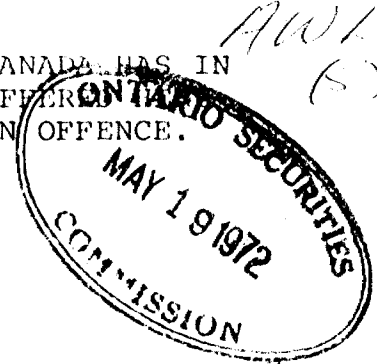




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NO SECURITIES COMMISSION OR SIMILAR AUTHORITY IN CANADA HAS IN ANY WAY PASSED UPON THE MERITS OF THE SECURITIES OFFERED UNDER AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE.



PROSPECTUS

of

CONISTON EXPLORATIONS & HOLDINGS LIMITED
(Incorporated under the laws of Ontario)

PRIMARY OFFERING:

289,500 shares, whereof 160,000 shares have been firmly underwritten and 129,500 shares are held under option by the Underwriter-Optionee.

No. of Shares Firmly Under- written	No. of Shares under Option	Price per Share	Net Proceeds to Corporation*	Maximum Offer- ing Price per Share
160,000		12½¢	\$20,000.00	25¢
	75,000	20 ¢	\$15,000.00	40¢
	54,500	27½¢	\$14,987.50	55¢
160,000	129,500		\$49,987.50	

* The Underwriter-Optionee is not obliged to purchase any of the optioned shares and there is no assurance that any of the same will be purchased.

SECONDARY OFFERING:

A selling shareholder will offer 50,000 shares for its own account. These shares comprise the free portion of vendor shares issued by the Corporation as part consideration for the acquisition of a mineral prospect. The selling shareholder is A. C. MacPherson & Co. Limited. No part of the proceeds from this secondary offering will benefit the treasury of the Corporation. See within under the captions "History and Business" and "Offering" for particulars.

The selling shareholder will not offer any part of the secondary offering unless and until the 129,500 treasury shares under option as above have been purchased from the Corporation by the Underwriter-Optionee. The selling shareholder will bear its proportionate share of the cost of this issue to the Corporation. The selling shareholder must sell the Secondary Offering in accordance with the maximum offering limitations set forth above respecting the Primary Offering.

DISTRIBUTION SPREAD:

The Underwriter-Optionee may be said to realize a gross profit in an amount equal to the difference between the price paid by it to the Corporation for shares and the price at which such shares are sold to the public.

PLAN OF DISTRIBUTION:

The Underwriter-Optionee, as the principal, will offer shares purchased by it to the public in Ontario and may make part of such offering through other registered security dealers acting as agents who may be paid commissions not exceeding 25% of the selling price of shares so offered.

PURPOSE OF OFFERING:

The purpose of this Primary Offering is to provide the Corporation with funds to defray its ordinary operating expenses and to pay the costs of carrying out exploration on its mineral prospects as recommended by its consulting engineers. See within under the captions "History and Business" and "Use of Proceeds".

There is no market for the shares of the Corporation.

THESE SECURITIES ARE SPECULATIVE.

UNDERWRITER-OPTIONEE:

A. C. MacPHERSON & CO. LIMITED
Suite 1001, 100 Adelaide Street West
Toronto 110, Ontario - 364-4486



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HISTORY AND BUSINESS

1. THE CORPORATION:

Coniston Explorations & Holdings Limited (for convenience "the Corporation") has originated from the amalgamation, pursuant to The Business Corporations Act, of Coniston Copper Mines Limited ("Coniston Copper"), incorporated on January 27, 1969, Gogama Minerals Limited ("Gogama"), incorporated on June 24, 1970, and Concourse Mines Limited ("Concourse"), incorporated on October 5, 1970. Articles of amalgamation became effective on February 28, 1972, to carry out the terms of amalgamation provided for in an agreement between the three amalgamating corporations made January 6, 1972. The amalgamation agreement was confirmed by the shareholders of the amalgamating corporations at respective meetings held on February 22, 1972.

The Corporation has its head office at Suite 401, 100 Adelaide Street West, Toronto, Ontario. The Corporation has wide objects permitting it to engage in all aspects of mineral exploration, development and production, as well as related investment, managerial and promotional activities. The primary purpose of the Corporation will be to prospect and explore for minerals.

The Corporation has an authorized capital of 5,000,000 shares without par value, which shall not be issued for an aggregate consideration exceeding the sum of \$2.5 million.

2. THE AMALGAMATION - ITS EFFECT:

By the terms of the amalgamation agreement the Corporation:

- a) has a board of five directors, to hold office until its first annual meeting;
- b) has adopted the by-laws of Coniston Copper in effect at the date of amalgamation;
- c) has the right to pay commissions or allow discounts to persons in consideration of their subscribing or agreeing to subscribe for shares, in accordance with the limits imposed by The Business Corporations Act;
- d) may purchase any of its shares out of surplus in accordance with and subject to the provisions of The Business Corporations Act;
- e) has received by contribution all of the assets of Coniston Copper, Gogama and Concourse, subject to all of their respective liabilities as the same existed immediately prior to the amalgamation;
- f) possesses all of the property, rights, privileges and franchises, and is subject to all of the liabilities, contracts, disabilities and debts of Coniston Copper, Gogama and Concourse;
- g) is subject to all rights of creditors against the property, rights and assets of the amalgamating corporations, all liens upon their property, rights and assets, and to their debts, contracts, liabilities and duties, all of which have attached to the Corporation and may be enforced against it.

3. THE BASIS OF THE AMALGAMATION:

Each of Coniston Copper, Gogama and Concourse had been incorporated under the laws of Ontario, with mineral exploration objects, and each had been active in mineral exploration. Each corporation had allotted and issued 750,000 shares as consideration for mineral prospects, and 75,000 shares had been free from escrow in each case, with the remaining 675,000 shares being in escrow in each case.

The following sets out the basis of the amalgamation between Coniston Copper, Gogama and Concourse, showing their respective issued share positions at the date of amalgamation, the number of shares of the Corporation which each received on the amalgamation, and the rate of the share exchange in each case:

<u>Name</u>	<u>Issued shares at Amalgamation</u>	<u>Shares of Corporation received</u>	<u>Rate of Exchange*</u>
Coniston Copper	1,075,721	430,290	1 for 2.5
Gogama	1,018,338	271,600	1 for 3.75
Concourse	1,058,338	352,780	1 for 3

* The rates of exchange are expressed in shares of the Corporation received for the respective stated numbers of shares of the amalgamating corporations, e.g., one share of the Corporation for every two and one-half shares of Coniston Copper, and so on.

Transmittal letters have been mailed to all shareholders of the amalgamating corporations who were of record at the date of amalgamation, affording them the opportunity to exchange their shares into shares of the Corporation. Where a fractional share results from any exchange, the shareholder will receive a fractional certificate. The amalgamation procedure provides that those shareholders of the amalgamating corporations who held escrowed vendor shares will receive escrowed shares of the Corporation, under similar escrow terms.

There are thus 1,054,670 shares of the Corporation presently issued and outstanding as the result of the amalgamation, and these are in the process of delivery to and registration in the names of the shareholders of the amalgamating corporations.

4. MINERAL PROSPECTS OF THE CORPORATION:

By virtue of the amalgamation the Corporation has acquired the respective mineral prospects which were held by the amalgamating corporations. For facility of reference these are identified hereunder with the corporation of origin. A total of 5 separate mineral prospects has thus been acquired, whereof 2 originated from Coniston Copper, 2 from Gogama and one from Concourse. In addition, the Corporation has acquired one new mineral prospect, as described below.

The mineral prospects acquired from the amalgamating corporations are:

a) from Coniston Copper:

(i) Connaught Township, Ontario:

A group of 17 unpatented mining claims comprising a copper/base metals prospect in the

north-east quarter of Connaught Township, Larder Lake Mining Division. These are numbered MR 36958-61, inclusive; MR 41956-7, inclusive; MR 41959-61, inclusive; MR 39417-8, inclusive; L 255680-84, inclusive; and L 255896. Eleven of the claims have had sufficient work done on them to bring them to mining lease, under The Mining Act (Ontario). The property is about eight miles north-west of Shiningtree, Ontario, on Highway No. 560, and access is by canoe or float-equipped aircraft.

- (ii) the "Coniston Manor" property, Lancashire, England:

Under and by virtue of an agreement made as of March 10, 1969, among Coniston Copper and the other parties thereto and as described below, Coniston Copper acquired certain rights of exploration and the right to enter into a mining lease with respect to the Coniston Manor property in the Furness District of Lancashire, England. The Manor has an area of about 8 square miles. The property has been owned by the leFleming family since about the fourteenth century. Under an exclusive prospecting licence agreement made in 1967 between Richard Cumberland Hughes leFleming of White's Club, London, and Roger Michael Moser of 59 Highgate, Kendal, County Westmorland, (the "Owners"), and Wilfred Walker of North York, Ontario, ("Walker"), the Owners granted to Walker for a period of five years from October 1, 1967, the exclusive and irrevocable licence and permission to explore and search the property for all mineral substances excepting slate. The Owners are entitled to receive the yearly sum of one hundred pounds (equivalent to \$265 Canadian at present rate of exchange) by half-yearly instalments in advance of May 1 and November 1 in each year of the licence. The licence may be assigned with the consent of the Owners at any time during the term of the licence, and on sixty days' notice from Walker or his assignee the Owners are required to enter into a mining lease.

Walker assigned all of his rights as licensee with respect to the Coniston Property to Coniston Copper under and by the undernoted agreement made as of March 10, 1969. The Owners gave their consent to such assignment by agreement dated April 15, 1969, and acknowledged that Coniston Copper stands in the place of Walker as the licensee.

If the licensee shall require the Owners to enter into a mining lease, the lease shall demise to the lessee all mineral substances except slate, and full power to dig and carry away the demised substances and to carry on full mining operations. The lease will be for a term of 99 years at an annual rental of two hundred pounds (equivalent to \$530 Canadian at present rate of exchange), and in addition the Owners will be paid a royalty of 1/25 of the selling price of all mineral substances demised free on lorry at the mine, payable half-yearly on the first days of May and November.

The aforesaid properties were acquired by Coniston Copper under an agreement made as of March 10, 1969, among James J. McRae of Burks Falls, Ontario, of the First Part, Wilfred Walker of the Borough of North York, Ontario, of the

Second Part, Bruce Malcolm Young and John Ross Austen of Toronto, Ontario, J. Angus Mortson now of Timmins, Ontario, William T. Shaw of Keswick, Cumberland, England, and Silver Ore Zone Mines Limited, an Ontario corporation, all of the Third Part, and Coniston Copper of the Fourth Part. Thereunder Coniston Copper, in consideration of the assignment to it by the other parties to the agreement of all interest in the Connaught Township Property (originally consisting of eleven (11) claims) and the Coniston Property, allotted and issued a total of 750,000 fully paid and non-assessable shares in the capital of Coniston Copper. Those shares were arbitrarily valued by the directors of Coniston Copper at a price of 10 cents per share. Of such 750,000 shares, 75,000 shares were allotted and issued free and clear of any escrow terms. Certificates for the remaining shares, namely, 675,000, were issued and placed with the transfer agent and share registrar of Coniston Copper and were held by it in escrow subject to certain terms and conditions. It is understood that the cost to the aforesaid vendors of the said mining property interests was approximately \$8,000.

Subsequently, Coniston Copper staked the additional six (6) claims in Connaught Township for \$300.

It is further understood that no person, firm or corporation, other than the parties named above, received any part of the said 750,000 vendor shares in excess of 5% thereof. John Ross Austen aforesaid is the only person holding a greater than 5% interest in the capital of Silver Ore Zone Mines Limited aforesaid.

The following sets out the distribution of the said 750,000 free and escrowed vendor shares of Coniston Copper among the said recipients, and the (escrowed) shares of the Corporation which they are entitled to receive on the amalgamation, through share exchange, namely:

James J. McRae	-	151,000	(54,000)
Wilfred Walker	-	201,375	(72,000)
Bruce M. Young	→	214,538	(72,000)
J. Ross Austen	-	63,663	(18,000)
J. Angus Mortson	-	75,500	(27,000)
William T. Shaw	-	25,250	(9,000)
Silver Ore Zone Mines Limited	-	61,453	(18,000)

b) from Gogama:

(i) Chester Township, Ontario:

Twelve (12) unpatented and three (3) patented mining claims in the north-west quarter of Chester Township, Sudbury Mining Division, held as a copper/gold prospect. The patented claims are numbered S 8995 to S 8997, inclusive, and the unpatented claims are numbered S 217461, S 269250 to S 269260, inclusive. Access is by road (Highway 144) to Mesomikenda Lake, thence by logging road, suitable only for 4-wheel drive vehicle.

(ii) Connaught Township, Ontario:

Fifteen (15) unpatented mining claims numbered L 292524 to L 292533, inclusive, and L 293090 to L 293094, inclusive, in the north-east quarter of Connaught Township, Larder Lake Mining Division. The claims form a contiguous block of 32 claims along with the 17 unpatented claims of the former Coniston Copper held in the same township and referred to under (a)(i) above.

The Chester Township claims were acquired by Gogama under an agreement dated July 15, 1970, made by it with Bruce M. Young and J. Ross Austen, referred to above, and Young-Shannon Gold Mines Limited, in consideration of the allotment and issue to the said three vendors of a total of 750,000 shares of Gogama. Messrs. Young and Austen each received 300,000 shares and Young-Shannon Gold Mines Limited received 150,000 shares. In each case, ten per cent were shares free from escrow, and the remaining ninety per cent were escrowed shares. As the result of the amalgamation, Messrs. Young and Austen are each thus entitled to receive 72,000 escrowed shares of the Corporation, on share exchange, and Young-Shannon Gold Mines Limited will receive 36,000 escrowed shares of the Corporation.

The fifteen claims in Connaught Township were acquired by Gogama in late 1970 by purchase from Maurice Hibbard of Timmins, Ontario, at a price of \$750.

c) from Concourse:

- (i) Eight (8) unpatented mining claims in Joannes Township in the Noranda area of the Province of Quebec, held as a gold/tungsten prospect. The claims are held under Development Licences as follows:

<u>Development Licence</u>	<u>Claim Numbers</u>
290755	1, 2
290756	1, 2, 3, 4
290757	1, 2

The property is about ten miles east of Noranda and can be reached by highway.

The claims were acquired by Concourse from A. C. MacPherson & Co. Limited, as vendor, under an agreement dated October 14, 1970. The consideration was 750,000 vendor shares of the Concourse issued to the said vendor, whereof 75,000 shares were free from escrow and 675,000 shares were escrowed. By virtue of the amalgamation, A. C. MacPherson & Co. Limited is thus entitled to receive 225,000 escrowed shares of the Corporation by share exchange.

d) acquired outright by the Corporation:

- (i) The Corporation has acquired by agreement with A. C. MacPherson & Co. Limited, as the vendor, a group of fifteen (15) contiguous unpatented mining claims in Turnbull Township, Porcupine Mining Division, District of Cochrane, Ontario. The property is in the north-east corner of Turnbull Township and is accessible by trail and creek from Highway 576. The claims are numbered P 332983 - 6, inclusive; P 333099, P 333089 - 90; P 332999; P 333000 - 6, inclusive.

The claims have been acquired from A. C. MacPherson & Co. Limited for a consideration of 325,000 vendor shares to be issued by the Corporation. Certificates for 50,000 shares will be issued free from escrow. Certificates for the remaining 275,000 shares will be in escrow with the transfer agent and registrar of the Corporation on the terms set out under the heading "Escrowed Shares", to which heading reference is hereby made. Reference is also made to the heading "Donated Shares" for particulars of the origin of the said 325,000 vendor shares.

The only person with a greater than 5% interest in A. C. MacPherson & Co. Limited is Bruce Malcolm Young, 18 Ballyronan Road, Don Mills, Ontario. J. Ross Austen, who is the President and a director of the Corporation, is also an officer, a director and a shareholder of A. C. MacPherson & Co. Limited.

5. ENGINEERING SUMMARIES:

The following are the summaries of the various engineering reports made for the Corporation with respect to its aforesaid five (5) mineral prospects. In each case the original of the full report of the engineer is on file with the Ontario Securities Commission and may be viewed at the Commission's offices at 555 Yonge Street, Toronto, Ontario, during business hours.

(a) Connaught Township, Ontario:

Summary of the report dated February 29, 1972, made by Hugh Grant Harper, P.Eng., Economic Geologist, on the contiguous groups of seventeen (17) and fifteen (15) claims in Connaught Township acquired respectively from Coniston Copper and Gogama:

Coniston Explorations & Holdings Limited owns a group of 32 mining claims located in north central Connaught Township, Larder Lake Mining Division, Ontario. Seventeen of the claims were acquired from a predecessor company, Coniston Copper Mines Limited, which company carried out considerable exploration work. The remaining fifteen claims were acquired from Gogama Minerals Limited, another predecessor company, and have not been explored.

Access to the property for personnel is by air from Sudbury or Timmins. Heavy equipment can be moved overland from Shiningtree via Highway 560 and the Ontario Hydro power-line access road.

Recent development work on the property consisted of geophysical surveying and minor geochemical testing. Geophysical surveying included electromagnetic and IP methods, neither of which produced any appreciable anomalous response directly over the area subsequently proven to be mineralized by diamond drilling. Recent drilling consisted of 6 holes totalling 1,674 feet, of which 5 holes intersected copper mineralization of substantial widths and grades. These drill results are listed below.

<u>Hole #</u>	<u>Core Length - Feet</u>	<u>% Copper</u>
2	30.0	1.13
3	13.0	1.80
4	5.8	2.20
5	14.5	0.91
	7.0	0.71
6	13.5	0.39
	16.0	0.86

The zone is open at both ends and down dip. Relatively minor geochemical responses were found in the soils near the above drill holes. The overburden is less than 8 feet deep.

Work plans consist of a Phase I line cutting and geophysical survey of the unexplored claims and close interval line cutting about the drilled area. This will cost about \$4,000. Phase II will consist of diamond drilling, partly on

targets that may be located during the geophysical work but mostly on the extensions of the known zone of copper mineralization. The total footage to be drilled, and therefore the cost, cannot be estimated prior to the survey work.

(b) Coniston Manor, Lancashire, England:

Summary of the report dated February 29, 1972, and made by John L. Walker, Geologist:

The English property of the company includes the village of Coniston in the English Lake District. Copper has been mined at least since the earliest Roman occupation, but little work has been done since 1885 when the price of copper was £ 48 per ton compared to £ 180 in 1805. The price of copper on the London Metal Exchange on December 13, 1971, was £ 415. Since about the 14th century the property of Coniston Manor, which includes the mines, has been owned by the le Fleming family, with whom a prospecting licence and mining lease have been negotiated.

The productive formations are Ordovician tuffs, andesites and rhyolites. Two principal veins have been worked. The Bonser, on the northeast near Red Dell Beck, may be worked out, at least to 1200 feet below the datum of Deep Level, though a possible downthrown continuation has yet to be investigated. The principal vein to the southwest, 1500 feet from the Bonser, is the Paddy End Vein. By all accounts it appears to have been the richest at Coniston. Though variable in width, it probably averages 3 to 4 feet of 2 to 5 per cent copper. Drilling to investigate this vein below the old workings is recommended by Mr. W. T. Shaw, the authority on the mine.

The total published output of the mine amounts to 52,000 tons of cobbled or dressed ore running 5 to 20 per cent copper; say 5,000 tons of copper metal, or 10 million pounds.

Work to date under the present ownership has been two part:

1. A stream sediment survey of the entire property as a result of which several areas anomalous in copper were discovered. This work will allow the company to be selective in future exploration away from the immediate mine area.
2. Underground survey work. Mr. Eric Holland has been compiling data on Coniston and some of the nearby iron mines. His investigations have taken him underground at Coniston into old workings formerly believed to be in an unusable condition. Some underground surveying has been undertaken on the company's behalf.

In order to investigate the continuity of the mineralization at depth, there are two possible levels for drill set-ups. The higher one would utilize the Brimfell crosscut on the Grey Crag Level. The lowest extensive workings are about 240 feet below the Grey Crag Level, on the Deep or Horse Level. The actual lowermost workings are on the 20 level but are of short extent (20 fathoms or 120 feet below the Horse Level datum). It is desirable to prove the ground 100 feet below the 20 level, that is 460 feet vertically below the possible collar position in the Brimfell cross cut.

To gain access to this set up would require a minimum of rehabilitation - an allowance of \$3,000 is reasonable. Drill hole lengths would be of the order of 600 feet, however, and with mobilisation would probably cost about \$3,000 each.

An alternative, the feasibility of which needs investigation, is to undertake minimum rehabilitation on one of the shafts at Horse Level, and set up drill stations on the Horse Level cross cut in order to intersect the series of known veins west of the Paddy End shaft. During the course of his investigations of old mines, Mr. Holland has been to all these levels of the mine, but no study by a mining engineer has been made such as will be necessary before deciding on this course of action. To date, as a result of Mr. Holland's work the requirement for 600 feet of new drilling is no longer necessary.

The company anticipates spending approximately \$2,500 on a Phase I investigation to determine which of the two drill locations is to be the most practical.

In either case, it is reasonable to allow about \$10,000 for Phase II drilling operations. The outcome will be an appreciably enhanced knowledge of the lower workings and mineral potential below them, together with a better indication of the cost of re-opening the mine.

It is anticipated that approval of a 35% grant of the total cost for this work will be made by the U. K. Government in about six months time. Under grant rules, all work must be approved prior to commencement. At that time work on this and other properties of the company would all be at about the drilling stage.

(c) Chester Township, Ontario:

Summary of the report dated February 29, 1972, made by Hugh Grant Harper, aforesaid:

Coniston Explorations & Holdings Limited has acquired a group of 15 mining claims, including 3 patented claims from one of its predecessor companies, Gogama Minerals Limited. The claims lie in the northwest quarter of Chester Township, Sudbury Mining Division, Ontario, and can be reached via a 3-mile bush road west of Highway 144, 2 miles north of its junction with Highway 560.

The original mining interest in the property was sparked by the discovery of rich copper-gold mineralization on the east shore of Clam Lake. Here two large samples collected in the '30s returned as follows:

<u>Sample Weight</u>	<u>Oz. Au/ton</u>	<u>Oz. Ag/ton</u>	<u>% Copper</u>
400 lbs.	5.2	3.	4.18
19,750 lbs.	3.40	3.40	4.68

Subsequently gold veins, warranting shaft development, were located on properties south and east of the above.

Work done by Gogama Minerals Limited included electro-magnetic and IP surveying and some diamond drilling near the east side of the property. The only work done near the original copper-gold discovery was a single IP survey line along the centre of Clam Lake. This returned some anomalous areas which have not been tested.

The Clam Lake section of the property warrants further exploration. This should start with a thorough study of the old records, followed by detailed shoreline mapping and an appropriately directioned geophysical survey from the ice. This work could not start for approximately six months.

(d) Joannes Township, Quebec:

Summary of the report dated February 29, 1972, made by Hugh Grant Harper, aforesaid:

Coniston Explorations & Holdings Limited has acquired a group of 8 claims from its predecessor company, Concourse Mines Limited. The 620-acre claim group is located in west central Joannes Township, Noranda Area, Quebec. The property straddles the Kinojevis River about 10 miles east of the town or Noranda and lies just north of Highway 59.

The mining history of the property extends over a period of about 50 years. Most of the work was done in the 1930s on a number of gold occurrences. A shaft, 180 feet deep, and about 2000 feet of lateral work explored the gold occurrences and, in 1938, a small tonnage test mill operated for a few months. Post-World War II work demonstrated a drill indicated reserve of 38,500 tons grading 0.20 ounces of gold per ton.

In common with most of the gold mines along the "Cadillac Break" the tungsten mineral scheelite was found in one of the underground exposures of a gold quartz vein. A night-time examination of the shaft rock dump with an ultra violet lamp disclosed considerable scheelite and a closer examination appeared warranted.

The work done by Concourse Mines Limited included a magnetic and electromagnetic survey on lines 200 feet apart and 5 drill holes totalling 1161 feet. The geophysical surveys located several anomalous zones, some of which definitely correlated with the major shear zones passing through the property. One anomaly, tested by a drill hole, turned out to be a sedimentary contact. Most of the drilling was concentrated in the shaft area to check the tungsten possibilities, and this was not successful as the drill holes ran into underground workings on two occasions. Because of the season of the year, the vein known to contain tungsten minerals could not be tested.

The property remains in good standing and, in view of the known gold mineralization and the current trend of a rising price for gold, further work on the property should be deferred until the economics of gold mining become clarified.

(e) Turnbull Township, Ontario:

Summary of the report of Robert S. Middleton, Geophysicist, dated February 29, 1972:

Your company intends to explore a 15 claim property in northern Turnbull Township for base metal mineralization. The property is located in the Kamiskotia area which has four producing or past producing base metal mines.

The geology of the property is favourable for base metal massive sulphide deposits in that the claims cover the north flank of a large accumulation of rhyolites, tuffs and agglomerates. In addition, the property covers the contact between mafic metavolcanics (basalt) and felsic metavolcanics (rhyolite). High level felsic intrusives (quartz porphyries) occur near by and possibly mark a local volcanic centre. The edge of the Kamiskotia gabbro complex occurs on the north boundary of the property.

Throughout the Abitibi greenstone belt the association of base metal massive sulphide deposits with volcanic centres, accumulations of felsic metavolcanics and gabbro complexes is well known.

The property should be surveyed with a high powered vertical loop system and a sensitive magnetometer. Conductive overburden and low magnetic susceptibility contrasts between rock types necessitate this approach. The survey should be planned to follow-up known ground conductors and airborne EM anomalies that occur on the property. Hence the electromagnetic survey will have to be carried out in a more detailed fashion than would be the case in a reconnaissance type survey. Assessment of the results should be made in light of geological interpretation.

Costs are estimated to be about \$1,500 for line cutting, \$1,000 for the magnetic survey and \$5,000 for the electromagnetic survey, a total of \$7,500.

The 50,000 free vendor shares issued to the Vendor named under the caption "History and Business" (subparagraph d) (i) of paragraph 4.) may be offered by the holder of such shares as a selling shareholder under this prospectus. None of the proceeds resulting from the sale of such shares will benefit the treasury of the Corporation. The selling shareholder will not offer any part of the Secondary Offering unless and until the 75,000 treasury shares under option at 20 cents per share and the 54,500 treasury shares under option at 27½ cents per share have been purchased from the Corporation by the Underwriter-Optionee.

ESCROWED SHARES

Certificates representing an aggregate of 675,000 shares of the Corporation will be in escrow with the share registrar and transfer agent, The Sterling Trusts Corporation, 372 Bay Street, Toronto, Ontario. These shares will result from exchange of escrowed shares of the three amalgamating corporations, in each case being 675,000 shares, by the holders thereof. The holders of an aggregate of 459,000 of these escrowed shares of the Corporation have agreed to donate them to the Secretary of the Corporation in trust for the benefit of the Corporation, and this procedure is currently in progress. Upon completion of the donation the Corporation will then apply to have 50,000 shares released from escrow and will issue the said 50,000 free shares along with 275,000 donated escrowed shares as payment for a mineral prospect in Turnbull Township, Ontario.

The net result of the foregoing will be that a total of 491,000 shares of the Corporation will be in escrow. These shares will be released pro rata among the holders thereof from time to time only with the prior written consents of the Ontario Securities Commission and the directors of the Corporation. Any dealings with the shares while in escrow will require the prior written consent of the said Commission.

<u>Designation of Class</u>	<u>No. of Shares held in escrow</u>	<u>Percentage of class *</u>
Common shares without par value	491,000	40.58%

* After giving effect to donation of certain shares and sale of all underwritten and optioned shares.

USE OF PROCEEDS

The Corporation upon its origination of amalgamation has approximately \$ 9,222.00 on hand as working capital. The Corporation will receive from the sale of underwritten shares referred to in this prospectus the sum of \$20,000. It may also receive from the sale of optioned shares all or any part of an additional \$29,987.50.

The Corporation is obliged to pay the costs of amalgamation which are presently estimated at \$3,500. The costs of this issue are estimated at a further \$3,000 and will also be paid from funds on hand and to be received.

The Corporation will use the balance of funds on hand, and to be received by it from sale of shares, for the following purposes, namely:

- (a) as to \$4,000, to carry out exploration at the Connaught Township, Ontario, claims;
- (b) as to the amount immediately required, estimated not to exceed \$2,500, to examine the feasibility of the two alternatives for underground drill sites at the Coniston Manor property in England. See the heading "History and Business";
- (c) as to approximately \$7,500, to carry out exploration at the newly-acquired Turnbull Township claims in Ontario;
- (d) to pay other liabilities, assumed on amalgamation, in an amount estimated at \$8,075.00
- (e) for ordinary operating expenses of the Corporation.

PURCHASER'S STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION

A. Right of Withdrawal

An agreement of purchase and sale covering any of the shares hereby offered is not binding upon the purchaser if the Company from whom the purchaser buys same receives written or telegraphic notice evidencing the intention of the purchaser not to be bound by the agreement not later than midnight of the second day (exclusive of Saturdays, Sundays and holidays) after receipt of the prospectus of the Company or amended prospectus; provided the purchaser has not sold or transferred the said shares prior to the expiration of the said two-day period.

Receipt of the prospectus or amended prospectus by the agent of the purchaser and receipt of the said notice by the agent for the vendor of the said shares shall be receipt by the purchaser and vendor respectively.

B. Right of Rescission

A purchaser of any of the shares hereby offered has a right to rescind his contract to purchase while he is still the owner of the said shares if the prospectus of the Company and any amending prospectus received by such purchaser, as of the date of receipt, contains an untrue statement of a material fact or omits to state a material fact necessary in order to make any statement contained therein not misleading; provided, however, such right of rescission will not apply:

- (a) if the untruth or fact of omission was unknown to the Company and to the underwriter and could not have been known in the exercise of reasonable diligence;
- (b) if such statement or omission is disclosed in an amended prospectus and same has been received by the purchaser;
- (c) if the purchaser knew the untruth of the statement or knew of the omission at the time of purchase.

Receipt of a prospectus or an amended prospectus by a party who is acting as agent or who thereafter commences to act as agent of the purchaser shall be receipt by the purchaser. No action shall be commenced after the expiration of ninety days from the last to occur of the receipt of the prospectus or the date of the contract.

The full text of the respective statutory provisions summarized above is contained in Sections 64 and 65 of The Securities Act, 1970, as amended.

MANAGEMENT

The names and home addresses of the directors and officers of the Corporation, the positions in the Corporation presently held by them, and their principal occupations within the preceding five years are:

<u>Name and Address</u>	<u>Position</u>	<u>Occupation</u>
John Ross Austen, P.Eng., 309 Inglewood Drive, Toronto, Ontario.	President and a Director	Sales Engineer, Detrick Company of Canada, 67 Yonge Street, Toronto; Director of Chester Minerals Limited, White Star Copper Mines Limited, Silver Ore Zone Mines Limited, and other corporations.
Irving Dobbs, 43 Bellbury Crescent, Willowdale, Ontario.	Director	President of Dobbs & Company Insurance Ltd.; Director of Force Crag Mines Ltd. and Active Mines Limited.
Harley Howard Hubble, 82 Hudson Drive, Toronto, Ontario.	Director	Executive, Administration, Dominion Electric Protec- tion Company, 92 Adelaide Street West, Toronto, Ontario.
Charles Austen Stableforth, 74 Glentworth Road, Willowdale, Ontario.	Secretary- Treasurer and a Director	National Sales Representative, Tele-Direct Ltd.
Wilfred Walker, P.Eng., 229 Bayview Fairways Drive Thornhill, Ontario.	Vice- President and a Director	Consulting Geologist, self-employed.

CONISTON EXPLORATIONS & HOLDINGS LIMITEDINCORPORATED UNDER THE LAWS OF THE PROVINCE OF ONTARIOBALANCE SHEET AS AT FEBRUARY 29, 1972ASSETS

Bank	\$ 15,527
Mining claims and properties (Note 2)	226,050
Securities held by Trustee (Note 3)	1
Equipment at cost	614
Deferred administration (Note 4)	30,884
Deferred exploration (Note 5)	102,322
Organization and amalgamation costs (Note 6)	<u>17,978</u>
	<u>\$ 393,376</u>

LIABILITIES

Accounts payable and accruals (Note 7)	\$ 4,425
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SHAREHOLDERS' EQUITY

Capital (Note 8)			
Authorized:	5,000,000 shares without par value not to exceed \$2,500,000.		
Issued:	1,054,670 shares	\$ 389,451	
Deficit		<u>(500)</u>	<u>388,951</u>
			<u>\$393,376</u>

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

Approved on behalf of the Board of Directors:

Director

Director

CONISTON EXPLORATIONS & HOLDINGS LIMITED
COMBINED STATEMENT OF DEFERRED EXPLORATION EXPENDITURES

Note 1

	Periods Ended February 29, 1972	Fiscal periods ended	
		1971	1970
<u>Connaught Township, Ontario</u>			
Balance, beginning of period	\$30,939	\$29,591	\$ Nil
Government fees and taxes		116	804
Engineer's fees and expenses		350	1,533
Travel and transportation		395	3,961
Diamond drilling		(27)	18,419
Linecutting, general surface exploration and surveys		330	3,624
Sundry		11	350
Field supervision		75	900
Assays		98	--
	<u>Nil</u>	<u>1,348</u>	<u>29,591</u>
Balance, end of period	<u>30,939</u>	<u>30,939</u>	<u>29,591</u>
<u>County of Lancashire, England</u>			
Balance, beginning of period	11,993	9,005	Nil
Engineer's fees and expenses		--	3,175
Lease rentals		249	1,199
Field supervision		--	1,050
Travel and transportation		--	3,055
Sundry		--	526
Surveys		2,739	--
	<u>Nil</u>	<u>2,988</u>	<u>9,005</u>
Balance, end of period	<u>11,993</u>	<u>11,993</u>	<u>9,005</u>

COMISTON EXPLORATIONS & HOLDINGS LIMITED
COMBINED STATEMENT OF DEFERRED EXPLORATION EXPENDITURES

	Periods Ended February 29, 1972	Fiscal periods ended 1971 1970
<u>Joannes Township, Quebec</u>		
Balance, beginning of period	\$22,879	Nil
Government fees and taxes	485	185
Engineer's fees and expenses	--	3,090
Diamond drilling	--	6,572
Surveys	--	7,978
Assays	--	244
Supplies and expenses	--	105
Travel and transportation	442	1,575
Field supervision	725	2,175
Equipment repairs	--	395
Sundry	--	560
	<u>1,652</u>	<u>22,879</u>
Balance, end of period	<u>24,531</u>	<u>22,879</u>
<u>Chester Township, Ontario</u>		
Balance, beginning of period	34,415	Nil
Government fees, licenses and taxes	226	168
Engineer's fees and expenses	--	2,600
Diamond drilling	--	11,690
Surveys	--	10,277
Assays	--	468
Field supplies	--	165
Travel	--	651
Roads	--	2,350
Telephone	--	156
Field supervision	--	1,050
Camp building rental	--	4,000
Equipment repairs	--	532
General	218	308
	<u>444</u>	<u>34,415</u>
Balance end of period	<u>34,859</u>	<u>34,415</u>
Total	<u>\$102,322</u>	<u>\$100,216</u> <u>\$ 38,596</u>

CONISTON EXPLORATIONS & HOLDINGS LIMITED

NOTES TO FINANCIAL STATEMENTS

AS AT FEBRUARY 29, 1972

Note 1. Amalgamation and pooling of interest:

The Corporation was formed by a statutory amalgamation which became effective on February 28, 1972 pursuant to the provisions of section 196 The Business Corporations Act, 1970 (Ontario) of the following:

	<u>Exchange Basis</u>	<u>Shares of the Amalgamated Corporation Issued</u>
Coniston Copper Mines Ltd.	1 for 2½ - (2 for 5)	430,290
Gogama Minerals Ltd.	1 for 3 3/4 - (4 for 15)	271,600
Concourse Mines Ltd.	1 for 3 - (1 for 3)	352,780
		<u>1,054,670</u>

Under the accounting treatment which recognizes the amalgamation as a "pooling of interest" the assets, liabilities and deficit accounts of the amalgamating Corporation were recorded at their book value and a corresponding value assigned to the 1,054,670 shares of the amalgamated Corporation issued therefor.

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

1970

Coniston Copper Mines Limited - Year ended December 31, 1970

1971

Coniston Copper Mines Limited - Year ended December 31, 1971

Gogama Minerals Limited - Year ended June 30, 1971

Concourse Mines Limited - Year ended October 31, 1971

Periods ended February 29, 1972

Coniston Copper Mines Limited - from December 31, 1971

Gogama Minerals Limited - from June 30, 1971

Concourse Mines Limited - from October 31, 1971

Note 2. Mining claims and properties:

The Corporation holds the following mining claims acquired from the predecessor corporations:

(Coniston)

17 unpatented claims in Connaught Township, Ontario and a prospecting license in the County of Lancashire England acquired for 750,000 shares and \$300.00 in cash \$75,300

(Gogama)

15 unpatented claims in Connaught Township, Ontario acquired for cash 750

12 unpatented and 3 patented claims in Chester Township, Ontario acquired for 750,000 shares 75,000

(Concourse)

CONISTON EXPLORATIONS & HOLDINGS LIMITED

NOTES TO FINANCIAL STATEMENTS

AS AT FEBRUARY 29, 1972

Note 2.
cont'd (Concourse)

8 unpatented mining claims in Joannes Township, Quebec acquired for 750,000 shares	75,000
	<u>\$226,050</u>

The Corporation has also acquired 15 contiguous unpatented mining claims in Turnbull Township, Porcupine Mining Division District of Cochrane, Ontario for a consideration of 325,000 shares which shares are part of a total of 459,000 escrowed shares donated to the Corporation by three major shareholders.

Note 3. Securities held by Trustee:

A total of 37,681 shares of Coniston Copper Mines Limited were donated to a trustee to be held on behalf of the Corporation. These now constitute 15,072 shares of Coniston Explorations & Holdings Limited.

Note 4. Deferred administration:

	<u>1970</u>	<u>1971</u>	<u>To Feb.29 1972</u>	<u>Total</u>
Coniston Copper Mines Limited	7,353	3,349	2	10,704
Gogama Minerals Limited	--	7,149	1,046	8,195
Concourse Mines Limited	--	8,434	3,551	11,985
				<u>\$30,884</u>

Note 5. Deferred exploration:

	<u>1970</u>	<u>1971</u>	<u>To Feb.29 1972</u>	<u>Total</u>
Coniston Copper Mines Limited				
Connaught Township, Ontario	29,591	1,348	--	30,939
County of Lancashire England	9,005	2,988	--	11,993
Gogama Minerals Limited				
Connaught Township, Ontario		--	--	--
Chester Township, Ontario		34,415	444	34,859
Concourse Mines Limited				
Joannes Township, Quebec		22,879	1,652	24,531
				<u>\$102,322</u>



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EXTRACT

CONISTON HOLDINGS & EXPLORATIONS LTD.

CHESTER TOWNSHIP PROPERTY

SUDBURY MINING DIVISION, ONTARIO

INTRODUCTION

Explorations & Holdings
Coniston Holdings & Explorations Ltd. owns a group

of 15 contiguous mining claims located in Chester Township, Sudbury Mining Division, Ontario. The purpose of this report is to summarize the work done on the property and to recommend a program of evaluation and exploration. The access, location, facilities, history and general geology of the property were adequately described in reports to the predecessor company, Gogama Minerals Ltd.

This report is based on the following sources of information.

1. ODM Vol. 41, Pt. 3, 1932 by H.C. Laird.
2. Several reports on the immediate area by W. Walker, F.G.A.C. circa 1965.
3. Geophysical surveys and reports of the immediate area by Prospecting Geophysics Ltd. circa 1965.
4. IP survey data and reports on the Gogama Mineral Properties by McPhar Geophysics Ltd., March 1971.
5. Diamond drill logs.
6. I made a brief examination of the northern part of the property including the gold-copper showing on the northeast point in Clam Lake on Nov. 5, 1971. In the past I have made several trips into the Chester Township area.

LOCATION AND PROPERTY

The property is located in west central Chester Township, Sudbury Mining Division, Ontario. The property consists of 15 contiguous mining claims of which three are patented. The claims are numbered as follows:

Patented Claims

S8995 to S8997 inclusive

Staked Claims

S217461

S269250 to S269260 inclusive

ACCESS AND FACILITIES

Access to the property is from the Polaris Tourist Camp located on Mesomikenda Lake on Highway 144 about 2 miles north of its junction with Highway 560. From the Polaris Camp a road suitable only for a 4 wheel drive vehicle leads westward to the Company's camp on Three Duck Lake and further westward to the main part of the property on Clam Lake.

Much of the property is covered by a north-south picket line grid system at 200 foot line intervals. This grid is still useable for the most part.

The Company owns a well equipped exploration camp located on the west point of Three Duck Lake, just off the Company property. It consists of a 16 x 20 sleep camp equipped with 4 beds and an oil stove; an 8 x 16 cookhouse, fully equipped, and a large core shack. All buildings and equipment are in excellent condition.

HISTORY AND DEVELOPMENT

The early history of the property has been thoroughly described in reports to the predecessor company, Gogama Minerals Ltd. Exploration activity carried out by the predecessor company includes line cutting, horizontal loop electromagnetic surveying, VLF electromagnetic surveying, IP surveying and diamond drilling. The diamond drilling consists of 3 holes totalling 1031 linear feet.

GENERAL GEOLOGY

The general geology of the area was described by H.C. Laird in the Ontario Department of Mines Report, Vol. 41, Part 3.

Fundamentally the Chester Township area is underlain by an ancient series of sediments and granite intrusives which have been subsequently intruded by a younger granite of alaskite composition and a series of small basic intrusives. The whole area is one of complex intrusion and associated with the alaskite and the small basic intrusives are copper-gold vein structures.

The rocks underlying the Coniston property are primarily alaskite and basic intrusives with which copper and gold values have been found.

ECONOMIC GEOLOGY

A very promising mineral occurrence is located on the shore of Clam Lake on claim S8995. No work has been done here on this showing since the 1930's. At that time two large samples from the showing gave the following returns.

<u>Sample Weight</u>	<u>Oz. Au/ton</u>	<u>Oz. Ag/ton</u>	<u>% copper</u>
400 lbs.	5.2	3	4.18
19750 lbs.	3.40	3.40	4.68

The zone strikes N60W and is exposed for a length of 200 ft. passing under the lake on the northwest side and into overburden to the southeast. The zone is an echeloned shear, and is heavily mineralized with quartz, pyrite and chalcopyrite with a maximum exposed width of about 20 ft. The sulphide mineralization, including chalcopyrite, is disseminated through the walls of the shear zone for variable widths, mostly a few feet. In the 1930's the strike of the shear was picketed across Clam Lake and a parallel zone having the same mineralization characteristics was located. At that time, it was thought that the two zones might be continuous. In my opinion, based on the left hand echeloning observable on the main showing, the two zones cannot be continuous unless there is a north-south fault underlying Clam Lake.

The exploration work done by Gogama Minerals Ltd. was done on the unpatented claims. (The above showing is located on a patented claim). This work consisted of VLF electromagnetic surveying, some IP surveying and 3 drill holes totalling 1031 linear feet.

The surveys showed a number of interesting situations. A VLF anomaly was located more or less along strike and southeast of the Clam Lake showing described above. Two drill holes tested the zone at 400 ft. intervals. The nearest hole being some 600 feet southeast of the mineralized outcrop. Both holes intersected shearings, fracturings and brecciation with minor

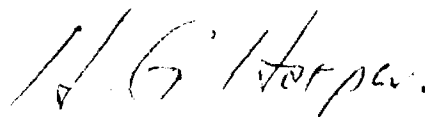
quartz, pyrite and chalcopyrite mineralization. It is questionable if the two drill holes cut the southeast extension of the Clam Lake Showing for, near the east end of the outcrop, H.C. Laird reports a convergence of the Clam Lake shearing with one striking N30W. This would place the extension of the Clam Lake zone south of the reach of both of these drill holes.

The VLF survey and the subsequent IP survey located a number of strong responses trending east-west and centered about the confluence of Clam Creek and the Mollie River. Diamond drill Hole 3-71 tested the zone. A sheared zone carrying some quartz, pyrite and chalcopyrite were located.

CONCLUSIONS AND RECOMMENDATIONS

1. The Chester Township property is well located in a partly explored, partly developed gold camp wherein appreciable copper values are commonly associated with the gold mineralization.
2. Exploration by a predecessor company, Gogama Minerals Ltd., was concentrated on the unpatented claims where assessment work requirements had to be met. The most promising exploration bet on the property is located on patented claim 88995 and has not been explored since the 1930's.
3. The Company should plan to explore the high grade copper-gold occurrence on Claim 88995 making full use of geological and geophysical methods. This means that the showing and the shore line of Clam Lake must be accurately mapped followed by the properly directioned geophysical surveys from the ice of Clam Lake. This work cannot start for approximately 6 months and cannot be in full swing for one year. Therefore no firm recommendation is made at this time.

My report is respectfully submitted.

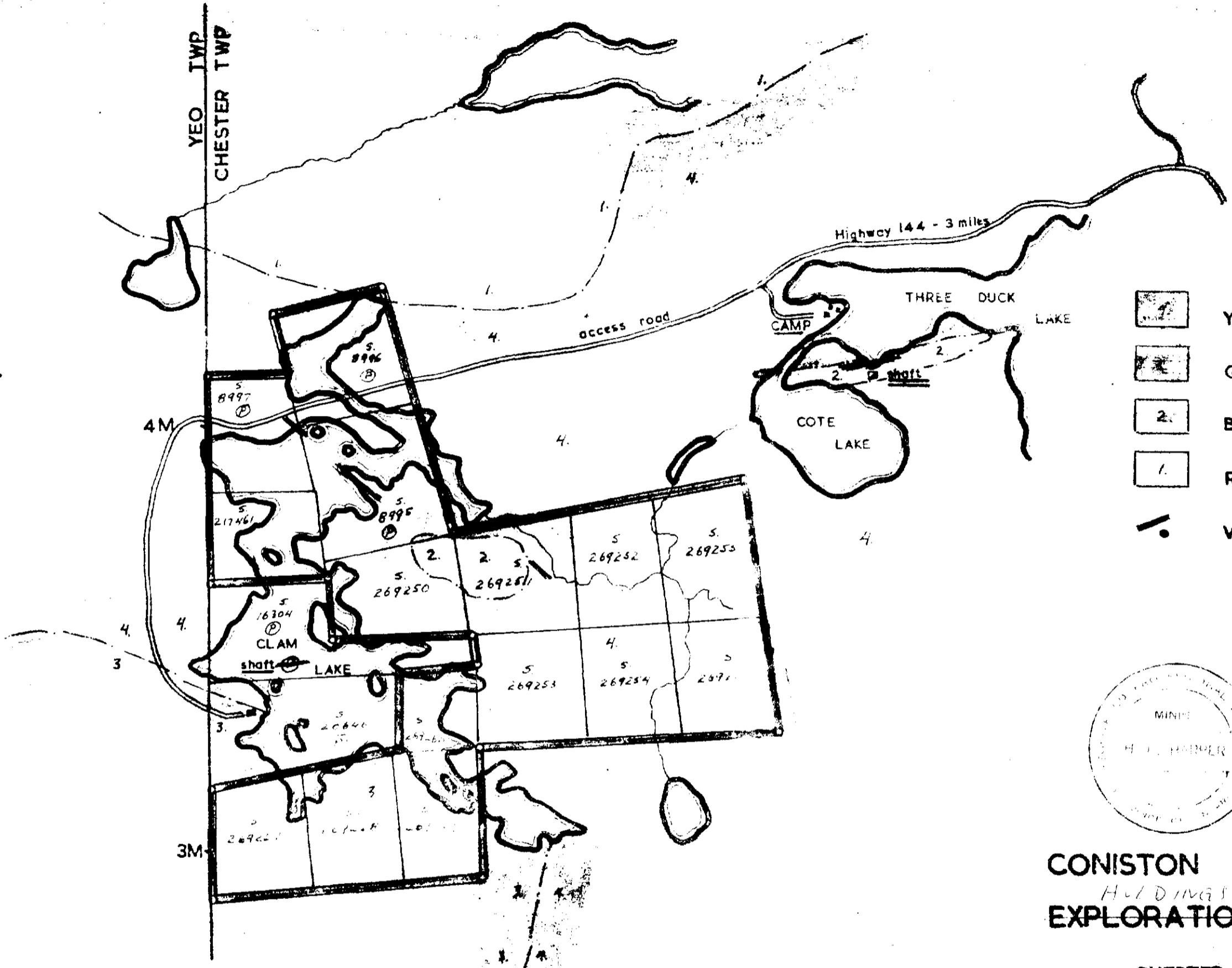


Willowdale, Ontario
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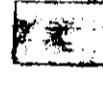
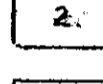
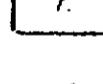

H. Grant Harper, F.G.A.C., P.Eng.
Economic Geologist

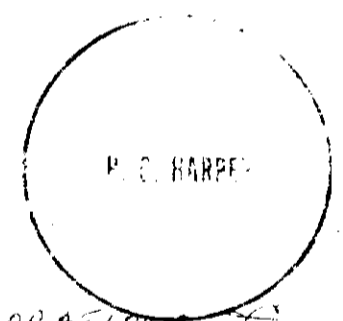


YEO TWP
CHESTER TWP



LEGEND

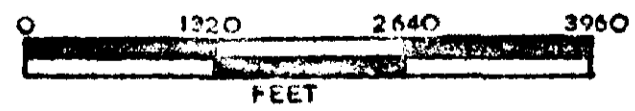
-  YOUNGER GRANITE alaskite
-  GRANITE
-  BASIC INTRUSIVE
-  RIDOUT SERIES sediments
-  VEIN MINERAL OCCURRENCE

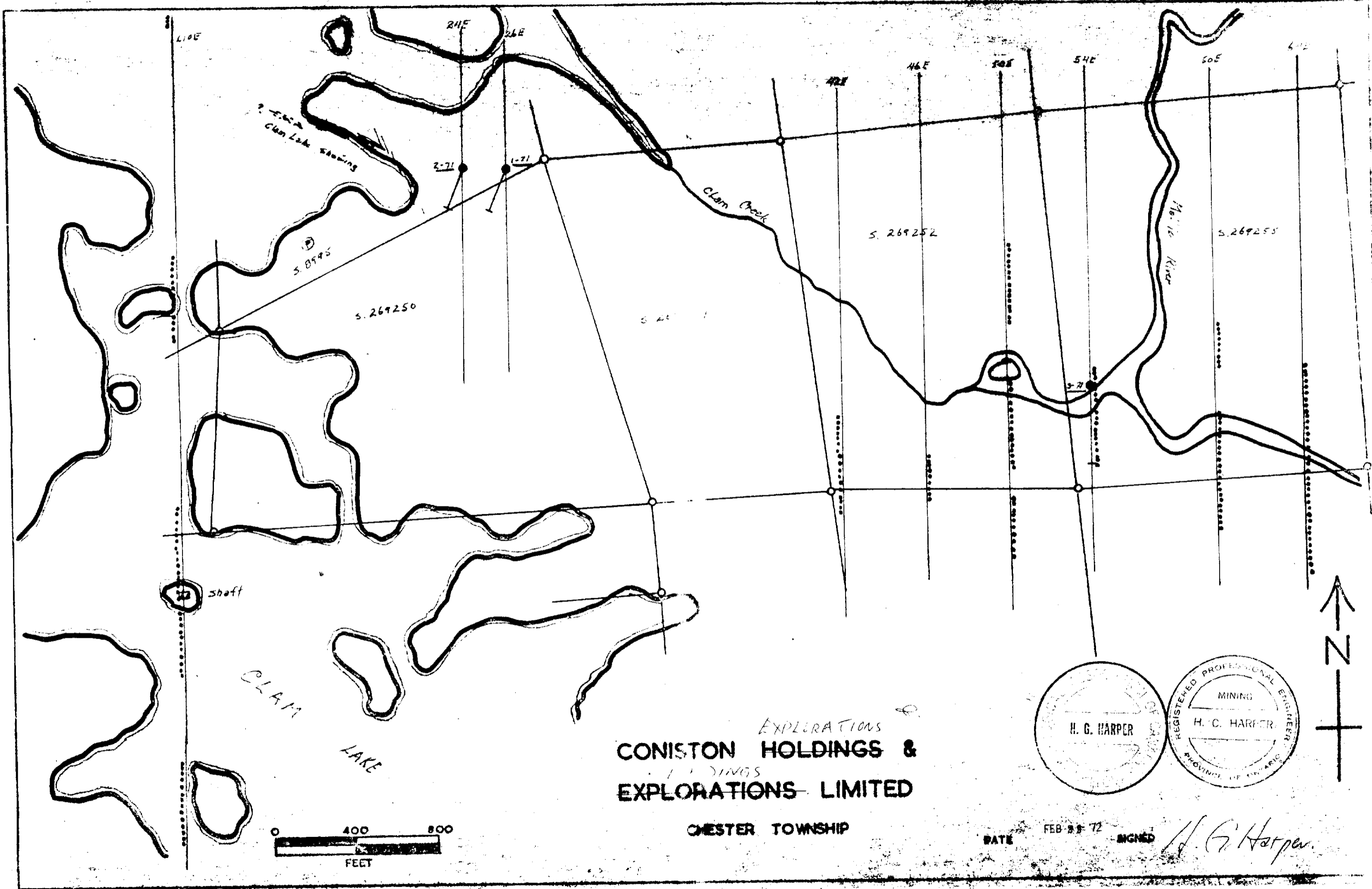


EXPLORATIONS
**CONISTON HOLDINGS &
EXPLORATIONS LIMITED**

CHESTER TOWNSHIP

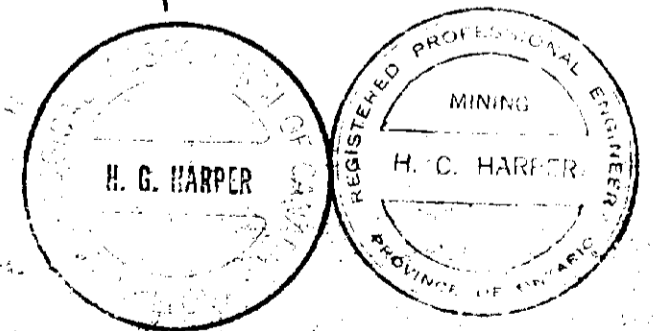
DATE FEB 29 1972 SIGNED *H. G. Harper*





EXPLORATIONS
**CONISTON HOLDINGS &
 EXPLORATIONS LIMITED**

CHESTER TOWNSHIP



DATE FEB 28 72 SIGNED *H. G. Harper*

