ASSESSMENT REPORT

on the

WILLIAMS PROPERTY

NTS: 92 J/15

Latitude: 50° 51' N.
Longitude: 122° 41' W.

Lillooet Mining Division

For

ACTION MINERALS INC.
1255 West Pender St
Vancouver, B.C.
V6E 2V1

By

John Kowalchuk, B.Sc., P.Geo.

March 16, 2006

28162

SUMMARY

At the request of Action Minerals Inc. (Action), this report is presented for the Carpenter, Merry Me, Mary Mac and Williams Claims (Williams Property), Lillooet Mining Division of British Columbia, in order to summarize the history, geology, exploration and mineral potential on and around the property. The Williams property consists of a contiguous block of four mineral claims totalling 1,203 hectares.

The Williams Property is located at the north end of Truax Creek on the northeastern slope of the Bendor Range of the Coast Mountains in southwestern British Columbia. The property lies approximately 240 kilometres from Vancouver via BC Highway 99 to the town of Pemberton and then by good forest access road to the village of Goldbridge approximately 20 kilometres west of the property. Goldbridge provides only the basic supplies and services. The nearest significant supply centre is the town of Lillooet, located approximately 100 kilometres east via a good gravel road.

The claims are held by Alan Brent Hemingway of White Rock, British Columbia. The property is under option to Action Minerals Inc. through two option agreements, the Merry Property agreement and the Williams Property agreement. The two agreements are as follows:

The Merry Property Agreement: In order to earn its 100% interest, the Company is required to pay $10,000 and issue 200,000 Common shares to the optionor upon the receipt of regulatory approval, pay $20,000 and issue 200,000 Common shares to the optionor on the 1st anniversary of regulatory approval, pay $40,000 and issue 200,000 Common shares to the optionor on the 2nd anniversary of regulatory approval, and pay $60,000 and issue 1,000,000 Common shares to the optionor on the 3rd anniversary. A 2% NSR has been granted to the optionor, 1.5% of which may be purchased for $1,000,000.

The Williams Property Agreement: To acquire 100% interest in a group of 3 mineral claims located in the Lillooet Mining division. Under the terms of the Agreement and in order to earn its interest, the Company must issue 250,000 common shares and make further share issuances of 2,250,000 common shares over a three year period. The claims are subject to a 2% NSR of which the Company can purchase 1.5% by payment of $1,000,000.

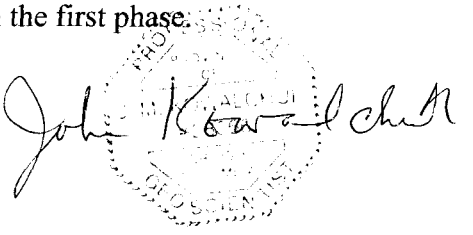
The Williams Property lies in an area of British Columbia which has a long history of gold mining. The property itself has at least three and possibly four styles of mineralization.

The main style is vein type gold mineralization, either related to structural shears and/or the presence of feldspar porphyry dykes. The gold mineralization is associated with high grade antimony mineralization which occurs as lenses of stibnite adjacent to and within the quartz veins. This style of mineralization forms the main, north and south zones of the historic Mary Mac antimony mine.

Following up on ground magnetic anomalies, Brent Hemingway located float containing iron-copper skarn mineralization near the peak of his largest anomaly. This sample assayed 1875 ppm copper and 37.59% iron. A sample taken by the author located massive pyrrhotite mineralization in float samples near the south zone which contained greater than 100 ppm tungsten. This may be another skarn deposit.

Many of the feldspar porphyry dykes contain molybdenite mineralization. The dykes appear to be related to a large magnetic anomaly under Mount Williams which may represent the presence of an intrusive plug. The gossan on the flanks of Mount Williams also suggests a hydrothermal event related to an intrusive. The area could be the location of a buried porphyry copper-molybdenum system.

An airborne magnetic and electromagnetic survey is recommended for the property. A budget of $100,000 Canadian is proposed for this survey and the follow up surface program to locate drill sites. A second phase 2,000 metre drill program is proposed to drill the targets. The second phase is not contingent on the first phase.



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1.0 Introduction and Terms of Reference

At the request of Action Minerals Inc. (Action), this report is presented for the Williams Property, Lillooet Mining Division, British Columbia, in order to summarize the history, geology, exploration and mineral potential on and around the property. The Williams property consists of a contiguous block of four mineral claims totalling 1,203 hectares in size.

On October 15, 2004, Action entered into a property option agreement with prospector Alan Brent Hemingway (optioner) which allowed Action to earn a 100% interest in a prospective mineral property known as the "Merry Property." The Merry property is comprised of 8 claim units located in the Lillooet Mining Division. In order to earn its 100% interest the Company agreed to pay $10,000 and issue 200,000 Common shares to the optioner upon the receipt of regulatory approval, pay $20,000 and issue 200,000 Common shares to the optionor on the 1st anniversary of regulatory approval, pay $40,000 and issue 200,000 Common shares to the optionor on the 2nd anniversary of regulatory approval, and pay $60,000 and issue 1,000,000 Common shares to the optionor on the 3rd anniversary. A 2% NSR has been granted to the optionor, 1.5% of which may be purchased for $1,000,000.

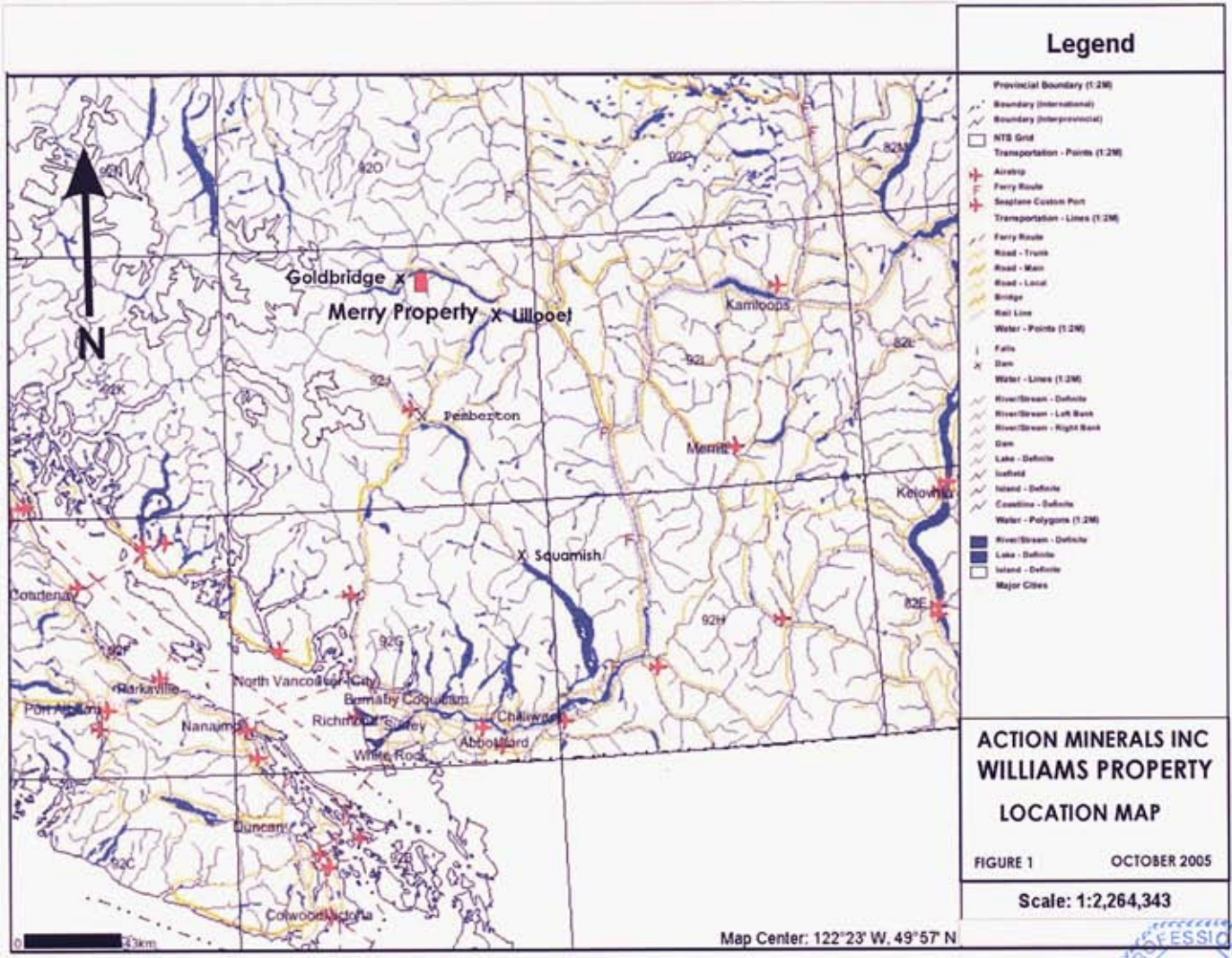
The Company made another agreement with Mr. Hemingway to acquire a 100% interest in a group of 3 mineral claims adjacent to the original Merry property. This agreement is referred to as the Williams Agreement. Under the terms of the Agreement and in order to earn its interest, the Company must issue 250,000 common shares and make further share issuances of 2,250,000 common shares over a three year period. The claims are subject to a 2% NSR, of which the Company can purchase 1.5% by payment of $1,000,000.

This report is based on geological reports, a compilation of published and unpublished data, maps and reports by cited authors and field examinations of the property made by the writer. The writer is a "qualified person" within the meaning of National Instrument 43-101 of the Canadian Securities Act. The writer examined the property geology and infrastructure and supervised a limited sampling program on the property in August 2005.

2.0 Disclaimer

This report is based on a review of information provided by the property owner, published geologic reports and observations and results taken during a brief property visit by the writer.

The writer was unable to verify the quality of sampling of previous work completed on the property including drilling, sampling and analysis. All historical work should be considered solely as a guide to location of mineralization and not be considered in any further analysis of results or resource calculations.



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GEOSCIENTIST

The writer supervised the sampling and personally delivered the samples to Acme Analytical Laboratories in Vancouver where the samples were prepared and analysed.

All interpretation and conclusions are based on the writer's research and personal examination of the Merry Property and surrounding mineralized areas.

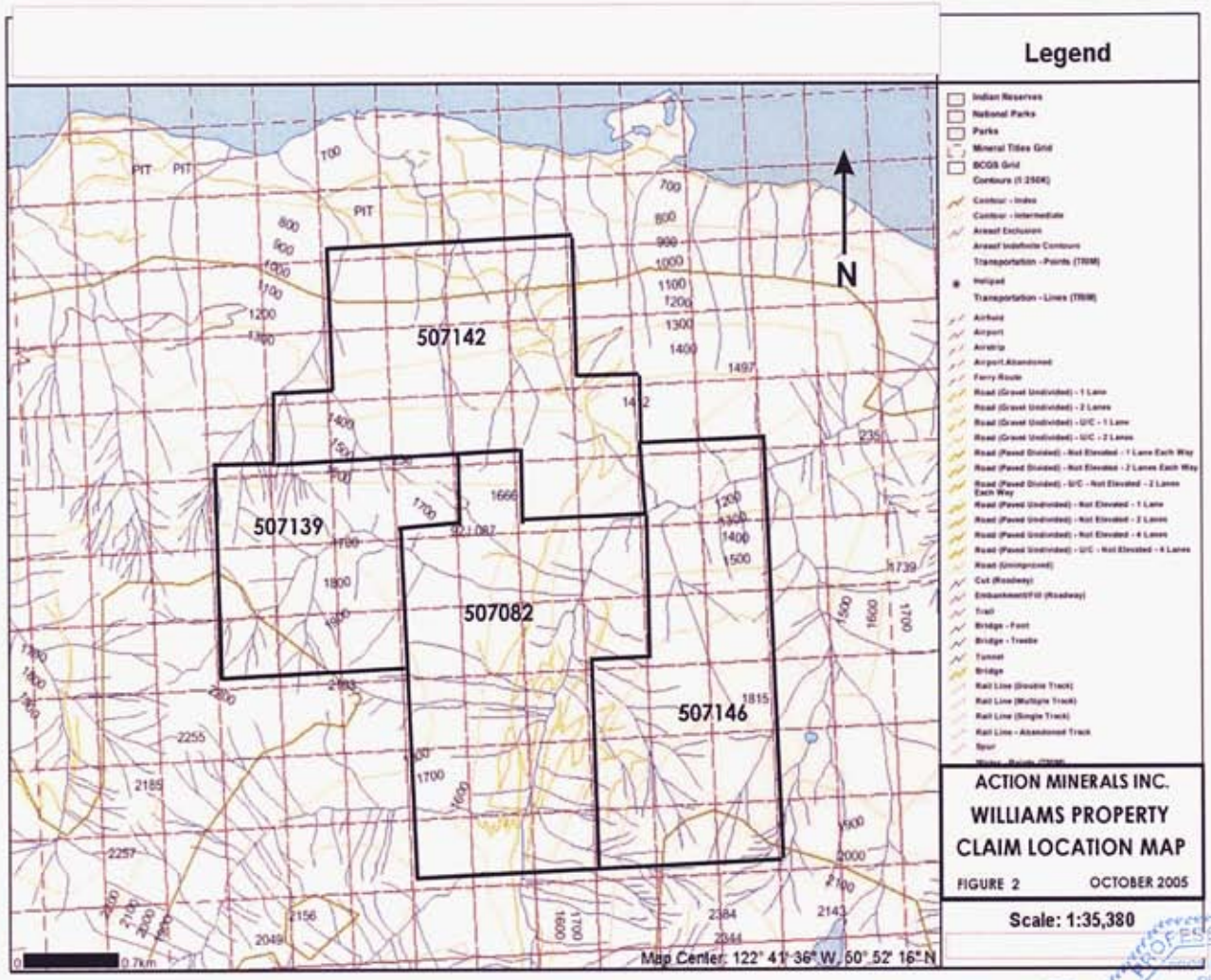
3.0 Property Description and Location

The Williams Property is located on the northeastern slope of the Bendor Range of the Coast Mountains in southwestern British Columbia. The claim area occupies the lower half of the Truax Creek valley that drains northward into Carpenter Lake. The location of the property is shown as Figure 1. The claims are centred on 50° 52' north latitude and 122° 41' west longitude in the Lillooet Mining Division of British Columbia. Access to the property is about 240 km from Vancouver by highway 99 to the town of Pemberton and then by a good forest access road to the village of Goldbridge. The nearest main service centre is Lillooet, which lies 100 km east of Goldbridge via good gravel and paved roads. Access to the property is by a gravel logging road that extends 20 km eastward from Goldbridge and up Truax Creek. The claims location map is shown as Figure 2. The property consists of a four contiguous map staking claims covering an area of 1203.5 Hectares. Table 1 gives a legal description of the claims:

TABLE 1

NAME	LICENCE NO.	ASSESSMENT DATE	AREA (HA)
Merry Mac	507139	2006/02/14	204.0
Carpenter	507142	2006/02/14	326.3
Williams	507146	2006/02/14	306.0
Merry Me	507082	2006/07/10	367.2

The claims are held by Alan Brent Hemingway of White Rock, British Columbia. The property is under option to Action Minerals Inc. in two option agreements, Merry Property agreement and Williams Property agreement. The two agreements are as follows:


Legend
N
507142
507139
507082
507146
ACTION MINERALS INC.
WILLIAMS PROPERTY
CLAIM LOCATION MAP
FIGURE 2
OCTOBER 2005
Scale: 1:35,380
Map Center: 122° 41' 36" W, 50° 52' 16" N
0.7km

The Merry Property Agreement: In order to earn its 100% interest, the Company is required to pay $10,000 and issue 200,000 Common shares to the optionor upon the receipt of regulatory approval, pay $20,000 and issue 200,000 Common shares to the optionor on the 1st anniversary of regulatory approval, pay $40,000 and issue 200,000 Common shares to the optionor on the 2nd anniversary of regulatory approval, and pay $60,000 and issue 1,000,000 Common shares to the optionor on the 3rd anniversary. A 2% NSR has been granted to the optionor, 1.5% of which may be purchased for $1,000,000.

The Williams Property Agreement: To acquire 100% interest in a group of 3 mineral claims located in the Lillooet Mining division. Under the terms of the Agreement and in order to earn its interest, the Company must issue 250,000 common shares and make further share issuances of 2,250,000 common shares over a three year period. The claims are subject to a 2% NSR of which the Company can purchase 1.5% by payment of $1,000,000.

4.0 Accessibility, Climate, Local Resources, Infrastructure and Physiography

The Williams Property is located on the northeastern slope of the Bendor Range of the Coast Mountains in southwestern British Columbia. The claim area occupies the lower half of the Truax Creek valley that drains northward into Carpenter Lake. The location of the property is shown as Figure 1. The property is centred on 50° 52' north latitude and 122°41' west longitude in the Lillooet Mining Division of British Columbia.

Access to the property is about 240 km from Vancouver by highway 99 to the town of Pemberton and then by a good forest access road to the village of Goldbridge. Goldbridge is a small town with fuel and hotel but few services. The nearest main service centre is Lillooet which lies 100 km east of Goldbridge via good gravel and paved road. Access to the property is by a gravel logging road that extends 20 km eastward from Goldbridge and up Truax Creek. The property has new logging roads crossing and along both sides of the creek.

The Williams Property straddles the Truax Creek valley, a northerly flowing stream. The Truax valley is very precipitous with steep, talus covered slopes. In the western part of the claims the slopes are moderately steep with forest covered hillsides. Much recent logging has improved accessibility on the claims.

The climate on the property is typical of the interior of British Columbia with cold dry winters and hot dry summers. Average precipitation is 51.6 cm with 41.8 cm as rain and 9.7 cm as snow.

5.0 History

The original Mary Mac claims have had sporadic exploration since the 1930's. A summary of the exploration history follows:

From 1932 -1936, the original Mary Mac Claims were staked. Gold-bearing stibnite veins were explored by trenching and a short adit was driven into what later became known as the Main zone on the east side of Truax Creek

In 1949 a truck road was built through the property up Truax Creek to the top of the valley where some other mining claims were being explored.

From 1960 to 1974, H. Street of Goldbridge acquired the claims and built a small mill to concentrate high grade stibnite. The mill reportedly operated at a rate of 3 to 4 tons per day. Several small adits and trenches were made in search of high grade ore.

In 1980 W Cook staked the area and subsequently sold 50% to Keron Holdings Ltd. of Vancouver, B.C. A reconnaissance soil survey was conducted over most of the valley and a more detailed survey between the south and main zones. (Gruenwald, 1980).

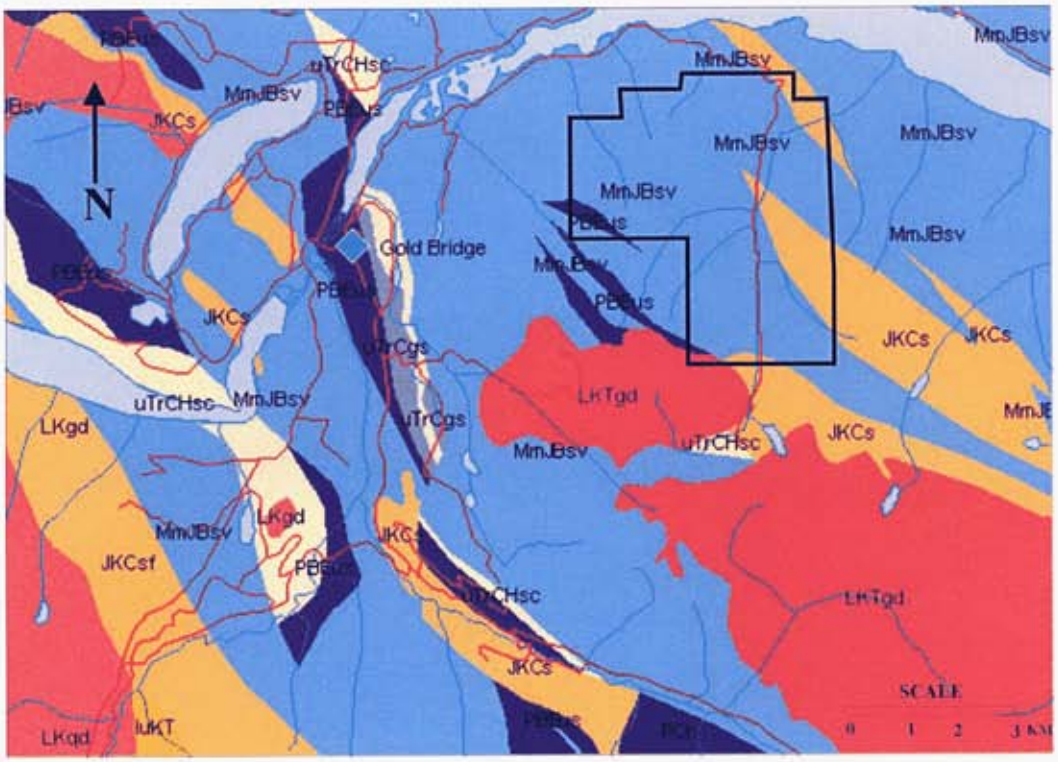
In 1981, the property was optioned to Hudson's Bay Oil and Gas which conducted a program of road building on the eastern side of the valley. Soil and rock chip samples were taken from the road cuts (Hall, 1981). Hudson's Bay dropped the option.

In 1983, W.A Cook and Keron Holdings Ltd optioned the property to Andaurex Resources Inc. of Toronto, Ontario. Andaurex completed a total of 1,000 metres of core drilling in the Main, North and South zones. A mineral resource was calculated for each zone (Kerr, 1983).

In 1987, Pilgrim Holdings Ltd. completed a small trenching program. Subsequently, all the claims on the Mary Mac showings lapsed.

In 1999 and 2000, A.B. Hemingway staked the property as the Merry Me Claims. Mr. Hemingway completed an orientation magnetic survey and a slide analysis of the property (Hemingway, 2000).

In 2001, Hemingway optioned the property to Princeton Ventures, Lt. Princeton completed a Satellite Image Interpretation of the property (Ostler, 2001).



Geology Legend

Late Cretaceous to Paleogene

LKTgd granodioritic intrusive

Jurassic to Cretaceous

Cayoosh Assemblage

JKCs undivided sedimentary rocks

Upper Triassic

Cadwallader Group

uTrCHsc **Hurley Formation:** coarse clastic sedimentary rocks

Mississippian to Middle Jurassic

Bridge River Complex

MmJBsv marine sedimentary and volcanic rocks

Permian

Bralorne-East Liza Complex

PBEus serpentinite ultramafic rocks

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ACTION MINERALS INC.
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REGIONAL GEOLOGY
FIGURE 3 **OCTOBER 2005**

6.0 Geological Setting

6.1 Regional Geology (Figure 4)

B.N. Church (1996) documents the regional geology of the Bridge River gold district with the following comments:

" The rocks of the Bridge River mining camp comprise a variety of Palaeozoic, Mesozoic and Tertiary sedimentary and volcanic rocks and igneous intrusions. The oldest rocks are deformed and fragmented. Greenschist metamorphism is common throughout the area. The younger cover beds are locally folded and tilted by block faulting and exhibit significant metamorphism only near the contact with major intrusions.

The bedded rocks range in age from mid-upper Palaeozoic to mid-Tertiary. The oldest rocks are assigned to the Ferguson Group. This unit is a Palaeozoic ocean floor assemblage that forms part of a metamorphic terrain referred to as the Bridge River Complex. The Triassic Cadwallader Complex is thought to be an arc assemblage (Stikinia) accreted to the Bridge River Complex. The Jurassic and Cretaceous Relay Mountain and Taylor Groups were deposited in a seaway know as the Tyaughton trough which was developed on the Bridge River – Cadwallader basement.

Outlying Tertiary beds (Eocene) are preserved as down-faulted blocks, mainly along the Marshall Lake fault. The youngest Tertiary rocks occur as small remnants of Miocene basalt (Chilcoten Group) uplifted in the Coast Range.

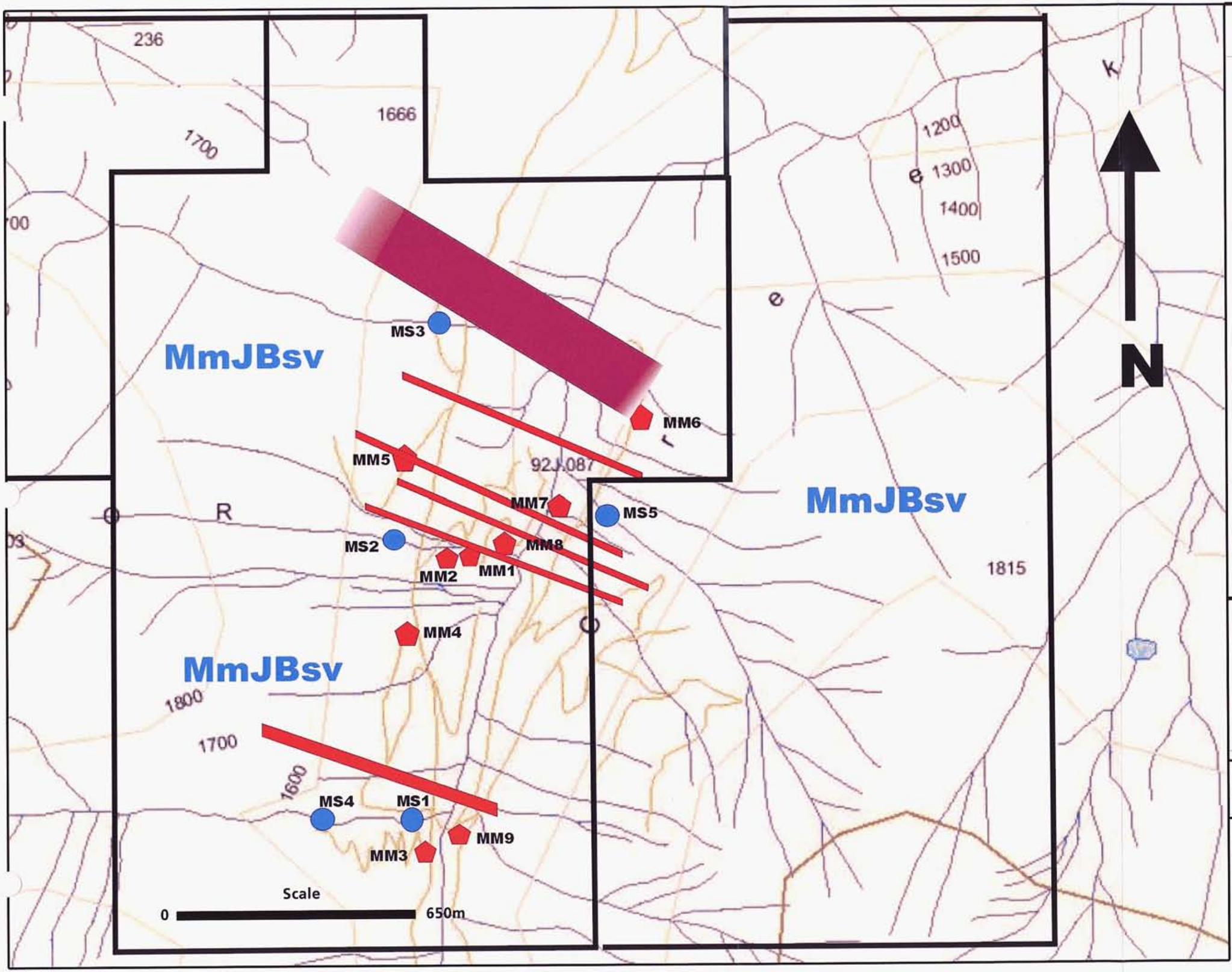
Intrusive rocks span about the same age range as the bedded units. The oldest intrusions are the Perm-carboniferous Bralorne gabbro/diorite. These rocks occur along many of the major faults, accompanied by ultramafites and small granitic stocks. The principal ultramafic bodies are the Shulaps Complex and the President Intrusions. These may be part of a disrupted ophiolite complex of about the same age as the Bralorne intrusions although there is no sheeted dyke system such as associated the classic ophiolite rocks of Cyprus.

The coast Plutonic complex comprises an assortment of Late Cretaceous to Early Tertiary granite to diorite plutons and smaller satellitic stocks scattered along the axis of the coast range Mountains.

The middle Eocene Rexmount porphyry is the youngest of the major intrusions. A variety of basic to felsic dykes related to the Rexmount porphyry and to volcanic rocks of several ages is found throughout the area."

6.2 Property Geology (Figure 5)

The property is underlain by metavolcanic and metasedimentary rocks of the Bridge River group. The metavolcanics are generally green to grey in colour. They are fine grained chloritic rocks that appear to represent metamorphosed andesite or basaltic flows and fragmentals. Interbedded with the metavolcanic rocks are metasediments consisting of argillite, chert, phyllite, minor limestone



Legend

Geology

MmJBsv
Bridge River Complex
Marine sedimentary and volcanic rocks

Skarn ?
Ultramafic ?

LKTgd
Feldspar Porphyry Dykes

Rock Sample Locations

Stream Sediments

Creek

Road

Claim Boundary

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PROPERTY GEOLOGY SAMPLE LOCATION

FIGURE 4 **OCTOBER 2005**

Scale: 1: 10,000

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Locally both the metavolcanics and metasediments are limonitic due to the oxidation of pyrite and/or pyrrhotite. The southeast corner of the property (northwest flank of Mount Williams) is a notably rusty area of metasediments and metavolcanics. It is thought that this large gossan area may be related to hornfelsing effects of a possible satellite intrusion of the Bendor Batholith at the head of Truax creek.

Found in road cuts are several exposures of green, medium grained, cholorite altered feldspar porphyry. These exposures appear to represent dyke like masses that trend north westerly. The largest exposure suggests a dyke that is in excess of 20 metres wide. Several angular float specimens on road cuts as well as in Truax Creek suggest that these dykes are quite common and appear to originate from an as yet unexposed intrusive body, possibly related to the Bendor Batholith. The dykes weather a buff to brown colour which is a common soil colour in several of the roadcuts on the east side of the creek.

On the roadcut east of the creek, a 50 metre wide horizon of equigranular mafic rock may indicate the presence of a pyroxenite, amphibolite of the Bralorne intrusive complex.

A volcanic ash layer covers most of the property to a thickness of 6 to 30 cm. This ash layer, known as the Bridge River ash is a light yellow coloured coarse grained rhyodacite pumice dated at 2350 years before present. The source of the ash is a volcanic vent on Plinth Mountain in the upper Lillooet River Valley. The ash covers all but the highest peaks, steepest slopes and outcrops where rain has washed it clear.

6.3 Alteration

Alteration is generally lower Greenschist facies over most of the property. Near the felsic dykes and mineralized quartz vein, Propyllitic alteration grading to Phyllic alteration occurs. The country rocks are variably fractured and often contain swarms of quartz veinlets. Silicification is often intense giving the rock a "quartzite" appearance. Pyrite content appears to increase toward the southeast and is most intense in the southwest where the average pyrite content becomes approximately 5.0%.

A few float samples of what appeared to be chalcopyrite, sphalerite, pyrrhotite bearing skarn were found on the roadcuts near the locations of ground magnetic highs.

7.0 Deposit Types

Found closely related with the feldspar porphyry dykes are west-north-westerly trending veins containing auriferous stibnite plus/minus arsenopyrite. The vein system is at most 2.0 metres wide and can be traced for approximately 35 metres to the west side of Truax Creek. This is the vein that was mined and processed in the 1960's for antimony. Hall (1981) described the Main zone in detail as follows:

"Detailed sampling and mapping in the area of the main showings has revealed a contact zone between feldspar porphyry dykes and footwall cherty tuff on the east side of Truax Creek containing a 5 metre zone of 7.64 gm/T gold and 17.1 gm/T silver. The contact strikes 110 degrees and dips to the north at 40 degrees. In the footwall cherty tuff there are lenses of stibnite and ribbon quartz up to 10 cm thick. A grab sample of massive stibnite returned 1.7 gm/T gold and 329 gm/T silver."

Hall (1981) described mineralized road cuts in the areas of anomalous gold and arsenic geochemistry. His description follows:

"The highest precious metal values on the property assaying 7.64 gm/T gold and 17.1 gm/T silver across 5 metres are associated with the contact zone between feldspar porphyry and cherty volcanics on the east bank of Truax Creek in the Main showing area. Gold is not directly associated with high-grade stibnite mineralization but occurs in the same ribbon-quartz system. Silver, on the other hand, appears to be directly associated with high-grade stibnite, resulting in a deep blue colour of the otherwise steel grey stibnite."

Quartz veins associated with the feldspar porphyry also contain trace amounts of molybdenite.

8.0 Mineralization

A description of the sulphide mineralization is as follows:

Pyrite
- the most common sulphide
- increase in content to south and probably concentrated in gossan zone on northwest flank of Mt. Williams
- pyrite found in feldspar porphyry dykes along with molybdenite
- some areas of silicified metasediments peripheral to main vein zone contain in excess of 5% pyrite

Pyrrhotite
- found in association with pyrite, in metavolcanics and metasediments
- generally less common than pyrite, suspected to be of greater concentration in the Mount Williams gossan zone

Molybdenite
- found primarily on fracture faces and in quartz veins cutting the feldspar porphyry dykes
- noted in some quartz veinlets in metasedimentary rocks both north and south of the main vein zone.

Stibnite
- found in main vein zone; semi-massive to massive, often coarse grained with blades up to 7 cm long
- found in gangue of quartz and pale pinkish-grey feldspar
- some minor amounts of carbonate noted
- minor amounts of arsenopyrite suspected
- no molybdenite noted with stibnite bearing veins

Chalcopyrite
- found near main vein zone in limonitic metavolcanics
- noted with pyrite and ?pyrrhotite? in several rusty siliceous boulders along main road.

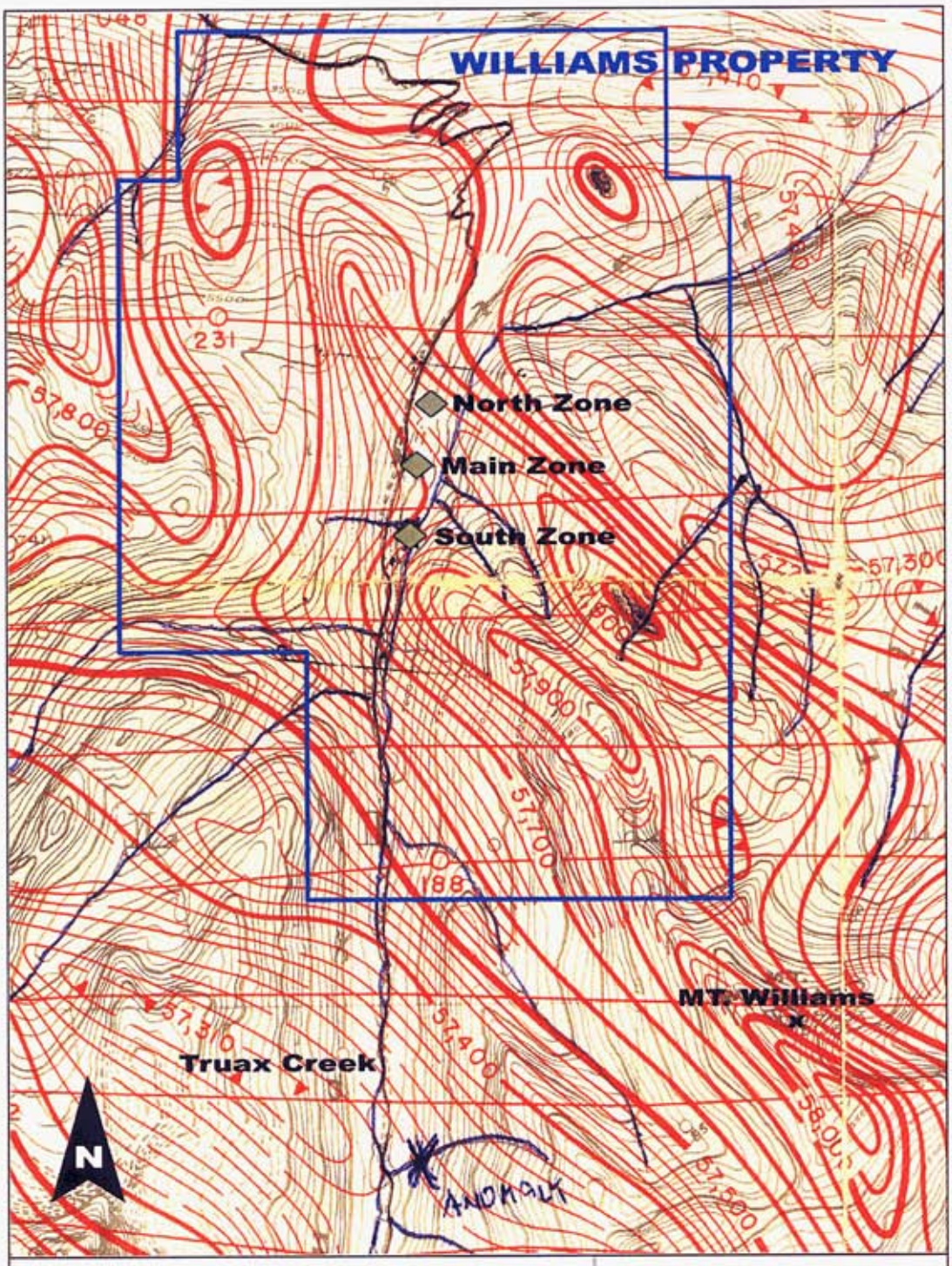
9.0 Regional Geophysics

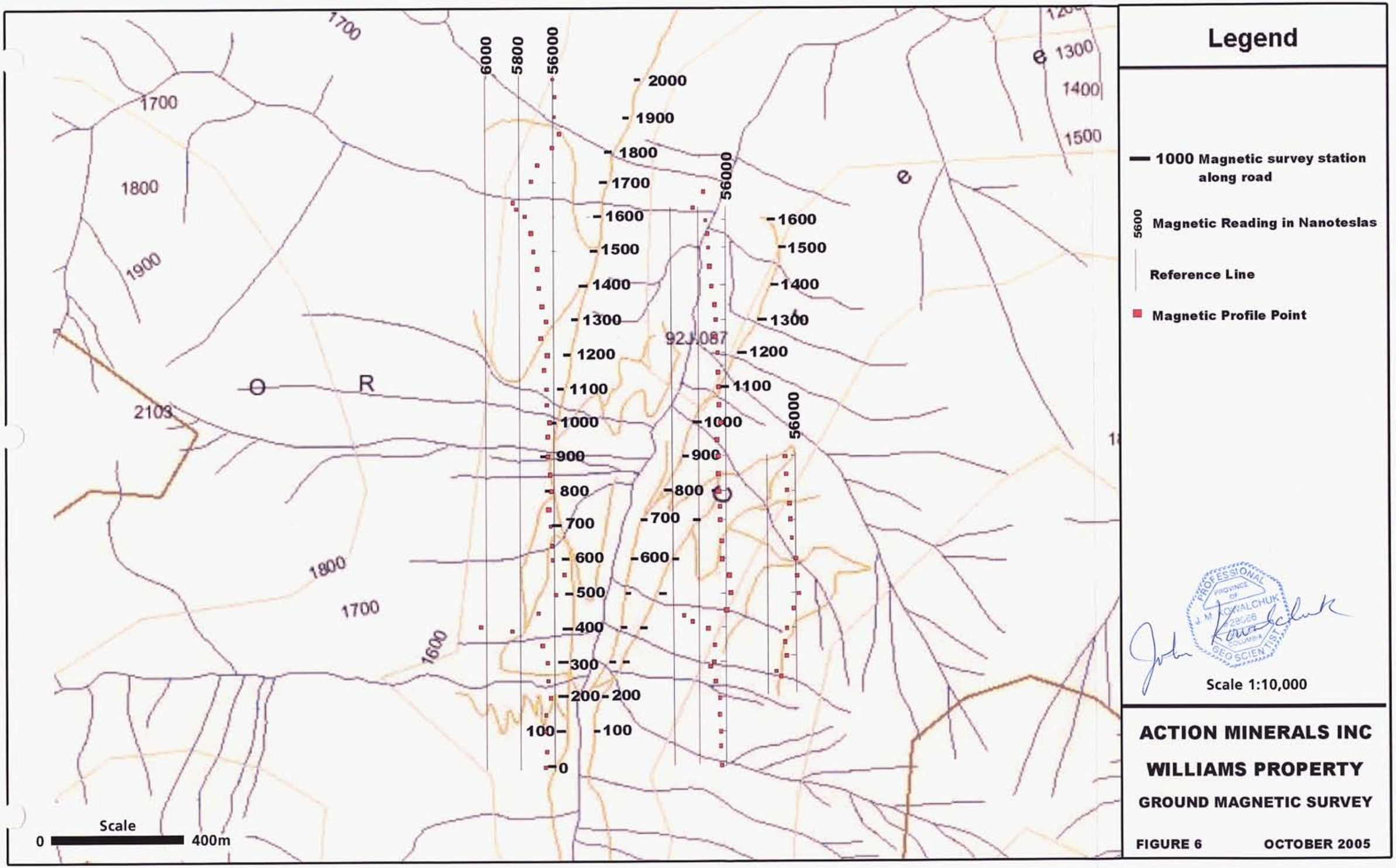
An aeromagnetic survey was flown over the area around the Merry property by Geoterrex Limited for the federal Department of Energy, Mines and Resources during 1972. The results were published on EMR Map 8552G. A part of this map is shown as Figure 6. A large high lies over Mount Williams which may reflect a hornfelsed area over a buried intrusive, which may be related to the Bendor Batholith. Two linear magnetic highs trend northwest across the property. These two highs may either be related to the feldspar porphyry dykes cutting across the property or may be to the ultramafic dykes or skarnified volcanics. These questions remain to be answered.

9.1 Property Geophysics

In 2000, Brent Hemingway completed an orientation ground magnetic survey along the logging roads on the property. Readings were taken using a Geometrics Model G816 portable proton magnetometer. He took measurements along three roads, with readings taken every 10 metres. The readings were not corrected for diurnal variations. The results are shown as Figure 7 in this report.

The magnetometer gave three distinct magnetic peaks at stations 400N, 1000N and 1660 North. The anomalous readings range from 1000 nanoteslas to 4000 nanoteslas above a background of 56500 nanoteslas. The magnetic profiles show a southerly dip to the magnetizing structures. The two southern anomalies generally correspond to the main and north mineralized zones where exploration and drilling located mineralized quartz veins next to the feldspar porphyry dykes. The north zone was where antimony mineralization was mined in the 1960's. The most northerly anomaly is a larger and broader anomaly suggesting a much larger source than the vein style mineralization to the south. In 2000, Mr Hemingway


WILLIAMS PROPERTY
North Zone
Main Zone
South Zone
MT. Williams
Truax Creek
ANOMALY
N
57,800
57,400
57,300
57,900
57,700
57,310
57,400
58,000
57,500
SCALE
0
1
2
3km.
5500
Topo Contour
57,400
Mag Contour
Road
Creek
Action Minerals Inc.
Williams Property
Regional Magnetics
NTS 92J/15
Lillooet M.D. B.C.
October 2005
Figure 5



Legend

1000 Magnetic survey station along road

5600 Magnetic Reading in Nanoteslas

Reference Line

Magnetic Profile Point

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Scale 1:10,000

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GROUND MAGNETIC SURVEY

FIGURE 6 **OCTOBER 2005**

found some chalcopyrite-magnetite skarn float along the roadcut which may be the source of this anomaly. The author was unable to confirm the presence of this mineralization.

10.0 Geochemistry

The first significant exploration on the property was conducted by Werner Gruenwald (1980) for Keron Holdings Ltd. He conducted a reconnaissance soil survey over most of the lower Truax valley and a more detailed soil grid over the Main zone mineralization.

Keron used a grid comprising a line spacing of 500 metres and sample spacing of 100 metres for the reconnaissance survey. This grid was too coarse to identify the vein type of targets that were being explored. The detailed soil survey consisted of a tight sample grid using a line spacing of 100 metres and a sample spacing of 50 metres. The total survey area consisted of 700 metres by 1200 metres. Greuenwald located several soil anomalies over this area. Gruenwald recognized the presence of a thick layer of volcanic ash covering much of the property and attempted to take all soil samples below the ash layer.

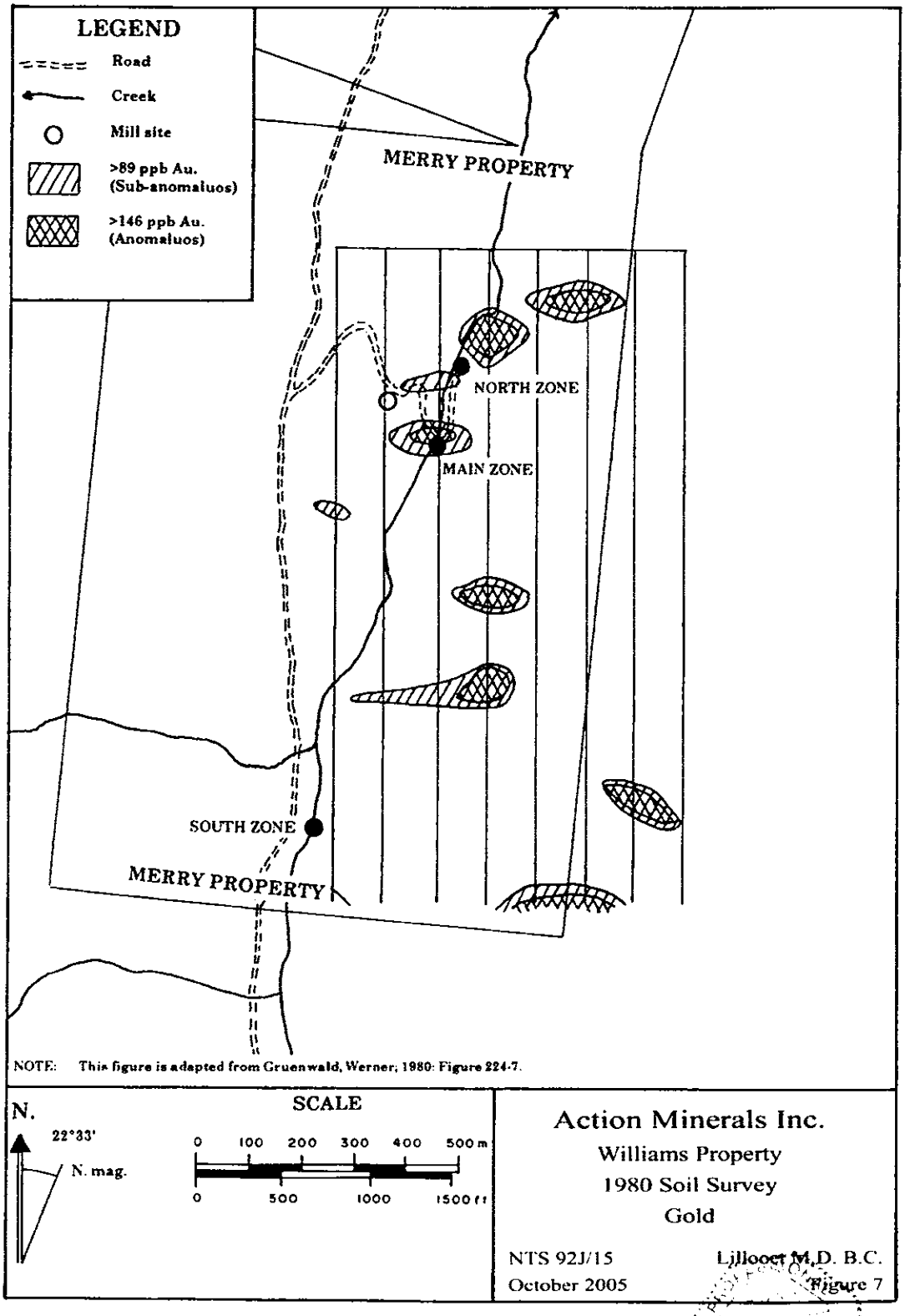
Completing a statistical analysis of this data, Gruenwald determined anomalous results for gold, arsenic, antimony and molybdenum, the elements observed in the mineralized veins on the property. Anomalous values are as follows:

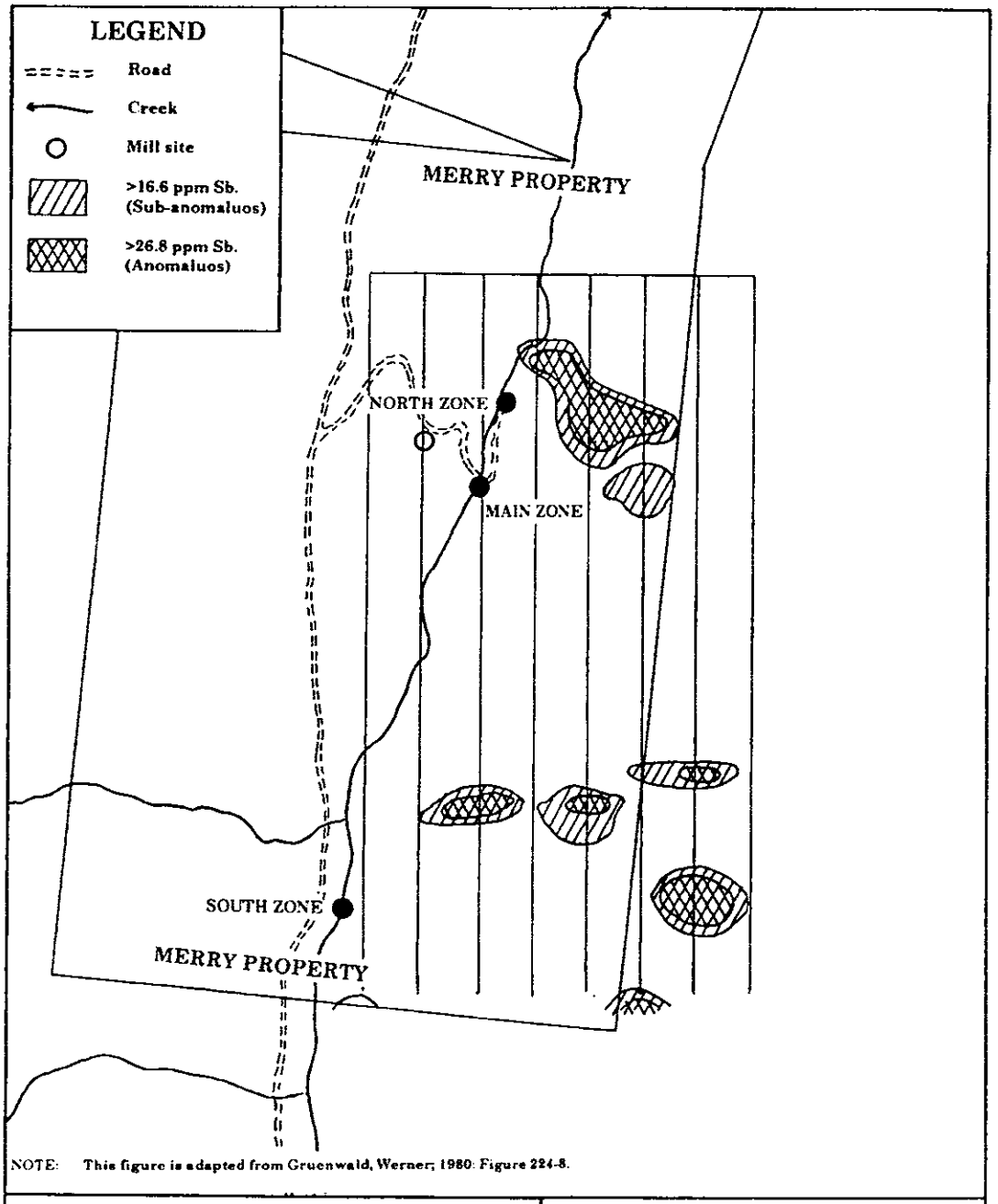
Element	Probably Anomalous	Definitely Anomalous
Gold	90 ppb	146 ppb
Arsenic	169 ppm	261 ppm
Antimony	16.7 ppm	26.8 ppm
Molybdenum	11.0 ppm	16.0 ppm

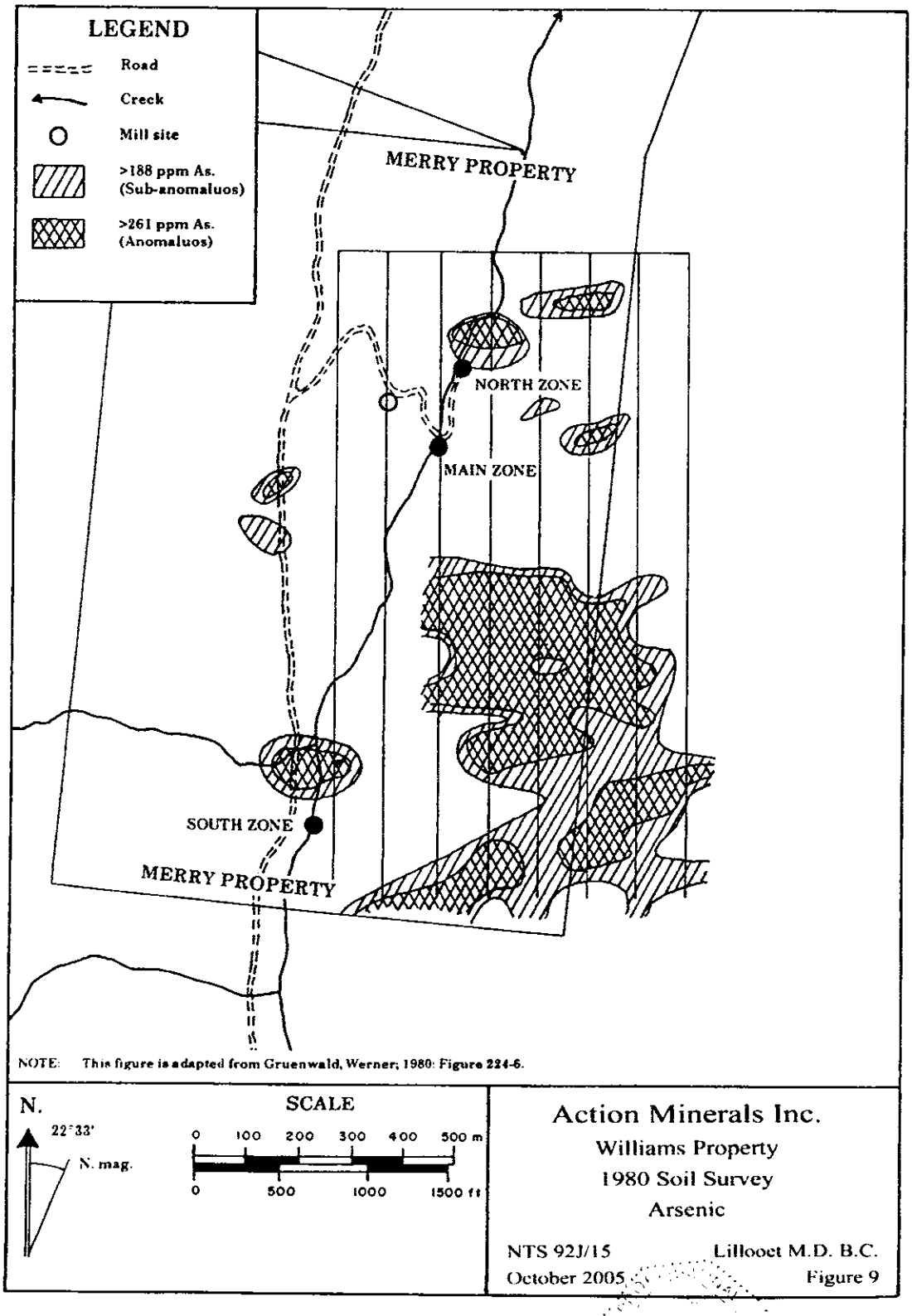
Maps showing the contoured results of this soil grid are show as Figures 8 – 12.

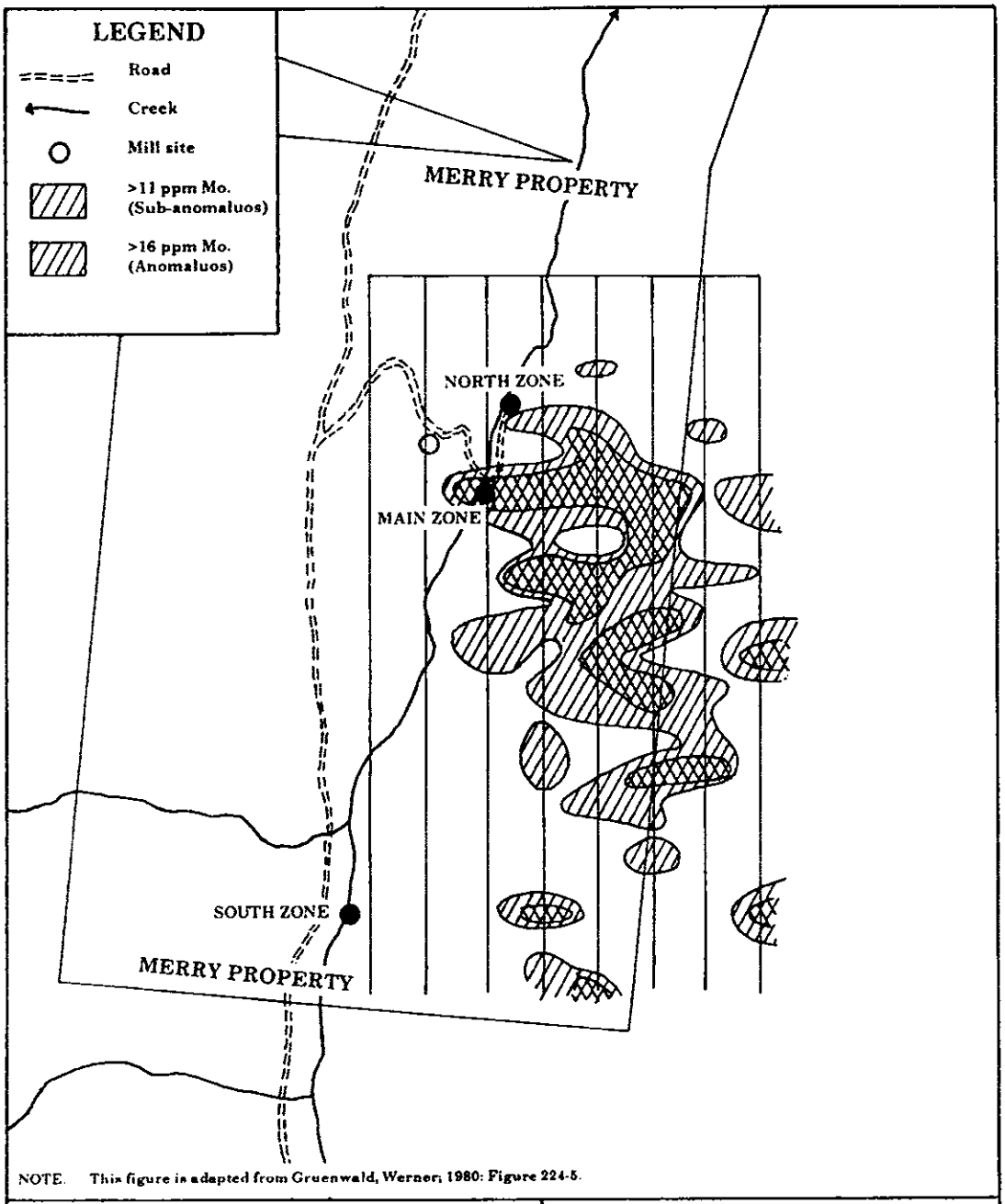
There is a good correlation between the gold and arsenic results, particularly around the North and Main zones. As would be expected, the arsenic is significantly more dispersed, particularly on the hillside near the South zone. The linear nature of the anomalies suggests a mineralized quartz vein source. The antimony results are weaker, but generally agree with the gold geochemistry. The anomalies track from east to west. This appears to be the predominant structure controlling vein mineralization. The molybdenum geochemistry also reflects this east west structure. It is also quite dispersed like the arsenic, probably reflecting the feldspar porphyry dykes which control vein location and mineralization.

The results of the soil geochemical survey completed in 1980, prompted Hudson's Bay Oil and Gas to option the property in 1981. They constructed a series of drill access roads on the hillside southeast of the Main zone to test the extent and character of the mineralization in that direction. Soil and rock chip samples were


LEGEND
Road
Creek
Mill site
>89 ppb Au. (Sub-anomaluos)
>146 ppb Au. (Anomaluos)
MERRY PROPERTY
NORTH ZONE
MAIN ZONE
SOUTH ZONE
MERRY PROPERTY
NOTE: This figure is adapted from Gruenwald, Werner, 1980: Figure 224-7.
N.
22°33'
N. mag.
SCALE
0 100 200 300 400 500 m
0 500 1000 1500 ft
Action Minerals Inc.
Williams Property
1980 Soil Survey
Gold
NTS 92J/15
October 2005
Lillooet M.D. B.C.
Figure 7


LEGEND
Road
Creek
Mill site
>16.6 ppm Sb. (Sub-anomaluos)
>26.8 ppm Sb. (Anomaluos)
MERRY PROPERTY
NORTH ZONE
MAIN ZONE
SOUTH ZONE
MERRY PROPERTY
NOTE: This figure is adapted from Gruenwald, Werner; 1980: Figure 224-8.
N.
22°33'
N. mag.
SCALE
0 100 200 300 400 500 m
0 500 1000 1500 ft
Action Minerals Inc.
Williams Property
1980 Soil Survey
Antimony
NTS 92J/15
Lillooet M.D. B.C.
October 2005
Figure 8


LEGEND
Road
Creek
Mill site
>188 ppm As. (Sub-anomaluos)
>261 ppm As. (Anomaluos)
MERRY PROPERTY
NORTH ZONE
MAIN ZONE
SOUTH ZONE
MERRY PROPERTY
NOTE: This figure is adapted from Gruenwald, Werner; 1980: Figure 224-6.
N.
22°33'
N. mag.
SCALE
0 100 200 300 400 500 m
0 500 1000 1500 ft
Action Minerals Inc.
Williams Property
1980 Soil Survey
Arsenic
NTS 92J/15
Lillooet M.D. B.C.
October 2005
Figure 9


LEGEND
Road
Creek
Mill site
>11 ppm Mo. (Sub-anomaluos)
>16 ppm Mo. (Anomaluos)
MERRY PROPERTY
NORTH ZONE
MAIN ZONE
SOUTH ZONE
MERRY PROPERTY
NOTE. This figure is adapted from Gruenwald, Werner, 1980: Figure 224-5.
N.
22°33'
N. mag.
SCALE
0 100 200 300 400 500m
0 500 1000 1500 ft
Action Minerals Inc.
Williams Property
1980 Soil Survey
Molybdenum
NTS 92J/15 Lillooet M.D. B.C.
October 2005 Figure 10

taken from road cuts in order do determine the cause of the anomalies. They were only able to determine a relationship between Feldspar Porphyry dykes and gold, arsenic and molybdenite soil anomalies. The gold mineralization is sporadic.

It must be noted that Hemingway (2000) discussed in his report that two factors reduced the reliability of soil geochemistry on the property. A volcanic ash layer covers the property ubiquitously with thicknesses varying from 6 to 30 centimetres. All soil surveys should note this layer and all sampling should be taken below this layer. Keron Holdings did make an attempt to take their samples below the ash layer.

The other factor is the fact that the overburden is a mostly glacial moraine which is a difficult sampling medium, resulting in transported anomalies from an unknown source. Hemingway also recognized the presence of extensive colluvial mud slides on the slopes of the Truax Creek Valley. In many of these cases, slide material was observed overlaying volcanic ash, such that any soils in an area would be completely unreliable.

11.0 Exploration

The author spent three full days on the property. Work involved driving up the many logging roads and sampling any outcrops which contained quartz veining and or sulphides. Less than five percent of the property contains outcrop. In many cases the author walked roads where historical magnetic highs and geochemical anomalies indicated potential mineralization and sampled float samples sluffing out of road cuts. The author also took two samples of "ore material" from the old crusher hopper and high grade ore stored on the property. The author also walked down to the old mine workings which are buried and sampled the quartz vein which was interpreted as the north vein. In total nine rock samples were taken to evaluate the mineralization on the property.

Since there was a real lack of outcrop, the author took five stream sediment samples to evaluate the metallogeny of the whole property. The rock sample descriptions and analyses and stream sample descriptions and analyses are posted as Table 2. The rock and stream sample locations are shown on Figure 4.

Two "ore samples" from the Main zone (MM1 & MM2) and one float sample (MM5) analysed greater than 2,000 ppm antimony. The samples from the Main zone ran 1606 ppb and 3246 ppb gold respectively. Most of the samples were anomalous in gold, running greater than 100 ppb gold. One sample (MM9) near the South zone was a mineralized sample and may be a skarn sample, running 886 ppm copper and greater than100 ppm tungsten.

TABLE 2 SAMPLING NOTES – ROCK SAMPLES

SAMPLE NUMBER	DESCRIPTION	Sb ppm	Au ppb	Cu ppm	Mo ppm	W ppm	As ppm
MM-1	Sample of stibnite-quartz rock from crusher hopper	>2000	1606.1	62	31	<2	446
MM-2	Hand picked stibnite ore samples taken from barrels	>2000	3246.5	42	3	<2	48
MM-3	Quartz vein float along road. Silicified and sheared vein – diss. AsPy, Py, Stibnite	292	51.3	33	2	<2	239
MM-4	Angular rusty float, altered and silicified contining Py, Aspy, grey sulphide	212	4.8	196	1	<2	6
MM-5	silicified and altered rock containing diss. AsPy, Cpy and Py some epidote mineralization, soft grey sulphide mineral	>2000	53.8	10	5	<2	316
MM-6	float of gossan material, subcrop, very magnetic mafic rock, actinolite skarn? Trace sulphides	7	0.6	26	5	<2	2
MM-7	1 metre chip sample across quartz vein on strike with north zone mineralization, outcrop east side of creek by waterfall	58	665.2	103	22	<2	681
MM-8	2 metre chip sample across quartz vein in outcrop west bank of creek	380	16	107	8	<2	8
MM-9	south zone, massive sulphide float in quartz veins, appears to be Po	<3	2.8	886	3	100	6

STREAM SEDIMENT SAMPLES

SAMPLE NUMBER	DESCRIPTION	Sb ppm	Au ppb	Cu ppm	Mo ppm	W ppm	As ppm
MS - 1	creek crossing road from west approx 230 metres north of beginning of Mag line just downstream of bridge across Truax Crek .521808E 5633675N Creek is fast flowing, lots of water, good sediment	8	1.7	2.2	2.2	0.5	182.5
MS - 2	creek crossing road from west approx 915 metres north of beginning of Mag. Line. 521782E 5634351N good sediment	6.1	0.4	1.6	1.6	0.2	63.3
MS - 3	creek crossing road from west approx 1544 metres north of beginning of Mag line 521957E 5634969N possibly stream that had strong moss mat sample for gold, good flow, good sediment	4.1	0.4	1.7	1.7	0.3	56.8
MS -4	upper road, creek flowing from west, strong flow, 521577E 5634383N good sediment	5.7	0.3	2.3	2.3	0.6	68
MS – 5	Creek flowing from east, draining Mt. Williams area and felsic dykes. 522207E 5634416N Weak flow, poor sediment	11.7	0.2	13.8	13.8	1.3	33.5

The stream sediment results were inconclusive except for MS5 which was anomalous in antimony, copper and molybdenum. This was the only sample draining from the east around Mt. Williams and may reflect mineralization related to the presence of the feldspar porphyry dykes. The sample locations are shown on Figure 4 – Property Geology Map.

12.0 Drilling

The author did not supervise any drilling on the property. In 1983 John Kerr, P. Eng, of Kerr Dawson & Associates completed an 11 hole drill program totalling 872 metres of NQ core drilling. The drilling targeted the North, Main and South zones of the Mary Mac stibnite mineralization. The report describes the sampling, handling, preparation and analysis techniques, which agree with present standards of work. The report documents all mineralized intersections. John Kerr, describes the results of the drilling as follows:

Main Zone: The main zone has been intersected in all six holes and occurs in both the sediments/volcanics and the feldspar porphyry. It is within the feldspar porphyry that economic gold intersections over substantial widths occur (surface showing, DDH – 2, 5 & 9). The zone appears to plunge to the west, with an apparent decrease in content of gold with depth. The zone is open in both directions along strike.

South Zone: The south zone is exposed in two surface trenches and in three drill holes and occurs in only the volcanic/sedimentary rocks. The zone is very strong with consistent mineralized widths ranging from 1 – 4 metres. The zone is open in both directions along strike and with depth.

North Zone: The north zone is indicated in two drill holes and occurs in both volcanics and feldspar porphyry. The interpretation of this zone can be regarded as inconclusive, partly due to drill problems and poor core recovery of DDH #4 and due to lack of correlation of the intersected zones to surface showings. The zone can be regarded at this time to be open in all directions and at depth. "

13.0 Sampling Method and Approach

Due to the lack of outcrop on the property most samples were float samples carrying quartz veinlets and sulphide mineralization. In one case, representative float samples were taken across a 50 metre wide gossan and compiled into one sample. In two cases, near the Main and North zones, the author took one metre chip samples across the mineralized structure. All samples were placed in plastic sample bags, labelled, sealed and taken to Acme Analytical Laboratories in Vancouver B.C., where the samples were analysed. A representative sample of each bag of samples was retained for further study and description.

Because of the heavy overburden and the idea that the drainages flowing into Truax Creek may be controlled by mineralized structures, sediment samples from five streams were taken and sent in for multi-element and gold analysis. The samples were all taken from several locations upstream of the road. A nylon spoon was used to take the samples from the centre flow section of the creeks. Wherever possible, samples consisted of sand and finer samples were taken.

Pebbles were removed from the samples. About one kilogram of sample was placed in a heavy kraft paper bag, labelled and dried in the field.

14.0 Sample Preparation, Analyses and Security

Other than the taking of the samples and delivery to Acme, no sample preparation was completed by the field geologists. Acme Analytical Laboratories used their standard procedures for preparation and analyses. All of the samples were crushed, pulverized, and then the rolled and homogenized pulp was split to 30 grams using a Lemaire geochemical splitter. Two splits of this 30 gram sample were taken for analysis. The one split, 0.5 grams was digested and then analysed for 32 elements by multi-element, Induced Carbon Plasma Spectroscopy (ICP). A 15 gram split (1/2 Assay ton) was analysed by fire assay and ICP finish for gold analysis. The assay sheets for these analyse are located in the appendix.
The stream sediment samples were dried in the lab and then sieved to -80 mesh. A 0.5 gram split of the sieved sample was digested and analysed by 32 element ICP. A 10 gram sample was digested and analysed by fire assay and ICP finish for gold.

Since this sampling program was intended more for a general range of metal grades rather than a true quantitative reflection of the fresh vein material, no specific security procedures were taken. The writer was involved in the sampling and bagging and transport of the samples to the lab. The writer accompanied the samples to the preparation lab.

15.0 Data Verification

With the small number of samples involved, no special procedures were completed to verify the quality of the analyses. Sampling was done solely to determine the metal content of the samples.

16.0 Adjacent Properties

Gold has been produced from the Bridge River area since 1859 and for many years this camp was one of the premier gold producing areas of British Columbia. B.N. Church of the British Columbia Geological Survey described the exploration and mining in this area as following:

" Gold was first discovered in the Bridge River valley by placer miners on Gun Creek in 1859 and along the lower section of Tyaughton Creek in 1866. It was not until 1882 that the Halymore placer gravels were found at the mouth of the Hurley River near the present town of Goldbridge, and in 1886 on Cadwallader Creek. The total recovery from the Halymore placer is estimated to be "over 1000 ounces" (31,000 grams) of coarse gold. It is also reported that many nuggets were in the 31 to 156 gram (1 to 5 ounce) range, the largest weighing 404 grams (11.785 ounces).

Most of the lode gold occurrences were located from 1896 to 1915, although discoveries and desultory development continued until construction of the Terzaghi dam

in 1959 and rerouting the main road to the north shore of the B.C. Hydro reservoir that now forms Carpenter Lake.

The Pioneer Mine began production in 1928 followed by the Bralorne Mine in 1932. These operations were amalgamated in 1959 and soon became the primary gold producer in British Columbia. The mines closed in 1971. Combined operations from160 kilometers of tunnel attained a total ore output of 7.2 million tonnes, yielding on average, 17.9 grams per tonne (0.522 oz/ton) gold and 3.9 grams per tonne (0.114 oz/ton) silver.

Other past producing properties include the Wayside, Congress and Minto Mines north of Carpenter Lake. At these mines, most development occurred from 1933 to 1940. The Minto mine was the most important with an output of 80,650 tonnes of ore that yielded 6.8 grams per tonne (0.198 ox/ton) and 19.5 grams per tonne (0.569 oz/t) silver. The Wayside mine produced 39,094 tonnes yielding 4.2 grams per tonne (0.123 oz/ton) gold and 0.67 grams per tonne silver, and the Congress mine 943,000 tonnes yielding 2.7 grams per tonne (0.079 oz/ton) gold and 1.4 grams per tonne silver."

Church, B.N.; 1996: pp. 3-4

17.0 Mineral Processing and Metallurgical Testing

This heading is not applicable on such a preliminary evaluation.

18.0 Mineral Resource and Mineral Reserve Estimates

This heading is not applicable on such a preliminary evaluation.

19.0 Other Relevant Data and Information

No other relevant data and information is available.

20.0 Interpretation and Conclusions

The Williams Property lies in an area of British Columbia which has a long history of gold mining. The property itself has at least three and possibly four styles of mineralization.

The main style is vein type gold mineralization, either related to structural shears and/or the presence of feldspar porphyry dykes. The gold mineralization is associated with high grade antimony mineralization which occurs as lenses of stibnite adjacent to and within the quartz veins. This style of mineralization forms the Main, North and South zones of the historic Mary Mac antimony mine.

Following up on ground magnetic anomalies, Brent Hemingway located float containing iron-copper skarn mineralization near the peak of his largest anomaly. This sample assayed 1875 ppm copper and 37.59% iron. A sample taken by the author located massive pyrrhotite mineralization in float samples near the South zone which contained greater than 100 ppm tungsten. This may be another skarn deposit.

Many of the feldspar porphyry dykes contain molybdenite mineralization. The dykes appear to be related to a large magnetic anomaly under Mount Williams which may represent the presence of an intrusive plug. The gossan on the flanks of Mount Williams also suggests a hydrothermal event related to an intrusive. The area could be the location of a buried porphyry copper-molybdenum system.

21.0 Recommendations

As discussed in the Conclusions, the property hosts several different styles of mineralization. The only style which has undergone any form of exploration has been the quartz vein hosted gold-antimony mineralization in the three zones of the Merry Mac mine and surrounding North and South zones. The government airborne magnetic survey and the orientation, ground magnetic survey demonstrate that several magnetic structures cross the property. These structures may be related to the feldspar porphyry dykes, magnetic mineralization within the quartz veins or copper-iron skarn mineralization.

Since soil geochemistry would be hard to interpret due to volcanic ash, mud slides and glacial till, the primary method of exploration on this property should be a detailed, helicopter supported, airborne magnetic and electromagnetic survey over the whole property. The survey will help with an interpretation of the geology, especially with the lack of outcrop, as well as locate mineralized structures, possible skarn bodies and possibly a larger hydrothermal system related to an intrusive plug somewhere on the property

This detailed survey will consist of line spacing 100 metres apart for a total survey length of 120 line kilometres. This survey should cost approximately $18,000. The survey will be followed up by ground geophysics consisting of magnetics and EM or IP. Trenching if possible will be completed to locate outcrop in the areas of the anomalies. Soil geochemical surveys will be completed over the survey grids where the geochemistry will be useful and relevant. The property will be remapped with the help of excavator trenching exposing bedrock. The final stage will include diamond drilling of mineralized areas outlined by the previous techniques.

The total cost for the first phase of surveys and surface work prior to drilling will be approximately $100,000. The second phase of 2,000 metres of drilling will cost approximately $200,000.

ESTIMATE OF EXPENDITURES

PHASE 1

STAFF		
Geologist	30 days @ $500/day	$15,000
Assistant	30 days @ $200/day	6,000
TRANSPORTATION		
Truck rental		3,000
ACCOMMODATION		6,000
SUPPLIES		3,000
GEOPHYSICS		
Airborne Geophysics (Contract)		18,000
Line Cutting		10,000
IP Orientation		10,000
Magnetic Orientation		4,000
GEOCHEMISTRY		
Soils	200 samples @ $15/sample	3,000
TRENCHING		10,000
ANALYSES		
200 soils @$20/sample		4,000
50 rocks @ $30/sample		1,500
REPORT		6,500
TOTAL ESTIMATED EXPENDITURE		**$100,000**

PHASE 2

DRILLING	
2,000 metres @$100/metre all inclusive	**$200,000**

22.0 References

Church, B.N.; 1996: Bridge River Mining Camp Geology and Mineral Deposits; B.C. Ministry of Employment and Investment, Geological Survey, Paper 1995-3

Gruenwald, Werner; 1980: Geological and Geochemical Report on the HJ 3-6 Claims, B.C. Ministry of Energy, Mines and Petroleum Resources, Assessment Report No. 8697.

Hall, G.I.; 1981: Report on road Preparation, Geology and Geochemistry, HJ Claim, HJ 3-6 Claims, Lillooet Mining Division, B.C. Ministry of Energy, Mines and Petroleum Resources, Assessment Report No. 9746.

Hemingway, A.B.; 2000: Preliminary Magnetometer and Slide Survey. Assessment Report on the Merry Claims; B.C. Ministry of Employment and Investment, Assessment Report No. 26338.

Holland, S.S.; 1976: Landforms of British Columbia, A Physiographic Outline; B.C. Ministry of Energy, Mines and Petroleum Resources, Bulletin 48

Kerr, J.R.; 1983: Diamond Drill Report on the HJ Claims, Lillooet Mining Division; B.C. Ministry of Energy, Mines and Petroleum Resources, Assessment Report No. 11647.

Ostler, J.; 2001: The Merry Property, Lillooet Mining Division, B.C.; Technical Report for Princeton Ventures Inc.

Panteleyev, Andre; in Lefebure, D.V. and Hoy, Tryge ed.; 1996: Selected British Columbia Mineral Deposit Profiles, Vol. 2 – Metallic Deposits; B.C. Ministry Employment and Investment, Geological Survey Open File 1996-13

Roddick, J.A. and Huchison, W.W.; 1973: Geological Survey of Canada Paper 73-17

Sinclaire, W.D. in Lefebure, D.V. and Ray, G.E.; 1995: Selected British Columbia Mineral Deposit Profiles, Vol. 1 – Metallics and Coal; B.C. Ministry Energy, Mines and Petroleum Resources; Open File 1995-20

STATEMENT OF EXPENDITURES

Property Visit

John Kowalchuk	August 16-22, 2005	$3000.00
Brent Hemingway	August 16-22, 2005	$1200.00

Expenses

Including supplies, accommodation and meals	$ 563.51

Analyses

5 rocks @ $25/sample	$ 125.00
9 silts @ $15/sample	$ 135.00

Transportation

400km x $0.50/km	$ 200.00

Report $2000.00
(September 1-15, 2005)

TOTAL COSTS: $7,223.51

JMK GEOLOGICAL SERVICES

JOHN KOWALCHUK

#16-7491 No. 1 Road
Richmond, B.C. V7C 1T7
Telephone: 604-241 0342
Fax: 604-241 4456
Email: ajkowalchuk@shaw.ca

CERTIFICATE OF AUTHOR

I, John Kowalchuk, P. Geol. Do hereby certify that:

1. I am president of:
   JMK Geological Services
   #16-7491 No. 1 Road
   Richmond, B.C., Canada
   V7C 1T7

2. I graduated with a Bachelor of Science degree in Geology from McMaster University in 1970.

3. I am a fellow of the Association of Professional Engineers and Geoscientists of British Columbia.

4. I have worked as a geologist for a total of 35 years since my graduation from University.

5. I have read the definition of "qualified person" set out in National Instrument 43-101 ("NI 43-101") and certify that by reason of my education, affiliation with a professional association (as defined in NI 43-101) and past relevant work experience, I fulfill the requirements to be a "qualified person" for the purposes of NI 43-101.

6. I am responsible for the preparation of all sections of the technical report titled Summary Report on the Williams Property, Lillooet Mining Division, British Columbia dated October 29, 2005. I visited the property on August 16 - 19, 2005 for three days.

7. I have not had prior involvement with the property that is the subject of the Technical Report.

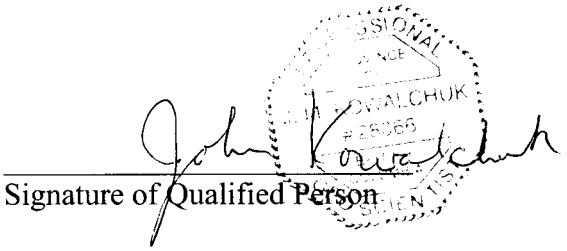
8. I am not aware of any material fact or material change with respect to the subject matter of the Technical Report that is not reflected in the Technical Report, the omission to disclose which makes the Technical Report misleading.

9. I am not independent of the issuer applying all the tests in section 1.5 of National Instrument 43-101. I am a director and officer of Action Minerals.

10. I have read National Instrument 43-101 and Form 43-101F1, and the Technical Report has been prepared in compliance with that instrument and form.

11. I consent to the filing of the Technical Report with any stock exchange and other regulatory authority and any publication by them for regulatory purposes, including electronic publication in the public company files on their websites accessible by the public of the Technical Report.

Dated this 16th day of March, 2006.



Signature of Qualified Person

John Kowakchuk, BSc. P.Geo.

Print Name of Qualified Person

APPENDIX A

ACME ANALYTICAL RESULTS

ACME ANALYTICAL LABORATORIES LTD. 852 E. HASTINGS ST. VANCOUVER BC V6A 1R6 PHONE(604)253-3158 FAX(604)253-1716
(ISO 9001 Accredited Co.)

GEOCHEMICAL ANALYSIS CERTIFICATE

Action Mineral PROJECT MERRY MAC File # A504895
1255 W. Pender St., Vancouver BC V6E 2V1 Submitted by: John Kowalchuk

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
MM-1	31	62	<3	40	10.9	<1	6	259	1.86	446	<8	<2	<2	35	<.5	>2000	<3	42	1.05	.027	4	19	.82	71	.03	<3	.79	.07	.24	<2	1606.1
MM-2	3	42	<3	20	11.6	<1	1	190	.62	48	<8	2	<2	42	<.5	>2000	<3	3	1.63	.002	<1	6	.75	25	<.01	<3	.08	<.01	.05	<2	3246.5
MM-3	2	33	<3	62	<.3	142	27	1059	5.22	239	<8	<2	<2	72	.5	292	3	50	1.85	.132	14	83	1.51	137	.01	11	.80	.04	.23	<2	51.3
MM-4	1	196	<3	31	<.3	64	39	669	5.72	6	<8	<2	<2	52	.5	212	<3	83	1.77	.047	2	48	.69	18	.31	<3	2.23	.35	.08	<2	4.8
MM-5	5	10	4	1	<.3	1293	78	955	5.30	316	30	<2	<2	150	<.5	>2000	<3	16	2.23	.004	1	583	14.67	45	<.01	7	.16	.01	.02	<2	53.8
MM-6	5	26	5	13	<.3	2483	131	1161	6.43	2	<8	<2	<2	2	<.5	7	<3	10	.02	.003	<1	392	21.72	9	<.01	<3	.11	<.01	<.01	<2	.6
MM-7	22	103	4	9	1.4	31	9	109	1.44	681	<8	<2	2	26	<.5	58	<3	20	.50	.015	6	11	.43	81	.01	<3	.27	.01	.18	<2	665.2
MM-8	8	107	<3	8	<.3	43	10	121	1.54	8	<8	<2	3	19	<.5	380	<3	18	.46	.036	8	17	.40	155	.01	<3	.35	.01	.23	<2	16.0
MM-9	3	886	5	220	<.3	100	127	510	28.29	6	<8	<2	<2	3	2.5	<3	35	25	.49	.026	2	5	.36	7	.04	<3	.37	<.01	.02	>100	2.8
SCL-01	10	73	6	64	<.3	10	6	186	2.13	4	10	<2	2	24	<.5	16	<3	65	.32	.072	6	11	.58	150	.19	<3	.94	.10	.50	3	3.9
STANDARD DS6/AU-R	12	125	31	141	<.3	25	11	708	2.87	22	<8	<2	3	41	6.2	4	5	57	.88	.080	15	187	.58	171	.08	16	1.92	.09	.16	4	456.5

GROUP 1D - 0.50 GM SAMPLE LEACHED WITH 3 ML 2-2-2 HCL-HNO3-H2O AT 95 DEG. C FOR ONE HOUR, DILUTED TO 10 ML, ANALYSED BY ICP-ES.
(>) CONCENTRATION EXCEEDS UPPER LIMITS. SOME MINERALS MAY BE PARTIALLY ATTACKED. REFRACTORY AND GRAPHITIC SAMPLES CAN LIMIT AU SOLUBILITY.
ASSAY RECOMMENDED FOR ROCK AND CORE SAMPLES IF CU PB ZN AS > 1%, AG > 30 PPM & AU > 1000 PPB
- SAMPLE TYPE: Rock R150 AU* IGNITED, ACID LEACHED, ANALYZED BY ICP-MS. (15 gm)

Data FA ____ DATE RECEIVED: AUG 26 2005 DATE REPORT MAILED: Sept. 16/05

Clarence Leong

ACME ANALYTICAL LABORATORIES LTD. (ISO 9001 Accredited Co.)

852 E. HASTINGS ST. VANCOUVER BC V6A 1R6 PHONE(604)253-3158 FAX(604)253-1716

GEOCHEMICAL ANALYSIS CERTIFICATE

Action Mineral File # A504894

1255 W. Pender St., Vancouver BC V6E 2V1 Submitted by: John Kowalchuk

SAMPLE#	Mo ppm	Cu ppm	Pb ppm	Zn ppm	Ag ppm	Ni ppm	Co ppm	Mn ppm	Fe %	As ppm	U ppm	Au ppb	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	Hg ppm	Sc ppm	Tl ppm	S %	Ga ppm	Se ppm	Sample gm
G-1	.7	2 1	2 6	39	<.1	6 3	3.7	492	1 70	< 5	2.6	.5	4.2	58	< 1	< .1	.1	33	49	.077	9	91	8	52	179	.112	1	.93	.084	45	.2	<.01	2.7	.3	< 05	5	< .5	15 0
MS-1	2 2	64 5	4 9	89	.1	122	2 21	4 1134	3.96	182	5 1.7	8 9	1.9	66	.3	8.0	.9	105	.92	.071	11	181	7	.49	175	.154	11	1.97	.085	.22	5	.20	5.6	.2	.10	7	1.1	7.5
MS 2	1 6	63 0	6 3	148	1	188	5 27	8 1153	4.08	63.3	.4	10 0	1.3	34	.3	6 1	.2	84	.86	.062	10	120	6	2.39	245	.156	15	1.77	.037	15	2	.09	6 6	1<	05	6	1.4	15.0
MS-3	1.7	57.5	4.3	70	.1	297.7	31 9	915	4 49	56 8	.4	14 3	1 5	42	1	4 1	.2	93	69	.069	10	194	4	2.73	206	.154	8	1.82	.059	18	3	.13	6.8	1<	05	6	7	15.0
MS-4	2 3	69 7	8 2	119	1	134 5	26 1	1126	4 75	68.0	.3	4 1	1.0	34	4	5.7	.2	90	79	.055	11	145	8	1.58	262	.127	12	2 04	.036	.14	6	13	7.2	1<	05	7	1.3	15 0
MS-5	13.8	109 5	3.9	48	.1	114 8	21 1	431	3 39	33.5	.2	27 3	1.2	18	1	11 7	1	67	.35	.048	7	71	8	1.17	163	.132	3	1.24	.028	.27	1	3	.06	4.7	1	07	5	9	15.0
0514	4.6	93 3	8.8	182	.1	70.0	26.0	1537	5.40	17.3	.3	2.6	2.1	29	.7	1.7	.3	86	.64	.092	21	70	3	1.35	166	.160	5	2.08	.008	.23	< 1	.75	6 6	2<	05	8	1 7	15.0
0515	3.8	77.3	8.0	153	.2	58.5	21.9	1333	4.76	83.0	.5	3.2	1.6	29	1.0	2 1	.2	87	.62	.087	21	70	0	1.26	157	.139	4	2.15	.011	.25	2	.09	6.3	2<	05	8	1.8	15 0
0516	8.0	75 4	7.1	195	1	70.2	20 8	1302	4 47	78.4	.5	2 3	2 4	44	.8	3.3	.5	82	.57	.074	16	59	4	1.16	237	.157	2	2.18	.020	.43	.5	.05	6.0	3<	05	8	1 6	15 0
0517	11.2	103.9	11.2	462	2	230.6	15 4	4268	3 46	21.3	1.2	1 9	3.0	39	2.2	1.9	.3	40	.34	.041	23	26	9	.59	373	.054	3	1 52	.008	.29	.5	.04	3.3	.4<	05	6	2.2	15.0
0518	18 9	136.6	7 6	406	1	176 9	25 2	1036	3.12	172.1	1 0	6.3	4.2	21	1.2	4.0	1 7	46	.23	.061	21	25.5		.75	236	.076	2	1.62	.009	.51	.7	.02	4.2	.4	.06	5	1 7	15.0
0519	23.1	120.3	8.3	269	1	81.4	18.7	858	3.25	152.4	1 0	7 6	3.8	24	.9	5 4	.9	51	.28	.056	17	30.8		.77	220	.081	1	1.59	.010	.51	2 4	.02	4 5	4<	05	6	1 9	15 0
RE 0519	21.7	115.5	7.7	269	1	80 6	17 8	850	3.19	150.1	.9	6 1	3.5	24	.9	4.7	.8	48	.26	.055	15	30 7		.75	211	.072	1	1.51	.009	.50	1.7	.02	4 4	4<	05	6	1.9	7 5
STANDARD OS6	11.9	127.9	29 9	148	.3	25 6	11 1	726	2 89	21.6	6.8	50 5	3 1	42	6.3	3.6	5.1	58	88	.079	16	187	6	.60	169	.086	17	1.97	.074	.16	3.4	.24	3 4	1 8<	05	6	4 7	15.0

GROUP 1DX - 15.00 GM SAMPLE LEACHED WITH 90 ML 2-2-2 HCL-HNO3-H2O AT 95 DEG. C FOR ONE HOUR, DILUTED TO 300 ML, ANALYSED BY ICP-MS.
(>) CONCENTRATION EXCEEDS UPPER LIMITS. SOME MINERALS MAY BE PARTIALLY ATTACKED. REFRACTORY AND GRAPHITIC SAMPLES CAN LIMIT AU SOLUBILITY.
- SAMPLE TYPE: Silt SS80 Samples beginning 'RE' are Reruns and 'RRE' are Reject Reruns.

Data 1 FA ____ DATE RECEIVED: AUG 26 2005 DATE REPORT MAILED: Sept. 9/05

BRITISH COLUMBIA CERTIFIED ASSAYER
C.L
Clarence Leong