

2002 Assessment Report

on the

Caribou Creek Property

Hope 1 (Y21249), Hope 2 (Y76048)

Best 1 - 6 (Y25895-900)

Greenstone 7-9 (YA92778)

Greenstone 10 (YA92780)

Cara 1-7 (YB0836-042)

Boo 1-66 (YB07740-805)

Boo 67-76 (YB08026-035)

Boo 77-86 (YB07806-815)

Boo 101-104 (YB07816-819)



Freegold Mountain Area

NTS 115 I-3 & I-6

Lat. 62°20'N, Long. 137°30'W

Whitehorse Mining District

For: Midnight Mines Ltd.

Box 31293

Whitehorse, YT

Y1A 5P7

094402

By: Bill Harris

February 28, 2003

Period of Work: Oct.-Dec., 2001 and Jan. - July 2002

... of this report have been
\$5,100.00
... under Certificate of
... QW27586-85.

H. Sawchuk

Mining Recorder
Whitehorse Mining District

Table of Contents

Summary	1
Chapter 1 : Introduction	2
A. Introduction.....	2
B. Location and Access	2
C. Physiography.....	4
D. Property/Claim Summary	4
Chapter 2: Geology and Mineralization	7
A. Regional Geology	7
B. Structure.....	9
C. Property Geology	10
D. Mineralization	11
Chapter 3: Historical and 2002 Work Program	13
A. History.....	13
B. 2002 Work Program.....	14
Chapter 4: Discussion and Recommendations	21
Certificate.....	23
Statement of Costs	24
References.....	25
Appendix A: Rock Sample Descriptions	

YUKON ENERGY, MINES
& RESOURCES LIBRARY
P.O. Box 2703
Whitehorse, Yukon Y1A 2C8

List of Figures

Figure 1	Location Map.....	3
Figure 2	Claim Map (Caribou Creek).....	5
Figure 3	Geology	8
Figure 4	2002 Flagline Grid Reconstruction	15
Figure 5	2002 Prospecting Traverses and sample location map.....in pocket	

List of Tables

Table 1	Claims worked on.....	4
Table 2	Claims Work Applied To	7

List of Photos

Photo 1	Location of sample 02-R1, Wondja's Trail.....	17
Photo 2	Location of sample 02-R3, Wondja's Trail.....	17
Photo 3	View uphill towards baseline	17
Photo 4	View to south and east.....	17
Photo 5	Northerly trench, Upland Float Zone	18
Photo 6	Northerly trench close-up, Upland Float Zone.....	18
Photo 7	Boulder, Northerly trench, Upland Float Zone	19
Photo 8	Access trail, along strike of Upland Float Zone.....	20
Photo 9	Access trail, along strike of Upland Float Zone	20

Summary

The Caribou Creek Project is located in the Freegold Mountain area of the Dawson Range. The Freegold Mountain area lies along the Big Creek Fault Zone, a regional structure closely associated with porphyry copper-gold deposits and hosting gold bearing stockwork bodies and gold-quartz veins. Prospectors discovered the Laforma and Caribou Creek quartz veins in the early 1930's.

The 2001-2002 season at the Caribou Creek property saw a work program consisting of flagline grid development, prospecting, hand trenching, rock sampling and site assessment. The grid preparation can now facilitate additional geophysical surveys and geological mapping on a property scale. It was planned to carry out VLF-EM and magnetometer surveying in the fall of 2002, but this was not possible due to equipment breakdown. Prospecting, hand trenching and rock sampling were done in areas that had received cursory attention in the past and followed up on significant new prospects developed in the previous year's trenching and sampling program.

Follow-up work should include geophysics over the new grid, and geochemical sampling to better delineate the geophysical anomalies from past programs and any new ones that are found. Detailed geological mapping in the pit, underground and on the grid will help locate and define the Caribou Creek structure. Diamond drill holes should be located to test these anomalies and to further define reserves of gold in the open cut and adit area. Excavator trenching should be performed in the new zone in the 2001 trenches where the "Caribou Creek" breccia was discovered containing visible gold.

Chapter 1 – Introduction

A. Introduction

Work on the property was completed between October 1 and December 31, 2001 and between July 11 and August 31, 2002 by various personnel under the direction of Mr. B. Harris of Midnight Mines Ltd. The following people visited the property at various times:

Joel White	Coulee Resources	Property Familiarization and Site Assessment
Max Fuerstner and 2 associates	Livingstone Creek Placer	Property Familiarization and Site Assessment
Susan Craig	Tintina Consultants	Property Familiarization and Site Assessment

Mr. Harris employed the following personnel to carry out grid development:

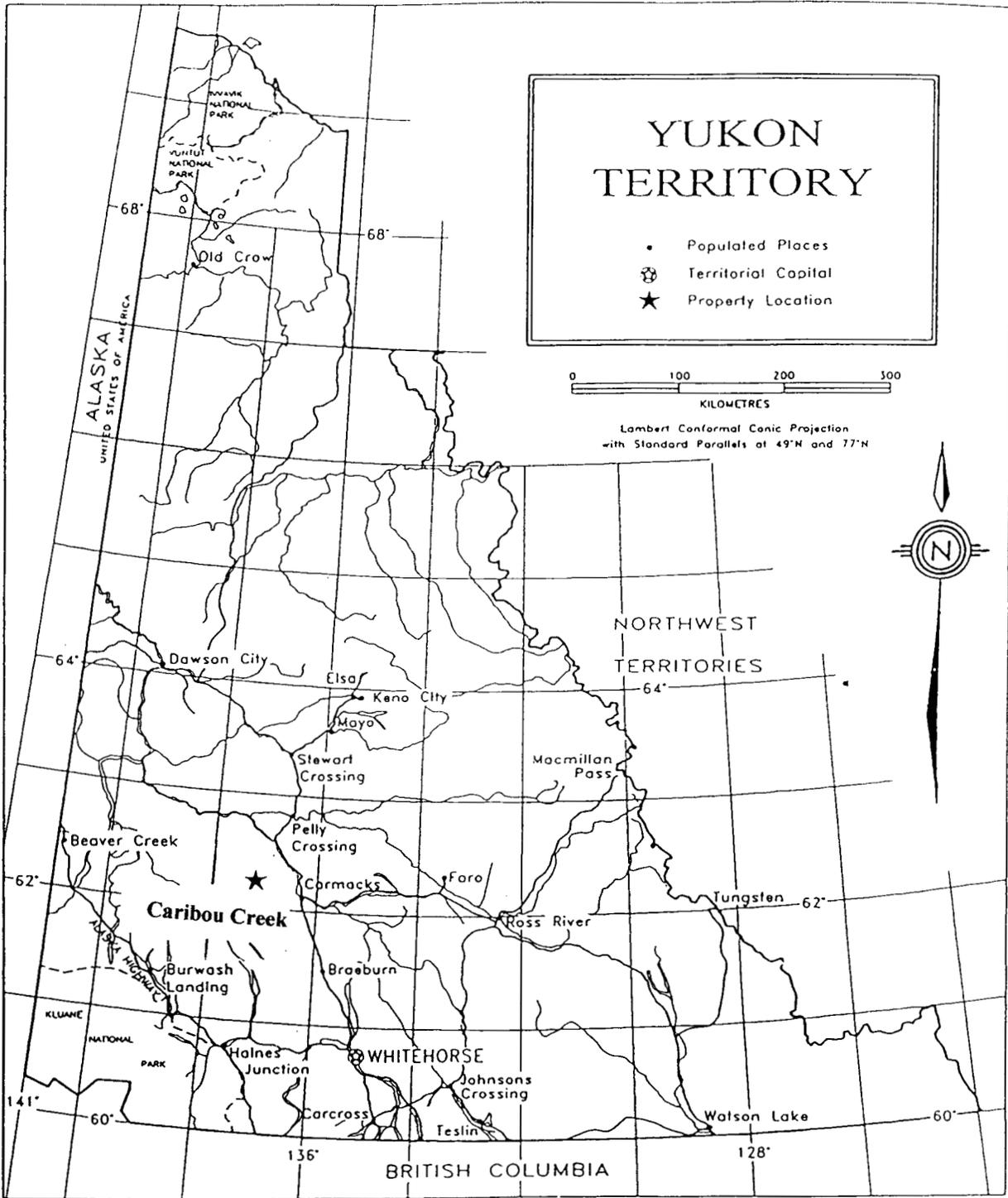
Ryan Gould
Tavis Hierlihy
Dirk Moraal

In addition, Mr. Harris, Dirk Moraal and Susan Craig carried out hand trenching, prospecting and sampling.

This report is prepared to describe and present the results of work completed during fall 2001 and 2002.

B. Location and Access

The property is located in the Dawson Range south of Freegold Mountain and Seymour Creek, approximately 65 kilometers northwest of Carmacks on NTS Map Sheet 115 I-6 at latitude 62° 8'N and longitude 137°06'W. Figure 1 shows the property location. The claims are accessible via the Freegold Road, a government maintained gravel road. A four-wheel drive road along the Caribou Creek valley connects the Freegold Road to the Caribou Creek workings. Several cat trails on the claims provide access to trenches and drill sites. The total road distance from Carmacks to the area is 85 kilometres.



Midnight Mines Ltd.		
LOCATION MAP		
Caribou Creek Property		
Scale 1:6,000,000		Date: Feb 2003
NTS: 115 13 & 6		Figure 1

C. Physiography

The Freegold Mountain area features large, well rounded hills and ridges of the Dawson Range of the Coast Mountains. Valley floors are flat and swampy, and valley walls rise sharply to the upland areas. Elevations range from 750 metres in the Seymour Creek valley to the summit of Freegold Mountain at 1,450 metres. Glaciation has had a limited effect; most of the area remained ice-free during the last Ice Age. The Seymour Creek valley formed a spillway for meltwater originating in the southeast.

The claims lie over the Caribou Creek valley and upland ridges to the east and west. The upper slopes and ridges are broad and gently sloping with buck brush and alpine vegetation. Lower slopes are steeper and feature spruce forest and thickets of dwarf willow, alder, birch and poplar forest. Caribou Creek is a small creek in a fairly narrow steep sided valley. Swampy conditions prevail at higher elevations and outcrop is sparse, restricted to ridge crests and the steepest slopes. Northerly facing slopes and valley floors are often underlain by permafrost, which hinders geochemistry, trenching and road building.

The Freegold area has a northern interior climate with long cold winters and moderate precipitation. The exploration season lasts from May until October.

D. Property/Claim Summary

The "Caribou Creek Property" includes the following claims: Hope 1 & 2, Best 1-6, Cara 1-7, Greenstone 7-10 and Boo 1-86, Boo 101-104.

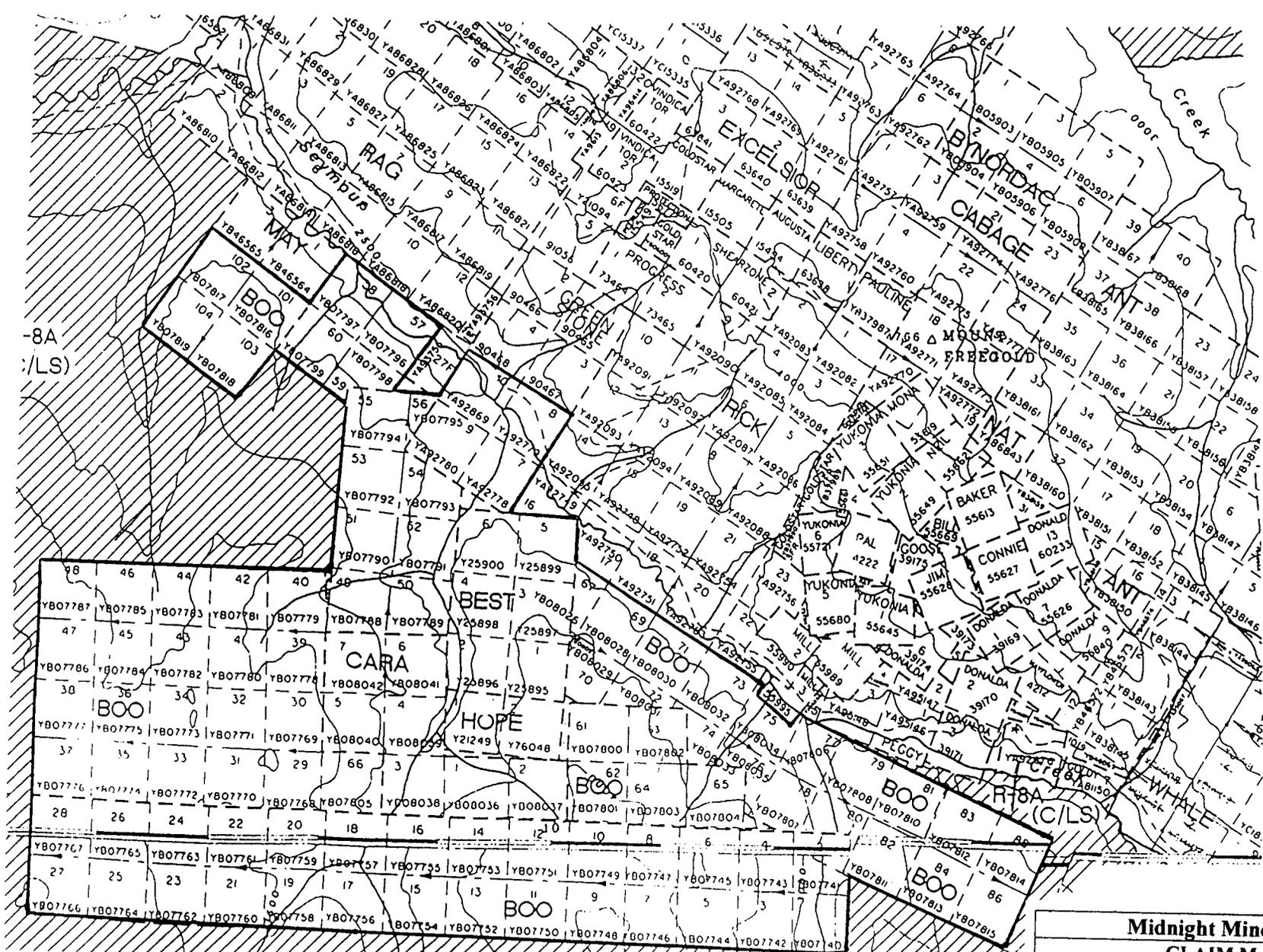
During the 2002 field season, work was carried out on the claims in the table below.

Table 1: Claims Worked On

Claim Name	Grant Number
Hope 1	Y21249
Best 1-6	Y25895-900
Cara 3-7	YB08038-042
Boo 29-30	YB07768-69
Boo 32	YB07771
Boo 39-42	YB07778-81
Boo 66	YB07805
Boo 67	YB08026
Boo 70	YB08029

Figure 2 shows the locations of these claims.

The work done on the above claims was applied to the adjacent claims listed in the table on the next page. Please see Figure 2 for the location of these claims.



-8A
(LS)

62°15'

137°13'

Midnight Mines Ltd.	
CLAIM MAP	
Caribou Creek Property	
Scale 1:31,680	Date: Feb. 2003
NTS: 115 13 & 6	Figure 2

Table 2: Claims Work Applied To

Claim Name	Grant Number	Expiry Date	New Expiry Date*	Registered Owner
Boo 1-40	YB07740-77	2002/08/31	2003/08/31	B. Harris
Boo 42-46	YB07781-85	2002/08/31	2003/08/31	B. Harris
Boo 47-48	YB07786-87	2002/08/31	2004/08/31	B. Harris
Boo 49-86	YB07788-811	2002/08/31	2003/08/31	B. Harris
Boo 67-76	YB08026-35	2002/09/09	2003/09/09	B. Harris
Boo 101-104	YB07816-19	2002/08/31	2003/08/31	B. Harris
Greenstone 1-4	90465-68	2003/01/29	2004/01/29	B. Harris/E. Wienecke
Greenstone 7-9	YA92778-80	2003/01/29	2004/01/29	B. Harris/E. Wienecke
Greenstone 10	YA92869	2003/01/29	2004/01/29	B. Harris/E. Wienecke
Cabage 1-11	YA92757-67	2003/01/29	2004/01/29	B. Harris/E. Wienecke
Cabage 13-14	YA072768-69	2003/01/29	2004/01/29	B. Harris/E. Wienecke
Cabage 21	YA92774	2003/01/29	2004/01/29	B. Harris/E. Wienecke
Bynordac 1-6	YB05903-08	2003/01/29	2004/01/29	B. Harris/E. Wienecke
Rick 5-14	YA92082-95	2003/01/29	2004/01/29	B. Harris/E. Wienecke

*following approval of filing

Chapter 2 – Geology and Mineralization

The geology and mineralization of the region and the property was summarized in the 2000 assessment report (Craig, 2001). This information is repeated below.

The following information in this chapter is taken from the Geological Evaluation Report on Caribou Creek Report by Graham Davidson dated December 1997.

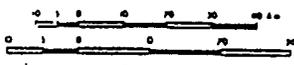
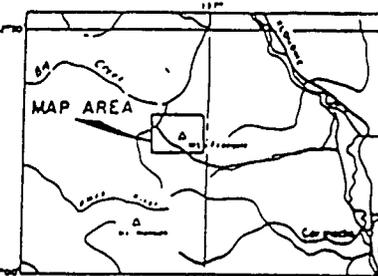
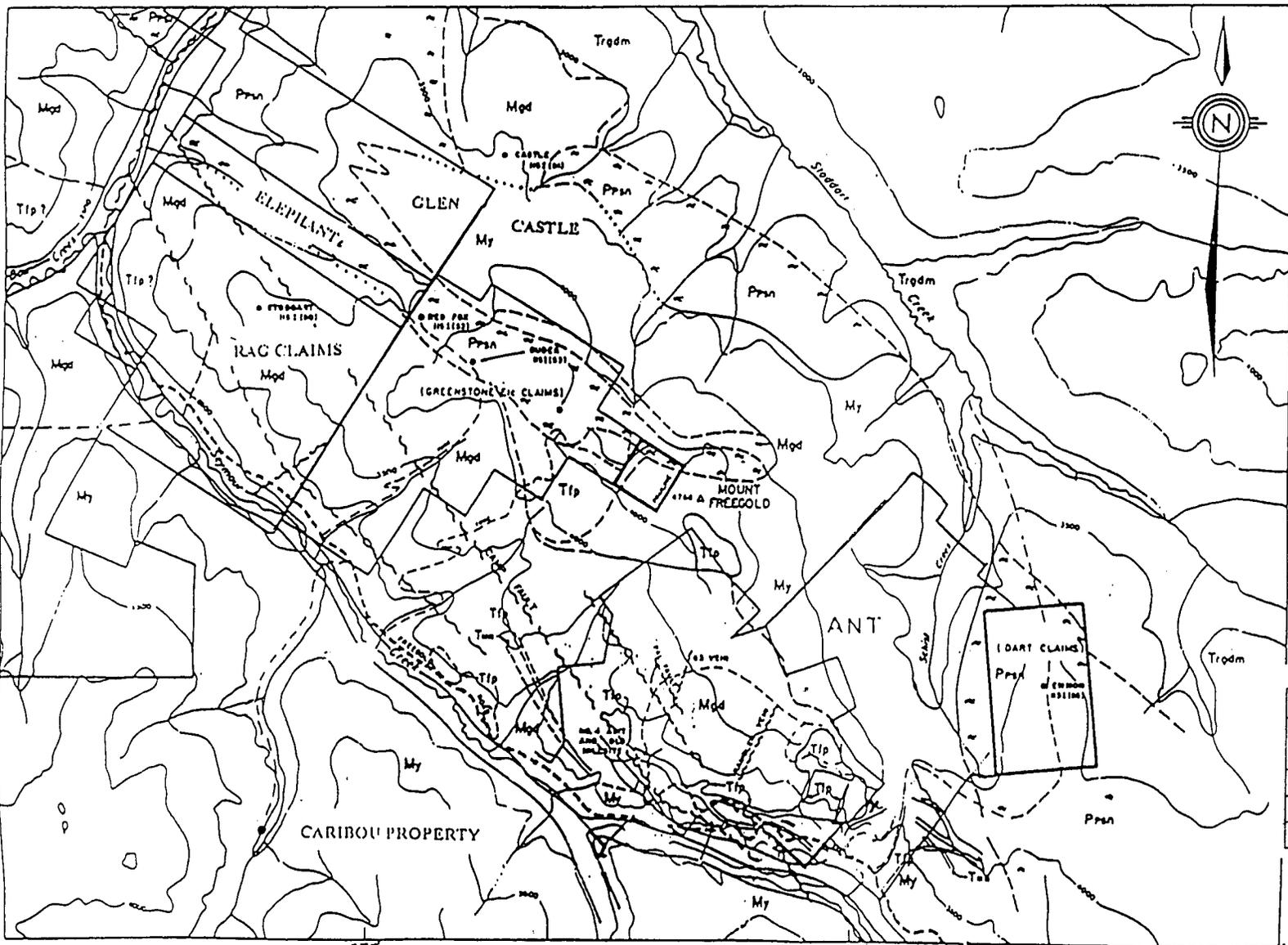
A. Regional Geology

The Freegold Mountain area lies in the Dawson Range plutonic belt, a complex assemblage of siliciclastic, metavolcanic and metaplutonic rocks intruded by Mesozoic and Tertiary volcanic and plutonic suites. The northwest bearing Big Creek fault, a regional structure, crosses Freegold Mountain and is the locus of Cu-Au mineralization associated with skarns, breccias and mafic to felsic intrusions of the Dawson Range Batholith, Mount Nansen and Carmacks Groups. Volcanic flows, stockworks and dykes of Cretaceous to Tertiary Mount Nansen and Carmacks Group intrude and overlie the older plutonic rocks.

The Caribou Creek and Freegold areas are primarily underlain by syenite, granodiorite and quartz monzonite of the Early Jurassic Mount Freegold Meta-Plutonic Suite and by Casino granodiorite of the Early Cretaceous Dawson Range Plutonic Suite (see Figure 3.)

A more detailed description of the regional rock units starts with the oldest rocks in the map area, the Wolverine Creek Metamorphics composed of metamorphic units of Early Palaeozoic age, part of the Yukon-Tanana Terrane. The metamorphic lithologies consisted of rocks of sedimentary, volcanic and lesser plutonic origin. Regional tectonic metamorphism altered these lithologies during the Late Ordovician to Middle Jurassic time to quartz-mica schist, gneiss, and metasedimentary units. The thin units display a strong and generally consistent, parallel lineation that closely parallels their original bedding. During the Early Jurassic period, a major structural event of arc-continent collision created a strong northwest (NW) structural orientation as well as stress related high angle shear and extensional fractures in the northeast (NE) direction.

In Early Jurassic to Triassic time, the metamorphic rocks were intruded by granitic rocks of the Mount Freegold Meta-plutonic Suite then the Early Cretaceous Dawson Range Batholith consisting of biotite-hornblende rich granite, granodiorite and quartz diorite. In the Seymour Creek area the batholith is biotite rich, leucocratic quartz monzonite and granite. The NW trending Big Creek fault system caused a strong northwest structural orientation in some of the granites. Bodies of Late Cretaceous quartz monzonite and late porphyry breccias of the Prospector Mountain Suite intrude the Dawson Range Batholith. Intense argillic and propylitic alteration zones in these intrusions host auriferous oxide breccia zones.



- LEGEND**
- TIERTARY LOCAL (1)**
- [Symbol] MOD (MOUNT FREEGOLD) - MODERATELY DEFORMED MOUNT FREEGOLD
 - [Symbol] TIP (TIP) - TIP
- LESONS LOWER AND MIDDLE JURASSIC (MOUNT FREEGOLD)**
- [Symbol] Mod - MODERATELY DEFORMED MOUNT FREEGOLD
- TRIASSIC (1)**
- [Symbol] My - MOUNT FREEGOLD
 - [Symbol] Prsn - MOUNT FREEGOLD
- PERIODS UPPER DEVONIAN AND MISSISSIPPIAN**
- [Symbol] Prsn - MOUNT FREEGOLD
- [Symbol] RED FEE - MOUNT FREEGOLD
- [Symbol] - MOUNT FREEGOLD
- [Symbol] - MOUNT FREEGOLD

Midnight Mines Ltd.

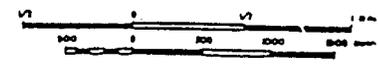
GEOLOGY

Mount Freegold Area, Yukon

From G. Davidson, Fig. 5, Dec. 1997

Date: February 2003

NTS: 115 I 3 & 6 Figure 3



The Mount Nansen and Carmacks Groups volcanics and dykes were emplaced after the granitic units possibly as the volcanic component of the Prospector Mountain Plutonic Suite. The source pluton caused local uplift and doming of the Dawson Range granodiorite allowing a greater rate of erosion. Mount Nansen felsic dykes intrude the other lithologies and are often closely associated with mineralized quartz veins and breccias. The Carmacks Group volcanics consist mainly of mafic flows and tuffs with local andesite to latite breccia, subvolcanic dykes and sills.

Four types of mineralization occur in the Mount Freegold area; low-grade gold bearing felsic breccia bodies associated with younger intrusive rocks; low-grade gold deposits on the periphery of the intrusive porphyries; higher grade gold bearing quartz veins and lenses along shear zones; and gold bearing magnetite skarns. At Antoniuk, gold mineralization occurs in a brecciated felsic stockwork body within Carmacks Group igneous rocks. The stockwork is altered containing 1-2% pyrite as disseminations in thin quartz veinlets. Gold values grade 1.1.6 gpt while silver values in the stockwork are up to 90 gpt. Vein-fault deposits occur at Laforma, free gold and electrum in the G-3 quartz vein with average grade of 15.1 gpt while at Caribou free gold occurs in a quartz stockwork. Magnetite skarn occurs on the Augusta claim containing free gold in vuggy and limonitic magnetite. Sporadic very high gold assays have not been duplicated by drilling of the skarn. At Casino, gold is present in an oxide horizon in the upper portion of a porphyry copper deposit. Reserves at Casino are reported at 675 mt at 0.5 gpt gold and 0.25% copper.

B. Structure

Structural events in Jurassic time consisted of arc-continent collision. The principal stress direction was southeast-northwest (130-150°) which created dextral (right-hand) transcurrent faulting. The Tintina Fault is a prominent NW structure of regional proportions located one-hundred and fifty kilometres northeast of the Seymour Creek area and the Denali Fault located 100 kilometres west of Seymour Creek marks the western margin of the Yukon Tanana Terrane. The Tintina Fault has been interpreted to have moved as much as 450 kilometres in a right-lateral, strike-slip displacement. The Big Creek Fault is also a NW trending structure which has been interpreted as displaying a similar right-lateral faulting with up to 14 kilometres of displacement. The Big Creek fault zone trends along the north side of Seymour Creek valley but is not exposed due to overburden. Oblique angled secondary faults to the main NW fault zones host the quartz veining at Caribou Creek and Freegold Mountain.

Intrusion of the Prospector Mountain Suite occurred along the NW faults causing local uplift and collapse features. Porphyry style mineralization (Cu-Mo) occurs in a quartz monzonite stock at Casino and on the Dart property. During the intrusion, both porphyry dykes and later stage mesothermal and epithermal quartz veins and breccias infilled many of these NW faults. Continued fault movements are evidenced by slickensides and brecciation found within many veins and porphyry dykes. Three structural orientations with varying degrees of lateral displacement are interpreted.

1. 130°-150° The dominant SE-NW structural trend on the property consistent with the Big Creek Fault zone
2. 020° A secondary structural trend primarily as splays of the main NW features. Mineralized quartz veins occur in this trend although they are discontinuous and narrow.
3. 340° A third regional trend expressed as minor faults, fractures and joints. At Caribou the shear zone follows this trend.

C. Property Geology

The Caribou Creek valley is fairly steep sided but does not feature much outcrop. Coarse-grained syenite outcrops on several small castellated ridges above Rabbit Gulch and there is good rock exposure in the large open cut on the shear zone. Four rock types are present in the open cut and nearby trenches, a medium grained white to yellow monzonite, a tan to orange rhyolite, unusual black feldspar-quartz porphyry volcanic unit and a fine-grained graphitic siltstone.

Structurally the shear zone hosting the Caribou vein trends about 340° and dips 45-65° east. The shear has been traced for 1.5 km to the north and forms an oblique angled structure to the Big Creek fault.

The Caribou Creek property is primarily underlain by syenite of the Mount Freegold Meta-plutonic Suite intruded and overlain by Cretaceous to Tertiary igneous and sedimentary rocks of the Mount Nansen Group. The most common unit in the area is a fresh, coarse-grained syenite (My) which generally contains large phenocrysts of pink orthoclase in a coarse matrix of hornblende and plagioclase feldspar. Accessory minerals include quartz, magnetite, epidote and chlorite. Lenses of amphibolite and gneiss occur within the syenite. Quartz monzonite (Mqm) and granodiorite (Kgd) are less common than the syenite. They consist of equigranular medium-grained to porphyritic quartz-plagioclase-biotite-hornblende rocks, variably foliated. Sericite, kaolinite and chlorite alteration is locally present in the syenite, quartz monzonite, and in Casino granodiorite.

Mount Nansen Group intermediate to felsic volcanic rocks (Kmn) consist of flows and dykes. Two types of dykes or sills are seen at Caribou Creek. One is the tan to orange weathering fine-grained rhyolite porphyry which is visible in the hangingwall of the mineralization. The second is a black quartz feldspar porphyry unit containing abundant graphite and also present in the open cut. The following geological units occur in the area:

Devono-Mississippian

Wolverine Creek Metamorphic Complex, basement rocks, meta-igneous and metasedimentary schist and gneiss consisting of quartz biotite schist, hornblende schist, gneissic equivalents, quartzite and minor limestone. The primary foliation trends northwest-southeast.

Jurassic

Mount Freegold Meta-plutonic Suite, orthoclase-hornblende porphyritic syenite (My) outcrops along the Caribou Creek road. Quartz monzonite (Mqm) occurs along Caribou Creek and forms footwall rocks of the quartz stockwork.

Mid-Cretaceous

Dawson Range Batholith, quartz-hornblende-biotite granite and Casino granodiorite (Kgd). Granodiorite outcrops on many of the ridges in the area.

Late Cretaceous

Prospector Mountain Plutonic Suite, quartz monzonite (LKqm) stocks, felsic dykes and breccias. Quartz monzonite porphyry and biotite granite porphyry intrude the older intrusive and metamorphic rocks on the claims. Typically fresh specimens are pale gray in colour with abundant biotite. Some brecciation of the porphyry was noted in drill core.

Mount Nansen Group, rhyolite breccia and felsite dykes, andesite flows. Felsic dykes and breccias associated with epithermal gold mineralization at Mount Nansen. Black sediments and volcanics; mainly graphitic siltstone (LKsC) with very minor silty sandstone; intercalated with and intruded by a number of highly altered porphyritic volcanic bodies (LKIC) composed of quartz and feldspar phenocrysts in a muscovite-graphite matrix. In places, sericite mats replace the feldspar. The graphitic siltstone contains terrestrial fossils including grasses, stems, twigs and leaves. This unit hosts auriferous quartz veins at Caribou Creek.

Tertiary

Carmacks Group (LKCg), basalt, pyroclastics, tuffs, porphyry and breccia outcrop east of Freegold Mountain. The rocks weather brown to reddish brown and overlie granitic rocks. Variable in composition from olivine rich to feldspathic.

D. Mineralization

Around Freegold Mountain quartz veining is located along shear zones trending northwest-southeast parallel to the Big Creek fault and in oblique angled structures such as at Caribou Creek. The footwall contact is marked by slickensides, graphite and an orange to red clay layer of variable thickness. Quartz-chalcedony occurs as anastomosing veins and stockwork in the shear zone. The hanging wall is poorly defined but is marked by fractures and a decrease in the amount of quartz veining. At Caribou Creek auriferous quartz stockwork is present where the shear zone cuts graphitic sediments. Four primary mineralization types are recognized in the area:

1. Epithermal and Mesothermal Veins: The primary NW trend and the secondary NE structures have the potential to host quartz veins that are often parallel to porphyry dykes. Near surface these veins are moderately to completely oxidized. Precious metal and quartz content tend to increase with sulphide content and depth. The Mount Nansen deposits are primarily this style of mineralization described as zones of multiple quartz veins and lenses along a NW trend. At Tinta Hill a mesothermal quartz vein contains massive galena and sphalerite in silver rich ore shoots. The

Caribou Creek stockwork occurs along a shear zone trending 160°. The mineralizing fluids passed along the shear and were injected under pressure into the graphitic siltstone forming a stockwork. The system appears to be a multiphase injection process with the veins refractured and brecciated. The graphite in the siltstone acted as a chemical barrier precipitating the free gold into the narrow quartz veins and on vein margins.

2. Porphyry Cu-Mo: The focus of exploration in the early 1970's in the Dawson Range, porphyry mineralization at Freegold, Casino, Granite Mtn. etc. was explored by geochemistry, geophysical surveys and drilling. Fairly low grade orebodies were outlined consisting of oxide and sulphide mineralization. Average grades in the hypogene zone were determined at 0.6 - 0.12 % Cu and 0.01% MoS₂ with approximately double the grade in the supergene enrichment zone at about 65 metres of depth. The best copper grades were associated with potassic alteration in a broader phyllic altered zone in quartz monzonite porphyry and granodiorite stocks and breccia bodies.
3. Peripheral Porphyry: Located on the periphery of the main porphyry bodies, low grade gold-pyrite-arsenopyrite mineralization is hosted by sericite-phylite alteration zones in porphyry stocks, breccia zones and NW fault zones. Gold bearing zones follow the NW structural trend and epithermal veins and gold-pyrite bearing argillic to phyllic alteration zones intermix. Host rocks include breccias, porphyry dykes and quartz monzonite to latite bodies.
4. Magnetite-goethite-limonite Skarn: The metamorphic rocks consist of quartz-feldspar-mica-chlorite gneiss and schist. The primary skarn assemblage consists of magnetite, epidote, diopside, red and brown garnet and calcite and carries gold and silver. Locally superimposed on the primary skarn is a retrograde assemblage of quartz, hematite, actinolite and chlorite which returns erratic high gold and silver values.

Chapter 3 – Historical and 2002 Work Programs

A. History

Prospector P.F. Guder first discovered gold bearing rock on the west side of Freegold Mountain in 1930. He located the Augusta claim over an auriferous magnetite showing and proceeded to dig hand pits and shafts along the structure. On hearing of the find, prospectors rushed into the region, staking over 100 claims in the autumn and winter of 1930-1931.

The Laforma quartz vein was discovered on the southeast side of the Freegold Mountain and was developed by the N.A. Timmins Corporation from 1934-1935. In 1935 the Yukon Consolidated Gold Corporation acquired the Laforma property and continued the underground development. Seymour, Cabin and Caribou creeks were first prospected for placer gold in 1897-1898, then again in the 1930's by Guder and associates. They sunk numerous shafts along the narrow steep sided valleys. On finding boulders of quartz containing visible gold at the bottom of a small gulch (Rabbit Gulch) they began trenching the side hill. The bedrock source was located above Caribou Creek and staked as the Dark Moth claim in 1937 by W. Teare. A gravity fed stamp mill was constructed by T.C. Richards and E. Keobke to process hand picked ore from an open cut and adit. In 1938 twelve tons of high grade quartz was milled, producing 88 ounces of gold.

In the winter of 1938-1939 the milling equipment was moved from Caribou Creek to the Laforma property.

At the Caribou property, 31 diamond drill holes (1,500 metres) were completed between 1988-1989 for Doron Exploration Co. The drilling outlined a high grade gold bearing quartz vein stockwork occurring along a shear zone at the contact between graphitic siltstone and underlying volcanic or igneous rocks. An attempt to mine the stockwork in a large open cut by Sayre Development Inc. in 1990 proved unsuccessful. Excavating and stripping on the open cut covered most of the original drill collars and trenches. A 50 tpd mill was constructed and operated for a short period in 1990. The mill remains on site but will require extensive rehabilitation and construction to make it operational.

In 1994, Dark Moth Mines Ltd. drove an adit on the quartz vein stockwork intersecting the shear at 11 meters and then drifted a short distance in both directions along the shear. Detailed chip sampling of the stockwork in the adit was performed by R. Clarkson, P. Eng. in 1994 and J. MacDougall of Redell Mining Corp. in 1996.

In 1998 G. Davidson sampled the open cut and underground workings. Anomalous values of 151.50 gpt gold over 2 feet, 6 inches was returned from the adit. An eight inch wide breccia zone in the open cut returned 11.58 gpt gold.

In 2000 the adit and drift were dewatered and sampled, as well as the open cut. The adit samples returned results up to 1.049 opt gold. One grab sample taken from the south end of the open cut contained visible gold and returned an assay of 134.886 opt gold. Prospecting located additional areas of interest that warranted follow-up. Grid

preparation (extension and flagging) completed will facilitate additional geophysical surveys and geological mapping on the property scale.

B. 2002 Work Program

Property Visits

Property visits were conducted by Bill Harris for two companies in the fall of 2001.

Max Fuerstner of Livingstone Creek Placers visited the property with two of his associates from Michigan. Access to the property was gained by helicopter from Whitehorse, Yukon, using a helicopter supplied by Capital Helicopters. Samples were collected by the two American visitors and Max Fuerstner and a property tour was undertaken to familiarize the group with the open cut, underground workings, new Upland Float Zone, and the mill.

Joel White of Coulee Resources also made a short property visit to Caribou Creek in October of 2001 to familiarize himself with the property, as well as the access along the Freegold Road and Caribou Creek Road for trucking in heavy equipment for test mining purposes.

Flagline Grid Development

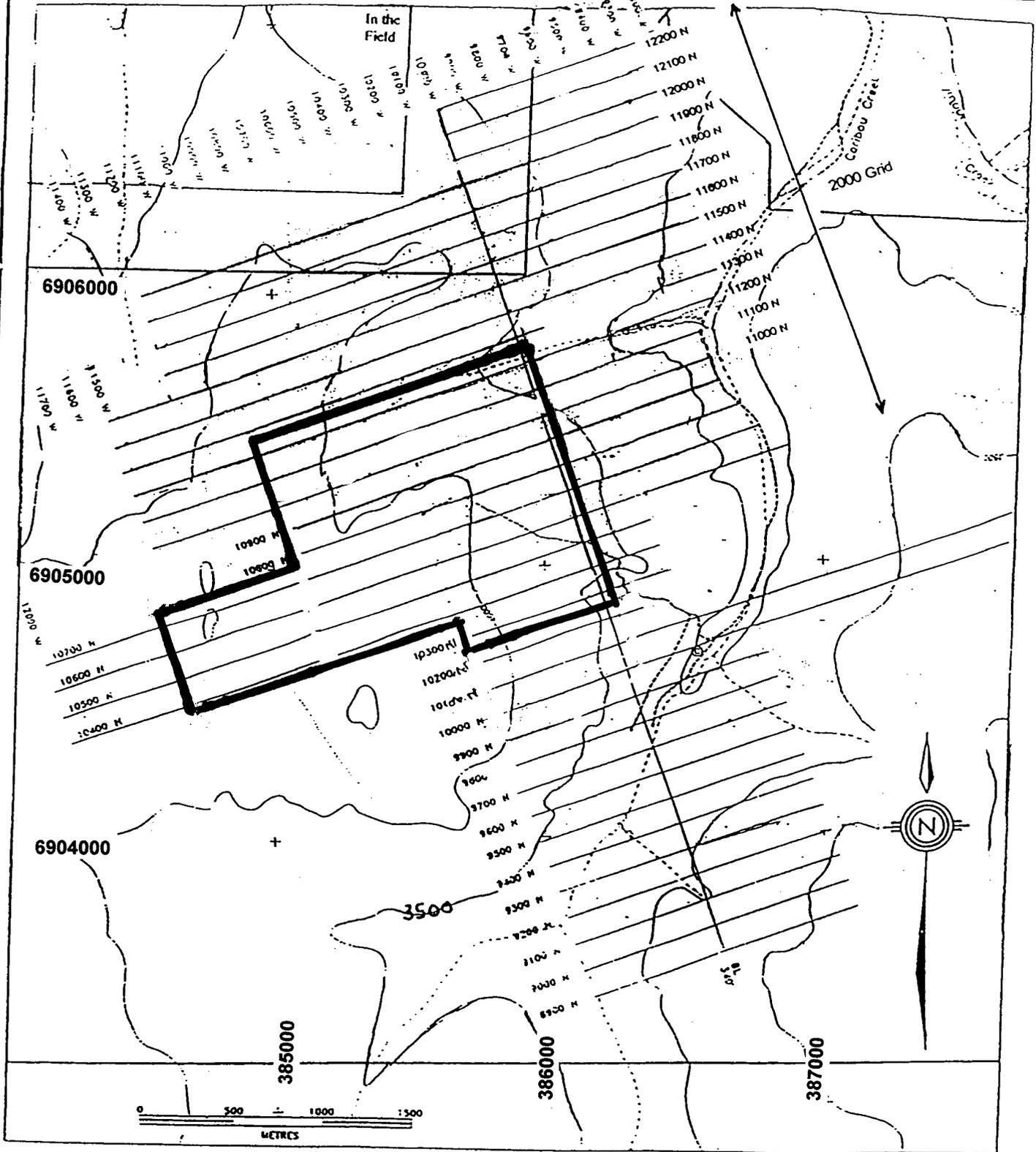
While prospecting it was discovered that some of the flagging that had been used in previous flagline grid construction projects had disappeared, either from the use of inferior "summer grade" flagging or an exceptionally cold windy spell of weather which caused the flagging to freeze and break in the wind. Many of the lines in the upland area were rewalked with a hip chain and many flags rewritten as it was planned to perform magnetometer and VLF-EM surveys in the 2002 season (see Figure 4).

Prospecting

During the property visits, prospecting traverses in the area of the Upland Float Zone and the Main Zone were undertaken by Bill Harris. Prospecting traverses were undertaken in the 2002 season by Bill Harris, Dirk Moraal and Susan Craig of Tintina Consultants (see Figure 5 for location of traverses). In addition to the traverses noted on the map, prospecting was undertaken along existing access trails and historical trenches, as these man-made features exposed in-place veins and float boulders, normally hidden by the overlying vegetation. Samples were collected at various locations during these traverses. Sample locations are located on Figure 5, and sample descriptions are included in Appendix A. Sample assays are pending and will be submitted at a later date.

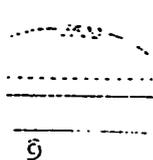
While prospecting, the main focus was to locate brecciation, and quartz veins within the "black unit", as historically, this has been the most important host for gold mineralization on the property. Although in 3 instances in the second phase of drilling on the property, altered rhyolite in the footwall zone contained minor (small specks) of visible gold, no values were reported from assaying. Historically, significant gold values are associated only with the "classic Caribou Creek breccia" composed of graphitic siltstone with quartz flooding.

Property Boundary On Claim map



LEGEND

- Elevation contour interval, (500 feet)
- Stream, creek
- Wheel drive road
- Property Boundary
- Camp location



Midnight Mines Ltd.

2002 FLAGLINE GRID

RECONSTRUCTION

Caribou Creek Property

From G. Davidson, Fig. 5, Dec. 1994

Scale: 1:20,000

Date: Feb. 2003

NTS 115 I 3 & 6

Figure 4

Three rock samples were collected in the Wondja Trail area (see Figure 5). Samples 02-R1 and 02-R2 were of coarse grained crystalline "black unit" rock containing small "pebbles" or crystals of quartz. This unit is similar to the material found in the hanging wall rocks at the main showing. Photo 1 on the next page shows the location of sample 02-R1, which was collected within an area of "black unit" float in the road bed.

The "black unit" float continued intermittently in the road bed up the hill. Sample 02-R3 was collected from the area noted in Photo 2 on the next page. The sample was a medium grained black siltstone, with no quartz veining. A VLF-EM anomaly requiring trenching or drilling is located in this area.

Photos 3 and 4 (next page) were taken directly above sample 02-R3 site, where Wondja's Trail hits the switchback in Rabbit Gulch, indicate the black unit continues uphill towards the baseline, and changes to an oxidized orange unit to the south and east.

The trenches which were started in 2001 in the "Upland Float Zone", where brecciated black graphitic siltstone containing visible gold was encountered, were prospected again and hand trenched in the hope that more material containing visible gold could be found. Rock samples 02-R13 and R14 were collected from the northerly trench. Additional brecciated graphitic siltstone was found, yet none were seen to carry visible gold. The photos on pages 18 and 19 show the northerly trench and one of the boulders located in the trench.

Additional prospecting along strike of the Upland Float Zone, recovered samples with little or no quartz veining in samples 02-R15 and 02-R16. Prospecting along the access trail constructed in 2001, resulted in the collection of four samples, (02-R4 to R7) all within the black unit with quartz crystals or inclusions, yet no quartz veining. The photos on page 20 show the beginning and the end of the access trail.

Prospecting around and along the old trenches accessing Sunny Creek resulted in the collection of 5 samples; 4 from float and one a 1.5 m chip across a stockwork quartz vein in syenite. Most of the samples within the Sunny Creek area indicated quartz veins within brecciated "greenstones" or syenites. No sulphides or visible gold were located within these samples.

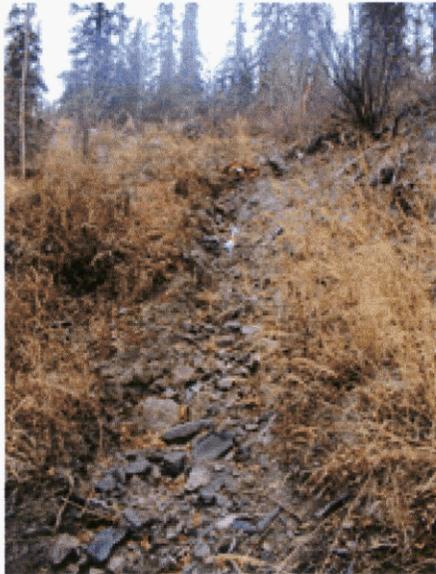


Photo 1
Location of sample 02-R1
Wondja's Trail



Photo 2
Location of sample 02-R3
Wondja's Trail



Photo 3
View uphill towards base-
line; note continuation of
“black unit”



Photo 4
View to south and east;
note “black unit” chang-
ing to “orange unit”



Photo 5 Northerly trench, Upland Float



Photo 6 Northerly trench, Upland Float



Photo 7
Boulder, Northerly Trench, Upland Float Zone
Classic "Caribou Creek" Breccia



Photo 8
Access trail, along strike of Upland Float Zone



Photo 9
End of access trail, along strike of Upland Float Zone

Discussion and Recommendations

Midnight Mines Ltd. is hoping to advance the Caribou Creek project to a small scale mining and milling operation in the near future. To achieve this goal the following factors must be considered.

1. **Rehabilitating the existing mill on the property into a fully functional ore processing and gold recovery facility**

Mike Bourdeau (1995) and Rod Samuels (2000), both metallurgists and mill construction specialists, have visited the property and assessed the site. Preliminary plans and estimates have been produced for the refurbishment of the mill and construction of a building to house the mill as well as reconstruction of the tailings dam.

2. **Mine planning and permitting**

A database must be prepared using geological software. The pit and underground workings as well as the tailings area, trenches and picket grid should be surveyed and put in the database. Other relevant features on the property such as trenching, roads, showings, property geology etc. should be located with a GPS survey and imported into the database. At that point tonnage and grade of the deposit could be calculated from present data and drill sites located for future infill drilling. The water license permit which expired in October of 2001, also needs to be rewritten and resubmitted.

3. **Exploration to delineate reserves and provide future resources for development**

In the past VLF-EM conductors have been found to be the best indicator for additional exploration (trenching or drilling) to define the ore zone at Caribou Creek. Baseline and flagline grid preparation in 2000/2001 will facilitate additional geophysical surveys on a property scale. These geophysical surveys will also relocate conductors from previous surveys which were never followed up by trenching or drilling. When anomalies are found (either new or existing) closely spaced infill lines on 25 m spacings with 10 metre stations should be used to define the anomaly, at which time they should be marked on the ground with steel pins, for later trenching and drilling. MAG and VLF-EM surveys should also be performed across the area in which new float carrying visible gold was found in 2001 a this area gave no response in previous geophysical programs. VLF conductors should be tested in detail using integrated exploration methods, particularly geochemical overburden sampling. This may highlight specific sections of the conductors that are more likely to be mineralized. Detailed geological mapping in the pit, underground, in the new trenches and road cuts and on the grid will help locate and define the Caribou Creek structure and possibly a new vein in the area of the 2001 float discovery. Anomalous areas and trenches begun in 2001 should be trenched with an excavator. Diamond drill holes should be located to test these anomalies and to further define reserves of gold in the pit and adit area.

Exploration to delineate reserves and provide future resources is recommended in the following programs:

Phase I Surface Exploration

Prospecting	30 days
Geological Supervision and Mapping	30 days
Gridwork	8 km of cut tie line grid
Geochemistry	500 samples
Geophysics	40 km MAG-VLF-EM
GPS Survey	10 days
Replotting diamond drill plans, cross sections, property geology, database construction and reinterpretation of new plots	
Report preparation and drafting	

Phase II Trenching and Diamond Drilling contingent upon Phase I results

Certificate

I, BILL GLEN HARRIS, of the City of Whitehorse, in the Yukon Territory, HEREBY CERTIFY:

1. That I am a prospector and that I am familiar with the property area.
2. That I have been engaged in mineral exploration and development on a full time basis for 20 years in the Yukon and British Columbia.
3. That I am the president of Midnight Mines Ltd., and the owner of the Caribou Creek Property.

SIGNED at Whitehorse, Yukon this 28th day of February, 2003.

A handwritten signature in black ink, appearing to read "B. Harris", written over the printed name below.

Bill G. Harris

Statement of Costs

Prospecting

Bill Harris, 13 days @ \$300/day	\$3,900
Dirk Moraal, 1 day @ \$300/day	\$300
Ryan Gould, 2 days @ \$250/day	\$500
Tintina Consultants, 2 days @ \$428/day	<u>\$856</u>
	\$5,556

Flagline Grid Development

Bill Harris, 3 days @ \$300/day	\$900
Dirk Moraal, 1 day @ \$300/day	\$300
Ryan Gould, 2 days @ \$250/day	\$500
Tavis Hierlihy, 2 days @\$200/day	<u>\$400</u>
	\$2,100

Transportation

Truck Rental, Fuel	\$2,650
4 wheeler/snowmachine	<u>\$600</u>
	\$3,250

Camp & Supplies

\$995

Report Preparation

\$1,500

Total: \$13,401

References

Craig, S.P. (2001) 2000 Assessment Report on the Caribou Creek Property, for Midnight Mines Ltd., Feb. 27, 2001

Craig, S.P. (2002) 2001 Assessment Report on the Caribou Creek Property for Midnight Mines Ltd., Feb. 28, 2002

Davidson, G. S. (1997) Geological Evaluation Report on the Caribou Creek Property, for Midnight Mines Ltd., Dec. 15, 1997.

Davidson, G.S. (1994). Exploration Report on the Caribou Property and Glen Claims, for Midnight Mines Ltd., December 1994.

Davidson, G.S. (1994). Exploration Report on the Freegold Mountain Project, for Harris & Assoc. Explorations, February 1994.

Gordey, S.P. and Makepeace, A.J. (1999), Yukon Digital Geology, Yukon Minfile, 115I053, Geological Survey of Canada, Open File D3826.

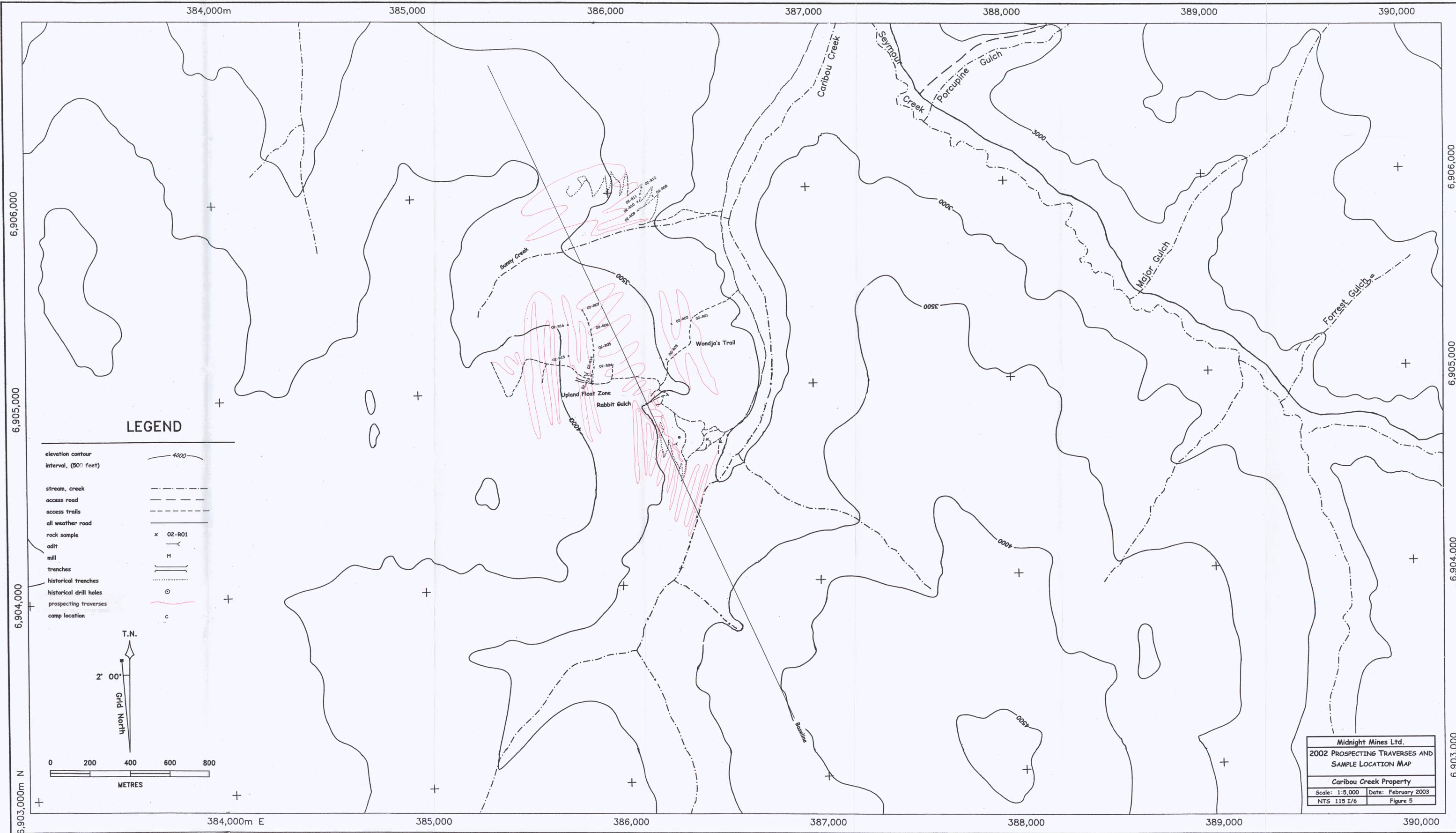
Tenney, D. (2001a). Notes on Visit to Caribou Creek Gold Property, June 2000, Jan. 21, 2001.

Tenney, D. (2001b). Notes on Caribou Creek, Feb. 19, 2001.

Appendix A
Rock Sample Descriptions

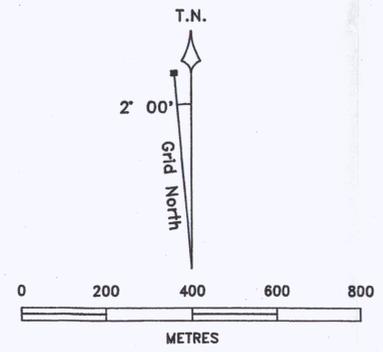
Rock Sample Descriptions

Sample	Type	Location	Description
02-R1	Float	Wondja's Trail	Coarse grained black unit with crystalline texture in matrix with small "pebbles" or crystals of quartz; similar material found in hangingwall rocks at main showing
02-R2	Float	Wondja's Trail	Similar sample to 02-R1, yet appears more oxidized and altered; contains fewer quartz "crystals"
02-R3	Float	Wondja's Trail	Fine to medium grained black siltstone which is slightly graphitic. No quartz veining present.
02-R4	Float	Access trail along strike of Upland Float Zone	Coarse grained black rock with some small quartz crystals or inclusions. Rock is very friable and crumbles easily. Exposed surface exhibits wavy lines which may be slickensides. No quartz veining.
02-R5	Float	Access trail along strike of Upland Float Zone	Coarse grained black unit rock with small quartz "crystals". Minor reddish-orange oxidation; no veining
02-R6	Float	Access trail along strike of Upland Float Zone	Coarse grained black unit rock with very minor quartz crystals; no veining
02-R7	Float	Access trail along strike of Upland Float Zone	Fine grained black unit, very shale like in appearance; oxidation on fractures within rock; no quartz
02-R8	Float	Sunny Creek	Sample from unoxidized bull quartz boulder exhibiting no sulphides or visible gold; some greyish-green-brown rock contained within breccia; minor oxidation holes after sulphides
02-R9	1.5 m chip	Sunny Creek	Stockwork quartz vein in syenite; vein drusy in places and massive quartz in others; many other veins in same local area up to 0.3 metres in width; matrix is green to black crystals in brown syenite
02-R10	Float	Sunny Creek	Brecciated "greenstone" with quartz veining (calcite?); fine grained host rock, coarse crystalline vein material; no sulphide or visible gold
02-R11	Float	Sunny Creek	Brecciated syenite with quartz veins and flooding; well crystallized vuggy quartz veings; brown-greenish-black syenite; dark green matrix; intermittent veins over >8 metres
02-R12	Float	Sunny Creek	In place drusy quartz vein; no sulphides or visible gold; extensive quartz flooding and veining in rock of brown syenitic composition; breccia fragments appear to be oxidized syenite
02-R13	Float	Upland Float Zone	Brecciated black unit – graphitic siltstone with extensive quartz veining and flooding, silicified; very well developed drusy quartz crystals – minor orange-red oxidation in vugs of quartz veins; classic Caribou Creek breccia sample; no visible gold
02-R14	Float	Upland Float Zone	Brecciated black unit – slightly graphitic siltstone; quartz in breccia is drusy with small well formed crystals, but is "chalky" or "sugary" in texture
02-R15	Float	Along strike of Upland Float Zone	Coarse grained black unit material – reminiscent of "porphyritic" material from hanging wall of main Caribou zone but no quartz "pebbles" or blebs; appears friable and easily broken; no veining, no quartz, no sulphides
02-R16	Float	Along strike of Upland Float Zone	Fine grained black siltstone – no quartz veining or quartz crystal blebs



LEGEND

- elevation contour interval, (500 feet) — 4000 —
- stream, creek - - - - -
- access road - - - - -
- access trails - - - - -
- all weather road - - - - -
- rock sample x 02-R01
- adit —
- mill M
- trenches |||
- historical trenches - - - - -
- historical drill holes o
- prospecting traverses — (red) —
- camp location c



Midnight Mines Ltd.	
2002 PROSPECTING TRAVERSES AND SAMPLE LOCATION MAP	
Caribou Creek Property	
Scale: 1:5,000	Date: February 2003
NTS 115 I/6	Figure 5