

2005 Assessment Report

on the

STU Property

STU 1-10 (YC 37770-YC 37779), STU 21-28 (YC 37788-YC 37795),
STU 31-38, (YC 37780-YC 37787),
and STU 55-72 (YC40201-YC40218)

**NTS 115 I/07
Lat. 62°25'N, Long. 136°50' W
Whitehorse Mining District**

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

**By: Ronald C. R. Robertson, P.Geol.
June 9, 2006
Revised June 15, 2006
Period of Work: June, July and September 2005**

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Introduction

Introduction

This report describes work carried out on the STU property of Midnight Mines Ltd. in September 2005. An Application for a Certificate of Work was filed in December, 2005.

The STU copper-gold-silver prospect was originally staked by Hudson's Bay Oil and Gas Company in 1971 and explored with grid soil sampling, ground magnetometer, EM and IP geophysical surveys between 1971 and 1974 (Deklerk and Traynor, 2004). The area was restaked by United Keno Hill Mines Ltd. ("UKHM") in 1977 and explored by them in several programs between 1977 and 1989. The property is located in the Carmacks Copper Belt between the Carmacks Copper deposit of Western Silver Corporation (15.5 million tonnes of copper oxide ore grading 1.01 % copper, and 0.5 g/t gold) and the Minto deposit (8.3 million tonnes of sulphide ore grading 1.83 % copper, 0.5 g/t gold and 7.5 g/t silver) of Sherwood Mining Corporation. The Minto deposit is under construction with production scheduled for mid-2007; the Carmacks Copper deposit is currently in the permitting process.

This report is based on the writer's observations, and information from previous reports and publications listed under References.

Location and Access

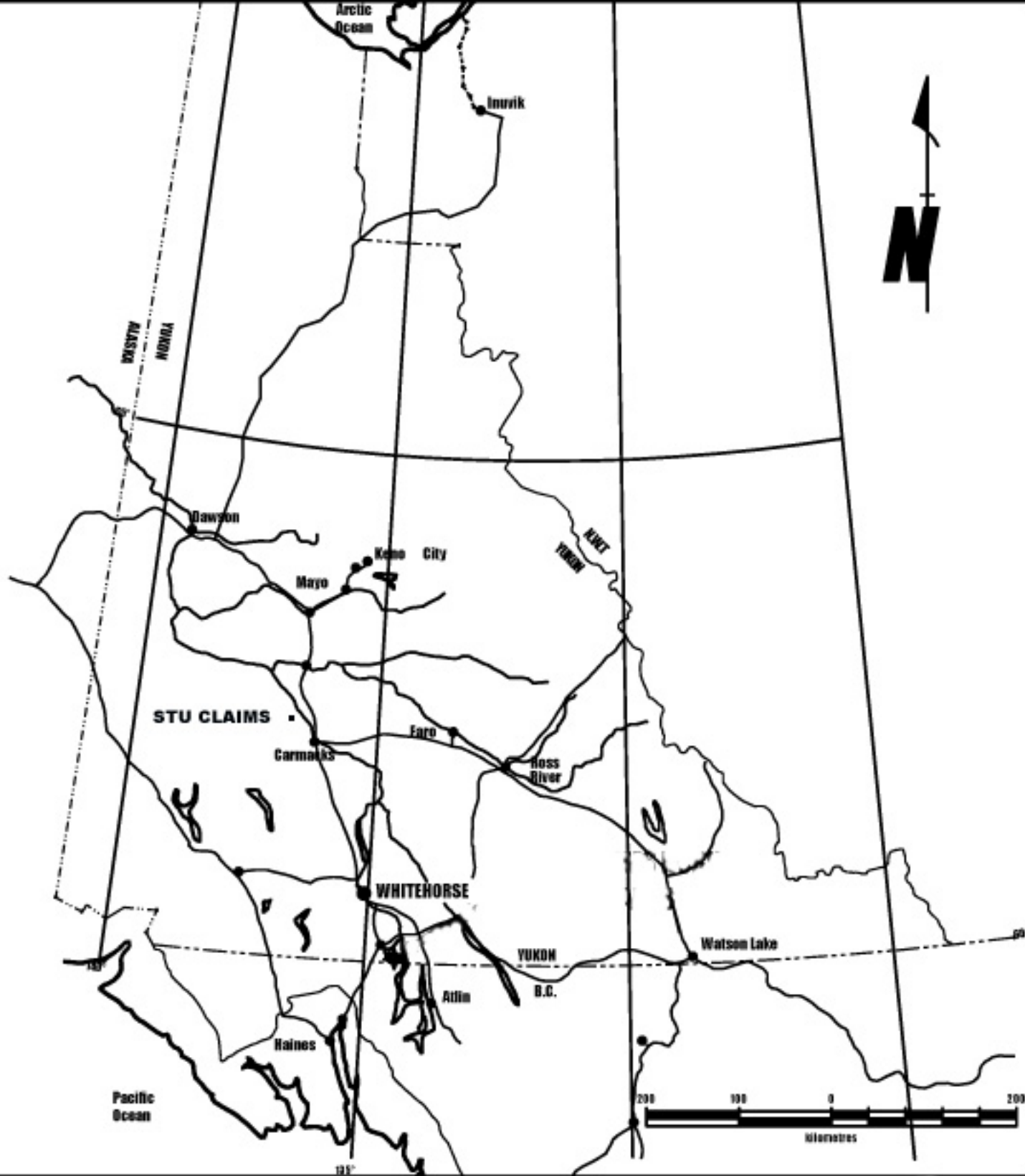
The property is approximately 200 km north west of Whitehorse, Yukon, and is accessible from Carmacks via the Freegold road for 35 km and then via the access road to the Carmacks Copper property ("Williams Creek Copper") of Western Silver Corporation. The last few km are by ATV along a rough overgrown road. The total distance from Carmacks is approximately 60 km. The claims can also be reached by helicopter from Carmacks.

The 2005 exploration program was based at the former UKHM camp area in the central part of the property. Two racks hold core from the 1980 diamond drilling program; both racks are in poor condition. One rack, holding approximately 6100 feet of BQ core from holes DDH 80-17 to DDH 80-28, is leaning badly. Only a few boxes are missing although many boxes are deteriorating. The second rack, holding approximately 8400 feet of core from holes DDH 80-01 to DDH 80-17, is largely collapsed with many overturned boxes and much missing core.

Physiography

Elevations on the property range from a low of 2,200 feet (670 m) in the east up to 3400 feet (1035 m) in the western part of the claim block, a maximum relief of 1,200 feet (365 m). Most slopes are gentle except along the north bank of Hoochekoo Creek. North-facing slopes are heavily timbered with black spruce. Most of these areas have thick moss cover. Some north-facing slopes and low-lying wet areas have dense alder and willow cover. South-facing slopes are better drained and have a cover of poplar or pine. Areas in the northwest portion of the claim block, including part of Grid "A" of the UKHM reports were burned in the 2004 season. Several small streams drain to the northeast and southeast through the property. These streams occupy broad swampy valleys between 400 and 800 m wide.

Outcrop exposure on the property is very limited. Large areas of the STU property are covered by thick overburden and all of the known showings are on hill tops or along ridge slopes where the overburden is thin or absent (Ouellette, 1990). The overburden consists of alluvial or fluvio-glacial deposits with some residual soil. The regional volcanic ash layer is widespread in this area with thicknesses from a few cm to over 40 cm. In most trenches and road cuts there is a thick organic soil layer above the ash, and in some an earlier organic soil layer can be seen underlying the ash. In Trench 14+00E on Grid "A" rounded cobbles and river gravels are overlain by the ash unit. Regionally, in some trenches on the Williams Creek Copper property ("Carmacks Copper") on the access route to the STU claims, the ash layer can be seen immediately overlying bedrock.



MIDNIGHT MINES LTD

**STU
PROPERTY LOCATION MAP**

WHITEHORSE MINING DISTRICT

NTS 115-I-7

SCALE 1:6,000,000

Fig. 1

Property and Claim Status

The STU property consists of 26 claims staked in December, 2004 (STU 1-10, grant numbers YC 37770-YC 37779; STU 21-28, grant numbers YC 37788-YC 37795; STU 31-38, grant numbers YC 37780-YC 37787), 18 claims staked in August, 2005 (STU 55-72, grant numbers YC40201 to YC 40218) and 28 claims staked in September 2005 (STU 11-20, grant numbers YC40249 to YC 40258; STU 29-30, grant numbers YC40259 to YC 40260; and STU 39-54, grant numbers YC 40261 to YC 40276, grant numbers YC40261 to 40276). The approximate area covered by these claims is 2892 acres (1170 hectares).

The claims are located in the Whitehorse Mining District in NTS map sheet 115 I-7, at 62°25'N latitude, 136°50'W longitude.

During the 2005 field season, work was carried out on the claims listed in the table below.

Table 1: Claims Worked On

<i>Claim Name</i>	<i>Grant Number</i>
STU 1	YC37770
STU 2	YC37771
STU 3	YC37772
STU 4	YC37773
STU 5	YC37774
STU 6	YC37775
STU 7	YC37776
STU 8	YC37777
STU 9	YC37778
STU 10	YC37779
STU 25	YC37792
STU 26	YC37793
STU 27	YC37794
STU 28	YC37795
STU 31	YC37780
STU 32	YC37781
STU 33	YC37782
STU 34	YC37783
STU 35	YC37784
STU 36	YC37785
STU 37	YC37786
STU 38	YC37787
STU 63	YC40209
STU 64	YC40210
STU 65	YC40211
STU 66	YC40212
STU 67	YC40213
STU 68	YC40214
STU 69	YC40215
STU 70	YC40216

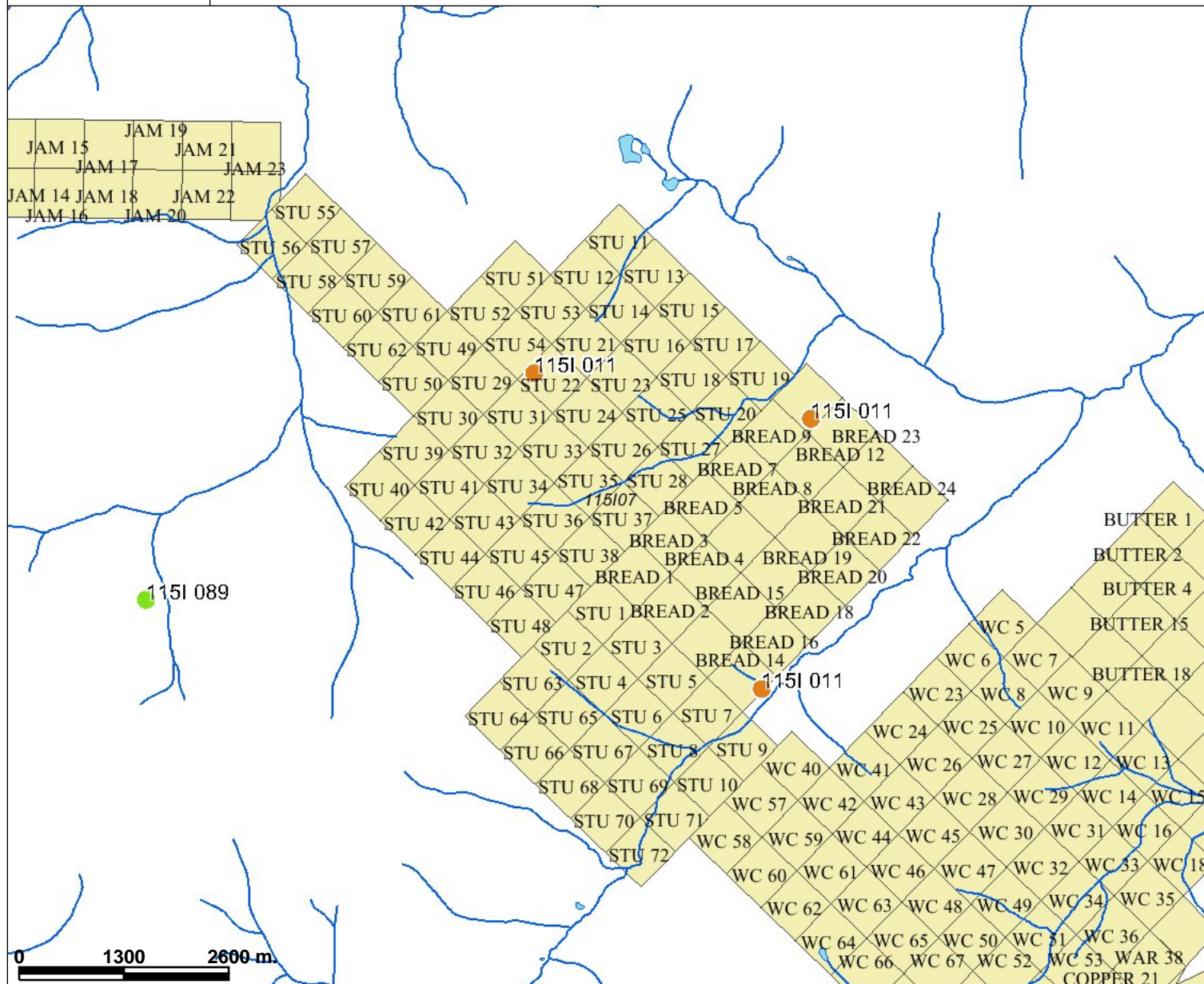
The table below updates the claim status following this work being applied.

Table 2: Claim Status following 2005 Filing

<i>Claim Name</i>	<i>Grant No.</i>	<i>Expiry Date</i>	<i>New Expiry Date*</i>
STU 1	YC37770	13 December 2005	13 December 2010
STU 2	YC37771	13 December 2005	13 December 2010
STU 3	YC37772	13 December 2005	13 December 2010
STU 4	YC37773	13 December 2005	13 December 2010
STU 5	YC37774	13 December 2005	13 December 2010
STU 6	YC37775	13 December 2005	13 December 2010
STU 7	YC37776	13 December 2005	13 December 2010
STU 8	YC37777	13 December 2005	13 December 2010
STU 9	YC37778	13 December 2005	13 December 2010
STU 10	YC37779	13 December 2005	13 December 2010
STU 31	YC37780	13 December 2005	13 December 2010
STU 32	YC37781	13 December 2005	13 December 2010
STU 33	YC37782	13 December 2005	13 December 2010
STU 34	YC37783	13 December 2005	13 December 2010
STU 35	YC37784	13 December 2005	13 December 2010
STU 36	YC37785	13 December 2005	13 December 2010
STU 37	YC37786	13 December 2005	13 December 2010
STU 38	YC37787	13 December 2005	13 December 2010
STU 21	YC37788	21 December 2005	21 December 2010
STU 22	YC37789	21 December 2005	21 December 2010
STU 23	YC37790	21 December 2005	21 December 2010
STU 24	YC37791	21 December 2005	21 December 2010
STU 25	YC37792	21 December 2005	21 December 2010
STU 26	YC37793	21 December 2005	21 December 2010
STU 27	YC37794	21 December 2005	21 December 2010
STU 28	YC37795	21 December 2005	21 December 2010
STU 63	YC40209	29 August 2006	29 August 2011
STU 64	YC40210	29 August 2006	29 August 2011
STU 65	YC40211	29 August 2006	29 August 2011
STU 66	YC40212	29 August 2006	29 August 2011
STU 67	YC40213	29 August 2006	29 August 2011
STU 68	YC40214	29 August 2006	29 August 2011
STU 69	YC40215	29 August 2006	29 August 2011
STU 70	YC40216	29 August 2006	29 August 2011
STU 71	YC40217	29 August 2006	29 August 2011
STU 72	YC40218	29 August 2006	29 August 2011

*following approval of filing

STU Claims



Legend

Land & Sea

- Ocean
- Yukon
- Other

Communities

- Communities

Mineral Occurrences

- ANOMALY
- DEPOSIT
- DRILLED PROSPECT
- OPEN PIT PAST PRODUCER
- OPEN PIT PRODUCER
- PROSPECT
- SHOWING
- UNCERTAIN
- UNDERGROUND PAST PRODUCER
- UNKNOWN

Placer Baselines

- Placer Baselines

Roads

- Alleyway / Lane
- Arterial
- Collector
- Expressway / Highway
- Local / Strata
- Local / Street
- Local / Unknown
- Ramp
- Resource / Recreation
- Service
- Winter

Alternate Roads

- Alternate Roads

Trails

- Bridge
- Cut line
- Ferry route
- Foot bridge



Scale: 1:75,000

This map is a user generated static output from an Internet mapping site and is for general reference only. Data layers that appear on this map may or may not be accurate, current, or otherwise reliable. THIS MAP IS NOT TO BE USED FOR NAVIGATION.

Notes: STU Claims
NTS Mapsheet 115107

Geology and Exploration

Regional Geology

Regional geology of the area is shown in Figure 3 (from Mortensen and Tafti, 2002).

The area of the Carmacks map sheet includes parts of the Intermontane Superterrane (Stikinia) and the Yukon-Tanana Terrane, overlain by younger volcanic and sedimentary rock units and intruded by later felsic plutonic suites (Hart, 2002).

The Minto – Williams Creek area is underlain by three rock assemblages. The central part of this northwest-trending belt, including the Minto and Carmacks Copper deposits and the STU property, consists of a suite of intermediate to felsic, variably deformed, intrusive rocks of Late Triassic to Early Jurassic age. Farther east, along both sides of the Yukon River, there is an assemblage of unnamed altered mafic volcanic rocks, probably of Paleozoic or Triassic age. The batholithic rocks of the central assemblage are unconformably overlain by sedimentary and volcanic rocks of the Late Cretaceous Tantalus Formation and Carmacks Group.

Mineralization at Minto and Williams Creek is hosted by variably deformed and metamorphosed rafts and pendants of older intrusive rock units and supracrustal rocks contained within the Granite Batholith (Tafti and Mortensen, 2003).

Property Geology

Most of the STU claims are underlain by silica-rich and silica-poor intrusive rocks (Watson and Joy, 1977). Silica-rich suites are more abundant and are medium to coarse grained, massive to moderately porphyritic, and generally of granodioritic composition. Foliation of the granodiorite varies from weak to moderate. Small areas of fine to coarse grained diorite and gabbro were noted by UKHM geologists. Lenses and horizons of quartz feldspar biotite gneiss were seen in trenches and some outcrops; foliations show a general northwest trend and steep dips. The intrusive rocks are cut by aplite and pegmatite dykes of variable widths.

Exploration History

In 1976 United Keno Hill Mines Ltd. (“UKHM”) carried out a regional reconnaissance silt and soil sampling program in the area between the William’s Creek and Minto copper deposits. At this time UKHM was actively exploring the Minto deposit. The STU claims were staked in early 1977 to cover areas of anomalous copper geochemistry (Ouellette, 1990). The property was grid soil sampled in the 1977 field season and additional claims were added. Also in 1977, twenty-two line-miles of ground magnetometer and EM-16 (VLF-EM) geophysics were surveyed. The 1977 field program outlined several target zones. In 1978 an IP survey was carried out over these targets. In 1978 sixteen bulldozer trenches were excavated across four separate geochemical anomalies. During the 1980 season twenty-eight diamond drill holes were completed (14,778 feet) on Grids “A” and “C”.

The STU claims were included in the 3,696 line km of Dighem II (airborne EM survey) which was flown for UKHM in the area in 1981. In 1982 thirteen bulldozer trenches were excavated on five areas all in the southwest corner of the STU claim block. No further exploration work was carried out until 1989 when 30 percussion drill holes were completed (5980 feet) to test the downdip extension of structures exposed in two of the five areas trenched in 1982. Hole SB-6 returned the best value with 0.71% copper over a 5 foot intersection in trench 7400E; all other drill samples gave much lower values, similar to chip samples taken from the surface trenches.

The UKHM exploration programs located three zones up to 914 metres long and up to 91 metres wide with patchy malachite staining (secondary copper) in foliated granodiorite, from which selected surface grab samples assayed up to 0.58% copper. Three of the 1980 diamond drill holes returned intersections exceeding 2.5 % copper. The best intersection was in DDH 80-14 which averaged 3.51 % copper, 2.5 g/t gold and 18.4 g/t silver over 13.5 metres. This summary is from UKHM assessment reports (Watson and Joy, 1977; Fisher, 1981; Ouellette, 1989) and Yukon Minfile (Deklerk and Traynor, 2004). Much of the data from these exploration programs is not in the public domain.

Mineralization consists of chalcopyrite and bornite (with minor pyrite and locally abundant magnetite) in gneissic and strongly foliated granodiorite. Host rocks, structures and mineralization are similar to the Minto and Carmacks Copper deposits; these have been described as deformed porphyry copper-gold deposits. On the STU property the known mineralized zones trend north west and dip moderately to the north east. A north trending zone of intense alteration is superimposed on the main mineralized zone.

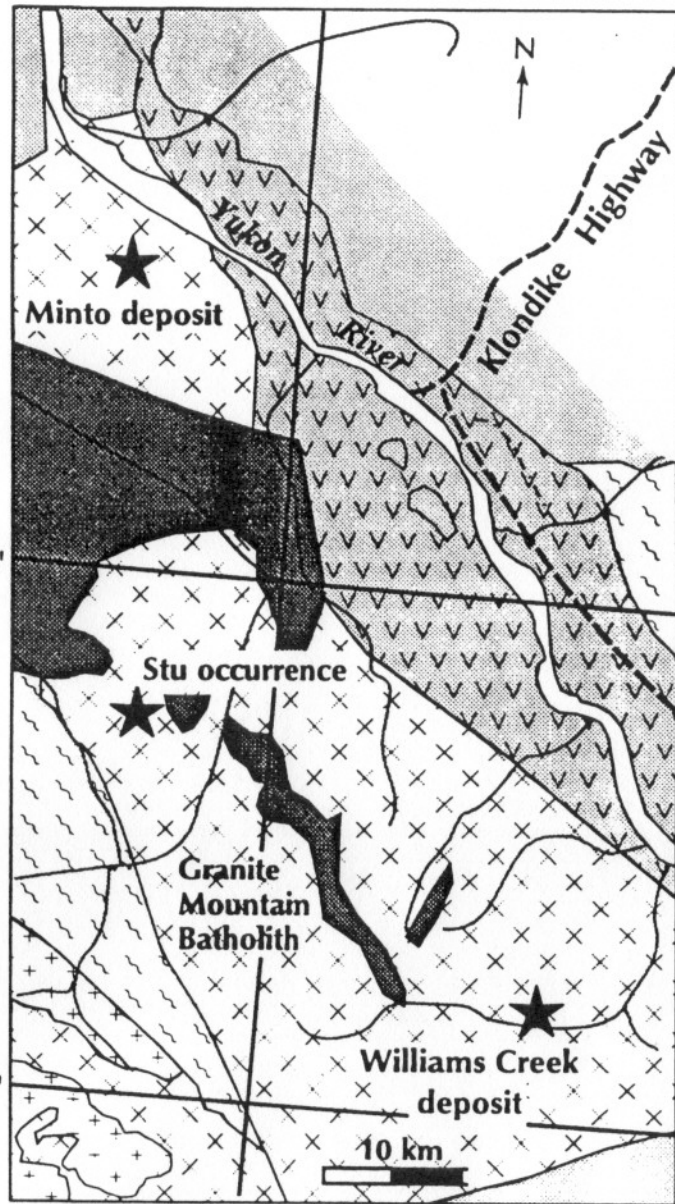
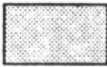
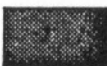
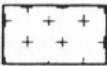
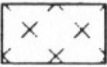
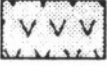
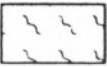


Figure 3:
Regional Geology

-  Quaternary deposits
-  Late Cretaceous Carmacks Group volcanic rocks and Late Jurassic to Cretaceous Tantalus Formation sedimentary rocks
-  Early and mid-Cretaceous plutons
-  Late Triassic-Early Jurassic plutons
-  Paleozoic(?) and/or Triassic(?) mafic volcanic rocks
-  Paleozoic metamorphic rocks (Yukon-Tanana Terrane)

(Mortensen and Tafti 2002)

2005 Work Program

Preliminary property visits in June and July 2005 focused on establishing access to the property and identifying the main UKHM work areas, trenches and drill sites. Prospecting traverses were carried out as part of the June, July and September work programs (see Figures 10 and 11). Rock sampling and reconnaissance soil sampling were carried out in the September 2005 field program. Descriptions of rock samples are presented in Appendix III and analytical results are presented in Appendix IV. Figure 4 is an index map showing the locations of 2005 work areas.

A suite of 25 samples of core were collected from holes DDH 80-17 to DDH 80-28 as representative of the main rock types; these samples will be tested for magnetic susceptibility to determine whether there is sufficient magnetic contrast to make ground magnetometer surveys a useful tool to map the main lithologies and structures on the property.

Grid "A"

This grid, just north of the camp and core racks, was one of the main areas where UKHM concentrated their exploration, with seven large bulldozer trenches excavated in 1978 and 24 diamond drill holes in 1980. No percussion drilling was carried out here in 1989. The northwest area of this grid was affected by the 2004 fire and parts of the central area were burned in 1995.

In 2005, a number of the DDH collars were located and the positions established with GPS. All 7 bulldozer trenches were examined (Figure 5).

Trench 11+50W is heavily overgrown and there is very little rock exposed. A few loose pieces of gneissic textured biotite granite with weak malachite staining were seen near the east end of the trench. Elsewhere in the trench pieces of pink fine to medium grained granite were found (no malachite stain).

Trench 8+00W has very little rock exposed from the west end to the point where the cross trench runs into the main trench. Sample 82531 was collected from loose rocks at the north end of the cross trench and consists of malachite stained biotite-rich gneisses, probably of dioritic composition; this sample contained 95 ppb gold and 2470 ppm copper. In the wall of the cross trench there is a 10-20 cm layer of peaty organic material under the volcanic ash horizon. Within the main trench, between the collars of DDH 80-06 and DDH 80-07, there is a 10 m wide zone, exposed as in situ rubble in the trench floor, of rocks similar to sample 82531, consisting of malachite stained biotite diorite gneiss (sample 82532; 270 ppb gold and 5606 ppm copper). The zone with malachite stain may continue as much as 40-50 m to the west. There is very little exposure in this part of the trench; pieces of biotite granite gneiss with K-feldspar phenocrysts are predominant but there are also many fragments of malachite stained biotite diorite gneiss. Towards the east end of this trench there is a 30m section with coarse grained biotite granite gneiss with K-feldspar phenocrysts, and a narrow section of fine grained pale grey dyke rocks.

Trench 6+00W has very little rock exposure in the western 80 m section, but there is a long central section with well foliated biotite granite gneiss and minor malachite staining. There are also aplite and pegmatite dyke rocks in this section. Sample 82533 was collected as selected grabs from this zone (85 ppb gold and 4040 ppm copper). Farther east in this trench is a 25-30 m zone with no exposed rock and then pink granitic rocks and grey-pink meta sandstone. At the east end the rocks are fine grained pink granites, aplites and granite gneiss with K-feldspar phenocrysts.

Trench 4+00W has very fine grained pink granite (felsite?) at the east end, similar to some of the rock types at the east end of Trench 6+00W, but overall there is very little exposed rock in this long trench. A narrow section in mid-trench, in line with the zone in Trench 6+00W, exposes biotite granite gneiss with very weak malachite staining.

Trench 0+00W also has very little rock exposed. Towards the east end of the trench, sample 82534 was collected as a 10-15 cm chip across a narrow outcropping zone of malachite stained biotite-rich granite gneiss (55 ppb gold and 2246 ppm copper).

Trench 12+00E has deeply weathered coarse grained porphyritic granite or granite gneiss at both the west and east ends. Generally there is very little outcrop as the granitic rocks are very deeply weathered. On the edge of the trench, east of the mid-point, there is weak malachite staining in quartz veined biotite granite gneiss.

Trench 14+00E has blocky fresh biotite granite gneiss at the west end, but very little outcrop from here to the point where the trail crosses the trench as the granite gneiss is deeply weathered. East of the trail, well-foliated biotite granite gneisses gradually become less strongly foliated towards the east end, passing into coarse grained granite with very little biotite, minor epidote and abundant K feldspar phenocrysts.

Grid "B"

This large area was the target of much of the UKHM bulldozer trenching in 1978 and again in 1982. There was no diamond drilling in this grid but much of the 1989 percussion drill program was carried out here. Exploration in 2005 included examination of a number of bulldozer trenches and identification of some of the 1989 percussion drill sites (Figure 6).

1978 bulldozer trench (not identified) at the north end of the area examined in 2005 (Figure 6), exposes medium grained granitic gneiss at the northeast end. Overall, there is very little bedrock exposed in the trench. A percussion drill hole in this trench has no tag and could not be identified. Going south in the trench, the gneiss becomes more biotite-rich and is largely biotite schist by mid-trench. The last 25-30 m towards the south end of the trench is ingranite, mostly fine grained, equigranular and unfoliated.

Trench B-5 also has very little exposure of bedrock in the northeast sector. Rock types are mainly granites and granite gneiss with variable biotite content and varied degree of foliation, often deeply weathered. Thin aplite and pegmatite dykes and veins cut the granite gneisses. South of the point where the access trail crosses the trail there are large blocks of fine to medium grained granite, which is locally porphyritic and intruded by aplites and pegmatites.

Trench B-4 is a short trench with exposures of biotite granite with K feldspar phenocrysts in a medium grained equigranular matrix. The granite is cut by a few aplite dykes and fine grained biotite granite dykes. Towards the east end of the trench the granite becomes gneissic in appearance. Also near this end of the trench there are two percussion drill holes, one is untagged, the other is hole SB 16B.

Trench B-3 has two percussion drill holes near the east end of the trench where the access trail crosses the trench. These are holes SB 13 and SB 14. This section of the trench exposes equigranular biotite granite with weak local foliation. A narrow zone of malachite stained schist and gneiss is exposed in the floor and wall of the trench approximately 20 m southwest of the percussion drill holes; sample 82529 is from this zone (2.56 g/t gold and 2.86% copper).

Trench B-2 has deeply weathered porphyritic granite with K feldspar phenocrysts to 2 or 3 cm long exposed at the east end. Two unmarked percussion drill holes are located 25 - 30 m to the southwest in the trench. Going southwest in the trench the rocks are more gneissic and vary from fresh to deeply weathered. There is local rust staining in gneissic zones but no malachite.

Trench B-1 has deeply weathered reddish granite at the east end. Three percussion drill holes were located in this trench. One was untagged, the others are holes SB 10 and SB 7. SB 7 is close to a 0.5 to 1 m wide zone of malachite staining exposed in the floor and wall of the trench; this is apparently a narrow schist enclave in weakly porphyritic biotite granite. Pieces with heavy malachite staining apparently have chalcocite (?) in several thin seams as well as hematite staining. Sample 82530 is from this zone (1.07 g/t gold, 444 g/t silver and 2.78 % copper).

Grid "C"

This small grid has seen relatively little exploration. UKHM excavated four short bulldozer trenches in 1978 and drilled three holes in the 1980 diamond drill program. Apparently no work was carried out here after 1980. In 2005, the old drill collars were located and three of the bulldozer trenches were examined. DDH 80-28 is collared in deeply weathered granite or granodiorite with large K feldspar phenocrysts apparently parallel to a faint foliation (Figure 7).

Trench 9+50E has blocks of fine grained dark grey dyke rock, possibly Carmacks Group basalt or andesite, at the west end. Much of the rest of the trench has weathered porphyritic granite with large K feldspar phenocrysts in a medium grained equigranular biotite-rich matrix.

Between trenches 9+50E and 11+50E there are areas of bare granite gneiss outcrops with some biotite gneiss enclaves and a few pink aplite dykes. There is minor malachite staining in all three rock types, especially in fractures.

Trench 11+50E has deeply weathered, foliated granitic rocks with large K feldspar phenocrysts at the east end. In the eastern third of the trench there are two narrow zones with malachite staining; both are poorly exposed. The farthest east zone is 3-5 m wide

and consists of lenses of biotite-rich schist in granite gneiss cut by pink quartz-feldspar veins. The gneiss is rusty-weathering with malachite and epidote in fracture planes. The second zone is 1-2 m wide with malachite in veinlets and on fracture surfaces in a zone of well-foliated biotite-rich gneiss. These two zones seem more biotite-rich than the rest of the rocks exposed in this trench.

Trench 14+00E has weathered coarse grained granite with K feldspar phenocrysts at both ends of the trench. The central section has several areas with blocks and outcrop of more equigranular, foliated and biotite-rich gneiss with malachite staining. Sample 82526 was collected as a 1.25 m discontinuous chip across malachite stained outcrop (20 ppb gold and 2993 ppm copper). There is strong variation in the texture and mineralogy of the gneiss (K feldspar, quartz, plagioclase, biotite proportions) and the amount of copper mineralization. There are also pale, finer grained, more quartzose areas. The zone trends 130° and may be 25-30 m wide, although there is little true outcrop. Sample 82527 is similar material from the pushout across the trench (105 ppb gold and 1.07% copper) and sample 82528 is a grab sample from a loose block in the trench floor (5 ppb gold and 4396 ppm copper).

Reconnaissance soil sampling

A total of 28 soil samples were collected from two reconnaissance traverses. Samples were collected along the edge of cat trails in zones where overburden was obviously thin and offered some hope of collecting a representative sample.

Samples 200 to 214 were taken along the trail going north from Grid “A” going uphill from the main area of trenching and drilling (Figure 8). These samples were collected at 50 m intervals and at depths from 8 to 45 cm. The ash layer was present at most sample sites, usually in thicknesses of 3 to 15 cm but locally up to 40 cm thick.

Samples 001 to 013 were taken along the trail south of the camp area going towards grids “B” and “D” (Figure 9). Samples were collected at 25m intervals. Sample depths varied from 38 to 60 cm; the ash layer was very thin or absent at these sites.

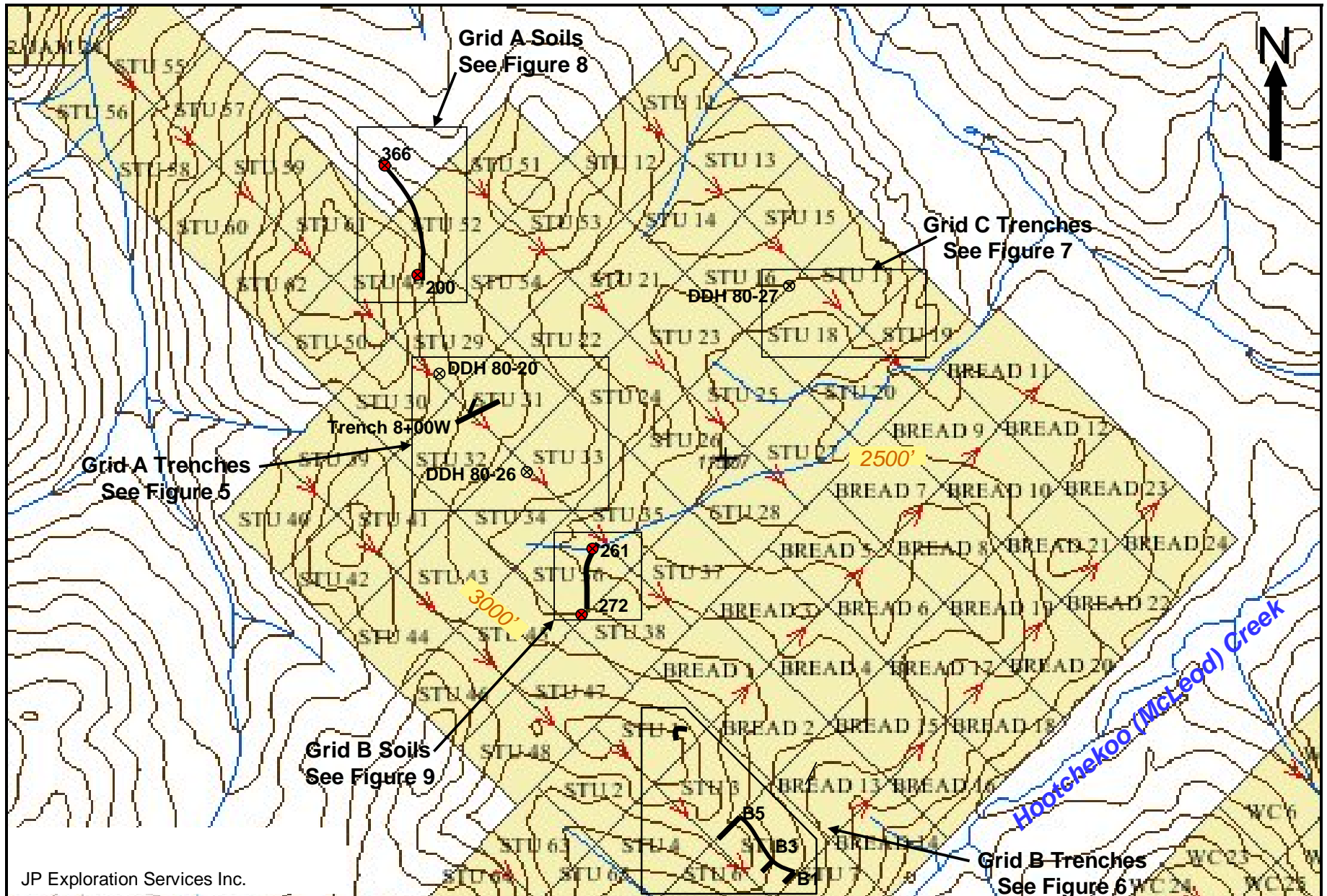
None of the soil samples have significant anomalous values in copper or gold.

Sample Preparation and Analysis

Nine rock samples numbered 82526 to 82534, collected from the STU property in September, 2005, were submitted to Eco Tech Laboratory Ltd. in Kamloops, BC, for analysis. After crushing and pulverizing, a 30 g split is analysed for gold by fire assay with atomic absorption finish, and another sample split is analysed for 28 minor and trace elements (including base metals, silver, arsenic, antimony, etc.) by ICP. Samples showing overlimit analyses of the principal elements of economic interest were assayed.

Soil samples are dried and sieved to -80 mesh. The same analyses are carried out as for the rock samples.

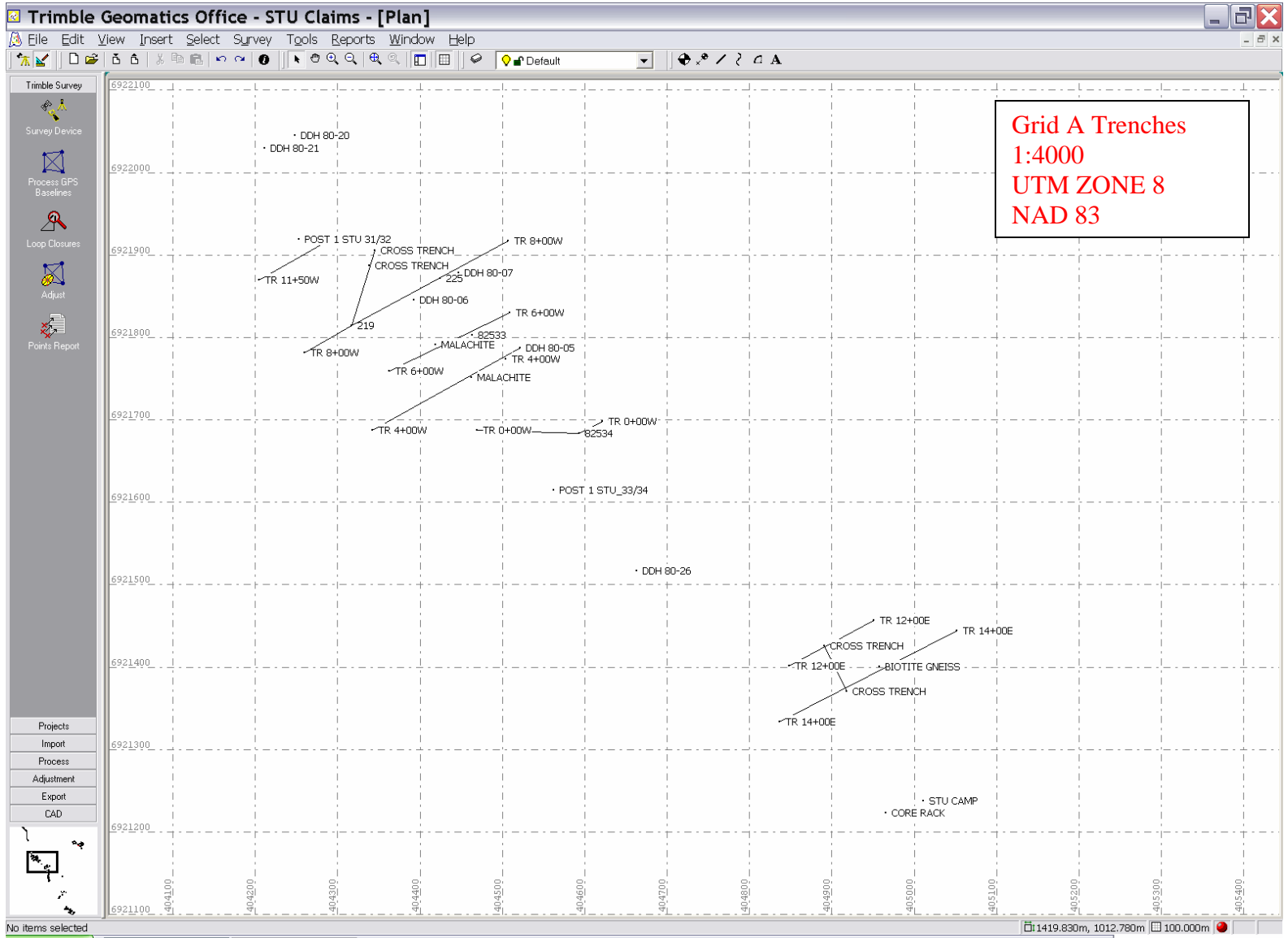
Analytical results are reported in Appendix IV.



JP Exploration Services Inc.

FIGURE 4: INDEX MAP

NTS: 115/07

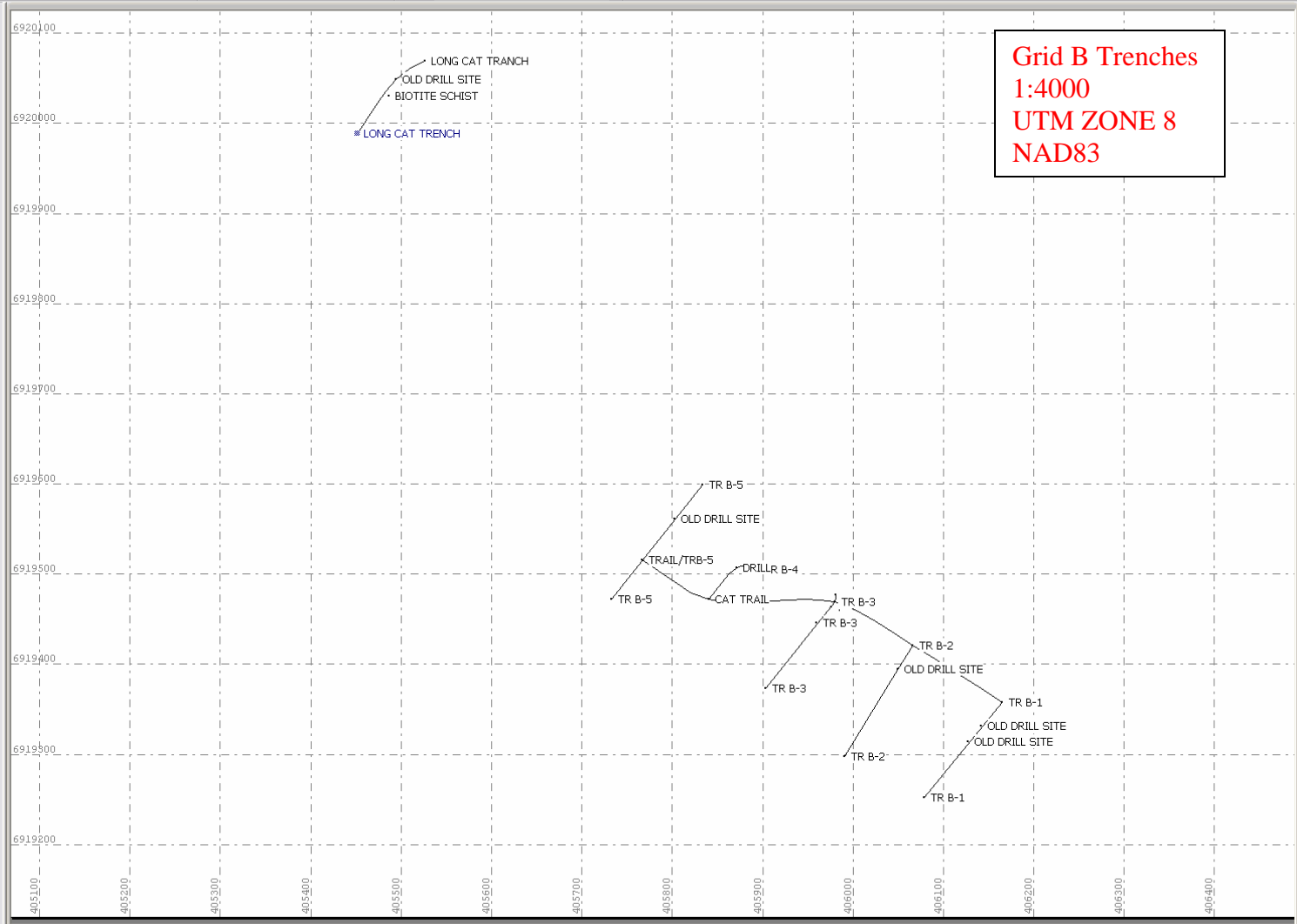


Trimble Survey

- Survey Device
- Process GPS Baselines
- Loop Closures
- Adjust
- Points Report

Projects

- Import
- Process
- Adjustment
- Export
- CAD



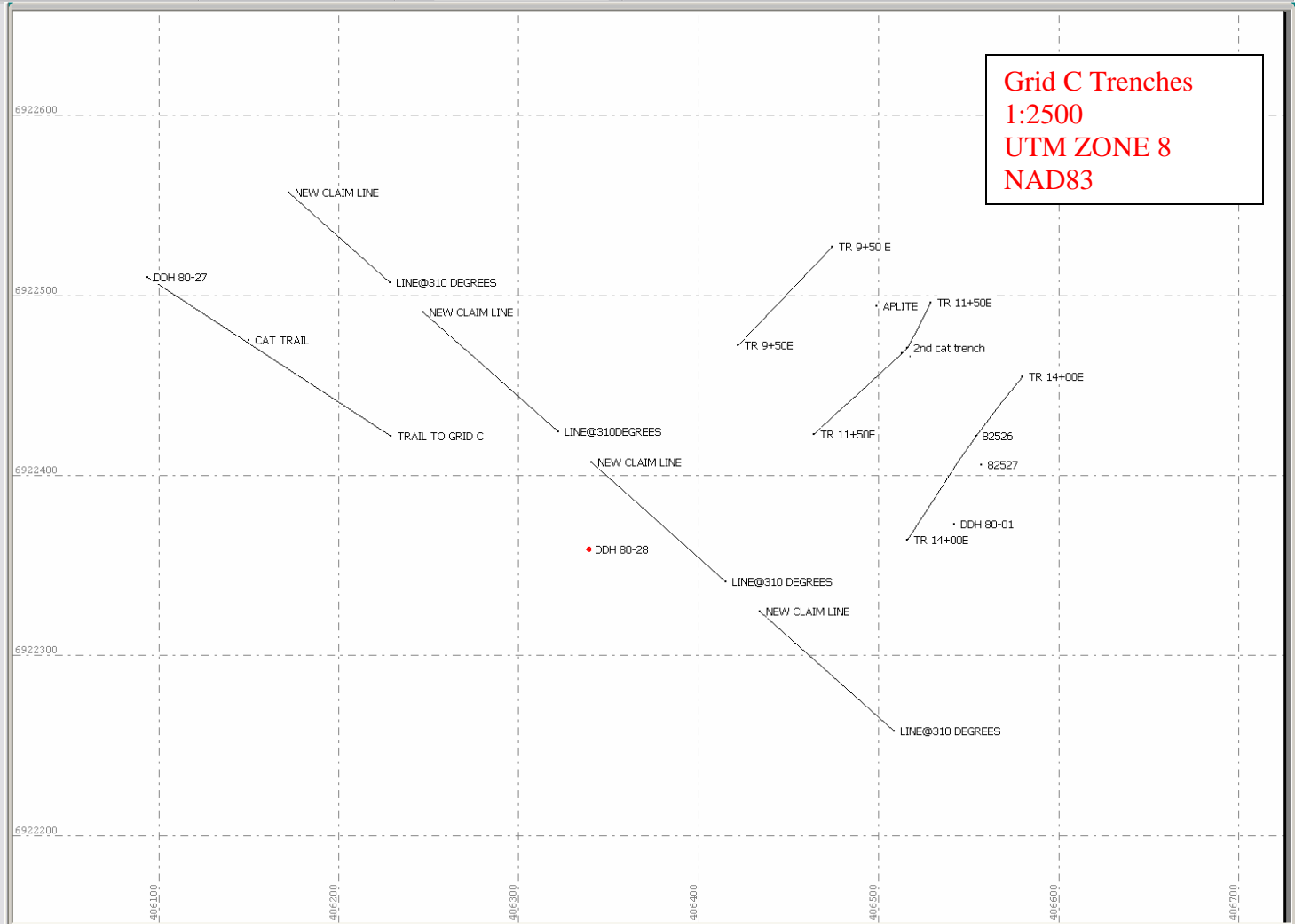
Grid B Trenches
1:4000
UTM ZONE 8
NAD83

Trimble Survey

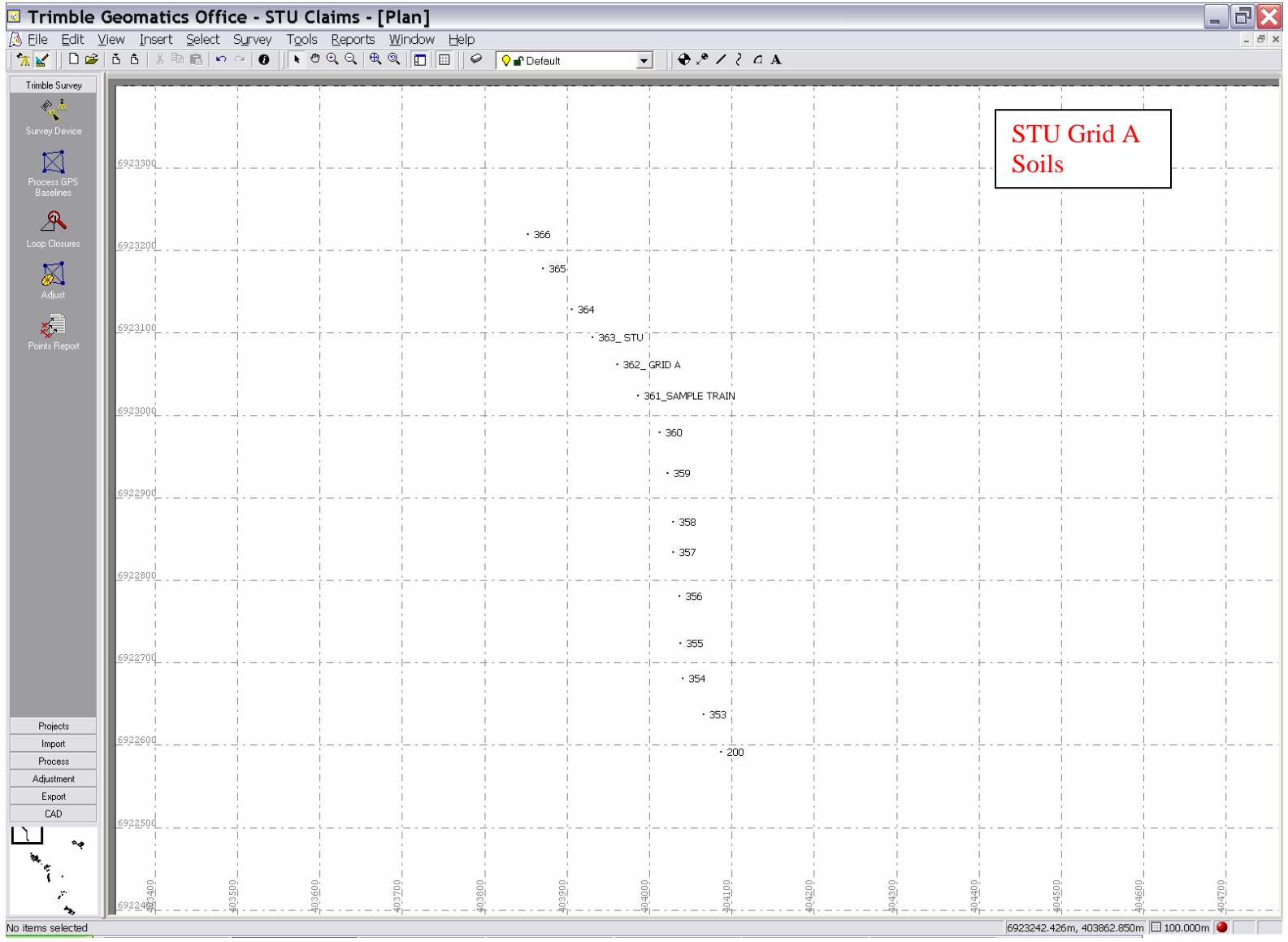
- Survey Device
- Process GPS Baselines
- Loop Closures
- Adjust
- Points Report

Projects

- Import
- Process
- Adjustment
- Export
- CAD



Grid C Trenches
1:2500
UTM ZONE 8
NAD83



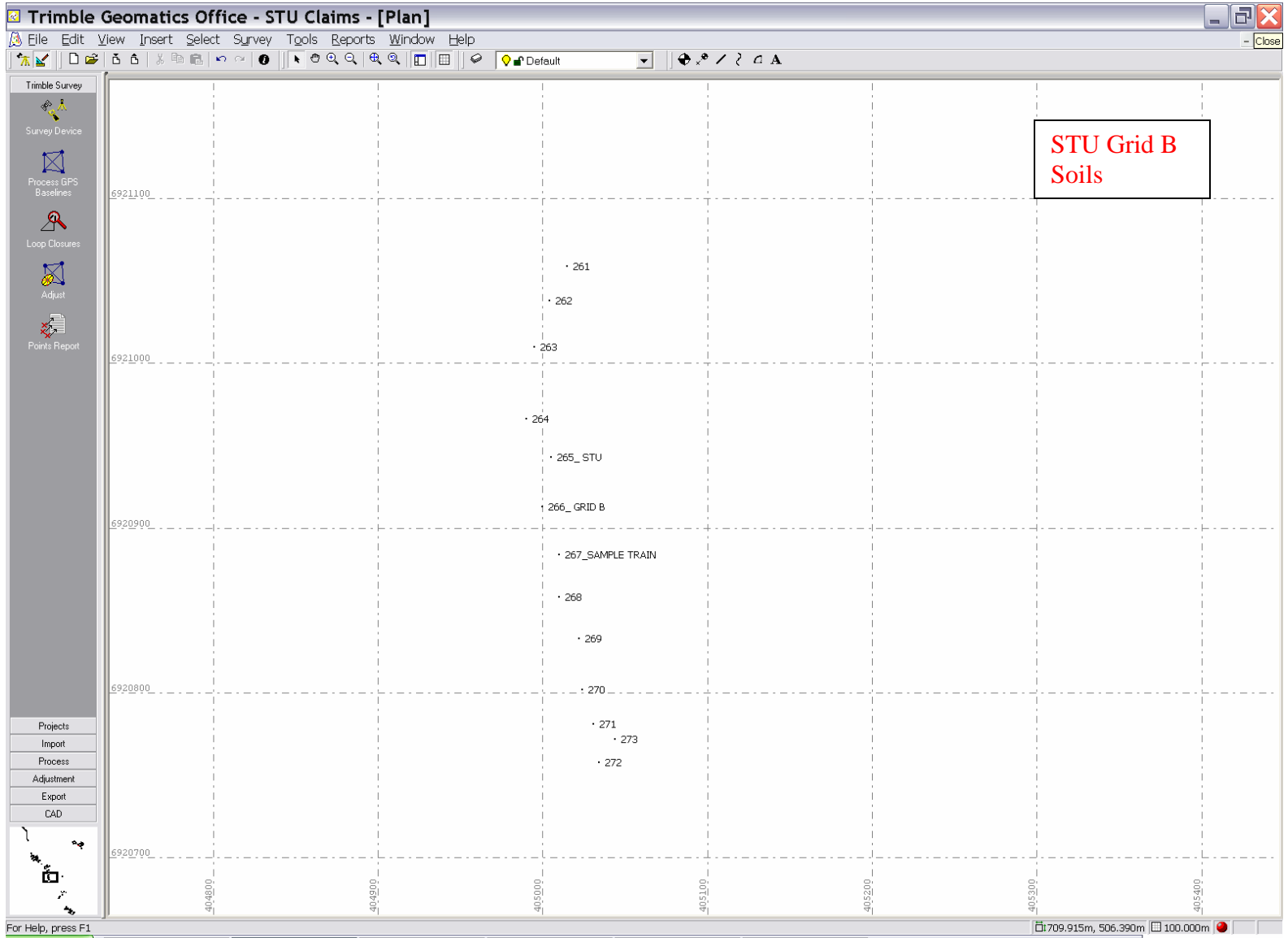
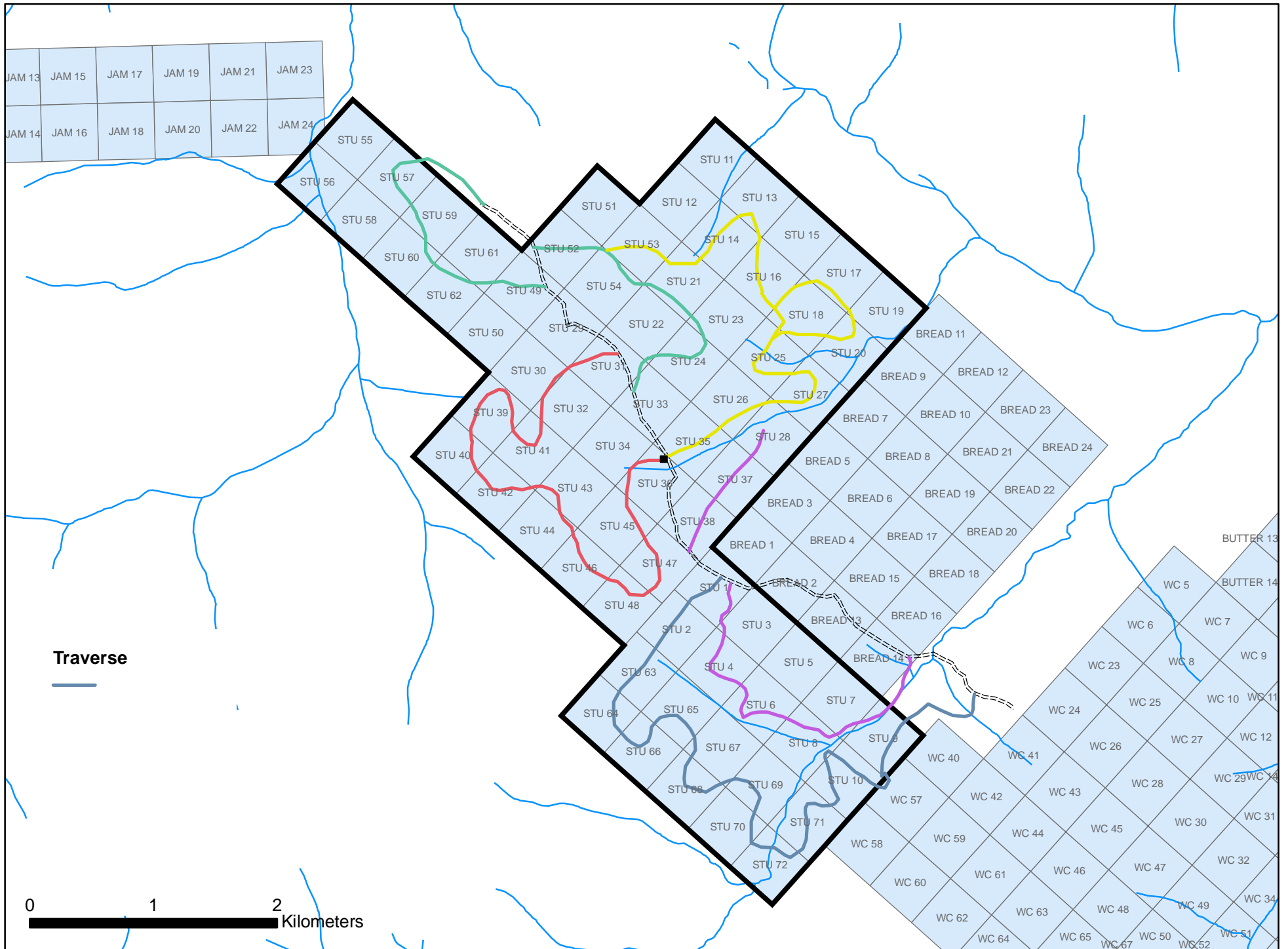


Figure 11 Prospecting Traverses



Conclusions and Recommendations

Recent drill results from the Minto property, reported in news releases by Sherwood Copper Corporation, have some very high grade gold values and have been interpreted as indicating a gold-rich zone of bornite mineralization near the core of this deposit. These results should give new impetus to exploration of other copper-gold occurrences in the Carmacks Copper Belt; the STU property is the most advanced of these exploration targets.

The host rocks, structures and mineralization at STU are similar to the Minto and Carmacks Copper deposits; these have been described as deformed porphyry copper-gold deposits. A series of mineralized zones is present at each deposit, some are flat-lying and others are steeply-dipping. Some zones were found by drilling soil geochemical anomalies, others from testing geophysical anomalies and some zones with no surface expression were intercepted in drill step-outs. These variations, combined with the lack of outcrop and often thick overburden cover, make it difficult to design an exploration program for this type of mineralization. UKHM conducted a varied exploration program at STU over a period of several years. The results of most of these programs are not publicly available so it is not known which exploration methods were most successful.

Future exploration at STU should include test geophysical surveys (magnetometer, EM and IP) over the best areas of mineralization, coupled with shallow drilling (rotary air blast) to test areas of deeper overburden where soil geochemical sampling is ineffective. This drill is relatively fast and inexpensive and can be used to determine the strike and dip of structures and mineralized zones, before using diamond drilling to systematically test continuity and grade. The existing trenches, many of which are slumped in or overgrown, should be dug out with an excavator and resampled.

Respectfully submitted,

Ronald C.R. Robertson P.Geol.

References

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APPENDIX I

STATEMENT OF QUALIFICATIONS

I, Ronald C. R. Robertson, certify that:

I am a self-employed consulting geologist with office address at 36 Riverview Gardens SE, Calgary, Alberta, T2C 4G7.

I obtained a Bachelor of Science degree with First Class Honours in Geology from the University of Aberdeen, Scotland, in 1970 and subsequently carried out graduate studies in economic geology at Queen's University, Kingston, Ontario.

I am registered as a Professional Geologist (number M54692) by the Association of Professional Engineers, Geologists & Geophysicists of Alberta.

I have been engaged in mineral exploration and development on a full-time basis for over 30 years, of which twelve have been spent on programs in the Yukon Territory, Northern British Columbia and Alaska. I participated in the exploration described in this report on the STU property of Midnight Mines Ltd. in September 2005. I have an ownership interest in the STU property.

SIGNED at Whitehorse, Yukon Territory, on June 10, 2006

Ronald C. R. Robertson, P. Geol.

APPENDIX II

STATEMENT OF COSTS

Stu Assessment Costs 2005						
		30 June - 1 July	26 - 30 July	Total	3 - 8 September	Total
Item	Rates			June - July		September
Labour:						
Bill Harris	\$300	1 day	4 days	\$1500	5 days	\$1500
Ron Robertson	\$400	1 day		\$400	5 days	\$2000
Matthias Bindig	\$250	1 day	3 days	\$750		
Jeff Bridge	\$300				5 days	\$1500
Ryan Coe	\$300				5 days	\$1500
Mob/Demob:						
Bill Harris	\$225	1 day	1 day	\$450	1 day	\$225
Ron Robertson	\$300	1 day		\$300	1 day	\$300
Matthias Bindig	\$188	1 day	1 day	\$376		
Jeff Bridge	\$225				1 day	\$225
Ryan Coe	\$225				1 day	\$225
Trucks:						
B Harris	\$100	2 days	6 days	\$800	3 days	\$300
R. Coe	\$125				5 days	\$625
4-Wheelers and trailers	\$100	1 x 2 days	1 x 4 days	\$600	2 x 5 days	\$1000
Fuel		\$100	\$200	\$300	\$400	\$400
Food	\$35/man/day	4.5 x \$35	8 x \$35	\$438	22 x \$35	\$770
Field Equipment and supplies **		\$150	\$200	\$300	\$450	\$450
Freight (sample shipping, etc.)					\$100	100
Analyses:						
Soil samples	\$19.50 ea.				28	546
Rock samples	\$23.75 ea.				9	\$213.75
Report			\$400	\$400	\$1,600	\$1600
Drafting			\$200	\$200	\$800	\$800
				\$6,814		\$14,279.75
** Field equipment and supplies includes equipment, purchases and rentals (tools, GPS, sat .phone, etc.) plus consumables such as sample bags, flagging tape, batteries, etc.)						

APPENDIX III

SAMPLE DESCRIPTIONS

STU Property

2005 rock sample descriptions

Sample

82526	malachite stained biotite gneiss, 1.25 m discontinuous chip
82527	malachite stained biotite gneiss
82528	grab sample of heaviest copper staining of biotite gneiss
82529	malachite and hematite stained schist and gneiss
82530	thin seams of chalcocite (?) in schist
82531	grab sample from loose material; malachite staining of biotite diorite gneiss
82532	malachite stained biotite diorite gneiss, with thin quartz veins and rust staining
82533	biotite granite gneiss with weak malachite staining and thin quartz veins
82534	chip sample across 10-15 cm zone of malachite staining of biotite-rich granite gneiss

APPENDIX IV

SAMPLE ANALYSES and ASSAYS

Eco Tech Laboratory Report AK 2006-657

Soil Samples

Eco Tech Laboratory Report AK 2006-658

Rock Samples from Trenches

Eco Tech Assay Certificate AK 2006-658

Rock Samples

ECO TECH LABORATORY LTD.

10041 Dallas Drive
KAMLOOPS, B.C.
 V2C 6T4

ICP CERTIFICATE OF ANALYSIS AK 2006-657

Bushmaster Exploration Services Ltd.

P.O. Box 31293

Whitehorse, Ykon

Y1A 5P7

Phone: 250-573-5700

Fax : 250-573-4557

No. of samples received: 28

Sample Type: Soil

Project: Stu

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	SS200	20	<0.2	2.00	35	405	<5	0.84	<1	12	21	50	2.77	10	0.44	921	<1	0.03	13	400	104	10	<20	45	0.05	<10	61	<10	41	79
2	SS201	10	<0.2	2.64	40	190	10	0.28	<1	13	29	22	3.77	<10	0.60	307	<1	0.01	19	1410	120	5	<20	20	0.08	<10	84	<10	<1	95
3	SS202	10	<0.2	1.88	30	175	10	0.33	<1	14	20	16	3.19	<10	0.43	432	<1	0.02	13	2070	88	<5	<20	19	0.08	<10	68	<10	2	92
4	SS203	15	<0.2	1.11	20	125	15	0.31	<1	8	16	20	2.02	<10	0.23	305	<1	0.02	10	480	56	<5	<20	22	0.07	<10	48	<10	3	45
5	SS204	10	<0.2	1.38	25	115	5	0.36	<1	11	12	14	2.77	<10	0.54	446	<1	0.02	7	650	62	<5	<20	15	0.07	<10	56	<10	5	84
6	SS205	10	<0.2	2.31	30	140	20	0.25	<1	13	27	16	3.72	<10	0.53	298	<1	0.02	16	610	102	<5	<20	15	0.08	<10	84	<10	<1	98
7	SS206	5	<0.2	1.39	25	125	5	0.25	<1	10	20	15	2.36	<10	0.40	280	<1	0.02	11	180	62	5	<20	18	0.06	<10	61	<10	3	56
8	SS207	10	<0.2	1.73	30	155	5	0.23	<1	11	27	20	3.10	<10	0.36	234	2	0.01	17	560	80	15	<20	12	0.06	<10	81	<10	1	58
9	SS208	10	<0.2	1.80	35	175	10	0.32	<1	11	31	16	3.41	<10	0.47	250	<1	0.02	16	600	84	<5	<20	19	0.08	<10	92	<10	2	58
10	SS209	10	<0.2	1.18	30	175	10	0.41	<1	10	19	12	2.37	<10	0.49	213	<1	0.02	12	560	54	10	<20	19	0.07	<10	59	<10	4	46
11	SS210	10	<0.2	2.02	30	640	<5	0.80	<1	11	19	18	3.17	20	0.66	297	1	0.02	13	970	94	5	<20	28	0.05	<10	63	<10	35	72
12	SS211	10	<0.2	2.10	35	390	15	0.82	<1	14	21	23	3.60	<10	0.76	364	<1	0.02	13	1080	92	10	<20	25	0.09	<10	85	<10	13	70
13	SS212	5	<0.2	2.08	30	375	20	0.95	<1	15	23	21	3.65	<10	0.85	419	<1	0.02	14	1240	86	10	<20	34	0.09	<10	82	<10	39	83
14	SS213	5	<0.2	1.66	30	260	10	0.67	<1	13	19	12	3.27	<10	0.61	440	<1	0.02	10	990	74	10	<20	26	0.07	<10	76	<10	5	67
15	SS214	10	<0.2	1.02	30	235	<5	0.41	<1	8	15	9	2.29	<10	0.29	215	<1	0.02	9	590	46	<5	<20	16	0.04	<10	55	<10	4	42
16	SS001	15	<0.2	1.54	30	185	10	0.53	<1	12	22	28	3.27	<10	0.41	385	<1	0.02	15	670	68	<5	<20	28	0.07	<10	83	<10	4	58
17	SS002	10	<0.2	1.04	25	110	<5	0.27	<1	8	18	16	2.01	<10	0.29	195	<1	0.01	10	140	48	<5	<20	19	0.05	<10	52	<10	<1	36
18	SS003	10	<0.2	1.72	30	185	5	0.48	<1	13	29	20	2.79	<10	0.49	270	<1	0.02	19	400	76	<5	<20	16	0.07	<10	66	<10	<1	56
19	SS004	10	<0.2	1.15	30	90	5	0.42	<1	12	21	14	2.49	<10	0.33	312	<1	0.02	11	570	54	<5	<20	19	0.06	<10	63	<10	<1	70
20	SS005	10	<0.2	1.22	30	160	<5	0.56	<1	10	22	21	2.23	<10	0.32	310	<1	0.02	13	700	56	<5	<20	30	0.06	<10	56	<10	9	46
21	SS006	10	<0.2	1.10	25	140	5	0.60	<1	9	20	19	2.08	<10	0.33	281	<1	0.02	12	750	52	5	<20	29	0.06	<10	54	<10	5	45
22	SS007	10	<0.2	2.25	35	135	5	0.26	<1	14	27	24	3.15	<10	0.48	279	<1	0.02	19	280	96	<5	<20	21	0.06	<10	75	<10	<1	61
23	SS008	10	<0.2	2.48	30	205	15	0.72	<1	22	23	28	4.63	<10	1.07	668	<1	0.02	15	1820	104	10	<20	37	0.18	<10	109	<10	<1	128
24	SS009	5	<0.2	1.40	30	190	15	0.40	<1	10	25	22	2.47	10	0.37	243	<1	0.02	15	390	64	<5	<20	19	0.06	<10	64	<10	21	45
25	SS010	10	<0.2	1.34	30	165	5	0.32	<1	10	25	16	2.18	<10	0.34	202	<1	0.02	16	420	62	<5	<20	15	0.06	<10	52	<10	2	45
26	SS011	15	<0.2	0.89	25	100	<5	0.42	<1	7	16	13	1.68	<10	0.23	238	<1	0.02	7	240	44	<5	<20	25	0.06	<10	53	<10	1	36
27	SS012	10	<0.2	0.82	25	110	10	0.47	<1	8	17	15	1.69	<10	0.26	182	<1	0.02	9	720	42	<5	<20	34	0.05	<10	47	<10	4	39
28	SS013	10	<0.2	1.26	30	160	<5	0.72	<1	9	22	18	2.20	<10	0.35	353	<1	0.02	13	890	56	10	<20	29	0.06	<10	55	<10	5	48

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
-------	-------	---------	----	------	----	----	----	------	----	----	----	----	------	----	------	----	----	------	----	---	----	----	----	----	------	---	---	---	---	----

QC DATA:**Repeat:**

1	SS200		<0.2	1.95	30	385	5	0.82	<1	12	20	45	2.72	10	0.43	893	1	0.03	14	390	98	5	<20	37	0.04	<10	60	<10	36	80
2	SS201	10																												
10	SS209	5	<0.2	1.17	30	175	<5	0.41	<1	10	18	12	2.35	<10	0.49	209	<1	0.02	14	540	54	15	<20	20	0.06	<10	60	<10	4	46
19	SS004	10	<0.2	1.14	30	90	10	0.42	<1	12	20	14	2.52	<10	0.33	313	<1	0.02	11	570	54	<5	<20	20	0.06	<10	65	<10	<1	70

Standard:

GEO'06			1.6	1.81	55	145	15	1.87	1	22	60	86	4.08	<10	0.88	715	1	0.02	28	890	24	56	<20	53	0.08	<10	69	<10	9	74
OXF41																														

810

JJ/bp
df/drc3
XLS/06

ECO TECH LABORATORY LTD.

Jutta Jealouse
B.C. Certified Assayer

ECO TECH LABORATORY LTD.

10041 Dallas Drive
KAMLOOPS, B.C.
 V2C 6T4

ICP CERTIFICATE OF ANALYSIS AK 2006-658

Bushmaster Exploration Services Ltd.

P.O. Box 31293
Whitehorse, Ykon
 Y1A 5P7

Phone: 250-573-5700

Fax : 250-573-4557

No. of samples received: 9

Sample Type: Rock

Project: Stu

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	82526	20	0.6	0.90	45	50	<5	0.43	<1	23	73	2993	2.67	<10	0.34	641	<1	0.04	3	1060	75	<5	<20	5	0.13	<10	50	<10	<1	117
2	82527	105	2.3	1.03	45	55	<5	0.49	<1	17	107	>10000	3.39	<10	0.46	525	<1	0.05	5	1180	69	5	<20	18	0.13	<10	76	<10	<1	95
3	82528	5	2.2	0.80	45	20	<5	0.35	<1	19	106	4396	2.03	<10	0.38	702	<1	0.04	4	950	63	5	<20	9	0.09	<10	38	<10	<1	125
4	82529	>1000	13.5	1.84	45	260	<5	0.44	<1	49	38	>10000	6.66	<10	0.81	1937	72	0.04	5	2120	93	<5	<20	3	0.22	<10	127	<10	10	304
5	82530	>1000	>30	2.04	120	995	<5	0.57	<1	40	41	>10000	8.52	<10	0.93	1554	87	0.03	7	2280	591	15	<20	26	0.19	<10	154	<10	3	392
6	82531	95	1.3	1.42	45	295	<5	0.61	<1	14	93	2470	3.11	20	0.80	543	3	0.05	6	1610	126	15	<20	18	0.10	<10	75	<10	7	121
7	82532	270	3.3	1.18	45	160	<5	0.35	<1	13	88	5606	3.12	<10	0.57	658	<1	0.05	4	1620	96	<5	<20	6	0.17	<10	80	<10	2	141
8	82533	85	0.8	1.65	50	275	<5	0.51	<1	17	89	4040	3.35	10	0.94	561	<1	0.05	5	1960	135	15	<20	15	0.21	<10	105	<10	3	154
9	82534	55	4.0	1.94	40	460	<5	0.52	1	67	93	2246	5.67	<10	0.98	1516	<1	0.08	13	2120	156	20	<20	16	0.28	<10	128	<10	1	239

QC DATA:**Resplit:**

1	82526	20	0.7	0.93	45	45	<5	0.47	<1	24	77	3049	2.74	<10	0.36	675	<1	0.05	3	1040	75	5	<20	6	0.13	<10	53	<10	<1	117
---	-------	----	-----	------	----	----	----	------	----	----	----	------	------	-----	------	-----	----	------	---	------	----	---	-----	---	------	-----	----	-----	----	-----

Standard:

Pb106		>30	0.69	365	65	<5	2.23	61	5	51	6309	1.90	<10	0.26	699	38	0.03	10	230	5224	75	<20	182	0.01	40	19	30	<1	8200	
OXF41		805																												

JJ/bp
 df/659
 XLS/06

ECO TECH LABORATORY LTD.

Jutta Jealouse
 B.C. Certified Assayer

CERTIFICATE OF ASSAY AK 2006- 658

Bushmaster Exploration Services Ltd.

P.O. Box 31293

Whitehorse, Yukon

Y1A 5P7

No. of samples received: 9

Sample type: Rock

Project: STU

Submitted by: R. Robertston

ET #.	Tag #	Au (g/t)	Au (oz/t)	Ag (g/t)	Ag (oz/t)	Cu (%)
2	82527					1.07
4	82529	2.56	0.075			2.86
5	82530	1.07	0.031	444	12.95	2.78

QC DATA:

Repeat:

2	82527					1.05
---	-------	--	--	--	--	------

Standard:

OXF140	1.89	0.055				
CU120			34.2	1.00		1.53
PB106			58.6	1.71		0.62

JJ/bp
XLS/06

ECO TECH LABORATORY LTD.

Jutta Jealouse
B.C. Certified Assayer