1356139 ALBERTA INC.

DIAMOND DRILLING AT THE MARSH LAKE PROPERTY, WHITEHORSE AREA, YUKON TERRITORY

Mike Power, M.Sc. P.Geo

Location: 60°22'N, 134°12'W
NTS: 105 D / 8
Mining District: Whitehorse
Date: 31 March 2010

SUMMARY

A single short drill hole was drilled on the Marsh Lake Property, Whitehorse Mining District in November 2009 to test for gold mineralization beneath a CAT trench. The drill hole was drilled to 5.94 m and returned best interval assay of 446 ppb over 1.83 m.

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1.0 INTRODUCTION

This report describes diamond drilling conducted on the Marsh Lake Property held by 1356139 Alberta Inc. in the Whitehorse Mining District, Yukon Territory. This work was conducted to investigate gold mineralization on the property.

2.0 LOCATION AND ACCESS

The Marsh Lake Property, consisting of the TOM and LOG claims, is located approximately 70 km southeast of Whitehorse, Yukon Territory (Figure 1). The property is centered at approximate geographic coordinates of 60° 22' N Latitude and 134° 12' W Longitude in south central Yukon Territory.

The property is accessible by traveling about 70 km southeast on the Alaska Highway from Whitehorse to the point where Judas Creek intersects the Alaska Highway. About 100 m south of Judas Creek, a single lane, two-wheel drive road turns directly off the Alaska Highway to the west. This un-maintained all season road, located at Km 1350 of the Alaska Highway, continues west for approximately 7 km and provides direct access to the southeastern side of Marsh Lake. Further vehicle access to the TOM and LOG claims is via an established series of roads and cat trails that are suitable for winter drilling and exploration programs.

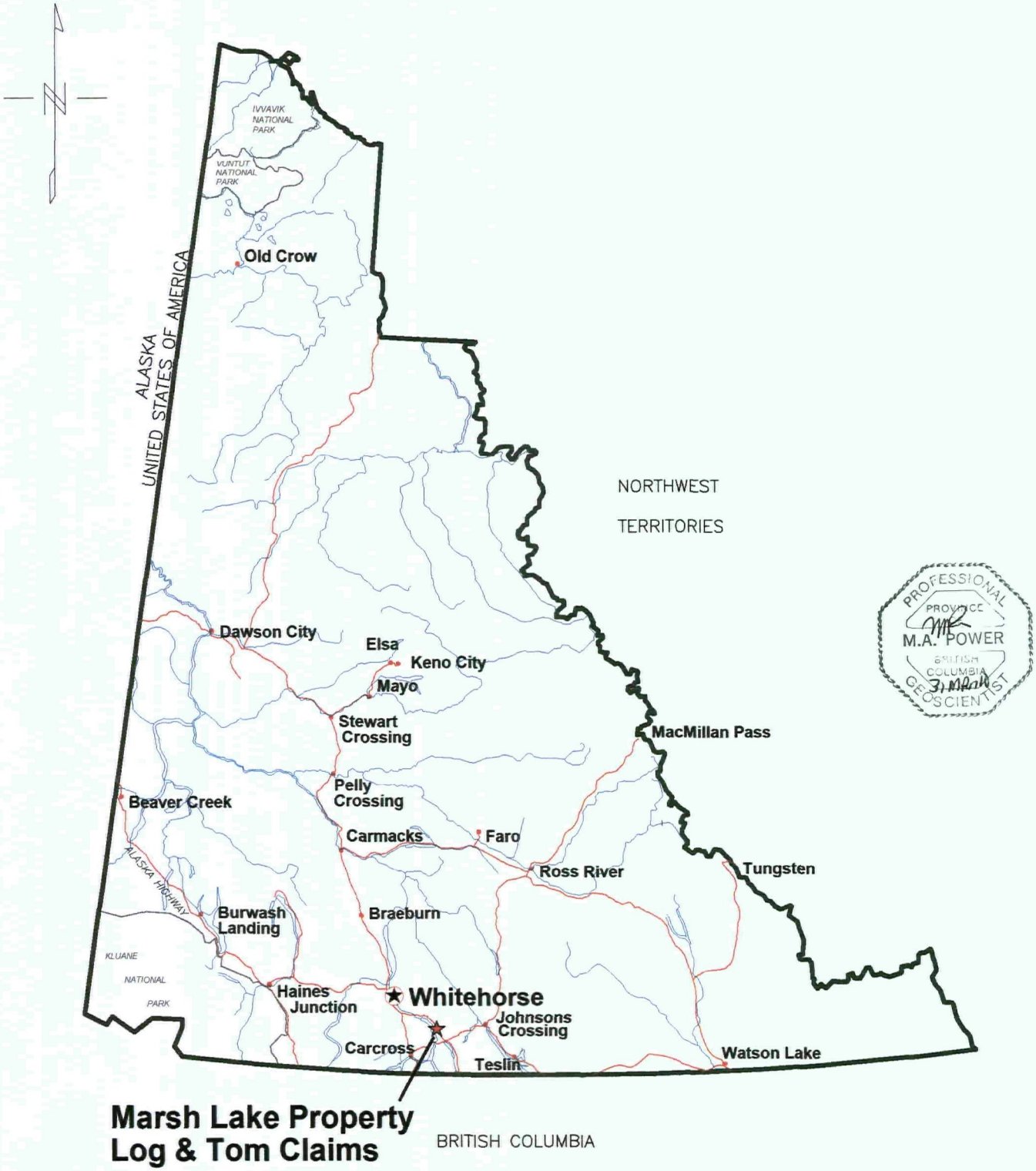
3.0 PROPERTY DESCRIPTION

The Marsh Lake Property consists of 145 Quartz Claims staked in accordance with the Yukon Quartz Mining Act. All the claims are located within the Whitehorse Mining District[1] (Figure 2). The claims have not been surveyed and current expiry dates are as listed in the table below:

Table 1. Claim Information

Claim Name	Grant Number	Expiry Date
LOG 3	YB66465	11/01/2015
LOG 4	YB66466	11/01/2013
LOG 5	YB66467	11/01/2015
LOG 6	YB66468	11/01/2013
LOG 7	YB66469	11/01/2015
LOG 8 - 15	YB66470 – YB66477	11/01/2013

[1] Claim information from Yukon Mining Recorder on Oct 10 2008.



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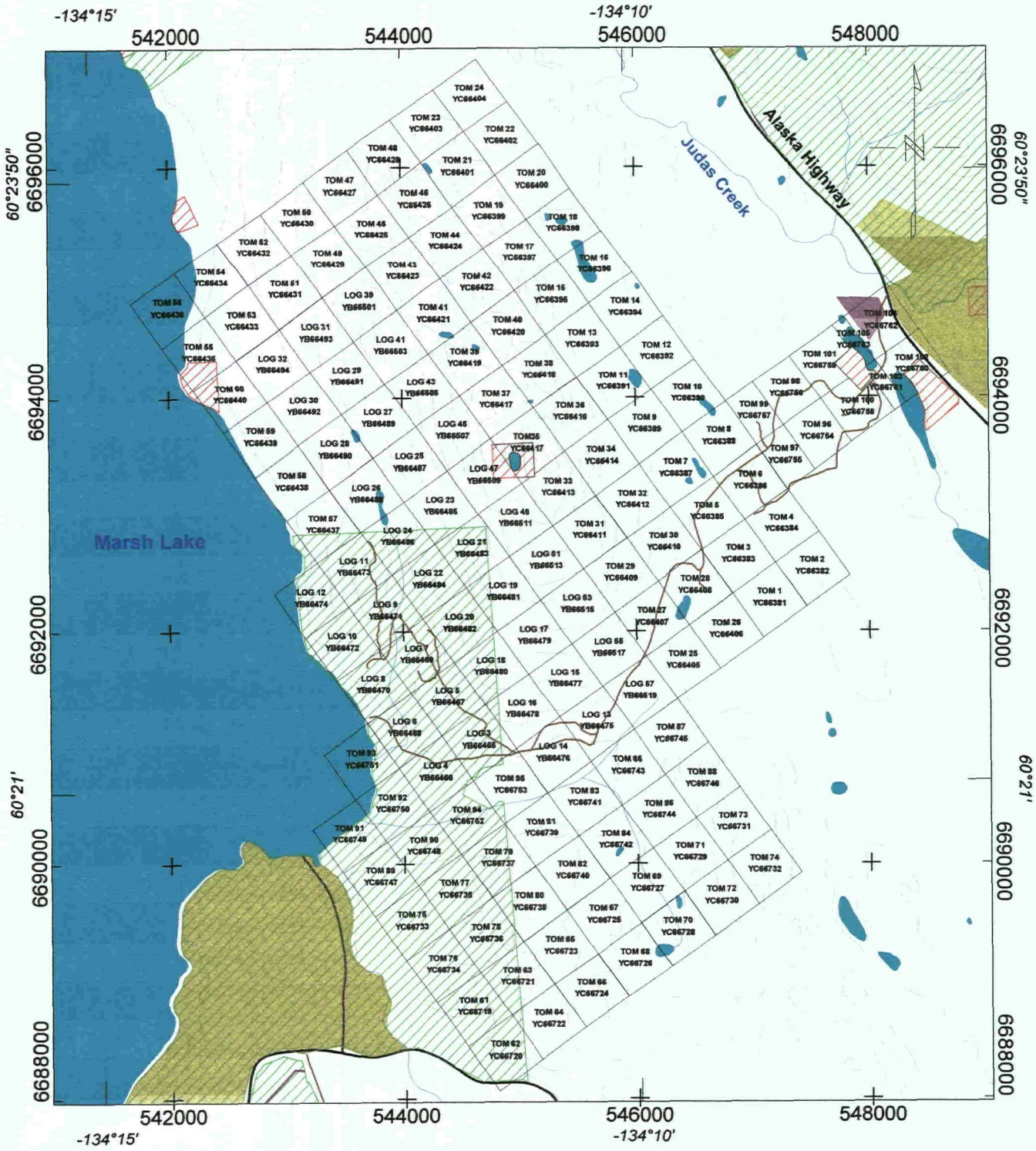
GEOSCIENTIST

100000 0 100000
(meters)

1356139 ALBERTA Inc.	
MARSH LAKE PROPERTY	
Figure 1. Property Location Map	
NTS: 105D08	Mining District: Whitehorse
Datum: NAD83	Projection: UTM Zone 8N
Job: 135-8548-YT	Date: 5 May 09
AURORA GEOSCIENCES LTD.	



First Nation Settlement Land

Interim Protected Land

Private Land

Reservation Land

Scale 1:50000

500 0 500 1000

(meters)

NAD83 / UTM zone 8N

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Figure 2. Claims Location Map
TOM & LOG Claims- Marsh Lake

DATUM: NAD 83
NTS MAPSHEET: 105D/8

UTM ZONE: 8N
DATE: 30 Mar 2010

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LOG 16	YB66478	11/01/2015
LOG 17	YB66479	11/01/2013
LOG 18	YB66480	11/01/2015
LOG 19	YB66481	11/01/2013
LOG 20 - 21	YB66482 - YB66483	11/01/2015
LOG 22 - 32	YB66484 - YB66494	11/01/2013
LOG 39	YB66501	11/01/2013
LOG 41	YB66503	11/01/2013
LOG 43	YB66505	11/01/2013
LOG 45	YB66507	11/01/2013
LOG 47	YB66509	11/01/2013
LOG 49	YB66511	11/01/2013
LOG 51	YB66513	11/01/2013
LOG 53	YB66515	11/01/2013
LOG 55	YB66517	11/01/2013
LOG 57	YB66519	11/01/2013
TOM 1 – 24	YC66381 – YC66404	11/01/2013
TOM 25 - 28	YC66405 - YC66408	11/01/2013
TOM 29 – 56	YC66409 – YC66436	11/01/2013
TOM 57 - 60	YC66437 - YC66440	11/01/2013
TOM 61 - 105	YC66719 - YC66763	11/01/2014

1356139 Alberta Inc owns a 100% interest in the TOM and LOG claims package.

A significant portion of the southwest quadrant of the property falls within a block of un-surveyed category B First Nation Settlement Land. These claims are available for exploration work and subsurface mineral rights are extended to the claim holder. Other small portions of the TOM and LOG claims abut un-surveyed First Nation Interim Protected lands that have been withdrawn from the staking of mineral claims.

4.0 EXPLORATION HISTORY

This property, now known as the Marsh Lake Property, has had an extensive history of exploration work dating back to the turn of the previous century. Historical operators had identified this as an area considered to be very prospective to host economic quantities of gold mineralization.

Prospectors en route to Dawson at the time of the Klondike Gold Rush first examined ultramafic rocks and listwaenite alteration zones around Marsh Lake in the late 1890's. Several gold prospects were investigated at the northeast and southeast ends of the lake by by adits, shafts, and trenches, but no records of production exist (Davidson,

G.S., 1990). The earliest account of exploration in the area reportedly dates back to May of 1898 when J.A. Collins probably staked the Copper Bell (258) claim (Webster, M.P., 1986).

The earliest documented work in the immediate area dates back to September 1964 when P. Gosselin staked the GNM 1-4 claims (90774-90777). The DYMAX 1 claim (Y4958) was staked by P. Poggenburg in April 1966 and transferred to Dymax Explorations Ltd in June.

The MINERAL CLAIM 1-8 claims (Y9854-Y9861) were staked in July 1966 and granted to Josey Rushton in August. If any physical work was done on these claims, it was never filed, as there are no subsequent entries in the claim records of the mining recorder.

Between 1964 and 1971, a limited amount of exploration was done, primarily on the GNM claims, to investigate a quartz-iron carbonate-chrome mica (listwaenite) alteration zone on the property. This work included hand trenching, a 1.53 m adit, and a 4.57 m packsack drill hole (Webster, M.P., 1986).

In 1967, Dymax Explorations Ltd. conducted some minor trenching on the DYMAX 1 claim. A Certificate of Work filed with the mining recorder renewed the claim to April 25, 1968. A report on the trenching results was not available. There are no additional entries in the record beyond June 30,1967 and the DYMAX 1 claim probably lapsed after April 1968.

In 1972, a small diamond drill program was completed on the GNM claims. Two holes were completed for a cumulative total of 208.8 metres (685 feet) (Webster, 1986; Taylor et al, 1990). The author were unable to locate the drill logs or drill core from this program. Furthermore, there is no mention in the public records to suggest the drilling results or assays were significant.

In 1978, the GNM claims were transferred to M. Larocque and the claims were allowed to lapse in 1981.

In November 1981, prospector Gordon McLeod restaked the property as the FM 1–3 (YA74218 – YA74220) and MF 1–4 (YA74221 – YA74224) claims. This staking was apparently prompted in response to some reanalysis of core from the 1972 drill program (Macdonald, 1982; Webster, 1986; Taylor et al, 1990). These reports offer compelling evidence that the 1972 drill core had been preserved. Details are sketchy but it is reported that fire assays returned values of 1.6 g/t and 2.0 g/t gold in fractured volcanic rock (Webster, 1986). As noted above, drill logs were not obtained and the storage location or status of the 1972 drill core could not be confirmed. Webster (1986)

reported the core was stored at the D.I.A.N.D. (Department of Indian Affairs and Northern Development) core library in Whitehorse.

Between 1982 and 1989 the claims were explored by a succession of small exploration programs that focussed on the strongly listwaenite-altered ultramafic rock.

In 1982, Shakwak Exploration Co. Ltd. optioned the FM and MF claims from McLeod and conducted limited geological mapping. Shakwak also completed a small "orientation"-style ground magnetometer survey in an effort to determine if there was a magnetic signature associated with the gold occurrence at the MF-FM prospect. The magnetics survey suggested there was a strong decrease in the magnetic profile that correlated with the interval from the 1972 drill core that assayed an average of 0.05 oz/ton gold (1.71 g/t). The width of the mineralization was not reported. Figures 2 and 3 in the Shakwak assessment report (Macdonald, 1982) indicate that at least one hole was located on the MF 1 claim and this was drilled at an inclination of –80° grid west. Shakwak also staked the BON claim (YA78229) to the northwest in August 1983. Recommendations included expanding the grid to encompass the whole prospect, followed by detailed ground magnetic and electromagnetic (CEM) surveying, geological mapping, soil and rock geochemical surveys, and bulldozer trenching to evaluate zones of interest prior to diamond drilling.

In December 1983, the FM and MF claims were re-staked by B. Harris as the BOG claim (YA81122). No assessment work was reported and the claim simply expired.

In June 1985, G. McLeod re-staked some of the expired FM and MF claims as the Bug 1-4 claims.

Between 1986 and 1989, a significant amount of exploration work was completed on the property.

In June 1986, Noranda Exploration Company Ltd. briefly examined the Bug 1-4 claims and obtained 108 soil samples and 16 rock samples from a 4.45-km survey grid. They also completed a brief mapping program. Highlights of this work included an isolated, single point soil anomaly that returned 750 ppb Au with 540 ppm As. Recommendations included a re-examination of the 1972 drill core, detailed follow up soil sampling and detailed geological mapping.

On June 10, 1986, G. McLeod added the BUG 5-12 claims (YA94879 – YA94886) and the BUG 13-16 claims (YA95186 – YA95189) were staked on July 7, 1986.

In March 1987, G. McLeod transferred the BUG 1-16 claims to Dunvegan VG Syndicate and recorded the BUG 17-20 claims (YA97369-YA97372) on May 25th. These were subsequently transferred to Dunvegan in January, 1988.

In July 1987, G. McLeod recorded the BUG 21-24 claims (YA98074 – YA98077).

In 1987, the Dunvegan V.G. Syndicate conducted an exploration program consisting of existing road upgrading and development of four kilometres of new road to access the trenching targets. Bulldozer trenching was followed up by mapping and sampling of the four trenches. The primary objectives were to evaluate the gold-in-soil anomaly discovered by Noranda and to better expose several quartz veins on the Bug 1-20 claims.

The most significant results were reported from Trench 87-1 where gold mineralization occurred in felsic volcanic rocks and the pebble unit. (Davidson, G.S., 1987). This trench was excavated on the 750 ppb gold-in-soil anomaly located by Noranda. The trench exposed " a pyrite rich (up to 5%) pebble unit with flow features that probably formed as a turbidite or tuffaceous flow. This unit lies in contact with Laberge Group sediments, mainly slates on the east side of the trench. A felsic dyke intrudes the sediments along the contact. The west side of the trench exposes serpentinite and talc schist (T. Bremner). Brecciated quartz veins cut the pebble unit, trending in a northerly direction." The best chip sample result was returned from a rusty clay zone with 5% pyrite. This sample assayed 1,790 ppb Au over a width of 50 cm. A total of eight chip-channel samples were taken and the Au values ranged from 112 ppb Au to the high described above. The samples appear to have been taken at an oblique angle to the strike orientation and are therefore not representative of true thickness. Recommendations included excavation of a series of trenches along the contact to evaluate the mineralized felsic dyke and pebble unit. Another significant result was 500 ppb gold over 4.0m, from brecciated and altered sedimentary rocks containing pyrite (Taylor et al, 1990).

Also in 1987, representatives of Newmont Exploration of Canada Ltd. collected samples from trench 1 and trench 2. The samples were analysed by the neutron activation technique and values of up to 992 ppb Au were obtained. In a Newmont letter to the property owners dated November 26, 1987, it was stated "the sampling on the BUG claims did show elevated values in gold and the property has merit" (Taylor et al, 1990). An option agreement was never concluded.

In February 1988, G McLeod staked and recorded the BUG 25-50 claims (YB12869 – YB12894) on behalf of Dunvegan Exploration Ltd.

In October 1988, D. Shaw of Resource Research Group conducted a brief review of the available data and suggested further work was warranted to extend the known anomalies and to test for new ones (Taylor et al, 1990).

During the period of June to August 1989, W. Taylor supervised an exploration program on the BUG claims that included the establishment of two grids, rock and soil sampling, geological mapping and geophysical surveying. The orientation grid (Main grid), established with a baseline azimuth of 162°, extended from 6+00S to 18+00N and overlapped the 1986 Noranda grid. Wing lines (cross lines) trending 072° were established at 100 metre spacing between 1+00S and 5+00N. Stations were flagged at 25 metre intervals. To the north and south, the wing lines were at intervals of 200 and 300 metres. In total, of 13.5 line-kilometres of gridding was completed.

A smaller grid, referred to as the Showing grid, was established over Trench 87-1. The baseline, running north-south for 100 metres, was flagged at 10 metre intervals along 6 east-west wing lines, each 100 metres in length.

Mapping was conducted at 1:2500 scale with mineralized and/or alteration zones prospected and selectively sampled. Trench 87-1 was re-mapped at a scale of 1:100. A total of 53 rock samples, including selective grabs, grabs, and blasted float were analyzed. The well-mineralized specimens were assayed by Au metallics (+/- 150 mesh). The sparsely mineralized samples were checked by regular Fire Assay (20 gm). Most were also analyzed by 25 element ICP methods. A total of 162 soil samples, mainly from the C-horizon, were collected. Soils were analyzed for gold by the Fire Assay – AA Finish method in addition to 25 element ICP method.

Rock geochemistry (ICP analyses) suggested higher gold values were generally associated with elevated levels of silver, arsenic, and to some extent zinc. The highest gold value obtained in place from Trench 87-1 was described as a 20 cm chip sample that assayed 860 ppb Au. The highest value was obtained as a 75 cm chip sample from what was described as blasted float and assayed 0.02 oz/ton Au. Rock sampling also identified a zone of anomalous gold mineralization about 50 metres to the south and west of Trench 87-1. This zone (Zone B) returned a best value of 810 ppb Au from a selective grab of subcrop described as pyritic, quartz flooded, listhwaenite-altered ultramafic.

Soil sample results were inconclusive. This was attributed to a variety of conditions, including poor soil development and quality, presence of a blanket of glacial till, permafrost, and swampy ground.

Ground magnetometer and VLF-EM surveys were conducted over both grids by consultant J.P. Steele. Both surveys were intended as orientation surveys to test the effectiveness of the selected methods. The magnetic survey identified two principle domains: one of high magnetic values (59,000 – 61,000 nT) that is correlative with serpentinized ultramafic rocks and one of lower values (57,000 – 58,000 nT) that was correlative to volcanic and sedimentary rocks. In general, it was not possible to

differentiate between the volcanic and sedimentary rocks based on the magnetic signature (Steele, J.P., 1989).

The VLF-EM surveys outlined a number of conductive horizons that were thought to represent traces of faults or shear zones. The high magnetic domain was bounded on its east and west margins by such conductors but they were not limited to this setting. VLF-EM conductors were located that crossed the volcanic rocks and within the sediments in the Trench 87-1 area.

Based on the 1989 exploration program, Dunvegan concluded that: two zones of anomalous gold mineralization occur on the property (Trench 87-1 and Zone B), gold mineralization is associated with shear zones or faults, quartz-carbonate alteration of the ultramafic rocks is extensive, and that the magnetic and VLF-EM geophysical surveys indicate that areas of low magnetic response that coincide with VLF-EM conductor axes within the main shear zone represent prospective exploration targets on a property-wide scale, and that the geological environment is very similar to that described in the Atlin Gold camp in northern B.C. near the B.C. – Yukon border.

Between August, 1991 and May 25, 1992, the BUG 1-50 claims were allowed to lapse. The original BUG 1-20 claims were restaked and recorded May 28 1992 , on behalf of Dunvegan Exploration Ltd., as the BUG 1-20 (YB36850 – YB36869) claims.

In March 1994, a government sponsored DIGHEM V airborne EM and Magnetics geophysical survey was flown over the Jakes Corner area in southern Yukon. This survey covered portions of three 1:50,000 scale NTS map sheets — 105C/05, 105D/08, and 105D/09. The claims and area around Marsh Lake were covered by this survey.

Dunvegan Exploration allowed the BUG 1-20 claims expire on November 28, 1995. A. Macdonald restaked the property the following day as the LOG 1-82 claims (YB66463 – YB66544) and transferred the claims to Cra-Mar Mining Inc. in January 1997.

In November 1996, Cra-Mar Mining completed a 34-hole augur drill program on the LOG claims. Drill logs indicate the holes went to the bedrock interface or stopped in overburden. All sample cuttings from each hole were recovered and bagged with the hole number and depth recorded. Subsequently, a portion of each sample was taken and washed. There were "no visible signs of either Gold or Silver." As a result, no samples were sent for assay. Drill logs indicate that four holes that reached bedrock on the LOG 13 claim encountered serpentinite.

In December 2001, all but the following LOG claims expired:

LOG 3-32
LOG 39
LOG41

LOG 43
LOG 45
LOG 47
LOG 49
LOG 51
LOG 53
LOG 55
LOG 57

These remaining LOG claims were acquired by 1356139 Alberta Inc.

In October 2007, the TOM 1-60 claims (YC66381 – YC66440) were staked and recorded on behalf of 1356139 Alberta Inc. In November 2007, Aurora Geosciences Ltd conducted a ground-based magnetometer survey over portions of the LOG 5-10 claims. This survey area included the mineralization of the Trench 87-1 and Zone B showings. The survey outlined a linear trend of highly magnetic rocks that correlate with the ultramafic rocks identified in previous mapping. In January 2008, the TOM 61-105 claims (YC66719 – YC66763) were staked and recorded on behalf of 1356139 Alberta Inc. Between January and April 2008, a five-hole drill program was completed by 1356139 Alberta Inc. In January 2009, one hole was deepened and in November 2009, a drill hole was drilled north of the previous drilling.

5.0 DESCRIPTION OF WORK PROGRAM

This section describes drilling conducted on the Marsh Lake Property Property between November 3-11, 2009.

5.1 Personnel & equipment.

The work program was conducted by the following personnel:

Crew chief:	Warren Kapaniuk
Drillers helper:	Shawn Scott
Line cutters / labor:	Matt Olsen Louis Bissonette

The crew were equipped with the following equipment:

Drilling equipment:	1 -	JKS Packsack gas-powered diamond drill w/ feedframe, base
	2 -	Bronco gasoline powered water pumps
	500' -	High pressure water line
	1 -	Tool crib
	2 -	Core barrels - 5'
	200'-	EW aluminum and steel rods
Camp:	2 -	14x16 tents
	2 -	Cot sets
	1 -	Kitchen set
	1 -	Paloma water heater
	1 -	2KVA inverter power supply
Geological:	1 -	Binocular microscope
	1 -	Logging laptop w/ Geosoft Target
	1 -	Sampling tools and supplies (bags, tags, assay books, etc.)
Vehicles:	1 -	ATV
	1 -	1 ton truck
Other:	1 -	Globalstar (emergency) phone
	1 -	BC #3 First Aid Kit

The survey log in Appendix B includes a description of daily operations. A statement of costs is compiled in Appendix C.

5.2 Specifications.

Drilling was conducted according to the following specifications:

Mapping datum:	NAD83 Zone 8N UTM (metric)
Drill hole location:	544117E 6691622N NAD83 Zone 8N UTM (metric)

Collar elevation:	712.5 m
Drill hole azimuth:	310°
Drill hole inclination:	45°
Logging & sampling:	The drill core was logged by the Project Manager, M.J. Wark, P Geo. After logging and photography, whole-core samples were sent to Loring Laboratories in Calgary for Analysis.

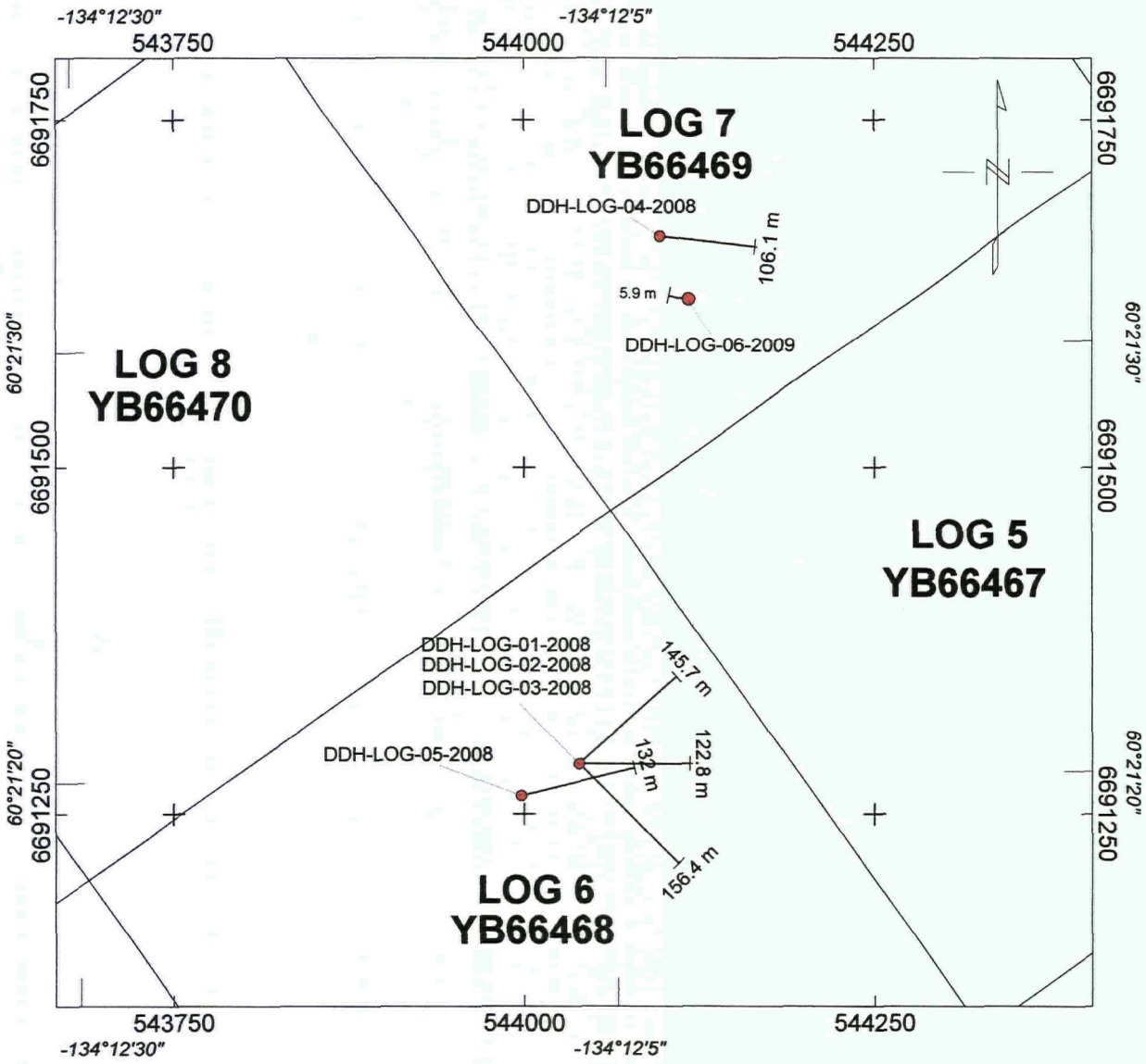
Drill hole DDH-LOG-06-2009 is plotted together with nearby drill holes in Figure 3. The drill hole was sited to test mineralization beneath a CAT trench.

5.3 Sample analysis.

Core samples collected during the program were sent to Loring Laboratories Ltd. in Calgary, Alberta for processing. A total of 7 drill core samples were cut and collected. All sample intervals were determined by the logging geologist, based on lithology and mineralization. Core recoveries were generally poor. All samples were handled in a secure manner. Each sample was placed in sealed poly bag with a sample tag, which were then placed in sealed rice bags for shipment to the lab in Calgary. Each rice bag was sealed with a firmly attached security tag. Loring Labs was provided with a list of the contents for each bag shipped. Core samples were analyzed using a multi element ICP analysis, and a fire assay gold technique.

The entire sample was crushed to 2 mm using primary jaw and secondary cone crushing. Sample was then completely homogenized and a split of 250 to 350 grams was obtained by passing sample through a Jones riffle. The sub sample was pulverized using a TM ring and puck pulverizer to 95% -150 mesh. Pulp was then rolled 100 times to ensure complete homogenization, placed in sample bag and ready for analysis.

The 30-element ICP analysis procedure requires that a 0.5 gram sample is weighed into a test tube. 5 ml of 1-3-1 HNO_3-HCl-Water mixture is added to the test tube. Samples are heated at 100 ? C for 1 hour in aluminium digestion blocks. Samples are cooled and 5 ml of distilled water is added to adjust volumes to 10ml. Samples are mixed on a vortex mixer and allowed to settle. The ICP is turned on and allowed to warm up for 15 minutes before samples are transferred to auto sampler tubes and placed in racks. Samples, checks, and standard reference samples are analyzed by ICP for a 30 element package. Final analysis is checked to ensure all QA/QC controls are met, and a report is generated for the client. Results were emailed and/or mailed to the client.



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Scale 1:5000

50 0 50 100

(meters)

NAD83 / UTM zone 8N

1356139 ALBERTA INC.	
Figure 4 : Drill Plan - Claims Assessment TOM & LOG Claims	
DATUM: NAD83 NTS: 105D/8	UTM Zone 8N 30 Mar 2010
Aurora Geosciences Ltd.	

The fire assay gold technique employed 1 assay-ton of pulp weighed into a 40 gm crucible. Flux with 140 gm of a mixture, consisting of : Litharge, Soda Ash, Silica, Borax Glass, excess litharge where required (ie high sulphides) was added together with 1 silver Inquart. The crucible was placed in an assay furnace at 1100 °C and fused for 40-45 min. Cupels were preheated in the furnace. Lead buttons were placed onto the cupels. The lead was driven off at a rate of 1 g/min. Cupels were then removed and cooled. Silver beads were subsequently removed and cleaned, and then placed into parting cups where 1:7 HNO_3 was added. Samples were then heated to the point where silver was dissolved, washed and dried. The annealed beads were then weighed; 1 mg of gold per 1 assay ton is 1 ounce per ton.

Table 2. Assay Detection Limits

Element	Detection Limit	
	Lower	Upper
Ag	0.5ppm	30.0 ppm
Al	0.01%	10.00%
As	5ppm	10,000 ppm
Au	5ppb	100%
B	1ppm	10,000 ppm
Ba	1ppm	10,000 ppm
Bi	1ppm	10,000 ppm
Ca	0.01%	25.00%
Cd	1ppm	10,000 ppm
Co	1ppm	10,000 ppm
Cr	1ppm	10,000 ppm
Cu	1ppm	10,000 ppm
Fe	0.01%	25.00%
K	0.01%	25.00%
La	1ppm	10,000 ppm
Mg	0.01%	25.00%
Mn	1ppm	10,000 ppm
Mo	1ppm	10,000 ppm
Na	0.01%	25.00%
Ni	1ppm	10,000 ppm
P	1ppm	10,000 ppm
Pb	1ppm	10,000 ppm
Sb	1ppm	10,000 ppm
Sr	1ppm	10,000 ppm
Sn	1ppm	10,000 ppm
Sr	1ppm	10,000 ppm
Th	1ppm	10,000 ppm
Ti	0.01%	25.00%

U	1ppm	10,000 ppm
V	1ppm	10,000 ppm
Zn	1ppm	10,000 ppm

5.4 Data.

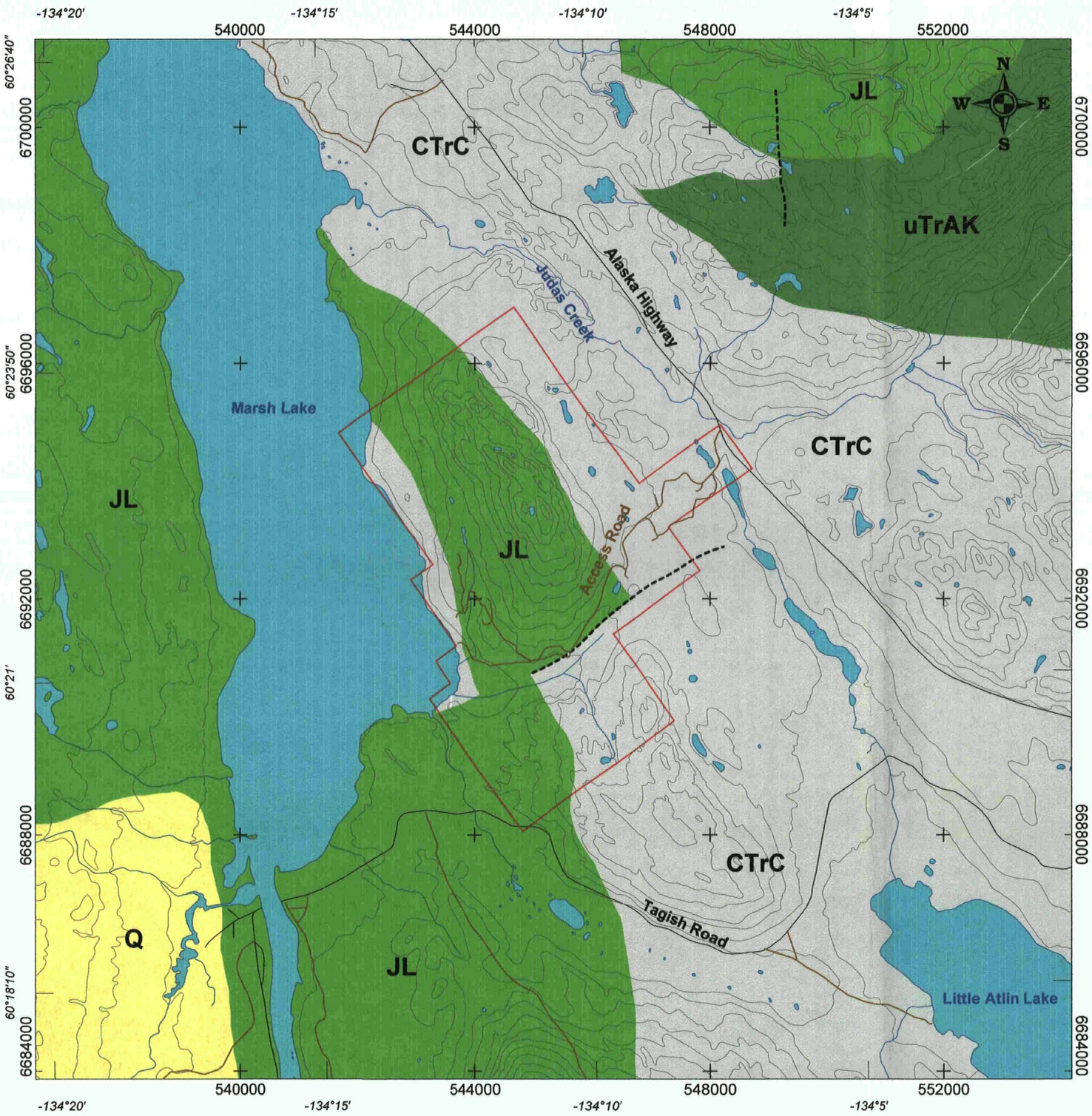
The drill hole log is in Appendix D. Assay certificates are in Appendix E. A CD-ROM with the data is in the back map pocket.

6.0 PHYSIOGRAPHY & CLIMATE

The Marsh Lake Property is situated within the north-south trending Whitehorse Trough on NTS map sheet 105D/8. The property lies on the glacial till-covered floor of the Whitehorse Trough with average elevations of 750 m and local relief of up to 275 m. The prominent features of the property are Judas Mountain (Elev. 1025 m), and Marsh Lake to the west. Vegetation in the area consists primarily of moderately dense pine and spruce forest with alder and poplar thickets, alpine moss on exposed rocky areas and marsh grasses in the swampier portions of the property. Temperatures can be extreme in the area and may range from highs in the low 30's C in summer to lows in the –40's C in winter.

7.0 REGIONAL GEOLOGY

The regional geology of the TOM - LOG Property area is taken from Gordey and Makepiece (2003), Hunt et al. (1995), Bultman (1979), Cairnes (1912), Cockfield and Bell (1944), and Wheeler (1961). The regional geology is summarized in Table 2 and depicted in Figure 4. The Marsh Lake region is along the boundary of the Stikinia and Cache Creek Terranes. These were amalgamated 180 MA, forming the Intermontane Superterrane. Although Stikinia is restricted to the Intermontane Belt, it is the largest terrrane in the Cordillera and is composed of a linear belt of primarily volcanic rocks. The overlying Cache Creek terrane represents a Mississippian to Jurassic tectonically dismembered ophiolitic assemblage dominated by sedimentary, volcanic and ultramafic rocks (Hunt et al., 1995) that includes the Taku and Cache Creek Groups discussed further in the Property Geology section of this report. The Cache Creek terrane was previously interpreted as an ocean floor that existed between the Stikinia and Yukon Tanana terranes, however, it is currently thought to represent one of the two most exotic terranes in the Cordillera due to the presence of fossils that are found in Asia. Current research suggests that the Cache Creek terrane began subducting underneath the Yukon Tanana Terrane but eventually buckled and thrust atop the younger Stikinia, creating a structurally complex zone that is continuously being re-interpreted (D.



LEGEND

Gordey and Makepiece (1999)

Q — **Quaternary : (Quaternary) : Unconsolidated glacial silt, sand and gravel.**

JL — **Laberge Group : (Lower to Middle Jurassic) : Poorly sorted arkosic sandstone and shale with heterolithic pebble and boulder conglomerate; thinly bedded dark brown to green silty shale.**

uTrAK — **Aksala Group : (Upper Triassic) : Brown shale, black and *minor red siltstone, calcareous greywacke, argillaceous* to massive limestone, massive dolostone and minor laminated chert.**

CTrC — **Cache Creek Group : (Carboniferous to Jurassic) : Rusty to dun brown weathering, strongly magnetic, serpentinized and chloritized ultramafic rocks including gabbro, peridotite, dunite, serpentinite and pyroxenite; andesitic and basaltic greenstone, massive metabasite and hornblende diorite.**

TOM and LOG Claims. Property Boundary

Fault

PROFESSIONAL ENGINEER — PROVINCE OF BRITISH COLUMBIA — M.A. POWER — 31111

Scale 1:75000

1000 0 1000 2000 3000 4000

(meters)

NAD83 / UTM zone 8N

1356139 ALBERTA INC.	
Figure 3: Regional Geology Map TOM & LOG Claims - Marsh Lake	
DATUM: NAD 83 NTS: 105D/8	UTM Zone 8N DATE: Oct. 21, 2008
Aurora Geosciences Ltd.	

Murphy, 2008, comm.). The older Stikinia terrane represents Late Triassic to Middle Jurassic arc-derived sedimentary rocks with lesser volcanic component including the Lewes River and Laberge Groups and lesser Askala Group. Furthermore the Cache Creek terrane is considered to represent a large thrust sheet that overlies the Stikinia terrane (Gordey and Stevens, 1994). The thrust sheet and the footwall are locally cut by steep northeast and northwest-trending normal faults along which are faulted horsts of Stikinia strata (Hunt et al., 1995) – this movement is thought to be associated with movement in the Whitehorse Trough. Younger, Late Cretaceous to Eocene granitic rocks of the Coast Plutonic complex intrude the older sequences (Erdmer and Mortenson, 1993).

The formations of the Whitehorse map area range in age from Paleozoic to Quaternary and recent. The oldest unit of the map sheet, the late Paleozoic Yukon Group metasediments, most commonly occurs within Cretaceous Coast Plutonic Complex granitic rocks, the east margin of which is coincident with the west boundary of the Mesozoic Whitehorse trough that extends southeast from south central Yukon into northern British Columbia (Webster, 1986). The Whitehorse trough is a synclinorium with Lower to Middle Jurassic clastic strata of the Laberge Group at its centre flanked by basal Upper Triassic Lewes River Group and Taku Group. The tectonic history of the trough includes numerous Triassic volcanic events which initiated deposition within the trough, a period of deformation with uplift in the late Jurassic, compressive deformation in the early Cretaceous and events of intrusion and volcanism in late Cretaceous and early Tertiary times (Bultman, 1979). The Mid-Cretaceous Hutshi Group, comprised of flat lying volcanic and sedimentary rocks, and the younger Skukum Group volcanics unconformably overlie the older Mesozoic rocks (Webster, 1986). The lower Tertiary Skukum Group complex is deposited on the Cretaceous granitic rocks of the Coast Plutonic Complex and is comprised of intermediate to felsic volcanic rocks that occur at Tertiary volcanic centres on the west flank of the Whitehorse Trough. Several preserved centres of continental volcanism are present in the southern Yukon (Smith, 1982); including the Skukum Volcanic Complex and the Bennet Lake Cauldron Complex (BLCC). A similar volcanic sequence of slightly older, Late Cretaceous Mt. Nansen Group rocks occurring at a third centre on Montana Mountain was mapped by Roots (1982) as a deeply eroded stratavolcano that formed when the ancient Kula Plate was subducting under the southwestern Yukon (Mihalynuk, et. al, 1999).

The youngest rocks in the area include: small rhyolite stocks, dykes and quartz veins associated with Tertiary volcanic centres, Pleistocene columnar basalts intercalated with Yukon River sediments that occur at Miles Canyon , and the Coast Plutonic rocks which underlie most of the west part of the map-sheet and cut folded Mesozoic and Hutshi Group rocks.

Table 3. Marsh Lake Property - Regional Stratigraphy

Period	Formation	Description
Quaternary	Quaternary	Unconsolidated glacial silt, sand and gravel.
Tertiary	Skukum Group	Andesite, basalt, rhyolite, trachyte breccia, tuffs, flows. Granitic breccia, minor greywacke, sandstone and siltstone
Cretaceous	Coast Intrusions	Hornblende-biotite-oligoclase granodiorite diorite, granite, pegmatitic syenite
Lower to Middle Jurassic	Laberge Group	Poorly sorted arkosic sandstone and shale with heterolithic pebble and boulder conglomerate; thinly bedded dark brown to green silty shale.
Upper Triassic	Aksala Group**	Brown shale, black and minor red siltstone, calcareous greywacke, argillaceous to massive limestone, massive dolostone and minor laminated chert.
Upper Triassic	Lewes River Group	Volcanic greywacke, siltstone, argillite, limestone breccia, conglomerate; volcanic breccia, agglomerate, tuff; andesite porphyritic andesite & basalt.
Carboniferous to Jurassic	Cache Creek Group	Rusty to dun brown weathering, strongly magnetic, serpentinized and chloritized ultramafic rocks including gabbro, peridotite, dunite, serpentinite and pyroxenite; andesitic and basaltic greenstone, massive metabasite and hornblende diorite.
Pennsylvanian and Permian	Taku Group	Limestone, breccia, chert; greenstone and pyroclastic rocks.

** The Askala Group was not noted on the property

8.0 PROPERTY GEOLOGY

The Marsh Lake Property geology is shown in Figure 5. The property lies in a structurally complex zone where Stikinia and Cache Creek terranes are juxtaposed. The Cache Creek terrane represents a Mississippian to Jurassic tectonically dismembered ophiolitic assemblage dominated by sedimentary, volcanic and ultramafic rocks (Hunt et al., 1995). The Cache Creek terrane includes the Taku and Cache Creek Groups discussed in the Regional Geology section of this report. The juxtaposed Stikinia Terrane represents Late Triassic to Middle Jurassic, arc-derived, sedimentary rocks with lesser volcanic component. Furthermore the Cache Creek terrane is considered to represent a large thrust sheet that overlies the Stikinia terrane (Gordey and Stevens, 1994). The thrust sheet and the footwall are locally cut by steep northeast and northwest-trending normal faults along which are faulted horsts of Stikinia strata (Hunt et al., 1995).

The Property is underlain by Pennsylvanian to Permian metamorphosed sea-floor and volcanic rocks presumed to belong to the Taku Group of the Cache Creek terrane. In general, the unit is medium- to dark-green coloured with a brecciated and sheared groundmass containing angular chert fragments, pyroxene, minor pyrite and magnetite. Concordant to the greenstone schistosity, a unit of serpentinized peridotite occurs as repetitive sills or an elongated ovate body adjacent to the Taku Group volcanics. The peridotite is structurally contorted with highly variable schistosity azimuth, intense folding and locally abundant slickensides. Narrow (<1 cm wide) seams of brittle cross-fibre asbestos occur north of the property and locally in small outcropping blocks of serpentinite; talc, magnetite and chromite are minor accessory minerals in this unit. Small isolated blocks of outcropping serpentinite flank mélange rocks of sea-floor origin on the WNW side of the property. In particular, outcrop 018 contains veins of fibrous asbestos that cut the rock transverse to well-developed foliation. Hunt et al. (1995) argue that the ultramafic rocks in the survey area have the mineralogical and structural hallmarks of mantle tectonites, similar to those described in the Atlin area by Ash (1994).

A northwest trending depression present on the NW edge of the claims obscures the east margin of a mélange of altered ophiolitic rocks. This depression may be interpreted as a NW-trending steeply dipping fault, or a more recessive rock type, such as limestone (which was recovered in the 2008 drill core) may occur in the valley. The east side of the valley is marked by a prominent ridge of resistant, intensely silicified and carbonatized, mariposite-rich, sulphide-poor ophiolitic rocks. The ridge extends north and contains several quartz carbonate stockwork zones up to 30 metres wide. These zones are made up of a network of narrow, usually <2 cm wide, white, agate-like quartz carbonate stringers which appear to have intruded the host with little evidence of structural control. Sulphides are rare in these zones and locally the stringers may occupy up to 80% of the rock. This resistant mariposite rich ridge is offset, by up to tens

of metres, by several steep-angle, north trending faults.

The volcanic package is overlain west of the ridge by Laberge Group sediments comprised largely of medium- to dark-grey greywacke, quartzite and chert which dip gently to the west. Local structural deformation and alteration is noted at the contact of the mariposite-rich ophiolitic rocks, however east of the contact, the Laberge Group clastic rocks appear unaltered. Minor pyrite may be found in these younger (Lower to Middle Jurassic) sedimentary rocks.

9.0 ECONOMIC MINERALIZATION

Several potential deposit types exist on the Marsh Lake property these would include ultramafic hosted chromium, listwaenite associated lode gold veins, and epithermal vein gold. These deposit types have been summarized by the work of Hunt et. al (1995).

Several small chromite occurrences have been reported within the Cache Creek Group. These showings typically occur in tectonized and serpentinized peridotite and olivine cumulates near their contacts with gabbro. Their lenticular shape may be a primary depositional feature or result from tectonic dismemberment (Hunt et. al., 1995). Typically, there is very little or no sulphide mineralization associated with the chromite mineralization in these metamorphosed ultramafic units. Within the Cache Creek Terrane the TOG occurrence (Minfile 105C 028) has been reported as a 1.3 x 1.7 m pod of coarsely crystalline, massive chromite. Samples from this showing returned values ranging from 26 – 43% Cr_2O_3 (taken from Hunt et. al, 1995).

Listwaenite is a rock type formed by the intense carbonate and silica alteration and replacement of ultramafic rocks (Hunt et. al, 1995). In Atlin, south of Whitehorse, the Cache Creek terrane exhibits listwaenite-altered rocks that contain gold veins hosted in fault zones which acted as conduits for the hot, CO_2-rich fluids that altered the ophiolitic host rock. The Atlin Au-deposit is high-grade, low-tonnage and its alteration is characterized by massive ankerite and dolomite with quartz flooding. The intense hyrdrothermal alteration associated with listwaenite formation destroys magnetite in the serpentinized ultramafic wall rocks creating a narrow low-magnetic zone that contrasts with the highly magnetic country rocks, however, if graphite is formed along the host fault zone, then the zone will have a coincident zone of high conductivity (Hunt et al., 1995).

Gold values in occurrences in the Atlin, B.C. area have a strong positive correlation with arsenic. Mineralization is associated with a second phase of quartz which is clear, grey and vuggy and cuts the massive white quartz, or as ribbon-banded quartz along the vein's margins. Gold tends to be coarse, native and, in most cases, appears to be confined to the veins and is not present in the altered wall-rock.

The TOM – LOG claims area could provide a favorable environment for epithermal vein formation. The occurence of felsic plutonic and volcanic rocks (which are generally associated with epithermal precious metal vein deposits), large faults and many late, steep faults provide a favorable environment for the emplacement of epithermal veins. Epithermal veins can be sulphide-poor, thus contributing little electrical conductivity, but have intense, and locally extensive propylitic wall rock alteration which destroys mafic minerals and magnetite. Regions considered likely to host epithermal deposits are proximal to the Marsh Lake and Crag Lake faults, as well as an intensely faulted region north of Jakes Corner, and zones peripheral to the plutons near Marsh Lake.

10.0 DRILL RESULTS

Drilling operations included the clearing of access and water line trails, drilling one short hole and spudding a second. Drilling operations were fraught with difficulties including a blown transmission and two blown pressure pumps. Drilling was terminated when temperatures dropped precipitously and the crew was unable to keep the water lines from freezing. Hole 06-2009 intersected 5.94 m of argillite with listwaenite at the base. Best assays returned from this material were 558 ppb Au over 0.31 m within an interval running 446 ppb over 1.83 m.

11.0 CONCLUSIONS

The results of the drill program support the following conclusions:

a. Light drilling operations should not be conducted in subzero weather when there is no water proximal to the drill.

b. Gold mineralization is found 400 m north of the area drilled in 2008 and the area between the two drill sites is prospective for gold mineralization.

12.0 RECOMMENDATIONS

The following recommendations, based on the conclusions of this report are made for additional work on this property:

a. The trend from the pit south to the area of the 2008 drilling should be systematically drilled as resources permit.

Respectfully submitted,
AURORA GEOSCIENCES LTD.

Mike Power M.Sc. P Geo
Geologist

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APPENDIX A. CERTIFICATE

I, Michael Allan Power, M.Sc. P.Geo., CPG, P.Geoph., with business and residence addresses in Whitehorse, Yukon Territory do hereby certify that:

1. I am a member of the Association of Professional Engineers and Geoscientists of British Columbia (registration number 21131) and a professional geophysicist registered by the Northwest Territories Association of Professional Engineers, Geologists and Geophysicists (licensee L942). I am a Certified Professional Geologist with the American Institute of Professional Geologists.

2. I am a graduate of the University of Alberta with a B.Sc. (Honours) degree in Geology obtained in 1986 and a M.Sc. in Geophysics obtained in 1988.

3. I have been actively involved in mineral exploration the Northern Cordillera since 1988.

4. I have no interest, direct or indirect, nor do I hope to receive any interest, direct or indirect, in 1356139 ALBERTA INC. or any of its properties.

Dated this 31st day of March, 2010 in Whitehorse, Yukon.

Respectfully Submitted,

Michael A. Power M Sc P Geo.

APPENDIX B. SURVEY LOG

AURORA GEOSCIENCES

Job 135-9558-YT
Marsh Lake Packsack Drilling

PROJECT LOG

Crew: Mike Wark [MW] - Project Manager
Warren Kapaniuk [WK] - Crew chief
Matt Olsen [MO]
Louis Bissonette [LB]
Shawn Scott [SS]

Tues 03 Nov 2009	LB, MO and SS take camp out to Marsh Lake Property, set most of it up but return to town for the night.
Wed 04 Nov 2009	Entire crew took the drill and accessories out to the property and set it up. LB and MO cut a 300 m water line trail.
Thu 05 Nov 2009	WK, LB, SS, MO, Laid out water line and started drilling. MW on site. Part failure after 40 min and WK and SS returned to town to repair. MO, and LB stayed to drain pumps and water line.
Fri 06 Nov 2009	LB and MO cut access trail for drill move. WK and SS fixed transmission in shop.
Sat 07 Nov 2009	WK and SS returned to camp. Broke one pump and started using only 1. Drill 15ft (5 Hr) in broken bedrock.
Sun 08 Nov 2009	Hit Quartz vein and stopped drilling after binding rods at 20'. Moved to drill site in L 200. Moved water line.
Mon 09 Nov 2009	Water line frozen. Burst 1 line. All hose taken in to thaw.
Tues 10 Nov 2009	Unable to thaw the water line in camp. Crew took the water line back to town to the shop to thaw.

Wed 11 Nov 2009	Relaid water line, began drilling, second pump quit. Pulled down the camp and demobed.

APPENDIX C. STATEMENT OF COSTS

STATEMENT OF COSTS

Preparation		
Crew & equipment preparation	$800.00	
Total - Preparation	*$800.00*	$800.00
Drilling & related operations		
Line & trail cutting crew: 4 days @ $1550	$6,200.00	
Drilling crew: 3 days @ $2,050	$6,150.00	
Camp mobe / demobe	$3,000.00	
Drill	$3,300.00	
Camp rental	$1,650.00	
ATV & trailer	$1,320.00	
Truck & trailer	$2,200.00	
Saws, tools, radios, field office	$550.00	
Total - Drilling & related operations	$24,370.00	$24,370.00
Supplies & services		
Cargo, food, gas,	$2,878.81	
Assays	$223.30	
Total - Supplies & services	$3,102.11	$3,102.11
Report	$2,000.00	
Total - Report	*$2,000.00*	$2,000.00
Total project expenditures		$30,272.11

I certify that this statement of costs is true to the best of my knowledge.

M.A. Power, M Sc , P Geo

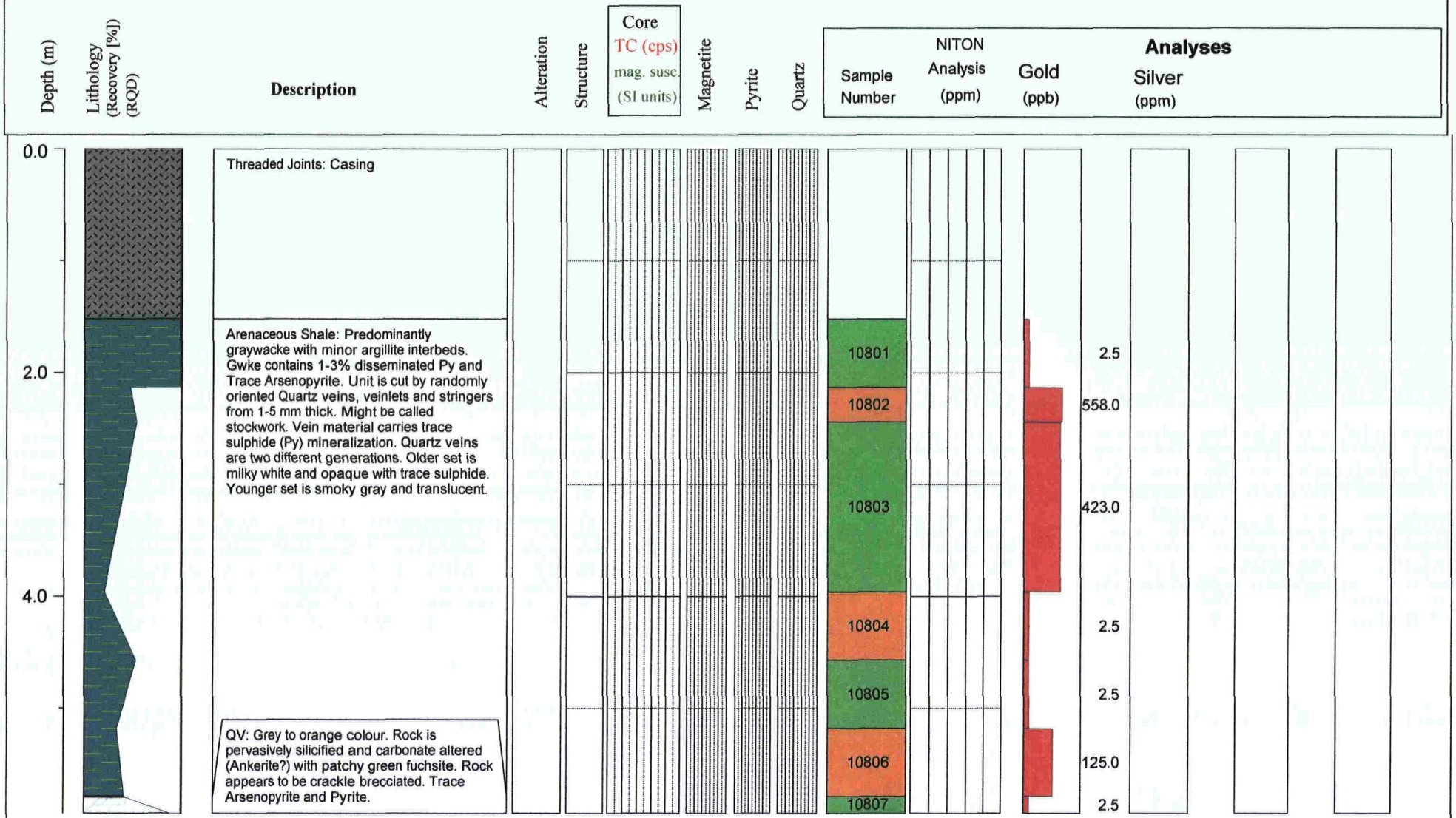
APPENDIX D. DRILL HOLE LOG

Property: MARSH LAKE PROPERTY
Area: Whitehorse District, YT
Drillhole #: LOG-06-2009 Core size: EW
Drill rig: Packsack

UTME [NAD83 8N]: 544117E
UTMN [NAD83 8N]: 6691622N
Elevation (m): 712.5 m ASL
Drilled: 5-Nov-09 to 5-Nov-09

Azimuth (UTM): 300
Dip / inclination: -45
Total depth: 5.94 m
Logged by: MW

AURORA GEOSCIENCES



APPENDIX E. ASSAY CERTIFICATES

Loring Laboratories Ltd.

629 Beaverdam Road N.E.,
Calgary Alberta T2K 4W7
Tel: 274-2777 Fax: 275-0541
loringlabs@telus.net

ISO9001:2008 Certified

TO: 1366139 ALBERTA INC.
291 SUNVALE DR. SE
Calgary, AB
Ph: 403-819-3944

Attn: TOM KINNEY

File No : 52538
Date : Dec. 08, 2009
Samples : Rock

Certificate of Assay

Sample No.	Au ppb
"Assay Analysis"	
10801	<5
10802	558
10803	423
10804	<5
10805	<5
10806	125
10807	<5

I HEREBY CERTIFY that the above results are those assays made by me upon the herein described samples:

Assayer

Rejects and pulps are retained for one month unless specific arrangements are made in advance

FORM ASYC-015

Loring Laboratories Ltd.
623 Beaverdam Road N.E.,
Calgary Alberta T2K 4W7
Tel: 274-2777 Fax: 278-0541
loringlabs@telus.net

ISO9001:2008 Certified

TO: 1356139 Alberta Inc
291 Sunvale Dr. SE

FILE: 52538

DATE: December 09, 2009

Attn: Tom Kinney

30 ELEMENT ICP ANALYSIS

Sample No.	Ag ppm	Al %	As ppm	Au ppb	B ppm	Ba ppm	Bi ppm	Ca %	Cd ppm	Co ppm	Cr ppm	Cu ppm	Fe %	K %	La ppm	Mg %	Mn ppm	Mo ppm	Na %	Ni ppm	P %	Pb ppm	Sb ppm	Sr ppm	Th ppm	Ti %	U ppm	V ppm	W ppm	Zn ppm
10601	<0.5	0.34	37	<5	<1	71	<1	2.37	2	28	34	31	2.18	0.10	20	1.03	484	<1	0.04	16	0.11	6	3	160	<1	<0.01	<1	6	<1	41
10602	<0.5	0.40	51	558	<1	72	<1	2.36	2	31	45	45	2.42	0.15	18	1.03	466	<1	0.06	21	0.05	7	3	198	<1	<0.01	<1	7	<1	68
10603	<0.5	0.26	146	423	<1	36	<1	2.64	2	38	26	63	2.89	0.11	18	1.15	497	<1	0.03	24	0.05	11	4	198	<1	<0.01	<1	5	<1	70
10604	<0.5	0.34	96	<5	<1	48	<1	2.22	2	35	30	48	2.70	0.11	17	1.05	469	<1	0.03	21	0.07	7	4	194	<1	<0.01	<1	7	<1	67
10605	<0.5	0.48	66	<5	<1	68	<1	1.47	2	41	22	64	2.96	0.13	14	1.18	426	<1	0.04	26	0.05	9	3	198	<1	<0.01	<1	8	<1	79
10606	<0.5	0.41	160	125	<1	40	<1	3.38	2	38	37	37	2.74	0.09	18	1.79	570	<1	0.02	40	0.01	10	4	431	<1	<0.01	<1	9	<1	43
10607	<0.5	0.19	405	<5	<1	34	<1	3.74	2	32	130	10	1.96	0.04	17	4.61	532	<1	0.01	247	<0.01	4	8	601	<1	<0.01	<1	12	<1	19

0.500 Gram sample is digested with Aqua Regia at 95 C for one hour and bulked to 10 ml with distilled water.
Partial dissolution for Al, B, Ba, Ca, Cr, Fe, K, La, Mg, Mn, Na, P, Sr, Ti, and W.

Gold analyzed using 30 grams fusion Fire Assay with AA finish.

Certified by:

FIRST NATION SETTLEMENT-B LANDS

MARSH LAKE

North Road

MAIN ROAD

NW Road

LOG-04-2008

LOG-01,2,3-2008

LOG-05-2008

LOG 30 LOG 27 LOG 45 LOG 28 LOG 25 LOG 47 LOG 26 LOG 23 LOG 24 LOG 49 LOG 21 LOG 11 LOG 22 LOG 12 LOG 9 LOG 19 LOG 20 LOG 10 LOG 7 LOG 17 LOG 55 LOG 18 LOG 8 LOG 15 LOG 57 LOG 5 LOG 16 LOG 6 LOG 13 LOG 3 LOG 51 LOG 53

TOM 58 TOM 57 TOM 37 TOM 36 TOM 35 TOM 34 TOM 33 TOM 32 TOM 31 TOM 29 TOM 27 TOM 25 TOM 10 TOM 9 TOM 8 TOM 7 TOM 6 TOM 5 TOM 30 TOM 3 TOM 28 TOM 26

303 24 11935 23 11934 17A 17B 19 18 11927 20A 20B 21A 21B 11933 22 11928 22B 22C 5A 5C 11963-65 11966 TR3 25 11936 26A TR2 11967 & 74 26B TR1 11957-58 11968-70 11956 36A 36B 8 4B 3 4A 11954-55 2 1940 32 33A 33B 11941 35A TR5 35B 11942 34 TR4 1 11953 100 106 105 11961 104 103 11960 102 6A 6B 7 101 11962 27 28 29 11937-38 11971 9 11972 10 11 31 11939 30 12A 12B 13 11973 14 15 16

LEGEND:

- Interpreted ophiolitic rocks
- Interpreted undivided volcanic rocks
- Interpreted undivided meta-sediments
- Listwaenite-Altered Rocks O/C
- Serpentinite O/C
- Undivided Volcanics
- Undivided Meta-Seds
- Grab Sample
- Chip Sample
- Diamond Drillhole Locations
- FIRST NATION SETTLEMENT B-LANDS
- FIRST NATION SETTLEMENT A-LANDS
- Limited Use Roads
- Elevation Contour Intervals (100ft)
- Waterbody
- Wetland
- Vegetation

Scale 1:5000

100 0 100 200 300

(meters)

NAD83 / UTM zone 8N

1356139 ALBERTA INC	
MARSH LAKE PROPERTY PROPERTY GEOLOGY	
Figure 4. Property geology, samples & DDH	
NTS: 105 D 08 Datum: NAD83 Job: 135-9558-YT	District: Whitehorse Projection: UTM Zone 8N Date: 30 Mar 2010
AURORA GEOSCIENCES LTD.	