

2002 Assessment Report

on the

Ellen Property

Ellen 1-5 (YA97362-66)
Ellen 6-8 (YB26797-99)
Ellen 9-20 (YB27078-89)
Ellen 25-27 (YB27094-96)
Ellen 28-31 (YB35480-83)
Ellen 32-37 (YB36844-49)



NTS 115 A/13

Lat. 60°52'N, Long. 137°58'W
Whitehorse Mining District

094414

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

By: **Tintina Consultants**
June 11, 2003

Period of Work: **July-August 2002**

This report has been examined by
the Geological Evaluation Unit
under Section 53 (4) Yukon Quartz
Mining Act and is allowed as
representation work in the amount
of \$ 6600.

m.B.C.
for Regional Manager, Exploration and
Geological Services for Commissioner
of Yukon Territory.

Costs associated with this report have been
approved in the amount of \$ 6600.00
for assessment credit under Certificate of
Work No. QW 27618

.....
Mining Recorder
Whitehorse Mining District

Summary

The Ellen Property consists of 33 mineral claims on the west side of the Shakwak Valley. The property, situated in the Whitehorse Mining District, is located on a tributary of the Jarvis River at the north end of Mt. Decoeli. An 8 km tote road connects the property to the Alaska Highway approximately 28 km north of Haines Junction, 190 km from Whitehorse and 240 km from the deepwater port at Haines Alaska.

The property was first discovered in the early 1950's during regional exploration for Cu-Ni occurrences similar to the Wellgreen and Canalask deposits to the northwest. The property has undergone numerous exploration programs since that time. Exploration to date has consisted of prospecting, soil sampling, mag, VLF-EM and HLEM surveys, trenching (hand, blast and bulldozer) and diamond drilling (5,074 feet in 17 holes). This work has focused on the main mineralized zone which outcrops within, and crosses the Ellen Creek gully.

This main zone covers a copper rich horizon consisting of veins and lenses of chalcopyrite, pyrrhotite, pyrite and quartz in layers of chloritic and sericitic tuff within a Triassic mafic volcanic sequence. Although the surface expression of the zone is 10 metres thick on the northwestern side of Ellen Creek and 7 metres thick on the southeastern side, drill results outline a mineralized zone approximately 5 metres in width that crosses the Ellen Creek gully and continues to the southeast.

A field examination of the property was undertaken on July 30th 2002 by Rob Duncan, M.Sc. of Expatriate Resources. Surface showings consisting of extensive chalcopyrite, pyrite, and malachite sulphide stringers in massive andesite and andesitic tuffs were inspected. Other work consisted of prospecting and hand trenching along strike of known mineralization. An examination of drill core from the property was carried out in Whitehorse.

The field examination was successful in confirming the extent of known surface mineralization and determining that its style is consistent with that of a footwall stringer zone to a potential Besshi style massive sulphide occurrence. Hand trenching was successful in exposing the up - dip continuation of the same mineralized horizon approximately 300m to the northwest of the main showing, extending the strike length of known mineralization and confirming the strata-bound nature of the stringer zone (Duncan, 2002).

According to Duncan (2002), the potential to expand the zone of mineralization on the property is high, as the mineralized horizon remains open to the northwest, southeast, and southwest. Follow up work should include a program of mapping and trenching along strike in both directions of the main showing and a drill test downdip of the main showing and previous drilling to test the horizon at greater depth.

As well, further grid geophysical surveys should be conducted along strike of the main zone to develop future drill targets. The ultramafic sill found along the thrust fault to the east of the main zone also warrants exploration work to determine if Cu-Ni-PGE-Au mineralization is present.

Table of Contents

Summary

1. Introduction.....	1
2. Location and Access	1
3. Physiography.....	1
4. Property and Claim Status	4
5. History.....	6
6. 2002 Exploration Program.....	7
7. Regional Geology	11
8. Property Geology & Mineralization	12
9. Conclusions and Recommendations	15

Certificate

Statement of Costs

References

List of Figures

Figure 1	Yukon Location Map.....	2
Figure 2	Regional Location Map.....	3
Figure 3	Claim Location Map.....	5
Figure 4	2002 Work Program Prospecting Traverses.....	9
Figure 5	2002 Work Program Hand Trench and Float Sample Locations	10
Figure 6	Terranes of the Yukon	11
Figure 7	Regional Geology.....	13

List of Tables

Table 1	Claims worked on in 2002.....	4
Table 2	Claim Status following 2002 work.....	4
Table 3	2002 Rock Samples	8

1. Introduction

Work was carried out on the property between July 29-31, 2002 by R. Duncan and G. Bradshaw of Expatriate Resources, as well as B. Harris of Midnight Mines Ltd., and R. Stack. Core stored at the drill core library in Whitehorse was examined in early August by R. Duncan, G. Bradshaw and B. Harris.

This report is prepared to describe and present the results of work completed during 2002. The writer has made several trips to the region, yet has not visited the Ellen Property itself.

2. Location and Access

The Ellen claims are located 27 km northwest of Haines Junction on NTS map sheet 115 A/13 at latitude 60° 52'N and longitude 137°58'W in the southwestern Yukon Territory. The property is situated 8 km west of the Alaska Highway and is accessible via a road which leaves the highway approximately 1 km north of the Jarvis River Bridge. This road follows the Jarvis River to active placer mine sites on Kimberley Creek. An old tote road connects the Ellen claims to the Kimberley Creek road 250 m west of the Jarvis River crossing. Figure 1 shows the property location within the Yukon, while Figure 2 shows the regional location and access.

3. Physiography

The claims lie on the west margin of the Shakwak Valley in the Kluane Ranges of the St. Elias Mountains. The Shakwak Valley is a deep northwest-southeast oriented depression stretching for several hundred kilometers from northwestern British Columbia to Alaska. In the Jarvis River area the valley is 8-10 km wide, bounded on the west side by the rugged Kluane Ranges which rise to 2588 m.

The property is located at the northern end of Mt. Decoeli covering an alpine plateau incised by a deep creek gully. The plateau is bounded on the east by a steep north facing slope which descends to the low lying Shakwak Valley floor. Elevations on the property range from 900 to 1500 m. The copper showings are located in a rugged steep sided gully, oriented perpendicular to the Shakwak Valley. Outcrop is abundant in the gully and on steeper slopes, however the surrounding uplands are covered with glacial till. The Shakwak Valley features spruce forest broken by tundra.

The Haines Junction area has a northern interior climate strongly influenced by the St. Elias Mountains. The area is known for high winds which constantly blow from the mountains into the Shakwak Valley. Winter temperatures average -20°C while summers are cool and last from June to September. The exploration season extends from mid-May to October.

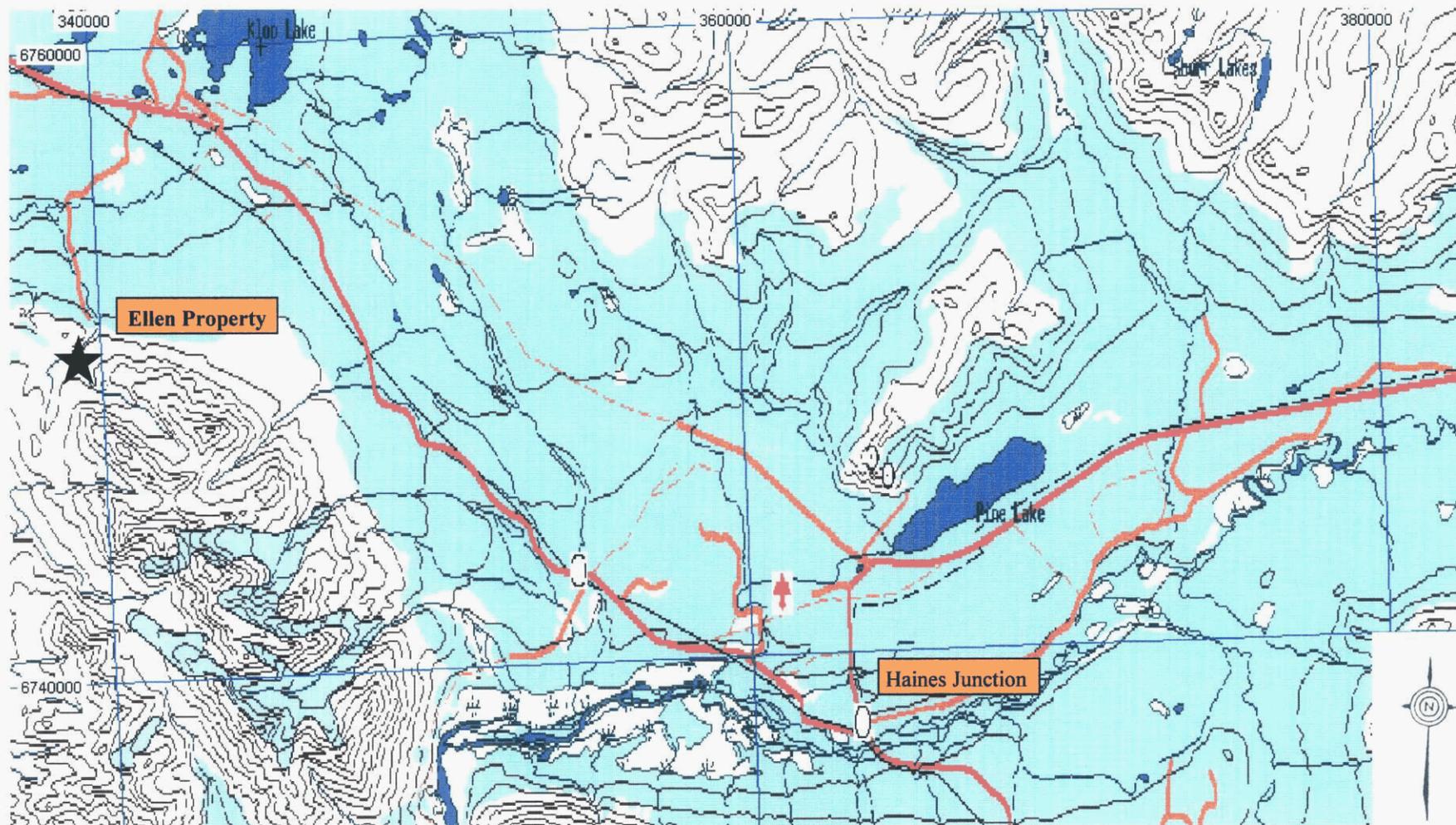
Ellen Property
 Yukon Location Map
 Figure 1



150 km



Ellen Property Regional Location Map
Figure 2 NTS 115A/13



10 km

4. Property/Claim Summary

The property consists of 33 claims including the Ellen 1-20 and Ellen 25-37 claims. Figure 3 shows the claim plan. 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
Ellen 1-5	YA97362-66
Ellen 6-8	YB26797-99
Ellen 15	YB27084
Ellen 17	YB27086
Ellen 26	YB27095
Ellen 28-29	YB35480-81
Ellen 32-34	YB36844-46

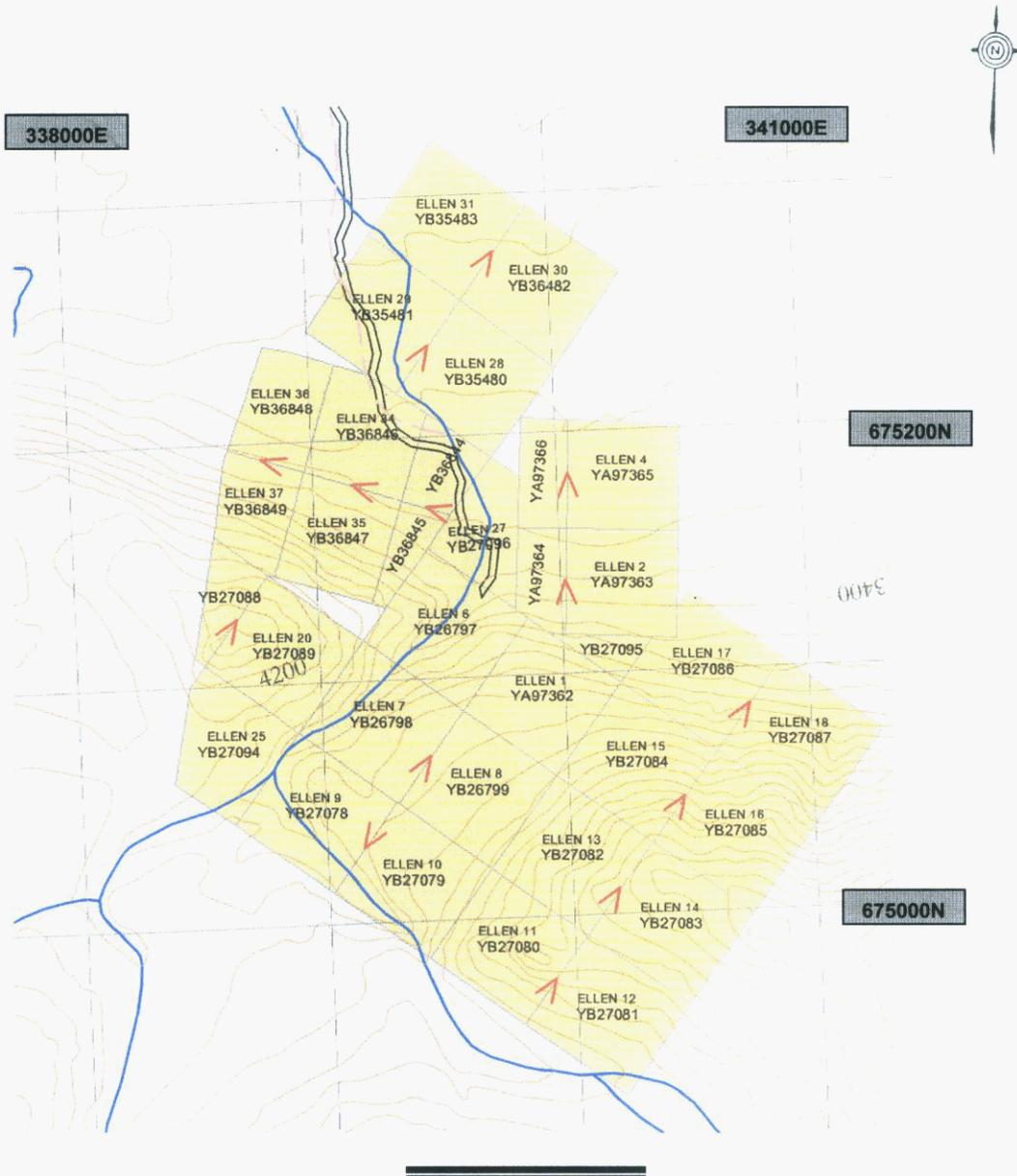
The table below updates the claim status following this work being applied.

Table 2: Claim Status following 2002 Work

Claim Name	Grant Number	Expiry Date	New Expiry Date*	Registered Owner
Ellen 1	YA97362	2003/11/14	2005/11/14	R. Stack
Ellen 2	YA97363	2003/11/14	2005/11/14	R. Stack
Ellen 3	YA97364	2003/11/14	2005/11/14	R. Stack
Ellen 4	YA97365	2003/11/14	2005/11/14	R. Stack
Ellen 5	YA97366	2003/11/14	2005/11/14	R. Stack
Ellen 6	YB26797	2003/09/29	2005/09/29	G. Davidson
Ellen 7	YB26798	2003/09/29	2005/09/29	G. Davidson
Ellen 8	YB26799	2003/09/29	2005/09/29	G. Davidson
Ellen 9	YB27078	2003/12/11	2005/12/11	R. Stack
Ellen 10	YB27079	2003/12/11	2005/12/11	R. Stack
Ellen 11	YB27080	2002/12/11	2004/12/11	R. Stack
Ellen 12	YB27081	2002/12/11	2004/12/11	R. Stack
Ellen 13	YB27082	2002/12/11	2004/12/11	R. Stack
Ellen 14	YB27083	2002/12/11	2004/12/11	R. Stack
Ellen 15	YB27084	2002/12/11	2004/12/11	R. Stack
Ellen 16	YB27085	2002/12/11	2004/12/11	R. Stack
Ellen 17	YB27086	2002/12/11	2004/12/11	R. Stack
Ellen 18	YB27087	2002/12/11	2004/12/11	R. Stack
Ellen 19	YB27088	2003/12/11	2005/12/11	R. Stack
Ellen 20	YB27089	2003/12/11	2005/12/11	R. Stack
Ellen 25	YB27094	2002/12/11	2004/12/11	R. Stack
Ellen 26	YB27095	2002/12/11	2004/12/11	R. Stack
Ellen 27	YB27096	2003/12/11	2005/12/11	R. Stack
Ellen 28	YB35480	2003/10/22	2005/10/22	G. Davidson
Ellen 29	YB35481	2003/10/22	2005/10/22	G. Davidson
Ellen 30	YB35482	2003/10/22	2005/10/22	G. Davidson
Ellen 31	YB35843	2003/10/22	2005/10/22	G. Davidson
Ellen 32	YB36844	2003/08/12	2005/08/12	R. Stack
Ellen 33	YB36845	2003/08/12	2005/08/12	R. Stack
Ellen 34	YB36846	2003/08/12	2005/08/12	R. Stack
Ellen 35	YB36847	2003/08/12	2005/08/12	R. Stack
Ellen 36	YB36848	2003/08/12	2005/08/12	R. Stack
Ellen 37	YB36849	2003/08/12	2005/08/12	R. Stack

*following approval of filings (does not include additional year of assessment relief)

Ellen Property Claim Location Map
Figure 3
NTS 115 A/13



One kilometre

5. History

Prospectors first explored the Kluane Ranges around 1900. During the 1920's and 1930's placer mining was active along the front range from Dalton Post to Beaver Creek. The next exploration in the Kluane Ranges took place in the 1950's, with prospectors and exploration companies exploring for copper-nickel sulphide mineralization. At this time, deposits were outlined at the Canalask and Wellgreen properties. The Wellgreen property was subsequently mined in 1972-1973 (Davidson, 1995).

Prospecting in the area of the Ellen claims prior to 1950 led to the discovery of chalcopyrite in greenstone on a tributary of the Jarvis River. Davidson (1995) notes that "several old crown grant posts were found about the main showing but the grants were not registered. Many old cut stumps attest to considerable activity during the early years."

The Ellen property was first staked as the Jude, Nor and Tar claims in 1953 by R. Reber who subsequently optioned the property to Hudson Bay Mining and Smelting Co. Hudson Bay drilled 5 holes (323 m/1060 feet) and built a tote road to within 500 m of the copper showings.

In 1962 T. Worbetts restaked the area as the MC claims. The claims were optioned to Canadian Barranca Mines Ltd. who extended the road to the showings and completed an extensive surface exploration program. Three diamond drill holes in 1966 (434 m/1421 feet) and four more in 1969 were drilled into chalcopyrite bearing horizons in mafic volcanic rocks. Copper values of 3.15% over 5.2 m and 2.20% over 6.4 m were reported in two of the earlier drill holes. Canadian Barranca returned the property to the owner in 1971 (Davidson, 1995).

The showings were reacquired in 1987 by the present owners. In June of 1989, a 7 m wide section of chalcopyrite, pyrite and quartz bearing mineralization was exposed on the east side of the gully using explosives. The mineralization was traced over a 10 m width on the west side of the gully, with extensive malachite and azurite staining. Samples of the sulphide bearing rock returned 1.5-11.9% copper and trace to 2787 ppb gold. The 1989 work outlined a layered sulphide occurrence over a strike length of 50 metres (which became the "Main Zone") and indicated the presence of volcanogenic type sulphide mineralization on the Ellen Claims.

A late season geological and geophysical program in 1990 outlined HLEM anomalies at the main showing and on the upland. Patchy copper mineralization was located along strike of the main occurrence and several quartz rich sulphide bearing horizons were located to the north. Sample results ranged from 0.2% to 18.3% copper and trace to 6632 ppb gold (Davidson, 1990).

In 1993, a pre-listing exploration program was conducted for Probe Resources Ltd. The program involved grid establishment, soil and rock sampling, detailed (1:5,000) geological mapping as well as geophysical surveys (HLEM and VLF). Back hoe and

blast trenching was completed on the mineralized zones. Several pits were also excavated over EM anomalies. The program outlined a strong copper geochemical anomaly coincident with HLEM and VLF conductors around the main zone, and located widespread concordant chalcopyrite-pyrite-quartz mineralization downstream and along strike from the main showing (Davidson, 1993).

During 1995, five diamond drill holes totaling 457 m (1500 feet) were drilled on the property. Blast trenching of several showings exposed occurrences to the southeast of the main showing. Probe returned the property to the owners in 1996. No work had been carried out on the property until 2001, at which time the property owners began prospecting, sampling and hand trenching on newly discovered showings.

6. 2002 Exploration Program

The 2002 exploration program on the Ellen Property carried out in late July and early August, 2002 consisted of a property visit and assessment by Expatriate Resources geologists, as well as prospecting, hand trenching, sampling by R. Stack and B. Harris of Midnight Mines Ltd. B. Harris, R. Duncan and G. Bradshaw also examined the drill core stored at the core library in Whitehorse.

The field examination of the property undertaken July 30th, 2002, by R. Stack, B. Harris, G. Bradshaw, and R. Duncan, included the main showing being hand trenched, cleaned off, inspected and sampled. Prospecting and sampling along strike of the main showing was also performed as well as some trenching to expose mineralization. Prospecting traverses were undertaken along the escarpment face in both northwest and southeast directions as well as to the south along both sides of the Ellen Creek valley. The upland surface was also visited by Expatriate personnel, B. Harris and R. Stack during the program. The program was conducted from an off-site camp with personnel hiking approximately two kilometers up the access road from a culvert which had washed out in heavy rains in 2000-2001.

On July 31, 2002, R. Stack and B. Harris returned to the property and continued hand trenching, prospecting along strike to the southeast and northwest and sampling. The Expatriate crew returned to Whitehorse where they were joined by B. Harris for a visit to the core library to view stored core from the property.

Please refer to Figures 4 and 5 for the location of prospecting traverses, hand trenches and samples collected in 2002. Please note that the location of the claims on the maps in Figures 4 and 5 (taken from the claim map) is inaccurate, and the work carried out in 2002 is plotted on the maps relative to the creek and the topography. Table 3 on the following page summarizes the samples collected in 2002.

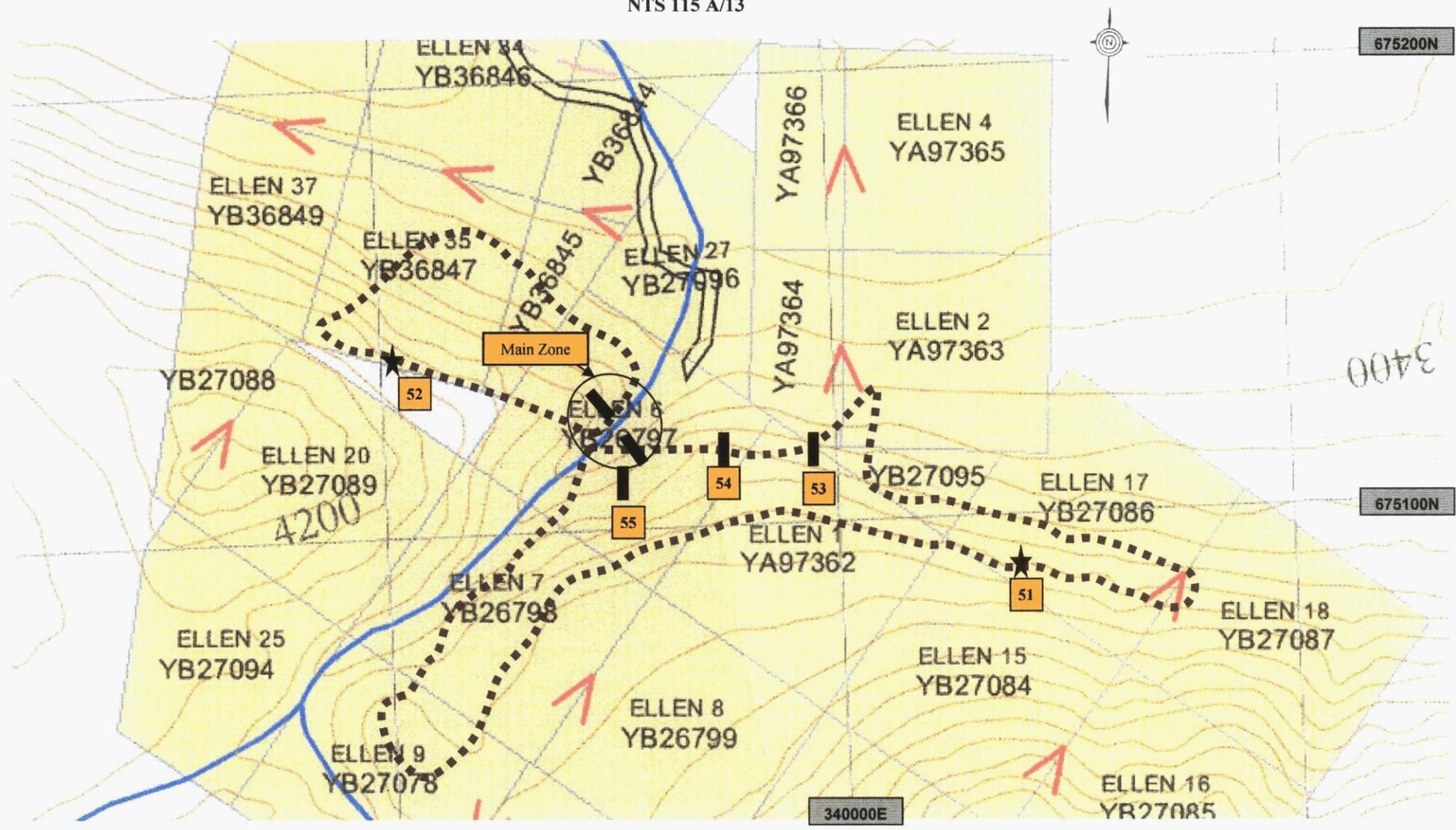
Table 3: 2002 Rock Sample Descriptions

Sample #	Sample Type	Description
206051	Float	Black cleaved and sheared siltstone with quartz-vein sweats, veins commonly with disseminated pyrrhotite. No malachite staining. Non-magnetic and no calcite. Weak sericite alteration, heavily iron-oxide stained.
206052	Float	Sheared, cleaved and fractured black siltstone. Strong iron-oxide and limonite staining. Occasional quartz veinlets. Disseminated and fracture coating of pyrite. Trace of malachite staining. Weak calcite coatings on weathered surface. Non-magnetic. Quartz is vitreous with iron-oxide healed fractures, limonite coatings.
206053	Trench	Black sheared folded and crenulated chloritized siltstone to argillite. With thin foliaform quartz stringers with disseminated chalcopyrite and pyrrhotite. Malachite staining. Chalcopyrite-pyrrhotite is in quartz stringers and selvages.
206054	Trench	Dark grey-green siltstone and lighter quartzite bands. Strongly folded and cleaved. Chalcopyrite and less disseminated pyrite. Commonly associated with narrow quartz stringers. Malachite>azurite staining, some iron-oxide staining. Non-magnetic and no calcite.
206055	Trench	Sheared and cleaved black siltstone to argillite, possibly graphitic. With foliaform quartz-vein breccia. Finely comminuted, some crustiform and botryoidal quartz veining at margins of vein breccia. Disseminated chalcopyrite, pyrite with malachite and iron-oxide staining.

Sample descriptions produced by Al Doherty, P. Geo. Assay results are pending.

Ellen Property 2002 Work Program
Hand Trench and Float Sample Locations

Figure 5
NTS 115 A/13



----- R. Stack, B. Harris Traverses
 — Hand Trench and sample site

★ Float Sample

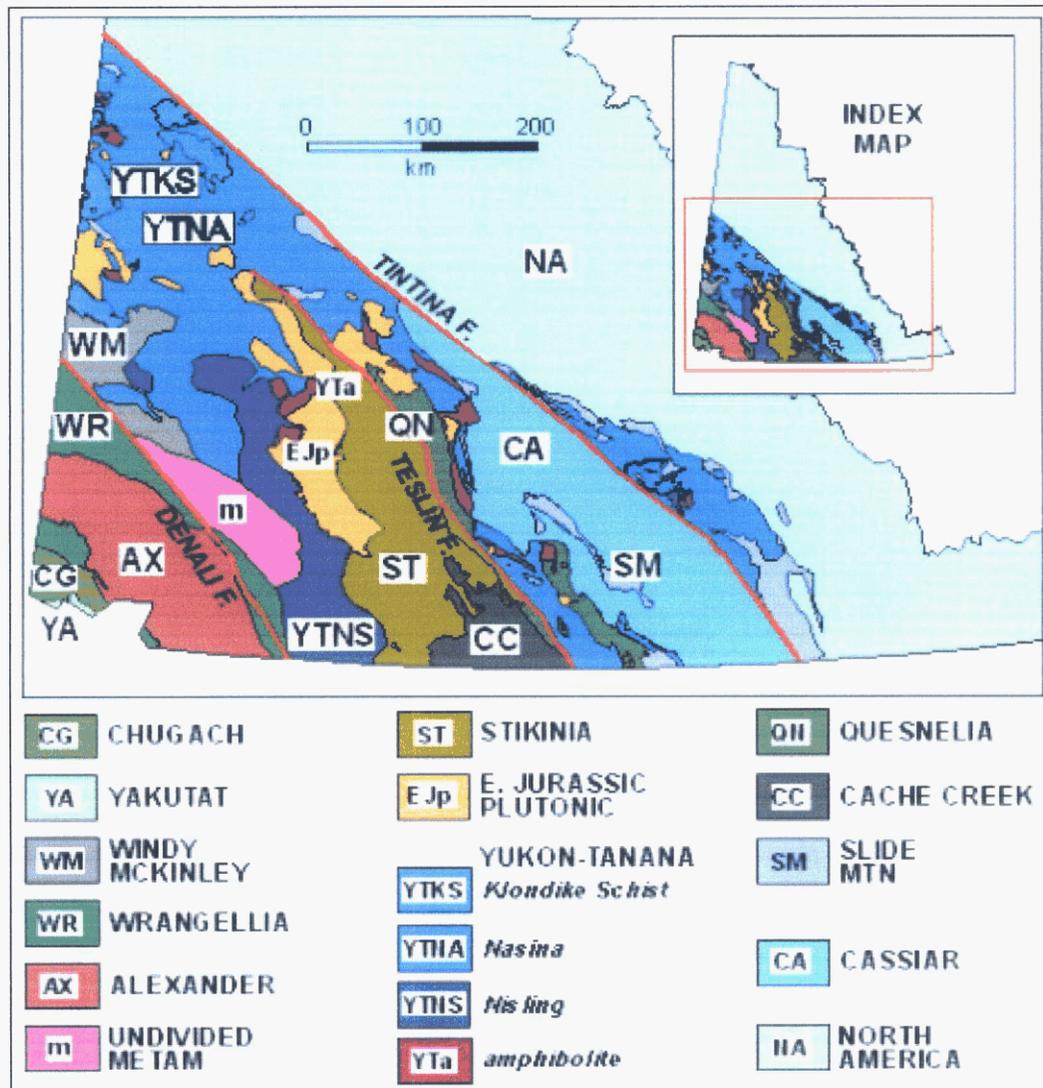
■ Sample Number

One kilometre

7. Regional Geology

The Ellen Property is located within the Insular Superterrane, composed of the Wrangellia and Alexander terranes. Figure 6 below (Gordey and Makepeace, 1999) shows a simplified distribution of terranes in the Yukon territory. Note that post-terrane overlap assemblages and intrusive suites are removed.

Figure 6 – Terranes of the Yukon



Gordey and Makepeace (1999) summarize the Wrangellia/Alexander terranes as follows:

Wrangellia Terrane comprises a basement of Devonian to Permian arc volcanics, clastics and platform carbonate overlain by Triassic tholeiitic rift basalt and carbonate. Nickel-copper-cobalt-platinum occurrences are found as magmatic segregation deposits within mafic Triassic intrusions. Alexander Terrane consists of Upper Proterozoic to Triassic volcanics and sedimentary rocks in a variety of depositional settings (ocean arc, backarc, platform, rift, trough and offshelf) and comagmatic intrusions. In northern British Columbia the Triassic volcanics are host to significant copper-cobalt volcanogenic massive sulphide deposits. Wrangellia and Alexander terranes were clearly together by the mid-Jurassic as they are both overlain by the Upper Jurassic - Lower Cretaceous Dezadeash overlap assemblage. Cross-cutting Pennsylvanian plutons indicate earlier amalgamation and that the Alexander Terrane was the basement beneath at least part of Wrangellia by Early Pennsylvanian time (in Plafker and Berg, 1994b).

As shown in Figure 7, the Ellen property is situated between the Denali Fault and the Shakwak Valley in a wedge of Triassic volcanics (uTrN) overlain by the Dezadeash clastic succession (JKD1) interpreted to be part of the Alexander terrane (Davidson, 1995). Duncan (2002) notes that this is the same package of rocks that host the giant Windy Craggy deposit.

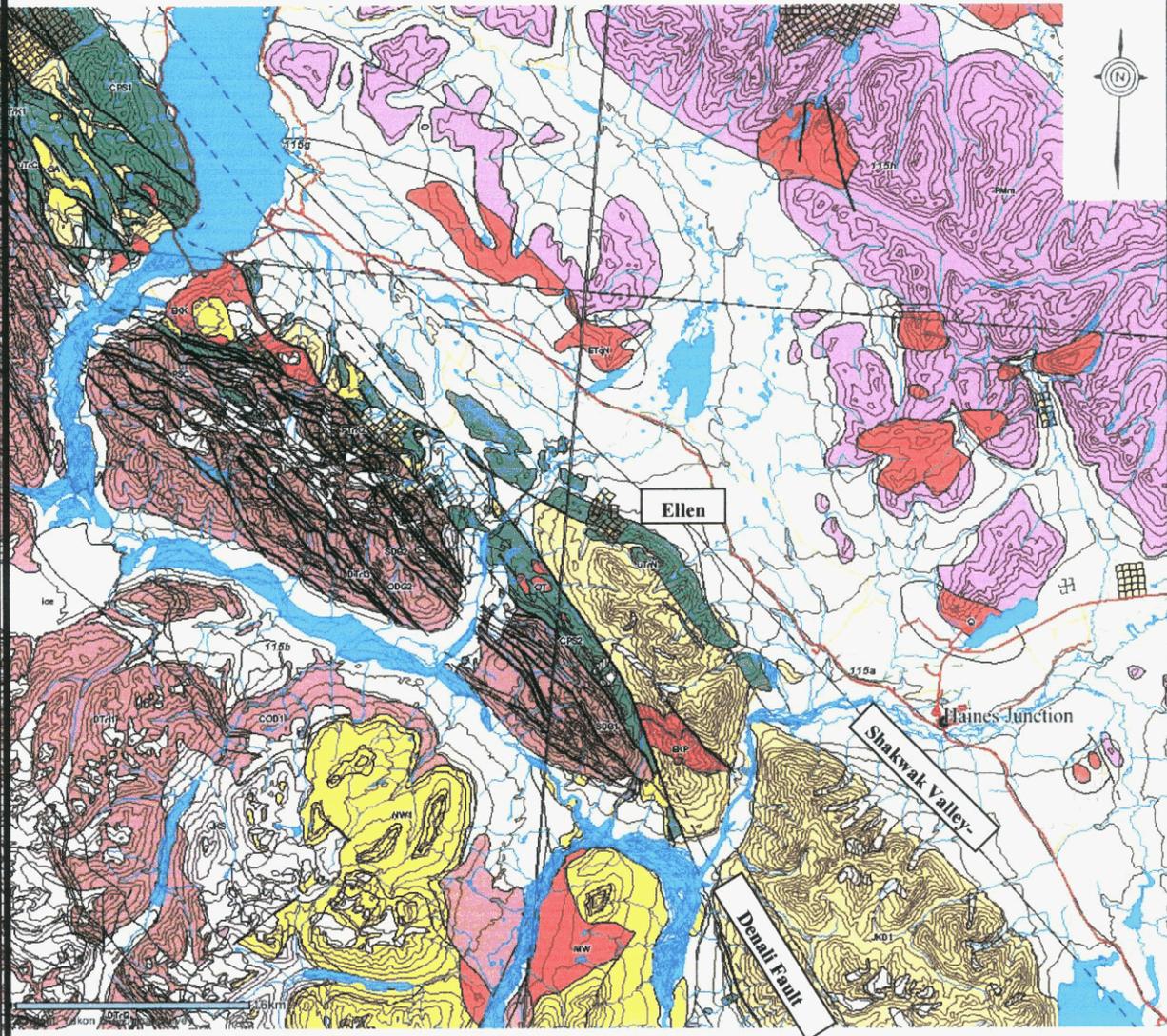
The volcanics and clastics are intruded by the Kluane Ranges Plutonic Suite. For details on the other units shown in Figure 6, please refer to Gordey and Makepeace (1999).

8. Property Geology & Mineralization

Davidson (1995) notes the property is primarily underlain by a thick sequence of layered felsic to mafic volcanics consisting of andesite flows, andesitic and mafic tuffs, and thin layers of tuffaceous argillite. The volcanics have been variably foliated forming quartz sericite schist and narrow bands of black chlorite schist. Epidote and quartz banding is common. A few serpentine bands occur in more mafic sections. Diorite, andesite and fine grained peridotite sills occur within the volcanics. The sills are emplaced along thrust faults at the base of the Triassic volcanic sequence. The units strike 110° and dip 30° to 50° to the south.

The volcanics are conformably overlain by limestone and schists containing sections of green tuffaceous volcanics at the south end of the claim block (Davidson 1995). Narrow quartz carbonate veins cut the sediments

Ellen Property Regional Geology
Figure 7



LEGEND

LATE EARLY CRETACEOUS

EKK: KLUANE RANGES SUITE
 Mid-grey, medium to coarse grained, biotite hornblende granodiorite, quart diorite, quartz monzonite, and hornblende diorite (Kluane Ranges Plutonic Suite)

UPPER JURASSIC TO LOWER CRETACEOUS

JKD:DEZADEASH
 Clastic succession (1) but locally including undifferentiated younger strata (2)
 1. interbedded light to dark buff-grey lithic greywacke, sandstone, siltstone, thin dark grey shale, argillite, phyllite and conglomerate; rare tuff (Dezadeash)

UPPER TRIASSIC

uTrN: NICOLAI
 Amygdaloidal basaltic and andesitic flows, with local tuff, breccia, shale and thin-bedded bioclastic limestone; volcanic breccia, pillow lava and conglomerate at base; locally includes dark grey phyllite and a minor thin grey limestone of Middle Triassic (Nicolai Greenstone)

Duncan (2002) observed the following during his property visit:

The Ellen main showing is hosted in a series of thick (over one hundred meters thickness exposed) andesite flows and mafic tuffs. These units commonly consist of one to ten meter thick units separated by small foliation parallel shear zones or thin layers of more chloritic mafic rock, interpreted to be thin mafic tuffs. All units strike east – west and dip to the south.

Mineralization at the main showing consists of intense malachite staining and massive chalcopyrite – pyrrhotite stringers that occur within andesite. Stringer zones have an associated hydrothermal alteration assemblage that commonly consists of massive dark green to black chlorite proximal to intense areas of stringer mineralization and were up to thirty centimeters thick. Pervasive weak chlorite and sericite alteration occurs up to ten meters around the stringer zones while patches of pervasive epidote alteration with associated quartz – carbonate – epidote veinlets occur over the exposed extent of the showing (fifty meters).

The east side of the showing consists of three distinct layers of stringer mineralization. The lowest one is about three meters thick, while the upper two are approximately one meter thick. The west side of the main showing consists of a single ten meter thick zone of chalcopyrite stringer mineralization.

Examination of the same stratigraphic horizon along strike and up – dip both to the northwest and southeast revealed additional chalcopyrite stringer mineralization with associated quartz – chalcopyrite veins. This mineralization was observed up to three hundred meters to the northwest and two hundred meters to the southeast. These zones were less than one meter thick and less intensely mineralized than the main showing. Nevertheless, this demonstrates some continuity to the mineralization. The presence of chalcopyrite in vein material is interpreted to represent some epigenetic mobilization of stringer zone mineralization during metamorphism

Davidson (1995) notes that chip samples on the east side of the main showing assayed 0.98% to 4.0% copper and 25 to 844 ppb gold. Samples from the west side of the gully produced copper values of 1.6-9.0% and gold values of 109-2286 ppb. Grab samples collected 100 m northwest along strike of the showings in the Ellen Creek gully have returned values up to 1.1% copper and >6667 ppb gold.

9. Conclusions and Recommendations

Duncan (2002) had the following comments following his visit to the property:

The author is confident that the style of mineralization observed is consistent with that of a copper rich sulphide stringer zone to a potential Besshi style massive sulphide occurrence. The potential to expand the zone of mineralization on the property is high, as the mineralized horizon remains open to the northwest, southeast, and southwest. The author recommends a program of mapping and trenching along strike in both directions of the main showing and a drill test down dip of the main showing and previous drilling to test the horizon at greater depth.

Duncan's comments concur with previous work on the property which indicates volcanogenic massive sulphide mineralization occurring in a mafic volcanic sequence. Drill intersections from previous phases of drilling, combined with geochemical and geophysical targets along strike provide an interesting target with good potential for a large tonnage VMS deposit (Craig 2002).

In addition to the proposed mapping, trenching and drill testing along strike in both directions of the main showing recommended by Duncan (2002), there are additional targets outlined on the property, which have never been followed up on. These Cu-Au in sulphide showings merit additional trenching and possible drilling.

The Ellen Property also has potential for Cu-Ni-PGE+/-Au mineralization. Previous work on the property indicated a strong HLEM anomaly down section of the main showing which located a graphitic siltstone and schist hosting a serpentinite sill carrying low grade nickel values. This sequence marks a thrust fault underlying the mafic volcanic rocks. This and other thrust faults found throughout the Kluane Ultramafic Belt are good targets for high and low grade Cu-Ni-PGE+/-Au mineralization. The presence of low grade nickel mineralization in previous drill holes (95-4 and 95-5) averaging 0.18% nickel is also interesting in that quite often throughout the Kluane Ultramafic Belt, PGE mineralization is found with low grade nickel and higher grade copper. Mineralization farther along the belt is found to be intermittent with higher grade copper-nickel values found at the base of the sill (Craig 2002).

Additional grid geophysical surveys along the strike of the main zone would help develop future drill targets. Follow up work (mag surveys etc.) are recommended to determine the presence of higher grade nickel mineralization along the thrust fault which was identified by the 1995 drilling of the HLEM anomaly. VLF-EM surveys will also identify the edges of the sill and other structural features which may be important as controls for mineralization.

Repair of the existing road bed along Ellen Creek should be conducted by excavator and bulldozer to facilitate access to the property.

Certificate

I, SUSAN PATRICIA CRAIG, of the City of Whitehorse, in the Yukon Territory,
HEREBY CERTIFY:

1. That I am a consulting geologist.
2. That I am a graduate of Lakehead University (M.Sc. Geology, 1991) and the University of Calgary (B.Sc., Geology, 1986).
3. That I am a registered Professional Geoscientist with the Association of Professional Engineers and Geoscientists of British Columbia.
4. That I have been engaged in mineral exploration and development on a full time basis for 13 years in the Yukon and British Columbia.
5. That I have no interest, direct or indirect in the properties or securities of Midnight Mines Ltd. nor do I expect to receive such interest.

SIGNED at Whitehorse, Yukon this 11th day of June, 2003

Susan
A circular professional seal for Susan P. Craig, a Professional Geoscientist in the Province of British Columbia. The seal contains the text: "PROFESSIONAL", "PROVINCE OF BRITISH COLUMBIA", "S. P. CRAIG", and "PROF. GEO." around the perimeter. A handwritten signature "Susan" is written over the seal.

Susan P. Craig, P. Geo.

Statement of Costs

2002 Work

Labour

Rob Duncan, 3 days @ \$300/day	\$900
Geoff Bradshaw, 3 days @ \$270/day	\$810
Bill Harris, 3 days @ \$300/day	\$900
Ron Stack, 3 days @ \$300/day	<u>\$900</u>
	\$3,510

Field Costs

Accommodation

Expatriate, 2 nights @\$100/night	\$200
Harris/Stack, 1 night @ \$100/night	<u>\$100</u>
	\$300

Fuel

Expatriate	\$100
Harris	\$100
Stack	<u>\$100</u>
	\$300

Rental Trucks (3000km/month)

Expatriate, 3 days @ \$80/day	\$240
Harris, 3 days @ \$100/day	\$300
Stack, 3 days @ \$80/day	<u>\$240</u>
	\$780

Food

Duncan, Bradshaw, Harris, Stack, 12 days @ \$35/day	<u>\$420</u>
	\$420

Post Field

Maps and Reports (Expatriate)	\$100
Geologist (Expatriate)	\$100
Report (Tintina)	<u>\$1,100</u>
	\$1,300

Total **\$6,610**

References

- Canadian Barranca Mines Ltd. Drill Logs, Assessment File 091313.
- Craig, S. (2002) 2001 Assessment & Compilation Report on the Ellen Property for Midnight Mines Ltd.
- Davidson, G. (1990) Summary Report on the Ellen 1-20, 25-38 Claims, for R. Stack-Kincora Syndicate.
- Davidson, G. (1993) Assessment Report on the Ellen 1-20, 25-37 Claims, for Probe Resources Inc.
- Davidson, G. (1995) Assessment Report on the Ellen 1-20, 25-37 Claims, for Probe Resources Inc.
- Duncan, R. (2002) Summary Report on the Ellen Property, for Midnight Mines Ltd.
- Gordey, S.P. and Makepeace, A.J. (comp.) 1999: *Yukon bedrock geology in Yukon digital geology*, S.P. Gordey and A.J. Makepeace (comp.); Geological Survey of Canada Open File D3826 and Exploration and Geological Services Division, Yukon, Indian and Northern Affairs Canada, Open File 1999-1(D)
- Harjay Exploration Ltd. (1989) Property Plan
- Power, M. (1993) HLEM and VLF Survey on the Ellen Property, for Probe Resources Inc.
- Power, M. (1990) A Total Magnetic Field and HLEM Survey of the Ellen Claims, for G. Davidson.
- Probe Resources Ltd., Public Offering Document (1995)
- Tully, D.W. (1994) Report for Probe Resources; selected figures only available