TECHNICAL REPORT
GORDON - VEN LAKE PROPERTY, NORTHWEST TERRITORIES

prepared for:
CHAMPLAIN RESOURCES INC.

N.T.S. 85 P/6, 7

63° 15' 00" to 63° 20' 00" North
112° 57' 00" to 113° 10' 00" West

March 29, 2010

report prepared by:

Aurora Geosciences Ltd.

Gary Vivian, M.Sc., P.Geol.
Dave White, P.Geol.

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Table of Contents

LIST OF FIGURES

LIST OF TABLES

LIST OF APPENDICES

SECTIONS:							
	MAIN ZONE	7018620	N		MAIN ZONE	7018680	N
	MAIN ZONE	7018630	N		MAIN ZONE	7018690	N
	MAIN ZONE	7018640	N		MAIN ZONE	7018700	N
	MAIN ZONE	7018650	N		MAIN ZONE	7018710	N
	MAIN ZONE	7018660	N		MAIN ZONE	7018720	N
	MAIN ZONE	7018670	N		MAIN ZONE	7018730	N
	SOUTH ZONE	7017150	N		SOUTH ZONE	7017215	N
	SOUTH ZONE	7017160	N		SOUTH ZONE	7017225	N
	SOUTH ZONE	7017170	N		SOUTH ZONE	7017235	N
	SOUTH ZONE	7017180	N		SOUTH ZONE	7017245	N
	SOUTH ZONE	7017190	N		SOUTH ZONE	7017255	N
	SOUTH ZONE	7017205	N		SOUTH ZONE	7017265	N
	UNION ZONE	7017690	N		UNION ZONE	7017725	N
	UNION ZONE	7017702	N		UNION ZONE	7017740	N
	UNION ZONE	7017715	N				

Appendix D 2005 DRILL PROGRAM TEXT LOGS AND STRIP LOGS

VL905-06	VL905-07	VL905-08	
VLM05-09	VLM05-10	VLM05-11	
VLU05-01	VLU05-02	VLU05-03	VLU05-04

Appendix E ASSAY CERTIFICATES FOR 2005 DIAMOND DRILLING AND 2006 PROSPECTING PROGRAMS

Appendix F Documentation for Filing of Relief under Section 81 of the CMRs

Appendix G Statement of Expenditures for Filing Disclosure

EXECUTIVE SUMMARY

The Gordon - Ven Lake Property is located at the north end of Gordon Lake approximately 115 kilometers north-northeast of Yellowknife and is host to a minimum of seven auriferous quartz veins that occur over a 1.0 kilometer strike length. The property is currently held by Boxxer Gold Corporation and is under option to Champlain Resources Inc,

These auriferous quartz veins are considered to be Coarse Gold-bearing Veins as described by Dominy et al. (2000) and lie within the Yellowknife Group Burwash Formation of greywackes, argillites and mudstones. There is a prominent shear zone which cuts the sedimentary package in a northeasterly trend which hosts the auriferous quartz veins. Most of these veins are only traceable at surface for a maximum of 100 metres, although more extensive strike lengths have been documented. These auriferous veins have highly variable gold concentrations both laterally and vertically. They occur as veins or stockwork that pinch and swell producing dilatant zones of quartz material that are prominent for up to 40 metres. Most of the significant gold concentrations appear to be in the hangingwall portion of the vein but do occur within the core of the vein.

The majority of the exploration results and the resource estimates used in this report are historical. The author has no means to verify these results. Diamond drilling has delineated three prominent zones of mineralization, the Main, South and Union. Documented intersections show limited continuity, inferred to be primarily due to the style of mineralization and the lack of sampling or high definition drilling.

The W1 Vein (Main Zone) has a conceptual estimated resource of 12,500 tonnes grading 10.3 GMT gold to a depth of 15 meters*. Indications are the zone may well continue to depth both north and south. Drilling suggests the continuity of this zone may not extend below this level but higher definition drilling in the area to the south may well extend this resource.

The #9 Vein (South Zone) has spectacular intersections of gold mineralization to 205 meters depth. One intersection returned a grade of 17 g/t Au over 7.0 meters. Of significant interest are the high-grade ore shoots of mineralization that occur throughout the vein system. It is difficult to assume continuity between the auriferous intersections due to the nature of the mineralization. Significant evidence from the longitudinal section indicates shoots of mineralization are quite small. Conceptual resource calculations on the #9 Vein are speculative and should not be relied upon. In-fill, high definition drilling needs to be undertaken to properly assess the resource potential of the #9 Vein. Modeling of the historic results and the three holes completed in 2005 indicate that a larger high-grade gold zone rakes steeply to the south-southeast. A higher grade section within the #9 Vein is estimated to contain 60,700 tonnes grading 17.8 GMT gold*.

The S3 Vein, part of the South Zone, has been intersected with five drill holes. All drill holes have returned auriferous intersections grading up to 8.2 g/t Au over 2.0 meters.

The Union Zone has only been tested with ten drill holes. Surface channel sample assays are up to 8.35 GMT gold over 6.1 meters. Diamond drilling has returned grades up to 3.77 GMT gold over 6.4 meter core length.

These three zones have been the focus of the most intense exploration on the property. The geophysics competed to date does not appear to be a tool that is helping with the delineation of additional targets.

Drill indicated **non-NI 43-101 compliant historical inferred possible resource estimates*

The previous magnetic survey is unusable and the VLF-EM survey delineates surface features. Induced polarization and total field magnetic surveys need to be completed over these three prominent zones in order to provide a systematic evaluation for other surface targets.

Other surface targets have been delineated through previous work. Some of these targets are the Camp, Road, Navel, BLT and Syn Vein. Limited channel and trench sampling has been undertaken on most of these veins. Values returned vary from 7.6 to 28.4 g/t Au on the Camp Vein to just background values on the BLT Zone.

A small geophysical program comprising induced polarization (IP) and total field magnetic surveying was completed in October and November of 2004. This program was designed to evaluate the resistive, chargeable and magnetic characteristics of the historical quartz veins hosting the Main, South and Union Zones. Although this was a test program, the IP resistivity models revealed sub-vertical resistive zones which were coincident with known quartz veins. It is not likely an IP survey will be useable as a tool to trace quartz veins or silicification zones only because it will become ineffective due to the very short spaced dipole required to look at very narrow vein systems. The magnetic survey revealed some significant coincident magnetic lows associated with the historical quartz veins but the resolution of the magnetic survey was too coarse to properly assess individual silicification zones. It is recommended that very high resolution ground magnetic surveys be completed in order to delineate multiple quartz veins which might be closely-spaced.

Diamond drilling continued between February 12 and finished March 05, 2005 with a 10 hole, 514.36 meter program. These holes were targeted to improve the continuity of mineralization and confirm historically reported intersections. A total of 10 holes competed in the Main, South, and Union zones show that mineralization is variably continuous, but intersected where expected. Gold grades continue to be highly variable.

The purpose of a small sampling and prospecting program completed during October of 2006 was to follow up any possible extension to the #9 and Main Zone quartz stockwork vein features to the northeast. The prominent shear zone which hosts all of the quartz stockwork on the Ven Lake Property appears to continue into the thick mafic volcanic package of rocks some 3 kilometers to the northeast. Identification of this shear zone cutting through the mafic rock sequence would provide a more palatable host for a Coarse Gold Vein host.

The short prospecting program identified a shear zone continuing into the thick mafic sequence but very little silicification was documented. Numerous tiny little quartz horsetails and veinlets were noted along the shear zone trend within the Burwash Sediments but very little coincident mineralization was encountered.

The potential of finding additional coarse gold bearing veins on the Ven Lake Property is still a viable exploration target but will require geophysical instrumentation to look through the thin veneer of moss and overburden cover. An ohmmapper survey was completed over a small area of the Syn Zone on October 28th, 2008, to locate high resistance or silicified zones. This survey proved to be a valuable exploration tool as an initial pass to see if possible silicified zones might lie below thin overburden cover. A further re-evaluation of the 1988 VLF-EM survey may also help due to the limited thickness but extensive nature of overburden cover. It is recommended that high resolution ground magnetic and ohmmapper surveying be continued in areas of future exploration.

The quartz stockwork zones have not been properly evaluated in the past. In deposits like Tarnagulla (southeastern Australia) gold can occur within ore shoots of the main vein, branches of the main vein and small veinlets (stockwork) into the hangingwall and footwall structures of the vein.

A systematic drilling program on the current resources may help to provide some continuity for the auriferous intersections. This systematic drill program needs to be high definition drilling with gyroscope measured orientations. Most importantly, there needs to be drilling completed upon the additional areas of recognized auriferous gold veins. These areas need to be followed up with the high resolution walk magnetic and ohmmapper surveys and then targeted for lightweight packsack drilling which will obtain BQ size core down to 50-75 meters.

An exploration program comprising a total of $351,600 has been proposed for 2010. This budget will allow for high definition geophysics, trenching and packsack drilling within areas which have been not well explored. Close spacing for linecutting and geophysical follow-up will be critical to find new silicified zones not previously recognized through areas of shallow overburden.

1.0 INTRODUCTION

This NI 43-101 compliant report is prepared for Champlain Resources (Champlain) to document exploration conducted on the mineral occurrences covered by the Gordon - Ven Property and summarize significant findings of this exploration. The Gordon - Ven Property is located 115 kilometers north-northeast of Yellowknife, Northwest Territories, at the north end of Gordon Lake in the Mackenzie Valley Mining District and consists of four mineral claims that surround Mining Lease 3123. This ground covers prospective Coarse Gold Vein systems hosted in the Archean Burwash Formation. The Burwash Formation surrounding Gordon Lake is host to past producers including the Camlaron Mine and Burnt Island, Tracy No.1 and DAF Vein.

The area was subject to prospecting and sampling in the 1940's by Cominco Ltd. Sporadic exploration took place during the 1970's and significant exploration programs were conducted in 1983, 1987-1988 and 1994. Surface trenching, mapping, prospecting, sampling, ground and airborne geophysics, tonnage calculations and significant drilling have all been completed.

Drill indicated **non-NI 43-101 compliant historical inferred possible resource** estimates have been established for the W1 Vein and the #9 Vein in 1988 (Balog, 1989). This estimate was completed using a 4.0 GMT gold cutoff over a minimum width of 1.5 meters (true width) and a specific gravity of 2.7 tonnes per cubic meter. The W1 Vein is estimated to contain 12,500 tonnes grading 10.3 GMT gold and the #9 Vein is estimated to contain 106,500 tonnes grading 11.3 GMT golf. A higher grade section within the #9 Vein is estimated to contain 60,700 tonnes grading 17.8 GMT gold. These calculations are taken from Balog (1989) but not confirmed. All resource estimates are calculated using longitudinal sections of the veins and a polygonal block method. Polygons have included all material to the midpoint between adjacent holes. Polygons occurring on the edge of the longitudinal and having no adjacent holes were extrapolated a maximum of 15 meters.

Boxxer Gold Corp. of Calgary, AB, completed 514.53 meters of a proposed 1000 meter diamond drill program between February 12th and March 05th 2005. The goal of this drilling was to confirm drilling results from the 1983 and 1988 programs, expand the potential gold resource on the property, and further the understanding of controls on the gold mineralization. Three holes were completed on the Main Zone, totaling 140.34 meters. A total of 185.04 meters in three holes and 189.15 meters in four holes were completed on the South and Union Zones, respectively.

In the fall of 2006, Aurora Geosciences Ltd of Yellowknife was contracted by Boxxer Gold Corp. to complete an evaluation of the potential for additional Coarse Gold Vein systems on the Gordon - Ven Lake Property. A total of 15 samples were collected over 4 days at locations where quartz stockwork (silicification) was noted.

Aurora Geosciences Ltd. completed a one day ohmmapper survey over the Syn Zone on the ES 4 claim in the fall of 2008. This survey was completed to evaluate the use of a ground resistivity mapping tool to delineate near surface quartz veins

2.0 RELIANCE ON OTHER EXPERTS

2.1 Terms of Reference

This report was prepared for Champlain Resources of Calgary, AB. The preparation of this report is in due diligence for Champlain to complete a transaction with Boxxer Gold Corporation and to support the requirement for a technical report as per the requirements of the TSX Venture Exchange. This document is a technical evaluation of the historical data (pre-2005), diamond drilling in 2005, and prospecting and ground geophysical work completed in 2006 and 2008 at Gordon - Ven Lake Gold Property. The Gordon - Ven Lake Property consists of 3 contiguous mining claims, 1 mineral lease, and a fourth mining claim adjacent to the southern boundary of the lease. The property is centered 2 kilometers northeast of the northern tip of Gordon Lake approximately 115 kilometers northeast of Yellowknife, NT.

This report reviews and summarizes most of the previous work with the caveat that very little of this work is digital. No original data exists aside from hand drawn drill sections and partial assay data which cannot be correlated to individual drill holes. It should be noted all previous reports were written by independent third parties with no direct benefit from the property. A total of 81 diamond drill holes have been completed on the Gordon Lake Property. All of this information is contained on hand drawn sections. The drill logs are missing as are most of the maps. The assay data is available from the 1988 drilling (holes 36-81) and the 1994 surface program which allowed for verification of a significant portion of this report. Diamond drilling conducted in 2005 is digital. Historic drill results have been digitized to the extent possible an incorporated in to the 2005 dataset.

This report is prepared by David White P. Geol. and Gary Vivian, P.Geol both principals of Aurora Geosciences Ltd. of Yellowknife. They are qualified persons as defined by the Canadian Securities Administrators National Instrument 43-101. Mr. White has over 5 years and Mr. Vivian over 25 years of exploration experience in evaluating gold, base metal, uranium related and diamond prospects within the Slave Province. Mr. White and Mr. Vivian are members in good standing with the NWT and Nunavut Association of Professional Engineers, Geologists and Geophysicists (Member # 1778, #1301) Mr. White worked at the Gordon - Ven Lake property from February 12th to March 05th, 2005, as the program geologist during the 2005 diamond drill program and Mr. Vivian has been involved in every program (geology and geophysics since 2004.

The Historical Estimates were not prepared by independent Qualified Persons, nor has any of the information contained therein been audited by an independent Qualified Person. The Historical Estimates do not conform to the Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") standards of reporting pursuant to requirements under National Instrument 43-101. As a result, the authors wish to clarify that: (i) there are no mineral resources and no mineral reserves on the Gordon - Ven Lake property as such terms are defined under National Instrument 43-101.

2.2 SOURCES OF INFORMATION AND DISCLAIMER

This report is based primarily upon unpublished data that has not been submitted for assessment purposes and government geological reports. All reports have been identified throughout the text. All reports used for the purpose of this filing were written prior to the implementation of the standards

relating to National Instrument 43-101. All reports were Boxxer Gold Corp. prepared by persons holding a minimum of a post-secondary degree in geology or related fields and as such the reports are considered accurate. The primary disclaimer from this author results from not having any significant original data. A total of 81 historic and 10 recent (2005) drill holes have been completed on the property to date. There are very few drill logs to record the historical drilling. There are a series of hand drawn drill sections by Mark Balog which are assumed to be accurate. Airborne and ground geophysical surveys have been completed and the only useable data is from the ground survey. There is no original data and the table of corrected data has been scanned to produce total field magnetic maps and Fraser filtered VLF Maps. None of the occurrences of visible gold mentioned in this report have been observed by the author.

A significant portion of this report has been based upon the written results produced by qualified personnel (individuals holding a minimum of a post-secondary degree in geology or related fields). I have not been able to confirm any of the results based on original data aside from the confirmation of the individual 1988 drill assays. I have the original Barringer assay sheets but without drill logs I can only assume the weighted average intersections as provided in the report are correct. Most of the descriptive portion of the Exploration section of this report is based upon the results from the 1987-88 and 1994 programs. The plan sections, drill sections, longitudinal sections and calculated weighted averages of the gold grade for the vein intersections produced from these programs are assumed to be accurate without original data. Loring Laboratories Ltd. has no formal accreditation such as ISO 2002 standards, and both Barringer and Cantech laboratories no longer exist. All three labs have well regarded national reputations and have been used extensively by the mining industry.

This historic work has been summarized in a NI 43-101 completed by Gary Vivian P.Geol. of Aurora Geosciences Ltd in 2004. Exploration completed since this time has been conducted by Aurora and previously submitted in an assessment report for Boxxer Gold Corp. dated February 12, 2009. All exploration data collected after 2004 has been prepared by qualified personnel and filed digitally.

3.0 PROPERTY DESCRIPTION and LOCATION

3.1 LOCATION

The Gordon - Ven Lake Property is located on NTS sheet 085P/06 in the Northwest Territories, Canada. It is centered about 63° 17' N latitude and 113° 02' W longitude or UTM 397979 E 7018543 N (NAD83, Zone 12) (Figure 1). The claim group lies in the Mackenzie Mining District and covers ground at the north end of Gordon Lake. This is an area associated with turbidite-hosted gold occurrences approximately 115km northeast of Yellowknife, NT. The property covers 6632.8 acres centered about 2200 meters north of Gordon Lake. The property covers Ven Lake, a smaller lake east of Main Zone. At the time of report preparation, the ES claims are the only active claims registered at the northern end of Gordon Lake. One active Mining Lease is located at Gold Lake approximately 1600 meters west of Gordon Lake. The past producing Burnt Island and Camlaren Mine are located on the eastern shore of Gordon Lake approximately 25 and 36 kilometers south-southwest of the property respectively.

Work completed in 2004 to 2008 was conducted from a camp on Ven Lake.

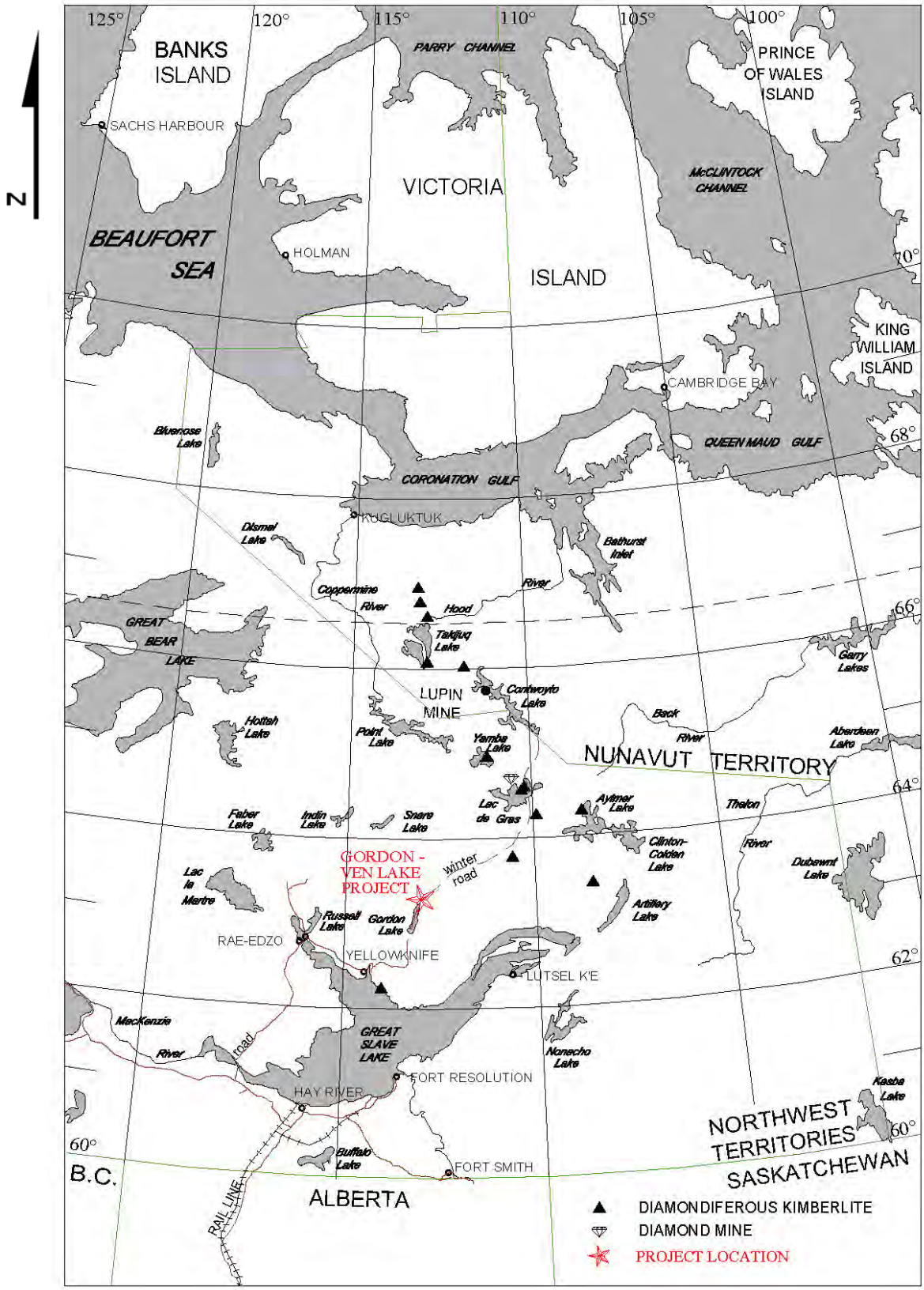

Figure 1 Location map Gordon - Ven Lake property

3.2 CLAIM STATUS

The Gordon Lake Property has been reduced to 4 contiguous mining claims and 1 mineral lease. The land package comprises a total of 6,632.8 acres (Figure 2) and is summarized in the following table:

Table 1 Claim and Mining Lease Statistics

Claim Number	Claim Name	Claim Owner	NTS Sheet	Anniversary Date	Acres
ML #3123	VEN	Kelman Technologies Inc.	85 P/6	2025/03/29	609.1
F 83123	ES 1	397405 Alberta Ltd	85 P/6	2009-11-20	2582.5
F 83124	ES 2	397405 Alberta Ltd	85 P/6,7	2009-11-20	2582.5
F 83126	ES 4	397405 Alberta Ltd	85 P/6	2009-11-20	717.5
F 83129	ES 7	397405 Alberta Ltd	85 P/6	2009-11-20	141.2

The Gordon Lake Property is currently under option to Boxxer Gold Corp. (Boxxer) of Calgary, AB. An underlying agreement states that 397405 Alberta Ltd. (397405) has an option to earn a 90% Interest in Mineral Lease # 3123 from the vendor. The Mineral Lease is in the name of Kelman Technologies Inc. The agreement Boxxer has with 397405 is that Boxxer can earn the 90% Interest in the Mineral Lease #3123. Boxxer holds a 100% Interest in the four remaining contiguous mineral claims and although still residing in the name of Aurora Geosciences Ltd, Boxxer has not requested a claim transfer. No further obligations or agreements exist between Boxxer and Aurora Geosciences Ltd. The mineral lease is legally surveyed by Canada Land Surveyors and the claims have been located with hand held gps units. There are no environmental liabilities existing on the mineral lease or claims shown in Table 1.

"Under the terms of an Option Agreement (September 2009) between Champlain Resources Inc and Boxxer Gold Corp and in order to earn 55% interest in the above mentioned property, the Company is required to pay a total of $100,000, issue a total of 1,250,000 Common Shares and incur a total of $2,000,000 of exploration expenditures, all over the course of three (3) years. The terms of these payments are; 250,000 Common Shares, $50,000 cash and $200,000 of the expenditures are payable and to are to be incurred prior to September 11, 2010. A further 500,000 Common Shares, $25,000 cash and $800,000 of expenditures are to be issued, paid and incurred respectively prior to September 11, 2011, and a further 500,000 Common Shares, $25,000 cash and $1,000,000 of expenditures are to be issued, paid and incurred respectively prior to September 11, 2012. The company must satisfy all of these terms. The Company may not earn a partial interest in the Property."

Due to First Nations issues, Boxxer filed for relief under Section 81 of the Canada Mining Regulations. This relief was received on the 9th of November, 2009. This documentation can be found in Appendix F.

4.0 ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE and PHYSIOGRAPHY

The property is located at an approximate elevation of 340 meters. Property topography is low and consists of many small but steep approaches to bedrock exposures. The regional structural grain is expressed in these bedrock exposures that traverse the property from south-southwest to north-northeast.

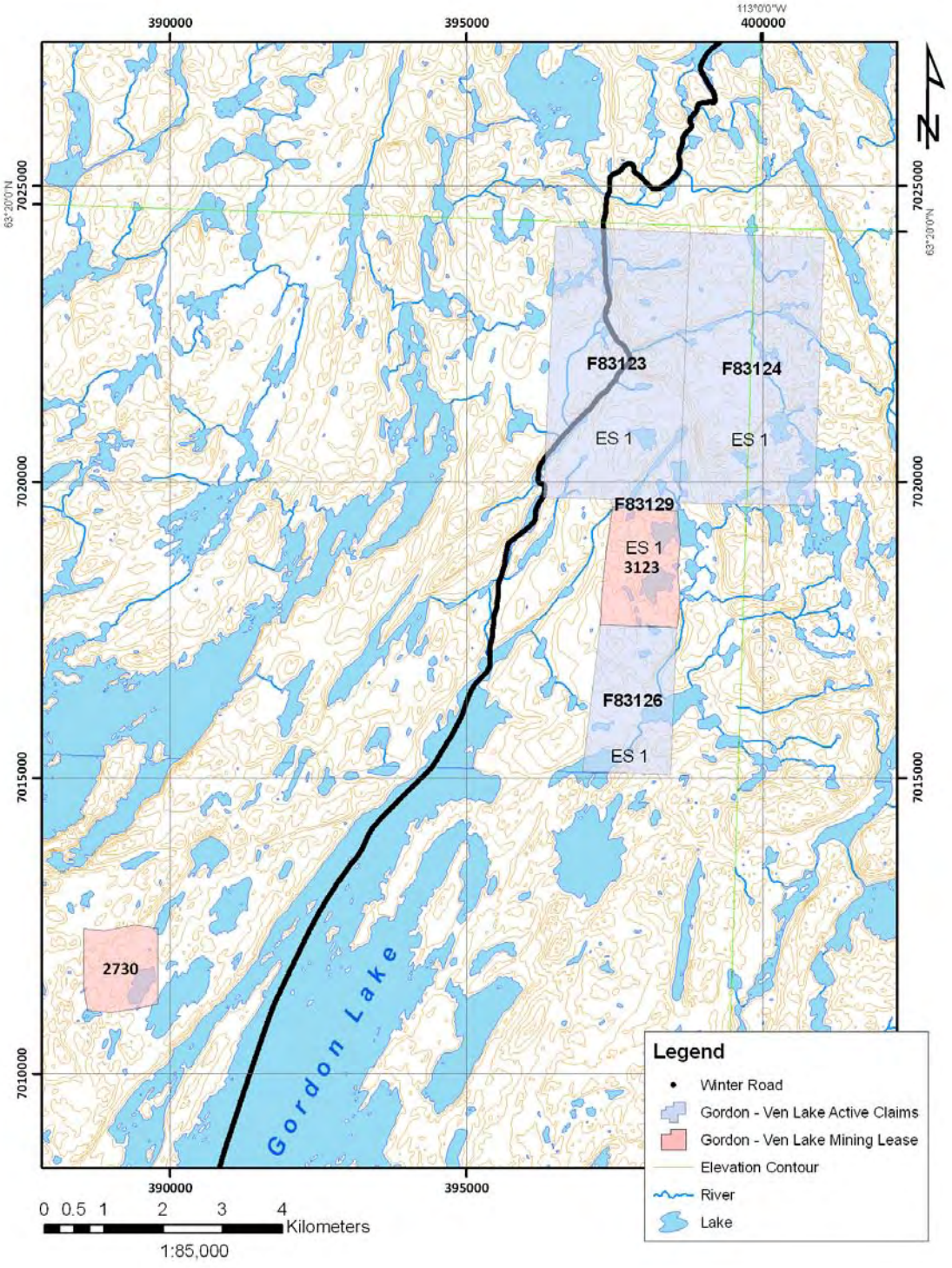

Figure 2 Mineral claims and mining lease status and location map

4.1 ACCESS

Access is by helicopter and ski- or float-equipped aircraft in the winter or summer. A maintained winter road, which traverses Gordon Lake to service the diamond mines to the north, is commonly operational from the third week in January to the third week in March. This winter road traverses through the eastern portion of the property and provides truck accessibility during the winter road season. A 3 kilometers long bush road joins the Main Zone at Ven Lake with the winter road.

4.2 PHYSIOGRAPHY

The claims and mining lease lie within the north-northwestern portion of the Canadian Shield. The terrain consists of locally rugged, glacially scoured outcrop, essentially devoid of trees and interspersed with low-lying areas of tree-covered till up to several meters thick. Vegetation comprises spruce, pine and willow. The local relief varies between 20-50 meters and the property is 300 meters ASL. The area is dotted with swamps and lakes and appears as egg carton-type topography.

The climate is semi-desert sub-arctic with long cold winters and short cool to warm summers. January and July mean temperatures are -28°C and 17°C, respectively. The area is often a focus for mid-continental high pressure systems and receives only 25 cm of precipitation annually. Days are normally bright and sunny during the winter, spring and summer seasons. Winds are generally light to moderate, prevailing form the north during winter and from the south-east in summer. Freeze-up usually occurs in mid-October and break-up is commonly in late May or early June. Work can be carried out during winter and summer with short breaks for break-up and freeze-up.

4.3 INTRASTRUCTURE

A total of six wood tent frames and floors remain erected from the 2005 diamond drill program. These frames include a 14x16’ kitchen, 14x16’ dry, 10x12’ first-aid tent, and three 14x16’ sleep tents. This camp is located approximately 300 meters from the Main Zone near the western shore of Ven Lake.

Core from the 1980’s drilling is stored in deteriorating core racks in Ven Lake camp near the lake shore. The author is unsure of the integrity of this core at the present time. The core racks were intact and organized during the 2005 drill program. Core from the 2005 drill program is stored at the west end of camp adjacent to the core shack.

Yellowknife is the capital of the Northwest Territories and offers a wide range of supply, expediting and transportation services to the mining and exploration industries. Daily connections to Edmonton and Calgary via commercial airline are plentiful.

The Gordon Lake winter road offers the most practical method of mobilizing a drill or other heavy equipment to the property and provides a significant cost savings for mobilization and logistics.

5.0 HISTORY

The Gordon – Ven Lake property has been explored for gold mineralization since the 1940's. A detailed record of exploration was not maintained prior 1982 when Pacific Trans-Ocean Resources optioned the property from Newcan Minerals. From this time the property was systematically explored through 1988. Much of the work conducted between 1989 and 2001 can be summarized as due diligence. Although this work lead to a greater understanding of mineralization on the property, there was no new exploration conducted. Of significant importance has been the documentation of three significant areas of mineralization; the Main Zone, the #9 or South Zone and the Union Zone (Figure 3). The following summary for the three significant areas will provide the reader with an up-to-date overview in order to evaluate future work proposals.

5.1 SUMMARY

This summary of the historical exploration completed on the Gordon – Ven Lake property is from a Boxxer Gold internal report prepared by Elmer B. Stewart, P.Geol (2003).

Cominco Ltd. explored the Gordon Lake area in the 1940's with no significant results. In 1973, Prosper Mines Ltd. staked the Ven 1 to Ven 12 claims and completed a six-holes drill program on the No. 1 vein from the Main Zone in 1974. A total of 86 meters of drilling were completed with the maximum assay being 22.30 g/t gold over 1.98 meters.

In 1977, Newcan Minerals Ltd. acquired an option on the Property from Prosper Mines Ltd. Newcan performed trenching and shallow drilling. Re-trenching of the No. 1 vein Main Zone returned gold values that ranged from 3.0 g/t to 92.4 g/t over intervals from 0.9 to 1.8 meters. Newcan discovered a new area of quartz veins located south of the Main Zone. In 1982, Newcan performed surveying, mapping, and trenching.

On March 29th 1983, Mineral Lease 3123 was registered to convert the Ven 1 to Ven 12 claims to a mineral lease. The Mineral Lease is valid for a period of 21 years.

In the summer of 1983, Newcan completed gridding, surveying, mapping, geophysics, geochemical soil sampling, prospecting and trenching. An additional 1,094 meters of diamond drilling in 20 holes tested the No. 1 vein Main Zone and the newly discovered South Zone located 350 south-southwest of the Main Zone. Trench samples that assayed up to 87.3 g/t gold were obtained in the South Zone. Newcan completed a total of 1,489 meters of drilling in 35 holes on both zones. The maximum grade intersected by the drilling was 67.9 g/t over 2.0 meters. Of the 28 holes completed on the No. 1 vein Main Zone in

1983, 12 returned assays greater than 10 g/t gold. Four of the seven holes completed on the South Zone returned greater than 10 g/t gold.

In 1987, Pacific Trans Ocean Resources Ltd. acquired a 100% interest in the Property. In 1988, surface exploration and diamond drilling programs conducted by Aurum Geological Consultants Inc. on contract to Pacific Trans Ocean led to the discovery of the high-grade gold mineralization in the No. 9 vein, the Union zone and the Camp vein. A total of 5,261 meters of drilling was completed in 47 holes, the

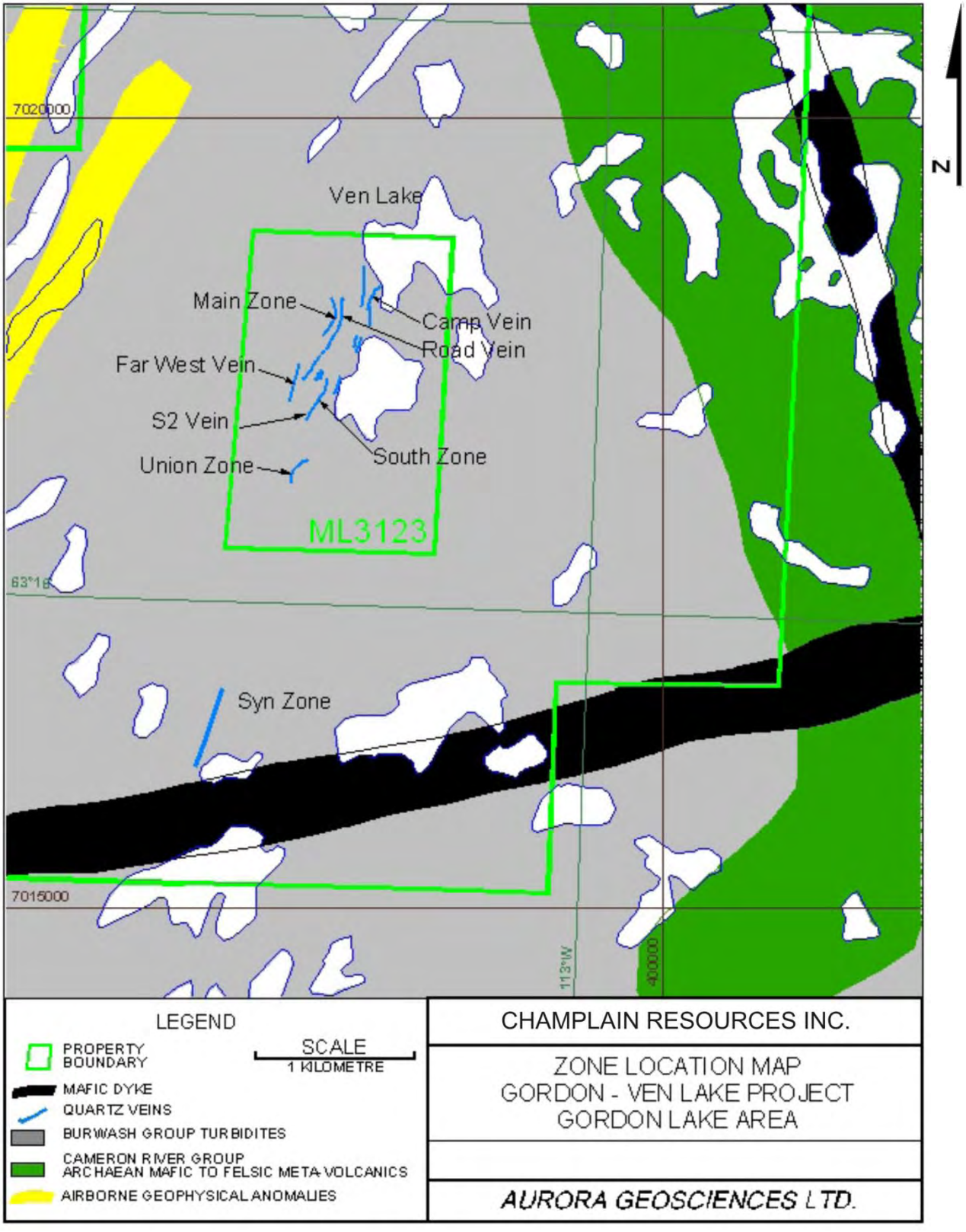

Figure 3 Zone location map - Gordon - Ven Lake property

majority of which were in the No. 9 vein South Zone and the No. 1 vein Main Zone. As a result of the 1988 exploration program Aurum recommended an exploration program in the amount of $850,300 to complete additional diamond drilling, mapping, sampling and geophysical surveys. The results of the 1988 work provided the following results:

a. The No. 1 vein Main Zone contains substantial quantities of high-grade gold mineralization in outcrop and to a depth of 35 meters below surface. The drilling below the minus 35 meter level was located northeast of the high-grade gold mineralization to test the plunge of an interpreted fold axis.

b. A 40-meter long portion of the No. 9 vein South Zone contains low-grade gold values on surface. Below surface, the drilling located a mineralized shoot to a depth of 205 meters, the deepest hole on the No.9 vein. The gold mineralization is open at depth. The high-grade gold mineralization occurs immediately below the lower-grade gold mineralization outlined by trenching on surface.

c. The Union Zone contained gold values over a distance of 30 meters in outcrop on the West vein. This zone is open to the north and to the south. The four drill holes on the West vein located gold mineralization to a depth of 25 meters below surface. The distribution of the gold mineralization on the West vein is similar in all respects to that on the No. 9 and No.1 veins.

d. Grab samples from the Camp vein (estimated to be 180 meters long) returned gold values that ranged from 1.90 g/t to 38.6 g/t gold. No systematic exploration was completed on this zone.

In 1988 Pacific Trans-Ocean completed a detailed VLF-EM and magnetic survey over the Property and along strike.

a. the magnetic and VLF-EM surveys effectively mapped lithology and structure,

b. the geophysical surveys outlined five regional scale linear magnetic features,

c. anomaly A hosts almost all the mineralized quartz veins or quartz vein systems on the Gordon Lake Property,

d. the zones of gold mineralization are characterized by a coincident VLF-EM anomaly and a magnetic high within the regional scale linear magnetic feature,

e. anomaly B does not host any quartz vein systems on the Property but hosts the Syn gold showing (same style of mineralization as Main, South and Union zones) located approximately 1.0 kilometer southwest of the Property.

In 1994, Keylock Resources Ltd. obtained an option on the Property and performed systematic channel sampling of the No. 1 vein Main Zone, the No. 9 vein on the South Zone and the West vein on the Union Zone. All samples were assayed for gold using a metallic preparation and fire assay. The results of this program are as follows:

a. The medium to high-grade gold mineralization in the West vein of the Union Zone was extended to the north and south. The strike length of the high-grade mineralization in the West vein to the north and south is covered by overburden. High-grade gold mineralization was located in the footwall quartz stockwork of the West vein. The width of the gold mineralization in many of the trenches was not closed off. In several places, the 1994 sampling overlapped the channel sampling completed in 1988. The gold values in the 1994 sample was found to be substantially lower, for example, sample No. 12023 taken in 1994 returned a value of 2.0 g/t gold whereas the same sample site in 1988 returned a value of 37.2 g/t gold over the same interval. Sample number 12019 taken in 1994 returned a value of 0.32 g/t gold whereas the corresponding sample site in 1988 returned a gold value of 16.5 g/t. All samples were fire assayed using a coarse gold metallic preparation.

b. High-grade gold mineralization was located in the No. 1 vein, Main Zone. The width of the gold mineralization in many of the trenches has not been defined. The high-grade gold mineralization is open to the north and to the south and is covered by overburden.

c. The channel sampling of the surface zone of the No. 9 vein returned similar gold values as that obtained in 1988.

The overall gold grades obtained by the channel sampling in the Main and Union zones were higher than that produced by the previous sampling which is most likely due to the larger sample size.

5.2 EXPLORATION AND DRILLING**

The following section was taken from Section 5 from the "Technical Report (43-101) for the Gordon – Ven Lake Property" by Vivian (2004). For the purposes of this report, the original tables and figures numbers have been adapted to this report. Any reference to drill intersections are drilled widths not true widths.

**** All resource estimates (inferred or other) presented in Sections 5.2.1 through 5.2.5 are considered Historical Estimates as defined by the NI 43-101. All stated historical resource estimates are inferred as defined by the Canadian Institute of Mining, Metallurgy and Petroleum (CIM): "part of a Mineral Resource for which quantity an grade or quality can be estimated on the bases of geological evidence and limited sampling and reasonably assumed, but not verified, geological an grade continuity". The Historical Estimates were not prepared by independent Qualified Persons, nor has any of the information contained therein been audited by an independent Qualified Person. The Historical Estimates do not conform to the Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") standards of reporting pursuant to requirements under National Instrument 43-101. As a result, the authors wish to clarify that: (i) there are no mineral resources and no mineral reserves on the Gordon - Ven Lake property as are defined under National Instrument 43-101.**

Documented exploration has been sporadic upon the Gordon-Ven Lake property since the mid- 1940's. The previous work has been summarized above. Of significant importance have been the documentation of three significant areas of mineralization; the Main Zone, the #9 or South Zone and the Union Zone. The following summary for the three significant areas will provide the reader with an up-to-date overview in order to evaluate future work proposals.

Previous authors have contributed to this section as there are no drill logs from any of the previous drilling (Tykajlo, 1988; Balog, 1989 ; Van Angeren, 1994; and undated Aupperle and Tykajlo). All

information is historical but not having drill logs or digital data has left this writer with little option but to use previously drafted sections, plans and longitudinals. The previous work has been completed by qualified personnel holding post-secondary degrees in Geology or related fields. As such, the reports are assumed accurate. The majority of the text in this section has been derived from the analyses provided by Balog and Van Angeren, two of the three field programs providing useable data. A total of 81 diamond drill holes, ground geophysics, airborne geophysics and numerous sampling programs have been included in the Balog report of 1989. The Van Angeren report evaluated the possibility of removing significant ore from the surface. He used very high sample densities in trenches and channel sampling (Appendix B). He compared his surface data to previous data and to the drilling of 1983 and 1988.

This writer was part of the 2005 diamond drilling program. All drilling and assaying completed has been verified by the availability of the hand drafted drill sections and plans and a hard copy of the assay data from Barringer. A summary of the 1988 drilling is tabulated in Appendix B. These are in the writer's possession.

A total of 97 drill holes have been completed upon the property to date of which 81 have been documented on hand-drafted sections for this report. All assay tables referring to weighted averages are from Balog, 1989. One geophysical airborne, one large ground geophysical grid and numerous sampling programs have been undertaken. This writer has only the reports to verify that this has been completed.

5.2.1 MAIN ZONE

A total of 40 drill holes and 22 trenches tested the Main Zone prior to 2005 (Figure 4). The most prominent vein within the Main Zone is the W1 vein. It outcrops continuously for 110 meters, strikes 355° Azm and dips at 65° East. The W1 vein is subconcordant to bedding and appears continuous from surface to 130 meters vertical depth where 3.5 meters of vein material was intersected. The W1 vein flattens to 48° dip at 110 meters vertical below the surface.

On surface, the W1 vein appears to pinch out due to the folding of the host pelite to the west and north of 9+00 S (Balog, 1989). There is significant widening of the W1 vein between 10+00 S and 8+00 S, up to 8 meters, indicating tremendous vein irregularity. These irregularities are likely zones of dilatancy or stacked saddle reefs or leg reefs (described within deposit type). Gold occurs in both quartz veins and quartz stockwork but the quartz veins appear to host a significant portion of the mineralization. It is apparent increased sampling of the quartz stockwork is needed to understand the extent and grade of the gold mineralization.

Core geochemistry suggests the bulk of the gold, at a preliminary stage, is concentrated within 40 meters of the surface between 9+50 S and 10+20 S (Figure 5). It appears the best grades are contained within vein thicknesses of 0.7-2.6 meters and localized in discrete pods or shoots. There does not appear to be an obvious difference between an auriferous and a non-auriferous quartz vein. Visible gold is documented below the 960 level but assays tended to be very low. This is a common problem in these coarse gold-bearing veins (Dominy et al., 2000). Gold concentrations are so erratic below the 960 level that only a well delineated and closely spaced drill program would be able to identify high grade shoots. The weighted averages of gold grade for drill holes intersecting the Main (W1) Vein are listed following in Table 2.

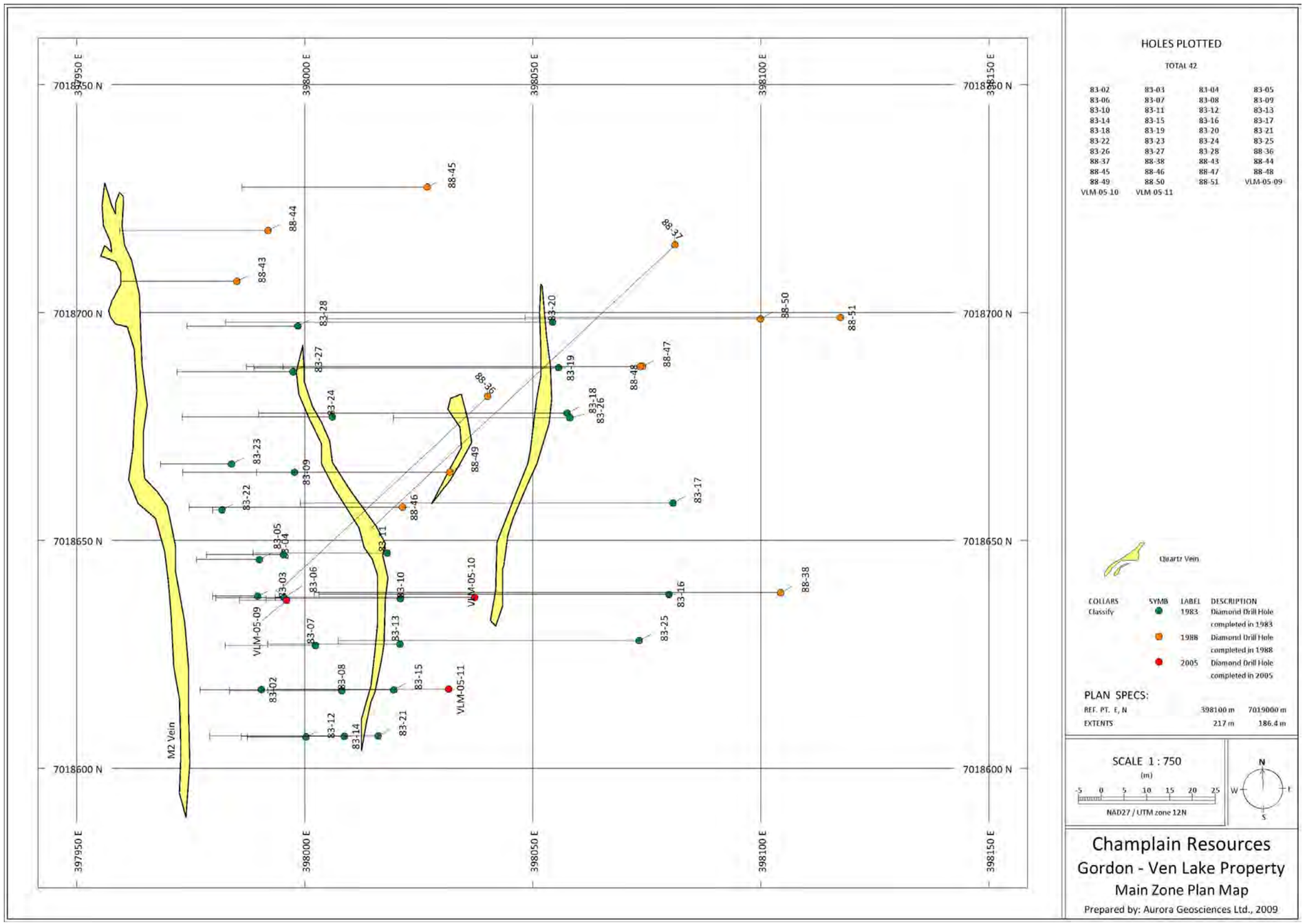

Figure 4 Plan map for the Main Zone showing M2 quartz vein and diamond drill hole traces

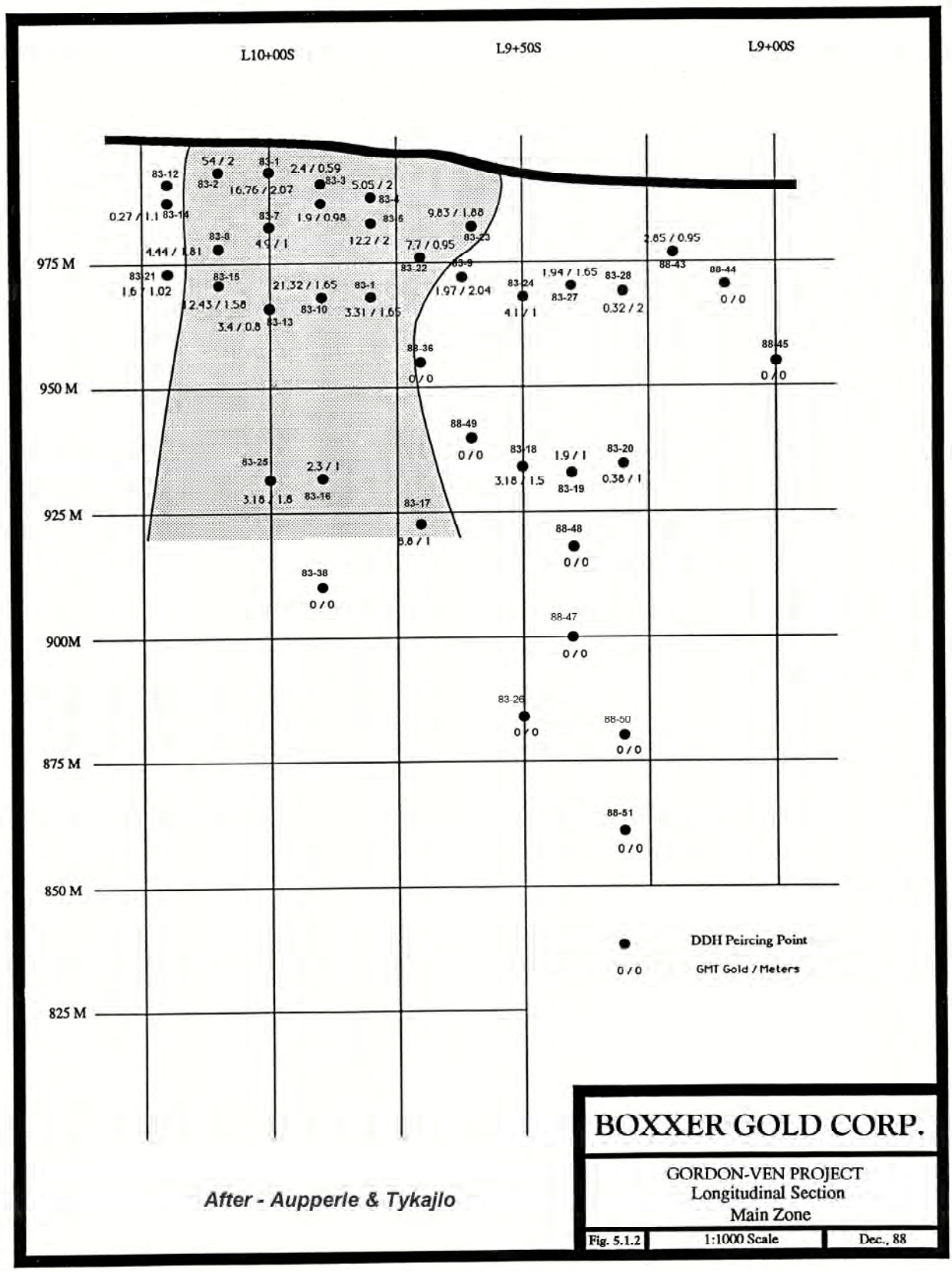

Figure 5 Illustrative long section through the M2 vein in the Main Zone (modified after Balog, 1989)

Table 2 Weighted averages (assays over 1.0 g/t Au) - W1 Vein Main Zone (after Balog, 1989)

HOLE #	Grams per tonne Au / Width	METERAGE
88-36	1.4 / 2.1 m	10.43 - 12.51
	4.1 / 2.2 m	22.11 - 24.33
	1.7 / 0.2 m	25.30 - 25.50
	1.1 / 0.75 m (FA/AA)	25.95 - 26.80
88-37	1.0 / 1.0 m	75.88 - 76.88
	1.5 / 0.15 m	101.6 - 101.75
88-38	1.8 / 0.7 m	113.0 - 113.7
88-43	2.6 / 1.2 m	20.45 - 21.62
88-44	1.0 / 0.45 m	25.15 - 25.60
88-45	1.2 / 0.15 m	69.38 - 69.53
88-46	8.7 / 1.0 m	9.68 - 10.70
	1.5 / 0.8 m	12.44 - 13.26
	4.6 / 0.5 m	26.83 - 27.33
	3.5 / 0.8 m	44.07 - 44.89
88-47	4.2 / 0.35 m	37.95 - 38.30
	6.5 / 1.0 m	62.75 - 64.30
	3.0 / 0.47 m	109.41 - 109.88
88-48	2.0 / 1.2 m	55.90 - 57.14
88-49	4.7 / 0.9 m	8.4 - 9.3
88-50	2.5 / 2.5 m	97.35 - 99.30

Sulphide concentrations are highly variable between and within veins. Arsenopyrite, pyrrhotite, pyrite, lesser galena, sphalerite and chalcopyrite occur as disseminations, clots and fracture fillings. It is not a hardened rule, but it does appear the more sulphides that are present, specifically sphalerite and galena, the greater the gold grade. It should also be noted the metallics assays are 4.4 times higher than standard 150-mesh assays.

The longitudinal section plot (Figure 5) of the gold distribution within the Main (W1) vein suggests the current resource is confined specifically above the 40 meter level. The zone appears open to the south (DDH 83-25, 83-21, 83-13 and 83-15) and although significant intersections were not documented within DDH 88-50 and 51, visible gold was noted within both holes. Mineralization has not been cut off to the south, north or at depth.

During the 1994 program of Van Angeren, it was determined that surface samples and channel samples (Appendix B) confirmed the very high assays from the 1983 sampling (Figure 6). The hangingwall and footwall portions of the W1 Vein contain “ore shoots” or high grades. This is the only vein to reflect this phenomenon. Poor correlation exists between the original and repeat sampling (1994 vs. 1988) suggesting extremely high and variable concentrations of coarse gold at surface (Correlation Table - Loring vs. Cantech, Appendix B). The grades are sufficiently elevated not to have an effect on the overall reserve estimates.

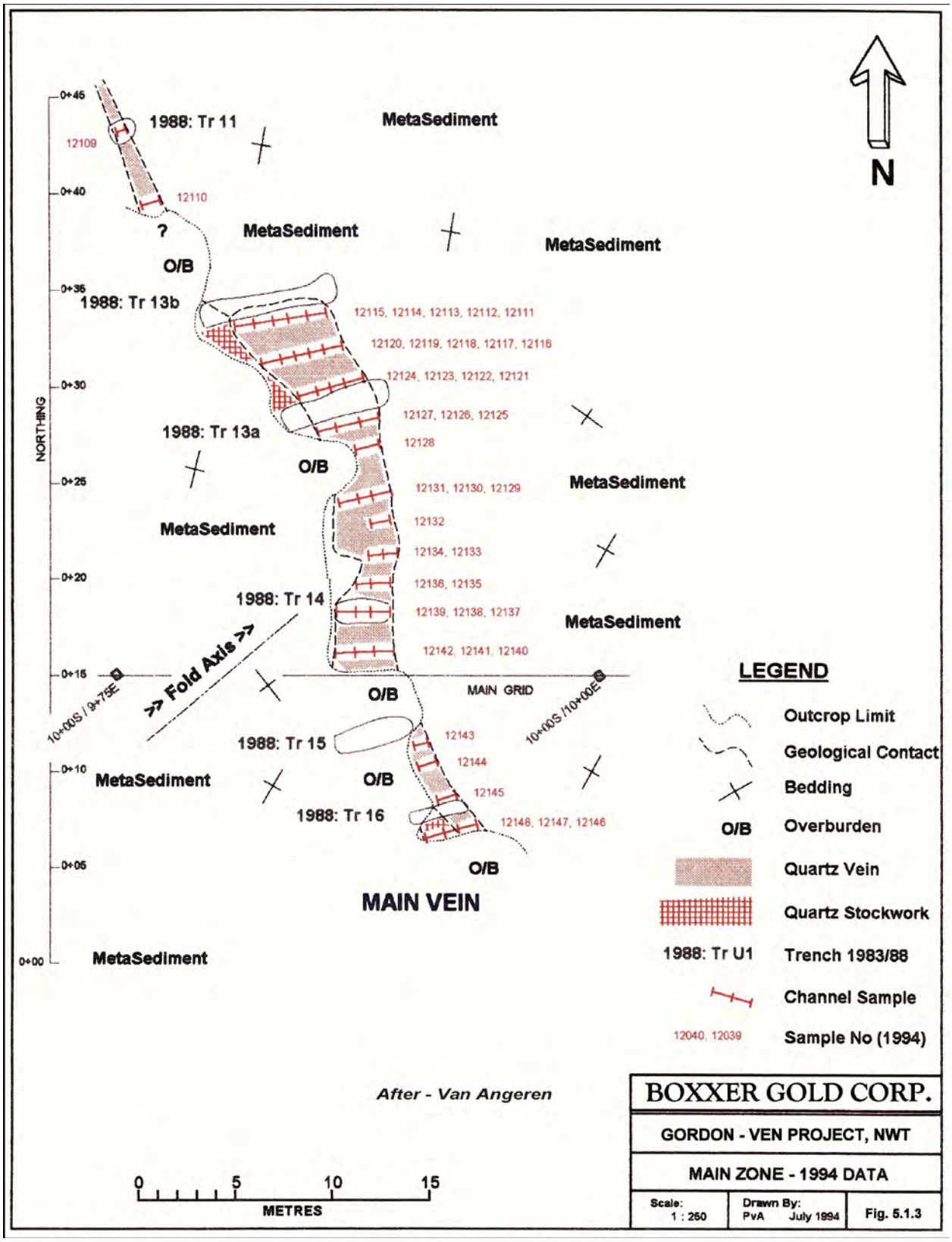

Figure 6 Channel sampling completed in the Main Zone in 1994 (modified after Van Angeren, 1994)

Van Angeren has determined the upper portion of the W1 vein within the fold-hinge area is surface exploitable. He has determined that 400 tonnes grading more than 41.6 g/t Au could be retrieved from surface down to 5 meters depth within the 1.08 meter thick hangingwall portion of the vein. Two other ore blocks have been calculated down to 40 meters depth and these blocks total 5350 tonnes grading 27.3 g/t Au.

5.2.2 # 9 VEIN (South Zone)

The #9 vein is located 350 meters south-southwest of the Main (W1) vein. The #9 vein trends 012° azm and dips at 80° to the east. It is a linear discordant feature which can be traced for approximately 40 meters on surface. The #9 vein appears to be truncated at both ends by faulting. The vein averages 3.5 meters thickness over the southern half and tapers to 1.5 meters over the northern portion. There is prominent quartz stockwork within the hangingwall. This includes the #9 Offset which continues an additional 60 meters to the north as a poorly defined 1.0-6.0 meter wide quartz stockwork. The #9 Offset is poorly mineralized but may be a function of sample density.

The South Zone has been tested by 34 drill holes and up to 29 trench or channel samples prior to 2005 (Figure 7). The drilling has extended the #9 vein to 210 meters vertical and ranges from 1.4-10.0 meter true thickness as veining and stockwork. The #9 vein is the most auriferous and vertically continuous vein on the Gordon-Ven Lake property. The following weighted averages of gold grade are summarized for the #9 Vein in Table 3:

The 1988 drilling pierced three ore lenses ranging in grade from 14.1 g/t to 145.7 g/t Au over widths ranging from 0.9 meters to 4.2 meters (DDH 41/42/62/69/80). Most drill intercepts suggest the gold is prevailing within the core and hangingwall portions of the vein. Mineralized holes are surrounded by less mineralized ones providing the erratic nature of the gold distribution.

Specifically, vein widths range from 1.4 to 10.0 meters true thickness and that thickness appears to be maintaining itself with depth. DDH 88-80 is the deepest hole on the property and it contained significant visible gold over 6.5 meters of massive vein width (11.3 g/t over 6.5 meters). The zone is not cut off at depth.

The #9 vein is truncated to the south at 14+80 S and appears to be cut off to the north between 14+00 S and 14+20 S. These facts are illustrated in Figure 8. The continuity of the vein extends below the 210 meter level (DDH 66-80).

DDH's 88-41 and 62 contain highly auriferous intersections of multiple veins rather than one contiguous massive vein. All intersections below the 930 meter level, along section 14+20 S, comprise two distinct vein- stockwork assemblages separated by 2.5-3.5 meters of pelite. DDH 88-80 is on section 14+30S and has 6.5m of massive quartz vein.

Table 3 Weighted Averages (over 1.0 g/t Au as cutoff) - #9 Vein South Zone (after Balog, 1989)

HOLE #	Grams per tonne Au / Width	METERAGE
83-35	2.3 / 1.8 m	15.8 - 17.6
88-41	34.1 / 4.4 m	12.3 - 17.1

88-42	10.4 / 3.8 m	27.4 - 31.2
88-59	1.6 / 0.9 m	37.0 - 37.9
88-62	19.4 / 7.4 m	46.1 - 53.5
88-63	2.5 / 1.5 m	59.4 - 60.9
88-64	1.3 / 2.45 m	78.2 - 80.7
	14.1 / 3.1 m	80.7 - 83.8
	3.4 / 2.8 m	84.6 - 87.4
88-66	3.6 / 0.5 m	72.2 - 72.7
	1.5 / 0.5 m	73.2 - 73.7
88-67	4.8 / 0.7 m	86.9 - 87.6
	3.0 / 1.3 m	91.6 - 92.9
88-68	4.3 / 1.5 m	118.6 - 120.1
	4.7 / 3.4 m	122.6 - 126.0
88-69	21.0 / 7.2 m (a)	109.5 - 116.7
88-70	8.6 / 2.7 m	124.2 - 126.9
	5.2 / 0.9 m	130.4 - 131.3
88-72	7.3 / 0.2 m	135.3 - 135.5
	5.1 / 2.1 m	140.9 - 143.05
88-73	9.7 / 2.5 m	167.5 - 170.0
88-74	11.3 / 3.3 m	161.1 - 164.4
88-75	2.0 / 2.0 m (b)	161.0 - 163.0
88-76	2.1 / 1.9 m (c)	189.8 - 191.7
88-77	47.6/ 0.15 m	159.35 - 159.5
88-79	7.5 / 2.0 m	201.8 - 203.8
88-80	11.3 / 6.45 m	240.0 - 246.45

Notes: (a) includes 75.2 / 2.0 m
(b) confined to the top of the vein
(c) missing one sample - assigned background value

Numerous but smaller subparallel veins occur to the east of the #9 vein. These veins are of limited lateral and vertical extent (<40m), contain very little sulphide and comprise low grade gold concentrations. Surface sampling completed on the #9 vein confirms the very erratic nature of the gold concentration.

The #9 vein flattens slightly at the 850 meter level. This roll feature comprises some of the better drill intersections. Visible gold has been documented in 16 of the 25 holes drilled into the #9 vein. The visible gold occurs most commonly as disseminations and fracture fillings in quartz, less so in sulphides and at pelite/vein contacts. The highest grades occur within the sulphide-rich portion of the veins. Galena, sphalerite and chalcopyrite are associated with most of the auriferous zones but the most dominant sulphides are pyrite, pyrrhotite and arsenopyrite.

An inference (Balog, 1989) has been made to the inverse relationship between sericite and sulphides where the presence of one precludes the other. This should be considered an observation as this is not the case in the Main Zone.

Van Angeren in 1994 has shown a strong correlation between original and repeat samples suggesting all sampling has been documented as accurate (Figure 9). He has determined that the #9 vein is not surface exploitable and the coarse gold is not pervasive throughout the vein. The 1983 and 1988 drilling suggests the coarse gold is restricted to small, narrow shoots within 2.0 meters of the hangingwall portion of the vein.

Most of the economic value in the #9 vein is carried by 5 fabulously rich drill intercepts which outline three specific "ore lenses" (Figure 6, Appendix B, Van Angeren grade calculations). These five drill holes are DDH 88-41, and 42 as one zone, DDH 88- 62 and 69 as another zone, and DDH 88-80 as the third zone. These zones have been interpreted to carry a **non-NI 43-101 compliant historical inferred possible resource** of 12,220 tonnes grading 21.5 g/t Au (including 3,275 T grading 57.3 g/t Au), 6000 tonnes at 15.0 g/t Au (including 1200 T grading 75.2 g/t Au) and 3850 tonnes grading 11.3 g/t Au (including 1200 T grading 22.8 g/t Au), respectively. Two other significant intersections are DDH 88-64 returning 14.1 g/t Au over 3.1 meters and DDH-74 returning 11.3 g/t over 3.3 metes. The vein thickness (isopach) contours shown on the #9 Vein longitudinal suggest the most prominent intersections for both grade and thickness occur within thicker portions of the vein. This indicates there are prominent structural controls affecting gold distribution, at least within the #9 vein system.

5.2.3 S3 VEIN

This vein is part of the South Zone system and is the most prominent vein west of the #9 vein. The S3 vein is concordant with bedding in a north-south direction and dips at 80-85° to the east. The structure within the S3 vein does not appear to correspond to features noted within the #9 vein and as such suggests there is a difference in timing of emplacement. The S3 vein comprises dirty grey quartz with variable amounts of pyrrhotite-pyrite-arsenopyrite-galena and sphalerite. In most cases, as the vein thickens, the sulphide content and the gold grade increase.

This is the most continuous and auriferous of the western veins. It outcrops for 40 meters at surface between 14+00 S and 14+40 S and continues in the subsurface for another 40 meters, to the north. The S3 vein varies in thickness from 1.0-3.5 meters (true) and all five holes intersecting this vein were auriferous as outlined in Table 4.

Table 4 Weighted Averages (over 1 g/t Au as cutoff) - S3 Vein, South Zone (after Balog, 1989)

HOLE #	Grams per tonne Au / Width	METERAGE
88-61	6.6 / 2.0 m	41.62 - 43.62
88-39	3.7 / 4.7 m	54.7 - 59.4
83-31	8.2 / 2.0 m	20.0 - 22.0
88-40	2.2 / 1.3 m	54.7 - 56.0
83-33	4.0 / 1.0 m	23.5 - 24.5

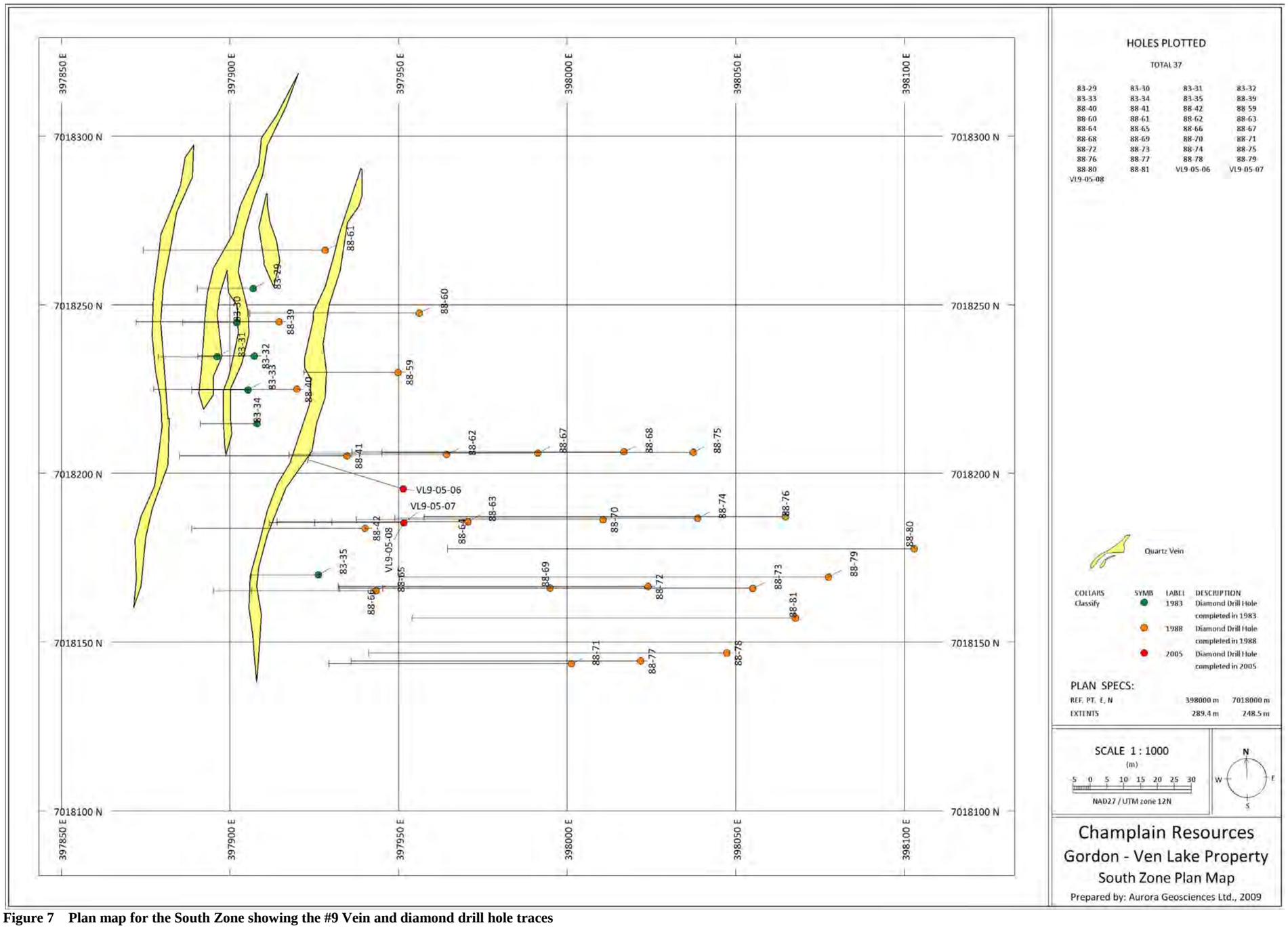

Figure 7 Plan map for the South Zone showing the #9 Vein and diamond drill hole traces

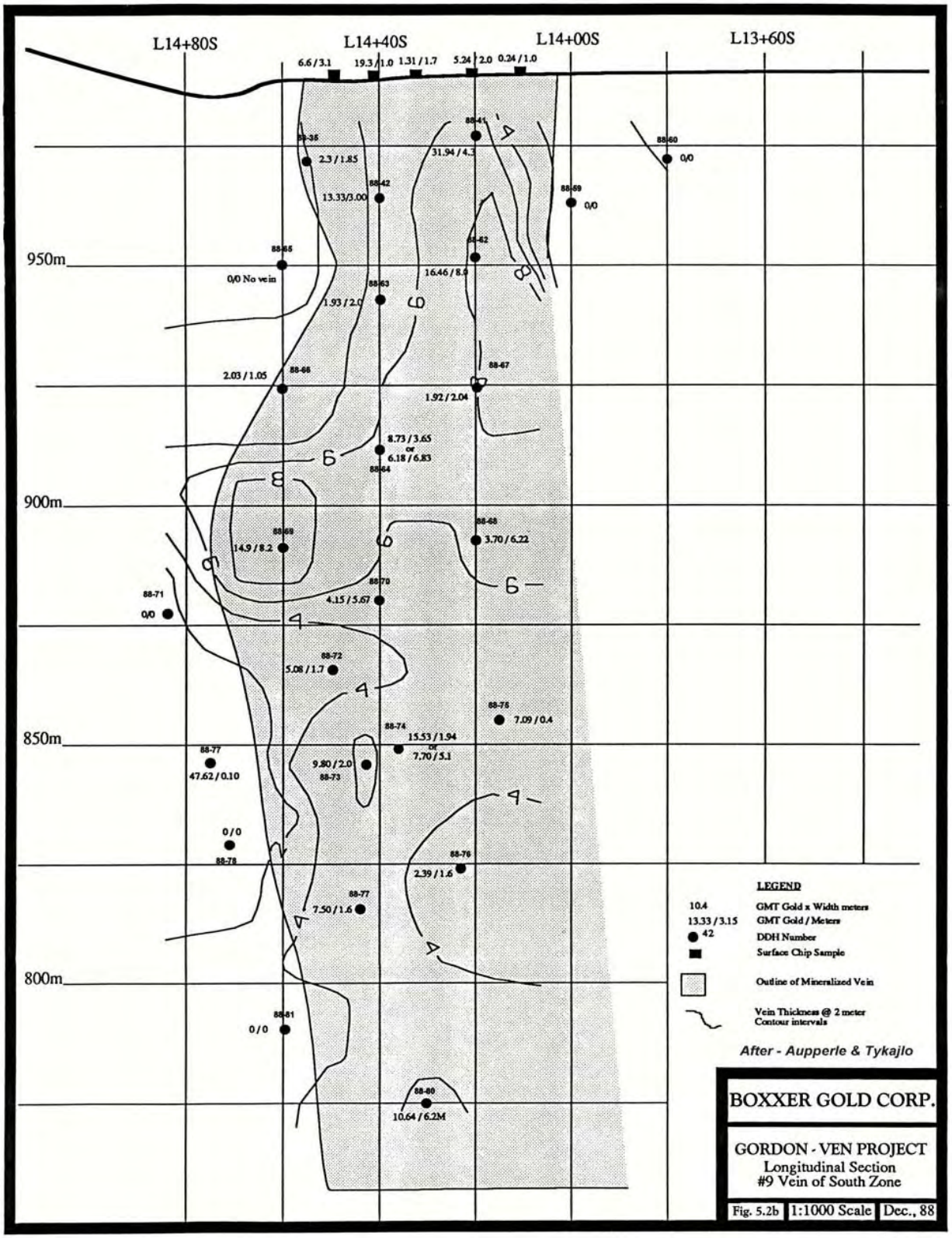

Figure 8 Illustrative long section through the #9 Vein in the South Zone (modified after Balog, 1989)

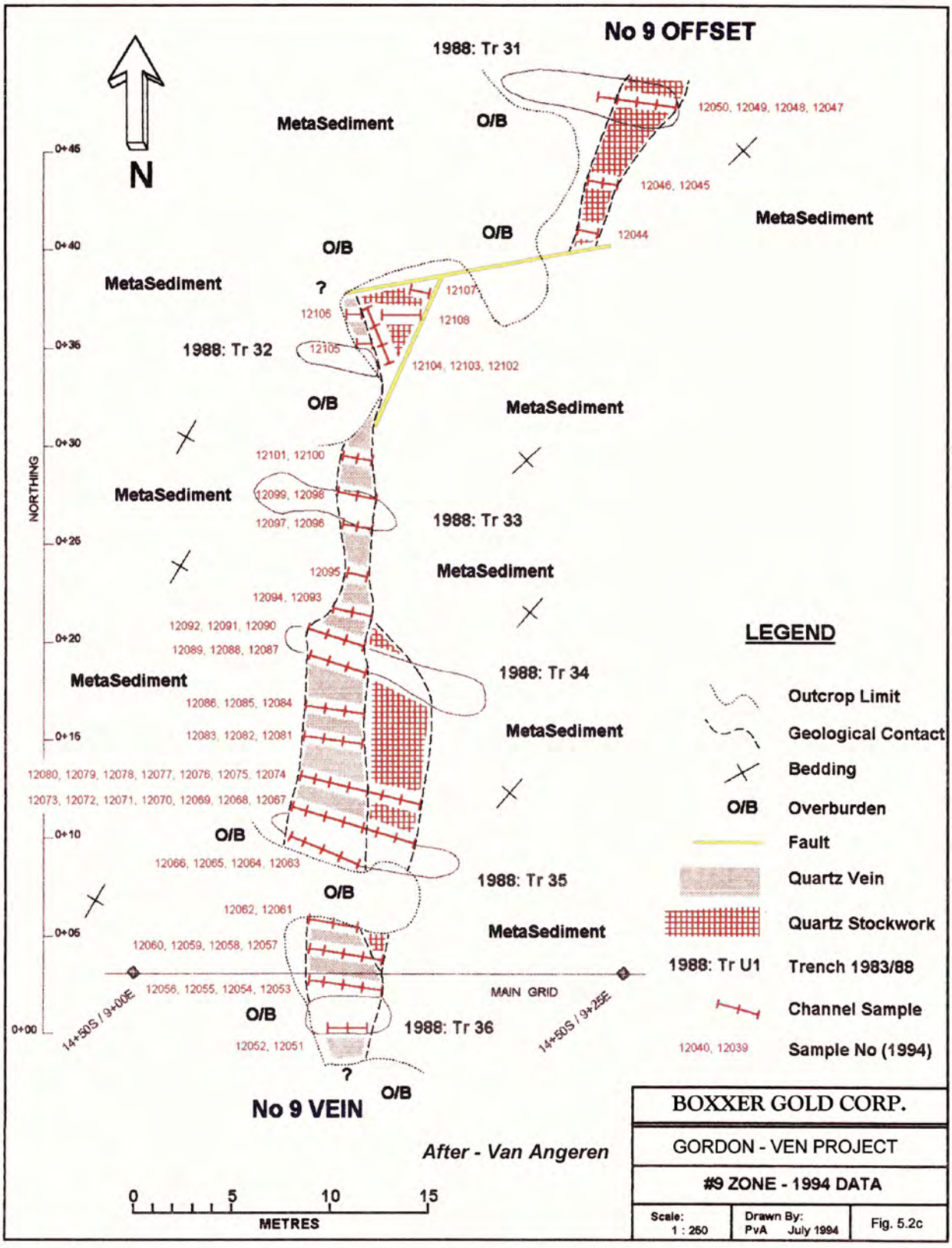

Figure 9 Channel sampling completed in the South Zone in 1994 (modified after Van Angeren, 1994)

DDH 88-39 intersects the S3 vein at 47 meters vertically below the surface and indicates the vein may be open to the south and at depth.

5.2.4 S2 ZONE

The S2 Zone is believed to be the southern extension of the #9 vein. The maximum strike length is 25 meters, trends at 030° Az and dips 87° to the east. This zone varies in thickness from 0.2-2.1 meters and contains rare visible gold in grey quartz associated with sulphides.

Two surface assays, one from 1983 assayed 18.0 g/t Au and one from 1988 assayed 55.4 g/t Au. One drill hole, 88-58, tested the down dip extension of the surface assays and did not intersect a solid vein or any stockwork. The sulphide content was very low and there were no significant assays returned. Minor euhedral arsenopyrite occurs within the host pelites.

5.2.5 UNION ZONE

The Union Zone was discovered in 1988 and appears not to have had any work completed prior to that. The zone is an extensional feature revealing slippage and deformation forming open-space fillings. Fluids have been emplaced into these open-space fillings. Dilational quartz veins occur in the area of warping and folding of these open-spaces.

Balog (1989) suggests the Union Zone comprises two quartz veins (West and East) tightly folded around a steeply plunging anticline (Figure 10). It is a confined and complex structure exposed on surface for only 64 meters continuing under cover to the north, south and possibly to the east. The Union Zone veins comprise massive quartz and vary in width from 2.0-7.5 meters on surface. A significant quartz stockwork zone is associated with the West Vein ranging up to 5.5m in width (contains 10-50% quartz and quartz veinlets). Radiating quartz stockwork trends away from the vein at irregular angles.

The East limb terminates at 5+27 S/ 0+60 W. Surface sampling (trench and channel) and diamond drilling of the east vein confirm the gold grade is negligible at this time. The West Vein is more linear and disappears under cover to the south.

Diamond drilling has confirmed these two veins are in fact distinct but they overlap in the area of the fold nose. These veins sandwich a thin mudstone horizon which is continuous to the vertical extent of the drilling. The East vein occupies the inner portion whilst the West Vein occupies the outer portion of the fold.

Prior to 2005, a total of six diamond drill holes tested the Union Zone. All holes intersected quartz veins ranging in width from 2.0-9.5 meters (true width). The wall rock contacts are usually sharp and competent. Four holes have tested the zone to 25 meters vertical depth and two have tested the zone to 50 meters vertical depth. Figure 11 shows the plan map of all drilling completed to date.

The subsurface structure is more complex than that noted at surface. The West Vein dips at 65° to the east and steepens to near vertical in the hinge area. The East vein is sub-vertical to slightly south dipping forming a potential cone-shape structure at depth. The vein intersections within the hinge area

(DDH88-56) result from a reversal in plunge of the fold from a 065°/65°N surface trend to a southwest trending and over-turned plunge in the subsurface.

There appears to be no brecciation of the quartz veins suggesting emplacement of these quartz veins is contemporaneous with later deformation.

The mudstone unit occurring between the East and the West Veins has an intimate relationship to the quartz veins and as such records much of the ductile deformation. The veins are primarily a medium to coarsely crystalline black quartz with rare veins or laminations of light grey to white quartz. Crushed sugary and iron-stained quartz is common in the hinge area.

Visible gold was noted in three of the six drill holes that have tested the Union Zone. Pyrite and pyrrhotite are ubiquitous whilst the galena, sphalerite, arsenopyrite and minor chalcopyrite are present locally within the vein.

The East Vein only returned 3 of 15 samples assaying greater than 1 g/t Au (the highest value being 3 g/t). The West Vein is significantly more auriferous with values ranging from 0.1-37.2 g/t Au. Seven of twelve grab samples assayed over 8.6 g/t Au. The weighted averages (Table 5) confirm the assays returned from surface sampling. Scattered, low grade values are confined to the hinge area. High grade gold assays from the West Vein are more consistent than the surface samples and are concentrated in the upper portions of the vein. Massive veins and stockworks are gold bearing. The best gold values are associated with an increase in arsenopyrite and pyrrhotite concentrations (3-7%).

Table 5 Weighted Averages (over 1 g/t Au as cutoff) - Union Zone (after Balog, 1989)

HOLE #	Grams per tonne Au / Width	METERAGE
88-52	7.0 / 3.0 m	34.95 - 37.95 (top half of vein)
88-53	4.5 / 5.0 m	34.33 - 39.33 (isolated samples middle of vein)
88-54	1.1 / 0.6 m	24.9 - 25.5
88-55	1.0 / 4.67 m	57.7 - 62.37
	3.0 / 0.73 m	64.7 - 65.43
88-56	4.7 / 3.0 m	38.7 - 41.7 (top end of vein)
	7.0 / 1.0 m	45.7 - 46.7 (isolated samples)
88-57	2.6 / 1.6 m	65.25 - 66.85 (as above)

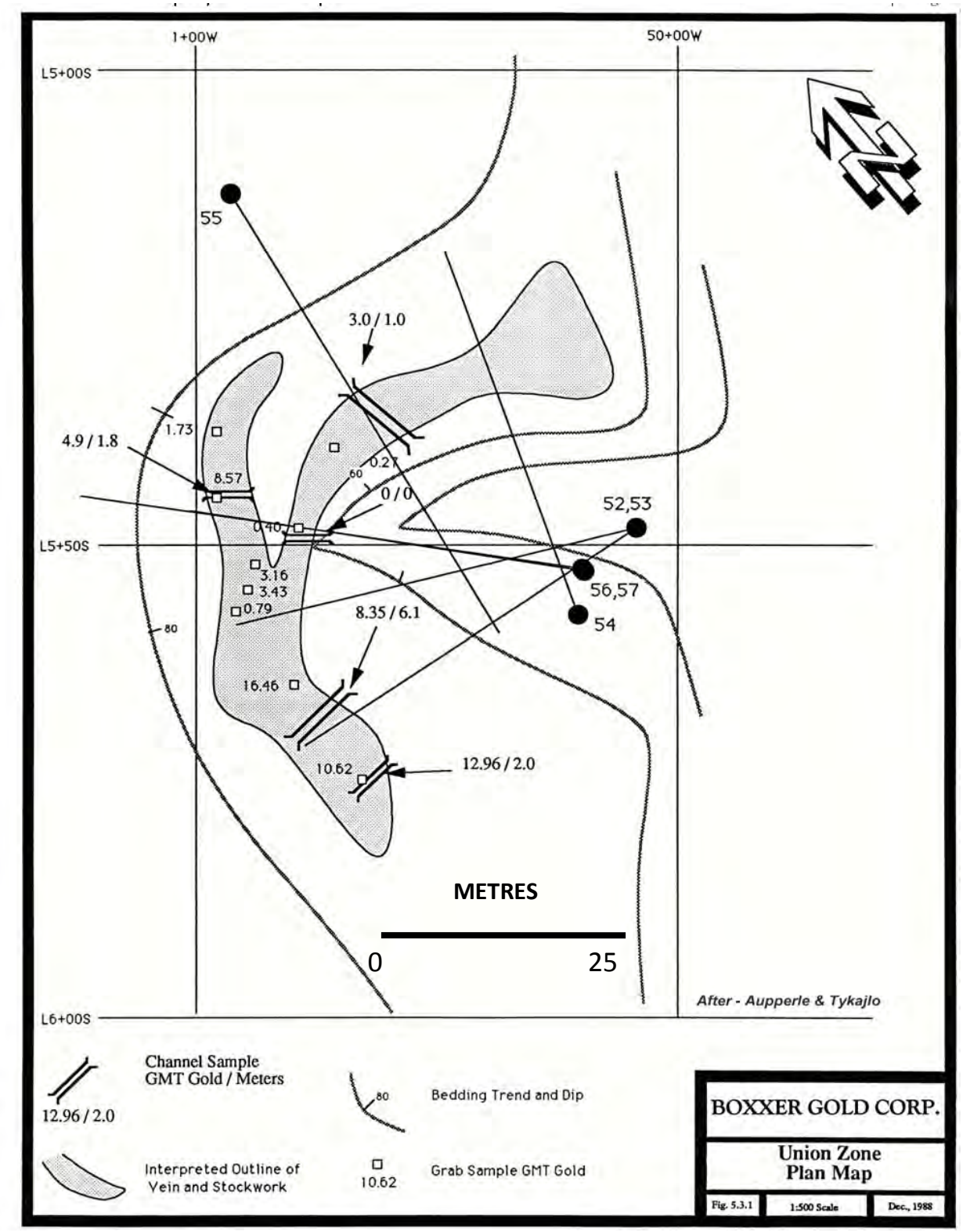

Figure 10 Trench locations in the Union Zone (after Balog, 1989)

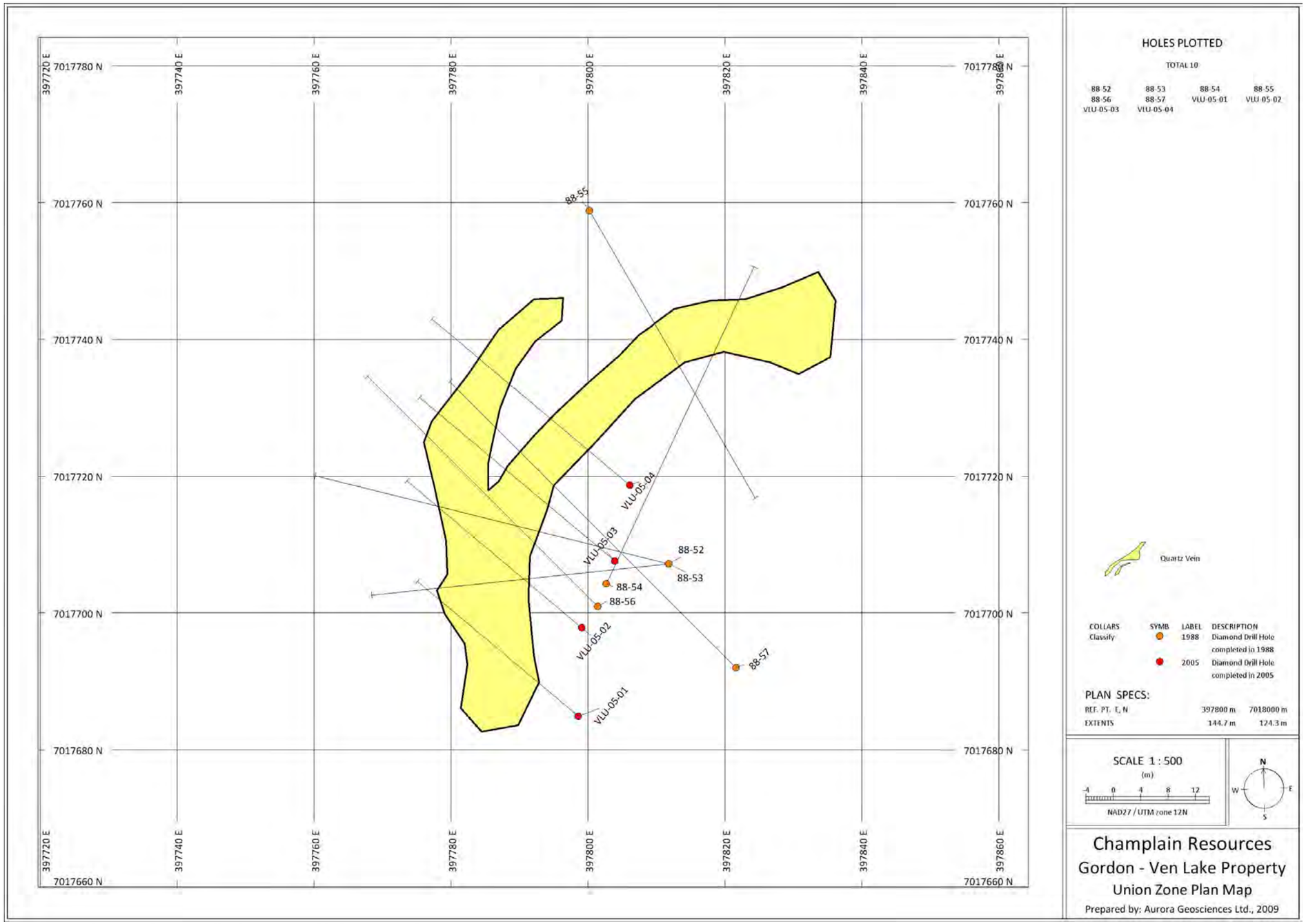

Figure 111 Plan map showing collar locations and hole traces in the Union Zone

The 1994 program under Van Angeren interpreted the Union Zone a little differently than Balog, 1989. Van Angeren suggests there are 3 veins (Figure 12). He describes a North and South vein suggesting they may coalesce together at depth which corresponds to the West Vein of Balog. He indicates an East Vein which corresponds to that identified by Balog. This writer is uncertain as to whether the sandwiched mudstone unit referred to by Balog was identified by Van Angeren. This suggests the mudstone unit does not come to surface. It is a unit identified by Balog during the 1988 drilling which appears consistent and contiguous to depth. The primary discrepancy between Balog and Van Angeren concerns the south vein where Balog believed the east vein follows the west vein and is only separated by a limited thickness of mudstone near the surface. The South Vein (Van Angeren) may actually be two very spatially close quartz veins and not one larger vein.

The sampling program results in 1994 were slightly more promising than the 1988 surface results. This is likely a reflection of sample density. The North and South Vein of Van Angeren contained the significant auriferous mineralization, much like Balog suggested in his West Vein. The observations from the East Vein of Van Angeren are similar to those of Balog, indicating little potential within this vein.

Metallics assays have proven to be necessary as over half of the gold present in the Union Zone occurs as coarse gold. Van Angeren suggests that if there is coarse gold present the grade increases by 2 to 3 times that of samples with no coarse gold. The economic viability of any of the veins is sustained by diminutive lodes enriched in coarse gold. These diminutive areas appear to be very rich and narrow discontinuous bands or shoots within the hangingwall portion of the vein. The cartoon longitudinal of the Union Zone suggests there is potential to the south and at depth (Figure 6, Van Angeren, Appendix B). Further work is warranted in the Union Zone.

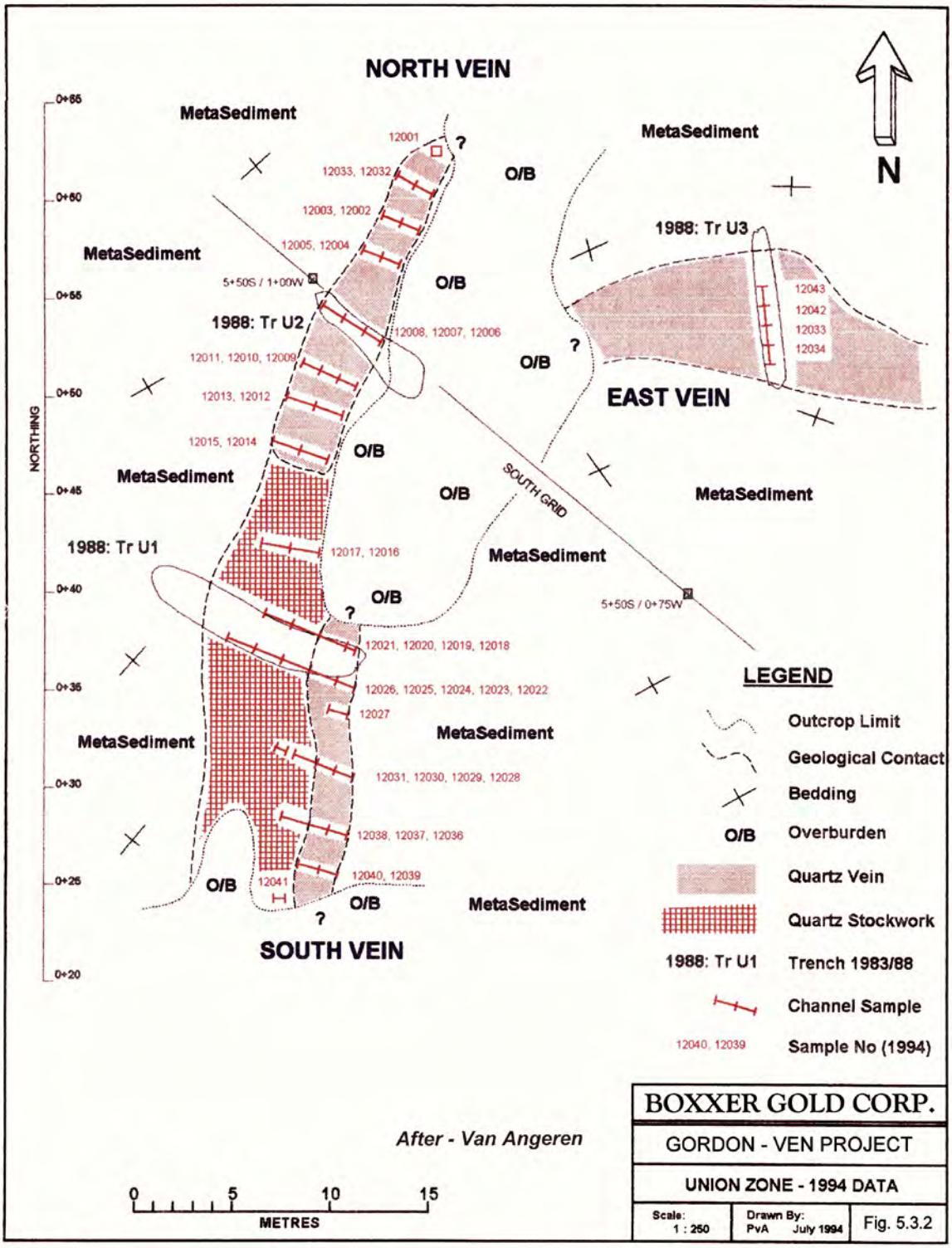

Figure 12 Channel sampling completed in the Union Zone in 1994 (modified after Van Angeren, 1994)

5.2.6 ADDITIONAL SURFACE TARGETS (after Balog, 1989)

5.2.6.1 CAMP VEIN

The Camp Vein is located 200 meters south of the Main W1 Zone and occurs as a series of quartz stringers and lenses over 180 meters in strike length. Three small dilatant zones (5.0 meters X 1.5 meters) contain more than 5% sulphides, primarily arsenopyrite. Balog (1989) selectively sampled an interval of 50m at the south end of the Camp Vein. These samples returned values of 17.5, 22.5 and 38.9 g/t Au. Van Angeren (1994) took three samples returning gold values of 14.5 gpt Au/0.8m, 28.4 gpt Au/0.2m and 7.6 gpt Au/0.6m. No other work has been completed.

5.2.6.2 SYN ZONE

This zone is located 1.4 kilometers southwest of the Union Zone along a different geophysical trend than that hosting the Union to Main Zones. The Syn Zone is represented by several 0.3 to 3.5 meters wide and 100 meters long veins occurring intermittently over 400 meters. A chip sample of a 40 meters section from one of these veins returned a value of 13 g/t Au over 1.5 meters. No further work was completed.

5.2.6.3 NAVEL VEIN

The Navel Vein is poorly defined, lies south of the Road Vein and northwest of the South Zone. It occurs as thin veins and stockwork of unknown continuity (due mostly to overburden cover) for over 70 meters. Samples from a 20 cm wide vein returned values of 4.7 and 13.4 g/t Au. No further work was completed.

5.2.6.4 ROAD VEIN

This vein occurs between the Main and South Zone within the same geophysical trend. It occurs as a series of gossanous quartz veins over 95 meters in strike. Vein zone lacks continuity but may be up to 4.0 meters thick, locally. Veins contain between trace and up to 10% sulphides with variable isolated gold grades up to 2.0 and 3.9 g/t Au.

5.2.6.5 BLT ZONE

This horizon comprises quartz veining and stockwork within a zone of erratic folding and deformation. The zone of deformation continues some 350 meters to the south with veins up to 4.0 meters wide. A few samples taken to this point have returned only background values in gold. This zone needs to be sampled in detail. No further work was completed upon this zone.

5.3 GEOPHYSICS

An airborne geophysical survey was completed by Dighem in January-February of 1988. No digital data or hard copies of the airborne data have been located.

A ground geophysical program comprising 131.43 line kilometers each of magnetometer and VLF-EM surveying was completed on the three grids comprising the center portion of the Gordon - Ven Lake project (Figure 13). The grids were oriented to cover prominent stratigraphy have been cut at 50 meter line spacings. There appears to be no hard copies of the final products but there was a hard copy of the corrected data. Aurora Geosciences Ltd. (AGL) scanned the original data and produced a database for Oasis Montaj. AGL used geosoft to process the data and produced a total field mag map of each grid (Figures 5.6.1 to 5.6.3) and a VLF-EM fraser filter contour plot of each grid (Figures 5.6.4 to 5.6.9) all located in Appendix A.

Instrument or operator error occurred with the acquisition of the magnetic data. Small variations in magnetic susceptibility are common throughout greenstone terrains. High magnetic variations within iron formation stratigraphy will occur but they are usually quite linear. The magnetic data was treated with 2 passes of a Hanning filter. No further filtering of the data was warranted. This magnetic data should be considered unacceptable. Small test magnetic surveys should be completed over the Main, South and Union Zones before the drill program is initiated. Magnetic surveys should be a significant tool to help delineate the mesothermal veins and some of the lithologies.

A VLF-EM survey was completed along with the magnetic survey. The VLF survey cannot be used to delineate drilling targets. The in-phase and quadrature components of the VLF data were re-processed by Aurora Geosciences Ltd. using Oasis Montaj Geosoft processing package. The data was fraser-filtered and contoured to provide an In-phase and Quadrature component for each of the three grids (data was from Tykajlo, 1988). The most prominent mineralized zones were located on the In-phase contoured maps of the Center and South grids (Maps 5.6.4 and 5.6.6, Appendix A). No significant relationship between auriferous zones and non-auriferous zones can be delineated from VLF data. The VLF trends are outlining structural features (faults/shears). The strong VLF-EM conductors are a reflection of graphitic margins, conductive sediments in-filling the structures (ionic coupling) and/or conductive sulphides (pyrrhotite).

It should be considered a priority to complete lines of Induced Polarization (IP) and total field magnetics over the Main, South and Union Zones. These responses will lend credence to generating future drilling of unknown subsurface mineralization. A VLF survey provides very little useful data for drilling purposes. It will be important to distinguish, with some credibility, a depth extent to surface mineralization. IP is a perfect geophysical tool to help delineate depth extent of sulphide mineralization comprising 5% to 15% sulphides. There are numerous untested targets on the Gordon - Ven Lake property which have been identified by previous work. The resultant IP and mag responses over the known occurrences can then be used to evaluate additional targets.

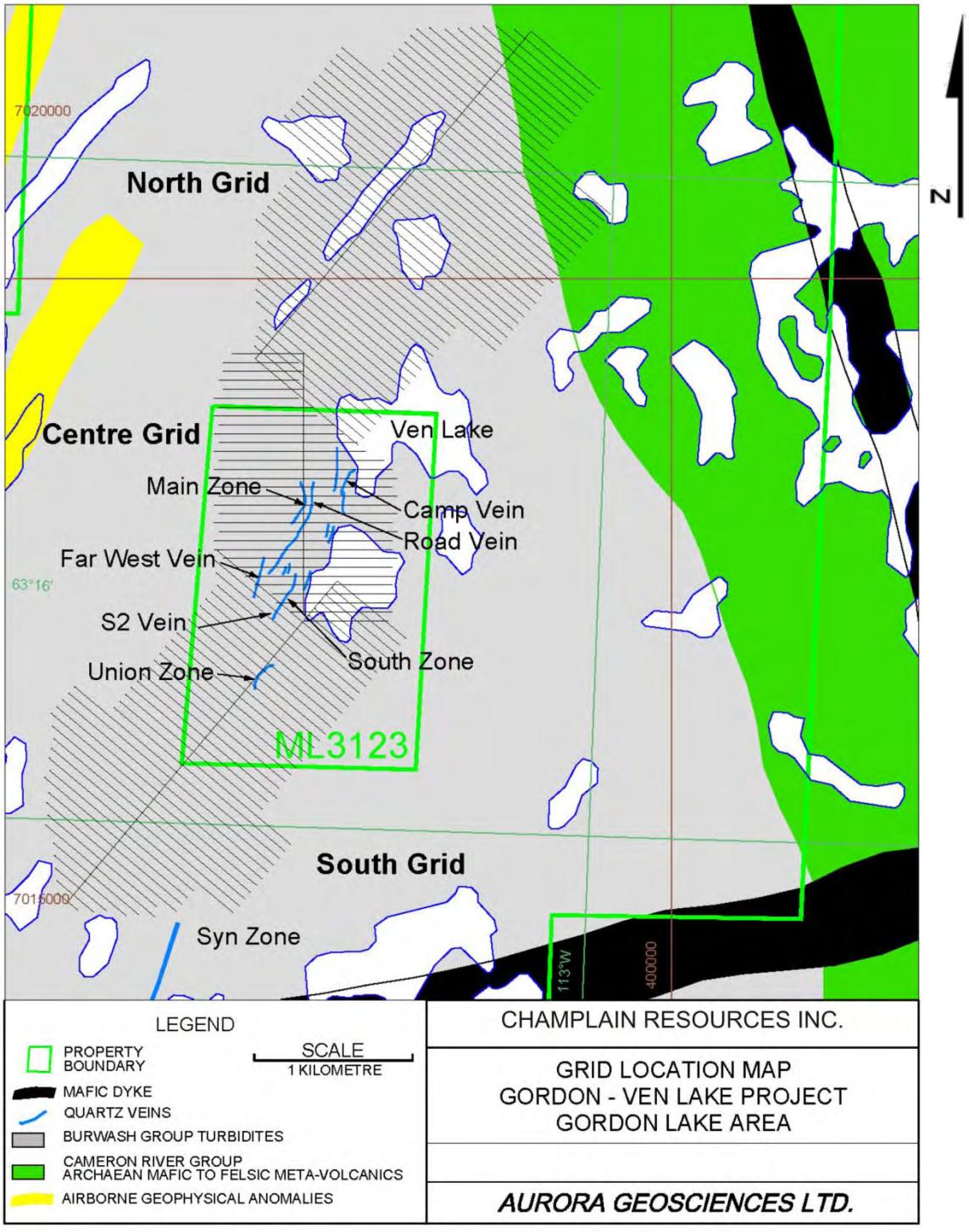

Figure 13 Geophysical grid location map for the Gordon - Ven Lake property

6.0 GEOLOGICAL SETTING

6.1 REGIONAL GEOLOGY

The regional geology has been summarized from Balog (1989). The Gordon Lake area lies at the southern end of the Slave Structural Province. The project area lies within the Yellowknife Basin, part of the Yellowknife Supergroup supracrustals (2.7 Ga) which form the bulk and core of the Yellowknife Basin (Figure 14). The Supergroup consists predominantly of Burwash Formation meta-turbidite deposits with flanking, older metavolcanics along basinal edges. The metavolcanics comprise mafic to felsic compositions and are believed to thin basinward and unconformably overlie a gneissic granitic basement (3.2-3.6 Ga). The contacts between the metasediments and the metavolcanics are conformable and locally steep. There is an inter-fingering of the sediments and the volcanics. The rocks have undergone greenschist to lower amphibolite grade metamorphism (Henderson, 1985).

The textural and compositional characteristics of the metaturbidites suggest a major sialic sediment source. It is believed the Burwash Formation formed as marginal cratonic and rapidly accumulating volcanic piles shed material basin ward (Padgham, 1986; Henderson, 1985).

Younger (2.5-2.6 Ga) granitic plutons of various compositions intrude the Yellowknife Supergroup variably disrupting and metamorphosing the host. Quartz mica schists and hornfels with megacrysts of cordierite, staurolite, garnet and sillimanite indicate increased metamorphic grade in the sediments at contact areas. Amphibolites and hornblende-biotite schists are common in volcanic hosted regions.

The complex structural history of the Yellowknife Basin is outlined by Fyson (1986) as follows;

1. An early macroscopic (25 kilometers) fold event that resulted in broad isoclinal folds and bedding parallel quartz veins (no S1 foliation present).

2. A mesoscopic (< 2 kilometers) F1 fold event that plunges steeply across the limbs of F0 (no axial plane fabric).

3. A minor mesoscopic F2 event that is not easily distinguished from F1.

4. A major penetrative F3 event that resulted in steeply plunging folds and very steep S3 axial plane cleavages of regional extent.

Stokes et al. (1988) in the south Gordon Lake area, identified Fyson's D1 and D3 events plus a new D4 crenulation cleavage visible in pelites near the axial planes of refolds.

Faults most often trend in a N60°E direction but also a N20°W direction. Mafic dykes appear more commonly associated with the NE trending structures.

Glacial stria suggest the glacial direction was in a SW-NE (060°) direction.

6.2 PROPERTY GEOLOGY

The Gordon Lake property is situated along the eastern edge of a rift-like basin bounded by mafic volcanics (Figure 15). The basin is characterized by Burwash Formation metasediments comprising a sequence of interbedded greywacke, argillite (pelite) and graphitic mudstone. Beds vary in thickness from millimeters to several meters with the wackes forming the thickest layers. It is very common to see primary features preserved. This is a classic turbidite sequence. The eastern portion of the property is underlain by pillowed basalt and andesite belonging to the north-south trending Cameron River Formation. Pillows/pillow selvages are common and distinctively stretched. Plagioclase laths are very common in the groundmass and local concentrations of magnetite provide a weak magnetic signature.

Quartz-mica schist and amphibole-mica schist usually help delineate deformation zones within the sedimentary and volcanic terranes, respectively.

Dacite occurs as isolated plugs and thin tabular bodies while limited rhyolite exposures usually occur as fine-grained to aphanitic flow banded ash tuff horizons.

Structural trends across the property are coincident with the regional ones (N60°E and N20°W). Metasedimentary units commonly trend at 010° or 040° and dip steeply to the southeast. It is the pelite and mudstone units that have been the focus of deformation. Commonly these units are contorted, drag folded and sheared and likely have acted as the locus for thrust faulting. This deformation provides the necessary structural thickening of quartz veins and thus is the preferred host for these mesothermal veins.

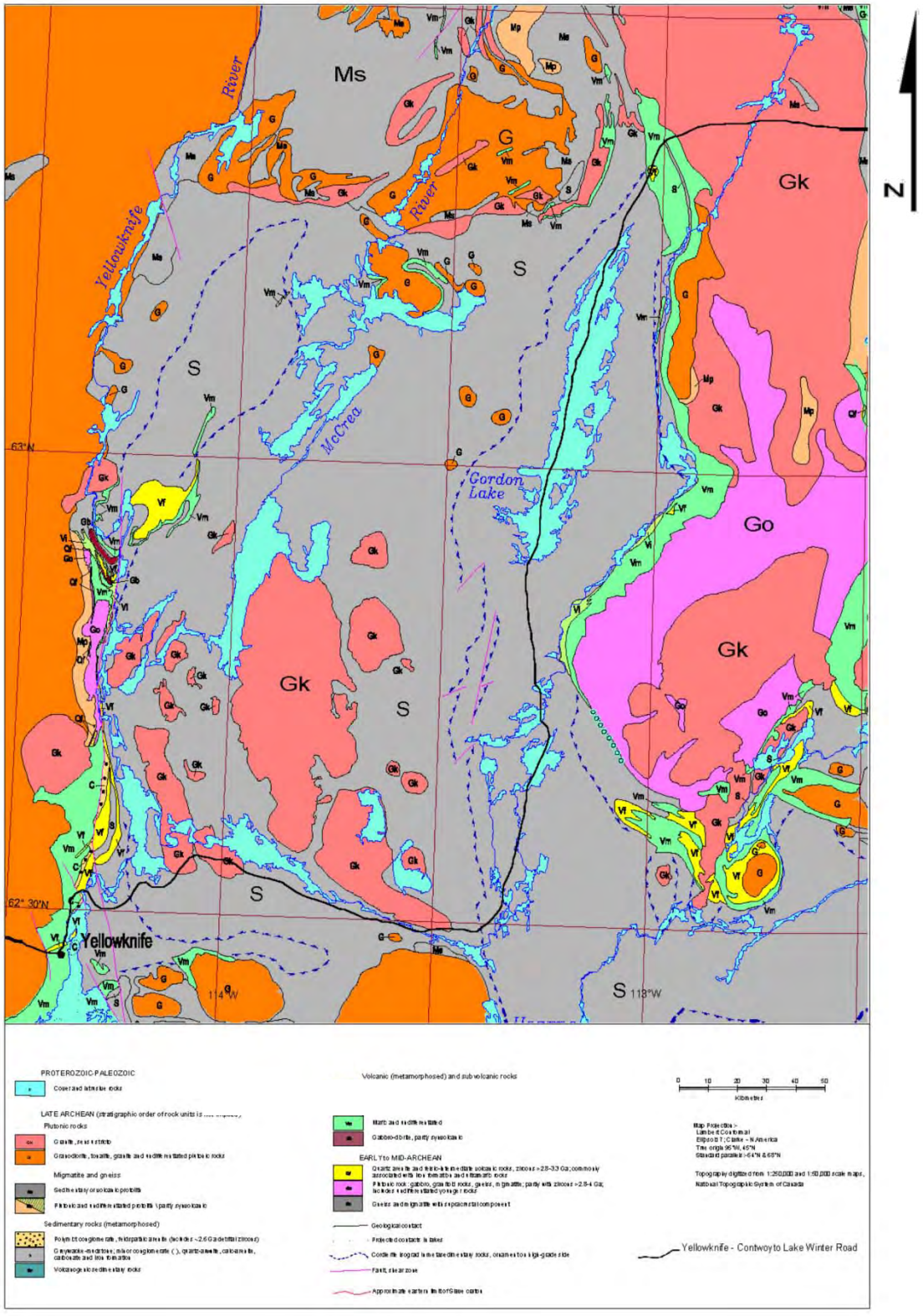

Figure 14 Regional geology

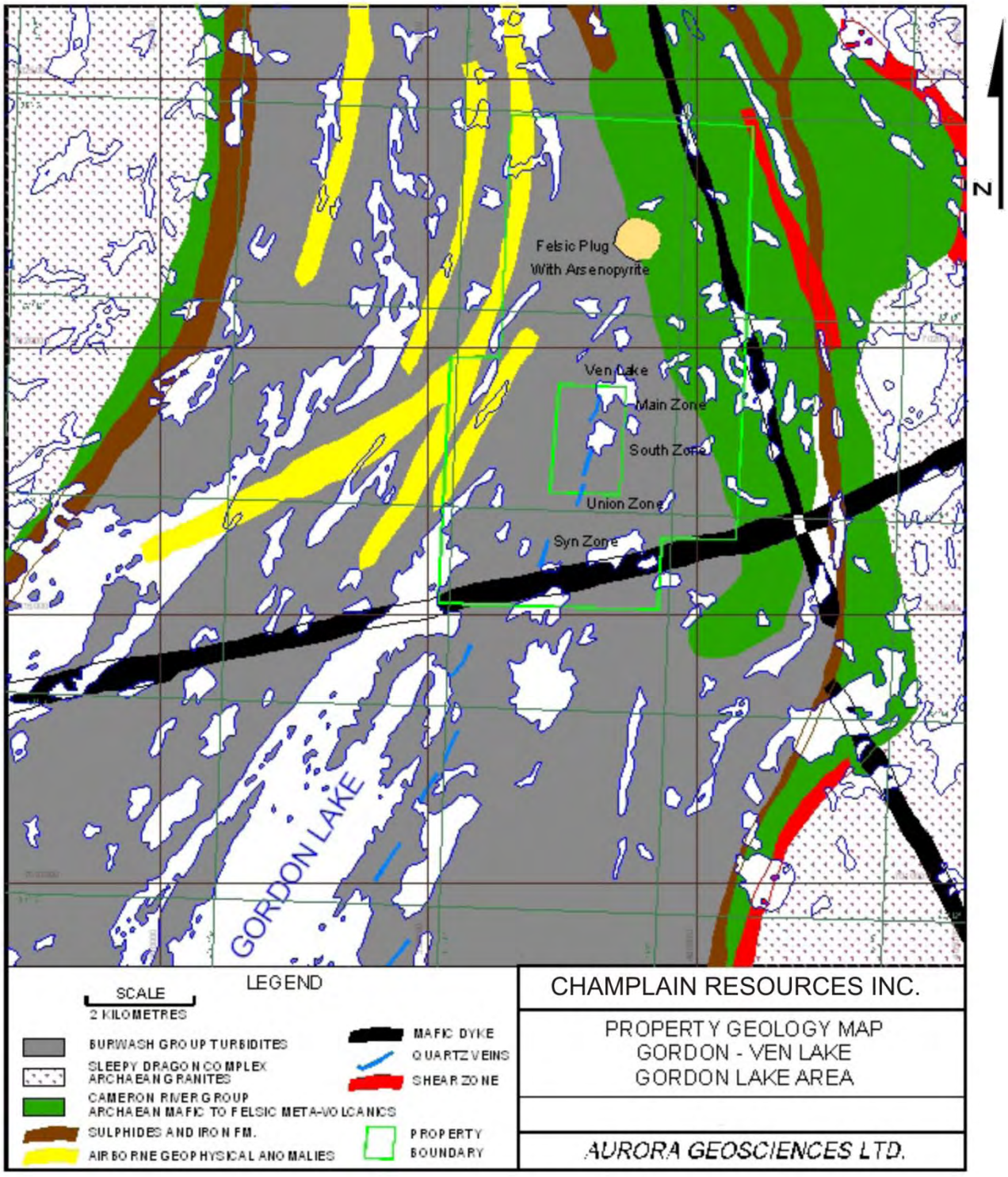

Figure 15 Property geology

7.0 DEPOSIT TYPE

Quartz Vein hosted gold mineralization in the Burwash Formation of the Yellowknife Supergroup eugeosyncline can be classified as Greywacke- or Turbidite-hosted lode. Almost half of the known gold occurrences within the Slave Structural Province of the Northwest Territories are hosted by metasedimentary turbidites. Many of these gold occurrences are hosted in the Burwash Formation within extensional deformation zones and fault/shear zones. The most common occurrence is as mesothermal quartz veins but epigenetic quartz veins have been argued (Stokes et al, 1990). These quartz veins commonly occur as veins or vein-swarms with discrete ore shoots of high grade gold. Gold occurrences at the Gold Lake property are within discordant to bedding-parallel quartz veins which occupy zones of dilatation. These dilatational zones are commonly associated with fold hinges and the quartz is usually massive and white to gray in colour. These deposits are typically small tonnage, and due to the coarse nugget affect on gold mineralization can be an enigmatic deposit type.

7.1 TURBIDITE-HOSTED GOLD GENETIC MODEL (modified after McMillan, 1996)

Greywacke- or Turbidite-hosted Vein Gold showings of supracrustal sequences share geologic, mineralogical, and geochemical characteristics with greenstone-hosted lode showings, but are sediment dominated in the absence of the thick volcanic pile (Hutchinson, 1987).

Gold-quartz veins, lodes, and segregations are associated with turbidites and poorly sorted clastic sedimentary rocks. The turbidite and related clastic sedimentary packages formed on continental margins or in back arc basins and were deposited in submarine troughs, perialic basins, and foreland basins. These host sequences may be Archean to Tertiary in age and are commonly polydeformed and variably metamorphosed; veins are generally considered to be related to later deformational events (McMillan, 1996). Predominant host rock types are greywackes, siliceous wackes, shale and carbonaceous shales with numerous accessory lithologies including: bedded cherts, iron formations, fine-grained impure carbonate rocks, minor polymictic conglomerate, and various volcanic flows.

Typical deposits are composed of multiple quartz veins up to a few meters in width that may be stratabound, bedding parallel or discordant, and parallel to fold axial planes. Bedding parallel veins within anticlines and synclines are termed saddle reefs and saddle troughs respectively (McMillian, 1996). Veins are commonly variably deformed and occur as single strands, sheeted arrays, or stockworks. While veins are associated with a variety of structures, vein contacts are well defined and sharp. Bedding-concordant veins can be massive or laminated and show columnar or stylolites; discordant veins are generally massive. Saddle reef and saddle trough structures are most common; however, sheeted, en echelon sigmoidal veins, ladder veins, tension gashes or stockworks may be related to shear and extensional zones (McMillan, 1996).

These structures impact local and regional ore controls and may constrain veining to primarily dilatent zones in fold axis (saddle reefs and troughs), discordant veins and tension gashes, or align deposits over a district scale.

Alteration is not prominent; however, pervasive silicification, sericitization and carbonate alteration may develop in wallrocks adjacent to the veins. Ore mineralogy includes native gold, pyrite, and arsenopyrite, with subordinate pyrrhotite, chalcopyrite, sphalerite, galena, molybdenite, bismouth, stibnite, bournonite and other sulphosalt minerals (McMillan, 1996). Gangue mineralogy consists of quartz, carbonates (calcite, dolomite, or ankerite), and subordinate feldspar and chlorite.

7.2 TURBIDITE-HOSTED VEIN GOLD IN THE BURWASH FORMATION AT GORDON LAKE

The Burwash Formation that underlies the Gold Lake property at the northern end of Gordon Lake is a turbidite package comprising a sequence of interbedded greywacke, argillite (pelite) and graphitic mudstone.

The Gordon - Ven Lake veins have some analogies to Discovery and Camlaren as historical producers in the area. It is most likely that these vein systems are analogous to the Paleozoic and younger turbidite sequences in the world-class Central Victorian Goldfield of southeastern Australia (specifically the Bendigo, Ballarat and Tarnagulla). It is likely the Coarse Gold-bearing Veins (Dominy et al., 2000) provide the best definitive model for this type of gold setting. These coarse gold-bearing veins occur in volcanic and turbidite terrains. These veins are generally characterized by localized and erratic high gold grades. These quartz-dominated veins show variations in thickness from less than 1.0 meter up to >25 meters. It is common for this type of vein system to display significant geometric complexities related to changes in strike, dip, branching and effects of late-stage faulting/veining. Very little emphasis has been placed on understanding this style of mineralization.

The suggestion of ‘epigenetic quartz veins’ indicates the possibility of saddle reefs which form in hinge zones. These hinge zones are related to the competency contrasts between layers and may exist as multiple deposits stacked on the hinge of a fold. A void is created in the hinge of an upright fold which has undergone expansion without huge migration. This has been explained by Christie, et al. 1999 as: “Flexural slip during folding localizes displacement on discrete bedding surfaces... Continued flexural slip during fold tightening promotes dilation at the hinge zones and results in the formation of crescent shaped saddles in anticlines...”

Quartz is precipitated into the voids, both as discordant veins and as massive void fillings, creating the saddle reef. Since a single saddle reef is created in between only two layers, the potential exists for many voids to be created between the rock layers, leading to the concept of stacked saddle reefs.

Bedding parallel veins extending from the saddle reef along the fold limbs are termed leg-reefs (Horne et al, 2001). These veins are stratabound and substantially thicker than normal bedding-parallel veins as they are an extension of the saddle reef itself. Moving away from the fold

hinge, these veins thin out and eventually merge with the normal bedding-parallel veins within the layers. These leg-reefs in the Gordon Lake (Camlaren) area are up to 1.5 meters in width and 60 meters in length (Magrum, 1982). Quartz in these veins is typically laminated.

There are many documented examples of this style of mineralization in the Canadian Shield including the district of Yellowknife. Camlaren Mine, NT, situated about 35 kilometers southwest of the Gordon - Ven Lake property, recorded production of approximately 11,000 tonnes of ore between 1962 and 1964. In addition, over 20,000 ounces of gold were recovered from quartz veins hosted within a turbidite sequence from 1977 to 1981 (Beales.et al., 2002).

A referred to "saddle reef" has not been documented at the Gordon – Ven Lake property as yet, but there is indication this deposit type may occur here.

8.0 MINERALIZATION

The quartz veins of Gordon-Ven Lake are classified as Coarse Gold-bearing veins occurring in metaturbidite hosted mesothermal vein systems. The mineralization is subject to complexity and to high but erratic gold grades. The mineralized zones commonly occupy drag folds and typically form vertical, cigar-shaped ore shoots. These ore shoots occur in staggered patterns controlled by the prominent deformational fabric. Past-producers Discovery and Camlaren have some similarities to the Gordon-Ven Lake gold occurrences. Both occur as bedding plane deposits usually associated with the noses of drag folds and Camlaren has a unique pelitic subunit of the Yellowknife Supergroup. The Discovery Mine was located 40 kilometers west of the Mining Lease 3123 and contained $1X10^6$ tons grading 1.0 oz/ton to a depth of 1200 meters. It had a minimal strike length of only 140 meters and occurred in mafic volcanic rocks.

The veins at Gordon-Ven Lake occur as dark grey, crystalline to sugary textured veins of highly variable thickness, continuity and grade. Many veins are traceable on surface to a minimum of 100 meters but most zones of economic interest appear to be less than 40 meters in length. The veins are commonly less than 1.0 meter thick but may swell to as much as 10.0 meters in thickness suggesting zones of dilatancy. The veins at Gordon - Ven Lake are often termed "bedding plane" systems but in fact are discordant, trending north and cross-cutting bedding at 25° to 40° suggesting some of the thickened veins are "boudined" (Van Angeren uses this as a morphological term I assume) but are zones of dilatancy.

Vein metallurgy has been reported as simple and gold is commonly very coarse in nature causing a "nugget" effect. The sugary texture of the vein quartz makes for relatively simple and efficient milling of the gold. Pyrite, galena, sphalerite, chalcopyrite and arsenopyrite occur in significant amounts locally. There may be significant correlation between gold and the sulphides but poor documentation exists with the correlation between gold and the structural variations within the vein systems. Previous programs concentrated on zones of high grade gold with very little understanding of the controls on mineralization. The gold to silver ratio appears to be approximately 1:>4.

Numerous quartz vein systems have been uncovered on the property to date but three in particular have received most of the attention. These three systems are the MAIN, #9 (South), and the UNION veins. They occur as dilatant zones at surface occurring up to 40 meters in length and up to 5.0 meters in width. These three zones contain up to 15 g/t Au in zones up to 2.25 meters wide and 12.0 meters long. The grade can range up to 231.0 g/t over 0.7 meters at surface. Extreme pinching and swelling occurs both laterally and vertically. Overall grades are modest but very rich lenses of undetermined size have been documented. Two distinct styles of mineralization have been documented, gold in quartz veins and gold in quartz stockwork. Van Angeren identified two zones of stockwork on the Union Zone in 1994, one returning a weighted average of 17.5 g/t Au across 3.0 meters. Van Angeren's sampling of the stockwork zones has created significant interest for future programs.

High definition drilling is the only tool to help determine the periodicity of the high grade shoots or zones. The periodicity is essential in developing a plan to bulk sample any of these veins with some order of confidence.

8.1 DISCUSSION ON GOLD MINERALIZATION

The gold occurrences at the Gordon - Ven Lake property are historically erratic. The occurrences are highly variable both in lateral and vertical extent. The auriferous zones occur mostly in small, narrow ore shoots and usually within close proximity to the hangingwall. Nearly all of the auriferous samples/intersections hold most of their gold in the coarse fraction. Simple metallurgy can be assumed but metallics assaying should be the assay method.

There appears to have been little emphasis placed, while logging, on identifying or understanding the controls on ore mineralization. There is little information on the hand drawn sections that would suggest ore controls were a major concern. Generalities made once the program was finished in 1988 seem to make up most of the hypothesis of ore controls.

The high variability of gold grades (related to coarse gold fraction) is most likely due to structural traps within the vein systems. The #9 Vein longitudinal has a contoured vein thickness which indicates the best gold grade intersections appear within the thicker portions of the quartz vein. There has been little emphasis placed on understanding the controls on the gold mineralization.

Some of the best gold grades in the subsurface occur under trench/surface samples of much lower grade. This is a reflection of the sporadic/erratic nature of the gold. Lower gold grades within the vein system may be no different than the scenario described above. A drill intersection may not be auriferous but in fact higher grade shoots may still exist. The relatively small nature of these auriferous shoots suggests higher definition drilling is required.

There is an intimate relationship between mudstone and the gold-bearing veins at the Union Zone. The mudstone unit has recorded much of the ductile deformation that has occurred within the Union Zone (Balog, 1989). Extensional forces along the mudstone-pelite contact reveal slippage and deformation forming open-space fillings. Quartz veins are formed from the

emplacement of fluids along these extensional features. Dilatant quartz veins occur in areas of warping or folding of the open-space. These systems appear to be more concordant to bedding.

Another type of vein system would be fracture or brittle deformation. This fracture-type system would occur more likely within a pelite or a consistent unit where the fracture is discordant to bedding and the brittle deformation provides large open-spaced fillings that can be increased by folding or warping of the host lithology.

Balog (1989) has suggested that the thicker, more continuous vein intersections are the result of a fracture system that has undergone later folding producing dilatant zones for the mineralizing fluids.

There appears to be very little significant reactivation of the fracture or shear system once vein emplacement has been completed.

9.0 EXPLORATION

9.1 SUMMARY

Aurora Geosciences Ltd. was contracted by Boxxer Gold Corp in late 2004 to complete test Induced Polarization surveys over the three main zones at Gordon-Ven Lake (namely the Main, South and Union Zones). Aurora Geosciences then managed the 2005 diamond drill program, prospected over the claims adjacent to the north of mining lease 3123 in 2006, and in 2008 conducted an ohmmapper survey over the Syn Zone to the south of the mining lease.

9.2 2004 INDUCED POLARIZATION SURVEY and MAGNETIC SURVEYS

Aurora Geosciences completed a short field program comprising a total of 6.35 line km of IP surveying and 10.2625 km of total field magnetic surveying over the Main, South and Union Zones. The surveys were intended to test for an IP response over the gold-bearing quartz veins and to confirm previous magnetic survey results.

9.2.1 INSTRUMENTATION

The crew was equipped with the following instruments and equipment.

IP Transmitter	1	GDD TXII IP transmitter, AGL #64
	1	4250W generator
IP Receiver	1	Iris Instruments SYSCAL PRO, AGL #68
Receiving array	19	25 metre 6-channel multiconductor cables
	21	Stainless steel electrodes
Magnetometers	1	GSM 19T magnetometer, s/n 2011132 GEM
	1	GSM 19T magnetometer, s/n 2011133 GEM
	1	Overhauser Magnetometer, s/n 703649
Other Equipment	5	VHF radios

	3km	18 guage wire
	1	Speedy Winder
	2	Breast Winders
	1	Spares kit and tool kit
	1	Globalstar satellite phone
Data Processing	1	Pentium 4CPU 2.67 Ghz laptop computer

9.2.2 SURVEY SPECIFICATIONS

The induced polarization survey was completed according to the following specifications.

Array	Pole –dipole
Dipole Spacing	25 meters switching to 12.5 meters to increase resolution
Electrode Arrangement	Current electrode is grid east of potential electrode
Separations Read	n = 1 to 5
TX Mode	Standard time domain signal (2s +on, 2s off, 2s –on, 2s off)
RX Sampling	Semi-logarathmic sampling of the decay curve, stacked a minimum 15 times.
Parameters Read	M – total chargeability in mV/V
	Rho – apparent resistivity in ohm-m
	M1 to M20 – 20 channel sample of the decay
	Curve Vp – Primary voltage in mV
	Sp – Spontaneous potential in mV
	Err – standard deviation of the total chargeability in mV/V
	Rs – potential electrode resistance in Kohm

Cycle – number of stacks

The total magnetic field survey was completed according to the following specifications.

Station Spacing 12.5 meters

Base Station Installed near camp and cycled at a 5 second interval throughout the survey. Base Station and field units are synchronized prior to surveying.

Corrections Temporal geomagnetic variation was removed by linear Interpolation of drift from the base station magnetometer.

9.2.3 DATA PROCESSING

The IP data was downloaded and processed daily in the field using Geosoft's Oasis Montaj IP software, which allows quality analysis and control and preliminary pseudo sections to be completed in the field. Quality analysis consisted of examinations of each decay curve and comparison of repeat readings. Readings with standard deviations greater than 5mV/V, irregular decay curves and which did not repeat to within 10 % were flagged such that they would not be used for calculating the pseudo sections, but were nevertheless plotted, enclosed by brackets, on the sections.

The total magnetic field data was downloaded and corrected for diurnal variations using GemLink software. The results were profiled and plotted using Geosoft's Oasis Montaj.

9.2.4 DISCUSSION OF MAGNETIC AND IP RESULTS

The total field magnetic and induced polarization surveys were completed over the three documented zones of mineralization (Main, South or #9 and the Union) in an attempt to confirm a potential relationship between silicification zones and their resistive (quartz) versus chargeable (disseminated sulfides) characteristics. We had projected the quartz veins to be magnetic lows should there be very little pyrrhotite sulfides associated with the veins. We also projected, dependent upon the amount of sulfides associated with the silicification, the IP response would help delineate the vein systems from wall rock material (greywackes and mudstones).

The magnetic survey results document the magnetic susceptibilities associated with the Main and South Zones (Figure 16) and the Union Zone (Figure 17).

Figure 16 (Main and South Zone Magnetic Survey) reveals an extremely spotty and continuous series of magnetic dipoles (highs with flanking lows) which appear to represent the primary area of silicification. The area outlined by 398050E to 397950E

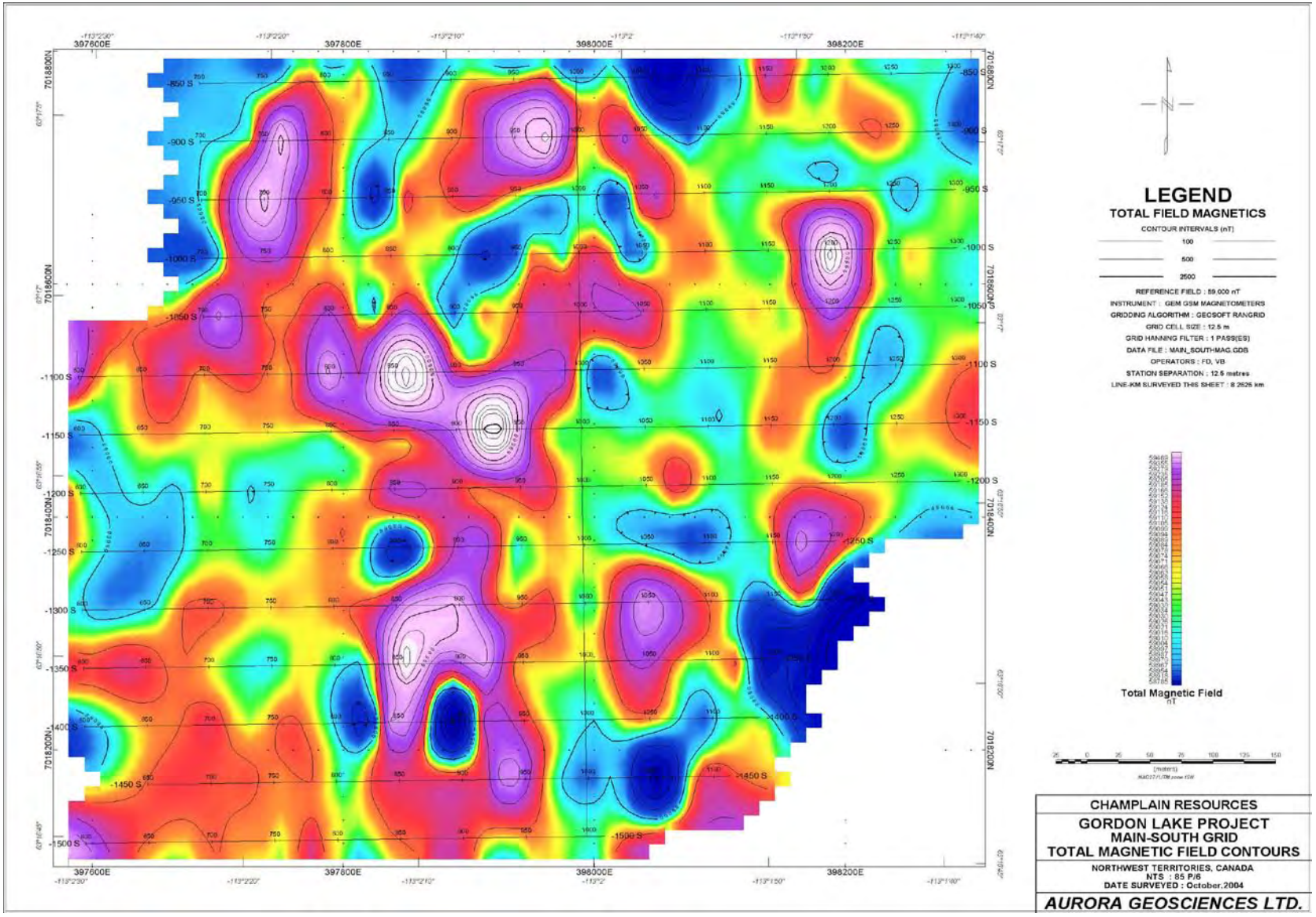

Figure 16 Main and South Zone Total Field Magnetic Map

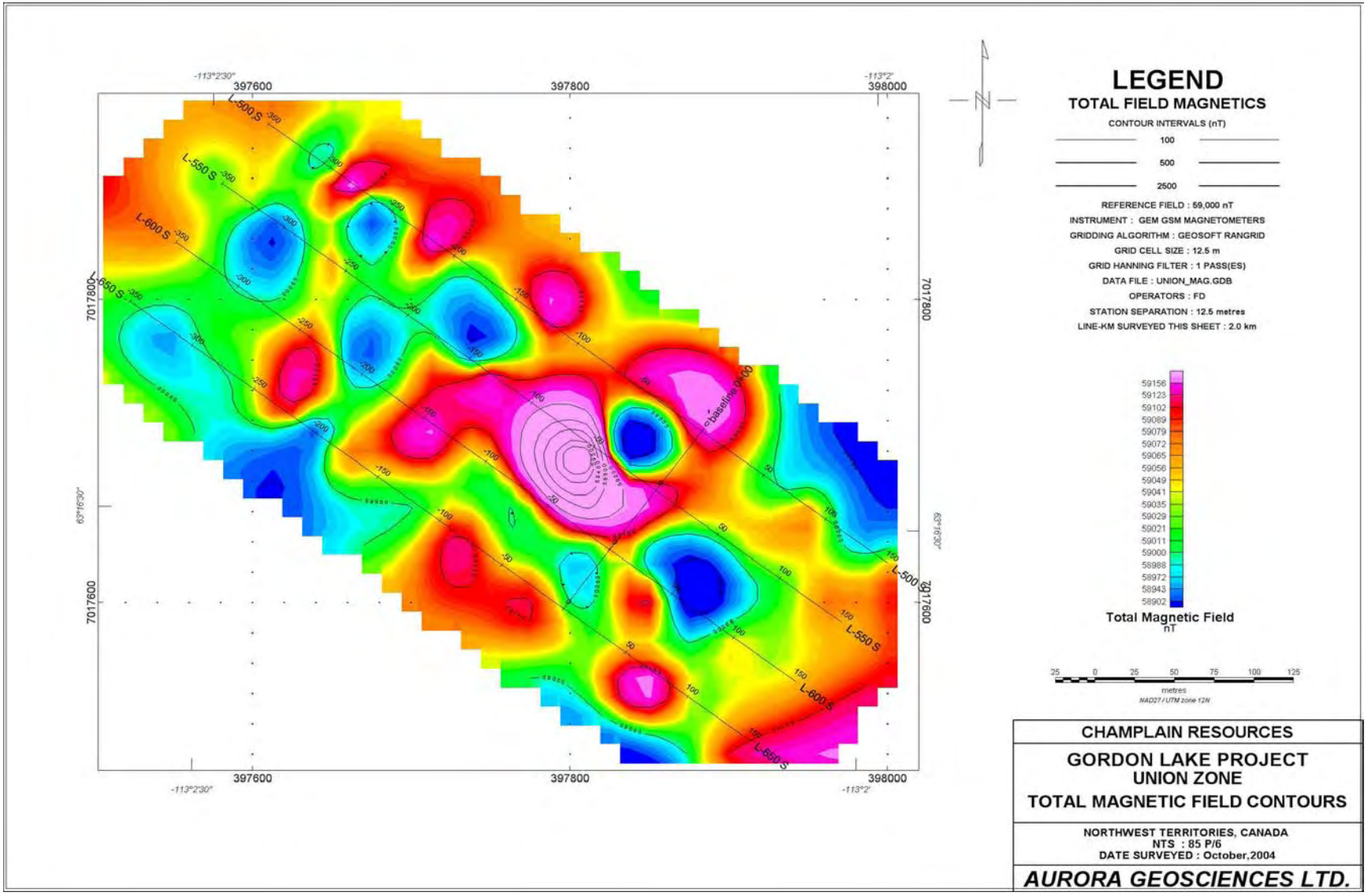

Figure 17 Union Zone Total Field Magnetic Map

and 7018600N to 701680N contains most of the Main area quartz veins and is documented by a magnetic low feature. Very little sulfide mineralization occurs in these veins and as such the surrounding magnetic responses are most likely due to areas of concentration of Fe-Mg minerals in the greywackes (or mudstones) along the walls of the quartz veins. This can also be documented within the South Zone when looking at the area from 397940E to 397860E and 7018200N to 7018260N. A prominent but very short strike length magnetic low feature coincides with most of the quartz veining attributed to the South Zone. There is some discrepancy moving northeast across a magnetic high but it is felt this magnetic high is truncated by the trend of these quartz veins and a higher resolution magnetic survey would certainly delineate this. Of significance though is the apparent association of these magnetic lows (although quite small) with the documented location of the Main and South Zone quartz veins.

Figure 17 (Union Zone Magnetic Survey) presents a slightly different magnetic association to the Union quartz vein. There is a strong magnetic high within the centre portion of the area which appears to coincide with the surface expression of the Union Vein. Of significant impact is the fact the quartz vein appears to be located along the western margin of the magnetic high feature and appears to wrap around the magnetic high feature to the north. These writers believe that a high resolution ground magnetic and ohmmapper survey will help delineate the actual quartz vein and that this current magnetic representation will change rather significantly. The coarse nature of the original survey and the actual thicknesses of the documented veins provide interesting targets for very high resolution geophysical surveys, at not at high cost.

The Induced Polarization survey in the area of the Main and South Zones is documented using the resistivity models to discuss the IP response. (Figures 18-21). Within the Main Zone resistivity models (Figures 18 and 19) the common theme is the lack of linear and sub-vertical resistivity highs which might be assumed to correspond to the sub-vertical quartz veins. As these features are weakly identifiable with the sub-vertical but weak linear (yellow) highs which occur at around 950 E and are coincident with documented quartz veins on surface. This can be seen a little better in the resistivity model representing L1000S where the sub-vertical and linear higher resistivty response located out around 950 E, is visibly more obvious. There is an east dip direction suggested on these sections. It is invariably apparent there are significant problems identifying really apparent quartz veins and it is most likely due to the thin nature of these fracture sets. It is very likely one could identify these quartz veins using IP if the separation of the dipoles was limited to 6 to 10 meters but that would prove to be an inefficient survey parameter. These veins appear too narrow to be readily identifiable by a significantly spaced dipole array and as such there are likely better resistivity tools to map the surface expressions of these quartz veins/structures (Ohmmapper).

The induced polarization survey over the South Zone is partially more useful in terms of recognizing potential quartz vein/structures (Figures 20 and 21). In particular though, the use of drill data to assess the IP survey results is exceedingly useful in recognizing the difficulty the IP system has documenting narrow quartz veins within sedimentary terranes.

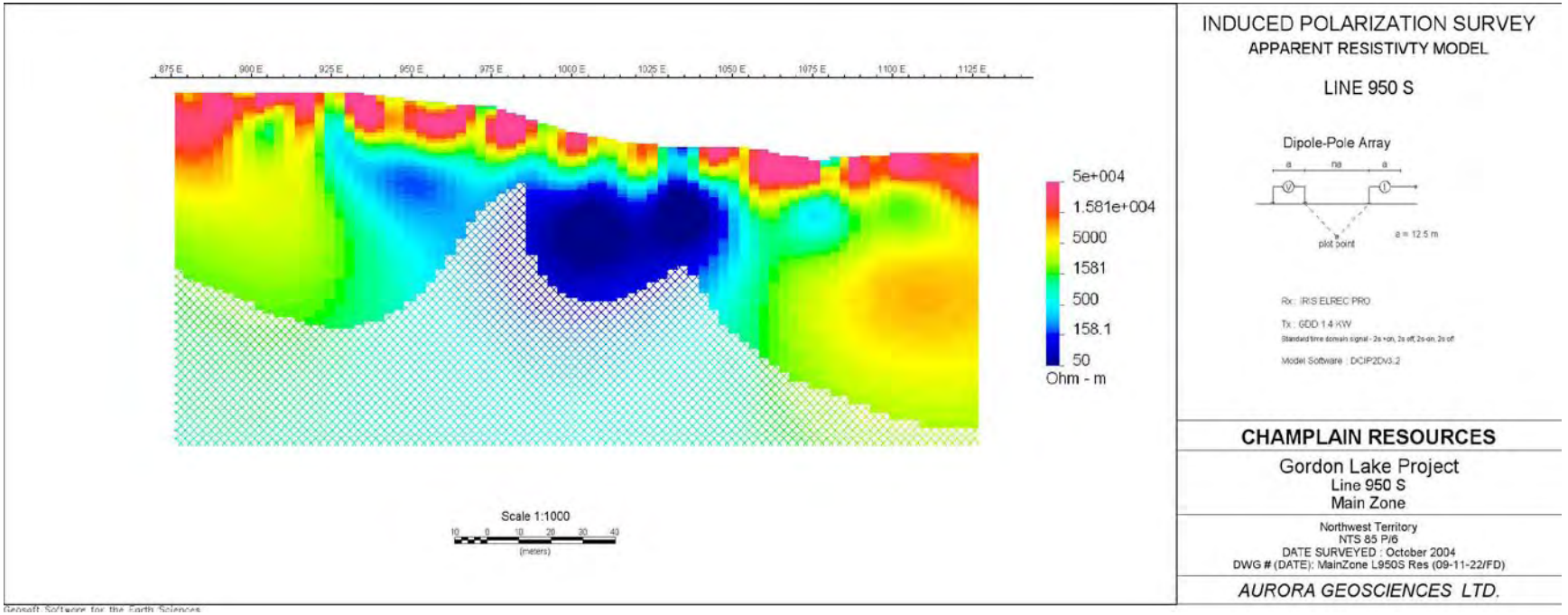

Figure 18 Zone Resistivity Model – L950S

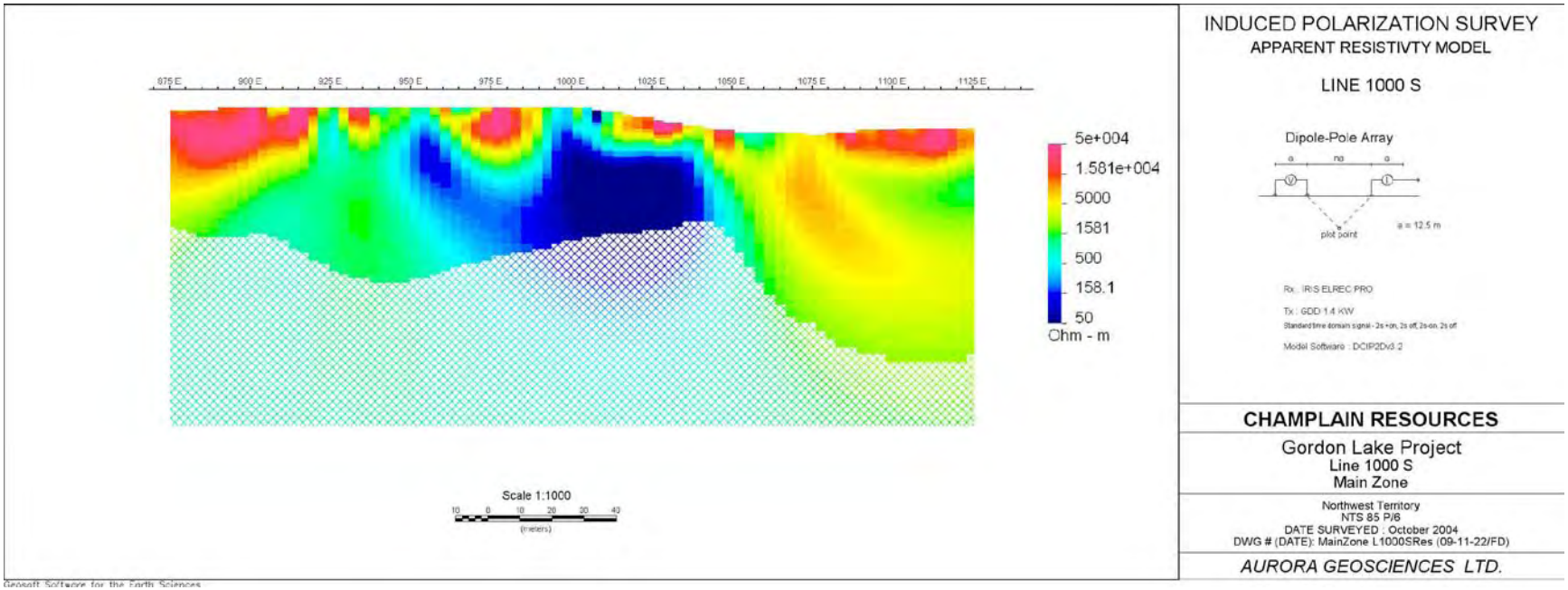

Figure 19 Zone Resistivity Model – L1000S

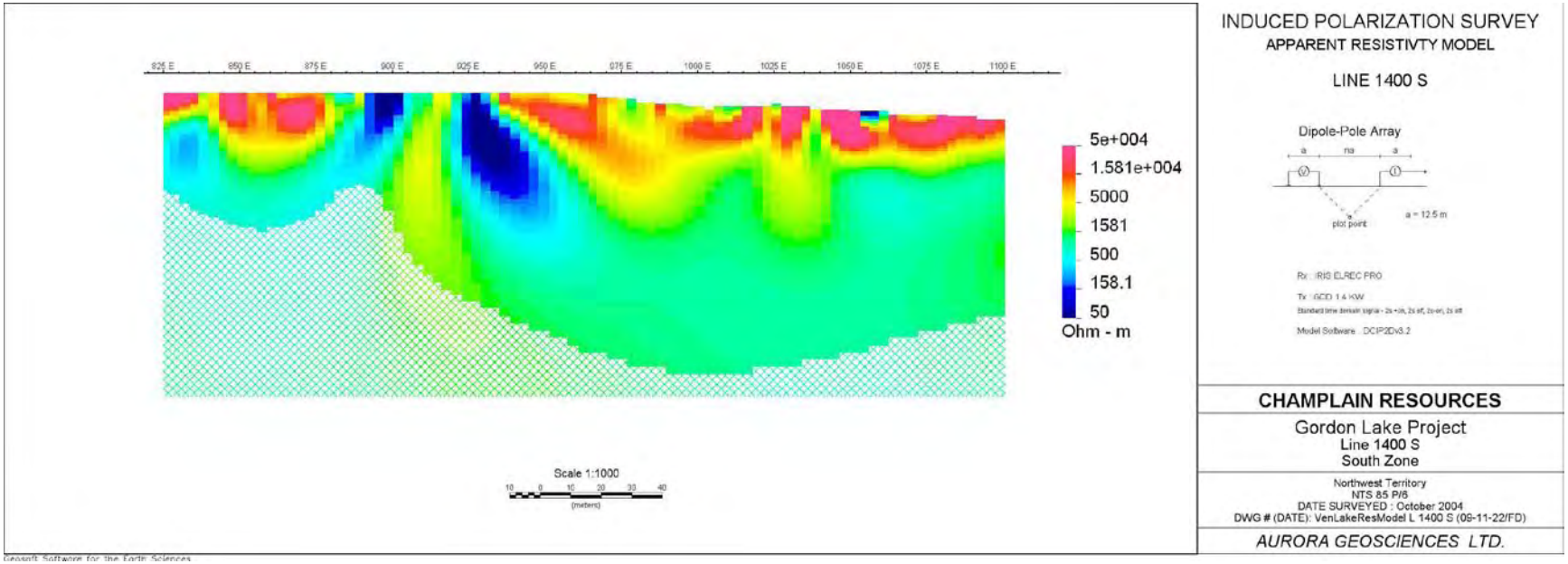

Figure 20 South Zone Resistivity Model – L 1350S

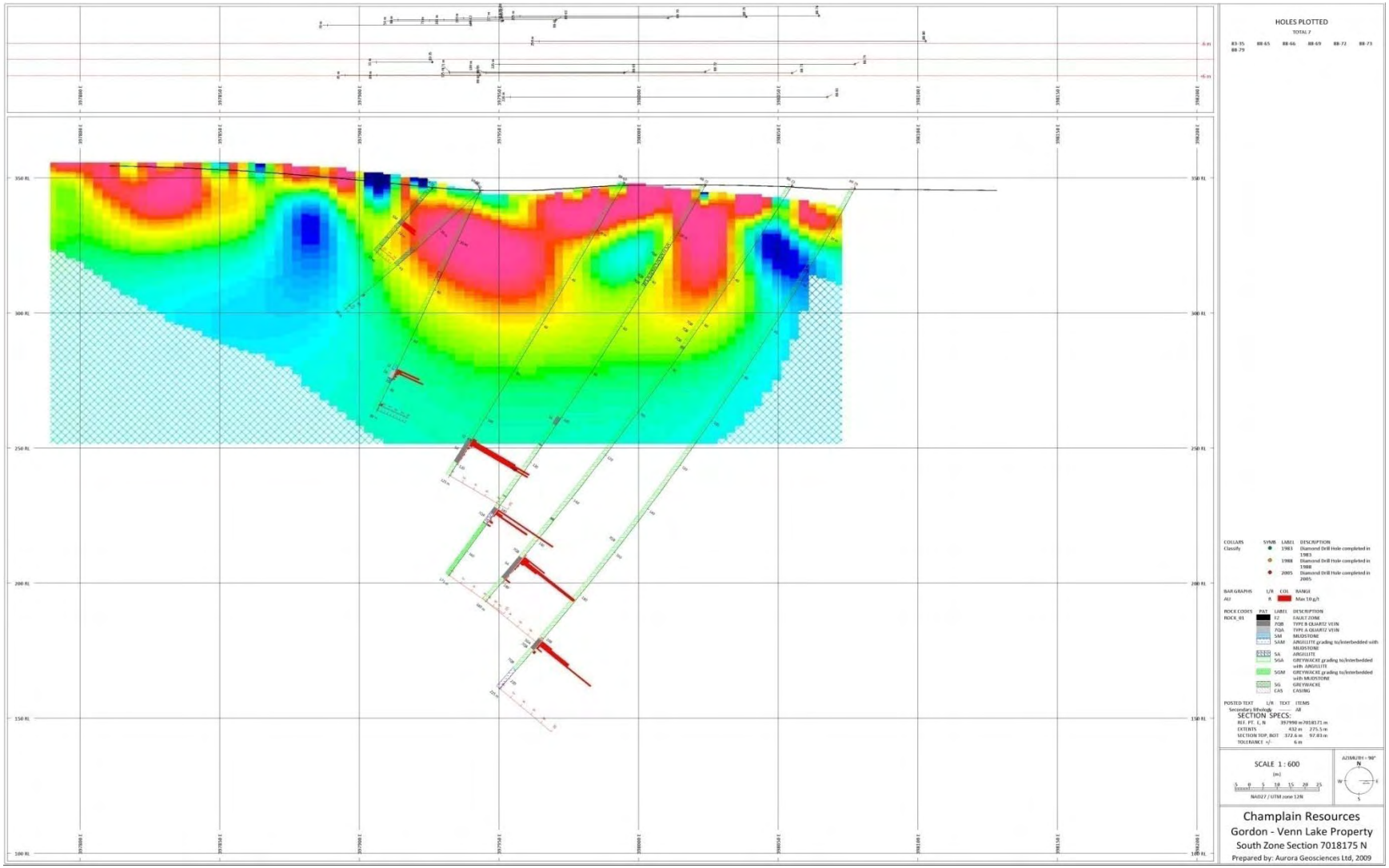

Figure 21 South Zone Drill Hole and Resistivity Model – L 1400 S

The higher resistivity responses located at, and around, 925 E and 940E are coincident with documented quartz veins. The system has a problem in recognizing potential resistivity targets greater than 30 meters below surface as this is the limit of the depth penetration using this dipole spacing. To decrease the dipole spacing, you increase the resolution near surface but decrease the resolution greater than 25-30 meters below surface. This explanation of the IP Survey along the Main and South Zones should provide the impetus for using high resolution walk mag and ohmmapper surveys to help delineate near surface quartz veins (both magnetic and highly resistive targets). The lack of sulfides in the system really allows one to analyze the resistive component of this silicified system.

The induced polarization survey over the Union Zone is a very good example of the need for a thick quartz vein to properly model a resistivity response which is coincident with a documented quartz vein (Figures 22 and 23). The resistivity model on L550 S shows a weak documentation of the Union Vein at around 90-100W on L 550S. There is a sub-vertical weaker resistivity response (light yellow) which coincides with the historic Union Vein. Of significance is the suggestion of the thickness of this vein, which is not noted in any other model. The thickness might be approaching 15-20 meters from the model but certainly the surface expression suggests widths of up to 12-15 meters. The indication the vein continues to depth is only a function of the lack of depth resolution from the dipole array chosen and one should remember the depth of resolution is only to about 30 meters maximum.

9.2.5 Conclusions from 2004 Magnetic and IP Surveying

The 2004 magnetic and IP surveying was designed to cover the known areas of gold mineralization and evaluate the geophysical properties of these vein systems. The intent from Boxxer Gold was to evaluate whether an IP response, chargeabie or resistive, could be ascertained from a short 12.5 meter dipole separation over relatively narrow quartz veins. The significant conclusion drawn from these survey results is it is not likely or worthwhile to survey at any higher resolution as the veins are not thick enough to provide a good IP response. Certainly, the models show there is a strong association of highly resistive responses to documented quartz veins but there is not enough sulfide mineralization in these quartz veins to provide a chargeable response within a highly resistive target. As such, it is not likely any further IP surveying is warranted.

The magnetic responses do show a strong coincident relationship of a magnetic low to these quartz veins. This has been documented in all of the mineralized zones but the need to carry out high resolution walk magnetic surveys is extremely important. Veins which are consistent enough to trend 50 meters and contain a few meters of width need to be evaluated by 10m spaced lines and 0.1 to 0.5 second readings. This high resolution magnetic survey along with a high resolution ohmmapper survey will help to delineate these features in areas of thin over burden cover. This type of surveying will be needed to test continuity and structural breaks between the known mineralized zones.

It would not be feasible at this time to complete 10 meter spaced line sampling of magnetic and resistive characteristics of the quartz veins property wide. It will be paramount to complete this type of surveying over the known mineralized areas extending survey coverage up to 100m of strike in either direction from the known mineralized zones.

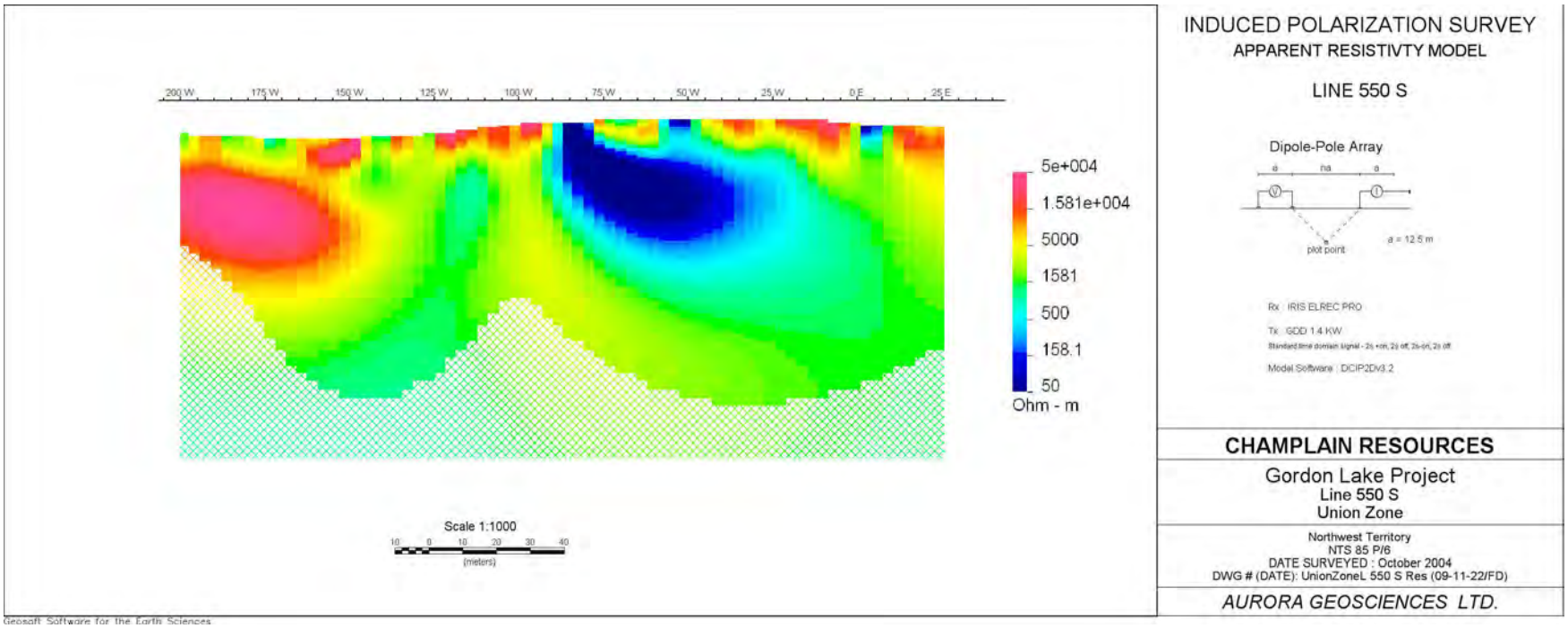

Figure 22 Union Zone Resistivty Model – L550S

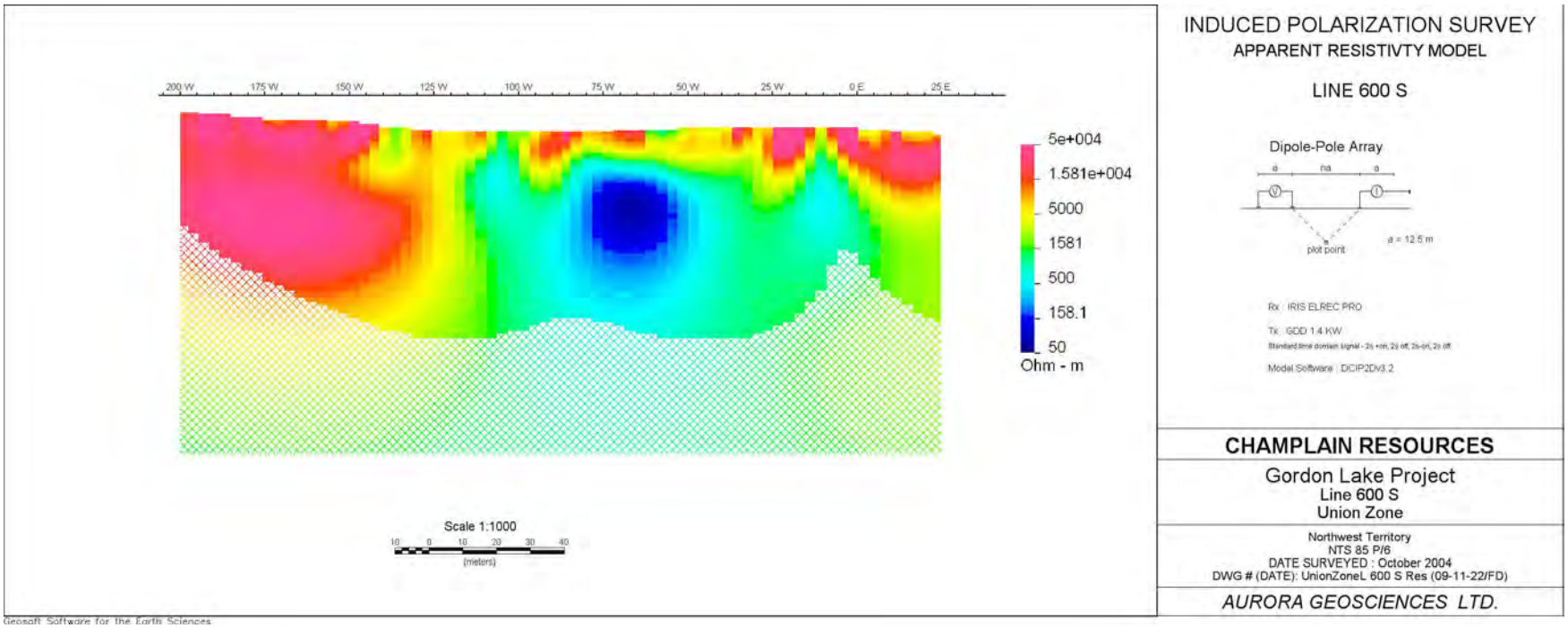

Figure 23 Union Zone Resistivity Model – L600S

9.3 2006 PROSPECTING

9.3.1 INTRODUCTION

Between October 4th and 8th of 2006, Aurora Geosciences Ltd of Yellowknife, was contracted by Boxxer Gold Corp. of Calgary, AB, to complete an evaluation for the potential of identifying further Coarse Gold Vein systems on the Gordon - Ven Lake property.

9.3.2 PROSPECTING AND SAMPLING PROGRAM

A total of 15 samples were taken over the 4 day sampling program. These sample locations are shown in Figure 16, Table 14. In most cases, samples were taken at locations where quartz stockwork (silicification) was noted. The stockwork veining is predominantly very fine which made it difficult to retrieve reasonable samples without blasting or minimal trenching. The geology of the area is relatively well understood and was not within the scope of this program to map geology. Geological contacts are well recognized and documented. The scope of this short program was to identify potential areas for additional Coarse Gold Vein structures.

Four long traverses were completed from a one tent camp on Ven Lake to look at an apparent circular felsic plug which had been documented to contain arsenopyrite. Some thought was given to this feature being a possible source of the mineralization noted in some of the Coarse Gold Vein settings. This circular feature appears to lie within a broad sequence of poorly developed distal exhalite stratigraphy which also contains bladed arsenopyrite. Portions of this exhalite sequence are host to banded cherty and silicified zones containing less than 5% sulphides but which could be classified as sulphide-hosted iron formations. Large areas of surface gossan are coincident within some of these weakly silicified distal exhalite sequences.

The felsic plug documented on most geological maps in the area lies some 5-6 kilometers northeast of the Ven Lake camp and appears to be much smaller than indicated. Two specific traverses were taken to locate the circular felsic feature with no success. A significant amount of bladed and acicular arsenopyrite is contained within the distal exhalites but the felsic plug was not identified during this program. Arsenopyrite comprises up to 2-3% of the total composition.

All traverses attempted to follow the primary structure hosting the Main, #9 (South), and Union Zone mineralization. Traverses were laid out to cover as much stratigraphy as possible between Ven Lake and the contact of the mafic volcanic unit to the east. Primary consideration was given to tracing the shear structure to document whether the shear transects the mafic stratigraphy. It was felt this would be a much more stable host for a quartz-hosted gold system.

The northeast trending shear structure which hosts the mineralization in and around Ven Lake does transect the mafic volcanic unit but very little fluid movement appears to be coincident with this structure. It appears very little silicification has occurred along this structure within the mafic unit. The less prominent shear can be traced approximately 1.0 - 1.5 kilometers into the much more competent mafic volcanic stratigraphy.

The argillite/siltstone stratigraphy which trends in a northerly direction and represents the eastern edge of the sedimentary basin, comprises a distinguishing zone of weak iron formation (weak, distal sulphide exhalite which is argillaceous in composition but contains gossanous zones of pyrite-pyrrhotite and minor arsenopyrite, up to 5-7%).

Small areas of quartz stockwork are noted to the northeast of Ven Lake but the outcrop exposure is very limited, aside from steep relief cliff edges. The overburden thickness on most of the humpback ridges trending to the northeast is insignificant but a high pressure pump would be needed to clear off some of the outcrops. This would be an area (the old grid lines are still in reasonable shape) to try some ohmmapper (shallow resistivity tool) to map any silicification/ sulphide zones.

It would appear from the traverses completed during the 4 day prospecting program that there is little indication the coarse gold vein structures continue into the mafic volcanic stratigraphy to the northeast.

The best area for discovering additional coarse gold structures appears to be within the Burwash sedimentary package along strike of the Main and Union Zones. Analyses for samples collected during this program are included in Appendix E.

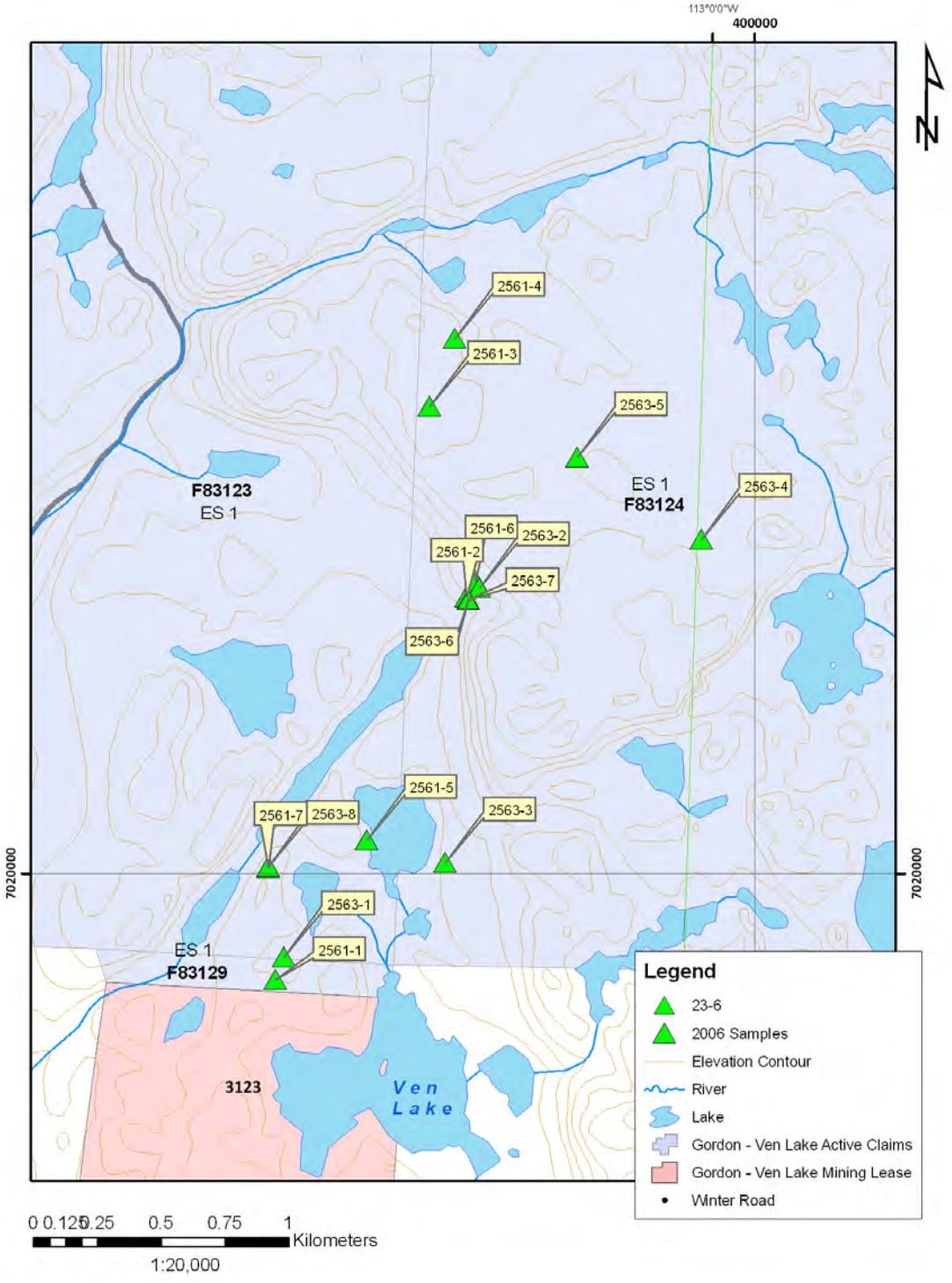

Figure 24 2006 prospecting sample location map

Table 6 Prospecting program samples

Ven Lake Sampling Program - Oct 2006			
			Gary Vivian and Ron Stack
	Coordinates		
Sample Number	Easting_NAD83	Northing_NAD83	Rock Sample Description
2561-1	398119	7019582	Thinly banded, grey-green argillite/siltstone. Fe-stn w/ 2% py, po.
2561-2	398870	7021086	Smokey grey qtz veining in f.grd, green greywacke w/ up to 3-5% po.
2561-3	398726	7021835	Dark green, c.grd, amph, chl Fe Fm w/ 5-8% po and minor py as primary sulphides.
2561-4	398823	7022102	Dark green to black, m.grd., dense amphibolite mtx w/ 8% sulphies (3 asp, 3 po, 2 py)
2561-5	398478	7020130	Black, hard, f.grd, cherty argillite w/ 5-7% sulphides (4 po, 2 py, 1 cp)
2561-6	398904	7021149	Green-grey, f.grd, intensely foliated, contorted greywacke w/ 1-2% po.
2561-7	398093	7020022	Qtz flooded, dark green to black, v.f.grd and silicified argillite/siltstone. Qtz veinlets are 2-3 cm. Fairly broad zone, may be up to 4-5m but is mostly covered with moss, etc. Difficult to sample but sulphides are mostly py-po,up to 2-3%.
2563-1	398154	7019671	Gossan, shear zone in green-grey, f.grd slitstone. 0.3m wide shear zone is Fe-stnd and contains v.f.grd. Py, po +/- asp to 2%.. Qtz veining is or sil is up to 50% of section as ribbony stringers or lenses.
2563-2	398920	7021122	Fe-fm shear zone in the NE area trending into the mafics. Unit is msv, sheared, sil, foliated and very hard w/ 5-8% po, py with trace of cp.
2563-3	398787	7020041	Prominent Fe-fm. Chlortie, amph with 2-3% po, py. Qtz/carb veining up to 15%. Intermittent across some 35-50m and along strike for some 75m. Mostly argillaceous unit with minor silstone and locally contorted with tight ptygmatic folding.
2563-4	399791	7021313	Cherty exhalite with <2% py, po. Fe stning is prominent. Thinly laminated.
2563-5	399303	7021634	Dark green, medium grained, relatively msv amph-chl Fe-fm w/ 6-8% po, 1-2% py. Unit is very hard and weakly fractured.
2563-6	398878	7021077	Same as 2563-7.
2563-7	398878	7021077	Bleached and silicifeid iron formation. Contains up to 5-6% sulphides, mostly po, blebs of pyrite and 1% acicular arsenopyrtie crystals. Appears to be a silicified, cherty wacke.
2563-8	398093	7020027	Qtz Vein (bluish) along folaition of seds. Zone contains an area up to 0.5 to 0.7m wide of qtz-carb flooding as horsetails outside of vein. Couldn't sample vein material but did sample flooded area. Zone is iron-stained but contains less than 1-2% sulphides, py, po.

9.4 2008 OHM MAPPER SURVEY

9.4.1 INTRODUCTION

On October 28, 2008, Aurora Geosciences Ltd. completed a one day ohmmapper survey over the Syn Zone on the ES 4 claim. Although this claim is registered to Aurora Geosciences Ltd of Yellowknife, NT, the ground is under ownership of Boxxer Gold Corporation of Calgary, AB. This one day survey was completed to evaluate the potential of using a ground resistivity mapping tool to delineate near surface quartz veins (capable of hosting coarse gold mineralization) much like the #9 (South Zone) and Main Zones at Ven Lake, just a couple of kilometres to the north east.

9.4.2 SURVEY EQUIPMENT AND SPECIFICATIONS

The crew was equipped with the following instruments and equipment.

Ohmmapper system:

2 - Geometrics Ohmmapper receivers
1 - Geometrics Ohmmapper transmitter
1 - Geometrics console / data logger
5 - 15m dipole cables
1 - Garmin GPS76cX NDGPS receiver
1 - Spare tools & parts - Ohmmapper

1 - SAT phone

The Ohmmapper survey was completed according to the following specifications.

Survey Type:	Continuous constant offset dipole-dipole resistivity
Reading rate:	0.5 Hz (approximately every 0.5 meters at survey speed)
Line Separation:	approximately 50 metres
Dipole length / separation:	15 metre dipoles, 20 metres apart
Line registration:	Survey data were located with a Garmin NDGPS receiver. Offset between the plotting point of receiver and GPS coordinates were accounted for during data processing

9.4.3 DATA PROCESSING

Upon completion of the survey binary data was transferred from the Ohmmapper data logger to a PC laptop. The Ohmmapper data were reduced and processed using DataMap software (Geometrics, 2001) and Ohm2xyz software (proprietary, 2005).

The software registers Ohmmapper data to geographic coordinates and corrects for heading / lag effects caused by the difference in location of the GPS receiver with respect to the resistivity measurement point. Apparent resistivities fully corrected for antenna geometry are then calculated from the recorded voltages and preset currents. Final corrected data are imported into Geosoft databases, filtered to delete outliers, smoothing the data and then presenting data as stacked profiles and as a colour contoured plan map.

9.4.4 OHM MAPPER RESULTS

The resistivity profiled data are shown on Figure 17. The apparent resistivity colour contour plan map (Figure 18) shows a linear resistivity high (up to 40K ohm-m) striking NNE and appears coincident with the location of the surface expression of the Syn Zone quartz vein. It was not physically possible to identify the surface expression of the Syn Zone because of snow cover. A second parallel feature, some 100 metres to the northwest could represent another prospective silicified zone. The maximum depth penetration of this particular ohmmapper survey is approximately 15 metres and is directly proportional to the dipole separation.

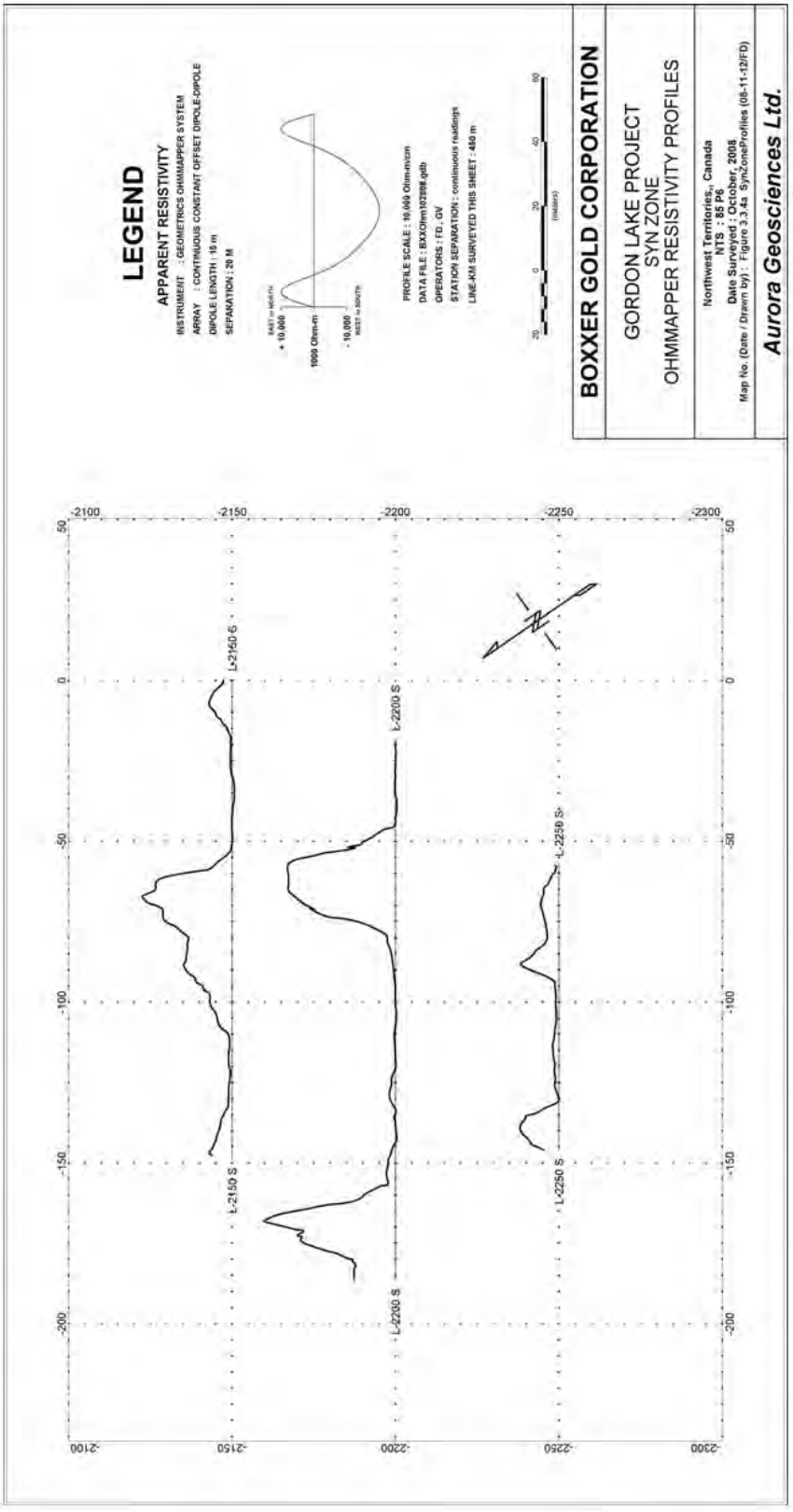

Figure 25 Ohmmapper resistivity survey profiles map

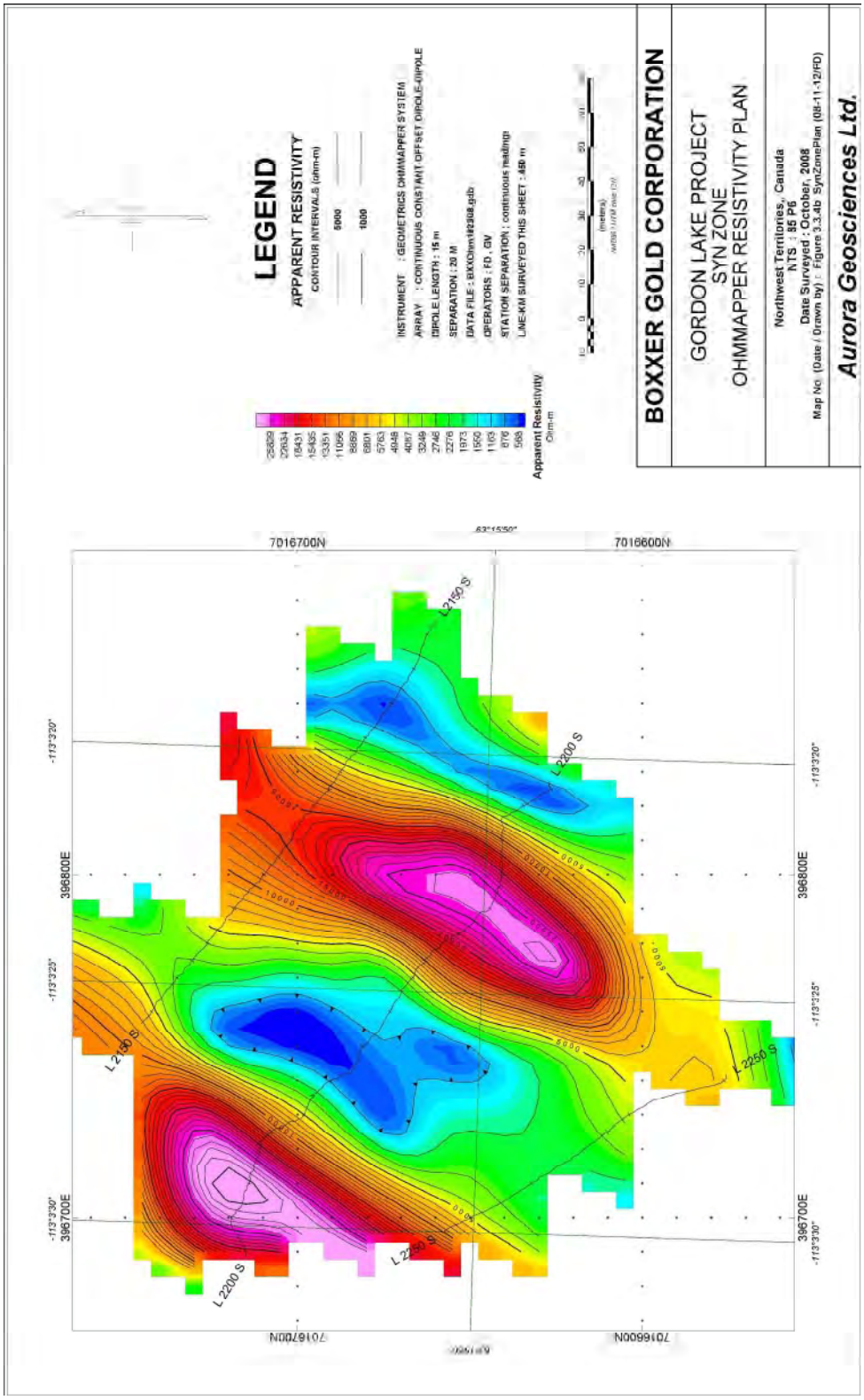

Figure 26 Ohmmapper resistivity survey plan map

10.0 2005 DIAMOND DRILLING

10.1 SUMMARY

Aurora Geosciences Ltd. (AGL) was contracted by Boxxer Gold Corp. to complete a diamond drill program on the Gordon – Ven Lake property in the winter of 2005. Ten holes were completed for a total of 514.36 meters, all of which intersected coarse gold mineralization in sugary to massive quartz veins. The location, dip, direction and final depth for these holes are outlined in Table 6 and the relevant drill hole text and graphic logs and geologic sections are referenced in Appendix D, and C, respectively.

Table 7 2005 drill program collar summary

Drill Hole	UTME_NAD27	UTMN_NAD27	Elevation	Total Depth	Dip	Azimuth
VL9-05-06	397951.3562	7018195.438	346.25	60.05	-63	287
VL9-05-07	397951.51	7018185.423	346	53.95	-46	270
VL9-05-08	397951.51	7018185.423	346	71.04	-70	270
VLM-05-09	397995.9658	7018636.905	348	29.39	-71	270
VLM-05-10	398037.2292	7018637.538	346	60.05	-46	270
VLM-05-11	398031.5277	7018617.415	341	50.9	-45	270
VLU-05-01	397798.55	7017684.95	359	41.76	-45	315
VLU-05-02	397799.08	7017697.88	359	45.59	-45	315
VLU-05-03	397803.9	7017707.62	359.25	50.9	-45	315
VLU-05-04	397806.09	7017718.71	359.25	50.9	-45	315

10.2 INTRODUCTION

Between February 12th and March 05th 2005, 514.53 meters of a proposed 1000 meter diamond drill program were completed. The goal of this drilling was to confirm drilling results from the 1983 and 1988 programs, expand the potential gold resource on the property, and further the understanding of controls on the gold mineralization. Three holes were completed on the Main Zone totaling 140.34 meters. A total of 185.04 meters in three holes and 189.15 meters in four holes were completed on the South and Union Zones, respectively.

Titan Drilling of Yellowknife was contracted to complete the drilling. The four-man drill crew and drill equipment were mobilized from Yellowknife, NT, into camp via the winter road that supplies the diamond mines to the north. Drilling was conducted with a Boyles 25A drill. Drill pads were cleared and leveled as required with a bladed skidder. The same skidder was used to move the drill between pads.

Collar locations were determined by re-analyzing and interpreting historical sections and gold intersections in the context of changing analytical methods. Initial collars were chosen to infill gold mineralization intersected in historic diamond drill holes and better delineate subsurface mineralization while investigating the character of mineralization in the context of the historic drilling data.

Core was split, half sampled for assay, the remaining returned to the core box and stored in core racks at the Ven Lake camp location. Due diligence was exercised in sampling and transporting the core to ensure no cross sample contamination, unbiased sampling, accurate sample labeling, and security.

Diamond drill hole section locations are plotted on a plan map (PlanSection_LOC, Appendix C) along with drill hole collars, and surface traces. The section lines are chosen to illustrate holes drilled in 2005 within the context of historic drilling. Drilled sample intervals are measured thicknesses and not true widths. It is very difficult to estimate true thickness when the quartz veins anastomose, thicken and thin.

10.3 GEOLOGY

The three main lithologies intersected in drill core are greywacke, argillite, and mudstone. These units are consistent with regional greenschist to lower amphibolite grade Burwash Formation turbiditic metasediments. These units are interbedde and variably deformed. Two morphologies and generations of quartz veins intrude these units.

Core-scale observations of bedding contacts show that they are often deformed and may show parasitic folding axial planar to property- and regional-scale folds. Alteration is minimal and constrained to bedding contacts and the margins of the quartz veins. Biotite, chlorite, and sericite are the principle alteration minerals. This alteration may occur as: (1) very finely crystalline annealing fractures and brecciation within quartz stockwork and quartz flooding, and/or (2) as an alteration of the host lithology. Host rock alteration is restricted to a centimeter-scale halo about the quartz vein.

Mudstone units are very fine-grained, black, and commonly graphitic and may be pyrite±pyrrhotite±arsenoprite-bearing either as fine disseminations, coarse disseminated blebs, and massive horizons at bedding contacts. This unit may be locally silicified, especially where in contact with quartz veining. A bedding parallel foliation is well defined as a penetrative fabric or by the alignment of pyrite. Pyrrhotite and arsenopyrite may occur as disseminations or thin massive zones at bedding contacts.

Greywacke commonly grades to argillite but may be less commonly interbedded with mudstone. Both units are dark grey to light gray in colour. Greywacke and argillite are differentiated on the bases of grain size and the presence of graphite in argillite. Argillite shows similar sulphide tenure as mudstone in reduced abundance.

Quartz veining is described and discussed in the Mineralization section below.

10.4 MINERALIZATION

Mineralization is hosted in two morphologies of quartz veins that are identified in logging as Type-A and Type-B.

Type-A quartz veins, as defined by logging in 1988 are here defined as: (1) deformed or highly erratic mottled to white to dark grey and sugar-textured. Identifiable quartz crystals are millimeter-scale, and white; the veins themselves are cm-to dm-scale. Locally, these veins are more accurately described by quartz-flooding in the host rock. Brecciation of the host rock is commonly observed and is associated with biotite and chlorite alteration adjacent to vein walls and sericitic (±a pale green alteration)

alteration adjacent to, or within, the vein. These veins also appear to lack any zoning. (2) Veins of limited thickness (up to 3cm) with straight contacts share a similar morphology to (1); however, these veins are smaller and undeformed. No crosscutting relationships were observed between these two generations of veins; however, state of deformation is an indication. Disseminated to small agglomerates of pyrite are associated with Type-A veins. This sulphide mineralization commonly occurs at vein walls and is massive in habit

Type-B quartz veins are massive, commonly light to dark grey, rarely black, undeformed, and are the predominant morphology of quartz veining. Sulphide mineralization associated with Type-B quartz veins include: pyrrhotite, pyrite, sphalerite, chalcopyrite, and arsenopyrite Sulphide concentrations are variable and commonly associated with fractures and breccia matrixes. This style of silicification may occur as (1) centimeter-scale veins which cut the core with sharp and straight contacts; (2) quartz flooding, particularly in argillite host rock, where the rock becomes chert-like; (3) stockwork veining where up to 70% of the core may be centimeter-scale quartz veins; and (4) decimeter- to meter-scale massive veins. Brecciation and fracturing of quartz veins may be observed and is associated with sericite>chlorite>biotite intra and inter vein alteration.

The best-grade gold mineralized intervals are hosted in strongly fractured and brecciated and quartz±biotite±sericite±chlorite annealed Type-B stockwork veins that are spatially coincident with mudstone. In this setting sulphide content can range between 5 and 50%. Brecciation and rotated clasts of argillite, mudstone, and quartz vein support syn-mineralization brittle deformation. Sulphide mineralization includes various ratios of pyrrhotite, pyrite, arsenopyrite, chalcopyrite, sphalerite, and galena. Pyrite and pyrrhotite are the most abundant. A summary of significant intersections is shown in Table 7. All assay intervals are drilled and measured intervals and not true widths.

Table 8 Summary of significant results from the 2005 diamond drill program.

Drill Hole	From (m)	To (m)	Length (m/ft)	Au (g/t:oz/t)
Main Zone:				
VLM-05-09	16.15	16.98	0.83/2.7	3.11/.10
VLM-05-10	20.27	21.11	1.45/4.75	4.12/.13
VLM-05-11	44.14	44.5	.66/2.2	1.29/.04
South Zone:				
VL9-05-06	44.7	51.35	6.65/21.8	5.61/.18
Incl.	44.7	47.4	2.70/8.9	3.74/.12
And	49.3	51.35	2.05/6.7	10.37/.33
VL9-05-07	43.75	45.41	1.67/5.4	4.29/.13
VL9-05-08	58.3	61.02	2.71/8.8	20.35/.65
Incl.	60.48	61.02	0.54/1.8	86.0/2.76
Union Zone:				
VLU-05-04	32.22	37.59	5.37/17.6	3.42/.11
Incl.	32.22	34.92	2.7/8.8	4.34/.14

And	37	37.59	.59/1.9	8.80/.28

10.4.1 MAIN ZONE

Holes VLM05-09, 10, and 11 were completed in the Main Zone.

Drill holes VLM05-09 and 10 were drilled on section 7018640N. This section was tested in 1983 and 1988. Core samples collected in 1983 were not analyzed by coarse metallic method, and therefore the results from this drilling are grossly underestimated. Although Balog (1989) shows that re-assaying these samples can increase the gold tenure by up to 375%, this was not reported on the paper drilled sections created at the time. The results of the re-sampled 1983 core are presented in a long section of the Main Zone. VLM05-09 was collared to test continuity of mineralization between 88-06 and 88-10. VLM05-10 stepped behind 88-10 and tested the continuity of mineralization approximately 20 meters down dip from VLM05-09 between 83-10 and 83-16 (Section Main Zone 7018640N, Appendix C). Drill hole 88-38 tests the main quartz vein at a depth of 100 meters down dip and intersected 1.8 g/t over 0.7 meters on an otherwise unmineralized section. VLM05-09 intersected significant gold mineralization at 16.98 meters in a Type-A quartz vein[+] (Table 8). The interval is host to 20% sulphide (py>>cp>py) and intrudes mudstone. VLM05-10 was intersected significant gold mineralization at 20.27 meters and 49.83 meters (Table 8). In both intervals Type-A and Type-B quartz veins (stockwork) show sulphides in excess of 10%, including sphalerite, which have intruded mudstone.

[+] *Sample **171751** assayed 3.11 g/t Au over 0.83m. This sample is tagged to the correct depth and interval, and is sampled as the hangingwall of the mineralized interval. The sample below is of a sulphide-rich Type-A quartz vein. This interval assayed 0.02 g/t Au over the correct interval and the correct depth. It is here assumed by the author, based on the sample descriptions and the assay results, that there was an error in these to samples when collected in the field. They are therefore corrected for the purpose of this discussion.*

Table 9 Assay results VLM05-09 and VLM05-10

Drill Hole	From (m)	To (m)	Interval	Au (g/t)	Au (oz/t)
VLM-05-09	16.15	16.98	0.83	3.11	0.100
	16.98	17.57	0.59	0.02	0.001
	17.57	19.32	1.75	0.06	0.002
	19.32	20.66	1.34	0.36	0.012
	20.66	22	1.34	0.03	0.001
	22	23.2	1.2	0.34	0.011
	23.2	24.17	0.97	0.01	0.000
VLM-05-10	19.35	20.27	0.92	0.01	0.000
	20.27	21.11	0.84	5.66	0.182
	21.11	21.72	0.61	1.99	0.064
	21.72	22.56	0.84	0.3	0.010
	22.56	23.47	0.91	0.03	0.001
	48.16	49.83	1.67	0.03	0.001
	49.83	50.83	1	1.99	0.064
	50.83	51.79	0.96	0.06	0.002

	51.79	52.73	0.94	0.08	0.003
	52.73	54.31	1.58	0.01	0.000
	54.31	55.33	1.02	0.01	0.000
	55.33	56.25	0.92	0.02	0.001
	56.25	57.23	0.98	0.22	0.007

VLM05-11 was drilled on section 7018620N. Holes 83-02, 83-08, and 83-15 were completed on this section. VLM05-11 was collared to test the continuity of gold mineralization below the 12.43 g/t over 1.58 meters in 83-15. Gold was intersected at 44.14 meters (Table 9). This intersection of 1.27 g/t over 0.66 meters in a sulphide-bearing Type-B quartz vein only 8 meters down dip of 83-15 speaks to the coarse nature of gold mineralization in this system.

Table 10 Assay results VLM05-11

Drill Hole	From (m)	To (m)	Interval	Au (g/t)	Au (oz/t)
VLM-05-11	12.8	13.47	0.67	0.01	0.000
	13.75	14.15	0.4	0.01	0.000
	14.42	15.43	1.01	0.03	0.001
	15.43	16.43	1	0.01	0.000
	16.43	17.1	0.67	0.01	0.000
	17.1	18.92	1.82	0.39	0.013
	18.92	19.85	0.93	0.01	0.000
	42.93	44.14	1.21	0.01	0.000
	44.14	44.8	0.66	1.27	0.041
	44.8	45.42	0.62	0.05	0.002
	45.42	46.19	0.77	0.02	0.001
	46.19	47.19	1	0.01	0.000

The three holes completed in the Main Zone show similar gold grades and thicknesses to historical intersections and has improved confidence in the Main Zone resource. They also speak to the coarseness or nugget effect of the gold mineralization and the importance to well engineered holes at tight spacing.

10.4.4 SOUTH ZONE

Holes VL905-06, 07, and 08 were competed in the South Zone.

VL905-06 was drilled on section 7018205N to twin and confirm the results presented form the 1988 drill program. This hole twinned 88-62. Table 10 shows the assay results from the mineralized interval of each hole. The two holes show similar total intervals of mineralization but considerably different gold grades. VL905-06 returned 3.82 g/t over 9.91 meters, 88-62 returned 12.12 g/t over 12.14 meters.

VL905-07 and VL905-08 were completed on section 7018185N (Section South Zone 7018185N, Appendix C). This section is one of the best mineralized sections to date in the South Zone. These two holes tested the continuity of mineralization between 88-42, 88-63, and 88-64. Table 11 summarizes mineralization intersected in these holes.

Significant gold grades are intersected in all three of these holes. Similar to the Main Zone, high-grade gold intervals are associated with >5% sulphide mineralization including pyrrhotite, pyrite, sphalerite, and arsenopyrite in Type-B quartz veins that have intruded mudstone.

Table 11 Assay results comparing VL9-05 and twinned mineralized interval in hole 88-62 (entire mineralized interval included)

Drill Hole	From (m)	To (m)	Interval	Au (g/t)	Au (oz/t)	Drill Hole	From (m)	To (m)	Interval	Au (g/t)	Au (oz/t)
VL9-05-06	39.75	40.19	0.44	0.02	0.001	**88-62**	45.57	46.07	0.5	0.14	0.005
	40.42	41.15	0.73	0.01	0.000		46.07	46.57	0.5	23.17	0.745
	43.8	44.7	0.9	0.05	0.002		46.57	47.07	0.5	5.03	0.162
	44.7	45.55	0.85	3.15	0.101		47.07	47.58	0.51	1.54	0.050
	45.55	46.3	0.75	0.86	0.028		47.58	48.07	0.49	0.88	0.028
	46.3	46.75	0.45	3.53	0.114		48.07	48.57	0.5	95.82	3.081
	46.75	47.4	0.65	7.92	0.255		48.57	49.07	0.5	0.54	0.017
	47.4	47.85	0.45	0.19	0.006		49.07	49.58	0.51	22.08	0.710
	47.85	48.51	0.66	1.4	0.045		49.58	50.58	1	0.42	0.014
	48.51	49.3	0.79	0.1	0.003		50.58	51.24	0.66	3.16	0.102
	49.3	49.86	0.56	38.8	1.248		51.24	51.82	0.58	14.05	0.452
	49.86	50.75	0.89	3.76	0.121		51.82	52.32	0.5	93.26	2.999
	50.75	51.35	0.6	1.91	0.061		52.32	52.82	0.5	18	0.579
	52.65	52.98	0.33	0.18	0.006		52.82	53.44	0.62	3.61	0.116
	52.98	53.63	0.65	0.43	0.014		53.44	54.08	0.64	0.14	0.005
	53.63	54.02	0.39	0.28	0.009		54.08	54.58	0.5	0.8	0.026
	54.02	54.28	0.26	0.01	0.000		54.58	54.85	0.27	4.21	0.135
	54.28	55.1	0.82	0.01	0.000		54.85	55.4	0.55	0.65	0.021
							55.4	55.9	0.5	0.38	0.012
							55.9	56.38	0.48	0.27	0.009
							56.38	57.11	0.73	0.14	0.005
							57.11	57.61	0.5	0.27	0.009

Table 12 Assay results VL905-07 and VL905-08

Drill Hole	From (m)	To (m)	Interval	Au (g/t)	Au (oz/t)
VL9-05-07	43.75	44.72	0.97	0.05	0.002
	44.72	45.44	0.72	6.49	0.209
	45.44	46.38	0.94	2.61	0.084
	46.38	46.88	0.5	0.09	0.003
	46.88	47.31	0.43	0.18	0.006
	47.31	48.25	0.94	1.26	0.041
	48.25	49.3	1.05	0.05	0.002
VL9-05-08	56.83	57.47	0.64	0.01	0.000
	57.47	58.3	0.83	0.06	0.002
	58.3	59.25	0.95	3.82	0.123
	59.25	59.85	0.6	2.69	0.086
	59.86	60.48	0.62	2.84	0.091
	60.48	61.02	0.54	86	2.765
	61.02	61.21	0.19	0.74	0.024
	61.21	62.01	0.8	0.1	0.003
	62.01	62.27	0.26	0.62	0.020
	62.27	62.4	0.13	0.46	0.015
	62.4	62.76	0.36	0.62	0.020
	62.76	63	0.24	0.08	0.003
	63	63.9	0.9	0.07	0.002
	63.9	64.5	0.6	0.03	0.001
	64.5	65.25	0.75	0.07	0.002
	65.25	65.77	0.52	0.02	0.001

10.4.5 UNION ZONE

Holes VLU05-01, 02, 03, 04 were completed in the Union Zone

These holes were designed to systematically test the vein set recognized by Balog (1989) and Van Angeren (1994) in the Union Zone. Drilling in the past targeted specific parts of the quartz vein, and as a result, made it very difficult to prove continuity of the quartz veins at depth. Table 12 and 13 summarize the mineralized intervals from VLU05-01, 02, 03, and 04.

Table 13 Assay results VLU05-01, VLU05-02, VLU09-03

Drill Hole	From (m)	To (m)	Interval	Au (g/t)	Au (oz/t)
VLU-05-01	28.54	29.56	1.02	0.62	0.020
	29.56	30.36	0.8	2.29	0.074
	30.36	31.16	0.8	0.53	0.017
	31.36	31.71	0.35	0.08	0.003
	31.71	32.73	1.02	0.75	0.024
	32.73	33.73	1	0.03	0.001
	36	36.25	0.25	0.02	0.001
VLU-05-02	23.47	24.47	1	0.14	0.005
	24.47	25.17	0.7	0.11	0.004
	25.17	26.09	0.92	0.02	0.001
	26.09	27.02	0.93	13.05	0.420
	27.02	27.99	0.97	0.75	0.024
	27.99	28.49	0.5	4.95	0.159
	28.49	29.16	0.67	4.95	0.159
	29.16	29.41	0.25	1.75	0.056
	32.53	33.33	0.8	1.47	0.047
	33.33	34.29	0.96	10.46	0.336
	34.29	34.79	0.5	0.25	0.008
	34.79	35.66	0.87	0.51	0.016
	35.66	36.69	1.03	0.02	0.001
	38.16	38.59	0.43	2.03	0.065
VLU-05-03	21.7	22.6	0.9	0.02	0.001
	22.6	23.47	0.87	0.06	0.002
	23.47	24.22	0.75	0.24	0.008
	24.22	24.87	0.65	1.12	0.036
	24.87	25.47	0.6	0.26	0.008
	25.47	26.1	0.63	0.34	0.011
	26.1	26.68	0.58	0.38	0.012
	26.68	27.23	0.55	0.09	0.003
	27.23	27.67	0.44	0.06	0.002

	27.67	29.06	1.39	0.47	0.015
	29.06	29.63	0.57	0.1	0.003
	29.63	30.71	1.08	0.32	0.010
	30.71	31.68	0.97	0.02	0.001
	31.68	32.61	0.93	0.01	0.000
	32.61	33.61	1	0.14	0.005
	33.61	34.56	0.95	0.74	0.024

Table 14 Assay results VLU09-03 cont…, and VLU05-04

Drill Hole	From (m)	To (m)	Interval	Au (g/t)	Au (oz/t)
cont…					
VLU-05-03	34.56	35.66	1.1	10.01	0.322
	35.66	36.56	0.9	5.16	0.166
	36.56	37.13	0.57	0.73	0.023
	37.13	37.86	0.73	1.25	0.040
	37.86	38.71	0.85	0.74	0.024
	38.71	39.59	0.88	0.06	0.002
	39.59	40.58	0.99	0.01	0.000
	40.58	41.76	1.18	0.01	0.000
	41.76	42.72	0.96	0.29	0.009
	42.72	43.39	0.67	0.75	0.024
	43.39	44.3	0.91	1.9	0.061
	44.3	45.02	0.72	0.62	0.020
VLU-05-04	45.02	45.27	0.25	0.1	0.003
	45.27	45.69	0.42	0.02	0.001
	32.22	32.57	0.35	3.83	0.123
	32.57	33.31	0.74	0.7	0.023
	33.31	33.81	0.5	4.48	0.144
	33.81	34.31	0.5	8.13	0.261
	34.31	34.92	0.61	5.82	0.187
	34.92	35.52	0.6	0.7	0.023
	35.52	36.02	0.5	0.36	0.012
	36.02	36.52	0.5	0.98	0.032
	36.52	37	0.48	0.68	0.022
	37	37.59	0.59	8.8	0.283
	37.59	38.17	0.58	0.15	0.005
	38.17	38.67	0.5	0.55	0.018
	38.67	39.04	0.37	1.91	0.061
	39.04	40	0.96	0.6	0.019
	40	40.44	0.44	0.16	0.005
	40.44	40.94	0.5	1.11	0.036

	40.94	41.77	0.83	0.82	0.026
	41.77	42.32	0.55	0.05	0.002
	42.32	42.86	0.54	0.03	0.001
	42.86	43.6	0.74	0.36	0.012
	43.6	44.3	0.7	0.09	0.003
	44.3	45.3	1	0.26	0.008
	45.3	45.31	0.01	0.91	0.029

Results from these holes confirm that gold mineralization is associated with Type-B quartz veins that show a silicified zone of an estimated true thickness of 10 meters. Again, mineralization is spatially consistent with deformed mudstone. Gold mineralization appears to be erratic, but consistent across this zone. Further drilling is required and These four holes provide a systematic base from which to address the silicified zone. warranted on this zone.

10.4.6 SAMPLE PREPARATION, ANALYSIS, AND SECURITY

Sample integrity was maintained via a consistent sampling regime. The same orientation of core was sampled through each zone. This eliminated bias sampling. All drill core was split in the field and sent to Acme Analytical for a metallics Au assay. A coarse metallics assay comprises the crushing, pulverizing and sieving to -100mesh of a 500 -1000 g sample. The total coarse fraction, +100 mesh, is fire assayed and a one assay ton sample of the fine fraction (-100 mesh) is also fire assayed. The grade of both fractions is reported and based upon the weighted average of the two fractions. Detection limit is 0.01 g/tonne. This is considered the most accurate assay method for analyzing coarse gold.

10.4.7 DISCUSSION AND SUMMARY

Results of the 2005 diamond drill program have confirmed the importance of drilling tightly spaced and well engineered drill holes in developing a gold resource on the Gordon – Ven Lake property. VLM holes completed in the Main Zone proved the continuity of gold grade between historic holes while intersecting similar grades and thickness of mineralization. VL905-06 attempted to twin 88-64. While each hole shows a similar total mineralized interval, there is significant variation in gold grade. This merely confirms the nugget effect of coarse gold quartz vein systems in this geologic environment. The VLU holes in the Union Zone were collared to systematically test the proposed structural complication expressed at surface. This has not been accomplished by historical drilling. The VLU holes proved that the silicified zone continues to depth and remains mineralized; however, more drilling is required to gain any new perspective on this zone.

Results and conclusions from the drilling completed in 2005 are consistent with those generated from the 1983 and 1988 drilling.

11.0 SAMPLING METHOD, APPROACH, PREPARATION, ANALYSES AND SECURITY

11.1 HISTORIC SAMPLING

Surface samples taken during the 1987-1988 programs were grab samples. The grab samples were representative of one specific lithology (pelite or mudstone or quartz). An attempt was made to sample host rock separately from vein or stockwork material. All samples were analyzed for Au and Ag and significantly mineralized samples were additionally analyzed for As, Cu, Pb and Zn. Sample weights were up to 2 kg and all sample points were marked with metal tags identifying the sample number, sample type and date.

The drill program samples were BQ core for 1983 and NQ core for 1988. A total of 35 drill holes were completed in 1983 totaling 1538.4 meters and 46 holes were completed in 1988 totaling 5261 meters. Details of the holes completed in 1988 can be found in Appendix B.

The drilling was completed using either at 37A or a 17A Boyles drill from Midwest Drilling Ltd of Yellowknife, NT. Down hole surveying was completed using Sperry Sun Multi-shot tool or a Pajari Tropari instrument. These instruments are acceptable for dip evaluations but very untrustworthy for azimuth corrections. Variations in azimuth were tested during the last phase of drilling using a gyroscopic instrument. Holes were found to deviate up to 12° in azimuth from the original projections. Sperry Sun and Tropari instruments are affected tremendously by magnetic fields at high latitudes, especially drilling in an E-W direction.

All samples, surface and subsurface, taken during 1987 and 1988 and the re-assays of the 1983 program were assayed by Barringer Magenta Labs of Yellowknife. The 1994 sampling of Van Angeren was assayed by CanTech Labs of Calgary, AB.

The surface samples from 1987 and 1988 were assayed using a 30 g sub-sample and a fire assay (FA) with an atomic absorption (AA) finish. This was also the original assay method for the initial round of drilling in 1988. Samples returning higher gold grades than 5 g/t were re-assayed using FA and gravimetric method. Cu, Pb and Zn assays were completed using AA. Arsenic was assayed using colourimetric method.

A total of 1025 drill core samples were analyzed in 1988. The maximum sample width was 1.0 meter and the minimum width was 0.1 meter. The vein material was sampled separately from the wallrock. Hangingwall and footwall rocks were sampled in veins > 0.5 meter. As stated above the initial program assayed using FA and AA finish. It was soon realized that the coarse metallics were not being included in the final assays. Assaying then went to a FA pre-concentration and gravimetric finish incorporating both the fine and coarse fractions of gold. Full core analyses was completed on most of the vein material with half NQ splits (final portion of core from initial 1988 phase of drilling) of previous assayed core. The Ag assays were completed using FA with AA finish and the As assays were completed by geochem.

Re-assay of 130 selected samples from 1983 BQ drilling indicated the FA with AA finish method under estimated the total amount of gold grade by 375% (Internal Report for Pacific Trans Ocean Resources). There is no information on the QA/QC of the sampling or assaying of the core. Barringer Magenta and CanTech Labs were certified assay labs at the time the assaying was completed.

11.2 2005 DIAMOND DRILL PROGRAM

Core intervals designated to be sampled were marked in the core box with china marker. The core was then photographed. Core boxes marked for sampling were then moved to a temporary core rack in the splitting shack; the remainder of the core was moved to the permanent core racks.

Special attention was placed on removing bias based on sulphide concentration. To achieve this, the geologist marked the axis, or splitting location, of the semi-massive and massive sulphide intervals.

The core was split using a manual splitting machine. Sample intervals were broken into lengths of approximately 10cm inside the core box. A plastic lined box was placed on both sides of the splitter. The side which collected the material for analysis was then lined with the sample bag to eliminate cross contamination or loss of sample material. Half the sample was collected in the sample bag, the other half (off cut) was returned to the core box, taking care to return it in the correct orientation and location in the core box. Sample tags were placed in the bags, which were then sealed with plastic zip ties. These samples were placed in larger rice bags which were labeled and sealed for transport. All sealed samples were stored in camp until the end of the drill program. The samples were shipped directly from Ven Lake camp to Yellowknife via chartered aircraft where they were received by Aurora's expeditor. The samples were then delivered by the expeditor directly to ACME Analytical Labs in Yellowknife for processing.

All samples prepared for geochemical analysis were analyzed at Acme Analytical Laboratories Ltd. (herein ACME).

Samples are prepared to pulp at the Yellowknife Branch located at:

P.O. Box 416 - 136 Bristol Ave. - Yellowknife, NT - Canada X1A 2N3
Tel: (867) 873-9484 - Fax: (867) 873-9490

The pulps are then shipped to the Vancouver Laboratory for analysis:

852 East Hastings St. - Vancouver, BC - Canada V6A 1R6
Tel: (604) 253-3158 - Fax: (604) 253-1716

Acme Analytical Laboratories Ltd. is an ISO 9001:2000 certified laboratory and Boxxer relied upon the lab for QA/QC due to the small program and limited sampling. The QPs can verify Boxxer did not carry out an internal QA/QC program. The authors are extremely comfortable with the sample preparation, security and analytical procedures completed during this short drill and prospecting program.

All samples were analyzed by coarse metallics assay, which comprises the crushing, pulverizing and sieving to -100mesh of a 500 -1000 g sample. The total coarse fraction, +100 mesh, is fire assayed and a one assay ton sample of the fine fraction (-100 mesh) is also fire assayed. The grade of both fractions is reported and based upon the weighted average of the two fractions. Detection limit is 0.01 g/tonne.

The sampled intervals were determined and sample tags completed by Dave White (P.Geol). The core samples were split by two other Aurora Geosciences Ltd. employees in camp.

A total of 147 samples were collected during this program.

11.3 2006 PROSPECTING PROGRAM

Samples collected during the 2006 prospecting program were described and tagged in camp at the end of each traverse day. These samples were then flown to Yellowknife at the end of the program in the custody of the program geologist. The samples were then taken directly to Acme Labs in Yellowknife for preparation and shipment to Vancouver, BC. All samples were analyzed by GROUP 1EX. A 0.25 GM SAMPLE DIGESTED WITH HCLO4-HNO3-HCL-HF TO 10 ML. Samples that returned gold values greater than 10,000ppm were re-submitted for Fire Assay. There were no such samples.

This program was supervised by Gary Vivian, P. Geol.

12.0 DATA VERIFICATION

The author was not involved in any of the design, management or implementation of any of the previous programs. The author has not undertaken any independent verification of the quantitative data that has been extracted from these reports, especially with respect to the various historical mineral resource estimates; therefore the author has not had an opportunity to verify any of the data except to say all information was documented by suitable and qualified personnel.

Diamond drill core was examined on-site to confirm the qualitative character of mineralization and to verify logging accuracy (2005). Drill logs were checked against drill sections and interpretations, and against assay certificates provided by the assayer. Available assay certificates were checked against resource modeling databases to determine whether or not transcription errors or systematic inconsistencies were present.

The work on the property has been carried out by assumed reputable companies and there is no apparent reason to question the veracity of the information as presented in the relevant historic reports. The core from the later drill programs is in good condition and stored at the Gordon - Ven Lake Property. Should there be a need to verify documented results the authors recommend resampling the stored core in an attempt to verify the previous assay results. Repeating assay results in twinned holes should be considered of low probability because of the coarse nature of the gold mineralization. 2005 diamond drilling has confirmed the presence gold mineralization within the tested zones and the supports assay results presented in historic documentation.

13.0 ADJACENT PROPERTIES

There are 54 gold showings in the Yellowknife Supergroup surrounding Gordon Lake (Figure 19). The majority of these showings are along the shoreline of, or proximal to, Gordon Lake which is most likely a function of the effective access provided by Gordon Lake rather than Gordon Lake reflecting a unique geologic domain within the Yellowknife Basin. Of the 54 showings, 48 are hosted in the greenschist-metamorphosed Burwash Formation. The remainders are hosted in the Cameron River Formation, a volcanic package at the eastern margin of the basin.

The showings have been the focus of varying degrees of exploration ranging from Reconnaissance to Producer. Reconnaissance defines occurrences as an area of preliminary examination and has revealed a site

of interest. Local Examination includes sampling and ground investigations such as grid-based surveys have been carried out to further knowledge of the site. These may include trenching but not drilling. A Drilled showing has been tested by at least one drill hole, not including Winkie/packsack holes or holes less than 3 meters deep. Generally surface work has been done as well. Advanced Exploration describes a deposit which is well understood in three dimensions. Generally this means enough work has been done on which to base resource calculations. A Producing showing is a deposit which is currently being mined and producing a commodity. Minor Producers are currently being mined and producing a commodity, at rates of mining less than about 10,000 tonnes of ore per day. The prefix "Past" identifies a deposit which at one or more times was producing a commodity but is no longer.

13.1 PAST PRODUCERS

There are five Past Minor Producers on Gordon Lake including the Tracy No.1, Goodrock, DAF Vein, Camlaren Mine, and Burnt Island.

The Burnt Island Mine includes the No.4 and No.5 showings (modified after Silke, 1999). The occurrence is underlain by a sequence of slate, siltstone, and greywacke of the Yellowknife Supergroup. Gold mineralization is commonly found in small quartz veins which are seldom more than 100 feet in length. This area was first staked in 1939 as the ARDOGO group. Mapping and trenching work was done by the Mining Corporation of Canada in that year. The claims were re-staked sometime in the 1940's as the GOOD HOPE group, and a 43-foot deep prospect shaft was developed in 1945. The shaft was sunk on a number of closely spaced quartz veins in a zone 5-6 feet in width. The zone was found to trace south of the shaft, but narrowed to a foot in width. Later by 1946, Zolota Yellowknife Gold Mines Ltd. optioned for work on the claims. They also acquired control of the adjacent EAST HOPE and HAZEL groups, previously controlled by Gordon Lake Prospectors Ltd. Zolota Mines held the property into the 1950's. In 1959, the property was re-staked as the GOO group by G. McDonald and J. Woolgar. Proportions of the claims lapsed and were re-staked by various parties through the 1960's and 1970's. In 1980, Burnt Island Gold Mines Ltd. presumably held all the GOO claims. They conducted 991 meters of diamond drilling near the old shaft area in 1981 or 1982. The best assay result from these drill holes was 6.17 ppm gold over a length of 3.35 meters. In 1983-84 a decline was driven towards the old shaft, but a lack of funds caused the project to be aborted. In the late 1980's the decline was further developed to 155 meters and during the summers of 1989-1990, a 2,000 ton bulk sample was extracted and stock piled. In 1990, 1,700 tons were processed in an onsite 25ton/day mill through a joint venture by Camlaren Mining Ltd. and New Era Developments Ltd. Production was cancelled in 1991.

Burnt Island No. 4 is a gold showing located at 63.0619N 113.1442W on Burnt Island in Gordon Lake. The gold is found in quartz veins which are located in non mineralized meta-greywackes. In addition to gold, small amounts of pyrite, arsenopyrite, pyrrhotite, galena, and chalcopyrite are also found in the quartz. In 1982 more exploration work was carried out for Burnt Island Gold Inc. A surface grab sample from the Burnt Island trench zone assayed at 0.082 oz/ton (Hauser 1996, Fraser 1939, Woodcock 1982). Burnt Island No. 5 is a gold showing on four islands collectively known as Treasure Island 250 meters east of Burnt Island. It is located at 63.0653N 113.1444W. The gold is found in quartz veins hosted in non mineralized greywackes. In 1982 two diamond drill holes were drilled intersecting two narrow veins containing visible gold. The highest assay result was 0.278 oz/ton over 0.4 meters, with all the results from the sulphides less than 0.10 oz/ton.

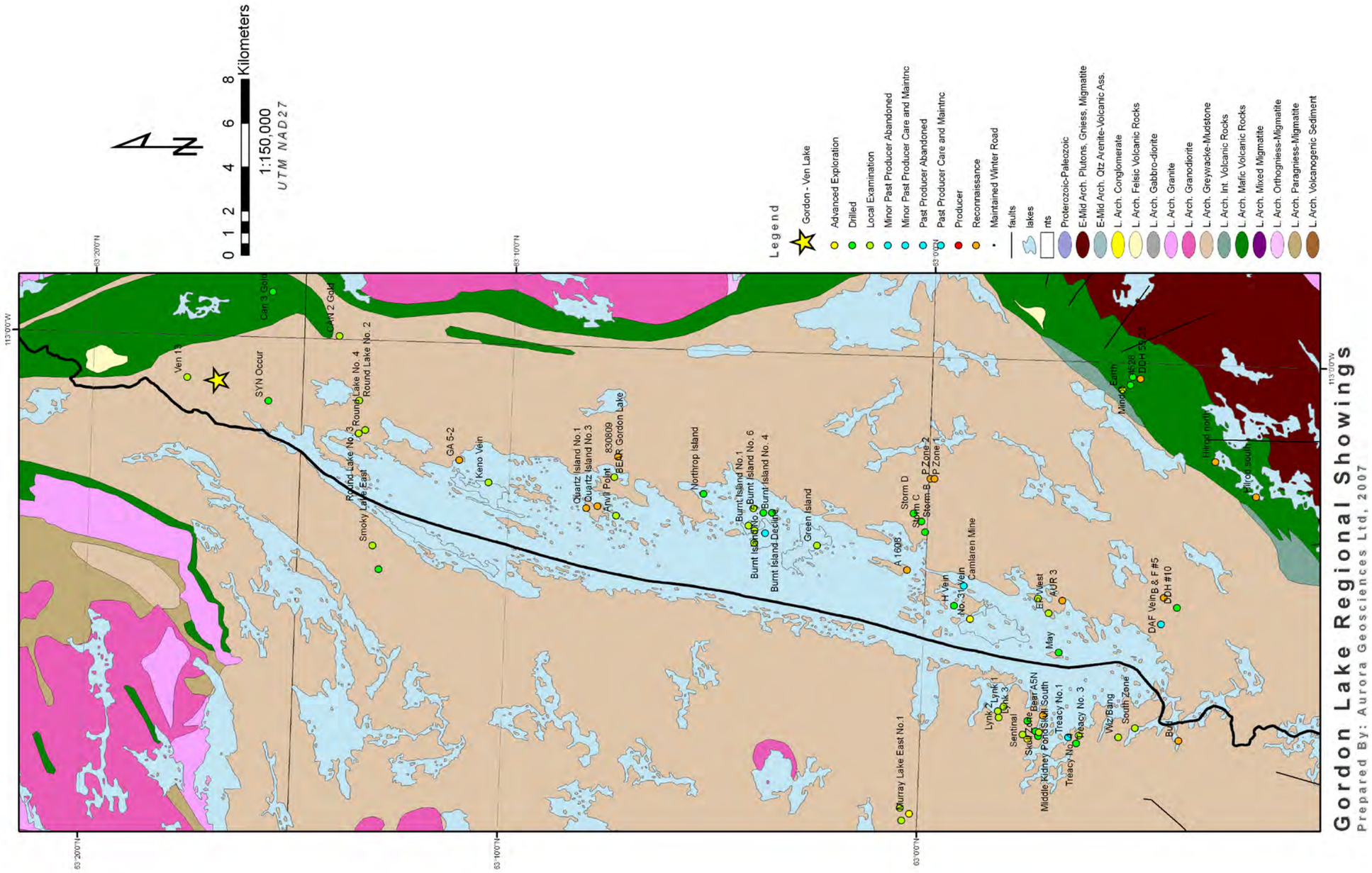

Figure 27 Gordon Lake regional showings (modified after Schreiner, 2002)

Seven grab samples from the four islands ranged from 0.016 to 1.138 oz/ton (Woodcock 1982).

Camlaren Mine (modified after Silke, 1999) is underlain by thinly bedded slates and greywacke of the Yellowknife Supergroup. There are three main veins which were explored on the Camlaren property, the "Hump" at the main camp, the "31" on Zenith Island, and the "H", also located on the main camp. The Hump vein is an outcrop in the shape of a saddle 18x20 feet in diameter. This vein has been investigated at the 350 foot level with no apparent decrease in size or grade of ore. Gold mineralization in this zone is described as fine powder in the quartz. The "31" vein on Zenith Island is host to less gold and sulphide mineralization than the Hump vein. It occurs as a series of irregular and discontinuous quartz lenses along the crest of a fold. The "H" Vein is a small narrow sulphide-rich vein exposed over a length of 100 feet with an average width of 15 inches and an average grade of 1.22 oz/ton Au.

Production at the Camlaren site started in 1962 by Discovery Gold Mines, the owners of the Discovery Mine north-west of Gordon Lake (Table 15). Over 12,000 tons of ore were extracted and milled at Discovery Mine up to 1963. In July 1980 production resumed with a 150 ton/day cyanide mill facility on site under contract by the Mining Corporation of Canada. Due to low grade prices in the 1980's and un-profitable operations, the mill shut down in August 1981. Recorded production during 1980-1981 totaled 12,174 tons. The abandoned site was cleaned and all buildings removed in 1990.

Table 15 Camlaren Mine production summary

Camlaren Mine Production Levels

Years	Ore Milled (tons)	Gold Recovery (oz.)	Silver Recovery (oz.)
1963	12,174	13,885	3,738
1980-1981	22,634	9,188	2,416
Total	**34,808**	**23,073**	**6,154**

Goodrock is an abandoned minor gold mine located at 63.0314N 113.135W. The gold is found in quartz veins which are hosted in non-mineralized greywacke, siltstones and slates. Tungsten in the form of scheelite was also mined from the property. Exploration done by Galloway Gordon Lake (NWT) Mining Syndicate Limited in 1938-39 included sinking a 10.7 meters shaft into vein No.1, test pitting, and between 457.2 and 609.6 meters of diamond drilling. Unfortunately no detailed information is available about this work. Goodrock Gold Mines Limited purchased a 60% interest in the property and through their exploration discovered the presence of scheelite. Over the winter of 1942-1943 a 10 tons/day mill produced tungsten concentrate from the property. In 1944 Argonaut Yellowknife Mines Limited acquired the property. They reportedly carried out a diamond drill program from 1944 to 1946 that indicated commercial values of gold. North Star Mines trenched the BON 5 claim in 1973 and found between 0.024 and 1.64 oz/ton gold. In 1975 the BON 2 claim was trenched but there are no results given (Holden, 1973; Little, 1959).

13.2 DRILLED PROPERTIES

A number of drilled showings also occur along Gordon Lake.

The Gordon - Ven Lake property is located 1600 meters from the western shore at the northern end of Gordon Lake. Exploration programs completed in 1949, 1959, and 1988 have identified and delineated four zones of auriferous quartz veins, all of which underlie lease 2730. In 1988, based a total on 39 diamond drill holes and trenching a non-NI 43-101 compliant historic inferred undiluted possible

resource estimate of 3,190 troy ounces gold was proposed for the No.1 Zone. In 2006, Mercator Minerals Ltd. conducted a short reconnaissance prospecting program. Gold mineralization is associated with mudstone-hosted sulphide-bearing shear and breccia zones at the hangingwall and footwall contacts of massive quartz veins. The silicified shears and quartz annealed breccia zones host disseminated and massive-textured veinlets of arsenopyrite±pyrite±pyrrhotite. Coarse or nugget gold is intimately associated with the silicified zones or in the massive quartz veins at the contacts with these zones. Trenching and sampling completed in the No.1 Zone outlined a quartz vein grading 0.92 oz/ton Au, 0.67 meters thick over a strike length of 42 meters (Hoefer, 1988). Best-grade subsurface intersections include: 0.604 oz/ton Au over 0.79 meters in hole 88-2; 1.197 oz/ton over 0.64 meters, and 14.23 oz/ton over 0.30 meters, and 1.29 oz/ton over 0.61 meters in hole 88-5 (Garrow, 1988). The property consists of Mining Lease 2730, originally staked in 1947 and the adjacent Scar Claims, held in good standing by Mercator Minerals Ltd.

Murray Lake #4 is a gold showing that was drilled by Pan Group in 1937 and 1940, and later exploration work was done by Pan Aurum in 1963. Gold and pyrite were found in feldspar bearing quartz veins and along the axis of an anticline in greywacke and slate. Channel samples were reported to assay between 3 and 10 oz/ton Au across 0.91m. Other similar quartz veins were noted but it is unclear if these showing were drill targets. From the drill hole data it is clear that mineralization was found associated with quartz veins and lenses, in some cases visible gold is noted. The quartz is hosted in non mineralized greywacke and slate. Murray lake #4 is located on the south side of Murray Lake (63° 30'N 113° 24'W) (Mitchell, A, 1960).

Spud 74 is a gold showing located at 63.1006N 113.4781W. The gold is hosted in quartz veins which are located in non-mineralized greywackes and quartz schists. It was drilled by Spud Arsenault Gold Mines Limited in 1946. Approximately 74 diamond drill holes were drilled totaling around 2636.5 meters. The exact location of these holes is unknown as no maps accompanied the assessment report. The best assay results from these hole were 1.13 oz/ton Au over 0.38 meters, 1.21 oz/ton Au over 0.91 meters, 0.82 oz/ton Au over 0.97 meters, 0.78oz/ton Au over 1.52 meters, 1.17oz/ton Au over 0.91 meters, 0.74 oz/ton Au over 0.53 meters and approximately 0.70 oz/ton Au over 5.79 meters. A second hole which checked the last intersection gave a result of 0.29 oz/ton Au over 1.35 meters and after a gap of 0.36 meters 2.66 oz/ton over 0.91 meters (AR 082274; AR 082301; Lord. 1951).

Mac Lake South is a gold showing located at 63.0658N 113.47W. The gold is found in quartz veins which are located in non-mineralized quartz biotite schist. Mac Lake South was first staked by Consolidated Mining and Smelting Company in 1938. They completed a 34 hole diamond drill program totaling 2542.3 meters as well as 30 rock trenches and a decline portal, sunk to a depth of 11.6 meters. Three trenches were also dug on a nearby island probably following the vein. There is no public record of the results of the exploration; a composite map is the only record of the work. Treminco picked up the property in 1986 and took a sample that ran 0.128 oz/ton gold. The showing was later drilled by Roxwell Gold Mines Ltd. in 1990. They acquired the property from Cominco Ltd. and give a calculated ore reserve of 96,000 tons grading 0.27 oz/ton gold (cut). No detailed report is available to show the exact location of the drill holes or how the ore calculations were derived of who did them (AR 015120, Padgham, 1988).

Sparta Vein is a gold showing located a 63.0978N 113.5075W. The gold is found in quartz veins which are located in non mineralized pegmatite dykes and altered mica hornfels. Exposed parts of the vein are commonly bordered by thin bedded black slate and slatey greywacke. The veins are believed to occupy a sharp fold, with an axial plane that strikes to the North-West and dips to the North-East. The Sparta

claims were staked in 1945 by U.J. Arsenault. Diamond drilling in 1946 intersected veins with grades as high as 1.21 oz/ton of gold over 0.91 meters. Treminco Resources conducted some sampling in 1987 and found a sample from the Sparta vein with a grade of 0.138 oz/ton and a sample from Northeast of the vein with 0.636 oz/ton. It was proposed that the host unit for the Sparta vein could be traced north to the GAB claims and South to the TRY ME claims (AR 082274, Padgham, 1988).

Northrop Island is a gold showing located at 63.0894N 113.1292W. The gold occurs in quartz veins, stringers or masses. Graphite is also found in the quartz, and native copper has been reported. The quartz is found in non mineralized meta-greywacke. J.M. Herriman started exploration with a diamond drill program in 1946. Seven holes totaling 110.3 meters were drilled, much of the quartz that was intersected was noted to be mineralized and visible gold was seen in one of the holes. In 1959 Beneventum Mining Company Ltd. ran a diamond drill program with 25 holes totaling 482.8 meters. Visible gold was reported in several drill holes. In 1960 Sand River Gold Mining Company Ltd drilled 13 diamond drill holes totaling 771.1 meters. No assay results are available for the 1960 drilling. They also performed EM and Magnetometer surveys on all parts of the claim that were covered with water. In 1988 more exploration work was done for M. Murphy. A total of 52.4 meters of diamond drilling was done in three holes. Assay results from the drill core returned values ranging from <0.003 to 0.027 oz/ton gold. Further work in 1995 by Bob Hauser returned a grade of 650 ppb gold (Hauser 1996, Nisco, 1960; Magrum, 1988; Herriman, 1946).

Storm A, B, C and D are gold and silver showings located at 63.0025N 113.1475W. The four showings occur along a strike length of 1.5 kilometers trending northeast. The gold is found in quartz veins, and is associated with varying amounts of pyrite and pyrrhotite. The quartz veins are located in non-mineralized greywacke. Cadillac Explorations drilled 22 diamond drill holes in 1981 totaling 1269 meters. The quartz veins intersected were assayed for gold and silver. They found a high of 1.150 oz/ton for 0.46 meters for gold in zone B. The drill logs are missing for the holes that had high assay results in both Zone B and C. The other assay results cannot be matched to a drill hole as they have been poorly labeled (Fast, 1981; Brophy, 1984)

All Mineral Resource and Mineral Reserve calculations presented in Section 13 have not been verified by the qualified authors of this Technical Report. The estimates/calculations (historical or not) are not known to be prepared by independent Qualified Persons, nor are the authors aware if any of the information contained therein has been audited by an independent Qualified Person. It is possible that the Historical Estimates presented in Section 13 do not conform to the Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") standards of reporting pursuant to requirements under National Instrument 43-101. The authors have not verified the character of mineralization on these properties; therefore, it cannot be confirmed that mineralization at the aforementioned deposits is indicative of mineralization described on the Gordon - Ven Lake property. The data has been primarily summarized from the Government of Northwest Territories NORMIN database and references therein.

14.0 MINERAL PROCESSING AND METALLUGICAL TESTING

There has been no metallurgical testing completed on gold-bearing ore at the Gordon - Ven Lake Property to the present.

15.0 MINERAL RESOURCE AND MINERAL RESERVE ESTIMATES (Calculations in Appendix B)

A current (post 2001) resource estimate under any CIM definition has not been calculated for the Gordon - Ven Lake property. All inferred resource estimates presented in Section 8 are therefore historic. The historical estimates were not prepared by independent Qualified Persons, nor has any of the information contained therein been audited by an independent Qualified Person. The historical estimates do not conform to the Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") standards of reporting pursuant to requirements under National Instrument 43-101. As a result, the authors wish to clarify that: (i) there are no mineral resources and no mineral reserves on the Gordon - Ven Lake property as such terms are defined under National Instrument 43-101.

Because of the "nugget" effect that results in erratic gold grades in sediment-hosted quartz vein gold systems, the author(s) caution that generating a possible inferred resource and the biased sample density of historic intersections by where surface samples are directly correlated with subsurface samples concentrated about a small interval (30 meters from the surface) may not accurately represent a possible inferred resource.

Drill indicated **non-NI 43-101 compliant historical inferred possible resource** estimates have been established for the W1 Vein and the #9 Vein in 1988 (Balog, 1989). This estimate was completed using a 4.0 GMT gold cutoff over a minimum width of 1.5 meters (true width) and a specific gravity of 2.7 tonnes per cubic meter.

All resource estimates are calculated using longitudinal sections of the veins and a polygonal block method. Polygons have included all material to the midpoint between adjacent holes. Polygons occurring on the edge of the longitudinal and having no adjacent holes were extrapolated a maximum of 15 meters.

The W1 Vein is estimated to contain 12,500 tonnes grading 10.3 GMT gold and the #9 Vein is estimated to contain 106,500 tonnes grading 11.3 GMT gold. A higher grade section within the #9 Vein is estimated to contain 60,700 tonnes grading 17.8 GMT gold. These calculations are taken from Balog (1989) but not confirmed.

There is insufficient drilling on the Union Zone for any tonnage estimates.

Serious consideration needs to be given as to the accuracy of these tonnages. There are no concerns about the real values intersected in the drilling. Without proper engineering data for the holes, one would be delinquent to assume these values to be any more than an estimated resource. Certainly, higher definition drilling and well engineered holes will help to truth these estimates. This writer does not have available to him the calculations used for the W1 Vein estimate so they cannot be confirmed. Calculations for the #9 Vein are contained within Appendix B.

Most recently and certainly more dependable are the calculations by Van Angeren of 1994. Essentially he has provided a possible resource estimate of 2,250 tonnes grading up to 35.3 g/t Au within 15 meters of the surface on the W1 Vein. He suggests the #9 Vein and Union Zone are insufficiently mineralized at this time to warrant exploitation. This conclusion is based primarily upon the insufficient high definition drilling needed to create confidence in continuity between drill intersections. This comes with the recognition the pockets or shoots of mineralization are quite small. His calculations are provided in Appendix B and are completed as simple blocks taking into consideration all the material within 5 meters of the drill intercept. There needs to be a high definition and well engineered drilling program to consider doing a resource estimate on the #9 Vein and the Union Zone. The very high grades recognized in some of the drill intercepts suggest that high definition drilling will be the only way to provide any continuity from one drill intersection to the next.

16.0 OTHER RELEVANT DATA AND INFORMATION

16.1 PROHIBITED DISCLOSURE

All inferred resource quantity and grade estimates pertaining to the Gordon - Ven Lake Property as presented in this Technical Report are conceptual only. Any mineral resource estimates presented in this Technical Report were presented prior to 2001 and are therefore considered historical estimates and do not conform to the Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") standards of reporting pursuant to requirements under National Instrument 43-101. Historical estimates were not prepared by independent Qualified Persons, nor has any of the information contained therein been audited by an independent Qualified Person. As a result, the authors wish to clarify that: (i) there are no mineral resources and no mineral reserves on the Gordon - Ven Lake property as such terms are defined under National Instrument 43-101.

All Mineral Resource and Mineral Reserve calculations regarding adjacent properties as discussed in (*Section 13.0*) have not been verified by the qualified authors of this Technical Report. The estimates/calculations (historical or not) are not known to be prepared by independent Qualified Persons, nor are the authors aware if any of the information contained therein has been audited by an independent Qualified Person. It is possible that the Historical Estimates presented in Section 13 do not conform to the Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") standards of reporting pursuant to requirements under National Instrument 43-101. The authors have not verified the character of mineralization on these properties; therefore, it cannot be confirmed that mineralization at the aforementioned deposits is indicative of mineralization described on the Gordon - Ven Lake Property. The data has been primarily summarized from the Government of Northwest Territories mineral assessment database and references therein and unpublished historic exploration data.

16.2 DISCLOSURE OF HISTORICAL ESTIMATES

These historical estimates have been prepared by qualified personnel (Van Angeren, 1994 and Balog, 1989). The estimates are relevant but should not be relied upon due to the Coarse Gold Vein Model of Dominy et.al., 2000.

17.0 INTERPRETATIONS AND CONCLUSIONS

The Gordon - Ven Lake property is host to numerous quartz veins and quartz stockwork. These silicified bodies occur as either extensional or fracture/shear zones within the Burwash Formation of the Yellowknife Basin, part of the Yellowknife Supergroup Supracrustals. The veins and vein systems contain moderate to high grade auriferous zones in small ore shoots which commonly occur near the hangingwall portion of the veins. The quartz stockwork zones that occur in association with the Main, South and Union Zones have not been adequately sampled. The sampling of Van Angeren (1994) suggests this has been a significant oversight.

A total of 7313.8 meters of drilling has been completed on the Gordon - Ven Lake Gold property. Drilling to date has outlined three prominent zones of auriferous mineralization in the subsurface. The Main Zone (W1 Vein) mineralization is very erratic but there are indications (VG in 88-50, 51, and likely VL905-08) a continuity to depth could be expected. Significant zones of mineralization occur within the upper 15 meters. A **non-NI 43-101 compliant historical inferred possible resource** is estimated at 12,500 tonnes grading 10.3 GMT gold. This zone may well continue at depth to the south and north but high definition drilling will be required.

The South Zone (#9 Vein) is a sub-vertical plunging vein system containing very high grade shoots of gold mineralization. Drilling indicates that one cannot assume continuity between drill intersections. The drill intersections are too widely spaced and higher definition drilling is required. Significant potential exists in the #9 Vein for additional high grade shoots of auriferous material. Sampling of the quartz stockwork zone will be a primary focus. Grades are up to 17 g/t Au over 7.0 meters.

The Union Zone has only 10 drill holes testing the horizon. Grade is variable but it is certain the same high grade shoots, as within the Main and South Zones, likely occur. One surface channel assay sample returned 8.35 g/t Au over 6.1 meters. One drill intercept within the Union Zone returned 3.77 g/t Au over 6.4 meters core length; 13.05 g/t Au over 0.93 meters was intersected in VLU05-02. Significant surface samples were returned from Van Angeren (1994). Within the Union Zone, samples 12016, 12017 and 12041 have returned values of 18.8, 16.5 and 14.8 g/t Au in the footwall stockwork zone. This is a strong indication more sampling needs to take place in the quartz stockwork zones.

There are other areas that have returned significant results but no drilling has occurred to date. These zones are referred to as ;

i) Camp Vein which has returned three surface samples of 14.5, 28.4 and 7.6 g/t Au,

ii) Syn Zone had a 1.5 meter channel sample assay 13 g/t Au,

iii) Road Vein is up to 4.0 meters thick, locally, and has returned values up to 2.0 and 3.9 g/t Au,

iv) BLT Zone which is a very prominent 350 meters deformation zone and only a few samples have been taken returning only background values of gold,

v) S3 Vein which is part of the South Zone. Five drill holes intersected the S3 Vein returning values ranging from 4.0 g/t Au over 1.0 meter to 8.0 g/t Au over 2.0 meters.

The gold mineralization at the Gordon - Ven Lake property is highly variable in both lateral and vertical extent. Auriferous zones occur in mostly small, narrow ore shoots and most commonly occur near the hangingwall portion of the vein or vein system. This style of gold mineralization is typical of coarse gold-bearing quartz veins and occurs predominantly as coarse grains and as such the dependable assay method is metallics. The original assay method was FA with an AA finish and when this technique was compared to a FA pre-concentration with a gravimetric finish incorporating both the fine and coarse fractions of gold, the assays reflected a greater than 300% increase in grade.

Concern towards the sporadic/erratic nature of the gold grade needs to be addressed by high definition drilling and well engineered holes (using a gyro). Until this scenario is met, any grade and tonnage calculations will be dubious and conceptual at best. The high grade nature of the gold provides a tremendous impetus towards delineating future reserves.

The prospecting program completed in October of 2006 suggests the best areas for finding additional coarse gold vein structures appear to be in areas proximal to the same feature which hosts the Main, #9 and Union Zones at Ven Lake. Although prospecting was aimed at delineating an extension to this feature into the mafic volcanic stratigraphy to the northeast, no significant mineralization, silicification or alteration was noted. The prominent circular felsic plug feature, which occurs some 5-7 kilometers northeast of the Ven Lake camp, appears to be much less significant than previously documented. This feature was not identified during this program, but is likely there. The concern with spending much time looking for it stems from the fact it is not nearly as large as suggested from previous sources. As such, the target is less desirable. There is extensive bladed/acicular arsenopyrite located within the Burwash Sediments (distal sulphide exhalites) along the eastern margin of the basin (this has been documented along the Cameron River by both Giant Mine and Aber Resources).

It is apparent after this short prospecting program, the most desirable locations for identifying additional coarse gold vein structures occur in the Burwash Sediments along strike from the known Main, #9 and Union Zones. A short ohmmapper program (shallow resistivity tool) is proposed over areas of interest identified from the 1988 VLF-EM survey. A high pressure water system could be used to remove shallow overburden from areas of geophysical interest to complete additional sampling (channel or trench).

18.0 RECOMMENDATIONS

It is the belief of these writers we need to find more tonnage and drilling alone is not cost effective. Shallow geophysical surveying is relatively inexpensive and probably one of the easier ways to identify near surface quartz stockwork veining through shallow overburden coverage.

High resolution magnetic and ohmmapper surveying will be essential to increase confidence in planning packsack drill holes to intersect resistive zones thought to be coincident with quartz veins. The lack of sulfide mineralization in these quartz veins will prove not to be a good target for further IP as the quartz veins are too narrow and lie within large areas of low resistance. These high resolution surveys should be completed over the known four areas of mineralization with the focus on the Union and Syn zones. This data could then be used systematically on the numerous other showings on the Gordon - Ven Lake property to prioritize future drilling. Closely spaced linecutting will be critical to orienting the geophysical surveys to investigate shallow zones of silicification similar to those silicification zones hosting the Main and South Zones.

The following program and budget is recommended:

i) Closely-spaced 20m lines over showings and 40m lines in between the showings to provide higher resolution coverage than currently exists.

ii) High resolution magnetic and ohmmapper (resistivity) surveys over the four main zones, including the Syn Zone,

iii) Use the above responses to evaluate the priority surface targets from previous work and provide stacked sections of geophysics,

iv) Exploration drilling using a packsack drill of the most significant surface features after geophysical sections have been produced,

v) Removal of overburden and channel sampling by rock saw the Camp Vein, the extension of the Union Zone and the area between the veins in the South Zone.

vi) Intensely sample BLT and previously poorly sampled surface features during the past programs,

vii) Surface mapping, prospecting, sampling, trenching in summer and

viii) Final report compilation.

18.1 PROPOSED BUDGET

i)	Brushing lines	
	3 men for 28 days @ $1,350 per day	$37,800.00
ii)	High Resolution Ohmmapper Survey –	
	2 men and gear for 28 days @ $1,600/day	$44,800.00
iii)	High Resolution Mag over four main zones	
	28 days @ $950 per day	$26,600.00
iv)	Exploration drilling on other surface targets	
	450 meters X $225/meter	$101,250.00
v)	Rental Gear - pump, plugger 15 days @ $150/day	$2,250.00

vi)	Summer program/sampling, mapping/trenching	
	20 days @ $5,000 per day	$100,000.00
vii)	Assaying - 100 samples @ $30 per sample	$3,000.00
Viii)	Camp - 28 days @ $300/day (includes food)	$8,400.00
ix)	Final report and compilation	$12,500.00
x)	Miscellaneous (~5%)	$15,000.00
	TOTAL PROPOSED BUDGET	**$351,600.00**

Respectfully submitted,

March 29, 2010

AURORA GEOSCIENCES LTD.

David White, P.Geol

Gary Vivian, M.Sc., P.Geol.

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20.0 TITLE AND SIGNATURE PAGE

This report titled "Technical Report, Gordon – Ven Lake Property, Northwest Territories" dated March 29, 2010, was prepared by and signed by the following authors :

Gary Vivian, M.Sc., P.Geol.

President, Aurora Geosciences Ltd

David White, P.Geol.

Aurora Geosciences Ltd

Dated at Yellowknife, Northwest Territories on March 29, 2010.

21.0 STATEMENT OF QUALIFICATIONS

I, David White, of the City of Yellowknife, in the Northwest Territories, Canada,

HEREBY CERTIFY:

1. That my address is 3506 McDonald Drive, Yellowknife, N.W.T. X1A 2H1.

2. That I am a graduate of the University of Manitoba
   a) B.Arts – Physical Geology and Geology, 1999

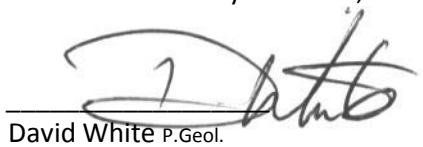
3. That I am a graduate of the University of Alberta:
   a) B.Sc. – Specialization Geology, 2003, U of A

4. That I have been practicing Geology since 2003

May, 2003 - September 2003	RWED
Yellowknife, NWT, Geologist	
September 2003 - October 2004	DIAND
Yellowknife, NWT, Geologist	
October 2004 – November 2004	Northern Dynasty Minerals Ltd.
	Vancouver, British Columbia, Geologist
November 2004 to present	Aurora Geosciences Ltd.
	Yellowknife, NWT Geologist

5. That I completed the drill program on the property for 22 days, February 12th and March 05th of 2005. My last visit to the property was March 05th 2005. I was a G.I.T for this program under the supervision of Gary Vivian. At the time of writing this report I have 6 years of gold, diamond uranium and base metal exploration experience (geological mapping, core logging and report writing) which qualifies me to write the diamond drill portion of this report. I have written and am responsible for the diamond drilling portion of this report completed during the 2005 program. I have not visited this property since March 2005.
6. That I am a registered Professional Geologist in the Northwest Territories. As such I am a qualified person for the purposes of National Instrument 43-101.
7. That I am not aware of any material fact or material change with respect to technical aspects of the report which is not reflected in the report, and that all required scientific and technical information has been disclosed in order to make the technical report not misleading.
8. That I am independent of the issuer as defined by the tests set out in Section 1.4, “Standards of Disclosure for Mineral Projects”, National Instrument 43-101.
9. That I have read “Standards of Disclosure for Mineral Projects”, National Instrument 43-101 and read Form 43-101F1. This report has been prepared in compliance with this Instrument and Form 43-101F1
10. That this certificate applies to the NI 43-101 compliant report titled: TECHNICAL REPORT GORDON - VEN LAKE PROPERTY, NORTHWEST TERRITORIES, as dated this March 29, 2010.

Dated this 29th day of March, 2010 at Yellowknife, N.W.T.



David White P.Geol.

STATEMENT OF QUALIFICATIONS

I, Gary Vivian, of the City of Yellowknife, in the Northwest Territories, Canada,

HEREBY CERTIFY:

1. That my address is 3506 McDonald Drive, Yellowknife, NT, X1A 2H1
2. That I am a graduate of Sir Sandford Fleming College as a Geophysical Technologist, 1976.
3. That I am a graduate of the University of Alberta in Geology:
   a. B.Sc. – Specialization Geology, 1983.
   b.M.Sc. – Geology, 1987, U of A – The Geology of Blackdome Ag-Au Deposit, BC
4. That I have been practicing Geology since 1983:

a)	May 1983 – November 1986	Noranda Expl Co Ltd, Bathurst, NB
b)	December 19886 – May 1988	Noranda Expl Co Ltd, Timmins, ON
c)	May 1988 – Present	Covello, Bryan and Associates Ltd and currently Aurora Geosciences, Yellowknife, NT

5. That I am a registered Professional Geologist in the Northwest Territories. I have over 25 years experience in gold exploration (geophysics, geology, mapping, core logging and program management). As such I am a qualified person for the purposes of National Instrument 43-101.
6. As a principle of Aurora, I worked on the Gordon-Ven Lake Property as an independent contractor from 2004 - 2009. I have been involved in all phases of work completed since 2004. My latest visit on the property was one full day with First Nations on October 9th, 2009, to look at some of the previous work and to dispel any belief there are any current environmental liabilities. I have written and am responsible for all sections of this report with the exception of the diamond drilling section.
7. Based on my observations during the October 09, 2009, site visit the Venn Lake Property is free of current environmental liabilities.
8. That I am not aware of any material fact or material change with respect to technical aspects of the report which is not reflected in the report.
9. That I am independent of the issuer as defined by the tests set out in Section 1.5, “Standards of Disclosure for Mineral Projects”, National Instrument 43-101.
10. That I have read “Standards of Disclosure for Mineral Projects”, National Instrument 43-101 and read Form 43-101F1. This report has been prepared in compliance with this Instrument and Form 43-101F1.
11. That, as of the 29th day of March, 2010, 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 **29th** day of **March, 2010** at Yellowknife, NT.

Gary Vivian, M.Sc., P.Geol.

22.0 CONSENT

To : The Toronto Stock Exchnage
P.O. Box 450
3rd Floor, 130 King Street West
Toronto, ON M5X 1J2

Each of the authors consent to the public filing of the Technical Report and to extracts from, or a summary of, the Technical Report in the written disclosure being filed. Each of the authors confirm they have read the written disclosure being filed and that it fairly and accurately represents the information in the Technical Report that supports the disclosure.

This consent is dated at Yellowknife, Northwest Territories on the 29th day of March, 2010.

Gary Vivian, M.Sc., P.Geol.
Aurora Geosciences Ltd

David White, P.Geol.
Aurora Geosciences Ltd

Appendix A

GEOPHYSICAL MAPS RE-PROCESSED AT APPROX. 1:4800 (FIT TO PAGE)

2004 RE-PROCESSED TOTAL FIELD MAGNETIC DATA - CENTER GRID
2004 RE-PROCESSED TOTAL FIELD MAGNETIC DATA - SOUTH GRID
2004 RE-PROCESSED TOTAL FIELD MAGNETIC DATA - NORTH GRID
2004 RE-PROCESSED VLF-EM IN-PHASE DATA - CENTER GRID
2004 RE-PROCESSED VLF-EM QUADRATURE DATA - CENTER GRID
2004 RE-PROCESSED VLF-EM IN-PHASE DATA - SOUTH GRID
2004 RE-PROCESSED VLF-EM QUADRATURE DATA - SOUTH GRID
2004 RE-PROCESSED VLF-EM IN-PHASE DATA - NORTH GRID
2004 RE-PROCESSED VLF-EM QUADRATURE DATA - NORTH GRID

Appendix B

1988 DIAMOND DRILLING SUMMARY (Balog 1989)
1988 ANALYTICAL DATA (Barringer Magenta)
1994 SURFACE SAMPLE DESCRIPTION, RESERVE ESTIMATES AND ASSAYS (Van Angeren, 1994)
1994 ANALYTICAL RESULTS (CanTech and Loring Labs)

Appendix C

2005 DRILL PROGRAM PLAN MAP AND SECTIONS MAIN, SOUTH, and UNION ZONES

PLAN MAP OF MAIN, SOUTH and UNION ZONES WITH SECTION TRACES

SECTIONS:							
	MAIN ZONE	7018620	N		MAIN ZONE	7018680	N
	MAIN ZONE	7018630	N		MAIN ZONE	7018690	N
	MAIN ZONE	7018640	N		MAIN ZONE	7018700	N
	MAIN ZONE	7018650	N		MAIN ZONE	7018710	N
	MAIN ZONE	7018660	N		MAIN ZONE	7018720	N
	MAIN ZONE	7018670	N		MAIN ZONE	7018730	N
	SOUTH ZONE	7017150	N		SOUTH ZONE	7017215	N
	SOUTH ZONE	7017160	N		SOUTH ZONE	7017225	N
	SOUTH ZONE	7017170	N		SOUTH ZONE	7017235	N
	SOUTH ZONE	7017180	N		SOUTH ZONE	7017245	N
	SOUTH ZONE	7017190	N		SOUTH ZONE	7017255	N
	SOUTH ZONE	7017205	N		SOUTH ZONE	7017265	N
	UNION ZONE	7017690	N		UNION ZONE	7017725	N
	UNION ZONE	7017702	N		UNION ZONE	7017740	N
	UNION ZONE	7017715	N				

Appendix D

2005 DRILL PROGRAM TEXT LOGS AND STRIP LOGS

VL905-06	VL905-07	VL905-08	
VLM05-09	VLM05-10	VLM05-11	
VLU05-01	VLU05-02	VLU05-03	VLU05-04

Appendix E

ASSAY CERTIFICATES FOR 2005 DIAMOND DRILLING AND 2006 PROSPECTING PROGRAMS

Appendix F

Documentation for Filing for Relief under Section 81 of the Canada Mining Regulations

ORDER

Pursuant to Section 81 of the Northwest Territories & Nunavut Mining Regulations (NTNUMR's), I hereby authorize relief from the work requirements of subsection 38(2). The period for performance of the representation work required pursuant to subsection 38(2)(b) of the regulations in respect to the mineral claims listed below, held by **Aurora Geosciences Ltd.,** is extended by one (1) year:

Claim Tag #	Claim Name	Recorded Date	Anniversary Date	Period for Performing Representation Work Under 38(2)(b) of NTNUMR's ends
F83123	ES 1	November 20, 2003	November 20, 2009	November 20, 2010
F83124	ES 2	November 20, 2003	November 20, 2009	November 20, 2010
F83129	ES 7	November 20, 2003	November 20, 2009	November 20, 2010

Dated at Yellowknife, Northwest Territories, this 9 day of November 2009.

Tom Hoefer

Director, Mine I & Petroleum Resources

Registered & Recorded in the Office of the Mining Recorder at Yellowknife, NT on the 14 day of November , 2009 as Registered Document No. **RD31942.**

Mining Recorder

www.inac.gc.ca www.ainc.gc.ca

Mineral Resources

P.O. Box 1500, 6th Floor, 4914 50th Street
YELLOWKNIFE, NT X1A 2R3

November 9, 2009

Yew file - Yoke reference

Out file - Noke reference

N-7700-A1

Aurora Geosciences Ltd. Attn:
Gary Vivian

3506 McDonald Dr.

Dear Mr. Vivian:

Re: Application for Relief Pursuant to Section 81

of the Northwest Territories & Nunavut Mining Regulations (NTNUMR's)

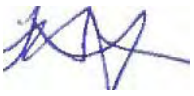
On October 28, 2009, we received your request for relief under Section 81 of the Northwest Territories & Nunavut Mining Regulations (NTNUMRs) for the ES 1-2 (F831243-4), ES 4 (F83126) & ES 7 (F83129) mineral claims.

I have reviewed your request and the circumstances which you state prevented you from fulfilling the work obligations for the ES 1-2 (F831243-4), ES 4 (F83126) & ES 7 (F83129) claims. As a result of my review I have attached an order granting relief under Section 81 to **November 20, 2010** for the following mineral claims so that work may be done and filed with the Mining Recorder within the time limits allowed under Section 41 of the NTNUMR's.

Claim Tag Number	Claim Name	Owner	NTS
F83123	ES 1	Aurora Geosciences Ltd.	85 P 6
F83124	ES 2	Aurora Geosciences Ltd.	85 P 6
F83129	ES 7	Aurora Geosciences Ltd.	85 P 6

Please note that the ES 4 (F83126) mineral claim has not been granted relief under Section 81 as there is no work requirement to fulfil at this time as it is in good standing to November 20, 2010.

If you have questions, please contact Rose Greening, Mining Recorder, at (867) 669-2634. Sincerely,



Tom Hoefe

Director, Mineral & Petroleum Resources

Enclosure

Canada

Appendix G

Statement of Expenditures for Filing of Disclosure

STATEMENT OF EXPENDITURES

GORDON – VEN LAKE PROPERTY

2004-2009

	Balance to Dec 31, 2005	Balance to Dec 31, 2006	Balance to Dec 31, 2007	Balance to Dec 31, 2008	Balance to Dec 31, 2009	Cumulative Balance
Diamond Drill and Geophysics	$568,411.00					**$568,411.00**
Prospecting and Mapping		$4,238.00				**$572,649.00**
No Work			$0			
Geophysics – Ohm Mapper Survey				$6,181.00		**$578,830.00**
Permitting- And 43-101 Report					$16,975.00	**$595,805.00**
Total Expenditure to Dec 31, 2009						**$595,805.00**