QMI SEISMIC INC.

TECHNICAL REPORT

&

PROPOSED EXPLORATION

on the

GOLD HILL PROPERTY

Kamloops Mining Division BCGS 092P.050

British Columbia, Canada

Centred Near

UTM (NAD: 83 Canada) 5700500 N, 703200 E

Author

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3.0 SUMMARY

QMI Seismic Inc. (QMI Seismic Inc.) entered into an option agreement with Ken Ellerbeck and Gerald Locke whereby QMI Seismic Inc. can earn a 100% interest in the Gold Hill property ("Property") located 317 kilometres northeast of Vancouver. The property is comprised of two contiguous mineral claims covering an area of 604.7385 hectares.

The Property is also located 1,650 metres south of the formerly productive Windpass and the Sweet Home mines from which a reported 1,071,684 grams of gold was produced from two extensive east-west gold-bearing shear zones which associated with a regional north trending contact structure. The structure is the contact between the eastern unit and the western unit of the Fennell Formation and trends southerly from the past producers mid-centre through the Property.

Mineralization at the Windpass is hosted by quartz veins with free gold, native copper, chalcopyrite, and other minerals.

The Property is also adjacent to a property to the west where at least four sub-parallel quartz vein zones occupy two easterly striking, steeply dipping fault-shear systems that cut massive pillow basalts. Two of the veins, one of which has been traced over a strike length of 300 metres, are 40 metres apart and dip steeply north into the hillside. Carbonate alteration (ankerite?) envelopes the vein zones. A total of 300 metres of drifting and cross-cutting had been carried out from nine adits by 1930. The mined quartz vein and wall-rock was transported to the creek where the rock was crushed and panned for the free gold. The eastern ends of the two veins are indicated within 250 metres of the QMI Property

A 2005 soil geochemical survey covered the two veins and a localized portion of the QMI Property along the indicated easterly vein extensions. The gold in soil; results (Figure 4) reveal that two spotty anomalous gold values of 200 ppb and 49 ppb gold occur on the Property along the eastward projection of the two Gold Hill veins

The QMI Property contains the potential structures for mineral conduits and for the controls to mineral deposition. The location of the main structure, the northerly trending fault contact zone is known; the intersecting cross structures have to be located and the specific area explored for geological indications of sub-surface mineral zones.

An exploration program of geophysical, geological, and geochemical surveys estimated to cost $108,000.00 is recommended to locate potentially economic, gold-bearing mineral zones associated with east-west and/or intersecting structures as at the formerly productive Windpass and the Sweet Home mines.

4.0 INTRODUCTION

4.1 Terms of Reference and Purpose

At the request of officials of QMI Seismic Inc. the writer was requested to write a geological summary report on the Gold Hill property in a 43-101 format. The purpose of the report is to establish the geological merits of the Property to the containment of potentially economic mineral zones and if warranted, to recommend an exploration program to explore for and develop a mineral resource.

The writer has not completed an examination of the Gold Hill property due to the snow cover which would not evaluation which was basically a review of pertinent reports and to take samples for verification of mineralization on the property as reported on from prior exploration results.

4.2 Source of Information and Data

Information for this report on the Property was obtained from pertinent published reports as cited in the Selected Reference section of this report and from previously related exploration work by the author in the immediate and general area of the Gold Hill property since 1980.

Figure 1. **Location Map**
(from MapPlace)

5.0 RELIANCE ON OTHER EXPERTS

5.1 Non-Qualified Opinions Relied Upon

It is not within the scope of this report to independently verify the legal status or ownership of the mineral properties or the underlying option agreements and transfers of title. The author has no reason to believe that information relating to ownership of claims, option agreements, permitting requirements and environmental liabilities are different from that which has been presented.

In the preparation of this report the author has relied on data obtained through a review of public and private documents, reports and on the work done by many geologists and engineers employed by companies that have performed work on various sectors adjacent to the Property. The author knows of no reason for doubting the accuracy of their work or their conclusions. All sources of information used in the report are referenced in Section 19.0.

6.0 PROPERTY DESCRIPTION AND LOCATION

6.1 Property Description

The Property consists of two contiguous claims totaling 604.7385 hectares. Particulars are as follows:

Table 1. **Claim Status: Gold Hill Property**
(from MapPlace)

Tenure Number	Type	Claim Name	Good Until	Area (ha)
842774	Mineral	DIXIE EAST	20120111	161.2585
850021	Mineral	GOLD HILL	20120329	443.48

Total Area: 604.7385 ha

Tenure 850021 envelopes the 54.66 hectare Mining Lease (Tenure 219970) which extends eastward from the western border of the Property for two kilometres.

On May 20, 2011 QMI Seismic Inc. entered into a Purchase Option Agreement ("Option") with Gerald Locke and Ken Ellerbeck (Optionor) to acquire a 100 percent (100%) undivided interest in the two contiguous mineral claims (Table 1) designated as the Gold Hill property ("Property"). A summary of the terms of the Option Agreement is outlined in Table 2. Upon QMI Seismic Inc. completing the cash payments, QMI Seismic Inc. shall have purchased 100% of the Property.

Table 2. **Summary of Option Agreement**

Time	Aggregate Cash
Within 48 hours of signing agreement	**$ 6,500.00**
On choice of Option purchase	**$ 6,500.00**

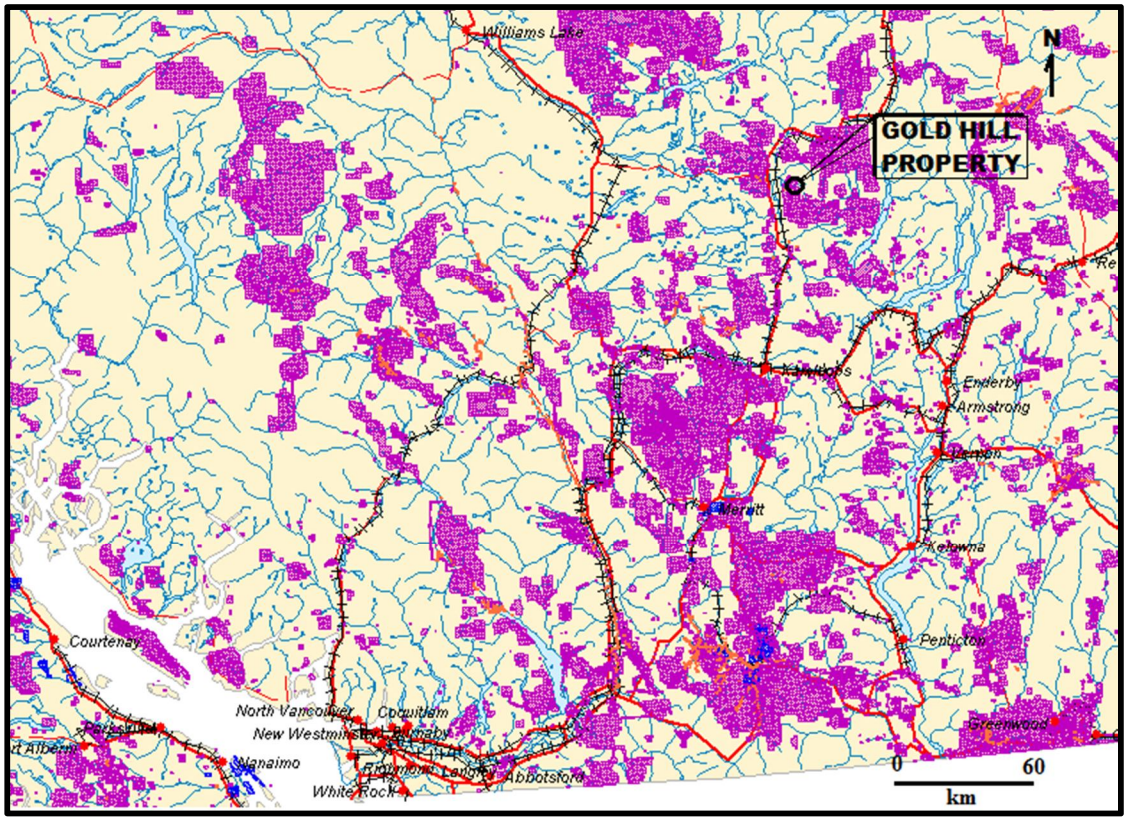
6.1 Property Description (cont'd)

According to the BC Government claims registry, the Property claims are registered in the name of Gerald Locke and Ken Ellerbeck and are valid and in good standing to the dates as documented in Table 1 of this report.

6.2 Property Location

The Property is located in the Kamloops Mining Division of British Columbia Canada, 85 kilometres north of Kamloops and 325 Kilometres northeast of Vancouver. The centre of the Property is at 5700500N, 703500E (NAD 83).

Figure 2. **Claim Location**
(from MapPlace)



6.3 Permits and Liabilities

In order to maintain the claims in good standing, exploration work equivalent to $4.00 per hectare in the first three years of ownership and $8.00 per hectare in the fourth and succeeding years is required to be applied as assessment work on the claim. Cash payment in lieu of the required work expenditures is allowed. The assessment work or cash payment has to be applied prior to the date of the claim expiration.

There are no other constraints, obligations, or environmental liabilities known to the writer that constitute a concern in regards to exploration on the property. The exploration recommended in the first stage of exploration as reported in this document will not require a permit. Should the recommended exploration program proceed to the second stage, a permit for drilling would be required which is normally issued within thirty days submitting the application.

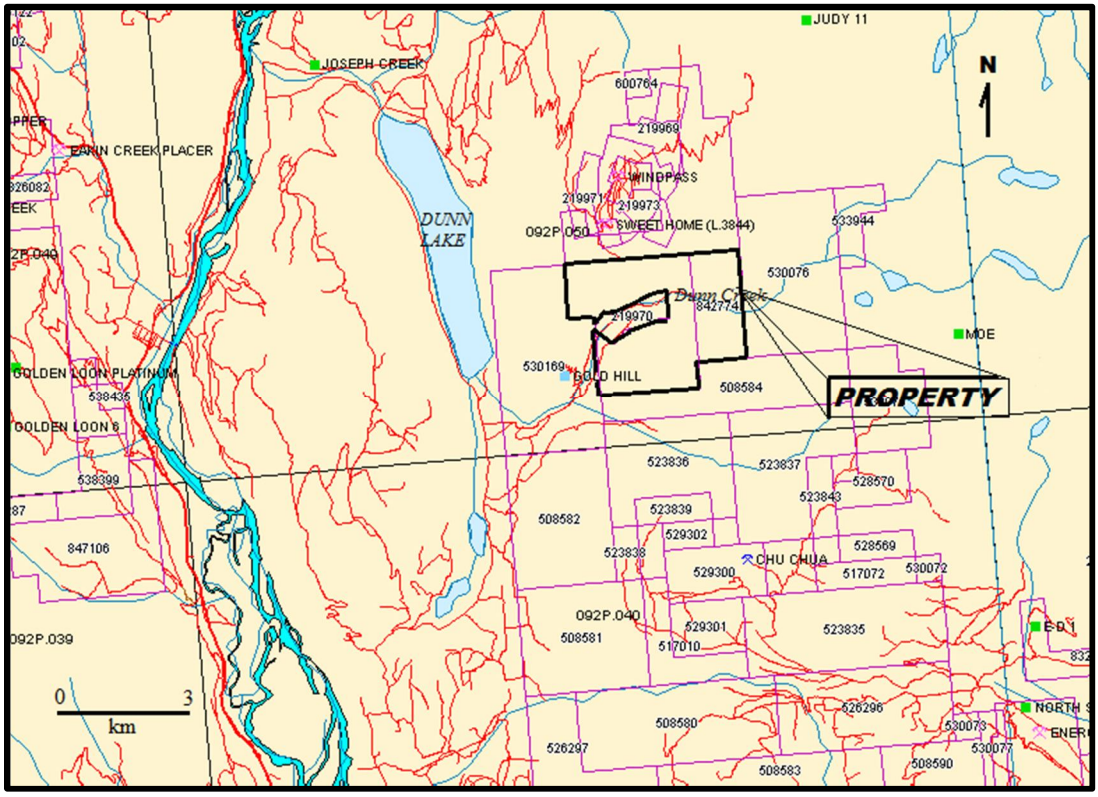
7.0 ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY

7.1 Access

Road access from Kamloops is northward via the Yellowhead South Highway #5 for 58 kilometres to the town of Barrier thence via the Dunn Lake road northward for 24 kilometres to within one Kilometre of the south end of Dunn Lake thence eastward for two and one-half kilometres to the western border of the Gold Hill property. The road continues for three kilometres through half the width of the Property of which the first two kilometres is within the Mining Lease of the adjacent property.

*Figure 3.***Property, Claims, Location, and Access**

(Base Map from MapPlace)



7.2 Climate

The region is situated within the dry belt of British Columbia with rainfall between 25 and 30 cm per year. Temperatures during the summer months could reach a high of 35° and average 25°C with the winter temperatures reaching a low of -10° and averaging 8°. On the Property snow cover could be from December to April which could hamper a year-round exploration program at higher elevations.

7.3 Water

Sufficient water for all phases of the exploration program should be available from the many lakes and creeks, which are located within the confines of the Property. Dunn Creek which drains into Dunn Lake some five kilometres west, winds its way centrally through the Property.

7.0 ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY (cont'd)

7.4 Physiography

The Property is situated within the western margins of the Shuswap Highlands-Adams Plateau region of mountainous terrene with deeply incised valleys. Steep to moderate slopes prevail with relief in the order of some 1,100 metres from 700 metres at the western boundary and at the Dunn Creek valley to elevations of up to 1,800 metre in the northeast corner. A moderate forest cover of pine, spruce, and cedar dominates.

7.4 Local Resources and Infrastructure

Merritt or Kamloops, historic mining centres, could be a source of experienced and reliable exploration and mining personnel and a supply for most mining related equipment. Kamloops is serviced daily by commercial airline and is a hub for road and rail transportation. Vancouver, a port city on the southwest corner of, and the largest city in the Province of British Columbia, is four hours distant by road and less than one hour by air from Kamloops.

7.5 Potential Areas for Tailings Disposal and Plant Sites

There are adequate sites on and/or peripheral to the property for potential tailings storage areas, waste disposal areas and processing plant sites. The mine-mill operation would be subject to approved environmental impact studies and government regulation.

8.0 HISTORY AND PREVIOUS WORK

8.1 Prior Ownership and Work Completed by Previous Owners

The history of exploration is scant with the documented evidence showing that the history of work completed on the QMI Property was a soil geochem survey which was completed by Sego Resources Inc. in 2005 on the adjacent ground of the Gold Hill prospect (Minfile 092P.041) and infringed on a localized portion of the QMI Property. Portions of the Sego geochem map with the soil geochem results of gold (Au) are reproduced in part as Figure 4.

8.2 Production History

There is no recorded production from the Gold Hill property

8.3 History of Exploration by QMI Seismic Inc.

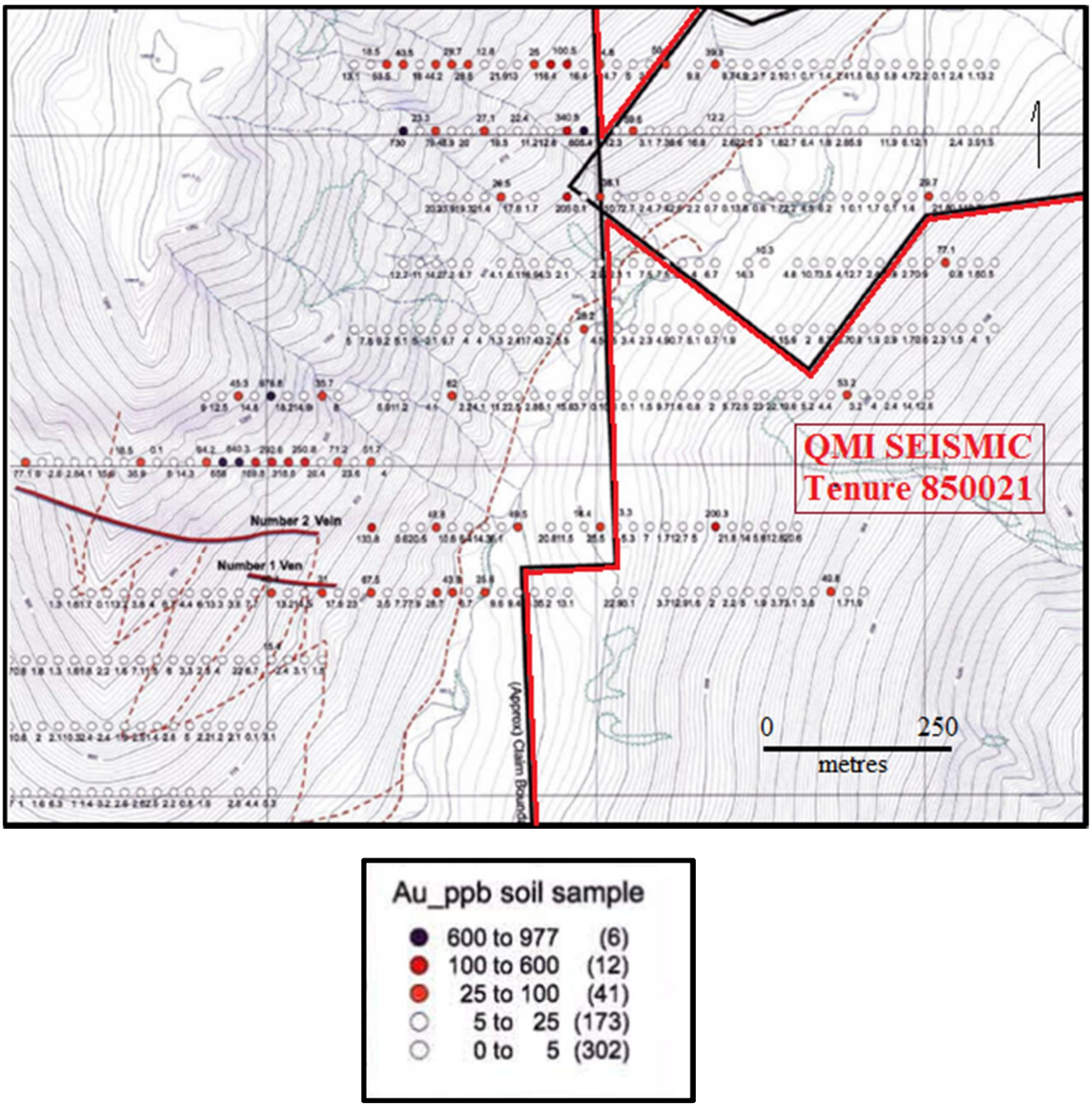
QMI Seismic Inc. has not performed any exploration work on the Gold Hill property.

9.0 GEOLOGICAL SETTING

9.1 Area Geology

Regionally, a 12 kilometer northerly trending band of the Late Paleozoic Fennell Formation rocks are bordered by a Cretaceous batholith (Kqm) to the east and a Late Triassic to Early Jurassic batholith (LTrJgd) to the west. The Fennell Formation is divided into an eastern unit of consisting of massive and pillowed basalt, bedded chert, argillaceous rocks, conglomerate, quartz feldspar porphyry, and gabbroic to dioritic rocks (DPFL) designated as the Lower Stratigraphic Division, with the western Upper Structural Division consisting almost entirely of pillowed and massive and pillowed basalt (PnPFU). The two Divisions are indicated in a gently undulating fault contact.

Figure 4. **Soil geochem results for Au on the Property and on the adjacent Gold Hill veins**
(From Sampson, 2006)
(see Figure 2 for this location on the Gold Hill property)

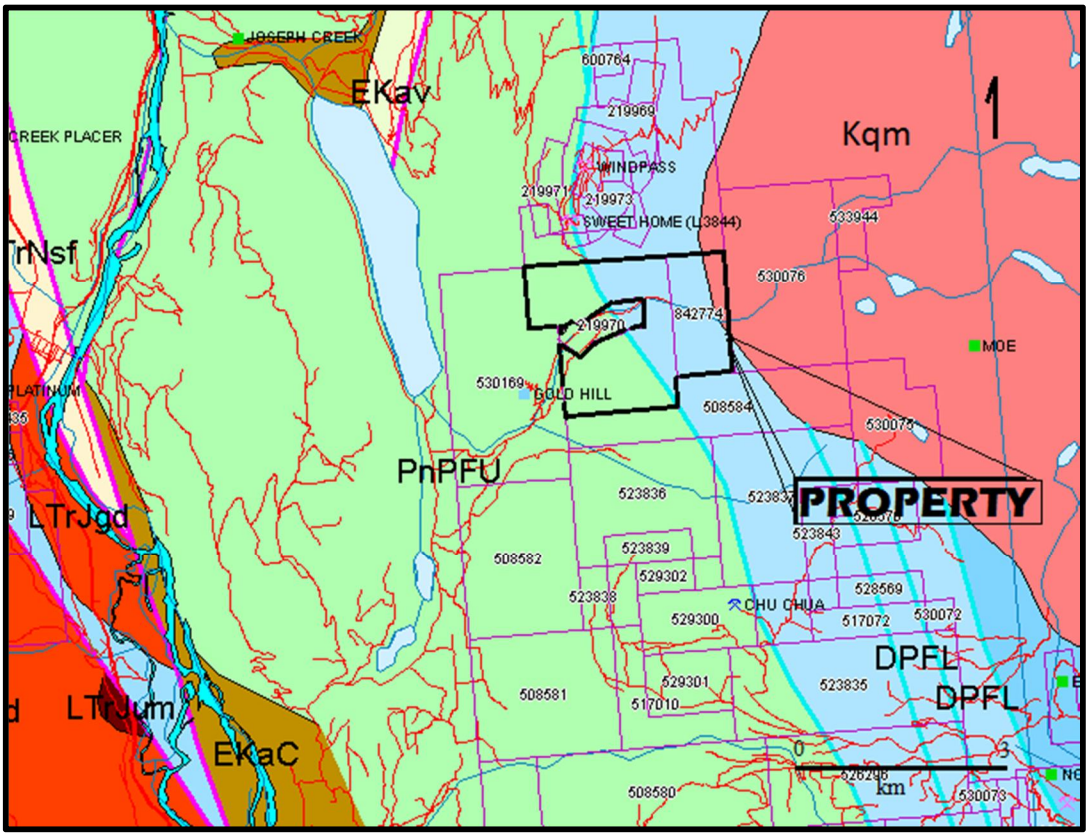


The fault contact generally trends north-northwesterly through the centre of the Property and also bisects the mineral lease of the adjacent ground which projects for two kilometers into the Property (Figure 5). At the Windpass (Minfile 092P041) and the Sweet Home (Minfile 092P040) past producers located 750 metres north of the Property the fault contact trends at N15E and is the control to the mineral zones. The (Windpass) straddles the thrust contact between the upper or western structural division and the lower or eastern structural division of the Fennell Formation in a contact which trends N15E Coyle (1987).

9.1 Area Geology (*cont'd)*

Production from the Windpass and the Sweet Home is reported as 93,435 tonnes containing a reported 1,071,684 grams gold, 1663,000 grams silver, and 78,906 kilograms of copper (Minfile report).Production was from two extensive gold bearing quartz vein/shear systems which were discovered in 1926. These strike east-west, dip approximately 40° north and occur within a diorite sill of the Upper Paleozoic Fennell Formation. The two veins are crudely parallel, have the same attitude and are about 900 meters apart.

Figure 6. **Regional & Property Geological Map**
(From MapPlace)



At the Sweet Home Coyle (1987) reports that:

"The Sweet Home vein strikes 290 degrees with varying dips from 10 to 50 degrees north but averages 30 degrees. Within the chert which forms the western wall of the diorite sill, the vein is only centimetres wide and has little sulphide and low gold values. From here, it extends 152 metres to the east where it is thought to be truncated by a northwest-trending fault. It is not known if an offset continuation exists."

9.1 Area Geology (*cont'd)*

On the adjacent property to the west, the property is underlain by the western Fennell assemblage consisting predominantly of northerly striking, moderately dipping, massive dark green pillow basalts. Easterly striking fault and shear structures, frequently mineralized, cut the rocks. A small gabbroic stock lies immediately south of and downhill of the vein occurrences.

At least four sub-parallel quartz vein zones occupy two easterly striking, steeply dipping fault-shear systems that cut massive pillow basalts. Two of the veins, one of which has been traced over a strike length of 300 metres, are 40 metres apart and dip steeply north into the hillside. Carbonate alteration (ankerite?) envelopes the vein zones.

A total of 300 metres of drifting and cross-cutting had been carried out from nine adits by 1930. The mined quartz vein and wall-rock was transported to the creek where the rock was crushed and panned for the free gold.

A 2005 soil geochemical survey covered the two veins and a localized portion of the QMI Property along the indicated easterly vein extensions. The gold in soil; results (Figure 4) reveal that two spotty anomalous gold values of 200 ppb and 49 ppb gold occur on the Property along the eastward projection of the two Gold Hill veins. The eastern ends of the two veins are indicated within 250 metres of the QMI Property.

9.2 Property Geology

The fault contact between the eastern and the western units of the Fennell assemblages trends north-northwesterly through the centre of the QMI Property and northward to the Sweet Home, a past producer 750 metres north, and the Windpass, a past producer 1,650 metres north. The eastern portion of the QMI Property is underlain by the eastern unit which consists of massive and pillowed basalt, bedded chert, argillaceous rocks, conglomerate, quartz feldspar porphyry, and gabbroic to dioritic rocks (DPFL). A quartz monzonite intrusive (Kqm) contacts the eastern unit rocks along the eastern border of the Property.

The western portion of the QMI Property is underlain by the western unit which consists almost entirely of massive and pillowed basalt (PnPFU) and which hosts the Gold Hill mineral prospect 250 metres to the west of the QMI Property.

10.0 DEPOSIT TYPES

Exploration targets on the Property are:

- Hydrothermal/epigenetic veins, polymetallic veins associated with shear zones;
- Mineralized skarn deposits associated with the intrusive-eastern assemblage rocks;
- Mineralized epithermal vein systems associated with the intrusive.

11.0 MINERALIZATION

There is no reported mineralization on the QMI Property other than that indicated by the anomalous gold values in the Sego soil samples.

At the Sweet Home mine, 750 metres north of the Property, mineralization is in gold-bearing quartz veins which cut the Devonian to Permian Fennell Formation of the Slide Mountain Group. The Sweet Home vein is comprised of quartz with variable but minor amounts of pyrite and chalcopyrite, bismuth sulphide and telluride in small amounts

At the Windpass mine, 900 metres north of the Sweet Home, quartz veins ranging from several centimetres to almost one metre in width and averaging 38 to 46 centimetres contain variable amounts of pyrite, chalcopyrite, bismuth sulphide, free gold, magnetite and gold tellurides. The northern Windpass vein is the more extensive and is characterized by free gold in quartz, magnetite, bismuthinite, tellerium, pyrrhotite, pyrite, chalcopyrite, minor silver, and native copper

On the adjacent property, an easterly trending quartz vein, quartz veinlet, and quartz stringer zone 250 metres west of the Property, hosts disseminated galena, chalcopyrite, pyrite, sphalerite and arsenopyrite minerals over relatively narrow widths. Some native gold has been reported.

12.0 EXPLORATION BY QMI SEISMIC INC.

QMI Seismic Inc. has not performed any exploration on the Gold Hill property.

13.0 DRILLING

There was no drilling done by QMI Seismic Inc. on the Gold Hill property.

14.0 SAMPLING METHOD AND APPROACH

There was not any sampling completed on the Gold Hill property.

15.0 SAMPLE PREPARATION, ANALYSES AND SECURITY

Not applicable.

16.0 DATA VERIFICATION

Not applicable.

17.0 ADJACENT PROPERTIES

There are two properties adjacent to the QMI Property that have been explored to some extent. The Sweet Home and the Windpass, both within 1,650 metres to the north have been explored since 1926. The last exploration on the adjacent property to the west was in 2005 when Sego Resources Inc. completed a soil geochem survey which was expanded to include a localized portion of the QMI Property. That portion includes the area of indicated vein extension from the adjacent property.

More information on these adjacent properties is reported on in Sections 9.0 and 11.0 of this report.

18.0 MINERAL PROCESSING AND METALLURGICAL TESTING

There was no mineral processing and/or metallurgical testing performed on any material from the Gold Hill property.

19.0 MINERAL RESOURCE AND MINERAL RESERVE ESTIMATES

There are no mineral resources on the Gold Hill property in accordance to current CIM estimation of mineral resources and mineral reserves best practicing guidelines adopted by CIM on November 23, 2003, as amended.

Both Canadian National Instrument 43-101 and the Australian JORC code state that mineral resources must meet the condition of "a reasonable prospect for eventual economic extraction".

20.0 OTHER RELEVANT DATA and INFORMATION

The author is unaware of any additional information concerning the Gold Hill property that is pertinent to this report

21.0 INTERPRETATION AND CONCLUSIONS

The QMI Property (Property) covers a geological sequence of rocks which are favourable to hosting potential economic mineral resources. Although the Property remains virtually unexplored, the geology, including structure, is comparable to the geology of the adjacent properties.

The three kilometre fault structure contact on the Property is a prime exploration target for gold-bearing mineral zones comparable to the mineral zones at the Sweet Home and the Windpass to the north. The location of cross structures, where steeply dipping east-west structures intersect the major northerly trending thrust fault, is a prime location to the deposition of minerals emanating from possibly the quartz monzonite intrusive with the east-west structures as the conduit.

The western unit of the Fennell assemblage may be more susceptible to the formation of east-west structures as indicated from the structures hosting gold bearing veins on the adjacent property to the west. As the structure is "gold-in-soil" indicated to extend easterly to and on the Property, the structure may extend westerly to the north trending fault which intersection could be the controlling structure for a Windpass or a Sweet Home gold zone.

It is concluded that the QMI Property contains the potential structures for mineral conduits and for the controls to mineral deposition. The location of the main structure, the northerly trending fault contact zone is known; the intersecting cross structures have to be located and the specific area explored for geological indications of sub-surface mineral zones.

22.0 RECOMMENDATIONS

It is recommended that initially a general coverage of the Property over selected areas be covered by a VLF-EM survey to locate potential mineral controlling structures. One of these areas would be the complete north-south coverage of the fault contact over a width of 300 metres. The second area would be the area over the indicated eastward mineral hosting structure from the western boundary (250 metres from the eastern end of the zone on the adjacent property) to the main fault contact.
Follow-up exploration would be over prime anomalous VLF-EM conductors and would consist of a soil survey, and geological mapping and sampling.

22.0 RECOMMENDATIONS (cont'd)

Estimated Cost of the Recommended Program

Stage 1

Digital base map	$ 5,000.00
Grid: 20 km @ $300.00	6,000.00
VLF-EM Survey: 20 km @ $1,000.00	20,000.00
Soil survey: 500 samples @ $35.00	17,500.00
Soil geochem ICP analysis: 500 samples @ $15.00	7,500.00
Geological Mapping & Sampling 15 days @$800.00	12,000.00
Associated field expenses: room, board, truck rentals, fuel	5,000.00
Engineering and Supervision	20,000.00
Data compilation and reporting	10,000,00
Contingencies	5,000.00
Estimated Cost	$ 108,000.00

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The recommended exploration program is estimated to take six weeks to complete.

It is the author's opinion that the character of the Gold Hill property is of sufficient merit to make the recommended exploration program a worthwhile undertaking

Respectfully submitted,

Laurence Sookochoff, PEng

23.0 REFERENCES

MapPlace – Minfile & Aris Downloads

Coyle, T. –Report on the Windpass Property for Kerr Addison Mines Limited dated 1987. AR 16,764

Kikauka, A. – Geological and Geochemical Report on the Midge Claim for J. Allan Hilton dated Feb 28, 2005. AR 27,763.

Minfile - Downloads

Sampson, C.J. – Report on Geochemical Soil Sampling on the Midge/Goldhill Claim Tenure 530169 for Sego Resources Inc. dated 30 March 2006. AR 28,351.

24.0 AUTHORS CERTIFICATE

I, Laurence Sookochoff, P.Eng. do hereby certify that I am a Consulting Geologist with a business address at 401-850 West Hastings Street Vancouver, BC Canada V6B 1P1.

1. I am the owner and principal of and provide geological and consulting services through my company Sookochoff Consultants Inc.

2. I graduated from the University of British Columbia with a degree in Bachelor of Science in 1966.

3. I am a member in good standing of The Association of Professional Engineers and Geoscientists of British Columbia.

4. I have worked as a geologist for a total of 45 years since my graduation from the University of British Columbia.

5. I have read the definition of "qualified person" set out in National Instrument 43-101 ("NI 43-101") and certify that by reason of my education, affiliation with a professional association (as defined in NI 43-101) and past relevant work experience, I fulfill the requirements to be a "qualified person" for the purposes of NI 43-101.

6. I am responsible for the preparation and items in the Report titled "Technical Report and Proposed Exploration on the Gold Hill Property for QMI Seismic Inc. dated May 20, 2011 (the "Technical Report") relating to the Gold Hill Property. I have not made a personal property examination of the Gold Hill claims because of prevailing snow conditions. A property examination will be made once the property once conditions permit.

7. I have not had previous involvement with the property which is the subject of the Technical Report.

8. I am not aware of any material fact or material change with respect to the subject matter of the Technical Report that is not reflected in the Technical Report, the omission to disclose which makes the Technical Report misleading.

9. Applying the tests set out in Section 1.5 of National Instrument 43-101, I am an independent consultant to QMI Seismic Inc.

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.

11. I consent to the filing of the Technical Report with any stock exchange and other regulatory authority and any publication by them for regulatory purposes, including electronic publication in the public company files on their websites accessible by the public.

25.0 DATE and SIGNATURE PAGE

Laurence Sookochoff, PEng.

Dated and signed in Vancouver BC Canada on the 20th day of May, 2011.