Livingstone Placer Project

Whitehorse Mining District, Yukon Territory

Assessment Report for LIVN 1-11 Placer Claims

Grant Numbers P 510623-P510633

by

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With contributions from

James Coates, Kryotek Arctic Innovation Inc.

Location of property: 61°20'25"N and 134°14'12"W
NTS map sheets: 105E/08
Mining District: Whitehorse
Date: January 23, 2016
Dates of Work: September 26, 2015.

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Executive Summary

An exploration program which included prospecting and resistivity geophysics was conducted at various times from May to October, 2015 on prospecting leases on Livingstone Creek and May Creek; and on a discovery claim on a right limit tributary of Cottoneva Creek. This report documents exploration specifically on the LIVN 1-11 placer claims.

The Livingstone Creek project area is in the south-central part of the Yukon, and lies approximately 90 km by air northeast of Whitehorse and 50 km east of Lake Laberge. Although Yukon Government royalty records show only about 18,000 ounces credited from Livingstone area creeks to 2014, the actual production is estimated to be at least 60,000 ounces. The Livingstone Creek area was first prospected in 1894 and mined shortly after. Mining has been intermittent since then, with the majority of activity taking place between 1898 and 1920.

The Livingstone District is underlain primarily by metasedimentary and meta-igneous rocks of Yukon-Tanana Terrane, and is bounded on the west with late Paleozoic volcanic and sedimentary rocks (Semenof Formation) along the Big Salmon Fault. Several bedrock mineral occurrences are noted in the area. The placer gold-bearing creeks in the Livingstone area are characterized by a sequence of interglacial stream gravels which are overlain by McConnell-age glaciolacustrine silts, glaciofluvial deltaic sandy gravel and boulder-rich glacial till.

Placer gold in the Livingstone district is characteristically coarse, with the largest historically reported nugget weighing over 14 ounces. A third of the gold mined from the Discovery claim on Livingstone Creek was comprised of nuggets over an ounce in weight. The fineness of placer gold on Livingstone Creek has been reported to be 880 and higher.

Most of the Livingstone area has not seen methodical exploration for placer deposits using modern technology, and it is likely that there is more than one mineral deposit type which may serve as a potential source for placer gold. Many or most of these mineral occurrences remain undiscovered, due to a lack of outcrop and the presence of thick glacial overburden.

The resistivity geophysical surveys were successful in delineating distinctive contacts which were most likely granitic bedrock. A right-limit paleochannel was interpreted in the uppermost survey on upper Livingstone Creek, and bedrock appears to be only 5 to 6 metres deep across the valley in the areas surveyed.

Pan sampling on upper Livingstone recovered consistent fine gold colours and magnetite. Access proved to be problematic in the later stages of the program, preventing the project team from bringing the ATVs with the pump and sluice into the upper Livingstone claims.

The presence of buried paleochannels and relatively shallow bedrock in the drainage resulted in a decision to acquire additional placer tenure at the end of the 2015 program. Further exploration is recommended, and this should take the form of auger drilling (minimum 6-inch) and sampling in concert with further resistivity geophysical surveys, which would be used to calibrate the drilling results. If possible, larger equipment should be mobilized to the area in the form of a small portable excavator or Can-Dig hoe, and bulk sampling should be conducted using a small test trommel. In addition, the small excavator could likely be used to restore the blocked access to the upper Livingstone (LIVN 1-11) claims, and, with proper permitting in place, conduct a series of test holes on all claims.

Introduction

The following is an assessment report submitted as per the requirements under the Schedule of Representation, Yukon Placer Mining Act.

Personnel and Dates of Work

The senior geologist for the placer exploration program was William LeBarge of Geoplacer Exploration Ltd. The geophysical contractor was Kryotek Arctic Innovation Inc., and the senior geoscientist for the geophysical surveys was James Coates, President of Kryotek Arctic Innovation Inc. Astrid Grawehr, Director of Operations for Kryotek Arctic Innovation Inc., was the senior geophysical technician and assistant geoscientist. Two field assistants were employed by Kryotek for the program, which took place in September 2015.

Location and Access

Livingstone Creek lies in the south-central part of the Yukon, approximately 90 km by air northeast of Whitehorse and 50 km east of Lake Laberge (Figure 1, Figure 2).

The centre of the current property is 61°20'25"N and 134°14'12"W; on NTS map sheet 105E/08, in the Whitehorse Mining District. Livingstone Creek is a right limit tributary of the South Big Salmon River (Figure 3).

Access to the property from Whitehorse can be gained by fixed-wing, helicopter or winter road. The winter road crosses the Teslin River and is available usually only at the height of the winter season.

There are several intermittently-maintained bush airstrips in the area. Several all-terrain vehicle suitable trails traverse the field area and connect Livingstone Creek other creeks to the local airstrips. A 1700 metre airstrip is situated in the South Big Salmon river valley near Lake Creek. The geographic coordinates of that airstrip are 61°21'58"N and 134°22'19"W. Another, unknown quality airstrip approximately 1 km in length is located at the mouth of Martin Creek at geographic coordinates 61°18'14"N and 134°19'42"W. Finally, a 700 metre-long airstrip of unknown condition is located at the mouth of May Creek, at geographic coordinates 61°16'19"N and 134°10'16"W

Figure 1 - General Location of the Livingstone Project, Yukon.

Placer Tenure

The Livingstone Creek prospecting lease (IW00445) was staked by Geoplacer Exploration Ltd. on February 4, 2015 and would have expired on February 10, 2016. The LIVN 1-11 claims were staked over prospecting lease IW00445 on September 25, 2015. The claims are highlighted on Figure 3, and Table 1 details their current claim status.

Table 1 – Placer Claims and Prospecting Lease Status, Livingstone Creek Property.

Grant Number	Claim Name	Claim Owner	Staking Date	Recording Date	Expiry Date	Status	Former Lease Number	NTS Map Number
IW00445	-	Geoplacer Exploration Ltd - 100%	02/04/2015	02/10/2015	02/10/2016	Lapsed	-	105E/08
P 510623	LIVN 1	Geoplacer Exploration Ltd - 100%	9/25/2015	9/25/2015	9/25/2016	Active	IW00445	105E/08
P 510624	LIVN 2	Geoplacer Exploration Ltd - 100%	9/25/2015	9/25/2015	9/25/2016	Active	IW00445	105E/08
P 510625	LIVN 3	Geoplacer Exploration Ltd - 100%	9/25/2015	9/25/2015	9/25/2016	Active	IW00445	105E/08
P 510626	LIVN 4	Geoplacer Exploration Ltd - 100%	9/25/2015	9/25/2015	9/25/2016	Active	IW00445	105E/08
P 510627	LIVN 5	Geoplacer Exploration Ltd - 100%	9/25/2015	9/25/2015	9/25/2016	Active	IW00445	105E/08
P 510628	LIVN 6	Geoplacer Exploration Ltd - 100%	9/25/2015	9/25/2015	9/25/2016	Active	IW00445	105E/08
P 510629	LIVN 7	Geoplacer Exploration Ltd - 100%	9/25/2015	9/25/2015	9/25/2016	Active	IW00445	105E/08
P 510630	LIVN 8	Geoplacer Exploration Ltd - 100%	9/25/2015	9/25/2015	9/25/2016	Active	IW00445	105E/08
P 510631	LIVN 9	Geoplacer Exploration Ltd - 100%	9/25/2015	9/25/2015	9/25/2016	Active	IW00445	105E/08
P 510632	LIVN 10	Geoplacer Exploration Ltd - 100%	9/25/2015	9/25/2015	9/25/2016	Active	IW00445	105E/08
P 510633	LIVN 11	Geoplacer Exploration Ltd - 100%	9/25/2015	9/25/2015	9/25/2016	Active	IW00445	105E/08

Plate 1 - View of the central mined reach of Livingstone Creek, looking downstream (west). Photo taken October 8, 2015. This area is downstream of the LIVN 1-11 claims.

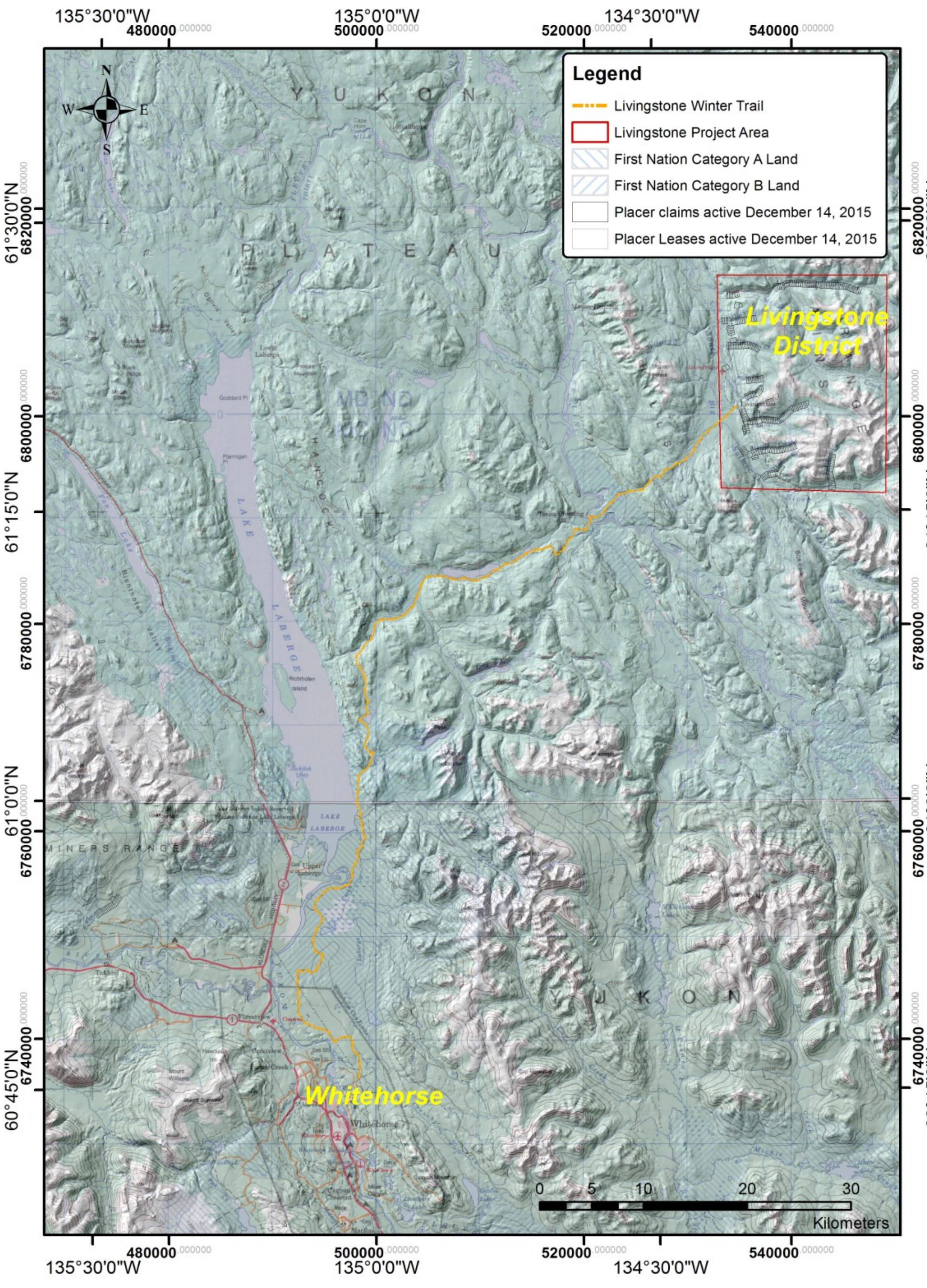

Figure 2 - Location of Livingstone Placer Project, 90 km northwest of Whitehorse. Detailed location map in Figure 3, following.

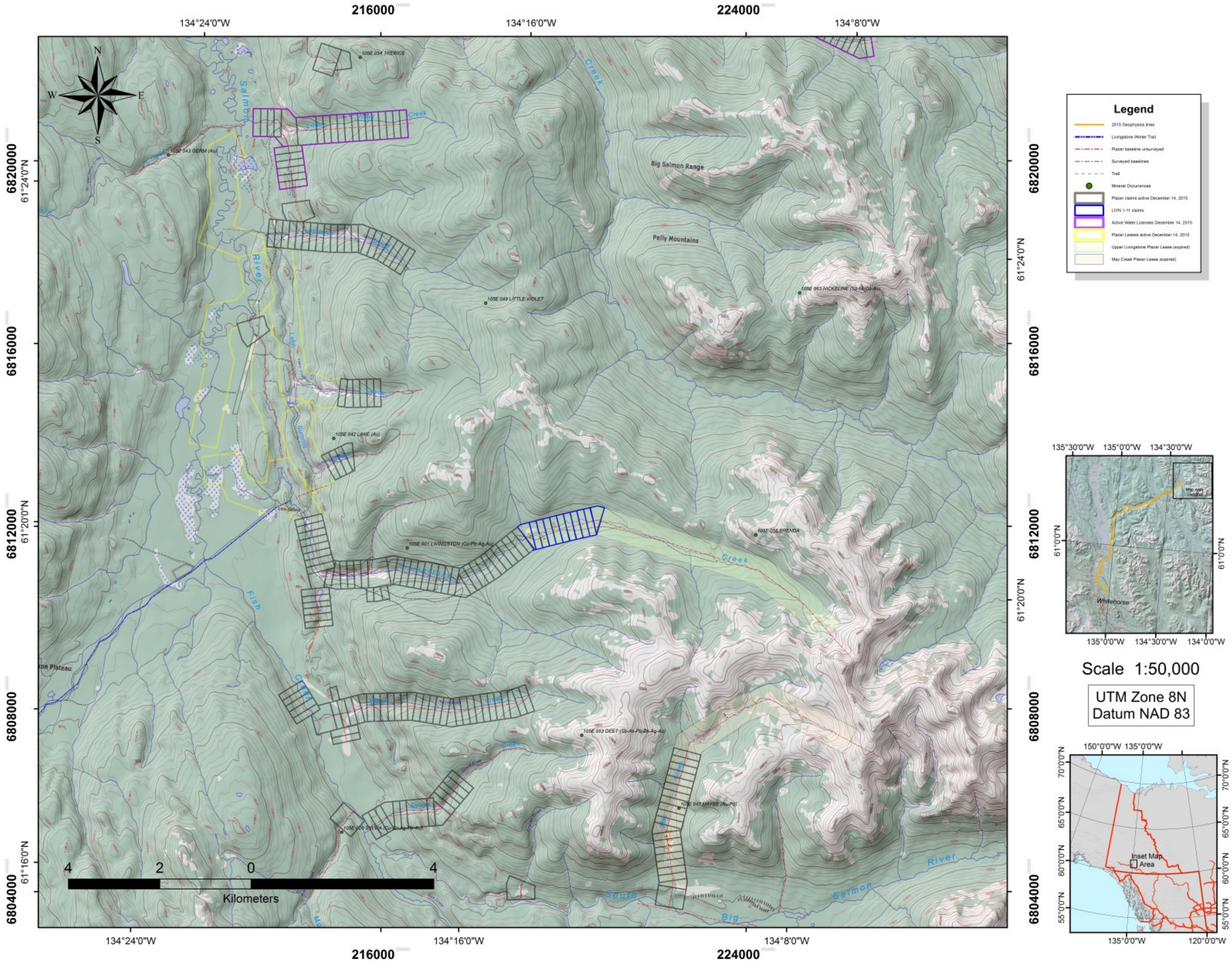

Figure 3 - Livingstone Area placer prospecting leases, placer claims and active water licenses. Mineral occurrences from Yukon Minfile (2014).

History of Exploration and Mining

Although Yukon Government royalty records show only about 18,000 ounces credited from Livingstone area creeks to 2014 (Yukon Mining Recorder, 2014), the actual production is known to be several times higher. One of the reasons is that since most of the gold from Livingstone creeks is coarse, the modern market is mainly local jewelers and collectors, who would not be intending to export the raw gold out of the Yukon. Since placer gold which is sold for use within the Yukon is not required to have royalties paid, it is often not recorded in any government ledgers.

The Livingstone Creek area was first prospected in 1894 by Joseph E. Peters (LeBarge, 2007). In 1898, Mr. Peters returned to the area with Mr. George Black and together they discovered gold on the Livingstone Creek itself, naming it after Black's friend M. Livingstone. That year, in the four weeks before freeze-up, they mined about 200 ounces. Bostock (1957) mentions that that production between 1898 and 1920 produced over $1,000,000 in placer gold, which roughly calculates to 46,000 troy crude ounces using a gold price of $19/ounce and a fineness of 880. Cairnes (1910) stated that the claims on the “old channel” on Livingstone Creek had produced, on the average, about $25,000 (1157 troy crude ounces) each. The total production in 1906 was about $90,000 (4168 troy crude ounces). Discovery Claim is stated to have yielded $11,000 (509 troy crude ounces) in 1900.

Interest in the Livingstone area was revived by T. Kerruish's new discovery on Lake Creek in 1930; and during the 1930's there were 10 to 15 men on Livingstone Creek each year involved in mining a buried left limit channel and "sniping" on the worked over ground in the canyon (Bostock and Lees, 1938).

During the 1940's, J. Stenbraten held much ground on Livingstone Creek, but most of his work was preparatory in nature and little gold was produced (LeBarge, 2007).

During the late 1950s and early 1960s L. Engle and C. Emminger prospected on Discovery Claim. In 1961 G. Murdock and J. Ballentine prospected on the creek. In 1967 M. Fuerstner and E. Kreft staked a one mile lease. Max Fuerstner Jr. took over the mining from Max Sr. in the 1980's. Mining has been intermittent since then, with the most recent mining activity on Livingstone Creek taking place in the late 1990's. Seismic refraction was attempted on some placer leases upstream of the canyon in 1981, but was unsuccessful due to attenuation by permafrost (LeBarge, 2007).

Regional Bedrock Geology

Yukon-Tanana terrane is an accreted pericratonic sequence that covers a large part of the northern Cordillera from northern British Columbia to east-central Alaska (Colpron and Nelson, 2006; Figure 4). The Livingstone District is underlain primarily by metasedimentary and meta-igneous rocks of Yukon-Tanana Terrane, and is bounded on the west with late Paleozoic volcanic and sedimentary rocks (Semenof Formation) along the Big Salmon Fault. The Semenof block is assigned to Quesnellia Terrane, and those units are bounded on the west by metasedimentary rocks of the Stikinia terrane (Colpron, 2005, 2006). The eastern part of the Livingstone Creek area is dissected by the north-striking d’Abbadie fault zone. Metasedimentary rocks in the east and northeast part of the area were previously assigned to Cassiar Terrane; however Colpron (2006) has assigned them to Yukon Tanana Terrane.

Local Bedrock Geology and Mineral Occurrences

East and north of the South Big Salmon River lie five successions of metasedimentary and metavolcanic rocks: the Snowcap complex, and the Livingstone Creek, Mendocina, Last Peak and Dycer Creek successions (Colpron, 2005, 2006; Figure 5 and Figure 6). These occur in two structural domains separated by d’Abbadie fault. The Dycer Creek succession occurs east of the fault while all other successions occur west of the fault (Figure 5; Colpron, 2006).

Figures 5 and Figure 6 show that the area between the upper reaches of Livingstone Creek and the middle reaches of May Creek is dominated by metasedimentary rocks of the Snowcap complex; which are in turn intruded by strongly foliated and locally gneissic Early Mississippian tonalite to granodiorite.   Along a north-south trend between the upper-most reaches of Livingstone Creek and the South Big Salmon River, lays metavolcanics, metasediments and marble of the Livingstone Creek succession; and serpentinized peridotite and greenstone of the Mendocina succession (Colpron, 2006).

Several bedrock mineral occurrences are noted in the area. These are given in Table 2, below.

Table 2 - Mineral Occurrences (MINFILE) of the Livingstone Creek area.

MINFILE NUMBER	NAME	DEPOSIT TYPE	STATUS	PRODUCER	COMMODITY
105E 001	**LIVINGSTON**	**Vein Polymetallic Ag-Pb-Zn+/-Au**	**Showing**	**N**	**Copper, Silver, Lead, Gold**
105E 020	**SYLVIA**	**Vein Polymetallic Ag-Pb-Zn+/-Au**	**Showing**	**N**	**Copper, Gold, Zinc, Silver, Lead**
105E 042	**LAKE**	**Vein Au-Quartz**	**Showing**	**N**	**Gold**
105E 043	**GERM**	**Unknown**	**Anomaly**	**N**	**Gold**
105E 047	**MAYBE**	**Unknown**	**Anomaly**	**N**	**Gold, Lead**
105E 053	**DEET**	**Vein Polymetallic Ag-Pb-Zn+/-Au**	**Showing**	**N**	**Antimony, Gold, Arsenic, Lead, Silver, Zinc**
105E 049	**LITTLE VIOLET**	**Unknown**	**Unknown**	**N**	
105E 063	**NICKELINE**	**Ultramafic - Nickel**	**Showing**	**N**	**Antimony, Cobalt, Nickel, Arsenic**
105E 054	**TRERICE**	**Unknown**	**Unknown**	**N**	
105E 056	**BRENDA**	**Unknown**	**Unknown**	**N**	

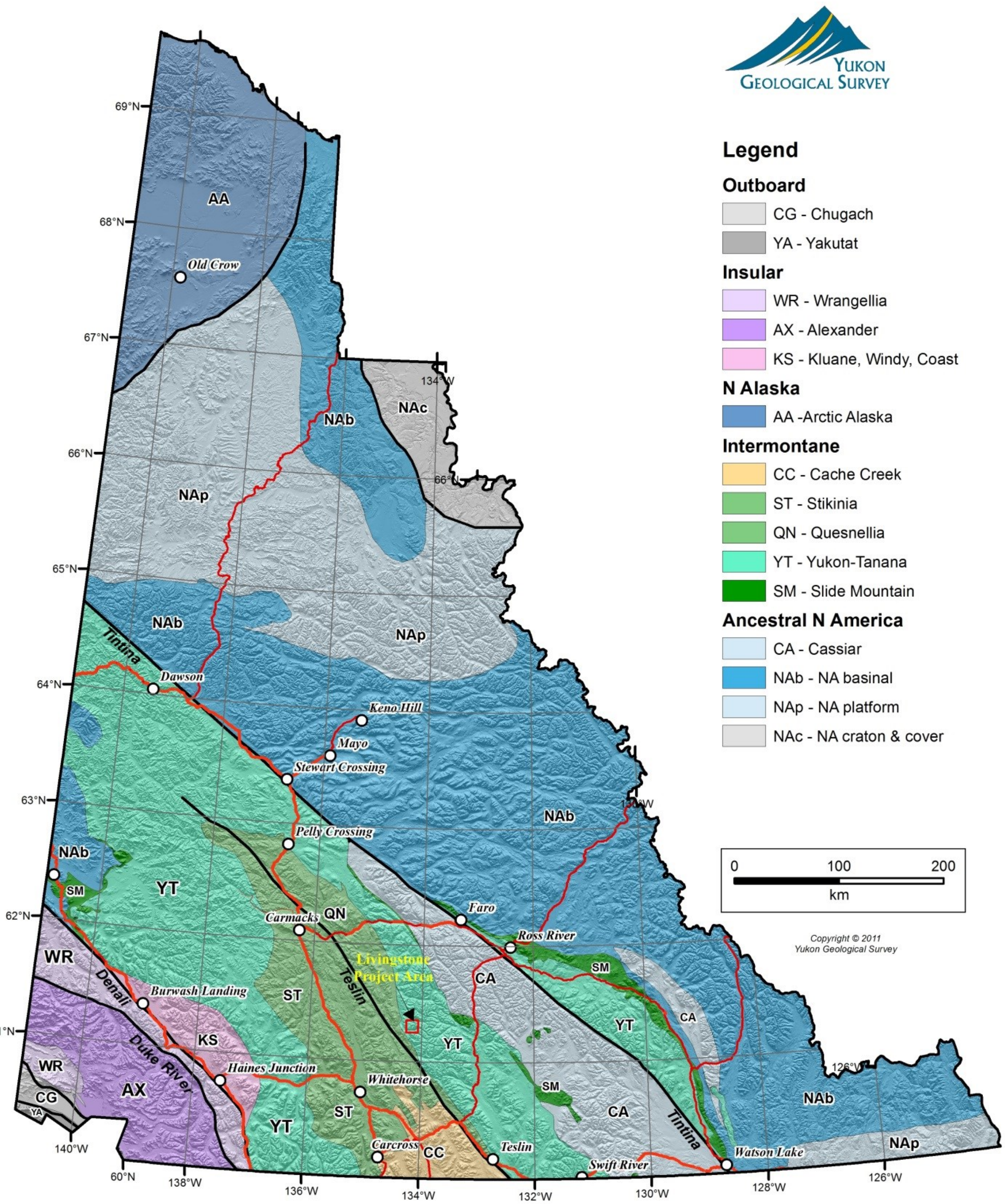

Figure 4 -Yukon Terrane Map, showing location of Livingstone Project Area. Yukon Geological Survey, 2014.

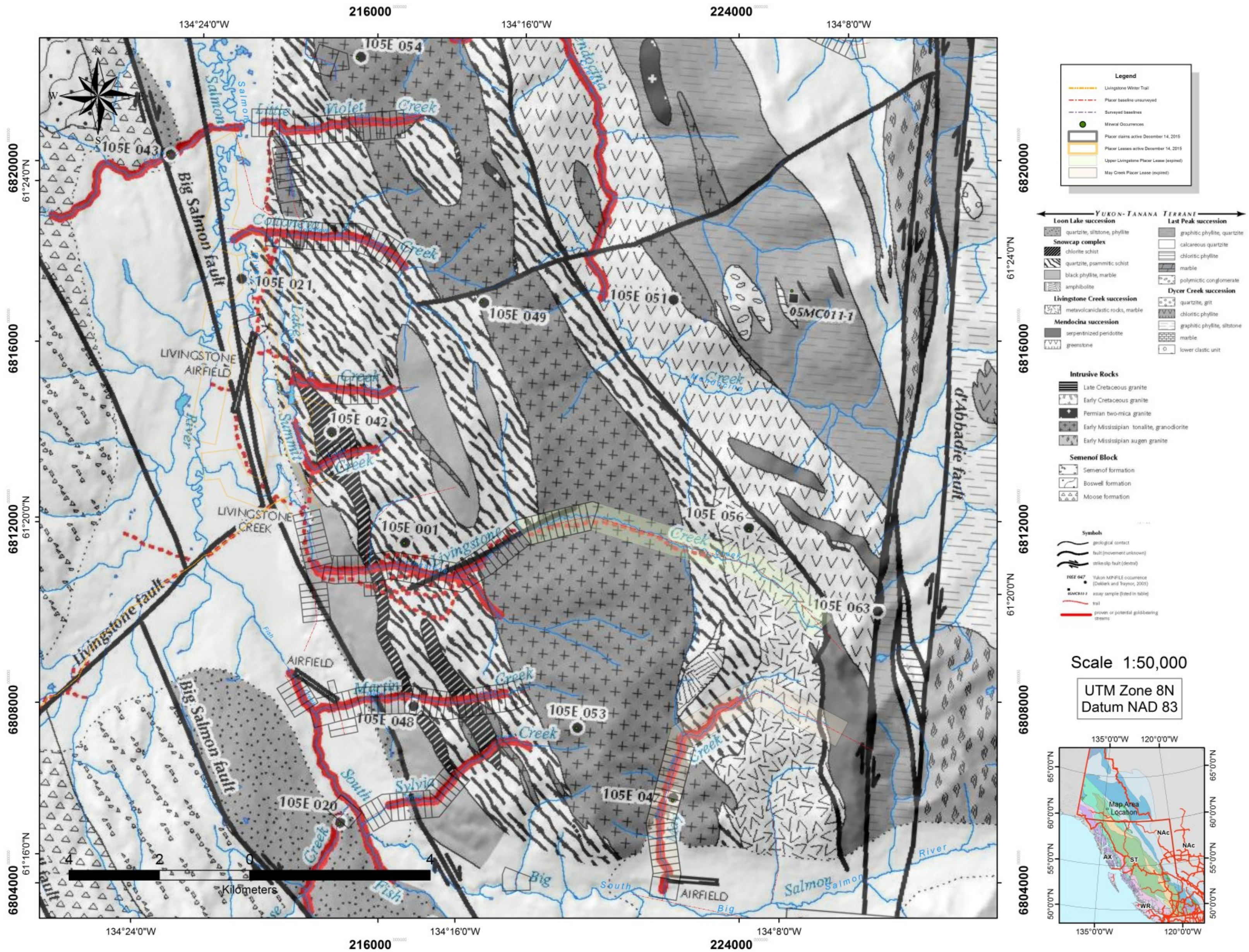

Figure 5 - Bedrock Geology of the Livingstone district, modified after Colpron (2005).

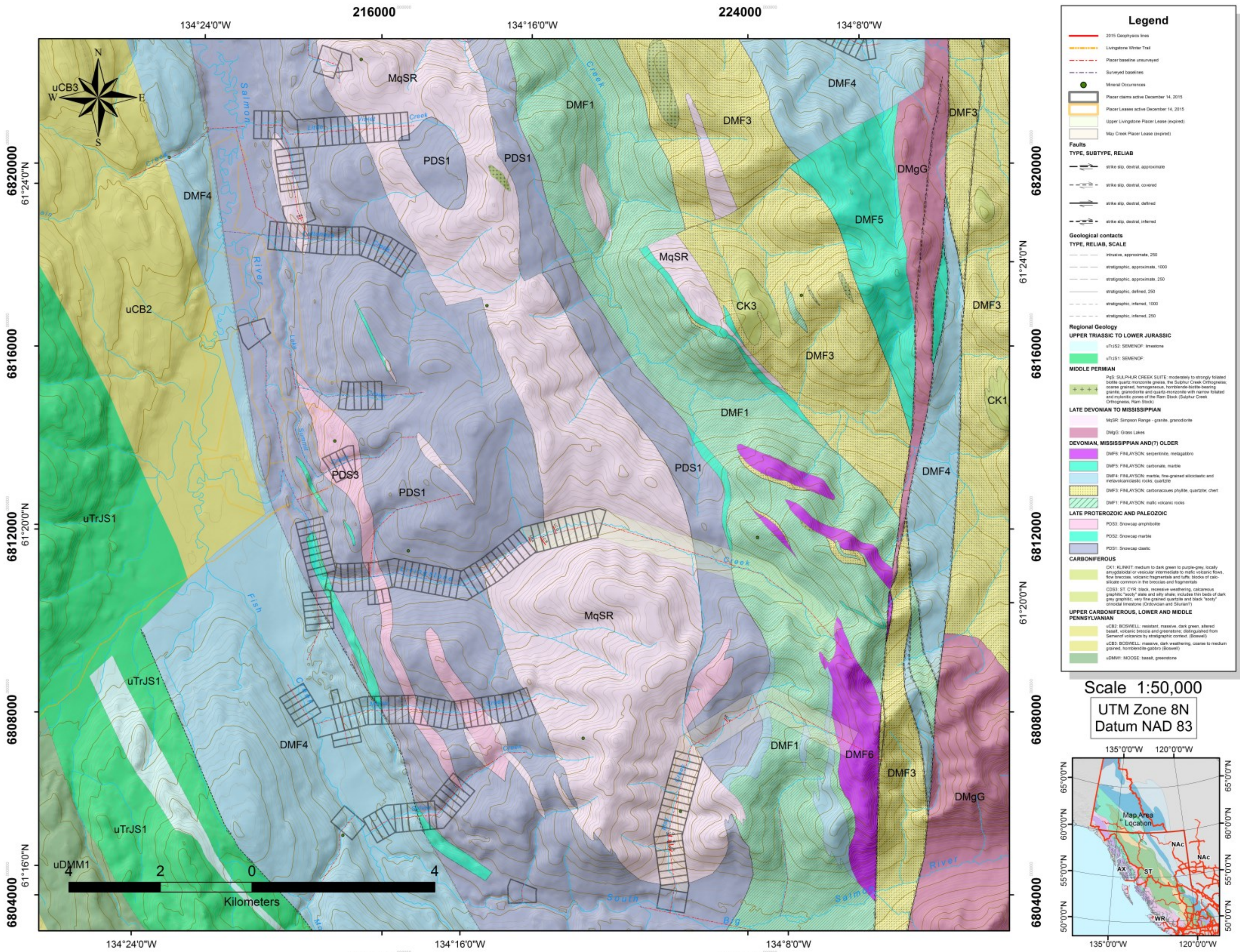

Figure 6 - Bedrock Geology of Livingstone District, modified after Colpron, (2005) and Yukon Geological Survey, (2014).

Regional Surficial Geology and Glacial History

The Livingstone District lies well within the late Wisconsinan McConnell glaciation (Duk-Rodkin, 1999) and the most obvious glacial features are of that age. Older glaciations certainly would have blanketed the area, however all features of those earlier episodes have been overprinted by the most recent glacial advance.

Glacial features and surficial deposits in the Livingstone District were mapped by Hughes et al (1969) and Klassen and Morison (1987). Surficial deposits in the area are mainly till and colluvium, while an irregular glaciofluvial complex occurs in the South Big Salmon Valley near the mouth of Martin Creek (Klassen and Morison, 1987). The prominent valley that diverts the westerly flow of Livingstone and Summit Creeks is an ice-marginal channel (Hughes et al, 1969).

Indicators of former ice flow direction, mapped by Hughes et al (1969) and Klassen and Morison (1987) suggest that glaciers flowed north along the low valleys that cross the Semenof Hills into the South Big Salmon River Valley in the Livingstone Creek area.

Bond and Church (2006) proposed a four-phase ice-flow history for the Big Salmon Range (Figure 7). This is briefly summarized as following:

Phase 1, a locally derived ice advance, marks the initial accumulation of ice at the onset of glaciation. Geological evidence of this phase is either eroded or buried by later glacial phases. General zones of ice accumulation are inferred from well-developed cirques.

Phase 2 occurred when Cordilleran ice advanced northwest and overtopped the Big Salmon Range at its glacial maximum. High-elevation ice-flow indicators suggest the Cassiar lobe of the Cordilleran ice sheet moved across the range virtually unobstructed by the underlying topography.

Phase 3 occurred when the Cassiar lobe retreated from the Big Salmon Range. With reduced ice thickness during glacial recession the Cassiar lobe became increasingly directed by underlying topography. East-flowing drainages in the Big Salmon Range experienced up-valley ice-flow as the Cassiar lobe maintained a regional northwest flow, while westward-oriented drainages would have been glaciated by down-valley flowing ice. Retreat of the Cassiar lobe to the east of the north-south trending drainage divide resulted in ponding of meltwater in the eastern drainages. This meltwater drained westward across mountain passes and flowed down the western drainages shortly after these were deglaciated. Meltwater erosion was significant enough in some valleys to erode through the surficial deposits and into bedrock, which would have completely reworked pre-existing placer deposits.

A late glacial re-advance of local alpine glaciers (Phase 4) was mapped in the Pelly Mountains further east, however in the Big Salmon Range; the glaciers are less abundant and generally restricted to less than 1 km in extent.

Placer Geology and Stratigraphy

Overall, the placer gold-bearing creeks in the Livingstone area are characterized by a sequence of interglacial stream gravels which are overlain by McConnell-age glaciolacustrine silts, glaciofluvial deltaic sandy gravel and boulder-rich glacial till (Levson, 1992). Within the interglacial gravels, concentrated fluvial and debris flow sedimentation likely occurred in response to unusually high storm or spring runoff events. The advance of a glacier down the South Big Salmon River valley resulted in damming of the channelized flows that deposited the underlying gravels. Ice-marginal lakes formed in each of the tributary valleys, and parallel-laminated clays, silts and sands were deposited in the ice-dammed lakes along with debris flow deposits derived mainly from the ice margin. At Summit Creek, a thick glaciofluvial delta complex developed in the lake ponded in that valley.

As the glacier in the South Big Salmon River valley expanded, the lakes diminished in size and debris flow sedimentation increased until the area was overridden by ice. Subsequently, a thick till was deposited at the base of the glacier. During deglaciation, a glaciofluvial complex developed along the ice margin. The series of meltwater channels that extend from south of Martin Creek to well north of Summit Creek, formed along the side of the South Big Salmon Valley in association with the ice-marginal deposits. Post-glacial river erosion incised through all of the overlying glacial deposits and re-exposed the placer gold bearing interglacial gravels.

The stratigraphy of Livingstone Creek in the lower reaches as described by Levson (1992) consists of approximately 5 metres (15 feet) locally-derived, coarse-grained, crudely-stratified, poorly-sorted and clast-supported gravels immediately overlying the bedrock. This is the main pay unit, and is interpreted as an interglacial (pre-McConnell) high energy stream channel and gulch sediments deposited by channelized fluvial flows and gravelly debris flows. This unit is overlain by up to 5 metres (15 feet) of parallel-laminated silts and clays with numerous erratic dropstones and pebble intrabeds. This unit is interpreted as proximal glaciolacustrine sediment, which would have formed when a glacier, flowing down the South Big Salmon River valley, blocked Livingstone Creek and other tributaries, causing small ice-marginal lakes to form. A thick, 15 metre (50 feet) matrix-supported diamicton with numerous striated clasts caps the sequence. This is interpreted as a glacial till, deposited directly by ice during the glacial maximum.

Early workers (Cairnes, 1910; Bostock and Lees, 1938) describe an “old boulder channel” on the south side of Livingstone creek, which was quite rich in placer gold. The “old channel” is described as being lower in gradient than the present channel, and within “half a mile” upstream of the canyon (800 m) is about 40 feet (12 metres) lower than the present channel and 1000 feet (300 metres) to the south. The present channel and the paleochannel are separated by a reef of bedrock which was tunneled through by the old timers. The placer gold was reported to lie on bedrock and in the crevices in it.

Cairnes (1910) reported that at some distance up the present creek channel, at a point across from the higher workings in the old, buried channel, a second buried channel is reported to have been discovered on the north side of the creek. An adit was run along it, but the results of that work were not known.

Subsequent placer miners are believed to have worked various parts of the south paleochannel, and gravels adjacent and north of the present creek by sniping under the overburden on the north bank.

Placer Gold and Heavy Mineral Characteristics

Cairnes (1910) reported that a third of the gold mined from the Discovery claim on Livingstone Creek was comprised of nuggets over an ounce in weight. The largest nugget reported by that time was valued at $304 (approximately 14 troy ounces). A few nuggets had rough surfaces and included fragments of quartz, but as a rule they were smooth. Magnetite was abundant and occurred as "grains and coarse lumps", along with native copper, garnet, and cinnabar. LeBarge (2007) mentions that other heavy minerals include galena, pyrite, hematite and cassiterite.

The fineness on Livingstone Creek has been reported to be 880, although some miners (Max Fuerstner Jr., pers. comm.) have said that it is usually over 900. Very few other details have been reported about the nature, grade or distribution of the placer gold mined by modern placer miners on Livingstone Creek.

Plate 2 - Placer gold from Livingstone Creek, mined in 2000 by M. Fuerstner Jr. The smaller piece weighed 5 ounces. The other half is likely over 20 ounces.

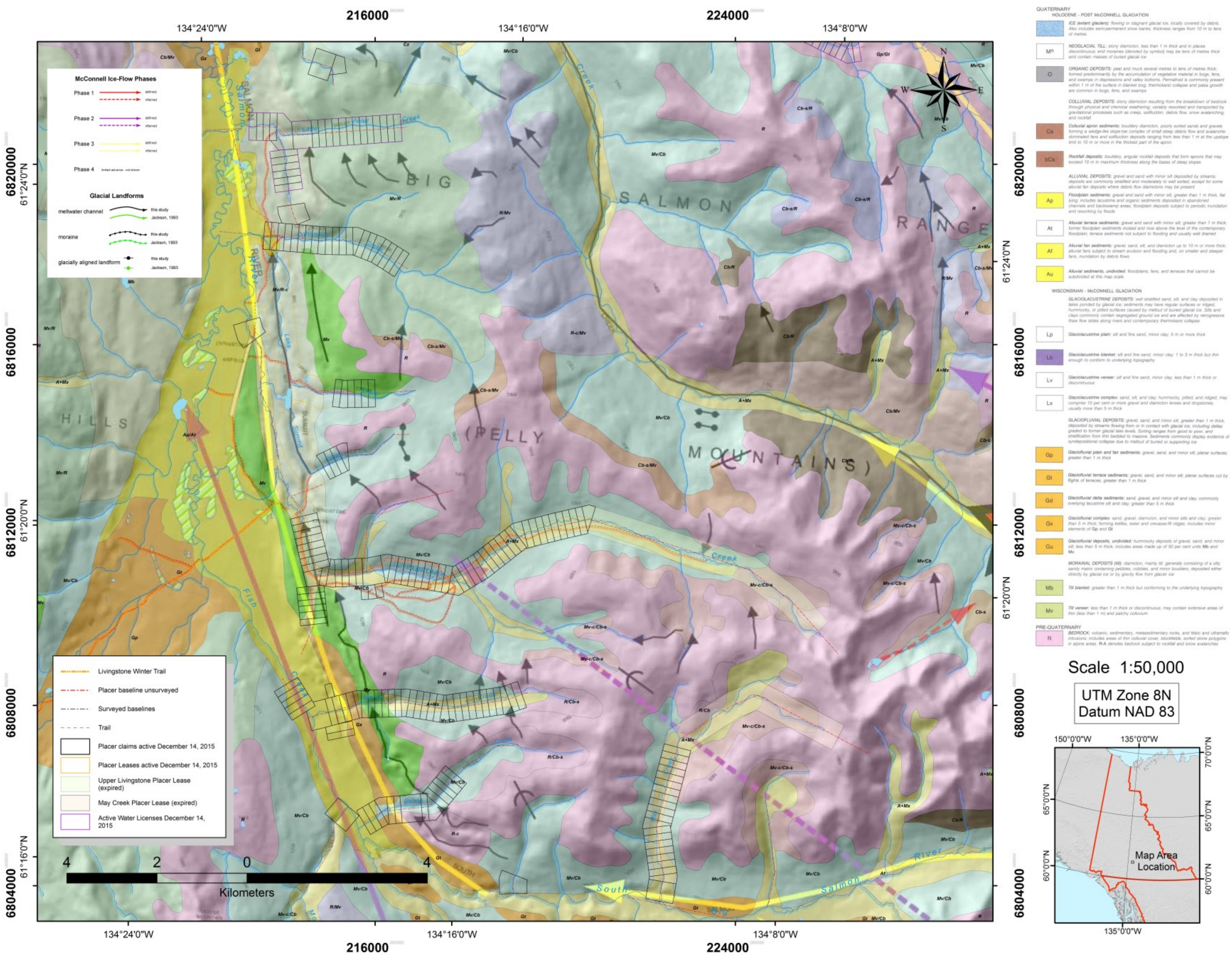

Figure 7 - Surficial geology and glacial features, Livingstone Creek area; after Klassen and Morison, (1987); and Bond and Church, (2006).

Rationale for Exploration

Although over 60,000 ounces of gold has been recovered from placers of the Livingstone Creek area since 1898 (LeBarge, 2007; Bostock and Lees, 1938); the bedrock source of gold has not been definitively identified. In addition, most of the Livingstone area has not seen methodical exploration for placer deposits using modern technology.

It is likely that there is more than one mineral deposit type which may serve as a potential source for placer gold in Livingstone Creek and other area drainages. Many or most of these mineral occurrences remain undiscovered, due to a lack of outcrop and the presence of thick glacial overburden.

Placer gold in Livingstone Creek typically occurs as coarse (>1 cm) nuggets and is commonly associated with magnetite. A nearby source is likely, and may be a skarn style of mineralization (Colpron, 2006). Stroink and Friedrich (1992) noted that quartz veins containing disseminated sulphide minerals occur as foliaform veins at the headwaters of the Livingstone district streams. They considered the veins as a potential source for some of the gold, however Colpron (2006) notes that the lack of magnetite and coarse gold in the veins argues against them being the major source for the placer gold.

Colpron (2006) also offers that placer streams in the Livingstone camp generally occur around the large Early Mississippian metatonalite body that intrudes Snowcap complex in the western part of the area, which supports the skarn theory as a potential for a lode source for the placer gold. The high fineness (880 and over) and associated copper minerals (LeBarge, 2007) supports an intrusion-related bedrock source as described by Dumala and Mortensen (2002). This intrusive body subcrops beneath the upstream reaches of Livingstone Creek in the area of the five-mile prospecting lease of Geoplacer Exploration Ltd., and in the mid-reaches of May Creek beneath the five-mile prospecting lease of James Coates.

Bostock and Lees (1938) mention that the southern (left-limit) paleochannel in on the lower reaches of Livingstone lies about 1000 feet south of the modern creek as it tracks upstream, separated by a reef of bedrock. They also note that a northern (right-limit) paleochannel occurs on the upstream end of the workings of the time above the canyon. This demonstrates the potential for the existence of further paleochannels in the upstream reaches of Livingstone Creek.

Colpron (2006) notes that there is mineralization on D'Abbadie Creek; new showings were discovered there during the 2005 mapping season including a Pb-Ag vein occurrence and a pyrrhotite skarn. Bostock and Lees (1938) mention the presence of "old, pre-Glacial" gravels on upper D'Abbadie Creek; and that placer gold had been recovered by old timers working there. This further evidence demonstrates the potential for undiscovered bedrock mineralization and placer gold in the eastern part of the Livingstone district, outside of the traditionally-mined areas.

Bond and Church (2006) hypothesize four-phases of the last (McConnell) glaciation in the Big Salmon Range. It is apparent that although the upper part of the Livingstone drainage was parallel to sub-parallel to the regional ice-flow during Phase 2 glacial maximum (Figure 7), it is still possible that ice-marginal lake and deltaic sediments offered some protection from scouring of the deep, pre-glacial paleochannels. In addition, ice-flow during the Phase 3 advance, which followed valley topography and likely had a more erosive effect, is not mapped as having a trajectory along upper Livingstone Creek (Figure 7).

2015 Placer Exploration Program

A two-phase program of exploration was conducted on the Livingstone Creek property in 2015. Phase 1 included resistivity geophysics and pan-sampling, which was followed by staking the lease into claims. Phase 2 included further resistivity geophysics and some further panning. Table 3 shows the geographic coordinates of resistivity lines conducted on the Livingstone Creek property during the project in 2015. These are plotted on Figure 8.

Table 3 - Coordinates of endpoints of Resistivity Profiles, Livingstone Project, 2015.

Waypoint	Associated Creek	Latitude Decimal Degrees	Longitude Decimal Degrees	Latitude DMS	Longitude DMS
LC A end	Livingstone	61.33786	-134.250681	61° 20' 16.280" N	134° 15' 2.450" W
LC A start	Livingstone	61.3387	-134.251461	61° 20' 19.310" N	134° 15' 5.260" W
LC B end	Livingstone	61.33754	-134.24444	61° 20' 15.126" N	134° 14' 39.984" W
LC B start	Livingstone	61.33888	-134.24674	61° 20' 19.968" N	134° 14' 48.264" W
LC C end	Livingstone	61.33989	-134.24037	61° 20' 23.604" N	134° 14' 25.332" W
LC C start	Livingstone	61.34057	-134.24113	61° 20' 26.052" N	134° 14' 28.068" W
LC D end	Livingstone	61.34124	-134.24187	61° 20' 28.464" N	134° 14' 30.732" W
LC D start	Livingstone	61.34056	-134.24107	61° 20' 26.016" N	134° 14' 27.852" W

Geophysical Methods

Resistivity was used for this area as the electrical properties of overburden, bedrock and mineralized fault systems are distinct and easily definable. A Lippmann 4- point Resistivity System was used. This system allows over 100 m of depth penetration. Data was collected and inverted using AGI Earth Imager 2D software. Noisy data points and electrodes with poor contact resistance were removed and data was filtered for spikes or depressions in resistivity. The software produced two- dimensional tomograms using a smoothed, least squares damped and robust inversion parameters. Preliminary interpretations were conducted on the processed data.

Geophysical Disclaimer

Subsurface information shown on these drawings was obtained solely for use in establishing design controls for the project. The accuracy of this information is not guaranteed and it is not to be construed as part of the plans governing construction of the project. It is the client’s responsibility to inquire of the owner if additional information is available, to make arrangements to review the same prior development to conduct whatever site investigation or testing may be required, and to make their own determinations as to all subsurface conditions. James Coates and Kryotek Arctic Innovation Inc. accept no liability whatsoever for any use or application of this information by any and all authorized or unauthorized parties.

Upper Livingstone Creek

The Upper Livingstone Creek property is located on the upper part of Livingstone Creek, and is bounded on the downstream extent by a shallow canyon which marks a major gradient change in the valley floor. After completion of resistivity line LC A and four pan samples along the line (Kryotek Arctic Innovation Inc., 2015); the upper Livingstone Creek placer lease (IW00445) was converted to the LIVN 1-11 claims, with the remainder allowed to lapse. All pans returned fine gold colours (averaging 1 to 2 each) with a considerable amount of fine magnetite. Three subsequent resistivity profiles were surveyed on the property, documented below.

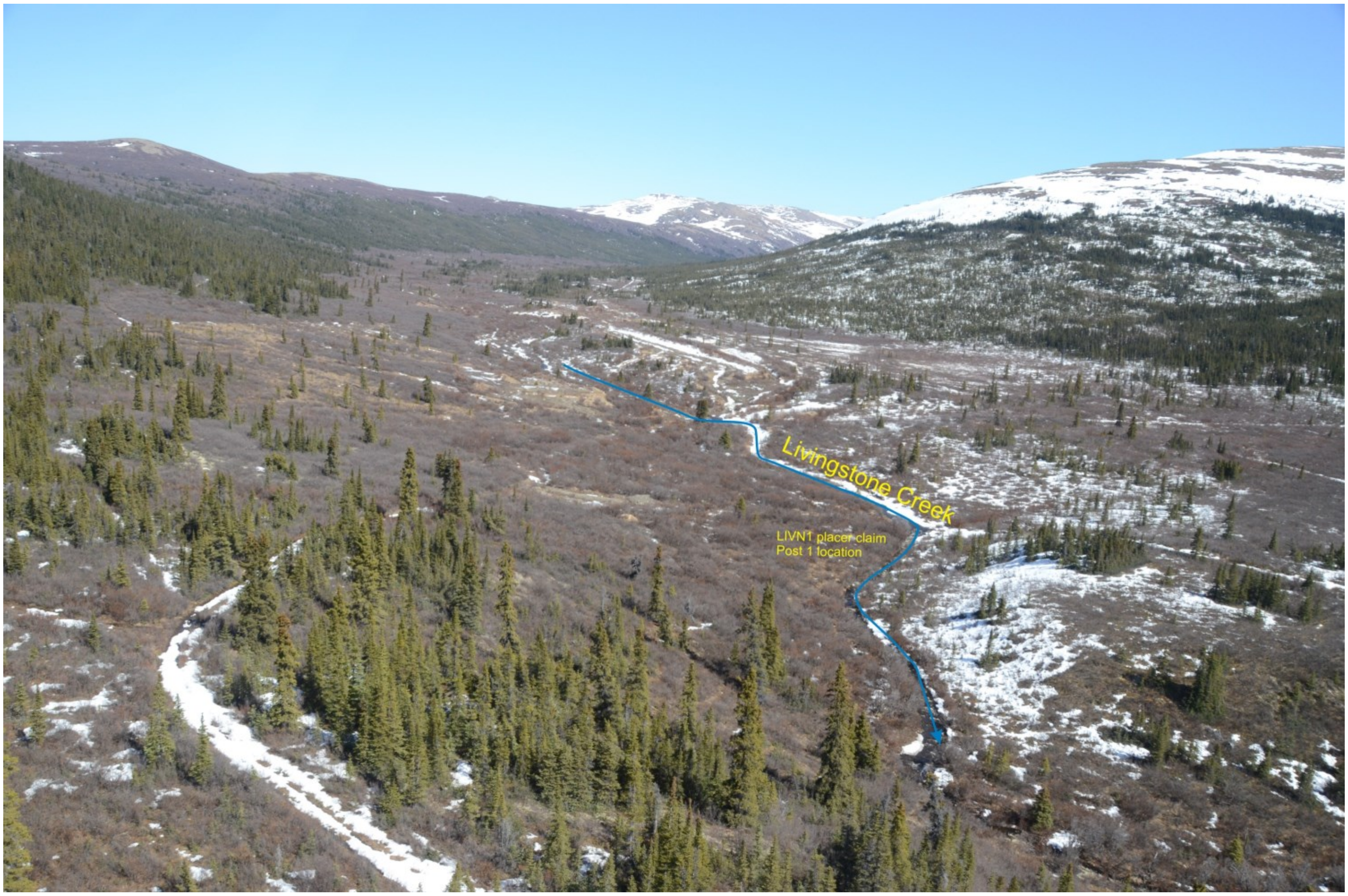

Plate 3 - View of the LIVN claims looking upstream. Photo taken May 12, 2015.

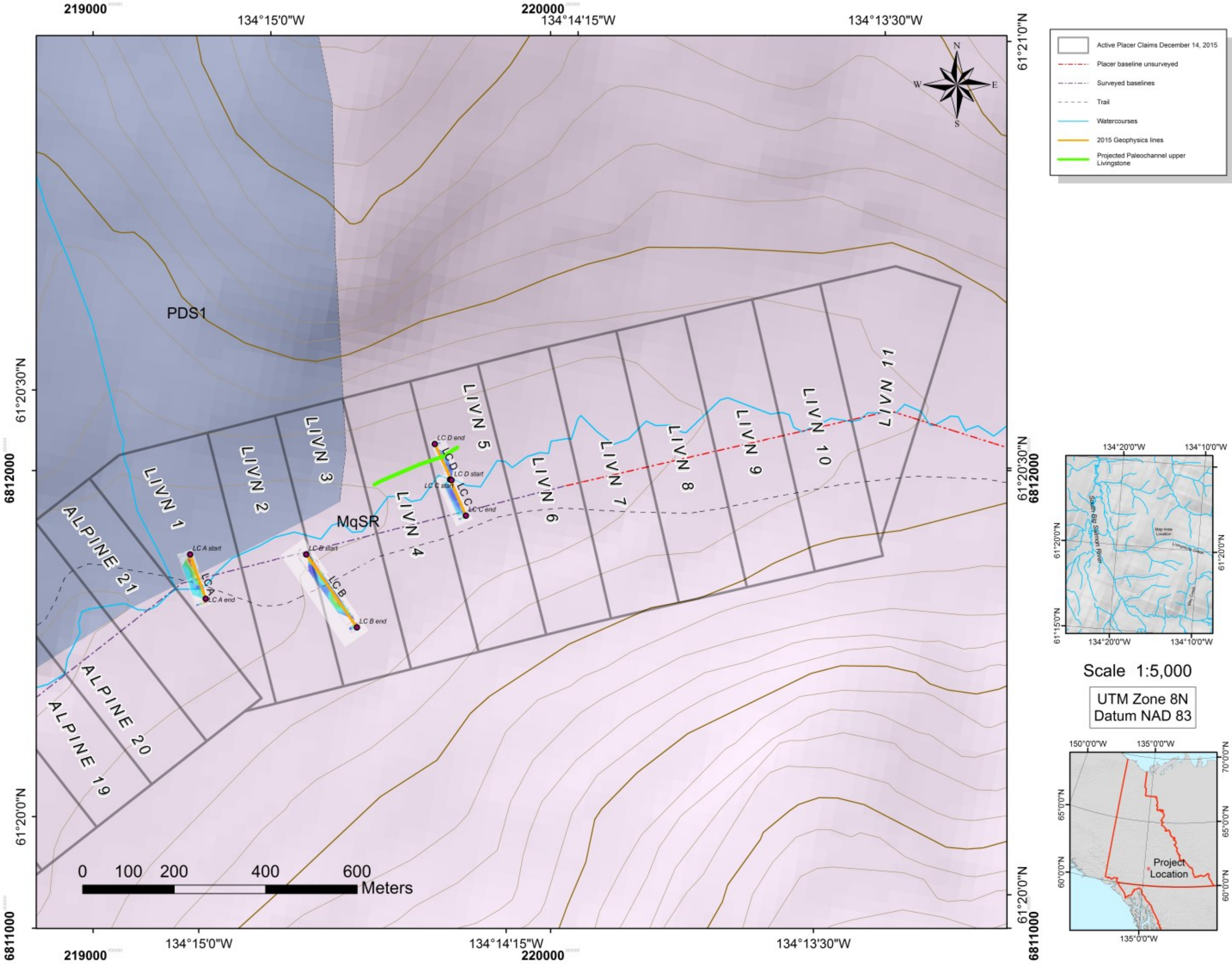

Figure 8 - Compilation map showing resistivity profiles LC A, LC B, LC C and LC D overlain on the LIVN placer claims. Bedrock geology after Colpron (2005) is also shown.

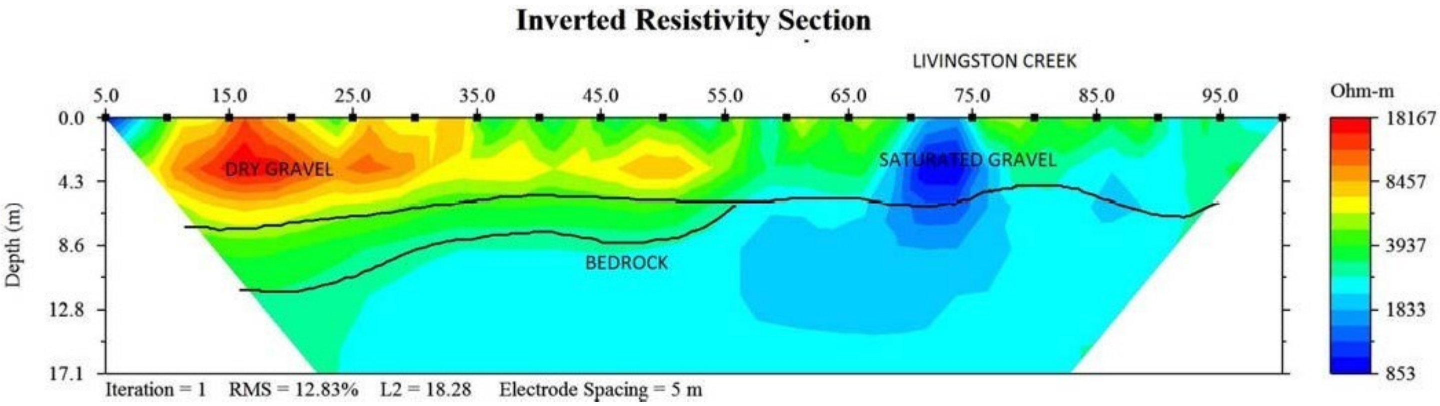

Figure 9 - Resistivity profile LC A on Livingstone Creek. View looking upstream.

Line LC A runs across the lower end of the incomplete airstrip at the lower end of the prospecting lease from north to south. It crosses Livingstone Creek at 75 m along the survey. This survey shows a contact at 6-8 m depths which may be granitic bedrock. Extremely dry gravels are found at the left (north) end of the survey, while the gravels become saturated under the creek near the right (south) end of the survey. The bedrock contact may also be a high water table. Figure 8 shows that this line crosses a fault-bounded contact which separates schist and quartzite on the north from granite on the south (right of the profile).

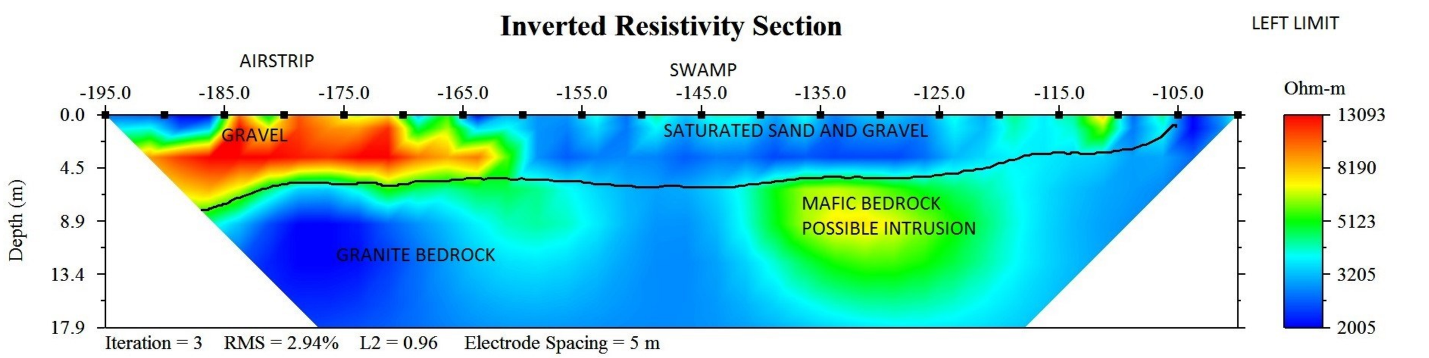

Figure 10 - Resistivity profile LC B on Livingstone Creek. View looking upstream.

Profile LC B is shown on Figure 8, and the underlying bedrock is mapped as MqSR, granite and granodiorite. Gravel thicknesses are shown to be a maximum of 8 metres, averaging 5 to 6 metres. The granitic bedrock is a distinctive contact which appears to be relatively flat across the profile.

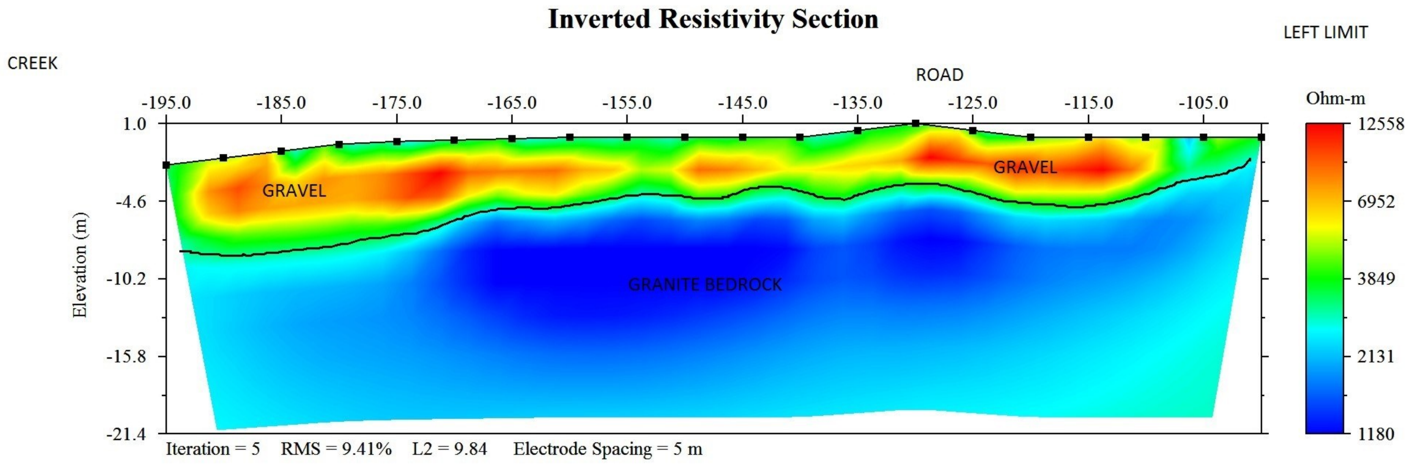

Figure 11 - Resistivity profile LC C on Livingstone Creek. This profile abuts against profile LC D.

This profile is shown on Figure 8, upstream of profile LC B. It shows a gravel with a thickness of 4 to 6 metres overlying a distinctive bedrock contact. Bedrock is mapped as MqSR, granite and granodiorite.

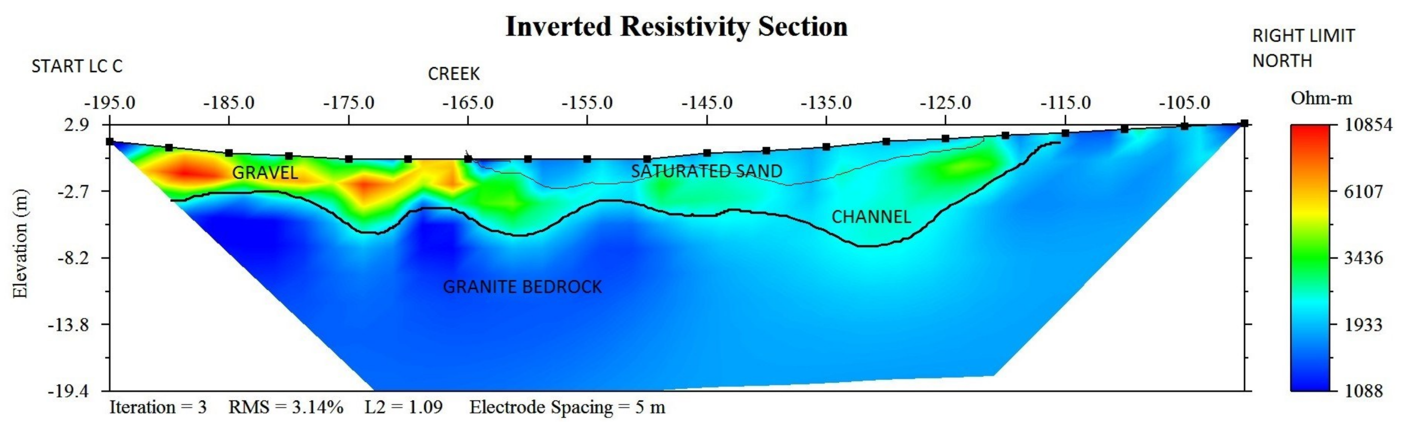

Figure 12 - Resistivity profile LC D on Livingstone Creek. This profile is a continuation of profile LC C.

This profile is shown on Figure 8, and it is a continuation of profile LC C, although it is oriented in the opposite direction with the right limit on the right side of the profile. An undulating bedrock contact is shown, with a possible paleochannel on the right limit. The bedrock contact is distinctive and sharp, and is mapped as MqSR, granite and granodiorite.

Conclusions and Recommendations

The resistivity geophysical surveys were successful in delineating distinctive contacts on all creeks tested in 2015, and a right-limit paleochannel was interpreted in the uppermost survey on upper Livingstone Creek. The geophysical survey results also showed that bedrock in the upper Livingstone drainage appears to be only 5 to 6 metres deep.

Pan sampling on upper Livingstone Creek recovered consistent fine gold colours and magnetite.

Access proved to be problematic in the later stages of the program, preventing the project team from bringing the ATVs with the pump and sluice into the upper Livingstone claims.

Further exploration is recommended on all properties. This should take the form of auger drilling (minimum 6-inch) and sampling in concert with further resistivity geophysical surveys, which would be used to calibrate the drilling results.

Larger equipment should be mobilized to the area in the form of a small portable excavator or Can-Dig ™ hoe, and bulk sampling should be conducted using a small test trommel. In addition, the small excavator could likely be used to restore the blocked access to the upper Livingstone (LIVN 1-11) claims, and, with proper permitting in place, conduct a series of test holes. If results are favourable, an additional prospecting lease should be staked upstream of the current LIVN claims.

Statement of Costs, 2015 Exploration Program, LIVN 1-11 claims

Table 4 – Statement of Costs, 2015 Exploration Program, LIVN 1-11 claims

Item	Details	Paid by	Subtotal	GST	Total	Invoice number
Kryotek Arctic Innovation Inc.	LIVN claim report	Geoplacer Exploration Ltd.	$5,238.10	$261.91	$5,500.01	GP2015C
Total					$5500.01	

Statements of Qualifications

William LeBarge

I, William LeBarge, of 13 Tigereye Crescent, Whitehorse, Yukon, Canada, DO HEREBY CERTIFY THAT:

1. I am a Consulting Geologist with current address at 13 Tigereye Crescent, Whitehorse, Yukon, Canada, Y1A 6G6.
2. I am a graduate of the University of Alberta (B.Sc., 1985, Geology) and the University of Calgary (M.Sc., 1993, Geology – Sedimentology)
3. I am a Practicing Member in Good Standing (#37932) of the Association of Professional Engineers and Geoscientists of British Columbia (APEGBC).
4. I have practiced my Profession as a Geologist continuously since 1985.
5. I am author of the report entitled: “Livingstone Placer Project, Whitehorse Mining District, Yukon Territory, Assessment Report for LIVN 1-11 Placer Claims, Grant Numbers P 510623-P510633”.
6. I am President and sole shareholder of Geoplacer Exploration Ltd., a Yukon Registered Company.

Dated this 23rd day of January, 2016

William LeBarge, P. Geo.

William LeBarge

James Coates

I, James Coates of 173-108 Elliott Street, Whitehorse, Yukon, Canada DO HEREBY CERTIFY THAT:

1. I am a Consulting Geomorphologist with current address at 173-108 Elliott Street, Whitehorse, Yukon, Canada, Y1A 6C4.
2. I am a graduate of the University of Calgary (B.Sc., 2004, Geography) and the University of Ottawa (M.Sc., 2008, Geography)
3. I have practiced my Profession as a Geomorphologist continuously since 2008.
4. I am President and sole shareholder of Kryotek Arctic Innovation Inc., a Yukon Registered Company.

Astrid Grawehr

I, Astrid Grawehr of 173-108 Elliott Street, Whitehorse, Yukon, Canada DO HEREBY CERTIFY THAT:

1. I am a practicing geoscience technician with approximately 3,000 hours of field experience.
2. I am a geophysics technician with over 1,000 hours of field time conducting resistivity/IP surveys.
3. I am a graduate of Bishop's University (B.A. Geography, 2008).
4. I am Director of Operations of Kryotek Arctic Innovation Inc.

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Invoices and Receipts

Kryotek Arctic Innovation Inc.

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http://www.darksidedrilling.ca
GST Registration No.: 817746712

KRYOTEK

INVOICE

INVOICE TO
Geoplacer Exploration Ltd.
13 Tigereye Crescent
Whitehorse Yukon Y1A

INVOICE # GP2015C
DATE 13-11-2015
DUE DATE 13-12-2015
TERMS Net 30

DETAILS	LOCATION	PROJECT NAME
Geophysics & Geologic Traverse	Livingstone Creek Claims	Placer Investigations

ACTIVITY	QTY	RATE	TAX	AMOUNT
Geophysics Day Rate	1	2,500.00	GST	2,500.00
Field Interpretation and Geological Traverses	1	1,370.00	GST	1,370.00
Tomography Interpretation and Reporting	1	1,368.10	GST	1,368.10

Payment is due December 13, 2015. 2% interest will be charged on accounts later than 30 days.

SUBTOTAL	5,238.10
GST @ 5%	261.91
TOTAL	5,500.01
BALANCE DUE	$5,500.01