

VICTORY RESOURCES CORPORATION

(Owner & Operator)

GEOLOGICAL ASSESSMENT REPORT

(Event 5014848)

on a

STRUCTURAL ANALYSIS

Work done on

Tenure 833943

of the 7 Claim

Toni 833943 Claim Group

of the

TONI PROPERTY

Nicola Mining Division

BCGS Map 092H.088/098

Centre of Work

5540200N, 691800E

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**BC Geological Survey
Assessment Report
32520**

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SUMMARY

The seven claim Toni 833943 Claim Group of the TONI property covers an area of 3285 hectares located 214 kilometres northeast of Vancouver and 34 kilometres southeast of Merritt. Tenure 833943 claim of the Toni 833943 claim group is located nine kilometres northwest of the HN-WEN (WEN) prospect of the Toni property which was explored by adits and trenches around 1900, and by diamond drilling in 1996, 2004, and 2010.

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

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

As indicated by the BC government supported MapPlace geological maps, the seven claim Tenure 833943 claim group covers portions of a northwesterly trending contact between the Pennask batholith (LTrJgd) and the Upper Triassic eastern belt of Nicola volcanics (UTrNE). The northern portion of the claim group is underlain by the batholith with some 35% underlain by the Nicola volcanics.

The Structural analysis on Tenure 833943 of the Victory Resources Toni 833943 Claim Group indicates two dominant trends; north-south and east-west. These trends are secondary structures resulting from a primary northwesterly force indicated as the northwesterly trending primary major structure approximating the Mean Resultant direction of 149-329 degrees (Figure 6).

In any event, the structural intersections would be prime areas to explore for surficial indicators of potentially economically potential sub-surface mineralization which if present, may have migrated or expressed the mineral geological signatures within this most favourable structural passage. These mineral indicators could be expressed surficially as minor mineralization and/or as variable alteration mineral indicators; one such indication may be the at the SNOW mineral showing (Minfile 092HNE292) located within Tenure 833943 where a drill hole reportedly intersected minor copper mineralization in weakly to moderately chloritized granite of the Pennask batholith.

Excluding other variable geological conditions, the structures are essential in the localization of potentially economic mineralization within the Pennask granodioritic intrusive of Tenure 833943. For other mineral deposit types that may occur within the Tenure 833943 Claim Group reference is made in the report to 12 other Minfile properties outside Tenure 833943. These Minfile descriptions, copied from the Minfile records, are included as potential types of mineralization that should be sought on the Tenure 833943 claim group as geological indicators of potentially sub-surface mineralization. The most favourable areas on Tenure 833943 are indicated on Figure 5.

INTRODUCTION

In August 2011 a Structural Analysis was completed over Tenure 833943 of the seven claim Toni 833943 claim group of Victory's TONI property. The purpose of the program was to delineate potential structures which may be integral in geological controls to potentially economic mineral zones that may occur on Tenure 833943 or other claims of the Toni property.

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

PROPERTY DESCRIPTION AND LOCATION

The Property is comprised of seven claims covering an area of 3285 hectares. Particulars are as follows:

<u>Tenure Number</u>	<u>Type</u>	<u>Claim Name</u>	<u>Good Until*</u>	<u>Area (ha)</u>
585980	Mineral	VT679	20121022	374.4429
589847	Mineral	TONI	20121022	520.0585
589880	Mineral	TONI 18	20121022	519.8626
833943	Mineral	TONI 28	20121022	519.768
589941	Mineral	TONI 29	20121022	519.7677
833943	Mineral	SNOW	20121022	415.5088
833944	Mineral	SNOW 1	20121022	415.6536

Total Area: 3285.0621 ha

*Upon the approval of the assessment work filing, Event Number 5014848.

The Toni 833943 Claim Group is located within BCGS Map 092H.088/98 of the Nicola Mining Division, 214 direct kilometres northeast of Vancouver and 34 direct kilometres southeast of Merritt. The centre of the work area is at 5540200N, 691800E (NAD 83).

ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY

Access to the Tenure 833943 Claim Group is southward from Merritt via Highway 5A/97C for 27 kilometres to the Aspen Grove junction thence eastward on Highway 5A or the Coquihalla connector Highway, for 16 kilometres to the Elkhart junction thence northward for three kilometres to the southern boundary of Tenure 589847 of the Toni 833943 Claim Group. Forestry roads provide access to many areas of the Tenure 833943 Claim Group.

The region is situated within the dry belt of British Columbia with rainfall between 25 and 30 cm per year. Temperatures during the summer months could reach a high of 35°C and average 25°C with the winter temperatures reaching a low of -10°C and averaging 8°C. On the Tenure 833943 Claim Group snow cover on the ground could be from December to April and would not hamper a year-round exploration program.

Sufficient water for all phases of the exploration program could be available from the many lakes and creeks, which are located within the confines of the Tenure 833943 Claim Group.

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

Figure 1. Location Map
(from MapPlace)



HISTORY: TENURE 833943 CLAIM GROUP AREA

The history on some of the more significant mineral MINFILE reported occurrences, prospects, and past producers on and peripheral to the Tenure 833943 Claim Group are reported as follows. The distance from the Toni 833943 Claim Group is relative to Tenure 833943, which is the subject of the structural analysis.

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

MINFILE 092HNE002

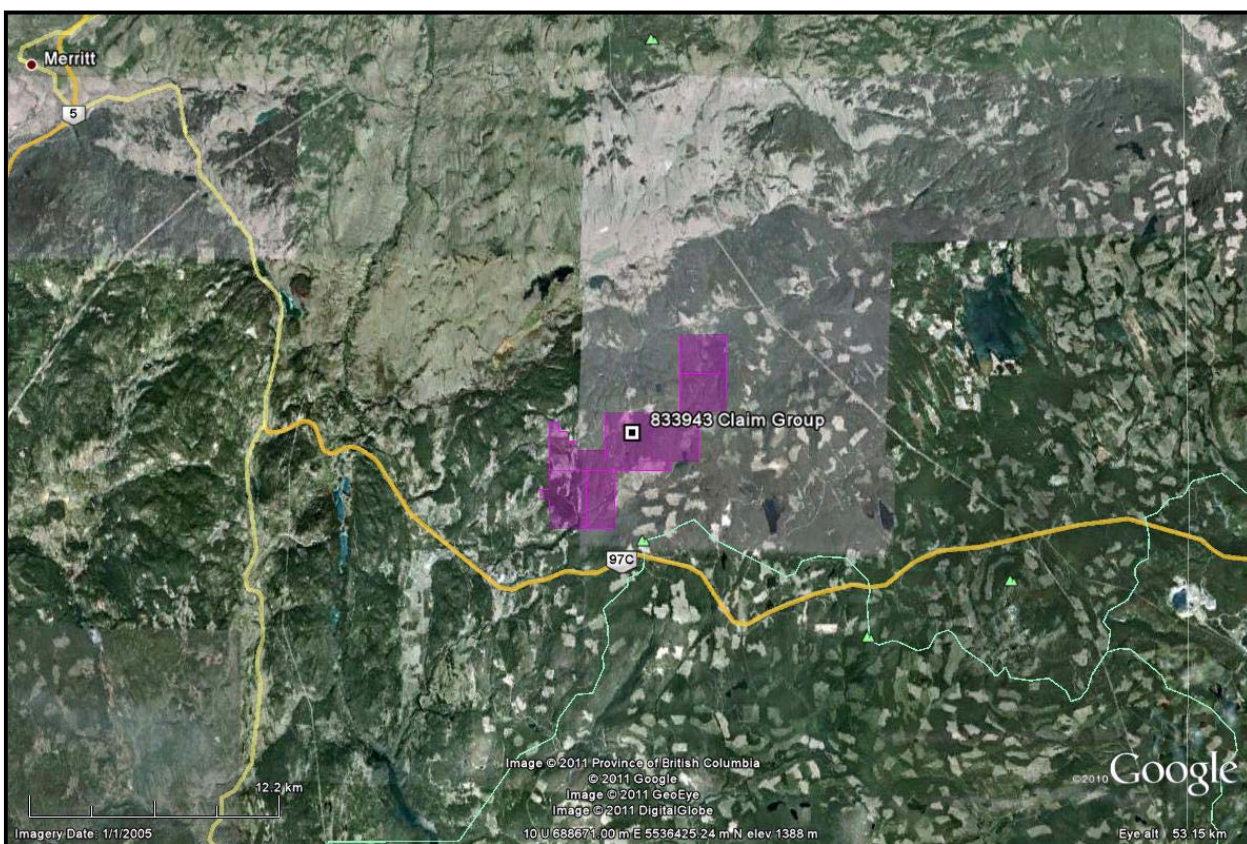
Ten kilometres west-southwest

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

History: Tenure 833943 Claim Group Area (cont'd)**HN-WEN prospect (Volcanic redbed Cu)****MINFILE 092HNE058***Nine kilometres southwest*

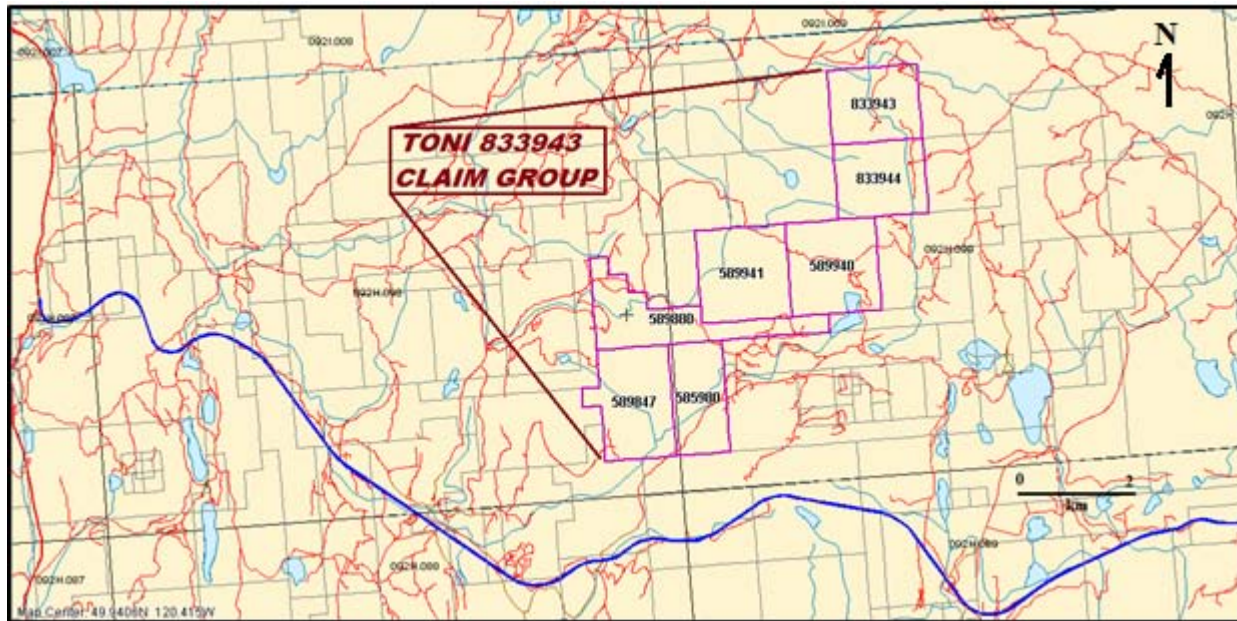
Adits and trenches were initially cut around 1900; later work included diamond drilling and trenching in the 1960s and 1970s.

Figure 2. Claim Location
(from Google Earth)

**ECHO showing (Volcanic redbed Cu)****MINFILE 092HNE059***Eight kilometres west-southwest*

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

Figure 3. Claim Map (833943 Claim Group)
(from MapPlace)



History: Tenure 833943 Claim Group Area (cont'd)

ELK past producer (Intrusion-related Au pyrrhotite veins; Polymetallic veins Ag-Pb-Zn +/-Au; Au-quartz veins)

MINFILE 092HNE096

Thirteen kilometres south

From 1992 and 1995 (inclusive), 16,570 tonnes of ore were mined and milled and 1,518,777 grams (48,830 ounces) of gold and 1,903,000 grams (61,183 ounces) of silver recovered.

In 1996, Fairfield shipped all remaining stockpiles, estimated to contain 2700 tonnes and grading greater than 12 grams per tonne (Information Circular 1997-1, page 21). A total of 994 metres of ramp access and three development levels exist underground.

Reverse circulation drilling, underground diamond drilling, reclamation, road construction, water sampling and aerial photography were also undertaken during this period.

Surface and underground diamond drill programs were carried out in the Siwash Mine area from 1994 to 1996 to define the resource. Exploration surface drilling was also carried out during the 1995 and 1996 field seasons to test trench targets between the Siwash mine site and the South Showing area 2.5 kilometres to the south. Limited prospecting and environmental monitoring was undertaken from 1997 to 1999.

In 1995, Fairfield Minerals with the support from the Explore B.C. Program carried out an extensive program including geochemistry, 13,972 metres of surface and underground diamond drilling in 315 holes and reserve calculations.

History: Tenure 833943 Claim Group Area (cont'd)**SHRIMPTON CREEK PLACER** *past producer (Surficial placers)*

MINFILE 092HNE180

Sixteen kilometres southwest

The creek was worked by F. Keeling in 1939, between 6.4 and 8 kilometres above Missezula Lake.

ELK (LAKE ZONE) *prospect (Intrusion related Au pyrrhotite veins; Polymetallic veins Ag-Pb-Zn+/-Au)*

MINFILE 092HNE295

Fifteen kilometres south

This prospect was discovered by Fairfield Minerals Ltd. in 1989 after trenching soil and electromagnetic anomalies outlined in 1987 and 1989. Placer Dome Inc. drilled 4 holes totalling 259 metres in 1990.

KING 6 *showing (Intrusion related Au pyrrhotite veins; Polymetallic veins Ag-Pb-Zn+/-Au)*

MINFILE 092HNE297

Thirteen kilometres southeast

The showing was sampled by Kingsvale Resources Inc. in 1991.

KING 8 *showing (Intrusion related Au pyrrhotite veins; Polymetallic veins Ag-Pb-Zn+/-Au)*

MINFILE 092HNE298

Fourteen kilometres southeast

The showing was sampled by Kingsvale Resources Inc. in 1991.

GEOLOGY: REGIONAL

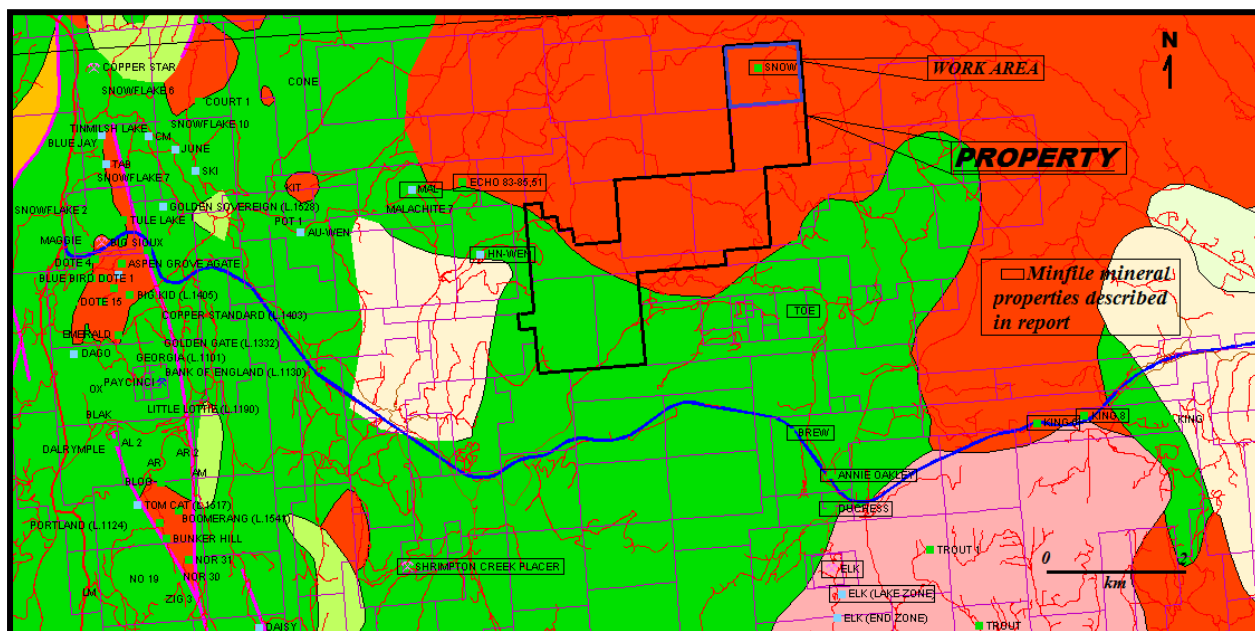
The Aspen Grove geological district is located within the regional Quesnel Trough, a 30 to 60, km wide belt of Lower Mesozoic volcanic and related strata enclosed between older rocks and much invaded by batholiths and lesser intrusions (Campbell and Tipper, 1970). The southern part is the well-known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

The Nicola Group has been divided into western, central, and eastern belts on the basis of lithology and lithogeochemistry and by major fault systems. Variation from calc-alkaline to shoshinitic compositions from west to east has been interpreted to reflect eastward dipping subduction in the Nicola arc. The Tenure 833943 Claim Group is situated within the eastern belt of the Nicola Group which is bounded on the west by the northerly striking Kentucky-Alleyne fault zone.

GEOLOGY: TENURE 833943 CLAIM GROUP AREA

The geology on some of the more significant mineral MINFILE reported occurrences, prospects, and past producers on the Tenure 833943 Claim Group and peripheral to the Tenure 833943 Claim Group (Figure 4) are reported as follows. The distance from the Toni 833943 Claim Group is relative to Tenure 833943, which is the subject of the structural analysis.

Figure 4. Geology, Claim, Index & Minfile
(Base Map: from MapPlace)



GEOLOGY MAP LEGEND

Pleistocene to Recent

PIR_{al}

Unnamed alluvial till

PIR_{vk}

Unnamed alkalic volcanic rocks

Upper Triassic

Eastern Volcanic Facie

uTr_{NE}

lower amphibolite/kyanite grade metamorphic rocks

uTt_{Nsf}

mudstone, siltstone, shale, fine clastic sedimentary rocks

uTr_{NMI}

basaltic volcanic rocks

uTr_{Jum}

unnamed ultramafic rocks

Central Volcanic Facies

uTr_{Nc}

andesitic volcanic rocks

Late Triassic to Early Jurassic

LTr_{Jgd}

unnamed granodiorite intrusive rocks

LTr_{Jdr}

dioritic to gabbroic intrusive rocks

Geology: Tenure 833943 Claim Group Area (cont'd)*MAL prospect (Cu skarn; Fe skarn; Au skarn)**MINFILE 092HNE002**Six kilometres west-southwest*

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

The occurrence lies in the northern assemblage of the Eastern belt or facies of the Nicola Group (after Preto, Bulletin 69). This assemblage mainly consists of well-bedded submarine volcanoclastic rocks and volcanic flows.

The main Aspen Grove copper camp lies several kilometres to the west in the Central belt, separated by the north-striking Kentucky-Alleyne fault system (Bulletin 69).

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

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

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

*ANNIE OAKLEY past producer (Volcanic redbed-Cu)**MINFILE 092HNE029**Seven kilometres south*

This showing is hosted in variably silicified andesite of the Upper Triassic Nicola Group, 1.2 kilometres northwest of the Middle Jurassic Osprey Lake batholith.

The andesite is cut by a fault zone (Annie Oakley fault), striking 130 degrees and dipping 20 degrees south. This fault is possibly a splay off the Brew fault (see Brew, 092HNE275), 1.35 kilometres northwest. The zone is strongly clay altered and occasionally cut by quartz veins up to 6 centimetres wide. Trace to 1 per cent fine-grained pyrite is present within the fault.

Geology: Tenure 833943 Claim Group Area (cont'd)**HN-WEN prospect (Volcanic redbed Cu)****MINFILE 092HNE058***Nine kilometres southwest*

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

The occurrence lies in the northern assemblage of the Eastern belt of the Nicola Group (after Preto, Bulletin 69).

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

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

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

ECHO showing (Volcanic redbed Cu)**MINFILE 092HNE059***Eight kilometres west-southwest*

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

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

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

Geology: Tenure 833943 Claim Group Area (cont'd)*TOE prospect (Volcanic redbed Cu; Alkalic porphyry Cu-Au)**MINFILE 092HNE060**Seven kilometres south*

The Toe occurrence consists of minor copper mineralization located sporadically in the area between Paradise and Boot lakes, 21 kilometres northeast of the community of Missezula Lake. This area lies 18 kilometres east of the historical Aspen Grove copper camp, between Merritt and Princeton.

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

The occurrence lies in the Eastern belt or facies of the Nicola Group, which is characterized by submarine volcanoclastic rocks and volcanic flows (Bulletin 69; Geological Survey of Canada Map 41-1989). Exposure is limited in the Paradise and Boot lakes Breccias containing rounded volcanic, dioritic and granitic fragments in a granitic matrix crosscut Nicola rocks, Osprey Lake batholith and Otter intrusions rocks. The elongate breccia bodies vary in width from 5 to 30 metres and trend northeasterly.

These zones may be portions of major fault structures, but displacement, if any, is not readily apparent. Andesite dikes are the youngest units mapped, postdating all of the above. They are dark greyish green, fine grained and vary in thickness from 30 centimetres to 5 metres. They are commonly muscovite-altered and brown weathering. Strong orange and blue clay alteration is also evident in these rocks.

Mineralization appears to be spatially associated with these (Tertiary (?)) andesite dikes which are locally cut by quartz veins. The Nicola Group lithologies mapped on the Elk property consist of dark greyish green, massive basaltic andesite (some porphyritic containing pyroxene and/or amphibole phenocrysts and some containing 0.5-millimetre laminae of sand-sized black grains); pale grey-green siliceous laminated tuff; and brownish green to pale green agglomerates containing fragments from 5-50 centimetres in size. The Nicola rocks are occasionally silicified, carbonatized or epidote-altered. Iron oxide staining and finely disseminated pyrite are common. Nicola rocks on the west side of the property dip approximately 60 degrees west, forming the east limb of a syncline. The syncline trends roughly north-south and its axis passes about 5 kilometres west of the property. Structural deformation in the area appears to be minimal.

The Osprey Lake granitic rocks are pinkish grey, medium to coarse-grained, equigranular quartz monzonite to granodiorite in composition. Pink, sugary textured aplite dikes cut the quartz monzonite. Quartz diorite related to the batholith is far less common and occurs as stocks. Dikes of quartz monzonite and hornblende-biotite-quartz monzonite also occur. Alteration includes weak to strong propylitic, argillic, phyllic and silicic assemblages. The Otter intrusions comprise quartz feldspar porphyry, feldspar porphyry and quartz-biotite-feldspar dikes and stocks. The quartz feldspar porphyry is extensively clay altered.

Geology: Tenure 833943 Claim Group Area (cont'd)

ELK past Producer (Intrusion-related Au pyrrhotite veins; Polymetallic veins Ag-Pb-Zn +/-Au; Au-quartz veins)

MINFILE 092HNE096

Thirteen kilometres south

The Elk property is underlain by Upper Triassic volcanics and sediments of the Nicola Group and by Middle Jurassic granites and granodiorites of the Osprey Lake batholith. The contact between these units trends northeasterly across the property. Early Tertiary feldspar porphyry stocks and dikes of the Otter intrusions occur throughout the property. The western property area is underlain by steeply west-dipping andesitic to basaltic flows, agglomerates, tuffs and minor siltstone and limestone units of the Nicola Group. The eastern half of the property is underlain by granitic rocks of the Osprey Lake batholith.

DUCHESS showing (porphyry Cu +/-Mo+-Au)

MINFILE 092HNE137

Twelve kilometres south

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

The area of the Duchess occurrence straddles the contact between the Eastern belt or facies of the Nicola Group, which is characterized by submarine volcanoclastic rocks and volcanic flows, and the Osprey Lake batholith to the east (Bulletin 69; Geological Survey of Canada Map 41-1989). The volcanics generally consist of augite porphyritic andesitic or basaltic flows and lapilli tuffs, and are accompanied by diorite and minor argillaceous sedimentary rocks (Assessment Reports 4525, 18041, 20994).

The Osprey Lake batholith is a large, composite, locally megacrystic granite to granodiorite intrusion of Middle Jurassic age (Geological Survey of Canada Paper 91-2, page 95).

The Duchess occurrence is on the northwestern margin of the batholith, which in this area consists of hornblende biotite granodiorite with a weak foliation parallel to its margin (Assessment Report 4525). The adjacent andesitic volcanics have been contact metamorphosed and hydrothermally epidotized, with minor secondary carbonate (Assessment Report 4525).

SHRIMPTON CREEK PLACER past producer (Surficial placers)

MINFILE 092HNE180

Sixteen kilometres southwest

Shrimpton Creek flows southwest from its headwaters immediately south of The Wart for 10 kilometres. The creek continues south- southwest for 6 kilometres before entering Missezula Lake, 38.5 kilometres north of Princeton. Most of the creek flows through a broad, gently sloping valley, which steepens somewhat in the lower 4 kilometres.

Geology: Tenure 833943 Claim Group Area (cont'd)

BREW showing (Alkalic porphyry Cu-Au; Subvolcanic Cu-Ag-Au; As-Sb)

MINFILE 092HNE275

Ten kilometres south

This occurrence is hosted in volcanics and minor sediments of the Upper Triassic Nicola Group, 2.6 kilometres northwest of the Middle Jurassic Osprey Lake batholith. The volcanics consist primarily of andesite and fine-grained diorite. The contact between the two units is gradational, suggesting the diorite may be a subvolcanic equivalent of the andesite. Minor tuffs, lapilli tuffs, agglomerates, and feldspar porphyritic andesite are also present. The sediments consist of mudstone, siltstone, shale, and rare carbonate, intercalated with the pyroclastic units. A major fault zone, the Brew fault, striking 140 degrees and dipping steeply southwest, is exposed along the Coquihalla Highway for 600 metres.

The zone is approximately 40 metres wide. It is somewhat gossanous and exhibits carbonate and clay alteration and sporadic silicification. Some quartz +/- calcite stringers and blebs are present but not common. Pyrite is ubiquitous along the entire fault. Sections of the zone are strongly mineralized with massive veins, narrow stringers and occasional disseminations of marcasite, pyrite and pyrrhotite. Samples of pyritic clay-altered sections have yielded up to 0.280 gram per tonne gold and 0.445 per cent arsenic (Assessment Report, 18041, page 8, samples 128665, 44719)

A sample from a zone of quartz stringers analysed 0.600 gram per tonne gold (sample 239716).

This fault is traversed by several significant fault/shear zones striking 100 to 120 degrees. One major crossfault, the Mugwump fault, is exposed west of the Brew fault, striking 100 degrees and dipping 60 degrees south.

ELK (LAKE ZONE) prospect (Intrusion related Au pyrrhotite veins; Polymetallic veins Ag-Pb-Zn+/-Au)

MINFILE 092HNE295

Fifteen kilometres south

The Elk (Lake Zone) prospect is hosted in the northwestern margin of the Middle Jurassic Osprey Lake batholith, about 1000 metres southeast of andesitic volcanics of the Upper Triassic Nicola Group. The intrusion is cut by andesitic dikes of Tertiary age (?) in the vicinity of the deposit.

A zone of quartz veining and associated alteration, up to 4 metres wide, is hosted in moderately to strongly propylitic and argillic altered and sheared quartz monzonite, near and paralleling a west-striking andesitic dike. The zone is centred about the 1-metre wide dike in surface exposures. Trenching and drilling have traced the zone over a strike length of 150 metres and 78 metres down dip. It strikes west and dips about 55 degrees south.

Geology: Tenure 833943 Claim Group Area (cont'd)

KING 6 showing (Intrusion related Au pyrrhotite veins; Polymetallic veins Ag-Pb-Zn+/-Au)

MINFILE 092HNE297

Thirteen kilometres southeast

A drusy quartz vein, 10 centimetres wide, cuts coarse-grained, feldspar megacrystic granite of the Middle Jurassic Osprey Lake batholith.

A shear zone, 70 centimetres wide, cuts coarse-grained, phyllic (sericitic (?))-altered granite of the Middle Jurassic Osprey Lake batholith, near an andesitic dike. The showing is approximately 100 metres south of the contact with andesitic ash and lapilli tuff of the Upper Triassic Whistle Creek Formation (Nicola Group). A pyritic quartz-calcite vein/breccia is associated with the shear zone.

KING 8 showing (Intrusion related Au pyrrhotite veins; Polymetallic veins Ag-Pb-Zn+/-Au)

MINFILE 092HNE298

Fourteen kilometres southeast

A shear zone, 70 centimetres wide, cuts coarse-grained, phyllic (sericitic (?))-altered granite of the Middle Jurassic Osprey Lake batholith, near an andesitic dike. The showing is approximately 100 metres south of the contact with andesitic ash and lapilli tuff of the Upper Triassic Whistle Creek Formation (Nicola Group). A pyritic quartz-calcite vein/breccia is associated with the shear zone.

GEOLOGY: TENURE 833943 CLAIM GROUP

As indicated by the BC government supported MapPlace geological maps, the seven claim Tenure 833943 claim group covers portions of a northwesterly trending contact between the Pennask batholith (LTrJgd) and the Upper Triassic eastern belt of Nicola volcanics (UTrNE). The northern portion of the claim group is underlain by the batholith with some 35% underlain by the Nicola volcanics.

The northwesterly directional trend of the contact appears to be an influence on the primary structure within Tenure 833943 which is located within the Middle Jurassic Osprey Lake batholith some eight kilometres northeast of the property contact and within four kilometres of an intrusive/volcanic contact to the southeast.

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

MINFILE 092HNE292

Within Tenure 833943

The Pine showing is 500 metres south of Quilchena Creek and 4.8 kilometres north-northeast of the north end of Boot Lake. A drillhole intersected minor copper mineralization in weakly to moderately chloritized granite of the Early Jurassic Pennask batholith.

MINERALIZATION: TENURE 833943 CLAIM GROUP AREA

The mineralization on some of the more significant mineral MINFILE reported showings, prospects, and past producers on the Tenure 833943 Claim Group and peripheral to the Tenure 833943 Claim Group are reported as follows. The distance from the Toni 833943 Claim Group is relative to Tenure 833943, which is the subject of the structural analysis.

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

MINFILE 092HNE002

Six kilometres west-southwest

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

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

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

ANNIE OAKLEY past producer (Volcanic redbed-Cu)

MINFILE 092HNE029

Seven kilometres south

A sample of chips from a 2-centimetre wide drusy quartz vein, associated with a narrow clay shear, assayed 2.43 grams per tonne gold, 38.1 grams per tonne silver, 0.27 per cent copper and 1.71 per cent arsenic (Assessment Report 21922, page 9, Table 2, sample WART-R2). Two other samples of quartz vein material, containing scattered grains and bands of galena and sphalerite, assayed 1.17 to 2.23 grams per tonne gold, 264.7 to 1046 grams per tonne silver, 0.15 to 0.53 per cent lead, 0.92 per cent zinc and 0.38 to 0.82 per cent arsenic (Assessment Report 21922, page 9, Table 2, samples WART-R1, WART-R3). A bulk sample yielded 1.2 grams per tonne gold and 0.7 gram per tonne silver (Assessment Report 20994, page 10, sample 16961).

Mineralization: Tenure 833943 Claim Group Area (cont'd)**HN-WEN prospect (Volcanic redbed Cu)****MINFILE 092HNE058***Nine kilometres southwest*

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

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

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

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

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

ECHO showing (Volcanic redbed Cu)**MINFILE 092HNE059***Eight kilometres west-southwest*

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

Mineralization: Tenure 833943 Claim Group Area (cont'd)**TOE prospect (Volcanic redbed Cu; Alkalic porphyry Cu-Au)****MINFILE 092HNE060***Seven kilometres south*

A major copper soil anomaly occurs within the Toe claim group, measuring 3500 by 900 metres; a mercury anomaly is associated (Assessment Reports 1049, 1586). The highest soil anomaly was 0.07 per cent copper (Assessment Report 1586)

ELK past producer (Intrusion-related Au pyrrhotite veins; Polymetallic veins Ag-Pb-Zn +/- Au; Au-quartz veins)**MINFILE 092HNE096***Thirteen kilometres south*

Gold-silver mineralization on the Elk property is hosted primarily by pyritic quartz veins and stringers in altered pyritic granitic and, less frequently, volcanic rocks. Crosscutting relationships indicate that the veins are Tertiary in age; they may be related to Tertiary Otter intrusive events.

To date, mineralization has been located in four areas on the Elk property: Siwash North, South Showing (092HNE261), North Showing (092HNE281) and Siwash Lake (092HNE041, 295).

The Siwash Lake zone is 800 metres south of the Siwash North deposit; the North Showing and South Showing areas are 2 and 3 kilometres south of Siwash North respectively.

In the Siwash North area, gold occurs in veins measuring 5-70 centimetres wide, hosted by a zone of strongly sericitic altered granite and, in the west, volcanic rocks. In general, the mineralized zone trends east-northeast with southerly dips from 20-80 degrees (from east to west), and appears to be related to minor shearing. Quartz veining occurs in a number of parallel to subparallel zones. Each zone consists of one or more veins within an elevation range of 5 to 10 metres that can be correlated as a group to adjacent drillholes. In the eastern parts of the area, up to six subparallel zones occur. Five of these zones are consistent enough to be labelled the A, B, C, D and E zones.

Mineralization in the west has been identified in one or locally two zones (the B and C zones). The main mineralized zone (B) is consistent, with only minor exceptions, across the entire drill grid.

The Siwash North structure has been tested to 335 metres down dip and along a strike length of 925 metres. The zone remains open to depth and along strike.

At surface, supergene alteration has leached out most of the sulphides with some pyrite and chalcopyrite remaining. Mineralization occurs primarily as native gold, occasionally as spectacular aggregates of coarse flakes in frothy quartz (strong pyrite boxwork) or in fractures in the vein. Electrum was noted in one area as very coarse-grained flakes associated with strong manganese staining. Gold is rarely seen in boxworks in sericitic (phyllic) alteration.

Mineralization: Tenure 833943 Claim Group Area (cont'd)**ELK past producer (cont'd)**

In drill core, mineralization has not been affected by supergene processes. Metallic minerals in drill core include pyrite, chalcopyrite, sphalerite, galena, tetrahedrite, maldonite ? pyrrhotite and native gold in order of decreasing abundance). Gold is strongly associated with pyrite and with a blue-grey mineral. Photomicrographs show the gold commonly in contact with this mineral, which may be a gold-bismuth alloy (maldonite?) or a copper-bismuth- antimony sulphosalt.

Gangue mineralogy consists primarily of quartz and altered wallrock fragments. Ankerite is commonly present, with lesser amounts of calcite. Minor barite is also present. Fluorite was noted in one vein as very small (less than 1 millimetre) zoned purple cubes scattered in the quartz.

Stronger alteration generally accompanies higher grade gold mineralization. Seven main types of alteration were recognized in the granitic rocks throughout the property: propylitic, argillic, sericitic, potassium feldspar stable phyllic, phyllic, advanced argillic and silicic. Locally, potassic alteration, skarnification and silicification are evident, but are relatively minor and do not appear to be related to mineralization.

Propylitic alteration is generally light green with biotite and hornblende altered to chlorite, and plagioclase is saussuritized. In volcanics, the colour is generally olive green, and the rock is soft. Argillic alteration is exemplified by bleached rock, with plagioclase white and clay-altered; potassium feldspar is slightly altered.

Volcanics are bleached to light green or grey. Sericitic alteration is typically pale green with a micaceous sheen, with plagioclase altered to sericite; trace disseminated pyrite may be present. This type of alteration is often associated with quartz veins and appears to be the lowest grade alteration associated with gold mineralization. It is not recognized in volcanics.

Potassium feldspar stable phyllic alteration is light pink, green or yellowish with potassium feldspar fresh and pink and blocky. Plagioclase and mafic minerals are altered to fine-grained quartz-sericite-pyrite. It often occurs with veins and is associated with gold mineralization; it is not recognized in volcanics.

Phyllic alteration is generally grey, fine-grained quartz-sericite-pyrite alteration usually associated with veins and often gradational to quartz and often auriferous. Advanced argillic alteration is exemplified by most or all of feldspar being destroyed, quartz is "free-floating". The alteration is often sheared and white in colour and is often associated with quartz veins. Volcanics are white or blue coloured. Silicic alteration is quartz veining or replacement that is hard with moderate conchoidal fracture. There is a strong symmetrical zoning of alteration around the quartz veins: vein-advanced argillic-phyllic-potassium feldspar stable phyllic-argillic-propylitic.

Measured geological reserves of the Siwash North deposit are 308,414 tonnes grading 22.17 grams per tonne gold and 24.68 grams per tonne silver using a cutoff grade of 10 grams per tonne gold.

Mineralization: Tenure 833943 Claim Group Area (cont'd)**ELK past producer (cont'd)**

Reserves are based on results from 107 drillholes at 50-metre grid spacings along 804 metres of strike length to 304 metres down dip. All veining intercepts have been adjusted for true width and assays diluted to 2-metre mining widths (George Cross News Letter No. 223 (November), 1991).

The revised drill indicated reserve, based on more realistic open pit and underground mining widths of 0.39 to 0.79 metre with a 20.5 grams per tonne gold cutoff grade, is 122,458 tonnes averaging 54.5 grams per tonne gold (George Cross News Letter No. 65 (April 2), 1993).

Surface drilling was done on fences 10-50 metres apart, underground drilling on fences 10 metres apart. Reserve calculations by the company and consultant Roscoe Postle gave the following results (Explore B.C. Program 95/96 - A38):

Probable (undiluted) 16,991 tonnes at 28,200 tonnes at 50.2 g/t gold 26.6 g/t gold

Possible (undiluted) 50,260 tonnes at 66,400 tonnes at 42.0 g/t gold 31.4 g/t gold

The 1996 exploration program consisted of 6873 metres of drilling in 91 holes. The Siwash zone has been traced along a 914 metre strike length and down dip to 245 metres.

Reserves estimated by the company at January 1, 1996 were 121,350 tonnes grading 25.4 grams per tonne gold and 35.3 grams per tonne silver.

These include a diluted, probable open-pit resource of 11,340 tonnes grading 58.97 grams per tonne gold, an underground probable resource below the open pit of 20,225 tonnes grading 26.74 grams per tonne gold, and a further possible underground resource of 89,790 tonnes grading 23.66 grams per tonne gold (Information Circular 1997-1, page 21).

Surface diamond drilling totaling 1413.96 metres in 12 holes was completed on the Siwash Mining lease during 2000 testing the B, WD and Gold Creek West (GCW) zones.

A trenching program was carried out in 2001 in the Siwash East Area consisting of six trenches totaling 202 meters. Almaden Resources and Fairfield Minerals Ltd. merged into Almaden Minerals Ltd. in February, 2002.

In 2002, Almaden undertook a 26 hole surface diamond drill program for a total of 4995.67 metres testing the B, WD, GCW and Bullion Creek zones. During the 2003 field season a 6570 metre, 30 hole, diamond drill program was carried out by Almaden in the Siwash North area testing the WD zone. The WD vein system is located approximately 100 metres north of the Siwash B zone vein and has been tested over a strike length of 610m and down dip for 380m.

By the end of May 2004, a total of eight mineralized veins had been discovered on the property. Four vein systems had been drilled in the Siwash area: the B system with a strike length of 900 m has been tested down dip to 320 m; the WD zone with a strike length of 650 m has been tested to 370 m down dip; the GCW zone with a strike length of 300 m has been tested to 130 m down dip and the Bullion Creek (BC) zone which has been tested with two holes to a depth of 75 m.

Mineralization: Tenure 833943 Claim Group Area (cont'd)**ELK past producer (cont'd)**

A new 43-101 compliant resource was calculated using drill data for the Siwash B and WD veins, just two of eight known mesothermal vein structures on the property.

Global (bulk-tonnage and underground mineable) measured and indicated resources were reported to total 668,300 tonnes grading 9.66 grams per tonne gold (207,600 ounces) plus an additional 1,317,200 tonnes grading 4.91 grams per tonne gold (207,800 ounces) in the inferred category (News Release, Almaden Minerals Limited, May 28, 2004).

Included in the global figures is a higher grade, underground-mineable resource totaling 164,000 tonnes grading 33.69 g/t gold in the measured and indicated category, plus another 195 200 tonnes grading 16.38 g/t gold in the inferred category.

In 2004 a diamond drill program consisting of 10,265 meters of NQ drilling in 44 holes was completed. As reported by Almaden in 2001, a possible extension to the B and WD vein systems was found roughly two kilometres along strike to the east, on the other side of an area of overburden cover and no outcrop, as part of a trenching program. Grab samples of the vein material taken at surface returned averaged analyses of 31.6 grams per tonne gold and 104.4 grams per tonne silver (News Release, Almaden Minerals Limited, March 4, 2005). This discovery added about two kilometres of prospective, unexplored strike length to the high-grade vein system.

DUCHESS showing (Porphyry Cu+/-Mo+-Au)**MINFILE 092HNE137***Twelve kilometres south*

This alteration zone is mineralized with pyrrhotite and minor chalcopyrite, which are disseminated in the volcanics or localized in fractures. Locally pyrrhotite forms aggregates between 2 and 5 centimetres across. The chalcopyrite is erratic in its distribution and is generally weak. Pyrite was not recorded.

Strongly altered fault zones, with gold and silver mineralization, occur immediately north of the Duchess occurrence in the Wart claim group (see Annie Oakley (092HNE029) and Brew (092HNE275)).

SHRIMPTON CREEK PLACER past producer (Surficial placers)**MINFILE 092HNE180***Sixteen kilometres southwest*

Particles of flat, well-worn, flaky gold, 1.5 to 3 millimetres in diameter, were recovered from unsorted glacial material. Most of the gold was found near surface. Material lying on or near bedrock was found to be barren of gold.

BREW showing (Alkalic porphyry Cu-Au; Subvolcanic Cu-Ag-Au; As-Sb)**MINFILE 092HNE275***Ten km south*

The zone has been traced on surface for 400 metres and is 30 to 40 centimetres wide. It is comprised of strongly gossanous clay and fault gouge containing 1 to 2 per cent pyrite. Quartz and quartz-calcite stringers and quartz blebs occur sporadically throughout the zone. A sample of quartz vein material yielded 0.14 gram per tonne gold and 14.4 grams per tonne silver (Assessment Report, 18041, page 8, sample 239774).

Mineralization: Tenure 833943 Claim Group Area (cont'd)

ELK (LAKE ZONE) prospect (Intrusion related Au pyrrhotite veins; Polymetallic veins Ag-Pb-Zn+/-Au)

MINFILE 092HNE295

Fifteen kilometres south

The deposit consists of a zone of intense argillic and sporadic sericitic alteration occasionally cut by quartz veins of similar orientation as the enclosing zone. The veins vary from 5 to 34 centimetres wide and locally contain up to 75 per cent pyrite, 10 per cent chalcopyrite, 40 per cent galena and 10 per cent sphalerite. The surrounding altered intrusive is occasionally mineralized with pyrite and up to 15 per cent chalcopyrite. Higher gold values are accompanied by intense argillic alteration containing pyrite and maldonite (?). A sample of an argillic-altered pyritic dike assayed 12.69 grams per tonne gold over a true width of 0.86 metre (Assessment Report 19835, page 42, trench SL89-1). Gold is also associated with pyrite, chalcopyrite and locally high concentrations of galena and sphalerite. Tetrahedrite is also locally present. A sample of a 15-centimetre wide quartz vein with 15 per cent combined pyrite, chalcopyrite and galena assayed 59.93 grams per tonne gold (Assessment Report 21443, page 43, trench SL90-2).

Drilling yielded gold values of up to 2.43 grams per tonne over a true width of 2.0 metres (Assessment Report 21443, page 46). Silver values are higher here than in the Elk (Siwash North) deposit (092HNE096), possibly due to the higher galena content of the quartz veins. Silver values in drill core range up to 141.9 grams per tonne over 0.5 metre (Assessment Report 21443, core logs, hole 90-56, 37.3 to 37.8 metres).

KING 6 showing (Intrusion related Au pyrrhotite veins; Polymetallic veins Ag-Pb-Zn+/-Au)

MINFILE 092HNE297

Thirteen kilometres southeast

The vein is mineralized with scattered blebs of chalcopyrite. A selected sample analysed 0.41 gram per tonne gold and 7.8 grams per tonne silver (Assessment Report 21922, page 9, Table 2, sample Q1b-R3).

KING 8 showing (Intrusion related Au pyrrhotite veins; Polymetallic veins Ag-Pb-Zn+/-Au)

MINFILE 092HNE298

Fourteen kilometres southeast

A pyritic quartz-calcite vein/breccia is associated with the shear zone. A series of selected chips from the vein yielded 0.44 gram per tonne gold and 10.6 grams per tonne silver (Assessment Report 21922, page 9, Table 2, sample Q17-R2A).

MINERALIZATION: TENURE 833943

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

MINFILE 092HNE292

Within Tenure 833943

A drillhole intersected minor copper mineralization in weakly to moderately chloritized granite of the Early Jurassic Pennask batholith. A sample of drill core from 28.0 metres depth contained fine-grained magnetite accompanied by fine-grained chalcocite or bornite along the margins of a zeolite vein.

2011 STRUCTURAL ANALYSIS

Orthophoto maps obtained from MapPlace were utilized as the base map for the structural analysis on Tenure 833943. The analysis was accomplished using a stereographic projection viewing of the maps and marking the lineaments on an overlay. A total of 93 lineaments were marked (Figure 5), compiled into a 10 degree class interval, and plotted as a rose diagram as indicated on Figure 6.

Figure 5. Indicated Lineaments on Tenure 833943

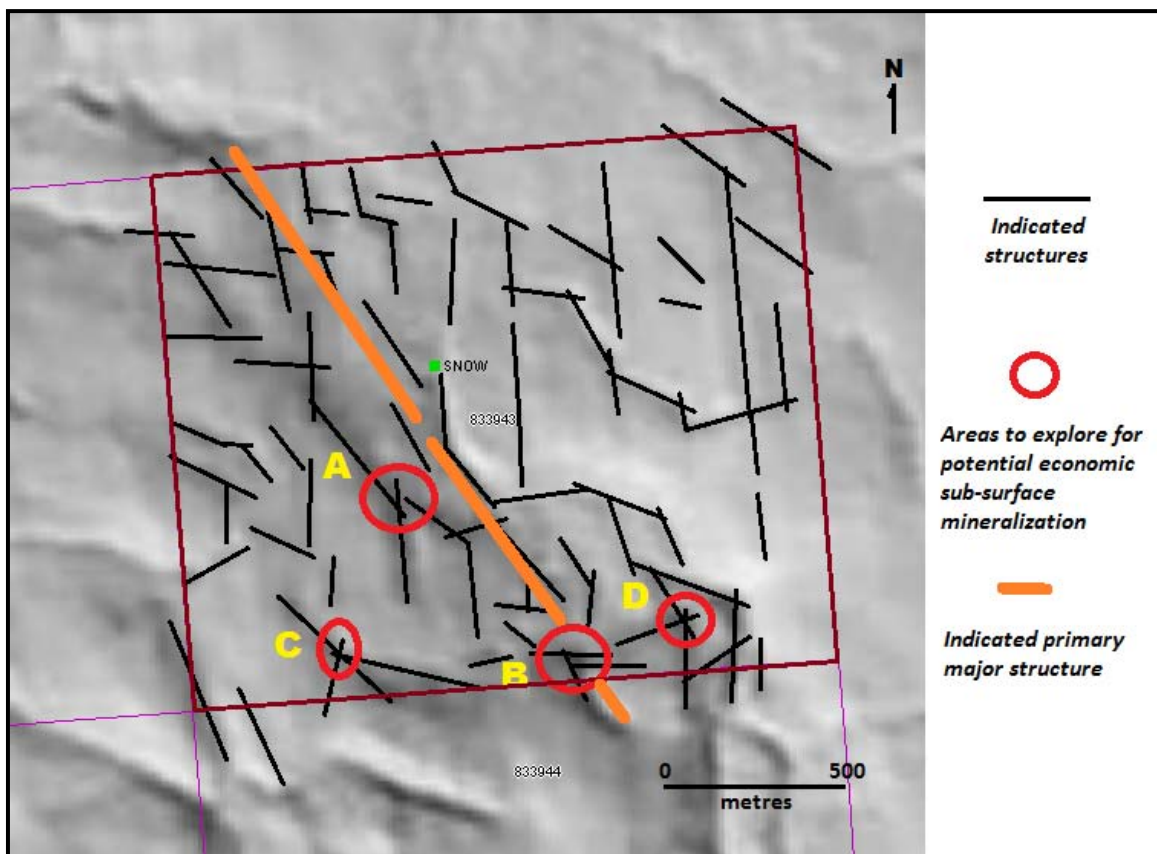
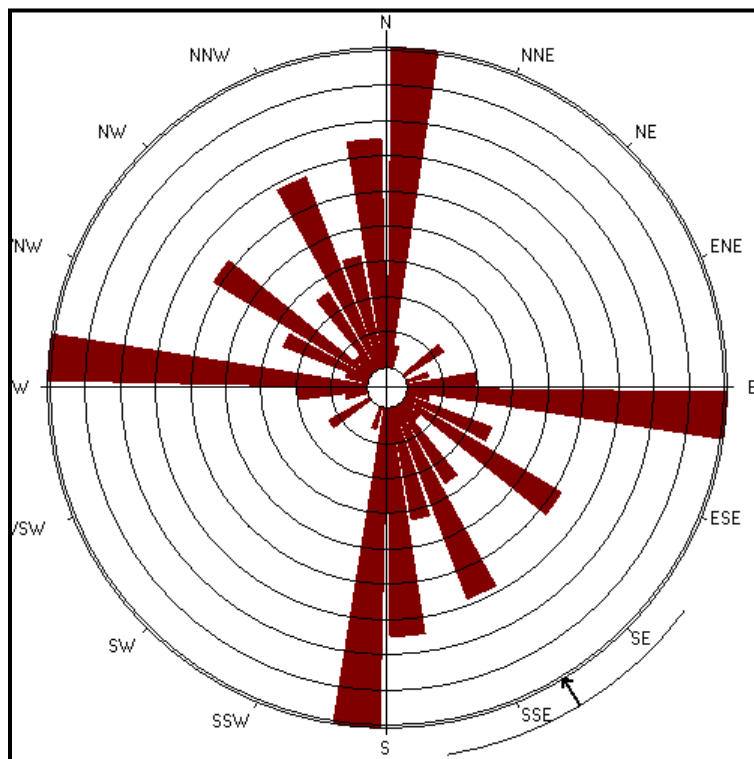


Figure 6. Rose Diagram from lineaments (Figure 5) of Tenure 833943.



Circular Std.Dev. = 42.38°
 Circ. Dispersion = 2.79
 Circ.Std Error = 0.1902
 Circ.Skewness = 2.76
 Circ.Kurtosis = -9.18
 kappa = 0.71
 (von Mises concentration param. estimate)

Resultant length = 25.78
 Mean Resultant length = 0.3348

'Mean' Moments: Cbar = 0.1536; Sbar = -0.2975
 'Full' trig. sums: SumCos = 11.8303; Sbar = -22.9072
 Mean resultant of doubled angles = 0.3751
 Mean direction of doubled angles = 178

STATISTICS

(After: Holcomb)

Axial (non-polar) data
 No. of Data = 77
 Sector angle = 10°
 Scale: tick interval = 2% [1.5 data]
 Maximum = 18.2% [14 data]
 Mean Resultant dir'n = 149-329

[Approx. 95% Confidence interval = ±21.9°]
 (valid only for unimodal data)

—
 Mean Resultant dir'n = 148.7 - 328.7
 Circ.Median = 154.0 - 334.0
 Circ.Mean Dev.about median = 32.8°
 Circ. Variance = 0.24

(Usage references: Mardia & Jupp, 'Directional Statistics', 1999, Wiley;
 Fisher, 'Statistical Analysis of Circular Data', 1993, Cambridge University Press)
 Note: The 95% confidence calculation uses Fisher's (1993) 'large-sample method'

INTERPRETATION

The Structural analysis on Tenure 833943 of the Victory Resources Toni 833943 Claim Group indicates two dominant trends; north-south and east-west. These two trends, although appear dominant in the analysis are indicated dominant due to numbers and reflected as such in the Rose Diagram. These trends are secondary structures resulting from a primary northwesterly force indicated as the northwesterly trending primary major structure approximating the Mean Resultant direction of 149-329 degrees (Figure 6).

In any event, the structural intersections would be prime areas to explore for surficial indicators of potentially economically potential sub-surface mineralization which if present, may have migrated or expressed the mineral geological signatures within this most favourable structural passage. These mineral indicators could be expressed surficially as minor mineralization and/or as variable alteration mineral indicators; one indication may be the SNOW mineral showing (Minfile 092HNE292) located within Tenure 833943 where a drill hole intersected minor copper mineralization in weakly to moderately chloritized granite of the Pennask batholith.

Excluding other variable geological conditions, the structures are essential in the localization of potentially economic mineralization within the Pennask granodioritic intrusive of Tenure 833943. For other mineral deposit types that may occur within the Tenure 833943 Claim Group reference is made in the report to 12 other Minfile properties outside Tenure 833943. These Minfile descriptions, copied from the Minfile records, are shown on Figure 4 and are included herein as potential types of mineralization that should be sought after on the Tenure 833943 claim group as geological indicators of potentially economic sub-surface mineralization. The most favourable areas for exploration on Tenure 822943 are indicated on Figure 5.

Respectfully submitted
Sookchoff Consultants Inc.



Laurence Sookchoff, P.Eng

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092HNE002 – MAL

092HNE029 – ANNIE OAKLEY

092HNE058 – HN-WEN

092HNE059 - ECHO

092HNE060 - TOE

092HNE096 - ELK

092HNE137 - DUCHESS

092HNE180 – SHRIMPTON

CREEK PLACER

092HNE275 - BREW

092HNE292 - SNOW

092HNE295 – ELK (LAKE ZONE)

092HNE297 – KING 6

092HNE298 – KING 8

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Sookchoff, L. 2010: Geological Assessment Report on Tenure 589940 of the 589940 Claim Group of the Victory Resources Corporation Toni Property. AR 31,672.

STATEMENT OF COSTS

Work on Tenure 833943 was done from August 18, 2011 to August 21, 2011 to the value as follows:

Structural Analysis

Laurence Sookochoff, P Eng. 2 days @ \$ 900.00/day -----	\$ 1,800.00
Maps -----	1,200.00
Report -----	<u>3,750.00</u>
	\$ 6,750.00
	=====

CERTIFICATE

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

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

I, Laurence Sookochoff, further certify that:

- 1) I am a graduate of the University of British Columbia (1966) and hold a B.Sc. degree in Geology.
- 2) I have been practicing my profession for the past forty-five years.
- 3) I am registered and in good standing with the Association of Professional Engineers and Geoscientists of British Columbia.
- 4) The information for this report is based on information as itemized in the Selected Reference section of this report and from work the author has performed on the Toni Property since 2006.
- 5) I have no interest in the Tenure 833943 Claim Group as described herein.
- 6) I am a director of Victory Resources Corporation.



Laurence Sookochoff, P. Eng.