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received March 27, 2017

GroundTruth Exploration Inc.
Box 70, Dawson YT, Y0B 1G0 (867) 993-5612

Geophysical Report

on the

Ballarat Prospecting Leases

Dawson Mining District

Lower Ballarat Lease No.: ID01261

Owner: Eric Buitenhuis 100%

Upper Ballarat Lease No.: ID01262

Owner: Sean Thompson 100%

Prepared by: Isaac Fage

GroundTruth Exploration Inc.

Upper Ballarat Lease Location: 604200 6983000 NTS Mapsheet:115J/15
Lower Ballarat Lease Location: 603800 6978100 NTS Mapsheet: 115J/15

Surveyed on: March 22nd - March 24rd, 2017
Report Date: March 26, 2017

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Summary

The Ballarat creek leases ID01261, ID01262 were surveyed with ground geophysical surveys on between March 22nd to March 24th,2017. They were conducted on focused targets deemed to be prospective for placer gold potential. Both Ballarat leases are located in the Dawson Mining District on NTS Mapsheets 115J/15.

Ground Penetrating Radar (GPR) cross creek profiles were surveyed on the Upper and Lower Ballarat leases to interpret location of alluvial channels and depth to bedrock. The GPR survey was conducted using a GroundRadar 30 MHz GPR system.

The Upper Ballarat ID01262 GPR survey was conducted by GroundTruth Exploration Inc. of Dawson, YT on March 22nd and March 24th, 2017. The Lower Ballarat ID01261 GPR survey was conducted by GroundTruth Exploration Inc. of Dawson, YT on March 23rd, 2017. The property was accessed by helicopter from Coffee Gold Camp. On lease IDO1262, twenty-five (25) cross valley GPR profiles were surveyed. On lease IDO1261, twelve (12) cross valley GPR profiles were conducted. A crew of two operated the survey.

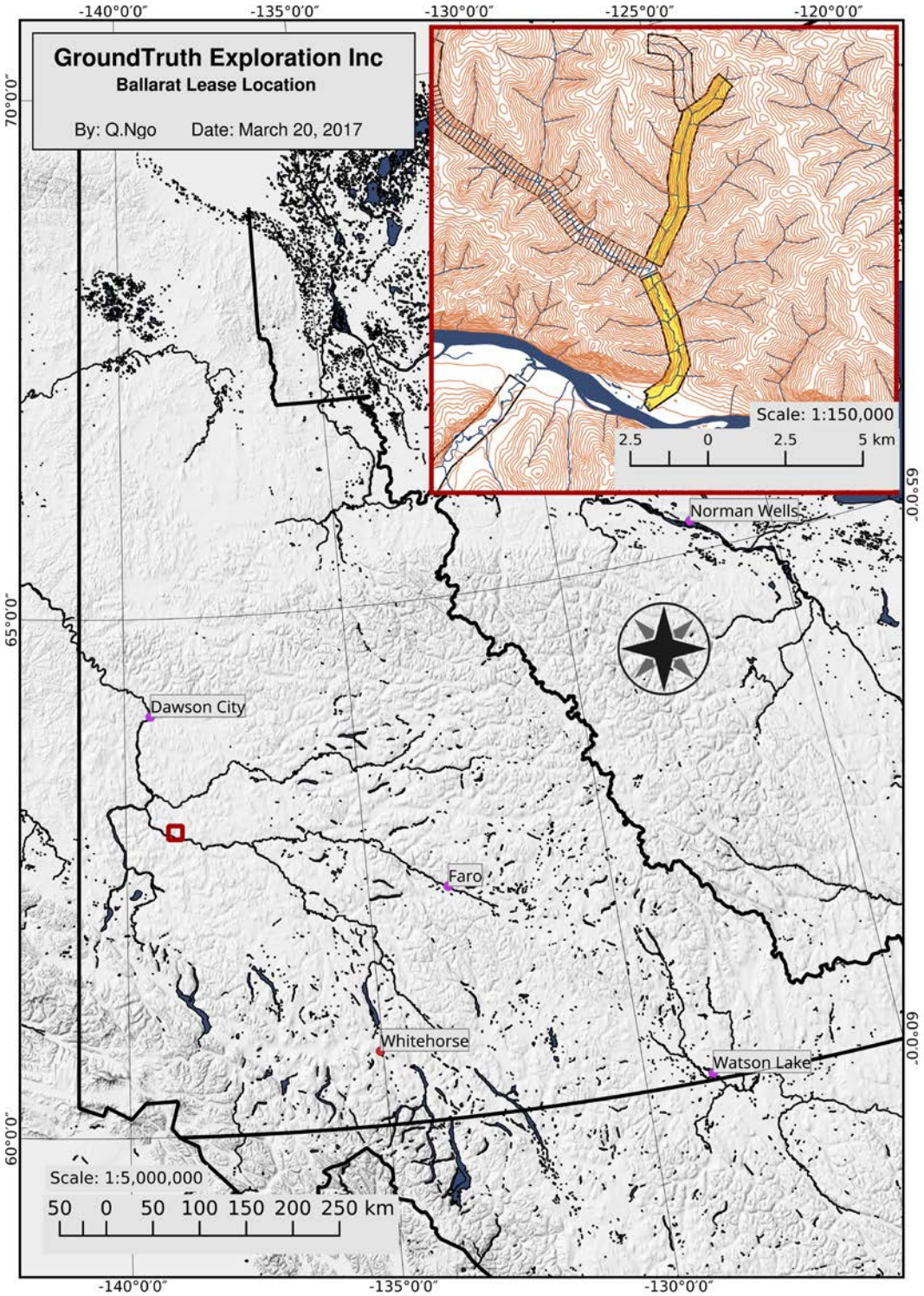

Figure 1: Overview

1.1 Location and Access

The prospecting leases are located approximately 130km South-Southeast of Dawson City within the Yukon River drainage system in west-central Yukon Territory (figure 1). The Upper Ballarat Lease is centered at 604200N 6983000E NTS mapsheet 115J/15, the Lower Ballarat Lease is centered at 603800 N 6978100E NTS mapsheet 115J/15. Access is available by helicopter from Dawson city. There is also fixed wing access to nearby Coffee, Ballarat, Scroggie, and Thistle airstrips.

1.2 Physiology and Geology

The prospecting leases are located within the Yukon-Tanana Terrane. The landscape is composed broad valleys bordered by moderately sloped, tree covered hills ranging in elevations from 1200 to 5000 feet. The area experiences typical climatic conditions for central Yukon Territory with short, warm and dry summers and cold winters. Temperatures range from 0˚C to -50˚C in the winter and 0˚C to +30˚C in the summer.

Both drainages are characterized by incised valleys with steep hill slopes. Upper Barker has a narrow and steeply sloping drainage. Upper Ballarat is a smaller drainage which has a valley floor width <100 m. Both leases are draining from headwaters that are associated with the Stakeholder Resources Corp.'s Ballarat claims.

The underlying bedrock from the headwaters of both creeks is mapped by YGS as Tonalite-Intemediate to mafic orthogneiss. Outcrop is not abundantly present on either of the leases.

1.3 Tenure

Lower Ballarat Lease ID01261

Length: 3 mile lease

Owner: Sean Thompson 100%

Recorded Date: March 27, 2015

Upper Ballarat Lease ID01262

Length: 5 mile lease

Owner: Eric Buitenhuis 100%

Recorded Date: March 27, 2015

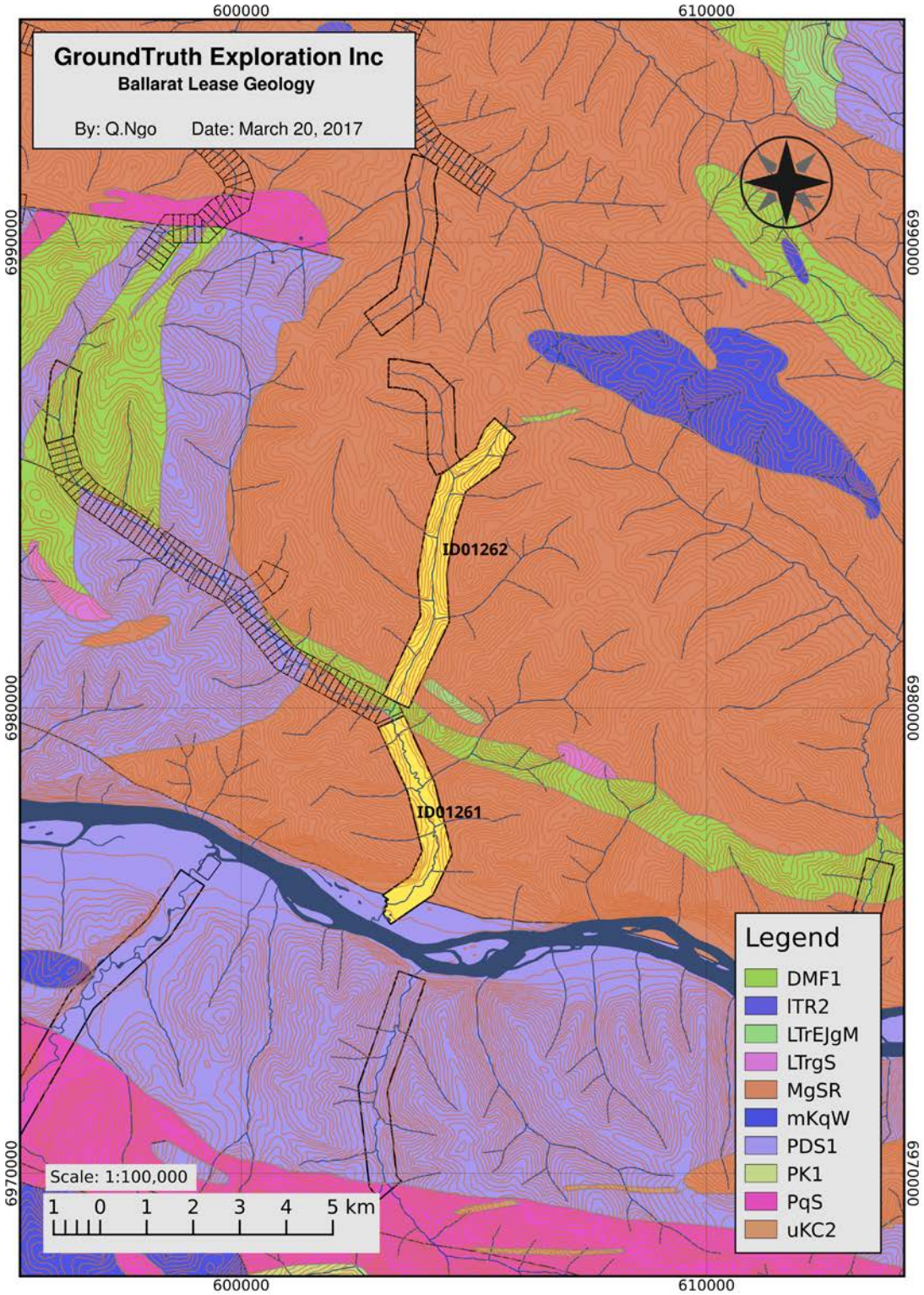

Figure 2: Geologic setting

2.0 Survey description and Procedures

GroundTruth Exploration conducted ground penetrating radar (GPR) surveys between March 22nd and March 24th 2016 with a crew of two. Trail was broken and packed with a field assistant and operator towed the UltaGPR 'snake' unit on packed trail. Navigation was done with a garmin handheld GPS on preplanned lines. Natural obstacles such as deadfall were navigated around to optimize data integrity. Data was quality checked during survey on a Bluetooth connected handheld device. GPR data was QC'd and emailed to GroundRadar Inc. for processing nightly.

The GPR survey consisted of a total of 37 cross valley profiles, with 25 surveyed on the upper ID01262 lease and 12 surveyed on the lower ID01261 lease (Figures 3 & 4). Line spacing was 50 meters.

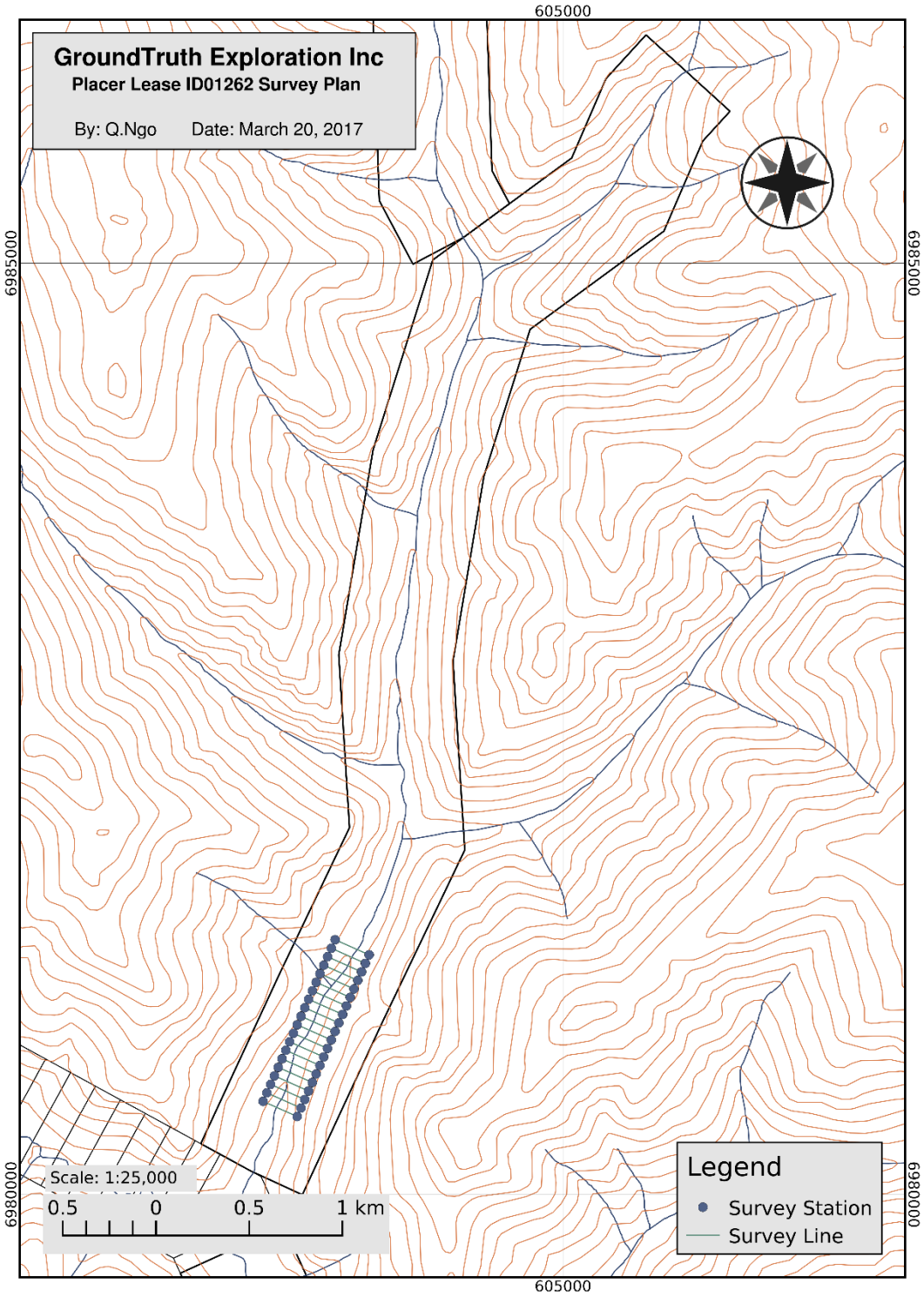

Figure 3 Layout of survey profiles on ID01262

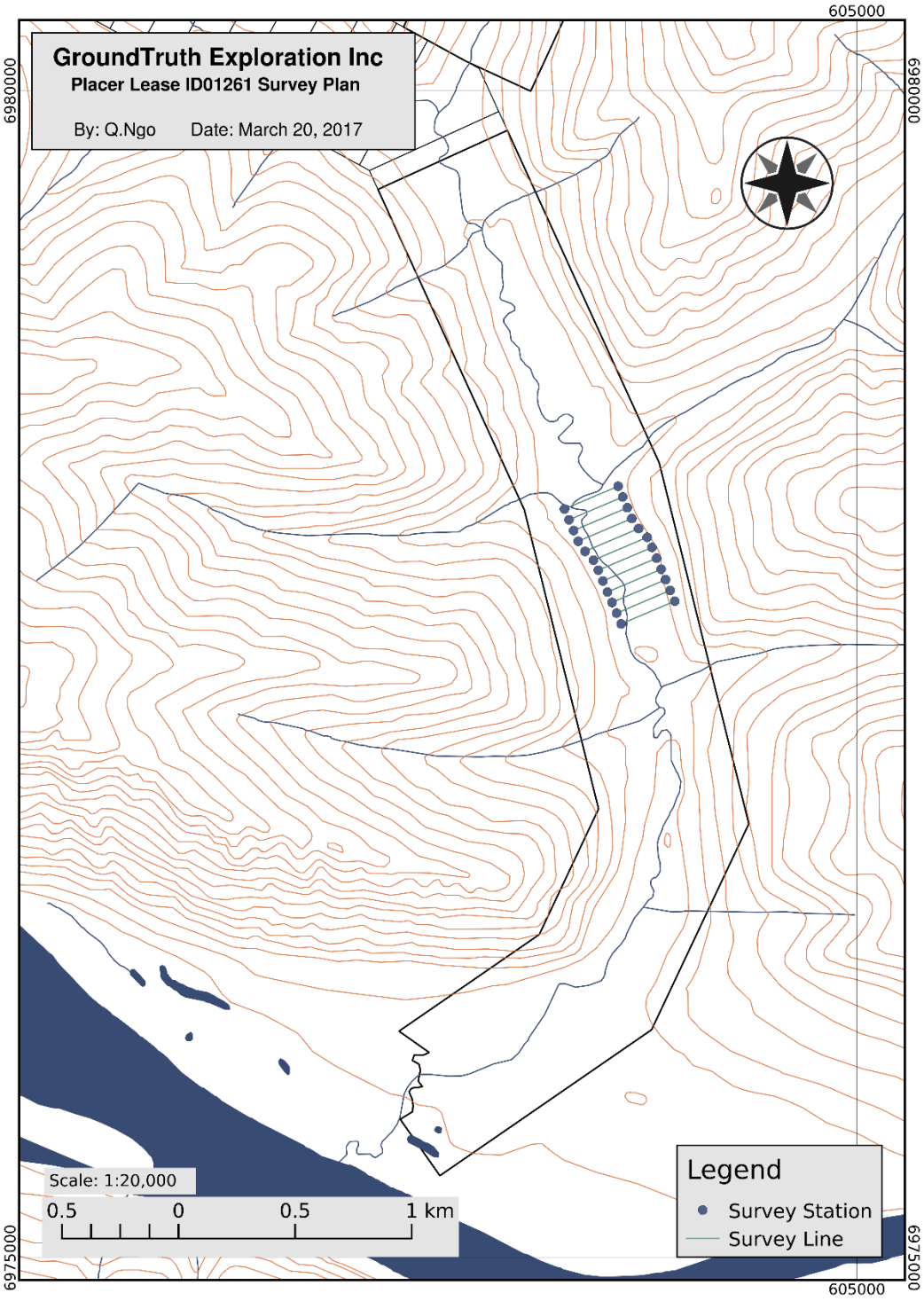

Figure 4: Layout of survey profiles on ID01261

2.1 GPR Description and Procedure

Ground penetrating radar(GPR) works like seismic, in that it is based on transmitting energy to the ground and measuring the time taken for the energy to be reflected back at geological targets, be they localised ore-bodies or geological interfaces/boundaries. Instead of seismic or shock waves, GPR transmits electromagnetic energy of high frequency compared to other geophysical methods. It is a very high resolution technique that is very site specific, for example it works very well where the target is within a host rock that has a higher electrical resistivity compared to the target itself, and where there are no conductive surficial layers to absorb radar energy before reaching the target. Another important factor is that radar energy can be scattered and not captured optimally if the reflecting geology or target is not consolidated or of a certain geometry. In conducive settings, GPR is a fast high resolution method, can be operated by a single person and can supplement other geophysical methods very well. For this project, the 30MHz UltraGPR supplied by Groundradar (see www.groundradar.com) was used. The system works together with a differential GPS (RTK-DGPS) for data positioning and a portable data logger.

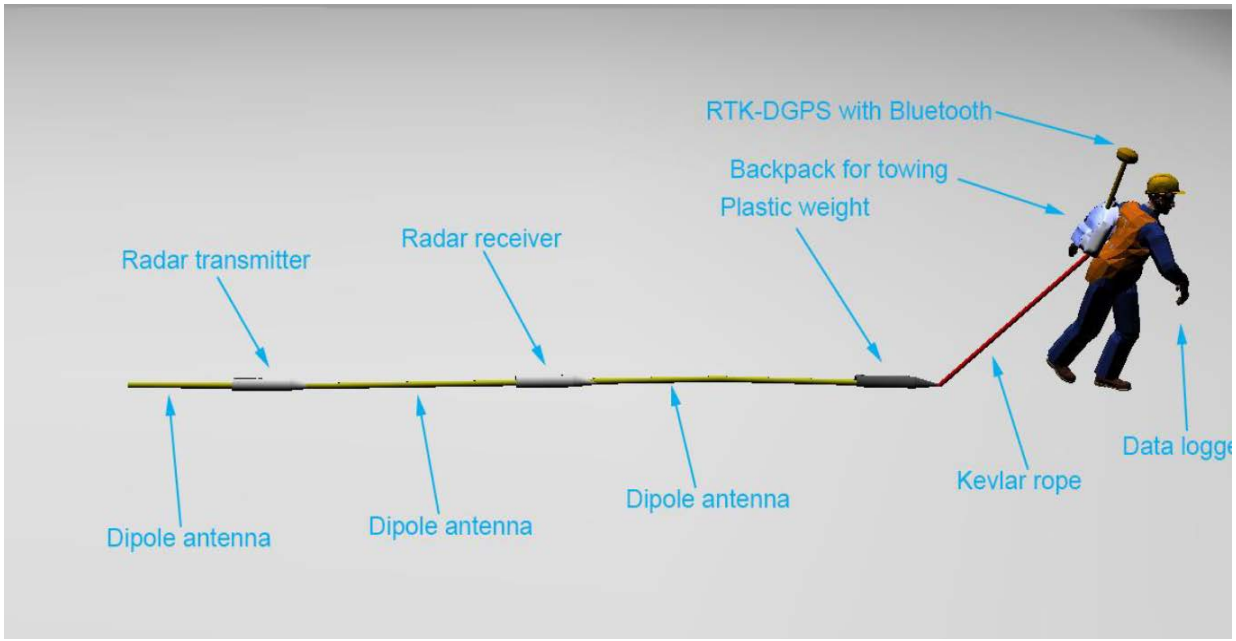

Figure 5 UltraGPR 30MHz system

3.0 Results and Interpretation

Lease ID01261:

Processed GPR data shows a defined channel on the eastern bench. The twelve profiles surveyed on the lease were cross creek in orientation and approximately 250m in length. On the northern limit of the survey area, the bench channel starts at the creek and extends east for approximately 120m. GroundRadar Inc. processing of the GPR data as generated depth to bedrocks up to 20m in the channel. Wave velocity and dialectic constant of the overburden surveyed is not known and interpreted depths are approximated. However, the location and dimension of the channel observed is of high confidence.

Lease ID01262:

Processed GPR data shows a narrow, defined channel located in the valley bottom. The twenty five profiles surveyed on the lease were cross creek in orientation and approximately 150m in length. The observed channel is oriented with the valley and deviates to either side along the survey area. Channel width varies from 50-90m. GroundRadar Inc. processing of the GPR data as generated depth to bedrocks up to 15m in the channel. Wave velocity and dialectic constant of the overburden surveyed is not known and interpreted depths are approximated. However, the location and dimension of the channel observed is of high confidence.

In a comparison of the two surveys, the upper ID01262 lease has a narrow valley that agrees with the incised alluvial channel observed in the GPR survey. The lower ID01261 lease possesses a wider valley with a topographic bench on the east side of the drainage. The GPR shows that the dominant alluvial channel is not under the current creek location but buried under the bench.

Both drainages present potential for further placer exploration and will require direct testing of the pay gravels to evaluate for gold grade by means of drilling. It is recommended that testing on the ID01261 lease be conducted in the valley bottom. Testing should be conducted on the eastern bench just below the right limit tributary on the identified bedrock low on lease ID01262.

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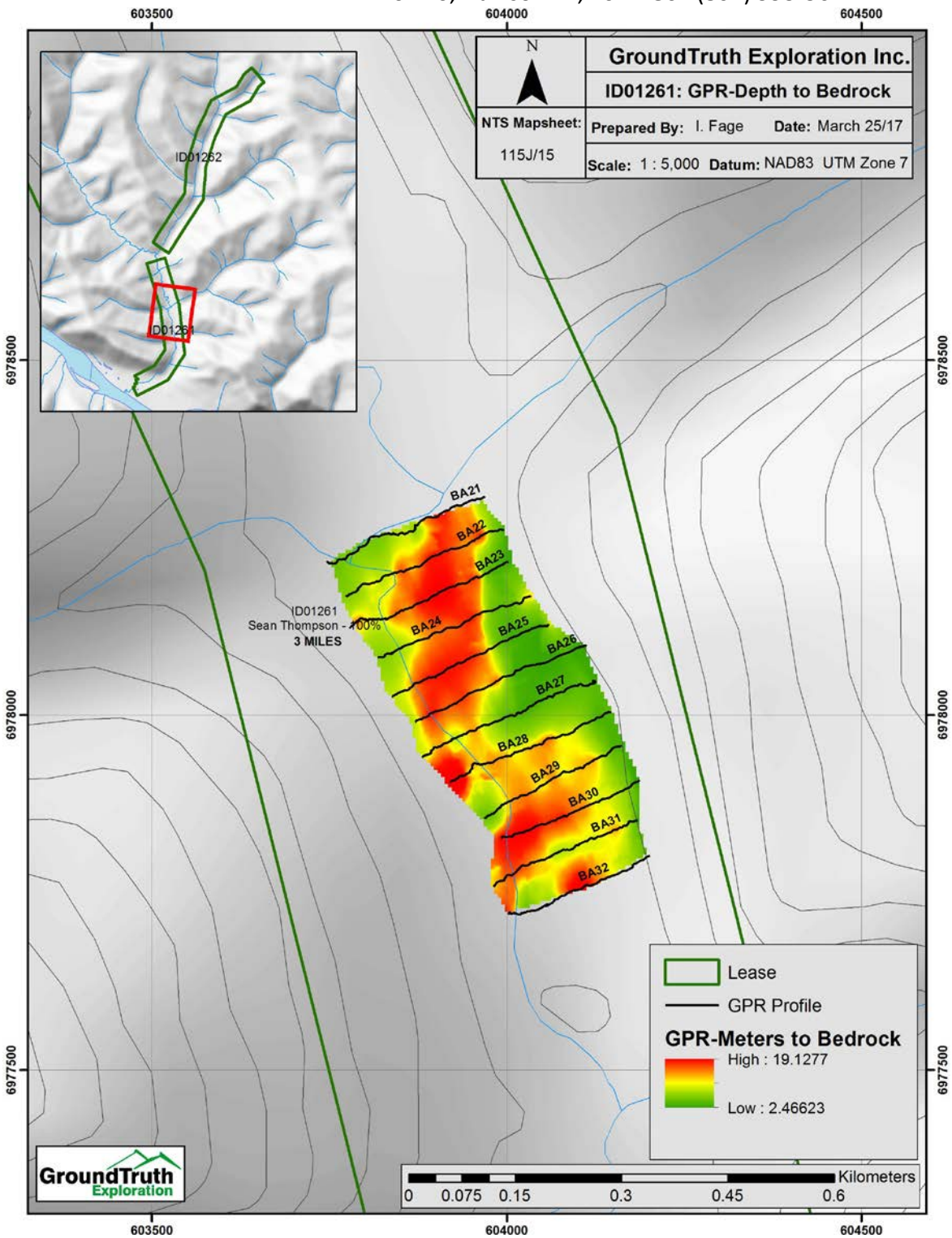

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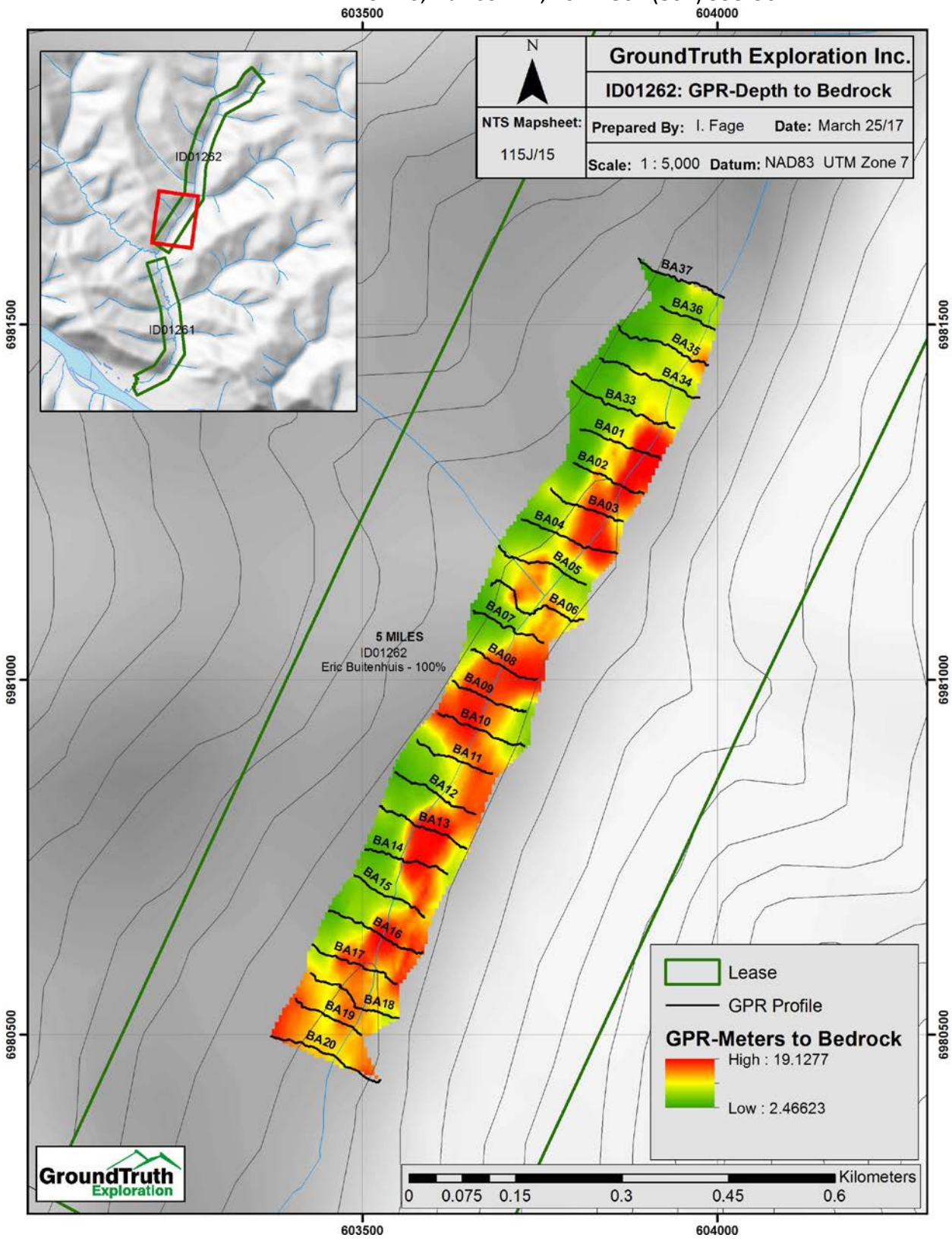

4.0 Project Expenses

GPR Surveys by GroundTruth Exploration Inc.:

March 24/17 (GPR): IDO1261

March 23, 25/17 (GPR): IDO1262

Invoice per lease below:

GroundTruth Exploration Inc.: Survey Expenses

Placer Exploration - Lower Ballarat 3 mile lease (ID01261)

Overview:

1 Day survey on Lease ID01261, with Ground Penetrating Radar cross creek profiles.
Interpretation and Assessment Report by GroundTruth Exploration.

12 Cross Creek Profiles were surveyed with a crew of 2 on March 23/17.

Ground Penetrating RADAR Surveys:	Chargeout	Units	Costs	
GPR Survey Wages				
1 GPR Operator	$ 550.00	1	$ 550.00	
Field Assistant(s)	$ 385.00	1	$ 385.00	$ 935.00
GPR Survey Equipment and Processing				
GroundRadar 30Mhz GPR System	$ 300.00	1	$ 300.00	
3rd Party GPR Processing at $100/profile	$ 100.00	12	$ 1,200.00	$ 1,500.00
Interpretation and Reporting:				
Assessment Report ($120/hr) (interp/plotting/report 4h, planning 2h)	$ 120.00	6	$ 720.00	$ 720.00

Ground Penetrating RADAR Survey Total:	**$ 3,155.00**

I. Fage: March 26, 2017

GroundTruth Exploration Inc.: Survey Expenses

Placer Exploration - Mid Ballarat 5 mile lease (ID01262)

Overview:

2 Day survey on Lease ID01262, with Ground Penetrating Radar cross creek profiles.
Interpretation and Assessment Report by GroundTruth Exploration.

25 Cross Creek Profiles were surveyed with a crew of 2 on March 22,24/17.

Ground Penetrating RADAR Surveys:	Chargeout	Units	Costs	
GPR Survey Wages				
1 GPR Operator	$ 550.00	2	$ 1,100.00	
Field Assistant(s)	$ 385.00	2	$ 770.00	$ 1,870.00
GPR Survey Equipment and Processing				
GroundRadar 30Mhz GPR System	$ 300.00	2	$ 600.00	
3rd Party GPR Processing at $100/profile	$ 100.00	25	$ 2,500.00	$ 3,100.00
Interpretation and Reporting:				
Assessment Report ($120/hr) (interp/plotting/report 4h, planning 2h)	$ 120.00	6	$ 720.00	$ 720.00

Ground Penetrating RADAR Survey Total:	**$ 5,690.00**

I. Fage: March 26, 2017

5.0 Statement of Qualifications

I, Isaac Fage have been president of GroundTruth Exploration in Dawson City since May 2010. I have overseen the collection of 400,000 + soil samples, numerous geophysical, UAV drone and drill programs across numerous projects in Yukon Territory. I have worked continuously in Mineral Exploration since 2004. I hold an advanced diploma in Remote Sensing from the Centre of Geographic Sciences (COGS) in Lawrencetown, Nova Scotia.

I have overseen the survey work described in this report on the Upper Ballarat and Lower Ballarat creek placer leases.

Dated this 26th day of March, 2017 in Dawson, YT.

Isaac Fage

6.0 Conclusions and recommendations

Further exploration work is recommended to evaluate the prospectivity of the lease. Imagery from a drone or UAV survey will help to direct future work on the leases. The combination of imagery from a drone survey overlain with Mag and GPR could be used to evaluate the relationship of GPR reflectors and magnetic signature to determine if these tools are effective in building confidence for targeting on placer potential on these leases. Utilization of any imagery to place future surveys will assist in evaluating placer potential with topography and precise placement of profile lines to avoid unsuitable ground or vegetation conditions.

Direct testing for gold grade by means of drilling or test pits is recommended on the GPR identified channels to evaluate whether economic placer gold is present in this drainage system.