

CORRIE COPPER LTD. (N.P.L.)

Incorporated in British Columbia

Aug. 7, 1973

PROSPECTUS

SECOND PUBLIC OFFERING

(First by Prospectus Dated October 26, 1971)

013760

CORRIE COPPER LTD. (N.P.L.), (referred to as "the Company"), offers Three Hundred Twenty-five Thousand (325,000) of its common shares-- price per share--Forty-five Cents (45¢) each. (The shares are par value 50¢ each, discounted 10% and subject to payment of a commission of 25%.)

PLAN OF DISTRIBUTION

THE COMPANY MAKES THIS OFFERING OF ITS SHARES AS A SECURITY-ISSUER. THE SAID SHARES MAY ALSO BE OFFERED FOR SALE BY BROKER DEALERS OR SALESMEN REGISTERED WITH THE COMPANY. SHOULD THE COMPANY'S TRADING DIRECTORS DISTRIBUTE THE SECURITIES OFFERED HEREIN THEY WILL NOT RECEIVE ANY COMMISSION.

	PRICE TO PUBLIC	COMMISSION	PROCEEDS TO COMPANY
Per Unit	\$.45	11.25 Cents	33.75 cents
Total (325,000 shares)	146,250.00	\$36,562.50	\$109,687.50 (if all shares sold)

THE OFFERING OF 325,000 SHARES HEREUNDER WILL COMPRISE 22.4% OF THE TOTAL ISSUED SHARES ASSUMING ALL THE OFFERED SHARES ARE SOLD HEREUNDER. THE INSIDERS OF THE COMPANY HOLD 87.6% OF THE SHARES OF THE COMPANY, AND AFTER COMPLETION OF THIS OFFERING WILL HOLD 68%.

A PURCHASE OF THE SECURITIES OFFERED BY THIS PROSPECTUS MUST BE CONSIDERED A SPECULATION SINCE THE COMPANY'S MINING PROPERTY IS IN THE EXPLORATION STAGE ONLY AND SUCH UNDERTAKING INVOLVES A SIGNIFICANT RISK OF LOSS. SEE PAGE 7 REFERRING TO THE MINING PROPERTY.

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

THERE IS NO MARKET FOR THE SECURITIES OF THE COMPANY.

NO SURVEY OF ANY PROPERTY OF THE COMPANY HAS BEEN MADE AND THEREFORE THE EXISTENCE OF AND THE AREAS OF SUCH PROPERTY COULD BE IN DOUBT, THERE IS NO KNOWN BODY OF COMMERCIAL ORE ON ANY OF THE COMPANY PROPERTY.

THIS PROSPECTUS IS NOT TO BE CONSTRUED AS A PUBLIC OFFERING OF SECURITIES FOR SALE IN THE UNITED STATES OF AMERICA, OR IN ANY OF THE TERRITORIES OR POSSESSIONS THEREOF.

NO PERSON IS AUTHORIZED BY THE COMPANY TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS OTHER THAN THOSE CONTAINED IN THIS PROSPECTUS IN CONNECTION WITH THE ISSUE AND SALE OF THE SECURITIES OFFERED BY THE COMPANY.

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HEAD OFFICE:

1140 - 777 Hornby Street
Vancouver, British Columbia.

REGISTRAR AND TRANSFER AGENT:

CROWN TRUST COMPANY
455 Howe Street, Vancouver, B.C.

REGISTERED OFFICE:

1140 - 777 Hornby Street
Vancouver, B. C.

AUDITORS:

SHAND, PEARMAIN, McAFEE, PEW & LILLY
900 - 1055 West Hastings Street
Vancouver, B. C.

CONSULTING ENGINEER:

Peter H. Sevensma Consultants Ltd.
715 - 850 West Hastings Street
Vancouver, B. C.

COMPANY'S BUSINESS AND ITS PRESENT PURPOSE

CORRIE COPPER LTD. (N.P.L.) is a mining company with power to engage in searching for and developing mineral properties. The Company is presently engaged in a search for a body or bodies of commercial ore on its properties in an area 126 miles North-East of Watson Lake in the Yukon Territory, on claims known as the "Corrie Group".

The sum of \$109,687.50 to be derived from the issue of shares under this Prospectus will be used to finance the remaining portion of the program of exploration recommended by the Company's Consulting Engineer with respect to the Corrie Group of Claims, and to meet general corporate expenses. Full particulars are set out in the general section entitled "Mining Property" and in the Reports of Peter H. Sevensma, Ph.D., P.Eng., dated February 13, 1973 and July 26, 1973, which reports are annexed to and form a part of this Prospectus. See, "Use of Proceeds" at Page 10.

No part of the proceeds shall be used to invest, underwrite, or trade in securities other than those that qualify as investments in which trust funds may be invested under the laws of the 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 by this Prospectus, approval by the shareholders must first be obtained and prior disclosure made to the regulatory securities bodies having jurisdiction over the sale of the securities offered by this Prospectus.

If any of the Company's mining property is to be abandoned or a program of exploration changed, then such occurrences will be on the written recommendation of a qualified engineering or geological consultant, and the shareholders will be informed. Should the foregoing occur during the course of primary distribution of the securities offered herein, then an amendment to the Prospectus will be submitted to the British Columbia Securities Commission for filing.

PURCHASER'S RIGHT OF RESCISSION

Sections 61 and 62 of The Securities Act, 1967 (British Columbia) provide in effect, that where a security is offered to the public in the course of primary distribution,

- (a) a purchaser while still the owner thereof has the right to rescind a contract for the purchase of a security, 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 of the written confirmation of the sale of the securities to either of them. Written notice of intention to commence an action for rescission must be served on the person who contracted to sell the security 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 while still the owner thereof has the right to rescind a contract for the purchase of such security, 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 the expiration of 90 days from:
 - (1) the date of such contract, or
 - (2) the date on which such prospectus or amended prospectus is received or is deemed to be received by the purchaser or his agent, whichever date is the later.

Reference is made to the said Act for the complete text of the provisions under which the foregoing rights are conferred.

SHARE CAPITAL AND CAPITALIZATION .

The authorized capital of the Company is \$1,500,000.00 divided into 3,000,000 common shares each having a par value of 50¢ each. There is only one class of shares being common shares, and all rank equally as to dividends, voting rights and liquidation or distribution rights; and there are no pre-emptive rights, conversion rights, redemption or purchase for cancellation or surrender provisions, nor for sinking or purchase fund provisions, liability to further calls or to assessments by the Company and no provisions as to modifications, amendments, or variation of any such rights or provisions except those provided under the "Companies Act" of the Province of British Columbia.

<u>Designation of Security</u>	Amount Authorized or to be Authorized	Amount outstanding as of Mar. 31, 1973 the date of the Balance Sheet in the Prospectus	Amount outstanding to be Outstand- Securities being ing as of Issued are Sold July 27/73
Common Shares	3,000,000	1,051,502	1,124,502
			<u>1,449,502</u>

PARTICULARS OF SHARES SOLD FOR CASH

<u>Number of Shares</u>	<u>Price</u>	<u>Cash Received</u>	<u>Discounts & Commissions</u>
2	50 Cents	\$ 1.00	Nil
300,000	10 Cents	30,000.00	Nil
1,500	45 Cents	675.00	\$ 38.00
73,000	10 Cents	7,300.00	Nil

INCORPORATION

The Company is a specially limited company, having been incorporated in British Columbia March 30th, 1971, by issuance of a Certificate of Incorporation No. 99,380, upon the filing of a Memorandum and Articles of Association with the Registrar of Companies of British Columbia.

The Memorandum of Association and Articles of Association have been amended as follows:

October 26, 1971--Conversion from a private company to a public company.

POOLING OF SHARES

Certificates representing 300,002 issued shares in the capital stock of the Company are held by Crown Trust Company, 455 Howe Street, Vancouver, British Columbia, to be released 30 days after completion of the primary distribution of the shares offered hereby.

PRIOR SALES

73,000 shares of the Company have been sold within the last 12 months on the basis of exempt private placement with undertakings by the purchasers thereof to hold the same for a minimum period of six months from the date of their receipt which is May 18, 1973. These shares were sold at 10¢ each.

ESCROWED SHARES

As of May 18, 1973, 750,000 shares are held in escrow by Crown Trust Company subject to the direction or determination of the British Columbia Securities Commission (the Commission). The escrow restrictions provide that the shares may not be traded in, dealt with in any manner whatsoever, or released, nor may the Company, its transfer agent or escrow holder make any transfer or record any trading of the shares without the consent of the Commission.

In the event the Company loses or abandons or fails to obtain title to all or part of the property for which it allotted all or part of the escrow shares, the Company will declare any such event to the Commission by way of directors' resolution and the holders of such shares, the trustee thereof and the Company have agreed that such number of said shares, as the Commission determines shall have become subject to cancellation, shall be surrendered to the Company by way of gift for cancellation. The complete text of the escrow agreement is available for inspection at the Company's offices, dated June 7, 1973.

<u>Designation of Class</u>	<u>Number of shares held in escrow</u>	<u>Percentage of Class (upon completion of this offering)</u>
Common	750,000	51.7%

At the date of this Prospectus, 66.7% of the shares outstanding are escrowed.

ESCROW SHAREHOLDERS

	<u>No. of Shares</u>	<u>Percentage prior to Offering</u>
William A. McLaren 609 The Del North Vancouver, B. C.	375,000	33.3%
Richard Watson #204 - 2288 West 2nd Avenue Vancouver, B. C.	375,000	33.3%

PRINCIPAL HOLDERS OF SECURITIES

A. (Holding more than 10% each of the issued shares of the Company at May 18th, 1973)

<u>Name and Address</u>	<u>Designation of Class</u>	<u>Type of Ownership</u>	<u>No. of Shares Owned</u>	<u>Percentage</u>
William A. McLaren 609 The Del North Vancouver, B.C.	Common Shares	Direct of record and beneficial	467,500	41.6%
Richard Watson 204-2288 W.2nd Ave. Vancouver, B.C.	Common Shares	Direct of record and beneficial	467,500	41.6%

B. (Percentage of shares owned by Directors and Senior Officers)

<u>Designation of Class</u>	<u>Percentage of Class</u>
Common Shares	87.6%

PROMOTER

William A. McLaren, Secretary and Director of the Company, of 609 The Del, North Vancouver, B. C., and Richard Watson, Director of the Company, of #204, 2288 West 2nd Avenue, Vancouver, B. C., are the Promoters of the Company. See the heading, "Principal Holders of Securities", on this page for the shares held by the Promoters.

Francis E. Worthington of 656 Boswell, Richmond, B. C., was the original promoter of the Company as set out in the first Prospectus of the Company dated October 26, 1971, but entered into an agreement as of March 9th, 1972, resigning as an Officer and Director of the Company and transferring his escrow and pooled common shares of the Company to William A. Houston, a Director of the Company who in turn transferred all escrow and a portion of the pooled shares to William A. McLaren and Richard Watson, with the two agreements involved being set out on page 11 hereunder under the heading, "Material Contracts".

DIRECTORS AND OFFICERS

<u>Name and Address</u>	<u>Office Held</u>	<u>Principal Occupation During Preceding 5 Years</u>
William A. Houston 1915 Haro Street Vancouver, B.C.	President and Director	Mill Superintendent Retired 1971, was with Cassiar Asbestos Corp.Ltd.
William A. McLaren 609 The Del North Vancouver, B.C.	Secretary and Director	Securities Salesman with Elphick Securities Ltd. to Jan./71; currently with Donaldson Securities Ltd.
Richard Watson 204-2288 W. 2nd Ave. Vancouver, B. C.	Director	Securities Salesman with Elphick Securities to Oct./71 at present with Jones, Gable Ltd.

At July 27, 1973, 87.6% of the shares of the Company are beneficially owned directly or indirectly by all of its Directors and Senior Officers.

No remuneration has been paid to the Directors and there is no present plan to remunerate them as Directors

MINING PROPERTY

WATSON LAKE AREA, YUKON TERRITORY - CORRIE GROUP

The Company's Corrie Group of mineral claims are in the Watson Lake Area of the Yukon Territory about 126 miles North East of Watson Lake and are recorded in the office of the Mining Recorder in Watson Lake, Yukon Territory.

<u>Claim Name</u>	<u>Record Number</u>	<u>Expiry Date</u>
CORRIE 1 - 8 10, 12 & 14	Y55011 - Y55018 Y55020 and Y55022, Y55024	June 30, 1974
CORRIE 21 - 34	Y55031 - Y55044	June 30, 1974
CORRIE 41 - 50	Y55233 - Y55242	June 30, 1974
CORRIE 57 - 64	Y55249 - Y55256	June 30, 1974
CORRIE 67 - 73	Y55259 - Y55265	June 30, 1974
CORRIE 75 & 77	Y55267 & Y55269	June 30, 1974
CORRIE 89 - 99	Y55313 - Y55323	June 30, 1974
CORRIE 101	Y55325	June 30, 1974

Description of Title:

The Company is the recorded holder of all the Corrie Group of claims and there are no liens or encumbrances recorded against them.

Originally, mineral claims Corrie 1 - 40 were acquired for \$12,000 cash from William Houston who is one of the Directors of the Company, of 1915 Haro Street, Vancouver, British Columbia, under an agreement in writing dated June 1, 1971, and subsequently on recommendation of the Consulting Engineer of the Company, Peter H. Sevensma, the claims were grouped with claims numbered 9, 11, 13, 15, 16, 17, 18, 19, 20, 35, 36, 37, 38, 39 and 40 being allowed to lapse. Also originally, mineral claims Corrie 41 - 104 were acquired from the afore-said William Houston and the then Company Director, Francis Edward Worthington, 814 Lucas Road Richmond, British Columbia, in consideration of the allotment into escrow of 750,000 common shares of the Company under the terms of an agreement in writing dated June 2, 1971. Subsequently, under the advise of the said Peter H. Sevensma on grouping of these claims, claim numbers 51 - 56, 65, 66, 74, 76, and 78 - 88, 100, 102, 103, and 104 were allowed to lapse and as at this date the expiry dates have been extended to June 30, 1974.

The allotment of 750,000 common shares pursuant to the agreement of June 2, 1971, called for the allotment of the shares to the following persons in the numbers stated opposite their names:

Francis Edward Worthington 814 Lucas Road, Richmond, B. C.	249,875 shares
William Arthur Houston 1915 Haro Street, Vancouver, B. C.	249,875 shares
John C. Turner Box 254, Vernon, B. C.	100,125 shares
Fritz Johan Robert Syberg 150 East Queens Road North Vancouver, B. C.	100,125 shares

Percy Clarke Cunningham
3545 Wellington Crescent
North Vancouver, B. C.

50,000 shares

750,000 shares

Subsequently, on reorganization of the Company, the escrowed common shares were transferred from the above-named persons so that as of the date of this Prospectus the following are the persons holding the escrow shares:

William A. McLaren 609 The Del North Vancouver, B. C.	375,000 shares
Richard Watson 204 - 2288 West Second Avenue Vancouver, B. C.	375,000 shares

The cost of the CORRIE 1 - 40 claims to the Vendor, William A. Houston, was \$4,000.00 and the cost of the CORRIE 41 - 104 and TOT 1 - 20 and TOR 1 - 20 mineral claims to Messrs. William A. Houston and Francis E. Worthington was \$8,000.00.

No specific principle was applied in determining the purchase price to be paid by Corrie Copper Ltd. (N.P.L.) for the mining property acquired from Messrs. William A. Houston and Francis E. Worthington.

ACCESS TO CORRIE GROUP OF CLAIMS

Access to the CORRIE Group of claims is by truck from Watson Lake, a total distance of about 126 road miles. The road services the nearby Cantung Mine and is kept open year round.

GEOLOGY OF THE CORRIE GROUP OF CLAIMS:

Geology of the area in which the Company's Corrie Group of claims is situate is described in the Report of Peter H. Sevensma Consultants Ltd., dated February 13, 1973, a copy of which is annexed to and forms a part of this Prospectus.

The claims cover occurrences of copper-zinc bearing pyrrhotite blocks which are likely to have been derived from the nearby underlying bedrock.

HISTORY OF CORRIE GROUP OF CLAIMS:

The CORRIE Group of claims were first observed while road construction was in progress during the early 1960's. The only significant programs carried out on the area occupied by the CORRIE Group of claims was carried out by Norquest Joint Venture in 1966 and by Mount Logan Mines Ltd. in 1968.

A ground magnetic survey was carried out in early 1966 on lines 3,000' long spaced at 400' intervals over a length of 5,600'. Station spacing was 25' and all profiles of this survey were available to the Company's Consultant.

These data were recently plotted on a contour map by F. Syberg, with some modifications by the Company's Consultant, Peter H. Sevensma, Ph.D., P.Eng. Subsequent to the survey, two core-holes were drilled for a total of 717' in June 1968, on a magnetic anomaly.

Geology and assay logs were available to the Company's Consultant but are of poor quality. Assays are reported across 50' intervals, and sludges across different intervals. Reported assay values are as follows:

ML No. 1 Core	From	0'	-	35'	Overburden
	From	35'	-	130'	0.10% Cu.
	From	130'	-	180'	0.25% Cu
	From	180'	-	280'	tr. Cu
Sludges	From	90'	-	120'	0.25% Cu
ML No. 2	From	0'	-	58.5'	Overburden
	From	60'	-	368'	Traces of Cu

Under the supervision of its Consultant, the Company has carried out a limited sampling program and a semi-quantitative spectrographic analysis of the samples was completed by Can Test Ltd. On a composite of eight samples the highlights of its report are as follows:

Silicon:	Matrix	Zinc:	±	1.0%
Iron:	Major	Manganese	±	0.5%
Copper:	±			0.4%

In addition to the foregoing work, 15,000' of base-line and 36,000' of picket lines have been cut in six lines spaced at 3,000' to improve accessibility of the property for preliminary field work. A magnetic survey was completed on this grid with a Sharpe PMF-3 instrument.

Subsequent to the report of Peter H. Sevensma, Ph.D., P.Eng., dated February 13, 1973, the field results were completed and the original magnetic float contrary to the indication in government maps was placed to the west of the major creek draining this area instead of to the east and also the two core holes drilled in 1968 could not have intersected the body causing the magnetic high, and therefore the presence of 0.25% Cu in decimated form in the formations may be considered as very encouraging and possibly due to a low grade halo related to copper-zinc-bismuth bearing pyrrhotite underlying the magnetic high.

AS TO ALL THE COMPANY'S CORRIE GROUP OF CLAIMS THERE IS NO UNDERGROUND OR SURFACE PLANT OR EQUIPMENT. THE COMPANY'S CORRIE GROUP OF CLAIMS IS WITHOUT A KNOWN BODY OF COMMERCIAL ORE AND THE PROPOSED PROGRAM OF EXPLORATION IS AN EXPLORATORY SEARCH FOR ORE.

PROPOSED PROGRAM OF EXPLORATION AND ESTIMATE OF COSTS:

The Company's Consultant, Peter H. Sevensma Consultants Ltd., in its report of February 13, 1973, made certain recommendations as a result of conclusions but their report of July 26, 1973 based upon additional field results and work completed, summarizes that the average representative grade of float sampled in 1971 contained 4 lbs. of bismuth per ton which is currently priced at \$5 per lb. and that

this was encouraging considering the only other northern area where it occurs in significant amounts is the Haskin Mountain area, 15 miles east of Cassiar, where it was originally found close to a large outcrop of pyrrhotite carrying 0.20% copper.

The Consultant further states that in view of this and the proximity of a number of good silver-lead-zinc showings a few miles to the northwest and southwest of the claims, this claim group warrants a more aggressive program than that which has been carried out so far, and a firm program for core-hole drilling should be made. The original geochemical-geophysical program should be completed as barely half the main magnetic anomaly has been outlined and reconnaissance magnetics and silt sampling suggest that a second zone may be present approximately one-half mile southwest of the one pinpointed thus far.

The following are the specific recommendations for the Corrie Group of claims:

RECOMMENDED PROGRAM

1. Photo geological studies		\$1,000.00	
2. Camp construction and equipment		3,500.00	
3. Linecutting, 40 line miles @ \$100.00		4,000.00	
4. Ground-magnetics, 40 line miles @ \$100.00		4,000.00	
5. Ground EM, 15 line miles @ \$150.00		2,200.00	
6. Silt and soil-sampling, 500 samples @ \$8.00		4,000.00	
7. Geological mapping, 2 man months		3,000.00	
8. Bulldozer trenching, 80 hours @ \$35.00		2,800.00	
9. Camp operation, 200 man-days @ \$12.50		2,500.00	
10. Truck operation, freight		2,000.00	
11. Radio, telephone		1,000.00	
	Total	<u>\$30,000.00</u>	
Engineering, Supervision, 10%		3,000.00	
Contingencies, 10%		3,000.00	
	Total Field Budget		\$36,000.00
12. Drilling, 2000 @ \$20.00 overall		40,000.00	
13. Corrie Copper costs, demobilization and camp operation, 100 man days		3,000.00	
14. Assaying, 150 assays @ \$12.00		1,800.00	
		<u>\$44,800.00</u>	
Engineering, Supervision 10%		4,500.00	
Contingencies, 10%		4,500.00	
	Total Drill Budget		\$53,800.00
	Total Budget		<u>\$89,800.00</u>

USE OF PROCEEDS:

The Company intends to apply the proceeds received from this offering of shares in the further exploration of its Corrie Group of claims in the Watson Lake Area of the Yukon Territory and the estimated cost is \$89,800. As funds are received from time to time by the Company from the sale of shares offered under this Prospectus, they shall be applied first to further geochemical and geophysical work and secondly by an estimated 2,000' of drilling as results warrant. All

of the foregoing to be carried out in accordance with the directions of the Company's consultants.

Administration and corporate expenses will also be paid from the funds received by the sale of shares hereunder and it is estimated that during the next 12 months the Company's costs in management salaries, normal overhead and administrative, legal and audit, transfer agent costs and other incidentals will amount to \$10,000.00 and at present, the Company has a balance in its bank account of approximately \$1,000. Subsequent to March 31, 1973, the Company effected sale of a total of 73,000 common shares at a price of 10¢ each with these proceeds applied to the indebtedness of the Company so that at the date hereof the debts outstanding amount to \$8,900.00 which includes a disputed account of \$1,000.

<u>CASH ON HAND</u>	First Priority:	
\$ 1,000.00	Mining Property Exploration	\$89,800.00
Net Proceeds of Share Issue	Second Priority:	
\$109,687.50	Payment of Debts including	
	shareholders' loans	8,900.00
	Third Priority:	
	Administrative Expense	10,987.50

MATERIAL CONTRACTS:

Each contract referred to in this Prospectus or a copy thereof may be inspected during primary distribution of the securities being offered during business hours at the Company's registered office at 1140 - 777 Hornby Street, Vancouver, British Columbia.

June 1, 1971, Agreement between William Houston as Vendor and the Company as Purchaser of the CORRIE 1 - 40 Group of claims (see page 7).

June 2, 1971 Agreement between William Arthur Houston and Francis Edward Worthington as Vendors and the Company as Purchaser of the TOT 1 - 20, TOR 1 - 20 and CORRIE 41 - 104 Group of claims (See page 7).

October 6, 1971, Escrow Agreement between William Arthur Houston, Francis Edward Worthington, Percy Clarke Cunningham, Fritz Johan Robert Syberg and John C. Turner as holders of Vendors' shares, Crown Trust Company and the Company (See page 5).

March 5, 1973, Acquisition Agreement between William A. Houston and William A. McLaren and Richard Watson under which Messrs. McLaren, and Watson, acquired control of the Company.

March 9, 1972, Agreement between Francis E. Worthington, Percy C. Cunningham and William A. Houston, under which William A. Houston acquired from the other two parties the majority of the shares in the Company thus acquiring control of the Company which was subsequently transferred over to William A. McLaren and Richard Watson as above noted.

Except those contracts described in this Prospectus, there are no other material contracts which were entered into by the Company or by its Directors or Promoters since its incorporation that can be reasonably regarded as presently material to the purchase of the securities offered by the Company hereunder.

OTHER MATERIAL FACTS:

By virtue of their shareholdings in the Company, the principal shareholders could elect or cause to be elected a majority of the Board of Directors of the Company, however, there is no agreement to do so. The account of E. P. Ogier involves his services in giving consent to the use of his geological report of February 13, 1973, which had been made for Rose Pass Mines Ltd. and paid for by them; therefore, the Company feels his charge of \$1,000 for consent only is not reasonable under the circumstances. The Company's maximum liability will be the sum of \$1,000 but it is hoped it will be settled for a lesser amount.

CERTIFICATES:

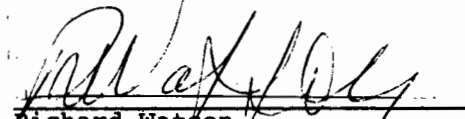
Directors and Promoters

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.

VANCOUVER, BRITISH COLUMBIA, July 27, 1973.


William A. Houston, Director


William A. McLaren,
Director and Promoter


Richard Watson,
Director and Promoter



Shand, Pearmain, McAfee, Pew & Lilly
CHARTERED ACCOUNTANTS

SUITE 900, GUINNESS TOWER, 1055 WEST HASTINGS STREET, VANCOUVER, CANADA • AREA CODE 604 685-1351

AUDITORS' REPORT

The Shareholders
Corrie Copper Ltd. (N.P.L.)
Vancouver, B. C.

We have examined the balance sheet of Corrie Copper Ltd. (N.P.L.) as at March 31, 1973 and the statements of deferred exploration, development and other expenditures and source and application of working capital 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.

In our opinion, these financial statements present fairly the financial position of the company as at March 31, 1973 and the results of its operations and the source and application of its working capital for the year then ended, in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

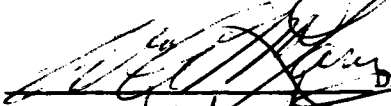
Vancouver, B. C.
April 17, 1973

Shand, Pearmain, McAfee, Pew & Lilly
Chartered Accountants

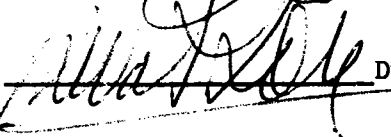
CORRIE COPPER LTD. (N.P.L.)
BALANCE SHEET
MARCH 31, 1973

	<u>1973</u>	<u>1972</u>
ASSETS		
CURRENT ASSETS		
Cash	\$ -	\$ 308
MINERAL CLAIMS (Note 1)	87,000	87,000
DEFERRED EXPLORATION, DEVELOPMENT AND OTHER EXPENDITURES, at cost	23,145	18,171
OTHER ASSETS		
Incorporation expense, at cost	<u>1,093</u>	<u>1,093</u>
	<u>\$111,238</u>	<u>\$106,572</u>
LIABILITIES		
CURRENT LIABILITIES		
Bank indebtedness	\$ 112	\$ -
Accounts, payable and accrued	689	150
Due to shareholders	4,275	860
Deposits (Note 2)	<u>600</u>	<u>-</u>
	5,676	1,010
SHAREHOLDERS' EQUITY		
SHARE CAPITAL		
Authorized 3,000,000 common shares of \$.50 each par value		
Issued (Note 2) 1,051,500 shares	<u>105,562</u>	<u>105,562</u>
	<u>\$111,238</u>	<u>\$106,572</u>

APPROVED ON BEHALF OF THE BOARD



Director



Director

The accompanying notes are an integral part of these financial statements.

CORRIE COPPER LTD. (N.P.L.)
 STATEMENT OF DEFERRED EXPLORATION, DEVELOPMENT AND OTHER EXPENDITURES
 YEAR ENDED MARCH 31, 1973

	<u>1973</u>	<u>1972</u>
EXPLORATION AND DEVELOPMENT		
Assaying and sampling	\$ -	\$ 37
Assessment work	2,000	2,340
Miner's licence	-	200
Preliminary exploration	-	4,879
Property examination	34	1,731
Transfer fees	<u>423</u>	<u>567</u>
	<u>2,457</u>	<u>9,754</u>
ADMINISTRATION		
Audit and legal	2,171	2,367
Business promotion	300	150
Consulting fees	-	260
Interest and service charges	22	11
Office	24	806
Printing	-	1,239
Prospectus costs	-	89
Rent	-	3,200
Leasehold improvements written-off	<u>-</u>	<u>295</u>
	<u>2,517</u>	<u>8,417</u>
EXPENDITURES FOR THE YEAR	4,974	18,171
Deferred exploration, development and other expenditures, beginning	<u>18,171</u>	<u>-</u>
DEFERRED EXPLORATION, DEVELOPMENT AND OTHER EXPENDITURES, ENDING	<u>\$ 23,145</u>	<u>\$ 18,171</u>

The accompanying notes are an integral part of these financial statements.

CORRIE COPPER LTD. (N.P.L.)
 STATEMENT OF SOURCE AND APPLICATION OF WORKING CAPITAL
 YEAR ENDED MARCH 31, 1973

	<u>1973</u>	<u>1972</u>
SOURCE OF WORKING CAPITAL		
Sale of share capital for cash	\$ -	\$ 30,562
APPLICATION OF WORKING CAPITAL		
Exploration, development and other expenditures	4,974	18,171
Purchase of mineral claims	-	12,000
Incorporation expense	-	1,093
	<u>4,974</u>	<u>31,264</u>
INCREASE IN WORKING CAPITAL DEFICIENCY	4,974	702
Working capital deficiency, beginning	<u>702</u>	<u>-</u>
WORKING CAPITAL DEFICIENCY, ENDING	<u>\$ 5,676</u>	<u>\$ 702</u>

The accompanying notes are an integral part of these financial statements.

CORRIE COPPER LTD. (N.P.L.)
 NOTES TO FINANCIAL STATEMENTS
 MARCH 31, 1973

1. MINERAL CLAIMS

Mineral claims owned as at March 31, 1973 consisted of:

(a)	39 located claims in the Watson Lake mining division of the Yukon Territory, acquired for 750,000 shares of the company's capital stock at \$.10 per share	\$ 75,000
(b)	25 located claims in the Watson Lake mining division of the Yukon Territory, acquired for cash	<u>12,000</u>
		<u>\$ 87,000</u>

During the year the following claims were abandoned:

- (a) 40 located claims in the Liard mining division of British Columbia
- (b) 40 located claims in the Watson Lake mining division of the Yukon Territory.

2. SHARE CAPITAL

Share capital has been issued for the following consideration to March 31, 1973:

	<u>Number of Shares</u>	<u>Par Value</u>	<u>Discount and Commission</u>	<u>Net</u>
For cash	301,500	\$150,750	\$120,188	\$ 30,562
For mineral properties	<u>750,000</u>	<u>375,000</u>	<u>300,000</u>	<u>75,000</u>
	<u>1,051,500</u>	<u>\$525,750</u>	<u>\$420,188</u>	<u>\$105,562</u>

As at March 31, 1973, the company had received deposits totalling \$600 on account of the eventual issue of shares from treasury pursuant to a letter from the B.C. Securities Commission dated February 27, 1973 approving private placement of the common shares at \$.10 per share providing that the investors deliver a Section 56 letter confirming they are holding them for a minimum period of six months. No shares have been allotted from treasury.

3. AGREEMENT

The company entered into an agreement dated February 6, 1973 with Rose Pass Mines Ltd. (N.P.L.), a British Columbia Corporation and Rose Pass Mines, Inc., a Nevada Corporation under which the company has an option to receive a 3/8ths interest in production of two offset oil wells in Louisiana, U. S. A. at a cost of \$52,000 for the drilling of both wells with a maximum limit of \$30,000 for each well.

As of March 31, 1973 the minimum sum of \$52,000 has not been paid to exercise the option.

CORRIE COPPER LTD. (N.P.L.)

FINANCIAL STATEMENT

JUNE 30, 1973

Shand, Pearmain, McAfee, Pew & Lilly
CHARTERED ACCOUNTANTS



Shand, Pearmain, McAfee, Pew & Lilly
CHARTERED ACCOUNTANTS

SUITE 900, GUINNESS TOWER, 1055 WEST HASTINGS STREET, VANCOUVER, CANADA • AREA CODE 604 685-1351

ACCOUNTANTS' COMMENTS

The Shareholders,
Corrie Copper Ltd. (N.P.L.),
Vancouver, B. C.

The accompanying statement of source and application of working capital for the three months ended June 30, 1973 has been prepared by us from the books and records of the company and from information given to us. We did not perform an audit of the accounts and accordingly are not in a position to express an opinion on the financial statement.

Vancouver, B. C.
August 1, 1973

Shand, Pearmain, McAfee, Pew & Lilly
Chartered Accountants

CORRIE COPPER LTD. (N.P.L.)
 STATEMENT OF SOURCE AND APPLICATION OF WORKING CAPITAL
 THREE MONTHS ENDED JUNE 30, 1973
 (Prepared without audit)

SOURCE OF WORKING CAPITAL

Sale of share capital for cash \$ 7,300

APPLICATION OF WORKING CAPITAL

Exploration, development and other expenditures

Exploration and development

Assessment work	\$ 3,400
Engineering	2,081
Field expense	1,599
Property examination	657
Recording	<u>170</u>
	<u>7,907</u>

Administration

Audit and legal	874
Business promotion	21
Insurance	25
Interest and service charge	20
Prospectus	<u>660</u>
	<u>1,600</u>

9,507

DECREASE IN WORKING CAPITAL

2,207

Working capital deficiency, March 31, 1973

5,676

WORKING CAPITAL DEFICIENCY, June 30, 1973

\$ 7,883

Approved:

W. H. McLaughlin Director

P. J. Kelly
 DIRECTOR.