



2002 Assessment Report

on the

Tinta Hill Property

Tinta 1-2 (YC19653-54)
Tinta 3-10 (YC18660-67)
Tinta 11-12 (YC19666-67)
Tinta 101-108 (YC19668-75)
Hill 14 (YC18864)
Hill 16 (YC18865)
Hill 18 (YC18866)
Hill 20 - 40 (YC18867-87)
Hill 50 (YC18888)
Hill 52 (YC18889)
Hill 54 (YC18890)
Hill 56 (YC18891)

NTS 115 I-6 & 7
Lat. 62°17'N, Long. 136°57'W
Whitehorse Mining District

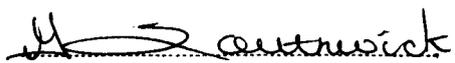
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For: Midnight Mines Ltd.
Box 31293
Whitehorse, YT
Y1A 4Z2

By: Bill Harris
March 13, 2003

Periods of Work:
August 22-31, 2002
September 14-19, 2002

Costs associated with this report have been
approved in the amount of \$ 6700.00
for assessment credit under Certificate of
Work No. QW 27592



Mining Recorder
Whitehorse Mining District

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Summary

The Tinta Hill Property consists of 48 mineral claims located approximately 38 km northwest of Carmacks, Y.T. and is accessible by 54 km of road. For the last several years, the previous owners of the Tinta Hill Property had allowed all claims to lapse except for two key claims (Tinta 1 and 2) which contained approximately 50% of the reserves and one of the adits on the property. Midnight Mines had been acquiring the Tinta claims as they lapsed, and in 2002, the Tinta 1 and 2 claims were forfeited although the previous owners were intent on keeping them. Midnight Mines subsequently staked the Tinta 1 and 2 claims, as soon as they became open, thereby gaining ownership of all of the reserves on the property. Additional claims were staked to cover strike extensions of the main mineralized shear zone.

The property was first discovered in the 1930s and has undergone numerous exploration programs since that time. Exploration to date has consisted of trenching, soil sampling, geophysical surveys, diamond drilling (over 11,000 feet/3350 m), and driving of 2 adits. This work has focused on a main mineralized shear zone over a length of 11,500 feet (3,505 m), with an average true thickness of 5.35 feet (1.6 m). Drill indicated reserve calculations on this zone estimate 1,875 tons/vertical foot of 0.075 oz. Au/ton, 5.35 oz. Ag/ton, 4.71% Pb, 6.03% Zn, 0.37% Cu and 0.049% Cd.

The main focus of the 2002 programs at the Tinta Hill Property involved locating and mapping with GPS previous work on the property in order to prepare a basemap for future work on the property. This work indicated that at least some of the property has been mislocated on claim maps for at least 25 years. Roads, drill collars, trenches, adits, shafts, portals, camps, clearings and location of the baseline was undertaken by handheld GPS. The baseline was also partially reconstructed. The location of veins that were visible in trenches or outcrop were located and mapped, as was the width, length and depth of many trenches. Prominent topographical features and the location of the camp and access roads were also noted. Specific attention was focused on Tinta 1-4, as the majority of the previous exploration on the property had focused on these claims.

The potential to expand the reserves on the property is excellent as the zone is open to the northwest, the southeast and to depth. Additional sub-parallel and parallel zones located by the VLF-EM survey have been partially tested. Follow-up work should focus on these parallel zones to determine the overall potential of the property. A phase I program should include additional geophysical (VLF/EM and magnetometer) surveys as well as detailed soil sampling to define the parallel zones. This work combined with prospecting and geological mapping will determine targets for trenching on the parallel zones. Relogging of existing 1988 core in the Government Drill Core Library combined with detailed mapping and sampling of the surface and underground workings will provide additional information on the existing shear zone. A phase II program of diamond drilling will follow dependent upon results.

Chapter 1 – Introduction

A. Introduction

Work on the property was completed in two separate time periods. Work was carried out on the Tinta claims between August 22 and August 31, 2002 and on the Tinta 1-6, Tinta 9-10 and Hill 20, 27-30, 34, 36, 38, 40, 50 claims between September 14 and September 19, 2002. Work in 2002 was carried out by Mr. B. Harris and D. Moraal of Midnight Mines Ltd., and S. Craig of Tintina Consultants.

The purpose of this report is to describe and present the results of work completed during 2002.

B. Location and Access

The Tinta Hill property is located on the southern flanks of Granite Mountain approximately 38 km northwest of Carmacks, Y.T. on NTS Map Sheet 115 I-6 & 7 at latitude 62° 17'N and longitude 136°57'W. Figure 1 shows the property location. The claims are accessible via the Freegold Road, a government maintained gravel road for 54 km. At this point a subsidiary road is followed for 11 km northward over the uplands toward Granite Mountain. Tinta Hill is a smaller hill on the southern flanks of Granite Mountain.

C. Physiography

The property is situated over rolling upland, mountain-valley terrain. Elevations range between 1000 metres and 1250 metres above sea level. Short willow brush and sparse alpine spruce cover most of the mountain uplands. South-facing slopes are covered in denser spruce forests. Water is obtainable most of the year from headwater tributaries of Merrice and Stoddart Creeks.

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

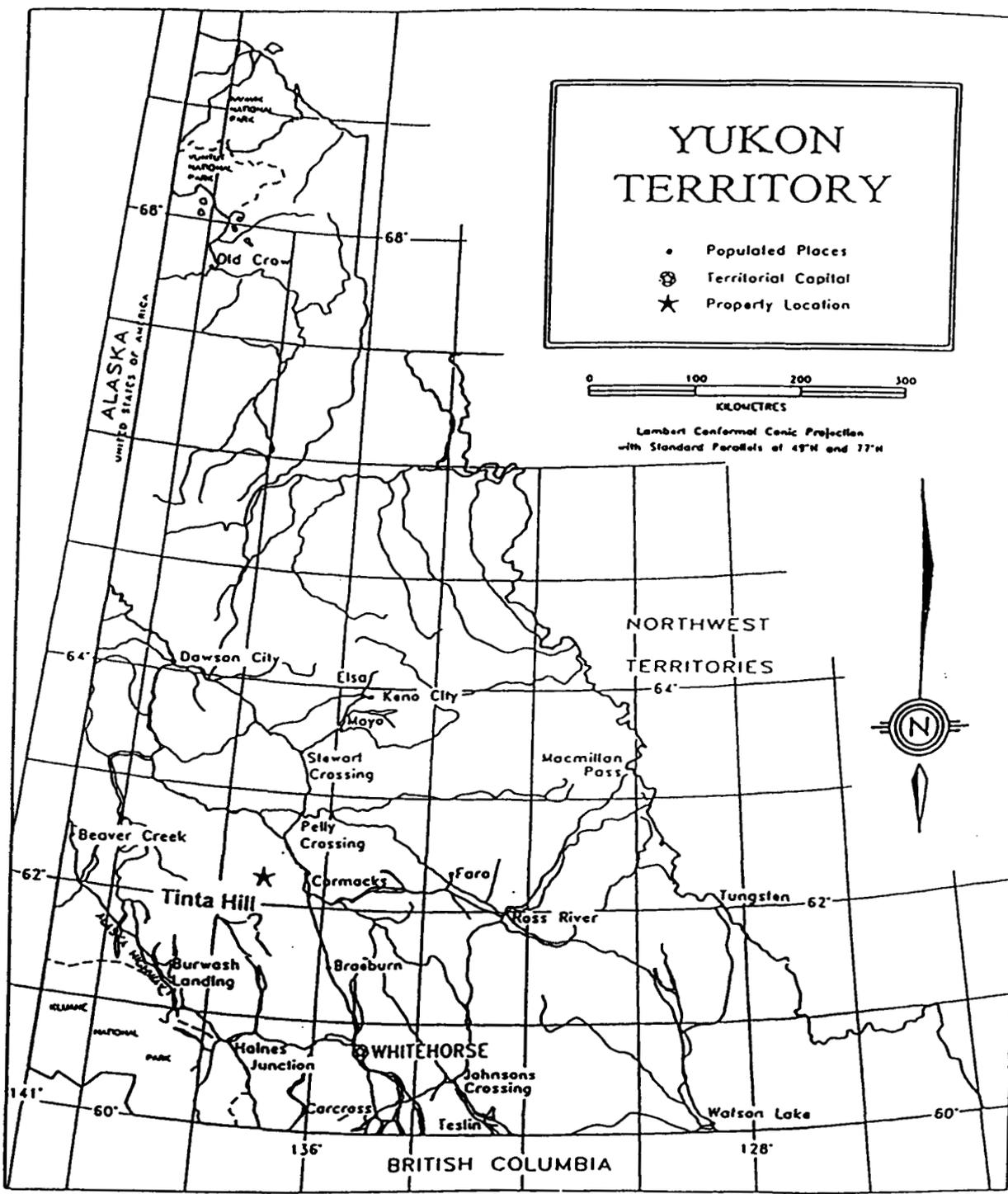
D. Property/Claim Summary

The “Tinta Hill Property” includes the following claims: Tinta 1-12, Tinta 101-108, Hill 14, 16, 18, 20-40, 50, 52, 54, 56. Figure 2 shows the location of these claims.

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

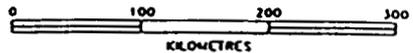
Table 1: Claims Worked on in 2002

Claim Name	Grant Number
Tinta 3 - 10	YC18660-67
Hill 20	YC18867
Hill 27-30	YC18874-77
Hill 34	YC18881
Hill 36	YC18883
Hill 38	YC18885
Hill 40	YC18887
Hill 50	YC18891
Tinta 1-2	YC19653-54



YUKON TERRITORY

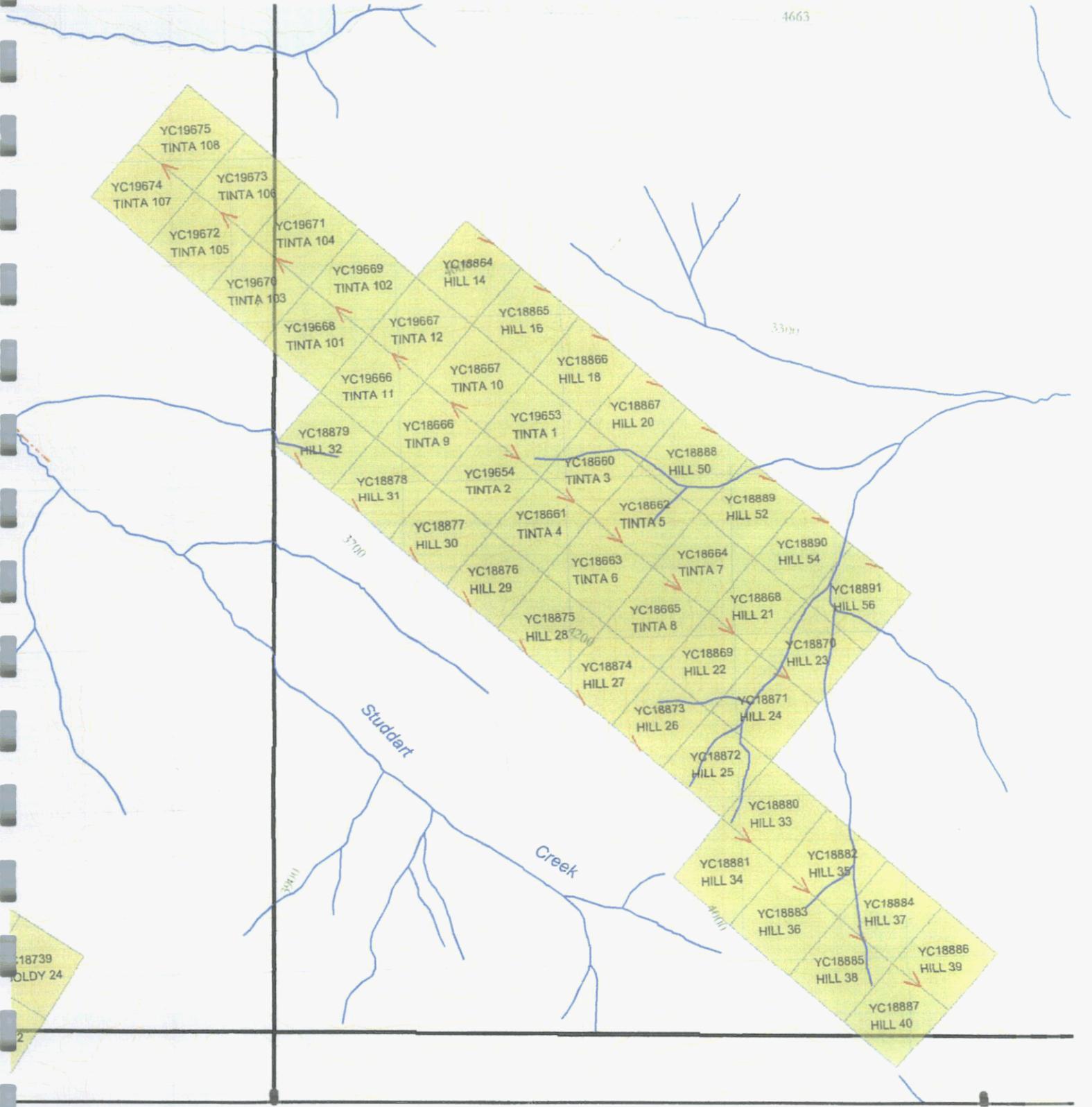
- Populated Places
- ⊙ Territorial Capital
- ★ Property Location



Lambert Conformal Conic Projection
with Standard Parallels of 49°N and 77°N



Midnight Mines Ltd.	
LOCATION MAP	
Tinta Hill Property	
Scale 1:6,000,000	Date: March 2003
NTS: 115 I 6 & 7	Figure 1



Midnight Mines Ltd.		
CLAIM MAP		
Tinta Hill Property		
Scale 1:31,680		Date: March 2003
NTS: 115 I 6 & 7		Figure 2

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

The work done on the above claims was applied to the adjacent claims listed in the table below.

Table 2: Claims Work Applied To

Claim Name	Grant Number	Expiry Date	New Expiry Date*	Registered Owner
Tinta 3-8	YC18660-65	2004/04/28	2004/10/28	B. Harris
Tinta 9-10	YC18666-67	2003/04/28	2004/10/28	B. Harris
Hill 14, 16, 18	YC18864-66	2002/09/19	2004/09/19	B. Harris
Hill 20-24	YC18867-71	2002/09/19	2004/09/19	B. Harris
Hill 25-40	YC18872-87	2002/09/19	2004/09/19	M. Gauvreau
Hill 50, 52, 54, 56	YC18888-91	2002/09/19	2004/09/19	B. Harris
Tinta 1	YC19653	2003/09/13	2006/09/13	B. Harris
Tinta 2	YC19654	2003/09/13	2005/09/13	B. Harris

*following approval of filing

Chapter 2 – Geology and Mineralization

The information presented in this chapter has been taken directly from the 2000-2001 assessment and compilation report on the property by Craig (2001).

Regional Geology

According to Tough (1974), the northeast flank of the Dawson Range is generally underlain by a basement complex of metamorphic Yukon Schists and an assemblage of highly differentiated Jurassic or Cretaceous intrusives both overlain and underlain by basic and acid volcanics. The assemblage is cut by many bodies of younger quartz porphyries and rhyolites. The Dawson Range was not glaciated during the last period of glaciation.

Property Geology

The first description of the property is documented by Bostock (1936):

In 1931 a large vein was discovered on McDade or Tinta Hill, four miles east of Freegold Mountain. The vein varies between three and six feet in width and has well defined walls of granite. It strikes north 61 degrees west, dips nearly vertically and has been traced over a length of more than 4000 feet. Workings consist of trenches and shallow shafts, the deepest 32 feet. The vein is composed of quartz carrying pyrite, galena, sphalerite, chalcopyrite and tetrahedrite. It carried some silver, gold and lead but not sufficient quantities to make commercial ore at the time. Work on the vein ceased in 1932.

Tough (1974) summarizes the property geology as follows:

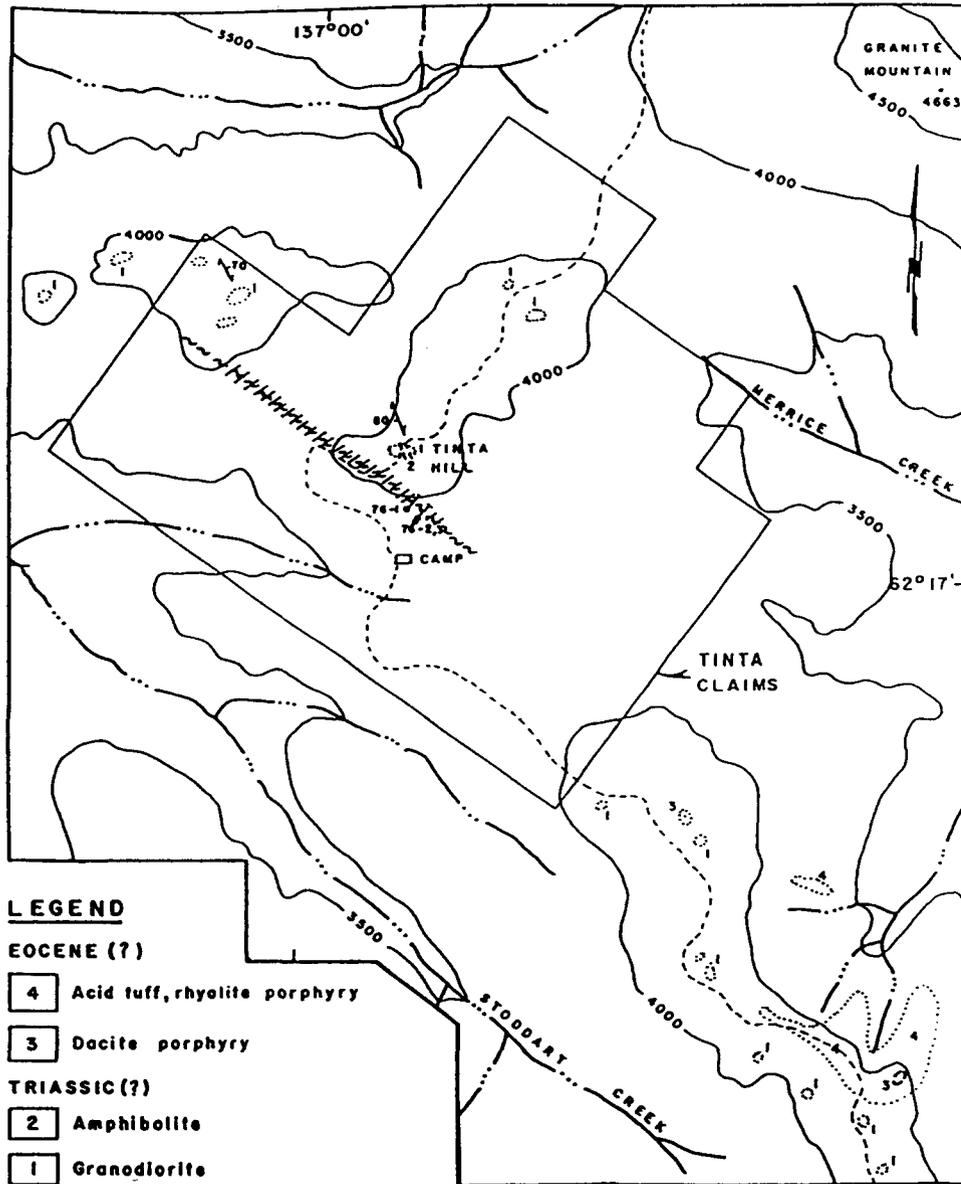
The property is underlain by quartz-monzonite which is gneissic in places. On the north side of the main shear zone a band of amphibolite occurs.

The quartz monzonite is generally medium-grained, pink-grey with chloritization of the mafic minerals. Quartz stringers are common and fractures are usually filled with chlorite or calcite.

Alteration is fairly intense in the vicinity of the main shear zone and consists of pink K-feldspar, clay minerals, sericite, green brown and red chlorite, silicification and epidote.

Morin et. al. (1977) describe the general geology of the property in more detail follows:

The general geology of the property and surrounding area is shown on the accompanying figure. (Figure 3) The property lies within the unglaciated portion of the Dawson Range and bedrock is poorly exposed except along ridge tops. The principal rock type exposed on the property, shown as Unit 1, is granodiorite to quartz diorite of the Triassic (?) Klotassin Batholith (Tempelman-Kluit, 1974). This rock is composed of 20 to 25 per cent quartz, 10 to 15 per cent K-feldspar, 40 to 50 percent plagioclase and 10 to 15 percent biotite and hornblende with abundant epidote and magnetite as accessories. It is medium-to coarse-grained and locally porphyritic due to the presence of K-feldspar phenocrysts up to 2 cm long. Foliation is commonly exhibited due to the subparallel alignment of mafic minerals trending roughly 300° and dipping steeply to vertically.



LEGEND

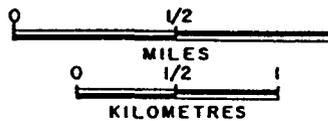
EOCENE (?)

- 4 Acid tuff, rhyolite porphyry
- 3 Dacite porphyry

TRIASSIC (?)

- 2 Amphibolite
- 1 Granodiorite

- Area of outcrop
- Geological boundary (approximate)
- Foliation
- Shear zone
- Mineralized zone
- Diamond drill hole
- Access road
- Contours (in feet)



**GEOLOGY OF THE TINTA HILL AREA,
WHITEHORSE MINING DISTRICT**

Figure 3: GEOLOGY OF THE TINTA HILL AREA
Taken from Morin et. al. (1977)

Unit 2 is medium- to fine-grained, gneissic amphibolite occurring as conformable bands up to 40 feet (12 m) thick within the granodiorite. The amphibolite consists of 60 to 70 percent hornblende and 30 to 40 percent plagioclase. Feldspar-rich bands 2 to 5 mm across occur at intervals of 2 cm or more. Unit 2 is prominent in outcrop at the top of Tinta Hill, immediately north of the main showing area.

Units 3 and 4 are volcanic rocks of Eocene (?) age exposed along ridge tops southeast of the property. Unit 3 consists of dacite to andesite porphyry which forms two small stocks up to several hundred feet across. One of these stocks, located one-half mile (0.8 km) east of the southernmost corner of the TINTA claim group, is composed of 5 percent hornblende and biotite and 10 percent plagioclase occurring as phenocrysts up to 2mm long in an aphanitic, light grey, felspathic matrix. The second stock, one mile (1.6 km) to the southeast is darker in appearance. The age of these stocks is uncertain, but they may be related to Mount Nansen volcanics of Eocene (?) age.

Unit 4 consists of rhyolite porphyry and vitric crystal tuff which are exposed in near-bedrock felsenmeer and scree along the southeast-trending ridge southwest of the property. The rhyolite porphyry is buff-weathering, chalky white and contains varying amounts of microlitic cavities. It consists of quartz and plagioclase phenocrysts up to 2 mm across in an aphanitic white matrix. Trace amounts of disseminated pyrite are present. The tuff varies from white to purplish in colour. It contains crystal fragments of quartz, white, altered feldspar, and euhedral biotite up to 1 mm across in a very fine-grained and finely laminated matrix. This tuff is similar in appearance to the varicoloured acid tuff described by Templeman-Kluit (1974b) in the Aishihik Lake area which have been assigned an Eocene or younger age.

Ferguson (1988) summarizes the property geology and alteration as follows:

The property, in the area of known showings and exploration work, is underlain by two distinct phases of a quartz diorite intrusive:

1. Medium to dark grey, medium grained, equigranular
2. Light to medium grey, medium grained, K-feldspar porphyritic

Local chloritization in both phases is common, as is quartz-feldspar veins and veinlets. Co-magmatic, dark green, fine grained diorite intrusive occurs as bands and zones of mixing within the quartz diorite intrusive, locally along the north edge of the main mineralized zone.

Both lithologies exhibit intense, pale green sericitization and bleaching in the vicinity of the main shear zone. Sericitization and clay minerals decrease in intensity away from mineralized zones. Areas immediately surrounding mineralized horizons exhibit moderate to strong hematization (calcite-hematite veinlets, fractures and flooding), +/- moderate chloritization (with minor epidote) and zones of strong K-feldspar flooding.

Mineralization

Work carried out by Conwest Exploration in 1959 (Rogan, 1960) discussed a +3000 foot mineralized shear and associated mineralization on the property.

On surface, the shear appears to vary from 6 to 20 feet in width with some chalcopyrite extending into the granite on both sides. It may be cut off by a fault on the west end following the north branch of Stoddart Creek. There is little evidence of drag here to the southwest. The east end of the shear is open. A strong vein of galena 4" to 24" wide persists for the entire length. The trenching did not get below the zone of oxidation and there is much anglesite (PbSO₄). The anglesite obscures many of the other minerals but pyrite, chalcopyrite and sphalerite were noted along with the galena. Silver values up to 213 ounces with a constant 0.20 ounces of gold per ton were indicated on surface.

Morin et. al.(1977) also discussed the mineralization in detail.

Mineralization on the property occurs in quartz-carbonate veins confined to a 100-foot (30 metre) wide shear zone trending 335° and dipping vertically or steeply to the north in granodiorite and amphibolite. The quartz-carbonate veins have well-defined walls and vary from two to ten feet (0.5 to 3 m) wide. Mineralization occurs mainly in poorly defined zones as disseminated to heavily disseminated sulphides and, locally, irregular massive patches. The principal minerals are galena and sphalerite with minor amounts of chalcopyrite, tetrahedrite and pyrite. Minor amounts of chalcopyrite and pyrite are also disseminated in the wall rocks on both sides of the veins. Malachite and azurite occur in the oxidized portions of the veins. Alteration of the granodiorite in the vicinity of the veins is primarily sericitization and chloritization and, to a lesser degree, potash feldspathization and silicification.

Ferguson (1988) discusses the mineralization as follows:

Mineralization detected to date is confined to several shear zones. The main vein, or shear zone, strikes 300° across Tinta Hill and dips 5 to 15° to the northeast, reaching true widths of up to 10 feet. Quartz-carbonate veins within and outside the main shear contain auriferous pyrite, sphalerite, galena, chalcopyrite and argentiferous tetrahedrite. Locally, veins have been completely altered to clay minerals. Pyrite, sphalerite, galena and chalcopyrite also occur as veinlets and disseminations in both hangingwall and footwall altered host rocks.

The main mineralized shear zone has been identified as a pinch-and-swell structure over a length of some 11,500 feet (open at both ends). The average true thickness of the mineralized zone encountered in diamond drill holes is 5.35 feet. Surface exposures of the vein show width variances of a few inches to six feet and average three feet in width.

A second major vein system appears to parallel the main vein, approximately 150 feet to the north, near the top of the Tinta Hill.

Trenching within this zone north of the main vein showed a shear zone containing variable amounts of galena and sphalerite (Tough, 1974). Two drill holes on an anomaly connecting the Tinta Vein zone with an anomaly to the north revealed a mineralized zone comparable in width and tenor to the Tinta Vein zone. Other sub-parallel conductors are indicated to the south of the main zone (Tough, 1981a).

Chapter 3 – Historical and 2002 Work Programs

A. History

The Tinta Hill property was first staked as a gold showing in 1931 by George McDade and partners and has been restaked from time to time by various prospectors. Trenching and shallow shafts (the deepest 32 feet) were excavated on a large vein greater than 4000 feet in length.

The property was restaked by Conwest Exploration Company Limited in 1959 (Rogan, 1960). A program of bulldozer trenching was carried out in the summer of 1959 which indicated a strong mineralized shear over 3000 feet long. Five BX sized diamond drill holes totaling 1345 feet were drilled in 1960. Old trenches and shafts were remapped and a profile was run across the hill for adit purposes.

Canex Aerial Explorations Ltd. acquired the property in 1966 and carried out geochemical and electromagnetic surveys. In 1968, Silgold Mines Ltd., optioned the property from Canex and cleaned out and sampled the existing trenches.

Exeter Mines Ltd. optioned the property and carried out a diamond drill program in 1973. A total of 1,126 feet of BQ diamond drilling was drilled in four holes. Exeter also relogged core that could be found from the 1960 drill holes. From these drill holes Exeter calculated drill indicated and inferred ore reserves. Exeter also remapped trenches on the property noting that trenching along the main shear zone generally followed the baseline, as well as there were a number of sloughed in cuts and trenches to the north of the main shear zone. Exeter also carried out a soil sample grid program over a 7,000 by 2,000 foot area. A total of 271 soil samples collected and assayed for silver, lead, copper and gold indicated anomalous values centred on the Tinta 2 and 4 claims.

In 1974, Exeter Mines Ltd. changed its name to Tinta Hill Mines. VLF-EM surveys carried out in 1973 and 1974 indicate conductors parallel to the mineralized shear zone. A total of 4,041 feet of B.Q. diamond drilling was completed in 21 holes for the purpose of testing the vertical and horizontal extensions of the main Tinta Vein zone. Tinta also recalculated the drill indicated reserves. In 1975 metallurgical testwork involving a series of flotation tests on core reject samples was undertaken in order to determine concentrate grades and recoveries. The average calculated head grade of the material tested was 7.58% Pb, 9.37% Zn and 9.58 opt Ag. The best results in the lead concentrate were recoveries of 94.5% Pb, 11.1%Zn and 89.9% Ag. The best results in the zinc concentrate were recoveries of 81.0%Zn, 0.8% Pb and 2.7% Ag. Tinta Hill drilled one hole drilled in 1976 to a depth of 417 feet, and recalculated the drill indicated reserves.

The table below summarizes the true width intercepts from the 1960, 1973, 1974 and 1976 drilling.

Table 3: True width intercepts from 1960, 1973, 1974 and 1976 drilling

DDH Hole	True Width (feet)	Au oz/ton	Ag oz/ton	Pb %	Zn %	Cu %	Cd %
60-1	3.9	0.070	6.05	11.18	10.37	0.20	
60-2	5.4	0.078	5.19	3.25	5.01	0.49	
60-3	7.5	0.039	1.64	1.76	2.76	0.08	
60-4	5.7	0.182	2.81	1.17	2.57	0.77	
60-5	4.6	0.065	5.89	4.85	3.25	0.38	
73-1	4.6	0.292	3.00	2.70	5.96	0.62	0.04
73-2	3.9	0.073	1.77	1.57	5.12	0.47	0.01
73-3	5.4	0.022	1.66	1.55	3.33	0.27	0.024
73-4	5.3	0.031	1.05	1.29	3.8	0.61	0.03
74-2	5.7	0.09	14.50	14.10	17.63	0.18	0.16
74-3	5.0	0.076	1.10	0.24	1.59	0.50	0.024
74-4	5.3	0.031	1.49	0.15	0.17	0.95	0.044
74-5	3.5	0.02	0.39	0.13	0.15	0.69	0.01
74-6	1.8	0.02	1.06	0.10	<0.05	0.05	
74-7	2	0.005	0.53	0.10	0.30	0.04	
74-8	Vein not intersected – collared on vein						
74-9	No intersection – hole abandoned at 71' due to cave						
74-9A	5.2	0.11	2.55	1.05	1.82	1.06	0.02
74-10	6.4	0.134	9.53	3.49	2.15	1.07	0.02
74-11	2.5	0.02	1.40	1.15	2.00	0.03	0.015
74-12	8.1	0.08	10.70	11.25	21.30	0.20	0.19
74-13	4.1	0.015	1.45	0.62	1.63	0.04	0.015
74-14	7.2	0.022	1.83	2.49	4.01	0.04	0.14
	3.5	0.03	0.73	1.05	2.10	0.03	0.02
	3.5	tr	0.72	0.70	1.20	0.01	0.01
74-15	Was not on the main zone – no mineralization intersected						
74-16	4.3	0.09	13.20	8.20	8.80	0.34	0.14
	2.3	0.02	1.70	1.08	3.20	0.08	0.03
74-17	4.0	0.053	2.10	2.39	3.29	0.08	0.03
	4.4	0.03	0.41	1.32	1.76	0.02	0.01
	5.7	0.10	20.30	23.03	13.00	0.23	0.11
74-18	1.7	0.06	1.50	3.12	3.88	0.10	0.03
	4.2	0.023	5.25	4.86	4.35	0.09	0.023
74-19	9.4	0.010	3.16	2.06	5.06	0.07	0.02
76-1	2.20	0.044	1.03	0.56	1.39	0.05	
	4.30	0.010	2.76	2.73	7.18	0.09	0.05

The claims reverted to Placer Development Ltd. and were optioned in 1979 by a joint venture between Silver Tusk Mines Ltd. and Panther Mines Ltd. A total of 516m of drifting and crosscutting in the No. 1 adit in 1980 and 1981 was completed and another 457 m in 1981 in the No.2 Adit which is situated 366m west and 45.7 m lower in elevation than No. 1. DIAND (1997) discussed the results of the drift samples as follows:

The No. 1 Adit intersected 94 m of vein grading 6.8 gpt Au, 164.6 gpt Ag, 1.0% Cu, 5.6% Pb and 13.2% Zn over an average width of 76.2 cm. The No. 2 Adit intersected 31 m grading 7.54 gpt Au, 120 gpt Ag, 0.8% Cu, 1.3% Pb and 3.8% Zn over an average width of 0.6 m, plus 35.7 m grading 27.8 gpt Au, 696.0 gpt Ag, 3.6% Cu, 6.5% Pb and 2.8% Zn over an average width of 53 cm.

The writer was unable to locate the data that DIAND would have based the above paragraph on.

Reserves were calculated by Tough in 1981 using the true thickness of drill hole intersections. Drill indicated reserve calculations on this zone estimate 1,875 tons/vertical foot of 0.075 oz. Au/ton, 5.35 oz. Ag/ton, 4.71% Pb, 6.03% Zn, 0.37% Cu and 0.049% Cd.

In 1982, three holes were drilled on the main zone, totaling 969 feet. Three additional holes were drilled to test other anomalies.

International Consolidated Platinum performed trenching in 1987 under a joint venture agreement. Mill City Gold optioned the property in 1988 and in December 1988, and an eight hole 3752 foot diamond drill program was completed on the Tinta 1 and 2 claims. During November of the same year, prospecting, soil and stream sediment samples were taken along Stoddart Creek, an area of the property not well explored. Anomalous Pb and Zn values were returned from these soils.

Silver Tusk performed road work in 1989 and trenched in 1991, 1992 and 1994. Silver Tusk allowed all of the claims except Tinta 1 and 2 to lapse. The Tinta 3-10 and Hill claims were staked in 2000 for Midnight Mines Ltd. The Tinta 1 and 2 claims were staked in 2002 for Midnight Mines Ltd.

Details of the historical work undertaken on the property can be found in the 2000/2001 Assessment and Compilation Report on the Tintina Hill Property by Craig (2001).

B. 2002 Work Programs

An existing camp located near the portal of the Level 2 drift on the Tinta Hill property was utilized for the work programs in 2002.

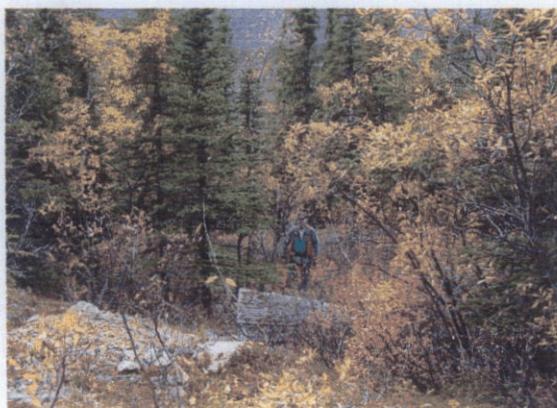
The main focus of the 2002 programs at the Tinta Hill Property involved locating and mapping with GPS previous work on the property in order to prepare a basemap for future work on the property. This work indicated that at least some of the property has been mislocated on claim maps for at least 25 years. Roads, drill collars, trenches, adits, shafts, portals, camps, clearings and location of the baseline was undertaken by handheld GPS. The baseline was also partially reconstructed. The location of veins that were visible in trenches or outcrop were located and mapped, as was the width, length and depth of many trenches. Prominent topographical features and the location of the camp and access roads were also noted. Specific attention was focused on Tinta 1-4, as the majority of the previous exploration on the property had been centred on these claims.

Continued restoration of the baseline of the property on 25 foot centre was done to aid in the location of items mapped in Imperial grid reference during historical exploration work program. The translation of these historical grid reference points into a UTM grid will enable future programs to be constructed in metric points for more precise mapping purposes both topographical and geological.

The following text will document some of the trenches, drill holes etc. located while carrying out the GPS survey. The waypoint information and the description of the waypoints can be found in a table in Appendix A. The base map (Figure 4) constructed from the GPS survey is located in the back pocket.

Drilling

A total of 10 previous drill holes were located during the GPS Survey. This included 1 hole from 1960, 1 hole from 1973, 4 holes from 1974 and 4 holes from 1988. In some cases, it was possible to read the hole collar markings, and in others, the hole number was determined from reviewing maps from previous reports. In one case, the actual drill core from a 1960 hole was located in the field, as seen in the photo below. According to Tough (1974), DDH #60-2 drilled to a depth of 200 feet, encountered a 32 foot intersection of 0.024 opt Au, 1.40 opt Ag, 0.98% Pb, 1.83% Zn and 0.13% Cu at a depth of 134 feet.



Trenching

There are numerous historic trenches on the property. Trenches were located in 3 separate areas: along the baseline, north of the baseline, and on the access road to Granite Mountain. The following text documents the trenches that were located, and where possible, determines what the historic trench may be. Initially, it was planned to document the trenches in detail. However, due to time constraints, it was recognized that it was more important to collect the data to create a useful base map, which would allow the possibility of returning and documenting the trenches in detail. The following pages document the trenching located on the property.

TRENCHES ALONG BASELINE

0+00 E, 20 m S to 70 m S

7 to 8 m wide, 5 m deep, well oxidized, rusty granitized quartz – pyrite, chalcopyrite



north end looking south



south end looking north

Believe this trench is the “Trench No. 2” mapped by Tough (1980), which was possibly excavated in the early 1970s. According to Tough, the trench exposes rusty gouge material containing galena and malachite. A three-foot sample assayed 0.07 opt Au, and 1.7 opt Ag.

2+00 E, 25 ms to 83 m S

Old trench that has been re-excavated in certain parts – 8 m wide, deepest part 10 metres, good mineralization; extremely oxidized, chalcopyrite, pyrite, galena, greenish yellow – arsenic staining; leached copper or chlorite staining; alteration envelope next to shear zone?



north end looking south



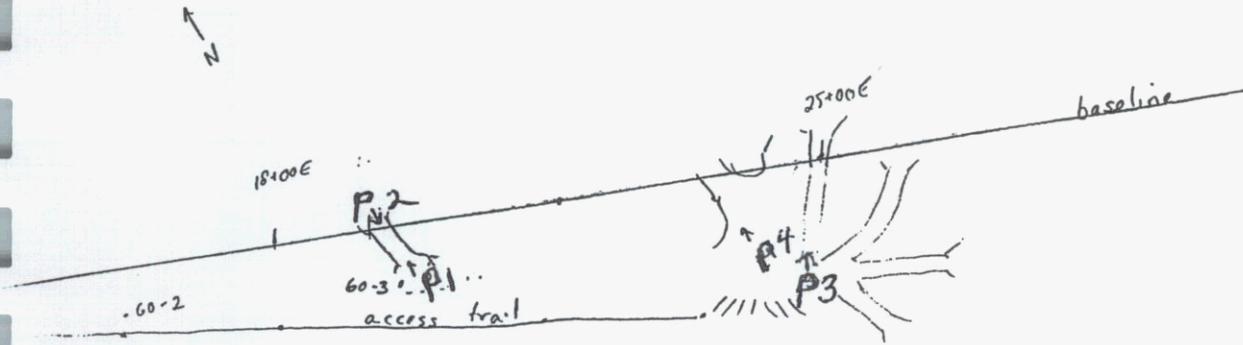
south end looking north

Believe this trench is “Trench No. 1” mapped by Tough (1980) who notes the trench exposes a 5.5 foot section of rusty vein material with chalcopyrite, pyrite, tetrahedrite and malachite. A sample cut across the 5.5 foot width returned 0.04 opt Au, and 8.18 opt Ag. The sample was only analyzed for Au and Ag.

Traversing east along the baseline, north end of trenches were noted at 7+00E, 8 +00E, 10+00E, 11+00E. 12+00E, 14+00E and 14+70E (no photos taken). Due to time constraints, south end of trenches were not located.

19+00 E to 25+00 E, directly S of baseline

Multiple trenches were located in this area. The sketch and pictures below document these trenches. It was not possible to identify or date these trenches.



P1



P2



P3



P4

Trenches along Access Road to Granite Mountain

Trench 20A

Trench parallels road, 15 m wide, gradual slope to depth of 6 m, minor quartz vein/alteration in granodiorite at south end of trench, photo taking looking south



Trench 20B

Trench parallels road, 20-25 m wide at south end, predominantly granodiorite, full of water, photo taken looking south



Trench 20C

Trench 8 m wide, 40m long, heavily oxidized granite with quartz veinlets, manganese stain and chlorite stain, photo taken looking south



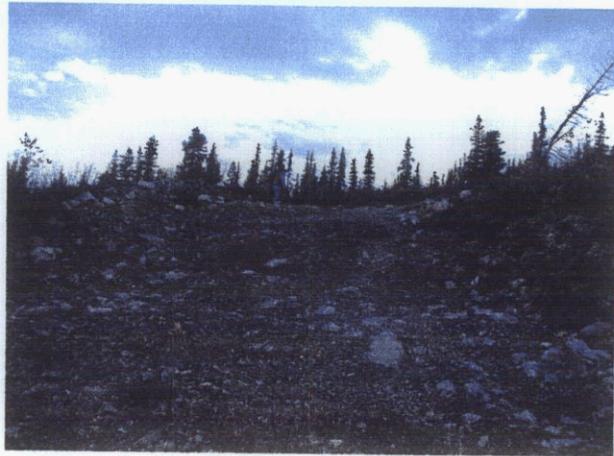
Trench 20D

Trench 15 m wide, 60m long, , photo taken looking north



Trench 20E

Trench 15m wide, 18m long, , photo taken looking south, possible rhyolite/granodiorite/tuff?



Trenches North of Baseline

Two trenches were located, one directly west of DDH 88-6 and one directly south of DDH-74-10.



The trench west of DDH 88-6 was approximately 4 m wide, and 75 m long, excavated on a bearing of 220 degrees. An exposure of vein mineralization in the trench included azurite/malachite/pyrite and chlorite alteration within a granodiorite. The original trench had been deepened.

The trench south of DDH 74-10 included a vein within the trench. This trench is believed to be Trench No. 14 (Tough, 1980) which returned selected specimens of gouge and sulphides over five feet with assays of 0.06 opt Au, 53.2 opt Ag, 12.6% Pb, 0.68% Zn, and 1.13% Cu.

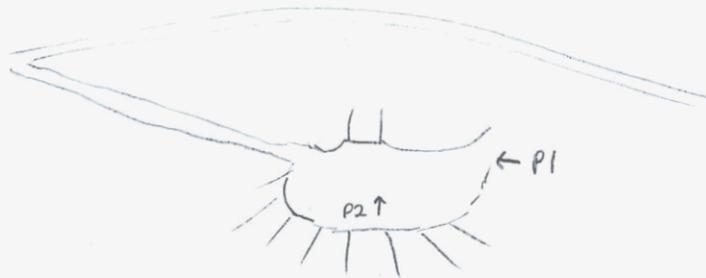


Drifts

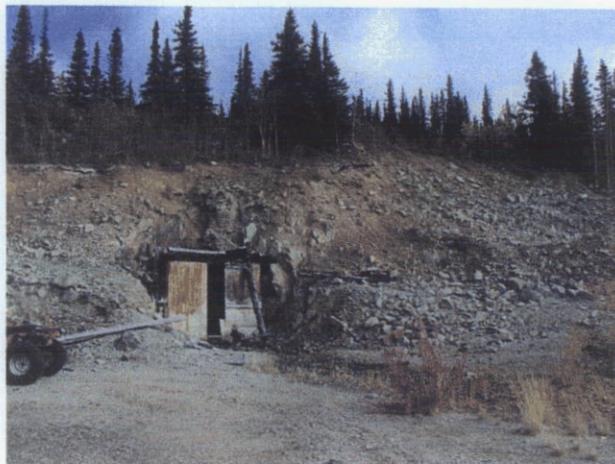
Two existing drifts are located on the property. The portals and dumps of these drifts are documented on the following pages.

Drift #1

Sketch of Drift, old workings, waste dump, and dump piles



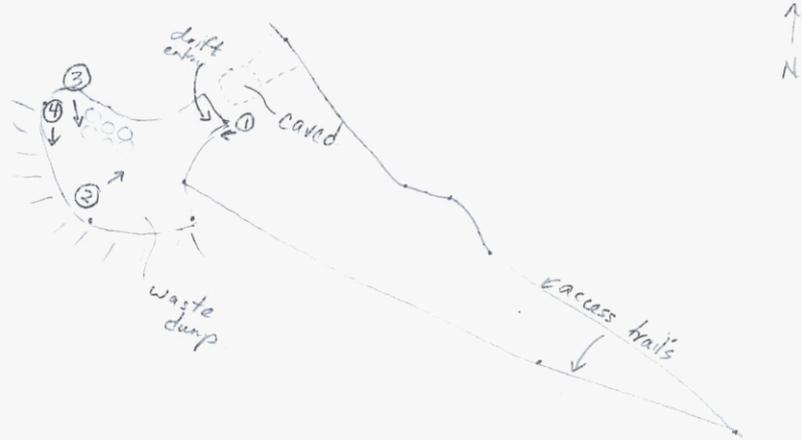
(P1)



(P2)

Drift # 2

Sketch of Drift, old workings, waste dump, and dump piles



Chapter 4 - Recommendations

The majority of the work on the Tinta Hill property has focused on the main shear zone, although there has been documentation of additional parallel and subparallel shear zones. An exploration program that focuses on the extensions of known mineralization or along strike in both directions along the main shear zone and on these parallel zones would help determine the overall potential of the property. It is recommended that a two-phase program be undertaken as follows:

Phase I – Exploration on main and additional shear zones

Acquisition and collation of historical information from previous work programs from former property owners

- Geological mapping, 25 days
 - Logging of exploration core in drill core library
 - Underground mapping and sampling of the drifts
 - Mapping on property
 - Additional GPS surveying and tying into “original grid”
- Prospecting, 30 days
- Grid Work
 - Reconstruction of the baseline
 - 40 km of flagline grid
- Geochemistry, 400 samples
- Geophysics, 40 km VLF/EM & magnetometer
- Back hoe trenching and road building, 100 hrs

A Phase II program contingent upon the phase I results would include diamond drilling and trenching.

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 Tinta Hill Property.

SIGNED at Whitehorse, Yukon this 13th day of March, 2003.



Bill G. Harris

Statement of Costs

2002 Work

Bill Harris, 5 days @ \$300/day	\$1,500
Sue Craig, 4 days @ \$400/day	\$1,600
Dirk Moraal, 1 day @ \$300/day	<u>\$300</u>
	\$3,400

Transportation

Truck Rental

B. Harris, 5 days @ \$100/day	\$500
S. Craig, 2 days @ \$100/day	\$200
D. Moraal, 1 day @ \$100/day	\$100
Honda Quad Fourtrax, 5 days @ \$75/day	\$375
Honda 110 Motorbike, 1 day @ \$50/day	<u>\$50</u>
	\$1,225

Food

10 days @ \$35/day	\$350
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Report Preparation

\$1,800

Total: \$6,775

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- Rogan, W.E. (1960). Report on the Tinta Hill Property for Conwest Exploration Company Limited.
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- Tough, Thomas R (1981a) Geological Report on the Tinta Hill Property for Silver Tusk Mines Ltd. and Panther Mines Ltd., Feb. 21, 1981
- Tough, Thomas R (1981b) Interim Report on the Tinta Hill Property for Silver Tusk Mines Ltd. and Panther Mines Ltd., Dec. 7, 1981

Appendix A
Waypoint Data and Descriptions

GPS_ID	object	Description
33	claimpost	Hill 35/36 P1
34	drillhole	
35	claimpost	Tinta 1/2 P1
36	drillhole	74-5
37	trench	North end, 0+00 N, 20m S
38	trench	south end, 0+00 N, 70m S
39	claimpost	Tinta 1/2 P1
40	drillhole	74-4
41	trench	North end, 2+00 E, 25 m S
42	trench	South end, 2+00 E, 83 m S
43	baseline	BL 2+00 Ft E
44	drillhole	?
45	drillhole	88-1
46	baseline	BL 3+00 Ft E
47	baseline	BL 4+00 Ft E
48	drillhole	74-3
49	baseline	BL 5+00 Ft E
50	trail	45 m NE of 5+00 E
51	baseline	BL 5+00 Ft E
52	baseline	BL 6+00 Ft E
53	drillhole	88-2
54	baseline	BL 7+00 Ft E
55	trench	North end, 7+00 E
56	baseline	BL 8+00 Ft E
57	road	centre
58	baseline	BL 9+00 Ft E
59	baseline	BL 10+00 Ft E
60	trench	North end, 10+00 E
61	baseline	BL 11+00 Ft E in trench
62	trench	North end, 11+00 E
63	baseline	BL 12+00 Ft E edge of trench
64	trench	North end, 12+00 E
65	baseline	BL 13+00 Ft E survey point
66	baseline	BL 14+00 Ft E
67	trench	North end, 14+00 E
68	baseline	BL15+00 Ft E claimpost Tinta 1/2

GPS_ID	object	Description
69	trench	North end, 14+70E
70	baseline	BL 35+00 Ft E trail to SW
71	baseline	BL 34+00 Ft E
72	baseline	BL 33+00 Ft E
73	baseline	BL 32+00 Ft E
74	baseline	BL 31+00 Ft E
75	baseline	BL 30+00 Ft E CKS claimpost Tinta 3/4 P2 Tinta 5/6 P1
76	claimpost	BH Tinta 5/6 P1
77	trench	South end, 30+00E, 2+50S
78	trench	North end
79	baseline	BL 29+00 Ft E
80	baseline	BL 28+00 Ft E
81	baseline	BL 27+00 Ft E
82	trench	North end
83	trench	South end
84	baseline	BL 26+00 Ft E
85	baseline	BL 25+00 Ft E survey pin
86	baseline	BL 24+00 Ft E
87	baseline	BL 23+00 Ft E survey pin w/in 10 ft
88	baseline	BL 22+00 Ft E
89	baseline	BL 21+00 Ft E survey pin w/in 10 ft
90	baseline	BL 20+00 Ft E
91	baseline	BL 19+00 Ft E N edge of trench
92	baseline	BL 18+00 Ft E survey pin E edge of N-S trench
93	road	centered at BL 17+50 Ft E
94	baseline	BL 17+00 Ft E E edge of N-S trench
95	baseline	BL 16+00 Ft E E edge of N-S trench, shafts to S
96	drillhole	73-3
97	drillhole	60-2
98	ridge	E of main road
99	road	curve
100	road	curve
101	road	curve
102	road	curve
103	road	curve at claimpost Hill 20/50 P2
104	claimpost	#2, Hill 20/50

GPS_ID	object	Description
105	trench	20A N end of trench parallelling road, 115m wide, 6m deep@ 210 degrees
106	trench	20A S end of trench
107	trench	20B N end of trench parallelling road @ 225 degrees, full of water
108	trench	20B S end of trench 20m-25m wide
109	claimpost	CKS YB13209 P1
110	trail	possible trench trending 200 degrees
111	trail	possible trench trending 200 degrees
112	trail	possible trench trending 155 degrees
113	trail	possible trench trending 120 degrees
114	trail	possible trench trending 340 degrees
115	trail	trails to W at 340 and 270 degrees
116	trench	20C N end of trench, 8m wide, bearing -45 degrees
117	trench	20C S end of trench,(runs into trail trending 270 degrees WP 117
118	trench	20D S end of trench, 15m wide, access trail to S end WP115 is 305 feet @083 degrees)
119	trench	20D N end of trench, (175 feet @ 122 degrees to WP 115)
120	trail	cat trail
121	road	road off main road trending 120 degrees
122	trench	20E N end of trench, road continues past trench into valley
123	trench	20E S end of trench, bearing 040 degrees
124	road	
125	road	blasted rock comer
126	road	
127	road	
128	road	road took off
129	road	Tinta 3/4 P1
130	road	
131	road	
132	road	last curve before camp
133	road	at camp
134	CAMP	
135	road	road trending to the East
136	road	junction of road to NW@310 degrees
137	road	junction of road to West
138	road	trail above drift
139	road	curve
140	road	ramp off road to right (North)

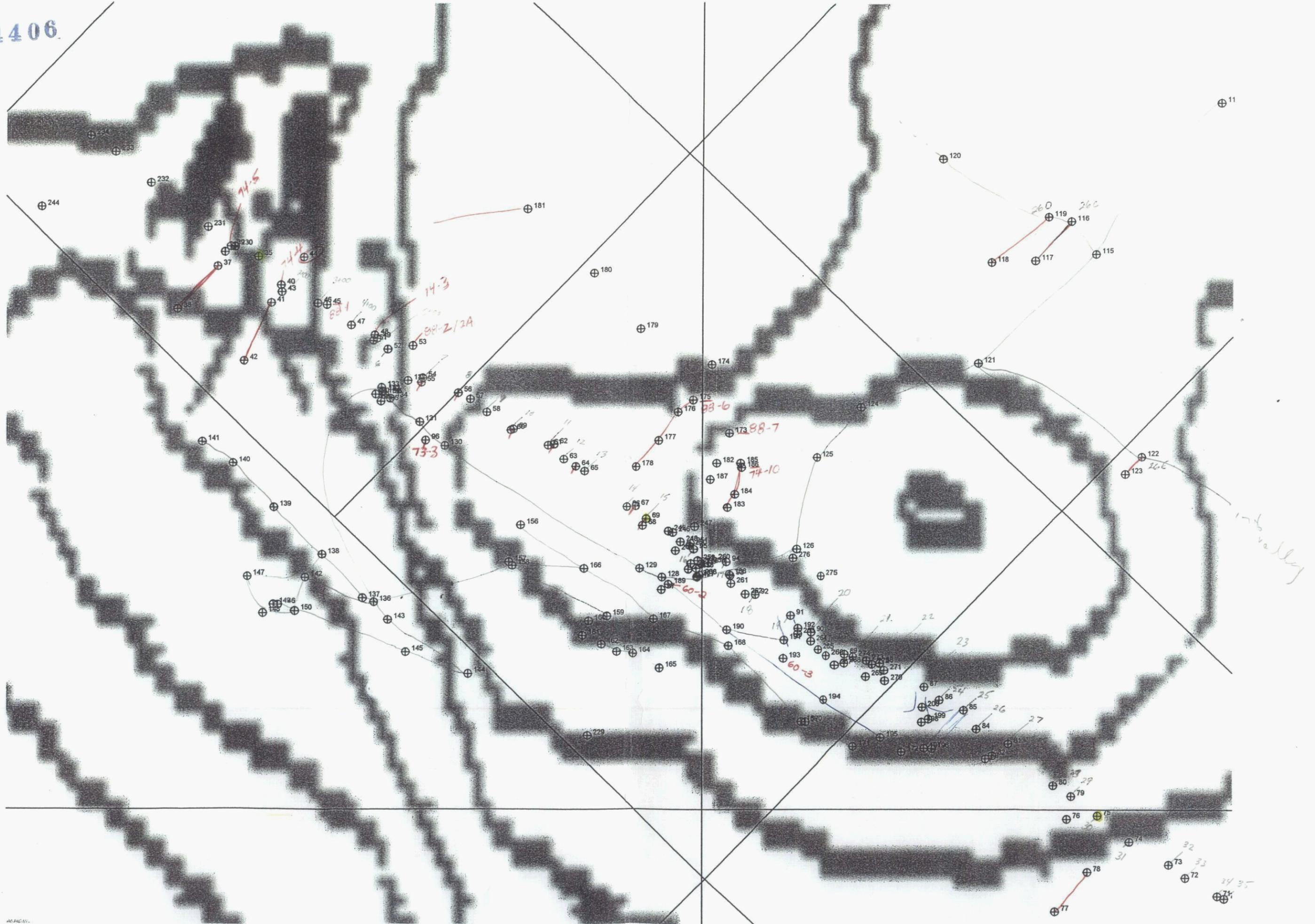
GPS_ID	object	Description
141	road	end of passable trail (appears to connect to trenches near Tinta 1-2 P1)
142	road	end of road, E side of Adit No. 2
143	road	junction, road to E
144	road	lower road to Adit No.2
145	road	midpoint on lower road to Adit No. 2
146	adit	end of road at Adit No.2 dump piles
147	dump	W edge of Adit No.2 dump
148	dump	middle of Adit No. 2 dump edge
149	dump	middle of Adit No. 2 dump edge
150	dump	E edge of Adit No. 2 dump edge
151	CAMP	camp
152	road	junction of trail near camp
153	road	junction at outhouse
154	road	trail
155	road	cat push out
156	trench	
157	road	junction on road
158	road	road to SW@250 degrees joins WP 143
159	adit	at entrance to drift
160	dump	W edge of Adit No.1 dump
161	dump	W edge of Adit No. 1 dump
162	dump	middle of edge of Adit No.1 dump
163	dump	middle of edge of Adit No.1 dump
164	dump	E edge of Adit No.1 dump
165	dump	E edge of Adit No.1 dump
166	road	cat trail to NE
167	trench	possible road to N
168	road	junction to trail@280 degrees back to Adit No. 1
169	road	trail continuation
170	road	trail continuation
171	road	end of trail (cut off by dump from trenches above)
172	dump	dump at bottom of trenches @22+00 Ft E
173	drillhole	88-7
174	clearing	
175	drillhole	88-6
176	trench	N end trench 88-6 4m wide bearing 220 degrees

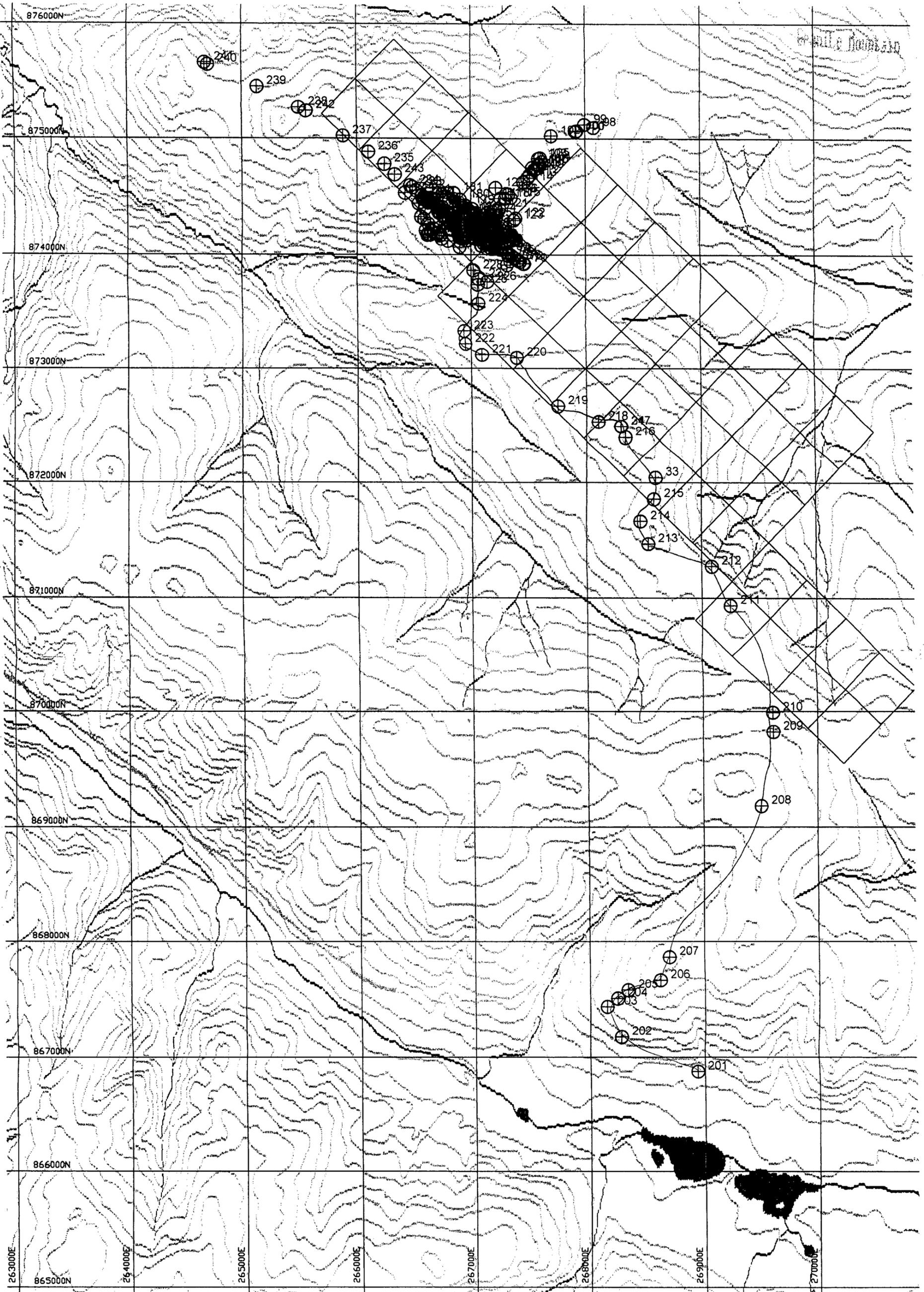
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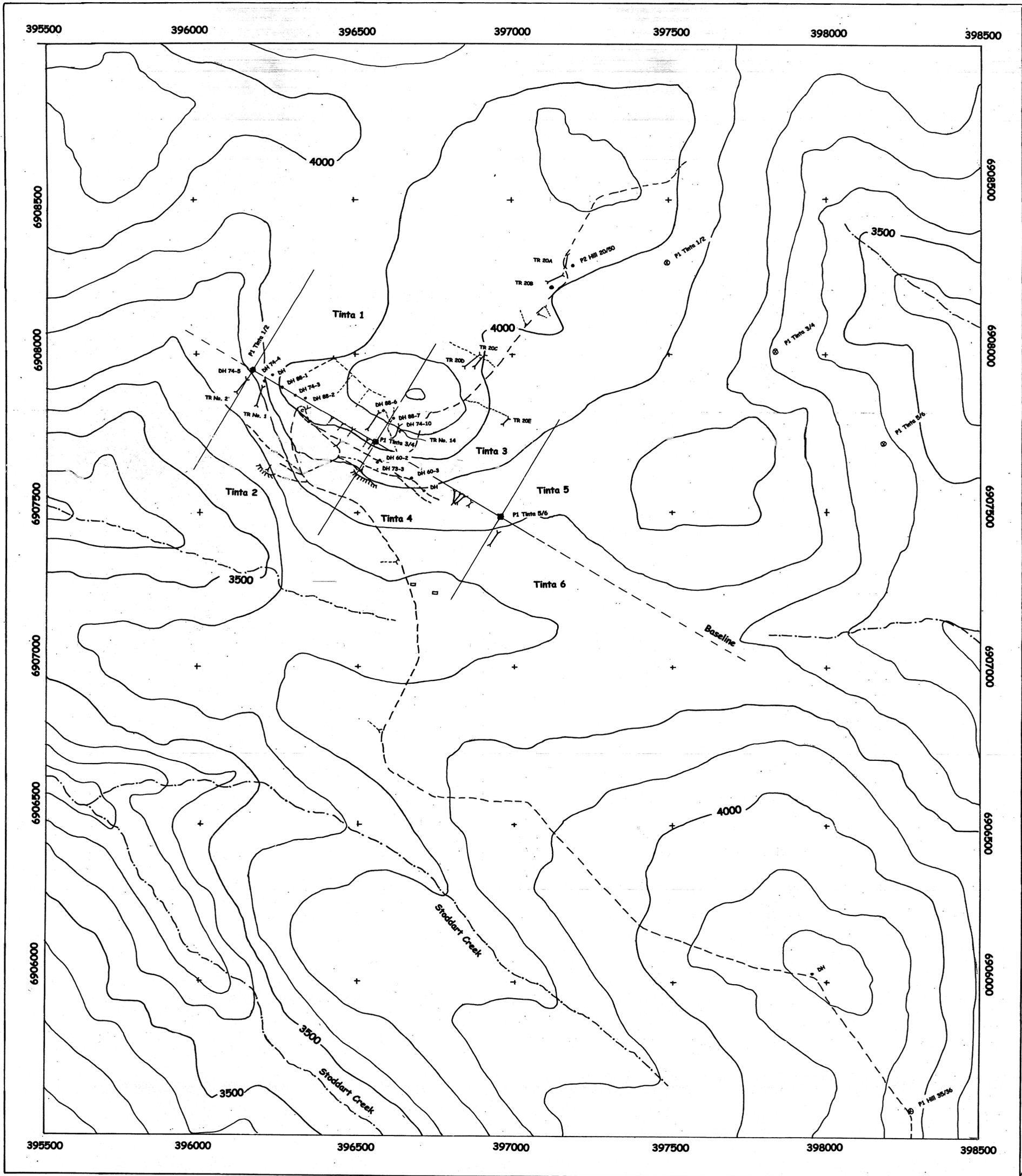
GPS_ID	object	Description
177	vein	exposure of vein material in trench
178	trench	S end trench 88-6 (100 feet S to BL@13+50 Ft E
179	road	cat trail to S
180	road	cat trail to S
181	trench	N end of Tinta 1 N trench trending 250degrees
182	road	access road-trail junction
183	trench	S end of T-14 trench
184	vein	multiple veins in trench
185	trench	N end of trench (same trench as WP183-186)
186	drillhole	74-10 in bottom of trench (WP 183-186)
187	road	junction of trail to 74-10
188	road	junction of trail to 74-10 with main road at BL
189	drillhole	60-2
190	trench	bottom of trench, possible old drillsite that has been trenched
191	trench	base of trench trending W/NW
192	vein	mineralized zone in trench
193	drillhole	60-3 ,38m from BL 20+00 Ft E
194	drillhole	possible drillsite, wide spot in road
195	road	end of trail (runs into trenches at bottom of trench nest)
196	trench	bottom of Nest 1
197	trench	bottom of trench beside Nest 1 (to W)
198	trench	mineralized zone in trench nest 2
199	vein	mineralized outcrop below BL 24+00 Ft E
200	vein	mineralized outcrop W of BL 24+00 Ft E
201	road	junction with freegold road
202	road	
203	road	
204	road	
205	road	
206	road	
207	road	
208	road	
209	road	
210	road	
211	trench	beside road
212	road	

GPS_ID	object	Description
213	road	
214	road	
215	road	
216	road	
217	drillhole	beside road
218	road	
219	road	
220	road	
221	road	
222	road	
223	trench	west side of road
224	road	
225	road	
226	core storage	
227	core storage	
228	trench	west side of road, 300 degrees
229	road	

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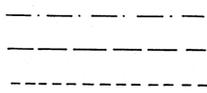


LEGEND

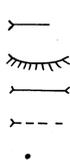
elevation contour interval, (100 feet)



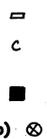
stream, creek
access road
access trail



adit
dump
trench (located)
trench (possible)
drill hole



core shed
camp
claim post (located on ground)
claim post (according to claim map)



Midnight Mines Ltd.	
COMPILATION BASE MAP	
Tinta Hill Property	
Scale: 1:5,000	Date: March 2003
NTS 115 I/6	Figure 4

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