

2004 Assessment Report

on the

Ellen Property

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

NTS 115 A/13

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

094505

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

February 1, 2005

Period of Work: August, November 2004

Costs associated with this report have been approved in the amount of \$ 5000.00 for assessment credit under Conditions of Work No. QW 1681, QW 2739

J. J. Zantwijk
Mining Recorder
Whitehorse Mining District

Summary

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

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

This main zone covers a copper rich horizon consisting of veins and lenses of chalcopryite, pyrrhotite, pyrite and quartz in layers of chloritic and sericitic tuff within a Triassic mafic volcanic sequence. Although the surface expression of the zone is 10 metres thick on the northwestern side of Ellen Creek and 7 metres thick on the southeastern side, drill results outline a mineralized zone approximately 5 metres in width that crosses the Ellen Creek gully and continues to the southeast. This mineralized zone is contained within a zone of lower grade mineralization which is up to 25 metres thick.

Duncan (2002) noted the potential to expand the zone of mineralization on the property is high, as the mineralized horizon remains open to the northwest, southeast, and southwest.

The work on the Ellen Property in 2004 was carried out during two trips to the field. The program conducted between August 10-12th, 2004 consisted of prospecting, sampling and hand trenching and was undertaken to locate extensions of known mineralization on strike to the southeast of the main zone. New showings were also located up-dip of the mineralized horizon and along the escarpment face up strata of where the on strike extension of the main zone would be found to the southeast of Ellen Creek. Prospecting in August 2004 was focused on following up mineralization along strike to the southeast. The main zone mineralization appears to dip southwest and disappears beneath the ground cover toward the toe of the slope out toward the Shakwak Valley (east).

The fieldwork on November 10, 2004 consisted of a long one day prospecting and sampling program by the property owners and Ron Robertson (P. Geol.). A visit to the Whitehorse Core library to examine drill core from the 1995 program was also made.

The field program in 2004 was successful in locating new showings of disseminated chalcopryite and massive sulphides, as well as quartz, pyrite, malachite and chalcopryite stringer vein mineralization. These new surface showings were found along the escarpment face out to the extreme southeast corner of the claim block at several elevations. Hand trenching followed up on float discoveries made in 2002 and exposed

quartz, pyrite and chalcopyrite in stringer mineralization. A new trench was excavated downhill from a 2002 trench and more heavily mineralized material was sampled. This material was similar to that found in the 2002 trench.

The field examination in November was successful in reaffirming the high grade Cu-Au grades in portions of the main zone mineralization, and that its style is consistent with that of a footwall stringer zone to a potential Besshi style massive sulphide occurrence.

Follow up work should include a program of mapping and trenching along strike in both directions of the main showing and a drill test downdip from the main showing and the area of previous drilling to test the horizon at greater depth.

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

Table of Contents

Summary

| | |
|--|----|
| 1. Introduction..... | 1 |
| 2. Location and Access | 1 |
| 3. Physiography..... | 1 |
| 4. Property and Claim Status | 4 |
| 5. History..... | 7 |
| 6. Regional Geology | 9 |
| 7. Property Geology & Mineralization | 10 |
| 8. 2004 Exploration Program | 13 |
| 9. Conclusions and Recommendations | 20 |

Appendix 1 Assay Certificates

Certificate of Qualifications

Statement of Costs

References

List of Figures

| | | |
|----------|---|----|
| Figure 1 | Yukon Location Map..... | 2 |
| Figure 2 | Regional Location Map | 3 |
| Figure 3 | Claim Location Map..... | 6 |
| Figure 4 | Terranes of the Yukon | 9 |
| Figure 5 | Regional Geology | 11 |
| Figure 6 | 2004 Work Program Prospecting Traverses..... | 14 |
| Figure 7 | 2004 Work Program Hand Trench and Float Sample Locations | 15 |
| Figure 8 | 2002 Work Program Hand Trench and Float Sample Locations | 18 |

List of Tables

| | | |
|---------|---------------------------------------|----|
| Table 1 | Claims worked on in 2004..... | 4 |
| Table 2 | Claim Status following 2004 work..... | 4 |
| Table 3 | Drilling Summary | 8 |
| Table 4 | Selected Diamond Drill Results | 16 |
| Table 5 | Rock Samples | 17 |

1. Introduction

Work was carried out on the property between August 10-12, 2004 by B. Harris of Midnight Mines Ltd., and R. Stack and on November 10, 2004 by B. Harris, R. Stack and R. Robertson (P. Geol.).

This report is prepared to describe and present the results of work completed during 2004.

2. Location and Access

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

3. Physiography

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

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

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

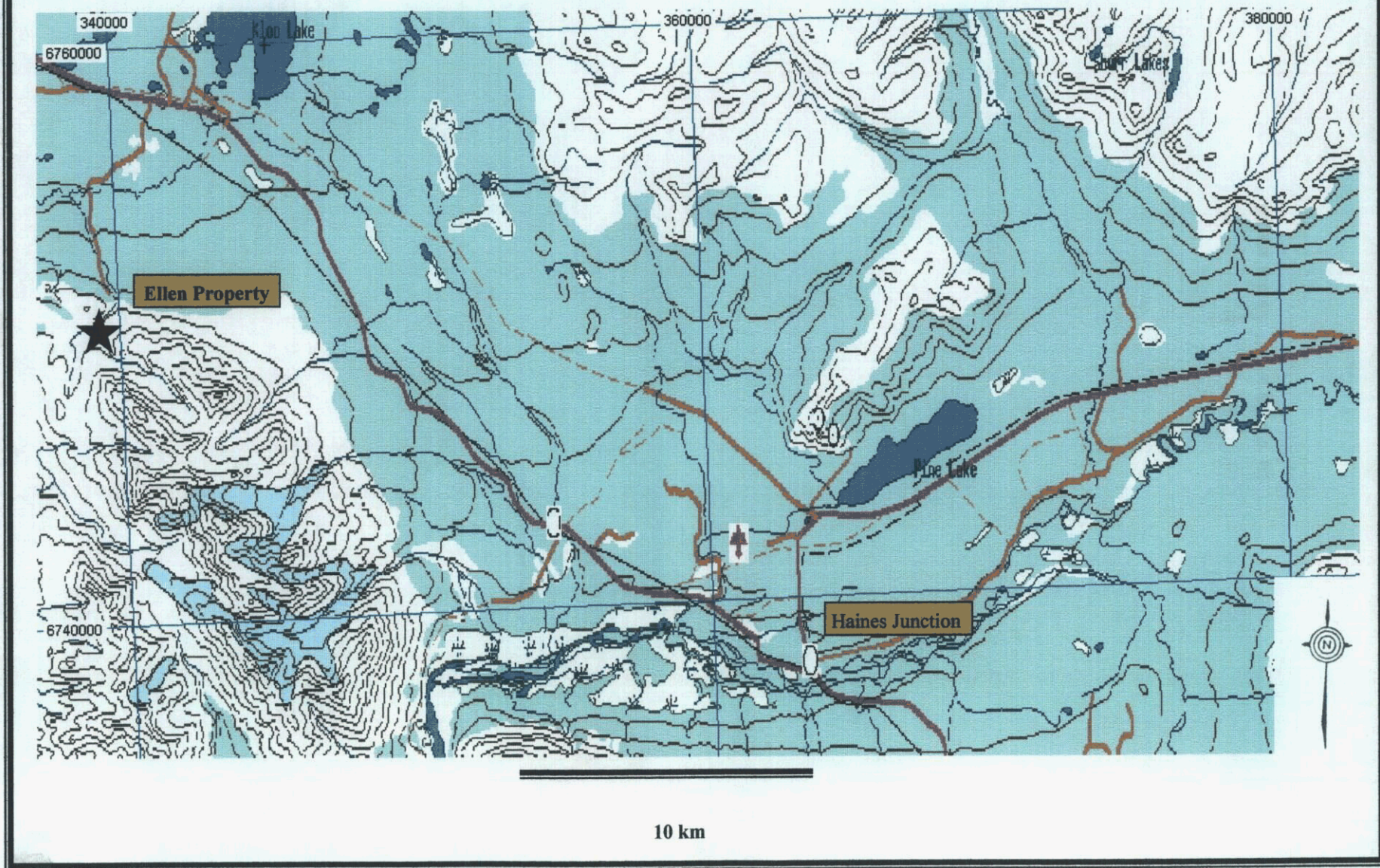
Ellen Property
 Yukon Location Map
 Figure 1



150 km



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



4. Property/Claim Summary

The property consists of 33 claims including the Ellen 1-20 and Ellen 25-37 claims. Figure 3 shows the claim plan. During the 2004 field season, work was carried out on the claims in the table below.

Table 1: Claims Worked On in 2004

| Grant No. | Claim Name |
|-----------|------------|
| YA97362 | Ellen 001 |
| YA97363 | Ellen 002 |
| YA97364 | Ellen 003 |
| YB26797 | Ellen 006 |
| YB26798 | Ellen 007 |
| YB26799 | Ellen 008 |
| YB27082 | Ellen 013 |
| YB27083 | Ellen 014 |
| YB27084 | Ellen 015 |
| YB27085 | Ellen 016 |
| YB27086 | Ellen 017 |
| YB27087 | Ellen 018 |
| YB27095 | Ellen 026 |
| YB27096 | Ellen 027 |
| YB36844 | Ellen 032 |
| YB36845 | Ellen 033 |
| YB36846 | Ellen 034 |
| YB36847 | Ellen 035 |

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

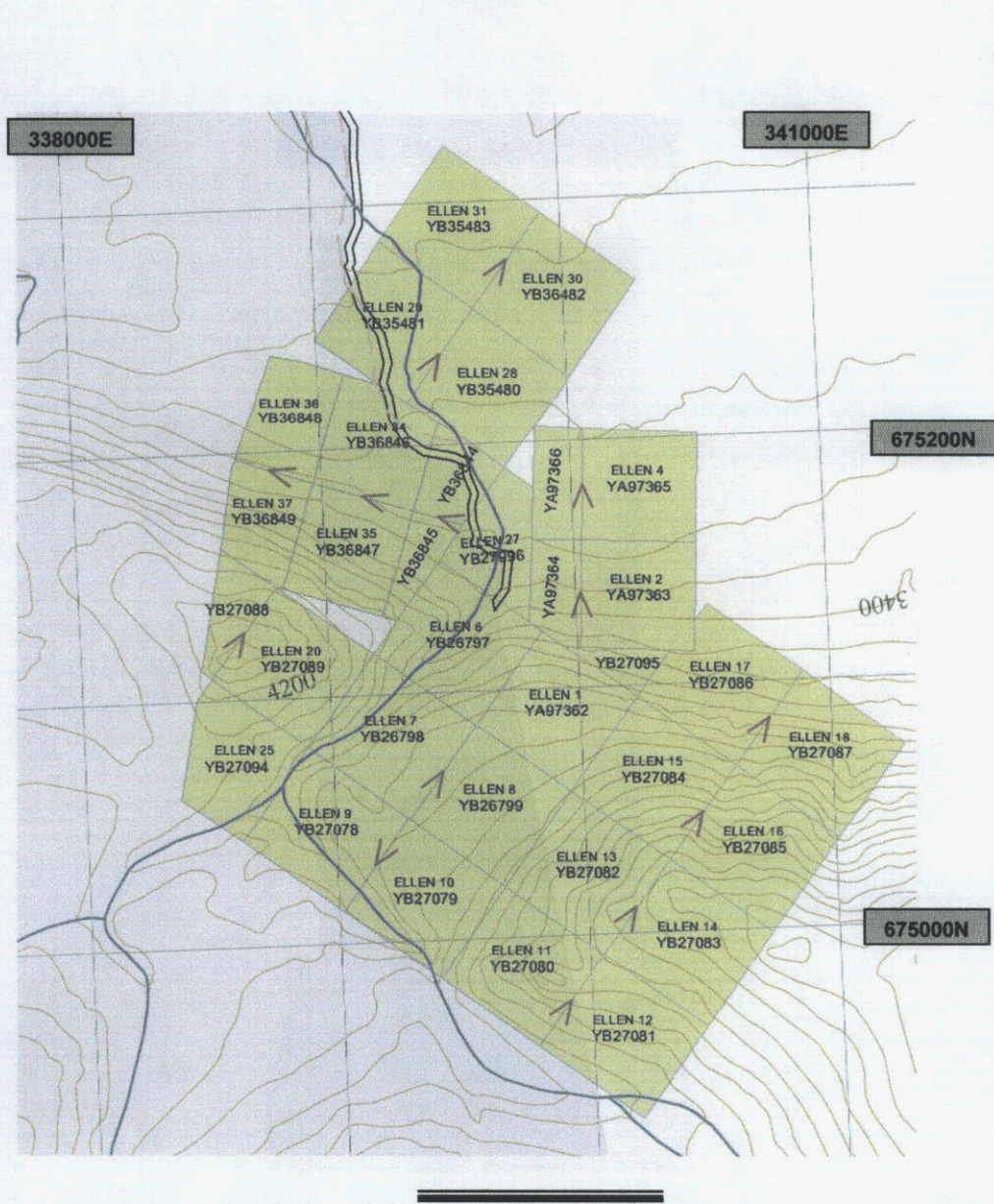
Table 2: Claim Status following 2004 Work

| Claim Name | Grant Number | Expiry Date | New Expiry Date* | Registered Owner |
|------------|--------------|-------------|------------------|------------------|
| Ellen 1 | YA97362 | 2004/11/14 | 2007/11/14 | R. Stack |
| Ellen 2 | YA97363 | 2004/11/14 | 2007/11/14 | R. Stack |
| Ellen 3 | YA97364 | 2004/11/14 | 2007/11/14 | R. Stack |
| Ellen 4 | YA97365 | 2004/11/14 | 2007/11/14 | R. Stack |
| Ellen 5 | YA97366 | 2004/11/14 | 2007/11/14 | R. Stack |
| Ellen 6 | YB26797 | 2004/09/29 | 2007/09/29 | B. Harris |
| Ellen 7 | YB26798 | 2004/09/29 | 2007/09/29 | B. Harris |
| Ellen 8 | YB26799 | 2004/09/29 | 2007/09/29 | B. Harris |
| Ellen 9 | YB27078 | 2008/12/11 | | R. Stack |
| Ellen 10 | YB27079 | 2008/12/11 | | R. Stack |
| Ellen 11 | YB27080 | 2008/12/11 | | R. Stack |
| Ellen 12 | YB27081 | 2008/12/11 | | R. Stack |
| Ellen 13 | YB27082 | 2007/12/11 | | R. Stack |
| Ellen 14 | YB27083 | 2007/12/11 | | R. Stack |
| Ellen 15 | YB27084 | 2008/12/11 | | R. Stack |
| Ellen 16 | YB27085 | 2007/12/11 | | R. Stack |
| Ellen 17 | YB27086 | 2008/12/11 | | R. Stack |
| Ellen 18 | YB27087 | 2007/12/11 | | R. Stack |
| Ellen 19 | YB27088 | 2008/12/11 | | R. Stack |
| Ellen 20 | YB27089 | 2008/12/11 | | R. Stack |
| Ellen 25 | YB27094 | 2008/12/11 | | R. Stack |
| Ellen 26 | YB27095 | 2008/12/11 | | R. Stack |
| Ellen 27 | YB27096 | 2008/12/11 | | R. Stack |
| Ellen 28 | YB35480 | 2004/10/22 | 2006/10/22 | B. Harris |
| Ellen 29 | YB35481 | 2004/10/22 | 2006/10/22 | B. Harris |
| Ellen 30 | YB35482 | 2004/10/22 | 2006/10/22 | B. Harris |

| | | | | |
|----------|---------|------------|------------|-----------|
| Ellen 31 | YB35843 | 2004/10/22 | 2006/10/22 | B. Harris |
| Ellen 32 | YB36844 | 2004/08/12 | 2007/08/12 | R. Stack |
| Ellen 33 | YB36845 | 2004/08/12 | 2007/08/12 | R. Stack |
| Ellen 34 | YB36846 | 2004/08/12 | 2007/08/12 | R. Stack |
| Ellen 35 | YB36847 | 2004/08/12 | 2007/08/12 | R. Stack |
| Ellen 36 | YB36848 | 2004/08/12 | 2007/08/12 | R. Stack |
| Ellen 37 | YB36849 | 2004/08/12 | 2007/08/12 | R. Stack |

*following approval of filings (August and November)

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



5. History

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

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

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

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

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

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

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

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

During 1995, five diamond drill holes totaling 457 m (1500 feet) were drilled on the property. The table below summarizes the drilling undertaken on the property. Blast trenching of several showings exposed occurrences to the southeast of the main showing. Probe returned the property to the owners in 1996.

Table 3 Summary of Drilling

| Year | Company | # of Holes | Total Feet Drilled |
|------|-------------------------|------------|--------------------|
| 1953 | Hudson Bay | 5 | 1,060 |
| 1966 | Canadian Barranca Mines | 3 | 331 |
| 1969 | Canadian Barranca Mines | 4 | 1,093 |
| 1995 | Probe Resources | 5 | 1,500 |
| | Totals | 17 | 3,984 |

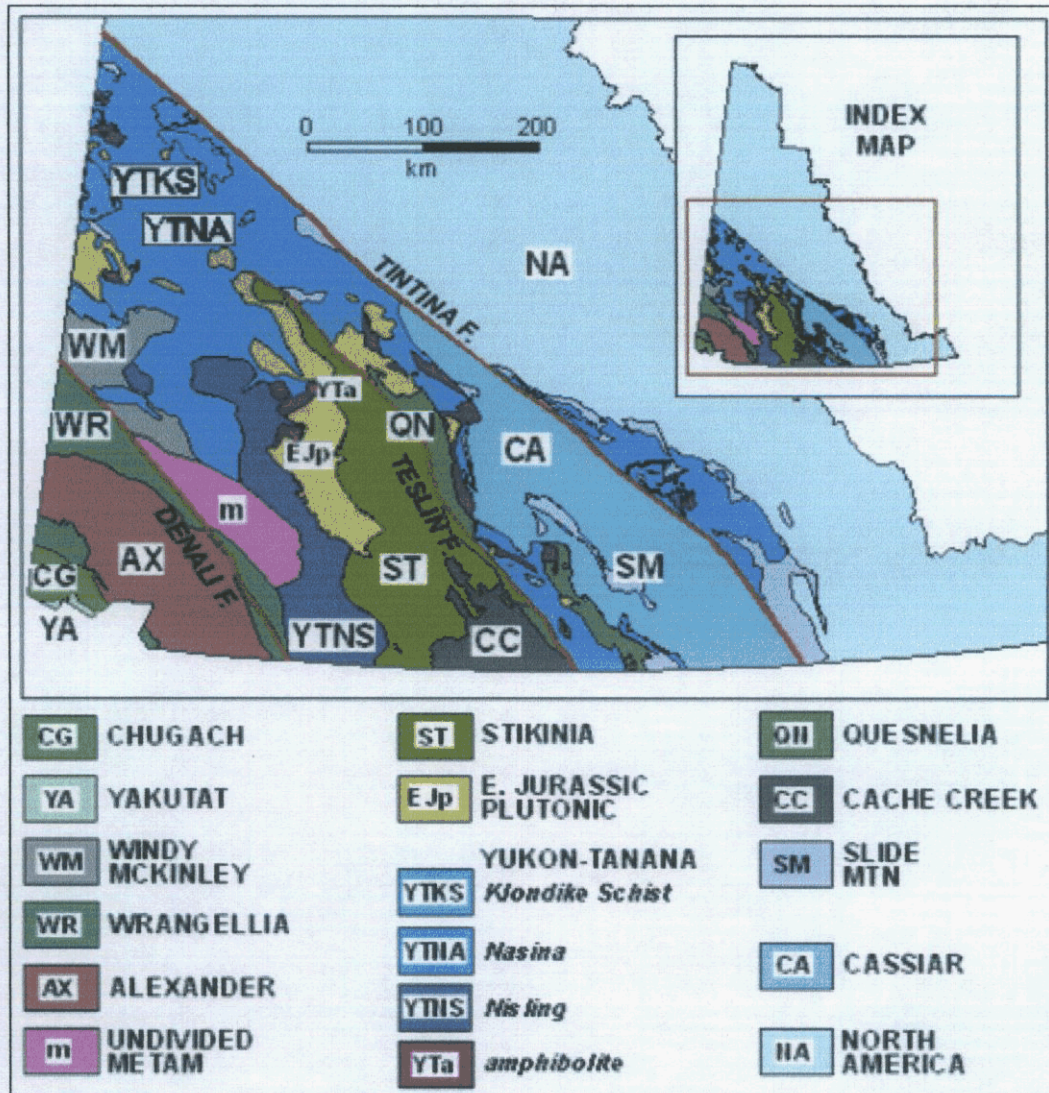
No further work was carried out on the property until 2001, at which time the property owners began prospecting, sampling and hand trenching on newly discovered showings.

A field examination of the property was undertaken in 2002, by R. Stack, B. Harris, and G. Bradshaw, and R. Duncan of Expatriate Resources. The main showing was hand trenched, cleaned off, inspected and sampled. Prospecting and sampling along strike of the main showing was also performed as well as some trenching to expose mineralization. Prospecting traverses were undertaken along the escarpment face in both northwest and southeast directions as well as to the south along both sides of the Ellen Creek valley. The upland surface was also visited by Expatriate personnel, B. Harris and R. Stack during the program. Additional hand trenching and prospecting was carried out on the property by R. Stack and B. Harris. B. Harris, R. Duncan and G. Bradshaw also examined the drill core stored at the core library in Whitehorse.

6. Regional Geology

The Ellen Property is located within the Insular Superterrane, composed of the Wrangellia and Alexander terranes. Figure 4 below (Gordey and Makepeace, 1999) shows a simplified distribution of terranes in the Yukon territory. Note that post-terrane overlap assemblages and intrusive suites are removed.

Figure 4 – Terranes of the Yukon



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

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

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

Israel and VanZeyl (2005) discussed the presence of the Wellgreen Ni-Cu-PGE deposit in the Wrangellia terrane of the Nicolai Group. They also noted the presence of two other possible Besshi style massive sulphide occurrences – the Muskateer and Burwash occurrences (Yukon Minfile 115G017 and 115G026).

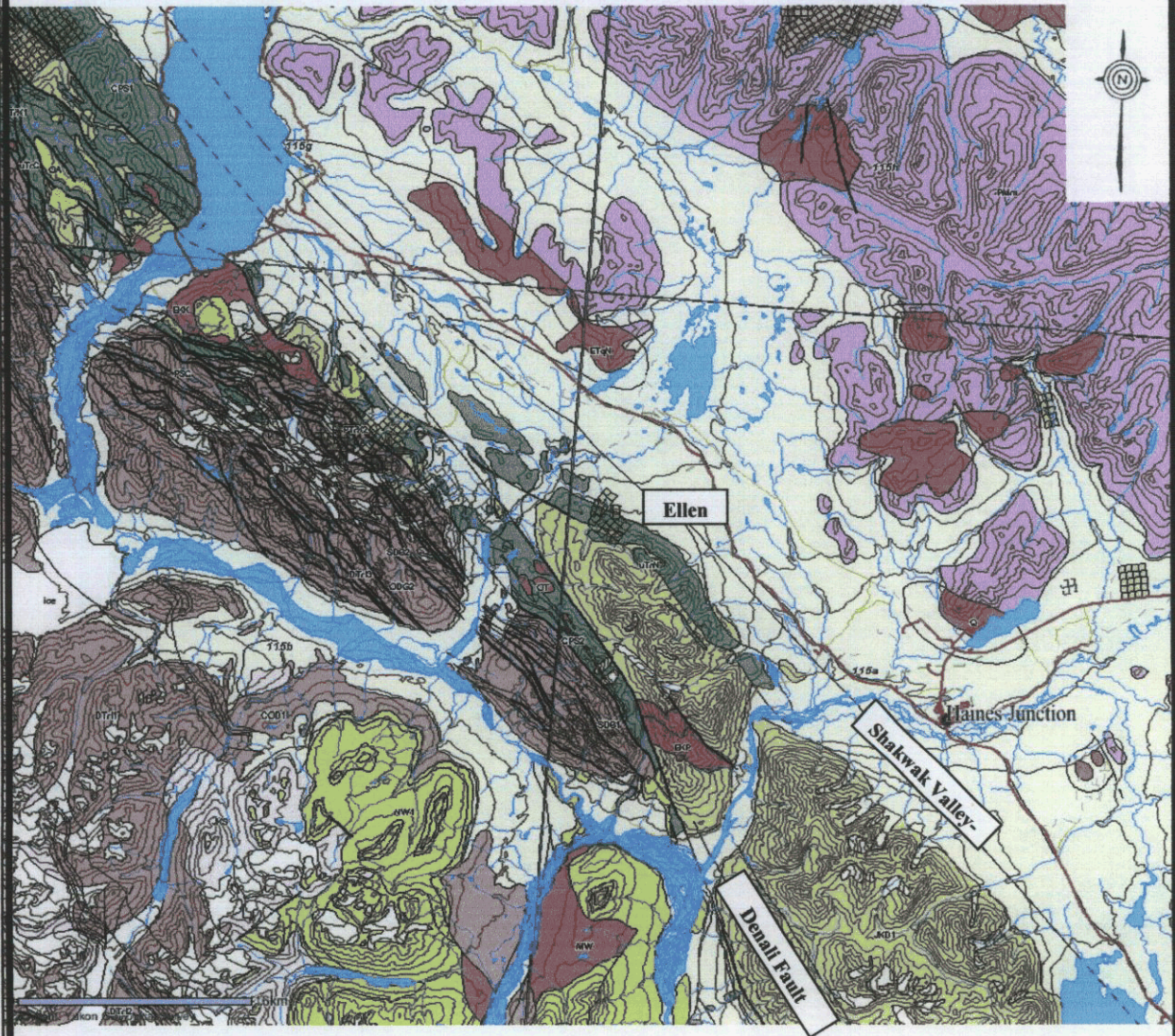
The volcanics and clastics are intruded by the Kluane Ranges Plutonic Suite. For details on the other units shown in Figure 4, please refer to Gordey and Makepeace (1999).

7. Property Geology & Mineralization

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

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

Ellen Property Regional Geology
Figure 5



LEGEND

LATE EARLY CRETACEOUS

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

UPPER JURASSIC TO LOWER CRETACEOUS

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

UPPER TRIASSIC

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

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

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

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

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

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

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

8. 2004 Exploration Program

The 2004 exploration program at the Ellen Property was carried out in August and November 2004. The work during August consisted of prospecting, sampling and hand trenching by R. Stack and B. Harris. In November, B. Harris, R. Stack and R. Robertson (P.Geol.) returned to the property and performed more prospecting, sampling and hand trenching. B. Harris, R. Stack and R. Robertson also examined drillcore stored at the Whitehorse Core Library and reinterpreted drill results based upon their findings.

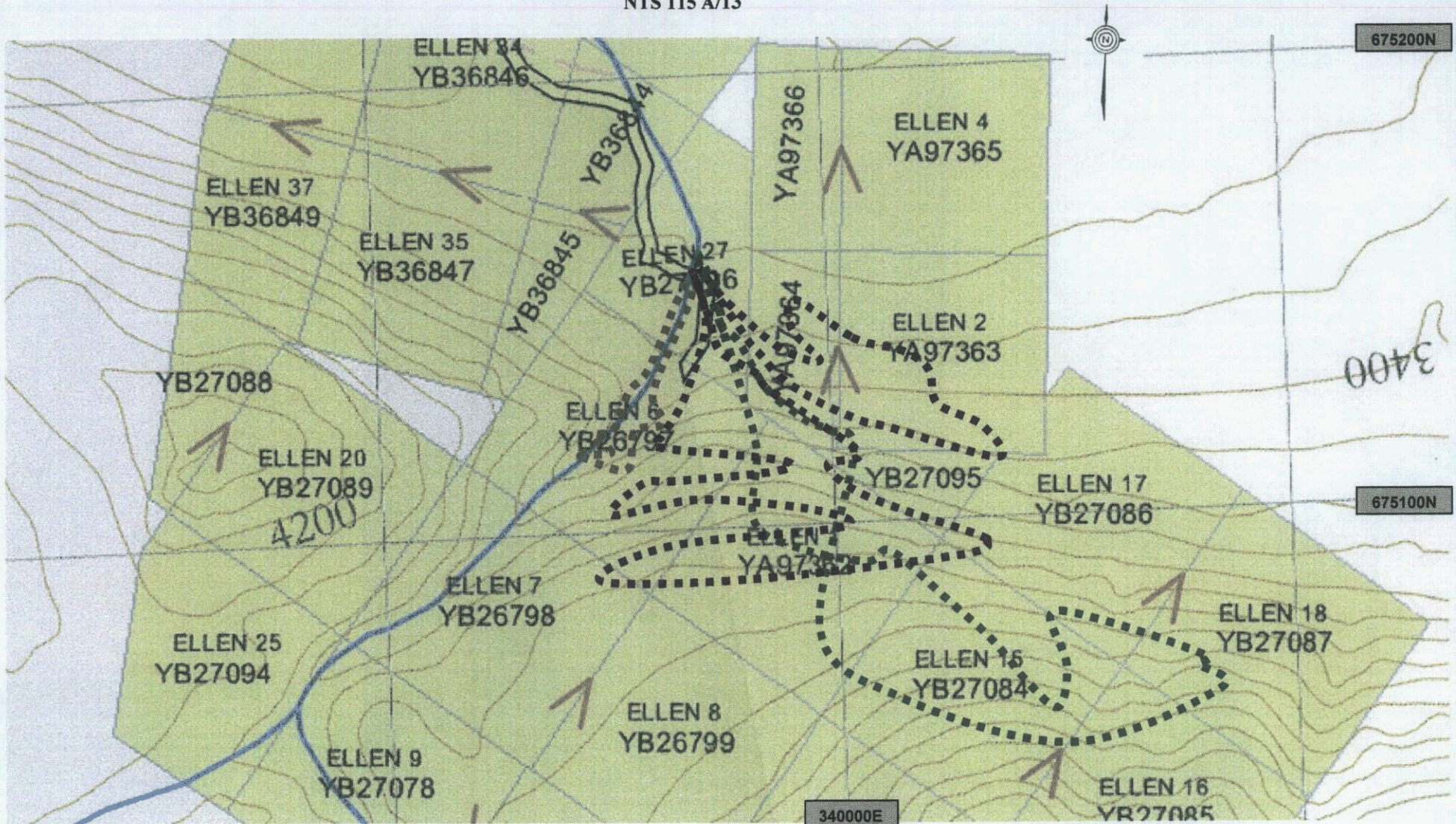
The field examination of the property undertaken between August 10-12, 2004 consisted of prospecting, sampling and hand trenching along strike and up-dip of the main showing, as well as at the site of the main showing itself. The area along strike to the southeast, the upland surface and the zone along the right limit (southeast) side of Ellen Creek were intensively prospected. This program was conducted from the existing camp on site. Please refer to Figures 6 and 7 for the location of prospecting traverses, hand trenches and samples collected in 2004. Please note that the location of the claims on the maps in Figures 6 and 7 (taken from the claim map) is inaccurate, and the work carried out in 2004 is plotted on the maps relative to the creek and the topography.

The November 2004 field program was conducted from an off-site camp. Personnel were able to drive to the Jarvis River Crossing and then proceed by 4x4 ATV to the washed out culvert, and then walked in approximately 2 km to the site of the main showing. The showing was hand trenched to remove snow and sloughed talus for sampling purposes. Showings on both sides of Ellen Creek were sampled as well as areas downstream (one up-dip and one down-dip) of the main zones.

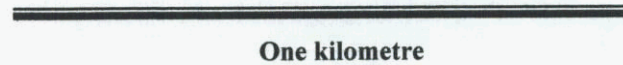
Upon returning to Whitehorse a visit was arranged to the Whitehorse core library to inspect stored core from the 1995 drill program. Review of the drill core and drill logs resulted in a reinterpretation of the results. When the data was originally presented by Davidson in 1995, only a few intersections were included in the summary. Based upon the review of the drill core, R. Robertson reviewed the original assay sheets from the 1995 work. Table 4 summarizes selected diamond drill results from historical programs, based upon this reinterpretation. Lower grade, but still significant values in copper and gold were noted over much wider core lengths than previously reported (up to 75 feet of 0.5% Cu and 205 ppb Au) in DDH 95-3 and an additional 10 feet of 0.25% Cu in DDH 95-2. Also note that DDH 95-4 & 5 indicate low grade Ni values, yet weren't analyzed for PGE. Further along the belt, there is a correlation between low Ni, high Cu and PGE values.

Table 5 summarizes the samples collected in 2004 and selected results. As well, table 5 includes assay results from 2002 samples (see figure 8), which have not been reported on yet. Complete assay results from samples are found in Appendix 1.

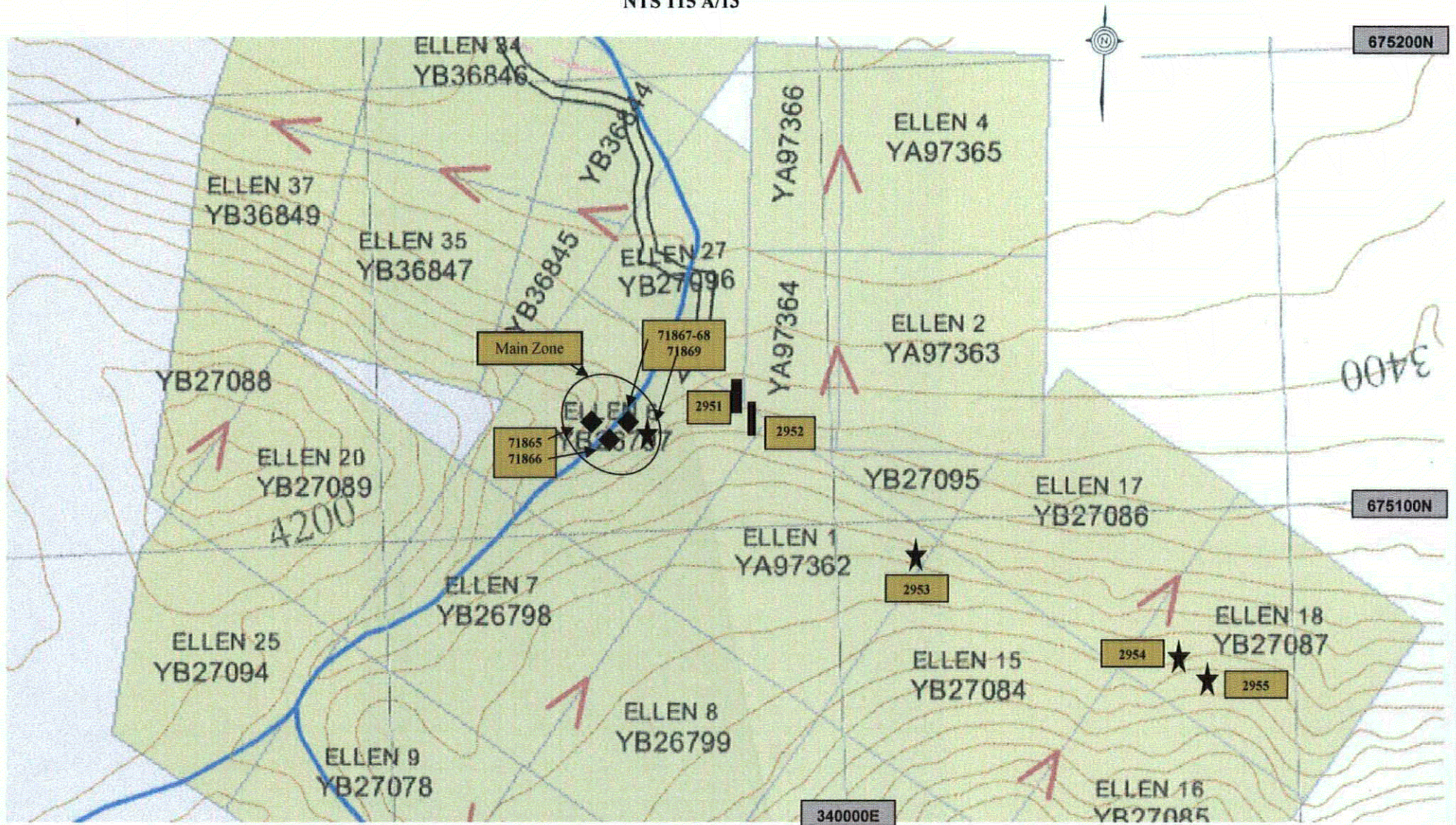
**Ellen Property 2004 Work Program
Prospecting Traverses
Figure 6
NTS 115 A/13**



- ■ ■ ■ ■ R. Stack, B. Harris August Traverse
- ■ ■ ■ ■ R. Stack, B. Harris August Traverses
- ■ ■ ■ ■ R. Stack, B. Harris, R. Robertson November Traverse



**Ellen Property 2004 Work Program
Sample Locations
Figure 7
NTS 115 A/13**



◆ Chip Sample
 ■ Hand Trench and sample site

★ Outcrop Sample

2951 Sample Number

One kilometre

Table 4 Selected Diamond Drill Results

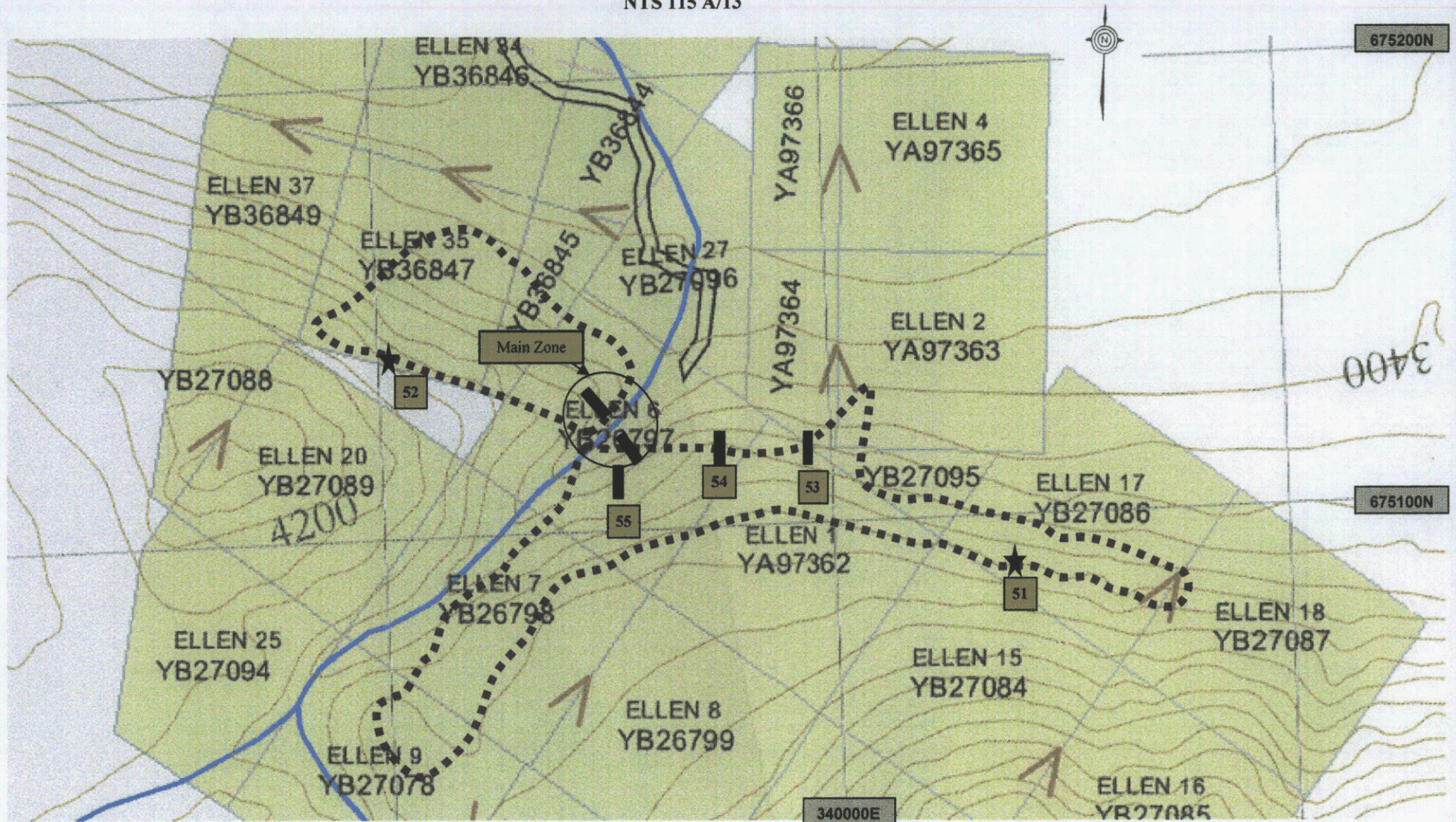
| Drill Hole | From-To (feet) | Length (feet) | Cu (%) | Ni % | Au (ppb) |
|------------|-------------------|---------------|--------------|--------------|--------------|
| MC 66-1 | 59-76 | 17 | 3.15 | Not analysed | Not analysed |
| MC 66-2 | 90-124 | 34 | 1.64 | Not analysed | Not analysed |
| | including 103-124 | 21 | 2.20 | | |
| MC 66-3 | 80-97 | 17 | 1.20 | Not analysed | Not analysed |
| MC 69-5 | 203-206 | 3 | 1.10 | Not analysed | Not analysed |
| MC 69-6 | 205-219 | 14 | 0.66 | Not analysed | Not analysed |
| MC 69-7 | 213-217 | 5 | 0.17 | Not analysed | Not analysed |
| | and 230-235 | 5 | 0.73 | | |
| DDH 95-1 | 87-105 | 18 | 1.76 | Not analysed | 296 |
| | Including 87-91 | 4 | 3.47 | | 803 |
| DDH 95-2 | 145-170 | 25 | 0.88 | Not analysed | 36 |
| | 190-200 | 10 | 0.25 | Not analysed | 21 |
| DDH 95-3 | 175-250 | 75 | 0.50 | Not analysed | 205 |
| | including 197-204 | 7 | 1.96 | | 2098 |
| DDH 95-4 | 230-280 | 50 | Not analysed | 0.166 | 24 |
| DDH 95-5 | 260-300 | 40 | Not analysed | 0.177 | 91 |

Table 5: 2004 Rock Samples

| Sample # | Sample Type | Description | Au (ppb) | Cu (%) |
|---------------------------|------------------------|--|----------------------|--------|
| 2951 | Outcrop in hand trench | Southeast side of Ellen Creek in buckbrush | 15 | .78 |
| 2952 | Outcrop in hand trench | Southeast side of Ellen Creek in buckbrush uphill of 2951 | 510 | 10.4 |
| 2953 | Outcrop | Along escarpment face southeast of Ellen Creek in small gully | 10 | .36 |
| 2954 | Outcrop | Along escarpment face at southeast end of property – on ridge between small gullies | >1000 3.24 gpt Au | 6.88 |
| 2955 | Outcrop | Uphill from 2954; found while following up float from gully; likely same vein as 2954 | 10 | .21 |
| 71865 | Outcrop | Composite chip sample over 50 cm. Main Zone, lower band on west side of creek | >1000 5.96 gpt Au | 10.3 |
| 71866 | Outcrop | Composite chip sample over 50 cm. Main Zone, main band on east side of creek | 25 | 1.40 |
| 71867 | Outcrop | Composite chip sample over 40 cm. Main Zone, lower and on east side of creek | 155 | 4.04 |
| 71868 | Outcrop | Composite chip sample over 20 cm. Main Zone, on east side of creek, from band 2 m below 71867 | 65 | 4.95 |
| 71869 | Grab | Composite grabs, continuation of band of 71867 | Assays pending | |
| Samples from 2002 Program | | | | |
| 206051 | Float | Southeast side of Ellen Creek along face | 110 | 9.06 |
| 206052 | Float | Northwest of Main Zone along escarpment face – possibly updip of location of Main Zone horizon | 185 | 19.5 |
| 206053 | Outcrop in hand trench | Southeast of Main Zone along escarpment face | 120 | 5.65 |
| 206054 | Outcrop in hand trench | Southeast of Ellen Creek along face – located above extension of trail along face to south from road | 2 | 1.28 |
| 206055 | Outcrop in hand trench | Hand trench near Main Zone on right limit of Ellen Creek | >1000 1.26 gpt Au | 4.75 |

Ellen Property 2002 Work Program
Hand Trench and Float Sample Locations

Figure 8
NTS 115 A/13



..... R. Stack, B. Harris Traverses

— Hand Trench and sample site

★ Float Sample

51 Sample Number

One kilometre

As can be seen in the results from Table 5, samples collected just south of the Main Zone in 2002 returned 4.75% Cu and 1.26 gpt Au. In 2004, chip samples within the Main Zone returned 10.3% Cu and 5.96 gpt Au over 50 cm on the west side of the creek. Chip samples from 3 separate bands of mineralization on the east side of the creek, within the Main Zone returned up to 4.95% Cu and 65 ppb Au.

At present, the 2004 samples on the northwest side of the creek indicate a higher gold grade than seen in outcrop before. The controls to this gold mineralization are unknown at this time. Although not enough work has been done to understand the gold mineralization controls, there appears to be some correlation between molybdenum, phosphorus and gold. How this applies to future exploration programs is unknown at this time.

Along the escarpment, significant values were returned from hand trench, float and outcrop samples. The samples are interpreted as being upstrata of the extension of the mineralized horizon on the Main Zone. Samples 2951 and 2952 (up to 10.4% Cu and 510 ppb Au) may have been taken within the surface extension of this horizon. Samples 2953-55 and 206053-54 from 2002 were all taken in outcrop above the horizon. Sample 2954 returned 6.88% Cu and 3.24 gpt Au. Samples 206053-54 also returned elevated Cu (5.65% and 1.28% respectively). Float sample 206051, also along the escarpment returned 9.06% Cu although it exhibited no malachite staining, and only minor disseminated pyrite.

Sample 206052 collected in 2002, was a float sample collected high on the escarpment on the west side of the creek. This sample returned the highest Cu value on the property to date (19.5%). This sample had only a trace of malachite and disseminated pyrite, yet showed strong iron-oxide staining.

9. Conclusions and Recommendations

The 2004 exploration program on the Ellen Property was successful in locating, through prospecting, new showings of high grade copper and gold. These showings were located in several locations along the escarpment face, extending to the extreme southeast corner of the property. The new showings were found at different elevations along the face, suggesting the possibility of different mineralized horizons. It was not possible to follow these zones along the hillside because of the thick ground cover (moss, humus and buckbrush). The high copper values seen in some of the samples along the escarpment are interesting as the samples had little or no visible chalcopyrite, malachite or azurite.

The 2004 exploration program was also successful in reaffirming the high grade nature of the main showing on the northwest side of Ellen Creek. At this time, it appears that the mineralization on the two sides of the creek is different. As well, the band of mineralization on the northwest side of the creek has a steeper dip. Mineralization on the east side of the creek is separated into 3 bands and has a shallower dip. Very initial interpretation indicates the creek is located within a fault structure, of which one side has been downdropped in relation to the other. The grades of both gold and copper have usually been higher on the northwest side of the creek in comparison to the southeast side. This could signal that another zone of mineralization exists up or down strata on both sides of the creek. The controls on the higher grade gold mineralization may be due to i) the type of quartz vein; ii) format of the quartz veins; iii) quartz vein sweats; iv) relationship to chalcopyrite and v) relationship to molybdenum and phosphorus. Further work is needed to try and determine these controls.

Duncan noted in 2002 that the style of mineralization observed is consistent with that of a copper rich sulphide stringer zone to a potential Besshi style massive sulphide occurrence. Duncan felt the potential to expand the zone of mineralization on the property is high, as the mineralized horizon remains open to the northwest, southeast, and southwest.

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

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

The Ellen Property also has potential for Cu-Ni-PGE+/-Au mineralization. Previous work on the property indicated a strong HLEM anomaly down section of the main showing which located a graphitic siltstone and schist hosting a serpentinite sill carrying low grade nickel values. This sequence marks a thrust fault underlying the mafic volcanic rocks. This and other thrust faults found throughout the Kluane Ultramafic Belt are good targets for high and low grade Cu-Ni-PGE+/-Au mineralization. The presence

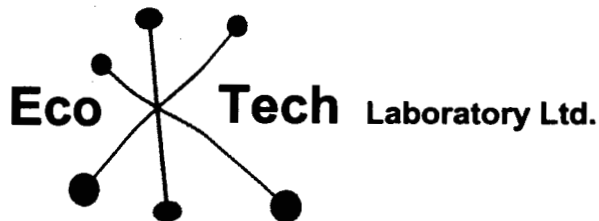
of low grade nickel mineralization in previous drill holes (95-4 and 95-5) averaging 0.18% nickel is also interesting in that quite often throughout the Kluane Ultramafic Belt, PGE mineralization is found with low grade nickel and higher grade copper. Mineralization farther along the belt is found to be intermittent with higher grade copper-nickel values found at the base of the sill (Craig 2002).

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

In future drill programs, down-hole geophysics should be carried out to test for continuity of mineralization between holes and to locate additional drill targets.

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

Appendix 1
Assay Certificates



ASSAYING
 GEOCHEMISTRY
 ANALYTICAL CHEMISTRY
 ENVIRONMENTAL TESTING

10041 Dallas Drive, Kamloops, BC V2C 6T4
 Phone (250) 573-5700 Fax (250) 573-4557
 E-mail: info@ecotechlab.com
 www.ecotechlab.com

CERTIFICATE OF ASSAY AK 2004-1938

Bushmaster Exploration Services Ltd.

Box 31293
 Whitehorse, Yukon
 V1A 5P7

14-Dec-04

No. of samples received: 11
 Sample type: Rock
 Submitted by: R. Robertson
 Project: Ellen Project

| ET #. | Tag # | Au (g/t) | Au (oz/t) | Cu (%) |
|-------|--------|----------|-----------|--------|
| 1 | 2951 | | | 0.78 |
| 2 | 2952 | | | 10.4 |
| 3 | 2953 | | | 0.36 |
| 4 | 2954 | 3.24 | 0.094 | 6.88 |
| 5 | 2955 | | | 0.21 |
| 6 | 206051 | | | 9.06 |
| 7 | 206052 | | | 19.5 |
| 8 | 206053 | | | 5.65 |
| 9 | 206054 | | | 1.28 |
| 10 | 206055 | 1.26 | 0.037 | 4.75 |
| 11 | 206056 | | | 0.04 |

QC DATA:

Repeat:

1 2951 0.76

Resplit:

1 2951 0.77

Standard:

Cu106 1.44
 PM176 1.37 0.040

JJ/jm
 XLS/04

ECO TECH LABORATORY LTD.
 Jutta Jealous
 B.C. Certified Assayer

No. of samples received: 11
 Sample type: Rock
 Submitted by: R. Robertson
 Project: Ellen Project

Values in ppm unless otherwise reported

| Et #. | Tag # | Au (ppb) | Ag | Al % | As | Ba | Bi | Ca % | Cd | Co | Cr | Cu | Fe % | La | Mg % | Mn | Mo | Na % | Ni | P | Pb | Sb | Sn | Sr | Ti % | U | V | W | Y | Zn |
|-------|--------|----------|------|------|----|----|----|------|----|----|-----|--------|------|-----|------|------|-----|-------|----|--------|----|----|-----|----|-------|-----|-----|-----|----|------|
| 1 | 2951 | 15 | <0.2 | 0.75 | <5 | 10 | <5 | 1.54 | <1 | 10 | 126 | 7619 | 1.84 | <10 | 0.36 | 360 | 2 | 0.02 | 14 | 580 | 6 | <5 | <20 | 26 | 0.12 | <10 | 29 | <10 | <1 | 32 |
| 2 | 2952 | 510 | 4.6 | 1.55 | <5 | 85 | <5 | 0.08 | <1 | 55 | 31 | >10000 | >10 | <10 | 1.04 | 730 | 175 | <0.01 | 19 | >10000 | <2 | <5 | <20 | 87 | <0.01 | 20 | 108 | <10 | <1 | 117 |
| 3 | 2953 | 10 | <0.2 | 0.73 | <5 | 10 | <5 | 2.23 | <1 | 9 | 122 | 3488 | 1.56 | <10 | 0.34 | 445 | 2 | 0.02 | 12 | 380 | 6 | <5 | <20 | 30 | 0.12 | <10 | 25 | <10 | <1 | 26 |
| 4 | 2954 | >1000 | 14.3 | 0.58 | <5 | 50 | <5 | 0.06 | <1 | 14 | 119 | >10000 | >10 | <10 | 0.32 | 165 | 243 | <0.01 | 16 | >10000 | 16 | <5 | <20 | 3 | <0.01 | 20 | 33 | <10 | <1 | 66 |
| 5 | 2955 | 10 | <0.2 | 2.89 | <5 | 20 | <5 | 0.46 | <1 | 42 | 216 | 2015 | 6.99 | <10 | 2.53 | 1117 | 5 | 0.02 | 93 | 820 | 26 | <5 | <20 | 1 | 0.19 | <10 | 118 | <10 | <1 | 100 |
| 6 | 206051 | 110 | 15.5 | 1.10 | <5 | 45 | <5 | 0.09 | 2 | 28 | 144 | >10000 | >10 | <10 | 0.69 | 374 | 38 | <0.01 | 31 | >10000 | <2 | <5 | <20 | 3 | <0.01 | 10 | 43 | <10 | <1 | 2046 |
| 7 | 206052 | 185 | 13.8 | 1.59 | <5 | 70 | <5 | 0.06 | <1 | 34 | 74 | >10000 | >10 | <10 | 1.04 | 500 | 237 | <0.01 | 20 | >10000 | <2 | <5 | <20 | <1 | <0.01 | 30 | 82 | <10 | <1 | 310 |
| 8 | 206053 | 120 | 3.5 | 3.93 | <5 | 45 | <5 | 0.17 | <1 | 88 | 162 | >10000 | >10 | <10 | 2.49 | 1299 | 15 | <0.01 | 70 | >10000 | 12 | <5 | <20 | <1 | <0.01 | <10 | 187 | <10 | <1 | 162 |
| 9 | 206054 | 25 | 1.2 | 1.82 | <5 | 25 | <5 | 0.54 | <1 | 29 | 193 | >10000 | 6.01 | <10 | 1.51 | 610 | 8 | 0.01 | 55 | 960 | 16 | <5 | <20 | 12 | 0.22 | <10 | 48 | <10 | <1 | 79 |
| 10 | 206055 | >1000 | 2.4 | 4.38 | <5 | 50 | <5 | 0.16 | <1 | 81 | 177 | >10000 | >10 | <10 | 2.72 | 1532 | 81 | <0.01 | 53 | 350 | 22 | <5 | <20 | <1 | 0.09 | <10 | 228 | <10 | <1 | 162 |
| 11 | 206056 | 5 | <0.2 | 0.94 | <5 | 10 | <5 | 0.36 | <1 | 17 | 232 | 399 | 2.43 | <10 | 0.81 | 355 | 3 | <0.01 | 36 | 250 | 10 | <5 | <20 | 4 | 0.16 | <10 | 15 | <10 | <1 | 35 |

IC DATA:

Repeat:

| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|---|------|-----|------|------|----|----|----|------|----|---|-----|------|------|-----|------|-----|---|------|----|-----|---|----|-----|----|------|-----|----|-----|----|----|
| 1 | 2951 | 5 | <0.2 | 0.68 | <5 | 10 | <5 | 1.44 | <1 | 9 | 117 | 7667 | 1.72 | <10 | 0.34 | 344 | 2 | 0.02 | 14 | 600 | 4 | <5 | <20 | 23 | 0.11 | <10 | 27 | <10 | <1 | 30 |
| 2 | 2952 | 540 | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |

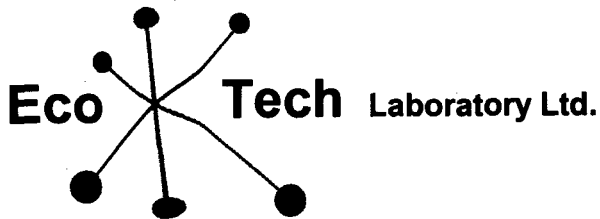
Resplit:

| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|---|------|---|------|------|----|---|----|------|----|----|-----|------|------|-----|------|-----|---|------|----|-----|---|----|-----|----|------|-----|----|-----|----|----|
| 1 | 2951 | 5 | <0.2 | 0.72 | <5 | 5 | <5 | 1.55 | <1 | 10 | 116 | 7604 | 1.79 | <10 | 0.36 | 365 | 2 | 0.02 | 12 | 610 | 6 | <5 | <20 | 23 | 0.12 | <10 | 25 | <10 | <1 | 34 |
|---|------|---|------|------|----|---|----|------|----|----|-----|------|------|-----|------|-----|---|------|----|-----|---|----|-----|----|------|-----|----|-----|----|----|

Standard:

| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|---------|--|-----|-----|------|----|-----|----|------|----|----|----|----|------|-----|------|-----|----|------|----|-----|----|----|-----|----|------|-----|----|-----|---|----|
| 3EO '04 | | 130 | 1.4 | 1.44 | 65 | 150 | <5 | 1.50 | <1 | 18 | 60 | 86 | 3.97 | <10 | 0.79 | 617 | <1 | 0.02 | 28 | 710 | 20 | <5 | <20 | 59 | 0.08 | <10 | 66 | <10 | 9 | 73 |
|---------|--|-----|-----|------|----|-----|----|------|----|----|----|----|------|-----|------|-----|----|------|----|-----|----|----|-----|----|------|-----|----|-----|---|----|

ECO TECH LABORATORY LTD.
 Jutta Jealous
 B.C. Certified Assayer



ASSAYING
 GEOCHEMISTRY
 ANALYTICAL CHEMISTRY
 ENVIRONMENTAL TESTING

10041 Dallas Drive, Kamloops, BC V2C 6T4
 Phone (250) 573-5700 Fax (250) 573-4557
 E-mail: info@ecotechlab.com
 www.ecotechlab.com

CERTIFICATE OF ASSAY AK 2004-1937

Bushmaster Exploration Services
 Box 31293
 Whitehorse, Yukon
 Y1A 5P7

13-Dec-04

Attention: Bill Harris

No. of samples received: 4
Sample type: Rock
Project #: Ellen Project
Shipment #: Not indicated
Samples Submitted by: R. Robertson

| ET #. | Tag # | Au (g/t) | Au (oz/t) | Cu (%) |
|-------|-------|----------|-----------|--------|
| 1 | 71865 | 5.96 | 0.174 | 10.3 |
| 2 | 71866 | | | 1.40 |
| 3 | 71867 | | | 4.04 |
| 4 | 71868 | | | 4.95 |

QC DATA:

Repeat:

| | | | | |
|---|-------|--|--|------|
| 1 | 71865 | | | 10.4 |
| 1 | 71865 | | | 10.4 |
| 4 | 71868 | | | 4.78 |

Resplit:

| | | | | |
|---|-------|------|-------|--|
| 1 | 71865 | 6.45 | 0.188 | |
|---|-------|------|-------|--|

Standard:

| | | | | |
|-------|------|-------|--|------|
| Cu106 | | | | 1.40 |
| Cu106 | | | | 1.42 |
| PM182 | 1.23 | 0.036 | | |

JJ/jm
 XLS/04

ECO TECH LABORATORY LTD.
 Jutta Jealous
 B.C. Certified Assayer

ECO TECH LABORATORY LTD.
 1041 Dallas Drive
 AMLOOPS, B.C.
 2C 6T4

ICP CERTIFICATE OF ANALYSIS AK 2004-1937

Box 31293
 Whitehorse, Yukon
 Y1A 5P7

Phone: 250-573-5700
 Fax: 250-573-4557

Attention: Bill Harris

No. of samples received: 4
 Sample type: Rock
 Project #: Ellen Project
 Shipment #: Not Indicated
 Samples Submitted by: R. Robertson

Values in ppm unless otherwise reported

| Et #. | Tag # | Au (ppb) | Ag | Al % | As | Ba | Bi | Ca % | Cd | Co | Cr | Cu | Fe % | La | Mg % | Mn | Mo | Na % | Ni | P | Pb | Sb | Sn | Sr | Ti % | U | V | W | Y | Zn |
|-------|-------|----------|-----|------|----|----|----|------|----|----|-----|--------|------|-----|------|------|-----|-------|----|--------|----|----|-----|----|-------|-----|-----|-----|----|-----|
| 1 | 71865 | >1000 | 6.7 | 4.92 | 20 | 55 | <5 | 0.18 | <1 | 93 | 125 | >10000 | >10 | <10 | 2.90 | 1582 | 345 | <0.01 | 61 | >10000 | 42 | <5 | <20 | <1 | <0.01 | <10 | 302 | <10 | <1 | 179 |
| 2 | 71866 | 25 | 1.1 | 4.69 | <5 | 50 | <5 | 0.44 | <1 | 72 | 161 | >10000 | >10 | <10 | 3.34 | 1802 | 37 | 0.02 | 71 | 1260 | 40 | <5 | <20 | 6 | 0.22 | <10 | 219 | <10 | <1 | 155 |
| 3 | 71867 | 155 | 8.3 | 4.08 | <5 | 50 | <5 | 0.27 | <1 | 48 | 185 | >10000 | >10 | <10 | 3.19 | 1328 | 134 | <0.01 | 56 | 1270 | 30 | <5 | <20 | 4 | 0.24 | <10 | 166 | <10 | <1 | 247 |
| 4 | 71868 | 65 | 5.0 | 1.58 | <5 | 30 | <5 | 0.10 | <1 | 27 | 184 | >10000 | >10 | <10 | 1.08 | 597 | 50 | <0.01 | 35 | >10000 | 2 | <5 | <20 | <1 | <0.01 | <10 | 66 | <10 | <1 | 323 |

IC DATA:

Resplit:

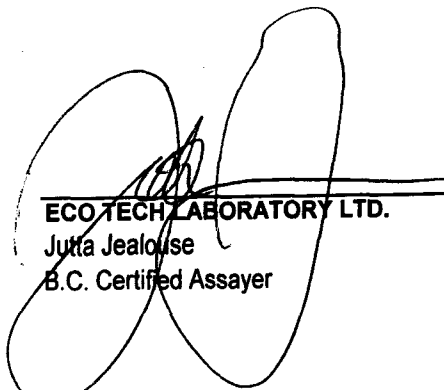
| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|---|-------|-------|-----|------|----|----|----|------|----|----|-----|--------|-----|-----|------|------|-----|-------|----|--------|----|----|-----|----|-------|-----|-----|-----|----|-----|
| 1 | 71865 | >1000 | 6.7 | 4.86 | 30 | 60 | <5 | 0.16 | <1 | 94 | 125 | >10000 | >10 | <10 | 2.89 | 1576 | 357 | <0.01 | 61 | >10000 | 56 | <5 | <20 | <1 | <0.01 | <10 | 301 | <10 | <1 | 177 |
|---|-------|-------|-----|------|----|----|----|------|----|----|-----|--------|-----|-----|------|------|-----|-------|----|--------|----|----|-----|----|-------|-----|-----|-----|----|-----|

Repeat:

| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|---|-------|-------|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 1 | 71865 | >1000 | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| 3 | 71867 | 150 | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |

Standard:

| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|---------|-----|-----|------|----|-----|----|------|----|----|----|----|------|-----|------|-----|----|------|----|-----|----|----|-----|----|------|-----|----|-----|----|----|
| GEO '04 | 130 | 1.5 | 1.50 | 55 | 155 | <5 | 1.52 | <1 | 18 | 63 | 86 | 4.02 | <10 | 0.81 | 637 | <1 | 0.02 | 28 | 760 | 22 | <5 | <20 | 54 | 0.11 | <10 | 63 | <10 | 10 | 73 |
|---------|-----|-----|------|----|-----|----|------|----|----|----|----|------|-----|------|-----|----|------|----|-----|----|----|-----|----|------|-----|----|-----|----|----|


 ECO TECH LABORATORY LTD.
 Jutta Jealouse
 B.C. Certified Assayer

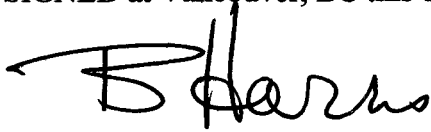
JJ/jm
 df/1937
 XLS/04

Certificate

I, BILL GLEN HARRIS, of the City of Whitehorse, in the Yukon Territory, HEREBY CERTIFY:

1. That I am a prospector and that I am familiar with the property area.
2. That I have been engaged in mineral exploration and development on a full time basis for 22 years in the Yukon and British Columbia.
3. That I am the president of Midnight Mines Ltd.

SIGNED at Vancouver, BC this 1st day of February, 2005.

A handwritten signature in black ink, appearing to read "B Harris". The signature is written in a cursive style with a large initial "B" and a long horizontal stroke extending to the right.

Bill G. Harris

Statement of Costs

2004 August Work

Labour

| | |
|---------------------------------|----------------|
| Bill Harris, 3 days @ \$300/day | \$900 |
| Ron Stack, 3 days @ \$300/day | <u>\$900</u> |
| | \$1,800 |

Field Costs

Fuel

| | |
|--------|--------------|
| Harris | <u>\$100</u> |
| | \$100 |

Rental Trucks (3000km/month)

| | |
|----------------------------|--------------|
| Harris, 3 days @ \$100/day | <u>\$300</u> |
| | \$300 |

Food

| | |
|-------------------------------------|--------------|
| Harris, Stack, 6 mandays @ \$35/day | <u>\$210</u> |
| | \$210 |

Post Field

| | |
|------------------------|----------------|
| Assays 14 rocks @ \$30 | \$420 |
| Report | <u>\$800</u> |
| | \$1,220 |

Total **\$3,630**

2004 November Work

Labour

| | |
|----------------------------------|----------------|
| Bill Harris, 1 day @ \$300/day | \$300 |
| Ron Stack, 1 day @ \$300/day | \$300 |
| Ron Robertson, 1 day @ \$450/day | <u>\$450</u> |
| | \$1,050 |

Field Costs

Fuel

| | |
|--------|--------------|
| Harris | <u>\$100</u> |
| | \$100 |

Rental Trucks (3000km/month)

| | |
|---------------------------|--------------|
| Harris, 1 day @ \$100/day | <u>\$100</u> |
| | \$100 |

ATV Rental

| | |
|------------------|-------------|
| 1 day @ \$75/day | <u>\$75</u> |
| | \$75 |

Food

| | |
|---|--------------|
| Harris, Stack, Robertson 3 mandays @ \$35/day | <u>\$105</u> |
| | \$105 |

Post Field

| | |
|--|------------|
| Report (costs covered under August filing) | <u>\$0</u> |
| | \$0 |

Total **\$1,430**

References

- Canadian Barranca Mines Ltd. Drill Logs, Assessment File 091313.
- Craig, S. (2002) 2001 Assessment & Compilation Report on the Ellen Property for Midnight Mines Ltd.
- Craig, S. (2003) 2002 Assessment Report on the Ellen Property for Midnight Mines Ltd.
- Davidson, G. (1990) Summary Report on the Ellen 1-20, 25-38 Claims, for R. Stack-Kincora Syndicate.
- Davidson, G. (1993) Assessment Report on the Ellen 1-20, 25-37 Claims, for Probe Resources Inc.
- Davidson, G. (1995) Assessment Report on the Ellen 1-20, 25-37 Claims, for Probe Resources Inc.
- Duncan, R. (2002) Summary Report on the Ellen Property, for Midnight Mines Ltd.
- Gordey, S.P. and Makepeace, A.J. (comp.) 1999: *Yukon bedrock geology in Yukon digital geology*, S.P. Gordey and A.J. Makepeace (comp.); Geological Survey of Canada Open File D3826 and Exploration and Geological Services Division, Yukon, Indian and Northern Affairs Canada, Open File 1999-1(D)
- Harjay Exploration Ltd. (1989) Property Plan
- Israel, S. and Van Zeyl, D.P., (2005). Preliminary geology of the Quill Creek map area, southwest Yukon parts of NTS 115G/5, 6 and 12. *in*: Yukon Exploration and Geology, 2004. D.S. Emond, L.L. Lewis and G.D. Bradshaw (eds), Yukon Geological Survey, p. 129-146.
- Power, M. (1993) HLEM and VLF Survey on the Ellen Property, for Probe Resources Inc.
- Power, M. (1990) A Total Magnetic Field and HLEM Survey of the Ellen Claims, for G. Davidson.
- Probe Resources Ltd., Public Offering Document (1995)
- Tully, D.W. (1994) Report for Probe Resources; selected figures only available