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No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

PRELIMINARY PROSPECTUS

Non-Offering Prospectus August 19, 2005

OMG Mineral Exploration Inc.

(the "Company")

No securities are being offered pursuant to this prospectus. This prospectus is being filed with the Ontario Securities Commission to gain reporting issuer status in an effort to enable the Company to develop an organized market for the Company's common shares. Since no securities are being offered pursuant to this prospectus, no proceeds will be raised and all expenses incurred in connection with the preparation and filing of this prospectus will be paid by the Company.

This prospectus qualifies for distribution 312,935 common shares of the Company (the "Reorganization Shares") by John F. O'Donnell, in trust, to the previous shareholders (the "TOGI Shareholders") of The O'Donnell Group Inc. ("TOGI") pursuant to their right to acquire, without additional payment, such shares as part of the prior reorganization of TOGI (the "TOGI Reorganization"). (See: "GENERAL DEVELOPMENT OF THE BUSINESS - Distribution").

No underwriters or selling agents acted on behalf of the Company in connection with any of the securities of the Company.

There is no market through which the Company's securities may be sold and shareholders may not be able to resell securities of the Company owned by them.

An investment in securities of the Company is speculative and involves a high degree of risk. The Company is a natural resource issuer. Investments in natural resource issuers involve a significant degree of risk. The degree of risk increases substantially where the properties are in the exploration as opposed to the development stage. All of the properties of the Company are in the exploration stage and are without a known body of commercial ore. (See: "Risk Factors").

OMG Mineral Exploration Inc.
181 University Ave., Suite 2200
Toronto, Ontario M5H 3M7
Facsimile: (416) 363-7875

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SUMMARY

The following is a summary only and should be read together with the more detailed information appearing elsewhere in this prospectus.

Capitalized terms used in this summary, which are not defined in the summary, have the meanings ascribed to them elsewhere in this prospectus.

The Company:	The Company was incorporated under the laws of the Province of Ontario by Articles of Incorporation on December 21, 2000 as The O'Donnell Millennium Group Inc. By Articles of Amendment dated June 10, 2005, the Common Shares were consolidated on a 1 for 10 basis. By Articles of Amendment dated August 12, 2005, the share transfer restrictions and the private company restrictions were removed, and the name of the Company was changed to OMG MINERAL EXPLORATION INC. The registered or head office of the Company is currently located at 181 University Ave., Suite 2200, Toronto, Ontario M5H 3M7.
Principal Business of the Company:	The Company was incorporated to acquire, explore and develop prospective natural resource properties. However, the Articles of Incorporation contain no restrictions on the business that may be carried on by the Company or on the powers the Company may exercise. The Company is currently focused on its mineral exploration project in Tudhope and Bryce townships in the Larder Lake Mining Division of Ontario.
Corporate History:	The Company was originally incorporated as a wholly owned subsidiary of TOGI. Pursuant to a share exchange agreement dated November 30, 2000, TOGI acquired all of the shares in the capital of spyn inc. in exchange for common shares and common share purchase warrants from the treasury of TOGI resulting in a reverse takeover by the former shareholders of spyn inc. Pursuant to a roll-over agreement dated December 29, 2000, TOGI agreed to transfer its remaining assets, including its mining property, to the Company in consideration of the issuance of the Reorganization Shares to TOGI. The common shares of the Company were to be distributed to the existing TOGI Shareholders as a return of stated or paid up capital. The TOGI Reorganization was approved by TOGI Shareholders on January 23, 2001 and completed on February 20, 2001. As part of the closing, all of the Reorganization Shares were transferred by TOGI to John F. O'Donnell, in trust, to be held pending distribution to the shareholders entitled thereto.
Distribution:	This prospectus qualifies for distribution the Reorganization Shares by John F. O'Donnell, in trust, to the TOGI Shareholders pursuant to their right to acquire, without additional payment, such shares as part of the TOGI Reorganization.
Risk Factors:	Investment in the securities offered hereby involves a significant degree of risk. The risks related to the Company and its business include the following: **An investment in securities of the Company should be considered highly speculative due to the nature of the Company's business and its stage of development and should be considered only by investors who can afford the total loss of their investment.** There are certain factors which should be considered when evaluating an investment in the Company including the following: (I) no market for the Common Shares; (ii) necessity for additional capital; (iii) speculative nature of securities; (iv) reliance on management; (v) potential conflicts of interest for management; (vi) risks inherent in the mineral exploration business; (vii) uninsured risks; (viii) competition; and (ix) environmental regulations. The Company does not anticipate paying dividends in the foreseeable future. (See: "Risk Factors")

SELECTED FINANCIAL INFORMATION

The following tables set forth selected financial information for the Company for the six months ended June 30, 2005 and 2004 and the years ended December 31, 2004 and 2003. The following summary of selected financial information is derived from and should be read in conjunction with and is qualified in its entirety by reference to the Company's financial statements, including the notes thereto, and Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this prospectus.

Statement of Operations Data

	Six months ended Jun 30, 2005 (unaudited) $	Six months ended June 30, 2004 (unaudited) $	Year ended Dec 31, 2004 (audited) $	Year ended Dec 31, 2003 (audited) $
Revenue	Nil	Nil	Nil	Nil
Expenses	7,784	2,500	7,589	Nil
Net Income (Loss)	(7,693)	(2,500)	(7,500)	Nil
Basic and Diluted Income (Loss) per share	(0.01)	(0.01)	(0.02)	Nil

Balance Sheet Data

	Jun 30, 2005 (unaudited) $	Dec 31, 2004 (audited) $	Dec 31, 2003 (audited) $
Total Assets	302,037	2,800	Nil
Total Liabilities	58,325	49,304	38,915
Shareholders' Equity	243,712	(46,504)	(38,915)

CORPORATE STRUCTURE

Name and Incorporation

The Company was incorporated under the laws of the Province of Ontario by Articles of Incorporation on December 21, 2000 as The O'Donnell Millennium Group Inc. By Articles of Amendment dated June 10, 2005, the Common Shares were consolidated on a 1 for 10 basis. By Articles of Amendment dated August 12, 2005, the share transfer restrictions and the private company restrictions were removed, and the name of the Company was changed to OMG MINERAL EXPLORATION INC. The registered or head office of the Company is currently located at 181 University Ave., Suite 2200, Toronto, Ontario M5H 3M7.

The Company has no subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

Three Year History

The Company was originally incorporated as a wholly-owned subsidiary of TOGI. Pursuant to a share exchange agreement dated November 30, 2000, TOGI acquired all of the shares in the capital of spyn inc. in exchange for common shares and common share purchase warrants from the treasury of TOGI resulting in a reverse takeover by the former shareholders of spyn inc. Pursuant to a roll-over agreement dated December 29, 2000, TOGI agreed to transfer its remaining assets, including its mining property, to the Company in consideration of the issuance of common shares of the Company to TOGI. The common shares of the Company were to be distributed to the existing TOGI Shareholders as a return of stated or paid up capital. The TOGI Reorganization was approved by shareholders of TOGI on January 23, 2001 and completed on February 20, 2001. As part of the closing, all of the Reorganization Shares were transferred by TOGI to John F. O'Donnell, in trust, to be held pending distribution to the shareholders entitled thereto. The Company has remained basically inactive until its recently completed financings by way of private placement of common shares and its option of the Properties described below under the heading "Acquisitions".

Distribution

John F. O'Donnell, in trust, holds 312,935 Common Shares for the Company Shareholders pursuant to the TOGI Reorganization. This prospectus qualifies for distribution 312,935 common shares of the Company (the "Common Shares") by John F. O'Donnell, in trust, to the previous shareholders (the "TOGI Shareholders") of The O'Donnell Group Inc. ("TOGI") pursuant to their right to acquire, without additional payment, such shares as part of the prior reorganization of TOGI (the "TOGI Reorganization"). (See: "GENERAL DEVELOPMENT OF THE BUSINESS - Distribution").

Acquisitions

Pursuant to the TOGI Reorganization, TOGI transferred its interest in certain mining claims in Grimsthorpe and Tudor townships in Southern Ontario to the Company. The Company did not find sufficient interest in the Grimsthorpe and Tudor property to warrant continued exploration and abandoned its interest therein. The Company subsequently entered into an agreement to acquire an interest in certain claims in the Otish Mountain diamond exploration area in Quebec, but the parties subsequently released each other from the agreement.

The Company has entered into three option agreements to acquire mineral exploration properties (the "Properties") in Tudhope and Bryce townships in the Larder Lake Mining Division of Ontario described below. (See: "Mineral Properties").

Trends

Management of the Company is not aware of any trend, commitment, event or uncertainty both presently known and reasonably expected to have a material effect on the Company's business, financial condition or results of operations other than the normal speculative nature of the natural resource business and the risks disclosed in this prospectus under the heading "Risk Factors".

DESCRIPTION OF THE BUSINESS OF THE COMPANY

Stated Business Objectives

The Company's business objective is to acquire, explore and develop prospective natural resource properties. The Articles of Incorporation contain no restrictions on the business that may be carried on by the Company or on the powers the Company may exercise. Initially the business focus will be to conduct exploration on the Company's only project in Tudhope and Bryce townships, Larder Lake Mining Division, Ontario, in accordance with the exploration program in the Beesley Report described in this prospectus under the heading "Technical Report". The Company will also continue to seek out other mineral exploration properties of merit.

Milestones

In order to accomplish its business objectives, the Company is planning to complete the proposed exploration program in the summer and fall of 2005. Further work on the Properties will be contingent on the results of this exploration program and arranging further financing or joint ventures with other mineral exploration companies. See: "Risk Factors".

Mineral Properties

The Company has entered into three option agreements to acquire the Properties. All of the optionors of the Properties are arm's length to the Company. The claims comprising the Properties are all unpatented claims, staked and recorded under the provisions of the *Mining Act* (Ontario). As such, in order to maintain the claims in good standing, $400 in assessment work is required to be completed and filed for each claim unit with the applicable mining recorder within two years of the recording of the claim and annually thereafter. At the time of signing the three agreements, some of the original claims were about to expire for failure to file assessment work. All such claims were re-staked by the Company and all of the claims comprising the Properties are in good standing until at least the fall of 2005. The claims set out below reflect information related to the claims as at the date of this prospectus.

Group 1. The optionors under this group of claims are John Richard Ewanchuk, James Morris and Frederick John Swanson, each as to an undivided 33 1/3% interest in the following 13 unpatented mining claims (totaling 22 claim units) in Tudhope and Bryce townships, Larder Lake Mining Division, Ontario.

Claim Number	Units	Recording Date	Due Date	Work Required $	Total Reserve $
L961253	1	Apr 3, 1990	Sep 16, 2005	400	409
L3013135	1	Jun 24, 2005	Jun 24, 2007	400	0
L3013136	4	Jun 24, 2005	Jun 24, 2007	1,600	0
L3013134	2	Jun 24, 2005	Jun 24. 2007	800	0
L3013142	1	Jul 22, 2005	Jul 22, 2007	400	0
L3013143	2	Jul 22, 2005	Jul 22, 2007	800	0
L1132023	1	Apr 5, 1990	Sep 18, 2006	400	0
L1147154	1	Apr 3, 1990	Sep 17, 2006	400	117
L1147155	1	Apr 3, 1990	Sep 17, 2005	400	0
L1178980	1	May 3, 1991	Oct 16, 2005	400	0
L3013988	2	Dec 3, 2004	Dec 3, 2006	800	0
L3013989	4	Dec 3, 2004	Dec 3, 2006	1,600	0
L3013933	1	Dec 31, 2004	Dec 31, 2006	400	0

Group 2. The optionor under this group of claims is John Richard Ewanchuk, as to a 100% interest in the following 15 unpatented mining claims, totaling 20 claim units, in Tudhope and Bryce townships, Larder Lake Mining Division, Ontario.

Claim Number	Units	Recording Date	Due Date	Work Required $	Total Reserve $
L4203250	1	May 2, 2005	May 2, 2007	400	0
L1198569	1	May 18, 1994	Oct 31, 2005	395	0
L1198588	2	Nov 17, 1994	May 2, 2006	490	54,181
L1198716	1	Nov 10, 1994	Apr 25, 2007	295	0
L1202648	1	May 3, 1994	Oct 16, 2005	45	0
L1202649	1	May 3, 1994	Oct 16, 2005	45	0
L1202650	1	May 3, 1994	Oct 16, 2005	295	0
L4203310	3	May 2, 2005	May 2, 2007	1,200	0
L4202749	2	Mar 29, 2005	Mar 29, 2007	800	0
L4202750	1	Mar 29, 2005	Mar 29, 2007	400	0
L1198637	2	Jun 6, 1994	Nov 19, 2005	640	0
L1130969*	1	Apr 4, 1990	Sep 18, 2005	400	0
L1145821*	1	Apr 3, 1990	Sep 17, 2005	400	0
L1145856*	1	Apr 3, 1990	Sep 17, 2005	400	0
L1145857*	1	Apr 3, 1990	Sep 17, 2005	400	0

* is subject to a NSR royalty in favour of Santa Fe Canadian Mining Limited (a subsidiary of Newmont Mining Corporation)

Group 3. The optionor under this group of claims is James Morris, as to a 100% interest in the following 15 unpatented mining claims, totaling 66 claim units, in Tudhope and Bryce townships, Larder Lake Mining Division, Ontario.

Claim Number	Units	Recording Date	Due Date	Work Required $	Total Reserve $
L3013131	4	Jun 24, 2005	Jun 24, 2007	1,600	0
L3013132	2	Jun 24, 2005	Jun 24, 2007	800	0
L4203251	3	May 2, 2005	May 2, 2007	1,200	0
L4203252	2	May 2, 2005	May 2, 2007	800	0
L3013221	1	Jul 22, 2005	Jul 22, 2007	400	0

Claim Number	Units	Recording Date	Due Date	Work Required $	Total Reserve $
L3013222	8	Jul 22, 2005	Jul 22, 2007	3,200	0
L3009050	2	Nov 17, 2003	Nov 17, 2005	800	0
L3009123	8	Nov 17, 2003	Nov 17, 2005	3,200	0
L3009124	8	Nov 17, 2003	Nov 17, 2005	3,200	0
L3011670	2	Sep 30, 2004	Sep 30, 2006	800	0
L3011671	6	Sep 30, 2004	Sep 30, 2006	2,400	0
L3011672	2	Sep 30, 2004	Sep 30, 2006	800	0
L3013931	14	Dec 31, 2004	Dec 31, 2006	5,600	0
L3013932	2	Dec 31, 2004	Dec 31, 2006	800	0
L3013984	2	Nov 4, 2004	Nov 4, 2006	800	0

Terms of Option Agreements

Group 1

Under an exclusive option agreement dated May 6, 2005, the Company will acquire a 100% interest in the claims at such time that the following payments and expenditures are made:

a. make cash payments as follows:

   i. $6,000 upon the signing of the option agreement (paid);

   ii. $12,000 on the first anniversary of Closing (Closing is the formal closing of the option agreement which will be on or before the 90th day following the signing of this option agreement);

   iii. $18,000 on the second anniversary of Closing; and

   iv. $24,000 on the third anniversary of Closing;

b. incur expenditures of $200,000 in mining operations with respect to any of the claims; and

c. issue the optionors 100,000 Common Shares of the Company in the following manner: 25,000 on Closing, 25,000 on the first anniversary and 50,000 on the second anniversary of Closing. If the Company is not listed for trading at the time of delivery then the Company will have 30 days to deliver replacement shares of an exchange listed company in good standing.

   In addition, the claims are subject to a 2.5% net smelter return ("NSR") based on the revenues earned from the properties put into production. The Company is entitled to repurchase a 1/2% NSR for a purchase price of $600,000 and a further 1/2% for an additional $750,000.

Group 2

Under an exclusive option agreement dated May 10, 2005, the Company will acquire a 100% interest in the claims at such time that the following payments and expenditures are made:

a. make cash payments as follows:

i. $5,000 upon the signing of the option agreement (paid);

ii. $10,000 on the first anniversary of Closing (Closing is the formal closing of the option agreement which will be on or before the 90th day following the signing of this option agreement);

iii. $15,000 on the second anniversary of Closing; and

iv. $20,000 on the third anniversary of Closing;

b. pay a further $1,000 upon signing of the option agreement and the sum of $1,000 annually commencing on the first anniversary of Closing as long as it maintains its option with respect to certain claims which are subject to a prior 3% royalty in favour of another company;

c. incur expenditures of $200,000 in mining operations with respect to any of the claims; and

d. issue the optionors 100,000 Common Shares of the Company in the following manner: 25,000 on Closing, 25,000 on the first anniversary of Closing and 50,000 on the second anniversary of Closing. If the Company is not listed for trading at the time of delivery then the Company will have 30 days to deliver replacement shares of an exchange listed company in good standing.

In addition, the claims are subject to a 2.5% NSR based on the revenues earned from the properties put into production. The Company is entitled to repurchase a 1/2% NSR for a purchase price of $500,000 and a further 1/2% for an additional$750,000.

<u>Group 3</u>

Under an exclusive option agreement dated May 6, 2005, the Company will acquire a 100% interest in the claims at such time that the following payments and expenditures are made:

a. make cash payments as follows:

i. $3,500 upon the signing of the option agreement (paid);

ii. $4,000 on Closing (Closing is the formal closing of the option agreement which will be on or before the 90th day following the signing of this option agreement) (paid);

iii. $12,500 on the first anniversary of Closing;

iv. $17,500 on the second anniversary of Closing; and

v. $22,500 on the third anniversary of Closing;

b. incur expenditures of $200,000 in mining operations with respect to any of the claims; and

c. issue the optionors 100,000 Common Shares of the Company in the following manner: 25,000 on Closing, 25,000 on the first anniversary of Closing and 50,000 on the second anniversary of Closing. If the Company is not listed for trading at the time of delivery then the Company will have 30 days to deliver replacement shares of an exchange listed company in good standing.

In addition, the claims are subject to a 2.5% NSR based on the revenues earned from the properties put into production. The Company is entitled to repurchase a 1/2% NSR for a purchase price of $500,000 and a further 1/2% for an additional $750,000. After the fifth anniversary of Closing, an advance royalty shall be payable when the total gold reserve on the property totals 500,000 oz. or if a positive feasibility analysis has been submitted and a production decision has been made. When these conditions are met, the advance royalty payment shall be $12,000 and increase to $24,000 in year 2 and $36,000 in year 3 and subsequent years until the advance royalty payments are equal to the equivalent to 2.5% NSR (subject to reduction to 1.5% NSR in the event that the NSR has been bought back by the Company).

Technical Report

The Technical Report for the Properties dated July 22, 2005 (the "Beesley Report") was prepared by T. J. Beesley, P.Eng. of T.J. Beesley Geological Services Inc., Toronto, Ontario and is expected to be available for review on the SEDAR website at www.sedar.com.

Summary

The Properties are situated in Tudhope and Bryce townships, 20 km southwest of Englehart and 10 km east of Elk Lake, Ontario.

The area is underlain by two thick sequences of Archean age volcanic rock. The Catharine basalt is 4,400 m thick and consists of high iron tholeiitic basalt. To the south the Skead Group is 4,480 m thick, and is composed of interdigitated to graded calcalkalic andesitic to dacitic quartz-feldspar porphyry, pyroclastic breccia, tuff breccia, lapilli tuff, lapillistone and tuff and conformably overlies the Catharine basalt. The predominant, northeast-trending Palmer-Vaughan-Estival break strikes at 060 degrees across the property. Northwest trending faults crosscut the break.

Gold mineralization is widespread on the Properties and is structurally controlled by shear zones, generally ENE trending but also NNW trending, and also occurs in quartz and quartz-carbonate veins in NNW trending porphyry dikes. The gold occurs in generally narrow (< 2m) shear zones over narrow widths (<1 m) with quartz and quartz carbonate, and better grade material is usually accompanied by sulphide mineralization, pyrite with lesser amounts of chalcopyrite, sphalerite and galena. Gold mineralization has been traced intermittently along the strike of shear zones, generally disappearing under overburden, and to moderate depths down dip in diamond drill holes. Sometimes five or more parallel gold mineralized shear zones occur across strike over narrow intervals (the North and South Gold Zones in Lots 1 and 2 , Con IV and V, Tudhope Township). Gold grades can report as high as several ounces but are generally erratic. One instance of consistent and high gold grade has been reported during prospecting and sampling of the Honeymoon Lake Gold Zone, south of the east end of Honeymoon Lake. No mineable reserves have yet been established in the Properties or adjacent areas.

Introduction and Terms of Reference

Mr. Beesley was retained by the Company to assess technical data and recommend ongoing exploration programs for the Properties under the NI 43-101 format, in light of his knowledge of and experience with shear-hosted gold deposits in the Gowganda, Kirkland Lake and Timmins areas. Information for this report was derived from pertinent assessment files in the Ministry of Northern Development and Mines (the "MNDM") office in Kirkland Lake as well as from the two Ontario government geological reports and maps from two government airborne magnetic and electromagnetic surveys covering the Properties. Mr. Beesley held discussions with Mr.Garry Grabowski, government geologist in Kirkland Lake, who is familiar with the Properties on the implications of regional geological and mineralization controls to the Properties. Mr. Beesley visited the Properties on February 17, 2005, and later that day visited Mr. John Ewanchuk, one of the optionors of the Properties, in New Liskeard. Mr. Ewanchuk showed Mr. Beesley photographs of stripped outcrops and trenches hosting gold mineralization as well as samples of quartz vein- sulphide hosted gold mineralization and drill core intersections of the same material. Mr. Ewanchuk also described the logistics of conducting exploration on the Properties.

Disclaimer

The Beesley Report and the assumptions contained therein are based wholly on work by persons other than Mr. Beesley, cited and duly referenced in the Beesley Report, from material available in the public domain. The Company has neither conducted any exploration, drilling, sampling or sample preparation on the Properties nor had any conducted on its behalf. Neither T.J. Beesley Geological Services Inc. nor Mr. Beesley assumes any responsibility for the accuracy and integrity of any data prepared by others.

Property Description and Location

The Properties are located in the western part of Bryce Township and the eastern part of Tudhope Township and consist of a total of 43 unpatented mining claims containing 108 claim units (1,696 hectares).

Accessibility, Climate, Local Resources, Infrastructure and Physiography

The Properties are located in the District of Timiskaming, NTS 41-P/9, Larder Lake Mining Division, 20 km southwest of Englehart and 10 km east of Elk Lake, Ontario. Access to the northern and eastern Properties is via Hwy. 560 from Englehart to the Hill Lake Fish Hatchery Road. Proceed south to the fish hatchery and then west along a township road to an old farmhouse housing 'Greg's Gun Shop'. From there the claims are reached to the west or southwest by foot or all-terrain-vehicle ("ATV") along old lumber trails.

The southwestern (Karp) claims are accessed via Hwy 60 between Englehart and Elk Lake. Proceed to the Barber-Cane concession road and then north by foot or ATV along logging roads leading to the showings.

The Properties lie within the Hill Lake map area, which is comprised of three physiographic regions:- the outcrop area; the clay belt area; and the Hill Lake Moraine. The Properties lie in the western outcrop area, which has moderate relief with an average elevation of 303 m above sea level. Overburden consists of glaciolacustrine deposits with intermittent outcrop. Streams drain eastward into either the Montreal River or the Englehart River and then into Lake Timiskaming. The Properties have been completely logged over.

History

The area was first prospected after the discovery of silver in Cobalt in 1903. The Properties and the surrounding volcanic rocks are possessed of numerous gold showings in quartz and sulphides (mainly pyrite and chalcopyrite) and prospecting interest has been intense and ongoing. The chronology of the exploration of gold mineralization considered by Mr. Beesley to be significant in the context of ongoing work on the Properties is undertaken in this report in the subsequent section headed "Mineralization".

Much activity took place in the latter 1930's, consisting chiefly of stripping, trenching and sampling with some diamond drill verification. In the 1950's through the 1970's ground magnetic and electromagnetic surveys and diamond drilling were the prime tools. Exploration was suspended for twelve years from 1978 through 1990 during the Bear Island Land Caution. Exploration from 1990 through the present has been mainly involved with rehabilitation and sampling of old trenches and diamond drill follow up as well as geological mapping, magnetic and VLF-EM geophysical surveys and soil sampling.

Ontario Government geological reports which summarized exploration activity in the Properties were produced by Moorhouse in 1941 and Johns in 1986. An Aerodat helicopter borne magnetometer and VLF-EM survey was completed over the Properties by Arista Resources in 1994. The easternmost 85% of the Properties was covered by a government sponsored airborne magnetic and electromagnetic (GeotemIII) survey in 2000 (OGS Map 82 045). Tudhope and Bryce Townships were covered by a government sponsored Fugro Triaxial Gradiometer system survey generating Residual Magnetic Field Maps and identifying Keating Correlation Coefficients in 2004 (OGS Maps 81 871 and 81 872 respectively).

Geological Setting

The Timmins-Kirkland Lake-Elk Lake region, including Tudhope and Bryce Townships, is underlain by Precambrian age rocks that constitute part of the Abitibi Greenstone Belt that lies within the Superior Structural Province of the Precambrian Shield that underlies much of Northern Ontario and adjacent Northwestern Quebec. The Abitibi Greenstone Belt consists primarily of Early to Middle Precambrian (Archean-age) metamorphosed volcanic and sedimentary rocks that have been intruded by felsic plutons and mafic-ultramafic stocks and plugs. These are cut by younger (Proterozoic-age) diabase and olivine diabase dikes.

The regional geology within such such greenstone belts can be generalized as consisting of a group of contemporaneous volcanic piles and related sediments all of which have been intensely folded, faulted, eroded and intruded by rocks of mafic to felsic composition. The volcanism is cyclic in nature and consists an initial ultramafic-mafic phase followed by more intermediate and felsic rock types intercalated clastic sediments and exhalites and ends with felsic pyroclastic-volcaniclastic at the top. Volcanic piles are generally flanked by a contemporaneous assemblage of sediments-volcaniclastics deposited in adjacent restricted basins.

In the Tudhope-Bryce area these older metavolcanic and metsedimentary strata lying to the west of the Properties are locally masked by younger (Middle Precambrian) flat-lying Cobalt Group sediments. In the Hill Lake area containing the Properties the metavolcanics are divided into three groups from the oldest to youngest the Wabewawa Group, the

Catharine Group and the Skead Group. These groups form a southeast-facing homoclinal sequence approximately 11,000 m thick. The Wabewawa Group, composed of interbedded high magnesium tholeiitic basalt, high iron tholeiitic basalt, and komatiitic basalt and ultamafic flows is 1,800 to 3,000 m thick. The Catharine basalt is 4,400 m thick, conformably overlies the Wabewawa Group, and consists of high iron tholeiitic basalt. The Skead Group, 4,480 m thick, is composed of interdigitated to graded calcalkalic andesitic to dacitic quartz-feldspar porphyry, pyroclastic breccia, tuff-breccia, lapilli tuff, lapillistone, and tuff and conformably overlies the Catharine basalt.

The predominant northeasterly trending Palmer-Vaughan-Estival break strikes at 060 degrees across the property. Northwest trending faults crosscut the break.

The general geology of the area has been described by Moorhouse (1941) and Johns (1986) and is shown on Ontario government geological maps 50j and 2501, respectively, which form the basis for Figures 2 and 3 herein.

Mineralization

Mineralization on the Properties and surrounding area is in the form of shear zone-hosted quartz-carbonate veins carrying gold accompanied by, in decreasing order of abundance, pyrite, chalcopyrite, sphalerite and galena. Showings and representative styles of mineralization are catalogued below. The locations of the showings are indicated on either Figure 1, 2 or 3 and the source of the information referenced.

1. Palmer Vaughan Group (Figure 2) (Moorhouse)

A persistent shear zone cuts across several claim groups, cutting pillow lavas and coarse diabasic and gabbroic flows and striking 50-75deg E and dipping south. The mineralization is dominantly vitreous to greasy quartz, with some feldspar and carbonate, mineralized with fine-grained crystalline pyrite. Native gold is reported from the vein and chalcopyrite is said to be present. About half of 20 samples reported in one instance gave 0.57 ounces/t gold or more from widths of 3 to 10 inches. Twelve diamond drill holes were put down on the vein and 6 reportedly gave interesting values of 0.17 to 0.33 ounces over widths of 1 to 3 feet. Further east and west along strike the shear zone swells and thins and grades are generally lower.

2. W.A Taylor Group (Figure 3) (Moorhouse)

The claims are underlain by coarse- and fine-grained basic lavas and pillow lavas, which have been cut by porphyry and lamprophyre dikes. A narrow shear zone strikes N60E and cuts medium- to coarse-grained, massive dioritic flows. It has been traced for 1000 feet along strike and could line up with the Palmer-Vaughan-Estival break. Quartz and mineralization range from 3 inches to a foot. Mineralization, reportedly pyrite, is sparse to abundant, in some cases forming vuggy masses to 3 inches in width. A sample of massive pyrite gave 3.02 ounces/t gold. Diamond drilling was not successful in obtaining similar results at depth.

3. Towne-Currie Group (Figure 2) (Moorhouse)

Claims are underlain by intermediate to basic pillow lavas and massive flows cut by porphyry, lamprophyre and related dikes. Trenching done in narrow shear zones striking N65-75E in a porphyritic dacite flow and carrying stringers and lenses of quartz containing white pyrite and chalcopyrite. Shear zones range from 1 to 3 feet in width and well-mineralized sections do not exceed 12 inches.

4. Towne-Woollings-Mulholland Claims (Figure 2) (Moorhouse)

The claims are located on portions of the Palmer-Vaughan-Estival break, which has been followed by scattered trenches for about 2,000 feet. The shear zone has a maximum width of 2 feet and contains watery quartz and cube pyrite west of a N50W fault. There is abundant rust derived from carbonate. East of the fault as much as 2 feet of unmineralized quartz containing fine-grained aplite is exposed. Lamprophyres and related rocks are abundant in the vicinity of the vein.

5. Briscoe Bryce Mines Ltd. (Figure 2) (Moorhouse)

In November,1938, the property was incorporated under the name Briscoe Bryce Mines Ltd. In February and March, 1939, Mining Projects of Canada, Ltd. sampled and drilled the property, performing in all 1,500 feet of drilling which indicated the persistence of the vein structure at depth and along strike to the east. Rocks outcropping are chiefly massive, undeformed coarse agglomerate and beds of tuff. In a surface trench the main zone has a maximum width of 51/2 feet.

The principal mineralization is a seam of massive, white crystalline pyrite with a maximum width of 3 inches associated with varying amounts of glassy clear quartz. Carbonate is abundant in the sheared zone. After trenching had exposed the zone in 15 pits and trenches a mineralized shoot 450 feet in length and from 3-4 feet in width was said to average from 0.20 to 0.28 ounces of gold per ton. Values obtained from diamond drilling were reportedly, with two exceptions, disappointing.

6. Britcana Gold Mines, Ltd (Figure 1) (Moorhouse)

Surface exploration and drilling were carried out in 1936 and 1937. Mineralization occurs in highly fractured and sheared feldspar porphyry. Seven mineralized zones were outlined. The No. 1 Zone strikes N30W and the best looking mineralization consists of a 1-foot quartz lens associated with about 8 inches of silicification in a sheared porphyry. Carbonate and pale green chlorite (possibly chrome mica) also occur with the sulphides, pyrite and chalcopyrite. Diamond drilling has outlined a shoot about 250 feet long. A shoot 150 feet long is indicated at a depth of 80 feet. According to company sources values range from 0.12 ounces over 1 foot eight inches to 4.97 ounces over 3 feet 6 inches, with two sections of 0.88 and 1.13 ounces over 5 feet. The No. 2 Zone is located at the contact of pillow lavas and tuff and has been deeply trenched for 90 feet at N71E. Splashes of cubic pyrite and quartz and carbonate were observed in the walls of the pit and chalcopyrite was also reported. 22 tons of mineralized material from the trench was shipped to Noranda and was reported by company officials to have yielded about 1.2 ounces gold and 22 ounces silver per ton.

7. Clarapat Syndicate (Figure 1) (Moorhouse)

The claims are underlain by extensive exposures of pillow lavas and coarse diabasic flows of Keewatin age. A prominent feature is a deep north-south trending gully in which the principal vein is located. In the northern section of the workings 5 trenches distributed over about 200 feet have exposed a zone of shearing at least 20 feet wide. The shearing strikes from N15W to N2E and dips west at 60 degrees to vertical. The central part of the zone is occupied by by a series of veins and stringers or a silicified zone ranging in width from an inch or two to seven feet. The quartz is greasy, bluish grey to white in colour, and structureless. Mineralization consists of sparse but ubiquitous pyrite, often in thin irregular streaks and veinlets, local flecks of galena and sphalerite, and irregularly distributed but occasionally abundant arsenopyrite in fine-grained grey crystals. Grab samples yielded about 0.02 ounces of gold. About 2,000 feet of diamond drilling was carried out along the break over 400 feet.

8. Des Ormeaux-Miskimins-Chalut Group (Figure 2) (Moorhouse)

Outcrops of basic volcanics including pillow lavas are cut by various feldspar porphyries, carbonatized porphyries and related rocks. In the southwest quarter of the south half of lot 2, Con IV in Tudhope Township a quartz porphyry dike strikes N20W and is cut by a quartz vein which is 6 inches wide and 120 feet long. Sampling by Sylvanite Mines is reported to have given a moderate content of gold over narrow widths. In the northeast quarter of the south half of lot 3, Con IV it is reported that at least 500 feet of stripping has been done on a carbonate porphyry dike which is 12 to 15 feet wide, strikes N35E and is mineralized with a little pyrite and chlorite.

9. Estival Property (Figure 2) (Moorhouse)

The claim is underlain chiefly by pillow lavas and related massive altered diabases and gabbros. The Keewatin flows and the shear zones in which the mineralization is found strike N56-62E. The shearing, which shows no evidence of major displacement, appears to be confined to a narrow zone of fine-grained pillow lava which has been deformed to a platy chlorite schist. The shear zone has been opened up by 15 pits and trenches over a length of about 2,000 feet. At the west end a trench was sunk to a depth of 10 feet on a 3 foot wide carbonatized shear zone which contains quartz lenses which are cut by stringers of sugary quartz. Mineralization consists of galena, sphalerite, chalcopyrite and pyrite. A grab sample of the best mineralized material from the trench reportedly yielded no gold, as did other samples along the shear zone.

10. John B.Libby Claims (Figure 2) (Moorhouse)

The claims are underlain by intermediate to acid agglomerates and lava flows, except at the southeast corner of the group where Cobalt conglomerates are exposed. The volcanics have been heavily sheared and carbonatized. The direction of shearing is northwest and the porphyry dikes tend to follow this direction. The principal mineralization is associated with porphyritc intrusives, feldspar porphyries or albitites, and carbonate albitite. At the principal discovery a zone of amygdaloidal and ellipsoidal lavas in the carbonate schist has been cut by carbonate albitite dikes and replaced by what appears to be like a flat-lying sheetlike body of albite porphyry carrying irregular mineralized veinlets of carbonate and quartz. The zone has been exposed by continuous trenching for a length of 250 feet and the zone of porphyry has a maximum width of 30 feet. When sheetlike in form the dike appears to be 3 feet or more thick. Mineralization is chiefly pyrite occurring as cubic crystals in the porphyry sheets and as massive blebs and cubes in quartz and quartz-carbonate veins. Chalcopyrite was noted with quartz. A specimen of massive pyrite in massive white quartz yielded 0.32 ounces in gold. Systematic sampling is said to have revealed a few assays as high as 0.21 ounces but most were less than 0.1 ounces. Some of the best and most consistent values were said to have been obtained from the bottom of the pit.

11. Fatima Mining Company Limited (1962) (Figure 3) (Johns)

The claims are located just north of the contact between the Catharine Group and the Skead Group and are underlain by massive and pillowed mafic flows and have been intruded by narrow feldspar porphyry dikes. The property is crossed by a northeast trending shear zone (Palmer-Vaughan-Estival break). The W.A. Taylor Group (see previous) is located over the same ground as the Fatima claims. In 1961 Fatima began reblasting and sampling old trenches along the Palmer-Vaughan-Estival break. Gold values from quartz stringers with associated pyrite range in value from 0.11 to 1.76 ounces per ton). In 1962 Fatima Mining Company Limited put down six diamond drill holes for a total length of 1,696 feet. Samples of drill core containing quartz were assayed and results were erratic, ranging in value from 0.02 to 0.43 ounce gold per ton.

12. Decaire Mining Company Limited (Figure 2) (Johns)

From 1962 to 1967 Decaire Mining Company Limited put down 23 holes for 6,329 feet in the schistose, strongly carbonatized pyroclastic rocks east of Heather Lake. In 1974 the company carried out detailed geological mapping, magnetic and electromagnetic surveys. During the geological mapping 7 of 16 known mineral showings were sampled and assayed by the company for gold and silver. A1-foot wide shear zone 1,600 feet northeast of Heather Lake trends N10W and dips 85E has gold associated with a 2-inch wide pyritiferous shear zone. Three samples were found to contain between 0.02 and 0.32 ounce gold per ton and traces of silver. A grab sample of the rusty shear zone assayed 0.22 ounce gold per ton. A N35W trending 3-inch wide shear zone lies 900 feet to the southeast. Three samples across the width of the shear zone gave a weighted average of 0.76 ounce gold per ton over 2.8 inches. A grab sample from the same shear zone contains 0.98 ounce gold per ton. Silver values range between a trace and 0.43 ounce per ton.

13. Ellen Neilson (Figure 1) (Johns)

The claim is underlain by pillowed and massive flows. A 45 m long trench trending N70E in sheared metavolcanics contains vein quartz with some pyrite. In 1974 a 3,591 pound bulk sample from the trench was milled and an assay of 0.074 ounce gold per ton was returned. Later in 1974 a 6,899 pound sample from the trench was milled at the same laboratory and an assay of 133.99 ounce silver per ton was returned.

14. Diamond Rock Resources Option (Figure 3) (Kirkland Lake Assessment File)

In 1996 ten holes were drilled to test Three holes were drilled in the vicinity of Pit 'A' along the 'North Zone' mineralized break, parallel to the Palmer-Vaughan-Estival break and 250 m north across strike, in the northwest corner of claim L1147154. Seven holes were drilled on a recently exposed mineralized shear zone parallel to the North Zone and lying 75 m south across strike, in the NE corner of L1147154 and adjacent claim L1179097. Mineralization consisted of pyrite in narrow quartz and quartz-carbonate veins. Best assays in the Pit 'A' area ranged from 1.81 g/T over 0.75 feet at a depth of 100 feet to 6.21 g/T over 0.75 feet at a depth of 120 feet. Best assays from the newly exposed shear zone ranged from 0.005 g/T over 2 feet at a depth of 2 feet to 1.18 g/T over 1.2 feet at a depth of 183 feet.

15. EMS Property (Figure 3) (Assessment File 2.15386)

In 1990 F. Swanson took 17 grab samples of pyritiferous shear zone mineralization over a 75 m interval in the vicinity of "Pit A', along the northeast trending North Zone near the north boundary of claim L1147154. Results ranged from trace to 1.164 ounce per ton gold, with seven of the samples assaying 0.222 ounce per ton or higher. The gold zone reportedly varies from 0.2 to 3.0 m in width over this interval.

16. OPAP 91-460 and OPAP 92-311 (Figure 3)

Two diamond drilling programs were undertaken within these OPAPs, supervised by B. Westin. Eight drill holes, three in 1991 and five in 1992 tested the pyritiferous shear zone over a short strike length in the vicinity of Pit 'A', along the North Zone near the border of claims L1147154 and L1147155. Best assays from the three 1991 holes ranged from

0.025-0.095 ounce/ton gold over widths from 1.3-2.5 feet, and from the 1992 holes 0.02-0.367 ounce/ton gold over widths from 0.5-0.9 feet. Mineralization was typically up to 20% pyrite in white to grey to blue quartz.

17. Red Lake Mining Ltd.(Figure 3) (Johns)

Red Lake Mining Ltd. acquired part of the W.A. Taylor claims and in 1955 and 1956 put down 23 diamond drill holes for a total length of 1675 feet. Assay values were erratic and the best reported result was 1.28 ounces gold/ton over a width of 1.2 feet from vein material containing 60 percent quartz and heavy sulphide concentrations.

18. Mingold (Figure 2) (Assessment files CO- 239 and 240)

Mingold carried out heavy mineral sampling for gold in overburden in claim 1198588, on the northwest shore of Heather Lake. An anomalous train of gold grains was traced back to an outcrop area containing felsic agglomerates and felpspar porphyry. Fifteen holes were drilled at the head of the anomaly. Best values encountered were 0.28 ounce/ton gold over 5 feet and 0.124 ounce/ ton over 13 feet in hard silicified alteration containing 1-2% disseminated pyrite.

19. Pelangio Larder (Figure 3) (Assessment file 2.24292)

In 2002 Pelangio Larder sampled two existing trenches, ‘F’ and ‘G’on the ‘North Zone’ and four existing trenches on the ‘South Zone’(western extension of Palmer-Vaughan-Estival break), B-1, B-2, B-3 and B-5. Best results were 8.37 g/T (0.24 oz/t) gold over 0.3 m in Trench ‘F’ from 5 cm of semi-massive pyrite and 24.14g/T (0.70 oz/t) gold from a grab sample of semi-massive pyrite from Trench’B-3’.

20. Dunn Group 1995 (Figure 2) (Assessment file 2.15986)

Prospecting was carried out south of Honeymoon Lake for Arista Resources by G. Dunn, in the east half of current claim 3011671. A stripped area 100m by 8m revealed a shear zone striking N65E and dipping 56SE, parallel to the Palmer-Vaughan-Estival break. Chalcopyrite and pyrite were observed in quartz veining, and massive pyrite in sericite schist as well. Fourteen grab samples were taken from the stripped area and from a pit 100 m to the west along strike. Best result was 1.412 oz/t gold. Overall 11 assays ranged from 0.1-0.7 oz/t gold and the remaining three were in excess of 1.0 ounce/t gold.

21. Diamond Rock Resources Inc. (Figure 2) (Assessment file 2.17415)

Diamond Rock Resources Inc. drilled five diamond drill holes for a total length of 2,412 feet under Heather Lake from the north shore in 1996 in claim 1198588 in order to penetrate a large magnetic anomaly and the intersection of two VLF-EM conductors. Rock types encountered were felsic-intermediate tuffs and pyroclastic breccias. A number of quartz and quartz-carbonate veins were intersected, some with minor amounts of pyrite, but no samples were apparently taken.

22. Dunn Group 1991-1993 (Figure 2) (Assessment file 2.19342)

Between 1991 and 1993 Gary Dunn prospected five old workings in the western part of current claim L3009050 and the eastern part of current claim L3009124. A rusty shear zone strikes 70 degrees for 1,000 feet and dips 85SE within intermediate pyroclastic breccia accompanied by feldspar porphyry. Mineralization occurs within quartz-carbonate veins and includes pyrite, chalcopyrite, sphalerite and galena. Best assay was 0.19 oz/t gold with 0.07% copper.

23. Karp Showing (Figure 2) (Johns) (Assessment file 2.24447)

Underlying the claim group are schistose, carbonatized intermediate to felsic rocks of the Skead Group which have been intruded by small carbonatized feldspar porphyries.The main showing consists of a strong N60W trending shear zone containing a 1.5 to3-foot wide assemblage of quartz-carbonate sstringers. A 50-foot deep, 12 by 6-foot inclined shaft was sunk on the shear around 1928. A 750-foot length of this shear zone was examined by E.W. Karp who excavated 14 trenches. Grab samples from the vein in the shaft range in value from 0.06 to 0.66 ounce per ton gold. Samples taken from the trenches along the shear zone have values ranging from 0.01 to 2.24 ounces gold per ton. Values are reportedly erratic but higher assays are accompanied by sulphides.(Johns)

U. Kretschmar and R. Lashbrook of Claim Lake Resources Inc. conducted a program of sampling old trenches and muck piles on the Karp property and assaying for gold and silver in October, 2002. A total of 18 samples was taken, consisting of 12 grab samples of quartz and pyrite vein material and 6 samples of muck of the vein material. Samples of the vein material ranged in value from Tr to 8.15 g/T gold (0.238 ounce/t) and <0.3 to 8.3 g/T silver and of the muck from Tr to 5.63 g/T gold (0.164 ounce/t) and <0.3 to 11 g/T silver.

Figures 1, 2 and 3 referred to above are set out on the next three pages.

Data Verification

This report was prepared from perusal and analysis of publically available government publications and assessment files as referenced and discussions with knowledgeable sources as cited.

Adjacent Properties

Two claim groups are adjacent to and tied on to the southern part of the Properties, Tres-Or Resources Ltd. and Superior Diamond Inc. as shown on Figure 1. The business of these two companies is primarily, if not exclusively, the exploration for and development of diamond deposits. The Properties are juxtaposed with recent diamond discoveries west and north of New Liskeard in the Figure 4 which follows on the page immediately after Figure 3 in this prospectus.

Mineral Processing and Metallurgical Testing (Assessment file 2.15103)

A single 5.5 kg sample from trenches along the South Gold Zone in the N1/2 of lot2, Con.IV Tudhope Township was submitted to the Metallurgical Research Centre of Placer Dome Inc. in Connaught, Ontario by Pelangio Larder Mines Ltd. in February, 1993, for Grind Analysis, Flotation and Cyanidation Recovery. The sample graded 12 g/T gold and 0.86% copper. The material was amenable to froth flotation with 87.1 % copper rougher recovery and 86.8% gold rougher recovery, Gold was also amenable to cyanidation with 95% direct cyanidation recovery.

Interpretation and Conclusions

A large amount of gold (and silver) mineralization has been introduced into the Properties and surrounding properties and deposited in structural traps. Higher gold grades of economic tenor occur but are erratic. Mineralized structures are narrow. Showings are isolated one from the other by overburden, particularly in the vicinity of structural intersections which may provide dilatancy conducive to mineral deposition. In spite of intense prospecting and exploration for the better part of the last 100 years no mineable reserves have been delineated. Ground and airborne magnetic and electromagnetic surveys have not proved useful. The sulphide mineralization which accompanies the better grade gold mineralization is not connected and hence not an electromagnetic conductor. Gold associated sulphides should respond however to Induced Polarization (IP), a ground electrical geophysical survey, if present in sufficient quantity. A variety of IP known as Deep Induced Polarization will test a 400 m by 800 m area to a depth of 400 m. The abundant prospecting and exploration data from the Properties would be better served by being compiled. The best mineralized area identified by this work, especially adjacent to major structural intersections could be considered for testing by Deep IP. The Honeymoon Lake Gold Zone on the face of it has been underexplored. High, consistent gold grades have been indicated during sampling by Dunn.

The Properties are located in an area diamond exploration play centred on the Sudbury Contact 95-2 pipe, 25 km to the southeast, west of New Liskeard, which contains commercial diamonds.

Recommendations

1. The myriad prospecting and exploration data existing on the Properties should be compiled at a scale of 1:5,000 to permit evaluation for ongoing exploration. This compilation would involve ground truthing of old workings and drill collars, where possible, by GPS.

2. Two of the best areas for gold mineralization identified, and possibly including the Honeymoon Lake Gold Zone, should be tested by Deep IP, in an attempt to delineate a shoot of sulphide-gold mineralization with mining potential.

3. Allow a five-hole 500-m follow up diamond drilling program contingent on results from the Deep IP survey.

4. An experienced geophysical consultant should be engaged to examine digital records from existing private and public airborne magnetic surveys which have been flown over the Properties to identify targets for follow up diamond exploration.

Recommended Program Budget

Data compilation	Geologist and technician 15 days		$ 10,000
Deep IP - Two setups			
	Mob. Demob	$ 3,000	
	Line cutting	$ 2,000	
	Survey $17,500 per setup	$35,000	
	Report	$ 3,500	$ 43,500
Diamond drilling			
	500 m @ $70 all incl.	$35,000	
	Supervision and reporting	$ 4,000	$ 39,000
Geophysical consultant			$ 7,500
Total			$100,000

USE OF AVAILABLE FUNDS

As at June 30, 2005, the Company had net working capital of $260,888. The "Mineral properties and deferred exploration costs" asset account in the amount of $25,149 and the "Due to shareholder" liabilities account in the amount of $42,325 (which amount bears no interest, has no fixed terms of repayment, and is not expected to be repaid within the next 12 months) are not reflected in the calculation of net working capital.

The Company plans to use its working capital to fund the exploration program recommended in the Beesley Report. The particulars of the Company's principal purposes for the Company's working capital are set out below:

Description of Principal Purposes for Working Capital	Approximate Amount
Exploration Program recommended in Beesley Report	$100,000
Option Payments for next 12 months	$ 38,500
General and Administrative Expenses for next 12 months	$ 48,000
General Working Capital	$ 74,388
TOTAL	$260,888

OFFICERS AND DIRECTORS

The following table sets forth the name and municipality of residence, the office (if any) held with the Company, the principal occupation, and particulars of the Common Shares beneficially owned or controlled, directly or indirectly, for each of the officers and directors of the Company.

NAME AND MUNICIPALITY OF RESIDENCE	PRINCIPAL OCCUPATION FOR PAST 5 YEARS	NUMBER OF SHARES BENEFICIALLY OWNED OR OVER WHICH CONTROL OR DIRECTION IS EXERCISED (1)	PERCENTAGE OF CLASS	DIRECTOR SINCE
John F. O'Donnell Director, Chief Executive Officer and President Toronto, Ontario	Independent lawyer practising in Toronto, Ontario Counsel to Shibley Righton LLP, Barristers and Solicitors, from September 1997 to September 2003	361,736 (2) (3)	6.1%	December 2001
Maxwell A. Polinsky* Director, Chief Financial Officer and Vice-President Winnipeg, Manitoba	Independent financial consultant specializing in acquisitions and mergers	475,000 500,000 (4)	8.0% 8.4%	August 2005
William L. Shaffer, Director El Paso, Texas	Independent Consulting Geologist	Nil	Nil	August 2005
Bryan A. MacBride* Director Toronto, Ontario	Independent lawyer practising in Toronto, Ontario	Nil	Nil	August 2005
Clifford A. Wiebe* Director Winnipeg, Manitoba	Business Consultant IBM Canada	Nil	Nil	August 2005

* Denotes number of the Audit Committee

Notes:
(1) Represents shares held directly or through wholly-owned corporations.
(2) Mr. O'Donnell's wife, Charlotte O'Donnell, owns a further 16,894 Common Shares (0.3%).
(3) After distribution of Reorganization Shares pursuant to the TOGI Reorganization.
(4) A company controlled by Mr. Polinsky owns 50% of Venbanc Investment and Management Group Inc. which owns these 500,000 Common Shares.

Following is further information including the particulars of all of the associations with other public corporations within the past five years of the officers and directors of the Company.

John F. O'Donnell, age 58, is the President, Chief Executive Officer and a Director of the Company. He will be responsible for the overall direction, administration and management of the Company. Mr. O'Donnell obtained a Bachelor of Arts (Economics) and a Bachelor of Laws from the University of Windsor. He has practised law in the City of Toronto since 1973. From 1995 to September 2003, he was counsel to Shibley Righton LLP. His practice is primarily in the field of corporate and securities law and, as such, he is and has been counsel to several publicly traded companies, including mineral exploration companies. Mr. O'Donnell has been a director of Grenville Gold Corporation since December 2002. Mr. O'Donnell was a director of spyn corporation from February 3, 1995 until January 14, 2003 (formerly The O'Donnell Group Inc. of which Mr. O'Donnell was the President prior to the completion of a share exchange agreement in February, 2001). Mr. O'Donnell was a director and President of Pinewest Resources Inc. from September 1998 until January 2001when the company acquired DWX Canada Inc. and DataWorx Systems, Inc. and changed its name to Arcamatrix Corporation. Mr. O'Donnell will devote approximately 10% of his time to the affairs of the Company. Mr. O'Donnell has not entered into a non-competition or non-disclosure agreement with the Company.

Maxwell A. Polinsky, age 47, is a director and principal of Venbanc, Inc., an investment and merchant bank located in Winnipeg, Manitoba, Canada that he founded with a partner in 1994. Venbanc, Inc. specialises in the structuring and financing of start-up companies and provides follow-up financial and management advisory assistance. It has successfully funded and taken public several companies in Canada and the United States in the past ten years. Prior to this, Mr. Polinsky was the general manager of City Machinery Ltd., a nationwide power transmission parts distributor with offices across Canada. He began his career as a stockbroker at Canarim Investment Corp. (now Canaccord Capital) in 1982. Mr. Polinsky graduated with honours from the University of Manitoba with a degree in Business Administration, Finance Major. Mr. Polinsky has served as a director of XPEL Technologies Corp. since its formation in October 2003.

William L. Shaffer, age 63, has more than 29 years experience in the mining industry with specific expertise in financing, planning and operation of gold placer deposits and managing coal exploration projects. Mr. Shaffer is part owner and manager of one of Alaska's largest, long-term placer gold mining operations. He provides geological consulting services for precious metals deposits on client projects in Nevada and Arizona. He acts as field manager on coal and lignite drilling programs in the western U.S.A. His recent projects include the supervision of a geochemical sampling program on precious metals exploration project in norther Nevada and claim staking supervision. Mr. Shaffer obtained a Master of Science (Geology) from the University of New Mexico in 1971 and a Bachelor of Science (Geologic Engineering) in the University of Minnesota in 1964. Mr. Shaffer is a member of The American Institute of Mining, Metallurgical, and Petroleum Engineers. Mr. Shaffer served in the U.S. Air Force from 1964 to 1968.

Bryan A. MacBride, age 62 is an independent lawyer in general practice in the City of Toronto. Mr. MacBride was an officer and director of Cabot Creek Mineral Corporation from October 1995 to December, 1997 and a director of The O'Donnell Group Inc. (now spyn corporation) from June 1998 to January 2001.

Clifford A. Wiebe, age 47, has diplomas in Business Administration and Computer Analyst Programmer. Mr. Wiebe has been in the information technology industry for over 22 years, the last eleven with IBM Canada. His role as Business Consultant takes him across the country identifying problem trends and pitfalls and putting corrective plans in place with an emphasis on profitability and customer satisfaction.

None of the issuers, during the time any of the officers, directors or promoters of the Company were associated with them, had either their charters cancelled or whose securities were the subject of a cease-trade order issued by the OSC having a duration longer than 60 days with the exception of Max A. Polinsky. While he was a director of Sunstate International Ltd., it was subject to a cease trade order of the Ontario Securities Commission by reason of its failure to file financial information. The order was subsequently rescinded.

In addition, independent geologists will be retained from time to time to assist the directors in assessing the results of the Company's exploration programs.

The term of office of each director expires following the next annual meeting or until their successor is elected or appointed. The Company does not have an Executive Committee. The information with respect to the Common Shares beneficially owned, controlled or directed by the above directors has been furnished by the respective directors individually.

CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES

None of the directors or officers of the Company is, or within the past five years prior to the date hereof has been, a director, officer or promoter of any other issuer that, while that person was acting in that capacity:

(1) was subject to a cease trade or similar order or an order that denied the issuer access to any statutory exemptions for a period of more than 30 consecutive days; or

(2) was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

PENALTIES OR SANCTIONS

None of the directors or officers of the Company has, within the ten years prior to the date hereof, been subject to any penalties or sanctions imposed by a court or securities regulatory authority relating to the trading in securities, promotion or management of a publicly traded issuer, or theft or fraud.

INDIVIDUAL BANKRUPTCIES

None of the directors or officers of the Company has, within the ten years prior to the date hereof, been declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

CONFLICTS OF INTEREST

To the best of the Company's knowledge and other than as disclosed herein, there are no existing or potential conflicts of interest among the Company, its promoters, directors, officers or other members of management of the Company except that certain of the directors, officers, promoters and other members of management serve as directors, officers, promoters and members of management of other public companies and therefore it is possible that a conflict may arise between their duties as a director, officer, promoter or member of management of such other companies and their duties as a director, officer, promoter or management of the Company.

The directors and officers of the Company are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosure by directors of conflicts of interest and the Company will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty to any of its directors and officers.

PRINCIPAL HOLDERS OF SECURITIES

There are a total of 5,948,935 the Company Shares issued and outstanding. The following table shows, as at August 17, 2005, each person who is known to the Company, its directors and officers to own, beneficially or of record, directly or indirectly, or to exercise control or direction over, more than 10% of the outstanding Common Shares:

NAME OF SHAREHOLDER	NATURE OF OWNERSHIP	NUMBER OF COMMON SHARES HELD	PERCENTAGE OF CLASS
Voelker Family Ltd. Partnership	Record and Beneficially	800,000	13.4%
Frederich C. Voelker	Record and Beneficially	150,000	2.5%
Maxwell A. Polinsky	Record and Beneficially	475,000 [(1)]	8.0% [(1)]
Murray R. Nye	Record and Beneficially	525,000 [(1)]	8.8% [(1)]

(1) Maxwell A. Polinsky and Murray R. Nye, directly or indirectly, each own 50% of Venbanc Investment and Management Group Inc. which owns an additional 500,000 Common Shares, representing a further 8.4% of the currently outstanding Common Shares.

As atAugust 17, 2005, the directors and senior officers of the Company, as a group, beneficially own, directly or indirectly, or exercise control or direction over an aggregate of 1,353,630 Common Shares, representing 22.7% of the currently outstanding Common Shares.

SELECTED FINANCIAL INFORMATION

The following tables set forth selected financial information for the Company for the periods ended June 30, 2005 and 2004 and the years ended December 31, 2004 and 2003. The following summary of selected financial information is derived from and should be read in conjunction with and is qualified in its entirety by reference to the Company's financial statements, including the notes thereto, and Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this prospectus.

Statement of Operations Data

	Six months ended Jun 30, 2005 (unaudited) $	Six months ended Jun 30, 2004 (unaudited) $	Year ended Dec 31, 2004 (audited) $	Year ended Dec 31, 2003 (audited) $
Revenue	Nil	Nil	Nil	Nil
Expenses	7,784	2,500	7,589	Nil
Net Income (Loss)	(7,784)	(2,500)	(7,500)	Nil
Basic and Diluted Income (Loss) per share	-0.01	-0.01	-0.02	Nil

Balance Sheet Data

	Jun 30, 2005 (unaudited) $	Dec 31, 2004 (audited) $	Dec 31, 2003 (audited) $
Total Assets	302,037	2,800	Nil
Total Liabilities	58,325	49,304	38,915
Shareholders' Equity	243,712	(46,504)	(38,915)

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Date

This MD&A refers to material information of the Company regarding the six months ended June 30, 2005 and 2004 as well as the years ended December 31, 2004 and 2003. and was prepared on August 19, 2005. Prior to that time the Company was inactive.

Overview

The Company was incorporated in Ontario on December 21, 2000 to acquire, explore and develop prospective natural resource properties. The Company has one mineral exploration project (See: "DESCRIPTION OF THE BUSINESS OF THE COMPANY - Mineral Properties"). The Company has never generated operating revenues.

Results of Operations

The following is a discussion of the financial condition and results of operations of the Company. It should be read in conjunction with the Company's Financial Statements, the notes thereto and other financial information included elsewhere in this prospectus.

Six Months ended June 30, 2005 Compared to Six Months ended June 30, 2004

Operating Revenues. The Company is a mineral exploration company and has no operating revenues.

General and Administrative (G&A) Expenses. G&A expenses for the six months ended June 30, 2005 were $7,784, an increase of $5,284 over the amount of $2,500 for the six months ended June 30, 2004. These amounts are for accrued professional fees and reflect the efforts by the Company in preparing for this prospectus.

Net earnings (loss). The Company incurred a net loss of $7,784 for the six months ended June 30, 2005, an increase of $5,284 over the six months ended June 30, 2004. The net losses are attributable to the G&A Expenses as noted above.

Twelve Months Ended December 31, 2004 Compared to Twelve Months Ended December 31, 2003

Operating Revenues. The Company is a mineral exploration company and has no operating revenues.

General and Administrative (G&A) Expenses. G&A expenses for the year ended December 31, 2004 were $7,589 compared to nil for the year ended December 31, 2003 during which year the Company was inactive. This amount is attributable to accrued professional fees and reflect the efforts by the Company in preparing for this prospectus.

Net earnings (loss). The Company incurred a net loss of $7,589 for the year ended December 31, 2004 compared to nil for the year ended December 31, 2003. The net loss is attributable to the G&A Expenses as noted above.

Selected Financial Information

Total assets as at the end of June 30, 2005 were $302,037 and consisted of cash ($276,888) and mineral properties and deferred costs ($25,149) which represent option payments and staking costs to secure the Company's mineral exploration project (See: "DESCRIPTION OF THE BUSINESS OF THE COMPANY - Mineral Properties").

The Company has no long term financial liabilities with the exception of an amount due to a shareholder of the Company representing accrued liabilities and advances in the sum of $42,325. This amount bears no interest, has no fixed terms of repayment, and is not expected to be repaid within the next 12 months

The Company has declared no cash dividends.

No salaries or management fees were paid to any directors or officers.

As at the date of this prospectus there are 5,948,935 Common Shares issued and outstanding (See: "CAPITALIZATION").

Financial Condition, Liquidity and Capital Resources

The Company has been basically inactive until the six months ended June 30, 2005. Until that time the Company was administered by its Chief Executive Officer at his expense. After locating and securing a project of merit for the Company, non-brokered private placements were completed in the six months ended June 30, 2005 resulting in proceeds to the Company of $298,000. The Company incurred accrued professional fees in preparation for this prospectus and incurred approximately $25,000 in option payments and staking costs to secure the Properties. As at June 30, 2005, the Company had cash in the amount of $276,888 and accounts payable and accrued liabilities of $16,000. The Company also had an amount due to a shareholder of the Company representing accrued liabilities and advances in the sum of $42,325, which amount bears no interest, has no fixed terms of repayment, and is not expected to be repaid within the next 12 months, thus leaving net working capital of approximately $260,888. This is a sufficient amount of funds to comfortably enable the Company to complete its initial business objectives. (See: "Use of Available Funds").

For its long term business objectives, the Company will require funds for ongoing exploration work on the Properties, as well as to meet its ongoing day-to-day operating requirements and will have to continue to rely on equity and debt financing during such period. There can be no assurance that financing, whether debt or equity, will always be available to the Company in the amount required at any particular time or for any particular period or, if available, that it can be obtained on terms satisfactory to the Company. The Company does not have any other commitments for material capital expenditures over either the near or long term or none are presently contemplated other than as disclosed above and/or over normal operating requirements.

The Company is not in default of its obligations on the Properties at this time.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Transactions with Related Parties

The activities from the Company have been financed in part by advances by a director and shareholder of the Company. These amounts are shown in the financial statements forming part of this prospectus as being due to a shareholder in the sum of $42,325. This amount bears no interest, has no fixed terms of repayment, and is not expected to be repaid within the next 12 months. Certain directors participated in the private placements noted under the heading “PRIOR SALES”. John F. O’Donnell purchased 200,000 Common Shares for a total price of $200. Maxwell A. Polinsky purchased, directly or indirectly, 475,000 Common Shares for a total price of $475. Further, Mr. Polinsky indirectly owns 50% of Venbanc Investment and Management Group Inc. which purchased 500,000 Common Shares for a total price of $20,300.

Changes in Accounting Policies including Initial Adoption

There have been no changes in the Company’s accounting policies.

Financial Instruments and Other Instruments

The Company does not make use of financial or other instruments.

Other MD&A Requirements

During the year ended December 31, 2004, and the six months ended June 30, 2005, and the subsequent period to date, management of the Company has focused its efforts on securing its interest in the Properties, maintaining the Properties in good standing, raising financing to fund the proposed exploration on the Properties as described above and preparing to file this prospectus to enable the Company to become a reporting issuer. The Company expects to proceed with its proposed exploration program in the summer and fall of 2005 (See: “DESCRIPTION OF THE BUSINESS OF THE COMPANY - Mineral Properties”).

CAPITALIZATION

The following table sets out the capitalization of the Company as at the dates indicated:

DESIGNATION OF SECURITY	AUTHORIZED	OUTSTANDING AT DEC 31, 2004 (1)	OUTSTANDING AT JUN 30, 2005 (1)
Common Shares	unlimited	$23,889 (312,935)	$321,889 (5,948,935)

NOTES:

(1) The Company has a deficit of $78,177 as at June 30, 2005.

DESCRIPTION OF SHARE CAPITAL

Common Stock

The Company is authorized to issue an unlimited number of Common Shares, which are without nominal or par value.5,948,935 Common Shares are issued and outstanding. Each Common Share ranks equally with all other Common Shares with respect to dissolution, liquidation or winding-up of the Company and payment of dividends. The holders of Common Shares are entitled to one vote for each share held on all matters to be voted on by such holders and are entitled to receive pro rata such dividends as may be declared by the board of directors out of funds legally available therefore and to receive pro rata the remaining property of the Company on dissolution. The holders of Common Shares have no pre-emptive or conversion rights. All of the Common Shares currently outstanding are fully paid and non-assessable.

MARKET FOR SECURITIES

None of the securities of the Company are listed on any stock exchange or quoted on any market.

PRIOR SALES

The following table sets out the prior sales of the Company as at the dates indicated below:

DATE OF OFFERING	NUMBER OF COMMON SHARES	PRICE PER SHARE $	TOTAL PROCEEDS $
March 7, 2005	4,100,000 (1)	0.001	4,100
May 2, 2005	834,500 (2)	0.10	83,450
June 10, 2005	701,500 (3)	0.30	210,450

(1) These Common Shares were issued at nominal cost to close friends or business associates of a senior officer, director or promoter of the Company to facilitate the Company's re-organizational efforts. (See: "GENERAL DEVELOPMENT OF THE BUSINESS").

(2) These Common Shares were issued to close friends or business associates of a senior officer, director or promoter of the Company to enable the Company to be in a position to execute the three exclusive option agreements dated May 7, 2005, to make the required option payments under, and to provide for the Company's general and administrative expense and working capital. (See: "DESCRIPTION OF THE BUSINESS OF THE COMPANY" - "Mineral Properties" and "Terms of Option Agreements").

(3) These Common Shares were issued to close friends or business associates of a senior officer, director or promoter of the Company to provide the Company with sufficient funding for its exploration expenditures. (See: "DESCRIPTION OF THE BUSINESS OF THE COMPANY" - "Technical Report").

SHARES SUBJECT TO ISSUANCE

There are no Common Shares or other securities of the Company reserved for issuance pursuant to any outstanding options, warrants or other agreements to which the Company is a party.

COMPENSATION OF DIRECTORS AND OFFICERS

The following table, presented in accordance with the regulations to the *Securities Act* (Ontario), sets forth the compensation paid to the Chief Executive Officer during the periods ended December 31, 2004 and 2003. The Company does not have a Chief Financial Officer.

Summary Compensation Table

The following table provides a summary of all annual and long-term compensation paid by the Company to its Chief Executive Officer, and the other executive officers of the Company whose total annual salary and bonus exceeded $150,000 (the "Named Executive Officers") since the date of incorporation of the Company:

		ANNUAL COMPENSATION			LONG-TERM COMPENSATION	
NAME AND PRINCIPAL POSITION	YEAR	SALARY ($)	BONUS ($)	OTHER ANNUAL COMPENSATION ($)	SECURITIES UNDER OPTIONS GRANTED (TOTAL #)	ALL OTHER COMPENSATION ($)
N/A	N/A	Nil	Nil	Nil	Nil	Nil

Option Grants by the Company

No Options have been granted by the Company to its Named Executive Officers.

Options Exercised and Aggregate Remaining

No options were exercised by the Named Executive Officers of the Company.

Long-term Incentive Plans

The Company currently has no long-term incentive plans, other than stock options granted from time to time by the board of directors under the provisions of the Company's stock option plan.

Compensation of Directors

No compensation was paid by the Company since the date of incorporation of the Company to its directors pursuant to any other arrangement or in lieu of any standard arrangement. Directors who are not executives or non-executive officers did not receive compensation for board or committee meetings attended in the year (see "Other Compensation Matters"). All reasonable expenses incurred by directors in respect of their duties are reimbursed by the Company.

Other Compensation Matters

The board of directors determines the level of compensation in respect of the directors and officers. There were no long-term incentive awards made to any director or officer since the date of incorporation except for options granted under the Company's stock option plan. There are no pension plan benefits in place for any director or officer. In addition, there are no plans in place with respect to any director or officer regarding termination of employment or change in responsibilities.

Employment Contracts

The Company does not have formal employment agreements with any of its executive officers.

Compensation of Directors

Directors who are not officers or employees of the Company are not currently paid any fees for their services as directors.

The directors are reimbursed for their out-of-pocket expenses reasonably incurred in connection with their duties to the Company.

OPTIONS TO PURCHASE SECURITIES

On ●, 2005, the directors of the Company adopted the Stock Option Plan (the "Plan"), which was approved by the shareholders of the Company on March 7, 2005 to encourage common share ownership in the Company by directors, officers, key employees and consultants of the Company from time to time. The Plan provides that eligible persons thereunder include any director, employee, (full-time or part-time), officer or consultant of the Company or any subsidiary thereof. A consultant means an individual (including an individual whose services are contracted through a personal holding company) with whom the Company or a subsidiary has a contract for substantial services. The total number of shares which may be reserved and set aside for issuance to eligible persons may not exceed 10% of the issued and outstanding common shares from time to time.

Pursuant to the Plan, the options are not transferable other than by will or the laws of descent and distribution, the option price to be such price as is fixed by the Plan's administrator but shall be not less than the fair market value of the shares at the time the option is granted less any discount normally allowed and payment thereof shall be made in full on the exercise of the options. The terms of the options may not exceed 5 years and shall be subject to earlier redemption upon the termination of employment. If an optionee ceases to be an eligible person for any reason whatsoever other than death, each option held by such optionee will cease to be exercisable in a period not exceeding three (3) months following the termination of the optionee's position with the Company but only up to and including the original option expiry date. If an optionee dies, the legal representative of the optionee may exercise the optionee's options for a period not exceeding one (1) year after the date of the optionee's death but only up to and including the original option expiry date. The Plan also contains anti-dilution provisions usual to plans of this type.

The Company will not provide any optionee with financial assistance in order to enable such optionee to exercise stock options granted under the Plan. The Company has no other compensation plans or arrangements in place and none are currently contemplated.

No directors or officers of the Company have been granted stock options as of the date hereof.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

The following table sets out the indebtedness of the officers and directors of the Company to the Company as at August 19, 2005:

NAME AND PRINCIPAL POSITION	INVOLVEMENT OF ISSUER OR SUBSIDIARY	LARGEST AMOUNT OUTSTANDING DURING 2004 ($)	AMOUNT OUTSTANDING AS AT AUGUST 19, 2005 ($)	FINANCIALLY ASSISTED SECURITIES PURCHASES DURING LAST COMPLETED FINANCIAL YEAR (#)	SECURITY FOR INDEBTEDNESS
N/A	N/A	Nil	Nil	Nil	None

RISK FACTORS

An investment in securities of the Company should be considered highly speculative due to the nature of the Company's business and its stage of development and should be considered only by investors who can afford the total loss of their investment.

Investment in the securities offered hereby involves a significant degree of risk. The risks related to the Company and its business includes the following:

Marketability

THERE IS NO MARKET FOR THE COMMON SHARES AND SHAREHOLDERS MAY NOT BE ABLE TO RESELL THEM.

Necessity for Additional Capital

The Company presently has only one property. Except through the sale of further equity capital, the Company has no cash, revenues or financial means to raise more money to continue the exploration program if the results are positive or to seek new properties if the results are not positive. There is no reasonable expectation that funds will be available for this purpose in the foreseeable future given current conditions in the mineral exploration sector.

Speculative Nature of Securities

There is no assurance that the Company will be successful in its acquisition and exploration programs. The Company has limited funds available to it and the only source of future funds presently available to the Company is through the sale of equity capital. THE SHARES OF THE COMPANY ARE SPECULATIVE. THE PROPERTIES ARE WITHOUT A KNOWN BODY OF COMMERCIAL ORE.

Reliance on Management

Due to the nature of the Company's business, the success of the Company is due in part on the judgment and expertise of its management. Loss of certain of its senior management team could adversely affect the Company's success.

Conflicts of Interest

The Company may, in the future, raise further funds through the sale of shares to other companies which may be associated with the promoters, directors or officers of the Company, and as such, the promoters, directors and officers of the Company may increase their ownership and/or control positions in the Company without an equal opportunity to participate in such financing being granted to the other shareholders. Under certain circumstances, shareholder approval of such actions may be required. As certain directors and officers are involved with other mineral exploration companies, there may be potential conflicts of interest and they will only expend a limited amount of their time managing the affairs of the Company.

Risks Inherent in the Mineral Exploration Business

Mineral exploration is a highly speculative business involving many risks which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Some of the uncontrollable risk factors involved in the business of mining are changes in laws relating to exploration activities, environmental considerations, adverse market conditions, fluctuations in the commodity prices governed by supply and demand as well as increases in exploration costs.

Uninsured Risks

The Company does not insure against a number of risks including environmental pollution, mine flooding or other hazards against which mining exploration corporations cannot insure or against which the Company may elect not to insure. The business of mining is subject to many risks and hazards, including environmental hazards, industrial accidents, encountering unusual or unexpected formations, pit wall failures, flooding, earthquakes, periodic interruptions due to inclement or hazardous weather conditions and other losses. Such risks could result in damage to, or destruction of, mineral properties or producing facilities, personal injury, environmental damage, delay in mining and monetary losses.

Competition

The mining industry is intensely competitive and the Company must compete in all aspects of its operations with a number of other corporations which may have greater technical and/or financial resources.

Environmental Regulations

ENVIRONMENTAL REGULATION IS BECOMING INCREASINGLY STRINGENT AND COSTS AND EXPENSES OF REGULATORY COMPLIANCE ARE INCREASING. The mining industry in Canada is subject to legislation concerning the protection of the environment. In particular, such legislation imposes high standards on the mining industry to reduce or eliminate the effects of wastes generated by extraction and processing operations and subsequently deposited on the ground or emitted into the air or water. Accordingly, the design of mines and mills and the conduct of overall extracting and processing operations are subject to the restrictions contained in such legislation. In addition, the construction, development and operation of a mine, mill and refinery typically entail compliance with applicable environmental legislation and/or review processes and the obtaining of land use and other permits, water licences and similar authorizations from various government agencies.

DIVIDENDS

No dividends have been paid to date by the Company and the Company has no dividend policy. The Company does not anticipate paying dividends in the foreseeable future.

PROMOTERS

Each of John F. O'Donnell, Maxwell A. Polinsky, and Frederich C. Voelker may be considered to be the promoters of the Company, as they have taken the initiative in reorganizing the business of the Company. The number of Common Shares currently held by each of the promoters is set out above under the heading "Directors and Officers". Except for the compensation paid and payable to John F. O'Donnell as described above under the heading "Executive Compensation", none of the promoters has received or is to receive anything of value from the Company or any subsidiary of the Company.

LEGAL PROCEEDINGS

There are no other legal proceedings by or against the Company or affecting the Company's business as of the date of this prospectus.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed herein, no director or officer or any associate or affiliate has had any interest in a material transaction of the Company.

AUDITORS

The auditors of the Company are DMCT LLP, Chartered Accountants, 20 Eglinton Ave. West, Suite 2100, Toronto, Ontario M4R 1K8, Canada.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent for the Company is Equity Transfer Services Inc., 120 Adelaide Street West, Suite 420, Toronto, Ontario M5H 4C3, Canada.

MATERIAL CONTRACTS

During the past two years, the Company or its predecessors and subsidiaries have entered into the following contracts, which are currently material:

- Option Agreements (See: "DESCRIPTION OF THE BUSINESS OF THE COMPANY- Terms of Option Agreements")

INTERESTS OF EXPERTS

None of T. J. Beesley, T.J. Beesley Geological Services Inc., DMCT LLP, or any director, officer, employee or partner thereof received or has received a direct or indirect interest in the property of the Company or of any associate or affiliate of the Company. As at the date hereof, none of the aforementioned companies and partnerships, or any of the directors, officers, employees and partners thereof, beneficially own, directly or indirectly, any securities of the Company or its associates and affiliates.

No director, officer, partner or employee of any of the aforementioned companies and partnerships is currently expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associates or affiliates of the Company.

PURCHASERS' STATUTORY RIGHTS

Securities legislation in several of the provinces provides purchasers with the right to withdraw from an agreement to purchase securities within two (2) business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces and territories securities legislation further provides a purchaser with remedies for rescission or, in some jurisdiction, damages where the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that such remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of his or her province or territory. The holder should refer to any applicable provisions of the securities legislation of his or her province or territory for the particulars of these rights or consult with a legal advisor.

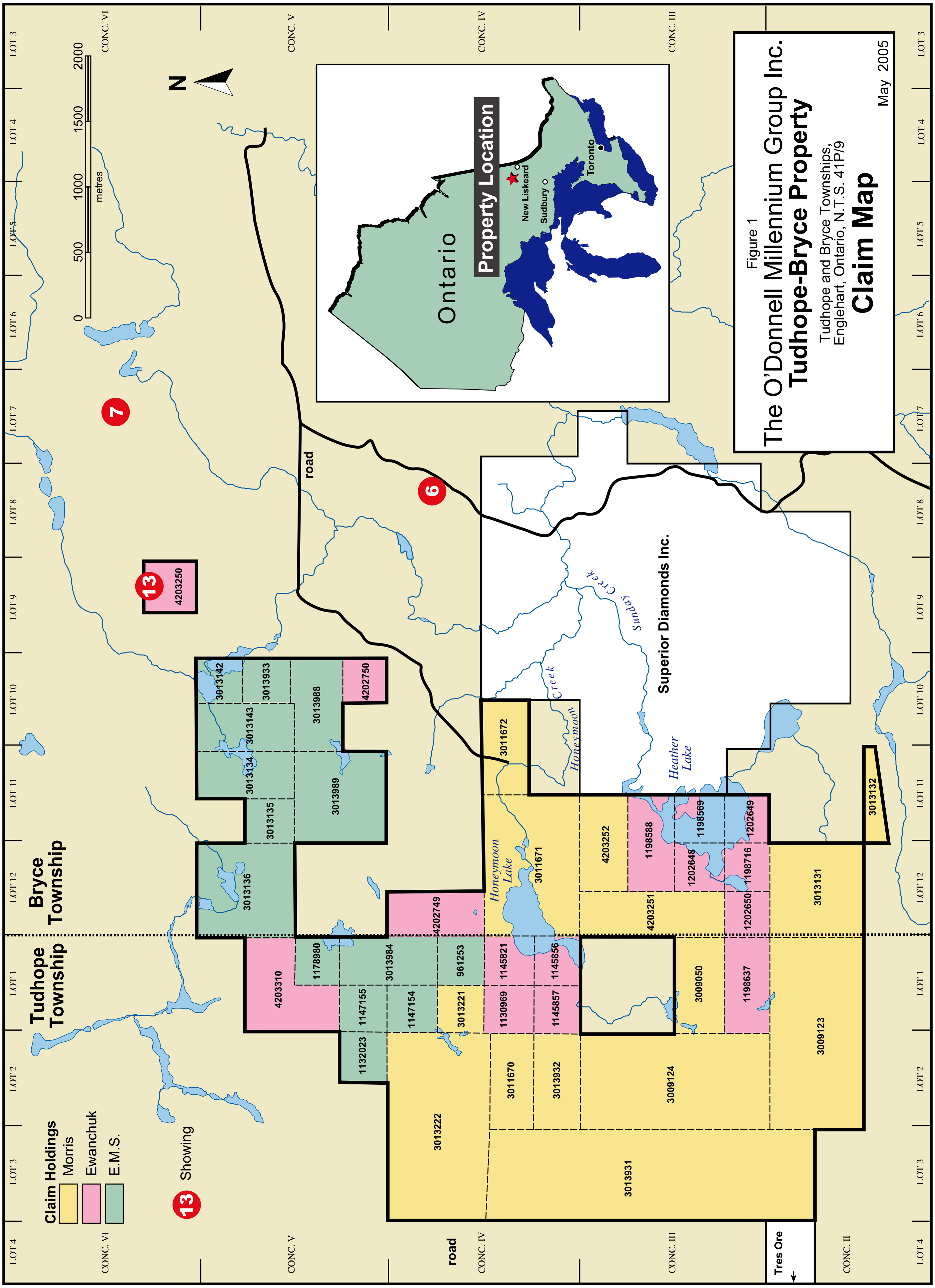


Figure 1
The O'Donnell Millennium Group Inc.
Tudhope-Bryce Property
Tudhope and Bryce Townships,
Englehart, Ontario, N.T.S. 41P/9
Claim Map
May 2005
Ontario
Property Location
New Liskeard
Sudbury
Toronto
Claim Holdings
Morris
Ewanchuk
E.M.S.
13 Showing
N
0 500 1000 1500 2000
metres
Tudhope Township
Bryce Township
Superior Diamonds Inc.
road
Tres Ore
Honeymoon Lake
Honeymoon Creek
Heather Lake
Sundays Creek
LOT 4
LOT 3
LOT 2
LOT 1
LOT 12
LOT 11
LOT 10
LOT 9
LOT 8
LOT 7
LOT 6
LOT 5
CONC. II
CONC. III
CONC. IV
CONC. V
CONC. VI
3013222
3013931
3011670
3013932
3009124
3009123
3013221
1132023
1147155
1147154
4203310
1178980
3013984
961253
1145821
1130969
1145857
1145856
4202749
3009050
1198637
4203251
1202650
3013131
3013136
3013135
3013134
3013143
3013142
3013933
3013988
3013989
4202750
3011672
3011671
4203252
1198588
1202648
1198569
1198716
1202649
3013132
4203250
13
7
6

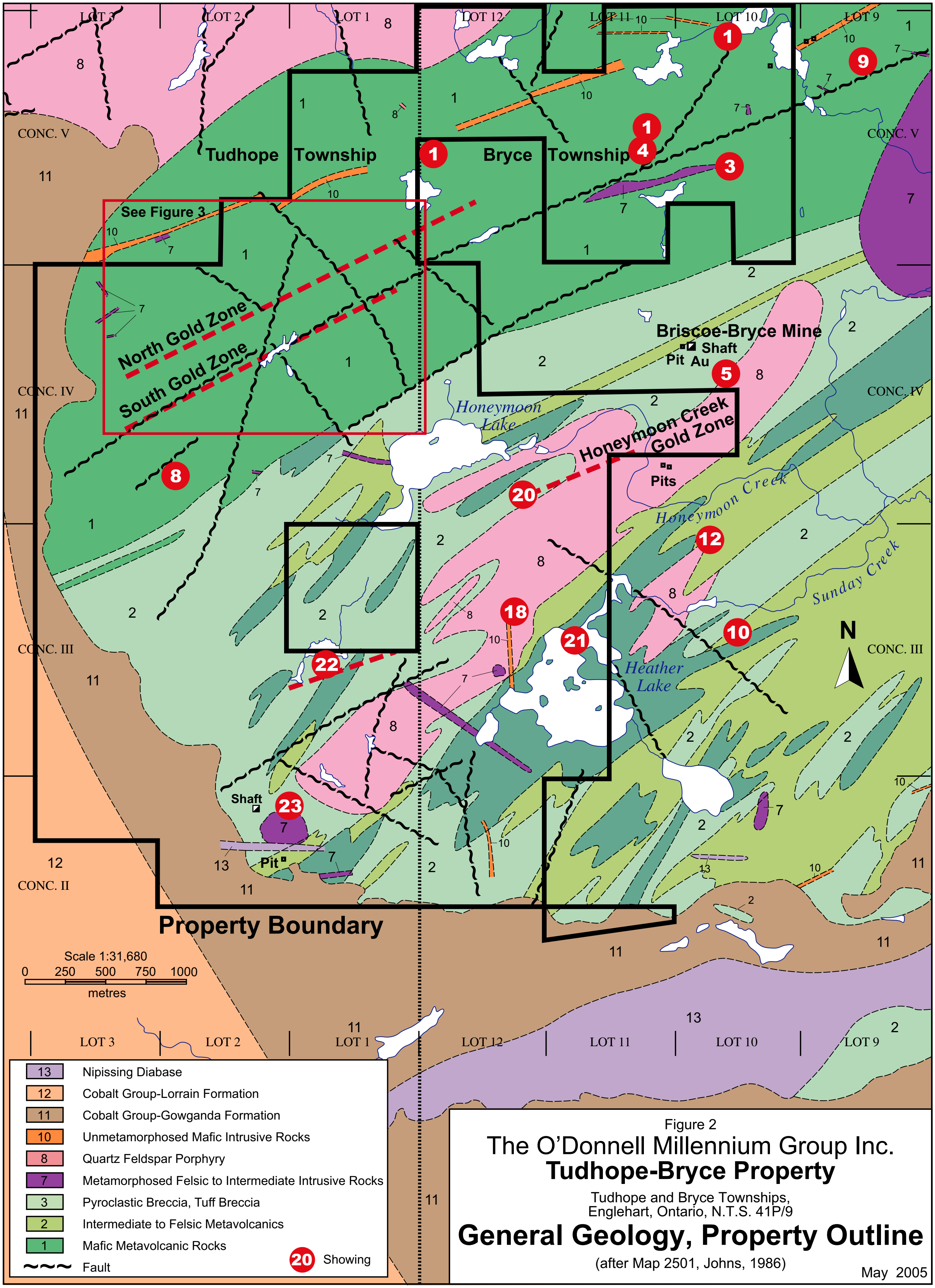


Figure 2

The O'Donnell Millennium Group Inc.

Tudhope-Bryce Property

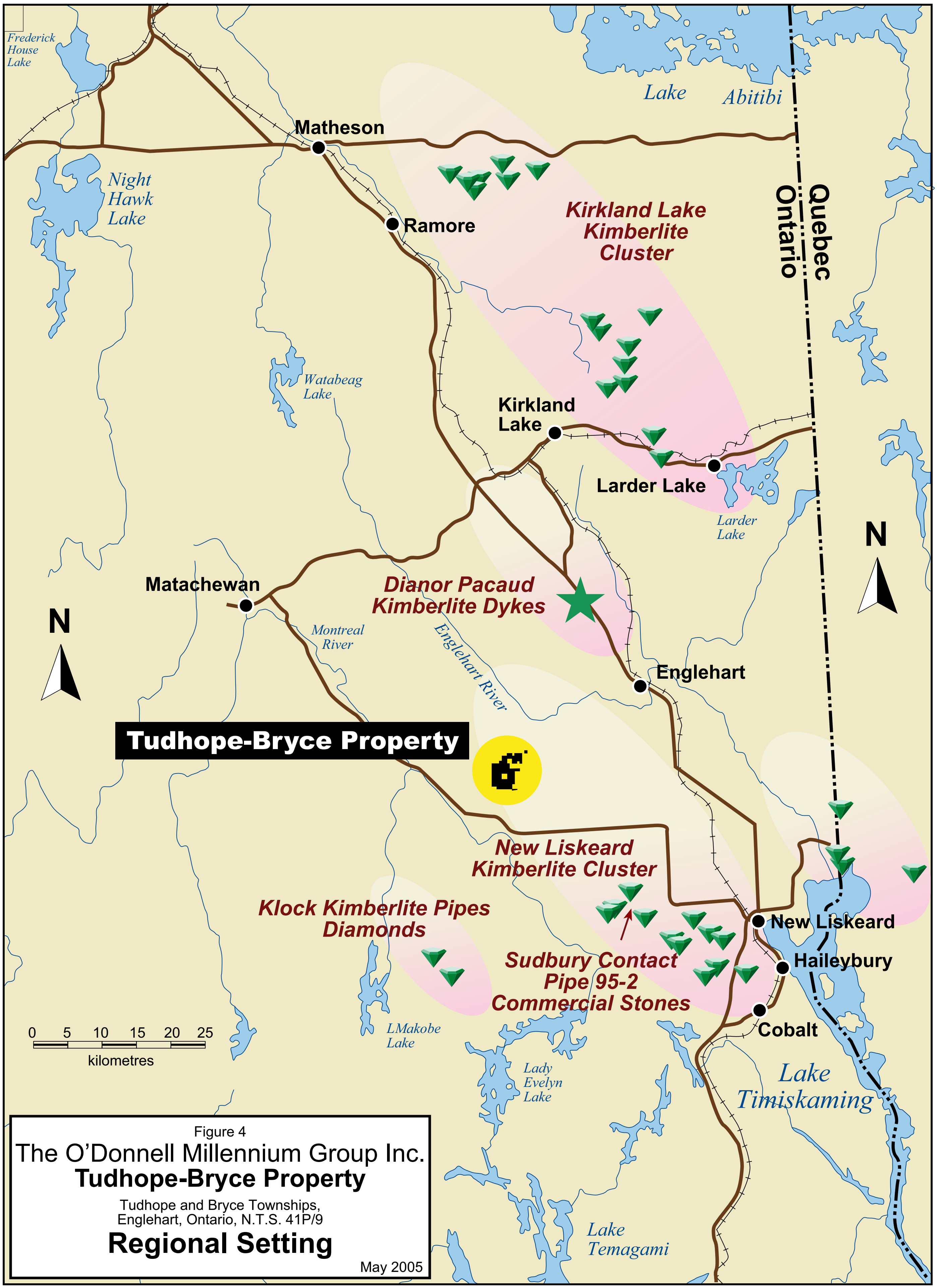
Tudhope and Bryce Townships,
Englehart, Ontario, N.T.S. 41P/9

General Geology, Property Outline

(after Map 2501, Johns, 1986)

May 2005


Figure 3
The O'Donnell Millennium Group Inc.
Tudhope-Bryce Property
Tudhope and Bryce Townships,
Englehart, Ontario, N.T.S. 41P/9
Geological Compilaton
North and South Zones
0 100 200 300 400
metres
N
Property Boundary
Outcrop
Trench
Ridge
Swamp
Fault
Pillows, tops indicated
70
Bedding strike and dip
Diamond drill hole
FS-Fatima/Sturdy, 1962
RLM-Red Lake Mines, 1955
11
Showing
6 a b Mafic Intrusive Rocks
a-gabbro
b-diabase
5 Felsic Intrusive Rocks
a-quartz feldspar porphyry
b-feldspar porphyry
4 Chemical Metasedimentary Rocks
a-iron formation
b-chert
3 Clastic Metasedimentary Rocks
2 Felsic Metavolcanic Rocks
a-massive
b-tuffaceous
c-flow banded
1 Mafic Metavolcanic Rocks
a-massive
b-pillowed
c-amygdaloidal
North Gold Zone
South Gold Zone
SZ-2
SZ-3
PALMER-VAUGHAN-ESTIVAL FAULT
Lake
Lake
Tudhope Township
Bryce Township
CONC. V
CONC. IV
CONC. V
CONC. IV
1118533
1178980
1132023
1147155
1147154
3013984
4202749
3013222
3013221
961253
3013931
3011670
1130969
1145821
3011671
LOT 3
LOT 2
LOT 1
May 2005
sand, jack pine
sand, jack pine
boulders
py, amygdules
QV, py,cpy
RH23-25
RH26,27
pit
RH28
RH29
P11
P4,P5
P1,P2
P3
P9
RH30
1a,RH1
2a,RH2
RH8
RH47, 16-20
RH21
RH22
RH9
RLM DDH #A-8
1.3oz/t Au / 1.2 ft.
RLM DDH #B-1
0.04oz/t Au / 1.0 ft.
2a, quartz eyes
6b dyke
6b dyke
5c dykes
1c, py, amygdules
2a,carb
1a carb
1(a)
1a (sil)
5a,b
1c,6a
c.gr.
B5 4 3 2 1
A
C,B
D
F
G
L
11
14
15
16
2
17
19



Frederick House Lake
Lake Abitibi
Matheson
Night Hawk Lake
Ramore
Kirkland Lake Kimberlite Cluster
Quebec
Ontario
Watabeag Lake
Kirkland Lake
Larder Lake
Larder Lake
N
Matachewan
Dianor Pacaud Kimberlite Dykes
Montreal River
Englehart River
Englehart
N
Tudhope-Bryce Property
New Liskeard Kimberlite Cluster
Klock Kimberlite Pipes Diamonds
New Liskeard
Sudbury Contact Pipe 95-2 Commercial Stones
Haileybury
0 5 10 15 20 25
kilometres
LMakobe Lake
Cobalt
Lady Evelyn Lake
Lake Timiskaming
Lake Temagami
Figure 4
The O'Donnell Millennium Group Inc.
Tudhope-Bryce Property
Tudhope and Bryce Townships, Englehart, Ontario, N.T.S. 41P/9
Regional Setting
May 2005

DMCT LLP

Chartered Accountants

20 Eglinton Avenue West
Suite 2100, P.O. Box 2014
Toronto, Ontario M4R 1K8

Tel: (416) 480-0160
Fax: (416) 480-2646
Website: www.dmct.com

AUDITOR'S CONSENT

We have read the prospectus of OMG Mineral Exploration Inc. dated •, 2005 related to the distribution of 312,935 Common Shares of the Corporation. We have complied with Canadian generally accepted standards for auditors' involvement with offering documents. We consent to the use in the above-mentioned prospectus of our report on the balance sheets of The O'Donnell Millennium Group Inc. as at December 31, 2004 and 2003 and the statements of operations and deficit and cash flows for each of the years in the two year period ended December 31, 2004. Our report is dated August 16, 2005 (except for note 10 which is dated •, 2005).

(signed) •
Toronto, Ontario
•, 2005

The O'Donnell Millennium Group Inc.

Financial Statements

For the Years Ended December 31, 2003 and 2004

D M C T LLP
Chartered Accountants
20 Eglinton Avenue West
Suite 2100, P.O. Box 2014
Toronto, ON M4R 1K8
Tel: 416-480-0160
Fax: 416-480-2646
Website: www.dmct.com

AUDITORS' REPORT

To the directors of
The O'Donnell Millennium Group Inc.

We have audited the balance sheets of **The O'Donnell Millennium Group Inc.** as at December 31, 2003 and 2004 and the statements of operations and deficit and cash flows for the years then ended. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the company as at December 31, 2003 and 2004 and the results of its operations and cash flows for the years then ended, in accordance with Canadian generally accepted accounting principles.

DMCT, LLP

August 16, 2005 (except for Note 10 which is dated, ● 2005)

The O'Donnell Millennium Group Inc.

Balance Sheets
As at

	Note	June 30 2005 (unaudited)	December 31 2004	December 31 2003
Assets				
Current				
Cash		**$ 276,888**	**$ -**	$ -
Mineral properties and deferred costs	3	**25,149**	**2,800**	-
		$ 302,037	**$ 2,800**	$ -
Liabilities				
Current				
Accounts payable and accrued liabilities		**$ 16,000**	**$ 8,504**	$ -
Advance from shareholder	4	**42,325**	**40,800**	38,915
		58,325	**49,304**	38,915
Shareholders' Equity				
Capital stock	5	**321,889**	**23,889**	23,889
Deficit		**(78,177)**	**(70,393)**	(62,804)
		243,712	**(46,504)**	(38,915)
		$ 302,037	**$ 2,800**	$ -

Nature of Business and Basis of Presentation (Note 1)

Approved by the Board **"John O'Donnell"** Director **"Max Polinsky"** Director
(Signed) (Signed)

See accompanying notes.

The O'Donnell Millennium Group Inc.

Statements of Operations and Deficit

	Note	Six Months Ended June 30 **2005**	Six Months Ended June 30 2004	Years Ended December 31 **2004**	Years Ended December 31 2003
		(unaudited)			
Expenses					
Office expenses		**$ 284**	$ -	**$ 89**	$ -
Professional fees		**7,500**	2,500	**7,500**	-
		7,784	2,500	**7,589**	-
Net loss		**(7,784)**	(2,500)	**(7,589)**	-
Deficit at beginning of period		**(70,393)**	(62,804)	**(62,804)**	(62,804)
Deficit at end of period		**$ (78,177)**	$ (65,304)	**$ (70,393)**	$ (62,804)
Basic and diluted loss per share	7	**$ (0.01)**	$ (0.01)	**$ (0.02)**	$ -

See accompanying notes.

The O'Donnell Millennium Group Inc.

Statements of Cash Flows

	Six Months Ended June 30		Years Ended December 31	
	2005	2004	**2004**	2003
	(unaudited)			
Cash flows from operating activities				
Net loss	**$ (7,784)**	$ (2,500)	**$ (7,589)**	$ -
Changes in non-cash working capital items				
Accounts payable and accrued liabilities	**7,496**	1,615	**10,389**	-
	(288)	(885)	**2,800**	-
Cash flows from investing activity				
Mineral properties and deferred costs	**(22,349)**	(1,000)	**(2,800)**	-
Cash flows from financing activities				
Due to shareholder	**1,525**	1,885	**-**	-
Proceeds from issuance of common shares	**298,000**	-	**-**	-
	299,525	1,885	**-**	-
Increase in cash during the period and cash at end of period	**$ 276,888**	$ -	**$ -**	$ -

See accompanying notes.

The O'Donnell Millennium Group Inc.

Notes to Financial Statements

1. NATURE OF BUSINESS AND BASIS OF PRESENTATION

(i) Nature of Business

The O'Donnell Millennium Group Inc. (the"Company") was originally incorporated as a wholly-owned subsidiary of The O'Donnell Group Inc.("TOGI"). Pursuant to a share exchange agreement dated November 30, 2000, TOGI acquired all of the shares in the capital of spyn inc. in exchange for common shares and common share purchase warrants from the treasury of TOGI which resulted in a reverse takeover of TOGI by the shareholders of spyn inc. As part of the reverse takeover agreement an asset transfer agreement dated December 29, 2000 was agreed to whereby TOGI would transfer its remaining assets, including its mining property to the Company in consideration of the issuance of 312,935 post-consolidated common shares of the Company to TOGI. These common shares of the Company held by TOGI were to be distributed to the existing TOGI shareholders as a return of capital. The TOGI re-organization was approved by the TOGI shareholders on January 23, 2001 and completed on February 20, 2001. All of the Company's shares were transferred to a director of the Company, in trust, to be held pending distribution to the TOGI shareholders

(ii) Common Share Consolidation and Name Change

(a) On June 10, 2005 the Company by articles of amendment completed a share consolidation on a 1:10 basis reducing the issued and outstanding common shares from 3,129,350 to 312,935.

(b) On August 12, 2005, the name of the Company was changed to OMG Mineral Exploration Inc.

(iii) Basis of Presentation

The Company's principal assets are mineral properties and deferred costs made on properties which are not in commercial production. The Company is in the process of exploring its mining claims and has not yet determined whether or not the properties will contain economically recoverable resources.

The continuing operations of the Company and the recoverability of the carrying value of the mining claims and the related deferred exploration expenditures are dependent upon the discovery of economically recoverable resources, the ability of the Company to obtain necessary financing to continue exploration and development, the ability of the Company to secure and maintain title and beneficial interest in the properties, entering agreements with others to explore and develop the properties and upon future profitable production or proceeds from disposition of such properties. Realized amounts for the Company's mining properties may vary materially from book amounts.

The O'Donnell Millennium Group Inc.

2. SIGNIFICANT ACCOUNTING POLICIES

The summary of significant accounting policies of the Company is presented to assist in understanding the Company's financial statements. The financial statements and notes are representations of the Company's management who is responsible for their integrity and objectivity. These accounting policies conform to Canadian generally accepted accounting principles and have been consistently applied in the preparation of the financial statements.

Mineral Properties and Deferred Costs

All direct costs related to the acquisition and exploration of specific properties are capitalized as incurred. If a property is brought into production, these costs will be amortized against the income generated from the property. If a property is abandoned, sold or impaired, an appropriate charge will be made. Discretionary option payments arising on the acquisition of mining properties are only recognized when paid. Amounts received from other parties to earn an interest in the Company's mining properties are applied as a reduction of the mining property and deferred exploration costs.

The amounts capitalized represent costs to be charged to operations in the future and do not necessarily reflect the present or future value of the particular mining properties.

On a periodic basis, management reviews the carrying values of deferred mining property acquisition and exploration expenditures to assess whether there has been any impairment in value. In the event that management determines the carrying values of any mining property to be permanently impaired, the carrying value will be written down or written off, as appropriate.

Although the Company has taken steps to verify title to mining properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

Financial Instruments

Unless otherwise noted, it is management's opinion that the fair value of financial assets and liabilities approximate their carrying values.

Income Taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method, future income tax assets and liabilities are determined based on temporary differences between financial reporting and tax bases of assets and liabilities, as well as for the benefit of losses available to be carried forward to future years for tax purposes. Future income tax assets and liabilities are measured using substantively enacted tax rates and laws that will be in effect when the differences are expected to reverse. Future income tax assets are recorded in the financial statements if realization is considered more likely than not.

The O'Donnell Millennium Group Inc.

Notes to Financial Statements

2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Loss Per Share

Basic earnings per share is calculated based on the weighted average number of shares outstanding. The treasury stock method is used to compute the dilutive effect of options, warrants and similar instruments.

There are currently no stock options or share purchase warrants outstanding. Consequently, there is no difference between basic loss per share and diluted loss per share.

Use of Estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenue and expenses during the year. Actual results could differ from those estimates.

3. MINERAL PROPERTIES AND DEFERRED COSTS

Property	**January 1 2005**	**Additions**	**Write-offs**	**June 30 2005**
Tudhope and Bryce Townships - Group 1	**$ 1,200**	**$ 7,317**	**$ -**	**$ 8,517**
Tudhope and Bryce Township - Group 2	**1,000**	**7,812**	**-**	**8,812**
Tudhope and Bryce Township - Group 3	**600**	**7,220**	**-**	**7,820**
	$ 2,800	**$ 22,349**	**$ -**	**$ 25,149**

Property	January 1 2004	Additions	Write-offs	December 31 2004
Tudhope and Bryce Townships - Group 1	$ -	$ 1,200	$ -	$ 1,200
Tudhope and Bryce Township - Group 2	-	1,000	-	1,000
Tudhope and Bryce Township - Group 3	-	600	-	600
	$ -	$ 2,800	$ -	$ 2,800

The O'Donnell Millennium Group Inc.

Notes to Financial Statements

3. MINERAL PROPERTIES AND DEFERRED COSTS (Cont'd)

Group 1

This option consists of thirteen unpatented mining claims. Under an exclusive option agreement dated May 6, 2005 the Company will acquire a 100% interest in the claims at such time that the following payments and expenditures are made:

a. make cash payments as follows:

(i) $6,000 upon the signing of the option agreement;

(ii) $12,000 on the first anniversary of Closing (Closing is the formal closing of the option agreement which will be on or before the 90th day following the signing of this agreement).;

(iii) $18,000 on the second anniversary of Closing; and

(iv) $24,000 on the third anniversary of Closing;

b. incur expenditures of $200,000 in mining operations with respect to any of the claims; and

c. issue the Optionors 100,000 common shares of the Company. The common shares will be issued 25,000 on Closing, 25,000 on the first anniversary of Closing and 50,000 on the second anniversary of Closing. If the Company's shares are not listed for trading at the time of delivery then the Company will have thirty days to deliver replacement shares of an exchange listed company in good standing.

In addition the claims are subject to a 2.5% net smelter return ("NSR"), based on the revenues earned from the properties put into production. The Company is entitled to repurchase a one-half percent NSR for a purchase price of $600,000 and a further one-half percent for an additional $750,000.

Group 2

This option consists of fifteen unpatented mining claims. Under an exclusive option agreement dated May 10, 2005 the Company will acquire a 100% interest in the claims at such time that the following payments and expenditures are made:

a. make cash payments as follows:

(i) $5,000 upon the signing of the option agreement;

(ii) $10,000 on the first anniversary of Closing (Closing is the formal closing of the option agreement which will be on or before the 90th day following the signing of this agreement);

(iii) $15,000 on the second anniversary of Closing; and

(iv) $20,000 on the third anniversary of Closing;

3. MINERAL PROPERTIES AND DEFERRED COSTS (Cont'd)

b. pay a further $1,000 upon signing of the agreement and the sum of $1,000 annually commencing on the first anniversary of Closing as long as it maintains its option with respect to certain Claims which are subject to a prior 3% royalty in favour of another Company;

c. incur expenditures of $200,000 in mining operations with respect to any of the claims; and

d. issue the Optionors 100,000 common shares of the Company. The common shares will be issued 25,000 on Closing, 25,000 on the first anniversary of Closing and 50,000 on the second anniversary of Closing. If the Company's shares are not listed for trading at the time of delivery then the Company will have thirty days to deliver replacement shares of an exchange listed company in good standing.

In addition the claims are subject to a 2.5% net smelter return ("NSR"), based on the revenues earned from the properties put into production. The Company is entitled to repurchase a one-half percent NSR for a purchase price of $500,000 and a further one-half percent for an additional $750,000.

Group 3

This option consists of fifteen unpatented mining claims. Under an exclusive option agreement dated May 6, 2005 the Company will acquire a 100% interest in the claims at such time that the following payments and expenditures are made:

a. make cash payments as follows:

(i) $3,500 upon the signing of the option agreement;

(ii) $4,000 on Closing (Closing is the formal closing of the option agreement which will be on or before the 90th day following the signing of this agreement);

(iii) $12,500 on the first anniversary of Closing;

(iv) $17,500 on the second anniversary of Closing; and

(v) $22,500 on the third anniversary of Closing;

b. incur expenditures of $200,000 in mining operations with respect to any of the claims; and

c. issue the Optionors 100,000 common shares of the Company. The common shares will be issued 25,000 on Closing, 25,000 on the first anniversary of Closing and 50,000 on the second anniversary of Closing. If the Company's shares are not listed for trading at the time of delivery then the Company will have thirty days to deliver replacement shares of an exchange listed company in good standing.

The O'Donnell Millennium Group Inc.

Notes to Financial Statements

3. MINERAL PROPERTIES AND DEFERRED COSTS (Cont'd)

In addition the claims are subject to a 2.5% net smelter return ("NSR"), based on the revenues earned from the properties put into production. The Company is entitled to repurchase a one-half percent NSR for a purchase price of $500,000 and a further one-half percent for an additional $750,000. After the fifth anniversary of Closing, an advance royalty shall be payable when the total gold reserve on the property totals 500,000 oz. or if a positive feasibility analysis has been submitted and a production decision has been made. When these conditions are met the advance royalty payment shall be $12,000 and increase to $24,000 in year 2 and $36,000 in year 3 and subsequent years until the advance royalty payments are equal to the equivalent to 2.5% NSR (subject to reduction to 1.5% NSR in the event that the NSR has been bought back by the Company).

4. ADVANCE FROM SHAREHOLDER

The advance from the shareholder is non-interest bearing, has no fixed terms of repayment and is not expected to be repaid within the next 12 months.

5. CAPITAL STOCK

Common shares

Authorized
unlimited common shares

Issued and outstanding

	Number of Shares	Amount
Balance January 1, 2003	312,935	$ 23,889
Balance December 31, 2003 and 2004	**312,935**	**23,889**
Issued for cash (i)	5,636,000	298,000
Balance June 30, 2005	**5,948,935**	**$ 321,889**

(i) Certain directors of the Company acquired directly and indirectly 1,175,000 common shares for gross proceeds of $20,975 .

The O'Donnell Millennium Group Inc.

Notes to Financial Statements

6. STOCK OPTION PLAN

On March 7, 2005 the shareholders approved a Stock Option Plan (the "Plan") to become effective on the date of a prospectus(final) of the Company. Under the proposed options to be granted to the benefit of employees, directors and third parties. The maximum number of shares allocated to and made available to be issued under the Plan shall not exceed 10% of the common shares issued and outstanding (on a non-diluted basis) at any time. The exercise price of options granted under the Stock Option Plan will be determined by the directors, but will be at least equal to the closing trading price for the common shares for the last trading day prior to the grant and otherwise the fair market price as determined by the Board of Directors. The term of any option granted shall not exceed five years. Except as otherwise provided elsewhere in the Stock Option Plan, the options shall be cumulatively exercisable in installments over the option period at a rate to be fixed by the Board of Directors. The Company will not provide financial assistance to any optionee in connection with the exercise of options.

No options were issued during the period.

7. LOSS PER SHARE

Loss per share is calculated based on the weighted average number of common shares outstanding during the period, which was 312,935 for the year ended December 31, 2004 (2003 - 312,935). The weighted average number of common shares was 935,697 for the period ended June 30, 2005 (2004 - 312,935).

8. INCOME TAXES

(i) Income Tax Expense

The following table reconciles income taxes calculated at combined Canadian federal/ provincial tax rates with the income tax expense in these financial statements:

	December 31 **2004**	2003
Earnings (loss) before income taxes	**$ (7,784)**	$ -
Canadian statutory rate	**36.1 %**	36.1 %
Expected income tax recovery	**$ (2,810)**	$ -
Unutilized tax losses	**2,810**	-
Income tax expense	**$ -**	$ -

The O'Donnell Millennium Group Inc.

Notes to Financial Statements

8. INCOME TAXES (Cont'd)

(ii) **Future Income Taxes**

The temporary differences that give rise to future income tax assets and future income tax liabilities are presented below:

	December 31 2004	2003
Amounts related to:		
Tax loss carryforwards	**$ 3,300**	$ 510
Exploration expenditures	**23,000**	21,975
Net future tax asset	**26,300**	22,485
Less: Valuation allowance	**(26,300)**	(22,485)
	$ -	$ -

(iii) The Company has non-capital losses of approximately $9,180 and exploration expenditures which carry forward indefinitely of $62,806 available to apply against future taxable income. If not utilized, the non-capital losses will expire in as follows:

2008	$ 1,400
2014	7,780
	$ 9,180

The potential tax benefit relating to these losses has not been reflected in these financial statements.

9. COMMITMENTS

The Company is committed to various optional payments and royalties in relation to its mineral properties as disclosed in Note 3.

10. SUBSEQUENT EVENT

Prospectus

On •, 2005 the Company filed a prospectus to gain reporting issuer status in the provinces of Ontario and • in an effort to enable the Company to develop an organized market for the Company's common shares. Additionally the prospectus qualifies for distribution 312,935 post-consolidated common shares of the Company held by the former shareholders of TOGI (see Note 1).

CERTIFICATE

Dated: August 19, 2005

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the issuer as required by Part XV of the *Securities Act* (Ontario)and the regulations thereunder.

(Signed) “John F. O’Donnell”	(Signed) “Maxwell A. Polinsky”
Chief Executive Officer and President	Vice-President and Chief Financial Officer

On behalf of the Board of Directors of
OMG Mineral Exploration Inc.

(Signed) “Clifford A. Wiebe”	(Signed) “William L. Shaffer”
Director	Director

On behalf of the Promoters

(Signed) “John F. O’Donnell”	(Signed) “Maxwell A. Polinsky”

(Signed) “Frederich C. Voelker”