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**MID-NATION DEVELOPMENTS
LIMITED**



Prospectus

Con I Lot 13, 14,

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DATED at Toronto this 26th day of July, A.D. 1963.

PROSPECTUS
of

MID-NATION DEVELOPMENTS LIMITED

Pursuant to Section 38, The Securities Act, R.S.O. 1960

1. The full name of the Company is Mid-Nation Developments Limited. The address of its head office is Suite 416, 77 York Street, Toronto, Ontario.
2. The Company was incorporated by Letters Patent dated 7th May, 1959 under the provisions of The Corporations Act, 1953, of the Province of Ontario.
3. The officers and directors of the Company are as follows:-

GERALD LAMBERT KIRWAN,
Geologist, Box 836, Virginiatown, Ontario

President and Director

KENNETH RALSTON MACKLIN,
Broker-Dealer, 117 Kenwood Avenue, Toronto, Ontario

Secretary and Director

JUNE SHIRLEY BREW
Secretary, 28 Century Drive, Scarborough, Ontario.

Director

The promoter of the Company was Plexterre Mining Corporation Limited, which Company subsequently distributed the shares held by it to its shareholders. Mrs. Helen P. Sullivan subsequently acquired 460,000 escrowed shares of the Company, which shares have now been acquired by Kenneth Ralston Macklin and James McKenzie Copeland.

4. The auditor of the Company is John A. Seed, 49 Chauncy Avenue, Islington, Ontario.
5. The Stock Registrar and Transfer Agent of the Company is the Eastern Trust Company, 61 Yonge Street, Toronto, Ontario.
6. The authorized capital of the Company is \$2,500,000.00 divided into 5,000,000 shares without nominal or par value, of which 962,331 shares have been issued and are fully paid up.
7. There are no bonds or debentures outstanding, nor is it proposed to issue any such securities.
8. The Company has deposited with the Eastern Trust Company 810,000 issued shares, which shares are held in escrow by the said Trust Company subject to release only with the written consent of the Ontario Securities Commission and the Board of Directors of the Company, and subject to transfer, alienation or hypothecation within the escrow only with the consent of the Ontario Securities Commission.
9. As of the date of this Prospectus the only shares of the capital stock of the Company sold for cash are:-

No. of Shares	Price per Share	Total	Commission Paid or Payable
5	\$1.00	5.00	None
50,000	.10	5,000.00	None
12,326	.25	3,081.50	None

10. No securities of the Company, other than shares, have been sold or issued for cash to the date of this prospectus.
11. No shares have been issued or are intended to be issued and no cash has been paid or is intended to be paid to any promoter as such.
- 12.(a) By agreement dated 1st August, 1959 the Company acquired from Plexterre Mining Corporation Limited three (3) Licences of Occupation respecting oil and gas rights on Lake Huron for 350,000 fully paid shares of the capital stock of the Company all of which shares are escrowed. Following a temporary withdrawal of the above Licences by the appropriate Ontario authorities the Company has permitted one Licence to expire but retains the other two.

The promoter and vendor of the above Licences, Plexterre Mining Corporation Limited, distributed 349,929 of the vendor's shares received by it to its own shareholders on the basis of one share of this Company for each six shares of Plexterre Mining Corporation Limited. The only persons who have received more than 5% of the said shares were Mrs. Herta Plexman, wife of James Noel Plexman, and David G. Scott.

- 12.(b) By agreement dated 16th August, 1960 the Company acquired from Steve Stercho, twelve (12) unpatented mining claims in Kirkwood Township, Sault Ste. Marie Mining Division, in the Province of Ontario, for 550,000 fully paid shares of which 90,000 were free and 460,000 were escrowed. Although sufficient work was done to retain two of the claims in good standing for some time, lack of sufficient funds caused the Company to allow these claims to lapse. The only person to receive greater than 5% interest in the above vendor shares was Steve Stercho, who subsequently conveyed his interest in the above escrowed shares to Helen P. Sullivan. The 460,000 escrowed shares referred to herein have now been acquired by Kenneth R. Macklin and James M. Copeland.

12.(c) In November, 1962 the Company authorized Torcan Explorations Limited to make on its behalf an application for a Licence of Explorations in Ireland. The application was submitted with the required deposit of \$500.00, but was not proceeded with because of additional payments required. The Company was not then in a position to finance such payments and the deposit initially paid was not recoverable.

12.(d) By resolution of the Board of Directors passed at a meeting held on 15th May, 1963 the Board approved the acquisition of nine (9) unpatented mining claims in Kelly Township, in the Sudbury Mining Division, of the Province of Ontario. These claims numbered S-119447 to 119450 inclusive, S-119008, and S-119009, and S-119038 to S-119040 inclusive, had been staked on behalf of the Company by Jack Haynes, of 252 Torrens Avenue, Toronto, Ontario, and the cost of such staking was \$860.00. It is agreed that these staking costs will not be paid by the Company until ninety (90) days after the date of acceptance of this prospectus for filing by the Ontario Securities Commission, and the only person who will receive more than 5% of said staking costs is Jack Haynes. The claims are presently recorded in the names of James McKenzie Copeland, of the Township of Toronto, in the County of Peel, in the Province of Ontario, who holds the same in trust for the Company.

13. The Company does not presently intend to conduct any exploration work on the properties covered by the Licences of Occupation referred to in paragraph 12.(a) above. Accordingly, initial exploration and development work will be directed to the claims referred to in paragraph 12.(d) above. The character, extent and the condition of the surface and underground exploration and development on these claims and the means of access thereto are more particularly described in the report of J. C. Honsberger, P.Eng., dated May 13th, 1963. This report is attached hereto and forms part of this prospectus, and to which reference is specifically made.

Other than that which is referred to in the said report there is no history of the property known to the signatories hereto. No development or underground work has been done on the property by the present management, and the Company has no surface or underground plant or equipment.

14. There is no underwriting or option agreement outstanding, and the Company proposes to offer its shares to the public through registered broker-dealers acting as agents for the Company. The Company will pay such dealers a commission of 25% and contribute a further 15% towards their sales and distribution expense. The offering price from time to time shall be such that the Company receives not less than 10¢ per share after commissions and expenses.

15. The Company proposes to engage in an exploration and development programme in accordance with the recommendation contained in the report referred to in paragraph 13 above. The proceeds from current sales of securities will be used to discharge the Company's liabilities, provide for its ordinary operating expenses and implement the programme referred to herein.

16. The Company has been incorporated for more than one year.

17. Save and except legal fees and printing costs in relation to this prospectus, there is no indebtedness intended to be created or assumed which is not shown in the Balance Sheet of the Company, dated May 15th, 1963, accompanying and forming part of this prospectus, and hence no security is given.

18.(i) The principal business of each director and officer for the past three years is as follows:-

GERALD LAMBERT KIRWAN

For the past two years a geologist with Kerr-Addison Gold Mines Limited; prior thereto Consulting Geologist on own behalf.

KENNETH RALSTON MACKLIN

Officer and director of Norwich Investments Limited, Broker-dealer.

JUNE SHIRLEY BREW

During past three years has been a Secretary employed by Norwich Investments Limited.

(ii) No director or officer of the Company either personally or as a partner in a firm, has ever had any direct or indirect interest in any property acquired or to be acquired by the Company other than the shares acquired by Kenneth R. Macklin referred to in 12.(b).

(iii) Directors' fees amounting to \$25.00 per meeting will be paid to all directors upon attendance. Although no amount has been determined or approved it is contemplated that management fees and salaries not to exceed \$300.00 per month may be paid should the Company's operations require the same.

19. No dividends have been paid by the Company.

20. As noted in paragraph 3 and 12.(b) above, the share interest formerly owned by Helen P. Sullivan has been acquired by Kenneth Ralston Macklin and James McKenzie Copeland. Accordingly, Messrs. Macklin and Copeland by reason of their beneficial ownership of shares are in a position to elect or cause to be elected the majority of the directors of the Company.

21. Such shares as are offered under this prospectus and vendor's shares as they are released from escrow may be offered to the public. To the extent that previously issued or released vendor shares are offered and sold no benefit will accrue to the Company. There is no arrangement for the sale of vendor's shares known to the signatories hereto.

In December, 1962 the Company purchased from George G. Elliott 445,500 escrowed shares of Cor-O-Tex Industrial Minerals Limited. Since the mining claims then held by Cor-O-Tex were considered of interest by the Company and in view of its share interest in Cor-O-Tex, the Company advanced to Cor-O-Tex \$500.00 to ensure that it remained in good standing.

DATED at Toronto this 26th day of July, A.D. 1963.

The foregoing constitutes full, true and plain disclosure of all material facts in respect of the offering of securities referred to above as required under Section 38 of The Securities Act (Ontario) and there is no further material information applicable other than in the financial statement or reports where required.

DIRECTORS

GERALD L. KIRWAN

KENNETH R. MACKLIN

JUNE S. BREW

MID-NATION DEVELOPMENTS LIMITED

BALANCE SHEET AS AT MAY 15, 1963

ASSETS

Cash in banks		\$	486.04
Investments			
445,500 escrowed shares Cor-O-Tex Industrial Minerals Limited—cost			1,000.00
Properties			
1. 2 licenses of occupation Lake Huron, Province of Ontario acquired in a group of 3 licenses from Plexterre Mining Corporation Limited for a consideration of 350,000 shares of the capital stock of the Company. Proportionate cost	\$1,375.00		
2. 9 claims Kelly Township, District of Sudbury, Province of Ontario acquired from Jack Haynes for cash	860.00	2,235.00	
Deferred administration expenses as per attached statement		6,734.30	
Organization expenses		1,000.00	
			<u>\$11,455.34</u>

LIABILITIES

Directors deferred loans payable		\$	1,943.28
Other loans payable			510.00
Accounts payable			599.95
Accounts payable re mining properties — section 2 above — due within 3 months of the date of acceptance for filing by the Ontario Securities Commission of the Company's prospectus			860.00
Capital			
Authorized 5,000,000 shares no par value			
Issued and fully paid			
For cash 62,331 shares no par value	\$ 8,086.50		
For properties 900,000 shares no par value	<u>57,062.50</u>	\$65,149.00	
Deficit			
Write off of 12 unpatented mining claims Kirkwood Township, Sault Ste. Marie Mining Division, Province of Ontario acquired August 16, 1960 from S. Stercho for a consideration of 550,000 shares of the capital stock of the Company valued at 10¢ per share	\$55,000.00		
Write off of proportionate cost of 1 license of occupation Lake Huron, Province of Ontario acquired in a group of 3 licenses from Plexterre Mining Corporation Limited for a consideration of 350,000 shares of the capital stock of the Company	687.50		
Write off of deposit re license of exploration Republic of Ireland	500.00		
Write off of exploration expenses applicable to abandoned properties	<u>1,419.39</u>	<u>57,606.89</u>	<u>7,542.11</u>
			<u>\$11,455.34</u>

Note: The directors non-interest bearing loans payable in the amount of \$1,943.28 have been deferred until the treasury of the company has received a minimum of \$10,000.00 from the sale of its stock.

APPROVED ON BEHALF OF THE BOARD

K. R. MACKLIN, Director

JUNE S. BREW, Director

MID-NATION DEVELOPMENTS LIMITED

AUDIT REPORT

I have examined the balance sheet of Mid-Nation Developments Limited as at May 15, 1963 and the related schedule of administration expenses for the period May 7, 1959 to May 15, 1963 and have obtained all the information and explanations I have required. My examination included such review of accounting records and other supporting evidence as I considered necessary in the circumstances.

In my opinion the accompanying balance sheet and schedule of administration expenses are properly drawn up so as to present fairly the financial position of Mid-Nation Developments Limited as at May 15, 1963 and the results of its operations for the period May 7, 1959 to May 15, 1963 according to the best of my information the explanations given to me and as shown by the records of the Company.

Toronto, Ontario
May 17, 1963

JOHN A. SEED
Chartered Accountant

STATEMENT OF DEFERRED ADMINISTRATION EXPENSES

	May 7, 1959 to May 15, 1962	May 15, 1962 to May 15, 1963	Total
Bank charges	—	\$ 5.53	\$ 5.53
Directors fees	\$ 25.00	—	25.00
Government fees	400.00	20.00	420.00
Legal and audit	750.00	—	750.00
Printing, postage and stationery	608.80	891.61	1,500.41
Rent, secretarial, telephone, etc.	1,287.30	520.00	1,807.30
Share register and transfer	1,447.12	224.77	1,671.89
Shareholders offering circular	—	554.17	554.17
	<u>\$4,518.22</u>	<u>\$2,216.08</u>	<u>\$6,734.30</u>

STATEMENT OF EXPLORATION EXPENSES WRITTEN OFF RE ABANDONED PROPERTIES FOR THE PERIOD MAY 7, 1959 TO MAY 15, 1963

Assays	\$ 41.00
Claims register and transfer	9.00
Drilling	500.00
Engineers reports and fees	839.00
Travel	30.30
	<u>\$1,419.30</u>

REPORT ON THE CLAIMS OF

MID-NATION DEVELOPMENTS LIMITED

KELLY TOWNSHIP, SUDBURY MINING DIVISION, ONTARIO

PROPERTY

The property consists of 9 unpatented, mining claims in one solid block, being three claims wide east-west and three claims long north-south. They are each about 40 acres totalling about 360 acres. They are numbered S-119447, S-119448, S-119449, S-119008, S-119009, S-119038, S-119039, S-119040, S-119450. They are located in the south-west corner of Kelly Township, Sudbury Mining Division, Province of Ontario.

LOCATION & ACCESSIBILITY

The claim group is located five and one-half miles due north of Crerar Station on the Canadian National Railway and 5 miles east of Wanapite Lake which is just east of the east end of the Sudbury basin. The property is accessible by a gravel road which turns off paved Highway No. 17 at a point 6 miles east of Markstay and thence 17 miles north to Loney's Camp or Sportsman's Lodge on Kukagami Lake. From there it is 10 minutes by boat to the Mid-Nation Developments Ltd. claims on the south boundary of Kelly Township.

REFERENCES

The property outline and claims are shown on the township map of Kelly, District of Sudbury, Sudbury Mining Division, No. M963, Department of Mines, Ontario under date of May 8, 1963. The claims were staked in March, 1963.

NOTES ON THE GEOLOGY OF THE AREA

The area of Kelly and Davis township lies just east of the Sudbury Area, the site of the world's largest producing nickel mines. The area is now covered by recently published G.R. No. 15 and accompanying Map No. 2037 by the Ontario Department of Mines. The Table of Formations as outlined and described more fully in this report, Page 3, states:

T A B L E O F F O R M A T I O N S

CENOZOIC

Pleistocene And
Recent:

Sand, gravel, clay.

Great Unconformity

PRECAMBRIAN

Post-Killarnean:

Olivine diabase dikes.

Intrusive Contact

Killarnean:

Granite pegmatite.
Amphibolite, biotite, amphibolite, metagabbro.
Granitic gneiss, migmatite.

Metamorphic Contact

Post-Huronian:

Gabbro (Nipissing diabase type); breccia.

Intrusive Contact

Huronian:

Cobalt Group:¹

Lorrain Formation: feldspathic quartzite and grit.
Gowganda Formation: conglomerate; argillite; quartzite; limestone;
interbedded conglomerate, quartzite, and argillite.

Unconformity

Bruce Group:¹

Mississagi Formation: quartzite, conglomerate.

Great Unconformity

PRE-HURONIAN

(Sudbury Group):¹

Quartzite, conglomerate, limestone, paragneiss, and schist.

¹Formerly Cobalt series, Bruce series, and Sudbury series.

Under "Economic Geology", by G.R. No. 15, Page 13, quote:

"Exploration for metals in the map area has revealed gold-copper and gold occurrences in a few places and indicate prospecting and development activity in the past. In recent years a little surface exploration, mostly as assessment work, has been done in the area between Ashigami and Washagami Lakes. In 1959, underground work done at the property of Northstar Lake Mines Limited, revealed a body of gold-copper mineralization. The Northstar mineralization tends to be localized in quartz-carbonate veins, stockworks, and breccia zones, in or adjacent to gabbro bodies".

The Northstar Mines Ltd. copper-gold deposit is located 4 miles south-southeast of the Mid-Nation Developments Ltd. claims and occurs in and along the same gabbro mass which crosses the Mid-Nation property.

NOTES ON THE GEOLOGY OF THE MID-NATION DEVELOPMENTS LTD. CLAIMS

The claims are located on the peninsula jutting out into the central part of Kukagami Lake. The eastern half of the claims are covered by waters of Kukagami Lake and 6 or more small islands. The west arm of the lake covers part of the north-west claim, i.e. S-119449.

The land portion of the claims is covered by green timber consisting of poplar, spruce and birch.

According to Map 2037 by the Ontario Department of Mines rock outcrops occur on the islands and around the shore line of the peninsula on the claims. An elongated north-westerly trending gabbro mass about 6 miles long and up to one-half mile wide extends north-westerly from Davis Township south of Kelly and through and beyond the Mid-Nation claims in the south-west corner of Kelly Township.

Most of the southwest half of the Mid-Nation claims are underlain by gabbro. A north-westerly trending dyke about 300 feet wide traverses Claim S-119447 according to Map 2037. Most of the north-east half of the claims including that portion under the waters of Kukagami Lake is underlain by Lorrain quartzite of the Cobalt group.

SHOWINGS

A number of earth and rock pits have been put down in past years in the gabbro formation on the east side of the peninsula on claim S-119038. Irregular pyrrhotite mineralization with a little chalcopyrite occurs near the waters edge in gabbro. The No. 1 pit is shallow and is about 6' x 6'. Grab sample No. 1 of the best of the mineralization taken by the writer consisting of semi-massive pyrrhotite assayed 0.15 per cent copper and 0.50 per cent nickel.

About 300 feet north-north-west of this pit is another old pit No. 3 on the contact between quartzite and gabbro. Irregular pyrrhotite mineralization occurs here in gabbro in fractures. A grab sample No. 3 consisting of 20 per cent pyrrhotite assayed 0.13 per cent nickel.

About 120 feet south of the No. 1 pit there occurs a quartz and quartz-carbonate vein in gabbro. It is from 6" to 1 foot in thickness striking N 35° W and dips about 45° to the south-west. This vein has been traced from the lake by earth and rock pits for a total distance north-westerly of 330 feet. The vein is sparingly mineralized in places with pyrite, chalcopyrite and galena. A grab sample taken by the writer (No. 2) assayed trace in gold.

CONCLUSIONS

It is concluded that some work is required on this property to further assess its value. The showings on Claim S-119038 in themselves are limited in size but further prospecting might lead to larger mineralized zones.

RECOMMENDATIONS

It is recommended that surface prospecting be done on this property this summer. For the purpose of assessment work a few short holes could be put down near the No. 1 and No. 3 pits with Packsack diamond drill to the extent of 600 feet of diamond drilling.

Next January, an electromagnetic survey could be made over the entire area and waters of the lake covering the property. Further diamond drilling could then be done based on the report of the geophysicists.

COSTS

The prospecting operations would cost about \$2500.00. The 600 feet of Packsack diamond drilling would cost about \$2100.00.

The electromagnetic survey could be contracted for, including line cutting for \$1800.00 for a total expenditure of about \$6400.00.

All of which is respectfully submitted.

J. C. Honsberger, P. Eng.
Mining Engineer & Geologist.

15 Meadowacres Drive,
Agincourt, Ontario.
May 13, 1963.

(S E A L S)

CERTIFICATE

With reference to my Report on the claims of Mid-Nation Developments Limited, Kelly Township, Sudbury District, Ontario, and dated May 13, 1963, I, J. C. Honsberger, do hereby certify and state:

1. I am a Consulting Mining Engineer and Geologist with offices at 15 Meadowacres Drive, Agincourt, Ontario and Suite 100, 12 Richmond St. East, Toronto.
2. I am a Graduate Mining & Metallurgical Engineer with the degree of B.Sc., (1923 — Queen's University, Kingston, Ontario) I am a member of the Canadian Institute of Mining and Metallurgy, 1929; I am a member of the American Institute of Mining & Metallurgical Engineers, 1944; I am a member of the Corporation of Professional Engineers of Quebec, 1945. I am a member of the Association of Professional Engineers of Ontario, 1944.
3. I have no interest either directly or indirectly and I do not expect to receive any interest directly or indirectly in the property covered in this report or in the shares or securities of the Company referred to in this report.
4. My report is based on an examination of this property made on May 5, 1963 accompanied by J. Haynes, Prospector of Toronto. It is also based on the several maps and reports enumerated in this report.

J. C. Honsberger, P. Eng.
Mining Engineer & Geologist.

May 13, 1963.
15 Meadowacres Drive,
Agincourt, Ontario.

(S E A L S)

X-RAY ASSAY LABORATORIES LIMITED
28 EGLINTON AVENUE WEST — TORONTO, ONTARIO — HUDSON 5-8907

CERTIFICATE OF ANALYSIS

No. 2202

To: Mr. J. C. Honsberger,
15 Meadowacres Drive,
AGINCOURT, Ontario.

Received May 6, 1963

Invoice No. 5701

Sample(s) of rock submitted to us show results as follows:

Sample No.	% Cu	% Ni	Au oz./ton
#1	0.15	0.50	
2			Trace
3		0.13	

Date May 7, 1963

X-RAY ASSAY LABORATORIES LIMITED
Certified by E. T. Brooke, Manager

ASSAYERS — ANALYTICAL CHEMISTS — SPECTROGRAPHERS

- (1)
Pyrrhotite mineralization in gabbro, S-119038,
#1 Pit, May 5, 1963.
- (2)
#3 Pit, Claim S-119038, May 5, 1963.