VICTORY RESOURCES CORPORATION

(Owner & Operator)

GEOLOGICAL ASSESSMENT REPORT

(Event 5458242)

on a

STRUCTURAL ANALYSIS

Work done on

Tenure 898130

of the seven claim

Toni 898130 Claim Group

of the 89 claim 40,526 hectare

TONI PROPERTY

Nicola Mining Division

BCGS Map 092H.098/.099

Centre of Work
5,538,317N 689,517E

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SUMMARY

The seven claim Toni 898130 Claim Group of the 89 claim, 40,526 hectare Toni 898130 Claim Group covers an area of 2992 hectares located 215 kilometres northeast of Vancouver and 34 kilometres southeast of Merritt. Tenure 898130 of the Toni 898130 Claim Group, the subject of this report, is located 13 kilometres north of the formerly productive Elk gold-silver deposit. The southern claims of the Toni 898130 Claim Group are adjoining the Elk property with the productive Elk mineral deposit 2 1/2 kilometres south of the common boundary.

Gold Mountain Mining Corporation, the present owner of the Elk property reports (2012 Corporate Presentation) on recent information at the Elk Property; past gold production at 51,500 ounces at 97 g/t (>3 opt) and an existing gold resource of 301,000 ounces gold in a measured and indicated category with 263,000 ounces of gold in an inferred category.

Gold Mountain has completed the first 500 dry short tons of the 10,000 tonne bulk sample. The 500 ton sample averaged 13.8 grams per tonne gold and contained 201 ounces of recoverable gold. Gross proceeds from the sale were $250,408 USD (Gold Mountain news release October 31, 2013).

The structural controls to the eight generally northerly aligned mineralized zones of the Elk property are indicated as controlled by the major northerly Elk (Siwash) fault and by a transverse easterly to northeasterly fault set. 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.

The Elk fault is topographically indicated for a minimum of 25 kilometres northward from, and not necessarily restricted to the limits of the Elk property in the south, to and beyond the Snow mineral showing *(Minfile 092HNE292)* in the north. The Elk fault is offset for up to two kilometres in the Elk/Snow section; at the Brew mineral showing *(Minfile 092HNE275)* by the Magwump fault and by a northwesterly trending fault at the Snow mineral showing *(Minfile 092H295).* The Elk fault trends northerly trends through Tenure 898133, a claim of the Toni 898130 Claim Group and the location of the Snow mineral showing.

At the SNOW mineral showing, a drill hole intersected minor copper mineralization in weakly to moderately chloritized granite of the Pennask batholith and is indicated near the intersection of the northerly trending Elk fault and the northwesterly trending Snow fault. At the Brew mineral showing, sections of the fault zone are strongly mineralized with massive veins, narrow stringers and occasional disseminations of marcasite, pyrite and pyrrhotite.

As indicated by the BC government supported MapPlace geological maps, the Toni 898130 Claim Group is underlain by the Early Jurassic Pennask batholith (LTrJgd) with the proximal Upper Triassic Eastern Volcanic Facies of the Nicola volcanics (UTrNE) indicated within 200 metres to the southwest.

In the structural analysis of Tenure 898130, five structural intersection locations were delineated which would be prospective areas to explore for surficial geological indicators of a potential mineral resource. Location A would be a prime exploration target as it is the location of three intersecting structures. The second prime exploration area is location E and the lake area; the lake being the intersection of three or more structures.

Excluding other variable geological conditions, the structures are essential in the localization of potentially economic mineralization within the Pennask granodioritic intrusive of Tenure 898130 and the Toni 898130 Claim Group.

INTRODUCTION

In June 2013 a Structural Analysis was completed over Tenure 898130 of the seven claim Toni 898130 claim group (Property) of Victory's 89 claim 40,526 hectare 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 898130 or other claims of the Toni property.

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

***Figure 1*. Location Map**
(from MapPlace)

TONI 898130 CLAIM GROUP LOCATION AND DESCRIPTION

Location

The Toni 898130 Claim Group is located within BCGS Map 092H.098/.099 of the Nicola Mining Division, 215 direct kilometres northeast of Vancouver and 34 direct kilometres southeast of Merritt. The centre of the work area is at 5,538,317N, 689,517E (NAD 83).

Toni 898130 Claim Group Description and Location *(cont'd)*

Figure 2. **Claim Location: Toni 898130 Claim Group**
(Base Map from Google Earth)

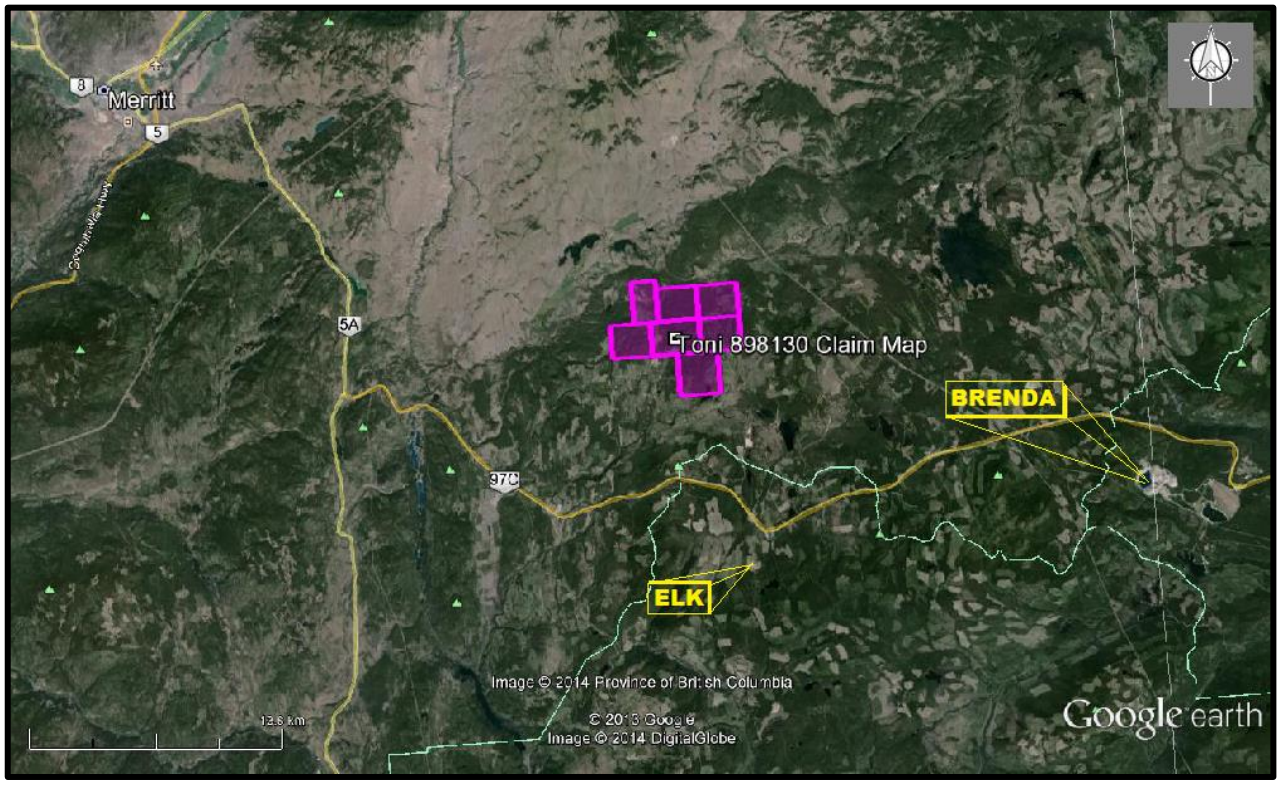
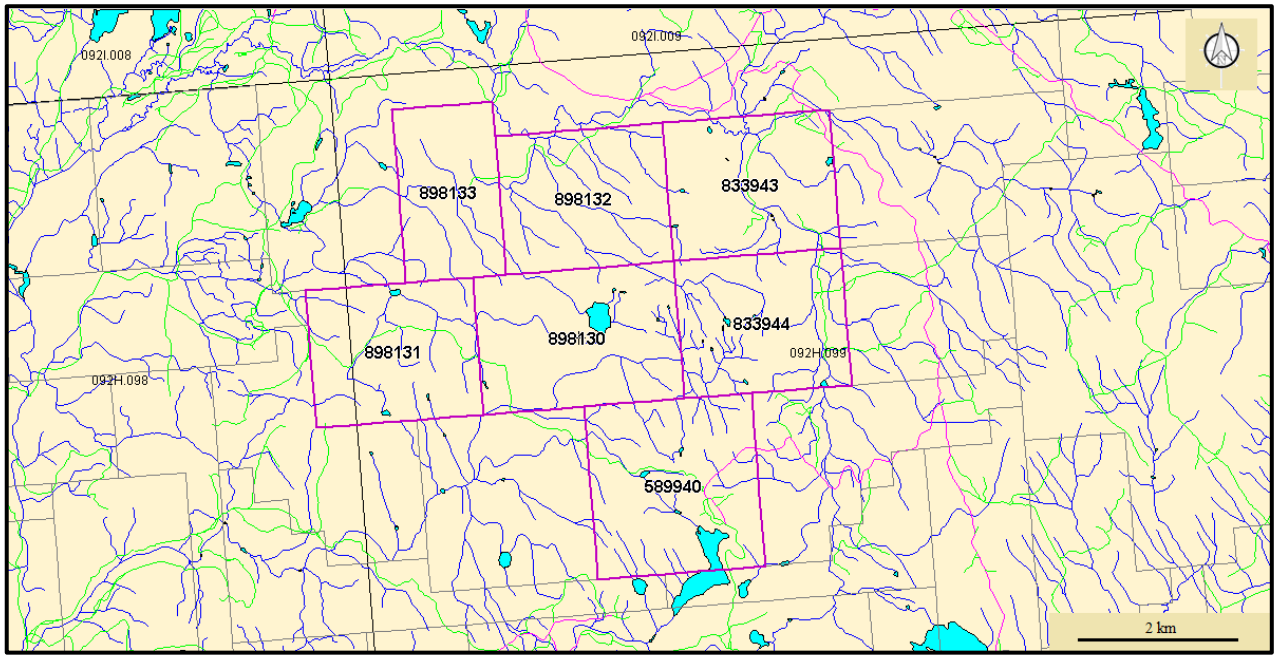


Figure 3. **Claim Map (Toni 898130 Claim Group**
(from MapPlace)



***Toni 898130 Claim Group Location and Description** (cont'd)*

Description

The Property is comprised of seven claims covering an area of 2992.4945 hectares. Particulars are as follows:

Table I. Tenures of Toni 898130 Claim Group

Tenure Number	Type	Claim Name	Good Until*	Area (ha)
589940	Mineral	TONI 28	20140320	519.768
833943	Mineral	SNOW	20140320	415.5088
833944	Mineral	SNOW 1	20140320	415.6536
898130	Mineral	SNOW 2	20140320	498.7833
898131	Mineral	SNOW 3	20140320	415.6527
898132	Mineral	SNOW 4	20140320	415.5094
898133	Mineral	SNOW 5	20140320	311.6187

*Upon the approval of the assessment work filing, Event Number 5458242.

ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY

Access

There are three access routes to the Toni 898130 Claim Group.

The first route is to the southwestern part of the Property. From Merritt the Princeton-Kamloops Highway 5A/97C is taken southward for 27 kilometres to the Aspen Grove junction thence eastward on Highway 5A or the Coquihalla connector Highway for 15 kilometres to the Loon Lake Junction. A forestry road is then taken southward, eastward, and mainly northward for 16 kilometres to the southern boundary of Tenure 898130.

The second route is to the eastern part of the Property from the Elkhart Junction, 27 kilometres east of the Aspen Grove Junction. A forestry road is taken northward for 15 kilometres to the power line road, northwestward for two kilometres, and southwestward for five kilometres to the eastern boundary of Tenure 833944.

The third route is to the northern part of the Property from Quilchena, which is located 25 kilometres northwest of Merritt on the Princeton-Kamloops 5A Highway. The year-round maintained Pennask Lake road is taken southward for 29 kilometres to a junction with a forestry road leading circuitously for four kilometres to the northern boundary of Tenure 833944 and another one kilometre to within 140 metres of the Minfile Snow mineral showing.

Climate

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 Toni 898130 Claim Group snow cover on the ground could be from December to April and would not hamper a year-round exploration program.

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

Local Resources & Infrastructure

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.

Physiography

The topography within the Toni 898130 Claim Group is of gentle to moderate sloped predominantly forested hills with few localized logged areas. Relief is in the order of 450 metres ranging from elevations of 1,173 metres within the northwest to 1,540 metres in the southwest.

WATER and POWER

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 Toni 898130 Claim Group.

A 500Kv power line, twinned with a 150Kv power line is located within three kilometres northeast of the Property.

HISTORY: TONI 898130 CLAIM GROUP AREA

The history on some of the more significant mineral MINFILE reported occurrences, prospects, and past producers and peripheral to the Toni 898130 Claim Group are reported as follows. The distance from the Toni 898130 Claim Group is relative to Tenure 898130, which is the subject of the structural analysis.

BRENDA past producer (Porphyry Cu +/- Mo +/- Au)
MINFILE 092HNE047
Twenty-seven kilometres east-southeast

The Brenda mine began production in early 1970 with measured geological (proven) reserves of 160,556,700 tonnes grading 0.183 per cent copper and 0.049 per cent molybdenum at a cutoff of 0.3 per cent copper equivalent [eCu = % Cu + (3.45 x % Mo)]. The mine officially closed June 8, 1990.

BIG SIOUX past producer (Volcanic redbed Cu; Alkalic porphyry Cu-Au
MINFILE 092HNE073
Seventeen kilometres west

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

***History: Toni 898130 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.

KING 8 showing (Intrusion-related Au pyrrhotite veins; Polymetallic veins Ag-Pb-Zn+/-Au)
MINFILE 092HNE299
Fourteen kilometres southeast

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

WAVE 1 anomaly (Polymetallic veins Ag-Pb-Zn+/-Au)
MINFILE 092HNE311
Eight kilometres east-northeast

Between 1986 and 1995, Fairfield Minerals conducted exploration, including a program of wide-spaced grid soil sampling. The Wave 1 and 2 claims were staked to cover areas of mineralized quartz float and coincidental soil and stream anomalies. Recently, the area has been explored by Sookochoff Consultants as a part of the Toni property.

WAVE 2 anomaly (Polymetallic veins Ag-Pb-Zn+/-Au)
MINFILE 092HNE312
Eight kilometres east-southeast

Between 1986 and 1995, Fairfield Minerals conducted exploration, including a program of wide-spaced grid soil sampling. The Wave 1 and 2 claims were staked to cover areas of mineralized quartz float and coincidental soil and stream anomalies. Recently, the area has been explored by Sookochoff Consultants as a part of the Toni property.

HISTORY: TONI 898130 CLAIM GROUP

SNOW showing (Porphyry Cu +/- Mo +/- Au; 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.

GEOLOGY: REGIONAL

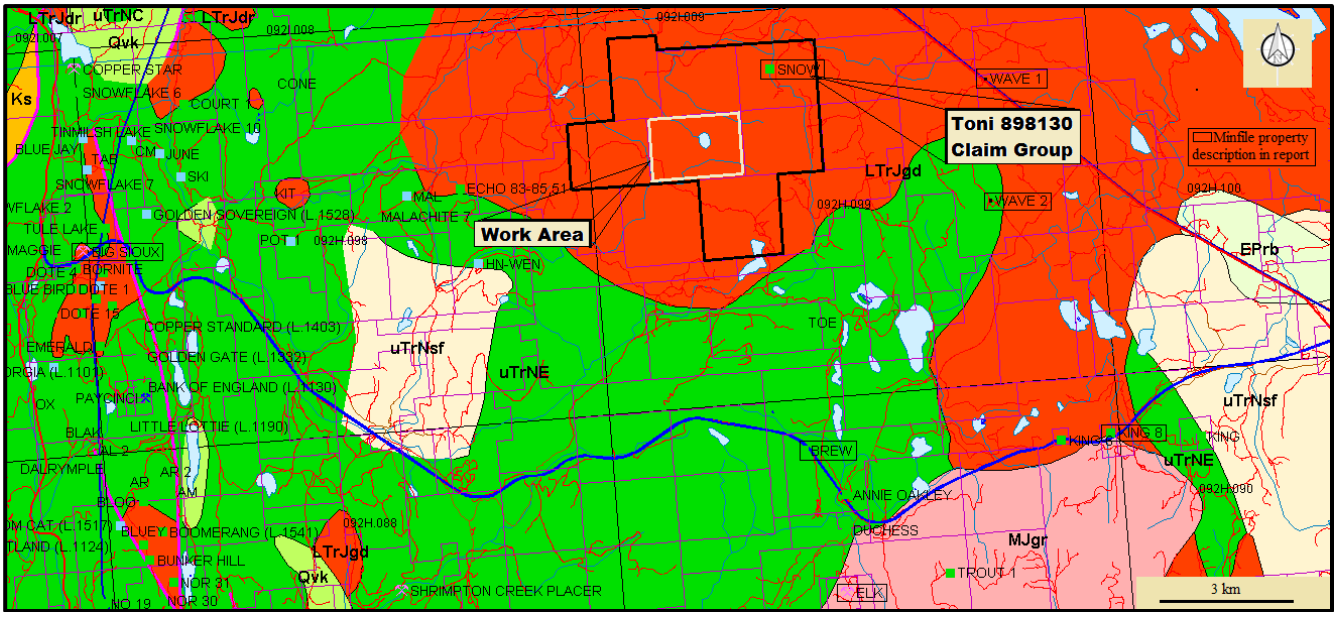
The Aspen Grove geological district is located within the regional Quesnel Trough, a 30 to 60, km wide belt of Lower Mesozoic volcanic and related strata enclosed between older rocks and much invaded by batholiths and lesser intrusions (Campbell and Tipper, 1970). The southern part is the well-known 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 Toni 898130 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: TONI 898130 CLAIM GROUP AREA

The geology on some of the more significant mineral MINFILE reported occurrences, prospects, and past producers peripheral to the Toni 898130 Claim Group (Figure 4) are reported as follows. The distance from the Toni 898130 Claim Group is relative to Tenure 898130, which is the subject of the structural analysis.

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



***Geology: Toni 898130 Claim Group Area** (cont'd)*

GEOLOGY MAP LEGEND

Pleistocene to Recent

PlRal
Unnamed alluvial till

PlRvk
Unnamed alkalic volcanic rocks

Upper Triassic

Eastern Volcanic Facies

uTrNE
lower amphibolite/kyanite grade metamorphic rocks

uTtNsf
mudstone, siltstone, shale, fine clastic sedimentary rocks

uTrNMl
basaltic volcanic rocks

uTrJum
unnamed ultramafic rocks

Central Volcanic Facies

uTrNc
andesitic volcanic rocks

Late Triassic to Early Jurassic

LTrJgd
unnamed granodiorite intrusive rocks

LTrJdr
dioritic to gabbroic intrusive rocks

Middle Jurassic

MJgr
Unnamed granitic, alkalitic feldspar Intrusive rocks

***Geology: Toni 898130 Claim Group Area** (cont'd)*

BRENDA past producer (Porphyry Cu +/- Mo +/- Au)
MINFILE 092HNE047
Twenty-seven kilometres east-southeast

The Pennask Mountain area is mainly underlain by a roof pendant comprising westerly younging, Upper Triassic sedimentary and volcaniclastic rocks of the Nicola Group. These are intruded and enclosed to the north, east and south by plutonic rocks of the Early Jurassic Pennask batholith and Middle Jurassic Osprey Lake batholith. Both the Nicola rocks and the Pennask batholith are unconformably overlain by Tertiary sediments and volcanics of the Princeton Group.

The Brenda copper-molybdenum deposit is within the "Brenda stock", a composite quartz diorite/granodiorite body which forms part of the Pennask batholith. Several ages and compositions of pre and post-ore dikes cut the stock. The deposit is approximately 390 metres from the contact with Nicola Group rocks to the west.

Nicola Group tuffs, volcanic breccias and flows adjacent to the Brenda stock have been altered to "schistose hornfels". This hornfels, which is as wide as 450 metres, is characterized by the development of bands and aligned lenses of felted brown to black biotite. Schistosity generally strikes roughly parallel to the intrusive contact and dips west at 30 to 70 degrees. The schistose hornfels grades westerly into recognizable west-dipping volcanic rocks which in turn are overlain by greywacke, argillite and shales.

The Brenda stock is a composite, zoned quartz diorite to granodiorite body which can be divided into two units. Unit 1 is of quartz diorite composition and contains abundant mafic minerals (hornblende > biotite) and angular quartz grains, whereas unit 2 is porphyritic granodiorite and contains fewer mafic minerals (biotite > hornblende), well-defined biotite phenocrysts and subhedral quartz grains.

***Geology: Toni 898130 Claim Group Area** (cont'd)*

***BRENDA** past producer (cont'd)*

The contact between units 1 and 2 is generally gradational, but locally sharp. At sharp contacts, unit 2 is chilled against unit 1.

Dikes of several ages and compositions cut the Brenda stock. At least four types, aplite-pegmatite, andesite, trachyte porphyry and basalt, have been identified in the Brenda orebody. Similar dikes, as well as felsite, dacite and quartz diorite have been mapped beyond the limits of economic mineralization. The aplite-pegmatite dikes are cut by all other dikes and by all mineralized fractures. The andesite dikes have been altered and mineralized during ore formation. Two types of quartz diorite dikes are found and both are cut by quartz-sulphide veins. Dacite porphyry and felsite dikes are also cut by quartz-sulphide veins.

A trachyte porphyry dike up to 4.5 metres wide and 300 metres in strike length is exposed in the Brenda pit. A weakly mineralized vein was observed in the dike which suggested an intermineral age for the dike. Further evidence has clearly shown that the dikes cut all stages of mineralization, except some of the latest quartz veins (Canadian Institute of Mining and Metallurgy Special Volume 15). Several post-mineral hornblende lamprophyre dikes also occur within the Brenda orebody and are probably genetically related to the trachyte porphyry dikes. Irregular, branching basalt dikes, probably related to Tertiary volcanism, have been intruded along pre-existing fault zones. They cut all phases of mineralization and alteration.

Initial potassium-argon dating of two samples from the Brenda mine area resulted in different ages for hornblende (176 Ma) and biotite (148 Ma). Interpretation of these results suggests that the Brenda stock crystallized about 176 million years ago. Biotite samples from the pit area have been dated at about 146 Ma, which probably represents the age of mineralization (Canadian Institute of Mining and Metallurgy Special Volume 15).

Faults in the Brenda pit are expressed as fracture zones in which the rock is intensely altered to clay minerals, sericite, epidote and chlorite. These fracture zones range in width from a few centimetres to 9 metres. Most strike 070 degrees and dip steeply south. Northwest-striking faults exhibit left-lateral movement. The faults transect all mineralization, except some calcite veins. Sulphides, especially molybdenite, have been smeared along fault planes. Shear zones are wider and more numerous in the north half of the pit, where they control bench limits.

BIG SIOUX past producer (Volcanic redbed Cu; Alkalic porphyry Cu-Au
MINFILE 092HNE073
Seventeen kilometres west

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

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

***Geology: Toni 898130 Claim Group Area** (cont'd)*

***Big Sioux** past producer (cont'd)*

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

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.

BREW showing (Alkalic porphyry Cu-Au; Subvolcanic Cu-Ag-Au; As-Sb)
MINFILE 092HNE275
Thirteen 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.

KING 8 showing (Intrusion-related Au pyrrhotite veins; Polymetallic veins Ag-Pb-Zn+/-Au)
MINFILE 092HNE299
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).

***Geology: Toni 898130 Claim Group Area** (cont'd)*

WAVE 1 anomaly (Polymetallic veins Ag-Pb-Zn+/-Au)
MINFILE 092HNE311
Eight kilometres east-northeast

The area is underlain by granitic rocks of the Jurassic Pennask batholith and basaltic volcanics of the Triassic Nicola Group.

WAVE 2 anomaly (Polymetallic veins Ag-Pb-Zn+/-Au)
MINFILE 092HNE312
Eight kilometres east-southeast

The area is underlain by granitic rocks of the Jurassic Pennask batholith and basaltic volcanics of the Triassic Nicola Group.

GEOLOGY: TONI 898130 CLAIM GROUP

As indicated by the BC government supported MapPlace geological maps, the 19 claim Toni 898130 Claim Group is predominantly underlain by the Early Jurassic Pennask batholith (LTrJgd) with the proximal Upper Triassic Eastern Volcanic Facies of the Nicola volcanics (UTrNE) indicated within 200 metres to the southwest.

Three prominent directional contacts, northwesterly, northerly, and northwesterly, are evident in the water course pattern of the immediate area within the Nicola rocks and the Pennask intrusive, indicating prevailing tectonic forces prior to, contemporaneous, and subsequent to, the emplacement of the Pennask Batholith. This compressional tectonic force is reported as east-west in the Brenda.

One of the resultant major structures is the area is the northerly trending Elk fault system which is evidenced topographically for a minimum of 25 kilometres from, and not necessarily restricted to the limits of, the formerly productive Elk property in the south, to and beyond the Snow mineral showing *(Minfile 092HNE292)* in the north located within Tenure 833943 of the Property. The Elk fault is offset twice for up to two kilometres in the Elk/Snow section; at the Brew mineral showing *(Minfile 092HNE275)* by the 280 degree striking Magwump fault and by an indicated northwesterly trending fault (Snow fault) at the Snow mineral showing *(Minfile 092H295).*

The Elk fault trends northerly through two of the eastern claims of the Property: Tenure 833943 Tenure 833943.

SNOW showing (Porphyry Cu +/- Mo +/- Au; 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: TONI 898130 CLAIM GROUP AREA

The mineralization on some of the more significant mineral MINFILE reported showings, prospects, and past producers peripheral to the Toni 898130 Claim Group are reported as follows. The distance from the Toni 898130 Claim Group is relative to Tenure 898130, which is the subject of the structural analysis.

***Mineralization: Toni 898130 Claim Group Area** (cont'd)*

BRENDA past producer (Porphyry Cu +/- Mo +/- Au)
MINFILE 092HNE047
Twenty-seven kilometres east-southeast

The Brenda orebody is part of a belt of copper-molybdenum mineralization that extends north-northeast from the Nicola Group-Brenda stock contact. Mineralization of economic grade (0.3 per cent copper equivalent) is confined to a somewhat irregular zone approximately 720 metres long and 360 metres wide. Ore-grade mineralization extends more than 300 metres below the original surface.

Lateral boundaries of ore-grade mineralization are gradational and appear to be nearly vertical.

Primary mineralization is confined almost entirely to veins, except in altered dike rocks and in local areas of intense hydrothermal alteration which may contain minor disseminations. The grade of the orebody is a function of fracture (vein) density and of the thickness and mineralogy of the filling material. The average total sulphide content within the orebody is 1 per cent or less. Chalcopyrite and molybdenite, the principal sulphides, generally are accompanied by minor, but variable, quantities of pyrite and magnetite. Bornite, specular hematite, sphalerite and galena are rare constituents of the ore. Johnson (1973), in a study of 17 samples from the deposit, reported minor pyrrhotite, mackinawite, carrollite, cubanite, ilmenite, rutile and native gold (?), as well as several secondary sulphides (Canadian Institute of Mining and Metallurgy Special Volume 15). Pyrite is most abundant in altered andesite dikes and in quartz-molybdenite veins. The ratio of pyrite to chalcopyrite in the orebody is about 1:10, with the chalcopyrite content diminishing beyond the ore boundaries.

Because mineralization is confined almost entirely to veins in relatively fresh homogeneous rock, the veins are divided into separate stages, based on crosscutting relations and their mineralogy and alteration effects on the hostrock. The vein density within the orebody is not uniform.

Ranges are recorded from less than 9 per metre near the periphery of the orebody to 63 per metre and occasionally 90 per metre near the centre of the orebody. Some veins have very sharp contacts with wallrocks, but most contacts are irregular in detail where gangue and sulphide minerals replace the wallrock.

A vein may show features characteristic of fracture- filling in one part and of replacement in another. Mineralized solutions were introduced into fractures and, during development of the resultant veins, minor replacement of the wallrock ensued.

The chronological stages of mineralization are as follows: (1) biotite-chalcopyrite (oldest); (2) quartz-potassium feldspar- sulphide; (3) quartz-molybdenite-pyrite; (4) epidote-sulphide-magnetite; and (5) biotite, calcite and quartz. Stages 1 through 4 are all genetically related to a single mineralizing episode, which was responsible for the orebody. Stage 5 represents a later, probably unrelated, event(s) (Canadian Institute of Mining and Metallurgy Special Volume 15). Stage 2 veins form the bulk of the mineralization in the deposit, and are the most important source of ore.

Hydrothermal alteration at the Brenda deposit generally is confined to narrow envelopes bordering veins. These alteration envelopes commonly grade outward into unaltered or weakly propylitic-altered rock. Where veins are closely spaced, alteration envelopes on adjacent veins may coalesce to produce local areas of pervasive alteration. For the most part, hydrothermal alteration at the Brenda deposit is exceptionally weak for a porphyry copper system.

Mineralization: Toni 898130 Claim Group Area *(cont'd)*
BRENDA *past producer (cont'd)*

Four types of alteration are recognized in the Brenda deposit, three of which are related to the mineralizing process. Two of these are potassic (potassium feldspar) and biotite, and the other is propylitic. Later argillic alteration has been superimposed on the system along post-mineral faults.

Potassium feldspar and biotite alteration generally are separated in space, but locally occur together. Both types of alteration accompanied sulphide deposition. Potassium feldspar replaces plagioclase adjacent to most stage 2 and, to a lesser extent, stage 3 veins. These irregular envelopes range in width from a centimetre or less up to a metre, with an average of about 2 centimetres. Potassium feldspar also occurs as a minor constituent of stage 1 veins.

Hydrothermal biotite replaces magmatic mafic minerals (hornblende, biotite) and, more rarely, plagioclase in hostrock adjacent to stage 2 and especially stage 3 veins. These envelopes of hydrothermal biotite range in width from less than 1 millimetre to several centimetres.

Weak to intense propylitic alteration, which is characterized by the development of chlorite and epidote, as well as less obvious microscopic sericite and carbonate, is sporadically distributed throughout the Brenda stock. Large areas within the orebody have not been propylitized and in these areas, veins with potassic alteration envelopes clearly cut across propylitized quartz diorite, indicating an early hydrothermal or even a pre-ore origin for the propylitization (Canadian Institute of Mining and Metallurgy Special Volume 15). A second period of propylitization accompanied the development of stage 4 veins and is reflected as envelopes of epidote and chlorite.

Locally intense argillic alteration is confined to post-mineral fault zones where the hostrock has been highly shattered. Kaolinite, sericite and epidote have almost completely replaced the host rocks.

Surface weathering, which is expressed predominantly by the development of limonite, extends as a highly irregular blanket over the mineralized zone for depths ranging from a few metres to greater than 30 metres. In this weathered area, limonite stains all fractures. Fault zones have been especially susceptible to surface weathering, and the argillic alteration of these zones may be primarily the result of groundwater action. Secondary minerals developed during weathering, all highly subordinate in quantity to limonite, include malachite, azurite, hematite, ferrimolybdite, powellite and cupriferous manganese oxides. Cuprite, covellite, chalcopyrite, native copper, tenorite and ilsemannite are rare constituents.

Copper-molybdenum mineralization in the Brenda deposit was developed during several sequential stages, all of which constitute one mineralizing episode.

Each stage occupies unique sets of fractures, which are filled with specific combinations of metallic and gangue minerals. Although the attitudes of veins in each stage are unique in detail, most stages include conjugate steeply dipping sets of northeast and northwest striking veins. If these veins occupy shear fractures, it is probable that they were formed by generally east-west compressive forces. Examination of the structure in the Nicola Group rocks to the west reveals that north-northwest and north trending fold axes also indicate an east-west compression.

It is suggested that intermittent east-west compressional forces intensely fractured the rocks of the Brenda stock during several stages of time and tapped a hydrothermal source, either a later phase of the Brenda stock or a separate intrusive system.

Mineralization: Toni 898130 Claim Group Area *(cont'd)*

BRENDA *past producer (cont'd)*

As each stage of fractures developed, hydrothermal fluids introduced vein material which healed the fractures. Renewed build-up of compressional forces again fractured the rocks, which were again healed. Repetition of this sequence can explain all stages of mineralization within the Brenda deposit. East-west compression continued after ore deposition ceased and produced prominent east-northeast and northwest striking shear zones (Canadian Institute of Mining and Metallurgy Special Volume 15).

BIG SIOUX past producer (Volcanic redbed Cu; Alkalic porphyry Cu-Au
MINFILE 092HNE073
Seventeen kilometres west

Pyrite, pyrrhotite, chalcopyrite and arsenopyrite are disseminated sporadically in the tuffaceous rocks and argillite, up to about 1 per cent, and also occur in fractures (Assessment Reports 11241, 16008). Native gold is associated with the sulphides in narrow quartz-filled fractures in these rocks (Assessment Report 16008). Minor malachite occurs in volcanics.

The overall extent of the mineralization has not been determined, although diamond drilling has demonstrated that minor pyrite, pyrrhotite and chalcopyrite, disseminated or associated with quartz or calcite fracture veinlets, does persist below the surface (Assessment Reports 11241, 16008).

Gold values in the area are generally low, but high values have been obtained from trench sampling and drill core at the main showing. Significant gold assays in chip samples range from 6.8 grams per tonne over 5.1 metres to 10.8 grams per tonne over 4.9 metres (Assessment Report 16008).

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 drill holes. 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.

Mineralization: Toni 898130 Claim Group Area *(cont'd)*

ELK *past producer (cont'd)*

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.

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: Toni 898130 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 downdip. 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 downdip 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.

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).

Mineralization: Toni 898130 Claim Group Area *(cont'd)*

ELK *past producer (cont'd)*

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.

BREW showing (Alkalic porphyry Cu-Au; Subvolcanic Cu-Ag-Au; As-Sb)
MINFILE 092HNE275
Thirteen kilometres 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).

WAVE 1 anomaly (Polymetallic veins Ag-Pb-Zn+/-Au)
MINFILE 092HNE311
Eight kilometres east-northeast

Locally, mineralized quartz vein float was found and contain disseminated pyrite and limonite with occasional specks of chalcopyrite, galena or sphalerite. In 1991, samples of mineralized vein float, up to 0.20 metre in diameter, returned up to 8230 parts per billion gold, 249.3 parts per million silver, 844 parts per million copper and 4091 parts per million lead (Assessment Report 22864).

WAVE 2 anomaly (Polymetallic veins Ag-Pb-Zn+/-Au)
MINFILE 092HNE312
Eight kilometres east-southeast

Locally, mineralized quartz vein float was found and contain disseminated pyrite and limonite with occasional specks of chalcopyrite, galena or sphalerite. In 1991, samples of mineralized vein float, up to 0.20 metres in diameter, returned up to 25.7 parts per million silver, 1732 parts per million lead and 2107 parts per million zinc (Assessment Report 22864).

KING 8 showing (Intrusion-related Au pyrrhotite veins; Polymetallic veins Ag-Pb-Zn+/-Au)
MINFILE 092HNE299
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: TONI 898130 CLAIM GROUP

SNOW showing (Porphyry Cu +/- Mo +/- Au; 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.

STRUCTURAL ANALYSIS

The structural analysis was performed on a MapPlace hillside shade map of Tenure 898130 by viewing of the map and marking the lineaments, or indicated structures, thereon. A total of 96 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 898130**

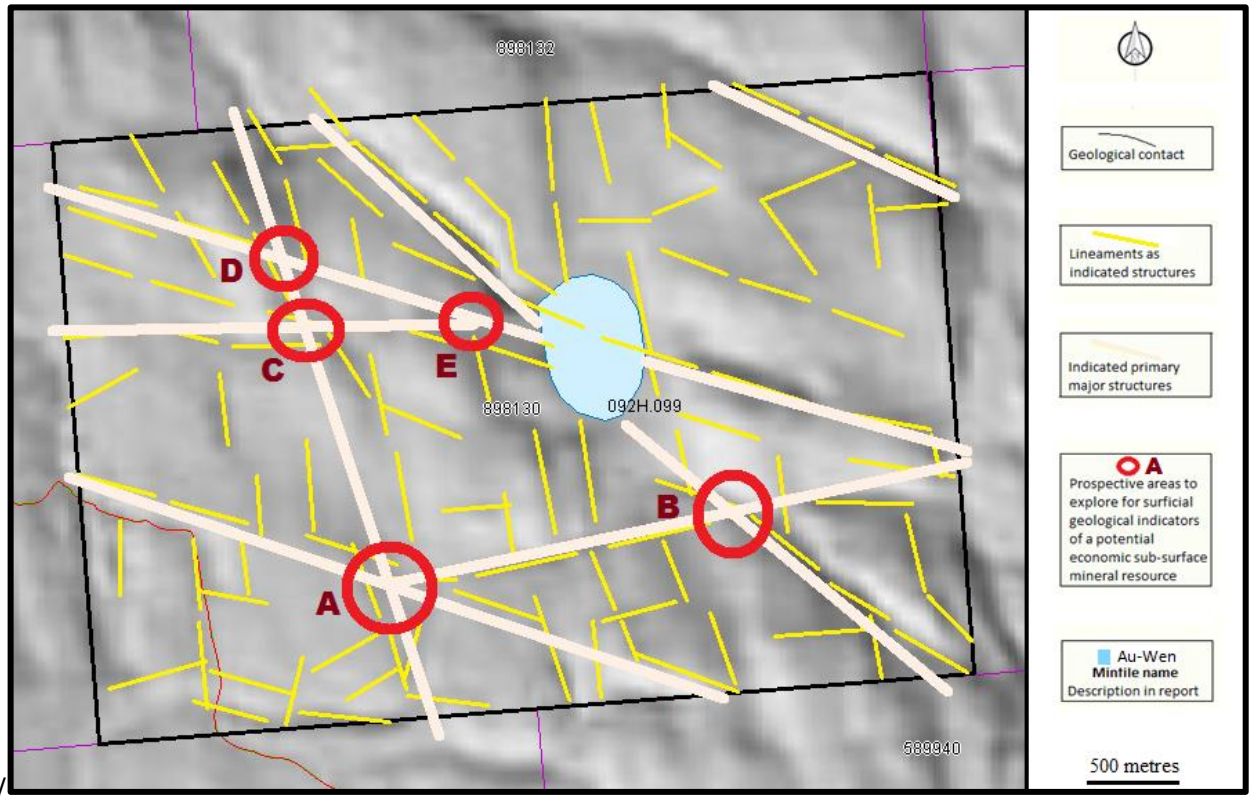


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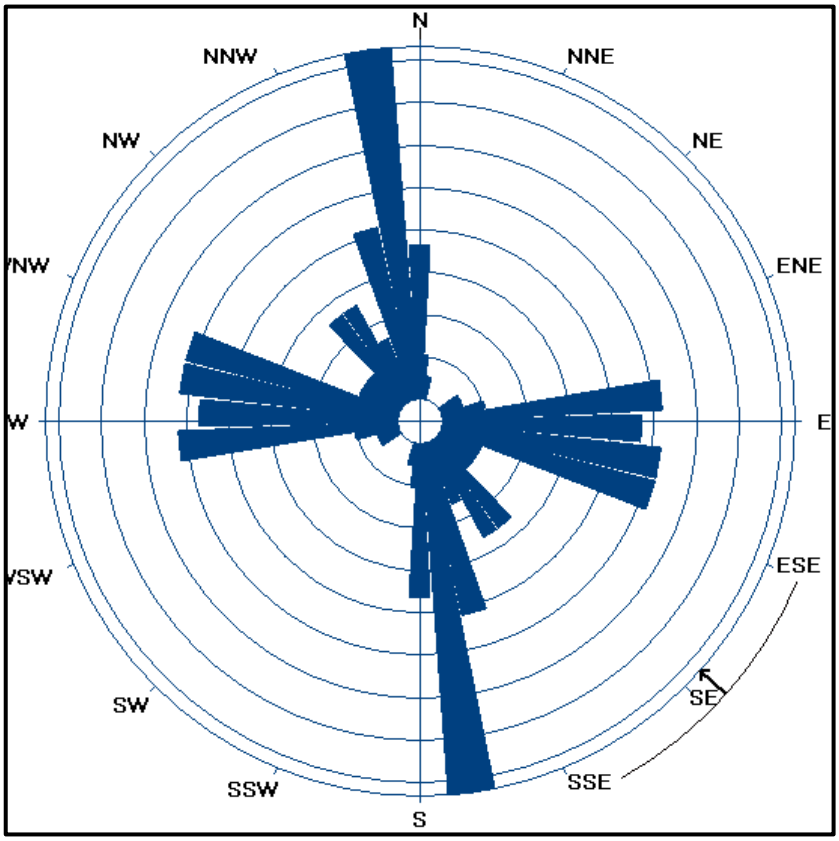
Figure 6. **Rose Diagram from lineaments** *(Figure 5)* **of Tenure 898130**.



STATISTICS

Axial (non-polar) data
No. of Data = 96
Sector angle = 8°
Scale: tick interval = 2% [1.9 data]
Maximum = 16.7% [16 data]
Mean Resultant dir'n = 132-312
[Approx. 95% Confidence interval = ±18.8°]
(valid only for unimodal data)

Mean Resultant dir'n = 131.7 - 311.7
Circ.Median = 002.0 - 182.0
Circ.Mean Dev.about median = 47.3°
Circ. Variance = 0.25
Circular Std.Dev. = 43.26°
Circ. Dispersion = 2.59
Circ.Std Error = 0.1643
Circ.Skewness = -0.37
Circ.Kurtosis = -12.80

kappa = 0.68
(von Mises concentration param. estimate)

Resultant length = 30.70
Mean Resultant length = 0.3198

'Mean' Moments: Cbar = -0.0363; Sbar = -0.3177
'Full' trig. sums: SumCos = -3.4824; Sbar = -30.5011
Mean resultant of doubled angles = 0.47
Mean direction of doubled angles = 176

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

Figure 7. **Toni 898130 Claim Group: Cross-structural & Minfile Locations**
(Base map from MapPlace & Google Earth)

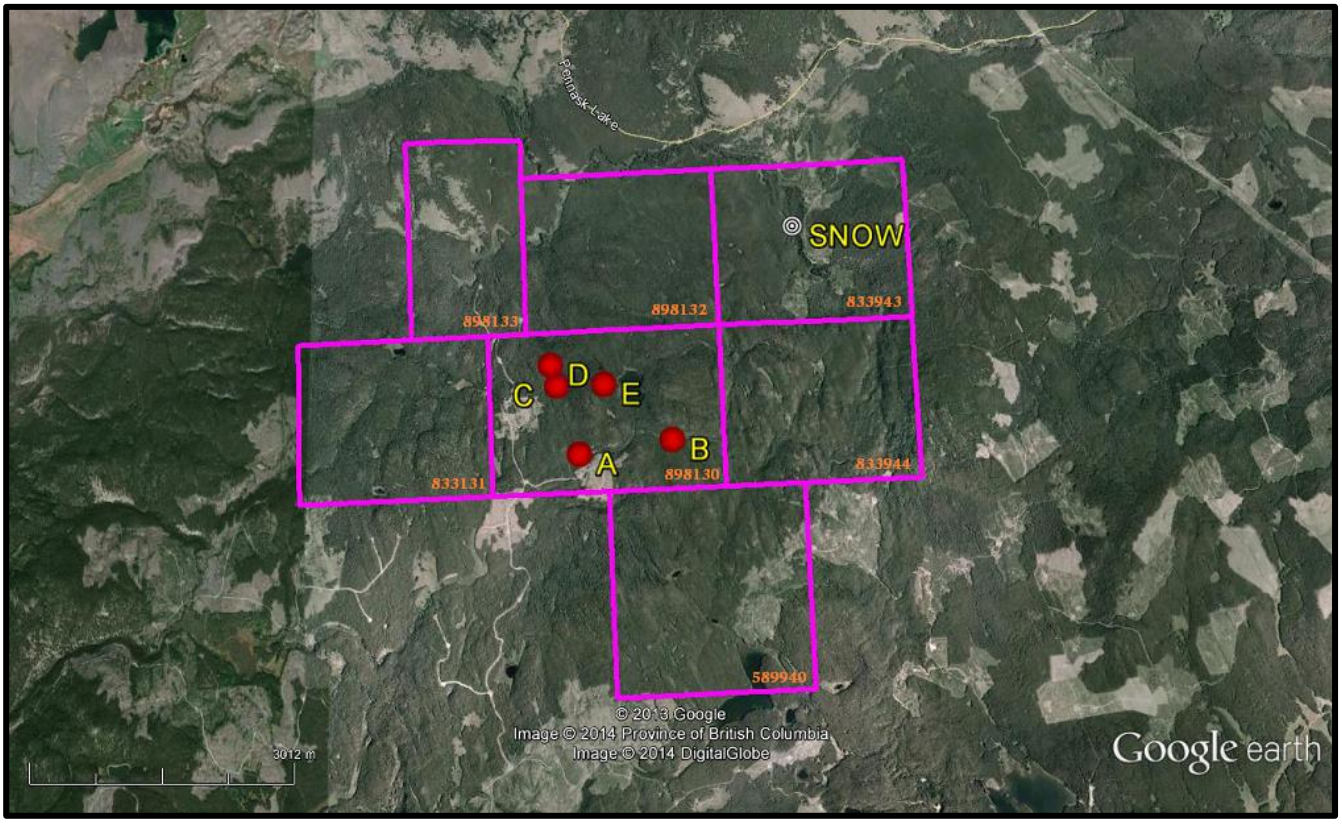


Table II. **Approximate UTM locations of Figures 5 & 7 cross-structures & Minfile**

Cross-Structures	UTM East	UTM North	Elevation *(metres)*
A	689,200	5,537,750	1,371
B	690,272	5,537,910	1,388
C	688,942	5,538,540	1,356
D	688,870	5,538,552	1,364
E	689,487	5,538,552	1,381
Minfile			
Snow	691,697	5,540,390	1,228

INTERPRETATION

The Structural Analysis of Tenure 898130 indicated a scattered pattern of northerly, west-northwesterly, northwesterly, and east-northeasterly trending structures. Two directional dynamic forces were the result of these structures. The initial northerly and complementary northwesterly structures were subjected to a set of later developed east-northeasterly and the west-northwesterly trending structures. This sequential structural pattern is displayed in the Elk/Brew fault system where the northerly trending Elk fault is displaced by the Magwump fault at the Brew mineral showing and the Snow fault at the Snow mineral showing.

The Brew *(Minfile 092HNE275)* fault zone is exposed along the Coquihalla Highway for 600 metres and is indicated to offset the Elk fault. Sections of the fault zone are strongly mineralized with massive veins, narrow stringers and occasional disseminations of marcasite, pyrite and pyrrhotite. 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.

This significant surface mineralization correlates with a structural intersection at the Brew showing, which would have created a preferred conduit for deep-seated mineral-bearing fluids under pressure, to reach the surface and etch their respective signatures in the rock. These may be revealed as minerals, pathfinder minerals, alteration products or any geological indicator which would be a challenge to the explorationist in their interpretation for a potential underlying mineral resource.

There are many other examples of cross-structural and/or structural/mineral association relationships in the area of the Toni 898130 Claim Group with some examples of association and types of potential resource mineralization indicators in the eight Minfile properties described herein. The locations of these Minfile properties are shown on Figure 4.

In the structural analysis of Tenure 898130, five structural intersection locations were delineated which would be prospective areas to explore for surficial geological indicators of a potential mineral resource. Location A would be a prime exploration target as it is the location of three intersecting structures. The second prime exploration area is location E and the lake area; the lake being the intersection of three or more structures.

Excluding other variable geological conditions, the structures are essential in the localization of potentially economic mineralization within the Pennask granodioritic intrusive of Tenure 898130 and the Toni 898130 Claim Group.

Respectfully submitted
Sookochoff Consultants Inc.

Laurence Sookochoff, P.Eng

SELECTED REFERENCES

Balon, E.A. -1994: 2003 Geochemical Report on the AU Property for Fairfield Minerals Ltd.

AR 23,446.

Buckley, R.A. 1971: Geochemical Report on the Line, Link and Pine Claims for Dekalb Mining Corporation. ***AR 3,415.***

Clayton, C.J. -1991: Assessment Report on 1990 Geological Mapping and Sampling, and Soil Geochemistry of the Wart Group for Minnova, Inc. ***AR 20,994C***

Dahrouge, J. -2001: 2000 Geological Mapping, Sampling and Line-Cutting on the AU Property for Commerce Resources Corp. ***AR 24,460.***

Holcombe, R. – 2009: GEOrient, ver 9.4.4. Stereographic Projections and Rose Diagram Plots

Kierans, M.D. -1972: Mineral Exploration Report on the Hill Group, Wart Mountain Area for Nitracell Canada Ltd. ***AR 4,230.***

MapPlace – Map Data downloads

Marshak, S., Mitra, G. – Basic Methods of Structural Geology. pp 258-259, 264*.Prentice-Hall Inc. 1988.

Minfile downloads

092HNE047 – BRENDA
092HNE073 – BIG SIOUX
092HNE096 – ELK
092HNE275 – BREW
092HNE295 – SNOW
092HNE299 – KING 8
092HNE311 – WAVE 1
092HNE312 – WAVE 2

Sookochoff, L. 2011: Geological Assessment Report on Tenure 833943 of the Toni 833943 Claim Group of the Victory Resources Corporation Toni Property. ***AR 32,520***.

Sookochoff, L. 2013: Geological Assessment Report on Tenure 940390 of the Toni 940390 Claim Group for Victory Resources Corporation.

STATEMENT OF COSTS

Work was done from June 18, 2013 to June 21, 2013 to the value as follows:

Structural Analysis

Laurence Sookochoff, P Eng. 3 days @ $ 1,000.00/day -------	$ 3,000.00
Maps ----------	1,000.00
Report ----------	3,500.00
	$ 7,500.00
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CERTIFICATE

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

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

I, Laurence Sookochoff, further certify that:

1) I am a graduate of the University of British Columbia (1966) and hold a B.Sc. degree in Geology.

2) I have been practicing my profession for the past forty-six 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 Toni 898130 Claim Group as described herein.

6) I am a director of Victory Resources Corporation.

Laurence Sookochoff, P. Eng.