



42A04NW0175 63.3106 KENOGAMING

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INTERNATIONAL NORVALIE MINES LIMITED  
(Incorporated under the laws of the Province of Ontario)

55

FIXED PRICE OFFERING

63.3106

(A) Treasury Offering - 400,000 common shares without par value.

400,000 previously unissued treasury shares of the Corporation are offered hereby. The offering will be carried out on the floor of the Montreal Stock Exchange ("Exchange") at a price and a time to be determined with the approval of the Exchange. The Offering Price will be fixed with the approval of the Exchange after the close of the market on the day before the offering in relation to prior market prices, provided that there has been no interference with the price. The Offering Price will not be higher than the closing price on the day before the Offering, nor lower than 15¢ per share after deduction of commissions and selling expenses, and will not be lower than the discount from market permitted by the Exchange. These maximum discounts are:

25% if the market price is less than 50¢

20¢ if the market price is between 51¢ and \$1.00

18% if the market price is between \$1.00 and \$2.00

The Offering will be made through Bouchard & Co. Ltd. (the "Agent") 18 King Street East, Toronto, and 1015 Beaver Hall Hill, Montreal, Quebec, acting as agent for the Corporation. The agent will be paid commissions at the usual Exchange rate.

The Offering is conditional on the receipt of subscriptions for shares at the Offering Price to provide the treasury of the Corporation with a minimum of \$60,000 (after commissions). If this minimum is not achieved, none of the subscriptions will be accepted as such, and the Offering will be null and void.

If the Offering Price is 15¢ per share, after commissions, it will be necessary to sell all the treasury shares offered hereby for a total of \$60,000 (after commissions).

The purpose of this issue is to provide the Corporation with sufficient funds to defray the costs of carrying out the drilling program recommended by its consulting engineer, to provide the Corporation with a minimum of \$10,000 free working capital and to defray its ordinary operating expenses and the costs of this issue, estimated at \$7,000.

(B) Secondary Offering

In addition, Annett Partners Limited ("Selling Shareholder") will offer 100,000 shares as set out under the heading "Offering", the proceeds of which will not accrue to the Corporation. These shares will be sold by Bouchard & Co. Ltd. as agent for the Selling Shareholder through the facilities of the Montreal Stock Exchange at prevailing market prices from time to time. None of such shares will be offered for sale unless and until the said 400,000 treasury shares have been sold. Both the Treasury and Secondary Offerings will be in distribution in the Provinces of Ontario and Quebec.

For full particulars as to nature and terms of the Treasury and Secondary Offerings reference is made within under the heading "Plan of Distribution".

The shares of the Corporation are listed for trading on the Montreal Stock Exchange. During the last ninety days shares of the Corporation have traded in the range of a low of 15¢ and a high of 21¢.

THESE SHARES ARE SPECULATIVE

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.

The date of this Prospectus is January, 14th., 1974.



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## HISTORY AND BUSINESS

The Corporation

International Norvalie Mines Limited (hereinafter called the "Corporation") was incorporated on the 10th day of April, 1937 by Letters Patent under the provisions of the Corporations Act (Ontario) under the name of Lavalie Mines Limited. Supplementary Letters Patent were issued on March 9, 1946 increasing the authorized capital of the Corporation from \$3,000,000 to \$5,000,000 by the creation of an additional 2,000,000 shares with a par value of \$1.00 each. Further Supplementary Letters Patent were issued on November 25, 1955 changing the name of the Corporation to Norvalie Mines Limited, and re-organizing its capital structure as more particularly set out under the heading "Capitalization". Further Supplementary Letters Patent were issued on December 20, 1965, changing the name of the Corporation to its present name and re-organizing its capital structure as more particularly set out under the heading "Capitalization". By Articles of Amendment effective January 28, 1971, the Corporation changed its issued and unissued shares from shares with a par value of \$1.00 each to shares without par value as more particularly set out under the heading "Capitalization". By Articles of Amendment effective October 16, 1973, the Corporation extended its powers and objects.

The head office of the Corporation is located at Suite 805, 88 University Avenue, Toronto, Ontario.

Since incorporation, the Corporation has engaged in the acquisition and development of mining, oil and gas properties generally.

Properties

(a) Aldborough Township Leases

By an agreement dated September 3, 1973, the Corporation purchased from Annett Partners Limited, Suite 907, 100 Adelaide Street West, Toronto, Ontario, thirteen (13) petroleum and natural gas leases situated in the Township of Aldborough, Elgin County, Ontario. As consideration for the said 13 leases, the Corporation allotted to Annett Partners Limited 750,000 fully-paid shares of the capital stock of the Corporation, all of which were placed in escrow with Guaranty Trust Company of Canada (See heading "Escrowed Shares"). To the knowledge of the signatories hereto, Annett Partners Limited was the only person or corporation to receive more than a 5% interest in the consideration paid by the Corporation.

Annett Partners Limited purchased the said leases outright from Carol Investments Co. Limited on August 27, 1973 for a total consideration of \$15,000. There is no relationship between Annett Partners Limited and Carol Investments Limited other than buyer and seller. Milton Kirsh, 649 Briar Hill Road, Toronto, Ontario, is the only person holding more than a 5% interest in Carol Investments Limited.

All of the leases contain a provision for delay rentals of \$1.00 per acre and a royalty of one-eighth of one per cent on both gas and oil production. They are all located in Aldborough Township, County of Elgin.

Pursuant to an agreement dated April 7, 1969, the Corporation participated in a working option agreement acquired by Dome on a further 11 claims adjoining the said 24 claims in Bourlamaque Township, and the Corporation's 40% share of the aggregate costs and expenses relating to the said working option amounted to \$6,362. Dome agreed to accept 63,617 shares in the capital stock of the Corporation at 10¢ per share in settlement of same. The Corporation subsequently terminated its interest in the said further 11 claims.

The only expenditures made by the Corporation on the said 24 claims during the period 1967 to 1972 were for acreage taxes to keep the claims in good standing. This expenditure amounted to \$5,452.

No work is planned to be done on these claims at the present time.

(c) Kenogaming Township

The Corporation entered into an agreement with Jonsmith Mines Limited, Suite 612, 85 Richmond Street West, Toronto, Ontario ("Jonsmith") dated October 16, 1970, whereby Jonsmith granted to the Corporation a working option on a group of 33 unpatented mining claims in Kenogaming Township, Porcupine Mining Division, Ontario, recorded as follows:

114782-83; 114785-86; 114788-89;  
209871 to 209876 both inclusive;  
282173 to 282181 both inclusive;

124781 to 124784 both inclusive;  
 125292 to 125297 both inclusive;  
 125300 and 125301

The Corporation expended approximately \$11,000 on the drilling of 6 holes on the said claims. On the basis of the results of the programme and because of lack of funds, the Corporation decided not to exercise its option and terminated its interest under the said agreement.

(d) Anadarko Agreement

By Farm-out Agreement dated July 19, 1972 (hereinafter referred to as the "Anadarko Agreement") made between the Corporation and Anadarko Production Company ("Anadarko"), the Corporation reserved the right to earn a 100% working interest in a lease covering certain lands owned by Anadarko in the Province of Alberta (hereinafter referred to as "Scandia property"), more particularly described as follows:

All Sections Twelve (12) and Thirteen (13), Township Fifteen (15), Range Seventeen (17), West of the Fourth Meridian, insofar as it covers rights down to the base of the Banff Horizon of the Mississippian age.

In order to earn the said 100% working interest the Corporation had to drill an earning well on the Sandia property.

By Agreement dated August 30, 1972, made between the Corporation, Mount Jamie Mines (Quebec) Limited N.P.L., Jamie Petroleum Limited, and Lundberg-Tirkanits And Associates Limited ("Tirkanits"), the Corporation assigned its interest in the Anadarko Agreement to Jamie Petroleum Limited ("Jamie")

B. Secondary Offering

Annett Partners Limited are offering 100,000 of its shares of the Corporation (being approximately 10.9% of its total shareholding in the Corporation) by way of a Secondary Offering. These shares will be sold by Bouchard & Co. Ltd., as agent for Annett Partners Limited in the Provinces of Quebec and Ontario, and the agent will be paid a commission at the usual Exchange rate. None of such shares will be offered for sale unless and until the said 400,000 treasury shares have been sold. None of the proceeds from this Secondary Offering will accrue to the Corporation. Douglas Annett, the President and a Director of the Corporation, has a 70% interest in the ownership of Annett Partners Limited. Both the Treasury and Secondary Offerings will be in distribution in the Provinces of Ontario and Quebec.

The following persons have a 5% or greater interest in Bouchard & Co. Ltd.:

J. C. Bouchard	S.A. Moran
G. Messier	J. H. May

MANAGEMENT

The following are the particulars of present management of the Corporation, including their principal occupations during the past five years:

President and  
a Director

Douglas Annett, 51, 7 Sandfield Road, Don Mills, Ontario. Mr. Annett has been a Financial Consultant for more than five years and is President and a Director of Annett Partners Limited.



Secretary-Treasurer  
and a Director

John Thomas Tokarsky, 37,  
90 Peckham Avenue, Willowdale,  
Ontario. Mr. Tokarsky is an  
accountant and corporate secret-  
ary and has been for more than  
five years. He is the owner of  
Tokarsky Corporate Services.

Director

Colin Alexander Campbell, 72,  
30 Ashford Drive, Toronto, Ontario.  
Mr. Campbell is a self-employed  
consulting mining engineer and  
has been for more than the past  
five years.

Director

Donald Alexander Stuart Fraser,  
48, 4, Old George Place, Toronto,  
Ontario. Mr. Fraser has been  
a Professor of Mathematical  
Statistics, University of Toronto,  
for over five years.

Director

Arthur John Fortens, 61, 47 Thorncliffe  
Park Drive, Apt. 2601, Toronto, Ontario  
Mr. Fortens is a corporate accountant  
and has been employed by Louis Cadesky  
Associates (B.C.) Ltd., Toronto,  
Ontario from 1966 to 1970, by Fifth  
Floor Services, Toronto, Ontario, from  
1970 to 1971, and from 1971 to the  
present by Sprucedale Holdings Ltd.,  
Toronto, Ontario.

#### REMUNERATION OF MANAGEMENT

During the last financial period, the Directors and  
officers received no remuneration from the Corporation.

Directors are entitled to be paid a fee of \$50.00 for each  
meeting of the Directors and Shareholders attended. In  
future, Mr. Colin Campbell will be paid a fee of \$50.00 per  
month for providing the Corporation with advice and counsel  
on technical mining matters. Also, Mr. John Tokarsky,  
Secretary-Treasurer, and a Director of the Corporation, will