



2002 Assessment Report

on the

Goldy Property

Goldy 1-4 (YC18716-19)
Goldy 5-8 (YC19649-52)
Goldy 9-24 (YC18724-39)

NTS 115 I-3 & 6
Lat. 62°16'N, Long. 137°03'W
Whitehorse Mining District

For: **Midnight Mines Ltd.**
Box 31293
Whitehorse, YT
Y1A 5P7

By: **Tintina Consultants**
December 8, 2002

Period of Work:
June 21-23, 2002

094393

094393

Costs associated with this report have been
approved in the amount of \$ 3200.00
for assessment credit under Certificate of
work No. QW27563

H. Sauter

Mining Recorder
Whitehorse Mining District

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Summary

The Goldy Property consists of 24 mineral claims located approximately 50 km northwest of Carmacks, YT, along the Freegold Road (the eastern portion of the Casino Trail). The property was first discovered in the 1930's and has undergone numerous exploration programs since that time. Exploration on the Goldy Property has consisted of soil sampling, trenching and diamond drilling.

The 2002 work program on the Goldy Property consisted of prospecting, rock sampling and grid construction. A 1 km baseline was cut and flaglines were run at right angles to it.

Historical work on the property indicates that the potential to expand the known mineralization on the property is excellent. Although drilling in the Goldy "Main" Zone showed that it is flanked to the east by barren schists and gneisses, it also outlined a wide northwest trending shear zone which is open to the south and north. This fault zone may correlate with the northwest striking fault zone on the Dart Claims (located to the north). A large gold and arsenic anomaly trends northwest from the southern boundary of the property at Seymour Creek, extending to the area of the shaft on the Dart Claims, a distance of approximately 3000 metres. The major regional fault structures and fault intersections which occur on the claims are favourable for the occurrence of significant gold deposits.

Follow-up work should focus on the potential to connect the known zones of mineralization on the property. A Phase I program of geophysics (VLF-EM and magnetometer surveys) and trenching of geochemical anomalies would help define the area of best surface mineralization within the northwest trending fault zone. This work combined with prospecting and geological mapping will define targets for a Phase II program of diamond drilling dependent upon results.

Introduction

A. Introduction

Work was carried out on the Goldy 11-16 and 21-24 claims between June 21 – 23, 2002 by Mr. B. Harris of Midnight Mines Ltd. Mr. Harris was assisted in the field by D. Moraal, R. Gould and T. Hierlihy.

This report is prepared to describe and present the results of work completed during 2002. The writer has been to the property area, and has prepared this report based upon information from previous reports and the information supplied by Mr. B. Harris.

B. Location and Access

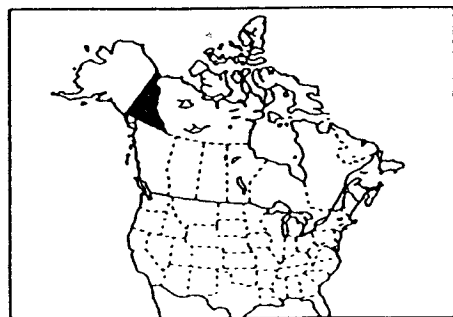
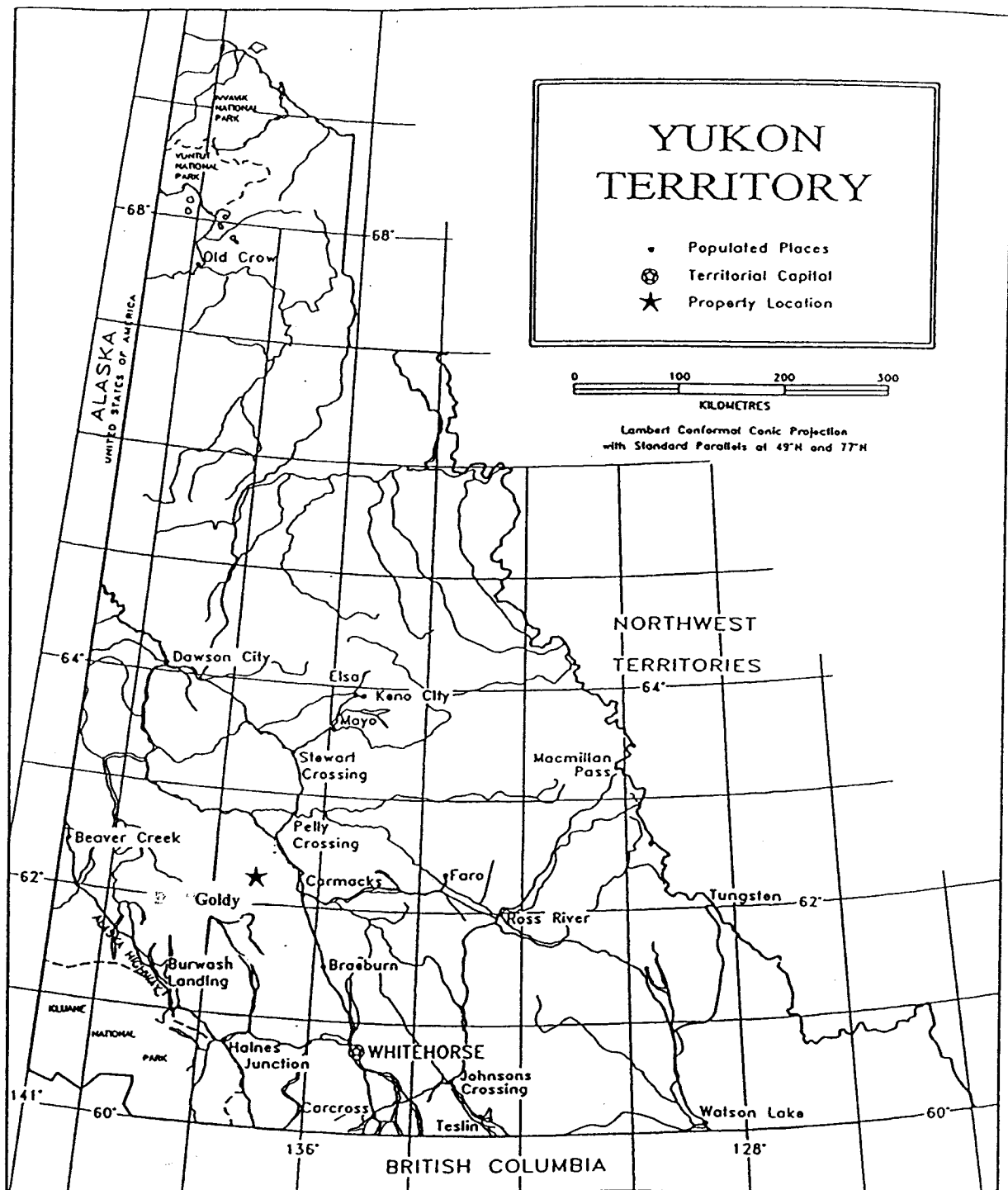
The Goldy property is located on the east flank of Mt. Freegold approximately 50 km northwest of Carmacks, Y.T. on NTS Map Sheet 115 I-3 & 6 at latitude 62° 16'N and longitude 137°03'W. Figure 1 shows the property location. The government maintained Mt. Freegold gravel road provides year round access to the property. A road follows the west side of Grizzly Gulch and allows 4 x 4 vehicle access to the upper portion of the Goldy Property. The roads on the hilltops and ridges of the claim group are in good condition.

C. Physiography

The property is located within the Dawson Range of the Yukon Plateau. The Mt. Freegold summit has an elevation of 1,453 metres (4,766 feet). The claims are situated along both sides of a ridge extending southeast from the summit of Mt. Freegold, and elevation ranges from 850 metres along Seymour Creek at the southwestern edge of the claims, to about 1300 metres at the highest point of the ridge on Goldy 24 claim.

Vegetation includes timbered valleys dominated by conifers with some birch and cottonwood to an approximate elevation of 1,066 metres (3,500 feet). Alpine grass and moss with some sparse tree cover is found on hilltops and ridges. Alder, poplar and thick moss cover is confined to flat areas of slow drainage. Permafrost is usually found at depths >1.0 metres on south facing slopes.

Drainage of the claims is via tributaries of Stoddart Creek to the north and Seymour Creek to the south.



Midnight Mines Ltd.	
LOCATION MAP	
Goldy Property	
<i>Tintina Consultants</i>	
Scale 1:6,000,000	Date: Dec. 2002
NTS: 115 I 3 & 6	Figure 1

D. Property/Claim Summary

The Goldy Property consists of the Goldy 1-24 claims. Figure 2 shows the location of these claims. During the 2002 field season, work was carried out on the claims in the table below.

Table 1: Claims Worked On

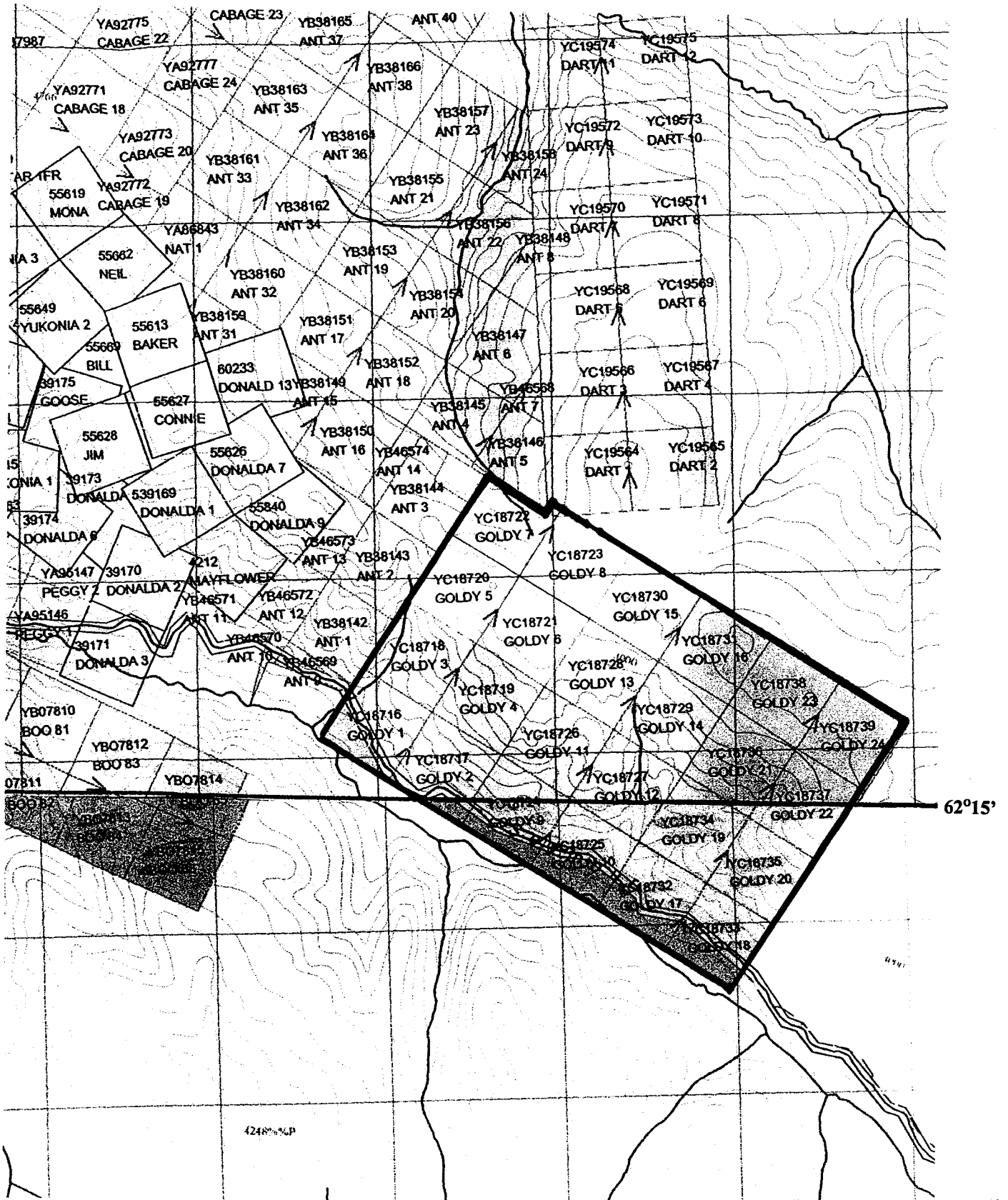
Claim Name	Grant Number
Goldy 9	YC18724
Goldy 10	YC18725
Goldy 11	YC18726
Goldy 12	YC18727
Goldy 13	YC18728
Goldy 14	YC18729
Goldy 15	YC18730
Goldy 16	YC18731
Goldy 21	YC18736
Goldy 22	YC18737
Goldy 23	YC18738
Goldy 24	YC18739

The table below updates the claim status following this work being applied.

Table 2: Claim Status following 2002 Work

Claim Name	Grant Number	Expiry Date	New Expiry Date	Registered Owner
Goldy 1	YC18716	2003/06/23	2003/06/23	B. Harris
Goldy 2	YC18717	2003/06/23	2003/06/23	B. Harris
Goldy 3	YC18718	2003/06/23	2003/06/23	B. Harris
Goldy 4	YC18719	2003/06/23	2003/06/23	B. Harris
Goldy 5	YC19649		2003/09/13	B. Harris
Goldy 6	YC19650		2003/09/13	B. Harris
Goldy 7	YC19651		2003/09/13	B. Harris
Goldy 8	YC19652		2003/09/13	B. Harris
Goldy 9	YC18724	2002/06/23	2004/06/23*	B. Harris
Goldy 10	YC18725	2002/06/23	2004/06/23*	B. Harris
Goldy 11	YC18726	2002/06/23	2004/06/23*	B. Harris
Goldy 12	YC18727	2002/06/23	2004/06/23*	B. Harris
Goldy 13	YC18728	2002/06/23	2004/06/23*	B. Harris
Goldy 14	YC18729	2002/06/23	2004/06/23*	B. Harris
Goldy 15	YC18730	2002/06/23	2004/06/23*	B. Harris
Goldy 16	YC18731	2002/06/23	2004/06/23*	B. Harris
Goldy 17	YC18732	2002/06/23	2004/06/23*	B. Harris
Goldy 18	YC18733	2002/06/23	2004/06/23*	B. Harris
Goldy 19	YC18734	2002/06/23	2004/06/23*	B. Harris
Goldy 20	YC18735	2002/06/23	2004/06/23*	B. Harris
Goldy 21	YC18736	2002/06/23	2004/06/23*	B. Harris
Goldy 22	YC18737	2002/06/23	2004/06/23*	B. Harris
Goldy 23	YC18738	2002/06/23	2004/06/23*	B. Harris
Goldy 24	YC18739	2002/06/23	2004/06/23*	B. Harris

*following approval of filing



137°05'

Midnight Mines Ltd.		
CLAIM LOCATION		
Goldy Property		
<i>Tintina Consultants</i>		
Scale 1:31,680		Date: Dec. 2002
NTS: 115 I 3 & 6		Figure 2

E. History

The Goldy claims cover at least 3 old showings which were originally found and explored by hand trenching during the mid 1930's. The showings are the Goldy Main, Forbes Creek and Whale. Limited bulldozer trenching was carried out on these showings in the early 1960's, and further bulldozer trenching in the 1980's. Dominion Explorers acquired the property in 1985. During 1986 and 1987, Dominion completed a comprehensive program of line cutting, geological mapping, soil and rock sampling, and excavator trenching.

Rea Gold Corp. and Verdstone Gold Corp. formed a joint venture to acquire an interest in the Goldy Project from Dominion Explorers Inc. As a result, a 1988 work program including excavator trenching and 1130 metres of diamond drilling was completed on the claims. The program was designed to explore geochemical anomalies outlined by Dominion Explorers, as well as the original Goldy zone.

The claims on the property were allowed to lapse between 1996 and 2000. Bill Harris acquired the ground and in 2000 carried out prospecting, and rock and soil sampling. Many of the old workings and trenches were relocated, and prospected. As well, outcrop in areas of previously delineated soil anomalies was searched for.

Geology and Mineralization

Regional Geology

The Mt. Freegold area is located at the contact of the Yukon Cataclastic Complex (a package of Upper Paleozoic (Permian) extrusives and Mesozoic sediments) and the Yukon Crystalline Terrain (early Paleozoic rocks metamorphosed and intruded by younger Jurassic to Cretaceous plutonic rocks) (Smith, 1988). The Big Creek Fault is a major structural feature which trends west-northwest along Big Creek and divides the two package of rocks, with the Yukon Cataclastic Complex located on the north (Webster, 1986).

The oldest rocks in the area are Paleozoic schists and gneisses (Yukon Group), intruded by large stocks and batholiths of granite, granodiorite and syenite (Jurassic to Cretaceous), all intruded by dikes and small stocks of Cretaceous to Tertiary age (Smith, 1988).

Figure 3 on the following page has been taken from the Yukon Digital Geology CD by Gordey and Makepeace (1999) and shows the relationships of the above units:

Paleozoic schists and gneisses	Unit DMgPW
Jurassic granodiorite	Unit EJgA
Jurassic syenite	Unit EJy
Cretaceous granodiorite	Unit mKgW
Cretaceous volcanics (plugs/dykes)	Unit mKN
Cretaceous volcanics	Unit uUKC

According to Schmidt (1988) the Mt. Freegold district hosts several different types of lode gold deposits: a) high grade, low tonnage gold-quartz vein deposits, e.g. La Forma and Rambler Veins; b) low grade, high tonnage gold-bearing diatremes, e.g. the Antoniuk Breccia; c) gold-bearing stibnite-barite-breccia veins, e.g. the Emmons Hill prospect. A close spatial relationship is apparent between rhyolite dikes (Cretaceous, Mt. Nansen Volcanics) and the gold-bearing veins and breccia in this area (McInnes, 1988). As well, these deposits occur adjacent to the northwesterly trending Big Creek and Camp faults and to their related northeastern counterparts.