from the production from these claims up to a maximum of \$125,000.

\$77,750

ROCKLAND MINING LTD. (N.P.L.)

Notes to financial statements
for the period from May 9, 1967 (date of incorporation)
to April 15, 1968

2. Capital stock:

Capital stock has been issued for the following consideration -

	<u>No. of shares</u>	<u>Par value</u>	<u>Discount</u>	<u>Net</u>
For cash	325,005	\$162,502	\$120,700	\$ 41,802
For mining properties and claims	<u>750,000</u>	<u>375,000</u>	<u>300,000</u>	<u>75,000</u>
	<u>1,075,005</u>	<u>\$537,502</u>	<u>\$420,700</u>	<u>\$116,802</u>

175,000 of the shares issued for mining properties relate to claims subsequently abandoned, and of these shares 125,000 were donated back to the company to be held by a Trustee. Subsequently 75,000 of these shares were transferred to acquire further claims and as a result the Trustee now holds 50,000 shares for the company.

The shares issued for mining properties and claims are held in escrow subject to the order of the British Columbia Superintendent of Brokers.

3. Deficit \$10,000:

This amount arose as follows -

Value placed on 175,000 shares issued for mining properties now abandoned	\$17,500
Less value placed on 75,000 of above shares transferred on acquisition of further properties	<u>7,500</u>
	<u>\$10,000</u>

4. Directors' remuneration:

The directors did not receive any remuneration as such, but one director has received a management salary which has amounted to \$7,100 to date.

ROCKLAND MINING LTD. (N.P.L.)

Statement of source and use of funds
for the period from May 9, 1967 (date of incorporation)
to April 15, 1968

SOURCE OF FUNDS:

Proceeds from sale of 325,005 shares of capital stock	\$41,802
--	----------

USE OF FUNDS:

Acquisition of mining claims	\$ 6,750	
Payments made under options to purchase mining claims	5,000	
Exploration and other expenditures, per statement	25,142	
Incorporation costs	896	<u>38,788</u>

WORKING CAPITAL, April 15, 1968	<u>\$ 3,014</u>
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REPRESENTED BY:

Current assets	\$ 4,069
Less current liabilities	<u>1,055</u>

As above	<u>\$ 3,014</u>
----------	-----------------

J. F. MCINTYRE, P.ENG.
CONSULTING MINING ENGINEER

402 - 475 HOWE STREET
VANCOUVER 1, B.C.
CANADA

Rockland Mining Limited (N.P.L.)

Summary Report

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PROPERTY
SUMMARY
CONCLUSIONS AND
ILLUSTRATIONS

ROCKLAND PROPERTY
Silverton, British Columbia

Figure 1 Claims Map
Figure 2 Geology and Geochemistry
Figure 3 Geology and Geochemistry
Polydennum

J. F. McIntyre, P.Eng.

January 31, 1968

J. F. MCINTYRE, P.ENG.
CONSULTING MINING ENGINEER
408 - 475 HOWE STREET
VANCOUVER 1, B.C.
CANADA

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Figure 2	Geology and Geochemistry, copper
Figure 3	Geology and Geochemistry, Molybdenum

J. F. McIntyre, P. Eng.

January 31, 1968

J. F. MCINTYRE, P.ENG.
CONSULTING MINING ENGINEER

408 - 475 HOWE STREET
VANCOUVER 1, B.C.
CANADA

INTRODUCTION

The Rockland property of Rockland Mining Limited (N.P.L.) is located on Aylwin Creek near Silverton, British Columbia, in the Slocan Mining Division. The writer examined the property on April 12-13, 1967 and submitted an engineering report on May 17, 1967, including recommendations for exploratory work. A preliminary program of bulldozer trenching was carried out. During the year the company acquired considerable additional claims covering new showings adjacent to the original group and late in the season a reconnaissance geochemical survey was carried out on the property by Amax Exploration Inc. On October 28-29, 1967, the writer again examined the property including a re-examination of the previously seen showings and examination of new showings.

The writer's report of May 17, 1967, includes detailed accounts of the history, topography and geological setting of the property so in the interest of brevity these matters are not repeated herein beyond a very brief summary.

PROPERTY

The Rockland property consists of three Crown-granted mineral claims held under a mineral lease, four additional Crown-granted mineral claims held individually under current titles and forty-seven mineral claims held by location. These are shown on Figure 1. Of the total claims five of the fractional claims are of fairly small area. Details are as follows:

Mineral Lease M 58	Willa	L.1529
	Rockland	L.3884
	Rustler	L.3885
Individual Crown Grants	Little Daisy	L.7302
	Golden	L.7303
	Idler	L.7304
	Golden Fr.	L.7307

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Claims held by location	D.C.	1-4 inclusive
	Mel	1-4 inclusive
	Dave	
	P.W.	1 Fr.
	A-S	1
	O-M	1-3 inclusive
	A.C.	1
	F-X	1
	OXO	1-2 inclusive
	X.X.X.	1
	T.T.T.	1-3 inclusive
	E-O	
	Blanket	2-3 inclusive
	W-Blanket	1-2 inclusive
	Final	1 Fr.
	Final	2 Fr.
	Final	3 Fr.
	Final	4-6 inclusive
	Finnigan	Fr.
	Flannigan	1
	Completion	
	A	1 Fr.
	B	1 Fr.
	C	1
	D	1
	E	1
	F	1
	G	1
	Avalanche	
	Slide	1-2 inclusive

SUMMARY

The Rockland property lies in a complex remnant of Slocan Group and post-Nelson intrusive rocks surrounded by granite of the Nelson Batholith. The Slocan rocks are principally augite porphyry with a much lesser amount of altered sediments, intensely fractured and altered by the Nelson intrusive activity. These were later intruded by quartz eye porphyry and subsequent alteration of the latter has taken place. One body of diabase cuts the augite porphyry on the Willa crown grant and further down Aylwin Creek on the Idler crown grant a small lamprophyre dike cuts the post-Nelson intrusive rocks. The distribution of the various groups of rocks is quite irregular and complex.

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A long, wide, persistent shear zone (or breccia zone), referred to as the Willa shear, extends northeasterly across the Rockland, Willa and Little Daisy crown grants. A second similar zone, referred to as the Rockland shear extends almost easterly along the Rockland crown grant and intersects the Willa shear. Both zones are similar in nature. The Willa shear extends over a length of 2,700' with widths of the order of 50 - 100'. The Rockland shear extends over a length of 900' with widths of the order of 60'. The shear zones transect both the Slocan volcanics and the post-Nelson intrusives. The rocks along the shears have been silicified and mineralized with copper, gold and some molybdenum. Molybdenum also occurs in silicified quartz porphyry between the Rockland and Willa shears and in similar circumstances where Aylwin Creek crosses the northeast boundary of the Idler crown grant.

Where Aylwin Creek crosses the Willa shear the latter is quite silicified in part, and much brecciated. Copper values of 0.2 - 0.4% occur in the highly weathered surface of the crushed volcanics over a width of about 100'. The adjacent silicified part of the zone contains some copper and also significant values in gold.

In the old Rockland tunnel the Rockland shear was sampled on the heavily leached walls of the tunnel. This sampling showed 0.5% copper over a width of 60'.

In the showing down the creek on the northeast boundary of the Idler crown grant molybdenite occurs in a silicified zone in quartz porphyry. A diamond drillhole was started on this showing during 1967 by the previous owners. This hole only reached 20 or 30 ft. in depth and no core was available for examination. The mineralized zone has only been exposed over a very small area and the zone has not been systematically sampled. Individual samples have shown up to 0.3% MoS₂.

Float has been found below the Willa shear on the Little Daisy crown grant containing molybdenite in quartz porphyry. The origin of this float is not known and it appears that it may come from the Willa shear.

Late in 1967 a preliminary soil geochemical survey was carried out on the property by Amax Exploration Inc. All samples were determined in their laboratory and statistical analysis of the results carried out. The latter points to a consistent background level in molybdenum regardless of rock type while different background levels in copper are indicated for the volcanic and granitic rocks. The results are shown on Figures 2 and 3.

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The results as shown prove conclusively that geochemistry is a quite useful tool on the property. Only a few lines were run and it is not possible to outline well-defined anomalies however several areas show anomalous results in both copper and molybdenum. High copper and molybdenum readings occur at the junction of the Rockland and Willa shears, with the highest copper values right on the shear. Below the shears, over most of the area of that part of the Willa crown grant, and a part of the Idler, anomalous readings occurred in both copper and molybdenum. Additional anomalous values in both metals occurred near the molybdenum showing on the north boundary of the Idler on Aylwin Creek. Further anomalous values occurred on claims O-M 3 and A.C.1 and along the highway on claim O-M 2.

In none of the anomalous areas were readings taken on sufficient lines to clearly outline the anomalous areas. However the levels of readings considered anomalous, + 20 ppm molybdenum and 400 to 575 ppm copper, are both high and suggest that these anomalous areas are certainly significant.

CONCLUSIONS AND RECOMMENDATIONS

In the May 1967 report the writer concluded that the Willa and Rockland shears were essentially unexplored and were worthy of extensive exploratory effort. An extensive program of surface prospecting, bulldozer trenching and diamond drilling was recommended totalling \$81,000 in expenditures. At that time no significant showings of molybdenum were known and the recommendations were largely confined to the shear zones. At this stage it is concluded that not only are the shear zones favourable exploration targets, but also the property should be explored for the existence of additional large, low-grade, copper-molybdenum zones.

At this time the writer's conclusions regarding the Willa and Rockland shears remain virtually unchanged and it is recommended that the previous recommendations be carried out with one change, namely that the drilling of the shears from the surface be carried out using percussion rather than wireline diamond drilling methods. This may

J. F. McINTYRE, P.ENG.

result in better sampling and more footage can be obtained with the same expenditures. It is further recommended that the entire property be thoroughly mapped geologically, explored by additional reconnaissance soil geochemical surveys and that the anomalous areas now known be subjected to detailed soil geochemical investigation and tested by bulldozer trenching and percussion drilling.

The following program is recommended with the bulk of the physical work to be devoted to the Rockland, Willa, Little Daisy and Idler claims. The additional trenching and drilling of the shears can be commenced without further work. On the geochemically anomalous areas further detailed geochemistry should be carried out prior to commencement of drilling. Accordingly it is recommended that the program be carried out in two stages as follows:

STAGE I (Principally on Rockland and Willa shears)

1. Geological mapping, engineering, sampling and assaying	\$ 5,000
2. Geochemical surveys	10,000
3. Bulldozer trenching	15,000
4. Rehabilitation of underground workings and underground diamond drilling (3,000')	15,000
5. Surface percussion drilling (3,000')	10,000
6. Camp and overhead	<u>5,000</u>
<u>Total</u>	<u>\$60,000</u>

STAGE II (Principally on geochemically anomalous zones)

1. Geological mapping, engineering, sampling and assaying	\$15,000
2. Geochemical surveys	10,000
3. Bulldozer trenching	15,000
4. Surface percussion drilling (7,000')	20,000
5. Camp and overhead	<u>10,000</u>
<u>Total</u>	<u>\$70,000</u>

J. F. McINTYRE, P.ENG.

It is the writer's opinion that the property has good exploration potential both in the shear zones and in the geochemically anomalous areas. To adequately test both will require expenditures of the order of those recommended above. Expenditures of this magnitude are considered justifiable inasmuch as the program is reviewed frequently as the work progresses and inasmuch as expenditures for drilling and trenching on the geochemically anomalous areas are determined by further geochemical surveys. The property is large and has multiple possibilities and expenditures much less than above could hardly be expected to yield very definitive results. Even then this program might be found to constitute only a good beginning.

Respectfully submitted,



J. F. McIntyre, P.Eng.

10,000	1. Geophysical mapping, engineering, sampling and assay
10,000	2. Geochemical surveys
15,000	3. Drillhole trenching
20,000	4. Surface percussion drilling
10,000	5. Camp and overhead (7,000)
<u>170,000</u>	<u>Total</u>

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CERTIFICATE

I, J. F. McIntyre, P.Eng., hereby declare
that:

1. I hold the degree of Bachelor of Science in Mining Engineering, University of Alberta, 1949; and,
2. I am a registered member, in good standing, of the Association of Professional Engineers of British Columbia; and,
3. I carry on consulting mining engineering practice with offices at Suite 408, 475 Howe Street, Vancouver 1, British Columbia; and,
4. I have practiced my profession continuously since 1949 with wide experience in mining and geophysics; and,
5. I personally examined the Rockland property on April 12-13, 1967 and October 28-29, 1967; and,
6. I have derived my descriptions and conclusions from my personal examinations of the property, reports, and from a thorough study of the results of the geochemical survey; and,
7. I have never, nor do I expect to hold, any interest whatever in the securities or properties of Rockland Mining Limited (N.P.L.), its principals or affiliates; and,
8. My sole remuneration for this report is the professional fee charged for it.

Signed:



J. F. McIntyre, P.Eng., B.Sc.
January 31, 1968

Figure 1

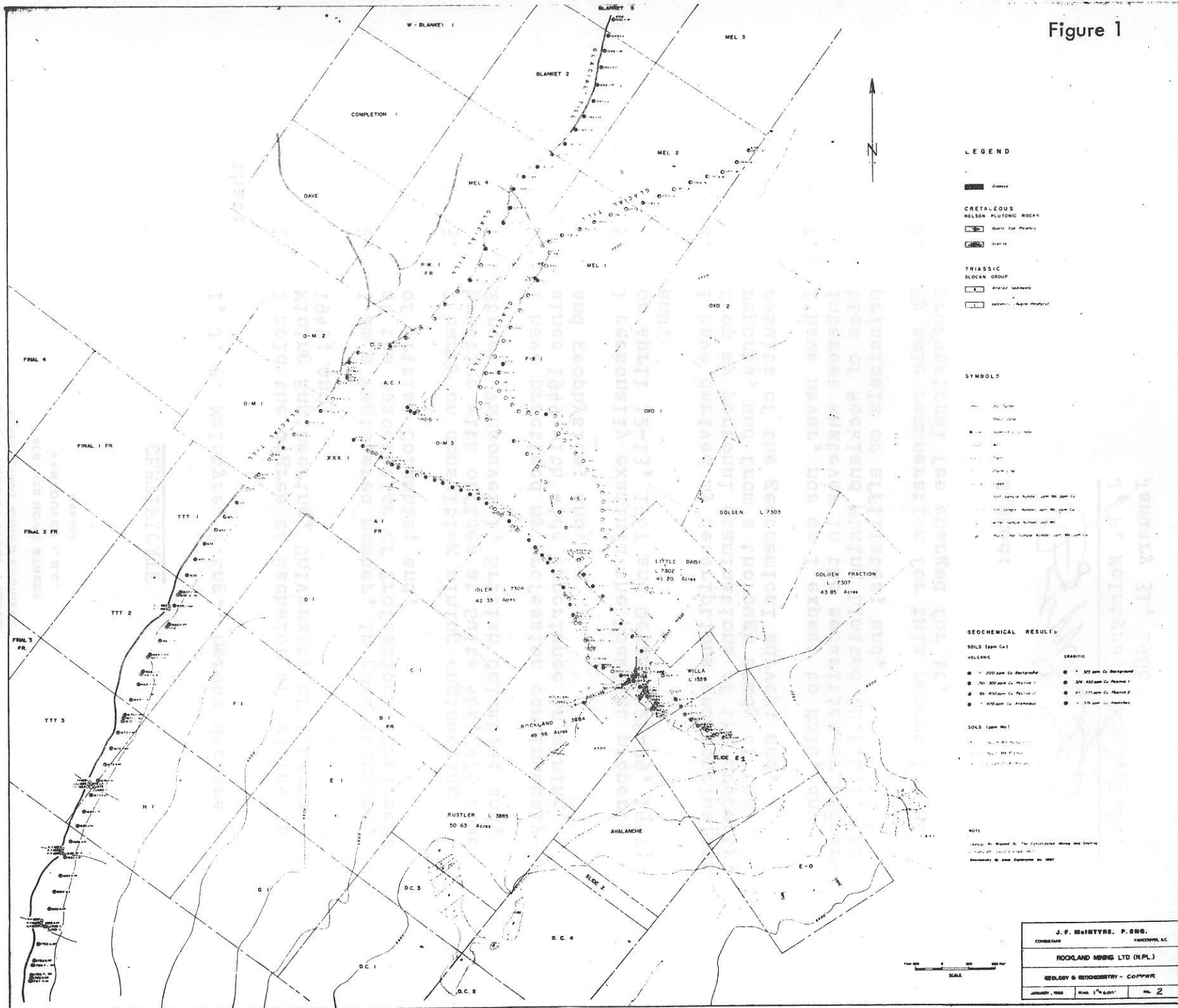
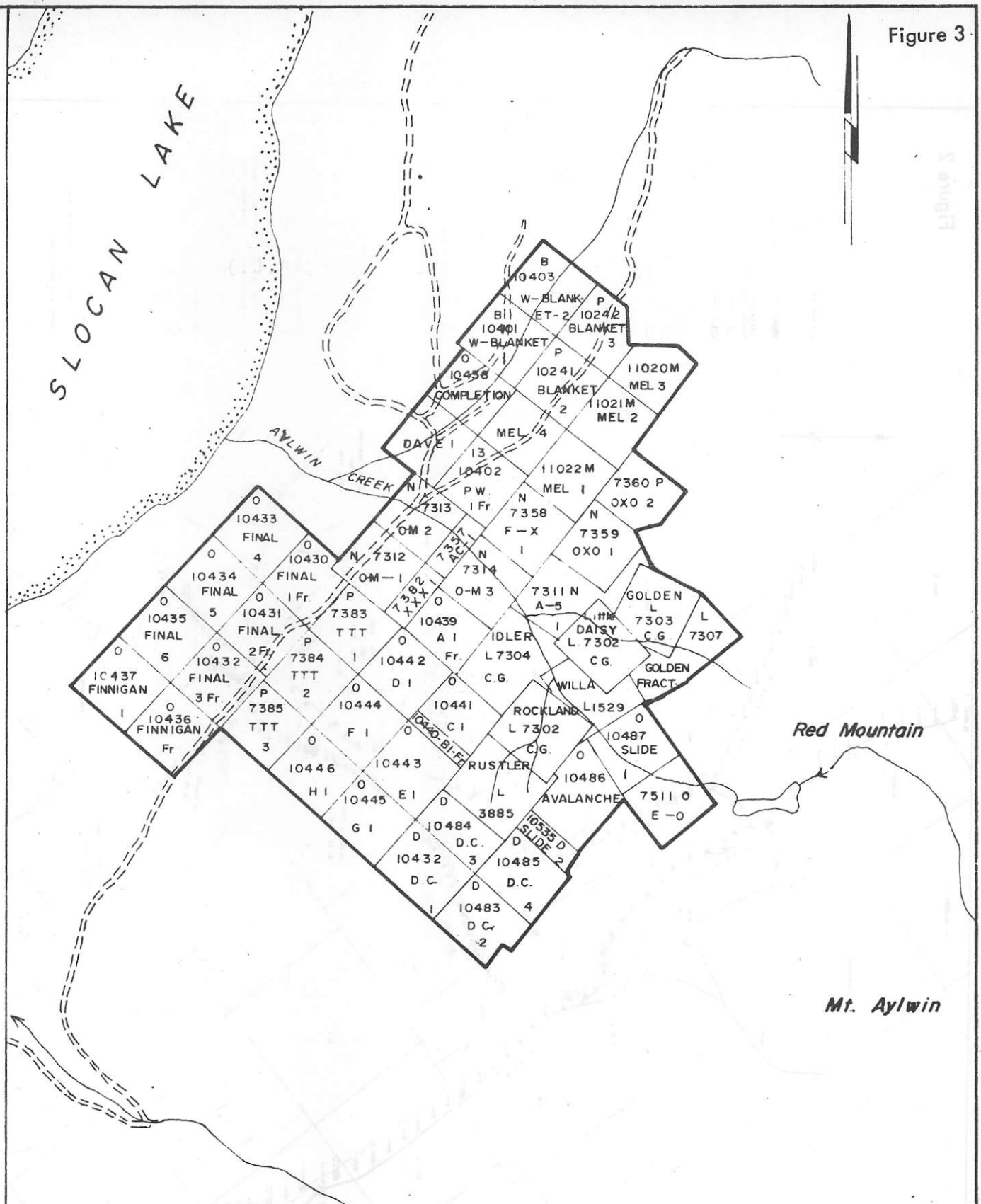
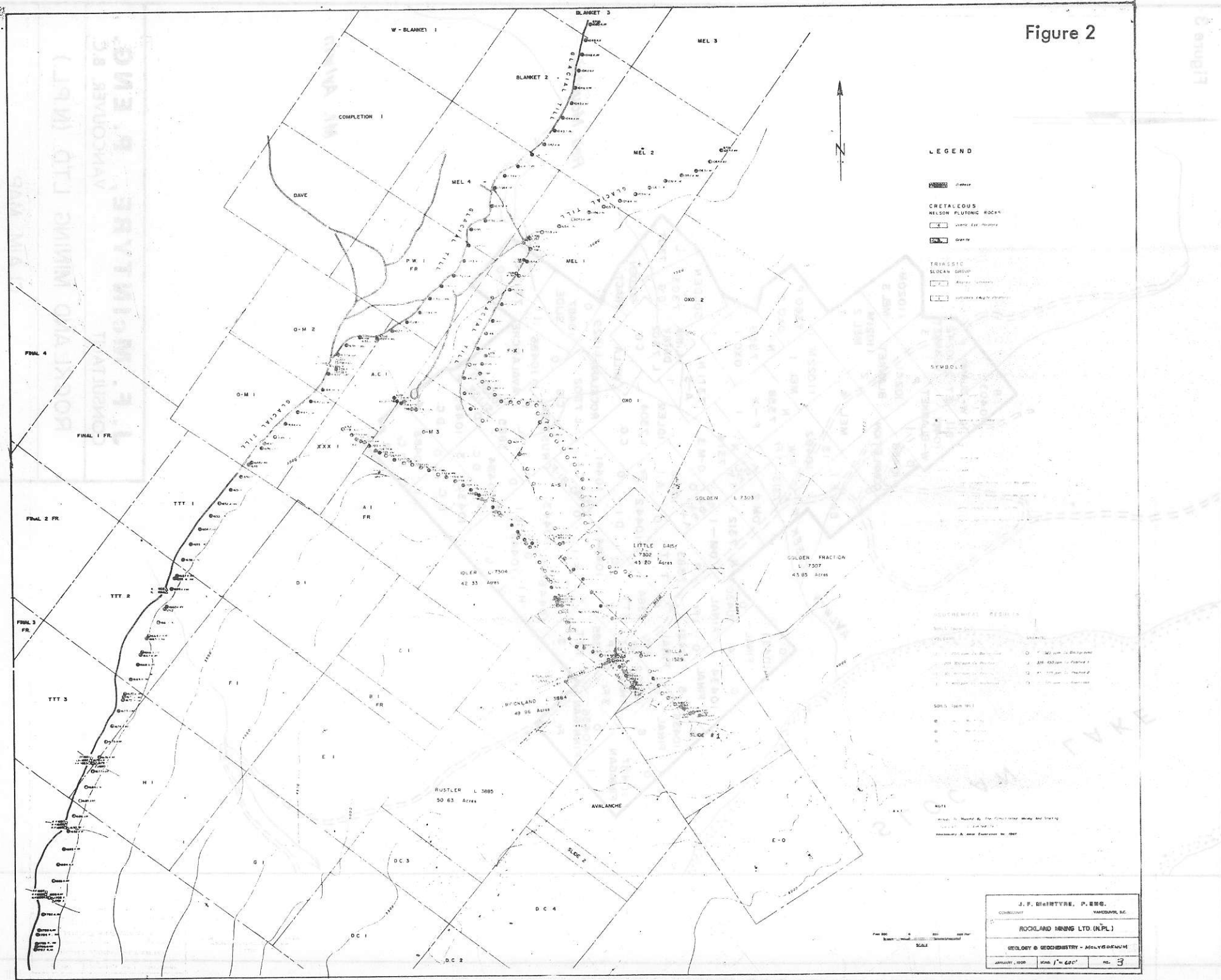


Figure 3



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ROCKLAND MINING LTD. (N.P.L.)	
CLAIM MAP	
January, 1968	SCALE: 1" = 3000' FIG.: 1

Figure 2



LEGEND

- Fault
- CRETACEOUS**
- NELSON PLUTONIC ROCKS
 - Granite
 - Quartzite
- TRIASSIC**
- SLOCAN GROUP
 - Sandstone
 - Shale

SYMBOLS

- Mineral Occurrence
- Fault
- Boundary
- Contour
- Watercourse
- Road
- Well
- Structure
- Survey Point
- Elevation

ANALYTICAL RESULTS

Sample No.	Location	Depth (ft)	Grade (%)
1	Slide #1	0-10	0.15
2	Slide #1	10-20	0.12
3	Slide #1	20-30	0.10
4	Slide #1	30-40	0.08
5	Slide #1	40-50	0.05
6	Slide #1	50-60	0.03
7	Slide #1	60-70	0.02
8	Slide #1	70-80	0.01
9	Slide #1	80-90	0.01
10	Slide #1	90-100	0.01

NOTES

1. This map is based on the geological map and data prepared by the author and is not intended to be used for any purpose other than that for which it was prepared.

2. The author is not responsible for any errors or omissions in this map.

3. The author is not responsible for any damage or loss resulting from the use of this map.

J. F. McIntyre, P. Eng.
 CONSULTANT VANCOUVER, B.C.
ROCKLAND MINING LTD. (N.P.L.)
 GEOLOGY & GEOENGINEERING - MELBY DIVISION
 JANUARY, 1988 5000 1"=600' NO. 3

Scale: 1" = 600'

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Rockland Mining Limited (N.P.L.)

Engineering Report

MARY GROUP
Silverton, British Columbia

J. F. McIntyre, P.Eng.

December 7, 1967

J. F. McINTYRE, P.ENG.

J. F. McINTYRE, P.ENG.
CONSULTING MINING ENGINEER

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VANCOUVER, B.C.

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Rockland Mining Limited (B.C.L.)

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1967 EXPLORATORY PROGRAM	3
GEOLOGY AND MINERAL SHOWINGS	4
CONCLUSIONS AND RECOMMENDATIONS	4
ILLUSTRATIONS	

Figure 1 Map of Claims

Figure 2 Map of Showings

J. F. McIntyre, P. Eng.

December 7, 1967

J. F. MCINTYRE, P.ENG.
CONSULTING MINING ENGINEER

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INTRODUCTION

During 1967 Rockland Mining Limited (N.P.L.) carried out an exploratory program on the Mary Group of mineral claims in the Slocan District near Silverton, British Columbia. The mineral showings were discovered in very recent years and had been partially stripped by a bulldozer and a short adit driven on the vein.

The property was optioned during the spring from Syd and Mary Berisoff of Silverton. Preliminary sampling of the highly weathered surface showings by the company yielded good values in gold, silver and lead and on June 16, 1967, the writer examined the property and recommended that further stripping and sampling and a preliminary program of diamond drilling be carried out.

During July further stripping of the vein was carried out with a bulldozer and six short diamond drill-holes were put down to intersect the vein at depth where it was expected better sampling would be obtained below the highly-weathered surface outcrop. On July 28, 1967, the writer re-examined the property, logged the drill cores and ran a compass and chain survey over the exposed length of the vein and into the underground workings.

This report confirms verbal information and opinions conveyed to the company since completion of the exploratory work.

PROPERTY

The property consists of thirteen full-size mineral claims all held by location. Of these, six are held under option agreement while the remaining seven were staked on June 1, 1967, by D.H. Hawkins of Rockland Mining Limited (N.P.L.) They are as follows:

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<u>Status</u>	<u>Claim Name</u>	<u>Record No.</u>
By Option:	Mary 1	7909
	Mary 2	7910
	Mary 4	10549
	Mary 6	10550
	Stone 1	10449
	Stone 3	10527
By Staking:	Mary 7	10625
	Mary 8	10626
	Mary 9	10627
	Mary 10	10628
	Mary 11	10629
	Mary 12	10630
	Mary 13	10631

These form a single contiguous group of full-size claims as shown on Figure 1 and include no fractional claims.

The property is situated near the head end of Enterprise Creek at its junction with Timber Creek and about two miles up-valley from the old Enterprise and Neepawa Mines. Access is gained by a dirt road which leaves the Slocan Highway midway between Slocan and Silverton, and extends about ten miles to the claims. The road has seen little maintenance in recent years and a few small washouts in the lower end necessitate use of high-clearance vehicles at this time. The road could be rehabilitated at little expense to provide satisfactory access for mining.

The claims occupy the area immediately south of Enterprise Creek and immediately west of Timber Creek. Much of the ground has been logged-off in recent years. The vein occurs at an elevation of approximately 4,900 ft. on the northeast slope of an unnamed mountain and extends north-south across the common boundary of claims Mary 1 and 2.

The area is characterized by fairly moderate winter temperatures but heavy snowfall. Summers are long and warm.

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1967 EXPLORATORY PROGRAM

Previous to this year an adit was driven on the vein for a length of 90 ft. Work was discontinued after the vein was found to be cut off by a steep fault near the face of the adit. The adit is still open for inspection however the ground is very weak and it is closely timbered and lagged and it is not possible to observe the vein in the back of the heading. Ore piled near the dump reveals the character of vein as encountered underground.

During 1967 a bulldozer was used to strip the overburden from the vein for an extension of some 240 ft. beyond the fault encountered underground and to prepare drill sites. Samples were taken across the vein at five locations along this extension and another was taken some 300 ft. further south on what appears to be an extension of the same vein.

Six short diamond drill holes were put down using A-wireline equipment. Results of this drilling were fragmental and inconclusive due to severe loss of core in, and in the immediate vicinity of, the vein intersections. The core from DH 1 had been removed from the site and was not logged by the writer however it is reported that the vein was not encountered. In view of the severe core loss no splitting was carried out, rather the entire core was submitted for assays.

Core recovery in the drilled vein intersections was as follows:

Hole No.	Vein Intersection		Length	Percentage Core Recovery
		Footage		
DH 2	168	1/2-77 1/2'	9'	90%
DH 3	39	1/2-41 1/2'	2'	25%
DH 4		42-44 1/2'	2 1/2'	+50%
		56-61		+80%
DH 5	33	1/2-38 1/2'	5'	40%
DH 6		56-62'	6'	30%

It is readily seen, in light of the fact that the softer, less recoverable parts of the vein probably contain the bulk of metal values, that the drilling results are in no way conclusive as to grade and probably reflect only a minor part of the values which may exist.

J. F. MCINTYRE, P.ENG.

GEOLOGY AND MINERAL SHOWINGS

The Mary Group claims are underlain throughout by coarse to medium grained granite of the Nelson Batholith, of late Mesozoic age. Within the granite is a narrow, north trending break which has been subjected to intense alteration and introduction of gold-silver-lead-zinc mineralization. Following mineralization the vein has been faulted.

The vein is flanked (on either or both walls as the case may be) by a highly altered granitic rock containing a high content of mafic minerals, principally biotite. This rock and the adjacent granite are highly weathered and rusted at the surface and the true identity of the former is highly silicified but in rather irregular fashion and some bands of altered granite occur within the vein. Alteration in the vein includes both silicification and sericitization.

The vein itself is not well defined in the surface exposures and the distribution and nature of values is not wholly apparent at the surface where the vein material consists of kaolinized country rock, highly weathered, biotite-rich rock and much limonite with patches and blobs of fresh galena. The vein varies (or at least the values within it appear to vary) over a width of 12 - 30 ins. The vein strikes about N 10° E and dips at about 55° W.

CONCLUSIONS AND RECOMMENDATIONS

The diamond drilling carried out by Rockland Mining Ltd. during 1967, on the Mary Group, while adequately justified by the earlier surface sampling done by the company, has tended to confuse rather than clarify the merit of the property as a prospective mine. The condition of the vein material is such that satisfactory core recovery by diamond drilling, even using the wire-line technique employed by the company, was not possible. The drilling results, as shown on Figure 2, show the vein to have good continuity to the depths tested however the low percentage of core recovered cannot be used as a basis for evaluating the grade of the vein and must as such be largely disregarded.

J. F. MCINTYRE, P.ENG

That the procedure employed did not yield definitive results was due to severe ground conditions below the surface which were not apparent at that time and as such no criticisms are justified.

In assessing the merit of the property, it is necessary to revert to the original surface sampling for guidance. In the writer's opinion these results justified further work at that time and still do. However it is also the writer's opinion that further work should take the form of drifting underground on the vein at a depth of approximately 100 - 150 ft. below the outcrop rather than drilling.

Access to the vein can be gained by cross-cutting a distance of 200 - 250 ft. and a definitive evaluation of the vein could be had by drifting on it for a length of 200 - 300 ft. Ground conditions throughout most of the length of the crosscut should be favourable and probably little timbering would be required, however timbering might be required in all of the drifting of the vein itself. Such a program including administration and overhead would be expected to cost approximately \$50.00 per lineal foot of crosscut and \$70.00 per lineal foot of drift. In view of the history of the veins in the Slocan camp it is the writer's opinion that such a program, while essentially speculative and involving expenditures of \$30,000 - \$40,000, is justified.

Respectfully submitted,



J.F. McIntyre, P.Eng.


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CONSULTING MINING ENGINEER

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CANADA

CERTIFICATE

I, J.F. McIntyre, P.Eng., hereby declare that:

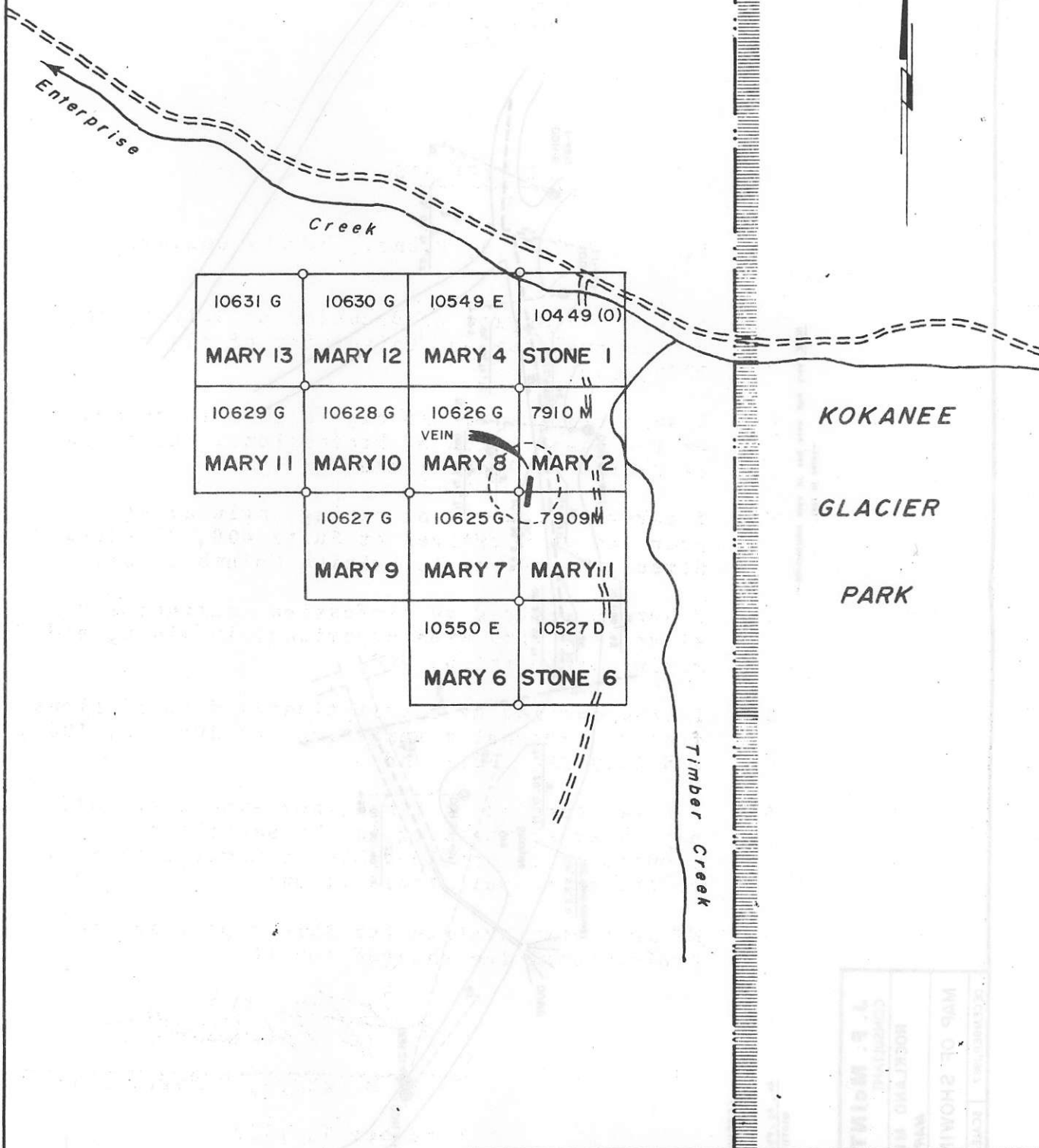
1. I hold the degree of Bachelor of Science in Mining Engineering, University of Alberta, 1949; and,
2. I am a registered member, in good standing, of the Association of Professional Engineers of British Columbia; and,
3. I carry on consulting mining engineering practice with offices at Suite 408, 475 Howe Street, Vancouver 1, British Columbia; and,
4. I have practiced my profession continuously since 1949 with wide experience in mining and mining exploration; and,
5. I have derived my descriptions and conclusions from my personal examinations of June 16, 1967, and July 28, 1967; and,
6. I have never, do not now, nor expect to hold any interest whatever in the securities or properties of Rockland Mining Limited (N.P.L.) or the principals thereof; and,
7. My sold remuneration for this report is the professional fee charged for it.



J. F. McIntyre, P.Eng., B.Sc.

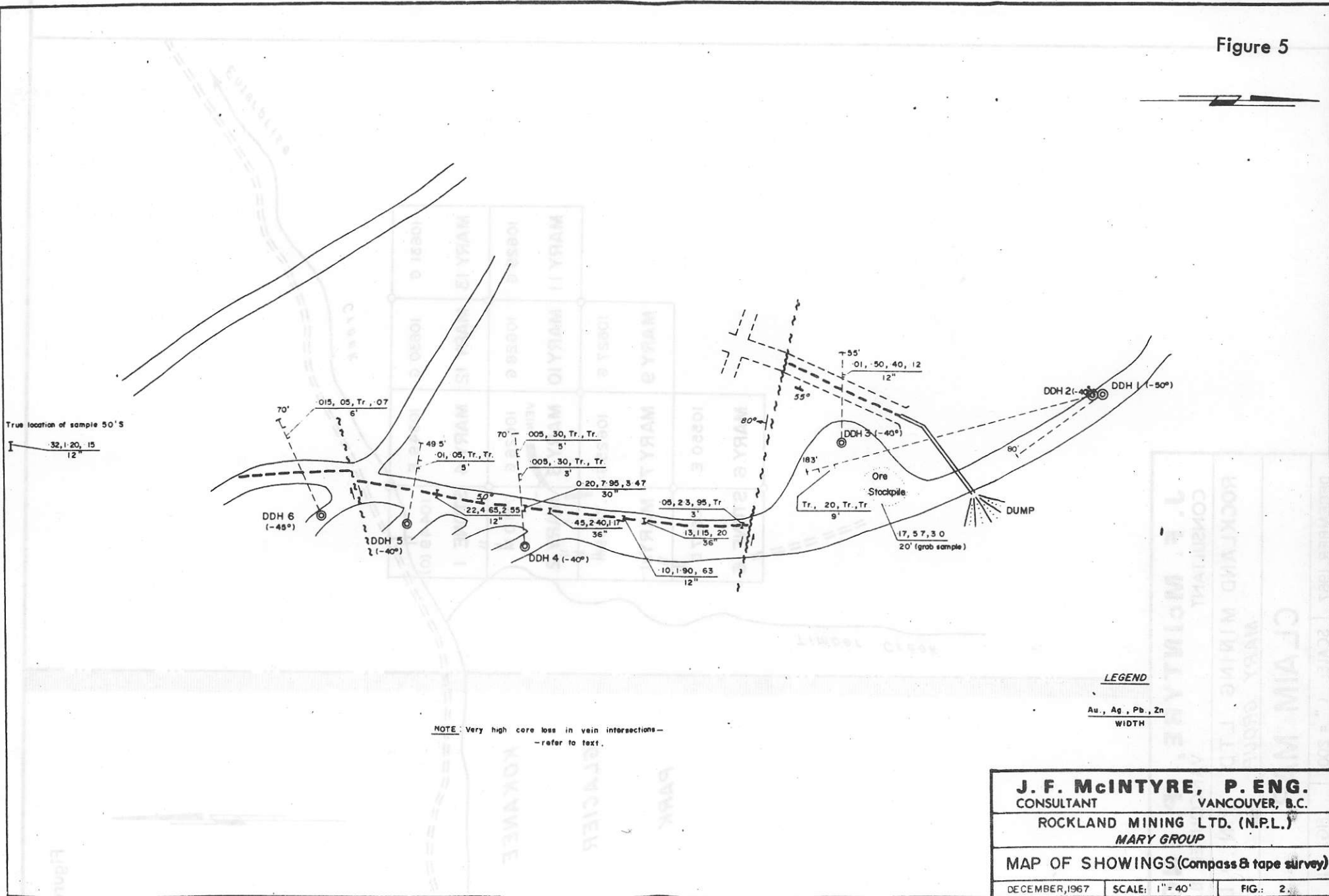
December 7, 1967

Figure 4



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CONSULTANT	VANCOUVER, B.C.
ROCKLAND MINING LTD (N.P.L.)	
MARY GROUP	
CLAIM MAP	
DECEMBER, 1967	SCALE: 1" = 200'
FIG.: 1	

Figure 5



J. F. McINTYRE, P. ENG.
CONSULTANT VANCOUVER, B.C.
ROCKLAND MINING LTD. (N.P.L.)
MARY GROUP
MAP OF SHOWINGS (Compass & tape survey)
DECEMBER, 1967 SCALE: 1" = 40' FIG.: 2