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REPORT ON PROPERTIES FOR BRADEX MINES LIMITED

November 25, 1965

GERALD L. KIRWAN, B.Sc., F.R.G.S.

REPORT ON CLAIMS FOR BRADEX MINES LIMITED
CLEMENT and VOGT TOWNSHIPS, DISTRICT OF NIPISSING
ONTARIO

Bradex Mines Limited
239 Hemlock Street
Timmins, Ontario

Gentlemen:

Your Company holds 24 unleased mining claims situated some 25 miles southwest of the townsite of Timagami, Ontario.

A sulphide occurrence containing copper mineralization exists on the property.

CONCLUSIONS:

Bradex Mines Ltd. is the holder of a single group of 24 unleased mining claims located in Clement and Vogt Townships some 25 miles southwest of Timagami, Ontario, on which exists a copper occurrence.

Assays returned average values of 2.12% copper and 0.20 oz. of silver per ton across a width of 17 ft. from samples taken on a 40 ft. wide, west northwest striking quartz vein, irregularly exposed for 125 ft, along strike and dipping steeply northward. This zone could likely be extended to a width of 24 ft. Heavy amounts of chalcopyrite were noted along the 125 ft. strike length. Overburden masks each end of this quartz vein.

Adjacent to the vein deposit is a topographic depression striking northeast which parallels the strike of the contact of the rock formations. Coincident with this feature is a relative aeromagnetic low which joins the property with Timagami Copper Mines, 8 miles northeast,

indicating a continuity of structure between these locations.

Combined copper-quartz deposits of this nature often exceed the value of the metal contained therein as the quartz is a fluxing agent in the smelting process resulting in ores being treated at reduced rates.

RECOMMENDATIONS:

In view of the apparently favourable geological and structural setting existing on the property, and the fact that no work of a serious nature is apparent nor reported, together with the evidence of copper mineralization, a limited expenditure on exploration seems warranted.

1. At 200 ft. intervals from a 1.5 mile long base control line along the topographic depression, establish 500 ft. long crosslines in each direction to accommodate a magnetic-electromagnetic survey with detailed work over the copper occurrence. The approximate expenditure would be \$2,000.00
 2. Diamond drill the known copper occurrence. The approximate expenditure for 1,000 ft. of AXT core, inclusive of engineering fees but not including assay costs, would be \$6,000.00
- Total Estimated Cost \$8,000.00

Further diamond drilling would depend upon the results of the exploration program.

PROPERTY:

The 24 claims comprising 960 acres, more or less, are recorded and numbered as follows: T 55608 - 615 incl.; T 55638 - 649 incl.; and T55778 - 781 incl.

LOCATION:

The claim group is situated on the west shore of the Southwest Arm of Lake Timagami in the northeast corner of Clement and the northwest corner of Vogt townships, 25 miles southwest of the townsite of Timagami, Timiskaming Mining Division, District of Nipissing, Province of Ontario. Approximately 4 1/2 claims in Vogt township are water covered.

ACCESS:

Float or ski-equipped charter aircraft from Timagami or new Liskeard is the most convenient form of access. An alternate route is offered by boat via Lake Timagami from the settlement of Timagami.

HISTORY:

There are no field indications that the property has been subject to a program of exploration work, and no assessment work has been filed with the Ontario Department of Mines at Toronto, Ontario.

GEOLOGY:

O.D.M. Map No. 22H indicates that the Vogt township claims are underlain by rocks of the Lower Cobalt Series consisting of conglomerate, quartzite, and greywacke sediments which are shown as being in contact with the essentially flat-lying Nipissing Diabase of Keweenawan age underlying the claims in Clement township. The regional strike of this contact is northeast.

O.D.M. Map No. 2057 shows the Timagami Copper Mines as being located on a northeast striking belt of Keewatin greenstones situated some 8 miles northeast of the property close to the apparent strike of the contact of the above noted formations.

Adjacent to the copper occurrence in claim T 55614, a 200-400 ft. wide topographic depression trends northeast for a considerable distance. This feature could represent an important geologic structure insomuch that it corresponds to line-of-strike of the contact of the formations on the property into the copper-bearing formations 8 miles northeast.

It is noteworthy that the aeromagnetic contours representing a relative magnetic low are parallel to strike

with the contact of the rock formations on the property and in the region and are coincident with the topographic depression on the property. This would indicate a pronounced continuity of structure from the claim group to the Timagami Copper Mine.

COPPER OCCURRENCE:

Host for the copper occurrence located in the south central portion of claim T ^{CLERINT T} 55614 is a 40 ft. wide quartz deposit striking west northwest, irregularly exposed for 125 ft. in length, containing chalcopyrite, pyrite, and calcite. Considerable copper mineralization is revealed in exposures along the 125 ft. strike length.

The wallrock to the north is amphibolite which could be the altered equivalent of a basic to intermediate volcanic flow or of the Nipissing Diabase. The wallrock to the south is not exposed.

In the centre of the quartz deposit, three chip samples were carefully taken across the mineralization with the following assay results:

<u>Sample No.</u>	<u>Au/Oz/T</u>	<u>Ag/Oz/T</u>	<u>Cu%</u>	<u>Width</u>
1.	Tr	0.34	3.50	6.5'
2.	Tr	0.12	1.15	6.5'
3.	0.01	0.12	1.45	4.0'
		0.20	2.12	17.0'

Although a total of 7 ft. of copper mineralization is present on either side of the 17 ft. section, the mineralization is insufficiently exposed to take representative samples.

Respectfully submitted,

"G. L. Kirwan, B.Sc.,"
Consulting Geologist.

GLK/lk

Toronto, Ontario
November 25th, 1965.

CERTIFICATE

I, Gerald L. Kirwan, of the City of Toronto in the Province of Ontario, hereby certify as follows:

1. That I am a geologist with offices at 40 Axsmith Crescent, and 77 York St., Toronto, Ontario.
2. That I am a graduate of Carleton University, B.Sc., 1957, and that I have practised my profession continuously since graduation.
3. That I am a Fellow of the Geological Association of Canada.
4. That I have no direct or indirect interest whatever in the mineral rights covered thereby and referred to in the accompanying report nor do I expect any interest in the above mentioned rights or securities of any company which owns these rights.
5. That the accompanying report has been prepared by myself and is based on a visit to the property on October 21st, 1965, as well as an examination of all pertinent data which is found in government reports, maps, and files.

Dated at Toronto, Ontario, this 25th day of November, 1965.

"G. L. Kirwan"



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GERALD L. KIRWAN, B.Sc., F.R.G.S.
Exploration and Mining Geologist

40 Axsmith Crescent,
Willowdale, Ontario.
January 18, 1966.

President and Board of Directors,
Bradex Mines Limited.

PROGRESS REPORT

Mining Exploration Activities

BRADEX MINES LIMITED

Gentlemen:

The enclosed progress report covers results of geophysical and diamond drill programs conducted on your Company's Bacon Township holdings in Northwestern Quebec, the costs of such, and gives an appreciation of current exploration activities in the vicinity of, and in relation to, your Company's holdings in Douglas Township, Timmins area, Ontario.

Mention is made of your Company's recent option of a copper prospect located in the Timagami area, Ontario.

BACON TOWNSHIP PROPERTY:

GEOPHYSICAL PROGRAM:

Magnetic-electromagnetic coverage was done on 400 of the 1,000 areas comprising the property over a grid at 300 ft. separations. Detailed work over this area at 100 ft. separations outlined a magnetic anomaly which corresponded in location to a strong conductive zone 1,200 ft. long and 50 ft. wide.

DIAMOND DRILLING:

A total of 1,088 ft. of core, derived from four drill holes, was examined. Study of core from holes numbered 65-1, 65-2 and 65-4, located along a strike length of 600 ft., indicated that the anomalous condition was caused by sulphide concentrations.

A 1.8 ft. wide section, taken from a 75 ft. length in 65-1 hole containing disseminated to massive pyrite and pyrrhotite, returning values averaging 0.65% zinc, 0.40% lead, 0.05% copper and 0.05 ounces of silver per ton, while a deeper section taken from within the 75 ft. mineralized section averaged 0.50% copper. Other core sections in this hole assayed below 0.10% copper.

Hole No. 65-2 intersected a 180 ft. section of moderately disseminated sulphide mineralization. The increased proportion of pyrrhotite to pyrite over that which was encountered in No. 65-1 hole was reflected in a stronger

and broader magnetic anomaly while a weaker conductor was encountered in this area due to the more disseminated nature of the sulphides. Although copper assayed an average 0.05% per ton throughout the 180 ft. section, a 1.4 ft. wide zone averaged 1.35% lead and 0.08 ounces of silver per ton while another zone, 2.7 ft. wide, averaged 0.95% lead and 0.08 ounces of silver per ton.

In hole No. 65-4, 80 ft. of slightly to heavily disseminated sulphide mineralization was encountered. Pyrrhotite was dominant and more concentrated than in the other holes. Five sections, ranging from 1 ft. to 6.5 ft., assayed between 0.10 and 0.15% copper suggesting that the copper is preferentially associated with the pyrrhotite.

Hole No. 65-3 was drilled over an isolated magnetic anomaly a few hundred feet north of the main target area. Pyrrhotite accounted for the anomalous condition and two narrow sections of disseminated pyrrhotite with slight pyrite and chalcopyrite were intersected.

COST OF EXPLORATION PROGRAM:

Magnetic-electromagnetic Survey	....	\$ 2,780.00
Diamond Drill Program	....	\$ 6,107.92
Assaying and Claim Transfer	....	\$ 336.55
Supervision	....	\$ 600.00
Travelling and Associated Expenses	....	\$ 581.92
Engineers' Report	....	\$
Transfer Agent Fees	....	\$ 250.00
		<hr/>
TOTAL		\$10,656.39

CONCLUSIONS:

Magnetic and conductive anomalous conditions were fully explained through results of the diamond drill program. Although sub-ore grade values in zinc, lead, copper and silver were encountered, the values obtained are considered as being encouraging as at least two unexplored geophysical anomalies exist on the property in that area not surveyed by Bradex Mines Limited. This information was related by officials representing a major mining company that conducted reconnaissance geophysical surveys in the area several years ago.

The claims are being kept in good standing with the intention of doing further work on the property perhaps through participation with a larger company.

DOUGLAS TOWNSHIP PROPERTY:

Recent developments in the general area of the Douglas Township seven claim group have increased the potential value of this property. Texmont Mines, seven miles southwest of your holdings, have successfully completed arrangements with INCO for further development of their promising nickel deposit. Although no official announcement has been made, it is believed that Mining Corporation have intersected ore grade widths of nickel on their Langmuir Township property four miles northeast of the Douglas

Township property. Both of these deposits occur in ultrabasic rocks and the Douglas Township property, situated between the Texmont and Mining Corporation properties, is expected to overlie similar rock types.

Dr. A. T. Griffis, in his report of July 7, 1965, recommends an initial expenditure of \$2,000 to cover the cost of a magnetic-electromagnetic survey over the claim group which is situated on the flank of a magnetic high interpreted as representing an ultrabasic intrusive. Consideration would be given to a more detailed geophysical program than that outlined by Dr. Griffis should Mining Corporation release information suggesting a nickel orebody.

A geophysical survey is planned to commence in the near future.

CLEMENT AND VOGT TOWNSHIPS PROPERTY:

Your Company recently went into agreement under reasonable option terms in the interest of acquiring a 24 claim group situated some 25 miles southwest of the townsite of Timagami, Ontario, and about eight miles southwest of Timagami Copper Mines.

As outlined in my report dated November 25, 1965, which is available for study, an interesting copper occurrence exists on the property. Continuity of structure across Lake Timagami to Timagami Copper Mines is strongly suggested by a coincident topographic depression with a corresponding aeromagnetic low.

Recommendation is made to allot \$8,000 for a combined magnetic-electromagnetic survey over selected portions of the property as well as a limited diamond drill program to investigate the merits of the copper occurrence. Both these programs are planned to commence in the very near future.

Respectfully submitted

"G. L. Kirwan"

G. L. Kirwan, B.Sc.
Consulting Geologist

C E R T I F I C A T E

I, GERALD L. KIRWAN OF THE CITY OF TORONTO IN THE PROVINCE OF ONTARIO, HEREBY CERTIFY AS FOLLOWS:

1. THAT I AM A GEOLOGIST WITH OFFICES AT 40 AXSMITH CRESCENT AND 77 YORK STREET, TORONTO, ONTARIO.
2. THAT I AM A GRADUATE OF CARLETON UNIVERSITY, B.Sc., 1957, AND THAT I HAVE PRACTISED MY PROFESSION CONTINUOUSLY SINCE GRADUATION.
3. THAT I AM A FELLOW OF THE GEOLOGICAL ASSOCIATION OF CANADA.
4. THAT I HAVE NO DIRECT OR INDIRECT INTEREST WHATEVER IN THE MINERAL RIGHTS COVERED THEREBY AND REFERRED TO IN THE ACCOMPANYING REPORT NOR DO I EXPECT ANY INTEREST IN THE ABOVE-MENTIONED RIGHTS OR SECURITIES OF ANY COMPANY WHICH OWNS THESE RIGHTS.
5. THAT THE ACCOMPANYING REPORT HAS BEEN PREPARED BY MYSELF AND IS BASED ON A STUDY OF DR. A. T. GRIFFIS' REPORT ON THE DOUGLAS TOWNSHIP PROPERTY, A GENERAL KNOWLEDGE OF CURRENT ACTIVITIES IN THE TIMMINS AREA, REPORTS AND MAPS COVERING THE GEOPHYSICAL WORK AND DIAMOND DRILLING PROGRAM IN BACON TOWNSHIP, BRADEX MINES' FINANCIAL STATEMENT DATED DECEMBER 22, 1965, AND A PERSONAL EXAMINATION OF THE CLEMENT AND VOGT TOWNSHIPS PROPERTY ON OCTOBER 21, 1965, WITH SUBSEQUENT REPORT ON THE PROPERTY DATED NOVEMBER 25, 1965.

DATED AT TORONTO, ONTARIO, THIS 18TH DAY OF JANUARY, 1966.

"G. L. Kirwan"

G. L. KIRWAN

BRADEx MINES LIMITED

NOTES TO FINANCIAL STATEMENTS

Note 1

DECEMBER 22, 1965

Option to purchase Mining Claims

By agreement dated October 28, 1965, the company has received an option to purchase a 100% interest in the following mining claims:

<u>Claim No.</u>	<u>Township</u>
55780-81	Clement
55614-15	Clement
55610-11	Clement
55609	Clement
55612	Clement
55642-45	Clement
55646-49	Clement
55608	Vogt
55613	Vogt
55778-79	Vogt
55638-41	Vogt

Conditions of this Offer to Purchase

1. Cash payment of \$1,200.00 upon completion of agreement. (since paid)
2. Payment of \$1,300.00, six months after the date of this transaction.
3. Payment of \$1,400.00, twelve months after the date of this transaction.
4. Payment of \$1,500.00, eighteen months after the date of this transaction.
5. Payment of \$1,600.00, twenty-four months after the date of this transaction.
6. Payment of \$2,000.00, thirty months after the date of this transaction.
7. Formation of a company thirty-six months after the date of this transaction or before. In this circumstance the present owner of the claims, Mr. Simon Lapierre of Cobalt, Ontario, is to receive ten per cent of the authorized capital of the new company. The new company would then own the above mining claims to the extent of 100%.

BRADEX MINES LIMITED

NOTES TO FINANCIAL STATEMENTS

Note 2

DECEMBER 22, 1965

By an agreement dated June 30, 1965, (and as amended by an agreement dated November 27, 1965) the company sold to an Underwriter-Optionee, 200,000 shares of the capital stock of the company at 10¢ per share, payable immediately upon the day that a prospectus of the company is accepted for filing by the Ontario Securities Commission, which date is the effective date of the agreement.

In consideration of the aforementioned firm purchase, the company had agreed to grant the underwriter an option to purchase all or any part of an additional 800,000 shares as follows:

200,000 at 12½¢ per share exercisable within six months of the effective date. 100,000 of those shares have been purchased and the company has received payment therefor.

200,000 at 15¢ per share exercisable within nine months of the effective date, provided that the immediately preceding option is exercised in full.

200,000 at 20¢ per share exercisable within twelve months of the effective date provided that the immediately preceding option is exercised in full.

200,000 at 25¢ per share exercisable within fifteen months of the effective date provided that the immediately preceding option is exercised in full.

AUDITORS' REPORT

To the Directors of
Bradex Mines Limited

We have examined the balance sheet of Bradex Mines Limited as of December 22, 1965, and in connection therewith reviewed such supporting evidence as we considered necessary in the circumstances. We have received all the information and explanations that we have required.

In our opinion the accompanying balance sheet presents fairly the financial position of the company as at December 22, 1965, in accordance with generally accepted accounting principles.

"Speigel, Campbell and Hobbs"

Timmins, Ontario.
December 28, 1965.

Speigel, Campbell & Hobbs,
Chartered Accountants.



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Amendment No. 1 to the Statutory Prospectus

to

BRADEX MINES LIMITED

Dated January 18, 1966.

ONT. DEPT. MINES

MAR 2 1966

RESIDENT GEOLOGIST
COBALT, ONTARIO

AMENDMENT NO. 1 TO THE STATUTORY PROSPECTUS

of

BRADEx MINES LIMITED

Dated January 18, 1966.

1. Paragraph 6 of the Statutory Prospectus is amended by deleting therefrom the words and figures "Seven Hundred and Thirty-six Thousand Five Hundred and Five (736,505)" and substituting therefor the words and figures "One Million, Thirty-Six Thousand and Five Hundred and Five (1,036,505)".

2. Paragraph 9 of the Statutory Prospectus is deleted and the following is substituted therefor:

The only shares sold for cash to date are the following, namely:

5 shares at \$1.00 per share	\$ 5.00
200,000 shares at \$0.10 per share	\$20,000.00
100,000 shares at \$0.125 per share	\$12,500.00
300,005 shares	\$32,505.00

No commission was paid or is payable in respect of the sale of the above-mentioned shares. Reference is however made to Paragraph 14 hereof, as amended.

3. Paragraph 12 of the Statutory Prospectus is deleted and the following is substituted therefor:

12.(a) (1) Pursuant to a certain agreement dated June 28, 1965, made between the Company and Ernest Walter Bazinet, 456 Brousseau Avenue, Timmins, Ontario, the Company holds by way of purchase fourteen (14) unpatented mining claims located in Bacon Township, in the County of Abitibi-West, in the Province of Quebec, designated as follows, namely:

Mining Claims Nos.:

221700, Claim 1, Claim 2
221701, Claim 1, Claim 2
223882, Claim 1, Claim 2
223883, Claim 1, Claim 2, Claim 3, Claim 4
223884, Claim 1, Claim 2, Claim 3, Claim 4

A programme of ground geophysics, followed by four diamond drill holes to evaluate the anomalous areas was performed. Although a zone of massive sulphides was encountered, none of the assays obtained revealed the presence of minerals of economic importance.

The Company proposes to maintain this claim group in good standing.

(ii) The Company also holds by way of purchase from Ronald Joseph Bradshaw, 239 Hemlock Street, Timmins, Ontario, pursuant to a certain letter agreement dated June 21, 1965, seven (7) unpatented mining claims located in Douglas Township in the Porcupine Mining Division and Province of Ontario, designated as follows:

Claim Nos.:
P-80012
P-80019 and 80020; and
P-80192 to 80195 (inclusive)

These claims are held in the name of Bradex Mines Limited.

(iii) The Company also holds by way of option from Simon Lapierre, Cobalt, Ontario, pursuant to a certain letter agreement dated October 28, 1965, twenty-four (24) unpatented mining claims located in Clement and Vogt Townships in the Temiskaming Mining Division and Province of Ontario designated as follows:

Claim Nos.:
55608 - 55615
55638 - 55649
55778 - 55781

These claims are all in the course of transfer into the name of the Company.

(b) (i) The consideration paid by the Company to Mr. Bazinet in respect of the aforesaid fourteen (14) unpatented mining claims was 195,086 shares of which 14,509 shares were issued as free shares and the balance thereof, namely 180,577 shares were issued to Mr. Bazinet but are being held in escrow by Guaranty Trust Company of Canada in

accordance with the provisions of Paragraph 8 of the Statutory Prospectus of the Company. One Thousand Three Hundred and Fifty Dollars (\$1,350.00) was paid by the Company to Mr. Bazinet forthwith after the date on which the Company received acknowledgment from the Ontario Securities Commission of the filing of this prospectus as full and final payment to him for the purchase of these properties.

(ii) The consideration paid by the Company in respect of the aforesaid seven (7) unpatented mining claims located in Douglas Township was 541,414 shares paid as follows, namely:

	<u>Free Shares</u>	<u>Escrowed Shares</u>
Ronald J. Bradshaw 239 Hemlock Street Timmins, Ontario	39,141	302,273
Speculative Investments Co. Limited, 443 University Avenue Toronto, Ontario	20,000	180,000

(iii) The consideration paid by the Company to Mr. Lapierre in respect of the entering of the option for the aforesaid twenty-four (24) unpatented mining claims was Twelve Hundred (\$1,200.00) Dollars. Under the terms of the aforesaid letter agreement, Bradex Mines Limited must make the following payments to Mr. Lapierre in order to acquire a 100% interest in the said claims:

<u>Payment</u>	<u>Date of Payment</u>
\$1,300.00	April 28, 1966
\$1,400.00	October 28, 1966
\$1,500.00	April 28, 1967
\$1,600.00	October 28, 1967
\$2,000.00	April 28, 1968

and must also deliver to Mr. Lapierre prior to the expiration of thirty-six (36) months from the date of the agreement ten (10) per cent of the authorized capital of a new company to be formed to acquire these claims. All further payments under the aforesaid option are subject to the Company receiving acknowledgment from the Ontario Securities Commission of the filing of this amendment.

None of the above option payments will be made by the Company until an engineer's or other qualified person's progress report on work done on the optioned properties together with an amendment to the Statutory Prospectus of the Company has been filed with and accepted by the Ontario Securities Commission.

(c) The names and addresses of the vendors of

properties purchased by the Company, showing the consideration paid or intended to be paid to each vendor and the properties acquired or to be acquired from each have been set out in sub-paragraphs (a), (b), and (c) hereof. There is no other person known to the signatories hereto who has received or is to receive from any vendor a greater than five (5) per cent interest in the shares or other consideration received or to be received by any vendor.

4. Paragraph 13 of the Statutory Prospectus is deleted and the following is substituted therefor:

Particulars relating to the properties set out in Paragraph 12 subparagraphs (a) (i) and (a) (ii) hereof are more fully described in the reports of Dr. A. T. Griffis, Ph.D., P. Eng., dated July 7, 1965, which reports are included in the Statutory Prospectus of the Company and form a part thereof.

Particulars relating to the property set out in Paragraph 12 (a) (iii) hereof is more fully described in the report of Gerald L. Kirwan, B.Sc., F.R.G.S., dated November 25, 1965, which report is attached hereto and forms part of this amendment to the Statutory Prospectus.

The Company owns no surface plant or equipment nor any underground plant or equipment. No work has been done or improvements made by the present management.

5. The following is added to Paragraph 14 of the Statutory Prospectus:

The Underwriter-Optionee has completed the purchase of 300,000 shares pursuant to the Agreement dated as of the 30th day of June, 1965, and the Company has received payment in the amount of \$32,500.00.

By Agreement dated as of the 27th day of November, 1965, entered into between the Company and the Underwriter-Optionee the Company has extended the time within which the shares in the capital stock of the Company optioned to the

Underwriter-Optionee in accordance with the Agreement dated as of the 30th day of June, 1965, are required to be purchased to the intent that the whole or any part of such shares may be purchased at the prices and within the times hereinafter set forth and not as heretofore, namely:

All or any part or parts of 200,000 shares at any time or times within six months of the Date of Qualification at the price of 12½¢ per share;

Provided the option in the immediately preceding sub-paragraph is exercised in full, all or any part or parts of 200,000 shares at any time or times within nine (9) months of the Date of Qualification at the price of 15¢ per share;

Provided the option in the immediately preceding sub-paragraph is exercised in full, all or any part or parts of 200,000 shares at any time or times within twelve (12) months of the Date of Qualification at the price of 20¢ per share;

Provided the option in the immediately preceding sub-paragraph is exercised in full, all or any part or parts of 200,000 shares at any time or times within fifteen (15) months of the Date of Qualification at the price of 25¢ per share.

One Hundred Thousand (100,000) shares of the shares optioned firstly above at the price of 12½¢ per share have been purchased by the Underwriter-Optionee and the Company has received payment therefor. Reference is specifically made to Paragraph 2 hereof.

Ron-Shaw Investments Limited, 239 Hemlock Street, Timmins, Ontario, has purchased 50,000 of the above 100,000 shares at a price of 12½¢ per share plus brokerage charges. These shares, like the other shares above referred to will be offered for sale through the Underwriter-Optionee. The only shareholders of Ron-Shaw Investments Limited are Ronald J. Bradshaw, Robert N. Granger and Mrs. M. E. P. Bradshaw, 239 Hemlock Street, Timmins, Ontario.

The Company undertakes, in the event of default in any of the foregoing payments, to file at the Ontario Securities Commission an Amendment to the Statutory Prospectus of the Company within twenty (20) days of such default, if primary distribution is still in progress.

At the date of this Amendment there are no underwriting or sub-underwriting or option or sub-option agreements outstanding or proposed to be given to the knowledge of the signatories hereto other than the Agreement referred to in the preceding paragraph.

6. Paragraph 15 of the Statutory Prospectus is deleted and the following is substituted therefor:

The Company has conducted a programme of development and exploration work on its Bacon Township claims referred to in Paragraph 12 hereof in accordance with the recommendations contained in the pertinent report of Dr. A. T. Griffis hereinbefore referred to. A programme of ground geophysics, followed by four diamond drill holes to evaluate the anomalous areas was performed. Although a zone of massive sulphides was encountered, none of the assays obtained revealed the presence of minerals of economic importance. Particular of the work done and the results obtained therefrom are contained in the Progress Report dated January 18, 1966, attached hereto prepared by Mr. Gerald L. Kirwan, B. Sc., Consulting Geologist.

The Company proposes to engage in a programme of development and exploration work on its Douglas Township claims referred to in Paragraph 12 hereof in accordance with the recommendations contained in the pertinent report of Dr. A. T. Griffis hereinbefore referred to but the extent thereof will depend upon results received from time to time.

The Company also proposes to engage in a programme of development and exploration work on its optioned claims

in Clement and Vogt Townships referred to in Paragraph 12 hereof in accordance with the recommendations contained in the report of G. L. Kirwan hereinbefore referred to but the extent thereof will depend upon results achieved from time to time.

Monies presently on hand and the proceeds from the sale of shares referred to in Paragraph 14 hereof will be used in the above-mentioned programmes, to make the payments referred to in Paragraph 12 (b) (iii) hereof, if warranted by results obtained and for current operating and administrative expenses.

No part of the proceeds will be used to invest, underwrite or trade in securities other than those that qualify as investments in which trust funds may be invested under the laws of the jurisdictions in Canada in which the securities offered by this prospectus may be lawfully sold. Should the Company propose to use the proceeds to acquire non-trustee-type securities after primary distribution of the securities offered by this prospectus has ceased, approval by the shareholders will be obtained and disclosure will be made to the regulatory bodies having jurisdiction over the sale of the securities offered by this prospectus. Additionally, moneys will not be advanced to other companies except to the extent necessary to enable the Company to implement its exploration and development programme, as set forth in the Prospectus and any amendment thereto.

7. Paragraph 16 of the Statutory Prospectus is deleted and the following is substituted therefor:

The preliminary expenses of the Company including its incorporation and organization were \$5,926.04 .
During the current year, and including administration and development expenses incurred to date, administrative expenses have amounted to \$250.00 and development and

exploration expenses have amounted to \$10,719.59.

8. Paragraph 17 of the Statutory Prospectus is deleted and the following is substituted therefor:

No indebtedness is to be created or assumed which is not shown in the Balance Sheet dated the 22nd day of December, 1965, accompanying this prospectus other than in the ordinary course of business and accordingly no securities have been given for such indebtedness.

DATED at Toronto, this 18th day of January, 1966.

The foregoing, together with the Statutory Prospectus dated August 23, 1965, constitutes full, true and plain disclosure of all material facts with respect to the offering of securities referred to above as required under Section 38 of The Securities Act (Ontario), and there is no further information applicable other than in the financial statements or reports where required.

DIRECTORS

"Ronald Joseph Bradshaw"

Ronald Joseph Bradshaw

"Alan David Cossar"

Alan David Cossar

"Rino Charles Bragagnolo"

Rino Charles Bragagnolo

"Robert Alan Eagleson"

Robert Alan Eagleson

"Robert Norman Granger"

Robert Norman Granger

To the best of our knowledge, information and belief, the foregoing, together with the Statutory Prospectus dated August 23, 1965, constitute full, true and plain disclosure of all material facts in respect of the offering of securities referred to above as required by Section 38 of The Securities Act (Ontario) and there is no further information applicable other than in the financial statements or reports where required. In respect of matters which are not within our know-

ledge, we have relied upon the accuracy and adequacy of the foregoing.

UNDERWRITER - OPTIONEE

GOODWIN HARRIS & COMPANY, LIMITED

Per: "P.L. Robinson"

C.S.

President

Per: "Marguerite A. Hudson"

Secretary

BRADEX MINES LIMITED

FINANCIAL STATEMENT

DECEMBER 22, 1965

BRADEX MINES LIMITED

(INCORPORATED UNDER THE LAWS OF THE PROVINCE OF ONTARIO)

BALANCE SHEET

AS AT DECEMBER 22, 1965

A S S E T S

Current Assets

Cash in Bank

\$ 13,059.37

Fixed Assets

Mining Properties

21 unpatented mining claims, Township of Bacon and Douglas, acquired for \$1,350.00 cash and 736,500 shares of the company's capital stock, valued by the directors at 10¢ per share

75,000.00

Option to purchase 24 mining claims, District of Nipissing, Province of Ontario - see notes

1,200.00

Development and Administrative Expenditures

Diamond Drilling

\$6,107.92

Geophysical Survey

2,780.00

Supervision Costs

1,181.92

Assay and Claim Transfer

336.55

Engineering Costs

313.20

Transfer Agents Fees

250.00

10,969.59

Other Assets

Organization Expenses

5,926.04

106,155.00

L I A B I L I T I E S

NIL

C A P I T A L

Capital Stock

Authorized

3,000.00 shares, par value \$1.00 \$3,000,000.00

Issued and fully paid

300,005 shares for cash Par Value \$300,005.00 Allowance \$267,500.00 32,505.00

736,500 shares for =
properties

736,500.00

662,850.00

73,650.00

106,155.00

1,036,505.00

930,350.00

106,155.00

106,155.00

SEE NOTES TO FINANCIAL STATEMENTS

Approved on behalf of the Board of Directors:

Director: "R. J. Bradshaw"

Director: "R. N. Granger"

This Balance Sheet is subject to Report dated December 28, 1965.

BRADEX MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE PERIOD JULY 31, 1965, TO DECEMBER 22, 1965

Source of Funds

Sale of Shares for Cash \$32,505.00

Application of Funds

Purchase of Mining Properties	2,550.00
Diamond Drilling	6,107.92
Geophysical Survey	2,780.00
Supervision Costs	1,181.92
Assay and Claim Transfer	336.55
Engineering Costs	313.20
Transfer Agents Fees	250.00
Organization Expenses	<u>5,926.04</u>

Cash in Bank December 22, 1965

13,059.37

BRADEX MINES LIMITED

NOTES TO FINANCIAL STATEMENTS

Note 1

DECEMBER 22, 1965

Option to purchase Mining Claims

By agreement dated October 28, 1965, the company has received an option to purchase a 100% interest in the following mining claims:

<u>Claim No.</u>	<u>Township</u>
55780-81 ✓	Clement
55614-15 ✓	Clement
55610-11 ✓	Clement
55609 ✓	Clement
55612 ✓	Clement
55642-45 ✓	Clement
55646-49 ✓	Clement
55608	Vogt
55613	Vogt
55778-79	Vogt
55638-41	Vogt

Conditions of this Offer to Purchase

1. Cash payment of \$1,200.00 upon completion of agreement. (since paid)
2. Payment of \$1,300.00, six months after the date of this transaction.
3. Payment of \$1,400.00, twelve months after the date of this transaction.
4. Payment of \$1,500.00, eighteen months after the date of this transaction.
5. Payment of \$1,600.00, twenty-four months after the date of this transaction.
6. Payment of \$2,000.00, thirty months after the date of this transaction.
7. Formation of a company thirty-six months after the date of this transaction or before. In this circumstance the present owner of the claims, Mr. Simon Lapierre of Cobalt, Ontario, is to receive ten per cent of the authorized capital of the new company. The new company would then own the above mining claims to the extent of 100%.



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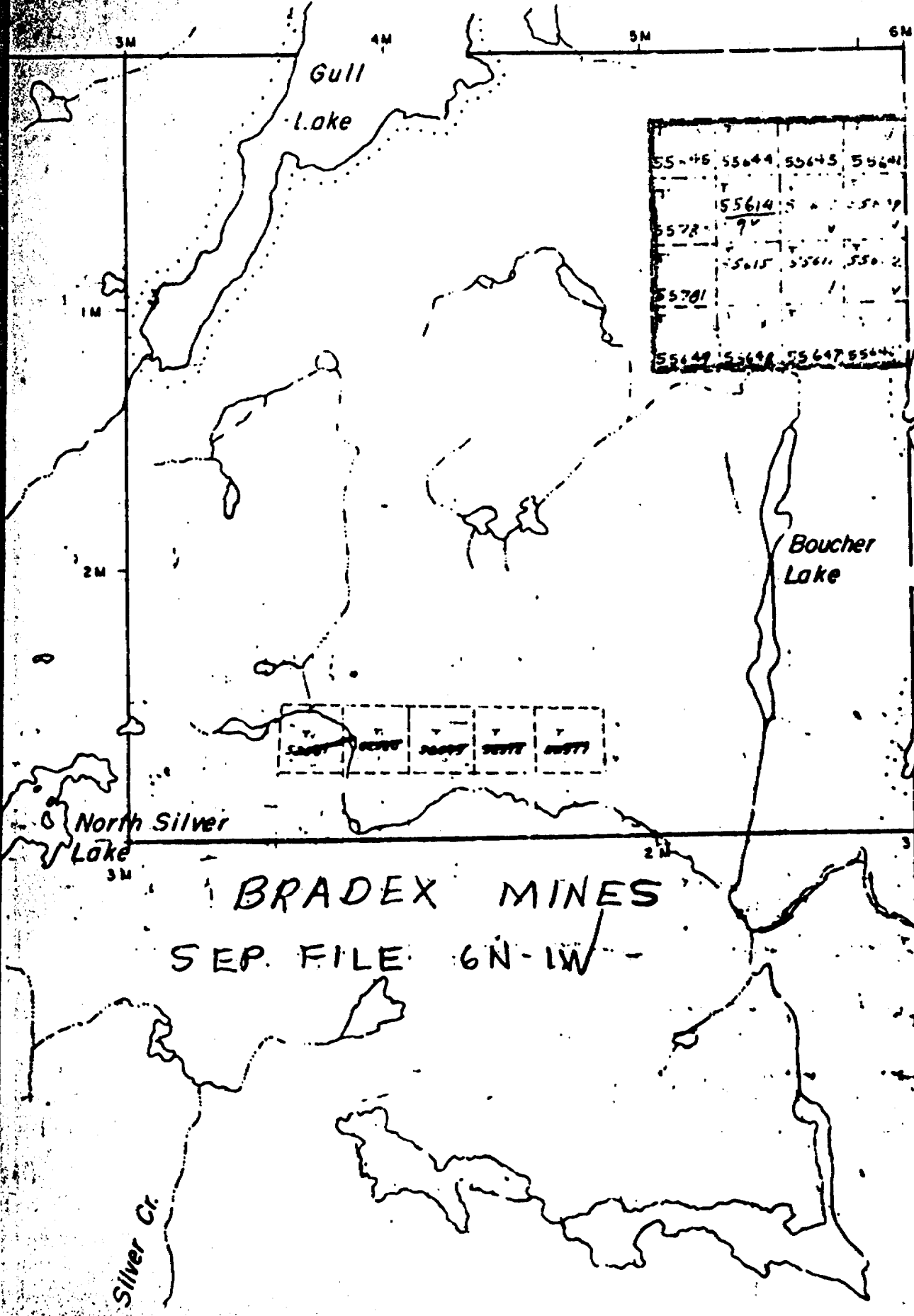
900

Clement Township

Bradex Mines Ltd.

see 1/66
open

Chotes Twp.



copy taken
Ag, take

BRADEX MINES
SEP. FILE 6N-1W

Vogt Twp.

