



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

**ASSESSMENT REPORT
 TITLE PAGE AND SUMMARY**

TITLE OF REPORT [type of survey(s)]	TOTAL COST
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AUTHOR(S) _____ SIGNATURE(S) _____

NOTICE OF WORK PERMIT NUMBER(S)/DATE(S) _____ YEAR OF WORK _____

STATEMENT OF WORK - CASH PAYMENT EVENT NUMBER(S)/DATE(S) _____

PROPERTY NAME _____

CLAIM NAME(S) (on which work was done) _____

COMMODITIES SOUGHT _____

MINERAL INVENTORY MINFILE NUMBER(S), IF KNOWN _____

MINING DIVISION _____ NTS _____

LATITUDE _____° _____' _____" LONGITUDE _____° _____' _____" (at centre of work)

OWNER(S)

1) _____ 2) _____

MAILING ADDRESS

OPERATOR(S) [who paid for the work]

1) _____ 2) _____

MAILING ADDRESS

PROPERTY GEOLOGY KEYWORDS (lithology, age, stratigraphy, structure, alteration, mineralization, size and attitude):

REFERENCES TO PREVIOUS ASSESSMENT WORK AND ASSESSMENT REPORT NUMBERS _____

TYPE OF WORK IN THIS REPORT	EXTENT OF WORK (IN METRIC UNITS)	ON WHICH CLAIMS	PROJECT COSTS APPORTIONED (incl. support)
GEOLOGICAL (scale, area)			
Ground, mapping _____			
Photo interpretation _____			
GEOPHYSICAL (line-kilometres)			
Ground			
Magnetic _____			
Electromagnetic _____			
Induced Polarization _____			
Radiometric _____			
Seismic _____			
Other _____			
Airborne _____			
GEOCHEMICAL			
(number of samples analysed for ...)			
Soil _____			
Silt _____			
Rock _____			
Other _____			
DRILLING			
(total metres; number of holes, size)			
Core _____			
Non-core _____			
RELATED TECHNICAL			
Sampling/assaying _____			
Petrographic _____			
Mineralographic _____			
Metallurgic _____			
PROSPECTING (scale, area) _____			
PREPARATORY/PHYSICAL			
Line/grid (kilometres) _____			
Topographic/Photogrammetric (scale, area) _____			
Legal surveys (scale, area) _____			
Road, local access (kilometres)/trail _____			
Trench (metres) _____			
Underground dev. (metres) _____			
Other _____			
			TOTAL COST

**2009 PROSPECTING ASSESSMENT
REPORT ON THE
STAR PROJECT
(VALTERRA 1 CLAIM)**

**NELSON MINING DIVISION
BRITISH COLUMBIA
49°28'N 117°20'W
NTS 1:50,000 MAP SHEET - 82F/06
NAD 83, ZONE 11
475500E 5479850N**

**BC Geological Survey
Assessment Report
31789**

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SUBMITTED: NOVEMBER 2010



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1.0 Summary

The Star Project is located in the Nelson Mining Division seven kilometres due southwest of the City of Nelson, in south-eastern British Columbia. The Valterra¹ claim represents a recent non-contiguous staking acquisition immediately east and north of the historic Star Crown Grants.

While the area is rich in exploration and development history there are no known MINFILE occurrences or significant historical work specifically known to the current claim configuration. The Athabasca property to the immediate south is a past producing gold mine first discovered in 1896. The Athabasca quartz vein cuts across the contact between a schist and granitic intrusive unit where the best values are concentrated along the contact zone. The mine was worked intermittently until about 1943 and the records account for production of over 622,069 grams (20,000 ounces) from about 19,958 tonnes (22,000 tons) of ore.

Other historical mine workings nearby included the Eureka, Star, Alma N, Toughnut, Granite-Poorman/Kenville, Venus and Juno, Silver King, and Kena Gold. Several of these old mines may represent precious and base metal-enriched porphyry/shear-hosted occurrences within the southern Quesnel arc.

Locally the gold, other precious and base metal mineralization is hosted within a) Early Jurassic metavolcanogenic packages of the Rosslund Group, Upper Elise Formation; b) within the Early Jurassic co-magmatic monzodiorite/diorite units assigned to the Eagle Creek Plutonic Complex; c) in feldspar porphyries of the Middle Jurassic Silver King Intrusions; and d) within granite-granodioritic rocks of the Middle to Late Jurassic Nelson Intrusions. The polymetallic mineralization appears to reflect both syn- and epigenetic styles at various localities.

The entire package of rocks is schistose due to regional deformation events related to intrusion emplacement, fold deformation and syn- to post-depositional right-lateral shearing associated with the Silver King Shear Zone (SKSZ). The regional geology maps outline a structural discontinuity that is several tens of kilometres long by up to two kilometres wide and is marked by intense shearing, attenuation and alteration. Rock units and mineralized zones are aligned preferentially in a lenticular map pattern trending northwest to southeast with dips that are mostly steep to the south-southwest.

This metallogenic belt has undergone a prolonged and often highly productive mining history that dates to the late 1890s. Several historically significant mining camps at Rosslund and Ymir-Sheep Creek have each produced over 1.0 million ounces of gold.

The property was staked by Valterra in May 2009 and covers approximately 462 hectares that are contained within a single MTO claim (No. 603886) comprising 24 cells and owned 100% by the company. Key advantages associated with this area include: the favourable geology and metallogeny, a well established transportation network, proximity to power generating infrastructure, and a well educated and skilled regional workforce.

During the summer of 2009, Valterra expended C\$3,925.64 in exploration dollars during a two-day reconnaissance prospecting effort. The work focused on the outcrops most proximal to the Giveout Creek forest service road. A total of seven representative grab samples were collected on August 4th and 12th, 2009. The majority of samples were granodioritic in composition and are mapped regionally as part of the Middle to Late Jurassic Nelson Intrusive Suite. Several of the assays returned were anomalous in Au, Cu and Zn with the best result being 0.72 g/t Au in sample 767951.

Due to the success of the 2009 program, it is recommended future programs be expanded and focus the mapping-prospecting and sampling toward increasing the mineralization in the best areas discovered thus far, while also looking further afield attempting to expand the mineralized footprint.

The estimated cost of the increased level of exploration work outlined above could range up to approximately C\$20,000.00 dollars.

2.0 Introduction

The Valterra1 claim is located in the Nelson Mining Division approximately four kilometres due southwest of the City of Nelson in south-eastern British Columbia. The property is centred at 49° 28' N latitude and 117° 20' W longitude and is located within NTS 1:250,000 map sheet 82F (Figure 1).

No known mineral deposits or MINFILE occurrences are defined on the immediate Valterra1 claim block. However, several nearby deposits are hosted in the Early Jurassic Upper Elise Formation volcanogenic units of the Rossland Group and within several variable intrusions (Early Jurassic Eagle Creek Plutonic Complex, Middle Jurassic Silver King porphyries, and Middle to Late Nelson Intrusions) all in the southernmost extent of the Quesnel Terrane.

This geological setting has similarities to the alkaline suite of porphyry deposits defined by Barr *et al.* (1976) and includes Copper Mountain, Afton, Mount Milligan and Mount Polley. The Star project also includes drill-defined, Au-Ag +/- Cu mineralized zones analogous to these aforementioned bulk-tonnage deposit types with additional potential for more high-grade zones or satellites that are primarily vein-hosted as demonstrated by the nearby Rossland Mining Camp, Kenville Mine, Kena Gold project and Silver King Mine.

Geologically, the Valterra1 claim is divided into a sequence of northwest-trending contacts between Early Jurassic Upper Elise Formation volcanic sequences of up to 500 metres in width that are intruded by granitic-granodioritic batholithic to apophyses of Middle to Late Jurassic Nelson Intrusions.

This report summarizes the results of exploration activities for the 2009 field season on the Star Project – Valterra1 claim. Overall, the exploratory program was encouraging and more prospecting is warranted.

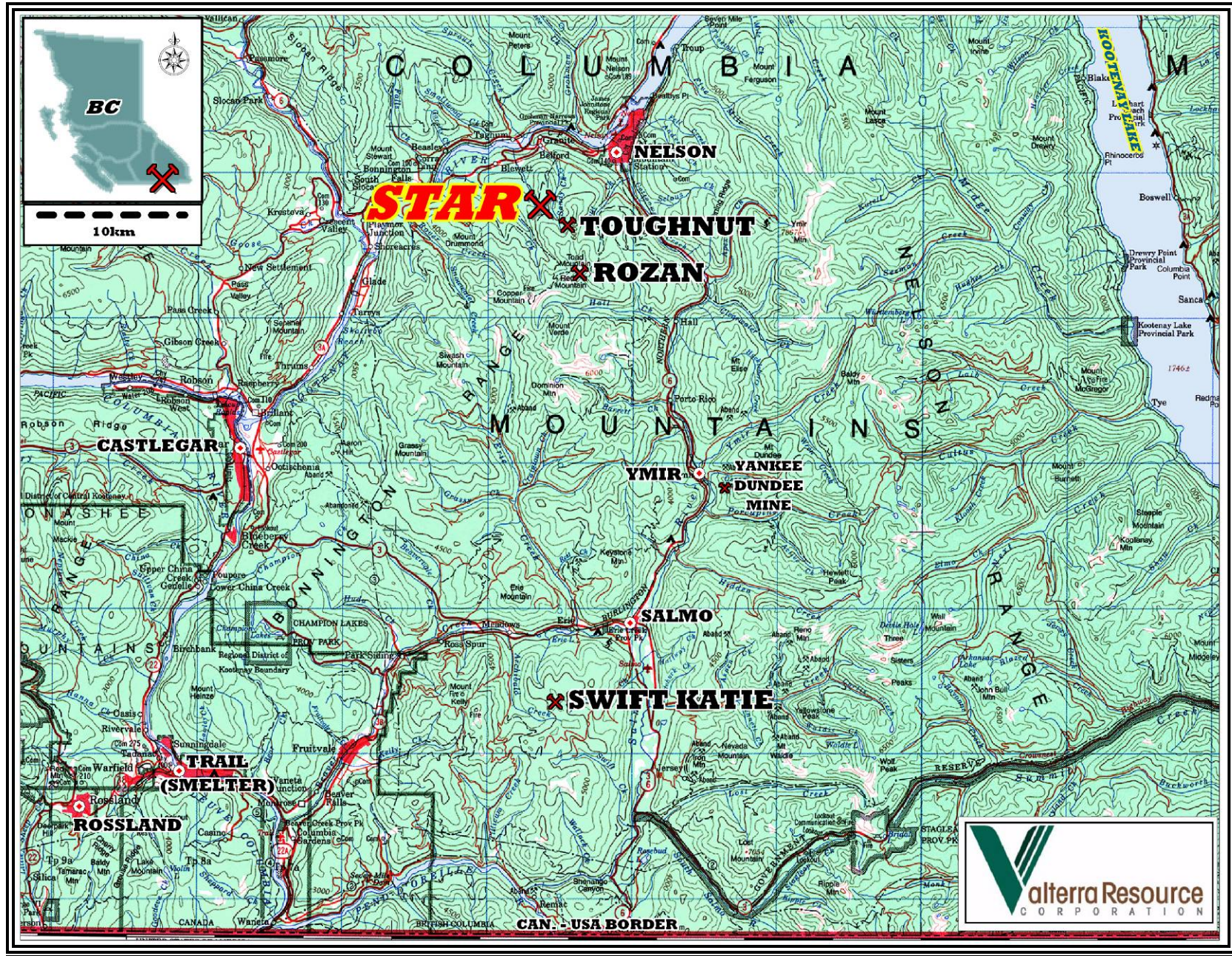


Figure 1: Star Project (Valterra1) Location Map (NTS 82F)

3.0 Location, Access and Infrastructure

The Valterra1 claim is located within the Bonnington Range approximately four kilometres due southwest of Nelson BC. The property is centred at 49° 28' N latitude and 117° 20' W longitude and is located within NTS 1:50,000 map sheet 82F/06.

Access to the property is excellent via Provincial Highway Number 6. A brief eight kilometre highway drive south of Nelson leads to the main access road on the Giveout Creek FSR. Overall, the forestry logging roads provide for a well established network of gravel-surfaced roads to much of the property. The eastern claim boundary is easily reached by following the major artery for approximately six kilometres. During winter months, vehicular travel to some areas may be limited by snow, unless roads are ploughed.

The City of Nelson (population 9,250) provides excellent accommodation, catering and fully equipped service and supply outlets. The city is one of the principal hubs in the region along with the City of Castlegar (population 7,259) a 40 kilometre drive to the west, and the City of Trail (population 7,237) to the south (2006 Census). Socio-economically, the area is suitably positioned to provide a population base that is well educated, skilled and knowledgeable.

In addition to the well established highways, forest service road system and population centres outlined above, the property also has the added advantage of existing rail and power capacity. Several railway branch lines run through the area and high-capacity electrical power transmission is available along most major routes.

Daily commercial flights connecting with either Vancouver or Calgary can be arranged from the Castlegar and Trail airports. There is also a paved airstrip within the City of Nelson that can accommodate small aircraft traffic.

4.0 Physiography, Climate and Vegetation

The physiography on the property is dominated by a transitional, rounded mountain area with wide, glacially-sculpted valleys that are marked by incised creeks capable of cutting steep valleys into the ridges and highlands. The property elevation ranges from approximately 1,200 metres above sea level in the north area to 1,800 metres in the south. There is extensive till and overburden cover related to the continental ice-mass that dominated the area during the last ice-age. The major glacial movement and till deposition occurred from a north to south direction and resultant outcrop exposures are therefore limited to approximately 20% within the claim.

Ecosystem classification by the provincial Ministry of Environment positions the claims within the Selkirk-Bitterroot Foothills Ecoregion of the Southern Interior Mountains Ecoprovince (Demarchi, 1996). The conditions are dominated by moist, cool to cold, temperate climates in a mountainous setting, where the majority of peaks are higher than 1,000 metres. Significant total annual snow accumulation of one to three metres



PLATE 1: STAR PROPERTY TOPOGRAPHIC VIEW - Panoramic vista looking northward with the Valhalla-Slocan-Purcell mountain ranges marking the far horizon. Note the rounded-rolling topography and forest harvest-dominated nature that typifies the general area.

depth is common in the area between December and March with the drainage basins receiving the majority of the snow. Exploration can be conducted year round; however conditions that are most favourable and cost-effective usually persist from June to October.

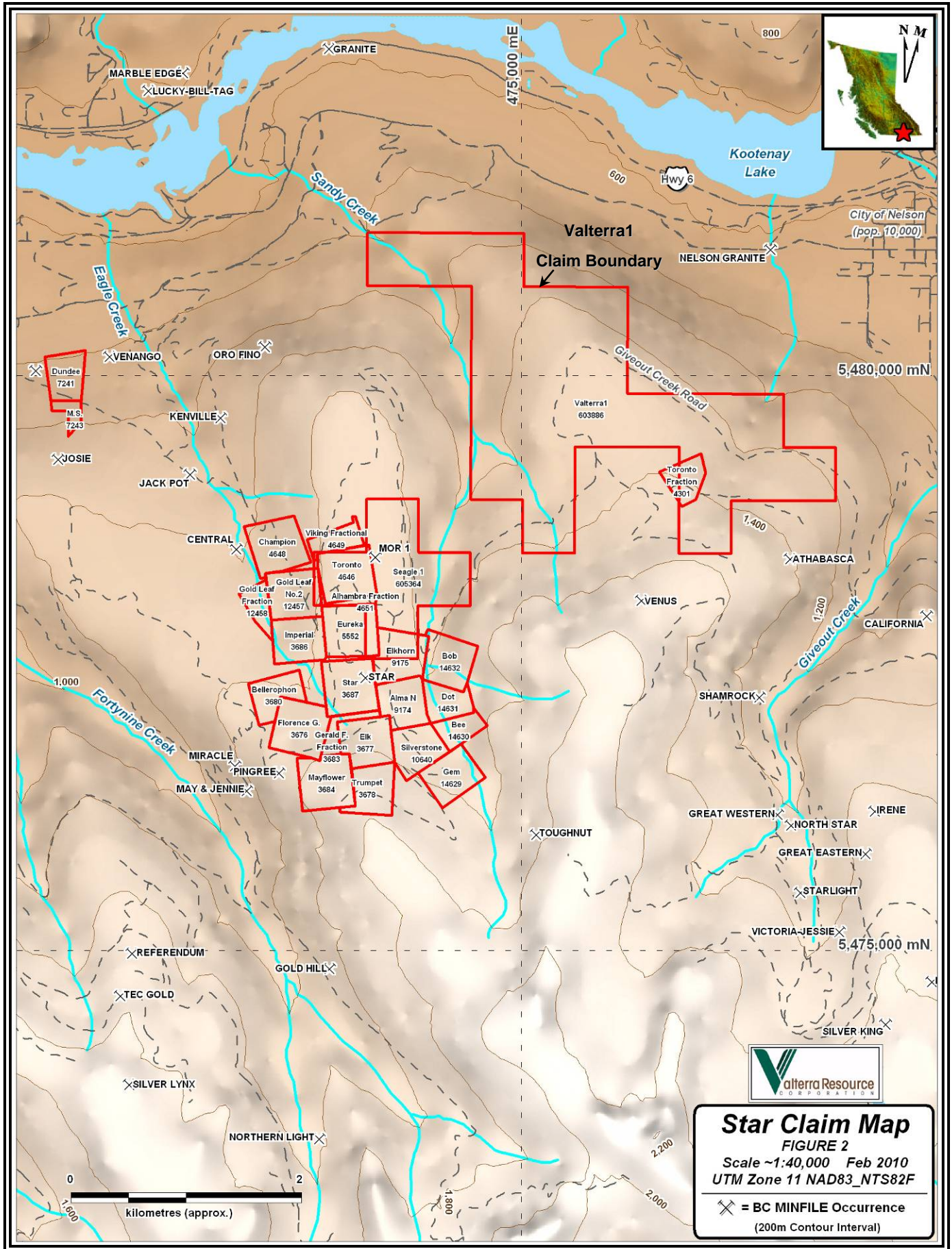
The Valterra1 claim is in the Kootenay Lake Forest District where forest cover consists of spruce, fir, cedar, hemlock, larch and alder. Approximately 10% of the claim group has been clear-cut logged and replaced by second growth timber that is currently in various stages of maturation.

5.0 Mineral Claim

The Valterra1 claim is currently comprised of 24 cells grouped within a single claim covering 461.8545 hectares that was originally staked and recorded by Valterra on May 5, 2009 (Table 1 and Figure 2).

Table 1: Claim Tenure

Tenure Number	Claim Name	Expiry	Area (ha)
603886	VALTERRA1	Jan 15, 2011	461.8545
Total Area (ha)			461.8545



Star Claim Map
 FIGURE 2
 Scale ~1:40,000 Feb 2010
 UTM Zone 11 NAD83_NTS82F
 X = BC MINFILE Occurrence
 (200m Contour Interval)

6.0 Property History

The early mining history of this corner of the province began in the mid to late 1800s with placer mining ventures in waterways such as Fortynine Creek near Nelson and Wildhorse Creek at Ymir. Lode mineral prospecting in the vicinity commenced around 1886 when the Hall Brothers located the Silver King claim group at Toad Mountain and by 1888 the mine started shipping ore (Galloway, 1915). Over the next 50 years, numerous hardrock mine developments in the district at Rosslund (Le Roi), Ymir-Nelson area (Yankee Girl, Dundee), Slocan (Mammoth), Sheep Creek (Reno, Motherlode, Nugget, Queen) and Salmo (Jersey, HB mine, Reeves MacDonald and Emerald Tungsten) began producing ores of gold, lead, zinc, molybdenite and tungsten (Fyles and Hewlett, 1959).

The Valterra1 claim abuts the past-producing Athabasca gold mine and mill facilities which was first discovered in 1896. The Athabasca quartz vein cuts across the contact between a schist and granitic intrusive unit, and is proximal to Silver King Intrusions that are feldspar porphyritic. The best values are concentrated along the contact zone in the mine which was worked intermittently until about 1943 and the records account for production of over 622,069 grams (20,000 ounces) from about 19,958 tonnes (22,000 tons) of ore (Addie and Leighton, 1988).

On May 13th 2008, Valterra optioned the Star property and completed claim staking, prospecting and drilling work. During May 2009, Valterra staked various claims, including the Valterra1, prior to commencing a field-based exploration program.

7.0 Regional Geology

The Nelson area has been the focus of numerous government-funded mapping programs over a range of scales, generally commencing with J.F. Walker in the mid-1930s. More recent mapping led by Höy and Dunne, from the 1980s to present, has formed the dominant collaborative understanding of the regional geology for the area.

The west portion of the regional geological map area is underlain by dominantly arc-related schistose volcanics, volcanoclastic and epiclastic rocks of the Mesozoic Quesnellia Terrane. These units were accreted eastwardly, as an obducted thrust package, on to the platformal sediments of the Late Proterozoic to Paleozoic Kootenay Arc Terrane of the eastern Omenica Belt; deposited upon the miogeoclinal rocks of Ancestral North America (Höy and Dunne, 2001). Each of these terranes was intruded by co-magmatic to syntectonic plutons and later 'stiched' by post-accretionary intrusions (165-160 Ma) that often dominate the current map area.

According to Höy *et al.* (2004), the area immediately southwest of Nelson that encompasses the Star Project, is underlain by Early Jurassic (Sinemurian) Rosslund Group mafic and shoshonitic volcanic rocks of the Upper Elise Formation that are intruded by various Early Jurassic to Middle Eocene intrusions, stocks and dykes (Figure 3 and Table 2). The majority of the Elise Formation mapped units represent a broad

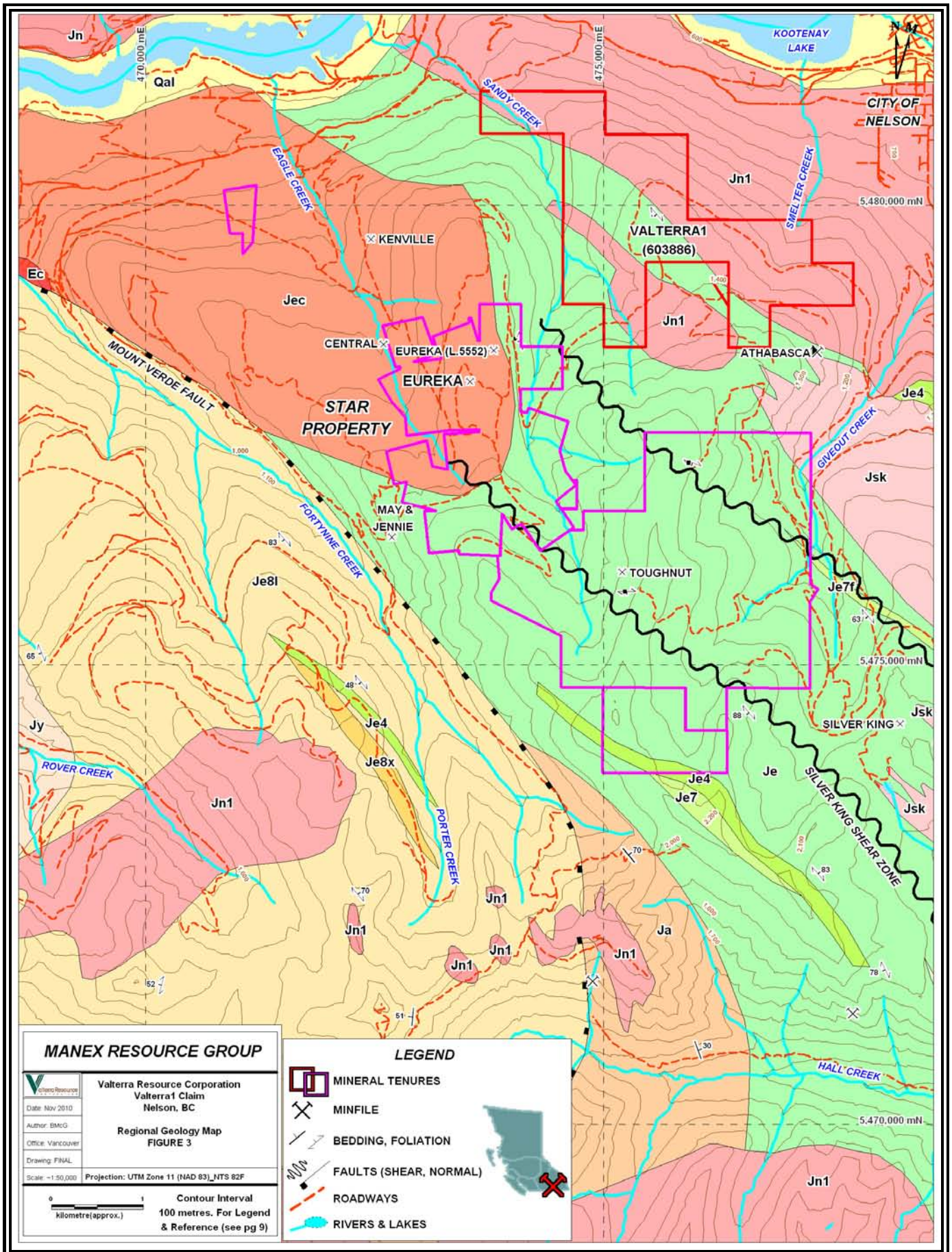


Table 2: Geology Legend

(Modified from Höy et al. 2004 and Massey et al. 2005)

Era	Period	Age	Terrane	Belt	Map Unit	Lithology	
Cenozoic	Quaternary	Pleistocene & Recent (1.8 Ma-10,000y)			Qal	Unconsolidated glacial till, sand and gravel	
	Intrusive Rocks						
	Tertiary	Eocene (55-36 Ma)	Post Accretionary	Omenica	Ec	Coryell Plutonic Suite Biotite monzonite, quartz monzonite, syenites, sills, dykes - felsite, aplite and lamprophyre	
Jurassic	Middle to Late Jurassic (165-160 Ma)	Jn			Nelson Intrusions Jn1 Granodiorite, quartz monzonite; Jn2 diorite porphyry; Jn3 breccia		
	Middle Jurassic (178-174 Ma)	Jsk	Silver King Intrusions Plagioclase porphyry, locally sheared				
	Early Jurassic (208-178 Ma)	Jec	Eagle Creek Plutonic Complex Diorite, gabbro, meta-diorite, pyroxenite, monzonite				
Sedimentary & Volcanic Rocks							
Mesozoic	Jurassic	Early Jurassic (208-178 Ma)	Quesnellia	Omenica	Rosland Group	Je	Elise Formation Volcanic rocks: mafic to intermediate flows, mafic tuff, epiclastic deposits and subvolcanic intrusions. <i>Upper Elise</i> - Je4 augite +/- plagioclase mafic flow, flow breccia; Je7 mafic tuff; Je7f fine mafic tuff; Je8l lapilli tuff with plagioclase +/- augite bearing volcanic clasts; Je8x plagioclase +/- augite crystal tuff
						Ja	Archibald Formation Sedimentary rocks: siltstone, sandstone, argillite; commonly rusty weathering, turbiditic siltstone, conglomerate and minor maroon siltstone
						Jy	Ymir Group Sedimentary rocks: Argillite, siltstone, grit; impure limestone, minor chert, wacke, commonly rusty weathering; correlative with Archibald Formation

accumulation of undifferentiated shallow-submarine to sub-aerial mafic to intermediate flows, tuffs, epiclastic deposits and subvolcanic intrusions (**Je**).

Certain end-members of the Upper Elise Formation have been further sub-divided on the regional 1:50,000 scale geology map (Höy *et al.* 2004, 2001). Lapilli tuffs with plagioclase +/- augite-bearing volcanic clasts (**Je8l**) are bounded to the east by the Mount Verde listric normal fault that formed during the Early Jurassic (Bajocian). Furthermore, approximately three kilometres to the south-southeast of the Star, minor northwest-southeast trending slivers of Upper Elise Formation have been differentiated into mafic flows and breccias (**Je4**), mafic tuffs (**Je7**), and crystal tuffs (**Je8x**).

The Elise Formation units in the region are intruded chronologically by: a) the co-magmatic intrusions of the Jurassic Eagle Creek Plutonic Complex (**Jec**), b) a series of subalkaline porphyritic bodies of the Middle Jurassic Silver King Intrusive Suite (**Jsk**), c) numerous small to large stocks that are probably correlative with the mid Jurassic Nelson Batholith (**Jn**, **Jn1**), d) Tertiary rhyolite and lamprophyre dykes and; e) Eocene Coryell alkalic intrusions (**Ec**) (Logan *et al.*, 2003; Dawson *et al.*, 1989).

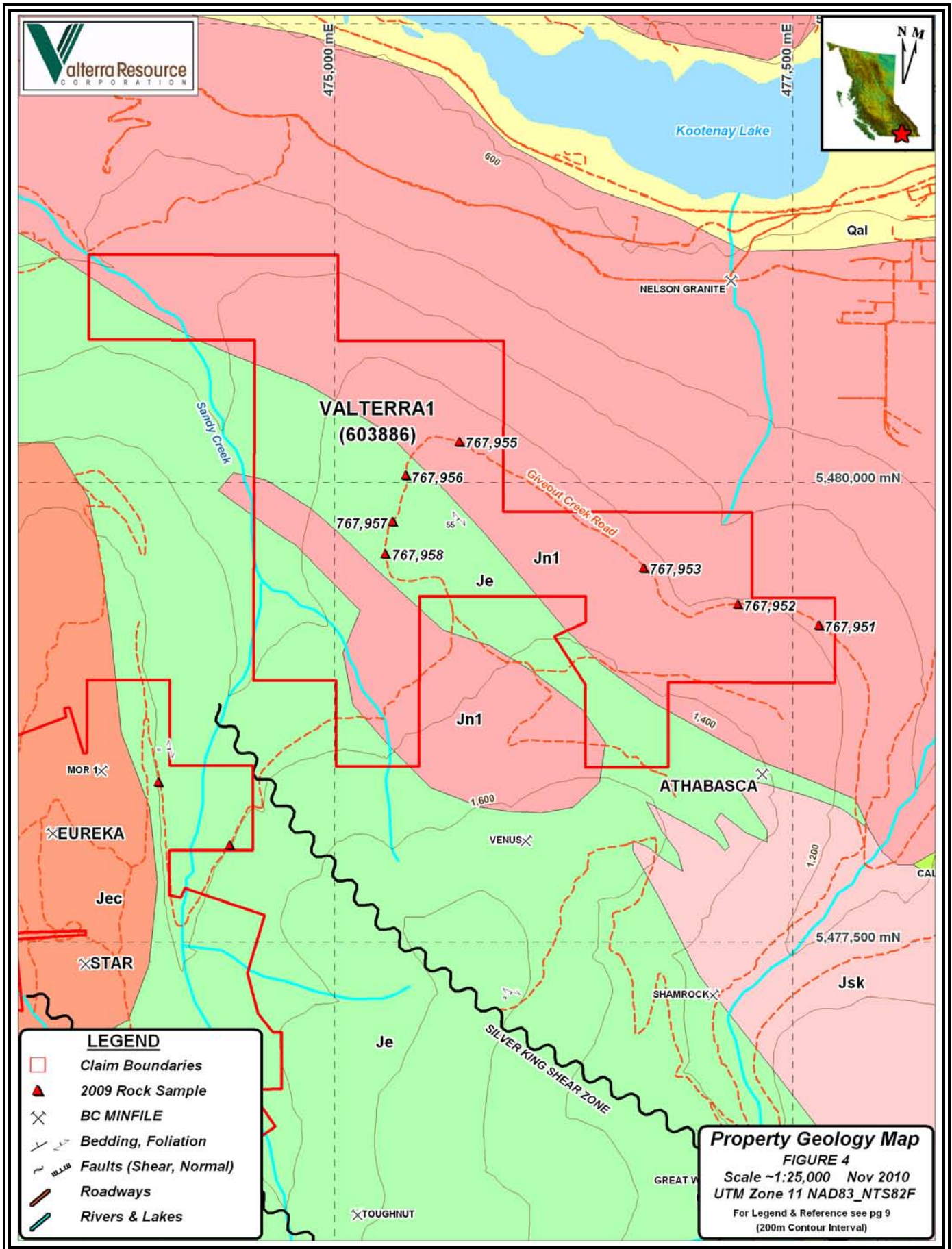
Within the central part of the map area, the Silver King Shear system forms a two kilometre wide northwest-trending corridor of intense foliation, shearing and east-verging folds within the Rosslund Group metavolcanics. The shear forms the core of the tight, south-plunging, west-dipping overturned Hall Creek syncline and has altered the flows and tuffs in the region to chlorite, pyrite, and iron-carbonate schists. The age of the shearing and folding is bracketed between the ca. 175 Ma Silver King intrusion and essentially post-kinematic ca. 165 Ma Nelson Batholith (Höy and Dunne, 2001; Dawson *et al.*, 1989).

8.0 Property Geology

The Star Project, Valterra1 claim, is underlain by a sequence of metavolcanic rocks of the Early Jurassic Upper Elise Formation that have been intruded by medium to coarse grained granite to granodiorite bodies of the Mid to Late Jurassic Nelson Intrusions (Figure 4 below and Table 2 above).

The metavolcanic rocks of the Upper Elise Formation are located primarily in the southern portion of the claim. These units are typically mafic to intermediate andesitic flows/tuffs, mafic tuffs, epiclastic deposits and subvolcanic intrusions (**Je**). Specific Elise Formation unit delineation is as follows: **Je4** - augite +/- plagioclase mafic flow, flow breccia; **Je7** - mafic tuff; **Je7f** - fine mafic tuff; **Je8l** - lapilli tuff with plagioclase +/- augite bearing volcanic clasts; and **Je8x** - plagioclase +/- augite crystal tuff (Höy *et al.*, 2004).

The Middle to Late Jurassic Nelson Intrusions define a post accretionary history of granite to granodioritic bodies that dominate both the claim and the terrane map for this lower portion of Quesnellia.



9.0 2009 Prospecting Program

Reconnaissance prospecting was conducted over a two-day period on August 4th and 12th, 2009 (Figure 4 above and Table 3 below). A total of seven rock grab samples were collected and then shipped for analyses to Inspectorate-IPL Labs located in Richmond BC. Each sample was analyzed for Au (Metallic) and 30-element ICP(AqR). Appropriate calibration standards are used in all analyses performed by the laboratory. Copies of original rock assay certificates together with detailed laboratory assaying procedures are provided in Appendix A.

Approximately 40% of the samples that were collected during prospecting contained anomalous values for economic minerals (Au, Cu or Zn) with the best result being 0.72 g/t Au in sample 767951 which was obtained from a granodiorite grab sample.

Table 3: 2009 Rock Samples and Select Economic Mineral Assay Results

Sample #	UTM E NAD83	UTM N NAD83	VALTERRA1 Claim Rock Descriptions	Au (g/t)	Cu ppm	Zn ppm
767951	477645	5479221	Granodiorite: Outcrop (whalesback) grab sample. Leucocratic to mesocratic, fine grained equigranular matrix with local euhedral plagioclase megacrysts (up to 7mm measured)	0.72	39	67
767952	477203	5479335	Granodiorite: Outcrop grab sample. Leucocratic to mesocratic, fine grained equigranular matrix with local euhedral plagioclase megacrysts (up to 1-1.5cm measured)	0.37	11	58
767953	476690	5479535	Granodiorite: Outcrop grab sample. Leucocratic to mesocratic, fine grained equigranular matrix with local euhedral plagioclase megacrysts (up to 5-7mm measured)	0.2	8	51
767955	475683	5480222	Granite: Outcrop grab sample. Mesocratic with weak pink-orange hue, fine to medium grained matrix, with local euhedral plagioclase megacrysts (up to 1-1.5cm measured)	0.23	16	78
767956	475391	5480039	Basalt Dyke + Andesite Ash Tuff: Outcrop grab sample. Dark green, very fine grained, massive looking outcrop in contact area with intrusive Contact measured (RHR) @ 130/60	0.12	107	45
767957	475320	5479789	Andesite Lapilli Tuff + Basalt Dyke: Outcrop grab sample. Slickensided surface with possible reverse movement noted Bedding measured = S0 @ 120/60. Slickenside measured @ 35-->270	0.2	91	70
767958	475280	5479611	Andesite Lapilli Tuff: Outcrop grab sample. Light green, massive looking outcrop supporting fine grained clasts dominantly with minor coarse grained fragments	0.27	41	106

Sampling Records and Rock Descriptions



PLATE 2: Granodiorite:
Outcrop (whalesback) grab
sample# 767951 location site
@ 477645E and 5479221N.



PLATE 3: Granodiorite:
Sample # 767951 - Leucocratic
to mesocratic, fine grained
equigranular matrix with local
euhedral plagioclase
megacrysts (up to 7mm
measured), trace very fine
grained disseminated pyrite.

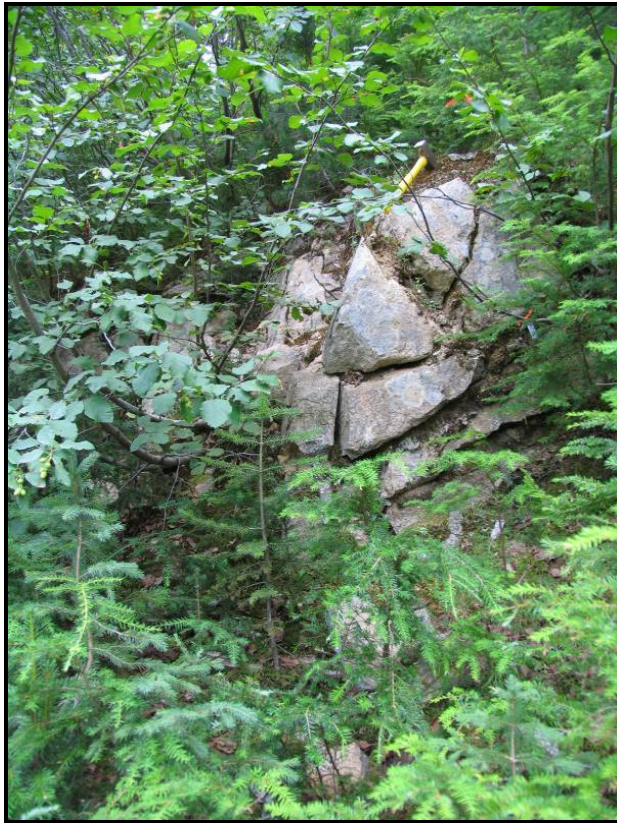


PLATE 4:
Granodiorite:
Outcrop grab
sample# 767952
location site @
477203E and
5479335N.



PLATE 5:
Granodiorite:
Sample# 767952 -
Leucocratic to
mesocratic, fine
grained equigranular
matrix with local
euhedral plagioclase
megacrysts (up to 1-
1.5cm measured)



PLATE 6:
Granodiorite:
Outcrop grab
sample# 767953
location site @
476690E and
5479535N.

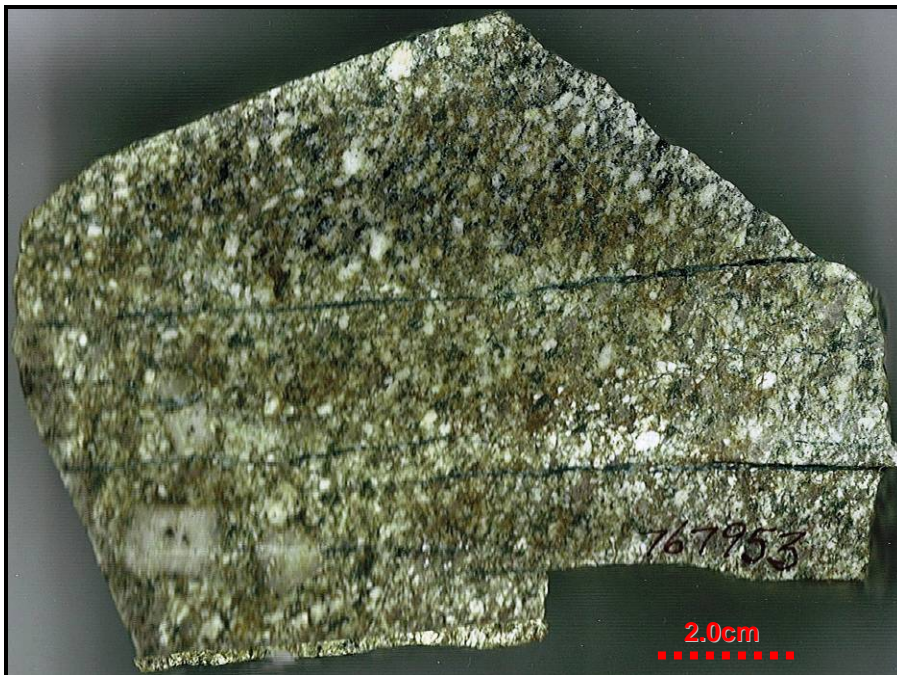


PLATE 7:
Granodiorite: Grab
sample# 767953 -
Leucocratic to
mesocratic, fine
grained equigranular
matrix with local
euhedral plagioclase
megacrysts (up to 5-
7mm measured),
hairline chloritic
fractures noted.

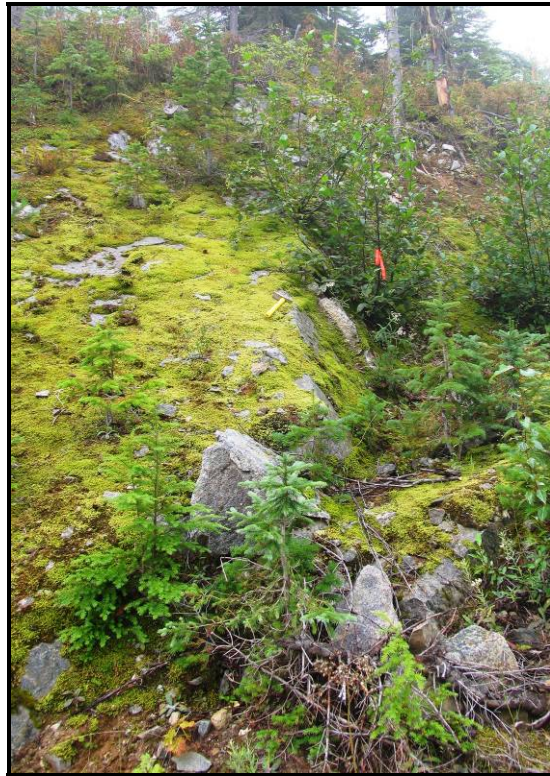


PLATE 8: Granite: Outcrop grab sample# 767955 location site @ 475683E and 5480222N.



PLATE 9: Granite: Grab sample# 767955 - Mesocratic with weak pink-orange hue, fine to medium grained matrix, with local euhedral plagioclase megacrysts (up to 1-1.5cm measured), trace pyrite bleb noted.



PLATE 10: Basalt Dyke + Andesite Ash Tuff:
Outcrop grab sample# 767956 location site @ 475391E and 5480039N. Geological contact measured (RHR) @ 130/60.

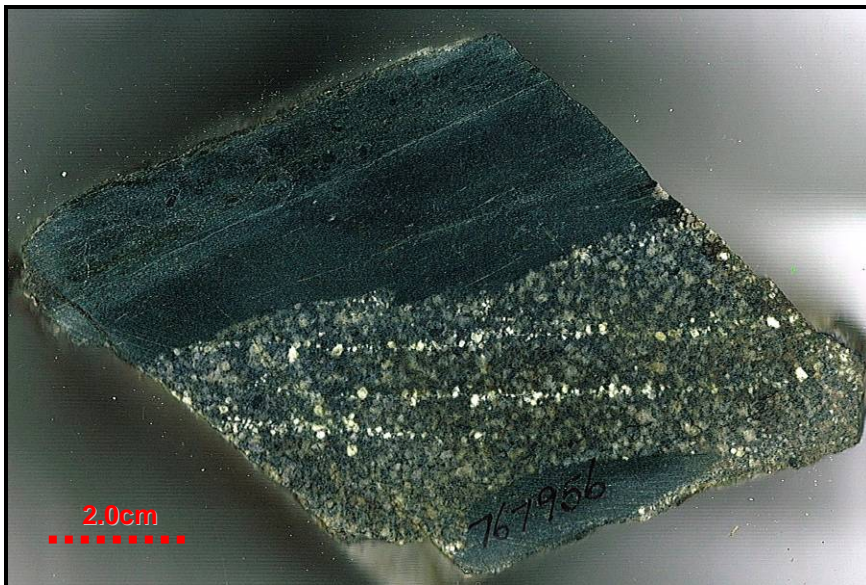


PLATE 11: Basalt Dyke + Andesite Ash Tuff:
Grab sample# 767956. Dark green, very fine grained, massive looking volcanic rock, with thin intermediate dykelet(?) pictured.



**PLATE 12: Andesite
Lapilli Tuff + Basalt**
Dyke: Outcrop grab
sample# 767957 location
site @ 475320E and
5479789N.



**PLATE 13: Andesite
Lapilli Tuff + Basalt**
Dyke: Outcrop grab
sample# 767957 –
Slickened-serpentinized
surface with possible
reverse movement noted.
Bedding measured = S0
@ 120/60. Slickenside
measured @ 35-->270



**PLATE 14: Andesite
Lapilli Tuff + Basalt**
Dyke: Outcrop grab
sample# 767957, trace to
0.5% very fine grained
pyrite disseminations and
fracture fill.



PLATE 15: Andesite Lapilli Tuff: Outcrop grab sample# 767958 location site @ 475280E and 5479611N.



PLATE 16: Andesite Lapilli Tuff: Grab sample# 767958 - Light green, massive looking outcrop supporting fine grained clasts dominantly with minor coarse grained fragments

10.0 Conclusions and Recommendations

Results were encouraging from the 2009 prospecting program conducted over a brief two-day period on the Valterra1 claim. The property geology is similar to the past producing Athabasca Mine and the claim hosts over five-aggregate kilometres of very prospective contact zones between Elise Formation volcanic rocks and Nelson Intrusions as is currently defined by regional geology maps.

The mineralization on the property is not well defined but trace amounts of pyrite disseminations and minor fracture fill was noted. Analytical results yielded low grade anomalies for Au, Cu and Zn.

Future work recommendations include the continuation of property-wide mapping, prospecting and sampling by targeting the following: Upper Elise Formation metavolcanic units; the large granitic packages of the Nelson Intrusions and specifically the contact regions between the two main units; and further investigation is warranted to determine the influence of the nearby Silver King intrusives that are known to host deposits locally and could reasonably be expected to exist in the claim area.

The estimated cost of a success-contingent exploration campaign as briefly outlined above could vary from approximately C\$10,000 to 20,000.00 dollars.

11.0 Statement of Expenditures

During 2009, the following exploration expenditures were made by Valterra Resource Corporation on the Star Project's Valterra1 claim in south-eastern BC.

STATEMENT OF EXPENDITURES				
Cost Centres	Details of Expensed Items		Individual Costs	Cost Totals (CDN\$)
PERSONNEL (75.7%)	Field Geological	Brian McGrath (2 days @ \$680/day)	\$1,360.00	\$2,970.00
	Field Assistant	Merlin Wozny (1 day @ \$25/hr)	\$250.00	
	Report Writing and Drafting	Brian McGrath (2 days @ \$680/day)	\$1,360.00	
TRAVEL (4.3%)	4x4 Vehicle – Rental, Insurance and Fuel (2 days)		\$170.00	\$170.00
ROOM & BOARD (8.2%)	Accommodation and Meals (2 days)		\$323.64	\$323.64
ASSAYS (11.3%)	IPL Labs: Fire Assay, ICP and Metallics Analyses (7 samples)		\$444.50	\$444.50
FREIGHT (0.4%)	Sample Shipment: Westarm Freight Castlegar BC to IPL Labs Richmond BC		\$17.50	\$17.50
TOTAL EXPLORATION EXPENDITURES			\$3,925.64	\$3,925.64

12.0 Statement of Qualifications

I, Brian T. M^cGrath, P.Geo., of Langley, British Columbia hereby certify as follows:

1. I graduated from Memorial University of Newfoundland with a Bachelor of Science degree in Earth Sciences, Geology, in 1992.
2. I am a registered Professional Geoscientist with the Association of Professional Engineers and Geoscientists of British Columbia, Registration Number 23643, since March 1998.
3. I have practiced my profession continuously since graduation.
4. I was involved in the planning and implementation of the program herein described and the writing of this report.
5. This report is an accurate account of the 2009 prospecting program conducted by Valterra Resource Corporation on the Star project, Valterra 1 claim, in south-eastern BC.

Dated at Vancouver, British Columbia, this 23rd day of November, 2010.



Brian T. M^cGrath, B.Sc., P.Geo.

13.0 References

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APPENDICES



APPENDIX A

**2009 Assay Certificates
(Inspectorate-IPL Labs)**

Method of Metallic Gold analysis by Fire Assay

Sample prep:

- (a) Samples are dried and crushed to -10 mesh, riffle split to 1000 grams and pulverized, the coarse fraction is then screened out by using a 150 mesh size screen. The entire +150 mesh and a portion of minus fraction are assay separately and a combined total gold in g/mt is calculated based on the weight of both fractions.

Fire Assays:

- (b) Entire portion of +150 mesh pulp sample and up to 30 grams of -150 mesh pulp sample were weighed into separate fusion pot with chemical fluxes such as lead oxide, sodium carbonate, borax, silica flour, baking flour or potassium nitrate, after the sample and fluxes had been mixed thoroughly.
- (c) The sample was then charged into a fire assay furnace at 2000 F for one hour, at this stage, lead oxide would be reduced to elemental lead and slowly sunken down to the bottom of the fusion pot and collected the gold and silver along the way.
- (d) After one hour of fusion, the sample was taken out and pours into a conical cast iron mould. The elemental lead which contained precious metals would stayed at the bottom of the mould and any unwanted materials called slag would floated on top and removed by hammering, a "lead button" is formed.
- (e) The lead button was then put back in the furnace onto a preheated cupel for a second stage of separation, at 1650 F, the lead button became liquefied and absorbed by the cupel, but gold and silver which had higher melting points would stayed on top of the cupel.
- (f) After 60 minutes of cupellation, the cupel was then taken out and cooled, the dore bead which contained precious metals was then weighed, transferred into a test tube and digested with acids in hot water bath.
- (g) The gold in solution is determined by using Atomic Absorption Spectrometer by comparing with a set of gold standard solutions. The total gold value, are calculated based on results from both plus and minus portions and back calculated based on original sample weight.



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IPL 09I2718



Valterra Resources Corporation

Project : SE BC
 Shipper : Brian McGrath
 Shipment: A
 Comment:

PO#:

10 Samples

Print: Oct 09, 2009 In: Sep 28, 2009 Page 1 of 2 [271816:43:00:90100909:001]

CODE	AMOUNT	TYPE	PREPARATION DESCRIPTION	PULP	REJECT
B21100	10	Rock	crush, split & pulverize to -150 mesh.	12M/Dis	03M/Dis
B84100	1	Repeat	Repeat sample - no charge	12M/Dis	00M/Dis
B82101	1	Bk IPL	Blank IPL - no charge.	00M/Dis	00M/Dis
B90026	1	Std IPL	Std IPL (Au Certified) - no charge		

Analytical Summary

Analysis: Au(Metallic) / ICP(AqR)30

NS=No Sample Rep=Replicate M=Month Dis=Discard

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#	Code	Method	Units	Description	Element	Limit Low	Limit High
01	0801	Spec	Kg	Weight in Kilogram (1 decimal place)	Wt	0.1	9999.0
02	0802	Spec	Smpl g	Total Weight (2 Decimal)	Wt	0.01	99999.00
03	0802	Spec	Smpl g	+150M Sample Weight (2 Decimal)	Wt	0.01	99999.00
04	0802	Spec	Smpl g	-150M Sample Weight (2 Decimal)	Wt	0.01	99999.00
05	0368	FA/AAS	g/mt	+150M Au Fire Assay g/mt	Gold	0.01	5000.00
06	0368	FA/AAS	g/mt	-150M Au Fire Assay g/mt	Gold	0.01	5000.00
07	0368	SFA/AA	g/mt	Total Au Fire Assay g/mt	Gold	0.01	5000.00
08	0721	ICP	ppm	Ag ICP	Silver	0.1	100.0
09	0711	ICP	ppm	Cu ICP	Copper	1	10000
10	0714	ICP	ppm	Pb ICP	Lead	2	10000
11	0730	ICP	ppm	Zn ICP	Zinc	1	10000
12	0703	ICP	ppm	As ICP	Arsenic	5	10000
13	0702	ICP	ppm	Sb ICP	Antimony	5	2000
14	0732	ICP	ppm	Hg ICP	Mercury	3	10000
15	0717	ICP	ppm	Mo ICP	Molydenum	1	1000
16	0747	ICP	ppm	Tl ICP (Incomplete Digestion)	Thallium	10	1000
17	0705	ICP	ppm	Bi ICP	Bismuth	2	2000
18	0707	ICP	ppm	Cd ICP	Cadmium	0.2	2000.0
19	0710	ICP	ppm	Co ICP	Cobalt	1	10000
20	0718	ICP	ppm	Ni ICP	Nickel	1	10000
21	0704	ICP	ppm	Ba ICP (Incomplete Digestion)	Barium	2	10000
22	0727	ICP	ppm	W ICP (Incomplete Digestion)	Tungsten	5	1000
23	0709	ICP	ppm	Cr ICP (Incomplete Digestion)	Chromium	1	10000
24	0729	ICP	ppm	V ICP (Incomplete Digestion)	Vanadium	1	10000
25	0716	ICP	ppm	Mn ICP	Manganese	1	10000
26	0713	ICP	ppm	La ICP (Incomplete Digestion)	Lanthanum	2	10000
27	0723	ICP	ppm	Sr ICP (Incomplete Digestion)	Strontium	1	10000
28	0731	ICP	ppm	Zr ICP (Incomplete Digestion)	Zirconium	1	10000
29	0736	ICP	ppm	Sc ICP	Scandium	1	10000
30	0726	ICP	%	Ti ICP (Incomplete Digestion)	Titanium	0.01	10.00
31	0701	ICP	%	Al ICP (Incomplete Digestion)	Aluminum	0.01	10.00
32	0708	ICP	%	Ca ICP (Incomplete Digestion)	Calcium	0.01	10.00
33	0712	ICP	%	Fe ICP (Incomplete Digestion)	Iron	0.01	10.00
34	0715	ICP	%	Mg ICP (Incomplete Digestion)	Magnesium	0.01	10.00
35	0720	ICP	%	K ICP (Incomplete Digestion)	Potassium	0.01	10.00

* Our liability is limited solely to the analytical cost of these analyses.
 ID=C1089010402

BC Certified Assayer: David Chiu

Signature: _____



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10 Samples

Print: Oct 09, 2009 In: Sep 28, 2009 Page 2 of 2 [271816:43:00:90100909:001]

##	Code	Method	Units	Description	Element	Limit Low	Limit High
36	0722	ICP	%	Na ICP (Incomplete Digestion)	Sodium	0.01	10.00
37	0719	ICP	%	P ICP	Phosphorus	0.01	5.00

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 ID=C1089010402

BC Certified Assayer: David Chiu

Signature: _____



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Client : Valterra Resources Corporation **10 Samples** Print: Oct 09, 2009 Page 1 of 1
 Project: SE BC Ship#A 10=Rock 1=Repeat 1=Blk iPL 1=Std iPL [2718164300901009090001] In: Sep 28, 2009 Section 1 of 3

Sample Name	Type	Wt Kg	Total Smp1 g	+150M Smp1 g	-150M Smp1 g	Au+150 g/mt	Au-150 g/mt	Au Tt1 g/mt	Ag ppm	Cu ppm	Pb ppm	Zn ppm	As ppm	Sb ppm	Hg ppm	Mo ppm	Tl ppm
767951	Rock	1.1	495.45	10.45	485.00	6.57	0.59	0.72	<0.1	39	5	67	8	<5	<3	<1	<10
767952	Rock	1.2	580.85	13.85	567.00	0.75	0.36	0.37	<0.1	11	<2	58	11	<5	<3	<1	<10
767953	Rock	1.1	533.75	12.75	521.00	0.96	0.18	0.20	<0.1	8	6	51	5	<5	<3	<1	<10
767954	Rock	1.0	489.21	18.21	471.00	1.49	0.13	0.18	<0.1	58	4	254	18	<5	<3	2	<10
767955	Rock	1.0	499.04	24.04	475.00	0.83	0.20	0.23	<0.1	16	<2	78	9	<5	<3	<1	<10
767956	Rock	1.5	394.68	25.68	369.00	0.73	0.08	0.12	<0.1	107	<2	45	12	<5	<3	<1	<10
767957	Rock	1.5	378.92	13.92	365.00	2.17	0.13	0.20	<0.1	91	<2	70	25	<5	<3	<1	<10
767958	Rock	1.5	384.60	26.60	358.00	0.29	0.27	0.27	<0.1	41	<2	106	23	<5	<3	<1	<10
767959	Rock	1.7	436.20	11.20	425.00	4.81	0.18	0.30	<0.1	314	<2	122	8	<5	<3	<1	<10
767960	Rock	1.8	464.77	17.77	447.00	1.01	0.47	0.49	<0.1	122	<2	95	24	<5	<3	<1	<10
RE 767951	Repeat	—	—	—	—	—	0.57	—	<0.1	36	5	70	8	<5	<3	<1	<10
Blank iPL	Blk iPL	—	—	—	—	—	<0.01	—	—	—	—	—	—	—	—	—	—
Ox167	Std iPL	—	—	—	—	—	1.81	—	—	—	—	—	—	—	—	—	—
Ox167 REF	Std iPL	—	—	—	—	—	1.82	—	—	—	—	—	—	—	—	—	—

Minimum Detection 0.1 0.01 0.01 0.01 0.01 0.01 0.01 0.01 0.1 1 2 1 5 5 3 1 10
 Maximum Detection 9999.0 99999.00 99999.00 99999.00 5000.00 5000.00 5000.00 100.0 10000 10000 10000 10000 2000 10000 1000 1000
 Method Spec Spec Spec Spec FA/AAS FA/AAS SFA/AA ICP ICP ICP ICP ICP ICP ICP ICP

—=No Test Ins=Insufficient Sample Del=Delay Max=No Estimate Rec=ReCheck m=x1000 %=Estimate % NS=No Sample



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10=Rock 1=Repeat 1=Blk iPL 1=Std iPL [271816430090100909001] In: Sep 28, 2009

Print: Oct 09, 2009 Page 1 of 1
 Section 2 of 3

Sample Name	Bi ppm	Cd ppm	Co ppm	Ni ppm	Ba ppm	W ppm	Cr ppm	V ppm	Mn ppm	La ppm	Sr ppm	Zr ppm	Sc ppm	Ti %	Al %	Ca %	Fe %	Mg %	K %
767951	<2	<0.2	5	3	65	<5	67	11	405	4	32	39	1	0.08	0.86	0.23	1.44	0.42	0.49
767952	<2	<0.2	5	3	50	<5	67	18	401	7	19	44	2	0.08	0.95	0.25	1.76	0.48	0.40
767953	3	<0.2	3	3	34	<5	52	10	384	6	22	29	<1	0.03	0.79	0.21	1.25	0.41	0.08
767954	<2	1.5	6	34	70	<5	35	<1	222	8	84	43	<1	0.04	1.28	0.77	1.97	0.39	0.11
767955	<2	<0.2	6	4	56	<5	59	25	564	6	33	42	2	0.08	1.12	0.34	2.12	0.64	0.36
767956	<2	<0.2	22	39	196	<5	112	55	461	<2	32	63	6	0.15	1.82	1.08	2.69	1.57	0.77
767957	<2	<0.2	28	8	46	<5	16	77	691	<2	128	60	8	0.12	3.48	2.10	4.55	1.52	0.11
767958	<2	<0.2	27	35	80	<5	111	71	1283	4	29	89	9	0.05	3.01	0.39	6.23	1.97	0.16
767959	<2	<0.2	23	6	132	<5	30	8	1772	15	37	62	2	0.01	0.68	1.04	3.86	0.17	0.39
767960	<2	<0.2	18	14	63	<5	26	88	760	6	63	84	3	0.15	2.33	0.74	4.40	1.54	1.10
RE 767951	<2	<0.2	5	3	65	<5	68	11	400	5	32	39	1	0.08	0.85	0.23	1.40	0.42	0.49
Blank iPL	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
OXI67	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
OXI67 REF	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—

Minimum Detection 2 0.2 1 1 2 5 1 1 1 2 1 1 1 0.01 0.01 0.01 0.01 0.01 0.01
 Maximum Detection 2000 2000.0 10000 10000 10000 1000 10000 10000 10000 10000 10000 10000 10000 10.00 10.00 10.00 10.00 10.00 10.00
 Method ICP
 —=No Test Ins=Insufficient Sample Del=Delay Max=No Estimate Rec=ReCheck m=x1000 %=Estimate % NS=No Sample



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iPL 09I2718



Client : Valtterra Resources Corporation **10 Samples** Print: Oct 09, 2009 Page 1 of 1
 Project: SE BC Ship#A 10=Rock 1=Repeat 1=Blk iPL 1=Std iPL [271816430090100909001] In: Sep 28, 2009 Section 3 of 3

Sample Name	Na %	P %
767951	0.07	0.04
767952	0.05	0.05
767953	0.03	0.05
767954	0.13	0.05
767955	0.05	0.07
767956	0.09	0.11
767957	0.21	0.11
767958	0.03	0.12
767959	0.02	0.24
767960	0.03	0.27
RE 767951	0.07	0.04
Blank iPL	—	—
OX167	—	—
OX167 REF	—	—

Minimum Detection 0.01 0.01
 Maximum Detection 10.00 5.00
 Method ICP ICP
 —=No Test Ins=Insufficient Sample Del=Delay Max=No Estimate Rec=ReCheck m=x1000 %=Estimate % NS=No Sample



APPENDIX B

**MINFILE Detail Report
BC Geological Survey**

- **082FSW168 - Athabasca**

Metamorphic Type: Regional Relationship: Pre-mineralization
 Grade: Greenschist

Inventory

Ore Zone: DUMP Year: 1988
 Category: Inferred Report On: Y
 Quantity: 18,144 tonnes NI 43-101: N

Commodity	Grade
Gold	8.5790 grams per tonne

Comments: May exist in dumps at the old mill site.
 Reference: Assessment Report 17184.

Ore Zone: VEIN Year: 1988
 Category: Assay/analysis Report On: N
 NI 43-101: N

Sample Type: Grab

Commodity	Grade
Gold	22.2900 grams per tonne

Comments: Weighted average of 27 samples.
 Reference: Assessment Report 17184.

Summary Production

		Metric	Imperial
	Mined:	41,779 tonnes	46,053 tons
	Milled:	20,219 tonnes	22,287 tons
Recovery	Gold	631,826 grams	20,314 ounces
	Silver	201,798 grams	6,488 ounces
	Zinc	13,947 kilograms	30,748 pounds
	Lead	9,333 kilograms	20,576 pounds
	Copper	13 kilograms	29 pounds

Capsule Geology

The Athabasca vein is located on the slopes of Toad Mountain 3 kilometres southwest of Nelson. The vein was initially discovered in 1896.

The area is underlain by schistose augite basalt flows and flow breccias of the Lower Jurassic Elise Formation (unit Je4) of the Rossland Group, these are in contact with a granodiorite stock of the Middle to Late Jurassic Nelson Intrusions and have been intruded by feldspar porphyry of the Jurassic Silver King Intrusions.

The Athabasca vein strikes at 045 degrees with a 30 to 50 degree northwest dip. The vein is hosted within granodiorite and tends to flatten as it traverses the schistose volcanics to the south. The vein comprises quartz gangue mineralized with pyrite, some galena, sphalerite and free gold. The gold occurs as 80 per cent free gold and 20 per cent is associated with sphalerite. The vein is a few centimetres to about 1.5 metres wide, averaging about 0.3 metres.

The workings were developed where the vein crosses the granodiorite-volcanic fault contact. Pervasive shearing and faulting have offset and displaced portions of the vein. Scheelite occurs near the lithologic contact.

An enrichment of metal values occurs within the schistose volcanics at the granodiorite contact. The flatter sections of the vein, in the schist, were productive but here the vein is highly faulted and folded with dykes common on the planes of the normal faults.

A weighted average of 27 samples taken in 1988 was 22.29 grams per tonne gold (Assessment Report 17184). Up to 18,144 tonnes of material grading 8.579 grams per tonne gold may exist at the old mill site (Assessment Report 17184).

Bibliography

EM OF 1999-3

EMPR AR 1896-87, 1897-531; 1898-1158,1188; 1899-597,815; 1900-832, 843; 1902-154; 1903-143; 1904-135; 1909-119; 1910-104,243; 1911- 158; 1913-130; 1914-326; 1916-203; 1917-194,448; 1918-197; 1920- 148; 1921-143; 1933-218; 1934-A36,E3,2; 1935-A27; 1937-A38,E27, 45; 1938-A35,E3,36; 1939-38; 1940-25,65; 1941-26,64; 1945-96; 1946-139

EMPR ASS RPT 11027, *17184

EMPR BC METAL MM00955

EMPR BULL *1, p. 95; 3, p. 27; 20, Part II, p. 11; 41; 109

EMPR FIELDWORK 1980, pp. 149-158; 1981, pp. 28-32, pp. 176-186; 1987, pp. 19-30; 1988, pp. 33-43; 1989, pp. 247-249; 1990, pp. 291-300; 1999, p. 214

EMPR MAP 7685G; RGS 1977; 8480G

EMPR OF 1988-1; *1989-11; 1991-16; 1991-17; 1999-3

EMPR PF (Plan of Athabasca Mine, Loewenthal, W.G., 1934)

GSC MAP 52-13; 1090A; 1091A

GSC MEM *191, p. 65; 308, p. 155

GSC OF 1195

GSC P 49-22; 52-13

GSC SUM RPT *1911, p. 148

CIM TRANS, 1902, Vol. 5, pp. 15-20, (*Fell, E.N.: Notes on the Athabasca Mine)

PR REL Sultan Minerals Inc., Mar. 4, 2003

Andrew, K.P.E. and Hoy, T. (1990): Structural Models for Precious Metal Deposits in Jurassic Arc Volcanic rocks of the Rossland Group, southeastern B.C.; abstract with program, G.A.C. -M.A.C. Annual Meeting, Vancouver, B.C., p. A3

Hoy, T. and Andrew, K.P.E. (1988): Geology, geochemistry and mineral deposits of the Lower Jurassic Rossland Group, southeastern British Columbia, abstract in Twelfth District 6 Meeting, Canadian Institute of Mining and Metallurgy, Fernie, B.C., pp. 11-12

Date Coded:	1985/07/24	Coded By:	BC Geological Survey (BCGS)	Field Check:	N
Date Revised:	1991/03/25	Revised By:	Dorthe E. Jakobsen(DEJ)	Field Check:	N