Scott Wilson Mining

UPPER CANADA GOLD CORPORATION

TECHNICAL REPORT ON THE MINERAL RESOURCE ESTIMATE FOR THE DINGMAN GOLD PROJECT, MADOC, SOUTHERN ONTARIO, CANADA

NI 43-101 Report

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January 31, 2011

SCOTT WILSON ROSCOE POSTLE ASSOCIATES INC.

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TABLE OF CONTENTS

PAGE

LIST OF TABLES

LIST OF FIGURES

LIST OF APPENDIX FIGURES & TABLES

PAGE

1 SUMMARY

EXECUTIVE SUMMARY

Scott Wilson Roscoe Postle Associates Inc. (Scott Wilson RPA) was retained by Upper Canada Gold Corporation (Upper Canada) to estimate Mineral Resources and prepare a Technical Report for the Dingman property. This Technical Report was prepared in compliance with National Instrument 43-101 Standards of Disclosure for Mineral Projects (NI 43-101). Scott Wilson RPA visited the property on November 24, 2010.

The Dingman gold property is located in southeastern Ontario within the Grenville Province, in the Marmora and Madoc Townships, approximately 55 km north of Belleville, Ontario. Gold mineralization was discovered on the property in 1987, and since that time the property has been tested by several drilling campaigns. Upper Canada acquired the property in 2009 and drilled 24 core holes in 2010 with the objective of filling in gaps in existing drilling and extending the deposit.

A previous NI 43-101 compliant Mineral Resource estimate was prepared in July 2009 by Shaft & Tunnel Engineering Services Ltd. (Shaft & Tunnel) and is superseded by the current Mineral Resource estimate in this report.

CONCLUSIONS

A significant gold deposit has been outlined on the Dingman property that has potential for mining by open pit. Scott Wilson RPA concludes that more work is warranted on the property and the next stage to be considered is a preliminary assessment.

To date, 112 diamond drill holes with an aggregate length of 22,306 m have been cored on the Dingman property along with a number of channel sampling cuts made in mineralized granite outcrops.

Scott Wilson RPA reviewed the results of the quality assurance/quality control (QA/QC) work undertaken by Upper Canada. The insertion of standards, blanks, and field duplicates into the sample stream to an assay laboratory is in keeping with industry best practice, as is the submission of pulps to a second laboratory for check assays. Based on the review, Scott Wilson RPA notes some variability in the QA/QC results. Although the QA/QC results are generally acceptable, Scott Wilson RPA considers that further review is needed to check for sample mix-ups and select samples for reassaying.

In the opinion of Scott Wilson RPA, the drill hole assays and limited amount of assays from channel sampling are acceptable for use in a mineral resource estimate.

Results of bench scale metallurgical testwork indicate that gold recovery in excess of 93% can be expected with processing by grinding and cyanide leaching.

Mineral Resources estimated by Scott Wilson RPA, effective December 21, 2010, at a cut-off grade of 0.4 g/t Au, comprise 11.6 million tonnes of Indicated Mineral Resource averaging 0.97 g/t Au for 361,000 ounces of contained gold and 1.7 million tonnes of Inferred Mineral Resource averaging 0.73 g/t Au for 40,000 ounces of contained gold. These Mineral Resources are constrained within a preliminary Whittle open pit shell using a gold price of US$1,200 per ounce and operating assumptions considered reasonable by Scott Wilson RPA.

The Indicated Resource has increased approximately 31% as a result of the 2010 Upper Canada drilling to 11.6 million tonnes at 0.97 g/t Au (361,000 ounces) from 8.8 million tonnes at 0.97 g/t Au (275,000 ounces) in the Shaft & Tunnel 2009 estimate. Some of the previous Inferred Resource has been converted to Indicated Resource by the Upper Canada drilling and the remainder is outside of the preliminary Whittle pit shell that Scott Wilson RPA used to constrain the mineral resource. A significant portion of the 2009 Shaft & Tunnel Inferred Resource is greater than 400 m below surface. In the opinion of Scott Wilson RPA, this deeper mineralization does not qualify as resource because drill holes are too widely spaced and the grades are too low to meet the resource requirement of reasonable prospects for economic extraction.

In addition to the Mineral Resources, Scott Wilson RPA estimates an exploration target beyond the mineral resources on the Dingman property of 8 million to 14 million tonnes at an average grade of 0.8 g/t Au to 1.0 g/t Au with contained ounces of gold in the range of 200,000 to 450,000. The estimated tonnage, grade, and contained ounce ranges of the exploration target are conceptual in nature, there has been insufficient exploration to define a Mineral Resource, and it is uncertain if further exploration will result in the target being delineated as a Mineral Resource.

RECOMMENDATIONS

With respect to QA/QC, Scott Wilson RPA recommends that the blanks, standards, field duplicates, and pulp checks be reviewed in more detail including checking for sample mix-ups and reassaying selected samples.

Scott Wilson RPA recommends that a preliminary assessment be carried out to assess the potential economics of mining the Dingman gold deposit by open pit. The potential for by-product production of aggregate from waste rock from the potential open pit gold mining operation should be examined during the preliminary assessment. Scott Wilson RPA estimates the cost of the preliminary assessment at $150,000 including preparation of a NI 43-101 report and 10% contingency and assumes that the mineral resource estimate reported in this Technical Report will be used in the preliminary assessment.

TECHNICAL SUMMARY

LOCATION AND OWNERSHIP

The Dingman property is located in southeastern Ontario within the Grenville Province, in the Marmora and Madoc Townships, approximately 175 km northeast of Toronto and 55 km north of Belleville, Ontario.

The property consists of eight mining claims covering a total area of 200.6 ha, which were staked and recorded between November 2004 and September 2006. Upper Canada acquired a 100% interest in the property in January 2010, pursuant to an option agreement of July 31, 2009, between Opawica Explorations Inc. (Opawica), the previous owner, and Washmax Corp. (Washmax), the predecessor to Upper Canada.

The Dingman property is subject to a 2% Net Smelter Return royalty, half of which may be purchased by Upper Canada at any time for $250,000.

HISTORY

The Dingman property was staked in 1985 by Mark Dingman following the discovery of anomalous gold values in granite. In 1986, Noranda Exploration Company Limited (Noranda) optioned the Dingman property and carried out extensive exploration between 1986 and 1988, including channel sampling, diamond drilling, and metallurgical test work. A wide zone of gold mineralization was outlined to a depth of approximately 150 m, hosted within the western portion of the Dingman granite stock. The property was subsequently transferred to Hemlo Gold Mines Inc., which was acquired in 1996 by Battle Mountain Canada Ltd. (Battle Mountain). In 1997, Deloro Minerals Ltd. (Deloro) purchased the Dingman property from Battle Mountain and completed additional diamond drilling on the property. The Deloro drill holes encountered gold mineralization within the Dingman granite with similar grades and over similar widths as reported by Noranda. The Dingman claims were subsequently allowed to lapse.

The mining claims currently covering the Dingman property were staked and recorded from November 2004 to September 2006. Opawica optioned the property in 2006 and, in 2007, completed diamond drilling to delineate the gold mineralization within the Dingman granite to a level sufficient to undertake a NI 43-101 compliant Mineral Resource estimate.

In 2009, Opawica completed further diamond drilling to explore the Dingman granite at depth below all previous drilling, infill drill the central part of the granite, and delineate additional resources within and adjacent to the east part of the Dingman granite.

A number of historical mineral resource estimates have been completed for the Dingman property. They are mentioned here for completeness but should be considered for information purposes only as they have been superseded by a current resource estimate..

Noranda prepared two historical resource estimates, a “probable geological resource” of 4.21 million tons grading 0.043 oz/ton in 1988 and an “in situ mineral resource” of 4.05 million tons grading 0.048 oz/ton in 1989. In 1997, Deloro completed a historical resource estimate of 5.64 million tons grading 0.034 oz/ton Au. The estimate was prepared by Roscoe Postle Associates Inc. (RPA) based on the concept of mining the majority of the deposit by open pit methods and processing by heap leaching.

In 1998, Barnes Engineering Services Inc. estimated the Dingman resource for Deloro as combined “Measured + Indicated Mineable Resource” of 6.5 million tonnes grading 0.99 g/t Au at a US$400/oz gold price and 5.6 million tonnes grading 1.05 g/t Au at a US$350/oz gold, with a cut-off grade of 0.5 g/t Au.

Scott Wilson RPA considers the above estimates are historical in nature, and therefore should not be relied upon.

Two NI 43-101 compliant Mineral Resource estimates have been prepared for the Dingman property, one by Golder Associates Ltd. (Golder) in March 2009 and the other by Shaft & Tunnel in 2009, documented in two NI 43-101 Technical Reports, for Opawica on August 31, 2009, and for Washmax (now Upper Canada) on September 15, 2009. Both estimates resulted in an Indicated Resource of 8.80 million tonnes grading 0.97 g/t Au at a cut-off grade of 0.4 g/t Au. The Inferred Resource was estimated at 5.67 million tonnes at 0.76 g/t Au by Golder and 11.3 million tonnes at 0.98 g/t Au by Shaft & Tunnel. Both estimates are superseded by the Mineral Resource estimate in this report.

GEOLOGY AND MINERALIZATION

The Dingman property is located within low grade metamorphic rocks of the Grenville Supergroup of Proterozoic age. Supracrustal rocks comprise mafic to felsic metavolcanic rocks, marbles derived from both limestones and dolomites, and clastic metasedimentary rocks. These are intruded by mafic to felsic plutons, sills, and dykes.

The property lies between the Deloro Granite pluton to the south and the Gawley Creek Syenite pluton to the north. The property is underlain by carbonate and intercalated clastic sedimentary rocks and an elongated, east-northeast striking granite intrusion measuring about 800 m long by 150 m wide and known as the Dingman Granite. The granite dips at 55° to 60° to the north-northwest and forms a wooded, rocky ridge with maximum relief of 20 m above the adjacent fields. Adjacent to the granite is predominantly grey, fine grained impure calcitic marble.

Gold mineralization on the Dingman property occurs as a hydrothermal quartz-carbonate vein system associated with shear zones and folds in deformed and metamorphosed volcanic, sedimentary, and granitoid rocks. In these deposits, gold occurs in veins or as disseminations in adjacent altered wall rocks.

The bulk of the gold mineralization identified on the property occurs within the Dingman granite and is associated with moderate to strong sericite alteration with increased foliation development or shearing and variable but generally increased amounts of quartz veining, with elevated sulphide contents typically greater than 2% to 3%.

The major mineralization outcrop is located in the western portion of the Dingman granite between Noranda grid coordinates 150E and 250W, generally oriented in an east-northeast, west-southwest direction at an azimuth of 060°, parallel to the trend of the granite and the dominant foliation. Locally, the orientation changes to a northeast direction at an azimuth of 025°, parallel to the fracture-shear foliation and cross faults, with a dip to the north-northwest at approximately 50° to 60°, sub-parallel to the dip of the granite body. Local variations in the dip of the zones appear to be controlled by changes in the dip of the granite contact and by the cross faults.

Diamond drilling has defined mineralization to a vertical depth of approximately 700 m. One drill hole intersected mineralization at a vertical depth of between 500 m and 700 m and appears to remain open at depth.

The gold mineralization (sericite-quartz-sulphide) mostly occurs in the western portion of the Dingman granite, west of the East cross fault. Sericite-quartz-sulphide mineralization is also located in the eastern part of the Dingman granite; however, it appears less well mineralized and no significant gold values have been identified from the widely spaced drilling in this area.

EXPLORATION

Prior to Upper Canada's involvement, exploration on the Dingman property was carried out by four different owners: in 1985 by Mark Dingman (Dingman); in 1986-1988 by Noranda; in 1997 by Deloro; and in 2007-2009 by Opawica.

The Dingman 1985 program consisted of initial prospecting, geological mapping and sampling. Samples taken from the western portion of the granite stock returned values ranging between 0.19 g/t Au and 0.75 g/t Au, while samples from the eastern portion of the granite returned low gold values (<0.20 g/t Au).

The Noranda 1986-1988 exploration work consisted of geological mapping, ground magnetometer and very low frequency electromagnetic (VLF-EM) geophysical surveys, soil geochemical surveys, minor stripping and trenching, and channel sampling. The Noranda exploration results were considered sufficient to warrant the subsequent diamond drilling programs in 1987 and 1988, which were carried out in two phases and totalled 38 holes for more than 5,000 m in the Dingman granite.

In 1997, Deloro re-logged and conducted a check sampling program on the Noranda drill core, as well as some reconnaissance prospecting and collection of grab samples which were sent for analyses. That same year, Deloro drilled 14 holes to test grade and continuity of mineralization within the Dingman granite.

Opawica began exploration on the property in 2007 and completed 20 diamond drill holes designed to verify the results of the Noranda and Deloro drilling programs and to better delineate the gold mineralization.

In 2009, Opawica continued with the program and drilled 16 diamond drill holes for a total of 3,926 m. Of the 16 holes, eight holes were for gold exploration and the other eight were for delineation of marble and granite for quarry products.

From March through to July 2010, Upper Canada completed 6,546 m of diamond drilling in 24 holes on the Dingman property to explore the Dingman granite from 200 m to 300 m below surface and to upgrade the resource classification from surface to 300 m depth. Upper Canada focused on delineating potential open pit mineable resources.

The Upper Canada holes were all NQ with generally excellent core recovery estimated at close to 100%. Sections of blocky core with estimated recoveries of 95% to 99% occasionally occurred within hematite-altered sedimentary rocks containing vuggy quartz-calcite veining.

The 2010 drilling was successful in providing more detailed definition of the Dingman granite mineralization, primarily Indicated Resource, potentially mineable by open pit methods.

METALLURGY

In 2008, Gekko Systems, of Australia, completed processing testing including:

- Bond Work Index, which shows that the ore has an average hardness at 15.3 kWh/tonne;
- progressive grind tabling tests followed by conventional flotation, which resulted in concentration of 96.1% of the gold to a mass of 5.3%; and
- Gravity-Flotation-Intensive Leach on different grinds, which gave an overall gold recovery of 93.9% expected.

MINERAL RESOURCES

The current Mineral Resource estimate for the Dingman property is summarized in Table 1-1. William E. Roscoe, Ph.D., P.Eng., President and Principal Geologist with Scott Wilson RPA, is the Qualified Person for this Mineral Resource estimate. The estimate is constrained within a preliminary Whittle open pit shell using assumed costs, recoveries, and gold price. The cut-off grade for the Dingman Mineral Resource estimate is 0.4 g/t Au and the effective date is December 21, 2010.

TABLE 1-1 MINERAL RESOURCE ESTIMATE - DECEMBER 21, 2010
Upper Canada Gold Corporation – Dingman Gold Property

Classification	Cut-off Grade g/t Au	Tonnes Millions	Grade g/t Au	Contained Au (000s oz)
Indicated	0.40	11.6	0.97	361
Inferred	0.40	1.7	0.73	40

Notes:
1. CIM definitions were followed for Mineral Resources.
2. Mineral Resources are estimated at a pit discard cut-off grade of 0.4 g/t Au.
3. Mineral Resources are estimated at a gold price of US$1,200 per ounce.
4. High gold assays are cut to 30 g/t Au.
5. Bulk density of 2.71 t/m^3 is used.
6. Numbers may not add due to rounding.

The database used in Mineral Resource estimation was compiled by Upper Canada from the drill hole database previously compiled by Opawica from its 2007 and 2009 drilling and historical drilling, plus the Upper Canada 2010 drilling results. The data were imported into Gemcom Software International Inc. Resource Evaluation Version 6.2.4 (Gemcom) for resource modelling. The database comprised 112 drill holes with an aggregate length of 22,306 m.

As well as the drill holes, Scott Wilson RPA used assay data from the Noranda channel samples taken from surface outcrops. These data were incorporated into the database.

A wireframe model of the Dingman granite where it was outlined by drilling was provided by Upper Canada, which had modified it from the 2009 Opawica solid model for the 2010 Upper Canada drilling. This was imported into Gemcom where it was checked and modified as required by Scott Wilson RPA.

Only assays of samples located within the Dingman granite wireframe are used in the Scott Wilson RPA resource estimate. These total 10,158 drill hole assays and 460 channel sample assays.

2 INTRODUCTION

Scott Wilson Roscoe Postle Associates Inc. (Scott Wilson RPA) has been retained by Upper Canada Gold Corporation (Upper Canada) to estimate Mineral Resources of the Dingman property and prepare a National Instrument 43-101 Technical Report to support the Mineral Resource estimate. The Dingman property is located in southeastern Ontario in Marmora and Madoc Townships, approximately 55 km north of the city of Belleville.

Upper Canada is a junior exploration company listed on the TSX Venture Exchange (TSXV). It is actively engaged in the acquisition, exploration, and development of mineral properties. The Dingman property was acquired in January 2010.

Gold mineralization was discovered on the Dingman property in 1987, and since that time the property has been tested by several drilling campaigns. Upper Canada drilled 24 core holes from 14 drill hole setups in 2010 with the objective of filling in gaps in existing drilling and extending the deposit.

Scott Wilson RPA has based its Mineral Resource estimate on a digital database containing results of previous drilling and surface channel sampling on the Dingman gold deposit, on reports and other information provided by Upper Canada, and on publicly available information. Two previous Mineral Resource estimates of the Dingman property are documented in three NI 43-101 Technical Reports filed on SEDAR and Scott Wilson RPA has quoted extensively from these reports, which are listed below.

- Technical Report on the Dingman Gold Property, Madoc, Ontario, Canada (2009) prepared for Opawica Explorations Inc. by Golder Associates Ltd. (Golder), authors Paul Palmer, P.Eng., P.Geo., Greg Greenough, P.Geo., and Robert Laakso, P.Eng., effective date March 19, 2009, revised date March 25, 2009 (Palmer et al., 2009).

- Technical Report on the Dingman Gold Property, Madoc, Ontario, Canada (2009) prepared for Opawica Explorations Inc. by Shaft & Tunnel Engineering Services Ltd. (Shaft & Tunnel), author Robert Laakso, P.Eng., effective date August 31, 2009 (Laakso, 2009). The Mineral Resource estimate contained in that report was also documented in a later NI 43-101 Technical Report by Shaft & Tunnel prepared for Washmax Corp. (now Upper Canada) and dated September 15, 2009.

SOURCES OF INFORMATION

Site visits were carried out by William E. Roscoe, Ph.D., P.Eng., Scott Wilson RPA Principal Geologist, on November 24, 2010, with Mr. Thomas Sills, Chief Operating Officer of Upper Canada.

Dr. Roscoe is responsible for the preparation of all the items of this Technical Report.

The documentation reviewed, and other sources of information, are listed at the end of this report in Section 21 References.

LIST OF ABBREVIATIONS

All units of measure used in this report are in the metric system, unless stated otherwise. Gold grade is expressed in grams/tonne (g/t) and contained gold is expressed in troy ounces (oz). Currencies used in this report are in Canadian dollars unless otherwise stated.

µ	micron
°C	degree Celsius
°F	degree Fahrenheit
µg	microgram
A	ampere
a	annum
bbl	barrels
Btu	British thermal units
C$	Canadian dollars
cal	calorie
cfm	cubic feet per minute
cm	centimetre
cm^2	square centimetre
d	day
dia.	diameter
dmt	dry metric tonne
dwt	dead-weight ton
ft	foot
ft/s	foot per second
ft^2	square foot
ft^3	cubic foot
g	gram
G	giga (billion)
Gal	Imperial gallon
g/L	gram per litre
g/t	gram per tonne
gpm	Imperial gallons per minute
gr/ft^3	grain per cubic foot
gr/m^3	grain per cubic metre
hr	hour
ha	hectare
hp	horsepower
in	inch
in^2	square inch
J	joule
k	kilo (thousand)
kcal	kilocalorie
kg	kilogram
km	kilometre
km/h	kilometre per hour
km^2	square kilometre
kPa	kilopascal
kVA	kilovolt-amperes
kW	kilowatt
kWh	kilowatt-hour
L	litre
L/s	litres per second
m	metre
M	mega (million)
m^2	square metre
m^3	cubic metre
min	minute
MASL	metres above sea level
mm	millimetre
mph	miles per hour
MVA	megavolt-amperes
MW	megawatt
MWh	megawatt-hour
m^3/h	cubic metres per hour
opt, oz/st	ounce per short ton
oz	Troy ounce (31.1035g)
oz/dmt	ounce per dry metric tonne
ppm	part per million
psia	pound per square inch absolute
psig	pound per square inch gauge
RL	relative elevation
s	second
st	short ton
stpa	short ton per year
stpd	short ton per day
t	metric tonne
tpa	metric tonne per year
tpd	metric tonne per day
US$	United States dollar
USg	United States gallon
USgpm	US gallon per minute
V	volt
W	watt
wmt	wet metric tonne
yd^3	cubic yard
yr	year

3 RELIANCE ON OTHER EXPERTS

This report has been prepared by Scott Wilson Roscoe Postle Associates Inc. (Scott Wilson RPA) for Upper Canada Gold Corporation (Upper Canada). The information, conclusions, opinions, and estimates contained herein are based on:

- Information available to Scott Wilson RPA at the time of preparation of this report,
- Assumptions, conditions, and qualifications as set forth in this report, and
- Data, reports, and other information supplied by Upper Canada and other third party sources.

For the purpose of this report, Scott Wilson RPA has relied on ownership information provided by Upper Canada. Scott Wilson RPA has not researched property title or mineral rights for the Dingman Project and expresses no opinion as to the ownership status of the property.

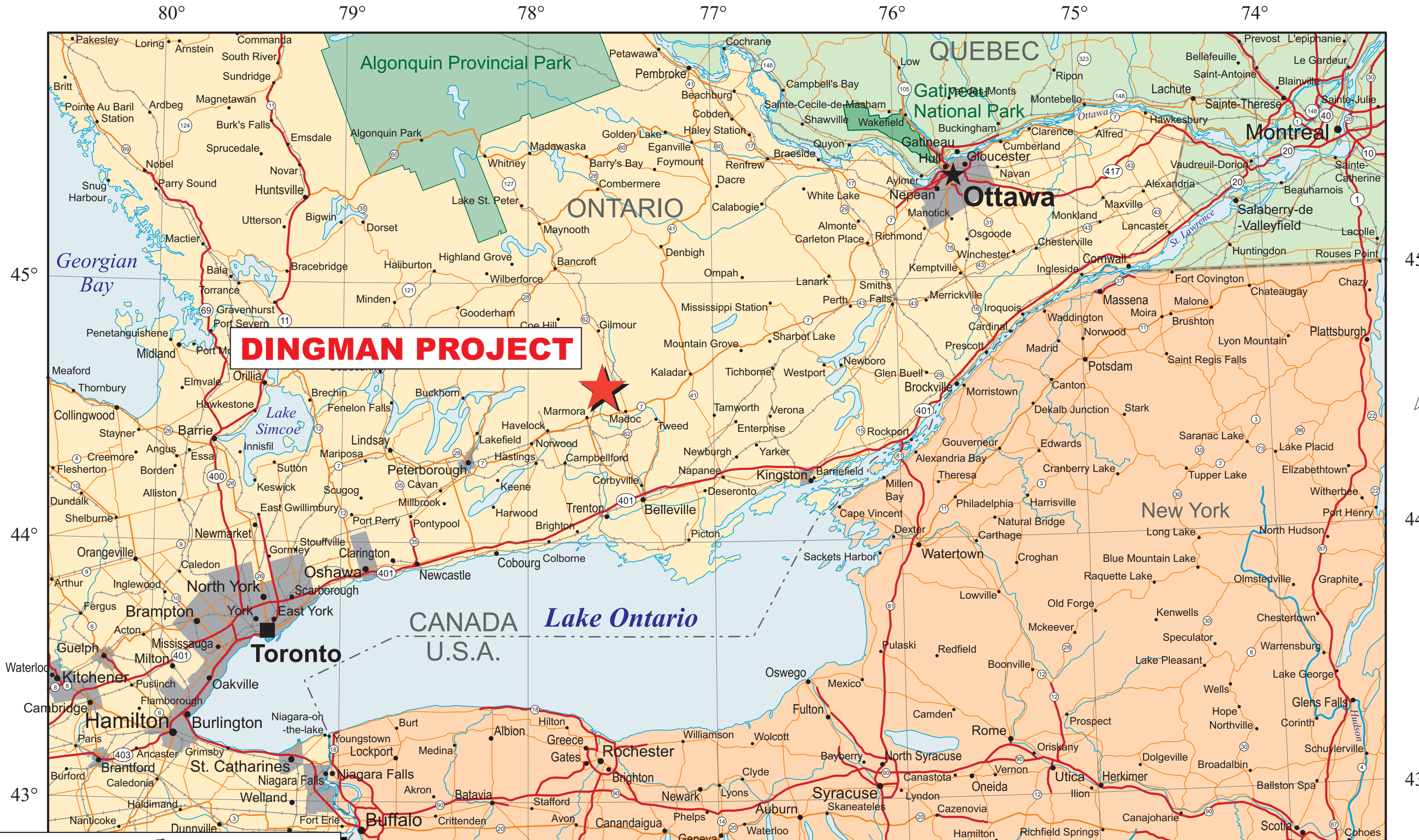
Except for the purposes legislated under provincial securities laws, any use of this report by any third party is at that party's sole risk.

4 PROPERTY DESCRIPTION AND LOCATION

LOCATION

This section is excerpted from Laakso (2009) and Palmer et al. (2009).

The Dingman property is located on the boundary between Madoc and Marmora Townships in Hastings County, southeastern Ontario, approximately 175 km northeast of Toronto, Ontario, and 55 km north of Belleville, Ontario, shown on Figure 4-1. The centre of the property is at latitude 44º 34' 30" N and longitude 77º 35' 47" W and UTM Zone 18 NAD 83 coordinates 293859E and 4939029N. The property is situated on claim maps G-1269 (Madoc Township) and G-1270 (Marmora Township) and on NTS map sheet 31 C/12.



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Legend:

★ National Capital	Highways
■ Provincial Capital	Primary Roads
Cities	Minor Roads
International Boundaries	Local Roads
State/Province Boundaries	

0 25 50 Miles

0 25 50 Kilometres

January 2011

Figure 4-1

Upper Canada Gold Corporation

Dingman Project

Southern Ontario, Canada

Location Map

PROPERTY DESCRIPTION

The following section is excerpted from Laakso (2009) and Palmer et al. (2009).

The Dingman property consists of eight staked mining claims encompassing an area of 200.6 ha. The claims are contiguous and form a rectangular block that is 3.30 km in an east-northeast, west-southwest direction by 0.62 km in a north-northwest, south-southeast direction (Figure 4-2). Since Madoc and Marmora Townships have been surveyed into lots, the staked mining claims consist of one quarter or one half of a lot, depending on location. The Dingman property has not been surveyed. Table 4-1 provides details of the Dingman property claims, including dates when work is required to maintain the claims in good standing. All of the Dingman property claims are listed as active on the Ontario Ministry of Northern Development, Mines and Forestry (OMNDMF) website, and all have due dates in 2012 or 2013.

TABLE 4-1 LIST OF MINING CLAIMS, DINGMAN PROPERTY
Upper Canada Gold Corporation – Dingman Gold Project

Description	Township	Claim Number	Area (ha)	Recording Date	Due Date
E1/2 Lot 19 Con 10 (1)	Marmora	3014344	37.0	12/04/2005	12/04/2013
NW1/4 Lot 19 Con 10 (2)	Marmora	1192598	14.5	26/11/2004	26/11/2012
S1/2 Lot 19 Con 11 (1)	Marmora	1192600	14.0	26/11/2004	26/11/2012
N1/2 of E1/2 Lot 19 Con 11 (1)	Marmora	3014400	11.4	26/11/2004	26/11/2013
SE1/4 Lot 19 Con 11 (1)	Marmora	3014337	12.8	26/11/2004	26/11/2013
NW1/4 Lot 19 Con 1 (1)	Madoc	3014433	30.2	26/11/2004	26/11/2013
SW1/4 Lot 19 Con 1 (1)	Madoc	3014429	26.4	26/11/2004	26/11/2012
E1/2 Lot 19 Con 1 (2)	Madoc	3013586	54.3	27/09/2006	27/09/2013

PROPERTY AGREEMENTS

MINERAL RIGHTS

The following section is excerpted from Laakso (2009) and Palmer et al. (2009) and is updated to reflect Upper Canada's involvement.

The Dingman property consists of eight unpatented staked claims, five in Marmora and three in Madoc Townships, Ontario.

The Dingman property was optioned by Opawica Explorations Inc. (Opawica) pursuant to an option agreement with Douglas Baird and Edward Neczkar, the Vendors, dated August 31, 2006.

On or about December 10, 2007, Opawica paid all final consideration to the Vendors and, as a result, had earned its 100% interest in the mineral rights to the staked Dingman claims. As at January 2, 2008, the claims were transferred into Opawica's name.

On July 31, 2009, Washmax Corporation (Washmax, predecessor to Upper Canada) and Opawica entered into an option agreement pursuant to which Washmax had the right to acquire the Dingman property from Opawica. Under the terms of the agreement, Washmax could acquire a 100% interest in the property by paying Opawica $25,000 and issuing Opawica 21,000,000 common shares. Pursuant to the agreement, if Washmax did not incur at least $1,000,000 in expenditures in the property over the 24 months following the exercise of the option, Opawica would have the right to reacquire the property for 5,000,000 shares of Washmax. The above option agreement was subject to Washmax listing its common shares on the TSX Venture Exchange and securing not less than $1,400,000 of financing.

On January 29, 2010, Upper Canada exercised the option with Opawica and closed the acquisition of the Dingman property for aggregate consideration of $25,000 cash, $15,000 cash in option extension fees, and the issuance of 46,979,007 common shares to Opawica, or 11,744,752 after a four to one consolidation. As stated in its MD&A filings, Upper Canada has completed all of the terms of the option agreement with Opawica and title to the mineral claims comprising the Dingman property has been assigned to Upper Canada. The acquisition of the Dingman property from Opawica by Upper Canada also includes surface rights used or optioned by Opawica, as described in the next section.

The Dingman property is subject to a 2% Net Smelter Return royalty, half of which may be purchased by Upper Canada at any time for $250,000.

Upon the completion by Upper Canada of a positive bankable feasibility study, Upper Canada must pay to the Vendors $250,000 in cash or, solely at Upper Canada's discretion, pay $125,000 in cash and $125,000 in common shares of Upper Canada using the trading price of its common shares on the TSXV at the time the payment is due.

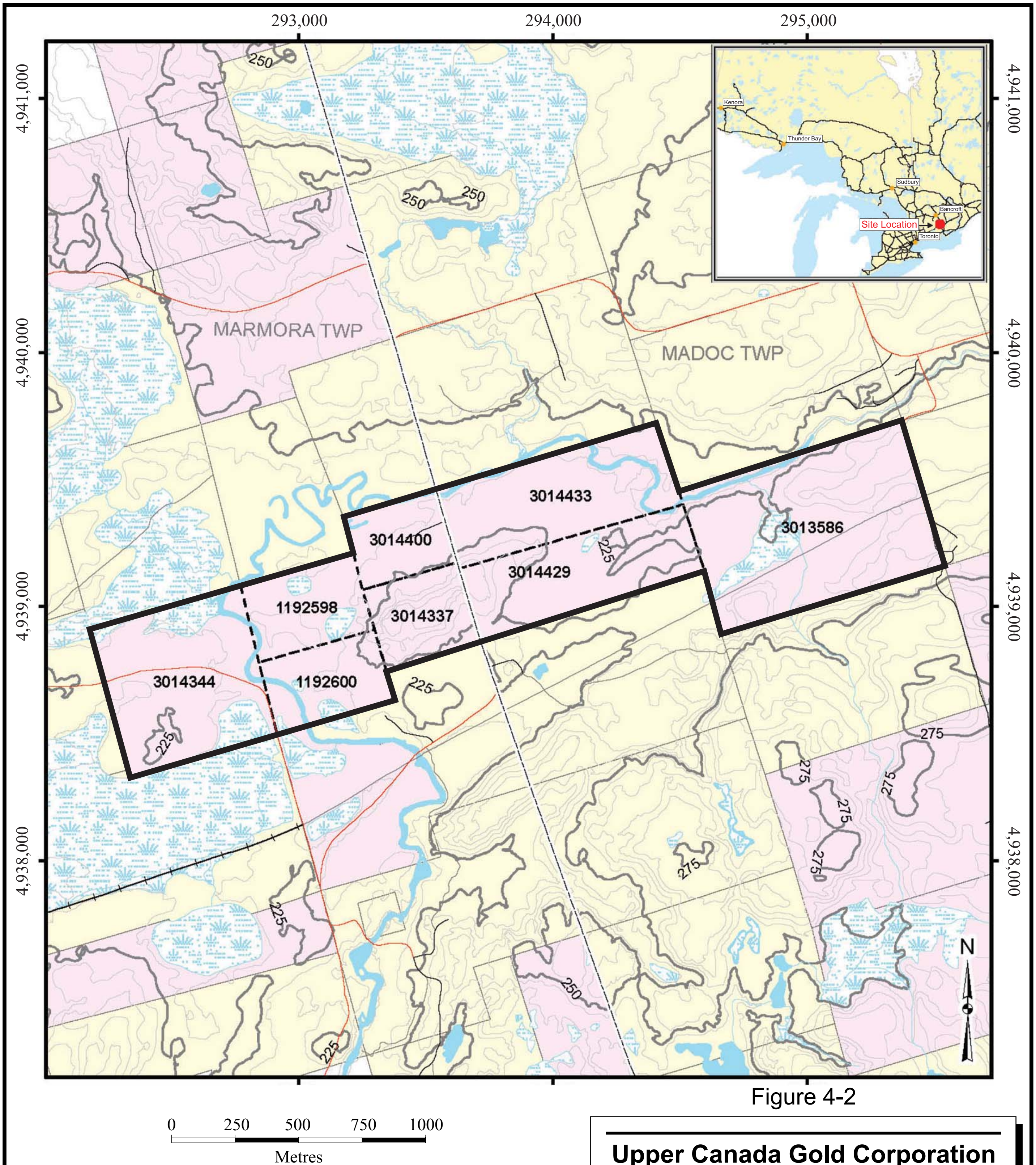


Figure 4-2

Legend:

Dingmam Property Boundary	*Primary Road*
Claim Outline	*Tertiary Road*
	Railway

Upper Canada Gold Corporation

Dingman Project

Southern Ontario, Canada

Claim Map

January 2011 ***Source: Palmer et al., 2009.***

SURFACE RIGHTS - DINGMAN

The surface rights that cover the Dingman claims are used or optioned by Upper Canada pursuant to two separate surface rights or access agreements referred to herein as the Eastern Surface Rights agreement and the Western Surface Rights Access agreement.

Eastern Surface Rights: Pursuant to an agreement entered into by Opawica on September 5, 2006, Upper Canada has an option on approximately 169 acres in Madoc Township which covers the eastern half of the Dingman granitic stock as well as surface rights north, east, and south of the Dingman granitic stock (the Robinson Farm). The last option payment was for $32,000 on or before September 5, 2010, and on September 11, 2010, Upper Canada signed a five year extension to the agreement valid until 2016. The agreement requires the payment of $500 per drill hole drilled on the property to the Vendor. Thereafter, Upper Canada may purchase the surface rights for three times the appraised surface rights land value, which, however, in no event should exceed $1,500,000, on or before September 11, 2016.

Western Surface Access Rights: The surface rights in Marmora Township that cover the western half of the Dingman claims and granitic stock is owned by a separate local Vendor. The original September 20, 2007 Opawica agreement with the Vendor has been replaced with a new agreement effective February 20, 2009, whereby Opawica carried out drilling in 2009 and paid $1,500 per hole drilled. Upper Canada signed an Exploration and Access agreement which terminates on January 28, 2011. Upper Canada has entered into negotiations to option approximately 100 acres of the Vendor's land for purchase.

The surface rights agreements were transferred to Upper Canada pursuant to the agreement with Opawica.

ENVIRONMENTAL REQUIREMENTS AND PERMITS

Upper Canada has stated to Scott Wilson RPA that to the best of their knowledge, there are no known environmental issues or liabilities on the Dingman property and all the proper permits required to conduct exploration activities on the property in 2010 have currently been obtained.

5 ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY

This section is excerpted and adapted from Laakso (2009) and Palmer et al. (2009).

ACCESSIBILITY

The Dingman property is located 55 km north of the city of Belleville, Ontario, 13 km northwest of the village of Madoc, Ontario, and 12 km northeast of the village of Marmora, Ontario (Figure 4-1). The property can be accessed from Madoc by taking Highway 62 north and then paved County Road 11 west and south, or alternatively from Marmora by taking Highway 7 east and then paved County Road 11 north through the village of Deloro.

CLIMATE

The climate of the area is continental, with warm, moderately humid summers and moderately cold winters. Summer (June to August) temperatures average approximately 18ºC and range between 10ºC and 30ºC. Winter (December to March) temperatures average approximately -5ºC and range between 0ºC and -15ºC. Annual precipitation is approximately 830 mm, with 80% being from rainfall and 20% being from snowfall. Approximately 1.6 m of snow falls in the winter. The ground is snow covered from generally early December to the middle of March.

LOCAL RESOURCES AND INFRASTRUCTURE

Agriculture, forestry, and mining are the main industries in the area. The Madoc-Marmora area has a long mining history and a number of quarries are presently active. Until recently, Canada Talc Ltd., a division of Dynatec Mineral Products, produced talc and dolomite from the Henderson Mine near Madoc. The Canada Talc mine is now closed and reclamation work is under way.

The villages of Marmora, with a population of approximately 1,600, and Madoc, with a population of approximately 1,400, are the nearest population centres in the area. Both communities offer a variety of accommodation, supplies, and services to the surrounding area. A major hydroelectric power line is located approximately one kilometre north of the Dingman property.

PHYSIOGRAPHY

The Dingman property is located near the southern edge of the Canadian Shield, approximately 15 km north of the St. Lawrence Lowlands. The elevation of the property is between 215 masl and 245 masl. The property is situated within an area of beef cattle and dairy farms and is characterized by low to moderate relief.

The topography is characterized by an east-northeast, west-southwest trending granite outcrop ridge located in the central part of the property. This feature has a length of approximately 800 m, a width of 150 m, and up to 25 m of relief. Bedrock surrounding the ridge is Precambrian marble which supports a clay soil up to 15 m in thickness. The Moira River runs along the north boundary of the property and then turns south to flow across the western part of the property (Figure 4-2). The granite ridge hosts a sparse mixed forest consisting of maple, oak, spruce, and cedar.

6 HISTORY

This section is excerpted and adapted from Laakso (2009) and Palmer et al. (2009) and is updated to include the Opawica work in 2009.

GENERAL

Southeastern Ontario has a mining history beginning in 1866 with the discovery of gold at the Richardson Farm near Eldorado, located six kilometres east of the Dingman property. Exploration and development continued in southeastern Ontario into the next century, with a total of 38,592 ounces of gold produced from 14 small mines operating primarily during the period 1892 to 1908 (Sangster et al., 2007).

There is no record of work conducted on the Dingman property prior to 1985, although several small pits or trenches sunk on quartz veins in granite likely date from the late 1800s. In 1985, Mark Dingman carried out a gold exploration program in the area, consisting of prospecting, geological mapping, and grab sampling. The property was staked in 1985 by Dingman following the discovery of anomalous gold values in a small granite stock (Dingman granite).

In 1986, Noranda optioned the Dingman property and carried out exploration from 1986 to 1988, consisting of geological mapping, ground geophysical surveys, soil geochemical surveys, minor stripping and trenching, channel sampling, diamond drilling (38 holes totalling 5,024.94 m), thin section work, metallurgical test work and baseline environmental studies. A wide zone of gold mineralization was outlined to a depth of approximately 150 m, hosted within the western portion of the Dingman granite. The property was subsequently transferred to Hemlo Gold Mines Inc., which was acquired in 1996 by Battle Mountain Canada Ltd. (Battle Mountain).

In 1997, Deloro Minerals Ltd. (Deloro, formerly 698366 Alberta Ltd.) and Rajong Resources Ltd. (Rajong) purchased the Dingman property from Battle Mountain. In 1997, Deloro carried out a program of relogging and check sampling of Noranda drill core and then completed 2,061 m of diamond drilling in 14 holes on the property. The drill holes were designed to test the grade, continuity, and lateral extent of the gold mineralization reported by Noranda. The Deloro drill holes encountered gold mineralization within the Dingman granite with similar grades and over similar widths as reported by Noranda. The Dingman claims were subsequently allowed to lapse.

The mining claims covering the Dingman gold deposit were staked and recorded from November 2004 to September 2006 by Baird of Toronto, Ontario, and Neczkar of Etobicoke, Ontario. In 2005, Neczkar submitted 17 reject samples of Deloro drill core to SGS Lakefield Research Limited for metallurgical test work. In 2006, Baird and Neczkar carried out a soil geochemical survey and a very low frequency electromagnetic (VLF-EM) geophysical survey in the eastern part of the property.

Opawica optioned the property in 2006 and, in 2007, completed 4,726 m of diamond drilling in 20 holes. The Opawica drill program was designed to verify the Noranda and Deloro results and delineate the gold mineralization within the Dingman granite to a level sufficient to undertake a mineral resource estimate in accordance with the requirements of NI 43-101 and the CIM Definition Standards on Mineral Reserves and Mineral Resources (CIM definitions).

From February to May 2009, Opawica completed a further 3,926 m of diamond drilling in 16 holes on the Dingman property. The diamond drill program was designed to explore the Dingman granite at depth below all previous drilling to a vertical depth of 700 m, infill drill the central part of the granite, and delineate additional potential aggregate resources within and adjacent to the east part of the Dingman granite.

HISTORICAL RESOURCE ESTIMATES

There are several historical estimates of mineral resources for the Dingman property completed by Noranda in 1988 and 1989, one historical estimate by Rajong in 1997, and one historical estimate completed for Deloro in 1998. **These historical mineral resource estimates are not considered to be current mineral resources and are provided in this report solely for historical background on the property.**

A preliminary “reserve” calculation by Noranda, dated February 23, 1988, outlined “probable geological reserves” of 4.21 million short tons grading 0.043 oz/ton Au, including a higher-grade section of 1.62 million short tons grading 0.073 oz/ton Au

(Noranda memo in Appendix II of King, 1988). The estimate was based on the results of the diamond drilling completed by Noranda to a maximum vertical depth of 150 m. The estimate used a cross-sectional method, a density factor of 12.0 $ft.^3$/ton and no cut-off grade or cutting of high grade assays.

The 1989 Noranda estimate comprises a "mineral inventory" of an "in situ Mineral Resource" for the entire Dingman granite stock of 4.05 million short tons grading 0.048 oz/ton Au, based on an open pit concept to a maximum vertical depth of 100 m (Huska, 1989). The estimate used a cross-sectional method with five metre bench composites and a cut-off grade of 0.02 oz/ton Au.

Rajong estimated a "resource" of 5.64 million short tons grading 0.034 oz/ton Au based on the concept of mining the Dingman deposit by open pit and processing by heap leaching (Roscoe, 1997). High grade assays were not cut. A cut-off grade of 0.01 oz/ton Au was used based on mining the entire mineralized zone to a maximum depth of 120 m, rather than selectively mining higher grade portions zone (Roscoe, 1997). Roscoe (1997) considered that the Rajong resource within the base case pit could be classified as an Indicated Resource. Rajong estimated "additional resources" of 1.42 million short tons grading 0.035 oz/ton Au outside the base case pit, which Roscoe (1997) considered could be classified as Inferred Resources.

In 1998, Deloro commissioned Barnes Engineering Services Inc. (Barnes) to prepare a "resource model" of the Dingman deposit and estimate the potentially mineable portion of that resource (Barnes, 1998). The database consisted of assay and geological results from 36 diamond drill holes with a total length of approximately 4,947 m and 82 surface channels with a total length of 536.1 m, composited into six metre lengths. A block model was developed using indicator kriging and an average specific gravity of 2.73 g/cm^3. Barnes (1998) estimated a "Measured + Indicated Mineable Resource" of 6.5 million tonnes grading 0.99 g/t Au at a US\$400/oz gold price and 5.6 million tonnes grading 1.05 g/t Au at a US\$350/oz gold price.

The results of the statistical analysis of the assay data and the correlation between gold and sericite, sulphides and quartz veining are considered relevant to the geological interpretation of the gold mineralization on the Dingman property, as discussed in

Section 9 of this report. Verification of the digital Dingman diamond drill hole and channel sample database received from Barnes (1998) is described in Section 14.

In March 2009, Golder Associates Ltd. (Golder) prepared a Mineral Resource estimate for Opawica based on the results of the 2007 Opawica drill program combined with the historical drill hole results. The Mineral Resource estimate was documented in a NI 43-101 Technical Report filed on SEDAR (Palmer et al., 2009). At a cut-off grade of 0.40 g/t Au, Indicated Mineral Resources totalled 8.80 million tonnes at 0.97 g/t Au and Inferred Resources totalled 5.67 million tonnes at 0.76 g/t Au. The Mineral Resource estimate was not constrained by a potential open pit shell. In addition to the gold resources, Palmer et al. (2009) estimated that 14.0 million tonnes of granite and limestone aggregate exists on the Dingman property which may have a positive effect on the overall property development. The 2009 Golder estimate is superseded by subsequent Mineral Resource estimates.

In August 2009, Shaft & Tunnel Engineering Services Ltd. (Shaft & Tunnel) prepared a Mineral Resource estimate for Opawica based on the results of the 2009 Opawica drill program combined with the 2007 Opawica drilling results and the historical drilling results. The Mineral Resource estimate was documented in a NI 43-101 Technical Report for Opawica dated August 31, 2009 (Laakso, 2009), and in a later NI 43-101 Technical Report prepared for Washmax (now Upper Canada) and dated September 15, 2009. (The two reports were essentially the same with the only difference in the recommended work program.) At a cut-off grade of 0.40 g/t Au, Indicated Mineral Resources totalled 8.80 million tonnes at 0.97 g/t Au and Inferred Resources totalled 11.30 million tonnes at 0.98 g/t Au. The Mineral Resource estimate was not constrained by a potential open pit shell. The 2009 Shaft & Tunnel estimate is superseded by the current Mineral Resource estimate in this report.

In addition to the gold resources, Laakso (2009) estimated that 75.0 million tonnes of granite and limestone aggregate exists on the Dingman property which may have a positive effect on the overall property development.

7 GEOLOGICAL SETTING

This section is excerpted from the Laakso (2009) and Palmer et al. (2009).

REGIONAL AND LOCAL GEOLOGY

The Dingman property is located within the southern portion of the Central Metasedimentary Belt in the Grenville Province of the Canadian Shield (Figure 7-1). The Grenville Province is a complex northeast-southwest trending, orogenic belt of circa 1.1 billion years in age that truncates several older geologic provinces (Easton, 1992). The Grenville Province is subdivided in Ontario, from northwest to southeast, into the Grenville Front Tectonic Zone, the Central Gneiss Belt, the Central Metasedimentary Belt Boundary Zone, and the Central Metasedimentary Belt (Figure 7-1).

The Central Metasedimentary Belt, in which the Dingman property is situated, is a major middle Proterozoic accumulation of volcanic and sedimentary rocks that has been intruded by compositionally diverse plutonic rocks and the entire succession has been metamorphosed at grades varying from greenschist to granulite facies. The Central Metasedimentary Belt has been subdivided into several lithotectonic terranes based on differences in rock type, geologic and structural history, and ages of plutonism and metamorphism (Figure 7-2).

The Elzevir Terrane, in which the Dingman property is situated, includes the classical Grenville Supergroup (a term dating back to the 19th century), and is characterized by volcanism and sedimentation between 1.3 and 1.25 billion years ago, followed by plutonism, metamorphism, and deformation at 1.25 to 1.23 billion years ago and at 1.13 to 1.07 billion years ago (Easton, 1992). Large areas of the south-central and eastern Elzevir Terrane, including the Dingman property, are preserved at greenschist facies and have been historically referred to as the “Hastings Metamorphic Low”.

The Elzevir Terrane has been further divided into three domains: the Harvey-Cardiff Arch, the Belmont domain, and the Grimsthorpe domain (Easton, 1992) (Figure 7-2). The Dingman property is located within the Belmont domain. The Belmont domain consists of carbonate and clastic sedimentary rocks of the Mayo Group and mafic to felsic volcanic rocks of the Hermon Group.

A diverse suite of mafic to felsic intrusive rocks is present in the Elzevir Terrane, based primarily on the work of Lumbers et al. (1990) and summarized in Easton (1992). The Dingman property is situated between the Deloro granite stock (Deloro granite) to the south and the Gawley Creek syenite stock to the north (Figure 7-3).

The Deloro granite, located just south of the property, is a pink monzogranite stock which occupies approximately 35 km^2 in south-central Marmora and Madoc Townships. A heterogeneous zone of gabbro, diorite, syenite, and granite phases occurs along the west margin of the intrusion (Easton, 1992). The Deloro granite has been assigned to the circa 1.24 to 1.25 billion year old alaskitic "Methuen" suite and is the most widely distributed and the second most voluminous plutonic suite within the Central Metasedimentary Belt (Lumbers et al., 1990).

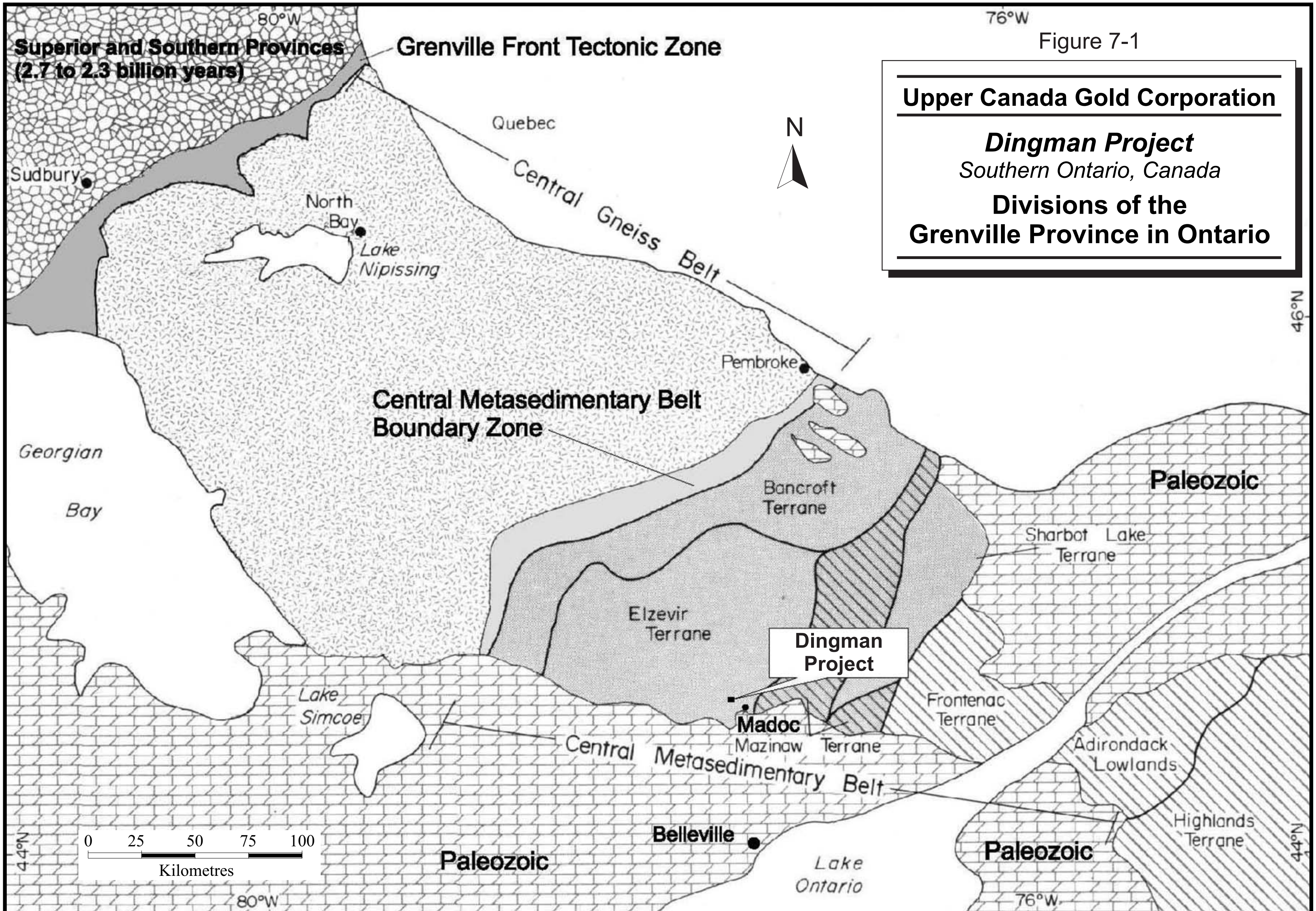


Figure 7-1

Upper Canada Gold Corporation

Dingman Project

Southern Ontario, Canada

Divisions of the Grenville Province in Ontario

January 2011

Source: Fig. 19.2, Geology of Ontario (Easton, 1992).

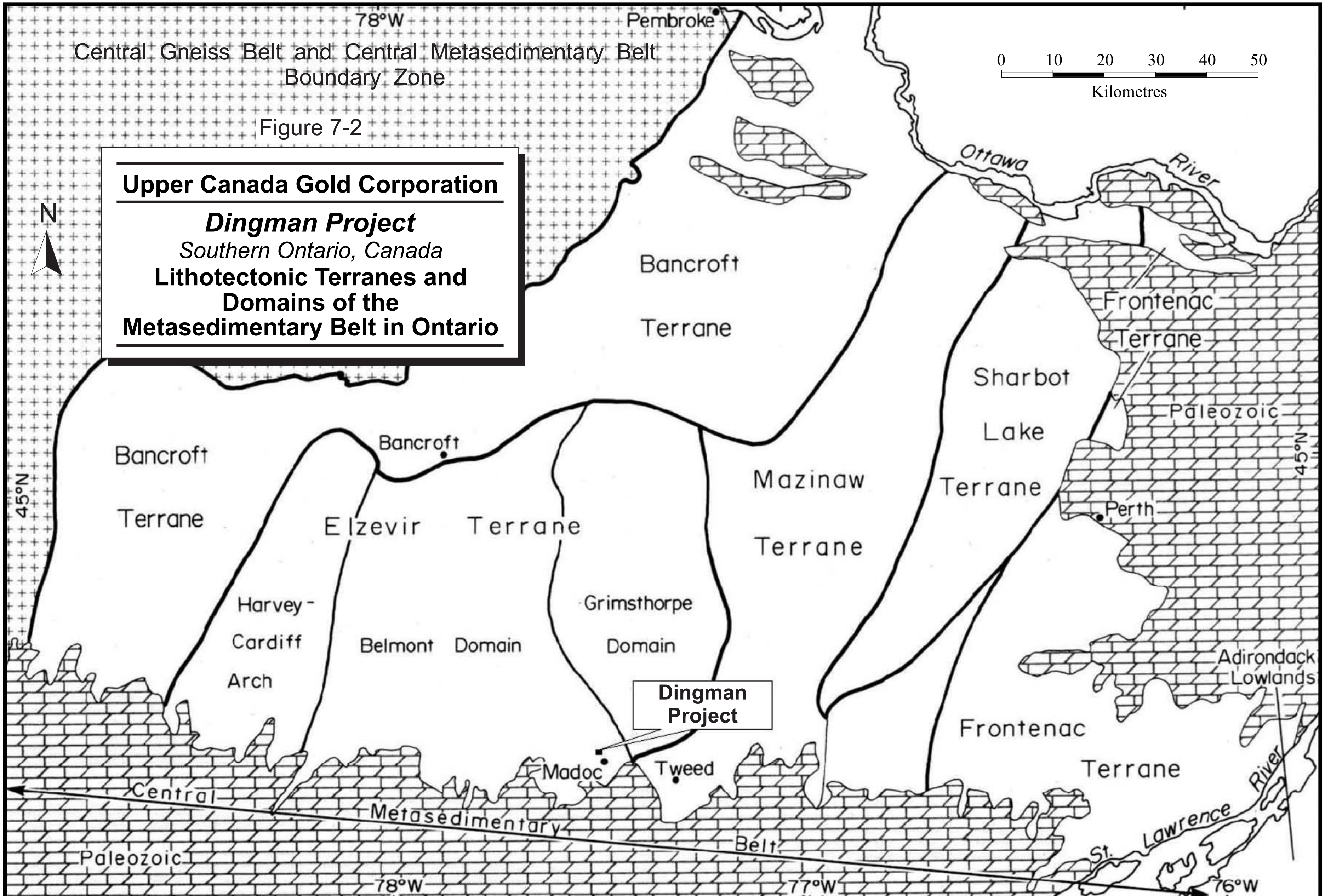
Figure 7-2

Upper Canada Gold Corporation

Dingman Project

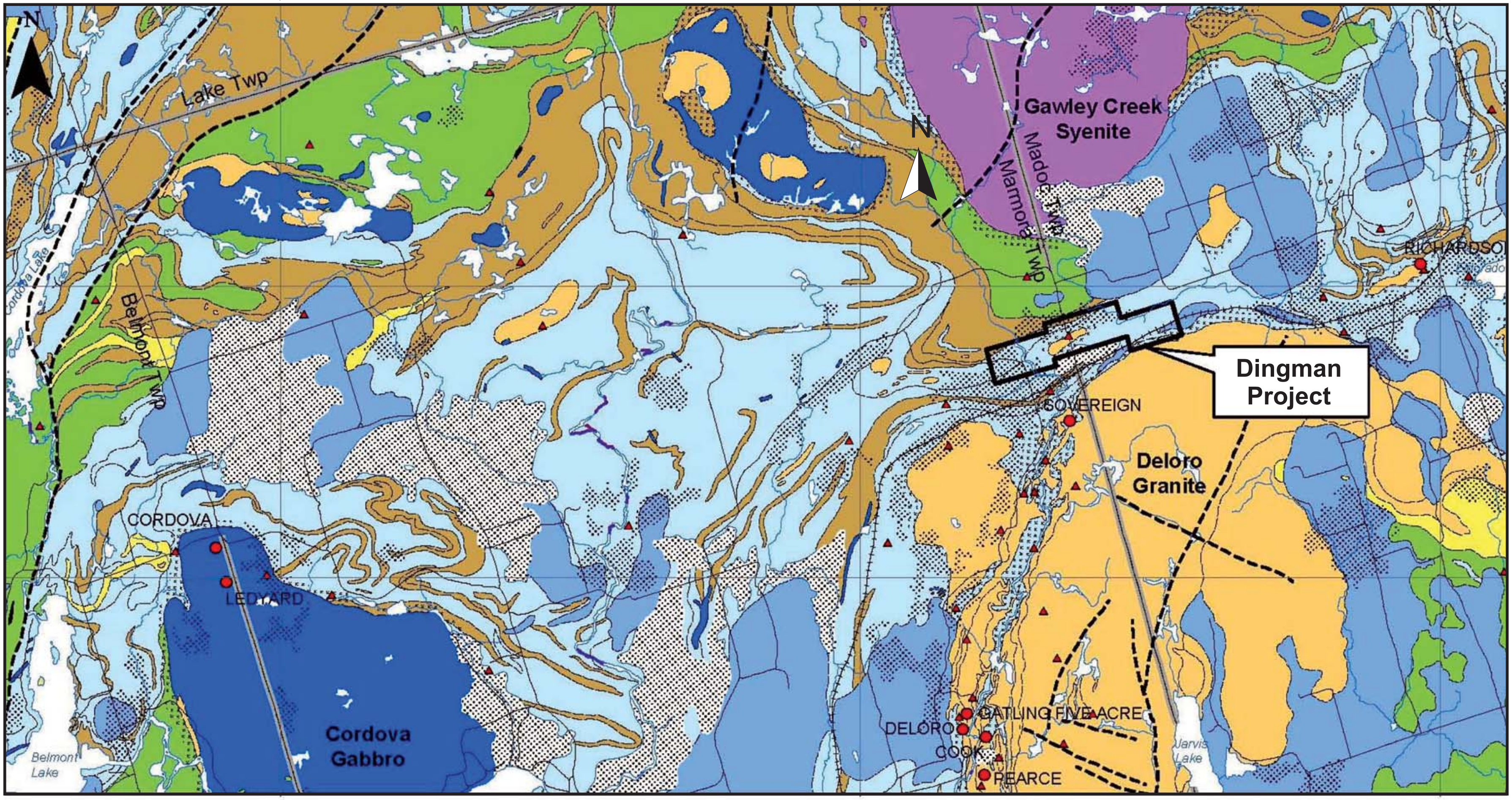
Southern Ontario, Canada

Lithotectonic Terranes and Domains of the Metasedimentary Belt in Ontario



January 2011

Source: Fig. 19.51a, Geology of Ontario (Easton, 1992).



January 2011

Geology:

Quaternary

Swamp, fluvial and glacial deposits

Paleozoic

Clastic and carbonate sedimentary rocks

Proterozoic

Syenite

Mafic intrusive rocks

Granite

Carbonate and intercalated clastic sedimentary rocks

Amphibole - rich and micaceous clstic sedimentary rocks

Felsic volcanic rocks

Mafic volcanic rocks

Fault

Contact metamorphic aureole

Gold mine (with historic production)

Gold occurrence or prospect

0 1 2 3 4 5

Kilometres

Map Source:
OGS Map 3402 (Lumbers and Vertolli, 2000),
Mineral Deposits Inventory (MDI) and LeBaron, 1991.

Figure 7-3

Upper Canada Gold Corporation

Dingman Project

Southern Ontario, Canada

Regional Geology

PROPERTY GEOLOGY

LITHOLOGY

The Dingman property is underlain by carbonate and intercalated clastic sedimentary rocks of the Marmora Formation of the Mayo Group. The sediments are primarily fine-grained banded and well foliated calcitic marbles intercalated with calcareous siltstone to sandstone layers.

The sedimentary rocks have been intruded by a small elongate granite stock that is informally known as the Dingman granite. The Dingman granite is exposed as an oval-shaped outcrop hill having a surface expression of approximately 800 m by 150 m with a long axis that trends east-northeast at an azimuth of 060° (LeBaron, 1986). The outcrop hill appears to approximate the true dimension of the granite stock, based upon both the observed surface granite-sedimentary contacts and diamond drill results.

In drill core, the granite-sedimentary contact is generally sharp; local narrow intervals of granite (typically less than one metre in width) within the sedimentary rocks near the contact are interpreted as small apophyses of the granite stock. A number of slightly wider intervals of granite (ranging from one metre to 10 m in width) within the sedimentary rocks near the contact may also be apophyses of the granite stock. Minor syenite occurs as narrow one metre to two metre wide dikes in the sedimentary rocks (LeBaron, 1986). The syenite dikes are fine-grained, consisting of less than 10% quartz and 90% pink to buff-coloured feldspar.

The Dingman granite dips to the north-northwest at approximately 50° to 60° with some variations in dip. The north contact of the granite appears to have a slightly steeper dip near surface, while the southern contact of the granite is generally less steep near surface. The depth extent and plunge of the Dingman granite is not known; it has been intersected by diamond drilling at a vertical depth of 700 m.

A large portion of the Dingman granite has been variably altered and deformed. Relatively unaltered sections of granite are grey, medium- to coarse-grained, consisting of grey quartz and white to buff feldspar phenocrysts up to five centimetres in size in a fine-grained groundmass. Major and trace element geochemical data suggest that the

Dingman granite is actually a syenogranite with an A-type granite affinity (Easton et al., 2007).

Similarities in composition, texture, and alteration suggest that the Dingman granite may be a small satellite body of the larger neighbouring Deloro granite, similar to other small stocks along or close to its margin (Hewitt, 1968). A recently acquired U/Pb zircon age of 1.218 billion years by Easton et al. (2007) suggests, however, that the Dingman granite is approximately 20 million years younger than the age of the Deloro granite (1.241 billion years: van Breemen and Davidson, 1988). Within the Central Metasedimentary Belt, there are very few circa 1.22 billion U/Pb ages, and the Dingman granite intrusion is now interpreted by Easton et al. (2007) to represent a distinct magmatic and/or deformational episode related to a gold mineralizing event.

Bedding and foliation in the sedimentary rocks on the property have an overall east-northeast strike at an azimuth of 060° and dip north at approximately 70° to 80°, although variations in both strike and dip occur in close proximity to the Dingman granite. Within the Dingman granite, the dominant foliation also trends east-northeast at an azimuth of 060° and dips north at approximately 70° to 80°.

The bedding and foliation in the sedimentary rocks is commonly contorted and crenulated, observed both in outcrop (LeBaron, 1986) and in core close to the granite-sedimentary contact. The granite-sedimentary contact is commonly sheared and schistose with locally abundant quartz veining and hematite, alkali feldspar, or iron carbonate alteration.

A second strong fracture-shear foliation having a northeasterly strike at an azimuth of 025° and dipping west at approximately 80° to 90° was observed by LeBaron (1986) to occur as: 1) drag folding and quartz-filled shears in marble; 2) local shears within the granite, with the feldspars altered to sericite schist; 3) a dominant fracture-joint set in the granite; and 4) a series of cross faults with sinistral displacements of the granite in the order of about 20 m at a number of places along its length. In drill core, cross faults occurring within the granite are described as fine-grained, dark green to black, well foliated to sheared or crenulated, consisting of biotite, chlorite, and calcite, with disseminated pyrite. The cross faults have been logged as a variety of rock types, consisting of mafic, lamprophyre, or diorite dykes, and as a variety of fault, shear, or contact zones. Where the cross faults transect the granite stock, they are typically between 0.5 m and three metres, or an average of one metre in width. Within the sediments, the cross faults are often described as “contact zones”, consisting of chaotic zones of sheared and alkali feldspar or hematite altered sediments and granite containing disseminated pyrite. Where the cross faults transect the sedimentary rocks, they are typically between five metres and 20 m in width.

ALTERATION

The alteration zones within the granite mapped by LeBaron (1986) are described below:

- Weakly altered: well preserved coarse quartz and feldspar grains, buff colour with little or no hematite stain (G1 type).
- Weak to moderate alteration: distinct feldspar grains with minor interstitial chlorite-sericite alteration; feldspars pale red (hematite stain) (G1-G2 type).
- Moderate alteration: weak foliation with stretching of feldspar between quartz grains; moderate sericite and hematite alteration of feldspars (G2 type).
- Moderate to strong alteration: banded texture due to extreme stretching and moderate sericite alteration of feldspars; bands are buff to green and locally red (hematitic) (G2-G3 type).
- Strong alteration and foliation: feldspars totally altered to pale green muscovite/sericite with coarse, round blue-grey quartz grains in a green mica schist; locally with strong hematite staining and trace to 3% disseminated pyrite (G3 type).

In drill core, progressive alteration of the granite consists of an increase in sericite as bands and shears, destruction of feldspar phenocrysts, with quartz phenocrysts or grains becoming more prominent. Zones of pink to red alkali feldspar occur sporadically in areas of weak to strong sericite alteration. The alteration scheme of LeBaron (1986) was used in core logging by Noranda, modified by Deloro, and used in the Deloro and Opawica drill programs.

In thin section, alteration of the granite has resulted in the destruction of the primary textures, introduction of veinlets, veins and irregular patches of quartz ± alkali feldspar ± carbonate ± fluorite, replacement of feldspar by sericite, and deposition of fine- to medium-grained pyrite and alkali feldspar (Clemson, 1988). The altered granite commonly contains one millimetre to four millimetre augen-shaped quartz grains which consist of strained relict quartz phenocrysts. Alteration is described as particularly intense where there is increased veining and shearing.

VEINING AND MINERALIZATION

In outcrop, quartz veining and disseminated pyrite are more common in the strongly altered sections of granite (LeBaron, 1986). The quartz veins are generally one centimetre to three centimetre wide, but may vary up to 30 cm, with hematitic vugs and fractures. Several quartz vein sets occur within the granite; the dominant sets are: 1) flat veins trending northwest and dipping 5° to 20° to the northeast; 2) veins parallel to the primary foliation trending at azimuth 060°; and 3) veins parallel to the second fracture-shear foliation trending at azimuth 025° with a near vertical dip (LeBaron, 1986). Several other fracture orientations also locally contain quartz veins. The quartz veins are described by LeBaron (1986) as irregular, discontinuous, or pod-like, broken by shearing or boudinage.

In drill core, the quartz veins vary in orientation from foliation parallel to irregular. The quartz veins consist of narrow, generally less than three centimetre, segregations or stringers of quartz ± carbonate ± fluorite ± pyrite ± hematite ± chalcopyrite ± sphalerite ± galena ± rare visible gold. Pyrite is the dominant sulphide and occurs as fine- to coarse-grained, disseminated, and as stringers both within the granite and along the contacts of the quartz veins and stringers. In general, increased concentrations of quartz veining and/or pyrite mineralization occur within zones of increased sericite alteration and foliation intensity.

In thin section, the veins are composed of quartz, alkali feldspar, carbonate, pyrite, chalcopyrite, sphalerite, galena, plus minor fluorite, muscovite, arsenopyrite, native gold, hematite, ilmenite, molybdenite, Pb-sulphosalt, tetrahedrite, pyrrhotite, and covellite (Clemson, 1988). Coarse-grained alkali feldspar commonly occurs along the vein margins. Vein alkali feldspar is commonly intergrown with and cut by later interstitial quartz and carbonate. Both carbonate and fluorite appear to be late in the vein paragenesis. Much of the primary vein fabric is disrupted or destroyed by strong shearing.

In thin section, sulphide mineralization consists of irregular stringers and disseminations of coarse-grained base metal sulphides intergrown with gangue (Clemson, 1988). The vein pyrite is coarse-grained, generally free of inclusions, and forms aggregates of partially recrystallized grains. Recrystallization of pyrite has resulted in small grains of galena, chalcopyrite, and native gold being trapped along former pyrite grain boundaries. Chalcopyrite, galena, and sphalerite are locally remobilized along fractures, resulting in a stringer-like style of mineralization. Arsenopyrite was observed in both veins and altered wall rocks, but is relatively rare (Clemson, 1988).

GOLD MINERALOGY

A total of 27 of the 51 mineralized core samples contained microscopically visible native gold (Clemson, 1988). A total of 675 grains of native gold were observed, ranging in size from less than one micrometre up to 117 µm, averaging nine micrometres. Native gold occurs in the following modes: 1) gold occurring along mainly vein quartz boundaries, but also mica grain boundaries in the altered wall rock (68% by volume); 2) gold occurring along the outside margin of pyrite in contact with vein quartz (14% by volume); 3) gold occurring along fractures within pyrite or along recrystallized pyrite-pyrite contacts (12% by volume); and 4) gold locked within pyrite grains (6% by volume).

Native gold tends to be more abundant when the pyrite content of the vein is high, but native gold was still observed in samples containing only trace sulphides (Clemson, 1988). Native gold occurs frequently in the micaceous wall rock adjacent to veins where it was observed primarily along muscovite grain contacts and within disseminated grains of pyrite.

GEOCHEMICAL DATA

The major oxide, base metal, and trace element geochemical data from Noranda (59 samples) and Opawica (11 samples) drill core support the alteration and mineralization observed in outcrop, core, and thin section. Gold mineralization in the Dingman granite appears to be strongly correlated with sodium depletion and potassium-sulphur enrichment in the geochemical data, reflected in the moderate to strong sericite ± alkali feldspar alteration and increased sulphide mineralization observed in outcrop, core, and thin section.

8 DEPOSIT TYPES

This section is excerpted from Laakso (2009) and Palmer et al. (2009) with minor edits.

GOLD

Gold mineralization on the Dingman property occurs as a hydrothermal quartz-carbonate vein gold system (subtype 15.2 of Robert, 1996). This subtype of gold deposits consists of simple to complex quartz-carbonate vein systems associated with shear zones and folds in deformed and metamorphosed volcanic, sedimentary, and granitoid rocks. In these deposits, gold occurs in veins or as disseminations in adjacent altered wall rocks, and is generally the only or the most significant economic commodity.

In Canada, the significant quartz-carbonate vein gold deposits occur principally in Archean and early Proterozoic greenstone belts of the Superior, Churchill, and Slave provinces, the oceanic terranes of the Canadian Cordillera, and the turbiditic Meguma terrane and the ophiolitic Baie Verte district in the Appalachians (Robert, 1996). Few significant gold deposits of any type have been discovered in the Grenville Province of Ontario, with most of the historic production coming from the Cordova mine (22,774 oz gold from 120,670 tons grading 0.19 oz/ton) and the Deloro mine (10,360 oz gold from 39,143 tons grading 0.26 oz/ton) (Sangster et al., 2007).

Gold-bearing quartz-carbonate vein occurrences are present throughout the lower metamorphic grade parts of the Central Metasedimentary Belt (Easton and Fyon, 1992). The gold occurrences and deposits occur in clusters or camps (Easton and Fyon, 1992), comparable to the clusters or districts within the more productive Archean and early Proterozoic greenstone belts, Canadian Cordillera and Appalachians (Robert, 1996).

Figure 7-3 shows the gold mines with historic production, occurrences, and prospects in the southern part of the Central Metasedimentary Belt. Gold mineralization in the Cordova area occurs as quartz-ankerite veins within shear zones in the northern part of the Cordova gabbro. In the Deloro-Malone area, gold mineralization occurs primarily as quartz-arsenopyrite veins within shear zones or fractures in the heterogeneous zone of gabbro-diorite-syenite-granite that occurs along the western margin of the Deloro granite. Gold mineralization also occurs as quartz-arsenopyrite veins within shear zones in the carbonate and clastic sedimentary rocks along the western margin of the Deloro granite. Within the shear zones, the host rocks are typically altered to carbonate-sericite-arsenopyrite schist.

The style of gold mineralization on the Dingman property is somewhat similar to that of the Deloro-Malone area, with one important difference. The dominant sulphide at Dingman is pyrite, with rare arsenopyrite observed only in thin section, whereas arsenopyrite is generally abundant in the Deloro-Malone gold deposits and occurrences. Arsenopyrite is generally more common in sediment-hosted deposits (Robert, 1996).

Gold mineralization on the Dingman property is typical of the significant hydrothermal quartz-carbonate vein deposits hosted by granitoid rocks in Archean and early Proterozoic rocks in Canada. Alteration, quartz veining, and gold mineralization on the Dingman property appear to have been strongly controlled by structures within the Dingman granite. Wall rock hydrothermal alteration consists of large zones of alkali metasomatism primarily in the form of sericite, and sulphidation, primarily pyrite, with lesser amounts of chalcopyrite, galena, and sphalerite. The complex style of quartz veining at the Dingman property is typical of the networks of veins and related host structures characteristic of many vein deposits. An important characteristic of a large number of vein deposits is their significant vertical extent, which exceeds two kilometres in several Archean deposits.

9 MINERALIZATION

This section is excerpted from Laakso (2009) and Palmer et al. (2009) with minor edits.

The bulk of the gold mineralization identified on the property occurs within the Dingman granite and can be grouped into seven major sericite-quartz-sulphide zones which have been combined as a single contiguous zone for mineral resource estimation. The individual zones consist of moderate to strong sericite alteration with increased foliation development or shearing, variable but generally increased amounts of quartz veining, with elevated sulphide contents typically greater than 2% to 3%.

The bulk of the mineralization outcrops and is located in the western portion of the Dingman granite between Noranda grid coordinates 150E and 250W (sericite-quartz-sulphide). The mineralization is generally oriented in an east-northeast, west-southwest direction at an azimuth of 060°, parallel to the trend of the granite and the dominant foliation, but is also locally oriented in a north-northeast direction at an azimuth of 025°, parallel to the fracture-shear foliation and cross faults. The mineralization generally dips to the north-northwest at approximately 50° to 60°, subparallel to the dip of the granite body. Local variations in the dip of the mineralization appear to be controlled by changes in the dip of the granite contact and by cross faults.

The sericite-quartz-sulphide zones vary in strike length from 100 m to 400 m and generally range from five metres to 30 m in horizontal thickness. Although the zones have reasonably good continuity both along strike and down-dip, they do coalesce or bifurcate, and can locally attain a horizontal thickness of up to 100 m. Diamond drilling has defined the zones to a vertical depth of approximately 175 m, and one drill hole intersected the zones at a vertical depth of between 200 m and 300 m. The gold mineralization appears to remain open at depth and the three 2009 Opawica drill holes intersected the Dingman granite with gold values at a depth of approximately 700 m below surface.

10 EXPLORATION

This section is excerpted from Laakso (2009) and Palmer et al. (2009) and is updated to include the 2010 Upper Canada work.

DINGMAN - 1985

In 1985, Mark Dingman carried out a gold exploration program in the area, consisting of prospecting, geological mapping, and sampling (Dingman, 1985). Dingman interpreted the small granite stock on the property to be the same age and character as the granite stocks known to host gold mineralization elsewhere in the area.

Assay results of the sampling were filed for assessment work credits by Diner (1986) on behalf of Dingman. Accurate sample locations and types of samples analyzed are not documented in the work report, and it is most likely they are grab samples of rock. A total of 17 samples were taken by Dingman. All three samples from the western portion of the granite stock returned anomalous gold values ranging from 0.19 g/t Au to 0.75 g/t Au, while the 14 samples from the eastern portion of the granite returned generally low gold values, with the highest being 0.20 g/t Au.

NORANDA - 1986 TO 1988

Exploration work carried out by Noranda in the summer and fall of 1986 consisted of geological mapping, ground magnetometer and VLF-EM geophysical surveys, soil geochemical surveys, minor stripping and trenching, and channel sampling (LeBaron, 1986).

Noranda established a metric grid with a baseline oriented at an azimuth of 060° centered along the trend of the Dingman granite stock, with lines at 50 m spacing and stations at 25 m intervals. Ground magnetometer and VLF-EM geophysical surveys were carried out over the grid in October 1986. The magnetometer survey results show the granite as a zone of moderate magnetic intensity between a zone of lower intensity in the sedimentary rocks to the south, and a zone of higher intensity in the sedimentary rocks to the north. Local magnetic highs situated along both the southern and northern granite-sediment contacts may be caused by narrow magnetite skarn zones (LeBaron, 1986).

The VLF-EM survey results show a number of conductive zones located along the sheared granite-sediment contacts and within the marble up to 180 m from the granite. The conductive zones are interpreted by Noranda to be caused by shear zones or topography, as the granite-sediment contact is locally defined by a steep rock face with up to 5 m of relief (LeBaron, 1986). The conductive zones appear to have been disrupted and offset by the cross faults that trend east-northeasterly at an azimuth of 025°.

Noranda took a total of 122 B-horizon soil samples at 25 m intervals on 100 m line spacing over the grid (LeBaron, 1986). The soil samples were analyzed for gold, silver, arsenic, zinc, lead and copper. Strong coincident gold-arsenic-zinc-lead anomalies occur in four areas of the grid: 1) along the southern granite-sediment contact from line 0 to 200W, this anomaly coincides with sericite-quartz-sulphide zones C-E; 2) along the northern granite-sediment contact on line 100W, this anomaly coincides with sericite-quartz-sulphide zone A; 3) along the southern granite-sediment contact on line 300E, this anomaly may be the western extent of sericite-quartz-sulphide zone G; and 4) along or near the northern granite-sediment contact from line 300E to 400E, this anomaly is possibly related to the weak gold mineralization encountered in channel sampling and diamond drilling in this area.

Noranda completed a total of 563 m of channel sampling on the Dingman property in 1986. Most of the channel sampling was carried out in the western or Marmora Township portion of the property. The channel samples were oriented primarily to transect the east-northeast, west-southwest trend of the Dingman granite and dominant foliation, but were also oriented so as to transect the second fracture-shear foliation that trends north-easterly at an azimuth of 025°. A total of 600 channel samples taken from the property were analyzed for gold (LeBaron, 1986).

Results from the 1986 exploration program on the Dingman property were considered sufficiently interesting by Noranda to warrant the programs of diamond drilling carried out in 1987 and 1988 which are discussed in Section 11 Drilling.

DELORO - 1997

In 1997, Deloro carried out a program of re-logging and check sampling of Noranda drill core. The purpose of the re-logging program was to identify the key geological controls for the gold mineralization within the Dingman granite and develop a detailed core logging and coding scheme for use in the upcoming drill program.

Deloro established a baseline on the Dingman property, which is at an angle to, and offset from, the original Noranda baseline.

In 1997, Deloro completed 2,061m of diamond drilling in 14 holes on the Dingman property, discussed in Section 11 Drilling.

BAIRD AND NECZKAR - 2006

In 2006, Baird and Neczkar carried out a soil geochemical survey and ground VLF-EM geophysical survey in the eastern part of the property (Neczkar, 2006). The objective of the program was to explore the eastern extension of the known gold mineralization hosted by the Dingman granite stock.

Baird and Neczkar took a total of 26 soil samples at 30 m intervals on two grid lines (Neczkar, 2006). The soil samples were analyzed by SGS Mineral Services for gold, silver, palladium, cobalt and nickel using the MMI-B5 analytical method. Two samples returning anomalous values occur near the eastern projection of the southern granite-marble contact.

A VLF-EM geophysical survey was carried out over the same grid lines. The VLF-EM survey results show a number of weak conductive zones. The conductive zones may be caused by shear zones or topography, similar to the results of the survey carried out by Noranda.

OPAWICA - 2007 TO 2008

In 2007, Opawica completed 4,726 m of diamond drilling in 20 holes on the Dingman property, as described in Section 11 Drilling. The diamond drill program was designed to verify the results of the Noranda and Deloro drilling and delineate the gold mineralization to a level sufficient to enable Opawica to undertake a mineral resource estimate and NI

43-101 Technical Report. Miller Surveying Ltd. (Miller), an Ontario land surveyor, of Stirling, Ontario, surveyed the Opawica drill hole collars and the existing Deloro baseline on the property.

In May 2008, Miller carried out additional surveying on the Dingman property for Opawica. The survey program was designed to resolve the elevation discrepancy between the Noranda channel samples and drill hole collars, Deloro drill hole collars, and the Opawica drill hole collars. The program consisted of surveying the surviving Noranda and Deloro drill hole collar locations, Noranda grid wood stakes or pickets, outstanding Opawica drill hole collar locations, Noranda channel samples, and a detailed topographic survey on 25 m line spacing over the western portion of the property. All survey points are UTM Zone 18 NAD 83 with geodetic elevations.

OPAWICA - 2009

In 2009, Opawica's exploration program consisted of 3,926 m of diamond drilling in 16 holes on the Dingman property. The diamond drill program was designed to explore the Dingman granite at depth below all previous drilling to a vertical depth of 700 m, infill drill the central part of the granite, and delineate additional potential aggregate resources within and adjacent to the east part of the Dingman granite.

UPPER CANADA – 2010

Exploration by Upper Canada included 6,546 m of diamond drilling in 24 holes, from 14 drill hole setups, on the Dingman property. The diamond drill program was designed to explore the Dingman granite from 200 m to 300 m below surface and to upgrade the resource classification level from surface to 300 m depth. Upper Canada focused on delineating potential open pit mineable resources.

The details of the Upper Canada drilling are given in Section 11 Drilling of this report.

11 DRILLING

The information on diamond drilling programs on the Dingman property is extracted from Laakso (2009) and Palmer et al. (2009), edited and updated for the Upper Canada 2010 drill program.

Table 11-1 provides a summary of diamond drilling completed to date on the Dingman property. Figure 11-1 shows the locations of all drill holes and channel samples on the Dingman property, with the 2010 Upper Canada drill holes shown in red.

TABLE 11-1 SUMMARY OF DRILLING COMPLETED ON THE DINGMAN PROPERTY
Upper Canada Gold Corporation – Dingman Gold Project

Year	Company	Core Size	Hole Series	Number of Holes	Length (m)
1987-88	Noranda	BQ	DI-87-01 to 28 and DI-88-29 to 38	38	5,025
1997	Deloro	NQ	DI-97-39 to 52	14	2,061
2007	Opawica	NQ	DI-07-001 to 019	20	4,726
2009	Opawica	NQ	DI-09-001 to 016	16	3,926
2010	Upper Canada	NQ	DI-10-01A to 013	24	6,546
Total				**112**	**22,306**

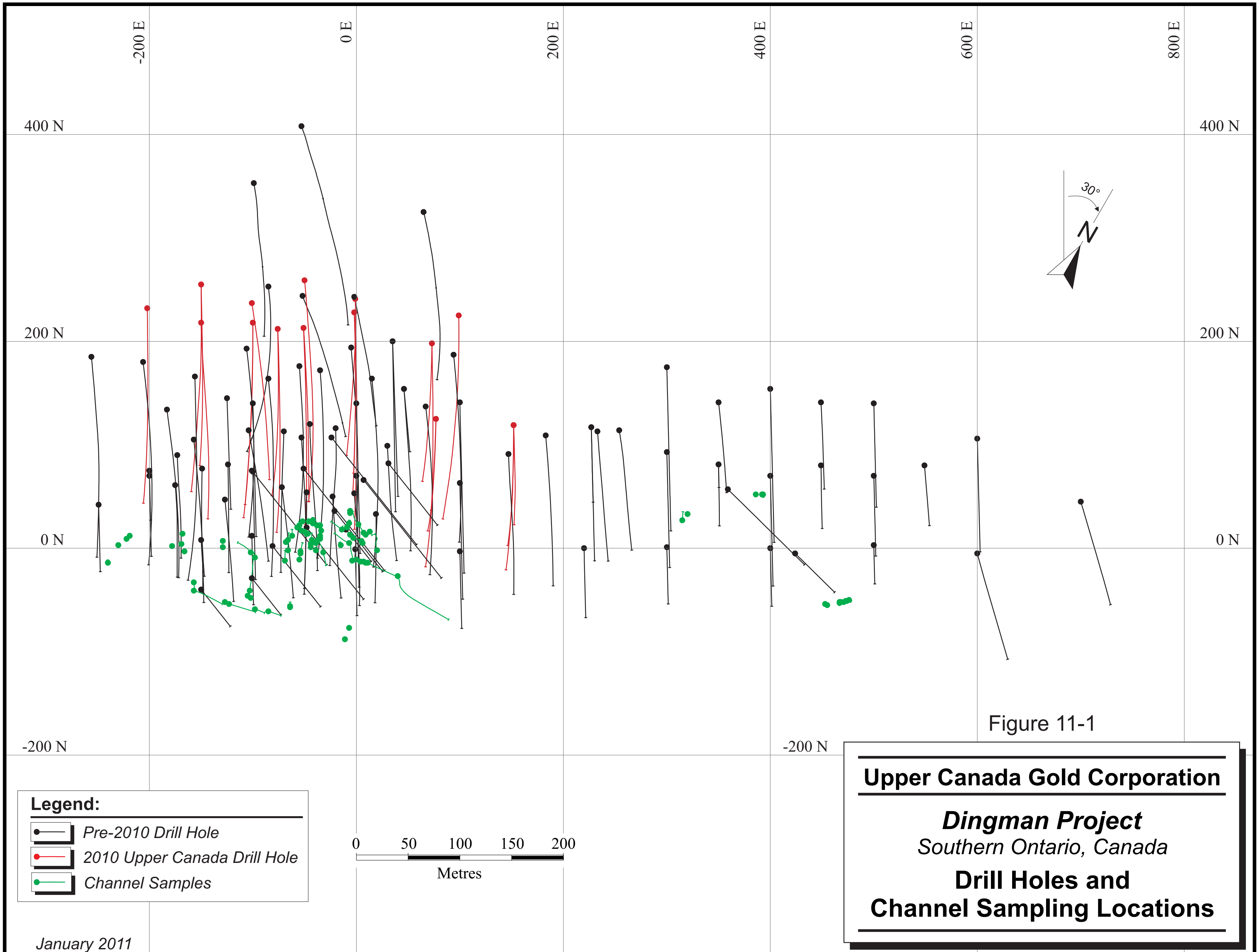


Figure 11-1

Upper Canada Gold Corporation

Dingman Project

Southern Ontario, Canada

Drill Holes and Channel Sampling Locations

SCOTT WILSON RPA

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NORANDA DRILLING PROGRAMS (1987 AND 1988)

Noranda carried out a limited diamond drill program on the Dingman property from July to September 1987 (King, 1988). The initial program consisted of 13 holes (DI-087-01 to DI-87-13) totalling 1,494 m. The holes were designed to test the altered Dingman granite at an orientation suitable for intersecting the cross faults and second fracture-shear foliation that trend northeasterly at an azimuth of 025°, interpreted to be an important control on the gold mineralization. The first phase holes were drilled at a 45° angle.

Results from the initial program were considered sufficiently interesting to warrant a second phase of drilling from November 1987 to February 1988, consisting of 25 holes (DI-87-14 to DI-88-38) totalling 3,531 m (King, 1988). The holes were oriented to intersect the east-northeast, west-southwest trend of the altered Dingman granite stock with less emphasis on the north-northeasterly trending structures. The holes were drilled on approximately 50 m spacing on 100 m spaced sections across the Dingman granite stock from sections 600E to 250W to a vertical depth of approximately 150 m. Most of the second phase holes were drilled at a dip of 45°; two holes were drilled at a dip of 75°. The Noranda holes were all BQ, with few descriptions of poor core recovery or lost core in the Noranda drill logs.

All the drill hole casings from the Noranda drill programs were removed; therefore, no verification of historical collar locations is possible. At the end of the second phase program, all the drill sites were inspected, cleaned, and levelled where appropriate (King, 1988). The drill hole collar elevations were initially estimated by Noranda. A number of the collar elevations in the Borsurv database appear to have been adjusted at a later date based on the results of a small elevation survey carried out in the western part of the property.

Drill hole deviation was monitored by dip tests, using the standard acid dip test method. No downhole azimuth tests were taken. Dip tests were taken at a rate of two to three per hole, or at approximately 60 m to 70 m intervals. Dip deviations for the holes drilled by Noranda were estimated between 2° and 4° of flattening per 100 m.

DELORO DRILLING PROGRAM (1997)

In September and October 1997, Deloro completed 2,061 m of diamond drilling in 14 holes on the Dingman property. The holes were designed to test the grade and continuity of the gold mineralization reported by Noranda, with the objective of delineating the area from sections 25E to 200W at a hole spacing of 25 m on 25 m sections to a vertical depth of 100 m. The holes were drilled along the Noranda grid south at a dip of 45°.

The drill holes completed by Deloro encountered gold mineralization within the Dingman granite with similar grades and over similar widths as reported by Noranda. The Deloro holes were all NQ and core recovery data was collected by Deloro for each sample interval, with recoveries typically above 98%. Core photographs show generally good recovery within the granite, with local sections of blocky core visible within the altered sedimentary rocks.

Deloro spotted the holes in the field using the original Noranda grid system and not the "Rajong" (Deloro) baseline. Deloro did not survey the drill hole collars. The casing was pulled from all of the holes drilled by Deloro. The Deloro drill hole collars are marked in the field by a stamped steel plate with an eight-inch long steel rod welded to the bottom and cemented in the hole.

Drill hole deviation was monitored by Tropari downhole dip and azimuth measurements. Tests were taken at a rate of three to five per hole, with the first test taken at three runs or nine metres past the casing, then at approximately 40 m to 60 m intervals down the hole. Dip deviations for the holes drilled by Deloro were estimated between 1° and 2° per 100 m, with 65% of the holes flattening and 35% of the holes steepening. Azimuth estimated deviations were between 1° and 3° per 100 m, with 70% of the holes deviating clockwise and 30% of the holes deviating counter-clockwise.

OPAWICA DRILLING PROGRAM (2007)

From October to December 2007, Opawica completed 4,726 m of diamond drilling in 20 holes on the Dingman property. The diamond drill program was designed to verify the results of the Noranda and Deloro drilling and delineate the gold mineralization to a level sufficient to enable Opawica to undertake a mineral resource estimate in accordance with the requirements of NI 43-101 and the CIM Definition Standards on Mineral Reserves and Mineral Resources.

Three twinned holes were planned and drilling focused on gold mineralization within the Dingman granite from sections 100E to 200W to a vertical depth of approximately 150 m at a hole spacing of between 25 and 50 m on 25 m sections (Figure 11-1). Three drill holes were designed to test for potential extensions of the gold zones along strike and down plunge. All holes were drilled on the Noranda grid south at a dip of -45°, with the exception of hole DI-07-019, which was drilled at dip of -70° to test the zone down-plunge.

The drill holes completed by Opawica were successful in verifying the Noranda and Deloro results and encountered gold mineralization within the Dingman granite with similar grades and over similar widths. Hole DI-07-012 encountered significant gold mineralization on section 150E, extending the eastern strike length of the main zone of mineralization by a minimum of 50 m and showing a potential for additional mineralization in this area. Hole DI-07-019 encountered a number of wide zones of sericite-quartz-sulphide mineralization between a vertical depth of 200 m and 300 m that returned gold values with similar grades and widths as the mineralization defined above 150 m, suggesting that the gold mineralization continues at depth and remains open.

The Opawica holes were all NQ, with core recovery as generally excellent and estimated at close to 100%. Sections of blocky core with estimated recoveries of 95% to 99% occasionally occur within hematite-altered sedimentary rocks containing vuggy quartz-calcite veining.

Drill holes DI-07-001 to DI-07-012 and DI-07-019 were spotted in the field using a combination of hand-held GPS and chaining from the re-established Rajong baseline. The collars of completed holes DI-07-001 to DI-07-007 and collar stakes for planned holes DI-07-008 to DI-07-012 and DI-07-013 to DI-07-018 were surveyed in November 2007 by Miller. The drill holes were abandoned with a cement plug, the casings pulled and the drill sites cleaned. Miller surveyed the collar locations of holes DI-07-010B and DI-07-019 in May 2008.

Miller used a differential GPS survey method with an accuracy of 2 cm in three directions. The collar coordinates are UTM Zone 18 NAD 83 with geodetic collar elevations, based on horizontal control monument number 00820040015 at 256.873 m. Miller also calculated the grid coordinates for the collars based on the re-established Grid and surveyed the Rajong baseline. A geodetic elevation of 221 m was set at Noranda grid elevation of 1,000 m to establish the level of the Noranda and Deloro channel sample and drill hole data.

Drill hole deviation was monitored by a Flexit SmartTool electronic instrument capable of taking downhole dip and azimuth measurements. An azimuth correction was applied to the Flexit readings after the measurements were taken: 12.0° (west) was subtracted from the Flexit reading to give a true azimuth. Tests were taken at a rate of four to six per hole, with the first test taken at a downhole depth of between 18 m and 21 m, then at 50 m intervals down the hole. Dip deviations for the holes drilled by Opawica are estimated between 1° and 3° of flattening per 100 m. Azimuth deviations are estimated between 3° and 5° per 100 m with 100% of the holes deviating clockwise.

OPAWICA DRILLING PROGRAM (2009)

From February to May 2009, Opawica completed 3,926 m of diamond drilling in 16 holes on the Dingman property. The diamond drill program was designed to explore the Dingman granite at depth below all previous drilling to a vertical depth of 700 m, infill drill a section of granite from 175 E to 250 E, and delineate additional potential aggregate resources from 350 E to 700 E within and adjacent to the Dingman granite.

Five drill holes tested the Dingman granite gold zones between grid 100 m W and 80 m E below previous drilling to a maximum vertical depth of 700 m. Three drill holes tested the Dingman granite gold zones between 175 m E and 250 m E and above 150 m vertical. Eight drill holes tested the granite and marble between 350 m E and 700 m E and above 150 m vertical depth to delineate the aggregate resource. All holes were drilled on the Noranda grid southward at angles of -45° for shorter holes to maximum of -83° for the longest hole.

The drill holes completed by Opawica were successful in extending the gold zones to 700 m vertical depth and indicating a widening of the Dingman granite at depth, and expanding the aggregate resource eastward.

The Opawica holes were all NQ, with core recovery as generally excellent and estimated at close to 100%. Sections of blocky core with estimated recoveries of 95% to 99% occasionally occurred within hematite-altered sedimentary rocks containing vuggy quartz-calcite veining.

Drill holes were spotted using a Garmin 60cx GPS. The collar coordinates are UTM Zone 18 NAD 83. The drill holes were abandoned with a cement plug set in overburden and into bedrock. The casing was left in drill hole DI-09-01 and capped with an aluminum cap inscribed with the drill hole ID. The casings for DI-09-02 to 16 were pulled and each collar location was marked by a steel bolt and aluminum tag assembly cemented into the top of each drill hole at a depth of 15 cm to 35 cm below ground. Relocating any of holes DI-09-02 to 16 is possible by using a metal detector to detect the steel bolt/aluminum tag assembly, digging down 15 cm to the assembly top and reading the hole ID inscribed on the aluminum tag.

Drill hole deviation was monitored by a Flexit SmartTool electronic instrument capable of taking downhole dip and azimuth measurements. An azimuth correction was applied to the Flexit readings after the measurements were taken: 12.1° (west) was subtracted from the Flexit reading to give a true azimuth. Tests were taken at a rate of three to 15 per hole, with the first test taken at a downhole depth of between 18 m and 21 m, then at 50 m intervals down the hole. Dip deviations for the holes drilled by Opawica are estimated between 0.5° and 3° of flattening per 100 m. Azimuth deviations are estimated between 0.5° and 3.5° per 100 m, with 100% of the holes deviating clockwise.

UPPER CANADA GOLD CORPORATION DRILLING PROGRAM (2010)

From March through to July 2010, Upper Canada completed 6,546 m of diamond drilling in 24 holes, from 14 drill hole setups, on the Dingman property. The diamond drill program was designed to explore the Dingman granite from 200 m to 300 m and to upgrade the resource classification level from surface to 300 m depth. Upper Canada focused on delineating potential open pit mineable resources.

All drill holes tested the Dingman granite mineralized zones. The drill holes were located relative to the Noranda grid and were drilled toward grid south at dips of -45° for shorter holes to a maximum of -58°. A number of holes were drilled from a single drill hole setup to determine the vertical continuity of the mineralized zone within the section.

The drill holes completed by Upper Canada were successful in defining a zone of mineralization, primarily Indicated Resource, potentially mineable by open pit methods.

Upper Canada holes were all NQ, with generally excellent core recovery estimated at close to 100%. Sections of blocky core with estimated recoveries of 95% to 99% occasionally occurred within hematite-altered sedimentary rocks containing vuggy quartz-calcite veining.

Drill holes were spotted using a hand-held GPS unit. The collar coordinates are UTM Zone 18 NAD 83. The drill holes were abandoned with a cement plug set in overburden and into bedrock. The casings for all drill holes were pulled and each collar location was marked by an aluminum tag cemented into the top of each drill hole at a depth of 15 cm to 35 cm below surface. After the drill program was completed, Miller was engaged to survey the drill hole locations utilizing a differential GPS system with sub-metre accuracy for X/Y coordinates as well as elevation. Additional points were surveyed by Miller in order to better define an elevation grid.

Drill hole deviation was monitored by a Flexit SmartTool electronic instrument capable of taking downhole dip and azimuth measurements. An azimuth correction was applied to the Flexit readings after the measurements were taken: 12.8° (West) was subtracted from the Flexit reading to give a true azimuth. Tests were taken at a rate of five to eight per hole, with the first test taken at a downhole depth of between 12 m and 21 m, then at 50 m intervals down the hole. Dip deviations for the holes drilled by Upper Canada are estimated between -0.7° and 2.8° of flattening per 100 m. Azimuth deviations are estimated between 1.4° and 6.9° per 100 m, with 100% of the holes deviating clockwise.

12 SAMPLING METHOD AND APPROACH

The information on sampling method and approaches for the Dingman property is extracted from Laakso (2009) and Palmer et al. (2009), edited and updated for the Upper Canada 2010 drill program.

In 2010, Upper Canada transported all available drill core to a secure OMNDMF site at Tweed, Ontario, where it was stored on racks constructed by Upper Canada. This includes core from the 1987-1988 Noranda drilling previously stored at the Holloway mine site 60 km east of Matheson, Ontario, at the OMNDMF core library in Tweed and on the Robinson Farm on the eastern part of the Dingman property; core from the Deloro drilling previously stored on the Robinson Farm and at the OMNDMF core library in Tweed; and core from the 2007 and 2009 Opawica drilling previously stored at the Opawica core shack in Matachewan, Ontario.

NORANDA - 1986 CHANNEL SAMPLING PROGRAM

The channel samples were cut with a diamond saw in areas of outcrop and from bedrock exposed by shovel and backhoe trenching. The channel samples average 0.9 m to one metre in length and three centimetres to four centimetres in width (LeBaron, 1986). Backhoe trenches in overburden were filled in after the program at the request of the surface rights owner.

The channel samples were chained into the Noranda grid (LeBaron, pers. com., 2008). Channel sample locations, orientation of the samples, sample widths, sample numbers and assay results were digitized from the original Noranda channel sampling maps.

NORANDA - 1987 AND 1988 DIAMOND DRILLING

All core logging and splitting was completed in a temporary core shack on the Robinson Farm located on the east part of the Dingman property in Madoc Township. The original paper copies of the drill logs exist for all the holes. Geological data recorded on the drill logs include lithology, texture, structure, alteration, quartz veining and sulphide mineralization. All geological and sample data was recorded in imperial units. The alteration legend used in core logging is the classification scheme developed for the

Dingman granite by LeBaron (1986) from surface mapping. The core logging is considered by Palmer et al. (2009) to be of high quality.

The entire interval of granite intersected in each drill hole was sampled and assayed (King, 1988). In addition, bracket samples were generally taken from the hanging wall and footwall sedimentary lithologies and from intervals of sedimentary rocks containing an appreciable amount of sulphides.

The sample lengths are generally one metre, but individual samples were adjusted to accommodate lithologic contacts, changes in alteration, quartz veining, and sulphide mineralization. Core was split in half, presumably with a mechanical or hydraulic core splitter, and the half core samples sent to the laboratory. Contiguous sample series were used for the core sampling. Sample intervals were recorded on standard Noranda diamond drill core assay record sheets. The collar, downhole survey, lithology and sample data was later entered into computerized drill logs in Borsurv format and the data (with the exception of the gold assays) converted from imperial to metric units.

The remaining half of the core was left in the core box and initially stored at the temporary core shack on the property. Sometime after the program, most of the split core was transported to Timmins, Ontario, and stored at the former Aunor mine site. After Deloro worked on the property, the core stored at the Aunor mine site was transported to the core storage area at the Holloway mine site, located 60 km east of Matheson, Ontario. Core from 16 Noranda holes (DI-87-02 to 06, 09, 11-13, 17-18, 20, 25, DI-88-31, 33 and 34) was stored at the Holloway mine site (Kusins, 2008). Core from five Noranda holes (DI-07-07, DI-88-27, 28, 30 and 35) was stored at the MNDM core library in Tweed, Ontario. Parts of holes DI-87-22, 24, DI-88-28, 29, 34, and 35 remained on the Robinson Farm, but consisted primarily of marble and were in poor condition in 2009 (Palmer et al., 2009).

As noted above, all available Dingman drill core was transported to the OMNDMF core storage site in Tweed, Ontario, and stored on racks constructed by Upper Canada.

DELORO - RELOGGING AND CHECK SAMPLING OF NORANDA DRILL CORE IN 1997

A program of relogging and check sampling of the Noranda drill core was undertaken by Deloro in the summer of 1997 at the Aunor mine site in Timmins, Ontario. The work focused on 22 of the Noranda drill holes collared in the better mineralized western portion of the property. The purpose of the relogging program was to identify the key geological controls for the gold mineralization within the Dingman granite and develop a detailed core logging and coding scheme for use in the upcoming drill program.

Geological data was recorded as codes or percentages for each sample interval as well as for sections not sampled. Geological data recorded on the drill logs include lithology, texture, grain size, replacement sericite, quartz vein volume percent, pink K-spar, and total sulphide percent. The replacement sericite coding scheme was derived from the alteration legend developed by Noranda.

The purpose of the check sampling was to confirm the gold values reported by Noranda from the two laboratories used during the 1987 and 1988 drill programs, and to determine the best sample preparation and assay procedures to use for the 1997 drill program. Deloro took a total of 135 check samples of the Noranda drill core. The samples collected were from the remaining half of the split core, covering the same intervals as the original samples.

DELORO - 1997 DIAMOND DRILLING

Drill core was picked up from the drill rig twice a day by Deloro employees and taken to a nearby location for logging, photographing, and splitting (Pope, 2008). Geological data was recorded as codes or percentages for each sample interval as well as for sections not sampled. Geological data recorded on the drill logs include lithology, colour, colour intensity, texture/deformation, grain size, foliation/bedding, quartz eyes, biotite content, replacement sericite, quartz vein numbers, quartz vein volume percent, thickest quartz vein, pervasive silicification, pink feldspar, lilac feldspar, 2nd calcite, fluorite, total sulphide percent, pyrrhotite-pyrite ratio, average sulphide size, maximum sulphide size, other sulphides and oxidation of sulphides. All geological and sample data was recorded in metric units.

The coding system developed by Deloro for each sample interval, primarily sericite alteration, quartz veining and total sulphides, was considered critical in undertaking the geological interpretation and in constructing the 3D lithology, structure, and mineralization models (Palmer et al., 2009).

The entire interval of granite intersected in each drill hole was sampled and assayed. In addition, bracket samples were taken from the hanging wall and footwall sedimentary lithologies and from intervals of sediments containing an appreciable amount of sulphides.

The sample length was generally one metre, but individual samples were adjusted to accommodate lithologic contacts or abrupt changes in quartz veining and sulphide mineralization. Core was split in half, presumably with a mechanical or hydraulic core splitter, and the half core samples sent to the laboratory. Contiguous sample series were used for the core sampling. Sample intervals were recorded on sample ticket books and on the standard drill core log described above. All logging information recorded on the drill logs was later entered into computerized drill logs in a spreadsheet format.

The remaining half of the core was left in the core box and stored on the Robinson Farm. Core for eight of the Deloro holes (DI-97-40 to DI-97-47) remained on the Robinson Farm and were reported to be in good condition in 2009 (Palmer et al., 2009). Core from the remaining five Deloro holes were stored at the OMNDMF core library in Tweed, Ontario, as confirmed by the District Geologist for Southeastern Ontario (LeBaron, 2009).

As noted above, all available Dingman drill core was transported to the OMNDMF core storage site in Tweed, Ontario, and stored on racks constructed by Upper Canada. For the core stored on the Robinson Farm, that which was in good condition was re-boxed before transport to the Tweed site.

OPAWICA - 2007 DIAMOND DRILLING

After the core was placed in wooden trays at the drill site, it was loaded directly into the back of covered trucks and delivered in batches of three holes by Opawica personnel to the core shack in Matachewan, Ontario. All core logging and core splitting was completed in the Opawica core shack. Before logging, the drill core was fit together, measured, then marked every one metre, and then photographed. The drill core was logged by Fred Sharpley, P.Geo., the Opawica qualified person (QP) for the Dingman property. Geological data recorded on the drill logs include lithology, texture, structure, alteration, quartz veining, and sulphide mineralization. All logging information was recorded directly into a laptop computer in Microsoft Excel spreadsheet format. All geological and sample data was recorded in metric units.

Core intervals identified for sampling were marked with wax crayons, with sample tags placed at the end of a sample interval. The sample length was generally one metre, but individual samples were adjusted to accommodate lithologic contacts. The entire interval of granite intersected was sampled and assayed. In addition, bracket samples were taken from the enclosing sedimentary lithologies and from intervals of sedimentary rocks containing an appreciable amount of sulphides.

Core was sawn in half, with a sample tag placed in the bag and the bag sealed with a plastic tie strap. The remaining half of the core was left in the core box and stored in core racks beside the Opawica core shack in Matachewan.

As noted above, all available Dingman drill core was transported to the OMNDMF core storage site in Tweed, Ontario, and stored on racks constructed by Upper Canada.

Contiguous sample series were used for the core sampling. Sample intervals were recorded on sample ticket books and entered directly into a laptop computer. Geological data recorded for each sample interval included sericite alteration index, quartz vein percent, and total sulphide percent. The Dingman drill hole logging legend used by Opawica is modified from the work completed by Noranda and Deloro.

OPAWICA - 2009 DIAMOND DRILLING

After removal from the drill hole, the core was placed in wooden trays at the drill site, loaded into a covered truck, and delivered in batches by Opawica personnel to the core shack in Matachewan, Ontario.

All core logging and core splitting was completed in the Opawica core shack. Before logging, the drill core was fit together, measured, and then marked every one metre. The drill core was logged by Terry Link and reviewed by Robert Laakso, P.Eng. All logging information was recorded directly into a laptop computer in Microsoft Excel spreadsheet format. All geological and sample data was recorded in metric units.

Core intervals identified for sampling were marked with wax crayons, with sample tags placed at the end of a sample interval. The sample length was generally one metre, but individual samples were adjusted to accommodate lithologic contacts. The entire interval of granite intersected was sampled and assayed. The core recovery for Dingman is between 95% and 100%. In addition, bracket samples were taken from the enclosing sedimentary lithologies and from intervals of sedimentary rocks containing an appreciable amount of sulphides.

Core was sawn, with a sample tag placed in the bag and the bag sealed with a plastic tie strap. The remaining half of the core was left in the core box and stored in core racks beside the Opawica core shack in Matachewan.

As noted above, all available Dingman drill core was transported to the OMNDMF core storage site in Tweed, Ontario, and stored on racks constructed by Upper Canada.

Contiguous sample series were used for the core sampling. Sample intervals were recorded on sample ticket books and entered directly into a laptop computer. The Dingman drill hole logging legend used by Opawica is modified from the work completed by Noranda and Deloro.

UPPER CANADA - 2010 DIAMOND DRILLING

Drill core was transported in wooden boxes from the Dingman property to the OMNDMF facility in Tweed, Ontario, where it was logged and marked for sampling. Drill core was sawn at the OMNDMF site and bagged for shipment to the AGAT Laboratories, an accredited laboratory in Mississauga, Ontario (AGAT). Contiguous sample series were used for the core sampling and sample intervals were recorded on sample ticket books.

The Dingman granite was sampled continuously in its entirety along with several samples of the sedimentary wallrocks on either side. The sample length was generally one metre, but individual samples were adjusted to accommodate lithologic contacts. The core recovery was typically near 100%.

Drill core from the 2010 program is stored on racks constructed by Upper Canada at the OMNDMF core storage site at Tweed, Ontario.

13 SAMPLE PREPARATION, ANALYSES AND SECURITY

The information on sample preparation, analyses and security for the Dingman property is extracted from Laakso (2009) and Palmer et al. (2009), and is edited and updated by Scott Wilson RPA to include the Upper Canada 2010 drill program. In the opinion of Scott Wilson RPA, all of the drill hole and channel sampling data are acceptable for use in a mineral resource estimate.

HISTORICAL SAMPLE SECURITY, STORAGE AND SHIPMENT

No information exists with respect to sample security, storage, and shipping arrangements for the Noranda channel sampling and diamond drill programs.

In the 1997 Deloro drill program, core splitting and bagging of samples were carried out by personnel under contract to Deloro and under the supervision of a member of Deloro's management (Pope, 2008). The first and last sample batches were delivered by Deloro personnel to the Chemex laboratory in Mississauga, Ontario. The remainder of the sample batches were picked up from the project site and transported to the laboratory by Chemex employees. The samples were kept in a secure building until they were delivered to Chemex.

OPAWICA SAMPLE SECURITY, STORAGE AND SHIPMENT

In the 2009 Opawica drill program, sawn core samples were collected and processed by personnel under contract to Opawica and under the supervision of Robert Laakso, P.Eng., at the Matachewan core logging facility. After sawing and bagging, the sealed individual samples were placed in shipping bags, which in turn were sealed with plastic tie straps. The bags remained sealed until they were opened by Swastika personnel in Swastika, Ontario. The samples were kept in the locked Opawica core shack in Matachewan and delivered on a regular basis by Opawica personnel to the laboratory in Swastika.

HISTORICAL SAMPLE PREPARATION AND ASSAY PROCEDURES

NORANDA PROTOCOL, 1986 CHANNEL SAMPLES

There are no records of the sample preparation and assaying procedures used by Noranda for the surface channel samples taken in their 1986 program, or the laboratory at which the assaying was performed. No assay laboratory certificates are available for the channel samples.

NORANDA PROTOCOLS, 1987 AND 1988 DRILL CORE SAMPLES

Split core samples from the first phase program, drill holes DI-87-01 to DI-87-13, were submitted to Technical Service Laboratories (TSL) in Mississauga, Ontario. There are no records of the sample preparation and assay procedures used by TSL. Assay certificates exist for the samples from holes DI-87-01 to DI-87-06 and DI-87-09 to DI-87-13. All core samples submitted to TSL were assayed for gold; the majority of the samples returning gold values greater than 0.05 oz/ton were also assayed for silver. Gold assays are reported on the certificates in parts per billion (ppb); values greater than 1,000 ppb are reported in oz/ton. A few samples returning values slightly less than 1,000 ppb are also reported in oz/ton. The detection limit for gold was 5 ppb for values reported in ppb and 0.005 oz/ton for values reported in oz/ton.

A total of 20 samples from the first phase drill program were analyzed for major oxides, S%, CO_2%, and base metals (King, 1988). There are no records of the sample preparation and analytical procedures used by Noranda for these samples, or the laboratory at which the work was performed.

Split core samples from the second phase program, drill holes DI-87-14 to DI-87-28 and DI-88-29 to DI-88-38, were submitted to Lakefield Research (Lakefield) in Lakefield, Ontario. There are no records of the sample preparation and assay procedures used by Lakefield. Assay certificates exist for all the core samples submitted to Lakefield. All core samples submitted to Lakefield were assayed for gold, with samples returning gold values greater than 0.05 oz/ton also assayed for silver. Gold assays are reported on the certificates in oz/ton, with a detection limit of 0.001 oz/ton.

A total of 39 samples from the second phase drill program were analyzed for major oxides, S%, CO_2%, arsenic, chromium, and the base metals copper, zinc, and lead at Lakefield. There are no records of the sample preparation and analytical procedures used by Lakefield. Assay certificates exist for all but nine of the S%, CO_2%, arsenic, chromium, copper, zinc, and lead results.

DELORO PROTOCOLS, CHECK SAMPLING OF NORANDA DRILL CORE IN 1997

Samples of split core from the Noranda drilling were submitted by Deloro to Chemex in two separate shipments in the summer of 1997. The first shipment, submitted in July 1997, consisted of 30 split core samples. Sample preparation was performed at the Chemex laboratory in Timmins, Ontario. Assay certificates exist for all the core samples in the first shipment submitted to Chemex.

The split core samples from the first shipment were crushed in their entirety to better than 80% passing a 0.85 mm or 20 mesh screen (Chemex Procedure 226a). All the crushed material was pulverized using a jumbo chrome steel ring mill to greater than 90% passing a 0.10 mm or 150 mesh screen (Chemex Procedure 3288). The pulverized material was split using a riffle splitter into two subsamples: subsample A weighing 500 g and subsample B weighing 1,000 g.

Samples drawn from subsample A were analyzed for gold using a variety of procedures at Chemex, Intertek Testing Services (Chimitec or Bondar Clegg) (Intertek), and Cone Geochemical Inc. (Cone Geochemical). Fire assaying was performed on two 30 g samples (30 g sample fusion #1 and 2) drawn from the pulp A at the Chemex laboratory in Mississauga, Ontario. The gold bead was assayed using atomic absorption spectrometry (Chemex Procedure 494). Gold assays are reported on the certificates in g/t. The detection limit for this method is 0.005 g/t.

Fire assaying was performed on a 50 g sample (50 g sample fusion) drawn from pulp A at the Chemex laboratory in Vancouver, British Columbia. The gold bead was assayed using atomic absorption spectrometry (Chemex Procedure 3599). Gold assays are reported on the certificates in g/t. The detection limit for this method is 0.07 g/t.

Fire assaying was performed on a 30 g sample drawn from pulp A at the Intertek laboratory in Val d'Or, Quebec. There is no record of the assay finish procedure. Gold assays are reported on the certificates in g/t. The detection limit for the procedure used by Intertek is 0.03 g/t.

Fire assaying was performed on a 30 g sample drawn from pulp A at the Cone Geochemical laboratory in Lakewood, Colorado. The gold bead was assayed using atomic absorption spectrometry. Gold assays are reported on the certificates in g/t. The detection limit for the procedure used by Cone Geochemical is 0.001 g/t.

Subsample B was analyzed for gold at the Chemex laboratory in Mississauga, Ontario, using a metallic or screen assay technique (Chemex Procedure G803a). The plus 150 mesh portion was screened out and assayed entirely. The minus fraction was homogenized and two 30 g fusions used to determine its grade. Each fraction was weighed and the calculated grade of the sample is the weighted average of both fractions.

The second shipment, submitted in August 1997, consisted of 105 split core samples. Sample preparation was performed at the Chemex laboratory in Timmins, Ontario. Assay certificates exist for all the core samples in the second shipment submitted to Chemex.

The split core samples from the second shipment were crushed in their entirety to greater than 80% passing a 0.85 mm or 20 mesh screen (Chemex Procedure 226a). The crushed material was split using a riffle splitter to arrive at a subsample of 1,000 g. The subsample was pulverized using a jumbo chrome steel ring mill to greater than 90% passing a 0.10 mm or 150 mesh screen (Chemex Procedure 3288).

Fire assaying was performed on two 50 g samples (samples A and B) drawn from the pulp at the Chemex laboratory in Mississauga, Ontario. The gold bead was assayed using atomic absorption spectrometry (Chemex Procedure 3583). Gold assays are reported on the certificates in ppb. Values below the detection limit of 5 ppb are reported as less than the detection limit. Samples returning assays above 10,000 ppb were automatically reassayed on a 1 assay ton sample (29.2 g) by gravimetric technique (Chemex Procedure 997). The detection limit for the gravimetric assays is 0.07 g/t.

DELORO PROTOCOL, 1997 DRILL CORE SAMPLES

Split core samples from the Deloro drilling in 1997 were submitted to the Chemex laboratory in Mississauga, Ontario. All core samples submitted to Chemex were assayed for gold. Assay certificates exist for all the core samples submitted to Chemex.

The split core samples were crushed in their entirety to greater than 80% passing a 0.85 mm or 20 mesh screen (Chemex Procedure 226a). The crushed material was split using a riffle splitter to arrive at a subsample of 1,000 g. The subsample was pulverized using a jumbo chrome steel ring mill to greater than 90% passing a 0.10 mm or 150 mesh screen (Chemex Procedure 3288).

Fire assaying was performed on a 30 g sample drawn from the pulp at either the Chemex laboratory in Vancouver, British Columbia, or Mississauga, Ontario. The gold bead was assayed using atomic absorption spectrometry (Chemex Procedure 494). Gold assays are reported on the certificates in g/t. Values below the detection limit of 0.005 g/t are reported as less than the detection limit. Samples returning assays above 12 g/t were automatically reassayed on a 1 assay ton sample (29.2 g) by gravimetric technique (Chemex Procedure 997). The detection limit for the gravimetric assays is 0.07 g/t.

2007 OPAWICA SAMPLE PREPARATION AND ASSAY PROCEDURES

Core samples from the 2007 drill program were submitted to Swastika. Swastika was not an ISO certified laboratory in 2007, but has been conducting assaying for the gold mining industry for many years and has a very good reputation for quality of work.

All core samples submitted to Swastika were assayed for gold. The sawn core samples were crushed in their entirety to arrive at a prepared sample of between 6 mesh and 10 mesh (3.35 mm and 2 mm) (Procedure SP-1). The mesh size depends on the hardness and texture of the rock material. The crushed material was split successively in a riffle divider to arrive at a subsample of between 300 g and 400 g. The subsample was pulverized in a ring and puck pulverizer to ensure a minimum of 90% of the material passed through a 0.15 mm or 100 mesh screen (Procedure SP-1).

Fire assaying was performed on a 30 g sample drawn from the pulp (Procedure FA-1). The gold bead was assayed using either atomic absorption spectrometry or gravimetric technique; the technique chosen was based on a visual assessment of the bead by the assayer (Procedure GA-1). Gold values are reported on the certificates in g/t. Values below the detection limit of 0.01 g/t are reported as nil.

Pulp samples from a majority of the drill holes (1,944 samples out of a total of 2,283 assayed for gold) were also analyzed for silver at Swastika. Pulp samples from sections of core containing chalcopyrite, sphalerite or galena were also analyzed for the base metals copper (40 samples), zinc (191 samples), or lead (78 samples) at Swastika. Silver, copper, zinc, and lead were determined using a 0.5 g subsample drawn from the pulp and subjected to Geochemical Procedure BMA-G1. This method uses aqua regia to digest the sample and the diluted solution analyzed using atomic absorption spectrometry. Silver values are reported on the certificates in g/t with a detection limit of 0.1 g/t. Copper, zinc, and lead values are reported on the certificates in ppm. The detection limit for copper, zinc, and lead is 1 ppm. Silver, copper, zinc, and lead values below detection limit are reported as the detection limit value on the certificates.

A total of 11 pulp samples were submitted to Assayers Canada in Vancouver, British Columbia, for whole rock assay and multi-element geochemical analysis. The pulps consisted of six samples of granite and five samples of carbonate sediments selected from holes DI-07-016 to DI-07-018. The samples were analyzed for major oxides, C%, S% and 12 trace elements using lithium metaborate fusion, followed by dissolution in aqua regia and analysis by inductively coupled plasma atomic emission spectrometry (ICP-AES). The samples were also analyzed for 30 elements using aqua regia digestion and analysis by ICP-AES.

2009 OPAWICA SAMPLE PREPARATION AND ASSAY PROCEDURES

Core samples from the 2009 drill program were submitted to Swastika. Swastika was not an ISO certified laboratory at the time of submitting the samples for assay, but has been conducting assaying for the gold mining industry for many years and has a very good reputation for quality of work. All core samples submitted to Swastika were assayed for gold. The sawn core samples were crushed in their entirety to arrive at a prepared sample of between 6 mesh and 10 mesh (3.35 mm and 2 mm) (Procedure SP-1). The mesh size depends on the hardness and texture of the rock material. The crushed material was split successively in a riffle divider to arrive at a subsample of between 300 g and 400 g. The subsample was pulverized in a ring and puck pulverizer to ensure a minimum of 90% of the material passed through a 0.15 mm or 100 mesh screen (Procedure SP-1).

Fire assaying was performed on a 30 g sample drawn from the pulp (Procedure FA-1). The gold bead was assayed using either atomic absorption spectrometry or gravimetric technique; the technique chosen was based on a visual assessment of the bead by the assayer (Procedure GA-1). Gold values are reported on the certificates in g/t. Values below the detection limit of 0.01 g/t are reported as nil.

2010 UPPER CANADA SAMPLE PREPARATION AND ASSAY PROCEDURES

Upper Canada logged the drill core from the 2010 program at the OMNDMF core library adjacent to the Regional Geologists office at Tweed, Ontario. Samples marked for splitting were cut with a diamond saw and bagged. The primary assay laboratory, AGAT, picked up the samples at core logging and sampling facility and trucked them to its sample preparation laboratory in Sudbury, Ontario. The pulps were shipped to the AGAT laboratory in Mississauga, Ontario, for fire assay.

The fire assays were done with an atomic absorption spectrometry (AAS) finish (AGAT Code 201051). Samples with assays greater than 10 g/t Au were reassayed by a screened metallics method. Results were reported digitally to Upper Canada.

Coarse rejects and pulps are being stored by AGAT.

HISTORICAL QUALITY CONTROL PROGRAMS

NORANDA PROTOCOLS, 1987 AND 1988 DRILL CORE SAMPLES

Check sampling undertaken by Noranda included: 1) reassaying of pulps and/or rejects from three holes at either Chemex or Min-En Laboratories Ltd. (Min-En); 2) check assays and assays reported in both ppb and oz/ton for samples from hole DI-07-13 at TSL; and 3) metallic or screen assays performed on samples with visible gold in holes DI-87-19 and DI-87-20 at Lakefield.

A total of 116 samples from drill hole DI-87-12 were submitted to the Chemex laboratory in Mississauga, Ontario. The assay certificate exists for the samples submitted to Chemex. The only information that exists regarding sample preparation or assaying procedures is that the fire assaying was performed on a 1/2 assay ton sample (Pope, 2008). Gold assays are reported on the certificate in oz/ton with a detection limit of

0.002 oz/ton. In addition, 153 check assays from hole DI-07-12 performed by Min-En are recorded on the Borsurv version of the assay log. No certificate exists for these assays.

A total of 289 reject samples from holes DI-87-18 and DI-87-20 were submitted to the Min-En laboratory in Vancouver, British Columbia. The assay certificate exists for these holes, although there is no information regarding sample preparation or assaying procedures. Gold assays are reported on the certificate in both g/t (minimum value reported is 0.01 g/t) and oz/ton (minimum value reported is 0.001 oz/ton).

The assays from 120 samples (out of a total of l22 samples) in hole DI-87-13 analyzed at TSL are reported on the certificate in both ppb and oz/ton. In addition, duplicate assays were performed on 38 samples (31% of the samples in the hole).

Metallic or screen assays were performed at Lakefield on samples with visible gold in holes DI-87-19 (one sample) and DI-87-20 (seven samples). The plus 100 mesh portion and minus 100 mesh portion were assayed and weighed, with the calculated grade of the sample being the weighted average of both fractions.

There is no record of internal quality assurance/quality control (QA/QC) measures in place at TSL or Lakefield (now SGS) at the time, although, with prevailing industry standards in place at all commercial laboratories, QA/QC processes were most likely conducted at both laboratories.

DELORO PROTOCOLS, 1997 CHECK SAMPLING OF NORANDA DRILL CORE

Deloro submitted two batches of Noranda drill core samples (other core half) to Chemex in 1997 to confirm gold mineralization from the Noranda historical drilling. A total of 135 drill core halves were submitted from 15 drill holes (DI-87-04 to 06, DI-87-08 to 13, DI-87-17 to 19, DI-87-23, and DI-87-25 to 26).

As part of the Noranda duplicate sample checks, each sample was assayed twice by Chemex and a general comparison between the two datasets indicates that gold values occur in both datasets at values that are consistent with the gold mineralization of the deposit. There is some variation between individual gold assay values when compared (Deloro vs. Noranda and Deloro vs. Deloro) against each other, but the trend is not biased toward one set of data. The mean gold assay values for the Noranda samples, however, are generally higher than the duplicate samples assayed by Deloro. This variation can be attributed to different factors such as the “nugget” gold nature of the deposit and the different analytical techniques used at each assay facility (TSL, Lakefield, and Chemex).

DELORO PROTOCOL, 1997 DRILL CORE SAMPLES

There are no records of external QA/QC measures or check assaying undertaken by Deloro on the core samples from the 1997 drill program. Deloro requested that Chemex ship all the pulps and rejects from the 1997 drill program to the MNDM (now OMNDMF) core storage facility in Tweed, Ontario.

Chemex made available the results of their internal QC data generated during the assaying of core samples from the 1997 drill program to Deloro. QC data certificates exist for all the core samples submitted to Chemex. The Chemex internal quality control measures included the addition of standards into the sample stream at a rate of one in twenty (5%) overall. In addition, blanks were added at a rate of one in forty, and duplicate assays performed on every 40th sample.

Most of the standards in use at Chemex were secondary reference materials from internationally recognized sources (Chemex quotation dated September 3, 1997). Chemex used five different standards for the work.

All the blanks returned assays below the detection limit of 0.005 g/t Au.

Chemex reassayed a total of 42 pulps during the 1997 drill program.

2007 OPAWICA QUALITY CONTROL PROGRAMS

External QA/QC procedures for the 2007 drill program were conducted. Standards and blanks were inserted into the sample stream by the core cutter during sample packing, prior to shipment to the laboratory, at a rate of one standard and one blank for every twenty samples, according to the assay log.

In addition, an empty sample bag with a tag marked duplicate was inserted into the sample stream by the core cutter at a rate of one duplicate for every twenty samples, according to the assay log. For the duplicate samples, the laboratory was instructed to perform a duplicate assay on the reject material from the preceding sample.

Opawica used five standards during the program, with gold values ranging from 0.597 g/t to 4.041 g/t. In addition, one sample also had a silver grade of 33.25 g/t. Two of the standards were prepared by Ore Research and Exploration Pty. Ltd. (OREAS) of Australia and supplied by Analytical Solutions Ltd. (Analytical Solutions) of Toronto, Ontario. Three of the standards were prepared by Rocklabs of Auckland, New Zealand, and supplied by Mine Assay Supplies of Kirkland Lake, Ontario. The blank material used by Opawica was prepared by Rocklabs and consisted of pulp-sized material with an accepted value of 0.003 g/t Au.

All standard and blank assays were reviewed on a regular basis under the supervision of Fred Sharpley, P.Geo., the Opawica QP for the project. Simple rules for accepting quality control data were established at the start of the program and adhered to the following: 1) if a gold standard falls beyond 10% of the accepted value, the standard is classified as a failure (accuracy); and 2) if a blank returns more than three times the detection limit, the analytical batch is classified as a failure (contamination). All the standard and blank failure batches were reanalyzed and passed the QC criteria on reanalysis. Only assay data that passed the QC criteria was accepted for entry into the drill logs and database.

Opawica submitted a total of 125 reject duplicates for routine reanalysis by Swastika during the 2007 drill program.

Internal quality control procedures by Swastika consisted of standards, blanks, and duplicate samples. Standards and blanks were inserted at rate of one per batch that consisted of between 15 and 79 samples. In addition, 10% of the samples were reassayed on the original pulp. Swastika reported the results of the internal quality control data with each dataset sent to Opawica and on the final certificates. Swastika reassayed a total of 233 pulps during the 2007 drill program.

Swastika used one standard during the program with a grade of 3.557 g/t. The standard was prepared by Rocklabs and supplied by Mine Assay Supplies. The blank material used by Swastika was also supplied by Mine Assay Supplies and consisted of silica sand.

The duplicate pulp and reject samples submitted by Opawica and Swastika are provided as scatter plots in Appendix 1. The gold sample variance indicated on these plots is typical for Precambrian gold deposits.

2009 OPAWICA QUALITY CONTROL PROGRAMS

External QA/QC procedures for the 2009 drill program were conducted. Standards and blanks were inserted into the sample stream by the core cutter during sample packing, prior to shipment to the laboratory, at a rate of one standard and one blank for every twenty samples, according to the assay log.

In addition, an empty sample bag with a tag marked duplicate was inserted into the sample stream by the core cutter at a rate of one duplicate for every twenty samples, according to the assay log. For the duplicate samples, the laboratory was instructed to perform a duplicate assay on the reject material from the preceding sample.

Opawica used four standards during the program with gold values ranging from 0.307 g/t to 2.9 g/t. The four standards were prepared by OREAS and supplied by Analytical Solutions. The blank material used by Opawica was decorative marble stone supplied by Home Hardware.

All standard and blank assays were reviewed on a regular basis under the supervision of Robert Laakso, P.Eng., the Opawica QP for the project. Simple rules for accepting quality control data were established at the start of the program and adhered to the following: 1) if a gold standard falls beyond 15% of the accepted value, the standard is classified as a failure (accuracy); and 2) if a blank returns more than five times the detection limit, the analytical batch is classified as a failure (contamination). All the standard and blanks passed the QC criteria. Only assay data that passed the QC criteria was accepted for entry into the drill logs and database.

Opawica submitted a total of 84 reject duplicates for routine reanalysis by Swastika during the 2009 drill program.

Internal quality control procedures by Swastika consisted of standards, blanks, and duplicate samples. Standards and blanks were inserted at rate of one per batch that consisted of between three and 74 samples. In addition, 15% of the samples were reassayed on the original pulp. Swastika reported the results of the internal quality control data with each dataset sent to Opawica and on the final certificates. Swastika reassayed a total of 240 pulps during the 2009 drill program.

Swastika used three standards during the program with gold values ranging from 1.258 to 3.583 g/t. The standards were prepared by Rocklabs and supplied by Mine Assay Supplies. The blank material used by Swastika was also supplied by Mine Assay Supplies and consisted of silica sand.

The duplicate pulp and reject samples submitted by Opawica and Swastika are provided as scatter plots in Appendix 2. The individual gold sample variance indicated on these plots is typical for Precambrian gold deposits.

BULK DENSITY (SG)

Collection of bulk density data from the 2007 Opawica drill core was carried out in two phases. The first phase, carried out in January 2008, consisted of 11 samples of whole core about 20 cm in length that were selected after the geological logging was completed and before the core was sampled. The second phase, carried out in July 2008, consisted of 115 samples of sawn core about 20 cm in length that were selected after the assays were returned and the initial geological interpretation completed.

Approximately 90% of the samples were selected from the various mineralized zones within the Dingman granite, typically consisting of one sample per zone per drill hole. Samples were also collected from mineralized zones containing a range of sericite alteration, quartz veining, and sulphide mineralization. Approximately 10% of the samples were selected from: (1) sections of weakly mineralized or barren granite; and (2) carbonate sediments in the immediate hanging wall or footwall of the granite.

The samples were submitted to Swastika where bulk density determinations were performed using a water immersion procedure.

No additional samples for bulk density testing were completed for the 2009 samples and the 2007 density values for granite and sedimentary rocks were used in the 2009 mineral resource estimate. The same density values are also used for the current Scott Wilson RPA resource estimate.

14 DATA VERIFICATION

Data verification of the Dingman data was reported by Palmer et al. (2009) and repeated in Laakso (2009). The following sections are extracted from those reports with minor edits. The final section in Section 14 Data Verification describes data verification of the Upper Canada data by Upper Canada and Scott Wilson RPA.

HISTORICAL DATA VERIFICATION (PALMER ET AL., 2009)

Data verification undertaken in 2007 focused on the digital Dingman diamond drill hole and channel sample database (Barnes database) received from Barnes. The Barnes database contains 536.1 of the 563.2 m of channel sampling completed by Noranda and 36 of the 52 diamond drill holes completed by Noranda and Deloro. The channel samples and drill holes contained in the Barnes database are from the western portion of the Dingman property. Barnes received the drill hole data from Deloro as an electronic file and did not verify the data (Barnes, 1998). The channel sample data was digitized by Barnes from plan maps provided by Deloro.

Verification of the drill hole data in the Barnes database involved checking the collars, downhole surveys, lithology, alteration, quartz veining, sulphides and assays with the incomplete set of drill logs, reports, maps and cross sections available in 2007. Verification of the channel sample data was not possible due to the unavailability of the historical data.

The Noranda and Deloro data were made available to Opawica in February 2008. The historical data includes the Noranda drill logs and diamond drill core assay record sheets with assays, most of the Noranda drill core assay certificates, electronic data files of the Noranda drill holes in Borsurv format (a commercial drill hole collection and display software, now obsolete), Deloro re-logging and check sampling notes of the Noranda core, drill logs and assay certificates, Deloro downhole surveys notes, Deloro drill logs and assay certificates, Deloro core photographs, photographs of Noranda core taken by Deloro, Noranda geology, geochemical survey, channel sample and geophysical survey maps, Noranda geological and exploration reports, Noranda and Deloro resource and economic studies, Noranda mineralogical studies, Noranda metallurgical studies and assessments, and Noranda environmental studies.

HISTORICAL DRILL HOLE COLLAR DATA (PALMER ET AL., 2009)

Verification of the Noranda drill hole collar data initially involved checking the grid coordinates and elevations of the holes contained in the Barnes database with the historical Noranda data including: 1) drill logs; 2) Borsurv files; 3) Appendix I in King (1988); 4) LeBaron's 1:1000 scale geology map showing the drill hole collars and traces; and 5) plans and cross-sections used in the resource estimate by Huska (1989). The historical Noranda drill hole collar elevation data were also checked with the available elevation data from a survey by Miller in 2007.

With a few exceptions, the collar coordinates of the Noranda holes in the Barnes database could be verified with the various historical Noranda data sources. A small (typically less than 0.1 m) discrepancy in the collar coordinates between the drill logs and the Borsurv files for holes DI-87-01 to DI-87-13 is not considered significant and the collar coordinates in the drill logs were used in the database. The Noranda drill hole collar data for the holes missing from the Barnes database were entered into the database from the drill logs and Borsurv files and verified using all the available historical Noranda data. Numerous discrepancies were found between the various Noranda data sources and the Barnes database for the Noranda drill hole collar elevations.

Verification of the Deloro drill hole collar data initially involved comparison of the grid coordinates and elevations of the holes in the Barnes database with the historical Deloro data including: drill logs, field notes and tables and a copy of LeBaron's geology map. The collar coordinates of the Deloro holes in the Barnes database could be verified with the various historical Deloro data sources with the exception of holes DI-97-43 and DI-97-44. The Deloro drill hole collar elevations were also checked with the elevation data from the surveying completed by Miller in 2007. A number of discrepancies ranging up to 5 m were found between the historical Deloro and 2007 Miller elevation data.

Two of the 1987 Noranda drill hole collars were located in the field and surveyed in the UTM Zone 18 NAD 83 projection system by Miller during the May 2008 survey. Drill hole DI-87-06, located on line 150W in the western part of the property, consists of a B-size collar in outcrop with the correct azimuth and dip. Drill hole DI-87-02, located at approximately 350E in the eastern part of the property, consists of a BW casing in place with the correct azimuth and dip. Three wood stakes from the original Noranda baseline located on the eastern part of the property were identified and surveyed by Miller.

From the May 2008 survey, it was determined that the Rajong baseline surveyed in 2007 was not the original Noranda baseline, but was at a small angle, such that the Rajong baseline diverges from the original Noranda baseline by approximately 20 m south at line 200W.

The original Noranda grid was reconstructed from the Miller survey data of the two Noranda drill hole collars and the three wood stakes on the Noranda baseline. Collar coordinates in the UTM Zone 18 NAD 83 projection system of the remaining 36 Noranda drill holes were calculated using the original historical Noranda grid coordinates and the elevations were determined by projecting the collar location to a topography surface compiled from the 2007 and 2008 Miller survey data. A geodetic elevation of 221 m was set as equivalent to the Noranda grid elevation of 1,000 m in order to establish the elevation of the Noranda, Deloro and Opawica drill hole and channel sample data. The azimuth of the Noranda baseline is now set at 061.42°, slightly different from the azimuth of 060° shown on the Noranda maps. This discrepancy may be due to a magnetic declination of 10º West shown on the Noranda maps, which is different from the calculated magnetic declination for the property in 1987 of 11º 49' W (government of Canada website).

All 14 Deloro drill hole collars were located in the field in May 2008, and the collar coordinates surveyed in the UTM Zone 18 NAD 83 projection system by Miller. The Noranda grid coordinates of the Deloro drill hole collars were then recalculated based on the results of the 2008 Miller survey. The surveyed collar coordinates for holes DI-97-43 and DI-97-44 agree with the locations on the historical maps and cross-sections, but not the drill logs.

Verification of the Opawica drill hole collar data involved a comparison of the UTM Zone 18 NAD 83 coordinates and elevations in the Opawica drill logs and Opawica Surpac database with the 2007 and 2008 Miller survey data. The Noranda grid coordinates of the Opawica collars were recalculated based upon the results of the 2008 Miller survey. The reconciliation required an adjustment of the Opawica drill collars by up to 11 m grid west and 29 m grid south from their original planned locations.

HISTORICAL DOWNHOLE SURVEY DATA (PALMER ET AL., 2009)

Verification of the Noranda downhole survey data involved checking the data contained in the Barnes database with the drill logs and Borsurv files. Numerous minor imperial to metric conversion errors in the Barnes database were found and corrected by Opawica. The Noranda downhole data for the holes missing from the Barnes database were entered into the database from the drill logs and verified with the Borsurv files. No spurious dip measurements exist in the Noranda downhole survey data.

Verification of the Deloro downhole survey data initially involved checking the data contained in the Barnes database with the drill logs and downhole survey field notes. Numerous minor imperial to metric conversion errors, discrepancies in correction for magnetic declination and spurious downhole survey results were detected and corrected by Opawica.

The Deloro downhole survey data was re-entered into the database from the original field notes. The imperial to metric conversion errors were corrected. The azimuth readings had been corrected by Deloro using a magnetic declination of 9º 23' W from grid or UTM North, apparently taken from the adjoining NTS map sheet 31 C/11, and did not account for the angle between grid north and astronomic north. The calculated magnetic declination for the property in 1997, from the government of Canada website, is 12º 14' W. The azimuth readings were corrected using a magnetic declination of 12º W by Opawica. Tests with spurious downhole azimuth readings were not used in the database.

There is no record of the azimuth direction or the inclination at the collar for the Deloro drill holes. The collar azimuth of the Deloro holes is assumed to be the same as the first reliable downhole azimuth reading. With few exceptions, the dip at the collar for most of the holes in the Barnes database is -45°, and the first downhole dip test typically varies from 1° to 3° from a 45° collar dip. The potential error in assuming the first azimuth reading or the -45° dip at the collar of the drill hole is considered negligible since the first downhole test was taken at three runs or nine metres past the casing.

2007 OPAWICA DOWNHOLE SURVEY DATA (PALMER ET AL., 2009)

Verification of the Opawica downhole survey data involved checking the data in the drill logs with the original Flexit test records. The calculated magnetic declination for the property in 2008 from the government of Canada website is 12º 6' W. The azimuth readings were corrected using a magnetic declination of 12º W. Tests with spurious downhole azimuth readings were not used in the database. The collar azimuth of the Opawica 2007 holes is assumed to be the same as the first reliable downhole azimuth reading. The potential error in assuming this collar azimuth on the trace of the drill holes is considered negligible since the first test was taken at between 18 m and 21 m down the hole. With few exceptions, the first downhole test, taken at between 18 m and 21 m down the hole, is within 1° of the planned collar dip or inclination.

During the June 2008 site visit for the previous mineral resource estimate by Golder (Palmer et al., 2009), a selection of Opawica drill hole collars from the 2007 drilling program were surveyed with a hand-held GPS and matched with the drill hole collar co-ordinates from the Miller survey.

2009 OPAWICA DOWNHOLE SURVEY DATA

The verification of the Opawica 2009 downhole survey data involved checking the data in the drill logs with the original Flexit test records. The calculated magnetic declination for the property in 2009 from the government of Canada website is 12º 6' W. The azimuth readings were corrected using a magnetic declination of 12.1º W. Tests with spurious downhole azimuth readings were not used in the database. The collar azimuth of the Opawica holes is assumed to be the same as the first reliable downhole azimuth reading. The potential error in assuming this collar azimuth on the trace of the drill holes is considered negligible since the first test was taken at between 18 m and 21 m down the hole.

HISTORICAL DRILL HOLE LITHOLOGY OR ROCK TYPE DATA (PALMER ET AL., 2009)

The Noranda lithology or rock type data was extracted from the Barnes database and checked with the original drill logs and Borsurv files. The lithology for the Noranda drill holes had been coded by Deloro during the program of relogging. Although Deloro developed a more detailed lithology legend or scheme than the one used by Noranda, no significant changes to the original Noranda lithology units were found in the data, and the Deloro scheme was maintained with only minor modifications.

Numerous minor imperial to metric conversion errors in the Noranda lithology in the Barnes database were found and corrected by Opawica. Lithology data for the Noranda holes missing from the Barnes database were entered into the database from the drill logs and verified with the Borsurv files. As a final check, the lithology distances were compared with the sample intervals, and only a few instances of sampling across lithology contacts were found.

The Deloro lithology data were extracted from the rock type codes for each sample contained in the Barnes database. The extracted lithology data were then verified with the rock type codes in the original Deloro drill logs.

OPAWICA DRILL HOLE LITHOLOGY OR ROCK TYPE DATA (LAAKSO, 2009)

Verification of the Opawica drill core logging and sampling procedures was carried out over five days in the period between January and March 2008. The work was carried out at the Opawica core shack in Matachewan, Ontario by Pat Pope, P.Geo., on behalf of Opawica. Key sections of 19 of the 20 holes completed by Opawica were reviewed to determine if the geological interpretation proposed in 2007 was valid and the data collection sufficient for undertaking the re-interpretation and constructing the 3D geologic model required for the resource estimate.

Verification of the Opawica 2009 core logging and sampling procedures was carried out by Terry Link and Bob Laakso, P. Eng., between February and May 2009. The work was carried out at the Opawica core shack in Matachewan, Ontario.

HISTORICAL DRILL HOLE SAMPLE AND ASSAY DATA (PALMER ET AL, 2009)

A detailed review of the historical drill hole sample and assay data against Opawica's digital database was completed by Pat Pope on Opawica's behalf prior to providing the database for the previous mineral resource estimate (Palmer et al., 2009), dated January 29, 2009. A selection of historical logs from Noranda and Deloro against Opawica's database was completed and no transcription errors were indicated. The following section is a detailed description of the verification checks completed by Pat Pope.

Verification of the Noranda drill hole sample and assay data involved checking the data contained in the Barnes database with the Noranda diamond drill core assay record sheets, Borsurv files and assay certificates. Noranda sample and assay data for the holes missing from the Barnes database was entered into the database using the Noranda drill logs, drill core assay record sheets, Borsurv files and assay certificates. Check assay data collected by Noranda were entered into the database from the assay certificates and the oz/ton values converted to g/t. Assay data from the check sampling of Noranda core by Deloro were entered into the database using the Deloro field notes and assay certificates.

Verification of the sample data in the Barnes database for drill holes DI-87-03 to DI-87-13, submitted to TSL for assay, initially involved comparing the sample distances with the Noranda drill core assay record sheets and Borsurv files. Numerous small imperial to metric conversion errors were found in both the Barnes database and the Borsurv files. The un-sampled intervals in the Barnes database were deleted. The sample numbers were entered and the sample distances re-entered for all these holes and the distances converted from imperial to metric using the conversion of 1 foot = 0.3048 m. The sericite, quartz vein volume percent and total sulphide percent coding completed during the re-logging by Deloro for each sample interval was not verified with the descriptions in the Noranda drill logs. A final check of the sample intervals involved comparing the rock type codes of the sample intervals with the lithology distances in the drill logs and Borsurv files.

The Noranda sample data for holes DI-87-01 and DI-87-02, missing from the Barnes database, were entered into the 2008 database using the Borsurv data following the same procedures used for holes DI-87-03 to DI-87-13. Rock type, sericite, quartz vein volume percent and total sulphide percent was coded for each sample interval using the descriptions in the Noranda drill logs. A final check of the sample intervals involved comparing the rock type codes of the sample intervals with the lithology distances in the drill logs and Borsurv files.

Verification of the sample data in the Barnes database for drill holes DI-87-17 to DI-87-25, DI-87-27 and DI-87-28, submitted to Lakefield for assay, initially involved comparing the sample distances with the drill core assay record sheets and Borsurv files. Numerous small imperial to metric conversion errors were found in the Barnes database; the

Borsurv data contained only a few distance errors and was subsequently used to create the final 2008 database. The un-sampled intervals in the Barnes database were deleted. The sample numbers were entered for all these holes, and the necessary imperial to metric conversion corrections made to the sample intervals in the Borsurv files. The sericite, quartz vein volume percent and total sulphide percent coding completed during the re-logging by Deloro for each sample interval was not verified with the descriptions in the Noranda drill logs. A final check of the sample intervals involved comparing the rock type codes of the sample intervals with the lithology distances in the drill logs and Borsurv files.

The Noranda sample data for holes DI-87-14 to DI-87-16, DI-87-26 and DI-88-29 to DI-88-38, missing from the Barnes database, were entered into the 2008 database using the Borsurv data and following the same procedures used for holes DI-87-17 to DI-87-25, DI-87-27 and DI-87-28. Rock type, sericite, quartz vein volume percent and total sulphide percent were coded for each sample interval using the descriptions in the Noranda drill logs. A final check of the sample intervals involved comparing the rock type codes of the sample intervals with the lithology distances in the drill logs and Borsurv files.

Verification of the assay data in the Barnes database for drill holes DI-87-03 to DI-87-13, submitted to TSL for assay, involved comparing the assays in g/t with the values in the Noranda drill core assay record sheets, TSL assay certificates and Borsurv files converted from oz/ton to g/t using a conversion factor of 1 troy ounce = 31.1035 g. Although there were few discrepancies between the assays in the Barnes database and Borsurv files, small errors had been introduced by the original values in ppb being converted to oz/ton and then to g/t. The assays in ppb or oz/ton were re-entered from the assay certificates for these holes, with the values in oz/ton taking precedence. Assays in ppb were converted directly to g/t with values below the detection limit of 5 ppb entered as half the detection limit or 0.003 g/t. The oz/ton values were converted to g/t using the conversion factor of 1 troy ounce = 31.1035 g.

The Noranda assay data for holes DI-87-01 and DI-87-02, missing from the Barnes database, were entered into the 2008 database using the same procedure as for holes DI-87-03 to DI-87-13.

Verification of the assay data in the Barnes database for drill holes DI-87-17 to DI-87-25, DI-87-27 and DI-87-28, submitted to Lakefield for assay, involved comparing the assays in g/t with the values in the Noranda drill core assay record sheets, Lakefield assay certificates and Borsurv files converted from oz/ton to g/t using the conversion factor of 1 troy ounce = 31.1035 g. With the exception of hole DI-87-20, there were few discrepancies between the assays in the Barnes database, Borsurv files and assay certificates. All the assay values in these holes were checked with the assay certificates and the necessary corrections made. Values below the detection limit of 0.001 oz/ton were entered as half the detection limit or 0.0005 oz/ton (0.017 g/t). The oz/ton values were converted to g/t using the conversion factor of 1 troy ounce = 31.1035 g.

The Noranda assay data for holes DI-87-14 to DI-87-16, DI-87-26 and DI-88-29 to DI-88-38, missing from the Barnes database, were entered into the database using the Borsurv data and following the same procedures used for holes DI-87-17 to DI-87-25, DI-87-27 and DI-87-28. Verification of the Deloro drill hole sample data in the Barnes database involved checking 5% the data with the original drill logs. Sample numbers were entered for all the Deloro holes and the un-sampled intervals were deleted from the database. No errors were found in the sample data in the Barnes database.

Verification of the Deloro drill hole assay data in the Barnes database involved checking 5% the assays and all the values greater than 10 g/t Au with the assay certificates. One error detected in the values below 10 g/t was corrected by Opawica. A number of small errors found in the values greater the 10 g/t were corrected. Values below the detection limit of 0.005 g/t were entered as half the detection limit or 0.003 g/t. The internal Chemex QC data, discussed in Section 13 of this report, was entered into the database from the assay certificates.

2007 OPAWICA DRILL HOLE SAMPLE AND ASSAY DATA (PALMER ET AL, 2009)

A detailed review of Opawica's drill hole sample and assay data against Opawica's digital database was completed by Pat Pope on Opawica's behalf prior to providing the database for the previous mineral resource estimate by (Palmer et al., 2009). A selection of Opawica's Microsoft Excel core logs was reviewed against Opawica's database and no transcription errors were indicated. The following section is a detailed description of the verification checks completed by Pat Pope and Golder.

Verification of the Opawica sample data in core involved selective comparison of the sample tags and downhole distances. In one instance, a sample interval was corrected in the drill log by Opawica. Bracket sampling of the hanging wall and footwall sedimentary lithologies was generally confined to one or two samples; however, sediments containing any appreciable amount of sulphides were typically sampled.

Verification of the Opawica sample data in core also included checking the coding of sericite alteration, quartz vein percent, and total sulphide percent. This work focused primarily on the sericite alteration; a significant amount of recoding was completed to ensure consistency with the logging legend and the Noranda and Deloro data. The quartz vein and total sulphide data were not checked to the same level of detail as the sericite. The quartz vein and sulphide data appeared reasonable and only a few revisions were made. The rock type codes for the sample intervals were checked to ensure consistency with the lithology units.

Verification of the Opawica assay data in the drill logs involved checking 5% the assays and all the values greater than 10 g/t with the assay certificates. Values below the detection limit of 0.01 g/t are entered as half the detection limit or 0.005 g/t. No errors were found in the checks of the assay data against the original laboratory certificates or Opawica's Microsoft Excel core logs when compared to Opawica's database. The verification checks were completed by Pat Pope and Golder.

Golder received the corrected drill hole database, containing all historical drill holes and the Opawica 2007 drill holes, from Opawica in four digital files (collars, downhole surveys, lithology and assays) using a Comma Separated Value (CSV) text format.

As part of the Golder verification, approximately 10% (243) of the 2007 assays supplied in the CSV files to the assay certificates from Swastika were checked by randomly selecting values from the assay CSV file and comparing to the assay certificate from Swastika. The assay certificates were supplied to Golder in PDF format. All checked values in the logs matched the values in the individual assay certificates. An additional check of 123 assays above 5 g/t Au was conducted by comparing the assays in the supplied CSV files to the assay certificates from the 1987-1988, and the 1997 drilling campaigns. No transcription errors were found in the database assay entries checked.

2009 OPAWICA DRILL HOLE SAMPLE AND ASSAY DATA (LAAKSO, 2009)

Robert Laakso, P.Eng., of Shaft & Tunnel, reviewed a selection of Opawica's Microsoft Excel core logs against Opawica's database and did not find any transcription errors.

Verification of the Opawica sample data in core involved selective comparison of the sample tags and downhole distances. Bracket sampling of the hanging wall and footwall sedimentary lithologies was generally confined to a few samples; however, sedimentary rocks containing any appreciable amount of sulphides were typically sampled. The rock type codes for the sample intervals were checked to ensure consistency with the lithology units.

Verification of the Opawica assay data in the drill logs involved checking 10% of the assays and all the values greater than 2 g/t Au with the assay certificates. Values below the detection limit of 0.01 g/t are entered as 1/2 the detection limit or 0.005 g/t. No errors were found in the checks of the assay data against the original laboratory certificates or Opawica's Microsoft Excel core logs when compared to Opawica's database. The verification checks were completed by Robert Laakso, P.Eng., and Terry Link.

Shaft & Tunnel received the drill hole database, containing Opawica 2009 drill holes, from Opawica in four digital files (collars, surveys, lithology and assays) using a Comma Separated Value (CSV) text format.

As part of the Shaft & Tunnel verification, approximately 150, or 10%, of the 2009 assays supplied in the CSV files were checked by randomly selecting values from the assay CSV file and comparing to the assay certificate from Swastika. The assay certificates were supplied to Shaft & Tunnel in PDF format. All checked values in the assay file matched the values in the individual assay certificates.

CHANNEL SAMPLE DATA (PALMER ET AL., 2009)

Verification of the Noranda channel sample data contained in the Barnes database initially involved plotting the channel sample traces with sample numbers and assays and comparing them against the original Noranda channel sample maps (West and Middle Sheets). The channel sample traces were also compared with the locations shown on the 1:1000 scale geology map of LeBaron (1986). The channel sample traces and assays showed a very close correspondence with the original maps and no errors were found.

The Noranda channel sample elevation data contained in the Barnes database was also checked with the limited elevation data from the 2007 Miller survey. Numerous discrepancies, ranging up to seven metres, were found between the Barnes and Miller data for the Noranda channel sample elevations.

Channel sample data for the eastern portion of the Dingman property was digitized from the original Noranda channel sample map (East Sheet). Initial verification of the data involved comparing the digitized data with the original channel map and the channel locations shown on the 1:1000 scale geology map of LeBaron (1986). Elevations of the channel samples were initially estimated from the nearest available drill collar, and the inclination of all the channels assumed to be horizontal.

Approximately 35% (34 out of the 96 total) of the Noranda channels were located in the field in May 2008, and the coordinates surveyed in the UTM Zone 18 NAD 83 projection system by Miller. In addition, the bends and end points of the channels were also surveyed where possible, and the data used to calculate the azimuth and inclinations of the channel traces.

Collar coordinates for the remaining 62 channels were converted to the UTM Zone 18 NAD 83 projection system using the original historical Noranda grid coordinates and the reconstructed Noranda grid. The collar elevations of the 62 Noranda channel samples were calculated by projecting them to the topography surface created in Surpac 6.0 from 2007 and 2008 Miller surveys. The traces of the 62 Noranda channels were defined by using the azimuths digitized from the original maps with the inclinations re-calculated so the channels lie on the topographic surface.

As a final check, the channel sample traces were plotted and compared to the original Noranda channel sample maps by Opawica. In the western part of the grid, the surveyed channels generally plot within one metre to two metres of the original locations and the channel traces compare reasonably well with the historic data, suggesting that the reconstructed Noranda grid is well located in the UTM Zone 18 NAD 83 projection system. In the eastern part of the grid, the surveyed channels vary between two metres and 10 m from the original locations, with much of the discrepancy in the easting coordinates. The reason for this discrepancy is not known, but suggests that the reconstructed Noranda grid is not as accurate in the eastern part of the property.

Gold assays are plotted on the original Noranda channel sample maps in oz/ton with a minimum value of 0.001 oz/ton. In the Barnes database, the gold assays are in oz/ton, sections of the channels with no samples or no assays are minus one, and nil values are zero. No assay certificates exist for the channel samples; therefore, a detection limit of 0.001 oz/ton was assumed and the nil values assigned a value of one half the detection limit. Channel sections with no sample or assay value were assigned a zero value. The oz/ton values were converted to g/t using the conversion factor of 1 troy ounce = 31.1035 g: 1 troy oz/ton (short) = 34.28 g/t. Since no assay certificates were available for the Noranda Channel samples, this data was not included in the 2009 Golder mineral resource estimate.

2007 CHECK ASSAYING OF OPAWICA PULP AND REJECT SAMPLES AT SWASTIKA (PALMER ET AL., 2009)

Following the completion of the 2007 Opawica drill program, 223 pulp and 114 reject samples were submitted for reanalysis at Swastika. The pulp and reject samples were chosen at random from the total of 2,283 samples analyzed during the 2007 drill program, representing approximately 10% of pulps and 5% of rejects. All samples were assigned a new sample number, and were re-submitted to Swastika for fire assay using the same sample preparation and assay procedures as the drill core samples.

External QA/QC procedures for the check assay program at Swastika were provided by standards inserted by Opawica into the sample stream prior to shipment to the laboratory, at a rate of one for every twenty samples. Opawica used three standards during the check assay program with gold values ranging between 0.597 g/t and 4.041 g/t. The standards were prepared by Rocklabs of Auckland, New Zealand, and supplied by Mine Assay Supplies of Kirkland Lake, Ontario.

Internal quality control procedures by Swastika consisted of standards, blanks, and duplicate samples. Standards and blanks were inserted at rate of one per batch that consisted of approximately 60 samples. In addition, 20% of the samples were reassayed on the original pulp. Swastika reported the results of the internal quality control data with each dataset sent to Opawica and on the final certificates.

Swastika used one standard during the check assay program with a grade of 2.366 g/t Au. The standard was prepared by Rocklabs and supplied by Mine Assay Supplies. The blank material used by Swastika was also supplied by Mine Assay Supplies and consisted of silica sand.

Swastika reassayed a total of 43 pulps during the check assay program.

Swastika reassayed a total of 20 pulps prepared from the reject samples during the check assay program.

2007 CHECK ASSAYING OF OPAWICA PULP AND REJECT SAMPLES AT ACTIVATION LABORATORIES LTD. (PALMER ET AL., 2009)

Following the completion of the 2007 Opawica drill program, 226 pulp and 110 reject samples were submitted for reanalysis at Activation Laboratories Ltd. (Actlabs). Actlabs is an ISO 17025 certified laboratory. The pulp and reject samples were chosen at random from the total of 2,283 samples analyzed during the 2007 drill program, representing approximately 10% of pulps and 5% of rejects.

The pulp and reject samples were submitted to the Actlabs sample preparation laboratory in Timmins, Ontario. Sieve tests were performed on 10 pulp samples, or approximately every 20th sample. Four of the ten pulp samples failed to meet the normal Actlabs standard of 95% passing a 0.10 mm or 150 mesh screen. The pulp samples were rehomogenized and shipped for analysis at the main Actlabs laboratory in Ancaster, Ontario.

Sieve tests were performed on ten reject samples, or approximately every 10th sample. All the reject samples failed to meet the normal Actlabs standard of 75% passing a 2 mm or 10 mesh screen. The reject material was mechanically or riffle split to arrive at a subsample of 250 g. The subsample was pulverized to ensure a minimum of 95% of the material passed through a 0.10 mm or 150 mesh screen (Procedure RX1). The pulp samples prepared from the rejects were shipped for analysis at the main Actlabs laboratory in Ancaster, Ontario.

Fire assaying was performed on a 30 g sample drawn from the pulp. The gold bead was assayed using either atomic absorption spectrometry (Procedure 1A2) or a gravimetric technique for values greater than 3,000 ppb (Procedure 1A3). Gold values are reported on the certificates in ppb for assays performed by atomic absorption spectrometry and in g/t for assays performed by gravimetric technique. Values below the detection limit of 5 ppb are reported as below detection limit.

External QA/QC procedures for the check assay program at Actlabs were provided by standards inserted by Opawica into the sample stream prior to shipment to the laboratory. Standards were inserted into the sample stream at the rate of one for every twenty samples. Opawica used three standards during the check assay program with gold values ranging between 0.597 g/t and 4.041 g/t. The standards were prepared by Rocklabs of Auckland, New Zealand and supplied by Mine Assay Supplies of Kirkland Lake, Ontario.

Internal quality control procedures by Actlabs consisted of standards, blanks, and duplicate samples. Each batch of 42 samples contained three standards, two blanks, and three pulp duplicate samples. Actlabs reported the results of the internal QC data with each batch sent to Opawica and on the final certificates.

Actlabs used seven standards during the check assay program with gold values ranging between 0.77 g/t and 18.14 g/t. Five of the standards were prepared by CDN Resource Laboratories Ltd. of Delta, British Columbia, and two of the standards were prepared by Rocklabs of Auckland, New Zealand.

Actlabs reassayed a total of 17 pulps during the check assay program.

Actlabs reassayed a total of nine pulps prepared from the reject samples during the check assay program.

2008 AND 2009 SHAFT & TUNNEL SITE VISITS (LAAKSO, 2009)

Shaft & Tunnel collected and delivered all 2009 core during the 2009 drill program. Robert Laakso, P.Eng., as QP, visited the Matachewan core logging and storage facility. Logging practices, core splitting, review of quality assurance procedures and storage facilities were observed. A review of the logging procedures showed that the core boxes are clearly labelled with the drill hole number and downhole distances, and are covered in a secure storage area. Mr. Laakso also made a number of visits to the Dingman property during the 2009 drilling program to confirm that the work was carried out and to review drill holes.

UPPER CANADA 2010 DRILL PROGRAM DATA VERIFICATION

William E. Roscoe, Ph.D., P.Eng., of Scott Wilson RPA visited the Dingman property and examined drill core at the ONMDMF storage facility at Tweed, Ontario, on November 24, 2010. At the property, several drill hole collar sites were visited and outcrops of Dingman granite and sedimentary rocks were examined. The Noranda channel sample sites were clearly visible as sawn cuts in granite outcrop. The granite outcrops appeared to be virtually unweathered. At the core storage facility, several drill hole intersections from the 2010 Upper Canada program were examined within the Dingman granite. Comparison with the drill logs showed no inconsistencies. Sample tag numbers and downhole distances were checked against the drill logs for four drill hole intersections and no discrepancies were found. The Upper Canada core logging and sampling site at the OMNDMF Tweed site was also visited.

Scott Wilson RPA requested and received all of the assay certificates in digital form directly from the laboratory for the 2010 Upper Canada drill program. These were compared with the assays in the drill hole database provided to Scott Wilson RPA by Upper Canada. A few minor discrepancies were found and corrected in the database.

Upper Canada conducted QA/QC procedures for the 2010 drill program. Standards and blanks were inserted into the sample stream by the core grabber during sample packing, prior to shipment to the laboratory, at a rate of one standard and one blank for every 25 samples, according to the detailed log and assay book.

In addition, a sample with a tag marked duplicate was inserted into the sample stream by the geologist. The duplicate was last in the sample number sequence for the hole but was a representative sample of core mineralization. The duplicate sample was the quarter core cut from the reference half core sample. The laboratory treated the duplicate as a normal sample. The duplicate was used for comparative purposes only and not as part of the resource database.

Upper Canada used six certified referenced materials (standards) during the program with gold values ranging from 0.098 g/t to 4.76 g/t. The six standards were prepared by OREAS and supplied by Analytical Solutions. The blank material used by Upper Canada was initially decorative marble stone supplied by Home Hardware and later barren field limestone from the Chader farm near Cordova, Ontario.

Upper Canada had 165 pulp samples checked at Accurassay to confirm and check the accuracy of the original AGAT assays.

Scott Wilson RPA reviewed the results of the QA/QC work undertaken by Upper Canada. The insertion of standards, blanks, and field duplicates into the sample stream to an assay laboratory is in keeping with industry best practice, as is the submission of pulps to a second laboratory for check assays.

As noted above, Upper Canada used six certified standards during the 2010 drilling program. A total of 155 assays of the six standards were reviewed by Scott Wilson RPA: 40 for one standard, 35 for another standard, and 20 each for the other four standards. Table 14-1 shows the certified assay values and the two standard deviation upper and lower limits for the six standards, along with the average and standard deviation of the AGAT assay values of the standards. Figures 14-1 and 14-2 show plots of the AGAT assays for two of the standards.

TABLE 14-1 RESULTS OF STANDARDS ASSAYS AT AGAT LABORATORY
Upper Canada Gold Corporation – Dingman Property

Standard	Assay	2 Std Deviation Limits		AGAT Assays g/t Au		
	g/t Au	Lower	Upper	Number	Average	Std Dev
OREAS 5 Pb	0.098	0.092	0.105	20	0.095	0.012
OREAS 50 C	0.836	0.780	0.891	20	0.816	0.037
OREAS 52 C	0.346	0.312	0.379	20	0.343	0.015
OREAS 53 Pb	0.623	0.581	0.666	20	0.610	0.037
OREAS 54 Pa	2.90	2.680	3.120	40	2.805	0.104
OREAS 61 D	4.76	4.470	5.040	35	4.703	0.188

Note: Average and standard deviation values for standards 52C and 54 Pa each exclude an obvious outlier, probably due to sample mix-up.

FIGURE 14-1 AGAT ASSAYS FOR STANDARD OREAS 53 PB

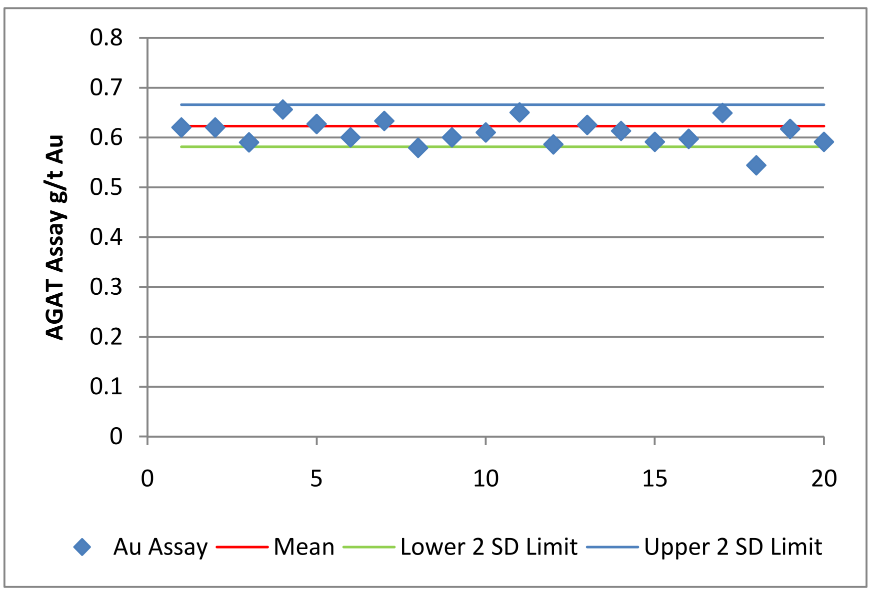
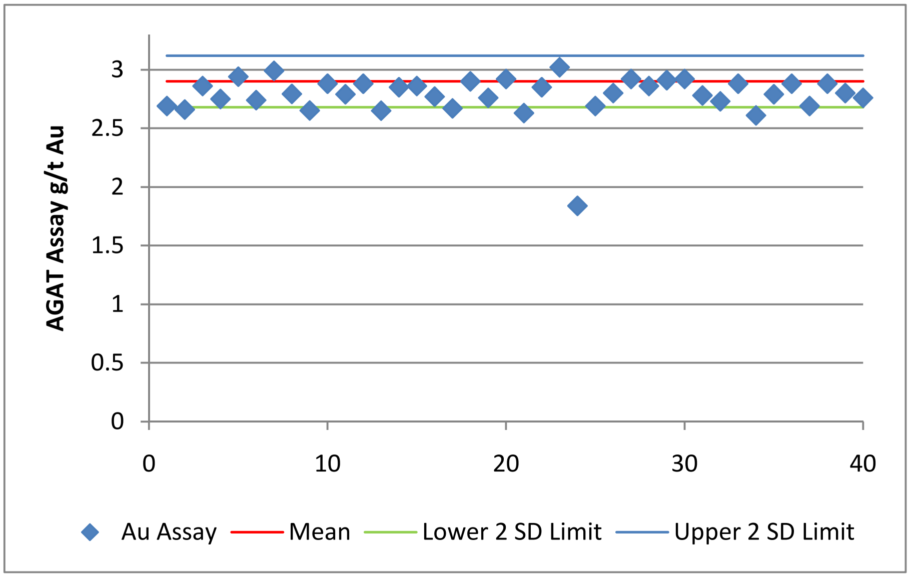


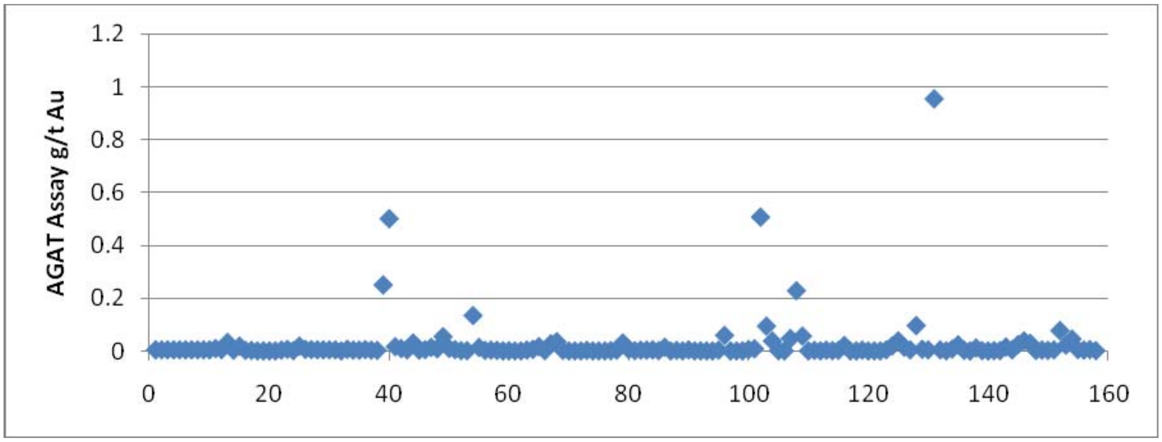
FIGURE 14-2 AGAT ASSAYS FOR STANDARD OREAS 54 PA



Results of the standards assay at AGAT laboratory are somewhat variable but mostly within the two standard deviation limits as seen in Figures 14-1 and 14-2. The average values are 1% to 3% lower than the certified standards average values. Although the standards results are acceptable, Scott Wilson RPA recommends that the variability of the standards assays be investigated in more detail including checking for sample mix-ups and reassaying selected samples.

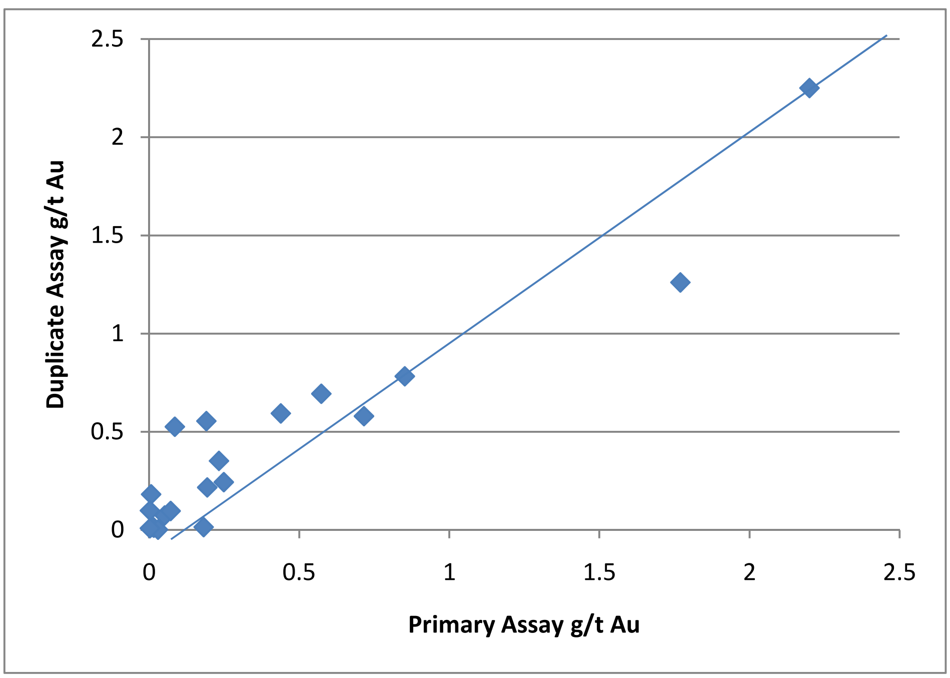
A total of 158 blanks were analyzed at AGAT laboratory. A plot of the blanks assays is shown in Figure 14-3. Six of the assays are greater than 0.1 g/t Au and the highest three are 0.96 g/t Au, 0.51 g/t Au, and 0.50 g/t Au. Although the blanks results are generally acceptable, Scott Wilson RPA recommends that the blanks assays greater than 0.1 g/t Au be checked for sample mix-ups and reassayed.

FIGURE 14-3 AGAT ASSAYS OF BLANK MATERIAL



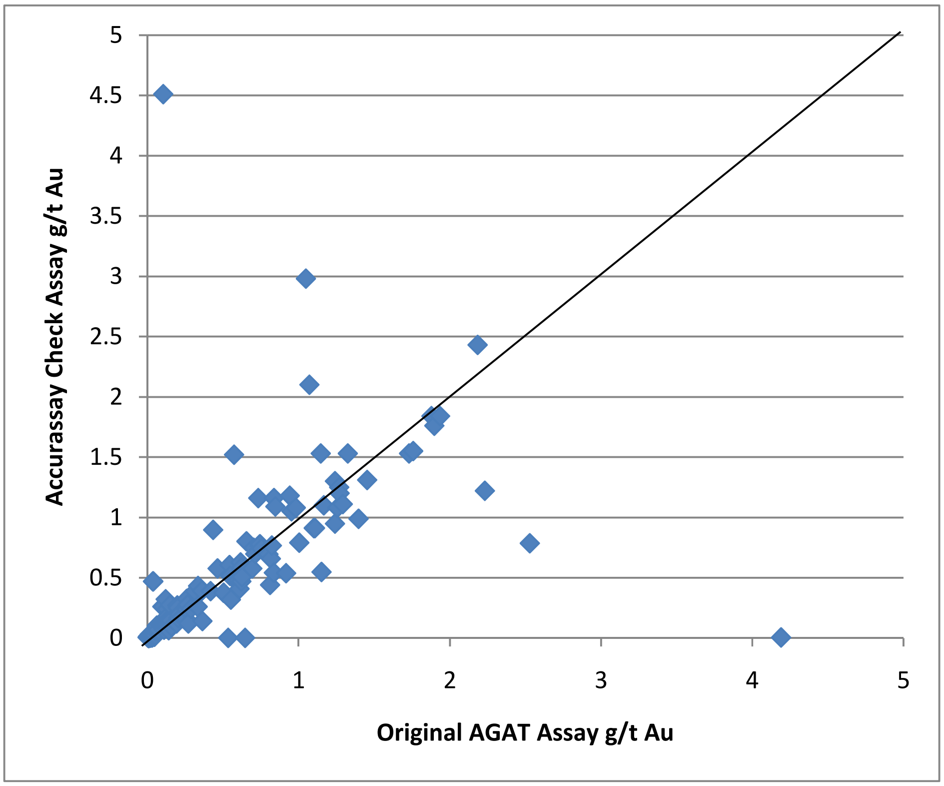
Twenty field duplicate samples from quarter core were assayed at AGAT as a check on variability at the core splitting stage. The quarter core splits are plotted against the original half core assays in Figure 14-4. The results appear reasonable overall considering the duplicates are different splits of the core. Although the field duplicate results are generally acceptable, Scott Wilson RPA recommends reassaying some of the samples that do not correspond well in the range below 1 g/t Au.

FIGURE 14-4 FIELD DUPLICATE ASSAY RESULTS



Pulps originally assayed at AGAT laboratory were check assayed at Accurassay. Results of the 165 pulp check assays are plotted in a scatter plot in Figure 14-5. It can be seen that there is a large amount of scatter in the plot compared to the 1:1 correlation line, some of which could be due to sample mix-ups. Scott Wilson RPA recommends that the variability of the pulp check assays be investigated in more detail including checking for sample mix-ups and reassaying selected samples.

FIGURE 14-5 PULP CHECK ASSAYS AT A SECOND LABORATORY



15 ADJACENT PROPERTIES

There are no immediately adjacent properties to the Dingman property containing significant gold mineralization. There are records of historical properties in the general area outlined by regional geology map OGS Map P.3402, and the Mono-Bannockburn gold property outlined in an exploration proposal by J. Baldry, P.Eng., dated December 31, 1986.:

- Gawley Shaft – gold property occurrence located west of Dingman property.
- Sovereign Mine – gold mine located south of Dingman property.
- Deloro Mine – gold mine located south of Dingman property.
- Richardson Mine – gold mine located east of Dingman property.
- Mono-Bannockburn – gold property located northeast of Dingman.

16 MINERAL PROCESSING AND METALLURGICAL TESTING

Information on metallurgical testwork is extracted from Palmer et al (2009) and Laakso (2009) with minor edits.

HISTORICAL MINERAL PROCESS AND METALLURGICAL TESTING

1987-1989 METALLURGICAL TESTWORK (ROSCOE, 1997)

Outlined in the RPA report from January 10, 1997 (Roscoe, 1997) for Rajong is a summary of metallurgical testwork that has been completed on the Dingman property in 1987, 1988 and 1989 by two commercial laboratories (Witteck and Lakefield). The testwork was directed toward heap leaching rather than conventional milling and processing.

Summarized in the RPA report are descriptions of conventional bottle roll cyanidation testwork on 9 samples, and leach column tests (1 at Witteck and 4 at Lakefield) on 5 composited samples. Sample test results from the bottle roll testing (material crushed to ½ inch) indicated gold extractions ranged from 39.3%to 64.9% with increased extracting occurring for finer crushed material.

The results from the 5 column leach tests (for heap leaching) indicated gold extractions ranged from 41.4% to 86.5% (material crushed to minus ½ inch) with increased extraction occurring for finer crushed material.

Estimates from the testwork by Rajong indicated Au recoveries on the order of 70% for material crushed to less than 3/8 inch.

In addition, RPA identified that the calculated head grades (from bottle roll and column leach testing) were more representative of the true gold grades compared to initial head assay because of the larger weight of samples tested (1 kg for bottle test and 8 kg or more for column leach). Also, samples that were a created from a composite of drill core samples had a gold average value closer to the calculated gold head grades.

2005 METALLURGICAL TESTWORK (DYMOV, 2005)

In 2005, Edward Neczkar submitted 17 reject samples of Deloro drill core to Lakefield for metallurgical testwork (Dymov, 2005). The samples were inventoried and weighed by Lakefield. No information was available to determine which drill holes from the property were selected for the testwork.

The 17 samples selected for the testwork were from four drill holes (DI-97-41, DI-97-42, DI-97-43 and DI-97-46) located in the central area of the deposit (between -20E and -70E Noranda grid). The range of gold values for these samples ranged from 0.985 g/t to 7.76 g/t with a combined average grade of 2.53 g/t.

Lakefield created a single bulk sample by splitting the 17 samples in half. One half of each sample was retained and the other half was used to create the bulk sample. Two head samples assays for gold were collected for the bulk sample and were 1.96 g/t and 1.99 g/t, respectively.

The bulk sample was submitted for a standard “bottle roll” cyanidation test. The procedure provided by Lakefield describing the “bottle roll” cyanidation test includes adding lime and NaCN to the pulped bulk sample (grind size was 98% passing -200 mesh) in water allowing a leach of 48 hours. During the test, the pH and NaCN concentration is maintained. The pregnant solution and residue bulk sample from the test are assayed for Au.

The results of the test work indicated that the recovery of gold was 97.5% leaving a bulk sample residue of 0.05 g/t to 0.06 g/t. The calculated head grade from the cyanidation test metallurgical balance was 2.19 g/t.

OPAWICA MINERAL PROCESS AND METALLURGICAL TESTING (PALMER ET AL, 2009 AND LAAKSO, 2009)

In March 2008, Opawica completed initial and limited whole rock analysis on portions of drill core from the 2007 drilling at Dingman. This initial testing was completed by Swastika Laboratories and the results identified that arsenic, mercury and antimony content were virtually at undetectable levels. The conclusions of this initial testing are consistent with an independent valuation report by RPA (1997), in which the Dingman rocks are determined to be substantially free of such deleterious elements from limited and initial historic tests.

In July 2008, Opawica contracted Gekko in Ballarat, Australia, to conduct testwork on Dingman samples to establish the amenability of Dingman material to crushing, gravity flotation, intense cyanidation and cyanide leaching. The following summary is based on a review of test work in a document authored by Michael Braaksam of Gekko (Braaksam, 2008).

A single bulk sample (LOPA-B) was provided to Gekko by Opawica comprised of 173 samples from 10 Opawica drill holes for a total of 171 m of core sample length. Data on the head assay grade, size analysis grades and single pass gravity tabling testing grades are summarized in Table 16-1.

TABLE 16-1 HEAD GRADE SUMMARY FOR SAMPLE LOPA-B
Upper Canada Gold Corporation – Dingman Gold Property

Test	Calculated Head Grades			
	Au (g/t)	S (%)	Cu (ppm)	Ag (g/t)
Average Head Grade	2.15	0.70	43	<1.0
Size Analysis	2.04	0.68	45	1.0
Single Pass Tabling Test	1.53	0.54	34	1.35
Sighter Rougher Flotation Test	1.44	0.33	100	1.32

From Braaksam, 2008

The average head grade assay was based on four samples tested from sample LOPA-B. The gold assay ranged from 1.65 g/t to 3.0 g/t with an average of 2.15 g/t.

As discussed by Gekko, the samples' response to Vertical Shaft Impactor (VSI), which is a method of size reduction, was poor; this was due to the extremely small breakage rate per pass measured through the test rig. The Single Pass Tabling (Wilfrey Shaking Table) test completed indicated that a gravity jigging circuit operating at a coarse crush will recover 72.3% of the gold with a mass recovery of 10.1%. A grinding mill is the recommended size reduction method.

The results from the Single Pass Tabling Test were based on a 31 kg sample with a two stage rougher/cleaner tabling test and indicated results that 52.5% of the gold and S could be captured by pulling 2.2% of the mass. Recoveries increased to 73% if 10.1% of the mass was pulled. The calculated head grades from the Single Pass Tabling Test were 1.53 g/t Au and 0.54% S.

A Microsoft Excel spreadsheet was provided to Opawica discussing the preliminary results of the flotation test defined as a Sighter test (no. 26698F-1) – 3 stage rougher (P_{80} 88 µm). The calculated head grades from the rougher flotation testing were 1.44 g/t Au and 0.33% S, with 91.3% of the gold and S captured after the two flotation stages and 93.3% of the gold and S captured after the three flotation stages.

In 2009, Gekko completed additional processing testing including Bond Work Index (BWi), progressive grinding tabling test and Gravity-Flotation-Intensive Leach (GFIL) on different grinds to test for gold recoveries.

The BWi testwork shows that the tested material has an average hardness at 15.4 kWh/tonne. The VSI amenability test indicates that the material tested was not amenable to size reduction using a VSI Crusher. A progressive grind tabling test, which simulates the effect of a jig circuit in the grinding circuit circulating load, was performed at P_{80} 300 µm, 150 µm, and 106 µm. The Progressive Grind Tabling Test was followed by conventional flotation with 1, 3 and 6 minute concentrates pulled.

The laboratory was able to concentrate 96.1% of the gold in the feed to a mass of 5.3%.

The original concentrate sample used was leached, without additional grinding, in 2% NaCN with 2 kg/tonne $PbNO_3$ and oxygen for 24 hours. The results from this leach test showed 78% gold dissolution in this time, which was contrary to the geological assessment that the gold was predominantly free. A second leach test on table concentrate was performed at the same conditions as the initial leach test with an additional grinding stage bringing the particle size to P_{100} 53 µm. This leach test had much improved dissolution rate of 97.7% after two hours of leaching time.

The overall GFIL recovery of the ore is expected to be 93.9% (Crowie, 2009, email to Opawica).

17 MINERAL RESOURCE AND MINERAL RESERVE ESTIMATES

MINERAL RESOURCE STATEMENT

The current Mineral Resource estimate for the Dingman property is summarized in Table 17-1. William E. Roscoe, Ph.D., P.Eng., President and Principal Geologist with Scott Wilson RPA, is the Qualified Person for this Mineral Resource estimate. The estimate is constrained within a preliminary Whittle open pit shell using assumed costs, recoveries, and gold price. The cut-off grade for the Dingman Mineral Resource estimate is 0.4 g/t Au and the effective date is December 21, 2010.

TABLE 17-1 MINERAL RESOURCE ESTIMATE - DECEMBER 21, 2010
Upper Canada Gold Corporation – Dingman Gold Property

Classification	Cut-off Grade g/t Au	Tonnes Millions	Grade g/t Au	Contained Au (000s oz)
Indicated	0.40	11.6	0.97	361
Inferred	0.40	1.7	0.73	40

Notes:
1. CIM definitions were followed for Mineral Resources.
2. Mineral Resources are estimated at a pit discard cut-off grade of 0.4 g/t Au.
3. Mineral Resources are estimated at a gold price of US$1,200 per ounce.
4. High gold assays are cut to 30 g/t Au.
5. Bulk density of 2.71 t/m^3 is used.
6. Numbers may not add due to rounding.

MINERAL RESOURCE DATABASE

Scott Wilson RPA received data in Microsoft Excel format for collar survey data, downhole survey data, assay data and lithological data. This database was compiled by Upper Canada from the drill hole database compiled by Opawica from its 2007 and 2009 drilling and historical drilling, plus the Upper Canada 2010 drilling results. The data were imported into Gemcom Software International Inc. Resource Evaluation Version 6.2.4 (Gemcom) for resource modeling. The database comprised 112 drill holes with an aggregate length of 22,306 m.

As well as the drill holes Scott Wilson RPA used assay data from the Noranda channel samples taken from surface outcrops. These data were incorporated into the database.

A wireframe model of the Dingman granite where it was outlined by drilling was provided by Upper Canada, which had modified it from the 2009 Opawica solid model for the 2010 Upper Canada drilling. This was imported into Gemcom where it was checked and modified as required by Scott Wilson RPA.

Only assays of samples located within the Dingman granite wireframe are used in the Scott Wilson RPA resource estimate. These total 10,158 drill hole assays and 460 channel sample assays.

GEOLOGICAL INTERPRETATION AND 3D SOLIDS

All gold mineralization known on the Dingman property occurs within the Dingman granite. The Dingman granitic body intrudes sedimentary rocks, chiefly fine grained calcitic marble. It forms a single lens shaped body about 100 m wide that dips in the order of 60^{o} to the north-northwest. Figures 17-1 and 17-2 are drill sections that show the Dingman granite and gold values in two metre composites.

A single continuous mineralized 3D solid was constructed from a geological interpretation of the Dingman granite by Golder using an approximate cut-off grade of 0.40 g/t Au. This 3D wireframe was subsequently modified by Opawica for its 2009 drill program and by Upper Canada for its 2010 drill program. Alteration within the Dingman granite was not modelled. Scott Wilson RPA reviewed the wireframe and modified it by clipping the bottom to a local grid elevation of 680 m, or about 340 m below surface, to remove the deeper part based on three widely spaced holes drilled by Opawica in 2009.

Figure 17-3 is a 3D view of the mineralized wireframe of the Dingman granite as outlined by drill holes. The wireframe does not extend to the three deep holes shown in Figure 17-3. Although the three holes confirm that the Dingman granite and gold mineralization continues to a depth of at least 700 me below surface, Scott Wilson RPA considers that their spacing at more than 100 m apart does not allow for resource estimation.

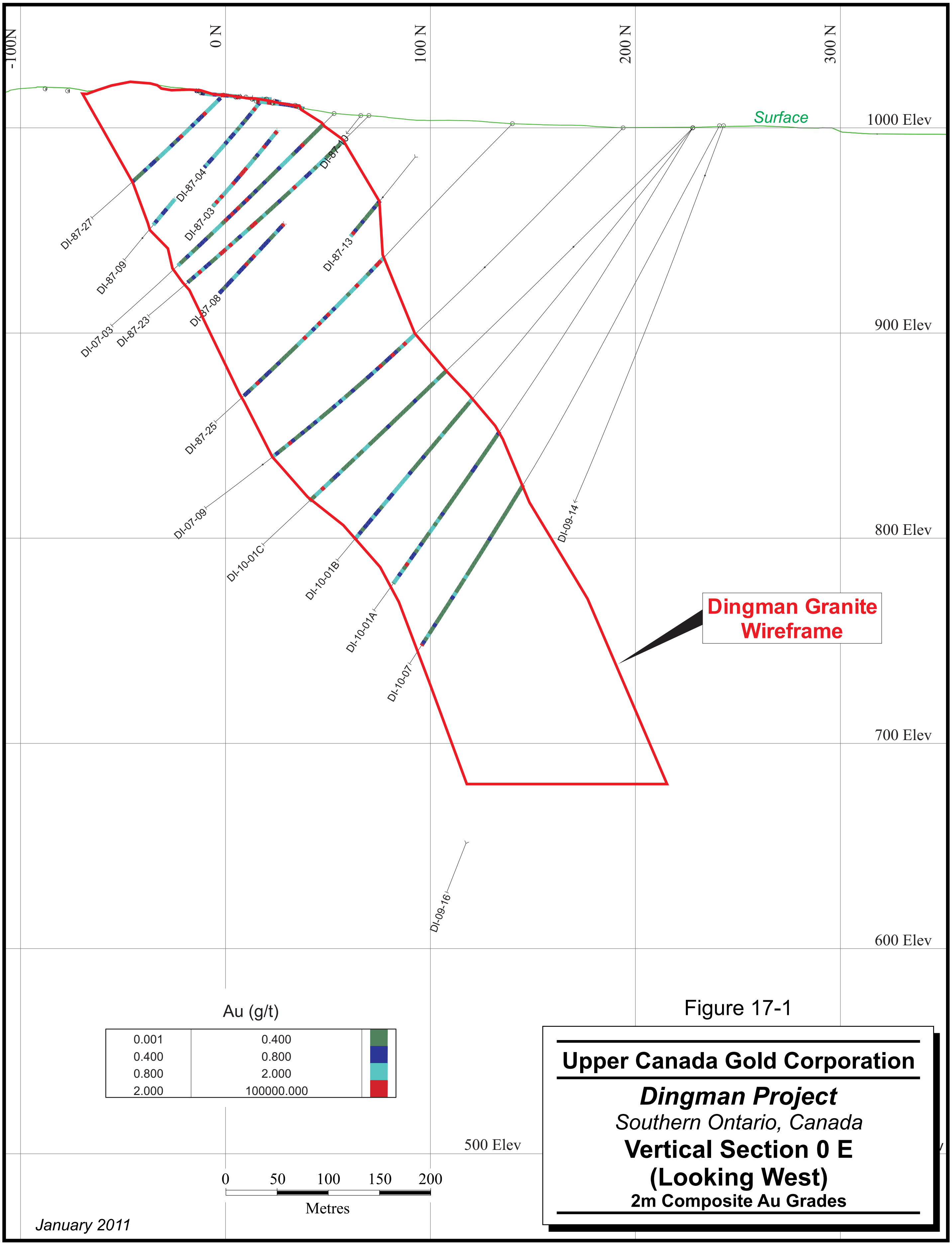


Figure 17-1

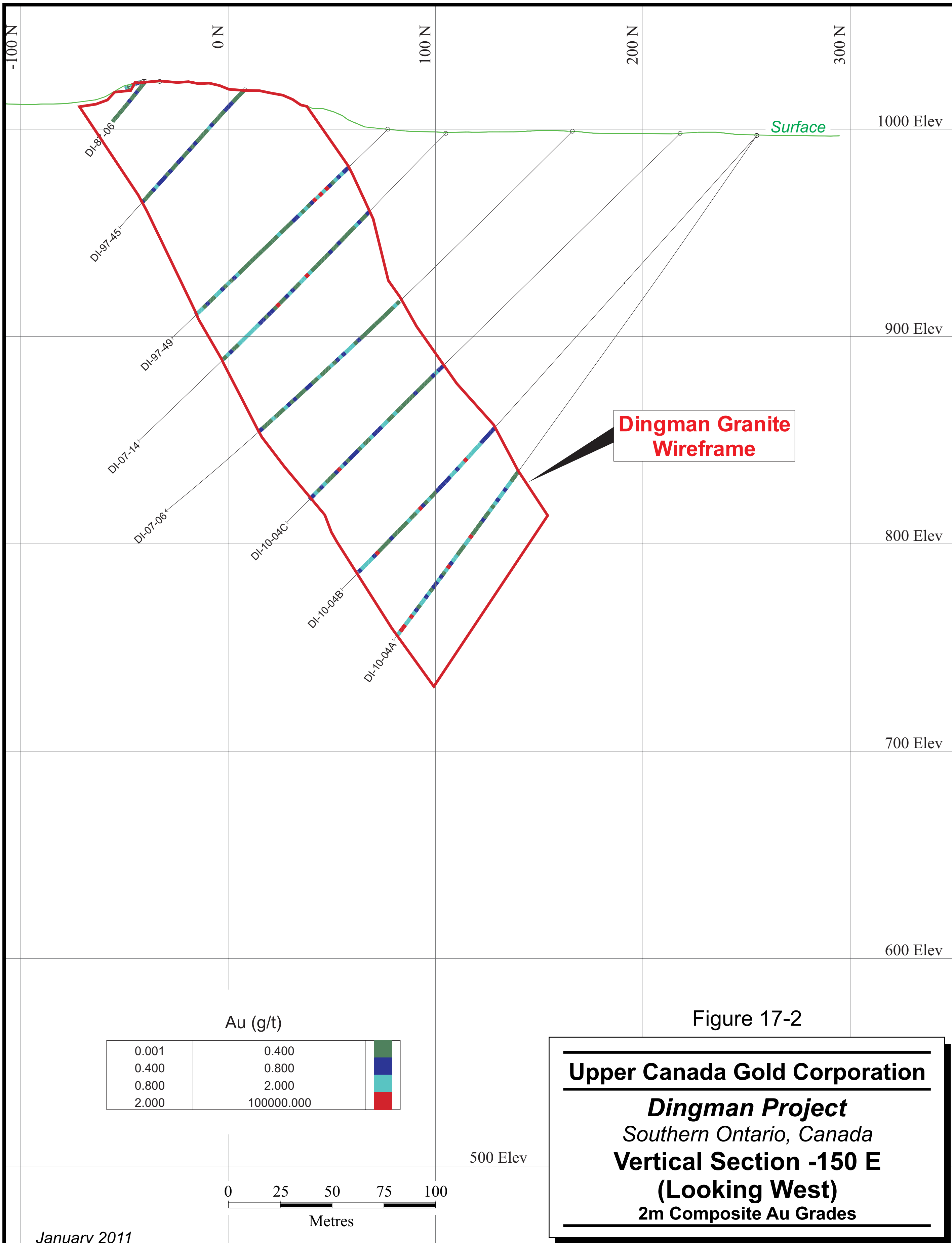
Upper Canada Gold Corporation

Dingman Project

Southern Ontario, Canada

Vertical Section 0 E (Looking West)

2m Composite Au Grades



January 2011

Figure 17-2

Upper Canada Gold Corporation

Dingman Project

Southern Ontario, Canada

Vertical Section -150 E (Looking West)

2m Composite Au Grades

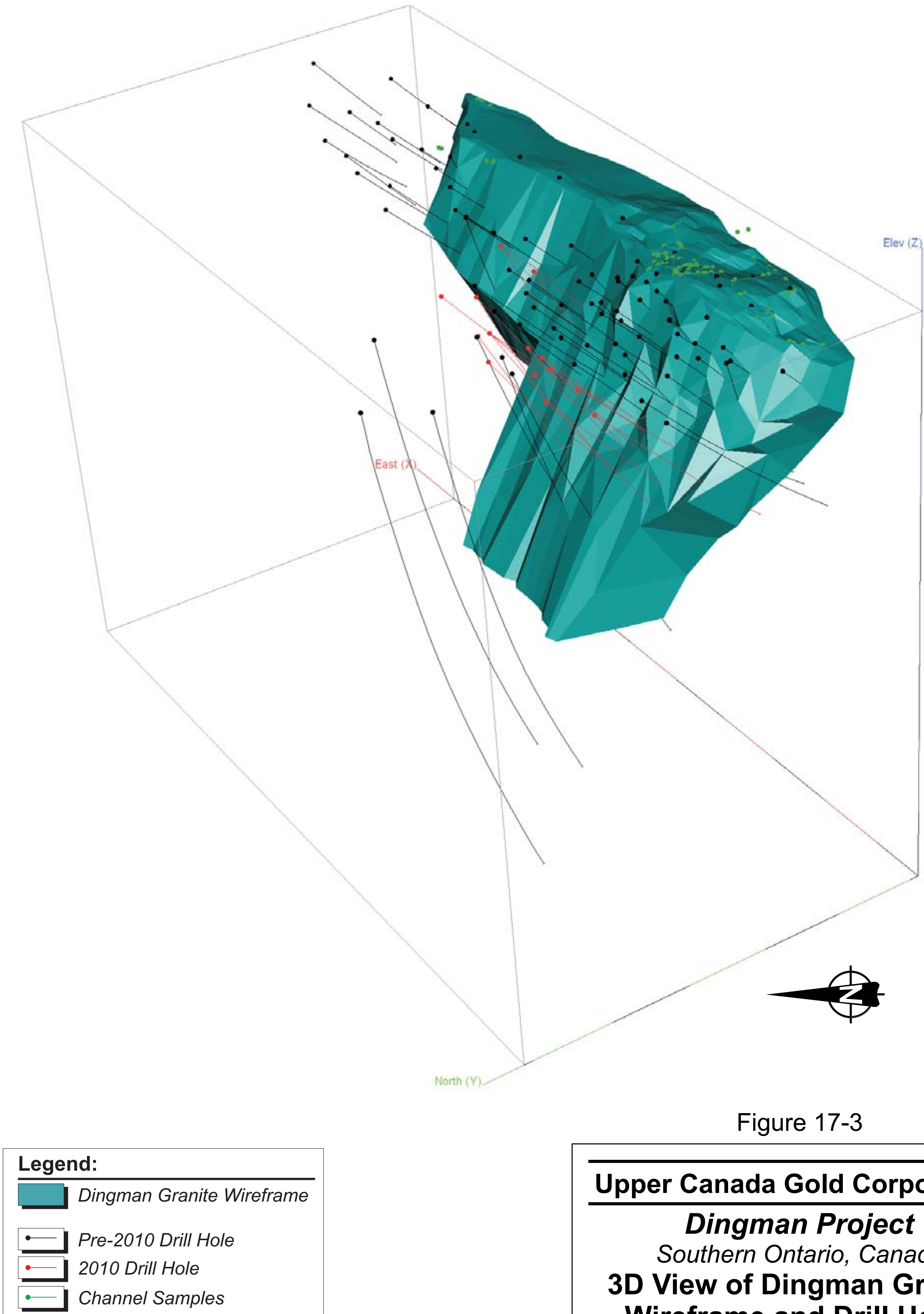


Figure 17-3

Upper Canada Gold Corporation

Dingman Project

Southern Ontario, Canada

3D View of Dingman Granite Wireframe and Drill Holes

Looking SE

January 2011

BASIC STATISTICS AND CUTTING OF HIGH GOLD ASSAYS

Scott Wilson RPA has examined basic statistics of the drill hole and channel sampling assays (Table 17-2). For all of the drill hole programs and the channel sampling, weighted and unweighted average values, median values, standard deviation, and coefficient of variation are similar. The values for the 2009 Opawica drill program are somewhat lower than for other drill programs and this is attributed to the drill holes testing lower grade parts of the mineralized Dingman granite. The values for the 1986 Noranda channel sampling program are somewhat higher than for the drill programs and this is attributed to sampling of higher grade parts of the Dingman granite.

Histograms of the Dingman assays were reviewed by Scott Wilson RPA to determine where the high grade erratic tail of gold assays occurred in order to estimate a cutting level for high assays. As this was in the order of 30 g/t Au, Scott Wilson RPA cut high gold assays to this value. This is the same cutting level as used in previous mineral resource estimates. Table 17-1 also shows basic statistics of the cut assays. The coefficients of variation for all of the drilling programs and the channel sampling are reduced from the 3 to 4 range to the 2 to 3 range.

TABLE 17-2 BASIC STATISTICS OF DRILL HOLE AND CHANNEL SAMPLING ASSAYS
Upper Canada Gold Corporation – Dingman Property

Uncut Assays	All Drilling Campaigns	Noranda 1987/89	Deloro 1997	Opawica 2007	Opawica 2009	Upper Canada 2010	Channels 1987
Count	10,158	3,016	1,438	1,806	1,093	2,805	460
Unwtd Avg	0.74	0.74	0.89	0.67	0.41	0.83	1.23
Wtd Avg	0.66	0.67	0.82	0.66	0.41	0.67	1.26
Median	0.21	0.17	0.37	0.24	0.06	0.24	0.62
Minimum	0.00	0.00	0.00	0.01	0.01	0.00	0.00
Maximum	120.75	87.43	120.75	115.54	17.69	117.41	109.03
Variance	10.35	7.86	14.62	8.89	1.35	15.24	27.73
Std Dev	3.22	2.80	3.82	2.98	1.16	3.90	5.27
CoV	4.36	3.78	4.28	4.44	2.80	4.72	4.29

Table 17-2 Cont'd

Assays Cut to 30 g/t Au	All Drilling Campaigns	Noranda 1987/89	Deloro 1997	Opawica 2007	Opawica 2009	Upper Canada 2010	Channels 1987
Count	10,158	3,016	1,438	1,806	1,093	2,805	460
Unwtd Avg	0.68	0.70	0.82	0.62	0.41	0.73	1.06
Wtd Avg	0.63	0.64	0.79	0.62	0.41	0.64	1.07
Median	0.21	0.17	0.37	0.24	0.06	0.24	0.62
Minimum	0.00	0.00	0.00	0.01	0.01	0.00	0.00
Maximum	30.00	30.00	30.00	30.00	17.69	30.00	30.00
Variance	3.29	3.75	4.19	2.06	1.35	3.86	4.18
Std Dev	1.81	1.94	2.05	1.43	1.16	1.96	2.05
CoV	2.66	2.76	2.51	2.30	2.80	2.69	1.94

Note: Unwtd - unweighted, Avg – average, Std Dev – standard deviation, CoV – coefficient of variation

COMPOSITING

Average sample lengths for all of the drill programs and the channel sampling are in the range of 0.9 m to 1.0 m. Scott Wilson RPA has composited the assays into two metre lengths within the Dingman granite. Compositing starts downhole at the contact of hanging wall sedimentary rocks with the Dingman granite and proceeds through the entire length of coring in the granite. Composites at the end of the composited length were excluded from the composite file if their length was less than 0.5 m. There are no gaps in the drill hole sampling within the granite.

Table 17-3 shows the basic statistics of the two metre composites for all drill programs and the channel sampling combined, with assay cut to 30 g/t Au prior to compositing.

TABLE 17-3 TWO METRE COMPOSITES WITHIN THE DINGMAN GRANITE WIREFRAME
Upper Canada Gold Corporation – Dingman Property

Statistic	Au g/t with Assays Cut to 30 g/t	Au g/t with Assays Uncut
Count	5,111	5,111
Average	0.643	0.678
Median	0.308	0.308
Minimum	0.000	0.000
Maximum	16.526	55.125
Variance	1.355	2.782
Standard Deviation	1.164	1.668
Coefficient of Variation	1.180	2.459

VARIOGRAPHY AND BLOCK MODEL PARAMETERS

Scott Wilson RPA has prepared variograms using the two metre composites within the Dingman granite to establish geostatistical parameters for grade interpolation into the mineral resource block model.

Initially, a downhole variogram was prepared in order to establish the nugget effect. Figure 17-4 shows the downhole variogram of about 0.4. This nugget of 0.4 (C_0) was used for the directional variograms as described below.

Variograms were tried in a number of orientations to determine the maximum direction of continuity within the Dingman gold deposit. The major axis of anisotropy appears to be oriented at azimuth 219º, inclined at -70º as shown in Figure 17-5. Semi-major and minor axes were also determined as shown in Figures 17-6 and 17-7 and in Table 17-4. Directions shown are relative to the local grid, for which east is 071º astronomic.

TABLE 17-4 VARIOGRAM PARAMETERS
Upper Canada Gold Corporation – Dingman Property

Variogram Parameter	Major Axis	Semi Major Axis	Minor Axis
Azimuth	219º	069º	153º
Inclination	-70º	-18º	+9º
Nugget C_0	0.4	0.4	0.4
First structure C_1	0.71	0.88	0.60
Second structure C_2	0.62	0.40	0.72
First structure range R_1	54 m	30 m	20 m
Second structure range R_2	102 m	90 m	70 m

The major axis direction is counter-intuitive since it crosscuts the dip direction, but when combined with the semi-major axis, it corresponds approximately to the strike trend of alteration at grid azimuth 055º to 060º (025º to 030º astronomic).

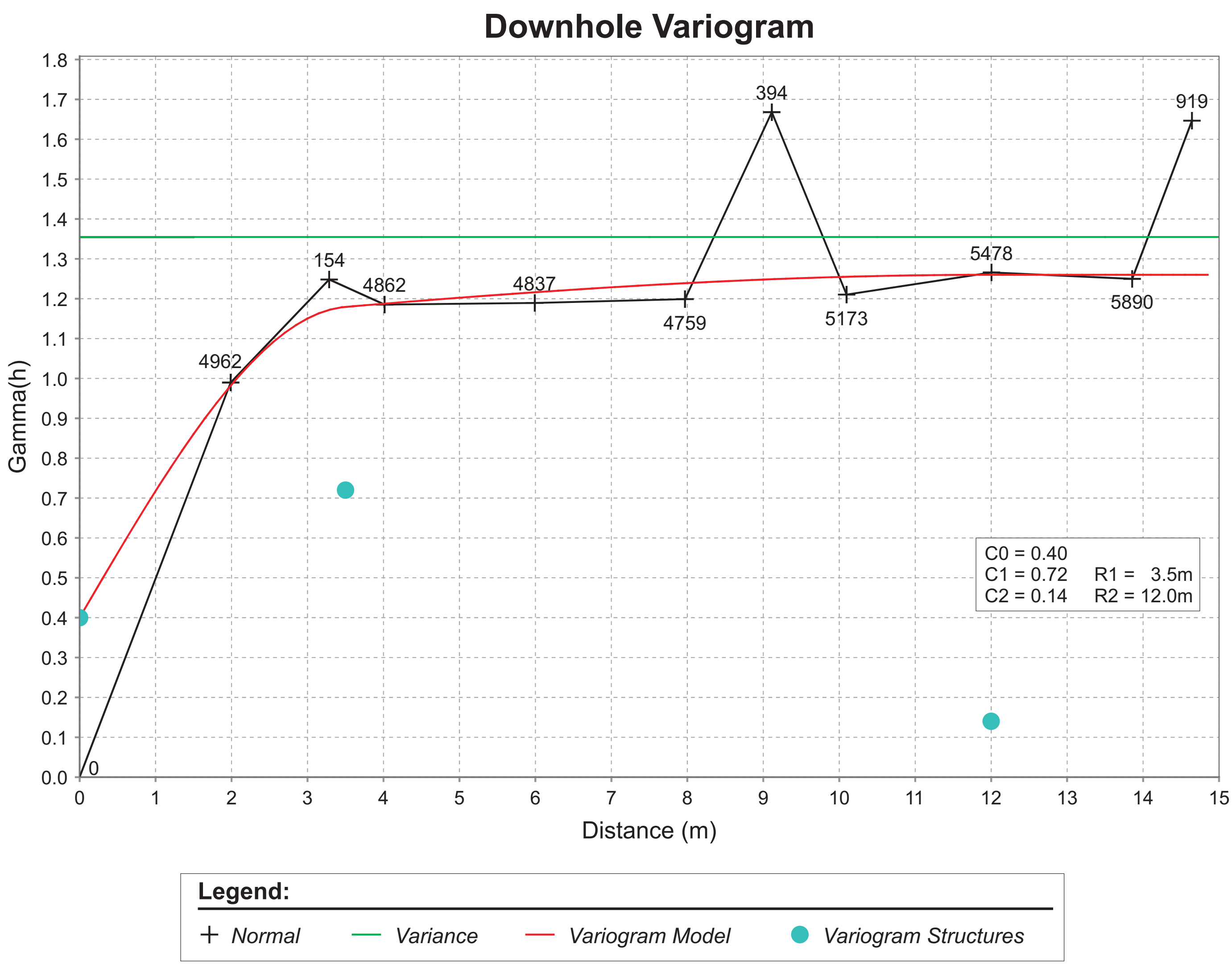


Figure 17-4

Upper Canada Gold Corporation

Dingman Project

Southern Ontario, Canada

Downhole Variogram

January 2011

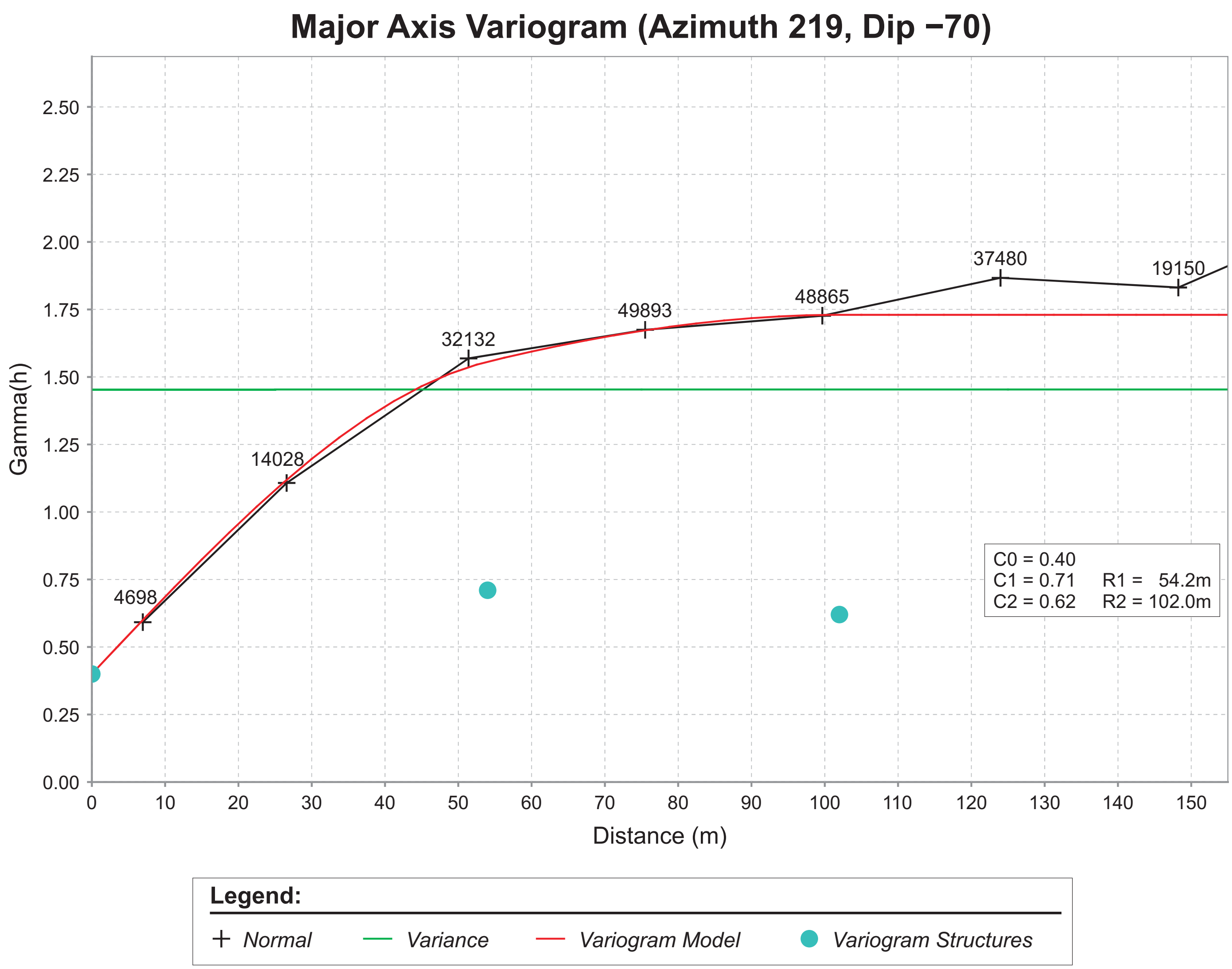


Figure 17-5

Upper Canada Gold Corporation

Dingman Project

Southern Ontario, Canada

Major Axis Variogram

January 2011

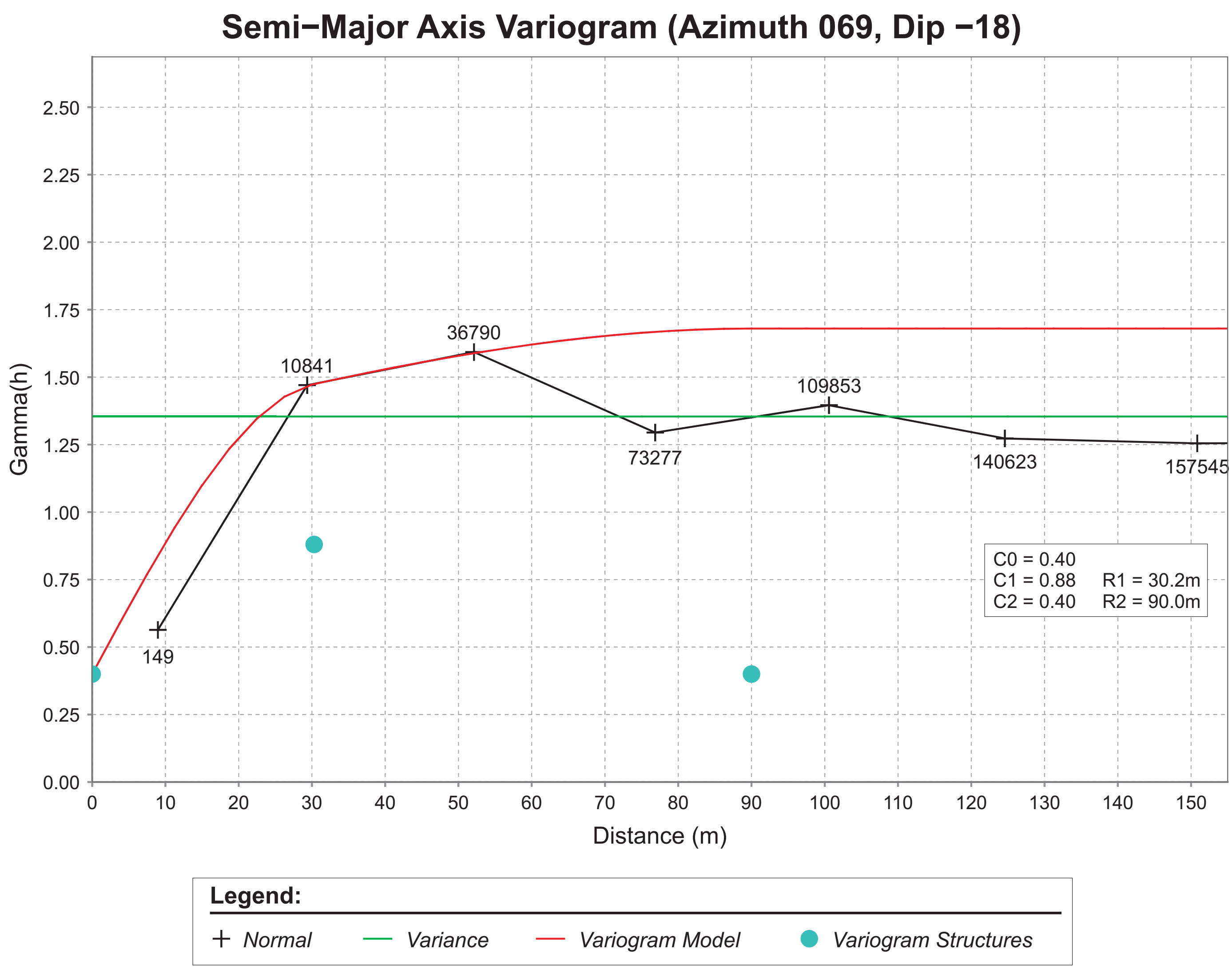


Figure 17-6

Upper Canada Gold Corporation

Dingman Project

Southern Ontario, Canada

Semi-Major Axis Variogram

January 2011

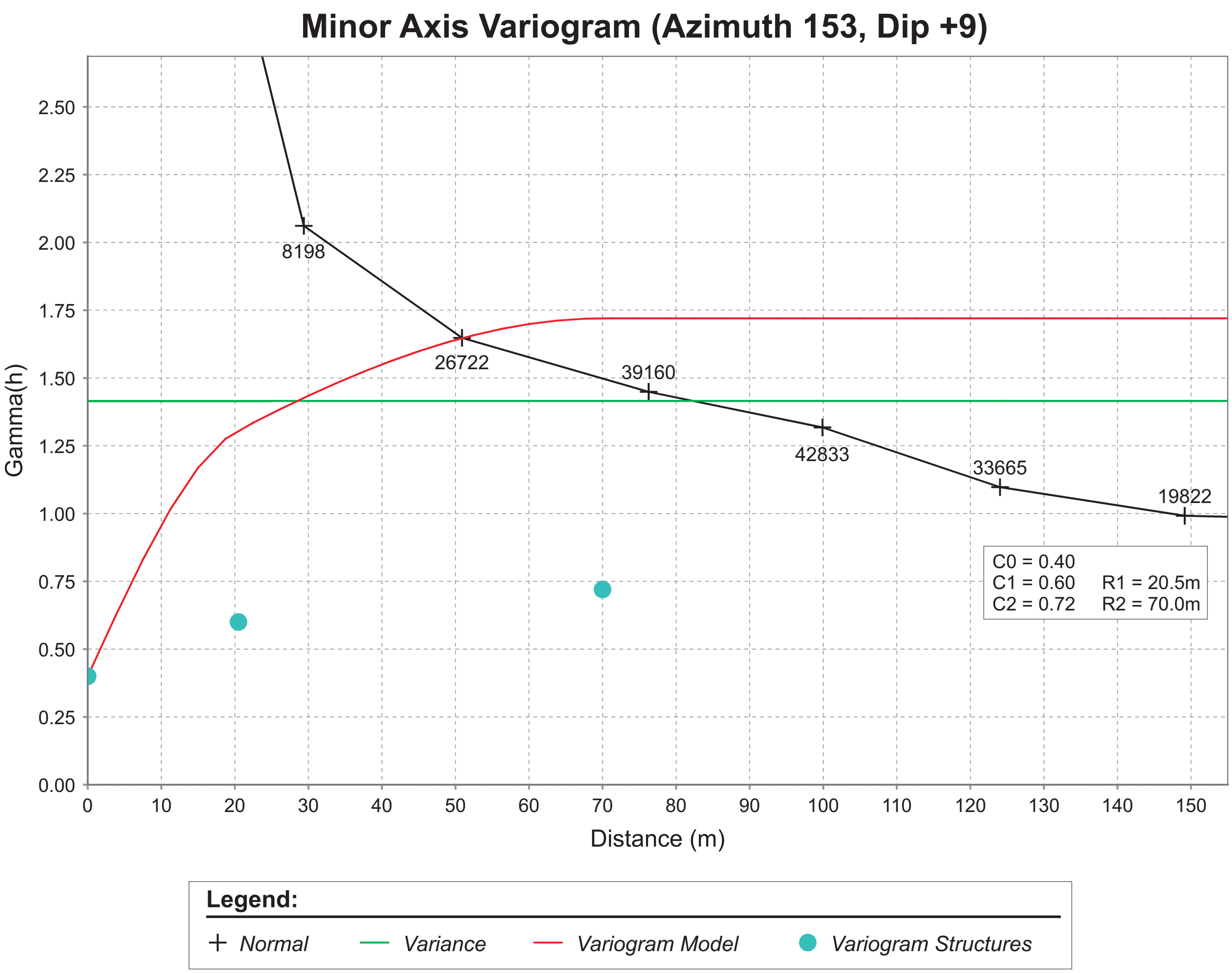


Figure 17-7

Upper Canada Gold Corporation

Dingman Project

Southern Ontario, Canada

Minor Axis Variogram

January 2011

BLOCK MODEL

Three passes were used for grade interpolation into 10 m (grid east-west) by 5 m (grid north-south) by 10 m (elevation). Gold grades were interpolated into the blocks by ordinary kriging using the variogram parameters listed in Table 17-4. The search parameters for each pass are listed in Table 17-5. A bulk density of 2.71 t/m^3 was used for all blocks based on 126 density determinations on samples from the 2007 Opawica drill holes (Palmer et al., 2009). The percentage of each block volume within the Dingman granite wireframe is calculated for each block.

TABLE 17-5 SEARCH ELLIPSE PARAMETERS
Upper Canada Gold Corporation – Dingman Property

Search Parameter	Major Axis	Semi Major Axis	Minor Axis
Azimuth	219º	069º	153º
Inclination	-70º	-18º	+9º
Pass 1	50 m	30 m	20 m
Pass 2	85 m	55 m	35 m
Pass 3	100 m	60 m	40 m

Figures 17-8 and 17-9 are two drill sections through the central part of the Dingman deposit that show blocks and drill hole composites colour coded for grades. Figures 17-10 and 17-11 are two level plans that show blocks and drill hole composites colour coded for grades.

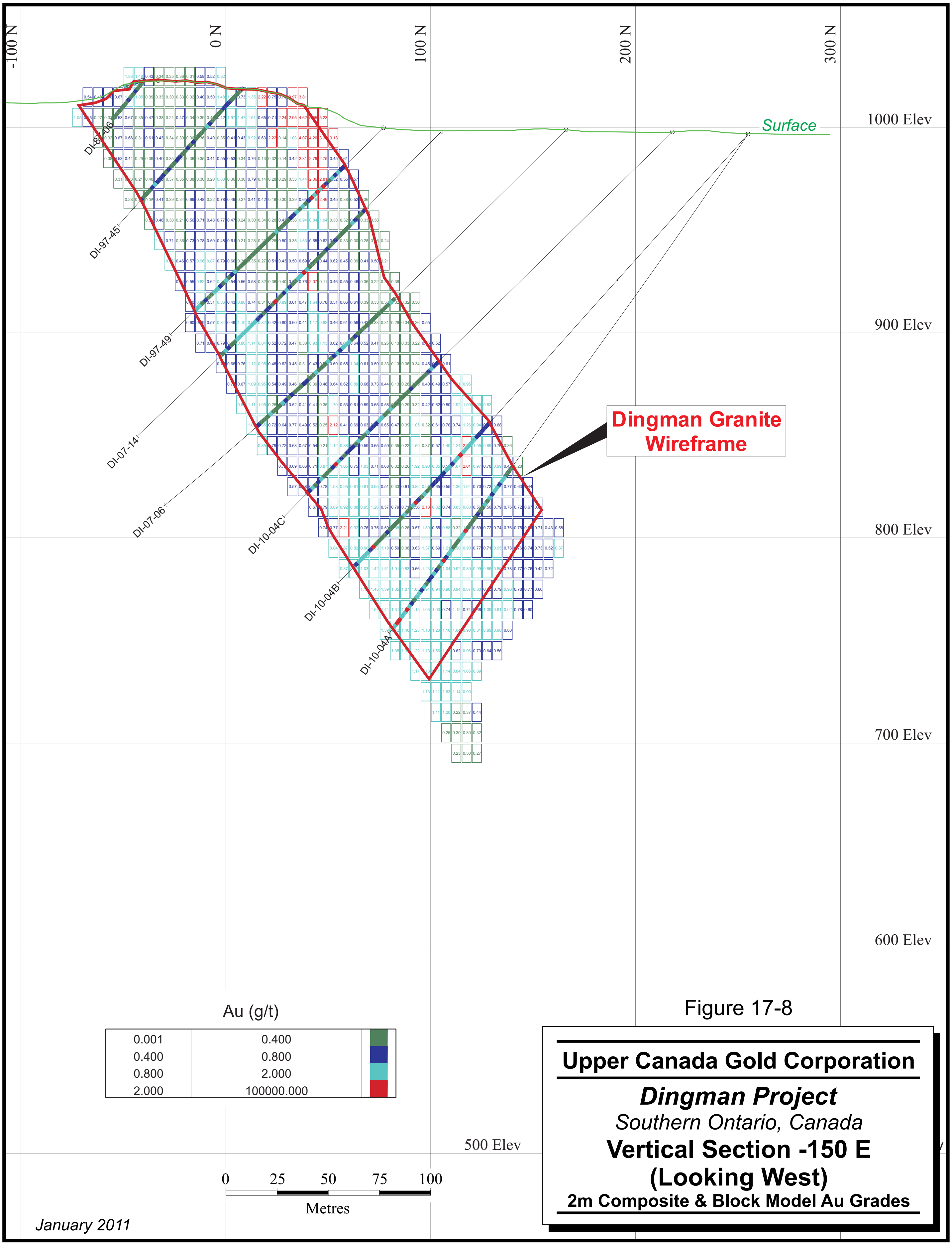


Figure 17-8

Upper Canada Gold Corporation

Dingman Project

Southern Ontario, Canada

Vertical Section -150 E (Looking West)

2m Composite & Block Model Au Grades

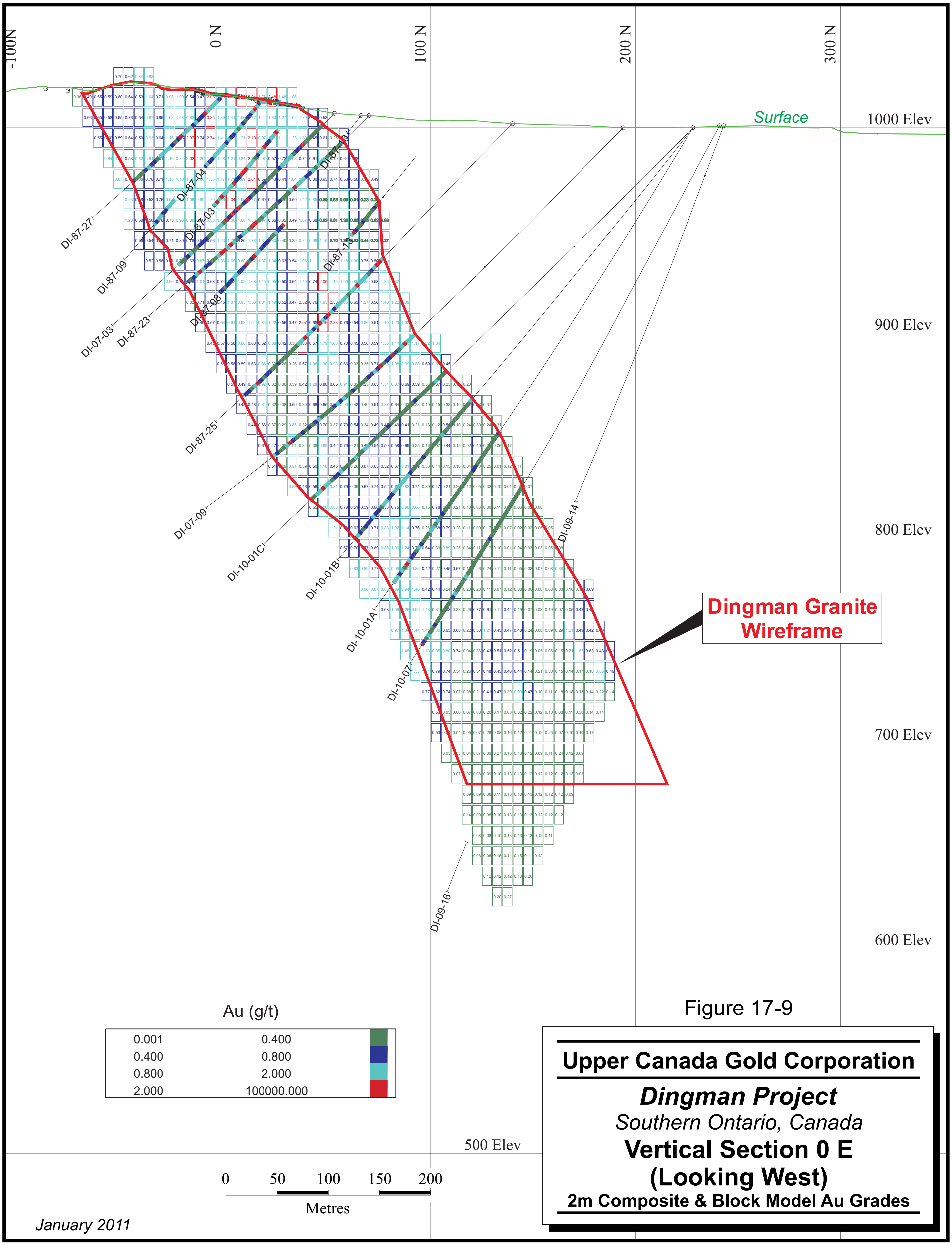


Figure 17-9

Upper Canada Gold Corporation

Dingman Project

Southern Ontario, Canada

Vertical Section 0 E (Looking West)

2m Composite & Block Model Au Grades

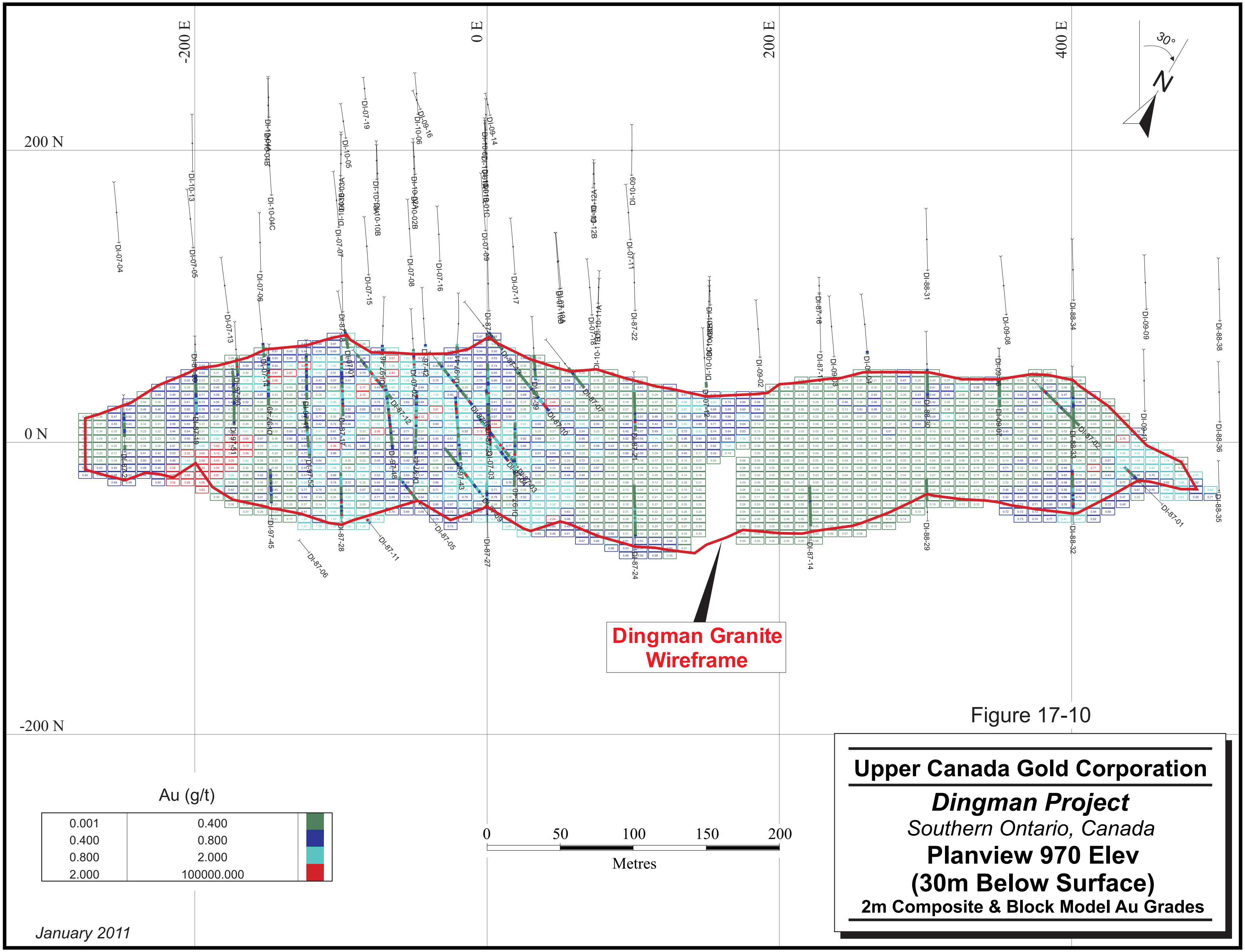


Figure 17-10

Upper Canada Gold Corporation

Dingman Project

Southern Ontario, Canada

Planview 970 Elev
(30m Below Surface)
2m Composite & Block Model Au Grades

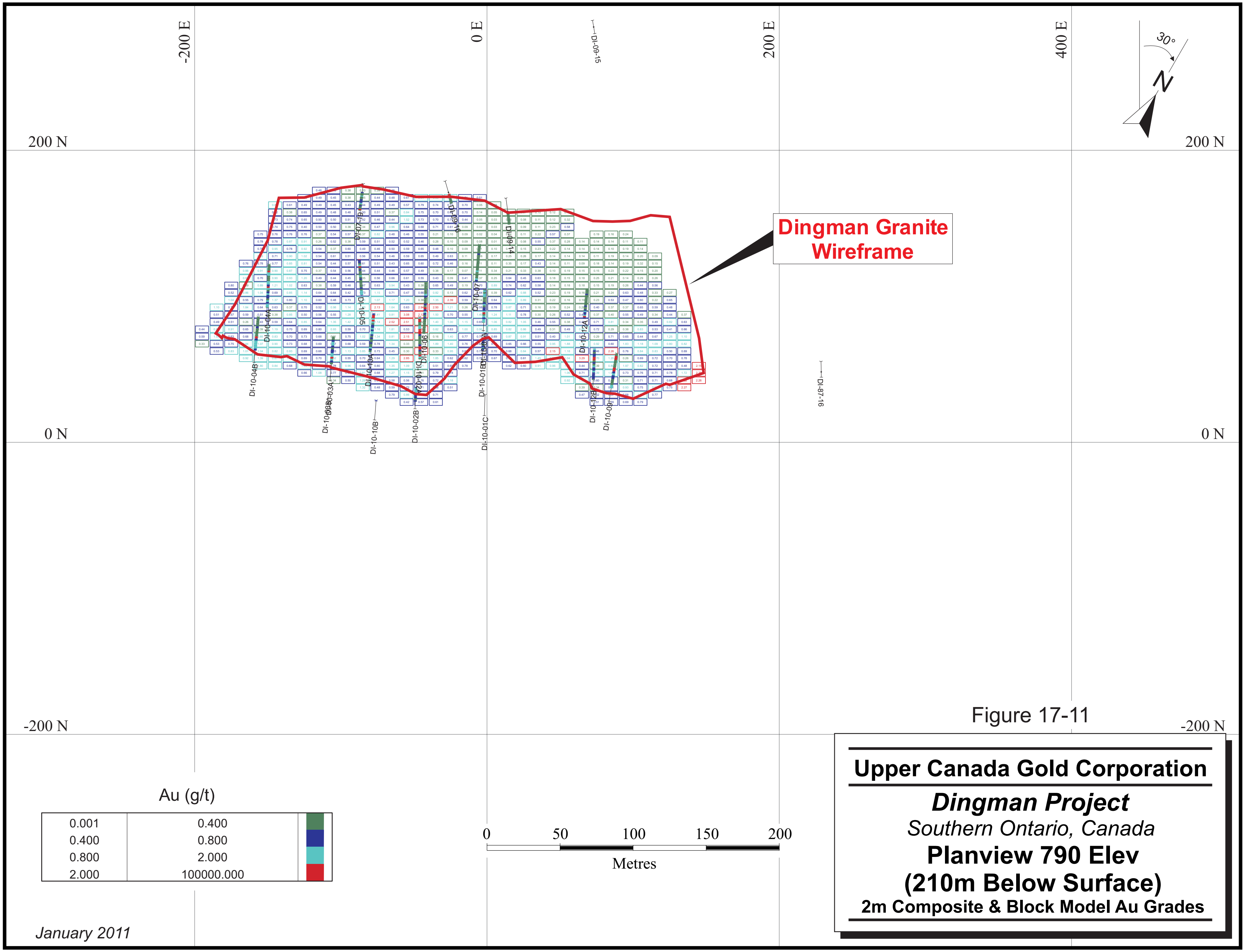


Figure 17-11

Upper Canada Gold Corporation

Dingman Project

Southern Ontario, Canada

Planview 790 Elev

(210m Below Surface)

2m Composite & Block Model Au Grades

PRELIMINARY OPEN PIT SHELL AND CUT-OFF GRADE

In order to fulfill the NI 43-101 requirement of “reasonable prospects for economic extraction”, Scott Wilson RPA has prepared a preliminary open pit shell to constrain the block model for resource reporting purposes. The preliminary pit shell was generated using Whittle software using the Lerchs-Grossmann algorithm. That part of the block model that falls within the preliminary pit shell is considered to have reasonable prospects for economic extraction and is reported as a mineral resource at a specified cut-off grade.

Assumptions used in the preliminary Whittle pit shell analysis are:

- Gold price US$1,200
- Exchange rate US$1.00 = C$1.00
- Pit slope angles 50º
- Process recovery of gold 93%
- Mining cost for waste C$2.10 per tonne
- Mining cost for mineralized material C$2.80 per tonne
- Processing cost C$12 per tonne
- General and administrative costs C$3 per tonne

The Whittle analysis gave a discard cut-off grade of 0.42 g/t Au. Scott Wilson RPA recommends a cut-off grade of 0.4 g/t Au for reporting of mineral resources.

BLOCK MODEL VALIDATION

Scott Wilson RPA validated the Dingman block model in the following ways:

- Volumetric checks
- Inverse distance squared interpolation as a check on kriging
- Visual comparison of block grades with composite grades
- Comparison of block grade and composite statistics

The total volume of the Dingman granite wireframe was checked against the total volume of the blocks within the wireframe and the same check was carried out for volume of the wireframe within the preliminary Whittle pit shell. As shown in Table 17-6, the volumes corresponded closely.

TABLE 17-6 VOLUMETRIC CHECKS WITHIN THE DINGMAN GRANITE WIREFRAME
Upper Canada Gold Corporation – Dingman Property

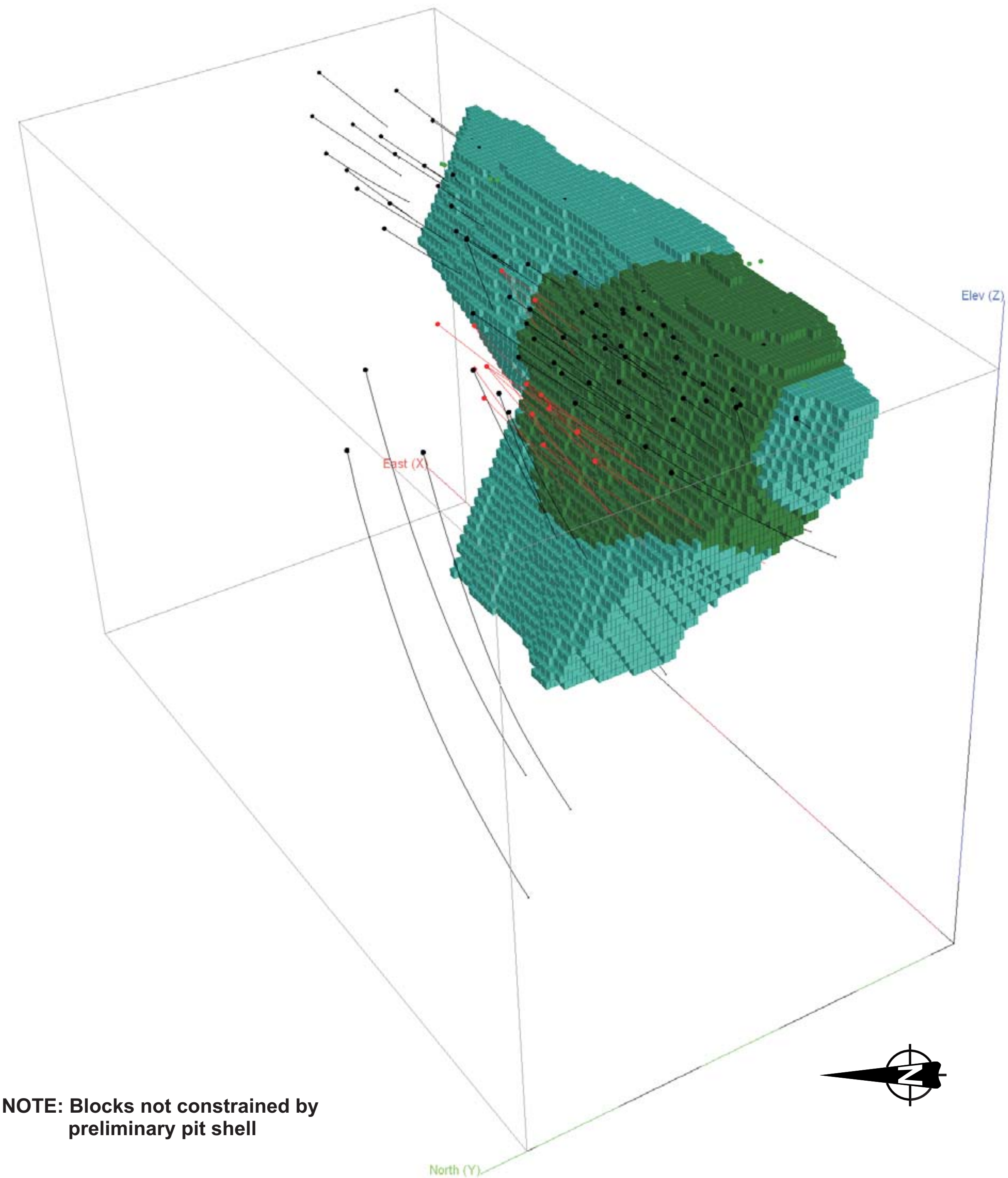
	Wireframe Volume (m^3)	Block Model Volume (m^3)	Difference
Total wireframe	22,775,005	22,773,550	0.01%
Wireframe within pit shell	6,997,732	6,927,858	1.01%

Scott Wilson RPA carried out a block model interpolation using inverse distance squared (ID^2) in parallel with the interpolation by kriging. For the entire Dingman granite wireframe at a cut-off of 0.4 g/t Au, ID^2 gave 25.1 million tonnes at 0.84 g/t Au compared to 25.1 million tonnes at 0.87 g/t Au by kriging. Since the numbers are relatively close, ID^2 provides a reasonable check on the kriging estimate. These tonnage and grade figures are presented for comparison only and are not mineral resources because they are not constrained by a preliminary open pit shell.

Scott Wilson RPA visually examined sections and plans with both block grades and drill hole composite grades. Figures 17-8 to 17-11 provide examples of these sections and plans. There appears to be reasonably good correspondence of the block model grades with the composite grades plotted along the drill holes.

CLASSIFICATION

Scott Wilson RPA has classified the blocks into Indicated and Inferred categories. An Indicated Resource solid was created that encompassed blocks estimated on the first interpolation pass. This solid is located in the main area of mineralization extending from surface to a depth of about 250 m. Blocks inside this solid were classified as Indicated and blocks outside were classified as Inferred, including those in smaller areas of first pass interpolation. Figure 17-12 shows the classification solids to guide classification into Indicated and Inferred classes. Note that in this view the blocks have not been constrained by the preliminary Whittle pit shell.



Legend:

- Indicated Resource Solid
- Inferred Resource Solid
- Pre-2010 Drill Hole
- 2010 Drill Hole
- Channel Samples

Figure 17-12

Upper Canada Gold Corporation

Dingman Project

Southern Ontario, Canada

Mineral Resource Classification Solids

Looking SE

January 2011

The Mineral Resource estimate as of December 21, 2010, is listed in Table 17-7 at several cut-off grades. Scott Wilson RPA recommends reporting the Mineral Resources at a cut-off grade of 0.4 g/t Au, as highlighted in Table 17-6.

TABLE 17-7 MINERAL RESOURCE ESTIMATE BY CUT-OFF GRADE - DECEMBER 21, 2010
Upper Canada Gold Corporation – Dingman Property

Category	Cut-off (g/t Au)	Tonnes (millions)	Grade (g/t Au)	Contained Au (oz 000s)
Indicated	0.10	15.3	0.80	395
	0.20	14.6	0.83	391
	0.30	13.3	0.89	380
	0.40	**11.6**	**0.97**	**361**
	0.50	9.9	1.06	336
Inferred	0.10	2.7	0.55	48
	0.20	2.4	0.60	47
	0.30	2.0	0.66	44
	0.40	**1.7**	**0.73**	**40**
	0.50	1.4	0.80	35

Notes:
1. CIM definitions were followed for Mineral Resources.
2. Mineral Resources are estimated at a pit discard cut-off grade of 0.4 g/t Au.
3. Mineral Resources are estimated at a gold price of US$1,200 per ounce.
4. High gold assays are cut to 30 g/t Au.
5. Bulk density of 2.71 t/m^3 is used.
6. Numbers may not add due to rounding.

Figure 17-13 shows the resource blocks within the preliminary Whittle pit shell.

AGGREGATE RESOURCES

Scott Wilson RPA has not reviewed the aggregate resources estimated in Laakso (2009) and has not assessed the potential for aggregate production and sales in conjunction with a potential mining operation on the Dingman property. Scott Wilson RPA is of the opinion that the potential for by-product production of aggregate from waste rock from the potential open pit gold operation should be investigated in conjunction with a preliminary assessment of the economics of gold production from the Dingman property.

COMPARISON WITH PREVIOUS MINERAL RESOURCE ESTIMATES

The Mineral Resource estimate documented in this report represents a decrease in tonnes and contained ounces of gold compared to the previous Shaft & Tunnel mineral resource estimate reported in Laakso (2009), but is similar to the 2009 Golder estimate reported in Palmer et al. (2009). The three estimates are listed in Table 17-8. All estimates use a cut-off grade of 0.40 g/t Au. The Laakso (2009) and the Palmer et al. (2009) mineral resource estimates are not current mineral resource estimates and are included here for comparison purposes only.

TABLE 17-8 COMPARISON OF THE SCOTT WILSON RPA MINERAL RESOURCE ESTIMATE WITH PREVIOUS ESTIMATES
Upper Canada Gold Corporation – Dingman Property

Estimate	Category	Tonnes (millions)	Grade (g/t Au)	Contained Au (oz 000s)
Scott Wilson RPA 2011	Indicated	11.6	0.97	361
Shaft & Tunnel 2009	Indicated	8.8	0.97	275
Golder 2009	Indicated	8.8	0.97	275
Scott Wilson RPA 2011	Inferred	1.7	0.73	40
Shaft & Tunnel 2009	Inferred	11.3	0.98	355
Golder 2009	Inferred	5.7	0.76	138

The Indicated Resource has increased approximately 31% as a result of the 2010 Upper Canada drilling to 11.6 million tonnes at 0.97 g/t Au (361,000 ounces) from 8.8 million tonnes at 0.97 g/t Au (275,000 ounces) in Laakso (2009). The Inferred Resource, however, has decreased significantly. Some of the previous Inferred Resource has been converted to Indicated Resource by the Upper Canada drilling and the remainder is outside of the preliminary Whittle pit shell that Scott Wilson RPA used to constrain the mineral resource. The previous Laakso (2009) resource estimate was not constrained by a pit shell.

A significant portion of the Laakso (2009) Inferred Resource extends from a depth of approximately 400 m to 700 m below surface and is based on three widely spaced holes drilled by Opawica in 2009. In the opinion of Scott Wilson RPA, this deeper mineralization does not qualify as resource because the three holes are spaced more than 100 m apart and the grades are too low to meet the resource requirement of reasonable prospects for economic extraction.

Scott Wilson RPA notes that the earlier Golder mineral resource estimate (Palmer et al., 2009), which predates the 2009 Opawica drilling, is similar to the current Scott Wilson RPA estimate, when the conversion of Inferred Resources to Indicated by the 2010 Upper Canada drilling is considered. Indicated Resources were 8.8 million tonnes at 0.97 g/t Au (275,000 ounces) and Inferred Resources were 5.7 million tonnes at 0.76 g/t Au (138,000 ounces).

EXPLORATION TARGET IN ADDITION TO MINERAL RESOURCES

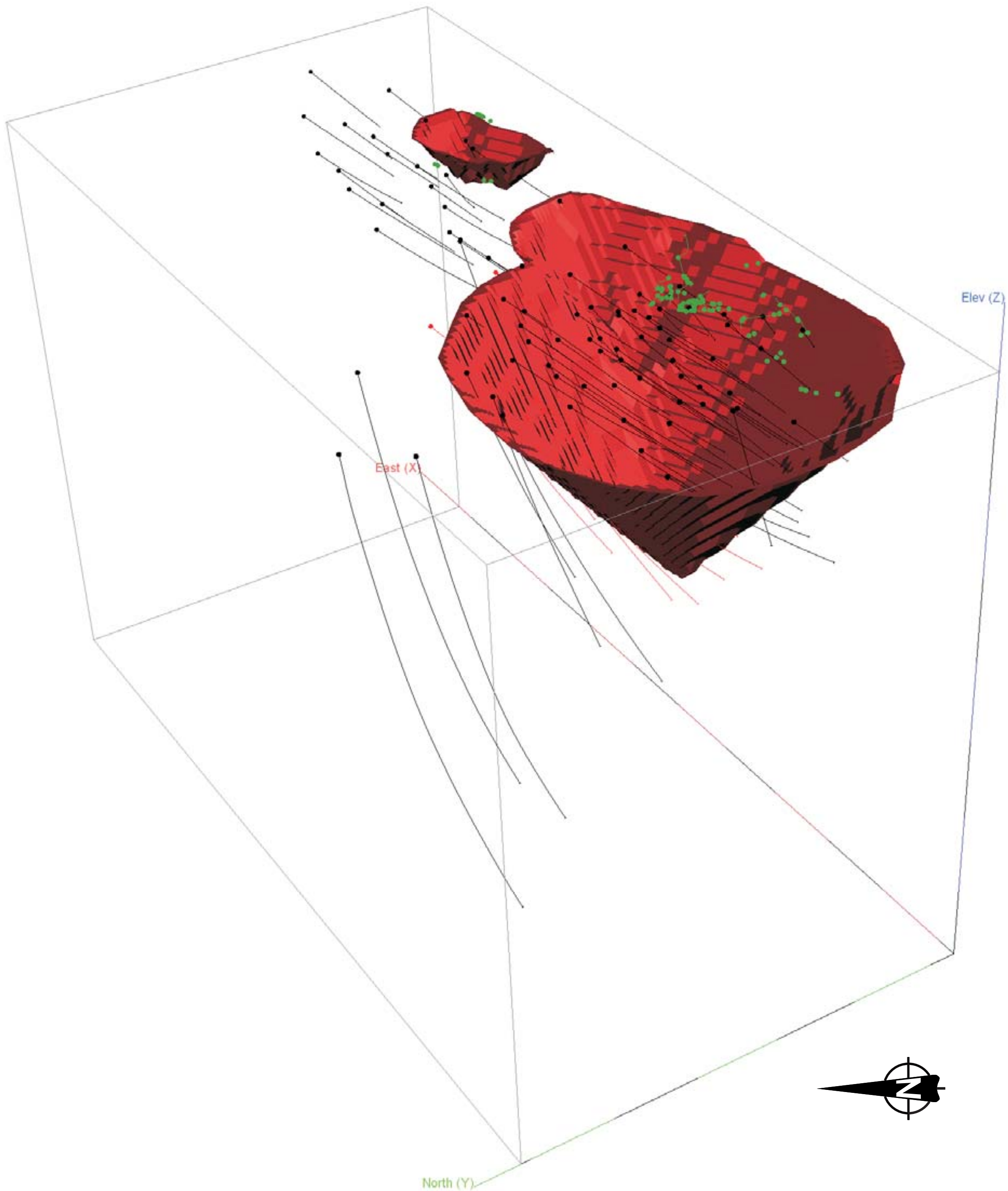
In order to recognize the potential for mineral resources along strike from and below the Mineral Resources reported within the preliminary pit shell, Scott Wilson RPA has estimated a range of tonnage and grade of an exploration target.

In order to estimate the ranges of tonnages and grades of the exploration target, Scott Wilson RPA considered the block model results within the Dingman granite wireframe but outside of the Mineral Resource constrained by the preliminary pit shell, the tonnes per vertical metre of the mineralization within the Dingman granite, the proportion of material above 0.4 g/t Au within the Dingman granite wireframe, and the results of the 2009 Opawica drilling which demonstrated that gold mineralization persists to depth.

The basic information and assumptions for the estimate of the exploration target outside of the preliminary pit shell that constrains the Mineral Resource are as follows:

- A range of 70,000 tonnes to 80,000 tonnes per vertical metre of mineralization greater than 0.4 g/t Au, based on the top 200 m of the Dingman gold deposit.
- Assumption that the exploration target extends to a depth of 300 m to 350 m below surface, which is approximately 70 m to 120 m below the bottom of the preliminary pit shell.
- A grade range of 0.8 g/t Au to 1.0 g/t Au based on the block model grades greater than 0.4 g/t Au in the top 250 m of the Dingman gold deposit.
- Mineral Resources within the preliminary pit shell are subtracted from the exploration target figures.

Based on the above information and assumptions, Scott Wilson RPA estimates an exploration target beyond the Mineral Resources on the Dingman property of 8 million to 14 million tonnes at an average grade of 0.8 g/t Au to 1.0 g/t Au with contained ounces of gold in the range of 200,000 to 450,000. Figures are rounded to reflect the uncertainty of the estimates. The estimated tonnage, grade, and contained ounce ranges of the exploration target are conceptual in nature, there has been insufficient exploration to define a Mineral Resource, and it is uncertain if further exploration will result in the target being delineated as a Mineral Resource.



Legend:
- Dingman Granite Wireframe
- Pre-2010 Drill Hole
- 2010 Drill Hole
- Channel Samples

Figure 17-13

Upper Canada Gold Corporation

Dingman Project

Southern Ontario, Canada

Mineral Resource Blocks Within the Preliminary Whittle Pit Shell

Looking SE

January 2011

18 OTHER RELEVANT DATA AND INFORMATION

No additional information or explanation is necessary to make this Technical Report understandable and not misleading.

19 INTERPRETATION AND CONCLUSIONS

A significant gold deposit has been outlined on the Dingman property that has potential for mining by open pit. Scott Wilson RPA concludes that more work is warranted on the property and the next stage to be considered is a preliminary assessment.

To date, 112 diamond drill holes with an aggregate length of 22,306 m have been cored on the Dingman property along with a number of channel sampling cuts made in mineralized granite outcrops.

Scott Wilson RPA reviewed the results of the QA/QC work undertaken by Upper Canada. The insertion of standards, blanks and field duplicates into the sample stream to an assay laboratory is in keeping with industry best practice, as is the submission of pulps to a second laboratory for check assays. Based on the review, Scott Wilson RPA notes some variability in the QA/QC results. Although the QA/QC results are generally acceptable, Scott Wilson RPA considers that further review is needed to check for sample mix-ups and select samples for reassaying.

In the opinion of Scott Wilson RPA, the drill hole assays and limited amount of assays from channel sampling are acceptable for use in a mineral resource estimate.

Results of bench scale metallurgical testwork indicate that gold recovery in excess of 93% can be expected with processing by grinding and cyanide leaching.

Mineral Resources estimated by Scott Wilson RPA, effective December 21, 2010, at a cut-off grade of 0.4 g/t Au, comprise 11.6 million tonnes of Indicated Mineral Resource averaging 0.97 g/t Au for 361,000 ounces of contained gold and 1.7 million tonnes of Inferred Mineral Resource averaging 0.73 g/t Au for 40,000 ounces of contained gold. These Mineral Resources are constrained within a preliminary Whittle open pit shell using a gold price of US$1,200 per ounce and operating assumptions considered reasonable by Scott Wilson RPA.

The Indicated Resource has increased approximately 31% as a result of the 2010 Upper Canada drilling to 11.6 million tonnes at 0.97 g/t Au (361,000 ounces) from 8.8 million tonnes at 0.97 g/t Au (275,000 ounces) in the Shaft & Tunnel estimate (Laakso, 2009).

Some of the previous Inferred Resource has been converted to Indicated Resource by the Upper Canada drilling and the remainder is outside of the preliminary Whittle pit shell that Scott Wilson RPA used to constrain the Mineral Resource. A significant portion of the 2009 Shaft & Tunnel Inferred Resource is greater than 400 m below surface. In the opinion of Scott Wilson RPA, this deeper mineralization does not qualify as resource because drill holes are too widely spaced and the grades are too low to meet the resource requirement of reasonable prospects for economic extraction.

In addition to the Mineral Resources, Scott Wilson RPA estimates an exploration target beyond the mineral resources on the Dingman property of 8 million to 14 million tonnes at an average grade of 0.8 g/t Au to 1.0 g/t Au with contained ounces of gold in the range of 200,000 to 450,000. The estimated tonnage, grade, and contained ounce ranges of the exploration target are conceptual in nature, there has been insufficient exploration to define a Mineral Resource, and it is uncertain if further exploration will result in the target being delineated as a Mineral Resource.

20 RECOMMENDATIONS

With respect to QA/QC, Scott Wilson RPA recommends that the blanks, standards, field duplicates, and pulp checks be reviewed in more detail including checking for sample mix-ups and reassaying selected samples.

Scott Wilson RPA recommends that a preliminary assessment be carried out to assess potential economics of mining the Dingman gold deposit by open pit. The potential for by-product production of aggregate from waste rock from the potential open pit gold mining operation should be examined during the preliminary assessment. Scott Wilson RPA estimates the cost of the preliminary assessment at $150,000 including preparation of a NI 43-101 report and 10% contingency and assumes that the Mineral Resource estimate reported in this Technical Report will be used in the preliminary assessment.

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22 DATE AND SIGNATURE PAGE

This report titled "Technical Report on the Mineral Resource Estimate for the Dingman Gold Project, Madoc, Ontario, Canada" and dated January 31, 2011, was prepared and signed by the following author:

(Signed & Sealed)

Dated at Toronto, Ontario
January 31, 2011

William E. Roscoe, Ph.D., P.Eng.
Principal Consulting Geologist]

23 CERTIFICATE OF QUALIFIED PERSON

I, William E. Roscoe, Ph.D., P.Eng., as an author of this report entitled "Technical Report on the Mineral Resource Estimate for the Dingman Gold Project, Madoc, Ontario, Canada", prepared for Upper Canada Gold Corporation, and dated January 31, 2011, do hereby certify that:

1. I am a Consulting Geologist with Scott Wilson Roscoe Postle Associates Inc. of Suite 501, 55 University Ave Toronto, ON, M5J 2H7.

2. I am a graduate of Queen's University, Kingston, Ontario, in 1966 with a Bachelor of Science degree in Geological Engineering, McGill University, Montreal, Quebec, in 1969 with a Master of Science degree in Geological Sciences and in 1973 a Ph.D. degree in Geological Sciences.

3. I am registered as a Professional Engineer (No. 39633011) and designated as a Consulting Engineer in the Province of Ontario. I have worked as a geologist for a total of 40 years since my graduation. My relevant experience for the purpose of the Technical Report is:
   - Twenty-five years experience as a Consulting Geologist across Canada and in many other countries
   - Preparation of numerous reviews and technical reports on exploration and mining projects around the world for due diligence and regulatory requirements
   - Senior Geologist in charge of mineral exploration in southern Ontario and Québec
   - Exploration Geologist with a major Canadian mining company in charge of exploration projects in New Brunswick, Nova Scotia, and Newfoundland

4. I have read the definition of "qualified person" set out in National Instrument 43-101 (NI 43-101) and certify that by reason of my education, affiliation with a professional association (as defined in NI 43-101) and past relevant work experience, I fulfill the requirements to be a "qualified person" for the purposes of NI 43-101.

5. I visited the Dingman Property on November 24, 2010.

6. I am responsible for overall preparation of the Technical Report.

7. I am independent of the Issuer applying the test set out in Section 1.4 of NI 43-101.

8. I have prepared a previous valuation of the Dingman property in 1997, which used a historical resource estimate.

9. I have read NI 43-101, and the Technical Report has been prepared in compliance with NI 43-101 and Form 43-101F1.

10. To the best of my knowledge, information, and belief, the Technical Report contains all scientific and technical information that is required to be disclosed to make the Technical Report not misleading.

Dated this 31st day of January, 2011.

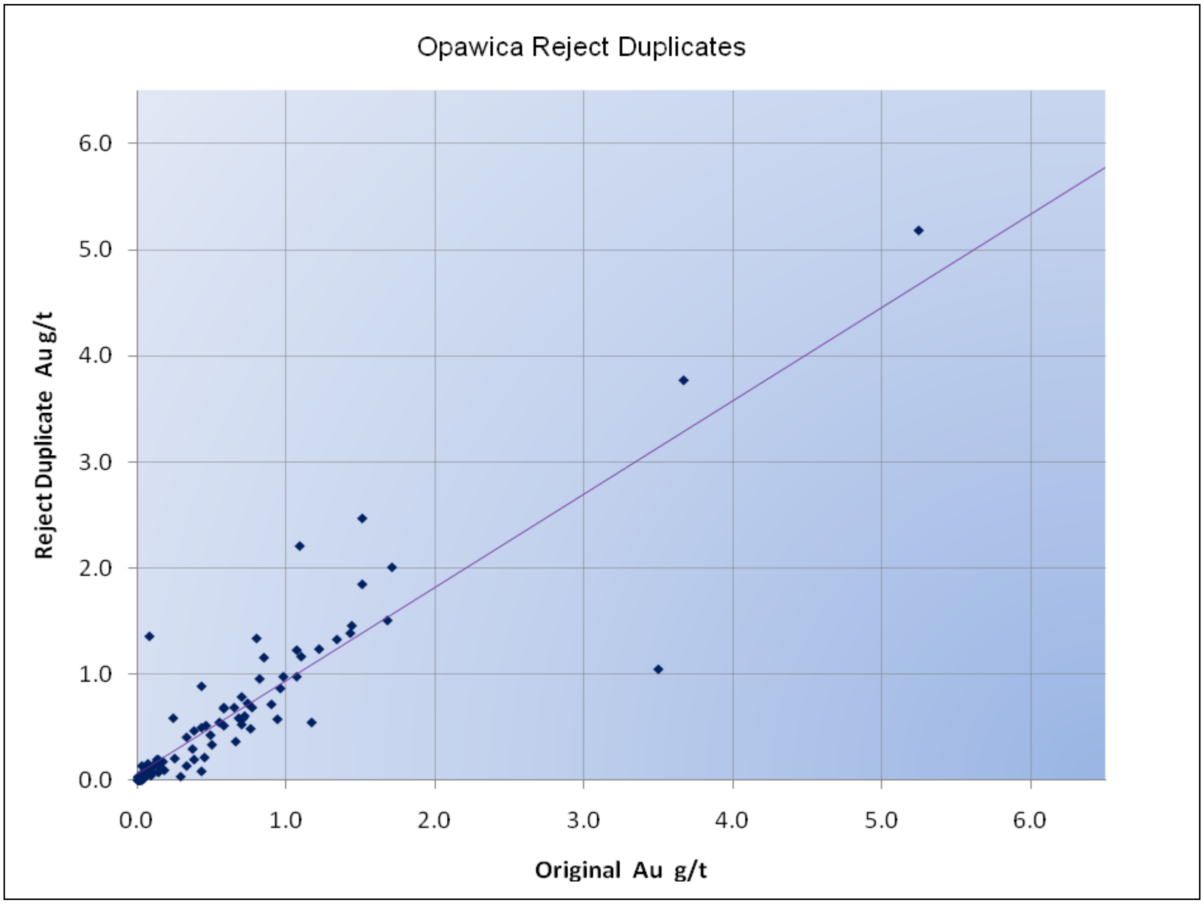
(Signed & Sealed)

William E. Roscoe, Ph.D., P.Eng.

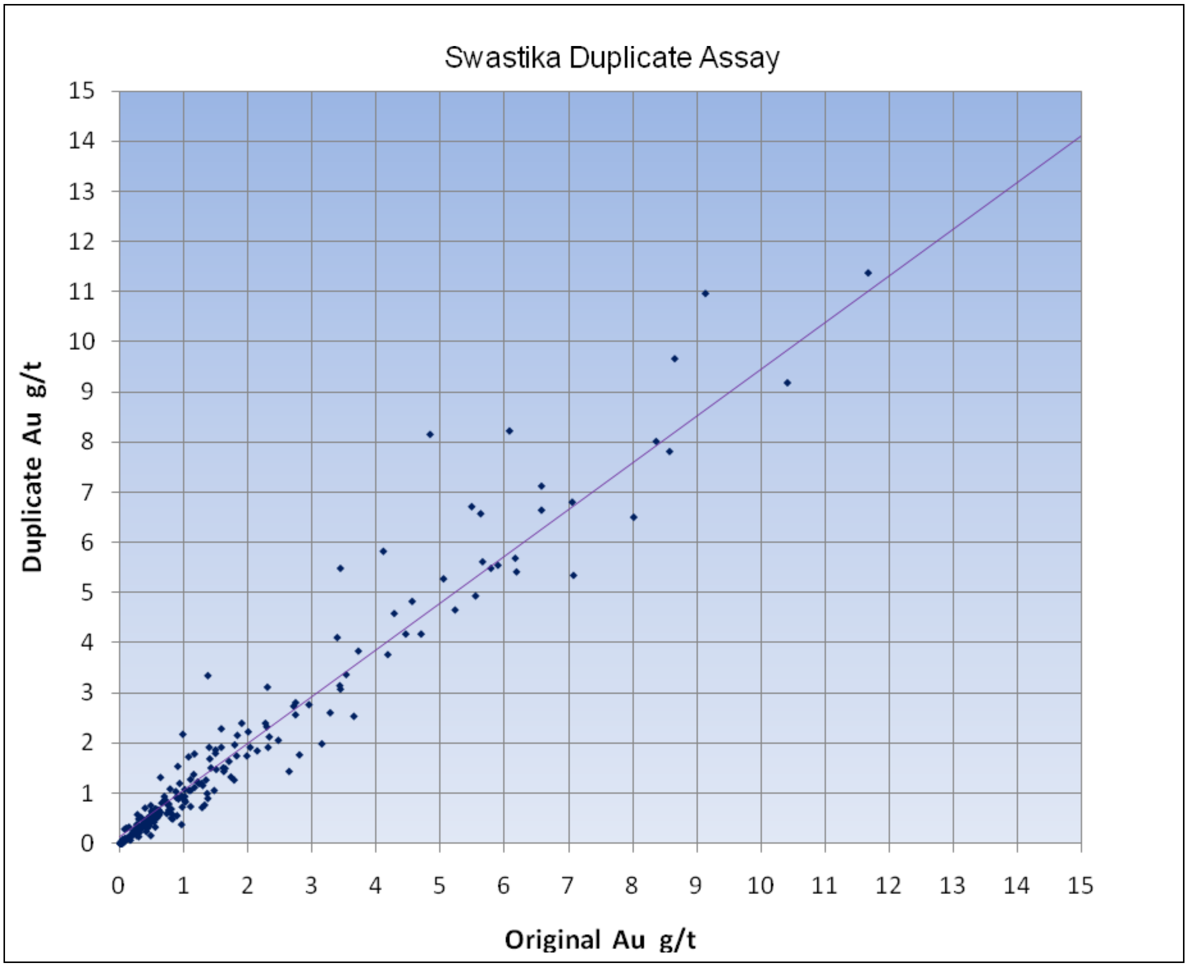
24 APPENDIX 1

DUPLICATE ASSAY PLOTS FOR 2007 OPAWICA DRILL PROGRAM

FIGURE 24-1 SWASTIKA LABORATORY DUPLICATE ASSAY CHARTS



Original		Reject Duplicate	
Count	125	Count	125
Minimum	0.005	Minimum	0.005
Maximum	6.510	Maximum	5.490
Mean	0.483	Mean	0.477
Median	0.090	Median	0.100
StdDev	0.9195	StdDev	0.8650

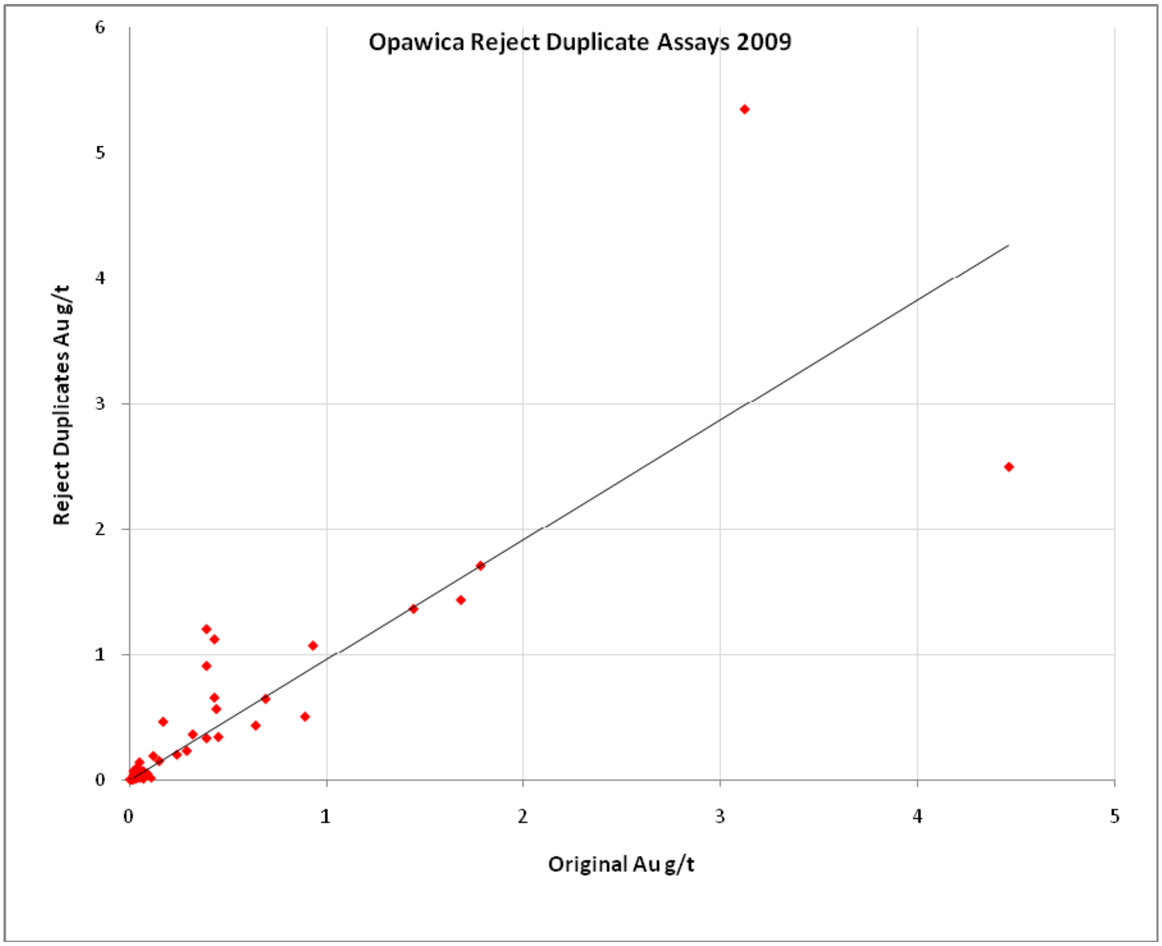


Original		Duplicate	
Count	233	Count	233
Minimum	0.005	Minimum	0.000
Maximum	115.540	Maximum	106.970
Mean	2.248	Mean	2.227
Median	0.760	Median	0.720
StdDev	7.9180	StdDev	7.4021

25 APPENDIX 2

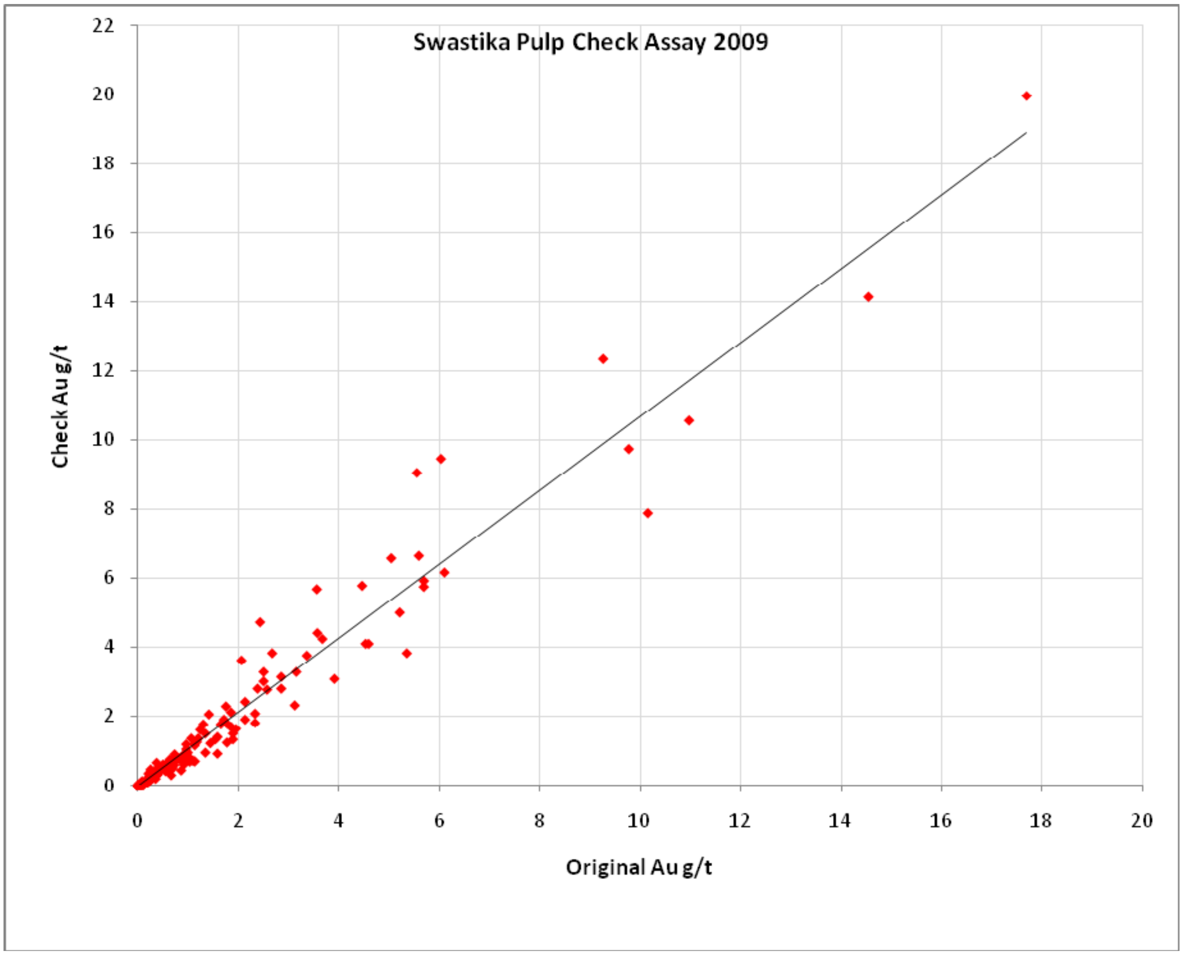
DUPLICATE ASSAY PLOTS FOR 2009 OPAWICA DRILL PROGRAM

FIGURE 25-1 OPAWICA REJECT DUPLICATE ASSAYS – 2009



Original		Reject Duplicate	
Count	84	Count	84
Minimum	0.005	Minimum	0.005
Maximum	4.46	Maximum	5.35
Mean	0.260	Mean	0.284
Median	0.03	Median	0.03
StdDev	0.6648	StdDev	0.7181

FIGURE 25-2 SWASTIKA PULP CHECK ASSAY - 2009



Original		Duplicate	
Count	240	Count	240
Minimum	0.005	Minimum	0.005
Maximum	17.69	Maximum	19.95
Mean	1.138	Mean	1.209
Median	0.25	Median	0.245
StdDev	2.2526	StdDev	2.4682