

ASSESSMENT REPORT
DRILL CORE RE-EVALUATION
AND
GEOCHEMICAL ANALYSIS

RED TOP 1-6 CLAIMS

YC09143-YC09148
NTS: 105 D 06
LAT 60 20' LONG 135 05'

WHITEHORSE MINING DISTRICT
YUKON TERRITORY

Work Performed: June 01-04, 1999

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For: Sidehill Enterprises Ltd.
Whitehorse, Yukon

January, 2000

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INTRODUCTION

This project was made possible by the Yukon Mining Incentives Program as administered by the Geology Branch of Economic Development, Government of Yukon. The Author gratefully acknowledges the technical and financial support that this Program, and the Geology Branch in general offers to Prospectors and Mining in the Yukon.

LOCATION

The Red Top claims are situated in the Whitehorse Mining District NTS 105 D 06 approximately 45 kilometres south of Whitehorse, in the southern Yukon. The property is on Red Ridge, south of the Watson River, in an area commonly referred to as the Wheaton River District. Geographic coordinates for the property are as follows:

LAT: 60 degrees 20 minuets LONG: 135 degrees 05 minuets

ACCESS

Seasonal 4x4 road access from km 12 of the Annie Lake Road is possible on an unmaintained trail for 8 kilometres. This trail is subject to spring washout in one location however, in past years hand shoveling for one hour is all that has been required to repair the trail for the season. The entire property is accessible by ATV either on the existing cat trails or cross-country in the alpine. Total road distance from Whitehorse is approximately 110 kilometres, a travel time of two hours. Helicopter charters are available at Whitehorse, 45 kilometres north of the property.

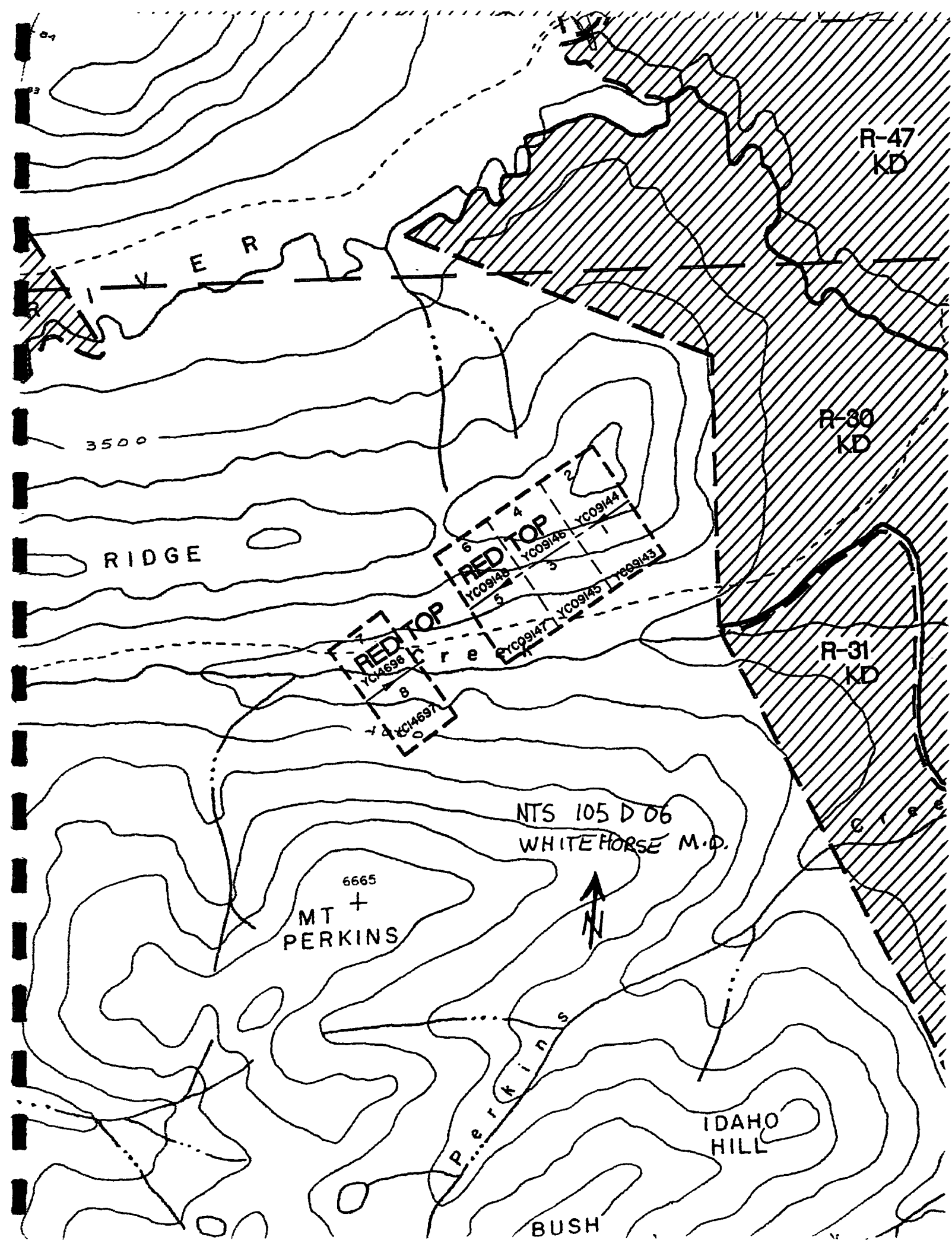
TOPOGRAPHY AND VEGETATION

Elevations on the claims range from 3500 to 5000 feet. The majority of the property is above treeline on moderate or gentle south facing slopes. Alpine vegetation consists of grasses, sedges and occasional patches of dwarf willow and buck brush. Sparse growths of poplar occur at lower elevations in the vicinity of Red Top 5. The central portions of Red Top 1-4 are located on a gently sloping saddle near the eastern most end of Red Ridge.

OWNERSHIP AND STATUS

Claim Name/No.	Grant Numbers	Expiry Date*	Owner
Red Top 1 – 6	YC094143 – YC09418	10/26/03	Sidehill Enterprises Ltd.

*Subject to acceptance of assessment work described in this report



R-47
KD

R-30
KD

R-31
KD

3500

RIDGE

RED TOP

RED TOP

NTS 105 D 06
WHITE HORSE M.D.

6665
MT
PERKINS

IDAHO
HILL

BUSH



P E R K I N S

0-1

0-2

0-3

0-4

0-5

0-6

0-7

0-8

0-9

1-0

1-1

1-2

1-3

1-4

1-5

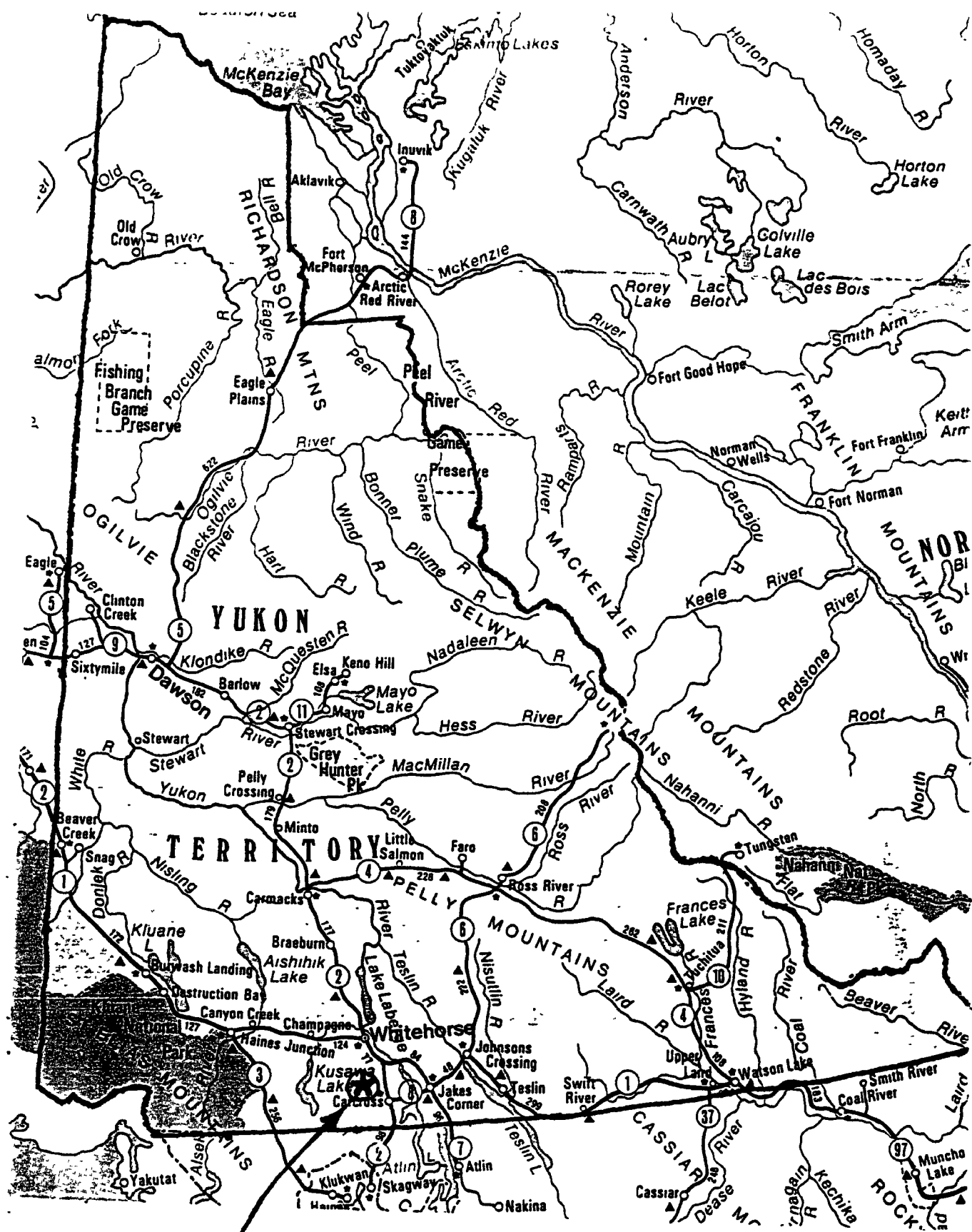
1-6

1-7

1-8

1-9

2-0



EXPLORATION HISTORY

The area now covered by the Red Top claims was previously staked as the PCG and Four F claims which were held by New Era Developments from 1987 until 1992. During 1988/1989 13 excavator trenches, road building, and a total of 1517 metres of diamond drilling in 23 holes explored the area. Highlights of this exploration program include 4.0 g/t Au and 75.0 g/t Ag over 0.73 metres and 3.4 g/t Au with 340.8 g/t Ag over 0.76 metres (YUKON MIN FILE #224) Further details of this exploration program are contained in assessment report # 092736 by R. Tim Henneberry for New Era Developments.

REGIONAL GEOLOGY

The Red Top claims are located near the eastern limit of the Coast Plutonic Complex. The Coast Plutonic Complex is composed of Jurassic to Cretaceous Granitic rocks that intrude metamorphosed Mesozoic sedimentary and volcanic rocks of the Lewes River Group. Tertiary andesite and rhyolite flows associated with the Skukum Volcanic Complex unconformably overlie these rock units. The main structural feature in region is the steeply dipping, north-northwest trending Tally Ho Shear Zone. This shear zone is believed to be related to, and possibly a northern extension of the Lewellyn Fault. In a regional sense, precious metal mineralization is spatially related to Skukum Group intrusives and occurs in shear zones and quartz/carbonate veins.

PROPERTY GEOLOGY

The Red Top claims are underlain by Mesozoic to Triassic volcanic and sedimentary rocks that have been intruded by Cretaceous granodiorite. Both of these rock units are in turn intruded by Tertiary rhyolite and andesite dykes.

Mesozoic mafic to intermediate basaltic andesite flows, tuffs and, to a lesser degree breccias occur along the western edge of the property. At this location these volcanics are in fault contact with other Mesozoic sediments, and intruded by granodiorite forming a large, prominent gossan on the southern slope of Red Ridge.

Dark to medium green andesite flows and breccias of the Lewes River Group underlie the remainder of the property. These volcanics are locally sheared, forming chlorite schist, and are both intruded and in fault contact with the underlying (?) Cretaceous granodiorite.

Tertiary rhyolite and andesite dykes intrude all rock types on the property. The dykes dip steeply and trend in a north-south direction, parallel to and occupying portions of the shears. There is a strong spatial relationship between vein style mineralization found on the property and some of the dykes.

1999 EXPLORATION PROGRAM

INTRODUCTION

In September 1998 an examination of the accessible portions of the drill core stored from the 1988/89 Diamond Drill Program identified numerous, potentially mineralized, un-sampled intervals. A study of the drill logs identified un-sampled intervals, either adjacent to or, similar to samples, which reported anomalous gold/silver values. The Red Top claims were staked in October 1998 to cover the area diamond drilled and trenched in 1988/89.

EVALUATION OF DRILL CORE

A total of 45 intervals were selected from 13 of the 23 diamond drill holes by reviewing the drill logs and assay results. The majority of these samples are adjacent to previously assayed core sections, which returned gold values in the one to three grams per tonne range. Numerous argillic and siliceous alteration aureoles adjacent to rhyolite and/or andesite dykes were also sampled. In reviewing the drill logs it appears that the 1988/89 sample interval selections were biased towards quartz veins and veinlets.

The program commenced on June 01, 1999 by mobilizing to the core racks and establishing camp. The existing core racks had failed in a manner, which had pinched the core trays, thus preventing spillage but rendering all but the top layers accessible. The core racks were systematically "de-constructed" with the aid of jacks and chains. In some cases positive identification of drill hole footage was hampered by past vandalism and/or the weathering of marker pen labels. In such situations, where core footage was questionable, no samples were taken. Sections of core which are composed of highly argillic materials (gouge zones) had been completely eroded from the boxes by rains and snowmelts. Due to these factors, only 30 of the 45 identified core intervals were split and submitted for assay. All sample interval selections were checked against the 1988/89 drill logs and recorded therein. A total of seven person days were spent removing the core from the existing racks; determining hole footages; examining /selecting, splitting/sampling and storing the core boxes.

RESULTS

All 30 core samples were submitted for 30 element ICP analysis to Acme Analytical Laboratories of Vancouver, B.C. Gold values were determined by fire assay; Aqua-Regia/MIBK extract, GF/AA finished. These Geochemical assay results can be found in the back of this report. 19 of the samples returned anomalous gold values. A five foot interval from DDH SR88-18 (sample R9921) returned a gold value of 2120 ppb. The subsequent ore grade fire assay of pulp from this sample returned 2.34 gm/t.

During the 1988/89 Exploration Program DDH SR88-12 was drilled at minus 45 degrees, azimuth 78 degrees into the Saddle Shear. The Saddle Shear was encountered at 71 feet, marked by argillic, limonitic and silicified granodiorite and a narrow rhyolite dyke. From 87.0 to 89.4 feet an oxidized, vuggy zone with sub-parallel quartz veinlets, limonite stain and, weathered sulphide vugs was intersected. A sample (#57695) of this material taken during the 1988/89 exploration program returned 2.4 feet of 3.97 g/t gold. The 1999 evaluation sampled (99R21) a five foot interval (82 to 87 feet) of silicified, fractured, limonitic granodiorite directly up hole and adjacent to the 1988/89 sample #57695. Sample 99R21 assay results are 2.34 g/t therefore, the weighted average of this intersection is 2.87 g/t over 7.4 feet. This location is now covered by the Red Top 1 and 2 claims.

CONCLUSIONS

1. A new gold bearing zone has been identified in DDH SR88-12
2. The Saddle Shear Zone may host other such mineralization of precious metals.
3. The 1988/89 drill core sampling selection was biased towards quartz veins and veinlets.

RECCOMENDATIONS

1. The Red Top 1-6 claims should be maintained in good standing.
2. Further prospecting and sampling should be carried out on the western portion of the claims to follow up previously identified gold in soil anomalies.

STATEMENT OF EXPENDITURES**June 01-04, 1999**

Transportation	220 km x \$0.42	\$ 92.40
Living Expenses	7 person days x \$35	\$ 245.00
Assays	Acme Analytical Laboratories	
	Inv. # 9901684	\$ 537.68
	Inv. # 9901684R	\$ 18.99
Wages	M. Glynn 4 days x \$ 250	\$ 1000.00
	D. Sufady 3 days x \$ 250	\$ 750.00
Report	Writing, printing, copies and binding	\$ 250.00
	Total Expenditures	<u>\$ 2,894.07</u>

STATEMENT OF QUALIFICATIONS

I, Michael Damian Glynn, of Whitehorse Yukon, mailing address – P.O. Box # 5745 Whitehorse Yukon Y1A 5L5, declare that:

1. I am the author of this report.
2. I did personally supervise or carry out the work described in this report on the Red Top #1 - #6 claims, Whitehorse M.D. during June 01 – 04, 1999.
3. I successfully completed the NWT Prospectors License course in 1974.
4. I successfully completed the Yukon Chamber of Mines advanced prospectors course in 1989.
5. I have been actively engaged in the mineral exploration industry, as a prospector, for nineteen years since 1974.
6. I am a Director and Officer of Sidehill Enterprises Ltd.


Michael Damian Glynn

GEOCHEMICAL ANALYSIS CERTIFICATE

Side Hill Enterprises PROJECT RED TOP 99/#1 File # 9901684

Box 5745, Whitehorse YT Y1M 5L5

SAMPLE#	Mo ppm	Cu ppm	Pb ppm	Zn ppm	Ag ppm	Ni ppm	Co ppm	Mn ppm	Fe %	As ppm	U ppm	Au ppm	Th ppm	Sr ppm	Cd ppm	Sb ppm	Bi ppm	V ppm	Ca %	P %	La ppm	Cr ppm	Mg %	Ba ppm	Ti %	B ppm	Al %	Na %	K %	W ppm	Au* ppb
R9901	2	11	31	23	<.3	12	6	292	.98	8	<8	<2	2	68	.8	<3	<3	9	2.39	.052	7	12	.11	123	<.01	<3	.31	.06	.13	<2	1
R9902	3	32	27	12	.3	11	4	275	.93	11	<8	<2	2	54	.2	<3	<3	10	2.15	.056	7	14	.08	112	<.01	<3	.45	.07	.21	<2	1
R9903	2	80	8	25	<.3	11	5	486	1.03	11	<8	<2	2	97	.6	<3	<3	9	3.99	.054	8	13	.16	156	<.01	4	.48	.03	.21	2	3
R9904	1	4	115	419	<.3	2	<1	3929	.99	54	<8	<2	5	46	6.8	<3	<3	1	.52	.019	24	5	.18	79	<.01	4	.71	.01	.37	<2	44
R9905	5	41	337	1073	6.7	67	15	4056	2.29	103	<8	<2	5	114	12.8	<3	<3	15	1.63	.051	19	75	.52	139	.01	4	1.23	.03	.40	<2	36
RE R9905	6	44	347	1095	6.7	66	16	4120	2.33	102	<8	<2	4	115	13.3	<3	<3	15	1.66	.054	19	78	.53	132	.01	9	1.28	.03	.42	<2	33
RRE R9905	5	41	341	1094	6.6	74	15	4122	2.34	105	<8	<2	5	115	12.8	<3	<3	15	1.66	.054	19	77	.53	139	.01	9	1.28	.02	.42	<2	32
R9906	38	60	1403	2547	11.5	2	3	2933	1.37	43	<8	<2	4	47	31.9	7	<3	4	1.21	.028	22	8	.35	69	<.01	6	.91	<.01	.39	<2	85
R9907	1	194	51	2702	2.2	36	11	2657	2.15	25	<8	<2	2	27	57.2	<3	<3	25	1.02	.076	11	39	.68	226	<.01	4	1.41	.02	.31	<2	9
R9908	1	103	48	578	2.1	15	8	1569	1.75	67	<8	<2	2	33	10.0	<3	5	24	2.05	.074	10	32	.60	167	.01	<3	1.24	.04	.36	<2	45
R9909	1	59	217	709	2.0	13	5	2084	1.57	82	<8	<2	6	44	6.7	<3	<3	17	1.38	.040	14	21	.80	84	<.01	<3	1.01	.02	.24	<2	127
R9910	<1	69	99	405	1.7	20	8	2449	1.78	52	<8	<2	3	73	5.0	<3	<3	25	2.56	.064	12	34	1.02	121	<.01	<3	1.22	.02	.31	<2	52
R9911	1	53	35	244	1.4	15	6	1435	1.53	321	<8	<2	3	72	1.3	<3	<3	21	3.53	.056	14	26	.42	249	<.01	<3	.75	.03	.23	<2	139
R9912	<1	13	5	16	<.3	4	3	509	1.29	7	<8	<2	2	87	<.2	<3	<3	21	2.54	.066	12	12	.17	117	<.01	6	.61	.07	.26	<2	2
R9913	2	28	326	554	1.5	8	7	4928	2.11	115	<8	<2	2	106	6.3	<3	<3	18	2.41	.071	6	10	.49	55	<.01	6	1.03	.01	.34	<2	90
R9914	<1	39	64	190	<.3	4	4	773	1.45	27	<8	<2	2	39	1.5	<3	6	11	1.33	.072	12	9	.29	168	<.01	5	.82	.03	.25	<2	7
R9915	<1	91	35	248	1.1	34	9	2845	2.17	71	<8	<2	4	109	3.3	<3	<3	33	3.23	.077	12	60	.69	89	.02	<3	1.23	.02	.46	<2	27
R9916	<1	143	38	99	3.1	6	4	1294	1.54	37	<8	<2	2	62	1.7	<3	<3	22	1.40	.067	14	13	.51	121	.01	5	.98	.04	.40	2	25
R9917	3	47	261	526	5.0	18	9	4821	4.03	457	<8	<2	2	103	6.2	<3	<3	45	1.71	.109	15	32	.97	34	.01	<3	1.43	.02	.25	<2	171
R9918	2	173	82	137	3.0	11	6	1847	1.78	27	<8	<2	3	129	2.7	<3	7	26	2.76	.075	13	15	.40	85	<.01	5	1.02	.03	.32	<2	32
R9919	4	38	319	183	1.2	4	2	1899	.81	13	<8	<2	3	121	3.7	<3	<3	8	2.43	.069	14	8	.16	84	<.01	<3	.61	.03	.30	2	55
R9920	2	75	74	477	4.5	7	5	1518	1.78	43	<8	<2	2	41	7.0	<3	<3	21	.79	.088	16	13	.50	128	<.01	<3	1.05	.03	.31	<2	9
R9921	2	100	817	633	9.5	6	3	2261	1.66	110	<8	2	2	20	7.9	<3	5	8	.40	.061	10	10	.15	88	<.01	4	.69	.01	.31	2	2120
R9922	1	203	18	247	.9	31	10	1188	2.86	27	<8	<2	3	68	2.3	<3	<3	36	1.40	.094	12	44	.49	107	.01	<3	1.47	.04	.31	<2	21
R9923	1	163	29	175	1.4	20	7	1275	1.47	31	<8	<2	2	83	2.9	<3	<3	16	1.36	.075	10	18	.52	161	<.01	<3	1.06	.02	.34	<2	78
RE R9923	2	174	30	187	1.5	20	7	1341	1.56	31	<8	<2	2	88	2.9	<3	5	17	1.43	.079	11	18	.55	173	<.01	<3	1.10	.02	.34	<2	75
RRE R9923	1	163	28	177	1.5	22	5	1276	1.48	31	<8	<2	2	83	3.2	3	<3	16	1.37	.075	10	17	.52	154	<.01	<3	1.05	.02	.32	<2	63
R9924	1	43	18	39	<.3	10	4	645	1.61	9	<8	<2	2	125	.4	<3	<3	44	2.25	.069	14	26	.61	88	.01	<3	.94	.06	.18	<2	3
R9925	1	186	41	127	.6	13	5	1135	1.47	11	<8	<2	<2	63	2.6	<3	<3	33	1.67	.060	8	31	.53	52	<.01	<3	.79	.05	.17	<2	7
R9926	1	26	169	671	1.0	8	6	1787	1.80	40	<8	<2	3	33	8.9	<3	<3	41	.56	.072	15	19	.64	99	<.01	<3	.95	.05	.22	<2	36
R9927	<1	8	<3	60	<.3	5	5	631	1.79	5	<8	<2	2	67	<.2	<3	<3	46	1.59	.074	15	20	.62	77	.01	<3	.84	.06	.16	2	2
R9928	1	17	11	48	<.3	11	9	654	2.39	16	<8	<2	3	105	<.2	<3	<3	74	3.32	.097	7	35	1.56	80	.10	<3	1.76	.20	.87	<2	7
R9929	2	52	29	124	1.1	13	9	487	1.98	19	<8	<2	3	67	2.1	<3	<3	57	2.44	.086	7	35	1.10	63	.07	<3	1.25	.13	.35	<2	82
R9930	1	12	4	31	<.3	8	7	532	1.63	7	<8	<2	4	83	<.2	<3	<3	49	3.76	.075	6	25	1.29	83	.08	3	1.27	.15	.49	2	3
STANDARD C3/AU-R	26	62	32	165	5.3	37	11	781	3.34	53	18	4	19	27	23.5	16	23	82	.56	.087	19	170	.62	143	.09	22	1.78	.03	.15	20	528
STANDARD G-2	2	2	5	42	<.3	8	4	535	2.07	<2	<8	<2	4	75	.5	<3	3	43	.67	.094	7	77	.62	237	.13	<3	.98	.10	.49	2	1

ICP - .500 GRAM SAMPLE IS DIGESTED WITH 3ML 2-2-2 HCL-HNO3-H2O AT 95 DEG. C FOR ONE HOUR AND IS DILUTED TO 10 ML WITH WATER.

THIS LEACH IS PARTIAL FOR MN FE SR CA P LA CR MG BA TI B W AND MASSIVE SULFIDE AND LIMITED FOR NA K AND AL.

ASSAY RECOMMENDED FOR ROCK AND CORE SAMPLES IF CU PB ZN AS > 1%, AG > 30 PPM & AU > 1000 PPB

- SAMPLE TYPE: CORE AU* - IGNITED, AQUA-REGIA/MIBK EXTRACT, GF/AA FINISHED. (10 gm)

Samples beginning 'RE' are Reruns and 'RRE' are Reject Reruns.

DATE RECEIVED: JUN 10 1999 DATE REPORT MAILED: June 15/99 SIGNED BY: C. LEONG, J. WANG; CERTIFIED B.C. ASSAYERS

All results are considered the confidential property of the client. Acme assumes the liabilities for actual cost of the analysis only.

Data h FA

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(ISO 9002 Accredited Co.)

852 E. HASTINGS ST. VANCOUVER BC V6A 1R6

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ASSAY CERTIFICATE

Side Hill Enterprises PROJECT RED TOP 99/#1 File # 9901684R
Box 5745, Whitehorse YT Y1M 5L5

SAMPLE#

Au**
gm/t

R9921

2.34

AU** BY FIRE ASSAY FROM 1 A.T. SAMPLE.
- SAMPLE TYPE: CORE PULP

DATE RECEIVED: JUN 17 1999 DATE REPORT MAILED: *June 23/99* SIGNED BY: *C. Leong* TOYE, C. LEONG, J. WANG; CERTIFIED B.C. ASSAYERS