

JILL 92B/101 (92B 101)

005634

This prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale.

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.

New Issue

LEECH RIVER MINES LTD.

PROSPECTUS

250,000 common shares

	Price to Public	Selling Agents' Commission (1)	Proceeds to Issuer if all shares are sold (2)
Per Share	50¢	12½¢	37½¢
TOTAL	\$125,000.00	\$31,250.00	\$93,750.00

(1) This is the maximum commission payable if all shares offered are sold by registered securities dealers or salesmen.

(2) Before deducting expenses of the issue estimated at \$5,000.00.

This issue is subject to a minimum subscription. For details refer to "Use of Proceeds" on page 9.

A PURCHASE OF THE SHARES OFFERED BY THIS PROSPECTUS MUST BE CONSIDERED A SPECULATION SINCE A SUBSTANTIAL PORTION OF THE PROCEEDS OF THIS ISSUE WILL BE APPLIED TO THE EXPLORATION OF MINERAL PROPERTIES ON WHICH NO KNOWN BODY OF COMMERCIAL ORE EXISTS. REFERENCE SHOULD BE MADE TO THE HEADING "PRINCIPAL HOLDERS OF SHARES" FOR A COMPARISON OF THE NUMBER OF SHARES HELD BY THE PROMOTERS AND DIRECTORS OF THE COMPANY ISSUED FOR CASH, SERVICES AND PROPERTY WITH THE NUMBER OF SHARES OFFERED BY THIS PROSPECTUS. NO SURVEY HAS BEEN MADE OF THE MINERAL CLAIMS IN WHICH THE COMPANY HAS AN INTEREST AND THEREFORE IN ACCORDANCE WITH THE MINING LAWS OF THE APPLICABLE JURISDICTION THE EXISTENCE OF AND THE AREA OF THE MINERAL CLAIMS COULD BE IN DOUBT. THE COMPANY'S CONTINUING RIGHT TO HOLD ITS INTEREST IN SUCH MINING CLAIMS DEPENDS UPON THE FULL COMPLIANCE WITH THE RELEVANT MINING LAWS.

THERE IS NO MARKET FOR THE COMPANY'S SHARES.

The date of this prospectus is October 16, 1974.

92B101-05 PROPERTY FILE

TABLE OF CONTENTS

	Page
The Company	2
Business of the Company	2
Properties of the Company	2
Capitalization	8
Plan of Distribution	8
Use of Proceeds	9
Speculative Nature of Securities	12
Management	12
Directors and Officers	12
Remuneration of directors and senior officers	14
Description of Shares	14
Escrowed Shares	14
Principal Holders of Shares	15
Interest of Management and Others in Material Transactions ...	17
Promoters	17
Preliminary Expenses	18
Material Contracts	18
Auditors, Registrar and Transfer Agent	18
Purchasers' Statutory Rights of Withdrawal and Rescission	19
Auditors report and financial statements	20
Location Maps	25
Certificate	29

LEECH RIVER MINES LTD.

NOTES TO FINANCIAL STATEMENTS

PERIOD FROM DATE OF INCORPORATION ON SEPTEMBER 4, 1973 TO AUGUST 31, 1974

1. MINERAL CLAIMS AND LEASES

Mineral claims and leases at August 31, 1974 consist of the following:

Jill property	
31 Mineral claims	
750,000 Shares at ten cents per share	\$75,000
Lundbreck property	
24 Mineral claims encompassing 3,720 acres	1,252
Optioned property encompassing 2,242 acres	286
	<hr/>
	\$76,538
	<hr/> <hr/>

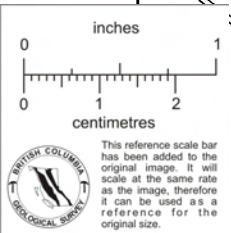
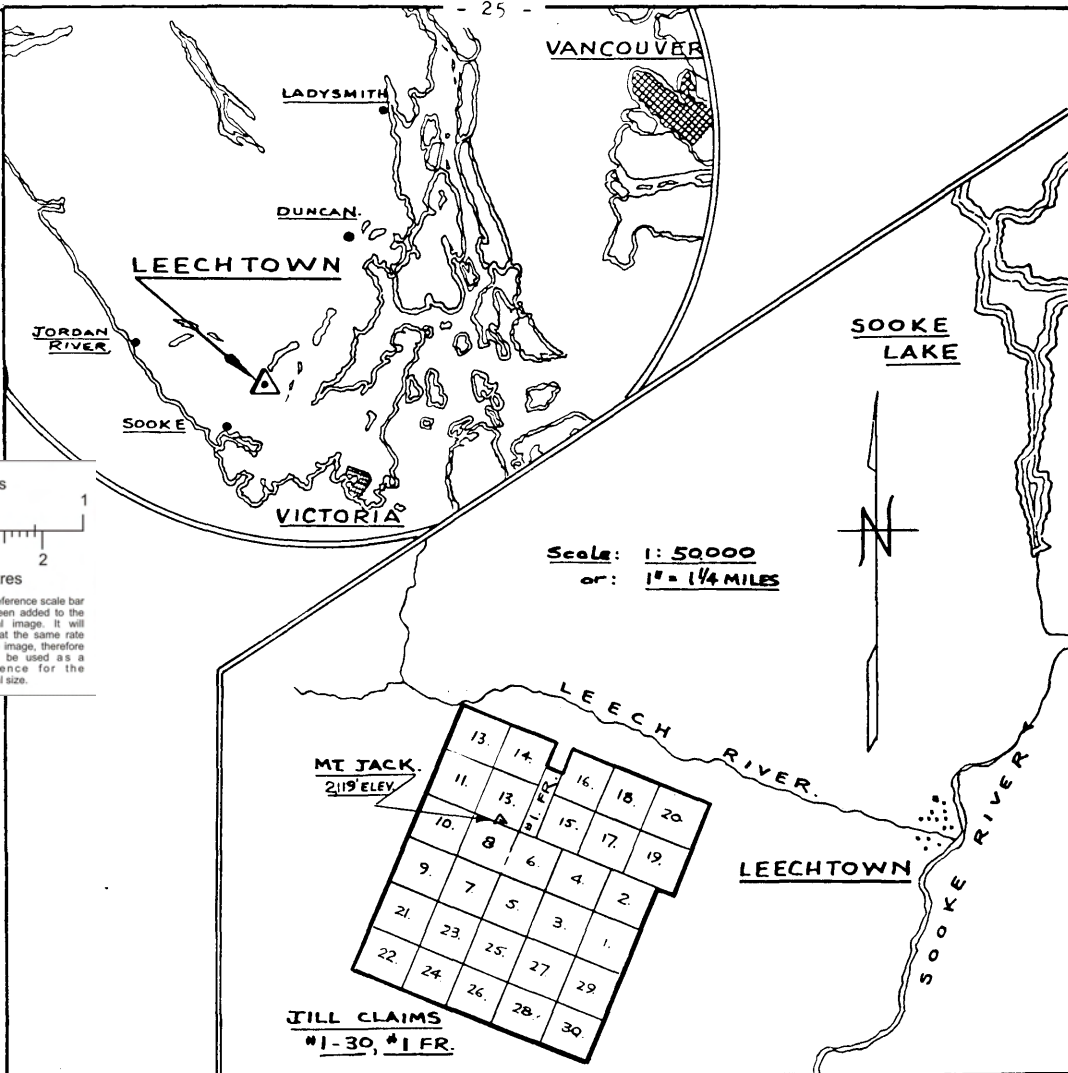
To maintain the optioned Lundbreck property, the company must pay as rent to the optionor the sum of \$2,242 on September 30, in the years 1975, 1976 and 1977, and must incur exploration expenditures in the area of interest over that period of time of not less than \$100,000. In the event that the company establishes a mine in the area of interest, the optionor is entitled to receive a royalty of 10% of net profits realized from production; and in any event the company must pay on September 30, 1979 and thereafter in each year the sum of at least \$10,000 on account of royalties.

The amounts shown for mineral claims and leases and deferred exploration, development and administration expenditures represent costs to date and are not intended to reflect present or future values.

2. CAPITAL STOCK

Capital stock has been issued for the following consideration:

	<u>No. of shares</u>	<u>Value</u>
For cash	132,525	13,253
For mineral claims	750,000	75,000
For exploration, development and administration expenditures	51,910	5,191
	<hr/>	<hr/>
	934,435	\$93,444
	<hr/> <hr/>	<hr/> <hr/>

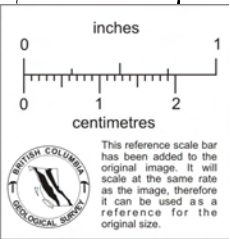
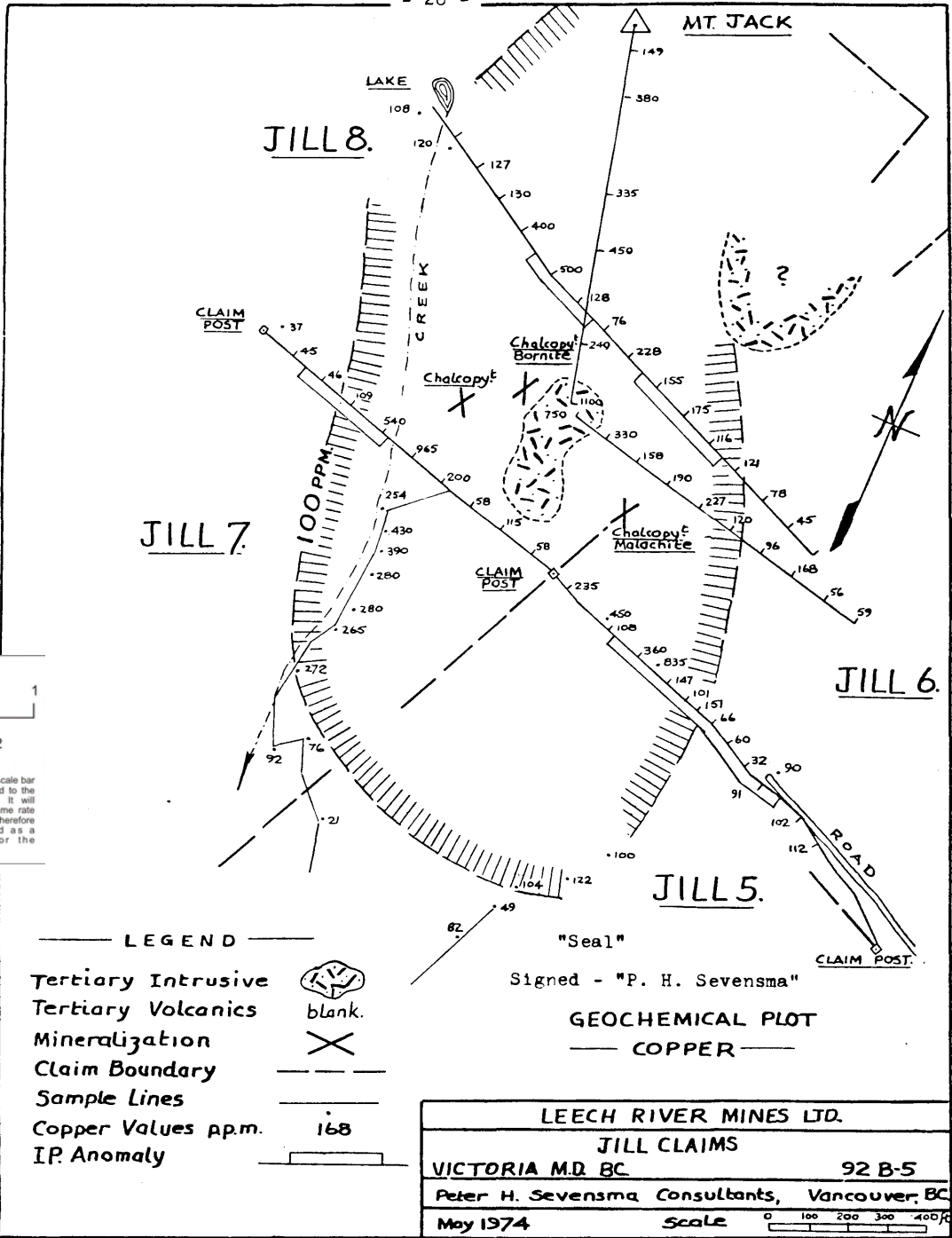









Scale: 1:50000
 or: 1" = 1 1/4 MILES

"Seal"
 Signed - "P. H. Sevensta"

LEECH RIVER MINES LTD.	
Claim and Location Map	
VICTORIA M.D.B.C.	92 B-5
Peter H. Sevensta Consultants, Vancouver, BC	
May 1974	Scale "as shown"

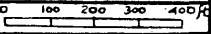
Map after P.E. Walkcott, P. Eng.

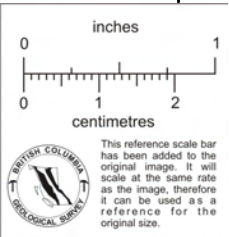
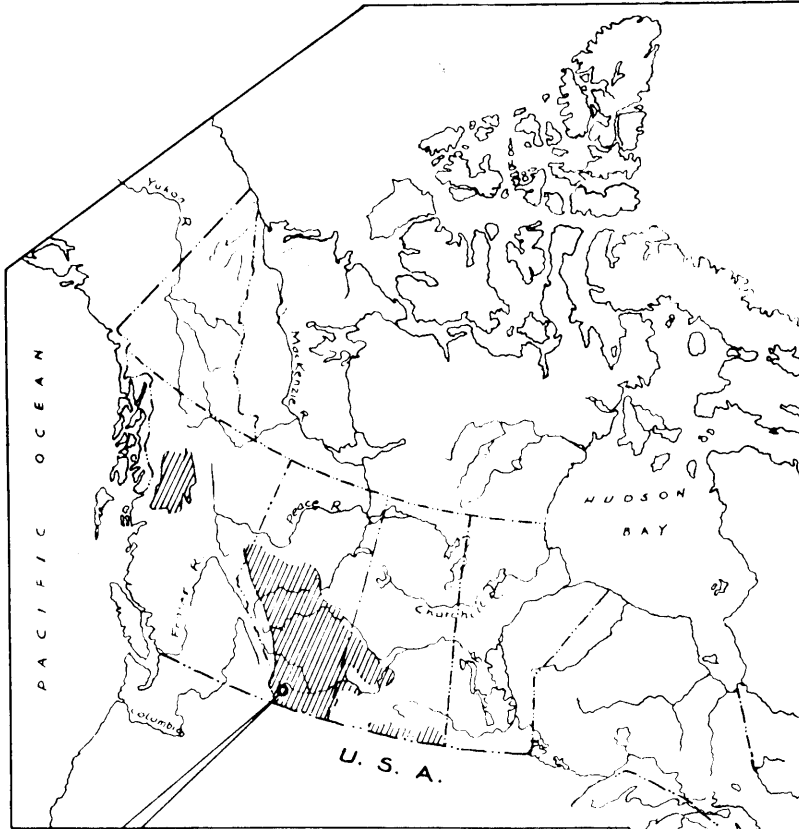


- LEGEND
- Tertiary Intrusive 
 - Tertiary Volcanics  blank.
 - Mineralization 
 - Claim Boundary 
 - Sample Lines 
 - Copper Values ppm.  168
 - I.P. Anomaly 

"Seal"
Signed - "P. H. Sevensma"

GEOCHEMICAL PLOT
COPPER

LEECH RIVER MINES LTD.	
JILL CLAIMS	
VICTORIA M.D. BC	92 B-5
Peter H. Sevensma Consultants, Vancouver, BC	
May 1974	Scale 



**LEECH RIVER MINES LTD.
PROPERTY - ALBERTA.**

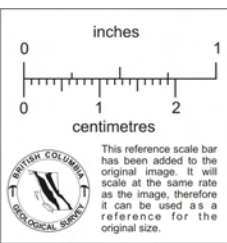
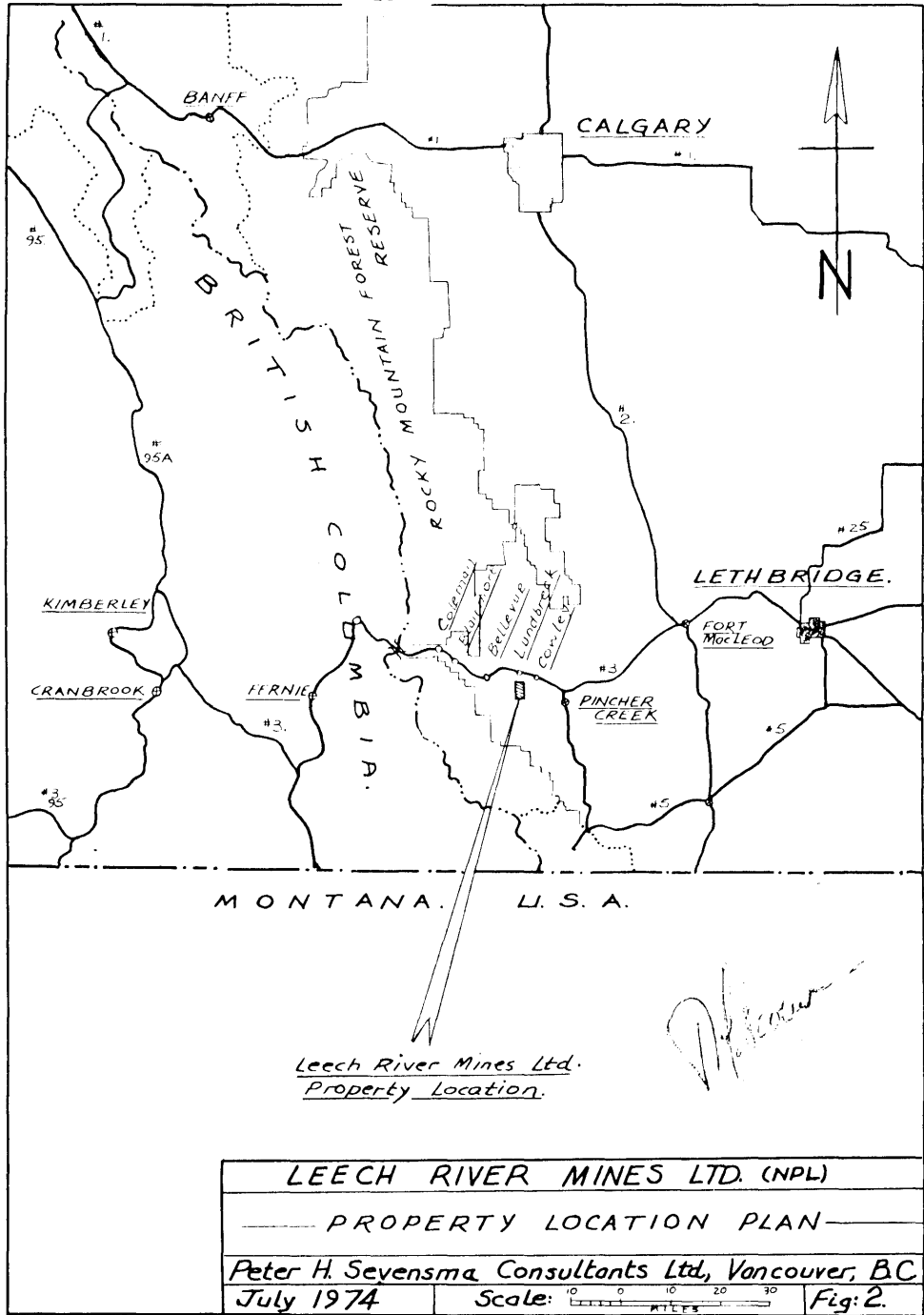


Area considered to be favourable by the Geological Survey of Canada for the occurrence of sandstone type uranium ore bodies of the Colorado-Wyoming-New Mexico type.

REF - H.W. LITTLE, C.I.M.M. Mch. 1974.

LEECH RIVER MINES LTD. (NPL)	
— LOCATION PLAN: —	
— LUNDBRECK - ALBERTA. —	
Peter H. Sevensma Consultants Ltd., Vancouver, B.C.	
July 1974	Scale: Fig. 1.

Done



Handwritten signature

CERTIFICATE

DATED: October 16, 1974.

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, (British Columbia) and the regulations thereunder.

Directors

"David M. Scott"

"Robert C. Smith"

"Spencer G. Prismall"

Promoters

"David M. Scott"

"Robert C. Smith"

"Spencer G. Prismall"

PROSPECTUS

**LEECH
RIVER
MINES
LTD.**