094195

2000 Assessment Report

on the

Caribou Creek Property

Hope 1 (Y21249), Hope 2 (Y76048)
Best 1 – 6 (Y25895-900)
Cara 1-7 (YB0836-042)
Boo 1-66 (YB07740-805)
Boo 67-76 (YB08026-035)
Boo 77-86 (YB07806-815)
Boo 101-104 (YB07816-819)

Freegold Mountain Area
NTS 115 I-3 & I-6
Lat. 62°20'N, Long. 137°,30'W
Whitehorse Mining District

For: Midnight Mines Ltd.
Box 5262
Whitehorse, YT
Y1A 4Z2

By: Tintina Consultants
February 27, 2001

Period of Work: June 1 – August 31, 2000

This report has been examined by
the Geological Evaluation Unit
under Section 53 (4) Yukon Quartz
Mining Act and is allowed as
representation work in the amount
of $ 13,700 .

M. Burke

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

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Summary

The Caribou Creek Project is located in the Freegold Mountain area of the Dawson Range. The Freegold Mountain area lies along the Big Creek Fault Zone, a regional structure closely associated with porphyry copper-gold deposits and hosting gold bearing stockwork bodies and gold-quartz veins. Prospectors discovered the Laforma and Caribou Creek quartz veins in the early 1930's.

The 2000 season at the Caribou Creek property saw a work program consisting of extension of the baseline, the addition of 32,050 metres of flagline grid, prospecting, dewatering of the adit and drift, sampling of the open cut and underground drift, and site assessment. The grid preparation can now facilitate additional geophysical surveys and geological mapping on a property scale. Prospecting located additional areas of interest that warrant follow-up. Dewatering of the adit and drift enabled additional samples to be taken of the vein in the face and the back of the drift, returning results up to 1.049 oz/t gold. One grab sample from the south end of the open cut contained visible gold and returned an assay of 134.886 oz/t gold.

Follow-up work should include geophysics over the new grid, and geochemical sampling to better delineate the geophysical anomalies from past programs and any new ones that are found. Detailed geological mapping in the pit, underground and on the grid will help locate and define the Caribou Creek structure. Diamond drill holes should be located to test these anomalies and to further define reserves of gold in the open cut and adit area.

Chapter 1 – Introduction

A. Introduction

Work on the property was completed between June 1 and August 31, 2000 by various personnel under the direction of Mr. B. Harris of Midnight Mines Ltd. The following people visited the property at various times:

David Tenney	Mine Geology Services	Geological, Site Assessment, Adit and Open Cut Sampling
Rod Samuels	R.M. Samuels Consulting	Site and Mill Assessment
Susan Craig	Tintina Consultants	Property Familiarization and Site Assessment

Mr. Harris employed the following personnel to carry out line cutting and grid development:

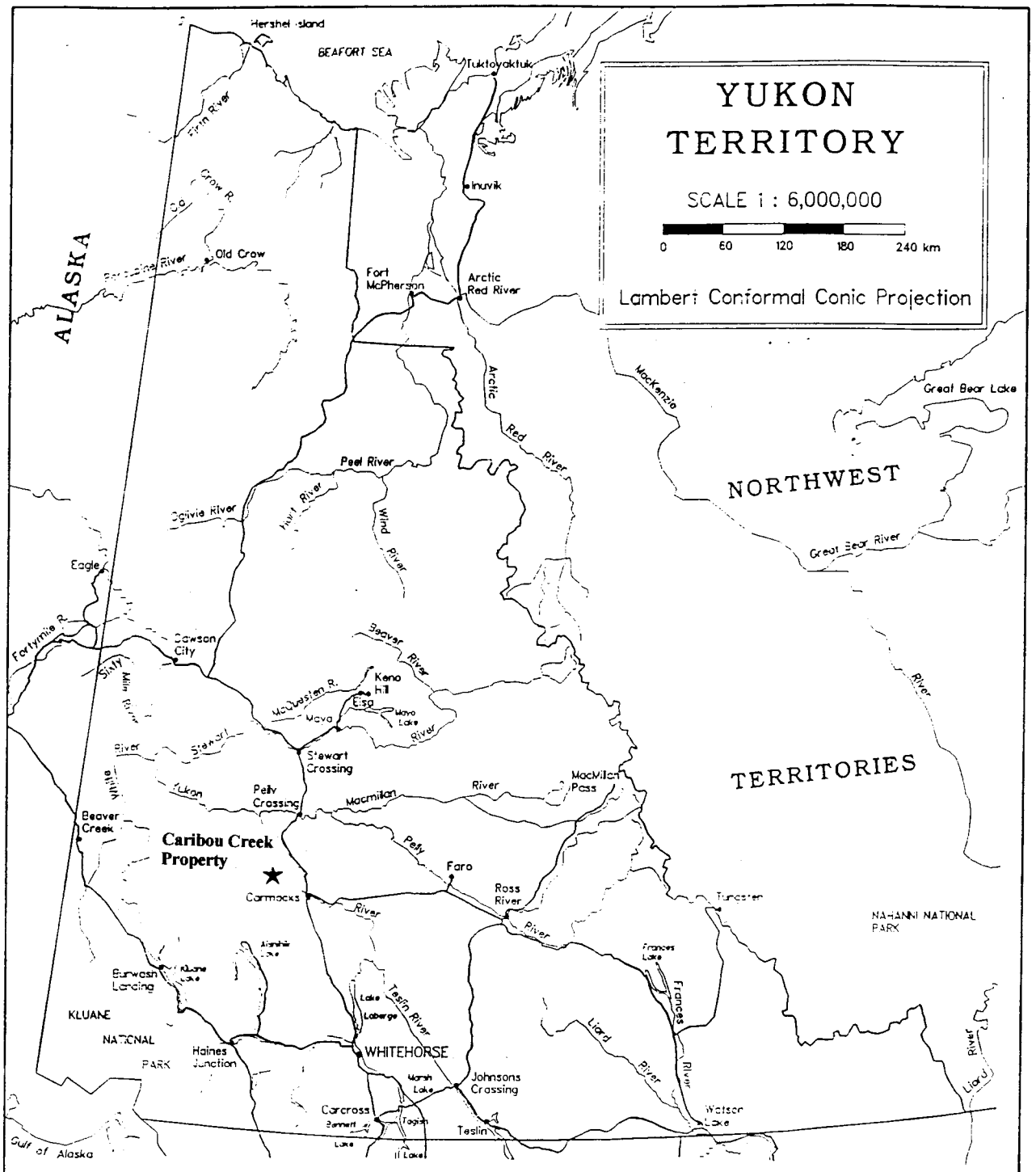
Martin Gauvreau
Jerry Cousins

In addition, Mr. Harris carried out hand trenching, prospecting and dewatering of the adit.

This report is prepared to describe and present the results of work completed during 2000. Mr. B. Harris has provided locations of prospecting traverses, hand trenching, baseline cutting and grid development, as well as an overview of other work performed. Mr. D. Tenney provided the details of his visit to the property, assays and reinterpreted drill sections. The writer made a preliminary visit to the property to familiarize herself with the property and the region.

B. Location and Access

The property is located in the Dawson Range south of Freegold Mountain and Seymour Creek, approximately 65 kilometers northwest of Carmacks on NTS Map Sheet 115 I-6 at latitude 62° 8'N and longitude 137°06'W. Figure 1 shows the property location. The claims are accessible via the Freegold Road, a government maintained gravel road. A four-wheel drive road along the Caribou Creek valley connects the Freegold Road to the Caribou Creek workings. Several cat trails on the claims provide access to trenches and drill sites. The total road distance from Carmacks to the area is 85 kilometres.



LOCATION MAP

N.T.S. 115 I/6

FIGURE 1

C. Physiography

The Freegold Mountain area features large, well rounded hills and ridges of the Dawson Range of the Coast Mountains. Valley floors are flat and swampy, and valley walls rise sharply to the upland areas. Elevations range from 750 metres in the Seymour Creek valley to the summit of Freegold Mountain at 1,450 metres. Glaciation has had a limited effect; most of the area remained ice-free during the last Ice Age. The Seymour Creek valley formed a spillway for meltwater originating in the southeast.

The claims lie over the Caribou Creek valley and upland ridges to the east and west. The upper slopes and ridges are broad and gently sloping with buck brush and alpine vegetation. Lower slopes are steeper and feature spruce forest and thickets of dwarf willow, alder, birch and poplar forest. Caribou Creek is a small creek in a fairly narrow steep sided valley. Swampy conditions prevail at higher elevations and outcrop is sparse, restricted to ridge crests and the steepest slopes. Northerly facing slopes and valley floors are often underlain by permafrost, which hinders geochemistry, trenching and road building.

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

D. Property/Claim Summary

The "Caribou Creek Property" includes the following claims: Hope 1 & 2, Best 1-6, Cara 1-7, and Boo 1-86 and Boo 101-104.

During the 2000 field season, work was carried out on the claims in the table below.

Table 1: Claims Worked On

Claim Name	Grant Number
Hope 1	Y21249
Hope 2	Y76048
Best 2	Y25896
Best 4	Y25898
Cara 1-7	YB08036-042
Boo 39-42	YB07778-81
Boo 49-52	YB07788-91

Figure 2 shows the locations of these claims.

The work done on the above claims was applied to the adjacent claims listed in the table on the next page. Please see Figures 2 and 3 for the location of these claims.

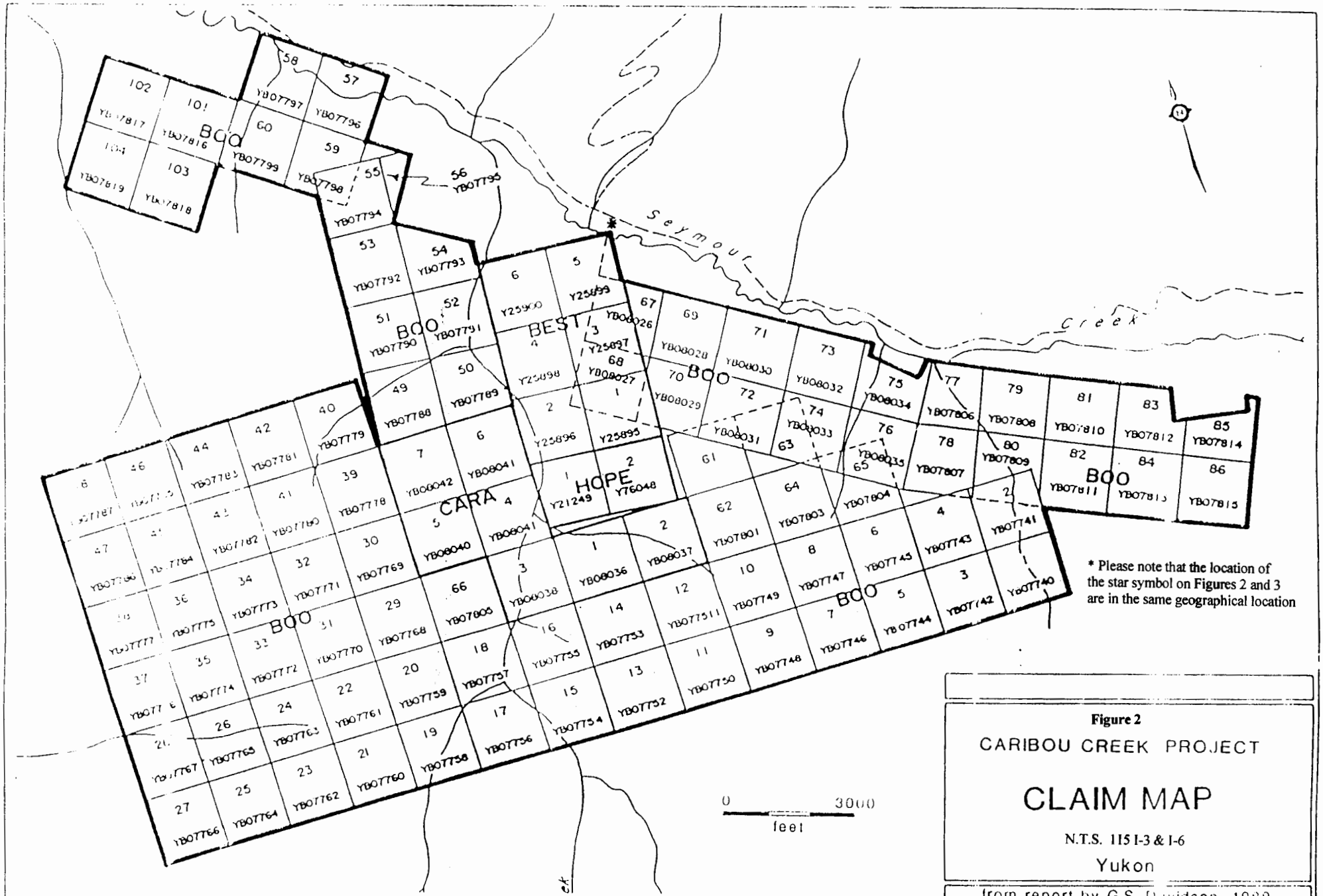


Figure 2

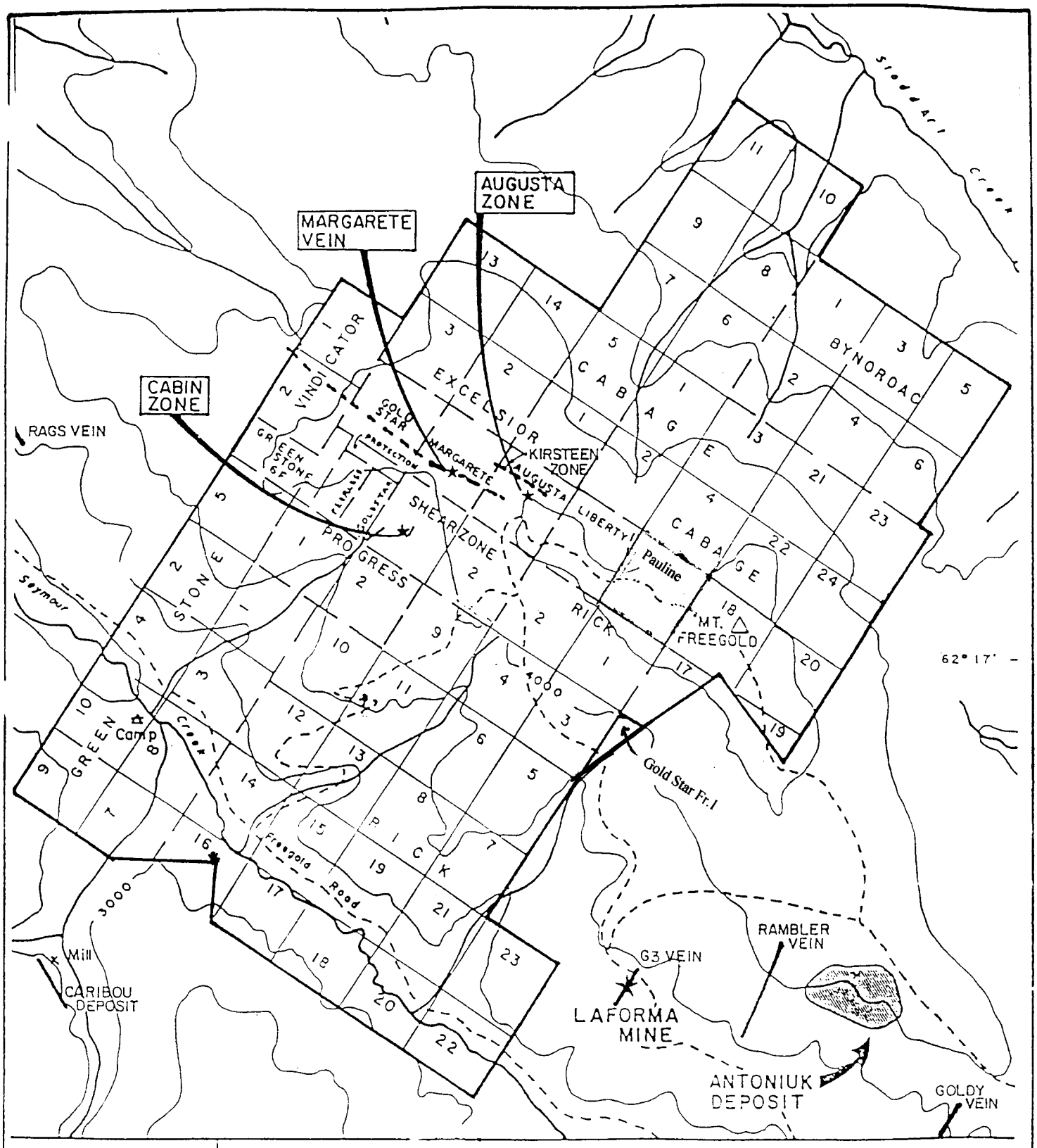
CARIBOU CREEK PROJECT

CLAIM MAP

N.T.S. 115 I-3 & I-6

Yukon

from report by G.S. Davidson, 1989



GOLDSTAR PROPERTY
CLAIM MAP

N.T.S. 115I-6 MT. FREEGOLD, YUKON

SCALE 1:31,680 FIGURE 3

Table 2: Claims Work Applied To

Claim Name	Grant Number	Expiry Date	New Expiry Date*	Registered Owner
Boo 1-38	YB07740-77	2000/08/31	2001/08/31	B. Harris
Boo 41	YB07780	2001/08/31	2002/08/31	B. Harris
Boo 42-48	YB07781-87	2000/08/31	2001/08/31	B. Harris
Boo 61-66	YB07800-05	2000/08/31	2001/08/31	B. Harris
Boo 67-68	YB08026-27	2000/09/09	2001/09/09	B. Harris
Boo 78-86	YB07806-15	2000/08/31	2001/08/31	B. Harris
Greenstone 1-4	90465-68	2001/01/29	2002/01/29	B. Harris/E. Wienecke
Greenstone 5	91056	2001/01/29	2002/01/29	B. Harris/E. Wienecke
Greenstone 6	Y21094	2001/01/29	2002/01/29	B. Harris/E. Wienecke
Greenstone 7-9	YA92778-80	2001/01/29	2002/01/29	B. Harris/E. Wienecke
Greenstone 10	YA92869	2001/01/29	2002/01/29	B. Harris/E. Wienecke
Vindicator 1-2	60422-23	2001/01/29	2002/01/29	B. Harris/E. Wienecke
Excelsior 1-3	63639-41	2001/01/29	2002/01/29	B. Harris/E. Wienecke
Gold star	15519	2001/01/29	2002/01/29	B. Harris/E. Wienecke
Goldstar	Y80600	2001/01/29	2002/01/29	B. Harris/E. Wienecke
Goldstar 1	YB37988	2001/01/29	2002/01/29	B. Harris/E. Wienecke
Cabage 1-11	YA92757-67	2001/01/29	2002/01/29	B. Harris/E. Wienecke
Cabage 13-14	YA072768-69	2001/01/29	2002/01/29	B. Harris/E. Wienecke
Cabage 17-24	YA92770-77	2001/01/29	2002/01/29	B. Harris/E. Wienecke
Bynordac 1-6	YB05903-08	2001/01/29	2002/01/29	B. Harris/E. Wienecke
Rick 1-14	YA92082-95	2001/01/29	2002/01/29	B. Harris/E. Wienecke
Rick 15-21	YA92748-54	2001/01/29	2002/01/29	B. Harris/E. Wienecke
Liberty	63638	2001/01/29	2002/01/29	B. Harris/E. Wienecke
Pauline 1	YB37987	2001/01/29	2002/01/29	B. Harris
Progress 1-2	73464-65	2001/01/29	2002/01/29	Bill Harris/E.Wienecke
Peerless	15549	2001/01/29	2002/01/29	Bill Harris/E. Wienecke
Protection	15677	2001/01/29	2002/01/29	Bill Harris/E. Wienecke
Shearzone 1,2	60420-21	2001/01/29	2002/01/29	Bill Harris/E. Wienecke
Margarete	15505	2001/01/29	2002/01/29	Bill Harris/E. Wienecke
Augusta	15494	2001/01/29	2002/01/29	Bill Harris/E. Wienecke

*following approval of filing

Chapter 2 – Geology and Mineralization

The following information in this chapter is taken form the Geological Evaluation Report on Caribou Creek Report by Graham Davidson dated December 1997.

A. Regional Geology

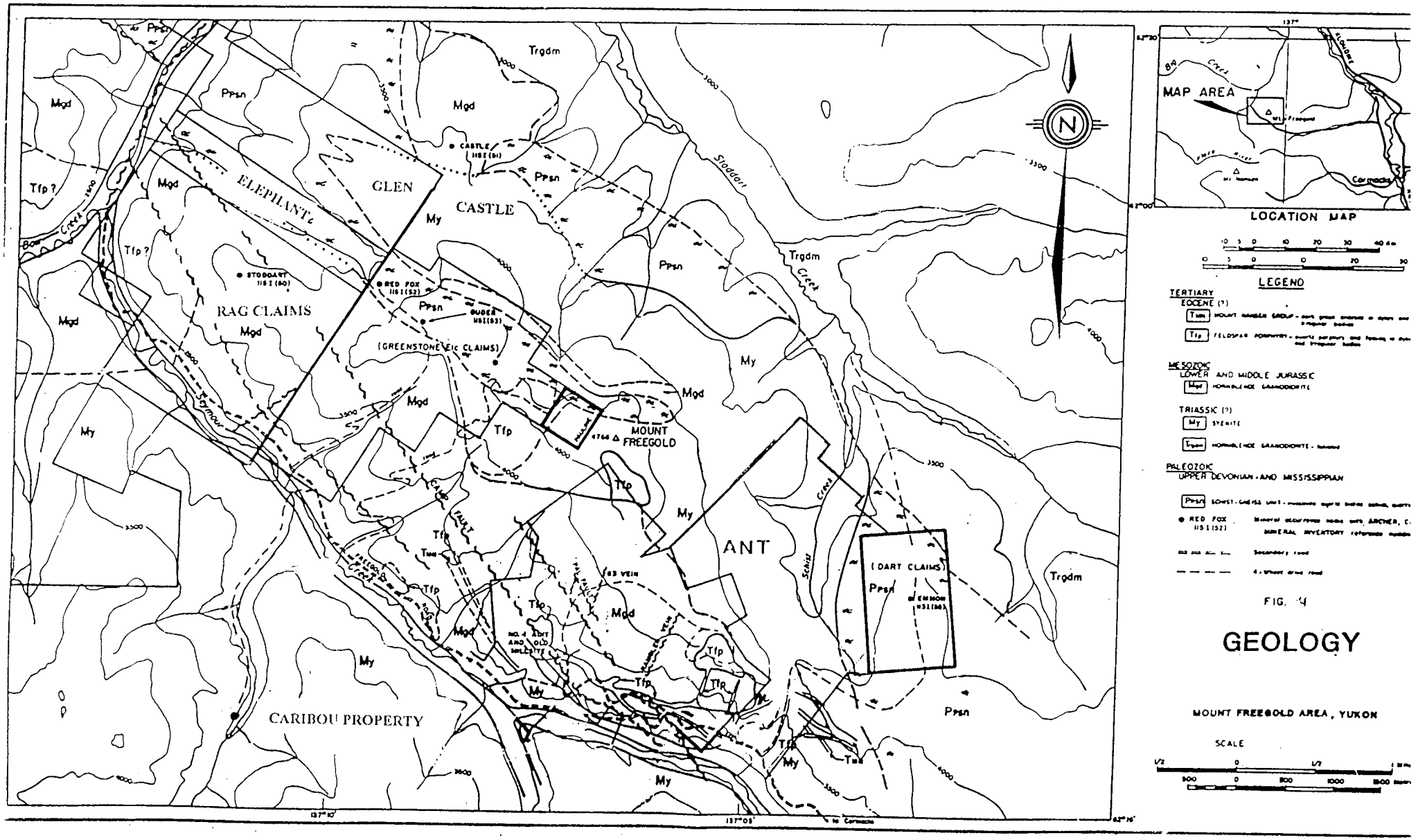
The Freegold Mountain area lies in the Dawson Range plutonic belt, a complex assemblage of siliciclastic, metavolcanic and metaplutonic rocks intruded by Mesozoic and Tertiary volcanic and plutonic suites. The northwest bearing Big Creek fault, a regional structure, crosses Freegold Mountain and is the locus of Cu-Au mineralization associated with skarns, breccias and mafic to felsic intrusions of the Dawson Range Batholith, Mount Nansen and Carmacks Groups. Volcanic flows, stockworks and dykes of Cretaceous to Tertiary Mount Nansen and Carmacks Group intrude and overlie the older plutonic rocks.

The Caribou Creek and Freegold areas are primarily underlain by syenite, granodiorite and quartz monzonite of the Early Jurassic Mount Freegold Meta-Plutonic Suite and by Casino granodiorite of the Early Cretaceous Dawson Range Plutonic Suite (see Figure 4.)

A more detailed description of the regional rock units starts with the oldest rocks in the map area, the Wolverine Creek Metamorphics composed of metamorphic units of Early Palaeozoic age, part of the Yukon-Tanana Terrane. The metamorphic lithologies consisted of rocks of sedimentary, volcanic and lesser plutonic origin. Regional tectonic metamorphism altered these lithologies during the Late Ordovician to Middle Jurassic time to quartz-mica schist, gneiss, and metasedimentary units. The thin units display a strong and generally consistent, parallel lineation that closely parallels their original bedding. During the Early Jurassic period, a major structural event of arc-continent collision created a strong northwest (NW) structural orientation as well as stress related high angle shear and extensional fractures in the northeast (NE) direction.

In Early Jurassic to Triassic time, the metamorphic rocks were intruded by granitic rocks of the Mount Freegold Meta-plutonic Suite then the Early Cretaceous Dawson Range Batholith consisting of biotite-hornblende rich granite, granodiorite and quartz diorite. In the Seymour Creek area the batholith is biotite rich, leucocratic quartz monzonite and granite. The NW trending Big Creek fault system caused a strong northwest structural orientation in some of the granites. Bodies of Late Cretaceous quartz monzonite and latite porphyry breccias of the Prospector Mountain Suite intrude the Dawson Range Batholith. Intense argillic and propylitic alteration zones in these intrusions host auriferous oxide breccia zones.

The Mount Nansen and Carmacks Groups volcanics and dykes were emplaced after the granitic units possibly as the volcanic component of the Prospector Mountain Plutonic Suite. The source pluton caused local uplift and doming of the Dawson Range granodiorite allowing a greater rate of erosion. Mount Nansen felsic dykes intrude the other lithologies and are often closely associated with mineralized quartz veins and


GLEN
CASTLE
ELEPHANT
RAG CLAIMS
(GREENSTONE VEIN CLAIMS)
MOUNT FREEGOLD
ANT
(DART CLAIMS)
CARIBOU PROPERTY
Stoddart Creek
Trgdm
Mgd
Ppsn
My
Tfp
Tfp ?
Tsm
N
MAP AREA
LOCATION MAP
LEGEND
TERTIARY
EOCENE (?)
Tsm
Tfp
MESOZOIC
LOWER AND MIDDLE JURASSIC
Mgd
TRIASSIC (?)
My
Trgdm
PALEOZOIC
UPPER DEVONIAN AND MISSISSIPPIAN
Ppsn
RED FOX
115 I (52)
Secondary road
4-wheel drive road
FIG. 4
GEOLOGY
MOUNT FREEGOLD AREA, YUKON
SCALE

breccias. The Carmacks Group volcanics consist mainly of mafic flows and tuffs with local andesite to latite breccia, subvolcanic dykes and sills.

Four types of mineralization occur in the Mount Freegold area; low-grade gold bearing felsic breccia bodies associated with younger intrusive rocks; low-grade gold deposits on the periphery of the intrusive porphyries; higher grade gold bearing quartz veins and lenses along shear zones; and gold bearing magnetite skarns. At Antoniuk, gold mineralization occurs in a brecciated felsic stockwork body within Carmacks Group igneous rocks. The stockwork is altered containing 1-2% pyrite as disseminations in thin quartz veinlets. Gold values grade 1.1.6 gpt while silver values in the stockwork are up to 90 gpt. Vein-fault deposits occur at Laforma, free gold and electrum in the G-3 quartz vein with average grade of 15.1 gpt while at Caribou free gold occurs in a quartz stockwork. Magnetite skarn occurs on the Augusta claim containing free gold in vuggy and limonitic magnetite. Sporadic very high gold assays have not been duplicated by drilling of the skarn. At Casino, gold is present in an oxide horizon in the upper portion of a porphyry copper deposit. Reserves at Casino are reported at 675 mt at 0.5 gpt gold and 0.25% copper.

B. Structure

Structural events in Jurassic time consisted of arc-continent collision. The principal stress direction was southeast-northwest (130-150°) which created dextral (right-hand) transcurrent faulting. The Tintina Fault is a prominent NW structure of regional proportions located one-hundred and fifty kilometres northeast of the Seymour Creek area and the Denali Fault located 100 kilometres west of Seymour Creek marks the western margin of the Yukon Tanana Terrane. The Tintina Fault has been interpreted to have moved as much as 450 kilometres in a right-lateral, strike-slip displacement. The Big Creek Fault is also a NW trending structure which has been interpreted as displaying a similar right-lateral faulting with up to 14 kilometres of displacement. The Big Creek fault zone trends along the north side of Seymour Creek valley but is not exposed due to overburden. Oblique angled secondary faults to the main NW fault zones host the quartz veining at Caribou Creek and Freegold Mountain.

Intrusion of the Prospector Mountain Suite occurred along the NW faults causing local uplift and collapse features. Porphyry style mineralization (Cu-Mo) occurs in a quartz monzonite stock at Casino and on the Dart property. During the intrusion, both porphyry dykes and later stage mesothermal and epithermal quartz veins and breccias infilled many of these NW faults. Continued fault movements are evidenced by slickenslides and brecciation found within many veins and porphyry dykes. Three structural orientations with varying degrees of lateral displacement are interpreted.

1. 130°-150° The dominant SE-NW structural trend on the property consistent with the Big Creek Fault zone
2. 020° A secondary structural trend primarily as splays of the main NW features. Mineralized quartz veins occur in this trend although they are discontinuous and narrow.
3. 340° A third regional trend expressed as minor faults, fractures and joints. At Caribou the shear zone follows this trend.

Table 3
Table of Formations

Cretaceous to Tertiary

Carmacks Group
TCg – agglomerates, mafic flows and tuffs, dark green basalt

Mount Nansen Group
LKMn – undifferentiated mafic to intermediate volcanics with less felsic volcanic plugs an dykes, andesite dykes. This unit consists of green andesite flows, fine-grained flow banded rhyolite and pink felsite to felsite porphyry sills and dykes. The felsic dykes are associated with stockwork mineralization at the Antoniuk deposit, Mount Nansen and Freegold Mountain.

LKIC & LKSC, Black sediments and volcanics; mainly graphitic siltstone (LKsC) with very minor silty sandstone; intercalated with and intruded by a number of highly altered porphyritic volcanic bodies (LKIC) composed of quartz and feldspar phenocrysts in a muscovite matrix. In places, sericite mats replace the feldspar. The graphitic siltstone contains terrestrial fossils including grasses, stems, twigs and leaves. This unit hosts auriferous quartz veins at Caribou Creek.

Late Cretaceous to Tertiary

Prospector Mountain Plutonic Suite
LKmPp, pink feldspar porphyry and andesite to latite dykes and breccia

Early Cretaceous

Dawson Range Batholith
Kgd, Casino Granodiorite

Early Jurassic

Mount Freegold Meta-Plutonic Suite
My & Mqm, Syenite and quartz monzonite

Devono-Mississippian

Wolverine Creek Metamorphic Suite
DmiW, Quartz biotite schist and gneiss with some magnetite and goethite skarn

C. Property Geology

The Caribou Creek valley is fairly steep sided but does not feature much outcrop. Coarse-grained syenite outcrops on several small castillated ridges above Rabbit Gulch and there is good rock exposure in the large open cut on the shear zone. Four rock types are present in the open cut and nearby trenches, a medium grained white to yellow monzonite, a tan to orange rhyolite, unusual black feldspar-quartz porphyry volcanic unit and a fine-grained graphitic siltstone.

Structurally the shear zone hosting the Caribou vein trends about 340° and dips 45-65° east. The shear has been traced for 1.5 km to the north and forms an oblique angled structure to the Big Creek fault.

The Caribou Creek property is primarily underlain by syenite of the Mount Freegold Meta-plutonic Suite intruded and overlain by Cretaceous to Tertiary igneous and sedimentary rocks of the Mount Nansen Group. The most common unit in the area is a fresh, coarse-grained syenite (My) which generally contains large phenocrysts of pink orthoclase in a coarse matrix of hornblende and plagioclase feldspar. Accessory minerals include quartz, magnetite, epidote and chlorite. Lenses of amphibolite and gneiss occur within the syenite. Quartz monzonite (Mqm) and granodiorite (Kgd) are less common than the syenite. They consist of equigranular medium-grained to porphyritic quartz-plagioclase-biotite-hornblende rocks, variably foliated. Sericite, kaolinite and chlorite alteration is locally present in the syenite, quartz monzonite, and in Casino granodiorite.

Mount Nansen Group intermediate to felsic volcanic rocks (Kmn) consist of flows and dykes. Two types of dykes or sills are seen at Caribou Creek. One is the tan to orange weathering fine-grained rhyolite porphyry which is visible in the hangingwall of the mineralization. The second is a black quartz feldspar porphyry unit containing abundant graphite and also present in the open cut. The following geological units occur in the area:

Devono-Mississippian
Wolverine Creek Metamorphic Complex, basement rocks, meta-igneous and metasedimentary schist and gneiss consisting of quartz biotite schist, hornblende schist, gneissic equivalents, quartzite and minor limestone. The primary foliation trends northwest-southeast.

Jurassic
Mount Freegold Meta-plutonic Suite, orthoclase-hornblende porphyritic syenite (My) outcrops along the Caribou Creek road. Quartz monzonite (Mqm) occurs along Caribou Creek and forms footwall rocks of the quartz stockwork.

Mid-Cretaceous
Dawson Range Batholith, quartz-hornblende-biotite granite and Casino granodiorite (Kgd). Granodiorite outcrops on many of the ridges in the area.

Late Cretaceous

Prospector Mountain Plutonic Suite, quartz monzonite (LKqm) stocks, felsic dykes and breccias. Quartz monzonite porphyry and biotite granite porphyry intrude the older intrusive and metamorphic rocks on the claims. Typically fresh specimens are pale gray in colour with abundant biotite. Some brecciation of the porphyry was noted in drill core.

Mount Nansen Group, rhyolite breccia and felsite dykes, andesite flows. Felsic dykes and breccias associated with epithermal gold mineralization at Mount Nansen. Black sediments and volcanics; mainly graphitic siltstone (LKsC) with very minor silty sandstone; intercalated with and intruded by a number of highly altered porphyritic volcanic bodies (LKIC) composed of quartz and feldspar phenocrysts in a muscovite-graphite matrix. In places, sericite mats replace the feldspar. The graphitic siltstone contains terrestrial fossils including grasses, stems, twigs and leaves. This unit hosts auriferous quartz veins at Caribou Creek.

Tertiary

Carmacks Group (LKCg), basalt, pyroclastics, tuffs, porphyry and breccia outcrop east of Freegold Mountain. The rocks weather brown to reddish brown and overlie granitic rocks. Variable in composition from olivine rich to feldspathic.

D. Mineralization

Around Freegold Mountain quartz veining is located along shear zones trending northwest-southeast parallel to the Big Creek fault and in oblique angled structures such as at Caribou Creek. The footwall contact is marked by slickensides, graphite and an orange to red clay layer of variable thickness. Quartz-chalcedony occurs as anastomosing veins and stockwork in the shear zone. The hanging wall is poorly defined but is marked by fractures and a decrease in the amount of quartz veining. At Caribou Creek auriferous quartz stockwork is present where the shear zone cuts graphitic sediments. Four primary mineralization types are recognized in the area:

1. Epithermal and Mesothermal Veins: The primary NW trend and the secondary NE structures have the potential to host quartz veins that are often parallel to porphyry dykes. Near surface these veins are moderately to completely oxidized. Precious metal and quartz content tend to increase with sulphide content and depth. The Mount Nansen deposits are primarily this style of mineralization described as zones of multiple quartz veins and lenses along a NW trend. At Silver Tusk a mesothermal quartz vein contains massive galena and sphalerite in silver rich ore shoots. The Caribou Creek stockwork occurs along a shear zone trending 160°. The mineralizing fluids passed along the shear and were injected under pressure into the graphitic siltstone forming a stockwork. The system appears to be a multiphase injection process with the veins refractured and brecciated. The graphite in the siltstone acted as a chemical barrier precipitating the free gold into the narrow quartz veins and on vein margins.

2. Porphyry Cu-Mo: The focus of exploration in the early 1970's in the Dawson Range, porphyry mineralization at Freegold, Casino, Granite Mtn. etc. was explored by geochemistry, geophysical surveys and drilling. Fairly low grade orebodies were outlined consisting of oxide and sulphide mineralization. Average grades in the hypogene zone were determined at 0.6 – 0.12 % Cu and 0.01% MoS_2 with approximately double the grade in the supergene enrichment zone at about 65 metres of depth. The best copper grades were associated with potassic alteration in a broader phyllic altered zone in quartz monzonite porphyry and granodiorite stocks and breccia bodies.

3. Peripheral Porphyry: Located on the periphery of the main porphyry bodies, low grade gold-pyrite-arsenopyrite mineralization is hosted by sericite-phyllite alteration zones in porphyry stocks, breccia zones and NW fault zones. Gold bearing zones follow the NW structural trend and epithermal veins and gold-pyrite bearing argillic to phyllic alteration zones intermix. Host rocks include breccias, porphyry dykes and quartz monzonite to latite bodies.

4. Magnetite-goethite-limonite Skarn: The metamorphic rocks consist of quartz-feldspar-mica-chlorite gneiss and schist. The primary skarn assemblage consists of magnetite, epidote, diopside, red and brown garnet and calcite and carries gold and silver. Locally superimposed on the primary skarn is a retrograde assemblage of quartz, hematite, actinolite and chlorite which returns erratic high gold and silver values.

Chapter 3 – Historical and 2000 Work Programs

A. History

Prospector P.F. Guder first discovered gold bearing rock on the west side of Freegold Mountain in 1930. He located the Augusta claim over an auriferous magnetite showing and proceeded to dig hand pits and shafts along the structure. On hearing of the find, prospectors rushed into the region, staking over 100 claims in the autumn and winter of 1930-1931.

The Laforma quartz vein was discovered on the southeast side of the Freegold Mountain and was developed by the N.A. Timmins Corporation from 1934-1935. In 1935 the Yukon Consolidated Gold Corporation acquired the Laforma property and continued the underground development. Seymour, Cabin and Caribou creeks were first prospected for placer gold in the 1930's by Guder and associates. They sunk numerous shafts along the narrow steep sided valleys. On finding boulders of quartz containing visible gold at the bottom of a small gulch (Rabbit Gulch) they began trenching the side hill. The bedrock source was located above Caribou Creek and staked as the Dark Moth claim in 1937 by W. Teare. A gravity fed stamp mill was constructed by T.C. Richards and E. Keobke to process hand picked ore from an open cut and adit. In 1938 twelve tons of high grade quartz was milled, producing 88 ounces of gold.

In the winter of 1938-1939 the milling equipment was moved from Caribou Creek to the Laforma property.

At the Caribou property, 31 diamond drill holes (1,500 metres) were completed between 1988-1989 for Doron Exploration Co. The drilling outlined a high grade gold bearing quartz vein stockwork occurring along a shear zone at the contact between graphitic siltstone and underlying volcanic or igneous rocks (see Table 4). Drill roads provide good access across the hillside to trenches and the mill. An attempt to mine the stockwork in a large open cut by Sayre Development Inc. in 1990 proved unsuccessful. Excavating and stripping on the open cut covered most of the original drill collars and trenches. A 50 tpd mill was constructed and operated for a short period in 1990. The mill remains on site but will require extensive rehabilitation and construction to make it operational.

TABLE 4
SELECTED DRILL RESULTS

Drill Hole	Depth (m)	Width/Description	Gold Value gpt (opt)
CC88-9	21.64-24.38	2.72 – quartz breccia zone	5.8 (0.117)
CC88-10	22.25-24.99	2.74 – quartz breccia zone	86.6 (2.53)
CC88-11	20.12-24.69	4.57 – quartz breccia zone	9.3 (0.271)
CC88-12	18.90-22.25	3.35 – quartz breccia zone	11.3 (0.331)
CC89-21	42.38-46.94	4.56 – quartz breccia zone	42 (1.228)
CC89-22	32.46-33.99	1.53 – quartz breccia zone	28.5 (0.832)

In 1994, Dark Moth Mines Ltd. drove an adit on the quartz vein stockwork intersecting the shear at 11 meters and then drifted a short distance in both directions along the shear. Detailed chip sampling of the stockwork in the adit was performed by R. Clarkson, P. Eng. in 1994 and J. MacDougall of Redell Mining Corp. in 1996.

B. Chronology of Exploration Programs 1987-1999

October 1987 – Doron Exploration Inc., cat trenching, grid development, geophysical surveys

Summer 1988 – Doron Exploration Inc., diamond drilling (12 holes, 537 m), trenching, road building, surveying, mapping and sampling

October –December 1988 – Doron Exploration Inc., diamond drilling (7 holes, 379m)

May-June 1989 – Doron Exploration Inc., diamond drilling (12 holes, 675.1 m)

Summer 1991-1992 – Sayre Development Inc., open cut excavation on hillside in an attempt to expose the auriferous stockwork. Mill construction (50 tpd)

Summer 1994 – Dark Moth Mines Ltd., underground exploration drift totaling 50 m of drifting using a cable slusher. Test milling of auriferous quartz breccia. Grid development (31 km). VLF-EM and magnetometer surveys.

Summers 1996 – Dark Moth Mines Ltd, underground sampling, open cut bulk sampling of quartz stockwork, test milling of auriferous quartz breccia, road construction

Summers 1997-1999 – Midnight Mines Ltd., road upgrading, open cut and underground sampling

C. Drilling

The drill programs are described in the Orequest Consultant Report dated June 30, 1989. They conclude: "to date a strike length of 160 meters has been outlined on a mineralized body trending 340°. Drilling north of the main area has shown the favorable stratigraphy is present giving a potential strike length of 350 meters. Prospecting has outlined a possible strike length of 1300 meters where the feeder system appears to cut the black unit. A total of 31 drill holes totaling 1586.49 meters have been completed on the property of which 10 have intersected the breccia zone and returned anomalous gold assays"(G. Cavey, 1989).

The drill work suggests that Rabbit Gulch may be a fault and that the stockwork zone may be offset to the west. The black unit has been intersected north of the gulch but no stockwork was found. To the south, the shear zone has been exposed in several hand pits and the black unit outcrops on the east side of Caribou Creek however there has been no drilling so far (Davidson, 1997).

Thompson and Iles Surveyors prepared a survey plan after the first phase of drilling detailing trenches and drill sites. The later drill sites were compiled on a drill hole location map from the Orequest Report. Orequest also prepared good sections of the drill data.

D. Exploration Adit

In 1994, an adit was driven targeting the drill intersection in DDH88-10 under the supervision of T. Morgan and B. Harris of Dark Moth Mines Ltd. At 10 m into the adit, the hanging wall of the vein was seen in the floor of the drift. The footwall of the quartz-chalcedony graphitic breccia showed in the drift floor at 11.4 meters. The drift was stopped at 12.6 meters after passing through quartz-chalcedony veining, cataclastic intrusive, gouge and ending up in an oxidized brown rhyolite.

High grade visible gold samples were seen on the left hand side and floor of the drift in a 10-15 cm band of graphitic quartz vein breccia that contacted the smokey quartz of the footwall.

Later in 1994, the drift was continued north and south on the shear zone for a distance of 11 and 6.5 meters respectively. In the drift, visible gold was seen along the margins and within narrow quartz coxcomb veins close to the footwall contact. The stockwork appears to have been formed by several episodes of quartz and chalcedony veining which refractured the previous veining. Angular fragments of graphitic siltstone occur in a mixture of narrow coxcomb quartz veins, wider chalcedony veins and cockade quartz. Sampling and test milling of the stockwork was undertaken by B. Harris and T. Morgan in 1994, and by B. Harris in 1995-1996.

In 1998 G. Davidson collected 7 chip samples across the vein in the adit, at 5 metre spacings. Results are shown in Table 5 below.

Table 5: 1998 Adit Samples

Sample No.	Location	Sample Length	Au (gpt)
78305	North Face of Drift	4 feet	10.98
78306	5 m south of 78305	2 feet 6 inches	13.02
78307	10 m south of 78305	3 feet	25.30
78308	15 m south of 78305	2 feet 6 inches	151.50
78309	20 m south of 78305	3 feet 9 inches	75.34
78310	25 m south of 78305	5 feet	0.79
78311	South Face of Drift	4 feet	65.23

E. Open Cut Sampling

In 1996, the southern exposure of the stockwork zone was open cut over a 50 meter length to provide feed for a pilot mill. Approximately 200 tons of stockwork material was taken to the mill and about 2,500 cu. m. of waste material was discarded.

In 1998 G. Davidson collected 4 samples in the open cut area. Results are shown in Table 6 below.

Table 6: 1998 Open Cut Samples

Sample No.	Location	Au (gpt)
78301	Grab 10 feet up face	1.13
78302	Grab	5.34
78303	8" wide breccia zone	11.58
78304	High grade	316.73

F. 2000 Work Program

Baseline and Grid Development

The baseline on the property was extended further to the north 1300 m by a crew of 3 (see figure 5). This same crew put in 30,250m of flagline grid added on to the existing grid.

Prospecting

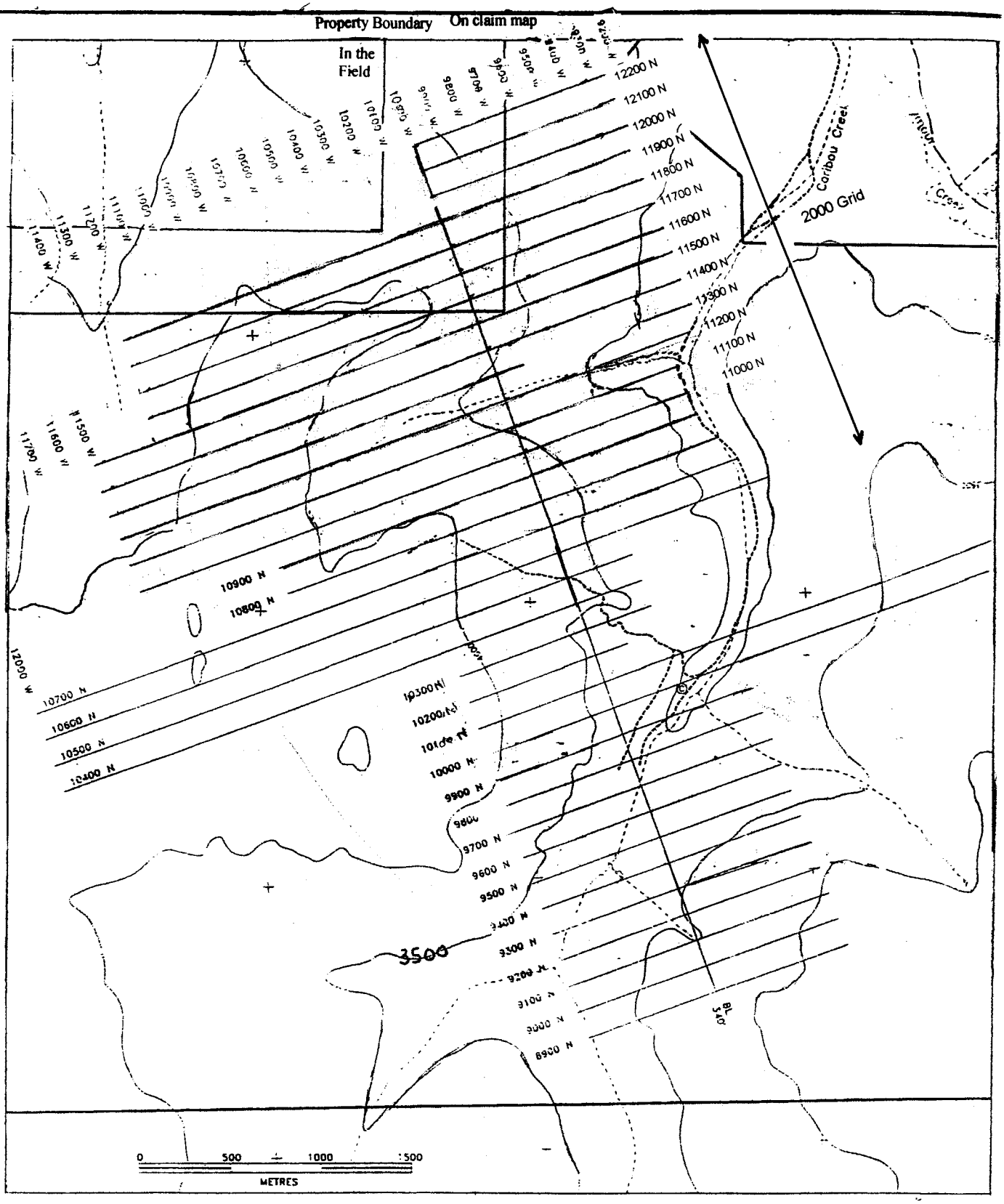
Prospecting traverses were undertaken in several areas of the property, in search of rocks which would correlate to the "breccia unit" or "black unit" of the main showing at Caribou Creek.

Area 1:

Area 1 is located on the north side of Sunny Creek (a left limit tributary to Caribou Creek) which crosses the baseline at approximately 11200 N. Two quartz breccia veins (in place) were found on the north side of the valley. The breccia was made up of fragments of buff to brown granite in quartz. Other occurrences of this brown granite and quartz breccia were found in float along the east facing flank of the hill dropping into the Caribou Creek valley. Several old caved shafts or hand-pits were found above the road on the west side in an old drainage (probably F. Guder era), yet no bedrock material was found in the old workings.

Area 2:

Area 2 is located between Sunny Creek and Rabbit Gulch uphill of the baseline. Float pebbles of the "black unit" were located in several areas but no outcrop was found. Efforts were made to trace a "float train" but were hampered due to heavy vegetation cover (buckbrush, moss and frozen muck).



LEGEND

Elevation contour

Interval, (500 feet)

Stream, creek

4-wheel drive road

Property Boundary

Camp location

T.N.

Midnight Mines Ltd.

CARIBOU PROPERTY

2000 Grid Plan

From G. Davidson, Fig. 5, Dec. 1994

SCALE: 1 : 20,000		DATE: Feb. 2001
NTS: 115 I/3, I/6	DRAWN:	FIGURE 5

Area 3:
Area 3 is located uphill and to the west of the open cut. Access to the upland is via a cat trail located north of Rabbit Gulch. Prospecting of this cat trail revealed boulders of brecciated "black unit" within an area of disturbed vegetation. Graphitic siltstone and altered rhyolite float reminiscent of the wallrocks of the "main showing" were also found in small pockets of gravel in the undergrowth to the west of the open cut.
Area 4:
Area 4 is located between area 3 and the open cut, and within Rabbit Gulch itself. Prospecting of this area involved traversing along the watercourse of the gulch and the cat trails and trenches above the open cut. Within the watercourse of the gulch, float pebbles and boulders of the "black unit" were discovered. Graphitic siltstone (in place) was found in old hand-pits (Guder era) which may correlate to exposures in the open cut.

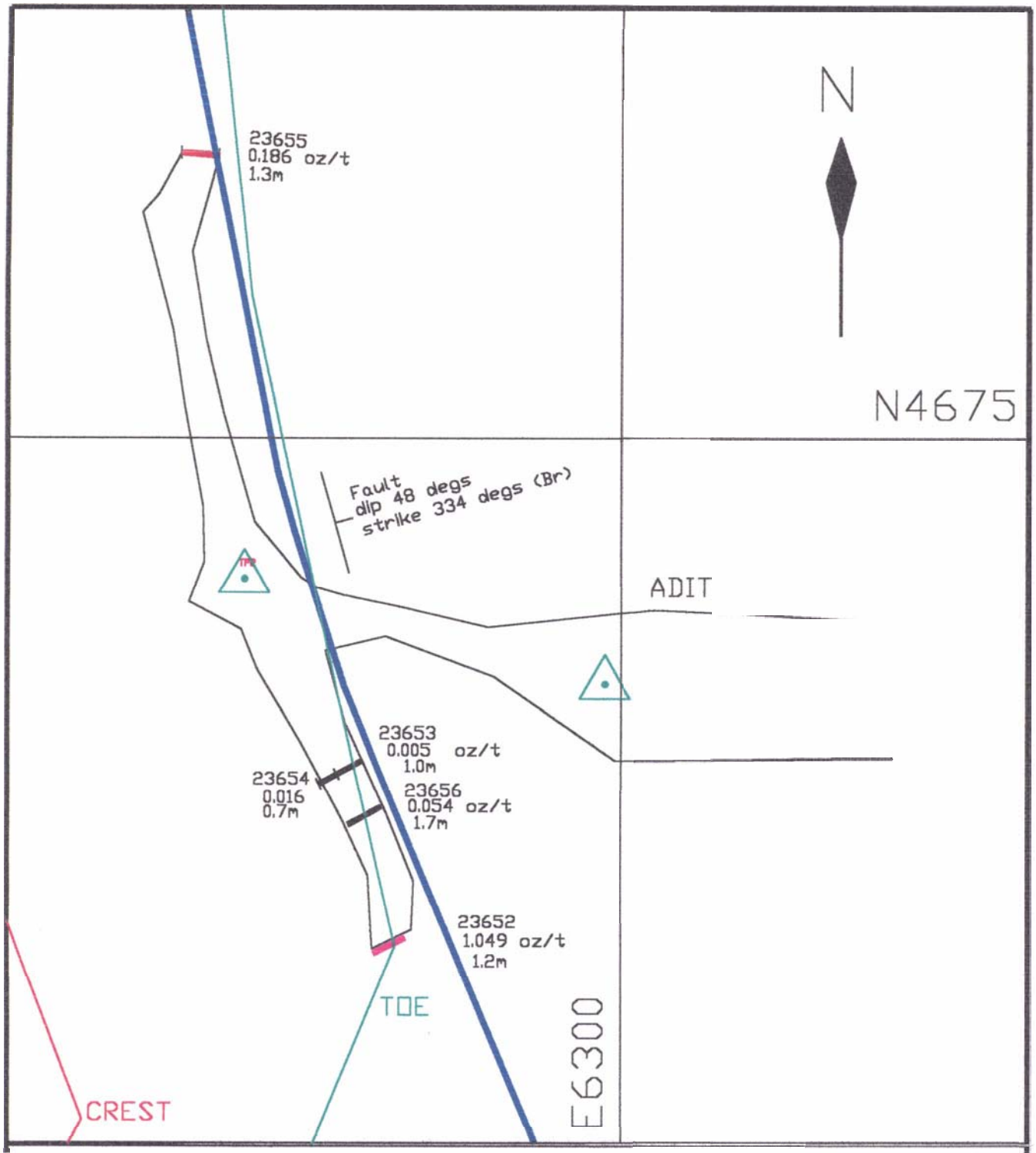
Site Assessment
Mr. Samuels of R.M.Samuels Consulting visited the property in early August to complete a site assessment and an account of what was required to refurbish the mill for future production. At the time of compilation of this report, Mr. Samuels was working on another continent and the writer was unable to contact him. Mr. Samuel's summary of his visit to the property will be submitted as soon as he returns to the country.

The writer visited the property on June 17 and 18 to become familiar with the property. While on the property the writer had an opportunity to do a cursory examination of the mill, tailings facilities, open pit and adit areas, and the overall site layout. In-depth examination of the adit and drift were not possible due to high water levels within the drift. This familiarization was undertaken for the purpose of compilation of work on the property from prior years and in 2000, as well as for future permit requirements.

Geological, Site Assessment, Open Cut and Adit Sampling
Mr. Tenney of Mine Geology Services visited the property on June 21 and 22nd. Mr. Tenney reviewed the geology of the property, and inspected the open pit, underground workings and surrounding area. The following observations are quoted directly from Mr. Tenney's notes from the visit:

1. Mining on the main Caribou gold showing comprises an incomplete open pit and a short adit. The adit cross cut is driven a distance of about 10 m from surface to the vein, and then along the vein 12 m to the south of the cross cut and 16m to the north (see figure 6). These workings are about 10 m below the floor of the pit. Vein material occurs throughout the length of the drift and it is probable that the full width of the vein, which is not sharply defined, is not completely exposed by the workings. The vein is also exposed on the west wall of the more southerly portion of the pit. The pit has no east wall as the valley of Caribou Creek truncates it. In the northern and central parts of the pit the vein structure is not exposed but according to projections must lie inside the pit wall.

FIGURE 6



Jan 17/2001

CARIBOU CREEK PROPERTY

MINFILE INDEX # 115 ▮ 049

UNDERGROUND SAMPLING JUNE 2000

D.Tenney

0 5 10 15m

Mine Geology Services
Whitehorse, Yukon.

2. The gold ore occurs in a silicified shear zone ("vein") dipping at moderate angles to the east (about 50 degrees) and striking north northwest (about 346 degrees). The mineralized zone is a meter or more in width and comprises weakly to strongly silicified graphitic fine grained sediments with white quartz. The altered sediments are moderately to strongly brecciated. Veining and replacements of which quartz occur throughout the zone. Fine grained blebs of native gold, often in clusters, occur in the breccia. There are some drusy cavities. Host rocks are graphitic sediments sometimes altered (?silicified). In the underground workings a fault with similar strike to the ore but apparently a shallower dip (about 48 degrees) cuts the ore a short distance above the back of the drift, and is well exposed at the west end of the cross cut.

3. Samples taken to confirm the continuity of the gold mineralization indicated a strong nugget effect, as did earlier observations. The ore is present in small shoots that have in places spectacular grades. One grab sample from the west wall at the south end of the pit that contained visible gold assayed 134.885 oz/t (sample #23657). This is "Bonanza" type mineralization. There were no sulphides present in this sample, and this is generally true for the whole vein structure. Earlier workers have described the Caribou Vein as "high level epithermal" partly for this reason.

4. There is between 100 and 150 tons of ore from the adit stored on the ground in front of the portal. The grade of this material would provide an indication of the average grades that might be obtained by "bulk mining" the vein.

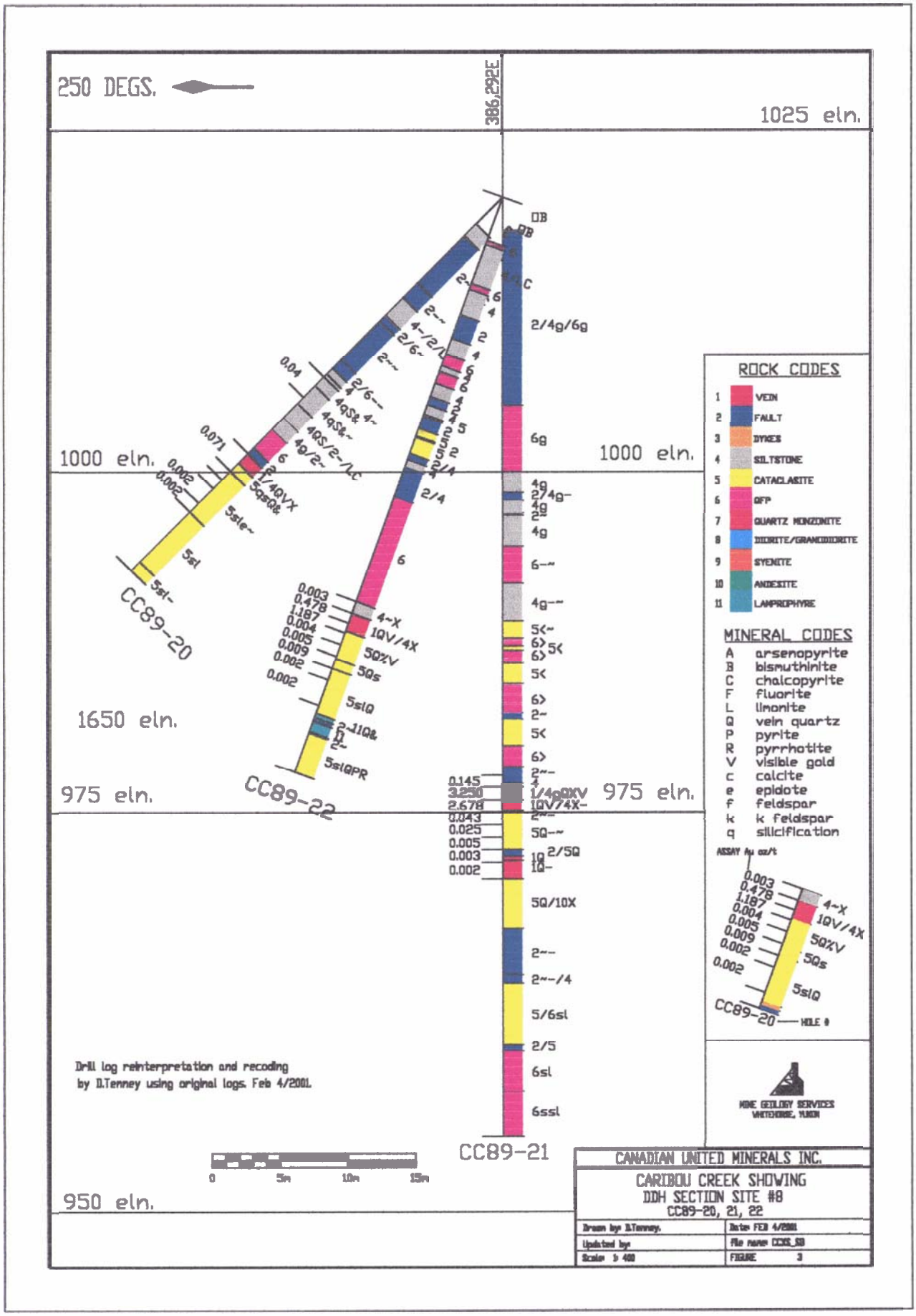
5. The adit was flooded at the time of our visit and Bill Harris pumped it out using a rented pump and generator. Apparently the adit is dry later in the summer. The floor of the adit slopes downwards so the workings can only drain through fractures in the rock.

6. The vein was sampled in four locations, two in the back of the drift, one at the north face and one at the south face (see figure 6 and assay certificates in Appendix 1). These samples were all anomalous and ranged in grade from 0.005 to 1.049 oz/t gold. No visible gold was identified in the underground workings or in any of the underground samples.

7. A well defined post ore fault is exposed in the underground workings at the west end of the cross cut. This fault strikes in the same direction as the vein but has a slightly shallower dip (about 48 degrees), and project to cut the vein at short distance above the back of the drift (see figure 6). I would expect this to be a normal fault, but do not think it has large movement. The effect of the fault on gold grades, perhaps because of remobilization, is unknown.

Dave Tenney also recoded the geology from drill holes 89-20, 21 and 22 and has reinterpreted the drill logs, as can be seen in Figure 7.

FIGURE 7


250 DEGS.
386,292E
1025 eln.
1000 eln.
1000 eln.
1650 eln.
975 eln.
975 eln.
950 eln.
CC89-20
CC89-22
CC89-21
ROCK CODES
1 VEIN
2 FAULT
3 DYKES
4 SILTSTONE
5 CATACLASITE
6 QFP
7 QUARTZ MONZONITE
8 DIORITE/GRANODIORITE
9 SYENITE
10 ANDESITE
11 LAMPROPHYRE
MINERAL CODES
A arsenopyrite
B bismuthinite
C chalcopyrite
F fluorite
L limonite
Q vein quartz
P pyrite
R pyrrhotite
V visible gold
c calcite
e epidote
f feldspar
k k feldspar
q silicification
ASSAY Au oz/t
HOLE #
Drill log reinterpretation and recoding
by D.Tenney using original logs. Feb 4/2001.
0 5m 10m 15m
MINE GEOLOGY SERVICES
WHITEHORSE, YUKON
CANADIAN UNITED MINERALS INC.
CARIBOU CREEK SHOWING
DDH SECTION SITE #8
CC89-20, 21, 22
Drawn by D.Tenney.
Date: FEB 4/2001
Updated by
File name: CCSS_SB
Scale 1: 400
FIGURE 3

Recommendations

Graham Davidson (1997) proposed a program of surface exploration on the Caribou structure, followed by a second phase diamond drill and trenching program, dependent upon results. The surface exploration program would include:

- Geological supervision and mapping, 30 days
- Prospecting, 30 days
- 20 km of cutline grid
- 500 geochemistry samples
- 15 km max-min and magnetometer geophysical surveys
- 100 hours of back hoe trenching and road building

The following conclusions and recommendations are derived from the notes of Dave Tenney's visit to the property during June of 2000:

1. The vein was drilled over a 300 metre strike length by Doron Explorations. However, a coincident VLF electromagnetic anomaly extends about 300 m to the north of the drilled area. Five other VLF anomalies were not tested. These anomalies provide excellent diamond drill targets as they probably represent sheared graphitic horizons. These horizons may be expected to host gold bearing mineralization similar to the Caribou Showing where they are adjacent to an intrusive body.

2. Mining possibilities include an extension of the present open pit both into the west wall and down dip. Mountain side pit locations like this one often give rise to relatively low waste stripping ratios especially where the deposit dips with the topography, as in this case. Where open pitting becomes uneconomic because of high waste stripping ratios small scale underground mining, possibly shrinkage stoping, may be viable.

3. Metallurgical testing indicates gold recoveries of 98% using simple gravity methods and no chemical reagents. This is not suprising, as the gold is largely (entirely) present in the native form and sometimes as electrum.

4. There is a simple mill and gravity concentrator set up near the open pit, however, there is no mill building. A water license is in effect until October 1st, 2001.

5. Exploration potential on this property must be regarded as good owing to the quality of the targets left untested. The following targets are high priority:
    a. The area downdip of the mineralization on the main Caribou Creek showing below drill holes CC89-01, -02, and –03 and vein material in the wall and floor of the pit.
    b. The untested 300 m strike length of VLF conductor on strike to the north of the main showing.

c. The five remaining VLF anomalies, especially where they are in the vicinity of intrusive rocks or overburden geochemical highs for gold and/or mercury and/or arsenic.

Proposed Program

1. Set up survey control for pit, picket grid and underground workings. Locate critical claim posts.
2. Map geology in pit, underground and on picket grid in detail, especially those areas of VLF conductor that are likely to be drilled.
3. Drill short diamond drill holes (less than 60 m) to define high grade gold ore shoots in pit.
4. Test VLF conductors in detail using integrated exploration methods, particularly geochemical overburden sampling. This may highlight specific sections of conductor that are more likely to be mineralized. A backhoe or excavator might be useful for geochemical sampling.
5. Drill VLF electromagnetic conductors at shallow depths (less than 60 m).

Relogging of old drill core (if possible) and replotting of diamond drill plans, cross sections and long sections and reinterpretation of these new plots would further understanding of the geology of the project.

Rod Samuels' recommendations for refurbishing the mill will be submitted as soon as he returns to Canada.

Certificate

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

1. That I am consulting geologist and that I visited the property on June 17 and 18, 2000.

2. That I am a graduate of Lakehead University (M.Sc. Geology, 1991) and the University of Calgary (B.Sc., Geology, 1986).

3. That I am a registered Professional Geoscientist with the Association of Professional Engineers and Geoscientists of British Columbia.

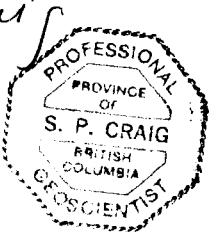
4. That I have been engaged in mineral exploration and development on a full time basis for 10 years in the Yukon and British Columbia.

5. That I have no interest, direct or indirect in the properties or securities of Midnight Mines Ltd. nor do I expect to receive such interest.

SIGNED at Thunder Bay, Ontario this 27th day of February, 2001.

Susan P. Craig

Susan P. Craig, P. Geo.



Statement of Costs

Personnel:	
B. Harris, 6 days @ $300/day Hand trenching	$1,800
Mine Geology Services, 5 days @$400/day Geology, Site Assessment, Open Cut and Adit sampling	$2,000
Tintina Consultants, 2 days @ $400/day Site Assessment	$800
R.M. Samuels Consulting, 5 days @ $500/day Site Assessment	$2,500
Prospecting	
Bill Harris, 10 days @ $300/day	$3,000
Line Cutting	
Bill Harris, Martin Gauvreau, Jerry Cousins	
Cutting Baseline, 1300 m @$600/km	$780
Grid Development, 30,250 m @ $150/km	$4,338
Supplies (flagging etc.)	$400
Dewatering Drift	
Bill Harris, 4 days @ $300/day	$1,200
Pump/Genset Rental	$428
Analyses	$145
Transportation	
Truck Rental, Fuel	$2,900
Camp & Supplies	$600
Report Preparation	$1,200
	Total: $22,091

References

Davidson, G. S. (1997) Geological Evaluation Report on the Caribou Creek Property, for Midnight Mines Ltd., Dec. 15, 1997.

Davidson, G.S. (1994). Exploration Report on the Caribou Property and Glen Claims, for Midnight Mines Ltd., December 1994.

Davidson, G.S. (1994). Exploration Report on the Freegold Mountain Project, for Harris & Assoc. Explorations, February 1994.

Gordey, S.P. and Makepeace, A.J. (1999), Yukon Digital Geology, Yukon Minfile, 115I053,Geological Survey of Canada, Open File D3826.

Tenney, D. (2001a). Notes on Visit to Caribou Creek Gold Property, June 2000, Jan. 21, 2001.

Tenney, D. (2001b). Notes on Caribou Creek, Feb. 19, 2001.

Appendix 1

Certificate of Analyses

Northern Analytical Laboratories ltd.

105 Copper Road
Whitehorse, Yukon
Y1A 2Z7
Ph: (867) 668-4968
Fax: (867) 668-4890
E-mail: NAL@hypertech.yk.ca

Dave Tenney

WO# 00050

Certified by

	Sample #	Au oz/ton
r	23652	>0.400
r	23653	0.005
r	23654	0.016
r	23655	0.186
r	23656	0.054
r	23657	>0.400

Northern Analytical Laboratories ltd.

105 Copper Road
Whitehorse, Yukon
Y1A 2Z7
Ph: (867) 668-4968
Fax: (867) 668-4890
E-mail: NAL@hypertech.yk.ca

10/07/2000

Certificate of Analysis

Dave Tenney

WO# 00060

Certified by

	Sample #	Au grav oz/ton
r	23652	1.049
r	23657	134.886