REPORT on the GEOLOGY and MINERAL POTENTIAL

of the

MISTY BASIN PROJECT

Northwest Territories, Canada

NTS: 105O, 105P

For

NORTHERN LIGHTS RESOURCES CORP.
1210 – 675 West Hastings St.
Vancouver, B.C., V6B 1N2

by

Kristo S. Tapaninen, B.Sc., P.Geo.

October 20, 2010

Table of Contents

List of Figures

List of Tables

Item 3: Summary

Kristo S. Tapaninen, B.Sc., P.Geo. (the "Author") was retained by Northern Lights Resources Corp. ("Northern Lights") to prepare an independent Technical Report on the Misty Basin Project, Northwest Territories (NWT). This report summarizes the known geology and mineralization on the Misty Basin Project and surrounding area and makes recommendations for further exploration. This Technical Report conforms to NI43-101 Standards of Disclosure for Mineral Projects. The Author personally examined the property during the period July 20 to August 5, 2007. In addition, the Author made a second visit to the property from August 23 to August 26, 2008. During this visit the Author took an additional 14 samples, 11 from the Showing A area described in Item 12: Exploration.

In 2007, Northern Lights entered into an agreement with prospector Mr. Peter Risby and his private company 7606 Yukon Ltd (the "Vendor"), giving Northern Lights the option to acquire a 100% interest in a large contiguous block of mineral claims located in the western Northwest Territories (NWT), Canada adjacent to the Yukon Territory (YT) border approximately 1650 km north of Vancouver, British Columbia and 400 km northeast of Whitehorse, Yukon Territory.

The total area of the claims in the above agreement was approximately 43752.5ha (108114.9ac).

In late August 2007, Northern Lights acquired through staking from the Vendor additional claims totalling 13586.3ha (33572.5ac) of prospective ground to the north of the above referenced claims and in addition, claims totalling 1609.79ha (3977.87ac) within YT adjacent to the NWT border.

In June 2008 Northern Lights acquired through staking from the Vendor further claims totalling 3452.7ha (8531.8ac) of prospective ground in the same areas of the NWT and YT.

As of the end of 2008 the company had acquired through staking claims totalling 62401.29ha (154197.07ac) of prospective ground in both the Northwest Territories and the Yukon Territory.

In September of 2009, due to an inability to raise money in the equity markets Northern Lights allowed the 13586.3ha (33572.5ac) acquired to the north of the original 43752.5ha (108114.9ac), and a further (2179.09ha.) (5384.87ac.) in total claims acquired in the YT in late August of 2007 to lapse which reduced the total land package held by Northern Lights to 46635.9ha (115239.7ac).

In July of 2010 an additional fourteen (14) NWT claims totalling 11950.1 (29529.3ac),

acquired in the summer of 2007 were allowed to lapse. During the same time period, the bulk of the YT claims (1588.84ha; 3926.12ac) were also allowed to lapse leaving only one claim, YK 3 (20.94ha; 51.75ac), on which the camp was situated.

As of the date of this report the total land package held is 33096.9ha (81784.3ac) within four separate blocks of claims. This report covers the claims listed in Table 2 on page 9.

An assessment report written in late 2009 on work performed over a large portion of the NWT claims is currently under review by the mining recorder in Yellowknife. If the assessment report is accepted a large number of the lower claim blocks will be valid through at least 2013. Due to a backlog in assessment reports at the Mining Recorder's office in Yellowknife this report only recently came under review. Due to the delay in reviewing the report the reviewing geologist in Yellowknife has granted an extension on all claims within the report while modifications and changes to the above mentioned assessment report are being applied. In addition to the claims which have expiry dates of 2013 four claim blocks totalling 4180.4ha (10330.0ac) covering the most promising geology proximal to Mac Pass including the area beneath Showing A and it's possible extensions will have their expiry dates extended to 2018.

The property area is within NTS Map Sheets 105O and 105P. NAD (North American Datum) 83 is the map datum utilized.

The property is underlain by a variety of supracrustal rocks ranging in age from late Proterozoic to Permian in age which have been tightly folded and subjected to intense thrust faulting. Late Cretaceous granitic plutons intrude the supracrustal rocks. Rock types are shown in Figure 3 and described in detail in 3a (Geology Legend for Figure 3) and are based on mapping by Blusson (1972).

The region has been explored intermittently since the 1940's and a number of significant deposits of SEDEX lead-zinc-silver-barite, Mississippi Valley Type (MVT) lead-zinc-silver and skarn-type tungsten deposits have been established. These include the Tom and Jason (Yukon Territory) and the Mactung tungsten deposit to the west of Northern Light's ground. The Mactung deposit is on NTS map sheet 105O/08, centred at latitude 63°17' N, longitude 130°9' W and is presently undergoing a prefeasibility study. The NI43-101 compliant resource estimate for Mactung is currently 33 Mt @ 0.88% WO_3 (North American Tungsten Corp. Ltd., 2008).

Recent interest in the area for uranium was prompted by the results of a regional stream sediment and stream water geochemical survey carried out by the Geological Survey of Canada (Day et al, 2005). Highly anomalous uranium readings were found clustered on and around the exposures of Cretaceous granites on the property suggesting favorability for economically significant uranium deposits. As well the survey indicated anomalous gold, silver and base metals.

A privately funded program conducted by Northern Lights in 2007 included a detailed airborne magnetic and radiometric survey over the southern part of the property (McPhar,

2007). As well, scintillometer prospecting and geochemical sampling of soils and rock was carried out in some areas of interest. The latter work established an interesting area with elevated levels of uranium, gold, manganese, nickel and zinc in an area designated Showing A in this report.

In 2008 a second privately funded program was carried out and consisted of a regional geochemical sampling of soils, stream sediments and rock (chip and grab). In addition, a soil grid totalling 4 line kilometres was established over the Showing A area mentioned above. Analytical results on the soil samples obtained confirmed the elevated levels discerned in 2007.

The Author is of the opinion that the geological setting along with the encouraging results of the preliminary soil and silt sampling, that the Misty Basin Project is considered to be of sufficient merit to warrant further exploration expenditures. The presence of several anomalous U values along with the high Au assay at Showing A and of course the proximity of the Mactung deposit along with the Tom and Jason Properties suggest the potential for various deposit types.

An interpretation of the 2007 McPhar airborne survey should be completed.

The existing grid covering Showing A should be extended to the west and east for a minimum of 500m in each direction and the existing cross lines be extended to the north (and south if the existing terrain permits) a minimum of 500m. More soil geochemical sampling and a scintillometer survey should then be carried out on the grid.

Further prospecting and sampling of the favourable belt of sediments hosting Showing A should be undertaken.

Results from the above prospecting and geological work would warrant more in-depth grid sampling and prospecting along with hand trenching and/or diamond drill testing.

A budget of $51,370.00 is recommended.

Item 4: Introduction

Kristo S. Tapaninen, B.Sc., P.Geo. (the "Author") was retained by Northern Lights Resources Corp. ("Northern Lights" or the "Company") to prepare an independent Technical Report on the Misty Basin Project, Northwest Territories (NWT). This report summarizes the known geology and mineralization on the Misty Basin Project and surrounding area and makes recommendations for further exploration.

In accordance with NI43-101 guidelines, the Author visited the Misty Basin property between July 20 and August 5, 2007. The purpose of the visit was to visually inspect and ascertain the geological setting of the Misty Basin project, observe the exploration work being carried out and to assess any logistical constraints involved with carrying out the 2007 exploration program. At this time the Author took 7 rock grab samples for analysis.

Furthermore, the Author re-visited the property between August 23 and August 26, 2008 to perform additional sampling to confirm assay values received from the 2007 exploration program. During this visit the Author took 14 rock grab samples for analysis.

As there has been no further work performed on the property since the summer program of 2008 which would cause a change to the scientific or technical information concerning the property, the Author's last visit during August of 2008 should be considered current under NI43-101CP.

This Technical Report is intended to fulfill part of the requirements of the company to apply for a listing on either the TSX-V stock exchange or the CNSX and an Initial Public Offering (IPO) of stock.

This Technical Report conforms to NI43-101 Standards of Disclosure for Mineral Projects.

Standard abbreviations are used for the elements gold (Au), silver (Ag), lead (Pb), zinc (Zn), nickel (Ni), cadmium (Cd), cobalt (Co), chromium (Cr), manganese (Mn), tungsten (W) and uranium (U).

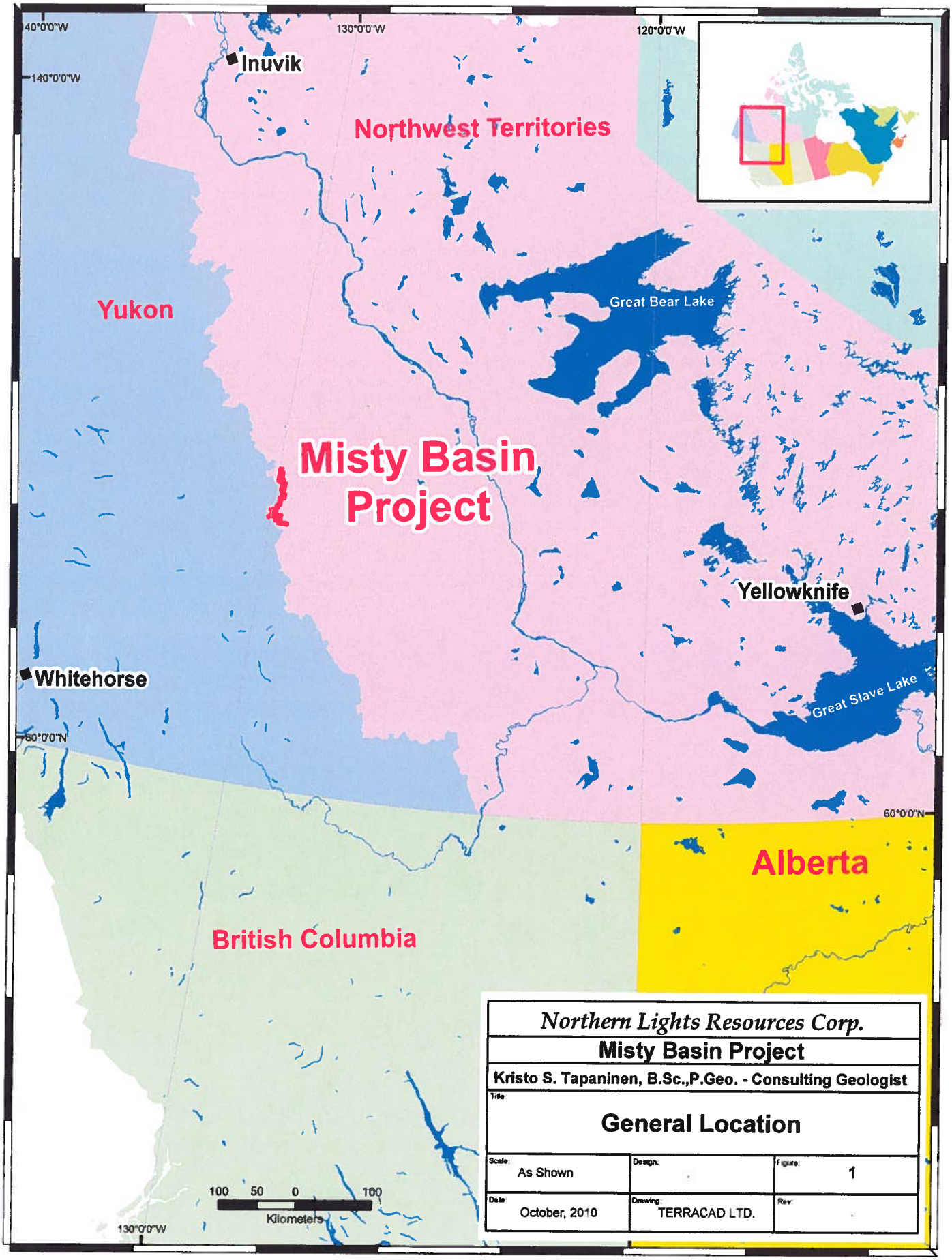
Table 1: List of Abbreviations

Unless otherwise stated, units in this report conform to the SI (metric) system. The currency used is the Canadian dollar ($).

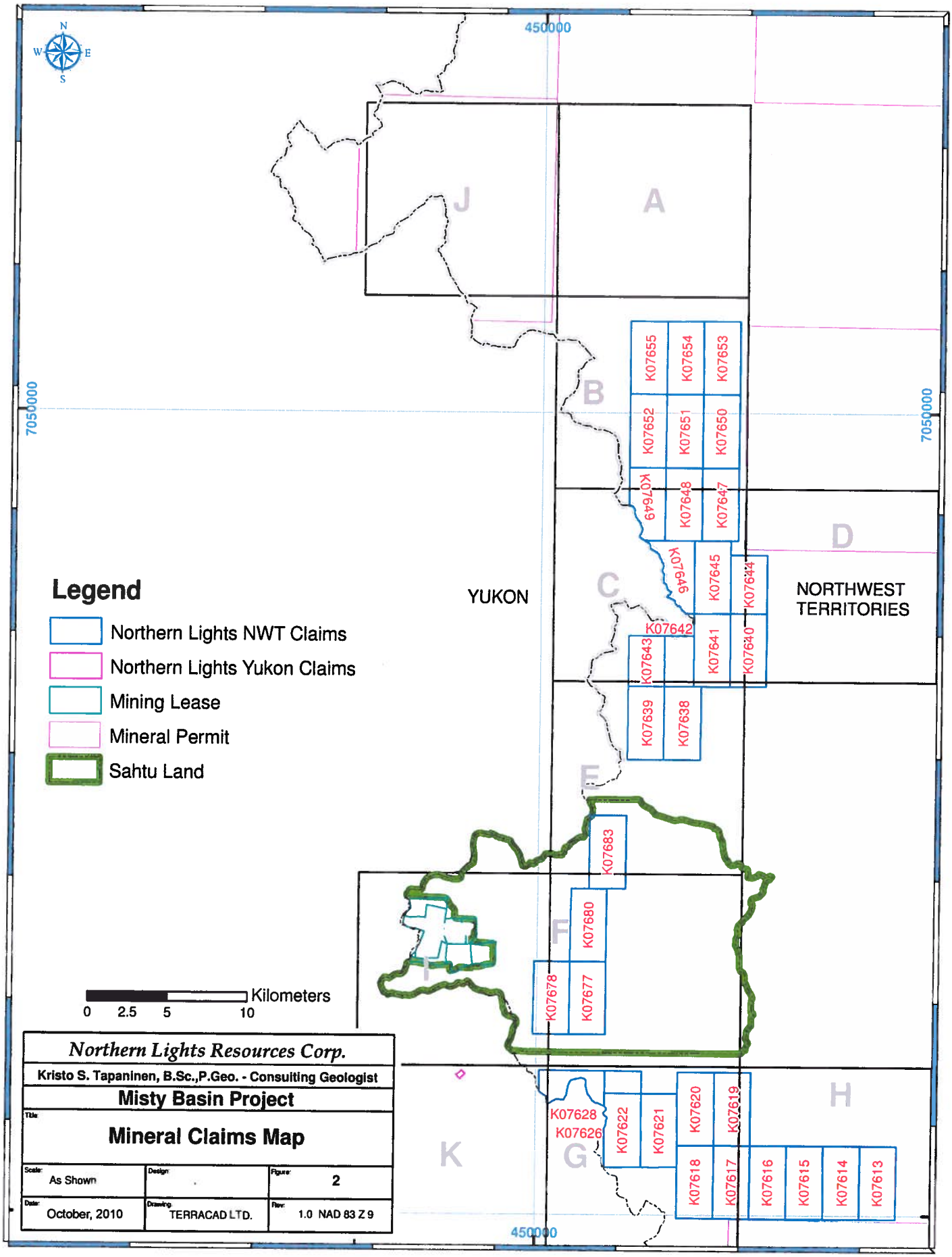
°C	degree Celsius
ac	acres
g/t	grams per tonne
ha	hectare
ICP-MS	inductively coupled plasma – mass spectrometer

km	kilometre
km^2	square kilometres
m	metre
Mt	million tonnes
oc	outcrop
ppb	parts per billion
ppm	parts per million
qtz	quartz
WO_3	tungsten oxide

The sources of information for this report includes reports from the websites of the Northwest Territories Geoscience office (NTGO) in Yellowknife and Yukon Energy, Mines and Resources (YEMR) office in Whitehorse, along with the Geological Survey of Canada (GSC). In addition, field data collected by the staff of Northern Lights Resources and a contracted helicopter-borne magnetic and radiometric survey (McPhar, 2007) during the 2007 summer field season along with various reports and technical papers listed under Item23: References, in this report.



Northern Lights Resources Corp.		
Misty Basin Project		
Kristo S. Tapaninen, B.Sc.,P.Geo. - Consulting Geologist		
Title: **General Location**		
Scale: As Shown	Design:	Figure: 1
Date: October, 2010	Drawing: TERRACAD LTD.	Rev: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K07618
K07617
K07616
K07615
K07614
K07613
Legend
Northern Lights NWT Claims
Northern Lights Yukon Claims
Mining Lease
Mineral Permit
Sahtu Land
Kilometers
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Northern Lights Resources Corp.
Kristo S. Tapaninen, B.Sc.,P.Geo. - Consulting Geologist
Misty Basin Project
Title:
Mineral Claims Map
Scale: As Shown
Design:
Figure: 2
Date: October, 2010
Drawing: TERRACAD LTD.
Rev: 1.0 NAD 83 Z 9

Item 5: Reliance on Other Experts

There were no other experts involved in the preparation of this report.

Item 6: Property Description and Location

In 2007 Northern Lights Resources Corp (Northern Lights) signed an agreement with prospector Mr. Peter Risby and his privately owned company 7606 Yukon Ltd. that granted the Company the option to acquire 100% title to a large contiguous block of mineral claims located in the western Northwest Territories (NWT), Canada adjacent to the Yukon Territory (YT) border approximately 1650 km north of Vancouver, British Columbia and 400 km northeast of Whitehorse, Yukon Territory.

The total area of the claims in the above agreement was approximately 43752.5ha (108114.9ac).

Under the original agreement, the obligations of Northern Lights to the vendor to acquire title to the claims included paying to the vendor an aggregate of $992,720 toward reimbursement of staking costs, the issuance of 17,200,000 restricted units (one share plus one half warrant each) and paying $3,225,000 over a period of 3 years from the date of listing of Northern Lights. There was also a provision that if Northern Lights elected to drop a complete claim block at any time during the three years following listing the vendor would return 400,000 units of stock to Northern Lights and the amounts payable in cash would be reduced by $25,000 for each claim block so dropped.

Pursuant to an agreement dated March 2007, as amended, Northern Lights acquired an option to purchase a 100% interest in 2,180 mineral claims, comprising 43 claim blocks, in the Northwest Territories in exchange for (i) reimbursement of $992,720 of staking costs (of which $403,494 was paid or credited); (ii) issuing 460,000 units per claim block retained by Northern Lights (each unit consisting of one common share and one-half share purchase warrant); and (iii) paying $28,750 per claim block retained, per year for three years, payable quarterly in 12 equal installments.

In late August 2007, Northern Lights acquired through staking from the vendor an additional 13586.3ha (33572.5ac) of prospective ground to the north of the above referenced claims. Northern Lights paid $20.00 per claim to Mr. Peter Risby as his agreed fee for these 650 claims, for a total of $13,000. In addition a further 120.3ha (297.4ac) within YT was also staked. There were no staking fees payable to Mr. Peter Risby for these YT claims.

In June 2008 Northern Lights staked a further 3452.7ha (8531.8ac) of prospective ground in the NWT and YT. Northern Lights incurred a total of $23,005.46 toward the cost of staking this additional ground.

In September of 2009, due to an inability to raise money in the equity markets Northern Lights allowed the 13586.3ha (33572.5ac) acquired to the north of the original 43752.5ha (108114.9ac), and a further (2179.09ha.) (5384.87ac.) in total claims acquired in the YT in late August of 2007 to lapse which reduced the total land package held by Northern Lights to 46635.9ha (115239.7ac).

During the year ending April 30, 2009, Northern Lights agreed with the Vendor to retain an option to acquire only one of the 43 claim blocks, and for that one block would issue 460,000 units and would pay $28,750 per year for three years. In addition, Northern Lights agreed with the Vendor to settle the $589,226 owing by Northern Lights to the Vendor by paying $354,226 over three years and issuing 2,350,000 shares at $0.10 per share. All payments and issuance of securities to the Vendor would occur on the date Northern Lights gains a listing on a public exchange.

In January 2010, a new agreement was entered into which replaced earlier agreements whereby Northern Lights has the option to acquire certain claims by paying $157,500 at $7,500 per month for 21 months commencing July 2010.

In June 2010, this agreement was amended whereby:

1. certain camp equipment held by Northern Lights be sold to the Vendor for $30,000 which will be offset against amounts owing to the Vendor.
2. the remaining $127,500 owing will be paid over 30 months commencing on completion of the IPO at $3,000 per month for 12 months and $5,083 per month for 18 months thereafter.

In July of 2010 an additional fourteen (14) NWT claims totalling 11950.1 (29529.3ac), initially acquired in summer of 2007 were allowed to lapse. During the same time period, the bulk of the YT claims (1588.84ha; 3926.12ac) were also allowed to lapse leaving only one claim, YK 3 (20.94ha; 51.75ac), on which the camp is situated.

As of the date of this report the total land package held is 33096.9ha (81784.3ac) within four separate blocks of claims. This report covers the claims listed in Table 2 on page 9.

The Yukon claim is an un-surveyed two-post quartz claim staked in accordance with the Yukon Quartz Mining Act. The Yukon claim is in the Watson Lake Mining District. In Yukon, acquisition of mineral titles is governed and administered by the Territorial Government through the Yukon Quartz Mining Act. Prospecting licenses are not required in Yukon, however, all individuals who wish to prospect or stake a claim must be 18 years of age or older. Mineral claims cost $10 per claim to stake and require $100 per year in representative work per claim along with applicable recording fees (Yukon Energy, Mines and Resources (YEMR), Mineral Tenure on Commissioner's Land, 2008).

The Yukon claim (YK3) is located within the Traditional Territory of the Kaska Nation (Ross River Dena Council and Liard First Nations) which is negotiating a land claim

settlement under the Yukon Umbrella Final Agreement (YEMR, Yukon First Nations Land Claims, 2008).

In the NWT acquisition of mineral titles is governed by the Territorial Lands Act and Canadian Mining Regulations and administered by the Department of Indian Affairs and Northern Development. Prior to staking a claim all individuals must possess a valid Prospector's License purchased for $5.00 from the Mining Recorder's Office. This license must be renewed by March 31 of each year. In addition any company wishing to perform prospecting must possess a prospecting license which can be purchased for $50.00 per year. Furthermore, if the area of interest is titled land through native land claims, permission to work must also be sought from the landowner(s). A mineral claim costs $0.10 per acre to stake and is valid for two years from its recording date, but must have representative work performed on it to keep it in good standing for longer than that period. For the first two years this work must equal $4.00 per acre and thereafter must equal $2.00 per acre along with applicable recording fees.

The claims are located within the Traditional Territory of the Sahtu Dene which has a land claim settlement (Sahtu Dene and Metis Comprehensive Land Claim Agreement) underlying part of the claim group (Indian and Northern Affairs Canada, 2008). The Sahtu Dene Council is further negotiating a land claim settlement for the area underlying the remainder of the claims in the NWT (Deline, 2008).

The property lies within NTS sheets 105O and 105P and is centred at approximate latitude 63°20' north and longitude 129°50' west.

Table 2 lists the claim data.

Table 2: List of Mineral Claims

Northern Lights Resources Corp. - Mineral Claims in NWT& YT					
Claim No.	Claim Name	Status	Record Date	Anniversary	Area (ac)
K07613	MAC 3	ACTIVE	22/06/2007	22/06/2013*	2582.50
K07614	MAC 4	ACTIVE	22/06/2007	22/06/2013*	2582.50
K07615	MAC 5	ACTIVE	22/06/2007	22/06/2013*	2582.50
K07616	MAC 6	ACTIVE	22/06/2007	22/06/2013*	2582.50
K07617	MAC 7	ACTIVE	22/06/2007	22/06/2013*	2582.50
K07618	MAC 8	ACTIVE	22/06/2007	22/06/2013*	2582.50
K07619	MAC 9	ACTIVE	22/06/2007	22/06/2013*	2582.50
K07620	MAC 10	ACTIVE	22/06/2007	22/06/2013*	2582.50
K07621	MAC 11	ACTIVE	22/06/2007	22/06/2014*	2582.50
K07622	MAC 12	ACTIVE	22/06/2007	22/06/2014*	2582.50
K07626	MAC 16	ACTIVE	22/06/2007	22/06/2014*	800.50
K07628	MAC 18	ACTIVE	22/06/2007	22/06/2014*	1443.00
K07677	MAC 20	ACTIVE	15/07/2008	15/07/2018*	2582.50
K07678	MAC 21	ACTIVE	15/07/2008	15/07/2018*	2582.50
K07680	MAC 23	ACTIVE	15/07/2008	15/07/2018*	2582.50
K07683	MAC 26	ACTIVE	15/07/2008	15/07/2018*	2582.50
K07638	MAC 28	ACTIVE	22/06/2007	22/06/2014*	2582.50
K07639	MAC 29	ACTIVE	22/06/2007	22/06/2014*	2298.34
K07640	MAC 30	ACTIVE	22/06/2007	22/06/2013*	2582.50
K07641	MAC 31	ACTIVE	22/06/2007	22/06/2013*	2582.50
K07642	MAC 32	ACTIVE	22/06/2007	22/06/2013*	1446.10
K07643	MAC 33	ACTIVE	22/06/2007	22/06/2013*	1807.70
K07644	MAC 34	ACTIVE	22/06/2007	22/06/2013*	2066.00
K07645	MAC 35	ACTIVE	22/06/2007	22/06/2013*	2582.50
K07646	MAC 36	ACTIVE	22/06/2007	22/06/2013*	2143.40
K07647	MAC 37	ACTIVE	22/06/2007	22/06/2013*	2582.50
K07648	MAC 38	ACTIVE	22/06/2007	22/06/2013*	2582.50
K07649	MAC 39	ACTIVE	22/06/2007	22/06/2013*	2298.30
K07650	MAC 40	ACTIVE	22/06/2007	22/06/2013*	2582.50
K07651	MAC 41	ACTIVE	22/06/2007	22/06/2013*	2582.50
K07652	MAC 42	ACTIVE	22/06/2007	22/06/2013*	2582.50
K07653	MAC 43	ACTIVE	22/06/2007	22/06/2013*	2582.50
K07654	MAC 44	ACTIVE	22/06/2007	22/06/2013*	2582.50
K07655	MAC 45	ACTIVE	22/06/2007	22/06/2013*	2582.50
				Total NWT	**81732.54**

Northern Lights Resources Corp. – Mineral Claims in NWT& YT					
Claim No.	Claim Name	Status	Record Date	Anniversary	Area (ac)
YC73380	YK 3	ACTIVE	20/06/2008	20/06/2011	51.75
				Total YT	**51.75**

* Anniversary dates if assessment work done is accepted. Assessment report is currently under review in Yellowknife, NWT.

The claim block corners and boundaries are marked with posts, blazing and flagging according to the regulations of the Northwest Territories and Yukon Territory. Post and line locations were established by handheld GPS readings. Several lines were observed by the Author and they appear to be properly established.

To the Author's knowledge there are no obligations regarding tenure.

There are no known established economic mineral deposits on the property at the present time. To the Author's knowledge there are no known mineralized zones or resources, mineral reserves, mine workings or tailings, etc. on the property.

At the present time, there are no known environmental liabilities to which the property is subject.

The Sahtu Land and Water Board is the regional authority for Land Use Permits and Water Licenses for the area covering the Misty Basin property. No permits are required for staking, prospecting (including soil, stream sediment and rock sampling) and airborne geophysics in the NWT while under this jurisdiction. If Northern Lights recommend a diamond drilling program, permits will be required.

Item 7: Accessibility, Climate, Local Resources, Infrastructure, Physiography and Surface Rights

7.1 Accessibility

Whitehorse is the nearest point with daily scheduled air service with direct flights from both Vancouver and Calgary; bush aircraft are available for charter and there is a full range of services and supplies for mineral exploration.

The small community of Ross River lies 200 km by air northwest of Whitehorse and 200 km southwest of the property. Ross River has a paved airstrip suitable for small aircraft on wheels or skis and is serviced by a gravelled all-weather road connecting with other points in the Yukon and, via the Alaska Highway, with major transportation routes to the south. The road distance from Whitehorse to Ross River is approximately 350 km.

Ground transport from Ross River to the property is about 250 km on the Canol Road, a poor quality gravel road which passes through the property. The Canol Road is passable in summer only due to a seasonal ferry crossing at Ross River. The road is reasonably well maintained, but requires four wheel drive vehicles in early summer. Although not presently approved and maintained for winter travel, it could readily be made passable to heavy trucks in winter with proper snow plough equipment.

There is a gravel airstrip suitable for small wheeled or ski equipped aircraft close to the east boundary of the property. There is a second gravel airstrip (Macmillan airstrip) approximately 10 km to the west of Northern Light's camp which is utilized on a regular basis by North American Tungsten Corp. Ltd.

7.2 Climate

The climate is sub-arctic with long cold winters averaging –30° C and short mild summers with daytime temperatures of around 10° to 12°. Occasionally, summer temperatures may spike to as high as 30° C, but this is unusual. Generally, moderate precipitation is to be expected throughout the summer months.

Exploration activities are seriously impaired from Nov 15 to Feb 15 by very short hours of daylight.

7.3 Local Resources

Fuel for aircraft and drills along with groceries, some hardware and motel accommodation is available in limited supply at Ross River, YT.

Experienced field workers and camp staff are available from Ross River and other nearby communities such as Tulita and Norman Wells, NWT. At the present time there is no ready access to an existing power grid and diesel generators supply the only power to the nearby communities of Tulita and Norman Wells.

7.4 Infrastructure

There is no exploration or mining infrastructure near the property other than the Canol Road and the gravel air strip. As mentioned previously, the Canol Road is summer access only. The nearest power line is at Ross River, about 250 km southwest.

7.5 Physiography

The property lies within the Selwyn Range of mountains which is one of a series of north-easterly trending ranges collectively known as the Mackenzie Mountains. Surface elevations on the property range from about 1300m to 1500m above mean sea level in the valley floors to 2300m above mean sea level on the higher peaks.

The main drainages on the property are easterly to east-north-easterly across the main trend of the ranges with tributaries draining chiefly northeast or southwest.

Bedrock outcrop ranges from poor to abundant on the higher ground; bedrock in the stream valleys is often obscured by unconsolidated glacial deposits of undetermined thickness.

As the property is essentially above tree line, ground cover is predominantly buck brush with local grasses, mosses and lichen.

7.6 Surface Rights

Northern Lights does not have any surface rights within the mineral claim blocks. In our claim area surface rights are owned by both the Federal Government and the Tulita District Land Corporation. All subsurface rights are owned by the Federal Government. Northern Lights is at early stage exploration. If permits for exploration activities are required, Northern Lights can obtain permits from the Sathu Land and Waterboard. At this time the potential of tailing storage areas, potential of waste disposal areas, heap leach pad areas and potential process plant sites are not relevant.

Item 8: History

The region has been explored intermittently since the construction of the Alaska Highway and Canol Road during WW 2.

The adjacent Mactung deposit was discovered in 1962 by a geologist with Amax Northwest Mining Co. Ltd. probably as a result of follow-up prospecting to a regional stream sediment survey which was part of the Ogilvy Reconnaissance Project (North American Tungsten Corporation Ltd., 2008).

This property will be covered in more detail in Item 17: Adjacent Properties.

Throughout the 1950's, 60's and 70's the surrounding area underwent several regional exploration programs which generally concentrated on carbonate hosted lead-zinc mineralization and subsequently resulted in a number of showings being discovered, two

of which (to the west of the Misty Basin project within Yukon Territory) are now classed as deposits. These two properties are the Tom and the Jason respectively.

The Tom property was discovered in 1951 by Hudson Bay Exploration Development Company Ltd. (HBED) (Rennie, 2007). The Jason property was staked in 1974 by the Ogilvie Joint Venture which was comprised of C.L. Smith, Brinex Ltd., Mitsubishi Metal Corporation Inc. and Ventures West Capital Ltd. (Rennie, 2007).

These two properties will also be discussed further in Item 17: Adjacent Properties.

A thorough search of both the NWT Geoscience Office's and the Yukon Energy, Mines and Resources assessment report indices, and subsequent perusal of all scientific reports filed on work performed on or within NTS map sheets 105O and 105P, did not reveal any assessment or other reports that referred to the Misty Basin project area either wholly or in part, with the exception of those items covered below.

During the field seasons of 1967 and 1968 S.L. Blusson of the GSC performed geological mapping and subsequently published Paper 71-22, Sekwi Mountain Map-Area, Yukon Territory and District of Mackenzie, with accompanying Map 1333A, Sekwi Mountain Map Sheet (Blusson, 1972).

In 1968 Spartan Explorations Ltd. (N.P.L.) conducted a regional airborne reconnaissance over a large area between the Itsi Range and Keele Peak centred on MacMillan Pass. Subsequent ground geochemical sampling and geological mapping resulted in the discovery of a structural geologic setting similar to that of the Tom Claims in one area and high grade tungsten float boulders in another area (Smith, 1968). A follow-up program for 1969 was proposed. No further assessment work was filed which covered these areas.

In 1974 Strato Geological Ltd. under contract from Regency Resources Ltd. performed a magnetometer survey on Regency's Shoot, Ache and Cal Claim blocks located to the north and east of the Amax ground (now Mactung). Results were inconclusive based on the lack of a geology map with which to reference the survey results (Tully, 1974).

In 1975 Strato Geological Ltd. under contract from Regency Resources Ltd. and Groton Minerals Ltd. (N.P.L.) performed a very low frequency (VLF) electromagnetic survey over a part of the Cal Claim group. Results were discouraging and no further work was recommended (Tully, 1975).

In 1981 and 1982, J. G. Abbott of the GSC undertook a mapping project to define the structure and stratigraphy of the MacMillan fold belt in the MacMillan Pass area (Abbott, 1982).

In 1981 Pan Ocean Oil Ltd. optioned the Sekwi Prospecting Permits (#787-795) from Kelvin Energy Ltd. These permits were located in the northwest corner of the Sekwi Mountain map sheet (105P) between latitudes 63°30' to 64°00' N and longitudes 129°15'

to 130°00' W. The field program consisted of prospecting and heavy mineral sampling with limited geological mapping. The purpose of the program was to investigate the possibility of stratiform, massive sulphide deposits similar to those in the MacMillan Pass region (McArthur & Kapusta, 1982).

In 1982 Aberford Resources Ltd. (previously Pan Ocean Oil Ltd.) undertook an exploration follow-up program of the 1981 program which consisted of mapping, prospecting and geochemical sampling. Sub-economic mineralization consisting of zinc and barite was reported and no further work was recommended (Seyler & McArthur, 1983).

Minimal work was performed on the Misty Basin ground after that time and consisted of road work and surveying, etc. in part due to work being done on the adjacent Mactung deposit.

To the Author's knowledge there has been no mineral resource defined, no mineral reserve estimates done and no mining production done on the property.

Item 9: Geological Setting

9.1 Regional Geology

The following summary of the regional geology is taken from Goodfellow (2008).

> "Selwyn Basin is an elongate Paleozoic marine basin represented by mostly black shales and cherts that hosts SEDEX and stratiform barite deposits. Mississippi Valley-Type (MVT) deposits are common in flanking shallow water carbonates of the Mackenzie and MacDonald platforms. The Selwyn Basin has a complex history of extensional tectonism from Late Proterozoic to Mississippian, which gave rise to a Paleozoic epicontinental margin characterized by a basin and arch morphology (Goodfellow et al., 1993).
>
> The oldest rocks exposed in the Selwyn Basin consist of a thick (4-6 km) sequence of Hadrynian-Cambrian clastic sedimentary rocks comprising the Windermere Supergroup (Eisbacher, 1981). These clastic rocks are interpreted as a syn-rift sequence that formed by the erosion of Hudsonian crystalline basement during continental breakup, initiated about 760 Ma ago (Eisbacher, 1981). Rapid subsidence of the continental margin during the Cambrian indicates that the continent rifted apart and formed a marginal ocean basin to the west at this time (Bond et al., 1988).
>
> The Windermere rocks are overlain by deep water Cambro-Ordovician carbonate rocks of the Rabbitkettle Formation, which are in turn overlain by basinal facies chert and shale of the Road River Group (Ordovician-Devonian), and chert and

autochthonous black clastic rocks of the Earn Group (Devono-Mississippian) (Gordey et al., 1988). The basinal sedimentary facies is bounded by the Mackenzie and Macdonald carbonate platforms to the east and north, and in its south-central part is dissected by the intrabasinal shelf facies of the Cassiar Platform. Although interpretation of the western margin is complicated by a later collisional event and right lateral displacement on the Tintina Fault, it has been interpreted by Goodfellow (1985) as the outer margin of the continental shelf.

Three major episodes of mafic volcanism have been identified in the Selwyn Basin (i.e., Early Cambrian, Middle Ordovician and Middle to Late Devonian). These volcanic rocks consist of mafic volcanic flows, dykes and tuffs, and form discontinuous, lenticular belts that parallel the rift-bounding faults or occur as isolated volcanic piles. Their incompatible element chemistry is similar to that of alkaline basalts formed in continental rifts and represents low percentage partial melts derived from a previously metasomatized mantle (Goodfellow et al., 1995).

In most cases, there appears to be a close temporal and/or spatial relationship between volcanic centers and SEDEX deposits of the Selwyn Basin (Goodfellow et al., 1993). The Late Cambrian SEDEX deposits of the Anvil District are overlain by the Menzie Creek volcanic rocks although the thickest portion of the Menzie Creek mafic volcanic sequence lies 10-20 km northwest of the stratiform deposits (Jennings and Jilson, 1986). At McMillan Pass, Yukon, the Tom and Jason deposits (early Late Devonian) occur at the same stratigraphic horizon as a belt of Middle to early Late Devonian alkalic mafic flows and volcaniclastic rocks (Abbott and Turner, 1990). The thickest accumulations of volcanic rocks lie 10-40 km west of the SEDEX deposits. The Early Silurian Howards Pass deposits are not spatially associated with volcanic rocks although mafic tuffs of this age occur about 70-80 km to the north-northwest along the trend of the Selwyn Basin. In the Gataga District, northeastern British Columbia, Devonian volcanic rocks are both temporally and spatially associated with Late Devonian SEDEX deposits (Goodfellow et al., 1995; McIntyre, 1992).

The tectonic setting of the Selwyn basin has been a subject of debate. Differential subsidence curves of Bond et al. (1988) indicated rapid subsidence in the Cambrian, consistent with major rifting and the formation of a Paleozoic passive margin on the eastern side of a newly formed ocean. The Late Devonian SEDEX deposits in the Selwyn Basin are interpreted to have formed in a continental back-arc rift that was generated by the roll-back of the oceanic slab beneath the western margin of the North American craton, from Nelson et al., (2002). Therefore, the Selwyn Basin is a continental rift that formed by intra-continental rifting and was subsequently reactivated in a far field back-arc continental rift during the Devonian (Nelson et al., 2002), similar to that proposed for the McArthur River basin in northern Australia (Betts et al., 2003). The Devonian extensional event that affected the western North American margin is commonly referred to as the Antler Orogeny (Trexler et al., 2004)."

In addition, there was widespread granitic magmatism as is stated below (YEMR, The Geological Framework of the Yukon Territory, 2008).

> "Widespread Early to mid-Cretaceous granitic magmatism intruded the deformed rocks of the miogeocline. Five main intrusive suites are recognized: the Anvil (112-110 Ma), Tay River (98-96 Ma), Tungsten (97-92 Ma), South Lansing (95-93 Ma) and the Tombstone Suite (94-90 Ma). The McQuesten Suite was later emplaced around 65 Ma (Mortensen, 2000). The Tintina Fault zone, a late Cretaceous to Tertiary dextral strike-slip fault system with an estimated displacement of at least 450 km, and possibly up to 650 km, displaced the western margin of Selwyn Basin into what is now Alaska."

9.2 Property Geology

The property geology is depicted in Figure 3 and the legend (Figure 3a) lists the names, ages and brief descriptions of the rocks on the Misty Basin Property after Blusson (1972).

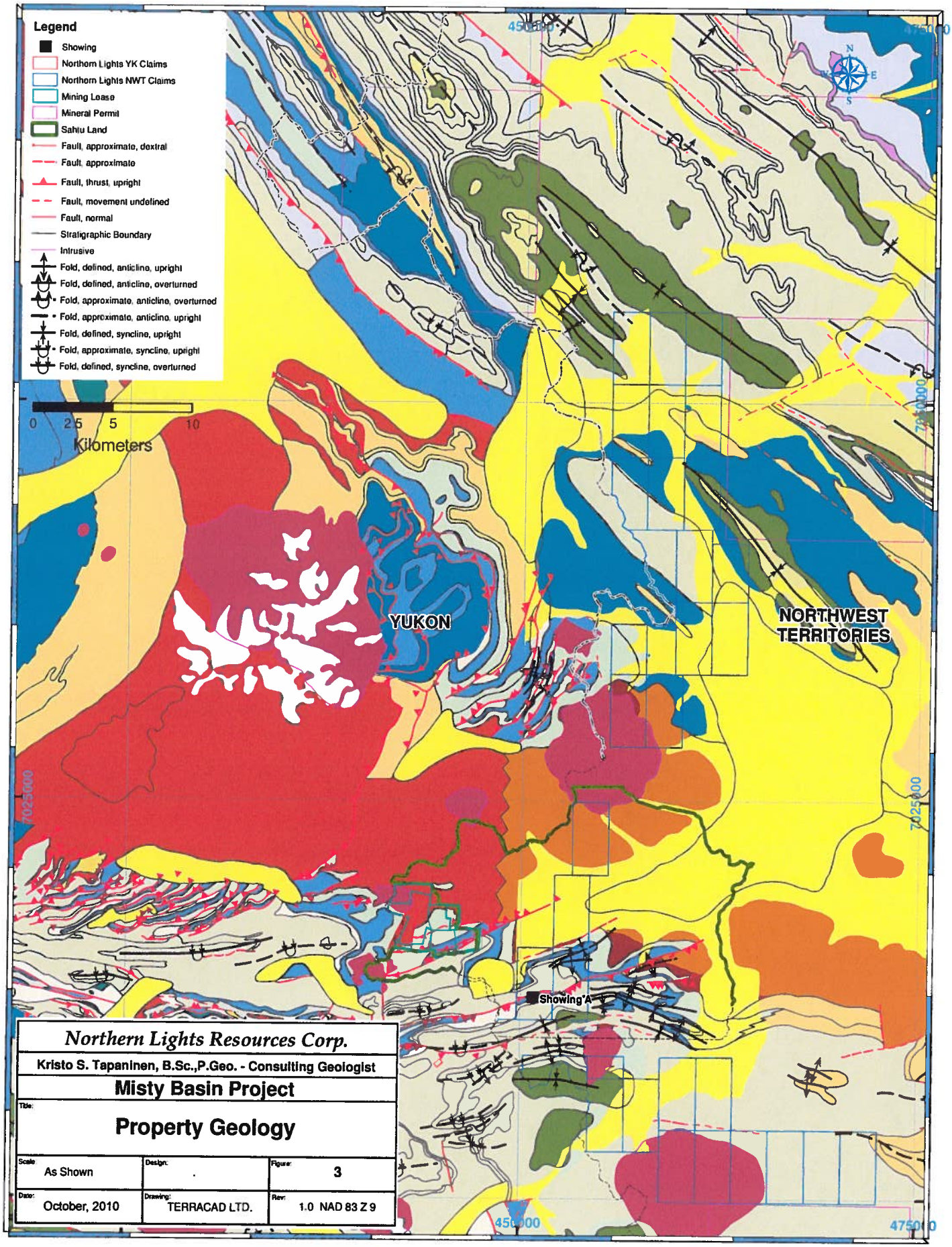
Within the Misty Basin Property there are several units that are known to host or are potential hosts for mineralization. These would include the Lower Devonian Road River Group (black graptolitic shales, laminated cherts and minor limestones), the Lower Cambrian Sekwi Formation (limestones, dolomites, and sandstones), along with the Early to mid-Cretaceous granitic intrusions.

In the southern half of the property several granitic plutons varying in surface trace from a few hundred metres to as much as 7 km in diameter have intruded the supracrustal sediments. It appears to the Author that the formational trends of the supracrustal rocks here are predominantly east-west (rather than the northeast-southwest trend of the ranges) perhaps due to the disruptive effects of the intrusions.

In the northern half of the property supracrustal formational trends are predominantly north-easterly paralleling the trend of the ranges.

Numerous major thrust faults parallel the formational trends on the property and other faults cut across and displace the formations.

Available reports do not record base and precious metal deposits of the types described above on the present Misty Basin property. However, the Mactung tungsten deposit (Lacroix & Cook, 2007) and two potentially economic SEDEX-type deposits (Tom and Jason) (Rennie, 2007) lie only 5 km west of the west boundary of the property. Also, occurrences of Mississippi Valley Type (MVT) lead-zinc-silver mineralization are located close to the southeast (Keele Group (Olfert, 1974)) and northeast extremities of the property. These adjacent properties and mineralized occurrences, along with the presence of favourable lithology and structural geology, indicate a favourable environment on the property for these three types of deposits as well as the potential for uranium as discussed below.



Northern Lights Resources Corp.

Kristo S. Tapaninen, B.Sc.,P.Geo. - Consulting Geologist

Misty Basin Project

Title:

Property Geology

Scale:	Design:	Figure:
As Shown	.	3
Date:	Drawing:	Rev:
October, 2010	TERRACAD LTD.	1.0 NAD 83 Z 9

LEGEND

32 **PLEISTOCENE AND RECENT**
Unconsolidated glacial and alluvial deposits

31 **CRETACEOUS(?)**
Medium-grained biotite-hornblende and hornblende-biotite quartz monzonite and granodiorite; commonly porphyritic in potash feldspar

30 **CRETACEOUS**
Dark grey and black shale, argillite, sandstone, quartz-pebble and cobble conglomerate, highly carbonized plant debris and coal

29 **CARBONIFEROUS OR PERMIAN**
Light grey to buff and locally orange weathering flaggy to thin bedded dolomite commonly with light coloured chert bands; interbedded sandy dolomite and fine-grained white to tan orthoquartzite; occasional thick beds of very coarse grained light grey weathering bioclastic limestone; appreciable dark shale with thin beds of orthoquartzite and dolomite in the lower part

28 **DEVONIAN AND (?) MISSISSIPPIAN**
Dark grey to black shale and argillite

27 **UPPER DEVONIAN AND (?) MISSISSIPPIAN**
Thick-bedded massive fine- to medium-grained, medium grey to white orthoquartzite; some granule and coarse-grained sand; minor chert-pebble conglomerate and interbedded dark shale

26 Dark brown-grey to black shale, argillite, silty shale and brownish siltstone; minor chert-pebble conglomerate, chert arenite and quartzite; near southwest corner of the map-area may include minor Road River Formation,(unit 19c); 26a, silvery blue weathering black shale, argillite, cherty argillite and minor banded chert; lower part is dark reddish brown weathering dark grey shale with occasional bands of chert-pebble conglomerate, fine-grained quartzite and light coloured chert; 26b, brownish weathering dark grey to brown flaggy and platy very fine grained massive sandstone, siltstone and silty argillite, in part calcareous; 26c, dark brown to black shale; minor brownish platy siltstone near the base and thin beds of dark to medium grey fine-grained laminated quartzite in the upper part; 26d, undivided a, b and c

25 **MIDDLE DEVONIAN**
NAHANNI FORMATION: massive, thick-bedded, fine- to medium-grained light grey weathering limestone

24 **HEADLESS FORMATION**: buff-brown weathering argillaceous and silty, commonly dark grey, fine-grained limestone; platy to thin-bedded; in part dark grey weathering with rouge cast; minor intercalated irregularly banded orange weathering dolomite and thin beds of resistant light grey weathering massive fine- to crypto-grained limestone

23 **LANDRY FORMATION**: thin to very thick bedded resistant light grey weathering, medium to light gray and brownish cryptograined limestone; 23a, massive and thick-bedded bioclastic, locally reefoid medium grey limestone; 23b, medium to dark gray weathering black, very fine- to crypto-grained platy limestone; in part flaggy and thin-bedded; minor black chert; abundant rouge hematite-rich bands and laminations, mainly buff-brown weathering northwest of Godlin Lakes

22 **ARNICA FORMATION**: thin- and thick-bedded dark grey to black commonly laminated dolomite; minor light gray dolomite and light grey to medium gray weathering dark grey to black limestone; 22a, includes much black platy limestone; 22b, medium brown grey and light grey weathering dark grey to black shaly limestone; platy to thin-bedded; occasional beds of massive crinoidal limestone; probably equivalent to 21 and 22; 22c, light gray weathering fine-grained grey dolomite, commonly bioclastic, vuggy and thick-bedded, minor light buff, tan weathering dolomite and light grey weathering thin-bedded limestone, includes equivalents of units 19 to 23; 22d, light grey weathering, thin-bedded, dark grey crypto-grained limestone, in part buff weathering and platy to flaggy, commonly coarse-grained and bioclastic, minor buff weathering dolomite locally at the base, includes equivalents of units 20 to 25; 22e, light tan gray weathering, platy to flaggy, black shaly limestone facies of 22d; 22f, light grey weathering commonly bioclastic limestone includes rocks of Arnica equivalent and probably younger

21 **SOMBRE FORMATION**: light and medium grey banded dolomite; 21a, dark grey weathering dolomite

20 **SILURIAN AND DEVONIAN**
DELORME FORMATION: buff to orange weathering well bedded, buff, light gray, brownish grey and dark grey, commonly very fine grained dolomite; minor light gray to white limestone; 20a, dark brown, tan weathering shaly limestone; 20b, platy to flaggy wavy banded blue-grey silty limestone with irregular tan-buff mottling and occasional thin beds of buff weathering dolomite; 20c, light grey and buff weathering massive, porous limestone breccia, probably correlative to Camsell Formation

19 **WHITTAKER FORMATION**: thick-bedded black coarse-grained dolomite and interbedded medium to light grey weathering commonly laminated dolomite; nodules and irregular bands of black chert; 19a, medium grey weathering platy and flaggy dark grey argillaceous limestone with minor chert bands and thin shaly members;19b. mainly dark shaly limestone with light and dark dolomite and banded chert in the lower part; 19c, platy to fissile silvery grey to tan weathering black graptolitic shaly limestone and limy shale, correlative to Road River Formation; 19d, orange and brown weathering dolomite-cemented sandstone, silty and sandy laminated dolomite and dolomitic siltstone, green and purple chert pebble conglomerate; green-grey and mauve silty and pebbly dolomite; light grey and buff weathering light grey to black platy dolomites and limestone; purple shale

18 **MIDDLE ORDOVICIAN**
SUNBLOOD FORMATION: mainly buff and light grey weathering platy, flaggy and rarely thin-bedded dolomite and limestone; commonly irregularly intercalated and mottled weathering yellow, rouge and grey; locally has interbedded light and dark grey and rarely black finely crystalline and white coarsely crystalline dolomite at the base; occasional thick beds of light blue-grey limestone

17 **CAMBRIAN AND ORDOVICIAN**
UPPER CAMBRIAN AND ORDOVICIAN
Mainly flaggy, resistant, buff to orange weathering regular and wavy banded silty dolomite and buff to blue grey weathering silty limestone, occasional thin beds of orange weathering silty dolomite, platy rouge weathering dark grey to black limestone and light grey crypto-grained

16 **CAMBRIAN AND LATER**
MIDDLE CAMBRIAN AND LATER
Recessive, black, locally graptolitic calcareous shales and commonly buff-tan weathering shaly limestone, in part flaggy and thin-bedded, includes unit 15, Road River Formation and shale facies of carbonate units 17 to 25;16a, mainly Road River Formation and younger; 16b, flaggy and thin-bedded shaly limestone

15 **CAMBRIAN**
MIDDLE CAMBRIAN
Recessive dark grey to brown grey weathering laminated platy calcareous shale and silty argillaceous dark grey fine- to crypto-grained limestone; minor thin beds of light brown to bluish grey weathering platy dark crypto-grained limestones and occasional bands of buff dolomite

14 **LOWER CAMBRIAN**
SEKWI FORMATION: bright orange and buff weathering dolomite, sandy dolomite and dolomite-cemented sandstone, grey to buff weathering nodular and wavy banded, commonly silty, limestone, oolitic and bioclastic light grey limestone and minor variegated shale; 14a, light grey dolomite

Dark brown weathering, thin-bedded argillaceous fine-grained sandstone and siltstone, minor interbedded medium- to coarse-grained white to light grey orthoquartzite

12 **CAMBRIAN AND EARLIER**
Light grey, white and pink thick-bedded medium- to coarse grained orthoquartzite; minor brown to green-brown platy siltstone, silty shale and thin-bedded fine-grained quartzite; 12a. interbedded quartzite siltstone and shale ;12b, interbedded siltstone, shale and minor quartzite

11 Buff weathering thick-bedded dolomite; in part oolitic and sandy; minor dolomite-cemented sandstone

10 10a, dark grey to brown and minor green silty slate, slate and phyllite commonly banded and laminated grey and greenish grey and deep red-brown weathering; occasional bands of laminated siltstone and thin beds of platy to flaggy brown fine-grained quartzitic sandstone; contains a thick member of orange weathering dolomitic shale near top of unit where it grades eastward to quartzite of unit 12; 10 b, dark grey, brown and green well banded and laminated platy to thin-bedded siltstone and shale; minor argillaceous sandstone; east of Sekwi Mountain has thick member of medium blue grey weathering platy dark grey limestone and buff to grey dolomite

9 Dark brown and brown-grey weathering silty shale, argillite and minor laminated brown siltstone, some thin sandy and pebbly beds in lower part

8 Reddish orange to yellow weathering commonly sandy dolomite; cream to buff medium- to fine-grained; in part well laminated or banded and flaggy; commonly with fragments of blue grey banded limestone; has a distinct thin upper member of vivid buff-yellow weathering, buff crypto-grained dolomite

7 **UPPER RAPITAN GROUP**: green-grey to dark grey shale, weathers dark green to brownish grey; minor light grey siltstone and very fine grained light green-grey to brown sandstone; upper part has laminations and bands of buff-orange to brown weathering dolomitic limestone; middle part has more sand and weathers orangish brown

6 **MIDDLE RAPITAN GROUP**: brown to orange-brown weathering light green-grey to dark grey conglomeratic silty and sandy mudstone; pebbles,cobbles and boulders of carbonate, greenstone, sandstone, chert, mudstone, igneous and metamorphic rocks

5 **LOWER RAPITAN GROUP**: dark purple brown weathering maroon mudstone, minor pebbles and cobbles of limestone, green mudstone, sandstone and chert; interbeds of green-grey sandy mudstone-matrix-conglomerate

4 Light grey limestone, minor light grey and buff weathering dolomite

3 3a, mainly light grey to medium grey weathering, light grey platy fine-grained limestone; 3b, dark grey weathering, dark grey commonly finely laminated platy fine-grained limestone

2 Mostly thin-bedded and flaggy light grey to buff weathering fine-grained dolomite, minor laminated and massive orange weathering light grey to white very fine grained dolomite; very minor pale green, tan, brown, dark grey and purple shale and argillite; upper part is mainly orange weathering stromatolitic dolomite and massive vuggy light grey to buff craggy weathering fine-grained dolomite

1 Thin-bedded and banded green argillite, green to tan silty shale, laminated and massive buff to red-orange weathering dolomite, purple argillite, finely-laminated light and dark green siltstone and argillite, rusty red weathering pale green and pink fine-grained quartzite

ICE

Northern Lights Resources Corp.

Misty B a s i n Project

Geology Legend
for Figures 3

Scale	Design	Figure 3a
Date October 2010	Drawn TERRACAD LTD.	Proj. 1.0 NAD 83 Z 9

Item 10: Deposit Types

Many of the highest uranium readings in stream sediments either overlie or are adjacent to granitic plutons. This suggests the possibility for one or more of the following "granite-related" deposit types of which there are numerous examples around the world as discussed in Dahlkamp (1993):

- Large tonnage, low grade deposits of disseminated uranium minerals in certain phases of the granite.
- Uranium mineralization in veins and breccia-fillings in suitable structural environments within the granite.
- Concentrations of uranium minerals in greisen zones surrounding the granite.
- Uranium minerals concentrated in veins and breccia zones within favourable sedimentary strata near the granite contacts.

In some cases anomalous gold analyses coincide with anomalous uranium suggesting a common origin.

In addition to the specifically granite-related models, the presence of moderately high airborne radiometric readings and elevated values of uranium in soil geochemical and rock samples collected by Northern Lights personnel (see Figures 7, 9, 10, 11, 12 and 13) indicate that sediment-hosted uranium deposits should also be sought.

The proximity to the property of known SEDEX lead-zinc-silver-barite (Tom and Jason), Mississippi Valley Type lead-zinc-silver (Keele Showing) and skarn type tungsten (Mactung) deposits and favourable geology for such deposits on the property indicates that these types are legitimate targets for exploration on the property.

Mississippi Valley-Type (MVT) lead-zinc-silver deposits also developed along the same general trend as the SEDEX deposits and occur along the eastern flank of the Selwyn Basin within the Mackenzie and MacDonald carbonate platforms (Goodfellow, Lydon and Turner, 1993).

Item 11: Mineralization

To date, no mineralized zones are known to exist on the Misty Basin property. Showing A is discussed further under the following Item 12: Exploration.

Item 12: Exploration

12.1 Prospecting and Sampling

Staking of the property was inspired in part by the results of a regional stream sediment and stream water geochemical survey carried out by the Geological Survey of Canada (Day et al, 2005). The survey recorded numerous highly anomalous analyses for U, in part coincident with anomalous Au and Ag analyses in the southern half of the property. Of primary interest in the northern half of the property were stream sediments highly anomalous in Ag, many exceeding 1000ppb.

In 2007 and again in 2008, Northern Lights Uranium Corp. (now Northern Lights Resource Corp.) privately funded prospecting and geochemical sampling programs, along with a helicopter-borne magnetometer and gamma spectrometer (radiometric) survey over the southern portion of their claims. A total of 1714 line kilometres were flown by the helicopter survey.

Additional claims were staked in the northern NWT portion of the property, essentially to cover areas of anomalous stream sediment Ag values as released by Day, et al. No physical work had been performed on those claims prior to their expiry in 2009.

In June 2008 more claims were added to the property, both within the NWT and Yukon Territory. The majority of Yukon claims have been allowed to lapse as of July 2010. All active claims are listed in Item 6: Property Description and Location, Table 2: List of Mineral Claims.

The Vendor, Mr. Peter Risby, was retained by Northern Lights to organize their camp operations which included camp setup, expediting, logistics, etc. Northern Lights personnel performed all of the field work during the 2007 exploration season which included ground follow-up on the anomalous stream sediments indicated by the government geochemical survey. Prospecting methods included soil geochemical and rock sampling. In addition, scintillometers were utilized to detect anomalous radioactivity. Results indicated elevated levels of U together with other metals on the property. A total of 270 samples were taken during the 2007 prospecting program and included 111 rock samples (grab and chip) and 159 soil geochemical samples. Of these, 96 samples were taken on claims which have since lapsed.

In 2007 the prospecting and sampling generally concentrated on drainages near the MacMillan Pass area in an area of sedimentary rocks lying south of the Canol Road and to a lesser extent, near streams draining a granitic intrusion north of the Canol Road. Sample locations are shown in Figure 7, Sample Locations, 2007 – 2008 Field Programs.

In 2008 a total of 574 samples consisting of 474 soil geochemical and stream sediment samples, 97 rock samples (grab and chip) and 3 moss mat samples were taken. Of those samples, 109 were taken in areas no longer held by Northern Lights due to the lapsing of

claims. A more regional approach from the 2007 program was taken with crews instructed to traverse contour lines collecting soil geochemical samples at 200 metre intervals and stream sediment samples from each creek encountered. Sample locations are shown in Figure 7, Sample Locations, 2007 – 2008 Field Programs.

All samples were analysed for 35 elements by partial digestion ICP-MS and gold by fire assay or geochemical method (as described below in Item 15) at Eco Tech Laboratory Ltd.(Eco Tech) 10041 Dallas Drive, Kamloops, BC, an ISO 9001-2000 qualified assaying and testing facility.

Because of the widespread regional nature of the sampling and the combination of soils, stream sediments and rock samples no attempt has been made to perform a statistical analysis of the results of the regional program.

In 2007 the most significant results were returned from the location designated as Showing A shown on Figures 8, 9, 10, 11, 12 and 13 inclusive.

Sample 7R78713 located at Showing A, at coordinates 450782 E, 7012652 N, contained >1000ppb Au, 3436ppm Ni, >10,000ppm Mn and 4154ppm Zn in a rock sample. A nearby rock sample (7R78714) contained 79ppb Au, 3255ppm Ni, >10,000ppm Mn and 4627ppm Zn. During the Author's visit of August 23 – 26, 2008, an attempt was made to re-sample the location of 7R78713 as discussed in Item 16: Data Verification below. The highest Au value obtained was 5ppb. The high Ni, Mn and Zn were present in several nearby samples. The anomalous nickel is unusual for this area; it could be related to black shale type mineralization or there may be a mafic igneous association.

Showing A occurs in a 070° trending belt of dolomite and dolomitic sandstone with a coincident thrust fault.

In 2008 a grid (1 km by 1 km) totalling 4 line kilometres was centred over the Showing A area (Figure 12, Showing A Grid Sample Location). The grid baseline trended 075° with 3 one km cross-lines at 500 metres separation. Of the 80 sample stations a total of 75 soil geochemical samples were taken at 50 metre intervals (5 were unable to be taken due to rocky ground, etc). Several rock grab samples were also taken. Figures 13 and 14 display the grid along with selected sample results.

Statistical analyses of the 75 soil geochemical samples indicates that 7 samples were slightly (5 samples) to strongly anomalous (2 samples) with respect to U. Several other elements, specifically Cd, Co, Cr, Ni, Zn and Mn showed a strong correlation to these samples.

The following Table 3 shows the values in ppm utilized in obtaining these statistical results.

Table 3: Statistical Values for U, Cd, Co, Cr, Ni, Zn and Mn

Element	Mean	Standard Dev.	Minimum	Maximum
U	3.0	3.7	0.2	22.6
Cd	0.7	1.3	0.03	5.4
Co	3,1	3.8	0.2	21.2
Cr	10.8	6.5	1	27
Ni	30.4	38.6	0.8	172.2
Zn	101	126.5	2	619.9
Mn	124.3	224.7	4	1102

It should be noted that 75 samples is a small population to base these statistics on, however, the results indicate that there are definite elevations in these and other elements.

12.2 Helicopter-Borne Magnetic & Radiometric Survey

A detailed high resolution helicopter-borne combined magnetic and gamma ray spectrometric survey was conducted on behalf of the Company over the southern half of the property between August 15 and September 6, 2007 by McPhar Geosurveys Ltd. (McPhar), 500 Cochrane Drive, Unit A, Markham, Ontario, L3R 8E2 (McPhar, 2007). The total mag, total count gamma and total uranium gamma as interpreted by McPhar are presented on attached Figures 5, 6 and 7. Northern Lights did not request an interpretation by McPhar and to date has not contracted an independent to do an interpretation on the results of the survey.

The objective of the airborne survey was to acquire high resolution gamma ray spectrometric and magnetic data in order to map the magnetic and radiometric anomalies and geophysical characteristics of the geology and structure, therefore providing an insight into geologic and geophysical settings conducive to locating potential economic uranium mineralization (McPhar, 2007). Due to weather and time constraints only the southern portion of the property was flown.

The McPhar geophysical crew and helicopter were based at Northern Light's MacMillan Pass camp. Mobilization to the camp from Whitehorse was completed on August 15, 2007. Data was collected between August 18 and September 5, 2007. The crew and helicopter de-mobilized to Whitehorse on September 6, 2007. Final data compilation and report preparation was completed at McPhar's Markham, Ontario offices.

The survey area consisted of one block with flight lines orientated north-south (03°), at a spacing of 200 metres. Tie lines were orientated east-west (93°), at a spacing of 1,200 metres. A total of 1,714 line kilometres were flown (McPhar, 2007).

Specifications of the survey equipment are as follows from the McPhar report:

> "The geophysical system was mounted on an A-Star 350B helicopter, with Canadian registration C-GTNV, supplied by Trans North Turbo Air Ltd., Whitehorse, Yukon. Data acquisition utilized precision differential GPS positioning. A high sensitivity magnetometer was installed in a towed bird. A Pico-Envirotec GRS-10 multi channel gamma-ray spectrometer with 16.8 litres "downward looking" and 4.2 litres "upward looking" NaI(Tl) sensor was mounted inside the helicopter. Ancillary equipment included a GPS navigation system, a radar altimeter and a base station magnetometer." (McPhar, 2007).

The following is the Author's interpretation of the maps produced by McPhar (Figures 5, 6 and 7).

The highest readings in all categories, (total count, uranium, thorium and potassium) all coincide well with the known outcrops of Cretaceous granites.

The magnetic signatures over the granitic plutons are not particularly distinctive. Magnetic highs occur over certain areas underlain by supracrustal rocks and initial examination suggests that detailed interpretation may be useful to trace formations under overburden areas and subdivide sedimentary units.

One relatively small distinct circular magnetic high located at 449500 E, 7015000 N is suggestive of a magnetic pluton, perhaps of mafic or ultramafic composition. The high lies over surficial-covered terrain about 3 km north north-west of Showing A described above and could be related to the anomalous nickel there.

Item 13: Drilling

No drilling has been done to date on the property.

Item 14: Sampling Method and Approach

Soil and stream sediment surveys were designed to test the upstream potential of the regional geochemical results as discussed in Day et al (2005). In 2007 soil samples were collected at intervals of approximately 100 m separation alongside streams. In 2008 a more regional approach was taken and soil samples were collected from a series of contour traverses. Samples were collected at 200 m intervals along the slope.

Soil samples were taken in Kraft paper bags and each sample had a unique sample tag number which was marked upon the bag and the tag was placed within the bag. Sample locations were verified with handheld GPS units and the coordinates noted. In 2007 no duplicate soil samples were taken. During the 2008 program soil samples were duplicated at a maximum of every twenty samples.

In 2007 no stream sediment samples were taken. This was rectified in 2008 and stream sediment samples were taken from streams encountered during the soil contour surveys. Stream sediment samples were collected in kraft paper bags. Again, each sample was either assigned a unique sample number which was marked on the bag or given a unique sample tag within the bag and the sample tag number written on the bag. Locations were confirmed with GPS units and the UTM coordinates written in sample books. No duplicates of stream sediment samples were taken.

Representative rock samples were collected from float and outcrop by taking a random series of chips from the sample site. These chips were placed in plastic bags to which a unique sample tag was added. In addition, the unique tag number was written on the outside of the plastic bag. Bags were sealed utilizing zap straps. Locations of all samples were verified with a GPS unit and the locations were noted in the sample tag books. No rock sample duplicates were taken.

All soil, stream sediment and rock sample locations for 2007 and 2008 are plotted on Figure 8, Sample Locations 2007 – 2008 Field Programs.

The area covered by the 2007 surveys was approximately 90 km^2. In 2008 the area covered was approximately 200 km^2.

It is the opinion of the Author that all the samples taken are of good, representative quality for the property and the nature of the program undertaken.

Item 15: Sampling Preparation, Analyses and Security

During the 2007 field season, all rock and soil samples were organized by the field crews and provided daily to Megan Cooper (camp manager/accountant/first aid attendant) who ensured that all samplers had properly bagged and labelled their samples. Soil samples were then hung to air dry and further packaged in plastic bags. All samples were further packaged in woven plastic (rice) bags which were secured with zap straps or wire in preparation for transport to Eco Tech for analysis. To ensure security, samples were hand delivered by Northern Lights personnel via four wheel drive pickup truck to Eco Tech's preparation facility in Whitehorse

During the 2008 season sample security was the responsibility of Andrea Wolter (geoscience student) under the direction of Colin Russell, P.Geo. No blanks or standards were inserted by Northern Lights personnel, however, soil sample duplication was performed in the field. Eco Tech inserts standards and routinely re-runs samples as part of their internal quality control.

At Eco Tech's facility, samples were organized and logged into their database utilizing their own cross-reference number system. All samples were prepared using industry standard procedures as discussed in the following protocols.

Soil and stream sediment samples are first dried, and then sieved through a -80 mesh screen. Samples unable to produce adequate -80 mesh material are screened at a coarser fraction. These samples are then flagged with the relevant mesh size. Each sample is re-bagged in a pre-numbered bag.

Rock samples are two-stage crushed on a Terminator jaw crusher to -10 mesh ensuring that 70% passes through a Tyler 10 mesh screen. Every 35 samples a re-split is taken using a riffle splitter to be tested to ensure the homogeneity of the crushed material. A 250 gram sub-sample of the crushed material is pulverized on a ring mill pulverizer ensuring that 95% passes through a -150 mesh screen. The sub sample is rolled, homogenized and bagged in a pre-numbered bag. A barren gravel blank is prepared after each job in the sample prep to be analyzed for trace contamination along with the actual samples.

The prepared pulps were then delivered to the airport and shipped to Eco Tech's facility in Kamloops, B.C. for analysis. The rejects were stored on site at the Eco Tech facility in Whitehorse for future reference.

At Eco Tech's facility in Kamloops, all pulverized samples were rolled to assure homogenization of each sample. All samples were then subjected to geochemical gold analysis and 35 element ICP-MS utilizing partial digestion (aqua regia). The remaining pulps were stored at Eco Tech's Kamloops facility for future reference.

The following details the analytical methods utilized by Eco Tech at their facility in Kamloops.

Geochemical Gold Analysis: The sample is weighed to 30 grams. The samples are fused along with proper fluxing materials. The bead is digested in aqua regia and analyzed on an atomic absorption instrument with a detection limit of 1-5 ppb. Over range values for rocks are re-analyzed using gold assay methods.

Assay Gold Analysis: If the resulting Au value was >1000 ppb a gold assay is required which resulted in another 30 gram sample being taken and fire assayed using appropriate fluxes. The resulting dore bead is parted and digested with aqua regia, then analyzed on a Perkin Elmer AA instrument with a detection limit of 0.03 g/t.

ICP-MS Analysis: Samples are digested in an aqua regia solution for 45 minutes, and then bulked to 10 ml with de-ionized water. An aliquot of this is taken for analysis on the ICP-MS. Quality control samples are run along with the client samples to ensure no machine drift or instrumentation issues occurred during the run procedure.

The techniques used by this laboratory appear to be of good quality. Analytical work for all work was conducted under the supervision of a registered B.C. assayer. The laboratory routinely re-ran pulps on a ratio or one re-run per nine determinations along with reject re-splits at a ratio of one per thirty-five determinations and the insertion of internal standards at a ratio of one per thirty-five determinations throughout Northern Light's analytical processes. Overall, the laboratory's internal QAQC is 12.5% of all samples run. The results of all re-run samples appear very consistent and there appear to be no obvious or suspected anomalies in the laboratory's internal standards. Therefore, quality control data from Eco Tech does not indicate any analytical problems.

Eco Tech is registered for ISO 9001-2000 by QMI Quality registrars (CDN 52172-01). Eco Tech also participates in the Canadian Certified Reference Materials Project (CCRMP) testing program annually. A British Columbia Certified Assayer reviews all results released from the lab.

It is the opinion of the Author that sample preparation and security both in the field and at the laboratory were adequate. Also, as previously stated, it would appear that the aforementioned analytical procedures were all performed satisfactorily and with professional standards.

Item 16: Data Verification

Surface samples were collected using standard practices and techniques by field crews. No quality control measures (insertion of duplicates, blank or standard material) were instituted in the field by Northern Light's crews in 2007, however, in 2008 soil sample duplication was undertaken at the rate of one per twenty samples.

In accordance with NI43-101 guidelines, the Author visited the Misty Basin property between July 20 and August 5, 2007. The purpose of the visit was to visually inspect and ascertain the geological setting of the Misty Basin project, observe the exploration work being carried out and to assess any logistical constraints involved with carrying out the exploration program.

Seven rock grab samples were taken by the Author to verify sample results from the area. These 7 samples were delivered to Eco Tech's facility in Whitehorse where they were prepped as per Item 15 above. The prepared pulps were then forwarded to Eco Tech's analytical facility in Kamloops where they were analyzed by partial digestion (aqua regia) ICP-MS for 38 elements and Au by fire assay/flame AA finish. A brief description of each sample along with results for several elements is shown in Table 4 below.

Table 4: K. Tapaninen Samples

Sample #	Location (UTM)		Comments	Au	Ag	Mn	Ni	Pb	U	Zn
	N	E		ppb	ppm	ppm	ppm	ppm	ppm	ppm
7R26007	7024212	454786	granite oc	<5	0.7	342	15.2	14.3	6.6	41.6
7R26008	7024212	454786	qtz vein in sed adj to granite oc	<5	0.2	81	3.6	13.1	1.4	9.6
7R26009	7025607	456445	porphyritic granodiorite oc	<5	0.6	278	14.5	10.1	4.2	29.6
7R26010	7066190	452710	angular blocks in rusty ck bed	5	<0.2	1014	45.8	3.7	1.7	87.8
7R26011	7018165	459846	highly sheared black shale	5	<0.2	520	48.3	31.5	0.7	124.7
7R26012	7018553	460105	dk green highly sheared shale	5	<0.2	362	42.7	31.6	0.7	111.1
7R26023	7069456	454986	white qtz vein	<5	<0.2	187	21.3	7.0	0.2	246.7

Based on the analytical results indicated above, the Author feels confident that these samples are representative of the prospected areas and coincide with other samples taken in the surrounding areas.

The Author also visually examined assay results from Eco Tech with regards to Eco Tech's internal quality control samples and found no anomalies or problematic samples. If any aberrations in the data had been observed the sample batches would have been reanalyzed by the lab. There were none, therefore, the Author is confident that the assays data is of acceptable quality and Eco Tech performed all aspects of sample preparation and analysis competently and professionally.

The Author visited the property once again during the period August 23 to August 26, 2008. The purpose of this second visit was to perform additional sampling in order to confirm values received from certain areas during the 2007 work program. A total of 14 rock grab samples were taken by the Author, 11 from the Showing A (6 at or near the locale of sample 7R78713) area and 3 in the area near 7R26007 (as described in the above Table 3). The Author personally accompanied the samples to the Eco Tech facility in Whitehorse where they were prepared as previously described in Item 15 above before being shipped to the Kamloops facility. Once the prepared pulps were received in Kamloops they were analyzed by partial digestion (aqua regia) ICP-MS for 50 elements (extended package) and Au by fire assay/flame finish AA. A brief description of each sample along with selected results is shown in Table 5 below.

Table 5: K. Tapaninen Samples - 2008

Sample #	Location (UTM)		Comments	Au	Ag	Mn	Ni	Pb	U	Zn
	N	E		ppb	ppm	ppm	ppm	ppm	ppm	ppm
7R58402	7012616	450792	str lim – "bog iron"	<5	0.44	214	25.0	10.75	1.9	107.6
7R58403	7012582	450817	cgl/bx – shale mtx, cherty clasts	30	0.82	153	32.8	6.91	0.2	71.4
7R58404	7012582	450817	same as 7R58403	5	0.72	20	7.2	7.35	0.8	78.8
7R58405	7012789	450705	blk shale, 2-3% py	5	0.64	33	25.6	5.83	0.7	78.9
7R58406	7012718	450712	cgl/bx	5	1.68	13	3.5	4.31	0.2	8.9
7R58413	7012647	450783	str lim – "bog iron"	5	0.38	4826	730.6	8.27	3.3	1316.0
7R58414	7012651	450779	similar to 413	<5	0.16	7211	738.7	1.45	7.0	1692.0
7R58415	7012659	450781	similar to 413	5	0.18	7691	1060.0	1.41	7.1	2408.0
7R58416	7012654	450783	similar to 413	5	0.40	2692	458.2	5.09	2.5	969.6
7R58417	7012658	450775	similar to 413, but darker lim	5	0.32	>10000	1786.0	0.91	10.1	2966.0
7R58418	7012654	450769	similar to 413	<5	0.30	>10000	2720.0	5.64	23.2	4869.0
7R58451	7023965	454645	sst? strongly weathered	<5	0.22	267	33.2	5.51	2.0	104.2
7R58452	7024628	454483	granodiorite	<5	0.14	275	13.4	7.17	4.0	36.9
7R58453	7024628	454483	poss dyke?	<5	0.06	337	12.5	5.86	2.2	41.8

Unfortunately, none of the 2007 sample locations had any flagging tape or other identifying markers remaining in the field so it was not completely possible to verify which 2007 samples were being duplicated. However, based on the results (in particular the high values of Mn and Ni) from the 2008 samples 7R58417 and 7R58418 it is probable that these samples were taken in the vicinity of the 2007 sample 7R78713. Unfortunately, the high Au value (> 1000ppb) of sample 7R78713 was not duplicated. It is possible that this may be due to a "nugget effect", however, only a more in-depth sampling program over the area will confirm this.

All other elements in these 2008 samples have values consistent with those from the 2007 sampling and therefore the Author is satisfied that these 14 samples verify the results obtained from these areas in 2007.

The geophysical survey was carried out by a well-established geophysical company (McPhar) with extensive industry experience. Experienced geophysicists independent of Northern Lights performed quality checks and interpretation of all geophysical data from the survey performed.

Data presentation was achieved by merging the coordinates of the samples with the geochemical results. This data was imported into the ArcGis program which then

generated the individual geochemical plots for soil, stream sediment and rock sample results for Au, Ag, U, Ni, Mn, Zn, Cd, Co and Cr in attached Figures 10, 11, 13 and 14. Figure 8 shows the locations of all samples from the 2007 and 2008 programs.

The field location plots were utilized to verify the plots of the sample locations. All plotted values were confirmed with the laboratory results.

Item 17: Adjacent Properties

The adjacent Mactung deposit was discovered in 1962 by James Allan, a geologist with Amax Northwest Mining Co. Ltd. (Amax) no doubt as a result of follow-up prospecting to a regional stream sediment survey which was part of the Ogilvy Reconnaissance Project (North American Tungsten Corporation Ltd., 2008). The Mactung can be classified as a metasomatic skarn deposit with tungsten being the element of interest. The Mactung straddles the Yukon-Northwest Territories border and is centred at latitude 63°17' N, longitude 130°10' W.

The property has undergone several exploration programs including ground geophysics, geochemical surveys, geological mapping and sampling and diamond drilling. An 11 km access road was built to connect the deposit to the Canol Road in 1970 (Lacroix & Cook, 2007). In 1973 underground work was undertaken to supply a bulk sample of 295 tonnes for metallurgical testing (Lacroix & Cook). Due to low tungsten prices work halted in 1985 and subsequently Amax sold the property (along with the Cantung mine) to Canada Tungsten Mining Corporation in 1986 (Lacroix & Cook). In 1994 Aur Resources Inc. purchased a 48% interest and a merger of the two companies was completed early in 1997 (Lacroix & Cook). In October 1997 the property, along with the Cantung Mine and other assets was sold to North American Tungsten Corporation Ltd. (North American Tungsten) who is the present owner (Lacroix & Cook).

A relatively recent (May, 2007) Technical Report was completed by Scott Wilson Roscoe Postle Associates Inc. (RPA) to NI43-101 standards for North American Tungsten. An indicated mineral resource of 33 Mt grading 0.88% WO_3 along with an inferred mineral resource of 11.9 Mt grading 0.78% WO_3 were reported (Lacroix & Cook, 2007). The deposit is presently undergoing environmental and engineering studies as part of its feasibility program.

The above summary is based on published information by North American Tungsten Corporation Ltd. The Author cautions that he has not visited this property nor has he verified the above results and that these results are not necessarily indicative of mineralization on the Misty Basin Property.

Although the Tom and Jason properties are not immediately adjacent to the Misty Basin property, they are significant enough to be mentioned in this report. The Tom and Jason properties are both located within Yukon Territory; the Tom property is 13 km from the

Yukon-Northwest Territories border and is centred at latitude 63°10' N, longitude 130°09' W. The Jason property is located 20 km from the border and is centred at latitude 63°10' N, longitude 130°15' W. Both properties are classed as SEDEX (sediment-hosted exhalative sulphide lead-zinc-silver-barite deposits).

The Tom property was discovered in 1951 by Hudson Bay Exploration Development Company Ltd. (HBED) and until 1969 performed work that included hand trenching, diamond drilling, geochemical soil surveys and magnetometer surveys (Rennie, 2007). In 1970 an adit was collared and underground development was undertaken to allow for bulk sampling, metallurgical testing and underground diamond drilling (Rennie). Surface and underground work continued through to 1986 when the feasibility study (NI43-101 non-compliant) was completed (Rennie). Cominco Ltd. optioned the property in 1988 and continued with diamond drilling, geochemical soil sampling, geological mapping and sampling before dropping the option in 1992 (Rennie). No further work has been done on the property since that time.

The Jason property was staked in 1974 by the Ogilvie Joint Venture (OJV) which was comprised of C.L. Smith, Brinex Ltd., Mitsubishi Metal Corporation Inc. and Ventures West Capital Ltd. (Rennie, 2007). From 1974 to 1978 diamond drilling was performed by OJV (Rennie). Pan Ocean Oil Ltd. optioned the property in 1979 and continued with drilling through 1981 when they were acquired by Aberford Resources Ltd. (Aberford) who continued with drilling and environmental studies through 1982 (Rennie). Abermin Corporation acquired Aberford's interest in 1985 and in turn was taken over by CSA Gold Corporation (Rennie). A private company, MacPass Resources Ltd., acquired all interests in 1990 whereupon Phelps Dodge Corporation of Canada Ltd. optioned the property and completed a further 15 diamond drill holes before abandoning the property in 1992 (Rennie). No further work has been done on the property since that time.

RPA was retained to write a NI43-101 compliant Technical report on the Mineral Resource estimate for both. This report, released in May 2007 gave the following Mineral Resources for the Tom and Jason Properties as listed below in Table 6.

Table 6: Tom and Jason Mineral Resources

		Mt	Zn (%)	Pb (%)	Ag (g/t)
Indicated	Jason	1.45	5.25	7.42	86.68
	Tom	4.98	6.64	4.36	47.77
Total		**6.43**	**6.33**	**5.05**	**56.55**
Inferred	Jason	11.00	6.75	3.96	36.42
	Tom	13.55	6.68	3.10	31.77
Total		**24.55**	**6.71**	**3.48**	**33.85**

(Adapted from Rennie, 2007)

According to Rennie (2007), Canadian Institute of Mining and Metallurgy (CIM) definitions were followed for Mineral Resources.

As previously stated no work has been performed on the Tom or Jason since 1992 other than the preparation of the above mentioned Technical Report by RPA in 2007.

The above summary on the Tom and Jason properties is based on published information by HudBay Minerals Inc. The Author cautions that he has not visited these properties nor has he verified the above results and that these published results are not necessarily indicative of mineralization on the Misty Basin Property.

Eagle Plains Resources Ltd. (Eagle Plains) holds prospecting permits to the north-west and east of the northern portion of Northern Light's claims. It is understood that this ground is part of their "Mackenzie Valley Zinc Project" (Eagle Plains, 2008). Eagle Plains has recently (2007) formed an alliance with Teck Cominco Ltd. (Teck Cominco) to explore most of their permitted ground. Eagle Plains and Teck Cominco are actively searching for "large silver-lead-zinc deposits" (Eagle Plains) similar to Tom and Jason among others.

The locations of the Mactung, Tom and Jason deposits are plotted on Figure 4: Adjacent Properties.

Item 18: Mineral Processing and Metallurgical Testing

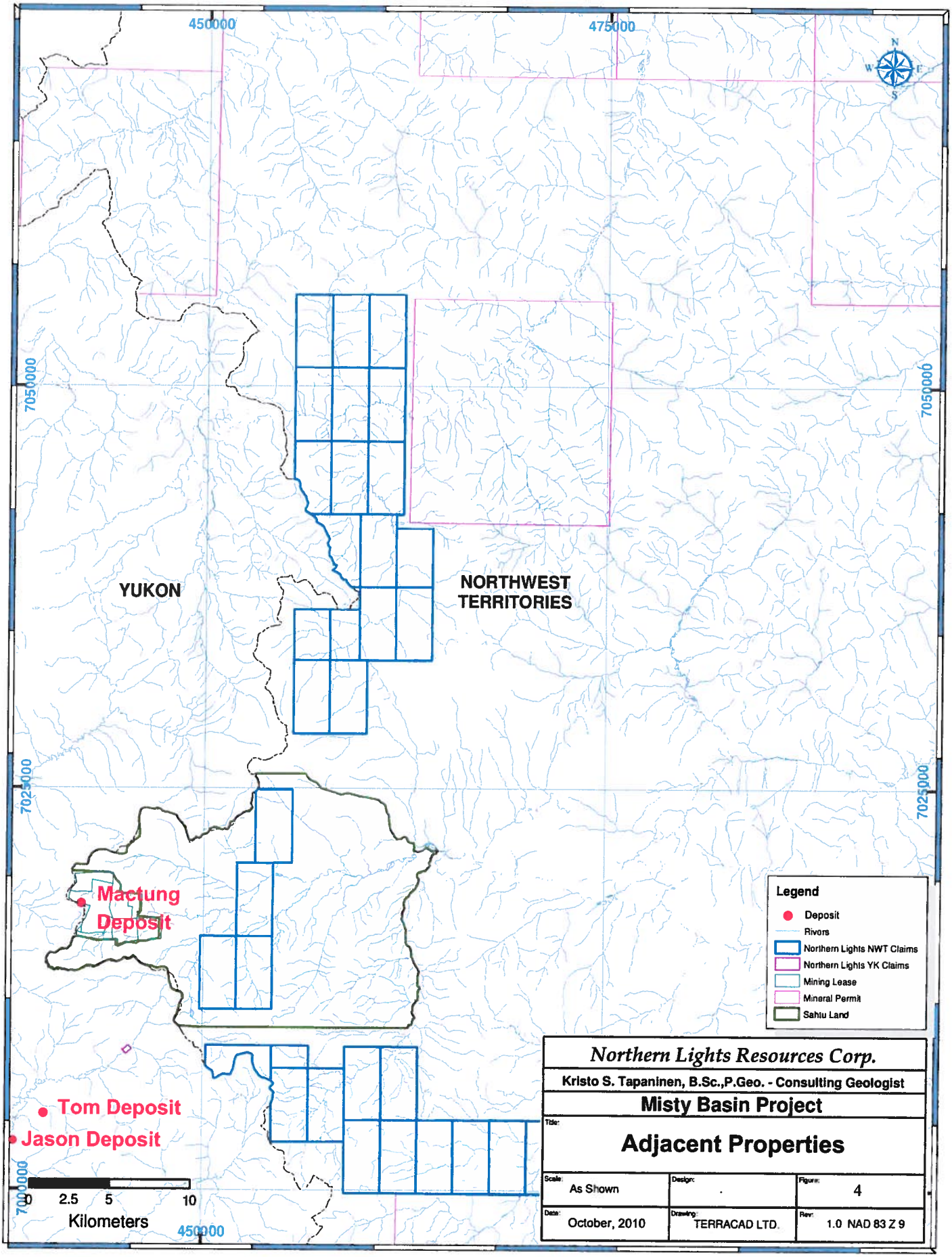
No mineral processing or metallurgical testing has been performed on the property.

Item 19: Mineral Resources and Mineral Reserve Estimates

A mineral resource has not been defined on the property.

Item 20: Other Relevant Data and Information

No other relevant data or information is known to the Author which would influence this report.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Northern Lights YK Claims
Mining Lease
Mineral Permit
Sahtu Land
Northern Lights Resources Corp.
Kristo S. Tapaninen, B.Sc.,P.Geo. - Consulting Geologist
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Item 21: Interpretation and Conclusions

The Misty Basin property covers terrain where highly anomalous uranium in a government regional geochemical survey suggests the possibility of economically significant uranium deposits. The clustering of uranium stream sediment highs and the coincidence of the highest gamma spectrometer readings in all categories over mapped Cretaceous granitic plutons could be due to uranium uniformly disseminated through the granites in sub-economic concentrations. This, however, does not preclude the possibility of economic concentrations of uranium in and around the plutons and further prospecting with scintillometers upstream from uranium highs in the stream sediments is warranted.

The presence of SEDEX lead-zinc-silver-barite deposits, MVT lead-zinc-silver mineralization and a major tungsten skarn deposit close to the property combined with favourable geology on the property suggests a good potential for these types of mineralization on the property

The results of the 2007 and 2008 exploration programs, while encouraging, are not sufficient enough to evaluate the overall potential of the property. Several areas with anomalous values of U, Au, Ag, Zn, Ni, Mn, Co, Cr and Cd have been identified and require further more thorough investigation.

In the Author's opinion there has not been an adequate sampling program performed over most of the property and the primary objective of any further planned exploration program on the property should address this deficiency.

While Northern Lights commissioned an airborne geophysical survey in 2007, the survey results were never properly interpreted. An interpretation should be undertaken prior to any future field work in order to ensure that other targets of interest covered by the survey will be examined.

Most of the 2007 exploration program took place in areas near Macmillan Pass. While a reasonably adequate sampling density was achieved in these areas and resulted in the discovery of Showing A, very little prospecting and sampling was performed over the rest of the property.

In 2008 a more regional prospecting and soil geochemical sampling was undertaken to address this, however, due to a short field season, inclement weather and other factors, the field program was curtailed. This program, unfortunately, was less than adequate for evaluation of many of the northern areas; however, it was instrumental in further defining an anomalous area of interest in the vicinity of Showing A. Work should both concentrate on an aggressive sampling and prospecting program to further define the area around Showing A and to investigate the potential of the northern and southern portions of the property and follow-up on targets defined by the 2007 airborne survey.

Item 22: Recommendations

22.1 Recommendations

Based on the Author's review of available information and property visits of July 20 to August 5, 2007 and August 23 to 26, 2008, the Author is of the opinion that the geological setting along with the encouraging results of the preliminary soil and silt sampling, that the Misty Basin Project is considered to be of sufficient merit to warrant further exploration expenditures. The presence of several anomalous U values along with the high Au assay at Showing A and of course the proximity of the Mactung deposit along with the Tom and Jason Properties suggest the potential for various deposit types.

Therefore, it is recommended to proceed with a program consisting of the following:

- The 2007 McPhar airborne survey should be interpreted prior to any future field work.

- The existing grid covering Showing A should be extended to the west and east for a minimum of 500 metres in each direction and the existing cross lines be extended to the north (and south if the existing terrain permits) a minimum of 500 m. More soil geochemical sampling along with prospecting and a scintillometer survey should then be carried out on the grid.

- Further prospecting and sampling of the favourable belt of sediments hosting Showing A should also be undertaken in order to determine the potential strike length of the anomalous zone located near Showing A.

- Based on the success of the above program a second phase of exploration consisting of more in-depth grid sampling and prospecting and either trenching or diamond drill testing would be justified.

22.2 Budget Estimate

			Cost ($)
Interpretation of 2007 McPhar airborne survey			3,000.00
Field:			
Personnel			
Geologist (QP)	7 days @600.00/day		4,200.00
3 samplers/field assistants	7 days @300.00/day		6,300.00
Helicopter			
(4 hour min/day contract)	16 hours	@1200.00/hr	19,200.00
Sampling/Assays	200 samples	@25.00/sample	5,000.00
Camp (food, fuel, etc.)	4 x 7 days	@100.00/day	2,800.00
Travel (airfares, hotels, meals, etc.)			2,000.00
Truck Rental/Expediters			
(sample delivery, food pickup, etc.)			3,000.00
Final Report			
Geologist (QP)	2 days @600.00/day		1,200.00
Sub-total			46,700.00
Contingency (10%)			4,670
Total			**$ 51,370.00**

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Road Area. Mackenzie Mining District, Northwest Territories, Canada. N.L. 63° - 17'. W.L. 130° – 05'.

Tully, Donald W. (1975). NWT Assessment Report 080486. Report on an Electromagnetic Survey VLF, Ronka EM-16, on part of the Cal Claims #14, 15, 32, 33, 50, 51, 68, 69. Grant Nos. A67830, 31, 67848, 49, 67866, 67, 67884, 85. MacMillan Pass - Canol Road Area. Mackenzie Mining District, Northwest Territories, Canada. N.L. 63° – 17'. W.L. 130° – 05'.

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Item 24: Date and Signature Page

This report titled "Report on the Geology and Mineral Potential of the Misty Basin Project, Northwest Territories", prepared for Northern Lights Resource Corp. and dated October 20, 2010 was prepared and signed by the following author.

Dated at Saskatoon, SK.
October 20, 2010

Kristo S. Tapaninen, B.Sc., P. Geo. (Saskatchewan)

Certificate of Qualifications

I, **Kristo Samuli Tapaninen**, B.Sc., P.Geo., do hereby certify that:

1. I am a Consulting Geologist, with a home office at 429 Simon Fraser Crescent, Saskatoon, Saskatchewan S7H 3T6.

2. I am a graduate of University of Oulu, Finland with the degree of B.Sc. in Geology in 1967.

3. I am a member in good standing of the Association of Professional Engineers and Geoscientists of Saskatchewan (Reg. # 09711). I have been practising my profession as a geologist continuously for 40 years in Finland, Sweden and Canada. My relevant experience for the purpose of the Technical Report is:
   - Consultant Geologist to a number of major international mining companies providing expertise in evaluating potential for gold, diamond and uranium deposits throughout Canada, Finland and Sweden.
   - Exploration Manager for 12 years for Amok Ltd. (Areva Resources Canada), based in Saskatoon, Saskatchewan; responsible for all aspects of uranium exploration including field programs, budgets, joint venture agreements, land administration, etc.
   - Exploration Geologist with Soquem Inc.; contributed to the discovery of the "D" uranium deposit in the Cluff Lake area.

4. I have read the definition of "qualified person" set out in National Instrument 43-101 ("NI43-101") and certify that by reason of my education, affiliation with a professional association (as defined in NI43-101) and past relevant work experience, I fulfill the requirements to be a "qualified person" for the purposes of NI 43-101.

5. I personally visited the Misty Basin Property from July 20 to August 5, 2007 and again from August 23 to August 26, 2008.

6. I have not had prior involvement with the property that is the subject of the Technical Report other than preparing the Technical Report for it.

7. I am the author of this technical report titled "Report on the Geology and Mineral Potential of the Misty Basin Project, Northwest Territories, Canada" prepared for Northern Lights Resources Corp. and dated October 20, 2010, ("the Technical Report") relating to the property. I am responsible for all items in this report.

8. As of the date of this certificate, to the best of my knowledge, information and belief, the Technical Report contains all scientific and technical information that is required to be disclosed to make the Technical Report not misleading.

9. I am independent of both the issuer and the vendor applying the test set out in Section 1.4 of National Instrument 43-101.

10. I have read National Instrument 43-101 and Form 43-101F1 and the Technical Report has been prepared in compliance with that instrument and form.

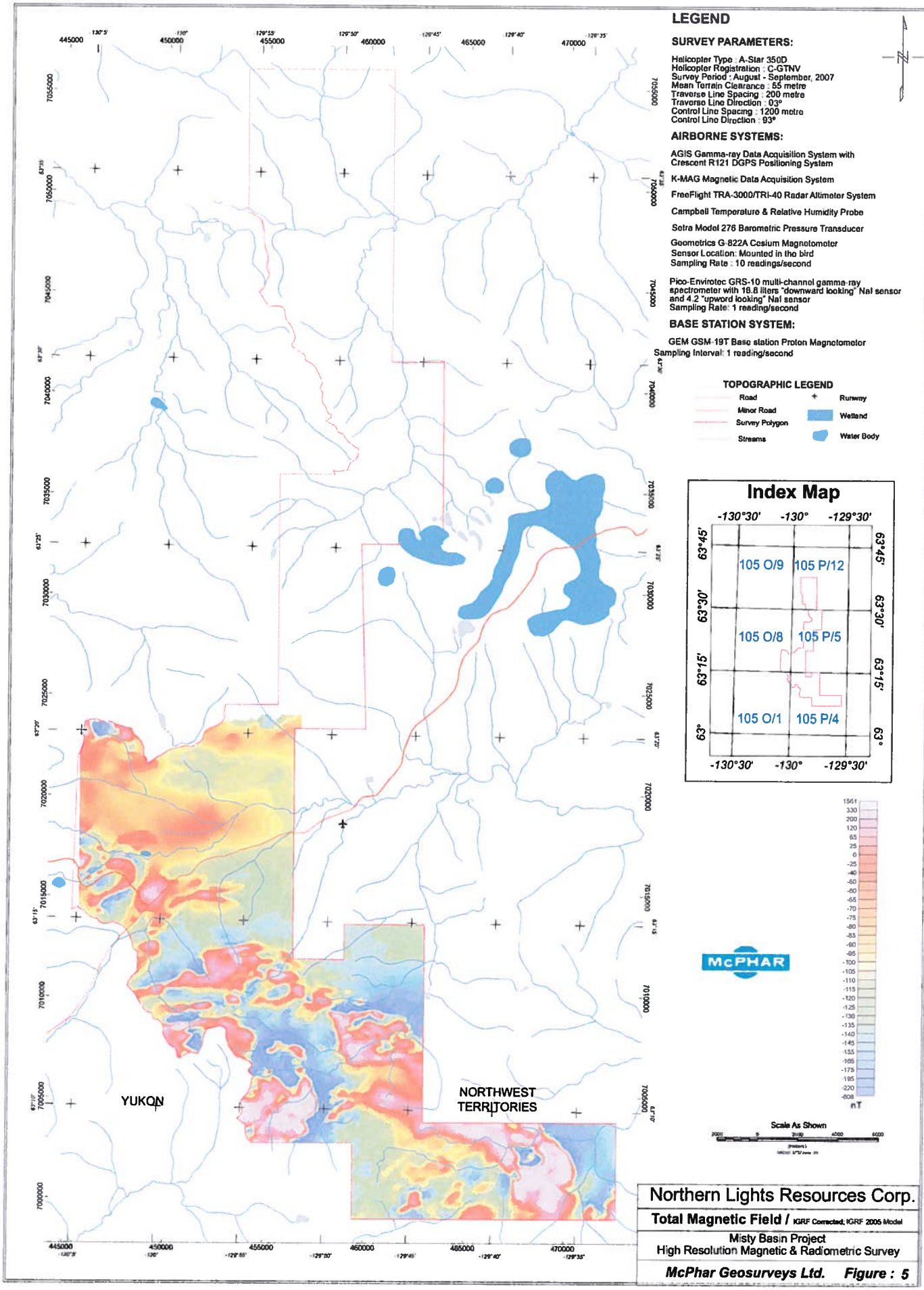
11. I do hereby consent to the filing, with the British Columbia Securities Commission and the TSX Venture Exchange regulatory authorities and any other regulatory authority and any publication by them, including electronic publication in the public company files on their websites accessible by the public, of the Technical Report and to written disclosure by Northern Lights Resources Corp. in public information documents so being filed.

Dated this 20 of October, 2010.

Kristo Samuli Tapaninen, B.Sc., P. Geo.

Item 25: Additional Requirements for Technical Reports on Development Properties and Production Properties

Not applicable to this report.

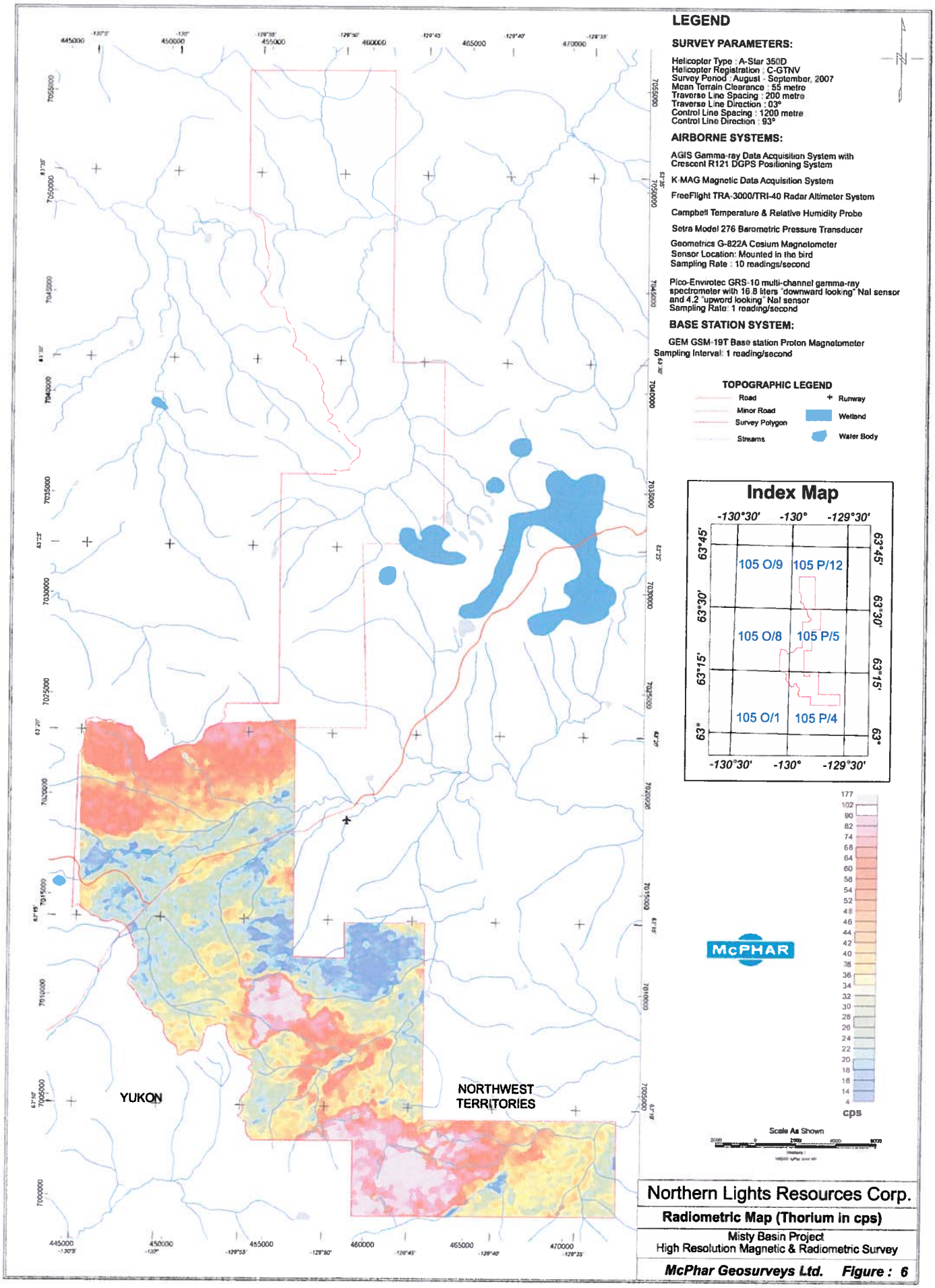


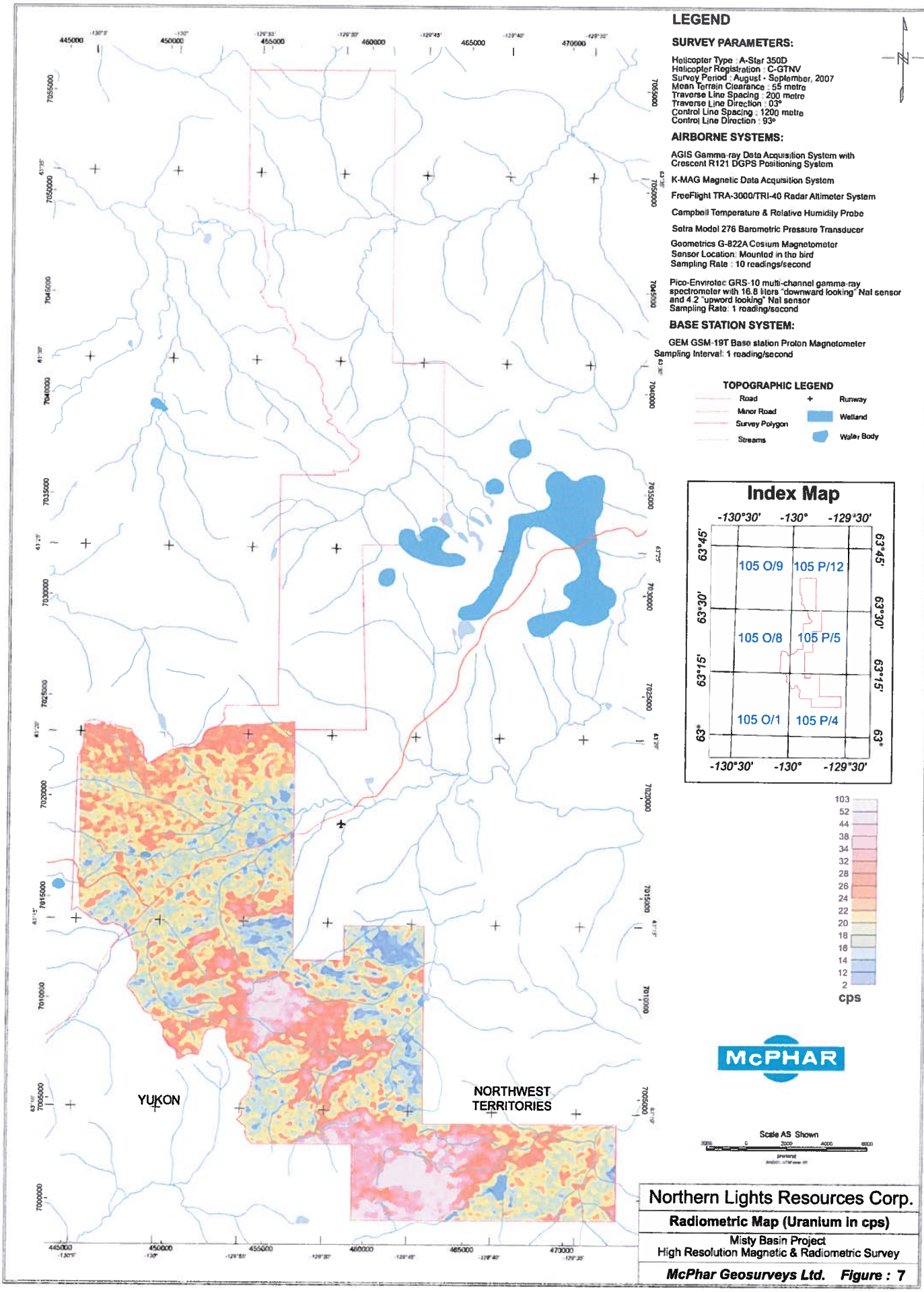
Northern Lights Resources Corp.

Total Magnetic Field / IGRF Corrected; IGRF 2005 Model

Misty Basin Project
High Resolution Magnetic & Radiometric Survey

McPhar Geosurveys Ltd. ***Figure : 5***


LEGEND
SURVEY PARAMETERS:
Helicopter Type : A-Star 350D
Helicopter Registration : C-GTNV
Survey Period : August - September, 2007
Mean Terrain Clearance : 55 metre
Traverse Line Spacing : 200 metre
Traverse Line Direction : 03°
Control Line Spacing : 1200 metre
Control Line Direction : 93°
AIRBORNE SYSTEMS:
AGIS Gamma-ray Data Acquisition System with Crescent R121 DGPS Positioning System
K-MAG Magnetic Data Acquisition System
FreeFlight TRA-3000/TRI-40 Radar Altimeter System
Campbell Temperature & Relative Humidity Probe
Setra Model 276 Barometric Pressure Transducer
Geometrics G-822A Cesium Magnetometer
Sensor Location: Mounted in the bird
Sampling Rate : 10 readings/second
Pico-Envirotec GRS-10 multi-channel gamma-ray spectrometer with 16.8 liters "downward looking" NaI sensor and 4.2 "upward looking" NaI sensor
Sampling Rate: 1 reading/second
BASE STATION SYSTEM:
GEM GSM-19T Base station Proton Magnetometer
Sampling Interval: 1 reading/second
TOPOGRAPHIC LEGEND
Road
Minor Road
Survey Polygon
Streams
Runway
Wetland
Water Body
Index Map
-130°30'
-130°
-129°30'
63°45'
63°30'
63°15'
63°
105 O/9
105 P/12
105 O/8
105 P/5
105 O/1
105 P/4
YUKON
NORTHWEST TERRITORIES
McPHAR
177
102
90
82
74
68
64
60
58
54
52
48
46
44
42
40
38
36
34
32
30
28
26
24
22
20
18
16
14
4
cps
Scale As Shown
Northern Lights Resources Corp.
Radiometric Map (Thorium in cps)
Misty Basin Project
High Resolution Magnetic & Radiometric Survey
McPhar Geosurveys Ltd.
Figure : 6


LEGEND
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Helicopter Registration : C-GTNV
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Traverse Line Spacing : 200 metre
Traverse Line Direction : 03°
Control Line Spacing : 1200 metre
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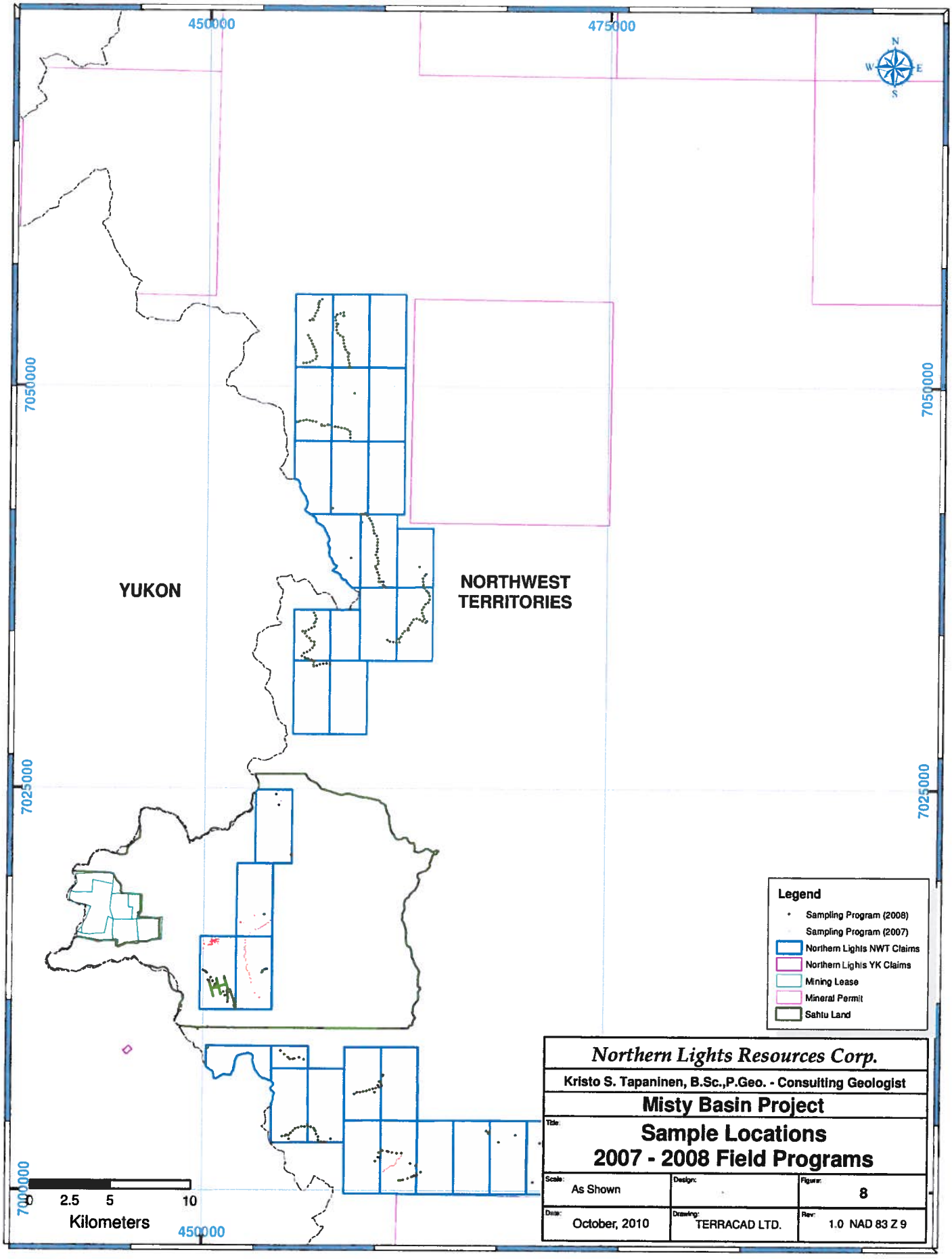
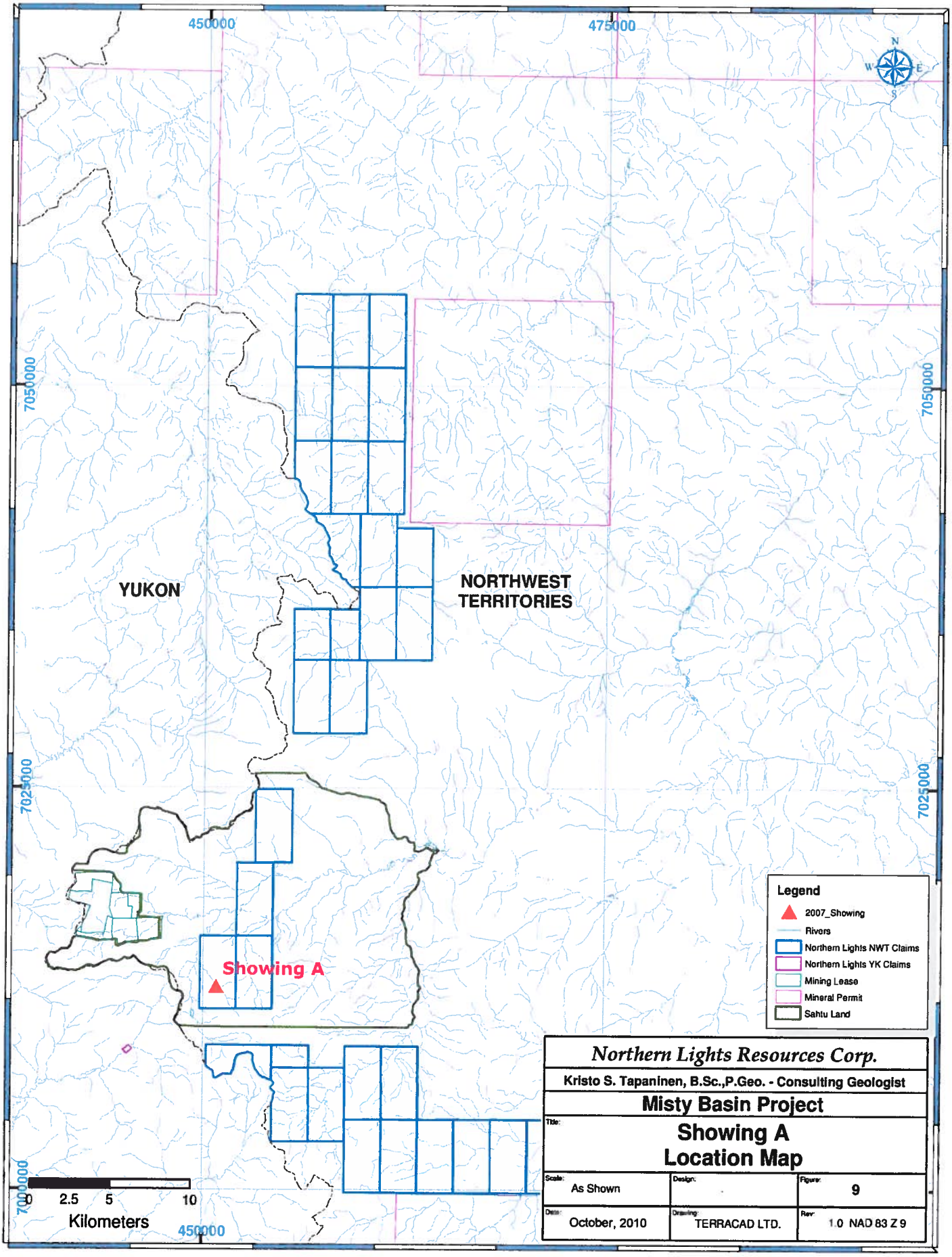
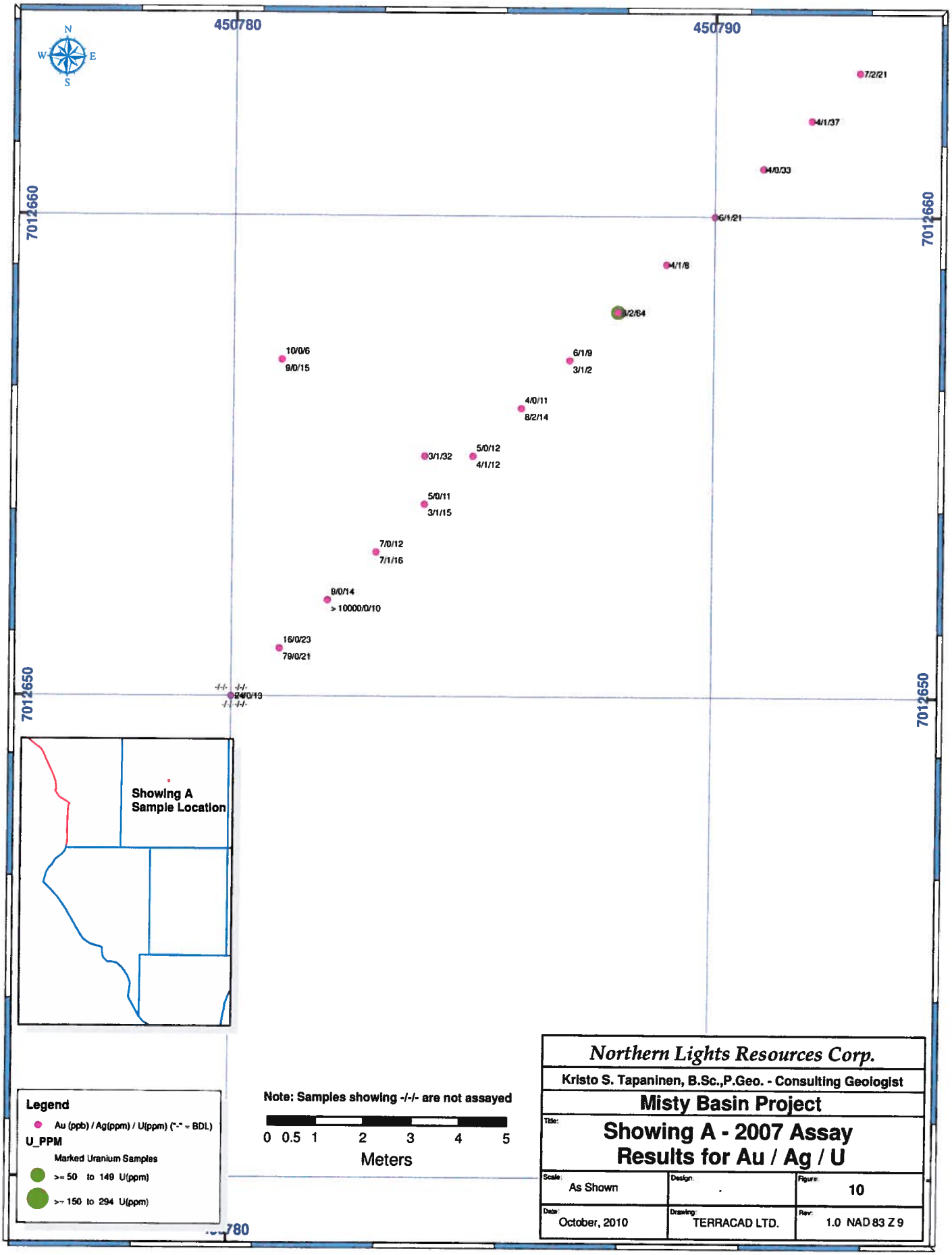
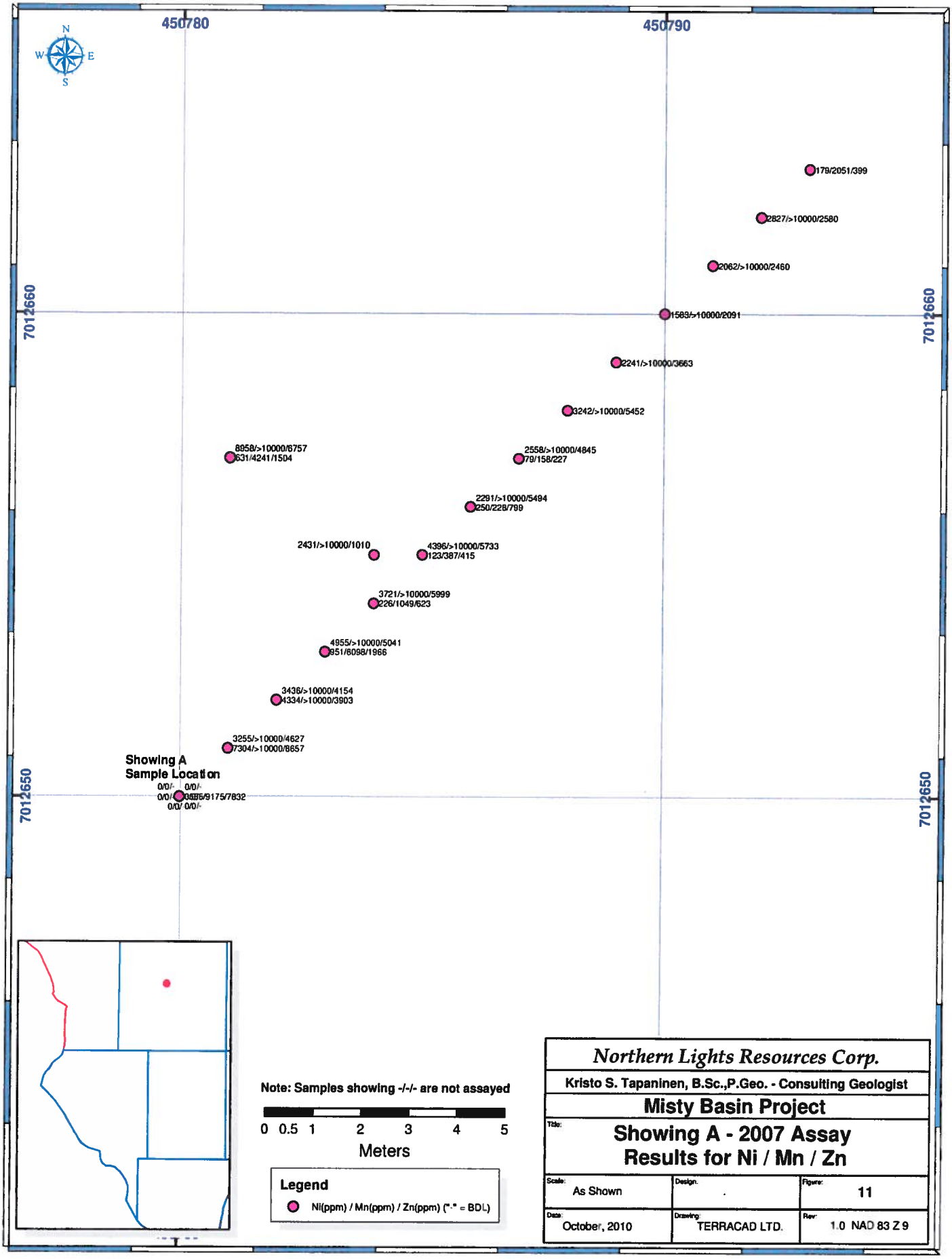
K-MAG Magnetic Data Acquisition System
FreeFlight TRA-3000/TRI-40 Radar Altimeter System
Campbell Temperature & Relative Humidity Probe
Setra Model 276 Barometric Pressure Transducer
Geometrics G-822A Cesium Magnetometer
Sensor Location: Mounted in the bird
Sampling Rate : 10 readings/second
Pico-Envirotec GRS-10 multi-channel gamma-ray spectrometer with 16.8 liters "downward looking" NaI sensor and 4.2 "upword looking" NaI sensor
Sampling Rate: 1 reading/second
BASE STATION SYSTEM:
GEM GSM-19T Base station Proton Magnetometer
Sampling Interval: 1 reading/second
TOPOGRAPHIC LEGEND
Road
Minor Road
Survey Polygon
Streams
Runway
Wetland
Water Body
Index Map
-130°30'
-130°
-129°30'
63°45'
63°30'
63°15'
63°
105 O/9
105 P/12
105 O/8
105 P/5
105 O/1
105 P/4
103
52
44
38
34
32
28
26
24
22
20
18
16
14
12
2
cps
McPHAR
YUKON
NORTHWEST TERRITORIES
Scale AS Shown
Northern Lights Resources Corp.
Radiometric Map (Uranium in cps)
Misty Basin Project
High Resolution Magnetic & Radiometric Survey
McPhar Geosurveys Ltd. Figure : 7


450000
475000
7050000
7025000
7000000
N
W
E
S
YUKON
NORTHWEST
TERRITORIES
Legend
Sampling Program (2008)
Sampling Program (2007)
Northern Lights NWT Claims
Northern Lights YK Claims
Mining Lease
Mineral Permit
Sahtu Land
0 2.5 5 10
Kilometers
Northern Lights Resources Corp.
Kristo S. Tapaninen, B.Sc.,P.Geo. - Consulting Geologist
Misty Basin Project
Title:
Sample Locations
2007 - 2008 Field Programs
Scale: As Shown
Design:
Figure: 8
Date: October, 2010
Drawing: TERRACAD LTD.
Rev: 1.0 NAD 83 Z 9


450000
475000
7050000
7025000
7000000
YUKON
NORTHWEST TERRITORIES
Showing A
N
W
E
S
0 2.5 5 10
Kilometers
Legend
2007_Showing
Rivers
Northern Lights NWT Claims
Northern Lights YK Claims
Mining Lease
Mineral Permit
Sahtu Land
Northern Lights Resources Corp.
Kristo S. Tapaninen, B.Sc.,P.Geo. - Consulting Geologist
Misty Basin Project
Title:
Showing A
Location Map
Scale: As Shown
Design:
Figure: 9
Date: October, 2010
Drawing: TERRACAD LTD.
Rev: 1.0 NAD 83 Z 9


N
W
E
S
450780
450790
7012660
7012650
7/2/21
4/1/37
4/0/33
6/1/21
4/1/8
3/2/64
10/0/6
9/0/15
6/1/9
3/1/2
4/0/11
8/2/14
3/1/32
5/0/12
4/1/12
5/0/11
3/1/15
7/0/12
7/1/16
9/0/14
> 10000/0/10
16/0/23
79/0/21
-/-/- -/-/-
24/0/13
-/-/- -/-/-
Showing A
Sample Location
Legend
Au (ppb) / Ag(ppm) / U(ppm) ("-" = BDL)
U_PPM
Marked Uranium Samples
>= 50 to 149 U(ppm)
>= 150 to 294 U(ppm)
Note: Samples showing -/-/- are not assayed
0 0.5 1 2 3 4 5
Meters
Northern Lights Resources Corp.
Kristo S. Tapaninen, B.Sc.,P.Geo. - Consulting Geologist
Misty Basin Project
Title:
Showing A - 2007 Assay
Results for Au / Ag / U
Scale: As Shown
Design: .
Figure: 10
Date: October, 2010
Drawing: TERRACAD LTD.
Rev: 1.0 NAD 83 Z 9



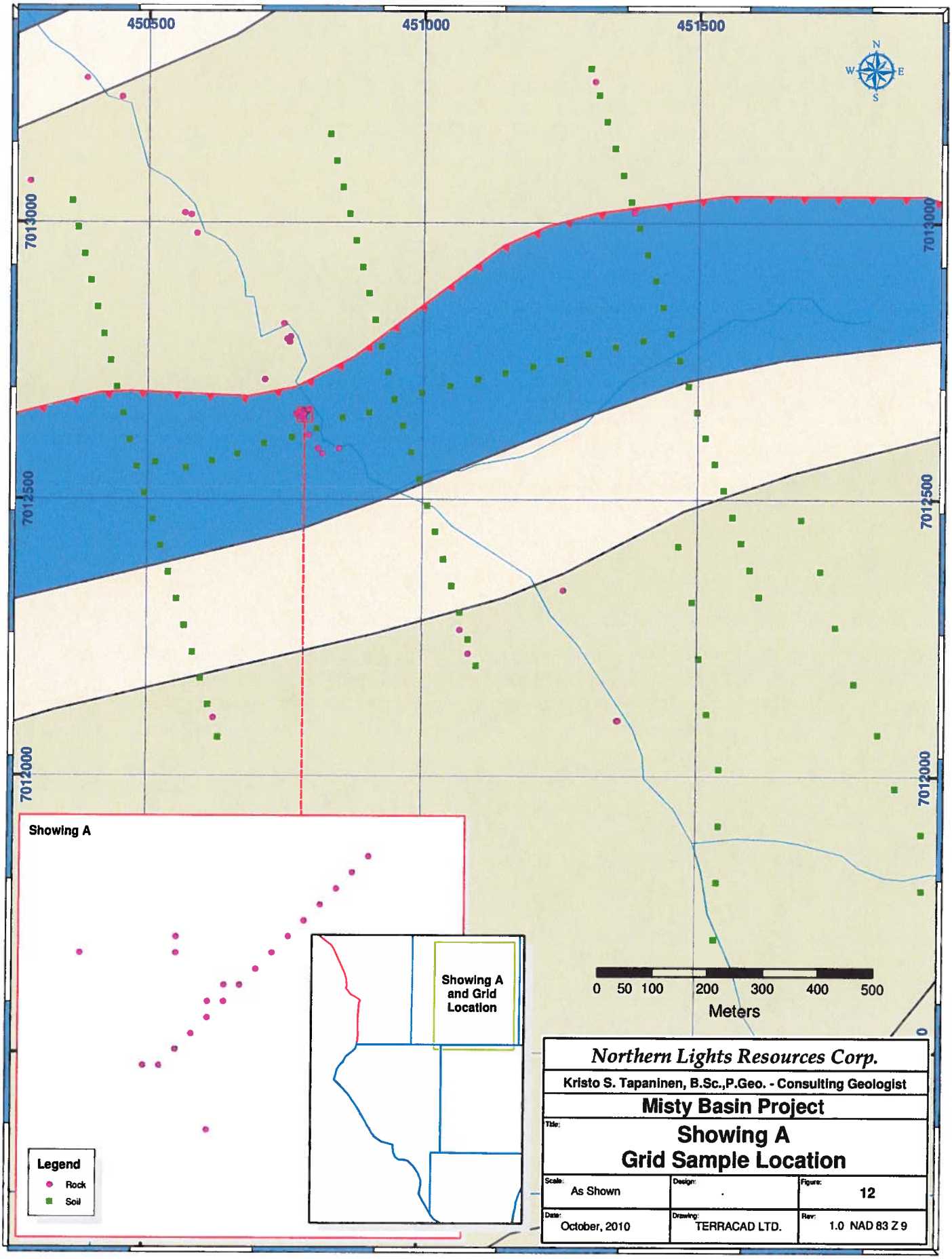
Northern Lights Resources Corp.

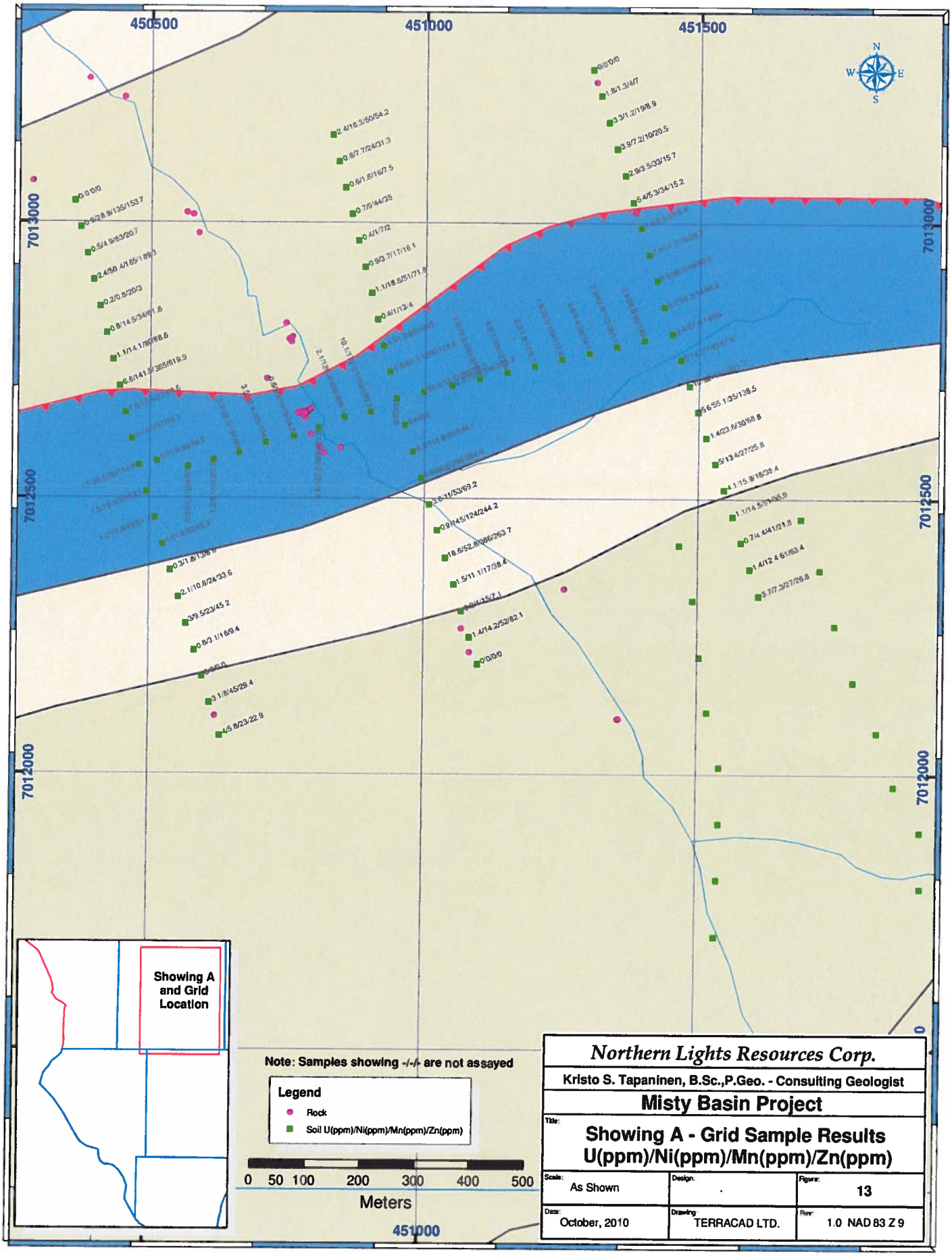
Kristo S. Tapaninen, B.Sc.,P.Geo. - Consulting Geologist

Misty Basin Project

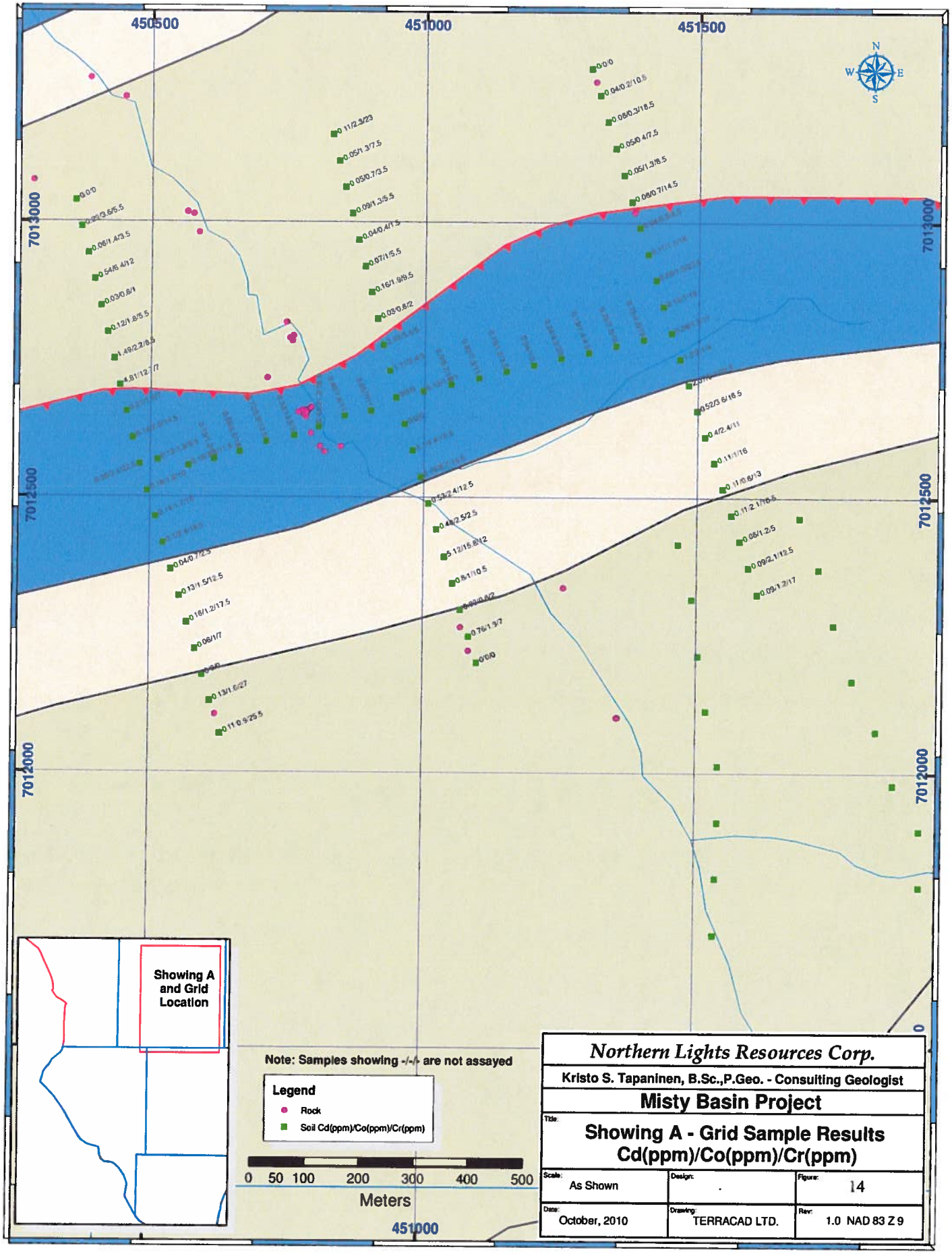
Title: **Showing A - 2007 Assay Results for Ni / Mn / Zn**

Scale:	Design:	Figure:
As Shown	.	11
Date:	Drawing:	Rev:
October, 2010	TERRACAD LTD.	1.0 NAD 83 Z 9


450500
451000
451500
7013000
7012500
7012000
N
W
E
S
Showing A
Showing A and Grid Location
Legend
Rock
Soil
0 50 100 200 300 400 500
Meters
Northern Lights Resources Corp.
Kristo S. Tapaninen, B.Sc.,P.Geo. - Consulting Geologist
Misty Basin Project
Title:
Showing A
Grid Sample Location
Scale: As Shown
Design: .
Figure: 12
Date: October, 2010
Drawing: TERRACAD LTD.
Rev: 1.0 NAD 83 Z 9



Northern Lights Resources Corp.		
Kristo S. Tapaninen, B.Sc.,P.Geo. - Consulting Geologist		
Misty Basin Project		
Title: **Showing A - Grid Sample Results U(ppm)/Ni(ppm)/Mn(ppm)/Zn(ppm)**		
Scale: As Shown	Design: .	Figure: 13
Date: October, 2010	Drawing: TERRACAD LTD.	Rev: 1.0 NAD 83 Z 9


450500
451000
451500
7013000
7012500
7012000
N
S
E
W
Showing A and Grid Location
Note: Samples showing -/-/- are not assayed
Legend
Rock
Soil Cd(ppm)/Co(ppm)/Cr(ppm)
0 50 100 200 300 400 500
Meters
451000
Northern Lights Resources Corp.
Kristo S. Tapaninen, B.Sc.,P.Geo. - Consulting Geologist
Misty Basin Project
Title:
Showing A - Grid Sample Results
Cd(ppm)/Co(ppm)/Cr(ppm)
Scale: As Shown
Design: .
Figure: 14
Date: October, 2010
Drawing: TERRACAD LTD.
Rev: 1.0 NAD 83 Z 9