

JAMES E. ARMSTRONG, B. SC. P. ENG.

CONSULTING MINING ENGINEER

March 20 1981

Ministry of Natural Resources
Mineral Resources Branch
Room 4652, Whitney Block
99 Wellesley Street West
Toronto, Ontario
M7A 1N3



31M05NE0408 63.3751 COLEMAN

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Attention: The Mine Assessor

Dear Sir:

Re: OMEP- Silver Century Explorations Ltd

Introduction

The following report and attached maps briefly covers the exploration progress carried out by Silver Century Explorations Ltd on its property to date in the Cobalt area.

General

The main exploration objective of the program, is a large unexplored zone lying at the lower diabase contact under the combined Peterson Lake and King Edward Groups of properties. This potential locus for further occurrences of silver and cobalt, varies from 350 feet below surface on the west Peterson Lake claims to about 1200 feet below surface on the East King Edward claims.

In order to carry out this exploration, it was first necessary to rehabilitate, dewater and equip the King Edward shaft working down to 840 and 1090 foot level workings. At this horizon, lateral exploration west, can be best carried out with relatively flat hole diamond drilling and cross cutting, both remaining at the most favourable geological horizon.

Progress

During the past six months, work has been concentrated on the rehabilitation

and equipping of the King Edward shaft facilities. The shaft is now operational down to the 840 foot level and diamond drilling got under way from this horizon early in the month. A long hole diamond drilling is sited to test the potential zone under the Nova Scotia property lying approximately 1400 feet west of the present underground heading. A shorter diamond drill program is also underway to test for possible extensions of the Rix vein system.

The rehabilitation program has consisted of installing a 200 KW power service line, substation and electric right into the shaft (winze) site. A 400 foot adit has been rehabilitated, 70 foot timber headframe replaced and electric hoisting and pumping plants installed. The shaft has been dewatered and repaired down to the 840 foot level. A limited change house and sanitary facilities suitable for a crew of up to 20 men was also completed. Access roads to the adit entrance etc has been repaired and maintained.

Present plans call for the continuance of the diamond drilling program of approximately 12000 feet to be followed by an estimated 2000 feet of cross cutting and drifting. Dewatering and rehabilitation of the remaining 250 feet of shaft down to the 1090 foot level is also proceeding.

A mine crew of 6 men plus the diamond drill crew of 4 men are presently engaged in this exploration work.

Yours truly,



James E. Armstrong P. Eng.
Consulting Mining Engineer



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REPORT
ON THE
PETERSON LAKE
AND
KING EDWARD GROUP of PROPERTIES
COBALT, ONTARIO

COBALT, ONTARIO
8 February, 1980

Ralph I. Benner B.Sc., P. Eng.



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APPENDICES

- (A) COBALT AREA LOCATION MAP - - - - - 1" = 1/2 mile
- (B) PETERSON LAKE & KING EDWARD MINES (PLAN) -- 1" = 400. '
- PETERSON LAKE MINE (VERTICAL PROJECT) - - - 1" = 100 '
- (C) PETERSON LAKE & KING EDWARD MINE (VERTICAL
PROJECT - - - - - 1" = 400 '.

INTRODUCTION

An examination was carried out on The Peterson Lake King Edward Group of Properties to assess the basic exploration possibilities for locating further deposits of silver and cobalt on the properties concerned, and if warranted, to recommend a program of exploration and development. The following report is the result of this examination.

SUMMARY

- 1. The property holdings include 10 parcels of ground covering approximately 468 acres in the Township of Coleman, just south east of the Town of Cobalt.
- 2. The property group is well serviced by roads, Ontario Hydro electric power and compressed air.
- 3. The holdings have produced 9.4 million ounces of silver from the developed shallow workings.
- 4. Exploration for the extension of these and new silver zones on the properties, presents good possibilities for the discovery of additional silver and cobalt deposits particularly at greater depths.
- 5. This unexplored potential varies in depth from 600 to 1,000 feet below surface and will be relatively expensive to explore. Existing shafts on the property modify this cost.
- 6. A modest surface diamond drill program in conjunction with a program of underground exploration and development is warranted.

CONCLUSIONS

The possibilities of locating new deposits of silver and cobalt on the properties are excellent along the full extent of the lower diabase contact.

A limited exploratory diamond drilling program from surface should be carried out near the west shore of the east lobe of Peterson Lake to establish the continuity east of the West Peterson Lake zone.

The logical and best approach to explore this recognized potential zone would be to rehabilitate the King Edward shaft down to the 1,090 foot level. From this level the intervening ground from the King Edward westward to the Peterson Lake property can be best explored.

Virtually all of the more than 100 million ounces of silver that has been produced from this area since 1945, has come from underground exploration from existing workings.

RECOMMENDATIONS

I recommend the following program of exploration on the Peterson Lake and King Edward property groups to be carried out

in two phases:

PHASE 1

(A) A limited program of diamond drilling from surface to try and locate the easterly extensions of the cobalt silver zones previously developed under the west lobe of Peterson Lake.

Estimated cost 3600 feet at \$13.50 ----- \$48,600

(B) Rehabilitate and equip King Edward shaft and exploration

Headframe and surface plant --- \$130,000
Dewatering and rehabilitation 40,000
U.G. diamond drilling 3600 at \$9 32,400 202,400

Total estimated cost of phase 1 \$251,000

PHASE 2

(A) Crosscutting and drifting from King Edward shaft

1500 feet \$130.00 ----- \$195,000

(B) Diamond drilling 6,000 feet at \$8.00 48,000^x

Total estimated cost of phase 2 \$243,000

Total program of exploration and development \$494,000

PROPERTY DESCRIPTION

The property holdings include the assembly of two major groups of former silver producing properties:

- (a) The Peterson Lake and Nova Scotia property group.
- (b) The King Edward group of properties.

These two groups are contiguous to each other and are located approximately 1/2 mile south east of the town of COBALT in lots 2, 3, 4, 5, and 6 in concessions VI and VII of the township of Coleman.

The total property holdings embrace approximately 468.4 acres and are surrounded by other former major silver producing mines.

The following are the more specific descriptions of the holdings:

(a) PETERSON LAKE AND NOVA SCOTIA GROUP: (257.5 acres) five parcels.

This group covers the Peterson Lake Mine lying below the waters of Cart and Peterson Lake together with the Nova Scotia Mining Claim.

- Parcel 15217 SST - being the land covered by water and islands of Peterson and Cart Lakes, also designated as Mining Location SV 476, containing approximately 195 acres.
- Parcel 15216 SST - being a strip of land 33 feet wide adjacent to the water's edge of Peterson and Cart Lakes, containing approximately 18.5 acres.
- Parcel 2714 NND - being the SW part of the N half of lot 3, Con. V, known locally as the Nova Scotia, containing approximately 29 acres.
- Parcel 5301 SST - a roughly triangular tract lying between Peterson Lake on the west and the western boundary of the Nova Scotia, together with the southern extension of that boundary to the east, containing approximately 13.5 acres.
- Parcel 5334 SST - being a strip of land 33 feet wide providing contiguity between Parcel 15216 SST to the northwest and Parcel 5301 SST to the southeast, containing approximately 1.5 acres.

The properties are almost completely surrounded by Claims RL 404, 405, 406, 407, and 408 presently owned by Agnico-Eagle Mines Limited. These properties were formerly owned by Nipissing Mines Limited, one of the most productive silver mines in the Cobalt area.

(b) King Edward Group (210.9 acres) five parcels
This group includes the former silver producing mines; the Silver Cliff, Victoria, King Edward and Watts.

<u>Parcel Number</u>	<u>ClaimNo</u>	<u>Acreage</u>
4199 NND	Pt. Bro. Lot 3 con. 6 Webb claim	28.00
8593	NW Pt. Lot 2 con. 5 King Edward	40.00
	NE Pt. Lot 3 con. 5 and	40.00
	NW Pt. Lot 3 con. 5 Victoria Groups	29.00
1878 NND	Pt. of Lot 3 con. 6 Silver Cliff	22.00
5004 NND	Claim Lot 3 con. 6 Group C.R.I.	11.90

Mining Lease

100694 T.45331 SE part of N Pt. of broken
Lot 3 - in Con. V,
Mining rights only
21 years from July 1, 1965

40.00
210.90

210.90

4

This group is bounded by other silver producers namely on the north by the Colonial and Violet Mines, on the east by the Cross Lake O'Brien Mines (Deer Horn) and on the south by the Campell Crawford and Farah properties.

Both of these property groups are well serviced by good township roads. The Ontario Hydro 12,000 volt electric and hydraulic compressed air service lines, traverse portions of the properties.

There are no serviceable structures or buildings remaining on the property groups.

HISTORY

(a) Peterson Lake Group

About 1906, the mining rights, under navigable waters, were thrown open to development in Ontario. Peterson Lake Silver and Cobalt Mines Limited, acquired the ground under Cart and Peterson Lake. Peterson leased out this ground in several small packages to a myriad of different operators. These lessees sank shafts at the former high water mark and carried out much uncoordinated lateral work, all with some degree of success and silver production.

From 1912 to 1917, the Peterson Lake Company operated combined leases under the west part of Peterson Lake and the Gould and Seneca Superior operated the leases under Cart Lake.

From 1923 to 1925 - Mining Corporation operated the whole property in a small way.

The Nova Scotia claim was operated from 1906 to 1912. Intermittent leasing was carried out from 1920 to 1954.

Up to the end of 1930, the Peterson Lake and Nova Scotia properties produced a total of about 7.5 million ounces of silver.

In 1935, these two properties were acquired by Trinova Cobalt and Silver Mines Limited and the workings under Cart Lake were leased to Car Pete Lease in 1952. The Cart Lake workings were dewatered and examined without much success.

In 1962, Silvertown Mines Limited leased the properties from Trinova and carried out exploration and obtained some silver production. In 1969, this operation was suspended. This last work was confined to the west arm of Peterson Lake.

(b) King Edward Group

Silver was discovered on these claims in 1905 and they were intensively developed from 1907 to 1910 by numerous shallow shafts, adits and stopes within 150 feet of surface. Small mills or concentrators operated on the Silver Cliff and King Edward properties. From this work and some subsequent small leases 1,205,056 ounces of silver were recovered. This work was all done at the upper diabase contact and the silver occurred mostly in diabase.

In 1916, National Mines deepened a winze to 860 feet below the 140 foot adit level of the King Edward. Lateral exploration

was carried out on the 840 foot level, close to the lower diabase contact but this work was apparently unsuccessful.

In 1961, Rix Athabasca Uranium Mines optioned the King Edward Group. They were successful in locating a silver zone about 1,100 feet south west of the winze (shaft).

Rix deepened the winze an additional 250 feet to the 1,090 foot level, drove a crosscut west to the silver zone and developed it.

In 1964 Rix reported recovery of 686,580 ounces of silver for a gross value of \$868,456 (\$1.27 per ounce). This silver occurrence, so far developed, was all in Keewatin rocks, just below the lower diabase contact.

In January 1965, Rix dropped the option and removed all their equipment.

King Edward group is presently owned by Langis Silver and Cobalt Mines Limited and is under lease to Armex Limited.

Recorded Production Summary - King Edward Group -	1,891,636 oz of silver
Peterson Lake Group-	7,500,000 oz of silver
	<hr/>
Total recorded production - - - - -	9,391,636 oz of silver

REGIONAL GEOLOGY

The cobalt-silver area is underlain by late Precambrian Huronian (Cobalt Series Sediments). These sediments, gently dipping to nearly horizontal, (conglomerates, arkose, greywacke and quartzites) rest upon older rocks consisting of Temiskaming sediments, Algoman or Laurentian granite and gneiss, and Keewatin lavas and tuffs. These are all cut by a quartz diabase dike of Keweenawan age, called Nipissing diabase. The Nipissing diabase is the youngest Precambrian rock of the region with the exception of some post-Keweenawan olivine and quartz diabase dikes.

All the silver-cobalt occurrences in the Temiskaming area, whether economic or otherwise, show a genetic connection either directly or indirectly with Nipissing diabase, even when, as has frequently been the case, this formation is not the host rock of the deposits. Ore occurrences are definitely related to contacts between the diabase and intruded rocks. A second feature of the utmost importance is the pre-existing faults which limit or control ore deposition. Commercial deposits of cobalt and silver minerals are as a rule confined to a zone within 300 feet from the diabase contact and measured at right angles to it.

LOCAL GEOLOGY

The Peterson Lake Group properties are completely overlain

by the Nipissing diabase sill. It is with the lower contact of this sill, that the economics of this property must be considered.

Near the west boundary of the property, the lower contact occurs in contact with rocks of the cobalt series sediments, on surface. This contact continues down eastward at a dip of from 15 to 20 degrees. At a point, yet to be determined but at a point at least 1200 feet east of the west boundary, the cobalt series feathers out and the diabase comes in contact with the underlying Keewatin complex formation.

When the cobalt sediments are present as a lense between the diabase and the basement Keewatin rocks, most of the silver located, occurs in the cobalt sediments. Where the diabase and Keewatin rocks are in direct contact, the silver occurs in both the diabase and Keewatin rocks.

The basic unexplored portion of the properties, occurs under the east arm of Peterson Lake, the Nova Scotia and the King Edward properties down where the lower diabase contact occurs at an estimated depth of from 600 to 1150 feet below surface.

Small Keewatin remnants occur at the upper diabase contact on the Nova Scotia and King Edward properties.

In regard to the underlying Keewatin formation, it is worthy to note that steeply dipping cherty iron formation tuffs are often found to underly the silver bearing veins of the cobalt series and are often the host rocks in the Keewatin occurrences. These cherty formations have a general east-west strike when observed on the Nipissing claims on the west shore of Peterson Lake

Although the productive veins on the properties have both north south and east west strikes, especially in the Cobalt Series, the general trend of the silver zone is east west and raking down following the lower diabase contact.

UNDERGROUND WORKINGS

(a) Peterson Lake Group -

As previously mentioned, due to the original subdivision of the property, there are a great many shallow shafts, stopes and lateral workings scattered over the west part of the property but which are of no great importance in this appraisal. The main workings to be considered are those extending from No. 2 shaft Peterson Lake,

No. 2 shaft is situated on the middle of the west shore of Peterson Lake. This shaft and winze extends down to the 300' level. From the 200' level an incline (decline) shaft extends down to the 330' level horizon.

The deepening of this decline was the last work carried out by Silvertown Mines in 1969 and although this was a reasonable planned approach, the last part of the decline (22°) reportedly dug deeply into the underlying Keewatin and there were no further funds available to continue.

(b) King Edward Group -

The main adit on the King Edward group, was driven into the cliff face about 140 feet below the top of the hill.

There are many small shafts, stopes and other workings above this adit level but they have been repeatedly explored and are of no immediate relevance to this report.

From the main adit #1 winze (Main shaft), extends down 1100 feet with main levels at 840' and 1090 foot horizons below the adit. Crosscuts each of about 1100 feet, extend south east to the "Rix" vein system, on both levels. The Rix vein system has been developed by a series of interconnecting raises and stopes.

EXPLORATION POTENTIAL -

Generally speaking, all of the potential silver bearing zones under Cart Lake and two thirds of the zone lying under the west arm or lobe of Peterson Lake, have been explored and developed as have the upper contact zones of the Nova Scotia and King Edward properties.

There is unquestionably some low grade, wall rock silver that could be mined at present silver prices but for the most part, the rich heart of these zones has been removed.

There still remains a large unexplored potential for the occurrence of silver and cobalt at the lower diabase contact starting at a point adjacent to the east shore of the west lobe of Peterson Lake and extending east under the whole east lobe of Peterson Lake, the Nova Scotia Claim and the King Edward Group of Claims.

The locus of this potential zone varies from 350 feet below surface in the west to about 1200 feet below surface on the King Edward Claim.

ECONOMICS -

There are basically three general approaches to the exploration of this potential ground.

1.(a) Diamond drill exploration from surface -this initial approach is limited to a band east-west of about 1,000 feet and could be explored down to a depth of about 600 feet below surface. Permission to use or lease claim RL 405 would be necessary, otherwise this drilling would have to be done from lake ice.

(b) Reequip No. 2 shaft and Decline Winze Deepen the decline and carry out lateral exploration as the decline progresses. This approach would keep the bulk of the exploration in the potential silver horizon. It would also entail permission to

cross that portion of RL 405 between the two lobes of Peterson Lake.

2. Access from Adjacent Properties -

(a) 407 shaft (Agnico Mines) -this shaft lies just south of Peterson Lake and its working extend down to the 440 foot level horizons. Exploration from these workings could cover a fair portion of the potential ground above the 400 foot horizon. Any further work down the contact would entail a decline or winze. There are a few buildings on the property but the headframe would have to be reconstructed and the plant reequipped. Pumping should be modest.

(b) Colonial shaft (Agnico Mines) -this shaft lies about 3,000 feet north of the Nova Scotia workings. It has a major level at the 930 foot horizon which extends south for about 1,800 feet. This shaft and headframe are in fair shape and could be repaired. Dewatering would be a major project as it is fracture connected with the adjacent O'Brien workings.

3. King Edward shaft -this shaft lies about 2,000 feet north-east of the Nova Scotia workings and its main bottom level lies about 1,200 feet below surface. This shaft, an internal winze from an adit, has been dismantled but could be rehabilitated and equipped. No buildings or structures remain.

A crosscut of 1,200 feet would bring it under the Nova Scotia workings and generally remain in the potential ore horizon.

EXPLORATION COSTS (Cobalt Area)

Exploration costs vary widely according to what portion of overhead costs must be charged directly to the operation, hoisting decking supervision, engineering, rent, etc. The following are basic estimated costs for single heading operators.

Cross cutting and drifting	\$100 to \$160 per foot
Decline (15°)	\$250 to \$300 per foot
Diamond drilling (surface)	\$ 12 to \$ 16 per foot
Diamond drilling (underground)	\$ 6 to \$ 10 per foot
Stoping costs (200 tons per day)	\$ 26 to \$ 40 per ton
Milling costs (200 tons per day)	\$ 8 to \$ 10 per ton
Refining and marketing	\$2.10 per contained ounce of silver.

PROJECT COST ESTIMATES

1.(a) Diamond Drill Exploration from surface -

In order to explore that portion of the holdings, just east of the present workings, from surface, at least four holes each about 900 feet in length, would be the minimum necessary

Cost Estimate of this program 3600' at \$13.50 - - - \$48,600

(b) Equip Peterson #2 shaft and Decline -

Headframe and surface plant - - - - - \$70,000

Dewatering and rehabilitation - - - - - 30,000

Decline deepening 1000' at \$250 - - - - 250,000

Total Estimate for this approach \$430,600

2. Adjacent Workings
(a) 407 shaft

Cost estimates are bare costs and no provision is made for shaft rental, etc.

Headframe and surface plant - - - -	\$ 70,000
Dewatering and rehabilitation - - -	20,000
Crosscutting 500' at \$130 - - - - -	65,000
Diamond drilling 4000' at \$8 - - - -	32,000
Decline deepening 1000' at \$250 - - -	<u>250,000</u>

Total estimate for 407 approach - - - - - \$437,000

(b) Colonial Shaft

Cost estimates are bare costs and no provision is made for shaft rental or excessive pumping, etc.

Headframe and surface plant - - - -	\$ 90,000
Dewatering and rehabilitation - - - -	60,000
Crosscutting 1200' at \$130 - - - - -	136,000
Underground diamond drilling 4000' at \$9 - - - - -	<u>36,000</u>

Total minimum estimate for Colonial approach - - \$322,000

3. King Edward Shaft

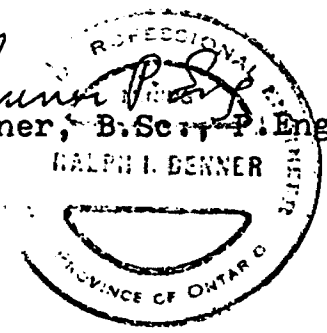
Estimates are bare costs and may vary with new requirements under the Ministries of Labour and Environment.

Headframe and surface plant - - - -	\$130,000
Dewatering and rehabilitation - - -	40,000
Underground diamond drilling 3600' at \$9 - - - - -	<u>32,400</u>

Total initial cost of King Edward approach - - \$202,000

COBALT, Ontario
8 February, 1980

Ralph I. Benner
Ralph I. Benner, B.Sc., P.Eng.,
Geologist.



ACKNOWLEDGEMENTS

The author gratefully acknowledges information derived from the following sources:

1. Ontario Department of Mines Reports in particular those by:
Cyril W. Knight (1922)
Robert Thomson (1961)
2. Maps, plans, stope sections prepared by Silvertown Mines Ltd. and Rix Athabasca Uranium Mines Limited.
3. Report by E. E. Campbell MSc (1963)
4. Report by J.E. Armstrong B.Sc P.Eng (1979)

ENGINEERS QUALIFICATIONS

I, RALPH I. BENNER, do hereby certify that:

1. I am an independent geologist with offices at Cobalt, Ontario, and Etobicoke, Ontario.

2. I am a graduate of the Haileybury School of Mines and have obtained a Bachelor of Science degree in geology, from Queen's University, Kingston, Ontario.

3. I am a member in good standing of the Association of Professional Engineers of the Province of Ontario.

4. I have had many years working experience as an independent geologist in the Cobalt silver area.

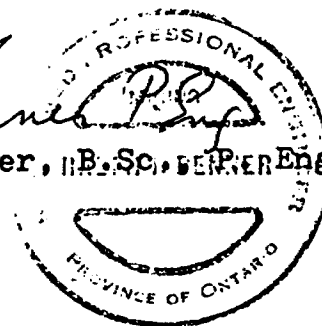
5. I have personally visited the property on a number of occasions.

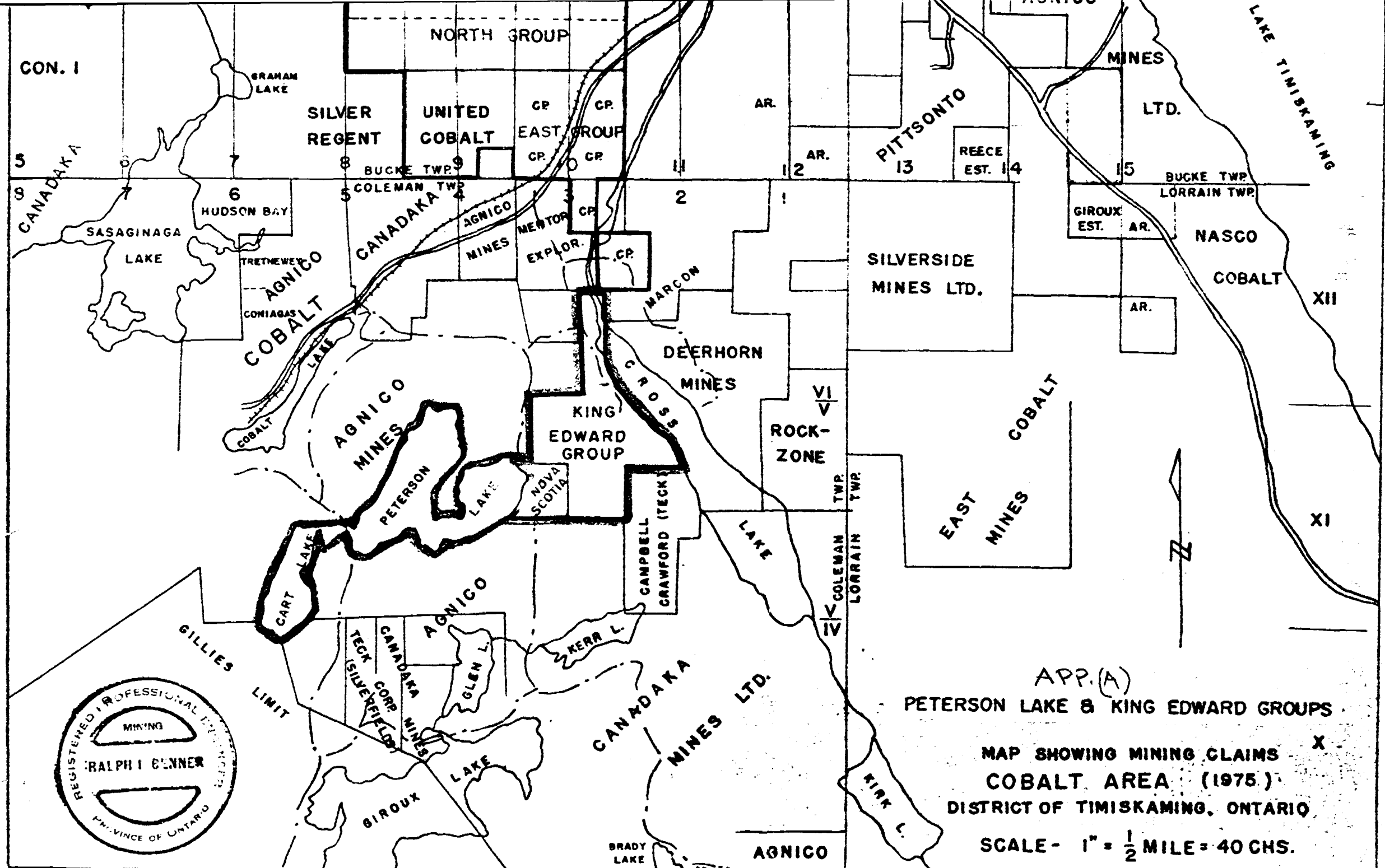
6. I have no interest nor do I expect to receive any interest, in the properties or securities of this Company or allied Companies.

7. Sources of information are disclosed in the Introduction to this report.

COBALT, Ontario
8 February, 1980

Ralph I. Benner P. Eng.
Ralph I. Benner, B.Sc., P. Eng.,
Geologist.



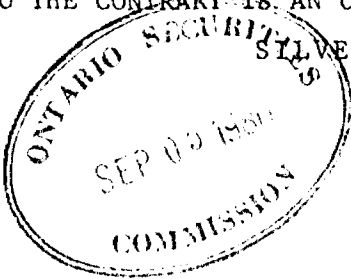


CON. I

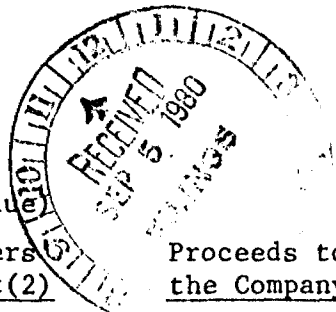


APP. (A)
 PETERSON LAKE & KING EDWARD GROUPS
 X
 MAP SHOWING MINING CLAIMS
 COBALT AREA (1975)
 DISTRICT OF TIMISKAMING, ONTARIO
 SCALE - 1" = 1/2 MILE = 40 CHS.

NO SECURITIES COMMISSION OR SIMILAR AUTHORITY
UPON THE MERITS OF THE SECURITIES OFFERED
TO THE CONTRARY IS AN OFFENCE.



SILVER CENTURY EXPL
Suite 4
27 Queen Street East
Toronto - Ontario
M5C 2M6
(An Exploration Company)



P R O S P E C T U S

NEW ISSUE: 400,000 common shares (without par value)

	Price to Public	Underwriters Discount (2)	Proceeds to the Company (1)
Per Share	\$1.00	50c	50c
Total	\$400,000	\$200,000	\$200,000

(1) Before deducting the expenses of this issue estimated not to exceed \$20,000. To the extent that the secondary shares are sold, the selling shareholder will pay its pro rata share of the costs of issue estimated at approximately \$5,714.

(2) In addition to the Underwriter's discount referred to above, the Company has agreed to allot and issue to the Underwriter without further payment 60,000 shares as a bonus.

PLAN OF DISTRIBUTION

E.A. Manning Limited (the "Underwriter") acting as principal will offer the underwritten shares over-the-counter in the Province of Ontario at the price set forth above. Sales of the underwritten shares may also be made through other registered dealers acting as principals or agents.

PURPOSE OF OFFERING

The purpose of this offering is to provide funds to carry out exploration work on the Company's properties and to secure funds for working capital purposes, all as referred to under the caption "Use of Proceeds" herein. The net amount received by the Company will not be less than 30% of the gross proceeds of the new and secondary offering.

SECONDARY OFFERING: 160,000 shares

Shares comprising the secondary offering will be offered by the Underwriter at prices arbitrarily fixed by the Underwriter and it is planned that such shares will initially be offered for sale in the \$1.00 to \$1.50 price range. THE INCREASED OFFERING PRICE FOR THE SECONDARY SHARES WILL BE DETERMINED BY THE UNDERWRITER AND THERE IS PRESENTLY NO JUSTIFICATION FOR OFFERING THE SECONDARY SHARES AT A PRICE HIGHER THAN THE UNDERWRITTEN PRICE. None of the secondary shares will be offered for sale by the Underwriter until all of the shares underwritten have been taken down, paid for and sold. The proceeds from the sale of these shares will not accrue to the Company.

The following table sets forth the distribution of proceeds of the secondary offering assuming an average selling price of \$1.25 per share.

	<u>Proceeds</u>	<u>Percent of Total</u>
Received by the Underwriter	\$200,000	100%

Of the \$200,000 received by the Underwriter, \$25,000 will be paid to each of Tower Financial Corporation and Armex Limited. Reference is made to the caption "Secondary Offering" for further particulars.

THESE ARE SPECULATIVE SECURITIES, THERE IS NO MARKET FOR THE SHARES OFFERED HEREBY AND PURCHASERS MAY NOT BE ABLE TO RESELL THEM. Reference is made to the caption "Risk Factors".

E.A. MANNING LIMITED
Suite 300
34 Adelaide Street West
Toronto, Ontario M5H 1L6

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SILVER CENTURY EXPLORATIONS LTD.

PROSPECTUS SUMMARY

Property Interest

By an agreement dated March 10, 1980, as amended July 11, 1980, the Company acquired by assignment from Armex Limited ("Armex") all of the right, title, interest and obligations of Armex in a mining lease covering 4 parcels of land, and one provincial mining lease situate in the Township of Coleman, District of Temiskaming, immediately adjacent to the properties leased from Tower Financial Corporation. As consideration for the assignment, the Company has agreed to issue 100,000 common shares for a consideration of \$25,000 to be paid by Armex within 10 days from the date of acceptance by the Ontario Securities Commission of this prospectus. The mining lease is for a period of 10 years ending December 28, 1989, with the right of renewal for a further 10 years and may be terminated upon 60 days' notice.

The mining lease covering the 4 parcels of land terminates if the Company fails to make expenditures on the mining properties for mining and exploration work in the amount of \$25,000 by December 28, 1980, a further \$100,000 by December 28, 1981 and a further \$100,000 by December 28, 1982, for a total of \$225,000 in expenditures. Any excess expenditures in one year may be applied against work requirements of subsequent years. The lease is subject to royalties totaling 10% of net smelter returns on all ores, minerals and metals recovered from the mining lands. These royalties are payable as to 2-1/2% to Armex, 2-1/2% to Tower Financial Corporation and 5% to the Lessor. The lease also provides for the Company to pay the Lessor \$2,000 per year commencing January 1, 1981, as a minimum annual royalty.

The Company's promoter, Tower Financial Corporation ("Tower") granted to the Company a mining lease dated March 7, 1980, as amended July 11, 1980, covering 5 parcels of mining lands in the Township of Coleman, District of Temiskaming, Ontario. The lease is for a period of 10 years with a right of renewal for a further 10 years and may be terminated by the Company on 60 days' notice. As consideration for the lease, the Company agreed to issue to Tower, 450,000 common shares. The first 50,000 shares will be issued for a consideration of \$25,000 to be paid by Tower within 10 days from the date of acceptance of this prospectus by the Ontario Securities Commission. The remaining 400,000 shares will be issued in 4 equal 100,000 share instalments over a period of 4 years to maintain the Company's interest in the mining claims. The number of shares which may be issued pursuant to the lease agreement may not exceed 25% of the number of common shares of the Company then outstanding. Termination of the lease agreement also terminates any obligation of the Company to continue issuing shares to Tower as provided above. The mining lands under lease are subject to royalties totaling 10% ((5% to Tower) of net smelter returns on all ores, minerals and metals recovered.

The Company has received a report recommending a program of surface and underground diamond drilling and other surface and underground exploration and development work estimated to cost \$251,000 as the first phase thereof. Depending upon the results achieved a second phase program of underground work consisting of cross cutting, drifting and diamond drilling estimated to cost \$243,000 has been recommended. The Company has been assured that sufficient additional funds will be provided through a second underwriting of treasury shares if the second phase program is warranted.

Financing Arrangements

The Company entered into an underwriting agreement with an Underwriter pursuant to which the Underwriter has agreed to purchase 400,000 treasury shares at the price of 50¢ per share so as to provide the Company with net proceeds of \$200,000. The proceeds from the issue after payment of the expenses thereof and after allowing for projected administrative expenses during the first year will, when added to \$100,000 of other funds to be provided to the Company, be sufficient to enable the Company to carry out the first phase of the exploration and development program on the Company's properties situate in Coleman Township, Ontario.

The expenses of this offering are estimated not to exceed \$20,000 of which the Company will recover approximately \$5,714 from the selling shareholder if all of the secondary shares referred to below are sold. The projected administrative expenses of the Company during the first year are estimated at \$22,000. The first phase of the exploration program is expected to be completed in less than one year.

There is a secondary offering of 160,000 treasury shares of the Company which will take place in the range of \$1.00 to \$1.50 per share. None of the proceeds from the sale of the secondary offering will accrue to the treasury of the Company. None of the secondary shares will be offered for sale until all of the underwritten shares have been taken down, paid for and sold by the Underwriter.

Risk Factors

The Company's properties at Cobalt, Ontario do not contain a known body of commercial ore and the funds to be received by the Company from the sale of common shares will be used to explore the properties. If the recommended program is successful, additional funds will be required in excess of those to be provided by the present offering for further exploration work to prove an economic ore body and to bring such ore body to production. The only source of future funds presently available to the Company is through the sale of equity capital. Profit on any investment in the Company's shares will be dependent upon the success experienced in the exploration program and accordingly any investment in the shares of the Company must be considered as an investment involving risk and a speculation.

There is no market for shares of the Company and purchasers may not be able to resell them. The Underwriter is not

obligated to buy back shares except to the extent that it may have over sold the offering and the buy back price may be significantly lower than the original selling price.

Purchasers of any of the underwritten shares will suffer an immediate dilution of 57.7¢ per share and shareholders purchasing secondary shares, a dilution exceeding 57.7¢ per share by the amount by which the price paid for such shares exceeds the sum of \$1.00 per share. Reference is made to the caption "Risk Factors" in the prospectus on page 26.



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SILVER CENTURY EXPLORATIONS LTD.

HISTORY AND BUSINESS

Silver Century Explorations Ltd. (the "Company") was incorporated as Cosilco Explorations Ltd. under The Business Corporations Act (Ontario) by articles of incorporation effective March 7, 1980. The Company's objects are to engage in the acquisition, exploration, development and operation of mines, mineral lands and deposits. Articles of amendment effective March 14, 1980 have been issued to the Company changing the name of the Company to its present name. Articles of amendment effective August , 1980 were issued to the Company amending the provisions attaching to the special shares of the Company. The head office of the Company is located at Suite 402, 27 Queen Street East, Toronto, Ontario where the records of the Company are kept. None of the mining claims in which the Company has an interest contains a known body of commercial ore and any exploration programs thereon are exploratory searches therefor.

KING EDWARD MINING CLAIMS

Acquisition

Armex Limited, P. O. Box 197, Cobalt, Ontario, P0J 1C0 entered into a lease agreement made the 28th day of December, 1979 with Langis Silver & Cobalt Mining Company Limited ("Langis"), Suite 1402, 390 Bay Street, Toronto, Ontario, M5H 2Y2 pursuant to which Langis granted to Armex a lease for a period of 10 years from December 28, 1979 of certain patented mining claims and a provincial mining lease covering approximately 211 acres located in Coleman Township, Province of Ontario. The mining properties which are the subject of the lease agreement are hereinafter referred to as the "King Edward Claims" and are more particularly described as follows:

<u>Parcel Number</u>	<u>Description</u>	<u>Acreage</u>
4199 NND	Pt. Bro. Ltd. 3 con. 6 Webb claim	28.00
8593	NW Pt. Lot 2 con. 5 King Edward	40.00
	NE Pt. Lot 3 con. 5 and	40.00
	NW Pt. Lot 3 con. 5 Victoria Groups	29.00
1878 NND	Pt. of Lot 3 con. 6 Silver Cliff	22.00
5004 NND	Claim Lot 3 con. 6 Group	11.90
	C. R. 1	

Mining Lease

100694	SE part of N Pt. of broken Lot 3 - in Con. V, Mining rights only 21 years from July 1, 1965	40.00
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The mining lease grants to Armex the full and exclusive liberty, power and authority during the term thereof to prospect, explore for, develop, work, mine and take and carry away all or any portion of any ores, minerals and metals located on the King Edward Claims and to erect, install and bring upon the claims any mining plant, buildings, machinery, tools, equipment or supplies as shall from time to time be necessary or desirable for the more effective working thereof or for the procuring and preparing for use or sale of such ores, minerals or metals.

The mining lease provides for the payment to Langis of a royalty calculated on the basis of net smelter returns during any 12-month period running from January 1 to December 31 and commencing January 1, 1980 on all ores, minerals and metals recovered and sold from the King Edward Claims. The royalty is to be calculated on the basis of 5% of the net smelter returns on all ore, minerals and metals recovered from the King Edward Claims and also 1% of the net smelter returns on all ore, minerals and metals recovered from surrounding properties which are raised to the surface through the workings existing or proposed on the King Edward Claims.

For the purpose of the lease agreement, the term "net smelter returns" means the amount paid by the smelter or other purchaser for ores, minerals or metals after deducting all the charges made at or by the smelter or refinery for smelting, treating, refining and freight costs of the said ores, minerals or metals, it being understood that milling costs and sampling charges are not to be deducted in such computation.

The lease agreement provides for payment to Langis of \$2,000 on signing of the agreement as a minimum royalty for the period from the first day of January, 1980 to the 31st day of December, 1980 and Armex is required to pay a minimum royalty of \$2,000 in advance of the first day of January, 1981 and on the first day of January in subsequent years, each advance payment to be deducted from the amount due to Langis in each year in respect of net smelter returns. Should Armex fail to make any payment when due, then Langis may give Armex written notice of such default and if such default is not cured within 30 days after the giving of such notice, the lease is thereupon forfeited and terminated and Armex has agreed to surrender to Langis quiet and peaceable possession of the King Edward Claims. The lease may be terminated by Armex on 60 days notice.

The lease agreement provides for the carrying out by Armex of mining and exploration work on the King Edward Claims during the first year to the extent of \$25,000, during the second year to the extent of \$100,000 and during the third year to the extent of a further \$100,000, it being agreed that if more than the said amounts are expended in any of the three yearly periods then the excess over the minimum required to be expended shall

form a credit on account of mining and exploration work required to be carried out in any subsequent years. Failure to carry out the minimum mining and exploration work on the King Edward Claims as provided above will result in the termination of the mining lease.

The mining lease also contains a provision that permits Armex to request in writing a renewal of the lease at any time or times up to or on the 28th day of December, 1989 and that such renewal will be granted for a further period of 10 years under the same terms and conditions save for the provision for further renewal. Such renewal is also conditional upon Armex having complied with all of the provisions of the mining lease and the King Edward Claims being then under active exploration or development by Armex.

The mining lease also contains many miscellaneous provisions common to agreements of this type dealing with such matters as the conduct of mining operations, underground workings, rights of access, the maintenance of books of account, the removal of liens and encumbrances, environmental matters, the disclosure of information, the giving of notice and force majeure.

The lease agreement provides that Armex has the right to assign the lease without the consent of Langis. Should Armex fail to keep or perform any of the covenants, conditions or agreements on its part required to be kept or performed on a date 30 days after written notice of such default has been given by Langis to Armex by prepaid registered post, such failure shall act as a forfeiture and termination of the mining lease and Armex has agreed to surrender to Langis quiet and peaceable possession of the King Edward Claims. During the period of the mining lease, Armex has also agreed to indemnify and save harmless Langis from any claim arising either directly or indirectly in respect of any matter or thing in consequence of or in connection with Armex's occupation or use of the King Edward Claims or out of any operations in connection therewith.

On termination of the mining lease by effluxion of time or otherwise, Armex retains no interest in any building erected on the King Edward Claims or in any rails or pipes together with the fittings connected therewith installed underground which become the absolute property of Langis and which may not be torn down or removed without the written consent of Langis. Provided that all plant fixtures (save as aforesaid), machinery, equipment, supplies and tools then located on, in or under the King Edward Claims shall remain the property of Armex but Armex shall not remove any part whatever thereof for a period of 60 days after such termination except with the written permission of Langis and Langis has the right to purchase the whole or any part thereof within such 60-day period at the cost price to Armex thereof, Armex having the right to remove any of the same which shall not have been purchased by Langis for a period of 90 days thereafter. Any of the said plant fixtures, machinery, equipment, supplies and tools not

removed in the 90 days as aforesaid become the absolute property of Langis.

If at any time during the term of the lease or renewal thereof Langis receives a bona fide offer to purchase the King Edward Claims or any part thereof or the benefits of any part thereof under the mining lease, the premises remain subject to the lease after the sale. Armex also has the absolute right exercisable within 15 days after receipt of a copy of any offer which Langis is prepared to accept to require Langis to enter into a complete agreement of purchase and sale on equivalent terms and conditions with Armex in lieu of any such offer. Provided that the mining lease continues in full force and effect if the King Edward Claims are sold to a third party because Armex did not exercise its aforementioned right of first refusal.

In entering into the mining lease, Armex and Langis were acting at arm's length. So far as the Company is aware, no person or company has received or is entitled to receive any part of the consideration payable to Langis pursuant to the mining lease and the only person or company having a greater than 5% interest in Langis is Dickenson Mines Limited, Suite 1402, 390 Bay Street Toronto. Ontario.

PETERSON LAKE AND NOVA SCOTIA CLAIMS

Acquisition

Trinova Resource Explorations Ltd. ("Trinova"), Suite 402, 27 Queen Street East, Toronto, Ontario, executed a transfer dated the 3rd day of December, 1979 whereunder Trinova transferred to Tower Financial Corporation Limited, ("Tower"), Suite 1505, 67 Yonge Street, Toronto, Ontario Trinova's interest in 5 patented mining claims covering an area of approximately 257.5 acres situate in Coleman Township, Ontario adjacent and contiguous to the King Edward mining claims. The said mining claims which are hereinafter referred to as the "Peterson Lake Claims" are recorded in the Office of the Local Master of Titles for the Land Titles Division of Temiskaming as parcels 5301, 5334, 15216 and 15217 in the Register for South Section Temiskaming and as parcel 2714 in the Register for Nipissing North Division. The mining claims are more particularly described as follows:

- Parcel 15217 SST - being the land covered by water and islands of Peterson and Cart Lakes, also designated as Mining Location SV 476, containing approximately 195 acres
- Parcel 15216 SST - being a strip of land 33 feet wide adjacent to the water's edge of Peterson and Cart Lakes containing approximately 18.5 acres

Parcel 2714 NND - being the SW part of the N half of lot 3, Con. V, known locally as the Nova Scotia, containing approximately 29 acres

Parcel 5301 SST - a roughly triangular tract lying between Peterson Lake on the west and the western boundary of the Nova Scotia, together with the southern extension of that boundary to the east, containing approximately 13.5 acres

Parcel 5334 SST - being a strip of land 33 feet wide providing contiguity between Parcel 15216 SST to the northwest and Parcel 5301 SST to the southeast, containing approximately 1.5 acres

The transfer from Trinova is subject to the reservation in favour of Trinova of a royalty equal to 1% of the net smelter returns. The term "net smelter returns" means the actual amount of payments received by Tower from any independent custom smelter, mill, mint or other purchaser of ores, concentrates or minerals (the "products") mined and extracted from the mining claims and delivered for treatment and/or sale after deducting all charges and penalties for treatment and refining done by such custom smelter, mill, mint or other purchaser and in calculating net smelter returns there shall also be deducted therefrom transportation costs for the products from the mining claims to the independent custom smelter, mill, mint or other purchaser and all sampling and assaying charges made or levied in connection with the sampling and assaying carried out after the products have left the mining claims, marketing costs, insurance premiums for insurance for such products and any export and import taxes on such products if such charges or costs are payable out of the proceeds received or shown as deductions therefrom. Payment of such royalty is to be made in Canadian funds on the 30th day following receipt by Tower of financial settlement or advances from a smelter, mill, mint or other purchaser of the products.

Parcel 15217 SST was subject to a lien in the amount of \$7,550 and Parcel 2714 NND, to a lien in the amount of \$5,200, both with interest at 6% per annum in favour of the Deputy Minister of Natural Resources for the Province of Ontario, such liens arising as the result of expenditures incurred by the Department of Natural Resources in connection with fencing existing workings on the said parcels. As consideration for the transfer of the mining claims, Tower agreed with Trinova to indemnify and save harmless Trinova of and from any and all manner of claims, damages, loss, costs and charges whatsoever as the result of such liens being imposed on the Peterson Lake Claims prior to their transfer to Tower. Tower subsequently, in February and June, 1980 paid approximately \$15,250 representing the principal amount owing on the liens plus accrued interest thereon. The liens have now been discharged.

In entering into the transfer agreement, Trinova and Tower were dealing at arm's length. So far as the Company is aware, the only person or company having a greater than 5% interest either directly or indirectly in the shares of Trinova is Rich Point Mines Limited, Suite 402, 27 Queen Street East, Toronto Ontario. Rich Point is a public company and the only person or company beneficially owning in excess of 5% of the issued shares of Rich Point is Cadre Corporation, Suite 403, 27 Queen Street East, Toronto, Ontario.

Joint Development Agreement

Tower Financial Corporation Limited ("Tower") referred to above under the caption "Peterson Lake and Nova Scotia Claims" and Armex Limited ("Armex") referred to above under the caption "King Edward Mining Claims" entered into an agreement made as of the 15th day of January, 1980 as amended July 11, 1980 for the joint development of the King Edward Claims and the Peterson Lake Claims. The said agreements are hereinafter collectively referred to as the "Joint Development Agreement". Pursuant to the said agreement, Tower agreed to cause a new company to be formed and incorporated ("Newco") for the purpose of making an offering of treasury shares of Newco to the public in Ontario so as to provide Newco with sufficient funds to enable it to carry out a meaningful program of exploration and development of the King Edward and Peterson Lake claims. Tower also agreed to endeavour to obtain an underwriting of sufficient treasury shares of Newco so as to provide it with a minimum of \$200,000 to be used in exploration and development work on the said claims.

Tower agreed that forthwith upon the incorporation of Newco that it would enter into a lease agreement with Newco essentially on the same terms and conditions as the lease agreement between Armex and Langis Silver & Cobalt Mining Company Limited relating to the King Edward Claims. Armex agreed that upon receipt from Tower of notice that Newco had been incorporated; that Tower had entered into a mining lease agreement with Newco relating to the Peterson Lake claims and that one or more registered dealers in Ontario had agreed to underwrite treasury shares of Newco so as to provide Newco with net proceeds after the sale of such shares of not less than \$200,000 to grant, transfer and assign to Newco its entire right, title and interest in the mining lease with Langis and the King Edward Claims. To implement the terms of the joint development agreement, the Company, referred to therein as "Newco" was incorporated and the agreements with the Company more particularly referred to hereunder under the

caption "Tower Lease Agreement" and "Armex Assignment Agreement" were entered into so as to provide the Company with an interest in both the King Edward Claims and the Peterson Lake claims. Set forth below under the said captions are particulars of the consideration to be paid by the Company to Tower and Armex for its interest in the Peterson Lake and King Edward claims respectively. Both of such agreements provide for the reservation to Tower and Armex of a royalty on account of net smelter returns.

So as to facilitate the more economic exploration and development of the Peterson Lake and King Edward claims and to avoid costly additional accounting procedures relating to the calculation and payment of royalties, Armex covenanted and agreed to grant, transfer and assign to Tower a royalty of 2½% of the net smelter returns on all ores, minerals and metals recovered and sold from the King Edward Claims and Tower agreed to grant, transfer and assign to Armex a royalty equal to 4% of the net smelter returns on all ores, minerals and metals recovered and sold from the Peterson Lake claims. Such royalties are to be calculated and payable in the manner provided in the lease agreement dated December 22, 1979 between Armex and Langis Silver & Cobalt Mining Company Limited.

So far as the Company is aware, the only person or company having an interest either directly or indirectly to the extent of 5% or more of the capital of Tower Financial Corporation Limited is Norman Bernard Sheriff 191 Old Forest Hill Road, Toronto, Ontario, who is the father of Ernest Sheriff, the secretary-treasurer and a director of the Company. Armex Limited is equally owned by Richard J.W. Armstrong, Box 92, Manotick, Ontario, the Estate of Peter F. Armstrong, 78 Cobalt Street, Cobalt, Ontario, and James E. Armstrong, 16 Ruby Street, Cobalt, Ontario.

Tower Lease Agreement

Tower Financial Corporation Limited ("Tower") entered into an agreement made as of the 7th day of March, 1980 as amended July 11, 1980 with the Company whereby Tower agreed to lease to the Company for a period of 10 years from March 7, 1980 its interest in the Peterson Lake claims together with all ores, minerals and metals in any form or substance to be found under the Peterson Lake Claims with full and exclusive liberty, power and authority during the term thereof to explore for, develop, work, mine and take and carry away any portion of such ores, minerals and metals, to dig, open and work any mines, shafts, drifts or underground workings and generally to erect, install, bring upon and from time to time remove from the demised premises any plant, buildings, fixtures, machinery, equipment, tools or supplies necessary or desirable for the more effective working thereof or for the procuring and preparing for use or sale of such ores, minerals or metals. The terms of the lease agreement are essentially the same as the terms of the lease agreement between Armex Limited and Langis Silver & Cobalt Mining Company Limited referred to above under the caption "King Edward Mining Claims".

As consideration for the lease agreement with Tower, the Company has agreed to pay to Tower a royalty equal to 9% of the net smelter returns on all ores, minerals and metals recovered from the Peterson Lake claims. The term "net smelter returns" has the same meaning as is contained in the mining lease with Langis referred to above. Payment of such royalty is to be made in Canadian funds on the 30th day following receipt by the Company of financial settlement or advances from the smelter, mill mint or other purchaser or the ores, concentrates and minerals mined and extracted from the Peterson Lake claims.

The lease agreement provides that the Company may deduct from any royalty payable to Tower the amount of any royalty required to be paid to any other person or company in respect of ores, minerals and metals taken from the Peterson Lake Claims and which are raised to the surface through the workings existing or proposed on premises owned by such other person or company.

Access to the Peterson Lake claims is proposed to be carried out by utilizing shafts and underground working existing on the King Edward Claims. Accordingly, the Company's interest in the Peterson Lake claims is subject to total royalties of 10% of the net smelter returns payable as follows:

<u>Name</u>	<u>Percentage</u>
Trinova Resource Explorations Ltd.	1
Langis Silver & Cobalt Mining Company Limited	1
Armex Limited	4
Tower Financial Corporation Limited	4

As further consideration for the mining lease with Tower and the interest in the Peterson Lake claims, the Company has agreed to pay to Tower an aggregate of 450,000 common shares of the Company's capital stock as follows: 50,000 shares within 10 business days from the effective date for which Tower will pay the Company the sum of \$25,000. The remaining 400,000 shares are option shares only and will not be issued to Tower unless the Company wishes to maintain the lease in good standing. In determining whether option shares should be issued the directors of the Company (Messrs. Norman B. Sheriff and James E. Armstrong refraining from voting as interested parties) will be guided by whether a programme on the mining claims is established to be worth continuing. Option shares may also be issued earlier than the date specified if the Ontario Securities Commission consents thereto on application by the Company. Such application will be made if the mining properties are placed in production before all the option shares are issued. Such shares, if issued, will be issued as follows:

- 100,000 common shares within 12 months from the effective date;
- 100,000 common shares within 24 months from the effective date;
- 100,000 common shares within 36 months from the effective date;
- 100,000 common shares within 48 months from the effective date.

For the purposes of the lease agreement, the "effective date" means the date that the Ontario Securities Commission issues a receipt for this prospectus of the Company.

All or any part of the 400,000 option shares may be issued at a date earlier than as herein specified provided that the Company has demonstrated to the Ontario Securities Commission that the value of the properties covered by the mining lease has been enhanced by the exploration and development work performed thereon and an engineer's report has recommended an ongoing program, the financing for which has been arranged.

The total number of common shares to be issued to Tower pursuant to the lease agreement shall not exceed 25% of all common shares of the Company issued and outstanding at the time of each payment and to the extent that any issuance of common shares would exceed 25% of all common shares of the Company issued and outstanding, then such issuance of common shares shall be made only to the extent that the number of shares issued does not exceed 25% of the Company's issued shares. Issuance of the balance of any shares to which Tower shall be entitled shall not be made until such time as the issuance of such shares is permitted according to the aforesaid 25% limitation.

In the event the Company fails to make any payment on account of net smelter return royalties or the issuance of shares to Tower when due, then Tower may give the Company written notice of such default and if the Company fails to cure such default within 30 days after the giving of such notice, the lease agreement thereupon terminates and is cancelled and the Company has agreed to surrender to Tower quiet and peaceable possession of the demised premises. Nothing contained in the lease agreement requires the Company to maintain same in good standing, and the Company may terminate the lease at any time by giving Tower 60 days prior written notice and at the expiration of the said 60 days the lease terminates. Until the expiry of the said 60 days, the Company has agreed to maintain pumping of any underground workings to whatever extent necessary to keep any water therein at the same level as it shall have been on the date upon which the said notice has been given to Tower. Termination of the lease agreement also terminates any obligation on the part of the Company to continue issuing any common shares of its capital stock to Tower as hereinbefore provided.

The lease agreement also provides that should the Company request in writing a renewal of the lease at any time or times up to or on the 6th day of March, 1990, then the same

will be granted for a further period of 10 years under the same terms and conditions as stated therein save the provision for further renewal shall be excluded from the renewal lease and provided that the demised premises are still under active exploration and development by the Company and that all provisions of the lease agreement have been complied with by the Company.

Armex Assignment Agreement

Armex Limited ("Armex") entered into an agreement made as of the 10th day of March, 1980 as amended July 11, 1980 with the Company whereby Armex granted, transferred and assigned to the Company its entire right, title, estate and interest in the mining lease made the 28th day of December, 1979 between Armex and Langis Silver & Cobalt Mining Company Limited hereinbefore referred to under the caption "King Edward Mining Claims". The assignment agreement provides for the Company to acquire Armex's entire right, title estate and interest therein and thereto and all benefit and advantage to be derived therefrom subject to the performance and observance by the Company of the covenants, conditions and stipulations contained in the lease agreement with Langis. As consideration for the grant, transfer and assignment, the Company has agreed to issue to Armex for the sum of \$25,000 to be paid by Armex to the Company, 100,000 common shares of its capital stock. Such shares are to be purchased within 10 business days from the effective date, being the date that the Ontario Securities Commission issues its receipt for this prospectus of the Company. As further consideration, the assignment agreement provides for the reservation to Armex of a royalty equal to 5% of the net smelter returns on all ores, minerals and metals recovered and sold from the King Edward Claims, such royalty to be calculated and payable in the manner more specifically described in the mining lease with Langis.

Accordingly, the Company's interest in the King Edward Claims is subject to total royalties equal to 10% of the net smelter returns payable as follows:

<u>Name</u>	<u>Percentage</u>
Langis Silver & Cobalt Mining Company Limited	5
Tower Financial Corporation Limited	2½
Armex Limited	2½

The assignment agreement also contains provisions permitting the Company to satisfy itself with respect to the title to the King Edward Claims and to terminate the agreement should such title not be satisfactory to the Company. The Company has also agreed to indemnify and save harmless Armex from any costs, claims, demands or actions arising from the assignment and to observe and perform all of Armex's covenants, conditions and obligations contained in the lease agreement with Langis.

Location and Access

The King Edward and Peterson Lake claims are contiguous to each other and are located approximately $\frac{1}{2}$ mile south-east of the Town of Cobalt in Lots 2, 3, 4, 5 and 6 in concessions VI and VII of the Township of Coleman. The total property holdings embrace approximately 468.4 acres and are surrounded by former major silver-producing mines. The Peterson Lake claims cover the Peterson Lake mine lying below the waters of Cart and Peterson Lake together with the Nova Scotia mining claim. The properties are almost completely surrounded by claims RL 404, 405, 406, 407 and 408 presently owned by Agnico-Eagle Mines Limited. These properties were formerly owned by Nipissing Mines Limited, one of the most productive silver mines in the Cobalt area. The King Edward Claims includes the former silver-producing mines; the Silver Cliff, Victoria, King Edward and Watts. This group is bounded by other silver producers, namely on the north by the Colonial and Violet mines, on the east by the Cross Lake O'Brien mines and on the south by the Campbell, Crawford and Farah properties. Both the King Edward claims and the Peterson Lake claims are well serviced by good township roads. The Ontario Hydro 12,000-volt electric and hydraulic compressed air service lines traverse portions of the properties. There are no serviceable structures or buildings remaining on the property groups.

HISTORY

Peterson Lake Claims

About 1906, the mining rights under navigable waters were thrown open to development in Ontario. Peterson Lake Silver & Cobalt Mines Limited acquired the ground under Cart and Peterson Lake. Peterson leased out this ground in several small packages to a myriad of different operators. These lessees sank shafts at the former high-water mark and carried out much uncoordinated lateral work, all with some degree of success and silver production.

From 1912 to 1917, the Peterson Lake Company operated combined leases under the west part of Peterson Lake and the Gould and Seneca Superior operated the leases under Cart Lake.

From 1923 to 1925, Mining Corporation operated the whole property in a small way. The Nova Scotia claim was operated from 1906 to 1912. Intermittent leasing was carried out from 1920 to 1954. Up to the end of 1930, the Peterson Lake and Nova Scotia properties produced a total of about 7.5 million ounces of silver. In 1935, these two properties were acquired by Trinova Cobalt Silver Mines Limited and the workings under Cart Lake were leased to Car Pete Lease in 1952. The Cart Lake workings were de-watered and examined without much success. In 1962, Silvertown Mines Limited leased the properties from Trinova and carried out exploration and obtained some silver production. In 1969, this operation was suspended. This last work was confirmed to the west arm of Peterson Lake. 27,000 pounds of cobalt were also reported as having been shipped by Silvertown mining interests. Although a considerable amount of drilling (42,000 feet) is reported as having been carried out on the Peterson Lake claims, there is no record of the logs or drill hole locations. It is believed that the drilling was confined to the immediate vicinity of the present underground workings.

King Edward Claims

Silver was discovered on these claims in 1905 and they were intensively developed from 1907 to 1910 by numerous shallow shafts, adits and stopes within 150 feet of surface. Small mills or concentrators operated on the Silvercliff and King Edward properties. From this work and some subsequent small leases, 1,205,056 ounces of silver were recovered. This work was all done at the upper diabase contact and the silver occurred mostly in diabase.

In 1916, National Mines deepened a winze to 860 feet below the 140 adit level of the King Edward. Lateral exploration was carried out on the 840 level close to the lower diabase contact but this work was apparently unsuccessful. In 1961, Rix Athabasca Uranium Mines Limited optioned the King Edward group. They carried out the only diamond drilling on the claims and were successful in locating a silver zone of about 1,100 feet southwest of the winze (shaft). Rix deepened the winze an additional 250 feet to the 1,090 foot level, drove a crosscut west to the silver zone and developed it. Drilling was carried out at regular intervals along the entire vein length at right angles to and for a distance of 250 feet on either side of the vein system. Logs of this drilling are not available. In 1964, Rix reported recovery of 686,580 ounces of silver for a gross value of \$868,456 with silver at \$1.27 per ounce. This silver occurrence so far developed was all in Keewatin rocks just below the lower diabase contact and trended northwest-southeast for a distance of 1200 feet. During the Rix Athabaska option, 3466 pounds of cobalt, 1310 pounds of nickel and 1816 pounds of copper were also produced from the King Edward claims. In January, 1965 Rix dropped the option and removed all their equipment. The King Edward group is presently owned by Langis Silver & Cobalt Mines Limited.

The total recorded production from the King Edward claims is 1,891,636 ounces of silver and from the Peterson Lake 7,500,000 ounces of silver for a total record production of 9,391,636 ounces of silver.

UNDERGROUND WORKINGS

Peterson Lake Group

Due to the original subdivision of the property, there are a great many shallow shafts, stopes and lateral workings scattered over the west part of the property but which are of no great importance at this time. The main workings to be considered are those extending from the No. 2 shaft at Peterson Lake. The No. 2 shaft is situated on the middle of the west shore of Peterson Lake. This shaft and winze extend down to the 300 foot level. From the 200 foot level, an incline (decline) shaft extends down to the 330 foot level horizon. The deepening of this decline was the last work carried out by Silvertown Mines in 1969, and although this was a reasonable planned approach, the last part of the decline (22°) reportedly dug deeply into the underlying Keewatin and there were no further funds available to continue.

King Edward Claims

The main adit on the King Edward group was driven into the cliff face about 140 feet below the top of the hill. There are many small shafts, stopes and other workings above this adit but they have been repeatedly explored and are of no immediate relevance. From the main adit, No. 1 winze (main shaft) extends down 1,100 feet with main levels at the 840 foot and 1,090 foot horizons below the adit. Crosscuts each of about 1,100 feet extend southwest to the "Rix" vein system on both levels. The Rix vein system has been developed by a series of inter-connecting raises and stopes.

GEOLOGIST'S REPORT

The following is management's summary of portions of the report of Mr. Ralph I. Benner, P. Eng., geologist, dated February 8, 1980, whose full report is available for inspection in the public files of the Ontario Securities Commission, 10 Wellesley Street East, Toronto, Ontario.

Exploration Potential

Generally speaking, all of the potential silver-bearing zones under Cart Lake and 2/3 of the zone lying under the west arm or lobe of Peterson Lake have been explored and developed, as have the upper contact zones of the Nova Scotia and King Edward properties. There is unquestionably low-grade wallrock silver that could be mined at present silver prices, but for the most part the rich heart of these zones has been removed. There still remains a large, unexplored potential for the occurrence of silver and cobalt at the lower diabase contact starting at a point adjacent to the east shore of the west lobe of Peterson Lake and extending east under the whole east lobe of Peterson Lake, the Nova Scotia and the King Edward group of claims. The locus of this potential zone varies from 350 feet below surface in the west to about 1,200 feet below surface on the King Edward claim.

It is concluded that:

- (a) the possibilities of locating new deposits of silver and cobalt on the properties are excellent along the full extent of the lower diabase contact;
- (b) a limited exploratory diamond drilling program from surface should be carried out near the west shore of the east lobe of Peterson Lake to establish the continuity east of the west Peterson Lake zone;
- (c) the logical and best approach to explore this recognized potential zone would be to rehabilitate the King Edward shaft down to the 1,090 foot level. From this level the intervening ground from the King Edward westward to the Peterson Lake property can be best explored;
- (d) virtually all of the more than 100,000,000 ounces of silver that has been produced from this area since 1945 has come from underground exploration from existing workings.

It is recommended that a program of exploration on the Peterson Lake and King Edward property groups be carried out in two phases.

PHASE 1

- (a) a limited program of diamond drilling from surface to try and locate the easterly extensions of the cobalt silver zones previously developed under the west lobe of Peterson Lake;

estimated cost: 3,600 feet @ \$13.50 \$ 48,600

- (b) rehabilitate and equip King Edward Shaft and exploration

headframe and surface plant	\$130,000	
dewatering and rehabilitation	40,000	
U.G. diamond drilling, 3,600 feet @ \$9	<u>32,400</u>	<u>202,400</u>

total estimated cost of Phase 1 \$251,000

PHASE 2

- (a) crosscutting and drifting from King Edward Shaft

1,500 feet @ \$130 \$195,000

- (b) diamond drilling : 6,000 feet @ \$8 48,000

total estimated cost of Phase 2 243,000

Total program of exploration and development \$494,000

So far as the Company is aware, there is neither surface nor underground plant or equipment located on the Peterson Lake claims or the King Edward claims. The only surface and underground exploration and development work known to have been carried out on the two claim groups is previously described herein under the captions "History" and "Underground workings".

TITLE

Title to the Peterson Lake claims and the King Edward claims is the usual title to patented mining claims and provincial leasehold claims enjoyed in the Province of Ontario. There are no assessment working requirements necessary to maintain patented or leasehold claims in good standing. The annual acreage taxes payable in respect of the Peterson Lake claims are approximately \$129 and the annual acreage taxes and leasehold rentals payable in respect of the King Edward claims are approximately \$105.

USE OF PROCEEDS

The proceeds to be received by the Company from the sale of the underwritten shares will be \$200,000 prior to deducting the expenses of this issue estimated not to exceed \$20,000. In the event the secondary offering referred to under the caption "Secondary Offering" proceeds, the cost of this issue will be pro-rated between the Company and the selling shareholder in proportion to the number of shares sold by each so that the Company will receive approximately \$5,714 towards such costs.

Accordingly, the Company will receive the following amounts:

Proceeds from the offering after deducting expenses of the issue	- \$180,000
From Tower Financial Corporation as described under the caption "Tower Lease Agreement"	- 25,000
From Armex Limited as described under the caption "Armex Assignment Agreement"	- 25,000
From Silver Century Investment Syndicate as described under the caption "Investment Syndicate Share Purchase"	- <u>50,000</u>
Total Proceeds	<u>\$280,000</u>

Proceeds from the foregoing will constitute the Company's working capital. Administrative expenses of the Company are estimated to be approximately \$22,000 per year. Advance royalty payments to Langis Silver & Cobalt Mining Company Limited are \$2,000 per year.

The Company proposes to carry out the first phase recommendations of Mr. Ralph I. Benner to explore and develop the King Edward and Peterson Lake claims estimated to cost approximately \$251,000. Depending upon the results achieved and the availability of funds, the Company will carry out the phase 2 recommendations of Mr. Benner estimated to cost an additional \$243,000. The underwriter referred to herein under the caption "Offering" has agreed with the Company that dependent upon the success achieved by the Company in the phase 1 exploration program that they will underwrite sufficient additional treasury shares to provide the Company with sufficient funds to carry out the second phase recommendations of Mr. Benner. The number of shares to be underwritten and the price therefor will be determined by negotiation between the Company and the underwriter at that time.

While the Company has no plans in this regard at the present time, monies in its treasury as available may also be used to defray the cost of programs of acquiring, exploring and developing other properties either alone or in concert with others and generally to carry out exploration programs as opportunities and finances permit, but no such properties will be acquired and monies will not be expended thereon without an amendment to this prospectus being filed if the securities of the Company are then in the course of distribution to the public.

OFFERING

The Company has entered into an agreement (the "Underwriting Agreement") made as of the 16th day of July, 1980 with E.A. Manning Limited (the "Underwriter"), Suite 300, 34 Adelaide Street East, Toronto, Ontario. Particulars concerning the purchase of the underwritten shares are as follows:

<u>Number of Shares Underwritten</u>	<u>Price Per Share</u>	<u>Net Proceeds to be received by the Company</u>	<u>Offering Price of these Shares to the Public</u>
400,000	50¢	\$200,000	\$1.00

The Underwriter, in entering into the Underwriting Agreement, was acting solely on its own behalf.

The Company is not aware of any assignments, sub-options, or sub-underwritings with respect to the aforementioned underwritten shares. The Company has also agreed that the Underwriter will have the first right of refusal to undertake any future financing planned by the Company of a public or private nature for a period of three years from the effective date.

The Underwriter may terminate this agreement prior to the date of acceptance for filing of this prospectus by the Ontario Securities Commission (the "effective date") and for such additional period not exceeding 30 days thereafter until the Underwriter purchases any of the underwritten shares provided that if the Underwriter purchases any of the underwritten shares, it is thereupon irrevocably bound to take up and pay for all of the 400,000 underwritten shares. Termination may be based upon the Underwriter's assessment of the financial markets and in the case of certain stated events. Subject to the foregoing, the underwritten shares must be purchased within the following times calculated from the effective date, namely:

<u>Net Proceeds to by Received by the Company</u>	<u>Time within which Payable from the Effective Date</u>
\$80,000	30 days
66,667	60 days
<u>53,333</u>	90 days
\$200,000	

The Underwriter acting as principal will offer the underwritten shares over-the-counter in the Province of Ontario at the price set forth above. The underwriting price of 50¢ per share was established by negotiation between the Company and the Underwriter. Sales of the underwritten shares may also be made through other registered dealers acting as agents or principals. Registered dealers acting as principals may receive all or any part of the Underwriter's discount of 50¢ per share and registered dealers acting as agents may be paid commissions not exceeding 25¢ per share.

Secondary Offering: 160,000 shares

The Underwriter entered into an agreement made as of the 16th day of July, 1980 with Tower Financial Corporation Limited ("Tower") and Armex Limited ("Armex") whereby in consideration of the underwriting of treasury shares of the Company referred to under the caption "Offering", Tower and Armex granted to the Underwriter the option to purchase a total of 100,000 shares purchased by them in connection with the assignment to the Company of the interest in the two mining leases referred to herein under the captions "Peterson Lake and Nova Scotia Claims" and "King Edward Claims". The consideration to be paid by the Underwriter for the 100,000 shares is \$50,000 being at the rate of 50¢ per share. The 100,000 shares constitute a portion of the shares of the Company to be distributed as a secondary offering.

In consideration of the underwriting referred to above, the Company has also agreed to allot and issue to the Underwriter without further payment, 60,000 new bonus shares. Such bonus shares constitute the balance of the 160,000 share secondary offering.

The Underwriter will offer the secondary shares for sale over-the-counter in the Province of Ontario and it is presently intended that such shares will be offered for sale at prices in excess of \$1 per share. The anticipated price range for such shares is \$1.00 to \$1.50. The offering prices within the said range will be arbitrarily determined by the Underwriter without considerations necessarily existing to justify any changes in the offering price. However, if a material event occurs in the affairs of the Company which justifies an increase in the offering price in excess of \$1.50 per share, an amendment to this prospectus will be filed before any such increase in the offering price is implemented.

None of the proceeds from the sale of the secondary shares will accrue to the Company. Sales of the secondary shares may also be made through other registered dealers other than the Underwriter acting as principals who may purchase such shares at such price as is negotiated with the Underwriter but the resale of such shares shall be subject to the same price limitations and terms and conditions that exist in the case where the Underwriter is itself offering secondary shares to the public. Registered dealers acting as agents may be paid commission not exceeding 25% of the selling price of the shares so sold. None of the aforementioned secondary shares will be offered for sale by the Underwriter until all of the shares underwritten have been taken down, paid for and sold to the public.

Adjustments of Proceeds to the Company

Pursuant to the terms of the Underwriting Agreement made as of the 16th day of July, 1980, the Underwriter has agreed that the Company will receive from the sale of the underwritten and secondary shares hereby offered the sum of \$200,000 or 30% of the aggregate selling price to the public of all the shares offered hereby whichever such is greater. The number of shares to be sold by the Underwriter shall not exceed the number qualified under this prospectus by more than 10% and the total proceeds of the overselling as received will be deposited in trust accounts operated by the Underwriter exclusively to hold the proceeds for the purpose of maintaining a bid for shares of the Company distributed by it. To the

extent that such monies are not applied for this purpose by August 5, 1981 or by such earlier date as the Underwriter may elect (after the number of shares purchased with funds in the trust account at least equals the number of shares oversold) these funds must be divided between the Underwriter and the Company in the same ratio that the proceeds of distribution were divided. If the number of shares purchased with funds in the trust account is not at least equal to the number oversold by the Underwriter then the entire remaining portion of the funds in the trust account must be paid by the Company.

The only person having an interest either directly or indirectly to the extent of not less than 5% of the capital of E.A. Manning Limited are the Estate of Edward Albert Manning and Judith Marcella Manning, both of 122 Inglewood Drive, Toronto, Ontario.

PRELIMINARY EXPENSES

Preliminary administrative expenses incurred and estimated to date, including the cost of this offering, are \$20,000. Administrative expenses of the Company are estimated to be approximately \$22,000 for the next year. Reference is made to the caption "Use of Proceeds". Reference is also made to the caption "Geologist's Report" for particulars relating to the exploration program on the Company's mining properties located in Coleman Township, Ontario.

DESCRIPTION OF CAPITAL STOCK

Common Shares

The common shares of the Company are without par value. The holders of common shares are entitled to dividends, if as and when declared by the board of directors; common shares are entitled upon liquidation, dissolution or winding up of the Company to receive those assets distributable to shareholders, subject to the prior rights of the holders of preference shares described below; and to receive notice of and attend and vote at all meetings of shareholders of the Company. There are no indentures or agreements limiting the payment of dividends and all common shares issued by the Company rank equally as to voting power, one vote for each share. There are no conversion rights and there are no special liquidation rights, pre-emptive rights or subscription rights. The presently outstanding common shares are not subject to any call or assessment and the shares offered hereby when issued and sold as described by this prospectus will not be subject to any call or assessment.

Special Shares

The special shares of the Company (designated as "preference shares") have a par value of 1/10th of 1¢ per share and are redeemable, voting, non-participating shares. They are not entitled to dividends at any time; are entitled, in the event of liquidation, dissolution or winding up of the Company to receive in priority to the common shares, a sum equal to the par value thereof and are not entitled to any further participation in the assets of the Company; are redeemable by the Company at the par value thereof upon the expiration of five years from the date of issuance thereof (unless this period is extended by the Company with the consent of the Ontario Securities Commission); are not transfereable without the prior written consent of the Ontario Securities Commission; and entitle the holders thereof to receive notice of all meetings of shareholders and to one vote for each preference share held. The number of issued preference shares outstanding at any time is limited to 500,000 in number and the presently issued preference shares are not subject to call or assessment. Reference is made to the caption "Promoter" for particulars of the agreement between the Company and the Promoter specifying when and under what circumstances the Company will redeem preference shares. The 500,000 preference shares have been issued to Tower Financial Corporation.

Warrants

The Company has authorized the creation of warrants to accompany the preference shares hereinbefore referred to. The warrants permit the holders to subscribe for common shares on a warrant per share basis. Not more than 500,000 preference and accordingly no more than 500,000 warrants may be outstanding at any given time. The Company will issue, upon receipt of the sum of \$200,000 from the sale of the underwritten shares, warrants entitling Tower Financial Corporation Limited ("Tower") to purchase 100,000 common shares of the Company at the price of 62.5¢ per share. Warrants may not be transferred without the prior written consent of the Ontario Securities Commission. The warrants will contain antidilution provisions including, among other things, provisions for appropriate adjustments in the class, number and price of shares issuable pursuant to any exercise of the warrants upon the occurrence of certain events including any subdivision, consolidation or reclassification of common shares, the payment of stock dividends and the consolidation or merger by the Company with or into another corporation or the sale, conveyance, lease or other transfer by the Company of all or substantially all of its assets.

During the original five-year term of the preference shares or any subsequent extension of such term, one underlying preference share shall be redeemed for each warrant exercised. Where the original five-year term has not been extended, the underlying preference shares must be redeemed not later than five years from the date of their issue. Even though the preference shares upon which warrants are based may have been redeemed, where Tower has earned the right to purchase specific numbers of common shares at specific prices but has not done so, the rights thus accrued may continue to be exercisable at any time during a period of five years from the date of redemption of the underlying preference shares or so long as the Company continues to hold the property, whichever is the shorter time. Warrants contain no voting rights.

CAPITALIZATION

<u>Designation of Security</u>	<u>Amount Authorized</u>	<u>Amount Outstanding at July 29, 1980</u>	<u>Amount Outstanding if all Securities being Offered are Sold (1)</u>
common shares without par value	3,000,000 (\$ unlimited)	5 (\$ 5)	710,005 (\$300,006)
preference shares with a par value of 1/10th of 1¢ per share	1,000,000 (\$ 1,000)	500,000 (\$500)	500,000 (\$500)
warrants to purchase common shares	1,000,000	Ø	100,000 (2)

- (1) Gives effect to the issuance of 400,000 underwritten shares and 100,000 shares to the Investment Syndicate, 150,000 Vendor's shares and 60,000 bonus shares.
- (2) These warrants may be exercised to purchase 100,000 common shares at the price of 62.5¢ per share and accordingly 100,000 common shares are reserved for the exercise of warrants.

MANAGEMENT

The board of directors of the Company consists of five directors, particulars whereof are as follows:

<u>Name</u>	<u>Address</u>	<u>Position</u>
Norman Bernard Sheriff	City of Toronto Province of Ontario	President and director
Ernest Sheriff	City of Toronto Province of Ontario	director
James E. Armstrong, P.Eng.	Town of Cobalt Province of Ontario	director
Edward Leslie Baxter	Borough of Etobicoke Province of Ontario	director
Fred Munger	City of Toronto Province of Ontario	Secretary-Treasurer and director

The principal occupations of the directors and officers for the past ten years are as follows:

Mr. Norman Sheriff is a prospector self-employed.

Mr. Ernest Sheriff is a prospector self-employed.

Mr. Armstrong is a consulting mining engineer, self-employed.

Mr. Baxter is a commercial aerial and ground photographer, self employed.

Mr. Munger is an accountant employed since March, 1974 by Sprucedale Holdings Limited and from February, 1972 to March, 1974 by Newtor Holdings Limited. Prior thereto he was an accountant employed by Sprucedale Holdings Limited until February, 1972.

During the Company's active period, Messrs. Norman Sheriff, Ernest Sheriff and James Armstrong will devote a majority of their time to managing the business and affairs of the Company. The other directors of the Company will not be required to devote more than 5% of their time to managing the affairs of the Company. However, the directors are available to carry out their duties and responsibilities whenever the Company requires.

Reference is made to the caption "History of Management" for further particulars concerning the association of the directors and officers to other exploration companies.

REMUNERATION OF MANAGEMENT

No aggregate direct remuneration has been paid or is payable to the directors and senior officers of the Company from its inception until July 28, 1980. A monthly fee of up to \$400 will be paid to Sprucedale Holdings Limited for providing the Company with head office accommodation, accounting, administration and secretarial services. Mr. Fred Munger, a director of the Company, is the sole director, officer and shareholder of Sprucedale Holdings Limited. Directors and officers of the Company are entitled to receive \$100 for each meeting of the board attended by them.

Messrs. Norman Sheriff and Ernest Sheriff, the President and Secretary respectively of the Company, will be responsible, together with Mr. James Armstrong, for supervising and administering the Company's exploration and development program on its mining properties located at Cobalt, Ontario. Mr. Armstrong, who lives at Cobalt, Ontario, will be available at all times and Messrs. Norman Sheriff and Ernest Sheriff will regularly commute between Toronto and Cobalt during periods of greatest activity in the exploration programs. Messrs. Norman Sheriff and Ernest Sheriff will be paid by Tower Financial Corporation Limited referred to herein under the caption "Promoter". Tower Financial Corporation Limited will be paid a fee of \$1,000 per month for providing such services. All traveling and out-of-pocket expenses incurred by Messrs. Norman and Ernest Sheriff in connection with the Company's business will be paid by Tower. Mr. Armstrong, the Company's technical director, will be paid for professional services rendered to the Company at the usual rates for such services as prescribed by the Association of Professional Engineers of Ontario.

DIVIDENDS

No dividends have been paid to date by the Company.

AUDITORS

Messrs. Laventhol & Horwath, Chartered Accountants, 120 Adelaide Street West, Toronto, Ontario, M5H 1T6, are the Company's auditors.

REGISTRAR AND TRANSFER AGENT

The Registrar and Transfer Agent of the Company is National Trust Company, Limited, 21 King Street East, Toronto, Ontario.

INVESTMENT SYNDICATE SHARE PURCHASE

Silver Century Investment Syndicate, Suite 703, 121 Richmond Street West, Toronto by agreement made as of August 1, 1980 between the Company and E.A. Manning Limited, has agreed to purchase for investment, 100,000 common shares of the Company at the price of \$50,000. Such shares will be purchased within 5 business days following the acceptance date referred to under the caption "Offering". The syndicate has agreed with the Underwriter to deposit the certificates representing the shares in a voluntary pool so that regardless of any changed circumstances or change in investment intent, they will not be resold any earlier than the date that the Underwriter completes the distribution of the underwritten shares referred to in the prospectus under the caption "Offering". So far as the Company is aware, the only persons or companies beneficially owning in excess of 5% of the capital of the syndicate are Barry Schwartz, Murray Schwartz, Bernard Schwartz, Jack Schwartz, Harry Stone, and Ronald Benjamin.

PROMOTER

Tower Financial Corporation Limited ("Tower") Suite 1505, 67 Yonge Street, Toronto, Ontario and Armex Limited ("Armex") P.O. Box 197, Cobalt, Ontario are the Company's Promoters. Pursuant to an agreement made as of the 7th day of March, 1980 as amended July 28, 1980 between the Company and Tower, Tower subscribed for and purchased 500,000 preference shares of the Company at par for the sum of \$500. Pursuant to the said agreement the Company, subject to the earlier redemption as hereinafter described, will redeem these preference shares at par on March 6, 1985 unless such redemption date is extended with the written concurrence of the Ontario Securities Commission. The Company has agreed to make application to extend the redemption date at the request of Tower in accordance with the policies of the Ontario Securities Commission. Such policies provide for extensions to be granted where, in the case of a mineral property, the Company has found itself unable to complete the exploration and development program within the five-year period to the point that its feasibility has been proven or disproven so far as can be done through surface exploration, including diamond drilling, and wishes to complete the program or where the exploration of the property has established the existence of a potentially economic mineral deposit which the Company wishes to retain even though its immediate further development is not feasible because of the then current conditions such as the price of metals, the cost of transportation or other economic factors.

The preference shares shall be redeemed at an earlier date than March 6, 1985, on the basis of one share to be redeemed for each common share of the Company purchased pursuant to the warrants referred to hereunder. Under the said agreement, the Company will issue warrants to Tower to purchase 100,000 common

shares of the Company at 62.5¢ per share exercisable on or before March 6, 1985, but any share purchased pursuant to the exercise of the said warrants may not be offered for sale until 6 months after the securities offered by this prospectus have been sold.

The Company has also agreed with Tower that to the extent that the Company hereafter receives funds from the sale of its common shares exclusive of the common shares being purchased by the Underwriter from the Company to issue to Tower additional warrants to a maximum of 500,000 warrants overall. Such warrants will be issued on the basis of one warrant for every four common shares sold by the Company, and the price at which common shares may be purchased thereunder will be equal to the maximum price per share received by the Company from the underwriting which established the right of Tower to purchase the specific number of shares plus an amount per share equal to 25% of the difference between that price and the price at which those shares were distributed to the public. Armex has not purchased any preference shares and accordingly will not receive any warrants from the Company.

Reference is made to the caption "Secondary Offering" for particulars concerning the agreement dated July 16, 1980 between Tower and Armex and the Underwriter. Pursuant thereto Tower and Armex granted to the Underwriter the option to purchase a total of 100,000 shares owned by them at the price of 50¢ per share. Such shares form part of the shares purchased by Tower and Armex as vendors' consideration in connection with the acquisition by the Company of the interest in the two mining leases referred to herein under the captions "Peterson Lake and Nova Scotia Claims" and "King Edward Claims". These shares form part of the shares referred to under the caption "Secondary Offering".

Reference is made to the caption "Tower Lease Agreement" for particulars concerning the granting to the Company of a mining lease on the Peterson Lake claims. The consideration aggregating 450,000 shares which could potentially be paid by the Company to Tower was determined by the present directors of the Company (Messrs. Norman Sheriff and Ernest Sheriff refraining from voting thereon). Since it was not possible to readily establish a particular value for the Peterson Lake claims, the initial 50,000 shares were allotted and issued by the directors at the sum of \$25,000 which amount represents the consideration to be received by the Company from Tower in respect of their issuance.

Reference is also made to the caption "Joint Development Agreement" for particulars of the agreement between Tower and Armex Limited whereby Armex transferred to Tower a royalty of 2½% of the net smelter returns on all ores, minerals and metals recovered and sold from the King Edward claims and

Tower agreed to transfer and assign to Armex a royalty equal to 4% of the net smelter returns on all ores, minerals and metals recovered and sold from the Peterson Lake claims.

Reference is made to the caption "Armex Assignment Agreement" for particulars of the assignment to the Company by Armex of its interest in the mining lease with Langis in consideration of the reservation of a 5% royalty and 100,000 common shares for which Armex is to pay the Company \$25,000.

RISK FACTORS

The Company's properties at Cobalt, Ontario do not contain a known body of commercial ore and the funds to be received by the Company from the sale of common shares offered by this prospectus are to be used to explore the property. If the recommended program is successful, additional funds will be required in excess of those to be provided by the present offering for further exploration work to prove an economic ore body and to bring such ore body to production. The only source of future funds presently available to the Company is through the sale of equity capital. Profit on the investment in the Company's shares will depend upon the success experienced in the exploration and development program on the Company's property.

There is no market for shares of the Company and purchasers may not be able to re-sell them. The underwriters are not obliged to buy back shares except to the extent that they may have oversold the offering, and the buy-back price may be significantly lower than the original selling price.

Assuming the issuance of the 100,000 shares to the Silver Century Investment Syndicate, the 400,000 underwritten shares, 150,000 vendor's shares, 60,000 bonus shares and 160,000 secondary shares referred to under the caption "Offering" the number of shares of the Company which will be issued will be 710,005 shares. Assuming that the net book value of the Company prior to the offering of treasury shares is \$nil and after the offering is \$300,000, shareholders purchasing any of the underwritten shares will suffer an immediate dilution of 57.7¢ per share and shareholders purchasing secondary shares a dilution exceeding 57.7¢ per share by the amount by which the price paid for such shares exceeds the sum of \$1.00 per share.

PRIOR SALES OF SHARES

The Company has sold 500,000 special shares of its capital stock during the 12 months preceding the date of this prospectus for the aggregate sum of \$500 representing the stated par value thereof at 1/10th of 1¢ per share. In addition thereto, 100,000 common shares will be issued to Armex Limited for \$25,000 for the interest in the King Edward claims and 50,000

shares to Tower Financial Corporation Limited for \$25,000 for the interest in the Peterson Lake claims, all of which is more particularly described herein under the captions "Armex Assignment Agreement" and "Tower Lease Agreement". Five shares were issued to the incorporating directors at the price of \$1.00 per share.

PRINCIPAL AND SELLING SHAREHOLDER

Set forth below are particulars of the principal holders of shares of the Company after giving effect to the purchase of Vendor's shares whose ownership is direct of record and beneficial.

<u>Name and Address</u>	<u>Class of Shares</u>	<u>Number of Shares</u>	<u>Percentage of Class</u>
Tower Financial Corporation Limited 1505 - 67 Yonge Street Toronto, Ontario	preference	500,000	100 % (1)
			100 % (2)
	common	50,000	33.3% (1)
			0.0% (2)
Armex Limited P.O. Box 197 Cobalt, Ontario	common	100,000	66.6% (1)
			7.04% (2)

50,000 of the shares owned by Tower and 50,000 of the shares owned by Armex will be sold to the Underwriter as more particularly described under the caption "Promoter" and "Secondary Offering". Under the latter caption, particulars of the offering of such shares are detailed. The said shares if offered will be offered as follows:

<u>Name and Address</u>	<u>No. of Shares Owned</u>	<u>No. of Shares to be Sold</u>	<u>No. of Shares to be Owned After this Financing</u>	<u>Percentage to be Owned After this Financing</u>
E.A. Manning Limited Suite 300 34 Adelaide St. W. Toronto, Ont.	160,000	160,000	0	0% (1) 0% (2)

- (1) Calculated on the basis of there being 150,005 common shares and 500,000 preference shares issued and outstanding on the effective date.
- (2) calculated on the basis of there being 710,005 common shares and 500,000 preference shares issued and outstanding after the offering.

Set forth below are particulars of the number of shares of the Company beneficially owned directly or indirectly by all of the directors and senior officers of the Company subsequent to the completion of the offering described by this prospectus.

<u>Designation of Class</u>	<u>Percentage of Class</u>
common shares without par value	7.04%
preference shares with a par value of 1/10th of 1¢ per share	100.00%

MATERIAL CONTRACTS

The Company has entered into the following material contracts since its incorporation to the date hereof which are still in effect, namely:

1. Underwriting agreement made as of the 16th day of July, 1980 between the Company and E.A. Manning Limited more particularly referred to under the caption "Offering".
2. Mining lease made as of the 7th day of March, 1980 as amended July 11, 1980 between the Company and Tower Financial Corporation Limited pursuant to which the Company was granted a renewable 10-year lease on the Peterson Lake claims more particularly referred to herein under the caption "Tower Lease Agreement".
3. Assignment Agreement made as of the 10th day of March, 1980, as amended July 11, 1980 between the Company and Armex Limited pursuant to which the Company was assigned an interest in a renewable 10-year mining lease covering the King Edward mining claims more particularly referred to herein under the caption "Armex Assignment Agreement".
4. Subscription agreement made as of the 7th day of March, 1980 as amended July 28, 1980 between the Company and Tower Financial Corporation Limited in which the Company agreed to issue and Tower agreed to purchase 500,000 special shares of the Company's capital stock, all as more particularly referred to herein under the caption "Promoter".
5. Pooling agreement made as of the 1st day of August, 1980 between the Company, Silver Century Investment Syndicate and E.A. Manning Limited referred to under the caption "Investment Syndicate Share Purchase".

In addition to the foregoing, the following material contracts have been entered into respecting the Company, namely:

6. Mining Lease made the 28th day of December, 1979 between Armex Limited and Langis Silver & Cobalt Mining Company Limited relating to the King Edward mining claims more particularly referred to herein under the caption "Acquisition" under the principal heading "King Edward Mining Claims".

7. Transfer dated the 3rd day of December, 1979, between Trinova Resource Explorations Ltd., and Tower Financial Corporation Limited pursuant to which Tower acquired its interest in the "Peterson Lake claims" more particularly referred to herein under the caption "Acquisition" under the principal heading "Peterson Lake and Nova Scotia Claims".

8. Joint Development Agreement between Tower Financial Corporation Limited and Armex Limited made as of the 15th day of January, 1980 as amended July 11, 1980 for the joint development of the King Edward claims and the Peterson Lake claims more particularly referred to herein under the caption "Joint Development Agreement".

9. Agreement made as of the 16th day of July, 1980 between Tower Financial Corporation Limited and Armex Limited and E.A. Manning Limited pursuant to which the latter company has the right to purchase 100,000 common shares of the Company issued to Tower and Armex all as more particularly referred to herein under the captions "Promoter" and "Secondary Offering".

Copies of the foregoing agreements may be inspected at the head office of the Company, Suite 402, 27 Queen Street East, Toronto, Ontario during normal business hours during the course of the distribution of the securities being offered hereby and at the offices of the Ontario Securities Commission, 10 Wellesley Street East, Toronto, Ontario during normal business hours before and after the distribution of the securities being offered hereby.

PURCHASER'S STATUTORY RIGHTS
OF WITHDRAWAL AND RESCISSION

Sections 70, 126 and 135 of The Securities Act, 1978 (Ontario) provide, in effect, that when a security is offered in the course of a distribution or a distribution to the public:

- (a) a purchaser will not be bound by a contract for the purchase of such security if written or telegraphic notice of his intention not to be bound is received by the dealer from whom the purchaser purchased the security not later than midnight on the second business day after the latest prospectus and any amendment to the prospectus offering such security is received or deemed to be received by the purchaser or his agent, and
- (b) if a prospectus together with any amendment to the prospectus contains a misrepresentation, a purchaser who purchases a security offered thereby during the period of distribution or distribution to the public shall be deemed to have relied on such misrepresentation if it was a misrepresentation at the time of purchase and, subject to the limitations set forth in the Act,

- (a) has a right of action for damages against,
 - (i) the issuer or a selling security holder on whose behalf the distribution is made;
 - (ii) each underwriter required to sign the certificate required by Section 58 of the Act;
 - (iii) every director of the issuer at the time the prospectus or amendment was filed;
 - (iv) every person or company whose consent has been filed pursuant to a requirement of the regulations under the Act but only with respect to reports, opinions or statements made by them, and
 - (v) every other person or company who signed the prospectus or the amendment,

but no action to enforce the right can be commenced by a purchaser more than the earlier of 180 days after the purchaser first had knowledge of the facts giving rise to the cause of action or three years after the date of the transaction that gave rise to the cause of action, or

- (2) where the purchaser purchased the security from a person or company referred to in (i) or (ii) above or from another underwriter of the securities, he may elect to exercise a right of rescission against such person, company or underwriter, in which case he shall have no right of action for damages against such person, company or underwriter, but no action to enforce this right can be commenced by a purchaser more than 180 days after the date of the transaction that gave rise to the cause of action.

Reference is made to the aforesaid Act for the complete text of the provisions under which the foregoing rights are conferred and the foregoing summary is subject to the express provisions thereof.

HISTORY OF MANAGEMENT

The directors of the Company have been associated with various other exploration companies. Set forth below are particulars of such associations. A company is considered to be active if it is either engaging in a work program, proposing to engage in a work program or has adequate funds to enable it to participate in a meaningful program although any properties in which it may have an interest do not warrant further work.

The information provided herein relates to the 10 years preceding the date of this prospectus.

Mr. Norman B. Sheriff has not been a director or officer of any junior public exploration company.

Mr. Ernest Sheriff is a director and/or officer of the following active public exploration companies: Sudbury Contact Mines Limited and Destorbelle Mines Limited. Mr. Sheriff is also a director of Merit Explorations Inc., which is presently inactive.

Mr. Armstrong is not a director or officer of any active exploration companies, although he is a director of Merit Explorations Inc., which is inactive.

Mr. Baxter is a director and/or officer of the following active public exploration companies: Longshots Inc., Goldex Mines Limited and Sudbury Contact Mines Ltd. Mr. Baxter is also a director of Merit Explorations Inc., which is inactive, and is formerly a director of Agnico Eagle Mines Limited.

Mr. Munger is a director and/or officer of the following active junior mining companies: Consolidated Summit Mines Limited, Forefront Consolidated Explorations Ltd., Frankfield Explorations Ltd., Gambit Consolidated Explorations Ltd., Gold Ridge Mines Inc., Gull Lake Energy Resources Ltd., Rich Point Mines Limited, Spindle Top Energy & Resources Inc., Silver Leader Mines Limited, Us-Ca-Mex Explorations Limited, Zarina Explorations Ltd., Marmac Resources Limited, Cable Copper Mines Limited, Spanex Resources Ltd., Trinova Resources Explorations Ltd., Triangle Explorations Ltd., Mountainview Explorations, Milner Consolidated Silver Mines Limited, Prodac Consolidated Energy Resources Ltd., La-Chib Mines Limited, Melrose Explorations Ltd., Havelock Energy & Resources Inc., Solo Resources & Energy Inc., and Texcan Energy & Resources Inc. Mr. Munger is or has been associated with 9 other companies which are presently dormant, have had their charters cancelled, or he has resigned as director.

HISTORY OF PROMOTER

Tower Financial Corporation Limited and Armex Limited are the promoters of the Company and neither company has in the past 10 years acted as an underwriter for any junior public exploration companies. Tower is the promoter of Merit Explorations Inc., a dormant exploration company, which received net proceeds of \$150,000 in the aggregate from sales of treasury shares in October through December, 1977. Field expenses to date have amount to \$115,000. Armex has not acted as promoter of any other company.

LAVENTHOL & HORWATH

CHARTERED ACCOUNTANTS

120 ADELAIDE STREET WEST
TORONTO, CANADA M5H 1T6
TELEPHONE: 416-862-7900
TELEX: 06-23545

A MEMBER OF
HORWATH & HORWATH INTERNATIONAL
WITH AFFILIATED OFFICES WORLDWIDE

AUDITORS' REPORT

To the Directors of
Silver Century Explorations Ltd.

We have examined the consolidated balance sheet of Silver Century Explorations Ltd. as at July 29, 1980. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests and other procedures as we considered necessary in the circumstances.

In our opinion, this balance sheet presents fairly the financial position of the company as at July 29, 1980 in accordance with generally accepted accounting principles.

Toronto, Ontario,
August 1, 1980.

"Laventhol & Horwath"

Chartered Accountants.

SILVER CENTURY EXPLORATIONS LTD.
(Incorporated under the laws of Ontario)

BALANCE SHEET - JULY 29, 1980

ASSETS

Cash	\$ 503
Subscriptions receivable (Note 2(a))	50,000
Mining leases (Note 1)	2
Organization expenses, including costs of initial public offering, estimated	<u>20,000</u>
	<u>\$70,505</u> =====

LIABILITIES

Estimated amount payable for organization expenses	<u>\$20,000</u>
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SHAREHOLDERS' EQUITY

Capital stock (Notes 1, 2, 3 and 4):

Authorized:

3,000,000 Common shares, without par value

1,000,000 Non-participating, redeemable, voting preference shares
with a par value of 1/10 of 1¢ each

Allotted - to be issued:

150,005 Common shares

500,000 Preference shares

50,005
500
50,505

\$70,505
=====

See accompanying notes.

On behalf of the Board:

....."Ernest Sheriff".....(Director)

....."Fred Munger".....(Director)

SILVER CENTURY EXPLORATIONS LTD.

NOTES TO BALANCE SHEET

JULY 29, 1980

1. Mining leases:

- (a) By an agreement dated March 7, 1980, as amended July 11, 1980, the company obtained from Tower Financial Corporation Limited (Tower), a promoter of the company, a lease covering 5 parcels of mining lands in the Township of Coleman, District of Temiskaming, Province of Ontario.

The lease is for a period of 10 years with the right of renewal for a further 10 years and may be terminated upon 60 days' notice.

As consideration for the lease the company agreed to issue to Tower, 450,000 common shares of capital stock as follows:

50,000 Shares, for which Tower will pay to the company, the sum of \$25,000, within 10 days of the date of acceptance for filing by the Ontario Securities Commission of a prospectus of the company (the "effective date")

100,000 Shares within 12 months of "effective date"
100,000 Shares within 24 months of "effective date"
100,000 Shares within 36 months of "effective date"
100,000 Shares within 48 months of "effective date"

450,000 Shares

At no time shall the number of these shares exceed 25% of the number common shares of the company then issued.

Termination of the lease agreement also terminates any obligation of the company to continue issuing shares to the promoter as provided above.

The mining lands under lease are subject to royalties totalling 10% (8% to the promoters of the company) of net smelter returns on all ores, minerals and metals recovered.

Silver Century Explorations Ltd.

Notes to financial statements
(continued)

1. (continued):

(b) By an agreement dated March 10, 1980, as amended on July 11, 1980, Armex Limited (Armex) a promoter of the company, assigned to the company all its rights, title, interest and obligations in a mining lease covering 4 parcels of land and 1 provincial mining lease in the Township of Coleman, District of Temiskaming, Province of Ontario. As consideration for the assignment the company has agreed to issue to Armex for the sum of \$25,000 to be paid by Armex to the company, 100,000 common shares of its capital stock payable on the "effective date" (see (a) above). The mining lease is for a period of 10 years ending December 28, 1989, with the right of renewal for a further 10 years, and may be terminated upon 60 days' notice.

If during any of the 3 years mentioned below the company fails to expend the amounts indicated on mining and exploration work on the mining lands, the lease shall become null and void:

<u>Year ended</u>	<u>Expenditure</u>
December 28, 1980	\$ 25,000
December 28, 1981	100,000
December 28, 1982	<u>100,000</u>
	\$225,000

Excess expenditures in any one year may be applied against work requirements of subsequent years.

The lease is subject to royalties totalling 10% of net smelter returns on all ores, minerals and metals recovered from the mining lands. These royalties are payable as to 2-1/2% to Armex, 2-1/2% to Tower and 5% to the lessor. The company must pay to the lessor \$2,000 per year commencing January 1, 1981 as a minimum annual royalty.

For accounting purposes the leases have been recorded at the nominal value of \$1 each.

Silver Century Explorations Ltd.

Notes to financial statements
(continued)

2. Capital stock:

(a) Summary of shares allotted:

Common shares:

5 Shares to incorporators for cash	\$ 5
150,000 Shares to promoters of company for cash (Note 1)	<u>50,000</u>

\$50,005

=====

Preference shares:

500,000 Shares to a promoter of the company for cash	\$ 500
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(b) The following summarizes additional rights, conditions and restrictions attached to the company's preference shares:

Number of shares issuable and consideration therefor:

Issuable for cash only in such amounts so that at no time will there be more than 500,000 preference shares issued and outstanding.

Accompanying warrants:

May be issued with accompanying warrants to purchase common shares on the basis of one warrant for each preference share.

Dividends:

Non-dividend paying.

Redemption:

Shall be redeemed at par after giving (5) years from respective dates of issue, or, if the preference shares have been issued with accompanying common share purchase warrants, on exercise of any such warrants on the basis of one share for each warrant exercised.

(c) Share purchase warrants:

The company has agreed to authorize and create common share purchase warrants in favour of a promoter of the company. The number of warrants which may be exercised from time to time is to be the lesser number of 500,000 or 25% of the number of common shares issued for cash pursuant to underwritings. The exercise price of the warrants is determined by a formula based on the underwriting price and the offering price to the public of the common shares.

Upon completion of the underwriting referred to in Note 3, 100,000 common share purchase warrants may be exercised by the promoter entitling him to purchase one common share at 62.5¢ per share for each warrant held.

Silver Century Explorations Ltd.

Notes to financial statements
(continued)

3. Underwriting:

By an agreement dated July 16, 1980 an underwriter has agreed to purchase 400,000 common shares of the company's capital stock at 50¢ per share for a total purchase price of \$200,000 payable as follows:

\$ 80,000 within 30 days of the date of acceptance for filing by the
Ontario Securities Commission of a prospectus of the company
(the "effective date")

66,667 within 60 days of the "effective date"

53,333 within 90 days of the "effective date"

\$200,000

=====

In consideration for the above purchase, the company has agreed to issue to the underwriter by way of a bonus, a further 60,000 shares. The underwriter intends to offer to the public by way of a secondary offering 100,000 of the 150,000 shares to be issued to the promoters (Note 1) and the 60,000 bonus shares. If 30% of the underwriters' gross proceeds from the sale to the public of the underwritten shares and shares offered by way of a secondary offering (a total of 560,000 shares) exceeds \$200,000 the company is entitled to the amount of that excess.

4. Subsequent event:

By agreement dated August 1, 1980 an investment syndicate agreed to purchase 100,000 common shares of the company's capital stock for \$50,000.

5. Statement of changes in financial position:

A statement of changes in financial position is not submitted because the company is newly incorporated.

There are no other material facts.

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by Part XIV of The Securities Act, 1978, and the regulations thereunder.

DATED this 27th day of August, 1980.

NORMAN B. SHERIFF (Signed)
Chief Executive Officer

FRED MUNGER (Signed)
Chief Financial Officer

JAMES ARMSTRONG (Signed)
Director

ERNEST SHERIFF (Signed)
Director

PROMOTERS

TOWER FINANCIAL CORPORATION LIMITED

ARMEX LIMITED

Per: Norman B. Sheriff (Signed)

Per: James E. Armstrong (Signed)

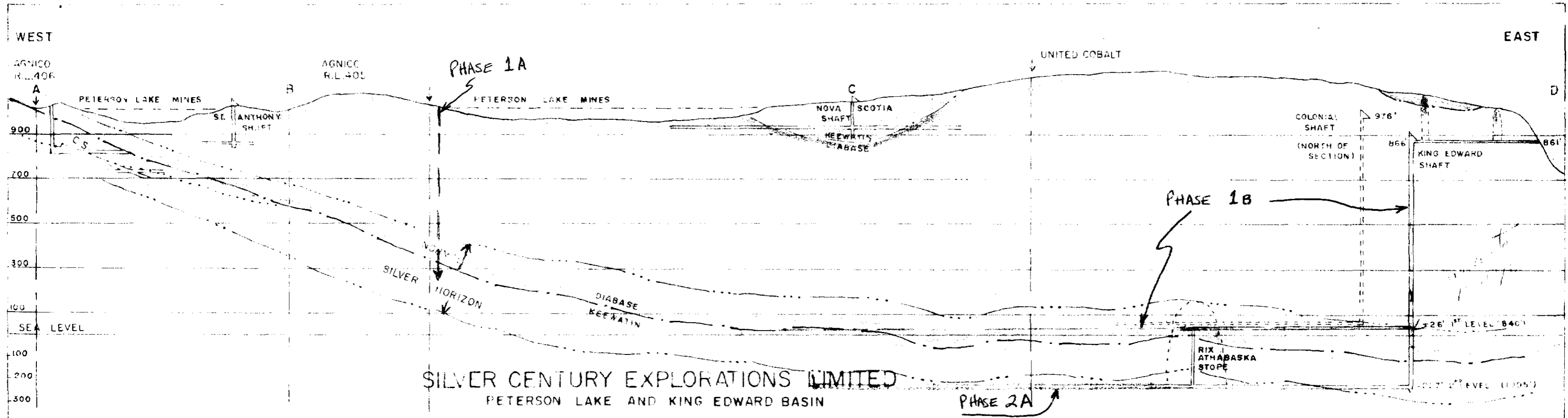
UNDERWRITER

To the best of our knowledge, information and belief, the foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by Part XIV of The Securities Act, 1978 and the regulations thereunder.

DATED this 27th day of August, 1980.

E. A. MANNING LIMITED

Per: J. M. Manning (Signed)



SILVER CENTURY EXPLORATIONS LIMITED
 PETERSON LAKE AND KING EDWARD BASIN

VERTICAL E-W PROJECTION A,B,C,D

SHOWING GEOLOGY & ADJACENT ACCESS AND UNDERGROUND WORKINGS

SCALE - 1" = 400'



31M05NE0408 63.3751 COLEMAN

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APP. "C"

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