

DECEMBER 1966

811935

PROSPECTUS



MAYFAIR MOLY MINES LTD. (N.P.L.)

SUITE 34 - 845 HORNBY ST.

VANCOUVER 1, B.C.

MAYFAIR MOLY MINES LTD. (N.P.L.)

P R O S P E C T U S

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.

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

- (a) The full name of the Company is Mayfair Moly Mines Ltd. (Non-Personal Liability). The head office is situate at Suite 34 - 845 Hornby Street, Vancouver 1, British Columbia and the registered office is at Suite 201 - 846 West Hastings Street, in the said City of Vancouver.
- (b) The Company was incorporated on the 19th day of May, A.D. 1966 under the laws of the Province of British Columbia by Memorandum of Association. The Company was incorporated as a private company and converted to a public company on the 29th day of December, A.D. 1966.
- (c) The Company changed its name from Mayfair Molly Mines Ltd. (N.P.L.) to Mayfair Moly Mines Ltd. (N.P.L.) on the 15th day of June, A.D. 1966. There have been no further amendments to the Memorandum of Association.
- (d) The full name, occupation and home address of each Director is as follows:-

<u>NAME AND ADDRESS</u>	<u>OCCUPATION</u>
Norman E. Jenkinson 1071 Ridgewood Drive North Vancouver, B.C.	Business Executive
Sam Winrob 2825 West 19th Avenue Vancouver, B.C.	Business Executive
Miss Kalwant Berar 311 - 1165 West 14th Ave. Vancouver, B.C.	Secretary
Robert Shaw 313 Douglas Crescent Richmond, B.C.	Insurance Agent
S. David Anfield 2010 Queens Avenue West Vancouver, B.C.	Solicitor

The Promoters of the Company can be considered to be Norman E. Jenkinson, 1071 Ridgewood Drive, North Vancouver, B.C. and Sam Winrob, 2825 West 19th Avenue, Vancouver, B.C.

- (e) The name and address of the Auditors for the Company is:-

Messrs. Griffiths & Griffiths
Chartered Accountants
924 West Hastings Street
Vancouver 1, B.C.

(f) The name and address of the Registrar and Transfer Agent for the Company is:-

Guaranty Trust Company of Canada
624 Howe Street
Vancouver 1, B.C.

(g) The Company has an authorized capital of \$2,500,000.00 divided into 5,000,000 shares with a nominal or par value of 50¢ each. There is only one class of shares authorized. The subscribed, issued and paid-up capital is 964,787 shares.

(h) No bonds or debentures are outstanding or intended to be issued by the Company.

(i) 676,485 shares of the capital of the Company are deposited in escrow with the Guaranty Trust Company of Canada, 624 Howe Street, Vancouver 1, B.C., pursuant to the terms of an Escrow Agreement. Pursuant to such agreement, securities escrowed may only be released from escrow with the consent in writing of the Superintendent of Brokers for the Province of British Columbia and such securities may only be traded in or transferred with the consent of the said Superintendent of Brokers. If the Company does not acquire title or loses its title to the property forming all or part of the consideration for the issue of such escrow shares, or if the property has been misrepresented or if the Company ceases development thereon, the Superintendent may require cancellation of such number of shares as he deems equitable.

Shares representing 288,300 shares sold for cash are deposited with Messrs. Anfield & Company, Barristers and Solicitors, 201 - 846 West Hastings Street, Vancouver, B.C., subject to the terms of a pooling arrangement which will expire Thirty (30) days after the shares offered hereby have been fully subscribed and paid for.

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

<u>Number of Shares</u>	<u>Price per share</u>	<u>Discount</u>	<u>Total Cash Received</u>
2	50¢	Nil	\$ 1.00
<u>288,300</u>	10¢	40¢	<u>28,830.00</u>
<u>288,302</u>		TOTAL	<u>\$ 28,831.00</u>

No commissions were paid or allowed on the sale of the above securities.

(k) The Company has not sold any securities for cash other than shares.

(l) No shares have been issued or are to be issued nor has any cash been paid or is to be paid to any Promoter as such. 50,000 shares of the capital stock of the Company and the sum of \$500.00 has been issued and paid respectively to Robert Zielinski, 2942 West 22nd Avenue, Vancouver, B.C. in consideration of the transfer to the Company of the Dak #1 - Dak #24 mineral claims. The following parties received the following shares of the capital of the Company in consideration for their transferring or causing to be transferred to the Company the Bel #1 - Bel #76 mineral claims, the Bel #77 - Bel #118 mineral claims, the Norm #1 - Norm #14 mineral claims and the Standard Mineral Lease:-

<u>NAME OF SHAREHOLDER</u>	<u>NUMBER OF SHARES RECEIVED</u>
----------------------------	----------------------------------

Miss Kalwant Berar 311 - 1165 West 14th Avenue Vancouver, B.C.	25,000
Robert Shaw 313 Douglas Crescent Richmond, B.C.	25,000
Giant Mouse Mines Ltd. (N.P.L.) c/o 201 - 846 West Hastings Street Vancouver 1, B.C.	25,000
Merl Cloutier 256 Wellington Richmond, B.C.	25,000
Norman Jenkinson 1071 Ridgewood Drive North Vancouver, B.C.	263,242
Sam Winrob 2825 West 19th Avenue Vancouver, B.C.	263,243

In addition, Robert Zielinski was paid the sum of \$3,230.00 by the Company for costs which he incurred in staking the Bel #1 - Bel #76 mineral claims and the Norm #1 - Norm #14 mineral claims.

The Company has also agreed to pay the sum of \$12,000.00 to Gunn Fiva and Inge Fiva, both of Alice Arm, B.C., in consideration for the sole and exclusive option to purchase the Mac #1 - Mac #10 mineral claims and the sum of \$10,000.00 to Gunn Fiva, Inge Fiva, Harold Lund and Cornelius Nils Hendrickson, all of Alice Arm, B.C., in consideration for the sole and exclusive option to purchase the Sun #1 - Sun #10 group of mineral claims.

(m) (i) The Company is the recorded owner, the recorded Optionee, or the recorded Lessee, as the case may be, of the following mineral claims all situate on McGrath Mountain, Alice Arm, Skeena Mining Division of the Province of British Columbia.

<u>NAME OF CLAIM</u>	<u>STATUS</u>
Dak #1 - Dak #24	Recorded Owner
Norm #1 - Norm #14	Recorded Owner
Bel #1 - Bel #76	Recorded Owner
Bel #77 - Bel #118	Recorded Owner
Mineral Lease M151 being a lease of the Standard and Standard 1 - Standard 3 Mineral claims	Recorded Lessee
Sun #1 - Sun #10	Recorded Optionee
Mac #1 - Mac #10	Recorded Optionee

The above claims and lease lie contiguous to one another and they shall hereinafter collectively be referred to as "the said claims".

By virtue of an agreement dated September 30, 1966, the Company holds a 30 percent interest in the Bel #1 - Bel #76 mineral claims for Vancana Explorations Ltd., 1322 - 510 West Hastings Street, Vancouver 2, B.C., as consideration for certain information and assistance given to the Company by Vancana concerning these claims. Under the agreement, the Company has the sole right to complete any deal or agreement regarding the Bel #1 - Bel #76 mineral claims, as it sees fit. Certain of the Bel #1 - Bel #76 mineral claims and Bel #77 - Bel #118 mineral claims may be staked over the Sun and Mac groups of mineral claims, however, as the Company is the recorded Optionee of the

Sun and Mac groups of mineral claims, any overstaking would not affect the Company's interest in the ground which may be over-staked.

(m) (ii) Pursuant to the terms of an agreement in writing dated the 27th day of July, A.D. 1966, the Company paid the sum of \$500.00 to Robert Zielinski of 2942 West 22nd Avenue, Vancouver, B.C. and allotted to him 50,000 shares in its capital stock in consideration for the sale to the Company of the Dak #1 - Dak #24 mineral claims. In accordance with the terms of an agreement dated November 28, 1966, the Company allotted the following shares in its capital stock to the following parties in consideration for their transferring or causing to be transferred the Bel #1 - Bel #76 mineral claims, the Bel #77 - Bel #118 mineral claims, the Norm #1 - Norm #14 mineral claims and the Standard Mineral Lease to the Company:-

<u>NAME OF VENDOR</u>	<u>SHARES</u>
Miss Kalwant Berar 311 - 1165 West 14th Avenue Vancouver, B.C.	25,000
Robert Shaw 313 Douglas Crescent Richmond, B.C.	25,000
Giant Mouse Mines Ltd. (N.P.L.) c/o 201 - 846 West Hastings St. Vancouver 1, B.C.	25,000
Merl Cloutier 256 Wellington Richmond, B.C.	25,000
Norman Jenkinson 1071 Ridgewood Drive North Vancouver, B.C.	263,242
Sam Winrob 2825 West 19th Avenue Vancouver, B.C.	263,243

The Company by agreement in writing dated August 25, 1966 has acquired the sole and exclusive option to purchase the Sun #1 - Sun #10 mineral claims from Gunn Fiva, Inge Fiva, Harold Lund and Cornelius Nils Hendrickson, all of Alice Arm, B.C. The purchase price for these claims is \$10,000.00 payable as follows:-

- (a) Sixty Dollars (\$60.00) upon execution of the agreement. (Paid)
- (b) Two Hundred Forty Dollars (\$240.00) on or before September 25, 1966. (Paid)
- (c) One Thousand Dollars (\$1,000.00) on or before the 25th day of September, A.D. 1967.
- (d) One Thousand Five Hundred Dollars (\$1,500.00) on or before the 25th day of September, A.D. 1968.
- (e) Seven Thousand Two Hundred Dollars (\$7,200.00) on or before the 25th day of September, A.D. 1969.

Under the terms of an option agreement dated August 24, 1966 with Gunn Fiva and Inge Fiva, both of Alice Arm, B.C., the Company acquired the sole and exclusive option to purchase the Mac #1 - Mac #10 mineral claims for the purchase price of \$12,000.00 payable as follows:-

- (a) One Hundred Dollars (\$100.00) upon execution of the agreement. (Paid)
- (b) Six Hundred Dollars (\$600.00) on or before September 25, 1966. (Paid)
- (c) Two Thousand Dollars (\$2,000.00) on or before the 25th day of September, A.D. 1967.
- (d) Three Thousand Dollars (\$3,000.00) on or before the 25th day of September, A.D. 1968.
- (e) Six Thousand Three Hundred Dollars (\$6,300.00) on or before the 25th day of September, A.D. 1969.

(m) (iii) So far as the signatories hereto are aware, the only person or company who received or is to receive from any vendor of property as herein described an interest in the consideration to be received greater in amount than one-twentieth (1/20th) thereof is Apollo Minerals Ltd. (N.P.L.), #31 - 845 Hornby Street, Vancouver 1, B.C. Apollo Minerals Ltd. (N.P.L.) is a public British Columbia corporation, the greater than five percent shareholders of which are Sam Winrob, Norman Jenkinson, Percy H. Grant, 8772 S.W. Marine Drive, Vancouver, B.C., Patrick Kinnel and Robert R. Kinnel, both of Box 318 Langley, B.C.

(m) (iv) For a description of the means of access to the said claims see the Report of Harold A. Quinn, P. Eng. dated November 1, 1966, attached hereto and forming part of this Prospectus.

(m) (v) For a description of the character, extent and condition of all underground exploration, development, plant, and equipment on the said claims, see the said Report of Harold A. Quinn.

(m) (vi) For a description of the character, extent and condition of all surface exploration, development, plant and equipment on the said claims, see the said Report of Harold A. Quinn.

(m) (vii) For a description of the history of the said claims, see the said Report of Harold A. Quinn.

(m) (viii) No work has been done or improvements made on the said claims by the Company under present management.

(n) (i) There are no option, underwriting, or sub-option, or sub-underwriting agreements outstanding at the present time.

(n) (ii) The Company offers by this Prospectus 300,000 shares of its capital stock at a price of 35¢ per share. A discount of 15¢ per share will be allowed and commissions of 25 percent (maximum) may be paid.

(o) The Company intends to use the proceeds from the sale of the above securities as follows:-

1. Payment of Commissions (maximum)	\$ 26,250.00
2. To commence carrying out the recommendations of Harold A. Quinn in his Report attached hereto	75,000.00
3. Legal and Audit	2,500.00
4. General Administration	<u>1,250.00</u>
	<u>\$105,000.00</u>

In addition, the Company has monies on hand which it can apply towards general administrative costs.

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 said 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 regulatory securities bodies having jurisdiction over the sale of securities offered by this Prospectus.

(p) Preliminary expenses incurred in the formation of the Company approximate \$2,000.00 and no further expenses on preliminary matters are contemplated.

(q) There is no substantial indebtedness to be created or assumed that is not now shown on the balance sheet reported on by the Company's auditors dated the 30th day of November, A.D. 1966, a copy of which accompanies and forms part of this Prospectus, other than the expenses and costs incurred in carrying out the exploration and development programme on the said claims.

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

<u>NAME AND ADDRESS</u>	<u>OCCUPATION</u>
Norman E. Jenkinson 1071 Ridgewood Drive North Vancouver, B.C.	Salesman registered under the Securities Act of the Province of British Columbia, Director of Apollo Minerals Ltd. (NPL) and other mining companies.
Sam Winrob 2825 West 19th Avenue Vancouver, B.C.	Salesman registered under the Securities Act of the Province of British Columbia. Director of Apollo Minerals Ltd. (NPL) and other mining companies.
Miss Kalwant Berar 311 - 1165 West 14th Ave. Vancouver, B.C.	Secretary
Robert Shaw 313 Douglas Crescent Richmond, B.C.	Insurance Agent - Shaw Insurance Agency, 313 Douglas Crescent, Richmond, B.C.
S. David Anfield 2010 Queens Avenue West Vancouver, B.C.	Partner in law firm of Russell & DuMoulin, now partner in firm of Anfield & Company, Barristers and Solicitors and principal of McLaughlin, Briden & Associates Ltd., Broker-Dealer, Officer or Director of several mining companies.

(s) Miss Kalwant Berar, Robert Shaw, Norman E. Jenkinson and Sam Winrob, all Directors of the Company, received the following number of shares in the capital stock of the Company issued for the mineral properties described in paragraph (m)(i) herein:-

Miss Kalwant Berar 311 - 1165 West 14th Avenue Vancouver, B.C.	25, 000
Robert Shaw 313 Douglas Crescent Richmond, B.C.	25,000
Norman Jenkinson 1071 Ridgewood Drive North Vancouver, B.C.	263,242

Sam Winrob
2825 West 19th Avenue
Vancouver, B.C.

263,243

Messrs. Jenkinson and Winrob are also Directors and shareholders of Apollo Minerals Ltd. (N.P.L.), #31 - 845 Hornby Street, Vancouver 1, B.C., which company has received 50,000 shares in the capital stock of the Company. S. David Anfield, also a Director of the Company, is a Director and shareholder of Giant Mouse Mines Ltd. (N.P.L.), 201 - 846 West Hastings Street, Vancouver, B.C. which Company received 25,000 shares in the capital stock of the Company for the properties described in paragraph (m)(i) herein. The greater than five percent shareholders of Giant Mouse Mines Ltd. (N.P.L.) are S. David Anfield, 2010 Queens Avenue, West Vancouver, B.C. and Michael L. DuMoulin, 1714 West 58th Avenue, Vancouver, B.C.

(t) No remuneration has been paid to the Directors of the Company since the date of incorporation, as such. However, Messrs. Jenkinson and Winrob have each received the sum of \$1,050.00 from the date of incorporation to the present as management fees.

(u) It is anticipated that no remuneration will be paid to the Directors, as such, during the current fiscal year. When the Company is converted to a public company, it is proposed that Messrs. Winrob and Jenkinson will each be paid the sum of \$400.00 per month for acting as Managers of the Company.

(v) To the best of the knowledge of the signatories hereto no person is by reason of beneficial ownership of the securities by written agreement able to or entitled to elect or cause to be elected a majority of the Board of Directors of the Company. However, if the recipients of the 676,485 escrowed shares referred to in paragraph (l) herein act in concert, they will be able to elect a majority of the Board of Directors. The signatories hereto are not aware of any agreement between such parties to act in concert.

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

(x) If and when the shares referred to in paragraphs (i) and (l) herein are released from escrow and sold by the owners thereof to the public, none of the proceeds of the sale of such shares will accrue to the benefit of the Company's treasury. There are no further material facts which are not disclosed by this Prospectus.

(y) The foregoing constitutes full, true and plain disclosure of all material facts in respect of the offering of securities referred to above as requested by the Securities Act of the Province of British Columbia, and there is no further information applicable other than in the Financial Statements or Reports where required.

Dated at Vancouver, British Columbia, this 30th day of December, A.D. 1966.

"Norman E. Jenkinson"
Norman E. Jenkinson - Director

"Sam Winrob"
Sam Winrob - Director

(Miss) "Kalwant Berar"
Miss Kalwant Berar - Director

"Robert Shaw"
Robert Shaw - Director

"S. David Anfield"
S. David Anfield - Director

"Norman E. Jenkinson"
Norman E. Jenkinson, Promoter

"Sam Winrob"
Sam Winrob, Promoter

GRIFFITHS & GRIFFITHS
CHARTERED ACCOUNTANTS
VANCOUVER - NEW WESTMINSTER - KITIMAT - CHILLIWACK

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

We have examined the balance sheet of Mayfair Moly Mines Ltd. (Non-Personal Liability) and the statement of exploration, development and administration costs as at November 30, 1966. 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.

We have not examined the titles to, or the standing of, the company's mineral claims and lease.

Subject to the foregoing reservation, 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 November 30, 1966 in accordance with generally accepted accounting principles.

Vancouver, Canada,
20 December, 1966

"Griffiths & Griffiths"
Chartered Accountants.

MAYFAIR MOLY MINES LTD.

(NON-PERSONAL LIABILITY)

BALANCE SHEET

AS AT 30 NOVEMBER, 1966.

(incorporated under the laws of the Province of British Columbia
on 19 May, 1966)

ASSETS

CASH AT BANK \$ 10,481.52

MINING PROPERTIES, all situate in
the Alice Arm area, Skeena
Mining Division, Province of
British Columbia, (see Notes
1, 2 and 5):

Dak group - 24 located mineral
claims acquired for
50,000 shares of the
company and a cash payment
of \$500.00 \$ 5,500.00

Bel and Norm groups and the
standard mineral lease
(see Note 2) - 132 lo-
cated mineral claims and
1 mineral lease acquired
for issuance of 626,485
shares of the company and
staking costs of \$4,223.60 66,872.10

Mac and Sun groups - acquired
by option (see Note 1)
- cash payments to date 1,000.00 73,372.10

OFFICE EQUIPMENT, at cost 249.23

EXPLORATION, DEVELOPMENT AND
ADMINISTRATION COSTS, per
Exhibit "B" 10,506.51

INCORPORATION EXPENSE, at cost 1,170.14

\$ 95,779.50

LIABILITIES

ACCOUNTS PAYABLE \$ 300.00

CAPITAL AND CAPITAL DEFICIT:

SHARE CAPITAL:

Authorized:

5,000,000 shares of \$.50
each par value \$2,500,000.00

Issued and fully paid:

	<u>Number of shares</u>	<u>Par Value</u>	<u>Discount</u>	<u>Net Proceeds or Assig. Value</u>
For Cash (See Note 3)	288,302	144,151.00	115,320.00	28,831.00
For Mining Property (See Note 4)	<u>676,485</u>	<u>338,242.50</u>	<u>270,594.00</u>	<u>67,648.50</u>
	<u>964,787</u>	<u>482,393.50</u>	<u>385,914.00</u>	96,479.50

CAPITAL DEFICIT:

Option costs on abandoned mining property 1,000.00

\$95,479.50

\$95,779.50

Notes:

1. The company has entered into an option agreement dated 24 August, 1966 to purchase certain claims known as Mac 1 - 10 and Sun 1 - 10. Under the terms of the agreement the company must make the following additional payments to acquire full title to the property.

	<u>Mac Group</u>	<u>Sun Group</u>
On 25 September, 1967	\$ 2,000.00	\$ 1,000.00
On 25 September, 1968	3,000.00	1,500.00
On 25 September, 1969	<u>6,300.00</u>	<u>7,200.00</u>
	<u>\$11,300.00</u>	<u>\$ 9,700.00</u>

2. Vancana Explorations Ltd. holds a 30% interest in the Bel 1 - 76 mineral claims.
3. The shares issued for cash are to be held by the company's solicitor subject to a pooling arrangement whereby the shares will not be released until 30 days after primary distribution.
4. The 676,485 shares issued for mining property are required to be held in escrow subject to release only by consent of the British Columbia Securities Commission.
5. The values shown for mining property represent amounts actually expended by the company and assigned values of shares issued therefore and are not intended to represent present or future values.

Signed on behalf of the Board:

"N. E. Jenkinson" Director
 "S. Winrob" Director

This is the balance sheet referred to in our report dated 20 December, 1966.

"Griffiths & Griffiths"
 Chartered Accountants.

MAYFAIR MOLY MINES LTD.(NON-PERSONAL LIABILITY)STATEMENT OF EXPLORATION, DEVELOPMENT AND ADMINISTRATION COSTSAS AT 30 NOVEMBER, 1966

EXPLORATION AND DEVELOPMENT COSTS:

Engineering fees and reports	\$3,150.00	
Free miner's licence	200.00	
Field wages	600.00	
Geological	1,112.27	
Travel	303.00	
Miscellaneous	<u>53.60</u>	\$ 5,418.87

ADMINISTRATION COSTS:

Audit and Legal	351.10	
Automobile	633.45	
Management fees - directors	2,100.00	
Miscellaneous	186.25	
Office expense	392.24	
Rent and Secretarial services	671.00	
Shareholders' expense	500.00	
Telephone and telegraph	<u>253.60</u>	<u>5,087.64</u>

TOTAL EXPLORATION, DEVELOPMENT
AND ADMINISTRATION COSTS,
PER EXHIBIT "A"

\$10,506.51