094971

GEOLOGICAL REPORT

for the

TARGET EVALUATION 05-043
BLENDE DEPOSIT AREA – FAR EAST ZONE

Mayo Mining Division, Central Yukon Territory
Mapsheets 106-D-07
Center of Work
Latitude 61° 42` N, Longitude 132°25`W
NTS 7141120 N / 515750 E

Prepared for:
Chris Gallagher
EAGLE PLAINS RESOURCES LTD.
Suite 200, 16-11th Ave. S.
Cranbrook, B.C. V1C 2P1

By

Charles C. Downie, P.Geo
716 Summit Place
Cranbrook, BC V1C 5L4

JANUARY 20 2006

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SUMMARY

Target Evaluation 05-043 was implemented to evaluate the area surrounding the Far East Zone of Eagle Plains Resources Blende deposit. Work by Eagle Plains in 2004, funded through a YMIP Focused Regional Module, identified anomalous base metal geochemistry as well as a new base metal showing east of the main Blende deposit. The objective of the 2005 work was to better identify and define the geology and mineralization in this area.

The Blende property consists of 100 claims staked under the regulations of the Yukon Quartz Mining Act of 1924. The project is 70km from the all-weather highway at the mining town of Elsa which itself is 600km from tidewater at the port of Skagway, Alaska. A winter trail has been constructed to link the property to the established Wind River Trail right-of-way. The claims are administered by the Mayo Mining Recorder and are centered at Latitude 62° 24` N /Longitude 134° 42` W. The claims are owned 100% by Eagle Plains Resources Ltd.

The Blende deposit consists of lead-zinc-silver mineralization within a dolomitic carbonate host. The mineralization is contained in an anastomosing, structurally controlled vein system that has been traced on surface for more than 6km. The mineralized zone can be up to 200m wide and has a vertical extent of at least 600m.

The Blende property has had extensive geochemical, geophysical, geological and trenching programs and a total of 94 diamond drill holes (16499.7 meters - 54130 feet) were completed from 1988 - 1994. Environmental baseline studies were conducted throughout 1990-1991.

Preliminary petrographic, polished section and metallurgical work has been completed on drill core. Academic research has been carried out by the Geological Survey of Canada, the Geological Branch of the Yukon Government, Carleton University and the University of British Columbia.

Systematic diamond drilling has been concentrated in two areas known as the West and East Zones. The West Zone is exposed at the 1800m elevation where it comprises multiple en echelon zones of mineralization with variable southward dip that have an aggregate strike of at least 800 metres from 9+700E-10+500E and are drill tested to a maximum of 300-400 metres down dip. The West Zone remains open both to the west and down dip. The West Zone is estimated to contain an in-situ geological resource of about 15.3Mt of variably oxidized galena-sphalerite-pyrite which grades at 2.14% PbS, 1.09% Pb (non-sulphide), 2.25% ZnS, 0.79% Zn (non-sulphide) and 1.97 opt Ag. The West Zone mineralization is amenable to open pit mining methods. Potential pit designs generated in-house by Billiton Metals Canada suggest that a large portion of the West Zone is accessible at a stripping ratio of about 4.5: 1.

The East Zone is exposed at the 1200-1300m elevation where it comprises one major and several minor zones of mineralization which are defined both along strike and to depth from about 12+450E to 12+900E. Additional geochemical and geophysical anomalies remain untested in rugged terrain east of the known East Zone mineralization (Far East Zone). The East Zone contains an in-situ geological resource of about 4.3Mt of relatively non-oxidized sphalerite-galena-pyrite which grades at 1.12% PbS, 0.19% Pb (non-sulphide), 2.99% ZnS, 0.06% Zn (non-sulphide) and 0.44 opt Ag. The East Zone mineralization is also amenable to open pit mining methods, at a stripping ratio of about 3:1.

Review of past data by Eagle Plains indicates that some of the higher grade mineralization already delineated on the Blende may also be amenable to smaller scale underground mining methods. There is also potential for bonanza grade Keno type silver mineralization that was intersected in a single 1991 drillhole and has never been followed up.

In 2002 Eagle Plains Resources conducted a one day work program which consisted of a property examination by Tim Termuende, P. Geo. The purpose was to assess property infrastructure including road access, core storage, drillsite locations, camp equipment and materials. The examination confirmed that the winter road appeared to be in relatively good condition, the core is securely stored and a number of unused drill pads constructed in the area of the 1991 drilling program remain intact. In 2002 Eagle Plains also acquired all available data from past work programs on the Blende property including programs by Archer Cathro and Billiton Metals Canada. A data compilation using a Geographic Information System was commenced and was expanded upon to form the conclusions for this report.

The 2004 Focused Regional Module 04-072 field program in the Blende area involved prospecting and limited geological mapping in addition to silt and soil geochemical analyses. The target area was the Far East Zone of the Blende deposit. Historic fieldwork had identified the target area, but failed to find an in-situ mineral occurrence. A total of 7 silt samples, 51 soil samples and 15 rock samples were collected within an approximately 4 square kilometer area. Analytical results from the 2004 program indicated anomalous values in the silts, soils and rocks. The program was successful in identifying a new in-situ mineral occurrence (the Shanghai) which led to additional claim staking in the Far East Zone. Further work was recommended including more prospecting in the headwall area of the cirque to locate additional mineralization. The total cost of the 2004 Focused Regional Module was $20,630.60

2005 work at the Blende project by Eagle Plains involved a 12 day field program under the direction of Robert J. Sharp, P.Geol. and C.C. Downie, P.Geo. Fieldwork included relogging of historical drill core on site, prospecting and sampling in the Far East Zone area, and GPS surveying of some existing drill collars and roads. During the course of the program, the property was visited by Dr. Elizabeth Turner, Laurentian University, and Dr. Sarah Gleeson, University of Alberta. Late in the season, a short helicopter supported gravity survey was completed on part of the property by Aurora Geosciences of Whitehorse, YT.

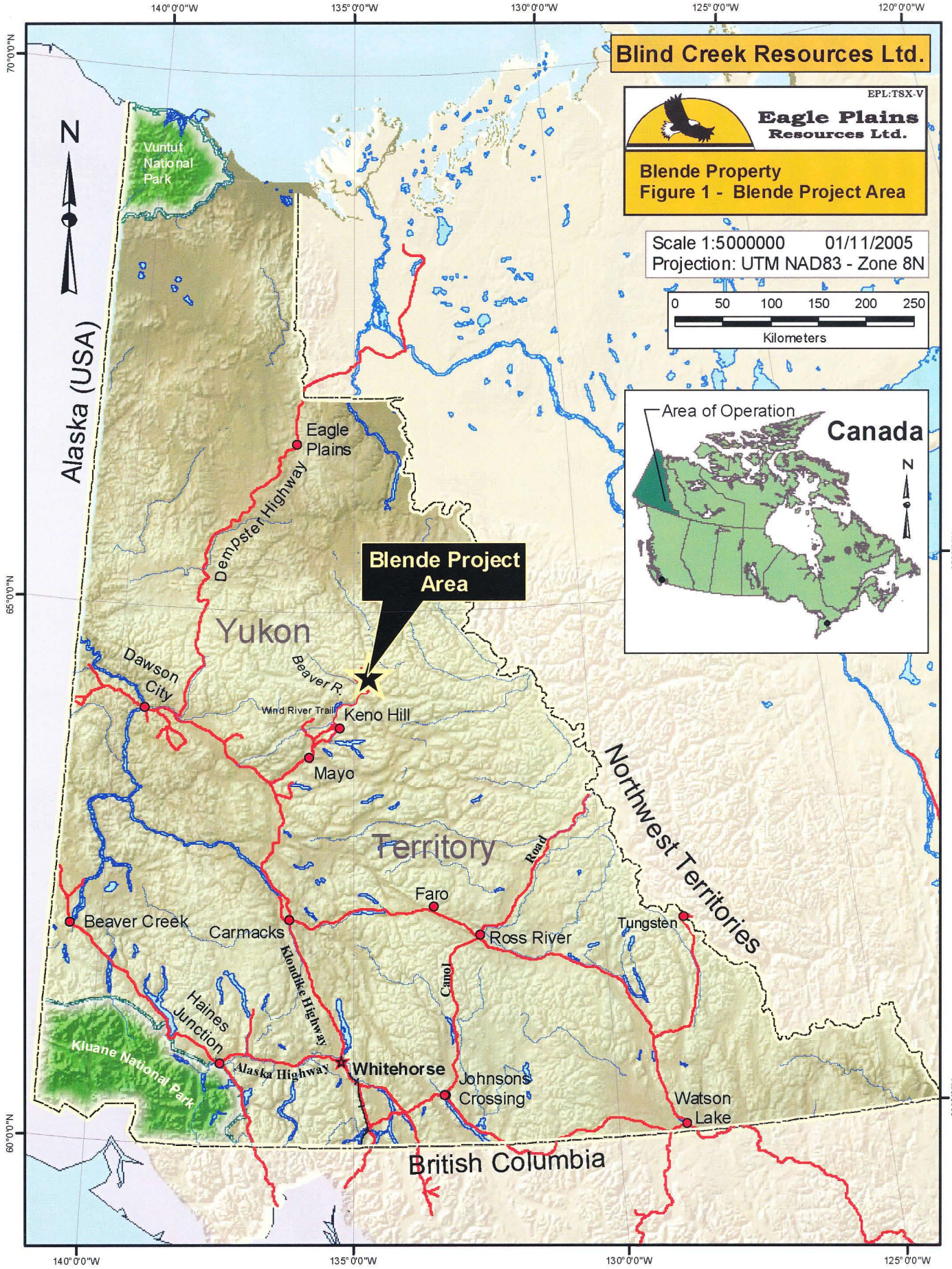
The 2005 program confirmed the potential of the far East Zone to host significant base metal mineralization. The source of the copper mineralization discovered in float during the 2004 program was located and soil geochemistry extended the anomalous horizon to the east. Further work is recommended for the property including more mapping and prospecting to define targets for diamond drill testing.

Eagle Plains Resources expenditures on the Blende property in 2005 were approximately $180,000.00, with $31,356.79 allocated to the Far East Zone.

LOCATION AND ACCESS (Figure 1, following page)

The Target Evaluation 05-043 area of interest is centered on Mount Williams, a prominent peak in the southern Wernecke Mountains which form the divide between the Yukon River watershed to the south and MacKenzie River drainages to the north. Local elevations range from 1130 to 1875 m above sea level.

The project area lies 67 km northeast of the mining community of Elsa and is accessible by helicopter or a 70 km winter trail. The first 60 km of the land route follows the Wind River Trail, an established winter road that joins the government-maintained, all-weather road system at McQuesten Lake, some 20 km northeast of Elsa. Approximately 9 km of four-wheel drive roads were built in 1989 from the camp to the main areas of interest on the property and another 2 km were built in 1990 to provide access to drill sites. Total road distance from Blende to the seaport of Skagway, Alaska is about 729 km which compares favorably with other lead-zinc deposits in the Yukon and Northern B.C. such as: Faro (536 km), Logan (592 km), Hundere (706 km), Tom-Jason (777 km), Howards Pass (978 km), and Cirque (1216 km to the nearest seaport at Prince Rupert, B.C.). An under-utilized hydroelectric dam, which formerly provided power to the United Keno Hill Mines Ltd. operation at Elsa, is located near Mayo, some 110 km by road from the property.


Blind Creek Resources Ltd.
EPL:TSX-V
Eagle Plains Resources Ltd.
Blende Property
Figure 1 - Blende Project Area
Scale 1:5000000 01/11/2005
Projection: UTM NAD83 - Zone 8N
0 50 100 150 200 250
Kilometers
Area of Operation
Canada
N
Blende Project Area
Alaska (USA)
Yukon
Territory
Northwest Territories
British Columbia
Vuntut National Park
Kluane National Park
Eagle Plains
Dempster Highway
Dawson City
Beaver R.
Wind River Trail
Keno Hill
Mayo
Beaver Creek
Carmacks
Klondike Highway
Haines Junction
Alaska Highway
Whitehorse
Faro
Road
Ross River
Canol
Tungsten
Johnsons Crossing
Watson Lake
140°0'0"W
135°0'0"W
130°0'0"W
125°0'0"W
120°0'0"W
70°0'0"N
65°0'0"N
60°0'0"N

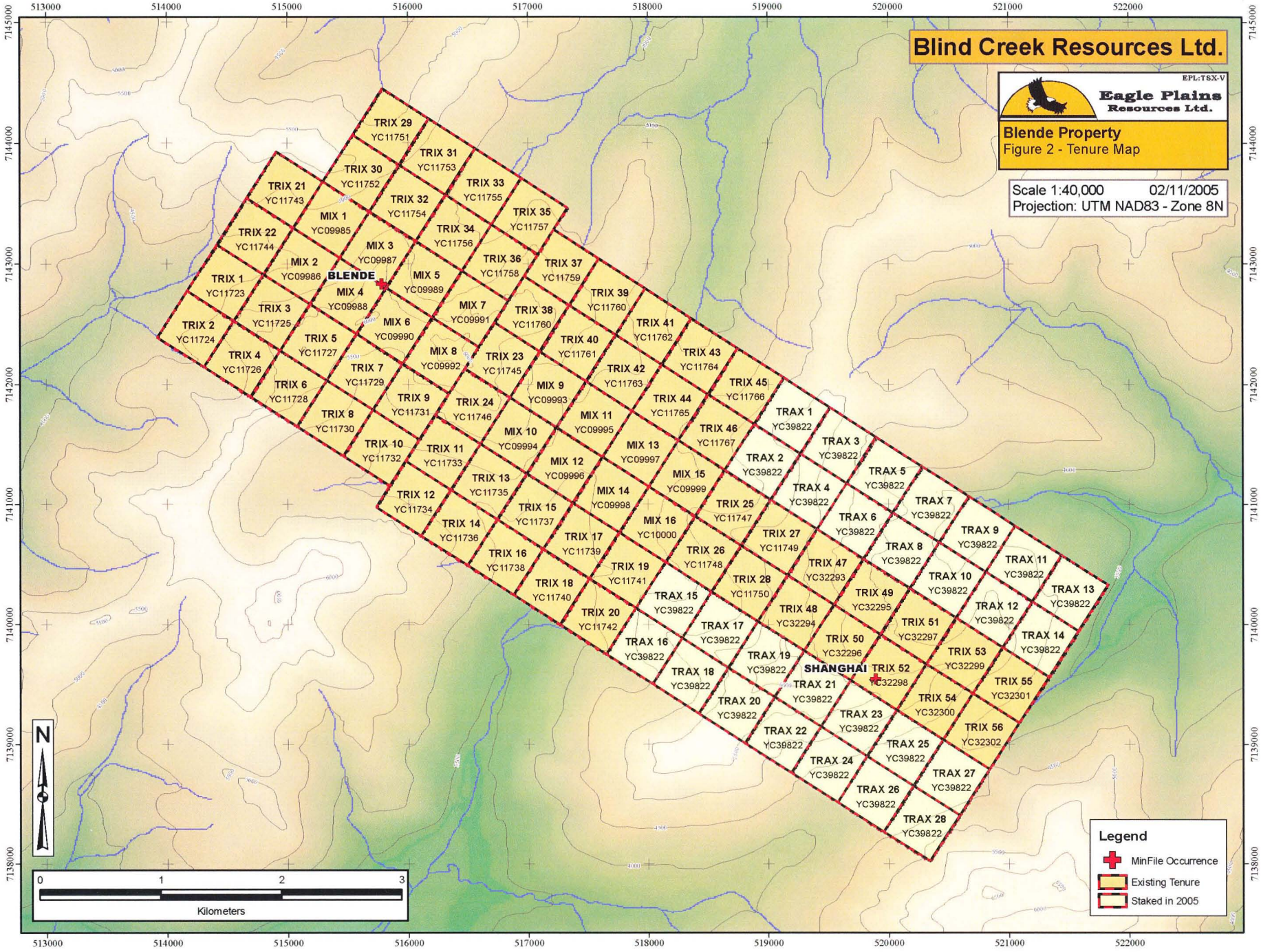
TENURE (Figure 2, following page)

The Blende property consists of 100 claim units staked under the regulations of the Yukon Quartz Mining Act of 1924. The property is owned 100% by Eagle Plains Resources, subject to a 1% NSR payable to Bernie Kreft of Whitehorse, YT.

West, Central, East, and Far East Zone

Claim Names	Grant Number	Expiry Date
Mix 1-16	YC099985-100	March 28, 2008
Trix 1-46	YC 11723-768	April 04, 2007
Trix 47-56	YC32293-302	August 10, 2010
Trax 1-28	YC39822-849	September 21, 2006

100 claims Approx 2087 hectares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Eagle Plains Resources Ltd.
Blende Property
Figure 2 - Tenure Map
Scale 1:40,000 02/11/2005
Projection: UTM NAD83 - Zone 8N
BLENDE
SHANGHAI
TRIX 1 YC11723
TRIX 2 YC11724
TRIX 3 YC11725
TRIX 4 YC11726
TRIX 5 YC11727
TRIX 6 YC11728
TRIX 7 YC11729
TRIX 8 YC11730
TRIX 9 YC11731
TRIX 10 YC11732
TRIX 11 YC11733
TRIX 12 YC11734
TRIX 13 YC11735
TRIX 14 YC11736
TRIX 15 YC11737
TRIX 16 YC11738
TRIX 17 YC11739
TRIX 18 YC11740
TRIX 19 YC11741
TRIX 20 YC11742
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TRIX 25 YC11747
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TRIX 29 YC11751
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TRIX 44 YC11765
TRIX 45 YC11766
TRIX 46 YC11767
TRIX 47 YC32293
TRIX 48 YC32294
TRIX 49 YC32295
TRIX 50 YC32296
TRIX 51 YC32297
TRIX 52 YC32298
TRIX 53 YC32299
TRIX 54 YC32300
TRIX 55 YC32301
TRIX 56 YC32302
MIX 1 YC09985
MIX 2 YC09986
MIX 3 YC09987
MIX 4 YC09988
MIX 5 YC09989
MIX 6 YC09990
MIX 7 YC09991
MIX 8 YC09992
MIX 9 YC09993
MIX 10 YC09994
MIX 11 YC09995
MIX 12 YC09996
MIX 13 YC09997
MIX 14 YC09998
MIX 15 YC09999
MIX 16 YC10000
TRAX 1 YC39822
TRAX 2 YC39822
TRAX 3 YC39822
TRAX 4 YC39822
TRAX 5 YC39822
TRAX 6 YC39822
TRAX 7 YC39822
TRAX 8 YC39822
TRAX 9 YC39822
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TRAX 28 YC39822
513000
514000
515000
516000
517000
518000
519000
520000
521000
522000
7145000
7144000
7143000
7142000
7141000
7140000
7139000
7138000
N
0
1
2
3
Kilometers
Legend
MinFile Occurrence
Existing Tenure
Staked in 2005

REGIONAL GEOLOGY (Figure 3, following pages)

The Blende area lies immediately north of a regional-scale thrust fault (Kathleen lakes Fault Zone) and is underlain by Middle to late Proterozoic, Beltian - and Windermere-equivalent marine sediments capped by Early Paleozoic Mackenzie Platform strata (Roots, 1990).

The Middle Proterozoic shelf assemblage, known as the Wernecke Supergroup, was deposited during periodic extensional events outboard from an east-west trending continental margin that lay north of the present Wernecke Mountains. Mesozoic thrust and high angle faults displaced the Wernecke Supergroup sediments northward and upward so they are now exposed in an arc extending across the central Yukon from Alaska to the Northwest Territories.

The Wernecke Supergroup has been subdivided into the Fairchild Lake, Quartet, and Gillespie lake Groups (Delaney, 1981). The Fairchild lake Group is the oldest unit and consists of about 1000 m of deep water siltstone and mudstone. It is overlain by about 3000 m of Quartet Group, stagnant basin and shallow marine, interbedded quartzite and pelitic rocks. Both groups have been deformed locally and metamorphosed to slate and phyllite. The Gillespie Lake Group overlies the older groups and consists of a 1200 m thick sequence of interbedded clastic and carbonate sedimentary rocks that progressively transform from predominantly deep water mudstone to shallow water stromatolitic dolomite.

Extensional stresses following deposition of the Gillespie Lake Group created small local basins in which late Proterozoic sedimentary rocks were deposited. In the Blende area, these strata include shale, dolomite, siltstone and minor sandstone that are stratigraphically equivalent to the Pinguicula Group which Eisbacher (1981) mapped about 40 km northeast of the property.

Paleozoic limestone and dolomite unconformably overlie the Proterozoic units and cap several ridges in the area.

A 75 km long, east-west trending belt of dioritic to gabbroic sills and dykes is developed along the north side of the Kathleen Lakes Fault Zone. These intrusions are probably Late Proterozoic in age as they intrude Gillespie Lake Group and some Pinguicula Group strata but do not cut the Paleozoic platform carbonates. More than one age of intrusion may be present.

The dominant structures are broad folds and south-dipping thrust faults which strike east-west and are related to the Late Mesozoic to Early Tertiary Laramide Orogeny. The folds generally plunge gently to the east and overprint at least one phase of earlier folding that affects the Proterozoic strata. Several generations of high angle faults have been recognized, ranging from Middle Proterozoic age structures that cut only Wernecke Supergroup rocks to relatively recent structures that postdate the Laramide Orogeny thrust faults.

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Blende Property

Figure 3a - Regional Geology

Geology after GSC OF D3826
Gordey and Makepeace, 1999
Scale 1:100,000 02/11/2005
Projection: UTM NAD83 - Zone 8N

Beaver River

WIND RIVER TRAIL

Dawson Thrust

N

0 2 4 6 8 10
Kilometers

Legend

- MinFile Location
- Road
- Claim Boudary
- Area Withdrawn from Staking

Geology Legend

Carboniferous to Permian

CPT: TSICHU: Thin to medium bedded, siliceous calcarenite, dolostone, sandy dolostone and minor grey quartzite; buff and grey weathering, thick bedded, dark grey bioclastic limestone; black to silvery shale; minor chert, and chert pebble conglomerate

Mississippian

MK: KENO HILL: Massive to thick bedded quartz arenite; thin to medium bedded quartz arenite interstratified with black shale or carbonaceous phyllite; local scour surfaces and shale intraclasts; locally foliated and lineated

Lower and Middle Devonian

DG3: GOSSAGE: Limestone and dolostone, light grey and dark brownish grey, fine to medium grained, mostly alternating dark and light coloured medium to thick beds

Ordovician to Lower Devonian

ODR: ROAD RIVER - SELWYN: Black shale and chert (1) overlain by orange siltstone (2) or buff platy limestone (3); locally contains beds as old as Middle Cambrian (4); correlations with basinal strata in Richardson Mountains include: ODR1 with CDR2 (upper part) and ODR2 with CDR4 (Road River Gp.)

Upper Cambrian and Lower Devonian

CDB1: BOUVETTE: Grey-and buff-weathering dolostone and limestone, medium to thick bedded; white to light grey weathering, massive dolostone; minor platy black argillaceous limestone, limestone conglomerate, and black shale; massive bluish-grey weathering dolostone

Upper Cambrian

uCT: TAIGA: Striped yellow and orange weathering fine crystalline, light grey limestone; light grey weathering, thick bedded and massive dolostone; minor brown and green shale

Lower to Middle Cambrian

lMCS1: SLATS CREEK: Rusty brown weathering, turbiditic, quartz sandstone with minor shale and siltstone; pale red weathering siltstone, quartzite pebble and cobble conglomerate and limestone; maroon with green argillite with minor quartzite and limestone

Upper Proterozoic to Lower Cambrian

PCH: HYLAND: Consists upwards of coarse turbiditic clastics (1), limestone (2) and fine clastics typified by maroon and green shale (3); may include younger (4) units; includes scattered mafic volcanic rocks (5)

CSM6: MARMOT: Grey- to dark grey weathering, dark volcanic rocks, many partly serpentinized, brown-weathering grey-green limy tuff and argillite, and thin-bedded brown limestone

Middle Proterozoic

mPH2: HART RIVER: Resistant dark weathering diorite and gabbro sills and dykes

mPPFI1: PINGUICULA/FIFTEEN MILE: Basal siliciclastic red laminates; thin bedded laminated and flasered limestone; laminated dolosiltite; massive white dolostone with wavy cryptalgal lamination, cross bedding, tepee structures, extensive dolomite veinlets and chert

Lower Proterozoic

lPG: GILLESPIE LAKE: Dolostone and silty dolostone, locally stromatolitic, locally with chert nodules and sparry karst infillings, interbedded with lesser black siltstone and shale, laminated mudstone, and quartzose sandstone; local dolostone boulder conglomerate

lPQ: QUARTET: Black weathering shale, finely laminated dark grey weathering siltstone, and thin to thickly interbedded planar to cross laminated light grey weathering siltstone and fine grained sandstone; minor interbeds of orange weathering dolostone in upper part

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Blende Property
Figure 3b - Regional Geology Legend

PROPERTY GEOLOGY (Figure 4, following page)

Stratigraphy

Rocks on the Blende property have been tentatively subdivided into seven sedimentary units and one intrusive unit, as described below.

Quartet Group

Only the top 200 m of the Quartet Group succession is seen on the Blende property. This unit, designated Q2, is a monotonous sequence of black slate, phyllite and argillite with minor interbedded quartzite. The Q2 rocks exhibit a pervasive micaceous cleavage which fractures to create long indurated splinters in talus. Some mappers (Delaney, 1981 and Mustard et al, 1990) have reported that the upper contact of the unit grades stratigraphically into Gillespie lake Group sediments, while Roots (1990) has observed angular relationships between the two in an area 100 km west of the property. No contacts were observed in the immediate vicinity of Blende.

Gillespie Lake Group

The Gillespie Lake Group is subdivided into two units: a deep water clastic sequence; and, a shallow water predominately carbonate package. The lower unit (G1) is about 740 m thick and consists of repeated 1 to 5 m thick cycles containing maroon or green weathering mudstone and shale beds alternated with light orange weathering dolomitic sandstone horizons. The rocks have a striped appearance in outcrop and break to form flat, rhomb-shaped talus.

The upper unit (G2) is approximately 460 m thick and hosts the main zones of silver-lead-zinc mineralization on the Blende property. It mainly consists of thick bedded grey dolomite and dolomitic mud stone containing abundant domal and columnar stromatolite beds up to 4 m thick. Fine interbeds of sandstone, shale, mudstone and chert also occur throughout the section. Oolitic beds found in several locations near the middle of the section on the property and a thin green volcanic layer noted just above the GI-G2 contact in localities off the property may be useful marker horizons. G2 rocks generally weather buff-orange to brown and break into irregularly shaped boulders.

Pinguicula Group

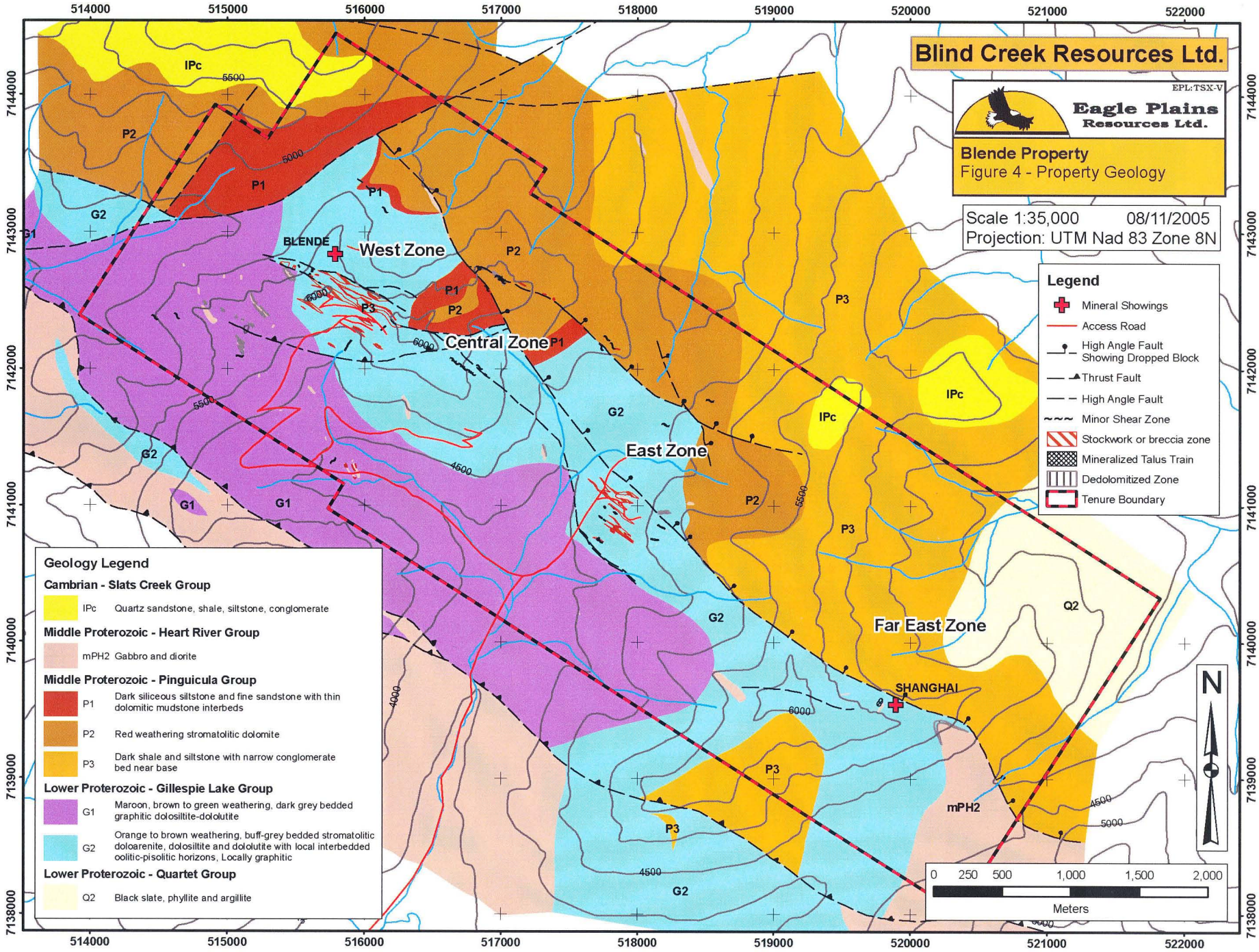
Regionally, Roots (1990) observed that no single stratigraphic section of the Pinguicula Group is representative and did not further subdivide the unit. However, on the property, three distinct sequences were noted.

Unit P1 is a 50 m thick sequence of dark siliceous siltstone and fine sandstone with thin dolomitic mudstone interbeds. The unit discontinuously overlies G2 and was probably deposited in localized basins.

Unit P2 conformably overlies PI or unconformably overlies G2. It is about 250 m thick and consists of red-brown weathering massive grey dolomite containing fine hair-like stromatolites with diagnostic small budding heads atop larger columns (Mustard et al, 1990).

Unit P3 is a 300 m thick section of dark grey weathering interbedded shale and siltstone. A narrow conglomerate horizon containing boulder- to pebble-sized clasts of gabbro and shale occurs near the base of the unit.

Several features of the Pinguicula Group pelitic rocks distinguish them from similar Quartet Group strata, including greater colour variation and presence of thin carbonate interbeds in the younger group. Pinguicula Group rocks also tend to break into small chips rather than the splintery talus characteristic of the older unit (Roots, 1990).


Blind Creek Resources Ltd.
EPL:TSX-V
Eagle Plains Resources Ltd.
Blende Property
Figure 4 - Property Geology
Scale 1:35,000 08/11/2005
Projection: UTM Nad 83 Zone 8N
Legend
Mineral Showings
Access Road
High Angle Fault Showing Dropped Block
Thrust Fault
High Angle Fault
Minor Shear Zone
Stockwork or breccia zone
Mineralized Talus Train
Dedolomitized Zone
Tenure Boundary
Geology Legend
Cambrian - Slats Creek Group
IPc Quartz sandstone, shale, siltstone, conglomerate
Middle Proterozoic - Heart River Group
mPH2 Gabbro and diorite
Middle Proterozoic - Pinguicula Group
P1 Dark siliceous siltstone and fine sandstone with thin dolomitic mudstone interbeds
P2 Red weathering stromatolitic dolomite
P3 Dark shale and siltstone with narrow conglomerate bed near base
Lower Proterozoic - Gillespie Lake Group
G1 Maroon, brown to green weathering, dark grey bedded graphitic dolosiltite-dololutite
G2 Orange to brown weathering, buff-grey bedded stromatolitic doloarenite, dolosiltite and dololutite with local interbedded oolitic-pisolitic horizons, Locally graphitic
Lower Proterozoic - Quartet Group
Q2 Black slate, phyllite and argillite
BLENDE
West Zone
Central Zone
East Zone
Far East Zone
SHANGHAI
N
0 250 500 1,000 1,500 2,000
Meters
514000 515000 516000 517000 518000 519000 520000 521000 522000
7144000 7143000 7142000 7141000 7140000 7139000 7138000

Paleozoic Carbonates

Approximately 150 m of light grey weathering carbonate strata (Unit Pc) unconformably cap the darker coloured Proterozoic assemblage in the Blende area. The base of the Paleozoic unit is marked in some areas by a thin bedded dolomite sequence tentatively correlated to the Cambrian Taiga Formation (Norris, 1982). These rocks are occasionally brecciated and exhibit siderite replacement along laminae and in fractures. Most of the Paleozoic sequence is comprised of relatively massive, light grey weathering, fine-grained dolomite with abundant open spaces that are occasionally filled with quartz. These rocks are believed to range from Cambrian to Devonian in age and are analogous to GSC units CDb or OSc elsewhere in the Wernecke Mountains.

Intrusive Rocks

A suite of dense fine to medium-grained gabbros occur periodically in drill core from both the East and West Zones and have been mapped regionally by Roots et al. as dykes, sills and plugs of "hornblende diorite" intruding rocks of the Gillespie Lake Group. On the Blende property these are amphibole (hornblende?) plagioclase gabbros with no modal quartz. Thin section examination of a core sample from the West Zone shows a secondary mineralogy of about 40% carbonate, 25% chlorite, 15% plagioclase, and 10% opaque minerals (pyrrhotite, specularite, chalcopyrite). Minor amounts of orthopyroxene (5%), quartz (4%) and sericite (1%) were also noted. The plagioclase is oligoclase (Ab 90-70).

The mafic intrusions observed in drillcore drill core are variably bleached and altered to serpentine-chlorite-talc-brucite-siderite with trace amounts of leucoxene. A relatively extensive body of gabbro was cut on section 10+400E and is demonstrated to be subhorizontal on section and up to about 15 metres thick. It shows relatively little deformation and is interpreted to crosscut and therefore post-date the mineralization on this section. This gabbro can readily be correlated with surface exposures which show that this body dips approximately to the east at about 30 degrees, is undeformed and can be traced in outcrop east as far as 10+600E. Both contacts of this gabbro are locally exposed and show narrow (5-10cm) sheared contacts with country rock indicating that intrusion did not entirely post-date deformation. This gabbro can be traced on drill section east to 10+600E at lower elevations confirming an easterly dip.

Other intercepts show gabbro with varying degrees of shearing deformation indicating their emplacement prior to the completion of the compressive tectonic episode. Despite relatively common shearing, siderite veining and alteration, Pb-Zn mineralization cannot definitively be shown to occur within gabbro. Although contacts are often sheared and altered, chilled margins have been preserved, and chilled and brecciated margins (locally hyaloclastitic) are common. Contact metamorphism and alteration surrounding the contact aureoles of gabbroic bodies varies in extent generally in proportion to the thickness/volume of the gabbro.

Veinlets of talc-brucite and serpentine are most common and extensive both within the gabbro and its aureole and varying degrees of bleaching (decarbonation reactions) are common and alter the typical buff-dark grey carbonates to pale shades of green and tan. The contacts of several of the gabbro intrusions appear to terminate against the major structural zones (sections 9+900E, 10+100E) suggesting that earlier intrusions may be controlled by the fault zones. This might indicate that gabbro dykes were intruded along normal faults through the extensional tectonic regime and later deformed in these same zones along the reactivated faults. The relatively less deformed sills and laccoliths on the Blende property were probably intruded later than the dykes. This variation in degrees of deformation of gabbro may indicate the relative ages of intrusion relative to deformation and may also indicate that intrusion of relatively homogeneous magma occurred pen contemporaneously with to deformation. Pb age dating by Godwin (Lutes, 1991) from galenas clearly associated with this sill suggest an age of 0.7-0.9 Ga. This is much younger than dates for the mineralization at 1.54 Ga.

Mineralization

Most silver-lead-zinc mineralization discovered to date on the Blende property occurs where a Middle Proterozoic age fault complex cuts Unit G2, the 460 m thick dolomite sequence that comprises the upper part of the Gillespie Lake Group. The fault complex is up to 350 m wide and is composed of a strong footwall break (Footwall Fault) plus several weaker structures in the hanging wall and footwall. All of the faults strike between 105 and 110°, dip to the south at about 650 and exhibit a few metres of reverse offset. The mineralization has been intermittently traced in outcrop and float over a 6000 m strike length, with the largest gap occurring where the complex is capped by the younger Pinguicula Group shales or pulled apart by cross faults. At the extreme west end, the faults cut into the underlying Unit G1 shales and appear to rapidly horsetail and pinch out. To the east they are cut off at surface by a thrust fault.

The mineralization is fracture controlled with the highest concentration occurring within 1 to 2 m wide breccia zones developed along the main faults. Fracture densities in the surrounding wallrocks gradually decrease as distance from the faults increase. Primary mineralogy consists of medium-grained galena and sphalerite with minor pyrite, traces of chalcopyrite and rare tetrahedrite in a gangue of secondary dolomite, siderite and minor quartz. Sphalerite is generally pale grey or honey coloured, which makes the zinc grade difficult to visually estimate. Aside from minor bleaching, the mineralized rocks appear to be unaltered. Unmineralized rocks in the footwall of the complex contain abundant quartz-siderite veinlets which gives them a dark brown colour and makes them resistant to weathering. Well mineralized material weathers recessively and tends to break into smaller than fist-sized fragments that are usually covered by coarser unmineralized talus. The best exposures occur on steep slopes and ridge crests near the west end of the complex. At higher elevations, much of the mineralization is partially oxidized to depths of 50 to 100 m below surface but on the glacially scoured lower slopes, fresh sulphides are common at surface.

Samples from breccia zones typically assay between 8 and 20% Pb+Zn while the surrounding fractured wallrocks normally grade between 1 and 5% Pb+Zn. On average, mineralized rocks contain about 17 g/t Ag for each 1% lead with the ratio for individual samples typically ranging between 7 and 30 g/t Ag per 1% lead. Preliminary metallurgical tests suggest that the silver will report with the lead concentrate. There appears to be some metal zoning in the deposit with increasing copper values and silver-to-lead ratios toward the base of Unit G2; however, this trend is based on only a few exposures and has not been tested by drilling. Minor metal analysis indicates there are no significant concentrations of detrimental elements and that cadmium and germanium are possible smelter credits. Gold contents are negligible (less than 0.03 gpt).

A sample of galena from Blende was submitted to the University of British Columbia for lead isotope analysis and returned a model age of 1.4 bya (Godwin et al, 1988).

Twelve zones of mineralization have been discovered within or adjacent to the fault complex and have been chronologically numbered in the order that they were first discovered by Cyprus Anvil or Archer, Cathro workers. They have been grouped into four packages: the West Zones, which were the target of the 1988, 1990, 1991 and 1994 drilling, lie west of the Pinguicula Group shale cap; the Central Zones lie between the cap and a large landslide on Dean Creek; the East Zones cover a 600 by 200 m area east of the landslide; and the Far East Zones are located 2 km farther east and are separated from the other zones by a prominent ridge again capped by younger rocks. This area was the focus of the 2004 Focused Regional Module 04-072 and 2005 Target Evaluation 05-043.

Far East Zone

The Far East Zone consists of scattered hydrozincite-stained boulders in two 25 m wide float trains that are 100 m apart. The float trains occur within a broad talus fan at the head of a cirque. The boulders range from 5 to 30 cm in diameter. Specimens typically contain abundant galena and sphalerite in fractures and assayed up to 8.7% Pb, 17.6% Zn, and 31.5 g/t Ag. This area was not covered by Archer Cathro grid soil geochemistry but stream sediment samples collected downstream from it returned the highest lead and zinc values obtained anywhere on the property.

Fieldwork by Eagle Plains Resources in 2004 identified a new in-situ mineral occurrence. The Shanghai Zone is a carbonate breccia with sphalerite, and is believed to be the source for some of the float boulders discovered by Archer Cathro. The 2004 program also located high grade copper bearing quartz float.

2005 WORK PROGRAM (Figure 5, following page)

The objectives of the 2005 work program at the Far East Zone were to locate the source of the high grade copper float located during 2004, and to try to better define the nature of the lead zinc mineralization defined by prospecting and soil geochemistry. The work was carried out between July 17 – 30 2005 as part of a larger field program at the Blende. Two and a half days were spent in the field at the far East Zone under the direction of Robert J. Sharp, P.Geol. and C.C. Downie, P.Geo. Fieldwork included prospecting and soil geochemical sampling. During the course of the program, the property was visited by Dr. Elizabeth Turner, Laurentian University, and Dr. Sarah Gleeson, University of Alberta. Late in the season, a short helicopter supported gravity survey was completed on part of the Blende property by Aurora Geosciences of Whitehorse, YT, which covered the Far East Zone.

A total of 40 soil samples and 14 rock samples were collected in the Far East Zone area. All sample points were located using a hand-held GPS and the data was compiled into a GIS database. A total of 16 gravity stations were surveyed in the far East Zone area.

The samples were shipped to Loring Laboratories Ltd. in Calgary, Alberta for analysis. The samples were analyzed for 30 element ICP using aqua-regia digestion. All samples were collected, handled, catalogued and prepared for shipment by Bootleg Exploration staff or subcontractors. During shipping, some of the rock samples were inadvertently shipped to either Laurentian University, the GSC or the University of Alberta and consequently were not analysed. The sample locations are shown on the map and the descriptions included in the Appendices. The field crew assembled in Mayo and mobilized to the property via a Fireweed Helicopters Hughes 500.

All exploration and reclamation work was carried out in accordance to the Yukon Quartz Mining Act.

Eagle Plains Resources expenditures on the Blende property in 2005 were approximately $180,000.00, with $31,356.79 allocated to the Far East Zone.

EPL:TSX-V

Eagle Plains Resources Ltd.

Blende Property

Figure 5 - Property Geology (Far East Zone), 2004 and 2005 Sample Locations

Scale 1:10,000 01/11/2005
Projection: UTM Nad 83 Zone 8N

519000 520000 521000 522000

7141000 7140000 7139000

N

P2 P3 G2 Q2 G1

TTBNS006 TTBNS003 TTBNS004 TTBNS005 TTBNS001 TTBNS002

08+00W BN004 JCBNR001 BSBN05R001 BSBN05R002 BSBN05R003 BSBN05R004 BSBN05R005 BSBN05R006 CDBN05R001 CDBN05R002 CDBN05R003 CDBN05R004 CDBN05R005 CDBN05R006 BSBN05R007 BSBN05R008 JCBNR002 0+00N 00+00 03+50W BN002 02+75W GHBNR001 GHBNR002 GHBNR003 GHB1482001 TTBNR001 TTBNR002 TTBNR003 TTBNR004 TTBNR005 Quartz Carbonate Veins With Chalcopyrite Shanghai 0+800N BN05L1 08+25E BN001

Legend

Rock Samples: 2004, 2005
Soil Samples: 2004, 2005
Silt Samples: 2004
Faults: High Angle Fault Showing Dropped Block; Thrust Fault; High Angle Fault; Minor Shear Zone
Mineral Showings
Tenure Boundary
Access Road

0 250 500 750 1,000 Meters

Geology Legend

Middle Proterozoic		
	mPH2 - Hart River Group	Gabbro and diorite
	P1 - Pinguicula Group	Dark siliceous siltstone and fine sandstone with thin dolomitic mudstone interbeds
	P2 - Pinguicula Group	Red weathering stromatolitic dolomite
	P3 - Pinguicula Group	Dark shale and siltstone with narrow conglomeratebed near base
Lower Proterozoic		
	Q2 - Quartet Group	Black slate, phyllite and argillite
	G1 - Gillespie Lake Group	Maroon, brown to green weathering, dark grey beddedgraphitic dolosiltite-dololutite
	G2 - Gillespie Lake Group	Orange to brown weathering, buff-grey bedded stromatoliticdoloarenite, dolosiltite and dololutite with local interbedded oolitic-pisolitic horizons, Locally graphitic

2005 PROGRAM RESULTS (Figure 6a-Pb, 6b-Zn, 6c-Cu, following pages, Appendix III)

Geochemistry

A total of 40 soil samples and 14 rock samples were collected in the Far East Zone area. Geostatistical analyses of the 1988 -1994 data yielded the following thresholds for selected elements and are presented for comparison to the 2005 results:

ELEMENT	90^{th} percentile	99^{th} percentile
Zn	1132 ppm	2732.2 ppm
Pb	319.8 ppm	449.6 ppm

The single geochemical line sampled in 2005 returned spotty anomalous zinc and lead values. The highest single zinc value, 1360ppm, was collected near the beginning of the line at station 0 + 50N. The highest lead value, 341 ppm, was collected at station 0 + 325N with a corresponding zinc value of 431ppm. One of the samples collected near the eastern end of the line an anomalous value of 109ppm Co.

There were a total of 14 rock samples collected in the Far East Zone over the course of the 2005 field program. Of the 8 samples that were analysed, two returned highly anomalous base metal values. Sample BSBN05R01, a sideritic quartz vein hosted by mudstone, returned 4120ppm Pb and 2500ppm Zn. BSBN05R04, a sample of quartz carbonate vein with chalcopyrite and malachite material found in float, returned 1970ppm Cu and 2.4ppm Ag.

Six of the samples collected during 2005 (CDBN05R001-06) were not analysed due to a shipping error. The samples were taken in the area of high grade copper float discovered in 2004. Prospecting in the area resulted in the discovery of a new showing which is believed to be the source of some of the mineralized float. Samples CDBN05R04, R05 were taken from a series of sheeted or enechelon quartz carbonate veins and weakly developed stockworks that carry malachite and chalcopyrite.

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Eagle Plains Resources Ltd.

Blende Property

Figure 6a - Geochemistry - Pb

Projection: Nad 83 UTM Zone 8N

Scale: 1: 15 000 11/01/2006

518000 517000 518000 519000 520000 521000

7142000 7141000 7140000 7139000

Shanghai

Legend

	Rock Samples Pb_ppm	Silt Samples Pb_ppm	Soil Samples Pb_ppm
2004 Samples	0 - 25	0 - 25	0 - 25
2005 Samples	26 - 50	26 - 50	26 - 50
Mineral Showings	51 - 100	51 - 100	51 - 100
Access Road	101 - 200	101 - 200	101 - 200
Streams	>200	>200	>200
Contour			
Property Boundary			

N

0 250 500 750 1,000

Meters

516000 517000 518000 519000 520000 521000

EPL:TSX-V

Eagle Plains Resources Ltd.

Blende Property

Figure 6b - Geochemistry - Zn

Projection: Nad 83 UTM Zone 8N

Scale: 1: 15 000 11/01/2006

516000 517000 518000 519000 520000 521000

7142000 7141000 7140000 7139000

Shanghai

Legend

	Rock Samples	Silt Samples	Soil Samples
2004 Samples	Zn_ppm	Zn_ppm	Zn_ppm
2005 Samples	0 - 50	0 - 25	0 - 50
Mineral Showings	51 - 100	26 - 50	51 - 100
Access Road	101 - 500	51 - 100	101 - 200
Streams	501 - 1000	101 - 400	201 - 500
Contour	>1000	>400	>500
Property Boundary			

N

0 250 500 750 1,000

Meters

EPL:TSX-V

Eagle Plains Resources Ltd.

Blende Property

Figure 6c - Geochemistry - Cu

Projection: Nad 83 UTM Zone 8N

Scale: 1: 15 000 11/01/2006

516000 517000 518000 519000 520000 521000

7142000 7141000 7140000 7139000

Shanghai

Legend

	Rock Samples	Silt Samples	Soil Samples
2004 Samples	Cu_ppm	Cu_ppm	Cu_ppm
2005 Samples	0 - 25	0 - 25	12
Mineral Showings	26 - 50	26 - 50	13 - 20
Access Road	51 - 100	51 - 75	21 - 50
Streams	101 - 200	76 - 100	51 - 100
Contour	>200	>100	>100
Property Boundary			

N

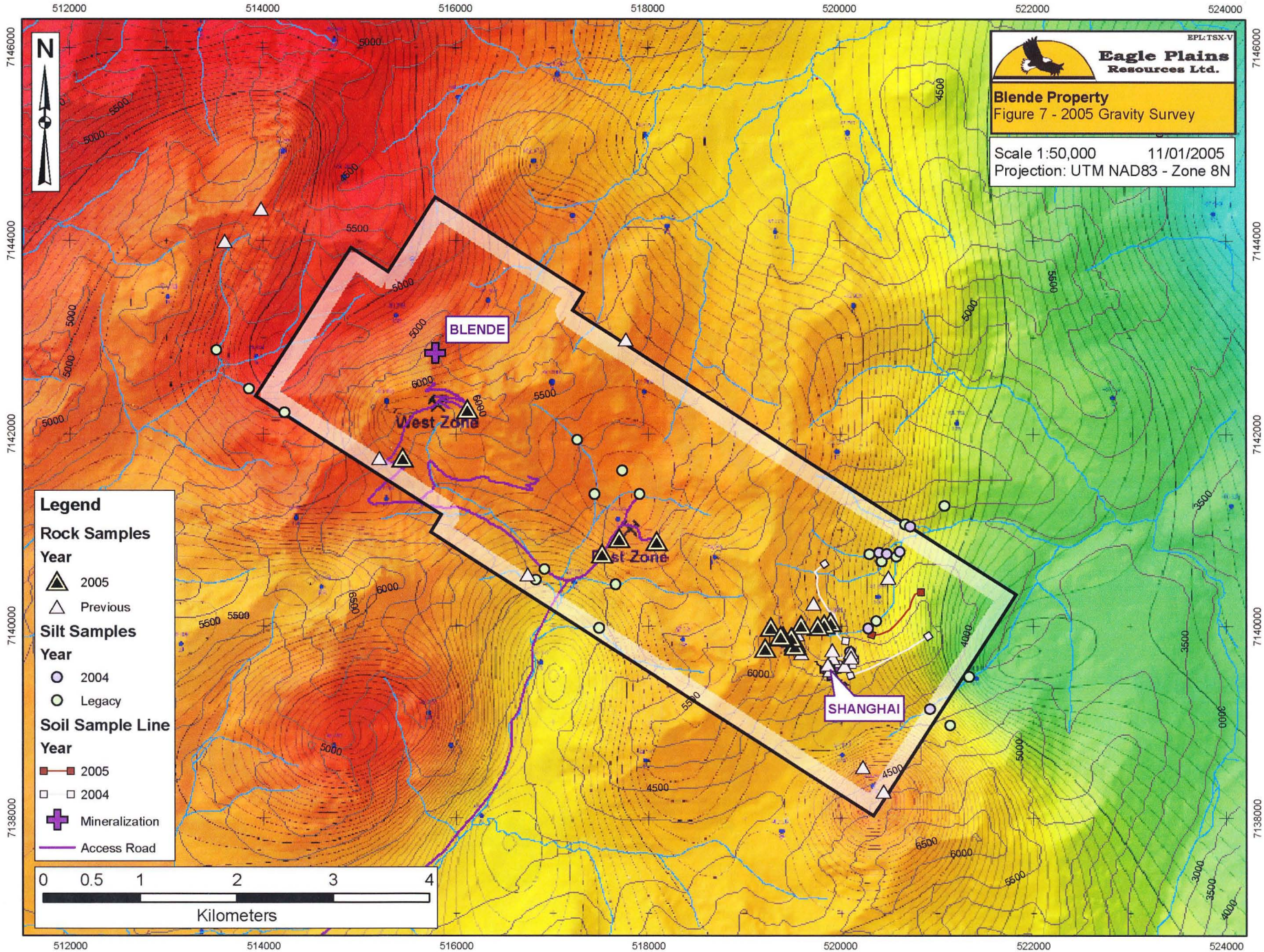
0 250 500 750 1,000

Meters

Geophysics

A total of 79 gravity stations were surveyed with helicopter support, with 16 stations in the Far East Zone area. Topographic elevations and station locations were surveyed with differential GPS receivers and elevations are considered accurate to + 50 cm. The data was been corrected for drift, latitude, Free Air, Bouguer Slab, Bullard B and terrain effects. Terrain effects were removed using direct elevation measurements and a digital elevation model. Terrain within 20 m of the survey station was measured with a laser range finder and removed using the sector equation. Terrain effect to a distance of at least 3 km from any station was removed using a 20 m DTM constructed from digital topographic maps of the area. Bouguer anomaly measurements are considered accurate to +245 mGal accounting for all sources of error.

The survey detected a weak -80.741 mGal single point anomaly at Station 144 in the southeast area of the Far East Zone.


EPL:TSX-V
Eagle Plains Resources Ltd.
Blende Property
Figure 7 - 2005 Gravity Survey
Scale 1:50,000 11/01/2005
Projection: UTM NAD83 - Zone 8N
N
BLENDE
West Zone
East Zone
SHANGHAI
Legend
Rock Samples
Year
2005
Previous
Silt Samples
Year
2004
Legacy
Soil Sample Line
Year
2005
2004
Mineralization
Access Road
0 0.5 1 2 3 4
Kilometers
512000
514000
516000
518000
520000
522000
524000
7146000
7144000
7142000
7140000
7138000

CONCLUSIONS AND RECCOMMENDATIONS

Eagle Plains Resources 2005 field program for the Target Evaluation Module #05-043 was directed towards exploration for new mineral occurrences in the vicinity of the Far East Zone of the Blende Deposit area. Historical work by Archer Cathro identified scattered hydrozincite-stained boulders in two 25 m wide float trains 100 m apart within a broad talus fan at the head of a cirque. The boulders ranged in size from 5 to 30 cm in diameter and contained abundant galena and sphalerite in fractures. The assays returned values up to 8.7% Pb, 17.6% Zn, and 31.5 g/t Ag. This area was not covered by historical grid soil geochemistry but stream sediment samples collected downstream from it returned the highest lead and zinc values obtained anywhere on the property.

Work on the Far East Zone by Eagle Plains in 2004 located a new lead zinc showing (the Shanghai) , as well as a broad area with highly anomalous geochemistry. Prospecting traverses also located copper rich quartz-carbonate vein material in float. The 2005 program located a series of en echelon type quartz carbonate veins with malachite and chalcopyrite in a steep gully above the location of the 2004 samples. (Photo Plate) It is believed that this may have been the source for the copper rich material float.

Eagle Plains is planning a major exploration program for the Blende property in 2006. Equipment and supplies will be moved to site over the Wind River Trail using a cat train. Based on the results from the 2004-2005 programs, further work is recommended to continue to evaluate the Far East Zone mineralization. Detailed mapping and prospecting should be completed in the headwall area of the Far East cirque to locate favorable sites and targets for drill testing. A budget for this work is included following with costs prorated for the Far East Zone:

2006 EXPLORATION BUDGET
EAGLE PLAINS RESOURCES LTD — fieldwork, diamond drilling
Blende Zinc - Lead - Silver Project Far East Zone

			no. of persons	rate	no. of days	
personnel:						
geological	Project Manager		1	$550	20	$11,000.00
	Project Geologists		1	$450	20	$9,000.00
	Geological Technicians		1	$350	20	$7,000.00
	Geological Technician with First Aid		1	$450	20	$9,000.00
						$36,000.00
support	camp manager		1	$400	20	$8,000.00
	cook		1	$400	20	$8,000.00
	bull cook		1	$200	20	$4,000.00
						$20,000.00
				TOTAL PERSONNEL:		$56,000.00
analytical:	type X no.of samples X cost	rocks(prep)		100	$2.00	$200.00
		rocks(30 element ICP)		100	$9.00	$900.00
		drill core(prep)		500	$2.00	$1,000.00
		drill core(30 element ICP)		500	$9.00	$4,500.00
				TOTAL ANALYTICAL:		$6,600.00
helicopter charter: hours x rate including fuel				hours	rate	
Bell 206B (personnel / fieldwork)				10	$1,100.00	$11,000.00
Hughes 500 (personnel / fieldwork/drill moves)				10	$1,200.00	$12,000.00
				TOTAL HELICOPTER:		$23,000.00
equipment rental:						
trucks, ATVs						$3,000.00
communication including satellite dish, radios, satellite phone						$2,000.00
camp including generator, tents, water pumps etc.						$2,500.00
winter road equipment mobilization including fuel, cat, shipping from staging area, load assembly:						$15,000.00
mobilization of crews to Mayo including meals, airfare, accommodation:						$2,500.00
pre-field:						
Base Map preparation						$2,000.00
permitting:						$1,000.00
				cost per meter	total meters	
diamond drilling:	2,000 meters NTW all in cost			$125.00	2000	$250,000.00
			no. of persons	rate	no. of days	
meals/groceries:			12	$40.00	20	$9,600.00
shipping:						$1,000.00
fuel:						$1,000.00
supplies:camp construction etc.						$1,500.00
reclamation of exploration site as required:						$1,000.00
filing fees:						$1,000.00
report writing and reproduction:						$4,000.00
					Subtotal A:	$382,700.00
					10% contingency:	$38,270.00
					TOTAL:	**$420,970.00**

REFERENCES

ABBOIT, G., Dec/91. Notes from talk presented at Whitehorse Geoscience Forum.

ARCHER CATHRO AND ASSOCIATES LTD, 1990. Assessment Report #092942 W.D. Eaton

ARCHER CATHRO AND ASSOCIATES LTD, 1989. Assessment Report #092785 W.D. Eaton

ARCHER CATHRO AND ASSOCIATES LTD, 1984. Assessment Report #091586 by RC. Carne and RL Cathro.

ARCHER CATHRO AND ASSOCIATES LTD, 1983. Assessment Report #091475 by W.D. Eaton.

ARCHER CATHRO AND ASSOCIATES (1981) LTD, 1982. Assessment Report #090988 by W.D. Eaton and A.R Archer.

ARCHER CATHRO AND ASSOCIATES (1981) LTD, Jun/95. Assessment Report #093288 by W.D. Eaton.

BILLITON METALS CANADA INC. December 1991. Blende Project Report of Activities by Glen Lutes

CANADIAN NICKEL COMPANY LTD, 1985. Assessment Report #091665 by W. Greneweg.

CYPRUS ANVIL MINING CORP., 1975. Assessment Report #090076 by W.I Roberts and P. Dean.

DOWNIE, C.C. AND GALLAGHER, C.G. 2003. Assessment Report on the Blende Property; prepared for Eagle Plains Resources Ltd.

GEORGE CROSS NEWS LETTER, 24 Augj9O; 6 Dec/9O: 30 April/91; 30 May/91; 25 Jun/91; 31 Jul/91; 8 Aug/91; 27 Nov/91; 16 Sepl95.

GREEN, L.H., 1972. Geological Survey of Canada, Memoir 364, p. 139.

JACKSON, PHIL 2005. 2005 Gravity Survey at the Blende Property; prepared for Eagle Plains Resources by Aurora Geosciences Ltd.

MINERAL INDUSTRY REPORT, 1975. Yukon Territory, p. 60.

MINFILE: I06DO64 PAGE NO: 96 of 143 UPDATED: 20-Feb-96

MUSTARD, P.F., et al., 1990. Stratigraphy of the middle Proterozoic Gillespie Lake Group in the southem Wernecke Mountains, Yukon. Geological Survey of Canada, Paper 9O-lE, p. 43-53.

NDU RESOURCES LTD, 1991. Assessment Report #092942 by W.D. Eaton.

NDU RESOURCES L TD, 1989. Assessment Report #092684 by 1 Franzen.

NDU RESOURCES LTD, 1989. Assessment Report #092795 by W.D. Eaton.

NDU RESOURCES LTD, 1988. Assessment Report #062294 by J.P. Franzen.

NDU RESOURCES L TD, 1989. Assessment Report #092683 by M. Phillips.

NORTHERN MINER, 29 *Jul 91*, p. 19.

ROOTS, C.F., 1990. New Geological Maps for Southern Wernecke Mountains, Yukon. Geological Survey of Canada, Paper 9O-1E, p. 5-13.

TERMUENDE, T.J. AND HENDRICKSON, G.W., 2004. Geological Report for the Focused Regional Module 04-072, Blende Deposit Area;

WHITEHORSE STAR, 14 Augl9O; 20 Decl9O.

YUKON MINING AND EXPLORATION OVERVIEW, 1988, p. 31; 1989, p. 7.

YUKON EXPLORATION AND GEOLOGY, 1981 p. 195-196; 1983 p. 233-234.

YUKON EXPLORATION, 1985-1986, p. 296; 1990, p. 8, 11, 17, 19-20; 1991, p. 6, 8, 12.

Appendix I

Statements of Qualifications

CERTIFICATE OF CHARLES C. DOWNIE, P.GEO

I, Charles C. Downie, P. Geo. do hereby certify that:

I am currently employed as Exploration Manager for Eagle Plains Resources Ltd. with business address: 200-16, 11 Ave.S., Cranbrook, BC V1C 2P5. I am also Exploration Manager for Bootleg Resources Inc., a wholly owned subsidiary of Eagle Plains Resources Inc and having the same business address.

I graduated with a Bachelor of Science Degree from the University of Alberta in 1988.

I have worked as a geologist for a total of 17 years since my graduation from university, and have been involved in the mining and exploration industry since 1980.

I am a member of the Association of Professional Engineers and Geoscientists of the Province of British Columbia (ID 20137). I am entitled to use the seal which is affixed to this report.

I have read the definition of "qualified person" set out in National Instrument 43 – 101 ("NI 43 – 101") and certify that by reason of my education, affiliation with a professional association (as defined in NI 43 – 101) and past relevant work experience, I fulfill the requirements to be a "qualified person" for the purposes of National Instrument 43 – 101.

I have authored this technical report titled "GEOLOGICAL REPORT FOR TARGET EVALUATION 05-043BLENDE DEPOSIT AREA FAR EAST ZONE" and dated January 20, 2006 relating to the 2005 geological program by Eagle Plains Resources.

I spent four days on the Blende property in 2005.

I have based this report on data collected through research and on observations and results from physical work on the property. Data sources include Yukon Government Library, and direct contact with persons involved with past exploration programs on the Blende property.

I was not directly involved in any aspect of the sample preparation.

I am not aware of any material fact or material change with respect to the subject matter of the Technical Report that is not reflected in the Technical Report, the omission to disclose which makes the Technical Report misleading.

I am not independent of the issuer applying all of the tests in section 1.5 of National Instrument 43-101. I am a director of Eagle Plains Resources Ltd. since 2002 and currently hold 372,000 shares of that company. I further hold options to purchase 250,000 shares of the company at between $0.65 and $0.75 per share.

I consent to the filing of the Technical Report with any stock exchange and other regulatory authority and any publication by them for regulatory purposes, including electronic publication in the public company files on their websites accessible by the public, of the Technical Report.

Dated at Cranbrook, British Columbia, Canada this 20th day of January, 2006

Respectfully submitted

Charles C. Downie, P.Geo.

Appendix II

Statement of Expenditures

STATEMENT OF EXPENDITURES

The following expenses were incurred in completing the Target Evaluation # 05-043 for the purpose of mineral exploration between the dates of July 12-29 2005:

geological personnel: Bootleg Exploration Inc.			
	Chas Downie, P.Geo.; Project Supervisor	4 days @ $550/day	$2,200.00
	Glen Hendrickson, GIS Technician prefield including base maps, compilation	2 days @ $400/day	$800.00
analytical:			
Loring Laboratories : soil, rock, 30 element ICP			$500.00
geophysics : gravity survey-Aurora GeoSciences; prorated for Far East Zone area			$3,181.22
helicopter charter:			
TransNorth	geophysics		$3,787.63
Fireweed	geological field program		$9,817.68
equipment rental:			
	truck rental and mileage - Norcan Rentals Whitehorse		$1,185.38
consultants/subcontractors:	TransPolar Geological - R.J. Sharp, P.Geol.		
	3 days @ $550/day		$1,650.00
	Michael Lawson, Geological Technician		
	3 days @ $350/day		$1,050.00
travel/accommodation :			
accommodation in Whitehorse			$557.21
airfare to Whitehorse - RJ. Sharp, C Downie, M. Lawson			$1,203.73
camp rental:	3 days @ $500/day		$1,500.00
meals/groceries:			$229.81
shipping:includes freight, courier			$39.62
fuel:			$454.51
field supply:	5 man days @ $40.00/day		$200.00
report: includes writing, reproduction			$3,000.00
		TOTAL:	$31,356.79

note: prorated costs are calculated based on work done on Far East Zone area

geophysics : total number of stations surveyed - 79
number of stations in Far East Zone area - 16
prorated costs for gravity survey and helicopter 16/79 = 0.2

geology field program: total number of mandays on the Blende property including mob/demob - 26
total man days on the Far East Zone - 5
prorated costs for camp, meals, truck rental, etc 5/25 = 0.2

Appendix III

Analytical Results

Sample No.	Location	UTM E	UTM W	Rock	Sample	From	To	Assay	Tag	Ag	Al	As	Au	B	Ba	Bi	Ca	Cd	Co	Cr	Cu	Fe	K	La	Mg	Mn	Mo	Na	Ni	P	Pb	Sb	Sr	Th	Ti	U	V	W	Zn
DDH No.	Zone			Type	Type	(M)	(M)	Interval	No.	ppm	%	ppm	ppm	ppm	ppm	ppm	%	ppm	ppm	ppm	ppm	%	%	ppm	%	ppm	ppm	%	ppm	%	ppm	ppm	ppm	ppm	%	ppm	ppm	ppm	ppm
B90-05	West	DDH	DDH	Core	DD Core	73.66	75.15	1.49	**809**	19.5	0.11	30	<1	31	8	<1	8.53	47	17	11	68	0.67	0.09	52.2	7.76	995	3	0.02	<1	0.01	>20000	17	28	<1	<0.01	<1	23	<1	18300
B90-05	West	DDH	DDH	Core	DD Core	75.15	76.65	1.50	**810**	41.5	0.09	44	<1	30	4	<1	8.18	96	21	9	106	0.76	0.07	53.1	6.63	1208	<1	0.02	<1	0.01	>20000	32	27	<1	<0.01	<1	23	<1	29700
B90-05	West	DDH	DDH	Core	DD Core	76.65	78.16	1.51	**811**	60	0.10	40	<1	23	5	<1	6.02	197	29	14	189	0.74	0.06	45.3	4.16	739	<1	0.01	6	<0.01	>20000	53	23	<1	<0.01	<1	21	<1	46700
B90-05	West	DDH	DDH	Core	DD Core	78.16	79.55	1.39	**812**	54	0.29	28	<1	20	10	<1	5.17	96	20	21	84	0.59	0.18	46.7	2.77	572	<1	0.01	2	0.01	>20000	48	30	<1	<0.01	<1	19	<1	33300
B90-05	West	DDH	DDH	Core	DD Core	79.55	81.05	1.50	**813**	36	0.34	29	<1	34	18	4	7.74	52	21	15	48	0.68	0.19	51.9	5.66	980	<1	0.01	<1	0.01	>20000	48	53	<1	<0.01	<1	26	<1	21100
B90-05	West	DDH	DDH	Core	DD Core	81.05	82.55	1.50	**814**	80	0.61	28	<1	30	19	<1	7.28	61	23	20	57	0.73	0.25	46.2	5.74	864	3	0.01	<1	0.02	>20000	87	54	<1	<0.01	<1	28	<1	23600
B90-05	West	DDH	DDH	Core	DD Core	82.55	83.45	0.90	**815**	24.6	1.92	22	<1	54	28	<1	6.21	11	18	19	13	0.75	0.35	47.9	7.09	469	1	0.01	<1	0.02	12800	40	66	<1	0.01	<1	33	<1	4270
B90-05	West	DDH	DDH	Core	DD Core	83.45	84.95	1.50	**816**	73.1	0.05	18	<1	6	4	<1	3.71	144	14	6	43	0.34	0.02	31.2	4.86	239	<1	<0.01	<1	<0.01	>20000	200	14	<1	<0.01	<1	14	<1	43400
B90-05	West	DDH	DDH	Core	DD Core	84.95	85.65	0.70	**817**	210	0.16	19	<1	19	9	36	10.77	58	13	18	328	0.70	0.06	57.8	6.00	858	<1	0.02	<1	<0.01	>20000	259	59	<1	<0.01	<1	24	<1	23100
B90-05	West	DDH	DDH	Core	DD Core	85.65	87.15	1.50	**818**	181	0.57	25	<1	18	8	<1	9.91	85	22	19	83	0.83	0.09	52.6	7.35	840	<1	0.01	<1	0.01	>20000	166	73	<1	<0.01	<1	27	<1	31600
B90-05	West	DDH	DDH	Core	DD Core	87.15	88.90	1.75	**819**	113	0.13	23	<1	22	6	<1	8.92	64	27	14	43	0.80	0.09	54.4	6.36	824	<1	0.01	<1	0.01	>20000	116	74	<1	<0.01	<1	22	<1	27000
BSBN05R-01	Far East	519897	7140045	Q-Sid-V in mdst	Rock-O/C	N/A	N/A	N/A	**11476**	<0.5	0.47	1	<1	29	10	<1	5.15	5	29	106	20	1.12	0.28	45.3	1.89	783	<1	0.02	2	<0.01	4120	15	73	<1	<0.01	<1	25	<1	2500
BSBN05R-02	Far East	519829	7140023	Q-Sid-V in dolst	Rock-O/C	N/A	N/A	N/A	**11477**	<0.5	0.15	<1	<1	33	14	<1	5.14	1	33	99	160	1.26	0.10	47.4	2.49	2034	<1	0.01	<1	<0.01	171	5	44	<1	<0.01	<1	19	<1	98
BSBN05R-03	Far East	519764	7140000	Q-Carb-V in bx	Rock-O/C	N/A	N/A	N/A	**11478**	<0.5	0.12	<1	<1	29	12	<1	9.60	2	63	13	59	2.82	0.09	60.1	5.73	4579	<1	0.02	<1	0.01	48	4	69	<1	<0.01	<1	23	<1	32
BSBN05R-04	Far East	519590	7140012	Q-Carb-V-mal-cpy-po	Rock-F	N/A	N/A	N/A	**11479**	2.4	0.20	<1	<1	26	8	<1	2.28	<1	24	124	1970	0.82	0.12	39.2	0.84	530	<1	0.01	6	0.01	45	5	26	<1	<0.01	<1	24	<1	39
BSBN05R-05	Far East	519274	7139994	Q-V in Dolst	Rock-O/C	N/A	N/A	N/A	**11480**	<0.5	0.06	<1	<1	34	5	<1	5.16	<1	11	111	29	0.47	0.04	49.3	3.39	620	<1	0.02	<1	<0.01	30	2	16	<1	<0.01	<1	19	<1	60
BSBN05R-06	Far East	519274	7139994	Cu stained Dolst	Rock-F	N/A	N/A	N/A	**11481**	<0.5	0.79	<1	<1	32	23	<1	2.29	<1	18	51	317	0.76	0.41	50.5	0.87	876	<1	0.01	<1	0.01	24	<1	29	<1	0.01	<1	18	<1	18
BSBN05R-07	Far East	519525	7139836	Q-Sid-V Stockwork	Rock-O/C	N/A	N/A	N/A	**11482**	<0.5	0.02	1	<1	34	12	<1	9.94	1	29	63	9	1.40	0.01	63.2	7.28	2556	<1	0.03	<1	<0.01	20	<1	38	<1	<0.01	<1	23	<1	73
BSBN05R-08	Far East	519526	7139827	Q-Sid-V	Rock-O/C	N/A	N/A	N/A	**11483**	<0.5	0.02	<1	<1	18	4	<1	4.70	<1	16	16	22	0.71	0.01	70.3	2.70	933	1	0.01	<1	<0.01	20	<1	16	<1	<0.01	<1	18	<1	22
BSBN05R-09	East	517518	7140755	Dolst - G2	Rock-O/C	N/A	N/A	N/A	**11484**	<0.5	0.08	2	<1	20	5	<1	7.87	1	22	6	9	1.00	0.06	53.7	5.01	1578	<1	0.01	<1	0.01	18	<1	23	<1	<0.01	<1	20	<1	34
BSBN05R-10	East	517695	7140915	Q-V cutting G2 Dolst	Rock-O/C	N/A	N/A	N/A	**11485**	0.6	0.01	<1	<1	18	3	<1	3.09	1	8	67	11	0.38	0.01	35	1.76	358	<1	0.01	<1	<0.01	18	2	14	<1	<0.01	<1	14	<1	131
BSBN05R-11	East	518085	7140887	Jasper-Q- Bx	Rock-F	N/A	N/A	N/A	**11486**	<0.5	0.02	2	<1	17	5	<1	1.18	<1	69	69	5	0.57	0.01	46.3	0.41	369	<1	0.01	8	0.01	27	<1	11	<1	<0.01	<1	17	<1	34
BSBN05R-12	West	516117	7142258	Lim-Goethite Wad	Rock-F	N/A	N/A	N/A	**11487**	13.8	0.06	473	<1	15	3	15	0.09	17	288	3	74	25.57	<0.01	26.3	0.12	407	6	<0.01	112	0.01	1320	146	<1.00	<1	<0.01	<1	<1	<1	8590
BSBN05R-13	West	516117	7142258	Smithsonite	Rock-F	N/A	N/A	N/A	**11488**	>200	0.02	74	<1	2	3	<1	0.10	179	57	<1	1090	2.69	<0.01	5.85	0.26	296	<1	0.01	15	<0.01	>20000	1320	15	<1	<0.01	<1	<1	<1	56900
BSBN05R-14	West	515445	7141753	Dionte Dike	Rock-F	N/A	N/A	N/A	**11489**	1.6	3.43	9	<1	34	83	<1	1.47	13	139	52	55	4.83	0.32	48.6	2.73	840	2	0.04	37	0.13	3570	112	29	<1	0.27	<1	333	<1	6240
BSBN05R-15	West	515445	7141753	Altered Dolst - G1	Rock-F	N/A	N/A	N/A	**11490**	0.5	2.97	5	<1	32	7	<1	9.30	3	42	30	18	1.61	0.02	59.6	5.93	889	<1	0.01	6	0.03	1010	32	77	<1	0.02	<1	63	<1	1590
BSBN05R-05	Far East	519274	7139994	Q-V in Dolst	Rock-O/C	Repeat	N/A	N/A	**11480-R**	<0.5	0.12	1	<1	35	6	<1	5.58	1	13	116	16	0.54	0.04	50.7	3.30	846	<1	0.02	<1	<0.01	170	10	18	<1	<0.01	<1	19	<1	365

0.500 Gram sample is digested with Aqua Regia at 95 C for one hour and bulked to 10 ml with distilled water.
Partial dissolution for Al, B, Ba, Ca, Cr, Fe, K, La, Mg, Mn, Na, P, Sr, Ti, and W.

Loring Laboratories Ltd.

629 Beaverdam Road N.E.,
Calgary Alberta T2K 4W7
Tel: 274-2777 Fax: 275-0541

To: **RJ SHARP**
60 Hawkmount Hts. N.W.
Calgary, Alberta
T3G 3S5

FILE:47889

DATE: November 2, 2005

30 ELEMENT ICP ANALYSIS

Sample No.	Ag ppm	Al %	As ppm	Au ppm	B ppm	Ba ppm	Bi ppm	Ca %	Cd ppm	Co ppm	Cr ppm	Cu ppm	Fe %	K %	La ppm	Mg %	Mn ppm	Mo ppm	Na %	Ni ppm	P %	Pb ppm	Sb ppm	Sr ppm	Th ppm	Ti %	U ppm	V ppm	W ppm	Zn ppm
0+00N	<0.5	3.83	4	<1	38	122	<1	0.72	3	128	74	113	4.66	1.49	39	1.14	2390	3	0.07	49	0.09	35	6	14	<1	0.04	<1	102	<1	75
0+25N	<0.5	3.32	16	<1	32	97	<1	0.49	3	106	53	70	3.97	1.06	33	1.28	3265	4	0.06	53	0.06	47	7	8	<1	0.02	<1	70	<1	110
0+50N	<0.5	2.89	11	<1	40	157	<1	1.07	5	73	75	30	3.05	0.93	35	1.23	2805	2	0.06	28	0.07	195	5	15	3	0.02	<1	54	<1	1360
0+75N	<0.5	3.00	6	<1	33	230	<1	0.09	2	53	57	4	2.23	0.73	22	0.34	1245	2	0.08	13	0.05	38	3	17	<1	0.07	<1	88	<1	84
0+100N	<0.5	3.20	3	<1	45	227	<1	0.16	2	59	69	5	2.39	0.87	28	0.61	2468	2	0.08	20	0.07	34	4	13	<1	0.05	<1	62	<1	147
0+125N	<0.5	2.87	4	<1	46	194	<1	0.16	2	57	84	5	2.40	0.85	24	0.57	2220	2	0.08	18	0.05	35	3	10	2	0.05	<1	59	<1	140
0+150N	<0.5	2.84	5	<1	37	271	<1	0.16	2	46	78	4	1.74	0.95	29	0.41	2503	2	0.09	12	0.06	27	2	14	<1	0.06	<1	74	<1	62
0+175N	<0.5	3.07	4	<1	32	294	<1	0.17	2	39	84	2	1.62	0.63	25	0.53	1083	1	0.10	10	0.06	30	2	23	<1	0.07	<1	83	<1	89
0+200N	<0.5	2.82	2	<1	41	247	<1	0.14	2	52	71	2	2.08	0.83	20	0.54	2788	2	0.09	15	0.06	32	2	13	5	0.06	<1	64	<1	102
0+225N	0.8	3.00	6	<1	36	260	<1	0.10	2	52	70	2	2.00	0.81	21	0.42	2791	2	0.08	17	0.05	34	2	16	3	0.07	<1	72	<1	94
0+250N	<0.5	3.03	6	<1	46	176	<1	0.13	2	52	67	13	2.19	0.99	29	0.57	1524	2	0.08	20	0.06	33	2	11	4	0.05	<1	54	<1	145
0+275N	<0.5	3.42	3	<1	40	334	<1	0.39	3	63	86	4	2.52	0.67	32	0.59	3212	2	0.09	19	0.11	67	3	22	<1	0.07	<1	76	<1	310
0+300N	<0.5	2.91	5	<1	52	188	<1	0.18	3	59	67	5	2.33	0.89	25	0.60	2048	1	0.07	19	0.05	137	2	13	7	0.05	<1	55	<1	393
0+325N	<0.5	2.52	4	<1	42	189	<1	0.33	3	56	106	6	2.31	0.82	25	0.58	3228	2	0.09	19	0.09	341	3	13	<1	0.04	<1	50	<1	431
0+350N	<0.5	2.81	2	<1	34	276	<1	0.40	2	51	117	3	2.10	0.64	26	0.55	1876	2	0.10	14	0.08	43	2	22	2	0.07	<1	73	<1	140
0+375N	0.8	2.82	3	<1	37	223	<1	0.39	3	53	98	7	2.24	0.87	27	0.58	2314	2	0.10	19	0.08	45	5	16	<1	0.05	<1	54	<1	143
0+400N	<0.5	2.71	2	<1	37	222	<1	0.44	2	45	80	5	1.88	0.88	27	0.65	2231	2	0.10	16	0.07	27	3	14	<1	0.05	<1	52	<1	72
0+425N	<0.5	1.72	<1	<1	29	211	<1	0.84	2	35	81	9	1.43	0.49	25	0.35	2188	1	0.07	11	0.12	22	2	19	<1	0.03	<1	45	<1	144
0+450N	<0.5	3.39	4	<1	39	233	<1	0.20	2	52	95	8	2.18	1.08	27	0.69	1500	2	0.10	21	0.06	24	3	15	<1	0.06	<1	62	<1	89
0+475N	<0.5	1.87	<1	<1	29	177	<1	0.71	3	39	68	12	1.62	0.67	31	0.42	1911	1	0.06	15	0.12	21	3	15	<1	0.02	<1	35	<1	138
0+500N	<0.5	0.51	1	<1	35	134	<1	2.25	3	10	20	14	0.40	0.16	31	0.29	777	<1	0.04	1	0.11	7	<1	22	<1	0.01	<1	15	<1	166
0+525N	<0.5	2.14	2	<1	31	183	<1	1.10	3	39	72	12	1.59	0.66	33	0.60	1732	<1	0.07	13	0.13	22	1	17	<1	0.03	<1	41	<1	176
0+550N	<0.5	2.19	<1	<1	29	223	<1	0.78	2	44	70	12	1.79	0.65	33	0.39	2530	2	0.08	18	0.15	27	3	17	<1	0.03	<1	41	<1	196
0+575N	<0.5	2.07	<1	<1	31	174	<1	1.16	3	32	79	9	1.34	0.80	38	0.51	1022	1	0.06	12	0.10	23	1	16	6	0.03	<1	36	<1	173
0+600N	<0.5	2.59	3	<1	46	226	<1	0.69	4	64	79	11	2.58	0.76	38	0.52	3991	1	0.07	23	0.14	91	4	13	<1	0.04	<1	52	<1	347
0+625N	<0.5	3.23	2	<1	40	163	<1	0.27	2	53	71	10	2.19	1.16	33	0.73	1117	2	0.08	22	0.05	25	3	12	4	0.05	<1	50	<1	101
0+650N	<0.5	2.41	2	<1	53	189	<1	0.31	2	54	109	7	2.29	0.87	29	0.43	3183	1	0.08	14	0.08	29	3	12	<1	0.05	<1	49	<1	178
0+675N	<0.5	3.44	4	<1	35	222	<1	0.23	2	64	84	7	2.49	0.98	26	0.90	1416	2	0.11	22	0.05	27	4	15	2	0.06	<1	61	<1	103
0+700N	<0.5	3.47	4	<1	33	365	<1	0.33	2	49	97	17	2.09	0.59	29	0.60	777	2	0.13	21	0.08	26	2	27	2	0.08	<1	76	<1	122
0+725N	<0.5	2.42	2	<1	30	299	<1	0.77	3	53	74	10	2.35	0.46	35	0.45	3311	2	0.08	19	0.12	27	1	22	2	0.05	<1	50	<1	190
0+750N	<0.5	2.77	2	<1	44	230	<1	0.41	2	49	97	3	2.04	0.78	27	0.55	1980	1	0.09	16	0.05	25	2	16	9	0.06	<1	60	<1	151
0+775N	<0.5	2.77	3	<1	50	168	<1	0.15	3	60	89	7	2.56	0.96	25	0.58	2719	2	0.07	23	0.04	36	3	8	2	0.04	<1	44	<1	197
0+800N	<0.5	2.46	1	<1	27	243	<1	0.68	2	39	74	14	1.54	0.71	31	0.59	1372	1	0.10	16	0.11	21	3	19	<1	0.04	<1	43	<1	65
0+25N-R	<0.5	3.33	16	<1	34	106	<1	0.52	3	109	58	69	4.14	1.09	35	1.33	3310	4	0.07	54	0.07	51	8	10	<1	0.02	<1	72	<1	118
0+475N-R	<0.5	1.94	2	<1	29	181	<1	0.73	3	41	68	12	1.68	0.68	32	0.44	1958	2	0.06	17	0.12	22	3	15	<1	0.02	<1	38	<1	142

0.500 Gram sample is digested with Aqua Regia at 95 C for one hour and bulked to 10 ml with distilled water.
Partial dissolution for Al, B, Ba, Ca, Cr, Fe, K, La, Mg, Mn, Na, P, Sr, Ti, and W.
"R" Denotes duplicate sample analyzed.

Certified by: _____

Appendix IV

Rock Sample Descriptions

ROCK SAMPLE DESCRIPTIONS

CDBN05R01 ROCK/FLOAT 519498/7139884
in gully above TTR10; very fine grained opaque to translucent white to pale purple/green quartzite boulder; no rx to dilute HCl; weak malachite stain; no visible sulphides;

CDBN05R02 ROCK/FLOAT
5m above R01; similar with flecks of malachite and trace finely disseminated pyrite;

CDBN05R03 ROCK/FLOAT
3m below R04; quartz-carbonate boulder with malachite and tetrahedrite; strong rx$^{n\ to}$ dilute HCl;

CDBN05R04 ROCK/IN SITU 519391/7139891
quartz-carbonate vein with trace-0.5% f.diss. malachite/jarosite; 310/70S;host is grey, fine grained, dolomitic siltite; 2 cm wide;

CDBN05R05 ROCK/IN SITU 519377/7139899
10 cm wide quartz-carbonate vein with tetrahedrite; 1% diss. tetrahedrite+/- rare malachite spotting; 320/70S; local bedding 036/35N;

CDBN05R06 ROCK/FLOAT 519216/7139773
Similar to R05; quartz-carbonate vein with f.diss metallic mineral-dark blue/blackdendritic habit; surface of rock has fine powdery weathering product-talc?

Appendix V

Photos

PHOTOS

Photo 1. Shanghai Showing and Chalcopyrite Zone Far East Zone.

Photo 2. Chalcopyrite bearing quartz carbonate vein stockwork