NI43-101 Technical Report
on the
Little Bear Lake Gold Project

Little Bear Lake, Manitoba
N.T.S. 52L/12E
Central Point NAD 83, Zone 15
318550E/5603600N

Prepared for

CANADIAN IMPERIAL VENTURE CORP.
P.O. Box 6232,
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By

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Date: 31 August, 2012

Date and Signature Page, including Certificate of Qualifications (Susan A. Scott)

a) I, Susan A. Scott, a mineral exploration geologist, reside at 126 Burton Avenue, Barrie, Ontario, L4N 2R8, Canada.

b) This certificate applies specifically to a report dated August 31, 2012 and titled : "NI43-1-1 Report on the Little Bear Lake Project, Manitoba for Canadian Imperial Venture Corp."

c) I am a Professional Geologist, registered as a Geoscientist with Professional Engineers and Geoscientists Newfoundland and Labrador (PEGNL). The membership is in good standing.

I graduated from the University of Toronto in 1965 with a B.Sc. degree in geology, and from McGill University in 1969 with an M.Sc. degree in geology (geochemistry). I have been practising my profession for approximately forty years in the provinces of Ontario, British Columbia, NWT, Yukon, New Brunswick, Nova Scotia, and Newfoundland and Labrador.

As a result of my experience and education, I am a "Qualified Person" as defined in National Instrument 43-101.

d) My certification of this report is based on a one-day site visit to the Little Bear Lake Property on June 27, 2012, examination of assessment reports on file at the Manitoba Department of Innovation, Energy and Mines, Mineral Resources Division, discussions with Dr. U.Kretschmar, author of a technical report for Carina Energy Inc., and with Mr. Ozias Theriault, owner of the claims. During my property visit, I took representative mineral samples, which I had analysed.

e) I take responsibility for the whole of this technical report, and consent to the use of extracts from or summary of any portions.

f) I am independent of Canadian Imperial Venture Corp, the issuer, and from Carina Energy Inc., the property vendor with the following exception: In approximately 1995, my company at the time, GeoScott Exploration Consultants Inc. (St.John's NL), had a brief contract with the issuer with respect to a petroleum exploration project . My company no longer exists. Since that time, I have not had any contact with the issuer. I have had no contact whatsoever at any time with the property vendor, Carina Energy Inc. To the best of my knowledge and belief, this makes me independent of

both issuer and vendor, in accordance with Section 1.5. I do not hold, and never have held an interest in either company, nor do I expect to receive any such interest.

g) I have not had any prior involvement with the Little Bear Lake Property, the subject of this technical report.

h) I have read National Instrument 43-101 and Form 43-101F1, and attest that, to the best of my knowledge, this report has been prepared in compliance with these documents. A draft report was initially prepared by Dr. U. Kretschmar, and submitted to me. I have revised it completely, and verified the contents by reference to assessment documents.

i) At the effective date of the technical report, August 31, 2012, to the best of my knowledge, information and belief, the technical report contains all scientific and technical information that is required to be disclosed to make the technical report not misleading.

Susan A. Scott, M.Sc., P.Geo.

Barrie, Ontario

August 31, 2012

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1. Summary

The Little Bear Lake gold property is located within the Maskwa Batholith in southeast Manitoba, 150 km NE of Winnipeg in NTS Sheet 52L/12SE. The property is comprised of 22 claims totalling 3,173 ha that are in good standing until 2013 or beyond.

The property lies within the Archean Maskwa Batholith, which has been mapped as microcline granite or tonalite, white to pink in colour, containing 1-5 % hornblende. On the property, numerous gold-silver-bearing veins occur in a parallel linear array trending NW-SE. The veins themselves are generally narrow and sometimes high grade. They are comprised of quartz and chlorite, and shearing is commonly evident in the walls. Width of the shear structures ranges from less than 1 metre to about 18 m. Within these "shear zones", white to sugary to glassy quartz veins are commonly thin, but widths to 3 m are reported. Dips of the " shear zones" are mostly vertical to steep north or south. Gold grades appear to be directly correlated with percentage of pyrite, galena, sphalerite or chalcopyrite within the host quartz.

Many high grade gold and silver assays have been reported from the property since 1928 when the veins were discovered. Historic grab sample assays range up to 17 oz Au/ton (530 g Au/T); 0.5 to 1 oz Au/ton (15-30 g Au/T) values have often been reported. Historically, there are reported to be an estimated 10,000 tons of hand-cobbed "high grade" quartz vein material on the property adjacent to historic exploration pits on the veins. However, there has been insufficient exploration to define a mineral resource and it is uncertain whether further exploration will result in the delineation of an economic gold resource.

The major veins explored since 1928 have been named Silver Fox, Latwis, Gold Plate, Molson, Treasure, Black Beaver and Fisher. The Treasure vein appears to be the longest, being continuous over a strike length of greater than 2,000m where it has been sampled in 90 small blast pits along its length. The majority of veins have been similarly sampled. Historical records of sampling of pits and shafts by three separate parties for the Silver Fox vein are considered typical for veins on the property, e.g. 1) Birse, (1928): 12 samples over 188 ft length of the vein averaged 0.60 oz gold per ton over 19 inches. 2) Bull, (1928): six samples which averaged 0.46 oz/ton over 31 inch width. 3) C.S. Lord, (1934): assays averaged 0.98 oz/t over 21 inch width, for a length of 215 ft. Subsequent sampling and limited drilling in 1946 confirmed that high grade gold values can be obtained discontinuously over narrow widths along most veins. Past work on the ground was carried out by Norway Lake Iron Mines Ltd., Eco Exploration company, Bear Lake Gold Mines Ltd., International Obaska Mines, Abermin, Ozias Theriault (the property optionor) and Carina Energy.

Historical records strongly suggest that past work on the property has been piecemeal and non-systematic. Drilling has been sporadic and shallow, and the line and station spacing used for geophysical surveys have not been suited to narrow, slightly conductive veins with mafic margins, within a highly resistant host rock of low magnetic response. Historically, only quartz veins were assayed, despite indications that the host granite carries significant gold. A re-evaluation of the property is warranted which also takes account of modern economics.

The most recent work (2010-11) by Carina Energy consisted of reconnaissance geological mapping, prospecting, and a drill program of 10 holes totalling 1,679 m on the Treasure Vein. Three westerly holes returned gold assays of 3.26 g/T over 4.0m, 3.01g/T over 2.2m, and 2.50g/T over 3.3m.

The recommended program includes further prospecting, line-cutting, mechanical stripping, channel sampling across veins and wall rock, rock geochemistry, geological mapping, induced polarisation and walking ground magnetometer surveys, and 1,500 m of drilling, for a total budget of $600,000.

In 2008, Carina Energy Inc. ("Carina") optioned the property from claim owner Ozias Theriault, and has since been earning 100%. In 2012, the option agreement was amended to allow Canadian Imperial Venture Corp ("CIVC") to acquire 55% of Carina's interest, Carina retaining 45%. Until the 2012 agreement is signed, Mr Theriault holds the claims, and under the agreement will retain a 2.5% Net Smelter Return, along with timed payments and shares.

2. Introduction and Terms of Reference

The author of this report, Susan A. Scott, M.Sc., P.Geo (NL) (the "Author"), was retained by Canadian Imperial Venture Corporation, the issuer ("CIVC") of St. John's, Newfoundland. She has produced the report using for initial reference an internal report prepared by Dr.U.Kretschmar (2012). The procedure was as follows:

1) review government publications, assessment reports filed with the Manitoba Geological Survey and any other reports and information owned or accessible through property vendor Ozias Theriault. Sources of information are stated throughout the report and in Sections 6 and 27.

2) visit the project area, become familiar with the style of mineralization and take samples from quartz veins in the Little Bear Lake Project area, southeastern Manitoba (Figs. 1 and 2), and if warranted,

3) prepare a National Instrument 43-101 technical evaluation report on the geology and gold potential of the Little Bear Lake Project area and

4) recommend a budget and exploration program for further evaluation and development of the property.

This report is written in compliance with requirements of National Instrument 43-101 and Form 43-101F1, and is intended to provide background information for the acquisition by CIVC of 55% of the Carina Energy interest in the Little Bear Lake Property.

The author conducted a one day field visit to the Property on June 27, 2012 for the purpose of examining the project site, collecting samples, assessing the geology and the styles of mineralization and alteration on the property. A total of 5 grab samples were taken that are considered representative of the vein material. These were hand carried by the Author to Barrie, ON, and were submitted by Purolator Courier to ALS Chemex Laboratory in Sudbury. Sample descriptions and analytical results are discussed in Section 9 Exploration.

3. Reliance on Other Experts

The Author has read and digested information and data from an internal (Carina) report by Kretschmar (2012), and has modified his descriptions regarding the technical aspects and historical work on the property. To this end, she has also reviewed geological and assessment files obtained from the Manitoba Mineral Resources Division and company assessment reports. These contain information on geology, mineralization and historical exploration activities on the property. The Author has checked the Manitoba IEM/MRD website, in order to download assessment files, other publications, and information on the status of the claims (Table 1), in early July and later in August, 2012. She has also spoken with Mr. Ozias Theriault, the property holder, in order to obtain the most recent reports on the property.

4. Property Description and Location

The Little Bear Lake Property (the 'property') is located approximately 170 km northeast of Winnipeg, Manitoba and 60 km northeast of Lac du Bonnet within N.T.S. 52L/12E. The centre of the property, consisting of 22 claims, lies at NAD 83, UTM Zone 15, 318550E/5603600N, as shown on Fig. 1. Its area is 3173 hectares.

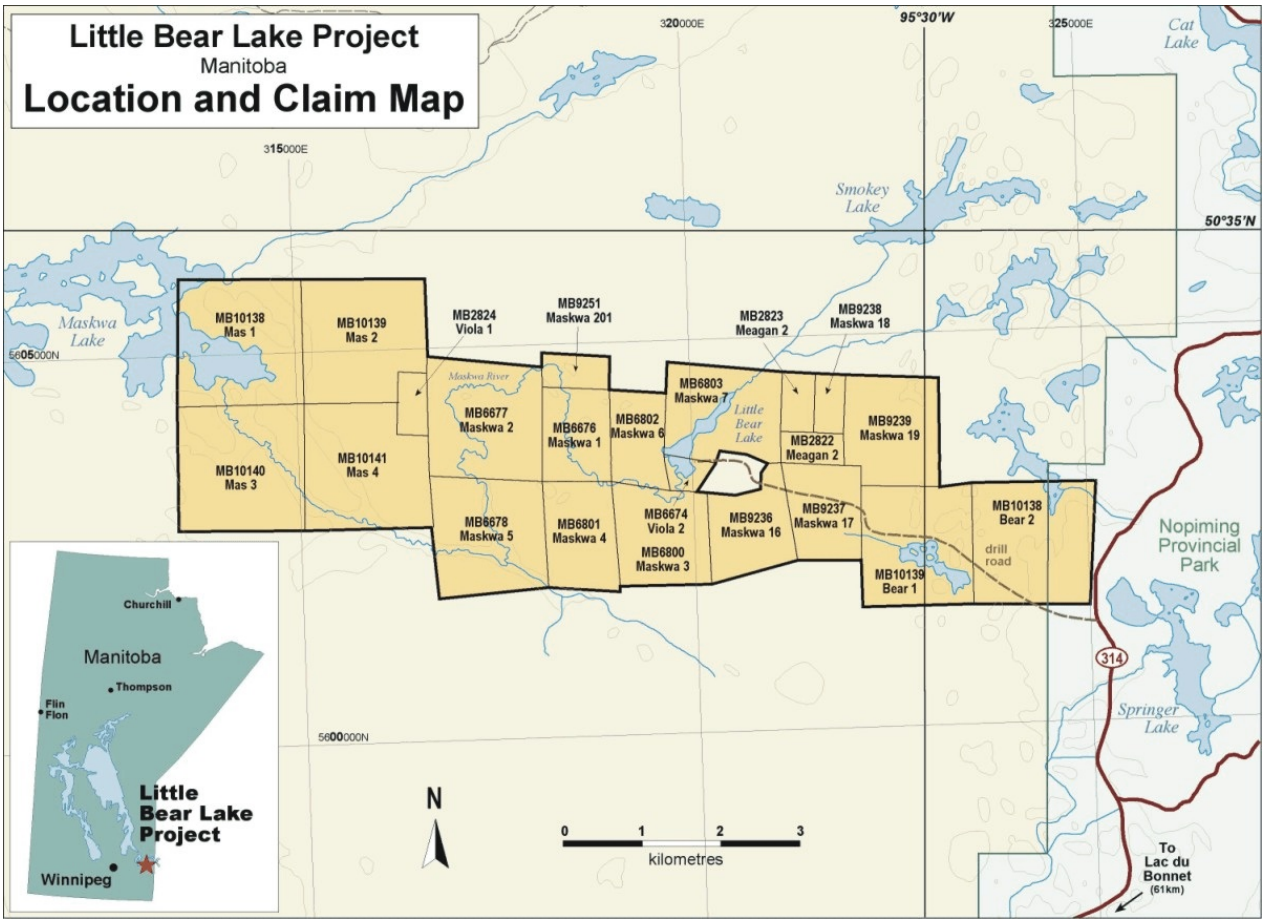

Fig. 1: Little Bear Lake Project Area, Location and Claims, (Carina Energy, August, 2012.)

On November 12, 2008, Carina Energy Inc. ("Carina") entered into an option to purchase and royalty agreement with claim owner Ozias Theriault (the Theriault Option). On November 12, 2010, the option agreement was amended to include a 2.5% Net Smelter Return for Mr. Theriault. On

November 12, 2011, a further amendment adjusted the share and cash payment schedule to Mr. Theriault. A further amendment, not yet signed (2012), will allow Canadian Imperial Venture Corp ("CIVC"), with Mr. Theriault's consent, to acquire a 55% interest in the property, Carina retaining 45%. Mr Theriault will continue to retain a 2.5% Net Smelter Return, along with timed payments shares and advance royalties. Until the Theriault Option has been exercised, Mr. Theriault retains full ownership of the claims.

The payment obligations are as follows:

a) On closing of the agreement, CIVC pays Mr. Theriault $35,000, and issues him 700,000 common shares of CIVC.

b) On November 12, 2012, CIVC pays Mr. Theriault $70,000, and issues to him 1,500,000 common shares of CIVC

c) On closing, CIVC issues to Carina 6,000,000 common shares of CIVC.

d) On the first anniversary of closing, CIVC issues to Carina 5,000,000 common shares of CIVC

e) Prior to the second anniversary of closing, CIVC is to expend $600,000 in conducting exploration on the property and

f) on or before November 12, 2013, CIVC is to pay Mr. Theriault $50,000 and on or before November 12, 2014, CIVC is to pay Mr. Theriault $50,000 . These two cash payments constitute the initial two advance royalty payments.

When payments a) and b) have been made to Mr. Theriault, he agrees that the obligations of the agreement will have been met, Carina will have exercised the Theriault Option, and will own a 100% undivided interest in the property. At that point, CIVC will be entitled to earn a 55% interest by expending $600,000 on exploration on the property. Then CIVC and Carina will enter into a formal Joint Venture, with CIVC as initial operator.

A list of claims and their status is shown in Table 1.

Table 1: List of Claims Comprising the Little Bear Lake Property

Claim Name	Claim No.	Recording	Expiry Date	Hectares
Meagan 1	MB-2822	2000-Sept-21	2015-Nov-20	32
Meagan 2	MB-2823	2000-Sept-21	2015-Nov-20	32
Viola 1	MB-2824	2000-Sept-21	2015-Nov-20	32
Viola 2	MB-6674	2006-Mar-20	2016-May19	32
Maskwa 1	MB-6676	2006-Oct-16	2016-Dec-15	114
Maskwa 2	MB-6677	2006-Oct-16	2016-Dec-15	224
Maskwa 3	MB-6800	2006-Oct-16	2016-Dec-15	144
Maskwa 4	MB-6801	2006-Oct-16	2016-Dec-15	96
Maskwa 5	MB-6678	2006-Oct-16	2016-Dec-15	256
Maskwa 6	MB-6802	2008-May-22	2015-July-21	78
Maskwa 7	MB-6803	2008-May-22	2015-July-21	193
Maskwa 16	MB-9236	2009-Mar-16	2015-May-15	135
Maskwa 17	MB-9237	2009-Mar-16	2017-May-15	96
Maskwa 18	MB-9238	2009-Mar-16	2015-May-15	32
Maskwa 19	MB-9239	2009-Mar-16	2016-May-15	141
Maskwa 20	MB-9251	2011-Sept-23	2013-Sept-23	32
Bear 1	MB-10122	2011-Jan-27	2016-Mar-28	256
Bear 2	MB-10123	2011-Jan-27	2016-Mar-28	256
Mas 1	MB-10138	2011-Feb-25	2016-Apr-26	256
Mas 2	MB-10139	2011-Feb-25	2016-Apr-26	240
Mas 3	MB-10140	2011-Feb-25	2016-Apr-26	256
Mas 4	MB-10141	2011-Feb-25	2016-Apr-26	240
			Total Area	**3173**

The property is not known to be subject to any kind of environmental liability, encumbrances or risks that may affect title or ability to perform work. Permits for drilling and other surface work were previously granted and current work would be performed under the same permit process. In 2010 consultations were held with local First Nations people based in Lac du Bonnet, and permission was obtained to use and widen the eastern access trail to Little Bear Lake.

5. Accessibility, Climate, Local Resources, Infrastructure and Physiography.

Access: Road access to the property is gained from the town of Lac du Bonnet by traveling 2 km north on Hwy. 11, 20.7 km east on Hwy. 313, 14.7 km northeast on Hwy. 315 and 23 km north-northeast on Hwy. 314. At this point (UTM, 325075E/5601410N, NAD 27, Zone 15) there is a rough navigable drill road/trail, which leads west from Hwy. 314 and ends at a cabin on the eastern shore of Little Bear Lake. Helicopter access (Provincial Helicopters) is more rapid from Lac du Bonnet, approximately 60km southwest of the property.

Climate: Southern Manitoba, falls into the humid continental climate zone. Summers are generally warm to hot, with low to moderate humidity. The 1971-2000 range of average July and January temperatures in nearby Winnipeg are 26/13˚C and -13/-20˚C respectively, with a total precipitation of 514 mm.

Local Resources: The nearest town, approximately 60km southwest, is Lac du Bonnet, where supplies, equipment and experienced personnel may be obtained.

Infrastructure: The nearest all-weather road to the property is Hwy 314, approximately 8 km east. From there, a rough drill road leads to the centre of the property, and to Little Bear Lake. Hwy 11 and Great Falls lie approximately 35km WSW. There are no closer power sources.

Physiography: The region surrounding the property is relatively flat and swampy, especially to the south, with open bogs and scrub spruce common. On the Little Bear Lake property itself, the ground is slightly higher and rolling, with bare, granitic ridges. The margins of the ridges are wooded, with spruce and jack pine. Regionally, scattered small to medium sized lakes drained by long, narrow, meandering shallow creeks and swamps follow the major linear features. Most of the ridges on the property trend NW, WNW, E and NE. (Bernatchez, 1997) . Elevation of the region is approximately 300m asl. Topographic relief on the property is approximately 10 to 20 metres.

6. History of the Little Bear Lake Project Area

a) The exploration history on and adjacent to the property up to 1997 is well documented by Bernatchez (1997) and is reproduced below verbatim. The subsequent history is taken from Theriault (2004). Prior ownership of the property includes Bear Lake Mines Ltd.(1928), Reward Mining Co.Ltd.(1934), Bailor Lake Mines Ltd.(1935), Eco Exploration Co.Ltd.(1950), Norway Lake Iron Mines Ltd.(1962), International Obaska Mines Ltd.(1973), Tantalum Mining Corporation (Tanco)(1981), Highwood Resources Ltd.(1981), Abermin Corporation(1986), and finally was staked by Ozias Theriault in 1994. He has held the claims, with additions, since that time, optioning the property to Cordal Resources (1997), and then to Carina Energy Ltd.(2010).

b) 1924: Gold was first discovered by several prospectors east and west of Little Bear Lake. Gold and silver values were reported, found in quartz veins.

1928: Bear Lake Mines Ltd. carried out trenching, stripping and sampling on the Silver Fox, Latwis, Gold Pan and Fisher Veins. High gold and silver values were reported from several samples from these veins.

1934: The Bear Lake Mine Property was optioned to Reward Mining Co. Ltd. DJ. Birse visited the property and sampled the Silver Fox Vein. He obtained an average gold assay of 0.98opt over 21 inches along a strike length of 215 feet on the west portion of the vein. The option was dropped.

1935: Bear Lake Mines optioned the property to Bailor Lake Mines Ltd. Bailor drilled several holes on the Silver Fox Vein. Information on this drilling is not available.

1946: Bear Lake Mines Ltd. conducted stripping, trenching and drilling on the property. Work was done on the Silver Fox, Molson, Rush, Black Beaver, Latwis and Gold Plate. Holes were drilled (625 feet) between the Latwis and Silver Fox Vein.

1949: The geology of the Cat Lake-Winnipeg River area was mapped during the summer field season by G.D. Springer of the Manitoba Department of Mines and Natural Resources. The gold occurrences in the Maskwa-Little Bear Lake area are briefly described in his report. He indicated that the gold is contained along a number of sheared lamprophyre dikes which are cut by irregular quartz veins. He also mentions that the gold is in the native state, as telluride and with sulphides (pyrite).

1950: Eco Exploration Co. Ltd. drilled 2 holes (214 feet) on the Jet Vein returning low gold values over narrow widths.

1962: Norway Lake Iron Mines Ltd. optioned the property and carried out some trenching, sampling and drilling. The drilling was carried out (1226 feet) on the Jet and Treasure Veins. Chip samples from the Silver Fox, Molson and Treasure Veins returned high gold and silver values.

1973: International Obaska Mines Ltd. restaked the property and drilled three holes on the Treasure Vein. No results of this drilling are available.

1981: Property was restaked by Tantalum Mining Corporation (Tanco), then optioned to Hjghwood Resources Ltd. A 24 km grid was cut in 1983 to cover most of the old showings. A fire destroyed the grid. The grid was re-established in 1984. A geophysical survey (VLF-EM and a total field magnetometer and gradiometer) was carried out over the grid. The VLF-EM survey detected several conductors 800 to 6000 feet long south of the base line and south of all the known gold showings. The conductors may be caused by mineralized shear zones near or at the contacts of altered lamprophyre dikes with the surrounding granodiorite or quartz diorite.

1986: Abermin Corporation commissioned a Ronka EM-16 survey by White Geophysical Inc. on its Black Beaver Claims.

1994: Partners Ozias (Ozzie) Theriault and Dennis Fontaine restaked three claims (Iris-1 to Iris-3) on the property to cover the Treasure, Molson, Rush, Silver Fox, Latwis, Gold Plate and Black Beaver Veins and most of the VLF-EM conductors. Dennis Fontaine sampled the Treasure, Silver Fox, and another previously undocumented pit near the NW corner and near the shores of Little Bear Lake. The Fontaine samples returned "high" gold assays ranging from 0.014 to 11.05 ounces of gold per ton and "good" silver assays from 0.01 to 0.062 opt.

1995: Ozias Theriault returned in March, 1995, to stake three additional claims to make up a property of 69 units. Mr. Theriault and R.A. Bernatchez carried out a little prospecting. Some of the old Treasure Vein workings are found on the east shore of Little Bear Lake. Reconnaissance prospecting was carried out while staking. Considerable altered and hematized quartz diorite and granodiorite were noted along the walking trail from the road and around Little Bear Lake. Mr. Theriault returned in August to carry out additional prospecting end sampling. A new gold bearing quartz vein (NE Creek Vein) was found 600 metres northwest of the Gold Plate Vein. A sample from this vein returned a gold assay of 0.977 opt. Several new vein and shear systems were identified on and outside the claims area. The new system strikes approximately N 80˚ - 85˚ E and has been identified as the Meagan Vein system. Four grab samples of altered mafic dikes from this system carried gold values 0.01 and 0.062 opt.

Exploration work on the property post 1997 is described below by Theriault (2004).

1997: In 1997, on behalf of the present property owner, Ozias Theriault, Cordal Resources Ltd. completed an airborne geophysical magnetic, electromagnetic and VLF-EM survey followed by a prospecting and sampling program. The Jet, Gold Plate, Silver Fox and Treasure vein systems were examined. Intense and wide zones of silicification (up to 25 feet) were observed on the Silver Fox and Treasure veins. Visible gold was found in the Treasure vein at the old shaft about 5,000 feet east of Little Bear Lake.

1998: Two periods of prospecting were carried out on the Little Bear Lake Property in 1998 by Ozias Theriault, Ian MacNeil and Dave Malouf. The work was carried out during two separate periods: from June 10 to 15, 1998 and from August 19 to September 7, 1998. During the June period, prospecting and sampling was carried out on and around the Treasure, Silver Fox, Black Beaver, Gold Pan, Molson, Rush and Jet Veins and the NW side of Little Bear Lake. One objective of this visit was to also determine the available tonnage of broken gold-bearing quartz vein material on the Jet, Silver Fox and Treasure Veins. It was estimated that a total of approximately 9,800 tons of

broken material grading between 0.25 and 0.75 opt gold was available from the three sites. This is a historic estimate only, very approximate, probably visual. It is not known how the tonnage and grades were arrived at by Theriault et al. Prospecting was carried out on the Meagan-1 claim to locate the shaft near the north boundary. Prospecting and trench cleaning was also carried out on the Iris-2 claim between the east Beaver Dam and Little Bear Lake on the Treasure Vein. Ten old trenches and one inclined shaft were located on this claim. Old drill core was also found near the Treasure Vein.

2003: In September 2003, a till sampling program contracted to Central Geophysics from Lac du Bonnet was conducted on part of the Little Bear Lake Property. A total of 89 till samples were collected from 8 claims. Two promising target areas were identified with significant numbers of pristine gold grains. The author of the report concluded that the targets identified warranted additional exploration. Prospecting, mapping and sampling were recommended to define drill testable targets within the setting outlined in targets A and B, listed as a new discovery in the till sampling report.

2004: A total of 5 drill holes were drilled on the property to evaluate the origin of gold along or within the three dominant fault zones on the property (Theriault, 2004). No samples of core were taken.

2009: Rock sampling as reported by Theriault (2009). Property examination by Peter Hubachek.

2010-**11**: Work by Dr.U.Kretschmar for Carina Energy consisted of examination and GPS location of the Jet, Silver Fox and Treasure veins as well as shoreline geology and reconnaissance of Little Bear Lake. Fifteen samples were taken for assays, whole rock and trace element geochemistry. A drill program totalling 1,679m (10 holes) was carried out in December, 2010. Prospecting was carried out in July 2011 by Ozias Theriault and Wayne Letang. Dr. Kretschmar visited the property again on Sept 8 and 9, 2011.

Table 2 summarises the various historic exploration campaigns, with brief descriptions of their components and results.

c, d) There has never been sufficient systematic work done on the property to establish a historical mineral resource or reserve estimate. No production has ever been carried out on the property by any of its operators. The property boundary has changed little over time; since 1994, Mr. Theriault has staked a few additional (contiguous) claims to the north and west, motivated by his prospecting results , and the property now consists of the total 22 claims.

Table 2: Historic exploration on property, 1928-73

Vein	Year	Company	Work Done*	Results
Silver Fox	1928	Bear Lake Mines	T,S,A	"high grade" Au, Ag, narrow widths
	1934	Reward Mining	T,S,C, A	0.98 oz Au/t over 21 inches, for a length of 215 ft at W end
	1935	Bailor Gold Mines	D several holes	no results available
	1946	Bear Lake Gold Mines	D, x-ray, 655 ft.	"high grade" Au, Ag, narrow widths
Between Silver Fox and Latwis				
	1946	Bear Lake Gold Mines	D, x-ray, 102 ft.	"high grade" Au, Ag, narrow widths
Latwis	1928	Bear Lake Mines	T,S,A	"high grade" Au, Ag, narrow widths
Gold Plate	1928	Bear Lake Mines	T,S,A	"high grade" Au, Ag, narrow widths
Fisher	1928	Bear Lake Mines	T,S,A	"high grade" Au, Ag, narrow widths
Molson	1946	Bear Lake Gold Mines	T,S,A	no results available
	1962-3	Norway Lake Iron Mines	T,S,A, D	numerous "high grade" Au, Ag
Rush	1946	Bear Lake Gold Mines	T,S,A	no results available
Jet (Pinawa)	1932	Maskwa Lake Gold Mines	T,S,A,	sinking of 50 ft shaft, discovery of Gold Pan extension and 12" wide sulfide-bearing quartz/strike length 200 ft.
	1950	Eco Exploration	D 2 holes	214 ft; best results:0.05 oz Au/t over 4.2 ft. and 0.08 oz Au/t over 2.0 ft.
	1962-3	Norway Lake Iron Mines	T,S,A, D	615 ft in 4 holes, numerous "high grade" Au, Ag drill results not reported
Treasure	1962-3	Norway Lake Iron Mines	T,S,A, D	508 ft, numerous "high grade" Au, Ag drill results not reported
	1973	International Obaska	D	3 holes,"disappointing results"

*Abbreviations: T= trenching, S = stripping, C= channel sampling, A = assaying, D = Drilling

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From the accounts of exploration work related above, it is evident that a great deal of effort has been expended by many different participants over the 90 years since the discovery of the veins. Much of the earlier effort was piecemeal, each operator or prospector working on a small portion of the property, using what we would consider today to be primitive tools and procedures.

However, it appears evident from the reports and assay values that there is a considerable aggregate length and width of gold-bearing vein structures present. Many historic gold assays are high by today's standards. (Silver assays were only occasionally reported.) As with many gold deposits, the "nugget effect" appears to be very much present; only broad scale sampling will allow an accurate economic assessment of the deposit to be made. Judging by the widths sampled historically, most samples were of vein material only, or at least extended only a short distance into vein walls. Again, this was common historically, but in modern times, with modern gold prices, sampling has shown that modern economic gold values may extend into host wall rock for considerable distances. The piecemeal nature of historic work on the property has not allowed for any definition of a resource, and there is no certainty that future work will define an economic resource or reserve.

7. Geological Setting and Mineralization

a) Regional Geological Setting

The Little Bear Lake Project property lies within Archean age intrusive rocks of the Superior Province of the Canadian Shield. The claims are situated near the centre of a diapiric pluton, the Maskwa quartz diorite, which separates the Cat Lake and Bird River greenstone belts. (Fig.2).

"*Regionally, the Manigotagan-Ear Falls Gneiss Belt, the Bird River Greenstone Belt and the Winnipeg River Batholithic Belt are separated by common fault boundaries, lithological and metamorphic changes. According to Cerny (1981), the rocks of the area exhibit penetrative schistosity and foliation in an east-west direction. These fault zones display moderate to extreme deformation from protoclastic to cataclastic mylonitic textures. Drag folding can be observed in most of the sedimentary and volcanic rocks*" (Bernatchez, 1997).

Recent work by the Manitoba Geological Survey has shown that the Maskwa Batholith represents the oldest lithology in the area. According to Duguet et. al. "*new geochronological data on the Maskwa Batholith give a U-Pb zircon crystallization age of 2830 Ma. This age brings into perspective the role played by the Maskwa granite during the collision between the North Caribou Terrane and the Winnipeg River Subprovince. It suggests that the Maskwa Batholith acted as a small rigid microcontinent during this collision event and, as such, must be considered a distinct subprovince between the English River Subprovince and the Bird River Greenstone Belt*"

Property Geology

The geology of the property has been summarized in Bernatchez (1997): "*The geology on the property is dominated by different phases of the Maskwa Lake Batholith which is largely of granodioritic composition. The rock is generally medium to coarse grained with a salt and pepper colour owing to its biotite/amphibole content. Other phases present on the property*

consist of quartz diorite, syenogranite and feldspar porphyry. Lesser fine grained mafic (lamprophyre) dykes and coarse grained gabbros are found on the property and clearly crosscut the granitoid".

Bernatchez (1997) subdivided the lithotypes on the property into three primary groups:

1)*"Quartz Diorite: Quartz diorite is the primary lithology on the property. It is typically coarse grained, equigranular and composed of feldspar, quartz and hornblende (in order of abundance). Scattered grains of pyrite also occur near/along altered fracture and fault zones in association with hematization.*

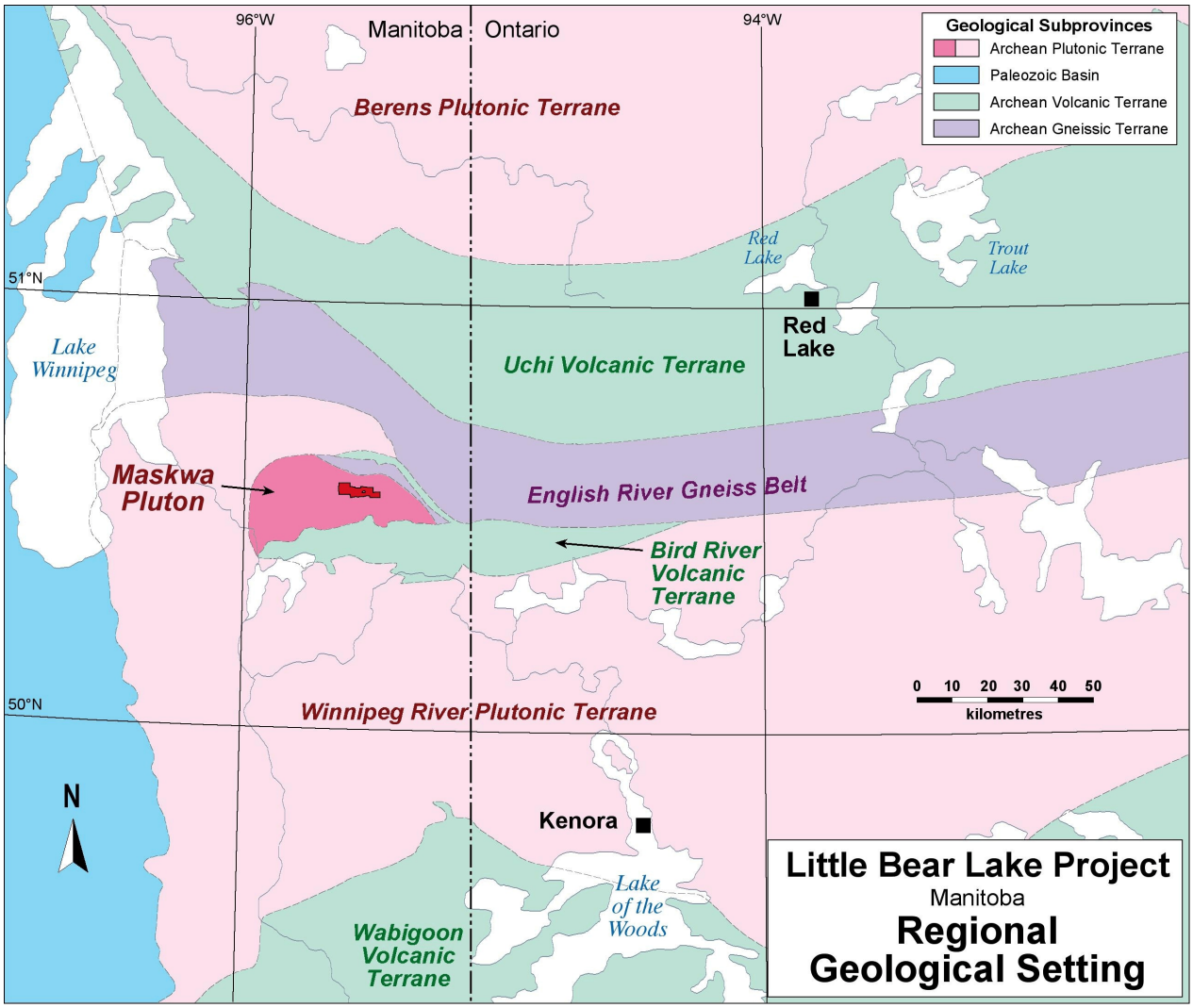

Fig. 2. Regional geology and location of Little Bear Lake property, August, 2012 *(*after Kretschmar, 2011*)*

2)*Pink Granite: Minor amounts of pink granite are found throughout the property intruding into the quartz diorite. The unit is white to light pink, massive, equigranular and medium to coarse grained.*

3)Feldspar Porphyry: Feldspar porphyry is found in association with many of the mineralized quartz veins on the property. It is typically grey with a porphyritic (feldspars) texture. The unit is often hematized, silicified, sericitized, carbonitized and pyritized."

The structural geology on the property is also described by Bernatchez (1997): "*Locally, three strong tectonic zones exist on the Little Bear Lake Property. They are identified as the Stringer Lake Fault Zone, the Maskwa Lake Fault Zone and the north-east trending Little Bear Lake Fault Zone. The quartz diorite, grey porphyry and pink granite within these fault zones have been sheared and foliated across a width of over 50 to 100 meters. This deformation zone exhibits both protoclastic and cataclastic mylonite textures. Most of the rocks around the property have been weakly metamorphosed*."

Figure 3 presents the geology of the property, along with the known veins and some historical assay values obtained from them. Up to the present, apparently none of the property holders has mapped the detailed geology of the property i.e. the location of the three dominant phases (quartz diorite, pink granite and feldspar porphyry). The property geology is presented only as undivided Maskwa batholith granodiorite.

b) Mineralization

In the assessment files, there are frequent descriptions of the many lode veins and showings on the property. Bernatchez (1997) gives a general description: "*Mineralization on the property consists exclusively of structurally hosted gold-bearing quartz veins and their altered granitic selvedges. Vein widths are generally less than a metre, but can be up to several metres locally. Strike extent varies, but several of the veins can be traced along strike for several kilometres. The primary sulphide is pyrite, with accessory (although sometimes abundant) chalcopyrite, sphalerite, galena and pyrrhotite. Altered vein selvedges (hematized, silicified, sericitized, carbonitized and pyritized) are commonly mineralized.*

In drill core, Kretschmar (2011) observed two major granitic units: a white to dark grey granodiorite composed of varying proportions of quartz, plagioclase feldspar and hornblende, and a pink, orthoclase feldspar- quartz-hornblende unit. The texture varied from medium to fine-grained. Interbedded with the granite are dark green to black chloritic units that display subtle bedding and occasional clastic feldspar. A series of mainly pyrite-bearing quartz veins occurs on the north side of the chloritic unit. There also appears to be a dark-green to black, uniform-textured series of dikes (lamprophyre?), which are difficult to distinguish from the chloritic unit. Metamorphic grade is upper amphibolite, and biotite is common.

"Shear zone" hosted gold mineralization is widespread over an 8 km length on the property. The location of most of the well-known occurrences is shown on Fig. 3, along with some examples of historic and recent assays. From west to east, these named veins include the Jet (Pinawa), Fisher, Latwis, Black Beaver, Silver Fox, Rush, Molson and Treasure Veins. The grid

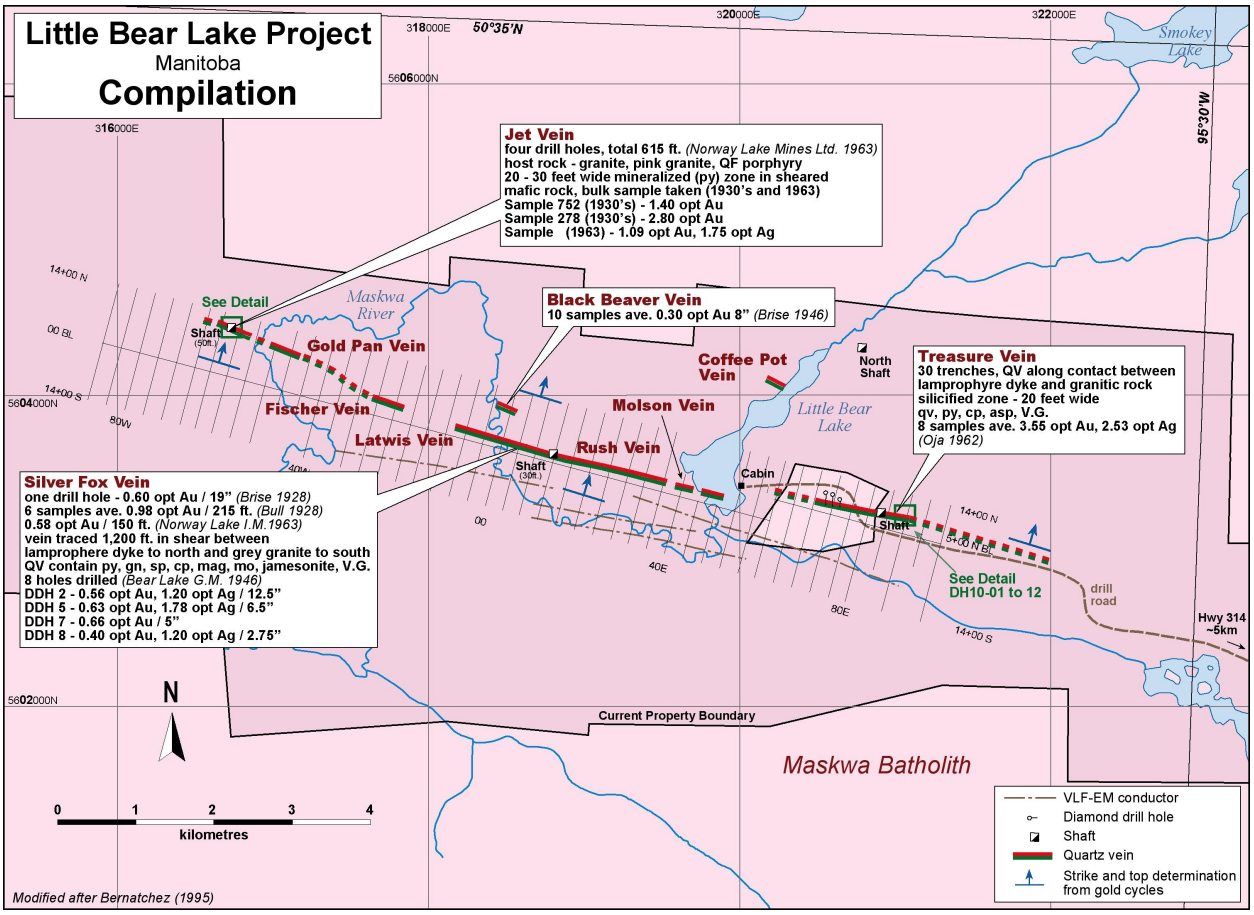

Fig 3. Property geology and gold-bearing quartz veins in the central part of Little Bear Lake Project area (After Bernatchez, 1997). Geology is undivided Maskwa granodiorite.

shown is assumed to be the 1983-85 grid, destroyed by fire and re-marked, but later destroyed again. There is currently no cut grid on the property.

A VLF-EM-16 survey was reported as part of Hood's 1985 report. Its interpretation suggests that conductors shown in Figure 3 south of the known veins may represent other potential veins. The known veins are all situated in outcrop areas, standing above the boggy ground to north and south of the property. Mr. Theriault has stated his opinion that the Latwis,

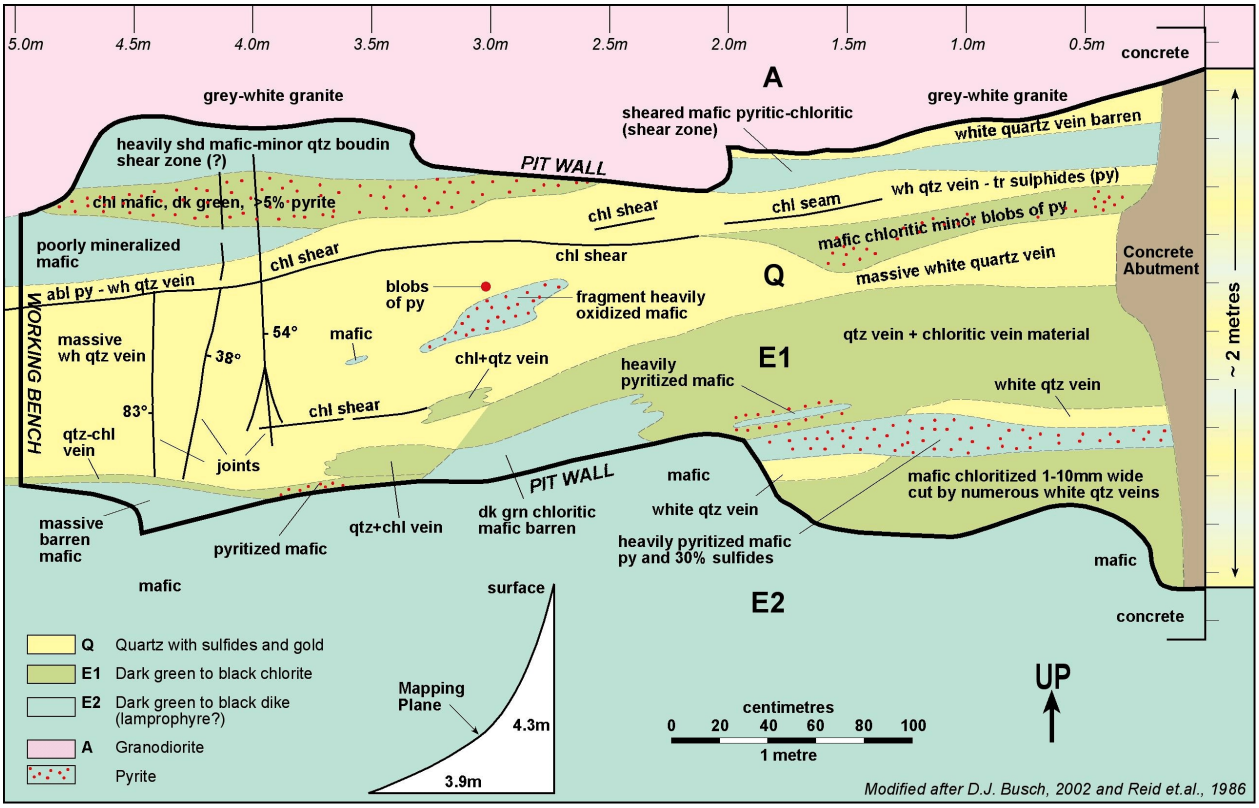

Fig. 4. Little Bear Lake Project, Jet Vein, east pit face, plan view of detailed geology (after Busch, 2002).

Silver Fox, Rush and Treasure Veins are actually one continuous vein, and that the mineralisation in all is identical (pers. comm).

Figure 4 shows detailed geology of a mineralised trench at the east end of the Jet Vein, (from Reid et al, 1986 and Busch, 2002). The vein is asymmetric. Quartz with sulphides occur preferentially on the north side of the vein.

In general, the mineralisation appears to be structurally controlled – often associated with shearing that accompanies the three dominant faults on the property. These faults have only been interpreted from air photos (Bernatchez, 1997), and not mapped on the ground. The Maskwa Lake and Springer Lake Faults are approximately parallel, striking ESE, while Little Bear Fault strikes ENE, and intersects the Maskwa Lake Fault.

Vein walls invariably contain chlorite, and occasional slickensides are observed. Reid et al(1986) suggested that the lamprophyre dykes also commonly associated with veining acted as ductile zones accommodating the fault movement between granitic blocks. A detailed description of individual vein geology indicates that the lamprophyre may have played a significant role in localisation of gold mineralisation. The structures hosting the late

mafic dykes appear to have provided frequent conduits for hydrothermal solutions believed to be the source of gold mineralisation on the property.

The depth to which mineralisation extends has never been determined by any of the exploration programs up to 2011. Theriault (2004) drilled five holes to 100 ft, and partial logs exist, but while he did encounter intense shearing and broken and missing core, and minor sulphides, he did not appear to intersect quartz veining, and apparently took no core samples. Drill results have not survived from any previous programs.

8. Deposit Types

A description of gold veins associated with felsic intrusions is presented by Marmont (1985). He offers the view that the emplacement of a felsic intrusion plays a multitude of roles in introduction, remobilization and concentration of metals, and that no single parameter can be solely responsible for the mineralisation. Instead any given setting is a composite model which may be a result of several of the following:

1) assimilation of xenoliths of country rocks which may be mineralised.

2) contact metamorphism of the adjacent envelope causing release of fluids which can leach and remobilise metals from country rocks

3) generation of a convective cell drawing in externally derived fluids which may either be metal-bearing, or can leach metals in their paths.

4) fracturing through cooling and competency difference with surrounding supracrustals, creating conduits for solutions.

5) development of schistosity in the contact area through syn-plutonic deformation, resulting in a more permeable contact zone.

6) propagation of new and reactivation of pre-existing structural openings through seismic shocks during emplacement, producing further conduits.

7) introduction of magmatic fluids that may be metalliferous.

8) response to post-emplacement cataclastic deformation along shear/ fault zones, giving rise to a "porphyritic" texture which can facilitate permeation and localisation of ore-bearing fluids.

A generally accepted view of a number of workers historically is that the mineralization on the Little Bear Lake property "consists exclusively of structurally hosted gold-bearing quartz veins and their altered granitic selvedges." This hypothesis must change/expand, if the deposit is to become an economic reality.

The Hammond Reef deposit in the Atikokan region of NW Ontario is currently being readied for production. Mineralisation occurs in sheared and altered Archean granitic terrain. Gold is hosted within and near an altered and

sheared mafic dyke and intermediate to felsic intrusive rocks in a broad and long "deformation" zone. The indicated and inferred resource there consists of 10.5 million oz gold, or 530.6 million tonnes at 0.62 g/t.

The Magino Gold deposit of Prodigy Gold Inc. is located 40km NE of Wawa, Ontario, and is currently at the prefeasibility stage. The deposit consists of broad, low grade altered zones hosted by quartz-pyrite-sericite altered granodiorite host (Webb Lake stock). The stock trends 075°, with steeply dipping alteration zones having an aggregate width of up to 300m, and a depth of up to 600m. Operators Prodigy Gold are dealing with a high nugget environment, coupled with short ranges of gold grade continuity. Indicated resource is 5.8 million oz gold, or 203 million tonnes grading 0.89g/t.

Keys to effective exploration of the Little Bear Lake property are structure and alteration. Faulting combined with numerous episodes of quartz veining may indicate multiple events of fluid introduction, localised by proximity to fault intersections. Alteration is also a key. Confirmation of lower grade gold disseminated in altered granodiorite within, say, 150m of veins will be crucial to proving up an economic resource.

9. Exploration

The Little Bear Lake Project area is located entirely within the Maskwa Batholith. Since 1924, it has been the subject of numerous exploration campaigns, summaries of which are listed in Section 6 and in Table 2.

During the prospecting program for Carina Energy, Kretschmar (2011) collected fifteen samples of vein and wallrock for assay and whole rock analysis. He traversed the approximately 8km of the known strike length of the vein system, and sampled the known veins. His samples are stated to be representative of the major lithologies at each of his sample sites. Grab samples of quartz veins are representative of sulphide-bearing portion of the quartz veins. His results are presented in Table 3, and show that grab samples from the Jet Vein returned 33.3, 62.2 and 183 g/T Au. His waypoint locations and field descriptions form Table 4.

Prospecting by Ozias Theriault, in July 2011 returned 106 grab samples, with results grading up to 64 g/T Au (Treasure Vein) and 42 g/T Au (Rush Vein). (Table 5)

The present author collected five grab samples on June 27, 2012, mainly of quartz vein material from pit spoil piles. The samples were hand carried to Barrie, and couriered to ALS Chemex Laboratory in Sudbury for assay. Results are presented in Table 6.

The veins on the property have been sampled numerous times by independent parties over the years, and some high grade assays were often obtained. Consequently, the present author considers that previous assays are maximum representatives of the named veins. For the **Silver Fox vein**:

0.90 oz/t over 4 ft was obtained along 255 ft. The wallrock contained up to 0.2 oz/ton. **The Silver Fox** vein was up to 7 ft wide at the south end. The narrower parts of the veins show grades of 7 to 10 oz Au/ton (Bernatchez, 1997). For the **Treasure Vein**, the results of three channel samples reported by Reid, Smee and Hood (1986) were: 1) 29 in. of 0.35 oz/t Au, including 3 inches of 2.79 oz/t Au., 2) 29 in. of 0.70 oz/t, including 4 in. of 4.52 oz/t Au and 3) 22 inches of 0.07 oz/ton, including 2 inches of 0.39 oz/ton.

Table 3: Analytical Results for gold from 2010 prospecting samples on the Little Bear Lake Project Claims (Kretschmar, 2011)

SGS* Number	Waypoint or Location	Sample Type**	Assay or Whole Rock	Au g/T
306801	41	A	W	0.034
306802	37	E	W	<5
306803	37	E	W	<5
306804	Jet, Tr. 21	E	W	0.444
306805	Tr. 11	Q	A	0.196
306806	Tr 18	A	W	0.049
306807	Tr 18	E	W	<5
306808	Tr. 2	E	W	0.034
306809	Tr. # 2	Q	A	33.3
306810	Tr. # 2	E	W	0.049
306811	50	A	W	0.888
306812	55	E	W	<5
396813	Coffee Pot	Q	A	0.098
306814	Jet Vein	Q	A	183
306815	Jet Vein	A	A	62.2

* SGS Laboratories. Toronto, Ontario. Gravimetric analysis with standard bullion finish.

** Abbreviations for assays and whole rock: A= felsic host rock; E = mafic dike, shear zone or lamprophyre; Q = mineralized quartz vein.

Au conversions: 10,000 ppb = 1 ppm = 1 gram/Ton ; 34.3 ppm = 1 troy ounce.

Bernatchez (1997) cited the consistency of high grade gold and silver values along the >3000 metre (at the time) structure, and also the intensity and width of silicification, pyritisation and sericitisation within the sheared and altered host granitic rocks. He noted the frequent presence of fine grained galena and sphalerite within the altered granites, and noted at least three events of silica veining within the structures.

Table 4. Waypoints and Field Note Descriptions for assay samples, Sept. 2010 Little Bear Lake Project.

Waypoint/ Date	Easting	Northing	Description
Silver Fox Vein			**Silver Fox Vein**
010, 24 Sept 10	318564	5603686	Trench #2. f=110/90. SGS306808. WR of E, plus trace Au. SGS306809, assay of gn, py, sp in Q.
011, 24 Sept 10	318649	5603668	Vein and wallrock 18 ft (5.5 m) thick, Tr. 11. SGS 306895. Assay of grey quartz.
018,24 Sept 10			Trench 18. SGS 306806, 7. Whole rock of grey gneissic felsic A and green E with py.
021, 24 Sept 10	0318816/53	5603638/ 5603331	duplicate 021. SGS 306804, Whole rock of E.
Jet Vein			**Jet Vein**
030, 25 Sept 10	316715	5604525	ore dump, >6,000 tons. SGS306814, 15 assay of Q with py
031/032/033 25 Sept 10	316732	5604530	Qv in pit on N side of trench, tops to N, dips 80 N, E end of pit.
037/038 26 Sept 10	320153	5603409	"shear zone" 060/70SE Q on north side. SGS 306802,3. Whole rock of E.
041, 26 Sept 10	320771	5603284	**Treasure Vein**, 105/90, Qv on North side of pit. SGS306801.Whole rock of A.SGS306810 WR of dark green, dense E
Treasure Vein 050, 26 Sept 10	320973	5603243	E181505 pit, galena. SGS 306811. WR of grey A.
Coffee Pot 062, 27 Sept 10	320223	5604019	Coffee Pot showing. SGS306813 assay of Q.

Notes: Abbreviations for assays and whole rock: A= felsic host rock; E = mafic dike, "shear zone" or lamprophyre; Q = mineralized quartz vein. Base camp: NAD83 319985E/ 5603565N; NAD 27: 320004E/5603339N.

Theriault (2009) states that: *"Vein widths are generally less than a metre, but can be up to several metres locally. Strike extent varies, but several of the veins can be traced along strike for several kilometres. The primary sulphide is pyrite, with accessory (although sometimes abundant) chalcopyrite, sphalerite, galena and pyrrhotite. Altered vein selvedges (hematized, silicified, sericitized, carbonitized and pyritized) are commonly mineralized."*

Table 5: Assay Results from July 2011 prospecting by O.Theriault.

Notes: Grab samples assaying greater than 0.3 g/T Au are shown in bold. Notable is the significant proportion of samples assaying greater than detection limit of 0.005 g/T Au. Assays by Cattarrello Assay Lab, Timmins, ON.

Location or Vein	Easting	Northing	Au g/T	#
Molson Vein				
986501	319622	5603982	0.03	1
986502	319698	5603924	<0.005	2
986503	319700	5604170	0.015	3
986504	319700	5604170	0.013	4
986505	319700	5604170	<0.005	5
986506	319681	5604171	0.005	6
North Shaft				
986507	321110	5604358	<0.005	7
986508	321110	5604358	0.012	8
986509	321031	5604398	**0.371**	9
986510	321031	5604398	**0.461**	10
986511	321031	5604398	0.031	11
986512	320958	5604448	0.009	12
986513	320958	5604448	0.061	13
986514	320958	5604448	0.021	14
986515	320958	5604448	0.028	15
986516	320940	5604444	0.023	16
986518	320903	5604445	0.03	17
986519	320901	5604443	0.025	18
986520	320901	5604443	0.062	19
986521	320901	5604443	0.023	20
986522	318746	5604402	0.056	21
Gold Plate Vein				
986523	318746	5604402	0.012	22
986524	318746	5604402	0.008	23
986525	318746	5604402	0.005	24
986526	318517	5604610	0.032	25
986527	318517	5604610	0.015	26
986528	318507	5604611	**155**	27

986529	318507	5604611	0.092	28
986530	318488	5604628	**2.351**	29
986531	318488	5604628	0.83	30
986532	318488	5604628	**0.664**	31
Little Bear Claim				
986533	320649	5603369	0.079	32
986534	320649	5603369	0.005	33
986535	320675	5603368	<0.005	34
986536	320649	5603368	0.008	35
Treasure Vein				
986537	321192	5603391	**16.007**	36
986538	321192	5603391	**1.278**	37
986539	321192	5603391	**62.719**	38
986540	321322	5603477	**0.305**	39
986541	321322	5603477	**0.514**	40
986542	321571	5603354	0.036	41
986543	321692	5603323	**0.434**	42
986544	321692	5603323	0.08	43
986545	321702	5603311	**0.333**	44
986546	321702	5603311	0.031	45
986547	321725	5603315	0.067	46
986548	321781	5603321	0.053	47
986549	321781	5603321	0.027	48
986550	321781	5603321	0.082	49
986551	321869	5603312	**0.571**	50
Jet Vein				
986552	316712	5604752	0.023	51
986553	316682	5604540	0.017	52
986554	316696	5604544	0.019	53
East Shore, LBL trench				
986555	319922	5603708	<0.005	54
986556	319922	5603708	0.021	55
Maskwa break				
986557	317706	5602719	0.014	56
986558	317706	5602719	0.151	57
986559	317706	5602719	<0.005	58
986560	317508	5602798	0.016	59
986561	317706	5602719	0.273	60
Treasure Vein				
986562	319452	5603888	0.049	61
Molson vein				
986563	319579	5603652	0.121	62
986564	319579	5603652	0.153	63
986565	319535	5603667	0.046	64
986566	319535	5603667	**0.465**	65
986567	319535	5603667	**8.467**	66
986568	319514	5603682	0.008	67
986569	319609	5603643	0.043	68
986570	319609	5603643	0.038	69
986571	319679	5603612	**1.269**	70
986572	319679	5603612	0.032	71
986573	319668	5603618	0.026	72

986574	318595	5603945	0.175	73
986575	318595	5603945	**0.428**	74
W side LBL/trapper's shack				
986576	320130	5604336	0.05	75
986577	320215	5604313	0.017	76
986578	320215	5604313	0.02	77
Rush Vein				
986579	319054	5603811	0.05	78
986580	319064	5603808	0.116	79
986581	319073	5603815	**6.422**	80
986582	319105	5603804	**1.205**	81
986583	319108	5603795	**1.738**	82
986584	319108	5603795	**15.162**	83
986585	319126	5603785	**3.084**	84
986586	319126	5603785	**2.592**	85
986587	319142	5603781	0.12	86
986588	319173	5603775	0.047	87
986589	319173	5603775	**41.684**	88
986590	319193	5603774	0.1	89
Float				
986591	319277	5604027	0.149	90
New Vein, north of Treasure Vein				
986592	320710	5603566	0.209	91
986593	320710	5603566	**0.827**	92
986594	320710	5603566	0.186	93
986595	320702	5603572	**11.213**	94
986596	320702	5603572	0.844	95
986597	320665	5603576	0.046	96
986598	320576	5603550	0.236	97
986599	320588	5603547	**10.986**	98
Treasure Vein Shaft				
986600	320610	5603537	**2.478**	99
986601	320618	5603533	**11.922**	100
986602	320649	5603534	**40.711**	101
986603	320650	5603526	0.181	102
986604	320675	5603520	**0.379**	103
986605	320690	5603521	0.009	104
Maskwa Trail				
986606	320750	5603515	**1.331**	105
986607	317831	5602711	0.046	106

The prospecting program carried out in 2010-11 was designed to take samples along the entire length and width of known mineralisation, including mainly vein and material close to veins, in order to confirm the suspected widespread occurrence of gold along the structures. Mr. Theriault took all of his samples within or close to the quartz veins (pers.comm.)

Results of this prospecting program do show the widespread occurrence of gold and also that host rocks in many places on the property close to veins can carry significant amounts of gold (Kretschmar, 2011).

Table 6: Analytical results for gold and silver from samples taken by S.A.Scott, the author, in June, 2012 from the Little Bear Lake Claims, Manitoba.

ALS Number	Wpt #, UTM	Vein Ref.	Sa. Type	Au ppm [1]	Au ppm[2]	Ag ppm[3]	Ag ppm[4]
H365506	020 321848E/ 5603316N	Treasure Vein East Extension	Pit wall qtz + chl + gd	0.06		<0.5	
H365507	023 321867E/ 5603312N	Treasure Vein.East Extension	Sheared gd + chl + py	0.147		<0.5	
H365508	027 321087E/ 5603403N	Treasure Vein near drillsite CE10-7,8	pit spoil, qtz +chl + py	2.18		2	
H365509	030 318523E/ 5603918N	Silver Fox Vein	pit spoil, qtz + abund py+cpy + gal.	>10	25.5	62.5	
H365510	034 316716E/ 5604750N	Jet Vein	pit/shaft spoil, qtz + abund py + gal.	>10	69.6	>100	117

	ALS CODE	DESCRIPTION
1.	Au-AA23	Au 30g FA-AA finish
2.	Au-GRA21	Au30g FA-GRAV finish
3.	Ag-AA61	Trace Ag - 4 acid dig.
4.	Ag-AA62	Ore grade Ag - 4 acid / AAS

These samples in Table 6 were taken by the author from vein and associated wall rock material simply to confirm the presence of gold in the vein structures, and this has indeed been confirmed. It also confirms the presence of high grade values (25 and 69 ppm Au). Four of the five samples contain pyrite, including the two high grade ones; this tends to confirm historical evidence that gold values are associated with the presence of sulphides in the quartz(in this case pyrite and galena). It was only possible to land the helicopter at three locations along the property/vein structure, so these are the sample locations as given above. Assisted by prospector Wayne Letang, the author was able to view several of the numerous pits and "shafts" along the structure, and to confirm the location of one drill site by coordinates.

a) Geophysical Exploration (from Kretschmar, 2012)

Geophysical surveys over the veins have consisted of airborne and ground VLF, EM, total magnetic field and vertical magnetic gradient. The known veins have not been readily traced by ground geophysics, since magnetic and VLF anomalies and positive gradient anomalies give inconsistent results over known veins. However, the surveys have extended the favourable vein-hosting stratigraphy for over 7,200 ft (2.2 km), and the contrast between the more magnetic mafic material adjacent to the veins and the less magnetic host granite may permit tracing of veins using a walking magnetometer.

In 1997 an Aerodat airborne magnetic and EM survey was flown over the central part of the property (Theriault, 2004). The total field magnetics showed a relatively flat signature with a maximum of 315 gamma contrast over the entire property. The distribution of magnetic highs and lows is irregular, but does show a general NE-SW trend . They are continuous for 2-3 km. No major structures or faults are readily apparent in the geophysical data.

The Jet and Silver Fox veins appear to be either in a magnetic low or on the flanks of magnetic highs. The strike of known veins generally parallels trends of magnetic highs. There are no obvious crosscutting features displayed by the data.

The airborne EM component defines the Jet Vein along a two hundred metre strike by the 32 kHz coplanar survey, but the Treasure Vein shows no response. Neither the Treasure Vein nor the Jet Vein shows a response on 4175 Hz coplanar/4600 Coaxial survey. Some ground VLF-EM conductors parallel the major veins as illustrated in Fig. 3 and represent targets for future exploration.

10. Drilling

a) A total of 1679 m of NQ core was drilled for Carina in December 2010, supervised and logged by Dr. U. Kretschmar. The objective was to test the eastern extension of the Treasure Vein at depth. Table 7 below shows the locations, directions, dips and lengths of the 10 holes that were drilled. (Twelve had been planned, but holes 5 and 6 were not drilled.) Two holes with different dips were drilled from each setup, as shown.

The locations of the holes are shown on Figures. 3 and 5. Cross sections for holes CE10-03,04 and CE10-11,12 are shown on Figures 6 and 7. Azimuth of the drill holes varied from 180-250° and dips between 50 and 60°.

Table 7. Statistics, 2010 Carina Energy Drilling of Treasure Vein

Hole No.	Azimuth	Dip	NAD 27 Northing	Easting	Rel. To Dip	Magfield	Depth metres
CE10-01	214.9	49.2	5603193	321386	76.0	57070	152
CE10-02	213.4	59.0	5603193	321386	76.0	57070	200
CE10-03	184	50.1	5603253	321295	76.1	56620	80
CE10-04	190	59.8	5603253	321295	79.8	56990	110
CE10-07	224.5	51	5603270	321135	76	56880	149
CE10-08	230.4	58.7	5603270	321135	75.9	56920	272
CE0-09	216.1	49.1	5603240	321085	76.3	57270	140
CE10-10	218	59.7	5603240	321085	76.1	56940	236
CE10-11	256.4	50.4	5603198	321055	79.9	57120	101
CE10-12	250	60	5603198	321055			239
						TOTAL	**1679 m**

The drilling (NQ core) was carried out by North Star Drilling based in Winnipeg, using standard drilling procedures. No insurmountable difficulties were encountered. Core recovery was almost 100%. The drill program on the Treasure Vein produced best results as shown in Table 8.

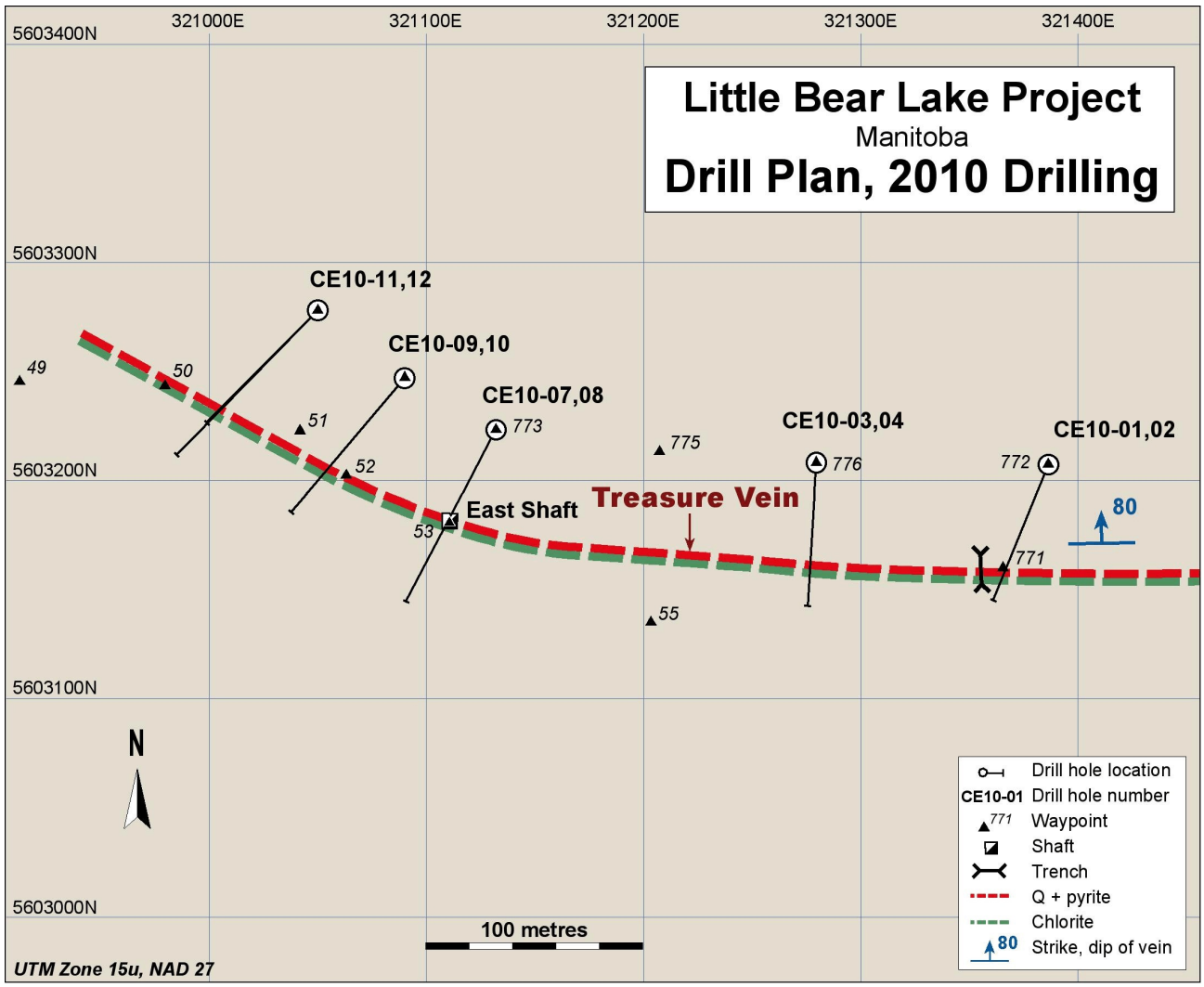

Figure 5. Location of 2010 drill holes, eastern end of Treasure Vein(Kretschmar, 2011).

Table 8: Best mineralization intercepts from 2010 drillholes (Kretschmar, 2011)

Drill Hole Number	From (m)	To (m)	Intercept Width(m)	True** Width(m)	Grade g/T Au
CE10-01	73.4	74.5	1.1	1.06	0.036
CE10-02	54.2	55.3	1.1	1.05	0.098
CE10-03	6.3	7	0.7	0.68	0.36
	36	37	1	0.96	0.282
	52.6	54.8	2.2	2.12	0.313
CE10-04	31.2	33.0	1.8	1.71	0.437
	53.8	54.5	0.70	0.67	0.526
CE10-07*	31.5	32.8	1.3	1.25	0.549
	39.4	41.5	2.1	2.03	0.528
	50.2	54.5	4.3	4.15	0.572
	62	65.8	3.8	3.67	0.294
including	65.0	65.8	0.8	0.77	0.773
CE10-08	44.6	49.0	4.4	4.19	0.39
	52.4	55.7	3.3	3.14	0.315
	62	63.3	1.3	1.24	3.089
CE10-09	33	35.0	2.0	1.93	1.04
CE10-10	40.4	60.7	20.3	19.33	0.741
including	55.7	59.9	4.2	4	3.26
	57.1	57.9	0.80	0.76	9.20
CE10-11	46.8	51.2	3.7	3.57	1.006
	54	64.2	10.3	9.94	0.5
	65.6	68.6	2.2	2.12	0.421
	76.6	78.9	2.3	2.22	3.011
CE10-12	63	66.5	3.5	3.33	2.504
	74	78.5	4.5	4.29	0.36

Notes: * DH CE10-05 and 06 were not drilled.** True Width (T) calculated from formula: $T=W \times \cos(\theta)$, where θ is drill hole inclination (50 or 60°), W = intercept width.

Two cross sections are presented in Figures. 6 and 7. These show that the mineralization can be generally correlated between drill holes in the same section, but that textural variations are subtle, the quartz veins thin and thicken and are folded or draped onto topographic highs and therefore may not be encountered in any given section. The drilling and reconnaissance sampling to date has shown: **1)** the presence of gold in wall-rock and a high background in the near-vein host rock, **2)** a possible systematic westward increase in grade in the Treasure Vein, and **3)** that units continue to dip steeply to the north in the near subsurface.

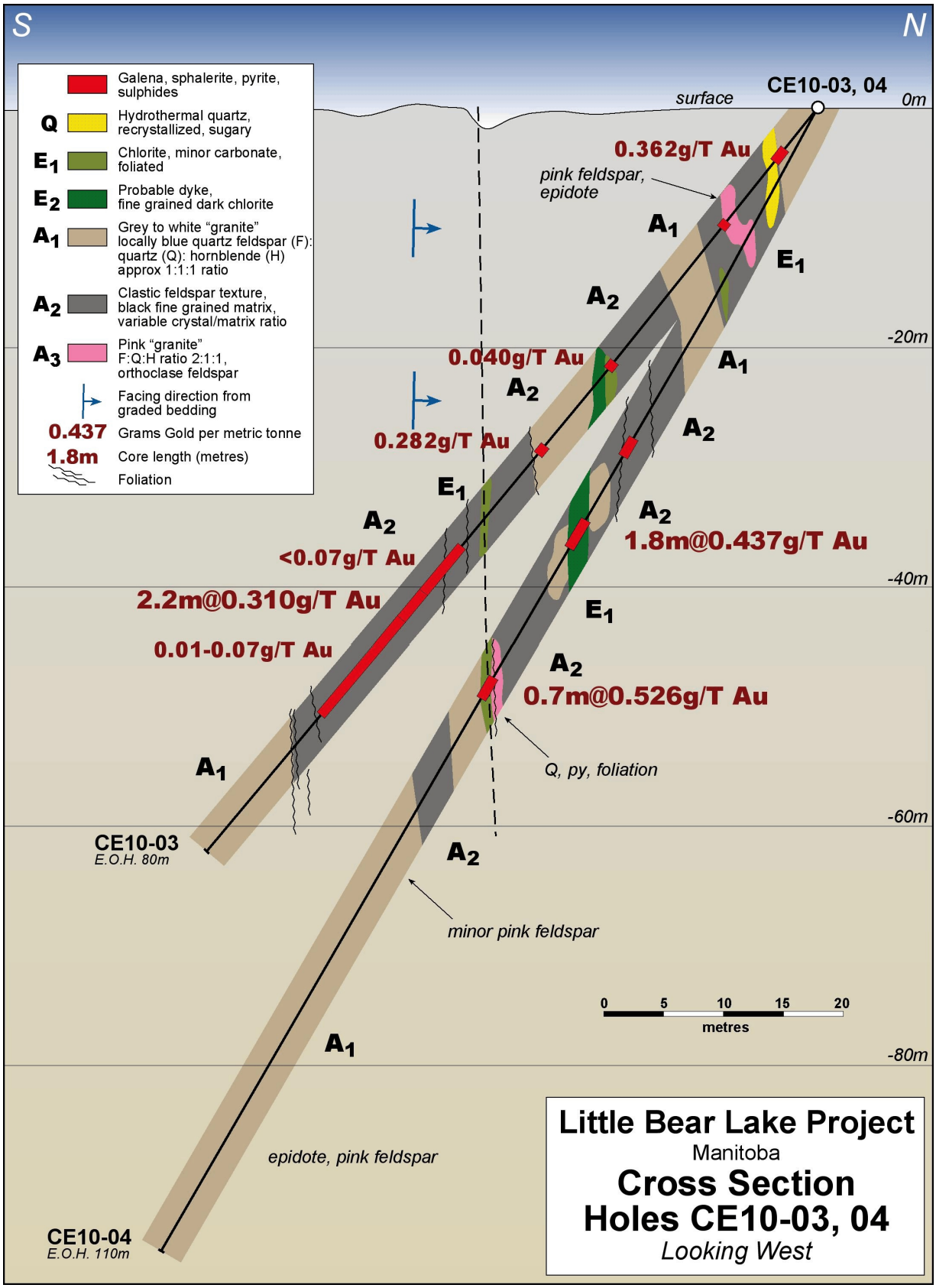

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Fig. 6. Cross Section for Holes CE10-03 and CE10-04 (Kretschmar, 2011).

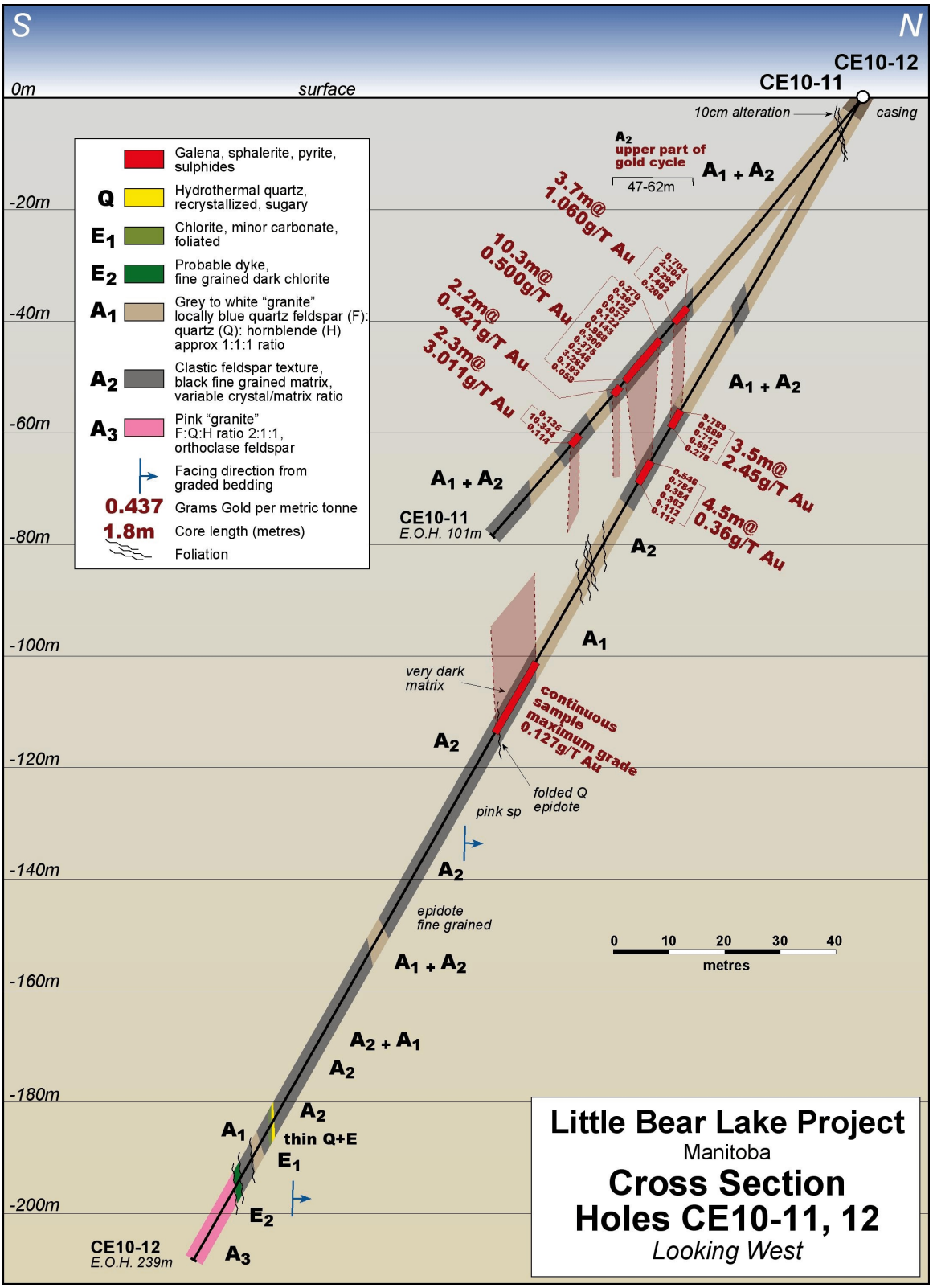

Fig. 7. Cross Section for Holes CE10-11 and CE10-12 (Kretschmar 2011).

b) Dr. Kretschmar also observed that there are numerous sections of drill core that have not been assayed, although they contain disseminated pyrite. The core is stored at Timmins. The assay laboratory used for the drill program was Cattarello Assayers Inc. of Timmins, which is, to the best of this author's knowledge, not accredited.

11. Sample Preparation, Analyses and Security

Reconnaissance field samples for the 2010/2011 prospecting work were collected in cloth bags, with the sample number marked with felt pen. These were carried as baggage by Dr. Kretschmar and submitted by him to SGS Laboratories on Leslie St. in Toronto.

Sample locations from reconnaissance traverses of the Jet, Fox and Treasure veins were photographed in the field. Reconnaissance sample descriptions are shown in Table 4.

In the SGS lab, samples were dried and crushed to minus 1/8 inch in two stages with jaw and cone crushers. A 300 gram split obtained using a riffle splitter is reduced to minus 150 mesh. Clean sand is used to clean the pulverizer between all samples. Gold determinations are made using fire assay with a gravimetric or Atomic Absorption finish.

Core from the 2010 drilling was delivered by truck to the Clavos mine site (Timmins area) and cut at the core cutting, logging and sampling facility of Sage Gold in Timmins under Dr.Kretschmar's supervision. The core for assaying was hand delivered to Cattarello Assay Labs in Timmins and the other half is stored in dedicated core racks at the mine site for future reference. Standards and blanks were inserted to check on the accuracy of the laboratory procedures. To the best of the author's knowledge, Cattarello Assayers Inc. is not accredited.

A similar assay procedure to that used by SGS is used by Cattarello Assayers in Timmins. Neither assay lab has any relationship with the issuer. SGS is fully certified to ISO 9001:2008 Quality Management Systems standards. In the opinion of the author, sample preparation, security and analytical procedures employed in this project to date were adequate, given that the project is at an early stage. However, given that the accurate assaying of gold at lower grades can at times require special procedures, it would be advisable in future exploration programs either to use a fully accredited laboratory throughout, or to at least run regular duplicate assays with such a laboratory.

12. Data Verification

The author has read all of the references provided by Dr.Kretschmar and by Ozias Theriault; these make up many of the references listed in Section 27. In addition, the author has consulted the Manitoba Mineral Resources Division to obtain on-line assessment reports relevant to the property. The Ontario Geological Survey was also consulted on line, to obtain references to gold in granitic environments. The websites of Prodigy Gold and Osisko Mining were also consulted for information on their Magino and Hammond Reef deposits.

The samples taken by the author on site attest to the presence of gold on the Little Bear Lake property. The author is confident that these results confirm the integrity of the data generated by exploration on the property. These data are entirely adequate for this technical report.

13. Mineral Processing and Metallurgical Testing

There has been no mineral processing or metallurgical testing on material from this property.

14. Mineral Resource Estimates

There are no mineral resource estimates for this property.

23. Adjacent Properties

There is one adjacent staked property to the east of the current claims. It is entirely underlain by the Maskwa Batholith. No information has become available on this property.

24. Other Relevant Data and Information

To the best of the author's knowledge, there no other information that is relevant to this report.

25. Interpretation and Conclusions

Numerous gold-bearing quartz veins within narrow, sheared chloritic zones occur on the property. The veins were discovered in 1928 and have received sporadic exploration consisting of prospecting, grab sampling, pitting, stripping, ground and airborne geophysics and airborne magnetic, EM surveys and very limited drilling. Results to date suggest that the Jet (Pinawa) and Treasure Veins appear to have the highest grade and widest surface expression. Future exploration efforts should initially concentrate on these veins and the areas between them.

The quartz veins are exposed in more than 100 trenches and shallow shafts. Mineralization consists of native gold, silver, and minor pyrite, galena, chalcopyrite and sphalerite in quartz and chlorite units within a somewhat variable granitic host. Gold grade appears to be directly correlated with disseminated pyrite and galena. Silver appears to occur with the gold, in rough proportion, though it has not always been assayed.

There is a series of overburden-covered conductors south of the named veins (Fig. 3), that are possible parallel mineralized structures.

An induced polarisation (IP) survey has never been done on this property, yet in the author's experience, this method is the best geophysical technique for delineating disseminated sulphides. Extensive sampling appears to indicate that gold values in the vein systems are proportional to disseminated pyrite, galena and other sulphides. Gradient IP is a very useful reconnaissance tool which may indicate which portions of a vein system (or new, as yet undiscovered veins) are richest in disseminated sulphides. Multi-dipole IP may be useful for detailing the location of vein-hosted sulphides that may be associated with gold.

Low grade gold has been found in some of the few samples of host granodiorite. Upon his relogging of 2010 drillcore, Kretschmar found several intervals with disseminated pyrite. These and the remainder of the unassayed core should be assayed, preferably by an accredited laboratory.

The Little Bear Lake Property has had no systematic exploration and as such does not contain an identifiable and/or quantifiable gold resource. Drilling on all veins on the property has been sporadic and shallow. A thorough exploration program is warranted.

This project area is remote. Access is difficult by land, and expensive by air. The nature of the gold occurrence is such that the accurate location, mapping, sampling and assaying of gold bearing structures is expensive and generally takes several years to accomplish. These accurate, modern surveys, including extensive diamond drilling, are critical to a complete evaluation of the property's potential. Even with these measures, there is no guarantee that an economic deposit will be delineated that can be mined at a profit.

26. Recommendations

1. The property should be expanded by staking of additional claims to the west, and prospected for parallel horizons and extensions.

2. A systematic exploration program to evaluate and develop the gold potential of the property should be conducted to include: satellite/airphoto lineament study, line cutting, induced polarisation surveys, mechanical stripping, channel sampling and trenching of the quartz veins and host rock, geological mapping, prospecting, and soil gas hydrogeochemistry (MMI) orientation survey along the mineralized horizons. If MMI orientation should prove successful in locating gold-rich vein sections, a more extensive MMI survey would be indicated in

Phase II. Diamond drilling should follow in Phase II, contingent on, and guided by, results of the above investigations.

3. The recommended budget for the two phase program is $600,000, consisting of $375,000 for Phase I and $225,000 for contingent Phase II drilling, for a total of $600,000.

	PHASE I PROGRAM		**$C**
1	Remote Sensing Lineation Study		$10,000
2	Additional Assaying of 2011 Core		$5,500
3	Line cutting	35 km @ $700	$24,500
4	Overburden stripping, channel sampling, orientation MMI	2 months	$70,000
5	Gradient Induced Polarisation Survey	35 km	$70,000
6	Geological Mapping/Prospecting	2 months	$50,000
7	Assaying		$5,000
8	Camp and Logistics		$30,000
9	Travel & Accommodation		$35,000
10	Reports/Supervision		$25,000
11	Management Fee 15%		$50,000
		SUBTOTAL	**$375,000**
	PHASE II PROGRAM		
	Drilling 1,500 m	$150/m	**$225,000**
		TOTAL	**$600,000**

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