

**2011 Assessment Report
Geological and Geochemical Surveying on the B Blocks Claims**

Claim Names: B53, 55, 57, 59, 61, 63, 65-74, 79-100, 105-194
Grant Numbers: YC67832, YC67834, YC67836, YC67838, YC67840,
YC67842, YC67844-YC67875, YC678801-YC67901, YE70767-YE70834
NAD 83 UTM coordinates: 629600E, 6991100N
NTS sheet 105N01/105K16
Mayo Mining District
East-Central Yukon

Held by Overland Resources Yukon Ltd. and 18526 Yukon Inc.

Work performed from June 5 – September 23, 2011

Sheena Ewanchuk
Project Geologist
Overland Resources Yukon Ltd.
#1158-409 Granville St
Vancouver, B.C. V6C1T2
Tel: 604-632-9915

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1. Introduction

In 2011, Overland Resources Yukon Limited conducted an exploration program involving geological mapping at 1:10,000 scale, systematic geochemical soil sampling over a targeted area within the claim boundaries and sporadic geochemical rock chip sampling. The aim of this program was to identify and delineate zones with the potential to host economic mineralization. A total of 34 man days were spent conducting the work program on the claims.

2. Location and Claims

The B Blocks claims consist of 128 claims, totalling approximately 2675 hectares (Table 1 and Fig 1). These claims are 90% owned by Overland Resources Yukon Ltd and 10% by 18526 Yukon Inc. The claims are located within the bounds of NTS map sheets 105N01 and 105K16, centered at approximately, 629500E, 6991200N in UTM NAD 83 Zone 8.

Table 1: B Blocks Claim Name and Grant Number table

GRANT NUMBER	CLAIM NAME	MAP SHEET	CLAIM HOLDER	OPERATOR
YC67832	B 53	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67834	B 55	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67836	B 57	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67838	B 59	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67840	B 61	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67842	B 63	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67844	B 65	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67845	B 66	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67846	B 67	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67847	B 68	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67848	B 69	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67849	B 70	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67850	B 71	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67851	B 72	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67852	B 73	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67853	B 74	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67854	B 79	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67855	B 80	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67856	B 81	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67857	B 82	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67858	B 83	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67859	B 84	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67860	B 85	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67861	B 86	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67862	B 87	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67863	B 88	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67864	B 89	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67865	B 90	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67866	B 91	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67867	B 92	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67868	B 93	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67869	B 94	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67870	B 95	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67871	B 96	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67872	B 97	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67873	B 98	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.
YC67874	B 99	105N01	18526 Yukon Inc. - 10%, Overland Resources Yukon Ltd. - 90%	Overland Resources Yukon Ltd.

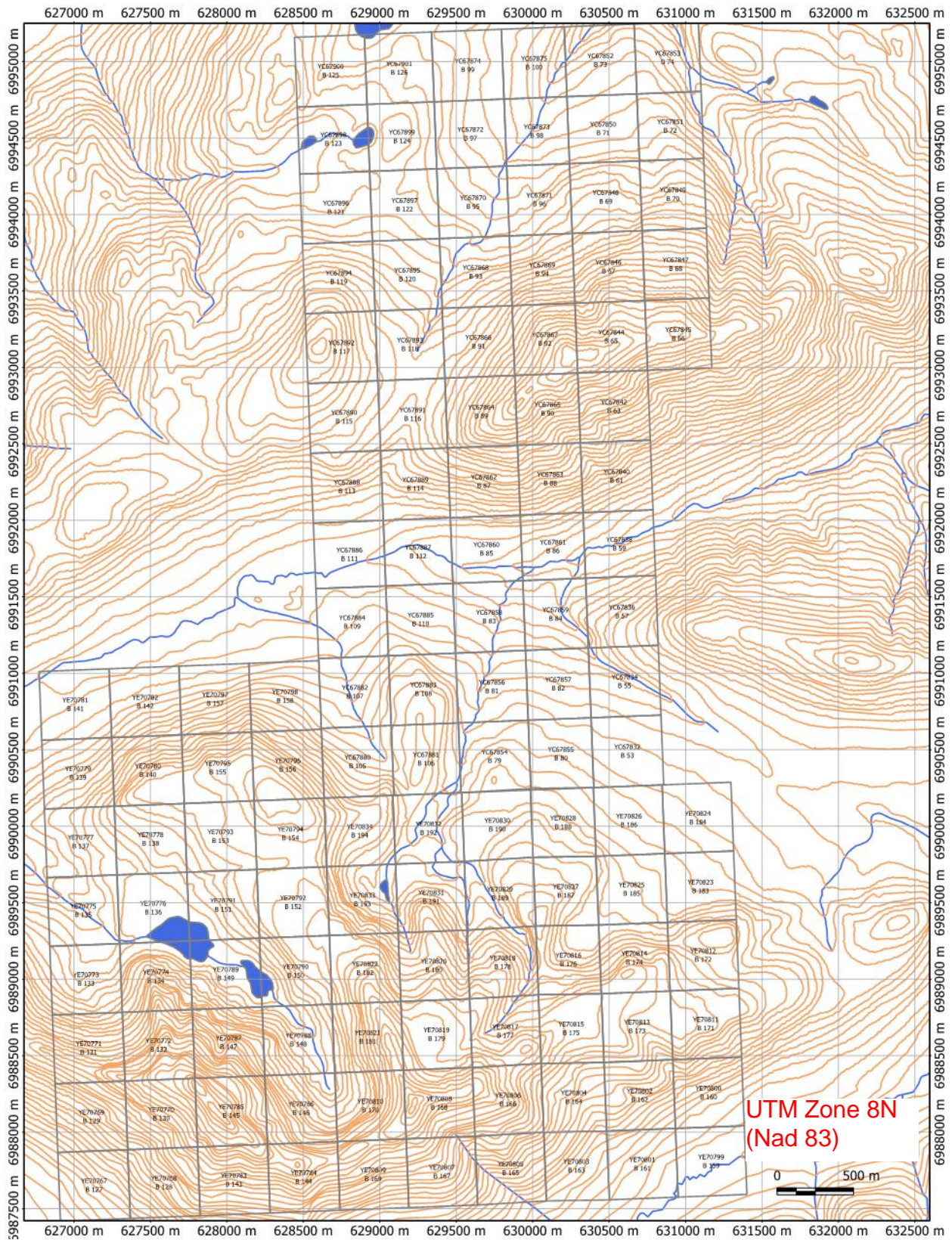


Fig 1: B Blocks Claim Names and Grant Numbers

3. Access

Access is restricted and the B Blocks claims are accessible by helicopter only.

4. Climate

Temperatures at the B Block claims typically range from 8° C to 26° C in the summer and from minus 30° C to +6° C in the winter. Annual precipitation ranges from 120mm to 200mm, including 0.8m to 1.5m of snow accumulation in the winter months.

5. Local Resources

No local communities or towns are within 50km of the B-Block claims and as such all resources and personnel must be transported to the project area. Personnel for construction, mining, exploration, labour and support are available in the communities of Faro, Ross River and Watson Lake as well as the Territorial capital of Whitehorse. The townships of Faro and Ross River are approximately 110km southwest and 140km south-southwest of the property, respectively.

6. Infrastructure

Infrastructure near the B Block claims includes the Canol Road and Robert Campbell Highway. The Canol Road extends for 458km from the Yukon-Northwest Territories border to Johnson's Crossing on the Alaska Highway south of Whitehorse. Northeast of the Pelly River at Dragon Lake, the Canol Road comes to within 60km of the Yukon Base Metal Project where the winter access trail into the property begins.

Faro is serviced by electrical transmission lines sourced from the Aishihik hydroelectric facility to the west.

7. Physiography

The B Blocks claims are located within the South Fork Range of the Yukon Plateau, east of the Tintina Trench and west of the MacKenzie Mountains. Elevations on the property range from 1,000m in valley bottoms to 2,100m at the top of mountain ridges. Rock exposure is excellent along ridges but poor on the slopes due to scree and thick lichen/moss cover. An east flowing creek valley cuts moderate slopes across the center of the property. Topography in the north of the claims block consists of a large ENE trending mountain ridge with steep scree slopes, flanked by several smaller peaks and moderate to heavily vegetated river valleys. To the south of this range, several mountain peaks form a rough cirque in the southwest corner of the claims block.

The vegetation at the B Block claims is alpine to sub-alpine, where higher elevations are absent of vegetation and lower elevations are dominated by black and white spruce stands, typical of the Northern Boreal Forest.

8. History

In 2008, Overland Resources staked the B Block claims based on a government stream sediment sample containing 1,170 ppm Zn. Several follow up stream sediment samples were taken in 2008 by Equity Engineering for Overland Resources.

In 2010, two geologists for Overland Resources mapped a portion of the property and took 21 rock chip samples. A small sampling program was carried out on the property for a total of 93 soil samples and 9 stream sediment samples.

9. Regional Geology

The Yukon Base Metal Project covers an area underlain by marine and deep water derived clastic rocks of the western Selwyn Basin. The definition of the Selwyn Basin in this report follows that of Gordey and Anderson (1993) in reference to Late Precambrian to Middle Devonian off-shelf deposition of sediments restricted by the Cassiar platform to the southwest and the Mackenzie shelf to the east. The basin is considered part of Ancestral North America and records several episodes of pericratonic rifting with subsequent subsidence. Generally, the basin fill comprises shale, limestone, chert and grit that have been subdivided across the basin into many formations and distinct facies that may or may not be time-equivalent. Regional geological mapping of the area (Gordey, 2008; Gordey and Makepeace, 2001) provides a framework for the regional and property-scale descriptions below.

The western portion of the basin (where the B Blocks claims are located) is underlain by Precambrian (Hyland Group; Yusezyu and Narchilla formations), Lower-Middle Cambrian (Gull Lake Formation), Cambrian-Ordovician (Rabbitkettle-Menzie Creek formations), Ordovician-Silurian (Road River Group; Duo Lake and Steel formations), Devonian to Mississippian (Earn Group; Prevost Formation), Mississippian (Keno Hill Group) and Carboniferous to Permian (Mount Christie Group) sequences. The sedimentary rocks were subsequently intruded by Cretaceous granite, quartz monzonite and granodiorite plugs assigned to the mid-Cretaceous Selwyn Plutonic Suite. Collectively, they record a quiescent, subsiding continental margin punctuated by transgressive and regressive cycles, rifting, a receptacle for orogenic detritus from the north, collision of allochthonous terranes, mountain building and magmatism (Gordey and Anderson, 1993).

Large-scale dextral offset along the Tintina Fault, located 100 km southwest of the Yukon Base Metal Project, is understood to be the last major structural event to affect the region (Gabrielse et al., 2006). Reactivation of early Cretaceous contraction-related structures evidently occurred and faults cutting Selwyn Plutonic suite rocks are likely also related to this event.

10. Property Geology

10.1 Intrusive Rocks

Two distinct igneous bodies intrude into the B Blocks claims (Fig 2). The northern third of the B Blocks area is dominated by a massive, medium to coarse grained, leucocratic to mesocratic, plagioclase plus hornblende and mica, diorite pluton and glacial moraine for which the pluton is the source. Outcrop exposure is limited to a few cliffs to the far northwest of the northern claims and small outcrops in the northern central portion of the claims. A glacial moraine comprised almost solely of diorite, is evident in topographical depressions where vegetation is sparse and flanking the north side of the central ridges.

The Mount Selous Pluton extends into the south-western portion of the B Block claims, forming Mt Osgoode. It consists of blocky, mottled grey, homogenous, fine-medium grained, hornblende plus biotite, bearing granodiorite. A smaller satellite pluton of the same composition is located 2.5km to the

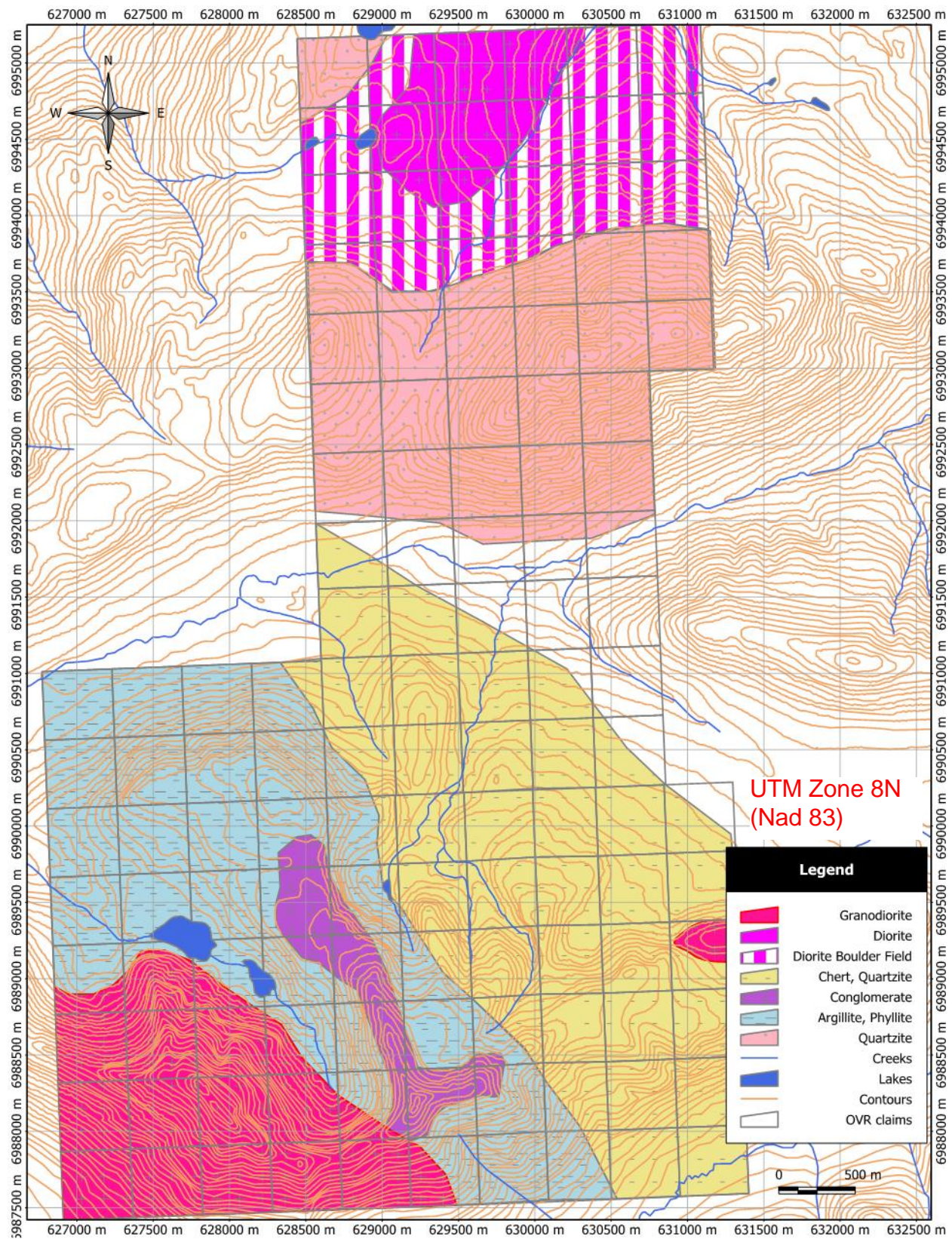


Fig 2: B Blocks Property Geology

northeast. Numerous granodiorite dykes, ranging from 2 metres to 60 metres in width, cross-cut the surrounding lithology, striking mostly to northeast from the main igneous body.

10.2 Sedimentary Rocks

Sedimentary rocks on the property are dominated by moderate to strongly weathered white/grey/black, massive chert with a fine crackle breccia texture, less commonly layered to finely laminated (Fig 2). The chert is interbedded with fine to medium grained grey quartzite also exhibiting moderate weathering, as well as minor mudstone and limestone. This unit is exposed throughout the central portion of the Southern claims. The strong weathering of the chert is similar to that of the Mount Christie Formation as described by Gordey and Anderson (1993) and is mapped as such on the Yukon Geology Bedrock Map (Gordey and Makepeace 2001) produced by NRCAN. However a much higher concentration of quartz rich metasediments was found in the mapping area than has been attributed to this unit.

To the west, the stratigraphy is dominated by a massive, blocky, clast supported, chert pebble conglomerate (Photo 1) capping the steep T-shaped ridge along the southern margin of the claims. Clasts consist of chert and siliceous argillite, typically black and dark grey but occasionally light grey to white in colour. Clast size ranges from 3 cm to 10 cm, sub-rounded to angular and are moderately sorted. Layering within the unit is delineated by the long axis of the clasts (weakly imbricated) and bedding by a change in grain size with occasional layers containing clasts greater than 10 cm in length. The matrix is primarily dark grey/black chert with patchy, orange oxidation.



Photo 1: Chert pebble conglomerate outcrop

The chert conglomerate is conformably underlain by a series of interbedded weakly metamorphosed sediments. Aphanitic, grey, fissile argillite; greenish brown phyllite; grey cryptocrystalline limestone and fine grained grey quartzite. Together these units match the description of Devonian Earn Group Sediments as described by Gordey and Anderson (1993).

10.3 Structure

To the far northwest in claim B 125, a deep gully running northeast-southwest has been interpreted as a steeply dipping thrust fault which displaced a sliver of the diorite pluton to the northwest into the surrounding quartz-rich metasediments.

Overall stratigraphy is moderate to steeply dipping with a northwest strike. In the southern half of the property area, a significant decrease in the bedding angles is observed in the chert conglomerates, which are almost flat lying in places. Here the structural control is interpreted as a small open syncline plunging shallowly to the northeast.

11. Soil Sampling

During 2011 the Company collected 90 soil geochemistry samples on the B Blocks claims. Sample collection points were spaced 100m apart, along five north-south oriented lines. These lines were 400m apart in an east-west direction. Sample collection focused on an area defined by stream sediment geochemical samples collected previously. The soil sampling density was concentrated in the southern portion of the B Block claims due to steep scree slopes dominating the central portion of the claim blocks and glacial moraine cover extending to the north.

Hand-held augers were used to ensure penetration below the vegetative mat and the White River ash layer to the *B horizon* where samples were consistently collected from. One sample was collected from each sample point. The sample was placed in a kraft sample bag, labeled with a unique sample number on the bag, sealed and transported back to camp. Sample locations were determined using a hand-held GPS. Pink or orange flagging tape was left at the sample site with the unique sample number recorded on the flagging tape.

Soil samples were sent to the ALS Chemex Whitehorse laboratory where they entered the ALS Chemex tracking system. Samples were dried, sieved to minus 180 micron and forwarded to the ALS Chemex Vancouver laboratory for analysis.

Analysis consisted of dissolving a portion of the sample in Aqua Regia and analysing the liquor using the ALS Inductively Coupled Plasma-Atomic Emission Spectroscopy Multi-element geochemistry package for 51 elements. If Zn or Pb was found to be higher than 7500ppm, then ALS Pb-Vol 70 or ALS Zn-Vol50 analysis was performed using acid dissolution and titration to determine a percentage.

See Appendix B for geochemical soil results and Fig 3 for a location of the sample sites.

Soil geochemistry results from the 2011 program were entered into a digital database with historical geochemistry results. Although the highest values of multi-element geochemistry analysis were anomalous for the site specific area they are not considered significant in terms of evidence of base metal mineralisation.

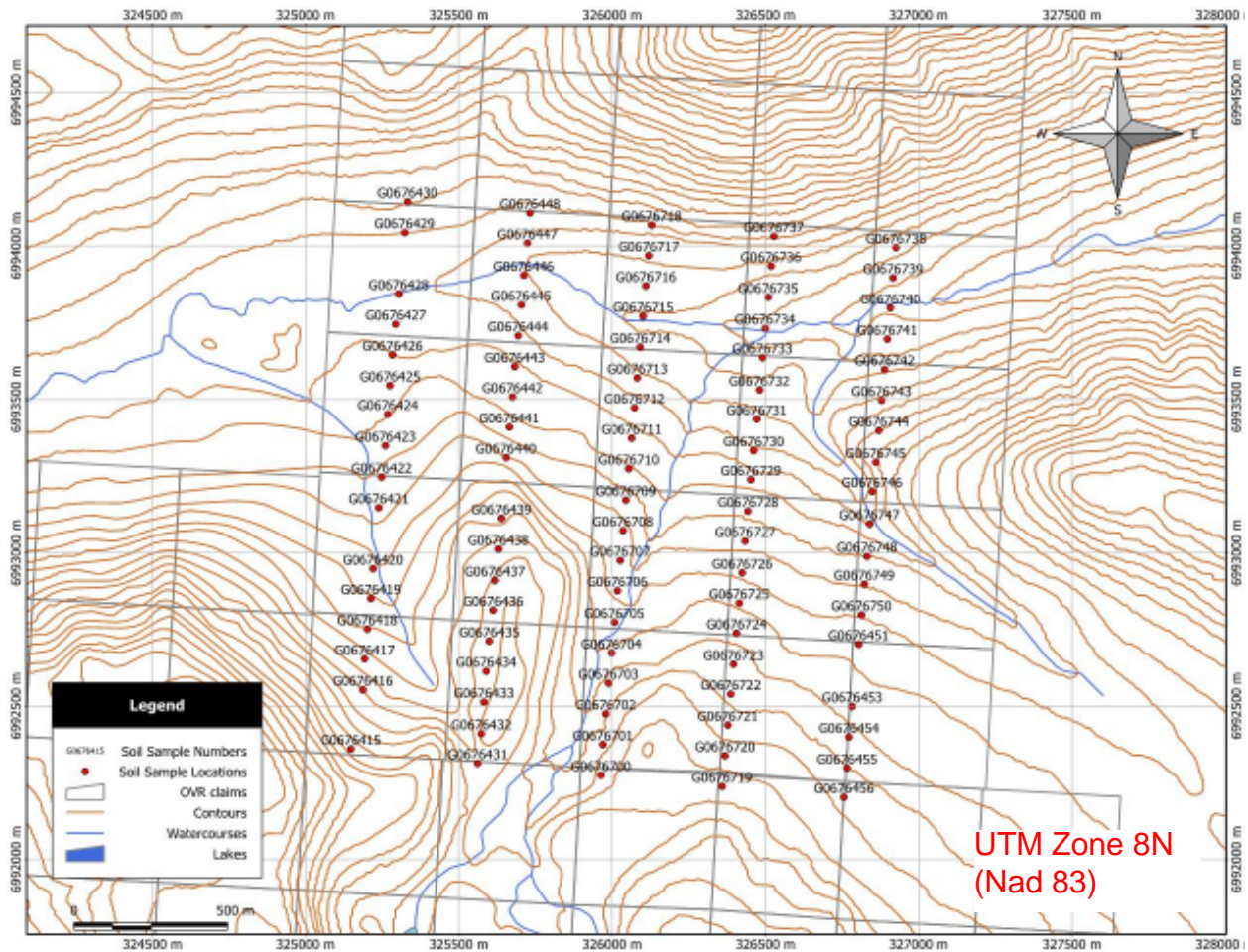


Fig 3: 2011 B Block Soil Sample Locations

12. Rock Sampling

A total of 10 rock chip samples were collected for analysis from the B Blocks during 2011. These rock chips samples were sealed in poly ore bags with the appropriate sample tag and the unique sample number written on the bag. Sample bags were then sealed with plastic zip-ties and batched in woven nylon “rice” bags.

Samples were shipped to ALS Chemex in Whitehorse, where they were dried, crushed to better than 70% minus 2mm then ground into pulps, before a 250g split was taken and pulverised to better than 85% minus 75 microns. The pulps were packaged and dispatched to ALS Chemex in Vancouver for analysis.

All samples were dissolved in Aqua Regia and tested using ALS Inductively Coupled Plasma-Atomic Emission Spectroscopy Multi-element geochemistry package for 35 elements. If Zn or Pb was elevated higher than 7,500ppm, then ALS Pb-Vol 70 or ALS Zn-Vol50 were performed using acid dissolution and titration to determine a percentage.

Refer to Fig 4 for location of rock chip samples and Appendix C for geochemical rock results. Rock assays from the 2011 program were entered into a digital database containing historical data. The analytical

results from the 2011 rock sampling program were not considered anomalous or significant on a regional scale.

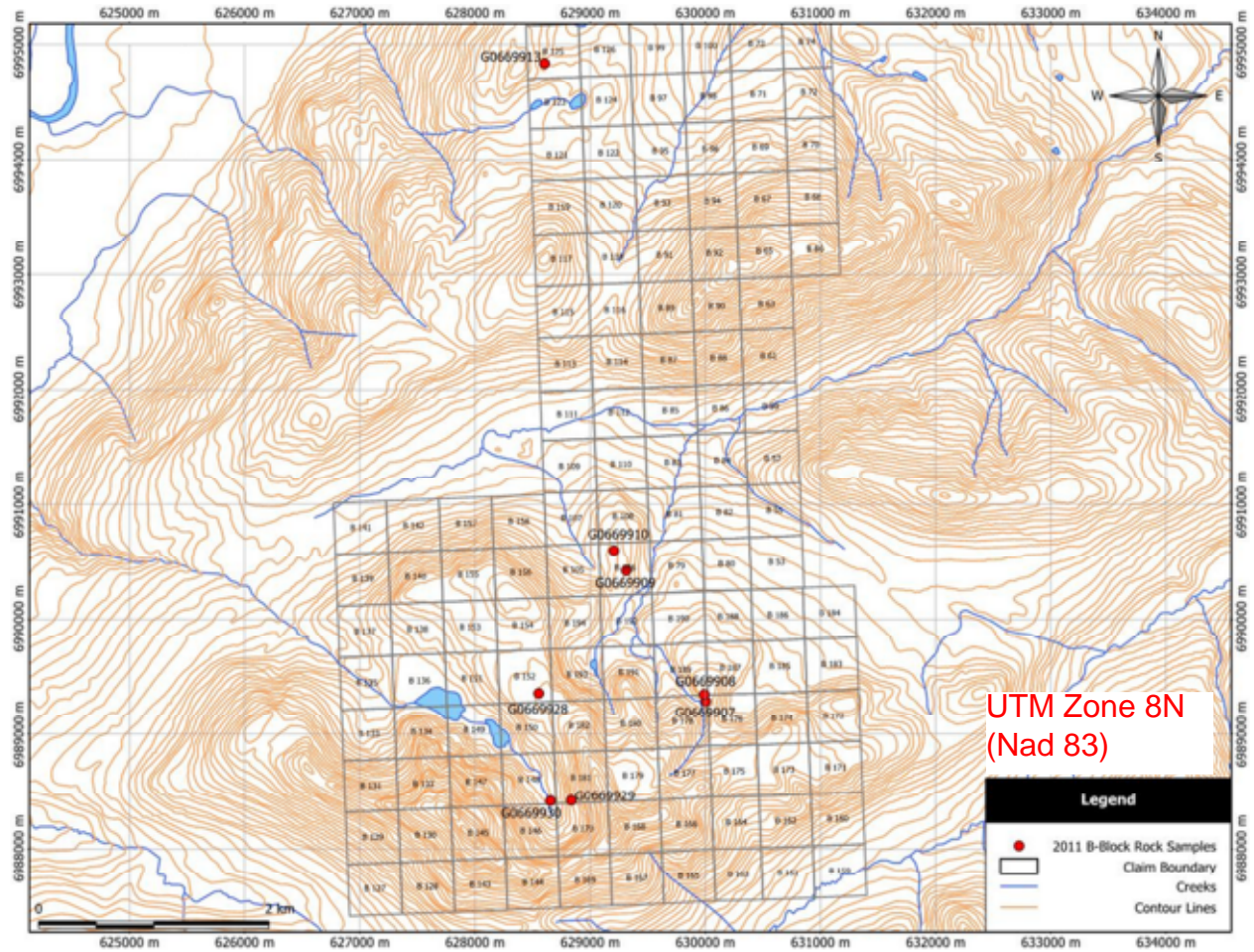


Fig 4: 2011 B Block rock sample locations

13. Conclusions/Recommendations

Work conducted to date on the B Block claims has failed to provide support for the presence of a significant economic mineralised body in the proximity Analytical results did not return values warranting further investigation. Evidence of large scale faulting required for initial fluid transport in the development of a SEDEX deposit is lacking. No further exploration work is recommended on the property.

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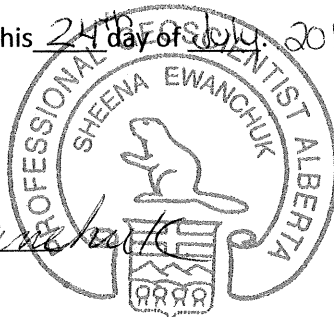
Appendix A: Statement of Qualifications

I, Sheena Ewanchuk, P. Geo., hereby certify that:

- 1) I am employed on a full-time basis as Project Geologist with:
Overland Resources
#1158-409 Granville St
Vancouver, BC, Canada V6C 1T2
- 2) I graduated with a Bachelor of Science with Honors Degree in geology from the University of Alberta, Edmonton, Alberta in 2006.
- 3) I am a member in good standing of the Associated of Professional Engineers and Geoscientists of Alberta (APEGA).
- 4) I have worked as a geologist for a total of 6 years since my graduation from the University of Alberta.

Dated at Vancouver, Canada, this 24th day of July, 2012

Sheena Ewanchuk



Appendix B: Soil Geochemistry Assays

Appendix B:

See data folder for assay certificates

Appendix C: Rock Chip Geochemistry Assays

Appendix C:

See data folder for assay certificates

Appendix D: Financial Statement

Overland Resources Yukon Limited

B Blocks (128 claims)

	Units	Cost/unit	Costs
Planning Sessions			
Sheila Ulansky	4	424.62	1,698.48
Sheena Ewanchuk	5	355.38	1,776.90
Mapping/Soil Sampling			
Sheena Ewanchuk	3	355.38	1,066.14
Sarah Newman	3	375.00	1,125.00
Rebecca Smart	8	340.00	2,720.00
Edgar Gantiva	1	340.00	340.00
Jason Stone-Smith	2	225.00	450.00
James Dick	3	275.00	825.00
Dylan Loblaw	2	200.00	400.00
Jacob Huebschwerlen	8	200.00	1,600.00
Hannah Crampton	1	200.00	200.00
Jack Logan	2	250.00	500.00
Norman Scott	1	275.00	275.00
Total Man Days in field	34		12,976.52
Payroll taxes (10%)			1,297.65
Helicopter (hrs)	12.40	1,200.00	14,880.00
Fuel (liters) - Long Ranger	1,525.20	3.34	5,088.24
Assays			
Payroll taxes (10%)			0.00
sample prep/analysis (unit)	90	37.00	3,330.00
Courier costs			550.00
Camp costs (man day)	34	50.00	1,700.00
Other Costs			
Communication (per day cost)	13	35.00	455.00
XRF Rental	13	216.66	2,816.58
General Transport/Aircraft			52,800.00
			<u>95,893.99</u>
Required for 5 yrs			67,200.00