

**THELON PROPERTY****AMENDMENT TO OPTION AND JOINT VENTURE AGREEMENT**

**THIS AGREEMENT** is dated the 10<sup>th</sup> day of December, 2007 but to be effective the 25<sup>th</sup> day of June, 2007.

**BETWEEN:**

**GREAT BEAR URANIUM CORP.** (formerly Great Bear Resources Ltd.), a British Columbia corporation having its registered office at Suite 1300, 1111 West Georgia Street, Vancouver, British Columbia, Canada, V6E 4M3 (Facsimile No. 604-646-0640)

(the "Optionor")

**AND:**

**HILLCREST RESOURCES LTD.**, a British Columbia corporation having its registered office at Suite 1500 - 1055 West Georgia Street, Vancouver, British Columbia, V6E 4N7 (Facsimile No. 604-999-5603)

(the "Optionee")

**WHEREAS:**

A. The Optionor and the Optionee entered into an option and joint venture agreement respecting the Thelon Property dated the 25<sup>th</sup> day of June, 2007 (the "Option and Joint Venture Agreement");

B. The parties hereto wish to amend the Option and Joint Venture Agreement as hereinafter set out;

**NOW THEREFORE THIS AGREEMENT WITNESSES** that, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. In this Agreement capitalized terms not otherwise defined herein shall have the meanings given to them in the Option and Joint Venture Agreement.
2. The Option and Joint Venture Agreement be and is hereby amended by deleting Schedule 1.01-1 and substituting Schedule 1.01-1 attached hereto.
3. The Option and Joint Venture Agreement, as amended by this Agreement, shall continue in full force and effect and is hereby ratified and approved.

4. This Agreement may be executed in counterparts, each of which will constitute an original and all of which together will be deemed to constitute one valid and binding agreement, and delivery of the counterparts may be effected by means of facsimile.

IN WITNESS WHEREOF the parties hereto have executed this Agreement as of the day and year first above written.

**GREAT BEAR URANIUM CORP.**

Per:   
Authorized Signatory

**HILL CREST RESOURCES LTD.**

Per:   
Authorized Signatory

**SCHEDULE 1.01-1**

Attached to and forming part of an Option and Joint Venture Agreement between Great Bear Resources Ltd. and Hillcrest Resources Ltd. made as of June 25, 2007 but as amended on the 10<sup>th</sup> day of December, 2007

---

**DESCRIPTION OF MINERAL CLAIMS**

1987335.1

- 2 -

**TABLE 1: LIST OF MINERAL CLAIMS, THELON PROPERTY**

Claim Number	Claim Name	Record Date	Anniversary Date	Acreage	Current Expenditure Required
K06802	LL 25	2007-04-10	2009-04-10	2530	\$10,120.00
K06803	LL 24	2007-04-10	2009-04-10	2530	\$10,120.00
K06804	LL 23	2007-04-10	2009-04-10	2530	\$10,120.00
K06805	LL 22	2007-04-10	2009-04-10	2530	\$10,120.00
K06806	LL 21	2007-04-10	2009-04-10	2530	\$10,120.00
K06813	LL 118	2007-04-10	2009-04-10	2480	\$9,920.80
K06814	LL 119	2007-04-10	2009-04-10	2480	\$9,920.80
K06815	LL 120	2007-04-10	2009-04-10	2480	\$9,920.80
K06816	LL 121	2007-04-10	2009-04-10	2480	\$9,920.80
K06817	LL 122	2007-04-10	2009-04-10	2063	\$8,252.40
K06818	LL 106	2007-04-10	2009-04-10	2530	\$10,120.00
K06819	LL 69	2007-04-10	2009-04-10	2563	\$10,252.00
K06820	LL 49	2007-04-10	2009-04-10	2563	\$10,252.00
K06822	LL 128	2007-04-10	2009-04-10	2530	\$10,120.00
K06823	LL 129	2007-04-10	2009-04-10	2530	\$10,120.00
K06824	LL 130	2007-04-10	2009-04-10	2530	\$10,120.00
K06825	LL 131	2007-04-10	2009-04-10	2531	\$10,123.20
K06826	LL 132	2007-04-10	2009-04-10	2531	\$10,123.20
K06827	LL 133	2007-04-10	2009-04-10	2531	\$10,123.20
K06828	LL 134	2007-04-10	2009-04-10	2531	\$10,123.20
K06829	LL 135	2007-04-10	2009-04-10	2531	\$10,123.20
K06830	LL 136	2007-04-10	2009-04-10	1799	\$7,196.00
K06831	LL 137	2007-04-10	2009-04-10	1799	\$7,196.00
K06833	LL 143	2007-04-10	2009-04-10	2531	\$10,123.20
K06834	LL 144	2007-04-10	2009-04-10	2531	\$10,123.20
K06835	LL 145	2007-04-10	2009-04-10	2531	\$10,123.20
K06836	LL 146	2007-04-10	2009-04-10	2531	\$10,123.20
K06837	LL 147	2007-04-10	2009-04-10	2531	\$10,123.20
K06838	LL 148	2007-04-10	2009-04-10	2531	\$10,123.20
K06839	LL 149	2007-04-10	2009-04-10	1859	\$7,437.60
K06841	LL 155	2007-04-10	2009-04-10	2531	\$10,123.20
K06842	LL 156	2007-04-10	2009-04-10	2531	\$10,123.20

1987335.1

- 3 -

Claim Number	Claim Name	Record Date	Anniversary Date	Acreage	Current Expenditure Required
K06843	LL 157	2007-04-10	2009-04-10	2531	\$10,123.20
K06844	LL 158	2007-04-10	2009-04-10	2531	\$10,123.20
K06845	LL 159	2007-04-10	2009-04-10	2531	\$10,123.20
K06846	LL 160	2007-04-10	2009-04-10	2531	\$10,123.20
K06848	LL 166	2007-04-10	2009-04-10	2531	\$10,123.20
K06849	LL 167	2007-04-10	2009-04-10	2531	\$10,123.20
K06850	LL 168	2007-04-10	2009-04-10	2531	\$10,123.20
K06851	LL 169	2007-04-10	2009-04-10	2531	\$10,123.20
K06852	LL 170	2007-04-10	2009-04-10	2531	\$10,123.20
K06853	LL 171	2007-04-10	2009-04-10	2135	\$8,540.00
K06854	LL 94	2007-04-10	2009-04-10	2530	\$10,120.00
K06855	LL 96	2007-04-10	2009-04-10	2530	\$10,120.00
K06856	LL 98	2007-04-10	2009-04-10	2530	\$10,120.00
K06857	LL 83	2007-04-10	2009-04-10	2530	\$10,120.00
K06858	LL 84	2007-04-10	2009-04-10	2530	\$10,120.00
K06859	LL 85	2007-04-10	2009-04-10	2530	\$10,120.00
K06860	LL 63	2007-04-10	2009-04-10	2530	\$10,120.00
K06861	LL 64	2007-04-10	2009-04-10	2530	\$10,120.00
K06862	LL 65	2007-04-10	2009-04-10	2530	\$10,120.00
K06863	LL 44	2007-04-10	2009-04-10	2530	\$10,120.00
K06864	LL 45	2007-04-10	2009-04-10	2530	\$10,120.00
K06865	LL 46	2007-04-10	2009-04-10	2530	\$10,120.00
K06866	LL 26	2007-04-10	2009-04-10	2530	\$10,120.00
K06867	LL 27	2007-04-10	2009-04-10	2530	\$10,120.00
K06869	LL 28	2007-04-10	2009-04-10	2530	\$10,120.00
K06870	LL 10	2007-04-10	2009-04-10	2530	\$10,120.00
K06871	LL 11	2007-04-10	2009-04-10	2530	\$10,120.00
K06872	LL 12	2007-04-10	2009-04-10	2530	\$10,120.00
K06873	LL 13	2007-04-10	2009-04-10	2530	\$10,120.00
K06874	LL 100	2007-04-10	2009-04-10	2530	\$10,120.00
K06875	LL 102	2007-04-10	2009-04-10	2530	\$10,120.00
K06876	LL 86	2007-04-10	2009-04-10	2530	\$10,120.00
K06877	LL 87	2007-04-10	2009-04-10	2530	\$10,120.00
K06878	LL 66	2007-04-10	2009-04-10	2530	\$10,120.00

1987335.1

- 4 -

Claim Number	Claim Name	Record Date	Anniversary Date	Acreage	Current Expenditure Required
K06879	LL 67	2007-04-10	2009-04-10	2530	\$10,120.00
K06880	LL 47	2007-04-10	2009-04-10	2530	\$10,120.00
K06881	LL 48	2007-04-10	2009-04-10	2530	\$10,120.00
K06882	LL 29	2007-04-10	2009-04-10	2530	\$10,120.00
K06883	LL 30	2007-04-10	2009-04-10	2530	\$10,120.00
K06884	LL 14	2007-04-10	2009-04-10	2530	\$10,120.00
K06885	LL 15	2007-04-10	2009-04-10	2530	\$10,120.00
K06886	LL 6	2007-04-10	2009-04-10	2530	\$10,120.00
K06887	LL 7	2007-04-10	2009-04-10	2530	\$10,120.00
K06888	LL 8	2007-04-10	2009-04-10	2530	\$10,120.00
K06889	LL 9	2007-04-10	2009-04-10	2530	\$10,120.00
K06890	LL 172	2007-04-10	2009-04-10	2531	\$10,123.20
K06891	LL 173	2007-04-10	2009-04-10	1334	\$5,336.00
K06892	LL 174	2007-04-10	2009-04-10	2531	\$10,123.20
<b>Total</b>				<b>198,096</b>	<b>\$792,382.00</b>

1987335.1

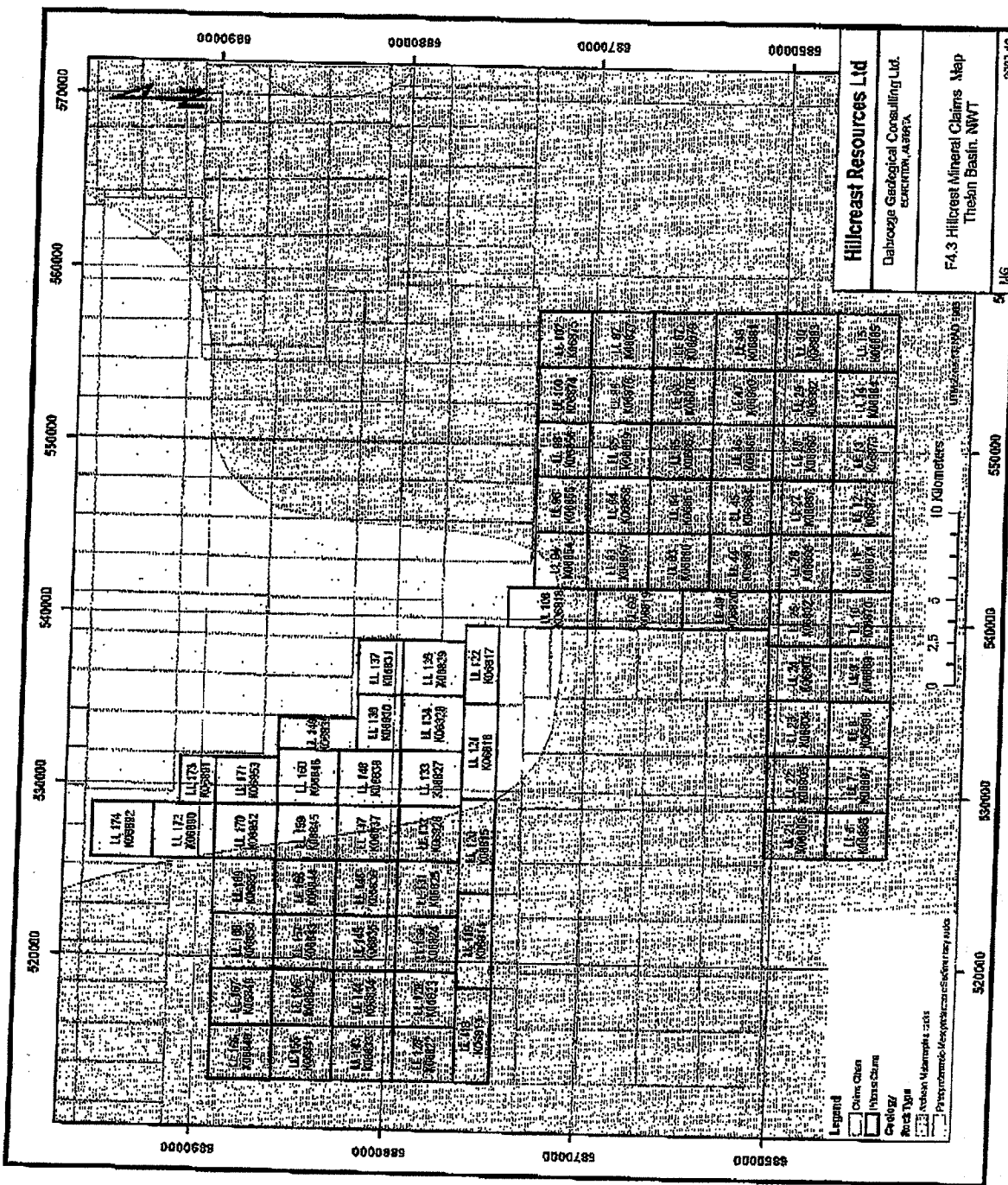


Fig. Thelon Property Mineral Claims Map

1987335.1