

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 not, and under no circumstances is it to be construed as a public offering of shares for sale in the United States of America or in the territories or possessions thereof.*

013234

NEW ISSUE

**Offering: 200,000 Shares**

**SPHERE DEVELOPMENT CORPORATION LTD. (N.P.L.)**

(Incorporated under the laws of the Province of British Columbia)

Authorized Capital:

\$5,000,000.00 divided into 10,000,000 shares with a nominal or par value of 50c each.

Registrar and Transfer Agent:

NATIONAL TRUST COMPANY LIMITED

Directors:

H. ALEXANDER BRIDEN

RONALD H. D. PHILP

S. DAVID ANFIELD

ROBERT A. POLLOCK

Solicitors:

ANFIELD & COMPANY

**A Purchase of the Securities Offered by this Prospectus Must Be Considered a Speculation.**

**We, as agents offer these shares for sale at a price of \$1.00 per share.**

We reserve the right to accept applications for these shares in whole or in part or to reject any application and to withdraw this offer at any time without prior notice.

**McLAUGHLIN, BRIDEN & ASSOCIATES LTD.**

848 West Hastings Street, Vancouver 1, British Columbia

# **SPHERE DEVELOPMENT CORPORATION LTD. (N.P.L.)**

846 West Hastings Street, Vancouver 1, B.C.

December 7, 1966

McLaughlin, Briden & Associates Ltd.,  
848 West Hastings Street,  
Vancouver, B.C.

Attention: D. W. McLaughlin, Esq.

Dear Sirs:

In relation to your proposed offering of shares of Sphere Development Corporation Ltd. (N.P.L.) (hereinafter called "the Company") we are pleased to supply you with the following information:

## **THE COMPANY:**

The Company was incorporated on the 9th day of May, 1966, under the Companies Act of the Province of British Columbia as a private company, and converted to a public company on the 7th day of December, 1966.

## **CAPITALIZATION:**

The authorized capital of the Company is \$5,000,000.00 divided into 10,000,000 shares with a nominal or par value of 50c each, of which 769,502 shares are issued and outstanding at the present time.

750,000 shares were issued for properties acquired by the Company in the Yukon Territory, and the owners of these shares have agreed to surrender 3,200 shares back to the treasury of the Company by way of gift. 19,502 shares have been issued for cash at 50c per share.

## **PROPERTY HOLDINGS:**

The Company holds 138 recorded mineral claims in the Dawson Mining District of the Yukon Territory, covering approximately 65,000 acres. A full description of the Company's properties is set forth in the Report of Gordon P. E. White, P.Eng. dated the 20th day of October, 1966, which is attached to the Company's Prospectus. The recorded claims are adjacent to Cassiar Asbestos Ltd.'s Clinton Creek deposit, which is currently being brought to production.

The Company holds an option to acquire thirty claims from F. Caley et al, in the Dawson Mining District of the Yukon Territory. On these optioned claims, there is approximately 1,000,000 tons of outlined asbestos ore, high-grade Group IV.

## **PURPOSE OF ISSUE:**

The proceeds of the proposed offering of 200,000 shares at \$1.00 per share (after payment of commissions) will provide the Company with the necessary funds to carry out work on the Company's property holdings, as recommended by Gordon P. E. White, P.Eng. in his said Report.

## **CONCLUSIONS:**

The large holdings of the Company, strategically located near a large proven deposit now going into production, and the fact that the Company, on the optioned claims, has 1,000,000 tons of ore outlined, makes this offering, in our opinion, an attractive speculation.

However, further work and exploration will be necessary to calculate the full potential of the Company's holdings. For this reason, the Company's shares must be considered a speculation. It is the Company's intention to carry out an aggressive exploration program.

Yours very truly,

SPHERE DEVELOPMENT CORPORATION LTD. (N.P.L.)

Per: (Signed) R. H. D. PHILP, Executive Vice-President.

# ENGINEER'S REPORT

## REPORT ON SPHERE DEVELOPMENT CORPORATION LTD. CLINTON AND CASSIAR CREEK ASBESTOS AREAS, YUKON TERRITORY

by  
**GORDON P. E. WHITE**

October 20, 1966

### SUMMARY

Recent developments in the area west of Dawson City in the Yukon Territory have proven the presence of at least one asbestos ore-body, currently being prepared for production by Cassiar Asbestos Corporation Ltd.

Sphere Development Corporation Ltd. has been active in the acquisition of claims in the area as well as optioning one property (Caley) which has one million tons proven of medium to high grade Group 4 milling asbestos fibre.

On most of the claim groups held by location, the presence of serpentine and/or magnetic anomalies is known to exist and on three groups occurrences of chrysotile asbestos have been located by preliminary work carried out by Sphere Development Corporation.

Good possibilities exist for locating additional asbestos deposits of economic size and grade in the area. Considerably more work is required in the district to fully assess the total asbestos potential.

### INTRODUCTION

Sphere Development Corporation Ltd. holds 138 claims by location, and 30 claims under option in the Dawson Mining Division of the Yukon Territory. Four separate claim groups consisting of a total of 93 claims are located within three miles of the Clinton Creek property currently being readied for production by Cassiar Asbestos Corporation Ltd., while a fifth group of 45 claims lies 23 miles north-west of Dawson City.

Serpentine outcrop and/or float has been reported on four of the five claim groups held by Sphere Development Corporation Ltd. Preliminary geophysical surveys indicate serpentine masses to underlie each of the claim groups, and reconnaissance prospecting has located chrysotile asbestos on the "MON," "CHIN," and "W.C." groups.

The information for this report has been compiled from a number of published and unpublished reports, as well as data supplied by the Directors of Sphere Development Corporation Ltd. who have carried out preliminary prospecting and exploration on these properties. The author has not visited the properties under discussion.

### LOCATION AND ACCESS

The Caley option and the Woodchopper Creek claim group are approximately 25 miles north-west of Dawson City. A nine mile access road to the Caley property from Mile 31 on the Sixtymile Road is presently in need of repair. The Woodchopper Creek group is accessible from the Yukon River as well as being connected to the Sixtymile Road by an existing road, presently impassable. The remaining four groups are approximately 50 miles north-west of Dawson City. Short access roads would be required from the Clinton Creek Mine development road. An airstrip has also been built to service the Clinton Creek property.

Dawson City is connected by all-weather roads to Fairbanks, Alaska, and to Whitehorse in the Yukon Territory; it is also served by a regular commercial airline.

### TOPOGRAPHY AND VEGETATION

As indicated from aerial photography and the Canada Topographic Sheet (116B), the country has gentle, rolling hills, seldom exceeding 600 feet in relief. Stream valleys are steep sided. Elevations range from 1,000 feet to 4,400 feet above sea level.

Timber on the crowns of the hills is stunted and sparse, but in the more protected low lying areas ample timber is available for mining requirements.

## CLIMATE

Winters are long and severe, with break-up on the Yukon River at Dawson generally occurring in May, and freeze-up occurring in late October or early November. Permafrost prevails on north facing slopes, and in sheltered areas.

## HISTORY

Mr. F. Caley and associates of Dawson City were active in this area during the 1950's, and staked the present Clinton Creek deposit as well as the original claims on Cassiar Creek in 1956 which are now under option to Sphere Development Corporation Ltd.

Cassiar Asbestos Corporation Ltd. optioned both properties and in 1959, on the Caley option, bulk sampled and drove two adits for a total length of 1,180 feet in addition to considerable surface trenching. Subsequently their option on the Caley property was terminated.

During 1963 and 1964 Canadian Johns-Manville optioned the same property (Caley) and performed regional and detailed geological surveys, magnetometer and barometer surveys, approximately 9,000 feet of surface stripping, and 2,000 feet of diamond drilling in 12 short holes. Canadian Johns-Manville was attempting to locate an extension or repetition of the ore-body outlined by Cassiar Asbestos and, based on the results of this program, the geologist in charge suggested a further exploration program. However, the termination of the option precluded the completion of this exploration program and the property is currently under option to Sphere Development Corporation Ltd. In addition to acquiring the Caley option, Sphere Development Corporation Ltd., after carrying out preliminary geological and magnetometer surveys, staked five separate claim groups totalling 138 claims in the area.

## GENERAL GEOLOGY

The following table lists the various rock types found in the Yukon River Valley to the west of Dawson City:

**TABLE OF FORMATIONS**

Recent	Gravels
Cretaceous	Granodiorite, quartz-monzonite
Age uncertain	Serpentine and associated greenstones and basalts
Age uncertain	Metasediments with minor igneous rocks. The sediments include schists, gneisses, quartzites, crystalline limestones.

This is one of the few areas in Canada which shows no evidence of glaciation. The overburden is relatively thin although extensive and, correspondingly, outcrops are infrequent.

Acid igneous rocks occur as small stocks and the serpentine bodies probably occur as sills within the metamorphosed sediments, although this relationship is not certain due to the lack of published geological work.

Chrysotile asbestos is found in the serpentinized ultrabasic rocks which consist principally of dunite and peridotite. Magnetite, which occurs throughout the ultrabasic rocks, is commonly concentrated along the asbestos veins.

The age and thickness of the complex of metamorphosed sediments is unknown, although a late pre Cambrian or early Paleozoic age has been suggested from lithological similarity (Green & Roddick, 1962). The complex consists predominantly of metamorphosed argillaceous, calcareous and siliceous sediments along with minor igneous rocks.

## CONCLUSIONS AND RECOMMENDATIONS

The favorable regional geology, the strengthening market for asbestos, combined with the presence of a commercial asbestos ore-body being readied for production within the immediate vicinity makes this an attractive area for further exploration.

Preliminary work by Sphere Development Corporation Ltd. has established the presence of serpentine and magnetic anomalies on their various claim groups. Also, work by previous operators outlined a proven one million tons of medium to high grade Group 4 milling fibre.

A magnetometer can be used effectively to outline the serpentine masses, and to locate possible asbestos bearing zones within these serpentine masses. Therefore, access roads should be constructed and base camps estab-

lished in the Woodchopper Creek, Cassiar Creek and Clinton Creek areas. On all five groups held by location a program of line-cutting, magnetometer surveys, geological mapping and stripping should be initiated to be followed by diamond drilling. On the Caley property, line-cutting, magnetometer surveys, geological mapping, bulk sampling, stripping and diamond drilling should be carried out.

The following expenditures are required:

<b>Caley Property</b>	<b>Estimated cost</b>	
1. Bulldozer .....	\$ 10,000.00	
2. Line-cutting .....	17,000.00	
3. Magnetometer survey .....	15,000.00	
4. Geological mapping .....	3,000.00	
5. Bulk sampling .....	4,000.00	
6. Check drilling .....	11,000.00	
7. Base camp .....	<u>3,000.00</u>	\$ 63,000.00
 <b>Claim Groups</b>		
1. Line-cutting .....	33,000.00	
2. Magnetometer survey .....	27,000.00	
3. Bulldozer .....	13,000.00	
4. Geological mapping .....	8,000.00	
5. Diamond drilling \$12.00/foot .....	108,000.00	
6. Base camp, transportation .....	6,000.00	
7. Contingencies .....	<u>3,000.00</u>	198,000.00
		<u>\$261,000.00</u>

Respectfully submitted,  
(Signed) Gordon P. E. White, P.Eng.  
Consulting Geologist.

#### CLAIMS HELD BY SPHERE DEVELOPMENT CORPORATION LTD.

Name	Number	Name	Number
W.C. ....	1 - 45 incl.	CLIN .....	1 - 8 incl.
BIG .....	1 - 11 incl., and 13 - 20 incl.	CHIN .....	1 - 9 incl.
GIB .....	1 - 22 incl.	TON .....	1 - 15 incl.
EAST .....	1 - 8 incl.	MON .....	1 - 12 incl.

#### BIBLIOGRAPHY

- |    |  |      |  |
|----|--|------|--|
| 1. | Cassiar Asbestos Corporation Ltd. .... | 1965 | Fourteenth Annual Report.  |
| 2. | Christian, J. D. ....                  | 1966 | Pres., Cassiar Asbestos Corporation Ltd. "The Development of the Clinton Creek Asbestos Deposit and its effect on the Yukon." Talk given to Northern Resources Conference March 23 - 25, 1966. |
| 3. | Conn, H. K. ....                       | 1957 | "Magnetic Prospecting for Asbestos Deposits." 6th Commonwealth Mining & Metallurgical Congress.  |

- |    |                                     |      |   |
|----|-------------------------------------|------|---|
| 4. | Green, L. H., & Godwin, C. T. ....  | 1963 | Paper 64-36 G.S.C. "The Mineral Industry of Yukon Territory and Southwestern District of MacKenzie, Northwest Territories." |
| 5. | Green, L. H., & Roddick, J. A. .... | 1962 | Paper 62-7, G.S.C. "Dawson, Larsen Creek, and Nash Creek Map Areas, Yukon Territory."                                       |
| 6. | Janes, R. H. ....                   | 1964 | Report on the Caley property for Canadian Johns-Manville.   |
| 7. | Low, J. H. ....                     | 1957 | "Magnetic Prospecting Methods in Asbestos Exploration." 6th Commonwealth Mining & Metallurgical Congress.                   |
| 8. | Plumb, W. N. ....                   | 1959 | Chief Geologist, Cassiar Asbestos Corporation Ltd. Report on the Caley Asbestos Property.                                   |

## CERTIFICATE

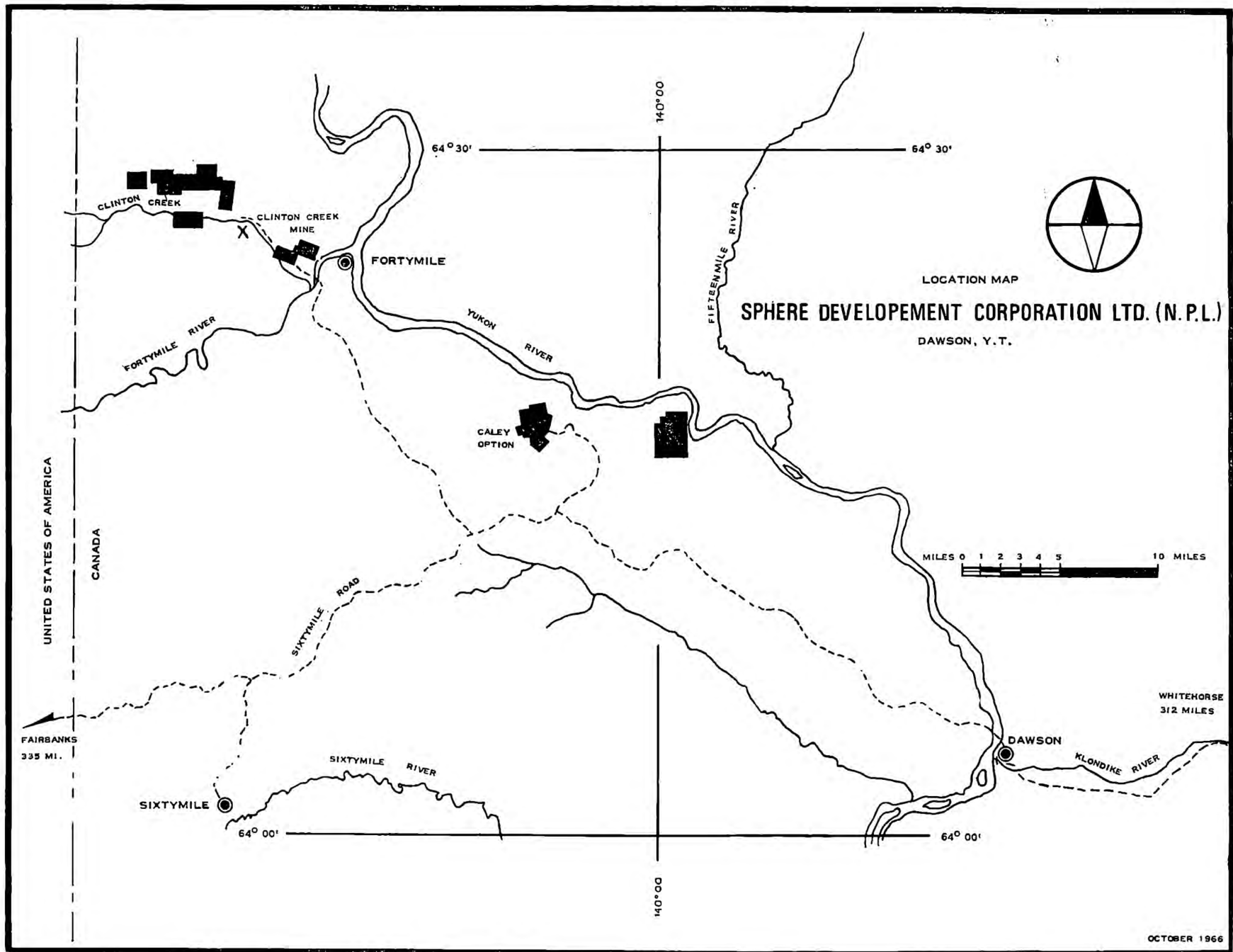
I, GORDON PATRICK EARL WHITE, of the Municipality of West Vancouver, in the Province of British Columbia,

### HEREBY CERTIFY:

1. THAT I am a registered Professional Engineer in the Province of British Columbia;
2. THAT I am a graduate of the University of New Brunswick with a degree of Bachelor of Science (1953);
3. THAT I am a Consulting Geologist, and my address is 2975 Altamont Crescent, West Vancouver, B. C.
4. THAT I have not visited the properties discussed in this report;
5. THAT I have practised as a geologist for more than 13 years. During the past six years I was employed as head geologist for the Continental Ore Corporation of New York City. In this capacity I have examined and reported on prospects and mines in Quebec, Ontario, British Columbia, Ethiopia, Kenya, Uganda, Tanzania, Zambia, Rhodesia, South Africa, German South West Africa as well as the U.S.A. and Mexico. In the course of this work I have examined properties containing most types of mineral deposits. Previous to this period I was employed by J. C. Sproule & Associates for two years. Prior to this two year period I consulted as a geologist in Salisbury, Southern Rhodesia.
6. THAT I have no interest, direct or indirect in any Company acquiring or intending to acquire control, nor do I expect to have any interest in the Sphere Development Corporation Ltd. Nor do I have any interest in the claims direct or indirect referred to in this report.

DATED at West Vancouver this 21st day of October, 1966.

(Signed) GORDON P. E. WHITE, P.Eng.



# SPHERE DEVELOPMENT CORPORATION LTD. (N.P.L.)

BALANCE SHEET AS AT OCTOBER 31, 1966

## ASSETS

Cash.....		\$ 2,808.53
Mineral claims, at cost:		
Attributed value of 750,000 shares issued.....	\$375,000.00	
Cash payments.....	<u>3,363.50</u>	378,363.50
Option to acquire mineral claims, at cost (see note).....		1,217.50
Preliminary administrative expense.....		178.58
Incorporation expense.....		<u>2,207.82</u>
		<u>\$384,775.93</u>

## LIABILITIES AND SHARE CAPITAL

Account payable.....		\$ 24.93
Share capital		
Authorized		
10,000,000 shares with a nominal or par value of 50c each		
Issued and fully paid		
19,502 shares for cash.....	\$ 9,751.00	
750,000 shares for mineral claims.....	<u>375,000.00</u>	384,751.00
		<u>\$384,775.93</u>

Approved on behalf of the Board:

(Signed) R. PHILP, Director

(Signed) S. DAVID ANFIELD, Director

Note:

The company has an option to acquire certain mineral claims for the following additional consideration:

- (i) Payments of \$100.00 per month until the claims are brought into commercial production; then
- (ii) Payments of \$10,000.00 per year for five years commencing at the end of the first year of commercial production, and
- (iii) The allotment and issuance of 100,000 fully paid and non-assessable shares in the capital stock of a new corporation to which the company's rights in the said claims shall be assigned and transferred.

## AUDITORS' REPORT

To the Shareholders of  
Sphere Development Corporation Ltd.  
(Non-Personal Liability)

We have examined the balance sheet of Sphere Development Corporation Ltd. (Non-Personal Liability) as at October 31, 1966. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion, the above balance sheet presents fairly the financial position of the company as at October 31, 1966 in accordance with generally accepted accounting principles.

Vancouver, B.C.  
November 14, 1966

(Signed) GUNDERSON, STOKES, WALTON & CO.  
Chartered Accountants.

## STATUTORY INFORMATION

(a) Sphere Development Corporation Ltd. (N.P.L.) (hereinafter called "the Company") has its head office at 848 West Hastings Street, in the City of Vancouver, Province of British Columbia, and its registered office at 201 — 846 West Hastings Street, in the said City of Vancouver.

(b) The Company was incorporated on the 9th day of May, 1966 under the laws of the Province of British Columbia by Memorandum of Association. The Company was incorporated as a private company and converted to a public company on the 7th day of December, 1966.

(c) There have been no amendments to the Memorandum of Association.

(d) The full names, occupations and home addresses of each of the Directors are:

Name	Occupation	Address
H. ALEXANDER BRIDEN, .....	Geologist.....	3790 Southridge, West Vancouver, B. C.
S. DAVID ANFIELD, .....	Barrister and Solicitor.....	2010 Queens Avenue, West Vancouver, B. C.
RONALD H. D. PHILP, .....	Geologist.....	812 Blundell Road, Richmond, B. C.
ROBERT A. POLLOCK, .....	Executive.....	5712 Olympic Street, Vancouver, B. C.

The promoter of the Company may be considered to be Ronald H. D. Philp of 812 Blundell Road, Richmond, B. C.

(e) The Auditor of the Company is:  
Messrs. Gunderson, Stokes, Walton & Co.  
Chartered Accountants  
475 Howe Street,  
Vancouver 1, B. C.

(f) The Registrar and Transfer Agent for the Company is:  
National Trust Company, Limited,  
510 Burrard Street,  
Vancouver 1, B. C.

(g) The authorized capital of the Company is Five Million Dollars (\$5,000,000.00) divided into Ten Million (10,000,000) shares with a nominal or par value of Fifty Cents (50c) each. There is only one class of shares authorized. The subscribed, issued and paid up capital is 769,502 shares.

(h) The Company has not created or issued any bonds or debentures, nor does it propose to do so, and no bonds or debentures are offered by this Prospectus.

(i) 750,000 shares of the capital stock of the Company are deposited in escrow with the National Trust Company, Limited, Vancouver, B. C. pursuant to the terms of an escrow agreement. The escrow agreement provides that these shares may not be traded or dealt with in any manner whatsoever, or released, without the written consent of the Superintendent of Brokers for the Province of British Columbia. Further, if the Company loses or does not obtain a good and marketable title to or abandons or discontinues development of any of the property which was or formed part of the consideration for any of its securities in escrow, or if the property is found to be not as represented, immediate notice thereof shall be given to the Superintendent of Brokers, and there shall be surrendered by way of gift to the Company for cancellation such number of escrow shares as the Superintendent of Brokers in his sole discretion deems fair and equitable, or in such manner or proportion as the Superintendent of Brokers may direct.

(j) The Company has sold the following shares for cash to date:

Number of Shares	Price per Share	Discount	Total Cash Received
19,502	50c	Nil	\$9,751.00

No commissions have been paid on the allotment and issue of any of the above described shares.

(k) No securities other than shares have been sold for cash to date.

(l) Ronald H. D. Philp, of 812 Blundell Road, Richmond, B. C., the Promoter of the Company, has received 160,000 shares in the capital stock of the Company as fully paid and non-assessable. All together a total of 750,000 shares of the capital stock of the Company were issued to the Vendors of the mineral claims described in paragraph (m) (i) (a) herein, including the 160,000 shares allotted to Ronald H. D. Philp. Further, the sum of \$1,200.00 has been paid by the Company to the Optionors of the mineral claims more particularly described in paragraph (m) (i) (b) herein. Since the date of allotment of the 750,000 shares, the owners of 3,200 of these shares have surrendered same to the Company by way of gift. A resolution authorizing cancellation of the said 3,200 shares will be presented to the Company's next general meeting of shareholders.

(m) (i) (a) The Company is the recorded owner of the following mineral claims situate in the Dawson Mining District of the Yukon Territory (hereinafter called "the said claims"):

Name of Claim	Record No.
W.C. No. 1 - No. 45 incl. ....	87638 to 87645 incl. 87681 to 87688 incl. 87609 to 87624 incl. 87630 to 87637 incl. 87625 to 87629 incl.
BIG No. 1 - No. 11 incl. and BIG No. 13 - No. 16 incl. ....	87689 — 87703 incl.
BIG No. 17 - No. 20 incl. ....	87713 — 87716 incl.
GIB No. 1 - No. 22 incl. ....	87587 — 87608 incl.
EAST No. 1 No. 8 incl. ....	87705 — 87712 incl.
CHIN No. 1 - 9 incl. ....	87538 — 87545 incl. 87586
TON No. 1 - No. 15 incl. ....	87737 — 87744 incl. 87658 — 87664 incl.
MON No. 1 No. 12 incl. ....	87646 — 87653 incl. 87717 — 87720 incl.
CLIN No. 1 - No. 8 incl. ....	87530 — 87537 incl.

The said claims are approximately 50 miles northwest of Dawson City in the Yukon Territory.

(ii) (a) Pursuant to the terms of an agreement in writing dated for reference the 18th day of October, A.D. 1966 between Michael L. DuMoulin and Ronald Philp, therein called the Vendors, and the Company, therein called the Purchaser, the Vendors of the said claims, who are described below, received the following number of shares in the capital stock of the Company as fully paid and non-assessable:

RONALD H. D. PHILP  
812 Blundell Road  
Richmond, B. C. ....160,000 shares

1862 INVESTMENTS LTD.  
201 - 846 West Hastings St.  
Vancouver 1, B. C. ....160,000 shares

(The greater than 5% shareholders of which are Nancy Ann Briden and John Alexander Scott Briden both of 3790 Southridge, West Vancouver, B. C.)

ABASK EXPLORATIONS LTD.  
201 - 846 West Hastings St.  
Vancouver 1, B. C. .... 80,000 shares

(The sole greater than 5% shareholder of which is Betty Ruth McLaughlin, of 3665 McKechnie Ave., West Vancouver, B. C.)

GIANT MOUSE MINES LTD. (N.P.L.)  
201 - 846 West Hastings St.  
Vancouver 1, B. C. .... 95,000 shares

(The greater than 5% shareholders of which are S. David Anfield, 2010 Queens Ave., West Vancouver, B. C. and Michael L. DuMoulin, 1714 West 58th Ave., Vancouver 14, B. C.)

CARNARVON ENTERPRISES LTD.

201 - 846 West Hastings St.

Vancouver 1, B. C. .... 15,000 shares

(The sole greater than 5% shareholder of which is Patricia Alice Morgan, 3025 West 36th Avenue, Vancouver, B. C.)

RAE G. JURY

4721 Caulfield

West Vancouver, B. C. .... 75,000 shares

NELSON MINERALS LTD. (N.P.L.)

201 - 846 West Hastings St.

Vancouver 1, B. C. .... 75,000 shares

(The greater than 5% shareholders of which are Douglas F. Clarke and Heather F. Clarke, both of 816 Anderson Crescent, West Vancouver, B. C.)

DARREL REINKE

Vanderhoof, B. C. .... 10,000 shares

GARTH HAWLEY

1951 West 3rd Avenue

Vancouver, B. C. .... 15,000 shares

ROBERT POLLOCK

5712 Olympic Street

Vancouver, B. C. .... 50,000 shares

ALAN E. SWAN

3189 Colwood Drive

North Vancouver, B. C. .... 15,000 shares

The above shares are those deposited in escrow as more particularly referred to in paragraph (I) herein. Further, under the terms of the sale agreement between the Company and the Vendors dated October 18, 1966, the Company has paid to the Vendors the sum of \$3,200.00 in payment of staking costs and expenses.

- (iii) (a) To the best of the knowledge of the signatories hereto, no person or company has received or is to receive from any Vendor of property as described above, an interest in the consideration received by each greater in amount than 5%.
- (iv) (a) For a description of the means of access to the said claims, see the Report of Gordon P. E. White, P.Eng., dated October 21, 1966, attached hereto and forming part of this Prospectus.
- (v) (a) There is no underground exploration, development, plant or equipment on the said claims.
- (vi) (a) A reconnaissance dip-needle survey has been carried out on the said claims.
- (vii) (a) A limited amount of stripping has been carried out on the W.C. claims during the period 1958 - 1965 by persons unknown.
- (viii) (a) The Company under present management has carried out or caused to be carried out the work referred to in paragraph (m) (vi) (a) herein which is a reconnaissance dip-needle survey at an approximate cost of \$1,000.00.
- (m) (i) (b) The Company is the holder of an option to purchase thirty mineral claims situate in the Dawson Mining District of the Yukon Territory known and described as follows:

Name of Claim	Record No.
Hard Luck No. 1 - No. 2 .....	58078 — 58079 incl.
Hard Luck No. 3 - No. 4 .....	79247 — 79248 incl.
Hard Luck No. 6 .....	79250
Rainbow No. 1 - No. 2 .....	58082 — 58083 incl.
Rainbow No. 5 .....	58180
Rover No. 4 .....	58073
Rover No. 7 - No. 8 .....	78014 — 78015 incl.

Dig No. 1 - No. 2 .....	58263 — 58264 incl.
Rainbow No. 3 - No. 4 .....	79241 — 79242 incl.
Dig No. 1 Fraction .....	79240
Brownie No. 1 - No. 4 incl. ....	79243 — 79246 incl.
Keith No. 1 - No. 6 incl. ....	79307 — 79312 incl.
Skip No. 1 - No. 4 incl. ....	58074 — 58077 incl.

(hereinafter called "the option claims").

The Option claims are situate approximately 25 miles northwest of Dawson City in the Yukon Territory.

- (ii) (b) Pursuant to the terms of an Option Agreement dated the 30th day of August, 1966 between F. Caley, Walter DeWolfe, William DeWolfe, Michio Nakano and Harry Parckan, all of Dawson, Yukon Territory (therein collectively referred to as the Optionors) of the First Part, and the Company, (therein referred to as the Optionee) of the Second Part, the Company acquired the sole and exclusive option to purchase the option claims. Pursuant to the terms of the said Option Agreement, the Company has paid the sum of \$1,200.00 to the Optionor, and it must make monthly payments of \$100.00 until the option claims are brought into commercial production. If the option claims are brought into commercial production, the monthly payment of \$100.00 shall cease, and the Company shall pay or cause to be paid to the Optionors the sum of \$50,000.00 at the rate of \$10,000.00 per annum out of production. Under the terms of the Agreement, the Company has the alternative, if the claims are put into commercial production, of assigning its rights under the Agreement to a new company, in which event the new company shall allot 100,000 shares in its capital stock to the Optionor as fully paid and non-assessable.
- (iii) (b) To the best of the knowledge of the signatories hereto, no person or company has received or is to receive from any of the Optionors as described above, an interest in the consideration received or to be received by each greater in amount than 5%.
- (iv) (b) For a description of the means of access to the option claims, see the said Report of Gordon P. E. White, P.Eng.
- (v) (b) For a description of the character, extent and condition of all underground exploration, development, plant and equipment of the said claims, see the said Report of Gordon P. E. White, P.Eng.
- (vi) (b) For a description of the character, extent and condition of all surface exploration, development, plant and equipment on the said claims, see the said Report of Gordon P. E. White, P.Eng.
- (vii) (b) For a history of the option claims see the said Report of Gordon P. E. White, P.Eng.
- (viii) (b) No work has been done or improvements made by the Company under present management on the option claims.
- (n) There are no securities in respect of which options have been or are to be given, nor are there any underwriting agreements which have been or are to be entered into by the Company.

The Company offers by this Prospectus 200,00 shares. The amount payable on application for allotment of such shares is \$1.00 per share. No discount will be allowed on the purchase of any shares offered hereby, but a commission of 25% (maximum) is payable. The Company will offer these shares through McLaughlin, Briden & Associates Ltd., a broker-dealer registered under the Securities Act of the Province of British Columbia for trading in securities in the Province of British Columbia.

(o) The Company intends to use the proceeds from the sale of the above shares as follows:

Payment of Commissions (maximum) .....	\$ 50,000.00
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To carry out work on the option claims as recommended by  
Gordon P. E. White, P.Eng., as follows:

1. Bulldozer .....	\$10,000.00	
2. Line-cutting .....	17,000.00	
3. Magnetometer survey .....	15,000.00	
4. Geological mapping .....	3,000.00	
5. Bulk sampling .....	4,000.00	
6. Check drilling .....	11,000.00	
7. Base camp .....	3,000.00	\$ 63,000.00

To commence carrying out work on the said claims as recommended by Gordon P. E. White, P.Eng., as follows:

1. Line-cutting.....	33,000.00	
2. Magnetometer survey.....	27,000.00	
3. Bulldozer.....	13,000.00	
4. Geological mapping.....	8,000.00	81,000.00
Administrative expenses.....		4,000.00
Legal and Audit.....		2,000.00
		<b>TOTAL \$200,000.00</b>

No part of the said proceeds will be used to invest, underwrite or trade in securities other than those that qualify as investments in which trust funds may be invested under the laws of the jurisdiction in which the securities offered by this Prospectus may lawfully be sold.

Should the Company propose to use the said proceeds to acquire non-trustee type securities after the initial distribution of the securities offered by this Prospectus, approval by the shareholders will be obtained and disclosure will be made to the regulatory securities bodies having jurisdiction over the sale of securities offered by this Prospectus.

(p) The preliminary expenses incurred in the formation of the Company approximate \$1,500.00 and no further expenses on preliminary matters are contemplated.

(q) There is no amount of substantial indebtedness to be created or assumed that is not shown on the Balance Sheet of the Company as at the 31st day of October, A.D. 1966, attached hereto and forming part of this Prospectus, save and except costs that are to be incurred in carrying out programs on the option claims and the said claims.

(r) The principal business in which each Director has been engaged in the immediately preceding three years is as follows:

H. Alexander Briden,  
3790 Southridge Avenue,  
West Vancouver, B.C. .... Geologist and Principal McLaughlin, Briden & Associates Ltd. Broker-Dealers

S. David Anfield,  
2010 Queens Avenue,  
West Vancouver, B.C. .... Barrister and Solicitor, also principal, McLaughlin Briden & Associates Ltd.

Ronald H. D. Philp,  
812 Blundell Road,  
Richmond, B.C. .... Consulting Engineer, employed by Alrae Exploration Ltd.

Robert A. Pollock,  
5712 Olympic Street,  
Vancouver, B.C. .... Manager, industrial and mining equipment company.

(s) Ronald H. D. Philp and Robert Pollock are Directors of the Company, and they are also Vendors of the said claims as set forth in paragraph (m) (ii) (a) herein. S. David Anfield, a Director of the Company is a greater than 5% shareholder of Giant Mouse Mines Ltd. (N.P.L.), a Vendor of the said claims as set forth in paragraph (m) (ii) (a) herein. H. Alexander Briden has no interest in any of the property acquired or proposed to be acquired by the Company.

(t) No remuneration has been paid to the Directors or Officers of the Company as such since the date of incorporation. S. David Anfield is a partner in the law firm of Anfield & Company, Solicitors to the Company and as such he will participate in reasonable legal fees paid by the Company for legal services. S. David Anfield and H. Alexander Briden are shareholders and Directors of McLaughlin, Briden & Associates Ltd., the broker-dealer who will handle the offering of the shares to the public referred to in paragraph (n) herein on behalf of the Company.

(u) It is anticipated that no remuneration will be paid to any of the Directors or Officers as such during the current fiscal year.

(v) The following owners of shares in the capital stock of the Company issued for a consideration other than cash namely:

Name and Address	Number of Shares
RONALD H. D. PHILP — 812 Blundell Road, Richmond, B. C. ....	160,000
1862 INVESTMENTS LTD. — 201 - 846 West Hastings St., Vancouver 1, B. C. ....	160,000
ABASK EXPLORATIONS LTD. — 201 - 846 West Hastings St., Vancouver 1, B. C. ....	80,000
GIANT MOUSE MINES LTD. (N.P.L.) — 201 - 846 West Hastings Street, Vancouver 1, B. C. ....	95,000
CARNARVON ENTERPRISES LTD. — 201 - 846 West Hastings St., Vancouver, 1, B. C. ....	15,000
RAE G. JURY — 4721 Caulfield, West Vancouver, B. C. ....	75,000
NELSON MINERALS LTD. (N.P.L.) — 201 - 846 West Hastings St., Vancouver 1, B. C. ....	75,000
D. REINKE — Vanderhoof, B. C. ....	10,000
GARTH HAWLEY — 1951 West 3rd Ave., Vancouver, B. C. ....	15,000
ROBERT POLLOCK — 5712 Olympic St., Vancouver, B. C. ....	50,000
ALAN E. SWAN — 3189 Colwood Drive, North Vancouver B. C. ....	15,000

could if they acted in concert, elect or cause to be elected a majority of the Board of Directors. The signatories hereto are not aware of any agreement to act in concert. The greater than 5% shareholders of the Companies referred to above have been described in paragraph (m) (ii) (a) herein.

(w) No dividends have been paid by the Company since incorporation.

(x) Other than as hereinafter described, there are no further material facts not described under any of the provisions of this Prospectus.

(i) 19,500 shares in the capital stock of the Company purchased for 50c per share have been voluntarily pooled with the company's solicitors until 30 days after completion of the sale of the shares offered hereby.

(ii) When the escrowed shares referred to in clause (i) herein are released by the British Columbia Securities Commission from time to time, those shares may be sold by the owners as shown in clauses (m) (ii) (a) of this Prospectus, under this or subsequent Prospectuses at the offering price to the public from time to time in those Prospectuses, without the proceeds of the sale accruing to the benefit of the treasury of the Company.

(y) The foregoing constitutes full, true and plain disclosure of all material facts in respect of the offering of securities referred to above as requested by the Securities Act of the Province of British Columbia, and there is no further information applicable other than in the Financial Statements or Reports where required.

DATED at Vancouver, British Columbia this 7th day of December, A.D. 1966.

(Signed) H. ALEXANDER BRIDEN

(Signed) S. DAVID ANFIELD

(Signed) RONALD H. D. PHILP

(Signed) ROBERT A. POLLOCK

(Signed) RONALD H. D. PHILP, Promoter