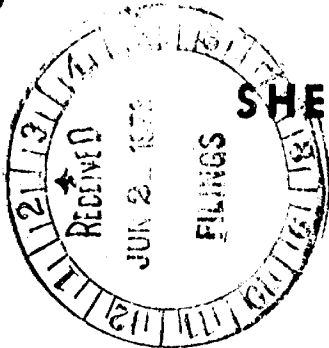




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SHERWIN MINERALS LIMITED

Suite 3205, Toronto-Dominion Bank Tower,
Toronto-Dominion Centre, Toronto, Ontario

COMMON SHARES
No Par Value

J. APPLEBY SECURITIES LIMITED
Underwriter-Optionee



This offering is a new issue of 300,000 shares consisting of 200,000 underwritten shares and 100,000 shares under option as follows:

<u>Firmly Underwritten</u>	<u>Under Option</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
	100,000	25 cents	\$25,000.00	50 cents
200,000	100,000		\$55,000.00	

* There is no obligation upon the Underwriter-Optionee and there is no assurance that any of the optioned shares will be purchased.

The purpose of this offering is to provide the Company with sufficient funds to defray its ordinary operating expenses and the costs of carrying out the exploration and development programs 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 Jack Appleby who is also the Vendor, which will not take place until the Underwriter-Optionee has paid for and distributed to the public the new issue of 300,000 shares. The proceeds from the sale thereof will accrue to the selling shareholder aforementioned and not the treasury of the Company.

The Underwriter-Optionee 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% plus a contribution towards selling costs of 15%, 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 to the public through registered brokers or broker-dealers who will offer them to the public as principals.

There is no market for the shares of the Company.

THESE SHARES ARE SPECULATIVE

Registrar and Transfer Agent

UNITED TRUST COMPANY

21 St. Clair Avenue East, 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 June, 1973.



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HEAD OFFICE

The Head Office of SHERWIN MINERALS LIMITED (hereinafter referred to as the "Company") is Suite 3205, Toronto-Dominion Bank Tower, Toronto-Dominion Centre, Toronto, Ontario.

HISTORY AND BUSINESS

The Company was incorporated under The Business Corporations Act, 1970, by Articles of Incorporation dated April 10, 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 29th day of May, 1973 on which date it entered into an agreement with Jack Appleby, 28 Aldburn Road, Toronto, Ontario, as Vendor, under which it acquired 14 contiguous unpatented mining claims in the Townships of Playfair and McCann in the Larder Lake Mining Division, Province of Ontario described below for 750,000 shares of its share capital to be issued on the filing of an escrow agreement with the Ontario Securities Commission. The claim group cost the Vendor who is also the principal shareholder of the Underwriter-Optionee and Promoter, the sum of approximately \$630.00. If the above claims are abandoned at any time shares held in escrow at the time under the said escrow agreement may be required to be donated to a trustee to hold for the benefit of the Company.

Jack Appleby is the only person or company who has received or is entitled to receive a greater than 5% interest in the above consideration.

Playfair Group Claims

The claims are 14 contiguous unpatented mining claims located in the Townships of Playfair and McCann, more particularly described as follows:

L373218 to 31 inclusive — Covering approximately 560 acres.

The aforementioned claims are being transferred to a trustee to hold on behalf of the Company and are in good standing until May 16, 1974.

The property is located 4 miles west of Ramore on Highway 11 and the Ontario Northland Railroad. It is reached by travelling 1 mile south of Ramore on Highway 11 and west along a concession road 3 miles to Wildgoose River and through the centre of the property by travelling up Wildgoose River.

The following is a summary of the report of Tom Gledhill, B.A., P.Eng., which full report dated the 28th day of May, 1973 is on file in the public files of the Ontario Securities Commission.

The claim group is located in an area of Keewatin volcanics in which several former gold producers are located. It is a worthwhile area to explore.

It is recommended that the property be geologically mapped and surveyed with magnetometer to aid interpretation. Prospecting and surface sampling should follow. If results are encouraging, diamond drilling will follow.

A budget for this work would be:

PHASE A

(1) Linecutting — 16 miles at \$100/mile	\$1,600.00
(2) Mapping — 14 claims at \$200/claim	\$2,800.00
(3) Prospecting and sampling — 1 month	\$4,000.00
	<u>TOTAL: \$8,800.00</u>

PHASE B

Diamond drilling contingent of A above — 1000 feet at \$8/foot	\$8,000.00
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The Company intends to carry out the above recommendations subject to Phase B being recommended by its Consulting Engineer.

There is no evidence of mineralization on the property and therefore the foregoing 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 and the Company is not aware of any previous surface nor underground work done on the mining claims. To the date the Company has done no work on the property.

In order 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 and the cost of this issue are estimated to be \$6,000, 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. Preliminary development expenses will be in the amount of \$16,800.

USE OF PROCEEDS

The net proceeds to be received from the sale of the underwritten shares, after deducting the cost of this issue estimated at \$6,000 will be \$24,000. If all the shares under option are sold, the Company will receive an additional \$25,000. The net proceeds from this offering are to be used to meet the cost of carrying out the preliminary programs of work recommended on the Playfair Group Claims estimated at \$8,800 for Phase A and, if warranted, \$8,000 for Phase B for

a total of \$16,800. Excess monies will form part of the working capital for 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 programs of acquiring, staking, exploring and developing other properties either alone or in consort with others and to generally carry out exploration programs as opportunity and finances 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 May 29, 1973 with J. Appleby Securities Limited (on its own behalf), Suite 102, 837 Eglinton Avenue West, Toronto, Ontario, registered security dealers, hereinafter called the "Underwriter-Optionee", whereunder the Underwriter-Optionee 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

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 this Prospectus, such date being referred to as the "effective date".

The Underwriter-Optionee was also granted the undernoted option to purchase additional shares of the Company.

Optioned Shares

<u>No. of Shares Optioned</u>	<u>Price Per Share</u>	<u>Time Within Which Options Exercisable Calculated from Effective Date</u>
100,000	25 cents	3 months

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

Jack Appleby is the only person having a greater than 5% interest in J. Appleby Securities Limited.

The Company is not aware of any assignment, 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-Optionee 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 Jack Appleby which will not take place until such time as all of the shares underwritten and under option have been paid for and distributed to the public. The 75,000 shares are shares received by him as Vendor. The proceeds from the sale of these shares will accrue to the selling shareholder and not to 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. 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 shareholders 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, pre-emptive rights and there are no special liquidation 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

<u>Designation of Securities</u>	<u>Number Authorized by Articles of Incorporation</u>	<u>Number Outstanding as of May 30, 1973 (date of Balance Sheet contained in Prospectus)</u>	<u>Number Outstanding as of May 30, 1973</u>	<u>Number Outstanding if all securities being issued are sold</u>
Common Shares No Par Value	3,000,000	750,000 (i)	750,000	950,000 (ii)

DOLLAR VALUE

(iii) (\$1,500,000)	(\$75,000)	(\$75,000)	(\$105,000)
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- (i) The 750,000 vendor's shares being issued on the filing of an escrow agreement with the Ontario Securities Commission is included.
- (ii) This figure reflects only the sale of 200,000 underwritten shares and if the 100,000 shares under option are all taken up and paid for the number of shares outstanding would be 1,050,000 and would have a dollar value of \$130,000.
- (iii) Maximum aggregate consideration for which all authorized shares may be sold, unless otherwise determined by resolution of the board of directors of the Company.

ESCROWED SHARES

Certificates representing the 675,000 shares referred to below are to be held in escrow, on their issuance, by United Trust Company, 21 St. Clair Avenue East, 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 May 29, 1973 between the Company, Jack Appleby and United Trust Company, 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.

<u>Designation of Security</u>	<u>Number of Shares Held in Escrow (i)</u>	<u>Percentage of Class (ii)</u>
Common Shares	675,000	71.05%

(i) This figure reflects the release of 75,000 shares from escrow upon the taking down and payment for the underwritten shares.

(ii) Calculated on the basis of there being 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>
Jack Appleby 28 Aldburn Road Toronto, 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

Jack Appleby, 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 of the said 75,000 shares are sold, he will retain 675,000 previously undistributed shares of the Company.

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

<u>Parties</u>	<u>Percentage of Class Before Offering (i)</u>	<u>Percentage of Class After Offering (ii)</u>
Jack Appleby	71.43%	64.29%
Public	28.57%	35.71%

(i) Computed on the basis of the whole of the primary offering of 200,000 shares underwritten and 100,000 shares under option having been taken down and paid for, resulting in 1,050,000 shares being issued and outstanding. Assumes that none of the said underwritten and optioned shares are owned by the principal shareholder.

(ii) Computed on the basis of all 300,000 treasury shares underwritten and under option 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 primary 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. This 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

<u>Name</u>	<u>Address</u>	<u>Position</u>
GERALD ISCOVE is and has been for more than the past five years an Insurance Agent. He is also on the Board of Directors of Spar Holdings & Explorations Limited, Consolidated Boeing Holdings & Explorations Limited and Jarex Mines Limited.	Apartment 401, 650 Eglinton Ave. W., Toronto, Ontario.	President and Director
LAWRENCE MURPHY has been employed since February 1st, 1967 by Industracorp Services Ltd., 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 Ltd. and Jarex Mines Limited.	23 Elmont Drive, Toronto, Ontario.	Secretary-Treasurer

GORDON STULBERG has been self-employed as a manufacturers agent for the past twenty years. He is also associated with Jarex Mines Limited.

5 Banton Road,
Downsview, Ontario.

Director

THOMAS WALTER DENT, P.Eng., B.Sc., has since March 1967 until March 1968 been Assistant Editor of the Northern Miner. From June 1968 until May 1969 he has been Mine Manager of Manridge Mines and since June 1969 has been employed as a consulting geologist.

36 Castle Frank Road,
Toronto, Ontario.

Director

REMUNERATION OF DIRECTORS AND SENIOR OFFICERS

No director or senior officer of the Company has received any remuneration as such since incorporation and it is not intended to pay them any during the current financial year except that the 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.

PROMOTER

J. Appleby Securities Limited, who is the Underwriter-Optionee is also the Promoter of the Company. Jack Appleby, the Vendor, is the principal shareholder of the Promoter and vended the Playfair Group Claims to the Company for 750,000 shares of its share capital which were allotted at an arbitrary value of 10¢ per share for a total of \$75,000 which amount does not bear any correlation to the actual worth of the property which was acquired by the Vendor at a cost of approximately \$630.00 since the claims are completely unproven and it was impossible to assign any value thereto. The valuation of 10¢ 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 May 29, 1973 where Jack Appleby sold the Playfair Group Claims to the Company for 750,000 shares. Reference is also made to the heading "Offering" and the agreement dated May 29, 1973 entered into between the Company and J. Appleby Securities Limited relating to the underwriting of shares of the Company.

AUDITORS

The auditors of the Company are Stern, Lass, Shoom & Co., 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 the 29th day of May, 1973 between Jack Appleby and the Company, whereunder the Company acquired Playfair Group Claims, the same being referred to under the heading "History and Business".
2. Agreement dated the 29th day of May, 1973 with J. Appleby Securities Limited and relating to the underwriting of shares of the Company, the same being referred to under the heading "Offering".
3. Agreement dated the 29th day of May, 1973 between Jack Appleby, the Company and United Trust Company relating to the escrowed shares as referred to under the heading "Escrowed Shares".

During the primary 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.

AUDITORS' REPORT

We have examined the balance sheet of Sherwin Minerals Limited as at May 30, 1973, and have received all the information and explanations which we required.

The accompanying balance sheet is, in our opinion, drawn up in accordance with generally accepted accounting principles so as to present fairly the financial position of the company as at May 30, 1973, according to the best of our information, the explanations given to us and as shown by the books of the company.

"Stern, Lass, Shoom & Co."

Toronto, Canada,
May 31, 1973.

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

SHERWIN MINERALS LIMITED

BALANCE SHEET AS AT MAY 30, 1973

ASSETS

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

LIABILITIES

Current	
Accounts payable and accrued liabilities (estimated)	\$ 6,000

CAPITAL

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

Note: By agreement dated May 29, 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 ("effective date") and in consideration thereof, has granted the following option on additional shares:

100,000 shares @ 25¢ per share, payable within 3 months of "effective date".

Approved on behalf of the Board of Directors:

"GERALD ISCOVE", Director

"THOMAS WALTER DENT", Director

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 the 1st day of June, 1973.

"GERALD ISCOVE"
Chief Executive Officer and Director

"LAWRENCE MURPHY"
Chief Financial Officer

"GORDON STULBERG"
Director

"THOMAS WALTER DENT"
Director

Promoter

J. APPLEBY SECURITIES LIMITED

Per: "JACK APPLEBY", 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-Optionee

J. APPLEBY SECURITIES LIMITED

Per: "JACK APPLEBY", President

S.S.

AMENDMENT NO. 1

to the Prospectus dated June 1, 1973

SHERWIN MINERALS LIMITED

Suite 3205, Toronto-Dominion Bank Tower
Toronto-Dominion Centre, Toronto, Ontario



Common Shares
(No Par Value)

J. APPLEBY SECURITIES LIMITED

Underwriter-Optionee

This offering is a new issue of 300,000 shares consisting of 200,000 underwritten shares and 100,000 shares under option as follows:

<u>Firmly Underwritten</u>	<u>Under Option</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
	100,000	25 cents	\$25,000.00	50 cents
200,000	100,000		\$55,000.00	

* The Underwriter-Optionee has taken down and paid for the entire new offering but 45,650 of these shares have not been distributed to the public.

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

SECONDARY OFFERING

There is also a secondary offering of 75,000 shares owned by Jack Appleby who is also the Vendor, which will not take place until the Underwriter-Optionee has paid for and distributed to the public the new issue of 300,000 shares. The proceeds from the sale thereof will accrue to the selling shareholder aforementioned and not the treasury of the Company.

The Underwriter-Optionee 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% plus a contribution towards selling costs of 15%, 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 to the public through registered brokers or broker-dealers who will offer them to the public as principals.

There is no market for the shares of the Company.

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.

This Amendment No. 1 is dated the 14th day of September, 1973.

The Prospectus dated June 1, 1973 is hereby revised as follows:

HISTORY AND BUSINESS

The following is added to the subheading "Playfair Group Claims" on pages 1 and 2 of the Prospectus:

The Company has entered into a contract to carry out the linecutting, mapping, prospecting and sampling in the amount of \$8,200 set out as Phase A in the recommendations of the Consulting Engineer contained in his summary on pages 1 and 2 of the Prospectus.

CAPITALIZATION

The information under the heading "Capitalization" on page 4 of the Prospectus is hereby deleted and the following substituted therefor:

<u>Designation of Securities</u>	<u>Number Authorized by Articles of Incorporation</u>	<u>Number Outstanding as of May 30, 1973 (date of Balance Sheet contained in Prospectus)</u>	<u>Number Outstanding as of Sept. 14, 1973</u>	<u>Number Outstanding if all securities being issued are sold</u>
Common Shares No Par Value	3,000,000	750,000	1,050,000	1,050,000
	DOLLAR VALUE			
	(i) (\$1,500,000)	(\$75,000)	(\$130,000)	(\$130,000)

(i) Maximum aggregate consideration for which all authorized shares may be sold.

MANAGEMENT

The information under the heading "Management" on pages 6 and 7 of the Prospectus is hereby revised to reflect that Thomas Walter Dent resigned as a Director of the Company on September 4, 1973 and that Thomas Richard Heale, 431 Crosby Avenue, Richmond Hill, Ontario, was appointed a Director of the Company in his place.

Mr. Heale is a Consulting Geologist and from 1968 to 1969 he was employed as a Consulting Geologist by G. H. D. Consultants Limited, Toronto. From 1969 to 1971 he was employed as Mine Manager of Australian Antimony Corporation, Australia, and from 1971 to the present time has been self-employed as a Consulting Geologist.

The foregoing along with the Prospectus of the Company dated June 1, 1973, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the Prospectus and this Amendment as required by Part VII of The Securities Act (Ontario) R.S.O. 1970 c. 426, as amended, and the regulations thereunder.

DATED the 14th day of September, 1973.

"GERALD ISCOVE"
Chief Executive Officer and Director

"LAWRENCE MURPHY"
Chief Financial Officer

"GORDON STULBERG"
Director

"THOMAS RICHARD HEALE"
Director

Promoter

J. APPLEBY SECURITIES LIMITED

Per: "JACK APPLEBY", President

To the best of our knowledge, information and belief, the foregoing along with the Prospectus of the Company dated June 1, 1973, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the Prospectus and this Amendment as required by The Securities Act (Ontario) R.S.O. 1970 c. 426, as amended, and the regulations thereunder.

Underwriter-Optionee
J. APPLEBY SECURITIES LIMITED

Per: "JACK APPLEBY", President



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REPORT ON
PLAYFAIR TOWNSHIP
CLAIM GROUP
SHERWIN MINERALS LIMITED

May 28, 1973.

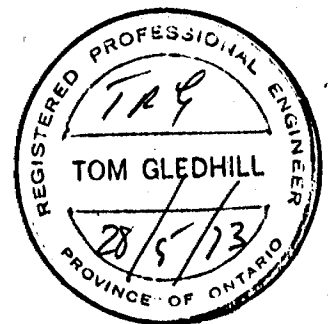
Report on
Playfair Township
Claim Group
Sherwin Minerals Limited

SUMMARY

Sherwin Minerals Limited holds 14 contiguous unpatented mining claims in lots 12 and 13, concession IV Playfair and lot 1, range IV McCann Townships. Earlier work for gold in this property has been reported.

It is recommended that the property be mapped and surveyed with magnetometer. Prospecting and trenching should be carried out and if encouragement for further work is obtained, diamond drilling should then follow. Such a programme would cost \$16,800.

Tom Gledhill



Report on
Playfair Township
Claim Group
Sherwin Minerals Limited

I. INTRODUCTION

The company holds a group of 14 contiguous unpatented mining claims in Playfair and McCann Townships. The area was very active in 1930 with gold exploration. With renewed interest in gold, the company's property should be assessed for gold potential.

II. PROPERTY, LOCATION AND ACCESS

The property comprises 14 contiguous unpatented mining claims in Playfair and McCann Townships as follows:

L 373219 - 31 inclusive (14 claims)
560 acres approximately

being	N 1/2 lot 12)	
	NW 1/4 of S 1/2 lot 12)	
	N 1/2 lot 13)	Concession IV Playfair Twp.
	N 1/2 of S 1/2 lot 13)	
	NE 1/2 of S 1/2 lot 1)	
	N 1/2 of lot 1)	Concession IV McCann Twp.

The property is located four miles west of Ramore on Highway #11 and the Ontario Northland Railroad. It is reached by travelling one mile south of Ramore on Highway #11 and then west along a concession road

three miles to Wildgoose River and then through the centre of the property by travelling up Wildgoose River.

III. GENERAL GEOLOGY

The rocks of the area are Keewatin greenstone intruded younger granites, porphyries and diabase dykes. The trend of the volcanics is east-west. An airborne magnetic high occurs over the claim group. The property is over half overburden covered.

IV. ECONOMIC GEOLOGY

Gold is the only metal of economic interest in the area. It occurs as native gold, or with sulphides in or around granite intrusives, prophyry and syenite bodies. Exploration is carried out by mapping and surface trenching and sampling followed by diamond drilling.

H. S. Moore's report (ODM Vol. XLV Part VI, 1936) indicated that the area was explored by Noranda Mines Limited in 1930's but gave no details.

V. CONCLUSIONS AND RECOMMENDATIONS

The claim group is located in an area of Keewatin volcanics in which several former gold producers are located. It is a worthwhile area to explore.

It is recommended that the property be geologically mapped and surveyed with magnetometer to aid interpretation. Prospecting and surface sampling should follow. If results are encouraging, diamond drilling will follow.

A budget for this work would be:


Phase A

(1) Linecutting	16 miles at \$100/mile	\$1,600.00
(2) Mapping	14 claims at \$200/claim	2,800.00
(3) Prospecting & sampling	- 1 month	<u>4,000.00</u>
	Total	\$8,800.00

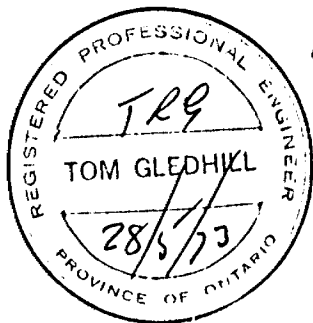
Phase B

Diamond drilling contingent of A above		
1000 feet at \$8/foot		\$8,000.00

Respectfully submitted,


Tom Gledhill, B.A., P.Eng.

May 28, 1973



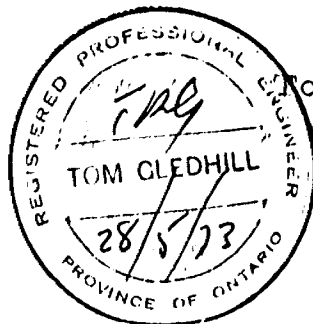
CERTIFICATE

I, Tom Gledhill of the Borough of North York in the Province of Ontario hereby certify:

1. That I am a practicing Professional Engineer with offices at 21 Sandalwood Place, Don Mills, Ontario.
2. That I am a graduate of the University of Toronto and hold a degree in Physics and Geology and I am a member of the Association of Professional Engineers of the Province of Ontario. I have been practicing my profession for over fifteen years.
3. That I do not have either directly or indirectly, nor do I expect to receive either directly or indirectly, any interest in the properties or securities of Sherwin Minerals Limited.
4. That the accompanying report was prepared on the basis of a study of the following reports and maps:
 - (a) Available Government Maps and assessment files
 - (b) Ontario Department of Mines Vol. XLV, part VI, 1936
 - (c) Personal visits to the area over the last 14 years but not to this specific property
5. That this certificate applies to properties in Playfair and McCann Townships, Larder Lake Mining Division, Ontario.

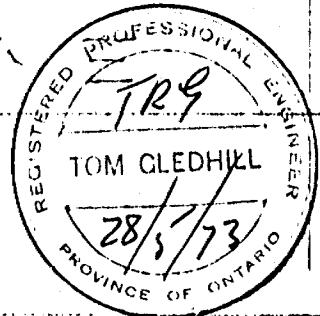
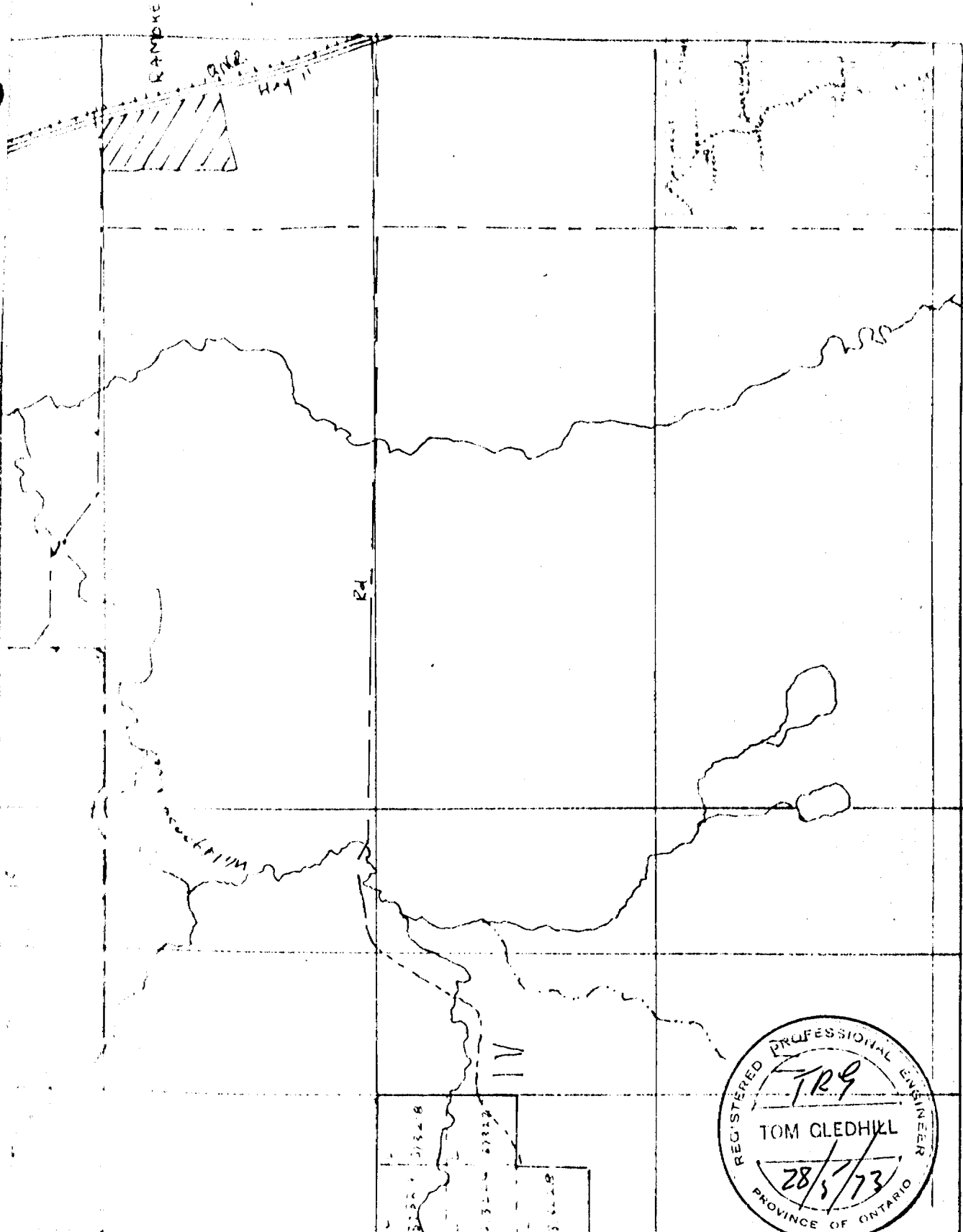
Dated at Don Mills, Ontario this 28th day of May 1973.

May 28th, 1973.



Tom Gledhill

Tom Gledhill, B.A., P.Eng.

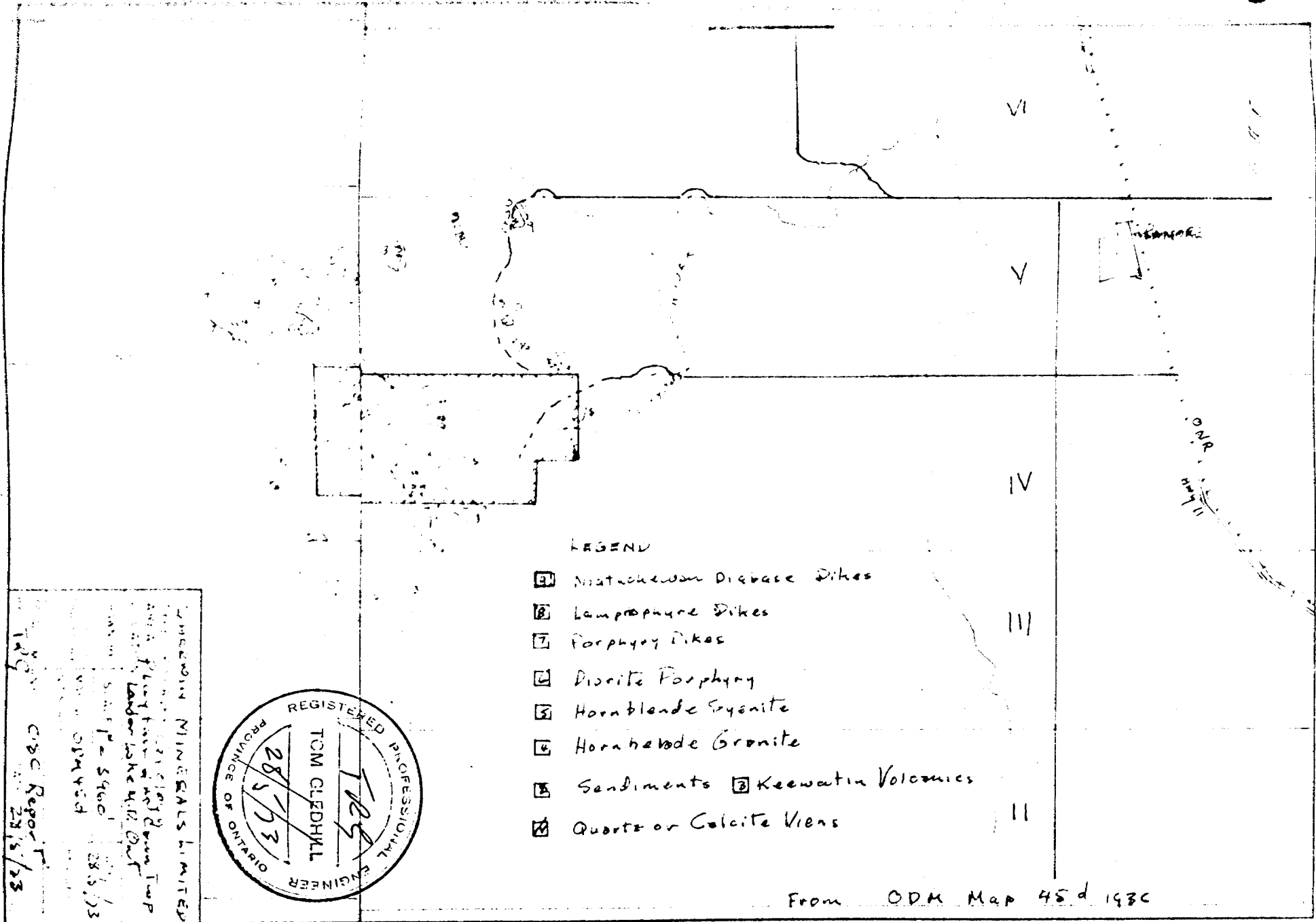


McCom Top
 DAY FAIR TOP
 27344 25324 21220 21524 21548
 21524 21524 21524 21524 21524
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SHEARIN MINERALS LIMITED
 TYPE OF WORK: CLAIM MAP
 AREA: 150 Yards Top
 LOCATION: Lower Lake M. Ont.

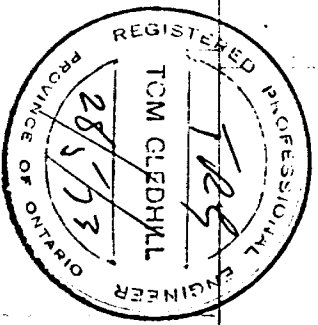
DRAWN BY: TRG	SCALE: 1" = 200'	DATE: 28/5/73
CHECKED BY: TRG	DATE: 28/5/73	REVISED:

28/5/73
 TRG



LEGEND

- ① Matchewan Diabase Dikes
- ② Lamprophyre Dikes
- ③ Porphyry Dikes
- ④ Discrete Porphyry
- ⑤ Hornblende Syenite
- ⑥ Hornblende Granite
- ⑦ Sandiments
- ⑧ Keewatin Volcanics
- ⑨ Quartz or Calcite Veins



EMERSON MINERALS LIMITED
 2350 Main Street
 London Ontario N6A 1K1
 CIBC Report
 28/5/23

From O.P.M. Map 45d 1930