094588

REPORT ON THE 2005 ASSESSMENT WORK ON THE

Yukon Quartz Claims
Eve 1- 68, Eve 78, Adam 1-2
YA75610-YA75677, YA78254, YA96407-YA96408

Located in the

WHITEHORSE Mining District, Yukon Territory
NTS 105 C/11 (Lat: 60°42' Lon: 133°20'W)

For: 12633 Yukon Inc.
11 Denver Road
Whitehorse, Yukon

By: Joseph A. J. Clarke
Marsh Lake, Yukon

March 2006

Costs associated with this report have been approved in the amount of $ 27,800.00 for assessment credit under Certificate of Work No. QW 27844

Mining Recorder
Whitehorse Mining District

SUMMARY

The property consists of the Eve 1-68, Eve 78 and Adam 1-2 Yukon Quartz claims located in the Whitehorse Mining District. They are situated 23km north of the Alaska Hwy at Johnson's Crossing and are listed as Yukon Minfile occurrence 105C 017 "Marlin", a high grade gem quality rhodonite deposit.

This report is prepared at the request of the owner, Mr. Sid McKeown of Whitehorse, Yukon and describes work preformed during the summer of 2005 to maintain the claims in good standing as required by the Yukon Quartz Mining Act. Work preformed consisted of trench drilling and blasting and diamond drilling with the value of at least $30,000.

Results of this work program verified a continuation of the gem quality rhodonite to the southeast and at depth. As well, diamond drilling beneath the rhodonite intercepted Ag-Cu-Pb mineralized schist similar to the nearby Minfile occurrence 105C 018 "Mt. Grant".

The property can continue to provide a source of gem quality rhodonite and has the potential to host Ag-Cu-Pb stratabound/skarn mineralization. Recommended exploration work should consist of road/trench access along the strike of the rhodonite, further diamond drilling to the southwest to outline the extend of the rhodonite. Detailed geological mapping should be done to target the potential Ag-Cu-Pb mineralization with deeper diamond drilling.

LOCATION AND ACCESS

The property is located in the south-central Yukon 23km north of Johnson's Crossing, Yukon (see Fig. 1). It is accessible by a 23 km 4x4 road which starts at km 42 of the South Canol Road. At the time of this report the South Canol road is only maintained from May-Oct. The city of Whitehorse is located 110km west of Johnson's Crossing along the Alaska Highway.

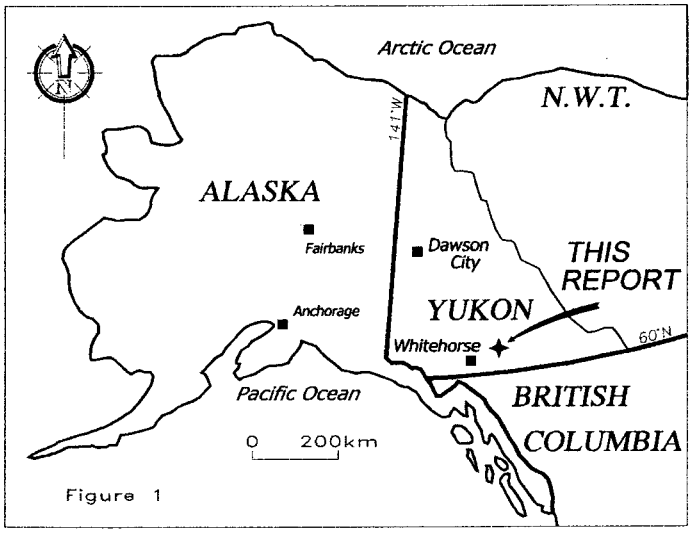

Figure 1

PROPERTY

The property consists of the Eve 1-68, Eve 78 and Adam 1-2 staked under the Yukon Quartz Mining Act (see Fig. 2). Pending delivery of this report the claims will be in good standing for 4 years (Eve claims) and 1 year (Adam claims). Claim and grouping information is included in the appendices of this report.

The property lies with in the traditional territory of the Teslin Tlingit Council.

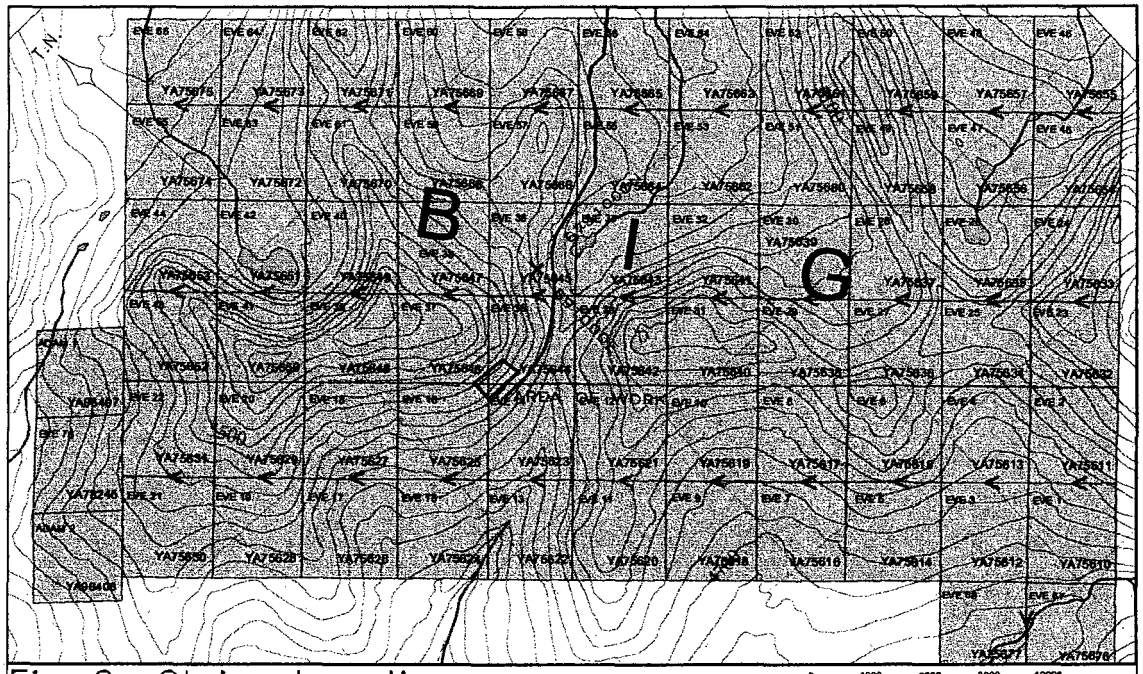

Fig 2. Claim Location
105 C/11 Whitehorse Mining District 1:30,000 (NAD83)

HISTORY

The area of the Big Salmon Range has been prospected for placer gold since before the Klondike Gold Rush of 1896. Placer production began on Livingston Creek located northwest of the property in 1899 with over 50,000 ounces produced. Placer exploration and mining has also occurred on Sydney, Cottonwood, Evelyn and Iron Creeks. With the building of the South Canol road in the 1940's the area was made more accessible sparking interest in gold, silver, and base metal exploration.

The history of the property is described in the 2006 Yukon Minfile 105C 017;

Staked as Dawn claims (70743) in Jul/55 by M. Kroyden and L. Allen, some of which were refused for not being recorded within the allotted travel time.

Restaked as Marlin cl 1-8 (92903) in Sep/65 by Mount Grant Mines Ltd, which added Lucky cl 1-8 (92940) in Oct/65; carried out geological mapping in 1967; staked Sun cl 1-16 (Y24587) in May/68; and built a 22 km access road, carried out bulldozer trenching, detailed geological mapping and drilled 24 percussion and 10 short holes (884 m) later in 1968.

Contex Silver Mines Ltd staked the Law cl 9-34 (Y29650) in Nov/68 to surround the Mount Grant property and restaked the occurrence as Law cl 35-80 (Y35208) in Jun/69.

Restaked as Eve cl 1-68 and 73-76 (YA75610) in May/83 by D. Stedman, who carried out geological mapping, geochemical sampling and staked Eve cl 77 (YA78233) in Aug/83. The claims were subsequently transferred to Anooraq Resources Corporation Ltd, which carried out rock geochemical sampling and staked Eve cl 79-84 (YA82594) in Jul/84; blast trenching and staked Adam cl 1-6 (YA96407) in Oct/86. Anooraq upgraded the access road in 1987-88; began mining rhodonite and shipped 27.3 tonnes in 1987; 20 tonnes in 1988; and 54.4 tonnes in 1989.

In 1991 the company repaired the road, carried out geochemical sampling, trenching, detailed geological mapping and mined approximately 36.3 tonnes of rhodonite. A similar program of exploration was carried out in 1992 when $62 000 of expenses were filed for assessment.

In Oct/94 the company mapped the main rhodonite showing at a scale of 1:100 and carried out extensive bulldozer trenching. Approximately 57 cu. m of footwall quartzite and rhodonite were excavated and one percussion hole (6.7 m) was drilled to test the extent of gem quality rhodonite at the northwestern end of the deposit.

In Sep/98 Anooraq sold the property to 12633 Yukon Inc, which produced 35 tonnes of rhodonite that year. The numbered company subsequently optioned the property to S. McKeown, who carried out road and reclamation work, drilled 5 holes (150.8 m) in the deposit and completed limited hand held percussion drilling near the southern boundary of the claim group in 2000.

PHYSIOGRAPHY and CLIMATE

The property is located at 5100 feet ASL in the Big Salmon Range north east of the Teslin River valley. The area has been glaciated several times.

The climate consists of warm to hot summers and cold winters with temperatures often reaching below -50 degrees C. The area has close to 20 hours of daylight in the summer months and little sunlight during the winter. Precipitation is moderate with normally drier summers. Snowfall accumulation in some areas reaches close to 2 meters in the winters.

Permafrost occurs in most undisturbed north facing areas above tree line.

The area is typical of the Yukon boreal forest. Forested slopes and valleys consist of black spruce, pine and aspen. Common are muskeg areas with variable amounts of willow and alders. Areas of higher elevations are typically treeless and are covered by sedges and various dwarf birch species.

Wildlife includes moose, grizzly and black bear, caribou, wolf and other species typical of the northern Yukon Boreal forest.

GEOLOGY

Regional Geology

The Teslin 1:250,000 105C map sheet was mapped in 1950-53 by R. Mulligan of the Geological Survey of Canada in GSC Memoir 326. See Figure 3.

The property is underlain by metamorphic quartzite, siltstone, limestone and chlorite schist of Devonian, Mississippian and older aged Nasina assemblage of the Yukon Tanana Terrane (Yukon Minfile 2006). Cretaceous granitic rocks intrude the rocks in the eastern area.

Regional geology is described by McDonald, (Acc. Report 091573, 1984) below;

> *"The Evelynn Creek Property is underlain by stratified metamorphic rocks of the Paleozoic Big Salmon Complex. The unit here consists of quartz biotite schist, argillaceous slate, quartzites and limestone member. Lower Paleozoic (?) quartz-hornblende gneiss outcrops north and south of the Eve Claims. Cretaceous granitic rocks intrude the metamorphic complex on the eastern portion of the claim area. The stratified rocks are highly regionally metamorphosed and typically are intensely deformed with tight isoclinal folding and slip-faulting.*
>
> *Regionally, the bedded rocks are folded, with fold axes generally parallel to the trend of the formation. This main orientation is usually a north west strike. The more competent rock lithologies*

(eg. Limestone) show brecciation, tectonic fracturing and straining (boudinage), associated with the folding event.

Faulting is a common feature, in this area, with many normal faults observable as topographic lineaments No preferred orientation has been recognized for these fault systems to date.

Low angle thrust faults may be implied in some localities, but recognition of such elements is quite difficult on a regional scale."

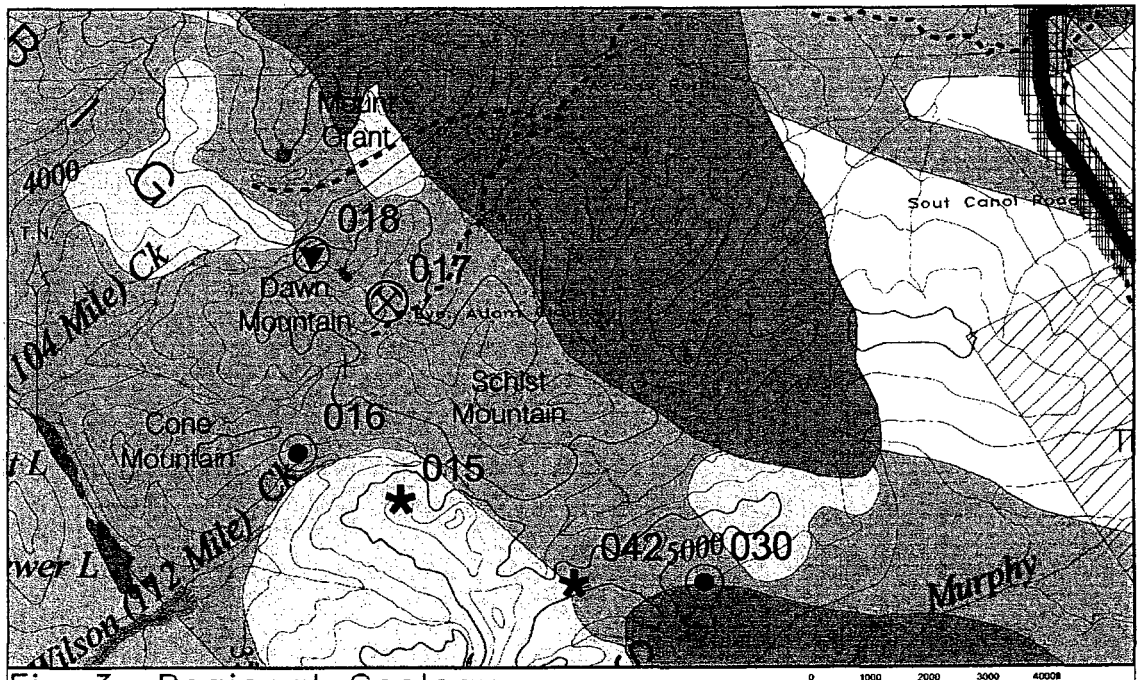

Fig 3. Regional Geology
105 C/11 Whitehorse Mining District 1:50,000 (NAD83)

Property Geology

The following description of the geology of property is taken from Yukon Minfile 105C-017 (2006).

"Manganese-rich skarn lenses are hosted by quartzite, black siltstone and chlorite schist of the Devonian, Mississippian and(?) older aged Nasina assemblage of the Yukon Tanana Terrane. The manganese is believed to have formed as a stratiform synsedimentary deposit, which was later metamorphosed. Antal reported that the mineralization consists of 2/3 rhodonite and 1/3 rhodochrosite and that a chip sample assayed 36.3% Mn across 7.6 m. Hole 68-14 assayed 24% Mn across 15.2 m, but most intersections averaged less than 5% Mn. Some of the rhodonite from the skarn is of gem quality and is being marketed as a decorative building stone.

The skarn zone is 25 m long and 4 to 7 m wide. It has been traced for 100 m to the northwest and 250 m to the southeast. The northwest and southeast extensions are very narrow. Shearer stated that the deposit is highly variable in shape and mineralogy, but can be roughly divided into two mineralogical zones: (1) a northern tephroite-bustaminte-rhodochrosite-quartz-minor rhodonite zone and (2) a southern rhodonite-tephroite-minor rhodochrosite zone.

Manganiferous veins up to 15 cm wide are found as boulder trains at the northwest corner of the property (Minfile Occurrence #105C 018). The veins are discontinuous and include pyrite-chalcopyrite-bornite or galena. A specimen from a 1984 trench returned 291.4 g/t Ag, 25.4% Pb and 0.206 g/t Au."

EXPLORATION

Work on the property was conducted in 2005 by Mr. Sid McKeown of Sidrock. This work consisted of trench blasting within the existing rhodonite trench zone and diamond drilling of 6 to holes outline the rhodonite zone. The purpose was to confirm the extent of rhodonite mineralization laterally and at depth. As well 47 tons of rhodonite was removed from the property for further cutting and polishing. The access road to the claims was also repaired where needed.

Diamond drilling consisted of 340m of BQ drilling. Some core was returned to Sidrock in Whitehorse with the remainder store on the claim. 6 core samples were sent out for assay. As well a spilt section of the sulphide rich skarn intersected near the end of DDH-3 is currently at the assayers.

DDH	Depth	Dip	Strike	Comment
1	58m	vert.	North	end in Rhodonite
2	58m	60	S	end in Rhodonite
3	58m	60	NW	drilled through into sulph. Skarn
4	58m	60	W	end in Rhodonite
5	30m	60	NE	end in Rhodonite
6	78m	80	W	end in Rhodonite

Trenching was conducted with a two small pluggers with 2-6' steel. Air was supplied by a 165 John Deere compressor. Material was blasted from the existing trenched rhodonite area. Material was removed and sorted with a 225 excavator and hauled by Hiab truck for sawing and polishing. The quality of rhodonite was quite excellent.

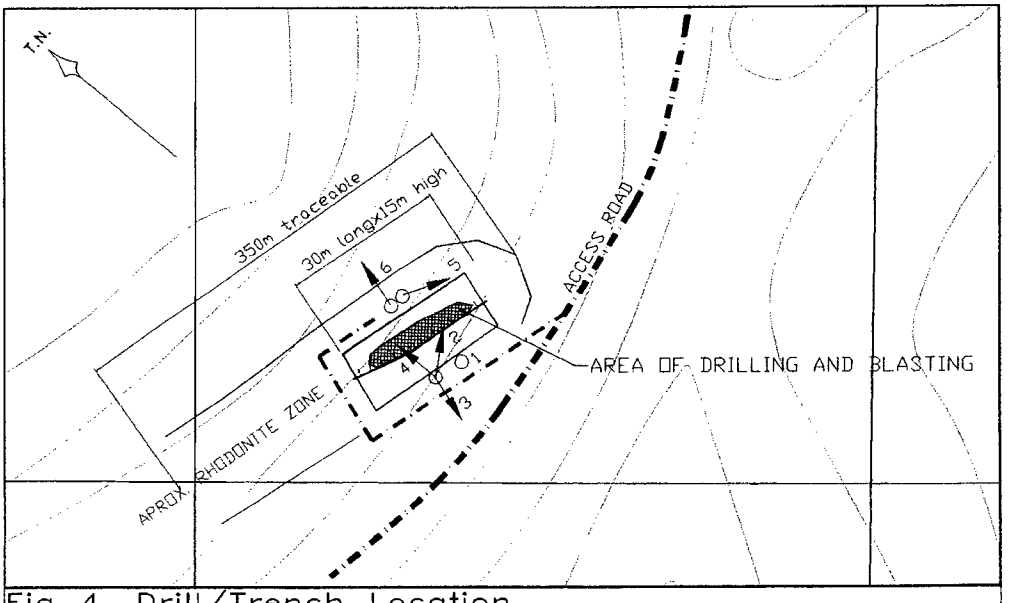

Fig 4. Drill/Trench Location
105 C/11 Whitehorse Mining District 1:1,000 (NAD83)

CONCLUSIONS AND RECOMMENDATIONS

The drilling described in this report has shown that the rhodonite zone extends laterally and to depth. The quality of rhodonite is also economic. The following work is recommended;

1) The area SW of the main trenching should be cleared of talus and an upper and lower access road constructed along strike of the rhodonite.
2) The area should be mapped and sampled in detail. Magnetic or EM geophysical surveys could be conducted.
3) After detailed mapping and interpretation a series of 25m spaced BQ or larger diamond drill holes should be drilled in a fan from the proposed upper and lower access roads. This should outline a large tonnage of material.
4) Careful planning should be conducted to design a blast patter and method for mining of the rhodonite. It is recommended that a 'long hole' type pattern should be used. This could be predrilled ahead of time then blasted seasonally as required.
5) The whole property should be prospected in detailed for Pb-Ag skarn, VMS and vein silver deposits. Magnetic and EM surveys and multi-element soil sampling should be conducted over areas of interest.

This is a unique and valuable deposit with the potential of long-term sustainable production of rhodonite. The Ag/Au and base metal potential is high as well.

REFERENCES

Yukon Minfile Online
www.gov.yk.ca - Yukon Geological Survey – Minfile Link (105C map and text)

Assessment Reports;
062280, MacDonald 1987
091106, Antal 1968
091573, MacDonald 1984
092977, Shearer 1991

Mulligan, R. (1963), Geology of the Teslin Map Area, Yukon, Memoir 326 Geological Survey of Canada and Map 1125A

STATEMENT OF QUALIFICATIONS

I, Joseph A. J. Clarke, of Marsh Lake, Yukon Territory hereby certify:

I am writing this report at the request of Mr. Sid McKeown of Whitehorse, Yukon and have no direct or indirect interest in the Eve Claims;

I have not visited the Eve claims;

That I have graduated from the Haileybury School of Mines in 1985 with a diploma in Mining Engineering Technology;

That I have been engaged in prospecting in the Yukon on a full time basis since May of 1993 and have been engaged in prospecting and in the mineral industry for 23 years in Canada;

That I have a commitment to explore the Yukon in a gentlemanly manner, with a respect for others who use the land.

Signed at Whitehorse, Yukon Territory on the 10 day of April, 2006.

Joseph A. J. Clarke

STATEMENT OF COSTS

WORK WAS PREFORMED BETWEEN
AUG 15 & SEPT 15

340 METERS DIAMOND DRILLING AT 60^{00} PER METER	20,400⁻
31.5 HRS OF EXCAVATOR AT 175^{00} PER HR	5,512⁻
21 MAN DAY	3,192⁻
MOBE & DEMOBE	2,000⁻
	31,104^{00}

SID MCKEOWN

Assayers Canada
8282 Sherbrooke St.
Vancouver, B.C.
V5X 4R6
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Fax: (604) 327-3423

Quality Assaying for over 25 Years

Assay Certificate

6V-0332-RA1

Company: **SIDROCK**
Project:
Attn: Sid Mckeown

Mar-22-06

We *hereby certify* the following assay of 9 rock samples submitted Mar-09-06

Sample Name	Mn %	Au g/tonne	Pt g/tonne	Pd g/tonne
Black Wolvereen Flo				
White Wolvereen Flo				
Hole 1 #15	36.5			
Hole 1 #30	41.7	0.01	0.01	<0.01
Hole 3 #2	28.7	0.01	<0.01	<0.01
Hole 3 #46	38.1			
Hole 5 #11	34.0			
Hole 5 #27	37.5			
Hole 6 #36	35.3			
*DUP Hole 1 #15	36.3			
*DUP Hole 1 #30		0.01	<0.01	<0.01
*MnO2	62.1			
*PtPd5		1.22	1.31	1.82
*BLANK	<0.01	<0.01	<0.01	<0.01

Certified by _____

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Hole 3 #46	38.1
Hole 5 #11	34.0
Hole 5 #27	37.5
Hole 6 #36	35.3
*DUP Hole 1 #15	36.3
*MnO2	62.1
*BLANK	<0.01

EVE

Certified by _____

Assayers Canada
8282 Sherbrooke St., Vancouver, B.C., V5X 4R6
Tel: (604) 327-3436 Fax: (604) 327-3423

Report No : 6V0332 RJ
Date : Mar-22-06

SIDROCK
Attention: Sid Mckeown
Project:
Sample:

MULTI-ELEMENT ICP ANALYSIS

Aqua Regia Digestion

Sample Number	Ag ppm	Al %	As ppm	Ba ppm	Be ppm	Bi ppm	Ca %	Cd ppm	Co ppm	Cr ppm	Cu ppm	Fe %	Hg ppm	K %	La ppm	Mg %	Mn ppm	Mo ppm	Na %	Ni ppm	P ppm	Pb ppm	S %	Sb ppm	Sc ppm	Sr ppm	Th ppm	Ti %	Tl ppm	U ppm	V ppm	W ppm	Zn ppm	Zr ppm
Black Wolvereen Flo	<0.2	1.22	<5	373	<0.5	<5	0.50	<1	8	173	70	1.56	<1	0.36	<10	0.46	152	13	0.07	38	278	7	0.68	<5	4	118	<5	0.04	<10	<10	74	<10	110	10
White Wolvereen Flo	>200.0	<0.01	>10000	<10	<0.5	<5	<0.01	<1	<1	99	<1	14.83	<1	<0.01	<10	<0.01	11	<2	0.01	<1	95	>10000	>5.00	346	<1	31	<5	<0.01	32	20	7	<10	234	10
Hole 1 #15	29.9	<0.01	271	18	<0.5	11	1.61	21	5	129	<1	0.55	20	<0.01	<10	0.15	>10000	<2	0.01	37	<10	500	0.03	<5	<1	82	19	<0.01	48	489	<1	12	1355	<1
Hole 1 #30	68.6	<0.01	266	<10	<0.5	29	1.61	3	12	222	<1	0.58	37	0.01	<10	0.47	>10000	<2	0.01	68	116	235	0.06	<5	<1	77	41	<0.01	82	999	<1	57	57	<1
Hole 3 #2	46.9	0.08	105	53	<0.5	<5	6.80	3	20	156	84	5.06	26	0.03	<10	2.04	>10000	<2	0.02	56	167	177	0.34	36	<1	281	32	<0.01	69	763	<1	<10	112	<1
Hole 3 #46	36.5	<0.01	99	<10	<0.5	17	1.54	6	8	151	<1	0.54	24	<0.01	<10	0.27	>10000	<2	0.01	44	150	358	0.02	<5	<1	49	25	0.01	49	606	<1	<10	260	<1
Hole 5 #11	35.3	<0.01	37	12	<0.5	10	2.67	2	5	144	<1	1.71	23	0.01	<10	0.60	>10000	<2	0.01	30	312	48	0.02	<5	<1	96	24	<0.01	45	600	<1	<10	45	<1
Hole 5 #27	43.6	<0.01	36	<10	<0.5	15	1.70	2	5	168	<1	1.11	27	<0.01	<10	0.60	>10000	<2	0.01	36	<10	71	<0.01	<5	<1	52	30	<0.01	55	728	<1	26	32	<1
Hole 6 #36	66.9	<0.01	50	<10	<0.5	22	4.77	3	7	207	<1	1.78	36	<0.01	<10	1.31	>10000	<2	0.01	54	87	65	0.06	<5	<1	137	42	<0.01	81	996	<1	17	25	<1

EVE

A .5 gm sample is digested with 5 ml 3:1 HCl/HNO3
at 95c for 2 hours and diluted to 25ml with D.I.H20.

Signed: _____