EXPLORATION REPORT
on the

CARIBOU PROPERTY AND GLEN CLAIMS
Freegold Mountain Area

NTS 115 I-3/6
Lat.62^0 20′ N, Long.137^0 30′W
Whitehorse Mining District

94-080

For: Midnight Mines Limited
707 Black Street
Whitehorse, Yukon Territory
Y1A 2N7

By: G.S. DAVIDSON, P.Geol.
December 1994

PLATE 1-CARIBOU PROPERTY, PORTAL

PLATE 2-CARIBOU PROPERTY, CARIBOU VEIN

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SUMMARY

The CARIBOU and GLEN properties located in the Freegold Mountain area of the Dawson Range were examined in a program funded jointly by Mr. G. Harris and the Yukon Mining Incentive Program of YTG.

The Freegold Mountain area lies along the Big Creek Fault Zone, a regional structure closely associated with porphyry copper-gold deposits and hosting gold bearing stockwork bodies and gold-quartz veins. Prospectors discovered the Laforma and Caribou quartz veins in the early 1930's. More recent discoveries include the Antoniuk, Nucleus and Revenue low-grade gold stockwork deposits.

A busy season of work at the Caribou property consisted of approximately 100 m of drifting, 150 tons of ore stockpiled near the portal, construction of a pilot mill, grid development (32.5 km), geophysical surveys, prospecting, and road upgrading and development. The Caribou vein is exposed in the adit as a 1 m wide quartz vein stockwork containing patches of visible gold close to the footwall. Systematic sampling of the vein has not been performed but test runs of high grade quartz through the mill have recovered several ounces of gold. A VLF-EM survey traced the structure hosting the Caribou vein for 600 m north of the adit but showed little response to the south. Five other VLF-EM anomalies and several quartz occurrences located in the 1994 program require further prospecting, geochemistry and geophysical surveys prior to trenching.

On the Glen claims soil geochemistry has located a strong anomaly indicative of a mineralized quartz vein. Follow-up prospecting, geochemistry and geophysics are recommended to evaluate the potential showing.

INTRODUCTION

The work programs were completed between July 1 and October 29, 1994 by Midnight Mines Limited. Mr. B. Harris of Whitehorse directed the work programs which employed the following personnel:

B. Harris	prospecting, sampling
G. Harris	prospecting, sampling
T. Morgan	prospecting, sampling, road work
G. Wilson	road building, trenching
R. Stack	line cutting
D. Sufaday	line cutting
T. Daley	line cutting
G. Davidson	grid lines, geophysical surveys

The Caribou property and Glen claims were explored under terms of a mining incentive grant from YTG. The properties lie on and around Freegold Mountain in the Dawson Range of the central Yukon. The Freegold area hosts low grade gold bearing stockwork deposits (Antoniuk, Revenue, Nucleus) and higher grade quartz veins at Laforma and Caribou properties. At Caribou Creek, in the 1930's twelve tons of quartz carrying visible gold was hand mined and processed in a stamp mill, producing eighty ounces of gold. Laforma mine saw periodic production and is presently slated for further exploration.

This report is prepared to describe and present the results of work completed by Midnight Mines Limited. Mr. B. Harris has provided locations of soil sample lines, rock samples and a general outline of the work program. The writer performed grid development, magnetometer and VLF-EM surveys on the Caribou property and prospecting and sampling on the Glen claims between September 15 and October 29, 1994 and has worked on the subject properties and in the general area since 1984. During the work program the writer inspected a new adit driven on the Caribou vein completed by Dark Moth Mines Limited, examined new trenches on the Goldstar and Rags properties on Freegold Mountain and performed a placer magnetometer survey on Seymour Creek near Gudar junction.

Dark Moth holds the Hope 1-2, Best 1-8, and Cara 1-6 claims which are surrounded by the Boo claims. The claim groups are collectively referred to as the Caribou property in this report.

LOCATION AND ACCESS

The properties are located in the Dawson Range near Freegold Mountain, approximately 65 km northwest of Carmacks on NTS Map Sheets 115 I-3/6 at latitude 62^0 18'N and longitude 137^0 06'W. Figures 1 & 2 show the property locations.

The claims are accessible via the Freegold Road, a government maintained gravel road. Side roads provide excellent access to both claim groups. The total road distance from Carmacks to the area is 70 km.

PHYSIOGRAPHY

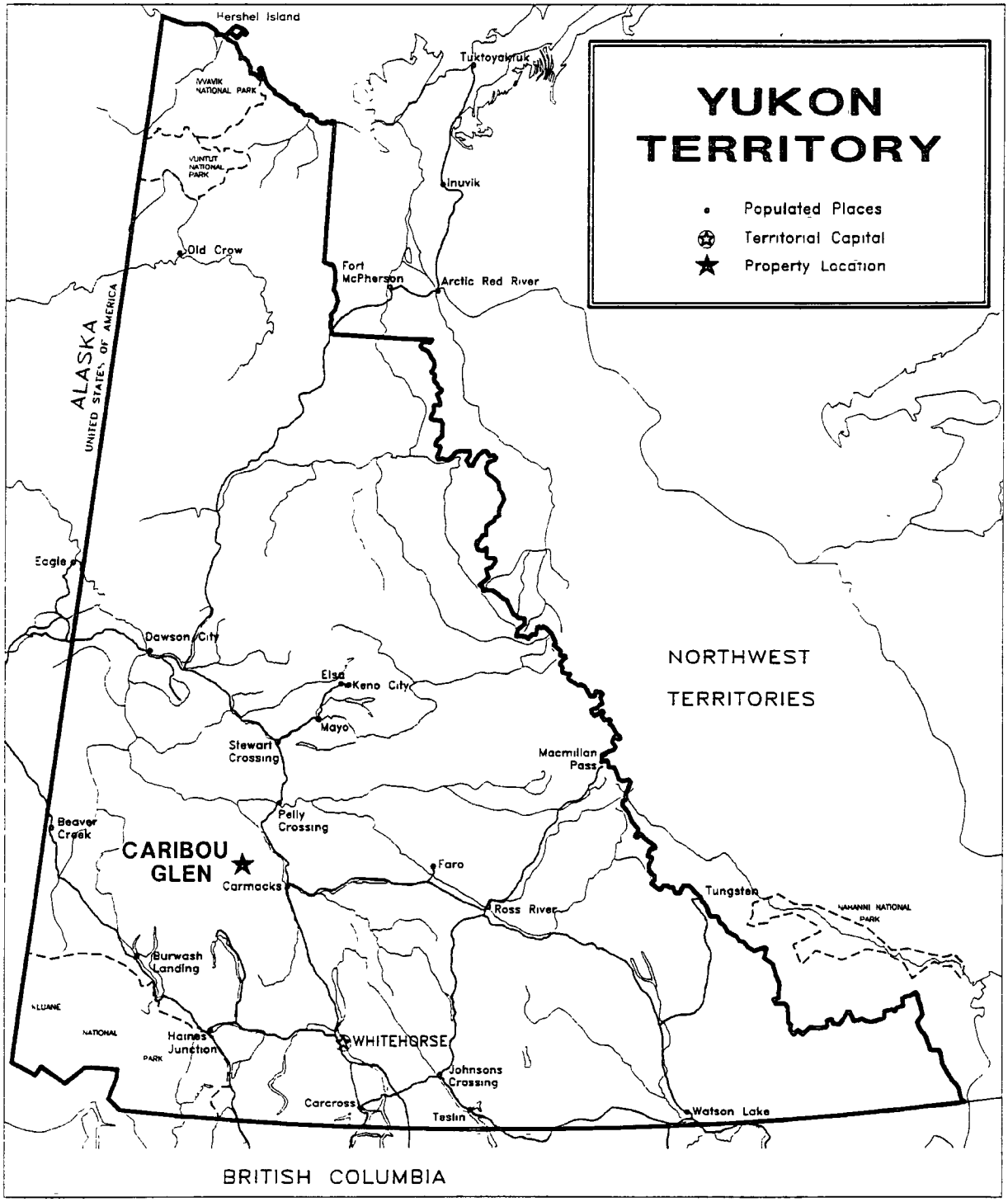
The Freegold Mountain area features large, well rounded hills and ridges of the Dawson Range of the Coast Mountains. Valley floors are flat and swampy and valley walls rise sharply to the upland areas. Elevations range from 750 m in the Seymour Creek valley to the summit of Freegold Mountain at 1450 m.

Glaciation has had a limited effect; most of the area remained ice-free during the last Ice Age. The Seymour Creek valley formed a spillway for meltwater originating in the southeast.

The Caribou property covers an upland area incised by the steep walled Caribou Creek valley. The ridge tops are broad and gently sloping with little vegetation while the hillsides and valley bottom feature stunted spruce, dwarf willow, alder patches and poplar groves. Outcrop is sparse and is restricted to ridge crests and the steepest slopes. Northerly facing slopes and valley floors are often underlain by permafrost, which hinders trenching and road building.

The Glen claims cover a broad gently sloping area at the western end of Freegold Mountain extending down a steep westerly facing slope to the Seymour Creek valley floor. The slopes are covered in black spruce and poplar. Swampy conditions prevail at higher elevations.

The Freegold area has a northern interior climate with long cold winters and moderate precipitation. Last summer was very hot and smoky. Good fall weather lasted until the end of October before extreme winter conditions arrived.



0 100 200 300
KILOMETRES

Lambert Conformal Conic Projection
with Standard Parallels at 49 N and 77 N

Midnight Mines Ltd.		
LOCATION MAP **Caribou Property, Glen Claims**		
Graham Davidson, Consulting Geologist		
SCALE: 1 6 000 000		DATE Dec 1994
NTS 115 I/3, I/6	DRAWN	FIGURE 1

PROPERTY

The properties are located in the Whitehorse Mining District and details of the individual claim groups are listed in Table 1 (see Figures 3a, 3b). Claim posts and claim lines for the Caribou property and Glen claims were found to be well located with posts standing up. However, some posts still require tagging.

TABLE 1-PROPERTY DATA

CARIBOU PROPERTY

CLAIM NAME	RECORD NUMBER	EXPIRY DATE	REGISTERED OWNER
Boo 1-66	YB07740-805	Aug. 31,1995	B. Harris
Boo 67-76	YB08026-035	Aug. 31,1995	B. Harris
Boo 77-86	YB07806-815	Aug. 31,1995	B. Harris
Boo 101-104	YB07816-819	Aug. 31,1995	B. Harris
Hope 1	Y21249		G. Harris & MainSteel Dev
Hope 2	Y76048		G. Harris & MainSteel Dev
Best 1-8	Y25895-900		G. Harris & MainSteel Dev
Cara 1-7	YB08036-042	Sept. 9,1997	G. Harris & MainSteel Dev

GLEN CLAIMS

Glen 1-30	YB46680-709	Apr. 19,1995	G. Harris
Glen 35-40	YB46710-715	Apr. 19,1995	G. Harris

REGIONAL GEOLOGY

The Freegold Mountain area lies in the Yukon-Tanana Terrane, a complex assemblage of siliclastic, metavolcanic and metaplutonic rocks intruded by Mesozoic and Tertiary volcanic and plutonic suites. The northwest bearing Big Creek Fault, a regional structure crosses Freegold Mountain and is the locus of Cu-Au mineralization associated with stockworks and mafic to felsic intrusions of the Dawson Range Batholith and Carmacks Group.

The Caribou and Freegold areas are primarily underlain by syenite and monzonite of the Early Jurassic Mount Freegold Meta-Plutonic Suite and by granodiorite of the Early Cretaceous Dawson Range Batholith (see Figure 4). Sediments, volcanic flows, stockworks and dykes of the Cretaceous Carmacks Group intrude and overlie the older plutonic rocks.

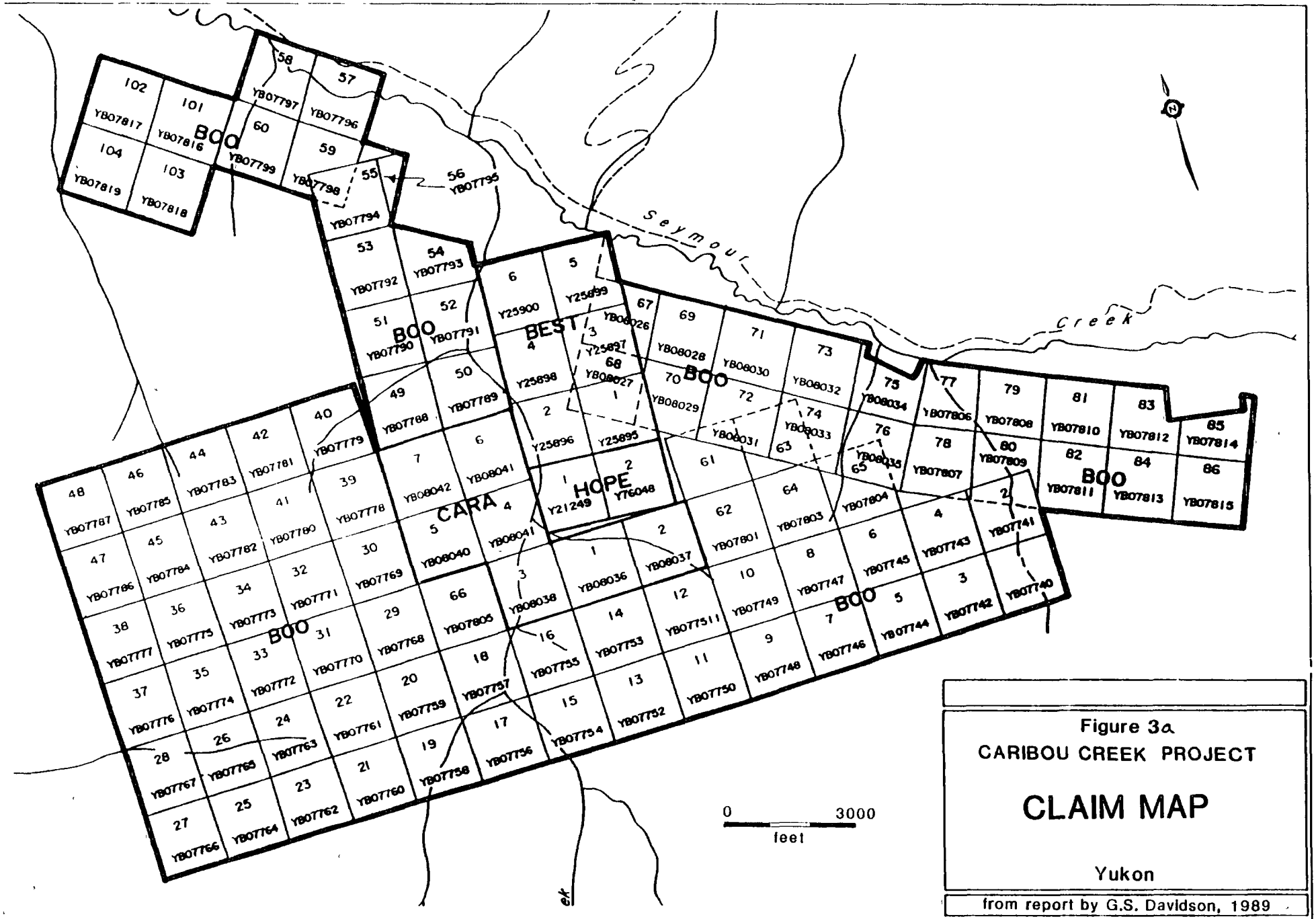


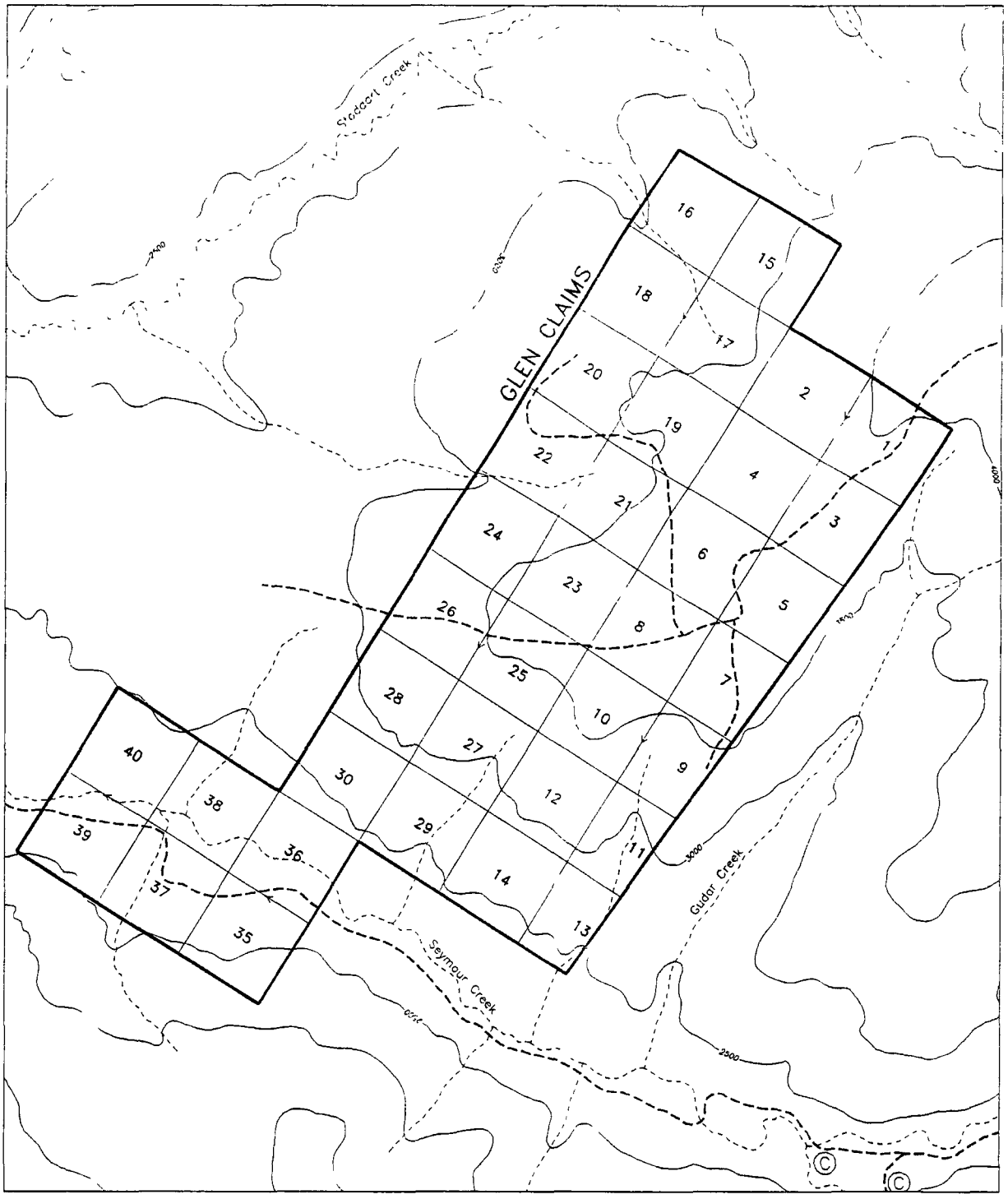
Figure 3a

CARIBOU CREEK PROJECT

CLAIM MAP

Yukon

from report by G.S. Davidson, 1989



LEGEND

- elevation contour interval, (500 feet) — 3500
- stream, creek
- 4–wheel drive road
- claim group boundary
- claim line
- camp location ©

TN
2° 00' Grid North

Midnight Mines Ltd.

GLEN CLAIMS
Claim Map

Graham Davidson, Consulting Geologist

SCALE: 1 · 30,000		DATE· Dec. 1994
NTS: 115 I/6	DRAWN:	FIGURE 3b

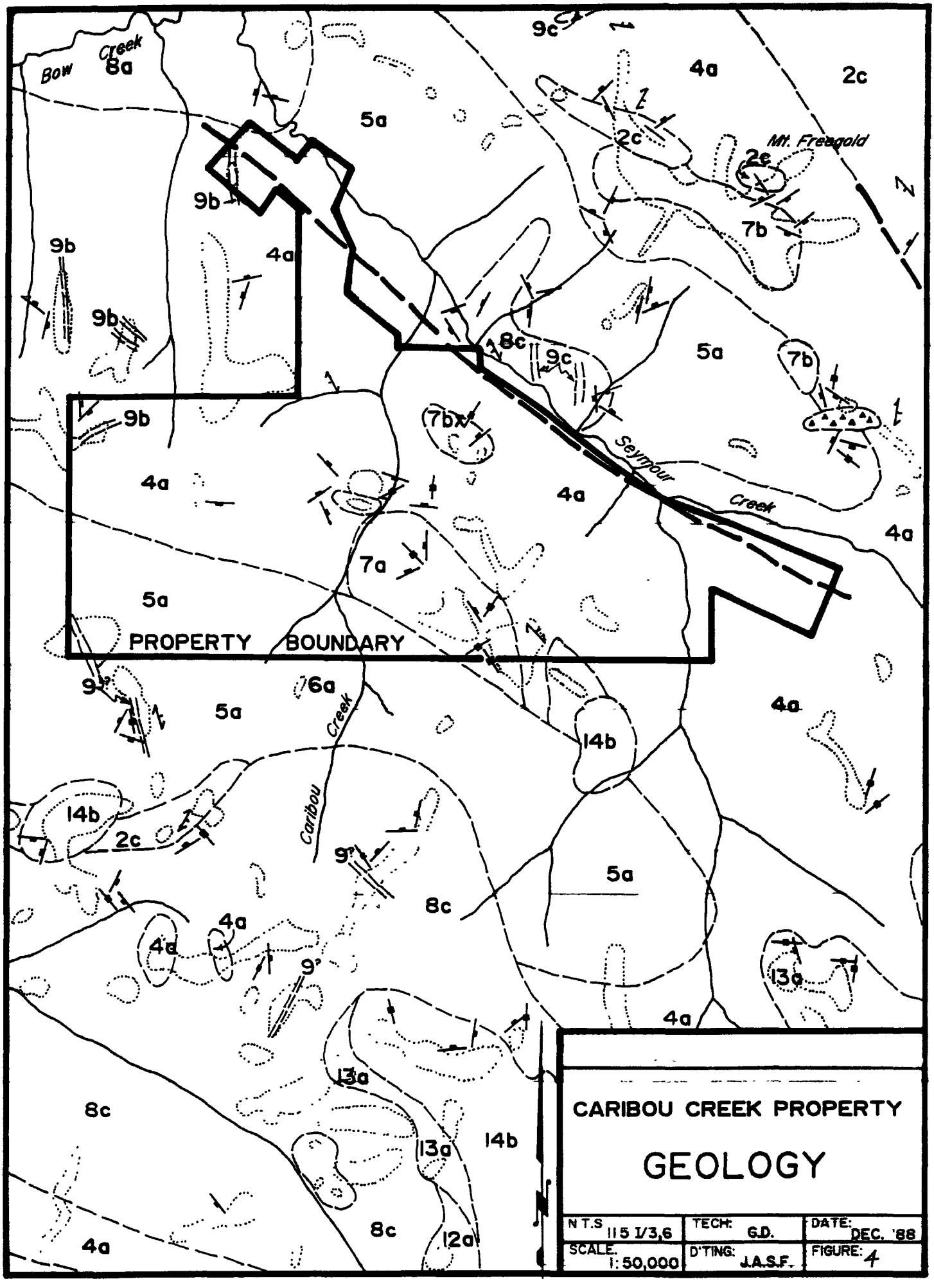

Bow Creek
8a
5a
9c
4a
2c
Mt. Freegold
9b
4a
7b
8c
9c
7bx
Seymour Creek
7a
PROPERTY BOUNDARY
6a
Caribou Creek
14b
13a
12a
CARIBOU CREEK PROPERTY
GEOLOGY
N.T.S. 115 I/3,6
TECH: G.D.
DATE: DEC. '88
SCALE: 1:50,000
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FIGURE: 4

Three types of mineralization occur in the Mount Freegold area; low-grade gold bearing felsic stockwork bodies associated with younger intrusive rocks, higher grade gold bearing quartz veins, and gold bearing magnetite skarns. At Antoniuk, gold mineralization occurs in a felsic stockwork body within Carmacks Group igneous rocks. The stockwork is altered containing 1-2% pyrite as disseminations and in thin quartz veinlets. Gold values grade 1.16 g/t while silver values in the stockwork are up to 90 g/t. At Laforma, electrum occurs in the G-3 quartz vein with average grade of 15.1 g/t. Magnetite skarn located on the Augusta claim contains free gold in vuggy and limonitic magnetite. Sporadic very high gold assays have not been duplicated by drilling of the skarn.

HISTORY

Prospector P.F. Guder first discovered gold bearing rock on the west side of Freegold Mountain in 1930. He located the Augusta claim over an auriferous magnetite showing and proceeded to dig hand pits and shafts along the structure. On hearing of the find, prospectors rushed into the region, staking over 100 claims in the autumn and winter of 1930-1931.

The Laforma quartz vein was discovered on the southeast side of Freegold Mountain and was developed by the N.A. Timmins Corporation from 1934-1935. In 1935 the Yukon Consolidated Gold Corporation acquired the Laforma property and continued the underground development.

Seymour, Cabin and Caribou Creeks were first prospected for placer gold in 1930's by Guder and associates. They sunk numerous shafts along the narrow steep sided valleys. On finding boulders of quartz containing visible gold at the bottom of a small gulch (Rabbit Gulch) they began trenching the side hill. The bedrock source was located above Caribou Creek and staked as the Dark Moth claim in 1937 by W. Teare. A gravity fed stamp mill was constructed by T.C. Richards and E. Keobke to process hand picked ore from an open cut and adit. In 1938 twelve tons of high grade quartz was milled, producing 88 ounces of gold.

In the winter of 1938-1939 the milling equipment was moved from Caribou Creek to the Laforma property. Development at Laforma continued through the 1940's and 1950's with periodic production. In 1965-1966, Ormsby Mines Ltd. redeveloped the Laforma mine and processed 5,938 tons of ore grading 7.65 g/t (0.27 oz/t) gold and 27.2 g/t (0.96 oz/t) silver. Published reserves at Laforma are 180,000 tonnes grading 11 g/t (0.39 oz/ton) gold. Quartz veins similar to the Laforma vein were explored in trenches and adits on the area covered by the Antoniuk property starting in the 1930's.

In the late 1960's exploration focused on porphyry copper occurrences in the Dawson Range. Well developed leached caps were recognized, overlying highly fractured porphyry copper deposits. These leached caps became exploration targets in the 1980's when the Antoniuk, Revenue and Nucleus low grade gold prospects were outlined. The Antoniuk deposit was identified in 1974 by a strong Cu-Ag-As-Pb-Zn soil geochemical anomaly over a 500 by 300 m area. In 1986 the deposit was delineated by diamond drilling.

Numerous mineral claims have covered the Freegold area however, the prominent veins and skarns have been held since the 1950's. Most of the larger claim blocks presently in good standing were acquired in the 1980's. Previous work consists of geophysical and geochemical surveys, trenching and diamond drilling. Geochemistry and prospecting have been the primary methods of locating mineralization in the district.

The area of the Glen claims was staked as the Sun claims in 1969 by Montana Mines Limited, as the Car claims in 1974 by the Carmacks Syndicate, and as the EYM claims by Chevron Canada Resources Limited in 1985. Limited exploration outlined erratic Au-Cu geochemical anomalies in association with a zone of kaolinization and silicification in granodiorite.

P.F. Gudar restaked the Caribou showing as the Hope claim in 1954. Gudar's hiers retain title to date and also hold the Best and Cara claims.

At the Caribou property, 31 diamond drill holes (1500 m) were completed between 1988-1989. The drilling outlined a high grade gold bearing quartz vein stockwork occurring along a shear zone at the contact between a graphitic siltstone and underlying volcanic or igneous rocks. An attempt to mine the stockwork in a large open cut in 1992 proved unsuccessful.

In 1994 Dark Moth Mines Ltd. drove an adit on the quartz stockwork intersecting the zone at 15 m and then drifted along the stockwork zone for 15 m to the south and 25 m to the north. Approximately 150 tons of ore is stockpiled at the mouth of the adit. A test mill was set up bellow the adit and several trial runs of high grade ore were processed. About 170 g of gold was produced from 3 tons of ore.

1994 EXPLORATION PROGRAM

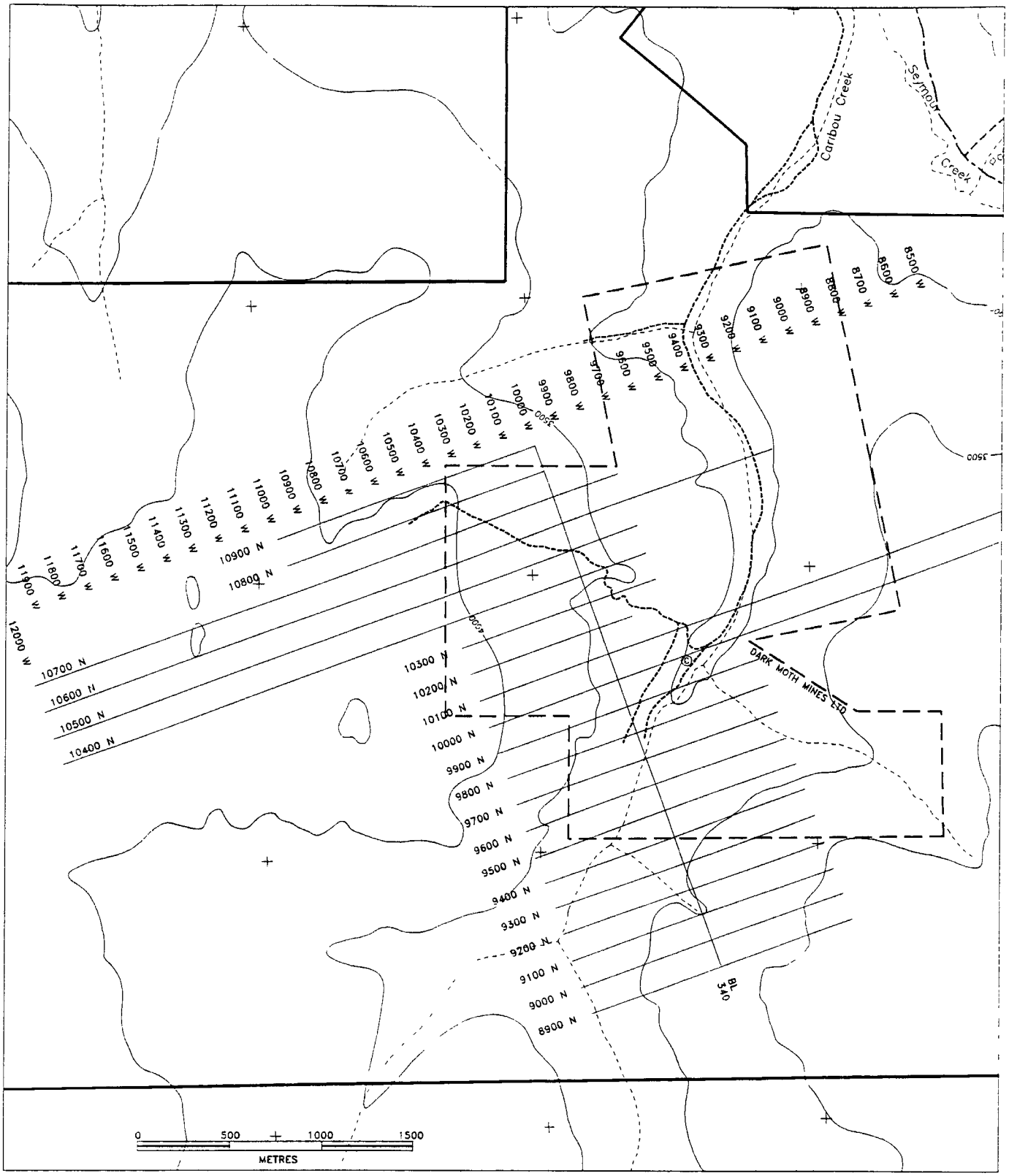
INTRODUCTION

Midnight Mines personnel utilized a camp at Gudar Junction for accommodations. A slash line grid was established over the Caribou Creek valley with the center of the grid at 100+00N, 100+00W located just above the Dark Moth adit. A 1 m wide baseline was cut out at a bearing of 160^0 from 87+25N to 112+00N (2.475 km) and marked with pickets at 50 m intervals. Cross lines (31 km) were established from 100 m centers and line stations were marked at 25 m intervals. Figure 5 shows the grid plan.

VLF-EM and magnetometer survey data was collected utilizing an EDA Omni Plus instrument and base station. The VLF-EM signal emanating from Jim Creek, Washington at a frequency of 20.0 MHz was used for the survey. Cross lines and base line readings were taken at 12.5 m intervals for 30 line kilometers.

A total of 66 soil and rock samples were collected on reconnaissance traverses across the properties. Soil samples were collected alongside the Glen claims access road at 25 m intervals for 1.15 km. All samples were analyzed by Northern Analytical Laboratories Limited and Certificates of Analyses are presented in Appendix II.

The Caribou Creek road was again upgraded and repaired using a D-7 cat from Tom Morgan and a Komatsu cat operated by George Wilson. Also, a new trail was pushed on to the Boo claims on the northwest side of Rabbit Gulch. Approximately 75 hours of cat work was performed by the D 7 and 10 hours by the Komatsu.



LEGEND

elevation contour interval, (500 feet) — 3500

stream creek

4-wheel drive road

Dark Moth Mines Ltd Property Boundary

camp location ©

VLF-EM survey grid

1 N

2 00 Grid No. 1

Midnight Mines Ltd.

CARIBOU PROPERTY

Grid Plan

Graham Davidson, Consulting Geologist

SCALE: 1 · 20,000		DATE· Dec 1994
NTS· 115 I/3, I/6	DRAWN·	FIGURE 5

PROPERTY GEOLOGY

The properties are underlain by Mesozoic plutonic rocks of the Dawson Range Batholith intruded and overlain by Cretaceous igneous and sedimentary rocks of the Carmacks Group. On the Caribou property local sediments include a graphitic siltstone which is intruded by rhyolite sills and a graphitic volcanic unit. Plutonic rocks include a distinctive coarse grained syenite that outcrops along the access road and a medium grained quartz monzonite which is common throughout the area.

The Caribou vein is located along a shear zone trending 160^0 and 50^0 easterly dip that cuts through quartz monzonite, rhyolite and siltstone. The footwall contact is marked by slickensides and an orange to red clay layer of variable thickness. Quartz-chalcedony occurs as anastomosing veins and stockwork in a 0.5-2 m wide layer in graphitic siltstone. The hanging wall is poorly defined but is marked by fractures and a decrease in the amount of quartz veining. Quartz veins are present wherever the shear zone has been exposed by trenching or road cuts, however visible gold has only been found in graphitic siltstone host rocks.

The quartz vein stockwork is exposed along the length of the new drift. Quartz vein textures vary from a yellowish aphanitic chalcedony to narrow glassy crystalline veins to coarse grained white quartz containing drussy cavities, cockade textures and fragments of graphitic and volcanic wall rocks. Mineralization consists of visible gold primarily in narrow white quartz veins. Concentrations of visible gold usually occur close to the footwall as hairlike filaments of electrum in a white to red quartz gangue. Small pockets of high grade mineralization are exposed in several locations along the drift. The average grade of the vein is unknown and systematic sampling of the underground exposure has not been completed.

Three other quartz-chalcedony veins have been identified on the Caribou property. The Sunny vein was trenched in 1988 exposing a 2-5 m wide vein over a 300 m length, but sample results were low. The Zit vein zone outcrops approximately 1 km east of the Caribou vein on a small knoll and was sampled in this program. Another quartz vein was found on the east side of the Caribou Creek valley and was also sampled.

Seven rock samples were collected on prospecting traverses around the Caribou property. Quartz veins sampled at the Zit occurrence (sample 18429, 18430) and on the east side of Caribou Creek (sample 18432) produced low values however both areas require more extensive prospecting and sampling.

The Glen claims are underlain by quartz monzonite of the Freegold Meta-Plutonic Suite intruded by felsic quartz eye porphyry. Narrow bands of skarn outcrop as rusty black foliated rock in the granitic rocks. Ten rock samples were collected on a prospecting traverse. Rock sample 18436 of heavily oxidized, limonitic quartz monzonite cut by narrow quartz veins assayed 1164 ppb gold, >50 ppm silver and high lead and copper values. This sample was collected along the winter road through the center of the claims.

G. Harris reports that a massive pyrite seam was uncovered in a placer pit near Seymour Creek. He suggests that several northwesterly trending structures may underlie the valley bottom.

The property geology is shown on the appropriate property plans, Figures 6a & 6b, the individual rock units are described in Table II the Table of Formations.

GEOCHEMISTRY (GLEN CLAIMS)

A soil line run alongside the access road produced one strong anomaly and several weaker responses (see Figure 6b). Samples at 17+50W and 17+75W carried 258 & 574 ppb gold and strongly anomalous values in Ag-As-Pb-Zn-Cu. This anomaly may overlie a mineralized quartz vein which may be visible in the road cut with a little digging. Follow up geochemistry, VLF-EM and prospecting are recommended around this anomaly.

Weaker geochemical responses coincide with narrow bands of amphibolite skarn or silicified zones in the granitic rocks.

TABLE II-TABLE OF FORMATIONS

CRETACEOUS

Carmacks Group

uKc-Felsic volcanic plugs and dykes
This unit consists of dark green andesite and andesite stockwork and fine-grained flow banded rhyolite and fine-grained pink felsite to felsite stockwork which exhibits sharp unaltered contacts in syenite. Both units outcrop at the Antoniuk deposit and to the northwest on several ridge crests.

uKcs-Black sediments and volcanics
Mainly graphitic siltstone with very minor silty sandstone; intercalated with and intruded by a number of highly altered porphyritic volcanic bodies composed of quartz and feldspar phenocrysts in a muscovite matrix. In places sericite mats replace the feldspar. The graphitic siltstone contains terrestrial fossils including grasses, stems, twigs and leaves. This unit hosts auriferous quartz veins at Caribou Creek.

LOWER CRETACEOUS (?)

Dawson Range Batholith-Mount Freegold Meta-Plutonic Suite

mKgd-Hornblende Granodiorite
Medium-grained equigranular granitic rock containing 10-15% hornblende.

mKg-Syenite and quartz monzonite
The most common unit in the area is a fresh, coarse-grained syenite, Unit mKy, which generally contains large phenocrysts of pink orthoclase in a coarse matrix of hornblende and plagioclase feldspar. Accessory minerals include quartz ,magnetite, epidote and chlorite. Lenses of amphibolite and gneiss occur within the syenite. Quartz monzonite, Unit mKqm is less common than the syenite. It consists of equigranular medium-grained plagioclase, hornblende and quartz and is weakly to strongly foliated. Sericite, kaolinite and chlorite alteration zones are present in the quartz monzonite.

GEOPHYSICAL SURVEYS (CARIBOU PROPERTY)

Magnetometer and VLF-EM surveys were performed on 30 km of line. The results are presented in Figures 7, 8 & 9.

The magnetometer readings show an area of relatively flat magnetism through the center of the grid area which is underlain by volcanic rocks and graphitic siltstone. Magnetic highs overlie coarse grained syenite and quartz monzonite.

VLF-EM anomalies are labeled A-F on the property plan, Figure 6a. Anomaly A is of moderate strength and marks the shear zone that hosts the Caribou vein. Anomaly A has been traced for 600 m to the north of the Dark Moth adit but only 50 m to the south of the adit. The shear zone forms the contact between graphitic rocks and underlying volcanics or intrusives suggesting that the VLF is picking up the fault contact. The quartz stockwork vein outcrops at L100+00N 99+65W and at L103+00N 99+40W close to the trend of anomaly A. Also quartz float occurs north of L103+00N along the trace of the anomaly.

Anomaly B is a moderate strength response that splays off the trend of anomaly A and continues to the south for 1 km. It appears to mark the lower contact between graphitic siltstone and coarse syenite. This contact outcrops at L 100+00N 99+00W and produces a sharp inflection and strong total field strength readings.

Anomaly C is a short moderate response parallel and approximately 75 m uphill of anomaly A. It's northern end is cut off by an east-west trending response which is located along Rabbit Gulch. This may be a cross fault.

Anomalies D, E & F are sub parallel weak to moderate responses that outline contacts between intrusive rocks and the sediment and volcanic unit.

All the anomalies are potential hosts for quartz vein mineralization. Prospecting and soil geochemistry of these areas is recommended.

RESULTS - CARIBOU PROPERTY

The 1994 drifting on the Caribou vein has exposed a 1 m wide quartz vein stockwork that contains pockets of visible gold. The vein system occurs along a shear zone at the fault contact between graphitic siltstone and volcanic rocks. Approximately 150 tons of ore was extracted from the adit and is stockpiled near the portal. A small pilot mill was set up in the fall and several tons of high grade ore was processed producing 6 ounces of gold.

A moderate strength VLF-EM anomaly marks the fault contact that hosts the Caribou vein and the conductor continues to the north for 600 m from the adit. It is well exposed in a trench as a 2 m wide quartz stockwork on L103+00N. To the south some quartz veining occurs along the trend of the shear in quartz monzonite exposed in road cuts and old pits, however no VLF-EM signature was evident.

Exploration on the rest of the property identified five VLF-EM anomalies and several quartz vein occurrences. The VLF-EM anomalies mark potential fault contacts between syenite or quartz monzonite and the graphitic siltstone-volcanic units. These are good targets for hosting quartz stockworks. Two quartz occurrences east of Caribou Creek were sampled but produced low values. The quartz occurrences are similar to the Caribou vein.

RESULTS - GLEN CLAIMS

Preliminary sampling located one strong geochemical anomaly that may overlie a mineralized quartz vein.

RECOMMENDATIONS

Detailed underground sampling of the Caribou vein. Chip samples should be collected at 5 m intervals across the quartz stockwork in the floor and roof of the adit. Several wall rock samples should also be collected.

Back hoe or cat trenching along the trend of the Caribou vein. Follow-up diamond drilling if warranted.

Prospecting and geochemistry of the VLF-EM anomalies and of the quartz occurrences.

Expansion of the existing grid from L102+00N to L112+00N, extending the grid from the baseline to 80+00W. VLF-EM and magnetometer surveys on the new grid.

On the Glen claims there is poor rock exposure in the area of the geochemical anomaly. Soil geochemistry and a VLF-EM/magnetometer survey are recommended at 25 m and 12.5 m station intervals respectively and 50 m line spacing over a 500 m by 500 m grid. In the Seymour Creek valley potential gold bearing structures underlying the placer pits have been noted by G. Harris. Sampling of rocks and clay gouge in the placer pits and a couple of lines of VLF-EM across the Seymour valley are recommended.

CERTIFICATE

I, GRAHAM DAVIDSON, of the City of Whitehorse, in the Yukon Territory, HEREBY CERTIFY:

1. That I am a consulting geologist and that I have examined and worked on the subject properties since 1985.

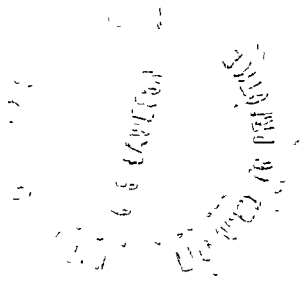
2. That I am a graduate of the University of Western Ontario (H. BSc., Geology, 1981).

3. That I am registered as a Professional Geologist by the Association of Professional Engineers, Geologists & Geophysicists of Alberta (No. 42038).

4. That I have been engaged in mineral exploration on a full time basis for eleven years in the Yukon and Northwest Territories, and British Columbia.

SIGNED at Whitehorse, Yukon this 20 day of December, 1994.

G.S. DAVIDSON, P.Geol.



STATEMENT OF COSTS

PERIOD: July 1 - October 28, 1994

PERSONNEL:	
B. Harris, 10 days	$2,500.00
T. Morgan, 7 days	1,750.00
G. Harris, 10 days	2,500.00
GEOLOGY PROSPECTING:	1,782.00
GEOPHYSICAL SURVEYS:	4,815.00
LINE CUTTING:	8,125.00
D 7 CAT WORK:	6,750.00
ANALYTICAL COSTS: (NAL)	
49 soil samples	1,312.09
17 rock samples	
TRANSPORTATION: Truck, fuel, mileage at $.40/KM	1,280.00
CAMP AND SUPPLIES: 27 mandays at $52/day	1,404.00
REPORT: Preparation, drafting, printing	3,960.00
TOTAL COSTS	$36,178.09

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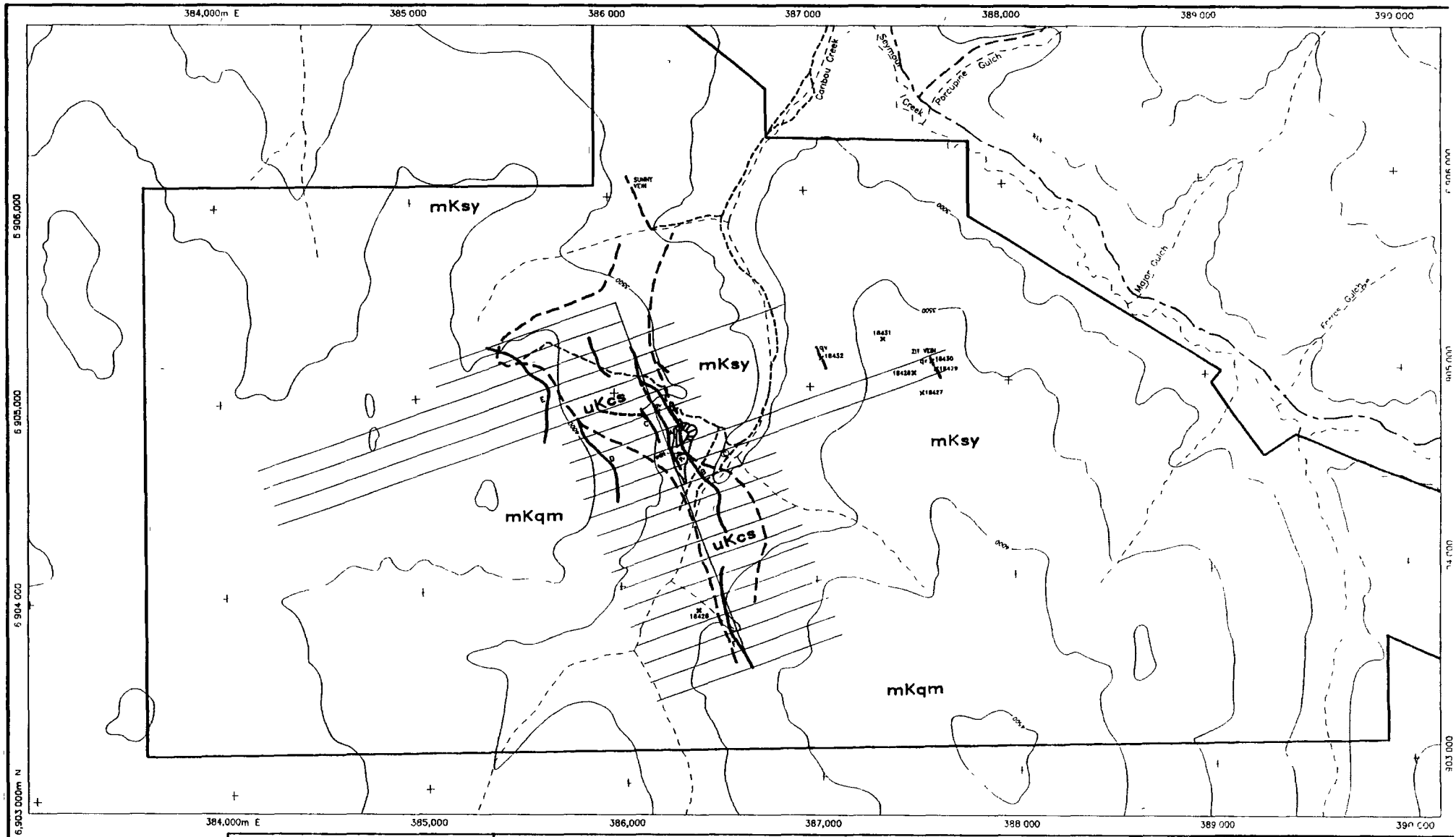
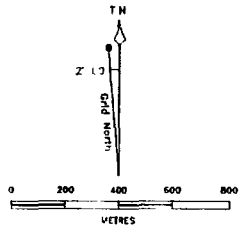




ROCK SAMPLE RESULTS

Sample #	Au ppb	Ag ppm	Cu ppm	Pb ppm	Zn ppm	As ppm	Sb ppm
18426	<5	0.5	16	11	28	25	<1
18427	<5	0.2	9	1	38	<10	<1
18428	<5	0.1	9	7	15	<10	1
18429	<5	0.1	3	2	9	<10	1
18430	30	0.2	4	5	123	<10	<1
18431	10	0.2	6	3	23	<10	<1
18432	15	0.2	4	3	4	14	3

LEGEND

UPPER CRETACEOUS

Carmacks Group

uKcs graphitic siltstone rhyolite mafic tuff

LOWER CRETACEOUS

Dawson Range Batholith - Freegold Mtn.-Plutonic Suite

mKqm quartz monzonite

mKsy syenite

elevation contour 4000

interval (500 feet)

stream creek

4-wheel drive road

all-weather road

claim group boundary

camp location ©

geological contact approximate

VLF-EM conductor axis dashed where inferred

VLF-EM Survey Grid (1994)

rock sample location, number #18426

quartz vein qv

MIDNIGHT MINES LTD.

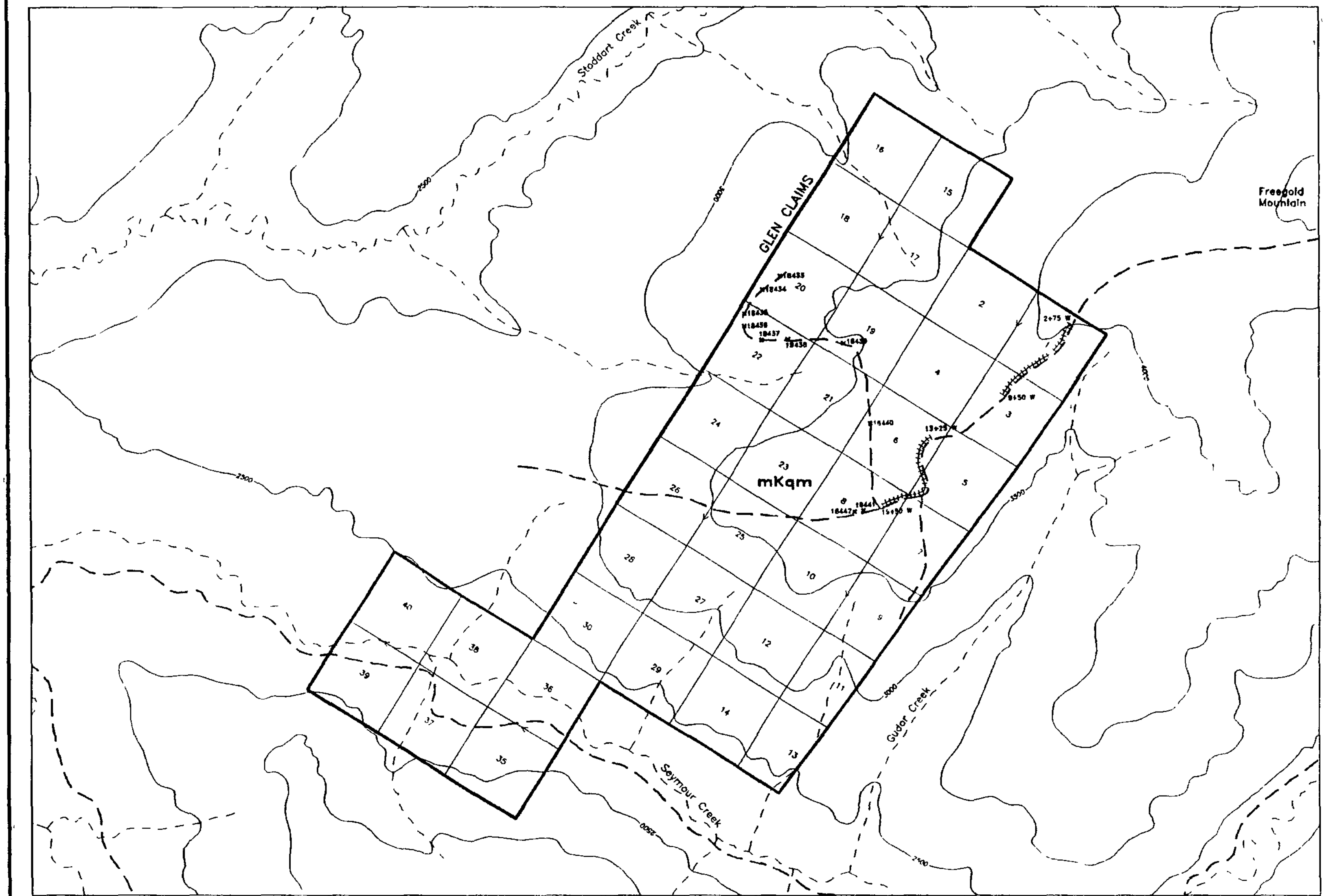
FREEGOLD MOUNTAIN PROJECT
CARIBOU PROPERTY

PROPERTY PLAN

Graham Davidson Consulting Geologist

SCALE: NOT TO SCALE | DATE: December 199

NTS 116 I/3 1/4 | DRAWN | FIGURE 6a



SOIL SAMPLE RESULTS

Sample #	Au ppb	Ag ppm	Cu ppm	Pb ppm	Zn ppm	As ppm	Sb ppm
GC 2+75W	<5	1.0	20	40	86	12	<1
GC 3+00W	24	3.1	24	42	83	19	<1
GC 3+25W	19	0.6	24	32	101	18	<1
GC 3+50W	41	1.0	31	33	58	12	<1
GC 3+75W	16	1.0	27	33	90	13	<1
GC 4+00W	33	2.2	62	52	157	17	<1
GC 4+25W	19	1.5	46	121	191	29	<1
GC 4+50W	31	3.9	89	194	172	17	<1
GC 4+75W	14	1.1	29	191	179	13	<1
GC 5+00W	9	1.0	53	120	146	14	<1
GC 5+25W	8	0.9	42	92	148	16	<1
GC 5+50W	10	0.8	36	63	92	16	<1
GC 5+75W	11	0.5	26	50	85	20	<1
GC 6+00W	25	0.8	47	91	74	13	<1
GC 6+25W	21	0.5	24	32	85	17	<1
GC 6+50W	165	0.8	28	115	189	26	<1
GC 6+75W	20	0.5	25	36	61	14	<1
GC 7+00W	11	0.6	22	21	48	24	<1
GC 7+25W	9	1.2	67	225	844	52	5
GC 7+50W	13	1.0	27	88	258	17	<1
GC 7+75W	38	0.8	73	350	629	30	<1
GC 8+00W	<5	1.4	33	28	84	24	<1
GC 8+25W	<5	1.0	29	146	574	18	1
GC 8+50W	<5	1.5	20	62	107	27	<1
GC 13+25W	19	0.6	22	14	61	28	<1
GC 13+50W	15	0.9	32	16	72	25	<1
GC 13+75W	10	1.1	18	13	63	17	<1
GC 14+25W	12	0.7	59	18	154	37	11
GC 14+50W	39	0.9	56	26	112	64	11
GC 14+75W	34	1.0	24	17	66	29	2
GC 15+00W	17	0.7	21	14	55	34	2
GC 15+25W	16	0.8	17	16	55	19	<1
GC 15+50W	51	3.0	55	136	124	67	9
GC 15+75W	12	0.9	29	19	44	26	4
GC 16+00W	18	0.9	33	12	56	37	1
GC 16+25W	47	2.1	43	23	74	138	9
GC 16+50W	23	1.2	35	47	198	214	5
GC 16+75W	12	1.0	23	16	73	118	4
GC 17+00W	33	1.1	52	116	247	469	16
GC 17+25W	28	1.5	35	42	121	410	5
GC 17+50W	258	21.3	41	340	213	3798	46
GC 17+75W	574	3.0	197	161	675	2048	17
GC 18+00W	15	0.9	27	40	283	118	1
GC 18+25W	18	0.9	36	62	238	216	7
GC 18+50W	15	0.9	19	19	437	113	3
GC 18+75W	24	0.7	31	28	109	87	3
GC 19+00W	6	0.9	29	21	82	37	1
GC 19+25W	8	0.6	41	36	127	29	1
GC 19+50W	24	1.7	81	129	433	448	5

ROCK SAMPLE RESULTS

Sample #	Au ppb	Ag ppm	Cu ppm	Pb ppm	Zn ppm	As ppm	Sb ppm
18433	27	0.9	32	20	59	<10	1
18434	<5	0.5	25	10	56	20	6
18435	35	1.6	10	67	45	<10	1
18436	1 64	>50.0	1643	5470	62	724	8[illegible]4
18437	28	13.7	35	707	33	44	8
18438	17	2.9	18	70	68	<10	3
18439	62	1.8	6	9	10	18	4
18440	7	0.7	18	15	64	32	4
18441	21	0.8	75	14	84	4	10
18442	17	1.0	8	10	[illegible]	<1	

TN

2° 00'

Grid North

0 250 500 750 1000

METRES

LEGEND

LOWER CRETACEOUS

Dawson Range Batholith -- Freegold Meta-Plutonic Suite

mKqm quartz monzonite

elevation contour interval, (500 feet)	2500
stream, creek	
4-wheel drive road	
claim group boundary	
claim line	
soil sample line sample location	
rock sample location number	#18433

MIDNIGHT MINES LTD.

GLEN CLAIMS, PROPERTY PLAN

Graham Davidson Consulting Geologist

SCALE: NOT TO SCALE		DATE: December 199[illegible]
N.T.S.: 115 I/6	DRAWN [illegible]	FIGURE 6b

APPENDIX 1 - SAMPLE DESCRIPTIONS

SAMPLE NUMBER	WIDTH	DESCRIPTION	AU PPM	AG PPM	AS PPM	SB PPM
18426	grab	Andesite,narrow quartz veins, limonite	<5	0.5	25	<1
18427	float	Quartz vein fragments, no sulphides	<5	0.2	<10	<1
18428	grab	Narrow coxcomb quartz veins in rhyolite	<5	0.1	<10	1
18429	grab	Vuggy quart veinlets in rhyolite	<5	0.1	<10	1
18430	grab	Cockade textured quartz stockwork	79	0.2	<10	<1
18431	grab	Granular textured quartz vein	13	0.2	<10	<1
18432	grab	Quartz vein stockwork, 5% open cavities	15	0.2	14	3
18433	grab	Quartz veinlets in sericitized granite	27	0.9	<10	1
18434	grab	Narrow quartz veins in rusty quartz monzonite	<5	0.5	20	6
18435	grab	Quartz carbonate veins in quartz monzonite	15	1.6	<10	1
18436	grab	Quartz veinlets in rusty oxidized quartz monzonite	1164	>50	724	804
18437	grab	Sericitized quartz monzonite, limonite	28	13.7	44	8
18438	grab	Sericitized quartz monzonite, 2 cm wide band of specular hematite	17	2.9	<10	3
18439	grab	Chert, buff colored, minor pyrite	62	1.0	<10	4
18440	grab	Rusty black skarn zone, 1% pyrite	7	0.7	32	4
18441	grab	Rusty pyroxene skarn, 5% pyrite	21	0.8	54	10
18442	grab	Rusty skarn zone,2% pyrite	17	1.0	61	<1

APPENDIX 2-CERTIFICATES OF ANALYSIS

STATEMENT OF COSTS

PERIOD: July 1 - October 28, 1994

PERSONNEL:	
B. Harris, 10 days	$1,125
T. Morgan, 7 days	1,125
G. Harris, 10 days	1,125
ANALYTICAL COSTS: (NAL)	
49 soil samples	2,509
17 rock samples	152
TRANSPORTATION: Truck, fuel, mileage at $100/day	500
CAMP AND SUPPLIES: 15 mandays at $50/day	750
REPORT: Preparation, drafting, printing	2,400
TOTAL COSTS	$9,686

APPENDIX 2-CERTIFICATES OF ANALYSIS

Northern Analytical Laboratories ltd.

Midnight Mines WO#25498

Sample #	Au ppb	Ag ppm	Cu ppm	Pb ppm	Zn ppm	As ppm	Sb ppm
GC 16+25W	47	2.1	45	23	74	138	9
GC 16+50W	23	1.2	35	47	198	214	5
GC 16+75W	12	1.0	23	16	73	118	4
GC 17+00W	33	1.1	52	116	247	469	16
GC 17+25W	28	1.5	35	42	121	410	5
GC 17+50W	258	21.3	41	340	213	3790	46
GC 17+75W	574	3.0	197	161	675	2040	17
GC 18+00W	15	0.9	27	40	223	110	1
GC 18+25W	18	0.9	36	62	238	216	7
GC 18+50W	15	0.9	19	19	437	113	3
GC 18+75W	24	0.7	31	28	109	87	3
GC 19+00W	6	0.9	20	21	82	37	<1
C 19+25W	8	0.6	41	36	127	29	<1
GC 19+50W	24	1.7	84	129	403	440	5
18426	<5	0.5	16	11	28	25	<1
18427	<5	0.2	8	1	30	<10	<1
18428	<5	0.1	3	7	15	<10	1
18429	<5	0.1	3	2	9	<10	1
18430	79	0.2	4	5	23	<10	<1
18431	13	0.2	6	5	25	<10	<1
18432	15	0.2	4	3	4	14	3
18433	27	0.9	32	20	59	<10	1
18434	<5	0.5	25	10	56	20	6
18435	15	1.6	10	67	45	<10	1
18436	1164	>50.0	1643	5470	762	724	804
18437	28	13.7	35	207	33	44	8
18438	17	2.9	18	70	68	<10	3
18439	62	1.0	6	9	10	<10	4
18440	7	0.7	10	15	64	32	4
18441	21	0.8	25	14	84	54	10
18442	17	1.0	8	107	206	61	<1

Certified by

405 Connon Road Whitehorse YT Y1A 2Z7 Ph (403) 668-4968 Fx (403) 668-4890

Northern Analytical Laboratories ltd.

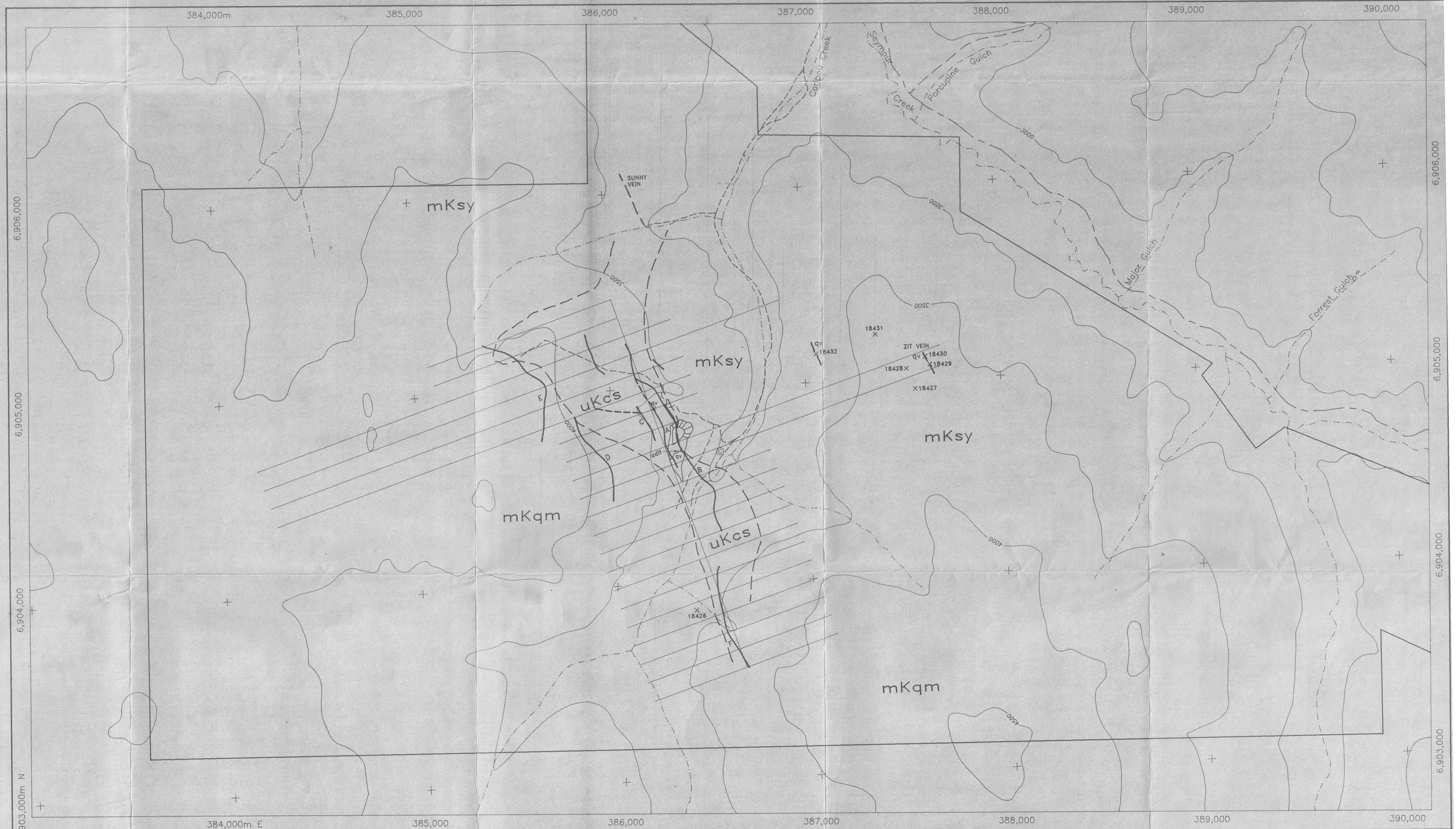
25/11/94 | Assay Certificate | Page 1

Midnight Mines | WO#25498

Sample #	Au ppb	Ag ppm	Cu ppm	Pb ppm	Zn ppm	As ppm	Sb ppm
GC 2+75W	<5	1.0	20	40	86	12	<1
GC 3+00W	24	3.1	24	42	83	19	<1
GC 3+25W	19	0.6	24	32	101	<10	<1
GC 3+50W	41	1.8	31	33	58	12	<1
GC 3+75W	16	1.0	27	33	93	13	<1
GC 4+00W	33	2.2	62	52	157	17	<1
GC 4+25W	19	1.5	46	121	191	29	<1
GC 4+50W	31	3.9	89	194	172	17	<1
GC 4+75W	14	1.1	29	191	179	15	<1
GC 5+00W	9	1.0	53	120	146	14	<1
GC 5+25W	8	0.9	42	92	140	16	<1
GC 5+50W	10	0.8	36	63	92	16	<1
GC 5+75W	11	0.5	26	50	85	20	<1
GC 6+00W	25	0.8	47	91	74	13	<1
GC 6+25W	21	0.5	24	32	85	17	<1
GC 6+50W	165	0.8	28	115	189	26	<1
GC 6+75W	20	0.5	25	36	61	14	<1
GC 7+00W	11	0.6	22	21	48	24	<1
GC 7+25W	9	1.2	67	225	244	52	5
GC 7+50W	13	1.8	27	88	250	17	<1
GC 7+75W	30	0.8	73	350	629	30	<1
GC 8+00W	<5	1.4	33	28	84	24	<1
GC 8+25W	<5	1.0	29	146	574	18	1
GC 8+50W	<5	1.5	28	62	107	27	<1
GC 13+25W	19	0.6	22	14	61	20	<1
GC 13+50W	15	0.9	32	16	72	25	<1
GC 13+75W	10	1.1	18	11	65	17	<1
GC 14+25W	12	0.7	59	18	154	37	11
GC 14+50W	39	0.9	56	26	112	64	11
GC 14+75W	34	1.0	24	17	66	29	2
GC 15+00W	17	0.7	21	14	55	34	2
GC 15+25W	16	0.8	17	16	55	19	<1
GC 15+50W	51	3.0	55	136	124	67	9
GC 15+75W	12	0.9	29	19	44	26	4
GC 16+00W	18	0.9	35	12	56	37	1

Certified by

105 Copper Road, Whitehorse, YT Y1A 2Z7 Ph (403) 668-4968 Fax: (403) 668-4890



T.N.

2° 00'

Grid North

0 200 400 600 800

METRES

ROCK SAMPLE RESULTS

Sample #	Au ppb	Ag ppm	Cu ppm	Pb ppm	Zn ppm	As ppm	Sb ppm
18426	<5	0.5	16	11	28	25	<1
18427	<5	0.2	8	1	30	<10	<1
18428	<5	0.1	3	7	15	<10	1
18429	<5	0.1	3	2	9	<10	1
18430	79	0.2	4	5	23	<10	<1
18431	13	0.2	6	5	25	<10	<1
18432	15	0.2	4	3	4	14	3

LEGEND

UPPER CRETACEOUS

Carmacks Group

uKcs graphitic siltstone, rhyolite, mafic tuff

LOWER CRETACEOUS

Dawson Range Batholith – Freegold Meta-Plutonic Suite

mKqm quartz monzonite

mKsy syenite

elevation contour interval, (500 feet)

stream, creek

4-wheel drive road

all-weather road

claim group boundary

camp location

geological contact, approximate

VLF-EM conductor axis, dashed where inferred

VLF-EM Survey Grid (1994)

rock sample location, number x18426

quartz vein x qv

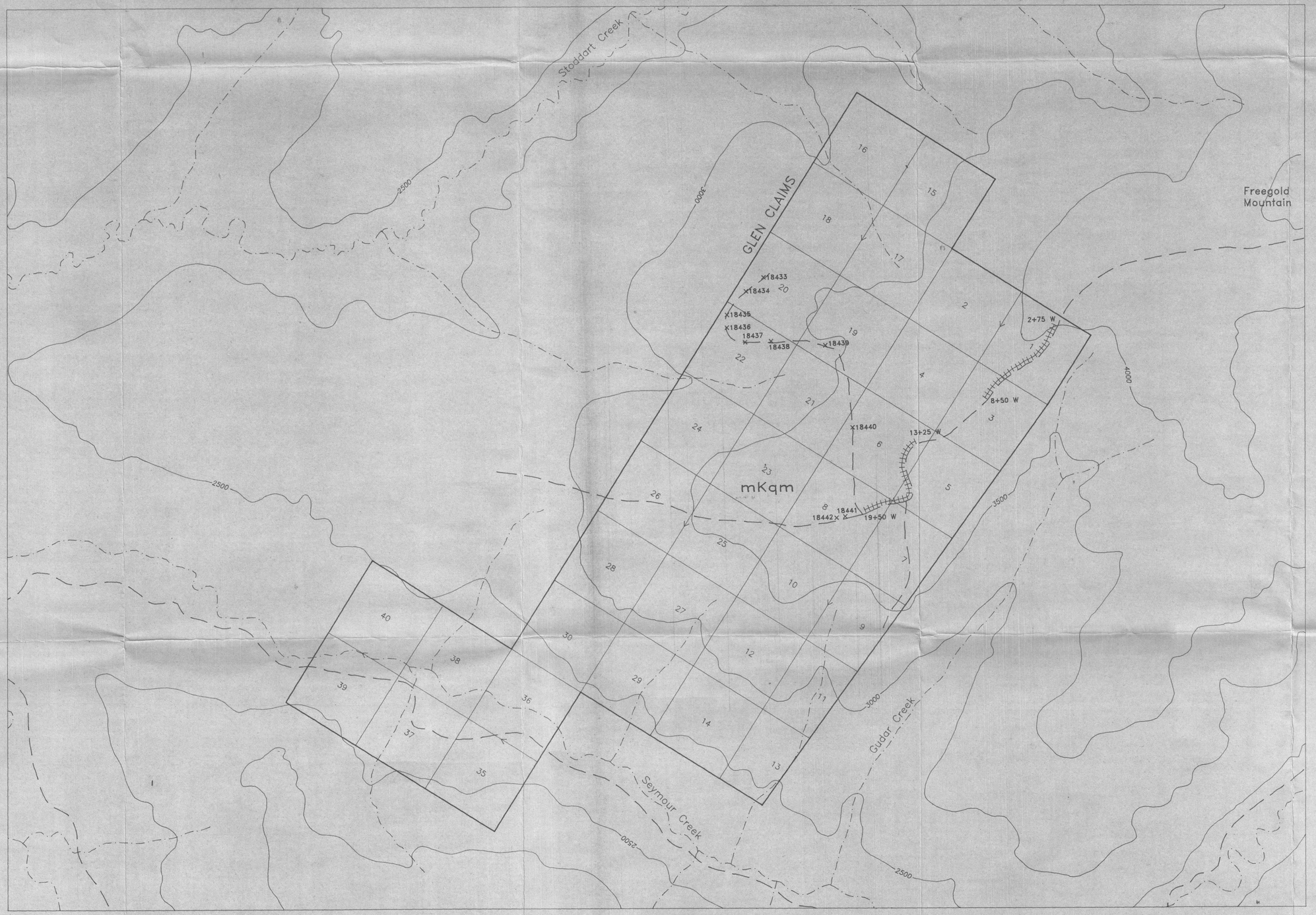
MIDNIGHT MINES LTD.

FREEGOLD MOUNTAIN PROJECT CARIBOU PROPERTY

PROPERTY PLAN

Graham Davidson, Consulting Geologist

SCALE: 1 : 10,000		DATE: December 1994
N.T.S.: 115 I/3, I/6	DRAWN:	FIGURE 6a



SOIL SAMPLE RESULTS

Sample #	Au ppb	Ag ppm	Cu ppm	Pb ppm	Zn ppm	As ppm	Sb ppm
GC 2+75W	<5	1.0	20	40	86	12	<1
GC 3+00W	24	3.1	24	42	83	19	<1
GC 3+25W	19	0.6	24	32	101	<10	<1
GC 3+50W	41	1.8	31	33	58	12	<1
GC 3+75W	16	1.0	27	33	93	13	<1
GC 4+00W	33	2.2	62	52	157	17	<1
GC 4+25W	19	1.5	46	121	191	29	<1
GC 4+50W	31	3.9	89	194	172	17	<1
GC 4+75W	14	1.1	29	191	179	15	<1
GC 5+00W	9	1.0	53	120	146	14	<1
GC 5+25W	8	0.9	42	92	140	16	<1
GC 5+50W	10	0.8	36	63	92	16	<1
GC 5+75W	11	0.5	26	50	85	20	<1
GC 6+00W	25	0.8	47	91	74	13	<1
GC 6+25W	21	0.5	24	32	85	17	<1
GC 6+50W	165	0.8	28	115	189	26	<1
GC 6+75W	20	0.5	25	36	61	14	<1
GC 7+00W	11	0.6	22	21	48	24	<1
GC 7+25W	9	1.2	67	225	244	52	5
GC 7+50W	13	1.8	27	88	250	17	<1
GC 7+75W	30	0.8	73	350	629	30	<1
GC 8+00W	<5	1.4	33	28	84	24	<1
GC 8+25W	<5	1.0	29	146	574	18	1
GC 8+50W	<5	1.5	28	62	107	27	<1
GC 13+25W	19	0.6	22	14	61	20	<1
GC 13+50W	15	0.9	32	16	72	25	<1
GC 13+75W	10	1.1	18	11	65	17	<1
GC 14+25W	12	0.7	59	18	154	37	11
GC 14+50W	39	0.9	56	26	112	64	11
GC 14+75W	34	1.0	24	17	66	29	2
GC 15+00W	17	0.7	21	14	55	34	2
GC 15+25W	16	0.8	17	16	55	19	<1
GC 15+50W	51	3.0	55	136	124	67	9
GC 15+75W	12	0.9	29	19	44	26	4
GC 16+00W	18	0.9	35	12	56	37	1
GC 16+25W	47	2.1	45	23	74	138	9
GC 16+50W	23	1.2	35	47	198	214	5
GC 16+75W	12	1.0	23	16	73	118	4
GC 17+00W	33	1.1	52	116	247	469	16
GC 17+25W	28	1.5	35	42	121	410	5
GC 17+50W	258	21.3	41	340	213	3790	46
GC 17+75W	574	3.0	197	161	675	2040	17
GC 18+00W	15	0.9	27	40	223	110	1
GC 18+25W	18	0.9	36	62	238	216	7
GC 18+50W	15	0.9	19	19	437	113	3
GC 18+75W	24	0.7	31	28	109	87	3
GC 19+00W	6	0.9	20	21	82	37	<1
GC 19+25W	8	0.6	41	36	127	29	<1
GC 19+50W	24	1.7	84	129	403	440	5

ROCK SAMPLE RESULTS

Sample #	Au ppb	Ag ppm	Cu ppm	Pb ppm	Zn ppm	As ppm	Sb ppm
18433	27	0.9	32	20	59	<10	1
18434	<5	0.5	25	10	56	20	6
18435	15	1.6	10	67	45	<10	1
18436	1164	>50.0	1643	5470	762	724	804
18437	28	13.7	35	207	33	44	8
18438	17	2.9	18	70	68	<10	3
18439	62	1.0	6	9	10	<10	4
18440	7	0.7	10	15	64	32	4
18441	21	0.8	25	14	84	54	10
18442	17	1.0	8	107	206	61	<1

T.N.
2° 00' Grid North
0 250 500 750 1000
METRES

LEGEND

LOWER CRETACEOUS

Dawson Range Batholith – Freegold Meta–Plutonic Suite

mKqm quartz monzonite

elevation contour interval, (500 feet) — 2500

stream, creek

4–wheel drive road

claim group boundary

claim line

soil sample line, sample location

rock sample location, number x18433

MIDNIGHT MINES LTD.

GLEN CLAIMS

PROPERTY PLAN

Graham Davidson, Consulting Geologist

SCALE: 1 : 12,500		DATE: December 1994
N.T.S.: 115 I/6	DRAWN:	FIGURE 6b

12000 W
11900 W
11800 W
11700 W
11600 W
11500 W
11400 W
11300 W
11200 W
11100 W
11000 W
10900 W
10800 W
10700 W
10600 W
10500 W
10400 W
10300 W
10200 W
10100 W
10000 W
9900 W
9800 W
9700 W
9600 W
9500 W
9400 W
9300 W
9200 W
9100 W
9000 W
8900 W
8800 W
8700 W
8600 W
8500 W

10900 N
10800 N
10700 N
10600 N
10500 N
10400 N
10300 N
10200 N
10100 N
10000 N
9900 N
9800 N
9700 N
9600 N
9500 N
9400 N
9300 N
9200 N
9100 N
9000 N
8900 N

Contour interval: 20, 100, 500 nT

MIDNIGHT MINES LTD.	BOO CLAIMS
Total Magnetic Field Contour Map	Mining District: Whitehorse
	NTS: 115 I 6 — Scale: 1:5,000
AMEROK GEOPHYSICS	OPERATOR: G. Davidson P. Geol.
	DATE: 07 NOV 94 — Figure: 7

12000 W 11900 W 11800 W 11700 W 11600 W 11500 W 11400 W 11300 W 11200 W 11100 W 11000 W 10900 W 10800 W 10700 W 10600 W 10500 W 10400 W 10300 W 10200 W 10100 W 10000 W 9900 W 9800 W 9700 W 9600 W 9500 W 9400 W 9300 W 9200 W 9100 W 9000 W 8900 W 8800 W 8700 W 8600 W 8500 W

10900 N
10800 N
10700 N
10600 N
10500 N
10400 N
10300 N
10200 N
10100 N
10000 N
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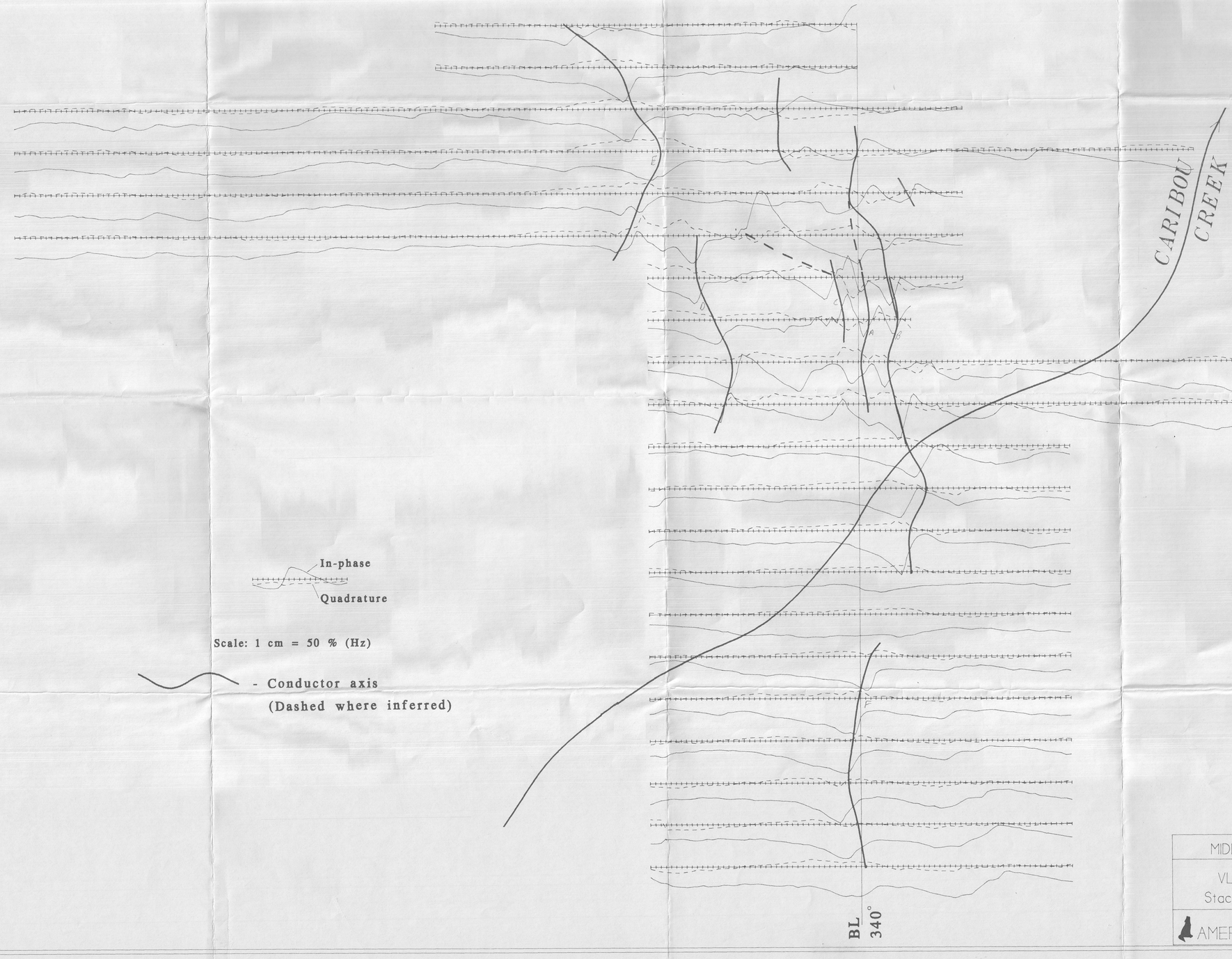
9400 N
9300 N
9200 N
9100 N
9000 N
8900 N



CARIBOU CREEK

In-phase
Quadrature

Scale: 1 cm = 50 % (Hz)

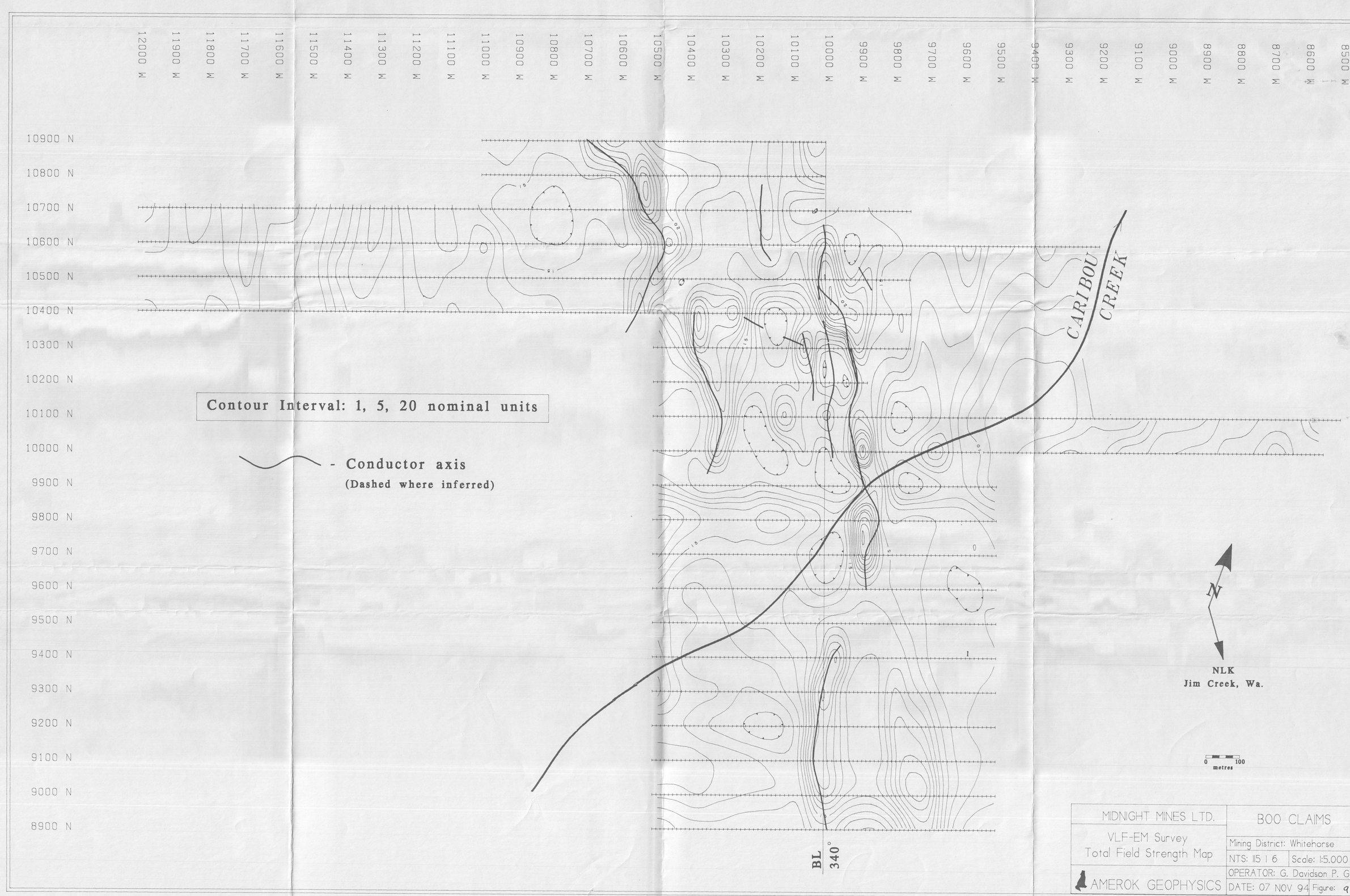
- Conductor axis
(Dashed where inferred)

N

NLK
Jim Creek, Wa.

0 100
metres

MIDNIGHT MINES LTD.	BOO CLAIMS
VLF-EM Survey Stacked Profile Map	Mining District: Whitehorse
	NTS: 115 I 6 Scale: 1:5,000
AMEROK GEOPHYSICS	OPERATOR: G. Davidson P. Geol.
	DATE: 07 NOV 94 Figure: 8



MIDNIGHT MINES LTD.	B00 CLAIMS
VLF-EM Survey Total Field Strength Map	Mining District: Whitehorse
	NTS: 115 I 6 — Scale: 1:5,000
AMEROK GEOPHYSICS	OPERATOR: G. Davidson P. Geol.
	DATE: 07 NOV 94 — Figure: 9

△ MOUNT FREEGOLD

BOO
102 YB07817
101 YB07816
104 YB07819
103 YB07818
58 YB07797
57 YB07796
60 YB07799
59 YB07798
55 YB07794
56 YB07795
53 YB07792
54 YB07793
51 YB07790
52 YB07791
49 YB07788
50 YB07789
48 YB07787
46 YB07785
44 YB07783
42 YB07781
40 YB07779
47 YB07786
45 YB07784
43 YB07782
41 YB07780
39 YB07778
38 YB07777
36 YB07775
34 YB07773
32 YB07771
30 YB07769
37 YB07776
35 YB07774
33 YB07772
31 YB07770
29 YB07768
28 YB07767
26 YB07765
24 YB07763
22 YB07761
20 YB07759
27 YB07766
25 YB07764
23 YB07762
21 YB07760
19 YB07758

BEST
6 Y25900
5 Y25899
4
3 Y25897
2
1 Y25895

CARA
7 YB08042
6 YB08041
5 YB08040
4 YB08041
3 YB08038
2 YB08037
1 YB08036

HOPE
1 Y21249
2 Y76048

BOO
17 YB07758
15 YB07756
13 YB07754
11 YB07752
9 YB07750
7 YB07748
5 YB07746
3 YB07744
1 YB07742
YB07740
67 YB08026
69 YB08028
71 YB08030
73 YB08032
70 YB08029
72 YB08031
74 YB08033
75 YB08034
76 YB08035
77 YB07806
79 YB07808
81 YB07810
83 YB07812
85 YB07814
78 YB07807
80 YB07809
82 YB07811
84 YB07813
86 YB07815
61
63
65
62 YB07801
64 YB07803
66 YB07805
YB07804
2 YB07741

Seymour Creek
Access Road
Caribou Creek

94-080

CARIBOU CREEK PROPERTY

CLAIM PLAN

N.T.S. 115 I/3&6	TECH: G.D.	DATE: NOVEMBER 1988
SCALE: 1 : 31,680	DRAUGHTING: J.A.S.F.	FIGURE: 2