

VICTORY RESOURCES CORPORATION

(Owner & Operator)

GEOLOGICAL ASSESSMENT REPORT

(Event 4471264)

on a

STRUCTURAL ANALYSIS

Work done on

Tenure 589950

of the 9 Tenure

Toni 589950 Claim Group

of the

TONI PROPERTY

Nicola Mining Division

BCGS Map 092H.088/.098

**Centre of Work
5540500N, 682000E**

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**BC Geological Survey
Assessment Report
31669**

TABLE OF CONTENTS

	page
Summary -----	3.
Introduction -----	4.
Property Description and Location -----	4.
Accessibility, Climate, Local Resources, Infrastructure and Physiography ---	5.
History: Property & Area -----	6.
Geology Map Legend -----	11.
Geology: Regional -----	12.
Geology: Property -----	12.
Geology: Property Area -----	13.
Mineralization: Property Area -----	19.
Interpretation -----	28.
Selected References -----	29.
Statement of Costs -----	30.
Certificate -----	31.

ILLUSTRATIONS

Figure 1. Location Map -----	5.
Figure 2. Claim Location -----	6.
Figure 2a Abaton Exploration Results -----	7.
Figure 3. Claim & Index Map -----	8.
Figure 4. Geology, Claim, & Minfile -----	12.
Figure 5. Indicated Lineaments on Tenure 589950 -----	24.
Figure 6. Rose Diagram from Lineaments of Tenure 589950 -----	25.
Figure 7. Indicated Lineaments on Tenure 589952 -----	26.
Figure 6. Rose Diagram from Lineaments of Tenure 589952 -----	26.

SUMMARY

The nine claim Toni 589950 claim group of the TONI property covers an area of 4,675 hectares located 223 kilometres northeast of Vancouver and 32 kilometres southwest of Merritt. Tenure 589950 claim of the Toni 589950 claim group is located five kilometres north of the HN-WEN (WEN) prospect which was explored by adits and trenches around 1900, and by diamond drilling in 1996, 2004, and 2010.

The Wen prospect area contains three early 1990's adits extending north-northwesterly over a 150 metre length and over a 75 metre elevation reportedly driven on high grade copper zones. Later exploration revealed that adits were within a Nicola volcanic 100 metre wide northwesterly trending 750 metre long mineralized zone open to the northwest.

In a 1996 exploration by George Resources on the WEN, one of 16 diamond drill holes, W96-1, reportedly intersected a 6.55 metre quartz zone which returned assays of 16.578 gm/t Au, 0.75% Cu, and 12.901 gm/t Ag. (Verley, 1997) This intersection was designated as the Main vein and was located 55 metres south-southeast of Adit #1. The 2010 Victory Resources diamond drill program reportedly resulted in the intersection of 5.50 metres assaying 2.62% Cu (Victory news release dated August 26, 2010).

The Toni 589950 claim group is underlain by a batholith of late Triassic to early Jurassic granodiorite (uTrJgd) which is in an arcuate contact with the upper Triassic Nicola Group of basaltic volcanic rocks (uTrNE) to the west, proximally in the southwest, and intermittent in the southeast. Tenure 589950 of the Toni 589950 claim group covers a northerly contact of the granodiorite and the Nicola Group.

The Structural Analysis on Tenure 589950 indicated three primary northerly and west-northwesterly trending structures which in part delineate the intrusive/Nicola volcanic contact within the western portion of the claim.

Two structures are indicated within the intrusive; one of which trends northwesterly to, and terminates at the northerly trending contact. The structural intersection (Area A) would be a prime area to explore for surficial indicators of sub-surface mineralization which could be expressed as minor mineralization and/or mineral alteration indicators such as at the *ECHO* mineral showing (Minfile 092HNE058) along the contact three kilometres to the south, or as exoskarns, or indicators thereof, such as at the *MAL* mineral prospect (Minfile 092HNE002) hosted by the Nicola rocks within one kilometre of the contact which is three kilometres to the south.

The third structure, C, is northerly trending and may be the same structure extending southerly to the *ECHO* mineral showing and the *HN-WEN* mineral prospect (Minfile 092HNE058) a further two kilometres southward.

Excluding other variable geological conditions, the structures are essential in the localization of potentially economic quartz vein hosted mineralization within the Nicola volcanics on the Property. Other mineral deposit types such as skarn or porphyry mineralization are evident from the prospects as indicated by the Minfile reports included herein.

INTRODUCTION

In February 2010 a Structural Analysis was completed Tenure 589950 of the nine claim Toni 589950 claim group ("Property) of Victory's TONI property. The purpose of the program was to delineate potential structures which may be integral in geological controls to potentially economic mineral zones that may occur on Tenure 589950 or other claims of the Toni 589950 property.

Information for this report was obtained from sources as cited under Selected References.

PROPERTY DESCRIPTION AND LOCATION

The Property is comprised of nine claims covering an area of 4675.923 ha. Particulars are as follows:

<u>Tenure Number</u>	<u>Type</u>	<u>Claim Name</u>	<u>Good Until*</u>	<u>Area (ha)</u>
589925	Mineral	TONI 24	20100920	519.7367
589940	Mineral	TONI 28	20100920	519.768
589941	Mineral	TONI 29	20100920	519.7677
589946	Mineral	TONI 34	20120920	519.6958
589947	Mineral	TONI 35	20100920	519.4985
589949	Mineral	TONI 37	20100920	519.3189
589950	Mineral	TONI 38	20100920	519.3196
589951	Mineral	TONI 39	20120920	519.3206
589952	Mineral	TONI 40	20120920	519.4972

Total Area: 4675.923 ha

*Upon the approval of the assessment work filing, Event Number 4471264.

The Property is located within BCGS Map 092H.088/98 of the Nicola Mining Division, 223 direct kilometres from Vancouver and 32 direct kilometres from Merritt. The centre of the work area is at 6640500N, 662000E (NAD 83).

Figure 1. Location Map



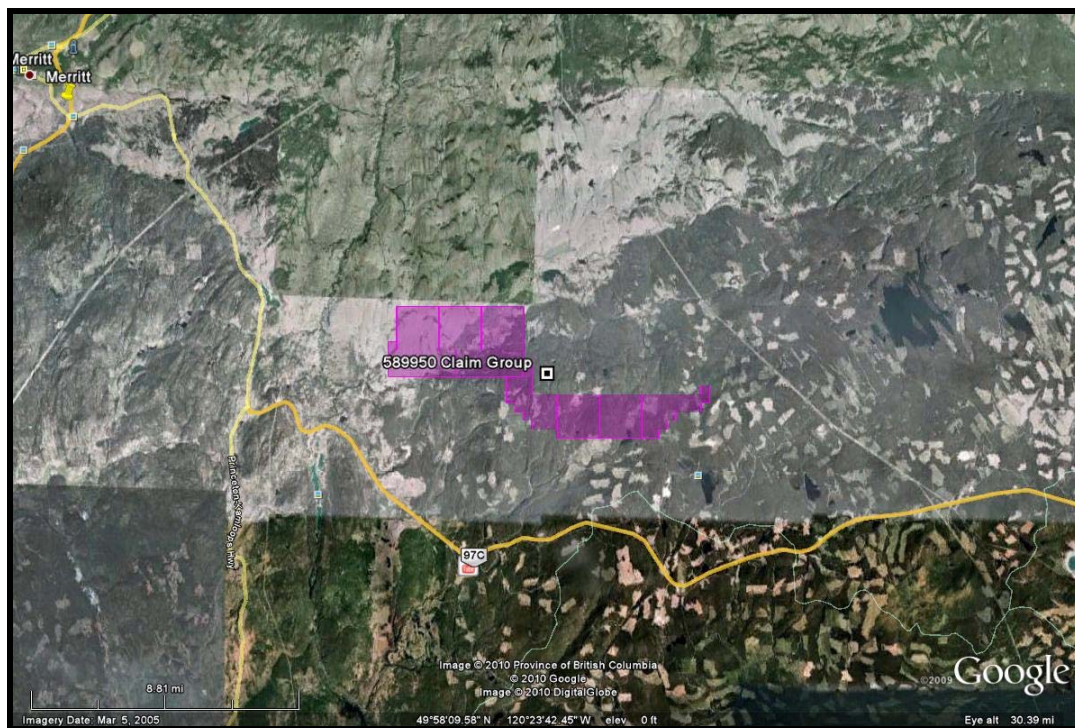
ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY

Access to the Property is southward and eastward from Merritt via Highway 97C or the Coquihalla connector Highway for 42 kilometres to the Loon Lake junction thence westward and northward for 12 kilometres to the southwestern boundary of Tenure 589946 of the Toni 589950 claim group. Forestry roads provide access to most portions of the Property.

The region is situated within the dry belt of British Columbia with rainfall between 25 and 30 cm per year. Temperatures during the summer months could reach a high of 35°C and average 25°C with the winter temperatures reaching a low of -10°C and averaging 8°C. On the Property snow cover on the ground could be from December to April and would not hamper a year-round exploration program.

Sufficient water for all phases of the exploration program could be available from the many lakes and creeks, which are located within the confines of the property. Water may be scarce during the summer months and any water required for exploratory purposes, would be transported.

Figure 2. Claim Location
(from Google Earth)



Accessibility, Climate, Local Resources, Infrastructure, and Physiography (cont'd)

Merritt, and/or Kamloops, historic mining centres, could be a source of experienced and reliable exploration and mining personnel and a supply for most mining related equipment. Kamloops is serviced daily by commercial airline and is a hub for road and rail transportation. Vancouver, a port city on the southwest corner of, and the largest city in, the Province of British Columbia is four hours distant by road and less than one hour by air from Kamloops.

HISTORY: PROPERTY & AREA

Property

1981 – Abaton Resources Ltd. completed seven diamond drill holes (616.18 metres) to test a copper showing previously tested by Skeena Silver Mines in the early 1960's. Abaton trenched the area of the copper showing and found evidence of iron sulphide mineralization.

The results of the diamond drilling indicated a series of lenses of massive pyrite occur in an andesite volcanic breccia. This zone of massive pyrite showed widths of up to 13 metres in an eastward flat-dipping, slightly south of west dipping, pyrite zone. Evidence in diamond drill hole #7 showed the massive pyrite zone open to the south.

Assays from the drill core as reported in the drill logs indicated only one significant assayed section which was from the final drill hole, A-7-81, and which assayed 0.37% Cu, 0.20 oz Ag/ton, and 0.005 oz Au/ton from a section of "... massive pyrite with epidote inclusions." over a non reported interval. The only higher assay reported from the drill holes was 0.008 oz Au/ton.

This area of exploration is indicated as the MAL showing (Minfile 092HNE002).

Figure 2a. Abaton Resources 1981 Exploration Results on Victory's Tenure 589952 (from AR 9,590)

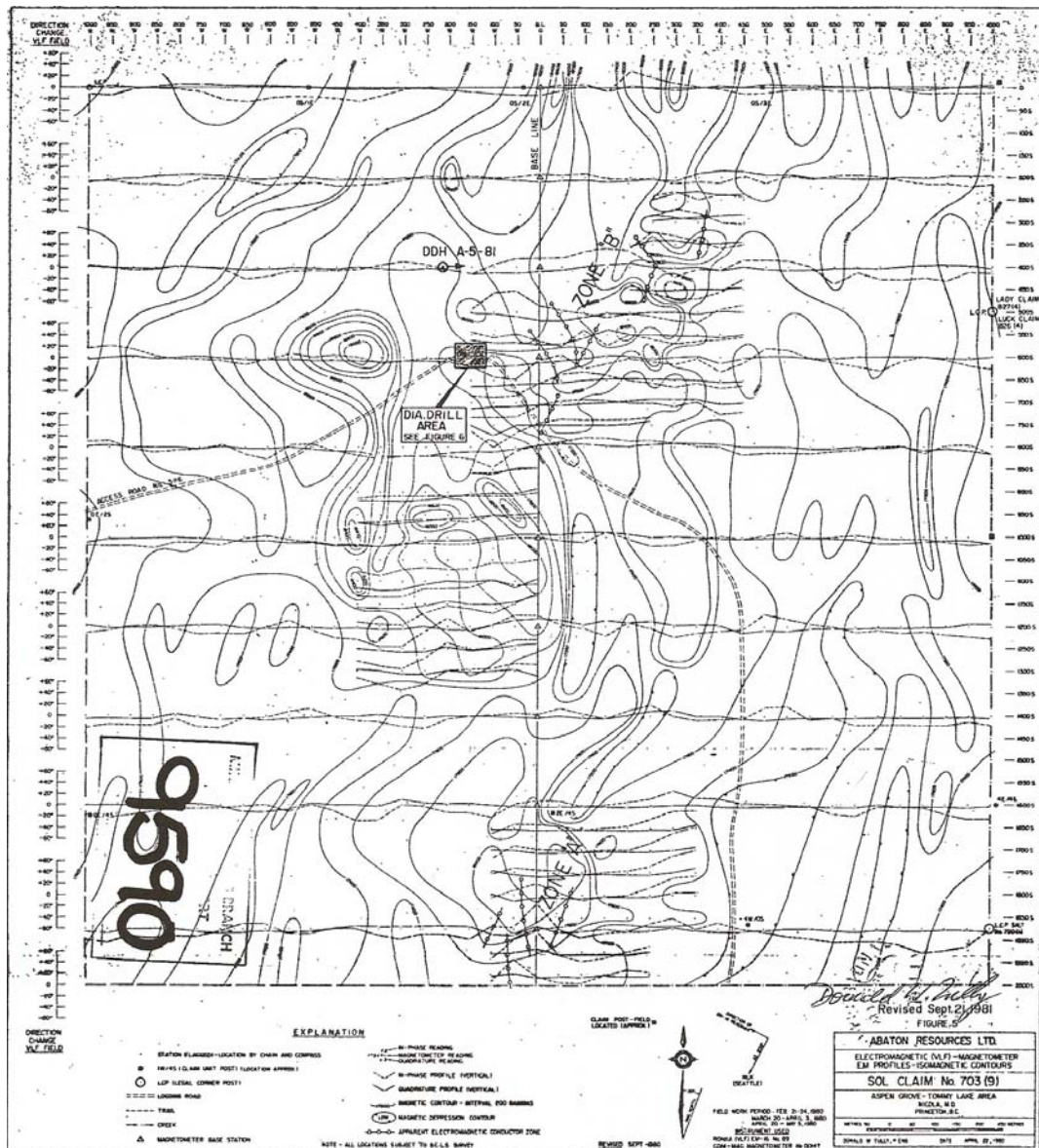
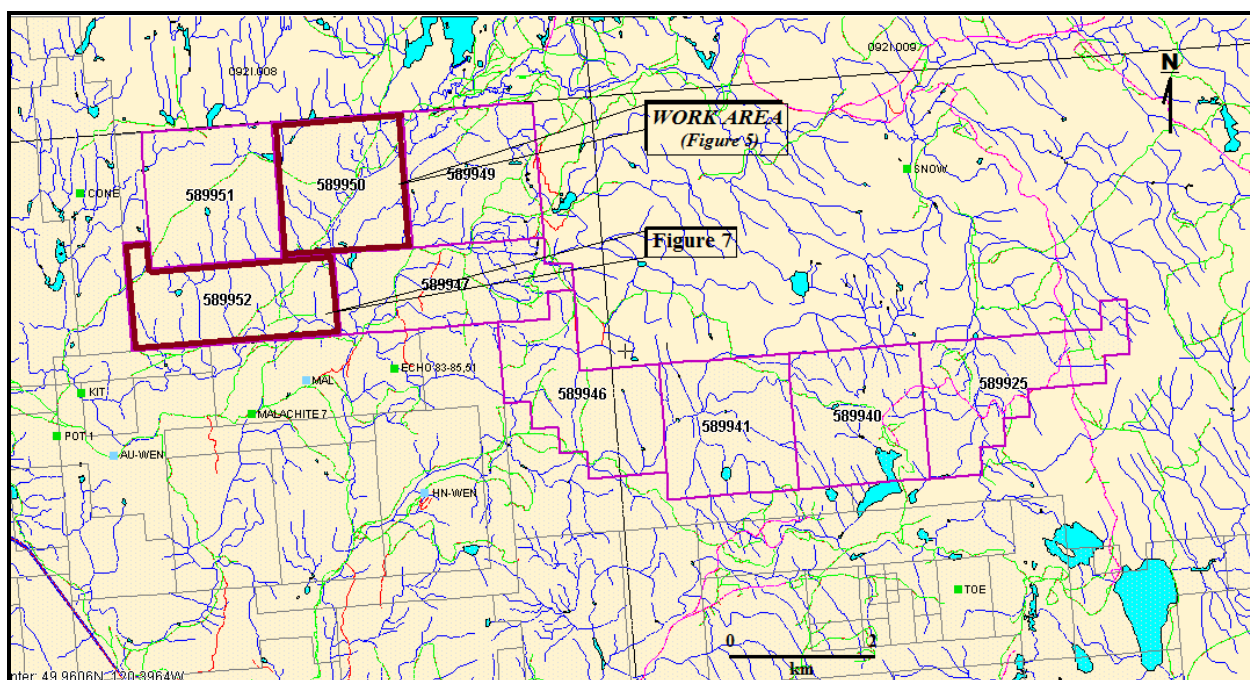


Figure 3. Claim & Index Map



History: Property & Area (cont'd)

Area

The history on some of the more significant mineral MINFILE reported occurrences, prospects, and past producers on and peripheral to the Property (Figures 3 & 4) are reported as follows. The distance from the Toni 589950 Claim Group is relative to Tenure 589950, which is the subject of the structural analysis.

MAL prospect (Cu skarn; Fe skarn; Au skarn)

MINFILE 092HNE002

Three kilometres south

Initial work consisted of diamond drilling and trenching in the early 1960s on the main showing (Malachite 1 2 and Chalcocite 1-2 claims), on which the occurrence is centred. This is located on access road number 5116, 1 kilometre south of Quilchena Creek, 11.5 kilometres east-northeast of the community of Aspen Grove. A second showing, smaller and less significant but with the same characteristics, is located 1 kilometre to the southwest (Malachite 7, 092HNE269).

History: Property & Area (cont'd)**COPPER STAR** past producer (Volcanic redbed-Cu)

MINFILE 092HNE036

Ten kilometres west

A small amount of production from the old workings is reported in 1915, when 41 tonnes of hand-sorted ore were shipped to a smelter. According to the returns, this shipment graded 8.7 per cent copper and 75.4 grams per tonne silver (Minister of Mines Annual Report 1915, page 227). Tanjo Mines Ltd. completed geological, geophysical and soil geochemical surveys over the showings between 1970 and 1972. Similar surveys were conducted by Redding Gold Corporation in 1988.

HN-WEN prospect (Volcanic redbed Cu)

MINFILE 092HNE058

Five kilometres south

Adits and trenches were initially cut around 1900; later work included diamond drilling and trenching in the 1960s and 1970s.

ECHO showing (Volcanic redbed Cu)

MINFILE 092HNE058

Three kilometres south

The Echo occurrence refers to a group of minor copper showings in an area east of the historical Aspen Grove copper camp, between Merritt and Princeton. The occurrence is centred on the northernmost of three showings which were worked on in the 1960s, in a small area (less than 0.5 square kilometre) located southeast of Quilchena Creek, 8.5 kilometres west-northwest of Boot Lake, and 13 kilometres east of the community of Aspen Grove (Assessment Report 1586).

BIG SIOUX past producer (Volcanic redbed Cu; Alkalic porphyry Cu-Au)

MINFILE 092HNE073

Ten kilometres southwest

This deposit was one of the first showings to be explored in the Aspen Grove copper camp. It was staked in 1899, and investigated periodically by H.H. Schmidt up to 1914. One shaft, 10 metres deep, an adit, 46 metres long, and numerous pits and trenches were excavated during this time. Forty-four tonnes of ore were shipped in 1918 grading 9.78 per cent copper and 67.9 grams per tonne silver. David Minerals Ltd., Amax Exploration Inc. and Norranco Mining and Refining completed soil and rock geochemical and geophysical surveys over the deposit between 1968 and 1978. The occurrence was restaked in 1989 after copper mineralization was exposed in a roadcut along the north side of the recently completed Coquihalla Highway (Phase 3 - Okanagan Connector). The deposit was subsequently mapped and sampled by Amex Exploration Services Ltd. in 1990, Northair Mines Ltd. in 1991 and Placer Dome Inc. in 1992. Christopher James Gold Corp. drilled the area, including the Big Kidd (092HNE074) in 1997.

History: Property & Area (cont'd)**BIG KIDD** prospect (Volcanic redbed Cu; alkalic porphyry Cu-Au)

MINFILE 092HNE074

Ten kilometres southwest

This occurrence was first explored by H.H. Schmidt, with the excavation of several trenches and one adit, 69 metres long, between 1900 and 1915. An additional three adits, 12 to 90 metres long, were excavated some time between 1916 and the 1950s. The deposit was trenched and drilled by Noranda Mines Ltd. in 1956 after completing geological and geophysical surveys. Additional geophysical and soil geochemical surveys were carried out by Norranco Mining and Refining in 1969 and Amax Exploration Inc. in 1971. Amax also mapped and drilled the deposit in 1972. David Minerals Ltd. conducted geological and self potential surveys, trenching and 112 metres of diamond drilling in three holes between 1975 and 1980. The deposit was sampled by Northair Mines Ltd. in 1991 and Placer Dome Inc. in 1992. Drilling by Placer intersected 71 metres averaging 0.75 gram per tonne gold and 0.2 per cent copper in the north zone of the Big Kidd breccia.

Christopher James Gold Corp. drilled 10 holes, totalling 2074 metres in 1997. A 116-metre intersection graded 0.801 grams per tonne gold and 0.124 per cent copper, including a higher grade section of 19.46 metres grading 3.09 grams per tonne gold and 0.113 per cent copper (Exploration in B.C. 1997, page 38). This intersection is from the North zone. The Southwest zone, 350 metres to the south, and the Northeast zone also contained mineralization.

The next program by Christopher James Gold was a 2 staged drilling program completed during the fall in 1999. This program drilled a fan of three holes to the southwest and one parallel hole along the Big Kidd Breccia north contact. All four 1999 holes intersected significant lengths of gold-copper mineralized intrusion breccia with late porphyritic monzonite dyke and potassic (K-feldspar) alteration zones.

In 2003, Christopher James Gold Corp. drilled 9 holes and dug three trenches to test alkalic porphyry hosted by the Big Kidd breccia. Broad intervals of low-grade mineralization were encountered.

AU-WEN prospect (Intrusion related Au pyrrhotite veins; Polymetallic veins Ag-Pb-Zn+/-Au)

MINFILE 092HNE144

Five kilometres southwest

Work on this showing dates back to the 1930s when visible gold was discovered in soil.

CONE showing (Volcanic redbed Cu)

MINFILE 092HNE146

Four kilometres west

The Cone occurrence is a minor copper showing in part of the historical Aspen Grove copper camp, between Merritt and Princeton, where exploration dates back to the turn of the twentieth century.

History: Property & Area (cont'd)**COURT 1 showing (Volcanic redbed Cu; Cu skarn)****MINFILE 092HNE147***Six kilometres west*

The Court 1 occurrence is a minor copper showing in part of the historical Aspen Grove copper camp, between Merritt and Princeton, where exploration dates back to the turn of the twentieth century.

Chalcopyrite occurs in a small zone of skarn alteration in dioritized volcanics of the Upper Triassic Nicola Group, near the contact with the Early Jurassic Pennask batholith to the northeast.

KIT showing (Alkalic porphyry Cu-Au; Porphyry Mo (Low F-type))**MINFILE 092HNE270***Five kilometres southwest*

The intrusive was first prospected for molybdenum by J.E. Bate in 1915. Marengo Mines Ltd. excavated one trench, 60 metres long, and drilled two holes in 1967.

GEOLOGY MAP LEGEND**Pleistocene to Recent****PIR_{al}**

Unnamed alluvial till

PIR_{vk}

Unnamed alkalic volcanic rocks

Upper Triassic**Eastern Volcanic Facie****uTr_{NE}**

lower amphibolite/kyanite grade metamorphic rocks

uTt_{Nsf}

mudstone, siltstone, shale, fine clastic sedimentary rocks

uTr_{NMI}

basaltic volcanic rocks

uTr_{Jum}

unnamed ultramafic rocks

Central Volcanic Facies**uTr_{Nc}**

andesitic volcanic rocks

Late Triassic to Early Jurassic**LTr_{Jgd}**

unnamed granodiorite intrusive rocks

LTr_{Jdr}

dioritic to gabbroic intrusive rocks

GEOLOGY: REGIONAL

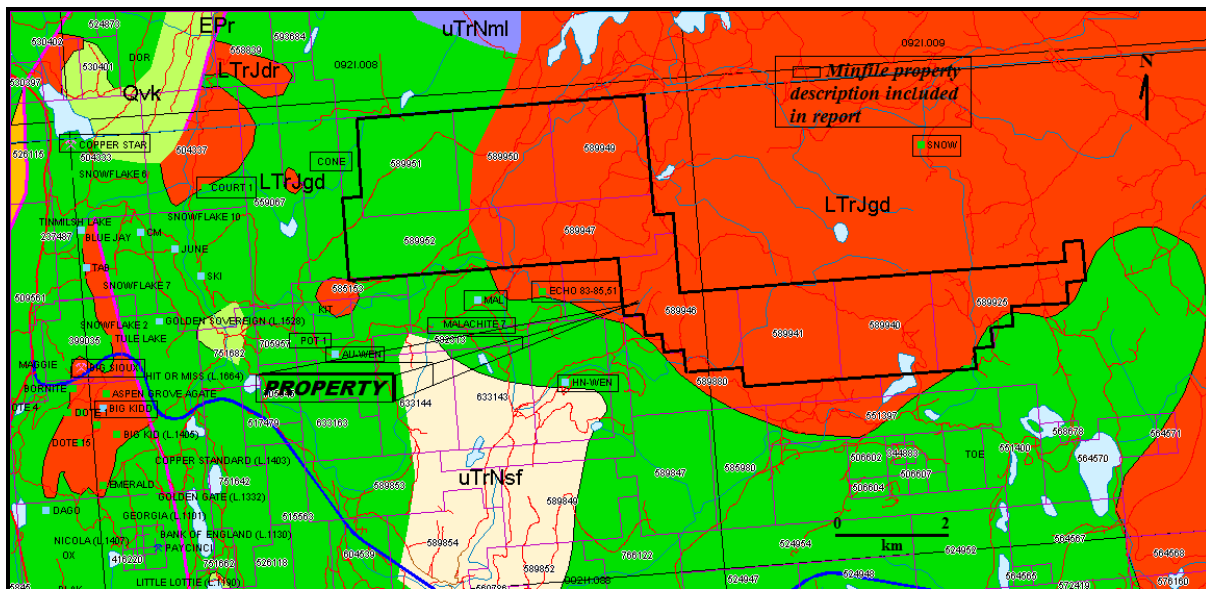
The Aspen Grove geological district is located within the regional Quesnel Trough, a 30 to 60, km wide belt of Lower Mesozoic volcanic and related strata enclosed between older rocks and much invaded by batholiths and lesser intrusions (Campbell and Tipper, 1970). The southern part is the well-known Nicola belt, continuing nearly 200 km to its termination at the U.S. border and containing the important copper deposits of Highland Valley, Craigmont, Copper Mountain, Afton, Brenda, in addition to the historic Hedley gold camp.

The Nicola Group has been divided into western, central, and eastern belts on the basis of lithology and litho-geochemistry and by major fault systems. Variation from calc-alkaline to shoshonitic compositions from west to east has been interpreted to reflect eastward dipping subduction in the Nicola arc. The Property is situated within the eastern belt of the Nicola Group which is bounded on the west by the northerly striking Kentucky-Alleyne fault zone.

GEOLOGY: PROPERTY

As indicated by the BC government supported MapPlace geological maps, the Property predominantly is underlain by a batholith of late Triassic to early Jurassic granodiorite (uTrJgd) which is in an arcuate contact with the upper Triassic Nicola Group of basaltic volcanic rocks (uTrNE) to the west, proximally in the southwest, and intermittent in the southeast.

Figure 4. Geology, Claim, & Minfile



GEOLOGY: PROPERTY AREA

The geology on some of the more significant mineral MINFILE reported occurrences, prospects, and past producers on the Property and peripheral to the Property (Figure 4) are reported as follows. The distance from the Toni 589950 Claim Group is relative to Tenure 589950, which is the subject of the structural analysis.

MAL prospect (Cu skarn; Fe skarn; Au skarn)

MINFILE 092HNE002

Three kilometres south

The Malachite occurrence is hosted in the Upper Triassic Nicola Group, which regionally consists of alkalic and calcalkalic volcanics and intrusions of island arc origin, and which is the principal component of the Quesnel Terrane in southern British Columbia (Geological Survey of Canada Maps 41-1989, 1713A). This belt has been of major economic interest because of its potential for porphyry copper-gold mineralization.

The occurrence lies in the northern assemblage of the Eastern belt or facies of the Nicola Group (after Preto, Bulletin 69). This assemblage mainly consists of well-bedded submarine volcanoclastic rocks and volcanic flows. The main Aspen Grove copper camp lies several kilometres to the west in the Central belt, separated by the north-striking Kentucky-Alleyne fault system (Bulletin 69).

The area of the Malachite occurrence is underlain by dark green, augite porphyritic andesitic to basaltic volcanics and fragmental rocks, with subordinate black argillite with local limy horizons, and feldspar porphyry (Assessment Reports 449, 1586). Some volcanic flow breccia contains pink trachytic fragments (Assessment Report 9590). Stratified rocks strike north-northwest and dip moderately to steeply west (Geological Survey of Canada Map 41-1989).

Within 1 or 2 kilometres to the north of these rocks is the east-trending contact of the Early Jurassic Pennask batholith, a large intrusion of medium-grained granodiorite to quartz diorite.

The volcanics and sedimentary rocks have been altered, probably the result of hydrothermal activity related to the Pennask batholith. Epidote alteration is common; potassium feldspar alteration is more restricted. Skarn alteration is most characteristic of this occurrence, as it hosts the main mineralization. It is closely associated with limy rocks, and is marked by epidote and garnet. North-trending gossanous shear zones have been exposed in trenches near the skarn zones (Assessment Report 449).

Geology: Property Area (cont'd)**COPPER STAR past producer (Volcanic redbed-Cu)****MINFILE 092HNE036***Ten kilometres west*

The Copper Star group of showings is hosted in red and green, augite and/or plagioclase porphyritic flows, breccias and tuffs of andesitic or basaltic composition (Assessment Report 17554). The volcanics contain magnetite. The strata strike northwest and dip southwest.

Epidote alteration of the volcanics is pervasive, and is commonly accompanied by disseminated jasper or hematite. Alteration is greater in shear fractures, which may also contain quartz and calcite veins as well as jasper and hematite. Epidote alteration, grain size in the volcanics, and copper mineralization all tend to increase from east to west (Assessment Report 17554).

HN-WEN prospect (Volcanic redbed Cu)**MINFILE 092HNE058***Fourteen kilometres west-southwest*

The HN-WEN occurrence is hosted in the Upper Triassic Nicola Group, which regionally consists of alkalic and calcalkalic volcanics and intrusions of island arc origin, and which is the principal component of the Quesnel Terrane in southern British Columbia (Geological Survey of Canada Maps 41-1989, 1713A). This belt has been of major economic interest because of its potential for porphyry copper-gold mineralization.

The occurrence lies in the northern assemblage of the Eastern belt of the Nicola Group (after Preto, Bulletin 69). This assemblage mainly consists of well-bedded submarine volcanoclastic rocks and volcanic flows. The main Aspen Grove copper camp lies several kilometres to the west in the Central belt, separated by the north-striking Kentucky-Alleyne fault system (Bulletin 69).

The area of the occurrence is underlain by augite porphyritic volcanic flows of andesitic to basaltic composition, fragmental rocks including tuff and breccia, and argillites (Assessment Reports 1586, 4230). The argillites are dark grey to black, well bedded, and locally limy. They are somewhat carbonaceous and pyritic. Minor rock types present include feldspar porphyry and locally lenses of diorite. About 2.5 kilometres to the northeast is the contact with the Early Jurassic Pennask batholith, a large intrusion of medium-grained granodiorite to quartz diorite.

The contact between the volcanic rocks and the argillites passes through the centre of the mineralized area. The contact is parallel to bedding, striking 130 degrees and dipping 40 degrees southwest, with the volcanic rocks on the northeast side (Assessment Report 4230).

Geology: Property Area (cont'd)*ECHO showing (Volcanic redbed Cu)**MINFILE 092HNE058**Three kilometres south*

The Echo occurrence is hosted in the Upper Triassic Nicola Group, which regionally consists of alkalic and calcalkalic volcanics and intrusions of island arc origin, and which is the principal component of the Quesnel Terrane in southern British Columbia (Geological Survey of Canada Maps 41-1989, 1713A). This belt has been of major economic interest because of its potential for porphyry copper-gold mineralization.

The occurrence lies in the northern assemblage of the Eastern belt of the Nicola Group (after Preto, Bulletin 69). This assemblage mainly consists of well-bedded submarine volcanoclastic rocks and volcanic flows. The main Aspen Grove copper camp lies several kilometres to the west in the Central belt, separated by the north-striking Kentucky-Alleyne fault system (Bulletin 69).

The area of the occurrence is underlain by augite porphyritic volcanic flows of andesitic to basaltic composition, and volcanic tuff and breccia (Assessment Report 1586; Geological Survey of Canada Map 41-1989). The volcanics may be affected by low grade propylitic and chloritic alteration. Less than 1 kilometre to the north of the occurrence is the east-striking contact of the Early Jurassic Pennask batholith, a large intrusion of medium-grained granodiorite to quartz diorite.

*BIG SIOUX past producer (Volcanic redbed Cu; Alkalic porphyry Cu-Au)**MINFILE 092HNE073**Ten kilometres southwest*

The Fairweather Hills region is underlain by the Central volcanic facies of the Upper Triassic Nicola Group, comprising intermediate, feldspar and feldspar augite porphyritic pyroclastics and flows, and associated alkaline intrusions. The intrusions vary from diorite to monzonite in composition and are thought to be comagmatic with the Nicola Group, ranging in age from Late Triassic to Early Jurassic.

Locally, the area is underlain by red and green laharic breccias, augite andesite porphyry and minor sediments of the Nicola Group (Central belt, Bulletin 69). The units generally strike north-northwest and dip east. This sequence is broken up into a series of tilted fault blocks trending north.

The occurrence is hosted in variably amphibole, augite and feldspar porphyritic basaltic andesite, subjected to extensive fracturing, shearing and faulting. Alteration minerals include abundant epidote, and minor silica and chlorite. Some microdiorite and diorite are also present.

Geology: Property Area (cont'd)**BIG KIDD prospect** (Volcanic rebed Cu; alkalic porphyry Cu-Au)

MINFILE 092HNE074

Ten kilometres southwest

The deposit is located along the northern margin of an area of hilly upland situated in the centre of the Aspen Grove copper camp, known as the Fairweather Hills. The Fairweather Hills region is underlain by the Central volcanic facies of the Upper Triassic Nicola Group, comprising intermediate, feldspar and feldspar augite porphyritic ash flows, and associated alkaline intrusions. The intrusions vary from diorite to monzonite in composition and are thought to be comagmatic with the Nicola Group, ranging in age from Late Triassic to Early Jurassic.

Locally, the area is underlain by red and green laharic breccias, augite andesite porphyry and minor sediments of the Nicola Group (Central belt, Bulletin 69). The units generally strike north-northwest and dip east. This sequence is broken up into a series of tilted fault blocks trending north.

A vertical or subvertical breccia pipe, nearly circular in outline and about 300 metres wide, is developed in a body of fine-grained diorite, which may in part be recrystallized volcanics. The pipe consists of angular to subrounded clasts of volcanics, fine-grained diorite (microdiorite) and pinkish grey monzonite and syenomonzonite porphyry in a matrix of altered diorite intrusive material and finely comminuted rock. The fragments are 1 centimetre to several metres in diameter. Parts of the breccia, especially on the north and east sides of the pipe, show extensive late magmatic and/or hydrothermal alteration and recrystallization. Breccia clasts in these areas have pronounced grey and pinkish grey alteration rims, and the matrix is extensively replaced by epidote, chlorite and calcite.

AU-WEN prospect (Intrusion related Au pyrrhotite veins; Polymetallic veins Ag-Pb-Zn+/-Au)

MINFILE 092HNE144

Five kilometres southwest

The occurrence lies in the northern assemblage of the Eastern belt of the Nicola Group (after Preto, Bulletin 69). This assemblage mainly consists of well-bedded submarine volcanoclastic rocks, ranging from tuffaceous volcanic siltstones characteristic of the lower part, to coarse volcanic conglomerate and laharic breccias in the upper part. The assemblage is characterized by a paucity of intrusive rocks in comparison to the main Aspen Grove copper camp in the Central belt a few kilometres to the west, separated by the Kentucky-Alleyne fault system (Bulletin 69).

The AU occurrence is centred on the main gold showing, a small stripped, drilled and trenched area just off a gravel road south of Quilchena Creek (Assessment Reports 5766, 16008). This and most of the surrounding area is underlain by andesitic to dacitic tuff, cherty tuff, black argillite, and volcanic sandstone and siltstone. The rocks are strongly fractured in a variety of orientations. Bedding in the tuff has been measured to strike 060 degrees and dip 54 degrees northwest, but it varies.

Geology: Property Area (cont'd)**AU-WEN prospect (cont'd)**

About 1 kilometre to the north of the main showing is biotite hornblende granodiorite and quartz monzonite of the Early Jurassic Pennask batholith, and about 500 metres to the west are porphyritic andesitic and basaltic volcanic rocks (Bulletin 69; Assessment Report 16008). Small bodies of diorite and micromonzonite, possibly subvolcanic, are quite common in the area, on the surface and in drill core (Assessment Report 16008). Some of the volcanics have sustained carbonate and epidote alteration, and locally they have pervasive hematite (Assessment Report 16008).

CONE showing (Volcanic redbed Cu)**MINFILE 092HNE146***Four kilometres west*

The Cone occurrence is located in the Upper Triassic Nicola Group, which regionally consists of alkalic and calcalkalic volcanics and intrusions of island arc origin, and which is the principal component of the Quesnel Terrane in southern British Columbia (Geological Survey of Canada Maps 41-1989, 1713A). This belt has been of major economic interest because of its potential for porphyry copper-gold mineralization. The occurrence is one of many in the Aspen Grove area. It lies in the Central belt or facies of the Nicola Group (after Preto, Bulletin 69).

This belt of rocks mainly consists of subaerial and submarine, red or purple to green augite plagioclase porphyritic andesitic and basaltic flows, volcanic breccia and tuff, and minor argillites and limestone. The volcanics are intruded by bodies of comagmatic diorite to monzonite of Late Triassic to Early Jurassic age. The area is characterized by long-lived, primarily north-striking faults and related fracturing, which originally controlled intrusion emplacement. East-striking faults are subordinate, and commonly offset intrusive contacts.

Little information is available on the Cone occurrence itself. It is centred on an outcrop of augite plagioclase porphyritic volcanic rocks of andesitic to basaltic composition (Bulletin 69; Preliminary Map 15).

COURT 1 showing (Volcanic redbed Cu; Cu skarn)**MINFILE 092HNE147***Six kilometres west*

The occurrence is one of many in the Aspen Grove area. It lies in the Central belt or facies of the Nicola Group (after Preto, Bulletin 69). This belt of rocks mainly consists of subaerial and submarine, red or purple to green augite plagioclase porphyritic andesitic and basaltic flows, volcanic breccia and tuff, and minor argillites and limestone. The volcanics are intruded by bodies of comagmatic diorite to monzonite of Late Triassic to Early Jurassic age. The area is characterized by long-lived, primarily north-striking faults and related fracturing, which originally controlled intrusion emplacement. East-striking faults are subordinate, and commonly offset intrusive contacts.

Geology: Property Area (cont'd)**COURT 1 showing (cont'd)**

The Court 1 occurrence is centred on an outcrop of andesitic to basaltic volcanic rocks in a creek draining into Quilchena Creek (Bulletin 69). This coincides with a copper soil anomaly (Assessment Report 925). These rocks are intruded by aplite dikes (Assessment Report 925). A short distance away there is an outcrop of skarn alteration (Assessment Report 925).

POT 1 showing (Volcanic redbed Cu)**MINFILE 092HNE204***Five kilometres southwest*

The occurrence lies in the northern assemblage of the Eastern belt or facies of the Nicola Group (after Preto, Bulletin 69). This assemblage mainly consists of alkalic volcanic flows and well bedded submarine volcanoclastic rocks, ranging from tuffaceous volcanic siltstones characteristic of the lower part, to coarse volcanic conglomerate and laharic breccias in the upper part. The assemblage is characterized by a paucity of intrusive rocks in comparison to the main Aspen Grove copper camp in the Central belt a few kilometres to the west, separated by the Kentucky-Alleyne fault system (Bulletin 69).

The area of the Pot 1 occurrence is underlain by purple to grey-green augite plagioclase porphyritic andesite to basalt (or trachyandesite and trachybasalt) (Bulletin 69; Preliminary Map 15). Minor volcanic siltstone, wacke and tuff may be present (Assessment Report 13714). These rocks are intruded by northwest-striking dikes of granodiorite to quartz monzonite. The volcanic rocks at the showing are highly fractured and altered with epidote, quartz-carbonate veins, and minor hematite (Assessment Report 13714).

MALACHITE 7 showing (Cu skarn)**MINFILE 092HNE269***Three kilometres south-southwest*

Chalcopyrite occurs in a small zone of skarn alteration in dioritized volcanics of the Upper Triassic Nicola Group, near the contact with the Early Jurassic Pennask batholith to the northeast.

KIT showing (Alkalic porphyry Cu-Au; Porphyry Mo (Low F-type))**MINFILE 092HNE270***Five kilometres southwest*

A small body of granodiorite of Late Triassic to Early Jurassic age intrudes volcanics of the Upper Triassic Nicola Group. The granodiorite is cut by narrow, steeply-dipping shears striking north and northeast, near the faulted contact with slightly pyritic Nicola Group greenstone to the northwest. Some of the shears are graphitic and they locally contain quartz lenses 2.5 to 5 centimetres wide with minor disseminated molybdenite. The intrusive is also fractured to some extent, with one prominent set striking 055 to 070 degrees and dipping steeply southeast.

Geology: Property Area (cont'd)

SNOW showing (Porphyry Cu+/-Mo+/-; Polymetallic veins Ag-Pb-Zn+/-Au

MINFILE 092HNE292

Eight kilometres east

The Pine showing is 500 metres south of Quilchena Creek and 4.8 kilometres north-northeast of the north end of Boot Lake. A drillhole intersected minor copper mineralization in weakly to moderately chloritized granite of the Early Jurassic Pennask batholith. A sample of drill core from 28.0 metres depth contained fine-grained magnetite accompanied by fine-grained chalcocite or bornite along the margins of a zeolite vein.

MINERALIZATION: PROPERTY AREA

The mineralization on some of the more significant mineral MINFILE reported showings, prospects, and past producers on the Property and peripheral to the Property (Figures 3 & 4) are reported as follows. The distance from the Toni 589950 Claim Group is relative to Tenure 589950, which is the subject of the structural analysis.

MAL prospect (Cu skarn; Fe skarn; Au skarn)

MINFILE 092HNE002

Three kilometres south

Copper mineralization is concentrated in the skarn zones. Pyrite and subordinate magnetite and chalcopyrite are associated with quartz-calcite veins, or are disseminated in variable amounts (Assessment Report 1586). Chalcocite and malachite are also present at the main showing (Assessment Report 8453). Finely disseminated pyrite is common in most rocks, particularly the argillaceous rocks (Assessment Reports 1718, 9590). A zone of massive, medium-grained pyrite between 1 and 13 metres thick, in altered volcanic rocks, has been found below the surface by diamond drilling; the paragenesis is epidote, magnetite, pyrite (Assessment Report 9590).

Copper values appear to be erratic. In early diamond drilling, the best result reported is 1.62 per cent copper over 6 metres; this section contained at least 50 per cent magnetite (Assessment Report 449, page 6). More recent diamond drilling has resulted in generally low metal values, although one split core sample assayed 0.37 per cent copper and 6.8 grams per tonne silver (Assessment Report 9590). A grab sample from the main trenched and drilled area assayed 0.34 gram per tonne gold, 3.4 grams per tonne silver, and 0.2 per cent copper (Assessment Report 8453).

The high magnetite and pyrite content of the rocks at this occurrence is reflected in significant magnetic and induced polarization anomalies, respectively, over the mineralized zones (Assessment Reports 1586, 8453).

Mineralization: Property Area (cont'd)**COPPER STAR past producer (Volcanic redbed-Cu)***MINFILE 092HNE036**Ten kilometres west*

Mineralization is most commonly hosted in the shear zones or in brecciated fracture zones. Here, alteration minerals are accompanied by malachite and pyrite, and smaller amounts of chalcopyrite, bornite, chalcocite, and locally minor native copper (Annual Report 1915; Assessment Report 17554; Geological Survey of Canada Memoir 243). Outside the shear zones, there are local concentrations of disseminated chalcopyrite, and up to 10 per cent pyrite in volcanic tuff and breccia.

A number of old trenches, adits and opencuts exist in the area, and are most commonly located on the altered and mineralized shear zones or fractures in augite porphyry volcanics. The various old workings are scattered about an area, 200 metres wide, trending northeast for 290 metres. Copper values from these areas are generally not high; however, one sample was analysed at 0.29 per cent copper, and another grab sample assayed 0.7 per cent copper (Assessment Reports 4779, 17554). Silver values are also low, the maximum being 2 grams per tonne (Assessment Report 17554).

HN-WEN prospect (Volcanic redbed Cu)*MINFILE 092HNE058**Fourteen kilometres west-southwest*

The mineralization is restricted to the volcanics. It is exposed in 3 adits and at least 8 trenches, and is marked by alteration, mainly epidotization, silicification, carbonatization, moderate chloritization and local pyritization. Chalcopyrite is the only copper mineral: it is disseminated, or concentrated in quartz and calcite veins and veinlets between 0.3 and 30 centimetres thick, usually about 8 centimetres thick. Pyrite, pyrrhotite and rare specular hematite are also present in the veins. Locally oxidation has produced abundant malachite, azurite and limonite.

The mineralized zone measures 760 by 90 metres and has a depth of about 75 metres. Diamond drilling indicates that it strikes 160 degrees and dips vertically or steeply east, so it is not parallel to the volcanic-sedimentary contact, indicating that the contact is not the controlling factor. Rather, the veins hosting the mineralization are structurally controlled by numerous faults and fractures which consistently strike 160 degrees and dip 85 degrees east (Assessment Report 4230). Incidentally, the Echo occurrence (092HNE059) lies on this trend, 2 kilometres to the north-northwest, and the mineralization may also extend south-southeast of the HN-WEN occurrence (Assessment Report 4230).

Some significant copper and silver values have been obtained from the workings and diamond drill core. A 1.5-metre chip sample from Adit Number 1 was assayed at 4.39 per cent copper, 92.6 grams per tonne silver, and 0.7 gram per tonne gold (Assessment Report 4230).

Mineralization: Property Area (cont'd)**HN-WEN prospect (cont'd)**

A grab sample from here was assayed at 4.84 per cent copper, 46.6 grams per tonne silver and 0.7 gram per tonne gold (Assessment Report 4230). Both samples were from oxidized material and may not be representative of grade throughout the deposit (Assessment Report 4230). A drill core sample (hole HNS 72-1) assayed 1.12 per cent copper and 3.4 grams per tonne silver (Assessment Report 4230).

The average grade of the whole deposit has been estimated at 0.08 per cent copper, with a generally low gold and silver content (Assessment Report 4230).

ECHO showing (Volcanic redbed Cu)**MINFILE 092HNE058***Three kilometres south*

Chalcopyrite and malachite are present in trenches and opencuts in volcanics over an area 1000 by 800 metres. Chalcopyrite is disseminated, or concentrated in quartz-calcite veins (Assessment Report 1586). The Echo occurrence lies directly along the strike of prominent fractures which host significant copper-silver mineralization at the HN-WEN occurrence (092HNE058), 2 kilometres to the south-southeast (Assessment Report 4230).

BIG SIOUX past producer (Volcanic redbed Cu; Alkalic porphyry Cu-Au)**MINFILE 092HNE073***Ten kilometres southwest*

Copper mineralization is exposed along a 300-metre long roadcut and in various old workings north of the roadcut, in an area 500 metres long and 300 metres wide. Mineralization consists primarily of pyrite and chalcopyrite, as disseminations, blebs, fracture fillings, and in calcite and epidote veins. Pyrite also forms thin bands, comprising up to 25 per cent of the hostrock. Malachite occurs along fractures in many surface exposures. Chalcocite forms fracture fillings in one prominent 1.8-metres wide shear zone, striking 075 degrees and dipping 75 degrees north. Minor bornite is also reported. One chip sample taken along the roadcut assayed 3.27 per cent copper, 14.45 grams per tonne gold and 34.1 grams per tonne silver over 10 metres (Assessment Report 20834, page 5). Channel sampling along a trench analysed 0.223 per cent copper, 0.106 gram per tonne gold and 1.26 grams per tonne silver over 27 metres (Assessment Report 7100, page 11, trench 4). A composite grab sample from the dump of a shaft, excavated in the chalcocite-bearing shear zone, assayed 12.6 per cent copper, 0.7 gram per tonne gold and 82 grams per tonne silver (Minister of Mines Annual Report 1901, page 1181).

Mineralization: Property Area (cont'd)**BIG KIDD** prospect (Volcanic redbed Cu; alkalic porphyry Cu-Au)

MINFILE 092HNE074

Ten kilometres southwest

Mineralization is erratic and consists of abundant magnetite, and pyrite, lesser chalcopyrite, and traces of bornite and chalcocite, as disseminations, lenses, scattered blebs and veinlets. Cuprite and native copper are also reported. This mineralization tends to favour the zones of alteration, but is not proportional to the intensity of alteration. The sulphides are in part controlled by zones of shearing and fracturing in the northeastern portion of the deposit. Limonite, malachite and azurite are present at or near surface. Pyrite occurs primarily as disseminations up to 5 millimetres in diameter. The mineral also occurs along fractures in association with chalcopyrite, orthoclase, quartz and/or carbonate. Chalcopyrite tends to be finely disseminated and is usually associated with magnetite, intimately associated with pyrite, and forms pseudomorphs after pyrite. Pyrite-chalcopyrite intergrowths are prevalent along fractures. Bornite is often found in magnetite-chalcopyrite blebs and veinlets, which often display epidote halos.

Copper content is quite variable, and precious metal values are low but anomalous. Channel sampling of an adit yielded 0.901 per cent copper, 0.141 gram per tonne gold and 13.66 grams per tonne silver over 14 metres (Assessment Report 7100, page 8, adit no. 1) Channel sampling of a trench, 90 to 190 metres west of the adit, yielded 0.237 per cent copper, 0.095 gram per tonne gold and 3.37 gram per tonne silver over 35 metres (Assessment Report 7100, page 9, trench no. 12). Trenching and sampling of the northern margin of the breccia pipe yielded gold values of up to 1.97 grams per tonne over 6 metres (Assessment Report 8743, Figure 3.)

AU-WEN prospect (Intrusion related Au pyrrhotite veins; Polymetallic veins Ag-Pb-Zn+/-Au)

MINFILE 092HNE144

Five kilometres southwest

Pyrite, pyrrhotite, chalcopyrite and arsenopyrite are disseminated sporadically in the tuffaceous rocks and argillite, up to about 1 per cent, and also occur in fractures (Assessment Reports 11241, 16008). Native gold is associated with the sulphides in narrow quartz-filled fractures in these rocks (Assessment Report 16008). Minor malachite occurs in volcanics. The overall extent of the mineralization has not been determined, although diamond drilling has demonstrated that minor pyrite, pyrrhotite and chalcopyrite, disseminated or associated with quartz or calcite fracture veinlets, does persist below the surface (Assessment Reports 11241, 16008).

Gold values in the area are generally low, but high values have been obtained from trench sampling and drill core at the main showing. Significant gold assays in chip samples range from 6.8 grams per tonne over 5.1 metres to 10.8 grams per tonne over 4.9 metres (Assessment Report 16008). Grab and select samples assayed between 14.4 and 91 grams per tonne gold (Assessment Reports 5766, 16008). The best drill core intersection assayed 4.97 grams per tonne gold over 1.5 metres (Assessment Report 16008).

Mineralization: Property Area (cont'd)**AU-WEN prospect (cont'd)**

Copper is associated with the gold mineralization; one rock sample from the main trench yielded 0.29 per cent copper (Assessment Report 7293). Another sample yielded 26 grams per tonne silver and 0.14 per cent lead (Assessment Report 7293). Silver in diamond drill core is generally under 1 gram per tonne (Assessment Report 11241).

CONE showing (Volcanic redbed Cu)**MINFILE 092HNE146***Four kilometres west*

Mineralization at the showing consists of chalcopyrite, pyrite and malachite (Preliminary Map 15; Assessment Report 925). The nature of the mineralization is not specified but in other showings in the area minerals are characteristically disseminated or hosted in quartz veinlets.

COURT 1 showing (Volcanic redbed Cu; Cu skarn)**MINFILE 092HNE147***Six kilometres west*

Mineralization at the showing is exposed by stripping, and consists of chalcopyrite, pyrite, malachite and azurite. Chalcopyrite and molybdenite are present at the skarn-altered outcrop. The nature of the mineralization is not specified but in showings in the area minerals are characteristically disseminated or hosted in quartz veinlets.

POT 1 showing (Volcanic redbed Cu)**MINFILE 092HNE204***Five kilometres southwest*

Mineralization comprises erratically disseminated chalcopyrite, malachite, azurite and pyrite (Preliminary Map 15; Assessment Report 13714). The copper minerals occur in narrow zones striking southwest, transverse to the regional strike but parallel to a fault 1 kilometre to the northwest (Bulletin 69).

Individual rock samples from the showing were analysed at up to 0.95 gram per tonne gold and 4.8 grams per tonne silver (Assessment Report 13714). A composite chip sample across the showing was analysed at 2.55 grams per tonne gold and 1.9 grams per tonne silver over 130 metres (Assessment Report 13714, Drawing No. 2, sample W301). Gold and silver values appear to be proportional to the degree of alteration and copper mineralization (Assessment Report 13714).

Mineralization: Property Area (cont'd)**KIT showing (Alkalic porphyry Cu-Au; Porphyry Mo (Low F-type))****MINFILE 092HNE270****Five kilometres southwest**

A small body of granodiorite of Late Triassic to Early Jurassic age intrudes volcanics of the Upper Triassic Nicola Group. The granodiorite is cut by narrow, steeply-dipping shears striking north and northeast, near the faulted contact with slightly pyritic Nicola Group greenstone to the northwest. Some of the shears are graphitic and they locally contain quartz lenses 2.5 to 5 centimetres wide with minor disseminated molybdenite. The intrusive is also fractured to some extent, with one prominent set striking 055 to 070 degrees and dipping steeply southeast.

SNOW showing (Porphyry Cu+/-Mo+/-; Polymetallic veins Ag-Pb-Zn+/-Au)**MINFILE 092HNE292****Eight kilometres east**

The Pine showing is 500 metres south of Quilchena Creek and 4.8 kilometres north-northeast of the north end of Boot Lake. A drillhole intersected minor copper mineralization in weakly to moderately chloritized granite of the Early Jurassic Pennask batholith. A sample of drill core from 28.0 metres depth contained fine-grained magnetite accompanied by fine-grained chalcocite or bornite along the margins of a zeolite vein.

Figure 5. Indicated Lineaments on Tenure 589950

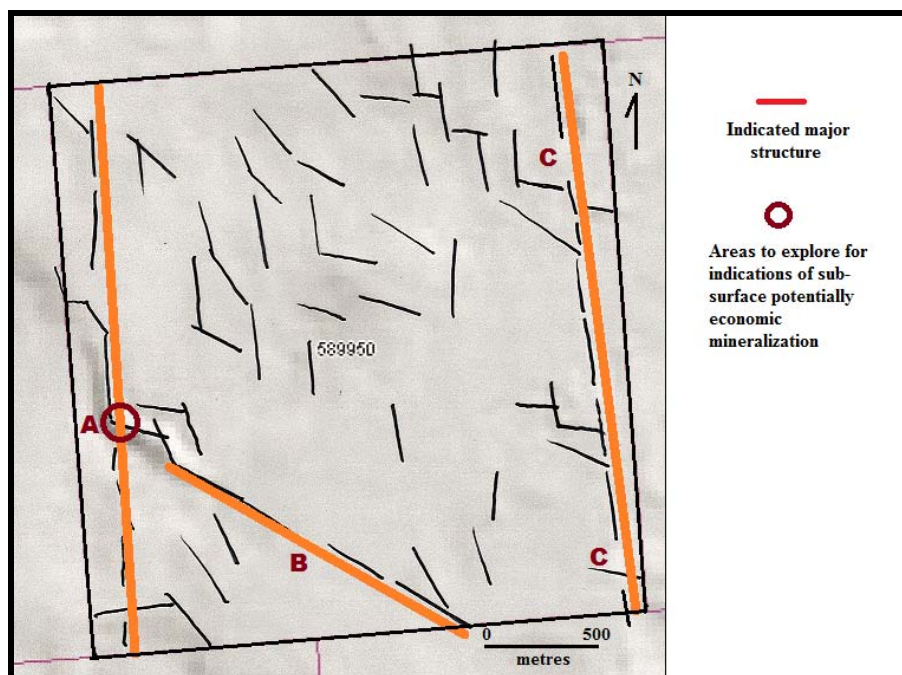
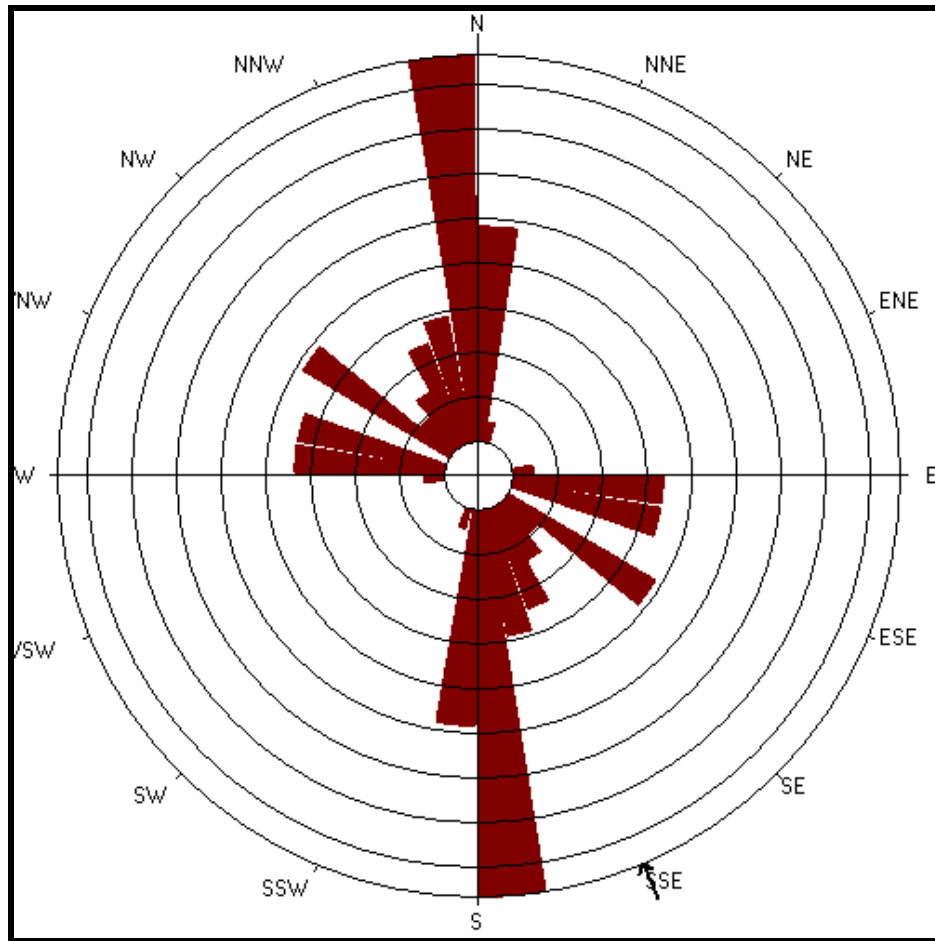


Figure 6. Rose Diagram from lineaments of Tenure 589950 (Figure 4).



Axial (non-polar) data
 No. of Data = 69
 Sector angle = 10°
 Scale: tick interval = 3% [2.1 data]
 Maximum = 26.1% [18 data]
 Mean Resultant dir'n = 157-337
 [Approx. 95% Confidence interval = ±14.7°]
 (valid only for unimodal data)
 (Usage references: Mardia & Jupp,
 'Directional Statistics', 1999, Wiley;
 Fisher, 'Statistical Analysis of Circular Data',
 1993, Cambridge University Press)
 Note: The 95% confidence calculation uses
 Fisher's (1993) 'large-sample method'

Figure 7. Indicated Lineaments on Tenure 589952



Figure 8. Rose Diagram from lineaments of Tenure 589952 (Figure 6).

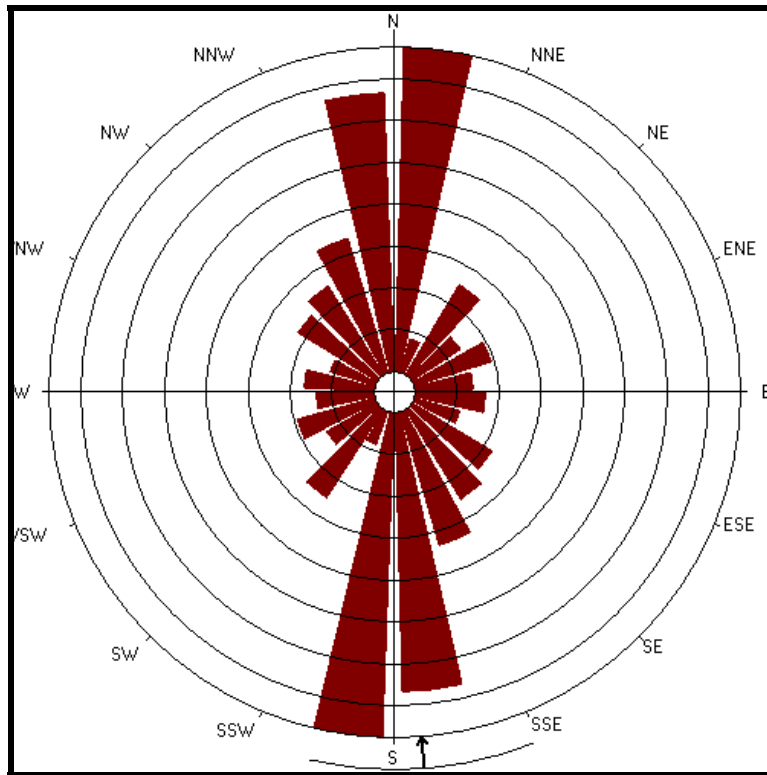


Figure 8 Statistics

Axial (non-polar) data

No. of Data = 120

Sector angle = 15°

Scale: tick interval = 3% [3.6 data]

Maximum = 23.3% [28 data]

Mean Resultant dir'n = 176-356

[Approx. 95% Confidence interval = ±17.2°]

(valid only for unimodal data)

Mean Resultant dir'n = 175.5 - 355.5

Circ.Median = not calculated

Circ.Mean Dev.about median = not calculated

(Not calculated if too many data, or data are axial (non-polar), and too coarsely grouped)

Circ. Variance = 0.22

Circular Std.Dev. = 40.20°

Circ. Dispersion = 2.73

Circ.Std Error = 0.1509

Circ.Skewness = -0.07

Circ.Kurtosis = -2.87

kappa = 0.81

(von Mises concentration param. estimate)

Resultant length = 44.84

Mean Resultant length = 0.3737

'Mean' Moments: Cbar = 0.3691; Sbar = -0.0583

'Full' trig. sums: SumCos = 44.2925; Sbar = -6.9926

Mean resultant of doubled angles = 0.2371

Mean direction of doubled angles = 170

(Usage references: Mardia & Jupp,

'Directional Statistics', 1999, Wiley;

Fisher, 'Statistical Analysis of Circular Data', 1993, Cambridge University Press)

Note: The 95% confidence calculation uses

Fisher's (1993) 'large-sample method'

INTERPRETATION

The Structural analysis on Tenure 589950 of the Victory Resources Toni 589950 claim group indicates three primary northerly and west-northwesterly trending structures which in part delineate the intrusive/Nicola volcanic contact within the western portion of the claim (Figure 5 Area A).

Two structures are indicated within the intrusive; one of which trends northwesterly to, and terminates at the northerly trending contact. The structural intersection (Area A) would be a prime area to explore for surficial indicators of sub-surface mineralization which could be expressed as minor mineralization and/or mineral alteration indicators such as at the *ECHO* mineral showing (Minfile 092HNE058) along the contact three kilometres to the south, or as exoskarns, or indicators thereof such as at the *MAL* mineral prospect (Minfile 092HNE002) hosted by the Nicola rocks within one kilometre of the contact which is three kilometres to the south.

The third structure, C, is northerly trending and may be the same structure extending southerly to the *ECHO* mineral showing and the *HN-WEN* mineral prospect (Minfile 092HNE058) a further two kilometres southward.

Excluding other variable geological conditions, the structures are essential in the localization of potentially economic mineralization within the Nicola volcanics or the Pennask granodioritic intrusive within Tenure 589950. For other mineral deposit types that may occur within Tenure 589950 reference is made to the twelve Minfile property descriptions referred to in the report.

Respectfully submitted
Sookochoff Consultants Inc.



Laurence Sookochoff, P.Eng

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STATEMENT OF COSTS

Structural Analysis -----	\$ 2,000.00
Maps -----	2,000.00
Report -----	<u>3,750.00</u>
	\$ 7,750.00
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CERTIFICATE

I, Laurence Sookochoff, of the City of Vancouver, in the Province of British Columbia, do hereby certify:

That I am a Consulting Geologist and principal of Sookochoff Consultants Inc. with an address at 120 125A-1030 Denman Street, Vancouver, BC V6G 2M6.

I, Laurence Sookochoff, further certify that:

- 1) I am a graduate of the University of British Columbia (1966) and hold a B.Sc. degree in Geology.
- 2) I have been practicing my profession for the past forty-four years.
- 3) I am registered and in good standing with the Association of Professional Engineers and Geoscientists of British Columbia.
- 4) The information for this report is based on information as itemized in the Selected Reference section of this report and from work the author has performed on the Toni Property since 2006.
- 5) I have no interest in the Property as described herein.
- 6) I am a director of Victory Resources Corporation.



Laurence Sookochoff, P. Eng.