TECHNICAL REPORT

Au, BRC, Lucky, and Strike Claims, YUKON TERRITORY

prepared for:

CLOUDBREAK RESOURCES LTD.

N.T.S. 115O/03 and 115O/06

63° 15' 00" to 63° 20' 00" North
112° 57' 00" to 113° 10' 00" West

August 11, 2010

report prepared by:

Aurora Geosciences Ltd.

Gary Vivian, M.Sc., P.Geol.
Dave White, P.Geol.
Jim Robinson, P.Geol.

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EXECUTIVE SUMMARY

Cloudbreak Resources Ltd. holds the mineral rights to 243 claims in the White River area of the Yukon Territory, Canada, just 95 km south Dawson City. Cloudbreak is evaluating the AU, BRC, Lucky and Strike block of claims for their gold potential.

Cloudbreak Resources Ltd acquired these claims from Alix Resources Limited in early 2010 and hold a 100% interest in these claims. There is no outstanding residual ownership held by any third parties.

Cloudbreak's property is situated within the Yukon-Tanana Terrane (YTT), which trends from northern British Columbia through the Yukon and into the east-central portion of Alaska. The YTT is the largest terrane in the Canadian Cordillera that was accreted to the western margin of the North American craton between the late Paleozoic and early Cenozoic.

The property overlies sedimentary and gneissic rocks (considered to be classic continental margin type deposition) which have been altered to amphibolite grade. These metamorphosed rocks have then been intruded by some early Jurassic to mid-Cretaceous granitic and granodioritic intrusions. The gold mineralization is thought to be related to felsic sills, quartz veins and quartz breccias from these later intrusions. The prominent trend for the gold-bearing structures is in a north-northwesterly fashion. These features have been documented on the Kinross (Underworld) White Gold Property.

Between July 19 and September 25, 2009, two soil sampling programs were completed upon Cloudbreak's ground. The soil sampling program returned elevated values in gold and delineated four potential targets for further follow-up. The highest gold value returned during this soil sampling program was 75 ppb Au. Detection limit for gold is 2.5ppb and although numerous samples are elevated in gold, this program did not return any highly anomalous samples. A reflection on the first sampling programs on the White Gold Property of Kinross' only returned values up to 150 ppb. Certainly, some perseverance will be needed.

Four trends of elevated gold samples have been documented during the 2009 soil sampling program. Three of these trends occur on the Lucky group of claims. The highest priority zone trends weakly for up to 7km in a northwesterly fashion and certainly requires higher resolution sampling and possible overburden removal to evaluate the bedrock in this area. The highest gold value of 75 ppb is within this zone of elevated values which trends from 596300E and 7007000N and continues weakly to 591300E and 7011300N.

Two other areas lie within the Lucky claim block, one to the east-northeast (centered about 596500E and 7080300N) which requires some ground follow-up to verify whether the results are real or whether this particular trend may have a sampling issue. A significant portion of the elevated gold results occur along one line and trends northeast. There are north-northeast structures in the area which could well reflect some hydrothermal activity.

The third area on the Lucky claim block lies southwest of the priority one target (centered about 593200E and 7005500N) in the southwest corner of the block. This is a short northwesterly trending

feature which appears to be offset in a westerly direction by a NE-SW cutting structure but contains weakly elevated gold values.

The only area of elevated gold values outside of the Lucky block is a trend of elevated gold values on the BRC claim block. This zone appears to be trending off the block to the northwest but certainly originates within the centre of the block.

One elevated gold sample was returned from the AU block of claims but unless further sampling can be completed here, this will prove to be an isolated sample. Little sampling was completed upon the AU block as the soil medium is considered very poor.

A follow-up soil sampling program with the potential for stripping of overburden, completing channel/trench sampling and backpack drilling has been recommended. The cost of this program is estimated to be $145,000.00.

1.0 INTRODUCTION

This NI 43-101 compliant report is prepared for Cloudbreak Resources Ltd (Cloudbreak) to document the historic and recent exploration work completed on their claims in the White River area of west-central Yukon. The Cloudbreak Property is located some 95 kilometers south of Dawson City, Yukon and lies some 250 kilometers N-NW of the city of Whitehorse, Yukon. The property lies within the Dawson City Mining District, comprises 243 mineral claims which lie just east-northeast of the Kinross Gold's (Underworld Resources) White River Property. The Cloudbreak Property is at a very early stage of exploration.

Very limited exploration work, both historically and recent, has been completed in this area. The discovery, by Shawn Ryan, of gold in quartz veins at the Golden Saddle and Arc have provided a flood of interest in this area by numerous junior mining companies over the past three years. This area is now called the "White Gold District".

Cloudbreak has completed 2 soil sampling programs upon portions of their "Lucky-Strike" Property. These two soil programs comprised reconnaissance lines across the property with the expectation of delineating gold targets in which higher resolution soil sampling, ground magnetic surveying and rock sampling might be completed..

2.0 RELIANCE ON OTHER EXPERTS

2.1 Terms of Reference

This report was prepared for Cloudbreak Resources Ltd of Vancouver, BC. The preparation of this report is in due diligence for Cloudbreak to pursue an optionee for their White River gold area play. This document is a technical evaluation of the historical work completed in the immediate area of the Cloudbreak landholdings as well as their work completed during the 2009 field season. The Cloudbreak Property comprises at least three different phases of a staking program comprising the Lucky, Strike, Au and BRC block of claims. This land package comprises some 243 quartz mineral claims geographically centered at 63° 30' N and 139° 10' W.

This report reviews and summarizes all of the previous historical work within the area and that work which Cloudbreak has completed within the last year. There has been limited work completed in this part of the Yukon aside from the relatively recent work by Shawn Ryan and the subsequent discovery of the new White Gold prospects (Golden saddle and Arc).

This report is prepared by Gary Vivian M.Sc., P.Geol, David White P. Geol. and R.J. (James) Robinson, P.Geol, all principals of Aurora Geosciences Ltd. of Yellowknife. They are qualified persons as defined by the Canadian Securities Administrators National Instrument 43-101. Mr. Vivian has over 35 years of exploration experience, over 28 years as a geologist and 23 years as

P.Geol. Mr. White has over 7 years of exploration experience and 2 years as a P.Geol and Mr. Robinson has over 25 years of exploration experience and 17 as a P.Geol. Their specific disciplines have been in evaluating gold, base metal, uranium-rare earth related and diamond prospects within Nunavut, NWT, Yukon and Alaska. All three are members in good standing with the NWT and Nunavut Association of Professional Engineers, Geologists and Geophysicists (Member # 1301, #1778 and #1662). Mr. Robinson completed a site visit of the Cloudbreak Property during June 29 of 2010. These authors have not completed any of the work on the Cloudbreak Property.

2.2 Sources of Information and Disclosure

This report is based primarily upon published data that has been submitted for assessment purposes and government geological reports. All reports have been identified throughout the text. Some of the reports used for the purpose of this filing were written prior to the implementation of the standards relating to National Instrument 43-101. All reports were prepared by persons holding a minimum of a post-secondary degree in geology or related fields and as such the reports are considered accurate. There is very little documented work in the White river area of the Yukon prior to three larger programs completed by Teck during the 1990's.

A significant portion of this report has been based upon the written results produced by previous workers and submitted as assessment or mineral showings files within the Yukon Geological Surveys' minfile.

The exploration program completed during the summer of 2009 was conducted by Aurora Geosciences Ltd of Whitehorse, YT. All exploration data collected during 2009 has been prepared by qualified personnel and filed digitally.

3.0 PROPERTY DESCRIPTION and LOCATION

3.1 Location

The property of Cloudbreak Resources is located on NTS sheet 1150/3 and 6 in the Yukon Territory, Canada. The property is geographically centered at 63°12'30" N and 139°10'00" W or UTM 7010123 N and 592192 E (NAD 83, Zone 7)(Figure 1). The claim

Figure 1. Location Map Cloudbreak Property

group lies within the Dawson mining District approximately 90 km due south of Dawson City and some 245 km northwest of the city of Whitehorse. This is an area in close proximity to Underworld's White River gold discovery (Figure 2).

The work completed in 2009 was completed from two separate fly camp areas within the property boundary of Cloudbreak. Some helicopter support services were provided from the base camp of Underworld Resources on an as needed basis.

3.2 Claim Status

The Cloudbreak Property comprises 243 claims (Figure 3). This property comprises the Lucky, Strike, AU and BRC block of claims. The BRC and AU claims are not contiguous with the Lucky or Strike claims. The land package lies northeast of the Underworld "White Gold Property" (Figures 4) and is summarized in Table 1.

3.3 Land Tenure and Underlying Agreements

The Cloudbreak Property is held 100% by Cloudbreak Resources Ltd and has no partial interest held by any other party, including NSR's and GOR's.

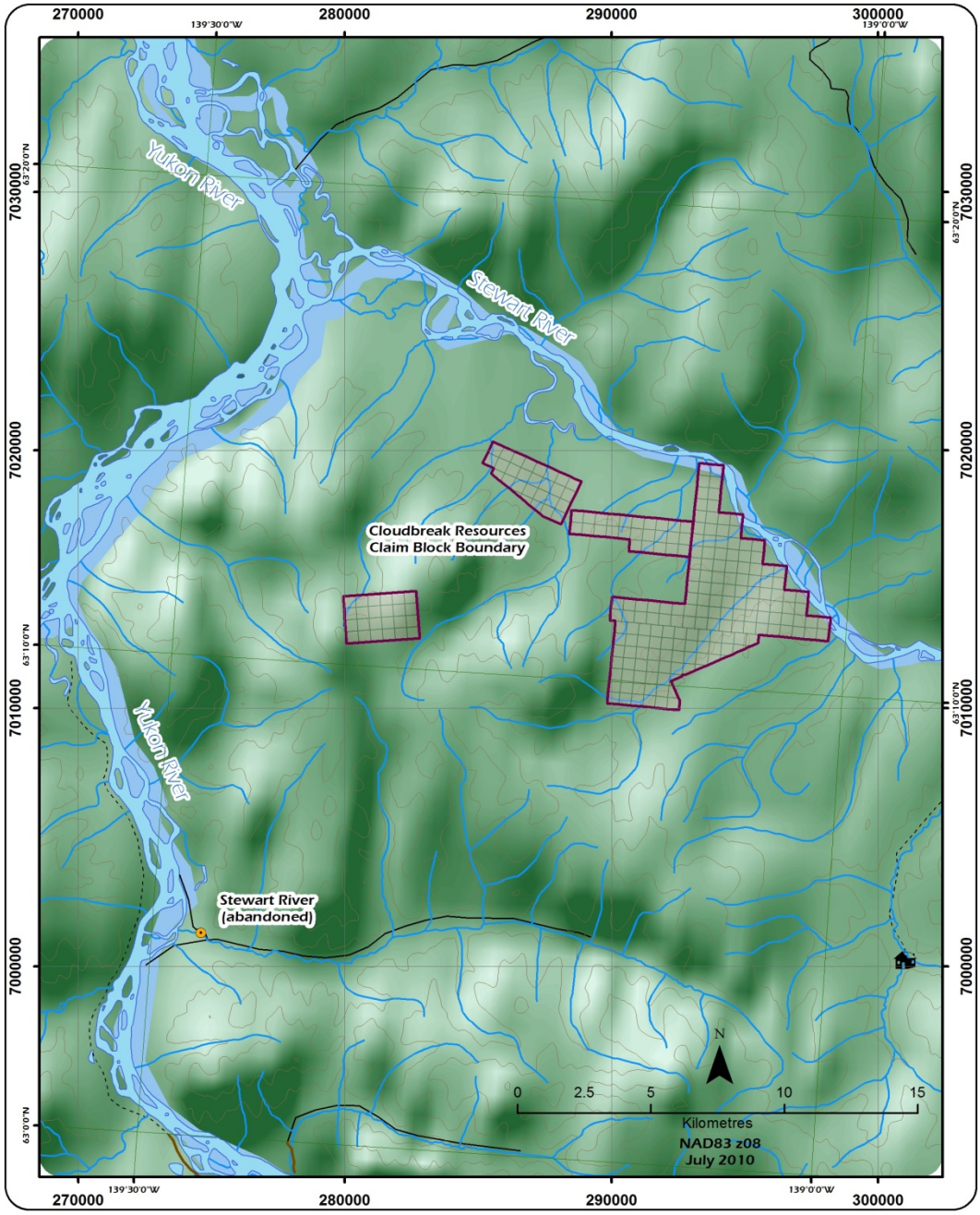

Figure 2. Regional Location Map of Cloudbreak Property

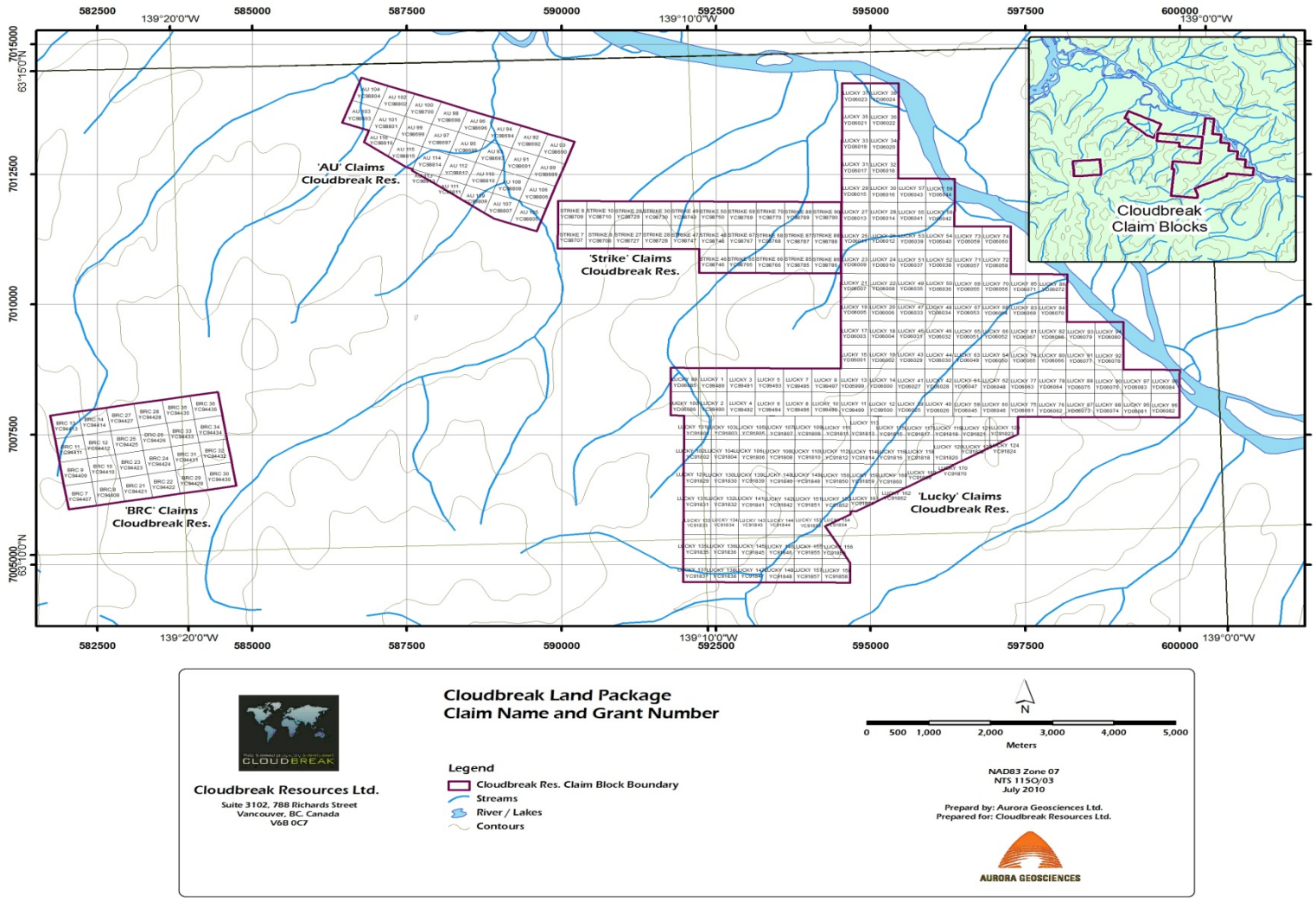

Figure 3. Claim Map of Cloudbreak Property

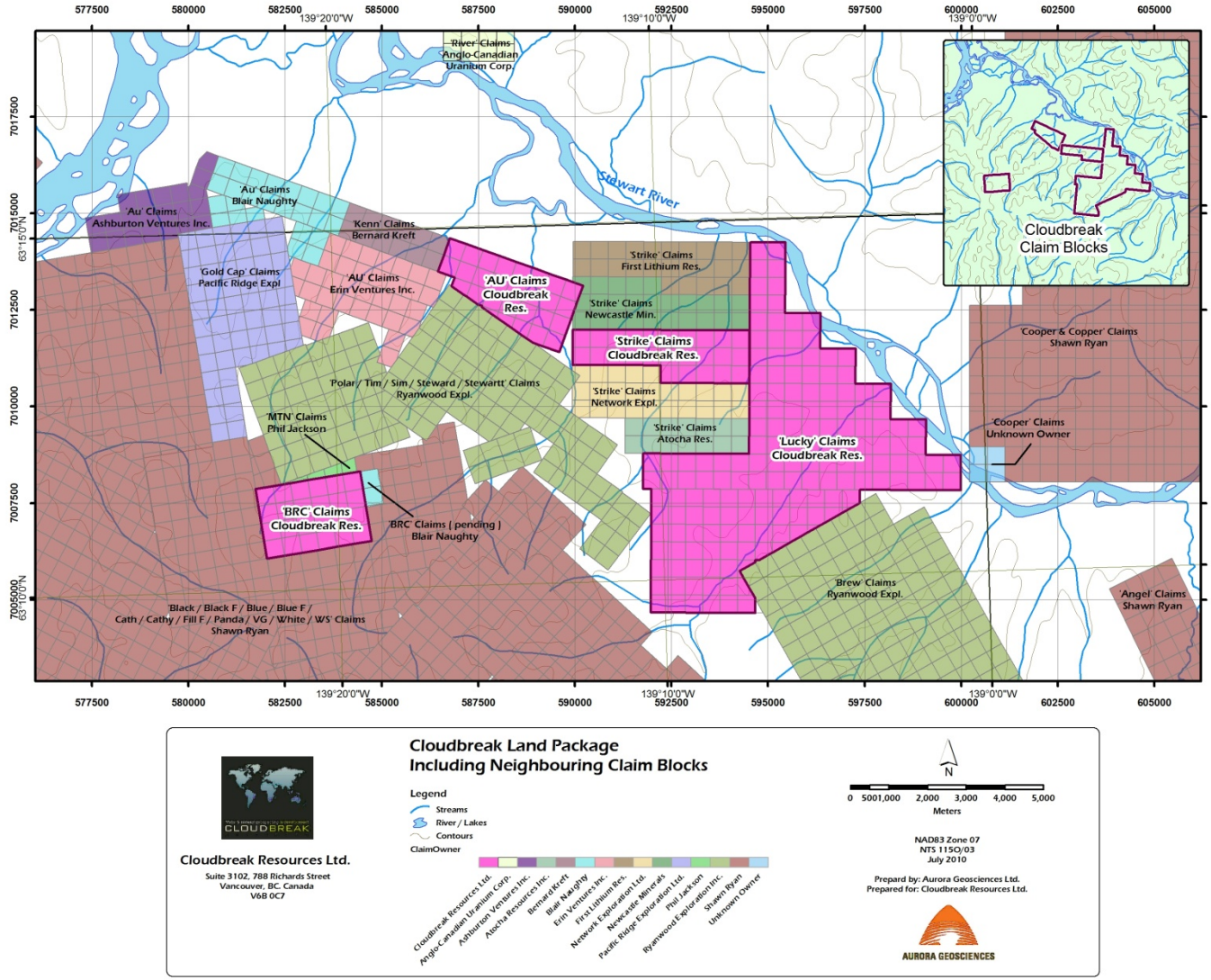

Figure 4. Regional Claim Map

Table 1 Claim Statistics

District	Grant Number	Reg Type	Claim Name	Claim Nbr	Claim Owner	Operation Recording Date	Claim Expiry Date	Status	NTS Map Number
Dawson	YC98689	Quartz	AU	89	Cloudbreak Resources Ltd - 100%.	30/06/2009	30/06/2015	Active	115O03
Dawson	YC98690	Quartz	AU	90	Cloudbreak Resources Ltd - 100%.	30/06/2009	30/06/2015	Active	115O03
Dawson	YC98691	Quartz	AU	91	Cloudbreak Resources Ltd - 100%.	30/06/2009	30/06/2015	Active	115O03
Dawson	YC98692	Quartz	AU	92	Cloudbreak Resources Ltd - 100%.	30/06/2009	30/06/2015	Active	115O03
Dawson	YC98693	Quartz	AU	93	Cloudbreak Resources Ltd - 100%.	30/06/2009	30/06/2015	Active	115O03
Dawson	YC98694	Quartz	AU	94	Cloudbreak Resources Ltd - 100%.	30/06/2009	30/06/2015	Active	115O03
Dawson	YC98695	Quartz	AU	95	Cloudbreak Resources Ltd - 100%.	30/06/2009	30/06/2015	Active	115O03
Dawson	YC98696	Quartz	AU	96	Cloudbreak Resources Ltd - 100%.	30/06/2009	30/06/2015	Active	115O03
Dawson	YC98697	Quartz	AU	97	Cloudbreak Resources Ltd - 100%.	30/06/2009	30/06/2015	Active	115O03
Dawson	YC98698	Quartz	AU	98	Cloudbreak Resources Ltd - 100%.	30/06/2009	30/06/2015	Active	115O03
Dawson	YC98699	Quartz	AU	99	Cloudbreak Resources Ltd - 100%.	30/06/2009	30/06/2015	Active	115O03
Dawson	YC98700	Quartz	AU	100	Cloudbreak Resources Ltd - 100%.	30/06/2009	30/06/2015	Active	115O03
Dawson	YC98801	Quartz	AU	101	Cloudbreak Resources Ltd - 100%.	30/06/2009	30/06/2015	Active	115O03
Dawson	YC98802	Quartz	AU	102	Cloudbreak Resources Ltd - 100%.	30/06/2009	30/06/2015	Active	115O03
Dawson	YC98803	Quartz	AU	103	Cloudbreak Resources Ltd - 100%.	30/06/2009	30/06/2015	Active	115O03
Dawson	YC98804	Quartz	AU	104	Cloudbreak Resources Ltd - 100%.	30/06/2009	30/06/2015	Active	115O03
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Dawson	YC98812	Quartz	AU	112	Cloudbreak Resources Ltd - 100%.	30/06/2009	30/06/2015	Active	115O03
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4.0 ACCESSIBILITY, PHYSIOGRAPHY, CLIMATE AND INFRASTRUCTURE

4.1 Accessibility

Access to the "Lucky Strike" Property of Coudbreak is quite good despite there being no all-weather road within 30 km. An air strip is located on Thistle Creek approximately 24 km from site and there river access to the area is provided by a barge landing on the Yukon River approximately five kilometres west of the airstrip (Figure 5). River transport along the Yukon River from Dawson City to the mouth of Thistle Creek is available for five months during the summer period when the river is free of ice. A road south from Dawson City to the Stewart River on the east side over the Black Hills of the Yukon River provides vehicle access to within 30 km of the property. This road is not operational in winter due to glaciers. Winter access can be gained to Thistle Airstrip via a winter road from Pelly Farm just off Highway #2 (Figure 5).

The soil sampling program of 2009 was partially supported with a Hughes 500 helicopter from Fireweed Helicopters based in the Underworld Resources camp. The helicopter was used to provide some easier access to the more difficult areas around the property.

4.2 Physiography

The Cloudbreak claims encompass an area of tree-covered hills on the Yukon Plateau and lie within the mature dendritic drainages which are part of the Yukon River watershed. Elevations range from 1150m along a couple of the local river valleys to a maximum height of 4000m on one of the mountain tops within the BRC claim block.

Parts of the property were subject to a forest fire approximately a decade ago, leaving large areas covered in fallen trees. Areas of re-growth are densely populated with birch trees. The few un-burnt areas on the property are mature pine forests with thick moss cover on the ground. Bedrock exposure is generally limited to less than 5 %, except at the north western edge of the property where cliffs face the Yukon River.

Specific areas of higher elevation have subalpine to alpine climate with low scrub and commonly scarce soil development. Soil on a significant part of the property is reasonably well developed.

4.3 Climate

Yukon has a sub-arctic continental climate. Summer temperatures can reach up to 35° C but the mean temperature is a cool 10° C. Winter temperatures can be very cold reaching down to -55°

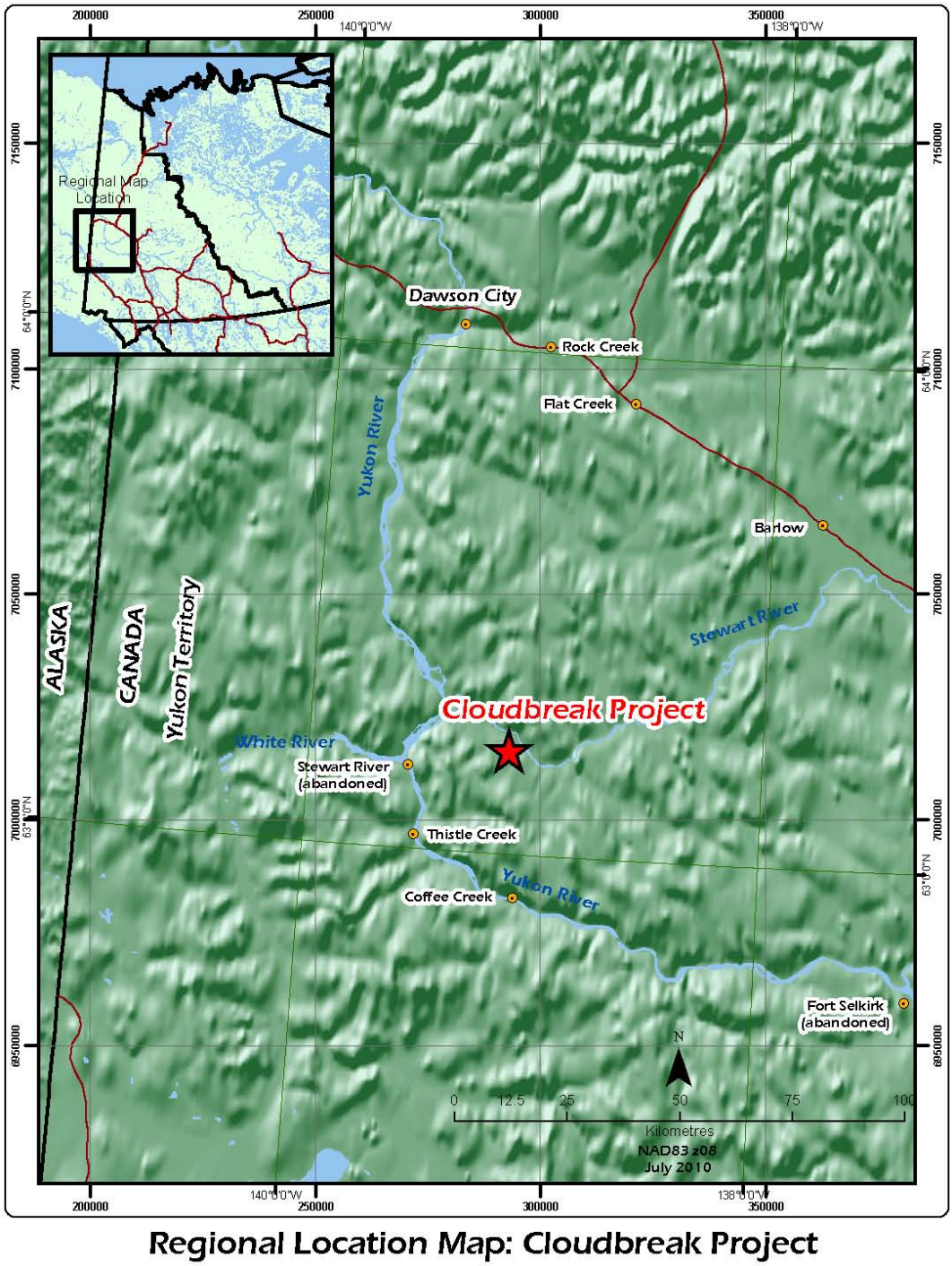


Figure 5. Regional location map

C but with a mean winter temperature of -23° C. Dawson City is the nearest point of support and averages above freezing temperatures for 180 days per year.

4.3 Infrastructure

Dawson City, some 95 km to the north, can provide services for re-supply of a camp in this area. The basics can be obtained here. Most major supplies, like food, fuel and other mainstays, are obtained from Whitehorse some 350 km southeast and are trucked to the closest point of contact and flown in from there. Pelly Landing, on the Stewart River, can be used to chopper in supplies which may well be the easiest point of access from the Hwy #1connecting Whitehorse and Dawson City.

The 2009 soil sampling program comprised up to a 5 person camp at two separate locations.

5.0 HISTORY

The property of Cloudbreak has had very little exploration completed upon it. Of significance is the proximity to the "White Gold" play of Underworld Resources. Placer work has been undertaken within the drainage system of this area dating back to the goldrush of the 1800's but very little hard rock mining exploration has been completed here. Listings of two minfile showings from the Yukon Geological Survey's database occur within the claim boundaries of the Cloudbreak Property. A total of 5 assessment reports have been written covering areas surrounding the Cloudbreak Property but there has been no previous assessment work filed within the Cloudbreak property boundaries. The following summary exists through government publications and the minfile database.

5.1 Minfile Showings

Minfile Showing 115N,O 007 – Staked as Three Sisters in April of 1992. No work reported aside from the area being underlain by Paleozoic metasedimentary rocks and gneissic granites. Claims were assumed to cover quartz veins.

Minfile Showing 115N,O 010 - Staked as Treva in July of 2000. Extensions to the Treva, to the southwest are the Cathy claims and are currently part of Underworld's White Gold Property. The updated minfile in 2004 includes a description of quartz veins and quartz breccias in Devonian/Mississippian quartzites and shchists of the Nisina assemblage. One of the original discoveries was an "in-place" quartz body 0.5m thick and 8m long. Au in stream sediments returned values as high as 135ppb and two float samples containing:

12.8ppm Ag, 1599ppm Cu, 114ppm Zn, 3406ppm As and 59ppm Sb, and

2.88ppm Ag, 98ppm Cu, 3810ppm Zn, 2840ppm As and 26ppm Sb.

There are other minfile showings within the area but none contain much information which would encourage further work aside from the suggestion most showings appear to cover quartz veins of some variability, either within metasediments, genisses or granitoids.

5.2 Assessment Reports

A total of 5 assessment reports can be used to evaluate work which has been undertaken within the general area of the Cloudbreak Property. Two of these reports appear to be the same. Might be some slight differences but they were filed on the same claims and for the same time (#094079 and 094080).

Report # 094079 and 094080 – Papageorge, M., and Pautler, J., 1999. Geological and Geochemical Assessment on the White Property for Teck Corporation**.** Work was summarized as mineralization has been located in discrete quartz, galena and stibnite veins and veinlets in a few outcrops throughout the property. Teacher Showing hosts quartz, galena and stibnite veins within feldspar porphyritic dykes and returning assays as high as 5.8g/t Au. A small soil grid was placed over the Teacher Showing an outlined two gold/arsenic anomalies returning values up to 365ppb Au and 155ppm Sb. Two moss mat samples were obtained peripheral to the Teacher Showing, one returning 180 ppb Au and the other returning 80ppb Au. A follow-up program was recommended for 2000.

Report # 094230 – Pautler, J., 2000. Geological, Geochemical and Trenching Report on the White Property. Teck Corporation. Work has been summarized as following up on the gold and arsenic soil anomalies from the previous year on the Teacher Showing using trenching. Samples returned values up to 12.15g/t AU, 13g/t Ag, >10,000ppm As and 275ppm Sb from brecciated and silicified metasedimentary talus boulders. Source of the boulders is interpreted to be up-slope. Most mineralization and anomalous soil samples appear to be at the contact zone between the granite porphyry dikes (Teritary to Cretaceous Plutonic Suite) and the metasedimentary rocks (Nisling Group). Minneapolis Creek returned anomalous quartz and arsenic values from soils. A limited budget of $50,000 was proposed for the following year but it appears no more work was completed by Teck Corporation.

Report # 094508 – Ryan, S., 2004. Geochemical Report – White Claims 13-28 and 29-46. Work is summarized as retrieving 120 soil samples and 35 rocks form the claim block. Anomalous soils are coincident with a gradient magnetic high contact (flat lying gabbro). Rock samples retrieved are indicating wide spread gold mineralization up to 50g/t Au in a quartz vein.

Report # 094575 – Doherty, A., and Ash, C.H., 2005. Report on the White Property written for Madalena Ventures Inc. Work has been summarized by the recognition of the work Teck had

completed in this area and the need for a proper systematic exploration program to cover this ground. Madalena Ventures completed mapping, linecutting and soil sampling over a significant area and the soils outlined a coincident Au-As-Sb anomaly forming a relatively continuous horseshoe-shaped belt over the extent of the sample area. A poorly exposed quartz vein (Mike Vein) with visible gold was documented by Shawn Ryan in 2003 and was then trenched in 2004 by Madalena to establish some characteristics of this vein. Three of the five large samples returned assay values of 4.43, 6.96 and 9.75 g/t Au. During this work, a second and thicker moderate to steeply SE dipping quartz vein with visible gold was uncovered (Shawn vein) and returned two samples with 3.67 and 5.52 g/t Au.

For any further review of work completed in this area, please review the current NI 43-101 from Underworld Resources Corp which was completed by SRK. This exists on the SEDAR website.

6.0 GEOLOGICAL SETTING

6.1 Regional Geology

The Cloudbreak properties are situated within the Yukon-Tanana Terrane (YTT), which spans part of the Yukon Territory and east-central Alaska. This terrane is bounded to the northeast and southwest by the right-lateral Tintina-Kaltag and Denali-Farewell fault systems (Figure 6, from Nelson and Colpron, 2007).

Between late Paleozoic and early Cenozoic the Canadian Cordillera was accreted to the western margin of the North American craton. The largest of these accreted terranes is the YTT. In the Middle Paleozoic, the YTT rifted southward and westward away from the north-west margin of Laurentia, in conjunction with the opening of the Slide Mountain Ocean (Nelson, et al., 2006; Berman, et al., 2007; Colpron, Nelson and Murphy, 2006). Quartz-rich schists and gneisses are the result of continental margin-type deposition of sediments during this period.

Mid Cretaceous intrusive rocks, also found intruding YTT, commonly have been associated with mineralization in the Tintina Gold Province. This province forms an arcuate zone that stretches across Alaska and western Canada and hosts known mineral deposits like Pogo, Fort Knox, and Dublin Gulch.

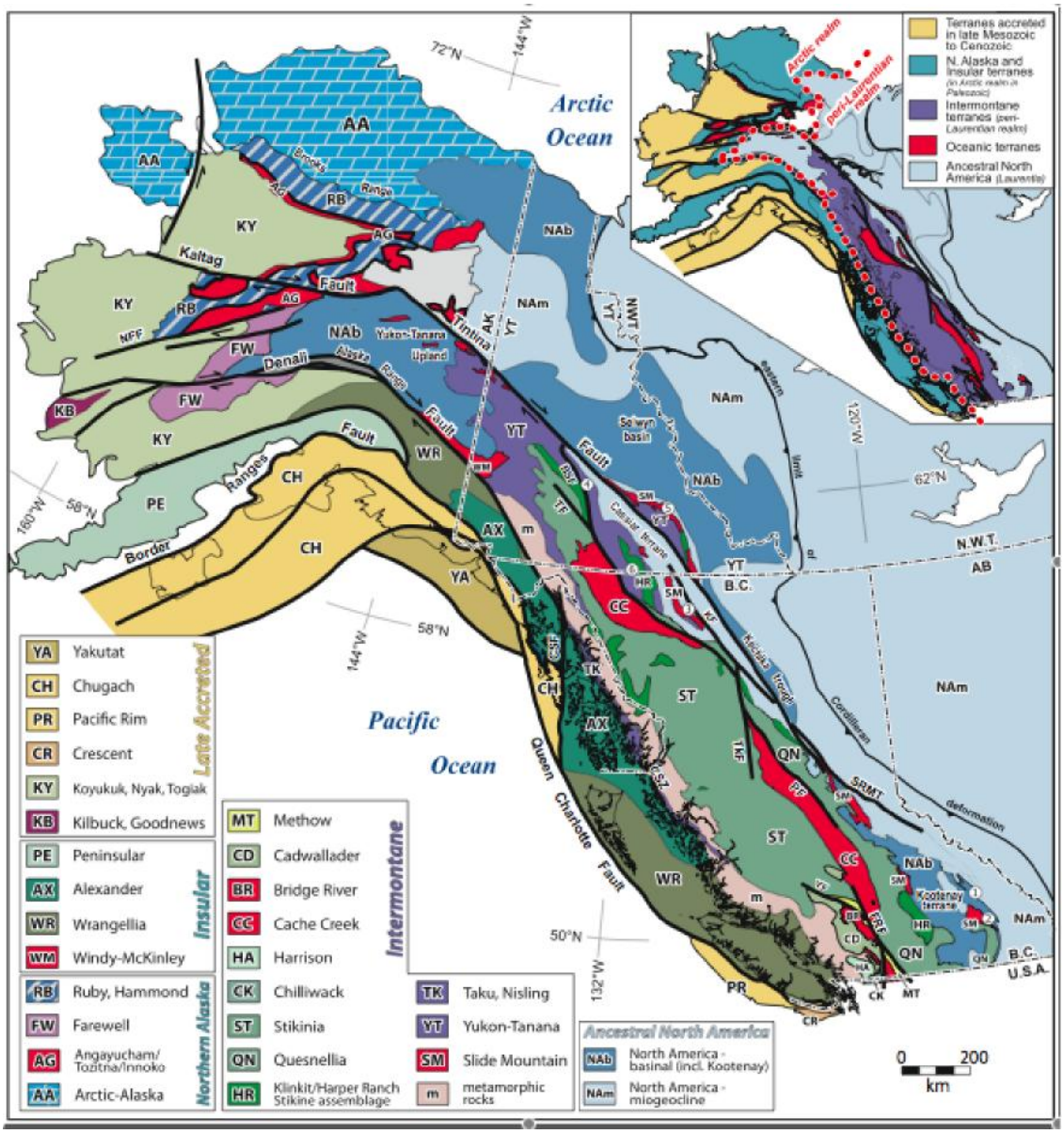


Figure 6. Tectonic setting of Western Cordillera - Showing the Yukon Tantana Terrane which hosts the Cloudbreak Property (*from Nelson and Colpron, 2007*)

6.2 Property Geology

Although no property geology map exists at this time for the Cloudbreak claims, an overview of the basic property geology can be ascertained from the regional geology map of Ryan and Gordey (2001, Figure 7). The property appears underlain by predominantly altered meta-sedimentary and orthogneissic rocks. These quartz-mica schists and gneisses appear to be the result of continental margin type deposition. The grade of alteration is amphibolite. These metamorphosed rocks have been intruded by later early Jurassic to mid-Cretaceous granites and granodiorites. This amphibolite- grade metamorphism led to ductile deformation which might

provide the overturned tight to isoclinal outcrop-scale folds with shallowly-dipping axial planes that generally strike north northwest on the Kinross (Underworld) property. The minfile showings and assessment reports suggest the metamorphic rocks were likely intruded by felsic sills as apophyses from the granite and granodiorite complexes and likely cut sub-parallel to foliation. Felsic sills/dikes on the Kinross property range from aphanitic to porphyritic and commonly contain feldspars and mafic minerals such as hornblende or biotite.

There are Early-Jurassic to mid Cretaceous granites and granodiorites which have been mapped to occur within the property boundary. A couple of mid-Cretaceous granites occur along a northeast trending structure which transects both the Kinross property and the Cloudbreak property. One of the primary focuses at White gold is these northeast features/structures. There has been some speculation these trends have formed above an underlying basement structure which has been reactivated intermittently during subsequent thrusting and faulting and is influencing hydrothermal activity and the emplacement of gold.

The Cloudbreak Property was not glaciated during the last ice age. This information was obtained from a report completed by Duk-Rodkin (2001) on the White Gold Property.

6.3 Structure

The structure associated with the Cloudbreak property has been taken from Mackenzie and Craw, 2009. The basement rocks of the White River area consist of an interlayered sequence (1-100 m) of amphibolite-facies quartzite, marble, hornblende gneiss, biotite gneiss (locally garnet-bearing) and felsic gneiss (locally containing millimetre to centimetre-scale K-feldspar augen). All of these lithologies contain a pervasive foliation (S2) that is a composite feature, composed of at least one earlier metamorphic foliation (S1) that was folded and reactivated by a second phase of ductile deformation during peak metamorphism. ThE S2 foliation is generally shallowly to moderately NE-dipping (30° to 50°) over most of the study area, except where locally steepened by later deformations of D3-D5.

The most prominent folding comprises m-scale, late metamorphic, tight to isoclinal folds which are best developed in and near semi-ductile deformation zones (D3). The axial planes of these folds (F3) are generally shallowly

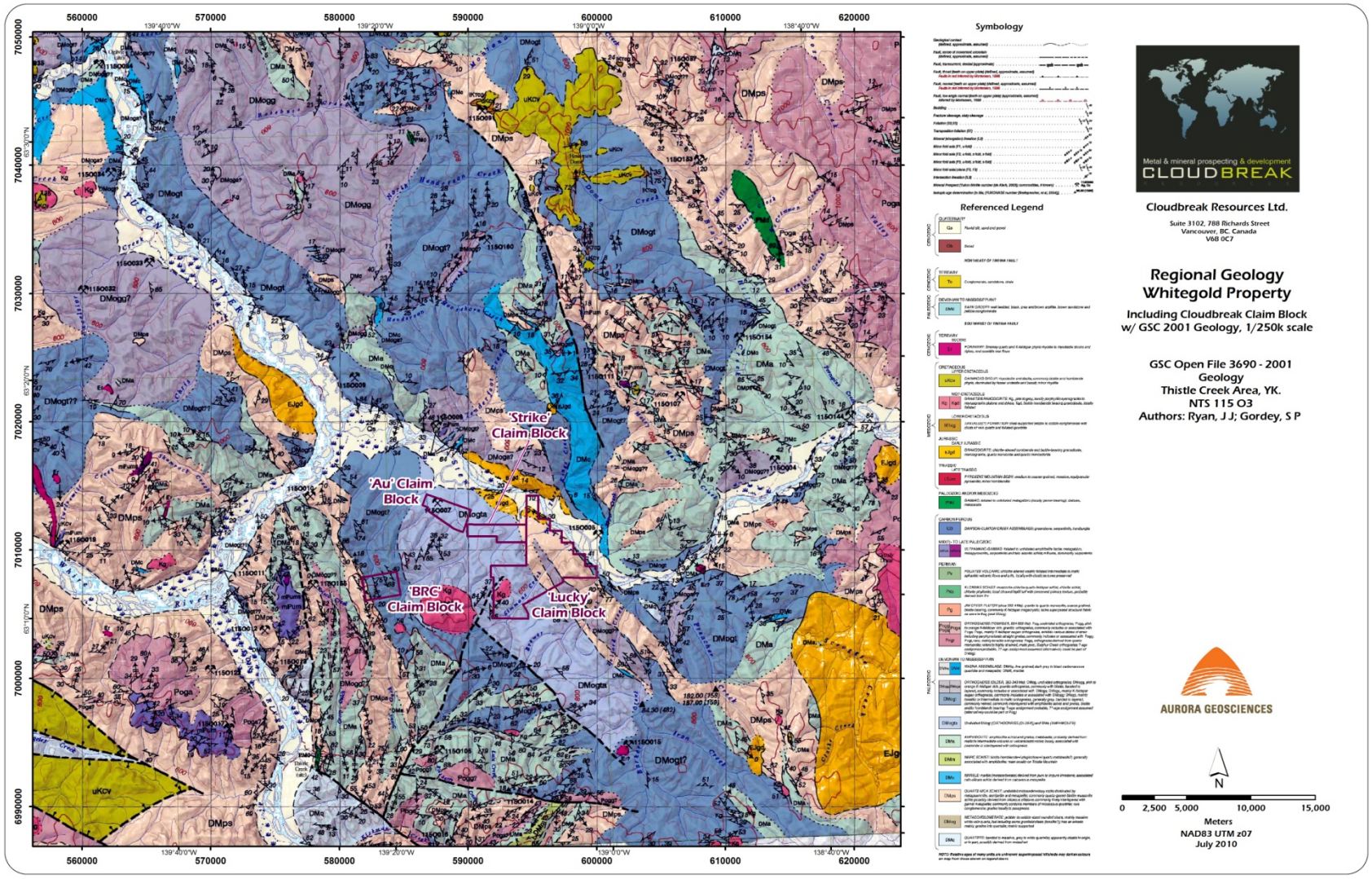


Figure 7. Regional geology map (*from Ryan and Gordey, 2001*)

dipping and subparallel to the regional S2 foliation. Intense deformation can be seen including crenulation cleavage, semi-ductile shears, fractures and breccias zones which appear to represent D3 deformation.

Of significant importance is the basement gneiss sequence and post-metamorphic ultramafic and felsic rocks being cut by a set of high-angle north and east-striking normal faults. These faults represent the youngest recognized deformation event in the White River area, D5, and cut across all earlier structures. The faults are generally poorly exposed in outcrop. The F5 faults and fracture zones have been suggested to be very important in the genesis of the White Gold mineralization. They are correlated with mid-Cretaceous to early Tertiary extension-related igneous activity (Gabrielse and Yorath, 1991; Mortensen, 1996) and may have been reactivated numerous times to allow hydrothermal activity.

7.0 DEPOSIT TYPE

The Cloudbreak Property has not had any significant exploration completed upon it and as such has not been sufficiently evaluated to consider the genesis of mineralization styles. In perspective to a conceptual mineralized setting, it is recognized the gold in the White District area is likely related to Cretaceous intrusive activity. Auriferous mineralization appears to most closely resemble some form of low sulphidation epithermal gold model. This interpretation is primarily based upon documentation, geochemistry and styles of mineralization of known occurrences within the White Gold District of the Dawson Range.

There has been some 40 million years of protracted intrusive activity from Late Cretaceous to the Early Tertiary producing multiple gold veins, stockworking and breccias bodies. Auriferous mineralization exists as epithermal (Mt. Freegold, Eureka Dome), intrusion-related (Mt. Freegold), porphyry (Casino) and auriferous skarn (Sonora Gulch) occurrences. These occurrences are related to the tectonic environment described under Regional Geology.

8.0 MINERALIZATION

The potential for gold mineralization which may exist on the Cloudbreak Property would be considered analogous to the gold mineralization which exists on Underworld's White Gold Property. Mackenzie and Craw, 2010, have documented hydrothermal fluid flow and gold mineralization is controlled primarily by brittle normal faults which cut the metamorphic structures. Of particular importance is the recognition there is little to no emplacement of auriferous quartz veins along these faults. Most of the gold occurs in altered rocks adjacent to the faults. Fluid penetration into the rock mass adjacent to the faults is controlled by fractures in brittle host rocks, especially brecciated zones. These features are generally steeply dipping and subparallel to the normal faults. In addition, shears and foliation associated with F3 folding facilitated penetration of fluids parallel to S3, which is typically shallow-dipping subparallel to S2.

Hydrothermal alteration mineralogy is strongly controlled by host rock mineralogy. Felsic gneisses have an oxidized alteration assemblage, with abundant hematite and sericite. Hematite is most prominent in weakly altered rocks and strongly altered rocks have hematite replaced by pyrite. Gold occurs in, and is closely associated with pyrite, and the highest gold grades occur in pyritic breccias. Quartzites have a reduced metamorphic assemblage, with accessory graphite and pyrrhotite. Hence, hydrothermal alteration is also reduced in these rocks and is dominated by recrystallization of graphite and pyrrhotite, with localized addition of arsenopyrite . Gold is enriched in arsenopyrite-bearing rocks, including those with stylolitic seams and breccias. Late-stage pharmacosiderite (K-Fe-arsenate) occurs locally within mineralized rocks.

Biotite and hornblende gneisses, pyroxenites, and serpentinite horizons have deformed in a more ductile manner than felsic gneisses and quartzites during normal faulting. Hence, fracture networks are poorly developed in these rock types and there has been little hydrothermal alteration and addition of gold. Pyroxenites have locally altered to fuchsite and serpentinite bodies have non-penetrative fuchsite-talc-carbonate alteration. Both these ultramafic alteration processes involved formation of rutile and pyrite from pre-existing metallic minerals, and magnetite has decomposed. Hence, the minor hydrothermal alteration has decreased the magnetic signature of the ultramafic bodies that otherwise makes them mappable in a regional sense.

9.0 EXPLORATION

9.1 Summary

Aurora Geosciences Ltd. was contracted by Alix Resources Corp to complete two separate soil sampling surveys over portions of the newly optioned and 100% owned Cloudbreak Property. These soil sampling programs were completed from July 19 to August 2 and from August 14 to September 24, 2010. There was some logistical support provided by a helicopter from the nearby Underworld Camp. A total of 2,713 soil and 31 rock samples were collected for analyses.

9.2 Sampling Program

A total of 2,713 soil samples were collected. Grid lines were not physically cut and as such the sampling control was established by predetermined points. This virtual GPS grid was traversed to obtain soil samples at these predetermined sites. Each sample traverse was assigned a line number and the stations along each line were consecutively labeled as S0, S1, S2, etc. The GPS coordinates were then downloaded to each samplers GPS receiver and the sampler then navigated from station to station. In some cases, up to 30% of sample sites could not be sampled.

Soil sample locations for all claim blocks are shown on Figure 8.

9.2.1 Survey Procedures

All soil samples collected were believed to be representative of the B Horizon. A total of 2,713 samples were obtained for geochemical analysis. A hole or small pit was excavated at each sample site with a mattock. Samples were collected from an average depth of 20 cm below the vegetated horizon. Sample locations were marked in the field with flagging tape secured to a Tyvek tag that documented the sample identifier. The same sample identifier was written on a Kraft sample bag used to collect the material. Attributes of the collected sample, including grain size, texture, colour, depth, moisture, aspect and vegetative cover were recorded for each station. This information was recorded by each sampler in a field notebook. Digital copies of the field notes are included as back-up on Cd's to the client.

The samples collected each day were taken back to camp and suspended to air dry slightly prior to packing and shipping to the laboratory.

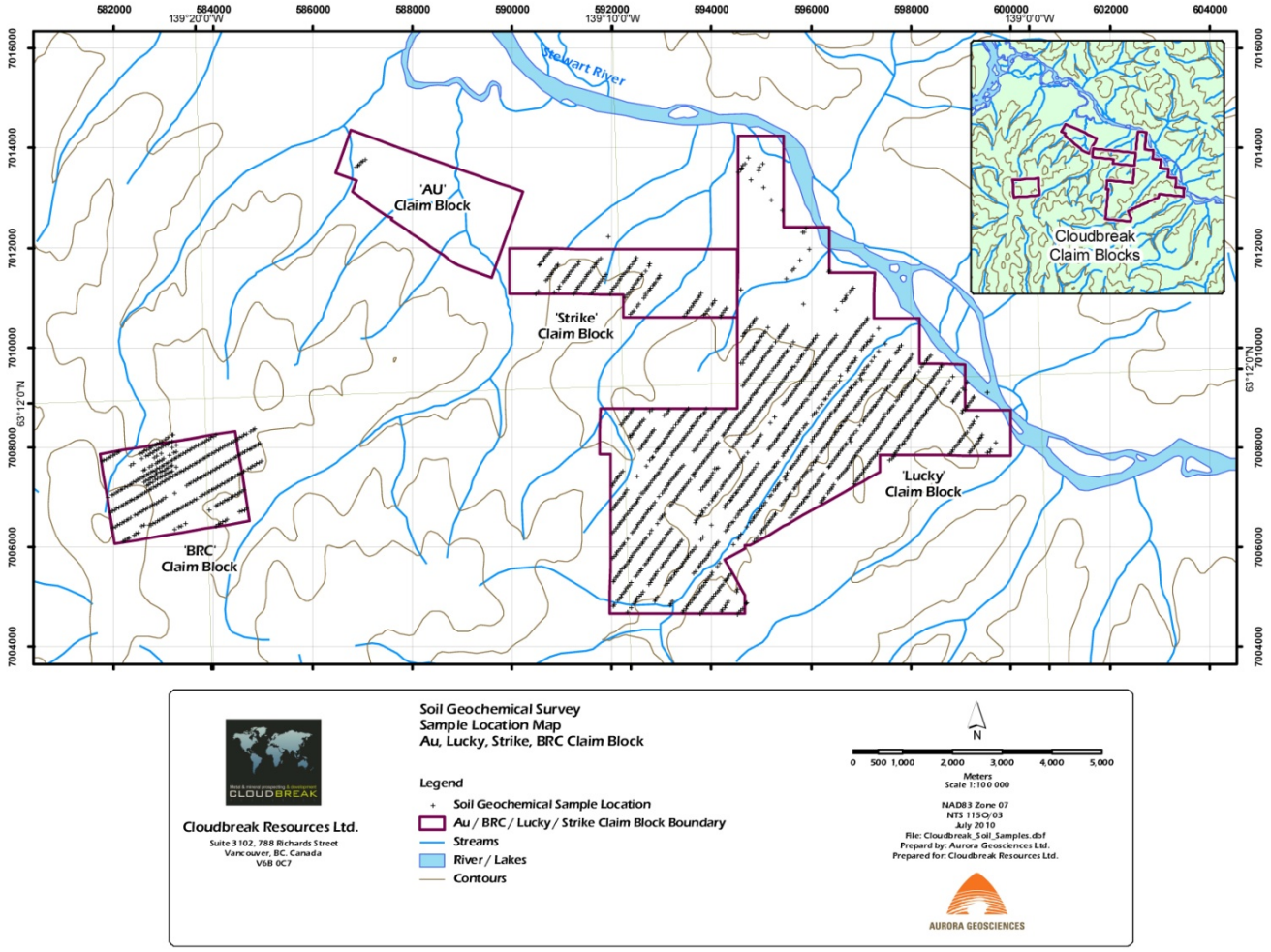


Figure 8. Soil sample location map

The information for each sample location was recorded in an Excel database file. Sample sites where no sample was obtained were also noted. This file was also used to document the sample series packed and sealed in each individual "rice bag" prior to shipment to the lab. This procedure was followed to monitor chain of custody for the samples.

9.2.2 Statistical Procedures

Geochemical data processing consisted of the following procedures, described in Grunsky (2007), and applied to the elements described above:

- Analyses below the detection limit and censored values above the upper limit of detection were assigned values equal to one half the detection limit.
- Univariate statistics including mean, median, standard deviations (n, n-1), percentile thresholds (25, 75, 95, 98), minimum, maximum, number of min & max were calculated and tabulated.
- Soil sample analytical results were plotted in histogram format and the skewness and kurtosis of the distributions were tabulated in the univariate statistical summary.
- The data was plotted in Q-Q and box plots and described. The Q-Q plots were used to identify multiple sample populations and outliers. These are contained in Appendix IV.
- A scatterplot matrix was constructed and the covariance matrix (Pearson N) was calculated and prepared to examine the covariance between elements. These results were summarized.
- Principal component analysis of the soil data was performed on a suitable subset of elements.
- Bubble plots of gold, arsenic and lead and key PCA's with gold and arsenic were plotted.

9.2.3 Univariate Analysis

Table 2 summarizes the univariate analysis of the element responses. Shaded elements, as seen in Appendix IV, were excluded from principal component analysis because the responses were severely left censored with many values below detection limit. An exception was made for gold and silver despite their dominantly left censored response. Histograms, box plots and Q-Q plots for each element are in Appendix IV together with a brief description of each population.

Kurtosis in this report is calculated so that the kurtosis of a normal distribution is zero. Figure 9 shows the kurtosis of several common distributions; curve M is the normal distribution. In general, a curve with a positive kurtosis is peaked with long tails while a curve with a negative kurtosis has a flat top and no tails.

Table 2. Univariate statistics summary

Variable	Description*
Au_ppb	strongly left censored, single outlier at 75ppb
Ag_ppm	strongly left censored, single outlier at 1.6ppm
Al_pt	slight negative skew, near normal single population
As_ppm	slight positive skew, left censored, outliers>63ppm
Ba_ppm	slight negative skew, near normal single population
Bi_ppm	does not meet statistical criteria
Ca_pt	slight negative skew, weak left censored
Cd_ppm	does not meet statistical criteria
Co_ppm	slight negative skew, nearly normal single population, outliers>36.6ppm
Cr_ppm	slight negative skew, nearly normal two populations
Cu_ppm	slight negative skew, three populations
Fe_pt	slight negative skew, near normal two populations
La_ppm	does not meet statistical criteria
Mg_pt	slight negative skew, near normal single population
Mn_ppm	slight negative skew, near normal single population
Mo_ppm	does not meet statistical criteria
Na_pt	does not meet statistical criteria
Ni_ppm	slight negative skew, near normal, two populations
P_ppm	three populations
Pb_ppm	negative skew, possible two populations
Sb_ppm	does not meet statistical criteria
Sn_ppm	no response
Sr_ppm	two population, negative skew, near normal distributions
Ti_pt	slight negative skew, single near normal population
U_ppm	does not meet statistical criteria
V_ppm	Near normal, slight negative skew, possible two populations
W_ppm	does not meet statistical criteria
Y_ppm	slight negative skew, near normal single population
Zn_ppm	does not meet statistical criteria
note*	*outliers of elements of interest are values >99th percentile* *skewness and distribution determined from non-normalized data* *population determinations from log-normalized data* *outliers determined from non-normalized data*

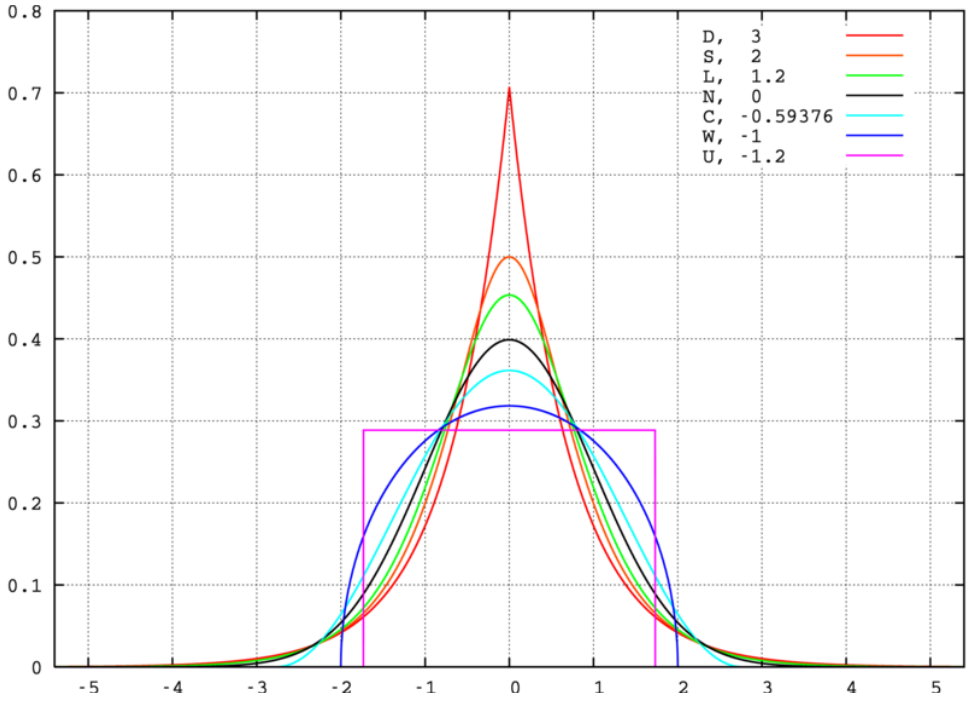


Figure 9. Kurtosis defined by the modified formula

The box plots are most useful in analyzing single populations where the mean (red cross) and median (line) can be compared together with the ends of the whiskers. The whiskers would be the limits of normal distributions beyond which samples are highly anomalous (ie. outliers). The whisker limits are defined by the width of the quartiles above and below the mean so that a right skewed distribution will show a longer upper whisker than the lower whisker. Samples considered highly anomalous are plotted as individual symbols in the box plot.

The Q-Q plots show the distribution of the data (x-axis) against a theoretical normal distribution with a mean and standard deviation equal to that of the data set (y-axis). If the data were a single normally distributed data set, the plot would be a straight line, coincident with the dashed line at 450. If a data set contains left censored values (ie. values below the detection limit), the Q-Q plot will be curved downwards towards the detection limit on the left and will rise steeply at first. Thereafter, the right hand portion of the plot will be a straight line, not coincident with the dashed line (because of an incorrect estimate of the standard deviation). A data set with three separate populations will show three separate line segments in a Q-Q plot.

The univariate statistical analyses suggest that the elements can be grouped into the following general categories:

1. *Elements with no response above detection limits*. These include Bi, Cd, La, Mo, Na, Sb, Sn, U, W and Zn.

2. *Elements with a few responses above detection limits*. This group includes Au and Ag and is included because of the importance of these elements within the region sampled.
3. *Elements in two clear populations containing near normal distributions and slight negative skews are* Cr, Fe, Ni, Pb and V.
4. *Elements in three populations*. This group includes Cu and P. This representation is likely from a sedimentary source.
5. *Elements in a single weak to near normal population*. Al, As, Ba, Ca, Co, Mg, Mn, Ti and Y. All have slight negative skews except for As which has a slight positive skew. These elements mostly reflect a sedimentary source but Y would suggest a possible later peralkaline intrusive source.

9.2.4 Covariate Analysis

A scatter plot matrix of the geochemical survey results is presented in Appendix IV. Pearson (N) covariance was calculated using XLSTAT and the results are summarized in Table 3.

Table 3. Pearson correlation matrix (soil geochemistry)

Correlation matrix (Pearson (n)):

Variables	Log Au ppb	Log Ag ppm	Log Al pt	Log As ppm	Log Ba ppm	Log Ca pt	Log Co ppm	Log Cr ppm	Log Cu ppm	Log Fe pt	Log Mg pt	Log Mn ppm	Log Ni ppm	Log P ppm	Log Pb ppm	Log Sr ppm	Log Ti pt	Log V ppm	Log Y ppm
Log Au ppb	1	0.058	-0.234	0.166	0.033	0.069	-0.159	-0.068	-0.019	-0.175	-0.185	-0.059	0.066	0.034	0.029	0.001	-0.194	-0.097	0.165
Log Ag ppm	0.058	1	-0.165	0.153	0.076	-0.041	-0.098	-0.035	0.050	-0.062	-0.176	0.103	0.106	0.096	0.128	0.065	-0.121	-0.120	0.075
Log Al pt	-0.234	-0.165	1	-0.362	0.095	0.102	0.693	0.478	0.273	0.641	0.797	0.304	0.113	0.080	0.147	0.063	0.700	0.688	-0.099
Log As ppm	0.166	0.153	-0.362	1	0.092	-0.120	-0.205	0.063	0.031	-0.007	-0.425	-0.016	0.361	-0.093	0.336	-0.154	-0.397	-0.170	0.343
Log Ba ppm	0.033	0.076	0.095	0.092	1	0.315	0.155	0.024	0.172	0.052	0.136	0.246	0.143	0.247	0.044	0.203	-0.036	0.184	0.224
Log Ca pt	0.069	-0.041	0.102	-0.120	0.315	1	0.272	-0.047	0.289	-0.079	0.406	0.231	0.106	0.394	-0.170	0.708	0.067	0.085	0.182
Log Co ppm	-0.159	-0.098	0.693	-0.205	0.155	0.272	1	0.532	0.540	0.709	0.749	0.558	0.435	0.242	0.220	0.126	0.519	0.684	0.073
Log Cr ppm	-0.068	-0.035	0.478	0.063	0.024	-0.047	0.532	1	0.316	0.439	0.463	0.207	0.715	0.065	0.310	-0.091	0.334	0.467	0.125
Log Cu ppm	-0.019	0.050	0.273	0.031	0.172	0.289	0.540	0.316	1	0.387	0.401	0.277	0.483	0.253	0.196	0.267	0.235	0.408	0.255
Log Fe pt	-0.175	-0.062	0.641	-0.007	0.052	-0.079	0.709	0.439	0.387	1	0.486	0.473	0.285	0.083	0.315	-0.196	0.467	0.628	0.241
Log Mg pt	-0.185	-0.176	0.797	-0.425	0.136	0.406	0.749	0.463	0.401	0.486	1	0.357	0.213	0.266	0.033	0.251	0.683	0.556	-0.088
Log Mn ppm	-0.059	0.103	0.304	-0.016	0.246	0.231	0.558	0.207	0.277	0.473	0.357	1	0.240	0.308	0.239	0.096	0.232	0.274	0.246
Log Ni ppm	0.066	0.106	0.113	0.361	0.143	0.106	0.435	0.715	0.483	0.285	0.213	0.240	1	0.156	0.414	0.054	0.035	0.214	0.324
Log P ppm	0.034	0.096	0.080	-0.093	0.247	0.394	0.242	0.065	0.253	0.083	0.266	0.308	0.156	1	0.024	0.258	0.171	0.072	0.169
Log Pb ppm	0.029	0.128	0.147	0.336	0.044	-0.170	0.220	0.310	0.196	0.315	0.033	0.239	0.414	0.024	1	-0.178	0.052	0.125	0.296
Log Sr ppm	0.001	0.065	0.063	-0.154	0.203	0.708	0.126	-0.091	0.267	-0.196	0.251	0.096	0.054	0.258	-0.178	1	0.116	0.068	-0.034
Log Ti pt	-0.194	-0.121	0.700	-0.397	-0.036	0.067	0.519	0.334	0.235	0.467	0.683	0.232	0.035	0.171	0.052	0.116	1	0.427	-0.105
Log V ppm	-0.097	-0.120	0.688	-0.170	0.184	0.085	0.684	0.467	0.408	0.628	0.556	0.274	0.214	0.072	0.125	0.068	0.427	1	-0.028
Log Y ppm	0.165	0.075	-0.099	0.343	0.224	0.182	0.073	0.125	0.255	0.241	-0.088	0.246	0.324	0.169	0.296	-0.034	-0.105	-0.028	1

Values in bold are different from 0 with a significance level alpha=0.05

9.2.5 Principal Component Analysis

Principal component analysis (PCA) is a means of reducing the number of variables in a data set by deriving factors which explain the observed responses. Factors are linear combinations of elemental responses derived from the correlation matrix. The proportion of the element response in each factor is generally expressed in percentages and different combinations of elements in varying proportions define each factor. PCA derives a series of factors which explain the observed responses in the data set up to a specified level of fit, specified in percent. The factors often reflect physical processes operating in the area where the samples were collected. Weathering, bedrock lithological variations, overburden processes, alteration and mineralization often have associated factors with corresponding element combinations reflecting these underlying processes. For example, a factor associated with weathering might be elevated in Al, Ca and low in mobile metallic elements. A factor associated with a given style of bedrock mineralization might have a combination of elevated metal responses reflecting that style of mineralization.

The response at any given sample site is a combination of factor scores for that site which in aggregate define the total geochemical response at that site. The factor scores will vary spatially depending upon the underlying physical processes. An area covered by thick till will have a geochemical response dominated by factor scores associated with till geochemistry. If overburden is thin or absent and the soil locally derived, the geochemical response will be dominated by factor scores associated with varying bedrock type and the response from a till or overburden score will be quite small. Finally, an area underlain by a mineral deposit will have a geochemical response dominated by factor scores associated with that style of mineralization; the factor scores for those factors associated with other processes will be comparatively weak.

PCA is based upon the assumption that the variables are normally distributed. As a result, log transformed data was used in the PCA to mitigate the non-normal nature of most distributions and elements which had no response or were heavily left censored were omitted. The set of elements used in the PCA included Au, Ag, Al, As, Ba, Ca, Co, Cr, Cu, Fe, Mg, Mn, Ni, P, Pb, Sr, Ti, V and Y. Gold and silver were included as primary elements of interest despite the fact that its response is heavily left censored at the detection limit.

The PCA yielded a total of 19 factors explaining 100.000% of the observed variability in the geochemical response. The relative contributions of the factors to the total observed response is depicted in Figure 10. Table 4 summarizes the contribution of each element to the PCA factors. Factors F1 (29.169%), F2 (13.998%), F3 (12.37%),

Principal Component Analysis:

Eigenvalues:

	F1	F2	F3	F4	F5	F6	F7	F8	F9	F10	F11	F12	F13	F14	F15	F16	F17	F18	F19
Eigenvalue	5.542	2.660	2.350	1.142	1.006	0.894	0.839	0.750	0.666	0.626	0.576	0.482	0.413	0.324	0.216	0.181	0.133	0.106	0.095
Variability (%)	29.169	13.998	12.370	6.011	5.293	4.708	4.417	3.945	3.504	3.295	3.031	2.537	2.173	1.705	1.135	0.955	0.698	0.557	0.498
Cumulative %	29.169	43.167	55.537	61.548	66.841	71.549	75.965	79.911	83.415	86.710	89.741	92.278	94.451	96.156	97.292	98.247	98.945	99.502	100.000

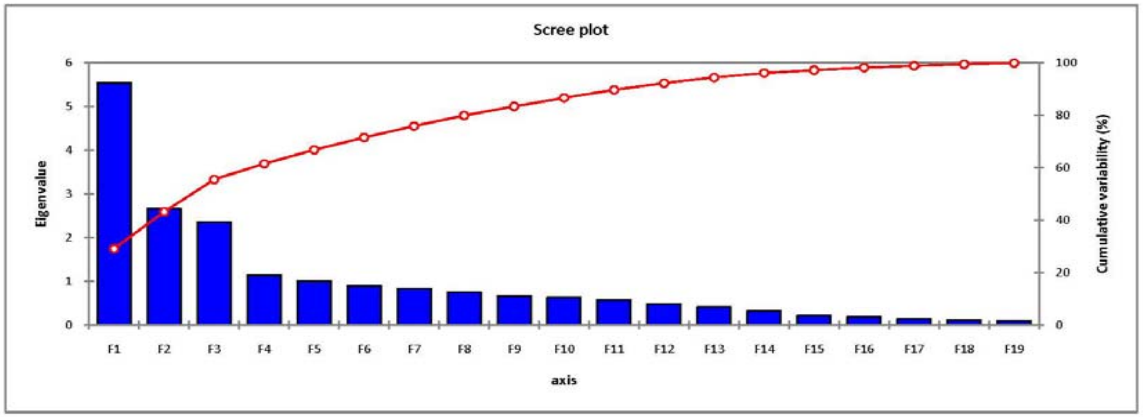


Figure 10. Principal component analysis (PCA) factor summary

Table 4 Contribution of the variables (%) to each factor

	F1	F2	F3	F4	F5	F6	F7	F8	F9	F10	F11	F12	F13	F14	F15	F16	F17	F18	F19
Log_Au_ppb	0.639	3.242	1.438	3.045	12.727	61.497	13.708	0.216	0.400	0.858	0.145	0.053	0.919	0.025	0.363	0.638	0.000	0.078	0.007
Log_Ag_ppm	0.159	3.954	0.799	6.882	54.191	3.280	15.878	2.254	0.344	1.505	6.561	0.354	1.016	2.540	0.029	0.235	0.003	0.016	0.000
Log_Al_pt	12.057	4.184	1.947	0.142	0.137	0.012	1.914	0.057	4.511	1.659	0.394	1.389	0.508	1.781	3.234	26.867	10.111	11.037	18.057
Log_As_ppm	0.868	21.625	0.345	0.531	0.492	4.618	0.128	0.459	1.273	0.360	1.651	45.225	12.091	3.762	3.825	0.001	1.233	1.514	0.001
Log_Ba_ppm	0.930	1.918	8.263	6.545	5.768	13.956	28.312	17.998	0.209	3.563	0.006	5.184	4.771	0.003	1.727	0.020	0.352	0.465	0.009
Log_Ca_pt	1.643	0.131	29.615	1.625	1.045	0.391	1.003	1.052	3.522	1.129	1.841	1.364	4.064	14.772	0.216	6.759	17.678	4.610	7.538
Log_Co_ppm	14.993	0.000	0.024	0.017	0.028	0.001	0.000	0.771	1.000	6.163	0.328	0.346	0.328	3.657	10.600	10.461	19.639	21.306	10.339
Log_Cr_ppm	7.392	2.950	4.104	15.000	1.551	0.025	0.020	13.458	0.135	0.629	8.946	0.003	1.315	3.504	5.076	2.193	14.238	16.460	3.002
Log_Cu_ppm	6.502	2.969	2.200	3.665	0.456	0.281	0.171	17.584	15.994	6.397	10.877	12.039	8.897	0.395	6.647	2.232	1.520	0.071	1.101
Log_Fe_pt	10.166	0.593	5.656	6.588	1.739	0.002	0.030	5.634	1.922	0.039	0.118	5.325	0.123	0.390	31.878	8.189	19.459	0.047	2.102
Log_Mg_pt	12.838	4.262	0.455	0.759	0.008	0.437	0.104	0.952	1.597	0.004	0.848	0.213	0.349	20.546	3.642	0.581	1.266	2.145	48.993
Log_Mn_ppm	5.600	1.829	1.085	22.752	0.010	0.347	1.317	0.246	0.213	42.265	0.624	1.642	4.736	6.427	8.980	0.301	0.208	1.316	0.104
Log_Ni_ppm	3.964	16.139	0.023	16.486	2.580	0.276	0.458	4.215	0.709	1.942	1.059	1.345	0.642	0.187	10.219	0.858	4.342	32.639	1.918
Log_P_ppm	1.808	0.358	11.720	4.954	1.449	7.705	10.120	23.562	9.586	2.865	13.565	8.170	2.677	0.303	0.001	0.828	0.304	0.005	0.021
Log_Pb_ppm	1.345	12.541	3.808	1.050	1.217	0.264	1.080	0.000	41.116	1.694	21.461	6.555	5.883	0.038	0.000	0.559	1.173	0.187	0.028
Log_Sr_ppm	0.639	0.990	25.429	5.859	2.838	1.345	0.081	6.303	9.321	0.066	0.097	2.197	0.046	23.799	4.918	8.456	1.725	3.961	1.930
Log_Ti_pt	7.945	6.063	0.727	0.228	1.019	4.919	1.338	0.175	5.200	12.566	1.442	1.958	31.173	5.602	0.188	16.987	1.117	0.495	0.856
Log_V_ppm	10.148	0.415	1.161	0.163	2.265	0.564	16.219	2.069	2.945	0.076	3.610	6.197	15.975	10.554	7.182	13.693	0.003	3.131	3.630
Log_Y_ppm	0.364	15.837	1.201	3.710	10.481	0.082	8.118	2.995	0.002	16.220	26.426	0.440	4.487	1.715	1.275	0.142	5.629	0.515	0.363

F4 (6.011%), F5 (5.293%) and F6 (4.708%) = 71.5% of the data. Element variables with a significant contribution to factor F1 include Co, Mg, Al, Fe and V as shown in (Table 9a). Elements of interest (Au, Ag, As, Pb) show very low concentrations in these data. These elements are not commonly abundant in any lithology when compared to major elements but they are critical to track, even in minor amounts, to a source which might be considered epithermal in nature. F1 and its 5 highest elemental concentrations of Co, Mg, Al, Fe and V suggest primarily a sedimentary source. F2 is dominated by As, Ni, Y and Pb which appears to infer both a sedimentary and a possible peralkiline intrusive source. Factor F3 has a very strong affinity to Ca, Sr, P and Ba suggesting a sedimentary source. Both Factor 5 and 6 suggest a strong affinity to Au, Ag, Ba and to some extent Y suggesting the potential for later hydrothermal fluids from a potential peralkaline source.

9.2.6 Results and Discussion of Geochemistry

The soil geochemical maps to be used for discussion of results and future work will be the soil geochemical survey Principal Component Analysis, factor = 5 (Figure 11) and Principal Component Analysis, Factor = 6 (Figure 12). These two factors both contain at least 65% Au and Ag and are really the only two factors which significantly explain the Au and Ag concentrations. The bin thresholds in all presentations are based on percentiles and not absolute response thresholds. Where the distributions are not heavily left censored the dot plot bin thresholds are statistically classified against one standard deviation, symbol size increases with deviation rank. The factor responses for each station were contoured and are plotted in linear color schemes from blue (low) to red (high).

The three factors most dominated by gold are F6 (61.497%), F7 (13.708%) and F5 (12.727%). Au and Ag comprise 66.9% of factor F5 and 64.78% of factor F6. Au actually comprises 61.497% of factor F6. This could be strongly indicative of hydrothermal mineralization.

There are a few significant features which stand out on the two compilations which will be used for discussion (Figures 11 and 12). First of all, it appears there is poor medium for sampling on the Au Claim Block from the original ground layout. To formulate any conclusions from soil sampling on the AU Claim block would be unreasonable.

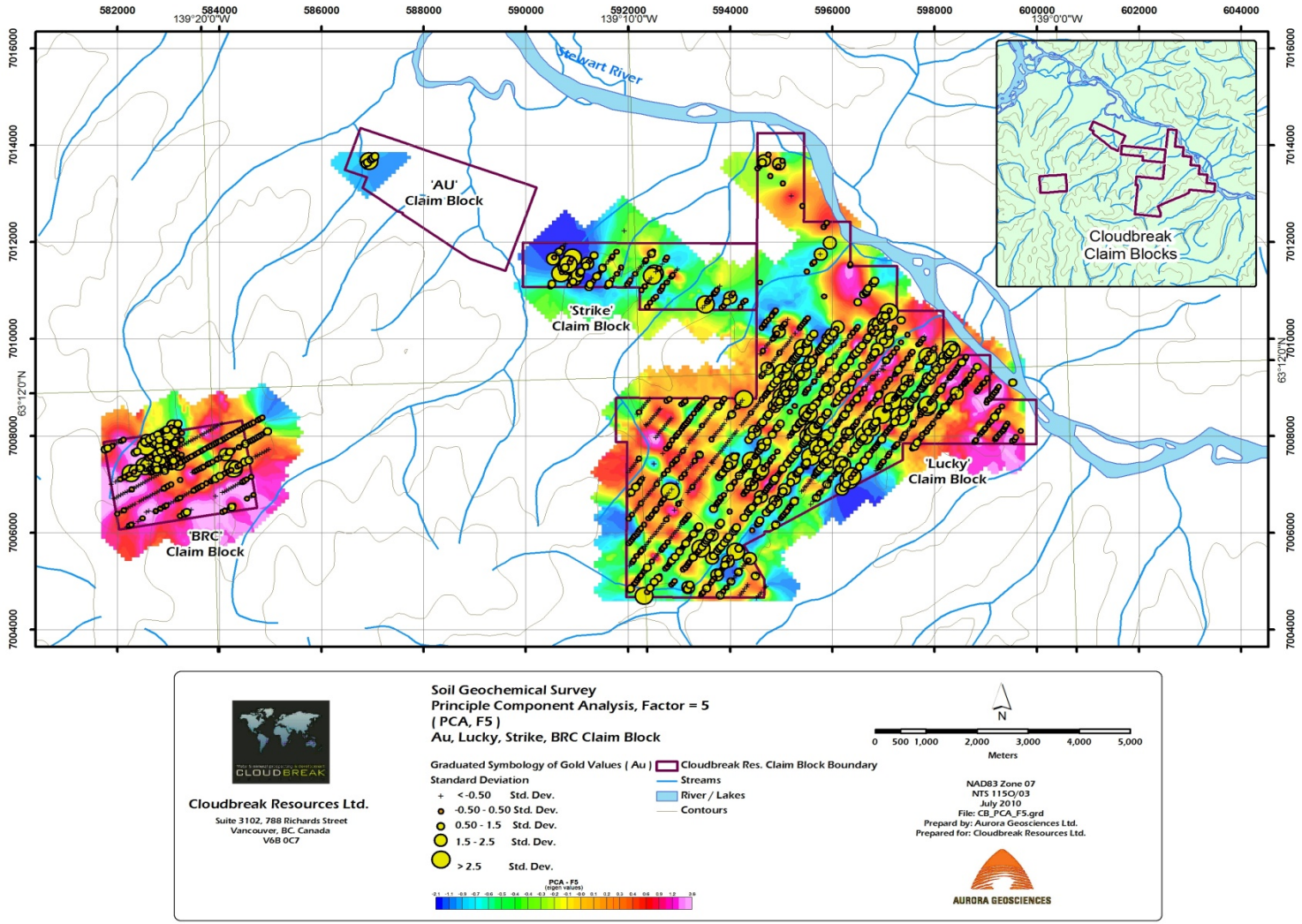


Figure 11. PCA Factor 5 gridded data with Au graduated symbol values

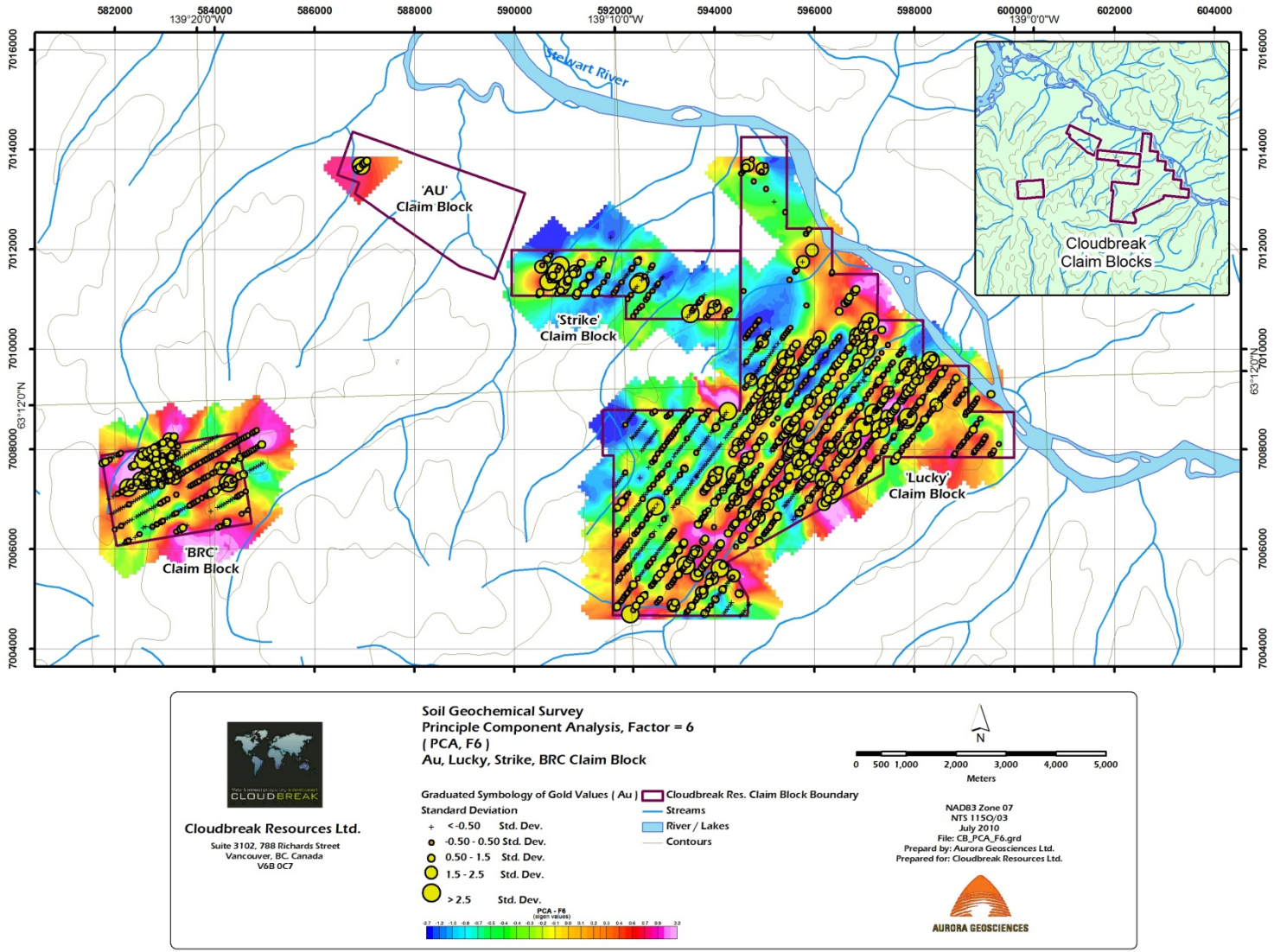


Figure 12. PCA Factor 6 gridded data with Au graduated symbol values

There are at least three areas which warrant further soil sampling follow-up. These areas are best documented on Figures 11 and 12. These two figures both show the contoured factor results and the associated gold assay standard deviations for each sample. The two figures document the discrepancy in the gold values for Factor 5 vs Factor 6. Factor 5 reflects very poor correlation between the site specific factor value and the standard deviation from one value to the next for gold. This figure (9) shows the poor correlation between the factor value and the increased gold values. The increase in standard deviation from one site to the next, and one line to the next reflects a northwesterly trend. Large circles are associated with low factor values and as such reflect poor correlation. Figure 12 shows a strong correlation between contoured factor values and the gold increase in standard deviation. The relationship is a positive one in that the large yellow circles are coincident with the high contoured values. Remember gold represents almost 62% of the composition in factor 6.

The highest priority area lies within the Lucky Claim block in the south-central portion of the block. The axis of this elevated gold horizon trends from 596300E and 7007000N to approximately 591000E and 7011300N. Although somewhat discontinuous because of the shape of the claim block, this slightly elevated gold assay zone trends northwesterly for over 7 km. This is the observed orientation of the structures hosting gold mineralization on the White Gold Property.

A second area located within the Lucky claims is situated between 596300E and 708000N to 598000E and 7080600N. Although this trend is not a dominant one, it begs the question as to whether it is real. Again, Factor 5 shows poor correlation with gold values and Factor 6 shows very good correlation to gold values. Further work should be considered here to see if one can document whether this trend is real or may possibly reflect a small sampling problem because of the elevated standard deviations along the same line.

A third, slightly inconspicuous horizon occurs on the Lucky claim block around 593200E and 7005500N, in the SW corner of the block. There are weak elevated gold values suggesting continuity in a northwesterly trend. There appears to be a slight offset in this trend from a cross-cutting NE-SW striking feature. One must remember the highest gold value here is only as high as 75 ppb but these trend orientations are considered very important on the White Gold Property.

The BRC claim block is quite small but does contain an area of interest in the north-central portion of the block. Slightly elevated gold values trend in a northwesterly direction off the claims. Although a weak anomaly, there appears some continuity to the sample results. There is not likely anymore reconnaissance sampling required over this block but detailed sampling would need to take place to discern any potential targets for geophysics.

The AU block has little sampling and likely was not considered a priority during the original sampling program. The original sampling laid out by Alix Resources included very little of the AU block of claims now owned by Cloudbreak. The one elevated gold value suggests that further sampling needs to take place on this block. It is more than conspicuous that an apparent axis of elevated gold values trends from the south-central portion of the Lucky claim block to the northwest corner of the AU claim block. Claim orientation and ownership plays some role in the discontinuity of this trend but further work is warranted.

9.3 Rock Sampling

A total of 31 rock samples were collected on the BRC claims during phase one soil sampling (Figure 13). Only sample (316964) was collected from outcrop. This sample was quartz vein material hosted in a non-specific schist that showed strong sericite alteration. The remaining samples collected were float collected from surface. All samples were assayed for gold and silver by method described in Section 11.2. All samples returned gold and silver values below level of analytical detection. A summary of sample data is shown in table 5.

10.0 DIAMOND DRILLING

There has been no diamond drilling completed upon the Cloudbreak Property.

11.0 SAMPLING METHOD, APPROACH, PREPARATION, ANALYSES AND SECURITY

11.1 Historic Sampling

There is no evidence any historic sampling has been undertaken on the Cloudbreak ground.

11.2 2009 Soil Sampling Program

All soil samples collected were believed to be representative of the B and or C Horizon depending on ground conditions. A total of 2,713 samples were obtained for geochemical analysis. A hole or small pit was excavated at each sample site with a mattock. Samples were collected from a depth of 10 cm to 2 m cm below the vegetated horizon. Sample locations were marked in the field with flagging tape secured to a Tyvek tag that documented the sample identifier. The same sample identifier was written on a Kraft sample bag used to collect the

material. Attributes of the collected sample, including grain size, texture, colour, depth, moisture, aspect and vegetative cover were recorded for each

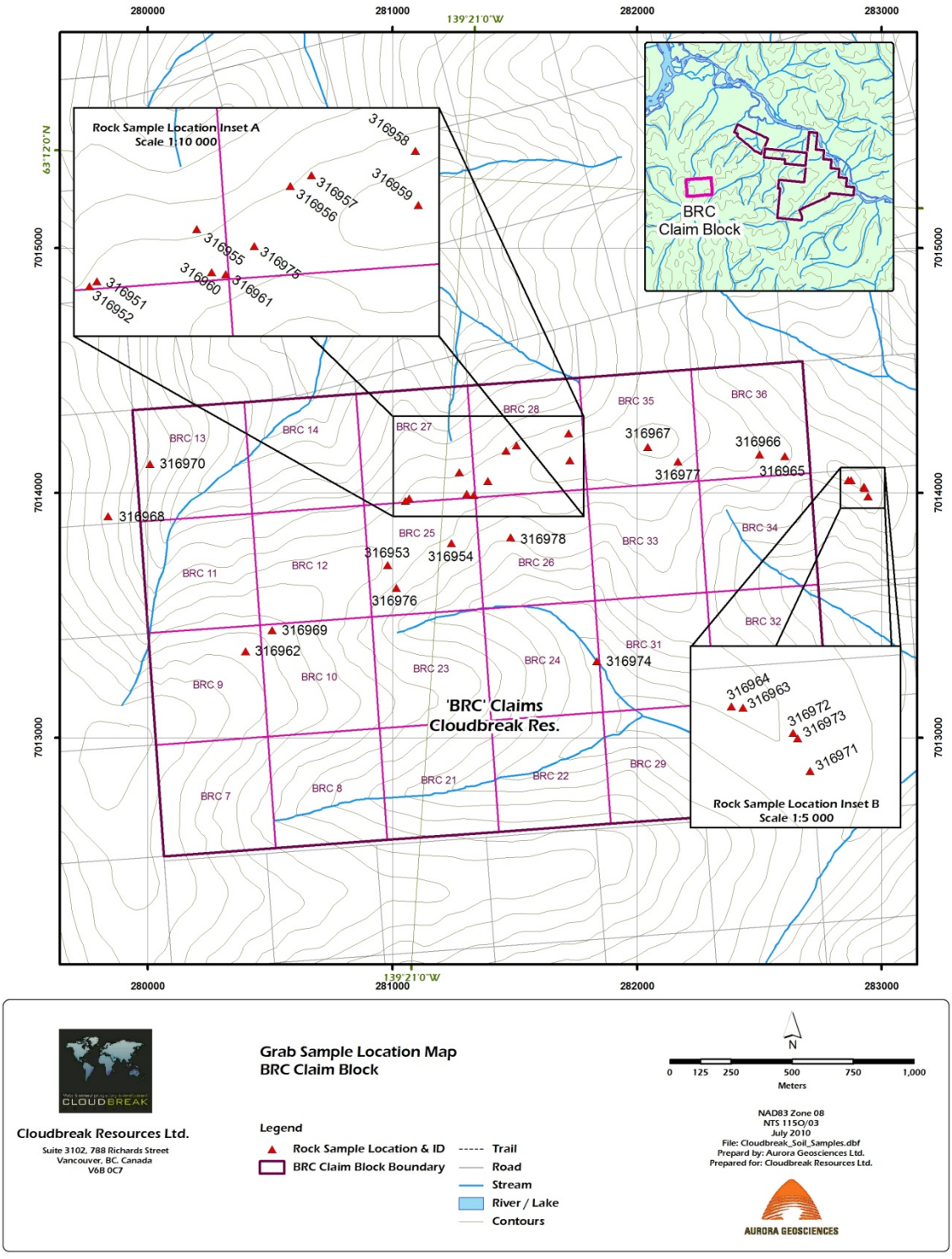


Figure 13. Grab sample location map - BRC claims

Table 5. Rock sample summary (5 parts)

SAMPLENUM	EastingNAD83z07	NorthingNAD83z07	Tag_no	Au_gt	Ag_ozt	SAMPLETYPE	SAMPLER	PROJECT	SAMSUBTYPE
316951	582896.21	7007614.79	316951	<0.03	<0.001	R	DHS	And	FLT
316952	582882.15	7007603.47	316952	<0.03	<0.001	R	DHS	And	FLT
316953	582833.05	7007335.81	316953	<0.03	<0.001	R	DHS	And	FLT
316954	583085.52	7007448.18	316954	<0.03	<0.001	R	DHS	And	FLT
316955	583089.27	7007739.76	316955	<0.03	<0.001	R	DHS	And	FLT
316956	583271.82	7007845.34	316956	<0.03	<0.001	R	DHS	And	FLT
316957	583312.85	7007871.11	316957	<0.03	<0.001	R	DHS	And	FLT
316958	583519.90	7007940.55	316958	<0.03	<0.001	R	DHS	And	FLT
316959	583535.65	7007831.16	316959	<0.03	<0.001	R	DHS	And	FLT
316960	583157.02	7007653.63	316960	<0.03	<0.001	R	DHS	And	FLT
316961	583128.28	7007655.12	316961	<0.03	<0.001	R	DHS	And	FLT
316962	582288.33	7006930.82	316962	<0.03	<0.001	R	DHS	And	FLT
316963	584687.46	7007856.70	316963	<0.03	<0.001	R	DHS	And	SBCP
316964	584675.70	7007856.95	316964	<0.03	<0.001	R	DHS	And	OUT
316965	584408.14	7007930.02	316965	<0.03	<0.001	R	DHS	And	FLT
316966	584304.67	7007927.50	316966	<0.03	<0.001	R	DHS	And	FLT
316967	583847.46	7007914.86	316967	<0.03	<0.001	R	DHS	And	FLT
316968	581678.00	7007428.00	316968	<0.03	<0.001				
316969	582389.00	7007026.00	316969	<0.03	<0.001				
316970	581828.00	7007656.00	316970	<0.03	<0.001				
316971	584762.00	7007799.00	316971	<0.03	<0.001				
316972	584741.00	7007836.00	316972	<0.03	<0.001				
316973	584746.00	7007831.00	316973	<0.03	<0.001				
316974	583721.00	7007024.00	316974	<0.03	<0.001				
316975	583210.00	7007716.00	316975	<0.03	<0.001				
316976	582878.00	7007246.00	316976	<0.03	<0.001				
316977	583975.00	7007867.00	316977	<0.03	<0.001				
316978	583324.00	7007495.00	316978	<0.03	<0.001				

SAMPLENUM	DATE_	LITHFLOAT	LITHOUTCRP	COLOR	OXIDATION	ALTTYPE	ALTSTYLE	ALTINT	ALTMIN1
316951	7/21/2009	sch							qt
316952	7/21/2009	sch		WH		SIL	PER	str	qt
316953	7/21/2009	grnt		TN		SIL		str	
316954	7/21/2009	gns		WH		SIL	PER	str	qt
316955	7/22/2009	gns		WH		SIL	PER	str	qt
316956	7/22/2009	gns		WH		SIL	PER	mod	qt
316957	7/22/2009	vqtz		PK		SIL	VNLT	str	qt
316958	7/22/2009	vqtz		PK			PER	str	ks
316959	7/22/2009	sch				POT	PER	str	ks
316960	7/22/2009	volc		WH		SIL	PER	str	qt
316961	7/22/2009	vqtz		WH			PER	str	qt
316962	7/23/2009	vqtz		WH			PER	mod	qt
316963	7/24/2009	vqtz		WH			MSV	str	qt
316964	7/24/2009	sch	vqtz	WH	hw		PER	str	se
316965	7/24/2009	qm		TN	mw		PER	wk	qt
316966	7/24/2009	vqtz		PK			PER	wk	
316967	7/24/2009	vqtz		WH			PER	str	
316968									
316969									
316970									
316971									
316972									
316973									
316974									
316975									
316976									
316977									
316978									

SAMPLENUM	ALTMIN2	ALTMIN3	STRUCTURE	SAMWIDTH	STRIKE	DIPDIR	DIP	VEG	SLOPE
316951	ks	py	0	0.00	0	0	0	BR	Mod
316952			0	0.00	0	0	0	BR	Stp
316953			0	0.00	0	0	0	BR	Mod
316954	ch		0	0.00	0	0	0	SP	Mod
316955			0	0.00	0	0	0	SP	Stp
316956	ch		0	0.00	0	0	0	SP	Mod
316957	ks	ch	0	0.00	0	0	0	SP	Mod
316958	qt	ch	0	0.00	0	0	0	BR	Mod
316959	qt		0	0.00	0	0	0		
316960			0	0.00	0	0	0	SP	Flt
316961			0	0.00	0	0	0	SP	Flt
316962	ks		0	0.00	0	0	0	BR	Mod
316963	ch		0	0.00	0	0	0	BR	Flt
316964			0	0.00	0	0	0	BR	Flt
316965			0	0.00	0	0	0	BR	Mod
316966			0	0.00	0	0	0	BR	Mod
316967			0	0.00	0	0	0	BR	Flt
316968									
316969									
316970									
316971									
316972									
316973									
316974									
316975									
316976									
316977									
316978									

SAMPLENUM	COMMENTS
316951	qtz-kspar(?) vein material (40% of sample) from qtz-feld-mica schist. veins to 2 cm are translucent qtz w/ minor pink kspar(?) & bxwrks (after py?); local str mn stn in veins. maybe tr rem py. vns cross schistosity.
316952	from slope w/ sil. schist & big qtz vn material (see misc. note). this schist is >99% SiO2 w/ <1% bio, tr py maybe tr vvfg Au. would likely be considered part of massive vein in core. check siol line.
316953	rare float around here is aplite/granite, granite, schist/gneiss, and qtz (bull?). sample is from two 10-15 cm float pieces of granite (I think) w/ qtz vnlts/stckwrk w/ metallic grey min. (& leached py?). not magnetic. maybe Mo. maybe Bi. maybe As.
316954	several large (to 1 m) pieces of qtz-feld chl gneiss float here (this immed. area) are 75% qtz, 24% feld (incl mostly pink kspar) & 1-3% chl w/ tr eu py. not vein but might be called such in core log.
316955	highly silicified qtz-feld-mica schist; now qtz-chl gneiss; maybe a bit of kspar & plag; float grab. first float I've come across in a while - likely a silicified zone. see geo point notes for country rock.
316956	see geo point note here. sample is qtz vein/bx material that is 1-2% of float (mostly schist/gneiss). sample from 3-4 10 cm chunks. could be meta qtz.
316957	high-grade sample of qtz-kspar-chl-py veins/veinlets in silicified qtz-feld-mica schist/gneiss focusing on kspar content to check for Au-kspar association. see geo point notes. kspar-bearing veins to about 2 cm. I think kspar may have preceeded qtz.
316958	kspar-quartz vein material grab sample from float-colluvium - almost talus. big vein +/- 1 m wide or bigger. see sprcial note in daily & several photos. pretty stuff!
316959	sample from frostboil full of bx'd schist/gneiss(?) w/ heavy kspsr & qtz alt & a fair bit of the grry meyallic mineral. hig -graded to identify that min. good sample site too!!!!
316960	I now (07/22/09) am pretty sure this is a vein. qtz-kspar(?)-chl vein float to 40 cm across. sugary qtz (90%) and translucent vein material. kspar (if present) is white). no other float, although schist/gneiss found locally (& likely country rock).
316961	ditto last sample. same stuff.
316962	this is a composite of several (up to 15 cm or so) pieces of qtz-kspar(?) vein float here (among q-f-b gneiss country rock). may have some of the grey metallic min vvfg. certainly the most interesting thing so far today.
316963	this qtz-kspar(?) vein is almost like a silicified dike; very little qtz veining - aplite-like in appearance. and indeed it might be an aplite dike with a bit of qtz veining. see next sample, 8 m to the nor h
316964	This is likely bull or metamorphic qtz. it is a band 30 cm thick that is ll to foliation. str ~340/dip~45E. see previous samplt 8 m to S. I don't expect much from either.

SAMPLENUM	COMMENTS
316965	weakly silicified qtz monzonite float. really! has apparreny py bxwrks; maybe remnant aspy. no mafics left, but they may be wx'd out. or what I think may be wx'd aspy could be mafic remnants. if I'm guessing right, this rock had 1-2% py & 1-2% aspy.
316966	I think it an odd granite dike, but it could be a qtz-kspar veint. coarse kspar (mostly 3mm nut to 1 cm) with someqtz phenos in siliceous, sericitic(?) matrix. composite sample from several pieces from very small (<1 m) area.
316967	qtz (& qtz-kspar? - all feld is now white [from wxing?]) vein float/rubble. from distribution of material, I think the vein is about 1 m thick. strike unknown. country rock probably schist.
316968	qtz vein or bull qtz; has apparent py bxwrks; also minor chlorite.
316969	qtz-feldspar (kspar?, albite?) vein(?) with <1% rem py & 1% diss chlorite blebs.
316970	very hard piece of translucent quartz; some pieces have chl schist/gneiss attached.
316971	appears to be on contact; sample is about 50% each, but might ber identified as 100% vein in a core log. Looks like minor K alt in qtz-chl schist/gneiss too. Sample about 50% each.
316972	sample also contains ablout 40% bleached qtz-bio-chl gneiss (w/ K-alt); it could all be altered meta rock.
316973	this is an odd rock - I think a mafic intrusive that has been altered with chancedony.
316974	this on almost looks like a quartz-kspar alt'd gneiss; rock definitely has meta fabric; it contains a fair bit of muscovite to 1-cm plates and clear/brown/red "porphroblasts" that could be garnet. (Boiulder)
316975	contains a fair bit of mica - now muscovite. No petro; 5-cm sample went entirely to lab.
316976	banded quartz vein
316977	quartz kspar vein in schist with pyrite bleb. 1 to 20 cm veins
316978	quartz-kspar vein with minorpy bxwrks. All went to lab, no petro.

station. This information was recorded by each sampler in a field notebook. Digital copies of the field notes are included as back-up on Cd's to the client. The samples collected each day were taken back to camp and suspended to air dry slightly prior to packing and shipping to the laboratory.

The information for each sample location was recorded in an Excel database file. Sample sites where no sample was obtained were also noted. This file was also used to document the sample series packed and sealed in each individual "rice bag" prior to shipment to the lab. This procedure was followed to monitor chain of custody for the samples.

Samples collected during the 2009 soil sampling program were described and tagged in the field and air-dried in camp at the end of every day. The field data was incorporated into an excel spreadsheet to document sample number, gps location, description and type of sample. These samples were then flown by helicopter to a transit point where they were picked up by an Aurora expediter to drive back to the warehouse in Whitehorse where the samples were sent to an EcoTech prep lab in Whitehorse. The prepped samples were then shipped to Eco tech labs in Kamloops, BC. All soils were analyzed by ICP – 28 element aqua regia digestion with ICP-AES finish. Elevated sliver values were to have an AA finish and elevated gold values were to have a 30g fire assay with AA finish. No samples reached the anomalous values required to further resolve the Ag and Au values.

This program was supervised by Phil Jackson, P. Geoph.

12.0 DATA VERIFICATION

The authors were not involved in any of the design, management or implementation of any programs previous to this. The authors have not been required to undertake any independent verification of the quantitative data as there has been none provided for the Cloudbreak property.

13.0 ADJACENT PROPERTIES

The reader is referred to the recent NI 43-101 report which has been written on Underworld's White Gold Property by SRK Consultants of Vancouver, BC. The report is titled White Gold Property, Dawson Range, Yukon, Canada. This report contains all historical and current work and provides a resource compliant update of 1,582,450 ounces of contained gold. This resource has been public since March of 2010 and is valid for both the Golden Saddle and Arc Zones.

14.0 MINERAL PROCESSING AND METALLUGICAL TESTING

There has been no mineral processing or metallurgical testing completed upon the Cloudbreak Resources ground. This is an early stage exploration project.

15.0 MINERAL RESOURCE AND MINERAL RESERVE ESTIMATES

There is no mineral resource nor mineral reserve estimates on the Cloudbreak Property.

16.0 OTHER RELEVANT DATA AND INFORMATION

There is no other relevant data or information for this report.

17.0 INTERPRETATIONS AND CONCLUSIONS

The Cloudbreak Property was acquired from Alix Resources Ltd in 2010. The property is owned 100% by Cloudbreak Resources Inc and has no outstanding residual ownership issues (including NSR's and GOR's). The property comprises 237 claims which lie 95 km south of Dawson City, Yukon in the White Gold District.

Cloudbreak's property is situated within the Yukon-Tanana Terrane (YTT), which spans part of the Yukon Territory and east-central Alaska. This terrane is bounded to the northeast and southwest by the right-lateral Tintina-Kaltag and Denali-Farewell fault systems. The YTT is the largest terrane in the Canadian Cordillera that was accreted to the western margin of the North American craton between the late Paleozoic and early Cenozoic.

The basement rocks were metamorphosed during the Permian. Compressional tectonics during the Jurassic resulted in kilometre-scale stacked thrust sheets marked along strike with thin metre-scale lenses commonly containing magnetic ultramafic rocks. This thrusting event was overprinted by Permian and Cretaceous fabric. Jurassic and Cretaceous plutonic rocks intrude these metamorphosed units.

Although no geological mapping has been completed upon the Cloudbreak property, the regional geology map from Ryan and Gordey (2001) suggests the property is underlain predominantly by orthogneisses of granitic to tonalitic composition banded with horizons of amphibolitic schist and gneiss. Quartz-mica schists of sedimentary origin occur along the eastern margin of the Lucky claim block and

there are at least two occurrences of intrusive granite to granodiorite compositions. The orthogneisses and metasedimentary rocks have been metamorphosed to amphibolite grade from the intruding early-Jurassic to mid-Cretaceous granitoid rocks.

Of specific interest is the suggestion from SRK Consultants that northeast trending faults may be the source of the hydrothermal fluids for the Golden Saddle and Arc Zones. These northeast trending structures would cut the Cloudbreak property. The Golden Saddle and Arc Zones are both trending in a northwesterly fashion.

The soil sampling program completed during 2009 has provided some encouragement for further work. A total of 2,713 soil samples were retrieved across portions of the Cloudbreak property as a first pass analysis for Au in soils. This program was completed in two stages from July to September of 2009. Although no highly anomalous soil samples were returned, there were a significant number of samples with elevated Au values that were statistically analyzed.

The statistical analyses revealed 4 zones of interesting Au values which require follow-up. It is important to remember that one of the first samples retrieved by Shawn Ryan on the White Gold Property had an elevated value of 150 ppb Au. Considering the history of this area, any elevated gold value warrants follow-up work. Trends of elevated values in a northwesterly fashion are also extremely important in this area. Three of the areas documented in the 2009 sampling are coincident with NW trends. The fourth area is discrete and shows no relative trend.

The highest priority target is situated in the south-central portion of the Lucky claim block at 596300E and 7007000N and trends slightly contiguous to 591300E and 7011300N. This strike length is some 7km with elevated gold values along its axis. Higher resolution sampling is required along this trend to document potential areas for further work. Two other elevated gold zones occur within the Lucky claim block. The second highest priority target lies east of the priority one trend and represents a finite zone. A specific concern here is that some elevated values occur along the same line which may suggest some sampling inconsistencies. Certainly, follow-up sampling is warranted. A third area on the Lucky claim block lies in the SW and although slightly inconspicuous, the 4 line trend appears to show a slight offset in an E-W direction that may represent one of the northeasterly trending fault structures.

The BRC claim block shows an area of elevated gold values in the north-central portion of the block. These values appear to be trending off the BRC block but they are in a northwesterly trend. There has been some follow-up on these samples, with 100m spaced lines and there are numerous weakly elevated gold values. This area likely requires some evaluation with additional soil sampling and possibly some minor stripping to see if bedrock can be encountered.

All potential target areas will require priority follow-up of soil sampling. Some thought should be given to assessing the targets by stripping overburden and evaluating the bedrock with either trench and/or channel sampling to properly evaluate the gold potential.

18.0 RECOMMENDATIONS

The following program and budget is recommended:

I. Closely-spaced 50m lines and 20m sample spacing to provide higher resolution sample verification than currently exists over priority area outlined.
II. A geological mapping program to document the lithologies underlying the property.
III. Removal of overburden and a small channel sampling and/or trenching program to obtain bedrock samples.
IV. Exploration packsack drilling follow-up on potential targets, assuming there is not significant overburden.
V. Final report compilation.

18.1 Proposed Budget

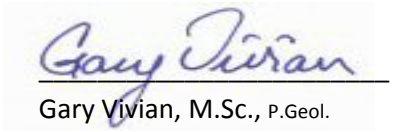
Table 6. Proposed budget

i)	Geochemical soil sampling - 3 men for 15 days @ $1,350 per day	$20,250.00
ii)	Channel sampling/Trenching – 2 men and gear for 10 days @ $1,600/day	$16,000.00
iii)	Exploration drilling on surface targets 250 meters X $225/meter	$56,250.00
iv)	Rental Gear - pump, plugger,etcfor 10 days @ $200/day	$ 2,000.00
vi)	Camp and equipment -23days @ $275 per day	$6,325.00
vii)	Mapping @ 8 days for $550 per day	$4,400.00
vii)	Assaying - 2000 soil samples @ $30 per sample	$6,000.00
vii)	Assaying rock samples – 150 @ $30 per sample	$4,500.00
viii)	Camp for drilling- $575/day X 15 days-incl food	$6,750.00
ix)	Final report and compilation	$9,500.00
x)	Miscellaneous (~10%)	$12,300.00
	TOTAL PROPOSED BUDGET	**$144,275.00**

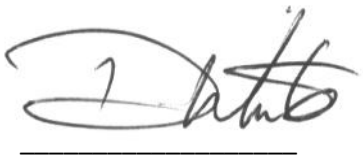
Respectfully submitted,

August 11, 2010

AURORA GEOSCIENCES LTD.



Gary Vivian, M.Sc., P.Geol.



David White, P.Geol

R.J. (James) Robinson, P.Geol.

19.0 REFERENCES

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20.0 TITLE AND SIGNATURE PAGE

This report titled "Technical Report, AU, BRC, Lucky and Strike Claims – Yukon Territory" dated August 12, 2010, was prepared by and signed by the following authors :

Gary Vivian, M.Sc., P.Geol.

President, Aurora Geosciences Ltd

David White, P.Geol.

Aurora Geosciences Ltd

R.J. (James) Robinson, P.Geol.

Aurora Geosciences Ltd.

Dated at Yellowknife, Northwest Territories on August 11, 2010.

21.0 STATEMENT OF QUALIFICATIONS

I, Gary Vivian, of the City of Yellowknife, in the Northwest Territories, Canada,

HEREBY CERTIFY:

1. That my address is 3506 McDonald Drive, Yellowknife, NT, X1A 2H1
2. That I am a graduate of Sir Sandford Fleming College as a Geophysical Technologist, 1976.
3. That I am a graduate of the University of Alberta in Geology:
   a. B.Sc. – Specialization Geology, 1983.
   b. M.Sc. – Geology, 1987, U of A – The Geology of Blackdome Ag-Au Deposit, BC
4. That I have been practicing Geology since 1983:

a)	May 1983 – November 1986	Noranda Expl Co Ltd, Bathurst, NB
b)	December 19886 – May 1988	Noranda Expl Co Ltd, Timmins, ON
c)	May 1988 – Present	Covello, Bryan and Associates Ltd and currently Aurora Geosciences, Yellowknife, NT

5. That I am a registered Professional Geologist in the Northwest Territories. I have over 25 years experience in gold exploration (geophysics, geology, mapping, core logging and program management). As such I am a qualified person for the purposes of National Instrument 43-101.
6. As a principle of Aurora, I have written this report with input from Dave White and Jim Robinson. I have never visited the property. I have written and am responsible for all sections of this report.
7. That I am not aware of any material fact or material change with respect to technical aspects of the report which is not reflected in the report.
9. That I am independent of the issuer as defined by the tests set out in Section 1.5, “Standards of Disclosure for Mineral Projects”, National Instrument 43-101.
10. That I have read “Standards of Disclosure for Mineral Projects”, National Instrument 43-101 and read Form 43-101F1. This report has been prepared in compliance with this Instrument and Form 43-101F1.
11. That, as of the 12th day of August, 2010, to the best of my knowledge, information and belief, the Technical Report contains all scientific and technical information that is required to be disclosed to make the technical report not misleading.

Dated August 11, 2010 at Yellowknife, NT.

Gary Vivian, M.Sc., P.Geol.

I, David White, of the City of Yellowknife, in the Northwest Territories, Canada,

HEREBY CERTIFY:

1. That my address is 3506 McDonald Drive, Yellowknife, N.W.T. X1A 2H1.

2. That I am a graduate of the University of Manitoba
   a) B.Arts – Physical Geology and Geology, 1999

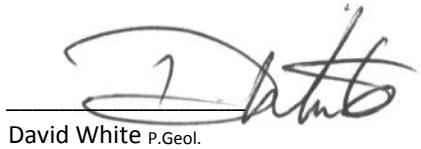
3. That I am a graduate of the University of Alberta:
   a) B.Sc. – Specialization Geology, 2003, U of A

4. That I have been practicing Geology since 2003

May, 2003 - September 2003	RWED
Yellowknife, NWT, Geologist	
September 2003 - October 2004	DIAND
Yellowknife, NWT, Geologist	
October 2004 – November 2004	Northern Dynasty Minerals Ltd.
	Vancouver, British Columbia, Geologist
November 2004 to present	Aurora Geosciences Ltd.
	Yellowknife, NWT Geologist

5. That I have not been present on the property or directly over seen any of the soil sampling program At the time of writing this report I have 7 years of gold, diamond, uranium-REE, and base metal exploration experience (geological mapping, geochemical sampling and interpretation, core logging and report writing), two years as a professional, which qualifies me to conduct geostatistics on the geochemical analysis as included in this report.
6. That I am a registered Professional Geologist in the Northwest Territories. As such I am a qualified person for the purposes of National Instrument 43-101.
7. That I am not aware of any material fact or material change with respect to technical aspects of the report which is not reflected in the report, and that all required scientific and technical information has been disclosed in order to make the technical report not misleading.
8. That I am independent of the issuer as defined by the tests set out in Section 1.4, “Standards of Disclosure for Mineral Projects”, National Instrument 43-101.
9. That I have read “Standards of Disclosure for Mineral Projects”, National Instrument 43-101 and read Form 43-101F1. This report has been prepared in compliance with this Instrument and Form 43-101F1
10. That this certificate applies to the NI 43-101 compliant report titled: TECHNICAL REPORT
Au, BRC, Lucky, and Strike Claims, YUKON, as dated this August 11, 2010.

Dated August 11, 2010 at Yellowknife, N.W.T.



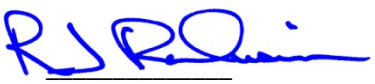
David White P.Geol.

Jim Robinson P. Geol., is a principal of Aurora Geosciences Ltd. of Yellowknife, Northwest Territories. He is a qualified person as defined by the Canadian Securities Administrator's National Instrument 43-101. He has over 25 years experience conducting and supervising base and precious metal mineral exploration and mining projects and over twenty years experience in producing and supervising the production of mineral resource estimates and mineral reserve documents on numerous deposits and deposit types in western Canada. He is a member in good standing with the NWT / Nunavut Association of Professional Engineers, Geologists and Geophysicists (Member #1662). He is also a Fellow of the Geological Association of Canada. The author visited the Cloudbreak property on June 29, 2010.

I, Ronald James Robinson of 3506 McDonald Drive, Yellowknife, Northwest Territories, hereby certify that:

1. I am presently employed by Aurora Geosciences Ltd. of Yellowknife, Northwest Territories, Canada as a consulting geologist.
2. I am a graduate of the University of British Columbia (1985) and hold a B.Sc. degree in geology. I have been employed in my profession by various mining and consulting companies since my graduation. I have produced and supervised the production of technical reports, mineral resource estimates and mineral reserve documents on numerous deposits and deposit types for the past twenty years.
3. I am a "qualified person" for the purposes of National Instrument 43-101.
4. I am a member of the Northwest Territories Association of Professional Engineers, Geologists, and Geophysicists.
5. I visited the Cloudbreak Property on June 29, 2010, for the purposes of examining the physical access to the property, any workings, showings and significant outcrops, and to verify the location of the claims and physical work.
6. I have had no involvement with Cloudbreak Resources Ltd. nor in the Cloudbreak Property prior to the preparation of this report.
7. I am independent of the issuer applying all of the tests in section 1.4 of National Instrument 43-101.
8. I have read "Standards of Disclosure for Mineral Projects", National Instrument 43-101 and Form 43-101F1, and the Report has been prepared in compliance with this Instrument and that Form.
9. I am responsible for the contents and conclusions of this Report.
10. As of the date of this certificate, to the best of my knowledge, information and belief, I am not aware of any material fact or material change with respect to the subject matter of the Report that is not reflected in the Report, the omission or addition of which would make the Report misleading.
11. This certificate applies to the NI 43-101 compliant technical report titled "TECHNICAL REPORT Au, BRC, Lucky, and Strike Claims, YUKON, as dated this August 11, 2010

Dated at Yellowknife, Northwest Territories, this August 11, 2010.



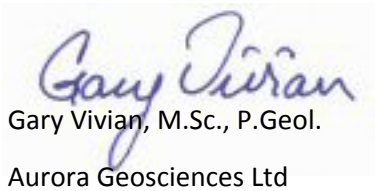
R. J. Robinson, P. Geol.

22.0 CONSENT

To : The Toronto Stock Exchnage
P.O. Box 450
3rd Floor, 130 King Street West
Toronto, ON M5X 1J2

Each of the authors consent to the public filing of the Technical Report and to extracts from, or a summary of, the Technical Report in the written disclosure being filed. Each of the authors confirm they have read the written disclosure being filed and that it fairly and accurately represents the information in the Technical Report that supports the disclosure.

This consent is dated at Yellowknife, Northwest Territories on August 11, 2010.



Gary Vivian, M.Sc., P.Geol.

Aurora Geosciences Ltd

David White, P.Geol.

Aurora Geosciences Ltd

R.J. (James) Robinson, P.Geol.

Aurora Geosciences Ltd.

APPENDIX I

Personnel on Property
Statement of Expenditures 2009 Program

PERSONNEL ON PROPERTY

Genevieve Hetu (Technician)	July 19- August 2, August 13-29, 2009	32 days
Andrew Strain	July 19 – August 2, 2009	15 days
David Hedderly-Smith	July 19 – July 27, 2009	8 days
Matthew Higgs	August 13 -29, September 24,24, 2009	19 days
Shawn Scott (Technician)	August 13 –September 25, 2009	46 days
Martin Provencher	August 13 – September 4, 2009	23 days
Louis Bissonette (Technician)	September 4 – 25, 2009	22 days
Bruce Germain	September 4 – 25, 2009	22 days
Steve Francis	September 11 – 25, 2009	15 days
Cindy Perry	August 13, 14, 2009	2 days
Anthony Margarit	July 19, 2009	1 day
Total man days		**205**

STATEMENT OF EXPENDITURES FOR 2009 PROGRAM

LABOUR	$	88,531.05
ASSAYING	$	59,400.00
CAMP	$	9,150.00
FOOD	$	7,393.71
FIELD SUPPLIES	$	3,066.39
HELICOPTER	$	10,706.39
FIXED WING	$	9,690.67
EXPEDITING	$	3,500.00
ACCOMMODATIONS	$	1,837.70
TELECOMMUNICATIONS	$	2,506.81
GOVERNMENT FEES	$	64.97
TOTAL EXPENDITURES	**$**	**195,847.69**

APPENDIX II

Soil Sample Summary Table

APPENDIX III

Assay Certificates

APPENDIX IV

Univariate Descriptive Statistics (tabled)
Univariate Box plot, P-P plot, and Histogram
Scatter Diagram