Geological, Geophysical and Geochemical
Assessment Report on the

SPY Project

Target Evaluation 15-064

VM 1-32: YE69339-YE69366
V 1-28: YC66812-YC66843
SPY 1-86: YE10801-YE10886
SPY 87-126: YF47275-YF47314

Kluane Ranges, near Destruction Bay, Yukon Territory
NTS map sheet 115G02
Whitehorse Mining District
61°08'N 138°45'W

Prepared for:
Group Ten Metals Inc.
Box 31347
Whitehorse, Yukon Territory
Y1A 5P7

Prepared by:
Debbie James B.Sc., P.Geo.
11-3194 Gibbins Road
Duncan, B.C.

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1 Summary

This report describes a field exploration program carried out on the Spy project in 2015 including: staking 40 claims, prospecting, geochemical sampling, data compilation and digitizing and a geophysical review. This report was prepared to satisfy requirements for the Yukon Mineral Exploration Program (YMEP) reporting. The work was carried out by Midnight Mining Services Ltd. and funded by Group Ten Metals Inc. with assistance from YMEP.

The Spy project is located approximately 13 km south of Destruction Bay, which is 267 km northwest of Whitehorse, Yukon Territory. The project area is on NTS map sheet 115 G02 and centered at a latitude of 61°08'N and a longitude of 138°45'W. The Spy project consists of 186 contiguous claims and covers an area of approximately 3812 hectares in the Whitehorse Mining District. The project is close to Kluane National Park and within the Kluane Wildlife Sanctuary in which exploration and mining are allowed. The project is within the traditional territory of the Kluane First Nation.

The Spy Project lies within the Wrangell Terrane in the northeastern portion of the accreted Insular Super Terrane, which consists of the Alexander and Wrangell Terranes. Regionally, the project is situated within the 600 km long Kluane Ultramafic Belt, which is characterized by Triassic aged mafic to ultramafic sills that are referred to as the Kluane mafic-ultramafic suite. The Kluane mafic-ultramafic suite hosts a number of magmatic nickel (Ni) - copper (Cu) - platinum group element (PGE) ±gold (Au) occurrences from Northern British Columbia through Yukon and into Alaska.

The Kluane mafic-ultramafic intrusions are sill-like bodies that preferentially intrude the country rock sequences at or near the contact between the Hasen Creek Formation and Station Creek Formation. Many of the ultramafic sills have marginal gabbro phases at their bases and upper contacts that appear to be preferentially mineralized. The Kluane Belt Ni-Cu-PGE occurrences are particularly enriched in the rarer platinum group elements osmium, iridium, ruthenium and rhodium.

The Wellgreen deposit represents the most advanced property within the Kluane Belt, with historic production (1972-1973) of 171,652 tonnes grading 2.23% Ni, 1.39% Cu, 0.073% Co, and 2.15 g/t Pt and Pd. As of February 2015 Wellgreen released a preliminary economic assessment with a measured and indicated resource of 5.5 Million ounces PGM+Au, 2.9 billion pounds Ni+Cu and an inferred resource of 13.8 million ounces of PGM+Au and 7 billion pounds Ni+Cu. Measured and indicated grades are 1.67 g/t platinum equivalent or 0.44% nickel equivalent. Inferred grades are 1.57 g/t platinum equivalent and 5% nickel equivalent (www.wellgreenplatinum.com). Wellgreen has the potential to become the second largest PGM and third largest nickel sulphide producer outside Russia or Africa. The Wellgreen deposit emphasizes the excellent potential for large tonnage nickel- copper-PGE deposits in the Kluane Ultramafic Belt.

The oldest rocks exposed on the Spy project are clastic sedimentary rocks of the Hasen Creek Formation and Station Creek Formation. The Hasen Creek Formation is intruded by sills of the Kluane mafic-ultramafic suite including the Spy sill, which has been the target for exploration since it was discovered in 1972. Maple Creek gabbros intrude the Station Creek formation and ultramafic rocks. The Hasen Creek

Formation is overlain to the southwest by the Triassic Nikolai Group volcanic rocks, Triassic to Cretaceous clastic rocks of the Tatamagouche succession, Tertiary Amphitheatre Group sedimentary rocks and Wrangell Lavas.

The Spy sill is located in the southern half of the project and extends for 6-8 kilometres along a northwest trend. The sill is 75 to 100 metres thick and dips at approximately 50 degrees to the southwest, underneath the claim block. At the north end the sill intersects the Bock's Brook mafic-ultramafic intrusions. Ni-Cu-PGE mineralization on the property has historically been associated with the basal marginal gabbro phase of the Spy Sill. Intermittent sulphide showings have been found over a strike of 3.6 km along the base of the Spy sill, of which a 950m exposure on the Spy claims has received the most work. These sulphide showings have highly anomalous PGE grades along with significant Ni and Cu.

Recent work at the at the Wellgreen deposit have shifted attention from narrow, rich basal sulphides to the possibility of bulk tonnage deposits contained in the entire sill and the adjacent country rock. Previous sampling programs at Spy did not include a large component of consistent chip samples across the sill and country rock. Most of the samples are grab samples with no length and work was focused on exploring and evaluating mineralization at the basal contact of the Spy sill and underlying footwall siltstone of the Hasen Creek formation.

The most useful filters and analyses from 2015 geophysical review report are lineament analysis and some of the higher frequency filters such as tilt derivative and VRMI that avoid magnetic remnants. It would be beneficial to access the original data from the 1996 geophysical surveys because the 2015 Kluane West airborne magnetic survey is better suited to regional exploration and does not have enough detail for tracking the Spy sill.

The Spy sill is close to being ready for a drill program. The Ni-Cu-PGE values and the consistency of mineralization over the 950m exposure are sufficient, but the area needs more ground work to delineate drill targets. The workplan for the 2014 YMEP laid out in the original proposal has only been partly completed although it was revised with the addition of the geophysical work. It is recommended that work continue on the Spy project with a program similar to the one in the proposal with a few modifications. The bulk of work should take place on the Spy sill to delineate drill targets, and other work would include prospecting and investigation into prospective areas on the property. A program estimated at $177,000 including the activities below is recommended.

- Geophysical interpretation if the 1996 geophysical data can be accessed
- Chip sampling across the width of the sill and into the country rock.
- Trenching to uncover the sill in areas of low cover.
- Collection of heavy mineral characterization samples from the Spy sill and nearby streams.
- Prospecting and mapping the Kluane mafic-ultramafic and Skolai Group rocks from the north end of the Spy sill to the Lewis Intrusions.

2 Introduction

This report describes a field exploration program, a geophysics review, and claim staking carried out on the SPY property in 2015. This report was prepared to satisfy requirements for the Yukon Mineral Exploration Program (YMEP) reporting. The work was carried out by Midnight Mining Services Ltd. and funded by Group Ten Metals Inc. with assistance from YMEP.

3 Reliance on Other Experts

The author relied on information, maps, geochemical analysis results and interpretations produced by other experts in the fields of geology or geophysics during the preparation of this report. The 1995 Inco sampling program report includes copies of laboratory analysis certificates. The 2000 Santoy sampling program report does not include copies of certificates; instead values were entered into spreadsheets.

4 Project Description and Location

The Spy property is located approximately 13 km south of Destruction Bay, which is 267 km northwest of Whitehorse, Yukon Territory (Figure 1). The project area is on NTS map sheet 115 G02 and centered at a latitude of 61°08'N and a longitude of 138°45'W.

The Spy project consists of 186 contiguous claims and covers an area of approximately 3812 hectares in the Whitehorse Mining District (Figure 2). The claims are registered to Tom Morgan, Bill Harris and Group Ten Metals Inc. See claim map in figure 2 and Table 1 below.

The project is adjacent to Kluane National Park on the south and within 4 kilometres on the west side. It is within the Kluane Wildlife Sanctuary where exploration and mining are allowed. The project is within the traditional territory of the Kluane First Nation.

Table 1 - Claim List

Claims	Grant Number	No. of Claims	Registered owner	Recording Date	Expiry Date
VM 1-32	YE69339 – YE69366	32	Tom Morgan	21/02/2008	21/02/2016
V 1-28	YC66812 – YC66843	28	Tom Morgan	18/08/2011	21/02/2016
SPY 1-86	YE10801 – YE10886	86	Group Ten Metals Inc.	01/04/2015	01/04/2016
SPY 87-126	YF47275 – YF47314	40	Bill Harris	11/26/2015	11/26/2016
Total		**186**			

4.1 Permit

A Mining Land Use (MLU) Permit is required to do exploration work on claims in Yukon except for low impact, grassroots activities that are classified as Class 1 activities as defined in the Quartz Mining Act. A Class 1 Notification form is required on selected areas within Yukon which includes the area covered by the Spy claims. Field work in 2015 was done under Class 1 notification C1Q00014 which remains in effect

until August 23, 2016. This time period will allow for continued grassroots work on the project in the 2016 field season.

Permitting for five year a Class 3 MLU is underway for the Spy Project and is expected prior to the field season. Once the permit is received it will supersede the Class I notification. Group Ten have met with Kluane First Nation Chief, councilors and staff and keep them apprised of exploration activities in their traditional territory.

5 Accessibility, Climate, Local Resources, Infrastructure and Physiography

The best access to the property is by helicopter, which is available from Haines Junction on a year-round basis and if work warrants, may be based in Destruction Bay during the summer. Gravel roads extend from the Alaska Highway along Nines Creek and Bock's Creek, approaching within 2 km and 3.5 km respectively of the property boundary. Travel along these roads will be by truck or ATV depending on road conditions. Suitable staging sites for helicopter access into the project area are available from the Talbot Arm Motel at Destruction Bay and at locations along the access roads.

5.1 Camp

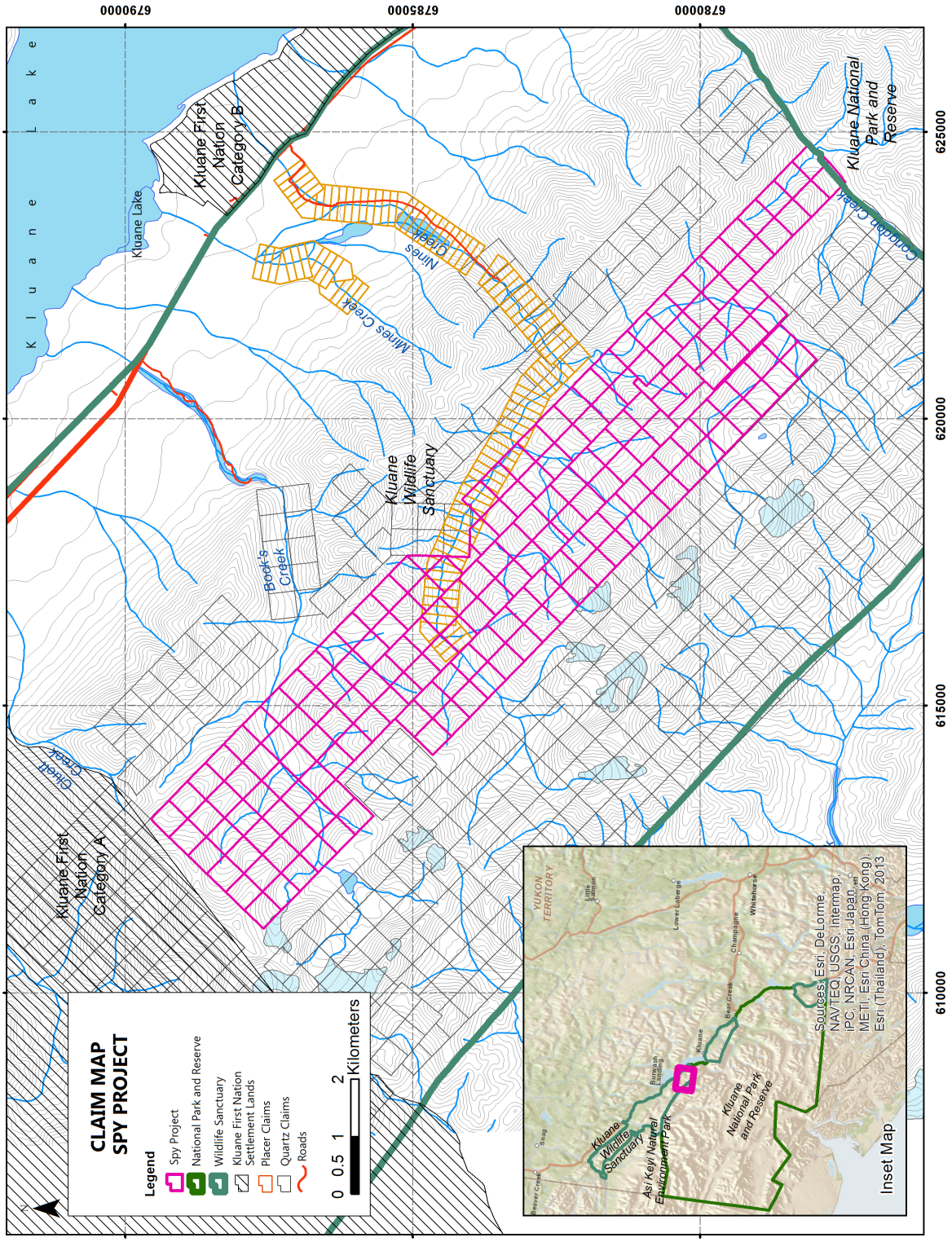
There have not been any camps on the Spy property from past exploration programs. Crews have stayed in nearby Destruction Bay and commuted to the site by helicopter and/or road.

5.2 Physiography

The southeast end of the Spy Project is at Congdon Creek within the Kluane Mountains of southwestern Yukon and extends northwest into the drainages of Nines Creek and Bocks Creek. It covers steep, craggy mountain peaks of the Front Ranges. Elevations range between 1400 and 2400 metres above sea level. The property is generally devoid of vegetation, dominated by barren talus slopes, rocky cliffs and mountain peaks, with buck brush along the valleys. Water is available from Nines Creek, Bock's Creek, Congdon Creek and their tributaries. Rock exposure on the project is good at higher elevations, but the valley bottoms and lower sides are typically filled with glacial material and talus fans. Glaciers cover some ground at higher elevations, but the ice has retreated in recent years exposing more bedrock.

Figure 1: Project Location Map

Figure 2: Claim Map



6 History

The Spy Project covers the Congdon (Spy) nickel-copper-PGE showing (Minfile 115G 003) and Bock showing (Minfile 115G 084) as documented by the Yukon Geology Program (Deklerk, 2009). A summary of previous work follows:

Year	Work	results
1953	Conwest stake the RAM claims over headwaters of Halfbreed and Lewis Creeks. Program of detailed geological mapping and prospecting.	Several minor showings of copper-nickel and copper found.
1953-54	Staked as Rawhide, Eagle, etc. in Apr-Oct/53 by P. Versluce, H. Versluce and C. Gibbons, who optioned the property in Apr/54 to R. Hide.	
1956	Restaked as Ram cl 1-6 (72751) in Aug/56 by M. McCallion	
1961	Restaked as Eva cl 1-4 (77040) in Oct/61 by D. Carnegie	
1967	Gypsum reported by GSC in 3 localities	Southernmost occurrence staked by AGIP in 1983
1972-73	Restaked as Spy cl 1-12 in Jul/72 by Nickel Syndicate (Canadian Superior Exploration Ltd, Aquitaine, Home Oil Ltd and Getty Mines Ltd). Geological mapping and geochemical sampling.	Discovery of chalcopyrite and nickeliferous pyrrhotite in gabbro at the base of the main (Spy) peridotite sill (*McLoughlin and Vincent, 1973*).
1986-87	Restaked in Aug/86 by Polestar Exploration Inc, and as Tony cl (YB5915) in Jul/87 by Walhalla Exploration Ltd, which carried out prospecting, mapping and sampling in 1988.	
1988-89	Polestar conducted geochemical surveying on the I claims in 1988 and optioned 50% of its interest to Hunter Gold Inc in Jan/89.	Outlined four gold and four platinum and palladium anomalies with values up to 920 ppb Au, 158 ppb Pt and 277 ppb Pd over the Spy ultramafic sill (*Giroux and Montgomery, 1988*)
1993	R.H.W. Temple staked the Ashley cl (YB37999) on Nines creek in Jun/93.	
1994-95	In Oct/94 Inco Ltd staked a block of 508 Klu claims. The claim block covered Minfile Occurrences #115G 003, 084, 098 and 099. Inco staked a second block of 18 Klu claims north of Congdon Creek in Aug/95.	
1994-97	Geological mapping, lithogeochemical, silt, heavy mineral sampling and soil sampling in 1994 and 1995 (*Bell, 1996*), an airborne EM and magnetics survey in 1996 (*McGowan, 1996*), followed up by geological mapping, prospecting and ground geophysical surveying in 1997 (*Hattie, 1997*), by Inco Ltd.	Delineated sulphide showings, with highly anomalous PGE grades and significant Ni and Cu, over a strike of 3.6 km along the base of the 6 km long Spy Sill. Maximum values from the gabbro at the lower contact include 3.1% Ni, 2.8% Cu, 0.2% Co, 3.1 g/t Pt, 1.4 g/t Pd and 1.0 g/t Au from grab samples.

Year	Work	results
2000	Santoy Resources Ltd optioned the property from Inco and carried out geological mapping, chip sampling, prospecting, silt and soil sampling.	The program outlined massive and disseminated Ni, Cu and PGE mineralization associated with a 950m strike length of the Spy sill (*Tulk, 2001*).
2005	Klu claims were acquired by Resolve Ventures. Re-processing of the 1996 airborne geophysics and a brief property visit sampling previously identified geophysical features was completed. The majority of the claim block lapsed in 2007.	Recommends drilling on the Spy sill, but more information needed to target holes, and blast trenching to uncover the basal contact. (*Liard and Lavigne, 2006*)
2008	Staked by Tom Morgan as VM claims, with V claims added. Reconnaissance program in 2008. Brief mapping and prospecting program in 2011.(*Pautler, 2012*)	Recommends deep auger sampling along contact areas and exposing fresh contact material by trenching *(Morgan, 2009).*
2014	Geophysical review and petrophysical study.	Recommends continued prospecting and hand trenching in areas of low cover, and use of ground EM to test continuity of mineralization at depth and delineate drill targets (*Jackson, 2014)*.

6.1 Geophysics

An airborne magnetics and EM geophysical survey was conducted in 1996 by Inco and subsequently reprocessed in 2006 by Resolve Ventures. Digital datasets are not publically available. Final products from the 2006 processing were georeferenced in 2014 and 2015 and used for geophysical reviews and interpretations.

Due to the severe terrain over much of the claim block, Inco used 100 m spacing between flight lines. The airborne geophysical survey outlined 3 coincident EM and magnetic conductors on the claim block. In 1997, Inco carried out follow-up ground magnetic and EM geophysical surveys on the three conductors. Two of the conductors were found to relate to black calcareous shale exposures. The third anomaly was interpreted to represent conductive overburden.

A small ground magnetic and UTEM survey was completed in 1996 just off the northwestern limit of the Spy property. No other records of historical ground geophysical surveys over the property.

6.2 Rock Samples

A section of the Spy sill has been intensively sampled in 1988 by Polestar and between 1994 and 2006 by Inco, Santoy and Resolve. Polestar set up a grid and collected approximately 450 rock samples. Inco analyzed 400 rock samples**:** the majority for whole rock by XRF/ICP and multi-element using a partial (AR) digestion ICP, the remainder with total digestion. Some additional lab work, including REE, and other trace elements was done on a limited number of samples. In the summer of 2000, Santoy Resources collected another 186 rock samples, which underwent multi-element, and where appropriate, precious metal, analyses using a partial digestion. The 26 samples taken by Resolve in 2005 were selected for lithogeochemical analysis rather than assay; therefore all were prepared using a near total (3-acid) digestion to liberate metals in silicate lattice.

Most of the samples are grab samples with no length unless they were chip samples collected on boulders or in talus. The Polestar samples do not seem to have attracted much attention or follow-up work. Only grid coordinates are provided for their samples so locations derived from georeferencing grid maps will be approximate. Polestar's best PGE and gold anomalies were in the northwestern part of the Spy claim block, in areas which do not appear to have been revisited by Inco and Santoy. Inco and Santoy concentrated on sampling the higher grade, sulphide rich samples in the basal gabbro of the exposed Spy sill. A digital database is not available, but coordinates are either listed along with sample descriptions or can be pulled from maps of sample locations. The Inco and Santoy sample locations are currently being digitized and work to date is shown on figures 8 and 9.

7 Geological Setting and Mineralization

7.1 Regional Geology and Mineral Potential

The Spy Project lies within the Wrangell Terrane in the northeastern portion of the accreted Insular Super Terrane, made up of the Alexander and Wrangell Terranes. The Wrangell Terrane consists of Devonian to Permian arc volcanic, clastic and platform carbonate rocks overlain by Triassic oceanic rift tholeiitic basalt and carbonate rocks. The Wrangell Terrane is bounded by the Denali and the Duke River Faults. The Denali Fault is a large strike-slip fault, with a dextral sense of motion and an offset in the order of 350 km, that defines the Shakwak Valley and lies approximately 5 km northeast of the Spy property. The Duke River Fault, separating the Alexander and Wrangell Terranes, lies approximately 5 km southwest of the property.

Post accretionary units, overlapping Wrangell and Alexander Terranes, include Jura- Cretaceous sedimentary rocks of the Tatamagouche Group and Tertiary felsic to mafic volcanic rocks with interbedded terrestrial sedimentary rocks. Post accretionary intrusions include Jura-Cretaceous, mid Cretaceous and Neogene plutons. Thick Quaternary deposits and glaciers cover much of the region.

The Permian and Triassic rocks are faulted and folded about steep axial planes with shallow northwest trending axes. Faulting has occurred along bedding plane slip faults and strike slip faults which trend subparallel to the Denali Fault.

The Wrangell Terrane hosts the 600 km long Kluane Ultramafic Belt, which is characterized by Triassic aged mafic (gabbro to diorite) to ultramafic (commonly peridotite) sills known as the Kluane mafic-ultramafic suite. The Kluane mafic-ultramafic suite hosts a number of magmatic nickel (Ni) - copper (Cu) - platinum group element (PGE) ±gold (Au) occurrences from northern British Columbia, through Yukon and into Alaska.

The mafic-ultramafic intrusions are sill-like bodies that preferentially intrude the country rock sequences at or near the contact between the Hasen Creek Formation (tuffs, mafic volcanics, argillite and limestone) and Station Creek Formation (tuffs, pyritic black tuff, mafic volcanics and argillite), part of the Pennsylvanian (?) to Permian Skolai Group. Many of the ultramafic sills have marginal gabbro phases at their bases and upper contacts that appear to be preferentially mineralized. The Kluane Belt nickel-

copper-PGE occurrences are particularly enriched in the rarer platinum group elements osmium, iridium, ruthenium and rhodium.

The Wellgreen deposit represents the most advanced property within the Kluane Belt, with historic production (1972-1973) of 171,652 tonnes grading 2.23% Ni, 1.39% Cu, 0.073% Co, and 2.15 g/t Pt and Pd. As of February 2015 Wellgreen released a preliminary economic assessment with a measured and indicated resource of 5.5 Million ounces PGM+Au, 2.9 billion pounds Ni+Cu and an inferred resource of 13.8 million ounces of PGM+Au and 7 billion pounds Ni+Cu. Measured and indicated grades are 1.67 g/t platinum equivalent or 0.44% nickel equivalent. Inferred grades are 1.57 g/t platinum equivalent and 5% nickel equivalent (www.wellgreenplatinum.com). Wellgreen has the potential to become the second largest PGM and third largest nickel sulphide producer outside Russia or Africa. The Wellgreen deposit emphasizes the excellent potential for large tonnage nickel- copper-PGE deposits in the Kluane Ultramafic Belt.

7.2 Property Geology

Property geology is summarized from reports by Jackson, 2014, Pautler, 2012, Tulk, 2001 and Bell, 1996. Figure 3 and the accompanying legend in figure 4 illustrate property scale geology map and is derived from YGS regional mapping. Unit descriptions are in the table of formations below.

The oldest rocks exposed on the Spy property are clastic sedimentary rocks of the Hasen Creek Formation and Station Creek Formation, both of the Pennsylvanian to Lower Permian Skolai Group and exposed along the length of the claim block. The strata trend northwest and dip at an average of 40° southwest. The Hasen Creek Formation is intruded by Late Triassic mafic to ultramafic sills of the Kluane mafic-ultramafic suite, including the Spy sill. A significant band of limestone within the Hasen Creek Formation is mapped below the Spy sill and additional similar limestone bands occur above the sill. Maple Creek gabbros intrude the Station Creek formation and ultramafic rocks.

The Hasen Creek Formation is overlain by the Triassic Nikolai Group volcanic rocks, Jurassic to Cretaceous clastic rocks of the Tatamagouche succession, Tertiary Amphitheatre Group sedimentary rocks and Wrangell Lavas. The Wrangell Lavas which dominate in the southwest of the property consist of rusty, red-brown basaltic andesite flows, interbedded with felsic tuff. On the northwestern edge of the project is the semi-circular Bock's Brook stock, a Wrangell Suite intrusion of diorite to gabbro composition.

The Spy sill is located in the southern half of the project and intrudes Hasen Creek siltstone for 6-8 kilometres along a northwest trend, extending off the property at the south end. The sill is 75 to 100 metres thick and dips at approximately 50 degrees to the southwest, underneath the claim block. Contacts with the country rock are sharp and often sheared, accompanied by local hornfelsing, silicification and sulphide mineralization. At the north end the sill intersects the Bock's Brook mafic-ultramafic intrusions. The northern 4 km of sill are more diffuse than the southern portion and are dominated by gabbro.

The sill is composed of peridotite, gabbro and anorthositic gabbro members, which form sub-parallel moderately dipping units. Peridotite forms the central phase of the sill and measures approximately 35 to 60 metres in thickness. It is generally unserpentinized, fine to medium grained, black, and feldspathic. Marginal gabbro, between 2 to 50 metres thick, occurs at the top and base of the peridotite unit and varies in composition between gabbro and melagabbro. The contact between the marginal gabbro and the peridotite is generally gradational over several metres. Both the marginal gabbro and peridotite units are intruded by an anorthosite to anorthositic gabbro which occurs locally as a 10 to 15 m thick, concordant to cross-cutting sill with gabbroic margins. The anorthositic gabbro is light grey, fine to medium grained and generally contains 2 to 4% finely disseminated pyrite and pyrrhotite. Thin anorthosite seams within peridotite have also been noted south of the Spy showing and highlight small scale block faulting.

Maple Creek gabbro sills intrude the Spy sill and occur stratigraphically above and below it. The most continuous Maple Creek gabbro sill occurs 230 metres down-section from the base of the peridotite and is up to 160 metres thick. This sill is intermittently exposed over a 10-kilometre strike. The northwestern end of the Spy sill is cut by a 200-metre thick section of Maple Creek gabbro. Elsewhere, smaller bodies of Maple Creek gabbro also cut and form lens shaped bodies within the peridotite. Maple Creek gabbros are typically barren of mineralization.

The Bock's Brook intrusions are located in the northern half of the claim block and are only partly covered by SPY claims. The southernmost intrusion is the largest peridotite intrusion on the property, measuring 500m at its thickest extent. The thickness may be exaggerated by repeated fault slices, but there appears to be at least one smaller sill below the main sill. The peridotite is serpentinized and fault bounded along the northern contact.

The Lewis intrusions are located at the northwest end of the claim block. There are three intrusions of relatively unserpentinized peridotite to pyroxenite composition intruding Hasen Creek Formation sediments. Only part of one intrusion is covered by the SPY claims. They are in an extremely rugged area which has made mapping difficult.

All of the above units are locally overlain by Quaternary unconsolidated glacial, glaciofluvial and glaciolacustrine deposits and ice.

7.3 Structure

Quaternary material in the valley bottoms of Nines Creek, Bock's Brook and Lewis Creek obscures much of the structure, but it appears to consist of several fault bounded slices of folded Paleozoic and Mesozoic strata, overlain by gently dipping Tertiary rocks. Bounding faults trend northwest, parallel to the regional Denali Fault and appear to have a steep dip. Axial planes of folds are also northwest with a steep dip; axes are assumed to be near horizontal.

Table of Formations

Q – Quaternary	Unconsolidated alluvium, colluvium and glacial deposits.
NW1 Miocene to Pliocene Wrangell Lavas	Extensive volcanic unit, volumetrically significant but not associated with mineralization. Suture unit, joining Wrangellia and Alexander Terranes. Can form thick piles 400-1000m thick. Rusty red, brown phyric and non-phyric basalt and andesite flows, interbedded with felsic tuff, volcanic sandstone and conglomerate. Associated granodiorite and diorite intrusions.
MW Mid to late Miocene Wrangell Suite	Intrusions of granodiorite and diorite with lesser gabbro. Associated subvolcanic felsic intrusions.
OA Paleocene to Oligocene Amphitheatre Formation	Tertiary freshwater clastic rocks 60 to 575 metres thick with a limited occurrence. Clastic rocks, minor carbonaceous shale and thin coal seams, mostly fluvial and lacustrine deposits.
uTrKT upper Triassic Tatamagouche Formation	Dark to light grey phyllite, medium to coarse grained sandstone, minor greywacke and pebble to cobble conglomerate
LTrK late Triassic Kluane Ultramafic Suite.	Preferentially intrudes at or near the Hasen Creek-Station Creek contact. LTrK2 – Maple Creek Gabbro; fine to coarse grained gabbro sills and dykes. LTrK1 - peridotite, dunite and clinopyroxenite, layered intrusions, locally with gabbroic chilled margins.
uTrC upper Triassic Chitistone Formation	Thin interbedded argillaceous limestone and argillite; massive limestone, limestone breccia, well-bedded limestone; gypsum and anhydrite.
uTrN upper Triassic Nikolai Formation	uTrN2 – dark green to maroon amygdaloidal basalt and basaltic andesite flows, locally pyroxene and plagioclase phyric. uTrN1 – basal conglomerate.
CP Pennsylvanian to lower Permian Skolai Group	CPH1- Hasen Creek Formation – dark to light grey/brown siltstone turbidites, siliceous argillite, chert and minor volcaniclastics sandstone and tuffs CPH2- Hasen Creek formation - buff to gray bioclastic limestone, local cherty interbeds CPS5 – Station Creek Formation - Dark to light green volcanic breccia, crystal tuff and tuffaceous sandstone; breccia clasts consist of basalt within tuffaceous matrix; minor basalt flow. CPS1 – undivided Skolai Group

7.4 Mineralization

The Spy property covers the Congdon/Spy 115G003 mineral occurrence and two of three locations for the Bock 115G084 minfile occurrence as documented by the Yukon Geological Survey. The Congdon/Spy occurrence is the Spy Sill and the Bock occurrences were originally gypsum showings, but have been reclassified as Ni-Cu-PGE (Au) showings.

Ni-Cu-PGE (Au) mineralization is associated with the basal marginal gabbro phase of the Spy Sill, a northwest trending sill which contains the original Spy Showing. Intermittent sulphide showings occur

over a strike of 3.6 km along the base of the 6-8 km long sill. These sulphide showings have highly anomalous PGE grades along with significant Ni and Cu.

Ni-Cu-PGE mineralization is associated with the basal contact of the Spy Sill and the footwall Hasen Creek siltstone. Numerous mineral occurrences have established the presence of both narrow massive sulphide lenses and disseminated mineralization within the contact zone. High grade values are associated with massive copper-nickel sulphide mineralization, whereas low grade values in the range of 0.5-3.5 g/t Pt+Pd+Au are associated with disseminated mineralization. Host rocks include gabbro and peridotite phases of the sill as well as footwall siltstone. Several showings suggest that massive and disseminated mineralization occurs intermittently over a strike length of 950 meters northwest of the Spy showing. A brief description (taken from Tulk, 2001) of the showings found in 2000 follows. See figure 8 for the locations of showings. No significant Ni-Cu-PGE showings have been found at intrusions other than the Spy Sill although only a limited amount of work has been done elsewhere.

Spy

The Spy showing consists of massive chalcopyrite-pyrrhotite lenses, up to 2.0 by 0.25 metres, occurring in sediments at the base of the Spy sill. The host siltstone is weakly altered, but highly fractured with chalcopyrite-pyrrhotite mineralization occurring along the fractures. Inco took a grab sample that returned spectacular values of 75.8 g/t Pt, 7.9 g/t Pd, 7.0 g/t Au, 10.4% Cu and 2.6% Ni, but this sample has not been replicated. Santoy's best sample returned 7.07 g/t Pt, 1.33 g/t Pd, 0.693 g/t Au, 0.45% Cu and 0.16% Ni over 1.0m, open in all directions, but there is a question as to whether Santoy relocated the Spy showing previously sampled by Inco.

Bugs

The Bugs showing is located approximately 200 metres northwest of the Spy showing and consists of two outcrops of silicified gossanous siltstone in contact with mineralized marginal gabbro. The siltstone is strongly malachite stained and hosts 10 cm wide massive chalcopyrite-pyrrhotite veins in several orientations. The best grab sample was 3.954 g/t Pt, 1.248 g/t Pd, 0.342 g/t Au, 3.66% Cu and 1.44% Ni over 0.9m. Santoy collected a continuous chip over 2.8m with a weighted average of 2.613 g/t PGE+Au, 1.60% Cu and 0.77% Ni.

Wylie

At the Wylie showing mineralization occurs in sulphide net textured marginal gabbro, malachite-stained, footwall siltstone with disseminated chalcopyrite and pyrite, and massive sulphide veins in marginal gabbro. A 4.4m chip sample returned a weighted average of 1.01 g/t PGE+Au, 1.17% Cu and 0.23% Ni. Between the Wylie and Bug showings, mineralization is common but not continuous.

Taz

The Taz showing consists of strongly malachite altered siltstone downsection of the gabbro contact. Thick scree in the area covers the gabbro contact. A hand trench over the siltstone was sampled for its entire 5.5 metre length with the most significant mineralization being a 1.5m chip that returned 1.324 g/t Pt, 0.701 g/t Pd, 0.489 g/t Au, 0.25% Cu and 0.38% Ni.

21 Again

The 21 Again showing is a semi-massive pyrrhotite skarn up to 3 m occurring at the contact of limestone, limey shales and gabbro, located approximately 900 metre northwest of the Spy Showing and upsection in an overlying gabbro unit. The mineralization was traced for over 50 metres and then into talus cover. A composite chip was taken during the course of Santoy mapping, but contained only 77 ppb Pt, 68 ppb Au and 604 ppm Cu.

Sweet 16

The Sweet 16 showing is located northwest of the Taz Showing and consists of one small outcrop and several small pits over a 100m area. Extensive talus cover extends between the Taz and Sweet 16 showings. Mineralization is disseminated net-mesh textured pyrrhotite>pyrite>chalcopyrite in a marginal gabbro at or above the siltstone contact. The best result was a 1.2m chip containing 1.850 g/t Pt, 1.554 g/t Pd, 1.071 g/t Au, 0.12 % Cu and 0.03% Ni. Several grab and chip samples collected by Santoy and Inco in the area contain values ranging from 0.5-2.1 g/t combined PGE+Au, but a lack of outcrop has limited understanding of the extent of mineralization.

Spy South-Central

This is an area not a specific showing. It refers to the strike extension of the Spy sill south of the Spy Showing into the southern Nines Creek valley. The area is extremely rugged and difficult to access. The sill can be seen in outcrop trending across the cliff. Inco collected a grab sample from this area which returned 4.750 g/t Pt, 1.910 g/t Pd, 2.610 g/t Au, 0.28% Cu and 2.91% Ni. Santoy were not able to locate the sample. Interestingly, the sample was taken at a gabbro-siltstone contact above the peridotite from an underexplored horizon.

Spy North

Spy North covers the sill from the Sweet 16 showing northwest to its intersection with the Bock's Brook intrusions. The sill kinks north in this section and heads down into the Nines Creek valley where it can be traced through scattered outcrops. Part of this area was prospected and sampled during the 2015 program along a tributary of Nines Creek (figure 7). There is some evidence that a parallel gabbro sill continues directly northwest from where the sill kinks. A subtle discontinuous trend of moderate conductivity parallel to the sill suggests the presence of gabbro that continues northwest parallel to the strong linear magnetic high that defines the sill. In 2015, a prospecting traverse along a ridge that intersected this trend passed through Nikolai basalts and andesite dykes.

Bock's Brook Intrusion

Previous work needs to be researched and compiled for this area, but the amount of work and number of samples is limited. The ruggedness of the terrain and the higher results from the Spy sill have diverted attention away from this area. INCO collected samples from three intrusions and country rock in this area. The southernmost intrusion extends onto the SPY claims and contained the best overall sample of the three intrusions at 674 ppm Ni, 289 ppm Cu, 65 ppm Co, 15 ppb Pt, 26 ppb Pd and tr Au. Santoy spent one day in the area and collected no anomalous PGE samples, but did find one sample of float with 20% pyrite and chalcopyrite that assayed 0.85% Cu. No bedrock source was located.

Lewis Intrusions

The Lewis Intrusions at the northwest end of the claim have also not received much work. INCO collected 12 samples from two intrusions in this area. All samples were collected outside the current spy claim area. The best sample assayed 1585 ppm Ni, 4360 ppm Cu, 105 ppm Co, 580 ppb Pt, 296 ppb Pd and Au from the westernmost intrusion. Limited sampling on the eastern intrusion which extends onto the SPY claims returned Ni in the 59-361 ppm range, Cu in the 59-361 ppm range, Co in the 35-99 ppm range and trace PGE values.

Bock minfile

The original Bock minfile occurrences were originally recorded as gypsum showings from 1967. The deposit type was later updated to Gabbroid Ni-Cu once the focus of investigation changed. Bell, 1995 records fault slices containing gypsum along the tributary creek below on the Bock's Brook ultramafic intrusions and 2m by 3m by 1m rafts of gypsum in Nikolai basalt north of the ultramafic intrusion. This area corresponds roughly with the recorded location of 115G084C.

Figure 3: Property Geology Map

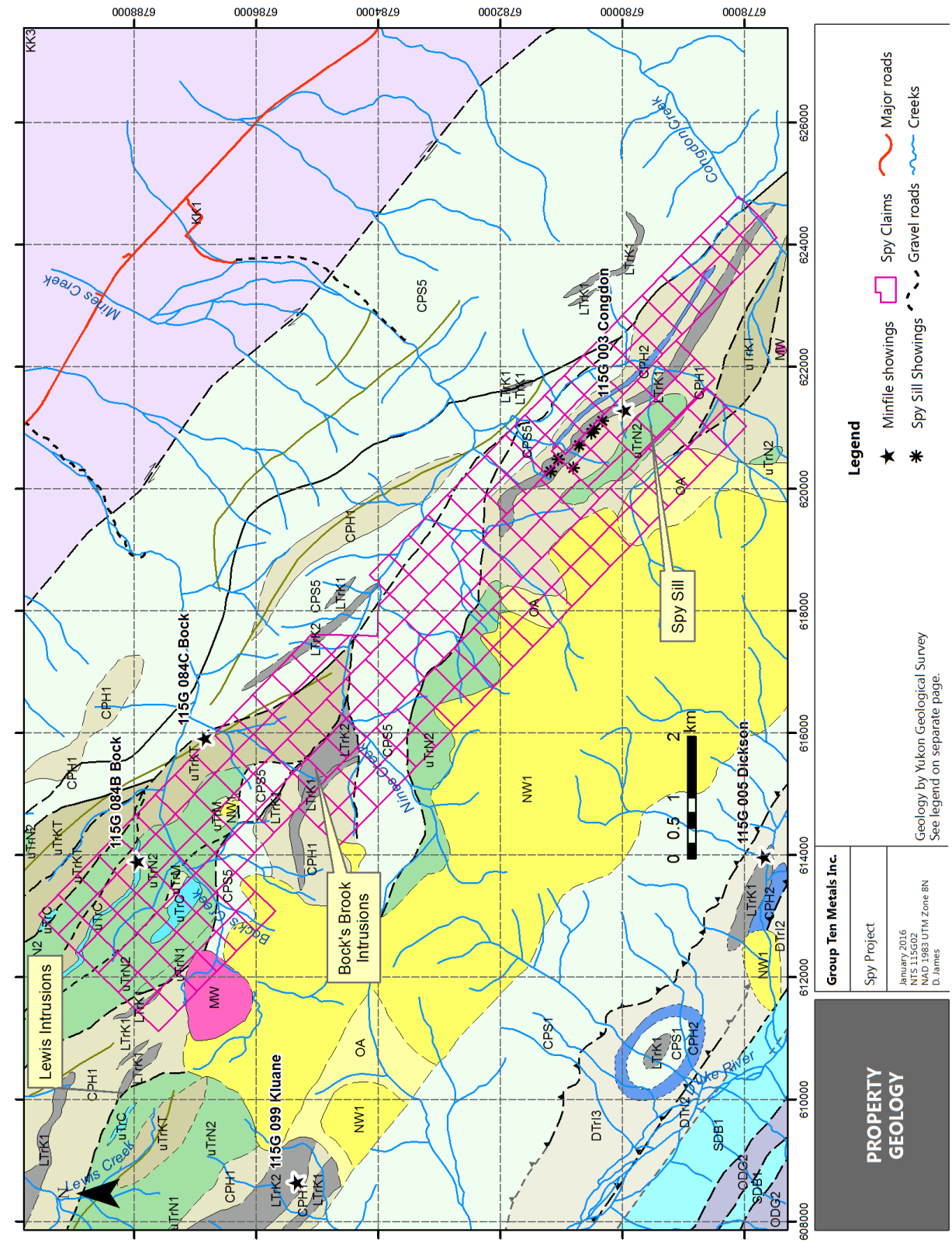
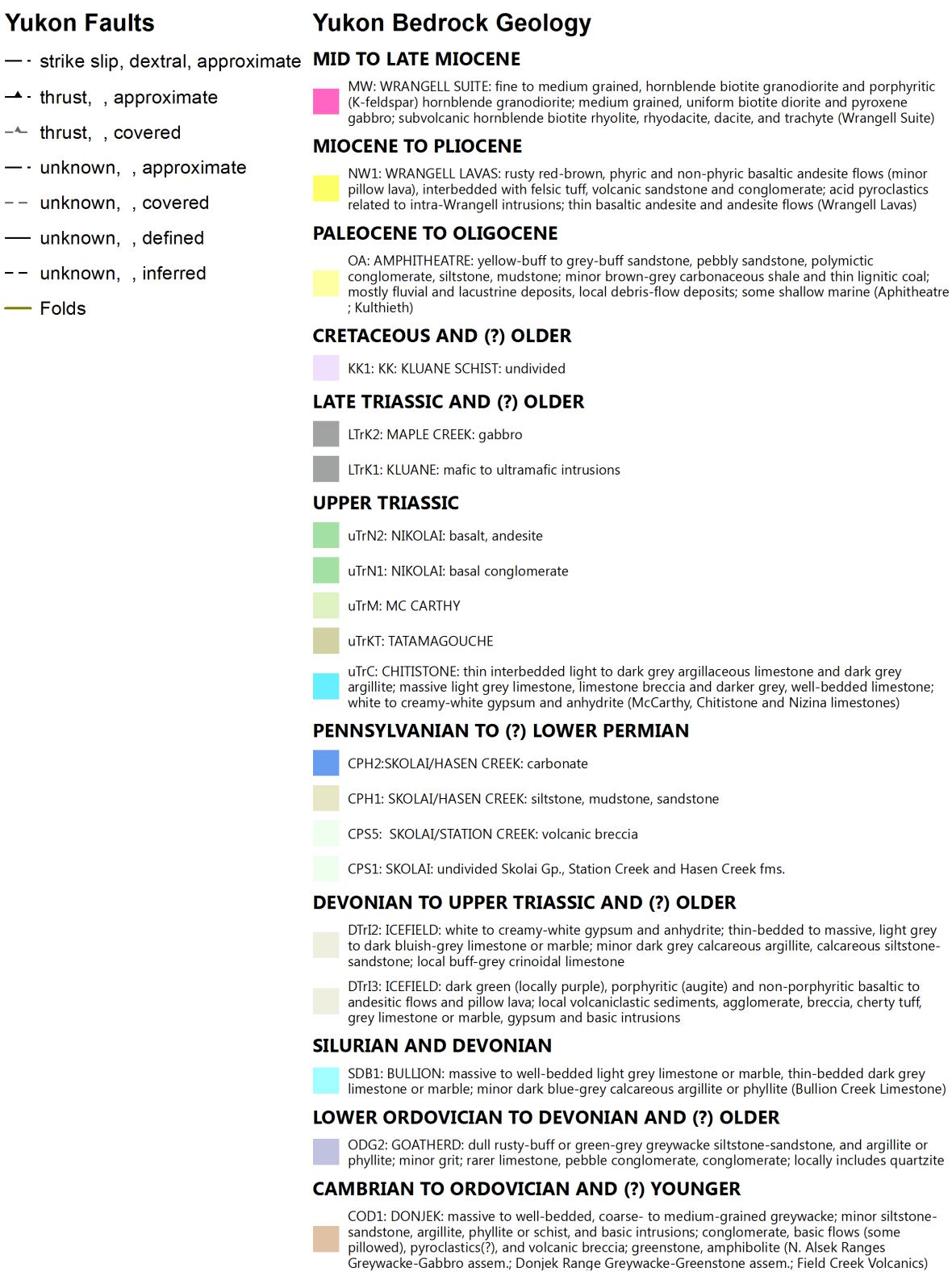


Figure 4: Geology map legend

Geology Legend



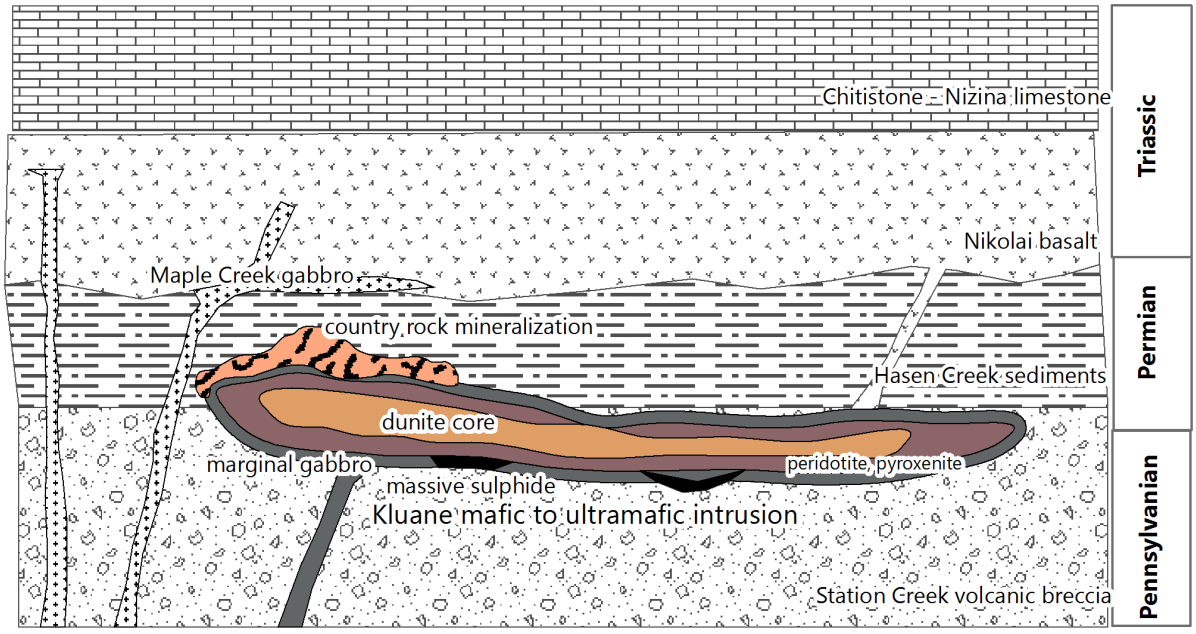
8 Deposit Types

The Congdon/Spy occurrence is classified by the YGS as Gabbroid Ni-Cu-PGE (Au) a term roughly synonymous with magmatic Ni-Cu-PGE and USGS model 7a synorogenic-synvolcanic Ni-Cu (Page). The same model, with local variations, is applicable to all ultramafic associated mineralization within the Kluane belt.

Gabbroid Ni-Cu-PGE (Au) deposits are characterized by basal massive sulphide lenses and matrix and disseminated sulphides in small to medium sized gabbroic intrusions in orogenic belts of metamorphosed volcanic and sedimentary rocks. The intrusions were emplaced during an orogeny or simultaneously with basalt volcanism. Typical mineralogy is pyrrhotite, pentlandite, chalcopyrite ± pyrite, ± Ti-magnetite ± Cr-magnetite ± graphite and by-product cobalt, platinum group elements and gold.

In the Kluane Belt Ni-Cu PGE + Au mineralization is spatially associated with ultramafic sills or lenses that zone outwards from a dunite core to peridotite and pyroxenite and finally to a gabbroic margin. The intrusions are preferentially located at the contact between the Station creek and overlying Hasen Creek formations. Massive sulphide mineralization occurs at the base of the sill and sometimes at the top. Net and mesh textured sulphides are found in the marginal gabbro. Hydrothermal and skarn type mineralization may occur in the Hasen Creek sediments above the contact, especially where there are carbonates beds.

Figure 5: Deposit Model for the Kluane Belt (modified from Hulbert, 1997)



There is potential for copper occurrences in the overlying Nikolai basalt and andesite. These rocks have a high copper background which is remobilized and redeposited as native copper and copper oxides in

amygdules, veinlets and joint plants. Additionally, polymetallic vein deposits can be found that have formed in a similar manner in the Nikolai basalts. The Skolai Group (Hasen Creek and Station Creek formations) and the Nikolai volcanics and related rocks have the potential to host volcanogenic massive sulphide (VMS). These deposit types will not be discussed further because they are not the current target.

9 Exploration

This section covers work done by Group Ten Metals Inc. (previously called Ashburton Ventures) since optioning the Spy claims in 2013. Previous work up to 2006 is included in section 6. The work in 2015 was undertaken by Midnight Mining Services Ltd. and funded by Group Ten Metals Inc. with assistance from YMEP. Work done in 2015 included: staking 40 claims, prospecting, geochemical sampling, data compilation and digitizing and a geophysical review.

9.1 Staking & Prospecting

On November 25th, 2015; Tom Morgan and Nicolai Goeppel flew from Haines Junction using an A-Star provided by Kluane Helicopters, to stake SPY claims 87-126 and to prospect the adjacent areas. SPY 87-108 were staked at the southern end of the claim block, extending into the Congdon Creek drainage. SPY 109-115 were staked in the headwaters of Bock's Creek and the remainder were added to the northwest end of the claim block. Three areas were prospected and one sample collected from each area. See figures 6 and 7. Area descriptions below are summarized from a field report contained in Appendix 6.

9.1.1 Area A

Area A was investigated to look for potential continuation of the Spy sill, located down strike of known mineralization. A northeast trending ridge was traversed for approximately 1km within a volcanic package of mafic flows and andesitic dykes. Sample 15SPY02 was an oxidized sample of mafic volcanics cut by a steeply dipping andesitic dyke. Encountered lithologies could provide potential host for VMS mineralization.

9.1.2 Area B

Area B was to follow up on a sample taken during staking in spring. Prospecting was limited to the immediate area around a large >2m wide malachite stained boulder consisting of altered basalt. In the surrounding talus several other smaller boulders showed orange brown weathering with limonite, and locally semi-massive sulphide (Sample 15SPY03). Nearby bedrock exposure suggests a local source for mineralized rubble.

9.1.3 Area C

Area C was investigated due to obvious yellow-orange colouration in the soil associated with a contact between shallowly intruding mafic/intermediate dykes and sediments including sandstone, shale and lenses of limestone. Sample 15SPY01 was taken from this location from a mafic volcanic with limonite and minor sulphide blebs.

Table of prospecting sample results

Sample	Ni (ppm)	Cu (ppm)	Co (ppm)	Pt (ppb)	Pd (ppb)	Au (ppb)	Ag (ppb)
15SPY01	65.5	49.41	38.1	8	<10	2.8	31
15SPY02	83.8	394.2	37.6	5	<10	2.3	145
15SPY03	29.8	**7354.1**	23.2	8	<10	5	**3385**

9.2 Geochemical Sampling

From October 3 to 5th, 2015 Bill Harris and Debbie James traversed up Nines Creek twice and up Bock's Creek once. The purpose was to examine vehicle and foot access from the highway onto the Spy claims, to look for a suitable camp location, to become familiar with the geology of the area and to collect chip samples. Twenty nine samples were collected, mostly outcrop samples, but also a few silts and pan concentrates from creeks. Chip samples ranging from 0.5 to 5m long were collected from larger outcrops. Complete sample results including analysis certificates and digital files can be found in appendix 2. The table below contains selected samples and samples are plotted on figures 6 and 7.

Table of selected samples from 2015 geochemical sampling.

Sample	Length (m)	Ni (ppm)	Cu (ppm)	Co (ppm)	Pt (ppb)	Pd (ppb)	Au (ppb)	Ag (ppb)	rock
615754	2	192.1	73.98	39.2	9	11	1.1	815	Gabbro with quartz carbonate alteration. Minor comb quartz veinlets.
615755	1.5	155.9	82.09	33	6	<10	1	87	Listwanite, minor quartz veining
615756	2.7	151.1	84.8	34.8	11	<10	<0.2	54	Limonite altered gabbro.
615775	Grab	312.6	57.73	46.4	9	<10	2.3	22	Fault in gabbro
615777	Grab	**704.7**	170.03	**125.1**	<2	<10	5	80	Pyroxenite with minor dissem pyrrhotite.

9.3 Data Compilation

Digitizing of geological maps from the 2001 report by Tulk for Santoy Resources Ltd. (assessment report 094164) was started following the fieldwork and is ongoing. The map includes older work by INCO as well as Santoy sampling and mapping. Outcrop geology and plotted sample locations and results are being digitized. The work to date is shown in figures 8 and 9.

9.4 Geophysics

A geophysical data compilation and review was conducted using the 2015 regional airborne survey and the 2006 property airborne survey. The full report is contained in Appendix 4.

The scope of work was geophysical data compilation, grid filtering and review/interpretation on both the 2015 Kluane West airborne magnetic survey and data images from the 1996 MAG/EM Survey. The data

review consisted of a first pass look at the Spy sil magnetic characteristics and documentation of magnetic regional lineaments as they relate to the sill. Lineaments and trends were interpreted manually and through automated routines. A variety of data filtering processes were applied and images produced for discussion and interpretation. The review is a sampling of geophysical work that could be undertaken in combination with geological interpretation.

The 2015 Kluane West magnetic data is limited in its ability to target and explore for individual features such as the Spy sill. It is better suited to regional exploration. Images of the 1996 magnetic and frequency domain EM survey are of greater use in delineating the Spy sill. Unfortunately only images are available not the original data so that limits the options for applying filters. If this data could be accessed it would be much cheaper than acquiring new data.

In 2013 and 2014, a geophysical review accompanied by a petrophysical study was conducted on the property (Jackson, 2014). The petrophysical study was completed on surrounding lithological units in an effort to establish which physical properties of the mineralized zones could be readily differentiated from surrounding lithological units.

The petrophysical analysis indicated, as expected, that the ultramafic units have a consistent and high magnetic susceptibility. Moderately high susceptibility is also observed in the massive sulphides, the Nikolai group and gabbroic samples. The petrophysical analysis can be used to guide future exploration, with magnetic susceptibility, resistivity and chargeability providing an identifiable geophysical signature to the mineralization encountered on the property. The resistivity and chargeability results clearly identify all samples with noted massive sulfides regardless of whether they are within highly magnetic ultramafic assemblages or associated with the more moderate magnetic signature of the gabbroic units. A single peridotite sample with serpentine coated fractures is the only sample not associated with any mineralization to exhibit these same characteristics. While these are encouraging results they also indicate that false positive anomalies from altered ultramafics will likely be common in the surrounding area.

Figure 6; 2015 fieldwork north end

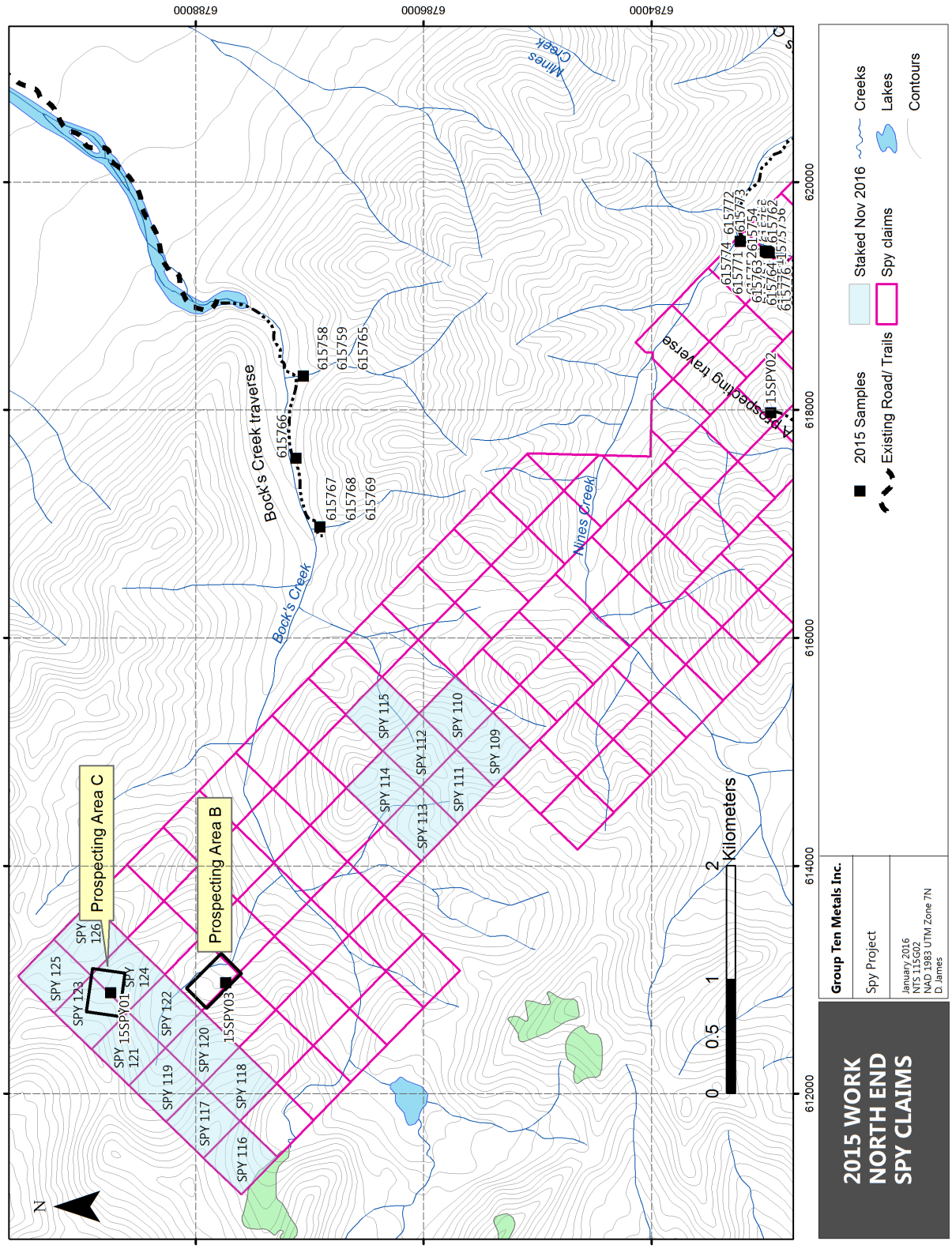


Figure 7: 2015 fieldwork south end

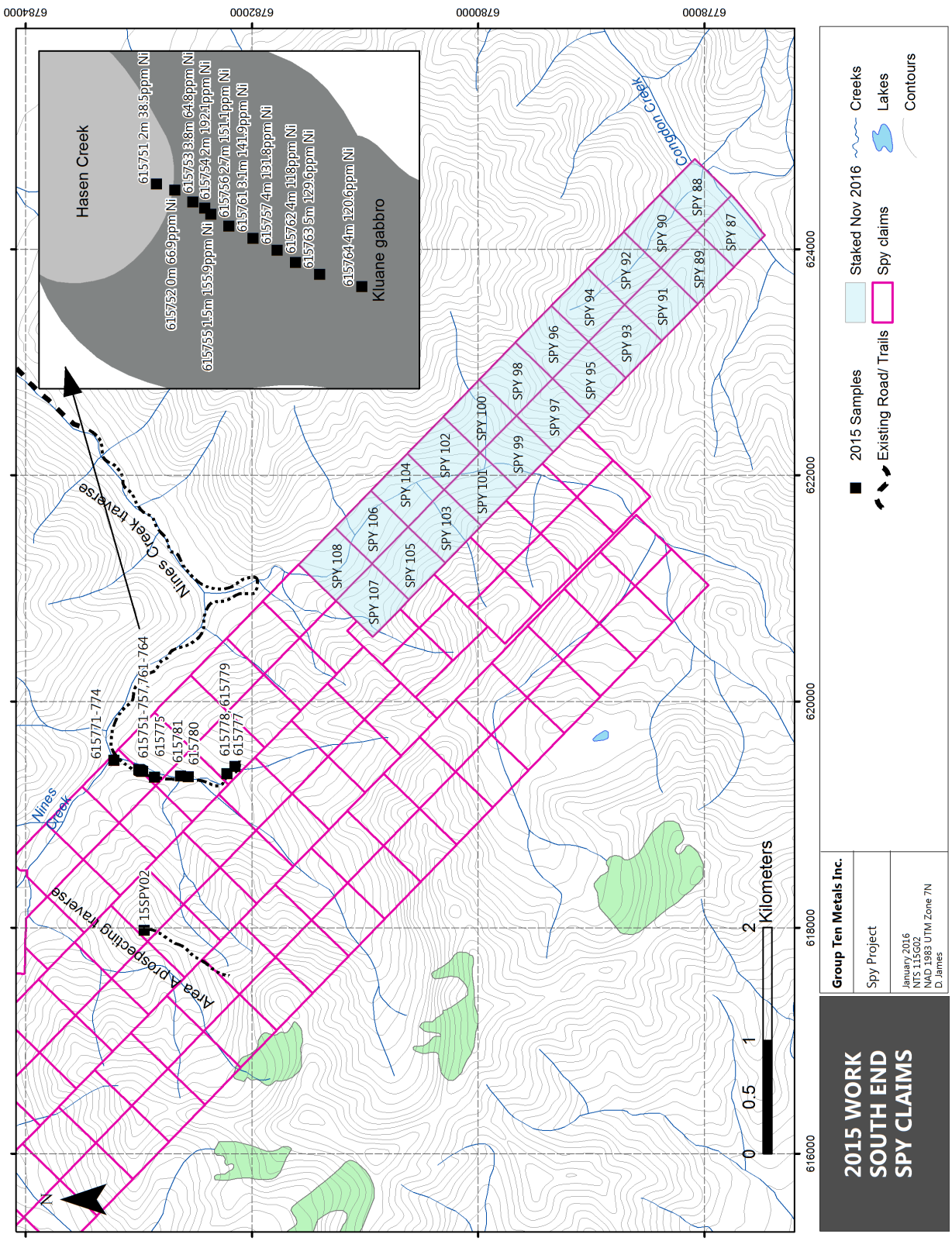


Figure 8: 2015 digitizing Ni and Cu values

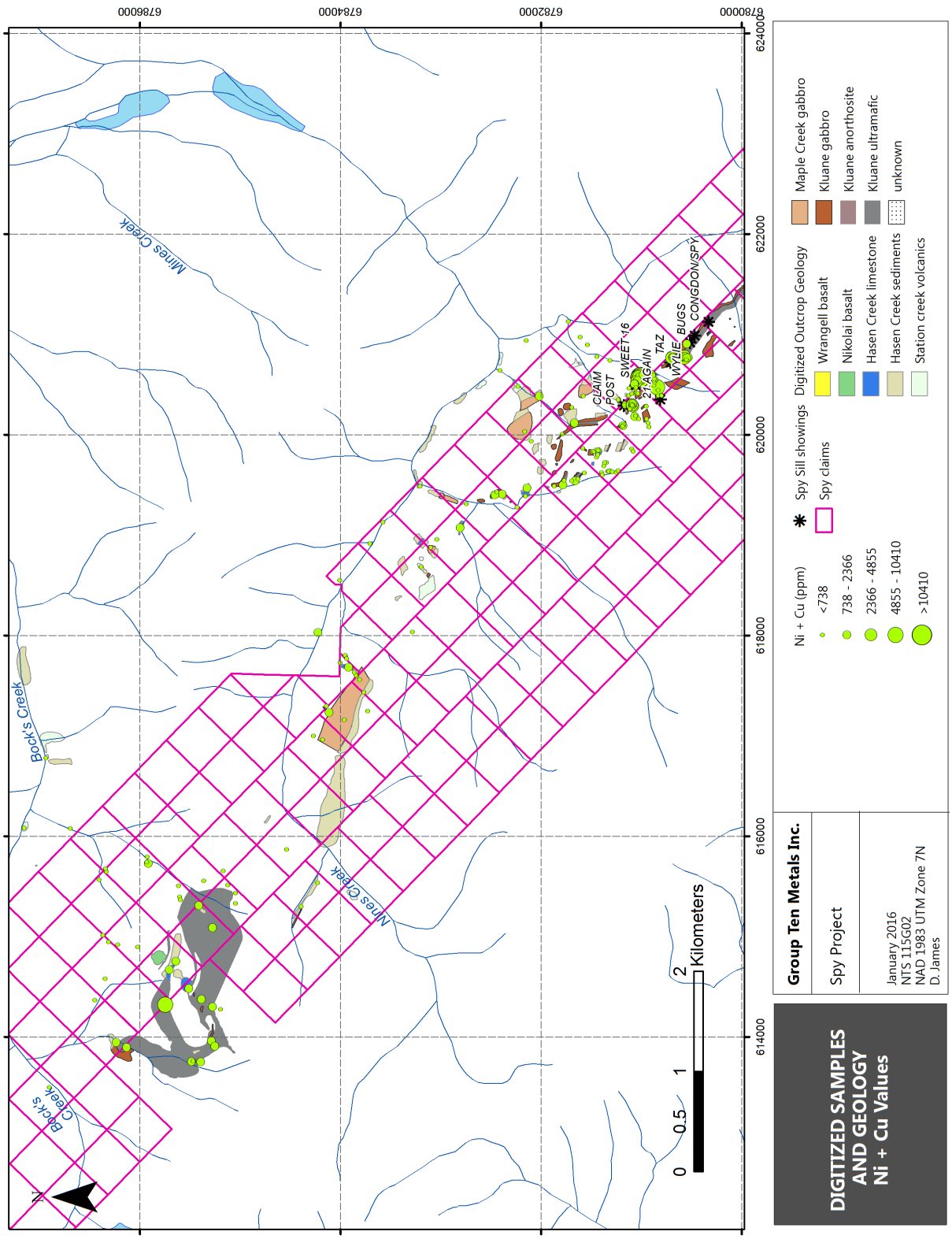
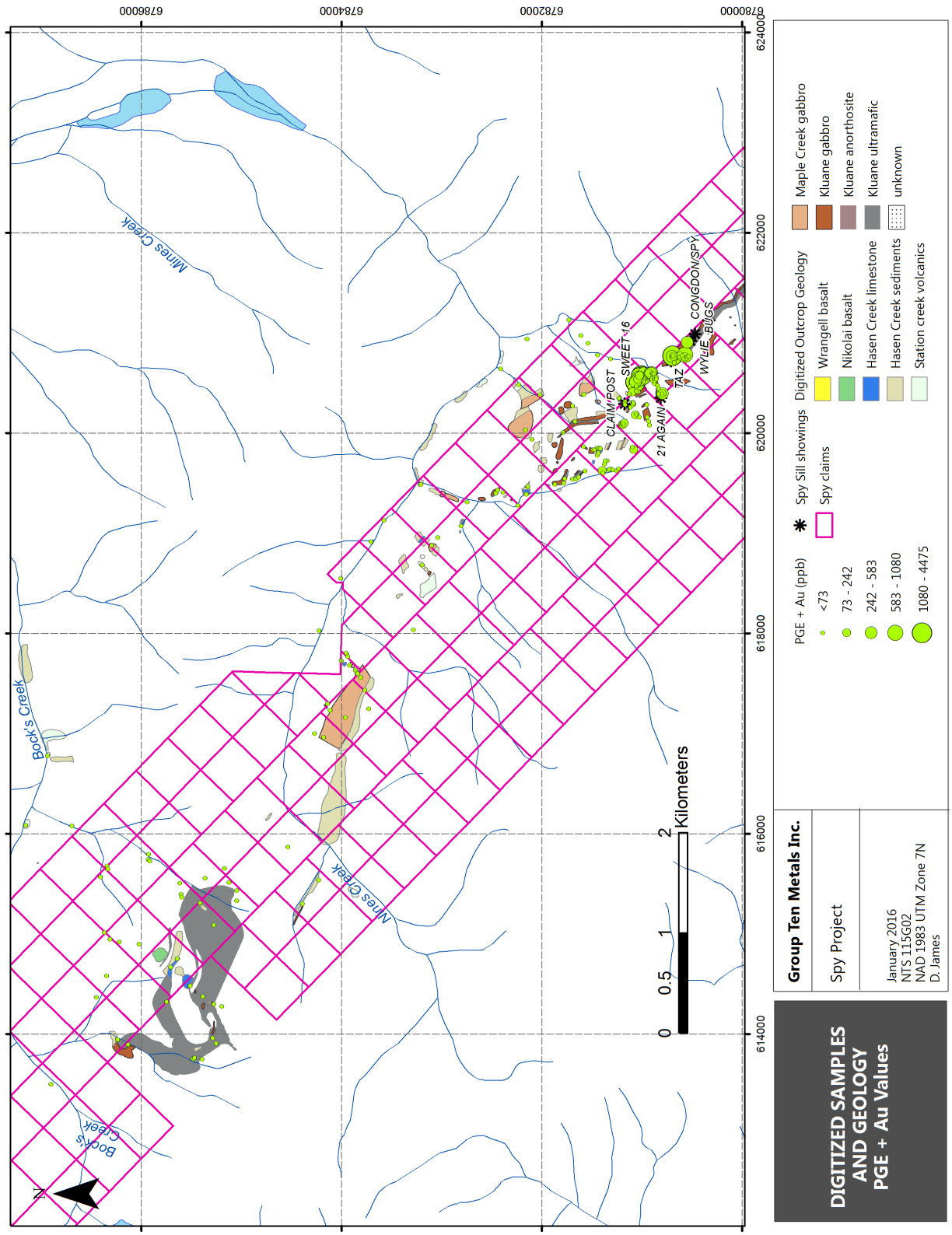


Figure 9: 2015 digitizing PGE and Au values



10 Adjacent Properties

Quartz claims surround the Spy claim block but most have recently expired and no significant work been recorded. There are five minfile occurrences in the vicinity of the Spy claim block: Dickson (115G005), Destruction (115G006), Windgap (115G009), Tony (115G098), and Kluane (115G099). All are Ni-Cu-PGE showings with the exception of Windgap which is a coal showing. Dickson was sold to the crown in 1978 and is now within Kluane National Park. The Destruction showing was last worked in 1953 and is on Kluane First Nation settlement land. Tony and Kluane were part of the original INCO Klu claim block staked in 1994, but no work has been recorded since 2001.

There are placer operation along Nines and Mines Creek. Placer claims along the Lower reaches of Nines Creek and all the Mines Creek placer claims are registered to Ming Lee. Claims on the upper reaches of Nines creek are registered to Ralph Keefe and the latest recorded work was in 2010 (Galambos, 2010).

11 Interpretation and Conclusions

Although the Spy Sill has been intensively sampled, recent drill hole results at the at the Wellgreen deposit have shifted attention from narrow, rich basal sulphides to the possibility of bulk tonnage deposits contained in the entire sill and the adjacent country rock. Previous sampling programs did not include a large component of consistent chip samples across the sill and country rock. Most of the samples are grab samples with no length and work was focused on exploring and evaluating mineralization at the basal contact of the Spy sill and underlying footwall siltstone of the Hasen Creek formation.

The bulk of INCO and Santoy's exploration work was focused on exploring and evaluating the nickel, copper and platinum group element mineralization known to exist at the basal contact of the Spy Sill and underlying footwall siltstone of the Hasen Creek formation. Showings discovered by Inco and Santoy extended massive and disseminated Ni, Cu and PGE mineralization at the Spy showing to over 950 m in strike length. Although other areas outside of the Spy sill were briefly examined, the Spy is currently the only area that appears to possess any economic potential.

The most useful filters and analyses from 2015 geophysical review report are lineament analysis and some of the higher frequency filters such as tilt derivative and VRMI that avoid magnetic remnants. It would be beneficial to access the original data from the 1996 geophysical surveys because the 2015 Kluane West airborne magnetic survey is better suited to regional exploration and does not have enough detail for tracking the Spy sill.

12 Recommendations

The Spy sill is close to being ready for a drill program. The Ni-Cu-PGE values and the consistency of mineralization over the 950m exposure are sufficient, but the area needs more ground work to delineate drill targets. The workplan for the 2014 YMEP laid out in the original proposal has only been partly

completed although it was revised with the addition of the geophysical work. It is recommended that work continue on the Spy project with a program similar to the one in the proposal with a few modifications. The bulk of work should take place on the Spy sill to delineate drill targets, and other work would include prospecting and investigation into prospective areas on the property. Activities include:

- Geophysical interpretation if the 1996 geophysical data can be accessed
- Chip sampling across the width of the sill and into the country rock.
- Trenching to uncover the sill in areas of low cover.
- Collection of heavy mineral characterization samples from the Spy sill and nearby streams.
- Prospecting and mapping the Kluane mafic-ultramafic and Skolai Group rocks from the north end of the Spy sill to the Lewis Intrusions.

The Spy project can be broken into three areas that require similar work. Area 1 covers the 1.5 km section of the Spy sill from the Sweet 16 showing southeast to the end of the claim block in Congdon Creek. It contains the continuous 950m exposed section between the Taz and Spy Showings and is the area of the property closest to being a drill target. This area will receive the most intensive work, including trenching, chip sampling and MMSIM sample collection.

Area 2 continues from the end of Area 1 northwest for 3km, stopping short of the north tributary to Nines Creek. In the southern half of Area 2 the Spy sill kinks north but ultramafic rocks have been mapped by Polestar and Pautler (2011) continuing straight northwest. Polestar also report anomalous rock samples from grid sampling over this area. The 1996 airborne geophysics clearly traces the sill as a linear magnetic high that turns north at 619500E, but subtle, secondary conductive features associated with patchy magnetic highs parallels the Spy sill to the northwest.

Area 3 covers the northwest end of the claim block. It covers a large area of territory, approx. 7 km by 3 km that has received very little work. INCO mapped the area well but sampling was limited and there do not appear to be any chip samples. Kluane suite mafic-ultramafic intrusions occur within this area – the Bock's Brook and Lewis intrusions, including the thick (up to 500m) southern Bock's Brook sill that is thickened by fault repetition. There is a large area of prospective Skolai Group mapped in Area 3, although quaternary cover obscures much of the area.

12.1 Proposed Activities

12.1.1 Data retrieval and compilation

Digitize the detailed Santoy geology maps and create a geochemical database from all samples collected on the property since the 1988 Polestar work. Attempt to access the 1996 INCO geophysical data. INCO was bought out by VALE and the data may be in their archives.

12.1.2 Trenching

Use hand and blast trenching to expose the sill where it is covered by overburden. In some areas slope stability and the size and amount of talus may preclude blasting. Key places for trenching are where the

Spy sill is buried between the Sweet 16 and Taz showings and in the Spy south central to south Nines Creek valley area. Deep auger sampling with a backpack motorized drill may be used to locate the base of the sill and to drill holes for blasting.

12.1.3 Chip Sampling

Chip sample across the width of the sill and into the country rock in the exposed area between the Taz and Congdon/Spy showings. Relocate Santoy's chip samples and extend sampling up and down section, concentrating on upsection. Santoy focused on the basal contact but the main body of the peridotite, the upper marginal contact and the overlying country rock should be tested. Hand or blast trenches may be needed to expose the sill for sampling. The area southeast of the Spy showing is steep and may be inaccessible. This area has the best continuous exposure of sill but is on a steep, north facing slope. If this area can be safely accessed it should also be chip sampled. Drilling may be the best exploration method so drill pad locations should be scouted for during the program.

12.1.4 Magmatic Massive Sulphide Indicator Mineral Study (MMSIM)

Collect and identify of heavy minerals associated with PGM mineralization on the Spy property, looking for indicator minerals like those used to find kimberlites and more recently porphyries. The Spy sill in particular provides an ideal setting for the study, as previous work indicates that the southern end is mineralized along its contact with the sedimentary rocks, whereas the degree of exposure of the sill to the north and its associated mineralization is poorly known. Heavy mineral sampling allows for the recovery of heavy minerals from streams draining an area of potential mineralization. This approach has proven successful for many other types of mineralization, but has apparently not been considered for Kluane-associated PGM mineralization. Heavy minerals that may indicate the presence of PGM mineralization are visually identified under a binocular microscope. For the orientation component of the study, collect a suite of mineralized Spy Sill and adjacent sedimentary rocks, disaggregate and identify the minerals associated with PGM mineralization. Also collect stream sediment samples at specific distances downstream from the known mineralization, in order to assess the dispersion of the indicator minerals into the transport environment. On the northern portion of the Spy claims, collect stream sediment samples for heavy mineral recovery, with the objective of recognizing potential undiscovered mineralization on the northern extension of the Spy Sill, the Bock's Brook intrusions and the Lewis intrusions.

12.1.5 Prospecting & Sampling

Prospecting and sampling will be done over the northern part of the project). Detailed INCO mapping will be used as a guide, but Group Ten will also prospect for Skolai outcrops. Some of this work will be done in conjunction with the heavy mineral sampling.

12.1.6 Other Work

While work is ongoing the area will be evaluated for potential drill pad locations.

12.2 Schedule

This section outlines a field program described above. Depending on weather conditions, field work would begin in early August.

Pre –Field Program

- Build geochemical sample database from Inco, Santoy and Resolve rock sample descriptions, maps and assay certificates.
- Review 1988 Polestar rock sampling and digitize all or some of the information.
- Review ultramafic fingerprinting efforts from Inco, Resolve.
- Attempt to get access to 1996 INCO geophysical data
- Geophysical interpretation if 1996 data can be accessed.

Field Program

Area 1 – Spy Sill chip sampling and trenching

- Mobe crew to accommodations.
- Two day orientation to determine best access to property and locate the Spy sill showings.
- Chip sampling and trenching across exposed Spy sill.
- Trenching to expose Spy sill on north and south ends where it is covered with overburden.
- Collection of heavy mineral samples in Spy sill area.

Area 2 - North end of Spy sill

- Investigate and prospect the area where the Spy sill kinks to the north.
- Follow up Polestar rock sample anomalies and ultramafic outcrops.
- Map and sample area.
- Collect heavy mineral samples.

Area 3 - North end of claims

- Investigate and prospect mapped locations of ultramafic rock and Skolai formation, minfile occurrences.
- Collect heavy mineral samples.

12.3 Budget

Costs and assumptions used in budget on the following page:

Travel to site: Budget is for combination of truck and helicopter travel. Depending on the state of the Nines Creek placer crews should be able to drive partway to site. From the end of the road crews will be airlifted to work sites. Depending on the distance and terrain crews may be able to walk back to trucks at the end of the day.

Camp: Crew will stay in a rental house or motel in Destruction Bay. A fly camp above the Spy sill will be considered.

Trenching: The best method for trenching will not be known until on site investigation has occurred. Budget includes blasting, but hand trenching and possibly deep auger sampling will also be used.

Fuel: $200 per day includes vehicles and helicopter.

Rare PGEs: Selected high grade platinum and/or palladium pulps or rejects will be rerun for the rare platinum group elements: Osmium, Iridium, Ruthenium and Rhodium. The actual number of samples to be analyzed will not be known until regular assay results are received. This analysis is expensive (~$150) so is a separate line item from regular analysis.

Acquire geophysical data. This is an unknown quantity and $10,000 has been budgeted to obtain the data. However, the asking price could range from $0 to the original cost of the survey- $114.530 in 1996. If the costs of obtaining the survey are prohibitive new geophysical surveys would be a better option.

Spy project budget

Pre-field program - geochemical database, geophysical data interpretation

		amount	time	unit cost	total
	geologist	1	4	500	$2,000
	GIS technician	1	8	350	$2,800
	acquire 1996 data			10,000	$10,000
	geophysical interpretation			12,000	$12,000
	total				**$26,800**

Area 1 - Spy sill chip sampling, trenching and PGIM mineral study - 12 days

	rock samples	300		45	$13,500
	stream MMSIM	7		300	$2,100
	rock MMSIM	6		500	$3,000
	4 acid on stream sample split	7		40	$280
Geochemistry	rare PGEs assay	10		150	$1,500
	senior geologist	1	12	500	$6,000
	jr geologist	1	12	400	$4,800
Labour	field technician	1	12	350	$4,200
	blaster	1	6	400	$2,400
	blaster's assistant	1	6	275	$1,650
	camp costs	1	48	100	$4,800
Camp, travel,	fuel		12	200	$2,400
logistics	truck	2	12	50	$1,200
	helicopter	1	10	1600	$16,000
Supplies	blasting - powder, b-line, amex, caps				$3,000
total cost area 1					**$66,830**

Area 2 - North end of Spy sill exposure to Bock's Brook intrusion - 5 days

	rock samples	50		45	$2,250
	stream MMSIM	2		300	$600
Geochemistry	4 acid on stream sample split	2		40	$80
	senior geologist	1	5	500	$2,500
Labour	junior geologist	1	5	400	$2,000
	field technician	1	5	350	$1,750
	camp costs	1	15	100	$1,500
Camp, travel,	fuel	1	5	200	$1,000
logistics	truck	1	5	50	$250
	helicopter	1	10	1600	$16,000
total cost area 2					**$27,930**

Area 3 - North end of claim block - 3 days

Geochemistry	rock samples	75		45	$3,375
	stream MMSIM	6		300	$1,800
	rock MMSIM	2		500	$1,000
	4 acid on stream sample split	6		40	$240
Labour	senior geologist	1	3	500	$1,500
	prospector	1	3	350	$1,050
	jr geologist	1	3	400	$1,200
Camp, travel, logistics	camp costs	1	12	100	$1,200
	fuel		3	200	$600
	truck	1	3	50	$150
	helicopter	1	10	1600	$16,000
total cost area 3					**$28,115**

Subtotal - field	**$149,675**
contingency 15%	$22,451.25
Field Total	$172,126
Report Writing and GIS	$5,000

Entire program	**$177,126**

13 References

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14 Appendix 1 Claim List

Grant Number	STATUS	LABEL	OWNER	STAKING DATE	RECORDED DATE	EXPIRY DATE
YC66812	Active	VM 1	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2017
YC66813	Active	VM 2	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2016
YC66814	Active	VM 3	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2016
YC66815	Active	VM 4	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2017
YC66816	Active	VM 5	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2016
YC66817	Active	VM 6	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2016
YC66818	Active	VM 7	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2016
YC66819	Active	VM 8	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2016
YC66820	Active	VM 9	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2016
YC66821	Active	VM 10	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2016
YC66822	Active	VM 11	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2016
YC66823	Active	VM 12	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2016
YC66824	Active	VM 13	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2016
YC66825	Active	VM 14	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2016
YC66826	Active	VM 15	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2016
YC66827	Active	VM 16	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2016
YC66828	Active	VM 17	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2016
YC66829	Active	VM 18	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2016
YC66830	Active	VM 19	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2016
YC66831	Active	VM 20	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2016
YC66832	Active	VM 21	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2016
YC66833	Active	VM 22	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2016
YC66834	Active	VM 23	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2016
YC66835	Active	VM 24	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2016
YC66836	Active	VM 25	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2016
YC66837	Active	VM 26	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2016
YC66838	Active	VM 27	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2016
YC66839	Active	VM 28	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2016
YC66840	Active	VM 29	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2016
YC66841	Active	VM 30	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2016
YC66842	Active	VM 31	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2016
YC66843	Active	VM 32	Tom Morgan - 100%	2/19/2008	2/21/2008	2/21/2016
YE10801	Active	SPY 1	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10802	Active	SPY 2	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10803	Active	SPY 3	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10804	Active	SPY 4	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10805	Active	SPY 5	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10806	Active	SPY 6	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10807	Active	SPY 7	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10808	Active	SPY 8	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016

Grant Number	STATUS	LABEL	OWNER	STAKING DATE	RECORDED DATE	EXPIRY DATE
YE10809	Active	SPY 9	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10810	Active	SPY 10	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10811	Active	SPY 11	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10812	Active	SPY 12	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10813	Active	SPY 13	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10814	Active	SPY 14	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10815	Active	SPY 15	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10816	Active	SPY 16	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10817	Active	SPY 17	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10818	Active	SPY 18	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10819	Active	SPY 19	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10820	Active	SPY 20	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10821	Active	SPY 21	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10822	Active	SPY 22	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10823	Active	SPY 23	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10824	Active	SPY 24	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10825	Active	SPY 25	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10826	Active	SPY 26	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10827	Active	SPY 27	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10828	Active	SPY 28	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10829	Active	SPY 29	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10830	Active	SPY 30	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10831	Active	SPY 31	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10832	Active	SPY 32	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10833	Active	SPY 33	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10834	Active	SPY 34	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10835	Active	SPY 35	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10836	Active	SPY 36	Group Ten Metals Inc. -	3/19/2015	4/1/2015	4/1/2016

Grant Number	STATUS	LABEL	OWNER	STAKING DATE	RECORDED DATE	EXPIRY DATE
			100%			
YE10837	Active	SPY 37	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10838	Active	SPY 38	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10839	Active	SPY 39	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10840	Active	SPY 40	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10841	Active	SPY 41	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10842	Active	SPY 42	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10843	Active	SPY 43	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10844	Active	SPY 44	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10845	Active	SPY 45	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10846	Active	SPY 46	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10847	Active	SPY 47	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10848	Active	SPY 48	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10849	Active	SPY 49	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10850	Active	SPY 50	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10851	Active	SPY 51	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10852	Active	SPY 52	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10853	Active	SPY 53	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10854	Active	SPY 54	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10855	Active	SPY 55	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10856	Active	SPY 56	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10857	Active	SPY 57	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10858	Active	SPY 58	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10859	Active	SPY 59	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10860	Active	SPY 60	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10861	Active	SPY 61	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10862	Active	SPY 62	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10863	Active	SPY 63	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016

Grant Number	STATUS	LABEL	OWNER	STAKING DATE	RECORDED DATE	EXPIRY DATE
YE10864	Active	SPY 64	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10865	Active	SPY 65	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10866	Active	SPY 66	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10867	Active	SPY 67	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10868	Active	SPY 68	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10869	Active	SPY 69	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10870	Active	SPY 70	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10871	Active	SPY 71	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10872	Active	SPY 72	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10873	Active	SPY 73	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10874	Active	SPY 74	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10875	Active	SPY 75	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10876	Active	SPY 76	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10877	Active	SPY 77	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10878	Active	SPY 78	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10879	Active	SPY 79	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10880	Active	SPY 80	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10881	Active	SPY 81	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10882	Active	SPY 82	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10883	Active	SPY 83	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10884	Active	SPY 84	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10885	Active	SPY 85	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE10886	Active	SPY 86	Group Ten Metals Inc. - 100%	3/19/2015	4/1/2015	4/1/2016
YE69339	Active	V 1	Tom Morgan - 100%	7/27/2011	8/18/2011	2/21/2016
YE69340	Active	V 2	Tom Morgan - 100%	7/27/2011	8/18/2011	2/21/2016
YE69341	Active	V 3	Tom Morgan - 100%	7/27/2011	8/18/2011	2/21/2016
YE69342	Active	V 4	Tom Morgan - 100%	7/27/2011	8/18/2011	2/21/2016
YE69343	Active	V 5	Tom Morgan - 100%	7/27/2011	8/18/2011	2/21/2016
YE69344	Active	V 6	Tom Morgan - 100%	7/27/2011	8/18/2011	2/21/2016
YE69345	Active	V 7	Tom Morgan - 100%	7/27/2011	8/18/2011	2/21/2016
YE69346	Active	V 8	Tom Morgan - 100%	7/27/2011	8/18/2011	2/21/2016

Grant Number	STATUS	LABEL	OWNER	STAKING DATE	RECORDED DATE	EXPIRY DATE
YE69347	Active	V 9	Tom Morgan - 100%	7/27/2011	8/18/2011	2/21/2016
YE69348	Active	V 10	Tom Morgan - 100%	7/27/2011	8/18/2011	2/21/2016
YE69349	Active	V 11	Tom Morgan - 100%	7/27/2011	8/18/2011	2/21/2016
YE69350	Active	V 12	Tom Morgan - 100%	7/27/2011	8/18/2011	2/21/2016
YE69351	Active	V 13	Tom Morgan - 100%	7/27/2011	8/18/2011	2/21/2016
YE69352	Active	V 14	Tom Morgan - 100%	7/27/2011	8/18/2011	2/21/2016
YE69353	Active	V 15	Tom Morgan - 100%	7/27/2011	8/18/2011	2/21/2016
YE69354	Active	V 16	Tom Morgan - 100%	7/27/2011	8/18/2011	2/21/2016
YE69355	Active	V 17	Tom Morgan - 100%	7/27/2011	8/18/2011	2/21/2016
YE69356	Active	V 18	Tom Morgan - 100%	7/27/2011	8/18/2011	2/21/2016
YE69357	Active	V 19	Tom Morgan - 100%	7/27/2011	8/18/2011	2/21/2016
YE69358	Active	V 20	Tom Morgan - 100%	7/27/2011	8/18/2011	2/21/2016
YE69359	Active	V 21	Tom Morgan - 100%	7/27/2011	8/18/2011	2/21/2016
YE69360	Active	V 22	Tom Morgan - 100%	7/27/2011	8/18/2011	2/21/2016
YE69361	Active	V 23	Tom Morgan - 100%	7/27/2011	8/18/2011	2/21/2016
YE69362	Active	V 24	Tom Morgan - 100%	7/27/2011	8/18/2011	2/21/2016
YE69363	Active	V 25	Tom Morgan - 100%	7/27/2011	8/18/2011	2/21/2016
YE69364	Active	V 26	Tom Morgan - 100%	7/27/2011	8/18/2011	2/21/2016
YE69365	Active	V 27	Tom Morgan - 100%	7/27/2011	8/18/2011	2/21/2016
YE69366	Active	V 28	Tom Morgan - 100%	7/27/2011	8/18/2011	2/21/2016
YF47275	Active	SPY 87	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47276	Active	SPY 88	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47277	Active	SPY 89	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47278	Active	SPY 90	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47279	Active	SPY 91	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47280	Active	SPY 92	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47281	Active	SPY 93	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47282	Active	SPY 94	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47283	Active	SPY 95	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47284	Active	SPY 96	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47285	Active	SPY 97	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47286	Active	SPY 98	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47287	Active	SPY 99	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47288	Active	SPY 100	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47289	Active	SPY 101	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47290	Active	SPY 102	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47291	Active	SPY 103	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47292	Active	SPY 104	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47293	Active	SPY 105	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47294	Active	SPY 106	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47295	Active	SPY 107	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47296	Active	SPY 108	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47297	Pending	SPY 109	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47298	Pending	SPY 110	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47299	Pending	SPY 111	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47300	Pending	SPY 112	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47301	Pending	SPY 113	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47302	Pending	SPY 114	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47303	Pending	SPY 115	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47304	Pending	SPY 116	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47305	Pending	SPY 117	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016

Grant Number	STATUS	LABEL	OWNER	STAKING DATE	RECORDED DATE	EXPIRY DATE
YF47306	Pending	SPY 118	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47307	Pending	SPY 119	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47308	Pending	SPY 120	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47309	Pending	SPY 121	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47310	Pending	SPY 122	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47311	Pending	SPY 123	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47312	Pending	SPY 124	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47313	Pending	SPY 125	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016
YF47314	Pending	SPY 126	Bill Harris - 100%	11/25/2015	11/26/2015	11/26/2016

15 Appendix 2: 2015 rock samples

Hardcopy and digital files

BUREAU VERITAS MINERAL LABORATORIES Canada

www.bureauveritas.com/um

Bureau Veritas Commodities Canada Ltd.
9050 Shaughnessy St Vancouver BC V6P 6E5 CANADA
PHONE (604) 253-3158

Client: **Midnight Mining**
Box 31347
Whitehorse YT Y1A 5P7 CANADA

Submitted By: Debbie James
Receiving Lab: Canada-Whitehorse
Received: January 04, 2016
Report Date: January 18, 2016
Page: 1 of 2

CERTIFICATE OF ANALYSIS WHI16000001.1

CLIENT JOB INFORMATION

Project: SPY
Shipment ID: SPY1
P.O. Number
Number of Samples: 30

SAMPLE DISPOSAL

RTRN-PLP Return
RTRN-RJT Return

Bureau Veritas does not accept responsibility for samples left at the laboratory after 90 days without prior written instructions for sample storage or return.

SAMPLE PREPARATION AND ANALYTICAL PROCEDURES

Procedure Code	Number of Samples	Code Description	Test Wgt (g)	Report Status	Lab
PRP70-250	29	Crush, split and pulverize 250 g rock to 200 mesh			WHI
AQ252_PGM	30	1:1:1 Aqua Regia digestion Ultratrace ICP-MS analysis	30	Completed	VAN
SHP01	30	Per sample shipping charges for branch shipments			WHI

ADDITIONAL COMMENTS

Invoice To: Midnight Mining
Box 31347
Whitehorse YT Y1A 5P7
CANADA

CC: Bill Harris
Sue Craig

BRITISH COLUMBIA CERTIFIED ASSAYER
MARCUS LAU
Geochemical Laboratory Manager

This report supersedes all previous preliminary and final reports with this file number dated prior to the date on this certificate. Signature indicates final approval; preliminary reports are unsigned and should be used for reference only.
All results are considered the confidential property of the client. Bureau Veritas assumes the liabilities for actual cost of analysis only. Results apply to samples as submitted.
"*" asterisk indicates that an analytical result could not be provided due to unusually high levels of interference from other elements.

BUREAU VERITAS MINERAL LABORATORIES Canada

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Bureau Veritas Commodities Canada Ltd.

9050 Shaughnessy St Vancouver BC V6P 6E5 CANADA
PHONE (604) 253-3158

Client: **Midnight Mining**
Box 31347
Whitehorse YT Y1A 5P7 CANADA

Project: SPY
Report Date: January 18, 2016

CERTIFICATE OF ANALYSIS WHI16000001.1

	Method	WGHT	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252
	Analyte	Wgt	Mo	Cu	Pb	Zn	Ag	Ni	Co	Mn	Fe	As	U	Au	Th	Sr	Cd	Sb	Bi	V	Ca
	Unit	kg	ppm	ppm	ppm	ppm	ppb	ppm	ppm	ppm	%	ppm	ppm	ppb	ppm	ppm	ppm	ppm	ppm	ppm	%
	MDL	0.01	0.01	0.01	0.01	0.1	2	0.1	0.1	1	0.01	0.1	0.1	0.2	0.1	0.5	0.01	0.02	0.02	2	0.01
615751	Rock	2.61	0.83	94.63	17.47	140.1	194	38.5	11.2	736	3.34	53.4	0.2	5.0	1.0	45.9	0.28	1.86	0.07	50	1.09
615752	Rock	0.86	2.05	60.21	5.72	100.4	422	66.9	20.4	1083	4.25	51.7	0.1	5.1	0.5	55.7	0.17	1.03	0.07	75	0.92
615753	Rock	2.21	0.72	51.56	3.03	95.8	345	64.8	18.5	1260	4.30	61.0	0.1	4.8	0.4	92.3	0.29	1.12	0.02	83	4.07
615754	Rock	1.38	0.22	73.98	1.30	86.6	815	192.1	39.2	1139	5.55	9.1	<0.1	1.1	0.3	89.1	0.28	0.31	<0.02	124	6.29
615755	Rock	1.52	0.13	82.09	0.86	54.1	87	155.9	33.0	784	4.34	3.8	<0.1	1.0	0.3	47.7	0.04	0.09	<0.02	83	2.72
615756	Rock	2.03	0.10	84.80	0.55	55.9	54	151.1	34.8	686	4.33	2.3	<0.1	<0.2	0.2	36.0	0.02	0.03	<0.02	67	1.79
615757	Rock	4.21	0.20	86.14	0.89	52.2	49	131.8	31.6	578	4.03	12.2	<0.1	0.8	0.3	31.1	0.05	0.29	<0.02	75	2.05
615760	Rock Pulp	0.06	0.09	2.13	2.00	50.1	12	3.9	4.4	583	1.86	<0.1	2.4	<0.2	4.1	47.7	<0.01	<0.02	0.05	36	0.45
615761	Rock	2.78	0.15	87.05	0.40	57.7	43	141.9	32.5	633	4.32	0.6	<0.1	1.3	0.3	32.5	0.05	0.05	<0.02	73	1.98
615762	Rock	5.17	0.13	83.98	1.03	52.1	90	118.0	30.9	741	4.18	18.1	<0.1	0.9	0.3	33.9	0.02	0.40	<0.02	85	2.87
615763	Rock	7.96	0.13	76.32	1.11	50.2	66	129.6	31.0	681	4.08	32.6	<0.1	0.3	0.3	44.2	0.04	0.76	<0.02	93	3.22
615764	Rock	2.97	0.12	78.16	1.17	48.8	62	120.6	30.4	627	3.99	25.3	<0.1	2.1	0.2	38.5	0.02	0.72	<0.02	103	2.70
615766	Rock	1.51	25.91	22.39	11.88	138.5	624	30.2	30.3	821	4.86	84.0	5.4	<0.2	0.4	594.5	1.47	4.35	0.07	79	14.72
615769	Rock	1.88	0.27	60.05	0.39	66.7	45	39.8	33.3	1069	5.91	0.5	<0.1	<0.2	<0.1	123.5	0.12	0.13	<0.02	181	5.10
615771	Rock	1.12	0.54	80.64	5.46	70.2	112	19.9	25.2	1184	5.37	33.7	<0.1	<0.2	0.6	125.7	0.13	1.03	0.02	64	5.21
615772	Rock	1.91	0.94	25.41	3.11	56.1	71	4.8	4.9	697	2.16	13.0	<0.1	0.3	0.3	50.6	0.17	3.08	0.09	10	1.95
615773	Rock	2.10	0.37	30.60	5.54	43.7	31	4.5	4.1	561	2.05	20.7	0.1	<0.2	0.7	38.2	0.07	5.02	<0.02	10	1.35
615774	Rock	1.05	0.35	30.49	2.96	43.5	25	3.9	4.5	642	2.24	14.6	0.1	0.8	0.6	65.3	0.13	4.27	<0.02	6	1.56
615775	Rock	1.22	0.11	57.73	0.72	66.4	22	312.6	46.4	647	4.88	0.4	<0.1	2.3	0.3	44.9	0.08	<0.02	<0.02	58	1.83
615776	Rock	1.82	0.19	97.62	0.40	41.6	44	97.9	27.1	361	3.31	5.2	<0.1	<0.2	0.4	38.1	0.02	0.33	<0.02	65	1.14
615777	Rock	1.94	0.14	170.03	1.48	70.7	80	704.7	125.1	1114	8.48	0.6	<0.1	5.0	0.2	10.8	0.08	<0.02	<0.02	23	0.31
615778	Rock	1.57	0.08	24.98	0.48	18.6	20	57.0	13.8	2321	2.29	0.4	<0.1	0.3	<0.1	98.5	<0.01	0.03	<0.02	53	18.94
615779	Rock	1.29	0.09	78.80	0.48	51.0	29	94.5	30.4	552	4.28	0.6	0.1	0.4	0.4	20.3	0.01	0.05	<0.02	85	1.33
615780	Rock	1.62	0.32	119.50	1.40	65.4	60	66.0	26.9	631	4.47	3.4	<0.1	1.4	0.3	40.3	0.08	0.21	<0.02	132	4.23
615781	Rock	1.50	0.20	82.00	0.95	44.6	38	85.4	26.4	365	3.26	0.6	<0.1	0.5	0.3	60.5	0.04	<0.02	<0.02	39	1.72
15SPY01	Rock	2.77	0.68	49.41	2.08	71.1	31	65.5	38.1	637	5.07	1.7	0.4	2.8	0.7	104.2	0.11	0.09	<0.02	131	1.51
15SPY02	Rock	3.04	0.21	394.20	0.68	44.6	145	83.8	37.6	503	3.35	2.1	<0.1	2.3	0.1	30.5	0.07	0.15	<0.02	53	1.76
15SPY03	Rock	6.87	0.46	7354.10	0.95	62.3	3385	29.8	23.2	536	4.60	20.5	0.3	5.0	0.7	34.3	0.29	1.32	1.17	155	2.55
15AKK01	Rock	1.75	2.43	9591.11	5.71	93.1	2594	>10000	968.1	332	29.05	19.9	0.6	137.2	0.4	17.5	1.06	0.29	0.60	55	2.12
15AKK02	Rock	6.87	0.41	260.57	1.06	11.2	122	2439.7	138.2	1298	8.28	1.4	0.4	7.1	0.2	45.1	0.04	0.15	0.08	22	13.77

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Bureau Veritas Commodities Canada Ltd.
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Whitehorse YT Y1A 5P7 CANADA

Project: SPY
Report Date: January 18, 2016

CERTIFICATE OF ANALYSIS WHI16000001.1

	Method	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252
	Analyte	P	La	Cr	Mg	Ba	Ti	B	Al	Na	K	W	Sc	Tl	S	Hg	Se	Te	Ga	Pd	Pt
	Unit	%	ppm	ppm	%	ppm	%	ppm	%	%	%	ppm	ppm	ppm	%	ppb	ppm	ppm	ppm	ppb	ppb
	MDL	0.001	0.5	0.5	0.01	0.5	0.001	1	0.01	0.001	0.01	0.1	0.1	0.02	0.02	5	0.1	0.02	0.1	10	2
615751	Rock	0.016	3.3	19.0	0.57	295.6	0.001	20	0.42	0.030	0.14	<0.1	8.4	0.04	0.03	420	0.2	0.06	1.1	<10	<2
615752	Rock	0.014	2.1	54.5	0.65	364.0	0.001	28	0.67	0.011	0.16	<0.1	13.2	0.05	0.03	478	0.2	<0.02	2.0	<10	<2
615753	Rock	0.021	2.4	91.2	1.89	260.3	0.002	22	0.66	0.016	0.12	0.2	12.6	0.04	0.03	254	<0.1	<0.02	1.5	<10	2
615754	Rock	0.027	2.6	309.1	3.76	62.1	0.017	32	1.78	0.083	0.11	0.2	21.4	<0.02	<0.02	173	<0.1	<0.02	5.0	11	9
615755	Rock	0.030	2.4	149.6	3.41	281.6	0.054	28	2.33	0.117	0.11	<0.1	8.3	<0.02	0.03	17	<0.1	<0.02	6.0	<10	6
615756	Rock	0.029	2.4	98.7	3.09	24.8	0.039	27	2.15	0.089	0.08	<0.1	5.7	<0.02	<0.02	17	0.2	<0.02	4.9	<10	11
615757	Rock	0.031	2.0	149.8	3.17	14.4	0.072	15	2.42	0.073	0.06	0.1	7.0	<0.02	<0.02	10	0.2	<0.02	5.5	14	12
615760	Rock Pulp	0.086	5.8	33.1	0.62	261.2	0.129	<1	0.85	0.033	0.54	<0.1	2.2	0.40	<0.02	<5	<0.1	<0.02	5.0	<10	<2
615761	Rock	0.031	2.2	116.5	3.22	17.1	0.070	19	2.59	0.085	0.07	<0.1	6.3	<0.02	<0.02	11	0.2	<0.02	5.7	<10	11
615762	Rock	0.030	2.0	179.2	3.24	13.8	0.068	39	2.12	0.045	0.05	0.2	10.3	<0.02	<0.02	<5	<0.1	<0.02	4.9	17	12
615763	Rock	0.027	1.7	235.7	3.32	20.0	0.064	43	2.44	0.050	0.06	0.2	11.6	0.02	<0.02	6	0.1	<0.02	5.9	<10	11
615764	Rock	0.027	1.5	284.6	3.20	18.0	0.094	33	2.81	0.066	0.07	0.1	11.6	<0.02	0.03	14	<0.1	<0.02	6.5	19	9
615766	Rock	3.737	42.4	28.0	0.39	27.3	0.030	12	1.18	0.229	0.19	2.0	4.7	0.19	4.74	205	8.6	0.33	2.9	<10	<2
615769	Rock	0.047	2.6	57.7	3.30	93.2	0.132	28	1.50	0.038	0.05	<0.1	24.2	0.02	0.07	139	0.2	<0.02	5.7	<10	<2
615771	Rock	0.110	3.8	12.9	2.08	333.8	0.001	31	0.68	0.028	0.29	<0.1	16.3	0.15	0.16	1323	0.3	<0.02	1.4	<10	<2
615772	Rock	0.019	1.6	2.7	0.63	445.0	<0.001	19	0.30	0.025	0.15	<0.1	5.0	0.03	0.07	958	<0.1	<0.02	0.8	<10	<2
615773	Rock	0.035	4.5	4.0	0.48	451.4	0.001	14	0.29	0.055	0.12	<0.1	5.6	0.02	0.08	453	<0.1	<0.02	0.8	<10	<2
615774	Rock	0.022	3.6	1.9	0.48	1142.0	<0.001	16	0.33	0.021	0.23	<0.1	4.6	0.04	0.07	435	<0.1	<0.02	0.7	<10	<2
615775	Rock	0.023	1.5	206.5	5.66	18.2	0.085	15	3.76	0.132	0.03	<0.1	10.7	<0.02	<0.02	14	<0.1	<0.02	6.6	<10	9
615776	Rock	0.037	2.5	121.8	2.35	28.0	0.104	5	2.56	0.107	0.07	0.1	4.9	<0.02	0.02	<5	<0.1	<0.02	6.0	<10	7
615777	Rock	0.018	2.1	304.8	17.03	32.2	0.030	160	1.37	0.010	0.13	<0.1	9.1	0.04	0.06	6	0.2	<0.02	2.8	<10	<2
615778	Rock	0.010	3.0	206.4	0.59	125.6	0.008	4	1.13	0.012	0.16	<0.1	7.7	0.04	<0.02	10	<0.1	<0.02	2.8	<10	<2
615779	Rock	0.025	2.0	222.8	3.31	52.4	0.114	8	3.18	0.081	0.07	<0.1	9.5	<0.02	<0.02	10	<0.1	<0.02	9.3	<10	6
615780	Rock	0.041	3.7	100.2	2.21	33.0	0.184	13	2.64	0.102	0.06	0.1	16.3	<0.02	<0.02	11	<0.1	<0.02	8.3	<10	7
615781	Rock	0.025	1.6	111.5	2.55	42.1	0.085	4	3.36	0.300	0.07	<0.1	4.8	<0.02	<0.02	10	0.3	<0.02	6.7	<10	9
15SPY01	Rock	0.115	5.8	125.6	4.09	14.3	0.251	5	3.94	0.035	0.12	0.2	11.6	0.04	0.07	7	0.3	0.04	9.0	<10	8
15SPY02	Rock	0.071	2.0	105.6	1.64	10.6	0.191	2	1.85	0.041	0.03	<0.1	8.3	0.03	0.38	24	0.7	<0.02	4.0	<10	5
15SPY03	Rock	0.068	3.3	15.4	1.71	30.6	0.177	4	2.70	0.377	0.09	<0.1	16.3	<0.02	0.49	23	6.1	0.65	8.2	<10	8
15AKK01	Rock	0.020	2.0	150.3	0.84	66.5	0.067	5	1.31	0.033	0.13	1.6	3.8	0.15	6.81	621	48.7	2.18	4.0	481	188
15AKK02	Rock	0.023	0.6	25.4	0.48	2.6	0.027	3	1.08	0.007	<0.01	2.2	3.8	<0.02	2.33	26	7.0	0.07	5.7	69	22

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QUALITY CONTROL REPORT WHI16000001.1

	Method	WGHT	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252
	Analyte	Wgt	Mo	Cu	Pb	Zn	Ag	Ni	Co	Mn	Fe	As	U	Au	Th	Sr	Cd	Sb	Bi	V	Ca
	Unit	kg	ppm	ppm	ppm	ppm	ppb	ppm	ppm	ppm	%	ppm	ppm	ppb	ppm	ppm	ppm	ppm	ppm	ppm	%
	MDL	0.01	0.01	0.01	0.01	0.1	2	0.1	0.1	1	0.01	0.1	0.1	0.2	0.1	0.5	0.01	0.02	0.02	2	0.01
Pulp Duplicates																					
615764	Rock	2.97	0.12	78.16	1.17	48.8	62	120.6	30.4	627	3.99	25.3	<0.1	2.1	0.2	38.5	0.02	0.72	<0.02	103	2.70
REP 615764	QC		0.14	76.38	1.22	46.2	66	120.8	30.0	634	3.97	24.5	<0.1	1.6	0.3	38.9	0.04	0.75	<0.02	102	2.68
15AKK02	Rock	6.87	0.41	260.57	1.06	11.2	122	2439.7	138.2	1298	8.28	1.4	0.4	7.1	0.2	45.1	0.04	0.15	0.08	22	13.77
REP 15AKK02	QC		0.48	253.62	1.10	10.6	135	2390.3	136.0	1279	8.13	1.4	0.3	3.0	0.3	44.8	0.04	0.11	0.07	22	13.73
Core Reject Duplicates																					
615771	Rock	1.12	0.54	80.64	5.46	70.2	112	19.9	25.2	1184	5.37	33.7	<0.1	<0.2	0.6	125.7	0.13	1.03	0.02	64	5.21
DUP 615771	QC		1.28	79.31	5.97	72.7	122	19.9	24.7	1166	5.30	36.0	0.2	<0.2	0.5	138.5	0.19	1.15	0.03	67	5.33
Reference Materials																					
STD DS10	Standard		14.27	153.80	159.42	373.7	2010	74.9	13.2	893	2.79	46.1	2.8	80.7	7.6	66.2	2.52	8.67	12.86	43	1.07
STD DS10	Standard		15.22	153.31	157.86	379.9	1997	76.9	13.0	921	2.89	46.5	2.9	73.5	8.1	71.0	2.70	8.73	12.78	44	1.11
STD OXC129	Standard		1.25	27.62	6.46	43.2	25	84.7	20.3	440	3.11	<0.1	0.7	198.6	2.0	190.1	0.06	0.05	0.02	51	0.63
STD OXC129	Standard		1.16	28.90	6.43	43.0	23	82.6	20.4	455	3.12	0.4	0.7	194.6	1.9	198.4	0.05	0.04	<0.02	52	0.69
STD DS10 Expected			15.1	154.61	150.55	370	2020	74.6	12.9	875	2.7188	46.2	2.59	91.9	7.5	67.1	2.62	9	11.65	43	1.0625
STD OXC129 Expected			1.3	28	6.3	42.9	28	79.5	20.3	421	3.065	0.6	0.72	195	1.9		0.03	0.04		51	0.665
BLK	Blank		<0.01	<0.01	<0.01	<0.1	<2	<0.1	<0.1	<1	<0.01	0.3	<0.1	<0.2	<0.1	<0.5	<0.01	<0.02	<0.02	<2	<0.01
BLK	Blank		<0.01	0.05	<0.01	<0.1	<2	<0.1	<0.1	2	<0.01	<0.1	<0.1	<0.2	<0.1	<0.5	<0.01	<0.02	<0.02	<2	0.01
Prep Wash																					
ROCK-WHI	Prep Blank		0.50	6.38	3.94	38.4	23	1.5	3.5	490	1.83	0.2	0.5	0.2	2.4	27.8	0.06	0.07	0.05	23	0.74
ROCK-WHI	Prep Blank		0.63	5.64	1.08	28.5	20	1.4	3.8	476	1.83	<0.1	0.4	<0.2	2.4	23.5	0.03	0.03	0.03	23	0.63

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		Method	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252
		Analyte	P	La	Cr	Mg	Ba	Ti	B	Al	Na	K	W	Sc	Tl	S	Hg	Se	Te	Ga	Pd	Pt
		Unit	%	ppm	ppm	%	ppm	%	ppm	%	%	%	ppm	ppm	ppm	%	ppb	ppm	ppm	ppm	ppb	ppb
		MDL	0.001	0.5	0.5	0.01	0.5	0.001	1	0.01	0.001	0.01	0.1	0.1	0.02	0.02	5	0.1	0.02	0.1	10	2
Pulp Duplicates																						
615764	Rock		0.027	1.5	284.6	3.20	18.0	0.094	33	2.81	0.066	0.07	0.1	11.6	<0.02	0.03	14	<0.1	<0.02	6.5	19	9
REP 615764	QC		0.027	1.7	277.7	3.22	18.3	0.095	33	2.83	0.066	0.07	0.2	12.0	<0.02	0.03	14	<0.1	0.02	6.5	10	5
15AKK02	Rock		0.023	0.6	25.4	0.48	2.6	0.027	3	1.08	0.007	<0.01	2.2	3.8	<0.02	2.33	26	7.0	0.07	5.7	69	22
REP 15AKK02	QC		0.023	0.6	25.3	0.47	2.4	0.026	2	1.06	0.007	<0.01	2.3	3.4	<0.02	2.25	15	7.4	0.03	5.7	69	20
Core Reject Duplicates																						
615771	Rock		0.110	3.8	12.9	2.08	333.8	0.001	31	0.68	0.028	0.29	<0.1	16.3	0.15	0.16	1323	0.3	<0.02	1.4	<10	<2
DUP 615771	QC		0.187	4.5	14.7	2.00	332.4	0.002	33	0.80	0.031	0.34	0.2	16.1	0.17	0.25	1350	0.3	<0.02	1.8	<10	<2
Reference Materials																						
STD DS10	Standard		0.076	16.6	54.5	0.77	347.5	0.077	7	1.02	0.066	0.34	3.4	3.3	5.40	0.28	286	2.3	5.45	4.3	123	190
STD DS10	Standard		0.079	18.4	57.3	0.80	368.8	0.082	6	1.10	0.070	0.35	3.4	3.4	5.42	0.28	279	2.3	5.69	4.4	117	205
STD OXC129	Standard		0.101	12.8	51.6	1.59	50.0	0.408	1	1.55	0.601	0.36	<0.1	2.3	0.03	<0.02	<5	0.1	<0.02	5.8	<10	3
STD OXC129	Standard		0.104	12.9	53.5	1.59	48.7	0.408	1	1.62	0.614	0.37	<0.1	2.5	0.03	<0.02	<5	<0.1	<0.02	6.2	16	<2
STD DS10 Expected			0.0765	17.5	54.6	0.775	359	0.0817		1.0755	0.067	0.338	3.32	3	5.1	0.29	300	2.3	5.01	4.5	110	191
STD OXC129 Expected			0.102	13	52	1.545	50	0.4	1	1.58	0.6	0.37	0.08	1.1	0.03					5.6		
BLK	Blank		<0.001	<0.5	<0.5	<0.01	<0.5	<0.001	<1	<0.01	<0.001	<0.01	<0.1	<0.1	<0.02	<0.02	<5	0.1	<0.02	<0.1	<10	<2
BLK	Blank		<0.001	<0.5	<0.5	<0.01	<0.5	<0.001	<1	<0.01	<0.001	<0.01	<0.1	<0.1	<0.02	<0.02	<5	<0.1	<0.02	<0.1	<10	<2
Prep Wash																						
ROCK-WHI	Prep Blank		0.041	5.5	2.5	0.47	55.2	0.079	<1	1.03	0.078	0.08	0.1	5.1	<0.02	<0.02	8	<0.1	<0.02	4.3	<10	2
ROCK-WHI	Prep Blank		0.044	5.2	1.8	0.48	58.5	0.079	<1	0.93	0.079	0.08	<0.1	4.5	<0.02	<0.02	<5	<0.1	<0.02	4.1	<10	<2

BUREAU VERITAS MINERAL LABORATORIES Canada

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Bureau Veritas Commodities Canada Ltd.
9050 Shaughnessy St Vancouver BC V6P 6E5 CANADA
PHONE (604) 253-3158

Client: **Midnight Mining**
Box 31347
Whitehorse YT Y1A 5P7 CANADA

Submitted By: Debbie James
Receiving Lab: Canada-Whitehorse
Received: January 04, 2016
Report Date: January 19, 2016
Page: 1 of 2

CERTIFICATE OF ANALYSIS WHI16000002.1

CLIENT JOB INFORMATION

Project: SPY
Shipment ID: SPY1
P.O. Number
Number of Samples: 2

SAMPLE DISPOSAL

RTRN-PLP Return
RTRN-RJT Return

Bureau Veritas does not accept responsibility for samples left at the laboratory after 90 days without prior written instructions for sample storage or return.

SAMPLE PREPARATION AND ANALYTICAL PROCEDURES

Procedure Code	Number of Samples	Code Description	Test Wgt (g)	Report Status	Lab
Dry at 60C	2	Dry at 60C			WHI
SS80	2	Dry at 60C sieve 100g to -80 mesh			WHI
SVRJT	2	Save all or part of Soil Reject			WHI
AQ252_PGM	2	1:1:1 Aqua Regia digestion Ultratrace ICP-MS analysis	30	Completed	VAN
SHP01	2	Per sample shipping charges for branch shipments			WHI

ADDITIONAL COMMENTS

Invoice To: Midnight Mining
Box 31347
Whitehorse YT Y1A 5P7
CANADA

CC: Bill Harris
Sue Craig

BRITISH COLUMBIA CERTIFIED ASSAYER
MARCUS LAU
Geochemical Laboratory Manager

This report supersedes all previous preliminary and final reports with this file number dated prior to the date on this certificate. Signature indicates final approval; preliminary reports are unsigned and should be used for reference only.
All results are considered the confidential property of the client. Bureau Veritas assumes the liabilities for actual cost of analysis only. Results apply to samples as submitted.
"*" asterisk indicates that an analytical result could not be provided due to unusually high levels of interference from other elements.

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Whitehorse YT Y1A 5P7 CANADA

Project: SPY
Report Date: January 19, 2016

CERTIFICATE OF ANALYSIS WHI16000002.1

		Method	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252
		Analyte	Mo	Cu	Pb	Zn	Ag	Ni	Co	Mn	Fe	As	U	Au	Th	Sr	Cd	Sb	Bi	V	Ca	P
		Unit	ppm	ppm	ppm	ppm	ppb	ppm	ppm	ppm	%	ppm	ppm	ppb	ppm	ppm	ppm	ppm	ppm	ppm	%	%
		MDL	0.01	0.01	0.01	0.1	2	0.1	0.1	1	0.01	0.1	0.1	0.2	0.1	0.5	0.01	0.02	0.02	2	0.01	0.001
615758	Silt		1.36	69.42	8.86	85.6	256	68.3	26.2	710	4.16	11.0	0.2	<0.2	0.6	69.9	0.31	0.79	0.11	78	2.50	0.071
615767	Silt		1.85	87.63	13.67	130.7	398	46.7	25.4	752	4.77	14.7	0.5	0.7	1.8	114.4	0.47	1.13	0.18	72	2.72	0.085

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CERTIFICATE OF ANALYSIS WHI16000002.1

		Method	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252
		Analyte	La	Cr	Mg	Ba	Ti	B	Al	Na	K	W	Sc	Tl	S	Hg	Se	Te	Ga	Pd	Pt
		Unit	ppm	ppm	%	ppm	%	ppm	%	%	%	ppm	ppm	ppm	%	ppb	ppm	ppm	ppm	ppb	ppb
		MDL	0.5	0.5	0.01	0.5	0.001	1	0.01	0.001	0.01	0.1	0.1	0.02	0.02	5	0.1	0.02	0.1	10	2
615758	Silt		4.3	95.0	2.27	43.0	0.089	47	2.36	0.014	0.03	0.2	7.2	0.03	0.11	144	0.4	0.04	6.2	<10	4
615767	Silt		11.7	55.9	1.79	46.3	0.026	20	2.19	0.016	0.05	<0.1	9.7	0.05	0.25	124	1.8	0.09	5.9	<10	3

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Project: SPY
Report Date: January 19, 2016

QUALITY CONTROL REPORT WHI16000002.1

		Method	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252
		Analyte	Mo	Cu	Pb	Zn	Ag	Ni	Co	Mn	Fe	As	U	Au	Th	Sr	Cd	Sb	Bi	V	Ca	P
		Unit	ppm	ppm	ppm	ppm	ppb	ppm	ppm	ppm	%	ppm	ppm	ppb	ppm	ppm	ppm	ppm	ppm	ppm	%	%
		MDL	0.01	0.01	0.01	0.1	2	0.1	0.1	1	0.01	0.1	0.1	0.2	0.1	0.5	0.01	0.02	0.02	2	0.01	0.001
Pulp Duplicates																						
615767	Silt		1.85	87.63	13.67	130.7	398	46.7	25.4	752	4.77	14.7	0.5	0.7	1.8	114.4	0.47	1.13	0.18	72	2.72	0.085
REP 615767	QC		1.73	92.35	14.22	130.5	465	48.8	25.4	746	4.77	15.2	0.5	1.2	1.9	120.7	0.46	1.28	0.18	72	2.74	0.090
Reference Materials																						
STD DS10	Standard		12.43	150.91	150.95	369.1	2112	73.3	12.9	906	2.70	46.4	2.6	82.2	7.2	67.4	2.64	8.42	12.80	41	1.04	0.073
STD OXC129	Standard		1.15	26.18	6.30	39.8	20	74.3	19.9	412	2.95	0.3	0.7	188.7	1.7	178.4	0.03	0.03	0.02	52	0.59	0.102
STD DS10 Expected			15.1	154.61	150.55	370	2020	74.6	12.9	875	2.7188	46.2	2.59	91.9	7.5	67.1	2.62	9	11.65	43	1.0625	0.0765
STD OXC129 Expected			1.3	28	6.3	42.9	28	79.5	20.3	421	3.065	0.6	0.72	195	1.9		0.03	0.04		51	0.665	0.102
BLK	Blank		<0.01	0.01	<0.01	<0.1	<2	<0.1	<0.1	<1	<0.01	<0.1	<0.1	<0.2	<0.1	<0.5	<0.01	<0.02	0.02	<2	<0.01	<0.001

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Project: SPY
Report Date: January 19, 2016

QUALITY CONTROL REPORT WHI16000002.1

		Method	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252	AQ252
		Analyte	La	Cr	Mg	Ba	Ti	B	Al	Na	K	W	Sc	Tl	S	Hg	Se	Te	Ga	Pd	Pt
		Unit	ppm	ppm	%	ppm	%	ppm	%	%	%	ppm	ppm	ppm	%	ppb	ppm	ppm	ppm	ppb	ppb
		MDL	0.5	0.5	0.01	0.5	0.001	1	0.01	0.001	0.01	0.1	0.1	0.02	0.02	5	0.1	0.02	0.1	10	2
Pulp Duplicates																					
615767	Silt		11.7	55.9	1.79	46.3	0.026	20	2.19	0.016	0.05	<0.1	9.7	0.05	0.25	124	1.8	0.09	5.9	<10	3
REP 615767	QC		12.7	55.7	1.79	48.3	0.028	20	2.20	0.016	0.05	<0.1	9.9	0.05	0.24	111	1.6	0.08	5.8	<10	3
Reference Materials																					
STD DS10	Standard		16.6	55.3	0.76	350.9	0.077	6	1.01	0.069	0.32	3.5	3.1	5.25	0.28	306	2.5	5.05	4.3	105	187
STD OXC129	Standard		11.9	49.9	1.53	50.4	0.398	<1	1.51	0.588	0.37	<0.1	0.7	0.03	<0.02	<5	<0.1	<0.02	5.0	<10	<2
STD DS10 Expected			17.5	54.6	0.775	359	0.0817		1.0755	0.067	0.338	3.32	3	5.1	0.29	300	2.3	5.01	4.5	110	191
STD OXC129 Expected			13	52	1.545	50	0.4	1	1.58	0.6	0.37	0.08	1.1	0.03					5.6		
BLK	Blank		<0.5	<0.5	<0.01	<0.5	<0.001	<1	<0.01	<0.001	<0.01	<0.1	<0.1	<0.02	<0.02	<5	<0.1	<0.02	<0.1	<10	<2

SAMPLE	TYPE	START_m	END	LENGTH_m	OCCURRENCE	easting	northing	ELEVATION	date	sampler	LOCATION	COLOUR	ROCK	DESCRIPTION	PHOTO	COMMENTS	DUPLICATE	XRF values	XRF Reading #
615751	chip	0	2	2	outcrop	619399	6783003		3-Oct-15		2nd trib, SW side of NW fork of Nines Creek. Downstream end of samples		gabbro	non-magnetic, listwanite altered? orange-brown oxidized silicified material, limonite, magnesite, minor Mn-oxide (black) and kaolinite (white). Pervasive silicification with minor comb qtz veinletts (<1mm)	151-1478, 1482, 1483				
615752	chip	2	2.9		outcrop	619398	6783000		3-Oct-15		2nd trib, SW side of NW fork of Nines Creek		gabbro	orange-brown weathering, limonitic, silicified material with minor magnetite. Listwanite alteration.	151-1484, 1486, 1489, 1490				
615753	chip	2.9	6.7	3.8	outcrop	619396	6782997		3-Oct-15		2nd trib, SW side of NW fork of Nines Creek		gabbro	orange-brown weathering, listwanite alteration. Fuchsite, minor Mn-oxide and clay. Pervasive silicification.	151-1491 to 151-1494				528
615754	chip	6.7	8.7	2	outcrop	619395	6782995		3-Oct-15		2nd trib, SW side of NW fork of Nines Creek		gabbro	orange-brown weathering listwanite alteration with minor comb qtz veinlets with limonitic core (1-2mm).	151-1495, 1496, 1498, 1499				
615755	chip	8.7	10.2	1.5	outcrop	619394	6782994		3-Oct-15		2nd trib, SW side of NW fork of Nines Creek		gabbro	limonite altered um, listwanite, minor qtz veining (<1cm)	1500-1502				533
615756	chip	10.2	12.9	2.7	outcrop	619392	6782991		3-Oct-15		2nd trib, SW side of NW fork of Nines Creek		gabbro	limonite altered um, listwanite. Weathered gabbro, see remanent pyroxene and anorthite. Oxidized limonitic fractures.	1503-1505				
615757	chip	16	20	4	outcrop	619388	6782983		3-Oct-15		2nd trib, SW side of NW fork of Nines Creek		gabbro	altered um. Fine to coarse grained gabbro. Plagioclase and anorthite phenocryst minor oxidized.	1506-1507				534
615758	silt				creek	618300	6787059		4-Oct-15		first trib on South side of Bock's Creek		mixed	panned and sieved	1508-1509	sample # out of sequence			
615759	rock chips				creek	618300	6787059		4-Oct-15		first trib on South side of Bock's Creek		mixed			Sample # out of sequence. not analyzed			
615761	chip	12.9	16	3.1	outcrop	619390	6782987		3-Oct-15		2nd trib, SW side of NW fork of Nines Creek		gabbro	altered medium grained gabbro, oxidized surfaces.					
615762	chip	20	24	4	outcrop	619386	6782980		3-Oct-15		2nd trib, SW side of NW fork of Nines Creek		gabbro	slightly altered mafic rubble					
615763	chip	24	29	5	outcrop	619384	6782976		3-Oct-15		2nd trib, SW side of NW fork of Nines Creek		gabbro	punky rubble and decomposed bedrock					
615764	chip	29	33	4	outcrop	619382	6782969		3-Oct-15		2nd trib, SW side of NW fork of Nines Creek. Upstream end of samples		gabbro	fresh. Altered mafic, serpentine along fractures.	152-1510 to 152-1512	upstream GPS point may be actual o/c along creek, not end of sampling. Revised from 678939			535
615765	pan concentrate				creek	618300	6787059		4-Oct-15		first trib on South side of Bock's Creek		mixed	Limonitic orange-brown weathering serpentinite breccia. Minor qtz-carbonate veinlets, pyrite with graphitic alteration.	152-1513 to 152-1515	not analyzed			
615766	grab				outcrop	617578	6787122		4-Oct-15				shale	Limonite stained shale with pyrite.	yes, 152-1517 to 152-1519				538
615767	silt				creek	616975	6786911		4-Oct-15		2nd trib up Bock's Creek								
615768	rock chips				creek	616975	6786911		4-Oct-15		2nd trib up Bock's Creek					characterization sample			
615769	grab				outcrop	616975	6786911		4-Oct-15		2nd trib up Bock's Creek		?	rusty silicified. Local vuggy qtz veining. Banded veinletts some with black-brown (ankerite?) halo. Disseminated pyrite and pyrrhotite. Altered dark green mafic with oxidized fractures.	152-1517, 1518, 1519	Multiple quick XRF readings taken on o/c		Au=0-23 (strange!), Cu in 100-200s, Zn in hign 90s	
615771	chip	0	0.5	0.5	outcrop	619482	6783224		5-Oct-15		2nd trib up Nines Creek. Downstream from previous um o/c		tuff	Brown gouge fault in limonite altered tuff. Graphitic and clay alteration, minor silicification.	152-1520, 1521				552
615772	chip	0.5	2.4	1.9	outcrop	619482	6783224		5-Oct-15		3rd trib up Nines Creek. Downstream from previous um o/c		tuff	fault. Silicified and clay altered.	152-1523, 1525				553
615773	chip	2.4	4.4	2	outcrop	619482	6783224		5-Oct-15		4th trib up Nines Creek. Downstream from previous um o/c		tuff	altered tuff. Slightly oxidized, minor clay and silicified.	152-1526,152-1528				555
615774	chip	4.4	6.4	2	outcrop	619482	6783224		5-Oct-15		5th trib up Nines Creek. Downstream from previous um o/c		tuff	altered tuff. Rusty brown weathering, Mn-oxide, slicken lines. Pervasive silicification.	152-1529 to 152-1531				555
615775	grab				outcrop	619334	6782863		5-Oct-15		o/c of gabbro alongside creek		fault	blue green gouge				Ni=392, Cu=66, co=275, Cr=290	557
615776						619334	6782863		5-Oct-15		o/c of gabbro alongside creek		gabbro	relatively fresh gabbro, serpentinite along fractures. Minor oxidization on surfaces.	152-1532 to 152-1535			Ni=280, Cu=38, Cr=336	556
615777	grab				outcrop	619428	6782153		5-Oct-15		black o/c above rusty rock		peridotite	Fine grained pyroxenite with minor disseminated pyrrhotite, magnetic. Slighty chloritized.	152-1536 to 152-1538			Ni=601, Cu=43, Co=537, Cr=944	562
615778	grab				outcrop	619362	6782223		5-Oct-15		Nines Creek trib			silicified country rock hornfelsed by um. Slighty oxidized, strongly silicified with dark grey portions, veins with diffuse boundries.	152-1539, 1540, 1542			Ni=138, Cr=250, C0=37	
615779	grab				outcrop	619362	6782223		5-Oct-15		Nines Creek trib		peridotite ?	faulted, altered, serpentinized. Fined grained non-magnetic.	152-1543, 1544, 1545,	took three other XRF on o/c 558-561 (1 too short)			
615780	chip			1.5	outcrop	619337	6782566		5-Oct-15		upstream end of o/c close to Nines Ck		gabbro	combo of faulted and less altered. Fine grained and slightly serpentinized	152-1548, 1549, 1550				568, 569
615781	grab			3	outcrop	619344	6782632		5-Oct-15		downstream end of o/c		gabbro	Moderatly altered gabbro, crenulated and partially serpentinized. Medium grained anorthite.	152-1546, 152-1547	composite grab over 3m			577, 576
15SPY01						612887	6788749			NG	Spy Claims			Brown-green weathering, fine to medium grained green volcanic, Andesite? Locally disseminated pyrite and limonitic sulfide blebs (<2cm)	153-1566 to 153-1568				
15SPY02						617978	6782954			NG	Spy Claims			Brown rusty weathering altered and silicified greenstone. Likely andesite-basalt protolith. Locally malachite staining and pyrite in minute fractures and blebs (<1cm)	153-1569 to153-1572, 1575				
15SPY03						612976	6787739			NG	Spy Claims			Altered basalt some remanent amygdules. Extensive malacitte surface staining and locally black-brown limonitc weathering with sericite. Varibably silicified locally semi-massive diseminated pyrite and chalcopyrite.	153-1576 to 153-1582, 1587, 1590				

SAMPLE	Analyte	Wgt	Mo_ppm	Cu_ppm	Pb_ppm	Zn_ppm	Ag_ppb	Ni_ppm	Co_ppm	Mn_ppm	Fe_per	As_ppm	U_ppm	Au_ppb	Th_ppm	Sr_ppm	Cd_ppm	Sb_ppm	Bi_ppm	V_ppm	Ca_per	P_per	La_ppm	Cr_ppm	Mg_per	Ba_ppm	Ti_per	B_ppm	Al_per	Na_per
615751	Rock	2.61	0.83	94.63	17.47	140.1	194	38.5	11.2	736	3.34	53.4	0.2	5	1	45.9	0.28	1.86	0.07	50	1.09	0.016	3.3	19	0.57	295.6	0.001	20	0.42	0.03
615752	Rock	0.86	2.05	60.21	5.72	100.4	422	66.9	20.4	1083	4.25	51.7	0.1	5.1	0.5	55.7	0.17	1.03	0.07	75	0.92	0.014	2.1	54.5	0.65	364	0.001	28	0.67	0.011
615753	Rock	2.21	0.72	51.56	3.03	95.8	345	64.8	18.5	1260	4.3	61	0.1	4.8	0.4	92.3	0.29	1.12	0.02	83	4.07	0.021	2.4	91.2	1.89	260.3	0.002	22	0.66	0.016
615754	Rock	1.38	0.22	73.98	1.3	86.6	815	192.1	39.2	1139	5.55	9.1	<0.1	1.1	0.3	89.1	0.28	0.31	<0.02	124	6.29	0.027	2.6	309.1	3.76	62.1	0.017	32	1.78	0.083
615755	Rock	1.52	0.13	82.09	0.86	54.1	87	155.9	33	784	4.34	3.8	<0.1	1	0.3	47.7	0.04	0.09	<0.02	83	2.72	0.03	2.4	149.6	3.41	281.6	0.054	28	2.33	0.117
615756	Rock	2.03	0.1	84.8	0.55	55.9	54	151.1	34.8	686	4.33	2.3	<0.1	<0.2	0.2	36	0.02	0.03	<0.02	67	1.79	0.029	2.4	98.7	3.09	24.8	0.039	27	2.15	0.089
615757	Rock	4.21	0.2	86.14	0.89	52.2	49	131.8	31.6	578	4.03	12.2	<0.1	0.8	0.3	31.1	0.05	0.29	<0.02	75	2.05	0.031	2	149.8	3.17	14.4	0.072	15	2.42	0.073
615758	Silt		1.36	69.42	8.86	85.6	256	68.3	26.2	710	4.16	11	0.2	<0.2	0.6	69.9	0.31	0.79	0.11	78	2.5	0.071	4.3	95	2.27	43	0.089	47	2.36	0.014
615759																														
615761	Rock	2.78	0.15	87.05	0.4	57.7	43	141.9	32.5	633	4.32	0.6	<0.1	1.3	0.3	32.5	0.05	0.05	<0.02	73	1.98	0.031	2.2	116.5	3.22	17.1	0.07	19	2.59	0.085
615762	Rock	5.17	0.13	83.98	1.03	52.1	90	118	30.9	741	4.18	18.1	<0.1	0.9	0.3	33.9	0.02	0.4	<0.02	85	2.87	0.03	2	179.2	3.24	13.8	0.068	39	2.12	0.045
615763	Rock	7.96	0.13	76.32	1.11	50.2	66	129.6	31	681	4.08	32.6	<0.1	0.3	0.3	44.2	0.04	0.76	<0.02	93	3.22	0.027	1.7	235.7	3.32	20	0.064	43	2.44	0.05
615764	Rock	2.97	0.12	78.16	1.17	48.8	62	120.6	30.4	627	3.99	25.3	<0.1	2.1	0.2	38.5	0.02	0.72	<0.02	103	2.7	0.027	1.5	284.6	3.2	18	0.094	33	2.81	0.066
615765																														
615766	Rock	1.51	25.91	22.39	11.88	138.5	624	30.2	30.3	821	4.86	84	5.4	<0.2	0.4	594.5	1.47	4.35	0.07	79	14.72	3.737	42.4	28	0.39	27.3	0.03	12	1.18	0.229
615767	silt		1.85	87.63	13.67	130.7	398	46.7	25.4	752	4.77	14.7	0.5	0.7	1.8	114.4	0.47	1.13	0.18	72	2.72	0.085	11.7	55.9	1.79	46.3	0.026	20	2.19	0.016
615768																														
615769	Rock	1.88	0.27	60.05	0.39	66.7	45	39.8	33.3	1069	5.91	0.5	<0.1	<0.2	<0.1	123.5	0.12	0.13	<0.02	181	5.1	0.047	2.6	57.7	3.3	93.2	0.132	28	1.5	0.038
615771	Rock	1.12	0.54	80.64	5.46	70.2	112	19.9	25.2	1184	5.37	33.7	<0.1	<0.2	0.6	125.7	0.13	1.03	0.02	64	5.21	0.11	3.8	12.9	2.08	333.8	0.001	31	0.68	0.028
615772	Rock	1.91	0.94	25.41	3.11	56.1	71	4.8	4.9	697	2.16	13	<0.1	0.3	0.3	50.6	0.17	3.08	0.09	10	1.95	0.019	1.6	2.7	0.63	445	<0.001	19	0.3	0.025
615773	Rock	2.1	0.37	30.6	5.54	43.7	31	4.5	4.1	561	2.05	20.7	0.1	<0.2	0.7	38.2	0.07	5.02	<0.02	10	1.35	0.035	4.5	4	0.48	451.4	0.001	14	0.29	0.055
615774	Rock	1.05	0.35	30.49	2.96	43.5	25	3.9	4.5	642	2.24	14.6	0.1	0.8	0.6	65.3	0.13	4.27	<0.02	6	1.56	0.022	3.6	1.9	0.48	1142	<0.001	16	0.33	0.021
615775	Rock	1.22	0.11	57.73	0.72	66.4	22	312.6	46.4	647	4.88	0.4	<0.1	2.3	0.3	44.9	0.08	<0.02	<0.02	58	1.83	0.023	1.5	206.5	5.66	18.2	0.085	15	3.76	0.132
615776	Rock	1.82	0.19	97.62	0.4	41.6	44	97.9	27.1	361	3.31	5.2	<0.1	<0.2	0.4	38.1	0.02	0.33	<0.02	65	1.14	0.037	2.5	121.8	2.35	28	0.104	5	2.56	0.107
615777	Rock	1.94	0.14	170.03	1.48	70.7	80	704.7	125.1	1114	8.48	0.6	<0.1	5	0.2	10.8	0.08	<0.02	<0.02	23	0.31	0.018	2.1	304.8	17.03	32.2	0.03	160	1.37	0.01
615778	Rock	1.57	0.08	24.98	0.48	18.6	20	57	13.8	2321	2.29	0.4	<0.1	0.3	<0.1	98.5	<0.01	0.03	<0.02	53	18.94	0.01	3	206.4	0.59	125.6	0.008	4	1.13	0.012
615779	Rock	1.29	0.09	78.8	0.48	51	29	94.5	30.4	552	4.28	0.6	0.1	0.4	0.4	20.3	0.01	0.05	<0.02	85	1.33	0.025	2	222.8	3.31	52.4	0.114	8	3.18	0.081
615780	Rock	1.62	0.32	119.5	1.4	65.4	60	66	26.9	631	4.47	3.4	<0.1	1.4	0.3	40.3	0.08	0.21	<0.02	132	4.23	0.041	3.7	100.2	2.21	33	0.184	13	2.64	0.102
615781	Rock	1.5	0.2	82	0.95	44.6	38	85.4	26.4	365	3.26	0.6	<0.1	0.5	0.3	60.5	0.04	<0.02	<0.02	39	1.72	0.025	1.6	111.5	2.55	42.1	0.085	4	3.36	0.3
15SPY01	Rock	2.77	0.68	49.41	2.08	71.1	31	65.5	38.1	637	5.07	1.7	0.4	2.8	0.7	104.2	0.11	0.09	<0.02	131	1.51	0.115	5.8	125.6	4.09	14.3	0.251	5	3.94	0.035
15SPY02	Rock	3.04	0.21	394.2	0.68	44.6	145	83.8	37.6	503	3.35	2.1	<0.1	2.3	0.1	30.5	0.07	0.15	<0.02	53	1.76	0.071	2	105.6	1.64	10.6	0.191	2	1.85	0.041
15SPY03	Rock	6.87	0.46	7354.1	0.95	62.3	3385	29.8	23.2	536	4.6	20.5	0.3	5	0.7	34.3	0.29	1.32	1.17	155	2.55	0.068	3.3	15.4	1.71	30.6	0.177	4	2.7	0.377

K-per	W_ppm	Sc_ppm	Tl_ppm	S_per	Hg_ppb	Se_ppm	Te_ppm	Ga_ppm	Pd_ppb	Pt_ppb
0.14	<0.1	8.4	0.04	0.03	420	0.2	0.06	1.1	<10	<2
0.16	<0.1	13.2	0.05	0.03	478	0.2	<0.02	2	<10	<2
0.12	0.2	12.6	0.04	0.03	254	<0.1	<0.02	1.5	<10	2
0.11	0.2	21.4	<0.02	<0.02	173	<0.1	<0.02	5	11	9
0.11	<0.1	8.3	<0.02	0.03	17	<0.1	<0.02	6	<10	6
0.08	<0.1	5.7	<0.02	<0.02	17	0.2	<0.02	4.9	<10	11
0.06	0.1	7	<0.02	<0.02	10	0.2	<0.02	5.5	14	12
0.03	0.2	7.2	0.03	0.11	144	0.4	0.04	6.2	<10	4
0.07	<0.1	6.3	<0.02	<0.02	11	0.2	<0.02	5.7	<10	11
0.05	0.2	10.3	<0.02	<0.02	<5	<0.1	<0.02	4.9	17	12
0.06	0.2	11.6	0.02	<0.02	6	0.1	<0.02	5.9	<10	11
0.07	0.1	11.6	<0.02	0.03	14	<0.1	<0.02	6.5	19	9
0.19	2	4.7	0.19	4.74	205	8.6	0.33	2.9	<10	<2
0.05	<0.1	9.7	0.05	0.25	124	1.8	0.09	5.9	<10	3
0.05	<0.1	24.2	0.02	0.07	139	0.2	<0.02	5.7	<10	<2
0.29	<0.1	16.3	0.15	0.16	1323	0.3	<0.02	1.4	<10	<2
0.15	<0.1	5	0.03	0.07	958	<0.1	<0.02	0.8	<10	<2
0.12	<0.1	5.6	0.02	0.08	453	<0.1	<0.02	0.8	<10	<2
0.23	<0.1	4.6	0.04	0.07	435	<0.1	<0.02	0.7	<10	<2
0.03	<0.1	10.7	<0.02	<0.02	14	<0.1	<0.02	6.6	<10	9
0.07	0.1	4.9	<0.02	0.02	<5	<0.1	<0.02	6	<10	7
0.13	<0.1	9.1	0.04	0.06	6	0.2	<0.02	2.8	<10	<2
0.16	<0.1	7.7	0.04	<0.02	10	<0.1	<0.02	2.8	<10	<2
0.07	<0.1	9.5	<0.02	<0.02	10	<0.1	<0.02	9.3	<10	6
0.06	0.1	16.3	<0.02	<0.02	11	<0.1	<0.02	8.3	<10	7
0.07	<0.1	4.8	<0.02	<0.02	10	0.3	<0.02	6.7	<10	9
0.12	0.2	11.6	0.04	0.07	7	0.3	0.04	9	<10	8
0.03	<0.1	8.3	0.03	0.38	24	0.7	<0.02	4	<10	5
0.09	<0.1	16.3	<0.02	0.49	23	6.1	0.65	8.2	<10	8

16 Appendix 3: Work summary and cost statements

Hardcopy and digital files

YMEP Expense Claim Form - Client Copy

YMEP no: **15-** **064**	*project name:*	**Spy Project**		*Applicant name*	**Group Ten Metals**
Expense Claim no: **#1**	*program type:*	**hard rock**		*program module:*	**focused regional**
date submitted **07-Oct-15**	*phone:*	**801-707-6110**		*email:*	**temccandless@gmail.com**
address	**1100-1199 W. Hastings St., Vancouver, BC V6E 3T5**				
Start/ end dates of fieldwork for this claim:	**2-Oct-15** *start*	**06-Oct-15** *end*		*no of field days/ this claim:*	**5**

eligible expenses item	*Please refer to rate guidelines. Provide photocopy of receipts.*	unit/days	rate	total
daily field expenses	no persons:		$100/day	
Personnel	*Name (supply statement of qualifications)*			
	see attached Midnight Mining invoice			

equipment (rental)	private or commercial	unit/days	rate	total
see attached Midnight Mining invoice	private			
see Todd Ballantyne invoice	private			
	private			
	private			
	private			
	private			
	private			
	private			
	private			
	private			
	private			
other	*please provide details*			
			Grand total this claim:	$0.00

Midnight Mining Services Ltd.

Invoice

Box 31347
Whitehorse, YT
Y1A 5P7

15-11

6-Oct-15

To:	Group Ten Metals #1100 - 1199 W. Hastings St. Vancouver, BC V6E 3T5
Attention:	Tom McCandless
Re:	Spy Property

Description		**Amount**
Prospecting/Trenching/Mapping		
Senior Geologist	5 days @$500/day	$ 2,500.00
Prospector	5 days @$500/day	$ 2,500.00
Truck	5 days @ $150/day	$ 750.00
ATV (2)	5 days @ 75/day	$ 750.00
Niton rental	4 days @$55/day	$ 220.00
Daily field expenses	10 days@$100/day	$ 1,000.00
Rock sample analyses	27 samples @45/sample	$ 1,215.00
	Subtotal	$ 8,935.00
	GST	$ 446.75
	Total	**$ 9,381.75**

"Bill Harris"

Bill Harris

GST # 852268341

YMEP Expense Claim Form - Client Copy

YMEP no: **16-** **064**	*project name:*	**Spy Project**		*Applicant name*	**Group Ten Metals**
Expense Claim no: **#1**	*program type:*	**hard rock**		*program module:*	**focused regional**
date submitted **07-Oct-15**	*phone:*	**801-707-6110**		*email:*	**temccandless@gmail.com**
address	**1100-1199 W. Hastings St., Vancouver, BC V6E 3T5**				
Start/ end dates of fieldwork for this claim:	**2-Oct-15** *start*	**06-Oct-15** *end*		*no of field days/ this claim:*	**5**

eligible expenses item	*Please refer to rate guidelines. Provide photocopy of receipts.*	unit/days	rate	total
daily field expenses	no persons:		$100/day	
Personnel	*Name (supply statement of qualifications)*			
	see attached Midnight Mining invoice			

equipment (rental)	private or commercial	unit/days	rate	total
see attached Midnight Mining invoice	private			
see Todd Ballantyne invoice	private			
	private			
	private			
	private			
	private			
	private			
	private			
	private			
	private			
	private			
other	*please provide details*			
			Grand total this claim:	$0.00

Midnight Mining Services Ltd.

Invoice

Box 31347
Whitehorse, YT
Y1A 5P7

15-17

31-Dec-15

To:	Mike Rowley
	Group Ten Metals
	Suite 1450 - 789 W Pender St
	Vancouver, BC V6C 1H2

Description			**Amount**
Staking Spy Claims Nov 2015			
as per attached invoices			$ 1,384.56
Prospector (Tom Morgan)	1 day @$500/day		$ 500.00
Kluane Invoice as per attached	(for heli for staking)		$ 9,355.50
		subtotal	$ 11,240.06
Assays (difference between estimate & invoices)			
Estimate October			$ 1,215.00
as per invoices			$ 1,339.03
		outstanding	$ 124.03
Report Writing			
Geologist	5 day @$500/day		$ 2,500.00

Total **$ 13,864.09**

"Bill Harris"
Bill Harris

GST # 852268341

Higher Ground
Exploration Services

609 Drury Street
Whitehorse, YT Y1A 1T6
Phone (867) 336-1498
nicolaigoeppel@live.com

Invoice

BILL TO:
Name: Bill Harris
Company Name: Group Ten Metals Inc.
Street Address:
City:
Phone:

DATE: January 17, 2016
INVOICE # 2015011

Description	Amount
Labour for preparation including; post building, map and point drafting, forms, and other prep	$ 350.00
One day staking	$ 400.00
Gear: radios, gps's, sat phone	$ 25.00

TOTAL $ 775.00

Paid Dec. 13 2015 by Midnight Mining Services

Higher Ground
Exploration Services

609 Drury Street
Whitehorse, YT Y1A 1T6
Phone (867) 336-1498
nicolaigoeppel@live.com

Invoice

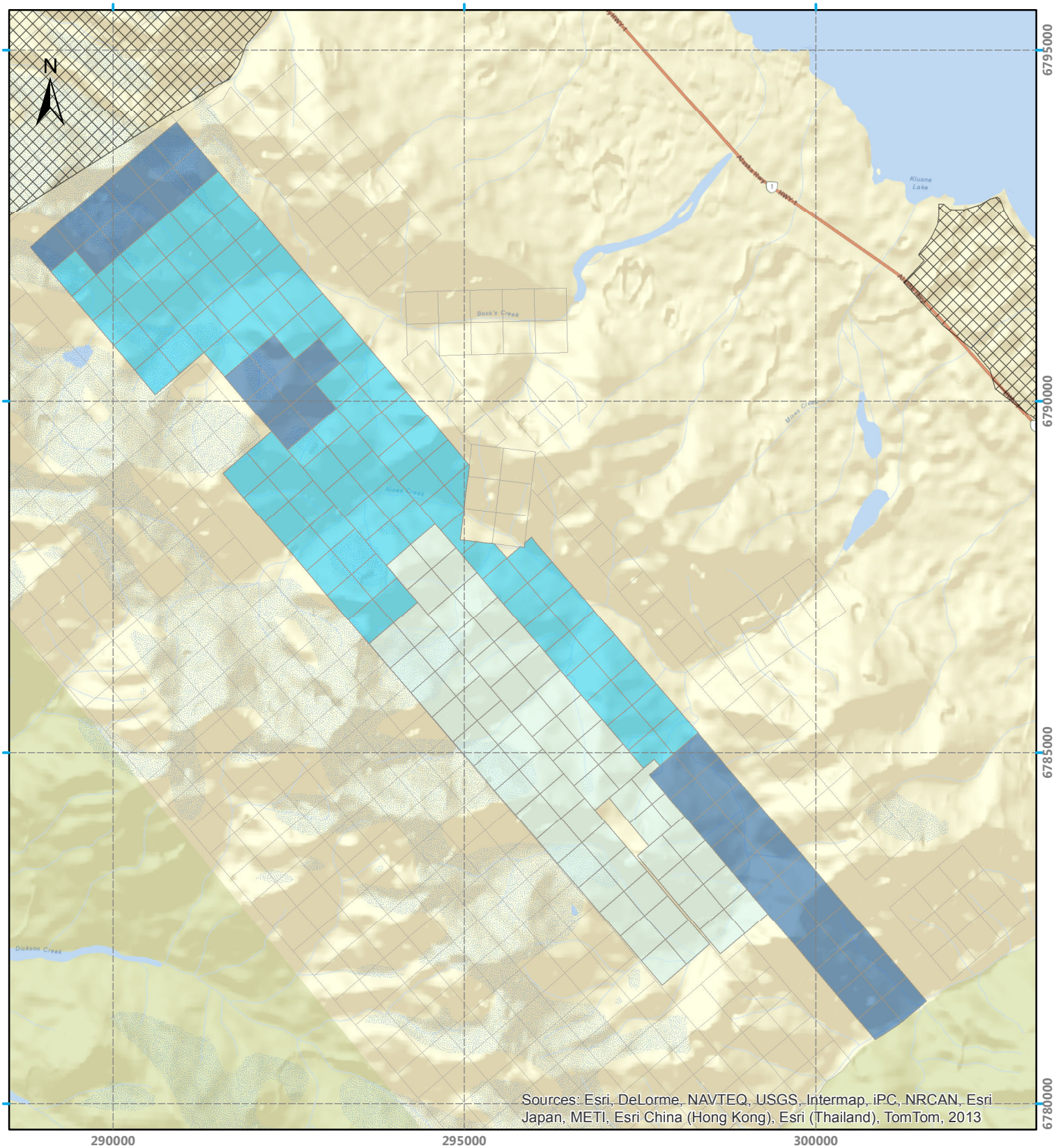
BILL TO:
Name: Bill Harris
Company Name: Group Ten Metals Inc.
Street Address:
City:
Phone:

DATE: January 17, 2016
INVOICE # 2015012

Description	Amount
Expenses	
Lumber	$ 130.20
Rebar	$ 100.00
Tags	$ 110.00
Flagging, nails, wire	$ 100.00
Fuel	$ 169.36

TOTAL	$	609.56

Paid Dec. 13 2015 by Midnight Mining



CLAIM HISTORY SPY PROJECT

Group Ten Metals Inc.

Spy Project

Date: 1/15/2016
Map Sheet(s): NTS 115G
Datum: NAD 1983 UTM Zone 8N
Prepared by: D. James

- Kluane First Nation
- 39 claims staked Nov 2015
- 86 claims staked Mar 2015
- 60 original Spy claims optioned from Tom Morgan

0 1.5 3 Kilometers

Bureau Veritas Commodities Canada Ltd.
9050 Shaughnessy St.
Vancouver, BC Canada V6P 6E5
Phone 604 253 3158 Fax 604 253 1716
GST # 843013921 RT
QST # 1219972641

Bill To: Midnight Mining
Box 31347
Whitehorse, YT Y1A 5P7
CANADA

Invoice Date: January 19, 2016
Invoice Number: **VANI245577**
Submitted by: Debbie James
Email: debbiejames25@gmail.com
Job Number: WHI16000001
Order Number:
Project Code: SPY
Shipment ID: SPY1
Quote Number:

Item	Package	Description	Sample No.	Unit Price	Amount
1	PRP70-250	Crush and Pulverize 250 g	29	$7.20	$208.80
2	PRP70-250	Overweight prep charges per 100g	483	$0.07	$33.81
3	AQ252-PGM	30g Basic Suite (37 elements) + Pd Pt	30	$29.40	$882.00
4	DRPLP	Dispose or return handling of pulps	30	$0.10	$3.00
5	DRRJT	Dispose or return handling of reject	29	$0.35	$10.15
6	SHP-01	Per sample charge for branch shipment	30	$1.00	$30.00
			Net Total		$1,167.76
			Canadian GST		$58.39
			Grand Total	**CAD**	**$1,226.15**

Invoice Stated In Canadian Dollars

Payment Terms:

Due upon receipt of invoice. Please pay the last amount shown on the invoice.

For **cheque payments**, please remit payable to:
Bureau Veritas Commodities Canada Ltd.
9050 Shaughnessy St.
Vancouver BC, V6P 6E5

Please specify invoice number on cheque remittance.

For **electronic payments**, please please contact AccountReceivable.VAN@acmelab.com for banking details.

For any enquiries please contact us at AccountReceivable.VAN@acmelab.com

Bureau Veritas Commodities Canada Ltd.
9050 Shaughnessy St.
Vancouver, BC Canada V6P 6E5
Phone 604 253 3158 Fax 604 253 1716
GST # 843013921 RT
QST # 1219972641

Bill To: Midnight Mining
Box 31347
Whitehorse, YT Y1A 5P7
CANADA

Invoice Date: January 19, 2016
Invoice Number: **VANI245578**
Submitted by: Debbie James
Email: debbiejames25@gmail.com
Job Number: WHI16000002
Order Number:
Project Code: SPY
Shipment ID: SPY1
Quote Number:

Item	Package	Description	Sample No.	Unit Price	Amount
1	SS80	Sieve 100g soil to -80 mesh	2	$2.35	$4.70
2	SVRJT	Saving all or portion of soil reject	2	$1.50	$3.00
3	AQ252-PGM	30g Basic Suite (37 elements) + Pd Pt	2	$29.40	$58.80
4	DRPLP	Dispose or return handling of pulps	2	$0.10	$0.20
5	DRRJT	Dispose or return handling of reject	2	$0.35	$0.70
6	SHP-01	Per sample charge for branch shipments	2	$1.00	$2.00
			Net Total		$69.40
			Canadian GST		$3.47
			Grand Total	**CAD**	**$72.87**

Invoice Stated In Canadian Dollars

Payment Terms:

Due upon receipt of invoice. Please pay the last amount shown on the invoice.

For **cheque payments**, please remit payable to:
Bureau Veritas Commodities Canada Ltd.
9050 Shaughnessy St.
Vancouver BC, V6P 6E5

Please specify invoice number on cheque remittance.

For **electronic payments**, please please contact AccountReceivable.VAN@acmelab.com for banking details.

For any enquiries please contact us at AccountReceivable.VAN@acmelab.com

KLUANE

CHARTER TICKET: KH 1191

HELICOPTERS A DIVISION OF 528470 ALBERTA LIMITED
P.O. BOX 2128, HAINES JUNCTION, YUKON TERRITORY, CANADA Y0B 1L0
TELEPHONE: (403) 634-2224 • FAX: (403) 634-2226

CHARTERER: Group 10

ADDRESS:

DATE:	A/C TYPE	A/C REG.	PURCHASE ORDER #	FORESTRY TICKET No.
Nov. 25/15	A350BA	C-GTQH		

FLIGHT DESCRIPTION	TIME UP	TIME DOWN	HOURS	RATE	SUB-TOTAL
H.J - Spy - expired Resolve.	935	1247	3.3.		
Prospect Spy Claims.	1320	1330	0.2.		
Move Tom, Nicoli	1345	1406	0.4		
DBAY - H.J.	1515	1550	0.6.		
			4.5.	1775.00	7987.50
Paid 2000.00					

CONTRACT No.	CONTRACT DAYS	MINIMUM HOURS	DAILY MINIMUMS	FUEL:	1912.50
CHARTERER FUEL:		COMPANY FUEL:		OIL:	
DRUMS:		GALLONS $	/GAL.	MEALS:	
GALLONS		LITRES: 765 $ 2.50	/LTR.	LODGING:	
LITRES:					9900.00
				G.S.T. REG. 132709809	495
CHARTERER AUTHORIZATION:		PILOT: Gil Kamoo		TOTAL: $	10395.00

Reduce by 10%

SIGNING OF THIS TICKET BY AUTHORIZED REPRESENTATIVES CONSTITUTES THE RIGHT BY THE CARRIER TO CHARGE 3% PER MONTH INTEREST ON ALL ACCOUNTS OVER 30 DAYS.

17 Appendix 4: Geophysical report

Hardcopy and digital files

18 Appendix 5: Field report

Hardcopy and digital files