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HISTORY AND BUSINESS

By agreement made as at the 7th day of September, 1973, Almore Explorations Limited, North D'Arcy Explorations Limited, Thorpe Bay Explorations Limited and Tri-Bridge Mines Limited all corporations organized under the Laws of the Province of Ontario agreed to amalgamate and continue as one corporation under the name Tri-Bridge Consolidated Gold Mines Limited. Articles of Amalgamation effective October 17, 1973, were issued under The Business Corporations Act (Ontario) to give effect to the Amalgamation Agreement. The business of Tri-Bridge Consolidated Gold Mines Limited is to engage in the acquisition, exploration, development and operation of mines, mineral lands and deposits and the Head Office of the Company is located at Suite 520, 25 Adelaide Street East, Toronto, Ontario. None of the Mining Claims in which the Company has an interest contains a known body of commercial ore and any exploration programs thereon are exploratory searches for ore.

PRESENT PROPERTY INTERESTS

Salmon River Mining Claims

Tri-Bridge Consolidated Gold Mines Limited (the "Company") entered into an agreement made the 1st day of November, 1973 as amended by agreement dated December 14, 1973 with M. Rash & Co. Limited (the "Optionor") whereunder the Optionor granted to the Company the sole exclusive and irrevocable option to acquire the Optionor's interest in 16 unpatented mining claims (the "Mining Claims") situate in the Salmon River Gold District, Halifax County, in the Province of Nova Scotia.

The Option Agreement provides that the Option thereby granted shall remain in full force and effect for a period of 25 months from the date of acceptance for filing of this Prospectus by the Ontario Securities Commission (the "Acceptance Date") during which time the Company may exercise the said Option and cause the Mining Claims to be acquired by it by the performance of the under noted conditions, namely:

- (a) The delivery to the Optionor or as the Optionor may direct on or before the Acceptance Date of a total of 675,000 fully paid and non-assessable shares in the Capital Stock of the Company;
- (b) The payment during the currency of the Option to the Optionor of the sum of \$15,000 to be paid \$3,000 13 months from the Acceptance Date, \$5,000 19 months from the Acceptance Date, and \$7,000 25 months from the Acceptance Date.

The Company and the Optionor have also agreed that the 675,000 shares of the Company to be delivered to the Optionor, are to be held in escrow on the terms and conditions set out under the caption "Escrowed Shares". Reference is also made to the caption "Principal and Selling Shareholder" for particulars concerning the allocation to the Optionor and Inshore Goldfields Ltd. of the 675,000 shares of the Company. The Option Agreement provides that the cash payments required to fully exercise the Option are option payments only and after 13 months time has elapsed from its Acceptance Date they may be prepaid at any time and from time to time in whole or in part without notice or bonus but need not be made by the Company unless it wishes to keep the Option in good standing from time to time or to fully exercise the same. The Option Agreement further provides that the Optionor may convert any cash consideration paid to it in respect of the exercise by the Company of the aforesaid option into fully paid and non-assessable shares of the Capital Stock of the Company at the rate of 1 share for every 25¢ of cash consideration paid. During the currency of the Option, the Company has the right to enter upon the Mining Claims, to have exclusive and quiet possession thereof, to carry out such mining activities as it may think advisable, to remove ores, minerals and metals from the Mining Claims for the purpose of making assays or tests thereon and to bring and direct in and upon the Mining Claims such mining plant, buildings, machinery and equipment as it may deem appropriate to conduct its activities thereon. The Option Agreement also contains miscellaneous provisions usual to agreements of this type respecting the performance and recording of assessment work, to keep the Mining Claims in good standing, the payment of Municipal Mining and other Taxes, wages and all other assessments and charges levied with respect to the Company's operations on the Mining Claims and the making available to the Optionor of copies of all reports, maps, drill logs, assays and other data available to the Company and relating to the development work being carried out by it on the Mining Claims. The

Option Agreement also provides that in the event the Company is delayed or hindered in examining or exploring the Mining Claims by any Government Regulation or Requirement or any other cause beyond its control, the term of the Option and the time for the making of payments shall be extended for a period equal to the total of all such delays so encountered by the Company

Location and Access

The Mining Claims which include one of the best known past producers of the Nova Scotia Gold Fields (the Dufferin Mine) cover an area of approximately 1 square mile. The Dufferin Mine in the Salmon River Gold District is situated on the East side of the Salmon River in the Eastern part of Halifax County 4 miles by well maintained dirt road from Port Dufferin. Halifax lies 80 miles to the West, via paved Provincial highway 7, or 70 miles by water. No equipment remains on the Mining Claims. At Port Dufferin there is a motel, store and gas pumps. Sheet Harbour, 9 miles to the West has similar facilities plus a restaurant. There is abundant water for all purposes in the Salmon River which crosses the property and in nearby lakes and a power-line crosses the main area; these facilities and woods privileges are subject to negotiation with the owners of surface rights.

History and Geology

The surface of the District is largely covered with drift and there are so few outcrops that the structure has been determined almost wholly from underground geology. Gold was discovered at Salmon River in 1868, but it was not until 1880 that anything was found to merit the attention of the miner. Extensive surface and underground exploration of the Mining Claims has been carried out by prior owners and/or operators and production records show that 35,240 ounces of gold were recovered from 110,318 tons of ore crushed between 1883 and 1909. The deposits occur as a series of saddle veins and the veins that have been worked are limited to the south anticline, the broader north anticline not seeming to have afforded conditions favourable for the deposition of ore. The veins are very persistent on strike, the upper saddle having been worked a length of 1,788 feet. There is neither surface nor underground plant or equipment on the Mining Claims and no work has been done by the Company thereon.

Geologist's Report

The following is a summary of a report by Wilfred Walker, Geologist, dated October 31, 1973, whose full report is available for inspection in the public files of the Ontario Securities Commission.

Conclusions and Recommendations

The problems associated with locating the gold-bearing veins of the Dufferin Mine are geological, however the help of geophysical and geochemical tools are needed to decipher the geology of this drift covered area. It is recommended that magnetic and electro-magnetic instruments most sensitive to rock type changes be used in a detailed survey along the conjectured position of the anticlines so aiding the delimitation of particular veins. It is also recommended that a rather open plan of soil sampling be used to delimit the mineralized areas as a whole and an exploration diamond drill hole about one thousand feet long be drilled to provide three dimensional control. A detailed drilling program can be based on the data provided and accordingly at the present time the scope of the drilling program is contingent on the survey results. A proposed program and estimated costs are:

PHASE I	Approximate Totals
Negotiations with owners of surface rights and indemnification – allow	\$2,000.00
Line cutting; 100 ft. line spacing, 1,000 ft. across zone of projected anticlines, pickets every 50 ft. 1 mile of base line, 10 miles of side line at \$110.00 per mile	\$1,210.00
Mobilization from Val d'Or – Air Canada, lodging, car	970.00
	2,180.00

Geophysics:		
Mobilization	450.00	
Magnetics: 11 line miles (100 ft. lines, 25 ft. stations, 5 gamma contours) @ \$150.00	1,500.00	
EM16: 5 line miles (200 ft. lines 50 ft. stations) @ \$100.00	500.00	
Filtering	450.00	3,000.00

Geochemistry:

(200 ft. lines, 50 ft. stations = ± 550 samples)		
Collecting (2 men) 7 days + weather 2 days @ \$120.00/day	1,080.00	
Analysis (as appropriate from orientation) 20% preparation, \$3.00 mercury & \$2.00 arsenic x 550	2,800.00	
Drafting and reproduction	160.00	
Consulting: field visit + reporting 5 days	750.00	
Mobilization	300.00	5,150.00

Geology:

Integration of data	1,000.00	
TOTAL PHASE I	\$13,330.00	

PHASE II

(Contingent on Phase I)

Exploration diamond drill hole – 1,000 ft. @ \$9.00	9,000.00	
Supervision – geology	1,000.00	
TOTAL PHASE II	\$10,000.00	

PHASE III

(Contingent on Phases I & II)

Development diamond drilling – allow 3,000 ft. @ \$9.00	\$27,000.00	
Supervision – geology	3,000.00	
TOTAL PHASE III	\$30,000.00	

Title

The Mining Claims are all the claims under Prospecting Licence Number 9560 and being claims A, B, C, D, E, F, G, H, J, K, L, M, N, O, P, Q, Tract 80, Reference Map 11D16C. The Mining Claims are recorded in the name M. Rash & Co. Limited and will shortly be transferred into the name of the Company. In Nova Scotia tracts contain 16 claims of 40 acres numbered A to Q inclusive, the designating letter "I" being omitted. Title to the Mining Claims which is the usual title to unpatented Mining Claims enjoyed in the Province of Nova Scotia is free of encumbrance. In Nova Scotia prospecting licences may be renewed annually for five years at a cost of \$10 annually per prospecting licence and may be further renewed upon Ministerial consent. Each prospecting licence may contain up to 16 claims and contiguous

claims may be grouped for the purposes of recording assessment work. Working conditions require forty man days of work per claim per year or the expenditure of \$200 if other means of performing work are utilized. With Ministerial permission, prospecting licences may be renewed without the performance of work on the payment of an additional 50¢ per acre. Prospecting licences covering up to 16 claims may be converted into 20 year renewable leases which permit mining operations subject to certain conditions set down by the Department of Mines. The fee for a mining lease is \$20 per claim with an annual rental of 50¢ per acre and the leases are subject to the payment of royalties. The prospecting licence covering the Mining Claims is in good standing until June 18, 1974, and may be renewed for an additional 4 years without the requirement of Ministerial consent.

The surface rights to the Company's Lands are held by the Crown with the exception of 3 parcels which are privately held. The crown lands are presently under lease to a paper company. Where the owner of surface rights stops prospecting work on a particular claim, and the owners of the surface rights and the mining rights cannot come to any agreement a meeting of all parties is normally held with the Minister of Mines in order to resolve the dispute. Failing resolution and given the potential for a mining operation the Department of Mines can utilize further means to ensure that the mine can be developed. All of the mining claims are bushlands without apparent occupation by surface owners and the Company does not anticipate that its activities will injure the surface rights nor that surface owners will stop prospecting work by the Company.

Acquisition

The Mining Claims were acquired by M. Rash & Co. Limited from Inshore Goldfields Ltd., 1229 Queensway Avenue, Toronto, Ontario, pursuant to an agreement made the 6th day of June, 1973, as amended by Agreement made the 1st day of November, 1973. As consideration for the Mining Claims Inshore Goldfields Ltd. received the sum of \$3,750 and is entitled to receive 100,000 escrowed shares of the mining company to which the Mining Claims are transferred. Reference is made to the caption "Principal and Selling Shareholder" for particulars concerning the delivery to Inshore Goldfields Ltd. of 100,000 escrowed shares of the Company's Capital Stock to meet this requirement. Reference is also made to the caption "Escrowed Shares" for particulars concerning the circumstances under which the escrowed shares may be surrendered by the holders thereof for the benefit of the Company. Inshore Goldfields Ltd. is also entitled until October 31, 1978 to remove from the surface of the Mining Claims or process thereon any tailings deposits and/or surface dumps located thereon and resulting from mining operations and activities carried out in the Mining Claims by previous owners and/or operators provided that Inshore Goldfields Ltd. shall not interfere with the mining activities of the Company. So far as the Company is aware no person or company has received or is entitled to receive from Inshore Goldfields Ltd. a greater than 5% interest in the consideration accruing to it in respect of its transfer to M. Rash & Co. Limited of title to the Mining Claims. So far as the Company is aware the only persons or companies having a greater than 5% interest in the capital of Inshore Goldfields Ltd. is Lawrence Ross Hogan, 311 Dixon Road, Apartment 1207, in the Borough of Etobicoke, Ontario. The only person having an interest either directly or indirectly to the extent of not less than 5% in the capital of M. Rash & Co. Limited is Mark Rash, 2 Delia Court, Downsview, Ontario.

RIOR PROPERTY INTERESTS

Set forth below are particulars concerning the history and business of each of the four corporations which amalgamated to form Tri-Bridge Consolidated Gold Mines Limited.

Almore Explorations Limited

By agreement dated September 16, 1970, between Almore Explorations Limited ("Almore") and M. Rash & Co. Limited ("Rash") the company purchased from Rash 18 unpatented Mining Claims situate

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in Craig Township, Sudbury Mining Division, Ontario, in consideration of the allotment and issue to Rash of 750,000 fully paid and non-assessable shares of the capital stock of Almore of which 75,000 were free from escrow with the balance of 675,000 being subject to escrow. The cost to Rash to purchase the said claims was \$1,205. Subsequently, Rash purchased a total of 244,000 treasury shares of Almore at various prices ranging between 15¢ and 30¢ thereby providing Almore with the total sum of \$49,700 to enable Almore to carry out an exploration and development program on the Mining Claims. A geophysical survey together with line cutting and trenching was carried out on the Mining Claims, however no significant features or mineralization were found to justify further work thereon. The Mining Claims were accordingly permitted to lapse and exploration and development expenditures in the amount of approximately \$13,673 have been written off to deficit.

By agreement dated October 5, 1971, between Almore and Isaac Burns of the City of Sudbury the company purchased from Mr. Burns 9 Mining Claims situate in Frechette Township, Sudbury Mining Division, Ontario, in consideration of the sum of \$5,000. Exploration and development of the Mining Claims carried out by Almore included the drilling of several diamond drill holes which failed to contain significant amounts of chalcopyrite mineralization. Accordingly, the Mining Claims were permitted to lapse and acquisition costs together with exploration and development expenditures amounting to approximately \$21,203 have been written off to deficit. The company is not aware of any person or company who has received or is entitled to receive a greater than 5% interest in the consideration paid to Mr. Burns.

North D'Arcy Explorations Limited

By agreement dated March 23, 1970, between North D'Arcy Explorations Limited ("North D'Arcy") and M. Rash & Co. Limited ("Rash") North D'Arcy purchased from Rash 36 unpatented Mining Claims situate in Auden and Fintry Townships, Porcupine Mining Division, Ontario, in consideration of the allotment and issue to Rash of 750,000 fully paid and non-assessable shares of the capital stock of North D'Arcy of which 75,000 were free from escrow with the balance of 675,000 being subject to escrow. The cost to Rash to purchase the said claims was \$3,000. Subsequently, Rash purchased a total of 345,000 treasury shares of North D'Arcy at various prices ranging between 10¢ and 20¢ per share thereby providing North D'Arcy with the total sum of \$49,000 to enable North D'Arcy to carry out an exploration and development program on the Mining Claims. An exploration and development program consisting of line cutting, geophysical surveys and diamond drilling was carried out over the Mining Claims, the results of which indicated that the Western part of the Mining Claims contained a large sulphide zone carrying iron and low-copper values which did not warrant the expenditure of additional monies. The Eastern zone of the Mining Claims which had little outcrop was not considered to have interesting geological features warranting the expenditure of additional monies and accordingly no further work is planned on the Mining Claims which will be permitted to lapse. Exploration and development expenditures in the amount of approximately \$32,484 have been written off to deficit.

Tri-Bridge Mines Limited

By agreement dated February 11, 1971, between Tri-Bridge Mines Limited ("Tri-Bridge") and M. Rash & Co. Limited ("Rash") Tri-Bridge purchased from Rash 12 unpatented Mining Claims situate in Awere Township, Sault Ste Marie Mining Division, Ontario, in consideration and allotment and issue to Rash of 750,000 fully paid and non-assessable shares of the capital stock of Tri-Bridge of which 75,000 were free from escrow with the balance of 675,000 being subject to escrow. The cost to Rash to purchase the said claims was \$750. Subsequently Rash purchased a total of 253,000 treasury shares of Tri-Bridge at various prices ranging between 15¢ and 30¢ per share thereby providing the company with the sum of \$49,900 to enable Tri-Bridge to carry out an exploration and development program on the Mining Claims. Geophysical surveys and diamond drilling aimed at locating vein copper deposits was carried out on the Mining Claims at a cost of approximately \$35,998 the results of which failed to disclose any significant copper mineralization. The company's consulting Geologist at the time recommended that it

might be worth collecting rock samples to have a petrographic study made for the type of rock alteration features which accompany most porphyry copper deposits at a cost of approximately \$1,500. There are no plans at the present time to carry out such a study and certain of the Mining Claims have been permitted to lapse. Accordingly the exploration and development expenditures in the amount of \$35,996 have been written off to deficit.

Thorpe Bay Explorations Limited

By agreement dated November 5, 1969, between Thorpe Bay Explorations Limited ("Thorpe Bay") and D.H. Freeman and Company Limited, Suite 930, 159 Bay Street, Toronto, Ontario ("Freeman") Thorpe Bay purchased from Freeman 32 unpatented Mining Claims situate in Falconbridge Township, Sudbury Mining Division, Ontario, in consideration of the allotment and issue to Freeman of 750,000 fully paid and non-assessable shares of the capital stock of Thorpe Bay of which 75,000 were free from escrow with the balance of 675,000 being subject to escrow. The cost to Freeman to purchase the said Mining Claims was \$3,000. Subsequently Freeman purchased a total of 345,000 treasury shares of Thorpe Bay at various prices ranging between 10¢ and 20¢ per share thereby providing Thorpe Bay with the total sum of \$49,000 to enable Thorpe Bay to carry out an exploration and development program on the Mining Claims. Geophysical surveys, line cutting and diamond drilling were carried out on the Mining Claims with negative results and Thorpe Bay permitted the Mining Claims to lapse. Exploration and development expenditures of approximately \$31,499 have been written off to deficit.

General

The vendor's consideration paid by each of the amalgamating companies was determined by their Boards of Directors. Since all of the Mining Claims were completely unproved it was not possible to assign any particular value thereto and accordingly each issuance of 750,000 vendor shares was valued at \$75,000. In view of the discouraging results of the exploration and development programs carried out by each of the amalgamating companies on their respective Mining Claims, the aforesaid acquisition costs have all been written off to deficit.

M. Rash & Co. Limited ("Rash") is the successor to D. H. Freeman and Company Limited. All shares purchased by Rash from the amalgamating companies were resold to the public and Rash may be said to have realized a profit before expenses in an amount equal to the difference between the price paid by Rash for the said shares and the price at which said shares were sold to the public. Rash also offered 75,000 shares of each of the amalgamating companies for sale by way of a secondary offering the proceeds from which accrued to Rash and not to the treasury of the respective amalgamating company.

USE OF PROCEEDS

The proceeds to be received by the Company from the sale of the underwritten shares will be \$30,000 prior to deducting the expenses of this issue estimated not to exceed \$8,500. If all of the optioned shares are taken up and paid for the Company will receive an additional \$55,000. The net proceeds will form part of the Company's working capital and the sum of \$13,330 will be used to implement the Phase I recommendations of Wilfred Walker, F.G.A.C., P.Eng., on the Company's Mining Claims situate in the Salmon River Gold District of the Province of Nova Scotia. Depending upon the results achieved and the availability of funds, the Company may carry out the Phase II and Phase III recommendations of Mr. Walker on the said Mining Claims. While the Company has no plans in this regard at the present time monies in its treasury as available may also be used to defray the cost of programs of acquiring, staking, exploring and developing other properties, either alone or in concert with others and generally to carry out exploration programs as opportunities and finances permit, but no such properties will be acquired and monies will not be expended thereon without an amendment to this Prospectus being filed if the securities of the Company are then in the course of distribution to the public.

OFFERING

The Company entered into an Agreement (the "Underwriting Agreement") dated November 5, 1973, with M. Rash & Co. Limited, (the "Underwriter-Optionee"), Suite 930, 159 Bay Street, Toronto, Ontario whereunder the Underwriter-Optionee, acting solely on its own behalf with respect to the underwritten and optioned shares referred to below agreed to purchase the following shares of the Company, namely:

Underwritten Shares

Number of Shares Underwritten	Price Per Share	Net Amount to be received by the Company	Maximum Offering Price of these Shares to the Public
150,000	20¢	\$30,000	40¢

The Underwriter-Optionee is obligated to take up and pay for all of the underwritten shares, if any are taken up, within three business days of the date of acceptance for filing of this Prospectus by the Ontario Securities Commission (such date of acceptance being hereinafter referred to as the "Acceptance Date") subject to the terms, conditions and provisions of the said Agreement pursuant to which the Underwriter-Optionee has the right to refuse to complete the purchase in certain events.

Pursuant to the Underwriting Agreement, the Underwriter-Optionee was also granted an option to purchase additional shares of the Company, namely:

Optioned Shares

Number of Shares Optioned	Price Per Share	Time Within which Option Exercisable From Acceptance Date	Maximum Offering Price of these Shares to the Public
100,000	25¢	3 months	50¢
100,000	30¢	6 months	60¢

There is no assurance that any of the shares under option will be purchased by the Underwriter-Optionee.

The Company is not aware of any assignments, sub-options or sub-underwritings with respect to the aforementioned underwritten and optioned shares. The only person having a greater than 5% interest in the Underwriter-Optionee is Mark Rash, 2 Delia Court, Downsview, Ontario. In the event the Underwriter-Optionee shall default in purchasing any of the shares under option, then all unexercised options forthwith cease and terminate.

The Underwriter-Optionee, acting as principal, will offer the underwritten and optioned shares over-the-counter in the Province of Ontario within the maximum price ceilings set forth on the Facing Page of this Prospectus. Sales of the underwritten and optioned shares may also be made through other registered dealers acting as agents who will be paid commissions not exceeding 25% of the selling price of the shares so offered.

Secondary Offering

As stated on the Facing Page of this Prospectus a total of 105,694 shares of the Company will be offered for sale over-the-counter in the Province of Ontario by the Underwriter-Optionee through registered dealers, the proceeds from such sale accruing solely to the Underwriter-Optionee and not to the

Company. The Underwriter-Optionee will not offer any part of the Secondary Offering unless and until the 200,000 treasury shares under option have been purchased by it. The 105,694 secondary shares were acquired by the Underwriter as follows: (a) 100,003 shares by purchase from the Company at the price of 15¢ per share and more particularly referred to under "Prior Sales of Shares" and "Other Material Facts", and (b) 5,691 shares by purchase in the open market during the past three years.

With respect to the shares offered by this Prospectus, the Underwriter-Optionee may be said to realize a profit before expenses to an amount equal to the amount by which the price paid for such shares is less than the price at which said shares are sold to the public.

DESCRIPTION OF CAPITAL STOCK

The capital stock is the Company's only class of stock. All shares issued by the Company rank equally as to dividends and there are no indentures or agreements limiting the payments of dividends. All shares issued by the Company rank equally as to voting power, one vote for each share. There are no conversion rights and there are no special liquidation rights, pre-emptive rights or subscription rights. The presently outstanding capital stock is not subject to any call or assessment and the shares offered hereby when issued and sold as described by this Prospectus will not be subject to any call or assessment.

CAPITALIZATION

Designation of Security	Amount Authorized	Amount Outstanding as at October 17, 1973	Amount Outstanding as at November 15, 1973	Amount Outstanding if all Securities being Issued are Sold
Common shares without par value	3,000,000 (\$1,500,000)	518,704 (\$512,614)	923,704 ⁽¹⁾ (\$523,239)	1,073,704 ⁽²⁾ (\$553,239)

(1) Gives effect to the issuance of 405,000 treasury shares for properties.

(2) Calculated on the basis of there being 1,073,704 following the sale of the 150,000 underwritten shares.

MANAGEMENT

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

Name	Address	Position
James Joseph McKenna	1617 Kingston Road, Scarborough, Ontario	President & Director
Terry Sokoloff	749 Steeles Ave. W., Unit 25, Willowdale, Ontario	Secretary-Treasurer
Ian Albert MacNaughtan	242 Kingslake Road, Willowdale, Ontario	Director
Irwin Arthur Wallace	508-2500 Bathurst St., Toronto, Ontario	Director
Arthur John Fortens	47 Thorncliffe Pk. Dr., Toronto, Ontario	Director
Walter Andrew Carter	P.O. Box 417, Colborne, Ontario	Director

The principal occupations of the directors and officers during the past five years are as follows:

Mr. McKenna has been Vice-President of Bay Packaged Printing Services Limited of Toronto, printers.

Mr. Sokoloff is an accountant and is presently employed by and is a director of Shlesinger Corporate Services Limited. Prior thereto he was employed by Laventhol Kreckstein Horwath & Horwath, Chartered Accountants, Toronto. He is also an officer and/or director of several mining companies including Pan-Ore Gold Mines Limited, Shilo Mines Limited and Summit Gold Mines Inc.

Mr. MacNaughtan is an accountant and corporate secretary. He is also an officer and/or director of several mining companies including Mill Creek Explorations Limited, Pac Explorations Limited, Magi Gold Mines Limited and Kambo Gold Mines Limited.

Mr. Wallace is a self-employed notary public and insurance and real estate broker. He acts as an officer and/or director of several mining companies including Newrich Explorations Limited, Lobo Mines & Explorations Limited, Shilo Mines Limited and Summit Gold Mines Inc.

Mr. Fortens is an accountant and has been employed by Sprucedale Holdings Limited since June 1, 1971. Prior thereto he was employed by Louada Holdings Limited, Louis Cadesky Associates (Northern) Limited and related companies. He is also an officer and/or director of several mining companies including North American Rare Metals Limited, Mistango River Mines Limited, Rich Point Mines Limited and Great Bear Silver Mines Limited.

Mr. Carter is and has been a consulting engineer, self-employed. He is also a director and officer of several mining companies including Mistango River Mines Limited and Silmil Explorations Inc.

REMUNERATION OF MANAGEMENT

To date no direct remuneration has been paid to the directors and senior officers of the Company who are entitled to receive \$50 for each meeting attended by them.

A monthly fee of up to \$300 will be paid to Shlesinger Corporate Services Limited, Suite 520, 25 Adelaide Street East, Toronto, Ontario, for head office accommodation, accounting, administration and secretarial services for the Company. Terry Sokoloff, the secretary-treasurer of the Company, is an employee and a director and officer of Shlesinger Corporate Services Limited. The only persons having an interest to the extent of 5% or more in the capital stock of Shlesinger Corporate Services Limited are: Hanna Shlesinger, 41 Elderwood Drive, Toronto and Anita Sokoloff who resides with her husband Terry Sokoloff referred to under "Management".

As stated under the caption "History and Business" the Company has resulted from the amalgamation of four predecessor companies. Set forth below are particulars of the aggregate direct remuneration which was paid to the directors and senior officers of the amalgamating companies for the periods indicated, namely:

Name	Year End	12 Months Preceding Year End	From Year End to October 17, 1973
Almore Explorations Limited	August 31, 1972	\$650	Nil
North D'Arcy Explorations Limited	December 31, 1972	\$300	\$150
Thorpe Bay Explorations Limited	December 31, 1972	\$300	\$150
Tri-Bridge Mines Limited	December 31, 1972	\$350	\$150

Shlesinger Corporate Services Limited referred to above received remuneration for providing each of the amalgamating companies with head office accommodation, accounting, administration and secretarial services. The amounts paid to Shlesinger Corporate Services Limited by each of the amalgamating companies is as follows:

<u>Name</u>	<u>Year End</u>	<u>12 Months Preceding Year End</u>	<u>From Year End to October 17, 1973</u>
Almore Explorations Limited	August 31, 1972	\$2,225	Nil
North D'Arcy Explorations Limited	December 31, 1972	\$1,100	Nil
Thorpe Bay Explorations Limited	December 31, 1972	\$1,500	Nil
Tri-Bridge Mines Limited	December 31, 1972	\$3,000	\$250

Shlesinger Corporate Services Limited will also be paid the sum of \$1,000 for services relating to the amalgamation of the companies.

PRINCIPAL AND SELLING SHAREHOLDER

The 675,000 vendor's shares issued to acquire the company's option on the Salmon River Mining Claims were issued as follows: M. Rash & Co. Limited 575,000 escrowed, Inshore Goldfields Ltd. 100,000 escrowed. After giving effect to the issuance of the 675,000 vendor's shares as aforesaid set forth below are particulars of the present principal holders of shares of the Company whose ownership is direct, of record and beneficial.

<u>Name and Address</u>	<u>No. of Shares</u>	<u>Percentage of Class(1)</u>
M. Rash & Co. Limited Suite 930 159 Bay Street Toronto, Ontario	580,694 of which 575,000 are escrowed	83.4
Inshore Goldfields Ltd. 1229 Queensway Avenue Etobicoke, Ontario	100,000 escrowed	9.3

As disclosed in this Prospectus, 105,694 shares may be offered hereunder by way of a secondary offering by M. Rash & Co. Limited as follows:

<u>Name and Address</u>	<u>No. of Shares to be Sold</u>	<u>No. of Shares to be Owned after this Financing</u>	<u>Percentage to be Owned after this Financing(1)</u>
M. Rash & Co. Limited Suite 930 159 Bay Street Toronto, Ontario	105,694	575,000	53.6

(1) Calculated on the basis of there being 1,073,704 shares issued and outstanding following the sale of the 150,000 underwritten shares.

As at the date of this Prospectus the Directors and Senior Officers of the Company as a group beneficially owned directly or indirectly less than 1% of the issued and outstanding shares of the Company.

ESCROWED SHARES

Certificates representing 675,000 shares of the Company are held in escrow by Guaranty Trust Company of Canada, Toronto, Ontario (the "Trustee"). The terms of escrow provide that the shares and the beneficial ownership of or any interest in them and the certificates representing them (including any replacement; share or certificates) shall not be sold, assigned, hypothecated, alienated, released from escrow, transferred within escrow or otherwise in any manner dealt with without the express consent, order or direction in writing of the Ontario Securities Commission. The prior consent of the Company is also required to the release of any such shares or certificates from escrow.

All or part of the escrowed shares are subject to surrender for the benefit of the Company if the Company's option on the Mining Claims situate in the Salmon River Gold District of the Province of Nova Scotia is terminated or if the Mining Claims are abandoned upon the recommendation of an independent engineer or geologist.

<u>Capital Stock</u>	<u>Number of Shares held in escrow</u>	<u>Percentage of Class(1)</u>
Common Shares without par value	675,000	62.9

(1) Calculated on the basis of there being 1,073,704 shares issued and outstanding following the sale of the 150,000 underwritten shares.

Reference is made to the caption "other material facts" for particulars concerning the transfer of 270,000 escrowed shares of the Company registered in the name of trustees for the benefit of the Company to M. Rash & Co. Limited as part consideration for the Company's option to acquire the 16 unpatented Mining Claims situate in the Salmon River Gold District of the Province of Nova Scotia and referred to under the caption "Salmon River Mining Claims".

DIVIDENDS

No dividends have been paid to date by the Company.

AUDITOR

The Auditor of the Company is Mr. T. H. Bernholtz, Chartered Accountant, Suite 804, 330 Bay Street, Toronto, Ontario.

REGISTRAR AND TRANSFER AGENT

Guaranty Trust Company of Canada, 88 University Avenue, Toronto, Ontario acts as the Company's Registrar and Transfer Agent.

PRIOR SALES OF SHARES

During the past twelve months, M. Rash & Co. Limited purchased at the price of 1.5¢ per share a total of 1,000,026 shares of the four companies which amalgamated to form Tri-Bridge Consolidated Gold Mines Limited. These shares were purchased to provide the amalgamating companies with sufficient monies to enable the amalgamation to take place. Particulars concerning the purchase of such shares are as follows:

<u>Name of Company</u>	<u>No. of Shares Purchased</u>
Almore Explorations Limited	302,757
North D'Arcy Explorations Limited	201,757
Thorpe Bay Explorations Limited	201,755
Tri-Bridge Mines Limited	293,757
	<u>1,000,026</u>

The articles of amalgamation effective October 17, 1973 had the effect of consolidating the issued capital of each of the amalgamating companies on the basis of 1 share of Tri-Bridge Consolidated Gold Mines Limited for every 10 shares of each of the amalgamating companies previously held so that the 1,000,020 shares of the amalgamating companies purchased at the price of 1.5¢ per share are represented by 100,003 shares of Tri-Bridge Consolidated Gold Mines Limited purchased at the price of 15¢ per share.

To assist shareholders of the amalgamating corporations in the conversion of their shares into shares of Tri-Bridge Consolidated Gold Mines Limited and to avoid the creation of fractions upon conversion, M. Rash & Co. Limited has agreed to donate to Guaranty Trust Company of Canada from its own shareholdings a sufficient number of shares of each of the amalgamating corporations to achieve this result.

PRELIMINARY EXPENSES

The Preliminary administrative expenses including the amalgamation of the company are estimated at \$9,000. Administrative expenses of the company during the current year are estimated at the sum of \$6,000. The sum of \$13,330 will be used to implement the Phase I recommendations of Wilfred Walker, F.G.A.C., P.Eng., on the company's Salmon River Mining Claims.

PROMOTER

M. Rash & Co. Limited, Suite 930, 159 Bay Street, Toronto, Ontario, referred to throughout this Prospectus may be regarded as the Promoter of the Company and was the promoter of each of the amalgamating corporations referred to under the caption "History and Business".

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Reference is made to the caption "Present Property Interests" for particulars of the agreement under which the company has acquired an option on 16 unpatented Mining Claims situate in the Salmon River Gold District of the Province of Nova Scotia. As part consideration for the company's option on the said unpatented Mining Claims, M. Rash & Co. Limited and Inshore Goldfields Ltd. received by allotment and transfer a total of 675,000 shares without par value in the capital of the company. Reference is made to the caption "Principal and Selling Shareholder" for particulars concerning the allocation of the said 675,000 vendor shares between M. Rash & Co. Limited and Inshore Goldfields Ltd. Reference is also made to the caption "Prior Property Interests" for particulars concerning the interest of M. Rash & Co. Limited in the business and affairs of each of the four companies which have amalgamated to form Tri-Bridge Consolidated Gold Mines Limited. Reference is also made to the caption "Offering" for particulars of the interest of M. Rash & Co. Limited in the underwritten and optioned shares of the company and for particulars concerning the offering by M. Rash & Co. Limited for its own account of shares of the company.

OTHER MATERIAL FACTS

Reference is made to the caption "Prior Property Interests" and the various sub-headings thereunder for particulars concerning the issuance to M. Rash & Co. Limited ("Rash") of a total of 750,000 vendor shares of each of Almore Explorations Limited, North D'Arcy Explorations Limited, Thorpe Bay Explorations Limited, and Tri-Bridge Mines Limited, (hereinafter collectively referred to as the "amalgamating companies"). In view of the generally poor results of the exploration and development programs carried out by the amalgamating companies on their respective Mining Claims, Rash transferred the 675,000 escrowed shares of the capital stock of each of the amalgamating companies which it held to a trustee to be held for the benefit of each amalgamating company. After giving effect to the articles of amalgamation referred to under the caption "History and Business" consolidating the issued capital of each of the amalgamating corporations on the basis of 1 share of Tri-Bridge Consolidated Gold Mines

Limited for every 10 shares of each of the amalgamating companies, the aforesaid vendor shares are represented by a total of 270,000 escrowed shares of Tri-Bridge Consolidated Gold Mines Limited. Reference is made to the caption "Present Property Interest" for particulars concerning the issuance by the company of a total of 675,000 shares of its capital stock and part consideration for the company's option on the 16 unpatented Mining Claims situate in the Salmon River Gold District of the Province of Nova Scotia. The 675,000 vendor shares shall consist of the 270,000 escrowed shares presently held by trustees for the benefit of the company and 405,000 shares issued from the treasury of the company all of which are subject to escrow.

MATERIAL CONTRACTS

The only contracts entered into by the Company or any of the amalgamating companies within the two years prior to the date of this Prospectus are as follows:

1. Agreement dated September 7th, 1973 between Almore Explorations Limited, North D'Arcy Explorations Limited, Thorpe Bay Explorations Limited and Tri-Bridge Mines Limited pursuant to which the said four corporations agreed to amalgamate and continue as one corporation under the name Tri-Bridge Consolidated Gold Mines Limited and referred to under the caption "History and Business" on page 1.
2. Agreement dated November 1, 1973, as amended December 14, 1973 between the Company and M. Rash & Co. Limited, pursuant to which the Company acquired an option on 16 unpatented Mining Claims situate in the Salmon River Gold Mining District of the Province of Nova Scotia and referred to under the caption "Salmon River Mining Claims".
3. Underwriting agreement dated November 5, 1973, between the Company and M. Rash & Co. Limited referred to under "Offering".

In addition to the foregoing, the following material contract has been entered into:

1. Agreement dated June 6, 1973, as amended by Agreement dated November 1, 1973 between Inshore Goldfields Ltd. and M. Rash & Co. Limited referred to under "Acquisition".

Copies of the foregoing instruments may be inspected during ordinary business hours at the head office of the Company during the distribution of the securities offered by this Prospectus.

PURCHASER'S STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

The Securities Act (Ontario) provides, in effect, that where a security is offered to the public in the course of 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 vendor or his agent not later than midnight on the second business day after the Prospectus or amended Prospectus offering such security is received or is deemed to be received by him or his agent, and
- (b) a purchaser has the right to rescind a contract for the purchase of such security, while still the owner thereof, if the Prospectus and any amended Prospectus offering such security contains an untrue statement of a material fact or omits to state a material fact necessary in order to make any statement therein not misleading in the light of the circumstances in which it was made, but no action to enforce this right can be commenced by a purchaser after the expiration of 90 days from the later of the date of such contract or the date on which such Prospectus or amended Prospectus is received or is deemed to be received by him or his agent.

Reference is made to Section 64 and 65 of the Securities Act (Ontario) for the complete text of the provisions under which the above-mentioned rights are conferred.

TRI-BRIDGE CONSOLIDATED GOLD MINES LIMITED
(INCORPORATED UNDER THE LAWS OF THE PROVINCE OF ONTARIO)
BALANCE SHEET AND PRO FORMA BALANCE SHEET
AS AT OCTOBER 17, 1973.

ASSETS

	Balance Sheet (Note 1)	Pro Forma Balance Sheet (Note 2)
CURRENT		
Cash	\$ 13,638	\$ 29,857
Mining claims and properties (Note 3)		17,000
Securities held by trustee (Note 4)	1	
Amalgamation costs - estimated	9,000	9,000
	<u>\$ 22,639</u>	<u>\$ 55,857</u>

LIABILITIES

CURRENT		
Accounts payable (Note 5)	\$ 16,752	\$

SHAREHOLDERS' EQUITY

CAPITAL				
Authorized: 3,000,000 shares without par value not to exceed \$1,500,000				
Issued: for claims:	300,000	705,000	300,000	310,200
for cash:	218,704	368,704	212,614	242,614
	<u>518,704</u>	<u>1,073,704</u>	512,614	552,814
Contributed surplus (Note 2 (3))			1	6,800
			512,615	559,614
Deficit			506,728	503,757
			<u>\$ 5,887</u>	<u>55,857</u>
			<u>\$ 22,639</u>	<u>\$ 55,857</u>

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

Approved on behalf of the Board of Directors:

To the Directors
 Tri-Bridge Consolidated Gold Mines Limited

I have examined the balance sheet and pro forma balance sheet of Tri-Bridge Consolidated Gold Mines Limited as at October 17, 1973 and the combined statements of exploration and administrative expenditures, deficit and source and application of funds of the predecessor corporations for the fiscal periods ended in 1969, 1970, 1971, 1972, 1973 and the periods ended October 17, 1973.

My examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as I considered necessary in the circumstances.

In my opinion these financial statements present fairly the financial position of the Corporation as at October 17, 1973, and the combined activities of the predecessor corporations, and the combined source and application of funds for their fiscal periods ended in 1969, 1970, 1971, 1972, 1973 and the periods ended October 17, 1973 in accordance with generally accepted accounting principles applied consistently throughout the periods.

In my opinion the pro forma balance sheet presents fairly the financial position of the Corporation as at October 17, 1973 after giving effect to the transactions set forth in Note 2 to the financial statements.

December 14, 1973
 Toronto, Ontario

T. H. Bernholtz
 Chartered Accountant

TRI-BRIDGE CONSOLIDATED GOLD MINES LIMITED
COMBINED STATEMENT OF DEFERRED EXPLORATION
AND ADMINISTRATIVE EXPENDITURES

Exploration (Note 7)	Periods Ended	Fiscal Periods Ended in				
	October 17, 1973	1973	1972	1971	1970	1969
Diamond Drilling	\$ -		14,137	37,798	13,446	-
Line Cutting and Geophysical Surveys	-		3,410	19,799	26,228	-
Trenching and sampling	-			2,257	-	-
Engineering fees and expenses	-		2,631	6,962	1,586	305
Government fees and licenses	-		514	281	269	-
Miscellaneous	-		107	127	-	-
	-	-	<u>20,799</u>	<u>67,224</u>	<u>41,529</u>	<u>305</u>
Administrative (Note 8)						
Head Office, Accounting and and Corporate Services	250	-	7,825	7,875	2,050	200
Legal and audit	2,545	475	2,405	3,315	1,200	385
Transfer agent's fees and expenses	2,821	957	2,481	3,303	2,286	451
Directors' fees	450	-	1,600	1,300	650	250
Cost of printing prospectus	-	-	-	1,254	-	359
Shareholders' information and annual meeting costs	347	244	1,741	2,443	1,284	-
Government fees and licenses	171	210	173	717	606	350
Miscellaneous	60	-	789	192	217	-
	6,644	1,886	17,014	20,399	8,293	1,995
Less: interest earned	-	-	99	570	-	-
	6,644	1,886	16,915	19,829	8,293	1,995
Total expenditures for period	6,644	1,886	37,714	87,053	49,822	2,300
Balance deferred at beginning of period	46,260	46,260	139,175	52,122	2,300	-
	52,904	48,146	176,889	139,175	52,122	2,300
Less: expenditures written off to deficit	52,904	1,886	130,629	-	-	-
Balance deferred at end of period	\$ -	46,260	46,260	139,175	52,122	2,300
Summary of deferred expenditures:						
Exploration	\$ -	35,998	35,998	109,058	41,834	305
Administrative	-	10,262	10,262	30,117	10,288	1,995
	\$ -	<u>46,260</u>	<u>46,260</u>	<u>139,175</u>	<u>52,122</u>	<u>2,300</u>

**TRI-BRIDGE CONSOLIDATED GOLD MINES LIMITED
COMBINED STATEMENT OF DEFICIT**

	Periods Ended	Fiscal Periods Ended In				
	October 17, 1973	1973	1972	1971	1970	1969
Mining claims and properties acquired	\$ 75,000	2	229,998	-	-	-
Exploration and administrative expenditures incurred on mining claims abandoned	52,904	1,886	130,629	-	-	-
Incorporation and organization expenses	11,836	4,473	-	-	-	-
	139,740	6,361	360,627	-	-	-
Balance at beginning of period	366,988	360,627	-	-	-	-
Balance at end of period	<u>\$506,728</u>	<u>366,988</u>	<u>360,627</u>	<u>-</u>	<u>-</u>	<u>-</u>

**TRI-BRIDGE CONSOLIDATED GOLD MINES LIMITED
COMBINED STATEMENT OF SOURCE AND APPLICATION OF FUNDS**

SOURCE OF FUNDS	Periods Ended	Fiscal Periods Ended In				
	October 17, 1973	1973	1972	1971	1970	1969
Sale of shares of capital stock	\$ 15,000	-	-	99,606	98,003	5
APPLICATION OF FUNDS						
Acquisition of mining claims	-	-	5,000	-	-	-
Exploration and administrative expenditures	6,644	1,886	37,714	87,053	49,822	2,300
Organization and amalgamation costs	9,000	-	-	8,667	4,447	3,195
	15,644	1,886	42,714	95,720	54,269	5,495
Increase (decrease) in working capital	(644)	(1,886)	(42,714)	3,886	43,734	(5,490)
Working capital (deficiency) at beginning of period	(2,470)	(584)	42,130	38,244	(5,490)	-
Working capital (deficiency) at end of period	<u>\$ (3,114)</u>	<u>(2,470)</u>	<u>(584)</u>	<u>42,130</u>	<u>38,244</u>	<u>(5,490)</u>

**TRI-BRIDGE CONSOLIDATED GOLD MINES LIMITED
NOTES TO FINANCIAL STATEMENTS
AS AT OCTOBER 17, 1973**

1. Amalgamation and Pooling of Interest

The Corporation was formed by a statutory amalgamation of Almore Explorations Limited, Thorpe Bay Explorations Limited, North D'Arcy Explorations Limited and Tri-Bridge Mines Limited by Articles of Amalgamation effective on October 17, 1973. Under the accounting treatment which recognizes the amalgamation as a "pooling of interest", the assets, liabilities and deficit accounts of the amalgamating corporations were recorded at their book value and a corresponding value assigned to the 518,704 shares of Tri-Bridge Consolidated Gold Mines Limited issued therefor.

The combined statements of deferred exploration and administrative expenditures, deficit and source and application of funds include the accounts of the predecessor companies for the fiscal periods set out below: -

	Periods Ended	Fiscal Periods Ended in				
	October 17, 1973	1973	1972	1971	1970	1969
Almore Explorations Limited	Sept. 1/73 to Oct. 17/73	Sept. 1/72 to Aug. 31/73	Sept. 1/71 to Aug. 31/72	July 21/70 to Aug. 31/71	-	-
Thorpe Bay Explorations Limited	Jan. 1/73 to Oct. 17/73	-	Jan. 1/72 to Dec. 31/72	Jan. 1/71 to Dec. 31/71	Jan. 1/70 to Dec. 31/70	Jan. 1/69 to Dec. 31/69
North D'Arcy Explorations Limited	Jan. 1/73 to Oct. 17/73	-	Jan. 1/72 to Dec. 31/72	Jan. 1/71 to Dec. 31/71	Feb. 18/70 to Dec. 31/70	-
Tri-Bridge Mines Limited	Jan. 1/73 to Oct. 17/73	-	Jan. 1/72 to Dec. 31/72	Dec. 21/70 to Dec. 31/71	-	-

2. Pro forma balance sheet

The pro forma balance sheet gives effect to the following: -

- (i) The receipt of \$30,000 in consideration for the sale of 150,000 firmly underwritten shares of the Corporation's capital stock. (Note 6).
- (ii) The reduction of accounts payable as at October 17, 1973 by the sum of \$2,971 by way of a settlement and the payment of the balance amounting to \$13,781.
- (iii) The acquisition of an option to purchase 16 unpatented mining claims in the Salmon River Gold District, Halifax County, Nova Scotia for 675,000 shares consisting of 270,000 escrowed shares held by trustees for the benefit of the Company and 405,000 shares issued from the treasury of the Company. (Notes 3 and 4).

The valuation placed by the Board of Directors on the aforesaid 675,000 shares is \$17,000 which has been pro-rated between issued capital and contributed surplus as follows:

contributed surplus	\$ 6,800
issued capital	10,200
	<u>\$17,000</u>

3. Mining Claims and Properties:

(i) Tri-Bridge Consolidated Gold Mines Limited (the "Company") entered into an agreement made the 1st day of November, 1973 as amended December 14, 1973 with M. Rash & Co., Limited (the "Optionor") whereunder the Optionor granted to the Company the sole exclusive and irrevocable option to acquire the Optionor's interest in 16 unpatented mining claims (the "Mining Claims") situate in the Salmon River Gold District, Halifax County, in the Province of Nova Scotia.

The Option Agreement provides that the Option thereby granted shall remain in full force and effect for a period of 25 months from the date of acceptance for filing of this Prospectus by the Ontario Securities Commission (the "Acceptance Date") during which time the Company may exercise the said Option and cause the Mining Claims to be acquired by it by the performance of the undernoted conditions, namely:

(a) The delivery to the Optionor or as the Optionor may direct on or before the Acceptance Date of a total of 675,000 fully paid and non-assessable shares in the Capital Stock of the Company.

(b) The payment during the currency of the Option to the Optionor of the sum of \$15,000, to be paid \$3,000 13 months from the Acceptance Date, \$5,000 19 months from the Acceptance Date, and \$7,000 25 months from the Acceptance Date.

(ii) The aforementioned 675,000 vendor shares consist of 270,000 escrowed shares presently held by trustees for the benefit of the Company and 405,000 shares issued from the treasury of the Company. (Note 2 (3).)

(iii) The Option Agreement provides that the Optionor may convert any cash consideration paid by it in respect of the exercise by the Company of the aforesaid option into fully paid and non-assessable shares of the Capital stock of the Company at the rate of 1 share for every 25¢ of cash consideration paid.

4. Securities held by Trustees:

Each of Almore, North D'Arcy, Thorpe Bay and Tri-Bridge had issued 675,000 escrowed shares for mineral prospects upon which the results of exploration and development programs have generally been poor. The Vendor of these claims has transferred the 675,000 escrowed shares of the capital stock of each of the amalgamation companies which it held to a Trustee to be held for the benefit of each of the amalgamated companies. After giving effect to the articles of amalgamation consolidating the issued capital of each of the amalgamating corporations on the basis of 1 share of Tri-Bridge Consolidated Gold Mines Limited for every 10 shares of the amalgamating companies, the aforesaid vendor shares are represented by a total of 270,000 escrowed shares of Tri-Bridge Consolidated Gold Mines Limited. These shares are nominally valued at \$1.00.

5. The costs of the current issue estimated at approximately \$8,500 are not included in the accounts payable.

6. Capital:

(a) The following summarizes the issued shares of the predecessor corporations prior to the mergers as mentioned in Note 1.

	FOR CASH		FOR MINING CLAIMS		TOTAL	
	Shares	Amount \$	Shares	Amount \$	Shares	Amount \$
Almore Explorations Limited	546,760	54,245	750,000	75,000	1,296,760	129,245
Thorpe Bay Explorations Limited	546,760	52,031	750,000	75,000	1,296,760	127,031
North D'Arcy Explorations Limited	546,760	52,029	750,000	75,000	1,296,760	127,029
Tri-Bridge Explorations Limited	546,760	54,309	750,000	75,000	1,296,760	129,309
	<u>2,187,040</u>	<u>212,614</u>	<u>3,000,000</u>	<u>300,000</u>	<u>5,187,040</u>	<u>512,614</u>

Upon merger, the 5,187,040 issued shares of the predecessor corporations as summarized above were converted into 518,704 shares of Tri-Bridge Consolidated Gold Mines Limited on the basis of 1 share of Tri-Bridge Consolidated Gold Mines Limited for every 10 shares of the predecessor corporations.

(b) By agreement dated November 5, 1973, the underwriter has agreed to firmly purchase 150,000 shares of the Corporation's capital stock at 20¢ per share payable in full within three business days of the date of acceptance for filing of this Prospectus by the Ontario Securities Commission (referred to as the "Acceptance Date").

Pursuant to the Underwriting Agreement, the Corporation has granted to the Underwriter-Optionee the exclusive right and option to purchase up to an additional 200,000 shares of the capital of the Corporation as follows:

100,000 shares at 25¢ per share exercisable in whole or in part within three months following the Acceptance Date, and

100,000 shares at 30¢ per share exercisable in whole or in part within six months following the Acceptance Date,

7. Deferred Exploration:

	Totals	Periods	Fiscal Periods Ended In				
		Ended Oct. 17 1973	1973	1972	1971	1970	1969
	\$	\$	\$	\$	\$	\$	\$
Almore Explorations Limited	29,876	-	-	18,433	11,443	-	-
North D'Arcy Explorations Limited	32,484	-	-	100	21,576	10,808	-
Thorpe Bay Explorations Limited	31,499	-	-	365	108	30,721	305
Tri-Bridge Mines Limited	35,998	-	-	1,901	34,097	-	-
	129,857	-	-	20,799	67,224	41,529	305
Balance brought forward	-	35,998	35,998	109,058	41,834	305	-
	129,857	35,998	35,998	129,857	109,058	41,834	305
Less: Written off to Deficit	129,857	35,998	-	93,859	-	-	-
	Nil	Nil	35,998	35,998	109,058	41,834	305

8. Deferred Administrative:

Almore Explorations Limited	13,187	582	1,886	5,077	5,642	-	-
North D'Arcy Explorations Limited	14,392	1,417	-	3,185	5,206	4,584	-
Thorpe Bay Explorations Limited	16,105	3,029	-	3,458	3,914	3,709	1,995
Tri-Bridge Mines Limited	11,878	1,616	-	5,195	5,067	-	-
	55,562	6,644	1,886	16,915	19,829	8,293	1,995
Balance brought forward	-	10,262	10,262	30,117	10,288	1,995	-
	55,562	16,906	12,148	47,032	30,117	10,288	1,995
Less: Written off to Deficit	55,562	16,906	1,886	36,770	-	-	-
	Nil	Nil	10,262	10,262	30,117	10,288	1,995

There are no other material facts.

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by Part VII of The Securities Act (Ontario) and the Regulations thereunder.

DATED this 14th day of December, 1973.

JAMES JOSEPH McKENNA
Chief Executive Officer

TERRY SOKOL OFF
Chief Financial Officer

WALTER ANDREW CARTER
Director

IRWIN ARTHUR WALLACE
Director

PROMOTOR
M. RASH & CO. LIMITED
Per: M. Rash

UNDERWRITER-OPTIONEE

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 VII of The Securities Act (Ontario) and the Regulations thereunder.

DATED this 14th day of December, 1973.

M. RASH & CO. LIMITED
Per: M. Rash