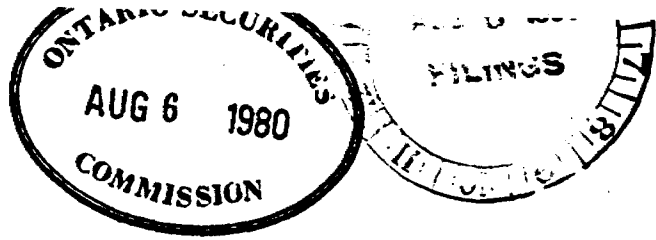


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No Securities Commission or similar authority in Canada has in any way passed upon the merits of the securities offered hereunder and any representation to the contrary is an offence.

TERRY GOLD EXPLORATIONS INC.
(incorporated under the laws of the Province of Ontario)

NEW ISSUE

**1,000,000 underwritten common shares
without par value**

	<u>Price to Public</u>	<u>Underwriters' Commission (1)</u>	<u>Proceeds to the Corporation (2) (3)</u>
Per Share	54c	27c	27c
Total	\$540,000	\$270,000	\$270,000

- (1) In addition to the underwriting commission referred to above, the Corporation has agreed to pay to the Underwriters a commission of \$40,500 to be satisfied by the issuance to them of 150,000 common shares of the Corporation.
- (2) Before deducting expenses of this issue estimated at \$19,000 a proportionate part of which, of approximately \$4,925, will be borne by the Underwriters.
- (3) The net amount received by the Corporation will not be less than 35% of the gross proceeds of the new and secondary offering.

The purpose of this issue is to provide funds to carry out exploration work on the Corporation's properties and to secure funds for working capital purposes, all as referred to under "Use of Proceeds".

SECONDARY OFFERING

350,000 common shares without par value

Shares comprising the secondary offering will be offered at prices arbitrarily fixed by the Underwriters. It is planned that such shares will initially be offered for sale in the 80c to 90c price range. The shares will not be offered for sale until after the underwritten shares have been sold. The proceeds from the sale of these shares will not accrue to the Corporation. See "Plan of Distribution" and "Principal and Selling Shareholders."

THERE IS NO MARKET THROUGH WHICH THESE SHARES MAY BE SOLD. PURCHASERS MAY NOT BE ABLE TO SELL SHARES PURCHASED BY THEM. The price payable to the Corporation for its shares was arbitrarily determined by the Underwriters.

THESE SHARES ARE SPECULATIVE. See "Speculative Nature of the Securities".

We, as principals, conditionally offer these shares, subject to prior sale, if, as and when accepted by us, in accordance with the conditions contained in the underwriting agreement referred to under "Plan of Distribution", and subject to the approval of all legal matters on behalf of the Corporation and on our behalf by Messrs. Salter, Apple, Cousland & Kerbel.



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PROSPECTUS SUMMARY

The following is intended to provide a summary of the principal features of the offering. Reference should be made to more detailed information contained elsewhere in the prospectus.

The Company and its Mining Claims

Terry Gold Explorations Inc. (the "Corporation") is a public company incorporated under the laws of the Province of Ontario. The Company has acquired an option to purchase 12 unpatented mining claims in the Larder Lake Mining Division of the Province of Ontario and plans to explore same for occurrences of gold mineralization. The mining claims have been reported upon by Mr. C. W. Archibald, Mining Engineer, and a summary of his conclusions and recommendations for development work are set out under "Engineer's Report" on pages 6, 7 and 8. The projected development programme is estimated to cost about \$133,100.

Use of Proceeds

The net proceeds to be received by the Corporation from the underwriting of its shares, after providing for the costs of the issue, will be approximately \$256,000. The Corporation will receive an additional \$27,000 from Messrs. H. G. Harper and J. T. Tokarsky as a result of their subscription for shares — see "Issuance of Shares in Settlement of Indebtedness" on page 16. A detailed breakdown as to the expenditure of these funds will be found under "Use of Proceeds" on page 12 and as indicated, approximately \$133,100 will be allocated to defray the cost of carrying out recommended development work on the Corporation's mining claims.

The Offering

As particularized on the cover of the Prospectus, 1,000,000 treasury shares of the Corporation are being underwritten at 27¢ per share to provide the Corporation with \$270,000. The secondary offering of 350,000 shares will only be made by the Underwriters after the underwritten shares have been sold. The proceeds from the sale of the secondary offering will accrue to the Underwriters and not to the Corporation.

Management

The directors and officers of the Corporation have been associated with a number of junior exploration companies over the years. Details in this regard are set forth under "Certain Particulars Relating to Management and the Promoters" on page 19. Mr. H. G. Harper, the President and a promoter of the Corporation, has been a consulting mining geologist for a number of years. The benefit of his professional experience and expertise will be available to the board of directors to assist it in formalizing ongoing exploration and development programmes for the Corporation's properties.

Risk Factors

Exploration for economic deposits of minerals is subject to a number of risk factors and reference is made to "Speculative Nature of the Securities" on page 11. While the rewards to an investor if an ore body is discovered can be substantial, few of the properties which are explored are ultimately developed into producing mines. If the Corporation's exploration programme is not successful, a purchaser of shares may lose his entire investment. In making an investment decision, a

prospective investor should carefully weigh this consideration as well as a lack of a market through which he may sell his shares. Purchasers of common shares will suffer an immediate dilution in their investment.

Purchasers of common shares will suffer an immediate dilution depending upon whether they purchase underwritten shares at the offering price of 54¢ or shares comprised in the secondary offering. Assuming the secondary shares are sold at 80¢ per share, purchasers of the underwritten shares will suffer an immediate dilution of 31.3¢ per share while purchasers of the secondary shares will suffer an immediate dilution of 57.3¢ per share. Reference is made to "Speculative Nature of the Securities" for further particulars respecting dilution.

Issuance of Shares

After this offering, the Corporation will have issued 1,350,005 common shares which will be held by the public. Included in this figure are 100,000 shares allotted to Messrs. Harper and Tokarsky in connection with the Corporation's acquisition from them of an option on the mining claims. These shares will be sold by them at 27¢ per share to the Underwriters. Messrs. Harper and Tokarsky each holds 250,000 preference shares, each carrying one vote at meetings of shareholders, thus enabling them together to control the Corporation. Advances of \$27,000 by Messrs. Harper and Tokarsky are being settled by the issuance to them of 100,000 common shares which they are selling to the Underwriters at their acquisition cost of 27¢ per share. See also "Warrants" on page 14 respecting share purchase warrants to be received by Messrs. Harper and Tokarsky and which will enable them to purchase common shares of the Corporation in the future. These matters are also described in greater detail under "Principal and Selling Shareholders" on page 17 and "Promoters and Interest of Management and Others in Certain Transactions" on page 16.

TERRY GOLD EXPLORATIONS INC.

PROSPECTUS

HISTORY AND BUSINESS

Terry Gold Explorations Inc. (the "Corporation") was incorporated under The Business Corporations Act (Ontario) by Articles of Incorporation effective April 29, 1980. The Corporation's objects include exploring for, acquiring and developing mineral lands and the operation and mining thereof. The head and principal offices of the Corporation are located at Suite 806, 88 University Avenue, Toronto, Ontario M5J 1T6.

MARTER, TERRY AND BRYCE TOWNSHIPS PROPERTY

Description

The Property comprises a group of 12 unpatented mining claims located in Marter, Terry and Bryce Townships in the Larder Lake Mining Division. The unpatented mining claims bear numbers L537924 to and including L537927 and L555547 to and including L555554. The Property totals approximately 480 acres with 8 contiguous claims covering some 320 acres in Marter Township, 2 contiguous claims covering some 80 acres in Terry Township, and 2 contiguous claims covering some 80 acres in Bryce Township. See "Acquisition Option" below.

MARTER TOWNSHIP PROPERTY

Location and Access

The Marter Township property is approximately 4 miles north of the town of Englehart, Ontario. Access is by concession road, which runs along the south side of the property, a distance of 3 miles east of Highway 11. Two logging roads also traverse the north claims from the east boundary of the claims to the Blanche River.

History

The showing on this property, known as the Wojceiszyn showing, consists of a sheared carbonate zone which was exposed in two rapids on the Blanche River, some half-mile apart, and further exposed in a series of pits and trenches near the river. Grab samples have been taken from one of the trenches. In 1956, William Gerrie, P.Eng., drilled five diamond drill holes on this property, totalling 763 feet and explored approximately 350 feet in strike length. In May 1980, a north-south base line was set out on this property, east-west lines at four-hundred foot intervals were flagged and chained, and magnetometer and V.L.F. electromagnetic surveys were run over the property.

Engineer's Report

The following and subsequent references to "Engineer's Report" are management's summary of the conclusions and recommendations of Mr. C. W. Archibald, Mining Engineer, contained in his

report dated June 30, 1980, the full report being available for inspection in the public offices of the Ontario Securities Commission, 10 Wellesley Street East, Toronto, Ontario.

The overall area in which the claims are situated is believed to be in a geological environment favourable for the occurrence of gold in quartz veins. However, the sparcity of rock outcrop in the area means that the geology must be projected from small and widely scattered outcrops making it difficult to correlate geophysics with geology.

The preliminary electromagnetic and magnetometer surveys conducted this year revealed little of interest, and Mr. Archibald does not recommend further geophysics at this time. Grab samples from one of the trenches on the property are reported to have returned gold values. In the 1956 diamond drilling, all five diamond drill holes showed wide-spread quartz veining shearing, and green carbonates. The quartz veining occurred in the shearing and the green carbonates, and beyond these into the massive andesite.

Mr. Archibald states his opinion that this is a good area in which to explore for veins carrying economic gold values as the shearing, carbonatization, quartz veining and gold values are all present. He suggests that other areas on the property should be explored and refers to the shear zone seen to the north of the property on the Misema River as probably extending onto these claims east of and parallel to the area drilled. He states that geologically the pattern is the same and gold veins could occur in the shear.

In Mr. Archibald's opinion, the property warrants an exploration programme and the following recommendations are made: The property should be explored by diamond drilling, drilling six holes across the full width of the shearing in the area of the old trenches, with holes spaced roughly four-hundred feet apart. If interesting gold values are obtained, a closer spacing of holes will be required to delineate the gold values. Cross sectional drilling should be done, if necessary, to assure full coverage of at least two-hundred feet of the wall rock on both sides of the shear zone and green carbonates. At least one hole should be drilled to cross-section the shearing running south of the rapids on the Misema River and nearly parallel that in the trenched area. This recommended drilling would amount to approximately 4,200 feet without delineation holes. If delineation holes or other exploration were warranted, recommendations could be made at a later date.

It is estimated that the recommended programme in Marter Township will cost approximately \$95,600 made up as follows:

Diamond drilling (4,200 ft. @ \$18/ft.)	\$ 75,600
Travel, assays, engineering	7,500
Contingencies (15%)	<u>12,500</u>
Total	<u>\$ 95,600</u>

TERRY TOWNSHIP PROPERTY

Location and Access

The Terry Township property is approximately twenty miles west of the town of Kirkland Lake, Ontario. The property can be reached by gravel road and lumbering roads from Highway 66.

History

The only known showing, an outcropping of slightly mineralized quartz, was discovered in 1908 near the two mile post of the south side of Terry Township. A pit, approximately twenty feet deep, was sunk on the quartz. In 1914, four diamond drill holes, totalling 1,014 feet, were drilled on the quartz showing from the footwall side. So far as is known, no work has been done on the vein or within this claim area since the time of the diamond drilling.

Engineer's Report

In the drilling done on the Biederman vein in 1914, Number 3 hole from which the assays were obtained showed 120 feet of quartz. This hole was believed to have been drilled from the footwall side which would account for the long intersection. The vein is sizeable with a width of twenty feet where it outcrops. Values of from \$90 to \$14.00 in gold and two to three ounces in silver were reportedly obtained from the core of Hole 3, but no lengths of core were given. With gold at \$20.00 per ounce, the gold values would equal 0.05 to 0.70 ounces per ton. Mr. Archibald, in referring to the assays obtained, concurs with a 1922 Report which says that these values, while interesting, give no conception of the economic importance of the deposit.

In Mr. Archibald's opinion, further exploration of the showing and the property is warranted, and the following recommendations are made: At least four more claims, two claims to the north and two to the south of the property, should be staked to protect the possible strike of the Biederman vein. Then an exploration programme is recommended as follows: 1) Cut a north-south baseline and a grid of lines every two-hundred feet with stations at one-hundred foot intervals; 2) Run a magnetometer and V.L.F. electromagnetic survey over the property; and 3) Diamond drill at least four holes. Two holes should be drilled in section under the outcrop for sampling purposes and to determine the dip of the vein. Two other holes should be drilled along strike of the vein. If values obtained and vein continuity warrant it, further drilling could be done to further delineate this vein.

It is estimated that the recommended programme in Terry Township will cost approximately \$32,600 made up as follows:

Staking four claims	\$ 500.00
Cutting base line, lines at 200 foot intervals (approx. 8 line miles)	1,600.00
V.L.F. Electromagnetic Survey	1,500.00
Magnetometer Survey	1,500.00
Diamond Drilling (approx. 1,000 feet @ \$20.00 foot)	20,000.00
Engineering, assaying, travel	3,500.00
Contingencies (approx. 15%)	4,000.00
Total	<u>\$ 32,600.00</u>

BRYCE TOWNSHIP PROPERTY

Location and Access

The property is in the north-west corner of Bryce Township, abutting on Tudhope and Robillard Townships, approximately 8.7 miles south-west of the town of Charlton, Ontario. The property is approximately $\frac{3}{4}$ of a mile from the nearest road which is a farm road. From the farm road to Highway 560, it is 8.2 miles.

History

This property was known as the Paquette group and some rock trenching was done on present Claim L-537927, but the date of the trenching is unknown. These claims were staked in June of 1979. Shortly after they were staked, they came under pending proceedings in connection with The Bear Island Indian Foundation Caution, and therefore no assessment work or exploration work has been done. The 'Caution' was raised on May 6, 1980. So far as is known, the claims have never been tested by geophysics or diamond drilling.

Engineer's Report

Mr. Archibald concludes that this property is an exploration 'bet' only. He states that chances of finding a mine on it are not very good, but mines have been found in the same geological environment and its possibilities should not be overlooked. At least ten percent of the property is outcrop area so the exploration is not a completely blind operation. With mineralization and gold values showing up in altered fracturing running at right angles to pronounced linears, there is the possibility of locating a more highly altered, fractured and mineralized zone which would give sufficient widths and grade to make an economic deposit.

In Mr. Archibald's opinion this property warrants exploration and the following minimal budget exploration plan is recommended:

1. Cut a northeast-southwest base line and lines at right angles to the base line at two-hundred foot intervals. The lines to be chained and stations marked every hundred feet. The lines are a necessity for correlation of results and exact locations of geophysical results.
2. Run a V.L.F. electromagnetic survey over the claims using the above line grid.
3. Do a magnetometer survey over the claims.
4. If there are any promising or non-overburdened anomalies associated with the linears, they should be diamond drilled.

It is estimated that the recommended programme in Bryce Township will cost approximately \$4,900 made up as follows:

Line Cutting (approximately 3 miles)	\$ 900.00
Electromagnetic Survey	750.00
Magnetometer Survey	750.00
Engineering, travel	1,500.00
Contingencies (15%)	1,000.00
Total	<u>\$ 4,900.00</u>

Staking of Claims

At least 8 additional claims will be staked by the Corporation to extend the perimeters of the Terry Township Property and the Bryce Township Property so that each will comprise not less than 10 unpatented mining claims. Until such claims have been staked on a property, no work will be carried out thereon. If the Corporation is unable to complete any of such stakings, an amendment to this Prospectus will be filed and no work carried out on such property without the prior consent of the Ontario Securities Commission. The aforementioned staked claims will belong to the Corporation, and the Vendors referred to below under "Acquisition Option" will have no interest therein.

Title

Title to the mining claims comprising the Property is recorded in the name of the Corporation. In Ontario to keep unpatented mining claims in good standing, 20 days work must be performed and recorded in the first year after same are recorded, 40 days work in each of the second, third and fourth years and 60 days work in the fifth year after which, to maintain title, the claims must be brought to lease. Terry Township is an unsurveyed township and thus the Terry Township claims would require a land survey before being brought to lease. There is neither surface nor underground plant or equipment.

Acquisition Option

The Corporation, pursuant to agreement dated June 20, 1980, acquired an option to purchase the mining claims comprising the Property from Mr. H. G. Harper, the President and a director of the Corporation, in consideration of payment to Mr. Harper and Mr. J. T. Tokarsky (the "Vendors") of \$4,700 cash, and the issuance of 500,000 common shares of the Corporation at the price of 27¢ per share as set forth below. No person or company has received or is entitled to receive more than 5% of the consideration accruing to the aforementioned two named individuals. The aforementioned sum of \$4,700 represents reimbursement of monies expended and services performed by Messrs. Harper and Tokarsky pertaining to the Property.

Under the Agreement, the Corporation will, within 30 days of the date of the issuance by the Ontario Securities Commission (the "effective date") of a receipt for this Prospectus, issue 100,000 common shares to the Vendors whereupon the Corporation will have a period of one year from the effective date to carry out such exploration and development work on the Property as it deems appropriate. To fully exercise its option and earn an 100% undivided interest in the Property the Corporation will be required to issue an additional 400,000 common shares to the Vendors in equal blocks of 80,000 shares each on or before each successive anniversary date of the effective date.

Forthwith upon the Corporation paying \$4,700 and issuing 100,000 shares to the Vendors on account of the option price, the Corporation will earn an undivided 20% interest in the Property. On or before each of five successive anniversary dates of the effective date, upon the opinion of an independent engineer that the Property merits further participation, and in order to keep the option in good standing, the Corporation may issue a further 80,000 shares to the Vendors and earn a further undivided 16% interest. After the Corporation has issued 500,000 shares, it will have earned an undivided 100% interest in the Property.

The Agreement provides, however, that if in exercising any instalment of the option price as above set forth, the result would be that the aggregate number of shares then issued on account of the option price would exceed 25% of the number of common shares of the Corporation then issued and outstanding, such option instalment shall not be exercised unless and until 25% of the number of common shares of the Corporation outstanding would be in excess of the aggregate number of option shares if that instalment of the option were exercised. In the event that the instalment of the option price cannot be paid for the reason aforesaid, the Vendors agree with the Corporation to extend the option on the Property upon written notice by the Corporation of its commitment to maintain and exercise the option by issuing shares for the instalment of the option price within 3 months of becoming eligible to do so under the terms of the above-noted restriction.

So long as the option remains in good standing, the Corporation shall have exclusive discretion as to the exploration and development of the Property. Pursuant to the Agreement, the Corporation is

obliged to keep the claims in good standing, and in the event that the Corporation should decide to abandon the claims comprising the Property or any part thereof, the Corporation shall, no less than 60 days prior to the staking anniversary of such claims, notify the Vendors and, if requested, transfer such claims to the Vendors, subject to the interest of the Corporation earned to that date. The Vendors shall then have sole discretion as to the exploration, development, use, working, maintenance or abandonment of such claims. The terms of the option agreement shall continue to apply to the remaining claims then comprising the Property, but no further interest may be earned by the Corporation in those claims which it has abandoned.

PRELIMINARY EXPENSES

The preliminary expenses related to incorporation and organization are approximately \$3,500. There have been no administrative expenses incurred to date. It is estimated that administrative expenses during the next twelve months will be about \$15,000, and that exploration and development expenses will be approximately \$133,100.

PLAN OF DISTRIBUTION

Underwritten Shares

Under an agreement dated June 20, 1980 between the Corporation and Durham Securities Corporation Limited ("Durham"), 100 Adelaide Street West, Toronto, Ontario and Norwich Investments Limited ("Norwich"), 88 University Avenue, Toronto, Ontario and Rosmar Corporation Limited ("Rosmar"), 100 Adelaide Street West, Toronto, Ontario (the "Underwriters"), the Corporation has agreed to sell and the Underwriters have agreed to purchase 1,000,000 common shares (the "underwritten shares") of the Corporation offered by this Prospectus for an aggregate consideration of \$270,000. The obligations of the Underwriters under the agreement may be terminated at their discretion on the basis of their assessment of the state of the financial markets and may also be terminated upon the occurrence of certain stated events. The Underwriters are, however, obligated to take up and pay for all of the underwritten shares if any of the underwritten shares are purchased under the agreement. Payment of the purchase price of the underwritten shares will be made by the Underwriters to the Corporation as to 6/15ths within 30 days of the issuance by the Ontario Securities Commission of a receipt for this Prospectus (the "acceptance date"), as to 5/15ths within 60 days of the acceptance date and as to 4/15ths within 90 days of the acceptance date. The underwritten shares are being purchased by Durham as to 28%, Norwich as to 36%, and Rosmar as to 36%.

The Corporation has agreed that until December 31, 1985, the Underwriters will have the first right of refusal to undertake future financing planned by the Corporation. The Corporation has also agreed to indemnify the Underwriters against liability for misrepresentations contained in this Prospectus and any amendments thereto except for information contained herein furnished by the Underwriters.

Secondary Offering

In consideration of the Underwriters' agreement to purchase 1,000,000 underwritten shares, the Corporation has agreed to pay the Underwriters a commission of \$40,500 to be satisfied by the issuance to the Underwriters of 150,000 fully paid and non-assessable common shares (the "commission shares") of the Corporation following receipt by it of payment in full for the 1,000,000 underwritten shares. The 150,000 commission shares together with an additional 200,000 common shares to be acquired by the Underwriters (see "Principal and Selling Shareholders") for a total of 350,000 common shares, will be offered for sale by the Underwriters over-the-counter as described on the facing page hereof after all of the underwritten shares have been sold. Although there is no present intention to do so, the secondary shares may be offered at prices lower than those set forth on the cover of this Prospectus. If a material change occurs in the affairs of the Corporation that justifies an increase in the then current offering price for the secondary shares, a Prospectus amendment will be filed before implementation of such increase.

The underwritten and secondary shares may be sold to other registered dealers acting as principals for resale by them, or such secondary shares may be offered for sale by registered dealers acting as agents on behalf of the selling shareholders and who will be paid commissions not exceeding 25% of the public offering price, and any such sales would be made within the price ranges set forth above.

Adjustment of Proceeds to the Corporation

The Underwriters have agreed that if the sum of \$297,000 is less than 35% of the gross proceeds paid by the public for the shares comprising the new and secondary offerings, the Underwriters will pay to the Corporation an amount which, when added to \$297,000 will yield a sum equal to 35% of such gross proceeds. The "gross proceeds paid by the public" for shares of the Corporation means the net total amount paid by the public to the Underwriters in the purchase of common shares of the Corporation offered under this Prospectus, up to and including the date the Underwriters complete distribution.

SPECULATIVE NATURE OF THE SECURITIES

The Property does not contain a known body of commercial ore and the funds to be received from the sale of the common shares offered by this prospectus are to be used to explore same. If the recommended programme 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 Corporation is through the sale of equity capital.

The underwriters referred to under "Plan of Distribution" are not obligated to buy back common shares except to the extent that they may have oversold the offering. In the event of their repurchasing common shares, the buy-back price may be significantly lower than the original selling price. If overselling does occur, it will not exceed 10% of the number of common shares offered for sale by this prospectus.

As indicated on the cover of this prospectus, 50% of the monies paid by investors to purchase the underwritten shares will accrue to the Corporation and 50% will accrue to the Underwriters. The

following table reflects the distribution of the proceeds received from the sale of the shares comprising the secondary offering assuming an average selling price of 80c per share:

	No. of Shares	%	Sales Proceeds Received	% of Sales Proceeds Received
Received by Underwriters	150,000	42.8	\$226,000	80.8
Received by Vendor	100,000	28.6	27,000	9.6
Received by Promoter	100,000	28.6	27,000	9.6
	<u>350,000</u>		<u>280,000</u>	

Note — The shares received by the vendor and the promoter will be sold to the Underwriters at 27c per share.

Upon completion of this offering, and after deducting anticipated expenses, the net proceeds to the Corporation are estimated at approximately \$256,000 and the net tangible book value of the 1,350,005 common shares then outstanding would be 22.7c per share calculated on the basis of assigning a book value of \$31,700 to the Property (100,000 common shares issued and arbitrarily valued at 27c per share and \$4,700 cash). Purchasers of common shares will accordingly suffer an immediate dilution, the effect of which will depend upon whether an investor purchases underwritten shares at the offering price of 54c per share or shares under the secondary offering. The following tables summarize the information concerning dilution (excluding the exercise of Warrants), the second table assuming a secondary offering price of 80c per share:

Purchase of Underwritten Shares

Public offering price per share	54.0c
Tangible book value per share after offering	22.7c
Dilution per share to investors	31.3c

Purchase of Secondary Shares

Public offering price per share	80.0c
Tangible book value per share after offering	22.7c
Dilution per share to investors	57.3c

USE OF PROCEEDS

The gross proceeds to the Corporation from the sale of the underwritten shares will be \$270,000. The costs of this issue are estimated at \$19,000. The underwriters will pay their proportionate share thereof of approximately \$4,925. The Corporation will receive an additional \$27,000 through the subscription by Messrs. Harper and Tokarsky for 100,000 common shares at 27c per share. Such net proceeds will form the working capital of the Corporation and will be used as follows:

Implementation of development programme recommended by Mr. Archibald

Marter Township Property	\$95,600
Terry Township Property (1)	32,600
Bryce Township Property (1)	4,900
Corporation's share of costs of issue	14,075
Settlement of accounts payable	8,200
Administrative expenses during next 12 months	15,000
Working capital(2)(3)	<u>126,625</u>
	<u>\$297,000</u>

- (1) These amounts will not be expended until additional claims have been staked. See "Staking of Claims" on page 9.
- (2) This amount will be increased accordingly if work is not performed on the Terry Township Property or the Bryce Township Property by reason of a failure to stake adjoining claims.
- (3) Future administrative expenses not provided for above and the possible expenditure of additional funds to carry out exploration work on the Property and the carrying out of exploration and development work on other properties as referred to below.

Additional work on the Corporation's Property may be carried out depending upon the results achieved from the programmes recommended by Mr. Archibald.

While the Corporation 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 programmes of acquiring, staking, exploring and developing other properties either alone or in concert with others and generally to carry out exploration programmes 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 Corporation are then in the course of distribution to the public.

Monies not immediately required for the Corporation's purposes as set out in the Prospectus will be deposited in interest bearing accounts with Canadian chartered banks and/or trust companies.

No part of the proceeds will be deposited outside Canada or be advanced or disbursed in any way to other companies or persons except to the extent necessary to enable the Corporation to implement and complete the exploration and development programmes as set forth in this Prospectus and Amendments thereto. No part of the proceeds will be used to invest in securities other than securities in which a company registered under Part III of the Canadian and British Insurance Companies Act may invest its funds without availing itself for that purpose of the provisions of Sub-section 63(4) of the said Act. If the Corporation wishes to use the proceeds for purposes other than those set out in this Prospectus, it will obtain the prior consent of the shareholders and will provide 21 days prior notice to the Ontario Securities Commission.

CAPITALIZATION

<u>Designation of Securities</u>	<u>Authorized</u>	<u>Outstanding as of June 30, 1980</u>	<u>Outstanding on Completion of this Financing</u>
Common shares	5,000,000	100,005 (\$27,005)	1,350,005 (1) (\$364,505)
without par value			
Preference shares	2,000,000	500,000	500,000
with a par value of 1/10th of 1¢ per share	(\$2,000)	(\$500)	(\$500)

(1) Gives effect to the issuance of 1,000,000 underwritten shares, 150,000 commission shares to the Underwriters, 100,000 shares to the vendors of the Property and 100,000 shares subscribed for by the promoters. All references to the foregoing are to common shares.

(2) 250,000 common shares are reserved for exercise of warrants.

DESCRIPTION OF SECURITIES

Common Shares

Each of the common shares without par value carries one vote at all meetings of shareholders, is entitled to dividends as and when declared by the directors and is entitled upon liquidation to a pro rata share of the assets of the Corporation distributable to the holders of common shares, subject only to the prior right of holders of preference shares to receive an amount equal to the par value thereof. The common shares carry no conversion or pre-emptive rights. Upon completion of this issue, all issued and outstanding common shares will be fully paid and non-assessable. Under its Articles of Incorporation, the Corporation may purchase its common shares.

Preference Shares

Each of the preference shares with a par value of 1/10th of 1¢ per share carries one vote at all meetings of shareholders but is not entitled to receive any dividends or to participate in the assets of the Corporation in the event of its dissolution other than to receive, in priority to the common shares, a sum equal to the par value thereof. The preference shares, or any part thereof, are redeemable at their par value at any time at the option of the Corporation with the consent of the holders. All outstanding preference shares are redeemable in any event on July 15, 1985. Preference shares are redeemable at an earlier date at par on the basis of one share to be redeemed for each common share of the Corporation purchased pursuant to the share purchase warrants referred to hereunder. The preference shares are not transferable without the prior written consent of the Ontario Securities Commission. All of the presently issued preference shares are fully paid and non-assessable.

Warrants

The Corporation has authorized the issuance of up to 500,000 warrants entitling the holders thereof to purchase one common share of the Corporation for each warrant held. The Corporation will issue, upon receipt of the sum of \$270,000 from the sale of the underwritten shares, warrants entitling the promoters of the Corporation, to purchase 250,000 common shares of the Corporation at the price of 33 $\frac{3}{4}$ ¢ per share until July 15, 1985. No common shares so purchased will be offered for sale within a period of six months from the date of the issuance by the Ontario Securities Commission of a receipt for this prospectus and thereafter without the written consent of the Underwriters if the shares offered by this prospectus are then in the course of distribution to the public. Up to an additional 250,000 warrants will be issuable to the promoters on the basis of warrants being issued entitling them to purchase one common share of the Corporation for every four additional common shares of the Corporation sold by it from its unissued common shares. The purchase price payable on the exercise of such additional warrants will be 125% of the purchase price paid to the Corporation's treasury and said warrants will be exercisable for a period of five years from the date of their respective issuance. Warrants may not be transferred without the prior written consent of the Ontario Securities Commission. The warrants will contain anti-dilution 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 re-classification of common shares, the payment of stock dividends, and the consolidation or merger by the Corporation with or into another corporation or the sale, conveyance, lease or other transfer by the Corporation of all or substantially all of its assets.

MANAGEMENT

The names and home addresses of the directors and officers of the Corporation and the position presently held by them in the Corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Position</u>
Hugh Grant Harper, P.Eng.	314 Hendon Avenue Willowdale, Ontario	President and director
Irwin Arthur Wallace	2500 Bathurst St. Apt. 508 Toronto, Ontario	Vice-President and director
John Thomas Tokarsky	90 Peckham Avenue Willowdale, Ontario	Secretary-Treasurer and director
Thomas Richard Heale	431 Crosby Avenue Richmond Hill, Ontario	Director
George Arthur John Monteith	2679 Bloor St. West Etobicoke, Ontario	Director

The principal occupation of the directors and officers during the past ten years is as follows:

- Mr. Harper professional engineer and designated consulting engineer providing exploration services to the mining industry through Harper Consulting Services Inc. during the past 3 years and prior thereto consulting engineer and geologist, self-employed.
- Mr. Wallace self-employed notary public, insurance agent and real estate broker.
- Mr. Tokarsky accountant and corporate secretary, self-employed and controlling shareholder of Tokarsky Corporate Services Limited since September 1974, previously Tokarsky Corporate Services since November 1971, between October 1969 and September 1971 in the employ of Shlesinger Corporate Services Limited.
- Mr. Heale consulting geologist, self-employed. Retired since January 1975.
- Mr. Monteith geologist, self-employed since May 1975, between 1970 and 1975 a University student in geology, and prior thereto a student at The School of Mines, Haileybury.

It is not anticipated that the Directors or Officers will devote more than 5% of their time to managing the affairs of the Corporation. They will, however, be available to carry out their duties and responsibilities as required. Mr. H. G. Harper will render professional services to the Corporation in the carrying out of its exploration and development programme and will make available such portions of his time as may be required to this end from time to time.

Reference is made to the caption "Certain Particulars Relating to Management and the Promoters" respecting certain background information relating to the parties described above.

Messrs. Harper and Tokarsky have agreed with the Underwriters tha., until December 31, 1985, they will vote all shares of the Corporation, the voting of which they control or direct to cause two nominees of the Underwriters to be elected as Directors of the Corporation.

REMUNERATION OF MANAGEMENT

To date no aggregate direct remuneration has been paid or is payable to the directors and senior officers of the Corporation, other than for accrued directors' fees of \$1,000. During the current financial year directors will be paid a fee of \$100 for each meeting of the board of directors or meeting of shareholders which they attend. A monthly fee not exceeding \$400 will be paid to Tokarsky Corporate Services Limited based upon services provided to the Corporation consisting of head office accommodation, accounting, administrative and secretarial services. Mr. Harper, the President and a director of the Corporation who is a mining geologist will be paid for time expended by him on the Corporation's behalf.

PRIOR SALES OF SHARES

Five shares of the Corporation have been issued and sold at \$1.00 per share.

ISSUANCE OF SHARES IN SETTLEMENT OF INDEBTEDNESS

Following the issuance of a receipt for this prospectus, the Corporation, pursuant to agreement with Messrs. Harper and Tokarsky, will be indebted to them in the amount of \$27,000 representing \$4,700 payable to the vendors of the Property and \$22,300 advanced by them by way of loan to the Corporation. The total amount of such indebtedness will be satisfied by the issuance by the Corporation to them equally of a total of 100,000 common shares issued at a price of 27¢ per share. By agreement between Messrs. Harper and Tokarsky and the Underwriters dated June 20, 1980, these shares will be purchased by the Underwriters from them at 27¢ per share following the acceptance of filing of this prospectus by the Ontario Securities Commission. The 100,000 shares so acquired by the Underwriters will form part of the shares referred to under "Secondary Offering" on the facing page of this prospectus. The Underwriters may advance monies to Messrs. Harper and Tokarsky on account of the purchase price of said shares. The aforementioned sum of \$27,000 represents a payment allocation as follows: Messrs. Harper and Tokarsky — \$4,700; accounts payable — \$3,500; costs of issue — \$19,000.

PROMOTERS AND INTEREST OF MANAGEMENT AND OTHERS IN CERTAIN TRANSACTIONS

Messrs. H. G. Harper and J. T. Tokarsky, directors and the President and Secretary-Treasurer of the Corporation respectively, are its promoters and are the vendors of the Property. By agreement dated June 20, 1980, Messrs. Harper and Tokarsky equally subscribed for and the Corporation issued to them a total of 500,000 preference shares of the Corporation for an aggregate consideration of \$500. Pursuant to said agreement, the Corporation, subject to earlier redemption as hereinafter described, will redeem these preference shares at par on July 15, 1985 unless such redemption date is extended with the written concurrence of the Ontario Securities Commission. The Corporation has agreed to make application to extend the redemption date if requested by a holder of preference shares. Said preference shares will be redeemed at an earlier date at par on the basis of one share to be redeemed for each common share of the Corporation purchased pursuant to the warrants referred to hereunder. Under said agreement, the Corporation also agreed to issue warrants to the promoters entitling them to purchase an aggregate of 250,000 common shares of the Corporation (see "Warrants" and "Capitalization") at 33 $\frac{3}{4}$ ¢ per share exercisable on or before July 15, 1985, but any shares purchased pursuant to said warrants will not be offered for sale within a period of six months from the date of the issuance by the Ontario Securities Commission of a receipt for this prospectus and thereafter without the written consent of the Underwriters if the shares offered by this prospectus are then in the course of distribution to the public. The Corporation also agreed with the promoters that,

to the extent the Corporation hereafter receives funds from the sale of its common shares, exclusive of the common shares being purchased by the Underwriters from the Corporation, it would issue to them additional warrants to a maximum of 250,000 warrants entitling them to purchase, for a period of five years, common shares of the Corporation. Such warrants will be issued on the basis of one warrant for every four common shares sold by the Corporation and the price at which common shares may be purchased thereunder will be equal to 125% of the price received by the Corporation incidental to the sale of its common shares with respect to which such warrants are issued.

PRINCIPAL AND SELLING SHAREHOLDERS

Set out below are particulars, as at June 30, 1980, of the present principal holders of shares of the Corporation, whose ownership is direct, of record and beneficial.

<u>Name and Address</u>	<u>Class of Security</u>	<u>No. of Shares Owned</u>	<u>% of Class</u>	<u>No. of Shares Owned After This Offering</u>	<u>% Owned After This Offering</u>
Hugh Grant Harper 314 Hendon Avenue Willowdale, Ontario	Common Shares	50,000	50%(1)	nil	nil
John Thomas Tokarsky 90 Peckham Avenue Willowdale, Ontario	Common Shares	50,000	50%(1)	nil	nil
	Preference Shares	250,000	50%	250,000	50%
	Preference Shares	250,000	50%	250,000	50%

- (1) Calculated before giving effect to the proposed offering of common shares referred to on the facing page, and the issuance of additional common shares referred to under "Issuance of Shares in Settlement of Indebtedness".
- (2) Following receipt by the Corporation of the proceeds from the sale of the underwritten shares, Messrs. Harper and Tokarsky will hold warrants entitling them to purchase an aggregate of 250,000 common shares of the Corporation. See "Promoters and Interest of Management and Others in Certain Transactions".

As disclosed in this prospectus, 350,000 common shares will be offered hereunder by way of a secondary offering as follows:

<u>Name and Address</u>	<u>No. of Common Shares to be Sold</u>	<u>No. of Common Shares to be Owned After This Financing</u>	<u>Percentage to be Owned After This Financing</u>
Durham Securities Corporation Limited 100 Adelaide St. W., Toronto, Ontario	98,000	Nil	Nil
Norwich Investments Limited 88 University Ave., Toronto, Ontario	126,000	Nil	Nil
Rosmar Corporation Limited 100 Adelaide St. W., Toronto, Ontario	126,000	Nil	Nil

The following are the names of every person having an interest either directly or indirectly to the extent of not less than 5% in the capital of the Underwriters:

Durham Securities Corporation Limited .	David J. Foster, 32 Forest Ridge Drive, Toronto, Ontario. Alex Pancer, 110 Elise Terrace, Willowdale, Ontario.
Norwich Investments Limited	Estate of the late Kenneth R. Macklin, Apt. 121, 35 Ormskirk Avenue, Toronto, Ontario June S. Brew, 54 Brantwood Dr., Scarborough, Ontario.
Rosmar Corporation Limited	Albert Allison, PH.23, 400 Walmer Rd., Toronto, Ontario

Note: The 350,000 common shares referred to above compose 150,000 bonus shares issued by the Corporation to the Underwriters, and 200,000 shares to be purchased by them from H. G. Harper and J. T. Tokarsky at 27¢ per share.

As of the date of this prospectus, the directors and senior officers of the Corporation hold 100% of the Corporation's issued common and preference shares.

DIVIDENDS

No dividends have been paid to date by the Corporation.

AUDITORS, TRANSFER AGENT AND REGISTRAR

William E. Griffin, Chartered Accountant, Suite 300, 111 Railside Road, Don Mills, Ontario is the Corporation's auditor.

National Trust Company, Limited, 21 King Street East, Toronto, Ontario is the Transfer Agent and Registrar with respect to the Corporation's common shares.

The Corporation acts as its own transfer agent with respect to preference shares and warrants.

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, the only contracts entered into by the Corporation within the two years prior to the date of this prospectus are the following:

1. Property acquisition option agreement between the Corporation and H. G. Harper referred to under "Acquisition".
2. Underwriting agreement between the Corporation and the Underwriters referred to under "Plan of Distribution".

3. Agreement between the Corporation and Messrs. H. G. Harper and John T. Tokarsky respecting the issuance of common shares to them in settlement of monies owed to them by the Corporation and referred to under "Issuance of Shares in Settlement of Indebtedness".

4. Agreement between the Corporation and Messrs. Harper and Tokarsky respecting their subscription for preference shares of the Corporation and the issuance to them of warrants referred to under "Promoters and Interest of Management and Others in Certain Transactions".

Copies of the foregoing contracts may be inspected at the head office of the Corporation during ordinary business hours during the distribution of the securities offered by this prospectus and, after the issuance of a receipt for this prospectus, in the public offices of the Ontario Securities Commission, 10 Wellesley Street East, Toronto, Ontario.

CERTAIN PARTICULARS RELATING TO MANAGEMENT AND THE PROMOTERS

The following particularizes the association of the undernamed with other junior mining exploration and development companies during the past ten years, the association extending from the indicated date. Except as otherwise indicated, none of the following companies has discovered an ore body or oil or gas well which has reached the stage of commercial production.

Mr. Harper is a director or officer of the following active companies: Consolidated Imperial Resources Ltd.; D'Eldona Gold Mines Ltd., producing gas wells; Enertex Developments Inc.; Fin Resources Inc.; First Canadian Gold Corporation Ltd.; Jamestown Explorations Inc.; Opawica Explorations Inc.; Proto Explorations & Holdings Ltd., producing gas wells; Temple Explorations Inc.; Thunderbolt Explorations Inc.; Greenwich Lake Explorations Ltd.; Uranex Resources Ltd.; Western Uranium Explorations Inc.; Coronation Gold Explorations Inc. (22/2/79); Mercier Explorations Limited (3/5/79); Empire Resource Explorations Ltd.; Petrobar Explorations Inc.; J-Q Resources Ltd.; Osisko Lake Mines Ltd.; Bald Eagle Explorations Inc.; Lynco Resources Inc. (5/10/79); Goldmac Explorations Inc. (10/12/79); and 4 companies which are not presently active.

Mr. Harper has been but is no longer a director or officer of the following companies: Azen Mines Ltd., Cavalier Energy Inc., Davoil Natural Resources Ltd., Kerralda Mines Limited, Kingbridge Mines Ltd., Newore Developments Ltd., Peerless Canadian Explorations Ltd., Sarimco Mines Ltd., Torcan Explorations Ltd., Viva Explorations Ltd., Winnebago Mines Ltd., Wolverine Developments Inc., Process Minerals Ltd., Summit Diversified Inc., Xtra Developments Ltd., Combined Metal Mines Ltd.

Mr. Harper has acted in the capacity of consultant only for the following companies: Abino Gold Mines Ltd., Active Mines Ltd., Amalgamated Rare Earth Mines Ltd., Ardel Explorations Ltd., Bouchard & Co. Ltd., Calvert Gas & Oils Ltd., Canadian Conquest Mines Ltd., Candore Explorations Ltd., Canray Resources Ltd., Carbrew Explorations Ltd., Cardiff Uranium Mines Ltd., Cochenour Willans Gold Mines Ltd., Concourse Minerals Ltd., Coniston Explorations & Holdings Ltd., Consolidated Dolsan Mines Ltd., Dickenson Mines Ltd., Diplomat Mines & Explorations Inc., Dolphin-Miller Mines Ltd., Dumont Nickel Corporation Ltd., Eclipse Metals Ltd., Fairview Mining Inc., Farwest Mining Ltd., File Lake Explorations Ltd., Gateford Mines Ltd., Glade Explorations Ltd., Glencair Mining Co. Ltd., Goldmaster Mines Ltd., Grand Canadian Mining Corporation Ltd., Geneva Metals Inc., Jameland Mines Ltd., Kam-Kotia Mines Ltd., Kopan Developments Ltd., Langis

Silver & Cobalt Mining Corporation Ltd., Mareast Explorations Ltd., Mount Jamie Mines Ltd., New Cinch Uranium Ltd., New Kelore Mines Ltd., Nickel Rim Mines Ltd., Pleno Mines Ltd., Power Mines Ltd., Redcon Gold Mines Ltd., Rawhide "U" Mines Ltd., Rowan Consolidated Mines Ltd., Sarimco Mines Ltd., S.I.S. Resources Corporation, The Sterling Trusts Corporation, United Cobalt Mines Ltd., United Macfie Mines Ltd., Wisconsin Mining Company Ltd., Young-Shannon Gold Mines Ltd., Combined Metal Mines Ltd., Saskatchewan Mining Development Corporation, Groundstar Resources Ltd., Canadian Gold Resources Ltd., Seaway Base Metals Ltd., Dunraine Mines Limited.

Mr. Tokarsky, during the past ten years, has been associated with approximately 56 mining and oil exploration companies as a director and/or officer. The records of 37 of these companies are not available to him and their present status is also unknown to him; 14 are not presently active, and five are in good standing. The active corporations with which he is presently associated as an officer and/or director are as follows: Geolex Resources Ltd. (formerly Aspen Explorations Inc.) producing gas well, (16/11/76); Consolidated Copper-Lode Developments Inc. (15/4/77); Ewertex Developments Inc. (29/12/75); Midpines Explorations Inc. (formerly Southport Mines Ltd.) (25/2/75); Natalma Mines Ltd. (15/2/72); Orelock Explorations Ltd. (28/8/77); Jaridge Explorations Inc. (1/3/78); Western Uranium Explorations Inc. (10/4/78); Metina Developments Inc. (29/6/78); Petrolite Explorers Inc., producing oil and gas wells, (19/5/78); Coronation Gold Explorations Inc. (22/2/79); Mercier Explorations Limited (3/5/79); Nolan Lake Explorations Inc. (18/6/79); Cymbal Explorations Inc. (5/11/79); Goldmac Explorations Inc. (10/12/79); Lynco Resources Inc. (5/10/79); Opawica Explorations Inc. (2/6/80); Vega Gold Explorations Inc. (13/3/80). Mr. Tokarsky is an officer and/or director of 21 companies which are not presently active.

Mr. Wallace is a director and/or officer of the following active companies: Belle Aire Resources Explorations Limited; Bonanza Red Lake Explorations Inc.; Carday Uranium Mines Inc.; Consolidated Imperial Minerals Limited; Consolidated Tache Mines & Investments Ltd.; Cymbal Explorations Inc. (5/11/79); D'Eldona Gold Mines Limited; D'Eldona Developments Limited; Fin Resources, Inc.; First Canadian Gold Corporation Inc.; Jamestown Explorations Inc.; Insulite Development Corporation Inc.; Minedel Mines Limited; Natalma Mines Limited; Northumberland Mines Limited; Oneida Energy and Resources Corporation; Opawica Explorations Inc.; Pelican Mines Limited; Petrobar Explorations Inc.; Proto Explorations & Holdings Inc.; Sumtra Diversified Inc.; Temple Explorations Inc.; Thunderbolt Gas & Oil Explorations Inc.; Mercier Explorations Limited (3/5/79); Nolan Lake Explorations Inc. (18/6/79); Golden Falcon Explorations Inc.; Goldmac Explorations Inc. (10/12/79). Mr. Wallace has been associated with 61 other companies which are not presently active or from which he has resigned as a director and/or officer.

Mr. Heale has been a director and/or officer of the following active companies: Consolidated Copper-Lode Developments Inc. (21/11/77); Midpines Explorations Inc. (25/5/78); Metina Developments Inc. (29/6/78); Nolan Lake Explorations Inc. (18/6/79); Cymbal Explorations Inc. (5/11/79); Goldmac Explorations Inc. (10/12/79); Vega Gold Explorations Inc. (13/3/80); Edomar Resources Inc.; and 6 companies which are not presently active.

Mr. Monteith has been an officer and/or director of the following active companies: Western Uranium Explorations Inc. (10/4/78); Metina Developments Inc. (29/6/78); Coronation Gold Explorations Inc. (22/2/79); Lava Cap Resources Ltd., oil and gas production; and one company which is not presently active.

Set forth below are particulars of certain companies of which Mr. Harper and Mr. Monteith have been the promoters. The table reflects monies raised through the sale of treasury shares,

expenses incurred in carrying out exploration work on properties and the dates of association as a promoter.

Mr. Harper:

<u>Company</u>	<u>Underwriting Proceeds</u>	<u>Field Expenses</u>	<u>Date</u>
Landair Explorations Limited (1)	\$205,000	112,000	1971-1976
Enertex Developments Inc. (2)	110,000	47,680	1976-1979
Mercier Explorations Limited (3)	250,000	58,494	1979-1980
Goldmac Explorations Inc. (4)	187,500	5,990	1980

- (1) Subsequently merged to form Uranex Resources Ltd., which has a drilled reserve of over 2,000,000 tons of pegmatite grading 0.7 pounds of U₃O₈ per ton, as well as a substantial fluorite deposit. Present working capital - \$38,700.
- (2) Present working capital - \$35,000.
- (3) Present working capital - \$241,000.
- (4) Present working capital - \$ 181,200.

Mr Monteith:

<u>Company</u>	<u>Underwriting Proceeds</u>	<u>Field Expenses</u>	<u>Date</u>
Western Uranium Exploration Inc. (1)	\$180,000	138,468	1978-1980
Coronation Gold Explorations Inc. (2)	325,000	193,969	1979-1980

- (1) Present working capital - \$14,300.
- (2) Present working capital - \$120,444

The above information not being within the knowledge of the Corporation has been furnished by the above-named who have compiled the same to the best of their abilities.

PURCHASER'S STATUTORY RIGHTS OF WITHDRAWAL, RESCISSION AND DAMAGES

Sections 70, 126 and 135 of The Securities Act, 1978 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,

- (1) 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 texts of the provisions under which the foregoing rights are conferred and the foregoing summary is subject to the express provisions thereof.

TERRY GOLD EXPLORATIONS INC.

(Incorporated under the laws of Ontario)

OPENING BALANCE SHEET

June 30, 1980 (Note 2)

ASSETS

Current Assets

Cash	\$ 505
Mining Property (Note 3)	31,700
Organization Expense	<u>3,500</u>
Total Assets	<u>\$35,705</u>

LIABILITIES

Current Liabilities

Accounts payable and accrued liabilities (Note 4)	\$ 8,200
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Share Capital (Note 5)

Authorized —

2,000,000 preference shares, at a par value of 1/10¢ each (\$2,000)
5,000,000 common shares without par value

Issued —

500,000 preference shares	\$ 500
100,005 common shares	<u>27,005</u>
	<u>27,505</u>

Total Liabilities and Capital	<u>\$35,705</u>
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Approved by the Board:

(Signed) H. G. Harper, Director

(Signed) John T. Tokarsky, Director

AUDITOR'S REPORT

To the Directors of
Terry Gold Explorations Inc.

I have examined the balance sheet of Terry Gold Explorations Inc. as at June 30, 1980. My examination was made in accordance with generally accepted auditing standards, and accordingly included such tests and other procedures as I considered necessary in the circumstances.

In my opinion the balance sheet together with the notes thereto, presents fairly the financial position of the company, as at June 30, 1980 in accordance with generally accepted accounting principles.

July 30, 1980
Don Mills, Ontario

(signed) WILLIAM E. GRIFFIN
Chartered Accountant

TERRY GOLD EXPLORATIONS INC.

NOTES TO FINANCIAL STATEMENTS

June 30, 1980

1. Accounting Policies

The accounting policies of the company are in accordance with generally accepted accounting principles and those considered to be particularly significant are set out below.

(a) Deferred Exploration

Exploration and development expenditures are deferred until such time as they are written off against production from the property to which they apply or until the claims are sold or otherwise disposed of.

2. Incorporation

On April 29, 1980 a Certificate of Incorporation was issued incorporating Terry Gold Explorations Inc. under the Business Corporations Act 1970 as at that date and empowering it under its objects to explore for, develop and produce ore and minerals including oil and gas.

3. Mining Property

On June 20, 1980 the company acquired an option to purchase 12 unpatented mining claims in the Larder Lake Mining Division, Ontario, for a consideration of 100,000 common shares valued by the directors at 27 cents per share and a cash payment of \$4,700 for a total option purchase price of \$31,700

To fully exercise its option and earn an 100% undivided interest in the mining claims, the Company will be required to issue to the Vendors an additional 400,000 common shares in equal blocks of 80,000 shares each on or before each of five successive anniversary dates of the date of issuance of the 100,000 shares for the option. The issuance of the initial 100,000 shares to the Vendors will earn the Company an undivided 20% interest and each successive issuance of 80,000 shares will earn the Company a further undivided 16% interest in the mining claims.

4. Accounts Payable

Accounts payable consists of the estimated organization expenses of \$3,500 and the cash portion owing re the option on the mining property \$4,700 for total accounts payable of \$8,200

5. Share Capital

(a) The preference shares carry 1 vote per share and are preferred as to repayment of capital but do not participate in earnings. These shares are redeemable at par. The Company has the right to purchase its common shares

- (b) During the period from incorporation April 29, 1980, the Company issued or agreed to issue shares as follows:

Preference Shares	
500,000 shares for cash	<u>\$ 500</u>
Common Shares	
5 shares for cash	\$ 5
<u>100,000</u> shares for Mining Property	<u>27,000</u>
<u>100,005</u>	<u>\$27,005</u>

- (c) The subscription agreement with the holders of the issued preference shares (the shareholders) provides that the 500,000 shares will be redeemed no later than July 15, 1985 unless an extension is granted by regulatory bodies.

The Company has authorized the issue of warrants to purchase 500,000 common shares. One preference share would be redeemed contemporaneously with the exercise of a common share warrant.

On completion of the financing referred to in Note 6 the Company will issue to the shareholders, warrants to purchase 250,000 common shares at 33 $\frac{3}{4}$ cents per share exercisable at any time until July 15, 1985.

To the extent that the Company receives funds from the sale of its common shares exclusive of those sold under the financing referred to in Note 6, the Company has agreed to issue to the shareholders additional warrants up to a maximum of 250,000 warrants on the basis of one warrant for every four common shares sold by the Company. The exercise price would be equal to 125% of the price received by the Company incidental to the sale of common shares with respect to which the warrants are issued.

- (d) Shareholders have subscribed for 100,000 common shares at 27 cents per share, which subscription has been accepted by the Company effective forthwith upon the acceptance for filing of the Company's prospectus by the Ontario Securities Commission.

6. Financing

By agreement dated June 20, 1980, underwriters have firmly agreed to purchase a total of 1,000,000 common shares of the Company's capital at 27 cents per share (\$270,000) payable as to \$108,000, \$90,000 and \$72,000 within 30 days, 60 days and 90 days of the date of acceptance for filing of the Company's Prospectus by the Ontario Securities Commission.

Upon completion of the aforesaid underwriting, the Company has agreed to pay commissions totalling \$40,500 to the underwriters, to be satisfied by the issue of a total of 150,000 common shares.

Under the agreement if the sum of \$297,000 is less than 35% of the total amount paid by the public to the underwriters in the purchase of common shares offered under the Prospectus during the course of distribution thereof, the underwriters will pay to the Company an amount which when added to \$297,000 will yield a sum equal to 35% of the amount so paid by the public in the purchase of said common shares.

The underwriters have a right of first refusal on future financing to December 31, 1985.

CERTIFICATES

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: July 30, 1980

H. G. Harper
Chief Executive Officer

John T. Tokarsky
Chief Financial Officer

George Monteith
Director

I. A. Wallace
Director

Promoters

H. G. Harper

John T. Tokarsky

UNDERWRITERS

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: July 30, 1980

DURHAM SECURITIES CORPORATION
LIMITED

By: D. J. Foster

NORWICH INVESTMENTS LIMITED

By: J. S. Brew

ROSMAR CORPORATION LIMITED

By: H. Bauman



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SUMMARY REPORT
TERRY GOLD EXPLORATIONS INC.
MARTER, TERRY & BRYCE TOWNSHIPS
ONTARIO

by

C. W. Archibald, B.A.Sc., P. Eng.

30th June, 1980



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T A B L E O

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 2 Figure I, Location Plan of Properties

MARTER TOWNSHIP PROPERTY REPORT

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 3 Location & Access
 4 History
 5 Geology
 7 Figure 2, Geological Plan
 8 Economic Geology
 9 Conclusions
 11 Recommendations
 12 Cost Estimate
 12 References

TERRY TOWNSHIP PROPERTY - OMITTED

SEE FILE 63.3755

13 Property
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BRYCE TOWNSHIP PROPERTY - OMITTED

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Certificate

Appendix A, showing assessment data,
pits, drill holes, logs of
Marter Township Property

GENERAL SUMMARY

The three properties owned by the Company total approximately four-hundred and eighty acres with three-hundred and twenty acres in Marter Township, eighty acres in Terry Township and eighty acres in Bryce Township. All three properties are in Ontario, south and south-west of the town of Kirkland Lake, as shown on Figure I.

The properties in Marter and Terry Townships are accessible by road and the Bryce Township property within a half-mile of a road.

All the properties are gold prospects and for one reason or another, each of them have had only limited exploration in the past. The Marter Township property is over 90% covered by overburden but in the only outcrop area, gold values were reported. The other two properties both have reported gold values but both have been neglected as they are underlain by granite.

In my opinion, all three properties warrant an exploration program.

Recommendations for exploration vary from property to property as do the expenditures.

Total of expenditures for all three properties is estimated to be \$133,100.00.

In the following report, each of the properties has been reported separately.

MARTER TOWNSHIP PROPERTY

P R O P E R T Y

This property consists of eight contiguous mining claims or approximately 320 acres.

The claims are numbered L-555547 to L-555554 inclusive and are all in Marter Township in the Larder Lake Mining Division, Ontario.

All claims are in Concession 4 of the township and cover parts of Lots 11 and 12, as shown on the attached geological plan.

L O C A T I O N & A C C E S S

The property is in Marter Township, Northern Ontario, some 4 miles (6½ kilometers) north of the town of Englehart, Ontario.

Access is by concession road, which runs along the south side of the property, a distance of 3 miles (5.6 kilometers) east of Highway 11. Two logging roads also traverse the north claims from the east boundary of the claims to the Blanche River.

H I S T O R Y

The showing on this property, known as the Wojcieszyn showing, is close to the boundaries of Lots 11 and 12 and Concessions 4 and 5.

The showing consists of a sheared carbonate zone which was exposed in two rapids on the Blanche River, some half-mile apart, and then further exposed in a series of pits and trenches near the river. The date when trenching was done is not known to the writer. Two grab samples taken from one of the trenches were reported to have assayed \$3.80 and \$1.40 per ton with gold presumably at \$35.00 per ounce.

In 1956, William Gerrie, P. Eng. of Swastika, Ontario, drilled six diamond drill holes, five of which were on this property, on the Wojcieszyn showing. The five holes on this property totalled 763 feet and explored approximately 350 feet in strike length. Assay results are not known. Appendix A shows the location of the trenches, diamond drill holes and logs of the holes.

In May of this year, a north-south base line was set out on the property, east-west lines at four-hundred foot intervals were flagged and chained and a magnetometer and V.L.F. electromagnetic surveys were run over the property.

G E O L O G Y

Thick glaciofluvial deposits cover most of the property with the only outcrops to be seen in the rapid portion of the Blanche and Misema Rivers. Most of the property is covered by a heavy mantle of varved clay with the south-eastern portion covered by a heavy sand layer. Because of this heavy overburden, much of the geology in the area of this property is assumed.

The property is mainly underlain by basic to ultrabasic volcanics which strike nearly north-south and are steep dipping.

These volcanics have been intruded by ultrabasic to intermediate dikes and later by the Round Lake pluton and numerous small acid to intermediate dikes. The Round Lake pluton lies just to the west of the property.

Dikes (or sills) cutting through this property parallel the eastern margin of the Round Lake pluton and are composed of quartz diorite to the west and quartz gabbro to the east.

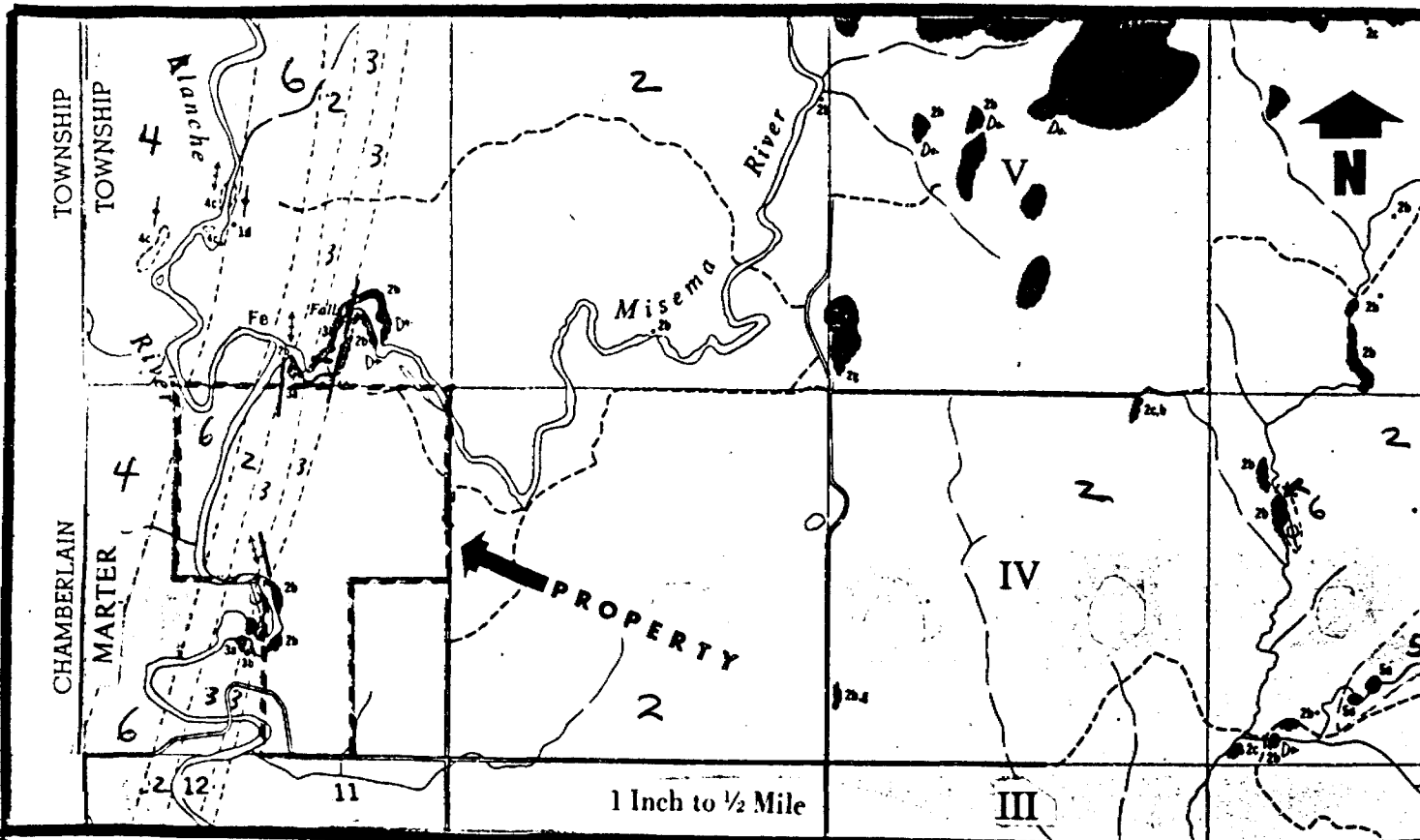
At least two shear zones are present on this property. One shearing which is 50 feet wide, schistosity North 20° West, vertical dipping, is in the north-east corner of Lot 11, in Concession 6. A second shear, 30 feet wide, striking North 12° West and dipping 72° East, can be seen at the falls in the Misema River, east of the junction with the Blanche River.

In the first mentioned shearing, much quartz, carbonate and sulphides were cut by diamond drilling done in 1956.

Iron formation occurs just to the north of the claim group west of the junction of the Misema and Blanche Rivers.

The following Figure 2 on page 7 shows the geology of these claims and the immediate area.

No significant samples could be taken on this property as all the pits are full of clay. Loose rock presumably from the pits did show quartz stringers along with a green carbonate.



LEGEND

PRECAMBRIAN PROTEROZOIC KEWEENAWAN

6 6 Diabase.

INTRUSIVE CONTACT

HURONIAN COBALT GROUP GOWGANDA FORMATION

5 5a Conglomerate.
5b Greywacke.
5c Arkose, quartzite.
5d Argillite.

UNCONFORMITY

ARCHEAN ALGOMAN?

4 4a Syenite.
4b Granodiorite.
4c Granodiorite gneiss (Round Lake pluton).
4d Albite porphyry, quartz-albite porphyry.
4e Lamprophyre.
4f Felsite.

INTRUSIVE CONTACT

POST-KEEWATIN

3 3a Diorite.
3b Gabbro.
3c Serpentinized peridotite.
3d Diorite porphyry, dacite porphyry.

INTRUSIVE CONTACT

KEEWATIN

BASIC TO INTERMEDIATE VOLCANIC ROCKS
(predominantly lavas)

2 2b Dacite and andesite, including pillow lavas.
2c Diabase, diorite and gabbro.
2f Sheared volcanic rocks.
2g Fragmental lavas.
2v Variolitic lavas.

INTERMEDIATE TO ACID VOLCANIC ROCKS
(predominantly pyroclastic)

1 1a Porphyritic dacite and andesite, mostly crystal tuff.
1b Dacite and andesite, mostly aphanitic tuff.
1d Banded tuff and tuffaceous sedimentary rocks with minor iron formation.
1f Sheared volcanic rocks.
1g Agglomerate.
1r Rhyolite.

GEOLOGICAL PLAN TERRY GOLD EXPLORATIONS INC.

MARTER TOWNSHIP PROPERTY

FROM Map 2043
Catharine and Marter Townships

E C O N O M I C G E O L O G Y

Gold occurs in this section of the country in quartz veins in the Keewatin greenstones, generally in mineralized quartz veins.

The Wojcieszyn showing, close to the common corner of Lots 11 and 12 and Concessions 4 and 5, contains several pits which are reported to be in a carbonatized shear zone. Quartz veins in this zone, striking North 20° East, are reported to be mineralized with pyrite, chalcopyrite and to carry low gold values.

In the five parallel holes drilled in 1956 on the northern part of these claims over a 350 foot strike length, all encountered quartz veining associated with a green carbonate. The green carbonate persists east of the drill collar for many feet and the quartz veining continues beyond the carbonates in association with massive andesite.

Papers have been written about the green carbonate rocks in the Larder Lake, Kirkland Lake and Timmins camps and their association with gold values. In the writer's opinion, the green carbonates are only an indicator of a favourable environment and not an economic gold carrier. These claims do contain at least one green carbonate zone which is sheared and which also contains mineralized quartz veining which is reported to carry gold values.

C O N C L U S I O N S

The preliminary electromagnetic and magnetometer surveys conducted over the property this year revealed very little of interest. Unless geology could be correlated with these surveys to make them more comprehensive, the surveys are, in my opinion, useless.

With the extremely limited amount of outcrop showing on the property, it is next to impossible to correlate geology and geophysics and any further geophysics, at this time, would be a waste of money.

The lack of rock outcrop in this area means that the geological map is assumed geology, projected from small and widely scattered known geological occurrences. However, the overall area in which the claims are situated is believed to be in a geological environment favourable to the deposition of gold in quartz.

Grab samples from one of the trenches on the property are reported to have gold values.

In the 1956 diamond drilling, all five diamond drill holes were logged to show considerable quartz veining, widespread shearing and green carbonates. The quartz veining was in and beyond the shearing in massive andesite and extending beyond the carbonate zone.

This is a good area in which to explore for veins carrying economic fold values as the shearing, carbonatization, quartz veining and gold values are all present.

There are other areas on the property which should be explored. The shear zone which can be seen to the north of the property on the Misema River probably extends on to these claims east of and parallel the area drilled. Geologically, the pattern is the same and gold veins could be in the shear.

Due to the property being so extensively covered by overburden, it is difficult to explore but for this reason it is virtually unexplored.

Diamond drilling would appear to be the only exploration tool that can be used.

I believe the property warrants an exploration program.

R E C O M M E N D A T I O N S

I would recommend that the property be explored by diamond drilling.

Drilling six holes across the full width of the shearing in the area of the old trenches. The shearing is believed to be at least a half mile long so the holes should be spaced roughly four-hundred feet apart. If interesting gold values are obtained by this widely spaced drilling, a closer spacing of holes can be put in to delineate the vein or veins.

If necessary, cross-sectional drilling should be done to assure full coverage of at least two-hundred feet of the wall rock on both sides of the shear zone and green carbonates.

At least one hole should be drilled to cross-section the shearing running south of the rapids on the Misema River and nearly parallel that in the trenched area.

This recommended drilling would be approximately 4,200 feet without delineation holes. If delineation holes or other exploration were warranted, the recommendations could be made at a later date.

C O S T E S T I M A T E

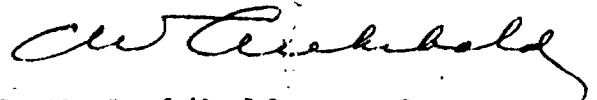
Diamond Drilling 4,200 feet @ \$18./ft.	\$75,600.00
Travel, assays, engineering	7,500.00
	<hr/>
	\$83,100.00
Contingencies 15%	12,500.00
	<hr/>
Total	\$95,600.00

R E F E R E N C E S

Geological Map No. 2043

O.D.M. Geological Report No. 18 - 1963
(Catharine & Marter Townships)

Respectfully submitted,



C. W. Archibald, B.A.Sc.
P. Eng. of Ontario

Toronto, Ontario
30th June, 1980

June 30, 1980

C E R T I F I C A T E

Terry Gold Explorations Inc.,
88 University Avenue, Suite 806,
Toronto, Ontario. M5J 1T6

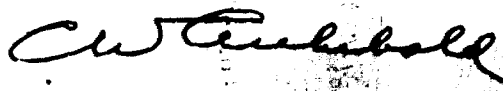
Dear Sirs:

I am submitting herewith a report on the Terry Gold Explorations Inc. properties in Marter, Terry and Bryce Townships, Ontario.

In connection with this report, I hereby certify:

1. That I am a Mining Engineer and reside at 418 Glencairn Avenue, Toronto, Ontario, M5N 1V5.
2. That I am a graduate of Toronto University in Mining Engineering and that I have been practising my profession for over thirty years.
3. That I have no interest directly or indirectly nor do I expect to receive any in the property nor the Company in which it is incorporated.
4. That the accompanying report is based on a first-hand knowledge of the properties and a comprehensive study of all data on the properties. I have been on all three properties during May and June of this year.

June 30th, 1980
Toronto, Ontario


C. W. Archibald, B.A.Sc.,
P. Eng. of Ontario

Bureau,

The enclosed maps are
the colored copies you
asked for from the Appendix
of the Perry Gold Expeditions
in the report.

All the
Chicago

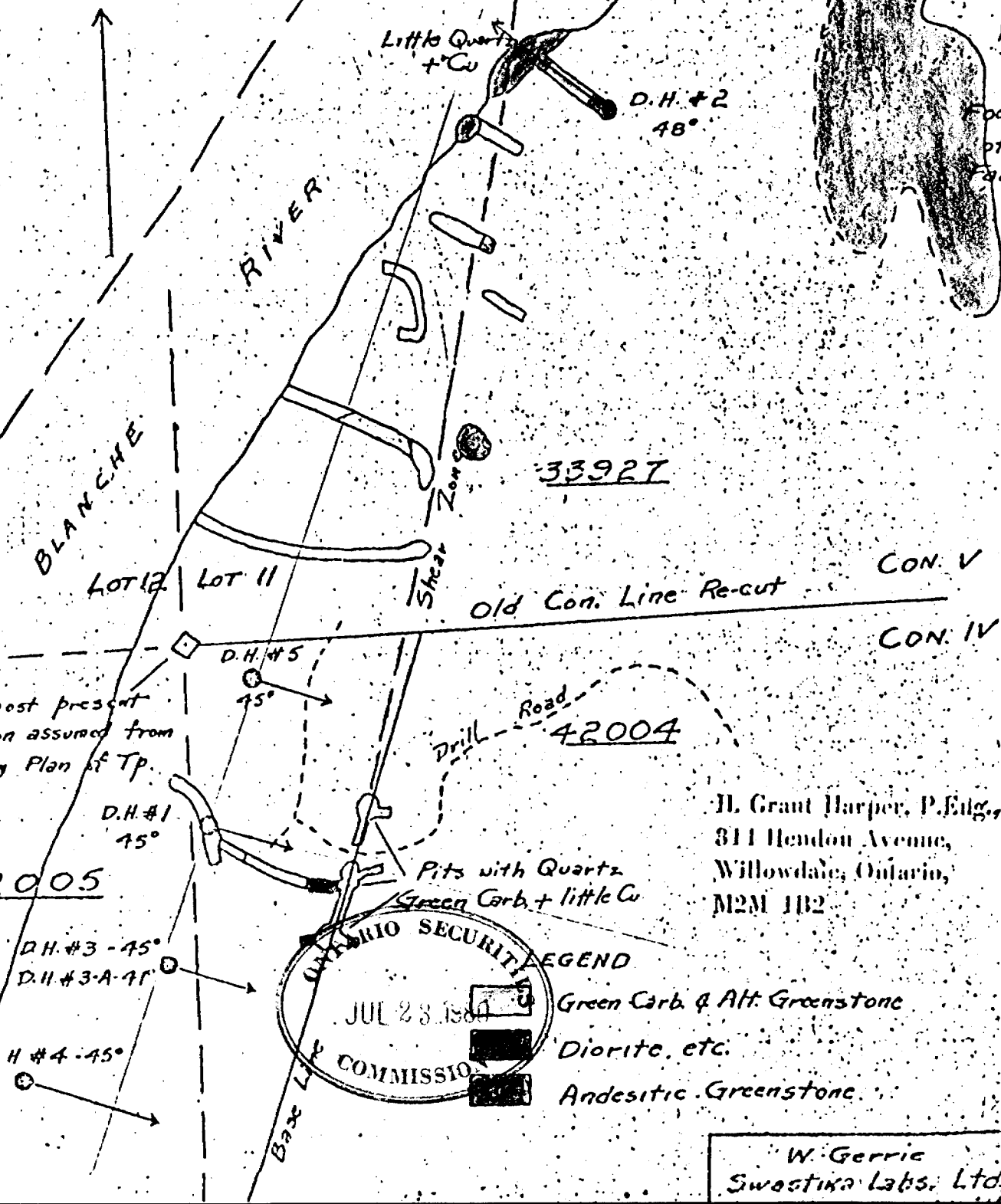


PLAN OF DRILLING AREA
JUCIESZYN CLAIMS
MARTER TOWNSHIP.

Scale - 1 Inch : 100 Ft.

Junction of
Blanche & Misema Rivers

North Astron.



33927

No post present
Position assumed from
Survey Plan of Tp.

42005

Drill Road
42004

H. Grant Harper, P.Eng.,
311 Hendon Avenue,
Willowdale, Ontario,
M2M 1B2

ONTARIO SECURITY COMMISSION
JUL 23 1964

Green Carb. & Alt. Greenstone
Diorite, etc.
Andesitic Greenstone.

W. Gerrie
Swastika Labs. Ltd.

MARTER TOWNSHIP REPORT #10

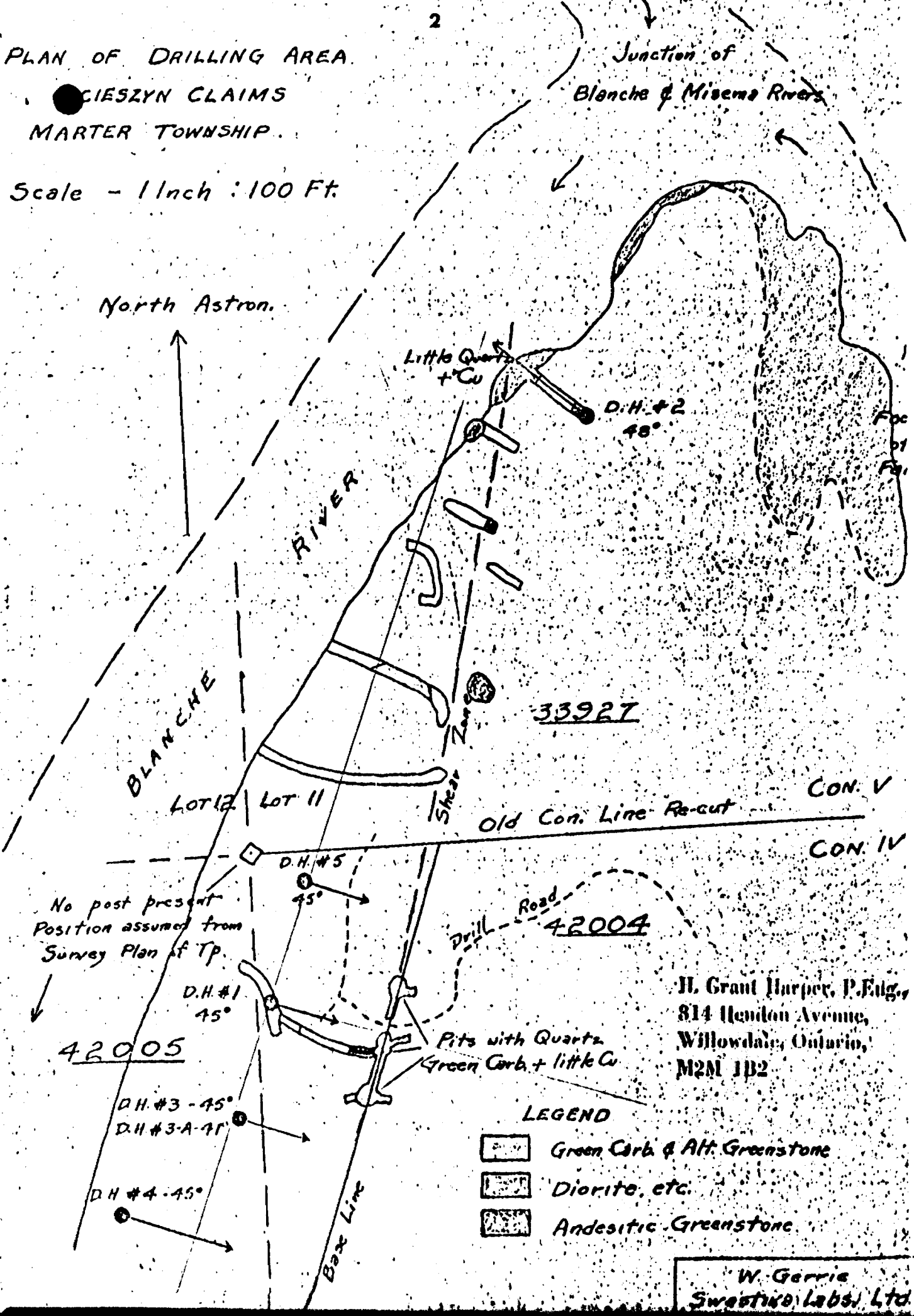
This file contains work performed on Wojcieszyn Property,
claims:

T.42004	Hole #1;	Oct., 1956
	5;	Nov., 1956
T.33927	Hole #2;	Oct., 1956
T.42005	Hole #3;	Nov., 1956
	3A;	Nov., 1956
	4;	Nov., 1956

PLAN OF DRILLING AREA

● CIESZYN CLAIMS
MARTER TOWNSHIP.

Scale - 1 Inch : 100 Ft.



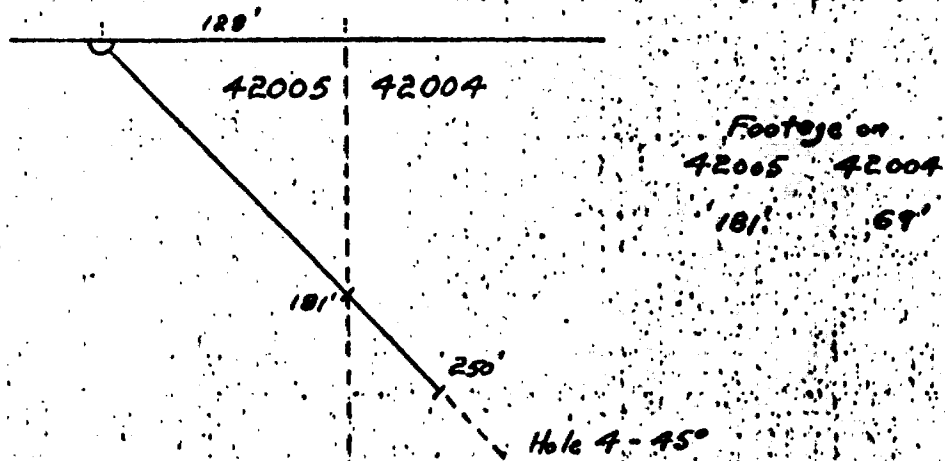
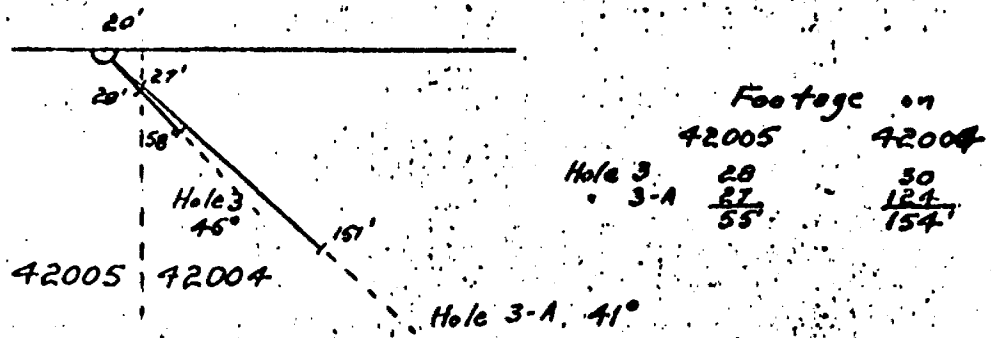
H. Grant Harper, P. Eng.,
814 Hendon Avenue,
Willowdale, Ontario,
M2M 1B2

- LEGEND**
- Green Carb & Alt. Greenstone
 - Diorite, etc.
 - Andesitic Greenstone

W. Gerrie
Swastice Labs. Ltd.

SECTIONS OF DRILL HOLES 3, 3-A & 4
 SHOWING FOOTAGES ON CLAIMS 42004 & 42005

Scale - 1" = 100'



W. Gerrie
 Swastika Labs. Lt.

Data to Accompany Logs of Drill Holes 1-5, Wojcieszyn Claims,Marter Township.

Six drill holes were put down on three claims for a total footage of 1063'. The core size is AXT, 1½" and all core is stored at the premises of Paul Wojcieszyn, Purity Bakery, 13 Hudson Bay Ave., Kirkland Lake, Ont. Drilling was performed by the Bradville Drilling Company, Ltd., Kirkland Lake, Ont. and logging by W. Gerrie, Swastika Laboratories Ltd., Swastika, Ont. Details of the holes are contained in Table 1 :-

Table 1

<u>Hole No.</u>	<u>Date of Drilling</u>	<u>Length</u>	<u>Dip</u>	<u>Direction</u>	
1	Oct. 26-28/56	200'	45	S 70 E	(B)
2	Oct. 30-Nov. 5/56	300'	48	N 50 W	(A)
3	Nov. 7/56	58'	45	S 70 E	3/c
3-A	Nov. 7-9/56	151'	41	S 70 E	3/c
4	Nov. 12-15/56	250'	45	S 70 E	3/c
5	Nov. 17-19/56	104'	45	S 70 E	B

The locations of the six holes are shown in the accompanying plan of the drilling area. A sheet of sections has been added to show how the footage was distributed in the case of Holes 3, 3-A and 4 which crossed the boundaries between claims 42004 and 42005. The following table gives the footage drilled on each of the three claims:-

Table 2

<u>Hole No.</u>	<u>Claim 33927</u>	<u>Claim 42004</u>	<u>Claim 42005</u>	
1		200'		
2	300'			
3		30'	28'	
3-A		124'	27'	
4		69'	181'	
5		104'		
	300'	527'	236'	Total - 1063'

W. Gerrie

LOGS of Drill Holes 1-5, Wojcieszyn Claims, Marter Township.Log No. 1

42005

- 0 - 9 Casing
- 9 - 24.6 Andesite, altered, highly sheared and veined; shearing at 30-45 degrees. Heavily veined with quartz 16-20'.
- 24.6- 33.7 Syenite, pinkish gray and sheared; some quartz veining; lower contact is rusty weathered.
- 33.7- 43.5 Green carbonate rock, sheared at 45 deg., also veined.
- 33.5- 44.5 Green carbonate, veined with quartz, rusty.
- 44.5- 48.0 Green carbonate, highly sheared and veined.
- 48.0- 51.0 Green carbonate, laminated structure at 45-70 deg.
- 51.0- 54.4 Syenite, gray, sheared and spotted; determination doubtful but the rock is probably an altered dike of some sort.
- 54.4- 90.0 Andesitic lava, massive and fairly fresh, somewhat grained.
- 90.0- 96.0 Ditto, but veined a bit.
- 96.0- 99.6 Vein section, 70% quartz plus green carbonate; mineralized a little with some fine pyrite.
- 99.6-101 Broken core, green andesite showing; 0.6' missing.
- 1 -124.2 Andesitic lava, sheared and altered; spotted and veined; as at :-
 103 -104 Quartz veining
 113.8-114.3 Quartz mostly
 118 4" quartz.
- 124.2-133.5 Andesite, medium grained and massive.
- 133.5-187 Andesite, coarse grained and massive; resembles diorite.
- 187 -200 Ditto, with white spotted texture.
- End of hole.

Log No. 2

- 0 - 18 Casing.
- 18 - 51 Andesite, grained and a little veined but generally massive.
- 51 - 63.3 Andesite, as above but more variegated; shows spotting.
- 63.3- 69 Andesite, little rusty and veined with 15% quartz; very slightly mineralized.
- 69 - 84.2 Ditto but less rusty; some schistosity in lower section.

Hole No. 2 (cont'd)

- 84.2- 86.1 Quartz and weathered rock, 50-50; the latter is mineralized with 5% pyrite.
- 86.1- 88.6 White quartz with dark green seams which are lightly min.
- 88.6- 91.1 Weathered rock, probably altered andesite, with 10-15% veining.
- 98.1-101.0 Andesite, a little sheared at 45 deg.; minor veining.
- 101.0-144.0 Andesite, fairly massive, with thread veining.
- 144.0-150.2 Andesite, a little spotted and more sheared; a bit rusty here and there.
- 150.2-151.5 Rusty shear zone at 60 deg.
- 151.5-154 Ditto but only a little rusty.
- 154 -166 Andesite, sheared at 60 deg., maybe a tuff; a little veined; 3" quartz at 160.3.
- 166 -199.2 Andesite, massive; thread veining up to 1/8" with lower section becoming sheared at 55-65 deg.
- 199.2-242.5 Andesitic tuff, sheared with much quartz veining in lit-par-lit style. Note vein sections at 209.5-210.5, 213-215, 219-221, 223.7-224.8.
- 242.5-277 Serpentine-talc rock, probably altered basic lava, some lost core.
- 277 -300 Andesite, light green, veined and sheared at 60 deg.; heavier veining at 279, 286-291.5 and 295.
- End of hole.

Hole No. 3

- 0 - 11 Casing.
- 11 - 18.2 Green carbonate rock; last 3 1/2' may be altered aplite or fine grained syonite.
 11.8-12.5 Quartz
 13.5-14.5 Quartz mostly.
- 18.2- 24 Quartz mostly with small masses of green carbonate.
- 24 - 33 Altered andesite; 6" quartz at 31.
- 33 - 34 Quartz chiefly, with chloritic streaks.
- 34 - 35.2 Andesite, highly altered with 25% quartz which is slightly mineralized.

- 38 - 38 Andesite, altered; last part is rusty and veined.
 38 - 44.7 Andesite, altered and veined.
 44.7- 49.7 White quartz chiefly.
 49.7- 58 Andesite, altered, green carbonate type with 15-20%
 vein matter.
 End of hole.

42005

Hole No. 3-A

- 0 - 15 Casing
 15 - 19.8 Green carbonate; last 3 $\frac{1}{2}$ ' looks like a pale intrusive.
 19.8- 25.2 Vein section; two sections of white quartz separated by
 18" horse of green carbonate. Not much min.
 25.2- 49.3 Green carbonate, variegated; much veining with lit-par-
 lit effects; rusty spots at 41 and 48.5.
 49.3- 52.3 Vein section; quartz and alt. rock 50-50.
 52.3- 58.2 Green carbonate, variegated; contains 15% quartz.
 58.2-102 Andesitic lava, altered but massive.
 102 -112.3 Ditto but more altered and veined; rusty at 108.
 112.3-116.2 Vein section, 70% quartz; looks like main vein; contains
 a little pyrite mineralization; angles are about 45 deg.
 116.2-135.5 Andesite, altered with some green carbonate and vein matter
 Quartz at 126-127, 134 and 135.
 135.5-151 Andesite, massive type mostly.
 End of hole.

42005

Hole No. 4

- 0 - 49 Casing.
 49 - 63.5 Green carbonate rock with shearing at 45-55 deg. Quartz
 veining prominent as at 51-52, 55-56 and 57-59.
 63.5- 66.2 Rusty fractured zone.
 66.2- 70.7 Andesite, very altered, green carbonate type; vein matter
 present with folding effects.
 70.7- 77.0 Altered rock with 60% vein matter.
 77.0-100.7 Andesite, green carbonate type with scattered veining.

Hole No. 4 (cont'd)

- 100.7-104.2 Quartz vein; contains some carbonate and first foot is rusty.
- 104.2-134.5 Andesite, altered and veined but becoming more massive.
- 134.5-137.5 Rusty and sheared section with shearing at small angle.
- 137.5-140.0 Altered andesite.
- 140.0-146.6 Two quartz veins with 2' horse of alt. andesite in middle
- 146.6-156 Andesite, pale and altered; some shearing; rusty spot at 154.
- 156 -170 More altered section, some veining at 157-158 and 165-166.
- 170 -203 Andesite, more massive but slightly sheared.
- 203 -211 More altered section with veining at 207, 208.6, etc.; some shearing at 45 deg. at 204-208.
- 211 -221.7 Andesite, inclined to green carbonate type.
- 221.7-235 Ditto, but sheared at 45 deg.; considerable veining with lit-par-lit effect at 229.8-235.
- 235 -250 Andesite, altered and veined; veins are quartz and epidote-quartz.
- 2 End of hole.

Hole No. 5

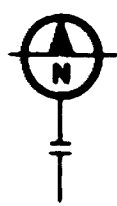
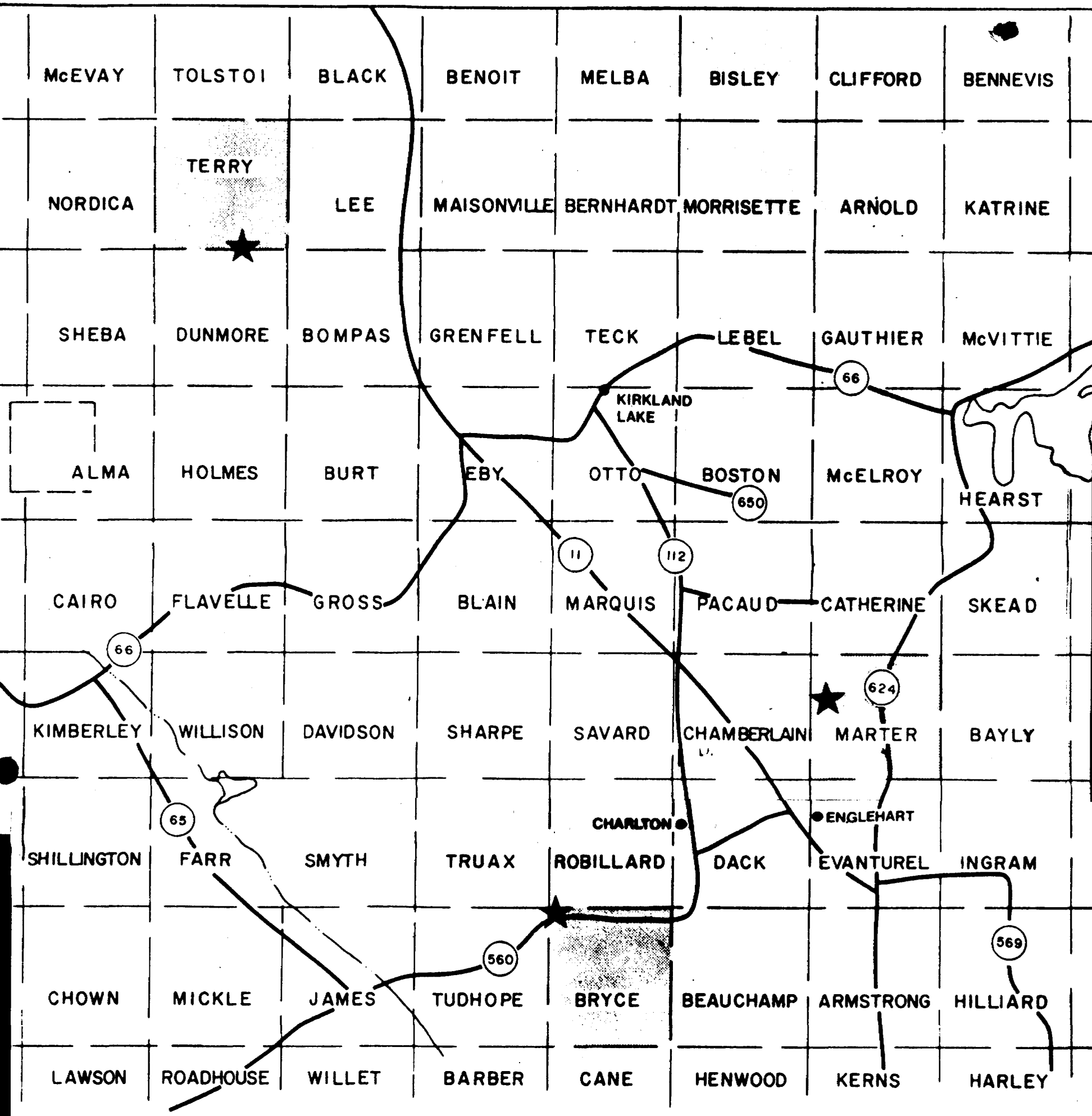
- 0 - 16 Casing.
- 16 - 20 Green carbonate and quartz, much broken core.
- 20 - 22 Green carbonate; some vein matter.
- 22 - 26 Quartz and sheared green carbonate, 50-50; angles 45 deg.
- 26 - 29 Andesite, green carbonate type.
- 29 - 32.5 Quartz 75% plus altered rock.
- 32.5- 45.5 Andesite, gray to greenish gray, much altered; some green carbonate and vein matter; broken core.
- 45.5- 74. Andesite, dark and massive; not much veining.
- 74 - 82 Ditto, but becoming altered.
- 82 - 83.7 Quartz 60% plus altered rock; broken core.

Hole (cont'd)

- 83.7- 87.9 Green carbonate, possibly altered syenite.
- 87.9- 93.1 Vein section, 60% quartz plus a little mineralization, mostly pyrite; looks like main vein.
- 93.1-102.5 Highly altered wall-rock, probably andesite, sheared at 45 deg. Small vein and some rust at 99.
- 102.5-104 Sheared vein section, 40% quartz.
- End of hole.

W. C. Gini

Jan 26/57.



LOCATION PLAN
TERRY GOLD EXPLORATIONS INC.

TERRY - MARTER - BRYCE TOWNSHIPS - ONTARIO



C.W. ARCHBOLD LIMITED