

JULY 2011 MINERAL RESOURCE ESTIMATE
On The
POPLAR DEPOSIT, OMINECA MINING DIVISION
BRITISH COLUMBIA

Latitude 54° North
Longitude 127° East
NTS 1:50,000 map sheets
093L02, 093L03, 093E14 and 093E15

Prepared for
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Table of Contents

1.0	SUMMARY AND CONCLUSIONS	1
2.0	INTRODUCTION.....	4
3.0	RELIANCE ON OTHER EXPERTS	4
4.0	PROPERTY DESCRIPTION AND LOCATION	5
5.0	ACCESSIBILITY, CLIMATE, LOCAL RESOURCES AND PHYSIOGRAPHY	9
5.1	Access to the Poplar Mineral Claims.....	9
5.2	Climate and Operating Season	9
5.3	Local Resources	10
5.4	Infrastructure	10
5.5	Topography, elevation, and vegetation	11
6.0	HISTORY	12
6.1	Exploration and Mining History of the western Nechako Plateau	12
6.2	Ownership and Exploration History of the Poplar Property	13
6.3	Previous exploration - Geophysical surveying.....	15
6.31	1974-2005	15
6.32	Lions Gate Metals – 2009.....	16
6.4	Previous exploration - Geochemical surveying	21
6.5	Interpretation of historical exploration	21
6.6	Previous Exploration – Diamond Drilling 1974-1991	21
6.7	Previous Exploration 2005 diamond drill program.....	24
6.7.1	Purpose of the drilling program.....	24
6.7.2	Drill Work performed.....	24
6.7.3	Results of 2005 diamond drilling Poplar Main Zone	27
6.8	Historical Mineral Resource and Mineral Reserve Estimates	27
7.0	GEOLOGICAL SETTING	29
7.1	Regional Geology.....	29
7.2	Property Geology	32
7.3	Mineralization	35
7.3.1	Copper distribution	35

7.3.2	Other Mineralized zones	35
8.0	DEPOSIT TYPE	38
9.0	EXPLORATION.....	38
10.0	DRILLING.....	38
11.0	SAMPLE PREPARATION, ANALYSES AND SECURITY	42
11.1	Diamond Drilling 1974-1991	42
11.2	Diamond drilling 2005 program.....	43
11.3	Reliability of data.....	43
11.4	Sample Preparation, Analysis and Security 1972-2005.....	44
11.5	2011 Phase 1 Drilling Sample Preparation, Analysis and Security	46
12.0	DATA VERIFICATION	47
12.1	Drill holes from 1974 to 2005.....	47
12.2	Drill holes from the 2011 Phase 1 Drill Program	48
12.2.1	Analytical blanks.....	49
12.2.2	Duplicates	49
12.2.3	Quality analysis pass fail decisions	49
12.2.4	Quality control procedures	50
12.2.5	Discussion of results	51
12.3	Data Verification by Author	52
13.0	MINERAL PROCESSING AND METALLURGICAL TESTING.....	53
14.0	ADJACENT PROPERTIES	53
15.0	MINERAL RESOURCE ESTIMATE	54
15.1	Data Analysis.....	55
15.2	Composites.....	61
15.3	Variography	62
15.4	Bulk Density.....	62
15.5	Block Model	63
15.6	Grade Interpolation	65
15.7	Classification.....	66
15.8	Model Verification	68
16.0	OTHER RELEVANT DATA AND INFORMATION.....	73
17.0	INTERPRETATIONS AND CONCLUSIONS.....	74
18.0	RECOMMENDATIONS.....	76

19.0	BIBLIOGRAPHY	77
20.0	DATE AND SIGNATURE PAGE	79
21.0	CERTIFICATE.....	80
	APPENDIX I Mineral Tenures	81
	APPENDIX 2 LISTING OF DRILL HOLES USED	86
	APPENDIX 3 SEMIVARIOGRAMS.....	89

LIST OF TABLES

Table 1:	Summary of Drilling Poplar Property 1974-2005.....	22
Table 2:	Summary of drilling Poplar Deposit Main Zone 2005	25
Table 3:	Summary of 2011 Phase I Poplar Drillhole locations.....	39
Table 4:	Select summary of assays for the 2011 Phase I Drilling.	41
Table 5:	Standard Reference Materials for Copper.....	48
Table 6:	Standard Reference Materials for Molybdenum	49
Table 7:	Standard Reference Materials for Gold	49
Table 8:	Poplar Drilling History.....	54
Table 9:	Assay statistics for Cu and Mo	58
Table 10:	Cu in Mineralized solid – Mineralized Populations	60
Table 11:	Mo in Mineralized solid – Mineralized Populations.....	60
Table 12:	Capped Assay statistics for Cu and Mo.....	61
Table 13:	Statistics in 5 m Composites for Cu and Mo.....	61
Table 14:	Semivariogram Parameters for Cu and Mo in Mineralized zone & Waste	62
Table 15:	Specific Gravity Determinations sorted by Lithology	62
Table 16:	Specific Gravity Determinations sorted by Cu Grade	63
Table 17:	Kriging Parameters in Mineralized Zone for Cu and Mo.....	65
Table 18:	Poplar Mineralized Zone - Inferred Resource.....	67

LIST OF FIGURES

Figure 1:	Location of the Poplar Property.....	6
Figure 2:	Location of Mineral Tenures owned by Lions Gate Minerals.....	8
Figure 3:	Poplar Property access with mineralized zones	11
Figure 4:	Three dimensional interpretation of Insight IP survey	17
Figure 5:	Insight Resistivity section 2100E.....	18
Figure 6:	Stacked interpreted Resistivity Sections 1900, 2100, 2300 and 2500E	18
Figure 7:	Airborne Survey coverage and flight paths	19
Figure 8:	Airborne EM channel 1 vertical component.....	20

Figure 9: Poplar deposit with diamond drill collars, drill access roads and geology. . . .	23
Figure 10: Poplar Deposit 2005 Drilling. Induced Polarization	26
Figure 11: Regional Geological Setting Poplar Deposit.	31
Figure 12: Poplar Deposit Local Geology	34
Figure 13: Distribution of copper in the Poplar Deposit.	37
Figure 14: Poplar 2011 Phase I Drilling.....	40
Figure 15: Lognormal Cumulative Frequency Plot for Cu.....	52
Figure 16: Drill hole plan view showing historic drill holes and 2011 holes	56
Figure 17: Cu-Au Scatter Plot	57
Figure 18: Mineralized Solid Looking north	58
Figure 19: Lognormal Cumulative Frequency Plot for Cu in Mineralized Solid.....	59
Figure 20: Lognormal Cumulative Frequency Plot for Mo in Mineralized Solid	60
Figure 21: Plan view showing block model location and drill hole composites	64
Figure 22: E-W Cross Section 5986870 N showing kriged Cu in Estimated Blocks.....	69
Figure 23: E-W Cross Section 5986970 N showing kriged Cu in Estimated Blocks.....	70
Figure 24: E-W Cross Section 5987070 N showing kriged Cu in Estimated Blocks.....	71
Figure 25: Swath Plot for Cu by Easting.....	72
Figure 26: Swath Plot for Cu by Northing.....	72
Figure 27: Swath Plot for Cu by Elevation.....	73

1.0 SUMMARY AND CONCLUSIONS

- This independent technical report was prepared for Lions Gate Metals Inc. (“Lions Gate”) to document the results of the 2011 drill campaign and initial Resource estimate on the Poplar Cu-Mo Property.
- The Poplar copper - molybdenum deposit is situated in the Central Interior of the Province of British Columbia, approximately 50 kilometres south of the town of Houston. The mineral tenures are located in the Omineca Mining Division on NTS map sheets 093E14, 093E/15, 093L/02 and 093L/03. The property is held with 167 mineral tenures covering a surface area of 63,386 hectares. The tenures are owned by Lions Gate Metals Inc. of Vancouver, British Columbia, Free Miner’s Certificate Number 110036770. Details of tenure status are provided below. Access to the property from Houston in good weather is by two-wheel drive on Forest Service access roads or by four-wheel drive vehicle at other times.
- The Poplar deposit is a copper – molybdenum porphyry associated with the Late Cretaceous Poplar intrusive stock. The deposit is located 750 metres north of Tagetochlain (Poplar) Lake at an elevation of approximately 900 metres. The Huckleberry Mine, located approximately 35 kilometres southwest of the Poplar Deposit, produces copper and molybdenum from a deposit of similar age and setting.
- The property is underlain by andesitic volcanic rocks of the Cretaceous Kasalka Group. These rocks are in faulted contact to the northeast with calc-alkaline rocks of the Telkwa Formation of the Lower Jurassic Hazelton Group. The Kasalka Group rocks have been intruded by stock-like bodies attributed to the Lower Cretaceous Bulkley Plutonic suite. Outliers of the volcanic Eocene Ootsa Lake Group overlap the Kasalka and Bulkley Plutonic Rocks. Zones of alteration and sulphide mineralization associated with these intrusions have resulted in the formation of the Poplar porphyry copper – molybdenum deposit.
- The status of the Poplar copper molybdenum deposit is one of active development. Since the drilling of the discovery hole in 1974, the property has gone through successive stages of exploration and development drilling, resulting in the publishing of a historical resource estimate in 1982. The Poplar property is under active development at the time of preparation of this report. A deep imaging Induced Polarization survey was completed over the deposit in the fall of 2009 with the goals of extending known mineralization laterally and at depth. A time domain airborne magnetic and electromagnetic survey was completed in the fall of 2009 over the deposit and surrounding 56,000 hectare

property. The Poplar property was staked in 1971 by Mr. Frank Onucki with partners Messrs. Mike Callaghan and Clyde Critchlow for the El Paso Mining and Milling Company (Price, 2004). The El Paso Mining and Milling Company conducted geochemical surveys, geological mapping and trenching. They abandoned the property in 1972, and it was reacquired by the original stakers. The property was then optioned in 1974 by Utah Mines Limited. Following preliminary geophysical and geochemical surveys, Utah drilled four holes in the fall of 1974. The discovery hole on the Poplar property PC-1 was completed on October 27, 1974 (Schmidt, 1974). Extensive diamond drilling between 1974 and 2005 has outlined a medium- sized porphyry copper-molybdenum deposit. This work was guided in the past by geochemical and geophysical surveys. Between 1974 and 2005, a total of 23,164 metres were drilled in 105 holes by various operators.

- During 2011 Lions Gate drilled 13 diamond drill holes on the property totalling 5,569 m. While Au and Ag were assayed in the most recent 2005 and 2011 drill holes, the historic drilling only had partial coverage a lot of which was over wider composited assays. As a result gold and silver are not estimated in this resource. The values obtained in the more recent data, however, indicate gold and silver should be analyzed in all future drilling so they can be estimated in future resource updates.
- To determine the resource present on Poplar a three dimensional solid was constructed to constrain the mineralized area, using a 0.1 % Cu grade shell as a guide. Of the total data base, 78 drill holes totalling 21,750 m were within the mineralized zone and were used to estimate the resource. Drill holes were compared to the mineralized solid and assays were tagged if inside. Copper and molybdenum assays were capped at 1.5 % Cu and 0.082 % Mo. Five metre composites were formed and used for variography. Blocks 20 x 20 x 10 m in dimension were estimated for Cu and Mo by ordinary kriging. At this time the entire resource is classified as Inferred. At a 0.20 % Cu cut-off the Inferred resource is 180 million tonnes averaging 0.30 % Cu and 0.008 % Mo.
- A second phase of diamond drilling is recommended consisting of 10,000 m in 20 to 25 diamond drill holes. The drill program is estimated to cost \$2,000,000.

List of Abbreviations

Units of measurement used in this report conform to the SI (Metric system). All currency used in this report is in Canadian dollars unless otherwise stated.

Au	Gold	kPa	kilopascal
°C	degree Celsius	kVA	kilovolt-amperes
°F	degree Fahrenheit	kW	kilowatt
µg	microgram	kWh	kilowatt-hour
A	ampere	L	litre
a	annum	L/s	litres per second
bbl	barrels	M	metre
Btu	British thermal units	M	mega (million)
C\$	Canadian dollars	m ²	square metre
cal	calorie	m ³	cubic metre
cfm	cubic metres per minute	Min	minute
cm	centimetre	MASL	metres above sea level
cm ²	square centimetre	Mm	millimetre
Cu	Copper	Mo	Molybdenum
dia.	diameter	MW	megawatt
dmt	dry metric tonne	MWh	megawatt-hour
dwt	dead-weight ton	m ³ /h	cubic metres per hour
EM	Electromagnetic survey	NQ	75.7 mm outside diameter drill core
ft	foot	opt, oz/st	ounce per short ton
ft/s	foot per second	Oz	Troy ounce (31.1035g)
ft ²	square foot	oz/dmt	ounce per dry metric tonne
ft ³	cubic foot	Ppb	Part per billion
g	gram	Ppm	part per million
Gal	Imperial gallon	RL	relative elevation
g/L	gram per litre	S	second
g/t	gram per tonne	St	short ton
gpm	Imperial gallons per minute	Stpa	short ton per year
gr/ft ³	grain per cubic foot	Stpd	short ton per day
gr/m ³	grain per cubic metre	T	metric tonne
hr	hour	Tpa	metric tonne per year
ha	hectare	Tpd	metric tonne per day
HQ	96 mm outside diameter drill core	US\$	United States dollar
in	inch	USg	United States gallon
in ²	square inch	V	volt
IP	Induced Polarization Survey	W	watt
J	joule	Wmt	wet metric tonne
k	kilo (thousand)	yd ³	cubic yard
kcal	kilocalorie	Yr	year
kg	kilogram		
km	kilometre		
km/h	kilometre per hour		
km ²	square kilometre		

2.0 INTRODUCTION

This report was prepared for Lions Gate Metals Inc. (“Lions Gate Minerals”) by Giroux Consultants Ltd. at the request of Andrew Gourlay, VP Exploration. It follows up an earlier 43-101 Report dated February 3, 2010 written by Peter Ogryzlo (“the Ogryzlo Report”). Since the Ogryzlo Report Lions Gate has completed 13 diamond drill holes on the property. This report reiterates the sections from the Ogryzlo Report that have not changed, updates the drilling, exploration and sampling sections and presents a resource estimation completed with an effective date of May 30, 2011.

The resource estimation was completed by Gary Giroux, P.Eng. principal of Giroux Consultants Ltd. in Vancouver during July 2011. The author has completed a site visit on July 14 to the property where drill collars were observed in the field, drill core was examined at the core storage facility in Smithers and cross sections were viewed with A. Gourlay and Chief project geologist Andrea Ross.

3.0 RELIANCE ON OTHER EXPERTS

In preparing the sections reproduced from the Ogryzlo 2009 report, Peter Ogryzlo has relied on reports, maps, drill logs, and public domain information that are listed in the “References” section of this report.

Specifically, the author has relied on:

- B. Bowen, B.A.Sc., - (Bowen, 1976a, 1967b, 1977, 1979)
- D. Drummond, PhD. – (Price, 2004)
- G. L. Holland, B. Sc. – (Holland, 1980a, 1980b, 1981, 1982)
- G. D. House, B.A., M. Sc., P. Geo. – (House, 1992, House and Ainsworth 1995)
- D. G. MacIntyre, Ph.D., P. Eng. – (MacIntyre, 2007)
- U. Mowat, B. Sc. (personal communication)
- B. J. Price B. Sc., M. Sc., P. Geo. – (Price, 2004)
- R. Turna, P. Geo. (personal communication)
- K. E. Witherly, B. Sc. – (Witherly, 1975).

Ogryzlo relied on these sources for all of the historical and technical information in this report.

This report was prepared for Lions Gate Metals by Gary H. Giroux P.Eng., an independent consulting geologist, and is based in part on information not in his control. Giroux has reviewed the tenure documents online on the public website Mineral Titles Online that is maintained by the Province of British Columbia, and has relied on Lions Gate Metals as to the status of the legal agreements pertaining to the property. The author is unaware of any other technical data other than that presented by Lions Gate Metals Inc., the registered owner of the property.

4.0 PROPERTY DESCRIPTION AND LOCATION (from Ogryzlo, 2010)

The Poplar Mineral Property consists of 167 mineral claims covering a surface area of approximately 63,386 hectares. The claims are located in the Omineca Mining Division, Province of British Columbia, NTS map sheets 093L02, 093L03, 093L14 and 093L15. The Poplar deposit lies within these claims at approximately Latitude 54^o North Longitude 127^o East. Mineral Claims were first located at Poplar in 1971. The claims have passed through several owners, and several forms of mineral tenure. Lions Gate Metals is the registered owner of the Poplar Property, and holds 100% of the rights to the claims.

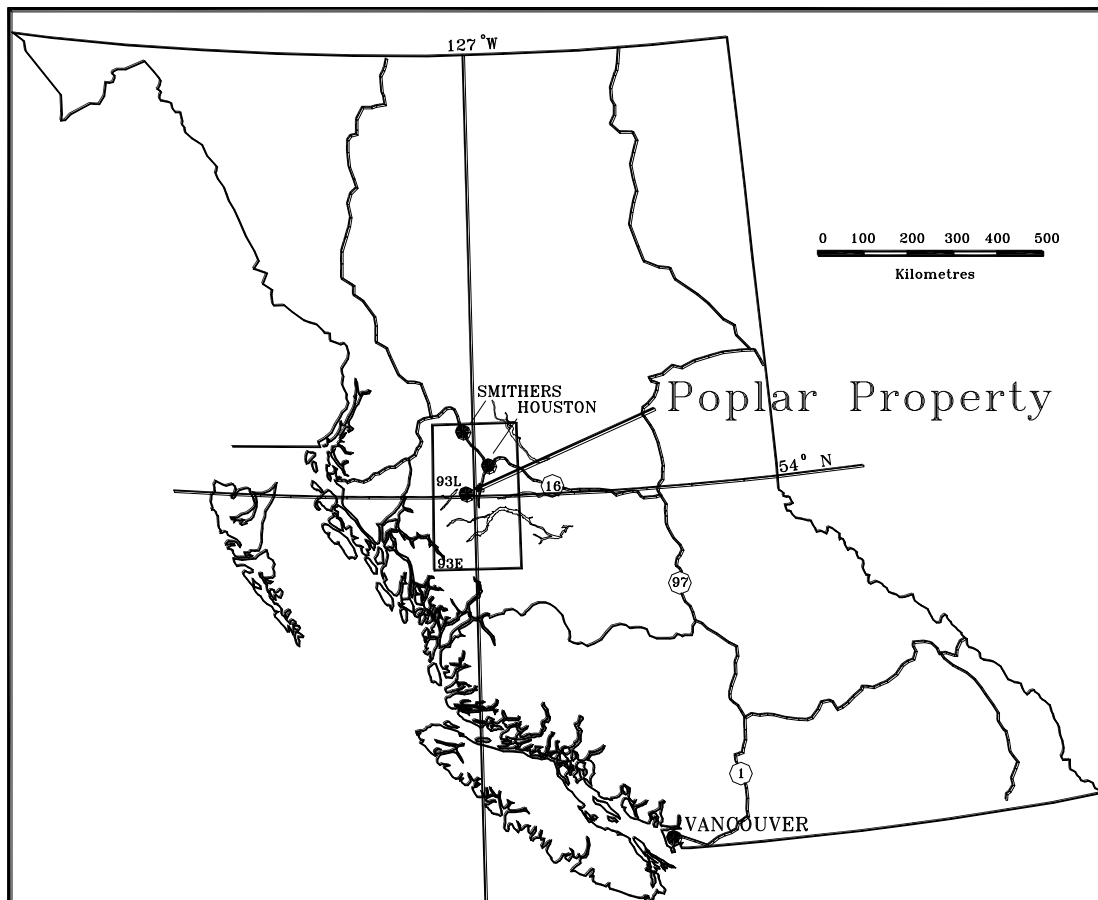


Figure 1: Location of the Poplar Property

The Company's interest in certain claims is subject to an Amended and Restated Property Option Agreement dated July 30, 2007 between Hathor Exploration Limited and Fortress Base Metals Corporation, a predecessor of Lions Gate Metals. The agreement includes an Underlying Royalty of two per cent of the net smelter returns to the benefit of the estate of Mr. Frank Onucki, Mr. Mike Callaghan and Mr. Clyde Critchlow.

The Company's interest in an additional 16 mineral claims for a total of 3902 hectares is also subject to an option agreement dated April 29, 2009 with Mr. John Bot. A further three mineral claims for a total of 266.5 hectares are subject to an option agreement dated May 25, 2009 with Ms. Patti Walker.

Details on claim ownership and status were verified using the Mineral Titles Online service of the Government of British Columbia. The identifying names and tenure numbers of mineral claims that were in good standing at the Poplar Property as of July 15, 2011 are listed in Appendix 1. The rights of a registered owner of a mineral claim are subject to the Mineral Tenure Act of the Province of British Columbia. Under the

Mineral Tenure Act, the registered owner has the right to use the surface of the mineral claim for mineral exploration and mining purposes.

Section 8 of the Mineral Tenure Act Regulations requires that the value of exploration and development work to maintain a mineral claim in good standing for one year is \$4.00 per hectare during each of the first, second and third anniversary years, and \$8.00 per hectare during each of the subsequent anniversary years. Expiration dates for the Poplar Property mineral claims are set out in Appendix 1 of this report. The claim boundaries were located using the Mineral Titles Online method of claim acquisition in the Province of British Columbia. The location of the Poplar Deposit in relation to the property boundaries is shown in Figure 2.

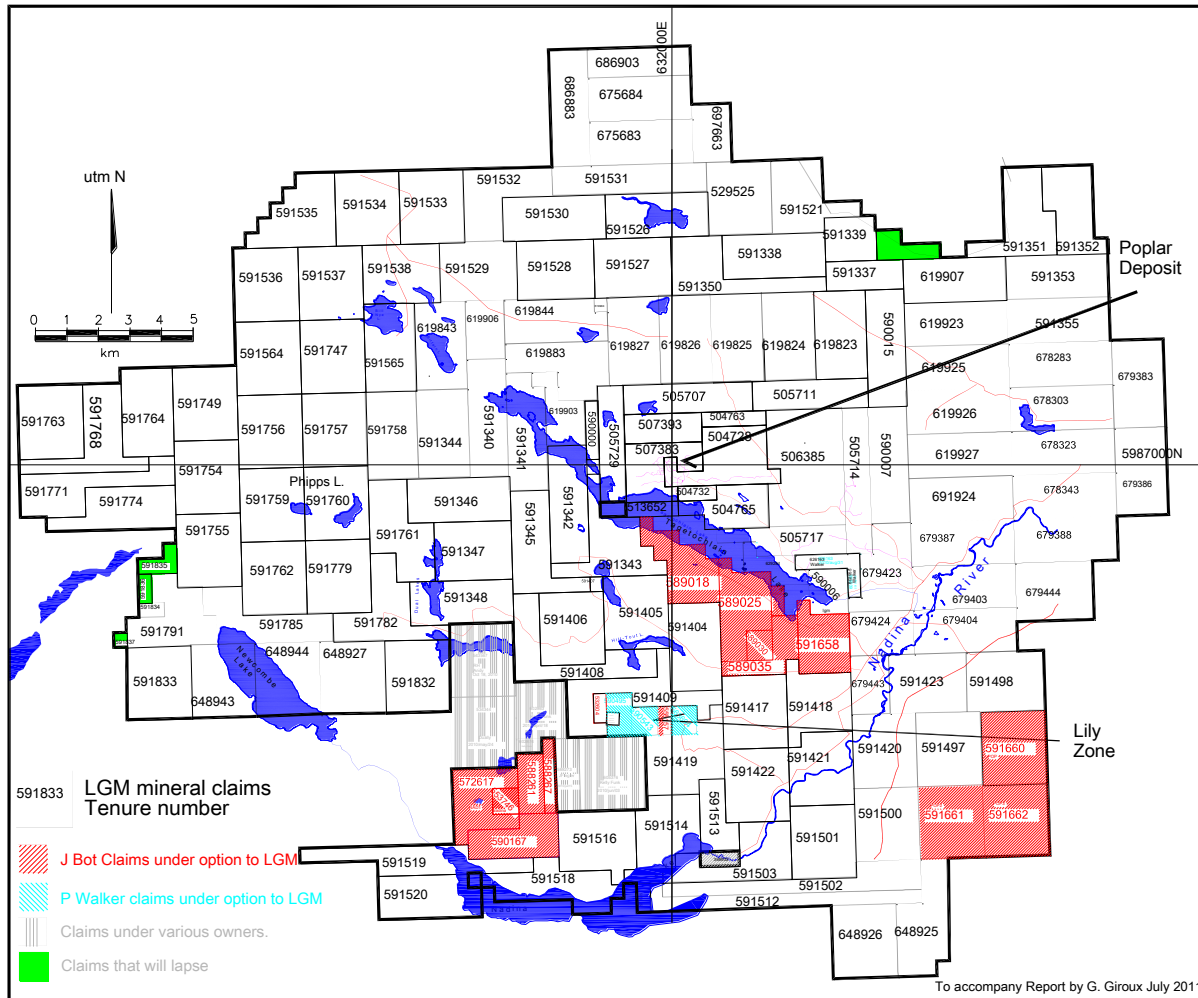


Figure 2: Location of Mineral Tenures owned by Lions Gate Minerals at Poplar Lake, B.C. (Grey hatched areas represent Mineral Tenures owned by individuals unrelated to Lions Gate Minerals. Tenure locations as of July 2011.

The Poplar Mineral Claims lie within an area in which Statements of Interest have been expressed by the Wet’suwet’en Nation and the Carrier Sekani Tribal Council. The author is not aware of any environmental liabilities to which the Poplar Mineral Claims may be subject. The District Inspector of the Ministry of Mines and Petroleum Resources in Smithers, British Columbia has requested that in the course of further work on the property, artesian water flowing from drill casings should be controlled.

To perform the proposed program of work, the registered owner must first file and receive approval of a Notice of Work and Reclamation as required by Section 10 of the Mines Act (British Columbia). Depending on the nature and extent of the work, the

District Inspector may require the posting of a reclamation security before issuing a permit to conduct work.

An Induced Polarization survey was completed at Poplar in November 2009 under Mines Act Amended Permit MX-2-226 for the Poplar project Approval #09-0200289-09. Total reclamation security for the property was \$44,000 as of July 2011.

Other permits governed by provincial and federal laws and regulations may be required as the project progresses. These permits may include, but are not limited to matters pertaining to development, mining, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection and mine safety. The author is not aware of any impediment to the application or approval of any further permits required to complete the proposed program of work on the Poplar Property.

5.0 ACCESSIBILITY, CLIMATE, LOCAL RESOURCES AND PHYSIOGRAPHY (from Ogryzlo, 2010)

5.1 Access to the Poplar Mineral Claims

The property is located approximately 60 kilometres south of the town of Houston in the Central Interior of British Columbia. From Houston, road access to the property is approximately 90 km using a two-wheel drive vehicle in fair weather, and a four-wheel drive vehicle in poor weather. Road access is achieved by first travelling west from Houston on Highway 16 to the intersection with the Morice Forest Service Road; thence south 56.5 km on the Morice FSR and the Morice Owen FSR to the intersection with the Morice Nadina Forest Service Road. Travel is then south and west along the Morice Nadina FSR a further 19 kilometres to the Hill Tout Forest Service Road. The Hill Tout FSR is taken to the west for approximately 2.5 km to the intersection with the old Alcan Tahtsa access road. The Alcan Tahtsa Road is taken 1.3 kilometres north to the intersection with the Poplar Forest Service Road, which is followed for approximately 8.6 kilometres west to the Main Zone of the Poplar property.

5.2 Climate and Operating Season

Climate on the Poplar property is typical of the Central Interior, with short cool summers, and long relatively mild winters. Annual temperature variation in the region is approximately –25 to +25 degrees Celsius. Snowpack in the winter ranges from approximately 1 to 2 metres. Exploration activities may be undertaken year round, with provision for freeze-up in the fall and break-up in the spring, when activities may be curtailed.

5.3 Local Resources

Adequate supplies of surface and ground water for exploration and mining are available. Water use is subject to provincial and federal regulation. Land use for exploration and mining purposes is governed by the Mineral Tenure Act, the Mines Right of Way Act, the Mines Act and other applicable laws of the Province of British Columbia.

The claims are located on Crown Land. Other resource related tenures in the area consist of grazing leases on the open pastures around Poplar Lake. The author is not aware of any private land holdings in the vicinity. A Forest Service public campsite is located on the northeast shore of Poplar Lake, and has repeated use by local First Nations. A set of spawning channels is located on the Nadina River near the outlet of Nadina Lake, approximately 12.5 kilometres south of the Poplar Deposit. The spawning channels service one of the Fraser River sockeye salmon runs.

The author is not aware of any impediments to the acquisition of surface rights for exploration and mining purposes. The 138 KVA power line and the access road servicing the Huckleberry Mine are located approximately eleven kilometres east of the Poplar mineral claims.

5.4 Infrastructure

Houston, British Columbia is a major supply and industrial service centre for the mining and logging operations located in the area. Houston is serviced by the CNR transcontinental railway as well as by Highway 16, a major thoroughfare. Daily air service to Vancouver is available from Smithers, BC airport approximately 70 kilometres by road to the west of Houston. There is a municipal airstrip west of Houston for non-scheduled services, and helicopters may be hired locally. The town of Smithers, located approximately 65 km to the west is also a service centre for the mineral exploration industry, with diamond drilling contractors, air services, and professional exploration personnel.

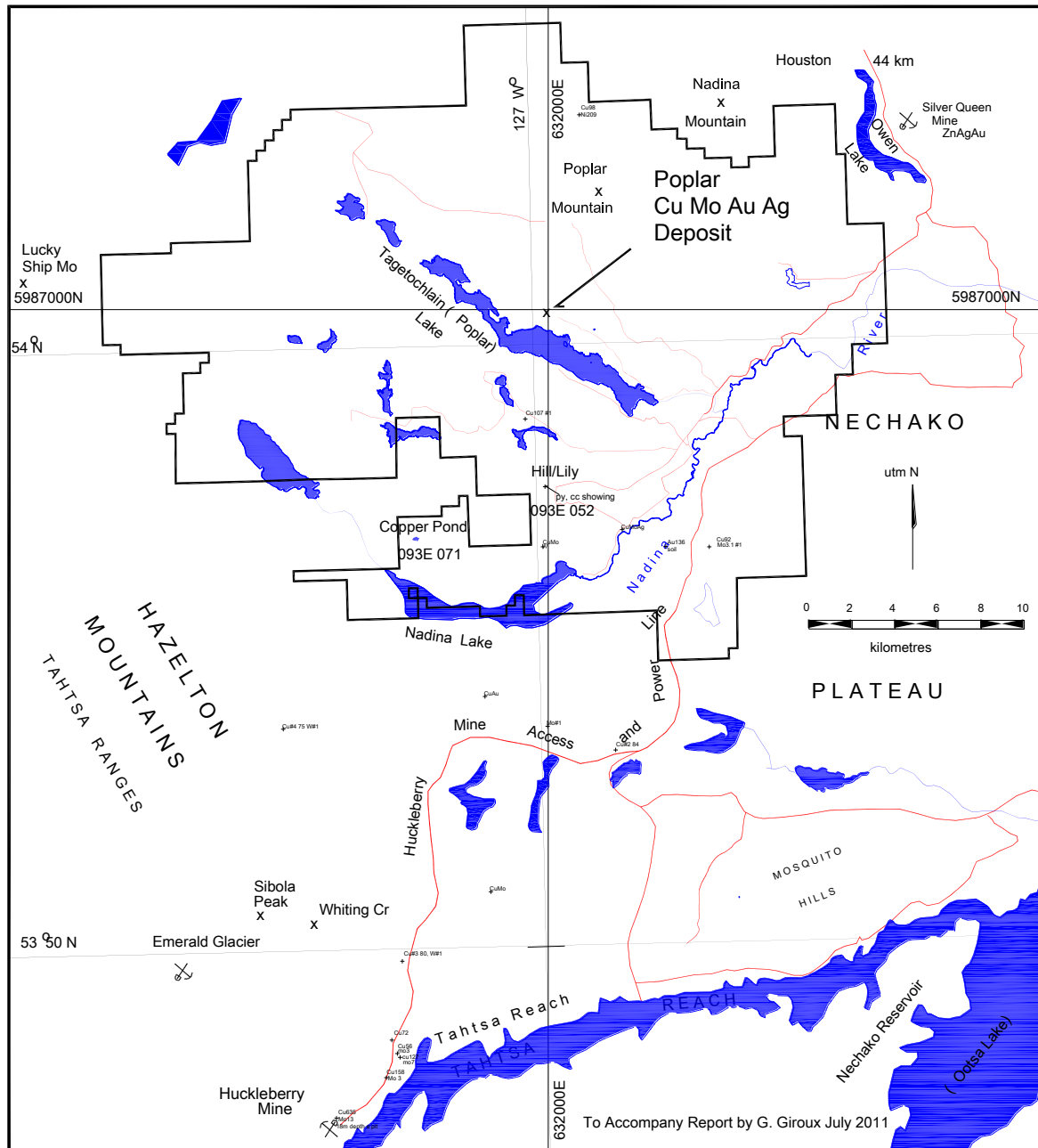


Figure 3: Poplar Property access with mineralized zones and surrounding mineral properties. (from Ogrzylo, 2010)

5.5 Topography, elevation, and vegetation

The property is located in the Tagetochlain (Poplar) Lake – Poplar Mountain district south of Houston, British Columbia. The district is located on the western margin of the Nechako Plateau physiographic region of central British Columbia. Relief is moderate

on the property with a maximum difference in elevation of approximately 800 metres. The highest point on the property is the summit of Poplar Mountain, a local landmark, at approximately 1627 metres, with the lowest point at 825 metres, on the shore of Poplar Lake.

Poplar Mountain drains to the south into Poplar Lake, thence by Poplar Creek into the Nadina River, and thence into the Fraser River system.

Ground cover is varied on the property. Open meadows used for grazing livestock are partially succeeded by open aspen parkland or scrub pine and spruce, which yield to sub-mature and mature stands of balsam fir at higher elevations.

6.0 HISTORY (from Ogryzlo, 2010)

6.1 Exploration and Mining History of the western Nechako Plateau

In general, the western edge of the Nechako Plateau has been actively explored since the early part of the 20th century. The Emerald Glacier Mine (MINFILE 093E001) is located in the Whiting Creek drainage approximately 35 km SW of the Poplar Property Claim, and was one of the first mines developed in north central British Columbia. The mine intermittently exploited a high grade Ag-Pb-Zn vein between 1951 and 1968. Reported production was 2.6 million grams of Ag, 1,524 grams of gold, 1.7 tonnes Cd, 9 tonnes of Cu, 766 tonnes of lead and 892 tonnes of Zn extracted from 8,293 tonnes of ore. The ore was produced from a series of en-echelon polymetallic quartz veins cutting feldspathic sandstone and lesser siltstone and tuffaceous shale near the contact with overlying andesitic volcanic rocks and breccia.

A major thrust of exploration occurred in the late 1960s and early 1970s. This work led to the development of the Silver Queen underground mine (MINFILE 093L002) at Owen Lake, approximately 18 km northeast of the Poplar property. Silver Queen produced approximately 438,790 ounces of silver, 3,157 ounces of gold and 11.1 million pounds of zinc with lesser credits for lead, copper and cadmium from approximately 200,000 tons of ore in 1972 and 1973.

Exploration during this period also led to the discovery of the Huckleberry Mine (MINFILE 093E 037), which was actively explored from 1963 to 1994. The mine is located on the north side of Tahtsa Reach approximately 42 km WSW of the Poplar property. Porphyry copper-molybdenum mineralization at the Huckleberry property is associated with an elliptical stock of the Late Cretaceous Bulkley Intrusions. Production at the Huckleberry Mine began in 1997, and the mine was operating at a rate of 18,500 tonnes per day at the time of preparation of this report. The operation is a modern mine and mill industrial complex producing copper, molybdenum, silver and gold, and is well-

serviced with road, power and water. Combined geological resources at the opening of the mine were 162 million tonnes containing 0.47% Cu and 0.014 % Mo. The deposit has also produced 8,576 kilograms of silver and 253,460 grams of gold up to 2001.

The author has been unable to verify the above information regarding production from the surrounding deposits. The information is not necessarily indicative of the mineralization on the property that is the subject of this technical report.

6.2 Ownership and Exploration History of the Poplar Property

The history of development at Poplar has been described previously by Price (2004). The following account is largely derived from his presentation and has been updated as required.

1971 - The initial discovery of mineralization on the Poplar Property was made in 1971 by Frank Onucki, prospector, when a showing containing malachite was discovered on the north shore of Tagetochlain (Poplar) Lake. The Poplar Property was then staked on behalf of El Paso Mining and Milling Company by F. Onucki, M. Callaghan, and C. Critchlow. In 1971 and 1972, El Paso did soil geochemical sampling and some bulldozer trenching (Jones 1972), but results were disappointing and the property was subsequently re-acquired by the original stakers.

1972 - In 1972, Utah Mines (later BHP Utah and now BHP Billiton) optioned the Poplar Property and the following year carried out extensive programs of geological mapping, geochemical soil sampling, and magnetometer surveys over most of the Poplar Property and IP surveys over specific areas. They also did some limited diamond drilling.

1976 - In 1976, further programs of geological mapping, geochemical soil sampling and IP geophysics were carried out, together with some trenching and further diamond drilling. Utah did further drilling on the Poplar Property in 1977, and by the end of that year, they had drilled 40 holes totalling 8,281 meters.

1978 - P.M. Mesard did a Master's geological Thesis on the Poplar Property at the University of British Columbia under the direction of Colin I. Godwin, P.Eng. Dr. N.C. Carter, P.Eng examined the Poplar Property for the B.C. Department of Mines and took samples of the porphyry-copper host rocks for potassium-argon age dating.

1980 - Utah Mines resumed work on the property in 1980 and during 1980, 1981 carried out further extensive programs of diamond drilling so that by the end of 1981, they had completed 73 drill holes totalling 17,900 meters on the property. In 1982, Utah produced a resource estimate and feasibility study using the data collected (Price, 2004).

1982 - Utah Mining, with Island Copper in full production, and facing a final option payment exceeding one million dollars, filed ten years of assessment work on the claims and returned the Poplar Property to the original vendors – Onucki and partners.

1991 - The Poplar Property was optioned from the owners by Metamin Enterprises Limited, who later assigned the option agreement to New Canamin Resources Limited. In May – June 1991, Placer Dome Exploration reviewed the results of the Utah Mines exploration programs on the Poplar Property and produced an overall drill plan and a series of 1:1000 scale cross sections showing geology and assay results for copper, molybdenum, silver and gold. In June – August 1991, Dr. Darryl Drummond reviewed the Utah data and the maps and sections produced by Placer Dome Inc. His findings were summarized in an August 1, 1991 report which made recommendations to explore the area of geochemical anomalies in the China Creek area on the east side of the Poplar Property, and also to do further definition drilling in the core of the Poplar porphyry deposit and explore the geochemical anomalies between the porphyry-copper deposit and Tagetochlain Lake. In September – October 1991, New Canamin Resources under the supervision of Gordon House, P. Geo drilled 13 diamond drill holes, totalling 1,300 meters. Holes 91-1 to 91-3 explored an area of geochemical copper soil anomalies in the China Creek area on the eastern side of the Poplar Property. Holes 91-14 through 91-13 were drilled to further define the known body of copper, molybdenum, gold, silver mineralization and also investigate an area of copper geochemical soil anomalies, which occur south of the known porphyry-copper deposit, between it and Tagetochlain Lake.

1992 - New Canamin, in spite of favourable drill results, had also optioned the Huckleberry Cu-Mo deposit from Kennecott Canada Ltd. and, deciding to fund and develop the Huckleberry Property, returned the Poplar Property to the vendors.

1994 - The Poplar Property was briefly optioned by Copper Dome Mines Ltd. 1996 The property was optioned by Skygold Ventures Inc., a newly formed Junior Capital Pool company listed on the Alberta Stock Exchange (“ASE”). The option was never completed and the Poplar Property reverted to the vendors.

2001 - The Poplar Property was optioned by Consolidated Kaitone Inc. (“Kaitone” now Largo Resources Ltd.) but Kaitone failed to complete the option in 2002. Mr. Onucki passed away in 2002, and the Poplar Property option was negotiated with Hathor in late 2003.

2003 - An agreement was reached between the vendors and Hathor optioned the property. Hathor then agreed with Aumega Discoveries Ltd. to joint venture the Poplar property.

2005 - A program of induced polarization geophysical prospecting and diamond drilling was undertaken on the Poplar Property. Approximately 3,000 metres of drilling was completed in sixteen holes, and approximately 35 line-kilometres of induced polarization surveying was similarly completed. No assessment reports were filed on this work, and the information remains in the files of Aumega Discoveries Ltd, and its successor companies.

Through corporate re-organization, the Poplar Property passed from Aumega Discoveries Ltd. through Fortress Base Metals to Lions Gate Metals Inc., the current registered owners of the property.

Lions Gate Metals Inc., since acquisition of the Poplar Property, has been assembling the historical data, and undertook a survey of the drill hole collars in the fall of 2008. In anticipation of initiating exploration activities to advance the Poplar Property to the feasibility stage, one hundred and seven mineral claims covering approximately 44,963 hectares were added to the Poplar Property in August and September 2008. In preparation for, and as a result of the geophysical surveys undertaken in the fall of 2009, a further 25 claims covering approximately 10,397 hectares were added to the Poplar Property.

6.3 Previous exploration - Geophysical surveying

6.31 1974-2005

With its well-developed pyrite halo, the Poplar Deposit responds well to the Induced Polarization method of geophysical surveying. Surveys performed from 1974-1976 (Witherly, 1974, Bowen 1975, 1976) effectively mapped the phyllic (quartz-sericite-pyrite) alteration zone, and served to direct the diamond drilling during the nineteen seventies and eighties. Surveys were performed with electrode configurations of $n=2$ and $n=4$, which only provided a partial image of chargeability distribution with depth. On the recommendation of Barry Price (Price, 2004) a survey was performed in 2005 by Peter Walcott and Associates. The survey read electrode configurations $n=1$ to $n=6$, and provided a clear representation of chargeability west of the Main Zone, and indicated the presence of elevated chargeability at China Creek (Alex Walcott, personal communication). No assessment was filed for the 2005 geophysical survey, and the results are in the company files of Lions Gate Metals. The early Induced Polarization surveys were accompanied by magnetometer surveys, but the deposit did not respond well magnetically.

6.32 Lions Gate Metals – 2009 (from Ogryzlo, 2010)

Lions Gate Metals Inc. completed a deep imaging Induced Polarization Survey over the Poplar Property in October 2009. An airborne electromagnetic and magnetic survey was similarly completed in December 2009. Results are presented below.

Induced Polarization Survey

A deep imaging Induced Polarization survey was completed over the Poplar deposit in October 2009 (Dawson, 2009). Approximately 13 line kilometres were surveyed. The survey was designed by Insight Geophysics Inc. of Oakville Ontario to map the electrical properties of the area from surface to a maximum estimated depth of approximately 500 meters. This was accomplished by using the Insight or “Schlumberger” current electrode array for “depth sounding” along the survey lines. Approximately 13 line kilometres were surveyed using a Gradient IP array, and approximately 10 line kilometres were surveyed to produce the Insight depth sounding cross sections. Cross sections of chargeability and apparent resistivity were inverted to produce models of the electrical properties. These models were compared with the known mineralized intercepts in the diamond drill holes in order to look for extensions of mineralization both laterally and at depth.

Results indicate that the survey mapped the areas of known mineralization. As such, the survey is considered to provide an effective model of the deposit. For exploration purposes, the survey provided several indications where mineralization appears to be “open”, or not tested by diamond drilling. In particular, there is geophysical evidence that the higher grade portion of the Poplar Main Zone extends to depth, with a possible extension to the west. The deep high grade mineralization of the East Zone may extend further to the north, and similarly to depth. The survey indicates that the chargeability and resistivity are open to Grid East. These results will be used to plan further drill testing of these zones.

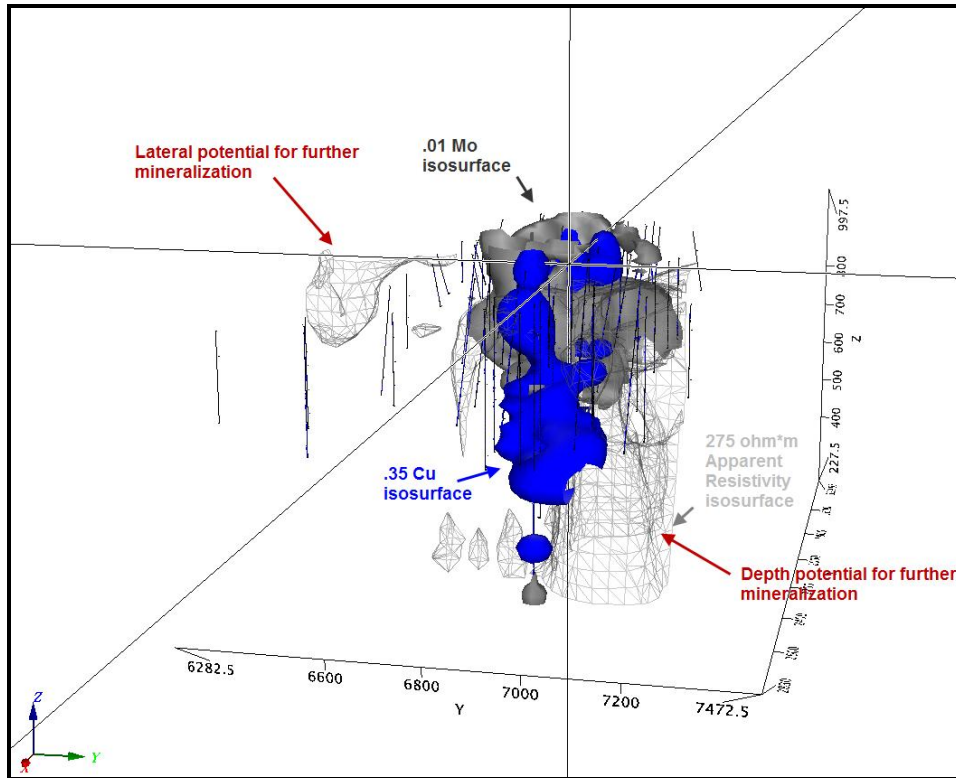


Figure 4: Three dimensional interpretation of Insight IP survey and mineralized grade shells. Model looking west (Insight, 2009)

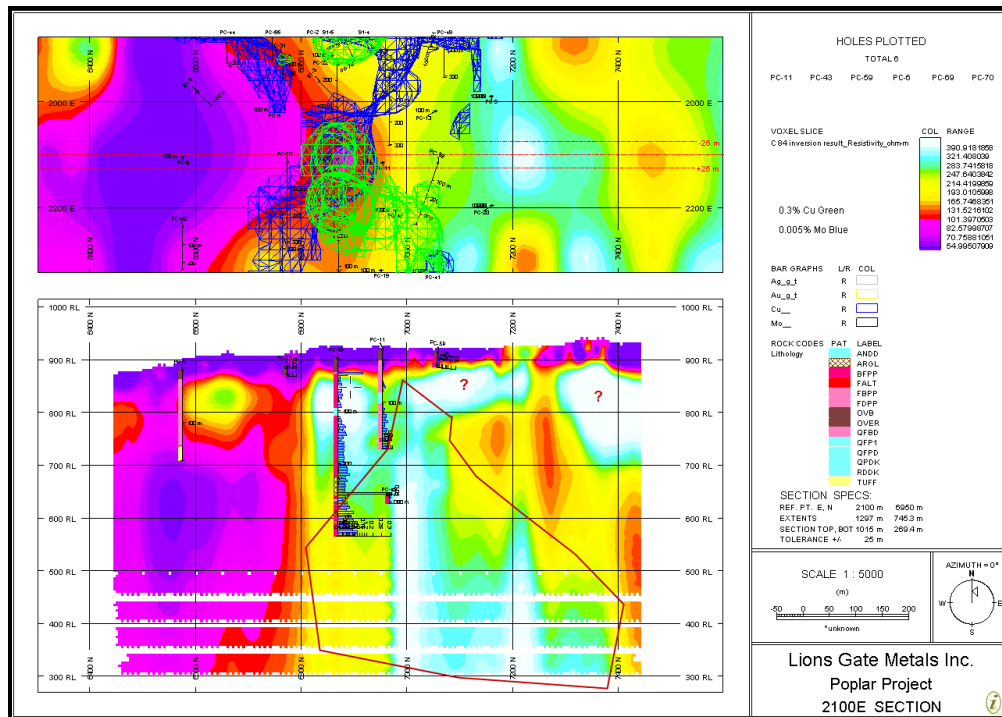


Figure 5: Insight Resistivity section 2100E with potential extensions of mineralization at surface and at depth. (Insight 2009)

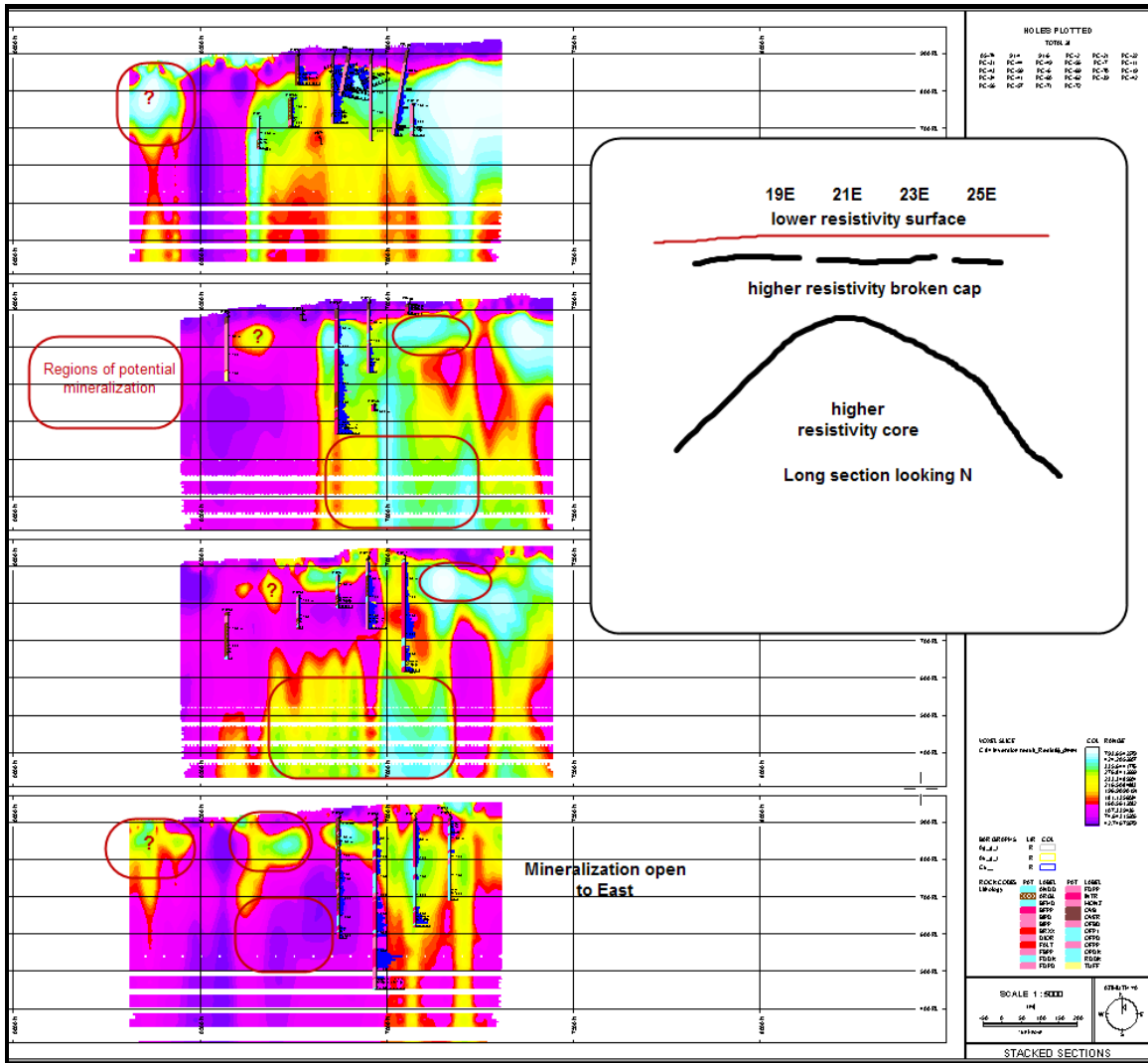


Figure 6: Stacked interpreted Resistivity Sections 1900, 2100, 2300 and 2500E with proposed targets. (Insight 2009)

Airborne Magnetic and Electromagnetic Survey

An airborne magnetic and electromagnetic survey was completed over the property in December 2009 (Aeroquest, 2010), at an estimated cost of \$330,000. The goal of the survey was to search for extensions to the Poplar deposit, and to search for similar deposits that are masked by overburden or by thin Tertiary volcanic cover. The survey was conducted by Aeroquest Surveys of Mississauga, Ontario using their proprietary AeroTEM III time domain helicopter electromagnetic system. The electromagnetic system is used in conjunction with a high-sensitivity caesium vapour magnetometer. The survey covered a total of 2767 line kilometres at 200 metre line spacing. During the course of the survey, anomalous areas were noted by Lions Gate Metals near the northern and eastern property boundaries. Accordingly, nineteen new claims were staked using Mineral Titles Online, and the survey was extended into the newly acquired claims. A total of 489 square kilometres were surveyed out of the 644 square kilometres covering Lions Gate Metal's mineral claims.

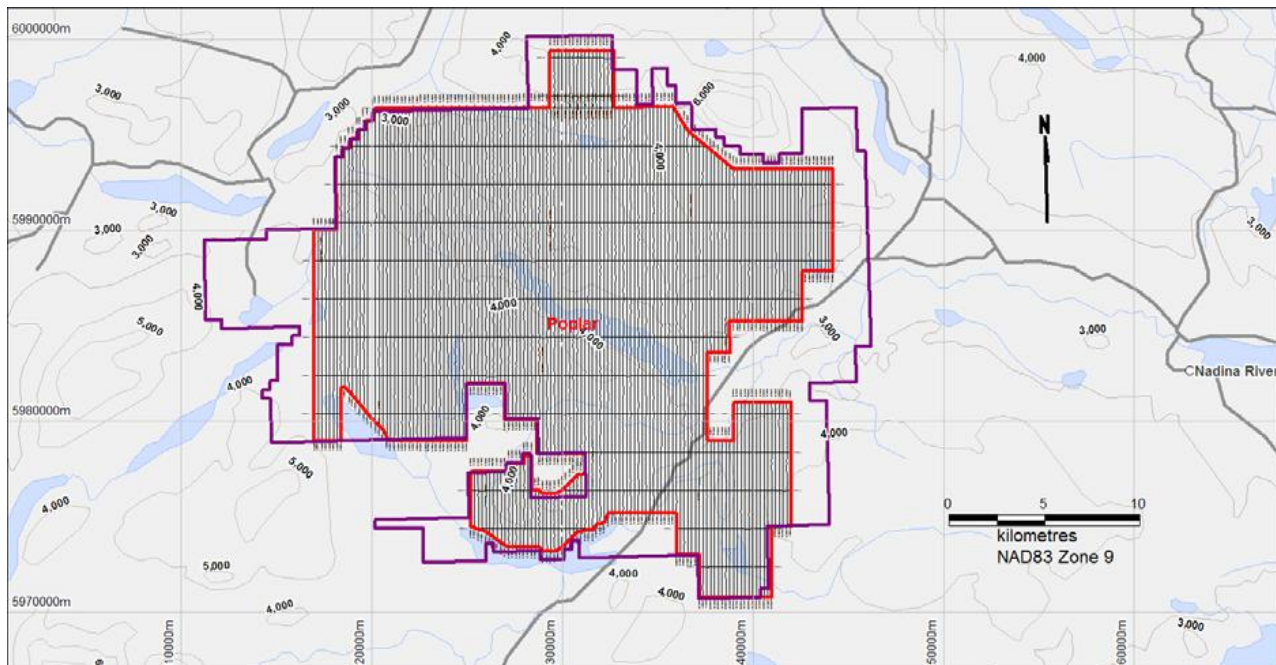


Figure 7: Airborne Survey coverage and flight paths (from Ogrzyzlo, 2010)

The time-domain electromagnetic system measured both on-time and off-time components of the electromagnetic field. These data were used to produce maps of off-time conductance, off-time decay constant in microseconds, and electromagnetic profiles of the Z (vertical component) off time decay constants for EM channels 5 to 15 plotted along the flight lines. The levelled and corrected magnetic data is similarly presented as a coloured and contoured map of Total Magnetic Intensity.

As an overlay to all of these maps, single point electromagnetic anomalies are plotted with the calculated decay constant and off-time conductance displayed. The anomalies are picked from a comparison of the Z (vertical) and X (horizontal) response of the EM field.

The anomalies are further classified into thick and thin sources. In addition to the plotted locations of the anomaly picks, and completed listing of the anomalies was produced with their UTM grid locations.

As a first pass in selecting targets for further exploration, the survey results were compared to detailed surveys flown over current and past producing porphyry copper-gold and porphyry copper-molybdenum deposits located in central BC. These detailed surveys were flown by GeoScience BC in 2007 using the same platform as the one used by Lions Gate Metals over their claim block. Porphyry copper deposits commonly exhibit a circular or “donut” shaped response to electromagnetic and magnetic surveys. The response arises from the symmetrical zones of alteration and mineralization around the intrusive bodies that generated the deposits. The simple “donut” model may be disrupted by post mineralization faulting, but the zones of alteration and mineralization will still produce an electromagnetic and magnetic response.

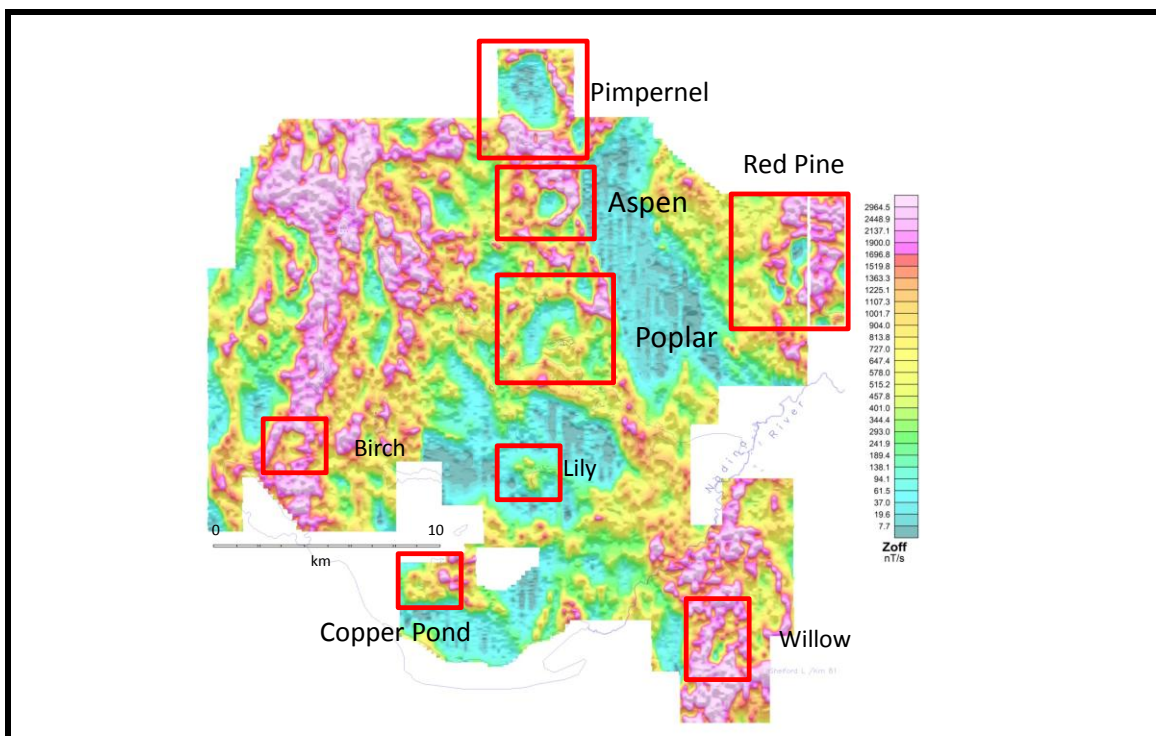


Figure 8: Airborne EM channel 1 vertical component oo-time response (Zoff1) with target selection. (from Ogryzlo, 2010)

Using the known models, seven targets have been chosen for further investigation. Additional targets may be chosen with more sophisticated interpretation of the results. The airborne results have also been compared to the results of the ground Induced Polarization survey presented above, and used to assist in targeting diamond drill holes. Circular features may be seen in the Zoff1 response over the Poplar, Aspen, Pimpernel, Red Pine, Birch and Willow targets. Weaker response may be seen over known mineralization on the Lily and Copper Pond copper occurrences. This map, along with the Total Magnetic Intensity and the electromagnetic point anomaly picks will be used to guide further exploration.

6.4 Previous exploration - Geochemical surveying

Geochemical surveys were completed in 1972 by the El Paso Mining and Milling Company (Jones, 1972) and Utah Mines (Bowen, 1975). In general, the deposit responded well to geochemical surveying. Copper anomalies are displaced to the west from the areas of higher grade mineralization, possibly from dispersion by glacial ice movements. The area around Bill Nye Lake was also surveyed, but response was inadequate to serve as a guide to further exploration west of the Poplar Deposit.

6.5 Interpretation of historical exploration

The early ground surveys were invaluable in selecting the area of the Poplar Deposit for further development. The geochemical response of the soil samples provided a clear indication of the presence of elevated concentrations of metals. The concentrations of sulphides in the alteration halo and in the deposit were similarly mapped by the Induced Polarization survey, and served to target the discovery hole, PC-1 in 1974. The surveys were carried out before Lions Gate Metals or its predecessor companies were in existence, and no relationship therefore exists between the contractors and companies carrying out the investigations. In the opinion of the author, the data is reliable considering the technology in use at the time. Improvements to the geophysical surveys could be made through the use of modern Induced Polarization equipment, modern data processing and more detailed techniques.

6.6 Previous Exploration – Diamond Drilling 1974-1991

Several campaigns of diamond drilling by different operators have tested the Poplar Property between 1974 and 1991. A total of 21,664 metres was drilled during this period in 98 holes at an estimated cost of \$1.7 million dollars. Poplar is porphyry copper – molybdenum deposit. As such, the mineralization being tested is disseminated through large volumes of rock, both as fracture fillings and disseminations. Determinations of sample width vs. true width may not be relevant for a disseminated deposit – the contacts of the deposit are better described as “assay wall”.

That is to say, in the absence of a structural boundary, the limits of the deposit may be set where metal concentrations have decreased to an arbitrary level. Poplar also appears to be concentrically zoned, precluding any statement as to the orientation of the mineralization other than vertical. The presentation of copper grade shells in Figure 8 should be considered an adequate representation of the areal extent of the mineralization.

Procedures followed for drilling from 1974 to 1991 are described in the numerous assessment reports by Bowen (1976a, 1976b, 1977, 1979), Holland (1980a 1980b, 1981, 1982), House (1992), and Schmidt (1974, 1975). Review of the procedures has been covered by Price (2004), and interpretation has been covered by House and Ainsworth (1995). The principal interpretation of these authors is that the historical diamond drilling has outlined a sizeable porphyry copper molybdenum deposit.

Table 1: Summary of Drilling Poplar Property 1974-2005 (from Ogryzlo, 2010)

Year	Operator	AR	Holes	Metres	Cost
1974	Utah	5360	4	937	\$ 101,070.87
1975	Utah	5586	11	2013	\$ 114,938.36
1976	Utah	6065	11	2286	\$ 170,750.47
1976	Utah	6136	8	2048	\$ 114,232.35
1977	Utah	6539	6	998	\$ 60,146.12
1979	Utah	7983	3	746	\$ 70,324.78
1980	Utah	8129	2	641	\$ 49,635.00
1981	Utah	8186	11	2860	\$ 239,145.38
1981	Utah	9431	16	4829	\$ 348,153.12
1982	Utah	10298	5	1500	\$ 107,140.50
1992	New Canamin	22092	13	1300	\$ 161,010.74
2005	Aumega	Na	7	1507	\$ 180,000.00
2005	Aumega (China Creek)	Na	8	1500	\$ 180,000.00
Totals			105	23,164	\$1,896,547.69

Notes: AR – Assessment Report. No report was filed by Aumega for the 2005 drilling. The estimated expenditures for the 2005 program are the responsibility of the author, and are made from similar programs conducted nearby in 2005.

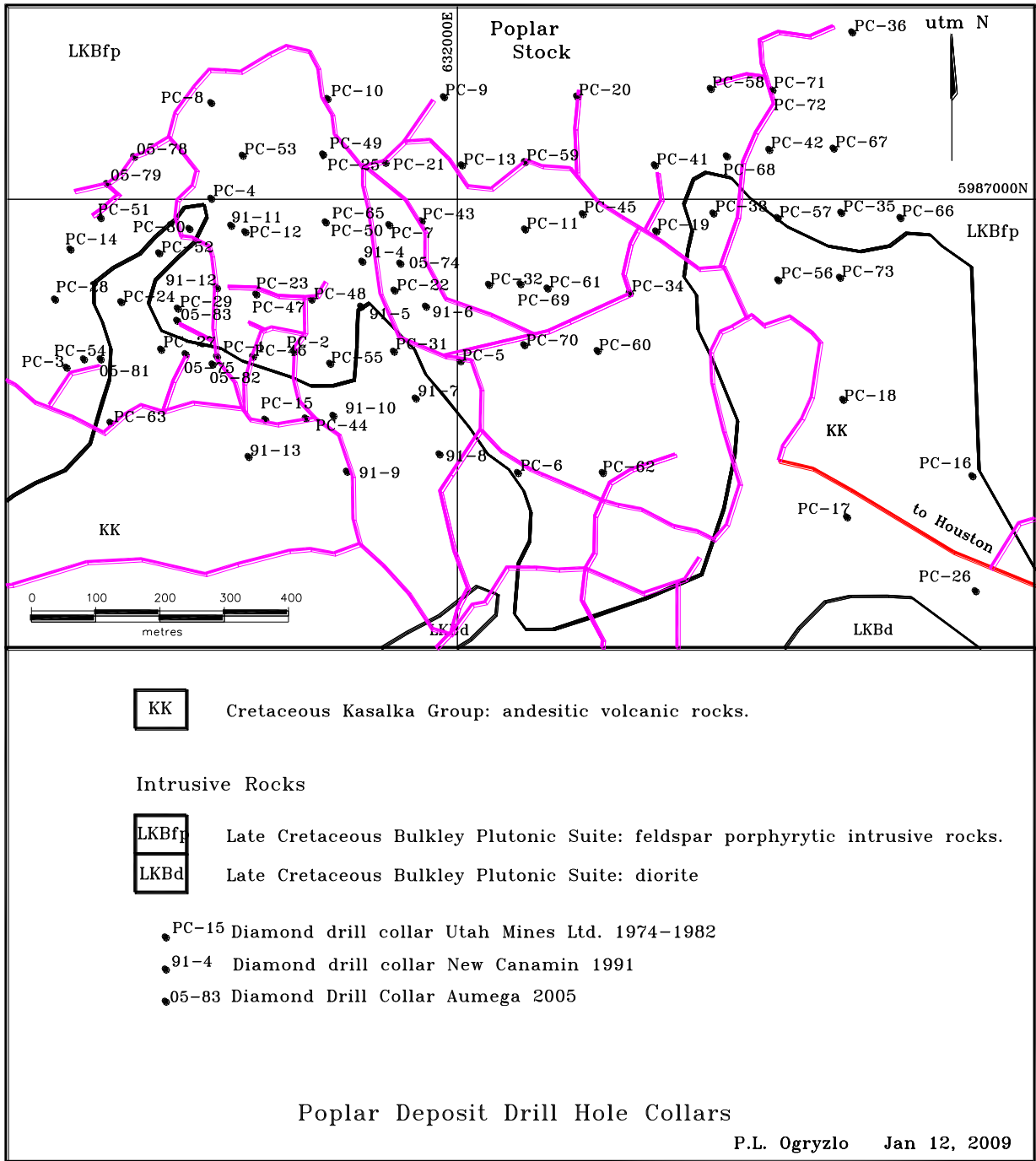


Figure 9: Poplar Deposit with diamond drill collars, drill access roads and geology. Hole locations from Bowen (1976a, 1976b, 1977, 1979), Holland (1980a, 1980b, 1981, 1982), House (1982), Schmidt (1974, 1975). Holes were re-located in 2008 by L. Farrell and T. Bell for Lions Gate Metals.

6.7 Previous Exploration 2005 diamond drill program

Approximately 3000 metres of diamond drilling was completed in sixteen holes in 2005 on the Main Zone of the Poplar Deposit and on the China Creek target. Because the 2005 drill program has not been previously reported, it is presented here in detail for the first time.

6.7.1 Purpose of the drilling program

Following the 2005 Induced Polarization survey, a number of diamond drill holes were completed in the summer and fall of 2005. Drilling was focused on the western side of the Main Zone, both to define the outer limits of the copper mineralization, and to further test the higher grade copper shell. The purpose of the 2005 drill program was to test for an extension of the Main Zone on the Poplar Property, on the northwest, and to improve definition of higher grades encountered in the main zone during the course of drilling from 1976 to 1991. Eight holes were also completed to test the China Creek target. The work was carried out for Aumega Discoveries Ltd., a predecessor company to Lions Gate Metals and has not been previously reported. Project management was supplied by Peter Walcott and Associates, and project support was contracted to Ranex Explorations of Smithers BC.

The drilling was contracted to Suisse Drilling of Smithers, BC. Core logging services and sampling supervision were supplied by U. Mowat for the China Creek drilling and three holes on Main Zone. The remainder of the program was supervised by R. Turna, P. Geo.

6.7.2 Drill Work performed

Drilling began in July, 2005 and was completed November 30, 2005. Drill holes were located with the assistance of the 2005 Induced Polarization survey. Approximately 3000 metres was completed in sixteen holes, using NQ diamond drill core. Core logging was conducted by U. Mowat and R. Turna. Drill core was logged before sampling, with notations made of lithology, mineralization, alteration and core recovery. The split core is reportedly stored in Smithers, British Columbia, but the author has not examined the core.

Drill results are tabulated as follows:

Table 2: Summary of drilling Poplar Deposit Main Zone 2005 (from Ogryzlo, 2010)

Hole	TD (metres)	Width (m)	Cu %	Mo%	Au g/t
DDH05-74	187.4	162.4	0.42	0.011	0.12
DDH05-75	200.9	112.5 88.2	0.35 0.42	0.018 0.015	0.13 0.12
DDH05-77	200.2	28.5 162.7	0.37 0.07	0.003 0.001	0.14 0.03
DDH05-78	197.2	57.9	0.15	0.005	0.03
DDH05-79	154.5	21.3	0.13	0.004	0.03
DDH05-81	163.7	94.5	0.49	0.021	0.12
DDH05-82	199.6	50.9 145.7	0.20 0.40	0.012 0.013	0.07 0.16
DDH05-83	203.3	191.8	0.44	0.020	0.12
Total 2005	1506.8				

Note: Holes 05-76 and 05-80 were not drilled. Hole 05-77 has not been surveyed.

In addition, approximately 1,500 metres of drilling were completed in eight holes at China Creek, approximately 3.5 km east of the Poplar Main Zone. Results from the drilling were inconclusive. All holes intersected anomalous concentrations of copper, with an average grade of 0.02% Cu for all samples collected in a range of trace to 0.15% copper. Only one drill casing was found at China Creek during the 2008 resurvey, and the drill logs are incomplete. The China Creek drilling warrants thorough review to ascertain the importance of the mineralization encountered.

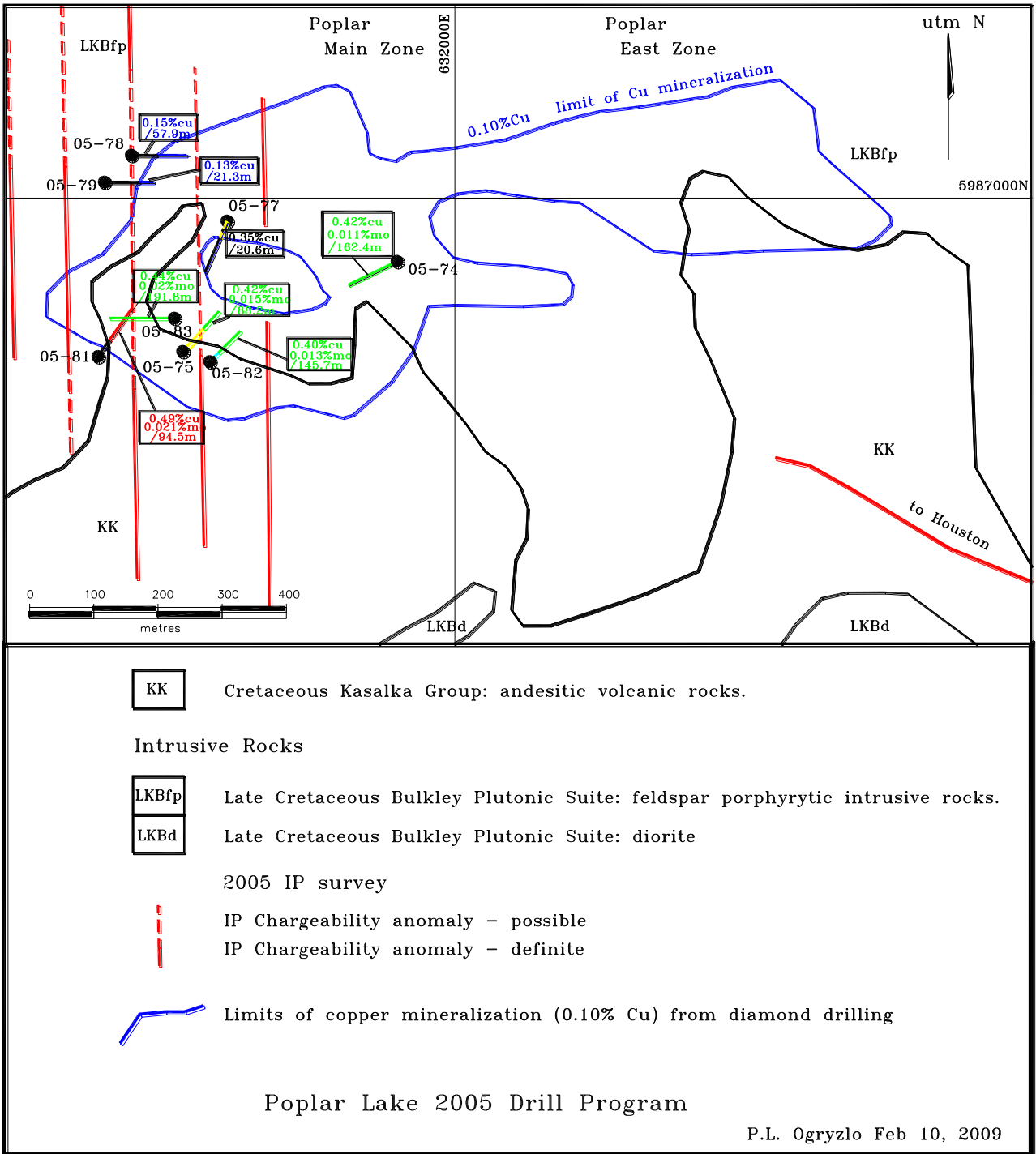


Figure 10: Poplar Deposit 2005 Drilling. Induced Polarization 2005 chargeability shown in red. DDH05-77 has not been surveyed. (from Ogryzlo, 2010)

6.7.3 Results of 2005 diamond drilling Poplar Main Zone

Samples collected during the 2005 program were the systematically analyzed for gold and silver. Silver values were erratic, but gold assays were consistent, and were significantly higher than less systematic sampling conducted during earlier programs. Results for gold are presented above in Table 2.

Drill hole 05-74 tested the higher grade shell on the eastern side of the Main Zone. Drilling by New Canamin in 1991 had partially tested this area, intersecting mineralization with more than 0.40% copper. Drill hole 05-74 confirmed and extended the zone, with 0.42% copper, 0.011% molybdenum and 0.12 g/t gold over 162.4 metres. The hole was mineralized for its entire cored length from top of bedrock at 26 metres to bottom at 187.4 metres. Drill holes 05-78 and 05-79 tested the northwestern limit of copper mineralization, defining the edge of the 0.10% copper grade shell for the Main Zone. Drill holes 05-74, 05-77 05-81, 05-82 and 05-83 tested the higher grade shell on the south-western side of the Main Zone at the Poplar Deposit. This area had been previously tested by Drill hole PC-24 in 1976, which intersected 0.43% copper and 0.016% molybdenum over 205 metres. The 2005 drilling extended the >0.40% zone in this area, both laterally and at depth. The drilling also indicated the importance of the contact zone between the monzonitic rocks of the Poplar stock, and the volcanic and volcanoclastic rocks of the inlier of rocks tentatively assigned to the Cretaceous Kasalka Group. In particular, an embayment along this internal contact appears to be the locus of some of the higher grades in the Main Zone at Poplar as demonstrated by Drill hole 05-81, which intersected 0.49% copper, 0.021% molybdenum and 0.12 g/t gold over 94.5 metres. Because of the disseminated nature of the mineralization at the Poplar Deposit, it is not possible to make a statement as to the true width of the mineralization. Measurement of true width may be more appropriate after all data has been compiled, and a three dimensional model of the Deposit has been generated.

6.8 Historical Mineral Resource and Mineral Reserve Estimates

Since discovery in 1971, the Poplar Property has been tested by 23,164 metres of diamond drilling in 105 holes. This work led to the development of resource models and the estimation of mineral resources on the property.

The Poplar Deposit has a published mineral resource of 236,000,000 tonnes at 0.37% copper equivalent grade using a 0.25% copper equivalent grade cut-off (House and Ainsworth, 1995 in CIM Special Volume 46). The estimate was made on behalf of Utah Mines Ltd. in 1982 (op cit) using approximately 17,000 metres of diamond drilling completed at that time. Equivalent grades for copper were calculated using 1982 prices for copper and molybdenum. This reserve estimate was prepared prior to the implementation of National Instrument 43-101 Standards of Disclosure for Mineral

Projects, and does not comply with that standard; nor does the term copper equivalent grade comply with that standard. The estimate was prepared by recognized industry professionals to standards existing at the time of preparation, and went through several stages of professional and academic review before publication. As such, the estimate may be considered to be relevant. The resource estimate was produced prior to the publication of the CIM Standards on Mineral Resources and Mineral Reserves, and does not provide further classification of the estimate into Measured, Indicated or Inferred Mineral Resources.

Since the time of the mineral resource estimate in 1982, more analytical data has been collected from the deposit. Approximately 4,300 metres of diamond drilling were conducted in and around the Poplar Deposit by New Canamin Resources Ltd. in 1991 and Aumega Discoveries Ltd. in 2005.

The historic mineral resource estimate published by House and Ainsworth (1995) and the numerous Assessment Reports referenced in this report were prepared prior to the implementation of National Instrument 43-101. The data used and the resulting estimate may not be relied upon until they have been confirmed by using standards compliant with NI 43-101.

There has been no recorded production from the Poplar Property.

7.0 GEOLOGICAL SETTING (from Ogryzlo, 2010)

7.1 Regional Geology

The Whitesail and Smithers map areas (NTS 93E / 93L) straddle the boundary between the Coast tectonic belt and the Intermontane tectonic belt (MacIntyre et al., 1994, 2007). The Kitimat Ranges of the Coast Mountains lie to the west, with the Tahtsa Ranges of the Hazelton Mountains lying between the Interior Plateau and the Coast Mountains. Much of the map area is underlain by the Lower to Middle Jurassic Hazelton Group. The Hazelton group is comprised of folded and weakly metamorphosed to undeformed intermediate and basic volcanic rocks, as well as derived sedimentary rocks attributed to ancient island arc complexes of the Stikine Terrane. Mesozoic compressional tectonics resulting from the joining of the Stikine Terrane to continental North America were succeeded by Late Cretaceous and Tertiary extension and rifting. The Cretaceous Skeena Group is comprised of black marine shale and siltstone, with lesser sandstone and conglomerate. These rocks were deposited in successor marine basins as igneous activity waned.

Continental volcanic rocks of Upper Cretaceous to Eocene age occur in the Poplar Lake area as the Upper Cretaceous Kasalka and the Oligocene to Eocene Ootsa Lake groups. The Eocene to Miocene Endako Lake Group is largely comprised of mafic volcanic rocks, and occurs as plateau basalts within the map area, as well as occupying the downdrop basin of the Ootsa Lake valley.

The Intermontane Belt has been the site of episodic plutonic activity from Late Triassic time onwards. The plutons are grouped according to age, and have varying associated metal concentrations. The oldest plutons on the map sheets are the feldspar phyric intrusions of the Late Cretaceous Bulkley Plutonic Suite. The Poplar Stock, with its associated haloes of mineralization and alteration has been ascribed to the Bulkley Plutonic Suite. These were succeeded by granodiorite intrusions of the Cretaceous Kasalka Plutonic Suite. The extensive outpourings of continental volcanic rocks in Eocene time have their equivalents in the porphyritic intrusions of the Eocene Nanika Plutonic Suite. Host rocks at Poplar Lake had been previously assigned to the Telkwa Formation of the Lower Jurassic Hazelton Group. These older rocks are now confined to a NNW trending block which forms highlands of Poplar Mountain.

Structurally, extensional tectonics have produced downdrop basins, which are filled with younger rocks of the Kasalka and Skeena Groups. MacIntyre (2007) has reassigned the volcanic rocks around the Poplar deposit to the Cretaceous Kasalka Group. The major

faults which defined the fault blocks are generally oriented west-northwest, and northeast. The scarp of one of the NNW trending faults forms the steep western slope of the Poplar Mountain ridge.

The topography of the area has been extensively modified by Quaternary ice sheets of Wisconsinian age. Ice movements in the area were complex, with an apparent reversal in the direction of ice flow (Ferbey and Levson, 2001). At the Huckleberry Mine, two dominant ice flow directions have been reported, namely 040-091 degrees and 236-265 degrees. Along the shores of Tahtsa Reach and Ootsa Lake, ice flow was topographically controlled and appears to have flowed parallel to the valleys. At lower elevation, Ferby and Levson (2001b) report that it is common to find WSW and ENE ice flow indicators at opposite ends of the same outcrop. At the onset of glaciation, ice flowed east from the Coast Mountains directed by the major valleys. As glaciation advanced, an ice dome or ice divide formed in central British Columbia during the glacial maximum. Ice flowed west to southwest back over the adjoining peaks of the Coast Mountains.

As glaciation waned, the ice divide shifted to the west, and ice flow once again was to the ENE along the major valleys. These ice flow reversals will have an effect on any surface drift exploration in the region.

The region is exceptionally well mineralized, with a number of producers, past producers and partially developed deposits with drill indicated resources. The area has been and continues to be an important supplier of base and precious metals in the Province of British Columbia. The most important of these operations are the past producing Emerald Glacier Mine, the past producing Silver Queen Mine, and the Huckleberry Mine of Imperial Metals which was in production at the time of preparation of this report.

Exploration in the area has also resulted in the development of a number of deposits with drill-indicated resources. The Whiting Creek stockwork Mo-Cu deposit (MINFILE 093E 112) is located eight kilometres north of the Huckleberry Mine. The Lucky Ship stockwork molybdenum deposit (MINFILE 093L053) is located 23 km west of the Poplar Property. The Lucky Ship deposit is under development at the time of preparation of this report.

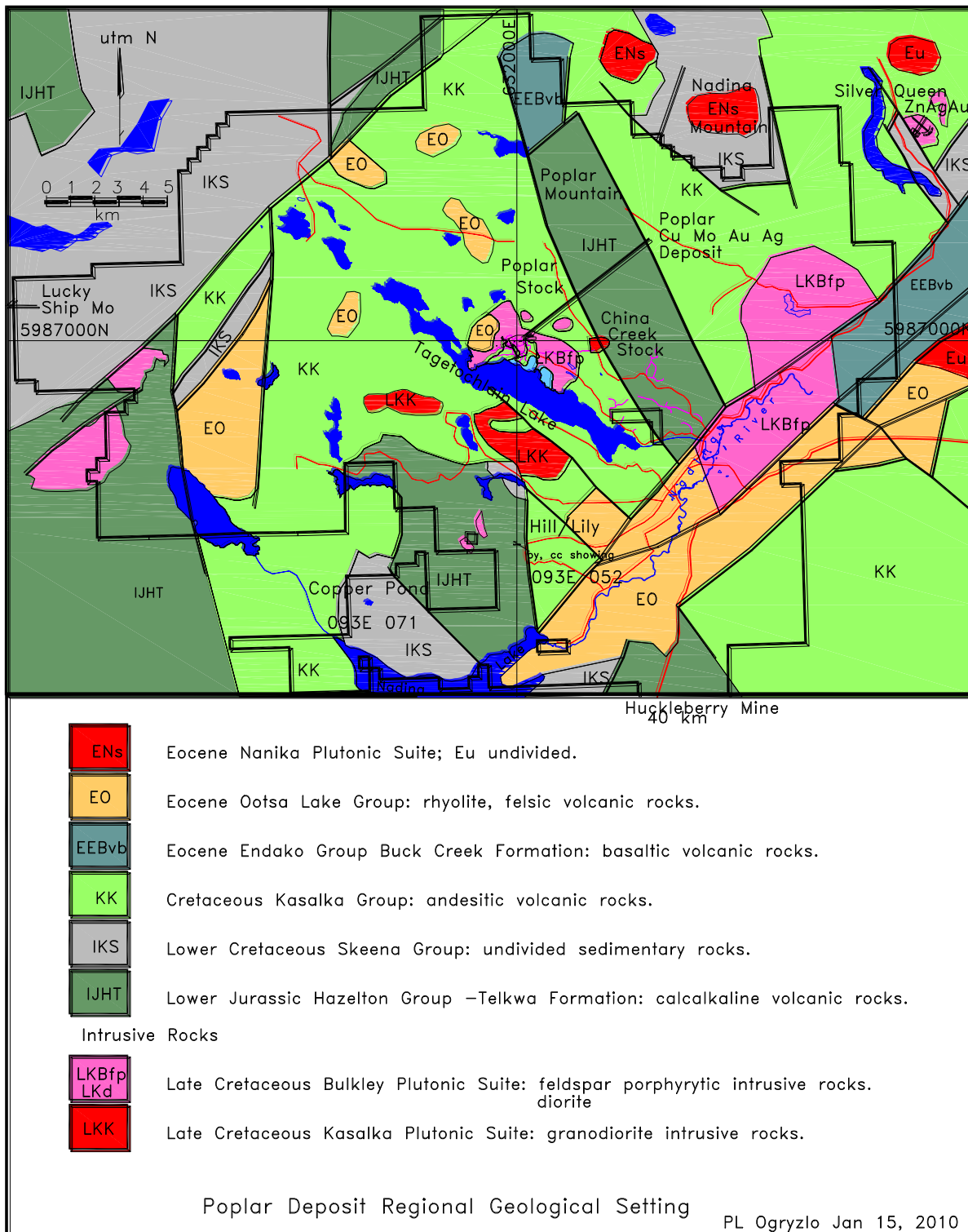


Figure 11: Regional Geological Setting Poplar Deposit. Geology after MacIntyre (2007), Mesard et al (1979) and property files. (from Ogrzylo, 2010)

7.2 Property Geology

Rocks ranging in age from Mesozoic to Tertiary underlie the Poplar Property.

The Poplar Property is primarily underlain by fragmental volcanic rocks of the Cretaceous Kasalka Group (MacIntyre, 2007). These rocks are in fault contact with fragmental volcanic rocks of the Lower Jurassic Telkwa Formation. The volcanic rocks have been intruded by granitic to granodioritic rocks of the Late Cretaceous Bulkley Intrusions, and the Late Cretaceous Kasalka Plutonic Suite. An outlier of felsic volcanic rocks of the Eocene Ootsa Lake group partially overlies the western portion of the Poplar deposit.

The Poplar Stock is located on the north shore of Tagetochlain Lake. Its exposed dimensions are approximately 4600 metres east-west by 1800 metres north-south. The southern limit of the Poplar Stock is not exposed, and may lie underneath Tagetochlain Lake. The Stock has been assigned a Late Cretaceous age. A radiometric date of 76.2 +/- 2.7 Ma was derived from biotite by Carter (Mesard et al, 1979), indicating that the intrusion may be assigned to the Bulkley Plutonic Suite. The Poplar Stock appears to be composite, with a diorite core surrounded by border phase hornblende-phyric quartz monzonite.

The Poplar Stock intrudes a down-faulted block of Kasalka and Skeena Group rocks, which occupy the lowlands south and west of Poplar Mountain. The Skeena Group has tentatively been identified as dark grey to green crystal and lapilli tuff and siltstone, with lenses of medium grained sandstone. The Kasalka Group rocks have been described in outcrop and diamond drill core as volcanoclastic and epiclastic, most typically represented by a reddish brown polyolithic conglomerate. Clasts within the conglomerate include felsic to intermediate tuff, andesite, quartz and banded chert in a matrix of fine grained chert and quartz, with silica and iron oxide cement. A block of Kasalka Group volcanoclastic rocks is enclosed within the Poplar Stock, and may be a roof pendant in the upper portion of the intrusion. Sulphide mineralization is associated with the northern contact of this block with its surrounding intrusive rocks. Also within the down dropped block are outliers of the Eocene Ootsa Lake group. These are represented by felsic subaerial epiclastic rocks. The western portion of the Poplar Stock is partially covered by an outcrop of Ootsa Lake rocks.

Intrusions assigned to the Late Cretaceous Kasalka Plutonic Suite (MacIntyre 2007) outcrop south of Tagetochlain Lake. An intrusion described in this paper as the China Creek Stock occurs along the faulted contact between Lower Jurassic Telkwa Formation rocks and Upper Cretaceous Kasalka Group rocks on the southwest slope of the Poplar Mountain ridge. Copper and molybdenum mineralization is associated with

the China Creek Stock, and has been partially explored with Induced Polarization geophysical surveying and diamond drilling.

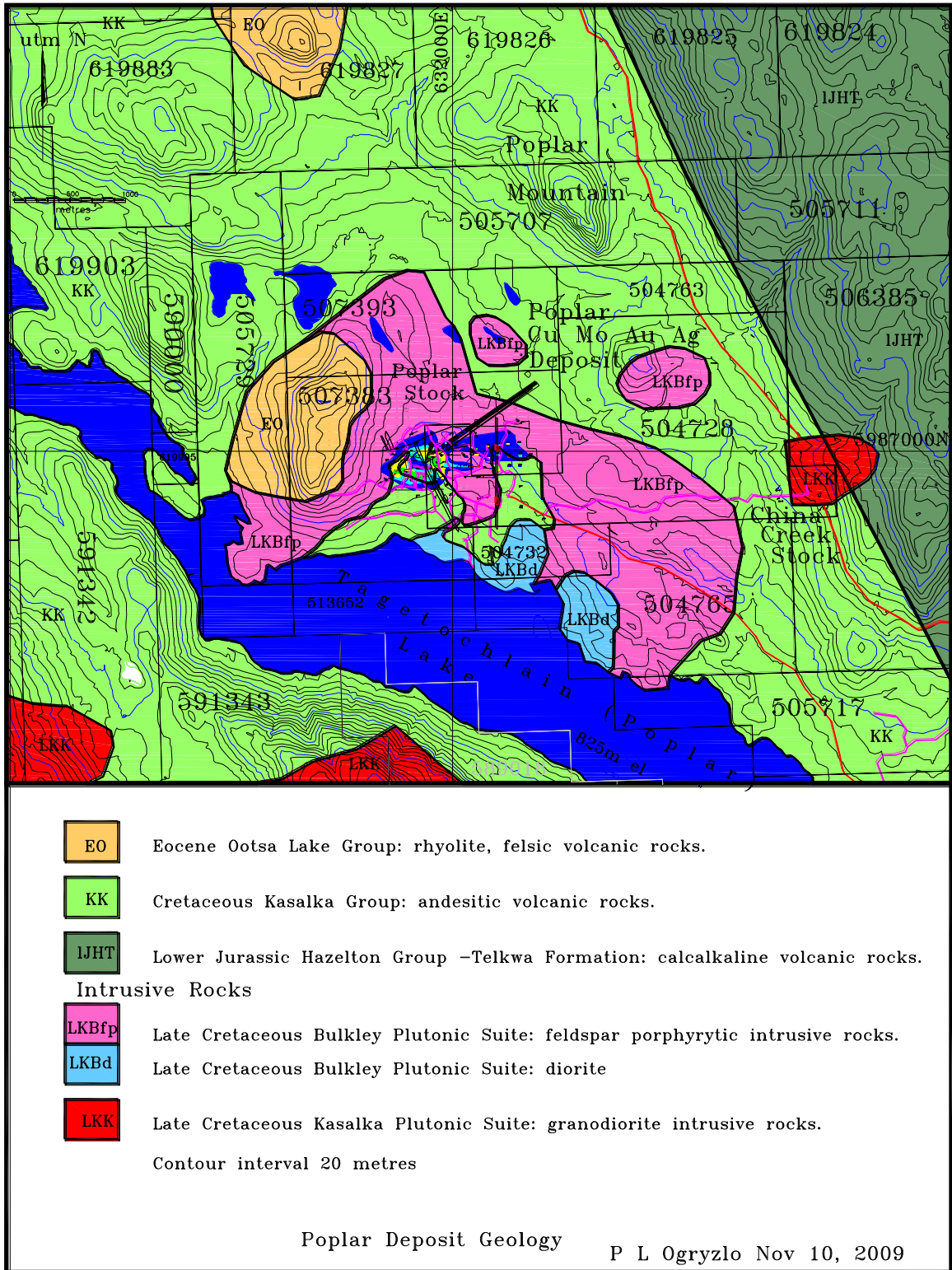


Figure 12: Poplar Deposit Local Geology, from MacIntyre (2007), Mesard et al (1979) and property files. (from Ogryzlo, 2010)

7.3 Mineralization (from Ogryzlo, 2010)

Chalcopyrite occurs in the Poplar Deposit most commonly as disseminations and less commonly as 1-5mm veinlets associated with quartz. Chalcopyrite also has been observed as minute inclusions with pyrite in magnetite grains. Molybdenite mineralization is largely restricted to quartz veins. The veins are either ribboned with alternating bands of quartz and coarse-grained molybdenite, or as dark bands of quartz with fine grained disseminated molybdenite. Bornite appears as fine grained disseminations with chalcopyrite and specular hematite. Covellite has been observed as iridescent tarnish on chalcopyrite and bornite.

The sulphide mineralization is contained within broad envelopes of propylitic, argillic, phyllic and potassic alteration. The potassic alteration zone is characterized by envelopes of salmon pink orthoclase around quartz, quartz-molybdenite and chalcopyrite veinlets, and as groundmass flooding in the host rock. Secondary biotite also occurs in the potassic alteration zone, imparting a dusty brown hue to the rock. Magnetite accompanies the secondary biotite in disseminations with chalcopyrite. Phyllic alteration is the most extensive, and is characterized by sericite and pyrite. Pyrite content locally reaches 10%. Quartz, gypsum and anhydrite accompany these minerals.

Argillic and propylitic alteration are present, but are volumetrically not as important as the potassic and phyllic alteration. The potassic alteration envelope to the deposit has been defined for approximately 2,000 metres east-west by 1,000 metres north south, with the argillic alteration zone enclosed within the potassic zone (Mesard et al, 1979).

7.3.1 Copper distribution

Copper mineralization has been identified in diamond drilling along the northern contact of the inlier of Kasala Group volcanoclastic rocks. The copper grades shells have been projected to surface for the Main Zone deposit. The Poplar Deposit may have been subject to structural adjustment, as the copper grade shells in the East Zone, as seen in Figure 13, appear to be capped by approximately 100 metres of poorly mineralized rock. The best grades in the Main Zone appear to wrap around a central, poorly mineralized core.

7.3.2 Other Mineralized zones

Other zones of mineralization have been identified within the claims surrounding the Poplar Deposit. The China Creek zone was tested by Induced Polarization and diamond drilling in 2005. Sub-economic concentrations of copper and molybdenum were identified in granitic rocks.

Sulphide mineralization has been identified on the Hill / Lily Showing (MinFile 093E 052). Sulphide minerals outcrop in a road cut on the Hill-Tout Forest Service Road

approximately 2.7 km southeast of Hill-Tout Lake. The mineralization is on claims optioned from J. Bot and P. Walker.

Sulphide mineralization has also been identified at Copper Pond (MinFile 093E 071), approximately 2400 metres northwest of the western end of Nadina Lake. Sub-economic concentrations of copper and molybdenum were identified during the course of diamond drilling in 1973. Approximately 2400 metres of diamond drilling guided by geochemical and induced polarization surveys were completed at Copper Pond. The mineralized zone lies on tenures under option from J. Bot.

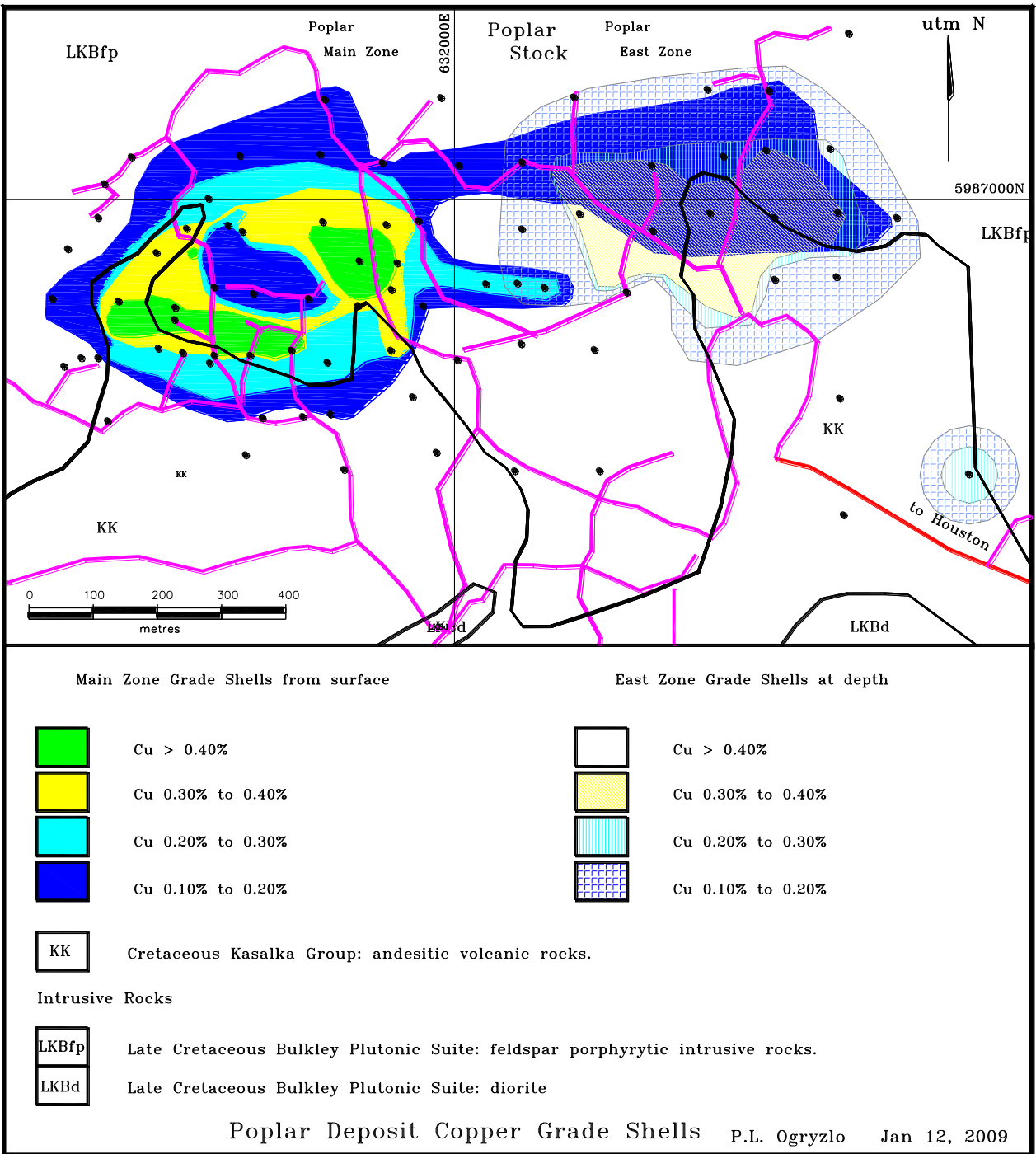


Figure 13: Distribution of copper in the Poplar Deposit. Grades are projected to surface from drill intercepts. Copper grades from Bowen (1976a,1976b, 1977, 1979), Holland (1980a, 1980b, 1981, 1982), House (1982), Schmidt (1974, 1975). Copper grades for 2005 drilling from internal company records and Turna (Personal communication) (from Ogrzylo, 2010)

8.0 DEPOSIT TYPE (from Ogryzlo, 2010)

The mineralization encountered on the Poplar property indicates the presence of porphyry copper – molybdenum deposit. Copper sulphide mineralization is distributed along the northern margin of an inlier of volcanoclastic rocks for a distance of 1300 metres east-west, 500 metres north south and to a depth of 600 metres. Chalcopyrite and molybdenite are the most abundant economic minerals (Price, 2004). Bornite, covellite and tetrahedrite occur microscopically in lesser amounts. Chalcocite, sphalerite and galena have been reported in trace amounts.

One of the characteristics of porphyry copper–molybdenum deposits are their concentric shells of mineralization and alteration. In particular, the iron and copper sulphide minerals which accompany these deposits respond to certain techniques of electromagnetic geophysical surveying. In general, by inducing electrical currents into the surrounding rocks, and accurately measuring the decay of these currents, an image may be generated of the sulphide distribution around the deposit. These surveys have been and will continue to be used to guide exploration.

9.0 EXPLORATION

Since the last 43-101 Report (Ogryzlo, 2010) there has been no new exploration other than drilling, completed on the Poplar Deposit.

10.0 DRILLING

During the period January 12 to March 20, 2011, approximately 5568.70 meters of diamond drilling was completed in 13 holes using HQ and NQ diamond drill core. Drilling was focused on the Main Zone of the Poplar Deposit, the 61 zone, the Eastern Zone as well as exploratory drilling to expand the 0.1% Cu grade shell

The drilling was contracted to Titan Diamond Drilling of Smithers, BC. Core logging services and sampling supervision was completed by Andrea Ross, Andrew Gourlay and Lorie Farrell. The drill core was logged onsite prior to sampling with notation made of lithology, mineralization, structures, alteration and core recovery. The core was split and sampled onsite with samples being delivered to ACME Laboratories in Smithers, BC for preparation. The split core is stored at the Rugged Edge Holdings Ltd. warehouse in Smithers, BC.

The purpose of the 2011 Phase I drilling was:

1. to test historical diamond drilling;
2. to test anomalies identified through the 2009 geophysical exploration program;
and
3. expand known areas of higher grade mineralization.

In October 2009, Insight Geophysics Inc. of Oakville, Ontario surveyed approximately 13 line kilometres, using deep imaging Induced Polarization. This survey was completed over the central and eastern portions of the Poplar Deposit where historical drilling existed in order to observe the response of known mineralization and use that model to test possible extensions of that mineralization. Details of the geophysical survey are outlined in the 2010 Poplar 43-101 report.

Table 3: Summary of 2011 Phase I Poplar Drill hole locations.

Drill hole ID	Easting	Northing	Elevation	az	dip	Depth (m)
11-PC-84	631954	5986925	890	270	65	465.10
11-PC-85	632036	5986973	904	180	75	459.33
11-PC-86	631562	5986870	904	270	85	355.70
11-PC-87	631560	5986875	919	90	65	279.50
11-PC-88	631606	5986750	907	0	75	502.00
11-PC-89	631465	5986801	941	270	70	401.42
11-PC-90	631695	5986877	902	90	55	599.54
11-PC-91	631887	5986588	872	180	65	300.84
11-PC-92	632097	5987112	913	180	65	502.00
11-PC-93	632298	5987190	912	180	65	502.00
11-PC-94	632499	5987211	910	0	65	300.84
11-PC-95	632100	5987400	912	180	60	599.54
11-PC-96	632750	5986800	923	90	65	300.89

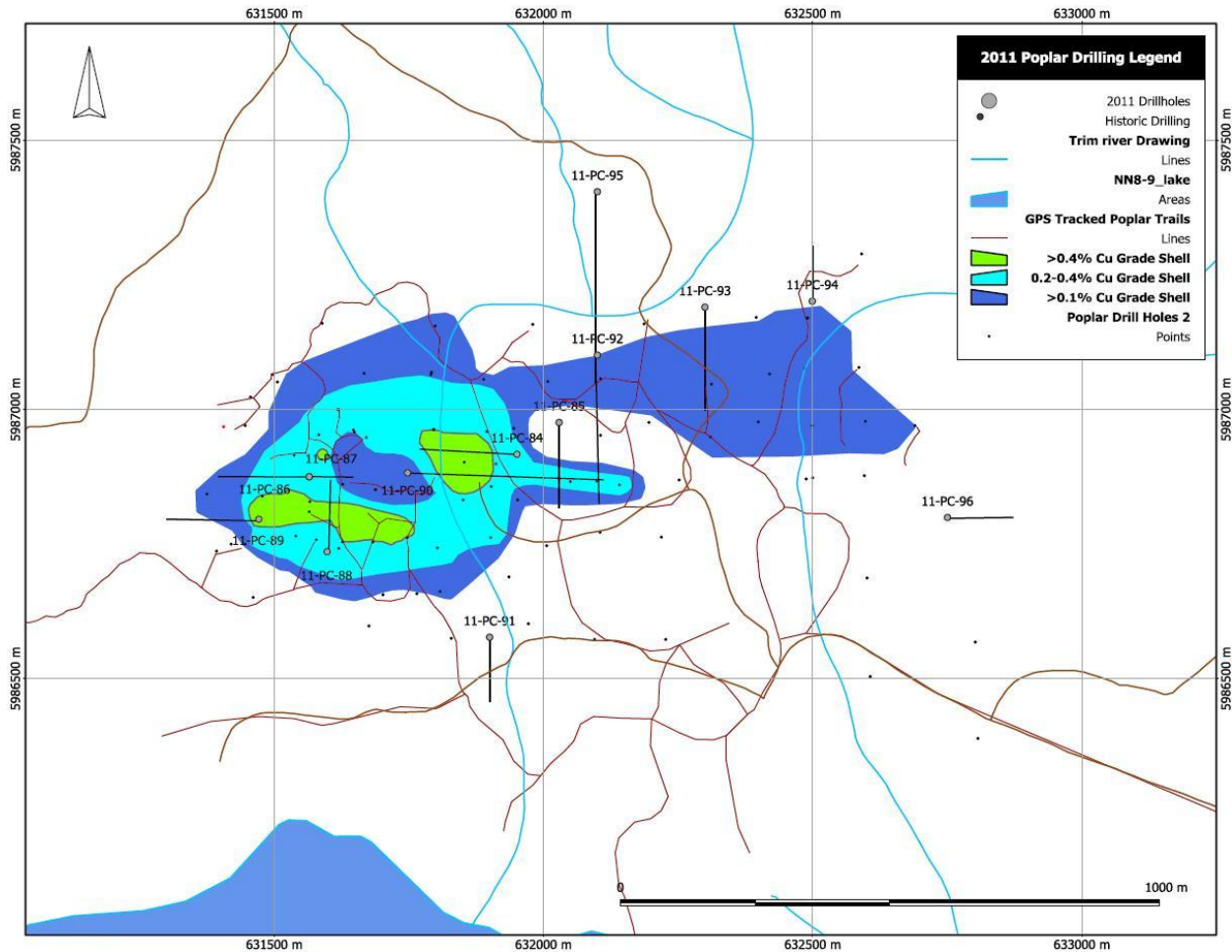


Figure 14: Poplar 2011 Phase I Drilling.

Drill hole 11-PC-84 tested the eastern 0.4% Cu area of the main zone, this zone has been historically drilled and this drill hole confirmed and extended the mineralization at depth with the last sample exceeding 1% Cu. The drill hole was mineralized from top to bottom averaging 0.3% Cu over 440.11m.

Drill hole 11-PC-90 also tested the eastern 0.4% area of the main zone and the 61 zone at depth. The most notable mineralization intersected in this hole was 0.34% Cu and 0.016% Mo over 236.97m. Deviation caused the hole to drill through the 0.1% Cu grade shell in the 61 zone towards the bottom of the hole.

Drill hole 11-PC-85 tested the 61 zone at depth. The drill hole confirmed the historical drilling and the 0.2-0.3% Cu shell within the 61 zone.

Drill holes 11-PC-86 and 11-PC-87 have tested the western 0.4% Cu area of the main zone. 11-PC-86 has extended the >0.4% Cu zone to the north of the existing shell while 11-PC-87 confirmed the presence of a low grade core within the main zone.

Drill hole 11-PC-88 tested the western 0.4% Cu area of the main zone from south to north. The entire hole is mineralized and intersected 0.41% Cu and 0.02% Mo over 349.21m, including 54.00m of 0.59% Cu.

Drill hole 11-PC-89 was designed to test a possible western extension of the 0.4% Cu area of the main zone based on a resistivity and chargeability anomaly from Insight Geophysics. This hole helped to better define the 0.1% Cu shell.

Drill hole 11-PC-92 was designed to test below historical drill holes PC-69 and PC-11 as well as to test an Insight geophysical target at depth. This drill hole extended the historical drilling results and the geophysical target proved to be mineralized and intersected 0.39% Cu over 45.44m from 456.56 to 502.00m.

Drill hole 11-PC-95 tested several different chargeability and resistivity anomalies at varying depths as well as testing below historical drilling. The geophysical anomalies were believed to be generated by a moderate pyrite halo although 91.01m of 0.27% Cu was intersected at depth from 508.53 to 599.54m.

Drill hole 11-PC-93 was designed to test the north contact of the eastern portion of the 0.1% Cu grade shell as well as test Insight Geophysics targets at surface as well as at depth. The drill hole was mineralized over the entire hole except for a few post-mineralization dykes. Noteworthy intersections include 42m of 0.45%Cu followed immediately by 40.19m of 0.33% Cu from 235.31 to 317.50m and 81m of 0.33% Cu from 337.96 to 418.96m.

Drill holes 11-PC-91, 11-PC-94 and 11-PC-96 were exploratory holes based partially on Insight Geophysics targets, the chargeability highs appear to have been caused only by pyrite halo. These drill holes provided valuable information to better understand the volcanic and intrusive relationship.

Table 4. Select summary of assays for the 2011 Phase I Drilling.

Hole	From	To	Width (m)	Cu %	Mo %	Ag g/t	Au g/t
11-PC-84	24.99	465.10	440.11	0.32	0.0098	1.62	0.09
incl	24.99	318.88	293.89	0.38	0.0126	1.61	0.11
incl	318.88	462.14	143.26	0.18	0.0043	1.41	0.05
incl	462.14	465.10	2.96	1.29	0.0005	12.00	0.29
11-PC-85	22.00	459.34	437.34	0.23	0.0031	1.76	0.07
incl	22.00	149.28	127.28	0.04	0.0010	1.02	0.01
incl	149.28	173.28	24.00	0.13	0.0005	1.00	0.04
incl	173.28	348.16	174.88	0.37	0.0039	2.40	0.12
incl	348.16	459.34	111.18	0.26	0.0046	1.74	0.07
11-PC-86	11.75	355.70	343.95	0.31	0.0080	1.10	0.08
incl	11.75	214.40	202.65	0.48	0.0103	1.16	0.12
incl	214.40	355.70	141.30	0.08	0.0050	1.00	0.01
11-PC-87	11.28	279.50	268.22	0.10	0.0006	1.05	0.03
incl	11.28	120.13	108.85	0.16	0.0006	1.06	0.04
incl	120.13	279.50	159.37	0.07	0.0006	1.05	0.03

11-PC-88	5.79	502.00	496.21	0.35	0.0146	2.10	0.10
incl	5.79	355.00	349.21	0.41	0.0204	2.28	0.12
incl	229.98	283.98	54.00	0.59	0.0108	2.17	0.17
incl	355.00	502.00	147.00	0.20	0.0008	1.66	0.05
11-PC-89	7.92	401.42	393.50	0.07	0.0041	0.50	0.02
incl	7.92	172.92	165.00	0.15	0.0085	1.00	0.03
incl	172.92	401.42	228.50	0.02	0.0010	0.15	0.01
11-PC-90	3.05	599.54	596.49	0.18	0.0090	1.59	0.04
incl	3.05	193.38	190.33	0.07	0.0005	1.13	0.02
incl	193.38	430.35	236.97	0.34	0.0161	2.50	0.08
incl	430.35	493.35	63.00	0.14	0.0122	1.33	0.03
incl	493.35	599.54	106.19	0.05	0.0065	0.55	0.01
11-PC-91	3.05	300.84	297.79	0.01	0.0002	0.12	0.01
11-PC-92	8.23	502.00	493.77	0.15	0.0007	1.45	0.05
incl	8.23	164.23	156.00	0.13	0.0005	1.42	0.03
incl	164.23	197.23	33.00	0.06	0.0001	0.74	0.03
incl	197.23	266.23	69.00	0.28	0.0013	4.02	0.10
incl	266.23	375.70	109.47	0.03	0.0002	0.45	0.02
incl	375.70	456.56	80.86	0.17	0.0008	1.05	0.05
incl	456.56	502.00	45.44	0.39	0.0015	1.50	1.50
11-PC-93	11.00	502.00	491.00	0.19	0.0011	3.83	0.07
incl	11.00	193.66	182.66	0.15	0.0024	2.39	0.05
incl	193.66	235.31	41.65	0.01	0.0003	1.92	0.01
incl	235.31	277.31	42.00	0.45	0.0004	7.71	0.00
incl	277.31	317.50	40.19	0.33	0.0005	7.09	0.10
incl	317.50	337.96	20.46	0.01	0.0001	1.63	0.01
incl	337.96	418.96	81.00	0.33	0.0009	6.51	0.10
incl	418.96	446.96	28.00	0.00	0.0001	0.37	0.01
incl	446.96	470.96	24.00	0.27	0.0003	6.61	0.07
incl	470.96	502.00	31.04	0.10	0.0003	0.88	0.03
11-PC-94	6.09	300.84	294.75	0.02	0.0018	3.61	0.01
11-PC-95	28.35	599.54	571.19	0.07	0.0023	3.19	0.02
incl	28.35	387.00	358.65	0.02	0.0022	3.34	0.01
incl	387.00	442.73	55.73	0.10	0.0037	2.20	0.02
incl	442.73	508.53	65.80	0.00	0.0001	0.40	0.01
incl	508.53	599.54	91.01	0.27	0.0034	5.02	0.08
11-PC-96	11.28	300.89	289.61	0.01	0.0006	1.23	0.01

11.0 SAMPLE PREPARATION, ANALYSES AND SECURITY

11.1 Diamond Drilling 1974-1991 (from Ogryzlo, 2010)

For diamond drill core obtained from the Poplar Property between 1974 and 1991, sampling methods are covered in numerous assessments reports including Bowen (1976a, 1976b, 1977, 1979), Holland (1980a, 1980b, 1981, 1982), House (1992), and Schmidt (1974, 1975).

While the sampling methods and approach may not meet the standards of National Instrument 43-101, and verification of the data is no longer possible, the work was completed by recognized professionals, some of whom were leaders in their fields. It is the opinion of this author that the sampling and analytical work was done to the highest

standards of the day, and that the results may be relied upon and used for future work in estimating the grades and volumes of mineralization present in the Poplar Deposit.

11.2 Diamond drilling 2005 program (from Ogryzlo, 2010)

The undisturbed core was first logged with a record made of lithology, mineralization, sulphide content, structure and estimates of core recovery.

After geological and geotechnical logging, the core was split using a standard core splitter. The approach was to send half of the core for analysis, and to retain the reject half. The first split was bagged with an identifying sample tag, and the other half was returned to the core tray for future reference. The bags were closed, and the bagged samples were shipped to Acme Analytical Laboratories of Vancouver, BC for analysis. A total of 418 samples were submitted for analysis. The drilling tested an area of approximately 7 hectares to a depth of approximately 200 metres. Sample widths varied slightly, but in general a 3.05 metre (10 foot) samples was processed. Minimum sample weight was approximately 3 kilograms with the average weight of sample submitted for analysis being approximately 7.5 kilograms. Core recovery averaged 98% for the program, and was adequate to provide a sufficient sample for analysis. Notations were made where broken ground conditions were encountered, or where core was ground or missing. Some pieces of cored rock were observed that had caved from the walls of the hole: these were noted on the drill logs, and may locally have affected sample accuracy.

Ogryzlo has examined all drill core and all records from the 2005 diamond program. There are no indications in the drilling logs of any factors other than those discussed above that may have affected sample quality or that may have resulted in sample biases. Sampling intervals for disseminated deposits such as porphyry copper molybdenum deposits are established from practical and statistical considerations. In general, and in the case of the Poplar Property, the deposit is larger than any individual drill hole. Sample widths were chosen at the discretion of the geologists on site at a nominal 10 feet (3.05 metres) which is the length of a core run. This sample interval is a common choice, and produces an adequate number of samples for statistical testing, as well as providing enough detail to separate barren or post-mineral features.

11.3 Reliability of data (from Ogryzlo, 2010)

Drilling the core from the 2005 drill program was conducted under the supervision of Peter Walcott and Associates and logging and sampling were done by and under the supervision of U. Mowat and R. Turna P. Geo. Analysis was performed by ACME

Analytical Laboratories of Vancouver, BC. The author is not aware of any relationship other than professional between any of the above and Aumega Discoveries Ltd. or its successor Lions Gate Metals Inc. No reference materials were inserted into the sample stream during the drill program. A program of re-sampling of the split core was completed in 2009 for the purpose of data verification. Suitable reference materials were inserted at that time, and a formal report was submitted to the Ministry of Energy, Mines and Petroleum Resources. The author is of the opinion that the data collected is reliable, and accurately represents the mineralization tested.

11.4 Sample Preparation, Analysis and Security 1972-2005 (from Ogryzlo, 2010)

Sample preparation and analysis for diamond drilling on the Poplar deposit between 1972 and 1991 are covered in assessment reports by Bowen (1976a, 1976b, 1977, 1979), Holland (1980a, 1980b, 1981, 1982), House (1992), and Schmidt (1974, 1975). This work has been critically reviewed by B. J. Price, B. Sc., M. Sc., P. Geo (Price, 2004). This review is adequate, and requires no further comment by this author.

Sample preparation, analysis and security for the 2005 diamond drill program at Poplar were under the supervision of R. Turna, P. Geo, and U. Mowat. After the diamond drill core was removed from the core barrel, it was boxed and logged at the drill site. After logging, the core was sampled under professional supervision. The split core was returned to the box, and is reported to be stored in Smithers, BC. There is no record of any quality control procedures, security measures nor of any reference materials being inserted into the sample stream prior to shipment to the laboratory.

The samples were sent to Acme Laboratories in Vancouver, BC for sample preparation and analysis. Acme Analytical Laboratories have achieved an accreditation of ISO 9001:2000. The author is not aware of any relationship between Acme Analytical Laboratories and the Company.

Upon receipt at Acme Laboratories, the samples were dried, crushed and pulverized. The pulverized samples were split down to 1 gram. The 1 gram aliquots were attacked by an aqua regia (HCl – HNO₃ – H₂O) digestion. An initial scan was then performed using Inductively Coupled Plasma Emission Spectrophotometry (ICP-ES) for copper and molybdenum. Gold and silver analyses were performed using fire assay of a 1 assay ton split.

In the laboratory, a suite of blanks, reference materials and duplicate samples were inserted into the sample stream. Approximately one in eight analyses represents some form of quality control check. The results reported were within the limits of instrumental and analytical accuracy. No corrective actions were taken.

Sample preparation, analysis and security for the 2009 re-sampling of the 2005 core from Poplar was under the supervision of L. Farrell. (Farrell 2009). The program was completed on the 2005 Poplar core between March 9 and April 15 2009. The program was completed by Lorie Farrell, Mike LeCouffe, Tom Bell and Ian Michell with the supervision of Peter Ogryzlo.

The core was located in the Ranex storage yard NW of Smithers B.C. near Evelyn, B.C. Core was excavated from the snow, re-piled onto pallets and transported into Smithers for processing. The core was initially tidied up, and leaves and other detritus was removed. Footage blocks were located and marked with footage and converted to meters. Hole ID, box number and meterage were re-marked on the box where faded, aluminum tags were replaced on the end of the boxes where they were missing.

For the resample program, five samples were taken from each hole (six samples in 05-74). A blank consisting of garden dolomite landscaping rock and a standard consisting of five grams of HV-2 were randomly inserted into the sample sequence for each hole. A total of 57 samples were taken including standards and blanks. Samples were selected in a fairly random manner throughout the hole and the current sample tag location was cross-referenced with the logs to be sure that sample numbers and depths were consistent in both. There is still a potential for error in the sampling process, as the exact depth of the beginning and end of samples in the box were not always clear, tags were commonly shifted and sample numbers on tags were often faded or missing. Samples were also visually scanned to avoid taking them from anomalous areas of mineralization that may be difficult to duplicate. When core samples were competent, the half core that was remaining in the box was quartered with half of that core being put back into the box for future reference and the other half put into a sample bag with a numbered sample tag and sealed shut with a plastic “zap strap”. For duplicate samples that consisted of rubbly, less competent core, the entire half core that was originally left in the box was scooped into a sample bag with a numbered sample tag and sealed shut with a plastic “zap strap”, the empty length of core box was filled with a length of 2” x 2” piece of wood, to prevent shifting of the other samples in the box.

A further three samples were taken from drill hole 05-PC-82 from 23.47 to 32.61m since original assay results were not recorded through this interval. For these samples one quarter of the core were placed into the sample bag with a numbered tag and sealed shut with a “zap strap” while the other quarter of the core was placed back into the box for future reference.

Magnetic Susceptibility averages were recorded for each hole. Three readings were taken from each 10 foot drill run, these were averaged and recorded.

Core photos were taken of each hole. Three core boxes were placed on a rack with a sign board placed above the rack that noted the date, hole ID, boxes and depth, the core was then wet and a photo was taken.

Representative samples were taken from the holes to show the different lithologies & mineralization and were retained for a core library.

The core has all been piled on pallets and strapped and is currently stored in the locked yard belonging to Rugged Edge Holdings Ltd. in Smithers, B.C.

In the author's opinion, the samples taken during the 2005 drilling program at the Poplar Property adequately represent the metal content of the core. However, reference materials were not inserted into the sample stream as the core was split, and no verification of data by the submission of duplicate samples of split core has been undertaken. For the 2005 data to be used in evaluation of the Poplar property beyond the pre-feasibility stage, data verification would have to be completed using the remaining core, or the holes would have to be re-drilled. In personal communication, U. Mowat has indicated that some loss of sample may have occurred during splitting, and that sawing the core with a diamond saw may be advisable for future sampling programs.

11.5 2011 Phase 1 Drilling Sample Preparation, Analysis and Security

Sample preparation, analysis and security for the 2011 Phase I diamond drill program at the Poplar Property were under the supervision of A. Ross, L. Farrell and A. Gourlay, P. Geol. After the diamond drill core was removed from the core barrel, it was boxed at the drill site and transported by truck or by cat to the core shack where it was logged.

After logging, the core was split where one half of the core was placed into a number bag with a sample tag and was sealed shut with a "zap strap". The remaining split core was returned to the box, boxes were stacked onto pallets and strapped and the core is currently stored in a locked yard belonging to Rugged Edge Holding Ltd. in Smithers, BC. Core photos were taken of each hole. Four core boxes were placed on the floor with a sign board above the boxes stating the date, hole ID, box ID and depths. Photos of the core were taken after the core was wet.

Suites of reference material, blanks and duplicates were added into the sample sequence every 20 samples. The blank material used was garden dolomite landscaping material and the reference material was either 10 grams of HV-2 or 100 grams of CM-8. Duplicates were created by splitting the remaining half core and placing the quartered core into a numbered bag with a sample tag and sealed shut with a "zap strap".

The samples were sent to Acme Laboratories in Smithers, BC for sample preparation and then on to Vancouver, BC for assay. Acme Laboratories has achieved an accreditation of ISO 9001:2000. The author is not aware of any relationship between Acme Analytical Laboratories and the Company.

Upon receipt by Acme Laboratories, all samples were dried, crushed and pulverized. The pulverized samples were split down to 0.25g and treated to a 4-Acid digestion by being heated in HNO₃-HClO₄-HF to fuming and taken to dryness. The residue was dissolved in HCl and solutions were then analyzed by ICP-MS for 41 elements including Cu, Mo & Ag to low detection limits. Gold analyses were performed with a Fire Assay of a 30g split with a 0.005g/t detection limit.

Earlier in the program, a multi-element ICP analysis was used. The pulverized samples were split down to one gram. The one gram aliquots were attacked by an aqua regia (HCl – HNO₃ – H₂O) digestion. An initial scan was then performed using Inductively Coupled Plasma Emission Spectrophotometry (ICP-ES) for copper and molybdenum.

The detection limit for Silver using the aqua regia method was two g/t. This high detection limit is why the method of analysis was switched to the above described 4-Acid digestion with ICP-MS. The 4-Acid digestion method has a detection limit of 0.1ppm for Silver. All earlier samples were re-assayed using this method.

In the laboratory, a suite of blanks, reference materials and duplicate samples were inserted into the sample stream. Approximately one in eight analyses represents some form of quality control check. The results reported from the lab control samples were within the limits of instrumental and analytical accuracy. No corrective actions were taken. Control samples submitted by the company are reported in the QA-QC section of this report along with the actions that were taken for assays that were outside of the acceptable ranges set.

In the authors opinion the sample preparation, security and analytical procedures use for the 2011 Phase 1 drilling are compatible to Industry Standards and suitable for a Resource Estimation.

12.0 DATA VERIFICATION

12.1 Drill holes from 1974 to 2005 (from Ogryzlo, 2010)

Data verification for the purposes of this report included the examination of all diamond drill assays collected from the Poplar Property, and recalculation of diamond drill intercepts for all holes. Diamond drill hole collar locations for all drill holes were verified by a Global Positioning System (GPS) survey by L. Farrell and T. Bell in the fall of 2008. This survey was performed to complete a recommendation in Price (2004). Core collected during the 2005 drill program was re-sampled in 2009, with the insertion of suitable reference materials into the sample stream.

As the core collected from the Poplar property between 1974 and 1991 was disposed of by the Ministry of Mines and Petroleum Resources, no verification of results by re-sampling core was possible. However, the historical work has been the subject of critical and academic review by several authors including Price (2004), and House and Ainsworth (1995). In the opinion of this author, the review is adequate, and the historical results may be considered as reliable for the purposes of further evaluation of the deposit.

For analyses arising from the 2005 drilling and sampling program, blank samples were inserted by the lab into the sample stream as the initial sample in each analytical run for the purpose of verifying instrumental base accuracy. The blanks performed adequately, and did not return measurable base metal or precious metal values outside the limits of analytical accuracy. For the purposes of checking assay accuracy, standards were also similarly inserted into the sample stream. Duplicate samples were also prepared and inserted to check analytical reproducibility and precision. Variance for all elements was within the limits of analytical and instrumental accuracy.

In reference to the sampling and analytical data collected for the 2005 drill program, the assay data was verified from March to April 2009. The drill core was located in the Ranex storage yard outside of Smithers, BC and was brought into Smithers in March of 2009. At the time of the writing of this report it is stored in the Rugged Edge Holding yard at 3405 19th Ave. Smithers, BC and assays from the duplicate and QA-QC samples have been returned and correlated with 2005 assay results. In addition, the 2005 work was conducted by registered professionals, and the record keeping was clear and accurate.

12.2 Drill holes from the 2011 Phase 1 Drill Program

A series of analytical standards was obtained from both CANMET as standard HV-2 and CDN Resource Laboratories as CDN-CM-8. These are well established standards with known limits of assay variance. Accepted ranges for HV-2 and CDN-CM-8 may be found in an appendix to this report.

Analytical standards were inserted into the assay stream at random intervals every 20 samples.

Table 5: Standard Reference Materials for Copper

STD	Cu%	1sd	2sd	2sd low limit	2sd high limit
HV-2	0.570	0.02	0.04	0.53	0.61
CM-8	0.364	0.012	0.024	0.340	0.388

Table 6: Standard Reference Materials for Molybdenum

STD	Mo%	1sd	2sd	2sd low limit	2sd high limit
HV-2	0.048	0.002	0.004	0.044	0.052
CM-8	0.0160	0.0007	0.0014	0.0146	0.0174

Table 7: Standard Reference Materials for Gold

STD	Au g/t	1sd	2sd	2sd low limit	2sd high limit
CM-8	0.91	0.055	0.11	0.8	1.02

Expanded acceptance above this 2x standard deviation was triggered in intervals that were clearly waste and where re-analysis would not materially affect the outcome.

12.2.1 Analytical blanks

Garden dolomite was used as an analytical blank. At least one blank was inserted randomly into the sample stream every 20 samples. The purpose of the blank was to check for cross-contamination in the sample preparation process and instrumental zero alignment in the assay lab.

12.2.2 Duplicates

One type of duplicate analysis was employed. It involved the collection of a duplicate sample of split diamond drill core in the core shack. The purpose of the coarse duplicate is to establish sample variance through the sample preparation and analysis process.

12.2.3 Quality analysis pass fail decisions

Analytical pass / fail limits were established for the 2011 Diamond Drill Program on the Poplar drill program. The pass/fail criterion for the standards is the mean value ± 2 x standard deviation. Any standards falling outside this level fail.

The pass/fail criterion for blanks is ≤ 3 times the detection limit or 30ppm for Cu and Mo. Any blanks falling outside this level fail.

The pass/fail criterion for the coarse duplicates is $\pm 20\%$ relative percent pair difference, expressed as:

$$\frac{A - B}{0.5*(A+B)} < 0.2$$

and

$$\frac{B - A}{0.5*(A+B)} < 0.2$$

Any duplicates falling outside this level fail, subject to review of the concentration of metals present. Where duplicate analyses are acceptable, the average of the two is reported in the drill log.

12.2.4 Quality control procedures

Should quality analysis indicate an analytical failure, the data is first examined for clerical errors. If no clerical errors are evident, a request is made for re-analysis of the sample pulp with re-insertion of a fresh analytical standard or blank to replace the failed material. A minimum of 10 samples before, and 10 samples after the failed analysis are re-submitted. If the rerun variances are within limits, the data for all the rerun samples is accepted.

If the second run fails, the coarse reject is re-submitted, if it is available. A fresh analytical standard and blank may be inserted into the sample rerun. The failed sample is similarly bracketed with a minimum of 10 samples before and 10 samples after. If the rerun results lie within sample variance limits, the data is accepted and replaces the original data. If the rerun fails, all of the remaining core in the box will be submitted for the interval in question. This would require cleaning the boxes with a brush and spoon to collect all fines and rubble. A fresh standard and blank may be inserted into the sample stream. Because of the jostling the core may have experienced as it is put into and retrieved from storage, individual assays may not be comparable with the original assays.

If the resubmitted reject core passes the variance screens, the results are accepted and entered into the log.

If all quality control procedures fail, all pulps may be sent to an external laboratory. If results from the external laboratory fall outside acceptance limits, consideration would be given to re-drilling the hole.

Whenever a Quality Analysis failure is identified, a notation to that effect is made in the header of the assay log, with a listing of the samples required for re-analysis.

12.2.5 Discussion of results

For the 2011 diamond drill program, approximately one in eight analyses represented some form of Quality Analysis / Quality Control data verification. Quality Control actions taken for each hole were as follows:

11-PC-84 One blank failure in first run, passed in second run. Three analytical failures identified in later 1EX (4-acid digestion) analysis were given a conditional pass based on comparisons with previous results.

11-PC-85 Two CM-8 failures identified in first run, passed in second run.

11-PC-86 Failure of two blanks in first run, one blank passed second run, coarse rejects must be submitted for re-analysis around the second blank. Failure of one duplicate on the first run, which was given a conditional pass due to the presence of low grades in the surrounding samples.

11-PC-87 First run accepted.

11-PC-88 One Blank failure in first run which passed second run. One CM-8 failure in first run, given conditional pass due to low grades in surrounding zone. Failure of blank in the first 4-Acid digestion run, this passed the second 4-Acid digestion run.

11-PC-89 One CM-8 failure given a conditional pass in the first run due to the presence of surrounding low grade material.

11-PC-90 One duplicate and two CM-8 failures given conditional passes in the first run due to the presence of surrounding low grade material. One CM-8 failure in first run, passed in second run.

11-PC-91 One CM-8 failure given a conditional pass in the first run due to the presence of surrounding low grade material.

11-PC-92 Two CM-8 and one Blank failures given conditional passes in the first run due to the presence of low grade material.

11-PC-93 One CM-8 failure given a conditional pass in the first run due to the presence of surrounding low grade material, two blank and one duplicate failure in first run, all three pass in second run. Two HV-2 failures in first run due to contamination at the core shack, sent as CM-8 for second run. One standard failed this second run and coarse rejects must be submitted for re-analysis around this standard.

11-PC-94 One CM-8 failure in first run which passed second run.

11-PC-95 Two duplicate failures in first run, given conditional passes due to the presence of surrounding low grade material.

11-PC-96 One duplicate and one CM-8 failure, given conditional passes due to the presence of surrounding low grade material.

12.3 Data Verification by Author

A lognormal cumulative frequency plot (Figure 15) was used to evaluate the different drill results from the historic drill holes completed in 1974 – 1981 and the post 43-101 results from 2005 and 2011. The 2005 and 2011 drill campaigns used 43-101 required quality assurance/quality control procedures with blanks, standards and duplicates routinely tested. There is no available information suggesting the historic data used similar procedures. The graphical representation of the two different grade distributions, shown below for Cu, will determine if any sampling bias exists.

The two distributions, shown in black for the historic holes and red for the recent holes, overlap one another with no sampling bias indicated. Differences are easily explained due to drill holes sampling different areas.

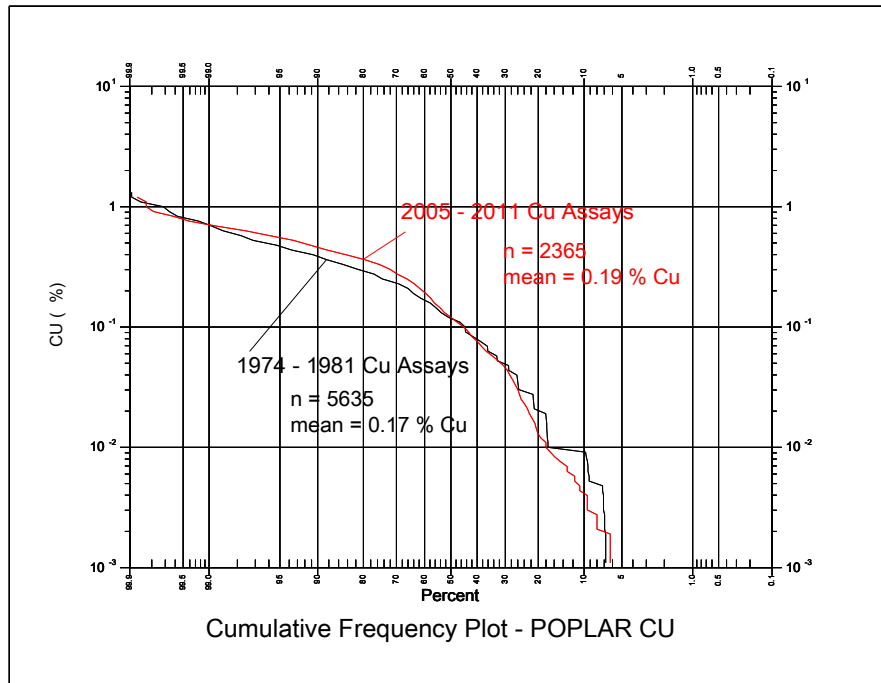


Figure 15: Lognormal Cumulative Frequency Plot for Cu comparing historic drill holes (1974-81) with recent holes drilled in 2005 and 2011.

In the authors opinion all drill holes can be used in the Resource Estimation.

13.0 MINERAL PROCESSING AND METALLURGICAL TESTING

Utah Mines Ltd. carried out preliminary bench scale metallurgical testing in 1982 on diamond drill core rejects from the Poplar Deposit (Price, 2004). Head grade was approximately 0.40% copper and 0.02% molybdenum, which adequately represents the core of the deposit.

Copper rougher cell recovery averaged 93% in a range of 87% to 96 %. Molybdenum rougher cell recovery averaged 81% in a range of 50% to 94 %. Gold content of the rougher concentrate averaged 5.8 g/t in range of 1.4 g/t 18.9 grams per tonne. Silver content averaged 67.2 g/t of concentrate in a range of 28.1 g/t to 123.8 grams per tonne.

No further metallurgical testing of material from the Poplar Deposit has been reported since 1982.

14.0 ADJACENT PROPERTIES (from Ogryzlo, 2010)

There are no adjacent properties for the purposes of NI 43-101.

The closest mineral property with similarity to the Poplar Property is the Huckleberry Mine, which is operated under joint ownership between Huckleberry Mines Ltd, and Imperial Metals Corp.

Huckleberry began operation in 1997 and remains in operation at the time of preparation of this report. The mine produces copper and molybdenum, with credits for gold and silver from a stockwork porphyry copper molybdenum deposit. The mine was operating at a rate of 18,500 tonnes per day at the end of 2008. The deposit is associated with intrusions of the Late Cretaceous Bulkley Plutonic Suite. Age and style of mineralization are equivalent to that reported from the Poplar stock. Two intrusions have been identified at Huckleberry, the Main Zone Stock and the East Zone Stock. The Main Zone at Huckleberry was discovered in the late nineteen sixties during the course of regional exploration by Kennecott Canada Ltd., and was the focus of development until 1993. The East Zone at Huckleberry was discovered by chance while drilling condemnation holes for the operation under construction. The East Zone proved to be of higher grade and tonnage than the Main Zone, and supplied the operation until the pit was exhausted in 2007. Mining continues at the Huckleberry Mine in the Main Zone Extension Pit. The operation has produced from 50 to 70 million pounds of copper in concentrate per year, several hundred thousand pounds of molybdenum in concentrate and receives additional credits for 3,000 to 5,000 ounces of gold and several hundred thousand ounces of silver per year. Concentrate is shipped to the port of Stewart, B.C. using the same Forest Service access roads that service the Poplar deposit.

Concentrate is then shipped overseas to a group of smelters in Japan for further processing and refining. The Huckleberry Mine is serviced by a 138 KVa transmission line which passes approximately 11 km from the Poplar deposit.

Despite the similarity in location, age of mineralization and geological setting, mineralization at the Huckleberry Mine is not necessary indicative of mineralization in the Poplar Deposit.

15.0 MINERAL RESOURCE ESTIMATE

At the request of Andrew Gourlay, Vice President Exploration for Lions Gate Metals Inc., Giroux Consultants Ltd. was retained to produce an updated resource estimate on the Poplar Copper Molybdenum Porphyry located in central B.C. The estimate is based on 118 drill holes with 105 being historic and 13 drilled by Lions Gate Metals. The effective date for this Estimate is May 30, 2011.

G.H. Giroux is the qualified person responsible for the resource estimate. Mr. Giroux is a qualified person by virtue of education, experience and membership in a professional association. He is independent of the company applying all of the tests in section 1.5 of National Instrument 43-101. Mr. Giroux visited the property on July 14, 2011.

Table 8: Poplar Drilling History

Year	Company	Holes	Metres
1974	Utah	4	937
1975	Utah	11	2,013
1976	Utah	19	4,334
1977	Utah	6	998
1979	Utah	3	746
1980	Utah	2	641
1981	Utah	27	7,689
1982	Utah	5	1,500
1992	New Canamin	13	1,300
2005	Aumega	7	1,507
2005	Aumega (China Creek)	8	1,500
2011	Lions Gate Metals Inc.	13	5,569
	Totals	118	28,734

15.1 Data Analysis

Of the supplied drill holes, 78 totalling 21,750 m were within the mineralized zone and were used to estimate the mineral resource. Appendix 2 lists all drill holes supplied with the holes used in the estimate highlighted. The data base included down hole surveys for only the 2011 drill holes with the historic holes only having a survey at the collar. A total of 7,876 assays were provided. Data verification found several from – to overlaps and several duplicate assay intervals all of which were corrected. A total of 215 gaps in the from-to record were identified and values of 0.001 % and 0.0001 % were inserted for Cu and Mo respectively. Assays reported as “nd”, “ns” or 0.000 were set to 0.001 % for Cu and 0.0001 % for Mo.

The data base also contained 3,040 samples or 39% with Au and Ag assayed. These were mainly from the 2011 and 2005 drill campaigns (2,329 assays) with the remaining assays from historic (pre-1992) drill holes. Some historic holes had composite grades for Au and Ag instead of individual assays. For assays with all four metals assayed the correlation matrix is shown below.

	Cu	Mo	Au	Ag
Cu	1.0000			
Mo	0.6413	1.0000		
Au	0.8323	0.5655	1.0000	
Ag	0.3989	0.2741	0.4903	1.0000

There is a good correlation between Cu and Au which is also shown on a Cu-Au scatter plot.

Lions Gate Metals – Poplar Project

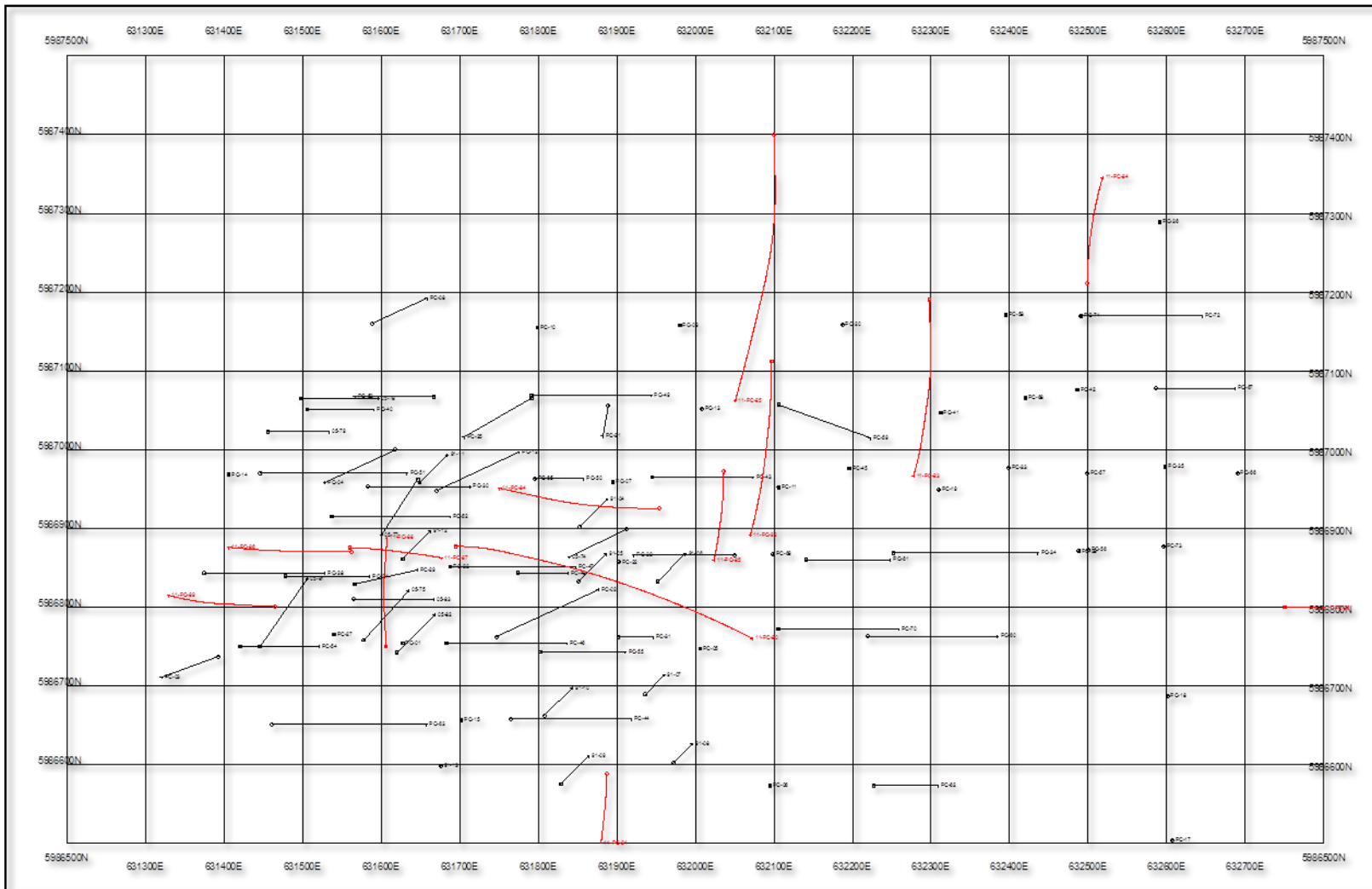


Figure 16: Drill hole plan view showing historic drill holes in black and 2011 holes in red

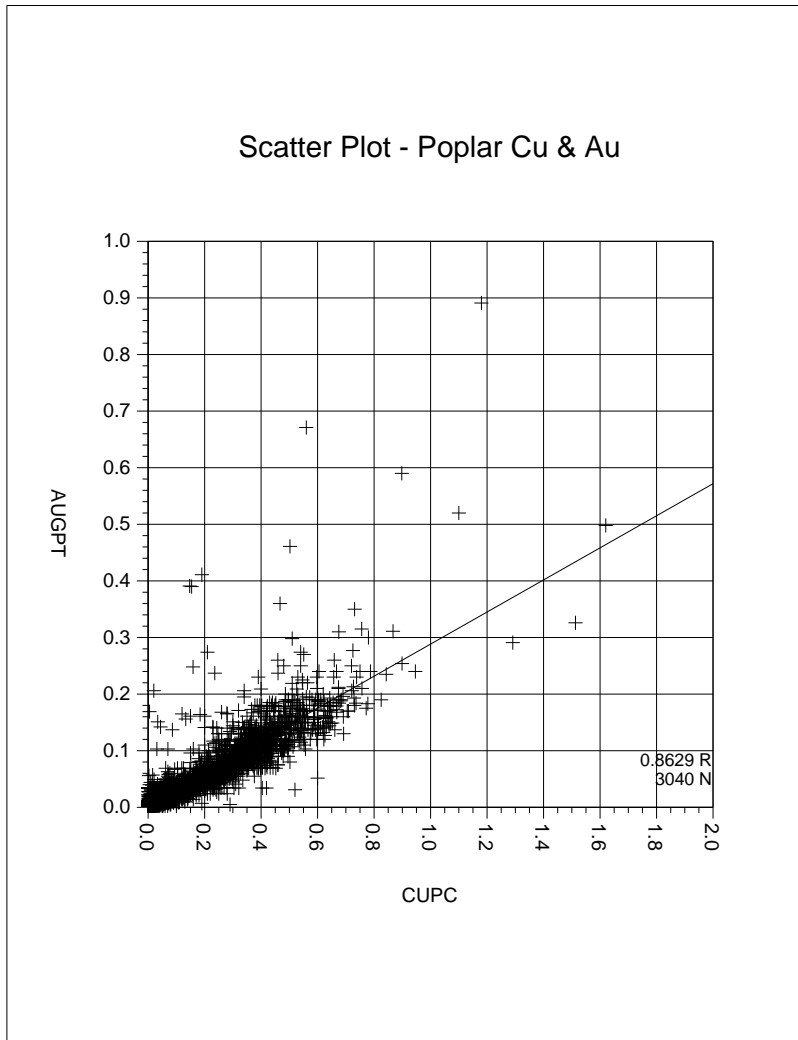


Figure 17: Cu-Au Scatter Plot

A three dimensional grade zone solid was produced using Gemcom Software for assay intervals in drill holes greater than 0.1% Cu. This solid served to constrain the resource estimate. All drill holes were “passed through” this solid with the point at which each hole entered and left the solid recorded. Using these limits the assays were back tagged if inside (mineralized) or outside the mineralized solid (waste). Figure 18 shows the mineralized solid as a crude horseshoe shape with a central core of waste material modeled out.

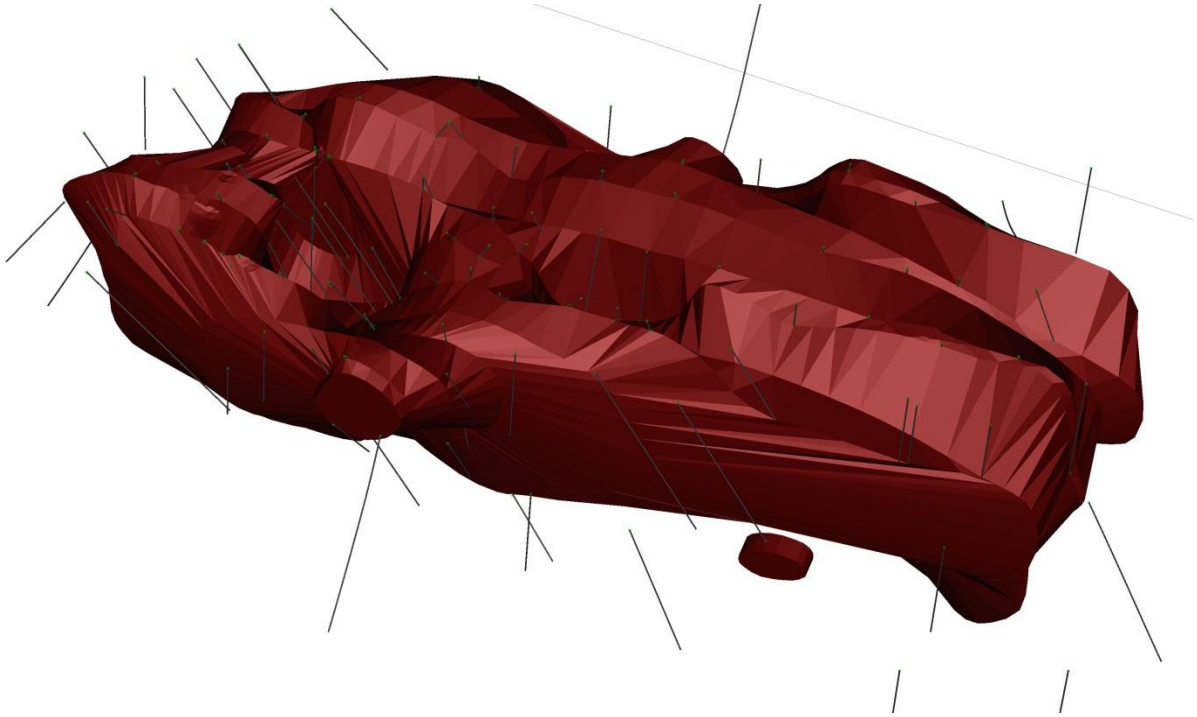


Figure 18: Mineralized Solid Looking north

The sample statistics for assays inside and outside the mineralized solid are tabulated below.

Table 9: Assay statistics for Cu and Mo

	Mineralized Solid				Waste			
	Cu %	Mo %	Au g/t	Ag g/t	Cu %	Mo %	Au g/t	Ag g/t
Number of Samples	4,998	4,998	2,342	2,361	3,002	3,002	1,239	1,244
Mean Grade	0.25	0.007	0.08	2.31	0.04	0.002	0.02	1.72
Standard Deviation	0.18	0.012	0.06	4.65	0.05	0.003	0.02	4.54
Minimum Value	0.001	0.0001	0.002	0.03	0.001	0.0001	0.002	0.05
Maximum Value	2.15	0.30	0.891	95.65	0.71	0.053	0.39	88.45
Coefficient of Variation	0.69	1.59	0.79	2.01	1.30	1.57	1.13	2.65

The incomplete coverage for Au and Ag assays has precluded using them in this resource estimate. It is recommended future drilling continues assaying for Au and Ag so that updated resource estimates can include these variables.

In order to determine if capping was required lognormal cumulative frequency plots were produced for Cu and Mo in both the mineralized zone and the exterior waste. There were multiple overlapping lognormal populations present in all cases. The

cumulative probability plots were partitioned in for each variable in each domain and the individual populations were examined. Figures 19 and 20 show the lognormal cumulative probability plots for Cu and Mo within the mineralized solid.

For copper within the mineralized solid, (Figure 19) a total of 6 overlapping lognormal populations make up the grade distribution. These populations are shown in Table 10. Population 1 with a mean of 1.80 % Cu and representing 0.10 % of the total data is widely scattered with two samples in the far west of the deposit and the remaining 3 in one hole PC-61 on the far east of the deposit. These samples can be considered erratic outliers and should be capped at two standard deviations above the mean of population 2. A total of five samples were capped at 1.52 % Cu. A similar procedure was used to cap 10 Mo assays at 0.082 % within the mineralized zone. For the material outside the mineralized solid 35 samples were capped at 0.22 % Cu and 2 assays were capped at 0.037 % Mo.

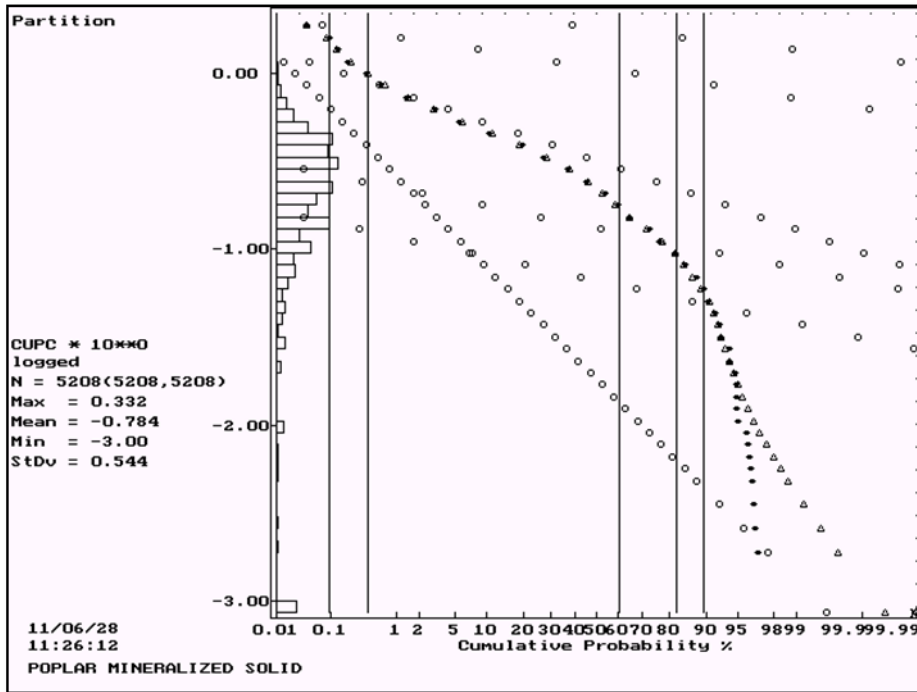


Figure 19: Lognormal Cumulative Frequency Plot for Cu in Mineralized Solid

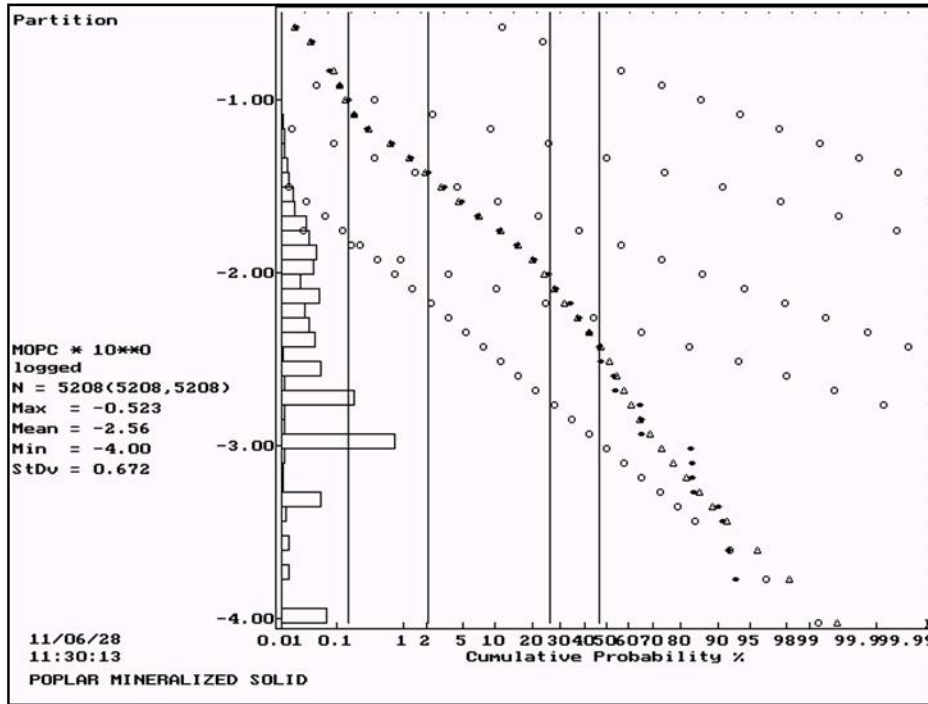


Figure 20: Lognormal Cumulative Frequency Plot for Mo in Mineralized Solid

Table 10: Cu in Mineralized solid – Mineralized Populations

Population	Mean Cu (%)	Percentage of Total data	Number of Samples
1	1.80	0.10 %	5
2	1.07	0.30 %	16
3	0.32	60.08 %	3,129
4	0.13	21.90 %	1,141
5	0.06	6.97 %	363
6	0.02	10.65 %	554

Table 11: Mo in Mineralized solid – Mineralized Populations

Population	Mean Mo (%)	Percentage of Total data	Number of Samples
1	0.157	0.16 %	8
2	0.046	1.90 %	99
3	0.015	23.81 %	1,240
4	0.005	20.83 %	1,085
5	0.001	53.31 %	2,775

The results from capping these samples are presented in Table 12.

Table 12: Capped Assay statistics for Cu and Mo

	Mineralized Solid		Waste	
	Cu %	Mo %	Cu %	Mo %
Number of Samples	4,998	4,998	3,002	3,002
Mean Grade	0.25	0.007	0.04	0.002
Standard Deviation	0.17	0.010	0.04	0.003
Minimum Value	0.001	0.0001	0.001	0.0001
Maximum Value	1.52	0.082	0.22	0.037
Coefficient of Variation	0.68	1.38	1.08	1.52

15.2 Composites

Within the mineralized solid 99% of assays were less than five metres in length. A 5 metre composite length was chosen to best fit the data and an open pit mining method. Drill holes were compared to the mineralized solid and the point each hole entered and left the solid was recorded. Uniform down hole composites, 5 metres in length, were formed to honour the solid boundaries. Small intervals at the end of holes were combined with adjoining samples if less than 2.5 m and were left in tack if ≥ 2.5 m. As a result the composites formed a uniform support of 5 ± 2.5 m. Within the surrounding waste, uniform 5 m composites were formed in a similar manner. The composite statistics are tabulated below.

Table 13: Statistics in 5 m Composites for Cu and Mo

	Mineralized Solid		Waste	
	Cu %	Mo %	Cu %	Mo %
Number of Samples	3,184	3,184	1,136	1,136
Mean Grade	0.23	0.007	0.04	0.001
Standard Deviation	0.17	0.009	0.04	0.002
Minimum Value	0.001	0.0001	0.001	0.0001
Maximum Value	1.31	0.065	0.22	0.023
Coefficient of Variation	0.72	1.32	1.06	1.61

15.3 Variography

Pairwise relative semivariograms were used to model Cu and Mo inside the mineralized solid and outside in waste. Nested spherical models were fit to each direction. Anisotropy was shown for both Cu and Mo within the mineralized zone while isotropy was assumed outside in the waste. The models are tabulated below and all are shown in Appendix 3.

Table 14: Semivariogram Parameters for Cu and Mo in Mineralized zone & Waste

Domain	Variable	Az/Dip	C ₀	C ₁	C ₂	Short Range (m)	Long Range (m)
Mineralized Zone	Cu	90 / 0	0.05	0.25	0.20	25.0	150.0
		0 / 0	0.05	0.25	0.20	46.0	90.0
		0 / -90	0.05	0.25	0.20	25.0	60.0
	Mo	90 / 0	0.05	0.30	0.45	30.0	150.0
		0 / 0	0.05	0.30	0.45	20.0	60.0
		0 / -90	0.05	0.30	0.45	25.0	200.0
Waste Zone	Cu	Omni Directional	0.15	0.42	0.45	40.0	150.0
	Mo	Omni Directional	0.15	0.20	0.40	34.0	120.0

15.4 Bulk Density

Lions Gate Minerals took a total of 121 specific gravity measurements using the weight in air - weight in water method on drill core from the 2011 drill holes. The average of all measurements was 2.67 with a high of 3.22 and a low of 2.51. The data can be sorted on lithology as tabulated below.

Table 15: Specific Gravity Determinations sorted by Lithology

Lithology	Number	Minimum SG	Maximum SG	Average SG
Argillite	2	2.80	2.83	2.82
Feldspar Biotite Porphyry	4	2.66	2.94	2.79
Quartz Biotite Feldspar Porphyry	24	2.54	2.71	2.64
Quartz Feldspar Porphyry	77	2.53	3.22	2.68
Dykes	7	2.51	2.72	2.63
Rhyolite	3	2.51	2.61	2.55
Volcanic	4	2.63	2.70	2.67
Total	121	2.51	3.22	2.67

Table 16: Specific Gravity Determinations sorted by Cu Grade

Cu Grade Range	Number	Minimum SG	Maximum SG	Average SG
>0.0 < 0.01	15	2.54	2.74	2.68
≥ 0.01 < 0.10	13	2.51	2.87	2.72
≥ 0.10 < 0.20	10	2.53	2.82	2.68
≥ 0.20 < 0.30	16	2.55	2.78	2.67
≥ 0.30 < 0.40	23	2.51	2.76	2.66
≥ 0.40 < 0.50	26	2.54	3.22	2.67
≥ 0.50	18	2.54	2.94	2.65

When the specific gravity determinations are sorted by Cu grade there is no indication of increasing density with grade (see Table 11). As a result the average specific gravity of 2.67 was used to convert volume to tonnes.

15.5 Block Model

A block model with blocks 20 x 20 x 10 m in dimension was superimposed over the mineralized solid. Since there was no surface topography supplied the surface was contoured from drill hole coordinates. Going forward this should be addressed with a proper topography tied to UTM coordinates obtained. For each block in the model the percentage below surface and the percentage within the mineralized solid was recorded using Gemcom needling software. The block model origin is shown below.

Lower Left corner of model

631300 E

Column Size = 20 m

Number of Columns = 75

5986580 N

Row Size = 20 m

Number of Rows = 35

Top of model

950 mASL

Level Size = 10 m

Number of Levels = 65

No Rotation

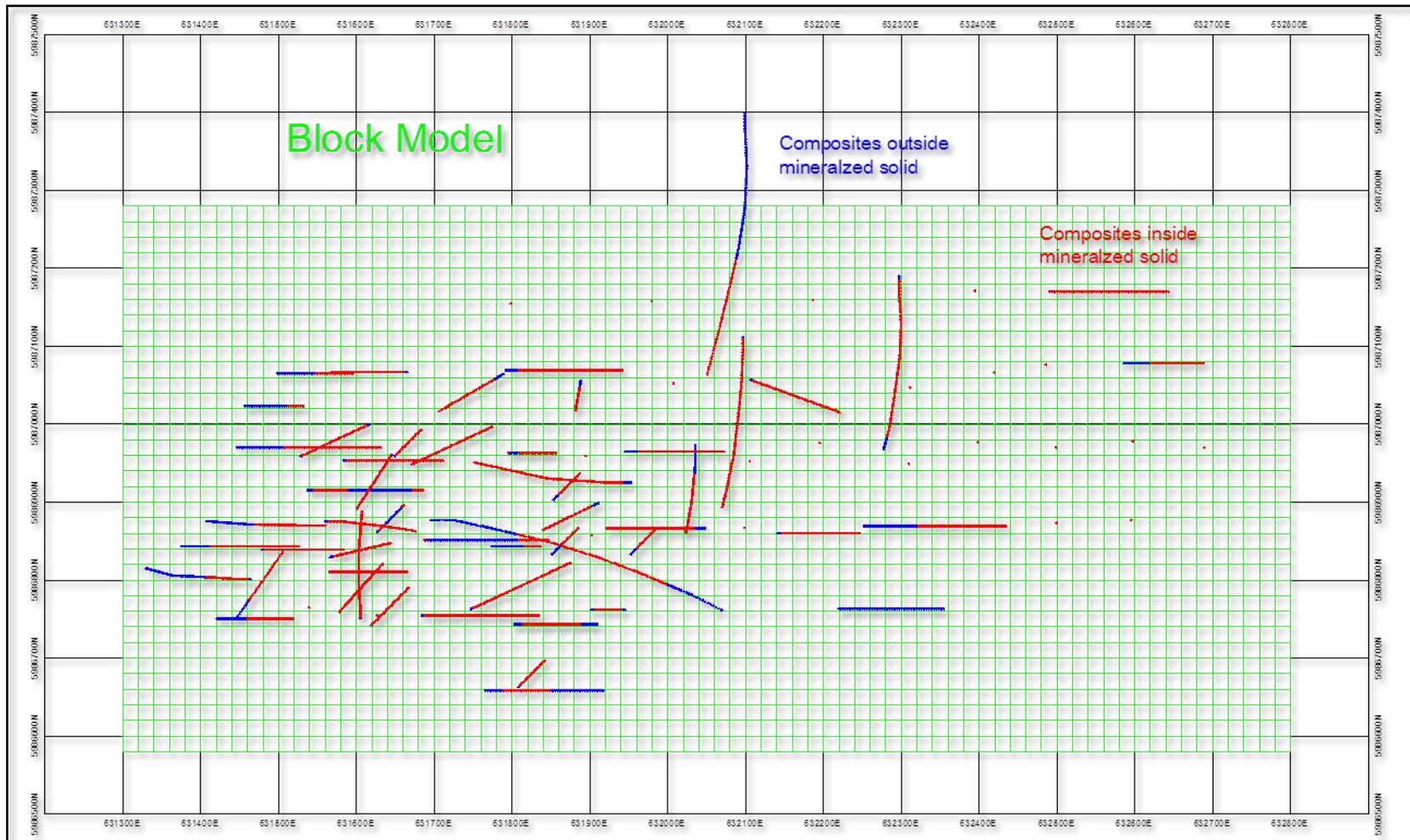


Figure 21: Plan view showing block model location and drill hole composites

15.6 Grade Interpolation

Grades for Cu and Mo were interpolated into all blocks that had some percentage within the mineralized solid by ordinary kriging, using only composites from within the solid. The kriging procedure was completed in a series of four passes using search ellipses tied to the semivariograms for each variable. During Pass 1 a minimum of 4 composites were required within a search ellipse centred on a block and with dimensions equal to $\frac{1}{4}$ of the semivariogram range. For blocks not estimated in Pass 1, a second pass using a search ellipse with dimensions equal to $\frac{1}{2}$ the semivariogram range was completed. A third pass using the full range and a fourth pass using twice the range completed the exercise. In all cases a maximum of 16 composites were used with a maximum of 3 from any given drill hole.

For estimated blocks with some percentage outside the mineralized solid another kriging run was completed using only composites outside the solid. Again Cu and Mo were estimated using ordinary kriging in a similar manner as described above. The fourth pass for Mo used the search distances from Cu so all the same blocks were estimated.

The total grade for the block was the weighted average of material inside and outside the mineralized solid.

The search parameters for Cu and Mo within the mineralized zone are tabulated below.

Table 17: Kriging Parameters in Mineralized Zone for Cu and Mo

Domain	Variable	Pass	Number Estimated	Az/Dip	Dist. (m)	Az/Dip	Dist. (m)	Az/Dip	Dist. (m)
Mineralized	Cu	1	697	90/0	37.5	0/0	22.5	0/-90	15.0
		2	8,816	90/0	75.0	0/0	45.0	0/-90	30.0
		3	25,330	90/0	150.0	0/0	90.0	0/-90	60.0
		4	6,965	90/0	300.0	0/0	180.0	0/-90	120.0
	Mo	1	650	90/0	37.5	0/0	15.0	0/-90	50.0
		2	7,983	90/0	75.0	0/0	30.0	0/-90	100.0
		3	25,380	90/0	150.0	0/0	60.0	0/-90	200.0
		4	6,965	90/0	300.0	0/0	180.0	0/-90	200.0

15.7 Classification

Based on the study herein reported, the delineated mineralization of the Poplar Deposit is classified as a resource according to the following definitions from National Instrument 43-101 and from CIM (2005):

“In this Instrument, the terms "mineral resource", "inferred mineral resource", "indicated mineral resource" and "measured mineral resource" have the meanings ascribed to those terms by the Canadian Institute of Mining, Metallurgy and Petroleum, as the CIM Definition Standards on Mineral Resources and Mineral Reserves adopted by CIM Council, as those definitions may be amended.”

“A Mineral Resource is a concentration or occurrence of diamonds, natural solid inorganic material, or natural solid fossilized organic material including base and precious metals, coal and industrial minerals in or on the Earth’s crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge.”

“The term Mineral Resource covers mineralization and natural material of intrinsic economic interest which has been identified and estimated through exploration and sampling and within which Mineral Reserves may subsequently be defined by the consideration and application of technical, economic, legal, environmental, socio-economic and governmental factors. The phrase ‘reasonable prospects for economic extraction’ implies a judgement by the Qualified Person in respect of the technical and economic factors likely to influence the prospect of economic extraction. A Mineral Resource is an inventory of mineralization that under realistically assumed and justifiable technical and economic conditions might become economically extractable. These assumptions must be presented explicitly in both public and technical reports.”

Inferred Mineral Resource

“An ‘Inferred Mineral Resource’ is that part of a Mineral Resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not

verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, workings and drill holes.”

“Due to the uncertainty that may be attached to Inferred Mineral Resources, it cannot be assumed that all or any part of an Inferred Mineral Resource will be upgraded to an Indicated or Measured Mineral Resource as a result of continued exploration. Confidence in the estimate is insufficient to allow the meaningful application of technical and economic parameters or to enable an evaluation of economic viability worthy of public disclosure. Inferred Mineral Resources must be excluded from estimates forming the basis of feasibility or other economic studies.”

The geologic continuity for the Poplar Property is established from surface mapping and drill hole logging. At present no lithological or alteration features have been used to constrain the mineralization, with the mineralized solid being defined as material within a 0.1 % Cu grade shell. Grade continuity has been quantified by semivariogram analysis.

At this time due to the lack of geologic controls on the mineralization and the lack of a topographic surface the entire deposit is classed as Inferred. The results are presented as a grade-tonnage table sorted by a Cu cut-off. The grade-tonnage table shows the results for only the material within the mineralized shell. A 0.20 % Cu cut-off has been highlighted as a possible open pit cut-off, since at this time, no economic evaluation has been completed.

Table 18: POPLAR MINERALIZED ZONE - INFERRERD RESOURCE

Cu Cut-off (%)	Tonnes > Cut-off (tonnes)	Grade > Cut-off		Contained Metal	
		Cu (%)	Mo (%)	Million lbs of Cu	Million lbs of Mo
0.05	372,299,000	0.21	0.005	1748.558	41.046
0.10	334,563,000	0.23	0.006	1689.359	44.263
0.15	245,855,000	0.27	0.007	1442.013	37.948
0.20	180,304,000	0.30	0.008	1192.711	31.806
0.25	122,988,000	0.34	0.009	908.482	24.407
0.30	78,076,000	0.37	0.010	636.983	17.216
0.35	41,029,000	0.41	0.010	372.732	9.047
0.40	17,835,000	0.47	0.009	182.867	3.539
0.45	8,137,000	0.52	0.008	92.761	1.435
0.50	3,861,000	0.57	0.008	48.272	0.681

15.8 Model Verification

The block model was verified by producing a set of east-west cross sections and comparing composite grades to estimated block grades. No bias was indicated with the results matching well. Three cross sections are shown as Figures 22 to 24.

A second verification technique using Swath Plots was completed. Swath plots take slices through the mineral deposit comparing average grades of blocks with the average grades of composites used to estimate the resource. The results are shown for east-west slices (Figure 25), for north-south slices (Figure 26) and for slices in the vertical plane (Figure 27). In general the block estimates match very well with the sample grades with the larger deviations occurring in areas with few sample points.

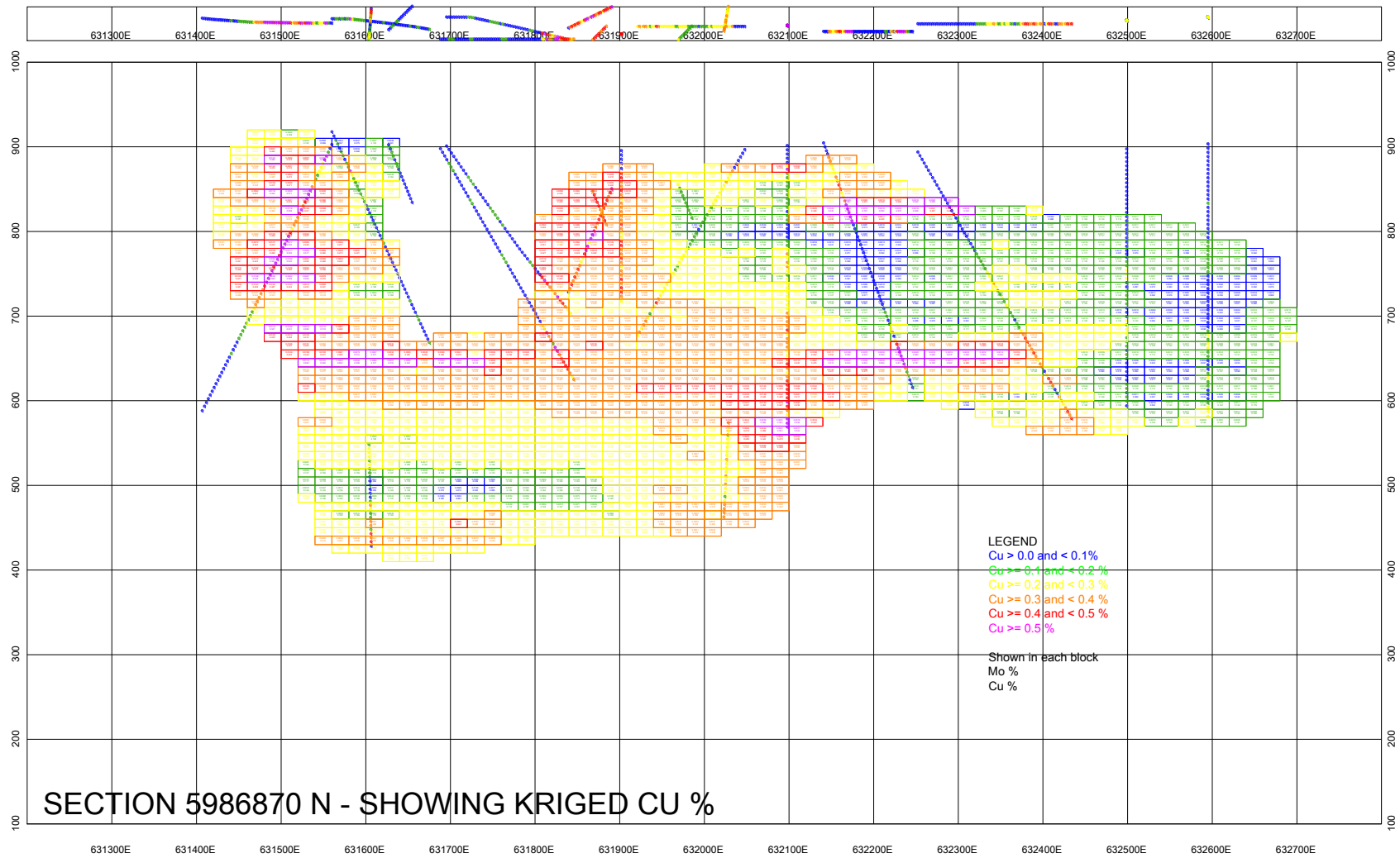


Figure 22: E-W Cross Section 5986870 N showing kriged Cu in Estimated Blocks

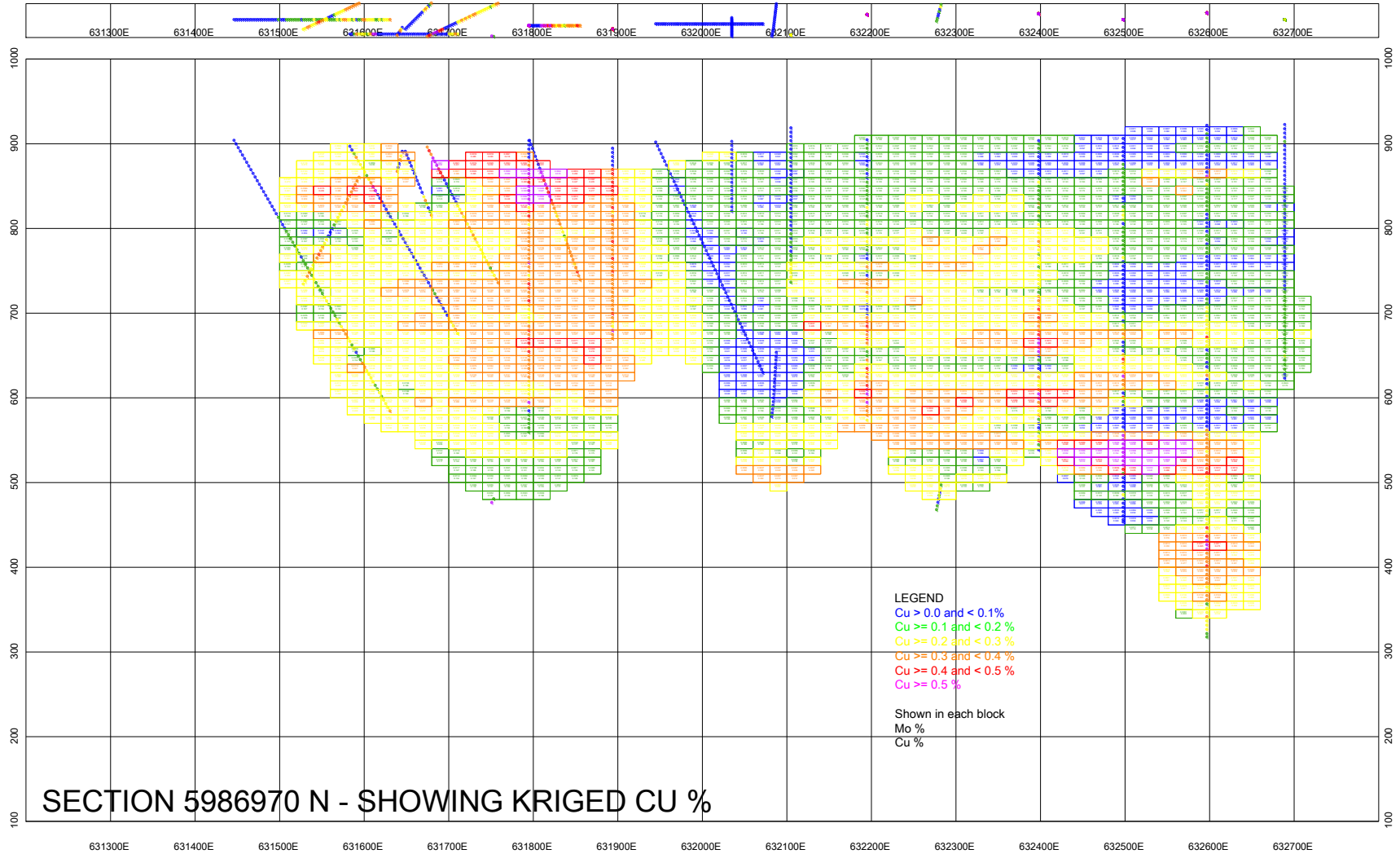


Figure 23: E-W Cross Section 5986970 N showing kriged Cu in Estimated Blocks

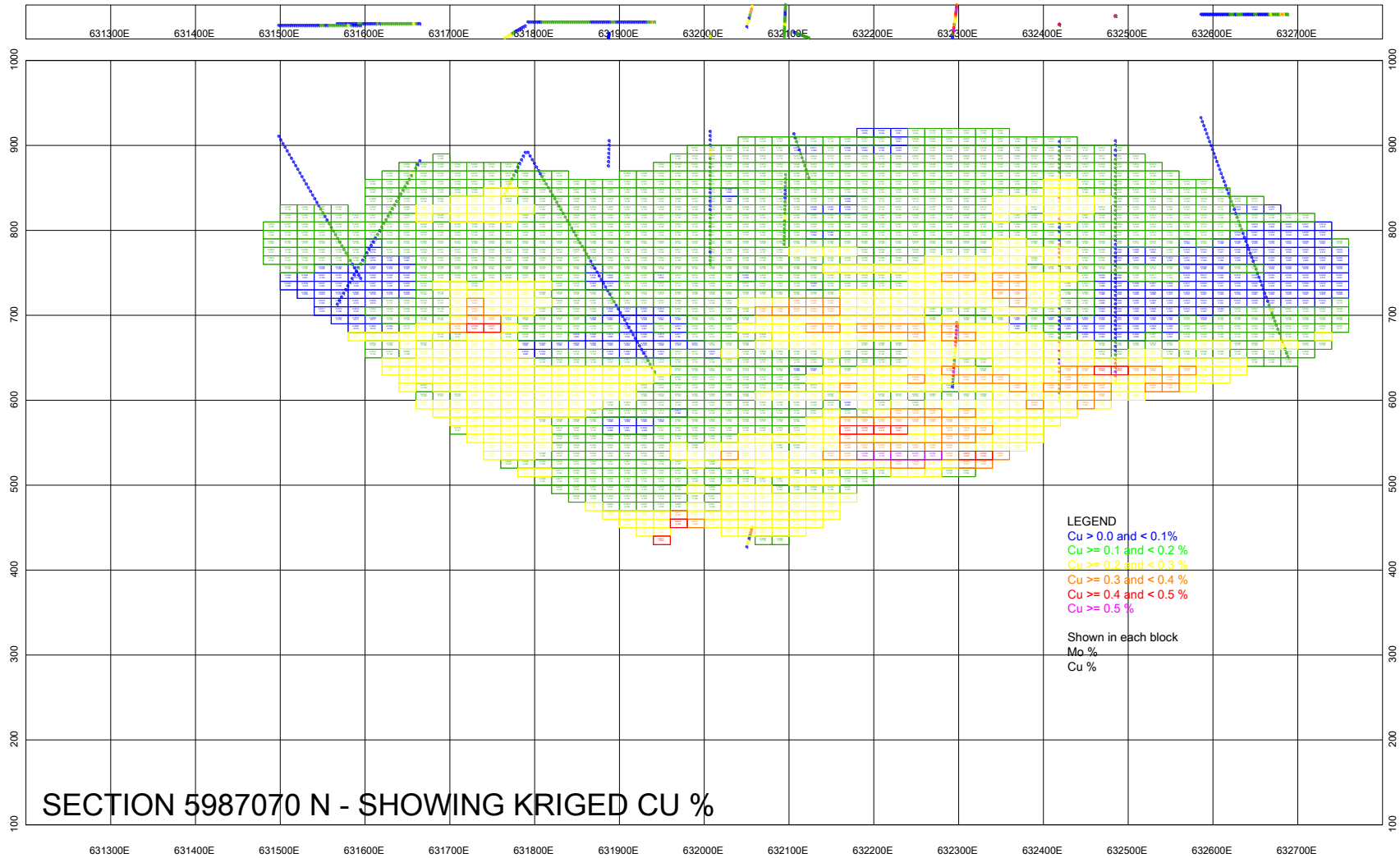


Figure 24: E-W Cross Section 5987070 N showing kriged Cu in Estimated Blocks

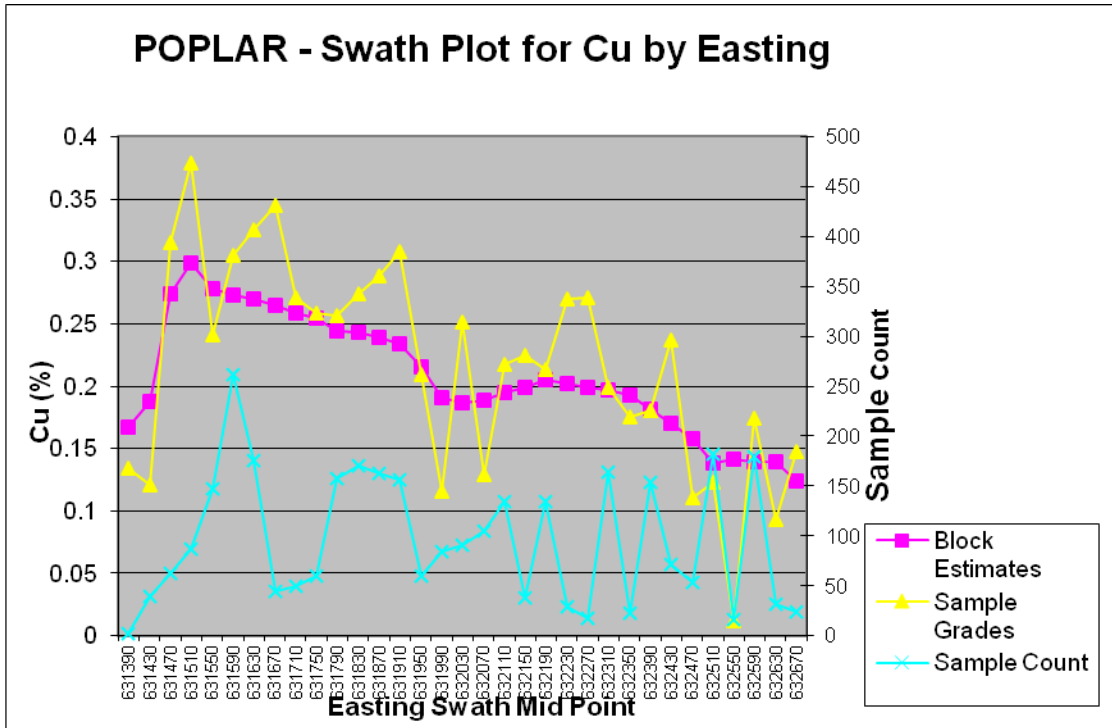


Figure 25: Swath Plot for Cu by Easting

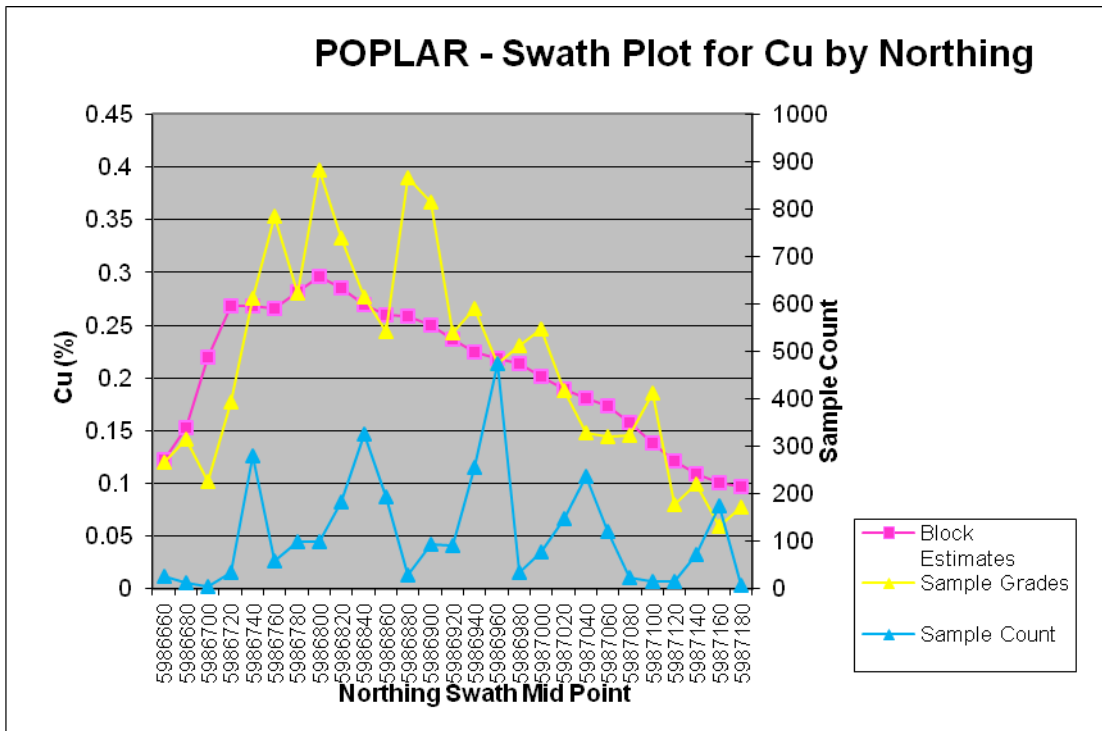


Figure 26: Swath Plot for Cu by Northing

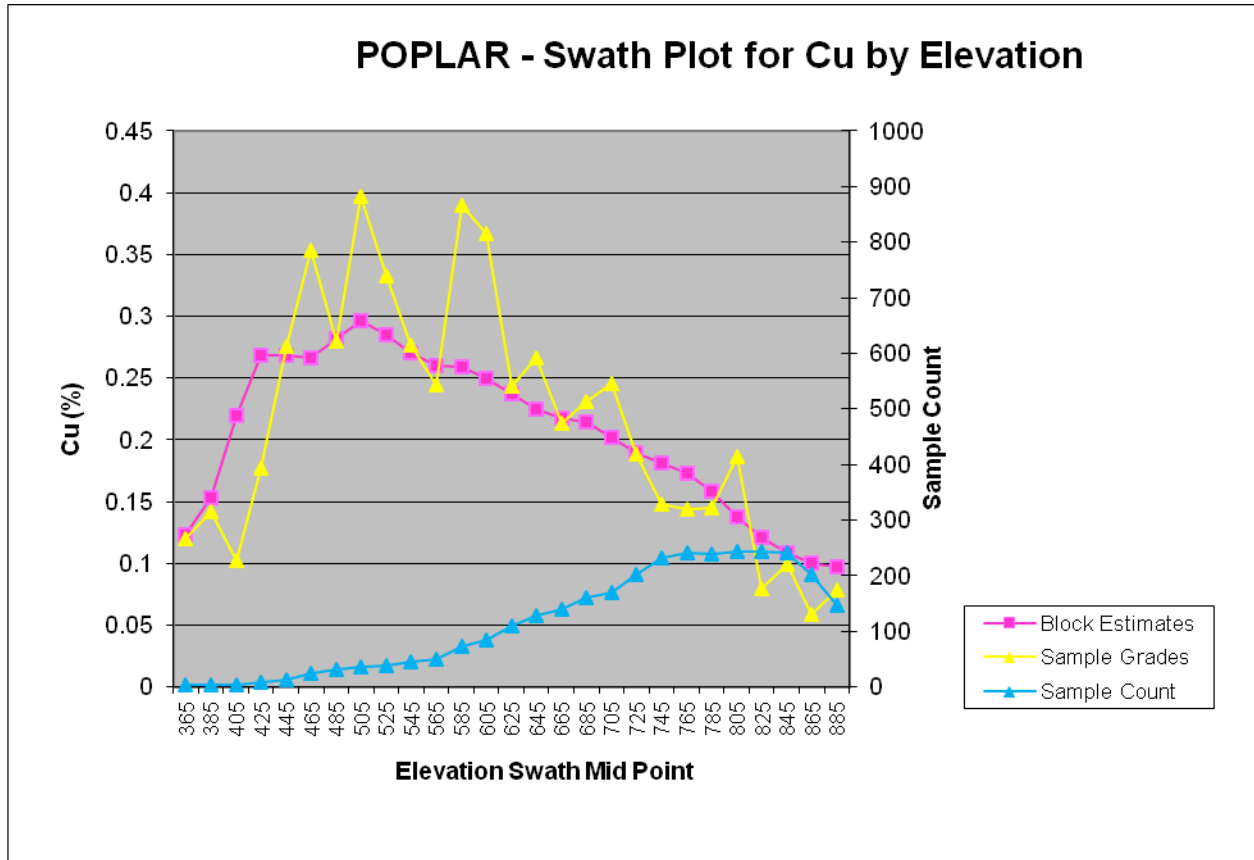


Figure 27: Swath Plot for Cu by Elevation

16.0 OTHER RELEVANT DATA AND INFORMATION

On August 20, 2009 the Company announced that the office of the Wet’suwet’en (the “OW”), representing the interests of five clans and thirteen houses, and the senior executive of the Company have concluded a Memorandum of Understanding (“MoU”). The MoU recognized that both parties to the MoU are committed to a respectful, consultative relationship in connection with the Company’s mineral exploration activities on Wet’suwet’en territories. The MOU was renewed and is expected to continue in force over the foreseeable future as the Company and the OW work towards a continued transparent and mutually respectful ongoing relationship.

On signing the MoU, the Company paid the OW \$10,000 and is obligated to make annual \$10,000 payments until such time as the MoU is terminated by either party in accordance with the terms of the MoU.

The Company's 2010 spring exploration program on its Poplar Property was abandoned due to unresolved internal issues of political representation and jurisdiction between the Wet'suwet'en Heredity Chiefs and a particular house group with the Wet'suwet'en Nation. This issue was raised on April 6, 2010 by a number of individuals who attended the site of the Company's planned exploration activities. Extensive discussions with the Unis'tot'en have occurred, and the Company subsequently paid \$10,000 to the Unis'tot'en for capacity funding. The company also commissioned and funded a traditional use study of the Poplar area of geographical interest. This report has not been completed to date.

The Company continues to pursue meaningful engagement with the Unis'tot'en and seeks a respectful relationship to ensure that the mutual interests of the Unis'tot'en and the Company are respected.

In January 2011, the Company commenced a drilling program of approximately 5,500 metres, which was completed on April 13, 2011. Several First Nations personnel were employed on this program. Discussions with First Nations groups are ongoing with respect to further exploration and 10,000 meter drilling program which commenced in late August 2011.

17.0 INTERPRETATIONS AND CONCLUSIONS

The Poplar Deposit is a copper – molybdenum porphyry associated with the Late Cretaceous Poplar intrusive stock. The deposit is located 750 metres north of Tagetochlain (Poplar) Lake at an elevation of approximately 900 metres. The Huckleberry Mine, located approximately 35 kilometres southwest of the Poplar Deposit, produces copper and molybdenum from a deposit of similar age and setting.

The property is underlain by andesitic volcanic rocks of the Cretaceous Kasalka Group. These rocks are in faulted contact to the northeast with calc-alkaline rocks of the Telkwa Formation of the Lower Jurassic Hazelton Group. The Kasalka Group rocks have been intruded by stock-like bodies attributed to the Lower Cretaceous Bulkley Plutonic suite. Outliers of the volcanic Eocene Ootsa Lake Group overlap the Kasalka and Bulkley Plutonic Rocks. Zones of alteration and sulphide mineralization associated with these

intrusions have resulted in the formation of the Poplar porphyry copper – molybdenum deposit.

The status of the Poplar copper molybdenum deposit is one of active development. Since the drilling of the discovery hole in 1974, the property has gone through successive stages of exploration and development drilling, resulting in the publishing of a historical resource estimate in 1982. The Poplar Property was under active development at the time of preparation of this report and continues to be under active development. A deep imaging Induced Polarization survey was completed over the deposit in the fall of 2009 with the goals of extending known mineralization laterally and at depth. A time domain airborne magnetic and electromagnetic survey was completed in the fall of 2009 over the deposit and surrounding 56,000 hectare property.

The Poplar Property was staked in 1971 by Mr. Frank Onucki with partners Messrs. Mike Callaghan and Clyde Critchlow for the El Paso Mining and Milling Company (Price, 2004). The El Paso Mining and Milling Company conducted geochemical surveys, geological mapping and trenching. They abandoned the property in 1972, and it was reacquired by the original stakers. The property was then optioned in 1974 by Utah Mines Limited. Following preliminary geophysical and geochemical surveys, Utah drilled four holes in the fall of 1974. The discovery hole on the Poplar property PC-1 was completed on October 27, 1974 (Schmidt, 1974). Extensive diamond drilling between 1974 and 2005 has outlined a medium-sized porphyry copper-molybdenum deposit. This work was guided in the past by geochemical and geophysical surveys. Between 1974 and 2005, a total of 23,164 metres were drilled in 105 holes by various operators.

During 2011, Lions Gate Metals drilled 13 NQ diamond drill holes on the property totalling 5,569 m. While Au and Ag were assayed in the most recent 2005 and 2011 drill holes, the historic drilling only had partial coverage, a lot of which was over wider composited assays. As a result gold and silver are not estimated in this resource. The values obtained in the more recent data, however, indicate gold and silver should be analyzed in all future drilling so they can be estimated in future resource updates.

To determine the resource present on the Poplar Property a three dimensional solid was constructed to constrain the mineralized area, using a 0.1 % Cu grade shell as a guide. Of the total data base, 78 drill holes totalling 21,750 m were within the mineralized zone and were used to estimate the resource. Drill holes were compared to the mineralized solid and assays were tagged if inside. Copper and molybdenum assays were capped at 1.5% Cu and 0.082% Mo. Five metre composites were formed and used for variography. Blocks 20 x 20 x 10 m in dimension were estimated for Cu and Mo by ordinary kriging. At this time the entire resource is classified as Inferred. At

a 0.20 % Cu cut-off the Inferred resource is 180 million tonnes averaging 0.30 % Cu and 0.008 % Mo.

18.0 RECOMMENDATIONS

A second phase of diamond drilling is recommended for the Poplar Project. A program of 10,000m in 20 to 25 diamond drill holes will further define the mineralized zone, and will extend the higher grade mineralization. The additional gold and silver analyses will provide enough data for gold and silver grades to be estimated. The results from the second phase diamond drill program will be incorporated into an updated resource estimate when all the data has been compiled.

Based on the Phase 1 diamond drill program completed in April 2011, an all-in cost of drilling 5,586m was \$180/m. Allowing a contingency of 10%, the estimated cost of drilling 10,000 metres will be \$2,000,000.

19.0 BIBLIOGRAPHY

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20.0 DATE AND SIGNATURE PAGE

Lions Gate Metals Inc. – July 2011 Mineral Resource Estimate on the Poplar Deposit,
Omineca Mining Division B.C.

The effective date of this report is September 12, 2011.

Dated this 14th day of September, 2011

"Gary Giroux"

G.

H.

Giroux,

MASc.,

P.Eng.

21.0 CERTIFICATE

CERTIFICATE G.H. Giroux

I, G.H. Giroux, of 982 Broadview Drive, North Vancouver, British Columbia, do hereby certify that:

- 1) I am a consulting geological engineer with an office at #1215 - 675 West Hastings Street, Vancouver, British Columbia.
- 2) I am a graduate of the University of British Columbia in 1970 with a B.A. Sc. and in 1984 with a M.A. Sc., both in Geological Engineering.
- 3) I am a member in good standing of the Association of Professional Engineers and Geoscientists of the Province of British Columbia.
- 4) I have practised my profession continuously since 1970. I have had over 30 years' experience estimating mineral resources. I have previously completed resource estimations on a wide variety of porphyry Cu deposits, including Zaldivar, Kemess, Mt. Milligan, Copper Mountain, Schaft Creek, Red Chris and Prosperity.
- 5) I have read the definition of "qualified person" set out in National Instrument 43-101 and certify that by reason of education, experience, independence and affiliation with a professional association, I meet the requirements of an Independent Qualified Person as defined in National Instrument 43-101.
- 6) This report titled "July 2011 Mineral Resource Estimate on the Poplar Deposit, Omineca Mining Division, B.C." dated September 12, 2011, is based on a study of the data and literature available on the Poplar Property. I am responsible for the entire report. I visited the property on July 14-15, 2011.
- 7) I have not previously worked on this property.
- 8) As of the date of this certificate, 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.
- 9) I am independent of the issuer applying all of the tests in section 1.5 of National Instrument 43-101.
- 10) I have read National Instrument 43-101 and Form 43-101F1, and the Technical Report has been prepared in compliance with that instrument and form.

Dated this 12th day of September, 2011

"G. H. Giroux"

APPENDIX I Mineral Tenures

Poplar Claims as at July, 2011

Tenure Number	Claim Name	Area (HA)	Good To Date	Annual Work Due	Annual fees	Record Date	Map Number
591349	POPLAR	132.816	2010/nov/30	will lapse		2008/sep/13	093L
591835	POPLAR	76.047	2010/nov/30	will lapse		2008/sep/23	093E
591836	POPLAR	38.030	2010/nov/30	will lapse		2008/sep/23	093E
591837	POPLAR	19.023	2010/nov/30	will lapse		2008/sep/23	093E
679388	POPLAR	456.306	Protected	\$1,825.22	\$182.52	2009/dec/04	093E096
679403	POPLAR	456.447	Protected	\$1,825.79	\$182.58	2009/dec/04	093E096
679404	POPLAR	456.586	Protected	\$1,826.34	\$182.63	2009/dec/04	093E096
679423	POPLAR	437.375	Protected	\$1,749.50	\$174.95	2009/dec/04	093E096
679424	POPLAR	285.366	Protected	\$1,141.46	\$114.15	2009/dec/04	093E096
679443	POPLAR	228.374	Protected	\$913.49	\$91.35	2009/dec/04	093E096
679444	POPLAR	456.468	Protected	\$1,825.87	\$182.59	2009/dec/04	093E096
686883		454.924	Protected	\$1,819.70	\$181.97	2009/dec/17	093L015
686903	SCARLET3	303.193	Protected	\$1,212.77	\$121.28	2009/dec/17	093L015,016
697663	SCARLET 5	227.510	2012/jan/11	\$910.04	\$91.00	2010/jan/11	093L016
590000	POPLAR	75.993	2012/jan/31	\$607.94	\$30.40	2008/aug/15	093L
590006	POPLAR	171.169	2012/jan/31	\$1,369.35	\$68.47	2008/aug/15	093E
590007	POPLAR	456.036	2012/jan/31	\$3,648.29	\$182.41	2008/aug/15	093E
590015	POPLAR	455.676	2012/jan/31	\$3,645.41	\$182.27	2008/aug/15	093L
591337		227.728	2012/jan/31	\$1,821.82	\$91.09	2008/sep/13	093L
591338		455.414	2012/jan/31	\$3,643.31	\$182.17	2008/sep/13	093L
591339	POPLAR	208.700	2012/jan/31	\$1,669.60	\$83.48	2008/sep/13	093L
591340	POPLAR	455.896	2012/jan/31	\$3,647.17	\$182.36	2008/sep/13	093L
591341	POPLAR	436.956	2012/jan/31	\$3,495.65	\$174.78	2008/sep/13	093L
591342	POPLAR	456.150	2012/jan/31	\$3,649.20	\$182.46	2008/sep/13	093E
591343	POPLAR	475.263	2012/jan/31	\$3,802.10	\$190.11	2008/sep/13	093E
591344	POPLAR	455.920	2012/jan/31	\$3,647.36	\$182.37	2008/sep/13	093L
591345		456.254	2012/jan/31	\$3,650.03	\$182.50	2008/sep/13	093E
591346	POPLAR	456.126	2012/jan/31	\$3,649.01	\$182.45	2008/sep/13	093L
591347	POPLAR	456.239	2012/jan/31	\$3,649.91	\$182.50	2008/sep/13	093E
591348	POPLAR	456.396	2012/jan/31	\$3,651.17	\$182.56	2008/sep/13	093E
591351	POPLAR	341.470	2012/jan/31	\$2,731.76	\$136.59	2008/sep/13	093L
591352	POPLAR	417.337	2012/jan/31	\$3,338.70	\$166.93	2008/sep/13	093L
591353	POPLAR	455.451	2012/jan/31	\$3,643.61	\$182.18	2008/sep/13	093L

Lions Gate Metals – Poplar Project

591404	POPLAR	456.586	2012/jan/31	\$3,652.69	\$182.63	2008/sep/15	093E
591405	POPLAR	475.474	2012/jan/31	\$3,803.79	\$190.19	2008/sep/15	093E
591406	POPLAR	475.512	2012/jan/31	\$3,804.10	\$190.20	2008/sep/15	093E
591407	POPLAR	19.015	2012/jan/31	\$152.12	\$7.61	2008/sep/15	093E
591408	POPLAR	475.589	2012/jan/31	\$3,804.71	\$190.24	2008/sep/15	093E
591409	POPLAR	475.748	2012/jan/31	\$3,805.98	\$190.30	2008/sep/15	093E
591417	POPLAR	475.836	2012/jan/31	\$3,806.69	\$190.33	2008/sep/15	093E
591418	POPLAR	418.726	2012/jan/31	\$3,349.81	\$167.49	2008/sep/15	093E
591419	POPLAR	475.961	2012/jan/31	\$3,807.69	\$190.38	2008/sep/15	093E
591422	POPLAR	476.065	2012/jan/31	\$3,808.52	\$190.43	2008/sep/15	093E
591503	POPLAR	457.226	2012/jan/31	\$3,657.81	\$182.89	2008/sep/17	093E
591513	POPLAR	228.555	2012/jan/31	\$1,828.44	\$91.42	2008/sep/17	093E
591514	POPLAR	476.198	2012/jan/31	\$3,809.58	\$190.48	2008/sep/17	093E
591515	POPLAR	38.111	2012/jan/31	\$304.89	\$15.24	2008/sep/17	093E
591516	POPLAR	476.201	2012/jan/31	\$3,809.61	\$190.48	2008/sep/17	093E
591518	POPLAR	476.344	2012/jan/31	\$3,810.75	\$190.54	2008/sep/17	093E
591519	POPLAR	476.252	2012/jan/31	\$3,810.02	\$190.50	2008/sep/17	093E
591520		438.265	2012/jan/31	\$3,506.12	\$175.31	2008/sep/17	093E
591521	POPLAR	303.490	2012/jan/31	\$2,427.92	\$121.40	2008/sep/17	093L
591526	POPLAR	455.272	2012/jan/31	\$3,642.18	\$182.11	2008/sep/17	093L
591528	POPLAR	455.468	2012/jan/31	\$3,643.74	\$182.19	2008/sep/17	093L
591529	POPLAR	455.451	2012/jan/31	\$3,643.61	\$182.18	2008/sep/17	093L
591530	POPLAR	455.282	2012/jan/31	\$3,642.26	\$182.11	2008/sep/17	093L
591532	POPLAR	436.237	2012/jan/31	\$3,489.90	\$174.49	2008/sep/17	093L
591534	POPLAR	474.174	2012/jan/31	\$3,793.39	\$189.67	2008/sep/17	093L
591535	POPLAR	474.196	2012/jan/31	\$3,793.57	\$189.68	2008/sep/17	093L
591536	POPLAR	474.414	2012/jan/31	\$3,795.31	\$189.77	2008/sep/17	093L
591537	POPLAR	474.411	2012/jan/31	\$3,795.29	\$189.76	2008/sep/17	093L
591538	POPLAR	455.422	2012/jan/31	\$3,643.38	\$182.17	2008/sep/17	093L
591564	POPLAR	474.649	2012/jan/31	\$3,797.19	\$189.86	2008/sep/18	093L
591565	POPLAR	455.643	2012/jan/31	\$3,645.14	\$182.26	2008/sep/18	093L
591747	POPLAR	474.643	2012/jan/31	\$3,797.14	\$189.86	2008/sep/22	093L
591749	POPLAR	474.791	2012/jan/31	\$3,798.33	\$189.92	2008/sep/22	093L
591754	POPLAR	475.026	2012/jan/31	\$3,800.21	\$190.01	2008/sep/22	093L
591755	POPLAR	437.240	2012/jan/31	\$3,497.92	\$174.90	2008/sep/22	093E
591756	POPLAR	474.883	2012/jan/31	\$3,799.06	\$189.95	2008/sep/22	093L
591757	POPLAR	474.875	2012/jan/31	\$3,799.00	\$189.95	2008/sep/22	093L
591758	POPLAR	455.910	2012/jan/31	\$3,647.28	\$182.36	2008/sep/22	093L
591759	POPLAR	475.116	2012/jan/31	\$3,800.93	\$190.05	2008/sep/22	093E
591760	POPLAR	475.103	2012/jan/31	\$3,800.82	\$190.04	2008/sep/22	093E
591761	POPLAR	475.191	2012/jan/31	\$3,801.53	\$190.08	2008/sep/22	093E
591763	POPLAR	474.852	2012/jan/31	\$3,798.82	\$189.94	2008/sep/22	093L
591764	POPLAR	455.821	2012/jan/31	\$3,646.57	\$182.33	2008/sep/22	093L
591768	POPLAR	474.907	2012/jan/31	\$3,799.26	\$189.96	2008/sep/22	093L
591771	POPLAR	418.050	2012/jan/31	\$3,344.40	\$167.22	2008/sep/22	093L

Lions Gate Metals – Poplar Project

591774	POPLAR	266.060	2012/jan/31	\$2,128.48	\$106.42	2008/sep/22	093L
591791	P	418.420	2012/jan/31	\$3,347.36	\$167.37	2008/sep/22	093E
591832	POPLAR	475.646	2012/jan/31	\$3,805.17	\$190.26	2008/sep/23	093E
591833	POPLAR	475.691	2012/jan/31	\$3,805.53	\$190.28	2008/sep/23	093E
591834	POPLAR	38.036	2012/jan/31	\$304.29	\$15.21	2008/sep/23	093E
619823	POP1	455.641	2012/jan/31	\$1,822.56	\$182.26	2009/aug/16	093L006
619824	POP2	455.660	2012/jan/31	\$1,822.64	\$182.26	2009/aug/16	093L006
619843	POPLAR	455.650	2012/jan/31	\$1,822.60	\$182.26	2009/aug/16	093L005
619844	POP6	436.639	2012/jan/31	\$1,746.56	\$174.66	2009/aug/16	093L005
619883	POP7	474.759	2012/jan/31	\$1,899.04	\$189.90	2009/aug/16	093L005
619903	POP8	189.960	2012/jan/31	\$759.84	\$75.98	2009/aug/16	093L005
619904	POP9	18.983	2012/jan/31	\$75.93	\$7.59	2009/aug/16	093L005
619905	POPLAR	19.000	2012/jan/31	\$76.00	\$7.60	2009/aug/16	093L005
619906	POP10	227.816	2012/jan/31	\$911.26	\$91.13	2009/aug/16	093L005
619924	POPLAR	456.140	2012/jan/31	\$1,824.56	\$182.46	2009/aug/16	093L006
629284	POPLAR	152.120	2012/jan/31	\$608.48	\$60.85	2009/sep/06	093E096
648927	POPLAR	475.652	2012/jan/31	\$1,902.61	\$190.26	2009/oct/08	093E095
648943	POPLAR	475.688	2012/jan/31	\$1,902.75	\$190.28	2009/oct/08	093E094,095
678303	POPLAR	455.856	2012/jan/31	\$1,823.42	\$182.34	2009/dec/02	093L006,007
678323	POPLAR	455.9912	2012/jan/31	\$1,823.96	\$182.40	2009/dec/02	093L006,007
678343	POPLAR	456.1398	2012/jan/31	\$1,824.56	\$182.46	2009/dec/02	093L006,007
679383	POPLAR	455.792	2012/jan/31	\$1,823.17	\$182.32	2009/dec/04	093L007
679386	POPLAR	456.0696	2012/jan/31	\$1,824.28	\$182.43	2009/dec/04	093L007
679387	POPLAR	456.3087	2012/jan/31	\$1,825.23	\$182.52	2009/dec/04	093E096
504728	pop	475.051	2013/jan/31	\$3,800.41	\$190.02	2005/jan/24	093L006
504732	pop2	57.020	2013/jan/31	\$456.16	\$22.81	2005/jan/24	093L006
504763	Popular A	94.984	2013/jan/31	\$759.87	\$37.99	2005/jan/25	093L006
504765	Popular B	304.127	2013/jan/31	\$2,433.02	\$121.65	2005/jan/25	093E096,093L006
505707	Popular 5	379.887	2013/jan/31	\$3,039.10	\$151.95	2005/feb/03	093L006
505711	Popular 6	341.874	2013/jan/31	\$2,734.99	\$136.75	2005/feb/03	093L006
505714	Popular 7	380.076	2013/jan/31	\$3,040.61	\$152.03	2005/feb/03	093E096,093L006
505717	Popular 8	323.202	2013/jan/31	\$2,585.62	\$129.28	2005/feb/03	093E096
505729	Popular 9	304.002	2013/jan/31	\$2,432.02	\$121.60	2005/feb/03	093L006
506385		893.116	2013/jan/31	\$7,144.93	\$357.25	2005/feb/09	093E096,093L006
507383		342.064	2013/jan/31	\$2,736.51	\$136.83	2005/feb/17	093L006
507393		227.980	2013/jan/31	\$1,823.84	\$91.19	2005/feb/17	093L006
513562		76.035	2013/jan/31	\$608.28	\$30.41	2005/may/30	093L006
532604	DUAL	38.060	2013/jan/31	\$304.48	\$15.22	2006/apr/19	093E
553746	NADINA	76.170	2013/jan/31	\$609.36	\$30.47	2007/mar/06	093E
558157	VALLEY	38.070	2013/jan/31	\$304.56	\$15.23	2007/may/06	093E
563694	TROJAN	76.130	2013/jan/31	\$609.04	\$30.45	2007/jul/27	093E095
572617	NAD 1	323.720	2013/jan/31	\$2,589.76	\$129.49	2007/dec/28	093E
588261		152.320	2013/jan/31	\$1,218.56	\$60.93	2008/jul/15	093E

Lions Gate Metals – Poplar Project

588267		95.200	2013/jan/31	\$761.60	\$38.08	2008/jul/15	093E
589018	POPLAR	380.280	2013/jan/31	\$3,042.24	\$152.11	2008/jul/29	093E
589025	POPLAR 2	399.420	2013/jan/31	\$3,195.36	\$159.77	2008/jul/29	093E
589030	POPLAR 3	76.100	2013/jan/31	\$608.80	\$30.44	2008/jul/29	093E
589035	POPLAR 4	209.290	2013/jan/31	\$1,674.32	\$83.72	2008/jul/29	093E
589036		38.040	2013/jan/31	\$304.32	\$15.22	2008/jul/29	093E
590167		323.810	2013/jan/31	\$2,590.48	\$129.52	2008/aug/19	093E
590495	TROY	114.190	2013/jan/31	\$913.52	\$45.68	2008/aug/28	093E095
590543	GATEWAY	76.130	2013/jan/31	\$609.04	\$30.45	2008/aug/29	093E095
591350	POPLAR	455.471	2013/jan/31	\$3,643.77	\$182.19	2008/sep/13	093L
591355	POPLAR	455.586	2013/jan/31	\$3,644.69	\$182.23	2008/sep/13	093L
591420	POPLAR	475.993	2013/jan/31	\$3,807.94	\$190.40	2008/sep/15	093E
591421	POPLAR	457.001	2013/jan/31	\$3,656.01	\$182.80	2008/sep/15	093E
591423	POPLAR	456.747	2013/jan/31	\$3,653.98	\$182.70	2008/sep/15	093E
591497	POPLAR	475.993	2013/jan/31	\$3,807.94	\$190.40	2008/sep/17	093E
591498	POPLAR	456.748	2013/jan/31	\$3,653.98	\$182.70	2008/sep/17	093E
591500	POPLAR	476.209	2013/jan/31	\$3,809.67	\$190.48	2008/sep/17	093E
591501	POPLAR	476.237	2013/jan/31	\$3,809.90	\$190.49	2008/sep/17	093E
591502	POPLAR	476.374	2013/jan/31	\$3,810.99	\$190.55	2008/sep/17	093E
591512	POPLAR	419.255	2013/jan/31	\$3,354.04	\$167.70	2008/sep/17	093E
591525	POPLAR	474.193	2013/jan/31	\$3,793.54	\$189.68	2008/sep/17	093L
591527		455.470	2013/jan/31	\$3,643.76	\$182.19	2008/sep/17	093L
591531	POPLAR	455.146	2013/jan/31	\$3,641.17	\$182.06	2008/sep/17	093L
591533	POPLAR	474.178	2013/jan/31	\$3,793.42	\$189.67	2008/sep/17	093L
591658	PPR	323.430	2013/jan/31	\$2,587.44	\$129.37	2008/sep/20	093E
591660	POP	476.000	2013/jan/31	\$3,808.00	\$190.40	2008/sep/20	093E
591661	POP 2	476.220	2013/jan/31	\$3,809.76	\$190.49	2008/sep/20	093E
591662	POP 3	476.230	2013/jan/31	\$3,809.84	\$190.49	2008/sep/20	093E
591762	POPLAR	475.347	2013/jan/31	\$3,802.78	\$190.14	2008/sep/22	093E
591779	POPLAR	475.323	2013/jan/31	\$3,802.58	\$190.13	2008/sep/22	093E
591782	POPLAR	475.434	2013/jan/31	\$3,803.47	\$190.17	2008/sep/22	093E
591785	POPLAR	456.469	2013/jan/31	\$3,651.75	\$182.59	2008/sep/22	093E
619825	POP3	455.673	2013/jan/31	\$3,645.38	\$182.27	2009/aug/16	093L006
619826	POP4	455.683	2013/jan/31	\$3,645.47	\$182.27	2009/aug/16	093L006
619827	POP5	455.694	2013/jan/31	\$3,645.56	\$182.28	2009/aug/16	093L005,006
619907	POPLAR	455.460	2013/jan/31	\$3,643.68	\$182.18	2009/aug/16	093L006
619923	POP11	455.592	2013/jan/31	\$3,644.74	\$182.24	2009/aug/16	093L006
619925	POP12	455.727	2013/jan/31	\$3,645.81	\$182.29	2009/aug/16	093L006
619926	POP13	455.861	2013/jan/31	\$3,646.89	\$182.34	2009/aug/16	093L006
619927	POPLAR	456.000	2013/jan/31	\$3,648.00	\$182.40	2009/aug/16	093L006
648925	POPLAR	476.540	2013/jan/31	\$3,812.32	\$190.62	2009/oct/08	093E086
648926	POPLAR	476.578	2013/jan/31	\$3,812.62	\$190.63	2009/oct/08	093E086
648944	POPLAR	475.675	2013/jan/31	\$3,805.40	\$190.27	2009/oct/08	093E095
675683	SCARLET1	455.0337	2013/jan/31	\$3,640.27	\$182.01	2009/nov/27	093L015,016
675684	SCARLET2	454.9009	2013/jan/31	\$3,639.21	\$181.96	2009/nov/27	093L015,016

678283	POPLAR	455.7212	2013/jan/31	\$3,645.77	\$182.29	2009/dec/02	093L006,007
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Claims subject to option agreement dated April 29, 2009 between Lions Gate Metals and John Bot of Quesnel BC.

Tenure Number	Tenure Type	Claim Name	Owner	Map Number	Good To Date	Status	Area
532604	Mineral	DUAL	200226 (100%)	093E	2013/jan/31	GOOD	38.1
553746	Mineral	NADINA	200226 (100%)	093E	2013/jan/31	GOOD	76.2
558157	Mineral	VALLEY	200226 (100%)	093E	2013/jan/31	GOOD	38.1
572617	Mineral	NAD 1	200226 (100%)	093E	2013/jan/31	GOOD	323.7
588261	Mineral		200226 (100%)	093E	2013/jan/31	GOOD	152.3
588267	Mineral		200226 (100%)	093E	2013/jan/31	GOOD	95.2
589018	Mineral	POPLAR	200226 (100%)	093E	2013/jan/31	GOOD	380.3
589025	Mineral	POPLAR 2	200226 (100%)	093E	2013/jan/31	GOOD	399.4
589030	Mineral	POPLAR 3	200226 (100%)	093E	2013/jan/31	GOOD	76.1
589035	Mineral	POPLAR 4	200226 (100%)	093E	2013/jan/31	GOOD	209.3
589036	Mineral		200226 (100%)	093E	2013/jan/31	GOOD	38.0
590167	Mineral		200226 (100%)	093E	2013/jan/31	GOOD	323.8
591658	Mineral	PPR	200226 (100%)	093E	2013/jan/31	GOOD	323.4
591660	Mineral	POP	200226 (100%)	093E	2013/jan/31	GOOD	476.0
591661	Mineral	POP 2	200226 (100%)	093E	2013/jan/31	GOOD	476.2
591662	Mineral	POP 3	200226 (100%)	093E	2013/jan/31	GOOD	476.2

Claims subject to option agreement dated May 25, 2009 between Lions Gate Metals and Ms. Patti Walker.

Tenure Number	Tenure Type	Claim Name	Owner	Map Number	Good To Date	Status	Area
563694	Mineral	TROJAN	200226 (100%)	093E	2013/jan/31	GOOD	76.1
590495	Mineral	TROY	200226 (100%)	093E	2013/jan/31	GOOD	114.2
590543	Mineral	GATEWAY	200226 (100%)	093E	2013/jan/31	GOOD	76.1

On July, 2011 the total area covered by mineral claims owned or under option to Lions Gate Metals around the Poplar deposit covered a surface area of approximately 63,386 hectares.

APPENDIX 2 – LISTING OF DRILL HOLES

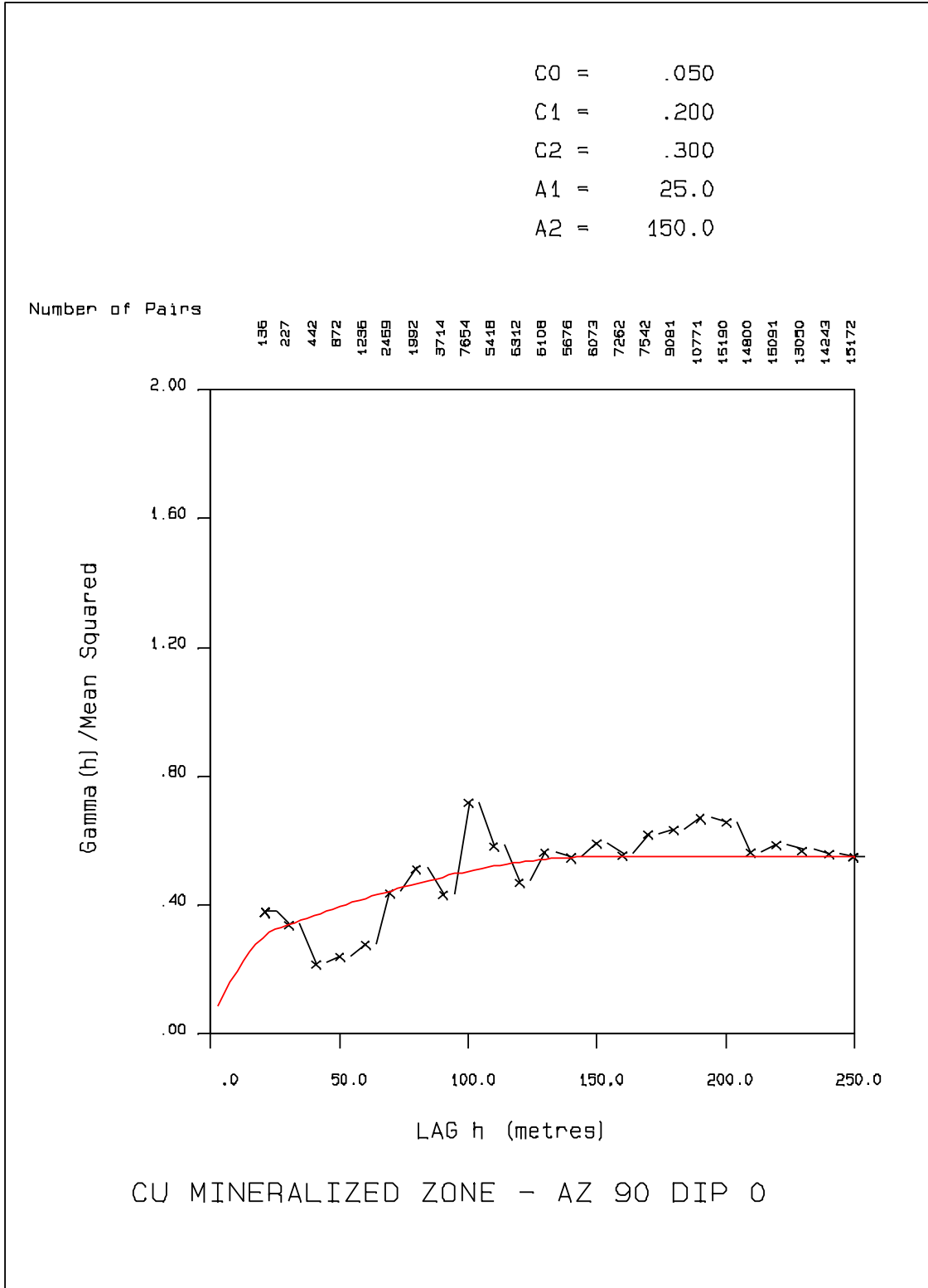
HOLES USED IN THE RESOURCE ESTIMATED ARE HIGHLIGHTED

HOLE	EASTING	NORTHING	ELEVATION	HOLE LENGTH (m)
91-02	634923.00	5986570.00	985.00	100.30
91-03	634914.00	5986658.00	1004.00	98.80
91-04	631853.00	5986902.00	890.00	99.80
91-05	631851.00	5986832.00	891.00	99.90
91-06	631952.00	5986832.00	899.00	99.90
91-07	631936.00	5986689.00	902.00	101.80
91-08	631972.00	5986602.00	885.00	100.30
91-09	631829.00	5986575.00	882.00	100.30
91-10	631808.00	5986662.00	905.00	99.90
91-11	631649.00	5986958.00	892.00	100.00
91-12	631627.00	5986861.00	904.00	100.00
91-13	631676.00	5986598.00	891.00	99.90
PC-01	631627.00	5986754.00	909.00	300.80
PC-02	631747.00	5986762.00	904.00	285.60
PC-03	631393.00	5986737.00	921.00	153.30
PC-04	631618.00	5987000.00	903.00	197.20
PC-05	632006.00	5986747.00	907.00	179.20
PC-06	632095.00	5986573.00	881.00	172.50
PC-07	631895.00	5986959.00	896.00	229.20
PC-08	631589.00	5987160.00	920.00	153.00
PC-09	631980.00	5987158.00	912.00	200.60
PC-10	631799.00	5987155.00	887.00	191.40
PC-11	632106.00	5986952.00	920.00	188.40
PC-12	631671.00	5986948.00	904.00	230.70
PC-13	632008.00	5987052.00	918.00	160.90
PC-14	631406.00	5986968.00	912.00	153.90
PC-15	631702.00	5986656.00	909.00	152.70
PC-16	632802.00	5986568.00	902.00	260.90
PC-17	632607.00	5986504.00	878.00	230.70
PC-18	632601.00	5986687.00	894.00	191.10
PC-19	632310.00	5986949.00	919.00	188.10
PC-20	632187.00	5987159.00	903.00	200.30

PC-21	631889.00	5987056.00	907.00	227.70
PC-22	631903.00	5986857.00	897.00	184.10
PC-23	631688.00	5986851.00	899.00	206.40
PC-24	631478.00	5986839.00	926.00	214.60
PC-25	631791.00	5987065.00	893.00	196.90
PC-26	632807.00	5986389.00	886.00	185.30
PC-27	631540.00	5986765.00	907.00	303.90
PC-28	631375.00	5986843.00	929.00	306.60
PC-29	631566.00	5986829.00	916.00	239.60
PC-30	631583.00	5986953.00	898.00	260.90
PC-31	631902.00	5986762.00	896.00	252.10
PC-32	632050.00	5986866.00	898.00	257.30
PC-33	632399.00	5986977.00	904.00	370.00
PC-34	632252.00	5986869.00	895.00	367.90
PC-35	632598.00	5986978.00	923.00	608.70
PC-36	632591.00	5987289.00	933.00	185.00
PC-37	634729.00	5987252.00	1052.00	119.50
PC-39	632488.00	5986871.00	912.00	191.10
PC-40	631506.00	5987051.00	926.00	169.80
PC-41	632312.00	5987047.00	918.00	300.80
PC-42	632486.00	5987076.00	907.00	287.60
PC-43	631945.00	5986965.00	903.00	303.90
PC-44	631765.00	5986658.00	905.00	306.90
PC-45	632196.00	5986976.00	906.00	337.40
PC-46	631683.00	5986754.00	900.00	306.90
PC-47	631688.00	5986851.00	899.00	319.10
PC-48	631774.00	5986843.00	890.00	151.20
PC-49	631792.00	5987069.00	893.00	303.90
PC-50	631796.00	5986963.00	905.00	180.40
PC-51	631446.00	5986970.00	905.00	374.00
PC-52	631537.00	5986915.00	909.00	300.80
PC-53	631667.00	5987067.00	883.00	200.30
PC-54	631420.00	5986750.00	920.00	201.20
PC-55	631803.00	5986743.00	889.00	215.50
PC-56	632500.00	5986873.00	899.00	309.70
PC-57	632499.00	5986970.00	908.00	456.30
PC-58	632395.00	5987171.00	906.00	306.90
PC-59	632106.00	5987057.00	915.00	361.80
PC-60	632219.00	5986763.00	897.00	331.30
PC-61	632141.00	5986860.00	906.00	312.70

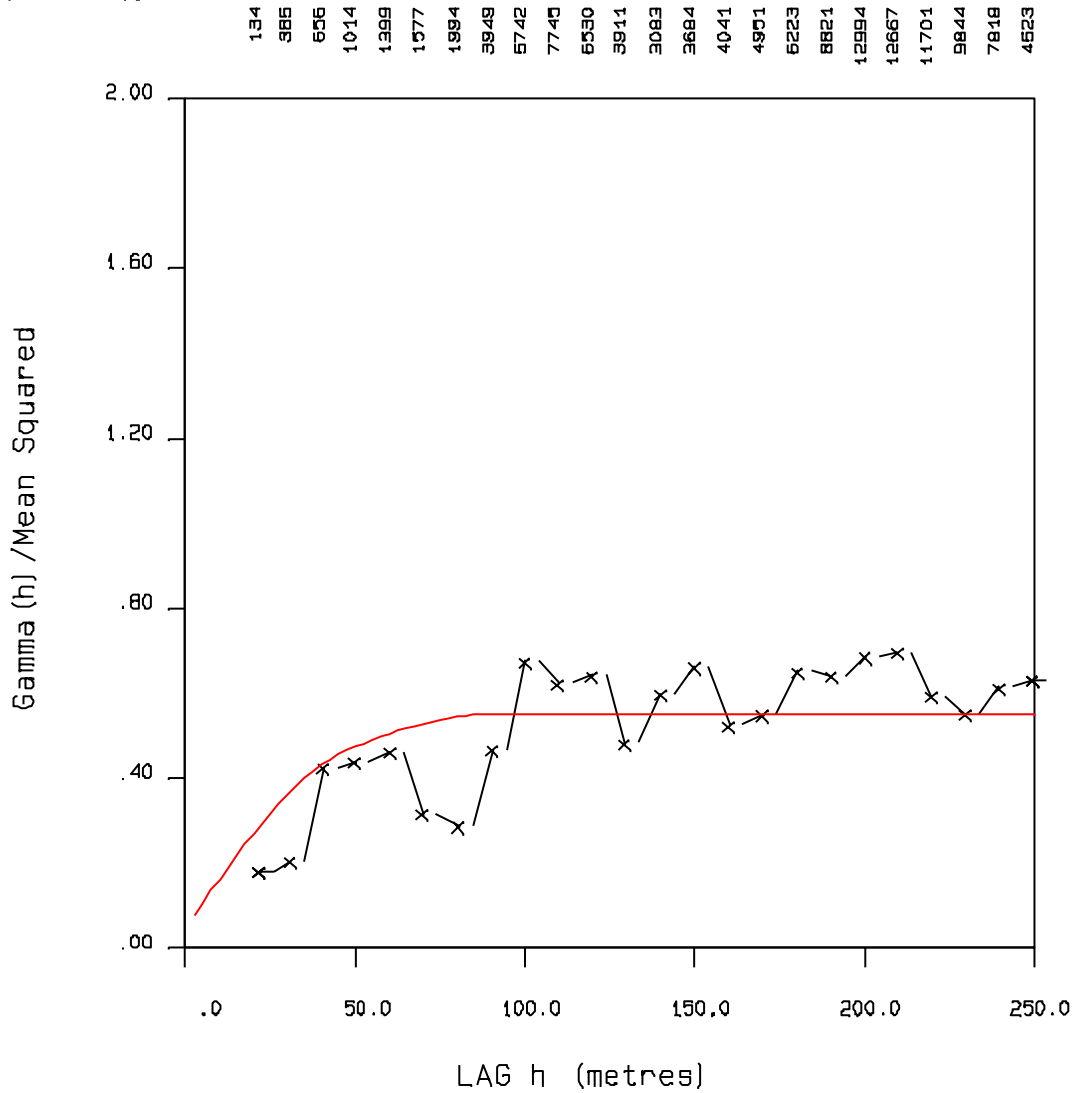
PC-62	632227.00	5986573.00	875.00	238.70
PC-63	631461.00	5986651.00	915.00	278.30
PC-64	630897.00	5986597.00	983.00	203.30
PC-65	631796.00	5986963.00	905.00	349.60
PC-66	632690.00	5986970.00	924.00	303.90
PC-67	632586.00	5987078.00	934.00	294.80
PC-68	632420.00	5987066.00	906.00	310.00
PC-69	632099.00	5986867.00	903.00	337.10
PC-70	632105.00	5986772.00	888.00	306.70
PC-71	632491.00	5987170.00	909.00	218.20
PC-72	632490.00	5987170.00	910.00	309.60
PC-73	632596.00	5986877.00	905.00	328.00
05-74	631912.00	5986899.00	898.00	190.50
05-75	631578.00	5986758.00	908.00	200.90
05-77	631647.00	5986962.00	893.00	200.30
05-78	631498.00	5987065.00	912.00	197.20
05-79	631456.00	5987023.00	910.00	154.50
05-81	631446.00	5986750.00	918.00	163.70
05-82	631620.00	5986742.00	898.00	199.70
05-83	631565.00	5986810.00	899.00	203.30
11-PC-84	631954.00	5986925.00	890.00	465.10
11-PC-85	632036.00	5986973.00	904.00	459.33
11-PC-86	631562.00	5986870.00	904.00	355.70
11-PC-87	631560.00	5986875.00	919.00	279.50
11-PC-88	631606.00	5986750.00	907.00	502.00
11-PC-89	631465.00	5986801.00	941.00	401.42
11-PC-90	631695.00	5986877.00	902.00	599.54
11-PC-91	631887.00	5986588.00	872.00	300.84
11-PC-92	632097.00	5987112.00	913.00	502.00
11-PC-93	632298.00	5987190.00	912.00	502.00
11-PC-94	632499.00	5987211.00	910.00	300.84
11-PC-95	632100.00	5987400.00	912.00	599.54
11-PC-96	632750.00	5986800.00	923.00	300.89

APPENDIX 3 – SEMIVARIOGRAMS



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 C2 = .300
 A1 = 46.0
 A2 = 90.0

Number of Pairs

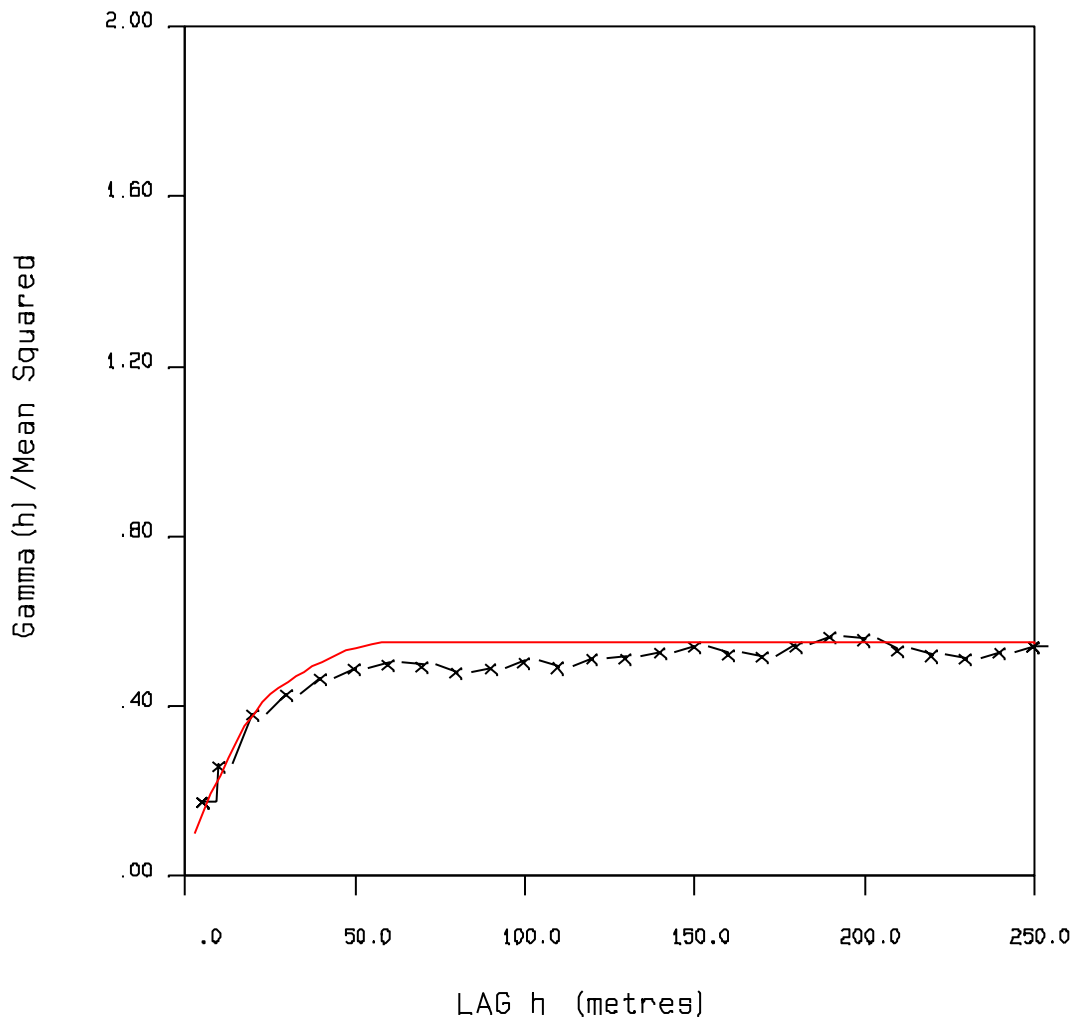


CU MINERALIZED ZONE - AZ 0 DIP 0

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 C1 = .200
 C2 = .300
 A1 = 25.0
 A2 = 60.0

Number of Pairs

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 3729
 3510
 3437
 3273
 3111
 3055
 2912
 2841
 2785
 2772
 2755
 2612
 2444
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 2270
 2279
 2169
 2074
 1954
 1905
 1783
 1727
 1649
 1618
 1545

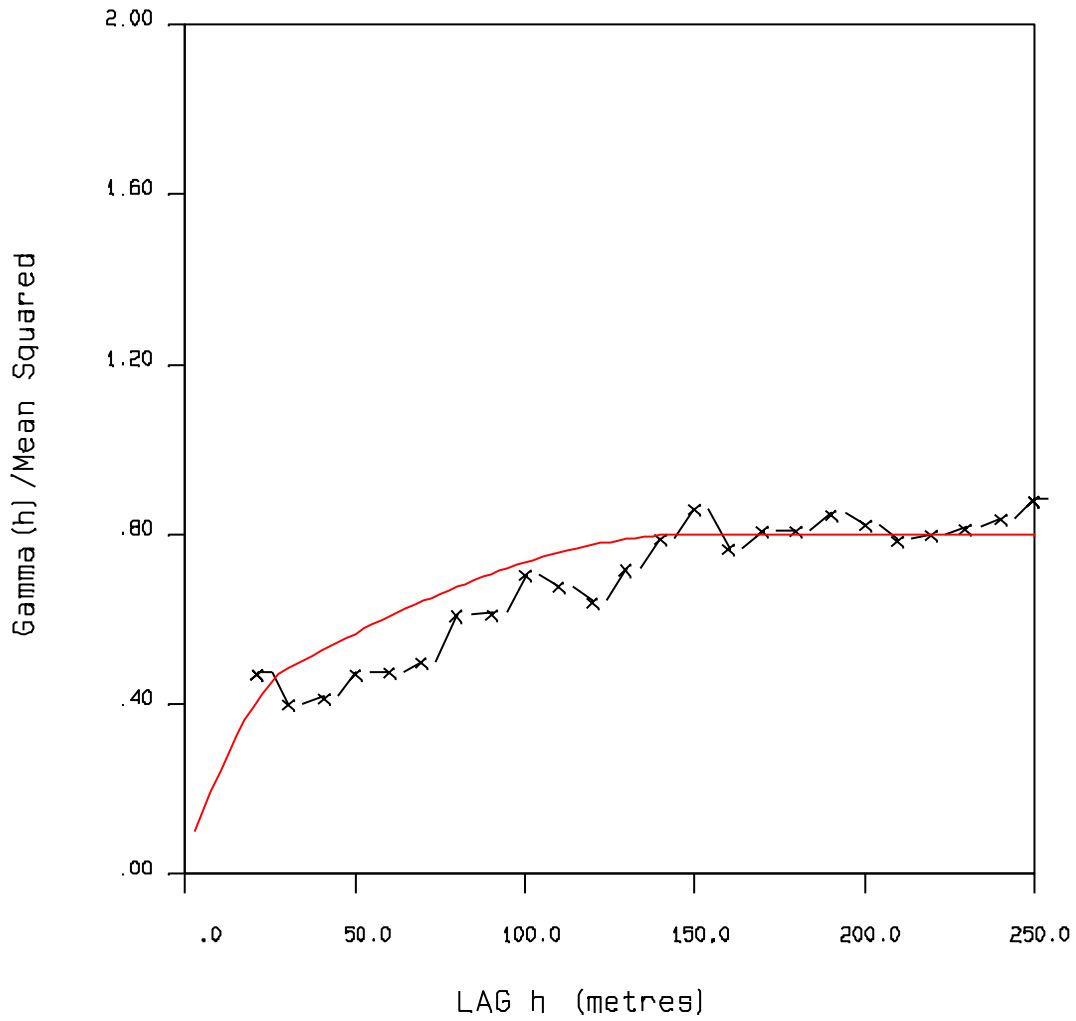


CU MINERALIZED ZONE - AZ 0 DIP -90

C0 = .050
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 C2 = .450
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 A2 = 150.0

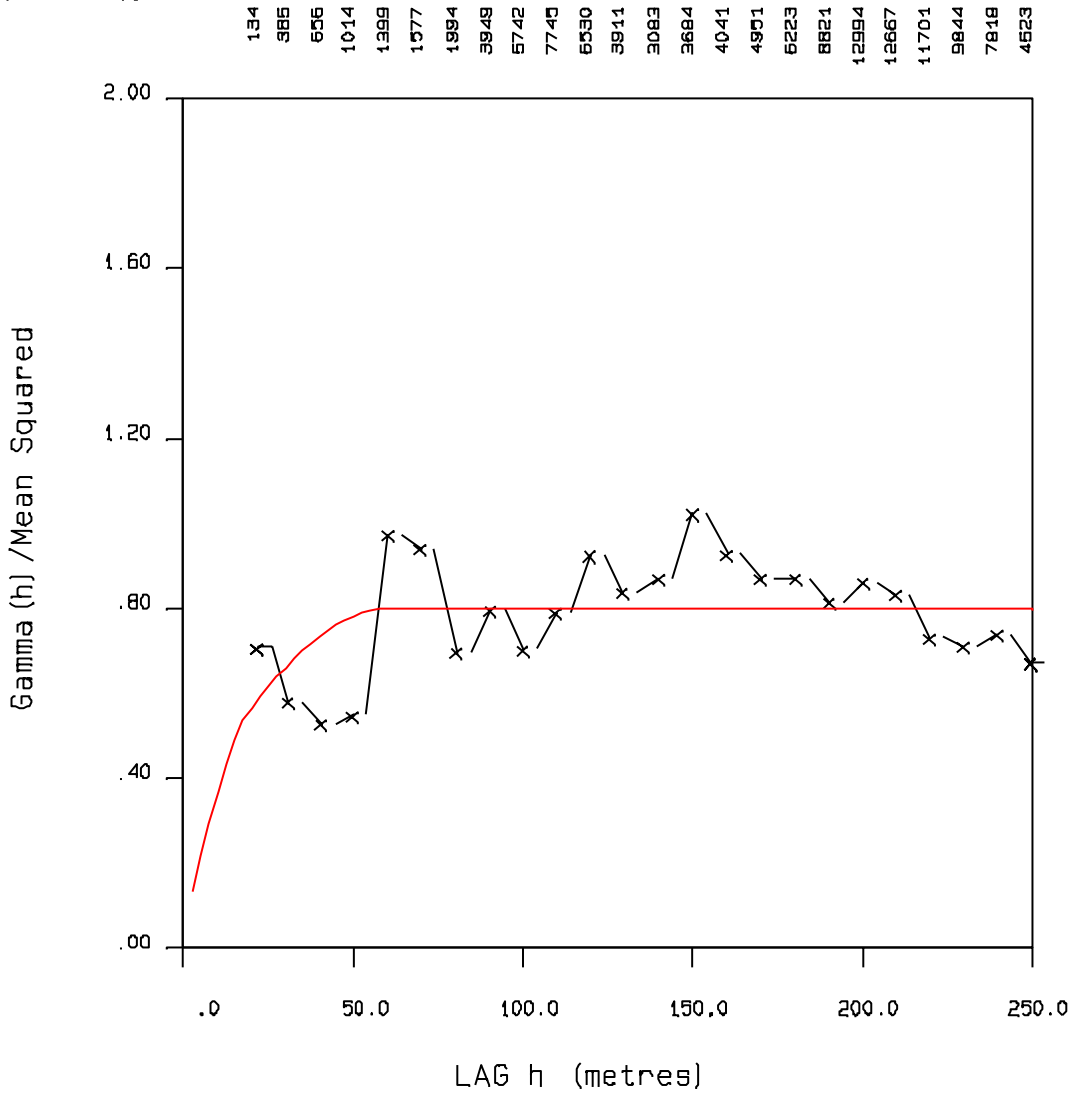
Number of Pairs

136 227 442 872 1296 2469 1992 3714 7654 5418 6912 6108 6676 6073 7262 7542 9081 10771 15190 14800 15091 13050 14243 15172



C0 = .050
 C1 = .300
 C2 = .450
 A1 = 20.0
 A2 = 60.0

Number of Pairs

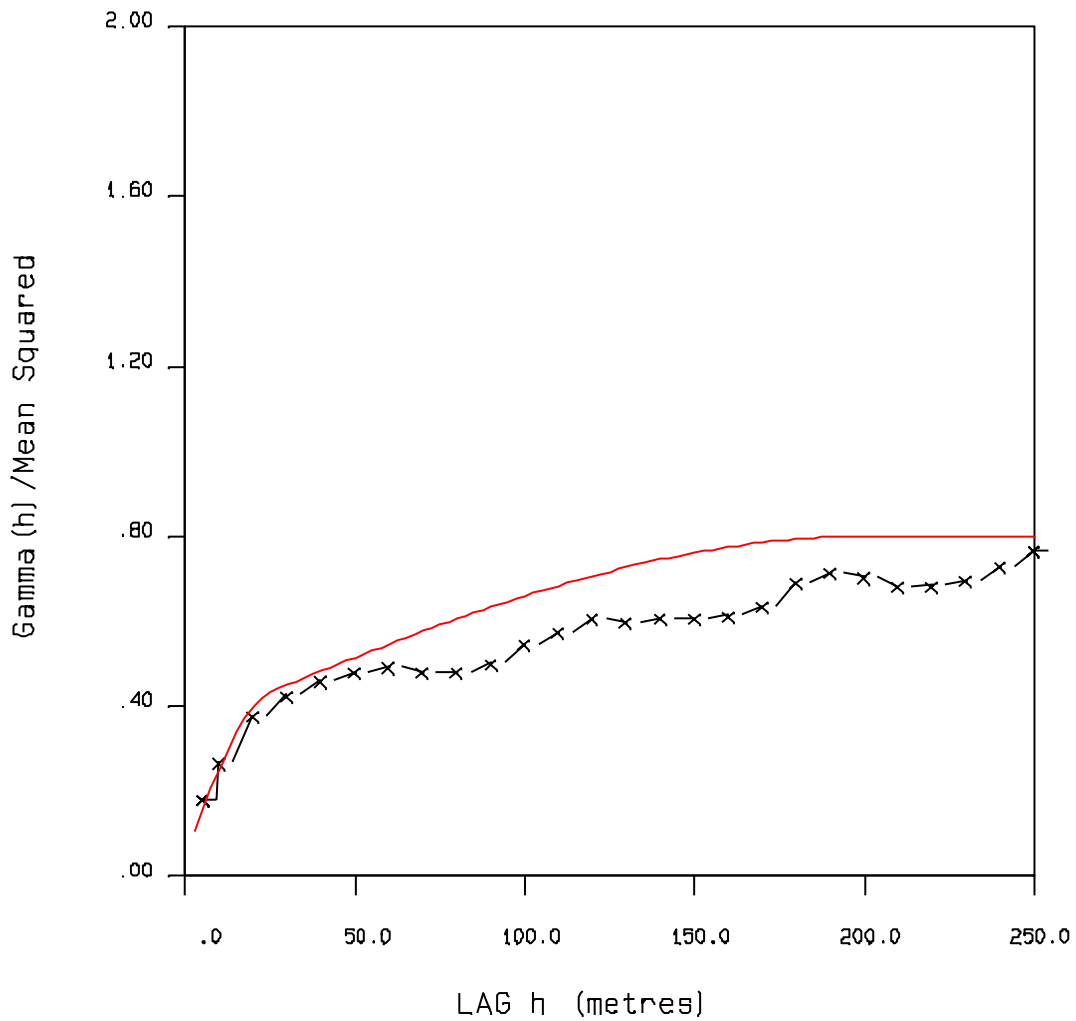


MO MINERALIZED ZONE - AZ 0 DIP 0

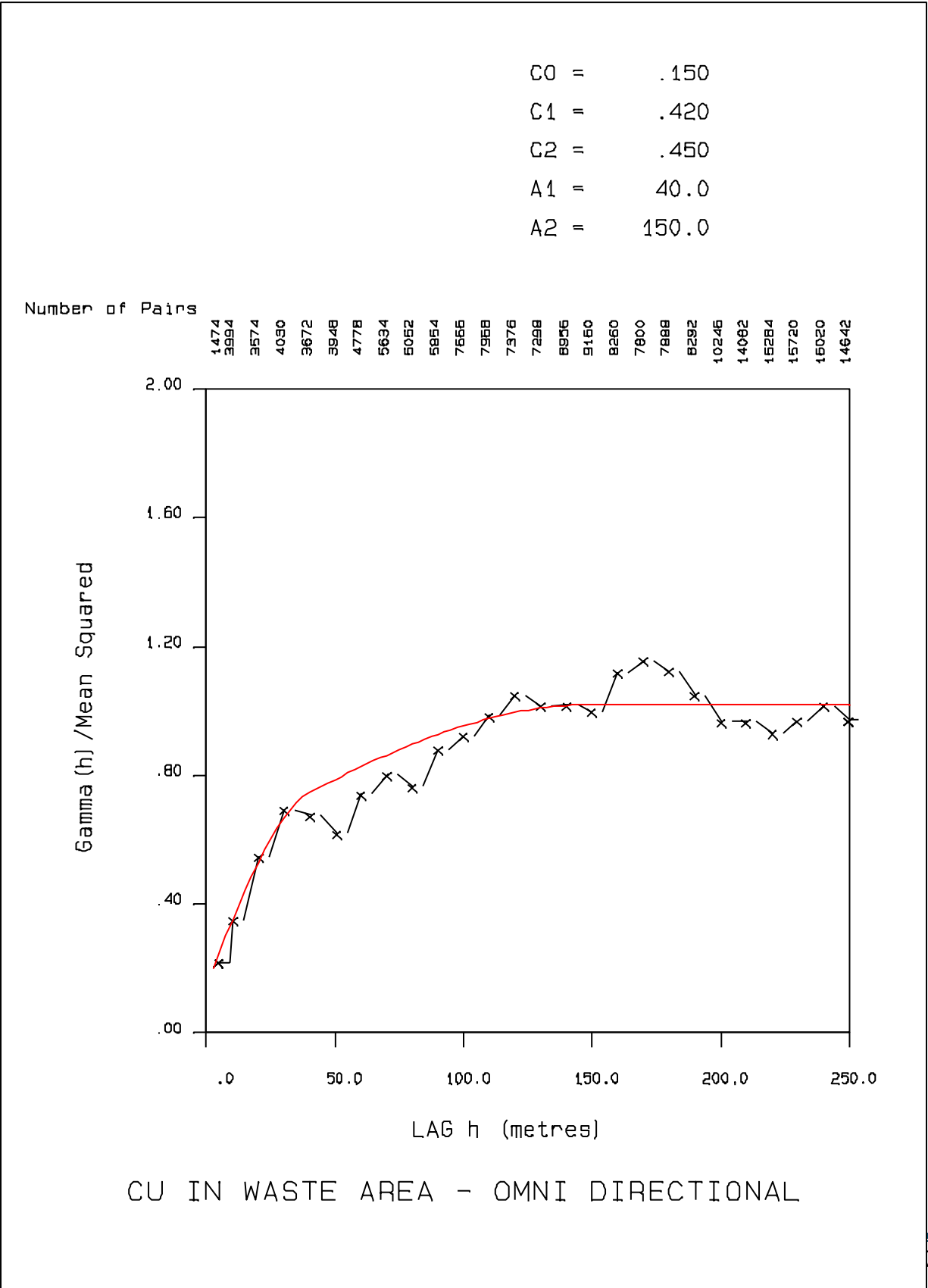
C0 = .050
 C1 = .300
 C2 = .450
 A1 = 25.0
 A2 = 200.0

Number of Pairs

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 3437
 3273
 3111
 3055
 2912
 2841
 2785
 2772
 2755
 2612
 2444
 2283
 2270
 2279
 2169
 2074
 1954
 1905
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 1649
 1618
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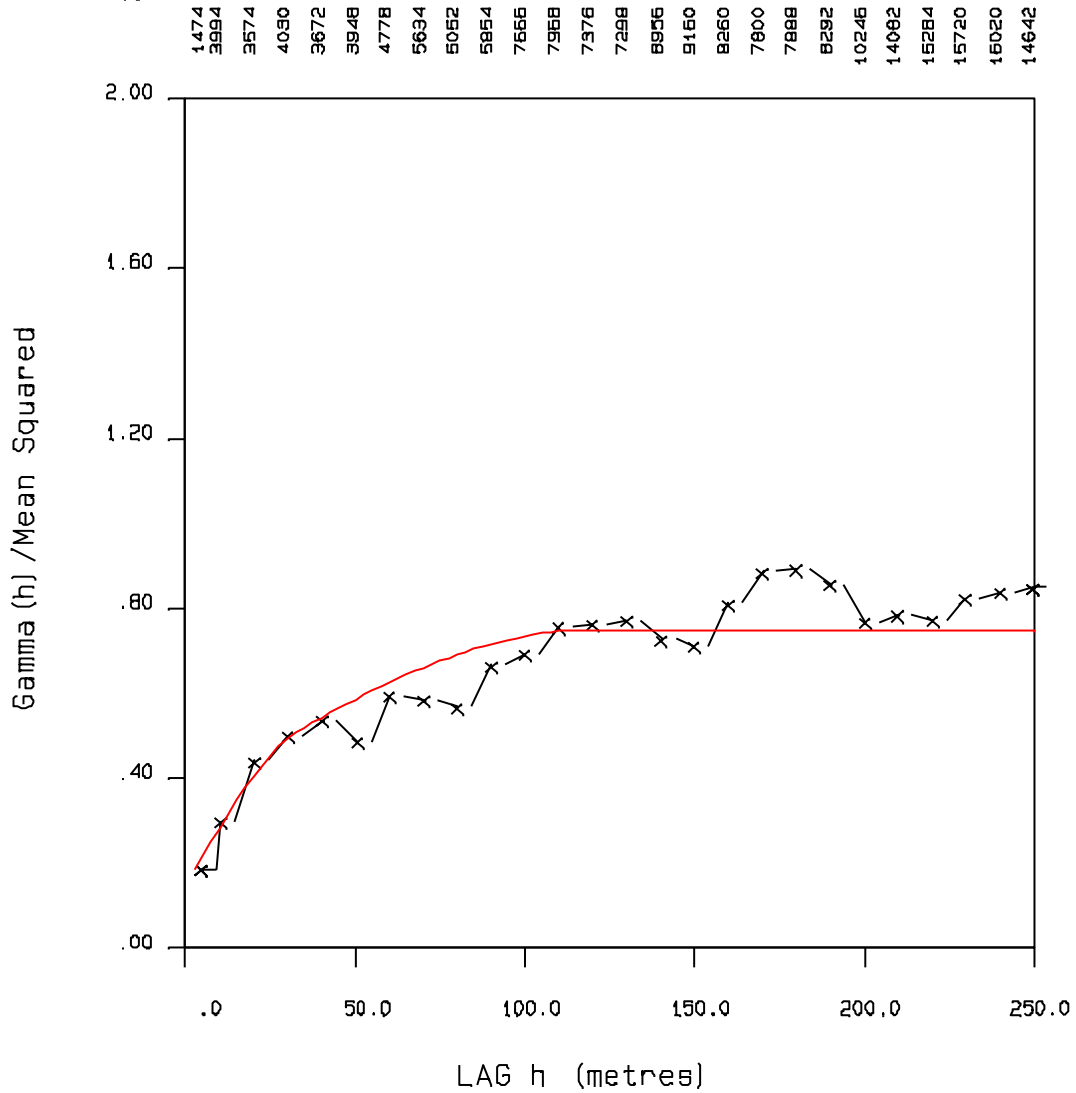


MO MINERALIZED ZONE - AZ 0 DIP -90



C0 = .150
 C1 = .200
 C2 = .400
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 A2 = 120.0

Number of Pairs



MO IN WASTE - OMNI DIRECTIONAL