Independent Technical Report - Amended

Willoughby Property

NTS Sheet 103P/13E & 104A/4E

Stewart Area, NW British Columbia, Canada

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Summary

The Willoughby prospect is located on a nunatak 20 kilometres southwest of Meziadin Lake and 26 kilometres east of Stewart, between the north and central forks of the Willoughby Glacier. Expansive glaciers and rugged topography characterize the area. The property is located within the Skeena Mining Division of British Columbia, Canada, and is comprised of three Mineral Titles Online map cell claims covering a total area of 1321 hectares. The claims are registered to Copper Ridge Explorations Inc. ("Copper Ridge"). Copper Ridge has reached an option agreement with Bonterra Resources Inc. ("Bonterra") whereby Bonterra can acquire a 51% interest in the property with cash and share payments, plus exploration expenditures.

Bonterra has contracted Brett R. LaPeare, MAusIMM, through CLJ Enterprises Ltd. of Smithers BC, Canada, to prepare a NI 43-101 compliant Independent Technical Report on the Willoughby property. The purpose of the technical report is to describe and integrate the current 2007 exploration program, consisting of the author's property visit and an electromagnetic (EM) and magnetic airborne geophysical survey, with detailed compilation of all available historical information on the property.

The property occurs on the eastern edge of a broad north-northwest trending volcano-plutonic belt composed of upper Triassic and lower Jurassic rocks termed the 'Stewart Complex' by Grove (1986). This belt is part of the Stikinia terrane, which in turn is part of the Intermontane tectonic belt or 'superterrane' and hosts hundreds of known mineralized showings as well as numerous developed prospects (i.e. Red Mountain) and a number of past producer (i.e. Premier Silbak) and producing mines (i.e. Eskay Creek)

The eastern half of the property is underlain by upper Triassic Stuhini Group lithologies while the western half is dominated by Lower Jurassic Hazelton Group

rocks. The Stuhini Group underlying the property is primarily composed of clastic sediments with basaltic flows, epiclastics, rhyolite tuff and heterolithic volcaniclastic rocks containing massive pyrite clasts. Hazelton Group rocks locally consist of andesitic volcaniclastics and agglomerates. Andesitic tuffs vary from ash to lapilli through to agglomerate and are locally interbedded with fossiliferous limestone. These rocks have been intruded by a diorite hornblende + feldspar porphyritic stock containing minor quartz, primary biotite, apatite and rutile. Structurally the area is complex with intense, closely spaced faulting occurring throughout. Two dominant shear trends are indicated: 330 degrees with right-lateral movement as indicated by calcite-filled tension gashes, and a 040-060 degree trend. In the vicinity of the mineralized zones, bedding attitudes are highly variable. Distal to the mineralization, within crystal and ash tuffs, a north-northwesterly trending foliation with a west dip has developed that appears to be sub-parallel to primary bedding. All of the mineralized zones exhibit similar styles of hydrothermal alteration as variable iron carbonate +/- sericite +/- chlorite +/- pyrite overprint both the stock and country rocks with hornblende altered to biotite and/or sericite, and have overall low silica content. Sulphide mineralization is dominated by pyrite and pyrrhotite +/- sphalerite +/- galena +/-arsenopyrite occurring as semi-massive to massive lenses and pods with associated stockwork, fracture controlled to disseminated zones. Rare visible gold occurs in veins, stockwork and fractures. Typically, the lenses are small, less than 5 metres in size; however, one sulphide lens has been traced for 65 metres with widths variable to 5 metres. One zone shows that disseminated auriferous pyrite occurs peripheral to a well mineralized, pyrite-sphalerite bearing breccia body. Another showing occurs as sub-angular blocks of massive pyrite up to 10 centimetres in size.

A mineralized zone carrying low-grade gold and silver values was investigated in this area in 1941 and explored in 1945. In 1979 a reconnaissance exploration program was carried out which resulted in the discovery of gold- and silver- bearing massive pyrite +/- sphalerite mineralization. This was followed up by an airborne geophysical program in 1983.

In 1989 Bond Gold Canada Ltd. carried out a surface mapping, sampling, and drill program totaling 1708.6 metres (14 holes). From 1994 to 1995, Camnor Resources undertook an exploration program of geological mapping, surface sampling, and drilled a total of 4767.4 metres from 44 holes. This work has outlined 11 mineralized occurrences on the Willoughby property: eight are hosted within andesitic pyroclastics; two are hosted within the hornblende feldspar porphyry stock and one is associated with coarse volcaniclastics. Drill intersections from the Camnor Resources Ltd drill programs returned numerous high-grade intercepts over significant widths from a number of different zones including:

13.3 g/t Au and 63.4 g/t Ag / 13.0 metres
15.6 g/t Au and 12.3 g/t Ag / 4.2 metres
17.8 g/t Au and 44.2 g/t Ag / 1.0 metres
40.1 g/t Au and 109.6 g/t Ag / 11.7 metres
386.3 g/t Au and 213.5 g/t Ag / 2.9 metres

From 1996 to the present, exploration on the Willoughby property has consisted of a site visit to confirm the presence of the mineralized showings, data compilation and digitization of drill hole data and an airborne EM/magnetic geophysical survey. Results from the geophysics showed that the area of main mineralization is associated with an area of low magnetic susceptibility. A southeast trending EM anomaly and several discrete conductors are associated with the known mineralization and continue along strike to the southeast, trending underneath the Willoughby glacier.

A 750 metre diamond drill exploration program with a total budget of $396,975 is recommended for the Willoughby property during the 2008 field season to confirm previous grade intercepts, test extensions on the most viable zones, and to glean better structural control on mineralized shoots. Prior to the drill program, digital compilations of all previous exploration programs will need to be completed to

facilitate the most accurate interpretation for target generation. Two factors that will add expense to the program are the steep, difficult terrain and the need for a helicopter-supported program.

Up to 55 metres of underground development was completed in 1995, but no other details or data on this program were included in the assessment reports. It is recommended that the adit be located to determine if it can be rehabilitated for the purpose of providing a drill platform for adjacent targets and to follow up mapping and sampling.

Introduction and Terms of Reference

The author was retained by Bonterra Resources Ltd. ("Bonterra"), to complete the following report on the Willoughby property. The purpose of the report is to provide a summary of previous exploration on the Property, to document Bonterra's preliminary exploration work on the property that included a property examination and a 309.8 km airborne electromagnetic and magnetic survey and to make recommendations for further work.

This report is based on a review of geological data from numerous British Columbia Energy, Mines, and Petroleum Resources (BC EMPR) Assessment Reports, from published papers from the BC EMPR and the Geological Survey of Canada (GSC) and on a report by Aeroquest International on airborne geophysical survey completed on the property by Bonterra Resources. All information reviewed or referenced is contained in the "Reference" section of the report.

Previous to August 2007 the author had no previous knowledge of or connection – financial or otherwise – with the Property. A site visit was undertaken by the author in August 2007 which included an aerial inspection in addition to the 'on site' inspection of two areas of the Property to ascertain and/or confirm location, geological and mineralization data, and descriptions as detailed in previous Assessment Reports.

Chip sampling was attempted across one of the main mineralization zones but, due to do safety considerations, was abandoned before the sampling could be completed.

Terminology and Unit Conversion

In Canada, before and up to 1977, the imperial system was the primary system of measure. Length was expressed in feet, volume expressed as cubic feet, mass in pounds or (short) tons. While base metal grades are represented as percent, precious metal grades were generally represented as ounces per ton. All of the Assessment Reports and published papers referenced for this report were carried out post-1977 and thus the metric or SI system was mostly used. Abbreviations used in this report are defined below:

g/t	=	grams per tonne
ppm	=	parts per million
ppb	=	parts per billion
kg	=	kilogram
opt	=	ounces per short ton
Moz	=	1 million ounces
Mt	=	1 million tonnes
t	=	1 tonne (1000 kilograms)
st	=	Short ton (2000 pounds)

With regards to ounces and short tons the following conversion rates were used:

1 gram	=	0.0322 troy ounces
1 troy ounce	=	31.104 grams
1 short ton	=	0.907 tonnes
1 tonne	=	1.016 short tons
1 troy ounce per ton	=	34.29 grams per ton
0.029 troy ounces per ton	=	1 gram per tonne
1 troy ounce per tonne	=	31.104 grams per tonne
0.0322 troy ounces per tonne	=	1 gram per tonne

Disclaimer - Reliance on Other Experts

CJL Enterprises Ltd. and Brett R. LaPeare have conducted this independent technical assessment in accordance with the methodology and format outlined in NI 43-101, companion policy NI 43-101CP and Form 43-101F1. This report is directed solely for the development and presentation of data with recommendations to allow for Bonterra Resources Ltd. to reach informed decisions. This report was prepared solely by Brett R. LaPeare MAusIMM, as contracted by CJL Enterprises Ltd. The information, conclusions, and recommendations contained herein are predominantly based on BC EMPR MINFILE Assessment Reports, published geological reports, government publications, various Internet websites and a report by Aeroquest International on a recently completed airborne geophysical survey over the property. The source data appear to be reliable, but there are possibilities for error and difference of opinion. Reasonable care has been taken to ensure that this report is accurate and factual. Original sources are referenced where previous results are quoted; however, the accuracy of the source data cannot be guaranteed. The author assumes that the reports and other data listed in the “References” section of the report are substantially accurate and complete.

The author is a Qualified Person, as defined by National Instrument 43-101, and is independent of Bonterra Resources Ltd. The author has no interest in the mineral claims comprising the Willoughby property or in any claims adjacent to or within 50 km of the Property.

Property Description and Location

The Willoughby property (the "Property") is located 27 km ENE (~ 080^{o}) of the town of Stewart B.C. on the eastern flank of the Coast Mountains and on the eastern boundary of the Cambrian Icefield (Figure 1). The Property has been assigned MINFILE # 103P 006 and is located on the following government maps:

BCGS Map	103P093
NTS Map	103P13E, 103P14W

It is centred at the following coordinates:

Latitude	55º 58' 50" N
Longitude	129º 35' 07" W
*Northing	6204070
*Easting	463479

* using UTM system 09 (NAD 83)

The Property consists of three Mineral Titles Online (MTO) claims (tenures) (Figure 2) summarized in Table 1:

Tenure Number	Area (ha)	Expiry Date	Ownership (100%)
520162	452.559	2015/Dec/31	Copper Ridge Explorations Inc.
520163	434.313	2015/Dec/31	Copper Ridge Explorations Inc.
520164	434.643	2015/Dec/31	Copper Ridge Explorations Inc.

Table 1. Tenure summary.

Copper Ridge Explorations Inc. ("Copper Ridge") is earning a 100% interest in the Willoughby Property from an underlying owner by making payments totalling $125,000 and issuing 300,000 common shares to the vendor over a five-year period, subject to a 4% NSR, of which 3% NSR can be purchased for $500,000. Bonterra has entered into an option agreement with Copper Ridge to acquire 51% interest in the Willoughby property.

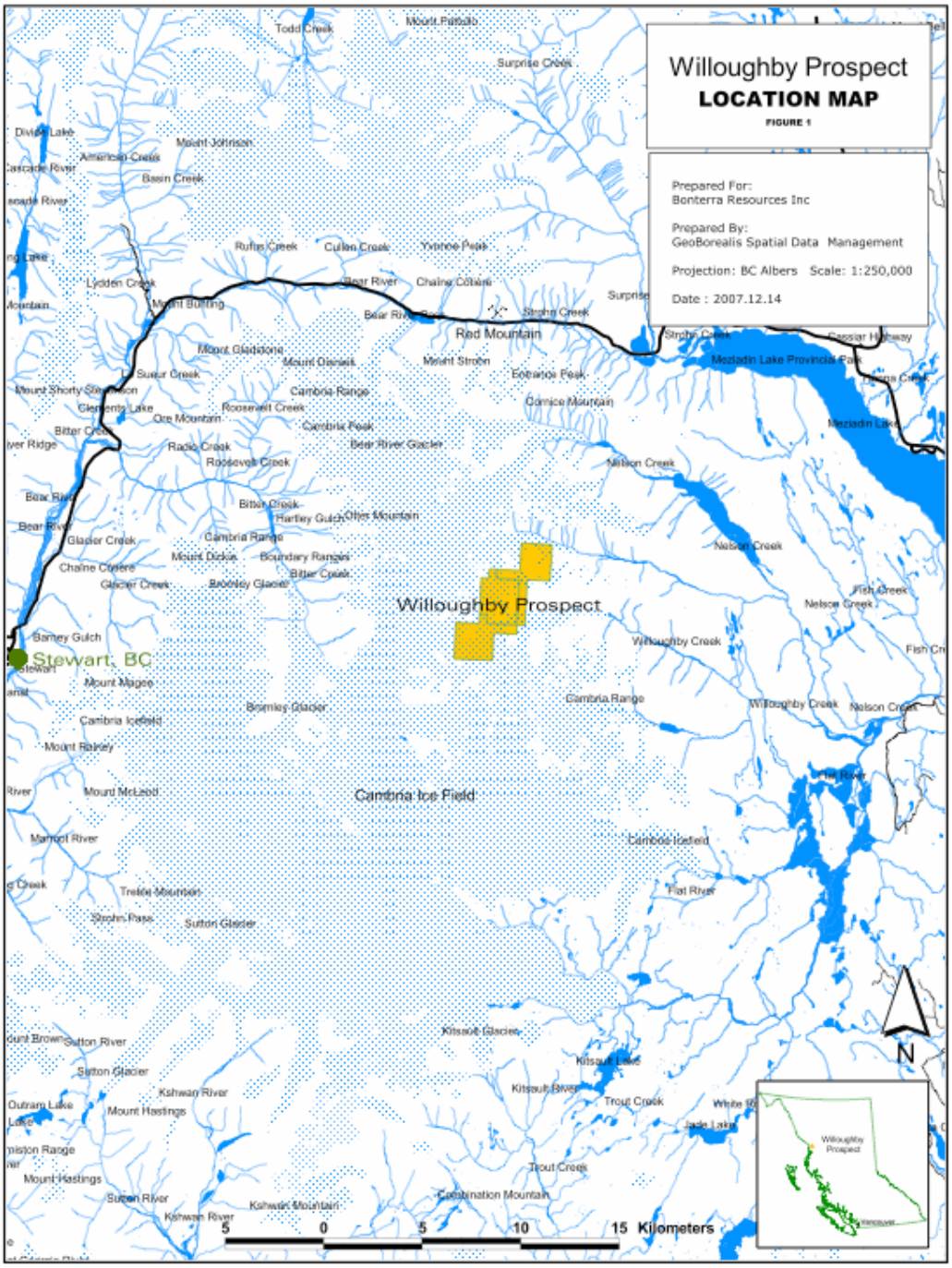

Figure 1. Willoughby Prospect location map.

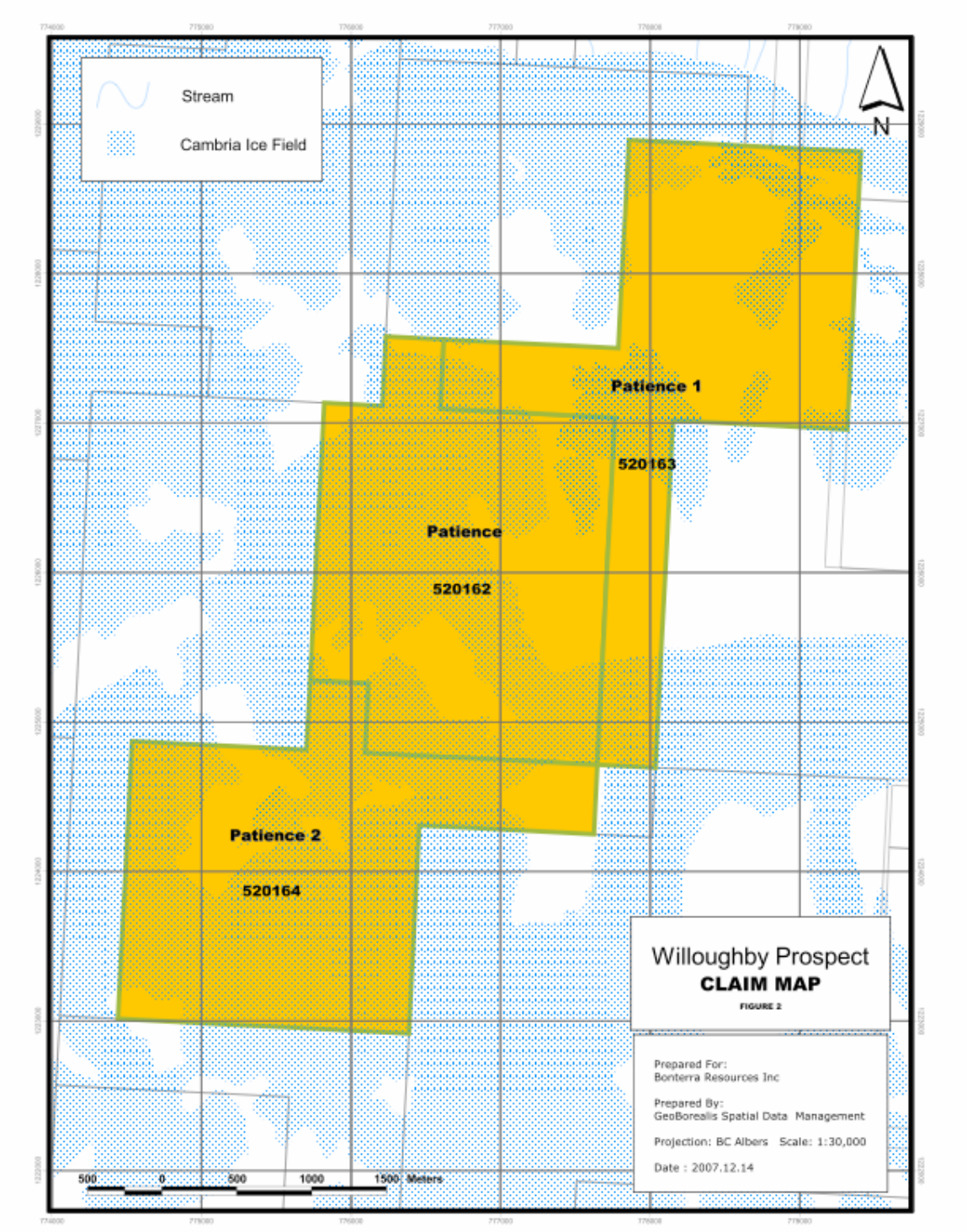

Figure 2. Willoughby Prospect claim map.

To exercise the option Bonterra must make a total payment of $25,000.00, issue 550,000 shares, spend $1,500,000.00 in expenditures on the Property within four years of Bonterra's listing date and make all the future cash payments called for in the underlying agreement. The underlying payments include $20,000 due December 6, 2008, $30,000 due December 6, 2009 and $50,000 due December 6, 2010. See Table 2 for a detailed description of the option requirements.

To acquire an additional 14% interest and increase its interest to 65%, Bonterra has a second option, once the terms of the first option have been met, to issue a further 300,000 shares and spend an additional $1,500,000.00 in expenditures on the Property within six years of the listing date. See Table 3 for a detailed description of additional option requirements.

Table 2. Option requirements.

Date	Payments	Shares	Minimum Expenditures
Upon the Agreement Date	$10,000	Nil	Nil
Upon the Listing Date	$15,000 (additional)	100,000	Nil
First Anniversary of the Listing Date	Nil	100,000 (additional)	$100,000
Second Anniversary of the Listing Date	Nil	100,000 (additional)	$300,000 (additional)
Third Anniversary of the Listing Date	Nil	100,000 (additional)	$500,000 (additional)
Fourth Anniversary of the Listing Date	Nil	150,000 (additional)	$600,000 (additional)
Totals:	**$25,000**	**550,000**	**$1,500,000**

Table 3. Additional option requirements.

Date	Shares	Minimum Expenditures
Fifth Anniversary of the Listing Date	150,000 (additional)	$750,000 (additional)
Sixth Anniversary of the Listing Date	150,000 (additional)	$750,000 (additional)
Totals:	**300,000**	**$1,500,000**

The Willoughby property covers an area of Crown Land and is not specified as a protected watershed area. There are no parks or nature reserves on or in the vicinity of the Property. No First Nations land claims are known for the area. Work permits from the BC EMPR are required for any exploration work involving mechanized ground disturbance (i.e. diamond drilling). At present, no application has been submitted for such a permit. Due to the historical and present exploration activity in the Stewart area, as well as the exploration work carried out by Camnor Resources Ltd. in 1994-1995 on the Property, no opposition to future work is expected.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

The Willoughby property is situated in northwestern British Columbia near the town of Stewart, 880 km northwest of Vancouver and 180 km north of Prince Rupert. The Property lies in the Skeena Mining Division, approximately 27 km east-northeast of the town of Stewart, at 55° 59’ N latitude and 129° 35’ W longitude. It is situated at the eastern edge of the North Cambria Ice Field and the Willoughby and Del Norte glaciers, which fall from the Cambria Ice Field into the valleys below. Elevations over the Property range between 550 m and 2130 m.

Access to the Property is currently by helicopter from Stewart with a flight time of 20 to 25 minutes. The closest paved road is Highway 37A, 14 kilometres to the north of the Property. Road access was attempted to the Red Mountain project along the

Bitter Creek valley from Highway 37A and was partially developed for 13 km by Lac Minerals in 1994 to the Hartley Gulch-Otter Creek area. Currently this road is passable for only a few kilometres from the highway. The remainder is not passable, as sections have been subjected to washout or landslide activity. Logging roads connecting to Highway 37A pass to within 17 kilometres of the claim's eastern boundary.

Climatic conditions are dictated primarily by altitude and proximity to the Pacific Ocean. Precipitation measurements taken at the Stewart Airport are considered to be representative of precipitation for the area. The data collected between 1974 and 1992 indicate yearly precipitation averages 188 centimetres, with the bulk of this amount falling during the autumn and winter months. At the Stewart Airport approximately 35% of this total falls as snow. The proportion is even greater at higher elevations, where snow may fall at almost any time of year.

Temperatures are moderated year-round by the coastal influence. Data from the Red Mountain project site – located 7 kilometres to the west of the Willoughby property – were collected from June 1993 until June 1994. The data collected indicated a mean average temperature of 0.1°C, with temperatures dropping to -25°C in winter and reaching 20°C in summer. Windy conditions are frequent where hourly average wind speeds regularly exceed 10 m/s and instantaneous wind speeds in excess of 30 m/s have been observed. Measurements taken to date are from more sheltered locations at the Red Mountain project area and significantly higher wind speeds are expected on the exposed slope where the majority of work has been carried out on the Willoughby property. The wind also adds a significant wind chill factor at most times of year.

The relative humidity is generally high year-round due to the proximity of the Pacific Coast. The relative humidity through 1993 and 1994 ranged from 67.5% to 89.4%, with an average of 78.4% based upon the one-hour average relative humidity values.

The topography in the area is steep and rugged, with elevations ranging from 500 m to over 2,100 m above sea level. Valleys at lower elevations are generally U–shaped. Vegetation occurs as a thin veneer of mountain hemlock and balsam, which changes to alpine meadow and bare rock above the tree line (approximately 1,300 m). All mineralized zones and previous drill programs lie above the tree line in alpine terrain. Tree lines in the Willoughby and Del Norte valleys mark the maximum extent of the ice during the 'Little Ice Age,' which culminated in the 19th century, leaving steep, marginally stable, vegetation-free slopes above the Willoughby and Del Norte glaciers for 200 metres.

Exploration History

Prior to 1978, the Property had only sporadic prospecting and surface rock sampling exploration carried out. Post 1978, the Property began to receive an ever increasing amount of work subsequent to the discovery of precious metal- bearing pyrite + sphalerite mineralization from a reconnaissance program done by Falconbridge Nickel Mines Ltd. In the 1980's, the Property was staked, optioned, and subjected to various exploration programs including airborne geophysical surveying, reconnaissance geological mapping, rock geochemistry surface sampling, and diamond drilling. To date, the most substantial amount of work was carried out in 1989 by Bond Gold Canada Inc. and in the mid 1990's by Camnor Resources Ltd., who carried out a prospecting, mapping and sampling program followed by two diamond drill programs. Subsequent to the drill program an underground development program was commenced to facilitate further access for proposed follow up drilling in addition to addressing safety concerns of working on surface.

The following is a summary of work undertaken to date on the Willoughby property:

1900's Limited placer gold recovered from the Willoughby and Del Norte Creeks

1941 Premier Gold Mining Company; completed limited chip and grab sampling of the Willoughby nunatak (locations unknown) returning assays from 1.4 to 89 g/t Au; leads to discovery of the Wilby showing at the base of the gossanous nunatak between the northern and central feeder of the Willoughby glacier

1945 Wilby Creek Mining Syndicate; undertook surface sampling of the Willoughby nunatak. Rock and chip sampling returned significant results with the best sample returning an assay of 32.9 g/t Au over a width of 1.5 metres

1978 J.Wilson; sampling of a section of the Willoughby nunatak – report not available

1978-1980 Falconbridge Nickel Mines Ltd.; carried out a regional reconnaissance program (type and parameters of program unknown) of the Stewart area for Cu-Mo porphyry targets; led to the discovery of the Willoughby showing characterized by massive pyrite and sphalerite partially replacing fossiliferous limestone

1982 Property examination by E.Kruchkowski for Viscount Resources Ltd. (Del and Majorettes 1-4 claims)

1983 Viscount Resources; optioned the Del claim and completed a $100,000.00 Dighem III airborne geophysical survey (BC EMPR Assessment Report # 11, 422)

1987/88 C.Kowall; staked the Gold Mountain 1-3 claims and completed a follow up prospecting program (BC EMPR Assessment Report # 18,096)

1988 Bond Gold Canada Inc.; property examination of the Wilby and Willoughby showings including sampling by A. Vogt resulting in an option agreement with J. McLeod (Del claim) and C. Kowall (Gold Mountain 1-3 claims) plus staking of the Willoughby 1-7 claims.

1989 Bond Gold Canada Inc.; a reconnaissance to detailed exploration program was carried out including geological mapping and lithogeochemistry (489 surface samples) on 11 delineated mineralization zones and 1708.6 metres (14 holes) of diamond drilling on four of the mineralized zones including 813 core samples (BC EMPR Assessment Report # 19,474)

1993 Gold Giant Minerals Inc.; options the Willoughby property

1994 Camnor Resources Ltd.; options the Willoughby property from Gold Giant Minerals Inc, stakes further claims and completes a surface exploration program of geological mapping including 608 rock and chip samples and a total of 1753.9 metres (17 holes) of diamond drilling including 872 core samples representing 886.9 metres (BC EMPR Assessment Reports # 23,657 and # 23,674)

1995 Camnor Resources Ltd.; continuation of the 1994 program with follow up geological mapping and prospecting and a total of 3013.5 metres (27 holes) of diamond drilling including 1151 core samples representing 1162.9 metres; 55 metres of underground development was also undertaken but no data or reports have been sourced to date.

Geological Setting

Regional Geology

The regional geology pertaining to this report has been described by a number of workers, most notably by Grove, E.W (1986) and Alldrick, D (1993). The Property lies along the western margin of the northwest trending Intermontane tectonic belt or 'superterrane' proximal to the Coast Mountain Plutonic Complex. The Intermontane belt consists of five tectonic assemblages with the bulk of the tectonic belt consisting of the Stikinia and Quesnellia terranes. The Property occurs wholly within the Stikinia terrane which hosts a number of past and present producing mines along with a

substantial number of sub-economic mineral deposits and, arguably, the highest number of known significant mineralization occurrences in the Canadian Cordillera.

The Stikinia terrane consists of a volcanic-sedimentary sequence characteristic of an island arc assemblage, dominated by lower to middle Jurassic lithologies labeled as the Hazelton Group. This group is made up predominantly of volcanics with a wide compositional range, from calc-alkaline basalt through to rhyolite, and derived volcaniclastic sedimentary rocks. Pre-Hazelton rocks pertinent to the area consist of the upper Triassic Stuhini Group comprised of pyroxene porphyritic basalts to basaltic andesites, bladed feldspar porphyry (volcaniclastic?) and derived sedimentary rocks. Post Hazelton Group rocks in the Stewart Complex consist of the Bowser Lake Group, comprised of an extensive sequence of middle to upper Jurassic clastic sedimentary rocks and rare interbedded volcanics. The base of the group generally exhibits a chert-pebble conglomerate overlain by shale, mudstone, siltstone, sandstone, heterolithic conglomerate and feldspathic wacke with minor coal. Volcanic members include basalt, andesite, and dacite flows with minor tuffs and breccias. Above the Bowser Lake Group, from lower Cretaceous through to upper Tertiary, six formations have been delineated but are not pertinent to the area of interest regarding this report. The exposure of Hazelton Group lithologies on the western rim of the Bowser Lake Group (Bowser basin) has been termed the ‘Stewart Complex’ (Grove, 1986). The Hazelton Group is divided into four formations and from oldest to youngest are Unuk River, Betty Creek, Mt. Dilworth and Salmon River.

The majority of work carried out to date in defining these four formations has centred around the Eskay Creek Au-Ag deposit, north of Stewart, BC. Lewis, et al., (2001) shows that a number of problems arise in attempting to correlate these formations due to different authors describing differing lithostratigraphic successions as being characteristic of the formations, and the regional continuity of some of the formations is suspect. Other problems include disagreement by previous workers on the nature of the contacts between the stratigraphic divisions, the extent to which

unconformities occur within the major lithostratigraphic packages, the age of the formations, and the position of group boundaries within the formations.

Throughout the Canadian Cordillera several plutons of economic significance were emplaced during the lower Jurassic and are interpreted as coeval sub-volcanic magma chambers to the lower Jurassic island arc volcanic assemblages. In the Stewart Complex lower Jurassic igneous intrusions, labeled as the Texas Creek Plutonic Suite, occur as calc-alkaline batholiths and stocks of a distinctive coarse-grained hornblende-bearing granodiorite +/- megacrysts of potassic feldspar. Throughout the Stikinia terrane, high level Eocene plutons and dykes signify a time of widespread intrusive activity, roughly divided into three phases, with a number of Cu-Mo, Cu-Au deposits (i.e. Ajax, Bell, Berg) associated with the Eocene intrusions.

District Geology

The Willoughby property lies on the eastern edge of the extensive Cambrian Icefield (~ 35 x 25 km), most recently mapped by Greig, et al (1994). This localized area, though part of the Stewart Complex, was not included in the work by Alldrick (1993). Due to the discovery and subsequent extensive drill program of the Red Mountain gold deposit – 7 km west of the Willoughby property – by LAC Minerals in the early 1990's, the principal objective of his work was to gain a better understanding of the district wide geological setting and to facilitate effective mineral exploration. The mapping undertaken also attempted to link the previous work done in other areas of the Stewart Complex.

Coincident with the major ice fields, the higher and central parts of the area are underlain by more resistant volcanic flows and pyroclastic units of the lower to middle Jurassic Hazelton Group rocks. Where topography is less rugged, especially to the east, it is underlain by clastic units of the upper Jurassic, correlative to the Salmon River Formation of the Hazelton Group and the Bowser Lake Group. Upper Triassic clastic rocks and Triassic basalt occur locally.

The mapping project undertaken by Grieg, et al (1994) outlined a number of conclusions, with the most pertinent to the area (including the Willoughby Prospect) summarized below:

1) Lower Jurassic Hazelton Group volcanic and volcaniclastic rocks, with a common bimodal composition, underlie much of the Cambria area and possibly overlie previously deformed upper Triassic and older volcanic and clastic rocks. A shallow marine arc or extensional arc setting is indicated.

2) Middle Jurassic and younger plus Tertiary plutons intrude the successions; the Jurassic plutons, particularly the porphyritic Goldslide intrusions, are altered and associated with mineral deposition (i.e. Red Mountain) and predate inception of the Cretaceous Skeena Fold Belt.

3) Mineral deposition at Red Mountain is early Jurassic based on: i) intrusive relations and age of the spatially associated Goldslide pluton; ii) occurrence of pyritic volcanic rock fragments and sulphide clasts in lower to middle Jurassic clastic units; and iii) pre-kinematic structural setting of host rocks and mineralization. An early Jurassic age for mineralization is consistent with it's setting in a mining district characterized by a widespread early Jurassic mineralizing event.

Property Geology

Mapping has shown the eastern half of the Property to be underlain by Triassic volcaniclastics while Lower Jurassic Hazelton Group rocks dominate the western half. Triassic volcaniclastics are primarily composed of silty mudstone, sandstone, and local conglomerate and debris flow conglomerate. At Pius Ridge, located on the south side of Willoughby Creek, Triassic basaltic flows and fine-bedded epiclastic rocks host units of rhyolite tuff and heterolithic volcaniclastic rocks containing massive pyrite clasts. Hazelton Group rocks locally consist of andesitic volcaniclastics and conglomerate. At the northwest end of the Willoughby nunatak, a

hornblende-feldspar porphyry stock, which has been interpreted to be part of the Goldslide intrusive suite, has intruded andesitic tuffs. The tuffs vary from ash to lapilli with bedding being randomly developed. Thin section work indicates that the porphyry contains minor quartz, primary biotite, apatite and rutile. Across the valley from the Willoughby nunatak, in the vicinity of the Willow zone, andesitic conglomerate is interbedded with fossiliferous limestone. A thin section study indicates that a microsyenite has intruded the area.

Stratigraphy

Reconnaissance traverses have shown a generalized sequence of the Hazelton Group from east to west and stratigraphically up-section as follows:

Carbonaceous argillites
Mixed argillite and pyroclastics
Andesitic agglomerates with lenses of fossiliferous argillaceous limestone, lapilli and ash tuff
Goldslide hornblende feldspar intrusive stock

As mentioned previously, delineating which formation hosts the bulk of mineralization at the Willoughby property is difficult. The regional map by Grove (1986) shows the Property to be underlain by the mid Jurassic Salmon River Formation, characterized as a sequence of clastic sediments and minor Limestone. However, work done by Greig (1994) and subsequent mapping and core logging in 1989 and 1994/1995 has shown that the majority of showings are hosted within rocks dominated by andesitic pyroclastic units +/- limestone and argillites. This would suggest that the mineralization on the Property occurs within the lower Jurassic Unuk and/or Betty Creek formations.

Alteration

Variable carbonate +/- sericite +/- chlorite +/- pyrite hydrothermal alteration overprints both the stock and country rocks. Petrographic studies indicate that the altered rocks contain 20-40 per cent carbonate (dolomite and ankerite), 20-40 per cent sericite, and up to 10 per cent chlorite. Silica content in general is low but a number of zones

exhibit significant silicification. In general, hornblende is altered to biotite and/or sericite.

Structure

The area is complex with intense, closely spaced faulting occurring throughout. Two dominant shear trends are indicated: 330 degrees with right-lateral movement as indicated by calcite-filled tension gashes, and a 040-060 degree trend.

In the vicinity of the mineralized zones, bedding attitudes are highly variable. Distal to the mineralization, within crystal and ash tuffs, a north-northwesterly trending foliation with a west dip is developed that appears to be sub-parallel to primary-bedding.

Deposit Types

No definitive model and/or deposit type interpretation has been attempted regarding the style of mineralization that exists at the Willoughby property, nor will an attempt be made in this report. Extensive research and geochemical analysis would have to be undertaken to develop a proper and factual genetic model.

An internet search of the BC EMPR lists the deposit under two classifications: *G07 – sub-aqueous hot spring Au-Ag*, and *I05 – polymetallic veins: Ag-Pb-Zn +/- Au*, presumably based mostly on empirical observations from previous company assessment reports. Various workers have stated in previous reports that from field observations, mineralization exhibits replacement textures. Coupled with the presence of a hornblende porphyry stock proximal to most of the mineralization, and in addition to the intrusive hosting one of the main mineralized zones, the mineralizing events are most likely intimately associated with the intrusion.

Various similarities with, and the proximity of the Willoughby property to, the Red Mountain deposit also supports an intrusion related source. The description of Red Mountain by Wojdak (1993) stating that the deposit is associated with a volatile rich hornblende diorite emplaced into ductile strata in an island arc/collisional tectonic

setting is also an apt summary of the setting hosting the Willoughby prospect. Other similarities of the Willoughby prospect with the Red Mountain deposit are that gold (and telluride minerals) is associated with coarse pyrite, sphalerite and other base metals sulphides and, to a lesser extent, that there is the presence of phyllic (sericite + silica) alteration. As with any two deposits, no matter their similarities and or proximity, differences do occur. Red Mountain has been interpreted as a porphyry system and the Willoughby prospect certainly does not fall into this category. What the prospect may represent is spatially higher-level emplacement of mineralization within the porphyry – skarn – epithermal continuum and thus the discrete pod/lens-like nature of the sulphide mineralization. The presence of possible skarn-type alteration at Willoughby may lend some credence to this model.

To formulate a clearer understanding of the genesis of the sulphide mineralization at the Willoughby property, detailed work would have to be undertaken. For example, sulphur isotope (ascertain type of source fluids – seawater/meteoric vs. magmatic) and fluid inclusion studies (PT conditions – level of initial emplacement and fluid chemistry).

Figure 3. Lower Ice Fall Zone: note strong gossan development and lensoidal nature of mineralization common to most zones.

Mineralization

Eleven zones of mineralization have been delineated on the Willoughby property. Eight of these zones occur at, or are proximal to, the Willoughby nunatak. Seven of these showings are hosted within andesitic pyroclastic units +/- limestone. An eighth zone is hosted wholly within the hornblende porphyry stock. Away from the nunatak and across the valley, two zones occur roughly 1100 metres northeast of the nunatak on Buffalo Ridge. One zone occurs to the southeast of the nunatak on Pius Ridge.

Sulphide mineralization is dominated by pyrite and pyrrhotite +/- sphalerite +/- galena +/- chalcopyrite +/- arsenopyrite, occurring predominantly as semi-massive to massive lenses and pods (Figure 3). To a lesser extent, mineralization is also associated with stockworks, fractures and disseminated zones. Rare visible gold occurs in veins, stockwork and fractures. The lenses are small, less than 5 metres in size, however one sulphide lens has been traced for 65 metres with widths variable to 5 metres. One zone shows that disseminated auriferous pyrite occurs peripheral to a well mineralized, pyrite-sphalerite bearing breccia body. Another showing occurs as sub-angular blocks of massive pyrite up to 10 centimetres in size. All of the zones are hosted by variable, pervasively sericite +/- carbonate +/- chlorite +/- pyrite altered rocks.

Timing of Mineralization

Several lead isotope analyses on two galena samples from the Upper Ice Fall showing were undertaken by Dr. C. Godwin of the University of British Columbia and a summary of his findings is included in the 1989 Bond Gold assessment report. The objective of the study was to determine if the mineralization is related to the lower Jurassic or the Tertiary mineralizing events known for the Stewart Complex (Alldrick et al, 1987). The study concluded that the lead isotope ratios compare favourably with isotope studies done at the Silbak-Premier, Scotty Gold, and Johnny Mountain deposits, indicating a Jurassic age for the sulphide mineralization at Willoughby.

This study supports the work and conclusions of the mapping program undertaken by Grieg et al (1994) in the Cambrian Icefield.

Mineralized Zones

The first drill program undertaken on the Willoughby property was done by Bond Gold Canada Inc. in 1989. Results and the resultant interpretation delineated nine zones of significant mineralization. The zones were defined by surface mapping and sampling, and delineated by location and, to a lesser extent, by type of host rocks and empirical differences in sulphide mineralization styles.

In the 1994/95 exploration programs carried out by Camnor Resources Ltd., the majority of work was follow-up drilling on the 1989 delineated zones. However, ongoing surface work identified two more mineralized zones but no drilling was carried out.

The zones were given ‘proper’ names, presumably by various workers directly involved in each of the exploration programs. While most of the names of each zone were carried over from each program, two name changes did occur: the Main Zone – from the 1989 program – was changed to ‘Wilby’ by Camnor staff and the Willoughby Zone was changed twice by Camnor staff – Willow Zone in 1994 and then changed again to the Buffalo Zone in 1995. However, in the 1995 assessment report it is referred to as either the Willow or Buffalo Zone, causing some confusion.

Overall, the total number of holes and meterage drilled from all the three programs was 54 holes and 6456.20 metres respectively. Eight of the 11 zones received variable amounts of drilling with the bulk of the drilling (64%) completed on two zones: Wilby (Main) and North (Figure 4).

It is noted here that there were some discrepancies between total metres drilled as stated in the text of the assessment reports compared to the actual totals noted in various tables and actual drill lengths recorded in drill logs. Drill log meterages have been used for this report.

1) North Zone

Drill Data

1989			1994			1995		
Name	# holes	Total Metres	Name	# holes	Total Metres	Name	# holes	Total Metres
North	3	326.62	North	7	840.20	North	10	1207.70

Totals	**20 holes**	**2374.52 metres**

Summary Description

Area	60 x 300 metres
Host Lithology	hornblende + feldspar porphyry intrusive stock
Main Structural Trend	152-75
Alteration	sericite + carbonate + chlorite + pyrite
Sulphide Mineralization	pyrite + sphalerite + galena

The zone was initially identified from well-developed yellowish gossan staining interpreted as secondary jarosite and alunite, hosting a series of SSE parallel mineralized zones. In 1989 the host lithology was identified as a biotite crystal tuff but Camnor staff, possibly after petrographic analysis, correctly identified the unit has a hornblende feldspar intrusive stock belonging to the lower Jurassic Goldslide calc-alkalic intrusive suite. Interestingly, this is the only zone on the Willoughby property identified to be hosted within an intrusive. Geochemical analysis shows the intrusive to be enriched in arsenic and antimony along with Au, Ag, Pb and Zn.

Structurally, sulphide auriferous mineralization appears to occur as a number of ore shoots within a south-southeast plunging tabular body dipping 60-65^{o} to the southwest, and may be cut off by a number of faults of unknown orientation. It was reported that the zone has been vertically and horizontally offset to the west by a

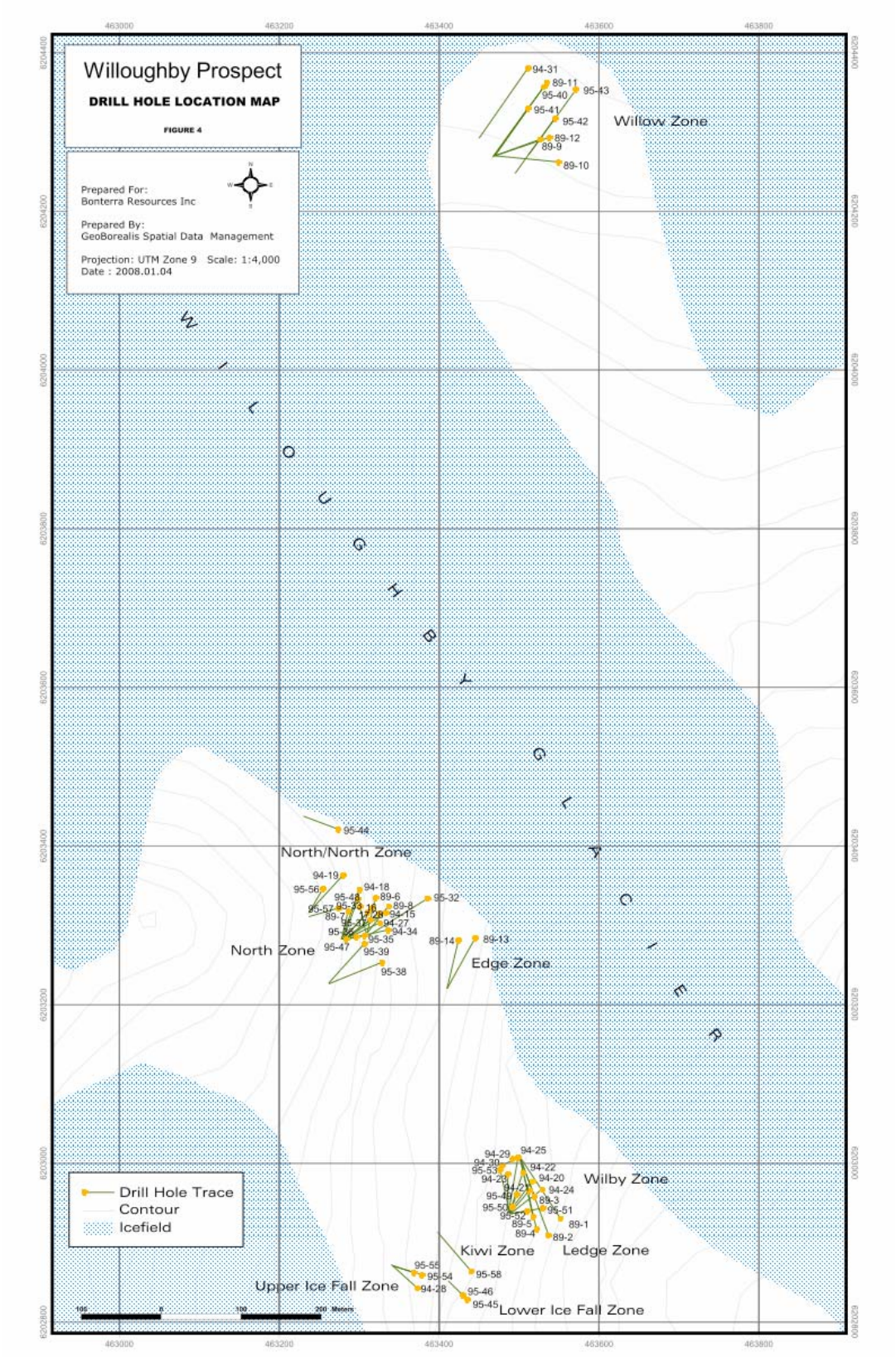

Figure 4. Drill hole location map.

series of east-west faults with the western blocks having been down dropped. Either the fault direction has been erroneously reported and/or the ‘western blocks’ would either be north or south blocks.

The zone was initially targeted in 1989 with surface chip samples returning highly anomalous results up to 39.1 g/t Au and 324.9 g/t Ag over 1.65 metres. Subsequent drilling shows that mineralization occurs within a series of sulphide- bearing quartz + carbonate veins, breccia and stockwork within an alteration assemblage of sericite +/- carbonate +/- chlorite +/- pyrite, best developed at the south extent of the drilled area. The sulphide assemblage is dominated by pyrite with observed amounts showing 20% pyrite + 5% sphalerite + 2% galena with rare visible gold and electrum. The higher Au/Ag intercepts are confined to sulphide-rich 1-3 metre-wide zones, with gold showing a spatial correlation with sphalerite + galena.

To the northwest the zone is covered by ice and was initially thought to die out to the southeast, but drilling suggests that the zone may be open in this direction.

Table 4. North Zone significant intercepts.

HOLE	ZONE	From (m)	To (m)	Length (m)	Dip	Au (g/t)	Ag (g/t)
NZ89-06	North	22	42.5	20.5	55	24.98	184.21
NZ89-07	North	39	40	1.0	74.5	2.92	87.50
NZ89-08	North	6.05	7.55	1.5	66.2	6.75	63.10
NZ89-08	North	20.5	28.3	7.8	66.2	1.58	78.59
94-15	North	66.0	77.7	11.7	53	40.34	110.34
94-16	North	67.9	72.9	5.0	61	2.41	10.34
94-16	North	80.9	86.9	6.0	61	2.07	56.55
94-17	North	83.9	89.9	6.0	65	1.76	37.24
94-18	North	65.4	69.4	4.0	53	10.79	4.83
94-19	North	51.3	54.4	3.1	62	1.90	47.24
94-26	North	27.9	30.5	2.6	61	3.69	1.38
94-26	North	34.8	38.8	4.0	61	1.97	1.38
94-26	North	48.5	57.6	9.1	61	3.07	7.24
94-26	North	75.6	81.6	6.0	61	18.41	715.86
94-27	North	21.6	22.6	1.0	71	4.90	0.69
94-27	North	75.9	88.1	12.2	71	11.00	27.59
95-32	North	19.50	20.50	1.00	54	0.52	66.21
95-34	North	55.50	56.40	0.90	60	7.38	6.90
95-34	North	74.10	75.10	1.00	60	1.14	375.17
95-35	North	93.20	94.40	1.20	77	103.79	93.79
95-35	North	102.00	102.70	0.70	77	8.76	10.69
95-36	North	17.50	18.50	1.00	84	5.69	3.10
95-36	North	88.40	91.30	2.90	84	385.21	214.83
95-38	North	92.80	94.00	1.20	62	3.03	186.21
95-39	North	105.60	107.00	1.40	65	10.93	22.76
95-39	North	132.20	136.10	3.90	65	7.69	273.45

2) Wilby (Main) Zone

Drill Data

1989			1994			1995		
Name	# holes	Total Metres	Name	# holes	Total Metres	Name	# holes	Total Metres
Main	5	694.58	Wilby	8	665.80	Wilby	5	423.80

Totals	**18 holes**	**1784.20 metres**

Summary Description

Area	10 x 60 metres
Host Lithology	andesitic agglomerate +/- fine grained tuffs
Main Structural Trend	Intersection of N-NW and NE structures
Alteration	sericite + carbonate + chlorite + silicification + pyrite
Sulphide Mineralization	pyrite + pyrrhotite + sphalerite + arsenopyrite + chalcopyrite + galena

The Wilby zone is the most prominent gossan at the nunatak, located between the north and central branches of the Willoughby glacier. The zone is dominated by a green/grey fine- to medium-grained matrix-supported andesitic agglomerate with lesser fine-grained tuffs. Clasts constitute roughly 25% of the unit and range in shape and size from sub-rounded to angular and 1 to 150 mm respectively. Pyrite is ubiquitous, occurring on fractures, as blebs on clasts, and within the matrix, as well as disseminated throughout the unit.

Bedding ranges from 135-165^{o} with a moderate dip at 45^{o}. The zone exhibits a complex structural history with closely spaced, multi-orientated fractures and locally well-developed shearing. The shearing has been interpreted to both control and offset the mineralization, which would suggest re-activation along the shear zones. Previous reports have suggested that there are two trends of mineralization, NE and N-NW, with steeply dipping shoots controlled at the intersection of the two trends, but the zones appear to have an overall northwest strike – sub-parallel with bedding. The

south side of the zone is undercut by a post mineralization fault at 341^{o} - 41^{o} (1989) or is cutoff by topography (1994).

Alteration within and peripheral to the mineralization consists of sericite + carbonate + chlorite + silicification + pyrite and is best developed with the sulphide mineralization forming the gangue. Carbonate alteration includes Fe- carbonates ankerite and siderite, along with calcite.

Lenses of massive to semi-massive sulphide mineralization occur as pyrrhotite- rich cores grading out into massive to disseminated pyrite dominant zones. Sulphide rich veins also occur. Sulphide paragenesis occurs as two phases:

1) pyrite + pyrrhotite + galena + bismuth and silver telluride's
2) chalcopyrite + sphalerite +/- galena

Although not directly referenced, reflected light petrography shows gold occurring as inclusions within pyrite and pyrrhotite associated with the telluride mineralogy. Minor gold blebs also occur within siderite. The second copper-rich assemblage is hosted within small fractures of the initial pyrite + pyrrhotite. The overall ratio of Au:Ag is 80:20, presumably interpreted from the petrographic work.

Surface work consisting of a total of 229 chip samples plus trenching returned a number of anomalous values including 9.73 g/t Au + 26.68 g/t Ag over 8.0 metres. Drilling in 1995 targeted strike extent and down dip extensions of the mineralization. While two holes intersected significant mineralization, three holes did not return significant mineralization and have been interpreted to have been drilled underneath the plunge of the zone.

Table 5. Wilby Zone significant intercepts.

HOLE	ZONE	From (m)	To (m)	Length	Dip	Au (g/t)	Ag (g/t)
MZ89-02	Main	45.5	59.0	13.5	46	1.76	3.74
MZ89-03	Main	42.5	45.5	3.0	60	3.24	40.95
MZ89-04	Main	37.5	39.0	1.5	45	6.75	133.50
MZ89-04	Main	46.5	48.0	1.5	45	29.75	27.80
MZ89-04	Main	59.5	70.0	10.5	45	7.56	45.90
MZ89-05	Main	45.0	48.0	3.0	60	4.99	63.50
94-20	Wilby	54.2	55.7	1.5	57	4.38	4.14
94-20	Wilby	59.7	65.7	6.0	57	4.90	20.00
94-20	Wilby	69.0	74.2	5.2	57	2.48	5.17
94-21	Wilby	73.8	74.8	1.0	63	2.31	21.03
94-22	Wilby	52.5	56.7	4.2	58	15.76	12.41
94-22	Wilby	60.8	62.5	1.7	58	6.24	31.38
94-22	Wilby	69.3	73.9	4.6	58	5.76	28.28
94-23	Wilby	60.6	61.6	1.0	58	2.45	25.86
94-23	Wilby	80.6	81.6	1.0	58	2.79	49.66
94-24	Wilby	41.6	54.3	12.7	52	3.86	7.59
94-25	Wilby	18.3	22.3	4.0	46	2.31	6.21
94-25	Wilby	80.3	83.3	3.0	46	9.31	34.83
95-50	Wilby	30.5	34.6	4.1	85	2.41	2.07
95-50	Wilby	38.6	39.6	1	85	3.59	22.07
95-51	Wilby	47.8	53.7	5.9	60	16.41	54.14
95-52	Wilby	29.9	32.4	2.5	75	2.38	3.10
95-53	Wilby	63.5	64.5	1	50	2.41	43.79
95-53	Wilby	64.5	77.5	13	50	16.00	63.79

3) Willow (Willoughby/Buffalo) Zone

Drill Data

1989			1994			1995		
Name	# holes	Total Metres	Name	# holes	Total Metres	Name	# holes	Total Metres
Willoughby	4	508.10	Willow	1	152.70	Buffalo	4	600.70

Totals	**9 holes**	**1261.50 metres**

Summary Description

Area	10 x 15 metres
Host Lithology	andesitic agglomerate + fine gr. tuffs & argillaceous limestone
Main Structural Trend	165^{o}; shallow to moderate dip to west-southwest
Alteration	chlorite + pyrite +/- carbonate +/- weak silicification
Sulphide Mineralization	pyrite + sphalerite +/- chalcopyrite +/- galena

Although most of the known zones of mineralization occur at or proximal to the nunatak, the Willow zone is located 1150 metres north of the nunatak. For unknown reasons the zone has undergone a name change for each of the three programs and the name ‘Willow’ will be used here.

The host lithology consists mostly of andesitic agglomerates and finer-grained tuffs, underlain with argillaceous fossiliferous limestone. A hornblende + feldspar porphyritic unit overlies the pyroclastic unit and may represent a sill emanating from the intrusive stock which hosts the North Zone. The limestone exhibits bryozoa and was identified as a Heteropora tipperi, indicative of the early Jurassic.

Structure of the area was only briefly summarized as mineralization exhibiting a north-northwest trend, parallel with the strike of the host rocks. A post mineralization fault at 085^{o} with unknown dip offsets the zone.

Sulphide mineralization is dominated by massive to semi-massive pyrite and sphalerite, with lesser chalcopyrite and galena, developed as a sulphide-rich breccia. The breccia is enveloped by a chlorite-rich disseminated pyrite zone. Drilling also intersected a narrow pyrite stockwork zone.

The initial surface program returned values up to 10.55 g/t Au + 15.9 g/t Ag over 1.5 metres. Drilling in 1994 failed to return any significant values. Assays from the subsequent 1995 drilling showed that the massive sulphide breccia and outer chlorite + pyrite rim were overall weak to moderately auriferous, while the narrow pyrite stockwork zone returned only slightly higher grades.

Table 6. Willow Zone significant intercepts.

HOLE	ZONE	From (m)	To (m)	Length	Dip	Au (g/t)	Ag (g/t)
WZ89-09	Willoughby	74.0	75.5	1.5	46	1.02	20.80
WZ89-11	Willoughby	111.0	136.5	25.5	45	2.46	10.39
WZ89-12	Willoughby	102.0	103.5	1.5	60	3.70	76.60
95-40	Buffalo	29.4	57.0	27.6	45	0.69	11.72
95-40	Buffalo	105.8	106.6	0.8	45	*4.07	34.48
95-40	Buffalo	149.2	151.4	2.2	45	***5.24	1.38
95-41	Buffalo	48.7	49.7	1.0	65	*5.00	2.76
95-41	Buffalo	53.6	55.0	1.4	65	*3.97	3.10
95-41	Buffalo	131.0	136.0	5.0	65	**1.72	12.07
95-41	Buffalo	153.8	154.8	1.0	65	***5.17	4.83
95-42	Buffalo	73.3	86.8	13.5	45	**1.38	8.62
95-43	Buffalo	109.2	110.2	1.0	45	***7.38	4.83

* sulphide breccia
** chlorite + pyrite outer zone
*** pyrite stockwork

4) North-North (N-N) Zone

Drill Data

1989			1994			1995		
Name	# holes	Total Metres	Name	# holes	Total Metres	Name	# holes	Total Metres
N-N	n/a	n/a	N-N	n/a	n/a	N-N	3	332.4

Totals	**3 holes**	**332.40 metres**

Summary Description

Area	Not reported
Host Lithology	hornblende + feldspar porphyry intrusive stock
Main Structural Trend	northwest and southwest structures
Alteration	sericite + silicification
Sulphide Mineralization	pyrite +/- galena

This zone occurs roughly 50 metres northwest of, and is sub-parallel with, the North Zone, occurring as a gossanous area at the base of a cliff within the same hornblende porphyry intrusive and geochemical trend that hosts the North Zone. In 1989 and 1994 only surface work was carried out while three drill holes were completed in 1995. Sampling from 1989 returned a number of high grade values, and one chip sample from 1994 returned a high grade value of 29.17 g/t Au over one metre.

The North-North zone outcrops as an area of quartz veining with disseminated to semi-massive pyrite. Mineralization occurs within and along three different structures: 330-78, 158-66, and 235-77. Associated alteration consists of strong sericite and silicification. Drilling suggests that the zone is open along strike and down dip to the south.

Although all three holes returned anomalous intercepts only the most southerly hole, 95-57, intersected significant mineralization.

Table 7. N-N Zone significant intercepts.

HOLE	ZONE	From (m)	To (m)	Length	Dip	Au (g/t)	Ag (g/t)
95-44	North/North	89.2	90.2	1.0	62	1.59	n/a
95-56	North/North	76.0	76.6	0.6	71	1.38	35.17
95-56	North/North	100.8	102.3	1.5	71	2.24	1.03
95-57	North/North	12.0	13.5	1.5	72	2.97	1.38
95-57	North/North	68.1	71.9	3.8	72	21.79	15.86

5) Edge Zone

Drill Data

1989			1994			1995		
Name	# holes	Total Metres	Name	# holes	Total Metres	Name	# holes	Total Metres
Edge	2	197.70	Edge	n/a	n/a	Edge	n/a	n/a

Totals	**2 holes**	**197.70 metres**

Summary Description

Area	Not reported
Host Lithology	andesitic fine gr. tuffs
Main Structural Trend	two: east to southeast and northwest-northeast intersections
Alteration	sericite + chlorite + silicification +/- carbonate
Sulphide Mineralization	pyrite + sphalerite +/- galena

This zone only received work during the 1989 program. It consists of four discrete mineralized structures labeled Northern, Central, Southern, and Lower. The size or area of the zones was not reported. Overall descriptions for each of the sub-zones from previous reports were very cursory.

Northern Zone:

Strongly sericite + chlorite + silica altered fine-grained andesitic tuff hosts semi-massive pyrite + sphalerite + galena, with a variable trend from 092-85 to 138-70 and may represent an arcuate structure. An outer zone of disseminated sulphide mineralization extends outward into the host tuffs. Initial grab samples returned an extremely high-grade value of 370.3 g/t Au and 12, 200 g/t Ag. Follow-up chip sampling returned 12.25 g/t Au and 17.35 g/t Ag over 2.6 metres.

Central Zone:

Mineralization occurs as a quartz-calcite-ankerite-sulphide zone within strongly carbonatized andesitic tuffs. Sulphide mineralogy for this sub-zone was not reported. The zone has an attitude of 285-75. One small chip sample returned a value of 8.07 g/t Au and 13.40 g/t Ag over 0.15 metres.

Lower Zone:

Presumably hosted by andesitic tuffs, mineralization consists of massive, coarse crystalline pyrite controlled by the intersection of two structures at 335-58 and 050-78. One chip sample covering an area of one sq metre returned a value of 1.89 g/t Au and 14.2 g/t Ag.

Southern Zone:

No significant values from the surface program were returned and no further work and/or description is reported.

As can be seen, only two minor intercepts were returned from the two drill holes though the widths are somewhat encouraging.

Table 8. Edge Zone significant intercepts.

HOLE	ZONE	From (m)	To (m)	Length	Dip	Au (g/t)	Ag (g/t)
EZ89-13	Edge	54	61.5	7.5	47.2	1.47	1.12
EZ89-14	Edge	53.7	58.2	4.5	45.3	1.70	0.63

6) Upper Ice Fall (UIF) Zone

Drill Data

1989			1994			1995		
Name	# holes	Total Metres	Name	# holes	Total Metres	Name	# holes	Total Metres
UIF	n/a	n/a	UIF	1	85.10	UIF	2	201.30

Totals	**3 holes**	**286.40 metres**

Summary Description

Area	Not reported
Host Lithology	andesitic fine gr. tuffs
Main Structural Trend	variable bedding; northwest and north-northeast intersections
Alteration	sericite +/- silicification +/- carbonate +/- chlorite +/- pyrite
Sulphide Mineralization	pyrite + pyrrhotite +/- sphalerite +/- galena

Veining and sulphide mineralization is controlled by the intersection of two faults at 328-75 and 25-62, and is dominated by semi-massive to massive pyrite and pyrrhotite. Sphalerite is common while galena is rare. Surrounding host rocks exhibit highly variable bedding, which some workers have attributed to doming effects from the intrusion of the hornblende intrusive. Well-developed sericite + silicification alteration was noted from surface work, and drill core showed additional chlorite, carbonate, and pyrite alteration. Various surface sampling completed over the course

of the 1989 exploration program returned values up to 24.51 g/t Au and 72.80 g/t Ag over 1.5 metres. In 1995 a 1.5 metre chip sample returned 19.31 g/t Au and 1102.07 g/t Ag.

Assays from the 1995 drill program show the erratic but mostly weak gold values (but relatively significant silver) associated with this zone and failed to repeat the high values of the surface sampling.

Table 9. Upper Ice Fall Zone significant intercepts.

HOLE	ZONE	From (m)	To (m)	Length	Dip	Au (g/t)	Ag (g/t)
94-28	UIF	49.2	51.2	2.0	60	4.48	23.45
94-28	UIF	72.0	73.0	1.0	60	17.97	44.48
95-54	UIF	18.7	24.1	5.4	65	1.93	14.14
95-54	UIF	47.3	52.3	5.0	65	1.45	28.28
95-54	UIF	76.0	78.0	2.0	65	1.86	7.93
95-55	UIF	17.0	18.2	1.2	75	1.66	4.48
95-55	UIF	88.0	89.0	1.0	75	9.72	21.03

Interpretation from the 1995 program shows that the veins have a steep dip and trend to the west but that the zone has limited potential to be increased in size.

7) Lower Ice Fall (LIF) Zone

Drill Data

1989			1994			1995		
Name	# holes	Total Metres	Name	# holes	Total Metres	Name	# holes	Total Metres
LIF	n/a	n/a	LIF	n/a	n/a	LIF	2	112.80

Totals	**2 holes**	**112.80 metres**

Summary Description

Area	Not reported
Host Lithology	andesitic tuffs
Main Structural Trend	048-65
Alteration	sericite + carbonate + chlorite + silicification + pyrite (??)
Sulphide Mineralization	pyrite + pyrrhotite +/- chalcopyrite

This zone is located at the south side of the Willoughby nunatak and was identified in 1989 and delineated in 1995. Reporting is highly cursory and only mostly described as similar in style to the Wilby Zone.

Surface mapping showed massive pyrite + pyrrhotite +/- chalcopyrite lenses, controlled by a northeast structure that forms a dip slope where the zone is exposed. Surface sampling returned highly variable values, but locally very high grade assays including 120.38 g/t Au over 1.2 metres. Of the two holes drilled on the same section to test the down dip extension of the surface values, the uppermost hole intersected mineralization similar to that on surface but with significantly lower gold grades. The lower hole, however, showed that the sulphide content and therefore gold values to be lower than observed on surface and in the upper hole.

Table 10. Lower Ice Field Zone significant intercepts.

HOLE	ZONE	From (m)	To (m)	Length	Dip	Au (g/t)	Ag (g/t)
95-45	LIF	16.3	22.4	6.1	57	4.69	5.86
95-46	LIF	18.2	20.5	2.3	62	2.83	11.38

The zone appears to be open along strike.

8) Kiwi Zone

Drill Data

1989			1994			1995		
Name	# holes	Total Metres	Name	# holes	Total Metres	Name	# holes	Total Metres
Kiwi	n/a	n/a	Kiwi	n/a	n/a	Kiwi	1	106.70

Totals	**1 holes**	**106.70 metres**

Summary Description

Area	Not reported
Host Lithology	andesitic tuffs
Main Structural Trend	Not reported
Alteration	sericite + carbonate + chlorite + silicification + pyrite (??)
Sulphide Mineralization	pyrite + pyrrhotite +/- chalcopyrite

This zone is located immediately north of the Upper Ice Field zone on the southern half of the Willoughby nunatak. Reporting from previous reports is highly cursory due to the minimal work carried out.

Surface mapping showed a number of massive pyrite + pyrrhotite lenses with the largest 4 x 15 metres. Channel sampling returned values up to 16.76 g/t Au over 4.0 metres. One hole was drilled to test the down dip extension of the surface values but failed to return any significant mineralization or values.

Mineralized Prospects

1) Ledge

Located at the base of the central nunatak roughly 90 metres southwest of the Wilby zone, the area underwent surface work only in 1989 but no follow up surface work and/or drilling was carried out in later exploration programs by Camnor.

Hosted within andesitic tuffs, mineralization consists of disseminated to semi-massive pyrite and sphalerite controlled by the following structures: 245-75, 49-60, 165-70. Alteration is most likely similar to other zones in the area dominated by sericite +/- carbonate, silicification, chlorite and pyrite. Limited sampling from the 165^{o} (northwest) trending structure returned 6.37 g/t Au and 384.8 g/t Ag over 0.30 metres.

2) Back

Located on the east flank of 'Buffalo Mountain' within the old Cuervo claim, the prospect is hosted within andesitic lapilli tuffs proximal to a fossiliferous limestone contact. The tuffaceous (epiclastic?) unit exhibits both volcanic and limestone fragments. Two fault zones occur: one at 355-85 which bounds the zone to the west, and a series of faults at 308-50 which cross-cut the zone.

The area is characterized by a well-developed gossan with two styles of sulphide mineralization:

1) Up to 10% disseminated pyrite with sericite + carbonate alteration over an area of ~ 5 x 30 metres. Assays from this style of mineralization are generally low, with the best values returning 1.28 g/t Au and 20.69 g/t Ag over 2.0 metres.

2) Five pods of small semi-massive pods with 80% pyrite +/- 3% arsenopyrite +/- sphalerite and galena, individually up to 4 x 5 metres across, over a strike length of 125 metres. The pods may have been one continuous zone and later disrupted by faulting. Alteration is chlorite + epidote and ***may*** represent a skarn alteration assemblage. Assays returned variable values, but encouraging values include a chip sample of 10.17 g/t Au and 212.76 g/t Ag over 1.0 metres.

Pervasive silicification occurs associated with a locally-developed quartz + carbonate stockwork.

Proximal to but exclusive of the Back prospect, mapping and sampling revealed erratic quartz veins and stockwork up to 20 x 30 metres. Veining is commonly vuggy with limonite and manganese staining. Sulphides consist of highly variable euhedral and coarse-grained pyrite +/- sphalerite, and returned poor assays with the highest at 0.41 g/t Au and 7.4 g/t Ag over 0.50 metres.

3) Pius

This prospect is located presumably on Pius Ridge on the south side of Willoughby Creek hosted within upper Triassic Stuhini heterolithic volcaniclastics, which exhibits coarse sub-angular blocks of pyrite up to 10 cm in size. The location and further details of this showing are not available.

Another showing referred to as the CCR is mentioned in the Camnor reports but no other details (location, geology, assays, etc) were listed or described.

Reconnaissance Exploration

The 1989 program located mineralized float from a moraine of the Willoughby glacier (464350E/6202900N). Petrographic analysis shows somewhat different sulphide mineralization compared to the Willoughby nunatak in that native gold up to 0.1 mm is intimately associated with arsenopyrite.

Three other reconnaissance showings (Turtle, Waton Mtn., and Del Norte Cirque) were discovered and subsequently sampled and mapped in 1989, but lie outside and to the west and northwest of the current claim block. Their descriptions and significant assays are listed in BC EMPR Assessment Report # 19,474.

Exploration

From 1996 to the present, the only known exploration includes a field examination of the Willoughby property by the author completed on August 17, 2007, a data compilation and an airborne geophysical survey. As part of the data compilation on the property, all of the available drill hole collar and survey information was digitized. Subsequently, Bonterra contracted for an airborne magnetic and electromagnetic survey over the property with Aeroquest International of Mississauga Ontario. The AeroTEM survey was flown between November 8 and November 12, 2007. The results of the survey were integrated with the previous exploration results on the property. Bonterra's expenditures on the property to date, including the property examination, data compilation and digitization, airborne geophysical survey and report preparation have amounted to $103,843.

Diamond Drilling

There has been no diamond drilling on the Willoughby property subsequent to the drilling carried out by Camnor Resources in 1995.

Sampling Methodology Preparation and Analyses

In 1989 Bond Gold Canada Inc. collected a total of 813 drill core samples and 489 surface rock samples. All of the drill core samples and 372 of the surface rock samples were submitted to Min-En Labs of North Vancouver, BC. The remaining 117 rock samples were submitted to Eco-Tech Labs of Kamloops, BC. The assessment report submitted by Bond Gold did not include any description of sample collection, preparation or analysis that was used.

A total of 2023 drill core samples were collected by Camnor Resources Ltd. in 1994 and 1995 from two drill programs carried out over two years. All core samples were split using a diamond saw, with one half submitted for analysis and the other half retained on site for reference.

In 1994 Camnor contracted Eco-Tech Labs of Kamloops, B.C. to carry out sample preparation and analysis of 872 samples. Samples were prepared and assayed for gold at Eco-Tech's lab in Stewart, BC. The samples were then forwarded to their Kamloops lab for 30-element ICP (Inductively Coupled Plasma) analysis.

In 1995, all but three samples (1,148 samples) were prepared and assayed for gold by Westmin Mines at its Premier gold mine north of Stewart, BC. Three samples containing visible gold were screened and assayed by Chemex Labs of North Vancouver. Additionally all samples were submitted to Chemex for ICP analysis.

The following outlines the procedure used for sample preparation and analysis;

- Samples dried (when necessary), crushed or sieved to pulp size and then pulverized to approximately -140 mesh.
- For gold analysis a ½ assay ton (1994) or a 1 assay ton sample (1995) is pre-concentrated by conventional fire assay. The resulting Ag prill is digested to 3 ml 30% HNO_3 and any residual insoluble material is dissolved using 3 ml concentrated HCl. The resulting solution is diluted to 10 ml and analyzed by atomic absorption. Where visible gold was noted, the sample was screened and assayed.
- For the 30-element (1994) or 32-element (1995) ICP analysis, a 10 g sample is digested with 3 ml of 3:1:3 ratio of nitric acid:HCl:water at 90^{o} for 1.5 hours. The sample is then diluted to 20 ml with de-mineralized water and analyzed. The leach is partial for the following elements; Al, B, Ba, Ca, Cr, Fe, K, Mg, Mn, Na, P, Sb, Ti, U and W. Samples that returned values > 30 ppm Ag, 10,000 ppm Cu, Pb, Zn or As were assayed for the respective element.
- For silver analysis a 2 g sample is digested in 20 ml HNO_3 for 20 minutes or until all NO_3 has disappeared. The digestion is then cooled, 10 ml HCl added and digested for 30 minutes. The digestion is again cooled and another 50 ml of HCl added and digested for one hour. When this digestion has cooled to room

temperature it is bulked to 200 ml, mixed, centrifuged and analyzed by atomic absorption.

- For copper, lead and zinc assaying samples were digested by aqua regia and analyzed by atomic absorption

Regarding surface rock samples, the same procedures and analyses were used for all surface grab and chip samples as was used for drill core samples.

Data Verification

Of the four labs used between 1989 and 1995 two – Chemex (now ALS Chemex) and Eco-Tech – are still currently in operation and are now accredited ISO companies. All assay certificates have been included with the Assessment Reports.

No direct re-sampling or quality control sampling was conducted by the author to verify previous drill core or surface chip sample results.

During the one-day site visit in August 2007, access to a number of zones was attempted but no drill or helicopter pads exist, making safe 'hands on' access difficult at the time of the visit. The Lower Ice Fall zone was accessed by toeing in under power with a helicopter, and a chip sample was attempted. However, falling rocks made the area dangerous for sampling as well as putting the helicopter at risk.

Prior to a drill program being undertaken in the future, it is recommended that, if possible, a number of the split samples retained for reference be located, with individual samples accurately identified by sample number and then quartered and submitted for re-assay and ICP analysis. All exploration programs documented on the Property were undertaken by reputable geologists and engineers. There is no reason to suspect that the sampling, preparation or analysis is faulty in any way; nonetheless, it is recommended that a small number, perhaps two or three, 'twin'

holes be drilled within five metres of known previous holes to confirm grade intercepts listed in the assessment reports.

Adjacent Properties

The three claims that constitute the Willoughby property are completely enclosed by a total of ten claims: five are owned by Teuton Resource Corp., one by Seabridge Gold Inc. and four owned by individual claim holders. A search of the BC EMPR Map Place website shows that no recorded MINFILE prospects or showings occur within the ten claims.

Red Mountain Developed Prospect

Approximately seven kilometres to the WSW from the Willoughby property is the Red Mountain gold developed prospect. Red Mountain is a structurally controlled, advanced stage gold deposit located 18 kilometers east of Stewart, British Columbia. The deposit was originally drilled by Bond Gold in the late 1980s, and was subsequently explored by Lac Minerals and Royal Oak Mines. The Red Mountain project has been the target of many geophysical, geochemical, mapping and drill programs over the past 12 years.

To date, approximately US$39 million has been spent by previous owners at Red Mountain. Diamond drilling on the Property has totaled 134,800 metres in 466 holes. In addition, 2,000 metres of underground workings have been excavated, including a 1,000-metre production-sized decline. Significant metallurgical testing has also been performed on the deposit with results indicating that gold recoveries of 87-90% can be achieved through conventional milling processes. The latest resource model for Red Mountain, completed by SRK Consulting (Canada) Inc. in 2004, including the Marc, AV, JW, 132 and 141 zones, estimates measured resources of 1.26 million tonnes grading 8.01 grams of gold per tonne (324,000 ounces), plus an indicated resource of 0.34 million tonnes grading 7.04 grams of gold per tonne (76,000

ounces), for a total measured and indicated gold resource of 400,000 ounces. In the inferred category, the project contains an additional 2.08 million tonnes grading 3.71 grams of gold per tonne (248,000 ounces).

Other mineralized zones on the Red Mountain Property that were discovered by Bond and/or Lac have not been seriously evaluated for potential. In the SRK Resource Report, SRK Consulting concludes that there is excellent potential to further expand the gold resource at Red Mountain with additional exploration drilling.

Red Mountain Property Geology

The oldest rocks, Middle to Upper Triassic mudstone, siltstone and chert of the Stuhini Group, outcrop over about two-thirds of the project's mapped area. The Triassic rocks grade upward into Lower Jurassic Hazelton Group clastic and volcaniclastic rocks, which outcrop in the northeastern portion of the map area. Rocks of both groups are folded about axes that plunge towards 345° and dip steeply to the southwest. An approximate contact between rocks of the two groups also follows this trend and occurs along the projected trace of the Bitter Creek antiform. Hazelton Group volcaniclastic rocks on the southwest limb of this structure have been eroded away.

Three phases of the Early Jurassic Goldslide intrusions are exposed in the map area. The Hillside porphyry, a fine- to medium-grained hornblende and plagioclase porphyry, occurs near the summit of Red Mountain and along the ridge to the southeast of the summit. The medium- to coarse-grained hornblende-biotite ± quartz Goldslide porphyry is distinguishable from the Hillside porphyry by mineralogy and phenocryst size. It is exposed along the Goldslide Creek valley, extending from the surface expression of the Marc Zone to the southwest for two kilometres. Finally, sills of the Biotite porphyry intrude Upper Triassic sediments on the west side of Red Mountain. It is distinguished from the Hillside porphyry by the presence of biotite phenocrysts, and from the Goldslide porphyry by the small size of hornblende and plagioclase phenocrysts. Contact breccias and strongly disrupted bedding are

common along the contacts of these intrusions, particularly in association with the Hillside porphyry. In addition, the Hillside porphyry contains rafts of the sedimentary rocks ranging in size from one or two metres to several tens of metres. A Tertiary intrusion, the McAdam Point Stock, is exposed in the southern portion of the map area adjacent to the Bromley Glacier. It is a medium- to coarse-grained biotite quartz monzonite dated to 45 Ma.

Structural deformation at the property scale is consistent with the observations at the regional and tectonic scales. Folds have been mapped in the entire Triassic-Jurassic succession with north to northwest plunging axes and generally steeply dipping limbs. Fold traces can be complicated and difficult to trace, particularly near intrusive contacts. The timing suggests that the folds are a manifestation of the Cretaceous Skeena fold belt deformation. There is no evidence to suggest that the intrusive units were affected by this folding event.

Brittle faulting has affected all rock units at Red Mountain. Two phases of faulting have been recognized: northeast striking, steeply northwesterly dipping faults and; north to northwest trending faults. Faults of the former group are those that offset the mineralized zones, such as the Rick Fault. The latter group is noted to contain more gouge and have broader alteration envelopes than the former. Both of these sets of faults are believed to be the result of a Miocene extensional event.

Hydrothermal alteration affects all pre-Tertiary rocks including all phases of the Goldslide intrusions. Several shallow dipping alteration zones are developed above a propylitic quartz stockwork molybdenum zone: 1) pyrite-dominant with sericite-quartz; 2) disseminated and vein pyrrhotite dominant with chlorite-K feldspar-sericite-titanite and; 3) tourmaline veins and k-feldspar-pyrite-titanite-actinolite.

Anomalous gold (>0.3 g/t) is developed at the transition from the pyrite- to the pyrrhotite-dominant alteration over a > 1 km^2 area. Within the anomalous zone, high-grade (3 to 20 g/t Au) gold-silver mineralization occurs in 5 to 29 metre thick semi-

tabular pyrite + pyrrhotite stockwork with intense sericitic alteration and surrounding disseminated sphalerite + pyrrhotite.

Mineralization formed in a sub-volcanic environment at the top of the Goldslide intrusion and at the base of the early Jurassic volcanic pile. The Goldslide intrusion is interpreted to be the mineralizing source. Various characteristics, including the alteration zoning, molybdenum-copper mineralized quartz stockwork, extensive k-silicate and tourmaline alteration and the spatial relationship with a hypabyssal porphyritic intrusion, show similarities to a number of porphyry systems.

Mineral Processing and Metallurgical Testing

To date, no direct metallurgical testing has been completed on the Willoughby property.

Mineral Resource and Mineral Reserve Estimates

Although 58 drill holes have been completed on the Property, it is still in early stages of exploration and there are no resource/reserve estimates to report at this time.

Other Relevant Data and Information

Geophysics

1983

In 1983, Viscount Resources contracted Dighem Ltd. to carry out an airborne magnetic and EM survey over the Willoughby Creek area. A geological interpretation of the survey was completed by G.J. Dickie of MineQuest Exploration Associates Ltd. later the same year.

Although a number of conductors were identified, the known sulphide mineralization showings failed to show any response either as an EM conductor or as magnetic

anomaly. This could be due to the possible flat- to shallow-dipping nature of the mineralized zones and/or the parameters of the survey used. The results and interpretation of the survey have been filed with the BC EMPR (Assessment Report # 11,422) located at the Smithers regional BC EMPR office. It has come to the author's attention that only one copy may exist.

2007

Aeroquest International of Mississauga, ON ('Aeroquest') was contracted by Bonterra to complete an electromagnetic (EM) and magnetic airborne geophysical survey of the Willoughby property. The program, carried out from November 8th – 12th, covered a total area of 309.8 line-km (~ 27 sq km) of which 300.8 line-km fell within the defined project area. The survey was flown at 100 metre line spacing in a northeast-southwest (030^{o}) survey flight direction. The co-ordinate system employed for the survey was WGS84 using the UTM zone 9N projection. The sensor employed was Aeroquest's exclusive AeroTEM II time domain helicopter electromagnetic system in conjunction with a high-sensitivity cesium vapour magnetometer. A detailed description of all parameters and various definitions of the survey including; logistics, QAQC, data collection and processing, presentation and specifications is contained within Aeroquest's logistics report (not included with this report).

Inclusive with the data and report are three maps with corresponding legends and are contained within this report:

- TMI – Coloured Total Magnetic Intensity (TMI) with line contours and EM anomaly symbols. (Figure 5 and 5a)
- EM – AeroTEM off time profiles Channels 1-11 and EM anomaly symbols. (Figure 6 and 6a)
- ZOFF – AeroTEM Z Off Time Channel 1 with line contours and EM anomaly symbols. (Figure 7 and 7a)

(*NOTE: The maps have been scaled down from the original 1:10,000 scale to ~ 1:37,500 for the purpose of this report.)*

Total Magnetic Intensity

The TMI map (Figure 5) shows the area can be roughly divided into a northerly magnetic high area and a southerly magnetic low area. The magnetic relief, as displayed by the spacing between the contour lines, is somewhat variable. This is in part a function of glacier cover. In areas of no glacier cover contour lines are closely spaced, noted at the north end and east edge of the survey area, and whether this represents significant structural and/or lithological trends needs to be investigated and field checked. A review of the colour contours (Figure 5a) shows that the overall range of magnetic readings are is quite low – 56514 to 56728 nT – thus making interpretation difficult.

A magnetic low area occurs in the middle of the survey area on the east side and contains all of the main showings centred at the Willoughby nunatak. The area of low susceptibility may be the result of hydrothermal alteration (magnetite destruction?) related to the main area of sulphide mineralization. However due to the fact that the overall difference between the magnetic low and the high to the north is only roughly 200 nT suggests that there is only a relatively weak delineation between the areas of low and high susceptibility.

The occurrence of the known, albeit small, porphyritic Goldslide intrusion was not delineated by the magnetic survey. This may due to the fact that the intrusion, on surface, exhibits a similar alteration assemblage to the andesitic volcanics in the area of mineralization.

Electromagnetic (EM) Profile

The EM profile map (Figure 6) reflects the overall conductance of the underlying area and shows a north-south trending conductive zone in the middle of the property within a broad low conductive area. The strength of this broad weakly conductive zone is only slightly above background yielding values in the range of 1.2 to 22.2 nt/s (Figure 6a).

The small relative difference between the conductive area within the overall low background may be attributed to geology, possibly indicating a package of fine grained slightly altered (chlorite?) volcanics within a larger area of calcareous to clastic sediments.

ZOFF

Based from the EM survey data, anomalous zones or 'picks' are differentiated from and within the broad relatively conductive high area (Figure 7). These picks are interpreted from positive peaks and troughs in the off time Z (ZOFF) responses correlated with X channel responses. Each conductor is then classified according to a set of seven ranges of off time conductance values (Figure 7a). The anomaly picks are also classified by thickness of the source (<10 metres = thin or 'N' and >10 metres = thick or 'K'). Where multiple, closely spaced conductive sources occur or where, if the source is shallow dipping, it is difficult to ascertain thickness of the source. A total of 24 anomalous picks, roughly concentrated in three areas, were delineated by Aeroquest and all of the anomalies exhibit weak to poor off time conductance (S) ranging from <1 to 5.5. Overall, responses in the X component were quite subtle across the survey area.

Of the 24 anomalous picks 16 occur within the claim block mostly concentrated in two areas (Figure 7). Probably the most significant of these is a grouping of seven anomaly 'picks' occurring along a weak southeast trend roughly 600 metres long. Six of these anomalies occur underneath the Willoughby glacier and the tenor of their conductance may be suppressed. This anomalous area is encouraging in that it is roughly in line with the most significant showings at the Willoughby nunatak; namely the North/North, North, Wilby and may represent a 500 – 700 metre southeast strike extension of sulphide mineralization underneath the Willoughby glacier (Figure 8). One anomaly pick occurs directly underneath the Wilby showing but is weak. The remainder of known showings in this area failed to elicit significant EM responses.

The second grouping consists of five anomaly picks on the east edge of the property, 1.5 kilometres northeast of the Willoughby nunatak. Three of these picks exhibit a northeast trend while the other two show a north-south trend with the two trends possibly representing two intersecting mineralized structures. None of the five anomaly picks occur underneath glaciers and none are associated with known mineralization.

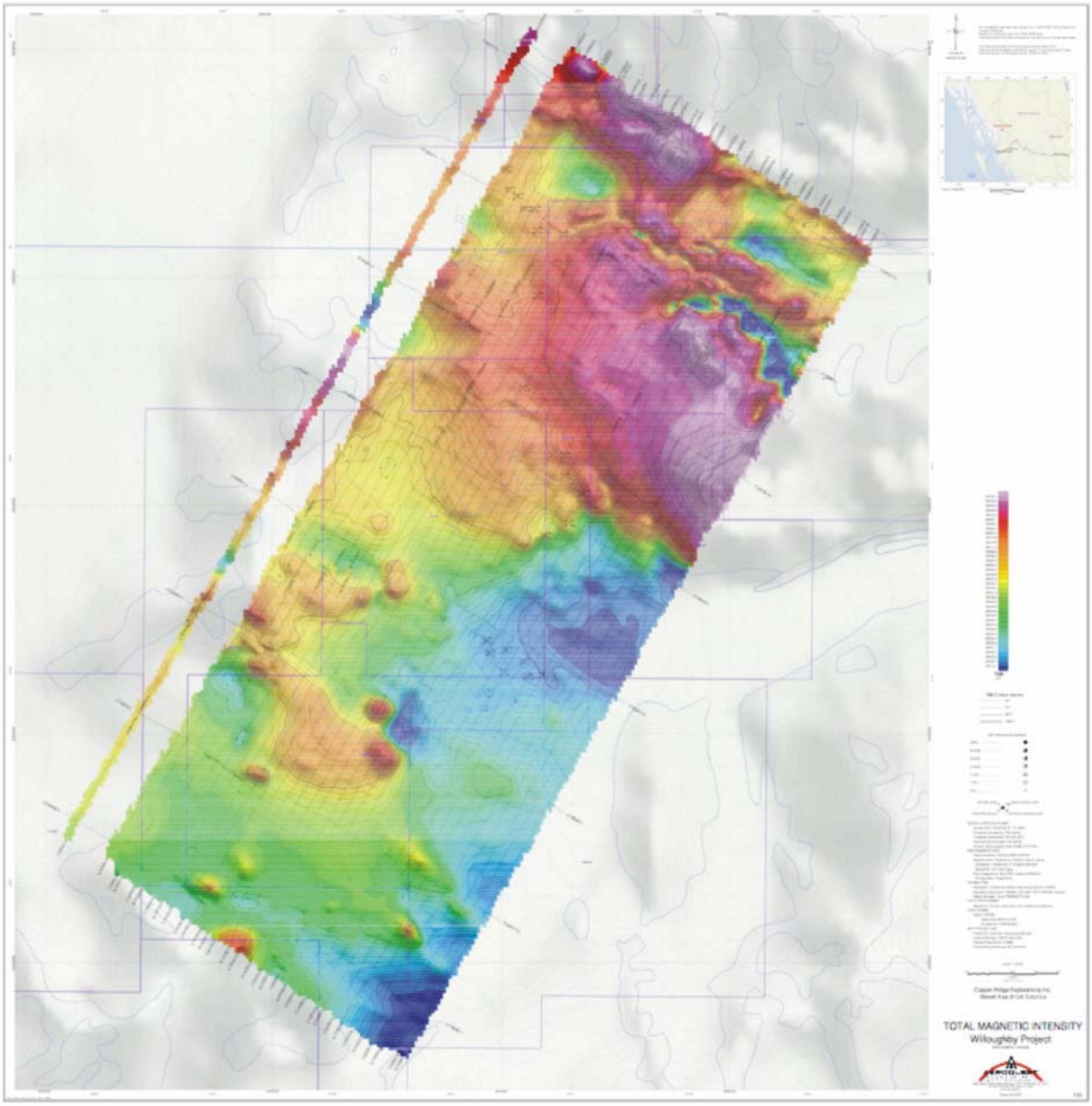

Figure 5. Total Magnetic Intensity profile map.

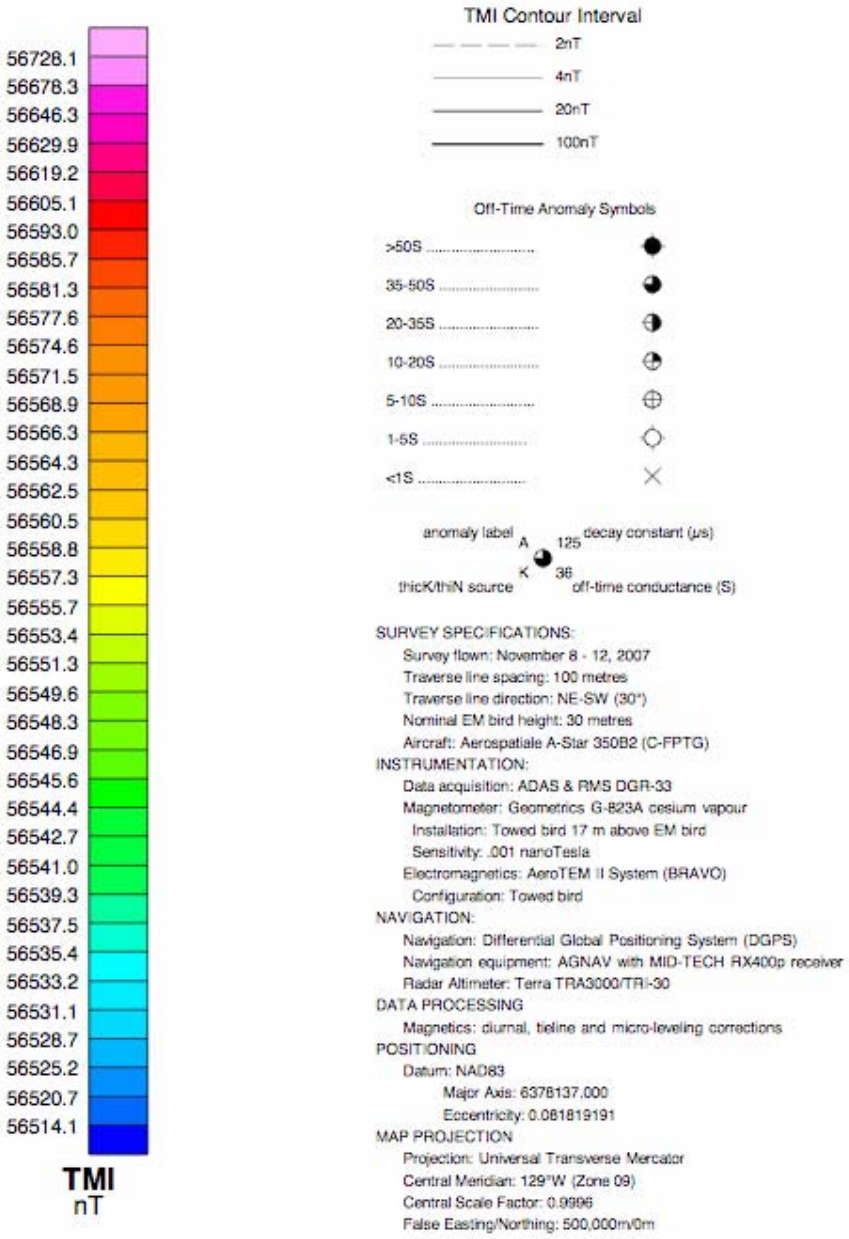

Figure 5a. TMI Profile Map - Legend

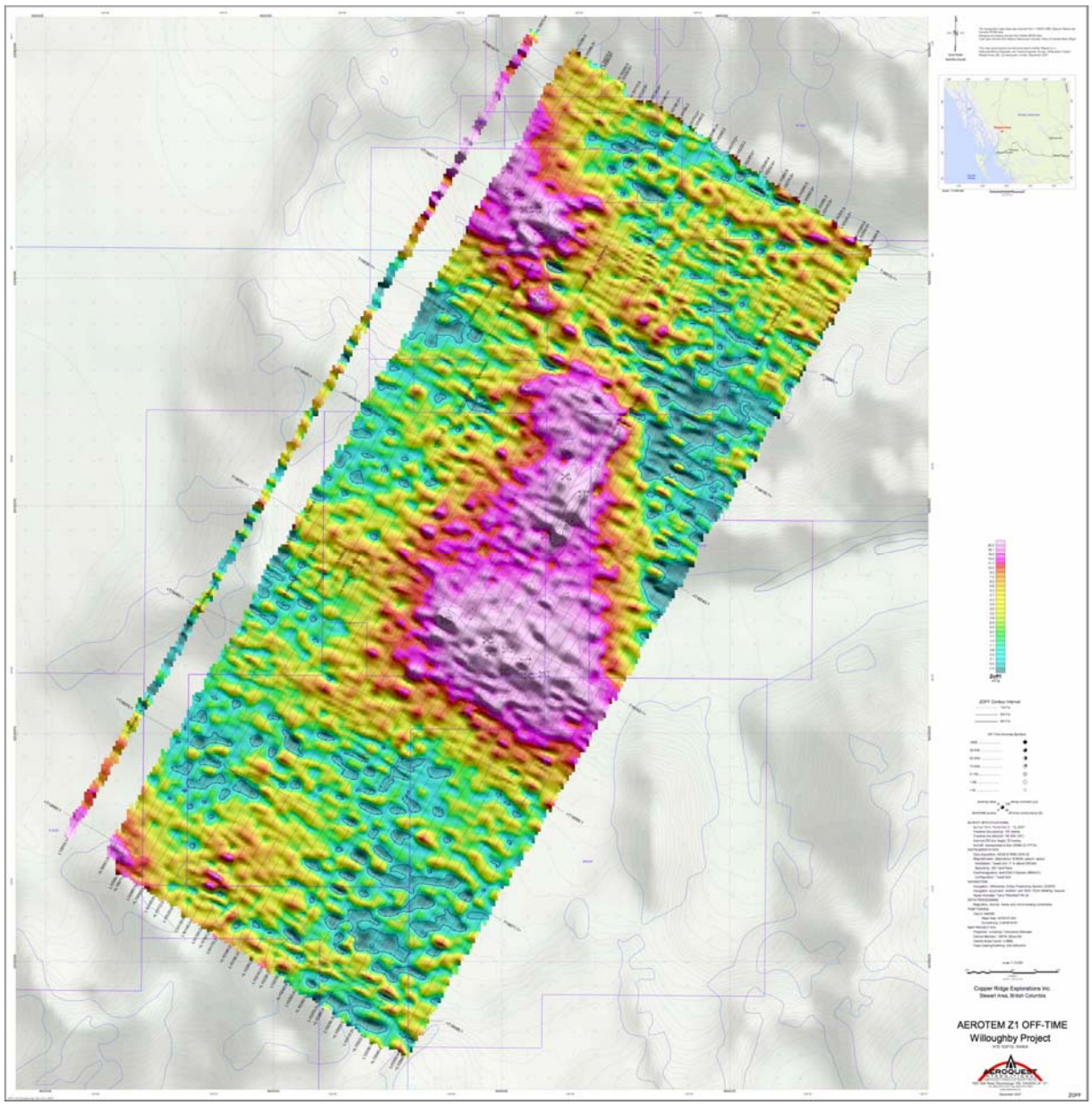

Figure 6. Electromagnetic profile map.

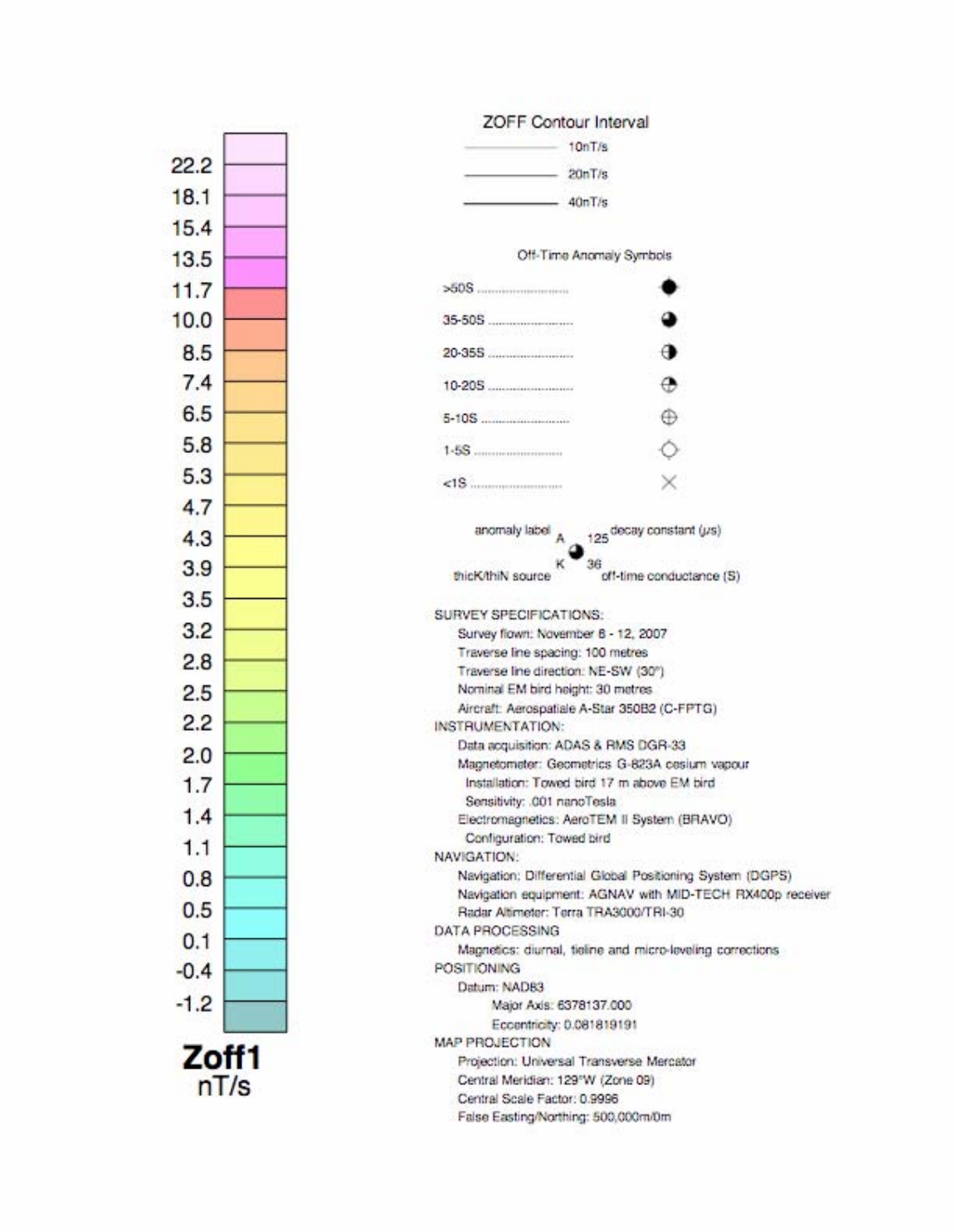

Figure 6a. Electromagnetic Profile Map – Legend.

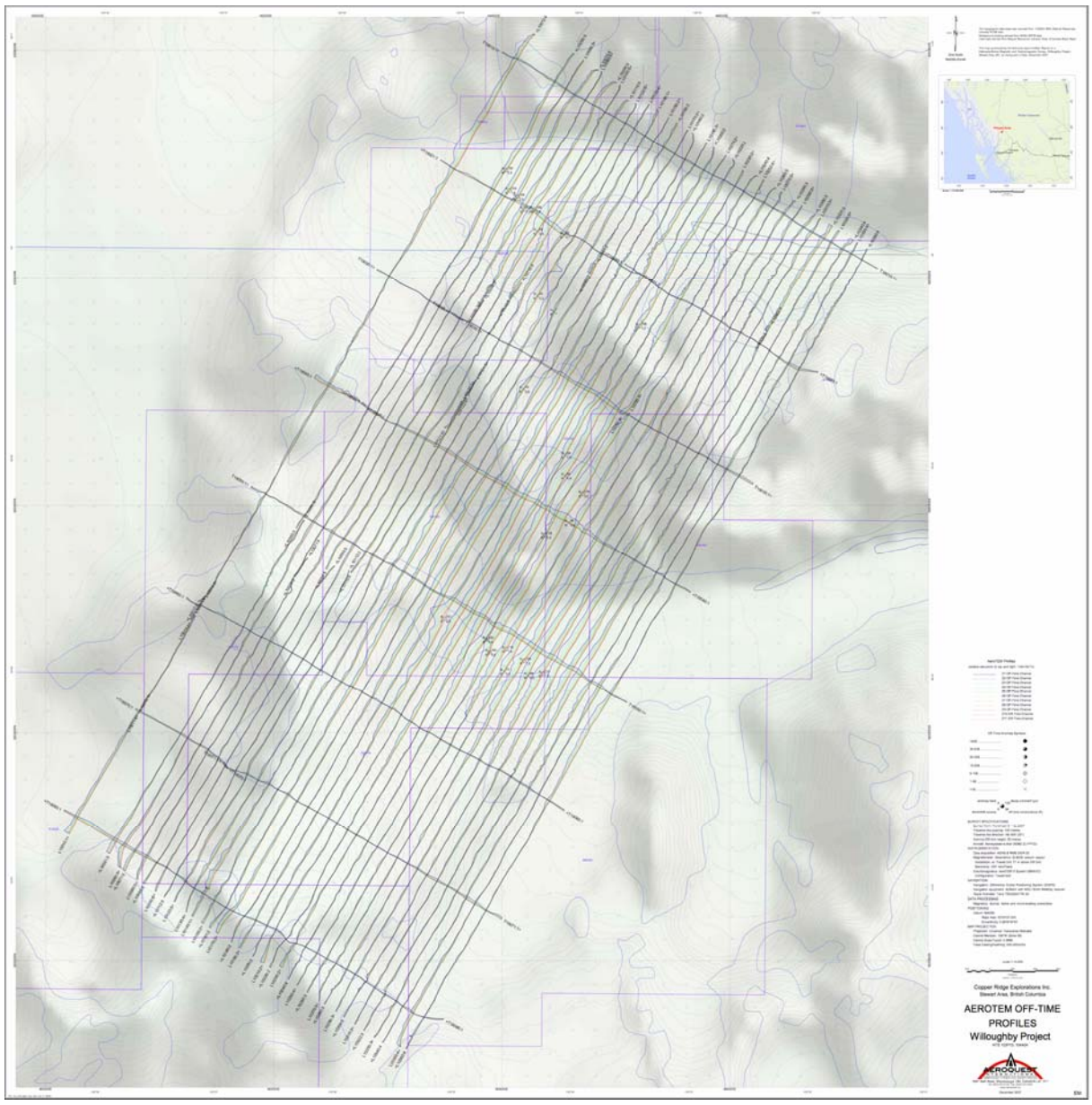

Figure 7. ZOFF profile map.

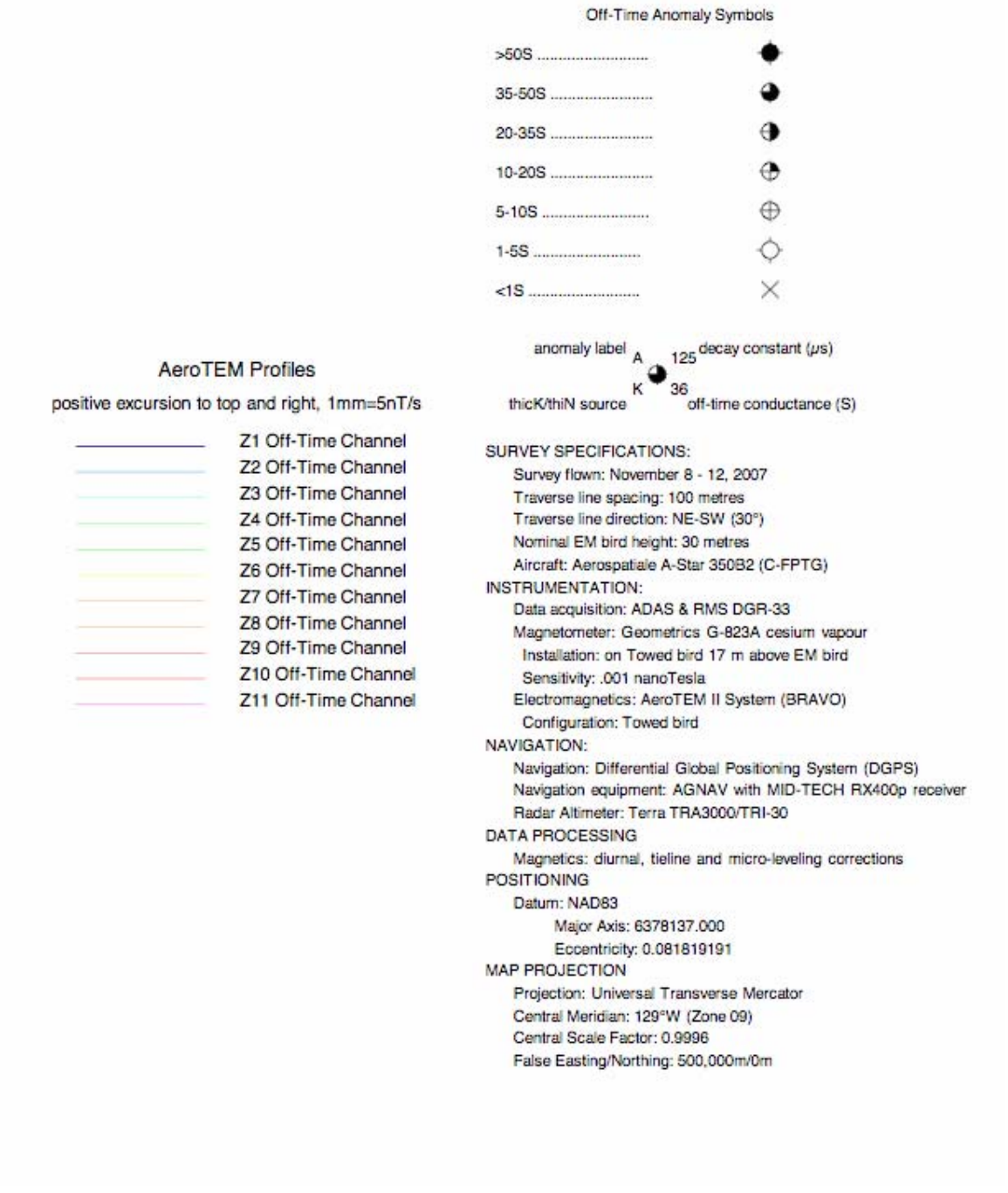

Figure 7a. ZOFF Profile Map – Legend.

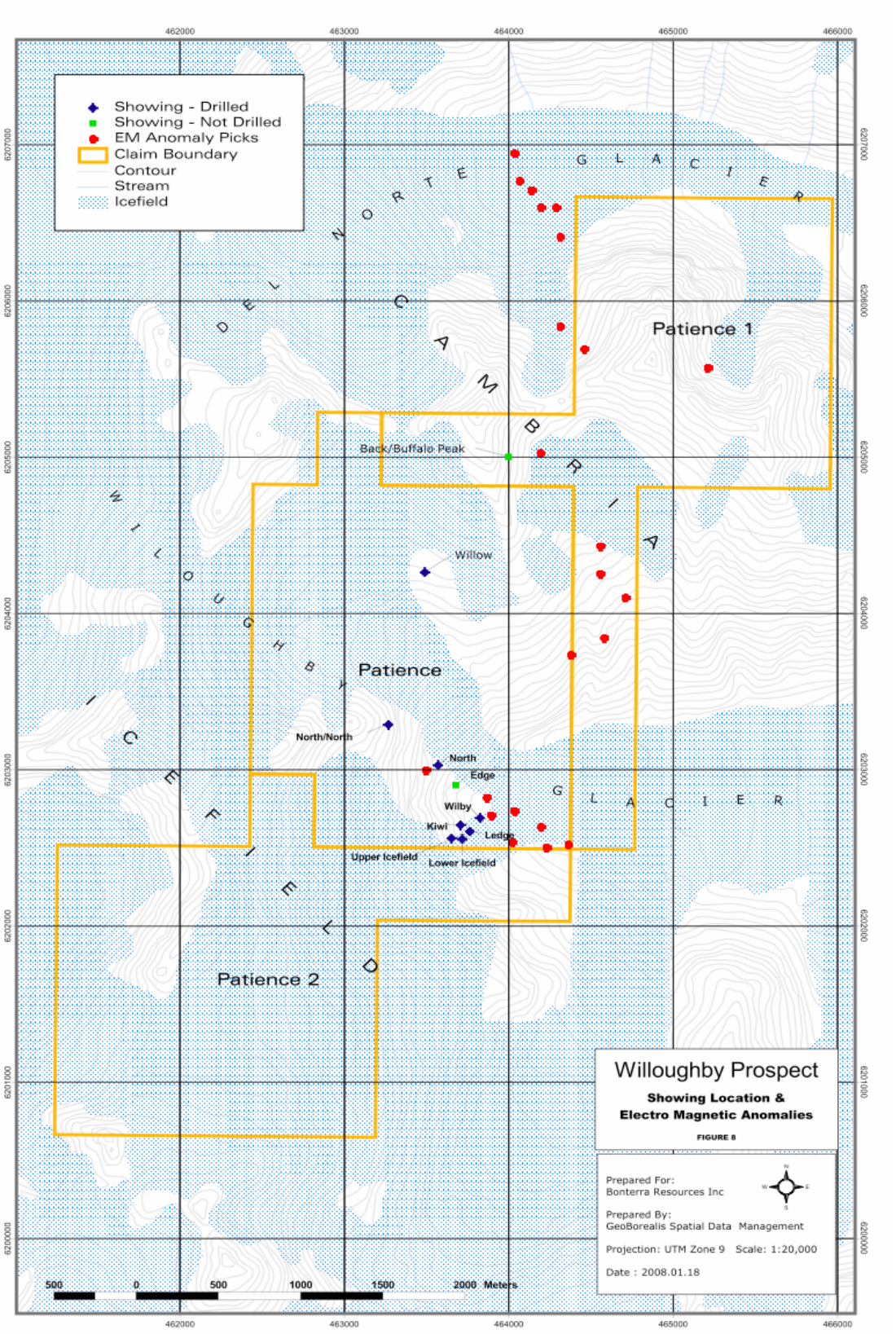

Figure 8. Showing locations and electromagnetic anomalies.

Interpretation and Conclusions

The Willoughby property occurs within a highly mineralized part of the Stikinia terrane termed the ‘Stewart Complex’ and is underlain by north-northwest striking Triassic and Jurassic volcanic and volcaniclastics that have been intruded by Jurassic hornblende feldspar porphyry. Well developed semi-massive to massive pods/lenses and disseminated sulphide mineralization are hosted predominantly within andesitic pyroclastic tuffs of the lower Jurassic Hazelton Group. Significant mineralization also is hosted wholly within the porphyry stock.

A minimum of 11 zones of auriferous sulphide mineralization, plus a number of reconnaissance prospects, have been delineated to date on the Willoughby prospect. All eleven zones have been mapped and sampled to various degrees, and eight of the zones have been evaluated with diamond drilling. Two of these zones, North and Wilby, have the potential for outlining significant tonnages of high grade gold-silver mineralization. The majority of the work completed was carried out over three explorations programs in 1989, 1994, and 1995.

Mineralization is dominated by pyrite, and to a lesser extent pyrrhotite, +/- sphalerite +/- galena +/- chalcopyrite +/- arsenopyrite and, while rare, visible gold occurring in veins, stockwork and fractures. Petrographic analyses have shown an association of gold mineralization with bismuth and silver telluride mineralization. All of the zones exhibit variable to well-developed sericite-carbonate-chlorite-pyrite-silica alteration.

Northwest to north-northwest and northeast to east-northeast trending faults and shear zones control and most likely offset most of the mineralized zones. The intersection of the fault/shear structures may possibly localize mineralization as ore shoots. Extensive closely spaced fracturing at variable orientations further complicates the area. Drilling at a number of the zones did not intersect targeted mineralization and it was interpreted that the holes were drilled either above or below the plunge of these shoots.

Most of the delineated zones occur at or near the prominent and gossanous Willoughby nunatak. These zones cover a total area of approximately 100 x 350 metres with a vertical extent of 350 metres.

The majority of surface work and subsequent drilling has focused on the identification and delineation of individual zones. Upon completion of the 1995 drill program, a number of zones were still open either along strike and/or down dip.

Mineralization at Willoughby compares favourably with high grade zones at the Red Mountain developed prospect seven kilometres to the west. Higher-grade gold-silver mineralization at Red Mountain occurs in the upper zones of the deposit, above the intrusive hosted porphyry style mineralization. It is similar to Willoughby in that higher-grade Au-Ag zones are dominated by pyrite-pyrrhotite, and the zones exhibit similar to identical alteration assemblages. The similarities of the two prospects are enhanced in their proven early Jurassic temporal association. Field observations and previous reporting on the Willoughby prospect strongly suggest that the sulphide mineralization is intimately associated with the Goldslide porphyritic intrusive stock. Camnor reports mention the possible presence of a microsyenite as determined from petrographic work. Unfortunately no location or further details were given. It is possible that the syenite may actually be a zone of potassic (K-spar) alteration associated with the intrusive stock.

The 2007 airborne EM and magnetometer survey shows a number of closely spaced EM anomaly picks trending 700 metres east-southeast from the Willoughby nunatak. They occur underneath the Willoughby glacier and form a well-defined linear trend with the strongest developed sulphide zones (Wilby and North). These anomaly picks occur within an area of relatively low magnetic susceptibility, which may represent a hydrothermal alteration zone. On the east side of the Patience claim, five EM anomaly picks show trends varying from north-south to northeast. This area has

received little to no previous exploration and may represent various mineralized structures with similar orientations to that hosting the drill-defined showings.

Presently, no known core exists from the previous drill programs except for a couple of boxes of high grade rock, and sample intervals are not available for comparative assaying. The Camnor (1995) report states that the core was stored in Stewart at the Newhawk Gold Mines warehouse but its current location is unknown and, unfortunately, it probably no longer exists. A search for any further data in Vancouver with assistance from ex-Camnor management failed to locate any additional pertinent records or information.

Recommendations

Past exploration on the Willoughby property has demonstrated that at least two mineralized zones, North and Wilby, have the potential for outlining significant tonnages of high grade gold-silver mineralization. In addition, results from the recent airborne EM-magnetometer survey conducted by Bonterra have suggested the potential for the discovery of extensions to this mineralization, particularly along strike to the southeast of the Wilby Zone.

A six-hole, 750 m drill program is recommended to test the potential for high grade extensions of the North and Wilby Zones. The drilling should be planned for late July or early August to take advantage of the best possible weather conditions on the property.

Specifically, two holes of approximately 125 m each, from a single set-up, are recommended to test the down plunge extension of the high grade intersections from drill holes 94-15, 95-35 and 95-36 on the North Zone. Two additional holes, of approximately 100 to 125 m each, are recommended to test the down dip extension of the intersections in holes 89-04, 94-22 and 95-53 on the Wilby Zone.

A final two to three holes, of 75m to 125 m each, will be targeted to test the possible southeasterly extensions of the Wilby Zone. Precise placement of these holes will not be possible until the EM conductors have been spotted in the field and ground truthed. Should the EM conductors prove not to be viable targets, the remaining drill holes should be used to support the proposed drilling at either the Wilby or North targets.

It is recommended that future drilling be coupled with core orientation studies. Using available structural software in conjunction with a structural geologist, detailed core angle structural data can be collected. This will show structural trends leading to accurate three-dimensional interpretation of the mineralized zones, thus enhancing understanding and, if warranted, providing a more cost effective follow-up second stage drill program.

Due to the number of similarities at Willoughby with the upper zone of the Red Mountain-style of mineralization, the possibility of porphyry-style mineralization at depth within and proximal to the intrusive may warrant further work, namely, drilling at depths below existing drill intersections at the North and North/North zones. Location of the possible microsyenite mentioned in previous reports, if at all possible, should be defined to determine its true nature, as it may represent an area of potassic alteration as opposed to a primary intrusive unit.

In order to maximize the efficiency and effectiveness of the drill program, preparatory office work should include:

- Finalize the complete digital transfer of all survey, core logs, assays, etc
- Follow up plotting and interpretation by a geologist using recognized mining software (i.e. DataMine, MicroMine, Gemcom, Surpac, etc).

In the field, two to three weeks prior to the commencement of the drill program, a one week program of detailed mapping should be carried out in the immediate vicinity of

the North and Wilby Zones and the precise location of the proposed drill holes should be spotted in the field. The program should include:

- Structural interpretation focusing on the orientations and structural control of the mineralized zones.
- Mapping and sampling of the North and Wilby Zones.
- Ground truth and interpret geophysical anomalies southeast of the Wilby Zone
- Spot drill hole collars.
- Prospecting and reconnaissance exploration in the vicinity of the EM conductors on the Patience claim.

Drilling should commence by early August and is expected to take two to three weeks to complete.

The budget for the 2008 exploration program (Appendix 1) is estimated to cost $396,975. Changes in fuel costs due to escalating oil prices and possible cost increases for qualified personnel in the present exploration climate may increase the overall expenditure for the 2008 exploration program.

If the drill program is successful in confirming and expanding on previous drill results, in addition to providing a clearer interpretation on mineralization controls, and demonstrates the potential for additional discoveries, a second phase of drilling will be warranted. At this future stage it may be appropriate to consider underground development to provide a platform for ongoing drill testing in addition to detailed mapping and sampling of any mineralization encountered.

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Statement of Qualifications

I, Brett R LaPeare hereby certify that:

I am a professional geologist residing at 4072 4th Ave, Smithers BC V0J 2N0, CANADA with my office at the same location. I am currently contracted to CJL Enterprises of Smithers BC.

I graduated from Lakehead University of Ontario, CANADA in 1990 with a Bachelors Degree in Science (B.Sc.) in the field of geology. Currently I am in the midst of completing a Masters of Science (M.Sc.) in Exploration Geology at Rhodes University, Republic of South Africa.

I have practiced my profession as a geologist for the past 17 years since graduation in the fields of mineral exploration, mine geology, regional/country manager and geological consulting. I have been employed by a wide spectrum of junior/major mining companies and geological consulting firms. I have written numerous technical reports related to property examinations and exploration programs in which I have had direct supervisory or participatory involvement.

I have worked mostly in and throughout Canada, Tanzania, Indonesia as well as United States of America, Australia, Bulgaria, Ghana and Botswana.

My specific experience concerning the Willoughby mineral property is related to full time and consulting work on various porphyry, skarn and epithermal related deposits and prospects including but not limited to; exploration programs in Java, Indonesia, Huckleberry and Kemess North in Canada plus the world class Grasberg deposit in Indonesia.

I am a registered member of the Australian Institute of Mining and Metallurgy (MAusIMM). For the purposes of this Technical Report I am a Qualified Person (QP) as defined in National Instrument 43-101. I have read the Policy and my part in this report is prepared in compliance with its provisions.

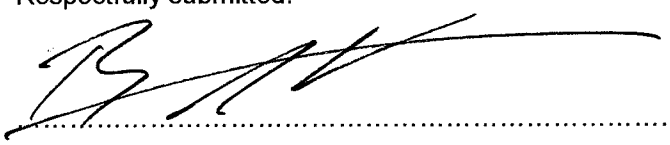
This certificate relates to my part of the 'Technical Report' on the Willoughby property which is based on: an onsite examination of the Property carried out on August 17, 2007 and the review of company reports and data and various government reports and publications with regards to the subject Property.

I have no direct or indirect interest in the Property which is the subject of this report or in the securities of Bonterra Resources Inc. or any related companies. Neither do I intend to purchase or acquire any shares. I am fully independent of the subject company in complete compliance with all provisions of National Instrument 43-101. Nor do I hold any interest, directly or otherwise, in any claims within 50 km of the Willoughby property.

As of the date of this certificate, I am not aware of any material fact or material change with respect to the subject matter of the 'Technical Report' which is not reflected in the Technical Report, the omission of which would make the Technical Report misleading

Dated at Smithers BC this 16th day of April, 2008

Respectfully submitted:



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APPENDIX 1: 2008 BUDGET ESTIMATE

Budget Estimate
Willoughby 2008 Exploration Program

Preparatory	Digitization, GIS, structural interpretation, Program design			**$19,800.00**
Drilling	Core + all ancillary drill costs (materials, muds, etc) (approximately 15 days to complete)	750 m	@ 160.00/metre	**$120,000.00**
Personnel	Snr Geologist (QP)	10 days	@ 700.00/day	**$7,000.00**
	Jnr Geologist	20 days	@ 350.00/day	**$7,000.00**
	Camp manager/maintenance	30 days	@ 300.00/day	**$9,000.00**
	Pad Builder	10 days	@ 400.00/day	**$4,000.00**
	Cook (with Level 3 First Aid certificate)	20 days	@ 350.00/day	**$7,000.00**
	Labourer (pad builder and core splitter)	30 days	@ 175.00/day	**$5,250.00**
	18% of $38,250.00: EI, CPP, WCB, Holiday Pay			**$7,065.00**
Materials	Pad Construction	4 pads	@ 1500.00/pad	**$6,000.00**
Helicopter	Crew changes, drill moves, core transport, camp support	50 hours	@ 1000.00/hour	**$50,000.00**
	based on using an avg 1.5 hrs/day			
	Fuel	140 L/hour	@ 1.20/litre	**$10,080.00**
Sampling	includes: sample prep, fire assay and ICP	750 samples	@ 20.00/sample	**$15,000.00**
Equipment	chainsaw, radios, First Aid (w/ oxygen), field gear sample supplies, etc			**$5,000.00**
Camp	Construction			**$7,500.00**
	Mobilization			**$3,000.00**
	De-mobilization			**$3,000.00**
Food, Fuel, etc	10 man camp for 20 days	200 man days	100.00/man/day	**$20,000.00**
	4 man camp for 10 days	40 man days	100.00/man/day	**$4,000.00**
Travel	Airfares, hotels, meals, etc			**$10,000.00**
Expediting	Truck for sample and supply transport, mgt costs			**$2,500.00**
NI 43-101 Report	Snr Geologist (QP) compilation, research, final report	30 days	@ 600.00/day	**$18,000.00**
	Computer Modeling, GIS			**$5,000.00**
			Sub Total	**$345,195.00**
	15% Contingency			**$51,780.00**
			Total	**$396,975.00**

APPENDIX 2: DRILL DATA

Drill Data

BHID	Zone	Easting	Northing	Elevation	Bearing	Dip	Length
		UTM		(m)	o	o	(m)
95-44	North/North	463231.50	6203439.00	1741.0	113.0	62.0	97.60
95-56	North/North	463236.70	6203315.00	1799.0	32.0	71.0	109.80
95-57	North/North	463236.70	6203311.00	1799.0	76.0	72.0	125.00
94-15	North	463281.24	6203281.87	1753.4	59.4	53.2	104.00
94-16	North	463279.06	6203282.00	1755.5	45.0	60.6	113.20
94-17	North	463278.93	6203281.86	1755.2	45.0	65.0	111.60
94-18	North	463277.66	6203282.04	1756.3	22.2	53.0	110.70
94-19	North	463236.73	6203315.95	1799.0	44.6	62.3	137.60
94-26	North	463281.20	6203281.90	1753.0	55.0	61.0	111.90
94-27	North	463281.20	6203281.90	1753.0	67.0	71.0	151.20
95-32	North	463310.00	6203286.00	1722.0	60.0	54.0	67.10
95-33	North	463310.00	6203286.00	1722.0	349.0	45.0	54.90
95-34	North	463281.00	6203281.90	1753.0	80.0	60.0	112.80
95-35	North	463281.00	6203281.90	1753.0	80.0	77.0	115.90
95-36	North	463281.00	6203281.90	1753.0	80.0	84.0	149.40
95-37	North	463281.00	6203282.00	1753.0	55.0	70.0	122.00
95-38	North	463262.00	6203226.00	1767.0	70.0	62.0	152.40
95-39	North	463262.00	6203227.00	1767.0	44.0	65.0	158.50
95-47	North	463281.00	6203282.00	1753.0	80.0	89.0	152.40
95-48	North	463281.00	6203285.00	1753.0	22.0	65.0	122.30
NZ89.006	North	463310.00	6203290.00	1742.9	15.5	55.0	82.06
NZ89.007	North	463277.66	6203282.04	1743.8	15.5	74.5	136.53
NZ89.008	North	463310.00	6203290.00	1743.3	40.3	66.2	108.03
95-54	Upper Ice Fall	463341.00	6202871.00	1618.0	110.0	65.0	91.50
95-55	Upper Ice Fall	463341.00	6202871.00	1618.0	110.0	75.0	109.80
94-28	Upper Ice Fall	463340.95	6202871.73	1619.9	135.0	60.0	85.10
95-58	Kiwi	463398.00	6202913.00	1579.0	142.0	53.0	106.70
EZ89.013	Edge	463410.00	6203220.00	1564.8	31.1	47.2	107.90
EZ89.014	Edge	463410.00	6203220.00	1565.0	15.4	45.3	89.80
95-45	Lower Ice Fall	463411.50	6202851.50	1539.0	137.0	57.0	61.00
95-46	Lower Ice Fall	463411.50	6202851.50	1539.0	137.0	62.0	51.80
94-31	Willow	463450.00	6204292.00	1780.0	37.0	45.0	152.70
95-40	Willow	463467.20	6204268.00	1804.0	38.0	45.0	155.50
95-41	Willow	463467.20	6204268.00	1804.0	38.0	65.0	179.90
95-42	Willow	463495.00	6204247.50	1804.0	38.0	45.0	122.00
95-43	Willow	463512.00	6204271.00	1813.0	38.0	45.0	143.30
WZ89.009	Willow	463470.00	6204270.00	1804.1	72.0	46.1	87.17
WZ89.010	Willow	463470.00	6204270.00	1804.1	98.1	46.1	114.91
WZ89.011	Willow	463470.00	6204270.00	1804.2	37.3	45.4	160.63

WZ89.012	Willow	463470.00	6204270.00	1804.1	73.5	60.3	145.39
94-20	Wilby	463488.52	6202937.50	1483.6	28.8	57.3	94.20
94-21	Wilby	463488.78	6202936.74	1483.8	42.1	63.1	82.90
94-22	Wilby	463488.30	6202937.91	1483.6	20.4	58.3	100.90
94-23	Wilby	463486.51	6202937.17	1485.3	1.8	58.0	93.30
94-24	Wilby	463489.93	6202936.59	1483.1	54.1	52.8	82.00
94-25	Wilby	463486.95	6202939.11	1484.0	12.0	46.2	100.60
94-29	Wilby	463500.92	6203008.48	1476.6	250.0	80.0	51.50
94-30	Wilby	463500.92	6203008.48	1476.5	245.0	65.0	60.40
95-49	Wilby	463489.00	6202937.00	1484.0	21.0	72.0	82.30
95-50	Wilby	463489.00	6202937.00	1484.0	21.0	85.0	91.50
95-51	Wilby	463489.00	6202936.00	1484.0	82.0	60.0	82.30
95-52	Wilby	463489.00	6202936.00	1484.0	82.0	75.0	82.30
95-53	Wilby	463488.00	6202939.00	1484.0	350.0	50.0	85.40
MZ89.001	Wilby	463500.92	6203008.48	1498.4	149.4	50.2	145.67
MZ89.002	Wilby	463500.92	6203008.48	1499.1	162.5	46.3	153.00
MZ89.003	Wilby	463500.92	6203008.48	1498.9	162.2	60.2	107.90
MZ89.004	Wilby	463500.92	6203008.48	1499.1	169.5	45.3	133.15
MZ89.005	Wilby	463500.92	6203008.48	1489.0	170.0	60.0	154.86