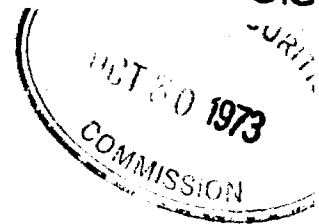




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# GOLD ACRES MINES LIMITED

Suite 226, 67 Yonge Street  
Toronto, Ontario

Common Shares  
(No Par Value)

M. GREENE & ASSOCIATES LIMITED  
Underwriter

## NEW OFFERING:

This offering is a new issue of 200,000 underwritten shares as follows:

<u>Firmly Underwritten</u>	<u>Price Per Share</u>	<u>Net Proceeds to Company</u>	<u>Maximum Price to Public Per Share</u>
200,000	15 cents	\$30,000.00	30 cents

The purpose of this offering is to provide the Company with sufficient funds to defray its ordinary operating expenses and the cost of carrying out the exploration and development programmes recommended by its consulting engineers. See within under the headings "History and Business" and "Use of Proceeds".

## SECONDARY OFFERING:

There is also a secondary offering of 75,000 shares owned by M. Greene & Associates Limited, who is also the Vendor and Promoter, which will not take place until the Underwriter has taken down, paid for and distributed the new issue of 200,000 shares. The proceeds from the sale thereof will accrue to the selling shareholder aforementioned and not the treasury of the Company. The Underwriter will either sell the shares purchased by it to the public itself as principal, or through registered brokers or broker-dealers who will be acting as agents and be paid a commission not to exceed 25 per cent plus a contribution towards selling costs of 15 per cent, or at the usual brokerage rates established by The Toronto Stock Exchange for mining shares, or will sell such shares to registered brokers or broker-dealers at a mark-up not exceeding one cent (1¢) per share, which brokers or broker-dealers will then offer the said shares to the public as principals. The holder of the 75,000 issued and outstanding shares of the Company will sell same through itself or registered brokers or broker-dealers who will offer them to the public as principal.

There is no market for the shares of the Company.

THESE SHARES ARE SPECULATIVE

Registrar and Transfer Agent  
**CANADA PERMANENT TRUST COMPANY**  
1901 Yonge Street, Toronto, Ontario

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

This Prospectus is dated the 1st day of October, 1973.



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## HEAD OFFICE

The head Office of GOLD ACRES MINES LIMITED (hereinafter referred to as the "Company") is Suite 226, 67 Yonge Street, Toronto, Ontario.

## HISTORY AND BUSINESS

The Company was incorporated under The Business Corporations Act, 1970, by Articles of Incorporation dated April 16, 1973 to engage in the acquisition, exploration, development and operation of mines, mineral lands and deposits and petroleum and natural gas wells. The Company commenced business on the 18th day of September, 1973 on which date it entered into an agreement with M. Greene & Associates Limited, Suite 100, 5859 Yonge Street, Willowdale, Ontario, as Vendor, under which it acquired its Powell Township claims described below, for 750,000 fully paid and non-assessable shares of its share capital. These claims cost the Vendor the sum of \$2,800.00. These shares are being issued to the Vendor who is the Promoter of the Company and also is the Underwriter as referred to under the headings "Promoter" and "Offering" respectively.

M. Greene & Associates Limited is the only person or company who has received or is entitled to receive a greater than 5% interest in the above consideration.

Milton Klyman, 21 Wembley Road, Toronto, Ontario, and Morris Greene, 3 Foxdale Crescent, Willowdale, Ontario, are the only persons who have a greater than 5% interest in M. Greene & Associates Limited.

### Powell Township Claims

The Powell Township Claims were purchased by the Company for 750,000 shares of its capital stock and these claims are more particularly described as follows:

Under the agreement aforementioned dated September 18, 1973, the Company acquired twelve (12) contiguous unpatented mining claims in Powell Township, Larder Lake Mining Division, Province of Ontario, more particularly described as being claim numbers L372927 to L372938 inclusive, which claims were staked and recorded in September 1973, will be registered in the name of a trustee for the Company and are in good standing until September 1974.

The centre of the property is about 4.75 miles west of the Town of Matachewan in Northern Ontario. Matachewan is about 35 miles west of Kirkland Lake and is connected to Highway 11 by 30 miles of paved highway (Highway 66). Highway 566 is a good paved and gravel road leading west from Matachewan. It cuts across the southern two-thirds of the claims group from southeast to northwest. Further west, Highway 566 joins with good to poor logging roads connecting to the Town of Timmins-Porcupine.

A hydro line follows Highway 566 west from Matachewan to the former producing mine of Pax International Mines Limited at Ryan Lake, a mile south of Gold Acres. The Ontario Northland Railway services the Towns of Kirkland Lake to the east, and Elk Lake some 30 miles to the south. A small lake, Log Lake, lies just east of the property and would provide an adequate supply of water for drilling and mining purposes.

The Towns of Matachewan and Kirkland Lake are good supply centres and are good sources of labour, services and goods.

The following is a summary of the report of M. L. Halladay, P.Eng., which full report dated September 1973 is on file in the public files of the Ontario Securities Commission.

Gold Acres Mines Limited holds 12 unpatented mining claims in the Matachewan area of Ontario. Underlying part of the claim group is a distinctive brick red syenite porphyry. This is one of a family of intrusives which are host-rocks and believed source rocks for gold, silver, copper and molybdenum mineralization in the area.

At the Young Davidson mine three miles south of the Gold Acres property gold and silver were produced from the red syenite. Mineralization was finely disseminated through the syenite host rock as well as within quartz veins and veinlets in the syenite. Mining was by open pit and underground methods. At the adjoining Matachewan Consolidated Mine, adjoining Young-Davidson on the east, mineralization was found in the syenite and also in altered shears within the Keewatin volcanics and sediments adjacent to the porphyry. Similar ores were open-pitted and mined underground at the Pax International Mine one mile south of Gold Acres.

On the Gold Acres claims are two old, partly filled-in trenches which were undercut by drilling. Gold was reported to have been found at this location. During examination of the property, an old trench was found which was 150-175 feet long and although it was considerably filled-in, it exposed malachite staining in several places associated with mineralization in vugs and hairline fractures. Disseminated mineralization, pyrite and chalcopyrite, was also seen in several locations in the trench.

In view of the proximity of Gold Acres to former producers, its similarity to them and interesting indications of mineralized zones, the property merits study by a geophysical method which is able to outline disseminated mineralization.

### **Recommendations**

It is recommended that the property be geophysically surveyed using a method which will point out areas of finely disseminated mineralization which are non-conductive, i.e. the Induced Polarization method.

A magnetometer survey is also recommended to help delineate possible zones within the intrusive, geological boundaries, faults and shears.

Limited geological field work is recommended to investigate the findings of the geophysical work if significant responses are obtained, and help plan the follow-up investigations which might entail trenching and drilling if such be warranted.

Reconnaissance (400 foot) spacing is recommended for the IP survey, and detailing will be required over any responses located. North-south traverses would be preferable in view of the north-south diabase dykes seen on the property and the ensuing interpretation difficulties which would be involved with east-west traverses. Also a contact between volcanics and sediments cuts across the property in an east-west direction. IP grid traverses, where coincident with these dykes, should be if possible moved either to the east or west to a position off the dyke at least 100 feet. In some cases a line might be deleted. This would serve to increase line frequency, which is desirable because of the small size of the mineralized bodies involved.

Therefore, if the two phases recommended above are completed with favourable results, consideration should be given to using intermediate lines of IP to locate small, weak fractures which might be missed during reconnaissance work but which could possibly result in increased tonnages. IP over the lake should also be considered.

Costs for the above work are estimated as follows:

**Phase I**

Line cutting: 12 miles @ \$100/mile	\$ 1,200.00
Geophysics:	
Magnetometer survey 12 miles @ \$70/mile	840.00
IP survey (including mobilization (\$600.00) 10 days @ \$380/day, 5 days @ \$325/day	6,025.00
Geology:	2,000.00
	<u>\$10,065.00</u>

**Phase II**

Diamond drilling and/or trenching	\$10,000.00
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The Company intends to carry out Phase I at the present time and following conclusion of Phase I the Company intends, on the recommendation of its consulting engineer, to proceed with Phase II.

The Company is not aware of any previous surface nor underground work done on the mining claims and reference is made to the summary as to the only known evidence of mineralization on the mining claims, and therefore, the foregoing program represents an exploratory search for ore. To the knowledge of the Company, there is no surface nor underground plant or equipment on the mining claims. The Company has done no work on the mining claims to the date hereof.

The claims were recorded in September 1973 and to keep the claims in good standing, during the first year after recording 20 days work must be performed and recorded, 40 days work performed and recorded yearly for the next three years and 60 days work performed and recorded in the fifth year. Thereafter, and after surveying, claims are required to be brought to a twenty-one (21) year lease in the ensuing year with annual rentals of \$1.00 per acre during the first year and 25 cents per acre annually thereafter. If a lease is for mining rights only, the second and subsequent years' rental are at the rate of 10 cents per acre. Such lease is renewable for succeeding twenty-one (21) year terms.

**PRELIMINARY EXPENSES**

Incorporation and organization expenses, including the cost of this issue, are estimated to be \$6,000.00, none of which has been paid to date. An amount for subsequent professional services, including engineering, legal and audit and also directors' fees for meetings cannot be estimated as it will depend on the services performed and directors' meetings attended. Phase I of the work recommended on the Powell Township Claims is estimated at \$10,065.00 and Phase II, if warranted, will be in the amount of \$10,000.00. Industracorp Services Limited is to be paid the sum of \$2,400 for corporate secretarial services during the ensuing year and directors and the Secretary-Treasurer will be paid \$50 for every meeting attended.

**USE OF PROCEEDS**

The net proceeds to be received from the sale of the underwritten shares, after deducting the balance of the cost of this issue estimated at \$6,000.00 are estimated at \$24,000.00. The net

proceeds from this offering are to be used to meet the cost of carrying out Phase I of the work recommended on the Powell Township Claims estimated at \$10,065.00 and then Phase II, if warranted, in the amount of \$10,000.00. Excess monies will form part of the working capital of the Company to be used for current operating expenses. 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 programmes of acquiring, staking, exploring and developing other properties either alone or in consort with others and to generally carry out exploration programmes as opportunity and finances may permit but monies will not be expended on the acquisition of or on any new properties acquired 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 dated September 18, 1973, with M. Greene & Associates Limited, Suite 100, 5859 Yonge Street, Willowdale, Ontario, (on its own behalf), whereby that Company agreed to purchase the following shares of the Company.

#### Underwritten Shares

<u>No. of Shares Underwritten</u>	<u>Price Per Share</u>	<u>Net Amount to be Received by Company</u>
200,000	15 cents	\$30,000.00

The purchase price in the amount of \$30,000.00 is payable forthwith after the date of the acceptance for filing by the Ontario Securities Commission of the Company's prospectus, such date being referred to as the "effective date".

The shares offered hereby will be offered to the public through security dealers.

The Company is not aware of any assignments, sub-options or sub-underwriting agreements with respect to the aforementioned underwritten shares.

The shares offered hereby will be offered at a price determined by the Underwriter which will be within the maximum offering price permitted by the rules and regulations of the Ontario Securities Commission which maximum price is set out on the cover hereof.

### SECONDARY OFFERING

There is a secondary offering of 75,000 shares owned by M. Greene & Associates Limited which will not take place until such time as all of the shares underwritten have been taken down, paid for and distributed by the Underwriter. The proceeds from the sale of these shares will accrue to the selling shareholder and not the treasury of the Company.

### DESCRIPTION OF SHARE CAPITAL

The common shares are the Company's only class of shares. All shares issued by the Company rank equally as to dividends. There are no indentures or agreements limiting the payment of dividends. All shares issued by the Company rank equally as to voting power, one vote for each share. At all special or general meetings of the Company two shareholders personally present constitute a quorum. The By-laws of the Company provide that at meetings of share-

holders a resolution may be voted upon by a show of hands unless a poll is demanded by a shareholder. On a show of hands, every shareholder shall have one vote for each share held by him. In each case in the event of a tie vote, the Chairman has a second or deciding vote. There are no conversion rights and there are no special liquidation rights, pre-emptive rights or subscription rights. The presently outstanding shares are not subject to any call or assessment. Certificates representing 675,000 issued shares of the Company are held in escrow as referred to under the heading "Escrowed Shares".

### CAPITALIZATION

Designation of Securities	Number Authorized by Articles of Incorporation	Number Outstanding as of Oct. 1, 1973 (date of Balance Sheet contained in Prospectus)	Number Outstanding as of Oct. 1, 1973	Number Outstanding if all securities being issued are sold (i)
Common Shares No Par Value	3,000,000	750,000	750,000	950,000
D O L L A R   V A L U E				
	(\$1,500,000)	(\$75,000)	(\$75,000)	(\$105,000)

(i) This figure reflects the sale of 200,000 underwritten shares.

### ESCROWED SHARES

Certificates representing the 675,000 shares referred to below are held in escrow by Canada Permanent Trust Company, 1901 Yonge Street, Toronto, Ontario, subject to release only on the written consent of the Company and the Ontario Securities Commission and subject further to transfer, hypothecation, assignment or other alienation only with the written consent of the Ontario Securities Commission. Under an agreement dated September 18, 1973, between the Company, Canada Permanent Trust Company and M. Greene & Associates Limited, the said shares may be required to be donated back to the Company in the event of loss, alienation, failure to acquire title or in the event of abandonment or discontinuance of development or diminution in value of the property sold to the Company for the original 750,000 vendor share consideration.

Designation of Security	Number of Shares Held in Escrow	Percentage of Class (i)
Common Shares No Par Value	675,000	71.05%

(i) Calculated on the basis of the Company having 950,000 shares issued and outstanding following the sale of 200,000 underwritten shares.

### PRINCIPAL HOLDER OF SHARES

<u>Name and Address</u>	<u>Class of Security</u>	<u>Type of Ownership</u>	<u>Number of Shares Held</u>	<u>Percentage of Class (i)</u>
M. Greene & Associates Limited, Suite 100, 5859 Yonge Street, Willowdale, Ontario.	Common Shares No Par Value	Direct, of record and beneficially owned	750,000	78.95%

(i) Calculated on the basis of there being 950,000 shares issued and outstanding following the sale of 200,000 underwritten shares.

Set forth below are particulars of the shares of the Company beneficially owned by the Directors and Senior Officers of the Company:

<u>Designation of Class</u>	<u>Percentage of Class</u>
Common Shares No Par Value	Nil (direct) 78.95% (indirect)

NOTE: Mr. Klyman is a principal shareholder of M. Greene & Associates Limited.

M. Greene & Associates Limited, the principal shareholder of the Company, is offering 75,000 shares of the Company for sale as referred to on the cover of this prospectus. If all the said 75,000 shares are sold, it will retain 675,000 previously undistributed shares of the Company.

The following shows the percentage holdings of the above-mentioned principal shareholder before and after the proposed secondary offering of shares referred to on the cover:

<u>Parties</u>	<u>Percentage of Class before Offering (i)</u>	<u>Percentage of Class after Offering (ii)</u>
M. Greene & Associates Limited	78.95%	71.05%
Others	21.05%	28.95%

(i) Calculated on the basis of the whole of the new offering of 200,000 shares underwritten having been taken down and paid for, resulting in 950,000 shares being issued and outstanding. Assumes that none of the said underwritten shares are owned by the principal shareholder.

(ii) Calculated on the basis of all 200,000 treasury shares underwritten and all 75,000 shares offered for sale by the Principal Shareholder as described on the cover are sold.

### DIVIDENDS

No dividends have been paid to date by the Company.

### PURCHASER'S STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION

The Securities Act, R.S.O. 1970, chapter 426 as amended contains (Sections 64 and 65) certain provisions enabling a purchaser of securities offered in the course of distribution to rescind the contract of purchase:

(a) while the purchaser is still the owner of the securities, if the prospectus and any amended prospectus, as of the date of receipt by the purchaser, contains an untrue statement of a material fact or omits to state a material fact in order to make any statement contained



therein not misleading, the purchaser may bring an action to rescind but only if action is commenced within 90 days from the last to occur of the receipt of the prospectus or amended prospectus or the contract of purchase; and

- (b) if the person or company from whom the securities were purchased is notified in writing or by telegraph of the purchaser's intent to rescind not later than midnight of the second day, exclusive of Saturdays, Sundays and holidays, after receipt by the purchaser of the prospectus or amended prospectus. A prospectus or amended prospectus sent by prepaid mail is deemed conclusively to be received in the ordinary course of mail. The receipt thereof by a person or company acting as agent or who thereafter commences to act as agent of the purchaser shall be receipt by the purchaser as of the date of the agent's receipt thereof; however, for the purpose of the foregoing, a person or company is not considered to be acting as agent of the purchaser unless the person or company is acting solely as an agent of the purchaser and has not received and has no agreement to receive compensation from or on behalf of the vendor with respect to the purchase and sale. The right of rescission is not available to a registrant or to a purchaser who sells or otherwise transfers beneficial ownership to the securities purchased before the expiration of the time within which rescission may be effected.

#### MANAGEMENT

The names and addresses of the directors and officers of the Company and the positions held are listed below:

<u>Name</u>	<u>Address</u>	<u>Position</u>
Milton Klyman	21 Wembley Road, Toronto, Ontario.	President and a Director
Irving Dobbs	43 Bellbury Crescent, Willowdale, Ontario.	Director
Wilfred Walker	229 Bayview Fairways Drive, Thornhill, Ontario.	Director
Lawrence Murphy	23 Elmont Drive, Toronto, Ontario.	Secretary-Treasurer

MILTON KLYMAN was self-employed as a Chartered Accountant until August 1963 and from that date until May 1966 he was President and a Director of E. J. Sharpe Instruments of Canada Limited, 79 Martin Ross Avenue, Downsview, Ontario (now called Scintrex Limited). From May 1966 to April 1967 he was a Director of the same company and since March 1964 he has been a trading officer and Secretary-Treasurer of M. Greene & Associates Limited. He is also associated with Force Crag Mines Limited, Marquis Explorations Limited and Falcon Gold Developments Limited.

IRVING DOBBS has been President of Dobbs & Company Insurance Limited for more than the past five years. He is also a director and/or officer of several corporations including Home Mining Developments Limited, Force Crag Mines Limited, Marquis Explorations Limited and Falcon Gold Developments Limited.

WILFRED WALKER has been self-employed as a Consulting Geologist for more than the past five years.

LAWRENCE MURPHY has since February 1, 1967 been employed by Industracorp Services Limited, and since November 1969 he has been the sole beneficial owner of that Company's shares. He is also associated with Force Crag Mines Limited, Home Mining Developments Limited, Marquis Explorations Limited and Falcon Gold Developments Limited.

#### **REMUNERATION OF DIRECTORS AND SENIOR OFFICERS**

No director or senior officer of the Company has received any remuneration since incorporation and it is not intended to pay them any during the current financial year except that directors and the Secretary-Treasurer of the Company will be paid the sum of \$50.00 for each meeting of the Board of Directors attended.

It should be noted that Industracorp Services Limited, whose shares are solely owned beneficially by Mr. Murphy, is to be paid a sum not exceeding \$200.00 a month for corporate secretarial services.

#### **PROMOTER**

M. Greene & Associates Limited is the Promoter of the Company. Reference is made to the heading "History and Business" concerning the Powell Township Claims vended by them to the Company for 750,000 shares of its share capital. Since these claims are completely unproven, it is not possible to assign any value thereto, and accordingly, the said shares were allotted at an arbitrary value of 10 cents a share for a total amount of \$75,000, which amount does not bear any correlation to the actual worth of the property which was acquired by the Promoter at a cost of approximately \$2,800.00. The valuation of 10 cents per share was arbitrarily set by the present directors of the Company who became directors at the request of the Promoter.

#### **INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

Reference is made to the heading "History and Business" for particulars concerning the agreement dated September 18, 1973, where M. Greene & Associates Limited sold the Powell Township Claims to the Company for 750,000 shares. Reference is also made to the heading "Offering" and the agreement dated September 18, 1973 entered into between the Company and M. Greene & Associates Limited, relating to the underwritten shares of the Company.

#### **AUDITORS**

The auditors of the Company are Stern, Lass, Shoom & Co., Chartered Accountants, 801 Eglinton Avenue West, Toronto, Ontario.

#### **MATERIAL CONTRACTS**

The only material contracts entered into by the Company during the preceding two years are as follows:

1. Agreement dated September 18, 1973 between the Company and M. Greene & Associates Limited, whereunder the Company acquired its Powell Township Claims, the same being referred to under the heading "History and Business".
2. Agreement dated September 18, 1973 with M. Greene & Associates Limited and relating to the underwriting of shares of the Company, the same being referred to under the heading "Offering".
3. Agreement dated September 18, 1973 with M. Greene & Associates Limited and Canada Permanent Trust Company relating to the escrowed shares as referred to under the heading "Escrowed Shares".

During the distribution of securities offered by this Prospectus, copies of the aforementioned agreements may be inspected at the head office of the Company during normal business hours.

There are no other material facts.

# GOLD ACRES MINES LIMITED

## BALANCE SHEET AS AT OCTOBER 1, 1973

### ASSETS

<b>Mining claims and properties</b>	
12 unpatented mining claims in Powell Township, Province of Ontario, acquired for 750,000 shares of the company's capital stock valued at	\$75,000
<b>Deferred expenditures</b>	
Incorporation and organization expenses (estimated)	6,000
	<u>\$81,000</u>

### LIABILITIES

<b>Current</b>	
Accounts payable and accrued liabilities (estimated)	\$ 6,000

### SHAREHOLDERS' EQUITY

<b>Capital stock</b>	
Authorized:	
3,000,000 shares, no par value, not to be issued for a total consideration exceeding \$1,500,000	
Issued as fully paid:	
<b>For cash</b>	
See note	
<b>For mining claims</b>	
750,000 shares, as valued by directors	75,000
	<u>\$81,000</u>

Note: By agreement dated September 18, 1973, the company has agreed to sell 200,000 shares of capital stock @ 15¢ per share (\$30,000) payable forthwith on acceptance for filing of the company's prospectus.

Approved on behalf of the Board of Directors:

"MILTON KLYMAN", Director

"IRVING DOBBS", Director

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### AUDITORS' REPORT

We have examined the balance sheet of Gold Acres Mines Limited as at October 1, 1973 and in connection therewith have reviewed such supporting evidence as we considered necessary in the circumstances.

In our opinion the accompanying balance sheet presents fairly the financial position of the company as at October 1, 1973, in accordance with generally accepted accounting principles.

Toronto, Canada,  
October 1, 1973.

"STERN, LASS, SHOOM & CO.",  
Chartered Accountants.

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, R.S.O. 1970 c. 426, as amended and the regulations thereunder.

DATED this 1st day of October, 1973.

"MILTON KLYMAN"  
Chief Executive Officer and Director

"LAWRENCE MURPHY"  
Chief Financial Officer

"IRVING DOBBS"  
Director

"WILFRED WALKER"  
Director

Promoter

M. GREENE & ASSOCIATES LIMITED

Per: "M. GREENE", President

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, R.S.O. 1970, c. 426, as amended, and the regulations thereunder.

Underwriter

M. GREENE & ASSOCIATES LIMITED

Per: "M. GREENE", President