GEOLOGICAL and GEOCHEMICAL ASSESSMENT REPORT on the

GOLDY PROPERTY

(DART 1-20 CLAIMS: YC19564-77, YC30038-43)

(GOLDY 1-44 CLAIMS: YC18716-19, 24-39, YC 30019-37, 123-27)

NTS: 115I/3 and 115I/6

Latitude 62°17'N Longitude 137°03'W

Whitehorse Mining District

Work performed between October 20, 2004 and June 20, 2005

For

Owner/Operator:

Bill Harris

Midnight Mines Ltd.

Box 31293

Whitehorse, YT

Y1A 4Z2

By:

Jean Pautler, P.Geo.

JP Exploration Services Inc.

#103-108 Elliott Street

Whitehorse, Yukon

Y1A 6C4

December 23, 2005

SUMMARY:

The 1250 hectare Goldy property, NTS map sheets 115I/3 and 6, is located on the eastern flank of Mt. Freegold, approximately 50 km northwest of Carmacks, which is 177 km by road from Whitehorse, Yukon Territory. The property is situated in the Whitehorse Mining District with a latitude and longitude of 62°17'N, 137°03'W. Mr. Bill Harris of Whitehorse, Yukon, president of Midnight Mines Ltd., is the owner and funded the current program.

The property occurs within the Freegold district within the Dawson Range portion of the Tintina Gold Belt. Mineralization is associated with mid to late Cretaceous intrusions (primarily small plugs and breccia bodies) that have intruded within an extensional rift environment, bounded by northwest trending faults (splays of the Big Creek Fault) and hosted by the intrusions and/or the older metamorphosed basement complex of the Yukon-Tanana Terrane, a similar setting to the Pogo Deposit in Alaska.

Four significant showings are documented on the property, situated approximately 3 km southeast of the past producing La Forma Mine and 2 km east of the Antoniuk deposit, including the Whale, Goldy, Forbes Creek and Emmons Hill occurrences. Epithermal style mineralization is associated with Cretaceous quartz feldspar porphyry dykes and related felsic plugs intruding early Jurassic syenite porphyry and Paleozoic basement schists and gneisses of the Yukon-Tanana Terrane.

The current work program consisted of an evaluation of the showings within a property wide and regional context, with concurrent geochemical sampling. Trenches were cleaned out to facilitate chip sampling. The core from the Goldy showing was examined and DDH G88-15 logged. Most of the drill holes from the Goldy showing were located and recorded by GPS.

The Dart claims cover a complex northeast trending multi-episodic quartz carbonate vein, with various stages of brecciation and mineralization, on Emmons Hill hosted by the Paleozoic metasedimentary rocks but apparently associated with Cretaceous quartz-feldspar porphyry dykes. Samples from the original shaft assayed up to 24.0 g/t Au, 5.5 g/t Ag and 3.6% Sb. Exposure is extremely poor but soil geochemical anomalies in gold, copper, antimony (Sb) and molybdenum have been identified. A gold-antimony-silver-mercury-barite association is evident on the claims suggestive of a high level epithermal vein setting. Previous drill holes on the showing have averaged less than 50m in depth. Deeper holes with larger diameter core are necessary to properly test the showing.

Values of 12.3 and 6.9 g/t Au are reported from the Whale showing, consisting of quartz healed breccia zones, fractures and stockwork mineralization. The Goldy Vein, 700m southeast of the Whale along an easterly trending zone of gold-silver mineralization, returned 1.61 g/t Au across 44m in trenching and intersections of 7.5 g/t Au over 2m; 4.5 g/t over 2.7m; and 4.6 g/t Au over 6m from 1988 drilling. Recent sampling of the trenches returned 9.8 g/t Au across 5m. Previous trenching on the Forbes Creek showing, 800m southeast of the Goldy, outlined chalcedonic quartz stockwork similar to the Goldy over a 25m strike length with results of 1.1 g/t Au with >1000 ppm As over 10m.

An initial resource estimate based on the last 8 holes drilled, covering a 67m strike extent of the Goldy Vein, suggests 54,000 tonnes averaging 2.7 g/t Au in oxidized material. The showing remains open in all directions and to depth.

Several significant untested gold-arsenic soil anomalies occur across the property forming part of a 3 to 3.5 km northerly trending mineralized zone that extends from Seymour Creek to the Emmons Hill showing. It is possible that mineralization along this trend is associated with a northerly trending extensional structure or structures that are evident elsewhere within the Dawson Range (Nucleus showing).

A 1.5 km northwesterly trending zone of mineralization, parallel to the Big Creek Fault, is discontinuously exposed from the Whale showing, through the Goldy to Forbes Creek. The trend may be apparent and the individual showings may be related to separate, more northerly trending extensional structures.

A program of grid VLF-EM resistivity and magnetic surveying, pending results of preliminary test lines over known mineralization at the Goldy, trenching and diamond drilling is recommended on the property.

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1.0 LOCATION AND ACCESS (Figure 1)

The Goldy property, NTS map sheets 115I/3 and 6, is located on the eastern flank of Mt. Freegold, approximately 50 km northwest of Carmacks, which is 177 km by road from Whitehorse, Yukon Territory (Figure 1). The property is centered at a latitude of 62°17'N and a longitude of 137°03'W.

The property is accessible via the Freegold Road, a year round government maintained gravel road, which is followed for 63 km. At this point a 4 x 4 accessible branch road heads northerly, following the west side of Grizzly Gulch and accessing the upper portion of the Goldy claims and the Dart claims. The roads on the hilltops and ridges of the claim group are in good condition.

Carmacks is the closest town, with a population of approximately 450. Facilities include a grocery store, nursing station, two service stations, a restaurant and a café. Complete services are available in Whitehorse, less than two hours by road from Carmacks.

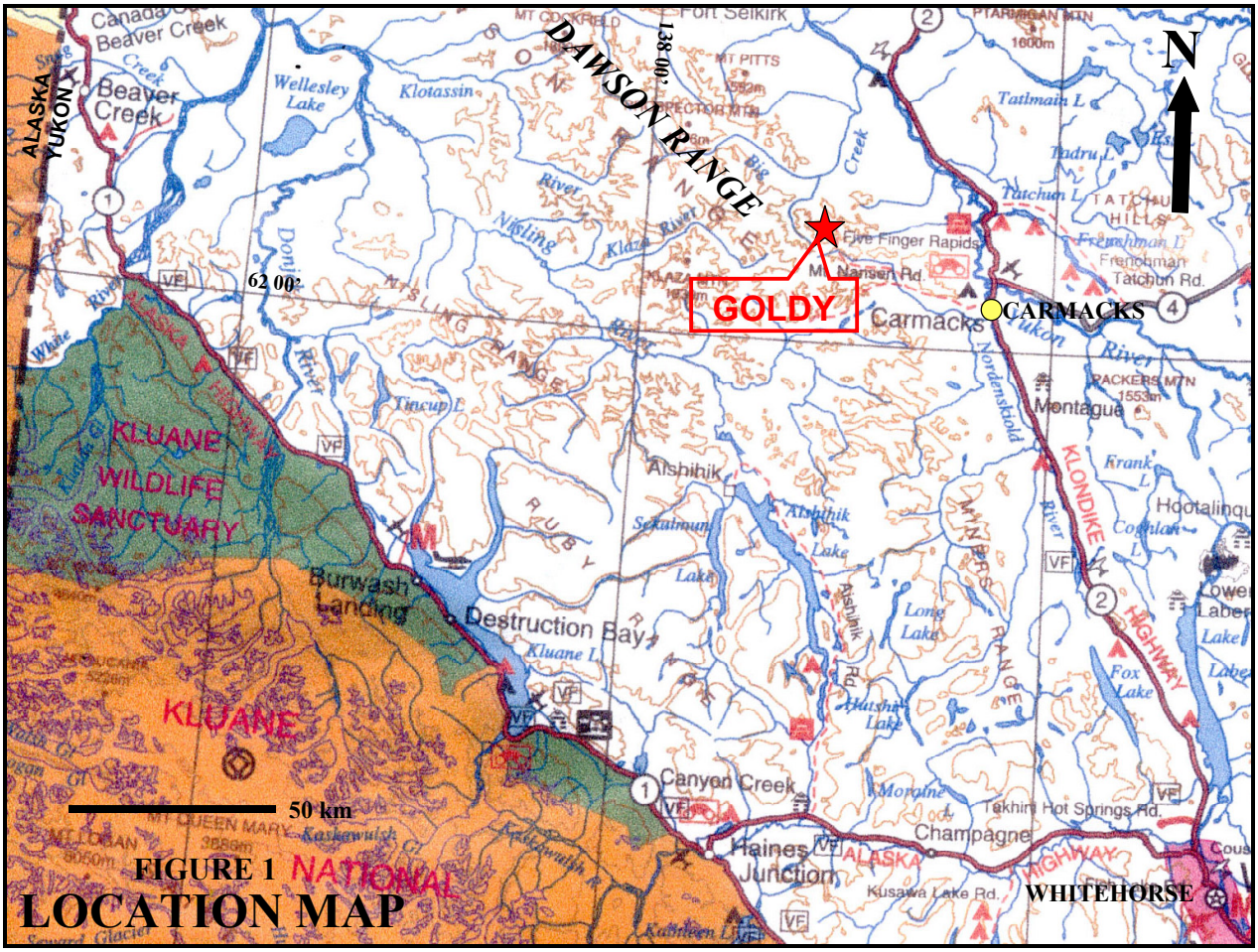


FIGURE 1 NATIONAL LOCATION MAP

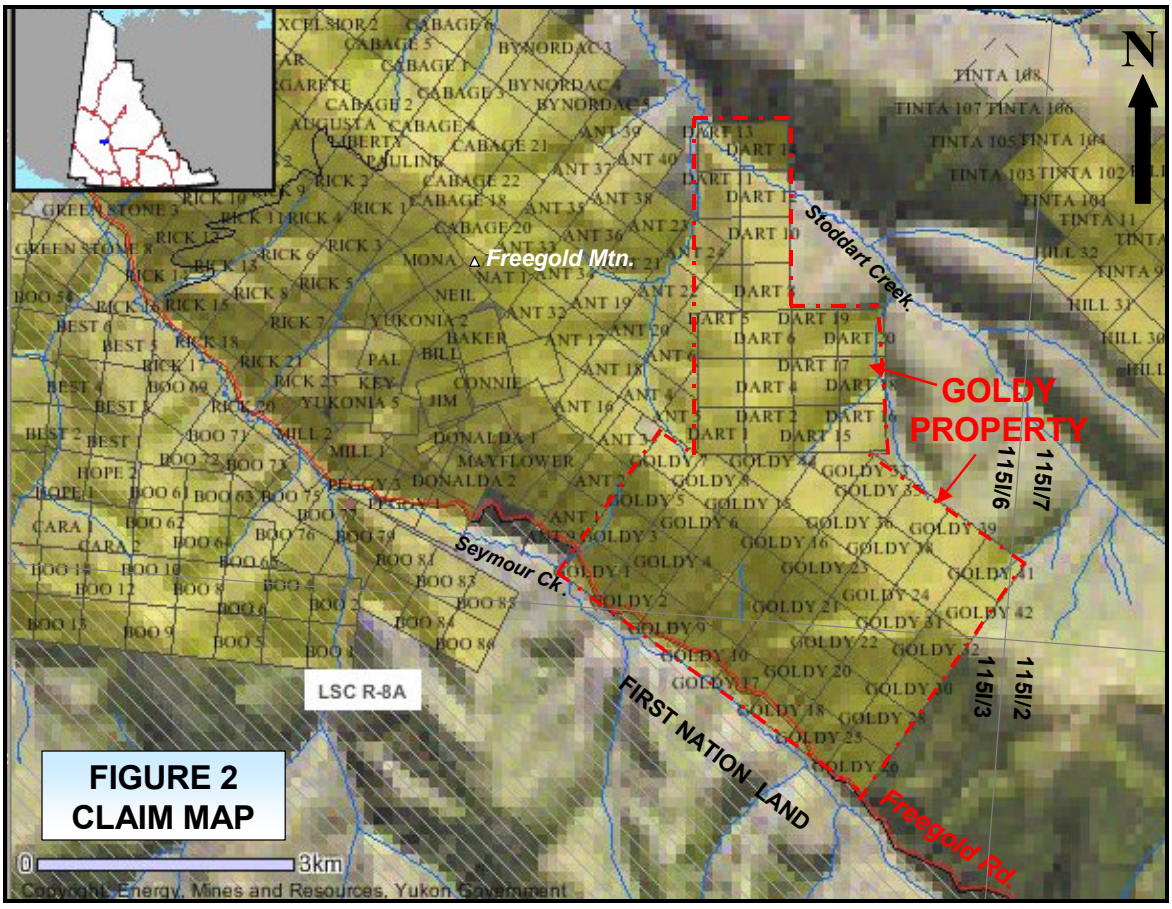
2.0 LEGAL DESCRIPTION (Figure 2)

The Goldy property consists of 64 contiguous claims covering an area of approximately 1250 hectares in the Whitehorse Mining District. The property is owned and the current program funded by Bill Harris of Whitehorse, Yukon, president of Midnight Mines Ltd. Work was completed between October 20, 2004 and June 20, 2005. A table summarizing pertinent claim data follows:

TABLE 1: Claim data

Claim Name	Grant No.	No. of Claims	Expiry Date	New Expiry Date*
Dart 001-014	YC19564-77	14	July 11, 2005	July 11, 2007
Dart 015-020	YC30038-43	6	September 17, 2005	September 17, 2006
Goldy 001-004	YC18716-19	4	June 23, 2005	June 23, 2007
Goldy 005-008	YC30123-26	4	October 8, 2005	October 8, 2006
Goldy 009-024	YC18724-39	16	June 23, 2005	June 23, 2007
Goldy 025-042	YC30019-36	18	September 17, 2005	September 17, 2006
Goldy 043	YC30127	1	October 8, 2005	October 8, 2007
Goldy 044	YC30037	1	September 17, 2005	September 17, 2007
TOTAL		**64**		

* Note: new expiry date based on acceptance of this report.



First Nations have settled their land claims in the area with First Nations surveyed lands (LSC R-8A) occurring south of Seymour Creek, just south of the Goldy property *(see Figure 2)*.

3.0 PHYSIOGRAPHY (Figures 1 and 2)

The property is located along the eastern flank of Freegold Mtn. *(Figure 2)* with an elevation of 1,453m, within the Dawson Range *(Figure 1)* of the Yukon Plateau. The Freegold portion of the Dawson Range is characterized by rounded hills and ridges, often flat and swampy valley floors with steep slopes rising sharply to the upland areas. Elevation ranges from 850 metres along Seymour Creek in the southwestern claim area to approximately 1300 metres on the Goldy 24 claim. Drainage is provided via tributaries of Stoddart Creek to the north and Seymour Creek to the south.

Vegetation includes timbered valleys dominated by white and black spruce with some birch and cottonwood to an approximate elevation of 1,066 metres (3,500 feet). Alpine grass and moss with sparse tree cover occurs on hilltops and ridges. Alder, poplar and thick moss cover is confined to flat areas with low drainage. Permafrost is generally found at depths greater than 1.0m on south facing slopes. Outcrop and talus are restricted to ridge crests and steep southeast facing slopes.

4.0 HISTORY (Figure 3)

The Goldy property, approximately 3 km southeast of the past producing La Forma Mine and 2 km east of the Antoniuk deposit *(see Figure 4)*, covers the Whale and Emmons Hill Minfile occurrences (as documented by the Yukon Geological Survey) and the Goldy and Forbes Creek showings. Previous work has been undertaken separately on the Whale, Goldy and Forbes Creek showings, covered by the Goldy claims and the Emmons Hill occurrence, covered by the Dart claims, so will be summarized under separate headings, below.

Dart:

1930's — A series of trenches and a 28m shaft (with short crosscuts at 12m and 25m levels) was sunk on a brecciated felsic dyke on the American Yukon gold-antimony prospect, 300 metres east of Emmons Hill *(Johnston, 1937)*. Reported assays up to 4.0 oz/T Au over 0.68m (4.5-5.18m depth) and average of 1.5 oz/T Au between 18.3 and 20m depths *(MacDonald, 1980)*.

1970 — Small program of mapping, geochemical sampling and trenching by Tanzilla Exploration Ltd.

1973 — Line cutting and small grid soil survey by Norwich Resources Ltd. under option.

1978 — Dart 1-6 claims staked by Noranda Exploration Company Ltd. to cover the Emmons Hill gold-antimony prospect.

1979-88 — Noranda completed induced polarization and electromagnetic geophysical surveys, a 4 line km soil survey, 94.2m of diamond drilling in two BQ holes, 183.9m of diamond drilling in two NQ holes below the caved shaft, with poor recovery (1987), 467.9m reverse circulation drilling in 12 holes (1988), bulldozer trenching and four hand pits and trenches in the vicinity of the shaft. The 1986 trenching and sampling was hindered by permafrost and failure to reach bedrock.

Goldy:

1933-37	Whale Vein and Forbes Creek showing found and explored by hand trenching.
1960's	Limited bulldozer trenching by Dickson Yukon Syndicate.
1980's	Further bulldozer trenching by Ron Granger and Yukon Revenue Mines Ltd.
1986-87	Line cutting, geological mapping, soil and rock sampling, and excavator trenching by Dominion Explorers Inc. (originally Durham Resources Inc.). Significant gold-arsenic soil anomalies outlined with values up to 980 ppb Au area *(Edison, 1987)*.
1988	Excavator trenching and 1130m of diamond drilling in 14 holes by Rea Gold Corp. and Verdstone Gold Corp. Joint Venture, testing the original Goldy zone and geochemical anomalies outlined by Dominion. Drilling yielded 7.5 g/t Au over 2m; 4.5 g/t over 2.7m; and 4.6 g/t Au over 6m *(Schmidt, 1988)*.
1996-2005	Staking of Dart and Goldy claims by Bill Harris.

5.0 CURRENT WORK PROGRAM

A total of 15.5 man-days were spent on the Goldy property, specifically on the Dart 002, 004, 006 and Goldy 011 to 016 claims, between October 20, 2004 and June 20, 2005. The work program consisted of an evaluation of the showings within a property wide and regional context, with concurrent geochemical sampling. Trenches were cleaned out to facilitate chip sampling. The core from the Goldy showing, located at Bill Harris' cabin, was examined and DDH G88-15 was logged. Most of the drill holes from the Goldy showing and the Emmons Hillt shaft and some trenches were located and recorded by GPS. Control was provided by property scale topographic maps, hipchain, compass and GPS.

6.0 GEOLOGY

6.1 Regional (Figures 3 and 4)

The Goldy property occurs within the Dawson Range portion of the Tintina Gold Belt, which constitutes an arcuate belt extending from Donlin Creek in Alaska, through the Fairbanks District, Pogo and across the Yukon border where it incorporates such deposits as Brewery Creek and Dublin Gulch with occurrences such as Scheelite Dome and Longline *(Figure 3)*.

The 250 km long Dawson Range copper-gold-(molybdenum) and gold porphyry belt extends from Freegold Mountain into Alaska *(Figure 3)*. Within this belt, significant porphyry style mineralization and related epithermal style mineralization is associated with the northwest to north-northwest trending Big Creek Fault, extending from Freegold Mountain in the southeast to the Casino Deposit in the northwest (964 mt grading 0.22%

Cu, 0.24 g/t Au and 0.02% Mo), a distance of 100 km. Mineralization is associated with mid to late Cretaceous intrusions (primarily small plugs and breccia bodies) that have intruded within an extensional rift environment, bounded by northwest trending faults (referred to as splays of the Big Creek Fault) and is hosted by the intrusions and/or the older metamorphosed basement complex of the Yukon-Tanana Terrane *(Figure 4)*.

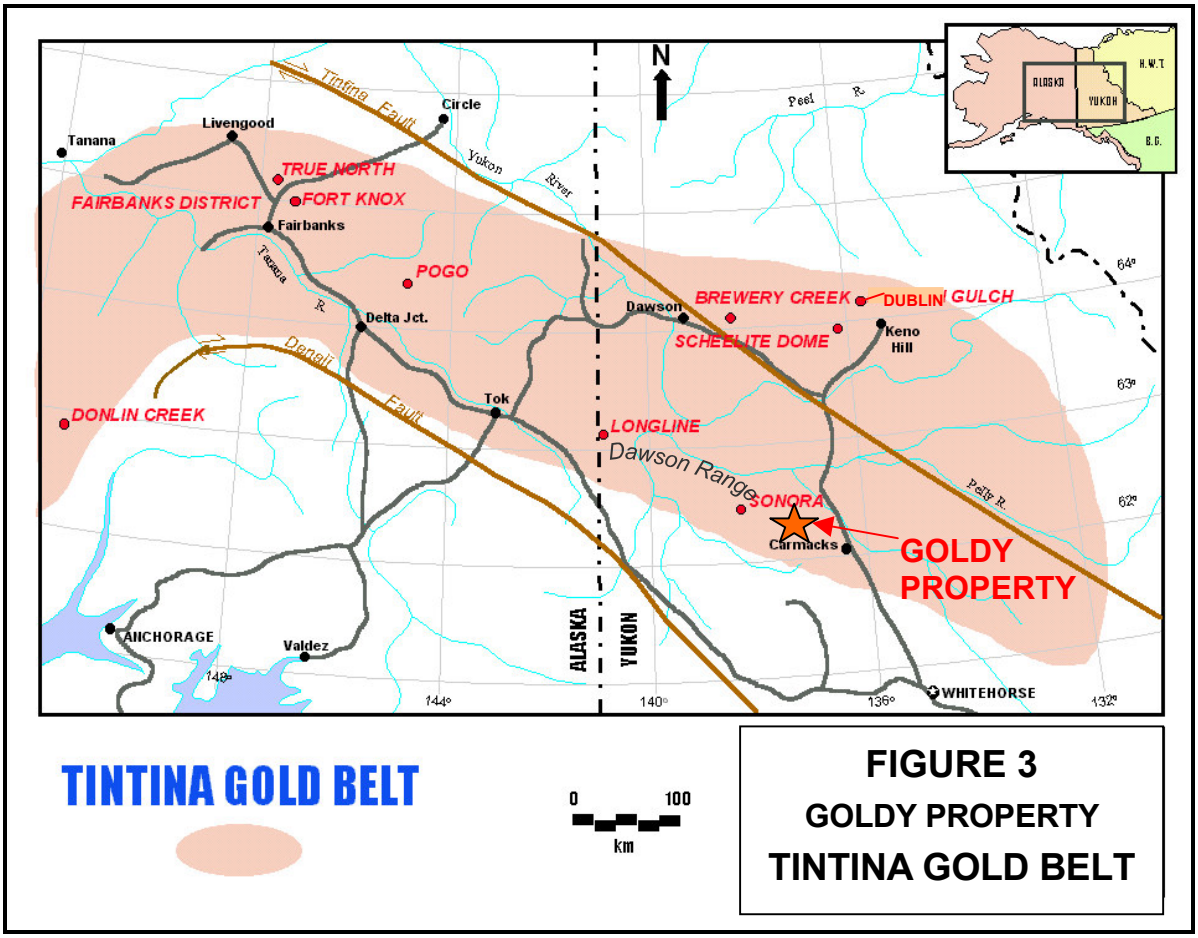


FIGURE 3
GOLDY PROPERTY
TINTINA GOLD BELT

The regional geology of the Freegold district has been geologically mapped by Bostock (1936), Johnstone (1937), Tempelman-Kluit (1984), Carlson (1987) and McInnes (1988) at regional scales (1:250,000) and more localized district scales (1:50,000, 1:12,000, 1:5,000) and is summarized in Figure 4 *(after Gordey and Makepeace, 2000)*.

The Big Creek Fault appears to have provided the locus for early Jurassic to mid Cretaceous intrusion (Big Creek and Dawson Range Batholiths) at the boundary between dominantly mid Paleozoic basement schists and gneisses of continental margin origin superposed with Devono-Mississippian arc volcanic to plutonic rocks (Nasina Subterrane of the Yukon-Tanana Terrane), intruded by the early Jurassic Granite Batholith (metaplutonic rocks) north of the fault from older Proterozoic to lower Paleozoic basement schists and gneisses of passive continental margin derivation (Nisling Subterrane of the Yukon-Tanana Terrane, *southwest of Figure 4)*.

The Dawson Range Batholith (Whitehorse Suite) primarily consists of granodiorite within the main body. A granitic phase is exposed along the Big Creek Fault with a quartz

feldspar porphyry body of the late Cretaceous Prospector Mountain Suite occurring at its southeastern end. The Big Creek Batholith consists of an orthoclase-hornblende syenite *(Figure 4)*.

Felsic volcanic rocks and related porphyry dykes and domes, and related granitic plutons of the mid Cretaceous Mt. Nansen Group occur within the region and are exposed in the Freegold district as dykes and plugs that do not show up on the regional scale. All of the above lithologies are overlain by the late Cretaceous Carmacks Group, which is dominated by mafic flows and pyroclastic rocks, occurring outside of the regional area shown in Figure 4.

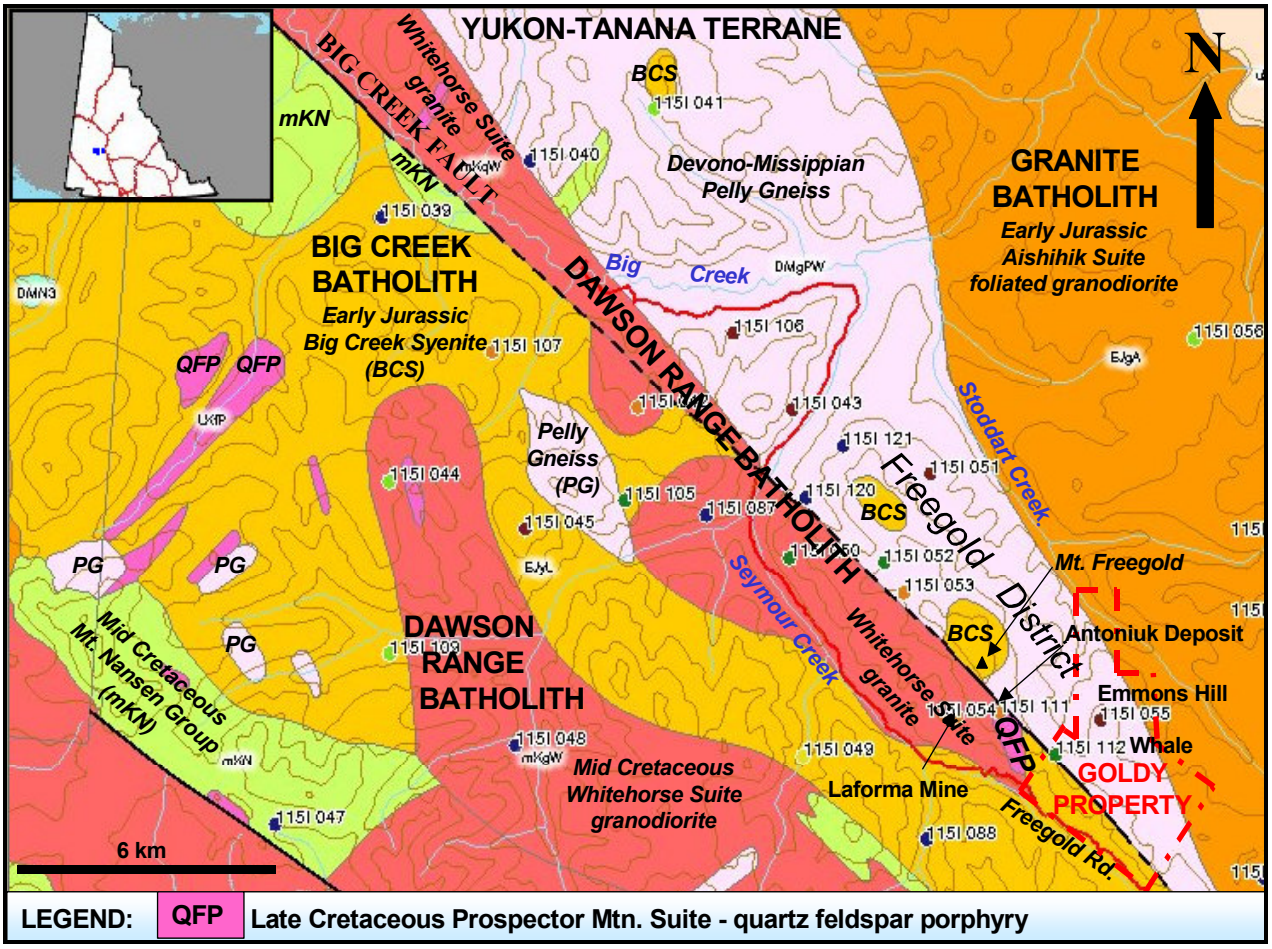


FIGURE 4: REGIONAL GEOLOGY

The Goldy property lies at the southeastern end of the Freegold district which hosts several types of lode gold deposit types, high grade, low tonnage gold-quartz vein deposits (La Forma and Rambler veins), low grade, high tonnage gold bearing diatremes (the Antoniuk deposit) and epithermal style gold bearing breccia veins (Emmons Hill and Whale showings). A close spatial relationship is apparent between rhyolite dykes (Mt. Nansen Group) and the gold bearing veins and breccias in this area *(McInnes, 1988)*. The deposits and showings occur adjacent to the northwesterly trending Big Creek and Camp faults and related northeastern counterparts *(Schmidt, 1988)*. *(Refer to Figure 4.)*

6.2 Property (Figure 5)

The Dart claims, covering the northern property area, are primarily underlain by a Paleozoic gneiss-schist unit (Pelly Gneiss) of the Yukon-Tanana Terrane, which includes a biotite-quartz-feldspar schist and feldspar augen gneiss. The contact with the Jurassic meta-plutonic suite (Granite Batholith), consisting of a foliated hornblende-biotite granodiorite, lies to the northeast. Small dykes and dyke swarms of Jurassic orthoclase-hornblende syenite (Big Creek) and Cretaceous granite and rhyolite (possibly related to the Mt. Nansen Group) intrude the gneiss *(Copland, 1988)*.

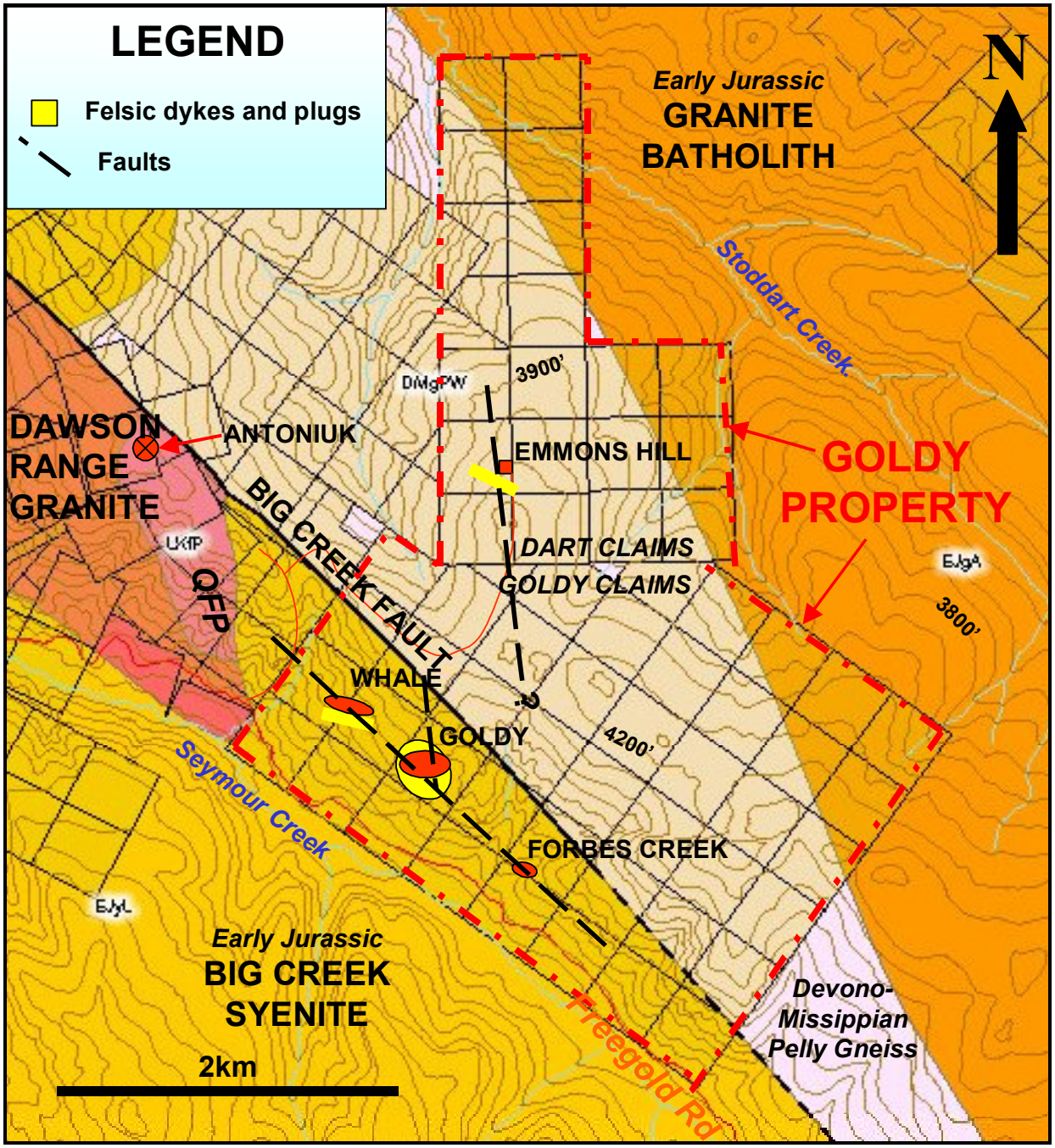


FIGURE 5: PROPERTY GEOLOGY

The Goldy claims are principally underlain by three rock types, schists and gneisses of the Paleozoic Yukon-Tanana Terrane, Jurassic-age hornblende syenite porphyry of the Big Creek Batholith and Jurassic foliated granodiorite of the Granite Batholith. Three types of intermediate to felsite dykes and plugs intrude the above lithologies, felsite, rhyolite, and andesite, all commonly porphyritic and of probable mid Cretaceous age (Mt. Nansen volcanics). The inferred contact between the syenite and the schists trends northwesterly through the centre of the claim block. The contact between the foliated granodiorite and schist is somewhat more irregular, but also trends north-northwest through the eastern claim area *(Edison,1988)*.

Strong northwest and west-northwest trending fault zones, possible splays of the Big Creek Fault transect the Goldy claims through the basin of Carpenter Creek *(Schmidt, 1988)*.

6.3 Mineralization (Figure 5)

The Goldy property covers the Emmons Hill showing and Whale prospect as documented by the Yukon Geology Program as Minfile Numbers 115I 055 and 115I 112 *(Deklerk and Traynor, 2004)*. The Goldy or Goldy Main showing is located 700m southeast of the Whale prospect and the Forbes Creek showing approximately 800m southeast of the Goldy.

The Emmons Hill showing, on the Dart claims, covers a complex northeast trending multi-episodic quartz carbonate vein ± sulphides, with various stages of brecciation and mineralization, on Emmons Hill, hosted by the basement Paleozoic metasedimentary rocks of the Yukon-Tanana Terrane but associated with Cretaceous quartz feldspar porphyry dykes. Sulphide mineralogy includes pyrite, pyrrhotite, arsenopyrite, sphalerite, galena and stibnite. Samples from the original workings from 1936, a 28 m shaft and two crosscuts, assayed up to 24.0 g/t Au, 5.5 g/t Ag and 3.6% Sb. Shallow reverse circulation drilling of the showing returned maximum values of 2.8 g/t Au over 1.5m from NRF 88-7.

View of Emmons Hill shaft looking northerly

Exposure is extremely poor on the Dart claims but soil geochemical anomalies in gold, copper, antimony (Sb) and molybdenum have been identified. A gold-antimony-silver-mercury-barite association is evident on the claims suggestive of an epithermal vein setting. The showing is poorly understood and may have been drilled in the wrong direction. It may be continuous with mineralization exposed at the Goldy showing.

The Whale Vein on the Goldy claims consists of quartz healed breccia zones and fractures, with minor blue-grey quartz veins containing fine grained pyrite and arsenopyrite, hosted by a white quartz feldspar porphyry dyke that intrudes the Big Creek

syenite. Vuggy and chalcedonic quartz is present, often cementing fragments of the dyke. The vein trends 100°, averages approximately 8m wide and has been traced for 80m along strike. Reported assays of 12.3 and 6.9 g/t Au were obtained across 9.1m, but more recent results returned 815 ppb Au, 9920 ppm As over 4m *(Edison, 1988)*.

The Goldy showing, 700m to the southeast of the Whale prospect, consists of a large zone of silicification, alteration and sulphide dissemination hosted by a highly altered porphyritic dacite at the contact of the Big Creek Syenite and basement schists of the Yukon-Tanana Terrane. The altered dacite unit is apparently zoned outwards from a small (8 x 40m) central core of intense silicification hosting blue-grey quartz veins (containing the highest gold values), through an intermediate zone of very strong silicification, to a large outer zone of strong carbonate alteration accompanied by weak to moderate quartz vein stockwork. The showing has been traced over a 200m by 50m area, on the western side of Carpenter Creek *(Schmidt, 1988)*.

Previous results from the Goldy include 1.61 g/t Au across 44m, including 12.7 g/t Au across 5m from trenching and 7.5 g/t Au over 2m; 4.5 g/t over 2.7m; and 4.6 g/t Au over 6m from drilling *(Schmidt, 1988)*.

Considerable previous trenching was undertaken on the Forbes Creek showing, exposing chalcedonic quartz stockwork similar to the Goldy over a 25m strike length. Previous sampling returned 1.1 g/t Au with >1000 ppm As over 10m *(Edison, 1988)*.

7.0 GEOCHEMISTRY (Figure 6)

7.1 Procedure

A total of 14 rock samples were collected from the property during the current program. The samples were sent to Eco Tech Lab, Kamloops, B.C. and analyzed for Al, Sb, As, Ba, Bi, Cd, Ca, Cr, Co, Cu, Fe, La, Pb, Mg, Mn, Mo, Na, Ni, P, Ag, Sr, Ti, Sn, W, U, V, Y and Zn using a 28 element ICP package which involves a nitric-aqua regia digestion. Gold was analyzed by fire assay with an atomic absorption finish. Due to high values, four assays were completed for gold by fire assay and for silver and lead by acid digestion. Sample descriptions with select results are outlined in Appendix II. Lab procedures and results are outlined in Appendix III. Sample locations are plotted on Figure 6.

The rock samples across the property primarily consisted of chip and grab samples of vein, stringer, sulfide mineralization and altered zones, exposed as float, subcrop and outcrop. The samples were located and recorded by GPS in the field using UTM coordinates, Nad 83, Zone 8 projection. Sample descriptions, locations and select results (Au, Ag, As, Sb, Pb and Zn) are documented in Appendix II and locations are plotted on Figure 6. Complete results are outlined in Appendix III.

Trench locations on the Dart were also recorded and indicated an error in scale (1:500 as opposed to 1:5,000) in previous data *(Webster,1986).* Significant GPS data is documented in Table 2 below.

Table 2: Significant GPS locations

Name	Date	Easting (mE)	Northing (mN)	Description
WP 108	October 29, 2004	393453	6905908	Dart shaft
WP 109	October 29, 2004	393425	6905927	near north end Trench 3, Dart claims
WP 110	October 29, 2004	393387	6906035	north end Trench 4, on Dart claims
WP 96	October 28, 2004	393408	6904338	Goldy grid baseline 10000E/8400N
GOLDY7	November 3, 2004	392993	6904798	Post 1, Goldy 7, 8

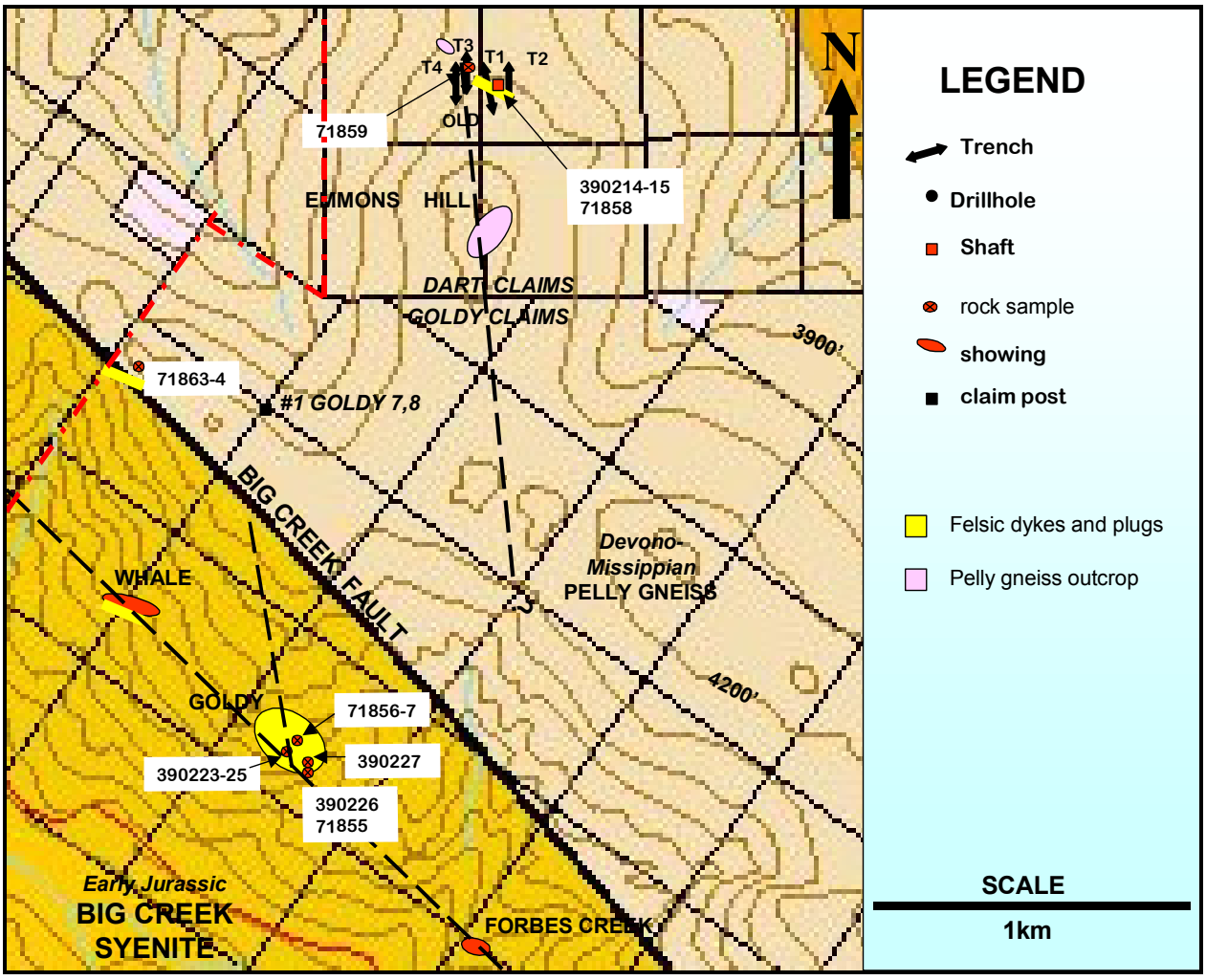


FIGURE 6: SAMPLE LOCATIONS

7.2 Results and Interpretation

Previous sampling on the property has yielded somewhat erratic results, probably due to the lack of exposure resulting in a poor understanding of the nature and controls on mineralization. During the current program, an attempt was made to confirm significant

previous results to verify the grade and tenor of mineralization on the property and to gain information with which to focus continued exploration.

Sampling of the limited debris at the Emmons Hill shaft and trenches on the Dart claims (samples 390214-5, 71858-9) did not return significant gold values despite the reports of significant grades within the shaft. Considering the age of the shaft (1930's) and easy accessibility, it is not surprising that the shaft area would have been "high graded" over the years. Previous drilling in the shaft area by Noranda returned 2.8 g/t Au over 1.5m from NRF 88-7. It is possible the showing was not drilled in the right direction. The controlling structure to mineralization may be northerly trending, related to extension along the Big Creek Fault. A sample (sample 390215) of altered rhyolite from the shaft dump did contain anomalous silver (30.1 g/t), arsenic (2430 ppm), antimony (<10,000 ppm), and lead (<10,000 ppm). Zinc was anomalous in all samples from the Dart claims (605-2132 ppm).

The trace element signature with high arsenic, antimony and silver is suggestive of a high level in an epithermal environment. Previous drilling has been shallow with poor recovery from the diamond drill holes. Deeper holes utilizing HQ wireline equipment and five foot core barrels are recommended in future programs.

Recent sampling of trenches on the Goldy showing confirmed significant gold grades with 9.83 g/t Au across 5m (sample 390225) from a trench that previously returned 1.85 g/t Au over 16m. A grab of typical material from a trench 7m to the south returned 5.55 g/t Au (sample 390223). The trench previously returned 4.18 g/t Au over 14m. Both samples consisted of blue-black quartz breccia veins with fine pyrite and contained anomalous arsenic and lead with elevated silver.

A sample of blue-grey chalcedony in the vicinity of the above samples on the Goldy showing (sample 71856), however, did not contain anomalous values. In contrast two samples of silicified and stringered rhyolite (samples 390226, 7), approximately 100m southeast of the main trench area returned 0.5 g/t Au, indicating difficulty in evaluating the grade potential within the system.

8.0 DRILL CORE

The core from the Goldy showing, located at Bill Harris' cabin, was examined and DDH 88G-15 was logged, since there was no prior record of this hole. Re-logging by Ron Robertson showed that the hole corresponds to DDH 88R-1, from the Rag property and was mislabelled. Re-logging of the hole has not been applied to the assessment costs on the Goldy. Most of the 1988 drill sites on the Goldy showing were located and recorded by GPS in the field using UTM coordinates, Nad 83, Zone 8 projection and are tabulated below.

TABLE 3: Drill hole locations – Goldy showing

DDH No.	UTM Nad 83, Northing	Zone 8 Easting	Az. (°)	Dip (°)	Depth (m)
G 88-1	6904160	393291	052	-50	75.0
G 88-2	6904146	393311	050	-49	75.3
G 88-3	6904179	393353	232	-49	75.3
G 88-4	6904128	393327	052	-48	75.3
G 88-5	6904112	393346	052	-50	75.3
G 88-7	6904168	393376	232	-50	73.8
G 88-8	6904190	393392	232	-61	153.0
G 88-9	6904144	393390	232	-46	75.3
G 88-10	6904108	393412	232	-49	75.3
G 88-11	6904093	393428	232	-48	75.3

The examination of the Goldy core indicated several unsampled sections with significant alteration and core recoveries appeared to average approximately 80-85%. Future drilling on the property should utilize HQ wireline equipment to improve recoveries and the entire holes should be sampled due to difficulty in predicting grades as noted under "Geochemistry".

9.0 CONCLUSIONS AND RECOMMENDATIONS

Previous work suggested, and the current program confirmed, the potential for a significant open pittable resource of gold at the Goldy showing. The 1988 drill program (1130m in 14 holes) indicated "the lateral and vertical continuity of low grade, disseminated gold mineralization in the Goldy zone, as well as other unexpected quartz-sulphide vein systems" *(Schmidt, 1988).* An initial resource estimate based on the last 8 holes drilled in 1988, covering a 67m strike extent of the Goldy Vein, suggests 54,000 tonnes averaging 2.7 g/t Au in oxidized material. The showing remains open in all directions and to depth. Current sampling returned 9.83 g/t Au across 5m and 5.55 g/t Au from a typical grab of mineralization, both with anomalous arsenic, lead and elevated silver.

Previous results from the four showings on the Goldy property include 24.0 g/t Au, 5.5 g/t Ag and 3.6% Sb from the Emmons Hill shaft, 12.3 and 6.9 g/t Au from the Whale showing, 1.61 g/t Au across 44m from the Goldy and 1.1 g/t Au with >1000 ppm As over 10m from the Forbes Creek showing.

Several significant untested gold-arsenic soil anomalies occur across the property forming part of a 3 to 3.5 km northerly trending mineralized zone that extends from Seymour Creek to the Emmons Hill showing. It is possible that mineralization along this trend is associated with a northerly trending extensional structure or structures that are evident elsewhere within the Dawson Range (Nucleus showing).

A 1.5 km northwesterly trending zone of mineralization, parallel to the Big Creek Fault, is discontinuously exposed from the Whale showing, through the Goldy to Forbes Creek.

The trend may be apparent and the individual showings may be related to separate, more northerly trending extensional structures.

Mineralization is consistent with an epithermal Au-Ag deposit model, commonly occurring peripheral to porphyry copper±gold±molybdenum and/or porphyry gold deposits. A gold-antimony-silver-mercury-barite association is evident on the Dart claims suggestive of a high level epithermal vein setting. Previous drill holes on the showing have averaged less than 50m in depth. Deeper holes with larger diameter core are necessary to properly test the showing.

Ground VLF-EM resistivity (useful on the epithermal vein systems in the Toodoggone District of British Columbia) and magnetometer surveys may be useful in tracing the gold bearing vein systems across the property and should be initially tested over exposed mineralization in the Goldy showing area.

Trenching of significant untested gold-arsenic soil anomalies and additional trenching in the showing areas, as proposed by Schmidt, 1988, is recommended in areas of lower permafrost. Significant untested drill targets have also been outlined by Schmidt.

Core recovery problems can be managed by utilizing HQ wireline equipment and five foot core barrels in future drill programs. Due to the lack of exposure on the property and importance of structural controls on mineralization, reverse circulation drilling should not be considered at this stage. The entire holes should be sampled due to difficulty in predicting grades.

A program of grid VLF-EM resistivity and magnetic surveying, pending results of preliminary test lines over known mineralization at the Goldy, trenching and diamond drilling is recommended on the property.

APPENDIX I
Selected References

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Johnston, J.R. (1937): Geology and mineral deposits of Freegold Mountain, Carmacks District, Yukon. GSC Memoir 214.

Kearney, M.K. (1988): Report on the Rag and Goldy properties; Report for Dominion Explorers Inc.

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Schmidt, A.J. (1988): Summary report, trenching, diamond drilling, Goldy, Darb, Brad, Dur claims; Report for Rea Gold Corp./ Verdstone Gold Corp. J.V. and Dominion Explorers Inc.

Webster, M.P. (1986): Geology, geochemistry and trenching report, 1985 on the Dart 1-6 claims, Mt. Freegold Property; Report for Noranda Exploration Company Limited.

APPENDIX II

Sample Descriptions

GOLDY PROPERTY, Yukon Territory
SAMPLE DESCRIPTIONS AND RESULTS

SAMPLE		NAD 83	ZONE 8			Au	Ag	As	Sb	Pb	Zn
No.	LOCATION	EASTING	NORTHING	TYPE	GEOLOGY	ppb	ppm	ppm	ppm	ppm	ppm
390214	Dart Shaft	393453	6905908	grab	limonitic-red stained fine chalcedony-quartz siliceous vein-breccia with fine pyrite	150	5.7	490	50	672	1382
390215	Dart Shaft	393453	6905908	grab	silicified, partly vuggy, clay-sericite altered fine grained rhyolite	95	30.1	2430	>10000	>10000	605
71858	Dart Shaft	393453	6905908	grab	siliceous vein material and silicified rhyolite	40	4.0	215	20	644	1051
71859	Dart Trench	393425	6905927	grab	rusty, oxidized, altered schist, locally silicified	85	1.7	960	65	626	2132
390223	Goldy Main	393370	6904141	grab	blue-black quartz breccia vein, just south of DDH 88-07	5.55 g/t	3.1	5070	75	584	836
390224	Goldy Main	393370	6904123	grab	quartz veins, breccia and silicified zones along 15m of trench just south of 390223	860	1.6	1285	5	440	280
390225	Goldy Main	393366	6904147	5m grab	rough chip/grab along 5m of blue-black quartz vein/breccia with fine pyrite from trench just north and above 390223	9.83 g/t	5.8	6855	40	1894	549
390226	Goldy Main	393405	6904084	grab	highly silicified quartz stringer-stockwork in clay-sericite altered rhyolite with minor fine pyrite	490	<0.2	325	<5	22	29
390227	Goldy Main	393404	6904104	grab	silicified, weakly pyritic, sericite altered rhyolite outcrop with some few cm quartz veins	495	0.3	650	5	86	159
71855	Goldy Main	393409	6904089	grab	oxidized, altered with fine quartz stringers	275	0.2	465	5	58	52
71856	Goldy Main	393381	6904147	grab	composite chip of blue-grey chalcedony veining in trench	35	0.2	25	45	8	43
71857	Goldy Main	393381	6904147	grab	0.5-1m composite chip of wallrock from both sides of 71856 in trench	25	0.2	125	<5	16	159
71863	N of Whale	392430	6905083	grab	altered dyke	20	0.4	5	<5	26	72
71864	N of Whale	392430	6905083	grab	altered dyke with fine quartz stringers	105	5.3	2195	20	312	544

APPENDIX III

Geochemical Procedure and Results

Analytical Method

GEOCHEMICAL GOLD ANALYSIS

Samples are catalogued and dried. Soils are prepared by sieving through an 80 mesh screen to obtain a minus 80 mesh fraction. Samples unable to produce adequate minus 80 mesh material are screened at a coarser fraction. These samples are flagged with the relevant mesh. Rock samples are 2 stage crushed to minus 10 mesh and a 250 gram subsample is pulverized on a ring mill pulverizer to -140 mesh. The subsample is rolled, homogenized and bagged in a pre-numbered bag.

The sample is weighed to 10/15/30 grams and fused along with proper fluxing materials. The bead is digested in aqua regia and analyzed on an atomic absorption instrument. Over-range values for rocks are re-analyzed using gold assay methods.

Appropriate reference materials accompany the samples through the process allowing for quality control assessment. Results are entered and printed along with quality control data (repeats and standards). The data is faxed and/or mailed to the client.

GOLD ASSAY

Samples are sorted and dried (if necessary). The samples are crushed through a jaw crusher and cone or rolls crusher to -10 mesh. The sample is split through a Jones riffle until a -250 gram subsample is achieved. The subsample is pulverized in a ring & puck pulverizer to 95% -140 mesh. The sample is rolled to homogenize.

A 1/2 or 1.0 A.T. sample size is fire assayed using appropriate fluxes. The resultant dore bead is parted and then digested with aqua regia and then analyzed on a Perkin Elmer AA instrument.

Appropriate standards and repeat sample (Quality Control components) accompany the samples on the data sheet.

MULTI ELEMENT ICP ANALYSIS

Samples are catalogued and dried. Soil samples are screened to obtain a -80 mesh sample. Samples unable to produce adequate -80 mesh material are screened at a coarser fraction. These samples are flagged with the relevant mesh. Rock samples are 2 stage crushed to minus 10 mesh and pulverized on a ring mill pulverizer to minus 140 mesh, rolled and homogenized.

A 0.5 gram sample is digested with aqua regia which contains beryllium which acts as an internal standard. The sample is analyzed on a Jarrell Ash ICP unit.

Results are collated by computer and are printed along with accompanying quality control data (repeats and standards). Results are printed on a laser printer and are faxed and/or mailed to the client.

K:Methods/methicp K:methods/methauas

Analytical Procedure Assessment Report

BASE METAL ASSAYS (Ag, Cu, Pb, Zn)

Samples are catalogued and dried. Rock samples are 2 stage crushed followed by pulverizing a 250 gram subsample. The subsample is rolled and homogenized and bagged in a prenumbered bag.

A suitable sample weight is digested with aqua regia. The sample is allowed to cool, bulked up to a suitable volume and analyzed by an atomic absorption instrument, to .01 % detection limit.

Appropriate certified reference materials accompany the samples through the process providing accurate quality control.

Result data is entered along with standards and repeat values and are faxed and/or mailed to the client.

8-Dec-04

ECO TECH LABORATORY LTD.
10041 Dallas Drive
KAMLOOPS, B.C.
V2C 6T4

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

ICP CERTIFICATE OF ANALYSIS AK 2004-1935

Bushmaster Exploration Services
Box 31293
Whitehorse, Yukon
Y1A 5P7

Attention: Bill Harris

No. of samples received: 7
Sample type: Rock
Submitted by: R. Robertson
Project: Freegold & Goldy

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	71855	275	0.2	0.21	465	80	<5	0.01	<1	<1	114	3	0.49	10	<0.01	28	4	<0.01	2	50	58	5	<20	9	<0.01	<10	2	<10	6	52
2	71856	35	0.2	0.16	25	495	<5	0.04	<1	<1	189	7	0.67	<10	0.02	69	146	<0.01	6	140	8	45	<20	18	<0.01	<10	9	<10	<1	43
3	71857	25	0.2	0.64	125	495	<5	0.19	<1	5	133	8	2.43	<10	0.14	179	29	<0.01	6	780	16	<5	<20	19	<0.01	<10	47	<10	4	159
4	71858	40	4.0	0.27	215	55	<5	0.94	12	5	168	48	2.67	<10	0.21	689	21	<0.01	35	1230	644	20	<20	38	<0.01	<10	51	<10	6	1051
5	71859	85	1.7	0.19	960	230	<5	3.98	15	5	114	13	3.24	<10	0.31	5856	7	<0.01	9	410	626	65	<20	59	<0.01	<10	14	<10	2	2132
6	71863	20	0.4	1.19	5	1295	<5	5.87	<1	2	90	113	3.49	20	0.98	1239	9	0.02	5	980	26	<5	<20	260	<0.01	<10	50	<10	25	72
7	71864	105	5.3	0.22	2195	235	<5	0.08	<1	7	169	1601	5.93	<10	0.02	2260	20	<0.01	32	650	312	20	<20	22	<0.01	<10	61	<10	<1	544
QC DATA:																														
Repeat:																														
1	71855	265	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Resplit:																														
1	71855	295	0.2	0.22	475	95	<5	0.01	<1	<1	131	4	0.52	10	<0.01	32	4	<0.01	2	60	60	5	<20	10	<0.01	<10	2	<10	7	52
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	51	0.11	<10	63	<10	10	74

JJ/jm
df/1931
XLS/04

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

ECO TECH LABORATORY LTD.
10041 Dallas Drive
KAMLOOPS, B.C.
V2C 6T4

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

ICP CERTIFICATE OF ANALYSIS AK 2004-1820

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

No. of samples received: 24
Sample type: Rock
Project: Freegold
Submitted by: Jean Pautler

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	390204	>1000	28.3	0.15	30	845	<5	0.06	<1	<1	139	8	0.60	<10	0.02	62	18	0.01	4	100	114	<5	<20	43	<0.01	<10	8	<10	1	30
2	390205	>1000	8.3	0.14	35	445	<5	0.02	<1	<1	120	4	0.65	<10	<0.01	116	16	<0.01	4	130	56	<5	<20	40	<0.01	<10	11	<10	2	15
3	390206	>1000	1.5	0.10	50	1085	<5	0.02	<1	<1	127	3	0.54	<10	<0.01	108	45	<0.01	5	100	116	<5	<20	50	<0.01	<10	9	<10	1	11
4	390207	40	0.6	0.23	10	310	<5	0.03	<1	<1	163	5	1.01	<10	0.02	39	22	<0.01	4	130	44	<5	<20	16	<0.01	<10	11	<10	<1	21
5	390208	>1000	>30	0.09	1645	35	<5	0.02	459	40	81	>10000	9.43	<10	<0.01	98	33	<0.01	<1	<10	>10000	1255	<20	9	<0.01	<10	3	<10	<1	>10000
6	390209	>1000	>30	0.09	1665	25	<5	0.04	21	10	146	>10000	2.88	<10	<0.01	67	32	<0.01	3	<10	8894	625	<20	6	<0.01	<10	3	<10	<1	4225
7	390210	>1000	>30	0.07	2960	55	<5	0.02	325	69	92	>10000	>10	<10	<0.01	108	90	<0.01	<1	<10	>10000	690	<20	20	<0.01	<10	4	<10	<1	>10000
8	390211	>1000	>30	0.07	3295	45	<5	0.12	368	15	69	>10000	7.41	<10	0.02	353	24	<0.01	<1	>10000	>10000	7975	<20	6	<0.01	<10	3	<10	<1	>10000
9	390212	>1000	>30	0.02	2390	50	<5	0.06	121	17	66	>10000	>10	<10	<0.01	51	44	<0.01	<1	>10000	>10000	1280	<20	<1	<0.01	20	3	<10	<1	>10000
10	390213	>1000	>30	0.13	750	130	<5	0.02	12	1	104	368	2.13	<10	<0.01	402	21	<0.01	2	40	>10000	275	<20	15	<0.01	<10	9	<10	<1	1753
11	390214	150	5.7	0.12	490	85	<5	2.33	8	5	119	99	3.83	<10	0.60	7172	11	<0.01	19	410	672	50	<20	47	<0.01	<10	26	<10	2	1382
12	390215	95	>30	0.10	2430	150	<5	0.10	119	1	165	35	0.86	<10	<0.01	85	<1	<0.01	8	160	>10000	>10000	<20	45	<0.01	<10	4	<10	<1	605
13	390216	>1000	5.5	0.13	>10000	45	45	1.86	<1	24	57	357	>10	<10	0.58	195	8	<0.01	11	<10	106	75	<20	56	<0.01	<10	3	<10	<1	54
14	390217	45	0.9	0.20	60	460	<5	0.02	<1	<1	113	6	0.70	<10	<0.01	91	6	<0.01	3	30	86	15	<20	5	<0.01	<10	3	<10	<1	10
15	390218	>1000	3.5	0.10	215	35	<5	0.02	<1	4	129	11	5.25	<10	<0.01	79	7	<0.01	5	40	32	<5	<20	5	<0.01	<10	3	<10	<1	19
16	390219	10	20.1	1.57	<5	90	35	0.67	<1	16	66	1176	>10	<10	0.69	3821	9	0.01	43	1250	84	<5	<20	40	<0.01	<10	128	<10	<1	179
17	390220	505	>30	0.23	435	100	435	0.03	<1	7	90	2108	7.88	<10	<0.01	244	22	<0.01	9	430	596	15	<20	40	<0.01	<10	14	<10	<1	139
18	390221	>1000	25.3	1.28	315	115	110	0.10	<1	13	18	2004	>10	<10	0.06	1380	17	<0.01	2	950	296	<5	<20	23	<0.01	<10	60	<10	<1	148
19	390222	>1000	>30	0.69	555	100	340	0.07	<1	12	<1	2606	>10	<10	<0.01	369	26	<0.01	2	580	490	<5	<20	18	<0.01	40	36	<10	<1	106
20	390223	>1000	3.1	0.11	5070	60	<5	0.04	<1	4	144	31	1.19	<10	<0.01	48	56	<0.01	17	200	584	75	<20	63	<0.01	<10	6	<10	<1	836
21	390224	860	1.6	0.19	1285	570	<5	0.04	<1	<1	102	7	0.89	<10	0.01	234	5	<0.01	5	220	440	5	<20	20	<0.01	<10	7	<10	2	280
22	390225	>1000	5.8	0.13	6855	45	<5	0.07	<1	6	122	14	1.46	<10	<0.01	132	25	<0.01	18	390	1894	40	<20	68	<0.01	<10	8	<10	2	549
23	390226	490	<0.2	0.18	325	495	<5	0.01	<1	<1	85	3	0.34	10	<0.01	28	2	<0.01	3	50	22	<5	<20	15	<0.01	<10	1	<10	5	29
24	390227	495	0.3	0.18	650	975	<5	0.02	<1	<1	91	3	0.66	10	<0.01	159	4	<0.01	2	80	86	5	<20	28	<0.01	<10	2	<10	7	159

Midnight Mines Ltd. **ICP CERTIFICATE OF ANALYSIS AK 2004-1820** **ECO TECH LABORATORY LTD.**

Et #.	Tag #	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
QC DATA:																													
Repeat:																													
1	390204	>1000	12.5	0.16	30	880	<5	0.06	<1	<1	148	9	0.57	<10	0.02	58	18	0.01	3	90	106	<5	<20	46	<0.01	<10	9	<10	1	31
10	390213	>1000	>30	0.13	810	135	<5	0.02	11	1	103	357	2.14	<10	<0.01	404	19	<0.01	<1	30	>10000	275	<20	14	<0.01	<10	9	<10	<1	1790
Resplit:																													
1	390204	>1000	>30	0.15	30	525	<5	0.06	<1	<1	56	4	0.51	<10	0.02	57	16	0.01	4	120	102	<5	<20	33	<0.01	<10	8	<10	1	31
Standard:																													
GEO '04			1.5	1.47	50	135	<5	1.30	<1	15	54	82	3.53	<10	0.79	551	<1	0.03	25	610	18	<5	<20	64	0.08	<10	74	<10	6	65

CERTIFICATE OF ASSAY AK 2004-1820

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

17-Nov-04

No. of samples received: 24
Sample type: Rock
Project: Freegold
Submitted by: Jean Pautler

ET #.	Tag #	Au (g/t)	Au (oz/t)	Ag (g/t)	Ag (oz/t)	Cu (%)	Pb (%)	Zn (%)
1	390204	136	3.966					
2	390205	54.6	1.592					
3	390206	5.68	0.166					
5	390208	11.1	0.324	124	3.62	1.24	2.82	5.24
6	390209	6.36	0.185	87.0	2.54	1.19		
7	390210	3.45	0.101	315	9.19	3.25	7.71	4.04
8	390211	43.5	1.269	2270	66.20	7.49	8.86	4.66
9	390212	28.5	0.831	1310	38.20	6.60	12.5	1.91
10	390213	1.19	0.035	102	2.98		3.49	
12	390215			30.1	0.88		3.72	
13	390216	3.53	0.103					
15	390218	1.23	0.036					
17	390220			74.0	2.16			
18	390221	10.9	0.318					
19	390222	41.7	1.216	153	4.46			
20	390223	5.55	0.162					
22	390225	9.83	0.287					

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

Midnight Mines Ltd. AK04-1820 17-Nov-04

ET #.	Tag #	Au (g/t)	Au (oz/t)	Ag (g/t)	Ag (oz/t)	Cu (%)	Pb (%)	Zn (%)
QC DATA:								
Repeat:								
1	390204	138	4.024					
1	390204	121	3.529					
2	390205	53.8	1.569					
5	390208			124	3.62	1.23	2.82	5.24
6	390209	5.98	0.174					
7	390210	3.57	0.104					
8	390211	40.7	1.187					
9	390212	33.1	0.965					
10	390213	1.30	0.038					
19	390222	44.1	1.286					
22	390225	9.14	0.267					
Resplit:								
1	390204	290	8.457					
Standard:								
SH13		1.33	0.039					
Pb106				58.4	1.70	0.62	0.52	0.84

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

JJ/jm/sc
XLS/04

APPENDIX IV
Statement of Expenditures

Wages:	J. Pautler	1.5 days @ 500.00/day	$ 750.00	
	Ron Robertson	5.5 days @ 400.00/day	2,200.00	
	Bill Harris	3.5 days @ 300.00/day	1,050.00	
	Mathius Bindig	2.5 days @ 250.00/day	1,100.00	
	Daniel Schuneman	2.5 days @ 250.00/day	1,100.00	
		Total: 15.5 man-days		**$ 6,200.00**
Geochemistry:	14 rocks	Au, ICP		
	4 rock assays	Au, Ag	402.00	
	freight		70.00	
		Total: (includes shipping)		**472.00**
Equipment Rental:	Truck	6 days @ 100./day	600.00	
	ATV	5 days @ 75./day	375.00	
		Total:		**975.00**
Fuel:				**300.00**
Camp cost:	(propane, supplies, satellite phone) 15.5 man-days @ 10./md			**155.00**
Groceries:	15.5 man-days @ 35./md			**543.00**
Field Supplies:	(flagging tape, thread, sample bags) 15.5 man-days @ 15./md			**232.50**
Mobilization, demobilization: (5 man-days within Yukon)				**1,700.00**
Copying:				**100.00**
Report & Drafting:				**$ 2,000.00**
GRAND TOTAL:				**$ 12,677.50**
Total Amount Applied for Assessment				**$ 10,000.00**

APPENDIX V
STATEMENT OF QUALIFICATION

1) I, Jean Marie Pautler of 103-108 Elliott Street, Whitehorse, Yukon Territory am self-employed as a consultant geologist and authored this report.

2) I am a graduate of Laurentian University, Sudbury, Ontario with an Honours B.Sc. degree in geology (May, 1980).

3) I am a registered member of the Association of Professional Engineers and Geoscientists of British Columbia.

4) I have visited the subject mining property of this report and am a "Qualified Person" in the context of and have read and understand National Instrument 43-101.

5) This report is based upon my personal knowledge of the region, a review of previous data and work conducted on the property between October 20, 2004 and June 20, 2005.

6) As stated in this report, in my professional opinion the property is of potential merit and further exploration work is justified.

7) As of the date of this report I am not aware of material facts that are not reflected in this report by written inclusion or reference.

8) I do not have any agreement, arrangement or understanding with Midnight Mines Ltd. and any affiliated company to be or become an insider, associate or employee.

9) I do not own securities in Midnight Mines Ltd. and my professional relationship with Midnight Mines Ltd. is at arm's length as an independent consultant, and I have no expectation that the relationship will change.

10) I consent to the use of this report by Midnight Mines Ltd. for such assessment and/or regulatory and financing purposes the company deems necessary, but if any part shall be taken as an excerpt, it shall be done only with my approval.

Dated at Carcross, Yukon Territory this 23rd day of December, 2005,

"Signed and Sealed"

Jean Pautler, P.Geo. (APEGBC Reg. No. 19804)
JP Exploration Services Inc.
#103-108 Elliott St
Whitehorse, Yukon Y1A 6C4