

**ASSESSMENT REPORT ON THE
Rac 1-4 Claims**

Mac Pass Area, Yukon

**Mayo Mining District, Yukon
Work completed on July 1-3rd, 2006**

Claims: RAC 1-4 (YC11071-YC11074)

Location: 1. 336 km NE of Whitehorse, Yukon
2. NTS Map Area 105 O/01
3. Latitude: 63° 04' 20"N
Longitude: 130° 11' 15" W

For: **Nemo Creek Holdings Ltd**
141 Edgar Road
Salmon Arm, B.C.,
V1E 2Y2

By: R. Allan Doherty, BSc., P.Geo.
Aurum Geological Consultants Inc.
106A Granite Road
Whitehorse, Yukon
Y1A 2V9

June 15, 2007

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1. SUMMARY

A Certificate of Work was filed for work completed on the RAC 1-4 claims (YC11071-YC11074) on December 8, 2006. Work costs of \$908.75 were incurred on the RAC 1-4 claims and included prospecting, mapping, rock sampling and analysis. All work was completed between July 1-3, 2006.

The claims are accessible from Whitehorse via the Klondike and Campbell highways to Ross River and then by the North Canol Road to km 150 where the road intersects the claim block. The property is accessible on a seasonal basis by road from approximately early June through late September, depending on when the Ross River Ferry is operating. The property is a target for sedimentary barite, which can be used as a drilling mud for the oil and gas industry.

The claims lie within the Selwyn Basin, part of the Ominica Belt. The Selwyn Basin consists of a prism of sedimentary rocks of Precambrian to Jurassic age deposited along the western margin of ancient North America.

2. INTRODUCTION AND TERMS OF REFERENCE

This report was prepared to fulfil the reporting requirements under the Yukon Quartz Mining Act. The author spent three days at a camp on the North Canol road with Terry McCrory the property owner and retired prospector and Herb Lyons. Work included claim tagging, prospecting and sampling.

Exploration work, carried out in 2006 on the Rac claims consisted of prospecting and sampling and claim tagging and GPS surveys of claim post locations.

3. PROPERTY DESCRIPTION AND LOCATION

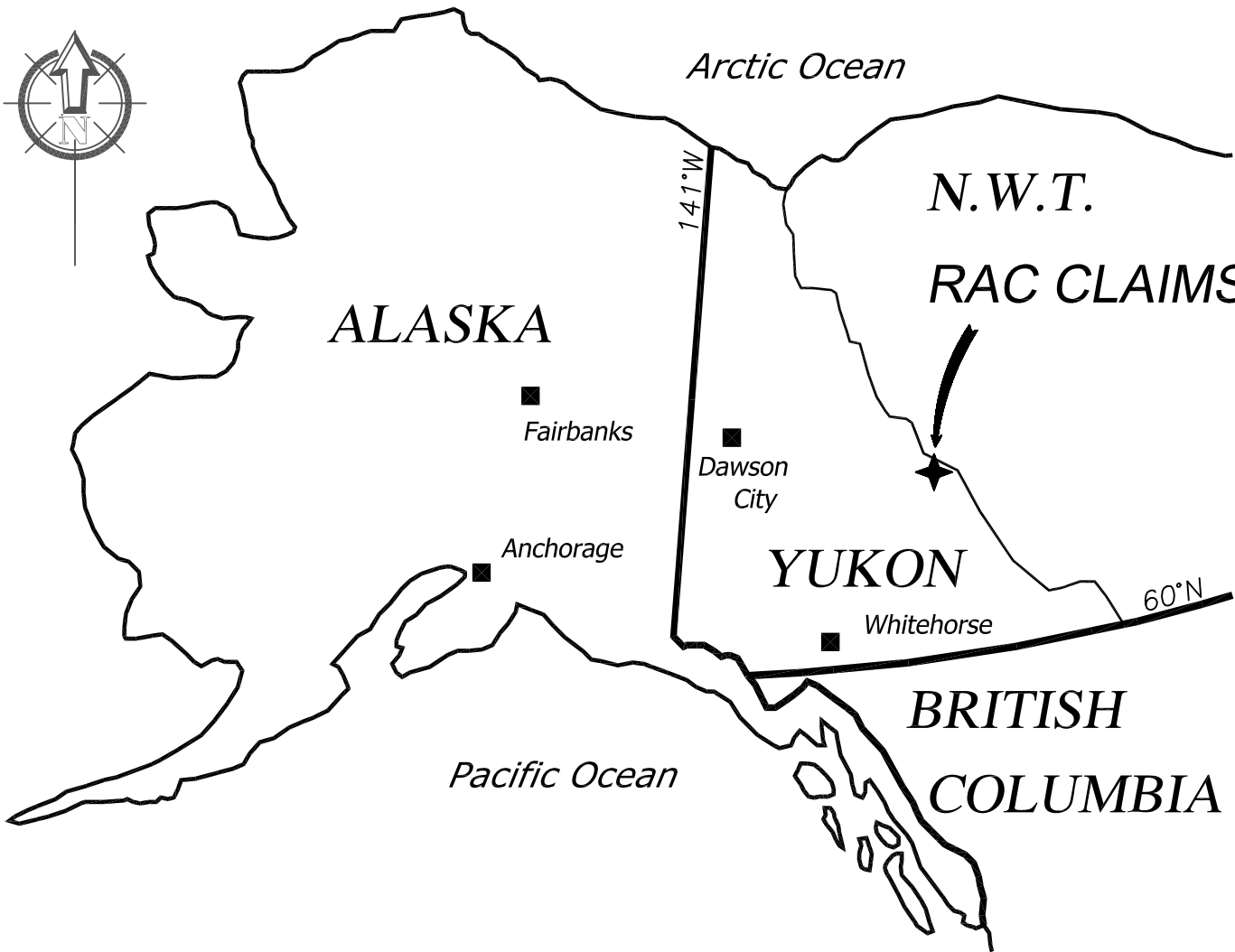
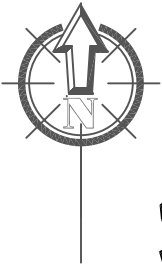
The Rac 1-4 claims are located 336 km northeast of Whitehorse, Yukon (Figure 1, 2). The claims, covering an area of approximately 40 hectares, are centred at approximately 63° 04' 20"N latitude and 130° 11' 15" W longitude within NTS map area 105 O/01.

The Claim data as of June 15, 2007 is shown in Table I below.

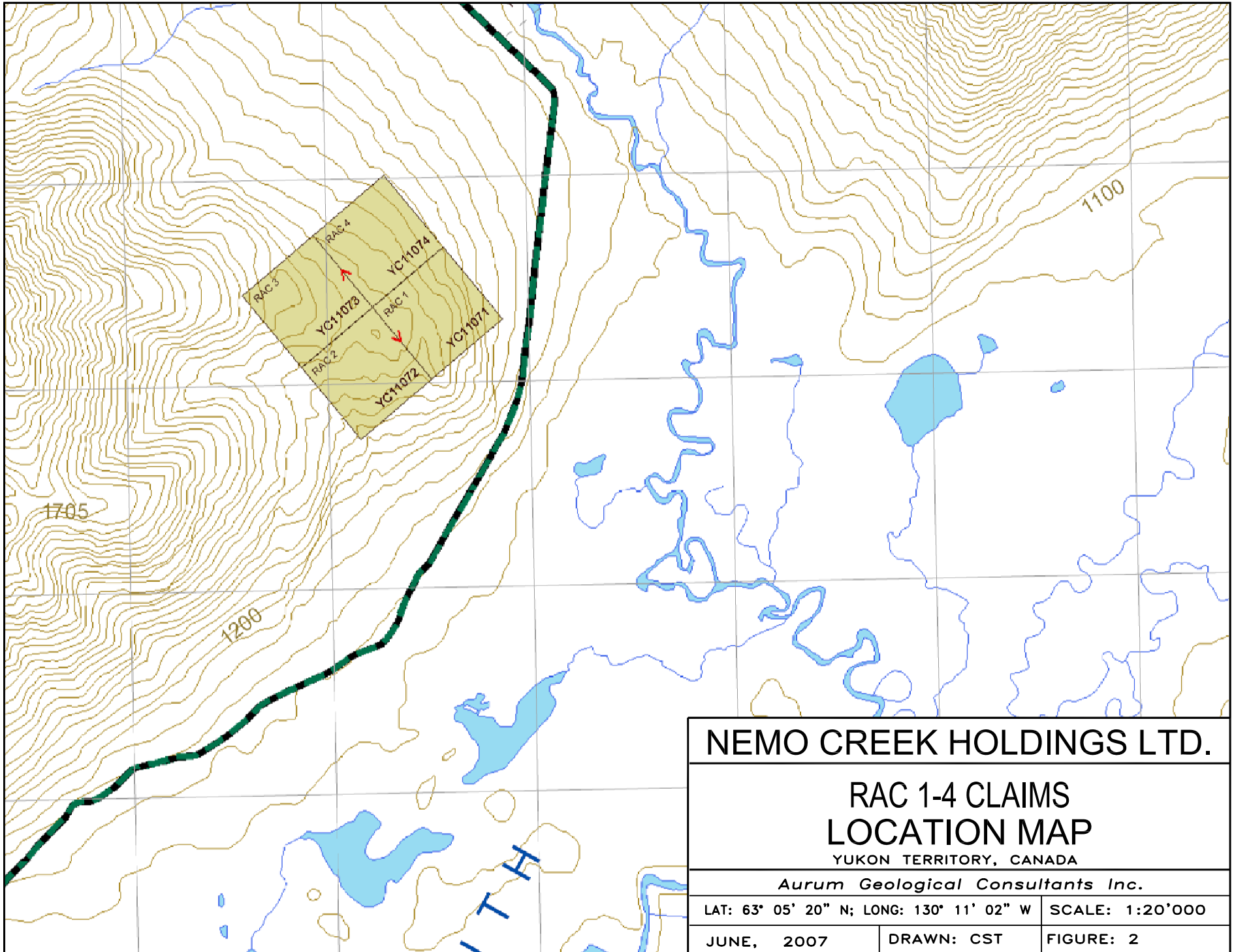
CLAIM NAME	GRANT NUMBERS	No. CLAIMS	MINING DISTRICT	EXPIRY DATE* (yr/mo/day)
RAC 1-4	YC11071-YC11074	2	Mayo	2008-12-17

- The expiry dates are subject to approval of this assessment report.

In accordance with the Yukon Quartz Mining Act, yearly extensions to the expiry dates of quartz claims are dependent upon conducting \$100 of work per claim or paying the equivalent cash in lieu of work. Work must be filed in the year the work was completed. Excess work can be used to extend expiry dates up to maximum of four years. Filing a statement of work and costs and submission of an assessment report to the Mayo Mining Recorder verifying completion of the work, are also required no later than six months after the anniversary date of the claim.



NEMO CREEK HOLDINGS LTD.		
RAC 1-4 CLAIMS LOCATION MAP		
YUKON TERRITORY, CANADA		
<i>Aurum Geological Consultants Inc.</i>		
LAT: 63° 05' 20" N; LONG: 130° 11' 02" W		SCALE:
JUNE, 2007	DRAWN: CST	FIGURE: 1



4. ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY

Access to the property is by the seasonal North Canol road, a distance of some 150 km northeast of Ross River. Ross River is the closest community and provides basic amenities such as lodging and gasoline and groceries. Apart from the North Canol Road, there is no other infrastructure in the immediate area.

5. HISTORY

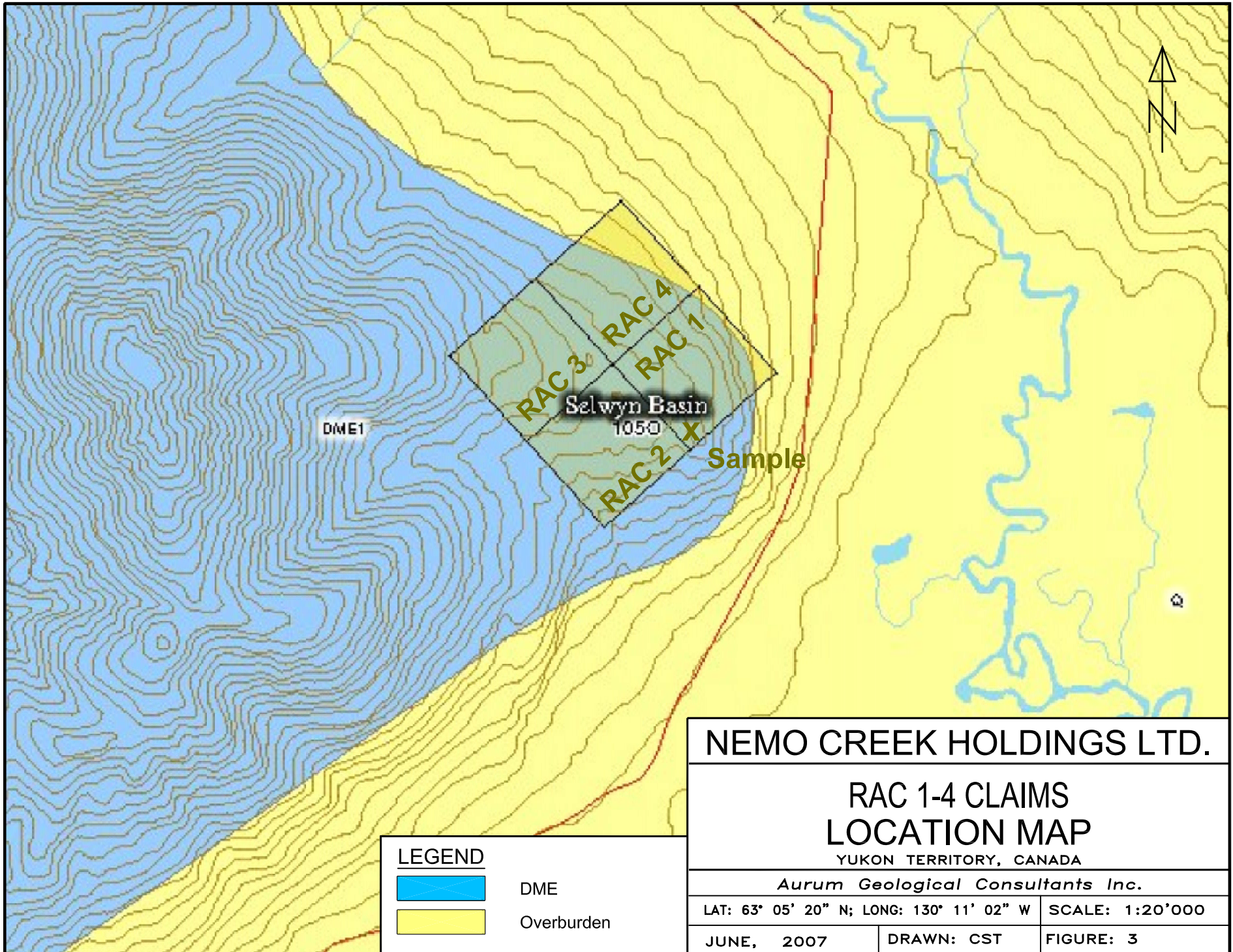
The area covered by the Rac claims was first staked in 1975 by the Ogilvie Joint Venture (Brinco, Mitsubishi Metals Corp and Ventures West Capital Ltd). The exploration target was for SEDEX Pb-Zn-Ag and the companies completed mapping, geochemistry and EM and gravity surveys from 1975-1976.



6. REGIONAL AND PROPERTY GEOLOGY

The claims are situated within the Selwyn Basin, part of the Ominica Belt (Wheeler, et al., 1991), Figure 3. The Selwyn Basin as described by Abbott, 1986 is used here to define the part of the cordilleran miogeocline comprised of Precambrian to Jurassic sedimentary rocks, deposited along the western margin of ancient North America. The eastern margin of the basin is marked by the Paleozoic shale - carbonate contact while the western margin is defined by the Teslin fault or suture. The sedimentary basin was active from the late Proterozoic to Middle Jurassic time (Abbott, 1986). All of the large stratabound, sediment hosted lead - zinc deposits in the northern Canadian Cordillera are found within the Selwyn Basin.

Locally on the RAC claims, there is primarily black shale exposed with some cherts and bedded barite up to 1.5 m in thickness. The barite bed is located on the southwest corner of the Rac 1 claim

Two sample of bedded barite was collected from float on the RAC 1 claim and was submitted for analyses to Acme Analytical Laboratories Ltd. The sample contained 54.66 and 50.19 % Ba(F) and 6.18 and 14.15% SiO₂ respectively.



LEGEND	
	DME
	Overburden

NEMO CREEK HOLDINGS LTD.		
RAC 1-4 CLAIMS LOCATION MAP		
YUKON TERRITORY, CANADA		
<i>Aurum Geological Consultants Inc.</i>		
LAT: 63° 05' 20" N; LONG: 130° 11' 02" W		SCALE: 1:20'000
JUNE, 2007	DRAWN: CST	FIGURE: 3

7. MINERALIZATION

Sedimentary-hosted, stratiform or lens-shaped barite bodies that may reach over ten metres in thickness and several kilometres in strike length are exploration target on the JJ, Gary and Rac claims. Barite-rich rocks are commonly lateral distal equivalents of shale-hosted Pb-Zn (SEDEX) deposits. Some barite deposits are not associated with shale-hosted Zn-Pb deposits.

8. INTERPRETATION AND CONCLUSIONS

One day of prospecting and sampling on the Rac claims has shown that the claims are primarily underlain by grey, black, and laminated black siltstones, black fissile shale and sedimentary barite layers up to 1.5 m thick and outcropping over a 50 m strike. Quaternary till with only minor outcrop and float on the eastern margin of the claims. One barite showing was located on the southwest corner of Rac 1 claim.

The RAC 1-4 claims should be further investigated by detailed mapping and sampling along the barite horizon.

Respectfully submitted,

R. Allan Doherty, P.Geol.
June 15, 2007

9. REFERENCES

- Abbott, J.G., Gordey, S.P., Tempelman-Kluit D.J.**, 1986. Setting of stratiform, sediment - hosted lead - zinc deposits in Yukon and Northeastern British Columbia; *in* Mineral Deposits of Northern Cordillera, ed. J.A. Morin, The Canadian Institute of Mining and Metallurgy, Special volume 37, p.1-18.
- Wheeler, J.O. and McFeely, P.**, 1991. Tectonic Assemblage Map of the Canadian Cordilleras and Adjacent parts of the United States of America; Geological Survey of Canada, Map 1712A, scale 1:2,000,000.
- Yukon Minfile**, 1993. WP 5.1 Version, 15, Feb/93; Exploration and Geological Services, Department of Indian and Northern Affairs, Whitehorse Yukon.

10. CERTIFICATE OF QUALIFICATIONS

I, R. Allan Doherty, hereby certify that:

1. I am a consulting mineral exploration geologist with AURUM GEOLOGICAL CONSULTANTS INC., 106A Granite Road, Whitehorse, Yukon, Y1A 2V9.
2. I am a graduate of the University of New Brunswick, with a degree in geology (Hons. B.Sc., 1977). I attended graduate school at Memorial University of Newfoundland, 1978-80. I have been involved in geological mapping and mineral exploration primarily in the Yukon continuously since 1980.
3. I am a “Qualified Person” as defined in Sec 1.2 of National Instrument 43-101.
4. I am a member in good standing of the Association of Professional Engineers and Geoscientists of the Province of British Columbia, Registration No. 20564, and have been registered as a Professional Geologist since 1993.
5. I am author of this assessment report on the Rac 1-4 Claims. The report is based on a literature review and on a property visit conducted on July 1-3rd, 2006..
6. I am the author of all sections of this report.
7. I am not aware of any material fact or material change with respect to the subject matter of this technical report, which is not reflected in the technical report; the omission to disclose makes the technical report misleading.
8. I am independent of the Issuer and have no direct or indirect interest in the properties or securities of Nemo Creek Holdings Ltd., or affiliated companies, nor do I expect to receive any.
9. I have had direct involvement with the exploration programs conducted on the area discussed in this report both for prior property owners and for Acero-Martin Exploration Inc. I am familiar with the Tombstone gold deposit model and have experience writing Qualifying Reports and conducting evaluations of mineral properties.

R. Allan Doherty, P. Geo.

June 15, 2007

11. STATEMENT OF COSTS

RAC 1-4 (YC11071-YC11074)

A Certificate of Work was filed on December 8, 2002 requesting 8 renewal years on the RAC 1-4 Claims (YC11071-YC11074). The required value of work is \$800.00. Crew mobilized to the Property on July 1st, worked on the RAC 1-4 on July 3rd and demobilized on July 4th. Work consisted of mobilization and demobilization of crew, camp and provisions, prospecting, mapping and rock sampling.

Property Work

R. Allan Doherty, P. Geo, July 3rd, 2006, 1 day @ \$500/day	\$ 500.00
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Rock Sampling (2 samples @\$25 each includes shipping)	\$ 50.00
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Mobilization and Demobilization (July 1 and July 4th)

Vehicle Rental (Norcan Leasing Ltd #14783)	\$ 274.62
Gasoline	\$ 84.13
Camp and food costs (2 man days @ \$25/day)	\$ 50.00

Report Costs	\$ 500.00
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Total Value for Assessment	\$ 908.75
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R. Allan Doherty, P. Geo

June 15, 2007

Appendix A

**Acme Analytical Laboratories Ltd
#A608125**

ACME LABS-X06
ACME # A608125: AURUM



Report date: 07 DEC 2006

Job V06-1144R

LAB NO	FIELD NUMBER	SiO2 %	TiO2 %	Al2O3 %	Fe2O3 %	FeO %	MnO %	MgO %	CaO %	Na2O %	K2O %	P2O5 %	Ba(F) %	LOI %	Total %
R0655562	RAC-02	6.81	0.02	0.80	0.20		0.01	0.01	0.04	0.01	0.01	0.01	54.66	0.32	62.90
R0655563	RAC-01	14.15	0.02	0.83	0.46		0.01	0.01	0.02	0.01	0.02	0.01	50.19	1.00	66.73

l=insufficient sample

If requested analyses are not shown, results are to follow

ANALYTICAL METHODS

FeO determined by acid digestion /volumetric.LOI determined gravimetrically

Other elements by Li borate fusion/XRF. Where no FeO value shown "Fe2O3" is total Fe as Fe2O3

COMMENTS

Low totals are due to high sulfur content