NI 43-101 Technical Report
on the

Gloucester Project
Bathurst Mining Camp
New Brunswick, Canada

Prepared for:

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1.0 Summary

Sears, Barry & Associates Limited has been retained by Bathurst Resources Corp. (Bathurst Resources) and Gideon Capital Corp. to carry out an independent technical review and prepare a report on the Gloucester Project (Project) in Northern New Brunswick, Canada. This report is prepared in compliance with guidelines prescribed by National Instrument 43-101 – Standards of disclosure for Mineral Projects (NI 43-101), Form 43-101F1 and Companion Policy NI 43-101CP of the Canadian Securities Administrators.

The Fraser Institute Annual Survey of Mining Companies 2012/2013 has ranked New Brunswick as the 2nd best jurisdiction in Canada for mining investment and the 4th best globally. The province has been praised for its transparency, straightforward and productive approach to mining policy. It offers competitive taxation regimes, sound legal systems and relatively low uncertainty around land claims.

1.1 Property Location and Description

The Gloucester Project is located in Gloucester County, Northern New Brunswick, Canada approximately 17 km west of the city of Bathurst. Bathurst is situated on Canada's Atlantic Seaboard on the northeastern coast of New Brunswick. It is centered at 280,650E and 5278150N (UTM: NAD 83, Zone 20N). The Project is made up of 3 Properties, the L'Or Bai, Chamberlain and Vienneau. It consists of 15 mining claim blocks composed of 191 claim units for a total of 4,202 hectares. Bathurst Resources has the option to acquire 100% of the mining rights in the Gloucester Project subject to Royalties held by the Optionors.

1.2 Geology

The Gloucester Project lies within the Nine Mile Synform of the Bathurst Mining Camp (BMC) which is one of Canada's most prolific base metal mining districts. The BMC is host to at least 46 known volcanogenic massive sulphide (VMS) deposits and at least 95 significant known VMS occurrences. The BMC deposits are hosted by bimodal volcanics and interlayered sediments that were deposited in rift controlled sub-basins within a "Sea of Japan" type back-arc basin. The latter is referred to as the Tetagouche-Exploits back-arc basin. These sub-basins, or parts of them, were subsequently juxtaposed as tectonic blocks as a result of subduction related tectonics. At least four of these tectonic blocks or Lithologic Groups are recognized within the BMC. From oldest to youngest, these include the California Lake, Sheephouse

Brook, Tetagouche and Fournier Groups. Each of these groups is made up of varying amounts of mafic volcanic, felsic volcanic and sedimentary rocks. As a general rule, all of the known VMS deposits are associated with the felsic volcanic sequences.

With the exception of the Sheephouse Brook Group, all of the other Groups have been recognized to occur within the Gloucester Project.

1.3 Mineralization

There are currently no known mineral deposits within the Gloucester Project. Recent prospecting has, however, located 8 clusters of small to large angular VMS boulders in association with favourable felsic volcanic rocks as well as two occurrences of pyrite facies VMS in outcrop. All of these appear to be located at or near the contact between mafic volcanics and sediments and in close proximity to felsic volcanics/exhalite. In most locations, the rocks display isoclinal folding and the mineralization in the two pyrite facies VMS outcrops is observed to be on the nose of isoclinal folds.

The observed VMS mineralization includes pyrite, sphalerite, galena and chalcopyrite. Assays on the Project range from trace to 21.1% Zn, 5.84% Pb, 0.43% Cu, 157 g/t Ag and 0.562 Au. The VMS boulders and the pyrite facies VMS outcrop display well bedded to massive and brecciated textures. Sphalerite, galena and chalcopyrite occur mainly as distinct bands with a silicate and pyritic matrix. The VMS boulders discovered to date on the Gloucester Project contain highly elevated amounts of Sn relative to the known deposits in the BMC. This suggests that the source of these boulders is not from any known up-ice deposit. Wolfden Resources Corporation (Wolfden) has reported numerous clusters of high-grade VMS boulders with high Sn values over an extensive area on the adjoining Armstrong Brook property. The clustering and angular nature of the boulders observed on the Gloucester Project and those reported by Wolfden suggests that these have not been glacially dispersed but are likely from a nearby bedrock source.

1.4 Exploration

Bathurst Resources commissioned Geotech Ltd. of Aurora, Ontario, Canada to conduct an airborne geophysical survey on the Gloucester Project. The survey was carried out in April 2013 and utilized a versatile time domain electromagnetic (VTEM^{plus}) system and horizontal magnetic gradiometer. A total of 464 line-kilometers of geophysical data were acquired. The data has identified numerous conductive features and outlined magnetic trends that will be very useful in property scale geological interpretation. The data is to be processed in the near future and interpreted for detailed ground follow-up.

1.5 Conclusions

The Gloucester Project is an exploration project with a high potential for the discovery of an economic VMS deposit. The numerous and extensive high-grade, large, angular, tabular shaped VMS boulders, clusters of small to large angular VMS boulders and pyrite facies outcrops are clear indications that a robust mineralizing system occurred over an extensive area on the Gloucester Project.

Several years of historical geo-prospecting on the Gloucester Project has led to the discovery of significant volcanic massive sulphide mineralization and associated rock units in the northern region of the Nine Mile Synform, an area that has been previously overlooked and under-explored. This has caused some explorers to rethink the mineral potential in parts of the Bathurst Mining Camp. As a result of this work, the following discoveries and observations have been made:

- Discovery of numerous clusters of high-grade, angular and tabular shaped VMS boulders up to 680 kg (1500 lbs);
- Discovery of two outcrops of pyrite facies VMS; each observed to be on the nose of an isoclinal fold;
- Discovery of two VMS smears in lodgment till indicating a nearby source(s);
- A 1:1 ratio of felsic volcanic/exhalite boulders and outcrop to VMS boulders and outcrop has been observed;
- Extensive carbonate horizons and exhalites indicating a sedimentation hiatus;
- Intense isoclinal folding is noted in many areas which is favourable for thickening of VMS horizons;
- The large angular, tabular nature and clustering of the boulders found on the Gloucester Project as well as those reported by Wolfden on the adjacent Armstrong Brook property suggest that these boulders have not been glacially dispersed but are likely from a nearby bedrock source;
- High Sn values in these boulders indicates that the source is not from any of the known up-ice deposits in the BMC (glacial direction is from the west);

- Most of these boulders have a high silica content. The silica encases the sulphide grains resulting in a very thin skin of buff colored weathering. Gossanous boulders are rare. This is one of the main contributing factors in these boulders remaining undiscovered for many years;
- Most of the newly discovered VMS boulders have very low conductivity or are non-conductive; therefore, these horizons would not have been detected by many of the conventional geophysical methods;
- Much of the area is covered by a relatively thin but extensive clay-rich till which can hamper traditional methods of soil geochemistry;
- Pervasive carbonate in the till from the limestone/dolomite units appears to cause a buffering effect on ion movement in some areas, lowering the dispersion of metals in the traditional B-horizon soils.

The Gloucester Project is a Project of Merit and warrants a sustained and detailed follow-up work program.

1.6 Recommendations

An aggressive work program is recommended for the Gloucester Project. The first phase of exploration should include processing and interpretation of the recently completed airborne geophysical survey; ground follow-up of high priority target areas defined by this survey; and follow-up of the known eight Target areas outlined by historical geo-prospecting, at a cost of CDN$ 500,000. The ground follow-up should include: ground geophysics; geological mapping and prospecting; and rock and soil sampling. The second phase is contingent on positive results of the first phase and should consists of follow-up stripping and drilling at a cost of CDN$ 1,176,000.

2.0 Introduction

Sears, Barry & Associates Limited (SBA) has been retained by Bathurst Resources Corp. (Bathurst Resources) and Gideon Capital Corp. (Gideon) to carry out an independent technical review and prepare a report on the Gloucester Project (Project) in Northern New Brunswick, Canada. This report is prepared in compliance with guidelines prescribed by National Instrument 43-101 – Standards of disclosure for Mineral Projects (NI 43-101), Form 43-101F1 and Companion Policy NI 43-101CP of the Canadian Securities Administrators.

Bathurst Resources has the option to acquire 100% of the mining rights to 191 claim units (4,202 hectares) in Northern New Brunswick, subject to a Royalty held by the Optionors.

The Fraser Institute Annual Survey of Mining Companies 2012/2013 has ranked New Brunswick as the 2nd best jurisdiction in Canada for mining investment and the 4th best globally. The province has been praised for its transparency, straightforward and productive approach to mining policy. It offers competitive taxation regimes, sound legal systems and relatively low uncertainty around land claims (Wilson et al, 2013).

2.1 Purpose of Report

This Report on the Gloucester Project is to be used by Bathurst Resources and Gideon to comply, in part, with TSX Venture Exchange regulatory requirements for a proposed reverse takeover of Gideon by Bathurst Resources. Bathurst Resources is a private Canadian corporation and Gideon is a TSXV listed company with the trading symbol GOL. The relationship between both Bathurst Resources and Gideon and Sears, Barry & Associates Limited is a professional relationship between two clients and an independent consultant. This report is prepared in return for fees that are standard commercial rates and the payment of these fees is not contingent on the results or recommendations in this report.

This report is designed to summarize the scientific and technical data available for the Gloucester Project and to make recommendations for a work program to advance the exploration and possible development of the Project.

2.2 Sources of Information

Sources of information used in this report are summarized below and include those in the public domain as well as personally acquired data; a more detailed listing of sources can be found in Section 27, 'References'.

- Review of various geological reports and maps or summaries thereof, produced by various departments of the New Brunswick Department of Natural Resources (DNR), in particular the Minerals and Petroleum Division.
- Review of previous assessment work filed with the Minerals and Petroleum Division housed in Bathurst, N.B., on May 13, 14, 21 and 22, 2013.
- Personal experience by the authors in the exploration of base metal deposits.
- Discussions with persons knowledgeable on the Project area, in particular Peter Gummer.
- Field visit to the Gloucester Project on May 15, 16 and 17, 2013 by both authors accompanied by consulting geologist P. Gummer and prospectors, D. Frenette and G. Roy.

2.3 Units of Measure

All units of measure are in the metric system unless otherwise stated and all monetary values are in Canadian Dollars (CDN$) unless otherwise stated. For the large scale maps, some of the small scale maps and recorded field positions, location coordinates are expressed in Universal Transverse Mercator (UTM) grid coordinates, using NAD 83, Zone 20N. For some of the small scale maps WGS 1984 Geographic is used. The coordinate system is noted on each map.

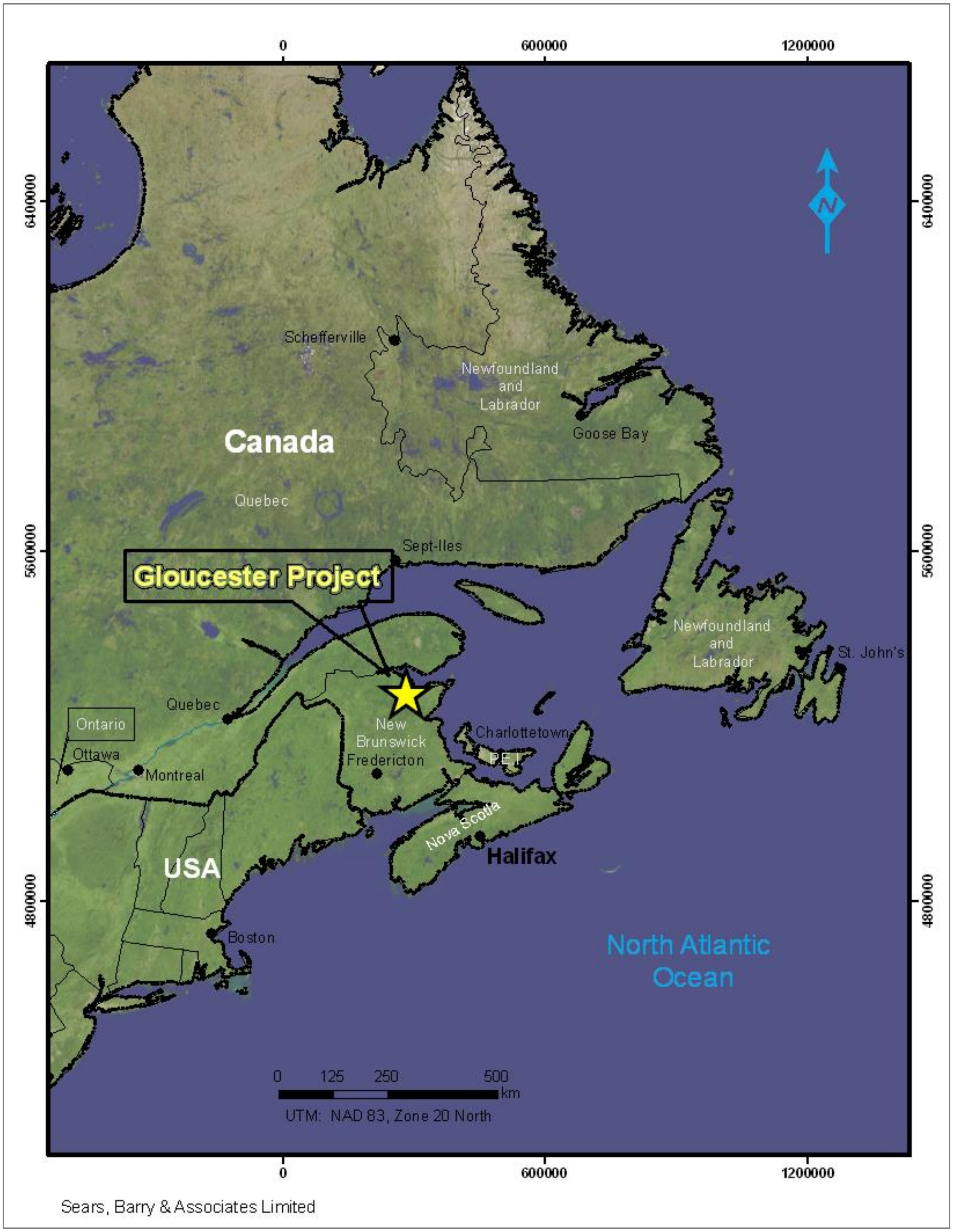


Figure 1 Regional Location Map

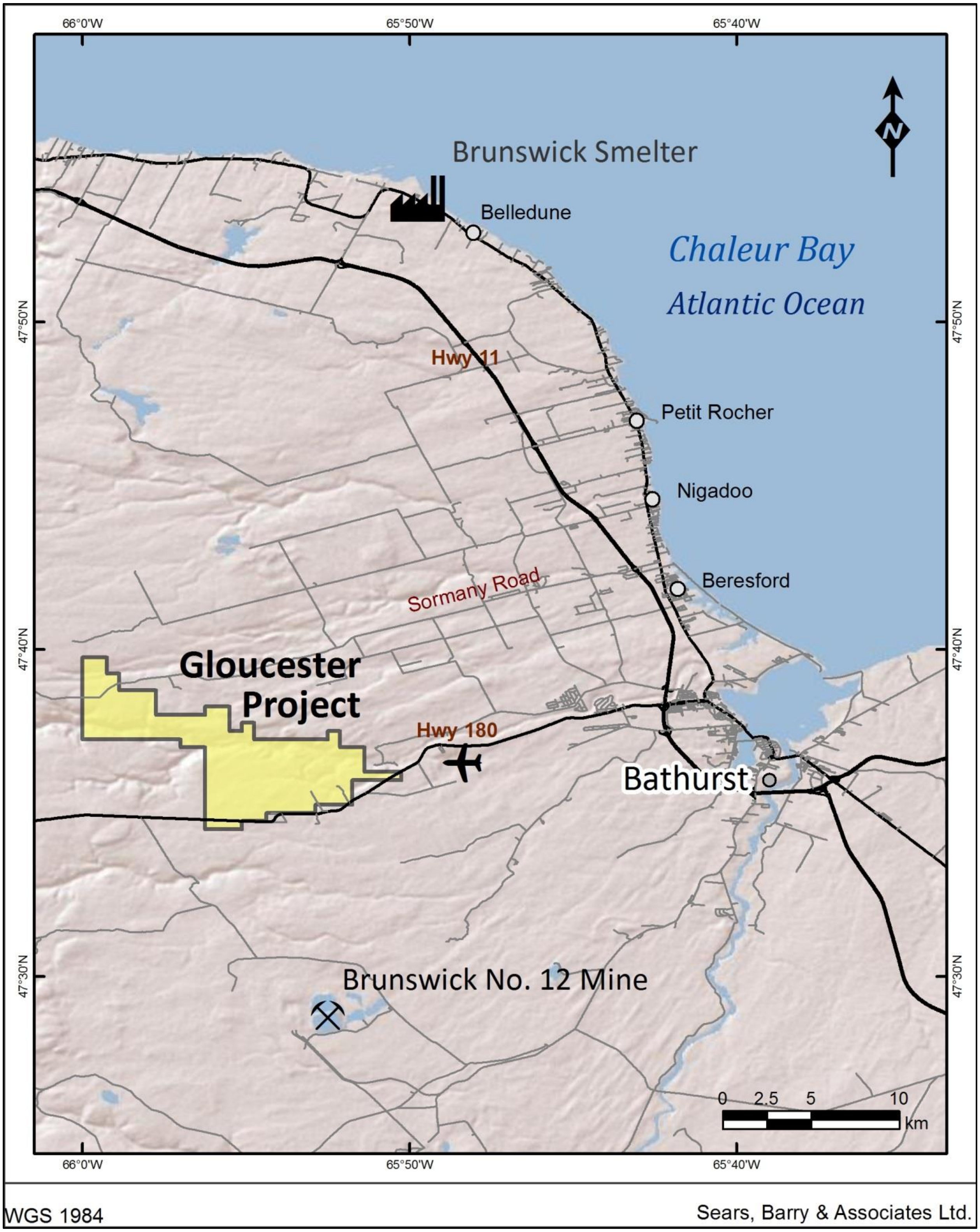


Figure 2 Project Location Map

3.0 Reliance on Other Experts

All conclusions, opinions and recommendations concerning the Gloucester Project are based upon the information available to Sears, Barry & Associates Limited as of the effective date of this report.

Information relating to the title and ownership of the Gloucester Project was obtained from Bathurst Resources and verified from records of the New Brunswick, Department of Natural Resources (DNR), Minerals, e-CLAIMS:

http://nbeclaims.gnb.ca/nbeclaims/page/viewer/searchForm.jsf?keepSyncToken=keepSyncToken&ts=1370193718144.

Information relating to the claim data is detailed in Section 4.0 of this report.

The authors have also relied on the following legal documents:

- Executed Option Agreement dated April 07, 2013 for the L'Or Bai and Chamberlain Properties.
- Executed Option Agreement dated April 29, 2013 for the Vienneau Property.
- A document stating the current status of all claims within the Gloucester Project dated June 28, 2013 and signed by Ron Shaw, Provincial Mining Recorder for the Province of New Brunswick.

4.0 Property Location and Description

4.1 Project Location

The Gloucester Project is located in Gloucester County, Northern New Brunswick, Canada approximately 17 km west of the city of Bathurst. Bathurst is situated on Canada's Atlantic Seaboard on the northeastern coast of New Brunswick. It is centered at 280,650E and 5,278,150N (UTM: NAD 83, Zone 20N). The western boundary of the Project lies along the eastern boundary of NAD 83, Zone 19N to the west. See Figures 1 and 2 and Table 1.

Table 1 Gloucester Project Centroid Coordinates

Gloucester Project Centroid Coordinates		
Coordinate System	**Easting**	**Northing**
NAD 1983 Zone 20N (projected)	280,650	5,278,150
WGS 1984 Geographic	--65.93°	47.62°

4.2 Land Tenure

The Gloucester Project consists of 15 mining claim blocks composed of 191 claim units. Each claim unit is approximately 22 hectares in size yielding a total of 4,202 hectares. The Project is made up of 3 Properties L'Or Bai, Chamberlain and Vienneau. See Figure 3 and Tables 2 - 5.

Mineral rights in New Brunswick are issued by means of map staking. Claim Block corner points are map located on a predefined grid. The predefined grid is set in the New Brunswick Stereographic Projection and for the purposes of this report has been transposed into NAD 83, Zone 20N. These data location points have been incorporated into the Project claim boundaries illustrated in the figures in this report. There are no physical ground markers outlining the claim blocks and for practical purposes, field locations are made by use of a GPS. In future, Bathurst Resources may choose to survey and landmark the Project boundaries.

Table 2 Gloucester Project Land Holdings

Gloucester Project Land Holdings			
Property	**Number of Claim Blocks**	**Number of Claim Units**	**Area (hectares)**
L'Or Bai	11	123	2706
Chamberlain	3	60	1320
Vienneau	1	8	176
TOTAL	**15**	**191**	**4202**

New Brunswick Mineral Claims must be renewed each year at a cost of $10/claim unit per year. For the Gloucester Project this is an annual cost of $1,910 for the 191 claim units.

Table 3 L'Or Bai Property Claim Data

L'Or Bai Property Claim Data					
Claim Block Number	**Claim Unit ID**	**No. Claim Units**	**Area (hectares)**	**Issue Date**	**Expiry Date**
5252	1323047M-N	4	88	05-Oct-07	05-Oct-13
	1323057I				
	1323057P				
5320	1323057E-F	14	308	11-Dec-07	11-Dec-13
	1323057J-O				
	1323058B-C				
	1323067I-J				
	1323067O-P				
5590	1323037C-D	28	616	21-May-09	21-May-14
	1323046E-F				
	1323046K-N				
	1323047A-D				
	1323056E-P				
	1323057A-D				
5591	1323068D-E	12	264	21-May-09	21-May-14
	1323078A-B				
	1323078G-J				
	1323078O-P				
	1323079A-B				
5592	1323066E-L	30	660	21-May-09	21-May-14
	1323066O-P				
	1323067A				
	1323067H				
	1323067K-N				
	1323076G-J				
	1323067O-P				
	1323077A-B				
	1323077G-J				
	1323077O-P				
5675	1323047E-F	4	88	10-Nov-09	10-Nov-14
	1323057G-H				
6392	1323056B-D	8	176	05-Apr-12	05-Apr-14
	1323065N-O				
	1323066A-C				

L'Or Bai Property Claim Data					
Claim Block Number	**Claim Unit ID**	**No. Claim Units**	**Area (hectares)**	**Issue Date**	**Expiry Date**
6424	1323065L-M 1323066D 1323075I-J 1323075O-P 1323076A-B	9	198	02-May-12	02-May-14
6558	1323058D 1323068A-C 1323068F 1323068K	6	132	20-Sep-12	20-Sep-13
6618	1323047G 1323047J-L 1323047O	5	110	15-Nov-12	15-Nov-13
6619	1323048D 1323048E 1323058A	3	66	15-Nov-12	15-Nov-13
TOTAL		**123**	**2706**		

Table 4 Chamberlain Property Claim Data

Chamberlain Property Claim Data					
Claim Block Number	**Claim Unit ID**	**No. Claim Units**	**Area (hectares)**	**Issue Date**	**Expiry Date**
5789	1323098E-P 1323099A-O 1323100B-F 1323100K 1323100L	34	748	18-Jun-10	18-Jun-14
6428	1323078C-F 1323078K-N 1323088K-P 1323089C-F 1323089K 1323089L	20	440	05-May-12	05-May-14
6429	1323088E-J	6	132	05-May-12	05-May-14
TOTAL		**60**	**1320**		

Table 5 Vienneau Property Claim Data

Vienneau Property Claim Data					
Claim Block Number	**Claim Unit ID**	**Claim Units**	**Area (hectares)**	**Issue Date**	**Expiry Date**
5578	1323066M-N 1323067B-G	8	176	23-Apr-09	23-Apr-14
TOTAL		**8**	**176**		

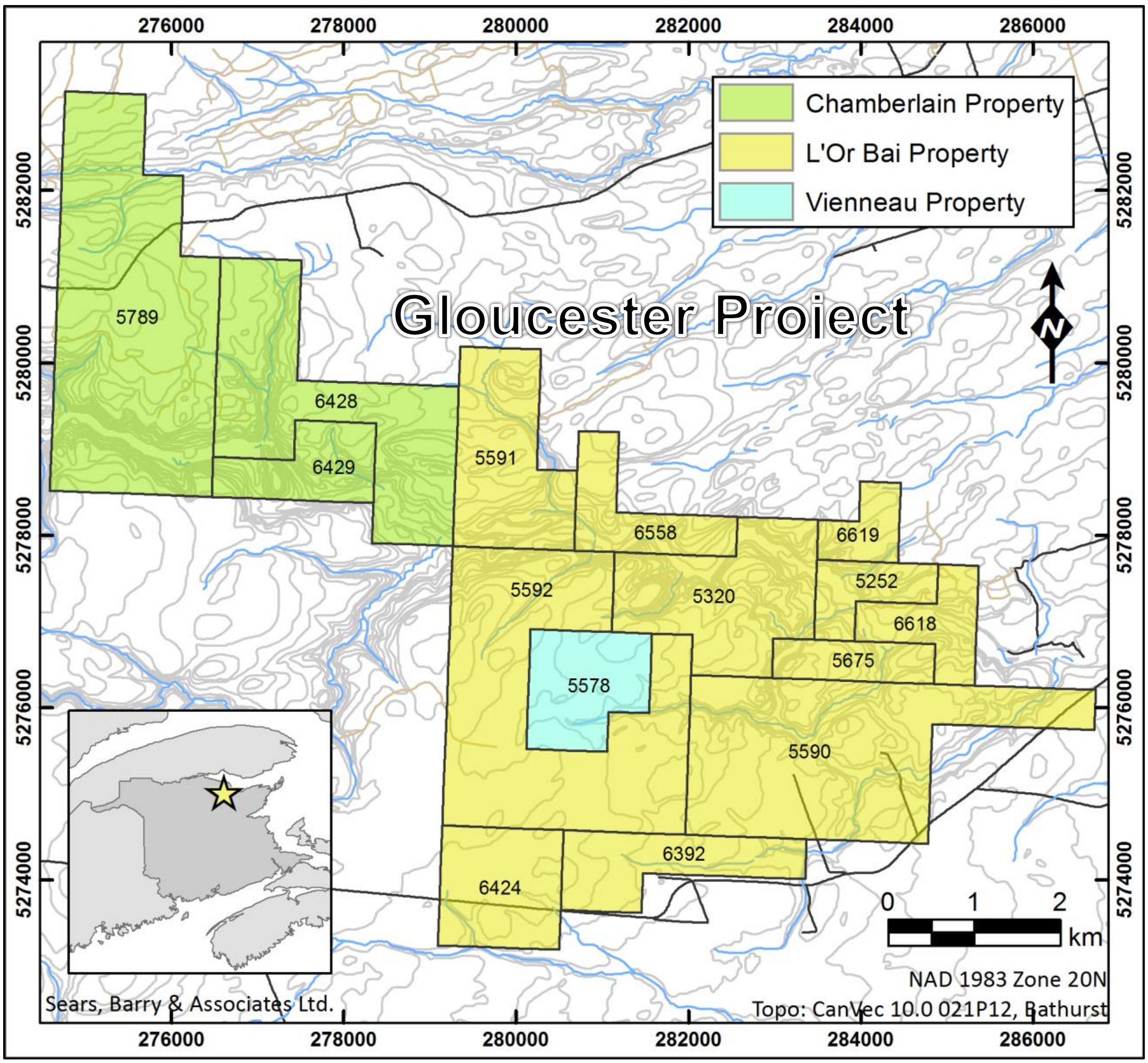


Figure 3 Gloucester Project Claim Map

Annual assessment work is required to be performed and filed on each claim block. Excess credits are banked and automatically applied to the claim block as required. New Brunswick has an escalating system of assessment work requirements as outlined in Table 6.

All of the claims within the Gloucester Project are currently in good standing with the earliest expiry date September 20, 2013.

Table 6 New Brunswick Annual Assessment Requirements

New Brunswick Annual Assessment Requirements	
Year	**Assessment Work Required - per claim unit /per year**
Year 1	$100
Year 2	$150
Year 3	$200
Year 4	$250
Year 5 - 10	$300
Year 11 - 15	$500
Year 16 - 25	$600
Year 26 and over	$800

4.3 Royalties

There is a 2% Royalty (Net Smelter Returns) on both the L'Or Bai and Chamberlain Properties and a 3% Royalty on the Vienneau Property held by the property Optionors (see details in Section 4.8). There are no Royalties due to the New Brunswick Government.

4.4 Environmental Regulations

In New Brunswick, any trenching, drilling or other work that could potentially contribute to the disturbance or contamination of a watercourse must be performed outside of a 30 m buffer zone from the banks of any watercourse. All lakes, rivers and streams are considered watercourses.

Approximately 3.9% of the Gloucester Project is covered by the Middle River Designated Watershed which is the water supply for Bathurst and Beresford. This occurs on the southern and eastern extremities of the Project and special conditions apply for exploration, development and mineral production (Figure 4 and Table 7).

Table 7 Activities Permitted Within Designated Watershed

Activities Permitted Within Designated Watershed			
Activity	**Activities Permitted Within Watercourse**	**Activities Permitted Within Setback Zone***	**Activities Permitted Within the Rest of the Drainage Area**
Surveying, Development and Mineral Production	none	Surveying and sign posting are allowed within the setback zone. ------- Surface mineral exploration is permitted. Underground mineral exploration, development and extraction are all allowed, provided that the activities take place at sufficient depth not to disturb or contaminate any watercourse.	Sand, gravel and similar aggregates can be excavated from surface quarries and crushed, but must be moved beyond the watershed area for further processing such as washing and grading. ------ Base metal mining activities are permitted, provided that all effluents from the mining and mineral processing operations are discharged beyond the designated watershed area.

* A 'Setback Zone' is a 75 m buffer zone from the banks of the watercourse

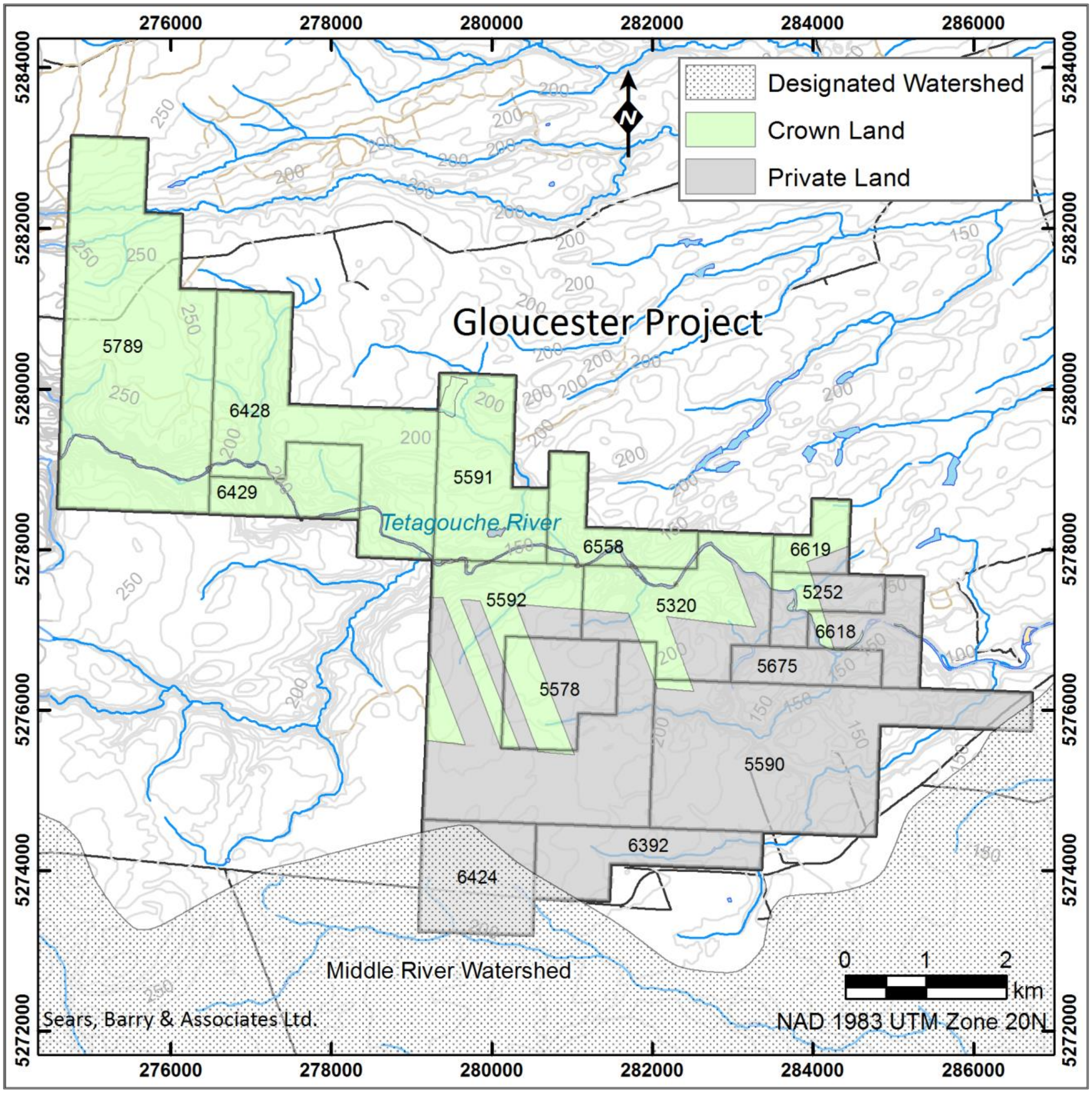


Figure 4 Private Land and Watershed Map

4.5 Liabilities

The claims on the Gloucester Project were acquired by the map staking of Crown-owned mineral rights under the regulations of the New Brunswick Minerals and Petroleum Division. Any previously existing liabilities associated with the Crown-owned properties are the responsibility of the Province of New Brunswick. There is no evidence to indicate that there are any liabilities, environmental or otherwise, within the area covered by the Project. Apart from the private land and the designated watershed, there are no other land designations that impose restrictions within the Project.

Sears, Barry & Associates Limited is not aware of any risk factors that would impact access to, or the ability to perform work on the Project.

4.6 Security Risks and Political Stability

New Brunswick, as part of Canada has an extremely low risk of terrorism, kidnapping and civil war. It has a long established democratic system of government and its sound legal system is based on the British common law. Mining activities are governed by the modern well-defined New Brunswick Mining Act.

4.7 Permits

Under the New Brunswick Mining Act, exploration work that is not destructive, i.e. flagging lines, geological mapping, prospecting, soil sampling and geophysical surveys do not require a work permit. Prior to commencing this type of work on Private Land, the person or company is required to notify the land owners in writing, outlining the type of work that will be carried out. All Private Land owners on the Gloucester Project have been notified in writing of the current work program and there have not been any objections. Private Land accounts for 47% of the Project, all of which occurs on the L'Or Bai and Vienneau Properties (Figure 4).

Work Permits are required before any exploration work commences on Crown or Private Lands that will involve property destruction i.e. line cutting, trenching, drilling etc. The work to date on the Project has not required work permits.

Applications for the Work Permits are as follows:

- For work on Private Lands, Form 18, Notice of Planned Work on Private Lands, must be delivered to the property owner and a copy delivered to the Mining Recorder. The means of and date of delivery of the notice to the property owner must be written on the copy. The planned work shall not be commenced until permission has been received from the Mining Recorder and, where required, the planner of the work has met certain conditions with respect to a reclamation program and security.
- For work on Crown Lands, Form 18.1, Notice of Planned Work on Crown Lands, must be delivered to the Mining Recorder. The planned work shall not be commenced until permission to proceed has been received from the Mining Recorder and where required, a reclamation program has been approved by the Minister of Mines in writing and the Mining Recorder has received the required security.

4.8 Terms of Acquisition Agreements

Bathurst Resources (Optionee) has the option to acquire a 100% interest in 3 mining properties, the L'Or Bai, Chamberlain and Vienneau. The option to acquire these interests can be maintained by making a series of staged payments and expenditures (Tables 8 – 12).

4.8.1 L'Or Bai and Chamberlain Properties

Bathurst Resources has the option to acquire a 100% interest in both the L'Or Bai and the Chamberlain Properties, after payment of $50,000 (now paid). Required expenditures on the L'Or Bai and Chamberlain Properties combined are $3,075,000.

The ownership of the L'Or Bai Property is as follows: 36% Daniel Frenette; 27% Gerard Roy; 27% Donna Gummer; and 10% Rose Hannan collectively referred to as the Optionor 1. The ownership of the Chamberlain Property is as follows: 30% Daniel Frenette; 30% Gerard Roy; 30% Donna Gummer; and 10% Rose Hannan collectively referred to as the Optionor 2.

Table 8 Payment Schedule for the L'Or Bai and Chamberlain Properties

Payment Schedule for the L'Or Bai and Chamberlain Properties		
Payment Schedule	**Payment**	**Cumulative Interest**
Upon signing of option agreement	$10,000 ($5,000 to be paid to Optionor 1 and $5,000 to be paid to Optionor 2).This payment has been made.	
July 06, 2013 (90 days from the Letter of Intent)	$40,000 ($20,000 to be paid to Optionor 1 and $20,000 to be paid to Optionor 2). This payment has been made.	100%*
Upon listing	$40,000 plus $80,000 worth of common shares** ($20,000 and $40,000 worth of shares to be paid to Optionor 1 and $20,000 and $40,000 worth of shares to be paid to Optionor 2)	
Annually on the 1st - 5th listing anniversaries	$40,000 plus $80,000 worth of common shares*** ($20,000 and $40,000 worth of shares to be paid to Optionor 1 and $20,000 and $40,000 worth of shares to be paid to Optionor 2)	

Payment Schedule for the L'Or Bai and Chamberlain Properties		
Payment Schedule	**Payment**	**Cumulative Interest**
6th year and thereafter until Positive Feasibility Study	$30,000 annually ($15,000 to be paid to Optionor 1 and $15,000 to be paid to Optionor 2)	
Upon delivery of Positive Feasibility, annually until production	$60,000 annually ($30,000 to be paid to Optionor 1 and $30,000 to be paid to Optionor 2)	
Upon Production	2% Net smelter Return (Royalty)	
In the event the Qualifying Transaction is not executed prior to the 1st anniversary of signing of this agreement	$40,000 annually upon the anniversary until the Qualifying Transaction is completed ($20,000 to be paid to Optionor 1 and $20,000 to be paid to Optionor 2)	

** subject to the remaining terms of the agreement*

*** at a value based on the price of the initial public offering of the Common Shares on the TSXV*

**** at a value based on the volume weighted average price of 30 trading days prior to the 1st anniversary of trading*

Table 9 Bonus Payments for the L'Or Bai Property

Bonus Payments for the L'Or Bai Property	
Bonus Criteria	**Payments**
Upon discovery of a VMS in-situ assaying 5% Pb-Zn-Cu over a true width of >2m	$25,000 cash and $50,000 worth of Common Shares* to Optionor 1
Upon delineation of a 1 Mt or more mineral deposit consisting of 500,000 t or more of a measured and indicated resource, plus a ≥ 500,000 t of an inferred resource and assaying > 5% Zn equivalent of Zn-Pb-Cu-Ag on the L'Or Bai Property	$125,000 cash to be paid within 60 days of Notice of resource and $150,000 worth of Common Shares** within 30 days of Notice of resource to Optionor 1

** at a value based on the volume weighted average price of 30 trading days prior to the Notice of discovery*

***at a value based on the volume weighted average price of 30 trading days prior to the Notice of resource*

Table 10 Bonus Payments for the Chamberlain Properties

Bonus Payments for the Chamberlain Property	
Bonus Criteria	**Payments**
Upon discovery of a VMS in-situ assaying 5% Pb-Zn-Cu over a true width of >2m	$25,000 cash and $50,000 worth of Common Shares* to Optionor 2
Upon delineation of a 1 Mt or more mineral deposit consisting of 500,000 t or more of a measured and indicated resource, plus a ≥ 500,000 t of an inferred resource and assaying > 5% Zn equivalent of Zn-Pb-Cu-Ag on the Chamberlain Property	$125,000 cash to be paid within 60 days of Notice of resource and $150,000 worth of Common Shares** within 30 days of Notice of resource to Optionor 2

** at a value based on the volume weighted average price of 30 trading days prior to the Notice of discovery*

***at a value based on the volume weighted average price of 30 trading days prior to the Notice of resource*

Table 11 Work Commitment Schedule for the L'Or Bai and Chamberlain Properties

Expenditures Schedule for the L'Or Bai and Chamberlain Properties	
Work Schedule	**Required Expenditures**
On or before the completion of a Qualifying Transaction	$75,000
Prior to the 3rd anniversary of trading	$2,000,000 (including $800,000 on diamond drilling)
Prior to the 5th anniversary of trading	$1,000,000

L'Or Bai and Chamberlain Royalty

Optionor 1 holds a 2% Royalty on the L'Or Bai Property and Optionor 2 holds a 2% Royalty on the Chamberlain Property. Both Optionors 1 and 2 have the right to sell all or a portion of each Property Royalty, subject to a first right of refusal by the Optionee to purchase 0.5% of the 2% Royalty from Optionor 1 or 2, for the sum of $1,000,000.

The Optionee has a right to purchase at any time prior to the delivery of a positive feasibility study a 0.5% of the 2% Royalty from Optionor 1 or 2, or both, for the sum of $1,000,000 (for each 0.5% Property Royalty), which is not in addition to the "first right of refusal" above.

In addition, the Optionee has a right to purchase at any time prior to the commencement of commercial production an additional 0.5% Property Royalty from Optionor 1 or 2 for the sum of $1,000,000 (for each 0.5% Property Royalty).

4.8.2 Vienneau Property

Bathurst Resources has the option to acquire a 100% interest, in the Vienneau Property from Kevin Vienneau (Optionor 3), after payment of $50,000 and expenditures of $50,000. Kevin Vienneau is the 100% owner of the Vienneau Property.

Table 12 Payment/Expenditure Schedule for the Vienneau Property

Payment Schedule for the Vienneau Property			
Payment/Expenditure Schedule	**Payment**	**Expenditures**	**Cumulative Interest**
Upon signing of agreement. This payment has been made.	$10,000		
On or before 1st anniversary of agreement		$10,000	
On 1st anniversary of agreement	$15,000		
On or before 2nd anniversary of agreement		$10,000	
On the 2nd anniversary of agreement	$25,000		
On or before 3rd anniversary of agreement		$30,000	100%
Net Smelter Returns (Royalty)	3%		

Notwithstanding the conditions outlined in Table 12, the Optionee may acquire 100% interest in the Vienneau Property by making a payment to Optionor 3 of $30,000 within 4 months of the date of the signing of the agreement or by providing notice to Optionor 3 that it has fulfilled all of the obligations outlined in Table 12.

Vienneau Royalty

Optionor 3 holds a 3% Royalty on the Vienneau Property. The Optionee has the right to acquire 2% of the Royalty from Optionor 3 at any time within 5 years from the date of the agreement, for the sum of $1,000,000.

5.0 Accessibility, Climate, Local Resources, Infrastructure and Physiography

5.1 Accessibility

Access to the Gloucester Project is excellent despite being bisected by the Tetagouche River which runs generally east-west through the Project (Figures 2, 3 and 4). The Project south of the Tetagouche River can be accessed by travelling Highway 180 west of Bathurst for 17 km. Further access can be gained by a network of secondary and tertiary roads (many of which are old logging roads). Access north of the Tetagouche River is via a secondary paved road, Sormany Road, which runs generally west of Beresford and a network of tertiary roads. Highway 180 and the Sormany Road provide year-round, two-wheel drive access. Some of the tertiary roads are not drivable in winter and during the remainder of the year are only drivable by four-wheel drive vehicle and/or four-wheel All-Terrain Vehicle. The entire Project can be accessed by snow machine during the winter months.

5.2 Climate

The climate is typical of Northern New Brunswick. Average yearly precipitation in the Project area is 1,059 mm. Average winter snowfall for October to May is 314 cm. Field work can be carried out year-round with very few exceptions due to snow storms in winter however mining operations can be carried out year-round. Tables 13 and 14 show the average temperatures and precipitation for Bathurst, New Brunswick. The sampling period for this data covers 30 years. Table 13 source:
http://www.theweathernetwork.com/forecasts/statistics/CL8100503/canb0009
and Table 14 source: http://climate.weatheroffice.gc.ca/Welcome_e.html.

Table 13 Temperature Statistics for Bathurst, New Brunswick

Temperature Statistics for Bathurst, New Brunswick (°C)												
	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Average high	-5.8	-4.4	1.4	7.8	15.6	23	24.7	24.3	19.2	11.2	4.1	-1.7
Average low	-16.8	-16.3	-8.4	-1.8	3.9	9.8	13.2	12.3	7.7	1.6	-3.8	-10.4
Average	-11.3	-10.4	-3.5	3	9.7	16.4	19	18.3	13.5	6.4	0.2	-6

Table 14 Precipitation Statistics for Bathurst, New Brunswick

Precipitation Statistics for Bathurst, New Brunswick													
Monthly	**Jan**	**Feb**	**Mar**	**Apr**	**May**	**Jun**	**Jul**	**Aug**	**Sep**	**Oct**	**Nov**	**Dec**	**Total**
Rain (mm)	23.5	10.2	30	57.3	78.5	83.5	99	101.6	71.7	89	65	35.3	**744.4**
Snow (cm)	69	53.1	54.3	33.4	1	0	0	0	0	0.6	30.3	72.5	**314.2**
Total Precipitation (mm)	92.5	63.3	84.3	90.7	79.5	83.5	99	101.6	71.7	89.7	95.3	107.8	**1,058.6**

5.3 Local Infrastructure and Resources

Infrastructure in the Gloucester Project area is excellent. The city of Bathurst has a population of 12, 275 as of 2011 and is one of the commercial and service centers for the 220,210 people who live within a two hour drive of the city. The area has four main industries: mining, forestry, commercial fishing and tourism. The immediate area of Bathurst has a good supply of very skilled trades people in the mining industry, many of whom have recently become available due to the recent closure of the GlencoreXstrata Brunswick No. 12 Mine.

The Bathurst region hosts all of the necessary infrastructure to support mining operations as it has been home to large scale mining since 1957; these include a base metal mill, smelter and power generating station described in detail below. There is a deep-water, year-round port of Belledune located in Chaleur Bay on the Atlantic Seaboard, 30 km north of Bathurst, giving business access to major international shipping lanes and a regional airport, 6 km west of Bathurst, serviced by Air Canada and local carriers. Ground transportation links consist of a rail service connected to the North American grid including a siding to the Belledune Port and a network of Highways with direct access to all major cities in eastern Canada and northeastern United States (Figures 1 and 2). Sources: http://www.bathurst.ca and http://www.portofbelledune.ca. There is a sufficient water supply to support mining operations.

Chaleur Regional Hospital is located in Bathurst and serves a population of 100,000. Source: http://fondationchaleur.ca/en/chaleur-regional-hospital.

The excellent infrastructure which includes the facilities of the custom smelter; a fully permitted base metal custom mill and tailings ponds, the Belledune power generating station as well as its close proximity to Atlantic Ocean tidewater will all be beneficial factors in the economic analysis of any potential ore reserves on the Gloucester Project. These are all located within 27 km of the Project.

5.3.1 Brunswick Custom Smelter

The Brunswick Smelter is a custom lead-silver-gold-copper smelter located in Belledune, New Brunswick, 27 km north-northeast of the Project and 30 km north of Bathurst (Figure 2). It is owned by GlencoreXstrata plc (GlencoreXstrata). It was established in 1964 to service the GlencoreXstrata (previously Noranda) owned base metal Brunswick Mines however, due to the recent closure of the Brunswick No. 12 Mine it has become a standalone custom smelter. The Brunswick Smelter was originally a lead-zinc facility and was later modified to lead-only with the capability to treat lead-silver concentrates. To accommodate the growth in custom smelting a new blast furnace was added in 1999 and a silver refinery in 2000. In 2012, a vacuum induction retort was installed at a cost of $11 million to allow for better extraction of silver from concentrate (Jacques, 2013). It has established itself as one of the few operating lead smelters that is able to successfully process high silver ores. The smelter also processes a wide variety of recycled materials. It is located on tidewater adjacent to the port of Belledune, Chaleur Bay, Atlantic Ocean.

5.3.2 Bathurst Area Custom Mill

The Brunswick Mill owned by GlencoreXstrata was put under care and maintenance in May 2013 due to the recent closure of its main feed source, the Brunswick No. 12 Mine. The mill processed zinc-lead-copper-silver-gold ore from the GlencoreXstrata (Noranda) owned Brunswick Mines as well as custom ore in later years. This mill and its accompanying tailings ponds are fully permitted. It is expected that this mill will be available for custom milling in the future. The Brunswick Mill is located 12 km south of the Gloucester Project.

5.3.3 New Brunswick Power Generating Station

In 1993 New Brunswick Power opened its $1 billion Thermal Generating Station. The station is located in Belledune adjacent to the Brunswick Smelter. This facility supplies the residential and industrial power needs in the region and would be capable of supplying sufficient power to any new mining operation.

5.4 Physiography

The Gloucester Project is located on a glacial peneplain and is characterized by low topographic relief with deep incisions carved by the eastward-flowing Tetagouche River and its tributaries (Figure 4). The Tetagouche River flows into Bathurst Harbour, Chaleur Bay on the Atlantic

Ocean. Elevations range from 100 to 270 m above mean sea level. The area is covered by a generally thin but extensive blanket of Pleistocene and Holocene gravels. On the Gloucester Project, the gravels are estimated to range in thickness from <1 m to 10s of metres. Pleistocene glacial transport in the area is eastward. Bedrock is scarce and exposures are often limited to the post-glacial river and stream gorges. The area is covered by typical boreal forest some of which has been logged and is currently in a regrowth stage.

6.0 History

6.1 Regional Exploration History

The first discovery of massive sulphide mineralization in the Bathurst Mining Camp (BMC) is credited to Joseph Kent, who located volcanic hosted massive sulphide (VMS) boulders in the Armstrong Brook area, a tributary of the Tetagouche River, in 1860 (McCutcheon et al, 2003).

In 1937, an exploration program in search of the source of these boulders led to the discovery of the Orvan Brook deposit, the first VMS deposit in the BMC (MacKenzie, 1958). Previously, in 1907, the Austin Brook Iron deposit (magnetite iron formation) was discovered. This iron formation was later identified as an exhalite zone overlying VMS mineralization that would ultimately become the Brunswick No. 6 VMS deposit (McCutcheon et al, 2003). This deposit was mined for iron between 1911 and 1913 and again from 1942 to1943.

During the period from 1948 to 1951, the BMC was the focus of a joint exploration initiative between the Province of New Brunswick and the Geological Survey of Canada. Included in the program was regional scale geological mapping and an aeromagnetic survey. At the same time, in 1951, a University of New Brunswick graduate student, A.B. Baldwin, recognized base metal mineralization in massive pyrite samples collected from the footwall of one segment of the Austin Brook Iron Formation. The results of these activities attracted a number of exploration companies to the area. In 1952 the M.J. Boyle Prospecting Group discovered the Brunswick No. 6 VMS deposit. This discovery is credited with the beginning of the BMC.

There are 95 significant mineral occurrences and 46 known deposits in the BMC. The 46 deposits include the Orvan Brook deposit and those discovered between 1952 and the last published documentation of mineral occurrences and deposits (McCutcheon and Walker, 2009). These 46 deposits have tonnage estimates made between 1965 and 2008 (McCutcheon and Walker, 2009). Many of these estimates were generated prior to the introduction of NI 43-101 and, although considered accurate at the time they were estimated, may not be NI 43-101 compliant and should not be relied upon.

Forty percent of the known VMS occurrences and or deposits were discovered in the 1950s. This 40% includes 90% of the estimated resources. This figure may be due to the rush of prospectors and exploration companies following the initial 1952 discovery, but may also be related to the near surface locations of these deposits. Despite improved exploration technologies, there has only been an average of 1.5 new discoveries per year in the BMC since 1960.

The first deposit in the BMC to be brought into production was the Heath Steel Mine, an Amax-Inco joint venture, which was commissioned in 1957 (McCutcheon et al, 2003) and saw production from 6 separate zones. This was followed by the Brunswick No. 12 in 1964 and the Brunswick No. 6 in 1966, both initially owned and operated by Brunswick Mining and Smelting, a division of Noranda Mines Ltd. Seven other deposits have achieved modest production, either by using custom milling facilities or by means of onsite leaching plants used for oxide zone precious metal and/or copper mineralization. These include the Captain NE, Caribou, Murray Brook, Restigouche, Wedge, Stratmat and Halfmile Lake deposits. Trevali Mining Corporation (Trevali) commenced test production from their Halfmile Lake deposit in 2012. The ore was transported by truck to the Brunswick No. 12 facilities for custom milling and concentrating. Trevali also owns the Stratmat deposit and has recently acquired the Caribou mine along with its fully permitted treatment plant and tailings ponds and plans full production from the Halfmile Lake deposit in 2014 (Trevali website).

6.2 Project Exploration History

Research of the assessment work files of the New Brunswick Department of Natural Resources, Minerals and Petroleum Division indicates that there have been 99 work reports filed within or immediately adjacent to the Gloucester Property between 1953 and 2013. Reports filed with the Department are released to the general public after a 2 year confidentiality period. Of the 87 available reports (12 remain on confidentiality list), many do not include sufficient information to accurately locate where the work was carried out; others are work reports on multiple claim groups in the area, but the work reported upon was not conducted on land that is currently covered by the Gloucester Project; many other reports contain very little information that is of use in evaluating the potential of the Project area i.e. unclear locations of either the property or the work area, as well as no assay results. All of the assessment work files are available by accessing the website of the New Brunswick Department of Natural Resources, Minerals and Petroleum Division at: http://www.gnb.ca/0078/minerals/index-e.aspx.

The relevant work reported within the area covered by the Gloucester Claim Group is summarized below:

Jacknife Gold Mines, 1953: performed work on the south part of CB 6392, L'Or Bai claims, EM and Mag surveys; 3 DDH which intersected graphite and up to 20% py. No assays reported.

Parbec Mines Ltd. 1954: performed work in the extreme northern, middle L'Or Bai Property; gravity survey (no map); electrical resistivity; results of 4 DDH – intersected black carbonaceous slate, py, tuff, qtz-carbonate stringers and 3 ft feldspar dyke, no assays.

Rothesay Investments, 1954: north of Tetagouche River near boundary between L'Or Bai and Chamberlain groups; geological mapping and soil geochemistry (presumably Ag in ppm), highest value 2, no significant results.

Brunswick Mining & Smelting, 1955: Completed geological mapping and an EM survey of a grid that was partially overlapping the western part of the L'Or Bai property; a "massive sulphide" boulder was discovered approximately 1 km west of the boundary; two drill holes totaling 1,200 feet were drilled to test EM conductors; graphitic schists and quartz veining was intersected, no assays reported.

Conwest Exploration Co., 1956: airborne Mag and EM surveys that cover the northwest portion of CB 5789, detected airborne EM anomalies along Millstream Fault, no reported drilling.

Patrick Foley Claims, 1965: trenching of Mn showing on CB 6658, no assays.

Fundy Bay Copper, 1956: airborne Mag and EM on south part of the Chamberlain property, including claim 6429, 6428 and south part of 5789. One 2 km long linear magnetic high with flanking EM conductor detected as well as other lesser features, no reported drilling.

Fundy Bay Copper, 1958: Chamberlain property, south part of claim 5789; geological mapping, report and map show rhyolite units, not recognized on any previous or subsequent maps of the area, no reported drilling.

Brunswick Mining and Smelting, 1979-1981: Flew an airborne geophysical survey (Questor Mark VI Input) over numerous blocks in the BMC including parts of the L'Or Bai and Chamberlain properties; this was followed up with ground magnetic, Max-Min EM and geological mapping surveys on a grid that is partially on and partially to the west of the Chamberlain property. Numerous targets outlined; observed rubble of felsic volcanic rocks off grid, but no follow-up reported.

Acadia Mineral Ventures Ltd. 1988-1989: completed aeromag survey followed by ground VLF, IP and soil geochemical surveys over a large area covering the NE quarter of the L'Or Bai property and extending to the north on the north side of the Tetagouche River; identified many targets and trends; drilled 5 holes outside of the property to the northeast.

A. Hudgins / Don Mackinnon & Associates, 1996: completed ground geophysical surveys (Mag/VLF-EM & HLEM) on two small grids in the eastern part of the Chamberlain property, claims 6428 & 6429; anomalous features detected but no indication of any follow-up work.

D. Black, 2004: Completed prospecting, rock and soil sampling on ground now covered by claim 5578 (Vienneau option), no significant discoveries reported but sample spacing was wide.

First Narrows Resources, 2004-2006, completed various work programs including prospecting, geological mapping, ground geophysics and reconnaissance geochemical sampling on the Middle River gold prospect located 2 km south of the L'Or Bai property. A minor amount of this work extended a short distance into the project area.

Acadian Gold, 2004, 2005: Completed IP survey and drilled 11 holes to the northeast of the L'Or Bai property along the trend of a linear series of EM conductors that extends across the L'Or Bai property; also filed a copy of an airborne geophysical survey (Fugro) flown by Noranda over several Acadian claim blocks.

Bathurst Exploration Ltd., 2004: Filed soil geochemical survey results from work completed by Acadian Gold while under option; claims located along a favourable trend (contact between Canoe Landing Lake and Boucher Brook Formations) with linear EM anomaly; on current claims 5252 and 5320.

R. Lovesey, 2007: Completed soil sampling and trenching on a property that included current claim 5789 in the extreme northwest tip of the Chamberlain property; the principal target was for gold and related mineralization along the Rocky Brook-Millstream fault zone.

K. Vienneau, 2009: Completed a 1 km long trench and completed ground magnetic and VLF-EM survey as well as collected 30 till samples by backhoe; trench location and VLF-EM data filed; trench was not mapped and till samples were not assayed due to lack of funds.

D. Frenette, G. Roy and P. Gummer, (Prospectors) 2009 - 2011: Carried out geo-prospecting in various locations within the Gloucester Project area. At least 10 miscellaneous work reports have submitted for assessment work. Data from these assessment reports as well as data supplied by the Prospectors from their more recent work is detailed in Section 6.2.1 and discussed in Section 7.2.1, Mineralization on the Gloucester Project. Data verification of this work was carried out by SBA from May 15 – 17, 2013 and is detailed in Section 12.0.

6.2.1 Exploration Work by the Prospectors

Prospecting by two local area prospectors, Daniel Frenette and Gerard Roy with assistance from consulting geologist, Peter Gummer, collectively referred to as the "Prospectors", has located large angular, mostly tabular VMS boulders and two pyrite facies VMS outcrops on the Gloucester Project. The Prospectors have outlined 8 Target (Target) areas. Selected assay results are shown in Table 15 and the locations are shown on Figure 15. Most of the assays collected from VMS boulders on the Project reveal higher levels of Sn than are known to occur in mineralization found in other parts of the BMC indicating that the source of the boulders in not from the known deposits to the west (up-ice) as previously thought. The VMS boulders and outcrop are associated on a 1:1 basis with either angular boulders or outcrop of exhalite/felsic volcanic, often in the form of quartz eye tuff. The felsic volcanics generally have quartz eyes and/or broken quartz and/or feldspar crystals. They are assumed to be primary exhalite/felsic volcanics and not formed by secondary silification of other rock types. One boulder from Target 2 assayed 21.10% Zn, 5.84% Pb, O.43% Cu 157 g/t Ag, .562 g/t Au, 3,460 g/t Sb and 2700 g/t Sn.

Table 15 Analytical Results for Prospectors' Targets

Analytical Results for Prospectors' Targets									
Target		**Zn %**	**Pb %**	**Cu %**	**Ag g/t**	**Au g/t**	**In g/t**	**Sb g/t**	**Sn g/t**
1	boulder	2.93	6.27	0.38	315	0.890	115	2160	1880
2	boulder	21.10	5.84	0.43	157	0.562	96	3460	2700
3	boulder	8.93	4.01	0.23	123			682	
5	outcrop	0.44	0.235	0.113	<	0.021			
5	boulder	5.84	0.87	0.2	32				
6	outcrop	0.22	0.116	0.051	<	<			
7	boulder	13.60	4.00		109	0.600			2200
8	boulder	1.27	4.09	0.32		0.573		1100	

< = less than detection limit

6.3 Ownership History

The mining rights in various portions of the land that currently make up the Gloucester Project have been held from time to time by numerous prospectors and mining exploration companies. The L'Or Bai and Chamberlain Properties were acquired by the vendors over a period of 5 years, commencing in October 2007. The Vienneau Property was acquired in April 2009.

7.0 Geological Setting and Mineralization

7.1 Geological Setting

7.1.1 Regional Geology

The Gloucester Project is located within the Bathurst Mining Camp in Northern New Brunswick within the northeastern Appalachians of eastern Canada. The northeastern Appalachian has been divided on the basis of rock chemistry, age and deformation styles into distinct lithologic zones (Hibbard et, al, 2006). The regional lithological and tectonic setting of the northeastern Appalachians has been described by Williams (1979), Williams et al (1988) and modified to embrace complexities in northern New Brunswick by van Staal (1987). Figure 5 is a simplified representation of these zones showing the Project area lying within the original Gander-Dunnage zone of Williams al (1978). This zone, now described as Ganderia, consists of a number of Ordovician aged arcs and back-arc basins developed on a continental crust along the margin of the northern Appalachians.

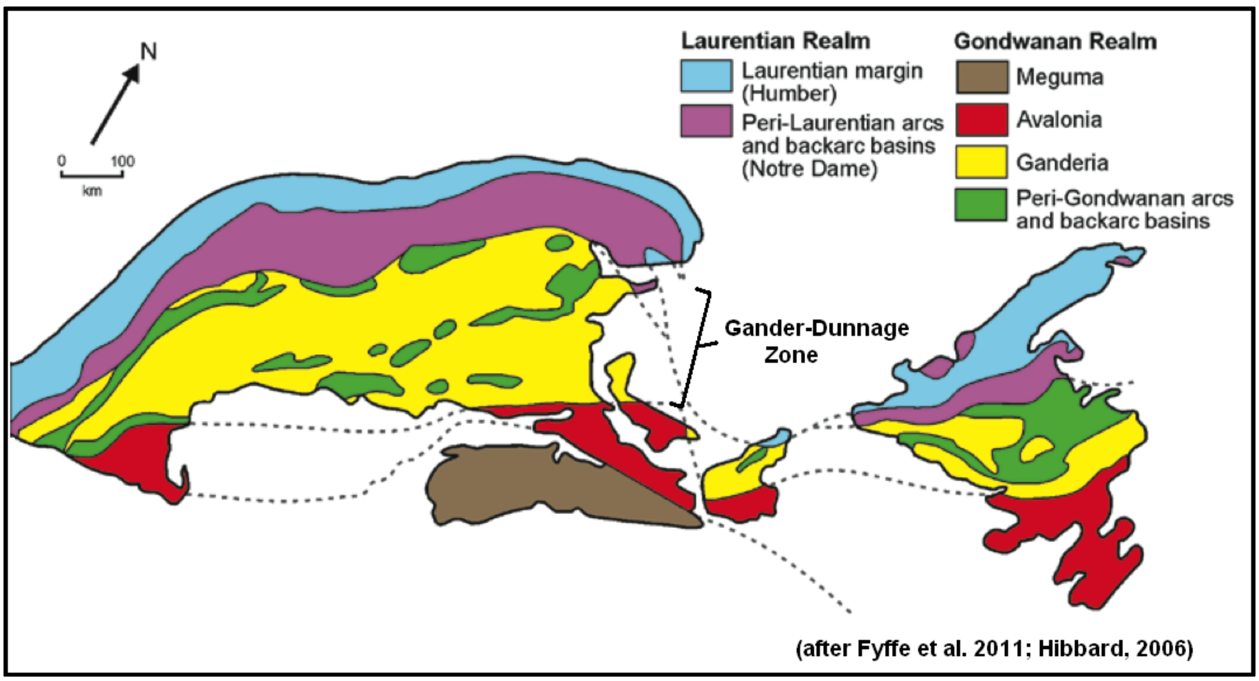


Figure 5 Tectonic Assemblages Map of the Northeastern Appalachians

Figure 6 is the most recent geological map for the Province of New Brunswick. Figure 7 (van Staal et al, 2003) shows the northern part of the province and identifies the Miramichi Highlands terrane in greater detail along with geology and major structures to the northwest. The Gloucester Project lies within the northeastern part of the Miramichi Highlands terrane within a complex belt of rocks commonly referred to as the Bathurst Mining Camp.

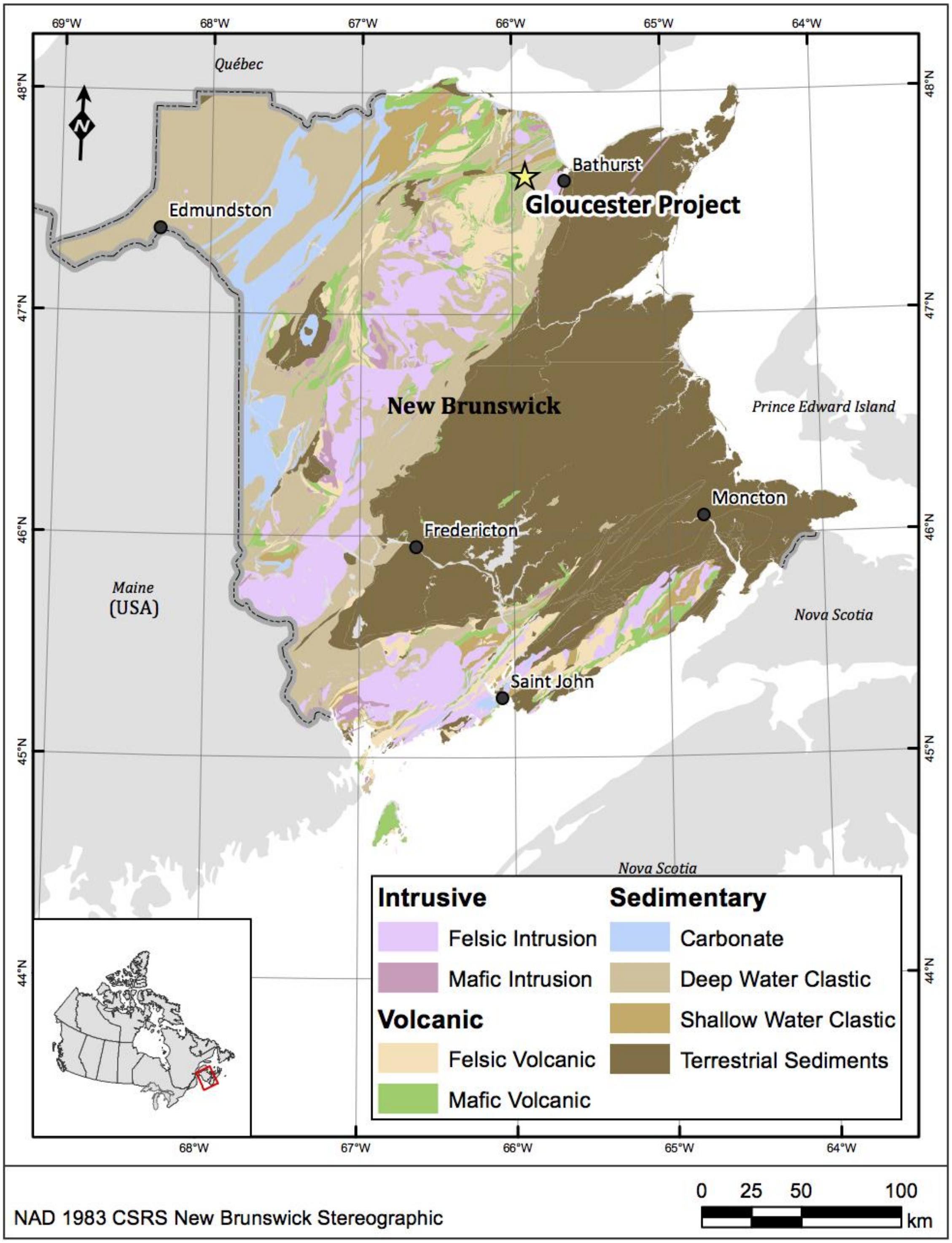


Figure 6 Geology Map of New Brunswick

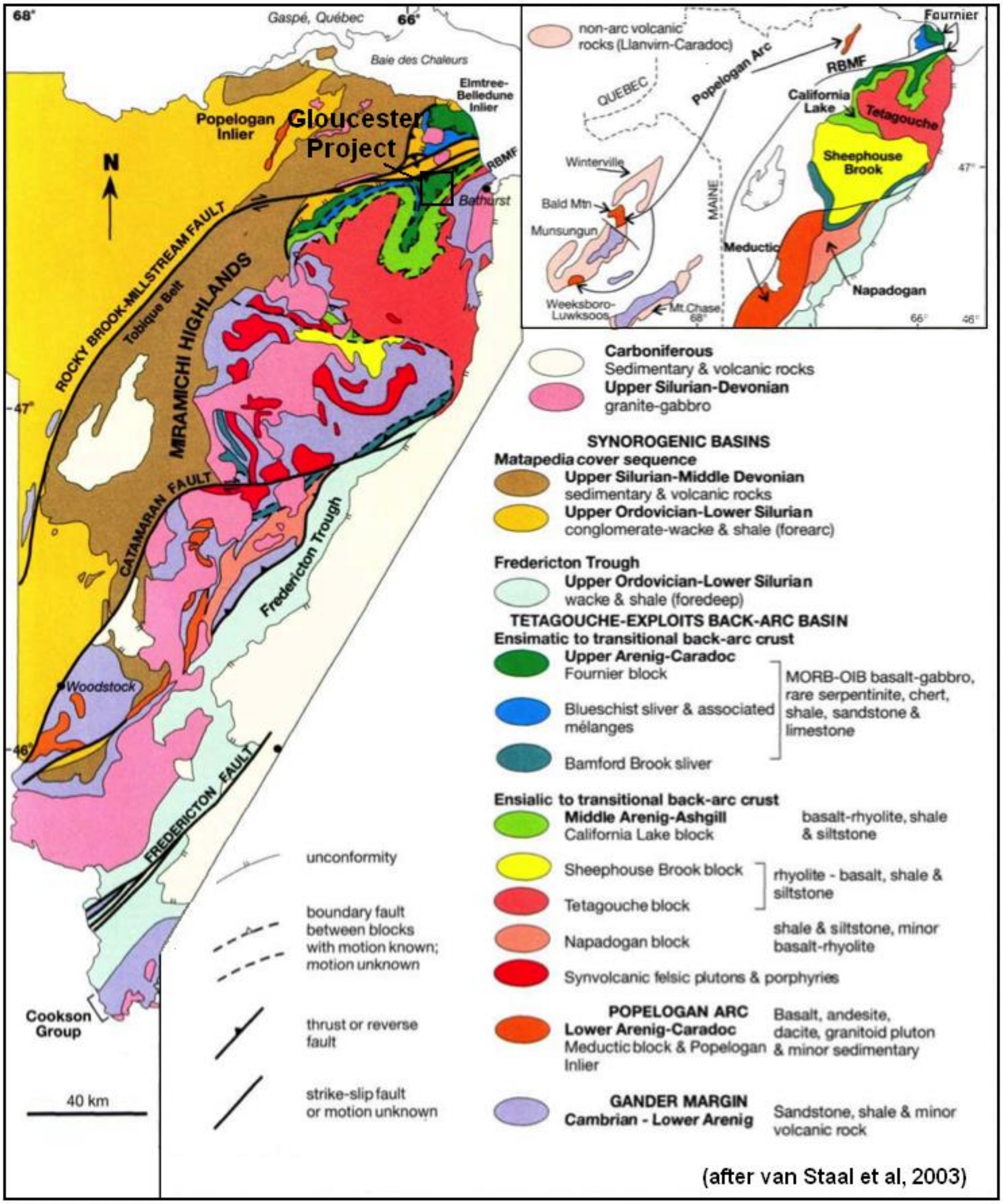


Figure 7 Miramichi Highlands Geology Map

7.1.2 Local Geology – Bathurst Mining Camp

The Bathurst Mining Camp refers to a 70 x 60 km area of northeastern New Brunswick which is one of Canada's most prolific base metal mining districts. The geology of the area has been extensively studied primarily by means of detailed exploration data obtained from many of the 46 known VMS deposits that have been documented within the BMC. The area is largely covered by shallow yet extensive overburden resulting in very limited bedrock exposure. This lack of exposure has led to conflicting interpretations of the geology of the BMC particularly in parts of the camp where there are no known deposits. Drilling, trenching and mining in the vicinity of many of the deposits have led to increased information and understanding of the geology in those local areas.

The earliest published geological map of the Bathurst area was completed by R.W. Ells (1881) followed by G.A. Young (1911) and F.J. Alcock (1941). By 1974, Skinner (1953; 1974) had produced a geological interpretation of the BMC that placed most of the volcanic and sedimentary rocks of the BMC into a single group, the Tetagouche Group. Its distribution was attributed primarily to multiple periods of folding. During the 1980s to 1990s, detailed studies improved the understanding of the stratigraphy within the BMC (Fyffe, 1982; van Stall and Fyffe, 1991; Rogers and van Stall, 1996; Fyffe et al, 1997). In addition, the plate tectonic setting of the region became better understood and with that, new hypotheses on the local tectonic setting of the BMC were introduced (van Staal, 1987; Whalen et al, 1998; van Stall et al, 1991). New geological maps were published for the northern part of the BMC in 1994 (van Staal, 1994b). Between 1994 and 2003, the Province of New Brunswick and the Geological Survey of Canada carried out a focused, geological study initiative (EXTECH II) within the BMC, the results of which were published as Economic Geology Monograph 11 by the Society of Economic Geologists, Inc. (2003).

The following description has been summarized from numerous published articles including many from Economic Geology Monograph 11.

The local geological setting of the BMC is described by van Staal et al (2003) as having been deposited within a classic "Sea of Japan" style back-arc basin that was formed as a result of rifting of continental crust during the Early Ordovician (Figure 8). The resulting basin is referred to as the Tetagouche–Exploits back-arc basin.

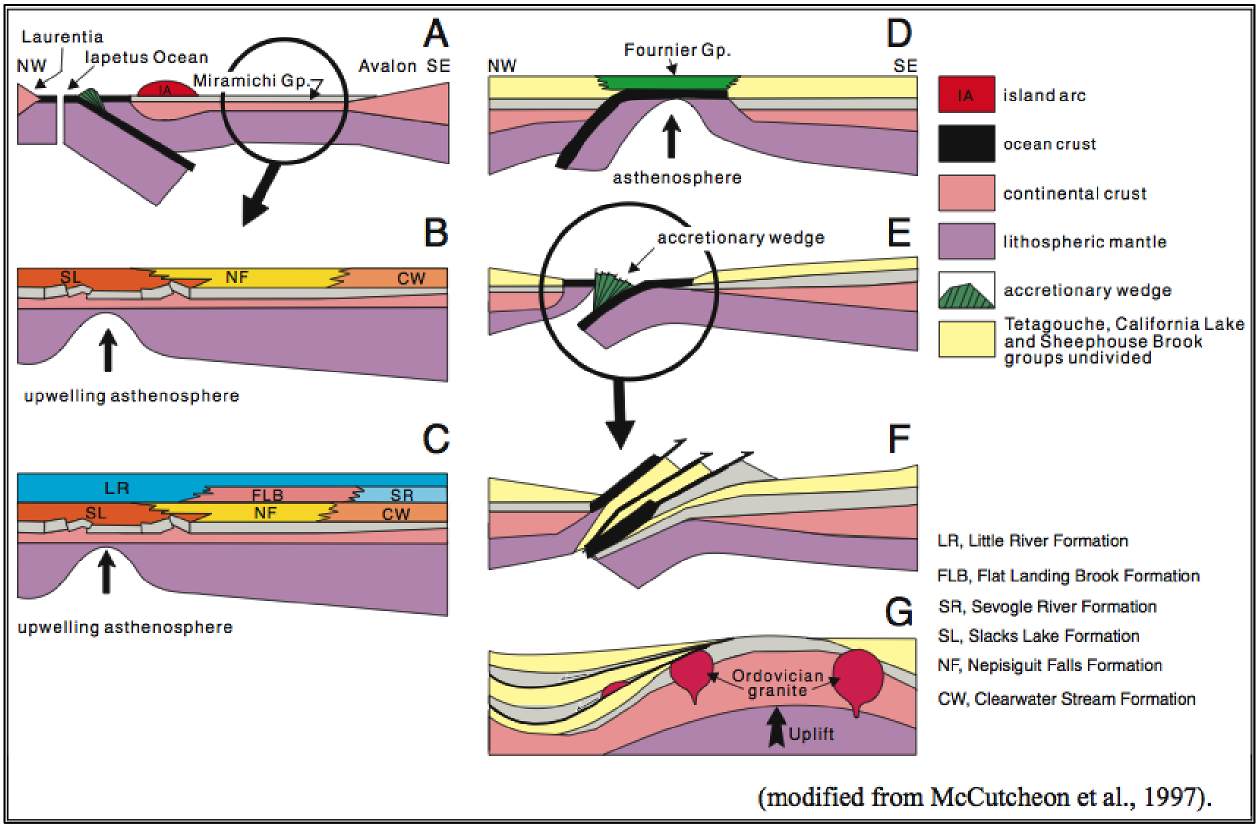


Figure 8 Schematic showing the tectonic development of the BMC

The Late Cambrian to Lower Ordovician aged Miramichi Group (mainly sedimentary rocks) is the stratigraphic basement within the Tetagouche-Exploits back-arc basin. The Miramichi Group includes granitoid intrusive rocks that range in age from 479 – 465 Ma (van Staal et al, 2003). The volcanic and sedimentary rocks that occupy the basin are collectively referred to as the Bathurst Supergroup. The Bathurst Supergroup is made up of 4 Groups – the Sheephouse Brook, Tetagouche, California Lake and Fournier Groups. Their distribution is shown on Figure 9.

Figure 10 is a schematic diagram that depicts one interpretation of the architecture of the BMC and its proposed tectonic evolution (McCutcheon and Walker, 2009; Thomas et al, 2000). The diagram implies that the BMC was formed as a result of deposition of sedimentary and volcanic rocks in at least 6 related, yet isolated, structurally controlled sub-basins or blocks. The lithostratigraphy within each of the sub-basins differs somewhat, but in general consists of a lower sequence of felsic volcaniclastics and rhyolitic flows overlain by alkali to tholeitic basalt and sedimentary rocks. These sub-basins, referred to as tectonic blocks (van Staal, 2003) have been condensed into 4 Groups based upon petrology and lithochemistry. The Sheephouse

Brook, Tetagouche and California Lake Groups are considered to be, at least partially, coeval and thought to have been deposited in isolated basins formed during an extensional crustal environment in a back-arc setting. It has been proposed (van Staal et al, 2003) that the Groups were deposited over a period of 12 – 15 Ma, between 479 – 464 Ma, although subsequent age dating (Wilson and Kamo, 2007) suggest that the beginning of the deposition may have been as late as 469 Ma. The Fournier Group is thought to be slightly younger and represents oceanic crust formed during the spreading of the Tetagouche-Exploits basin (van Staal, 2003). The present day stratigraphy is interpreted to be the result of over-thrusting during a Late Ordovician aged northwest dipping subduction event (van Staal, 2003).

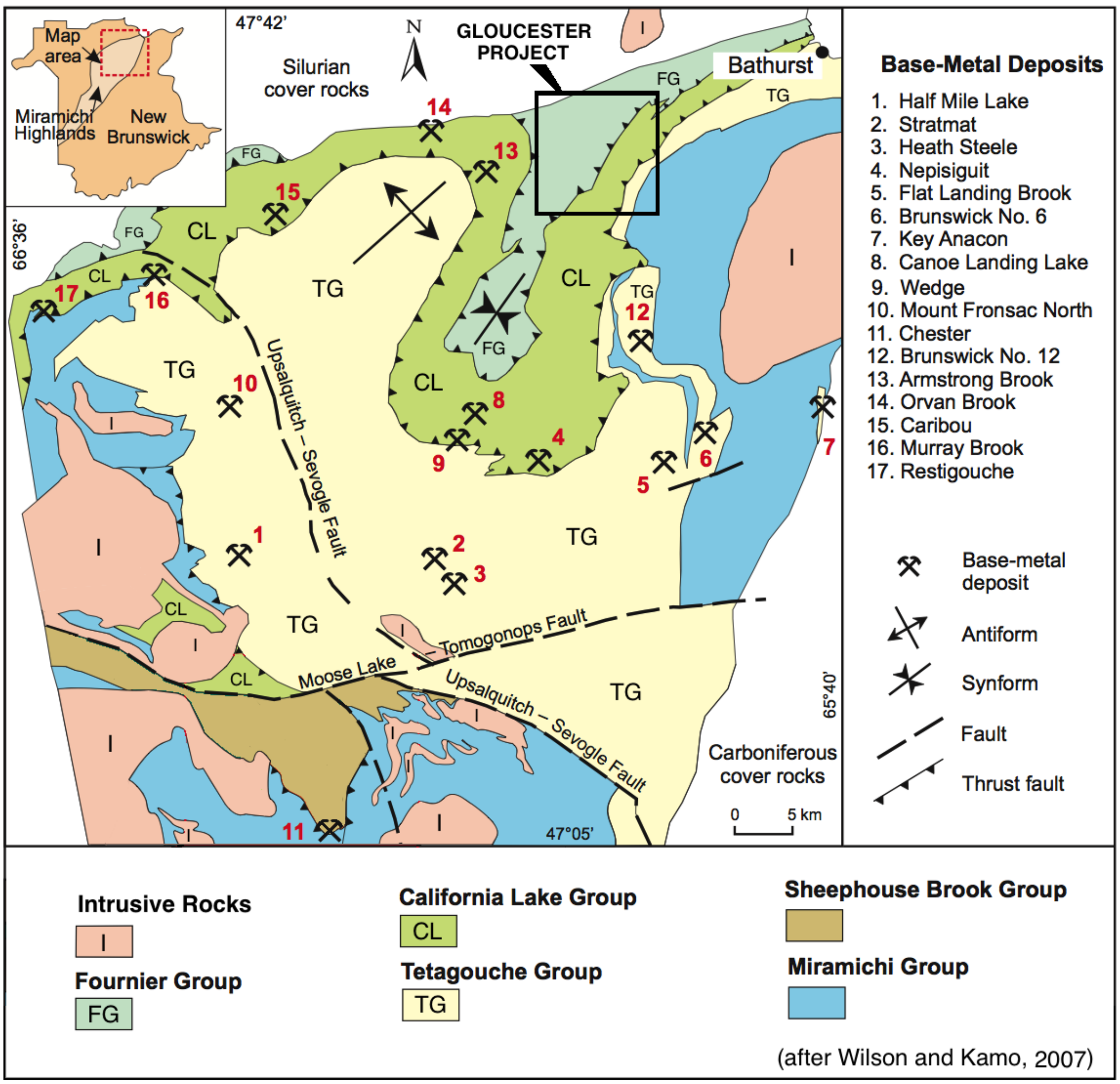


Figure 9 Geology Map of the BMC showing Major Groups

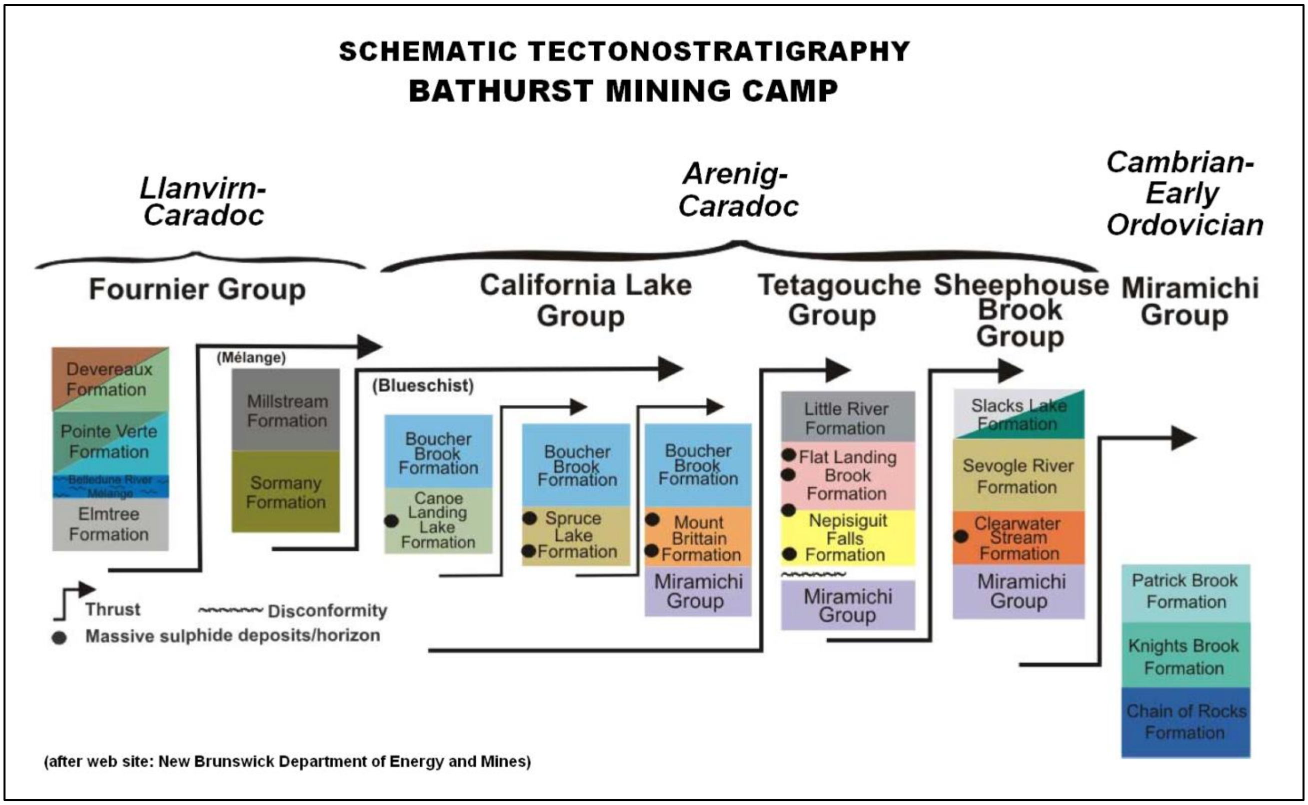


Figure 10 Schematic Tectonostratigraphy of the BMC

The felsic volcanics and the sedimentary rocks within the lithologic Groups vary slightly in their geochemical and isotopic signatures (Whalen et al, 1998; Rogers et al, 2003a and 2003b; van Stall et al, 2003). These studies imply that these signature variations are evidence that the rocks were derived from different crustal sources which is the basis for defining the numerous thrust faults blocks. While this is a valid argument, it is also possible that the subtle differences may have been influenced by:

- Slightly different hydrothermal chemistry evolving over the period of deposition (at least 3 different hydrothermal events have been recognized in the BMC);
- The present footprint of the BMC represents a 60 x 70 km area. It is unlikely that the hydrothermal fluids being vented in local areas or sub-basins would have the exact same chemistry.
- Winnowing of volcaniclastic sediments in the water column, a process that could potentially alter the geochemical makeup of the resulting rock unit;
- Effects of contamination on the volcaniclastic and sedimentary rocks due to shoreline erosion and other sedimentary processes.

Assuming that these geochemical differences would be expected in such an environment, it may not be necessary to impose an intense system of thrust faulting to account for the present day distribution of the lithologic Groups in the BMC. It is possible that the individual Groups were formed within local, adjacent sub-basins under varying water depths and paleo-environments which were part of an evolving stratigraphic sequence. Post deposition, these rock units were subjected to folding and possibly to a more moderate extent, local and regional thrust faulting.

The 4 Groups, along with their contained Formations, dominant rock types and hosted VMS deposits are briefly summarized below in Table 16 in approximate order of their age (van Stall et al 2003). Their distribution within the BMC is shown in Figure 9.

Table 16 Stratigraphic Hosts in the Bathurst Mining Camp

Stratigraphic Hosts in the Bathurst Mining Camp			
Tectonic Block or Group	**Formation**	**Dominant Rock type**	**VMS Deposits > 1 Mt**
Sheephouse Brook Group	Slacks Lake	Basalt, shale, chert	
	Sevogle River	Rhyolite, chert, wacke, shale	
	Clearwater St	Felsic to intermediate tuff	1
Tetagouche Group	Tomogonops	Siltstone, shale, wacke, sandstone, conglomerate	
	Little River	Basalt, chert, wacke, shale	
	First Landing Bk	Rhyolite	2
	Nepisiguit Falls	Quartz crystal tuff	14
California Lake Group	Boucher Brook	Shale, siltstone, chert, basalt, limestone	
	Mount Brittain	Rhyolite, crystal tuff, basalt, shale	1
	Boucher Brook	Shale, siltstone chert, basalt, limestone	
	Spruce Lake	Dacite, rhyolite, shale, siltstone, basalt	5
	Boucher Brook	Shale, siltstone, chert, basalt, limestone	
	Canoe Landing Lake	Basalt, shale, chert, rhyolite	1
Fournier Group (in BMC only)	Millstream	Sandstone wacke, shale, conglomerate, limestone, local felsic volcanic	1*
	Sormany	Basalt	

* The Hachey Deposit is considered by some workers to be a vein deposit and by others to be a VMS deposit.

Figure 11 presents a simplified geological map of the BMC showing selected VMS deposits and the Gloucester Project area.

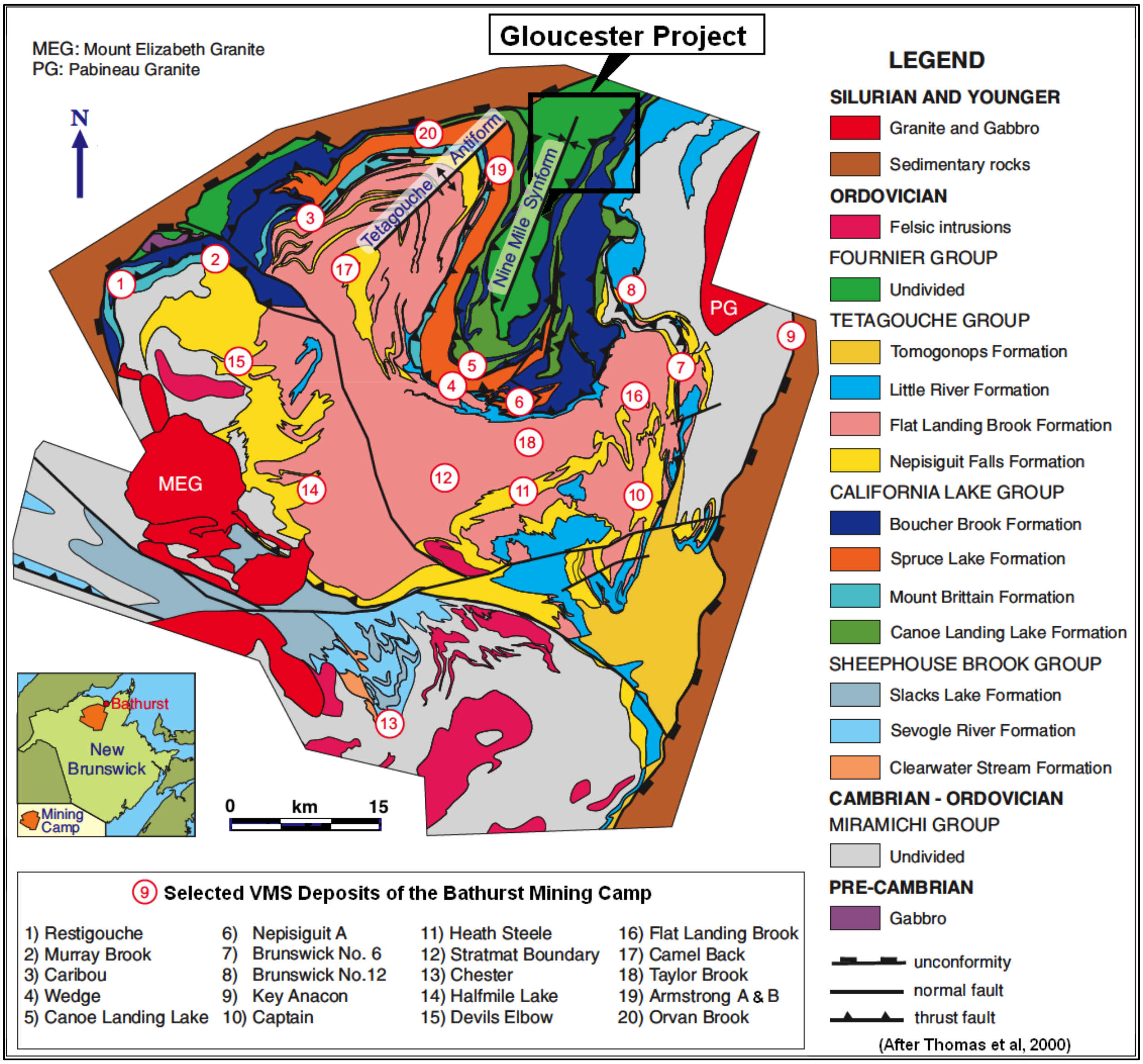


Figure 11 Simplified Geology Map of the Bathurst Mining Camp

Structurally, the BMC is relatively complex, due to tectonics associated with subduction and later plate movements. At least 5 episodes of deformation affecting the BMC have been recognized (van Stall et al, 1988, 1990; de Roo and van Staal, 1994). The first event (D_1) took place in the Late Ordovician to Early Silurian and is represented by steeply inclined to recumbent folding (F_1) in relatively narrow, ductile zones of high strain related to thrust faulting in the subduction zone. The second period of deformation (D_2) was Early Silurian in age and resulted in shallow to steep folding (F_2) along with a strongly developed cleavage (S_2) that is parallel to the axial plane of the folds. The D_3 event consisted of a refolding of the F_2 folds, resulting in broad areas within the BMC categorized as “flat belts” and “steep belts”, depending upon the degree of prior folding. The final two periods of deformation (D_4 and D_5) were related to ongoing movement along the subduction zone and resulted in the formation of dome and basin structures within the BMC. The latter 2 deformation events are important in the area of the Gloucester Project, since they are considered to be responsible for district scale structures like the 9MS (see later discussion in Property Geology, Section 7.1.3) and the associated Tetagouche Antiform.

Numerous airborne geophysical surveys have been flown over portions of the BMC and several have been completed on behalf of government agencies (Geological Survey of Canada, 1958; 1986; 1996c). The data from these surveys has been very useful in advancing understanding the geology of the camp as well as the delineation of structural features. Geophysical data has been credited with finding many of the known deposits in the BMC. The most recent survey covering the entire BMC was flown in 1995 as a joint venture between the Geological Survey of Canada and the New Brunswick Department of Natural Resources and Energy. All of the data is available in paper copy or digitally from either of these agencies. Some of the data from the survey was assembled in Atlas form and, along with other basic data on individual VMS deposits in the BMC, published as an Open File report (Thomas et al, 2000). Figure 12, Total Field Magnetic and Figure 13, Apparent Conductivity - 4433 Hz, are included below. Each shows the location of the Gloucester Project.

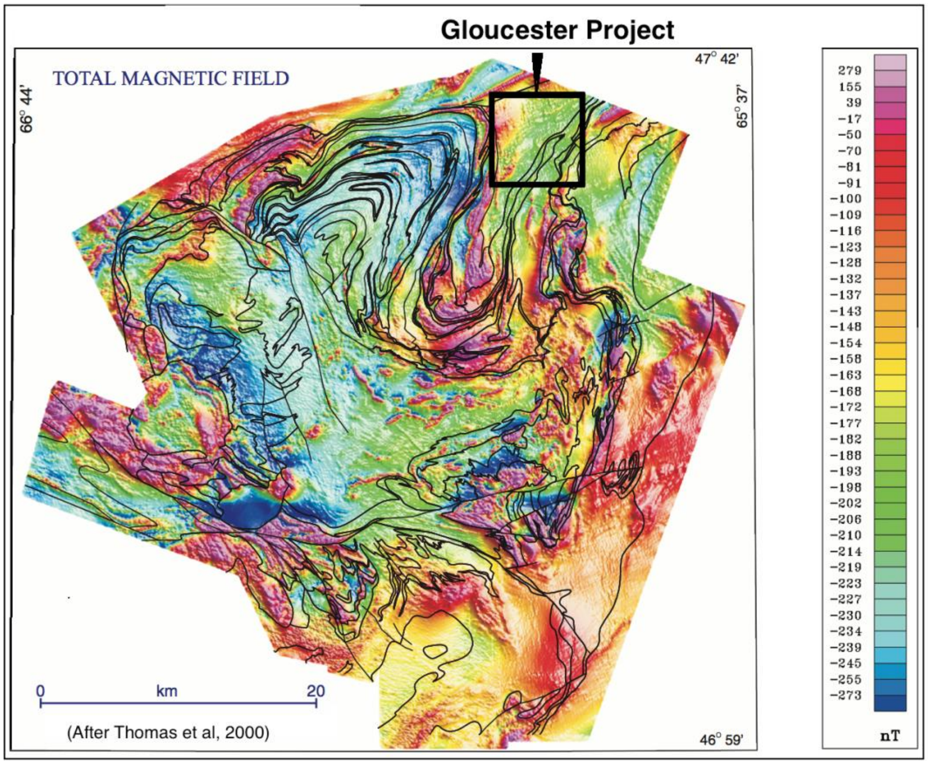


Figure 12 Total Magnetic Field Bathurst Mining Camp

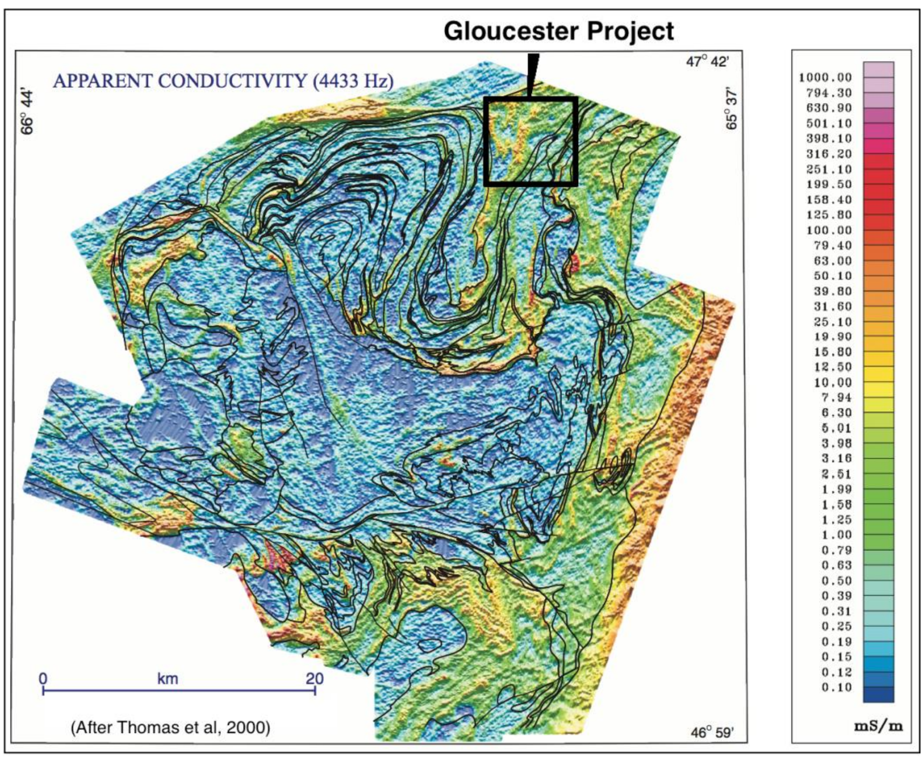


Figure 13 Apparent Conductivity Bathurst Mining Camp

7.1.3 Property Geology

The Gloucester Project lies within a 35 km long by 8 km wide synclinal structure referred to as the Nine Mile Synform (9MS), as shown on Figure 14, the most recent published geological map of the BMC. On this map, the 9MS appears at first glance to be remarkably well preserved considering the amount of over-thrusting and juxtapositioning of geological blocks that is interpreted to have affected the majority of the BMC. The 9MS is flanked on the west by Tetagouche Group sedimentary and volcanic rocks of the Tetagouche Antiform and on the east by an underlying, northwest dipping sequence of Tetagouche Group volcanics and sedimentary rocks. The core of the fold is mapped as being made up of Fournier Group sediments (Millstream Formation) and mafic volcanics (Sormany Formation).

Figure 14, reproduced from van Stall et al (2003) shows the geology of the Gloucester Project area in more detail. In general, the claim group covers a 12 km long, northwest trending strip across the 9MS. The Project area covers a swath of the northeast trending lithologies that range in map width from 1.5 to 6 km. The extreme southeast end of the Project is underlain by Miramichi Group sedimentary rocks that represent the basement rocks to the Bathurst Supergroup. Three of the four Groups of rocks that make up the Bathurst Supergroup are represented in the Project area based upon the published geological maps. From southeast to northwest these include:

- Nepisiguit Falls and Little River Formations of the Tetagouche Group;
- Canoe Landing Lake and the Boucher Brook Formations of the California Lake Group;
- Sormany and Millstream Formations of the Fournier Group.

The geology on the eastern half of Project (L'Or Bai and Vienneau Properties) appears from published geological maps to be structurally uncomplicated, with the Tetagouche and California Lake Group rocks trending north-northeast with only moderate deflections and direction changes. This is unlike the western part of the Project (Chamberlain Property) where the Fournier Group displays complex folding. This complexity is best displayed by an isoclinal fold train that is shown on the map (Figure 14) to occur immediately to the southwest of the Chamberlain claims. This pattern is supported by data from the airborne conductivity survey and is observed in bedrock in many locations on the Chamberlain claims. It is referred to as the Armstrong Fold Train. Portions of this fold train were noted by Brunswick Mining and Smelting in 1954.

The Rocky Brook – Millstream fault zone is an east-northeast trending fault structure that marks the boundary between the Ordovician aged rocks of the BMC and the dominantly Silurian aged cover rocks of the Popelogan Arc. This structure passes through the extreme northwest corner of the Chamberlain claims. This fault zone was active over a long period appearing to predate and postdate the rocks within the Tetagouche-Exploits Basin.

The Fournier Group, shown on Figure 14, has two members in the Project area, a lower sequence of primitive alkali to tholeitic basalts labeled the Sormany Formation and an overlying sequence of sedimentary rocks (sandstone, wacke, pebble conglomerate and limestone lenses) referred to as the Millstream Formation (van Staal, 1995a, 1995b; McCutcheon and Walker, 2009).

In most of the 9MS, the Millstream Formation has been intruded by a swarm of Silurian-Devonian aged gabbro-diabase lenses. However, these lenses are absent within the Armstrong Fold Train and along a narrow belt that trends NE-SW through the center of the Gloucester Project area (void area). This void area may be partially bounded by west-northwest to northwest trending faults that originate in a bulge in the Miramichi Group basement rocks to the southeast. These fault trends are best observed on the regional scale airborne geophysical maps. The void area may be the result of subduction-related thrust faulting of a major block or it may also be explained by the presence of broad scale folding along a northwest trending axis.

The Fournier Group rocks are thought to have been deposited in an oceanic, marginal-sea environment at the end of felsic volcanism and thus after the last mineralizing event in the Bathurst Mining Camp (van Staal et al, 2003). The published geological maps for the Project area do not indicate the existence of any felsic volcanic or felsic intrusive rocks. As a result there has been very little serious exploration activity and lesser scientific studies carried out within the area covered by the Gloucester Project. Work programs carried out by the Prospectors have resulted in the discovery of several areas of felsic volcanic rocks, often accompanied by very high-grade, angular VMS boulders. The field work has also led to the discovery of numerous occurrences of exhalite and two bedrock exposures of pyrite facies VMS. The felsic volcanic rocks appear to occur at or near the contact between underlying mafic volcanics and overlying sediments. This suggests a bimodal volcanic sequence similar to the volcanic rocks that are associated with the VMS horizons in other parts of the BMC but with a lower volume of felsic volcanic rocks.

During the property visit, numerous exposures of felsic volcanic rocks were observed along with interlayered sediments and mafic volcanics. The sedimentary rocks in the area are typically dark grey and the shales are occasionally black and graphitic, suggesting that these rocks were deposited in a deep-water anoxic environment. This type of environment is favourable for the deposition of VMS mineralization such as that observed in bedrock and as boulders in this area. Other rocks observed and documented include limestone, chert and locally sourced pebble conglomerates. These rocks are indicative of local shallower water environments, possibly in the form of beaches and atolls surrounding volcanic sea-mounts. The physiography in the Project area of the 9MB was likely characterized by high relief volcanic centers flanked by deeper water anoxic areas with atolls forming during periodic uplift.

The rocks observed in the northwestern part of the Gloucester Project area are inconsistent with those described as being representative of the Fournier Group in other areas of the BMC. It is more plausible that the rocks in this area were deposited within a rift-controlled sub-basin, similar to those proposed for the other Groups that make up the Bathurst Supergroup. The principal difference between these Groups and the rocks in the Gloucester Project area is that the ratio of felsic to mafic volcanics is considerably less in the Project area.

The geological setting within the Gloucester Project area is considered to be very favourable for the development of a VMS deposit. The following features have been noted within the Project, and are similar to those in other areas that host VMS deposits in the BMC:

- Extensive but low in volume, felsic volcanic rocks with quartz eyes, broken quartz eyes and/or feldspar crystals;
- An apparent hiatus between the volcanic events and overlying sediments;
- An exhalite horizon;
- Clusters of large angular high-grade VMS boulders;
- Bedrock exposures of pyrite facies VMS;
- Shallow to moderately deep water conditions as evidenced by immature sediments and local fossiliferous limestones;
- Dark grey to black, often graphitic shales that overly the favourable VMS horizons, suggest local anoxic conditions which are favourable for the precipitation of sulphides in a sea-floor vent environment.

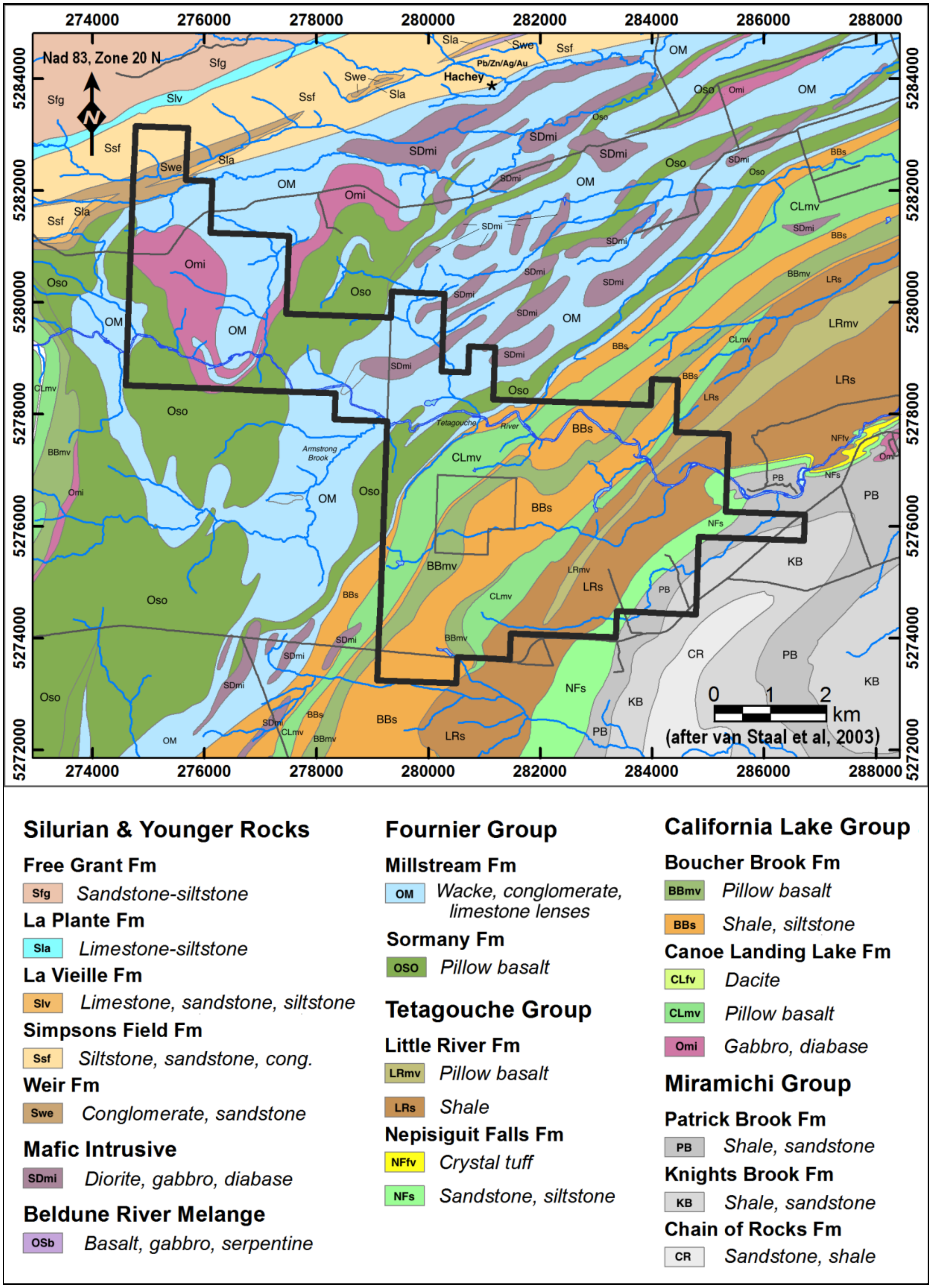


Figure 14 Project Geology Map

7.2 Mineralization

7.2.1 Mineralization in the Bathurst Mining Camp

There have been many published descriptions of the polymetallic VMS deposits within the BMC, including Goodfellow and McCutcheon (2003); McCutcheon and Walker (2009); and van Staal et al (2003). The following descriptions have been extracted or summarized from these publications.

The known VMS deposits within the BMC are dominantly made up of pyrite with lesser pyrhotite and local concentrations of ore minerals. The ore minerals include sphalerite, galena and chalcopyrite as well as variable amounts of silver and gold. Other accessory minerals include arsenoyrite, marcasite, stannite, cassiterite, magnetite, siderite, quartz and numerous sulphosalts.

There are five different styles of mineralization in the BMC (Goodfellow and McCutcheon, 2003). These include:

- Bedded ores
- Bedded pyrite
- Vent complex
- Sulphide stringers
- Carbonate-oxide-silicate iron formation

It was originally proposed that 4 hydrothermal events may have generated all of the known VMS mineral deposits within the BMC (McNicoll et al, 2003; Rogers et al, 2003; van Staal et al, 2003; Goodfellow and McCutchen, 2003). These hydrothermal events resulted in mineral deposition along 4 traceable horizons.

It has recently been determined that the age of the Sheephouse Brook, previously determined to be 478 Ma, is incorrect. New age dating in the area of the Chester deposit indicates that these rocks are, in fact, approximately 469 Ma (Wilson and Kamo, 2007). Assuming these new results are valid, the Sheephouse Brook Group may be, at least, time equivalent to the Tetagouche Group rocks which host the Brunswick Horizon (includes both Brunswick No. 6 and 12). Table 17 presents the 4 mineralized horizons as they are currently understood.

The Brunswick Horizon appears to have been, by far, the largest, accounting for 77% of the 24 largest known deposits and more than 71% of the total defined mineralization in the BMC. As of 2003, the total tonnage of massive sulphide deposits in the BMC was 496.9 million tonnes containing average grades of 4.72% Zn; 1.78% Pb; 0.64% Cu; 51 g/t Ag; and 0.54 g/t Au (Goodfellow and McCutcheon, 2003). The Brunswick No. 12 deposit is described in the same publication as containing 229.76 million tonnes having average grades of 7.66% Zn; 3.01% Pb; 0.46% Cu; 91 g/t Ag; and 0.46 g/t Au. See Table 27 in Adjacent Properties, Section 23.0.

Table 17 Age Dates of Selected Ore Horizons BMC

Age Dates of Selected Ore Horizons in the Bathurst Mining Camp		
Ore Horizon	**Formation/Group**	**Age (Ma)**
Caribou Horizon	Spruce Lake, Mount Brittain and California Lake Formations, California Lake Group	472 - 470
Chester Horizon	Sheephouse Brook Group	469*
Brunswick Horizon	Nepesiquit Falls Formation, Tetagouche Group	469 - 468
Stratmat Horizon	Flatlanding Brook Formation, Tetagouche Group	467 - 465

** age of the Sheephouse Brook Group was previously 478 Ma*

7.2.2 Mineralization on the Gloucester Project

The known mineralization on the Gloucester Project includes 2 outcrop exposures of pyrite facies VMS that appear to be on the nose of isoclinal folds and numerous clusters of VMS boulders having varying base and precious metal content. The observed VMS mineralization includes pyrite, sphalerite, galena and chalcopyrite. Assays on the Project range from trace to 21.1% Zn, 5.84% Pb, 0.43% Cu, 157 g/t Ag and 0.562 Au. They also contain elevated values of As, Hg, In and Sn. Four of the samples collected by the authors are highly elevated in Sn in comparison to known VMS deposits in other parts of the BMC (#104619 – 1,720 ppm; #104620 – 1,030 ppm; #104621- 942 ppm and #104624 – 885 ppm Sn). The Prospectors have reported assays as high as 2,700 ppm Sn. The high Sn values suggest that the VMS boulders on the Gloucester Project originated from hydrothermal fluids that may have included a large proportion of magmatic fluids as opposed to meteoric fluids. This suggests a nearby intrusive body or proximity to a volcanic center. The high Sn values are very significant since, historically in the BMC, the size of known VMS deposits has a strong, positive correlation with the Sn content (Goodfellow and McCutcheon, 2003). The high Sn values also indicate that the source of these boulders is not from any of the known up-ice (from the west) VMS deposits in the BMC.

The VMS boulders and the pyrite facies VMS in outcrop display well bedded to massive and brecciated textures. Sphalerite, galena and chalcopyrite occur mainly as distinct bands within a matrix of silica and pyrite.

Historic work by the Prospectors has outlined eight exploration Targets on the Gloucester Project, based upon results from 3 years of geo-prospecting. The Targets include clusters of VMS boulders in association with favourable geological units in bedrock or sub-outcrop. The locations of these Targets are shown on Figure 15. A summary of Target information along with analytical results for some elements is presented in Tables 19 - 26.

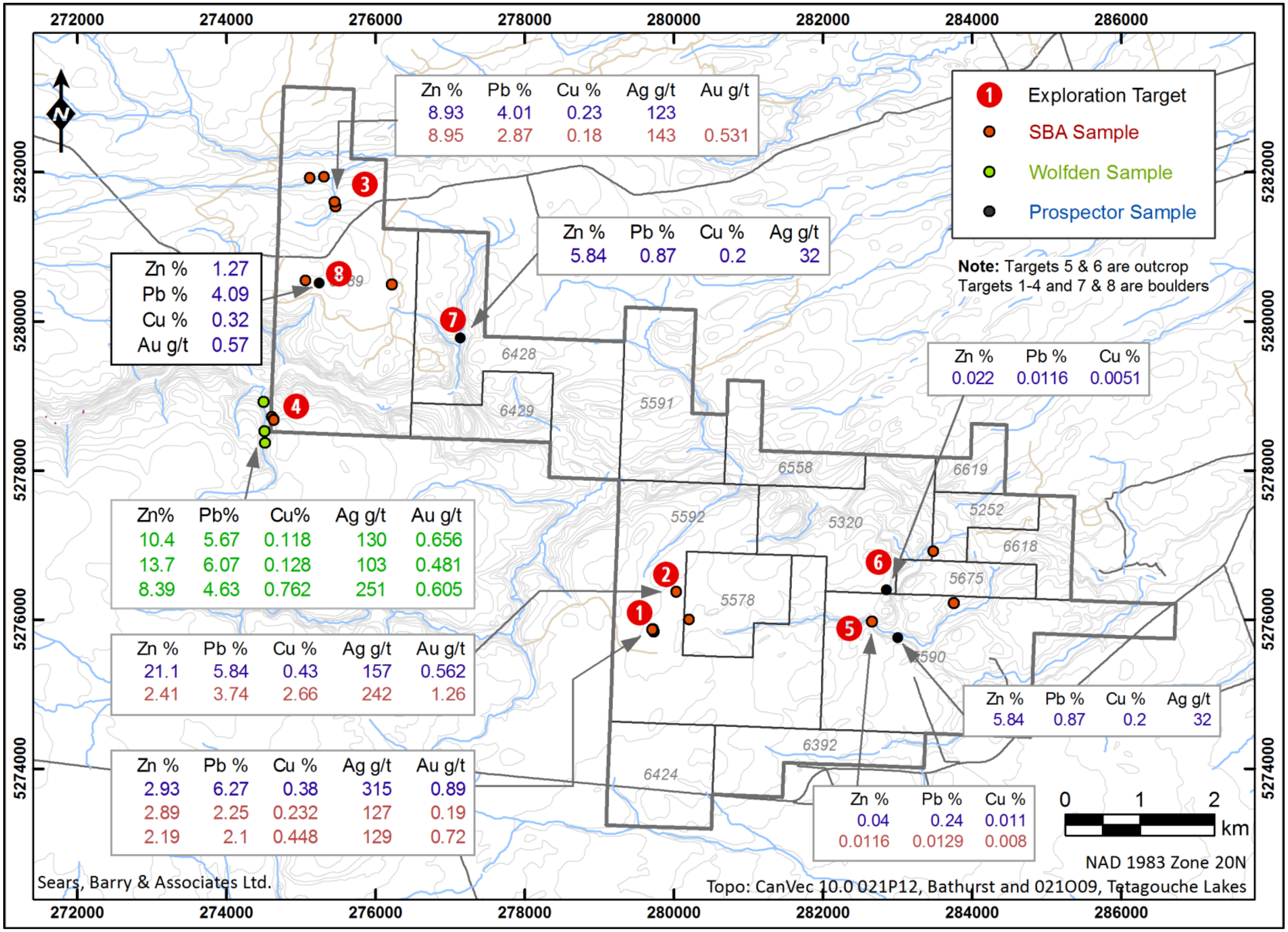


Figure 15 Gloucester Project Selected Analytical Results

8.0 Deposit Types

The principal deposit types that are the target of exploration on the Gloucester Project are collectively referred to as volcanic hosted massive sulphide (VHMS) or simply volcanic massive sulphide (VMS) deposits. VMS deposits are massive sulphide deposits that are hosted by or closely associated with volcanic rocks. It is generally accepted that deposits of this type were formed syngenetically on or immediately below the sea floor as a result of the venting of metal-bearing hydrothermal fluids. The hydrothermal fluids are thought to have been derived partially from circulating brine rich waters in the existing country rocks (meteoric fluids) and partially from fluids emanated from a subvolcanic intrusive body (magmatic fluids). Figure 16, from Gibson et al (2007), presents a summary of the features associated with the formation of a VMS deposit. This model builds upon descriptions by numerous scientists including Franklin (1995), Franklin et al (2005) and Galley et al, (2007).

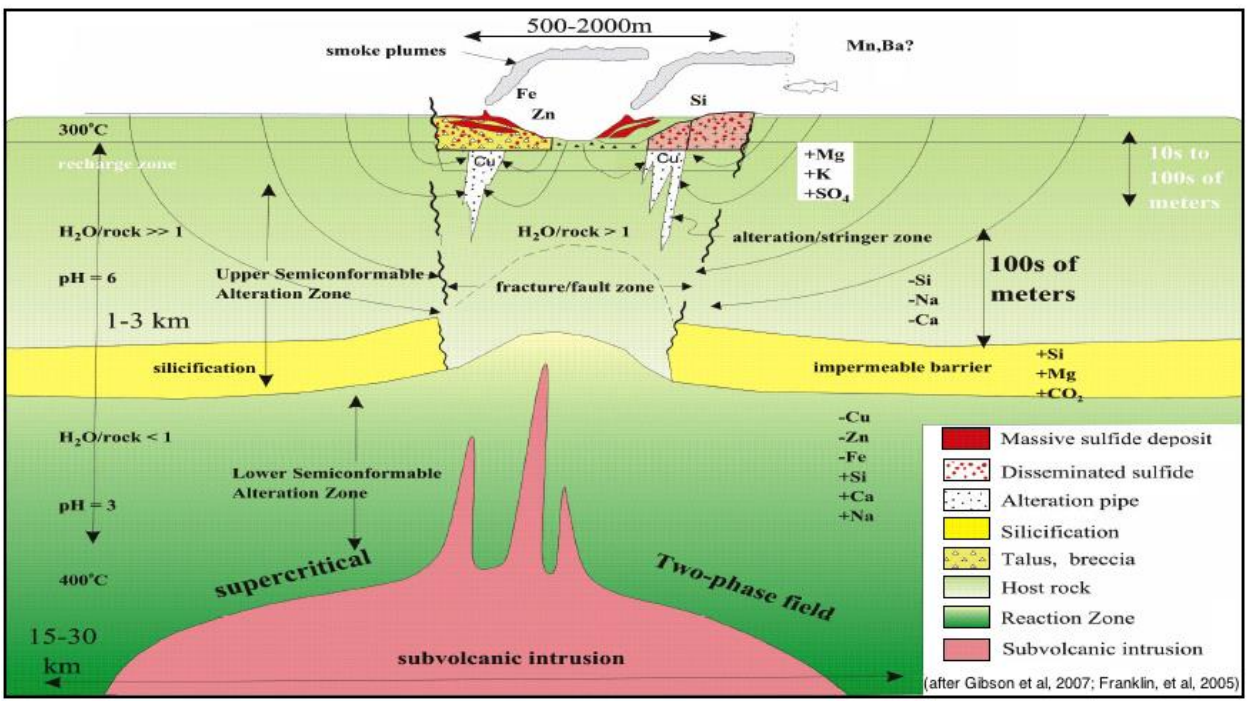


Figure 16 Schematic Illustrating Elements of Formation of VMS Deposits

The model shows the general geological setting associated with most deposits along with 6 key elements that are critical in their formation. In summary, from Franklin (1995), these include:

1. A heat source capable of driving a long-lived hydrothermal system and sometimes contributing metal-rich magmatic fluids;
2. A “reaction zone” in which circulating seawater can leach metals from the existing sedimentary or volcanic host rocks;
3. Deep penetrating, synvolcanic faults that focus metal-rich fluids and enable them to reach the seafloor;
4. Footwall and sometimes hanging wall alteration zones resulting from interaction between ascending hydrothermal fluids and local wall rocks;
5. The massive sulphide deposit formed at or near the sea-floor and subjected to refining of metal content and textures by successive hydrothermal activity; and
6. Distal deposits such as exhalites and/or changes to the composition of surrounding sediments as a result of hydrothermal activity.

VMS deposits of this type can occur as large vent or basin fill zones with a broad sub-horizontal component, or as lenses, pipes, veins or stockwork zones. As a group, VMS deposits have average tonnages in the range of 7.1 million tonnes (Mt), depending upon the subtype (Gibson et al, 2007; Franklin et al, 2005; Sangster, 1977). There are, however, many deposits that are much larger including the Brunswick No. 12 deposit located approximately 12 km south of the Gloucester Project. The larger deposits tend to be associated with an environment that includes a significant volume of sedimentary rocks within the stratigraphic sequence and have been referred to as volcanic sediment-hosted massive sulphide (VSHMS) deposits (Goodfellow and McCutcheon, 2003).

There are at least 23 giant (> 100 Mt) deposits in the world that are broadly defined as VMS-type deposits (Galley et al, 2007). Of these, seven are classified as the VSHMS subtype, similar to the deposits of the BMC (Goodfellow and McCutcheon, 2003). One of these is the Brunswick No. 12. Most of the other deposits are located in the Iberian Pyrite Belt of Spain and Portugal including the Neves-Corvo deposits in Portugal. The Neves-Corvo deposits are very significant in that the deposits are hosted by a dominantly sedimentary sequence that is made up of 25% volcanic and 75% sedimentary rocks (Rosa et al, 2008). The volcanic rocks are bi-modal, similar to the volcanic rocks in the BMC. The geological setting within the Gloucester Project has many similarities to the Rosario-Neves Corvo anticline which hosts the Neves-Corvo deposits. Another feature of the giant Neves-Corvo deposits is that they locally have a very high Sn content (Relvas et al, 2006). Many of the VMS boulders that were recently discovered on the Gloucester Project also contain highly elevated Sn.

In the BMC, there are 95 known significant VMS occurrences, including 46 VMS deposits (i.e. mineralized zones with tonnage estimates) 25 of which have been estimated to contain defined geological resources greater than 1 million tonnes (McCutcheon and Walker, 2009). The average size of the VMS deposit in the BMC is 12.74 Mt with an average grade of 4.72% Zn; 1.78% Pb; 0.64% Cu; 51g/t Ag; and 0.54 g/t Au. The deposits range in size from < 1.0 Mt to 229 Mt, the latter being the Brunswick No. 12 deposit.

VMS deposits are one of the most important sources of Cu, Zn and Pb and are significant contributors of Ag and Au. Other metals that are often recovered from the processing of VMS ores including Cd, Se, Sn, Bi and In.

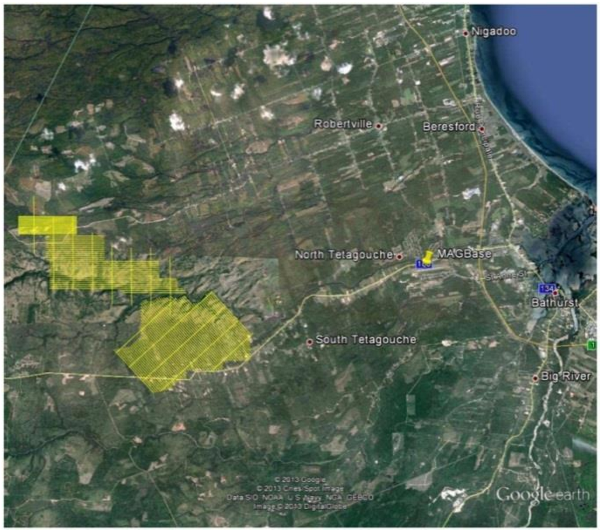
There are currently no active producing mines in the BMC following the recent closure of the Brunswick No. 12 deposit due to exhausted reserves. Brunswick No. 12 was in operation for 51 years. At the present time, the Caribou and Murray Brook deposits in the western part of the BMC, the Halfmile Lake and Stratmat deposits in the southern part of the BMC and the Hachey deposit in Fournier Group rocks in the 9MS are being actively evaluated and/or in the development stage.

Exploration methods for locating VMS deposits include geophysical and geochemical surveys as well as detailed geological mapping. Despite active exploration activities in the area for over 60 years, basic boot and hammer prospecting can be a very successful tool, as the work completed in the area of the Gloucester Project has demonstrated. This is especially valid when the prospecting is guided by sound geological thinking and the results are properly evaluated. The new discoveries and observations in the area of the Gloucester Project have caused some explorers to rethink the mineral potential of parts of the Bathurst Mining Camp.

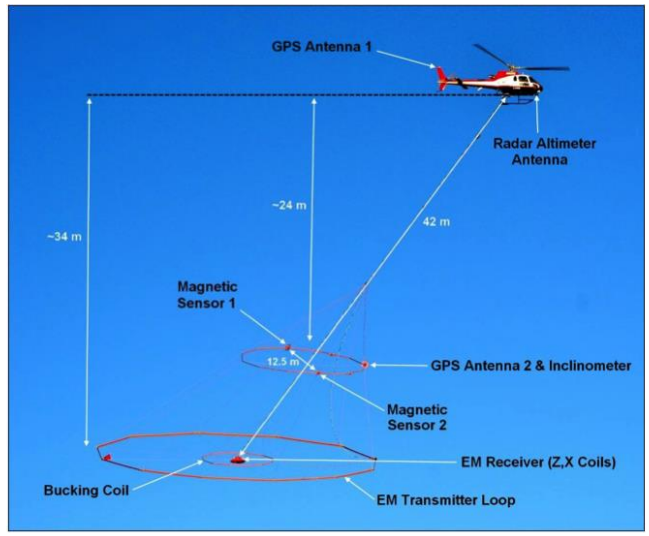
9.0 Exploration

Bathurst Resources commissioned Geotech Ltd. of Aurora, Ontario, Canada to conduct an airborne geophysical survey on the Gloucester Project. The survey was carried out between April 20 – 30, 2013. The principal geophysical sensors included a versatile time domain electromagnetic (VTEM^{plus}) system and horizontal magnetic gradiometer. A total of 464 line-kilometers of geophysical data were acquired. The data has not been interpreted to date. Highlights of the general survey operation procedures and equipment used have been extracted from Geotech, 2013 and are presented in italics below.

> *The geophysical surveys consisted of helicopter borne EM using the versatile time-domain* electromagnetic (VTEM^{plus}) *system with Z and X component measurements and horizontal magnetic gradiometer using two cesium magnetometers. A total of 464 line-km of geophysical data were acquired during the survey.*
>
> *The crew was based out of Bathurst (Figure 2) in New Brunswick for the acquisition phase of the survey. Survey flying started on April 20th and was completed on April 30th, 2013.*
>
> *Data quality control and quality assurance, and preliminary data processing were carried out on a daily basis during the acquisition phase of the project. Final data processing followed immediately after the end of the survey. Final reporting, data presentation and archiving were completed from the Aurora office of Geotech Ltd. in June, 2013.*
>
> *The Chamberlain block was flown in an east to west (N 92° E azimuth) direction with traverse line spacing of 100 metres as depicted in (*see VTEM$^{\mathbf{plus}}$ Survey Area photo below*). The L'Or Bai block was flown in a southeast to northwest (N 140° E azimuth) direction with traverse line spacing of 100 metres as depicted in (*see VTEM$^{\mathbf{plus}}$ Survey Area photo below*). Tie lines for both blocks were flown perpendicular to the traverse lines at a spacing of 1000 metres respectively.*
>
> *The survey was flown using a Eurocopter Aerospatiale (Astar) 350 B3 helicopter, registration C-GEOJ. The helicopter is owned and operated by Geotech Aviation. Installation of the geophysical and ancillary equipment was carried out by a Geotech Ltd crew.*



VTEM^{plus} Survey Area



VTEM^{plus} System Configuration

During the survey the helicopter was maintained at a mean altitude of 75 metres above the ground with an average survey speed of 80 km/hour. This allowed for an actual average EM bird terrain clearance of 41 metres and a magnetic sensor clearance of 51 metres.

The on board operator was responsible for monitoring the system integrity. He also maintained a detailed flight log during the survey, tracking the times of the flight as well as any unusual geophysical or topographic features.

On return of the aircrew to the base camp the survey data was transferred from a compact flash card (PCMCIA) to the data processing computer. The data were then uploaded via ftp to the Geotech office in Aurora for daily quality assurance and quality control by qualified personnel.

The electromagnetic system was a Geotech Time Domain EM (VTEMplus) system.

The horizontal magnetic gradiometer consists of two Geometrics split-beam field magnetic sensors with a sampling interval of 0.1 seconds. These sensors are mounted 12.5 metres apart on a separate loop, 10 metres above the EM bird. A GPS antenna and Gyro Inclinometer is installed on the separate loop to accurately record the tilt and position of the magnetic gradiomag bird.

A combined magnetometer/GPS base station was utilized on this project. A Geometrics Cesium vapour magnetometer was used as a magnetic sensor with a sensitivity of 0.001 nT. The base station was recording the magnetic field together with the GPS time at 1 Hz on a base station computer.

The base station magnetometer sensor was installed at the Bathurst airport (47o37.8078 N, 65o44.5160W); away from electric transmission lines and moving ferrous objects such as motor vehicles. The base station data were backed-up to the data processing computer at the end of each survey day.

The data collected was supplied in digital format for future detailed interpretation. In addition, a total of 9 plots of various VTEM and magnetic responses were provided. A VTEM plot, a processed magnetic response and a combined plot are included in this report (Figures 17, 18 and 19). Bathurst Resources plans to commission a detailed interpretation of this data in the near future.

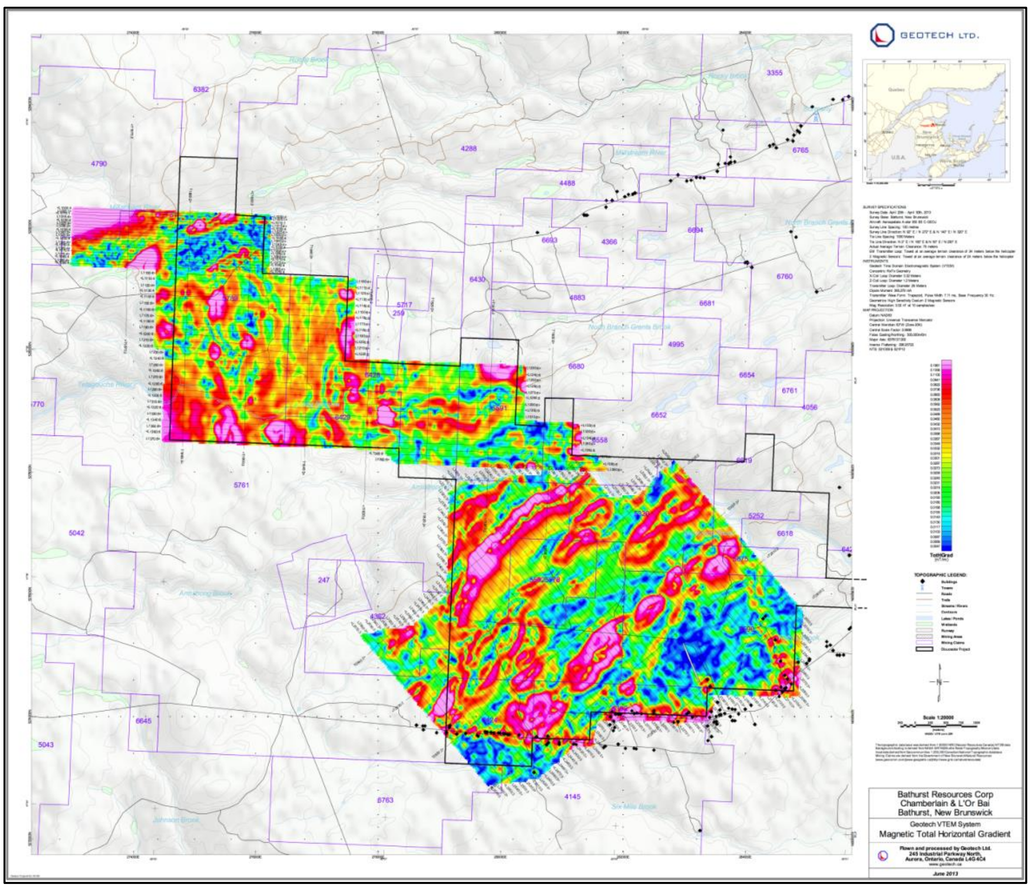


Figure 17 Magnetic Total Horizontal Gradient

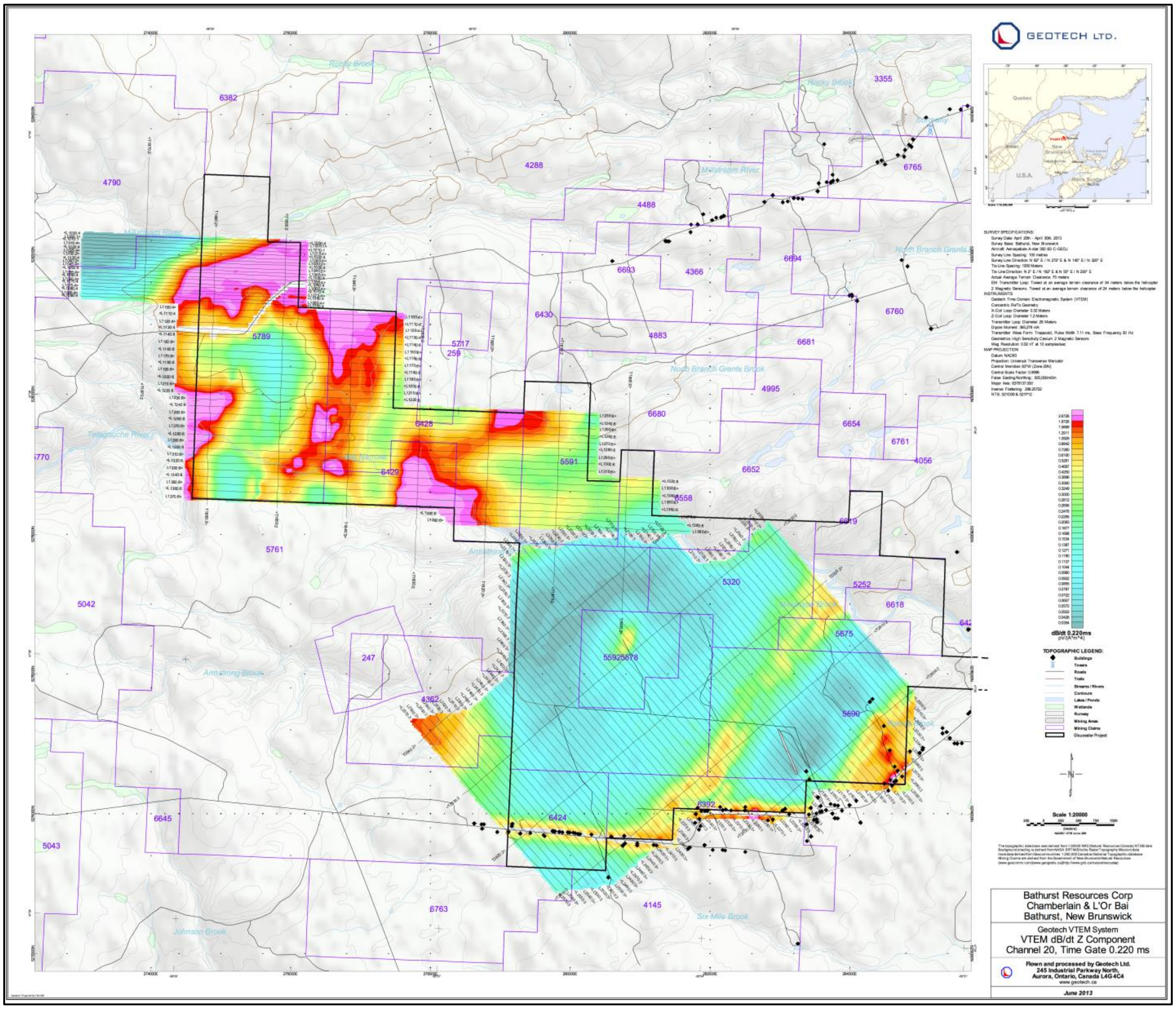


Figure 18 VTEM Channel 20, Time Gate 0.220 ms

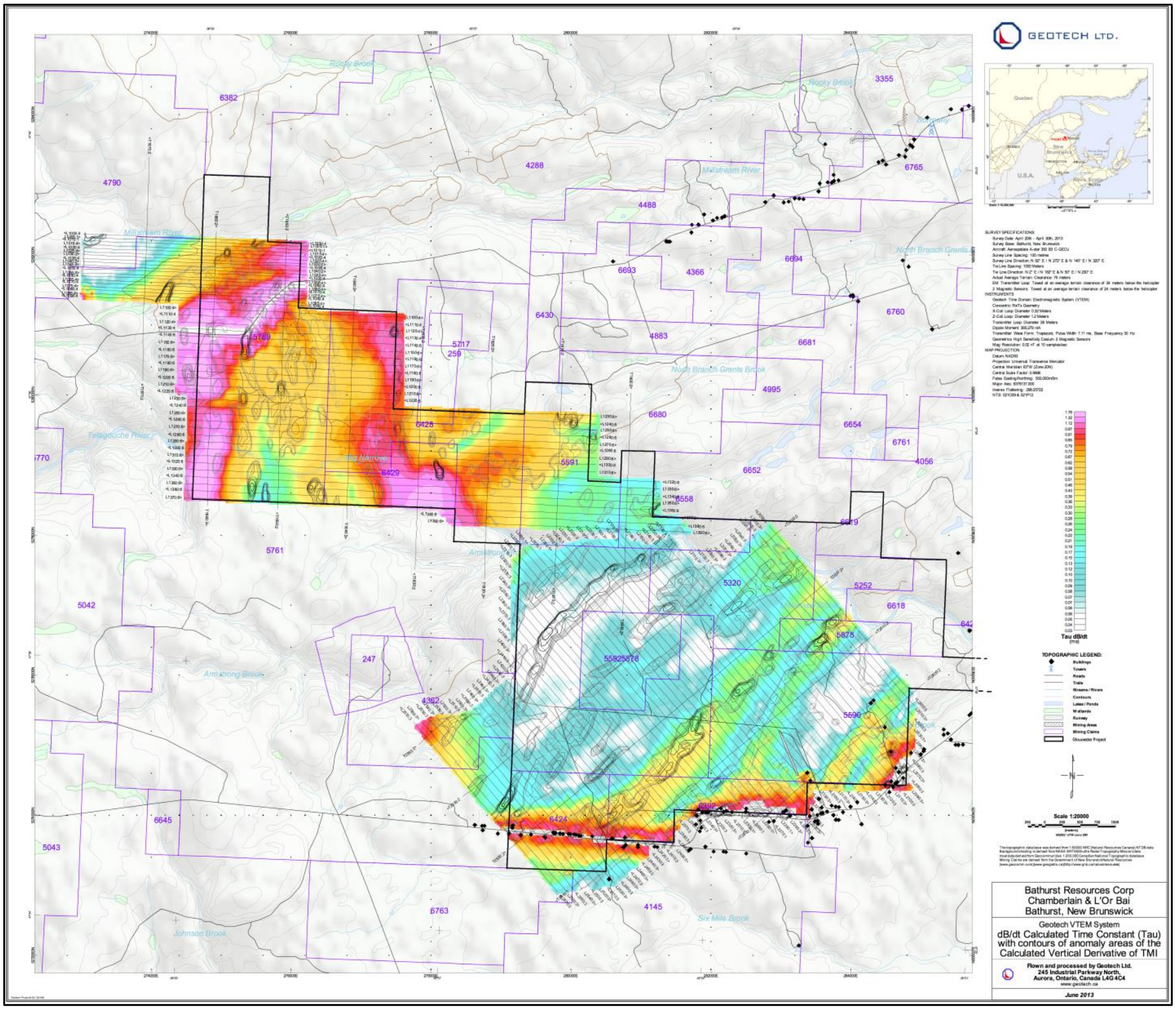


Figure 19 VTEM Calculated Time Constant with Vertical Derivative of TMI

10.0 Drilling

Bathurst Resources Corp. has not performed any drilling on the Gloucester Project to date.

11.0 Sample Preparation, Analyses and Security

Bathurst Resources Corp. has not collected nor analyzed any samples from the Gloucester Project to date.

Please refer to Section 12.2 for details of the sample preparation, analyses and security of the recent samples collected by Sears Barry & Associates Limited as part of the data verification of the historic work.

12.0 Data Verification

12.1 Airborne Geophysical Survey

Bathurst Resources commissioned an airborne geophysical survey of the Gloucester Project. The authors have reviewed the data provided by Geotech Ltd. for the electromagnetic (VTEM^{plus}) and horizontal magnetic gradiometer survey conducted in April, 2013. This data is presented in Section 9.0. An in depth data interpretation was not requested or completed, however, Bathurst Resources has plans to commission one in the near future. The authors are satisfied that the current data is adequate for the purposes used in this technical report.

12.2 Verification of Historic Mineralization

As part of the data verification process, the authors completed a 3-day field visit to the Gloucester Project on May 15, 16 and 17, 2013 as well as reviewed data at the Department of Natural Resources in Bathurst and had discussions and data review with persons knowable on the Project, in particular, P. Gummer. The authors visited and sampled most of the sites outlined by previous workers (Prospectors) with the purpose of confirming mineralization and recently discovered and significant geological features. Geo-prospecting by the Prospectors has identified 8 Target areas on the Gloucester Project (Figure 15 and 20). The authors visited 7 of these Targets during the property visit as well as the geologically significant areas within the Project. Nineteen samples were collected from the Project and sent for analysis to Activation Laboratories in Ancastor, Ontario which is an ISO 17025 certified lab. One Certified Reference Material (CDN-HZ-3) was included and returned values within acceptable limits. The samples were kept in the possession of the authors until delivery to the Activation Laboratories Prep Lab in Sudbury, Ontario. The rocks were crushed to a -10 mesh, riffle split and then pulverized to at least 95% passing a -150 mesh. The rocks were analyzed by a 61 element UT-6 (Ultratrace 6): the pulps were subjected to a 4 acid total digestion and analyzed by TD-MS (thermal desorption-mass spectrometry) with overlimits for Ag analyzed by ICP-OES (inductively coupled plasma-optical emission spectroscopy) and overlimits for Cu, Pb, Zn, Sb and Sn were analyzed by FUS-Na2O2 (fusion-sodium peroxide). Au was analyzed by Fire Assay with an Atomic Absorption finish. Activation Laboratories is independent of both Bathurst Resources Corp. and Gideon Capital Corp. The sample descriptions and analytical results are listed in Table 18.

Assay results of some of the historic samples collected by the Prospectors are included in this section for confirmation and comparison.

The authors have confirmed the presence of VMS boulders and pyrite facies VMS outcrop as well as newly located and significant geological features. The authors are satisfied that the Prospectors' documentation of these features and occurrences as well as their assay results is valid and adequate for the purposes of this report.

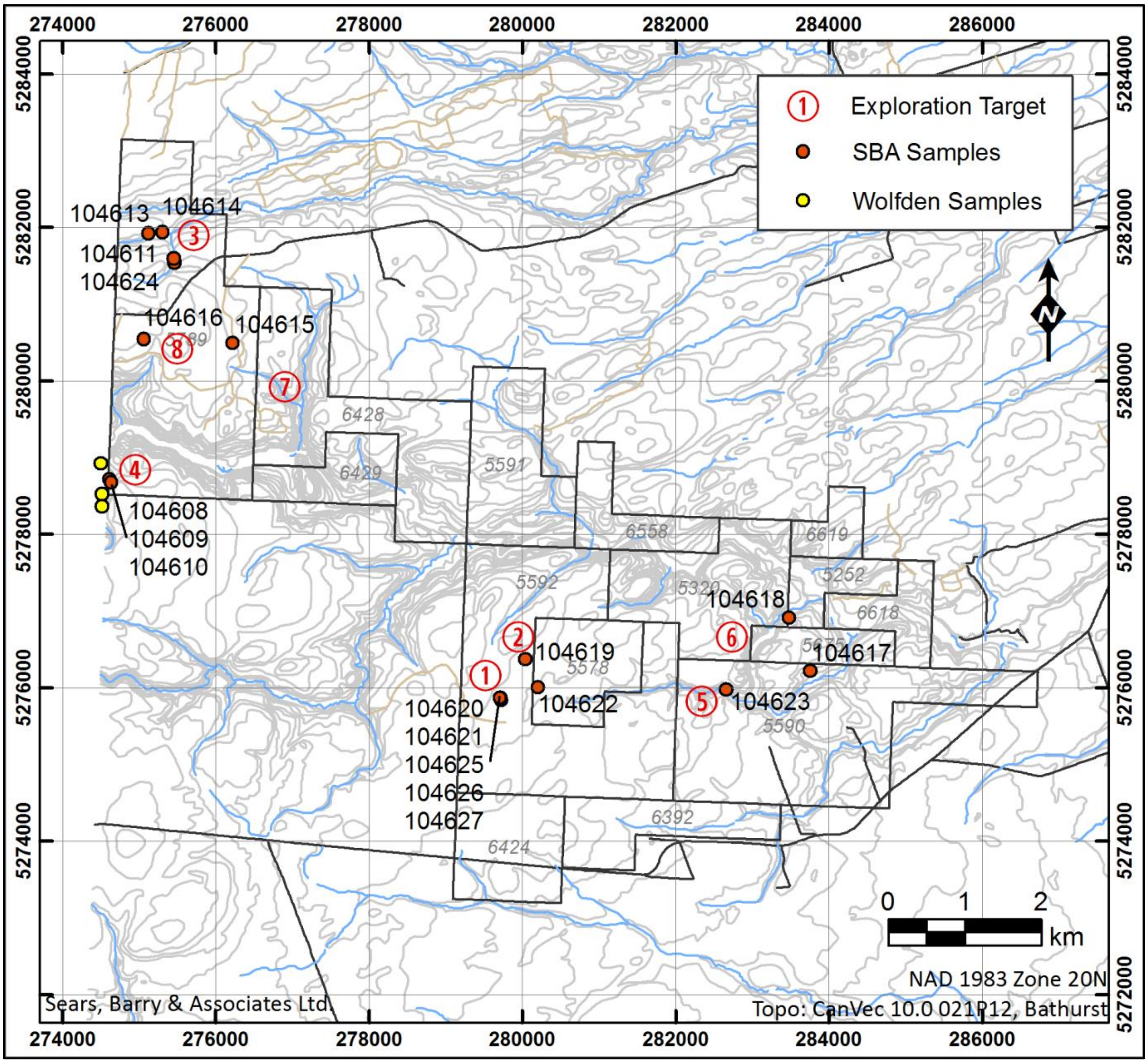


Figure 20 SBA Data Verification Samples

Table 18 Samples Collected by SBA

Samples Collected by Sears Barry and Associates Limited									
Sample #	**Easting**	**Northing**	**Sample Description**	**Zn %**	**Pb %**	**Cu %**	**Ag g/t**	**Au g/t**	**Sn g/t**
104608	274607	5278718	oc: felsic tuff, pale greenish, v. minor py, v. fine grained , scattered qtz crystals (<10%) and ghosts of feldspar crystals.	0.0093	0.0003	0.0027	0.1	0.029	< 1
104609	274636	5278684	oc: fine cherty tuff, light grey, in contact with dolomite N-S, 60°E.	0.0003	0.0001	0.0001	0.08	0.011	< 1
104610	274634	5278682	oc: dolomite, massive fine grained, grey-buff color.	0.0006	0.0009	0.0003	0.07	< 0.005	< 1
104611	275459	5281547	angular boulder: massive sulphide, grey, dominantly py, fine grained py in silica, weathers medium buff color.	0.2130	0.3950	0.3820	167	1.200	15
104612	Certified Reference Material CDN-HZ-3			3.2100	0.6900	0.5720	30.8	0.061	<2
104613	275117	5281927	grey, qtz porphyry tuff (30% qtz eyes and broken qtz crystals)	0.0068	0.0040	0.0028	3.09	0.005	< 1
104614	275307	5281941	angular boulder: quartz-ankerite-fuchsite, light grey with darker grey and buff colored patches, irregular qtz veins and veinlets and patches of fuchsite.	0.0075	0.0005	0.0027	1.11	< 0.005	< 1
104615	276218	5280495	felsic tuff, grey, strongly foliated, 5-10% pyrite	0.0051	0.0051	0.0020	0.5	<0.005	1
104616	275059	5280547	angular boulder: felsic volcanic, fine grained, grey, angular qtz phenocrysts, 20% py.	0.0158	0.0024	0.0022	0.45	0.012	1
104617	283755	5276222	qtz-ankerite-fuchsite, aspy crystals, py, galena.	0.0213	0.0004	0.0011	0.31	2.160	3
104618	283482	5276916	cherty rhyolite, dark grey.	0.0007	0.0006	0.0011	0.18	0.005	< 1

Samples Collected by Sears Barry and Associates Limited									
Sample #	**Easting**	**Northing**	**Sample Description**	**Zn %**	**Pb %**	**Cu %**	**Ag g/t**	**Au g/t**	**Sn g/t**
104619	280034	5276375	small angular VMS boulder: fine grained	2.4100	3.7400	2.6600	242	1.260	1720
104620	279712	5275872	1500 lb angular VMS boulder: fine grained	2.8900	2.2500	0.2320	127	0.194	1030
104621	279710	5275870	2 small angular boulders of 22: fine grained	2.1900	2.1000	0.4480	129	0.720	942
104622	280201	5276003	oc: mafic volcanic, chloritic, 5% py.	0.0218	0.0121	0.0062	5.09	< 0.005	2
104623	282657	5275975	oc: 2' wide , vine grained, grey, mainly py.	0.0116	0.0129	0.0080	1.76	< 0.005	3
104624	275449	5281601	1000 lb angular boulder: fine grained, finely laminated and crenulated, py, sph, galena.	8.9500	2.8700	0.1830	143	0.531	885
104625	279726	5275841	boulder: sericite schist, fine crystalline quartz eyes, anastomosing sericite layers, finely banded, 3% py.	0.0337	0.0161	0.0016	5.24	0.015	4
104626	279716	5275864	basal till smear	0.0220	0.0071	0.0034	1.53	0.006	< 1
104627	279710	5275868	basal till smear	0.0101	0.0036	0.0042	0.76	< 0.005	< 1

12.2.1 Target 1

Location: 279712E and 5275872N, NAD 83, Zone 20N on CB 5592 of the L'Or Bai Property.

It consists of a very large tabular VMS boulder estimated to weigh 680 kg (1500 lbs) in Pleistocene basal (lodgement till). The surrounding till contains additional weathered gossany specks up to cm size. Twenty-two small boulders, up to 40 kg, were dug out of the till directly below the 680 kg boulder. This occurrence constitutes a VMS smear indicating a nearby at-surface source. The road appears to have been built from material dug out of the road ditches and placed on the road. There does not appear to be any foreign road fill in this area. Outcrop/subcrop of exhalite/felsic volcanic occurs close by. The VMS boulder is nonconductive. Sampling by SBA has confirmed results reported by the Prospectors. See Table 19.

Table 19 Analytical Results for Target 1

Analytical Results for Target 1							
Sample	**Description**	**Zn %**	**Pb %**	**Cu %**	**Ag g/t**	**Au g/t**	**Sn g/t**
Prospectors	VMS boulder (680 kg)	2.9300	6.2700	0.3800	315	0.89	1800
SBA 104620	680 kg angular boulder: VMS, fine grained	2.8900	2.2500	0.2320	127	0.19	1030
SBA 104621	2 small angular boulders of 22: VMS, fine grained	2.1900	2.1000	0.4480	129	0.72	942
SBA 104625	boulder: sericite schist, fine crystalline quartz eyes, anastomosing sericite layers, finely banded, 3% py.	0.0337	0.0161	0.0016	5.24	0.02	4
SBA 104626	basal till smear	0.0220	0.0071	0.0034	1.53	0.01	< 1
SBA 104627	basal till smear	0.0101	0.0036	0.0042	0.76	<0.005	< 1

Tabular boulder of VMS weighing approximately 680 kg (1500 lbs)

VMS boulder

Smear in lodgement till

12.2.2 Target 2

Location: 280034E and 5276375N, NAD 83, Zone 20N on CB 5592 of the L'Or Bai Property.

Target 2 is a second VMS smear and occurs 1 km north-northeast of Target 1 and also in close proximity of the exhalite/felsic volcanic. A small trench exposed the basal till from which > 60 VMS boulders up to 40 kg (90 lbs) from approximately 1 cubic m of till. These boulders are nonconductive. See Table 20.

Table 20 Analytical Results for Target 2

Analytical Results for Target 2							
Sample	**Description**	**Zn %**	**Pb %**	**Cu %**	**Ag g/t**	**Au g/t**	**Sn g/t**
Prospectors	VMS boulder from 1 m^3 of basal till	21.1	5.84	0.43	157	0.562	2700
SBA 104619	small angular boulder: VMS, fine grained from 1 m^3 of basal till	2.41	3.74	2.66	242	1.26	1720

S. Sears and D. Frenette at remainder of collection of boulders from 1 m^3 of basal till

Boulder from 1 m^3 of basal till

12.2.3 Target 3

Location: 275449E and 5281601N, NAD 83, Zone 20N on CB 5789 of the Chamberlain Property.

Several VMS boulders, one weighing approximately 450 kg (1000 lbs), occur in Holocene gravels in a gulch stream bed with associated Spruce Lake Formation exhalite and felsic volcanic. The boulders of VMS, exhalite and felsic volcanic are angular and are likely proximal to their bedrock source. See Tables 21 and 22.

Table 21 Analytical Results for Target 3

Analytical Results for Target 3							
Sample	**Description**	**Zn %**	**Pb %**	**Cu %**	**Ag g/t**	**Au g/t**	**Sn g/t**
Prospectors	VMS boulder in stream 450 kg (1000 lb)	8.93	4.01	0.23	123		
SBA 104624	450 kg (1000 lb) angular boulder: VMS, fine grained, finely laminated and crenulated, py, sph, galena.	8.95	2.87	0.18	143	0.531	885
SBA 104611	angular boulder: massive sulphide, grey, dominantly py, fine grained py in silica, weathers medium buff color.	0.21	0.40	0.38	167	1.2	15

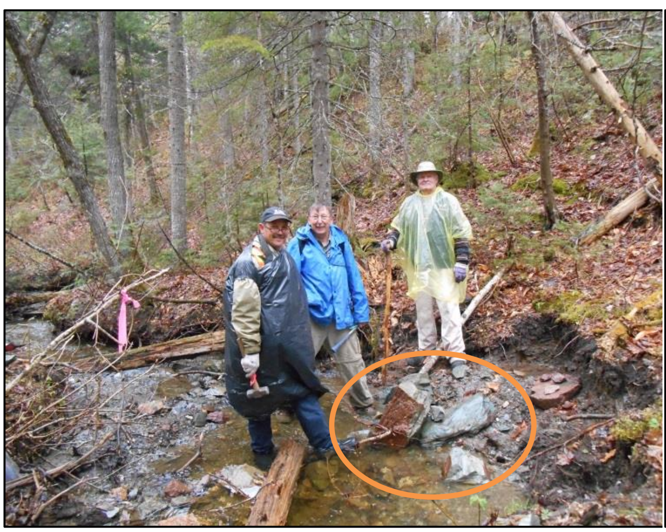
Target 3a

Location: 275307E and 5281941N, NAD 83, Zone 20N on CB 5789 of the Chamberlain Property.

Table 22 Analytical Results for Target 3a

Analytical Results for Target 3a							
Sample	**Description**	**Zn %**	**Pb %**	**Cu %**	**Ag g/t**	**Au g/t**	**Sn g/t**
SBA 104613	grey, qtz porphyry tuff (30% qtz eyes and broken qtz crystals)	0.01	0.00	0.00	3.09	0.005	< 1
SBA 104614	angular boulder: quartz-ankerite-fuchsite, light grey with darker grey and buff colored patches, irregular qtz veins and veinlets and patches of fuchsite.	0.01	0.00	0.00	1.11	<0.005	< 1

Large quartz vein outcrop occurs in a roadbed on the Rocky Brook Millstream Fault with quartz-ankerite-fuchite. Numerous quartz-ankerite-fuchite boulders were found in the stream valley, downhill from the roadbed outcrop.



#3 Remainder of 450 kg (1000 lb) VMS boulder, l-r, G. Roy, S. Sears, P. Gummer

#3a Quartz-Ankerite-Fuchite boulder downhill from the Rocky Brook Millstream Fault

12.2.4 Target 4

Location: 274636E and 5278684N, NAD 83, Zone 20N on CB 5789 of the Chamberlain Property.

Target 4 is located on the southwest corner of the Chamberlain Property adjacent to the boundary of Armstrong Brook Property owned by Wolfden Resources Coproration (Wolfden). It consists of massive dolomite in contact with an exhalite (fine cherty tuff). The contact strikes N-S and dips 60°E. Wolfden has reported, in a March 20, 2013 press release, assays of angular VMS boulders directly downhill from Target 4 with assays up to 13.7% Zn, 6.07% Pb, 0.128% Cu, 103 g/t Ag and 0.481 g/t Au. (press release: WLF 1). Lithologies dip east in this area. There is a good possibility that the source of these angular boulders is nearby and that they likely dip onto the Bathurst Resources, Chamberlain Property. The Prospectors did not assay any samples from this Target. See Table 23.

Table 23 Analytical Results for Target 4

Analytical Results for Target 4							
Sample	**Description**	**Zn %**	**Pb %**	**Cu %**	**Ag g/t**	**Au g/t**	**Sn g/t**
SBA 104608	oc: felsic tuff, pale greenish, v. minor py, v. fine grained , scattered qtz crystals (<10%) and ghosts of feldspar crystals.	0.0093	0.0003	0.0027	0.1	0.029	< 1
SBA 104609	oc: fine cherty tuff, light grey, in contact with dolomite N-S, 60°E.	0.0003	0.0001	0.0001	0.08	0.011	< 1
SBA 104610	oc: dolomite, massive fine grained, grey-buff color.	0.0006	0.0009	0.0003	0.07	<0.005	< 1

Massive dolomite overlain by exhalite / fine cherty tuff; contact strikes N-S and dips 60° E

12.2.5 Target 5

Location: 282657E and 5275975N, NAD 83, Zone 20N on CB 5590 of the L'Or Bai Property.

Target 5 consists of pyrite facies VMS outcrop and numerous VMS boulders downstream in Holocene gravels along a stream bed. In close proximity to the VMS outcrop are boulders of cherty rhyolite breccia with chalcopyrite, bornite and pyrite disseminations and veining. See Table 24.

Table 24 Analytical Results for Target 5

Analytical Results for Target 5							
Sample	**Description**	**Zn %**	**Pb %**	**Cu %**	**Ag g/t**	**Au g/t**	**Sn g/t**
Prospectors	oc; pyrite facies VMS	0.04	0.24	0.011	<	0.021	
Prospectors	Cluster of boulders 400 m downstream from outcrop	5.84	0.87	0.2	32		
SBA 104623	oc: 0.7 m wide VMS, fine grained, grey, mainly py.	0.0116	0.0129	0.0080	1.76	<0.005	3

Outcrop of pyrite facies VMS

12.2.6 Target 6

Location: 282902E and 5276305N, NAD 83, Zone 20N on CB 5320 of the L'Or Bai Property.

Target 6 consists of outcrop of pyrite facies VMS in contact with rusty weathering silicified mafic volcanics. The outcrop shown in photos below appears to be on the nose of a fold with fracture cleavage at a high angle to the bedding/banding. Bedding/banding strikes 200°S and dips 10°W. No sample was collected by the authors at this site due to the difficult access. See Table 25.

Table 25 Analytical Results for Target 6

Analytical Results for Target 6							
Sample	Description	Zn %	Pb %	Cu %	Ag g/t	Au g/t	Sn g/t
Prospectors	Outcrop pyrite facies VMS	0.022	0.0116	0.0051	<	<	

< = less than detection limit

S. Sears at cliff face. Window in silicified mafic volcanic rock showing contact with VMS

Close up of VMS (massive pyrite) showing in window of rusty, silicified mafic volcanics

12.2.7 Target 7

This area was not visited by the authors nor were any samples from this Target analyzed by the authors. The authors did visit a felsic volcanic unit near this location. This Target is located on CB 6428 on the Chamberlain Property. Assay from the Prospectors' VMS sample ran 13.6% Zn, 4% Pb, 109 g/t Ag and 0.6 g/t Au.

12.2.8 Target 8

Location: 275059E and 5280547N, NAD 83, Zone 20N on CB 5789 of the Chamberlain Property.

One VMS boulder was discovered in a limestone/dolomite sinkhole. No sample was collected by the authors at this location. Assay from the Prospectors' sample ran 1.2% Zn, 4.09% Pb, 0.32% Cu and 0.57 g/t Au.

Sinkhole in limestone/dolomite **VMS boulder from side wall of sinkhole**

12.9 Vienneau Property

Location: 280201E and 52760003N, NAD 83, Zone 20N on CB 5578 of the Vienneau Property.

There is an isolated AEM target centered on the Vienneau Property but no exploration has been carried out by the Prospectors. The authors collected one sample from outcrop of sheared, chloritic mafic volcanic with 2% pyrite. See Table 26.

Table 26 Analytical Results for Vienneau Property

Analytical Results for Vienneau Property							
Sample	**Description**	**Zn %**	**Pb %**	**Cu %**	**Ag g/t**	**Au g/t**	**Sn g/t**
SBA 104622	outcrop of sheared, chloritic mafic volcanic, 2% py	0.02	0.01	0.01	5.09	<0.005	2

13.0 Mineral Processing and Metallurgical Testing

Bathurst Resources Corp. has not done any mineral processing or metallurgical testing on the Gloucester Project to date.

14.0 Mineral Resource Estimates

There is no mineral resource estimate to report on the Gloucester Project at this time.

15.0 – 22.0 Sections not relevant to this report

23.0 Adjacent Properties

There are 45 known VMS deposits located within the Bathurst Mining Camp and within a 30 km radius of the Gloucester Project (Goodfellow and McCutcheon, 2003). Figure 21 shows the location of about half of these deposits with the closest deposits to the Project labeled directly on the map. One additional deposit, the Hachey, is also included. With the exception of Hachey, all of these deposits are spatially associated with felsic volcanic rocks and all are considered to have been deposited on the ocean floor during a 12 – 14 Ma period of hydrothermal activity during the Ordovician Period. Table 27 shows the global resources for some of the deposits in the BMC.

Table 27 Global Resources of Selected Adjacent Properties

Global Resources of Selected Adjacent Properties						
Deposit	**Tonnes**	**Zn %**	**Pb %**	**Cu %**	**Ag g/t**	**Source of Estimates**
Brunswick No. 12	163,000,000	10.41	4.17	0.34	115	McCutcheon and Walker, 2009
Brunswick No. 6	18,590,000	4.08	1.59	0.45	55	Goodfellow and McCutcheon, 2003
Armstrong A Zone	3,377,000	2.26	0.42	0.29	25	McCutcheon and Walker, 2009
Armstrong B Zone	540,000	1.10	0.23	0.67	14	Goodfellow and McCutcheon, 2003
Rocky Turn	131,000	8.43	2.69	0.28	101	McCutcheon and Walker, 2009
Caribou Mine	69,490,000	4.29	1.60	0.51	51	Goodfellow and McCutcheon, 2003
Heath Steel B	69,900,000	5.96	0.89	0.74	93	Goodfellow and McCutcheon, 2003

The authors have been unable to verify the information summarized in Table 27. The mineralized tonnes reported on the Adjacent Properties are not necessarily indicative of the mineralization on the Gloucester Project.

The largest known VMS deposit in the BMC is the Brunswick No. 12, located 12 km south of the eastern end of the L'Or Bai Property. The estimated global geological resources at Brunswick No. 12 are reported to have been 229.76 Mt grading 3.01% Pb, 7.66% Zn, 0.46% Cu and 91 g/t Ag (Goodfellow and McCutcheon, 2003) of which 163 Mt of higher grade material were mined. The Brunswick No. 12 deposit is associated with local mudstone horizons hosted within felsic volcanic and volcaniclastic rocks of the Nepisiguit Falls Formation, Tetagouche Group. The host horizon is commonly referred to as the Brunswick Horizon. The Tetagouche Group rocks, including the Nepisiguit Falls Formation, pass through the eastern end of the L'Or Bai Property.

The favourable felsic volcanic member of the Nepisiguit Falls Formation is shown on published geological maps to occur approximately 1 km northeast of the L'Or Bai and 6 km to the south. The felsic volcanic rocks, however, are not noted within the Gloucester Project area on published geological maps.

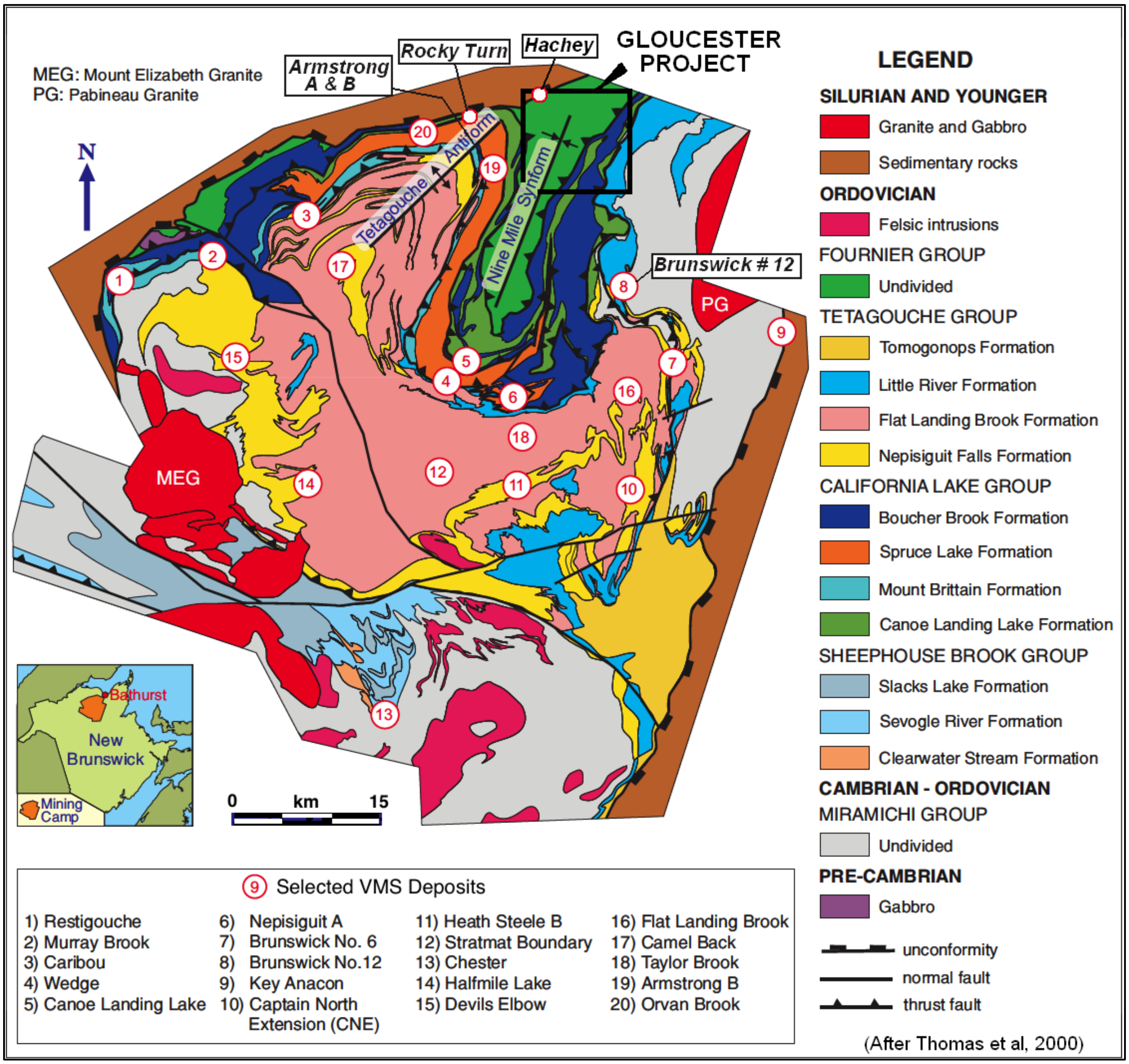


Figure 21 Adjacent Properties Map - Bathurst Mining Camp

The nearest known deposits include the Armstrong 'A' deposit, 4 km southwest of the Project, the Armstrong 'B' deposit, 6 km southwest of the Project and the Rocky Turn deposit, 5 km west of the Project. All three of these deposits are hosted by felsic volcanic and interlayered sedimentary rocks of the Spruce Lake Formation, California Lake Group but in close proximity to the mafic volcanic rocks. Although the general geological setting on the Gloucester Project is similar to that in other parts of the BMC, the stratigraphy on the Project is somewhat different. The principal difference is the relative volume of felsic volcanic rocks to mafic volcanic and sedimentary rocks is considerably lower within the Gloucester Project. The depositional environment in the area of the Project included locally deeper water, seafloor vent and sea-mount style of volcanism.

The Halfmile Lake deposit of Trevali Mining Corporation is located 40 km southwest of the Project. Trevali plans full production at the Halfmile Lake deposit in 2014 (Trevali website). The NI 43-101 resource estimate is outlined in Table 28.

Table 28 Halfmile Lake Mineral Resource Estimate 2009

Halfmile Lake Mineral Resource Estimate 2009						
Category	**Tonnes**	**Pb %**	**Zn %**	**Cu%**	**Ag g/t**	**Source of Estimate**
Indicated	6,626,100	8.13	2.58	0.22	30.78	Daigle et al, 2009
Inferred	6,078,200	6.69	1.83	0.14	20.51	

The parameters used in this resource estimate are reproduced from the NI 43-101 report on the Halfmile Lake deposit by Daigle et al, (Wardrop), 2009:

> *Mineral resources which are not mineral reserves do not have demonstrated economic viability;*
>
> *The resources were compiled at a cut-off grade of 5% Zinc Equivalent (ZNEQ). An average specific gravity of 3.48 g/cm^3 was used for the mineralized zones. Resources were estimated using Gemcom GEMS 6.1.4 Resource Evaluation Edition software package with a 5m x 5m x 5m block size.*
>
> *Capping levels were set at 27% for Zn, 4% for Cu, 9% for Pb, and 200 g/t for Ag. Sample composite intervals of 1.5 m were utilized.*

SBA has been unable to verify the information relating to the Halfmile Lake deposit and the information is not necessarily indicative of the mineralization on the Gloucester Project.

The Hachey Zn-Pb-Ag deposit, currently held by Puma Resources is located 5.5 km northeast of the Project along the Rocky Brook-Millstream Fault zone. This deposit was originally considered to be within the Nepisiguit Falls Formation, Tetagouche Group, and was considered to be a typical BMC massive sulphide deposit (Skinner, 1974), one that had been deformed by tectonics along the Rocky Brook – Millstream fault. The host rocks are more recently described as being part of the Millstream Formation of the Fournier Group (van Staal, 1995b) and the mineralization is considered to be vein type (Turcotte and Pelletier, 2008). A 2008 NI 43-101 compliant resource estimate for the Hachey deposit is outlined in Table 29.

Table 29 Hachey Deposit Mineral Resource Estimate 2008

Hachey Deposit Mineral Resource Estimate 2008						
Category	**Tonnes**	**Pb %**	**Zn %**	**Ag g/t**	**Au g/t**	**Source of Estimate**
Indicated	181,000	1.11	2.03	158.31	0.81	Turcotte and Pelletier, 2008
Inferred	167,000	1.02	1.69	84.58	0.40	

The parameters used in this resource estimate are reproduced from the NI 43-101 report on the Hachey Zone by Turcotte and Pelletier, 2008:

Mineral resources which are not mineral reserves do not have demonstrated economic viability;

The resources were compiled at a cut-off grade of 1 ZNEQ%. Fixed densities of 2.82, 2.95, 2.98 and 2.99 g/cm3 were used for the mineralized zones, and 2.70 g/cm3 for the waste. All the drill hole intercepts were calculated at a minimum of 4m true thickness using the grade of the adjacent material when assayed, or a value of zero when not assayed;

No high-grade assays were cut for any of the zones;

The company is not aware of any known environmental, permitting, legal, title, taxation or other relevant issues that could materially affect the mineral resource estimate.

SBA has been unable to verify the information relating to the Hachey deposit and the information is not necessarily indicative of the mineralization on the Gloucester Project.

The Armstrong Brook property of Wolfden Resources Corporation is contiguous to the Gloucester Project on the west and south sides of the Chamberlain Property and to the west of the L'Or Bai Property. Wolfden has released assay results for three high-grade VMS boulders (see Target 4 in Section 12.2.4) located in a steep valley immediately to the west of the southwest boundary of the Chamberlain Property (press release: WLF 1). The arithmetic average grade of the boulders, described as being layered VMS boulders up to 680 kg (1500 lbs) is: 10.83% Zn, 5.46% Pb, 0.34% Cu, 161 g/t Ag and 0.58 g/t Au (Figure 15). Wolfden has also reported numerous clusters of high-grade VMS boulders, over an extensive area, in close proximity to the contact of the Sormany mafic volcanics and the Millstream sediments (press releases: WLF 1, 2 and 3).

The source of these boulders has not been located, but there is a strong possibility that the source horizon extends onto the Chamberlain Property since the rocks in the immediate area dip towards the east. It should be cautioned that the source of these boulders has not been found and there is no assurance that any mineralized horizon will extend on to the Gloucester Project. The authors have been unable to verify the Wolfden information and it is not necessarily indicative of mineralization on the Gloucester Project.

24.0 Other Relevant Data and Information

There is no other relevant data or information to report at this time.

25.0 Interpretation and Conclusions

The Gloucester Project of Bathurst Resources Corp. covers a 16.4 km^2 portion of a belt of Ordovician aged sedimentary and volcanic rocks that lie along the northern flank of the Bathurst Mining Camp in northeastern New Brunswick. The Project area is currently made up of three contiguous properties, the L'Or Bai, Chamberlain and Vienneau Properties. In the eastern part of the Project, the L'Or Bai and Vienneau Properties are mainly underlain by rocks of the California Lake and Tetagouche Groups, the host rocks for the majority of known VMS deposits in the BMC. In the western part of the Project, the Chamberlain Property is underlain by Fournier Group sedimentary and volcanic rocks that occupy the center of a synclinal structure referred to as the Nine Mile Synform. The area covered by the Gloucester Project has been overlooked and under-explored, partially because the Fournier Group rocks were considered to be younger than the mineralizing events that were associated with most of the VMS deposits in the BMC.

There have been extensive geological, geochemical and geophysical studies carried out within the BMC, i.e. Monograph 11, 2003, but very little work focused on the 9MS and the area covered by the Gloucester Project. Published geological maps do not indicate any felsic volcanic rocks within the Fournier Group in the area of the Gloucester Project.

The results from historical geo-prospecting carried out by the Prospectors during the last 3 years have demonstrated that the geological setting in the Project area differs considerably from that indicated on published geological maps. New evidence, including the existence of a bimodal sequence of mafic and felsic volcanic rocks, exhalite deposits, shallow and deep water sediments as well as local dolomitic limestone suggest a depositional basin that may have been coeval with the hydrothermal events that formed the VMS deposits in other parts of the BMC. The geo-prospecting has also resulted in the discovery of numerous clusters of high-grade VMS boulders in close proximity to favourable felsic volcanic/exhalite rocks. VMS boulders up to 680 kg (1500 lbs) and containing base metal mineralization similar to the Bathurst-type deposits have been discovered. One boulder assayed 21.1% Zn, 5.84% Pb, 0.43% Cu, 157 g/t Ag and 0.562 Au. The VMS boulders on the Project generally have a high Ag content ranging from 32 – 315 g/t. The boulders discovered in the northwest part of the Project contain highly elevated values in Sn unlike the known VMS mineralization in the BMC. It is therefore assumed that the source of these newly discovered large tabular and angular VMS boulders is not from any of the known up-ice deposits in the BMC but from a local and presently undiscovered source.

The Prospectors have outlined 8 Target areas defined by clusters of VMS boulders and/or VMS outcrops over an extensive area on the Gloucester Project. The authors examined 7 of these Target areas during a 3-day property visit in May 2013 and have confirmed the mineralization reported by the Prospectors. Target 7 was not examined due to time constraints, although felsic volcanic rocks were observed in the area nearby. All of these Target areas are worthy of an aggressive follow-up work program.

The 2013 airborne geophysical survey carried out on behalf of Bathurst Resources, has identified numerous conductive features and magnetic trends that are worthy of priority follow-up work. The survey also confirms observations of an extensive system of isoclinal folding of the rocks within the Project area. This fold structure, referred to as the Armstrong Fold Train, is recognized immediately to the southwest of the Property as shown on published geological maps (van Staal et al, 2003) as a fold train in Fournier Group sedimentary rocks. This folding is important in that the favourable horizon(s) for VMS mineralization in this area is increased by repetition due to the tight folding. This folding also improves the potential for thickening of potential VMS mineralization along the nose of folds as is evident in many of the known VMS deposits in the BMC.

In summary, several years of historical geo-prospecting on the Gloucester Project has led to the discovery of significant volcanic hosted massive sulphide mineralization and associated rock units in the northern region of the Nine Mile Synform, an area that has been previously overlooked and under-explored. This has caused some explorers to rethink the mineral potential in parts of the Bathurst Mining Camp. As a result of this work, the following discoveries and observations have been made:

- Discovery of numerous clusters of high-grade, angular and tabular shaped VMS boulders up to 680 kg (1500 lbs);
- Discovery of two outcrops of pyrite facies VMS; each observed to be on the nose of an isoclinal fold;
- Discovery of two VMS smears in lodgment till indicating a nearby source(s);
- A 1:1 ratio of felsic volcanic/exhalite boulders and outcrop to VMS boulders and outcrop has been observed;
- Extensive carbonate horizons and exhalites indicating a sedimentation hiatus;
- Intense isoclinal folding is noted in many areas which is favourable for thickening of VMS horizons;

- The large angular, tabular nature and clustering of the boulders found on the Gloucester Project as well as those reported by Wolfden on the adjacent Armstrong Brook property suggest that these boulders have not been glacially dispersed but are likely from a nearby bedrock source;
- High Sn values in these boulders indicates that the source is not from any of the known up-ice deposits in the BMC (glacial direction is from the west);
- Most of these boulders have a high silica content. The silica encases the sulphide grains resulting in a very thin skin of buff colored weathering. Gossanous boulders are rare. This is one of the main contributing factors in these boulders remaining undiscovered for many years;
- Most of the newly discovered VMS boulders have very low conductivity or are non-conductive; therefore, these horizons would not have been detected by many of the conventional geophysical methods;
- Much of the area is covered by a relatively thin but extensive clay-rich till which can hamper traditional methods of soil geochemistry;
- Pervasive carbonate in the till from the limestone/dolomite units appears to cause a buffering effect on ion movement in some areas, lowering the dispersion of metals in the traditional B-horizon soils.

The Gloucester Project is an exploration project with a high potential for the discovery of an economic VMS deposit. The numerous and extensive high-grade, large, angular, tabular shaped VMS boulders, clusters of small to large angular VMS boulders and pyrite facies outcrops are clear indications that a robust mineralizing system occurred over an extensive area on the Gloucester Project.

The Gloucester Project is a Project of Merit and warrants a sustained and detailed follow-up work program.

26.0 Recommendations

A multiphased follow-up work program is highly recommended. The first phase of exploration should include processing and interpretation of the recently completed airborne geophysical survey; ground follow-up of high priority target areas defined by this survey and follow-up on the 8 Targets outlined by the Prospectors as well as any high priority targets identified by the results of the recent airborne geophysical survey. This work should include establishing detailed grids over each of the Targets, followed by geological mapping, prospecting, soil geochemistry and ground geophysics (Mag, VLF-EM and IP) surveys. A modest allocation of time and budget should be directed towards understanding the Project scale geology and its relationship with the regional geology of the BMC. This will involve limited petrological studies and age dating of various rock units. This work program is estimated to cost approximately CDN$ 500,000 as outlined in Table 30, Phase I Budget.

Table 30 Phase I Budget

Phase I - BUDGET				
Description	**Unit Value**		**CDN$**	**CDN$**
	# Units	**Unit Cost**		
Airborne Geophysical Survey				
VTEM Survey – Processing & Interpretation	1	35,000	35,000	
Total Airborne Geophysical Survey			35,000	35,000
Ground Surveys and Assaying				
Ground Mag & VLF- EM surveys & Grid	45	1,000	45,000	
IP Surveys	45	2,000	90,000	
Prospecting	150 days	350	52,500	
Geological mapping	60	600	36,000	
Analytical costs (rocks)	200	55	11,000	
Analytical costs (soil)	2,500	35	87,500	
Total Ground Surveys and Assaying			322,000	322,000
Support Costs				
Field Office (rent, associated costs, consumables)	1 year	28,000	28,000	
Drafting, Plotting etc.	estimate	30,000	30,000	
Hardware, software, supplies	estimate	11,500	11,000	
Transportation (vehicle, fuel, mileage, etc)	200 days	125	25,000	
Supervision & Reporting	estimate	25,000	25,000	
Total Support Costs			119,000	119,000
Contingency and Administration	@ 5%		24,000	24,000
TOTAL PHASE 1				**$500,000**

The second phase is contingent upon positive results of the first phase. It should be directed towards stripping and drill testing of the highest priority targets defined by the first phase as well as to define and prioritize targets that were not evaluated by the first phase. This program is estimated to cost $1,176,000 as summarized in Table 31, Phase II Budget.

Table 31 Phase II Budget

PHASE I I - BUDGET				
Description	**Unit Value**		**CDN$**	**CDN$**
	# Units	**Unit Costs**		
Stripping (excavator & hydraulic)				
Excavator 30 days	300 hours	$100	30,000	
Support Crew (cleaning, sampling)	100 mandays	$250	25,000	
Saws, Pump, Rentals, Consumables		$10,000	10,000	
Subtotal - Stripping			***$65,000***	***$65,000***
Drilling				
Drilling including mob/demob	5,000	$120	600,000	
Logging, sampling	120 crew days	$1,200	144,000	
Core storage, logging shack, consumables		$30,000	30,000	
Subtotal - Drilling			***$774,000***	***$774,000***
Geological, Prospecting, Supervision, Analytical				
Geology and Prospecting (3 months)	80 crew days	$1,000	80,000	
Assaying 1,000 rocks	1,000	$50	50,000	
Soil Analysis	1,000	$35	35,000	
Subtotal - Geological, Prospecting etc.			***$165,000***	***$165,000***
Support Costs				
Vehicles, 2 for 6 months	360 vehicle days	$100	36,000	
Fuel, miscellaneous	360 vehicle days	$50	18,000	
Field office (all inclusive)	1 year	$28,000	28,000	
Supervision	100 days	$600	60,000	
Miscellaneous Consumable		**30,000**	$30,000	
Subtotal Support Costs			***$172,000***	***$172,000***
Contingency and Overhead	@ 10%			
TOTAL PHASE II				**$1,176,000**

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28.0 Certificate of Qualifications

28.1 Seymour M. Sears

To accompany the report entitled: *"NI 43-101 Technical Report on the Gloucester Project, Bathurst Mining Camp, New Brunswick, Canada", effective date,* July 09, 2013

I, Seymour M. Sears, do hereby certify that:

1. I reside at 840 Hillsdale Crescent, Sudbury, Ontario, Canada, P3E 3S9.
2. I am a graduate of Mount Allison University in Sackville, New Brunswick with a B.A. in Psychology and a B.Sc. in Geology.
3. I have been practicing my profession continuously since 1972.
4. I am a member of the Association of Professional Geoscientists of Ontario (APGO # 0413).
5. I am a partner of Sears, Barry & Associates Limited (APGO Certificate of Authorization # 90150), a firm of consulting geologists based in Sudbury, Ontario.
6. I have extensive work experience over the past 40 years in the exploration and evaluation of Volcanic Massive Sulphide Deposits in Canada, USA, Mexico, and Peru. Of particular relevance: I worked in VMS exploration throughout the NE Appalachians between 1973 and 1982 while employed with AMAX Exploration Inc. who was the co-owner and operator of the VMS, Heath Steele Mine in the Bathurst Mining Camp.
7. I am a "Qualified Person" as defined by National Instrument 43-101 by virtue of my education, qualifications, work experience and membership in the professional association of the Professional Geoscientists of Ontario, Canada.
8. I visited the Gloucester Project most recently on May 15, 16 and 17, 2013.
9. I am responsible for all sections of this report.
10. I am independent of the issuer applying all of the tests in section 1.5 of National Instrument 43-101.
11. I have read the NI 43-101 – standards of disclosure for mineral projects, Form 43-101F1 and Companion Policy NI 43-101CP of the Canadian Securities Administrators and have prepared this report in compliance with these documents and with generally accepted Canadian mining industry standards.
12. As of the effective date of this technical report, to the best of my knowledge, information and belief, this technical report contains all scientific and technical information that is required to be disclosed to make this report not misleading.

Dated this 11th day of July, 2013.

[Original signed by]

Seymour M. Sears, P.Geo. (APGO # 0413)
Sears, Barry & Associates Limited

28.2 Joan M. Barry

To accompany the report entitled: *“NI 43-101 Technical Report on the “Gloucester Project, Bathurst Mining Camp, New Brunswick, Canada”, effective date, July 09, 2013.*

I, Joan M. Barry, do hereby certify that:

1. I reside at 840 Hillsdale Crescent, Sudbury, Ontario, Canada, P3E 3S9.
2. I am a graduate of Memorial University in St. John’s, Newfoundland with a B.Sc. in Geology.
3. I have been practicing my profession continuously since 1976.
4. I am a member of the Association of Professional Geoscientists of Ontario (APGO # 0584).
5. I am a partner of Sears, Barry & Associates Limited (APGO Certificate of Authorization # 90150), a firm of consulting geologists based in Sudbury, Ontario.
6. I have extensive work experience over the past 37 years in the exploration and evaluation of Volcanic Massive Sulphide Deposits in many parts of Canada and USA. Of particular relevance: I worked in VMS exploration in the NE Appalachians in Newfoundland, Nova Scotia, New Brunswick and Maine while employed with Falconbridge Nickel Mines Limited and Chevron Minerals Division between 1977 and 1983.
7. I am a “Qualified Person” as defined by National Instrument 43-101 by virtue of my education, qualifications, work experience and membership in the professional association of the Professional Geoscientists of Ontario, Canada.
8. I visited the Gloucester Project on May 15, 16 and 17, 2013.
9. I am responsible for all sections of this report.
10. I am independent of the issuer applying all of the tests in section 1.5 of National Instrument 43-101.
11. I have read the NI 43-101 – standards of disclosure for mineral projects, Form 43-101F1 and Companion Policy NI 43-101CP of the Canadian Securities Administrators and have prepared this report in compliance with these documents and with generally accepted Canadian mining industry standards.
12. As of the effective date of this technical report, to the best of my knowledge, information and belief, this technical report contains all scientific and technical information that is required to be disclosed to make this report not misleading.

Dated this 11th day of July, 2013.

[Original signed by]

Joan M. Barry, P.Geo. (APGO # 0584)
Sears, Barry & Associates Limited

29.0 Date and Signature Pages

29.1 Seymour M. Sears

This report entitled: '*NI 43-101 Technical Report on the Gloucester Project, Bathurst Mining Camp, New Brunswick, Canada'* with an effective date of July 09, 2013 was prepared and signed by the following co-author:

[Original signed by]

Dated	Seymour M. Sears, P.Geo. (APGO # 0413)
July 11, 2013	President and Consulting Geologist
	Sears, Barry & Associates Limited

29.2 Joan M. Barry

This report entitled: '*NI 43-101 Technical Report on the Gloucester Project, Bathurst Mining Camp, New Brunswick, Canada'* with an effective date of July 09, 2013 was prepared and signed by the following co-author:

[Original signed by]

Joan . M. Barry, P.Geo. (APGO # 0584)

Date: July 11, 2013

Manager and Consulting Geologist

Sears, Barry & Associates Limited

APPENDIX 1 Abbreviations and Symbols

Abbreviations and Symbols

Chemical

Ag	silver
Au	gold
Bi	bismuth
Ca	calcium
Cd	cadium
Cu	copper
Fe	iron
In	indium
K	potassium
Mg	magnesium
Mn	manganese
Mo	molybdenum
Na	sodium
Pb	lead
S	sulphur
Sb	antimony
Se	selenium
Sn	tin
W	tungsten
Zn	zinc

Units

mm	millimetre(s)
cm	centimetre(s)
m	metre(s)
km	kilometre(s)
kg	kilogram
lb(s)	pounds(s)
%	percent
ppm	parts per million
ppb	parts per billion
˚	degree(s)
˚C	degree(s) Celcius
Ma	million year(s)
Mt	million tonne(s)

Other

9MS	Nine Mile Synform
amsl	above mean seal level
aspy	arsenopyrite
BMC	Bathurst Mining Camp
CB	claim block
CDN$	Canadian dollar
cpy	chalcopyrite
CRM	Certified Reference Material
DDH	Diamond Drill Hole
E	east
EM	electromagnetic
GPS	Global Positioning System
HLEM	horizontal loop-electromagnetic
Mag	magnetic
N	North American Datum
N. B.	New Brunswick
NAD	North American Datum
NI 43-101	Canadian National Instrument 43-101
oc	outcrop
Project	Gloucester Project
py	pyrite
QA/QC	Quality Assurance/Quality Control
qtz	quartz
S	south
SBA	Sears, Barry & Associates Ltd.
sph	sphalerite
TSXV	Toronto Stock Venture Exchange
USA	United States of America
UTM	Universal Transverse Mercator
v	very
VMS	volcanic massive sulphide
VLF	very low frequency
W	west

Symbols

$	dollar(s) (Canadian)
<	less than
>	greater than
…	not available