

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C.

003353

REGISTRATION STATEMENT

UNDER SECURITIES ACT OF 1933

FORM A-0-1

FOR SECURITIES OF CORPORATIONS ORGANIZED WITHIN 2 YEARS TO ENGAGE IN
THE EXPLOITATION OF MINERAL DEPOSITS (OTHER THAN OIL OR GAS)

LIBERTY - LORNE GOLD MINES , LIMITED.

(Name of registrant)

(Non-Personal Liability)

102 Medical Arts Building.

(Address of principal executive offices)

Nelson British Columbia, Canada.
SECURITIES BEING REGISTERED

Title of issue	Amount
(Initial). FIRST ISSUE.	\$ 15,000.00

Approximate date of proposed public offering:

Name and address of person authorized to receive notices and communications from the Securities and Exchange Commission:

If the registrant be a foreign or territorial person, the name and address of its authorized representative in the United States:

CALCULATION OF REGISTRATION FEE

(Col. A)	(Col. B)	(Col. C)	(Col. D)	(Col. E)
Title of issue being registered	Number of units being registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee

The information herein required is more specifically defined in the instruction book for this form, which also contains instructions as to *signatures* and *consents of experts* and requirements as to *prospectuses*.

GENERAL

1. Furnish the following information as to the registrant:

(a) State or other sovereign power under the laws of which incorporated.

Incorporated in Ontario, Canada.

(b) Date of incorporation.

(c) Date of termination of charter.

(d) Date upon which fiscal year ends.

(e) Date and place of annual meetings of stockholders.

All mining properties situated in British Columbia.
102 Medical Arts Building, Nelson B.C. Canada. Annual Meeting
June, 1939.

2. Give the name and address of any person controlling the registrant and indicate the bases of control.

NATURE OF BUSINESS

3. Describe briefly the general character of the business of exploiting mineral deposits in which the registrant has engaged and intends to engage.

Gold mining and Gold extraction by milling, flotation, concentration, Cyanidation, and by shipment of the products to the refineries or direct to the Smelter.

When adequately financed, this Company will be operated under technical management and the development of its properties will be carried out progressively until sufficient orebodies are opened up to warrant the erection of a mill, or of mills. (The Company owns three groups of mineral claims.) to extract the values, or by shipment of crude ore direct to Smelter.

4. Describe briefly any other business in which the registrant has engaged and intends to engage.

PROMOTION

5. Give the following information as to each promoter:

- (a) Name and address.
- (b) Occupations during the past 5 years, and the duration of each.
- (c) A list of the companies which he has organized or promoted within the past 5 years, indicating any such companies which are not engaged in active operations.

16-5839

(a) Liberty Lorne Syndicate.
Room 102 Medical Arts Building;
Nelson, British Columbia. Canada.

(b) The "Liberty Lorne Syndicate"
Room 102 Medical Arts Building; Nelson B.C. Incorporated.
Incorporated the Liberty Lorne Gold Mines, Limited.

The Officers and Directors of the L.L.G.M., Ltd; are members of the Syndicate.

(See list attached page 27, question #46.)

6. State as to each class of stock of the registrant:

- (a) The total number of shares issued or to be issued to promoters.
- (b) The total number of shares to be outstanding if all of the securities being registered are sold.
- (c) The percentage that the number of shares referred to in (a) bears to the number of shares referred to in (b).

7. State the total amount of each class of securities issued or to be issued to each promoter and indicate briefly the consideration therefor.

8. State as to property acquired or to be acquired from promoters:

- (a) The total figure at which all such property is to be carried on the books of the registrant and the difference, if any, between such total figure and the aggregate cost of such property to the promoters as set forth in answer to items 12 (c) and 13 (d).

600,000 Shares, to Liberty Lorne Syndicate.

- (b) The total par, face, or stated value of securities issued or to be issued for all such property and the difference, if any, between such total value and the aggregate cost of such property to the promoters as set forth in answer to item 12 (c).

9. State the amount of any remuneration and the nature and total amount of anything else of value, other than securities, received or to be received by each promoter, and indicate briefly the consideration therefor.

10. Outline briefly the material provisions of any material contract or understanding between the registrant and any promoter which is not described in answer to the foregoing items or to items 12 and 13 and which is now in effect or was made within 2 years.

11. Outline briefly the material provisions of any arrangement which entitles any promoter to a share in the discounts or commissions paid or to be paid for the distribution of the securities being registered.

ACQUISITION OF PROPERTY AND SERVICES

12. If any securities of the registrant have been or are to be issued in consideration wholly or partially of *property* or *services*, furnish the following information:
- (a) Identify the property and describe the services; indicate the number of units and the par, face, or stated value of the securities issued or to be issued therefor.
 - (b) Name the person or persons from whom such property has been or is to be acquired, or by whom such services have been or are to be rendered. State as to each such person the nature of any material relationship with the registrant, any promoter, or any underwriter.
 - (c) As to property acquired or to be acquired from any person named in paragraph (b) above as having any such material relationship, state the date and mode of acquisition of such property by such person and, if acquired by such person within 10 years, the cost thereof to such person.
 - (d) State who has determined or is to determine, on behalf of the registrant, the valuation placed upon such property or services as the basis of the issuance of the securities therefor; state the basis of such valuation.
 - (e) If the persons making such determination be the board of directors or the incorporators, state whether any director or incorporator, as the case may be, has had, or is to have, any direct or indirect interest in such property or services, or was or will be subject to the control of any person having any such interest.
 - (f) If such determination has been made by the stockholders: (1) State what percentage of stockholders had any direct or indirect interest in such property or services or was subject to the control of any person having any such interest; and (2) indicate what information was made available to stockholders concerning the relevant facts upon which such property or services could be evaluated.
 - (g) Refer here to exhibits J and K, and give a brief indication of their content.

13. Furnish the following information as to any property acquired or to be acquired, otherwise than in the ordinary course of business, for any consideration other than one consisting wholly or partially of securities:
- (a) Briefly identify the property and state the nature and amount of consideration given or to be given therefor by the registrant.
 - (b) Name the person or persons from whom acquired or to be acquired. State as to each such person any material relationship with the registrant, any promoter, or any underwriter.
 - (c) State the basis of the valuation upon which the amount of consideration therefor has been or is to be computed.
 - (d) As to any person named in paragraph (b) above as having any such material relationship, state the date and mode of acquisition of such property by such person and, if acquired by such person within 10 years, the cost thereof to such person.

14. State the nature and amount of any commission paid or to be paid, directly or indirectly, to any person in connection with the acquisition of any property by the registrant and give the name and address of the recipient thereof and any material relationship of such person to the registrant, any promoter, or any underwriter.

DISTRIBUTION OF SECURITIES

15. Give the following information as to each underwriter or, if there are more than five, as to the five most important underwriters.
- (a) Name and address.
 - (b) Whether an individual, a partnership, an unincorporated association, or a corporation.
 - (c) The length of time engaged in underwriting securities.
 - (d) Whether registered with the Commission as an over-the-counter broker or dealer.
 - (e) Whether an affiliate of the registrant and, if so, the nature of the affiliation.

16. State whether a firm commitment to take the issue has been made and, if so, the amount of consideration received or to be received for the issue, and when.

17. State whether the proceeds from the sale of the securities being registered are to be received by the registrant. If not, explain in detail.

18. Give the information required by the following table. Estimate if necessary.

	Total	Per Unit
(a) Net proceeds to registrant from securities being registered.....		
(b) Underwriting discounts and commissions		
(c) Other expenses of registrant in connection with sale of the securities.....		
(d) Price to public		

19. If the securities are not to be offered at a fixed price, state how the price is to be determined and give the maximum and minimum offering prices.

Net price to the Company Treasury.

33 Shares sold at par One Dollar, per share.

First Issue. Preliminary Development.

250,000 Treasury shares to be sold at six cents per share.

Second Issue. Main Development.

750,000 Treasury shares to be sold for mining development to average Twenty Five cents per share.

Reserve. Full Operation.

Balance in Treasury 900,000 shares, to supply funds for full development and equipment for mining and milling, and tramways.

20. State briefly any discounts or commissions received or to be received by dealers.

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The First Issue. (250,000 shares) at six cents Net to Treasury.

The Second Issue. (750,000 Shares) at Twenty Five cents Net per share.

The purchasers taking the First Issue of shares will have, if required, a First Option on the Second Issue. If exercised, the whole may be marketed proportionately by them as a Single Issue for one Million Treasury Shares.

21. Furnish, in reasonable detail, a break-down of item 18 (c) above, "Other expenses of registrant in connection with sale of the securities."

To be Registered in British Columbia.

Estimate of Costs \$ 2,000.00

22. State whether any person or persons, to the knowledge of the registrant, are to maintain a market for any of the securities being registered and, if so, explain.

23. Outline briefly the material provisions of each contract or agreement made by the registrant or an affiliate or a promoter thereof agreeing not to sell securities of the class being registered during the period of distribution.

The Liberty - Lorne Gold Mines Limited; requires, as a provision in an agreement to sell 250,000 Treasury Shares at six cents per share, that these shares be Pooled until the work of the Initial Exploration has been completed; but, that these shares may be marketed with the 750,000 shares to be sold for the "Main Development" of these mining groups, to make one mining Issue of One Million Shares. In marketing these shares it would be required that these Two or more Blocks be marketed proportionately throughout.

24. Outline briefly any material provisions of each underwriting agreement except provisions outlined in answer to items 15 through 23 above.

EFFECTIVE COST OF SECURITIES TO SEVERAL PARTIES

25. Set forth in the following table the effective cost per unit of securities of the registrant to the persons or classes of persons therein indicated, calculated as required by the instructions.

(Col. A)	(Col. B) Number of units	(Col. C) Aggregate effective cost	(Col. D) Effective cost per unit
(a) Public (in this offering)			
(b) Promoters (names)			
(c) Underwriters (names)			
(d) Each other party or class—cash sales only (names)			

ESCROW OF SECURITIES

26. If any securities are held or to be held in escrow, state concisely the purpose of such arrangement and the material provisions of the escrow agreement.

PROPERTY

27. Locate, state the means of access to, and give a brief history of, each mining property to be operated by the registrant, including the names of previous operators if known.

28. Furnish the following information as to the properties referred to in answer to item 27:
- (a) State as to each such property whether or not it is now held in fee and, if not, state how held or to be held.
 - (b) As to each unpatented claim state the last year for which assessment work was done; if an affidavit of labor is required by law, state also the last year for which an affidavit of labor was filed.
 - (c) Describe, and indicate the present status of, any adverse claims, known to the registrant or to the promoters, against any such property.
 - (d) State as to each such property the amount of taxes in arrears, if any, by years.

None

29. Identify each lease, option, or lease and option held or proposed to be held and state concisely:
- (a) The term or duration thereof;
 - (b) the payments to be made thereunder;
 - (c) the forfeiture provisions thereof;
 - and (d) the provisions thereof with respect to royalties or other distribution of the proceeds of mining operations.

30. Describe, and state the present condition of:

- (a) Each mining property referred to in answer to item 27.
 (b) Plants and equipment now located on each such property.

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Flying Dutchman Group.

----- Consists of 14 full mineral claims, (51.67 acres each) Two tunnels aggregating 283 feet in all.

No.1 Tunnel shows a face of quartz (13.½) Thirteen and one half feet wide. No.2 tunnel, 35 feet lower, shows a vertical quartz vein some 75 feet in length to face of drift, and from two to six feet in width of payable gold milling ores.

(See Copy of Engineers Report)

Other large veins are reported to extend throughout the length of this group, open cuts on which were sampled by the Government Resident Engineer gave high gold assays on the claims above the tunnels. This Group covers over One Square Mile in one Compact block. One mile trail from the workings connects with the main trail on the creek level, and with the Auto road leading to the Great Northern Railway at Hall Siding within four miles, which station is eleven miles from Nelson, B.C.

The mining buildings were burned down by the last forest fire, good camp sites, wood and water. No mill or mining plant equipment on this group, none required for its initial development and exploration.

H.B.Group.

----- Consists of Five full sized claims. Has two log cabins. Three Three prospect tunnels aggregating 400 feet in length, driven in search of paralell veins as in adjoining " Bear " and on the " Fern " Gold Mines adjoining. Highgrade float has been found over these properties, these claims require exploration and development at higher levels in line with workings on the two adjoining Groups.

Duncan River Group.

----- Consists of 10 full claims. Large quartz veins with tourmaline, containing bands of silver - lead. The ratio of silver is 3 ounces to each percent of lead. Has possibilities when base metals improve in price. Good trails, bridge, and camp building. Work consists of numerous open cuts and tunnels which aggregate some 900 feet of surface and underground development.

31. Outline briefly the proposed program of (a) exploration, (b) development, and (c) operation. If practicable, state the manner in which it is proposed to accommodate each property to production, including a brief description of equipment to be installed.

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The Directors plan are - To develop the "Flying Dutchman", and the "H.B." Gold Groups to production, and to hold the "Duncan River" Silver - lead Groups as a reserve, by carrying out the annual work of assessment on same until the base metal situation is improved and Stabilized.

(a) First Share Issue.

Initial work of - Surface Exploration,

Both Gold Groups on Hall creek will receive an intensive surface exploration, and numerous vein outcrops above, and below, the present tunnels will be stripped, cross - cut, and when possible, uncovered by ground-sluicing, in preparation for a full "Mining Report" on both Groups. This work should be completed within four months from the start of operations.

(b) Second Share Issue.

Mine Development.

The information supplied by the surface exploration, and by the "Report" on the results gained, will guide in formulating the proper plans for underground development, and will also supply necessary information re - the whole enterprise before going on the market for the larger funds required to carry out the main development program.

(c) Equipment, Extraction, and Power.

The Gold ores of both of these Hall Creek Groups are representative of average gold ores that are now being successfully mined and milled in the surrounding mining District of Nelson, some ten Mills are in operation on the various creeks surrounding the holdings of the Liberty - Lorne Company, on all sides.

Electric Power is available in any quantity from Hall Creek Siding, over the West Kootenay Power Company Lines, and standard technical mining methods will be employed. The extraction of the gold values by milling, Flotation, and Cyanidation, presents no difficulty in this District.

32. Describe briefly the results of any metallurgical, milling, or beneficiation tests which have been made, including a brief statement of the chief mineral constituents of each ore.

No tests on ore beyond Gold - silver assays.

Description of Ores.

Light and dark blue quartz, containing Gold, with a small amount of Silver, in association with iron sulphides.

33. Describe briefly the methods employed in sampling and state the number of samples taken by each method.

Tunnel Samples.

Cut across roof of tunnel and collected on canvas sheet. Later broken down to even size and quartered. Sample sacks holding about six pounds each sent to assayer.

34. State whether any ore bodies have been sufficiently developed to justify designation as proven or probable ore.

34B. (a) State in tabular form the total estimated cost of recovery per unit of weight or volume of crude proven or probable ore as follows:

(1) Direct mining	_____	\$ _____
(2) Exploration and development	_____	_____
(3) Direct milling or beneficiation	_____	_____
(4) Milling or beneficiation losses	_____	_____
(5) Transportation of products to sales point, indicating the sales point	_____	_____
(6) Smelter charges	_____	_____
(7) Smelter deductions	_____	\$ _____
(8) Less smelter credits	_____	_____
(9) Net smelter deductions	_____	_____
(10) Plant and office overhead	_____	_____
(11) Royalties	_____	_____
(12) Other operating costs	_____	_____
(13) Total operating costs before depreciation, depletion, or taxes	_____	\$ _____

(b) State the production rate upon which the above cost estimate is based.

35. As to each material commercial constituent which is not to be sold for its gold, silver, or other metal content, describe briefly the three principal markets in which it is to be sold.

36. Outline briefly the material provisions of each material marketing contract under which the products of the proposed operations will be sold.

37. If any claim is to be made in the registration statement or the prospectus as to the existence of any ore other than proven or probable ore, state specifically the facts indicating the existence of such other ore.

16-5889

Number of open cuts on parallel outcrops on adjoining claims high above tunnels. These outcrops of ore occur in the wide shearing of the Rosslund Volcanic Series. Assays taken from these outcrops by the Liberty - Lorne Syndicate, and by the Resident Mining Engineer of Provincial Government are reported in the Incorporation, Application, and Prospectus. A list of these assays have been compiled by the writer and a copy enclosed with the Prospectus.

38. If special value is claimed for any mining property referred to in answer to item 27 because of its proximity or similarity to other mining properties, state the specific basis of such claim of special value.

The H.B. Group. Liberty - Lorne Gold Mines, Ltd.

This Group of Five Claims adjoins, "Fern Gold Mines Group" to S.W. with "Bear Group" of two claims (1500 ft. wide) between a valuable gold property, operated 35 years ago. Its ores containing tellurides, were treated by stamp - milling and amalgamation, the gold tellurides being lost in the tailings.

The "Bear" group, a recent discovery, is driving a tunnel parallel to the Fern workings, on a six inch quartz vein giving gold values of from Two to Fourteen Ounces per ton. Several small smelter shipments recently made returns from Two to Three ozs. gold per ton.

On the H.B. Group highgrade float was found. Parallel veins are evident and some geological conditions (The Rossland Volcanic Series,) in contact with, and underlain by the Nelson Granite) occur on all of the above Groups.

Toad Mountain. (7150ft, elevation.)

Is some 8 miles square in area and adjoins the City of Nelson. B.C., on the south west. The famous "Silver King Mine" producer of many millions of silver, gold - copper, occupies the central and highest point. Immediately adjoining on the east side the "Hedley Amalgamated Gold Mines" is now driving a long tunnel on the "Daylight - Jessie - Victoria" groups on a gold ore zone some five miles in length extending from Hall Creek to Eagle Creek.

The properties of the Liberty - Lorne Gold Mines Limited, "the Flying Dutchman and the H.B. Groups" occur in a gold ore zone, on the same mountain, on the west or opposite side of the "Silver King Mine", and which extends some 8 miles in length from Hall Creek to 49 Creek. Hall and 49 Creeks are two most famous gold placer creeks in the Nelson District of the west Kootenay in British Columbia.

39. State the names and addresses of all engineers, appraisers, or other similar experts who have, to the knowledge of the registrant or the promoters, within the past 2 years made a report, or examination preparatory to a report, in regard to any mining property to be operated by the registrant. If none, so state.

16-5839

Date.

1934. Minister of Mines Report for British Columbia.
 See page 3.4. "Report of the Resident Government Engineer"
1935. "Interim Report", for Incorporation.

 By, Thomas Brown, Consulting Mining Engineer.
 Room, 18 K.W.C. Building., Nelson, British Columbia, Canada.
 Dated, March, 21st, 1935.
1939. No other Report.

PROCEEDS AND APPLICATION THEREOF

40. Furnish the information required below:

(a) Net proceeds to registrant from securities being registered \$

(b) Capital funds being raised from other sources (specify):

..... \$

.....

.....

(c) Total proceeds from all sources \$ 15,000.00

(a) \$ 15,000.00 to cover " Initial Exploration " and Full Report.

(b) None until after (A) is completed.

None of the outstanding accounts shown in the Financial Statement are to be paid out of the above sum.

41. (a) State the estimated total expenditure necessary for the program outlined in answer to item 31 and, if such program is to be carried out in stages, the estimated expenditure for each such stage.

(b) If such total estimated expenditure is greater than the total proceeds from all sources as set forth in item 40 (c), state how the balance necessary to carry out the program is expected to be obtained.

42. State the specific purposes in detail and the approximate amounts to be devoted to such purposes, so far as determinable, for which the total proceeds set forth under item 40 (c) were or are to be used.

Fifteen Thousand Dollars for " Initial Program ", to be expended as follows -

- # 1. Registration of Company in British Columbia.
- # 2. Survey of mineral claims.
- # 3. Surface exploration by trenching across the strike of the veins at intervals, and, underground in old and new tunnel openings.
- # 4. Sampling, hand and bulk for assaying and preliminary extraction tests.
- # 5. Assay maps, claim maps and clerical work.
- # 6. Trails on both gold groups, log bridge across Hall creek, buildings or tent camps.
- # 7. Pack train, pack equipment, tools and powder.
- # 8. A "Full Mining Report." on the results obtained on the Company, s holdings, with recommendations and details for the " Main Development Plan Operations," and a New Prospectus for use in Second Issue of Shares.

(None of the Outstanding accounts are to be paid out of the above sum.)

43. State the use to which the actual net proceeds from the securities being registered will be put (a) if sufficient funds are not raised to accomplish the purposes set forth in answer to item 42, and (b) if at any time it is found undesirable to proceed with the program.

Nelson B.C.

December 17th, 1938

STATEMENT BY TREASURER OF LIBERTY LORNE GOLD MINES LTD;

As this Company has never operated we have not issued a regular Balance Sheet, the following is, however, an outline of the financial condition.

Authorized Capital \$ 2,500,000.00

Divided into 2,500,000 Shares at \$ 1.00

Vendors Shares 600,000

Made up as follows:

Pooled 100,000

Escrowed 500,000

31 Shares have been issued for cash at \$ 1.00 par.

Total issue 600,000

The Company is Incorporated in Ontario, and the mineral claims were transferred by the Liberty - Lorne Mining Syndicate to the Liberty - Lorne Gold Mines Ltd; in consideration of 600,000 fully paid up shares.

The Liberty - Lorne Gold Mines Ltd; owe \$ 5,000.00 to members of the Syndicate, being money advanced for Incorporation, Taxes and Assessment work, to date. It is understood that this amount is to be refunded, when the Company is properly financed.

There are no other liabilities than those mentioned above.

Liberty Lorne Gold Mines Ltd;

Signed:

R.B.Morris (Treasurer)

44. If any arrangement, such as for escrow, has been or is to be made to assure the return to subscribers of funds paid in if sufficient funds are not raised to undertake the proposed program:
- (a) State whether the escrow arrangement has been put into effect and, if so, name the escrow agent.
 - (b) Outline briefly the provisions for depositing funds with the escrow agent.
 - (c) Name the person charged with the duty of seeing that the funds are actually placed in escrow.
 - (d) State whether or not any funds have been deposited with the escrow agent and, if not, state when they are to be so deposited.

MANAGEMENT AND CONTROL

45. List the names and addresses of all directors and officers, and all persons chosen to become directors or officers who have consented thereto.

Name	Address	Positions and offices

46. Describe briefly the business experience, particularly with respect to mining, of each person named in answer to item 45, during the last 5 years.

Typed list attached.

~~XXXXXXXXXX~~

OFFICE:
102 MEDICAL ARTS BUILDING

Liberty-Lorne Gold Mines, Limited

NON-PERSONAL LIABILITY

NELSON, B. C.

MANAGEMENT.	N.C.Stibbs	-----	President.
OFFICERS.	D.Bruce	-----	Vice President.
AND	R.B.Morris	-----	Sec,Treas.
OFFICERS.	O.A.Tapanila	-----	Director.
	A.Tapanila	-----	Director.
	C.Peterson	-----	Director.
	L.Maddin	-----	Director.

No. 45

The Company,s Management is in the hands of reliable and capable business men. These men are FINANCIALLY INTERESTED in the Company and will be closely in touch with every phase of the development of the property. The business will continue under the giudance of these men, each of whom has in the past shown a great aptitude for the position. The following biographical sketches will give some idea of the business activities of the officers and directors.

A.Tapanila. Director -- Kaslo, B.C. Many years experience in Mining Development.

Robt.B.Morris. Sec,Treas.- Nelson B.C. Member of Staff of Wood - Vallance Hardware Company,Nelson B.C.

Thos.Brown. Consulting Engineer.

O.A.Tapanila. Superintendent, Nelson B.C. Mining Operator.

N.C.Stibbs. Mayor, of the Corporation of the City of Nelson,B.C.

AUDITIR: ----- Chas.F.Hunter. C.G.A.; S.F.A.E.; (Can.) F.A.C.S.;Eng.

SOLICITOR: --- H.C.Irving, B.A.; Nelson B.C.

Bankers: ----- Bank of Montrel, Nelson B.C. -- Canadian Bank of Commerce, Toronto, Ontario. Canada.

No. 46

Thomas Brown

Consulting Mining Engineer.

K.W.C. Building.

Nelson B.C. January, 4th, 1940

To the,
Chairman & Directors-
Liberty Lorne Gold Mines Ltd;
Nelson B.C.

Gentlemen:-

I beg to state that the "remuneration" mentioned in paragraph #47 Registration Statement, A.O.I. of the Securities and Exchange Commission of Washington D.C. refers to "Full Development Operations" to be conducted through funds provided by The "Second Share Issue" as shown in paragraph "19 in the Statement.

It is also understood that the "remuneration" to be paid during the "Initial Exploration" period, from the funds provided by the "First Issue of Shares" (para, 19) may be adjusted to the minimum required to cover that period of operation, and a copy of this letter is enclosed for insertion under Para."47, in the Registration Statement, A.O.I.

Yours Faithfully

Thomas Brown

Consulting Engineer.

Nelson B.C.

46. Describe briefly the business experience, particularly with respect to mining, of each person named in answer to item 45, during the last 5 years.

Typed list attached.

47. State the aggregate remuneration per annum proposed to be paid by the registrant directly or indirectly to each of the following persons in all of his capacities:

- (a) Each director and each officer.
 (b) Each person other than a director or officer whose remuneration will be in excess of \$2,400 per annum.

Name	Capacities in which remuneration is to be received	Aggregate remuneration in all capacities
	Managing Director at the rate of -----	\$4200.00
	On the Initial Development none above-	\$2400.00

48. As to each person owning of record, and as to each person owning beneficially, more than 10 percent of any class of voting securities of the registrant, furnish the information required below.

As of _____ (insert date within 32 days).

Name and address	Title of issue	AMOUNT OWNED			
		Of record	Percent of class	Beneficially	Percent of class

49. Give the following information as to securities of the registrant owned of record or beneficially by each promoter, each underwriter, and each affiliate of the registrant, and each person named in answer to items 45 and 48.

As of (insert date within 32 days).

Name	Title of issue	Amount owned of record	Amount owned beneficially

50. State the frequency, nature, and scope of reports to be made to stockholders.

51. (a) State the frequency and scope of audits or examinations to be made of the registrant's accounts by independent public or independent certified public accountants.

(b) Give the name and address of the accountant who will make such audits or examinations.

CAPITAL SECURITIES

52. (a) Furnish the following information as to each authorized class of securities of the registrant:

As of _____ (insert date of schedule V).

Title of issue and, if stock, the par or stated value, if any	Amount authorized	Amount issued and outstanding

(b) Furnish the following information as to each class of securities being registered:

Title of issue and, if stock, the par or stated value, if any	Amount authorized or to be authorized	Amount to be offered	Present status

DESCRIPTION OF SECURITIES

53. For each class of stock set forth under item 52 furnish the following:

- (a) Title of issue.
- (b) Outline briefly: (1) Dividend rights; (2) limitations in any indentures or other agreements on the payment of dividends; (3) voting rights; (4) liquidation rights; (5) pre-emptive rights; (6) subscription rights; (7) conversion rights; (8) redemption provisions; (9) liability to further calls on unpaid installments; and (10) liability to assessment by the registrant after payment of the agreed subscription price.
- (c) If any portion of the consideration for any stock has been or is to be credited to an account other than capital stock, state for each class thereof: (1) The title of issue; (2) the total consideration received or to be received; (3) who made or is to make the allocation; (4) the name of such other account; and (5) the amount per share, and in total, credited or to be credited thereto.

54. For each class of securities listed under item 52 which is not required to be described under item 53, give the title and date of issue and outline briefly the rights evidenced thereby.

MISCELLANEOUS

55. Give the name and address of counsel for the registrant and for the underwriters who have passed or are to pass upon the legality of the securities being registered.
56. Furnish the following information as to each person who holds or is to hold any options to purchase securities of the registrant from the registrant or an affiliate thereof:
- (a) Name and address.
 - (b) Title of issue and amount of securities called for by each option.
 - (c) Consideration for the granting of each option.
 - (d) Outline briefly the prices, expiration dates, and other material conditions on which each option may be exercised.

57. Except as provided by the instructions, give the dates of, and parties to, and state briefly and concisely the material provisions of, every material contract not made in the ordinary course of business which is now in effect or was made within 2 years.

58. Set forth briefly the grounds and terms of every order by a governmental regulatory body in any proceedings to which the registrant, a promoter, or an underwriter was a party or received notice, denying or limiting the right to sell securities issued by the registrant.

59. State the title of, and outline briefly the substance of the claims involved in, any material pending legal proceedings to which the registrant is a party or of which the property of the registrant is the subject. Make a similar statement as to any such proceedings known to be contemplated.

60. If any expert named in the registration statement as having prepared or certified any part of the statement (a) has any interest of a substantial nature in the registrant or any affiliate thereof or is to receive any such interest as a payment for such statement, or (b) is a director, officer, or employee of the registrant or any affiliate thereof, or (c) has been employed upon a contingent basis, state briefly the nature of such interest, office, employment, or contingent basis. Thomas Brown., Consulting Mining Engineer. Registered Professional Mining Engineer, in Province of British Columbia, Canada. I made the "Report on the "Flying Dutchman and H.B. Mining Groups" at Incorporation of the Liberty - Lorne Gold Mines, Limited, and was paid in cash for these services; (a) Have no interest in the shares or holdings in the Company whatever; (b) Although listed as Consultant to this Company since its incorporation have never received any remuneration in cash or shares in the Company; (c) in June last, 1938, was appointed to fill the position of Managing Director, and to continue as Consultant. For this purpose I had purchased One Share of Treasury Shares at Par, for qualification as Director.

FINANCIAL INFORMATION AND EXHIBITS

61. Submit financial information in accordance with the instructions.

(The financial information is to be inserted at this point in the registration statement.)

62. Submit exhibits in accordance with the instructions.

(Insert at this point merely a list of the exhibits filed.)

16-5839

- " 1 -- Prospectus of the Liberty - Lorne Gold Mines Ltd.
- " 2 -- Engineering Report on Flying Dutchman & H.B. Groups.
- " 3 -- List of Assays. (Compiled.)
- " 4 -- Hall Creek Map., Showing Two Gold Groups of claims.
- " 5 -- Duncan River Map., Showing Silver - lead holdings.
- " 6 -- Kootenay District Map.
- " 7 -- Copy of "Information Act", A.O.1. U.S. Securities Act.
- " 8 -- Financial Statement, Liberty - Lorne Gold Mines, Ltd.
- " 9 -- List of Directors.
- "10 -- Letters covering above.

Inserts:- # 8 and # 9 inserted in the Draft Statement in Copy of
" Registration Statement" under Securities Act 1933
Form A-0-1.

This registration statement comprises:

- (a) The registration statement proper, containing pages numbered _____ to _____, consecutively, and insert pages numbered _____
- (b) The exhibits listed in answer to item 62.
- (c) The prospectus, consisting of _____ pages.

This registration statement is filed pursuant to the instructions contained in the instruction book for this form and amendments numbered _____

Upon the basis of the statements and documents comprising this registration statement the undersigned hereby applies for registration, pursuant to the Securities Act of 1933, of the securities specified on the facing sheet of this registration statement.

UNDERTAKING TO FILE PERIODIC REPORTS
(See instructions)

SIGNATURES

(a) *Of the issuer:*

In pursuance of the requirements of the Securities Act of 1933, the registrant, _____, a corporation organized and existing under the laws of _____, has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, and its seal to be hereunto affixed and attested, all in the city of _____ and State of _____, on the _____ day of _____, 19_____

[SEAL]

By _____
(Name and title)

By _____
(Name and title)

Attest:

(Title)

(b) Of the principal executive officer or officers, the principal financial officer, and the comptroller or principal accounting officer:

In pursuance of the Securities Act of 1933, the undersigned have signed the within registration statement on the respective dates set beside their names.

(1) Principal executive officer or officers:

Name	Title	Date
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-----	-----	-----
-----	-----	-----

(2) Principal financial officer:

Name	Title	Date
-----	-----	-----

(3) Comptroller or principal accounting officer:

Name	Title	Date
-----	-----	-----

(c) Of the directors:

In pursuance of the Securities Act of 1933, the undersigned have signed the within registration statement on the respective dates set beside their names.

Name	Title	Date
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(d) Of the duly authorized representative in the United States:

In pursuance of the Securities Act of 1933, the undersigned has signed the within registration statement on the _____ day of _____, 19_____

CONSENTS OF EXPERTS

(See instructions)

CONSENTS REQUIRED BY RULE 672