PROSPECTING and GEOCHEMICAL REPORT on the 2008 SPY PROJECT

Covering VM 1-32 YC66812-YC66843 On

NTS: 115 G/02 Latitude 60*07'N to 60*10' N Longitude 138* 45'W to 138* 50'W Whitehorse Mining District, Yukon

Work performed on VM 3 to VM 10 and VM 13,14,16, 17, 19, 22, 23, 24, 27, 28, 30, 31 on August 17-18-19, 2008 For

YMIP 08-025 By

Tom Morgan Bag 7080 Dawson City, Yukon Y0B 1G0 January 10, 2009

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Summary

The property area hosts magmatic Ni, Cu, PGE deposits associated with Triassic mafic, ultramafic sills and dikes intruding Hasen Creek and Station Creek sedimentary, volcanic sequences. Inco discovered grades up 2.4%Ni, 10.45%Cu, 0.09%Co, 75.8g/t Pt, 7.9g/t Pd, and 7.0g/t Au returned from fractured controlled massive sulfide lenses(2m x0.25m) in the footwall siltstones of the marginal gabbro phase of the ultramafic sill. Massive, disseminated, and net textured sulfides occur in the marginal gabbro and anorthositic phases of the sills. Peridotite is the main ultramafic phase of the sills with lesser dunite and pyroxenite. The sills have max estimated size potential of 18km long and 600m wide. At present 7km of strike extent of the spy sill was staked. An examination of the showing, and geological maps of Inco and Santoy's reports related to current claim maps, shows the main sill and down dip extensions of it on open ground. Inco has a one strip wide claim corridor left that appears to catch the southeastern extent of the Spy Sill, from where it crosses Nines Creek, but appears to be just off to the NE and parallel to the main Spy Sill. The Spy Sill is dipping approximately 50 degrees to the SW away from Inco's claims. This years program included prospecting and identifying mafic/ ultramafic intrusions related to anomalies along the extent of the Spy Sill and relating maps and showings to claim positions on the main Spy Sill. Some of the hanging wall, and up stratigraphy gabbros are highly anomalous with values of 2840 ppm Ni, 29100 ppm Cu, 120 ppm Co, 4750 ppb Pt, 1910 ppb Pd, and 2610 ppb Au as seen in sample RX 224271 from Inco's 1996 program. This was seen in the gabbro separated from the lower peridotite by a band of siltstone 50m thick. This is within recently staked VM 3 claim. To the NW, Polestar Explorations in 1987 found numerous anomalous Pt values in the 50 to 150 ppb range, on the NW branch of Nines Creek, on the SW side of the creek covered by recent VM claim block. There are very few traverses that cover this area by Inco or Santoy follow-up programs, and no values were recorded. The 2008 program showed very little exposure of outcrop in this area. This needs to be prospected and sampled with deep soil augers and trenching to seee the source of these anomalies. It is interesting to note that no anomalies were found by Polestar in the area of the Spy Sill at that time, where Inco and Santoy's follow-up, found high grade samples and showings. The program was 3 days of prospecting and minor sampling along this mafic, ultramafic system in the central portion. Traverses were run at the start and end of the claim block with chopper support. Claim post positions were related to this and documented. It was helicopter supported at the beginning and the end with a fly camp set up in between where sampling of prospective sulfide mineralization happened. Samples were GPSed and mapped.

Location and Access

The property is in the Whitehorse Mining District on 115-G-02 NTS map sheet bounded by the coordinates Longitude 61*07' to 61*10' and Latitude 138*45' to 138*50' on the SW flank of Nines Creek. Access is obtained by helicopter from Haines Junction 70 km to the SE. The claims and main mafic, ultramafic sill run parallel to the Alaska Highway 7km to the NE. Destruction Bay village is10km to the NE. A small unkept gravel road runs up Nines Creek from the Alaska Highway, but stops 4km short of the property.

Claim List

VM 1-32 YC66812-YC66843 staked 2008/02/21 owned by Tom Morgan Expiry date 2013/02/21



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Previous Work

(after Bell, 1995 and Inco Technical Services, 1998)

The earliest recorded exploration on the present Klu property was canied out by J. R. Woodcock in 1953 (Yukon Exploration, 1987). The work was performed on RAM 1-72 covering a portion of the old Klu claims and extending northward to cover the Halfbreed Intrusion. A significant assay of 2.5% Cu, 2.8% Ni, 0.29% Co and 6.5 g/t F't was returned from a 20 by 50 cm lens of massive sulphide on the south side of Lewis Creek within the old Klu claims. The majority of exploration focused on the Destruction Showing and disseminated sulphides within the Halfbreed intrusion north of the current claims.

In 1967, part of the current property was staked as the Duke claims by Newmont Mining. Exploration consisted of prospecting and stream sediment geochemical sampling. In 1972-73, John S. Vincent Ltd. performed geological mapping and rock sampling on the Spy 1-12 claims for the Nickel Syndicate. The claims were located on the northeast facing slope above the southern branch of Nines Creek. John S. Vincent Ltd. mapped a series of gabbro to peridotite sills intruding the Hasen Creek Formation. Sulphide mineralization was reported to occur at the base of a "gabbro-peridotite" sill. Values up to 1.47% Ni and 0.49% Cu were reported for sulphides occurring in "quartz xenoliths" at the base of the sill. Additional sulphide mineralization consisting of disseminated chalcopyrite, pyrrhotite and pyrite with values of 0.5% Ni and 0.5% Cu was reported to occur in gabbro along strike from the previous showing. The above mineralization is noted in the same area as the Ni-Cu-PGE rich sulphide showings discovered by Inco personnel in 1994. Elsewhere on the Spy claims, sphalerite-galena mineralization was reported on the margins of a quartz vein. This showing returned values of 1.25% Zn and 0.25% Pb.

In 1987, Aurum Geological Consultants Inc. canied out geological mapping and lithogeochemical sampling (Keyser, 1987) for Walhala Explorations Ltd. Assessment was filed on the Tony 1-28 and Tony 29-60 claim blocks. Few anomalous results were reported. In 1987 The Duke 1-44 claims were staked by the Kluane Joint Venture (Chevron Minerals-All North Resources). The property was optioned to Rockridge Mining Corporation, who added 24 claims and funded exploration including prospecting and soil geochemical sampling. Several mineral occurrences associated with mafic and ultramafic rocks were located and moderate to strong soil geochemical anomalies were outlined. Further work was recommended, but not completed. Inco staked the Klu claims in 1994 and carried out exploration during 1994 through 1997. In 1994, high grade mineralization was discovered at Spy and 508 claims were staked. In 1995 an exploration program of geological mapping, lithogeochemical sampling, stream sediment and limited soil geochemical sampling (Duke area), and staking of 18 additional claims was carried out. In 1996 a 1,217 line km helicopter borne MagIEM survey was camed out along with limited lithogeochemical sampling. In 1997, geological mapping and stream sediment geochemical sampling were performed in conjunction with ground follow-up of three AEM conductors. A total of 12.1 line km of grid was established over AEM Conductor A and 11.3 line km of UTEW ground magnetic surveys were conducted.

Santoy Resources Ltd optioned the property from Inco in 2000 and performed geochemical sampling and geological mapping of the area. Most of the Klu claim block lapsed in 2007.

VM 1-32 CLAIM LOCATION MAP



Regional Geology

(Bell, 1995)

The VM property is situated within Wrangellia, which is an accreted terrane extending 2,340 kilometres from Alaska to southern B.C.. Certain geological elements are common throughout the terrane including an Upper Paleozoic island arc basement overlain by a thick Triassic flood basalt sequence.

The eastern part of Wrangeilia (in Southwest Yukon) is bounded to the northeast by the Denali Fault System and to the southwest by the Duke River Fault. Oldest Wrangellian rocks in the belt are the Pennsylvanian to Lower Permian Skolai Group. The Station Creek Formation occurs at the base of the Skolai Group and consists of tuffs, pyritic black tuff, mafic volcanics and argillite. This is overlain by the Hasen Creek Formation which consists of tuffs, mafic volcanics, argillite and limestone. The Skolai Group is stratigraphically overlain by Pennsylvanian to Triassic mafic meta-volcanics, Upper Triassic Nikolai basalt, and Upper Triassic McCarthy Formation limestone and phyllite. Tertiary volcanics and sediments unconformably overlie the sequence. Quaternary surficial deposits locally cover the Paleozoic, Mesozoic and Cenozoic strata.

There are two major suites of intrusive rocks in the belt: the oldest is the mafic to ultramafic Triassic suite which includes ultramafic sills, marginal gabbro, and the Maple Creek Gabbro. This suite is thought to be cogenetic with the Nikolai flood basalt. Cretaceous Kluane Range Intrusions are dioritic to granodioritic in composition and occur throughout northern Wrangellia. Minor Tertiary sills, dykes and stocks of felsic to intermediate composition are also present. A stratigraphic section showing the formations and their thicknesses is shown on Figure 3. The major Triassic ultramafic intrusions (Kluane -Type) are sill-like bodies which intrude the Hasen Creek and Station Creek Formations. The dips of the sills range from vertical to steeply overturned to as shallow as 30 degrees. Maximum dimensions of the sills are estimated to be up to 1 8 kilometres in length and 600 metres in thickness.

Peridotite is the dominant ultramafic phase with lesser dunite and pyroxenite. The peridotite ranges in composition from wehrlitic to Iherzolitic and contains varying amounts of olivine, clinopyroxene, orthopyroxene, plagioclase, phlogopite and oxides. The degree of serpentinization varies locally from minor to total, Many of the ultramafic sills have a marginal gabbro at their base which makes up approximately 4% of the thickness of each sill. Clinopyroxenite layers locally are present above the marginal gabbro layer. Some of the sills also have marginal gabbro at their upper contacts. Field relationships suggest that these marginal gabbros represent an initial pulse of magma which was followed by progressively more ultramafic magma. The apparent '~reverselayering" of these intrusions is probably a result of the sequential tapping of a compositionally layered magma chamber at depth.

Permo-Triassic rocks of the belt are faulted and tightly folded about steeply dipping axial planes and shallow northwest trending axes. Faulting includes bedding-plane slip faults and strike-slip faults which trend normal to the Denali Fault (a terrane-bounding transcurrent fault).

Property Geology

(from Bell, 1995)

The geology of the property is dominated by several fault bounded slices of folded paleozoic and mesozoic strata. These rocks are overlain by gently dipping Tertiary sediments and volcanics. Figure 4 shows a generalized geological map of the property. The bounding faults trend southeast to northwest and are believed to dip steeply. The axial planes of the folds also trend from southeast to northwest and appear to dip steeply; fold axes are assumed to be near horizontal, Much of the folding is inferred; no large scale folds were observed on the property. Scarcity of outcrop in the valley bottoms of Congdon Creek, Nines Creek, Bock's Brook and Lewis Creek make some structural interpretations tenuous. Certain faults and folds shown on GSC Open File Map 381 are not shown on maps accompanying this report. The property geology is shown in Santoy's Map 4+5.

A Table of Formations present on the old KIu property is shown in Table 3. Geological age, map symbol, unit name and a brief description of each unit are listed in the table.

ACE		INUT	DECODIDITION
AGE	SIMBOL	UNII	DESCRIPTION
Tertiary	Nw	Wrangell Lava	Basalt to andesite flows, minor white to yellow
(Miocene-		(Undivided)	felsic pyroclastics and flows
Pliocene)			
Tertiary	Os	Amphitheatre	Yellow-buff to gray-buff sandstone, pebbly
(Oligocene)		Formation	sandstone, polymictic conglomerate
U. Triassic-	uTrKp		Dark gray phyllite, minor greywacke and conglomerate
Cretaceous			
U. Triassic	uTrM	McCarthy	Argillaceous limestone and dark gray argillite
		Formation	
U. Triassic	uTrc	Chitistone and	Massive light gray limestone, limestone
		Nizina Formations	breccia, and dark gray well bedded limestone
U. Triassic	uTre		White to creamy-white gypsum and anhydrite
U. Triassic	uTrN	Nikolai Greenstone	Dark green and maroon amygdaloidal to
			Massive basaltic and andesitic flows, locally interbedded
			with tuff, breccia, shale, limestone; pillow lava
			and conglomerate occur at base
L. Permian	Ps	Hasen Creek	Thin bedded siliceous argillite, siltstone, shale,
		Formation	greywacke, conglomerate, local thin basalt
			flows
L. Permian	Ps	Hasen Creek	Buff to gray bioclastic limestone
		Formation	
Pennsylvania	n Pv	Station Creek	Andesitic to basaltic tuffs and flows
		Formation	

TABLE OF FORMATIONS	(Table 3	3
STRATIFIED ROCKS		

INTRUSIVE ROCKS

AGE	SYMBO	L UNIT	DESCRIPTION								
Tertiary	lMf	Wrangell Plutonic	Buff to creamy-white granodiorite, diorite, gabbro								
(Miocene)		Suite									
			dykes and sills, fine grained								
Tertiary	lMdi	Bock's Brook	Light buff-gray biotite diorite, medium grained								
(Miocene)		Stock									
Triassic	Trb	Maple Creek	Gabbro and anorthositic gabbro sills, medium								
		Gabbro (Kluane-	grained								
		Type)									
Triassic	Trub	Kluane-Type	Peridotite, feldspathic peridotite sills with minor								
		Ultramafics	pyroxenite and dunite, medium grained								
Triassic	Trmg	Kluane-Type	Gray medium grained to fine grained locally								
		Marginal Gabbro	chilled gabbro, forms along margins of								
			peridotite								

The Triassic Kluane-type intrusions form sills in Hasen Creek Formation strata and to a lesser extent in the Station Creek Formation, The location of the major ultramafic intrusions on the property is shown on Figure 4. Intrusion names shown on this map will be used in this report when describing a particular intrusion. The geology of the property is summarized below with reference to the major Kluane-type intrusions on the property.

The Spy Sill in the southeastern part of the property is a 75 to 100 metre thick, 6-kilometre long (minimum) intrusion of dominantly unserpentinized feldspathic peridotite. The Spy Sill is emplaced within Hasen Creek Formation siltstone. Marginal gabbro up to 10 metres thick is locally present at the top and base of the sill. Maple Creek gabbro sills occur stratigraphically above and below the Spy Sill as well as directly at its base. The most continuous Maple Creek gabbro sill occurs 230 metres down-section from the base of the peridotite and is up to 1 60 metres thick. This sill is intermittently exposed over a 1 0kilometre strike. The northwestern end of the Spy Sill is cut by a 200-metre thick section of Maple Creek gabbro. Elsewhere, smaller bodies of Maple Creek gabbro also cut and form lens shaped bodies within the peridotite. Three stacked lenses of the peridotite occur below the main sill on the ridge between Congdon Creek and the southern branch of Nines Creek. These lenses are up to 600 metres long and 30 metres thick. Smaller lenses of peridotite occur below the main sill elsewhere. The lower contact of the main peridotite sill occurs 100 metres above a distinctive chert + siltstone pebble conglomerate bed, while the upper contact is approximately 20 metres below a buff weathering limestone bed with positive weathering relief. Down-section from the Spy Sill on the opposite side of the southern branch of Nines Creek, two apparently unconnected feldspathic peridotite intrusions up to 65 metres thick occur within the Station Creek Formation. Two kilometres northwest of the northwest extremity of the Spy Sill is an additional peridotite intrusion up to 200 metres thick with poor strike continuity. This sill is emplaced near the Station Creek-Hasen Creek





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Formation contact. The Hasen Creek and Station Creek Formations have a constant southeast-northwest strike and dip at an average of 40 degrees to the southwest. The strata in the Spy Sill area do not appear to be overturned. Nikolai basalt caps the ridge above the Spy Sill. The lower contact of the basalt is approximately 450 metres up-section from the top of the peridotite. The contact between the Hasen Creek Formation and the Nikolai basalt appears to be disconformable.

Sample descriptions Spy 2008

SPY-08-R-01 Grab of marginal gabbro/seds with pyrite blebs on hanging wall side of sill SPY -08-R-02 1m chip of 10m wide massive puritite with chalcopyrite along footwall side of sill in contact with limy seds at old Claim Post Showing

SPY -08-R-03 Cherty contact rock with chalcopyrite / malachite within 5m of sill footwall over 0.5m.

SPY -08-R-04 Grabs of massive puritite / chalcopyrite at contact with gabbro schist

SPY -08-R-05 Grab of contact material peridotite seds (shale) with pyrite/ sphalerite

SPY -08-R-06 Contact material along footwall 1m chip in seds pyrite

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SPY -08-R-07 Contact material into footwall 1m chip in peridotite next to R-06



Results and Recommendations

The 2008 program was an initial reconnaissance program to identify prospective rock units and mineralization in relation to the VM 1-32 claim position. The limited exposure in gentle topography, and the extreme vertical in well exposed areas, was a limiting factor in prospecting the ground fully. The 3 days of time spent on the 7 km long claim block was only enough time to see the ground and plan what has to be done. The recessive weathering of the prospective sulfide mineralization, along contacts, adds to the difficultly of identifying mineralized zones easily. The traverses and sampling done, showed that the claims covered a major portion of the central and northern exposures of the Triassic mafic- ultramafic Spy sill, a distance of around 4.5km. The last 2 km of the NW extension of the VM claims, have a gabbro unit in exposures, on strike with the Spy sill, that's covered by lots of overburden. This may cover unexposed ultramafic, with related marginal gabbro, as Pt, Pd geochem anomalies found in Polestar's 1987 program have no source discovered, yet. Inco's posts need to be identifided to tie in the VM 1-12 portion of the claim block to main Spy showing. Sampling of this section of sill will happen after this is figured out. VM 1-12 runs along 2.5 km of the down dip extension of the sill and may cover a good portion of these showings. The present mapping of Spy and related showings show the main part of the sill just off Inco's single line of Klu claims, to the SW, on the VM claims. Large portions of the sills/dikes are covered by overburden, with footwall portions covered, probably 90% of the time, in the exposed units. A program of deep auger sampling along contact areas and exposing fresh contact material through trenching is needed to identify and extend known mineralized areas. The 2008 rock samples were taken from the central portion of the claim block, (VM 12-19) where sulfide mineralization related to mafic/ ultramafic intrusions, and their intruded host was observed. The samples showed some anomalous values with up to 75ppb Pt, 40ppb Pd, 405ppb Au, 1091ppm Ni, 6388ppm Cu, 368ppm Co, 5.0% Zn, and 2.4ppm Ag.

1) I, Tom Morgan of Lot #2 Dredge Pond Subdivision Dawson City, Yukon Territory am self-employed as a contractor in the mineral exploration and mining industry, have authored and am responsible for this report.

2) I have worked in the industry for 28 years since 1981 in Canada, US, Phillipines, and Eastern Russia.

3) I directly supervised and participated in the 2008 exploration project on the Spy property on August 17 to August 19, 2008.

4) I have a direct interest in the Spy property, which is the subject of this report.

5) I affirm that the contents of this report are true.

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March 24, 2004

Tom Morgan Bag 7080 Dawson City, Yukon Y0B1G0

Statement of Expenditure

=\$ 350
= \$ 7277.50
=\$ 1476
=\$ 2000
=\$ 1500
=\$ 100
=\$ 500
=\$ 75
=\$ 138
=\$ 900
= \$ 14316.50

References

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Keyser, H.J. (1987), Yukon Assessment Report 92528 (1 15Gl2).

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of Canada Open File Map 381

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Add INAC references including 1953 on Halfbreed

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Hattie, (1997) Inco Technical Services Ltd., Yukon Assessment Report 093726 Tulk (2000) Santoy Resources Ltd., Yukon Assessment Report 094164

CERTIFICATE OF ASSAY AW 2008-8305

16406 Yukon Inc Bag 7080 **Dawson City, YK** Y0B 1G0

No. of samples received: 7

ET #.	Tag #	Zn (%)
5	SPY-08-R-05	5.00
QC DAT/ Repeat: 5	A: SPY-08-R-05	4.94
Standard Pb129	1 :	1.99

JJ/nw XLS/07

ECO TECH LABORATORY LTD. Jutta Jealouse

26-Sep-08

B.C. Certified Assayer

CERTIFICATE OF ANALYSIS AK 2008-8305

25-Nov-08

40342 Yukon Inc Box 31347 **Whitehorse, YT** Y1A 5P7

No. of samples received: 7 **Project: SPY** Sample Type: Rock Submitted by: Tom Morgan

		Au	Pd	Pt	
ET #.	Tag #	(ppb)	(ppb)	(ppb)	
1	SPY-08-R-01	30	15	10	
2	SPY-08-R-02	50	15	10	
3	SPY-08-R-03	25	20	<5	
4	SPY-08-R-04	405	5	10	
5	SPY-08-R-05	295	5	5	
6	SPY-08-R-06	200	5	15	
7	SPY-08-R-07	<5	40	75	
<u>QC DAT</u> Repeat: 1	A: SPY-08-R-01	20	10	10	
4	SPY-08-R-04	410			
5	SPY-08-R-05	320			
Resplit:					
1	SPY-08-R-01	40	15	15	
Standar PGMS8	d:	830	1520	445	

JJ/nw XLS/08 ECO TECH LABORATORY LTD. Jutta Jealouse B.C. Certified Assayer 26-Sep-08 Alex Stewart Geochemical ECO TECH LABORATORY LTD. 10041 Dallas Drive KAMLOOPS, B.C. V2C 6T4

ICP CERTIFICATE OF ANALYSIS AW 2008- 8305

16406 Yukon Inc Bag 7080 **Dawson City, YK** Y0B 1G0

Phone: 250-573-5700 Fax : 250-573-4557

No. of samples received: 7

Values in ppm unless otherwise reported

Et #.	Tag #	Ag	AI %	As	Ba	Bi	Ca %	Cd	Co	Cr	Cu	Fe %	La	Mg %	Mn	Мо	Na %	Ni	Р	Pb	Sb	Sn	Sr	Ti %	U	V	W	Y	Zn
1	SPY-08-R-01	1.3	1.57	<5	70	20	2.92	<1	47	31	291	9.85	<10	1.78	730	30	0.03	30	1140	30	<5	<20	30	0.51	<10	430	<10	7	91
2	SPY-08-R-02	0.7	0.25	<5	160	<5	1.31	22	368	11	6388	>10	<10	0.01	1044	21	0.02	188	<10	14	70	<20	6	0.30	<10	20	<10	<1	103
3	SPY-08-R-03	0.3	2.55	30	50	<5	2.44	<1	41	100	3081	4.63	<10	1.64	440	<1	0.05	393	780	40	<5	<20	8	0.39	<10	185	<10	5	34
4	SPY-08-R-04	2.0	0.84	<5	155	<5	2.66	<1	98	20	2667	>10	<10	0.40	1527	<1	0.01	17	1390	20	<5	<20	9	0.43	<10	43	<10	<1	49 9
5	SPY-08-R-05	2.4	0.36	<5	180	10	2.18	183	118	19	1647	>10	<10	0.45	2774	18	0.02	37	<10	20	125	<20	24	0.21	<10	23	<10	<1 :	>10000
6	SPY-08-R-06	2.1	0.16	25	80	<5	7.18	8	92	49	1278	>10	<10	0.57	1517	8	0.01	45	120	32	20	<20	130	0.06	<10	39	<10	9	153
7	SPY-08-R-07	0.2	1.37	35	70	<5	1.23	<1	119	427	167	5.75	<10	>10	852	2	0.01	1091	60	18	10	<20	43	0.51	<10	30	<10	<1	47
QC DATA Repeat:	i																												
1	SPY-08-R-01	1.2	1.57	<5	70	25	2.92	2	47	33	289	9.78	<10	1.86	729	3	0.03	26	1160	32	5	<20	25	0.62	<10	426	<10	10	91
Resplit:																													
1	SPY-08-R-01	1.5	1.61	<5	55	20	2.91	3	48	34	289	9.96	<10	1.88	764	<1	0.03	36	1140	30	10	<20	15	0.34	<10	429	<10	9	91
Standard:																													
Pb129a		11.9	0.83	5	75	<5	0.47	57	7	11	1398	1.59	<10	0.70	370	5	0.03	10	410	6052	10	<20	34	0.02	<10	21	<10	<1	9908

JJ/nw df/8307s XLS/08 ECO TECH LABORATORY LTD. Jutta Jealouse ' B.C. Certified Assayer

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