

**GEOLOGICAL and GEOCHEMICAL
ASSESSMENT REPORT
on the
CARIBOU CREEK PROPERTY**

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

NTS: 115I/3 and 115I/6

Latitude 62°15'N

Longitude 137°10'W

Whitehorse Mining District

Work performed between September 18 and October 31, 2004

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



February 22, 2006

SUMMARY:

The 2100 hectare Caribou Creek property, NTS map sheets 115I/3 and 6, straddles Caribou Creek, a northerly flowing tributary of Seymour Creek south of Mount Freegold, approximately 65 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°15'N, 137°10'W. Mr. Bill Harris of Whitehorse, Yukon, president of Midnight Mines Ltd., is the primary owner and funded the current program.

Regionally, the property is situated within the Freegold district of the Dawson Range portion of the Tintina Gold Belt. It is primarily underlain by hornblende syenite porphyry of the Early Jurassic aged Big Creek Batholith, which is intruded by quartz monzonite of the Mid Cretaceous Dawson Range Batholith in the southwestern property area and intruded and overlain by intermediate to felsic volcanic flows, dykes and sedimentary rocks possibly of the Late Cretaceous Carmacks Group.

Mineralization at Caribou Creek occurs as free gold and minor electrum in quartz veinlets and quartz flooded breccia zones associated with a possible volcanic feeder to the Carmacks volcanic rocks where it intrudes black graphitic sedimentary rocks. The main occurrence is the Caribou Vein, a 2.6m wide stockwork-breccia zone trending 340°/50°E, with drill intersections of 95.76 g/t Au over 2.89m in DDH CC88-1 and 101.6 g/t Au over 1.8m in DDH CC88-10. Spectacular gold specimens and assays have been returned from the vein with previous grab samples yielding over 4,000 g/t Au (*see cover photo*).

The Caribou Vein has been traced over a 160m strike length and the favourable host stratigraphy has been delineated over a 350m strike extent by drilling. Prospecting has indicated potential over a 1.3 km strike extent based on the favourable setting of the feeder system cutting the black sedimentary unit. A VLF anomaly suggests continuity of the controlling structure over a 1.6 km strike extent. Other VLF-EM anomalies are evident that may represent additional veins or stockwork zones.

The Upland Float Zone, approximately 875m northwest of the adit on the Caribou Vein, covers the discovery, in 2001, of several visible gold-bearing float boulders consisting of brecciated black graphitic siltstone in a quartz matrix, similar to the Caribou Vein.

The current work program consisted of an evaluation of the showings within a property wide and regional context, with concurrent geochemical sampling. Limited trenching was completed in the Upland Float Zone area to follow up on the discovery in 2001 of visible gold-bearing quartz boulders similar to the Caribou Creek showing. The trenches and open cut and adit area at the Caribou Creek showing were cleaned out to facilitate chip sampling and documented by GPS.

Results from the current program confirm the high grade nature of the Caribou Vein, indicated the presence of gold in the Upland Float Zone, 850m to the northwest, and outlined a new vein trending at a different orientation (020°/60SE) hosted by the favourable black unit, 90m southeast of the Caribou Vein.

The deposit model for the Caribou Creek property appears to be the Bonanza style epithermal type based on the presence of open space textures, chalcedony and very limited amount of sulphide and higher grades in the mineralization discovered to date.

A program of additional grid geophysics (VLF-EM) and geochemical sampling (to more completely delineate anomalies from past programs), detailed geological mapping in the open pit, underground and across the grid (to locate and define the Caribou Creek structure), followed by trenching and diamond drilling (to test the above anomalies and to further define reserves of gold in the open cut and adit area) is recommended on the property. Detailed mapping and sampling, possibly with additional excavator trenching is proposed to follow up the visible gold-bearing vein float in the Upland Float Zone.

TABLE OF CONTENTS

	Page
SUMMARY.....	i
1.0 LOCATION AND ACCESS.....	1
2.0 LEGAL DESCRIPTION	2
3.0 PHYSIOGRAPHY.....	3
4.0 HISTORY.....	3
5.0 CURRENT WORK PROGRAM.....	4
6.0 GEOLOGY.....	4
6.1 Regional.....	4
6.2 Property	8
6.3 Mineralization.....	8
7.0 GEOCHEMISTRY.....	10
7.1 Procedure	10
7.2 Results and Interpretation	11
8.0 CONCLUSIONS AND RECOMMENDATIONS.....	14

LIST OF FIGURES

		Page
Figure 1	Location Map.....	1
Figure 2	Claim Map	2
Figure 3	Geological Setting	5
Figure 4	Regional Geology Map	6
Figure 5	Property Geology and Sample Locations	7
Figure 6	Caribou Creek Adit and Open Cut Detail.....	12
Figure 7	Trench Location	13

TABLES

Table 1:	Claim data	2
Table 2:	Significant GPS locations	10
Table 3:	2004 sample descriptions and select results	11
Table 4:	Comparison of chip samples from adit	11

APPENDICES

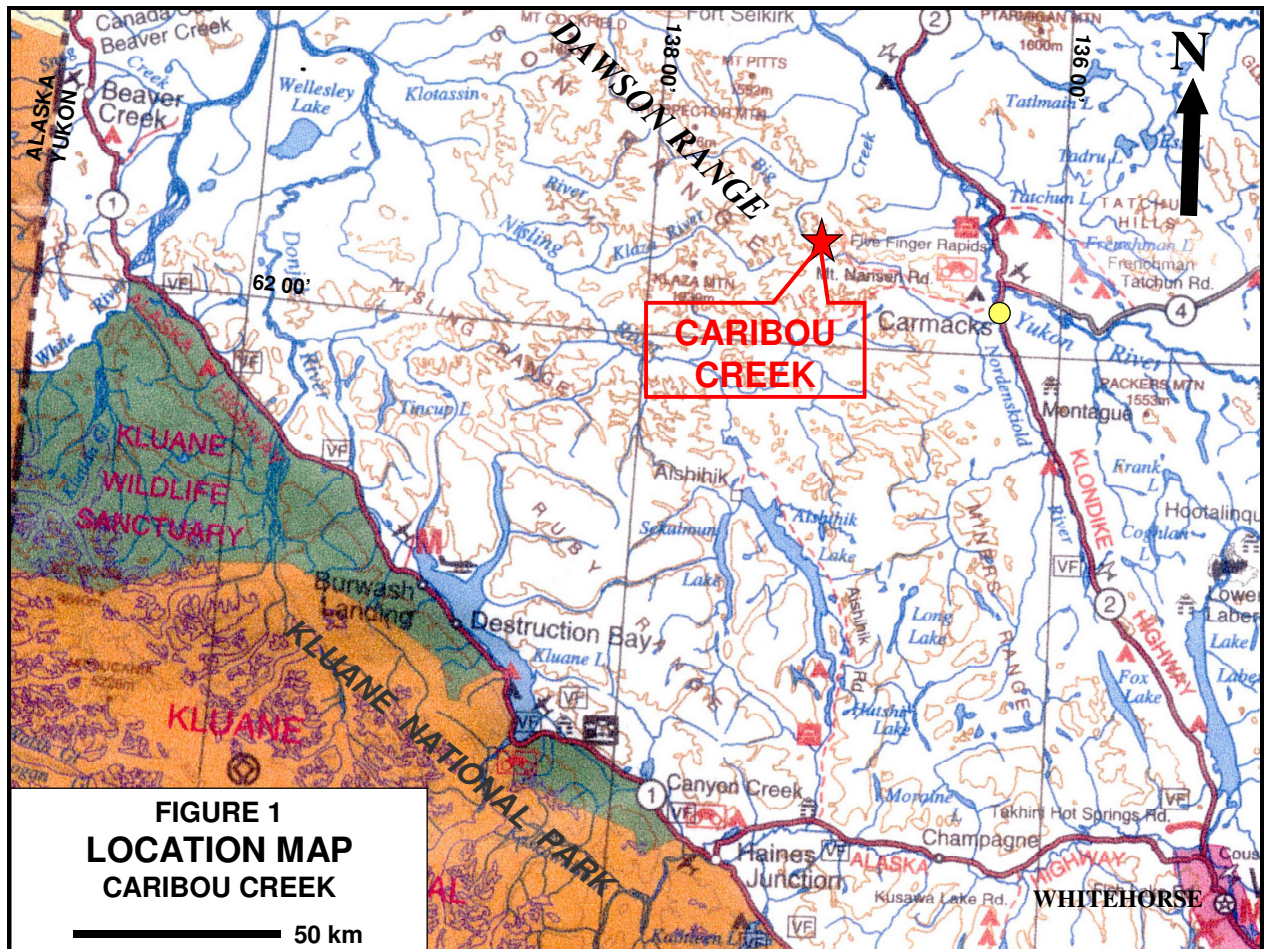
Appendix I	Selected References
Appendix II	Sample Descriptions
Appendix III	Geochemical Procedure and Results
Appendix IV	Statement of Expenditures
Appendix V	Statement of Qualifications

1.0 LOCATION AND ACCESS (Figure 1)

The Caribou Creek property, NTS map sheets 115I/3 and 6, straddles Caribou Creek, a northerly flowing tributary of Seymour Creek south of Mount Freegold, approximately 65 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°15'N and a longitude of 137°10'W.

The property is accessible via the Freegold Road, a year round government maintained gravel road, which is followed for 65 km. A four-wheel drive road along the Caribou Creek valley connects the Freegold Road to the Caribou Creek workings, approximately 2 km south of the confluence with Seymour Creek (Figure 5). Several cat trails on the claims provide access to trenches and drill sites.

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.



2.0 LEGAL DESCRIPTION (Figure 2)

The Caribou Creek property consists of 105 contiguous claims covering an area of approximately 2100 hectares in the Whitehorse Mining District. The property is primarily owned and the current program funded by Mr. Bill Harris of Whitehorse, Yukon, president of Midnight Mines Ltd. The Hope, Best and Cara claims are jointly held by Mr. Bill Harris and Mainsteele Developments Ltd. Work was completed between September 18 and October 31, 2004. A table summarizing pertinent claim data follows:

TABLE 1: Claim data

Claim Name	Grant No.	No. of Claims	Expiry Date	New Expiry Date
Hope 1 [†]	Y21249	1	November 3, 2008	November 3, 2008
Hope 2 [†]	Y76048	1	July 23, 2006	July 23, 2007*
Best 1-6 [†]	Y25895-900	6	December 4, 2006	December 4, 2006
Cara 1-7 [†]	YB0836-042	7	September 9, 2006	September 9, 2006
Boo 1-66	YB07740-805	66	August 31, 2005	August 31, 2006*
Boo 67-76	YB08026-035	10	September 9, 2005	September 9, 2006*
Boo 77-86	YB07806-815	10	August 31, 2005	August 31, 2006*
Boo 101-104	YB07816-819	4	August 31, 2005	August 31, 2006*
TOTAL		105		

* new expiry date based on acceptance of this report

[†] ownership: Bill Harris - 49%, Mainsteele Developments Ltd. - 51%

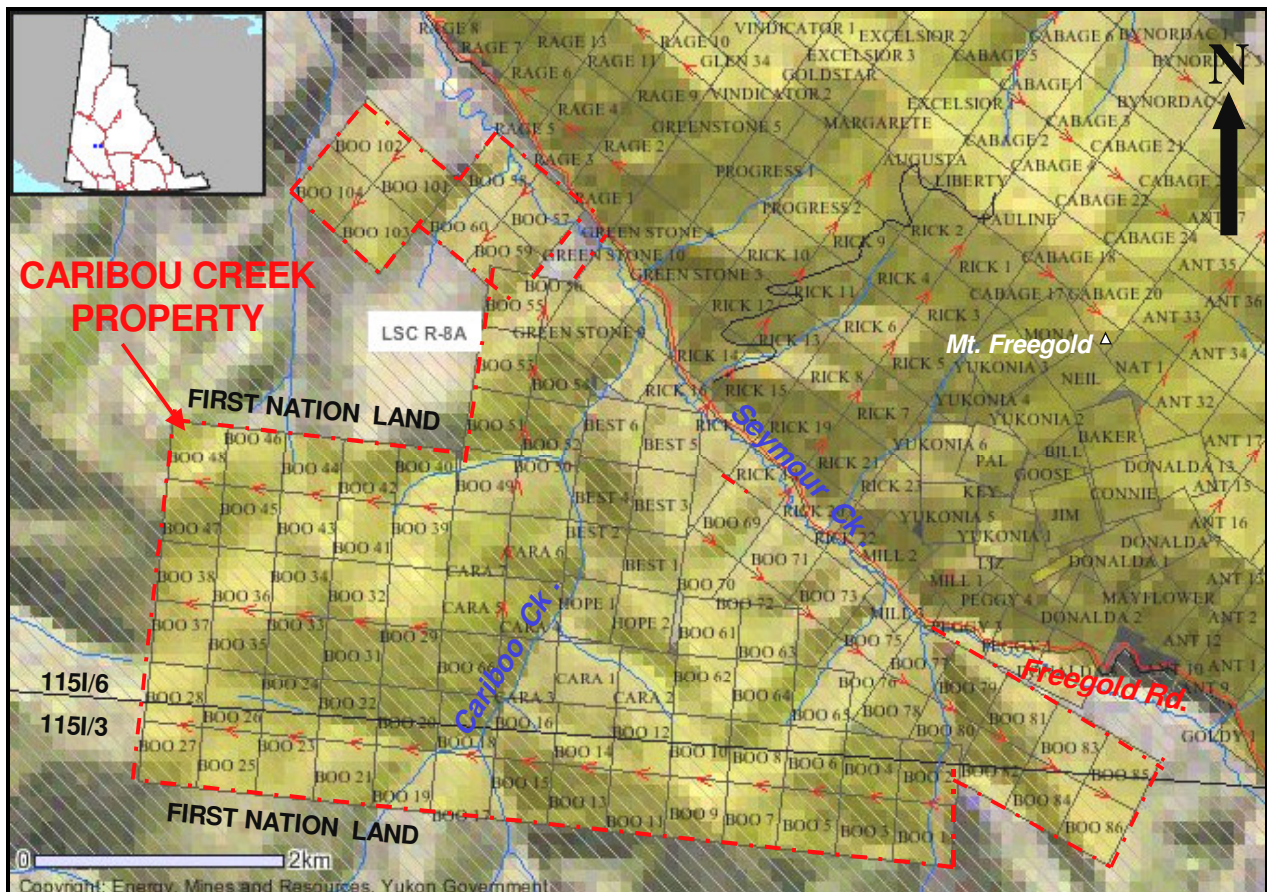


FIGURE 2: CLAIM MAP

First Nations have settled their land claims in the area with First Nations surveyed lands (LSC R-8A) occurring south of Seymour Creek, covering the Caribou Creek property and beyond (*see Figure 2*). The property only reverts to the First Nation if the claims forfeit.

3.0 PHYSIOGRAPHY (Figures 1 and 2)

The property covers the Caribou Creek valley (*Figure 2*) and adjacent upland ridges to the east and west within the unglaciated Dawson Range (*Figure 1*) of the Yukon Plateau. The upper slopes and ridges are broad, gently sloping with buck brush and alpine vegetation. Lower slopes are steeper and forested by spruce with thickets of dwarf willow, alder, birch and poplar. Caribou Creek is a small creek within a fairly narrow steep sided valley. Swampy conditions prevail at higher elevations and outcrop is sparse, restricted to ridge crests and the steepest slopes. Northerly facing slopes and valley floors are commonly underlain by permafrost, which hinders soil geochemistry, trenching and road building.

Elevation ranges from 750 metres along Seymour Creek in the northern claim area to approximately 1375m. Drainage is provided via Caribou Creek and its tributaries and other northerly flowing tributaries of Seymour Creek. The Seymour Creek valley formed a spillway for meltwater originating in the southeast during the last Ice Age.

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

4.0 HISTORY (Figure 3)

The Caribou Creek property covers the Caribou Creek Minfile occurrence, an open pit past producer as documented by the Yukon Geological Survey (*Deklerk, and Traynor, 2004*). A summary of the work completed by various operators is tabulated below:

1897-8,1930's	Seymour, Cabin and Caribou creeks prospected for placer gold.
1937	Bedrock source of quartz boulders containing visible gold located above Caribou Creek, staked by W. Teare and explored by open cut and adit.
1938	Twelve tons of high grade quartz was milled, producing 88 ounces of gold.
1967-85	Various hand and excavator trenching programs, primarily by P.F. Guder.
1988-89	Doron Explorations Inc. completed 31 diamond drill holes (1,586m), outlining a high grade gold bearing quartz vein stockwork along a shear zone at the contact between graphitic siltstone and underlying igneous rocks (<i>Cavey and Raven, 1989</i>).
1990	Large open cut excavated in unsuccessful attempt to mine the stockwork with construction of a 50 tpd mill by Sayre Development Inc. (Wallis, 1990). The mill remains on site but will require extensive rehabilitation and construction to make it operational (<i>Harris, 2003</i>).

1994	Adit driven targeting the drill intersection in DDH88-10, with 30m of drifting on Caribou Vein by Dark Moth Mines Ltd. and detailed chip sampling by R. Clarkson, P. Eng. yielding an average of 0.62 opt Au over 1.6m (<i>Clarkson, 1995</i>).
1998	Sampling of open cut and underground workings with results of 151.50 g/t gold over 0.76m from adit and 11.58 g/t gold over 0.2m from breccia zone in open cut (<i>Craig, 2001</i>).
2000-02	Adit and drift dewatered, sampling of adit and open cut with results up to 1.05 opt gold from adit and 134.9 opt gold from south end of open cut; prospecting and hand trenching located additional areas of interest; grid preparation completed to facilitate geological and geophysical surveys (<i>Harris, 2003</i>).

5.0 CURRENT WORK PROGRAM

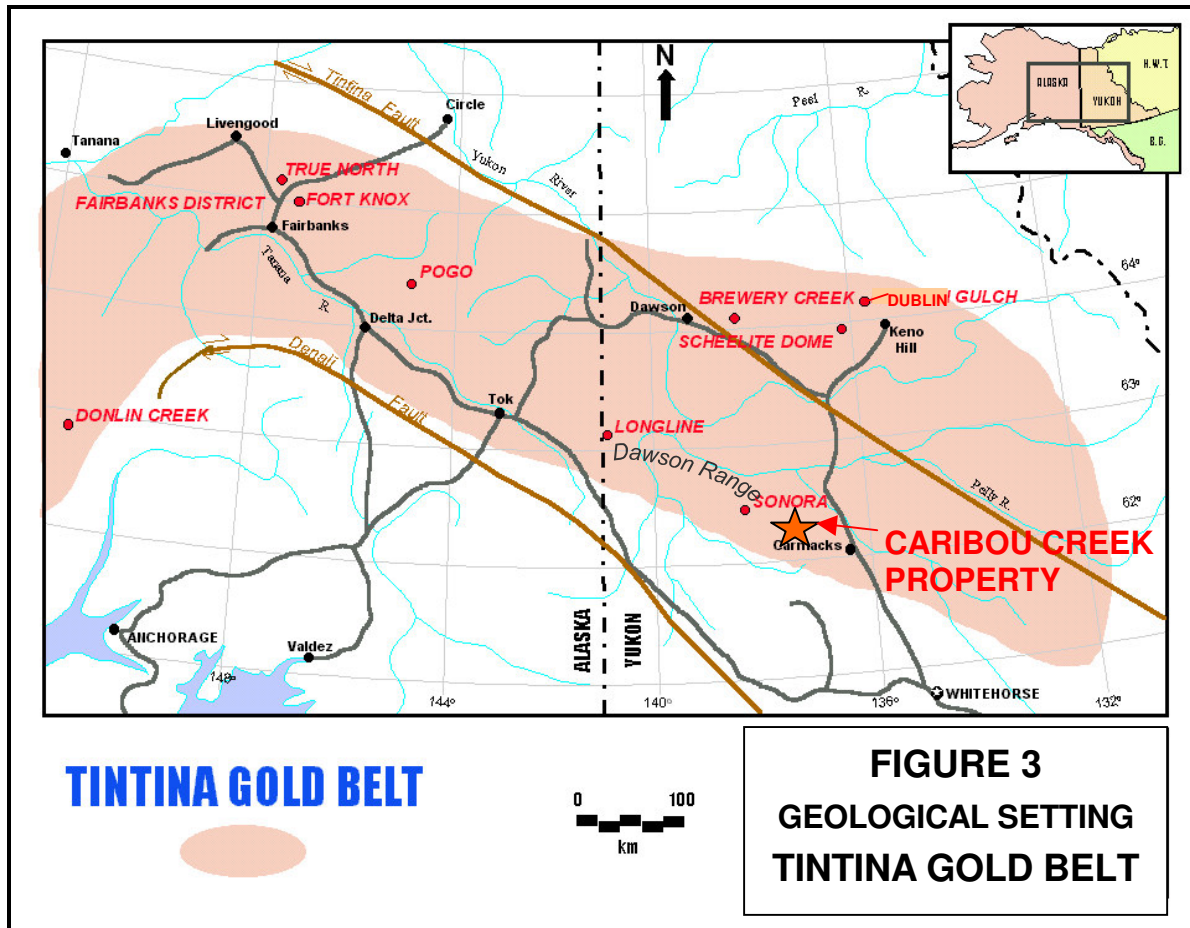
A total of 9 man-days were spent on the Caribou Creek property, specifically on the Hope 1, Best 2, Cara 3-7 and Boo 39 claims, between September 18 and October 31, 2004. The work program consisted of an evaluation of the showings within a property wide and regional context, with concurrent geochemical sampling. Limited trenching was completed in the Upland Float Zone area to follow up on the discovery in 2001 of visible gold-bearing quartz boulders similar to the Caribou Creek showing. The trenches and open cut and adit area at the Caribou Creek showing were cleaned out to facilitate chip sampling and documented 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 Caribou Creek 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*).



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 Devonian-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, primarily occurring outside of the regional area shown in Figure 4, but also as felsic to intermediate dykes and small plugs and minor sedimentary rocks within the regional area that do not show up on the regional scale.

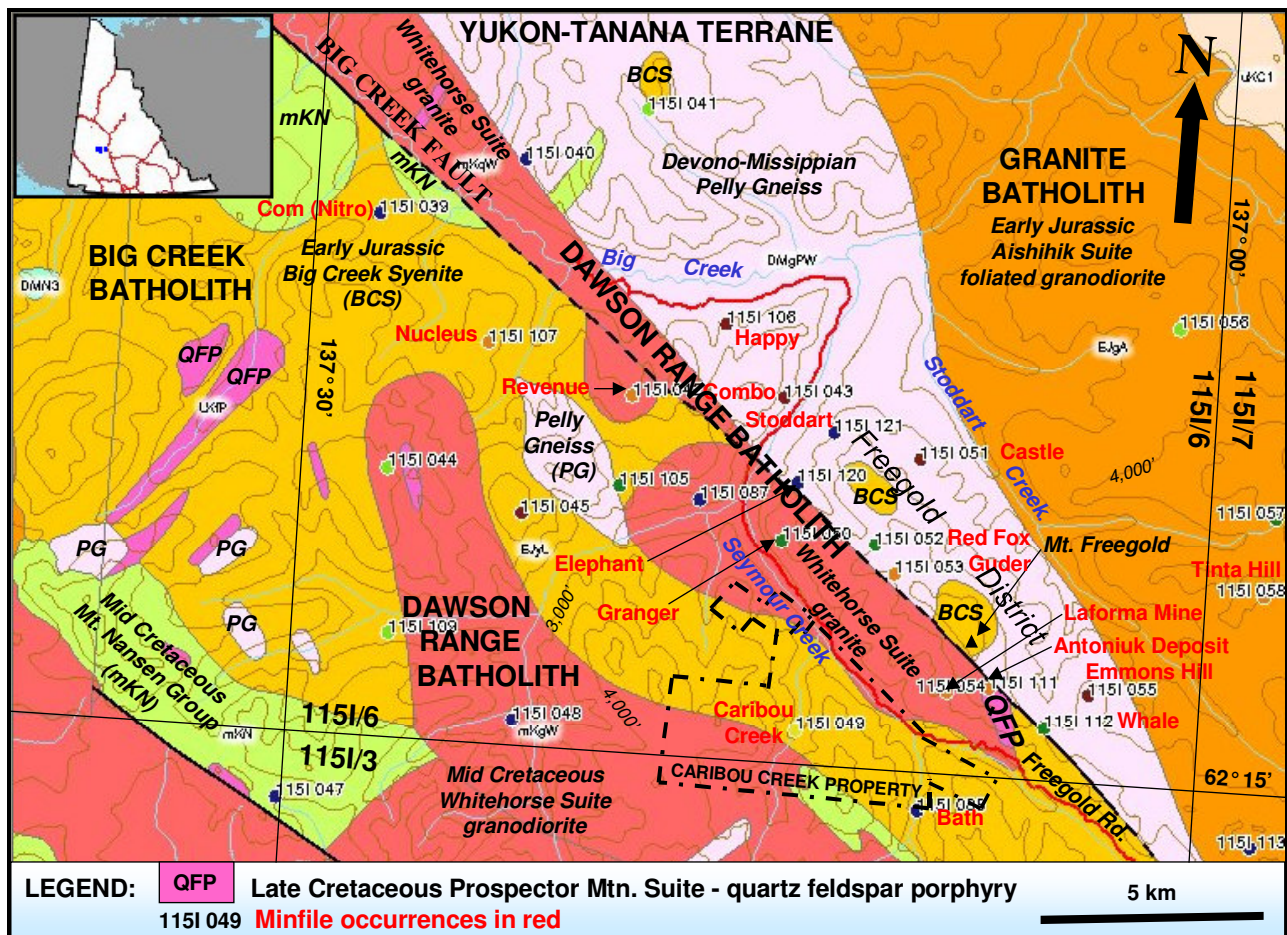


FIGURE 4: REGIONAL GEOLOGY

The Caribou Creek 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/or Carmacks 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 Fault and related splays (Figures 4 and 5).

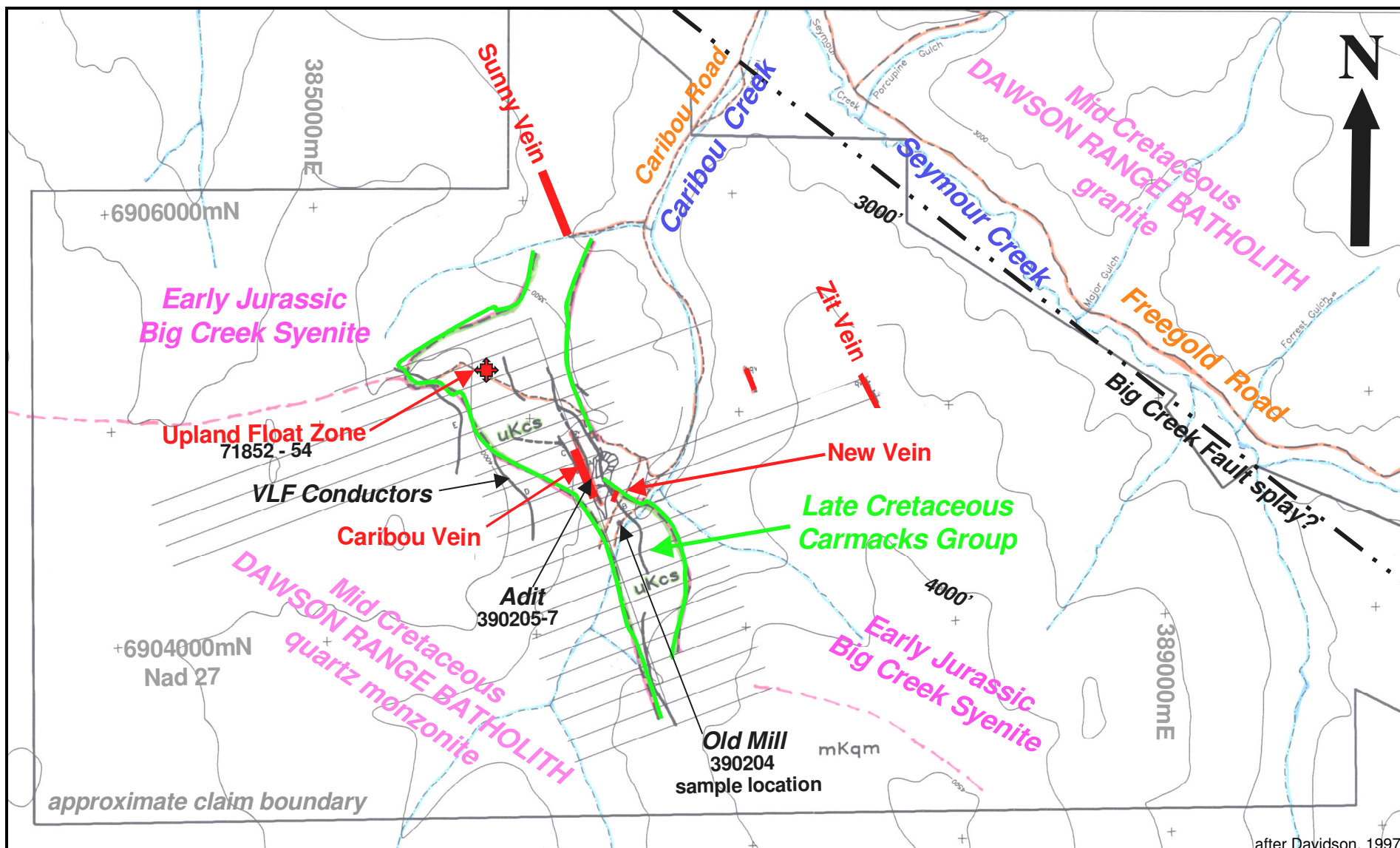


FIGURE 5: PROPERTY GEOLOGY and SAMPLE LOCATIONS

SCALE: 1.0 km

after Davidson, 1997

6.2 Property (Figure 5)

The Caribou Creek property is primarily underlain by hornblende syenite porphyry of the Early Jurassic aged Big Creek Batholith, which is intruded by quartz monzonite (mKqm) of the Mid Cretaceous Dawson Range Batholith in the southwestern property area and intruded and overlain by intermediate to felsic volcanic flows, dykes and sedimentary rocks possibly of the Late Cretaceous Carmacks Group.

The syenite of the Big Creek Batholith is generally fresh, coarse-grained with large phenocrysts of pink orthoclase in a coarse matrix of hornblende and plagioclase feldspar. Accessory minerals include quartz, magnetite, epidote and chlorite. Lenses of amphibolite and gneiss occur within the syenite. The Dawson Range Batholith consists of variably foliated equigranular medium-grained to porphyritic quartz-plagioclase-biotite-hornblende quartz monzonite. Sericite, kaolinite and chlorite alteration types are locally present in the syenite and quartz monzonite.

Felsite to felsite breccia, with sharp, unaltered contacts with the syenite, and pink quartz feldspar porphyry dykes, both possibly related to the Mid Cretaceous Mount Nansen Group, are reported from the Zit showing and on ridges to the northwest.

On the property the Carmacks Group consists of black sedimentary rocks, mainly graphitic siltstone with very minor silty sandstone to grit and conglomerate intercalated with and intruded by a number of highly altered porphyritic volcanic bodies composed of quartz and feldspar phenocrysts in a muscovite-graphite matrix. In places, sericite mats replace the feldspar. The graphitic siltstone contains terrestrial fossils including grasses, stems, twigs and leaves. This unit hosts auriferous quartz veins at Caribou Creek and is unique to the district. A tan to orange weathering fine-grained rhyolite porphyry is visible in the hangingwall of the mineralization.

Quartz monzonite porphyry and biotite granite porphyry dykes, possibly related to the Prospector Mountain Plutonic Suite, intrude all the above units. Fresh specimens are typically pale gray in colour with abundant biotite. Some brecciation of the porphyry has been noted in drill core.

A possible northwesterly trending splay of the Big Creek Fault generally follows the Seymour Creek valley, immediately north of the Caribou Creek property (*see Carlson, 1987*).

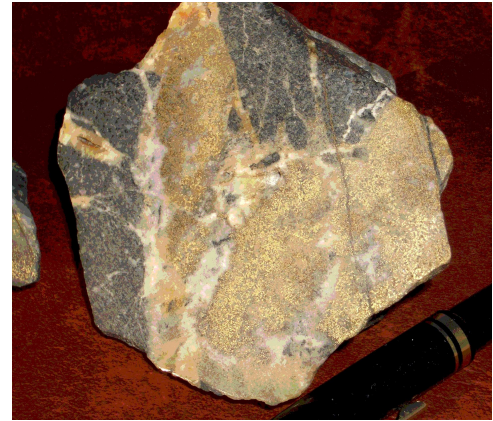
6.3 Mineralization (Figure 5)

The property covers the Caribou Creek past producer and the Bath anomaly as documented by the Yukon Geology Program as Minfile Numbers 115I 049 and 115I 088 (*Deklerk and Traynor, 2004*).

Mineralization at Caribou Creek occurs as free gold and minor electrum in quartz veinlets and quartz flooded breccia zones (Caribou Vein) associated with a possible volcanic feeder to the Carmacks volcanic rocks where it intrudes black graphitic sedimentary

rocks. Sulphides are rare with only trace fine grained pyrite reported. Visible gold occurs along the margins and within narrow quartz veins close to the footwall contact. Multi-episodic quartz and chalcedony veining has produced a stockwork to breccia texture with angular fragments of graphitic siltstone, variably silicified, in a mixture of narrow quartz veins, wider chalcedony veins and cockscomb quartz.

The visible gold and associated grades can be spectacular with previous grab samples yielding over 4,000 g/t Au (*Tenney, 2001b*).



Specimen from Caribou Vein

The gold appears to be directly associated with the contacts between the feeder and the basal graphitic sedimentary unit. Drilling outlined a 2.6m wide zone trending 340°/50°E, with intersections of 95.76 g/t Au over 2.89m in DDH CC88-1 and 101.6 g/t Au over 1.8m in DDH CC88-10 (*Cavey and Raven, 1989*). Drifting on the Caribou Vein exposed a 1-2m wide quartz vein stockwork with results up to 151.50 g/t gold over 0.76m (*Craig, 2001*).

The footwall contact of the Caribou Vein is marked by slickensides, graphite and an orange to red clay layer of variable thickness. Quartz-chalcedony occurs as anastomosing veinlets and stockwork within the shear zone. The hanging wall is poorly defined but is marked by fractures and a decrease in the amount of quartz veining. The shear zone may represent a dilational structure associated with movement along the Big Creek Fault and sub-parallel splays (*see Figure 5*).

The following genesis for the Caribou Vein has been postulated. The mineralizing fluids passed along the shear zone and were injected under pressure into the graphitic siltstone forming a stockwork, with multiphase injection indicated by re-fracturing and brecciation of veinlets. The graphite in the siltstone acted as a chemical barrier precipitating the free gold into the narrow quartz veins and along vein margins.

The Caribou Vein appears to be epithermal in origin based on the open space textures, presence of chalcedony and the very minor amount of sulphide present.

The favourable black graphitic host was intersected in drilling north of Rabbit Gulch but no stockwork was found. A vertical displacement along a fault that apparently follows the gulch of approximately 40-50m was postulated, resulting in an apparent offset of the structure to the west at this elevation due to the moderate easterly dip (*Cavey and Raven, 1989*). To the south, the shear zone has been exposed in several hand pits and the graphitic host rock outcrops on the east side of Caribou Creek with no drilling to date (*Davidson, 1997*).

The Upland Float zone covers the discovery, in 2001, of several visible gold-bearing float boulders consisting of brecciated black graphitic siltstone in a quartz matrix, similar to the Caribou Vein. The new zone is located approximately 875m northwest of the adit at the Caribou Creek showing (*Figure 5*).

Other veins have been located on the property such as the Sunny and Zit, and a vein to the west of the Zit (*see Figure 5*), but no significant gold values have been obtained to date.

A new vein was discovered at UTM co-ordinates 386127mE, 6904807mN Nad 83, Zone 8, on the main Caribou Creek access road below the main showing area (*Figure 5*). The vein trends 020°/60°SE, a different direction than other veins discovered on the property to date.

The Bath anomaly (*Figure 4*), in the southeastern property area, consists of an airborne magnetic anomaly with associated weak isolated antimony-copper soil geochemical anomalies, outlined in 1974. No follow up work has been completed.

7.0 GEOCHEMISTRY (Figures 5-7)

7.1 Procedure

Seven 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 for samples 390204-07. Due to high values, three assays were completed for gold by fire assay. In samples 71852-54 fire assays were completed for gold following metallic screening.

The rock samples across the property primarily consisted of chip and grab samples of vein, stringer, stockwork 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 datum, Zone 8 projection. Sample descriptions, locations and select results (Au, Ag, As, Cu, Pb and Zn) are documented in Appendix II and locations are plotted on Figure 5 at the property scale, Figure 6 for the Caribou Creek showing and Figure 7 for the Upland Float Zone. Complete results are outlined in Appendix III.

Significant reference locations were also recorded by GPS in the field using UTM coordinates, Nad 83 datum, Zone 8 projection and documented in Table 2 below.

Table 2: Significant GPS locations

Name	Easting (mE)	Northing (mN)	Description
WP092-095	385725	6905200	Upland Float Zone
WP091	386127	6904807	vein in black clastics 020°/60SE
CCMill	386320	6904765	Old Mill
CC 88-1*	386208	6904788	CC DDH 88-1
CC 88-2*	386222	6904875	CC DDH 88-2
CC 88-3*	386212	6904815	CC DDH 88-3
CC 88-4*	386169	6904857	CC DDH 88-4
WP112	386236	6904866	DDH site in road, CC DDH 88-2?
Adit	386202	6904846	Caribou Creek Adit

* from previous survey data converted from Nad 27

7.2 Results and Interpretation

Due to the spectacular and somewhat variable grades reported from previous programs on the property, an attempt was made to confirm significant previous results during the current program to verify the grade and tenor of mineralization on the property and to gain information with which to focus continued exploration. Sample descriptions with gold and silver results are summarized in Table 3.

Table 3: 2004 sample descriptions and select results

SAMPLE		NAD 83	ZONE 8			Au	Ag
No.	LOCATION	EASTING	NORTHING	TYPE	GEOLOGY	g/t	ppm
390204	Old Mill	386320	6904765	grab	crushed rock from old mill consisting of quartz and graphitic siltstone at old mill	136.0	28.3
390205	Adit	386202	6904846	1.7m chip	quartz stockwork/vein zone in silicified graphitic siltstone at south end of adit	54.6	8.3
390206	Adit	386202	6904846	1.2m chip	quartz stockwork/vein zone in silicified graphitic siltstone at north end of adit	5.68	1.5
390207	Open Cut	386230	6904804	grab	quartz stringers/stockwork in sericite altered rhyolite from open cut (hanging wall of vein zone?)	0.04	0.6
71852	Upland Float Zone	385745	6905205	grab	Rx: composite grab of vein float (quartz and small black sed clasts)	1.39*	2.0
71853	Upland Float Zone	385754	6905191	grab	Rx: composite grab of vein float (quartz and small black sed clasts)	0.28*	0.5
71854	Upland Float Zone	385695	6905204	grab	Rx: composite grab of vein float (quartz and small black sed clasts)	3.76*	5.7

* denotes metallic screen

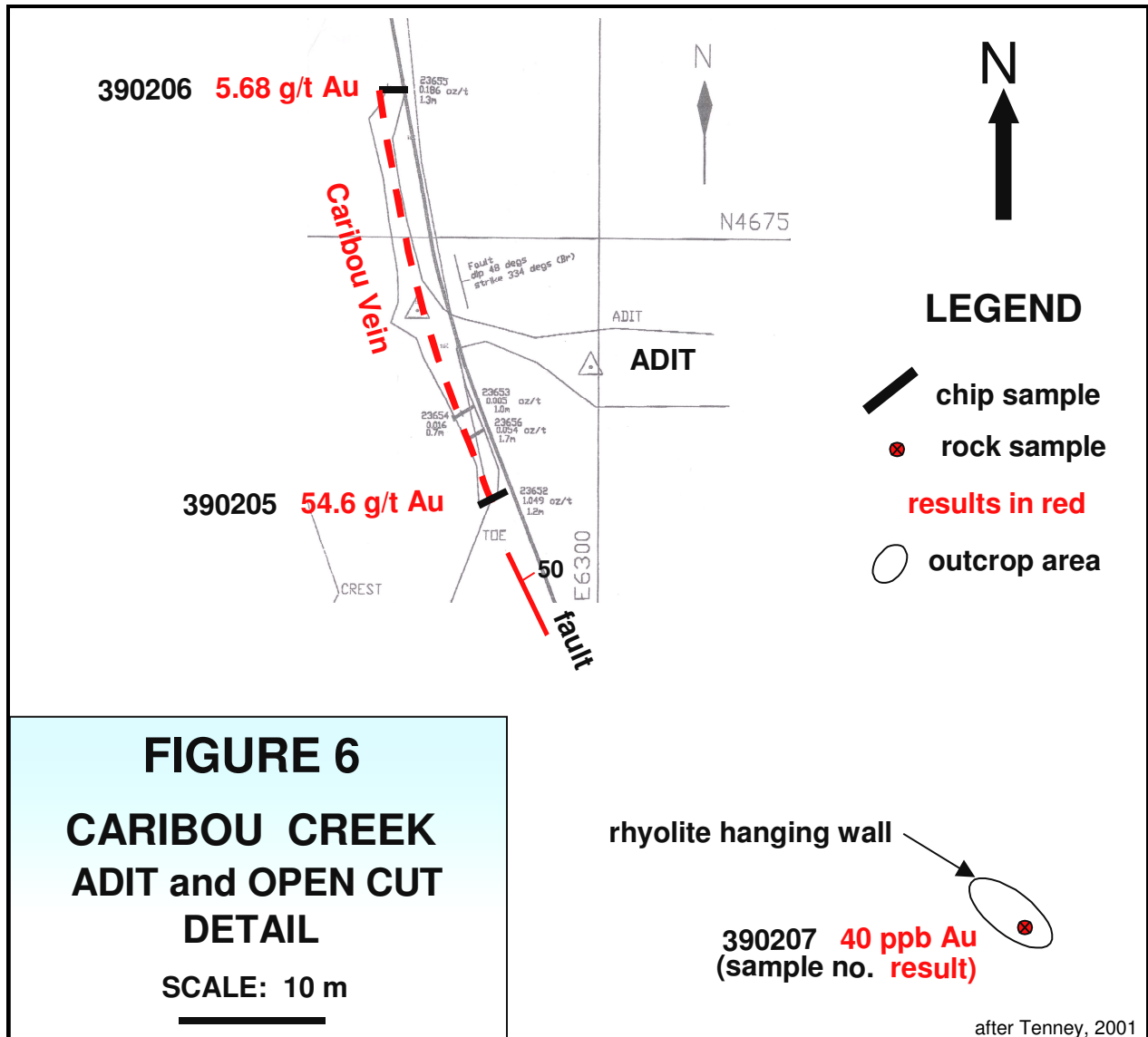
A sample of crushed rock from the old mill (sample 390204) returned 136.0 g/t Au with 28.3 g/t Ag. The silver probably occurs with some of the gold in electrum, which has been previously documented in minor amounts from the Caribou Creek showing (*Tenney, 2001a*).

Samples from the Caribou Vein within the adit returned 54.6 g/t Au with 8.3 g/t Ag over 1.7m from the south end (sample 390205) and 5.69 g/t Au with 1.5 g/t Ag over 1.2m from the north end (sample 390206). The north face compares well with samples collected by Tenney in 2001 and Davidson in 1998 (*see Craig, 2001*), considering the nugget effect with coarse gold. The south face samples show a greater variation, probably due to the greater abundance of coarse gold. Results from four of the chip sampling programs are summarized below.

Table 4: Comparison of chip samples from adit

Sample No.	Year	Location	Width (m)	Au (g/t)
390206	2004	north face of drift	1.2	5.69
23655	2001	north face of drift	1.3	6.41
78305	1998	north face of drift	1.2	10.98
DM19	1994	north face of drift	1.8	22.11
390205	2004	south face of drift	1.7	54.6
23652	2001	south face of drift	1.2	36.17
78311	1998	south face of drift	1.2	65.23
DM4	1994	south face of drift	1.7	32.23

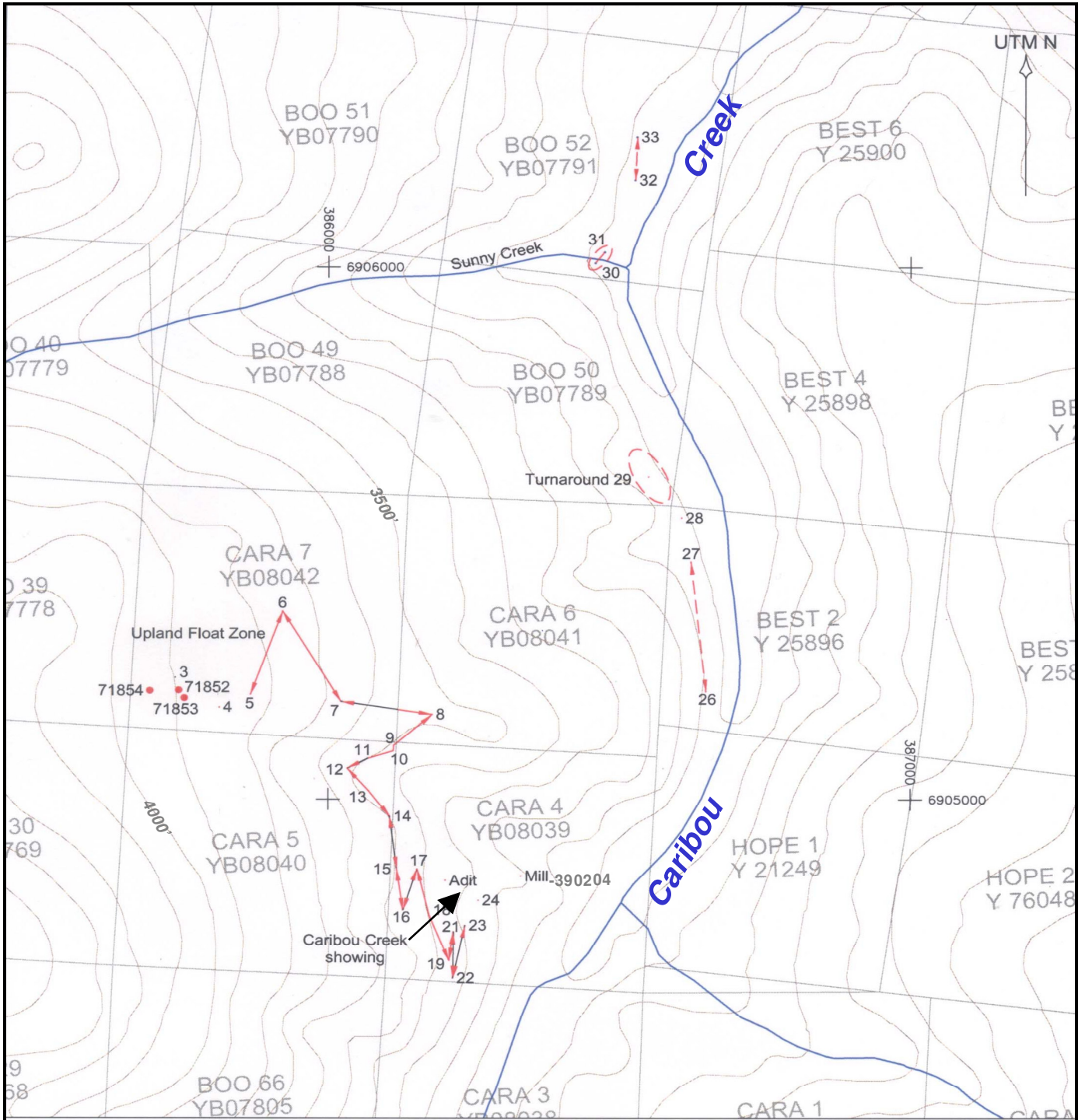
A sample (sample 390207) of altered rhyolite from the hanging wall of the visible gold-bearing Caribou vein, exposed in the south end of the open cut adjacent to the adit, did not contain anomalous precious metal values. The sample was collected from the hanging wall of a visible gold-bearing portion of the vein which previously returned an assay of 134.88 oz/t gold (4,195.4 g/t) (*see Craig, 2001*).



Samples of vein float, similar to that at the adit, were collected from the Upland Float Zone, returning significant gold values of 1.39 g/t Au and 3.76 g/t Au (samples 71852-54). The float may be from the strike extension of the Caribou Vein or from a subparallel vein further to the west. Potential exists for similar grades to the adit area of the Caribou Vein since visible gold has been observed in quartz boulders from the zone (Harris, 2003). Visible gold was not detected in the current samples.

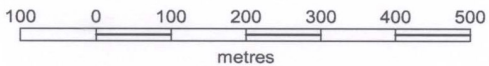
Trenching was initiated in the Upland Float Zone but additional work is necessary to clean out the trenches to facilitate mapping and sampling. The trenching was mapped in by GPS and is shown on Figure 7.

All samples collected from the property, including the higher grade samples from the Caribou Vein in the adit, returned less than 1% Fe, indicating very low pyrite contents. No other sulphide minerals were detected with a maximum of 0.08% Pb obtained from quartz boulders in the Upland Float Zone (sample 71854).



LEGEND

- 1 — 2 New trench: start - endpoint, GPS waypoint
- 3 — 4 Deepen existing trench: start - endpoint, GPS waypoint
- - - New roadwork
- 71852 Rock sample location, number



CONTOUR INTERVAL 100 FT

MIDNIGHT MINES LTD.

Trench Location Map

SCALE: 1 : 10,000	UTM NAD 83, ZONE 8	DATE: FEB. 24, 2006
NTS: 115 I/06		FIGURE 7

8.0 CONCLUSIONS AND RECOMMENDATIONS

There is excellent exploration potential on the Caribou Creek property to uncover new mineralized veins similar to the Caribou Vein and to define and expand on the extent of the Caribou Vein itself based on the quality of targets left untested.

Spectacular gold specimens and assays have been returned from the main Caribou Vein with previous grab samples yielding over 4,000 g/t Au. The best drill intersections include 95.76 g/t Au over 2.89m in DDH CC88-1 and 101.6 g/t Au over 1.8m in DDH CC88-10. The Caribou Vein has been traced over a 160m strike length and the favourable host stratigraphy has been delineated over a 350m strike extent by drilling. Prospecting has indicated potential over a 1.3 km strike extent based on the favourable setting of the feeder system cutting the black sedimentary unit.

A VLF anomaly suggests continuity of the controlling structure over a 1.6 km strike extent. Other VLF-EM anomalies are evident that may represent additional veins or stockwork zones. The VLF-EM anomalies constitute excellent diamond drill targets as they probably represent sheared graphitic horizons, which have the potential to host gold bearing mineralization similar to the Caribou Creek showing.

The deposit model for the Caribou Creek property appears to be the Bonanza style epithermal type based on the presence of open space textures, chalcedony and very limited amount of sulphide and higher grades in the mineralization discovered to date.

Mining possibilities, defined by Tenney, 2001, include an extension of the present open pit both into the west wall and down dip. The favourable topography results in relatively low waste stripping ratios, especially where the deposit dips with the topography, as in this case. Where open pitting becomes uneconomic because of high waste stripping ratios small scale underground mining, possibly shrinkage stoping, may be viable.

Visually, the metallurgy appears simple with gold occurring as fine to coarse free gold and minor electrum. Rare fine pyrite is the only sulphide present. Metallurgical testing indicates gold recoveries of 98% using simple gravity methods and no chemical reagents.

The following high priority targets were defined by Tenney, 2001:

1. The area down dip of the mineralization on the main Caribou Creek showing below drill holes CC 89-01, -02, and -03 and vein material in the wall and floor of the pit.
2. The untested 300 m strike length of the VLF conductor on strike to the north of the main showing.
3. The five remaining VLF anomalies, especially in the vicinity of intrusive rocks or overburden geochemical highs for gold and/or mercury and/or arsenic.

A program of additional grid geophysics (VLF-EM) and geochemical sampling (to more completely delineate anomalies from past programs), detailed geological mapping in the open pit, underground and across the grid (to locate and define the Caribou Creek structure), followed by trenching and diamond drilling (to test the above anomalies and to further define reserves of gold in the open cut and adit area) is recommended on the property. Detailed mapping and sampling, possibly with additional excavator trenching is proposed to follow up the visible gold-bearing vein float in the Upland Float Zone.

APPENDIX I

Selected References

- Carlson, G.G. (1987): Geology of Mount Nansen (115I/3) and Stoddart Creek (115I/6) map areas, Dawson Range, Central Yukon. Indian and Northern Affairs Open File 1987-2.
- Clarkson, R. (1995): Notes on visit to Caribou Creek Gold Property, November 26, 1994; New Era Engineering Corporation, for Dark Moth Mines.
- Craig, S.P. (2002): 2001 Assessment Report on the Caribou Creek Property; for Midnight Mines Ltd., Feb. 28, 2002.
- (2001): 2000 Assessment Report on the Caribou Creek Property; for Midnight Mines Ltd., Feb. 27, 2001.
- Cavey, G. and Raven, W. (1989): Report on diamond drilling program, Caribou Creek Property; for Doron Explorations Inc. Assessment Report #093110.
- Davidson, G. S. (1997): Geological Evaluation Report on the Caribou Creek Property; for Midnight Mines Ltd., Dec. 15, 1997.
- Davidson, G.S. (1995). Exploration Report on the Caribou Property and Glen Claims; for Midnight Mines Ltd. Assessment Report #093291.
- Davidson, G.S. (1994). Exploration Report on the Freegold Mountain Project; for Harris & Associates Explorations. Assessment Report #093189.
- Deklerk, R. and Traynor, S. (compilers), 2004. Yukon MINFILE 2004 - A database of mineral occurrences. Yukon Geological Survey, CD-ROM.
- Gordey, S.P. and Makepeace, A.J., (compilers), 2000. Yukon Digital Geology; Exploration and Geological Services Division (EGSD), Yukon Region, Indian and Northern Affairs Canada (DIAND) EGSD Open File 1999-1(D).
- Harris, Bill (2003): 2002 Assessment Report on the Caribou Creek Property; for Midnight Mines Ltd., Feb. 28, 2003.
- Hart, C.J.R. (1987): Caribou Creek property examination; for Noranda Exploration Co. Ltd.
- Johnston, J.R. (1937): Geology and mineral deposits of Freegold Mountain, Carmacks District, Yukon. GSC Memoir 214.
- Tenney, D. (2001a): Notes on Visit to Caribou Creek Gold Property, June 2000, Jan. 21, 2001.
- (2001b): Notes on Caribou Creek, Feb. 19, 2001.
- Wallis, J.E. (1990): Bulk test plan, Sayre - Caribou Gold Project, Carmacks, Yukon; for Sayre Developments Inc.

APPENDIX II

Sample Descriptions

**CARIBOU CREEK PROJECT, Yukon Territory
2004 SAMPLE DESCRIPTIONS AND RESULTS**

SAMPLE		NAD 83	ZONE 8			Au	Ag	As	Cu	Pb	Zn
No.	LOCATION	EASTING	NORTHING	TYPE	GEOLOGY	g/t	ppm	ppm	ppm	ppm	ppm
390204	Old Mill	386320	6904765	grab	crushed rock from old mill consisting of quartz and graphitic siltstone at old mill	136.0	28.3	30	8	114	30
390205	Adit	386202	6904846	1.7m chip	quartz stockwork/vein zone in silicified graphitic siltstone at south end of adit	54.8	8.3	35	4	56	15
390206	Adit	386202	6904846	1.2m chip	quartz stockwork/vein zone in silicified graphitic siltstone at north end of adit	5.68	1.5	50	3	116	11
390207	Open Cut	386230	6904804	grab	quartz stringers/stockwork in sericite altered rhyolite from open cut (hanging wall of vein zone?)	0.04	0.6	10	5	44	21
71852	Upland Float Zone	385745	6905205	grab	Rx: composite grab of vein float (quartz and small black sed clasts)	1.39*	2.0	35	12	206	10
71853	Upland Float Zone	385754	6905191	grab	Rx: composite grab of vein float (quartz and small black sed clasts)	0.28*	0.5	15	7	80	5
71854	Upland Float Zone	385695	6905204	grab	Rx: composite grab of vein float (quartz and small black sed clasts)	3.76*	5.7	60	14	800	12
						* denotes metallic screen					

APPENDIX III

Geochemical Procedure and Results

Analytical Procedure

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.

METALLIC GOLD ASSAY

Samples are catalogued and dried. Rock samples are two stage crushed to minus 10 mesh, then split to achieve a 250 gram (approximate) sub sample. The sample is pulverized to 95% - 140 mesh. The sample is weighed, then rolled and homogenized and screened at 140 mesh.

The -140 mesh fraction is homogenized and 2 samples are fire assayed for Au. The +140 mesh material is assayed entirely. The resultant fire assay bead is digested with acid and after parting is analyzed on a Perkin Elmer atomic absorption machine using air-acetylene flame to .03 grams/t detection limit.

The entire set of samples is redone if the quality control standard is outside 2 standard deviations or if the blank is greater than .015 g/t.

The values are calculated back to the original sample weight providing a net gold value as well as 2-140 values and a single +140 mesh value.

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.

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.

K:Methods/methicp K:methods/methauas

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 2004-1934

Bushmaster Exploration Services
Box 31293
Whitehorse, Yukon
Y1A 5P7

Attention: Bill Harris

No. of samples received: 3
Sample type: Rock
Submitted by: R. Robertson
Project: Caribou Creek

Values in ppm unless otherwise reported

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
1	71852	2.0	0.16	35	75	<5	0.04	<1	1	179	12	0.85	<10	0.03	49	143	0.01	5	210	206	<5	<20	35	<0.01	<10	18	<10	<1	10
2	71853	0.5	0.15	15	430	<5	0.03	<1	<1	153	7	0.43	<10	<0.01	31	53	<0.01	3	90	80	<5	<20	13	<0.01	<10	5	<10	<1	5
3	71854	5.7	0.12	60	90	<5	0.02	<1	<1	157	14	0.50	<10	<0.01	48	39	<0.01	4	160	800	<5	<20	17	<0.01	<10	11	<10	<1	12

QC DATA:

Resplit:																													
1	71852	1.8	0.16	35	75	<5	0.04	<1	<1	174	13	0.84	<10	0.03	57	140	0.01	4	190	204	<5	<20	35	<0.01	<10	17	<10	<1	9
Standard:																													
GEO '04		1.5	1.50	55	155	<5	1.52	<1	18	63	86	4.12	<10	0.81	637	<1	0.02	28	760	24	<5	<20	51	0.11	<10	63	<10	9	73

JJ/jm
df/1931

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:																														
<i>Repeat:</i>																														
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
<i>Resplit:</i>																														
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
<i>Standard:</i>																														
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 2004-1934

Bushmaster Exploration Services
Box 31293
Whitehorse, Yukon
Y1A 5P7

16-Dec-04

Attention: Bill Harris

No. of samples received: 3
Sample type: Rock
Submitted by: R. Robertson
Project: Caribou Creek

Metallic Assay

ET #.	Tag #	Au (g/t)	Au (oz/t)
1	71852	1.39	0.040
2	71853	0.28	0.008
3	71854	3.76	0.110

QC DATA:

Standard:

SH13	1.34	0.039
------	------	-------

Metallic Gold Screen Assay

E.T. No.	Gold Values (g/t)		
	+140 mesh	- 140 mesh	total
1934-1	4.69	1.36	1.39
1934-2	0.25	0.28	0.28
1934-3	41.55	3.30	3.76

JJ/jm
XLS/04

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

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:								
<i>Repeat:</i>								
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					
<i>Resplit:</i>								
1	390204	290	8.457					
<i>Standard:</i>								
SH13		1.33	0.039					
Pb106				58.4	1.70	0.62	0.52	0.84

JJ/jm/sc
XLS/04

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

APPENDIX IV
Statement of Expenditures

Wages:	J. Pautler	1 day @ 500.00/day	\$ 500.00
	Ron Robertson	2 days @ 400.00/day	800.00
	Bill Harris	4 days @ 300.00/day	1,200.00
	Mathius Bindig	1 day @ 250.00/day	250.00
	Daniel Schuneman	1 day @ 250.00/day	250.00
		Total: 9 man-days	\$ 3,000.00
Trenching (including fuel):		1 day @ \$1,000/day + \$200. fuel George Wilson, Carmacks, Yukon	1,200.00
Geochemistry:	7 rocks	Au, ICP	
	4 rock assays	Au	
	3 metallic screen	Au	
		Total:	196.00
Shipping:			60.00
Equipment Rental:	Truck	6 days @ 100./day	600.00
	ATV	4 days @ 75./day	300.00
		Total:	900.00
Fuel:			400.00
Camp cost:	(propane, supplies, satellite phone)		
	15 man-days @ 10./md		150.00
Groceries:	16 man-days @ 35./md		560.00
Field Supplies:	(flagging tape, thread, sample bags)		
	9 man-days @ 15./md		135.00
Mobilization, demobilization:	(6 man-days within Yukon)		1,501.00
Copying:			100.00
Report & Drafting:			<u>\$ 2,000.00</u>
GRAND TOTAL:			\$ 10,202.00
Total Amount Applied for Assessment			\$ 9,000.00

APPENDIX V
STATEMENT OF QUALIFICATION

I, Jean Marie Pautler, do hereby certify that:

- 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 (APEGBC Reg. No. 19804).
- 4) I am a geologist with more than twenty-five years of experience in the Canadian Cordillera.
- 5) This report is based upon my personal knowledge of the region, a review of previous data and work conducted on the property between September 18 and October 31, 2004.
- 6) I have no direct or indirect interest in the Caribou Creek property, which is the subject of this report.

Jean Pautler, P.Geo.
JP Exploration Services Inc.
#103-108 Elliott St
Whitehorse, Yukon
Y1A 6C4