Annual Information Form

For the year ended October 31, 2013

Issued January 15, 2014

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1.0 PRELIMINARY INFORMATION

In this Annual Information Form (the "AIF"), Stockport Exploration Inc. (formerly "Linear Metals Corporation"), together with its subsidiaries, as the context requires, is referred to as "Stockport", the "Company" or the "Issuer". All information contained herein is as at January 15, 2014, unless otherwise stated.

1.1 Financial Statements and Other Documents Incorporated by Reference

This AIF should be read in conjunction with the Company's consolidated financial statements and management's discussion and analysis for the 12 months ended October 31, 2013. The financial statements and management's discussion and analysis are available at www.stockportexploration.com and under the Company's profile on the SEDAR website at www.sedar.com. All financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS").

Incorporated by reference into this Annual Information Form are the following technical reports, which have been filed on the SEDAR website at www.sedar.com:

- KM61 Technical Report - Scott Wilson Roscoe Postle Associates Inc. Technical Report dated and filed on SEDAR on January 22, 2009.
- Seymour Lake Technical Report, prepared by Matthew Ian Rees, P. Geo., dated April 5, 2010 and filed on SEDAR on April 14, 2010 and an amended Technical Report dated September 1, 2010 and filed on SEDAR on September 17, 2010.

1.2 Currency

All sums of money which are referred to in this AIF are expressed in lawful money of Canada, unless otherwise specified.

1.3 Disclosure Regarding Forward-Looking Statements

Certain of the statements that are not historical facts contained in this AIF (and the other disclosure documentation of Stockport such as its annual and quarterly reporting to shareholders) are forward-looking statements that involve risks and uncertainties that could cause actual events or results to differ materially from estimated or anticipated events or results reflected in the forward-looking statements. Such forward-looking statements include, among other things, statements regarding targets, estimates and/or assumptions in respect of reserves and/or resources, and are or may be based on assumptions and/or estimates related to future economic, market and other conditions. Factors that could cause actual results, developments or events to differ materially from those anticipated include, among others, the factors described or referred to under "Business of the Corporation – Risk Factors" herein and include unanticipated and/or unusual events. Most of such factors are beyond Stockport's ability to control or predict.

Actual results may differ materially from those anticipated. Readers are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty therein. Stockport disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise.

1.4 National Instrument 43-101 – Standards of Disclosure for Mineral Projects

National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101") issued by the Canadian Securities Administrators (the "CSA") requires, among other things, that issuers ensure that all written disclosure of a scientific or technical nature, other than a news release, concerning a mineral project on a property material to the issuer identifies and discloses the relationship to the issuer of the qualified person who prepared or supervised the preparation of the technical report or other information that forms the basis for the written disclosure. A "qualified person" for purposes of NI 43-101 means an individual who is an engineer or geoscientist with at least five years of experience in mineral exploration, mine development or operation and/or

mineral project assessment, has experience relevant to the subject matter of the disclosure and is a member in good standing of a specified professional association.

Unless otherwise noted, Peter Webster, P. Geo., of Mercator Geological Services Limited is the qualified person responsible for the preparation of technical information included in this report.

2.0 CORPORATE STRUCTURE

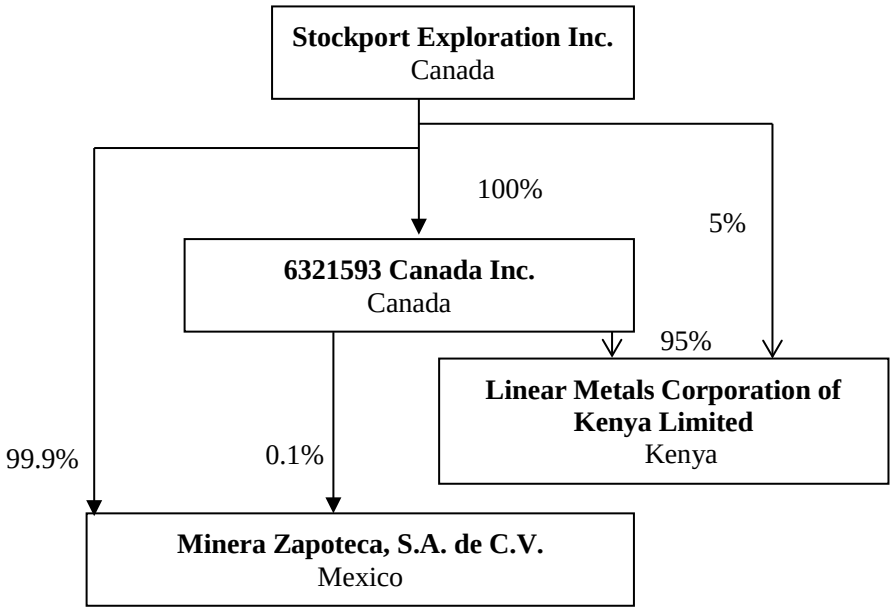
2.1 Name, Address and Incorporation

The Issuer was incorporated as Linear Metals Corporation under the *Canada Business Corporations Act* by Articles of Incorporation effective November 17, 2004. On April 24, 2012, Linear Metals Corporation changed its name to Stockport Exploration Inc.

Stockport's head and registered office is located at Suite 2001, 1969 Upper Water Street, Halifax, Nova Scotia, B3J 3R7 (telephone: (902) 482-1420; fax: (902) 491-4281; Email: info@stockportexploration.com; website: www.stockportexploration.com).

2.2 Inter-corporate Relationships

The following chart describes the relationship amongst Stockport and its material subsidiaries, including the percentage of voting securities of the subsidiary owned by Stockport and the jurisdiction of the subsidiary:



3.0 BUSINESS OF THE CORPORATION

Stockport is a junior exploration company listed on the TSX Exchange. The Corporation is in the process of exploring its mineral properties and has not yet determined whether these properties contain ore reserves that are economically recoverable. The Company owns or controls an interest in five mineral properties, including the Nyanza and Sotik properties in Kenya, the KM61 and Seymour Lake properties in Canada, and the La Morena property in Mexico.

Stockport initiated a shift in its strategic focus in February 2011 by entering into an agreement to earn an 80% interest in an initial three mineral exploration licenses covering numerous gold and base metal targets hosted in

the Migori Greenstone Belt of southwestern Kenya. Stockport has since increased its property package to approximately 2,000 square kilometres ("km²") (200,000 hectares) along the Migori Greenstone Belt, including approximately 900 km² where the Company has received preliminary license approval as of the date of this report. Within Stockport's Kenyan holdings, 661 km² (the Sotik Project) fall outside of the earn-in joint venture agreement (see section 3.1) and are 100% owned by Stockport. Stockport's Kenyan properties have become the core asset and primary focus of the Company.

Stockport's other significant asset is the KM61 project, which is host to a NI 43-101 compliant molybdenum-copper-silver resource. While the Company believes that the long-term prospects for molybdenum prices and the KM61 project remain positive, Stockport has not incurred any significant expenditures on the project since fiscal 2009.

Stockport also holds a 100% interest in the Seymour Lake lithium-tantalum-beryllium property in Ontario, Canada and the La Morena copper-silver property located in the state of Coahuila, Mexico. The Company did not incur any significant expenditures on these projects during fiscal 2013.

The Company expects to focus its exploration efforts on its large Kenya property package for the foreseeable future. The overall level of exploration expenditures for fiscal 2013 and beyond will be dependent on the Company's success in advancing the properties and raising additional financing.

3.1 Three-Year History

On February 9, 2011, the Company reached an agreement with East African Pure Gold Limited ("EAPG") and B&M Mining Company Limited ("B&M") to earn an interest in an initial three mineral exploration licenses located in southwest Kenya (the "Nyanza Project"). Under the terms of the agreement, the Company can earn an 80% interest in the licenses and agreed area of interest by incurring exploration expenditures of US$4.0 million and making cash payments to EAPG and B&M totalling US$300,000. Stockport can increase its interest in these licenses to up to 95% should EAPG and B&M choose for Stockport to fund certain expenditures beyond Stockport's initial US$4.0 million earn-in (see section 4.1).

In 2009, as a result of challenging market conditions, the Company reduced its staff levels and suspended its exploration activities from January to August 2009. During the year ended October 31, 2008, Stockport incurred resource property expenditures of $10.5 million, with approximately 64% of the expenditures incurred on the Company's KM61 project, leading to an initial NI 43-101 compliant resource estimate announced in December 2008. During the years ended October 31, 2009 and 2010, the Company incurred exploration expenditures of $1.0 million and $0.5 million respectively. Exploration was focused on the Company's KM61 and Seymour Lake projects during fiscal 2009, while the majority of expenditures were incurred on the Company's La Morena project during fiscal 2010. Exploration expenditures of $1.7 million were incurred in fiscal 2011 on the La Morena and Kenyan projects, while exploration expenditures of $1.5 million were incurred primarily on the Kenyan project in fiscal 2012. Also during 2012, the Company recognized an impairment of $4.4 million on the KM61 property. During fiscal 2013, exploration expenditures of $0.35 million were incurred primarily on the Kenyan and Mexican properties.

On February 24, 2011, the Company completed a non-brokered private placement of 3,333,333 common shares at a price of $0.30 per share, for aggregate gross proceeds of $1.0 million. Directors and officers of the Company subscribed for 1,666,666 common shares pursuant to this private placement.

On October 28, 2011, the Company completed a private placement financing of 6 million units at a price of $0.25 per unit, for aggregate gross proceeds of $1.5 million. Each unit consisted of one common share and one-half of one common share purchase warrant. Each whole warrant entitles the holder to acquire one common share at a price of $0.35 until October 28, 2013. The expiry of the warrants may be accelerated by the Company if the Company's shares trade above $0.50 for twenty consecutive trading days. Directors and officers of the Company subscribed for 350,000 units pursuant to this private placement.

During December 2011, the Company issued 949,658 common shares to African Queen Mines Limited ("AQ") in connection with a settlement agreement. The agreement related to confirmation of B&M's interest to certain mineral claims within the Nyanza Project and included the acquisition of certain project-related data by the Company.

On June 15, 2012, the Company completed a non-brokered private placement financing of 11 million common shares priced at $0.10 per share, for total gross proceeds of $1.1 million. In connection with the financing, 350,000 shares of the Company were issued as finders' fees, valued at $35,000. Other share issuance costs of the financing totalled $9,969, consisting of professional fees and regulatory costs. Directors and officers of the Company subscribed for 1.75 million common shares pursuant to the private placement.

On March 14, 2013, the Company completed a non-brokered private placement financing of 5.2 million common shares at $0.10 per share, for total gross proceeds of $519,716. In connection with the financing, 351,406 common shares of the Company were issued as finders' fees, valued at $35,141. Additional share issuance costs to complete the financing were $14,902, consisting of professional fees, regulatory costs, and a 7% finders' fee valued at $1,240. A director of the Company subscribed for 1,004,016 common shares pursuant to the private placement.

On October 31, 2013, the Company completed a non-brokered private placement financing of 1,196 units at a price of $1,001 per unit, for aggregate gross proceeds of $1,197,196. Issuance costs to complete the financing were $125,069, consisting of professional fees and a finders' commission in the amount of up to 7% of the gross proceeds, valued at $83,804, 4% of which is payable in shares based on a value of $0.10 per share. Net proceeds of the private placement will be used to fund a two-phased exploration and potential surface gold recovery program at license SPL 214 on the Nyanza Project.

3.2 Risk Factors

Stockport's financial success will be dependent upon the extent to which it can discover mineralization on its existing properties and/or future property acquisitions and the economic viability of developing such properties. Such development may take years to complete, and the amount of resulting income, if any, is difficult to determine with any certainty. The primary focus of Stockport's resources is currently on the exploration of the property located in Kenya, more particularly described under "*Description of Mineral Properties"*.

In light of the Company's financial constraints, management maintains cost management strategies to minimize the Company's day to day cash operating costs. The Company's priority is to advance exploration activities and/or acquire new mineral projects while maintaining legal title to its key mineral properties. Management is evaluating alternatives to secure additional financing so that the Company can continue to operate as a going concern. Nevertheless, there is no assurance that these initiatives will be successful or sufficient, and there remains significant uncertainty as to the ability of the Company to continue operating as a going concern. Failure to continue to operate as a going concern could result in the loss of its interest in its resource properties and/or the indefinite suspension of its exploration activities.

Stockport's properties are in the early stages of exploration. Any development of these properties will only follow upon obtaining satisfactory exploration results and the scrutiny of technical and feasibility reports. The exploration for and the development of mineral properties includes significant financial risks, which even a combination of careful evaluation, experience and knowledge cannot eliminate. While the discovery of an orebody may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish ore reserves by drilling, to construct mining and processing facilities at the site, to develop metallurgical processes and facilities, to extract metals from the ore, and to obtain all requisite governmental permits and approvals.

Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, including regulations

relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, and environmental protection. The exact effect of these factors cannot be accurately predicted, but a combination of these factors may result in Stockport not receiving an adequate return on invested capital. In addition, assuming the discovery of an economic orebody, depending on the type of mining operation involved, several years usually elapse from the initial phase of drilling until commercial operations are commenced.

Stockport's revenues, if any, are expected to be in large part derived from the mining and/or the sale of various metals or interests related. The market price of metals and other commodities are affected by a number of factors beyond the control of Stockport, including market fluctuations, technology, infrastructure, government regulations, and environmental protection. The price of commodities have fluctuated widely, particularly in recent years, and are affected by numerous factors beyond Stockport's control, including international economic and political trends, global or regional consumptive patterns, speculative activities and increased production due to new mine developments and improved mining, production and extraction methods. The effect of these factors on commodity prices, and therefore the economic viability of Stockport's properties, cannot be predicted.

Stockport's properties are currently under exploration and, as a result, Stockport has no material source of funding other than its existing working capital or through the sale of additional shares in the Company. Stockport has limited financial resources beyond its existing working capital, and there is no assurance that additional funding will be available to allow Stockport to explore its existing exploration properties and/or acquire new properties. Failure to obtain additional funding could result in delay or indefinite postponement of further exploration and the possible partial or total loss of Stockport's interest in certain properties.

The mining industry is intensely competitive in all of its phases, and Stockport competes with many companies possessing greater financial resources and technical facilities than the Company. Competition in the mining business could adversely affect Stockport's ability to acquire suitable properties or prospects for mineral exploration in the future on terms it considers acceptable.

The mineral industry is subject to, among other things: 1) government regulations with respect to such matters as environmental protection, health, safety and labour; 2) mining law reform; 3) aboriginal land claims; and 4) expropriation of property in various jurisdictions. Environmental legislation in particular is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments for proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There can be no assurance that future changes in these matters, if any, will not adversely affect Stockport's operations.

The Company is undertaking exploration programs in countries other than Canada and will be subject to currency fluctuations in those countries which may materially affect the financial position and results of the Company. The Company maintains certain United States, Kenyan and Mexican currency balances in connection with its current structure and operation. The Company is subject to risks associated with the fluctuation of the rate of exchange of the Canadian dollar and the foreign currencies in which it operates and, accordingly, the Company may suffer losses due to adverse foreign currency fluctuations.

The Company's non-Canadian property interests are located in Kenya and Mexico, countries with social, political and economic policies that differ from Canada's. Although the Company believes the current conditions in these countries are stable and conducive to conducting business, there is no assurance that such conditions will continue to prevail. Government policies may change to discourage foreign investment or mining; nationalization or local equity requirements of mining industries may occur; and other unforeseen limitations, restrictions or requirements may be implemented. There can be no assurance that the Company's assets will not be subject to nationalization, expropriation, requisition or confiscation, whether legitimate or not, by any authority or body. There can also be no assurance that adverse developments such as terrorism, military repression, civil unrest, crime, extreme fluctuations in currency exchange rates or high inflation will not occur.

3.3 Exploration and Mining Standards

The Company conducts exploration activities with high standards under "Exploration Best Practices Guidelines" established by the Canadian Institute of Mining, Metallurgy and Petroleum (CIM) standards and conforms to National Instrument 43-101 Standards of Disclosure for Mineral Projects and Companion Policy 43-101CP.

The Company's exploration programs are planned and managed by "Qualified Persons" who ensure that quality assurance and control practices are consistent with National Instrument 43-101 and industry standards.

On all projects, diamond drill core, that is chosen to be sampled by a Qualified Person, is sawn, and half the core is analyzed by assay with atomic absorption, Inductively Coupled Plasma ("ICP"), or gravimetric finish at an independent, registered commercial assay laboratory. All sample submittals include certified reference standards, blanks and duplicates, and a representative sample of the drill core is retained for future reference.

4.0 DESCRIPTION OF MINERAL PROPERTIES

The following is a description of the Company's Kenyan, KM61, Seymour Lake and La Morena Properties. The following technical reports, as defined in National Instrument 43-101, have been filed on SEDAR at www.sedar.com and are incorporated herein by reference:

Project	Prepared by	Report Date	SEDAR Filing Date
KM61	Scott Wilson Roscoe Postle Associates Inc.	January 22, 2009	January 22, 2009
Seymour Lake	Matthew Ian Rees, P.Geo.	April 5, 2010 (amended September 1, 2010)	April 14, 2010 (amended September 17, 2010)

The Company's Kenyan and La Morena properties are at a less advanced stage, and the Company has no immediate plans to complete a technical report on these properties until such time as the properties are materially advanced.

4.1 Kenya

Stockport has assembled a district-scale property position in a poorly-exposed and under-explored Archean greenstone belt that has demonstrated the potential to host large scale Au(-Ag) and Cu-Zn-Au-Ag deposits. The Lake Victoria greenstone belt is a continuation of the Archean greenstones located in neighboring Tanzania (as well as in Uganda and Congo) that host several gold mines, notably African Barrick Bulyanhulu, Buzwagi and North Mara deposits, and AngloGold's Geita deposit, which together represent resources of over 50 million ounces of gold.

Property Description and Location

The property is located 250 kms west of Nairobi, and approximately 60 kms south of Kisumu, in Nyanza Province, Kenya. Kisumu is a city with a population of approximately 0.5 million (the third largest city in Kenya), located at the head of the Winam Gulf, Lake Victoria.

The property is centered at approximately 676600E, 9926900N (ARC60, Zone 36S). The Google Earth geographic coordinates are approximately centered at 34°35'21" E and 0°41'29" S. Around this centroid, the main property extends approximately 50 kms in a north-south direction and 40 kms in an east-west direction. The Sotik license is located approximately 40 kms to the east, and extends approximately 45 kms north-south and 15 kms east-west.

Much of the property area is underlain by rolling hills and gentle sloped river valleys with local prominent hills reaching a maximum elevation of 1,670 m around the surrounding plateau plains of about 1,200 m. The elevation drops sharply across several large normal faults to an average elevation of approximately 1,100 m at

Lake Victoria. As most of the project area is at a relatively high elevation of nearly one mile above sea level ("ASL"), the weather tends to be more temperate than other African countries, ranging from lows of 10°C at night in the winter to highs of 30°C during summer days.

The project area is covered by agricultural fields, although for the most part these are local subsistence farms (maize, rice, beans and other indigenous crops). Other larger farms ("Estates") are dedicated to the production of sugar or tea, whether located in the humid lowlands or on the cooler highlands respectively.

Land Tenure

The Company reached an agreement with two private sister companies, East African Pure Gold Limited ("EAPG") and B&M Mining Company Limited ("B&M"), to earn an interest in an initial three mineral exploration licenses located in southwest Kenya. Together with license applications which have been approved or received preliminary approval form an agreed area of interest ("AOI") covering approximately 1,290 square kilometres (the "Nyanza Project").

Under the terms of the agreement, the Company has:

- A first option to earn a 70% interest on completing exploration expenditures of US$600,000 and making cash payments of US$300,000 to EAPG and B&M. The required exploration expenditures have been incurred, and a cash payment of US$3,000 has been made to date.

- A second option to earn an 80% interest by exercising the first option and incurring cumulative exploration expenditures of US$4.0 million.

- Within 90 days of completion of the second option, EAPG and B&M can deliver a one-time joint election to fund its 20% share of exploration costs, or EAPG and B&M can grant the Company a further option to acquire an additional 10% interest by funding additional exploration expenditures of US$10.0 million. The Company will remain the operator on the concessions and is not obligated to incur additional exploration expenditures.

- Within 90 days of completion of a positive feasibility study and receipt of a production notice from the Company for each project, EAPG and B&M can deliver a one-time joint election to fund its 10% share of the construction costs, or EAPG and B&M can grant the Company a further option to acquire an additional 5% interest by funding additional costs of US$10.0 million. The Company is not obligated to advance a project, covered by a feasibility study, to production.

- The Company maintains a 100% right to any surface mineralization to a depth of 1 metre below saprolite.

During the year ended October 31, 2012, Stockport finalized its acquisition of its option to certain mineral claims within the Nyanza Project. Special License ("SPL") 214 covers an area of approximately 15 km^2 in the Rongo area, Migori District, Kenya. SPL 214 is subject to 1% net smelter royalties, which were granted to each of African Queen and African Queen's partner, Abba Mining Company Limited, as part of an agreement announced by the Company on November 28, 2011. The agreement related to confirmation of B&M's interest to certain mineral claims within the Nyanza Project and included the acquisition of certain project-related data by the Company. The Company has reimbursed African Queen US$500,000, including US$200,000 paid in December 2011 through the issuance of 949,658 common shares of Stockport.

During 2011, Stockport also received preliminary approval for the Sotik License, located approximately 40 kms east of the Company's Nyanza Project and outside of the AOI. Final approval is pending for a license covering 661 km^2. Upon receipt of the final license approval, Stockport will own a 100% interest in the Sotik license, where preliminary reconnaissance has discovered at least six artisanal and colonial workings in the central part of the license alone. Together with additional license applications pending within the AOI, the Sotik license covers what are believed to be the last "open" portions of the Nyanza-Migori greenstone belt in south-western Kenya.

Site Infrastructure

The project area has excellent road access via several paved highways, numerous earthen "county" roads, and abundant local farm roads and trails. The main highways transecting the project area are the A1 highway connecting Migori, Rongo, Kisii and Oyugis (and thence north to Kisumu); the C20 highway between Rongo and Homa Bay on Lake Victoria; and the B3 highway between Kisii and Sotik (and thence east to Nairobi). All of these highways are in fairly good condition.

Electrical power is available in most populated areas throughout the country, although the grid can be sparse in some rural areas when subscription levels are low. However, Kenya Power is working on a country-wide "Rural Electrification" program that is slowly expanding the grid to more remote farming villages and communities. Locally, the power grid is subject to frequent brown-outs and black-outs.

Kisumu has a recently completed, modern, International-capable airport, as well as serving as the lakeport hub for the main railway line to Nairobi and the seaport of Mombassa on the Indian Ocean. The northern edge of the property is located approximately 30 kms south of the railway line.

Water is readily available from the many rivers that transect the property, as the Nyanza area receives abundant rainfall throughout the year, concentrated in two traditional rainy seasons in the spring and fall, but usually daily as well. Most of the project area is relatively densely populated and generally lacks major industries beyond farming, so local labour is readily available.

History

On February 9, 2011, the Company reached an agreement with private sister companies EAPG and B&M Mining to earn an interest in an initial three mineral exploration licenses (SPL 214, SPL 258 and SPL 231) located in Kenya. Subsequent to this, Stockport initiated numerous new license applications to claim any additional greenstone belt terrain contiguous to the property or that was available in the general area. The Company started exploring the property in March of 2011.

Prior to the Company's involvement, EAPG and B&M Mining had initiated limited rock and soil sampling on all three licenses, as well as a very small drill program on SPL 214 in 2004-2005. This drill program was successful in returning significant gold intersections in five of the seven holes including several multi-ounce intersections over 2 to 3 metre intervals, but due to limited total meterage and short hole length, did not adequately assess any of the zones.

Geology

The Nyanza greenstone belt in western Kenya is an Archean, volcano-sedimentary succession intruded by numerous granites. The belt is divided into Northern and Southern terrains by the Winam Rift, an arm of the East-African Rift system. The Migori segment of the Nyanza belt occurs within the southern terrain of the greenstone belt and is made up of felsic volcanics, with lesser amounts of mafic lavas, turbiditic sediments and polymictic conglomerates. Rocks within this terrain typically have northwest striking structural trends (shearing). Beyond the 1:125,000 scale KGS maps from the 1930's-1950's, little historical or regional data is available for the area, due in part to the limited outcrop. The only regional survey available is a UN-sponsored INPUT AEM and Aeromagnetic survey flown in 1977 over portions of the greenstone belt.

There is a high density of artisanal miners, mining alluvial as well as in-situ vein quartz-hosted gold. There is a long history of local small scale gold mining, dating back as far as the turn of the century, but most Colonial-Era mines operated in the 1930's-1950's. Contrary to the general trend, local inhabitants have suggested that artisanal mining started in the SPL 214 area as late as 1993.

Exploration

The Company commenced drilling, within the Awuoro-Kanga areas of SPL 258, in July 2011. Drilling to date in this area comprised approximately 2,500 metres in 14 drill-holes, spread over four main target areas: Awuoro,

Ruga, Nyabola and Nyahera West. The drill program was successful in returning high-grade gold assays from the Ruga gold-in-soil trend.

Summary of SPL 258 Drill Results:

- KE-11-04: 17.2 g/t Au over 0.7 m;
- KE-11-06: 3.7 g/t Au over 4.4 m (Ruga trend) including:
    - 6.96 g/t Au over 2.24 m;
    - 44.3 g/t Au over 0.25 m;
- KE-11-11: 2.50 g/t Au over 11.5 m including:
    - 50.3 g/t Au over 0.45 m;
    - and 4.13 g/t Au over 0.9 m.

Following the resolution of a land tenure issue in November 2011, the exploration program moved to SPL 214. The Company completed five shallow holes on two different targets (Kashido and "Farm 2") within the 214 area during December 2011 and January 2012.

Summary of the SPL 214 Drill Results:

- KG-11-01: 3.91 g/t Au over 4.15 m;
- KG-11-02: 9.87 g/t Au over 4.8 m including:
    - 51.6 g/t Au over 0.81 m;
- KG-11-03: 4.14 g/t Au over 3.83 m;
- KG-11-03: 2.8 g/t Au over 4.38 m.

Early in 2012, the Company completed approximately 30 line kilometres of induced polarization ("IP") geophysical surveying and collected 88 samples of quartz pebble lag over the SPL 214 area. The IP survey was successful in delineating four discrete resistivity high anomalies in the central and western part of the grid, and partly detecting several anomalous areas on the east side of the grid. The preliminary interpretation of gradient IP data for SPL 214 shows a series of northwest-trending lineations that correlate with several previously-mapped vein trends. Previously-reported anomalous rock samples and artisanal workings also show a direct correlation with these vein trends and IP lineations.

Geologists have completed a systematic sampling program of artisanal workings and exposed quartz veins within SPL 214. These include both bedrock and grab samples at numerous shaft locations and of the 35 samples collected 15 samples returned gold values that ranged from 1.37 g/t to 31.97 g/t. These significant quartz vein sample results show a direct correlation between the dominant northwest-trending vein and IP lineations, and define a zone that is approximately 4 kms long by 2 kms wide. A detailed interpretation of the IP data is yet to be completed and will be merged with detailed mapping and sampling results to identify new drill targets on SPL 214 in the near future.

Stockport is currently undertaking a two-phase surface pit sampling program from within the regolith overburden. Phase 1 consists of sampling and metallurgy of near surface soils and regolith materials that contain quartz rubble, plus work on procurement of access permits and environmental approvals. The Company intends to assess the area's potential to support a viable small-scale surface mining operation. Based on results from Phase 1, a Phase 2 program will be undertaken to meet the remaining requirements for establishment of a small-scale mining operation. Project sampling protocols include sampling of bedrock, where exposed, as well as the quartz rubble zones that occur within overlying regolith. Bedrock samples typically consist of continuous chip samples of exposed outcroppings of quartz veins or associated wallrock. Quartz rubble samples are typically collected as aggregates of coarse material from specific intervals or horizons exposed within hand-dug pits that measure up to 2 metres in total depth. The Company's geological staff is responsible for collection and security of samples, which are commercially shipped to either ALS Chemex Laboratories in Johannesburg, South Africa

or Genalysis Laboratories in Johannesburg, South Africa or Perth, Australia for analysis. Both of these commercial firms are independent of Stockport and are fully accredited.

To date, results have been released for the first target, Kasidho, which is defined by an area of anomalous gold results that measures approximately 300 m x 150 m in surface dimension. The company completed 17 sampling pits in the Kasidho area and these targeted a quartz rubble band within the regolith that ranges in measured true thickness from 0.3 m to 1.9 m. Individual samples recovered from these intervals averaged 0.2 m in length and logged quartz rubble content of the samples ranges between 10% and 60%. Several selected samples of quartz rubble material showing visible gold were collected from pits at Kasidho and constitute grab samples of quartz material. These returned gold values of 325.6 g/t, 185.6 g/t, 59.5 g/t, 32.8g/t and 39.1 g/t.

Reconnaissance work began in Kenya during the fourth quarter of 2012 and continued subsequent to year-end. The objective of the program was to develop additional priority targets on SPL 258 and SPL 231. The following three early-stage targets have been identified.

258 Central

Reconnaissance mapping and sampling outlined new artisanal workings within the central part of SPL 258, approximately 1 to 3 km northwest of previous drilling at Nyahera West. Three zones have been identified in the area of 258 Central, one of which is represented by a 2.5 km x 700 metre structural corridor that is defined by a strong resistivity response from the gradient array IP survey. The structural corridor occurs within dacitic rocks along a contact with diorite porphyry and quartz porphyry. Quartz vein structural measurements show a primary vein orientation trend of 120 to 140 degrees and a secondary cross vein trend of between 20 to 40 degrees. Primary vein dips are 40 to 70 degrees to the west, and secondary veins primarily dip 60 to 70 degrees to the northwest. The structural corridor outlined by the resistivity anomaly also correlates with a gold-in-soil anomaly.

A sampling program by the Company in 2013 produced assay results demonstrating all samples were anomalous in gold, with 30 of the 34 samples returning over 1.0 gram per tonne (g/t) gold, including nine samples returning over 12 g/t gold. Samples were taken from either float, chipped across quartz vein widths exposed at surface, or obtained from material uncovered by artisanal workings. Initial sampling was performed over a 2.0 km x 550 metre area along a dominant northwest strike ("Zone 1"), with a second sampling performed approximately 800 metres to the southwest of Zone 1 over an area of 2.0 km x 500 metres ("Zone 2"). The thickness of vein samples over both zones ranged from 0.05 to 1.0 metres and is thought to represent true thickness of the individual veins sampled. The Company is continuing to map and sample the full structure with an intention to identify drill targets and undertake a small core drilling program and an RC drilling program.

258 West

The reconnaissance program has also identified a new target in the western part of SPL 258, and initial grab samples in the area of artisanal workings have returned significant results, including 10.7 g/t gold, 10.0 g/t gold, 9.9 g/t gold, and 3.4 g/t gold. The target lies within a previously-mapped anomalous gold area of approximately 1.2 km x 1.0 km. Veins are approximately 1 metre in width, stacked approximately 10 metres apart, and have been mapped at surface over a strike of approximately 13 metres. The Company intends to expand mapping and sampling activities to outline target areas suitable for an RC drilling program.

231 Central

Located within concession SPL 231, a banded iron formation has been identified at 231 Central, and an initial eight samples taken over an area of approximately 100 metres x 150 metres returned iron percentages ranging from 26% - 40% iron. Minor quartz veining was also observed, and more work is needed to fully evaluate this occurrence. The Company intends to enlarge the mapping and sampling area, as well as follow up on the quartz veins and expand the assay process with iron specific methods.

Mineral Resources and Mineral Reserves

There are no current Mineral Resources or Reserves calculated for any of the numerous gold showing on the property. Records for any Colonial-Era mines on the property have not been preserved, for the most part, except for some general summary descriptions in 1940's-1950's-era mapping reports by the Kenyan Geologic Survey.

4.2 KM61 Property - Canada

Property Description and Location

The KM61 property is located 230 kms north-northeast of Thunder Bay, Ontario. Thunder Bay is a city with a population of approximately 125,000 located 925 kms northwest of Toronto. The claim group is located between km 59 to km 65 of the Jackfish haulage road, 47 kms east of Armstrong, Ontario.

The Main Zone deposit is centered at 399,800E, 5,587,400N, (NAD 27, Zone 16). The geographic coordinates are approximately 88° 24' 39" E and 50° 25' 55" N and lie within the Crescent Lake Map Sheet area (G-0027), NTS 52I/08. The property covers an area of approximately 8 x 10 kms.

Land Tenure

The KM61 property encompasses 29 contiguous unpatented claims totalling 323 claim units and approximately 5,180 hectares. As of the effective date of this report, all subject lands are in good standing and are currently held 100% by Stockport (Stockport acquired a 100% interest in the KM61 property from Linear Gold Corp. in April 2006). The area of the current Mineral Resource is subject to a 0.5% NSR. None of the project claims have been surveyed.

Site Infrastructure

There is currently no permanent infrastructure at site, but the project does have excellent access via the Jackfish haulage road, and proximity to Ferland Station on the main CN rail line, just 12 kms south of the project.

Currently the closest electric power would be available from either Armstrong or from the Beardmore-Geraldton area on the east side of Lake Nipigon. Ontario Power Generation has released updated plans for development of a 75 MW hydroelectric project on the Jackfish River, some eight kms from the Main Zone at KM61. This will include a 230 kV transmission line connecting the generating station to the Provincial Grid. Proposed flooding will not affect the project area, and the development is scheduled for completion in 2014.

History

In 2001, Linear Resources Inc. optioned the Aubrey pegmatite occurrence from Stares Contracting Corporation. During the course of exploration for additional rare metal pegmatites, Cu-Mo-Au-Ag mineralized intrusive float was discovered. Follow-up work led to an area of sparse outcrop in a clear-cut approximately 1.5 kms in the up-ice direction.

In October 2003, Noranda Inc. (Noranda) optioned the property from Linear Resources Inc., and an initial field program was completed. Several drill hole targets were identified by IP chargeability and Cu-Au in soil anomalies.

Drill programs were completed in 2004 and 2005 to test targets over an area of approximately 600 metres by 1,200 metres. Five holes were drilled in 2004. Results from hole K-04-03 (9.0 m averaging 0.22% Cu, 0.082% Mo and 4 g/t Ag) and hole K-04-04 (131 m averaging 0.047% Mo and 0.08% Cu) provided incentive for follow-up drilling.

During the summer of 2005, Noranda's successor company, Falconbridge Limited (Falconbridge), drilled eight holes and deepened one hole. This drilling was designed to test two parallel porphyry bodies recognized by trenching that stretched for at least one km to the east of the area drilled in 2004. The second hole of this program, K-05-06, returned 61.2 m grading 0.076% Mo and 0.19% Cu, and is informally regarded as the discovery hole.

As Falconbridge's focus was not on molybdenum, the property was returned to Stockport in late 2006. Stockport decided to pursue an aggressive exploration program and additional drilling commenced in the summer of 2007, leading to the Mineral Resource estimate contained in this report.

Geology

The property is located within the Caribou Lake Greenstone Belt, which trends east-northeast along the north shore of Lake Nipigon, extending eastward to the Onamon-Tashota Greenstone Belt. Government mapping shows the KM61 claim area as underlain by mostly Willet Assemblage, mafic volcanic-dominated rocks, with lesser units of Marshall Assemblage dacite tuffs and related sediments. The south edge of the property is underlain by a tonalite to granodiorite-dominated intrusion.

The Willet and Marshall Assemblage rocks are crosscut by numerous felsic to mafic dykes of various ages. A series of four to five phases or generations of felsic porphyry dykes cut the stratigraphy in the grid area, and appear to occur pre-, syn- and post-mineralization. The most volumetrically significant post-mineralization intrusive rocks are Late Archean gabbros. Within the Main Zone, the mineralization is cut by several gabbro dykes, some as much as 25 metres wide, which subparallel the axis of mineralization.

Government mapping also shows a regional-scale synform that roughly trends through the Main Zone grid. The synform is based on very few facing directions, and although a synformal fold axis is possible somewhere in the general area, locally on the Main Zone grid there appears to be a potential antiform. The rocks of the Main Zone grid area are also cut by a prominent east-northeast trending sinistral shear zone, up to 200 metres wide, that appears to form a dilational zone in the area of the mineralization.

Mineral Resources and Mineral Reserves

Drill hole and metallurgical data available as of December 3, 2008 were used to estimate Mineral Resources potentially mineable by open pit methods. This includes all drilling up to and including hole K-08-113. The estimate was constrained by rock type wireframes and a preliminary open pit shell. At a cut-off grade of 0.02% Mo, Indicated Mineral Resources were estimated to be 66.6 million tonnes grading 0.053% Mo, 0.09% Cu, and 2.6 g/t Ag. Inferred Mineral Resources were estimated to be 38.9 million tonnes grading 0.054% Mo, 0.09% Cu, and 2.7 g/t Ag. The Indicated Mineral Resource equates to in situ metal quantities of 127.7 million pounds of copper, 78.2 million pounds of molybdenum, and 5.5 million ounces of silver. For comparative purposes, Scott Wilson RPA estimates the molybdenum equivalent value to be 0.063% for Indicated Mineral Resources and 0.065% for Inferred Mineral Resources. It should be noted that the Resource estimate was made using a conservative 45 degree pit wall angle, which is considered low compared to known large scale mining operations in Archean terrain (e.g. the pit slope angle at the Troilus Cu-Au Mine in northern Quebec is 56 degrees). This leaves a significant portion of the Main Zone below the bottom of the designed pit, further study will be required to ascertain an optimum pit wall angle.

4.3 Seymour Lake Property - Canada

The project had been idle for several years until 2008, when the Company refreshed part of the grid on which an Enzyme Leach soil survey was undertaken to test for subsurface extensions of the North and South Aubry zones. In the fall of 2009, a 2,400 metre drill program was completed. The Seymour Lake property claim group is contiguous with the KM61 claim group, located to the southwest of KM61, and for this reason shares the same overall geologic and infrastructure settings.

Property Description and Location

The Seymour Lake property is located 230 kms north-northeast of Thunder Bay, Ontario. Thunder Bay is a city with a population of approximately 125,000 located 925 kms northwest of Toronto. The claim group is located between km 57 to km 60 of the Jackfish haulage road, 42 kms east of Armstrong, Ontario.

The North Aubry deposit is centred at 396960E, 5584950N, (NAD 27, Zone 16). The geographic coordinates are approximately 88° 27' 01" E and 50° 24' 33" N and lie within the Crescent Lake Map Sheet area (G-0027), NTS 52I/08. The property covers an area of approximately 5 kms x 6 kms.

Land Tenure

The property encompasses 13 contiguous unpatented claims totalling 161 claim units and approximately 2,576 hectares. As of the effective date of this report, all subject lands are in good standing and are currently held 100% by Stockport (Stockport acquired a 100% interest in the Seymour Lake property from Linear Gold Corp. in April 2006). The area of the original optioned claim, and a one mile buffer around it, are subject to a 3.0% NSR, 50% of which is may be repurchased by the Company for $1,000,000. None of the project claims have been surveyed.

Site Infrastructure

There is currently no permanent infrastructure at site, but the project does have excellent access via the Jackfish haulage road, and proximity to Ferland Station on the main CN rail line, just nine kms south of the project.

Currently, the closest electric power would be available from either Armstrong or from the Beardmore-Geraldton area on the east side of Lake Nipigon. Ontario Power Generation has released updated plans for development of a 75 MW hydroelectric project on the Jackfish River, some ten kms from the North Aubry Zone. This will include a 230kV transmission line connecting the generating station to the Provincial Grid. Proposed flooding will not affect the project area, and the development is scheduled for completion in 2014.

History

The Aubry showings were originally discovered by prospector Nelson Aubry in 1957, and subsequently optioned by Anaconda Canada, which undertook a small drill program of 15 Winkie or X-ray holes (totalling 500 metres) later that year. The showings were then investigated by ACA Howe (under contract to Tanco) in 1970, and by Cominco (in partnership with E&B Exploration) in 1979, both programs limited to surface mapping, trenching, chip sampling, and ground geophysics. In 1999, Clark Exploration collected several surface grab samples from the showings and surrounding area.

During 2001, Linear Resources Inc. optioned the Aubrey pegmatite occurrence from Stares Contracting Corporation, and completed trenching and sampling (work was performed by Emerald Geoloical Services). During 2002, a drill program of 1,866 metres in 32 shallow holes tested the near surface extent of the North and South Aubry zones over a limited area and depth. Due to rising demand at the time, this work was focused on the discovery of tantalum mineralization, and a significant tantalum zone was discovered in SL-02-15, SL-02-18 and SL-02-31, although significant lithium mineralization was intersected in most holes, as outlined in the following tables of composite drill hole results. Please see table notes and text in the following section for explanations regarding grades of potential by-products such as tantalum, beryllium and rubidium.

Significant Lithium & Beryllium Drill Hole Intercepts – North Aubry Zone – 2002 Drill Program

Hole	Horizon	From (metres)	To (metres)	Width (metres)	Li_2O(%)	BeO(%)
SL-02-2	Main	45.75	60.00	14.25	1.735	0.046
SL-02-3	Main	25.65	30.20	4.55	1.210	0.038
And	Lower	32.50	40.70	8.20	1.370	0.037
SL-02-4	Main	25.00	34.20	9.20	2.386	0.034
SL-02-5	Main	18.00	21.60	3.60	0.944	0.039
SL-02-8 *	Main	13.60	30.00	16.40	0.830	0.022
SL-02-9	Main	1.45	22.10	20.65	0.955	0.037

SL-02-10	Lower-1	51.85	57.05	5.20	1.578	0.062
SL-02-14	Main	2.65	8.35	5.70	2.212	0.065
SL-02-15*[2]	Main	6.35	11.80	5.45	1.302	0.034
SL-02-16	Main	1.70	9.55	7.85	1.148	0.055
SL-02-25	Main	1.40	1.65	0.25	0.829	0.013
SL-02-26	Main	1.65	5.05	3.40	2.484	0.024
SL-02-27	Main	3.00	26.85	23.85	1.325	0.031
SL-02-28	Main	2.30	14.10	11.80	1.837	0.127
SL-02-29	Main	1.80	13.75	11.95	1.696	0.096
SL-02-30	Main	2.00	18.90	16.90	2.081	0.025
And	Lower	23.30	27.00	3.70	1.837	0.037
SL-02-31	Main	1.60	19.32	17.72	1.475	0.028

* SL-02-08 was lost at 30 metre depth
*[2] this interval preceded by 0.95 m of lost core and then preceded by 0.7 m of 1.052% BeO

Significant Tantalum Drill Hole Intercepts – North Aubry Zone – 2002 Drill Program

Hole	Horizon	From (metres)	To (metres)	Width (metres)	Ta_2O_5 (%)
SL02-15	Main	6.35	9.75	3.40	0.104
SL02-28	Main	3.75	6.00	2.25	0.108
SL02-31	Main	6.35	7.50	1.15	0.092
and	Lower	14.50	19.32	4.82	0.118

Significant Drill Hole Intercepts – South Aubry Zone – 2002 Drill Program

Hole	Horizon	From (metres)	To (metres)	Width (metres)	Li_2O (%)	BeO (%)
SL-02-17	Lower	30.70	35.05	4.35	1.460	0.056
SL-02-18	Main	25.00	31.25	6.25	0.339	0.013
And	Lower	52.10	61.18	9.08	1.262	0.067
SL-02-19	Main	2.65	17.15	14.50	0.304	0.040
SL-02-20	Main	3.00	16.30	13.30	0.757	0.048
And	Lower	58.20	60.00	1.80	0.454	0.088
SL-02-21	Main	2.35	18.64	16.29	0.648	0.052
And	Lower	50.82	52.02	1.20	0.288	0.027
SL-02-22	Main	8.13	15.20	7.07	0.390	0.036
And	Lower	39.18	42.10	2.92	1.401	0.046
SL-02-23	Main	1.95	5.20	3.25	0.625	0.074
SL-02-24	Main	13.90	17.95	4.05	0.307	0.049

Geology

The property is located within the Caribou Lake Greenstone Belt, which trends east-northeast along the north shore of Lake Nipigon, extending eastward to the Onamon-Tashota Greenstone Belt. Government mapping shows the Seymour claim area as underlain by mostly Willet Assemblage mafic volcanic-dominated rocks, with lesser units of Toronto Assemblage mafic volcanics, and minor Marshall Assemblage dacite tuffs and related sediments. The eastern part of the property is underlain by a tonalite to granodiorite-dominated intrusion, thought to be the parental intrusion to the rare metal pegmatite dykes and sills exposed at the North and South Aubry showings. All Assemblages are crosscut by felsic to mafic dykes of various ages. The most volumetrically significant post-mineralization intrusive rocks are Proterozoic Nipigon mafic sills.

Exploration Program 2008-2009

In 2008, concurrent with exploration of the KM61 property, 200 metre spaced grid lines at Seymour were refreshed and an Enzyme Leach soil survey undertaken at a 50 metre sample spacing along the lines. At total of approximately 640 samples were collected, which successfully indicated several potential areas of additional pegmatite-hosted lithium-tantalum-beryllium mineralization, both close to the known occurrences and at kilometric distances from them.

A drill program was undertaken in the fall of 2009 to follow-up the soil sampling results and to test for subsurface extensions of the know mineralization. Approximately 2,400 metres in 19 holes tested extensions of the North and South Aubry zones, as well as several Enzyme Leach anomalies, including one located down-dip of the Pye Showing. Concurrently, grid mapping, prospecting, lithogeochemical sampling, and extensions to the Enzyme Leach soil survey were completed.

The drilling significantly extended the area of the Main Horizon at the North Aubry, including the discovery of several new, stacked, high-grade lithium-bearing pegmatite sills (Lower-1 and Lower-2) at depth below the Main and Lower Horizons. The drilling also intersected a thick pegmatite sill down-dip of the Pye occurrence, indicating potential for mineralization over a kilometric area, supported by several untested lithium in soil anomalies and several areas of anomalous lithium in the host volcanics. A summary of significant drill hole intersections are shown in the attached table:

Significant Drill Hole Intercepts – North Aubry Zone – 2009 Drill Program

Hole	Horizon	From (metres)	To (metres)	Width (metres)	Li_2O %	BeO %[(1)]
SL-09-03A	Lower-1	74.17	85.30	11.13	1.203	0.033
SL-09-09A	Lower-1	53.12	58.70	5.58	0.108	nsa[(2)]
And	Lower-2	71.90	75.30	3.40	0.833	0.038
SL-09-27A	Lower-1	62.00	67.60	5.60	1.895	0.068
SL-09-33	Main/Lower	14.40	40.53	26.13	1.584	0.046
And	Lower-1	90.20	93.50	3.30	0.936	0.063
And	Dyke	105.30	106.40	1.10	1.176	0.070
SL-09-34	Main	86.32	97.54	11.22	0.550	0.023
SL-09-43	Main	51.55	58.00	6.45	1.030	0.017
And	Lower-1	97.28	102.08	4.80	0.735	0.010
SL-09-44	Main	32.80	39.55	6.75	2.100	0.082
And	Lower-1	72.70	75.84	3.14	2.457	0.031
SL-09-45	Main/Lower	48.00	60.90	12.90	1.676	0.045
SL-09-46	Main/Lower	60.82	78.45	17.63	0.710	0.047
SL-09-47	Main/Lower	51.52	55.40	3.88	1.507	0.081
And	Main/Lower	55.40	62.40	7.00	0.200	0.024

(1) BeO and Ta_2O5 values greater than approximately 0.04% may be recoverable based on comparison to metal oxide grades in known rare metal deposits such as Tanco's Bernic Lake mine or Talison Minerals' Greenbushes mine, but are not supported by specific metallurgical testing on samples from the Aubry Zones. These values are currently shown for reference only, to indicate potentially recoverable by-product credits in an eventual development scenario.
(2) nsa = no significant assays

During the 2009 drill program, only two narrow high grade tantalum intersections were made: SL-09-3A with 1.0 metre of 0.221% Ta_2O_5; and SL-09-33 with 0.84 metres at 0.098% Ta_2O_5. Most of the 2002 and 2009 holes hit locally anomalous zones of tantalum (0.01 to 0.05% Ta_2O_5), indicating a strong bulk enrichment in the pegmatite, although bulk sampling will likely be necessary to establish true tantalum grades due to its often "nuggety" occurrence as relatively coarse but irregularly distributed crystals.

Several holes completed on the South Aubry indicate the Main and Lower horizons appear to locally pinch out to the north and northeast (although SL-09-48 intersected several narrow horizons, including 1.23 metres at 0.422% Li_2O and 0.062% BeO, and 2.32 metres at 0.854% Li_2O and 0.032% BeO). Further testing of the showing should concentrate to the south and west, where the horizons are open, and also supported by anomalous soil and/or lithogeochemical anomalies.

Drilling of the Aubry occurrences during the 2002 and 2009 drill programs indicates that there is an extensive buy only locally tested system of rare-metal enriched pegmatite sills, both laterally and stacked at depth. Additionally, soil and lithogeochemical sampling indicate that there is very good potential for the discovery of significant extensions to the known occurrences, as well as the possibility of discovering new zones, especially to the east and south.

Mineral Resources and Mineral Reserves

No Resource or Reserve studies have been undertaken on the Seymour property.

4.4 La Morena Property - Mexico

In August 2010, the Company re-activated its La Morena (Cu-Zn-Ag-Au) project, which had been substantially on care and maintenance since the completion of a ten-hole drill program by the Company in August 2006.

Property Description and Location

The La Morena property is located in the State of Coahuila, 150 kms south of the Texas border and approximately 250 kms southeast of the major regional city of Chihuahua. The property is accessible by paved and gravel highway from the small agricultural city of Camargo, and then by local gravel roads from the Hercules iron mine.

Land Tenure

In May 2004, Linear Gold Mexico purchased the La Morena concession outright from the previous owner for a one-time cash payment of US$120,000 with no retained royalty. The El Refugio concession was staked during 2005 by Linear Gold Mexico, after work in the area suggested additional mineralization on adjacent open lands. In 2010, the La Morena Dos concession was staked by the Company to augment the Company's land position over this prospective area (note: Minera Zapoteca, SA de CV (formerly "Linear Metal Corp Mexico, SA de CV") acquired a 100% interest in the La Morena Property from Linear Gold Mexico in March 2006 for US$555,000). The property is not subject to any royalties.

The Property now consists of one exploitation concession and two exploration concessions, comprising a total of approximately 2,700 hectares:

Concession	Type	Date Granted	Area (Ha)
La Morena	Exploitation	March 2003	520

El Refugio	Exploration	February 2006	432
La Morena Dos	Exploration	September 2010	1,749

Site Infrastructure

The property is dominated by scrub pasture lands, traversed by numerous local ranch roads. Several wells, springs and small reservoirs occur in the area, and the property is traversed by several high-tension electrical power lines extending from the Hercules mine to communities north of the property. A few small ranches occur on or near the property, although only one is currently inhabited.

History

In the late 1970's, a CRM/MMAJ co-operative completed 16 diamond drillholes (includes six shallow Winkie holes). In 2005 and 2006, the Company completed an additional ten diamond drill holes. All holes (1970's and 2000's) were generally targeting known surface mineralization and its presumed subsurface extension in the area of what is now the La Diana Grid (circular topographic depression with strongly altered limestones). Most of this drilling is clustered in the central part of the grid around Mina Campo, or in the NE part of the grid around Mina La Diana.

Both drill programs were successful in identifying silver-bearing copper mineralization (see drill highlights table), with the most significant intersection observed in hole LM-04, wherein a three metre interval returned 1,245 g/tonne silver. Also, hole LM-10 provided a very significant result, intersecting 26.7 metres of 114.4 grams per tonne silver and 1.2% copper (only 20% of the core was recovered).

La Morena Drill Hole Results 1978-2006

Hole	From (metres)	To (metres)	Width (metres)	Cu %	Ag g/t	Au g/t
M-1	12.0	16.7	4.7	2.5	161.3	2.2
M-2	120.5	128.5	8.0	3.9	151.4	5.5
M-5	146.9	151.2	4.3	1.0	16.4	unassayed
LM-2	115.9	145.7	29.8	0.6	38.8	tr
incl	122.8	136.2	13.4	0.9	57.9	tr
LM-4	285.0	308.2	23.2	0.1	218.2	tr
incl	285.0	288.0	3.0	0.2	351.0	tr
incl	300.0	303.0	3.0	0.5	1,245.0	tr
LM-7	233.5	235.3	1.8	0.8	147.0	tr
LM-9	81.7	84.7	3.0	0.1	42.6	tr
LM-9	160.3	163.5	3.2	0.1	34.0	tr
LM-10	308.1	334.8	26.7	1.2	114.4	tr
incl	308.1	329.3	21.2	1.4	140.4	tr

"M-" = CRM (Consejo de Recursos Minerales)
"LM-"= Linear Metals Corporation, now Stockport Exploration Inc.
"tr" = trace

In late 2006, Stockport geologists also confirmed the presence of significant zones of alteration and mineralization approximately two kms north of the centre of the topographic depression, associated with several artisanal workings in the El Refugio area. Nine out of 25 grab samples returned over 1,000 g/tonne silver with a high of 1,750 g/tonne (56 troy ounces). Four samples returned greater than 10% lead and greater than 3% zinc (high of 30%). The discovery of this area, well north of the drilled area, confirmed the significant exploration potential of this property.

At the time, Stockport was focused on its previously-held Cobre Grande project, and additional work at La Morena was put on hold.

Geology

The property is located in the central portion of the Sierra La Morena mountain range and encloses the La Morena mineral prospects, located in and around a pronounced, near-circular topographic depression about 8.5 square kms in area. Rocks in the area are dominated by a Lower Cretaceous sequence of limestone and argillite, intruded by several phases of Tertiary dykes, and overlain by Tertiary mafic volcanics.

The topographic low is coincident with hydrothermally altered, recrystallized limestones and a 1 x 2 km zone of northeast and east-trending veins, mantos and moderate to strong stockwork quartz-carbonate veining and brecciation. The principle alteration mineral assemblage is silica + carbonate + pyrite. Mineralization is dominated by oxides above 100 metres depth, below which primary sulfide mineralization occurs as pyrite, pyrrhotite, chalcopyrite, tetrahedrite, and polybasite.

The topographic low and coincident alteration zone is believed to be associated with a buried intrusion. The intrusion is estimated to be 600 to 700 metres below the surface and represents a potential Copper-Gold porphyry target. This porphyry system is believed to be the driving mechanism for the observed mineralization at surface and in drill intersections. Manto and chimney style mineralization are the targets for near surface exploration.

Exploration Program 2010

In 2010, Stockport geologists discovered additional high-grade workings in the El Refugio area, returning similar high-grade base metal and silver assays, with up to 1,095 g/t Ag. The large number of workings and showings (more than 20) in the El Refugio grid area suggest a strong and possibly extensive near-surface manto system that is largely covered by colluvium and talus deposits. Mineralization is controlled by faults and antiform fold hinges.

To guide further subsurface exploration of the large alteration system (approximately 2 x 4 kms), Stockport contracted SJ Geophysics (Vancouver) to complete a large, moderately deeply penetrating IP survey over most of the altered area, on both the La Diana and El Refugio grids, in the late summer of 2010. The grids are separated by a rugged, northwest-trending, relatively inaccessible fault scarp that appears to be one of the major controlling structures on the mineralizing system. The exploration program included the re-establishment of the historical grid in the La Diana area and a new grid in the unexplored El Refugio area to the north. During the fourth quarter of fiscal 2010, approximately 20 kms of Induced Polarization ("IP") surveying were completed on the La Diana grid and 12 kms were completed on the El Refugio grid. Several anomalous zones of chargeability and resistivity were delineated on both grids at various depths, which were tested during a 1,500 metre drill program that began in November 2010, as well as several near surface geologic/geochemical targets associated with the historic workings on the El Refugio grid.

The drill program was completed in mid-December 2010 with encouraging results, returning several high-grade but narrow intersections (e.g. 0.3 metres @ 397 g/t Ag, 11.9% Pb, and 12.1% Zn; 2.45 metres @ 179 g/t Ag, 3.6% Pb) within larger zones of low-grade Ag-Pb-Zn mineralization that warrant follow-up drilling. Additionally, a deep IP target on the La Diana grid remains untested, and as there are two flanking holes that returned significant Cu-Ag intersections from the 2005-2006 drill program (21.2 metres @ 1.4% Cu, 140.4 g/t Ag, and 218 g/t Ag over 23 metres), the target is also a high priority for additional drilling. Future exploration plans at La Morena are on hold while the Company focuses its exploration efforts in Kenya.

Mineral Resources and Reserves

No Resource or Reserve studies have been undertaken on the La Morena property.

5.0 DIVIDENDS

The Company has not paid cash dividends on its common shares and the Company does not anticipate paying any cash dividends until its financial position and earnings so permit. For the foreseeable future, Stockport's cash resources will be used to evaluate existing properties, acquire new properties and fund ongoing activities.

6.0 CAPITAL STRUCTURE

The authorized share capital of the Company consists of an unlimited number of common shares. At the date hereof, a total of 80,330,500 common shares are issued and outstanding.

6.1 Common Shares

Each common share carries one vote at all meetings of shareholders, participates ratably in any dividend declared by the directors and carries the right to receive a proportionate share of the assets of the Company available for distribution to holders of common shares in the event of the liquidation, dissolution or winding-up of the Company.

All of the common shares outstanding are fully paid and non-assessable.

7.0 MARKET FOR SECURITIES

The Company's common shares are listed and posted for trading on the TSX Exchange ("TSX") under the symbol "SPT".

The price ranges and trading volumes of the Company's common shares traded on the TSX during the year ended October 31, 2013 were as follows:

Month	High	Low	Volume
November 2012	$0.13	$0.07	951,100
December 2012	$0.11	$0.07	581,300
January 2013	$0.11	$0.07	533,500
February 2013	$0.09	$0.06	521,100
March 2013	$0.08	$0.04	943,300
April 2013	$0.07	$0.04	740,600
May 2013	$0.06	$0.04	322,900
June 2013	$0.04	$0.03	939,800
July 2013	$0.06	$0.03	367,800
August 2013	$0.09	$0.04	872,900
September 2013	$0.08	$0.06	339,800
October 2013	$0.09	$0.06	678,300

8.0 ESCROWED SECURITIES

Effective July 14, 2009, all shares of the Company previously held in escrow were released. Computershare Trust Company of Canada was the escrow agent.

9.0 DIRECTORS AND OFFICERS

The following table sets forth the names and residences of the directors and officers of the Company, their position with the Company and their principal occupation for the past five years:

Name, Residence and Position With the Company	Principal Occupation for the past five years	Director or Officer Since
Wade K. Dawe (1)(2) Nova Scotia, Canada Chairman and Director	Mining Executive, Chairman and Chief Executive Officer, Brigus Gold Corp., a mining company	November 2004
Carl Sheppard (1)(2) Newfoundland, Canada Director	President and Managing Partner, Strategic Concepts, Inc., a business consulting firm	April 2006
Brian MacEachen (2) Nova Scotia, Canada Director	Executive Consultant since July 2012; prior thereto, Executive Vice-President of Brigus Gold Crop., a mining company, since October 2009 and President and CEO of the Company from January 2008 to April 2012.	November 2004
Robert McKay (1) Ontario, Canada Director	Entrepreneur, Real Estate and Hospitality Industries	January 2013
Zephaniah Mbugua Nairobi, Kenya Director	Chairman, TransCentury, a Kenyan investment company	February 2013
James Megann Nova Scotia, Canada President & CEO	President & CEO of the Company, formerly Director of Investor Relations of the Company and Senior Vice-President, M5 Marketing Communications	April 2012
Robert Randall Nova Scotia, Canada Vice President & CFO	CFO of the Company, CFO of NWest Engery Inc. & NSGold Corp., formerly Corporate Controller of Etruscan Resources Inc.	July 2012

(1) Member of the Company's Audit Committee
(2) Member of the Company's Compensation Committee

Each director is elected to hold office until the next annual meeting of shareholders of the Company or until his successor is elected or appointed.

As of the date of this report, the Company's directors and officers, as a group, beneficially own, directly or indirectly, or exercise control or direction over an aggregate of 15,459,121 common shares, representing 19% of the issued and outstanding common shares of the Company. In addition, the directors and executive officers of the Company as a group hold incentive stock options for the purchase of an aggregate of 4,400,000 common shares of the Company, which options are exercisable between $0.04 and $0.30 per common share and expire between August 2014 and August 2018.

Corporate Cease Trade Orders of Bankruptcies

To the knowledge of the Company, no director or executive officer of the Corporation is or has been, in the last ten years, a director or executive officer of an issuer that, while that person was acting in that capacity,

a) was the subject of a cease trade order or similar order or an order that denied the issuer access to any exemption under Canadian securities legislation, for a period of more than 30 consecutive days;

b) was subject to an event that resulted, after that person ceased to be a director or executive officer, in the issuer being the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under Canadian securities legislation for a period of more than 30 consecutive days; or

c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

To the knowledge of the Company, in the last ten years, no director or executive officer has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or executive officer.

Conflicts of Interest

In so far as certain directors and officers of Stockport also serve as directors and/or officers of other resource companies, it is possible that certain opportunities may be offered to both Stockport and to such other companies, and further that those companies may participate in the same opportunities in which Stockport has an interest.

In exercising their powers and performing their functions, the directors are required to act honestly and in good faith and in the best interests of Stockport and to exercise the care, due diligence and skill of a reasonably prudent person.

10.0 INTEREST OF MANAGEMENT & OTHERS IN MATERIAL TRANSACTIONS

As described in *Section 3.1 – Three-Year History,* Directors and Officers of the Company subscribed for 1,004,016 common shares pursuant to the non-brokered private placement completed on March 15, 2013, 1,750,000 of the common shares issued pursuant to the non-brokered private placement financing completed on June 15, 2012, 350,000 of the units issued pursuant to the non-brokered private placement financing completed on October 28, 2011, and 1,666,666 common shares issued as part of the 3,333,333 common shares issued pursuant to the non-brokered private placement financing completed on February 24, 2011.

11.0 TRANSFER AGENT AND REGISTRAR

Computershare Investor Services Inc., Purdy's Wharf Tower II, 1969 Upper Water Street, Suite 2008, Halifax, Nova Scotia, B3J 3R7 acts as Stockport's transfer agent and registrar.

12.0 AUDIT COMMITTEE AND RELATED INFORMATION

The responsibilities and duties of the audit committee (the "Audit Committee") of the board of directors of Stockport are set out in the Audit Committee's Charter (the "Charter"), the text of which is set forth in Appendix A to this AIF.

Composition

The Audit Committee is composed of Messrs. Carl Sheppard (Chair), Wade Dawe and Robert McKay. The board of directors of Stockport believes that the composition of the Audit Committee reflects a high level of financial literacy and expertise. The majority of the members of the Audit Committee have been determined by the board of directors of Stockport to be "independent" and "financially literate" as such terms are defined under

Multilateral Instrument 52-110 *Audit Committees* of the CSA. The board has made these determinations based on the education, professional qualifications and breadth and depth of experience of each member of the Committee.

The following is a description of the education and experience of each member of the Audit Committee that is, in addition to such member's general business experience, relevant to the performance of his responsibilities as a member of the Audit Committee.

Mr. Sheppard is the President and managing partner of Strategic Concepts, Inc., a business planning and advisory company. At Strategic Concepts, Inc., he is responsible for overseeing the company's strategic planning, economic modeling and financial feasibility consulting services. He has provided consulting services to numerous new and expanding resource development companies throughout Canada. Mr. Sheppard has a Masters of Development Economics from Dalhousie University, a Bachelor of Arts Honours Degree from York University's Glendon College and a Bachelor of Arts Degree from Memorial University of Newfoundland and Labrador (MUN).

Mr. Dawe is the Chairman and Chief Executive Officer of Brigus Gold Corp. Mr. Dawe has been an entrepreneur in Canadian mining and venture capital industries since 1994. With extensive contacts in the business and investment banking communities he has worked and consulted for a number of successful publicly traded Canadian companies and has raised millions of dollars in equity financing. Mr. Dawe also serves on the Board of Immunovaccine Inc.

Mr. McKay is currently the president of two private companies that have commercial and residential property interests in Northern and Southern Ontario and in Cabo San Lucas, Mexico. Mr. McKay received a Bachelor of Arts Degree (Economics) from The University of Western Ontario and currently resides in Espanola, Ontario.

Pre-Approved Policies and Procedures

The policies and procedures adopted by the Audit Committee in respect of the engagement of Stockport's auditors in respect of non-audit services, being services other than audit services, are described in item 3 under the heading "Responsibilities" in the Charter.

Auditor's Fees

The aggregate fees billed or anticipated for professional services rendered by PricewaterhouseCoopers, LLP for the years ended October 31, 2013 and 2012 are as follows:

	2013	**2012**
Audit fees	$15,000	$15,000
Fees related to the Company's IFRS conversion	-	12,615
Total fees	$15,000	$27,615

13.0 ADDITIONAL INFORMATION

Stockport will provide, upon request to its Secretary at Suite 2001, 1969 Upper Water Street, Halifax, Nova Scotia, B3J 3R7, the following documents:

(i) one copy of its Annual Information Form;
(ii) one copy of its financial statements for its year ended October 31, 2013 and auditor's report thereon;

Additional information is provided in Stockport's consolidated financial statements and management's discussion and analysis for the fiscal year ended October 31, 2013.

Copies of Stockport's above-noted and other disclosure documents may also be examined and/or obtained through the Internet by accessing Stockport's website at www.stockportexploration.com or by accessing the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) website at www.sedar.com.

APPENDIX A

Stockport Exploration Inc.
Audit Committee Charter

Purpose

The Audit Committee is ultimately responsible for the policies and practices relating to integrity of financial and regulatory reporting as well as internal controls to achieve the objectives of safeguarding of corporate assets; reliability of information; and compliance with policies and laws. The committee will also be responsible for identifying principal risks of the business and ensuring appropriate risk management techniques are in place.

The Audit Committee charges management with developing and implementing procedures to:

- ensure internal controls are appropriately designed, implemented and monitored
- ensure reporting and disclosure of required information is complete, accurate, and timely.

The Audit Committee will make recommendations to the Board of Directors regarding items relating to financial and regulatory reporting and the system of internal controls following the execution of the committee's responsibilities as described in the mandate.

Composition of Committee

The committee will be composed of a minimum of 3 Directors from the Company's Board of Directors, with a majority of the members independent. Independence of the Board members will be as defined by applicable legislation and as a minimum each independent committee member will have no direct or indirect relationship with the Company which, in the view of the Board of Directors, could reasonably interfere with the exercise of a member's independent judgment.

All members of the committee will be financially literate as defined by applicable legislation. If, upon appointment, a member to the committee is not financially literate as required, the person will be provided a three month period in which to achieve the desired level of literacy.

If any member loses their independent status following their appointment to the committee, they will be required to resign from the committee within three months of becoming non-independent. The Board will be required to replace the member within that three month time frame. If it is the Chair of the Audit Committee that loses independent status, that person shall cease to be chair immediately and be replaced as chair by an existing member of the committee with the Board being asked to replace this member within the three month time frame.

Authority

The Committee has the authority to engage independent counsel and other advisors as it deems necessary to carry out its duties and the Committee will set the compensation for such advisors.

The Committee has the authority to communicate directly with and to meet with the external auditors and the internal auditor, without management involvement. This extends to requiring the external auditor to report directly to the Audit Committee.

Responsibilities

1. The Audit Committee will recommend to the Board of Directors:
   a. the external auditor to be nominated for purposes of preparing or issuing the auditor's report or performing other audit, review or attest services for the Company.
   b. the Compensation of the external auditor.

2. The Audit Committee is directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing the Auditor's Report or performing other review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting. The Audit Committee will also ensure that the external auditor is in good standing with the Canadian Public Accountability Board ("CPAB") and will enquire if there are any sanctions imposed by the CPAB on the external auditor. The Audit Committee will also ensure that the external auditor meets the rotation requirements for partners and staff on the Company's audit.

3. The Audit Committee must pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the Company's external auditor. The Audit Committee has delegated to the Chair of the committee the authority to pre-approve non –audit services up to an amount of $5,000, with such pre-approved services presented to the Audit Committee at the next scheduled Audit Committee meeting following such pre-approval.

   De *minimis* non-audit services satisfy the pre-approval requirement provided:

   a. the aggregate amount of all these non-audit services that were not pre-approved is reasonably expected to constitute no more than five percent of the total amount of fees paid by the Company and its subsidiaries to the external auditors during the fiscal year in which the services are provided;

   b. the Company or subsidiaries, as the case may be, did not recognize the services as non-audit services at the time of the engagement; and

   c. the services are promptly brought to the attention of the Audit Committee and approved, prior to the completion of the audit, by the Audit Committee or by the Chair of the Audit Committee, who has been granted authority to pre-approve non-audit engagements.

4. The Audit Committee will review and discuss with management and the external auditors the annual audited financial statements, including discussion of material transactions with related parties, accounting policies, as well as the external auditors' written communications to the Committee and to management.

5. The Audit Committee reviews the Company's financial statements, MD&A as well as annual and interim earnings press releases and recommends such to the Board. This is prior to public disclosure of such information.

6. The Audit Committee ensures that adequate procedures are in place for the review of financial information extracted or derived from the Company's financial statements, contained in the Company's other public disclosures and must periodically assesses the adequacy of those procedures.

7. The Audit Committee establishes procedures for:
   a. the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
   b. the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

8. The Audit Committee reviews and approves the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company. The Committee will ensure that the policies are in compliance with legal requirements, including Multi-National Instrument 52-110.

9. The Audit Committee will, with respect to ensuring the integrity of disclosure controls and internal controls over financial reporting, understand the process utilized by the Chief Executive Officer and the Chief Financial Officer to comply with Multilateral Instrument 52-109.

10. The Audit Committee will undertake a process to identify the principal risks of the business and ensure appropriate risk management techniques are in place. This will involve enquiry of management regarding how risks are managed.

Reporting

The reporting obligations of the Committee will include:

- Report to the Board on the proceedings of each Audit Committee meeting and on the Audit Committee's recommendations at the next regularly scheduled Board meeting.
- Review the disclosure required in the Company's Annual Information Form as Form 52-110FI.

Meetings

The Committee will meet at least four times per year and at least once every fiscal quarter. Meetings may also be convened at the request of the external auditor.