BRITISH COLUMBIA

Ministry of Energy & Mines
Energy & Minerals Division
Geological Survey Branch

ASSESSMENT REPORT
TITLE PAGE AND SUMMARY

TYPE OF REPORT (type of survey(s))	**TOTAL COST**	**$12,580.53**
Sampling, prospecting		

AUTHOR(S) R. Tim Henneberry, P.Geo. SIGNATURE(S) *"R. Tim Henneberry"*

NOTICE OF WORK NUMBER(S) / DATE(S) YEAR OF WORK 2005

STATEMENT OF WORK - CASH PAYMENT EVENT NUMBERS / DATE(S)
4072337, 4072339, 4072340, 4072341, 4072342

PROPERTY NAME Pharoh

CLAIM NAME(S) (on which work was done) Pharoh (509663), Pharoh 2 (509664), Joan (509891), Pharoh 3 (510502), Pharoh 4 (510503), Pharoh 5 (510746), Pharoh 6 (513963)

COMMODITIES SOUGHT Copper, gold
MINERAL INVENTORY MINFILE NUMBERS, IF KNOWN 092ISW059, 092ISW062, 092ISW061
MINING DIVISION Kamloops NTS TRIM 092I033,034,042,043
LATITUDE LONGITUDE (at centre of work)
NORTHING 6583000 EASTING 598000 UTM ZONE 10 MAP DATUM WGS 84

OWNER 1
665777 B.C. Ltd.

OWNER 2

MAILING ADDRESS
703 St. Paul Street
Kamloops, B.C. V2C 2P9

OPERATORS (who paid for work)
665777 B.C. Ltd.

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703 St. Paul Street
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PROPERTY GEOLOGY KEYWORDS (lithology, age, stratigraphy, structure, alteration, mineralization, size, attitude)
The Pharoh property is underlain by metasediments and metavolcanics and granodiorite and diorite all of the Mount Lytton Complex. Three MINFILE occurrences are included in the property package: B&B (092ISW059) – low grade copper in metasediments; Laurie (092ISW062) – copper veins; and Spin (092ISW061) – copper in dyke swarms. Sampling and prospecting concentrated on locating new showings on the property.

REFERENCES TO PREVIOUS ASSESSMENT WORK AND ASSESSMENT REPORT NUMBERS
2261, 3194, 3827, 3938, 4119, 4120, 4302, 4451, 6294, 8762, 18133,18806,

TYPE OF WORK IN THIS REPORT	EXTENT OF WORK (In Metric Units)	On Which Claims	Project Costs Apportioned
GEOLOGICAL (scale, area)			
Ground, mapping			
Photo Interpretation			
GEOPHYSICAL (line kilometres)			
Ground			
Magnetic			
Electromagnetic			
Induced Polarization			
Radiometric			
Siesmic			
Other			
Airborne			
GEOCHEMICAL (number of samples analyzed for)			
Soil			
Silt			
Rock	20	all	
Other			
DRILLING (total metres, number of holes, size)			
Core			
Non-core			
RELATED TECHNICAL			
Sampling / assaying			
Petrographic			
Mineralogical			
Metallurgic			
PROSPECTING (scale, area)	1:50,00	all	
PREPARATION / PHYSICAL			
Line/grid (kilometres)			
Topographic / Photogrammatic (scale, area)			
Legal Surveys (scale, area)			
Road, local access (kilometres)			
Trench (metres)			
Underground dev. (metres)			
Other			
		TOTAL COST	12580.53

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GEOLOGICAL REPORT

PHAROH PROJECT

Kamloops Mining Division
TRIM Sheets 092I032, 092I033, 092I042, 092I043
UTM (WGS 84) ZONE 10 598000 6583000

FOR

665777 B.C. Ltd.
703 St. Paul Street
Kamloops, B.C. V2C 2P9

By; R.Tim Henneberry, P.Geo.
January 31, 2006

SUMMARY

The Pharoh property is being explored for its potential to both disseminated porphyry-related copper deposits and copper ± silver vein deposits. The property lies in the Kamloops Mining Division, 18kilometres north-northwest by paved and gravel road from Lytton.

Rocks of the Mount Lytton Complex underlie the claims. These rocks consist of metasediments and metavolcanics intruded and/or partially assimilated by granodiorites and diorites. Outcrops are common on the higher slopes in the rugged topography.

The Pharoh property is worthy of further exploration to adequately assess its potential to host both disseminated porphyry copper deposits and copper ± silver vein deposits. The limited exploration completed to date has identified three distinct showings, two of disseminated copper mineralization in altered diorites and one in calc-silicate quartz veins within a andesitic dyke intruding metasediments and metavolcanics. The disseminated copper grades ran to 0.1% copper while hand-picked material from the stockpile at the calc-silicate vein ran 0.003 opt Au, 2.28 opt Ag, 3.56% Cu and 0.48% Zn.

A program of prospecting and sampling is required to assess the area of known showings, to locate the contact between the quartzites and the granodiorite on the east side of the property, and to test for calcareous beds within the quartzite sequence. A sampling, hand-trenching and soil geochemistry program is required to assess the Laurie calc-silicate dyke / vein system.

The time required to complete the program with a crew of 3-4 is estimated at 19 days at a total cost of $50,000.

The cost of the 2005 exploration completed on the Pharoh property is $12,580.53.

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INTRODUCTION

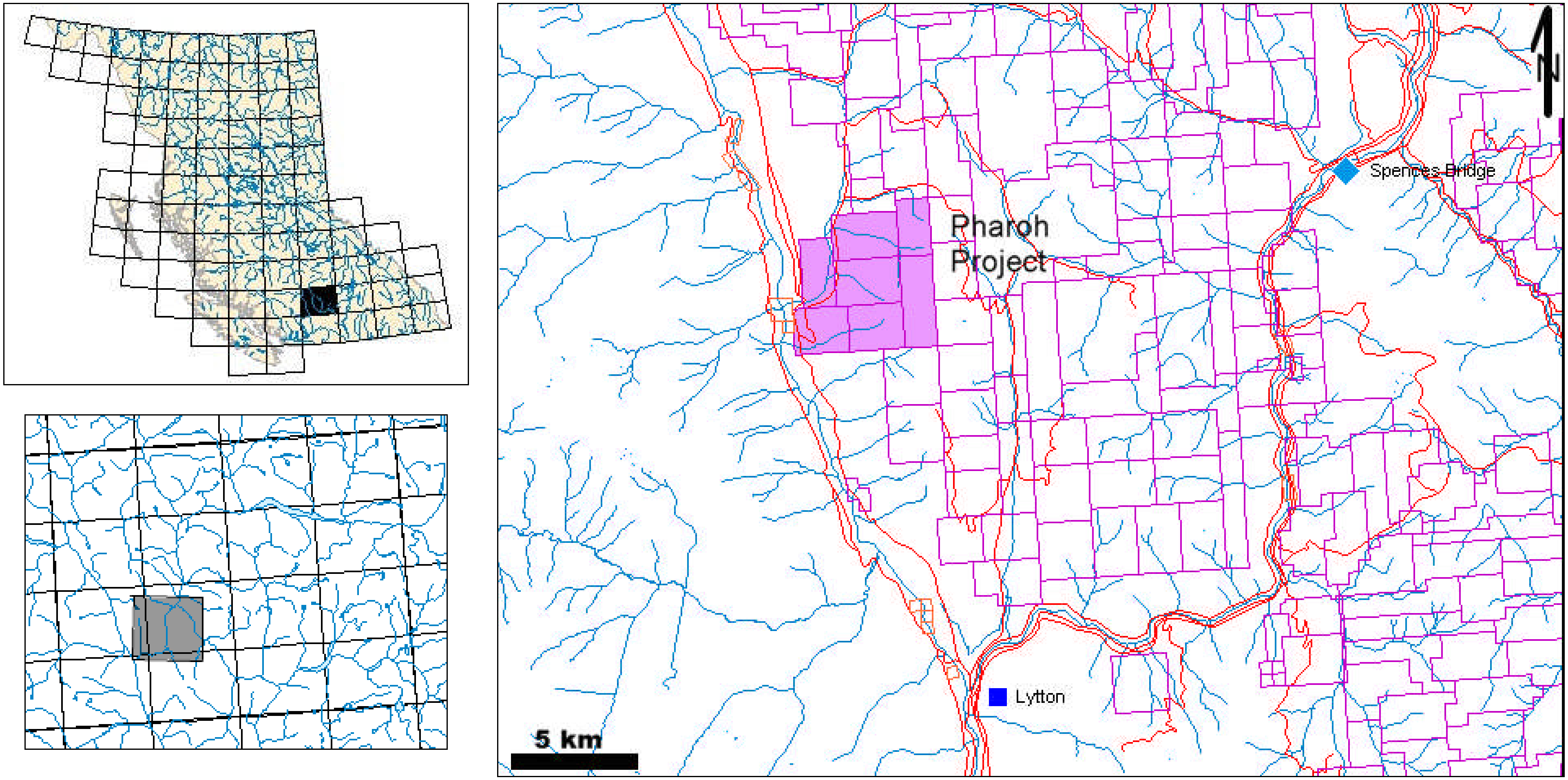
The purpose of this report is to compile the geological data as of December 31, 2005 on the Pharoh Project.

The ground underlying the Pharoh claims has seen several periods of exploration since the 1970's, though only in small concentrated areas of the entire property holdings. Most of the activity occurred in the 1970's when the search for porphyry copper expanded outward from the Highland Valley to other intrusive complexes.

The high price of copper and the epithermal precious metal activity in the Spences Bridge volcanics make the Pharoh project an attractive target. Copper mineralization has been documented as both vein style and disseminated style in the known showings now covered by the Pharoh project claims.

This report was commissioned by Mr. Rolland Menard, a principal of 665777 B.C. Ltd.

The Pharoh property was examined on June 22, 2005.



PHAROH PROJECT
LOCATION
Figure 1

PROPERTY DESCRIPTION, LOCATION, ACCESSIBILITY

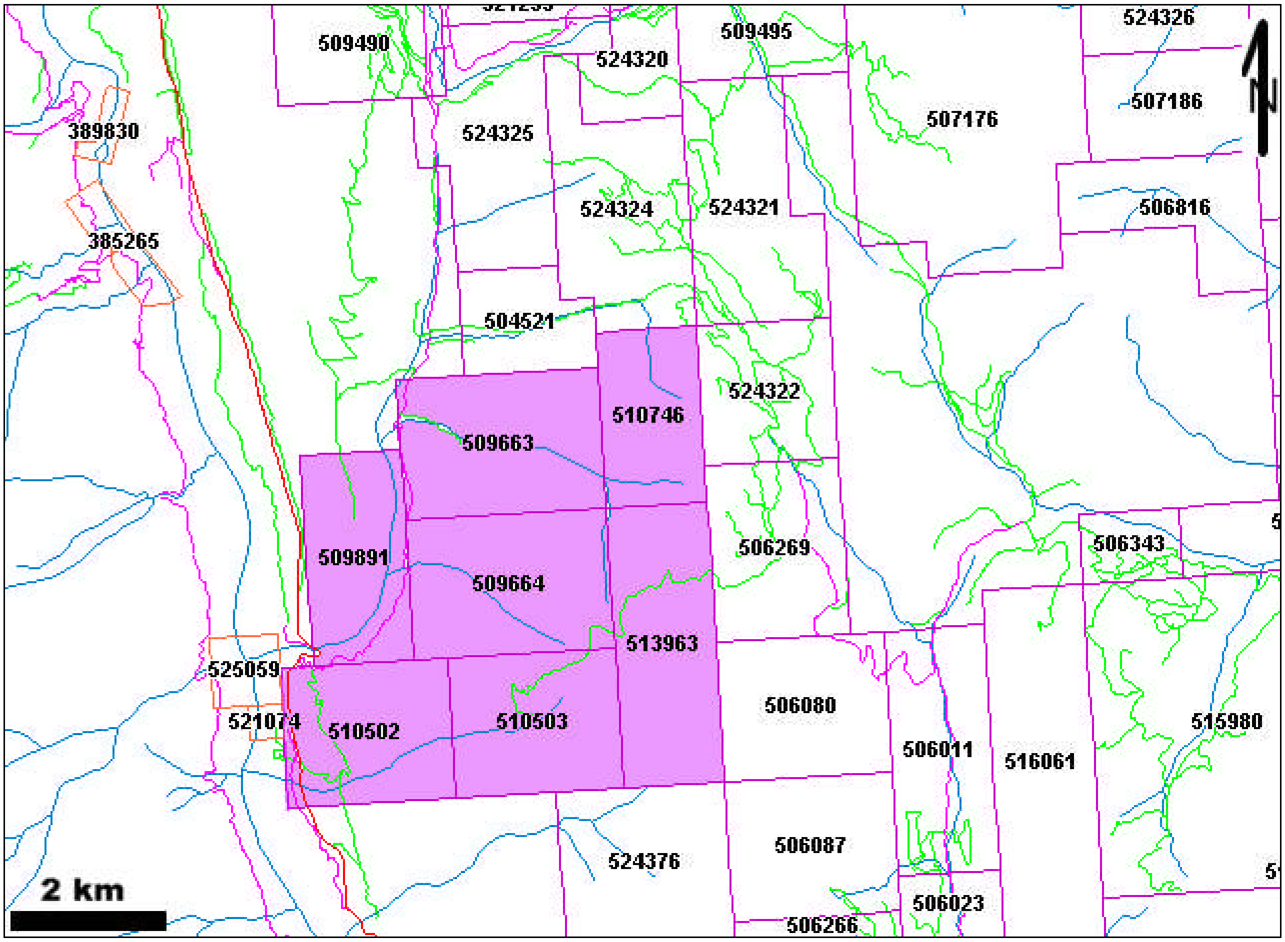
The Pharoh property lies 18 kilometres north-northwest of Lytton. Road access is highway 12 to Izman Creek road through to the Pharoh Property.

The claims lie at the junction of TRIM claim sheets 092I032, 092I033, 092I042 and 092I043 in the Kamloops Mining Division. The geographic center of the property is approximately 598000E 6583000N ZONE 10 (UTM WGS 84). The topography is rugged, with elevations on the property ranging from 500 metres on the western edge of the property near the Fraser River to 2000 metres at the top of the mountains. The upper slopes are devoid of timber , while logging has taken place over large areas of the lower slopes. The species on the lower slopes are pine and fir. Logging roads provide access through parts of the lower slopes, while the upper slopes are only accessible by foot.

The climate of this part of the province is typical of the southern interior of British Columbia. The summer field season is generally warm and dry and runs from mid- to late- May through to mid- to late- October. Winters are cold with significant snow accumulations. Temperatures can dip to minus 20 Celsius for extended periods.

The logistics of working in this part of the province are excellent. Gravel road access will allow the movement of supplies and equipment by road. Heavy equipment should be available Hope, Cache Creek or Kamloops. Supplies, fuel and lodging are available locally in Lytton. Depending on the type of exploration program to be conducted, the field season generally runs from late-April to early-November.

At this stage of the exploration of the Pharoh property, the only permitting required would be for trenching and possibly diamond drilling. These permits are generally readily obtainable contingent on the posting of small ($5,000 to $10,000) reclamation bonds.



PHAROH PROPERTY
Claim Location (092I032, 092I033, 092I042, 092I043)

Figure 2

PROPERTY HOLDINGS

The Pharoh project lies at the junction of TRIM claim sheets 092I032, 092I033, 092I042 and 092I043 in the Kamloops Mining Division. The property consists of seven claims totaling almost 2,987 hectares. The claims are registered in the name of Rolland J. Menard of Kamloops, B.C. Mr. Menard, a principal, is holding them in trust for 665777 B.C.

Name	Number	Expiry	Area
Pharoh	509663	24-Mar-2006	494.297
Pharoh 2	509664	24-Mar-2006	494.469
Joan	509891	30-Mar-2006	370.823
Pharoh 3	510502	10-Apr-2006	412.208
Pharoh 4	510503	10-Apr-2006	412.201
Pharoh 5	510746	14-Apr-2006	308.919
Pharoh 6	513963	05-Jun-2006	494.55
Total Area			**2,987.467**

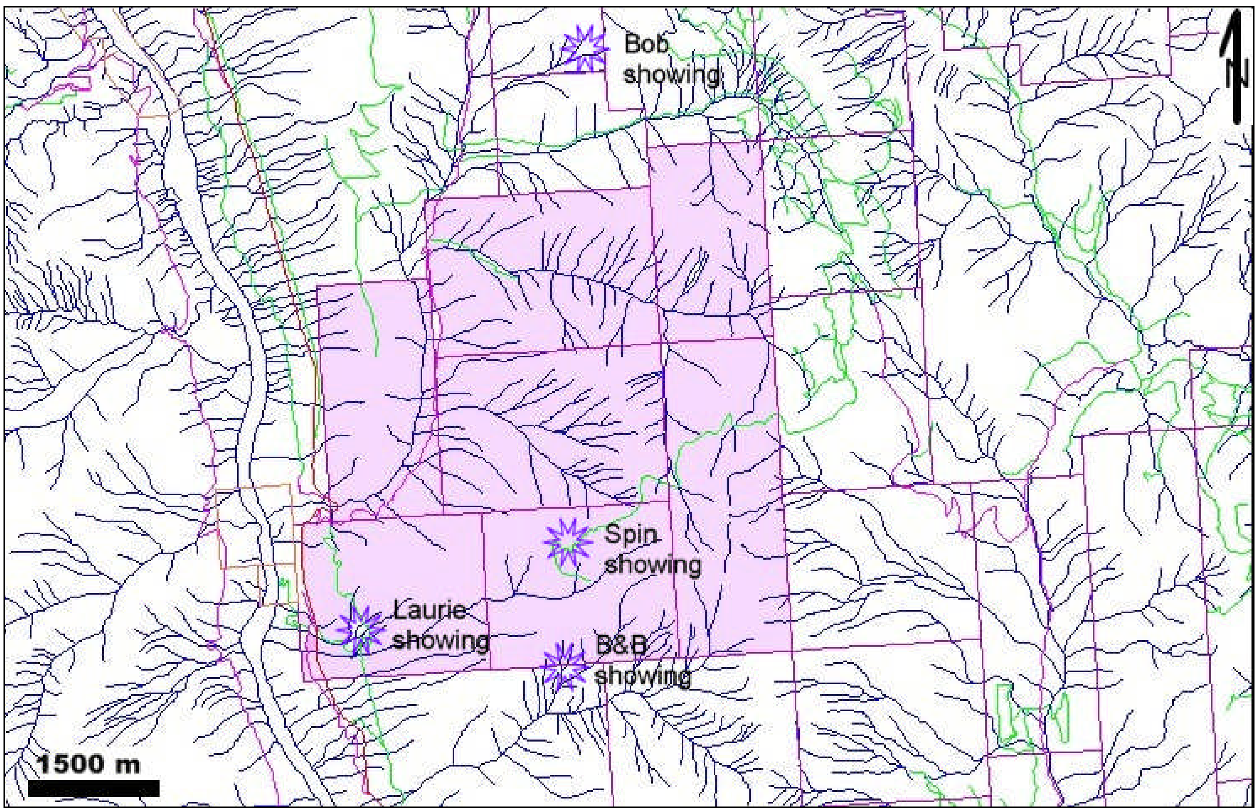
The claims are bounded to the northeast, east and southeast. The owners of these claims are as follows:

Number	Owner	Expiry
504521	George Wolanski	14-May-2006
506080	Allen Daniel Harvey / Francis Rene Laroche	07-Feb-2006
506087	Allen Daniel Harvey / Francis Rene Laroche	07-Feb-2006
506269	George Wolanski	08-Feb-2006
524321	Bitterroot Resources Ltd.	23-Dec-2006
524322	Bitterroot Resources Ltd.	23-Dec-2006
524324	Bitterroot Resources Ltd.	23-Dec-2006
524376	Bitterroot Resources Ltd.	24-Dec-2006

PREVIOUS EXPLORATION

The Pharoh property has a long exploration history. There are a number of MINFILE showings on or adjacent to the present Pharoh property. The area was explored for copper in the early 1970's as the search for porphyry copper deposits similar to the Highland Valley discovery spread further a field.

The B&B showing (092ISW059) actually consists of three showings, the northernmost one of which lies on the southeast corner of the present Pharoh property. Canadian Johns-Manville Company, Limited evaluated this area in the early 1970's. This showing is a soil anomaly first located by Kerr (1970) and further defined by Choi et al (1971). The 1971 mapping showed the strongest copper values appear to overlie gabbro and hornblende diorite near the granodiorite contact. Following up work Kerr (1973) found the values were explained by low-grade copper enrichment in thermally altered sediments of a roof pendant of Cache Creek group rocks.



PHAROH PROJECT
SHOWING LOCATIONS
Figure 3

The Laurie showing (092ISW062) was discovered in 1980 by Treasure Valley Exploration Ltd. during a program of soil sampling and ground geophysics (Weymark, 19080). The claims lapsed and were restaked and explored by Cromore Resources in the late 1980's. Cromore first prospected the claim (Allen, 1988) and later completed some detailed sampling of the main showing (Allen, 1989). The showing consists of two highly fractured, brecciated, branching calcsilicate veins 3 to 100 centimetres wide carrying tetrahedrite, azurite and minor chalcopyrite, pyrite and sphalerite. A chip sample from the main vein assayed 1.03 per cent copper and 0.11 per cent zinc over 43 centimetres (Allen, 1989). The Laurie showing lies near the southwest corner of the Pharoh property.

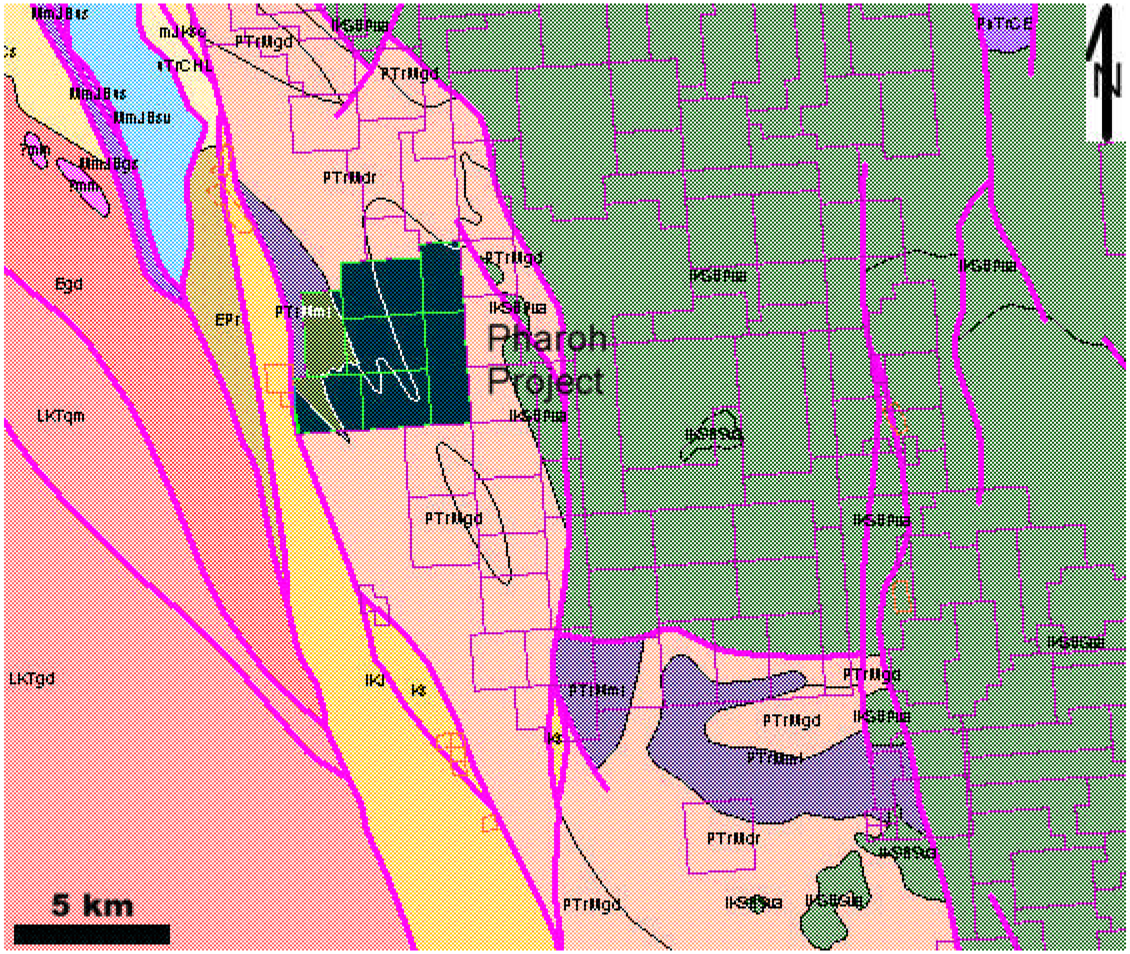
The Spin showing (092ISW061) was discovered by the Canadian Johns-Manville Company, Limited. The showing was first discovered by soil sampling (Lin and Conn, 1972). The survey and follow up mapping showed the local hornblende diorite carried copper mineralization in dyke swarms and veins and also within the younger Spences Bridge Group.

The Bob showing (092ISW058) is incorrectly plotted on MapPlace. The actual location of the showing, according to the maps with the assessment reports is plotted on the accompanying map. A large coincident Cu-Mo soil anomaly 4000 feet (EW) by 1500 feet (NS) was located in the early 1970's by El Paso Mining and Milling Company (Jones, 1972; Noel, 1972a; 1972b; 1972c). The anomaly was reported as being open to the west. Hoko Exploration Ltd. later drilled the main showing area (Lamont, 1976). The main showing is a limestone skarn hosting chalcopyrite with lesser bornite and molybdenite. The drilling failed as the drill was too small to cut the heavily fractured rock.

LEGEND

EOCENE
Egd granodiorite
EKav Kamloops Group – undivided volcanics
EPr Princeton Group – undivided sediments
Late CRETACEOUS TO PALEOGENE
LKTgd granodiorite
LKTqm quartz monzonite
CRETACEOUOS
lKJ Jackass Mountain Group – undivided sediments
lKSBPva Spences Bridge Group Pimainus Formation – andesite
Ks undivided sedimentary rocks
JURASSIC TO CRETACEOUS
JKCs Cayoosh Assemblage – undivided sediments
MJKsc coarse clastic sediments
JURASSIC
lmJA Ashcroft Formation – fine clastic sediments
Late TRIASSIC TO JURASSIC
LTrJGBo Guichon Creek Batholith – quartz diorites
Upper TRIASSIC
uTRCHL Cadwallader Group – Hurley, Last Creek, Grouse Creek siltstone units
PERMIAN TO Upper TRIASSIC
PTrMdr Mount Lytton Complex – diorites
PTrMgd Mount Lytton Complex – granodiorite
PTrMml Mount Lytton Complex – metamorphic rocks
PTrCM Cache Creek Complex – Marble Canyon - limestone
PENNSYLVANIAN TO Upper TRIASSIC
PnTrCE Cache Creek Complex – Eastern Belt – serpentine ultramafics
MISSISSIPPIAN TO Middle JURASSIC
MmJBus Bridge River Complex – serpentine ultramafics
MmJBsv Bridge River Complex – marine sediments and volcanics

Geology from MapPlace



PHAROH PROJECT
REGIONAL GEOLOGY
Figure 4

REGIONAL GEOLOGY
(Summarized from MINFILE 092ISW)

The Lytton map area lies within the Intermontane Belt of the central interior of British Columbia. The regional geology is taken from MapPlace and is shown in Figure 3. Mississippian to Jurassic metamorphosed volcano-sedimentary complex underlie large sections of the map area: the Bridge River complex in the northwest and the Mount Lytton complex in the west. The western portions of the map area are underlain by plutonic rocks, mainly Mount Lytton Complex diorites and amphibolites of the same age in the centre, Late Cretaceous Scuzzy Pluton granodiorites in the southwest and Eocene Nicola Batholith granodiorites north of the Scuzzy Pluton. The eastern half of the map area is underlain by the lower Cretaceous Spences Bridge Group, which has become the focus of recent epithermal precious metal exploration.

Volcanics and sediments of the Eocene Princeton and Kamloops groups occur as outliers within the Mount Lytton Complex as well as small Miocene intrusions of intermediate composition. Quaternary sediments occur as thick drifts along the main rivers and some of the larger creeks.

A major system of northwesterly trending faults, which, together with lesser northerly and northeasterly structures controlled the emplacement of the batholith's component units and the resultant mineral deposits.

Geology of the Botanie Mountain Area - (Summarized from MapPlace)

The Botanie Mountain area is underlain by Mount Lytton Complex intrusives and high-grade metamorphic rocks. The complex is overlain by Spences Bridge volcanics to the extreme east and Jackass Mountain and Princeton Group undivided sediments to the west. The intrusive rocks range from diorite to granodiorite in composition, though local areas of gabbro have been noted. The high grade metamorphic rocks range from metasediments to metavolcaniclastics.

Structurally the area displays a northwest trend as shown by the lithologic contacts. There are now major structural features in the immediate map area as shown on the MapPlace geology for the area.

Pharoh Property Geology

The Pharoh property has not been mapped in detail. The program to date has concentrated on prospecting and sampling areas of mineral potential.

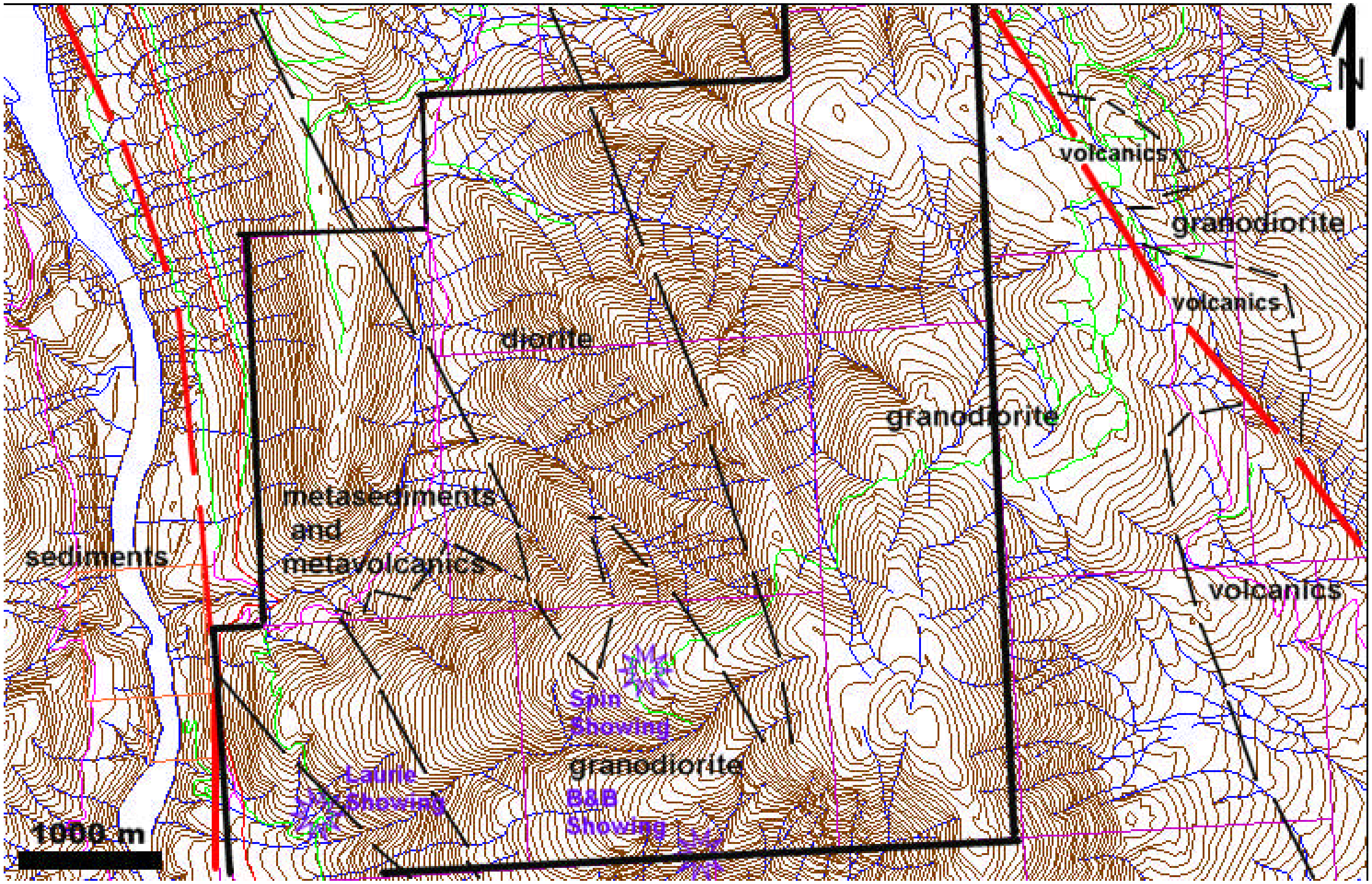
The area around the B&B claims was mapped by Kerr (1973). This area was mainly underlain by the Mount Lytton Batholith diorite to granodiorite. A narrow roof pendant of schistose, thermally altered grey-green calcareous argillites, in part rusty and oxidized was also mapped in the eastern portion of the property.

LEGEND

----- Contact
----- Fault

Showing Locations from:
MINFILE and MapPlace

Geology from: MapPlace



PHAROH PROJECT
PRELIMINARY PROPERTY GEOLOGY
Figure 5

The area around the Laurie showing was mapped by Allen (1989). A contact between the Mount Lytton batholith to the east and an older metavolcanic – metasedimentary complex to the west runs roughly north south through the eastern part of the Laurie claim. Mount Lytton rocks range from granodiorite to quartz diorite with some pegmatitic phases. The metasediments and metamorphosed greenstones include localized transition zones of interbedded gneisses and schists.

The area around the Bob showing was mapped by Noel (1972b). He mapped Mount Lytton Group diorite and diorite gneiss ranging from green andesite porphyry to coarse-grained sericitic diorite with pink feldspar phenocrysts. He also located amphibolite schists and marble. The schists were though by Noel to originally have been andesites.

The area around the Spin showing was mapped by Lin and Conn (1972). The local geology consisted of dark green, commonly massive, medium-grained hornblende diorite. It is cut by numerous dykes of various compositions.

The sampling completed by 665777 BC Ltd. in the east central side of the property (Figure 6) showed the area was underlain by rusty grey quartzites, though the area is shown as underlain by granodiorite according to MapPlace. The quartzites range from thickly to thinly bedded and are commonly rusty in appearance. Any mineralization contain within the quartzites has been weathered and turned into limonite and oxides.

DEPOSIT TYPES

There are a number of deposit types present on the Pharoh property, including: Cu skarn (Bob), porphyry Cu (B&B, Spin) and Cu ± Ag veins (Laurie). There are several British Columbia Ministry of Energy and Mines Mineral Deposit Profiles that encompass the different known showings on the Pharoh Property. Following is a brief summary of each of the summaries:

The Cu skarns deposit types (Ray, 1995) consist of Cu-dominant mineralization (generally chalcopyrite) genetically associated with a skarn gangue (includes calcic and magnesian Cu skarns). They are most common where Andean-type plutons intrude older continental-margin carbonate sequences. To a lesser extent (but important in British Columbia), Cu skarns are associated with oceanic island arc plutonism. They are associated with porphyritic stocks, dikes and breccia pipes of quartz diorite, granodiorite, monzogranite and tonalite composition, intruding carbonate rocks, calcareous volcanics or tuffs. Cu skarn mineralization is highly varied and includes stratiform and tabular ore bodies, vertical pipes, narrow lenses, and irregular ore zones that are controlled by intrusive contacts. Skarn mineralization consists of chalcopyrite ± pyrite ± magnetite in inner garnet-pyroxene zone and bornite ± chalcopyrite ± sphalerite ± tennantite in outer wollastonite zone. Irregular or tabular ore bodies tend to form in carbonate rocks and/or calcareous volcanics or tuffs near igneous contacts. Pendants within igneous stocks can be important. Cu mineralization is present as stockwork veining and disseminations.

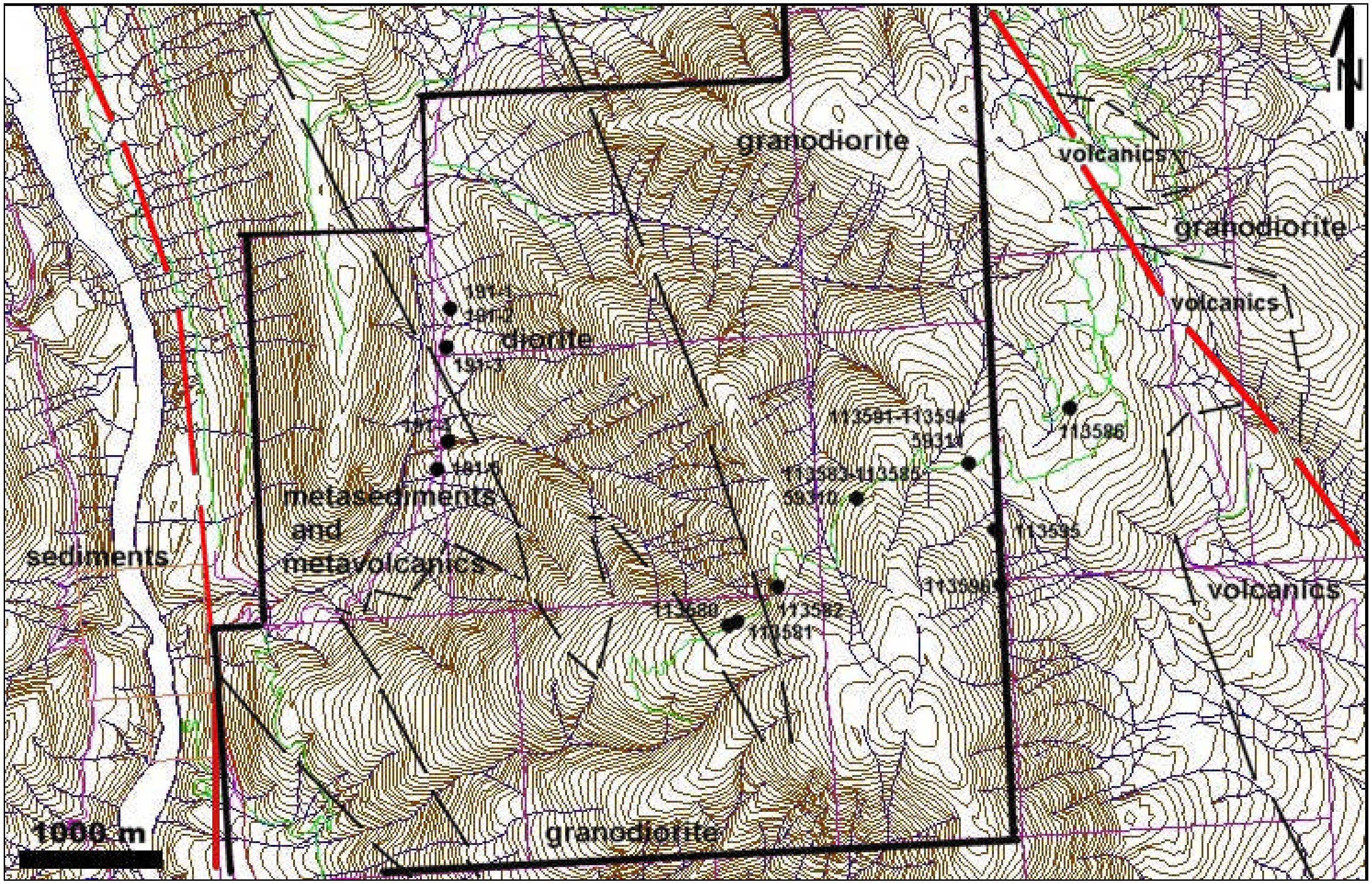
The Cu ± Mo ± Au porphyry deposit type (Panteleyev, 1995) consists of stockworks of quartz veinlets, quartz veins, closely spaced fractures and breccias containing pyrite and chalcopyrite with lesser molybdenite, bornite and magnetite occurring in large zones of economically bulk-mineable mineralization in or adjoining porphyritic intrusions and related breccia bodies. Disseminated sulphide minerals are present, generally in subordinate amounts. The mineralization is spatially, temporally and genetically associated with hydrothermal alteration of the host rock intrusions and wall rocks. The showings on the Pharoh property would be of the Plutonic subclass, where mineralization is found in large plutonic to batholithic intrusions immobilized at relatively deep levels, say 2 to 4 km. Related dikes and intrusive breccia bodies can be emplaced at shallower levels. Host rocks are phaneritic coarse grained to porphyritic. The intrusions can display internal compositional differences as a result of differentiation with gradational to sharp boundaries between the different phases of magma emplacement. Local swarms of dikes, many with associated breccias, and fault zones are sites of mineralization. Ore bodies around silicified alteration zones tend to occur as diffuse vein stockworks carrying chalcopyrite, bornite and minor pyrite in intensely fractured rocks but, overall, sulphide minerals are sparse. Much of the early potassic and phyllic alteration in central parts of ore bodies is restricted to the margins of mineralized fractures as selvages. Later phyllic-argillic alteration forms envelopes on the veins and fractures and is more pervasive and widespread. Propylitic alteration is widespread but unobtrusive and is indicated by the presence of rare pyrite with chloritized mafic minerals, saussuritized plagioclase and small amounts of epidote. Pyrite is the predominant sulphide mineral; in some deposits the Fe oxide minerals magnetite, and rarely hematite, are abundant. Ore minerals are chalcopyrite; molybdenite, lesser bornite and rare (primary) chalcocite. Subordinate minerals are tetrahedrite/tennantite, enargite and minor gold , electrum and arsenopyrite. In many deposits late veins commonly contain galena and sphalerite in a gangue of quartz, calcite and barite.

The Cu $\pm$ Ag deposit type (Lefebure, 1996) consists of quartz-carbonate veins containing patches and disseminations of chalcopyrite with bornite, tetrahedrite, covellite and pyrite. These veins typically crosscut clastic sedimentary or volcanic sequences, however, there are also Cu quartz veins related to porphyry Cu systems and associated with felsic to intermediate intrusions. Veins emplaced along faults; they commonly postdate major deformation and metamorphism. The veins related to felsic intrusions form adjacent to, and are contemporaneous with, mesozonal stocks. The deposits form simple to complicated veins and vein sets, which typically follow high-angle faults, which may be associated with major fold sets. Single veins vary in thickness from centimetres up to tens of metres. Major vein systems extend hundreds of metres along strike and down dip. In some exceptional cases the veins extend more than a kilometre along the maximum dimension. Sulphides are irregularly distributed as patches and disseminations. Vein breccias and stockworks are associated with some deposits. Ore minerals are: Chalcopyrite, pyrite, chalcocite; bornite, tetrahedrite, argentite, pyrrhotite, covellite, galena. Wall rocks are typically altered for distances of centimetres to tens of metres outwards from the veins. The metasediments display carbonatization and silicification, while the volcanic host rocks exhibit abundant epidote with associated calcite and chlorite. Veins and associated dikes follow faults. Ore shoots commonly localized along dilational bends within veins. Sulphides may occur preferentially in parts of veins, which crosscut carbonate or other favorable lithologies. Intersections of veins are an important locus for ore.

LEGEND

----- Contact
----- Fault
• 113581 – sample location

Geology from: MapPlace



PHAROH PROJECT
2005 Sample Locations
Figure 6

MINERALIZATION

There are a number of mineralized showings and/or anomalous zones on the present Pharoh property, representing several different deposit types.

The area around the B&B showing (Chie et al, 1971) consisted of anomalous copper in soil in an area of gabbro and hornblende diorite near the granodiorite contact. The outcrops form cliffs that are cut by various aplite and diabase dykes. Follow up sampling by Kerr (1973) found copper concentrations in place to be less than 0.1%. He speculated the copper resulted from the thermally altered sediments in a roof pendant with the granodiorite, and recommended further exploration for high grade skarn type pods of mineralization near intrusive contacts associated with copper enriched metasediments.

The Spin showing area (Lin and Conn, 1972) consisted of finely disseminated chalcopyrite, bornite and tetrahedrite in altered bands of diorite close to joint faces. The altered bands are marked by heavy brown rust stain, shear-like fine fractures, and a "bleached", pale color. The altered bands are 15 to 30 centimetres wide and show abundant malachite and azurite. The mineralization is proximal to andesitic dykes suggesting a genetic affinity. There were also 5-10 cm wide quartz vein carrying chalcopyrite and malachite noted in the area. Grades were not given in the report.

The Laurie showing (Allen, 1989) consisted of two highly fractured, brecciated, branching calcsilicate veins 3 to 100 centimetres wide carrying tetrahedrite, azurite and minor chalcopyrite, pyrite and sphalerite. At the main showing a trench was opened and approximately 20 tons of material was stockpiled. A representative sample returned 0.003 opt Au, 2.28 opt Ag, 3.56% Cu and 0.48% Zn. The showing consisted of a dyke intruding metasediments and metavolcanics. The dyke hosts an irregular, highly altered 3 cm to 100 cm wide calc-silicate vein mineralized with tetrahedrite, azurite, and minor chalcopyrite, pyrite and sphalerite. Samples of the face returned 0.67% Cu and 0.07% Zn over 76cm and 1.03% Cu and 0.11% Zn over 43cm.

Prospecting and limited sampling by 665777 B.C. Ltd. was confined to the accessible eastern side of the claim block. A total of 15 samples were taken with elevated barite, copper and zinc values located in a rusty shear zone.

2005 EXPLORATION PROGRAM

Exploration completed on the Pharoh claims in 2005 consisted of prospecting and sampling, primarily on the eastern side of the claim block. (Figure 6). The sample descriptions, GOS locations and results are all tabulated in the appendix.

The main rock type encountered was a schistose to massive quartzite. The rock is heavily weathered and oxidized, with abundant sulfide (?) vugs.

A total of 15 samples were taken and submitted to Eco Tech Laboratory Ltd. in Kamloops, British Columbia for analysis. Two areas of interest we located. The first was a quartz sulfide pod located in a shear zone in an existing roadbed. The quartz contained up to 5% pyrite. No copper mineralization or staining was noted in the samples, nor was any found in the analysis. Sample 59311 returned 5 ppb Au, 0.2 ppm Ag, 33 ppm Cu and 41 ppm Zn.

The second area consisted of a rusty shear zone in the quartzite. A limonite gouge to 5 cm was sampled along with the rusty material that had all textures obliterated. The zone was approximately 30 cm wide. Two samples were taken approximately 5 metres apart. Sample 113584 returned 10 ppb Au, 0.2 ppm Ag, 1055 ppm Ba, 151 ppm Cu and 569 ppm Zn. Sample 59310 returned 5 ppb Au, 0.2 ppm Ag, 270 ppm Ba, 54 ppm Cu and 54 ppm Zn.

QUALITY CONTROL / QUALITY ASSURANCES

All rock samples from the Pharoh property were either directly taken by the author or were taken by 665777 B.C. Ltd. prospectors under the supervision of the author.

All rock samples were taken and immediately placed in sealed sample bags. A pre-numbered assay ticket was placed in each bag with the corresponding part of the ticket filled out with date, time and location. Flagging was used to mark the sample locations or else a fix of the position was obtained by a Garmin 72 or Garmin 76 Global Positioning System unit set to record WGS 84 coordinates.

The author examined all samples and recorded geological descriptions (appended) before they were re-sealed in the bags and delivered by Midland personnel to Eco Tech Laboratory Ltd. in Kamloops, British Columbia.

Eco Tech's sample preparation procedures are described below. Samples are first catalogued and dried. They are then prepared as follows:

Soils	Soils are prepared by sieving through an 80 mesh screen to obtain a minus 80 mesh fraction. Samples unable to produce adequate minus 80 mesh material are screened at a coarser fraction. These samples are flagged with the relevant mesh.
Silts	Stream silts are prepared by sieving through an 80 mesh screen to obtain a minus 80 mesh fraction. Samples unable to produce adequate minus 80 mesh material are screened at a coarser fraction. These samples are flagged with the relevant mesh. The entire sample of the stream heavies is used for analysis.
Rocks	Rock samples are two stage crushed to minus 10 mesh and a 250 gram sub-sample is pulverized on a ring mill pulverizer to -140 mesh. The sub-sample is rolled, homogenized and bagged in a pre-numbered bag.

Samples for gold geochemical analysis are weighed to 30 grams and fused along with proper fluxing materials. The bead is digested in aqua regia and analyzed on an atomic absorption instrument. Over-range values for rocks are re-analyzed using gold assay methods.

Appropriate reference materials accompany the samples through the process allowing for quality control assessment. Results are entered and printed along with quality control data (repeats and standards). The data is faxed and/or mailed to the client.

For multi element ICP analysis, a 0.5 gram sample is digested with 3 ml of a 3:1:2 (HCl:HN03:H20) which contains beryllium which acts as an internal standard for 90 minutes in a water bath at 95°C. The sample is then diluted to 10 ml with water. The sample is analyzed on a Jarrell Ash ICP unit.

Results are collated by computer and are printed along with accompanying quality control data (repeats and standards). Results are printed on a laser printer and are faxed and/or mailed to the client.

INTERPRETATION AND CONCLUSIONS

The abundance of anomalous copper in several locations on the present Pharoh property holdings makes project worthy of further exploration. Aside from a property wide prospecting program, concentrating away from the areas of known mineralization, further exploration is required in the area of the Spin and Laurie showings.

The bulk of the exploration completed to date was concentrated in the early 1970's during the first major exploration pulse for porphyry copper deposits. The Canadian Johns-Manville Co. Ltd. conducted regional programs of prospecting and regional soil geochemistry, locating several mineral showings in the area including the B&B and Spin showings on the present Pharoh property. These showings need to be reexamined, mapped and sampled to determine their copper potential.

The area of the Laurie showing has to be examined and prospected in detail. The two showings mentioned by Allen (1989) need to be located, cleaned, mapped and sampled. A program of soil geochemistry is also required to attempt to trace the calc-silicate vein / dyke structure along strike.

The area prospected and sampled on the south eastern side of the present property holdings is clearly underlain by metasedimentary quartzites, though the MapPlace shows the area as being underlain by granodiorites of the Mount Lytton Complex. This area needs to be prospected in more detail to locate the actual quartzite – granodiorite contact and further to explore for calcareous beds in the quartzite sequence where skarn deposits might have developed. The northwestern side of the claim group is also underlain by metasediments and metavolcanics and should be prospected as well.

RECOMMENDATIONS

The Pharoh property is worthy of further exploration to adequately assess its potential to host both disseminated porphyry copper deposits and copper $\pm$ silver vein deposits. The limited exploration completed to date has identified three distinct showings, two of disseminated copper mineralization in altered diorites and one in calc-silicate quartz veins within a andesitic dyke intruding metasediments and metavolcanics. The disseminated copper grades ran to 0.1% copper while hand-picked material from the stockpile at the calc-silicate vein ran 0.003 opt Au, 2.28 opt Ag, 3.56% Cu and 0.48% Zn.

A program of prospecting and sampling is required to assess the area of known showings, to locate the contact between the quartzites and the granodiorite on the east side of the property, and to test for calcareous beds within the quartzite sequence. A sampling, hand-trenching and soil geochemistry program is required to assess the Laurie calc-silicate dyke / vein system.

The time required to complete the program with a crew of 3-4 is estimated at 19 days at a total cost of $50,000.

The cost of the 2005 exploration completed on the Pharoh property is $12,580.53.

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www.em.gov.bc.ca/Mining/Geolsurv/MapPlace/default.htm. The British Columbia Ministry of Energy and Mines MapPlace website provided the regional geological map and legend.

CERTIFICATE OF QUALIFIED PERSON

I, R.Tim Henneberry, P.Geo. do hereby certify that:

I am the Qualified Person of:

665777 B.C. Ltd.
703 St. Paul Street
Kamloops, B.C. V2C 2P9

I earned a Bachelor of Science Degree majoring in geology from Dalhousie University, graduating in May 1980.

I am registered with the Association of Professional Engineers and Geoscientists in the Province of British Columbia as a Professional Geoscientist.

I have practiced my profession continuously for 25 years since graduation.

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.

I am responsible for the preparation of the technical report titled "Geological Report Pharoh Project" and dated January 31, 2006, relating to the Pharoh property. I visited the Pharoh property on June 23, 2005.

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

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.

I am a principal of 665777 B.C. Ltd. and therefore cannot be considered independent after applying all of the tests in section 1.5 of NI 43-101.

I have read NI 43-101 and Form 43-101F, and the Technical Report has been prepared in compliance with that instrument and form.

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 to the public, of the Technical report.

Dated this 31st day of January 2006.

"signed and sealed"

R.Tim Henneberry, P.Geo

STATEMENT OF COSTS

PHAROH STATEMENT OF COSTS FOR 2005

Brent McEwen	Mar 25,30; Apr 2,11,16; Jun 5,22; Aug 24-27
Rob Barinecutt	Mar 25,30; Apr 2,11,16; Jun 5,22; Aug 24-27
Camille Berube	Aug 24-27
Rolland Menard	Jun 22; Aug 24-27
Tim Henneberry	Jun 22

Personnel					
Tim Henneberry	0.5 days	@	$450 / day	$	225.00
Brent McEwen	10.5 days	@	$200 / day	$	2,100.00
Rob Barinecutt	10.5 days	@	$200 / day	$	2,100.00
Camille Berube	4 days	@	$200 / day	$	800.00
Rolland Menard	4.5 days	@	$200 / day	$	900.00
Support					
Vehicle	10.5 days	@	$75 / day	$	787.50
Vehicle	0.5 days	@	$75 / day	$	37.50
ATV	10.5 days	@	$40 / day	$	420.00
Fuel				$	542.57
Room and board	29 mandays	@	$50 / manday	$	1,450.00
Supplies				$	155.52
Analysis					
Eco-tech Invoices				$	662.44
Report	40 hours	@	$60 / hour	$	2,400.00
Assessment Credit Subtotal				**$**	**12,580.53**

Apportioned costs

509663	$	2,050.00
509664	$	2,050.00
509891	$	1,580.53
510502	$	1,700.00
510503	$	1,700.00
510746	$	1,400.00
513963	$	2,100.00
	$	**12,580.53**

COST ESTIMATES

Prospect areas of known showings	10 days
Prospect quartzites and contacts	5 days
Map, sample and hand trench Laurie showing	2 days
Establish small soil grid on Laurie showing	2 days
1000 metre base line - 200 metre cross lines, both E and W	

Geologist	5	days	@	$	500	/day	$	2,500
Prospector	19	days	@	$	300	/day	$	5,700
Soil Sampler	19	days	@	$	200	/day	$	3,800
Soil Sampler	19	days	@	$	200	/day	$	3,800
Room & Board	62	days	@	$	150	/day	$	9,300
Vehicle + Fuel	24	days	@	$	125	/day	$	3,000
ATV + Fuel	19	days	@	$	40	/day	$	760
Analysis - rock	100	sample	@	$	35	/sample	$	3,500
Analysis - soil	187	sample	@	$	22	/sample	$	4,114
Analysis - silt	20	sample	@	$	22	/sample	$	440
Travel							$	2,000
Sundries							$	500
Report							$	5,000
Contingency							$	5,586
Phase I total							**$**	**50,000**

PHAROH PROJECT

2005 Program - Sample Descriptions

	UTM (WGS 84)			m	ppb	ppm	ppm	ppm	ppm	ppm
Sample	Northing	Easting	Description	width	Au	Ag	Ba	Cu	Pb	Zn
113580	5581527	598456	Grey quartzite. Dark oxides and rusting in groundmass (due to disseminated pyrite?)	grab	5	<0.2	25	17	18	39
113581	5581523	598469	Grey quartzite. Dark oxides and rusting in groundmass (due to disseminated pyrite?)	grab	<5	<0.2	<5	9	4	74
113582	5581792	598681	Grey quartzite. Dark oxides and rusting in groundmass. Locally schistose with minor fracture limonite	grab	5	<0.2	20	21	2	53
113583	5582354	599256	Lighter grey quartzite. Thin oxide fracture seams.	grab	5	<0.2	20	4	2	5
113584	5582354	599256	Rusty shear zone all textures obliterated.	grab	10	<0.2	1055	151	20	569
113585	5582354	599256	Rubbly dark quartz. Dark oxides and minor limonite.	grab	5	<0.2	50	19	4	62
113586	5582960	600817	Lighter grey quartzite. Limonite on fractures and in pods in groundmass.	grab	5	<0.2	35	5	6	15
113591	5582554	600070	Schisty quartzite. Abundant rusting and limonite.	grab	5	<0.2	100	29	12	43
113592	5582554	600070	Light grey recrystallized quartzite (mylonite?). Minor limonite and oxides. NVM	grab	5	<0.2	75	24	6	56
113593	5582554	600070	Light grey recrystallized quartzite (mylonite?). Strong limonite and oxides. NVM	grab	<5	<0.2	115	19	18	51
113594	5582554	600070	Light grey recrystallized quartzite (mylonite?). Strong limonite and oxides. 1-2cm dark crystals. NVM	grab	<5	<0.2	95	19	18	34
113595	5582163	660331	Fine-grained black quartzite. Fracture oxides. Entire area is gossanous.	grab	<5	<0.2	65	33	12	106
113596	5581700	500413	Gossan. Oxides and limonite entirely mask textures.	grab	10	<0.2	195	20	4	33

PHAROH PROJECT

2005 Program - Sample Descriptions

	UTM (WGS 84)			m	ppb	ppm	ppm	ppm	ppm	ppm
Sample	Northing	Easting	Description	width	Au	Ag	Ba	Cu	Pb	Zn
59310	5582354	599256	Rusty limonite gouge / shear zone. Ubiquitous limonite. NVM	grab	5	<0.2	270	54	<2	54
59311	5582554	600070	Quartz sulfide pod. Up to 5% pyrite	grab	5	<0.2	55	33	4	41
191-1	5583838	596455	No coarse rejects		25	<0.2	80	10	8	
191-2	5583838	596455	No coarse rejects		10	<0.2	45	39	48	
191-3	5583492	596462	No coarse rejects		15	0.4	70	88	24	
191-4	5582836	596636	No coarse rejects		10	<0.2	50	13	28	
191-5	5582702	596363	No coarse rejects		40	<0.2	60	62	35	

Series 59310-59311 were gathered by the author.

Series 113580-113586 and series 113591-113596 were gathered by 665777 personnel but were examined by the author prior to their submittal to the lab.

Series 191-1 to 191-5 were submitted directly to the lab by the prospectors. There were no coarse rejects available for the author to examine gross lithology, alteration and mineralization observations. These sample descriptions have “no coarse rejects” in the description line.

4-Apr-05

ECO TECH LABORATORY LTD.
10041 Dallas Drive
KAMLOOPS, B.C.
V2C 6T4

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

ICP CERTIFICATE OF ANALYSIS AK 2005-191

Midland Recording Service Ltd.
1870 Inglewood Dr.
Kamloops, BC
V2C 2K3

No. of samples received: 5
Sample type: Chips
Submitted by: Rolland Minard
Project: Pharo

Values in ppm unless otherwise reported

Et #.	Tag #	Au (ppb)	Ag	Al %	As	Ba	Bi	Ca %	Cd	Co	Cr	Cu	Fe %	La	Mg %	Mn	Mo	Na %	Ni	P	Pb	Sb	Sn	Sr	Ti %	U	V	W	Y	Zn
1	1	25	<0.2	0.32	<5	80	<5	0.03	<1	2	86	10	1.73	<10	0.18	154	6	0.07	4	130	8	<5	<20	28	0.03	<10	4	<10	5	24
2	2	10	<0.2	4.26	<5	45	15	0.25	<1	16	12	39	8.31	<10	3.99	2811	10	0.02	8	650	48	<5	<20	26	0.02	<10	340	<10	<1	155
3	3	15	0.4	1.80	330	70	<5	0.03	<1	5	116	88	5.94	<10	1.57	340	44	0.02	5	220	24	<5	<20	26	<0.01	<10	54	<10	<1	43
4	4	10	<0.2	2.37	<5	50	5	0.04	<1	12	73	13	5.56	<10	2.31	703	9	0.02	1	90	28	<5	<20	28	<0.01	<10	17	<10	<1	80
5	5	40	<0.2	2.81	5	60	<5	1.65	<1	16	70	62	3.46	<10	0.63	223	3	0.39	18	250	35	<5	<20	96	0.07	<10	405	<10	<1	36
QC DATA:																														
Resplit:																														
1	1	35	<0.2	0.35	<5	80	5	0.04	<1	2	96	9	1.78	<10	0.19	171	5	0.08	4	120	8	<5	<20	27	0.02	<10	5	<10	6	22
Repeat:																														
1	1	-	<0.2	0.33	<5	80	<5	0.04	<1	2	85	7	1.71	<10	0.18	155	5	0.07	3	140	8	<5	<20	27	0.02	<10	4	<10	6	20
Standard:																														
SH13		1285	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
GEO 05		-	1.5	1.54	65	145	<5	1.46	<1	18	60	89	3.87	<10	0.83	615	<1	0.02	26	710	24	<5	<20	55	0.10	<10	59	<10	9	77

ECO TECH LABORATORY LTD.
Jutta Jealouse
B.C. Certified Assayer

JJ/jm
df/178
XLS/05

14-Jun-05

ECO TECH LABORATORY LTD.
10041 Dallas Drive
KAMLOOPS, B.C.
V2C 6T4

Phone: 250-573-5700

Fax : 250-573-4557

ICP CERTIFICATE OF ANALYSIS AK 2005-463

Midland Recording
703 St Paul St
Kamloops, BC
V2C 2K3

Attention: Rolland Menard

No. of samples received: 11
Sample Type: rock
Project #:Pharo
Submitted by: Camille Berube

Values in ppm unless otherwise reported

Et #.	Tag #	Au (ppb)	Ag	Al %	As	Ba	Bi	Ca %	Cd	Co	Cr	Cu	Fe %	La	Mg %	Mn	Mo	Na %	Ni	P	Pb	Sb	Sn	Sr	Ti %	U	V	W	Y	Zn
1	113580	5	<0.2	2.04	<5	25	<5	0.12	<1	10	61	17	4.73	<10	2.23	405	8	0.04	4	300	18	<5	<20	4	0.01	<10	85	<10	<1	39
2	113581	<5	<0.2	0.56	<5	<5	<5	0.11	<1	3	58	9	2.24	<10	0.58	664	<1	0.08	<1	390	4	<5	<20	<1	0.03	<10	6	<10	9	74
3	113582	5	<0.2	0.52	<5	20	<5	0.06	1	11	111	21	4.03	<10	0.42	95	55	0.03	37	380	2	<5	<20	4	<0.01	<10	20	<10	<1	53
4	113583	5	<0.2	0.40	<5	20	<5	0.01	<1	1	82	4	1.46	<10	<0.01	11	3	0.01	2	<10	2	<5	<20	2	<0.01	<10	3	<10	<1	5
5	113584	10	<0.2	2.14	<5	1055	<5	0.11	7	25	20	151	7.67	<10	0.86	2934	7	0.01	3	290	20	<5	<20	5	<0.01	<10	171	<10	24	569
6	113585	5	<0.2	0.53	<5	50	<5	0.05	<1	5	100	19	1.66	<10	0.27	247	<1	0.06	2	80	4	<5	<20	<1	0.02	<10	18	<10	4	62
7	113586	5	<0.2	0.49	<5	35	<5	0.09	<1	1	75	5	1.26	<10	0.24	146	<1	0.06	2	300	6	<5	<20	38	0.01	<10	15	<10	1	15
8	113593	<5	<0.2	1.71	10	115	<5	0.90	<1	6	53	19	2.56	<10	0.50	334	<1	0.06	<1	570	18	<5	<20	71	0.13	<10	54	<10	6	51
9	113594	<5	<0.2	1.65	15	95	<5	0.96	<1	4	45	19	2.36	<10	0.45	232	4	0.05	<1	500	18	<5	<20	84	0.10	<10	45	<10	5	34
10	113595	<5	<0.2	1.52	<5	65	<5	0.42	<1	18	83	33	3.89	<10	1.84	539	1	0.07	45	980	12	<5	<20	21	0.06	<10	131	<10	6	106
11	113596	10	<0.2	0.89	<5	195	<5	1.02	<1	9	41	20	3.79	<10	0.18	1087	3	0.02	3	280	4	<5	<20	6	<0.01	<10	126	<10	8	33

QC DATA:

Resplit:																														
1	113580	10	<0.2	2.12	<5	20	5	0.10	<1	10	62	14	4.79	<10	2.32	411	9	0.04	6	290	18	<5	<20	3	0.01	<10	86	<10	<1	38
Repeat:																														
1	113580	<5	<0.2	2.20	<5	30	<5	0.13	<1	10	64	15	4.92	<10	2.37	432	8	0.04	5	290	16	<5	<20	5	0.02	<10	92	<10	<1	41
Standard:																														
GEO '05		140	1.5	1.41	60	150	<5	1.33	<1	16	57	84	3.83	<10	0.75	576	<1	0.03	27	620	24	<5	<20	54	0.11	<10	61	<10	9	78

JJ/bs
df/444
XLS/05

ECO TECH LABORATORY LTD.
Jutta Jealouse
B.C. Certified Assayer

4-Jul-05

ECO TECH LABORATORY LTD.
10041 Dallas Drive
KAMLOOPS, B.C.
V2C 6T4

Phone: 250-573-5700

Fax : 250-573-4557

ICP CERTIFICATE OF ANALYSIS AK 2005-562

Midland Recording
1870 Inglewood Dr.
Kamloops, BC
V2B 4W1

Attention: Rolland Menard

No. of samples received: 2
Sample Type: Rock Chips
Submitted by:not indicated
Project #:Pharo

Values in ppm unless otherwise reported

Et #.	Tag #	Au (ppb)	Ag	Al %	As	Ba	Bi	Ca %	Cd	Co	Cr	Cu	Fe %	La	Mg %	Mn	Mo	Na %	Ni	P	Pb	Sb	Sn	Sr	Ti %	U	V	W	Y	Zn
1	A59310	5	<0.2	0.73	5	270	<5	4.85	<1	13	74	54	4.69	<10	0.26	1147	3	0.02	8	210	<2	<5	<20	53	<0.01	<10	126	<10	20	54
2	A59311	5	<0.2	1.32	10	55	<5	0.51	<1	17	101	33	5.50	<10	0.51	316	20	0.08	4	530	4	<5	<20	44	0.13	<10	60	<10	2	41

QC DATA:

Resplit:																														
1		5	<0.2	0.77	5	260	<5	3.52	<1	13	72	55	4.51	<10	0.21	1107	4	0.02	10	250	<2	<5	<20	36	<0.01	<10	114	<10	20	53
Repeat:																														
1		5	<0.2	0.74	5	260	<5	4.80	<1	13	75	52	4.64	<10	0.25	1117	3	0.02	9	220	<2	<5	<20	51	<0.01	<10	125	<10	20	54
Standard:																														
GEO '05		135	1.5	1.44	60	140	<5	1.32	<1	15	53	84	3.69	<10	0.77	572	<1	0.02	25	590	14	<5	<20	43	0.08	<10	80	<10	9	67

ECO TECH LABORATORY LTD.
Jutta Jealouse
B.C. Certified Assayer

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