BRITISH COLUMBIA

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
Prospecting and Sampling Report on the FOX PROPERTY in 2011	$ 29,073.32

AUTHOR(S) J.David Williams, P.Eng. SIGNATURE(S) J.David Williams

NOTICE OF WORK PERMIT NUMBER(S)/DATE(S) not applicable YEAR OF WORK 2011

STATEMENT OF WORK - CASH PAYMENT EVENT NUMBER(S)/DATE(S) 4996607 / 26 August 2011

PROPERTY NAME **FOX PROPERTY**

CLAIM NAME(S) (on which work was done) 551340, 551478, 551591, 551628, 555473, 557614

COMMODITIES SOUGHT Zinc, Lead, Copper, Silver, Gold

MINERAL INVENTORY MINFILE NUMBER(S), IF KNOWN 092ISE191

MINING DIVISION Nicola NTS 092I.037, 092I.047

LATITUDE 50 ° 21 ' 57.8 " LONGITUDE 120 ° 38 ' 15.8 " (at centre of work)

OWNER(S)

1) Craig Alvin Lynes 2)

MAILING ADDRESS

P.O. Box 131
Grindrod, BC V0E 1Y0

OPERATOR(S) [who paid for the work]

1) Great Michael Resources Ltd. 2)

MAILING ADDRESS

1500 - 855 West Georgia Street
Vancouver, BC V6C 3E8

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

Triassic, Jurrasic, Nicola Group, Nicola Horst, Clapperton Fault System, Quesnellia Terrane, volcanics, volcaniclastics, sediments basalt, andesite, breccia, conglomerate, tuff, Blacktop Showing, VMS, Kuroko-style, massive sulfide, quartz-carbonate vein, epidote, hematite, sphalerite, galena, chalcopyrite, malachite, native copper, chalcocite, iron oxide, lead, zinc, copper, gold, silver, Coquihalla Highway, Helmer Lake, Clapperton Creek, Merrit, Nicola, EM, magnetics, geophysics, soil geochemistry, ICP-MS

REFERENCES TO PREVIOUS ASSESSMENT WORK AND ASSESSMENT REPORT NUMBERS

02715, 02811, 03894, 04057, 04765, 06040, 06119, 12287, 18402, 25209, 26660, 27476, 30006

(OVER)

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	15 samples: 36-element ICP	551340, 551628, 555473	$ 6,813.06
Other			
DRILLING (total metres; number of holes, size)			
Core			
Non-core			
RELATED TECHNICAL			
Sampling/assaying			
Petrographic			
Mineralographic			
Metallurgic			
PROSPECTING (scale, area)	1:20,000, 92 ha,	551340, 551478, 551628, 551591, 555473, 557614	$ 22,260.26
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	$ 29,073.32

Prospecting and Sampling Report
on the
FOX PROPERTY
in 2011
Thompson-Nicola Regional District
South-central British Columbia

Tenures Worked:	**551340, 551478, 551591, 551628, 555473, 557614**
Mining Division:	**Nicola**
NTS:	**092I.037 & .047**
Latitude:	**50°21'57.8"N**
Longitude:	**120°38'15.8"W**
Owner:	**Rich River Exploration Ltd.**
Operator:	**Great Michael Resources Ltd.**
Consultant:	**J.David Williams, P.Eng.,** geological consultant

for
Craig. A. Lynes
Rich River Exploration Ltd.
P.O. Box 131
Grindrod BC V0E 1Y0
www.richriver.bc.ca

RICH RIVER EXPLORATION LTD

and
Great Michael Resources Ltd.
1500 – 855 West Georgia Street
Vancouver BC V6C 3E8

by
Integrex Engineering
303-1225 Cardero Street
Vancouver, BC V6G 2H8
www.integrex.ca

INTEGREX ENGINEERING
www.integrex.ca

J.David Williams, P.Eng.

21 November 2011

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SUMMARY

In 2011, Rich River Exploration Ltd. continued exploring its wholly owned Fox Property with an eleven-day field program of prospecting and rock sampling conducted at intervals over the period from 10 June to 17 August. Rich River Exploration optioned the Property to Great Michael Resources Ltd. who financed the field program costing $29,073. A crew of two or three participated in the fieldwork for a total estimated time of 260 person-hours. A total of 92 ha was prospected in several targeted areas throughout the Property and 15 rock samples were gathered and submitted for assay.

The Fox Property consists of 12 contiguous cell-type mineral tenures located about 30 km north of Merritt in south-central BC. The mineral tenures occupy 2,433 ha which includes a narrow corridor of no-staking activity occupied by Telus' buried fiber optic cable, slightly reducing the total area open for exploration to 2,412 ha. In general, the mineral tenures stretch slightly more than 10 km along a north-south section of Highway 5, a major thoroughfare that runs through nearly the entire length of the Property. Electric transmission lines owned by BC Transmission Corp. cross the Property in the south while another line passes just north of its boundary.

Most of the Property is underlain by Nicola Group rocks comprised of a diverse assemblage of Late Triassic to Early Jurassic submarine and subaerial volcanic, volcaniclastic, and sedimentary rocks that underlie much of the Intermontane Belt of south central BC. A narrow strip of the eastern side of the Property is underlain by rocks of the Nicola Horst, a complex of strongly deformed and highly metamorphosed Nicola Group rocks and sedimentary rocks of unknown age intruded by granitoid rocks ranging in age from at least Early Jurassic to Paleocene. The Nicola Horst is bounded on its west by the Clapperton Fault system which generally falls just inside the eastern edge of the Property

Historical exploration on at least some portion of what is now the Fox Property dates from 1972 with work that identified several targets for follow up. Among them are the quartz-carbonate Zn-Pb-Ag-Au veins in the Helmer Lake area in the south of the Property and the Zn-Pb-Cu-Ag Blacktop Showing adjacent to the highway near the east-central part of the Property. The 2011 field program was intent on investigating a target near the Blacktop Showing and other targets largely located in the under-explored western and northern parts of the Property, where recent logging had provided much better road access. An attempt to investigate portion of the Property east of the highway met with access routes that were heavily water-barred, completely reclaimed or washed out.

Specific targets selected for field investigation included:

- A cluster of high-grade samples, taken by Gitennes Exploration Inc. in 2000, that ranged to as much as 19.75% Zn, which based on recorded coordinates, places them about 300 m northwest of the Blacktop Showing. A thorough traverse in that area failed to locate either outcrop or mineralization of any kind.
- The area from which a favorable assay of 1,862 ppm Cu in a sample of float, taken by Rich River Exploration in 2007, in the northwest of the Property was examined but outcrops exposed by new logging did not show any notable mineralization.

- The area in the northeast of the Property where soil geochemical surveys, conducted in 1972, located a series of scattered and small but significantly anomalous copper values, was briefly examined with no particular mineralization contained in the mostly till-covered terrain.
- Just off the west edge of the Property in its southwest part, Gitennes Exploration, from its airborne geophysical survey of 2000, located coincident EM anomalies aligned along a north-south trending "magnetic contact." An investigation of that area encountered heavy till cover, several meters in thickness and no outcrop.

The fieldwork was successful in locating, near the west-central part of the Property, a 90 m stretch of recently opened logging road bounded by locally derived tuff cobbles, about 5% of which displayed prominent malachite stain. Malachite was also contained in seams and small vug-sized and larger pitted deposits, often accompanied by iron oxide stain. A series of eleven selected grab samples of that mineralization returned assays as high as 1.9% Cu.

Just west of the Malachite Showing, just inside the western edge of the Property, a patch of otherwise mundane tuffs was found to contain disseminated, pinhead or larger sized, foil-like native copper. Several specimens of the best of that material returned 2,814 ppm Cu.

The discovery of the Malachite and Native Cooper showings is a further indication of the mineral potential contained on the Fox Property. Given the much improved road access and large patches of recent clear-cut, that part of the Property is a high-priority target for a field program of geological mapping, prospecting and soil sampling. A 15-day program for a crew of three, budgeted at $74,000 is recommended.

Photo 1: Panoramic view of part of the Fox Property looking west across the Clapperton Creek valley. Just above the belt of forest in the bottom of the valley in the middle distance, is the Coquihalla Highway. The proportion of the Property that has been logged is evident. Photo is taken on ground underlain by metamorphosed rocks of the Nicola Horst and looks across to the sequence of volcanics and volcaniclastics of the Nicola Group. Photo by J.D.Williams 16 August 2011.

INTRODUCTION

During the summer months of 2011 Rich River Exploration Ltd. ["Rich River" or "Rich River Exploration"] continued its assessment of its wholly-owned Fox Property [the "Property"] straddling Highway 5, about 30 km north of Merritt in south-central BC. That assessment, and the subject of the Report, took the form of an eleven-day exploration program conducted throughout the Property. To enable its continued exploration activity, Rich River Exploration optioned the Property to Great Michael Resources Ltd. ["Great Michael" or "Great Michael Resources"] in March 2010. Great Michael, as per the terms of that option agreement, has financed the 2011 field program.

Table 1: FOX PROPERTY 2011

Mining Division: Nicola	
NTS:	092I.37, 092I.047
Latitude:	50°21'57.8"N
Longitude:	120°38'15.8"W
UTM N:	5,582,000 (Zone 10
UTM E:	668,000 NAD83)
Tenure Area:	2,432.6 hectares
Owner:	Craig A. Lynes [100%]
Operator:	Great Michael Resources Ltd.
Expiry:	15 November 2012
BC Minfile Names:	Fox, Blacktop
Minfile ID:	092ISE191

The Property encompasses quartz-carbonate Zn-Pb-Ag-Au veins in the Helmer Lake area in the south of the Property and the Blacktop Zn-Pb-Cu-Ag Showing [MINFILE 092ISE191], adjacent to the highway near the east-central part of the Property. A series of other exploration targets are known on the Property—many identified by earlier workers and at least one other located by Rich River Exploration in 2007. The purpose of the 2011 fieldwork was to investigate as many high-priority targets as possible and to extend the reach of exploration into areas in the generally under-explored northwest part of the Property that, as a result of recent logging, is much more accessible. Prospecting, in an attempt to assess particular targets was the dominant activity which involved the author gathering 15 rock samples for assay.

Software used in the preparation of this Report include AutoCAD Civil 3D versions 2010 and 2011, Microsoft Office 2007, specifically Excel and Word, and Corel Graphics Suite X5. To generate the PDF version of this Report, as submitted to BC Mineral Titles, Adobe Acrobat Pro version X was employed with some portions generated by FoxIt PhantomPDF version 5.0.

All units of measurement are consistent with the *Systéme Internationale d'Unités* [SI] unless specifically noted otherwise. All maps and drawings containing Universal Transverse Mercator [UTM] coordinates conform to North American Datum 1983 [NAD83] unless specified differently. All monetary figures are in Canadian dollars.

LOCATION & ACCESS

The Fox Property is located in south-central BC (figure 1), about 30 km north of the nearest town of Merritt on a stretch of Highway 5 that runs a further 45 km to Kamloops (figure 2). Highway 5, often referred to as the "Coquihalla Highway" runs through most of the length of the Property.

The easiest approach to the Fox Property is via the Helmer Lake interchange which allows traffic to exit the Highway 5 and connect to a network of unpaved roads that run throughout the Property and beyond. Those roads are in comparatively good condition, providing four-wheel-drive access to most areas of the Property west of the highway. It was discovered during the 2011 field program that many logging roads allowing access to outcrops newly exposed by recent logging, on or near the Property east of the highway, have either been thoroughly reclaimed, are heavily water-barred or washed out.

Figure 1: Location of the Fox Property in south-central British Columbia, north of the town of Merritt.

The Coquihalla Highway is a divided four or five lane controlled-access thoroughfare and is fenced along its right of way[1] for its entire length through the Property and beyond. At certain points along that fence, spring loaded one-way gates are positioned providing a means to access or to cross the highway. There is the occasional underpass supported by a culvert as large as 5 m across, intended for cattle or game, which would be a convenience to an exploration crew on traverse.

[1] Wildlife exclusion fencing is 2.4m high

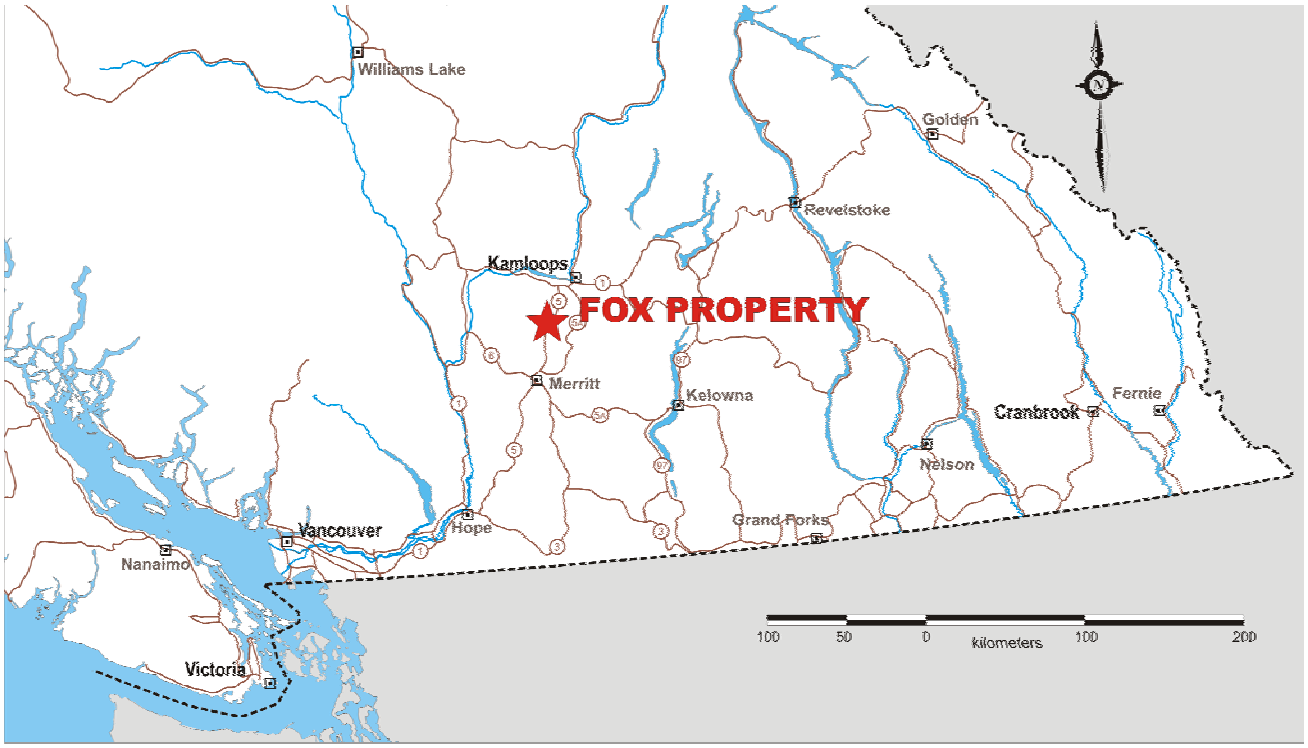

Figure 2: Location of the Fox Property in southern British Columbia, between Merritt and Kamloops on Highway 5.

TOPOGRAPHY, VEGETATION & PHYSIOGRAPHY

The Fox Property falls within the Nicola Plateau and is at the northern edge of the Nicola watershed, within the Clapperton Creek subbasin (Uunila, 2007, p.2)

Topography consists of rolling hills with elevations at their lowest in the Helmer Lake area in the south, at 1,350 m elevation, and the highest of the rounded hills, in the west central part of the Property reach an elevation of 1,663 m. And about 2 km west of there, Mount Guichon rises to the highest elevation in the area at 1,733 m elevation.

Forested areas consist of lodgepole pine, spruce and poplar with denser patches of willows and aspen as undergrowth or in wetter areas. Although no logging activity was noticed during the 2011 fieldwork, about half the Property has been clear-cut with some areas beginning to regenerate. Other areas, especially east of the highway, appear to have been very recently logged.

Poorly drained and swampy areas are generally uncommon. On the west side of the Coquihalla Highway, where the bulk of the Property lies, a number of isolated ponds and small creeks are scattered throughout the area. Much of the Property shows a persistent south southeast drainage pattern as the creeks flow into Clapperton Creek.

The Property occupies part of the headwaters of Clapperton Creek as they are collected by Surrey Lake, 55 ha in size, then just 700 m further south, the 25 ha Sussex Lake. Both lakes fall just east or northeast of the Property boundary. Clapperton Creek runs south for a further 6 km to drain into Helmer Lake, its 17 ha mostly contained by the

Property at its southern extent, before continuing further south to flow into the Nicola River.

Outcrop is generally sparse over most areas of the Property, but is exposed in places along roads and begins to be better represented at higher elevations. Overburden consists of a variable thickness of glacial sand, gravel and silt. Glacial deposits appear to be thickest on southern side of most slopes; to the lee of the ice flow direction of 160°Az (McArthur, et al, p.15). There are local areas of low knobby ground, ridges and steep slopes of predominant outcrop, but more typical is the rolling terrain where bedrock exposures are sparse.

For geophysical surveys, a wide range of cultural effects need to be noted. They can include the BC Transmission Corp. [BCTC] power lines and Telus' stainless steel cased optic fiber line as well as fencing that isolates Highway 5 and, off the highway, additional fencing and cattle guards.

For geochemical surveys, especially stream sediment and soil sampling, a number of sources of contamination are found on the Property. They include galvanized culverts crossing both logging roads and Highway 5, and in areas of soil disturbance, by logging roads, clear-cut areas and gravel pits that could frustrate interpretation if not adequately recognized. A culvert buried parallel to the west lane of the Coquihalla Highway in the area of the Blacktop Showing, presumably to route drainage water (McArthur et al, 2001a, p.24), will have an effect on not only soil and stream geochemistry but also geophysics in that area as well.

The available climate history for Merritt ought to reflect those conditions on the Property. Average daily temperatures range from 18° in July and August to -4°C in December and January with extremes of -40° and +40°C. Precipitation in Merritt averages 322 mm divided between 239 mm of rainfall and 83 cm of snowfall[2]. Consideration for the elevation difference between Merritt, at 609 m, and elevations of around 1,400 m on the Property would need to be applied to those statistics. Snow-free months extend from about May through to October. The amount of snowfall should not obviate certain exploration activities, such as drilling, throughout the winter months.

Infrastructure

A pair of power lines owned and maintained by BCTC cross through the Property. A 500-kilovolt line runs just off the northern end of the Property while a 130-kilovolt line passes through its southern end, just north of Helmer Lake.[3] A third single phase line runs north from Nicola Lake along the Coquihalla Highway to supply service to the Helmer Lake interchange (McArthur, 2002, p.3).

A fiber optic cable owned by Telus generally runs parallel to and west of the Coquihalla Highway for nearly the entire length of the Property. Its route is cleared of vegetation and is well marked with brightly colored posts and numerous signs. The cable

[2] Climate statistics 1971-2000, Environment Canada: http://climate.weatheroffice.ec.gc.ca/climate_normals/index_e.html

[3] Line capacity and route coverage from BC Transmission Corp., System Overview & Maps: www.bctc.com/the_tramsmission_system/system_overview_maps/

is made of jacketed stainless-steel less than 20 cm in diameter, buried to a depth of several meters. Portions of the cable at road crossings and through drainages have been 'hardened' either by being encased in stainless steel pipe or being overlain by rebar-reinforced concrete structures (McArthur et al, 2001a, p.6).

Helmer Lake is dammed at its outflow on its southern shore and serves as the central feature of the adjoining campground that occupies most of the lowland along its southern margin. The lake is promoted as a fishing spot for rainbow trout.[4] Sussex Lake also provides a fishery with rainbow trout and a small campground occupies a spot on its northern shore.[5] And a few kilometers further north, Surrey Lake also supports a rainbow trout fishery. A 10-cabin resort and newer construction is located on its northern shore.

Cellular telephone service is available on all or most parts of the Property.

[4] British Columbia Adventure Network, Helmer Lake: www.bcadventure.com/adventure/explore/high_country/merritt/helmer.htm

[5] Campgrounds at Helmer Lake and Sussex Lake are maintained by the BC Ministry of Tourism, Sport and the Arts: www.tsa.gov.bc.ca/sites_trails/

MINERAL TENURE DISPOSITION

A group of 12 contiguous mineral claims make up the Property. They occupy an area of 2,433 hectares (table 2) in a roughly rectangular shape of slightly more than 10 km in the north-south dimension and an average of about 2.5 km east to west (figure 3).

The buried fiber optic cable line owned by Telus Corp. bisects the Property for nearly its entire length. Coinciding with that route, a 20 meter-wide mineral reserve was established by EMPR in 1989.[6] That reserve, over which no staking is permitted, amounts to just over 20 ha as it runs through the Property.

Table 2: Mineral Tenures of the Fox Property

Tenure No.	Claim Name	Claim Name	Good To Date	Area [ha]
551340	BLACKTOP - FOX	2007/Feb/06	2012/Nov/15	515.267
551341	BLACKTOP - FOX 2	2007/Feb/06	2012/Nov/15	515.551
551342	COPPER-CLAP	2007/Feb/06	2012/Nov/15	123.787
551347	FOXY 1	2007/Feb/06	2012/Nov/15	123.687
551478	N - FOX	2007/Feb/08	2012/Nov/15	123.617
551583	SOUTH - FOX - FIVE	2007/Feb/10	2012/Nov/15	103.153
551588	BIG-AL	2007/Feb/11	2012/Nov/15	61.891
551591	FOX - WEST - 12	2007/Feb/11	2012/Nov/15	247.470
551627	FOX HOLE	2007/Feb/11	2012/Nov/15	103.136
551628	BLACKTOP - NW	2007/Feb/11	2012/Nov/15	123.639
555473	EL-RIO COPPER	2007/Mar/31	2012/Nov/15	144.198
557614	RIO - VEGA COPPER	2007/Apr/25	2012/Nov/15	247.162
TOTAL Area of Mineral Tenures				2,432.556
332544[7]	Mineral Reserve (fiber optic cable)			(20.661)
Net Area for Exploration				2,411.895

All mineral claims were acquired from February to July of 2007 by Craig Lynes under the Mineral Titles Online [MTO] system. The claims are registered in his name and are wholly owned by him (FMC 116233). No royalty agreement or other encumbrance applies to any part of the Property. On 28 January 2008 Craig Lynes issued to BC Mineral Titles a Statement of Work [SoW] extending the expiry of all mineral claims to a common date of 15 November 2012. That expiry date is contingent on acceptance, by the BC Mineral Titles, of this Report in support of that SoW (BC Mineral Titles Event Number 4996607).

[6] Mineral Reserve tenure number 332544 described by EMPR as "Lightguide Transmission System" in a list of Reserves established in 1989, ref.: www.em.gov.bc.ca/mining/titles/reserves/1989Reserves.htm

[7] Mineral Tenure 332544 applies to the entire 20 meter-wide Mineral Reserve as it runs from Chilliwack nearly to Blue River. The area tabulated above applies only to that part bounded by the perimeter of the claim group that constitutes the Fox Property.

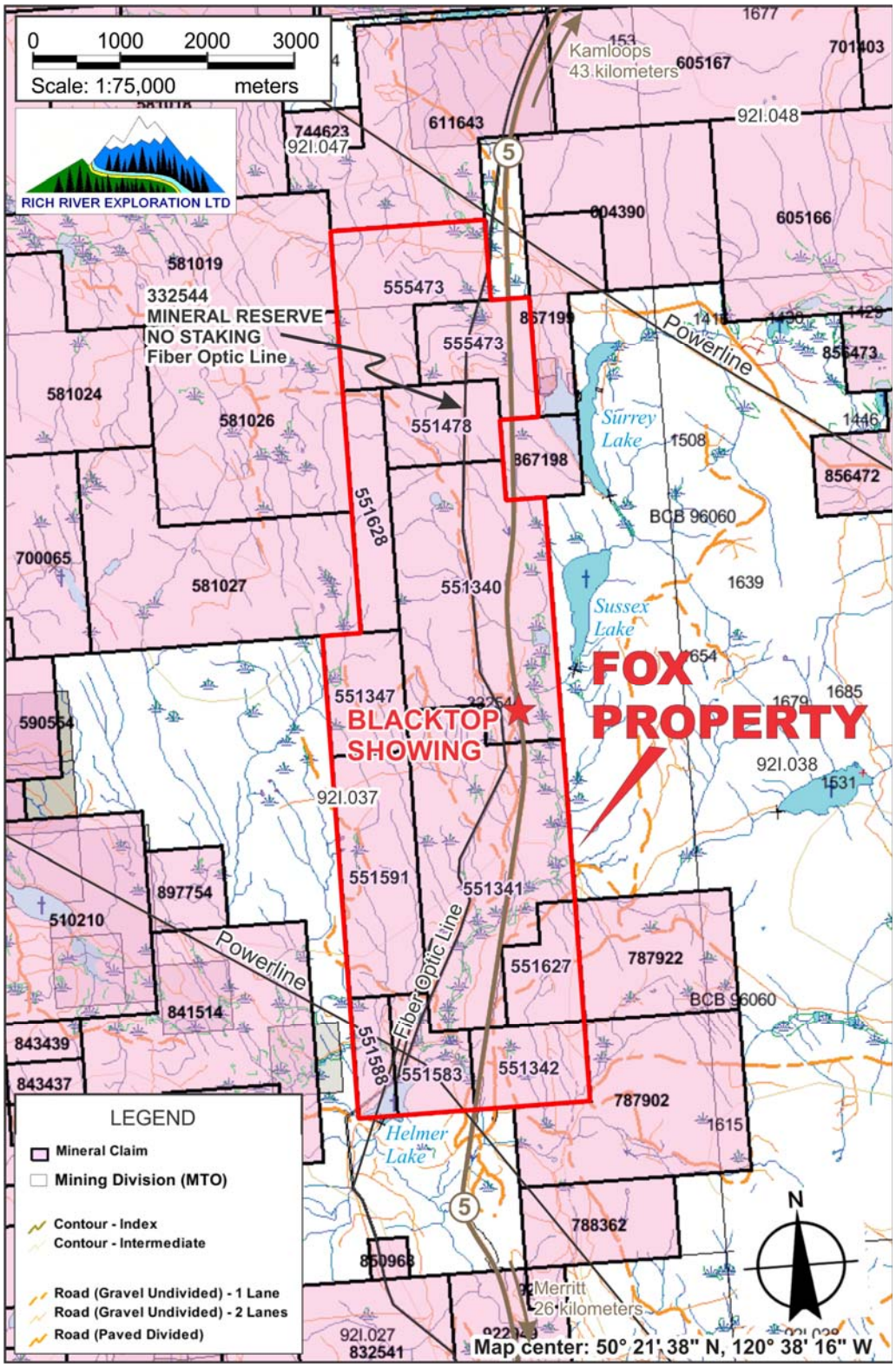

Figure 3: Mineral tenures of the Fox Property. Infrastructure passing through the Property includes the Coquihalla Highway (Hwy. 5), BCTC electric transmission lines in south of the Property and just off its north end, and Telus' fiber optic line bisecting the Property as it parallels Hwy 5 to its west. A 20 meter-wide Mineral Reserve excludes that fiber optic line from staking. Location of the Blacktop zinc-copper showing adjacent to the highway is highlighted.

Base map of mineral tenures from Mineral Titles (2011), current as of 14 November 2011.

PROPERTY HISTORY[8]

Mineral development in Nicola Rocks of the Property area began as far back as the 1890's when gold-silver bearing quartz veins were discovered near Stump Lake about 20 km east of the Property. Development of those deposits continued through the 1920's to be joined by promising discoveries at Iron Mountain, Nicola Lake and Swakum Mountain, all south of the Property. Some of the deposits saw production, the largest of those, the Enterprise-King William veins, operated intermittently from 1916 to 1942 (Meyers, et al, 1989, p.17).

Stimulated by discoveries in Highland Valley in the Guichon Batholith west of the Property during the 1950s, exploration in the Promontory Hills area lead to the discovery of Craigmont in 1957, which saw production from 1961 to 1982 (ibid). Long-time activity in the Iron Mask batholith north of the Property culminated in the Afton discovery in 1970 which caused a regional staking rush (Lammle, 1972, p.2) that extended as far south as the northern part of the Property. It is in that year that the exploration history of the Fox Property begins in earnest.

Throughout the period from 1972 to 1983 various workers conducted conventional exploration programs in areas that overlapped the current Property boundary in its north and south (figure 4), consisting of geological mapping, soil geochemical surveys, and various types of ground geophysics. It was not until 1997 that International Skyline Gold, in follow up to its discovery of mineralized boulders assaying 1.65% copper, completed the first drill program on the Property. That 451.5 meter-long program of three drill holes, located just west and south of the yet to be discovered Blacktop Showing, encountered what was described as porphyry-style alteration but did not return assays of economic interest (Moore, 1997).

The original Fox claims were staked by Michael Moore, the discoverer of what was dubbed the Blacktop Showing, in July 2000. The property was quickly optioned by Gitennes Exploration (Cathro, 2001, p.38) who expanded the property with additional staking and conducted a program of detailed exploration over the Showing along with property-wide exploration through 2000 and into 2001. That work began with a 526 line-km helicopter-borne DIGHEM[9] magnetometer and EM survey that covered all of the present-day Fox Property except for the northern 800 m. Field exploration included targeted IP, HLEM and magnetometer surveys, localized MMI and conventional soil sampling, and property-wide silt sampling. That work culminated in an eight hole, 1,235 meter-long drill program targeting down-dip extension west of the Blacktop Showing. From that drilling, only a single notable intersection of 70 cm of massive sulfides was encountered.

Although about 1,200 claims were staked by various interests in the area as a result of the mini-rush spurred by the discovery of the Blacktop Showing, little work was recorded from that activity (Cathro, 2002, p.40). All of Gitennes claims had lapsed by 2005 and no work was done in the area until Craig Lynes of Rich River Exploration staked his own Fox Property in 2007.

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[8] Property history is discussed in detail in Williams, 2008, pp. 11-24.
[9] DIGHEM is now owned by Fugro Airborne Surveys Corp. of Mississauga, Ontario.

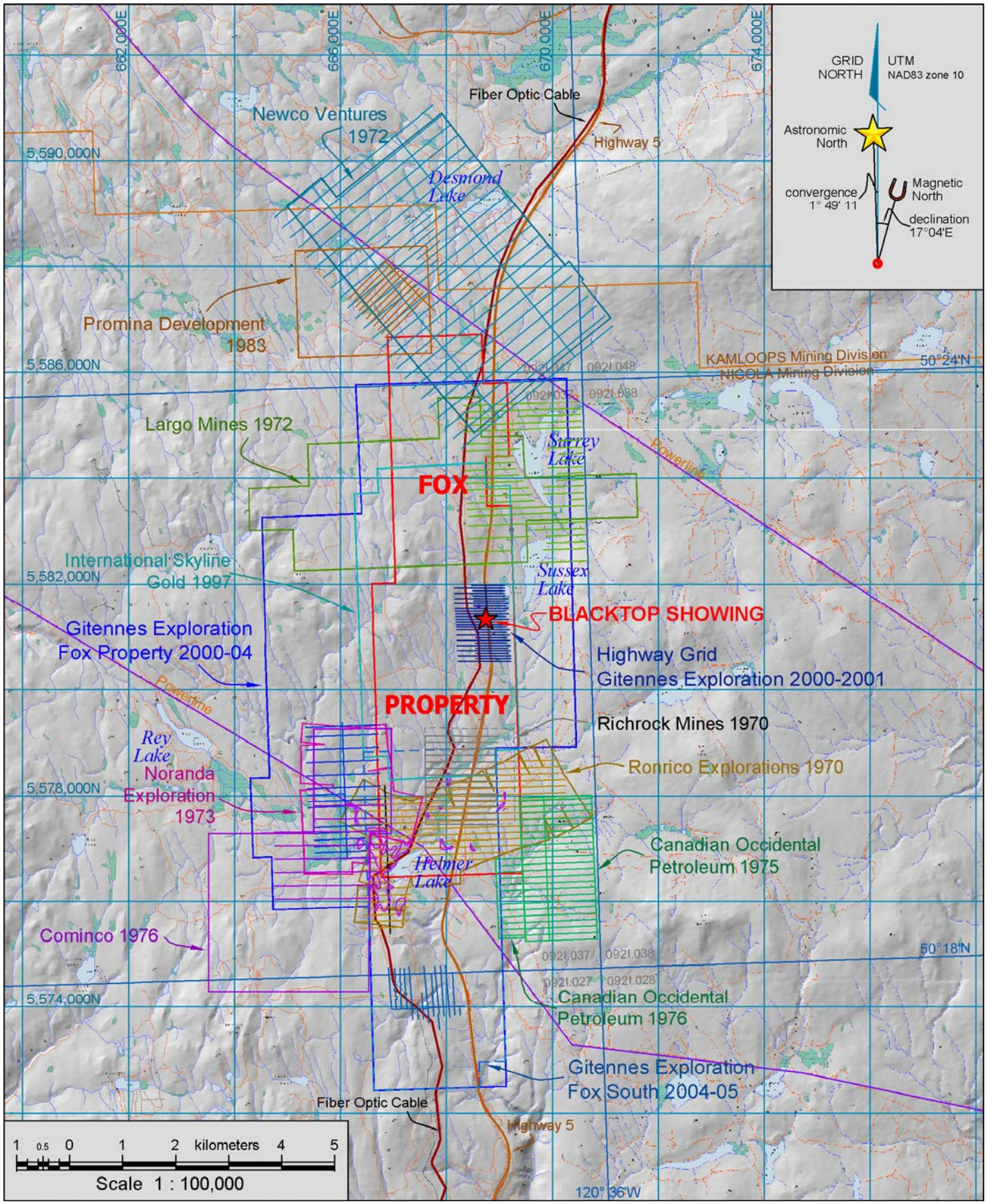

Figure 4: Historical claims that overlap the Fox Property and field grids. Spatial accuracy for many claims and their corresponding field grid is highly uncertain, especially for that of Richrock Mines which is almost certainly misplaced (see text). Gitennes' Fox Property varied over its lifetime (2000-2004), finally being reduced to the southern claims known as the Fox South property.

Backdrop: Raster TRIM (Data Distribution Service, 2008)

In that year, 2007, Rich River Exploration conducted a program to begin an assessment of the veins in the Helmer Lake area and to confirm results documented by Gitennes at the Blacktop Showing. Samples from mineralized quartz-carbonate veins above the northwest shore of Helmer Lake returned assay values of interest ranging from 1.55 to 8.36% combined Pb+Zn, while silver ranged to 163 ppm and gold to 1,260 ppm. Chip samples from many reopened trenches at the Blacktop Showing (photo 2) returned assays comparable to those reported by Gitennes with grades as high as 1.3% Cu, 15.56% Zn and 55 ppm Ag over 25 cm.

Photo 2: Sampling at the Blacktop Showing in 2007. Looking due west across both lanes of the Coquihalla Highway. Some of the reopened trenches that were sampled are clearly visible. Note the rusty patch of subcrop of the hangingwall andesites (Unit 3) and the lighter, buff colored sericitic subcrop (Unit 2) that hosts the mineralization.
Photo taken by Craig Lynes, 03 August 2007.

In 2010 Rich River Exploration continued its work in the Blacktop Showing with prospecting and hand-trenching and extended its prospecting activities along logging roads throughout the Property.

GEOLOGICAL SETTING

Regional Geology[10]

The Fox Property lies in Nicola Group rocks comprised of a diverse assemblage of Late Triassic to Early Jurassic submarine and subaerial volcanic, volcaniclastic, and sedimentary rocks that underlie much of the Intermontane Belt of south central British Columbia. The Nicola Group, part of the Quesnellia tectono-stratigraphic terrane (figure 5), is accompanied by other early Mesozoic volcanic-arc sequences of the Takla and Rossland Groups (Mortimer, 1987, p.2521). Several plutons that straddle the Traissic-Jurrasic boundary intrude the Nicola Group (figure 6). A tertiary fault-bounded structure of the Nicola Horst, exposes relatively deep-seated metamorphic equivalents of the Nicola Group, intruded by plutons of Triassic to Paleocene age (Moore, 2000, p.2).

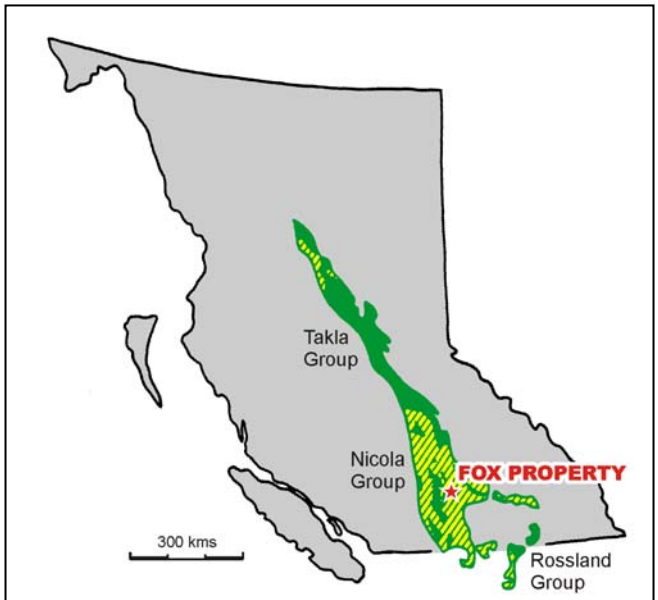

Figure 5: Quesnellia tectono-stratigraphic terrane in British Columbia. Late Triassic and Early Jurassic rocks of Quesnellia are highlighted with Nicola Group rocks indicated in striped yellow. After Mortimer, 1987, fig.1.

Nicola Group

Nicola Group rocks have been divided in a sequence of three belts, each characterized by distinct facies and assemblages. A western belt is an easterly facing succession of calcalkaline, mainly plagioclase phyric andesitic flows and breccias, with lenticular interlayers of limestone and bedded volcaniclastic rocks. Although flows are more abundant relative to clastic facies in the western part of the belt, sedimentary facies can be found throughout its entire width in the Swakum Mountain area. The alternation of thick successions of massive uniform green flows and unsorted breccias with bioclastic limestones, volcanic conglomerate and local subaerial volcanic facies, such as maroon scoriaceous breccias, testifies to deposition near a rapidly fluctuating shoreline. Local felsic centers contain dacite and rhyolite flows, welded tuff and breccia, with intercalated heterolithic, intermediate to felsic volcaniclastics.

The central belt consists of mainly augite and plagioclase-phyric basaltic flows and associated breccias. These may be considered largely submarine deposits of alkalic composition. Subvolcanic intrusions of diorite and gabbro are abundant. Preto (1977, p.41), in the eastern belt south of Merritt, interpreted similar intrusions, at least in some cases, as the erosional remnants of Upper Triassic volcanoes.

Finally, the eastern belt consists almost entirely of mafic augite-phyric volcaniclastics, ranging from predominant coarse breccias to more subordinate fine wacke and siltstone. This eastern succession may be an emergent part of the western belt. Regional metamorphism has advanced to low greenschist facies.

[10] Much of this section is summarized or excerpted from Moore, et al, 1990a, pages 5, 6 & 11.

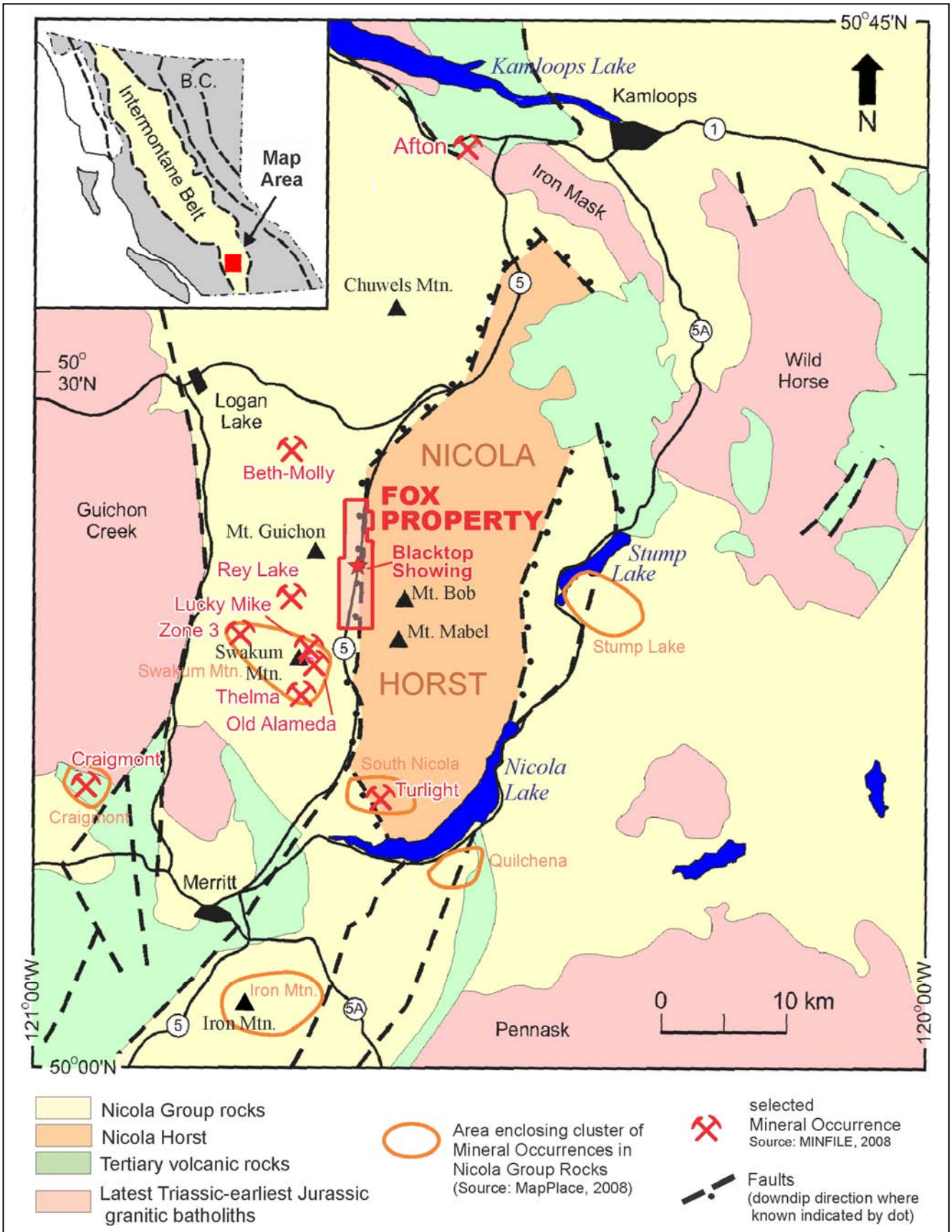

Figure 6: Regional Geology of the Nicola Group at the Fox Property. The Property is bisected by volcanics and volcaniclastics of the Nicola Group to the west and the fault-bounded metamorphosed rocks of the Nicola Horst in the east. Clusters of mineral occurrences are highlighted as are significant deposits mentioned in the text.

After Moore, 2000, figure 1

An unconformable sequence of clastic rocks of the Early and Middle Jurassic Ashcroft Formation overlie the Nicola Group. They are mostly unlayered, poorly sorted coarse conglomerate with discontinuous interbeds of pyritic, rusty weathering sandstone and siltstone. In the Swakum Mountain area a grey, commonly fetid bioclastic limestone up to 200 m thick occurs near the base of the formation. Clasts in the conglomerate consist mainly of volcanics resembling Nicola Group rocks, and granitic and dioritic boulders. At several localities, a distinctive chert-pebble conglomerate containing green clasts overlies the polymictic conglomerate sometimes along with chert-bearing horizons.

Flat-lying Miocene Chilcotin basalts occur north of the Fox Property and probably in smaller outliers elsewhere. These flows are nearly indistinguishable from Pleistocene and Recent valley basalts that once filled the major drainage channels of the region and now occur only as remnants in the Nicola and Quilchena valleys

The seven major plutons that intrude Nicola Group rocks are also of Late Triassic to Early Jurassic in age. Principal among them is the Guichon Creek batholith that consists of biotite and hornblende diorite, quartz monzonite, granodiorite and rare granite. The batholith is chemically and mineralogically very similar to lavas of the western Nicola belt. Some of the plutons are zoned, consisting of pyroxenite, gabbro, diorite, monzonite and syenite, while others are composed of biotite and hornblende diorite, quartz diorite, quartz monzonite, granodiorite and rare granite (Mortimer, 1987, p.2534). Based on the similarity of their chemical signatures to adjacent Nicola volcanics, at least some plutons are considered comagmatic to the volcanics they intrude.

Nicola Horst

The Nicola Horst is a northerly trending block 40kms long, entirely detached from the surrounding Nicola Group rocks by Tertiary normal faults. The Horst, often referred to as the "Nicola batholith" in earlier studies, is a complex of Nicola Group rocks, sedimentary rocks of unknown age, tonalite and tonalite porphyry. Those rocks are all strongly deformed, metamorphosed to low amphibolite facies and intruded by granitoid rocks ranging in age from at least Early Jurassic to Paleocene.

Stratified rocks of the Nicola Horst consist of strongly foliated and lineated quartzite metaconglomerate and interlayered graphitic mica schist as well as several units that are closely comparable to Nicola Group rocks except for their relatively high strain and metamorphic grade. The conglomerate and black schist are not comparable to any facies of the Nicola Group. They appear to structurally overlie the Nicola correlatives in the Horst, although they are separated from them by plutonic units. The conglomerate comprises stretched pebble-size clasts mainly of white, grey and black quartzite in a biotite-muscovite-quartz matrix with a few granitoid clasts. Staurolite and garnet accompany andalusite in the schist that suggests uplift during metamorphism.

The Nicola-like rocks are characterized by hornblende pseudomorphs after augite phenocrysts that resemble units of the central and eastern belts. Those identified with the central belt consist mainly of uniform or meta-augite porphyry while the remainder are mostly layered hornblende and hornblende-biotite schists that appear to be volcaniclastic sediments. In the east-central part of the Horst, these rocks contain relict graded and load-cast beds, but in the north end those primary features are obscured by strain and grain growth.

The most strongly deformed intrusive rocks in the Horst are leucocratic and tonalite porphyry that exhibits strain geometry comparable to the metasediments. Metadiorite, varying to metagabbro and tonalite is generally less penetratively and homogeneously strained. Along the Clapperton Fault system that bounds the west side of the Horst, the metadiorite has been intruded by granodiorite to granite that is also metamorphosed. A lenticular body of metaperidotite is converted to a pale amphibolite assemblage. Two varieties of less-deformed but metamorphosed, coarse biotite granitoid rocks are recognized; the Le Jeune variety containing augen of potassium-feldspar that cuts the Frogmore variety, which is less strongly foliated and more equigranular, containing highly oblate mafic xenoliths. Both of these types vary in composition from granite to tonalite but are predominantly granite and granodiorite. The Le Jeune metagranodiorite has been dated to early Jurassic. The southern part of the Horst is dominated by the Paleocene Rocky Gulch batholith, a potassium-feldspar megacrystic granodiorite to granite that is superficially similar to the earlier units but is typically coarser and essentially massive and undeformed. It cuts the older type with which it is intimately mixed in the north-central part of the Horst.

Regional Tectonics & Structure

The tectonic history of the Property region is dominated by a complex pattern of brittle deformation. Only in the Nicola Horst are the rocks penetratively deformed – evident as westerly plunging stretching features probably related to accretion of the Nicola arc in Mesozoic time. Most of the Nicola rocks are steeply dipping with stratigraphic tops facing east. Major northwest trending lineaments are seen in Nicola rocks that are transected by northerly striking Tertiary extensional fault systems. These systems occupy the Nicola River, Guichon, Clapperton and Quilchena Creek valleys. Eocene sediments have been deformed to a near vertical dip and the Nicola Horst elevated relative to its surroundings. Where exposed, these faults exhibit intense shattering, veining and local alteration.

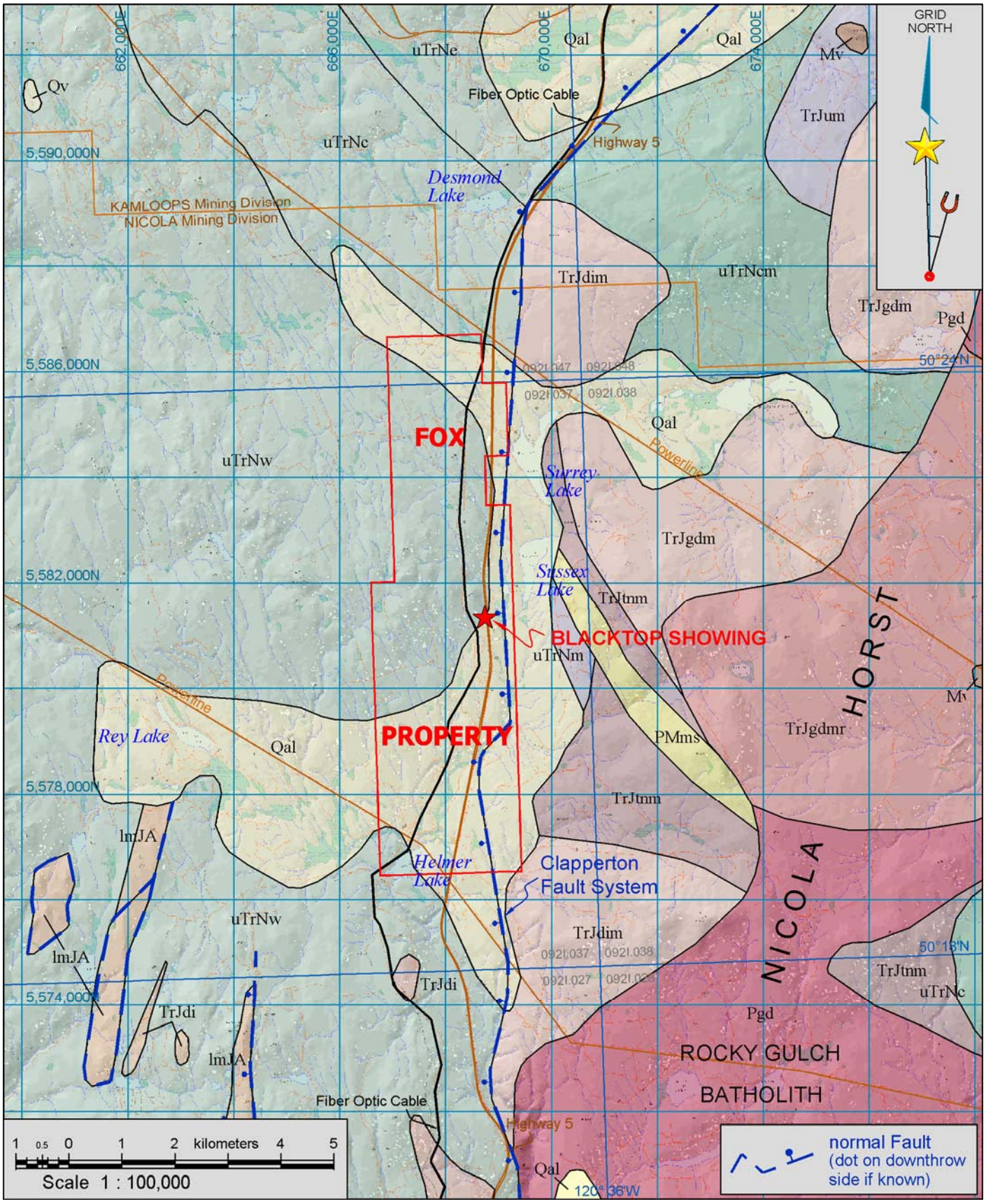

Figure 7: Generalized bedrock geology of the Fox Property area. Most of the Property is underlain by Nicola volcanics and volcaniclastics while the eastern edge falls onto the fault bounded Nicola Horst of more strongly strained and metamorphosed Nicola equivalents and intrusives. Geology legend at overleaf.

Geology after Schiarizza, et al, 1996, backdrop topography Raster TRIM (Data Distribution Service, 2008)

Table 3: Geological Legend – Bedrock Geology of the Fox Property Area

Tertiary and Quaternary Assemblages

QUATERNARY

PLEISTOCENE and RECENT

Qal	Unconsolidated glacial, fluvial and alluvial deposits, volcanic ash
Qv	Vesicular olivine basalt

TERTIARY

MIOCENE

Mv	Olivine basalt

Proterozoic – Mesozoic Assemblages of the Intermontane Belt

LOWER and MIDDLE JURASSIC

lmJA	Ashcroft Formation: argillite, siltstone, sandstone, conglomerate, minor carbonate

LATE TRIASSIC and/or EARLY JURASSIC

TrJgd	Granodiorite, quartz diorite, quartz monzonite, lesser monzonite, diorite and gabbro; **TrJgdm**: metamorphosed and foliated granodiorite, quartz diorite and granite of Nicola Horst **TrJgdmr**: includes abundant Paleocene granodiorite of Rocky Gulch batholith.
TrJtnm	Metamorphosed, highly strained biotite leucotonalite and tonalite porphyry of Nicola Horst.
TrJdi	Diorite, quartz diorite, gabbro, **TrJdim**: biotite-hornblende metadiorite of Nicola Horst
TrJu	Ultramafic rocks, commonly associated with alkalic intrusions, **TrJum**: metaperidotite within Nicola Horst.

UPPER TRIASSIC

uTrNw	Western volcanic facies: mafic to felsic pyroclastic rocks and flows, argillite, sandstone, local carbonate.
uTrNc	Central volcanic facies: intermediate pyroclastic rocks, local pillowed and plagioclase porphyry flows, **uTrNcm**: highly strained and metamorphosed equivalents within Nicola Horst.
uTrNe	Eastern volcanic facies: mafic breccia and tuff with augite and hornblende-phyric clasts, local intercalated argillite.
uTrNm	Amphibolite, foliated diorite, mylonite and chlorite schist derived from Nicola Group.

PALEOZOIC or MESOZOIC

PMms	Quartzite metaconglomerate, staurolite-andalusite-mica schist.

Intrusive Rocks

PALEOCENE

Pgd	Granodiorite, tonalite and granite with K-feldspar megacrysts

after Schiarizza, et al, 1996

Property Geology

No comprehensive geologic mapping has been conducted over the Fox Property, a consequence at least partly explained by the generally poor outcrop exposure in the area. What is known is that Nicola Group rocks underlie almost all of the Fox Property. They come into contact with their metamorphosed equivalents and intrusives of the Nicola Horst along a fault that runs north-south nearly along the eastern edge of the Property. That Tertiary fault bounds the Nicola Horst on its western side and runs under the alluvium cover of the Clapperton Creek valley and is known as the Clapperton Fault system. Metamorphosed rocks of the Nicola Horst occupy only a relatively small portion of the Property (figure 7, table 3).

The western facies of the Nicola Group rocks are represented throughout the Property west of the Clapperton Fault except for a small area underlain by eastern facies Nicola Group in the northwest corner of the Property. The western belt of the Nicola Group can be divided into five lithologic units[11]. Those units are not known to exhibit much continuity and their contacts have rarely been observed. The units consist of andesitic flows, a variety of fragmental types and lenses of grey limestone.

Lava flows are most abundant in the western portion of their domain. The flows are distinctive for their plagioclase phenocrysts as large as two centimeters across or more, and range to 30 percent by volume. They may also contain a subordinate proportion of augite or hornblende phenocrysts and less than 5 percent amygdules filled with quartz, chlorite and/or calcite.

Distinct units of breccias and tuffs, epivolcaniclastic rocks and agglomerates are predominant in the western belt of the Nicola Belt. Breccias and tuffs are monolithologic, mirroring the composition of andesitic flows and display no layering or rounding of fragments. Many breccias many be epiclastic debris from a relatively homogeneous source material. Agglomerates are probably laharic deposits containing a variety of andesitic and sometimes more felsic varieties in massive, unsorted, angular to subrounded fragments up to 5cm in size.

Limestone lenses, thin and grey in character, are a minor but distinctive part of the Nicola succession. Typically these units consist of limestone up to a few meters in thickness, intercalated with heterolithic volcanic breccia-conglomerate with limestone clasts up to a meter in scale. The limestone is invariably bioclastic, containing well-preserved mollusks and coral fragments.

All Nicola volcanic rocks exhibit fine-grained or aphanitic matrices with abundant chlorite and epidote. Their color is usually dark green or purple. The Nicola rocks strike northerly and dip steeply, predominantly to the east and are upright. The Clapperton Fault system is thought to be normal with a net dip slip of at least several kilometers in order to have exhumed the relatively seep-seated rocks of the Nicola Horst. The west northwest trending valley that includes Rey Lake may also contain a major structural break, as the Nicola Group on Mount Guichon just west of the Fox Property, includes

[11] Most of the remainder of the subsection of this Report is summarized or excerpted from Moore (et al, 1990a, p.5-10)

well-bedded wackes and coarse laharic deposits without close counterparts along strike south of the Rey Lake valley.

Volcanic features of the western facies of the Nicola Group, such as red agglomerates and rounded clasts in debris flows are clearly indicative of subaerial deposition. The scarcity of well-defined bedding in the volcaniclastic rocks and the prevalence of massive, ill-sorted deposits are evidence of subaerial lahars. On the other hand, criteria such as reefoid limestone demonstrate subaqueous deposition. These and other features demonstrate a transitional subaerial to shallow marine environment, characterized by tectonic instability and ephemeral shorelines.

The central facies of the Nicola Group is mapped in the northeastern corner of the Property. Kalhert (et al, 1993, p.7) in his assessment report that included part of the south and southeastern are of Desmond Lake, described the local rock as maroon and green andesite-basaltic flows and pyroclastic rocks.

Blacktop Showing Geology[12]

Mineralization of the Blacktop Showing is hosted in strongly sericitic alteration that is overlain by volcanic and volcaniclastics of the western facies of the Nicola Group. The units strike 010°Az and dip steeply west. Airborne and ground magnetic surveys locate the Blacktop Showing within a linear low of the same 010° trend that embraces the rocks hosting the Showing. It is this magnetic low that Gitennes dubbed the "Corridor of Merit" (McArthur, et al, 2001a, p.15).

Based on the eight holes drilled in 2001, Gitennes recognized three rock units at the Blacktop Showing - each unit displaying its own distinctive structural and lithologic character. Those units from west to east are:

- *Unit 3:* Hanging wall to the Blacktop mineralization composed of a diverse range of Nicola Group rocks. The rocks are disrupted by brittle faulting, joints and veins with rare dikes. At the Showing and to its north, relatively coarse, dark red and green mafic to intermediate volcanics and tuffaceous breccias predominate. Rocks to the south consist of light to dark green intermediate to felsic lapilli-tuff breccias and more massive intrusives or volcanics.

- *Unit 2:* Contains the Blacktop mineralization in a deformed, strongly foliated intermediate to felsic sequence of tuffaceous rocks that includes various intrusive rocks. The Blacktop mineralization occurs at the top of this unit but is highly disrupted by a north trending, west dipping structure called the Blacktop Fault. In drill core the fault zone is recognized by a chaotic mix of hematitic and sericitic gouge and rock fragments, and clay-altered schistose tuff which becomes progressively less disrupted with depth, passing into schistose, laminated hematitic, chloritic or sericitic laminated tuffs. These, in turn, become interlayered with foliated mafic tuffs and lapilli tuffs, sometimes intensely veined. A hydrothermal breccia was also intersected in a single drill hole in Unit 2. The

[12] Most details in this subsection are summarized or excerpted from unpublished Gitennes report by McArthur (2001a, p.15 & 16). Details of rock Units 1–3 are summarized from Gitennes report by McArthur (2002, p.6 & 7).

breccia consists of subangular to subrounded clasts set in a strongly clay altered heterolithic matrix.

Intrusive rocks in Unit 2 include leucocratic granitic dikes or sills and what Gitennes called the “walleye porphyry”, a distinctive quartz-eye porphyry containing ovoid, blush-grey quartz phenocrysts set in a medium grained sericitized feldspathic foliated matrix. Basaltic amygdaloidal dikes are ubiquitous in the upper portion of Unit 2. The dikes are undeformed with calcite amygdules and are often associated with evidence of faulting.

- *Unit 1:* Footwall to the Blacktop mineralization consists of weakly foliated, fine-grained mafic tuff and subaqueous tuff interbedded with tuffaceous siltstone and wacke. This unit is known only in drill core as it was not observed in outcrop.

  About 400 m north of the Showing an east-west trending, south dipping volcaniclastic sedimentary sequence outcrops west of the Coquihalla Highway. This abrupt change in strike orientation is reflected in both aerial and ground magnetics. Among the interpretations offered by Gitennes, the preferred explanation for that observation is a result easterly-trending faulting that isolates structural blocks.

Even further north, exposures east and west of the Coquihalla Highway exhibit a 160°Az trending, west-dipping sequence of thin bedded volcanic wackes and pyroclastics. Lahar deposits at the same strike direction northeast of Mount Guichon are distinguished by large limestone cobbles. These rocks are associated with a broad aerial magnetic low which Gitennes interpreted as the strike extension of the sequence hosting the Blacktop Showing.

On higher ground, west of the Showing, outcrops at moderate to high relief expose mafic to intermediate pyroclastic and epiclastic rocks which exhibit high magnetic response. Those rocks are overlain by augite-phyric flows and flow breccias further north and west. South of the Showing silicified epidote-chlorite-altered amygdaloidal pillow and pillow breccias strike 190° to 195°Az. East of the Showing and under quaternary glacial till and fluvium lies the Clapperton Fault system, and rising even further east are the high grade metamorphosed rocks of the Nicola Horst.

MINERALIZATION

Historical exploration activity tended to focus on the quartz-carbonate veins near Hellmer Lake in the south of the Property and the more recently discovered Blacktop Showing in the east-central part of the Property.

Blacktop Showing

Gitennes exposed the Blacktop Showing in shallow hand-dug trenches over a distance of about 100 meters on the west slope of the Coquihalla Highway (figure 8). The mineralization exists in bands of up to 1.5 m in width intercalated with bleached and sericite altered rocks that are locally cherty or silicic and banded or foliated fine grained equigranular barite. Sulfide mineralization consists of foliated to massive and semi-massive, medium grey, very fine grained sphalerite and lesser pyrite and faint wisps of chalcopyrite, traces of tetrahedrite and galena, accompanied by a gangue of barite, carbonate with quartz and sericite.

Sericite alteration exposed by Gitennes' trenches is in fault contact with overlying generally unmineralized reddish, maroon or grey-green colored sedimentary and pyroclastic rocks (Unit 3). Bedding in these overlying rocks is poorly developed but oriented due north to 010°Az and dipping 50° to 70° west. The mineralization, in Unit 2, is oriented similarly, with strike directions varying from 170° to 010°Az and dips again ranging from 50° to 70° west. Gitennes concluded that the variation in strike of the mineralization is indicative of local folding within the overall 010°Az trend (McArthur, 2001a, p.17).

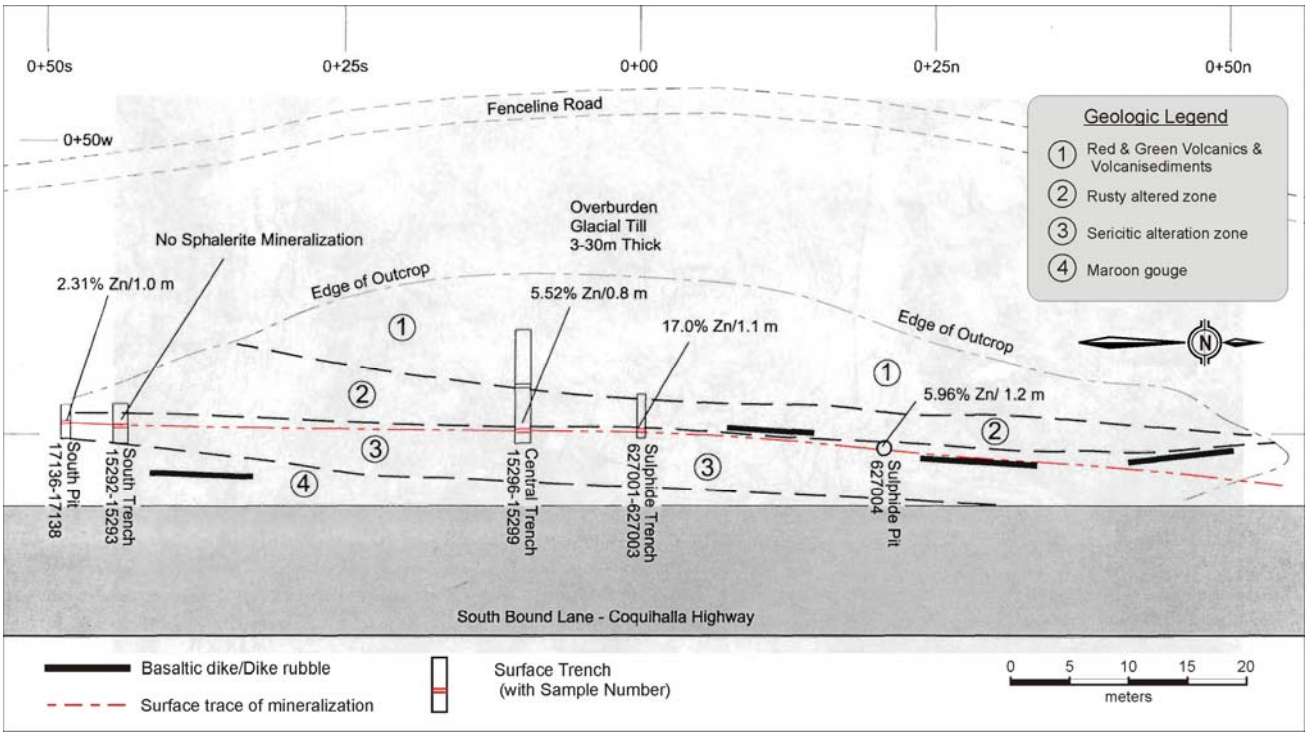

Figure 8: Sampling of the Blacktop Showing by Gitennes in 2000. Trench sampling and highlights of analyses with simplified geology. Vertical elevation looking west. After Gitennes (2001d, p.8)

The contact between Units 2 and 3 is a zone of faulting and strong shearing that appears to have been taken up by the mineralized horizon. Specimens of the massive sulfides exhibit rotated clasts, pressure shadows, snowball texture and schistosity and folding of schistosity.

Chip sampling in the Sulphide Trench averaged 17% Zn, 1.6% Cu, 0.47% Pb, 76 gm/tne Ag and 0.49 gm/tne Au over 1.1 m. The Sulphide Pit, located 20 m to the north, exposed 1.2 m of the mineralized zone grading 5.96% Zn, 0.18% Cu, 0.07% Pb, 65.2 gm/tne Ag and 0.12 gm/tne Au. In both exposures, the mineralization was abruptly terminated by excavation for a drainage ditch along the highway. Some 35 m to the south of the Central Trench, the South Trench did not expose any massive sulphide mineralization. Five metres further to the south, massive sphalerite and pyrite mineralization in the South Pit returned a 1.0-metre interval with 2.31% Zn, 0.19% Cu, 0.18% Pb, 16.2 gm/tne Ag and 0.27 gm/tne Au (ibid, p.20).

Gitennes in its drilling of eight holes in 2001 collared all holes in Unit 3 and intersected significant mineralization in only a single hole, F01-02. That hole encountered 70 cm of tectonized, fine-grained, sphalerite-pyrite-chalcopyrite massive sulfide that assayed 16.5% Zn, 1.18% Cu, 87.4ppm Ag and 0.45 ppm Au (McArthur, 2002, p.10)

Helmer Lake Veins

Above the west and northwest shore of Helmer Lake are a series of six trenches (Stadnyk, 1970, p.3) that expose quartz-carbonate veins in altered, sheared andesitic lavas and tuffs. Mineralization consists of very fine-grained sulfides, principally pyrite with much lesser chalcopyrite, chalcocite, galena and sphalerite that, in aggregate, can amount to as much as 20% by volume. The sulfides typically occur as short centimeter-long slashes or elongate blebs in a gangue of white to grey, aphanitic to fine grained quartz with widely variable fine grained calcite and/or ankerite. Patches of heavily pitted limonite stain may occur as can rare diffuse malachite stain. Stadnyk (ibid) reports that silver is also present in minute quantities.

Mineralization is contained in quartz-carbonate veins that may exceed a meter wide in places. The veins trend northwest with an uncertain dip; but thought to be steep. Almost nothing is known of the spatial extent of the veins or what structural features control their distribution. The anomalous zinc values in soil geochemistry completed by Ronrico in 1970 outlines an area that includes the veins (Stadnyk, ibid, map 4). Ronrico's anomaly clearly emphasizes a northwest trend within a larger zone, about 1,500 m in length that wraps around Helmer Lake from its south, arcs around the lake to its west then north and northwest of it. Mineralization enclosed by a larger footprint of anomalous soils qualifies that part of the Helmer Lake area as a target for further investigation.

Although samples for assay were undoubtedly taken from the veins over the years since they were trenched, no reference to them is known to exist in the public record before Rich River Exploration investigated them in 2007 (see 'Property History' section).

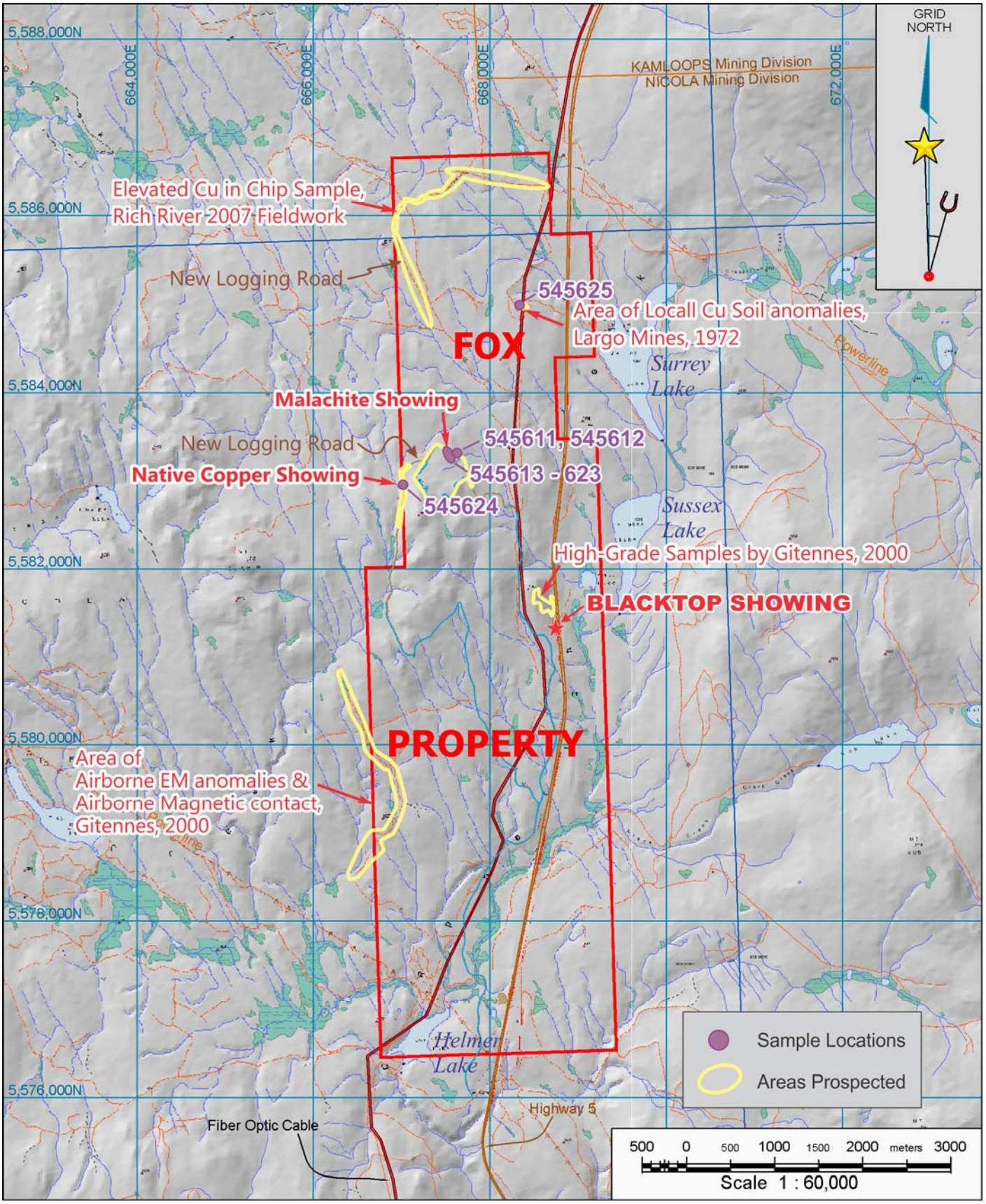

Figure 9: Sample locations and areas prospected in 2011. Local areas of activity selected to investigate particular targets as indicated. That work identified new Malachite and Native Copper Showings northwest of the Blacktop Showing.

FIELDWORK OF 2011

Rich River Exploration began its 2011 program of activities on the Fox Property on 10 June with an initial visit to assess the snow conditions of the generally late arrival of seasonal weather conditions and to locate the Malachite Showing on a recently built logging road northwest of the Blacktop Showing. Rich River Exploration returned for a five-day program during the period 25 to 29 June to prospect additional newly built logging roads and recently cleared cut blocks in the north and west of the Property followed by more prospecting in the same general area for two days on the 10 and 11 August. The author jointed the Rich River Exploration crew for a total of three days from the 14 to 17 August to examine particular targets (figure 9) identified by Rich River Exploration, Gitennes in their field activity of 2000 and soil anomalies by Largo Mines and Newco Ventures in 1972. An attempt was made to review what appeared to be newly exposed outcrop in newly logged blocks east of the Highway. All roads navigated in that area turned out to be heavily water-barred, completely reclaimed or washed out.

Table 5: Fieldwork at the Fox Property in 2011

Duration:	11 field days over period: 10 June – 17 August 2011
Person-days worked:	26
Prospecting area:	92 hectares
Sampling:	15 rock
Assaying:	36-element ICP w/ overlimit analyses

During the last stint of fieldwork 15 rock samples were gathered (table 7), mostly taken from the Malachite Showing. The 2011 field program was conducted over eleven calendar days involving a crew of two or three amounting to an aggregate of 26 person-days, or based on a ten-hour day, 260 hours worked. The following subsections describe that activity in the order that it was conducted in mid-August.

High-grade samples in Blacktop Showing Area

The target of highest priority during the 2011 field program was the cluster of very high-grade assays documented by Gitennes in 2000 (table 6). Those assays ranged as high as a very compelling 19.75% Zn. Location coordinates of the original samples recorded by Gitennes placed them within a space roughly 10 m across, about 300 m northwest of the Blacktop Showing.

Table 6: Sampling northwest of the Blacktop Showing, Gitennes 2000
(McArthur, et al, 2001a, p.20 & appx.3)

Sample ID	Northing	Easting	Length	Cu [%]	Pb [%]	Zn [%]	Ag [gm/tne]	Au [gm/tne]	Description
15284	5581570	668610	0.60	1.58	0.52	19.75	86.6	0.54	Massive sphalerite & chalcopyrite, about 1 m exposed
15286	5581570	668612	0.30	1.39	0.71	17.25	44.4	0.70	Massive sphalerite & chalcopyrite
15289	5581567	668602	grab	0.38	0.04	10.40	62.4	0.66	Sericitized silicified volcanic w/ 5% chalcopyrite, 5-10% sphalerite(?), 10% pyrite

In August 2011, the vicinity of those coordinates,[13] a local flat area overlain by overburden, was scoured for outcrop without success. At and near Gitennes' sample coordinates, Rich River Exploration in 2010 has his field crew dig several pits as deep as 150 cm in hard, boulder-filled till without exposing bedrock. That entire target is unresolved.

[13] McArthur in his report (2001a, appendix 3) specifies location coordinates as NAD83 which was the same system employed in the 2011 fieldwork.

Table 7: Sample descriptions from 2011 Fieldwork

Date	Sample ID	UTM North	UTM East	UTM Elev	Source	Source Descriptor	Location	Description	Cu [ppm]*	Pb [ppm]	Zn [ppm]	Ag [ppm]	Au [ppb]
15-Aug-11	**545611**	5583308	667633	1545	chip	about 0.5m across	West-central Property, east of access road	Prominent, irregular epidote seam or lens oriented N-S dipping steeply E, vertical & W, depending on location; in host rock of massive dark green-grey, medium grained tuff containing <10% epidote in groundmass; locally strongly calcareous & other patches less strongly calcareous; occasional patch or seam of silvery or fluffy white fibrous growths along certain selvages; no mineralization.	29.5	1.1	53	<0.1	1.7
15-Aug-11	**545612**	5583310	667633	1545	chip	selected over 0.5m width	West-central Property, east of access road; about 2m N of sample 545611	Very strong epidote alteration, averaging 25% by volume in non-calcareous, sometimes silicified & bleached tuff; host rock similar to sample 545611; local, diffuse patch of pink alteration(?) of hematite(?) or garnet(?).	14.9	1.8	19	<0.1	78.6
15-Aug-11	**545613**	5583251	667573	1556	grab	subcrop(?) selected over 10m along road x 5m wide	West-central Property; west side of access road	Mostly medium grained, red-brown tuff that show patches of malachite stain.	1519.4	2.0	58	0.6	8.7
15-Aug-11	**545614**	5583290	667560	1559	grab	subcrop(?) selected over 5m along road x 3m wide	West-central Property; east side of access road	Patchy malachite stain in dark green-grey, faintly brownish or maroon tuff.	8158.7	3.9	52	4.1	12.7
15-Aug-11	**545615**	5583289	667554	1558	grab	from single small boulder	West-central Property; middle of access road	Hard, dark grey, medium grained tuff with malachite & grey-brown oxide in 2 to 3 cm-wide patch accompanied by fine grained, discolored sulfides of pyrite(?), chalcopyrite(?); weak malachite stain.	720.6	1.6	65	0.1	3.6
15-Aug-11	**545616**	5583292	667550	1558	grab	subcrop(?) selected over 6m along road	West-central Property; west side of access road	Patchy, sometimes intense malachite stain with rare local chalcocite(?) in places; moderately & strongly calcareous.	7232.0	3.2	61	2.9	15.7
15-Aug-11	**545617**	5583297	667545	1560	grab	subcrop(?) selected over 6m along road	West-central Property; west side of access road	Malachite stained fragments usually accompanied by bright orange & orange-brown oxide in medium-grey, medium grained tuff.	8824.7	3.1	59	3.2	12.0
15-Aug-11	**545618**	5583302	667541	1556	grab	subcrop(?) selected over 8m along road	West-central Property; west side of access road	Rusty & malachite stained, dark grey-green & grey-brown, medium grained tuff.	1.30%	4.5	55	7.7	19.3
15-Aug-11	**545619**	5583308	667534	1562	grab	subcrop(?) selected over 5m along road	West-central Property; west side of access road	Malachite stain with orange & orange-brown iron oxide stain in weakly altered dark red-brown, medium grained tuff.	1.91%	6.0	51	11.1	22.0
15-Aug-11	**545620**	5583306	667532	1561	grab	subcrop(?) selected over 6m along road	West-central Property; west side of access road	Patchy malachite & bright orange oxide stain in mostly hard, maroon colored, medium grained tuff.	1.03%	3.9	52	5.8	17.9
15-Aug-11	**545621**	5583309	667532	1561	grab	float/subcrop; single rock 15 cm across	West-central Property; west side of access road	Very strong, nearly pervasive bright malachite stain competing with orange oxide stain; locally weakly to faintly calcareous tuff.	1.89%	5.0	46	14.0	18.7
15-Aug-11	**545622**	5583313	667528	1561	grab	subcrop(?) selected over 4m along road	West-central Property; west side of access road	Malachite stained fragments of medium grained, dark green-grey & dark red-brown tuff, usually weakly stained with dark orange limonite.	1.16%	4.0	49	6.6	13.5
15-Aug-11	**545623**	5583316	667525	1560	grab	subcrop(?) selected over 4m along road	West-central Property; west side of access road	Malachite & iron oxide stained, medium grained tuff, dark green-grey & red-brown & maroon in color.	1.30%	5.4	53	5.9	21.7
15-Aug-11	**545624**	5582952	667022	1596	grab	subcrop 15-25cm across	Northwest Property; east side of road	Very hard, fine & medium grained, dark green & dark maroon tuff? containing <1% disseminated foil-like flecks of native copper, sometimes appearing to occupy undetectable planar features.	2813.9	1.7	46	0.3	4.6
16-Aug-11	**545625**	5584987	668342	1485	grab	subcrop of cobbles across 4m-wide road	Northeast Property (west of Highway)	Variably mafic (basaltic?) & felsic (andesitic?) volcanic; fine grained, dark- & medium-green with variable proportion of lapilli of lower CI (~40); no sulfides but limonite stain common along fracture planes; locally weakly calcareous along fracture surfaces.	130.4	3.9	70	<0.1	<0.5

*Highlighted copper samples rerun with high-grade analytical procedure reported in percent

Malachite Showing

Early in the field season Rich River Exploration identified malachite stain in cobbles apparently pushed to each side of a recently established logging road stretching over a distance of at least 90 m. About 5% of the cobbles of generally uniformly hard, weakly altered, fine to medium grained, green, brown and grey colored, variably calcareous, basaltic tuff were considered to be locally derived from similar material outcropping in the road base. The malachite stain was often very prominent, occurring a selvages or concentrated in patches or ragged pits up to several centimeters across, sometimes accompanied by bright orange or deep red-brown colored iron oxides (photo 3). On occasion, a dark to nearly black seam of chalcocite(?) was noted, surrounded by the brightest malachite stain.

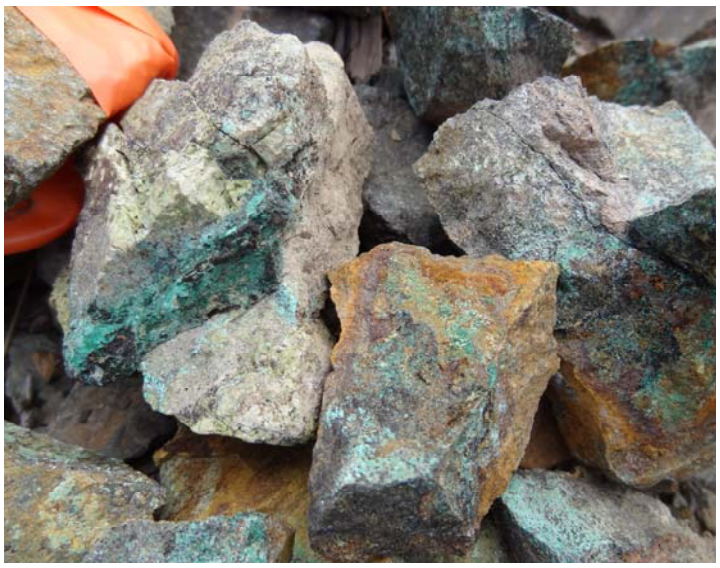

Photo 3: Rocks sampled at the Malachite Showing. Flagging in the upper left serves for scale.
Photo by Rich River Exploration, 15 August 2011.

A series of eleven samples (tag nos. 545613-623) were gathered (figure 10 & photo 4)) consisting of the best mineralized material showing the brightest malachite stain and the strongest iron oxide development. Most of the samples were taken over a

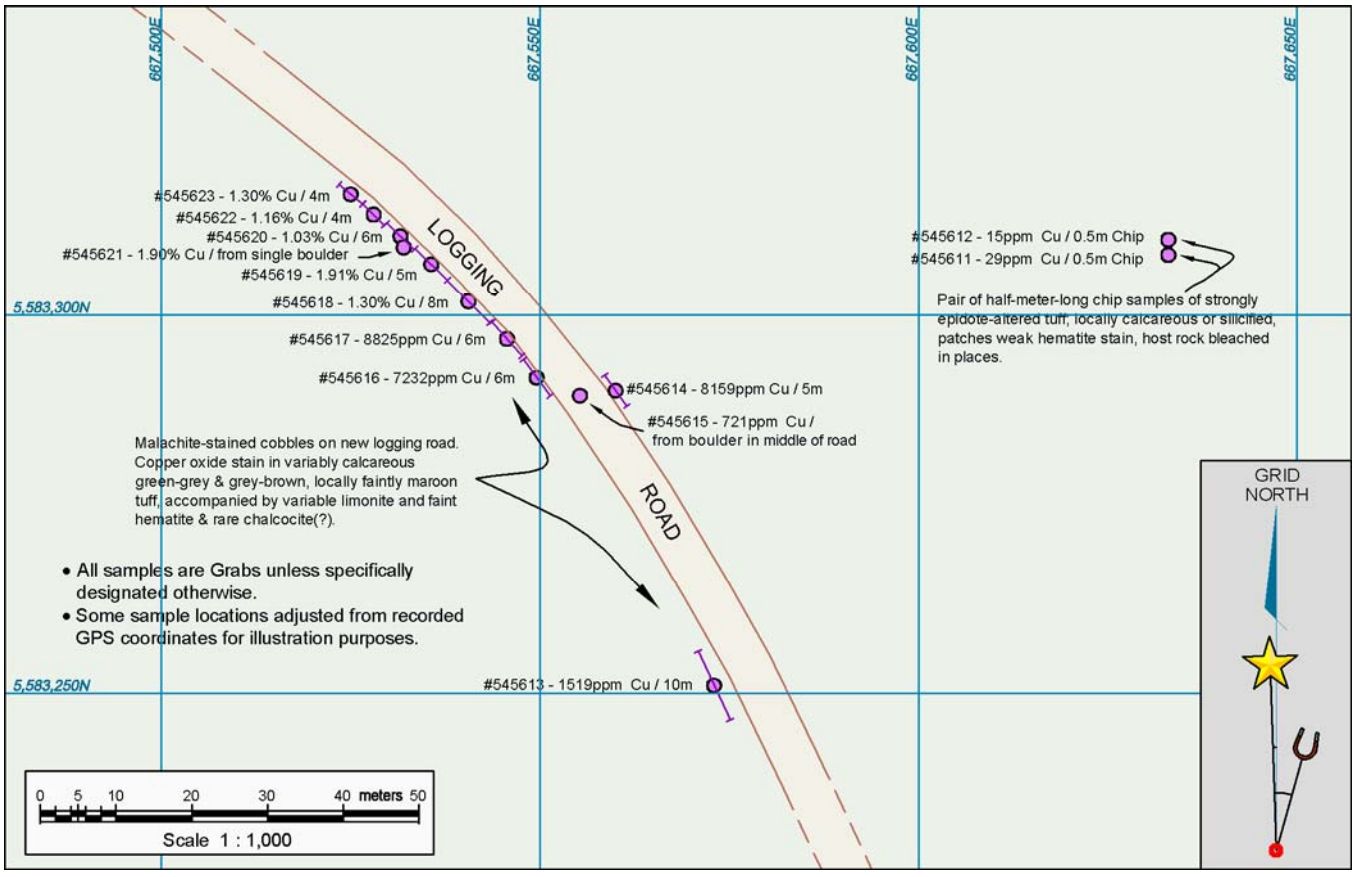

Figure 10. Sampling of the Malachite Showing. Continuous sampling over 39 m on the west (right) side of the logging road. Samples of selected grabs of the most prominently malachite stained tuff cobbles.

continuous distance of 39 m on the west side of the logging road. Assay results ranged to 1.9% Cu but from rocks that were selected for their better than average copper mineralization.

Photo 4: Sampling the Malachite Showing. Photo looks south from the north part of the continuously sampled road bank.
Photo by J.D.Williams, 15 August 2011.

Traverses in the general area did not reveal any additional mineralization in tuffaceous rocks that included sequences of rudaceous or conglomeratic volcaniclastics and other locations displaying clast-supported fragmental or brecciated material. Epidote seams associated with the fragmental bands or in local disrupted altered patches, such as where sampled (tag nos. 545611 & 545612) east of the Malachite Showing (figure 10) were not uncommon. This area remains an exploration target of high priority.

Native Copper Showing

On an the same newly built logging road, about 630 m west-southwest of the Malachite Showing and just inside the west edge of the Property boundary, a single locality of hard, unassuming, grey to maroon colored basaltic tuff was found to contain pinhead or larger flecks of foil-like native copper (photo 5). The presence of the native copper on a weathered surface can be evident to a keen-eyed observer as tiny malachite freckles against a darker colored groundmass.

Photo 5: Specimen from the Native Copper Showing. Foil-like flecks up to a few millimeters across pepper the hard, weakly altered to unaltered basaltic tuff. Photo by Rich River Exploration, 15 August 2011.

A single sample (tag no. 545624) composed of several specimens selected for their abundance of contained native copper returned 2,814 ppm Cu. The distribution and extent of the copper in rocks exposed along the road was not pursued but is a task of high priority in follow up fieldwork.

Elevated Cu sample in Northwest of Property

In 2007, Rich River Exploration gathered a sample (tag. no. 751001) from a boulder at the side of a logging road in the northwest of the Property that returned an encouraging value of 1,862 ppm Cu (Williams, 2008, p.40). As follow up to that result, that area was investigated in ground that is now completely logged and along the road that appeared to have since been reworked. The occasional low outcrop of dark grey-green and locally maroon colored basaltic tuff showed no mineralization. Rare erratics of angular, buff-weathering, medium green-grey colored andesitic tuff sometimes exceeding a meter in size, occasionally held a few quartz-calcite veinlets.

Local Cu soil anomalies in Northeast of Property

A series of localized copper soil anomalies identified in work completed in 1972 by Largo Mines (Mark, 1972) and Newco Ventures (Lammle, 1972) throughout the northeast of the Property were investigated along logging roads passing through that area in 2011. Although there is some outcrop along portions of the roads, the majority of the gently rolling terrain is obscured by till cover.

A single sample (tag no. 545625) in pervasively limonite-stained, andesitic and basaltic tuff returned no assay result of interest. The 1972 surveys are rather difficult to georeference to a modern topographic map, casting doubt as to the location of the soil anomalies, many of which are very strong. It may be worth considering duplicating that earlier work with a modern survey to properly assess the potential of the northern part of the Property.

Airborne EM & Magnetics in Southeast of Property

Documentation released to Rich River Exploration by Gitennes in 2007, based on the latter's airborne survey of 2000, indicated a string of EM conductors coincident with a "magnetic contact" trending north-south and located about 100 m off the west Property boundary, about midway between Helmer Lake and the Blacktop Showing. Prospecting along the logging road that passes through the geophysical features did not locate outcrop in an area covered by till sometimes several meters thick. The occasional very large granitic erratic is testament to the extensive till cover. Perhaps the geophysical response is related to a significant depth of till.

Sampling Method & Analyses

Rock samples weighing between about one to 3 kg were collected in oversize plastic bags, gathered by the author or in his presence. A uniquely numbered tag was added to each bag before being sealed by a nylon zap strap. Once sealed, the sample remained in the custody of the author. A description of the sample and its location coordinates, with reference to a GPS, were recorded in the corresponding receipt portion in the book of sample tags or in a fieldbook.

Samples at the end of the field program were personally delivered by the author to Acme Analytical Laboratories Ltd. [Acme Labs] of Vancouver, BC, an ISO 9001:2008 accredited facility. Acme Labs completed both the sample preparation and the analytical treatment on all samples related to the 2011 fieldwork. The assayer's certificate is

appended herein as are the pair of 'Method Specifications' sheets as released by Acme Labs, that detail the procedures used in the analyses of the samples.

All 15 rock samples were dried at 60°C and crushed to 70% -10 mesh [2mm] with a 250 gm riffled portion pulverized to 95% -150 mesh [100 μm] pulp in a ring and puck mill. The pair of soil samples were also dried but then sieved to -80 mesh [-177 μm].

All samples were initially analyzed by a 36-element ICP-MS procedure (Acme Group 1DX2) where a 15-gram subsample of the pulp was digested in hot aqua regia for an hour then, after cooling, was diluted to 10ml with a 5% solution of HCl. That solution was aspirated into a mass spectrometer to complete the analyses.

Rock samples that exceeded the detection limit of 10,000 ppm in the initial ICP-MS analysis for copper were rerun for that element by a procedure intended for higher grade materials (Acme Group 7AR). A one gram aliquot split from the sample pulp was digested for an hour in aqua regia then, after cooling, diluted to 100ml solution with 5% HCl, before being aspirated into an ICP emission spectrograph to provide the reported determinations.

No quality control measures, in the form of blank or standard samples inserted into the sample stream, were instituted in the field during 2011. Acme Labs imposes its own quality control protocol: A preparation blank is inserted into every run as its first sample. One or more pulp duplicates are inserted into each batch of as many as 35 samples to monitor analytical precision, and one or more -10 mesh reject duplicates are inserted into the same batch to monitor sub-sample precision. Acme Labs inserts it own reagent blanks and reference standards into the job stream as well.

INTERPRETATION AND CONCLUSIONS

The 2011 exploration program on the Fox Property was successful in assessing the mineralization at the Malachite Showing and locating the new Native Copper Showing, both located northwest of the Blacktop Showing. These recent discoveries demonstrate a potential for the Property in that area in addition to the historically worked Helmer Lake veins and the Blacktop Showing proper.

Follow up activity in the area of the 2007 sample, 751001, and east of there, in the area of anomalous results from the 1972 soil survey were not successful in obtaining corroborating evidence. So too was the prospecting, in the area of anomalous airborne geophysics by Gitennes in 2000, unsuccessful in attributing that response to mineralization. Not finding the high-grade zinc mineralization in samples taken in 2000 at coordinates documented by Gitennes, near the Blacktop Showing, remains somewhat enigmatic.

Copper mineralization at the Malachite and Native Copper showings may have some relation to similar mineralized boulders reported by International Skyline Gold (Moore, 1997). One boulder was reported to have returned an assay of 1.65% Cu obtained from an unspecified location near what is now the center of the Property. That general area is also where Gitennes obtained anomalous Cu in stream sediments (figure 11). Extending that trend further to the east, to the intersection by International Skyline Gold of more than 20 m of intense sericite alteration in hole K97-3 which was recognized at the time as porphyry-style alteration (ibid), may all be indicators of additional copper mineralization to be discovered.

Furthermore, the failure to find mineralization in the north of the Property, in follow up to the anomalous soils of 1972 should not necessarily discount that historical data. It is possible, though not considered particularly likely, that those anomalous results may be derived from copper-enriched till transported down-ice from the northwest.

The quartz-carbonate veins near Helmer Lake and the massive sulfide mineralization at the Blacktop Showing remain legitimate targets. In spite of the lack of success that Gitennes had in its drilling of the Blacktop Showing, the sequence of rocks that host the Showing may represent stratigraphy that encloses additional VMS-style mineralization, especially along the “Corridor of Merit” identified by Gitennes.

The Helmer Lake veins may deserve a renewed reassessment considering the potential for gold based on the single result of 1,260 ppb Au in a sample by Rich River Exploration in 2007. That area may be another to resurvey with soil geochemistry to corroborate Cu and Zn anomalies documented by Ronrico in 1970 (Stadnyk, 1970).

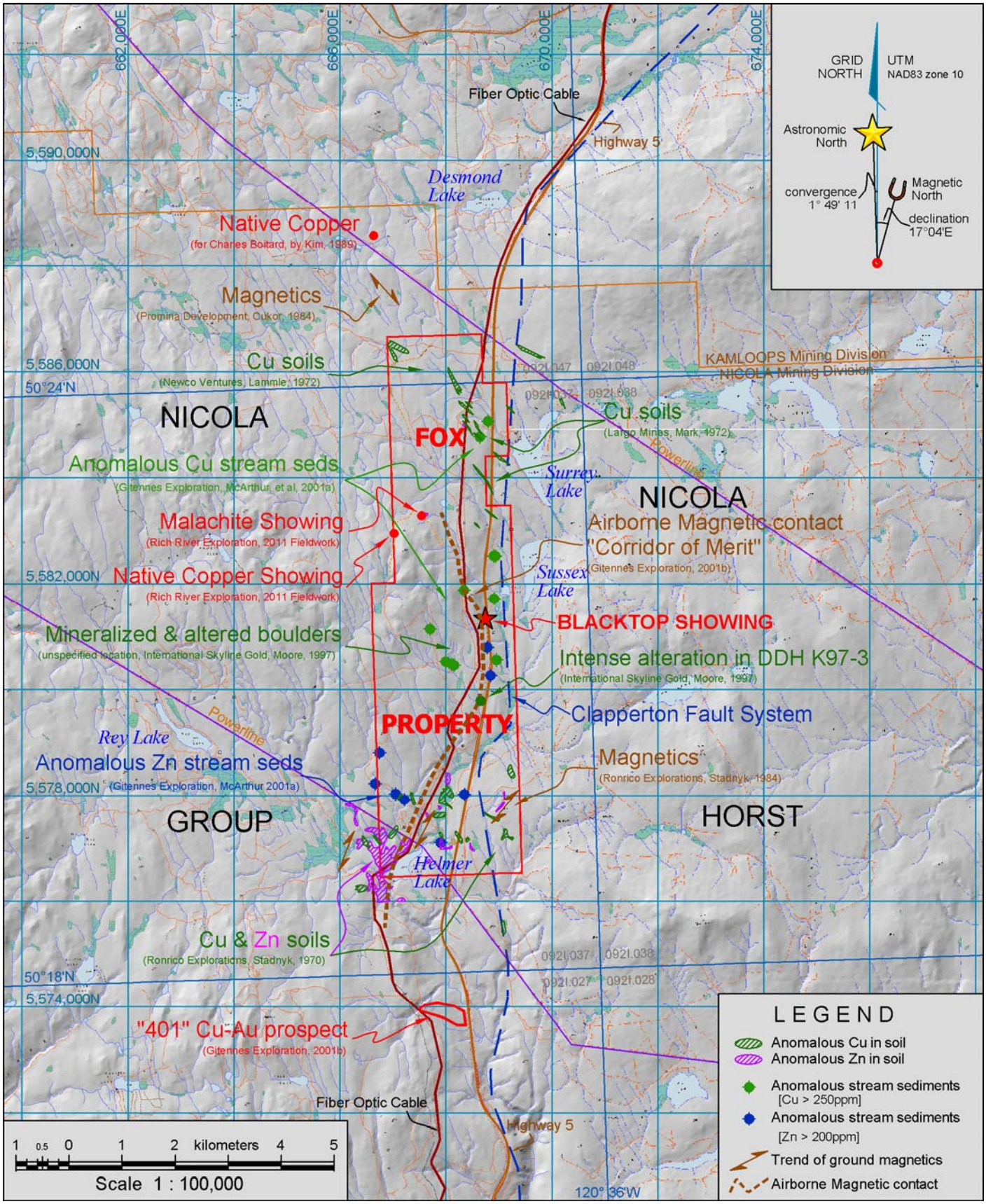

Figure 11: Exploration targets on the Fox Property and area. Features of interest generalized and complied from cited sources. Exploration emphasis may shift from the historically important Helmer Lake area and the Blacktop Showing to new discoveries at the Malachite and Native Copper showings.

RECOMMENDATIONS

Although the Fox Property holds a number of targets that merit follow up, the newest targets, the Malachite Showing and the Native Copper Showing, may justify a shift in exploration emphasis from the more historically active areas near Helmer Lake and at the Blacktop Showing, to target copper mineralization potentially located in the north half of the Property east of the highway. In that part of the Property, road access has improved greatly in recent years and logging has completely denuded large areas of the terrain making exploration both easier and more efficient.

Exploration involving prospecting and geological mapping is recommended for the area of the Malachite and Native Copper showings. Concurrent to that activity, a soil geochemical survey may emanate from the same area on lines spaced no further apart than 200 m on which samples are gathered at intervals of 50 m or less. A 15-day program involving a crew of three: a geologist, prospector and field technician, would be the minimum complement to begin to assess the copper potential through at least the middle part of the Property. The crew could be comfortably accommodated in Merritt while commuting daily to the Property. A budget of $74,000 is proposed to complete the exploration program as described (table 8), which if successful, may be the first phase of a more ambitious undertaking.

Table 8: Proposed Exploration Budget

A C T I V I T Y	Cost
Field Exploration Program – 15- day duration	
Field geologist: @ $700/day	$ 10,500
Prospector: @ $600/day	9,000
Field technician: @ $450/day	6,750
Personnel expenses (food, lodging, transportation): @ $150/person-day	6,750
Analytical cost (350 rock & soil samples): @ $40/sample	14,000
Field supplies (sample bags, tags, flagging…)	1,500
Equipment rentals (field vehicle, ATV, radios, chain saw…): @ $500/day	7,500
Reporting & filing	8,000
Contingency (~15%)	10,000
TOTAL PROGRAM BUDGET	**$ 74,000**

Respectfully submitted,

J.David Williams, P.Eng.
21 November 2011

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JDW/jdw

ITEMIZED COST STATEMENT

All fieldwork completed on the Fox Property in 2011 was under the management and participation of Craig Lynes of Rich River Exploration. Fieldwork began on 10 June when Craig Lynes, accompanied by a field technician, visited the Property to check on snow conditions and to prospect an area that located the Malachite Showing. Over periods of 25 to 29 June, 10, 11 and 14 to 17 August, the same crew conducted prospecting activities in various part of the Property. In total, those intervals amounted to 11 calendar days of activity on the Property (table 9).

The Rich River Exploration crew commuted daily from their own trailer hauled to an RV park in Merritt. The author joined the Rich River Exploration crew over three days from 14 to 16 August, working from hotel accommodation in Merritt. All 15 rock samples were gathered over that time. Both the author and the Rich River Exploration crew returned to their respective residences on 17 August.

Table 9: Summary of Project Costs

CHARGEABLE ITEM	Cost to Program
Personnel & Professional Fees	
Project geologist – J.D.Williams: Land Owner status, map preparation, Sample preparation & submittal: 6 hours @ $67.20/hr	403.20
Project geological consultant – J.D.Williams – Fieldwork: 3 days @ $672/day	2,016.00
Rich River Exploration Ltd. - Craig Lynes, Project management, field prep'n: 1 day @ $616/day	616.00
Rich River Exploration Ltd. - Craig Lynes, crew chief & prospector: 11 days @ $616/day	6,776.00
Rich River Exploration Ltd. - Field technician: 11 days @ $504/day	5,544.00
Analytical Cost	
Acme Analytical Labs – 15 Rock samples: 36-element ICP-MS & overlimit analyses @ $39.23	588.50
Accommodation, Board	
Motel – Project Geologist: 3 nights @ $123.36/night	370.08
Meals – Project Geologist: 3 days @ $15.60/day	46.79
Meals – Rich River Exploration: charge out 22 person-days @ $112.00/person/day	2,464.00
Expenses & Equipment Rentals	
Truck rental – 4WD bush truck: 12 days @ $168/day	2,016.00
Truck rental – to haul travel trailer: 11 days @ $168/day	1,848.00
Travel Trailer rental: 10 days @ $168/day & campground fee @ $44.80/day	2,128.00
Fuel (trucks & all equipment)	743.31
Equipment rental (radios, chainsaw...): 10 days @ $89.60/day	896.00
Satellite phone charge: 10 days @ $39.20/day	392.00
Field supplies (flagging, sample bags...)	209.44
Report Preparation	
Project geological consultant - J.D.Williams: 3 days @ $672/day	2,016.00
TOTAL PROJECT EXPENSES	**29,073.32**

STATEMENT OF QUALIFICATIONS

I, J.David Williams residing at 303 - 1225 Cardero Street in the City of Vancouver, in the Province of British Columbia

DO HEREBY CERTIFY;

1. That I am a consulting engineer with a business address of 303 - 1225 Cardero Street, Vancouver, British Columbia, V6G 2H8.
2. That I am doing business under the name of INTEGREX ENGINEERING and that I am the sole proprietor of the company and that I hold a valid license issued by the City of Vancouver to conduct business at the above address.
3. That I am a graduate of the University of Toronto where I obtained a Bachelor of Applied Science degree in Geological Engineering (exploration option).
4. That I have actively practiced my profession as a geological engineer since graduating in 1978.
5. That I am a Professional Engineer registered with the Association of Professional Engineers and Geoscientists of the Province of British Columbia; registration number 14,954.
6. That the information, opinions and recommendations in the attached document are based on my position as consulting geologist involved with the Fox Project under management by Rich River Exploration Ltd. during the period 14 to 16 August 2011. I have had previous involvement with the Fox Project in fieldwork conducted over the period 02 to 04 August 2007, which was also under the management of Rich River Exploration Ltd.
7. That I have not received, directly or indirectly, nor do I expect to receive any interest, direct or indirect, in the property of Rich River Exploration Ltd. or Great Michael Resources Ltd., nor do I directly own any securities of Rich River Exploration Ltd. or Great Michael Resources Ltd. or any affiliate thereof known to me.
8. I am the author of this Report entitled “Prospecting and Sampling Report on the Fox Property in 2011”, dated 21 November 2011.
9. That I hereby grant to Rich River Exploration Ltd. and Great Michael Resources Ltd. authorization to include this report in any Prospectus, Statement of Material Facts or other public document.

J.David Williams, P.Eng.

dated at Vancouver, British Columbia this 21st day of November 2011.

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APPENDIX

Assay Certificate & Assayer's 'Method Specifications' Sheets – 9 pages

Assayer's certificate issued by Acme Analytical Laboratories of Vancouver, BC, related to the sampling completed on the Fox Property in August 2011. Also, series of assayer's 'Method Specifications' sheets issued from the same laboratory for the pair of analytical procedures used in the analysis of the 15 rock samples from the Property submitted for assay.

Acme Labs' Method Specification Sheets

Acme Analytical Laboratories (Vancouver) Ltd.
1020 Cordova St. East Vancouver BC V6A 4A3 Canada

www.acmelab.com

Client: **Integrex Engineering**
303 - 1225 Cardero Street
Vancouver BC V6G 2H8 Canada

Submitted By: J. David Williams
Receiving Lab: Canada-Vancouver
Received: August 18, 2011
Report Date: October 06, 2011
Page: 1 of 2

CERTIFICATE OF ANALYSIS VAN11004042.1

CLIENT JOB INFORMATION

Project: ~~Ann~~-Fox
Shipment ID: Aug2011
P.O. Number
Number of Samples: ~~17~~ 15

SAMPLE DISPOSAL

STOR-PLP Store After 90 days Invoice for Storage
STOR-RJT Store After 90 days Invoice for Storage

Acme does not accept responsibility for samples left at the laboratory after 90 days without prior written instructions for sample storage or return.

SAMPLE PREPARATION AND ANALYTICAL PROCEDURES

Method Code	Number of Samples	Code Description	Test Wgt (g)	Report Status	Lab
R200-250	~~17~~ 15	Crush, split and pulverize 250 g rock to 200 mesh			VAN
1DX2	~~17~~ 15	1:1:1 Aqua Regia digestion ICP-MS analysis	15	Completed	VAN
7AR	6	1:1:1 Aqua Regia Digestion ICP-ES Finish	0.4	Completed	VAN

ADDITIONAL COMMENTS

Invoice To: Integrex Engineering
303 - 1225 Cardero Street
Vancouver BC V6G 2H8
Canada

CC: Criag Lynes

BRITISH COLUMBIA CERTIFIED ASSAYER
CLARENCE LEONG
GENERAL MANAGER

This report supersedes all previous preliminary and final reports with this file number dated prior to the date on this certificate. Signature indicates final approval; preliminary reports are unsigned and should be used for reference only.
All results are considered the confidential property of the client. Acme assumes the liabilities for actual cost of analysis only. Results apply to samples as submitted.
"*" asterisk indicates that an analytical result could not be provided due to unusually high levels of interference from other elements.

Acme Analytical Laboratories (Vancouver) Ltd.
1020 Cordova St. East Vancouver BC V6A 4A3 Canada
Phone (604) 253-3158 Fax (604) 253-1716
www.acmelab.com

Client: **Integrex Engineering**
303 - 1225 Cardero Street
Vancouver BC V6G 2H8 Canada

Project: Ash-Fox
Report Date: October 06, 2011

CERTIFICATE OF ANALYSIS VAN11004042.1

Method		WGHT	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15
Analyte		Wgt	Mo	Cu	Pb	Zn	Ag	Ni	Co	Mn	Fe	As	Au	Th	Sr	Cd	Sb	Bi	V	Ca	P
Unit		kg	ppm	ppm	ppm	ppm	ppm	ppm	ppm	ppm	%	ppm	ppb	ppm	ppm	ppm	ppm	ppm	ppm	%	%
MDL		0.01	0.1	0.1	0.1	1	0.1	0.1	0.1	1	0.01	0.5	0.5	0.1	1	0.1	0.1	0.1	2	0.01	0.001
~~545609~~	~~Rock~~	~~1.57~~	~~1.7~~	~~198.2~~	~~48.6~~	~~315~~	~~0.4~~	~~3.0~~	~~0.5~~	~~41~~	~~4.36~~	~~173.9~~	~~18.7~~	~~6.1~~	~~8~~	~~0.4~~	~~26.5~~	~~5.1~~	~~<2~~	~~0.01~~	~~0.045~~
~~545610~~	~~Rock~~	~~1.56~~	~~0.9~~	~~147.4~~	~~98.3~~	~~33~~	~~2.3~~	~~0.3~~	~~0.2~~	~~34~~	~~0.88~~	~~92.1~~	~~16.3~~	~~5.5~~	~~7~~	~~0.2~~	~~42.3~~	~~7.8~~	~~<2~~	~~0.03~~	~~0.013~~
545611	Rock	1.98	0.2	29.5	1.1	53	<0.1	47.4	30.0	407	1.70	2.4	1.7	0.2	429	<0.1	0.2	<0.1	63	1.09	0.102
545612	Rock	3.32	0.3	14.9	1.8	19	<0.1	16.4	10.5	325	1.58	2.4	78.6	0.2	818	<0.1	0.3	<0.1	70	1.38	0.086
545613	Rock	1.76	0.6	1519	2.0	58	0.6	44.5	29.1	926	4.37	3.5	8.7	0.6	23	<0.1	0.1	<0.1	163	2.23	0.129
545614	Rock	2.68	0.6	8159	3.9	52	4.1	35.8	25.8	697	4.32	2.5	12.7	0.5	25	0.1	0.2	0.1	161	1.40	0.118
545615	Rock	1.55	0.5	720.6	1.6	65	0.1	34.4	27.3	722	4.08	2.2	3.6	0.6	16	<0.1	<0.1	<0.1	128	1.02	0.128
545616	Rock	0.88	0.5	7232	3.2	61	2.9	34.0	26.1	813	4.49	2.6	15.7	0.6	24	<0.1	<0.1	<0.1	163	1.39	0.129
545617	Rock	1.38	0.6	8825	3.1	59	3.2	37.2	28.3	797	4.70	2.7	12.0	0.6	22	0.2	0.2	<0.1	170	1.34	0.130
545618	Rock	1.40	0.6	>10000	4.5	55	7.7	35.9	27.3	879	4.81	2.5	19.3	0.5	63	0.3	0.4	<0.1	184	1.50	0.126
545619	Rock	1.92	0.8	>10000	6.0	51	11.1	36.0	27.1	821	4.64	2.4	22.0	0.5	25	0.2	0.3	0.1	192	1.71	0.127
545620	Rock	2.08	1.0	>10000	3.9	52	5.8	36.1	27.4	913	5.06	2.1	17.9	0.5	35	0.2	0.4	<0.1	194	1.43	0.125
545621	Rock	2.21	0.6	>10000	5.0	46	14.0	34.0	25.8	808	4.83	2.2	18.7	0.5	55	0.2	0.5	0.1	184	1.28	0.119
545622	Rock	1.33	0.7	>10000	4.0	49	6.6	32.5	25.7	863	4.87	2.3	13.5	0.5	31	0.2	0.5	<0.1	194	1.48	0.125
545623	Rock	2.30	0.8	>10000	5.4	53	5.9	32.9	26.7	867	4.73	0.7	21.7	0.5	32	0.2	0.3	<0.1	167	1.40	0.123
545624	Rock	1.52	1.0	2814	1.7	46	0.3	42.5	21.6	601	3.87	2.5	4.6	0.4	28	<0.1	<0.1	<0.1	148	2.82	0.096
545625	Rock	1.72	0.5	130.4	3.9	70	<0.1	9.7	21.2	923	5.09	5.0	<0.5	1.0	81	<0.1	0.6	<0.1	129	1.99	0.159

Acme Analytical Laboratories (Vancouver) Ltd.
1020 Cordova St. East Vancouver BC V6A 4A3 Canada
Phone (604) 253-3158 Fax (604) 253-1716
www.acmelab.com

Client: **Integrex Engineering**
303 - 1225 Cardero Street
Vancouver BC V6G 2H8 Canada

Project: ~~Ash~~-Fox
Report Date: October 06, 2011

CERTIFICATE OF ANALYSIS VAN11004042.1

Method		1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	7AR
Analyte		La	Cr	Mg	Ba	Ti	B	Al	Na	K	W	Hg	Sc	Tl	S	Ga	Se	Te	Cu
Unit		ppm	ppm	%	ppm	%	ppm	%	%	%	ppm	ppm	ppm	ppm	%	ppm	ppm	ppm	%
MDL		1	1	0.01	1	0.001	1	0.01	0.001	0.01	0.1	0.01	0.1	0.1	0.05	1	0.5	0.2	0.001
~~545609~~	~~Rock~~	~~11~~	~~<1~~	~~0.01~~	~~67~~	~~<0.001~~	~~7~~	~~0.39~~	~~0.004~~	~~0.25~~	~~0.4~~	~~0.03~~	~~0.4~~	~~0.4~~	~~<0.05~~	~~<1~~	~~<0.5~~	~~<0.2~~	
~~545610~~	~~Rock~~	~~17~~	~~<1~~	~~0.01~~	~~55~~	~~<0.001~~	~~4~~	~~0.34~~	~~0.003~~	~~0.25~~	~~0.2~~	~~0.07~~	~~0.2~~	~~0.3~~	~~0.05~~	~~<1~~	~~<0.5~~	~~<0.2~~	
545611	Rock	2	46	1.56	4	0.147	2	1.26	0.029	0.01	<0.1	<0.01	4.0	<0.1	<0.05	5	<0.5	<0.2	
545612	Rock	2	21	0.63	9	0.116	2	1.05	0.032	0.02	<0.1	<0.01	2.3	<0.1	<0.05	4	<0.5	<0.2	
545613	Rock	3	45	2.42	21	0.114	11	2.73	0.024	0.06	<0.1	<0.01	5.8	<0.1	<0.05	10	<0.5	<0.2	
545614	Rock	3	49	1.76	11	0.152	6	1.93	0.048	0.03	<0.1	<0.01	6.2	<0.1	0.07	8	<0.5	<0.2	
545615	Rock	5	43	1.83	15	0.122	6	1.62	0.065	0.05	<0.1	<0.01	5.8	<0.1	<0.05	7	<0.5	<0.2	
545616	Rock	4	44	1.90	10	0.144	6	1.96	0.052	0.04	<0.1	<0.01	5.4	<0.1	0.10	8	<0.5	<0.2	
545617	Rock	4	52	1.96	11	0.159	6	2.11	0.046	0.04	<0.1	<0.01	7.1	<0.1	0.13	8	<0.5	<0.2	
545618	Rock	5	62	2.02	10	0.151	6	2.26	0.041	0.06	<0.1	0.01	8.7	<0.1	<0.05	9	0.9	<0.2	1.298
545619	Rock	4	58	1.99	8	0.156	8	2.34	0.046	0.03	<0.1	0.02	8.5	<0.1	0.14	10	0.5	<0.2	1.911
545620	Rock	4	58	2.20	9	0.152	7	2.30	0.050	0.03	<0.1	0.01	8.6	<0.1	<0.05	10	<0.5	<0.2	1.033
545621	Rock	4	57	1.84	9	0.169	7	1.94	0.047	0.03	<0.1	0.01	8.0	<0.1	0.17	8	0.7	<0.2	1.889
545622	Rock	5	50	1.81	16	0.145	7	2.16	0.057	0.09	<0.1	0.01	6.6	<0.1	<0.05	9	<0.5	<0.2	1.161
545623	Rock	5	51	1.94	7	0.161	6	2.16	0.049	0.02	<0.1	0.01	8.8	<0.1	<0.05	9	0.6	<0.2	1.303
545624	Rock	4	63	1.70	9	0.146	17	2.60	0.057	<0.01	<0.1	0.03	4.1	<0.1	<0.05	11	<0.5	<0.2	
545625	Rock	9	5	1.28	56	0.237	3	2.68	0.082	0.13	<0.1	<0.01	6.9	<0.1	0.19	9	<0.5	<0.2	

Acme Analytical Laboratories (Vancouver) Ltd.
1020 Cordova St. East Vancouver BC V6A 4A3 Canada
Phone (604) 253-3158 Fax (604) 253-1716
www.acmelab.com

Client: **Integrex Engineering**
303 - 1225 Cardero Street
Vancouver BC V6G 2H8 Canada

Project: ~~Ash~~-Fox
Report Date: October 06, 2011

QUALITY CONTROL REPORT VAN11004042.1

	Method	WGHT	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15
	Analyte	Wgt	Mo	Cu	Pb	Zn	Ag	Ni	Co	Mn	Fe	As	Au	Th	Sr	Cd	Sb	Bi	V	Ca	P
	Unit	kg	ppm	ppm	ppm	ppm	ppm	ppm	ppm	ppm	%	ppm	ppb	ppm	ppm	ppm	ppm	ppm	ppm	%	%
	MDL	0.01	0.1	0.1	0.1	1	0.1	0.1	0.1	1	0.01	0.5	0.5	0.1	1	0.1	0.1	0.1	2	0.01	0.001
Pulp Duplicates																					
545621	Rock	2.21	0.6	>10000	5.0	46	14.0	34.0	25.8	808	4.83	2.2	18.7	0.5	55	0.2	0.5	0.1	184	1.28	0.119
REP 545621	QC		0.6	>10000	4.9	48	14.2	35.5	25.7	794	4.91	2.2	18.8	0.5	52	0.2	0.5	0.1	182	1.27	0.124
545623	Rock	2.30	0.8	>10000	5.4	53	5.9	32.9	26.7	867	4.73	0.7	21.7	0.5	32	0.2	0.3	<0.1	167	1.40	0.123
REP 545623	QC																				
Core Reject Duplicates																					
545616	Rock	0.88	0.5	7232	3.2	61	2.9	34.0	26.1	813	4.49	2.6	15.7	0.6	24	<0.1	<0.1	<0.1	163	1.39	0.129
DUP 545616	QC		0.5	8066	3.7	62	3.2	34.4	27.6	850	4.72	2.8	31.5	0.6	28	<0.1	0.1	<0.1	178	1.51	0.130
Reference Materials																					
STD DS8	Standard		12.7	114.2	132.4	312	1.8	35.4	7.9	625	2.58	25.6	107.4	6.9	66	2.5	6.2	7.6	42	0.69	0.082
STD DS8	Standard		13.6	103.3	116.3	297	1.9	38.0	7.6	609	2.41	28.0	107.6	6.4	59	2.2	5.3	6.6	43	0.70	0.078
STD GC-7	Standard																				
STD GC-7	Standard																				
STD GC-7	Standard																				
STD R4A	Standard																				
STD R4A Expected																					
STD DS8 Expected			13.44	110	123	312	1.69	38.1	7.5	615	2.46	26	107	6.89	67.7	2.38	5.7	6.67	41.1	0.7	0.08
STD GC-7 Expected																					
BLK	Blank		<0.1	1.2	<0.1	<1	<0.1	<0.1	<0.1	<1	<0.01	<0.5	<0.5	<0.1	<1	<0.1	<0.1	<0.1	<2	<0.01	<0.001
BLK	Blank																				
BLK	Blank		<0.1	<0.1	<0.1	<1	<0.1	<0.1	<0.1	<1	<0.01	<0.5	<0.5	<0.1	<1	<0.1	<0.1	<0.1	<2	<0.01	<0.001
BLK	Blank																				
Prep Wash																					
G1	Prep Blank	<0.01	0.2	4.8	3.6	44	<0.1	2.3	3.7	520	1.80	0.8	1.2	4.5	45	<0.1	0.1	<0.1	35	0.43	0.065
G1	Prep Blank	<0.01	0.1	2.8	3.3	41	<0.1	2.2	3.7	529	1.82	<0.5	<0.5	5.2	52	<0.1	<0.1	<0.1	36	0.44	0.071

Acme Analytical Laboratories (Vancouver) Ltd.
1020 Cordova St. East Vancouver BC V6A 4A3 Canada
Phone (604) 253-3158 Fax (604) 253-1716
www.acmelab.com

Client: **Integrex Engineering**
303 - 1225 Cardero Street
Vancouver BC V6G 2H8 Canada

Project: ~~Ash~~-Fox
Report Date: October 06, 2011

QUALITY CONTROL REPORT VAN11004042.1

	Method	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	1DX15	7AR
	Analyte	La	Cr	Mg	Ba	Ti	B	Al	Na	K	W	Hg	Sc	Tl	S	Ga	Se	Te	Cu
	Unit	ppm	ppm	%	ppm	%	ppm	%	%	%	ppm	ppm	ppm	ppm	%	ppm	ppm	ppm	%
	MDL	1	1	0.01	1	0.001	1	0.01	0.001	0.01	0.1	0.01	0.1	0.1	0.05	1	0.5	0.2	0.001
Pulp Duplicates																			
545621	Rock	4	57	1.84	9	0.169	7	1.94	0.047	0.03	<0.1	0.01	8.0	<0.1	0.17	8	0.7	<0.2	1.889
REP 545621	QC	4	55	1.84	9	0.164	7	1.91	0.049	0.03	<0.1	<0.01	7.8	<0.1	0.17	8	0.7	<0.2	
545623	Rock	5	51	1.94	7	0.161	6	2.16	0.049	0.02	<0.1	0.01	8.8	<0.1	<0.05	9	0.6	<0.2	1.303
REP 545623	QC																		1.298
Core Reject Duplicates																			
545616	Rock	4	44	1.90	10	0.144	6	1.96	0.052	0.04	<0.1	<0.01	5.4	<0.1	0.10	8	<0.5	<0.2	
DUP 545616	QC	4	48	1.97	11	0.152	7	2.07	0.062	0.04	<0.1	<0.01	5.8	<0.1	0.12	9	0.5	<0.2	
Reference Materials																			
STD DS8	Standard	14	107	0.65	283	0.115	2	0.95	0.091	0.44	3.0	0.20	1.9	5.5	0.16	5	5.9	5.3	
STD DS8	Standard	15	119	0.59	274	0.109	2	0.91	0.090	0.41	2.9	0.19	2.0	5.3	0.16	5	5.1	4.8	
STD GC-7	Standard																		0.551
STD GC-7	Standard																		0.548
STD GC-7	Standard																		0.542
STD R4A	Standard																		0.504
STD R4A Expected																			0.502
STD DS8 Expected		14.6	115	0.6045	279	0.113	2.6	0.93	0.0883	0.41	3	0.192	2.3	5.4	0.1679	4.7	5.23	5	
STD GC-7 Expected																			0.555
BLK	Blank	<1	<1	<0.01	<1	<0.001	<1	<0.01	<0.001	<0.01	<0.1	<0.01	<0.1	<0.1	<0.05	<1	<0.5	<0.2	
BLK	Blank																		<0.001
BLK	Blank	<1	<1	<0.01	<1	<0.001	<1	<0.01	<0.001	<0.01	<0.1	<0.01	<0.1	<0.1	<0.05	<1	<0.5	<0.2	
BLK	Blank																		<0.001
Prep Wash																			
G1	Prep Blank	10	4	0.47	146	0.093	<1	0.82	0.065	0.44	<0.1	<0.01	1.6	0.3	<0.05	4	<0.5	<0.2	
G1	Prep Blank	11	4	0.47	146	0.099	<1	0.85	0.078	0.45	<0.1	<0.01	1.5	0.3	<0.05	4	<0.5	<0.2	

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CARECOMMITMENTPERFORMANCE

METHOD SPECIFICATIONS
GROUP 1D AND 1F – GEOCHEMICAL AQUA REGIA DIGESTION

Package Codes: 1D01 to 1D03, 1DX1 to 1DX3, 1F01 to 1F07
Sample Digestion: HNO3-HCl acid digestion
Instrumentation Method: ICP-ES (1D), ICP-MS (1DX, 1F)
Applicability: Sediment, Soil, Non-mineralized Rock and Drill Core

Method Description:

Prepared sample is digested with a modified Aqua Regia solution of equal parts concentrated HCl, HNO3 and DI H2O for one hour in a heating block of hot water bath. Sample is made up to volume with dilute HCl. Sample splits of 0.5g, 15g or 30g can be analyzed.

For 1F07, Lead isotopes (Pb_{204}, Pb_{206}, Pb_{207}, Pb_{208}) are suitable for geochemical exploration of U and other commodities where gross differences in natural to radiogenic Pb ratios, is a benefit. Isotope values can be reported in both concentrations and intensities. Sample splits of 0.25g, 0.5g, 15g or 30g can be analyzed.

Element	Group 1D Detection	Group 1DX Detection	Group 1F Detection	Upper Limit
Ag	0.3 ppm	0.1 ppm	2 ppb	100 ppm
Al*	0.01%	0.01%	0.01%	10%
As	2 ppm	0.5 ppm	0.1 ppm	10000 ppm
Au	2 ppm	0.5 ppb	0.2 ppb	100 ppm
B*^	20 ppm	20 ppm	20 ppm	2000 ppm
Ba*	1 ppm	1 ppm	0.5 ppm	10000 ppm
Bi	3 ppm	0.1 ppm	0.02 ppm	2000 ppm
Ca*	0.01%	0.01%	0.01%	40%
Cd	0.5 ppm	0.1 ppm	0.01 ppm	2000 ppm
Co	1 ppm	0.1 ppm	0.1 ppm	2000 ppm
Cr*	1 ppm	1 ppm	0.5 ppm	10000 ppm
Cu	1 ppm	0.1 ppm	0.01 ppm	10000 ppm
Fe*	0.01%	0.01%	0.01%	40%
Ga*	-	1 ppm	0.1 ppm	1000 ppm
Hg	1 ppm	0.01 ppm	5 ppb	50 ppm
K*	0.01%	0.01%	0.01%	10%
La*	1 ppm	1 ppm	0.5 ppm	10000 ppm
Mg*	0.01%	0.01%	0.01%	30%
Mn*	2 ppm	1 ppm	1 ppm	10000 ppm
Mo	1 ppm	0.1 ppm	0.01 ppm	2000 ppm

Element	Group 1D Detection	Group 1DX Detection	Group 1F Detection	Upper Limit
Na*	0.01%	0.001%	0.001%	5%
Ni	1 ppm	0.1 ppm	0.1 ppm	10000 ppm
P*	0.001%	0.001%	0.001%	5%
Pb	3 ppm	0.1 ppm	0.01 ppm	10000 ppm
S	0.05%	0.05%	0.02%	10%
Sb	3 ppm	0.1 ppm	0.02 ppm	2000 ppm
Sc	-	0.1 ppm	0.1 ppm	100 ppm
Se	-	0.5 ppm	0.1 ppm	100 ppm
Sr*	1 ppm	1 ppm	0.5 ppm	10000 ppm
Te	-	0.2 ppm	0.02 ppm	1000 ppm
Th*	2 ppm	0.1 ppm	0.1 ppm	2000 ppm
Ti*	0.01%	0.001%	0.001%	5%
Tl	5 ppm	0.1 ppm	0.02 ppm	1000 ppm
U*	8 ppm	0.1 ppm	0.05 ppm	2000 ppm
V*	1 ppm	2 ppm	2 ppm	10000 ppm
W*	2 ppm	0.1 ppm	0.05 ppm	100 ppm
Zn	1 ppm	1 ppm	0.1 ppm	10000 ppm
Be*	-	-	0.1 ppm	1000 ppm
Ce*	-	-	0.1 ppm	2000 ppm
Cs*	-	-	0.02 ppm	2000 ppm
Ge*	-	-	0.1 ppm	100 ppm
Hf*	-	-	0.02 ppm	1000 ppm
In	-	-	0.02 ppm	1000 ppm
Li*	-	-	0.1 ppm	2000 ppm
Nb*	-	-	0.02 ppm	2000 ppm
Rb*	-	-	0.1 ppm	2000 ppm
Re	-	-	1 ppb	1000 ppb
Sn*	-	-	0.1 ppm	100 ppm
Ta*	-	-	0.05 ppm	2000 ppm
Y*	-	-	0.01 ppm	2000 ppm
Zr*	-	-	0.1 ppm	2000 ppm
Pt*	-	-	2 ppb	100 ppm
Pd*	-	-	10 ppb	100 ppm
Pb_{204}	-	-	0.01 ppm	10000 ppm
Pb_{206}	-	-	0.01 ppm	10000 ppm
Pb_{207}	-	-	0.01 ppm	10000 ppm
Pb_{208}	-	-	0.01 ppm	10000 ppm

* Solubility of some elements will be limited by mineral species present.
^Detection limit = 1 ppm for 15g / 30g analysis.

Limitations:

Au solubility can be limited by refractory and graphitic samples.

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METHOD SPECIFICATIONS
GROUP 7AR AND 7AX – ASSAY AQUA REGIA DIGESTION

Package Codes: 7AR1, 7AR2, 7AX, 7AR.1
Sample Digestion: HNO3-HCl acid digestion
Instrumentation Method: ICP-ES (7AR,7AX), ICP-MS (7AX)
Applicability: Rock and Drill Core

Method Description:

Prepared sample is digested with a modified Aqua Regia solution of equal parts concentrated HCl, HNO3 and DI H2O for one hour in a hot water bath. Sample is made up to volume with dilute HCl in class A volumetric flasks. Sample splits of 1g, 0.4 or 0.1g can be analyzed. Very high-grade samples are reweighed at lower weight to accommodate analysis up to 100% upper limit.

Element	Group 7AR Detection	Group 7AX Detection
Ag	2 g/t	0.5 ppm
Al*	0.01%	0.01%
As	0.01%	5 ppm
Ba*	-	5 ppm
Bi*	0.01%	0.5 ppm
Ca*	0.01%	0.01%
Cd	0.001%	0.5 ppm
Co*	0.001%	0.5 ppm
Cr*	0.001%	0.5 ppm
Cu	0.001%	0.5 ppm
Fe*	0.01%	0.01%
Ga*	-	5 ppm
Hg	0.001%	0.05 ppm
K*	0.01%	0.01%
La	-	0.5 ppm
Mg*	0.01%	0.01%
Mn*	0.01%	5 ppm
Mo	0.001%	0.5 ppm
Na*	0.01%	0.01%
Ni*	0.001%	0.5 ppm
P	0.001%	0.001%
Pb	0.01%	0.5 ppm
S*	0.05%	0.05%
Sb	0.001%	0.5 ppm

Element	Group 7AR Detection	Group 7AX Detection
Sc*	-	0.5 ppm
Se	-	2 ppm
Sr*	0.001%	5 ppm
Th*	-	0.5 ppm
Ti*	-	0.001%
Tl	-	0.5 ppm
U*	-	0.5 ppm
V*	-	10 ppm
W*	0.001%	0.5 ppm
Zn*	0.01%	5 ppm

Limitations:

*This digestion is only partial for some Cr and Ba minerals and some oxides of Al, Fe, Hf, Mn, Nb, S, Sn, Ta, Ti, W and Zr if refractory minerals are present.