Report on the 2009 Geochemical and Geological Work on the Leota Goldfields Property

Claim Name: Grant No's:
Leota LK 59 – 82 YC84031-YC84054
Leota DM 1 – 36 YC75933-YC75940
(total 60 claims)

DAWSON MINING DISTRICT, YUKON TERRITORY
NTS: 115O15
Latitude 63º 57'
Longitude 138º 50'

Work conducted:
July 03, 2009 – July 05, 2009

Owner and Operator:
Leota Goldfields Project
c/o Mark Pocklington & Ross Weitzel
12830-148 St. NW., Edmonton, AB, T5L 2H8
Tel: 780.453.9061
Email: leotagoldfields@gmail.com

Prepared by:
Mark W. Pocklington
Exploration Manager

December 30, 2009

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1.0 PROPERTY:

1.1 Introduction

The Leota Goldfields Project is an early-stage mining exploration venture based in the historic and world-famous Klondike mining district near Dawson City, Yukon.

Initiated by two entrepreneurial explorationists with a passion for discovery, the primary objective of the project is to locate the source of lode gold responsible for the rich alluvial deposits mined in the region for over one hundred years.

Through ownership of Yukon enterprises providing construction, transportation, public lodging, and fuel delivery services, the team can draw on local resources to support their prospecting program in a cost effective manner. With a track-record of finding gold-bearing quartz veins in the northern Cordilleran region of North America, the partners are focused and determined to succeed.

The property summary begins with details of the mining property currently covered by 60 quartz claims staked under the Yukon Mining Act under the group name ‘Leota South’, and includes sections on regional and local geology.

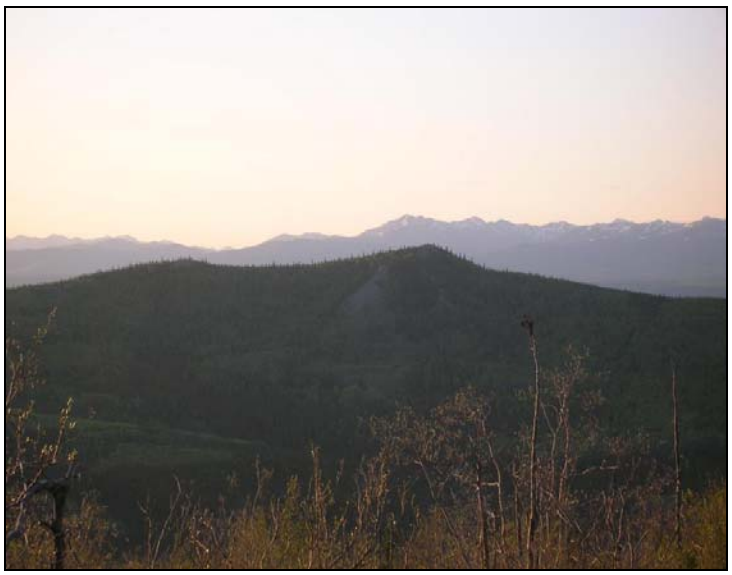
The section titled, Exploration Report, describes the first season’s prospecting program during early July, 2009. Highlights are the discoveries of numerous floats followed by mechanical excavation which uncovered three major quartz veins classified as a fissure-type veins which will be the focus of an extensive sampling and assaying program in the future.

To further inform the reader with facts relevant to the property, attachments are included covering the profiles of the team members; recent geological reports and geosurvey maps; personal photos of the landscape and major quartz vein trenches.

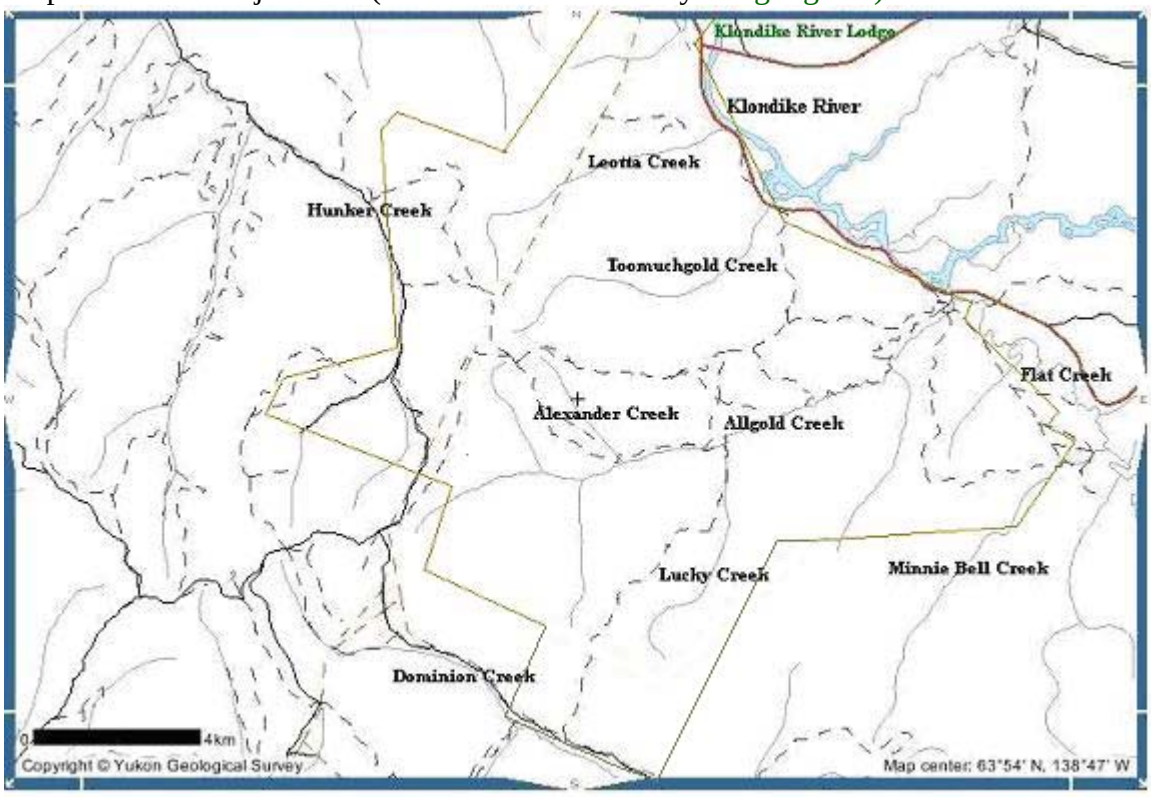
The partners recognize the importance of continually advancing the project in a timely manner and the value of partnering with industry professionals. For this reason, the report is written for the benefit of individuals interested in appraising the property and considering participation in this exciting venture which currently is one of the largest lode gold exploration projects in the heart of the Klondike Goldfields.

1.2 Location and Access

The Leota Goldfields Project is a mining exploration venture with property consisting of 821 claims located 40 km east of Dawson City, Yukon; herein referred to as the 'Leota' property. The claims are contiguous and cover an area of over 17,000 hectares (42,000 acres). The claims are unsurveyed two-post quartz claims staked in accordance with the Yukon Quartz Mining Act, located in the Dawson Mining District with current claim status shown on Yukon Quartz Sheet 115O15. The property is southwest of and adjacent to The Klondike River Lodge* located at mile "0" Dempster Highway.



At the northern end of the property is a ultramafic structure with a saddle-like top named Mt. Leotta** with an elevation of 3056', named after the sister of John Scott, a pioneer Klondike miner. Location coordinates: +63° 57' 53.18", -138° 50' 35.89"
Google maps link:
http://maps.google.ca/maps?f=q&hl=en&geocode=&q=N63.964773155%2F+W138.84330213&ie=UTF8&ll=63.96517,-138.843284&spn=0.034056,0.105915&t=h&z=13
Map of roads & major trails ('Leota' claims boundary in light green):

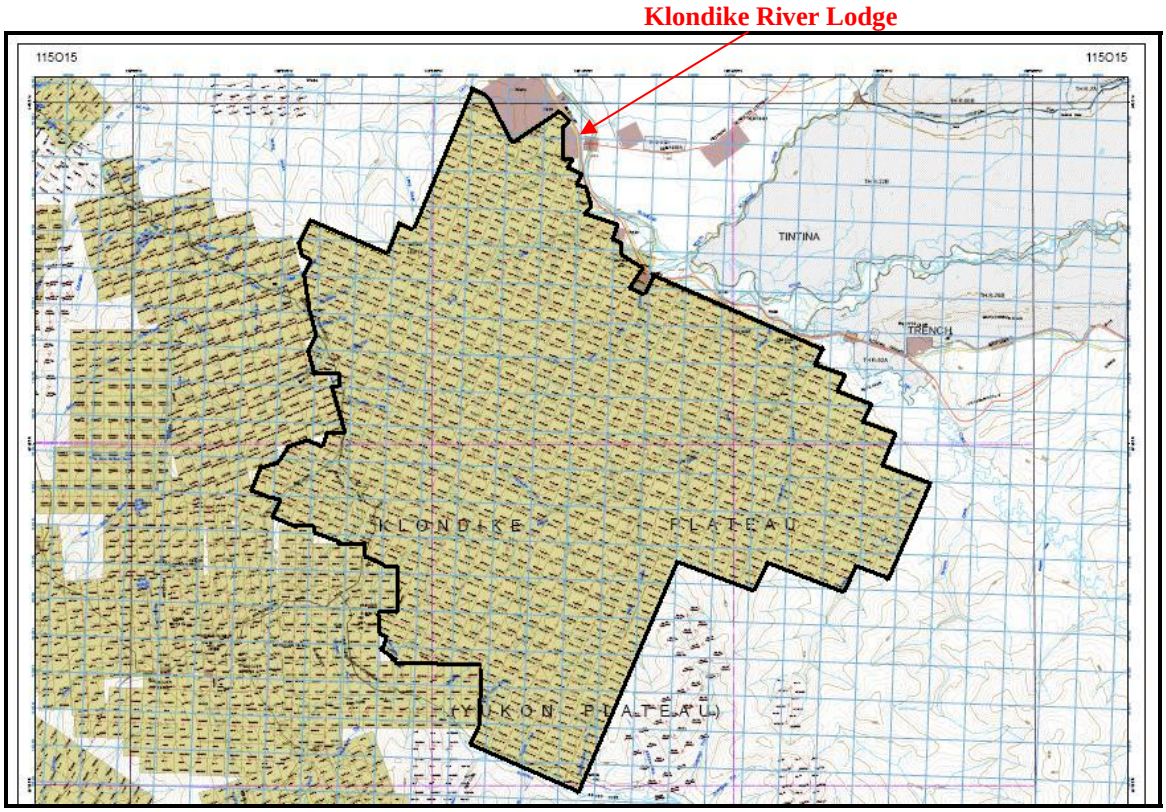


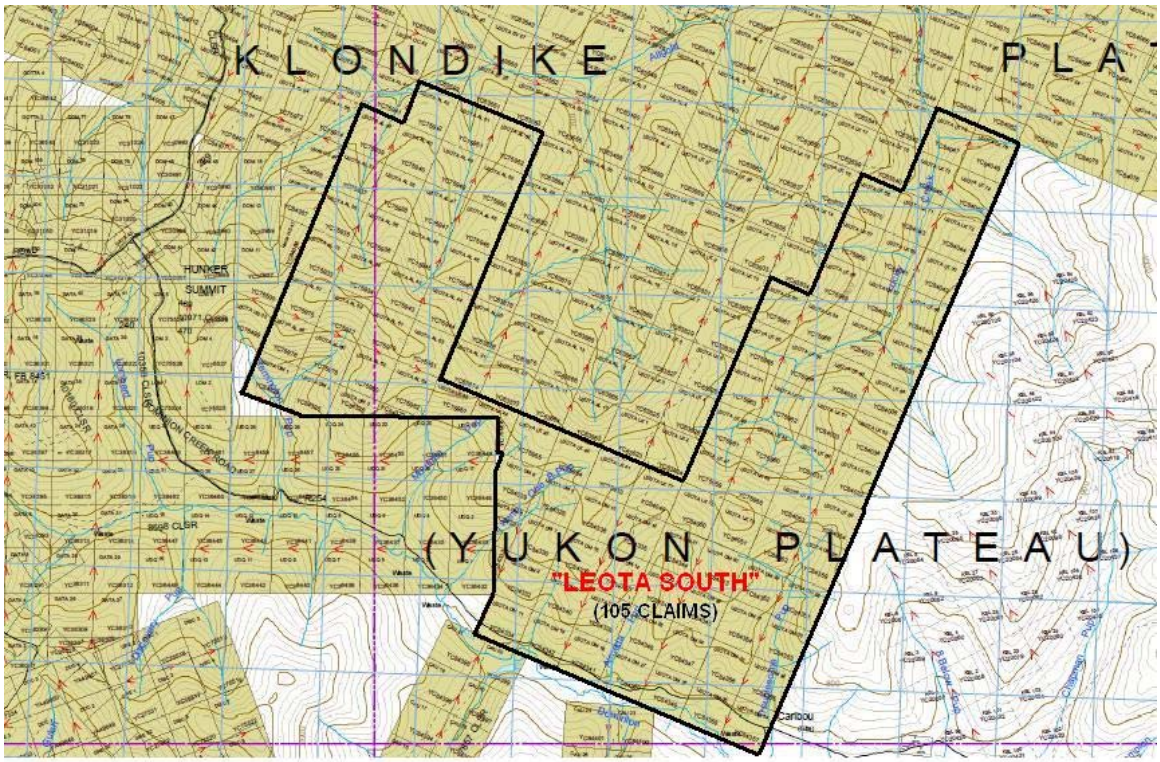
1.3 Claims Data & Map

Quartz claims staked and registered with the Yukon Mining Recorder under 'Leota' South group of 60 claims. Ownership: 50% Ross Weitzel, 50% Mark Pocklington

For claims information go to website and enter < leota > in claim name box to search:
http://gysde.gov.yk.ca:7777/pls/htmldb/f?p=116:1:14607657195575855492
To view full map go to: http://www.yukonminingrecorder.ca/PDFs/115/115O15.pdf

Leota Goldfields, Quartz Claims Map (as of December 8, 2008)





Claim Name	Grant#	#Claims
Leota LK 59 – 82	YC84031-YC84054	24
Leota DM 1 – 36	YC75933-YC75940	36

Total: 60 claims
Ownership & Operator: 50% Mark Pocklington/ 50% Ross Weitzel

2.0 GEOLOGY:

Geological publications and maps of the Yukon can assist in explaining the complex bedrock structures and can be accessed at the website of the Yukon Geological Service: website: http://www.geology.gov.yk.ca/publications/publication_list/TOC.html

2.1 Regional Geology

A number of reports describing the regional geology of the Klondike Plateau have been published with the most comprehensive papers authored by J.K. Mortensen.
One report, titled: "Compositional studies of placer and lode gold from western Yukon: Implications for lode gold sources." Pub. 2006 can be viewed or downloaded at Website: http://geology.yk.net/publications/yeg/yeg05/16_mortensen.pdf

Another publication can be purchased from the Yukon Mining Recorder's office in Whitehorse for a nominal fee ($10.00), titled: Indian and Northern Affairs Canada, Exploration and Geological Services Division, Yukon Region, Bulletin 3, "Shape and Composition of Lode and Placer Gold from the Klondike District, Yukon, Canada." Pub.1994.

A section of interest from this report is under the heading, Origin of Placer Gold, and highlighted as follows:

> "We therefore conclude that most if not all of the placer gold that was recovered from Klondike placer deposits was derived from mesothermal lodes similar to those that have been recognized throughout the district.
> The extreme disparity between rich and abundant placer concentrations must still be explained. There are three possible explanations:
>
> 1) The known lodes may represent the roots of gold-bearing veins (or vein systems) that were originally of very considerable vertical extent, but have been mostly eroded away…
>
> 2) The lodes may have had erratically distributed very high grade zones…
>
> 3) The main lodes that contributed to the placer deposits remain undiscovered.
>
> It is very probable that all three of the above explanations together account for the discrepancy between placer production and available lode sources. The lodes appear to have localized high grade zones which probably contributed significantly to the grade of the placers. Based on this study it appears that although some of the significant gold producers have been identified, many of the sources for the gold in the creeks have not been equivocally identified."

Considerable resources have been devoted to investigating the geology of the Klondike Plateau with the objective of understanding the structural controls on orogenic (mesothermal) gold mineralization. It should be noted that Mortensen's research was funded by Klondike Star Mineral Corporation, and as a result, the investigation appears

to be centered on claims found mostly in the western part of the Klondike Plateau near to the Lone Star mine. Another point of interest is that both geologists, Jim Mortensen and Chris Ash attempt to interpret the structural evolution of the Klondike in recent publications, but without common agreement.

The author of this report recommends one review the material to gain a general understanding of the geology of the region while leaving the complex theories of structural controls to professionals in the field.

*Publications:
JK Mortensen: Structural controls on orogenic gold mineralization in the Klondike goldfield, Canada. Published: 28 July, 2007.
CH Ash: Setting of gold-bearing quartz vein lode sources for placers within the Klondike Goldfields, west-central Yukon, Canada. Published: May 14, 2006.

Note: Mortensen offers a simplified map of the bedrock geology of the Klondike District which is shown in Section 7.1 on page 15.

2.2 Property Geology

The 'Leota' claims were originally staked following a thrust fault which winds along the eastern part of the Klondike Plateau, (map in Section 7.1 on page 15). After determining that the geology surrounding Mt. Leotta was ultramafic and the contact zones could be target areas hosting quartz veins with gold mineralization, the claims were broadly extended east/west from Flat Creek to Hunker Creek and north/south from the Klondike River to Dominion Creek.

The property covers over 42,000 acres of unglaciated terrain characterized by rounded hills, ridges and a dendritic incised drainage system. There are no lakes or large swamp areas on the property.

There are no geological reports directly related to the 'Leota' property, but there are recent filings on adjacent properties that refer to the area as being worthy of serious prospecting due in part to Mt. Leotta being an ultramafic structure.

There are other clues that reveal the watersheds of the property once mined for placer gold may contain a nearby source of lode gold. For example, on Lucky Creek, a tributary of Allgold Creek, one can find over 14 shafts, some over 30' deep, indicating the miners were working a narrow pay streak which may have originated from local quartz veins yet to be discovered. Furthermore, Allgold Creek is a producer of placer gold with one of the highest purities in the Klondike with a fineness of over 870 of 1000, suggesting the gold has a very local source.

3.0 EXPLORATION REPORT:

Objective:
After researching all the available data from historical records and assessment reports, it is clear there has never been serious attention paid to prospecting for mineralized quartz veins on the 'Leota' property. This was confirmed by visual observations made by the stakers who found only a few old diggings overgrown with mature trees at the top of hillside ridges, and caved-in irrigation ditches from the early 1900's. More recently, however, there is evidence of previous soil sampling but only on the fringes of the property with one sample taken per claim. With so little work done in the past to find quartz veins it was obvious the 2009 season's prospecting program would involve much foot-work to locate targets.

Early-Season Prospecting:
The prospecting of the property began in earnest during the first week of July, 2009. Later in the season and as the snow melted, the higher ridges in the Allgold watershed East of Hunker creek and west of Lucky Creek were prospected. This was accomplished by accessing the property via an existing ATV trail from Hunker Summit, running along the ridge that divides the upper watershed of Allgold Creek and Dominion Creek.

From the trail, the prospectors used a rubber-track excavator and headed East along the ridge looking for quartz floats, prospecting for a distance of about 3.5km over three days. Samples of floats were taken from claims HS34,AL57,AL59,AL61,AL62, and AL42 and stored at KRL rock shack. The quartz floats showed little mineralization or alteration and appeared to have a lens-type bedrock origin.

As the prospectors walked the ridge, numerous quartz floats were identified and the excavator was used to dig through about 2-4' of overburden to locate the origin quartz vein. Initially there was difficulty in distinguishing the lens-type quartz from the fissure quartz veins, resulting in numerous prospect holes (total 19) being dug; later categorized as nine prospect trenches, P007-P008, P118 to P123 and Dom4; and ten quartz vein trenches with the prefixes QV27, QV28, and QV29.

Of interest to the exploration team were the three fissure quartz veins. Trenching of QV27 revealed it to be a very wide vein over 8' width, but surrounding soils and wallrock showed little mineralization or carbonate alteration of the mica schist bedrock. The vein was subsequently classified as bull-quartz. Trenching of QV28 revealed a narrow vein appx 4' in width with some mineralization with the wallrock appearing to have micaceous layers composed of metamorphic muscovite and chlorite schist. Trenching of QV29, however, revealed a narrow vein also appx. 4' in width, with very deep-red soils alongside the vein indicating an iron-rich carbonate flooding was associated with the quartz vein system. This observation created the most interest and the prospectors concluded that the area/zone would require further trenching and sampling in the 2010 exploration season to determine if there could be an economic deposit in the

vein and bedrock. The zone appears not to be very large, appx ¼ of a claim, and may be a localized outcrop of a thrust fault.
Of note, is the presence of a free running water source from a spring near the top of the ridge appx 200m SW of QV29. The three veins have been mapped under UTM's: QV27 – 0606728/7084443; QV28 – 0605919/7084909; QV29 – 0605832/7084885; and a total of nineteen bags of grab samples of the veins were drawn, with one sample of each vein chosen and sent to Acme Labs for fire assay with non detectible gold results.

Other grab samples were taken from prospect trenches for reference, with the trenches left open for future observation by geologists. The surrounding soil and bedrock consists mostly of decomposed mica schist. As the prospect team ended their program, the excavator returned to Hunker Summit.

Future Direction:
Over the 2009 season, a total of almost one hundred rock samples were taken from these claims and stored at the Klondike River Lodge's Rock Shack for later observation. Should they appear to show positive mineralization, they will be selected for assay in the 2010 season.

At this stage in the exploration, one can speculate that since there is at least three fissure-type veins (QV27,QV28,QV29) on this section of property with a NNW strike direction. Further trenching and assaying along the length, footwall and hanging wall of these veins may be necessary for appraisal of economic potential.

Prospect trenching at QV29

4.0 CONCLUSION & RECOMMENDATIONS

Considerable resources have been directed towards staking and grassroots prospecting producing defined results exceeding initial expectations. Three quartz vein (QV27,QV28,QV29) has been discovered. These targets are accessible to mobile drilling and support equipment via a network of good trails found within 20km distance from the Klondike River Lodge where logistical support services such as lodging, meals, fuel, and mechanical repairs are provided.

Ideally, the 2010 season exploration program should follow-up on the prospecting of the QV29 zone located on the ridge between the watersheds of Allgold and Dominion creeks appx. 2 km East of Hunker Summit. Armed with a better understanding of the complex geology of the property thanks in part to extensive trenching efforts, there is a confidence the exploration team will continue to yield results that will impress the stakeholders of this project.

The steadfast objective of the co-owners of the Leota Goldfields Project is to locate the source of the rich alluvial gold deposits once mined on the property. There is little doubt the upper watershed of Allgold Creek is as attractive today as it was in 1937 when a prospector, Duncan Michie, announced that he had discovered a major gold-bearing vein which cut across this ridge above Dominion Creek and Allgold Creek, in a line between Alexander Pup and the Klondike-era hamlet of Paris.

5.0 BIOGRAPHIES/CREDENTIALS

5.1 Mr. Ross Weitzel

- Co-owner, (821) ‘Leota’ quartz mining claims.
- Owner of Weitzel’s Construction, Inuvik and Dawson City;
  Klondike River Lodge, Dawson City;
  Qilamik Transport, Inuvik & Edmonton
- Age: 61.
- Residence: Inuvik, NT.
- Businessman for over 25 years.
- Part-time Prospector.

6.2 Mr. Mark Pocklington

- Co-owner, (821) ‘Leota’ quartz mining claims.
- Age: 53.
- Residence: Edmonton, Alberta.
- Prospector.

Statement of Qualifications:

In 1987, Mr. Pocklington was trained as a prospector under the mentorship of Mr. Paul Weishaupt, former Exploration Manager for Bralorne Resources of the Pioneer Gold Mine in BC, and is qualified to lead an exploration program using basic field techniques such as surface prospecting, trenching, geo-mapping, IP surveying, rock/soil sampling for assay, and Winkie diamond drilling. He is credited with important discoveries of gold-bearing quartz veins on properties in northwestern Canada.

Signed: _____
Mark Pocklington

6.1 Exploration Equipment:

7.0 ATTACHMENTS:

7.1 Acme Labs, Analysis Results

AcmeLabs ACME ANALYTICAL LABORATORIES LTD.
1020 Cordova St. East Vancouver BC V6A 4A3 Canada
Phone (604) 253-3158 Fax (604) 253-1716
www.acmelab.com

Client: Pocklington, Mark
Bag 69
Dawson City Yukon Y0B 1G0 Ca

Project: Leota Goldfields

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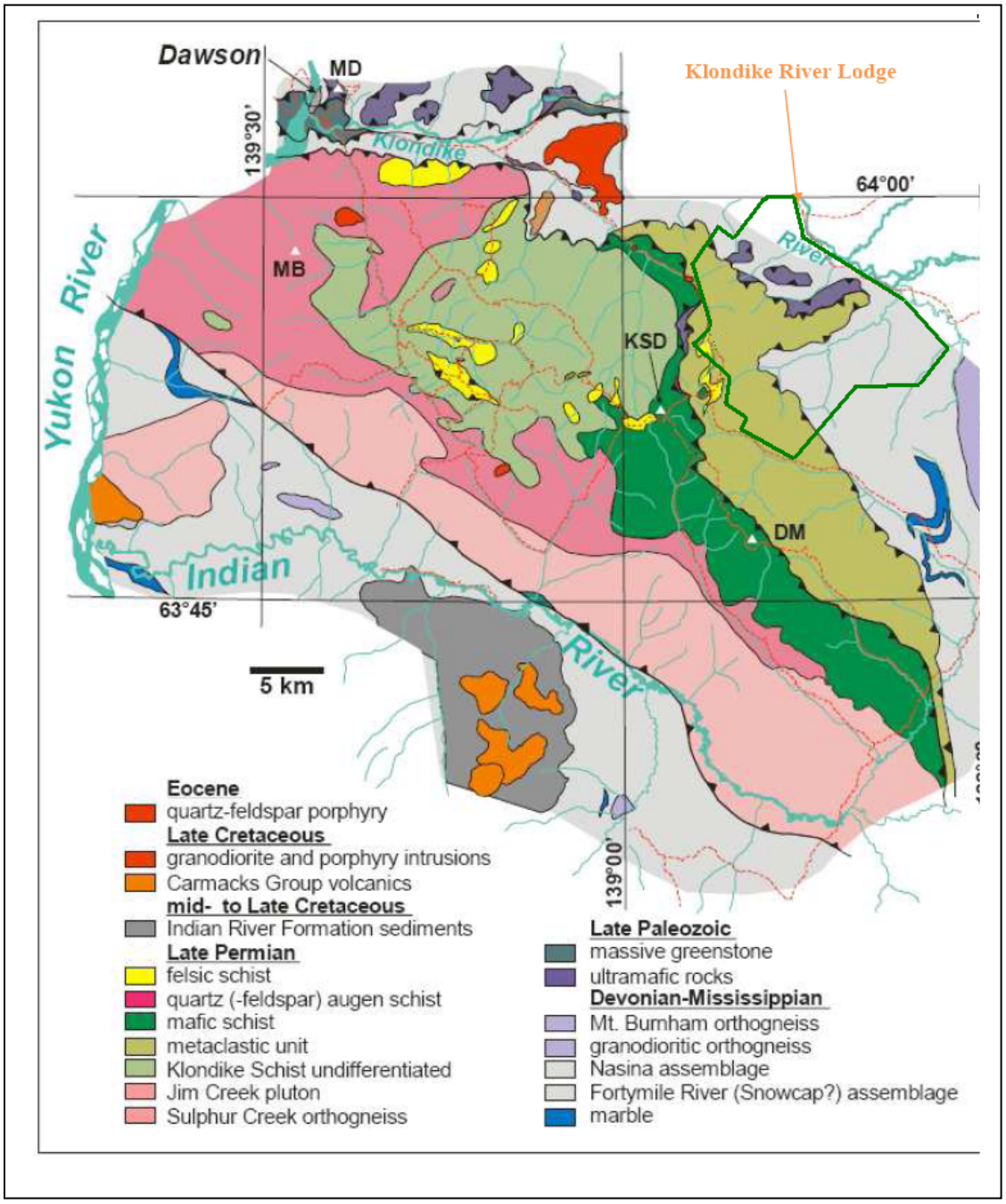
CERTIFICATE OF ANALYSIS VAN08010163.1

Method		WGHT	M150	G6	G6_ME	G6_ME	G6_ME
Analyte		Wgt	TotWt	-Au	+150Wt	+Au	TotAu
Unit		kg	g	gm/mt	g	mg	gm/mt
MDL		0.01	1	0.01	0.01	0.005	0.01
QV27	Rock	0.35	348	<0.01	13.37	<0.005	<0.01
QV28	Rock	0.44	438	<0.01	16.80	<0.005	<0.01
QV29	Rock	0.43	433	<0.01	24.94	<0.005	<0.01

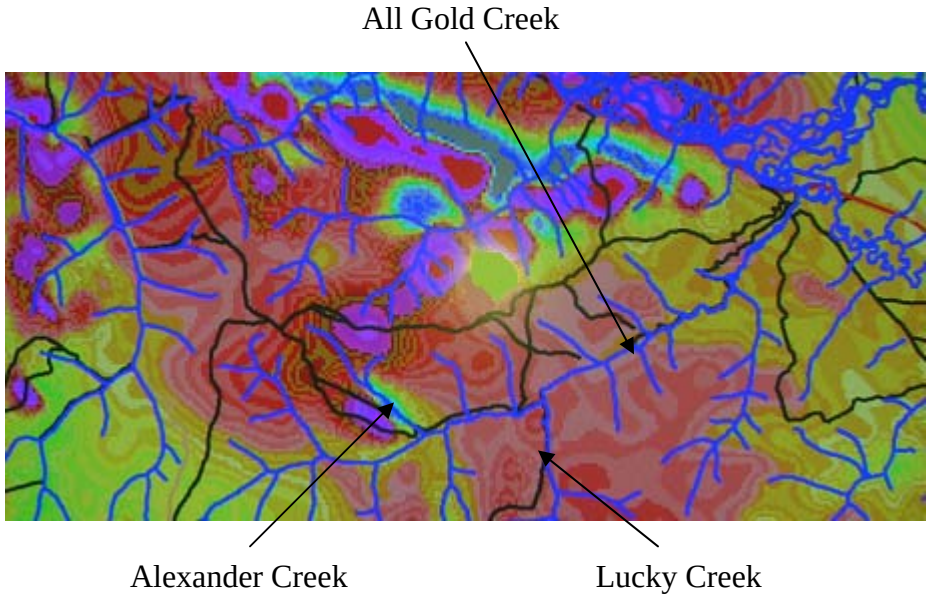
8.0 MAPS:

8.1 Geology Map of Klondike Plateau



8.2 Mag Map - Centre of Property

Maps below from Geological Survey of Canada, open file 3994, 2001 Airborne survey magnetic anomaly map (residual total field) scale: 1:250,000

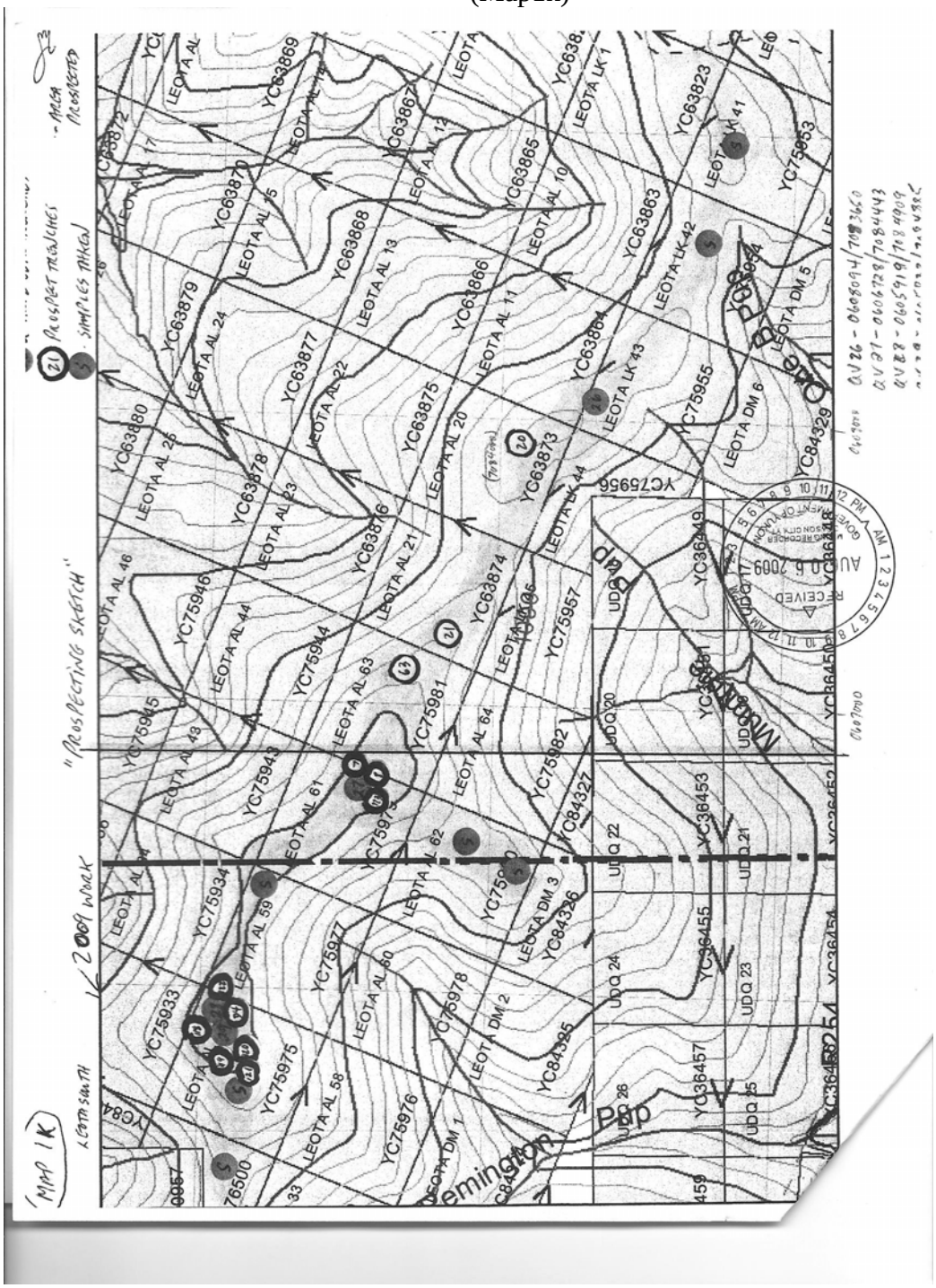


8.3 Mag Map of Property from Geological Survey of Canada, circa 1970

9.0 WORK REPORTS

9.1 Work Report 2009 (Map 1k for YMR)

LEOTA GOLDFIELDS
Exploration 2009
(Map1k)



9.2 Work Report 2009 (Statement of Expenditures 1k for YMR)

LEOTA GOLDFIELDS
Statement of Costs
2009 Exploration Program
(map 1k)

Program: Prospecting & Exploration
Claims Grouping ref: Leota South (60 claims)
Grant#'s: YC75979,YC75880,YC75977,YC75975,YC76500
Claim Location: **Map 1k**, South of Mt. Leotta, NTS 115015
Work dates: Jul 03-05, 2009

Item	**Details (time period)**	**Amount/Rate**	**Daily Rates**	**Total Costs**
Labour	Ross Weitzel Excavator Operator Prospect trenching (Jul03-05/09)	3 days	$350	$1050
	WC - Invoice Field Assistant-KW (Jul03-05/09)	3 days	$250	$750
Camp/R&B	KRL – Invoice Room & Board x labour days	6 person days	$120	$720
Excavator Rental	WC – Invoice Rubber-track excavator Model: 2009KomatsuPC88 (Jul03 – 8 hrs, Jul04 – 8 hrs, Jul05 – 8 hrs)	24 hrs	$135/hr	$3240
ATV	WC – Invoice ATV 2-pass utility&trailer Model:2008ACRangerXLT (Jul03-05/09)	3 days	$150	$450
Fuel - Exc	KRL – Invoice Diesel for excavator	24 hrs	$15/hr	$360
Fuel & Oil	KRL – Invoice Gas for ATV	3 days	$40/day	$120
Leota Goldfields		**Total expenditures**		**$6,690.00**

Description & Distribution of Work

(Map 1k)

Grant#	**$Prospecting**	**#RockSamples**	**$Trenching**	**#Trenches**
YC75979,YC75880	$700	QV27: 6x4 = 24 sAL62:1x4 = 4 sAL62a:1x4=4	$1600	5
YC75977,YC75975	$1145	QV28: 7x4 = 28	$1600	6
YC76500	$45	QV29: 6x4=24 sAL59: 1x4=4 sAL57: 1x4=4 sHS34: 1x4=4	$1600	8
	total: $1890	total: 96	total:$4800	total: 19

Jul 03-05/09 – 2 man team; access to trail from Hunker summit via claims by ATV; prospecting claims by foot for quartz veins; used excavator to dig prospect trenches P118,119,120,121, and one quartz vein found by prospecting and exposed by excavator and marked QV29, QV29a, QV29b, QV29c for 8 hrs excavating. Used excavator to dig prospect trenches P122, Dom4, and one quartz vein found by prospecting and exposed by excavator and marked QV28, QV28a, QV28b, QV28c; 8 hrs excavating. Used excavator to dig prospect trenches P007,P008,P123, and one quartz vein found by prospecting and exposed by excavator and marked QV27, QV27a; 8 hrs excavating; total 24hrs excavator use.

Found more quartz floats along ridge with samples taken; all sample bags marked with QV# or P# as above with 5 samples marked as taken from claims sHS34,sAL57,sAL59,sAL61,sAL62,sAL42, and stored at KRL rock shack; some rocks w/gold indicators with 3 samples marked QV27,QV28,QV29 sent to Acme labs for fire assay.

Trenches:

QV29 – 20’x10’x8’D
QV29a – 10’x4’x8’D
QV29b – 10’x4’x8’D
QV29c – 20’x4’x10’D

QV28 – 22’x5’x8’D
QV28a – 15’x4’x6’D
QV28b – 6’x6’x5’D
QV28c – 6’x4’x6’D

QV27 – 32’x30’x6’D
QV27a – 6’x6’x8’D

P118 – 12’x5’x8’D
P119 – 6’x4’x6’D
P120 – 6’x5’x6’D
P121 – 12’x4’x6’D

P122 – 10’x4’x6’D
Dom4 – 15’x4’x6’D

P007 – 12’x4’x3’D
P008 – 8’x6’x6’D
P123 – 20’x8’x4’D

QV26 – 18’x10’x6’D PD20 – 8x8x4’D
PD21 – 8’x6’x6’D
PD63 – 8’x8’x4’D

Assays:

QV27 – 1 sample tested for Au @$50/ea
QV28 – 1 sample tested for Au @$50/ea
QV29 – 1 sample tested for Au @$50/ea

(see map for location)