TECHNICAL REPORT

on the

Fish Project

Esmeralda County, Nevada
USA

Prepared for

MIDNIGHT STAR VENTURES CORP.
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By

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1.0 SUMMARY

The Fish Project is an encouraging, very early stage, exploration project where Midnight Star Ventures Corp. intends to advance the development of the project with additional exploration activities, including drilling. Shaddrick and Associates, a Nevada based sole proprietorship, has been retained by the Company to prepare a technical report conforming to the requirements of Canadian National Instrument NI 43-101. David R. Shaddrick, M.Sc., CPG, P.Geo., the Author of the report and Principal Geologist for Shaddrick and Associates, is a Qualified Person as defined by that instrument.

Mr. Shaddrick visited the Project on July 1, 2014 to review the geologic setting, historic workings, sample locations and claim monuments. The primary sources of information on the Project include the site visit, Mr. Shaddrick's professional experience in the region and the project data files provided by the Company. Units of measurement are quoted in the English system.

Mr. Shaddrick is responsible for the content of this report. He has, with appropriate due diligence, used the published and unpublished scientific works of other experts which are cited in the text and listed in section 19.0 of this report.

The Fish Project is located in Esmeralda County, Nevada about 12 airline miles west of the historic mining town of Tonopah, Nevada. It lies on the eastern flank of Lone Mountain, at approximately latitude 38.05°N, longitude117.47°W. The land holding is made up of 56 unpatented mining claims and covers about 1120 acres. All of the claims occupy public lands administered by the U.S. Bureau of Land Management ("BLM") and all are subject to the ultimate title of the United States. Midnight Star Ventures Corp has an option to acquire 80% of the property subject to an underlying 3% NSR royalty and advanced minimum royalty payments according to the following schedule:

(A) $2,500 on February 28, 2014;
(B) $2,500 on August 28, 2014;
(C) $7,500 on August 28, 2015;
(D) $10,000 on August 28, 2016;
(E) $12,500 on August 28, 2017;
(F) $15,000 on August 28, 2018.

Mr. Shaddrick has reviewed the property information and lease documents provided by the Company as well as the on-line records maintained by the BLM. To the best of his knowledge and belief, the claims are valid until August 31, 2015 and he has relied on the assurances, contained in the lease documents, that the Company controls the property as indicated. A legal opinion regarding title to the property can only come from a lawyer experienced in U.S. Mining Law matters.

At present there are no permits or bonds in place. The Company will have to apply for these prior to commencement of drilling. There are no unique biological or cultural issues currently identified on the project area.

The nearest commercial air service to the Project is at either Reno or Las Vegas, Nevada. From these essentially equidistant cities the Project can be accessed by road, driving 224 miles from Reno or 225 miles from Las Vegas to the Miller's Rest Area and then southeast on a series of unimproved roads approximately 5 miles to the property.

The climate of the Project area is typical of the high desert regions of the Great Basin with warm summers, cool winters and average precipitation of about 5 inches. Winter snowfall is rarely heavy enough to curtail operations. Tonopah, Nevada is the nearest population center and can provide food, lodging and limited project supplies. Heavy equipment and operators are available from numerous small local contractors and major supplies and services are readily available at Reno or Las Vegas. Power and water are readily available and can be purchased locally.

The Fish Project is situated within the topographically distinct Walker Lane belt of the Western Great Basin physiographic province which is characterized by East-West trending arcuate mountain ranges and closed intermountain basins where all streams flow to interior "sinks". The majority of the Project area is gently rolling hills with relatively steep slopes only occurring on the western side. The topography will not impose significant challenges for the construction of mining or milling facilities and there are sufficient surface rights and area for these purposes.

The Lone Mountain District, which includes the Fish Project, was organized in 1864 but significant mining activity did not occur until the early 1900's when several small mines produced minor amounts of silver, copper, gold, lead and zinc ore. Little is known of the activity in the district subsequent to the 1920's but numerous prospect pits, trenches, short adits and shallow shafts bear mute testimony to the fact that the district has been prospected repeatedly to the present day.

Modern exploration began with Atlas Precious Metals who located a large land package in the late 1980's and drilled several reverse circulation rotary holes. No record of the results of this work is available. Claremont Nevada Mines LLC located the current Fish claims in 2006 and 2007 and entered into an option agreement with Minterra Resource Corp. who commenced a program of regional and local geologic mapping, data compilation and prospecting. This work was disclosed in a NI 43-101 compliant technical report by Alan Morris dated November 1, 2007 and filed on SEDAR on November 14, 2007. The exploration program provided a general understanding of the geological framework of the project area and resulted in the identification of widespread, locally strong, silver, gold, copper, zinc and lead mineralization on dumps and mineralized outcrops. Minterra Resource Corp. continued exploration work subsequent to the filing of the Morris report with additional sampling, geologic mapping, and geophysics. The results of this, previously undisclosed, work are discussed in this report. Minterra returned the property to Claremont, the underlying owner, in 2008. The property was then optioned by Portal Resources (US), then Pengram Corporation and ultimately Midnight Star Ventures Corp. No work has been completed subsequent to the Minterra Resource Corp. program.

The Lone Mountain District is located on the western margin of the Basin and Range Tectonic province within a regionally extensive tectonic complex referred to as the "Walker Lane" that represents the transition from the northwesterly trending structures of the Sierra Nevada massif on the west to the northerly trending structures of the Basin and Range Province on the east. The oldest exposed rock units are Neoproterozoic meta-sedimentary rocks – the youngest are Pleistocene and Recent cinder cones and lava flows. Structurally, the Walker Lane is dominated by right lateral faulting with associated internal shear couples and an overprint of late extension. The Fish Property lies on the eastern flank of an elongate domal uplift cored by the +/- 70ma Lone Mountain Granite. The uplift is referred to as an extensional complex and at least one low angle "detachment" fault has been mapped on the eastern side.

Sedimentary rocks exposed on the Fish Project are assigned to the Neoproterozoic Reed and Deep Springs formations and the Cambrian Harkless Formation. All have been contact-metamorphosed, presumably by the intrusion of the Lone Mountain Pluton but possibly by an unexposed tertiary aged pluton at depth. This thermal aureole locally overprints textures and small scale structures that reflect the regional-metamorphism of the Neoproterozoic units. No attempt is made to identify the protoliths of these rocks. Igneous rocks exposed on the project include gabbroic and monzonitic rocks of Cretaceous age and silicic, rhyolitic and lamprophyric rocks, occurring as dikes, of Tertiary age. The project area is structurally complex with early ductile structures related to Neoproterozoic tectonism and brittle structures including faults of at least three ages. A single low-angle normal fault transects the property and appears to cut out significant portions of the sedimentary section. Two generations of high angle faulting are represented by a series of northwesterly trending structures mostly filled by silicic and lamprophyic dikes and a younger set of northeasterly trending faults that cut all of the exposed rocks and structures including, locally, the unconsolidated Quaternary sediments.. Mineralization on the project consists of various iron oxides after metallic sulfides, and a very few primary minerals. Both occurrences contain varying amounts of silver, gold, zinc lead and copper. Alteration consists of silication (skarn metasomatism) of various carbonate rocks, thermal metamorphism, to a varying extent, of all rocks around the Lone Mountain Pluton and locally strong supergene oxidation of preexisting iron sulfide and iron silicate minerals.

The most obvious deposit type to be expected on the Fish Property is simply emplacement of ore minerals as narrow veins, occasionally expanding to broad zones of anastomosing veins and veinlets, along one of the major structural trends. Another strong possibility, a modification of the above, is the occurrence of stratabound zones of skarn-hosted mineralization spatially associated with the contact zone of one or more of the intrusive bodies. The geometry of such occurrences would be tabular and approximate the attitudes of the host sedimentary rocks.

No exploration work has been completed by the Company. Significant work by prior operators has been disclosed in a NI 43-101 compliant report by Morris (2007) however, a significant amount of work was completed following the Morris report and has not been previously disclosed. The latter work included the completion of a geologic map as well as the collection of an additional 22 rock chip samples and two geophysical efforts. This work provided additional detail to the geologic setting and distribution of mineralization over the Project area.

No drilling or sampling has been completed by the Midnight Star Ventures Corp. Work done by prior operators was not subjected to any special preparation, analytical, security or QA/QC procedures. Check samples, as part of this report, confirm the presence of highly anomalous mineralization but were not intended to verify specific values for any sample or volume of rock. This will be part of the next exploration phase.

There have been no mineral processing tests completed as no mineral resources have, as yet, been identified on the property. Additionally, there are no significant properties adjacent to the property and there are no additional relevant data or information other than that discussed in this report.

Review of the geology, alteration and mineralization on the Fish Project strongly indicates the presence of a significant base and precious metal mineral system and the geologic setting, mineralization and alteration are permissive for the occurrence of two relatively distinct deposit types as discussed above. Three generalized target areas have been identified as priority areas for additional exploration. It is concluded that the Fish Project has merit and that further work is warranted.

A two phase program is recommended. Phase one is designed to detail geology and geochemistry of the generalized target areas and to establish the location of actual drill collars for the second phase program of drilling. Phase two is designed to begin initial drilling of encouraging targets as well as to develop additional drill targets. The activities and costs for this work are presented in the following table.

Fish Project Phase One Exploration Program

Activity	Units	Quantity	Rate ($)	Cost ($)
Geology/Permitting/Supervision	Days	10	$650.00	$6,500
Travel Expenses (room & board)	Days	10	$100.00	$1,000
Mileage	Miles	800	$0.60	$480
			Subtotal	**$7,980**
Claim Staking/Filing (1 Claim)	Claim	1	$350.00	$350
			Subtotal	**$350**
Geochemical Sampling (Soils/Rocks)	Samples	160	$20	$3,200
Geochemical Sampling (Assays)	Analyses	160	$40	$6,400
			Subtotal	**$9,600**
			Contingency (15%)	$2,637
			Total	**$20,567**

Fish Project Phase Two Exploration Program

Activity	Units	Quantity	Rate ($)	Cost ($)
Geology/Permitting/Supervision (days)	Days	10	$650.00	$6,500
Travel Expenses (room & board)	Days	10	$100.00	$1,000
Mileage	Miles	800	$0.60	$480
			Subtotal	**$7980**
Geochemical Sampling (Soils/Rocks)	Samples	20	$20	$400
Geochemical Sampling (Assays)	Analyses	20	$40	$600
			Subtotal	**$1,000**
Drilling (5 RCR holes at 500'/hole)	Feet	2,500	$28.00	$70,000
Drill Sample Assaying	Analyses	500	$30.00	$15,000
Drill Site Preparation & Reclamation (per drill site)	Sites	5	$1,500.00	$7,500
			Subtotal	**$92,500**
			Contingency (5%)	$5,074
			Total	**$106,554**

2.0 INTRODUCTION

2.1 GENERAL

The Fish Project (the "Project" or the "Property") is a very early stage exploration project with widespread, locally strong, mineralization identified in a geologic setting amenable to the occurrence of significant mineral deposits. Midnight Star Ventures Corp. (the "Company" or "Midnight Star") intends to continue the development of the project with additional exploration activities, including drilling, as detailed in section 18.0 of this report.

2.2 TERMS OF REFERENCE

Shaddrick and Associates ("S&A"), a Nevada based sole proprietorship, has been retained by the Company to prepare a technical report conforming to the requirements of Canadian National Instrument NI 43-101 ("NI 43-101"). The report is to be used by the Company in various regulatory, promotional and marketing activities. David R. Shaddrick, M.Sc., CPG, P.Geo. (the "Author"), Principal Geologist for Shaddrick and Associates, is a Qualified Person ("QP") as defined by NI 43-101.

The terms of reference for this assignment are:

- Review the available data on the project area as well as appropriate published scientific literature
- Visit the project and the locations of the recent work
- Review geological, geochemical and geophysical data and interpretations resulting from exploration work carried out subsequent to a NI 43-101 compliant technical report by Morris (2007)
- Verify the results of the exploration work where appropriate
- Prepare a technical report conforming to the standards of NI 43-101

2.3 UNITS OF MEASURE

Units of measurement are quoted in the English system. Assay and analytical results for base and precious metals are quoted in parts per million ("ppm"), parts per billion ("ppb"), or ounces (troy) per short ton ("opt"). Where ppm or grams per metric tonne ("gpt") have been converted to opt a conversion factor of 0.02916 has been used. Values contained in referenced reports by others are quoted in the units of the original document. All currency descriptions in this report are in US dollars unless otherwise noted.

2.4 SOURCES OF INFORMATION

The Author visited the Project on July 1, 2014 in company with Mr. E.L. "Buster" Hunsaker III, representative of the underlying owner, Claremont Nevada Mines LLC ("Claremont"), who provided data and unpublished reports on the Project. The visit included inspection of the geologic setting, historic workings, the recent sample locations and claim monuments.

The primary sources of information on the Project include the site visit, the Authors professional experience in the region and the project data files provided by the Company.

3.0 RELIANCE ON OTHER EXPERTS

The Author is responsible for the content of this report. He has, with appropriate due diligence, used the published scientific work of other experts which is cited in the text and listed in section 19.0 of this report. Unpublished reports, data and maps by previous workers have also been used, with appropriate due diligence, and are cited in the text and in section 19.0 of this report.

The Author has relied on the representations of Claremont in the agreements referred to in section 4.2 regarding title to the property.

4.0 PROPERTY DESCRIPTION AND LOCATION

4.1 DESCRIPTION AND LOCATION

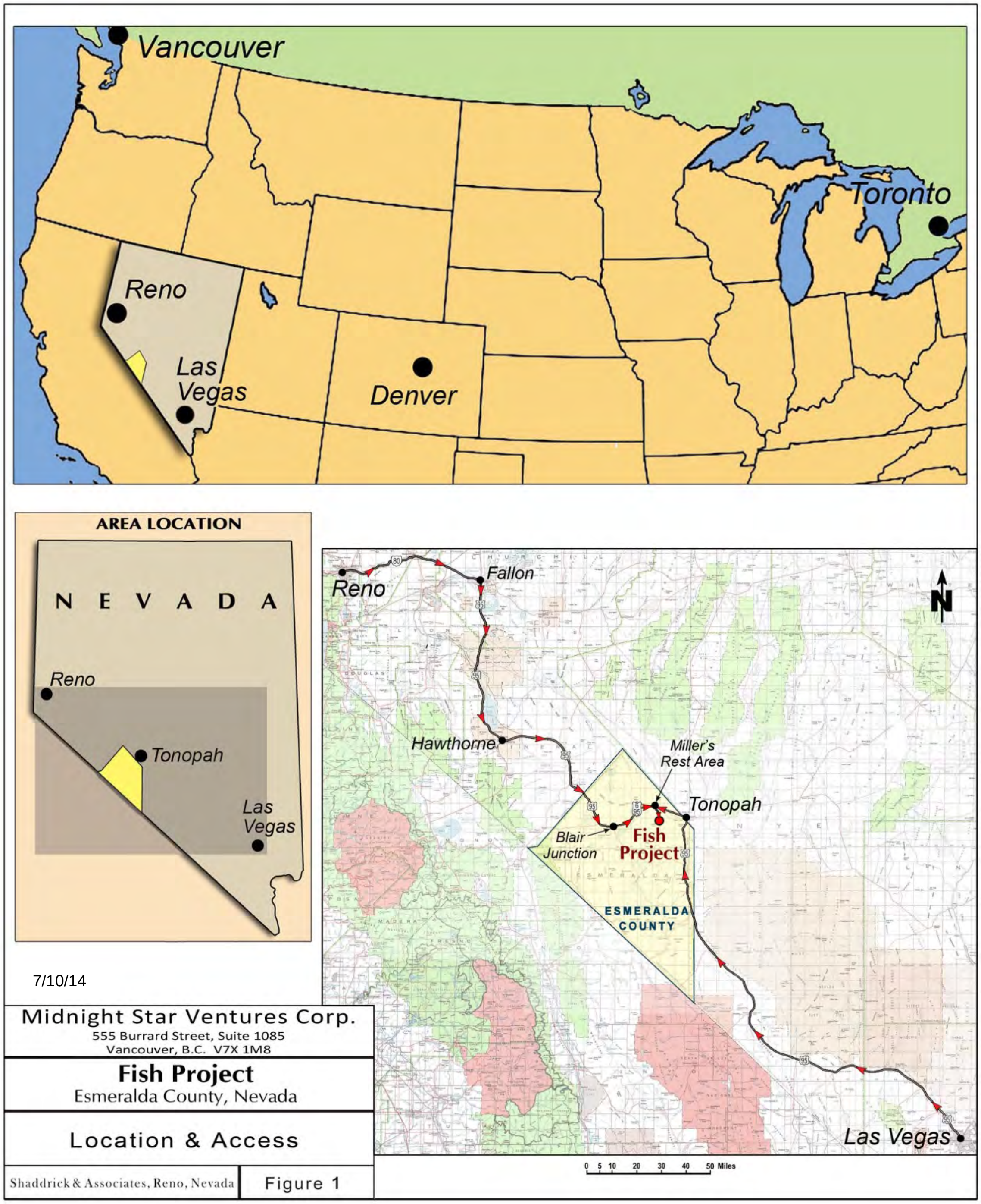
The Fish Project is located in Esmeralda County, Nevada (fig. 1). It lies on the eastern flank of Lone Mountain about 12 airline miles west of the historic mining town of Tonopah, Nevada at approximately latitude 38.05°N, longitude117.47°W. The property occupies all or part of sections 1, 2, 3, 10, 11, and 12 of Township 2 North, Range 40 E, and sections 34, 35, and 36, Township 3 North, Range 40 East., MDB&M, in the Lone Mountain Mining District (Tingley, 1992), Esmeralda County, Nevada. The land holding is made up of 56 unpatented mining claims and covers about 1120 acres (fig. 2; Table 1).

All of the unpatented mining claims comprising the Fish Property occupy public lands administered by the U.S. Bureau of Land Management (“BLM”) and all are subject to the ultimate title of the United States. They have been filed with both the BLM and Esmeralda County as required by law and have an expiry date of August 31, 2015. On or before the expiry date an annual rental payment of $155.00 per claim will be due to the BLM to maintain the claims for another year. In addition, a “Notice of Intent to Hold” must be filed with Esmeralda County on or before November 1 of each year. The filing requires a payment of $10.50 per claim and a document charge of $4.00.

The Author has reviewed the property information provided by the Company and the on-line records maintained by the BLM. To the best of his knowledge and belief, the claims are valid until August 31, 2015.

4.2 ROYALTIES AND AGREEMENTS

The Company has an option to acquire 80% of the property from Pengram Corporation who retain an option (carried) to acquire 20% of the property subject to an underlying 3% NSR royalty due to Claremont. Two percent of this royalty may be purchased by the Company for $500,000 per percentage point. All of the following obligations are the responsibility of the Company.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Midnight Star Ventures Corp.
555 Burrard Street, Suite 1085
Vancouver, B.C. V7X 1M8
Fish Project
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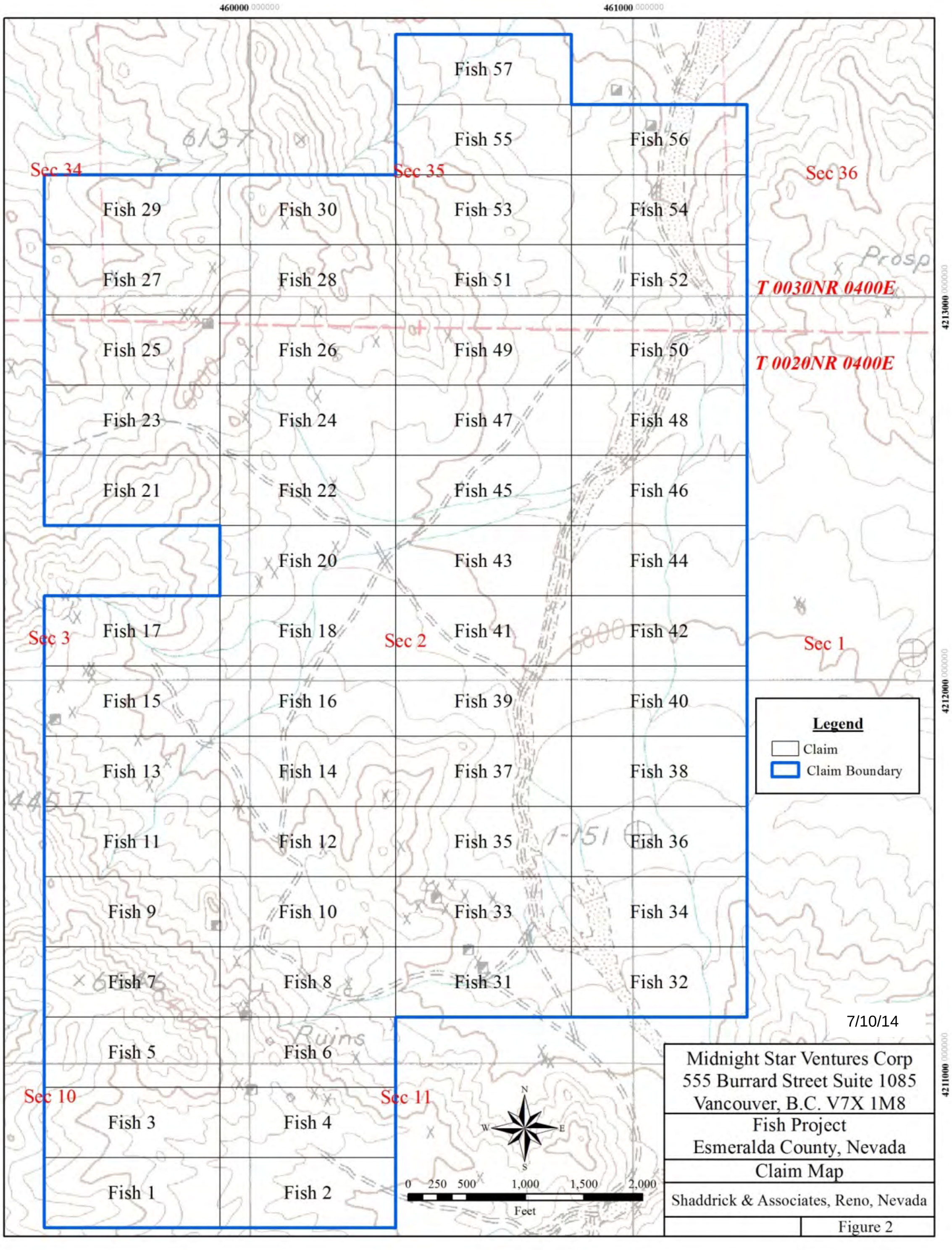
Location & Access
Shaddrick & Associates, Reno, Nevada
Figure 1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Midnight Star Ventures Corp
555 Burrard Street Suite 1085
Vancouver, B.C. V7X 1M8
Fish Project
Esmeralda County, Nevada
Claim Map
Shaddrick & Associates, Reno, Nevada
Figure 2

TABLE 1: Claim List

Number	County	County Number	NMC#	Number	County	County Number	NMC#
1	Esmeralda	167753	962482	30	Esmeralda	167766	962495
2	Esmeralda	167754	962483	31	Esmeralda	166991	948568
3	Esmeralda	167755	962484	32	Esmeralda	167767	962496
4	Esmeralda	167756	962485	33	Esmeralda	166992	948569
5	Esmeralda	166975	948552	34	Esmeralda	167768	962497
6	Esmeralda	166976	948553	35	Esmeralda	167769	962498
7	Esmeralda	166977	948554	36	Esmeralda	167770	962499
8	Esmeralda	166978	948555	37	Esmeralda	167771	962500
9	Esmeralda	166979	948556	38	Esmeralda	167772	962501
10	Esmeralda	167757	962486	39	Esmeralda	167773	962502
11	Esmeralda	166980	948557	40	Esmeralda	167774	962503
12	Esmeralda	166981	948558	41	Esmeralda	167775	962504
13	Esmeralda	166982	948559	42	Esmeralda	167776	962505
14	Esmeralda	166983	948560	43	Esmeralda	167777	962506
15	Esmeralda	166984	948561	44	Esmeralda	167778	962507
16	Esmeralda	167758	962487	45	Esmeralda	167779	962508
17	Esmeralda	166985	948562	46	Esmeralda	167780	962509
18	Esmeralda	167759	962488	47	Esmeralda	167781	962510
20	Esmeralda	167760	962489	48	Esmeralda	167782	962511
21	Esmeralda	166987	948564	49	Esmeralda	167783	962512
22	Esmeralda	167761	962490	50	Esmeralda	167784	962513
23	Esmeralda	166988	948565	51	Esmeralda	167785	962514
24	Esmeralda	167762	962491	52	Esmeralda	167786	962515
25	Esmeralda	166989	948566	53	Esmeralda	167787	962516
26	Esmeralda	166990	948567	54	Esmeralda	167788	962517
27	Esmeralda	167763	962492	55	Esmeralda	167789	962518
28	Esmeralda	167764	962493	56	Esmeralda	167790	962519
29	Esmeralda	167765	962494	57	Esmeralda	167791	962520

The option may be exercised by delivering to Claremont $1,000 in connection with the delivery of: 1) a mine plan of operations approved by the appropriate regulatory agencies or, 2) a final feasibility study for the property approved by Claremont's management. In addition, the Company is obligated to pay advanced minimum royalty payments according to the following schedule:

(A) $2,500 on February 28, 2014;

(B) $2,500 on August 28, 2014;

(C) $7,500 on August 28, 2015;

(D) $10,000 on August 28, 2016;

(E) $12,500 on August 28, 2017;

(F) $15,000 on August 28, 2018.

Documents have been provided to the Author indicating the granting of an option, by Claremont, to acquire 100% of the property, subject to an underlying three percent royalty retained by Claremont, to Portal Resources US Inc. ("Portal") and the subsequent transfer of that option, or a portion thereof, with the same terms as detailed above, to succeeding companies as follows:

> *Claremont (underlying owner) grants (on 8/28/08) an option for 100% to Portal who grants (on 8/28/13) an option for 100% to Pengram Corporation who grants (on 8/28/13) an option for 80% to Midnight Star with Pengram Corporation retaining a "carried" 20%.*

The Author has reviewed these documents and is satisfied that the Company controls the property as indicated. He has relied on the representations of Claremont that it holds clear title to the claims as indicated, however, a legal opinion regarding title to the property can only come from a lawyer experienced in U.S. Mining Law matters.

4.3 ENVIRONMENTAL LIABILITIES AND PERMITS

At present there are no permits or bonds for surface disturbance in place. The Company will have to apply for these prior to commencement of work causing significant disturbance.

Surface use for mining purposes on unpatented mining claims is guaranteed by the Mining Law of 1872, however, permits must be obtained from the BLM prior to any "non-casual" surface disturbance. This process is defined by the Federal Land Policy and Management Act of 1976 ("FLPMA") as well as subsequent legislation and agency rulemaking. Reclamation bonds are required prior to any disturbance. Project permitting and bonding standards are well established and understood by all agencies.

There are no unique biological or cultural issues currently identified on the project area. Standard mitigation/avoidance procedures for such things as sage grouse mating periods, sensitive plant species and introduction of noxious weed species are included as part of the permitting process.

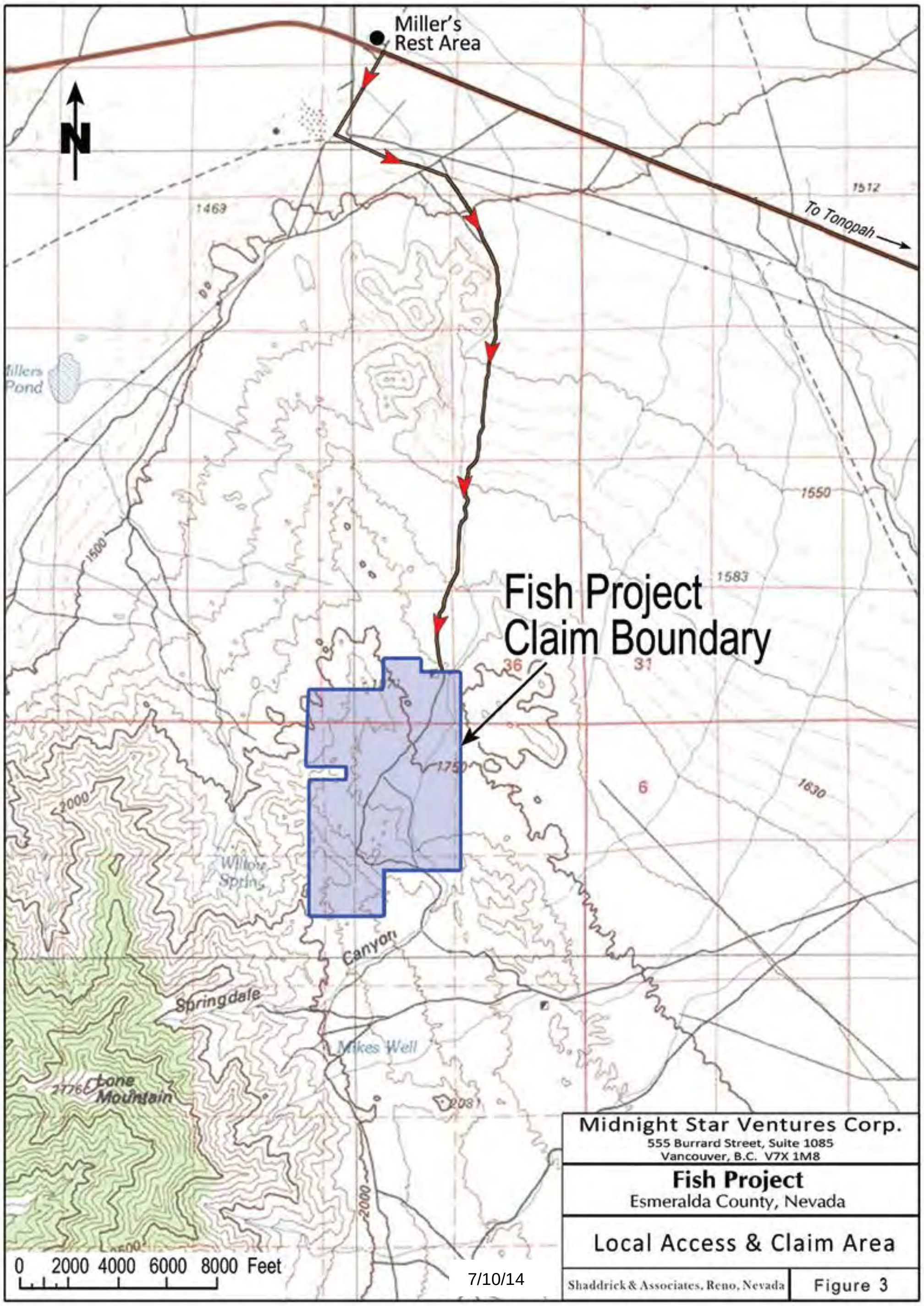
5.0 ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY

5.1 ACCESSIBILITY

The nearest commercial air service to the Project is at either Reno or Las Vegas, Nevada. From these essentially equidistant cities the Project can be accessed by road, driving 224 miles from Reno or 225 miles from Las Vegas to the Miller's Rest Area (fig. 1). From Miller's, the Project can be accessed by a series of unimproved roads driving south along the Miller's Mill road then east on the pole line road and then south again on to the property, a total of approximately 5 miles (fig. 3).

5.2 CLIMATE

The climate of the Project area is typical of the high desert regions of the Great Basin. Temperatures vary widely from summer highs of about 100°F (average approximately 92°F) and winter lows occasionally reaching 10 to 15 degrees below zero Fahrenheit (average approximately 20°F).



Average precipitation is about 5 inches mostly as snow in the winter months with limited summer rains. Monsoonal thunderstorms occur locally and can create strong downpours and flash flooding. Winter snowfall is rarely heavy enough to curtail operations.

5.3 LOCAL RESOURCES AND INFRASTRUCTURE

Tonopah, Nevada is the nearest population center and can provide food, lodging and limited project supplies. It is the Nye County Seat as well as the location of the BLM district office responsible for permitting activities on the Project.

Heavy equipment and operators are available from numerous small local contractors. Major exploration and mining supplies and services are readily available at Reno or Las Vegas.

Power is available from a major power line less than 5 miles to the north of the project. Sources of water for drilling and other exploration related uses are available in the local area.

5.4 PHYSIOGRAPHY

The Fish Project is situated within the topographically distinct Walker Lane belt of the Western Great Basin physiographic province. East-west trending arcuate mountain ranges and intermountain basins characterize the area and reflect the underlying structural setting. The entire region is a closed drainage system with all streams flowing to interior “sinks”.

The Fish claims range from an elevation of 5,700 feet AMSL at the eastern margin up to 6,546 feet AMSL on the eastern flank of Lone Mountain. The majority of the Project is gently rolling hills with relatively steep slopes only occurring on the western side. The topography will not impose significant challenges for the construction of mining or milling facilities and surface rights and available area are adequate for such purposes.

5.5 VEGETATION

Vegetation over the project area is typical of the Great Basin high desert with sparse sagebrush and limited shrubs and grasses on the lower slopes and a very few juniper and pinion trees at the higher, western, elevations.

6.0 HISTORY

The earliest activity in the Lone Mountain area is reported to have been by Mexican miners in the early 1860’s (Morris, 2007). The district was organized in 1864 (Tingley, 1992) but significant mining activity did not occur until the early 1900’s when several small mines produced minor amounts (6,333 tons) of silver, copper, gold, lead and zinc ore (Lincoln, 1923). Little is known of the activity in the district subsequent to the 1920’s but numerous prospect pits, trenches, short adits and shallow shafts bear mute testimony to the fact that the district has been prospected repeatedly to the present day.

Anecdotal evidence from E.L. Hunsaker, representative for Claremont (personal communication, 2014) indicates that Atlas Precious Metals located a large land package, including the area of the current Fish claims, in the late 1980’s. Several reverse circulation rotary holes were drilled with “some mineralization” but no record of the results is available.

Claremont located the current Fish claims in 2006 and 2007 and entered into an option agreement with Minterra Resource Corp ("Minterra") who commenced a program of regional and local geologic mapping, data compilation and prospecting. This work resulted in a general geologic map of the property and the collection of 8 dump and 42 rock chip and chip channel samples intended to characterize the geochemistry of the exposed mineralized rocks. The results of this program were disclosed in a NI 43-101 compliant technical report by Alan Morris dated November 1, 2007 and filed on SEDAR on November 14, 2007. This work provided a general understanding of the geological framework of the project area and resulted in the identification of widespread, locally strong silver, gold, copper, zinc and lead mineralization on dumps from prospect pits and exploration adits as well as a number of mineralized outcrops.

Minterra continued exploration work subsequent to the filing of the Morris report including: taking an additional 22 samples, the completion of a geologic map, a regional geophysical summary and an informal VLF survey of the property. They returned the property to Claremont, the underlying owner, in 2008. All sample results are summarized in Appendix 1.

The results of the most recent, previously undisclosed, Minterra work are discussed in Section 9.0 EXPLORATION rather than here in order to provide context for a discussion of identified targets and recommended programs.

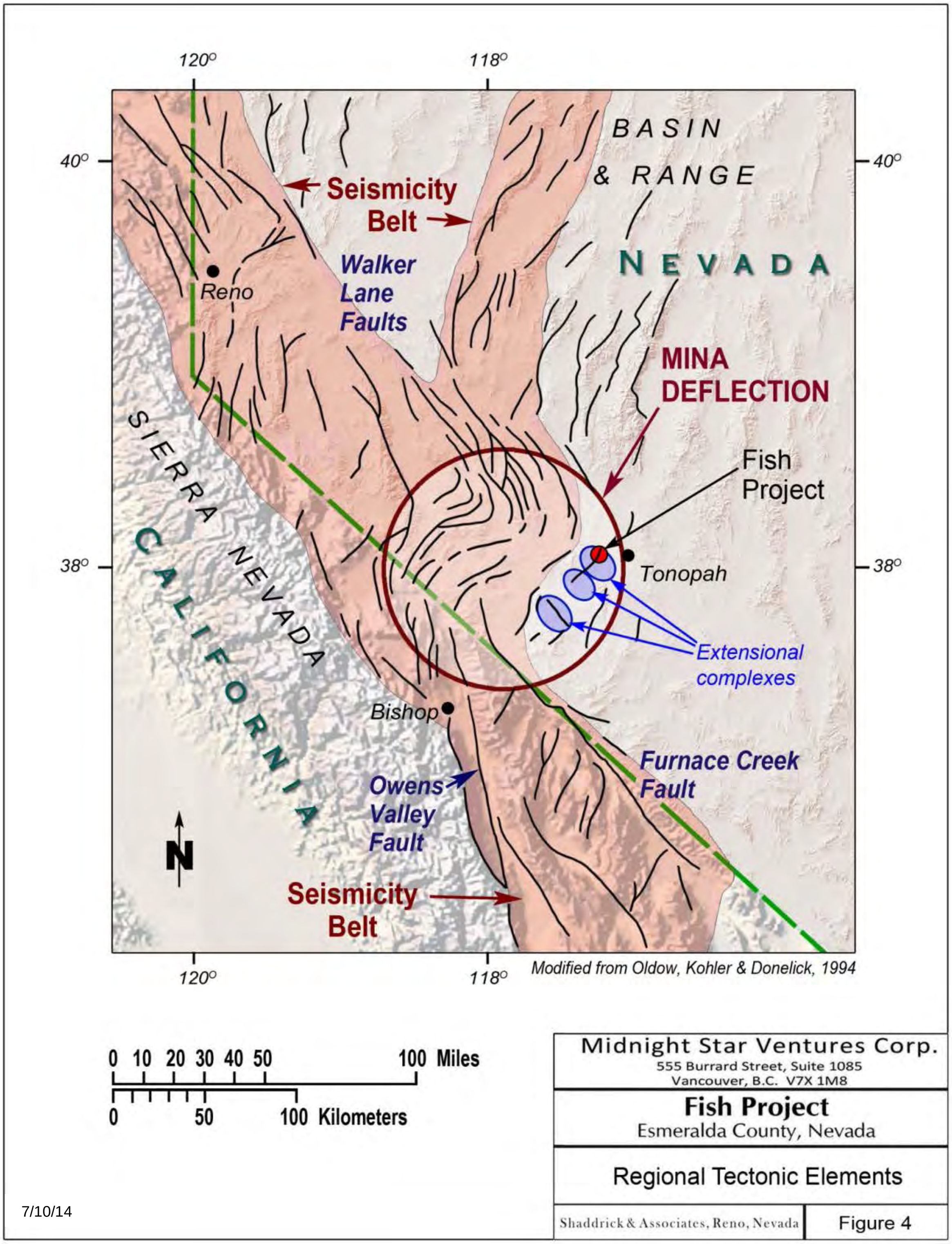
7.0 GEOLOGICAL SETTING AND MINERALIZATION

7.1 DISTRICT GEOLOGY

The Property is located in a region of extremely complex geology and the following description is necessarily simplified and abridged. The published scientific literature, cited in the text and referenced in Section 19.0, provide considerably more detail.

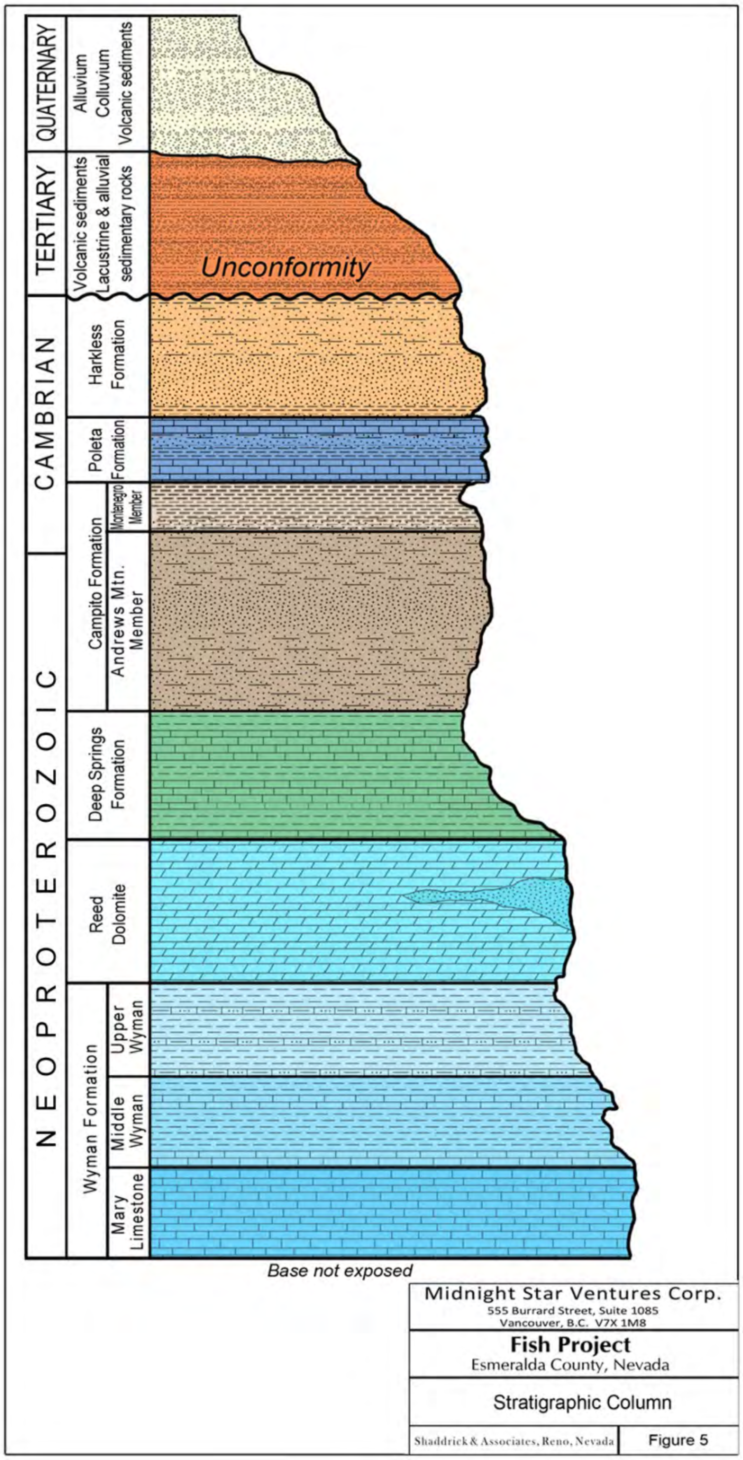
The Lone Mountain District is located on the western margin of the Basin and Range Tectonic province within a regionally extensive tectonic complex referred to as the "Walker Lane" (fig. 4). This feature is a distinct, roughly 500 mile long, 50 to 100 mile wide, north-northwesterly trending structural zone that represents the transition from the northwesterly trending structures of the Sierra Nevada massif on the west to the northerly trending structures of the Basin and Range Province on the east. Within the Walker Lane, the oldest exposed rock units are Neoproterozoic meta-sedimentary rocks – the youngest are Pleistocene and Recent cinder cones and lava flows. Structurally, the Walker Lane is dominated by right lateral faulting with associated internal shear couples and an overprint of late extension (Oldow, 2003).

The district is underlain by a northwesterly trending, doubly-plunging anticline cored by a +/-70 Ma pluton of approximately quartz monzonite composition (Maldonado, 1984). The anticline and intrusive core are referred to as the Lone Mountain Extensional Complex (Oldow 2003) which is the most northeasterly of three en echelon extensional complexes in the region (fig. 4).



7.1.1 Stratigraphy

The Lone Mountain District is underlain by Neoproterozoic to quaternary sedimentary rocks which are described, oldest to youngest, as follows (fig. 5):



Wyman Formation (Late Proterozoic)

The Late Proterozoic Wyman Formation is the oldest rock unit in the area. It consists of siltstone, shale, and sandstone with intercalated carbonate beds. The unit is regionally metamorphosed and strongly deformed resulting in a lithologic assemblage of schist, hornfels, quartzite, and tactite (skarn) in the district. The unit ranges from 0 to 3000 feet thick in the Lone Mountain district (Maldonado, 1984).

Reed Dolomite (Late Proterozoic)

Overlying the Wyman is the Reed Dolomite, a massive tan sugary textured dolomite. In the type locality, the Reed Dolomite "consists of white to medium grey, yellowish grey, and pale yellowish brown medium to coarsely crystalline dolomite" (Bonham and Garside, 1979). The Reed has a transitional and conformable contact with the underlying Wyman and the contact is usually mapped at the transition from marble and calcsilicate to massive dolomite. A few quartzite, siltstone, and remnant limestone beds have been noted within the Reed but they are local and minor. Thickness is up to 2950 feet thick in the Lone Mountain Area but this may include some structural repetition in the upper part of the section (Maldonado, 1984).

Deep Springs Formation (Late Proterozoic)

The Deep Springs marks a change in depositional environment from massive carbonate to interbedded carbonate and clastic rocks. The unit consists of alternating thin-bedded grey marble, mica schist, and occasional light grey quartzite. The contact is placed at the change from massive dolomite to distinctly bedded limestone, dolomite, and sandstone. The contact with the underlying Reed is transitional and it can be difficult to pinpoint in the field. The thickness of the Deep Springs ranges from 0 to 1500 feet in the Lone Mountain area (Maldonado, 1984).

Campito Formation – Andrews Mountain Member (Early Cambrian and Late Proterozoic)

The Andrews Mountain Member is a quartzite with minor coarse siltstone, predominately dark greenish grey in color but ranges to olive-grey, pale brown, yellowish-grey and grayish-red. Thickness is 0 to 260 feet (Maldonado, 1984).

Poleta Formation

The Poleta is subdivided into three members. The lower and upper members are dominantly limestones separated by a middle member of siltstone, quartzite and minor limestone.

Harkless Formation (Early Cambrian)

In the Lone Mountain area the Harkless has been metamorphosed to a dark hornfels with occasional interbeds of dark quartzite and limestone. Silty beds are now spotted andalusite hornfels and quartz-biotite-muscovite phyllite and schist. Total thickness of the Harkless in the district is estimated at 0 to 1,000 feet but the true thickness is unknown as neither the stratigraphic top nor bottom is exposed (Bonham and Garside, 1979). The top of the Harkless is everywhere in the district marked by a profound unconformity.

Tertiary and Quaternary Rocks

Rocks deposited on the erosion surface include various consolidated and unconsolidated volcanic, lacustrine, alluvial and colluvial sediments exposed over the majority of the district.

7.1.2 Igneous Rocks

Igneous rocks exposed in the district range from mafic and locally ultramafic dikes and sills to felsic plutons and dikes. They are described, oldest to youngest as follows (Albers and Stewart, 1972; Bonham and Garside, 1979; Maldonado, 1986):

Gabbro (Cretaceous > 110 ma)

The gabbro is the oldest igneous rock in the district and may have been emplaced early in the Lone Mountain granitic event or possibly as a separate, earlier event. It shows sharp contacts with the Harkless Formation and appears to have been emplaced sub-parallel to bedding and is also found as roof pendants in the felsic stock.

Quartz Monzodiorite (Cretaceous)

The monzodiorite (plagioclase, quartz, microcline, biotite) intrudes the Harkless Formation and the early gabbro but is in turn cut by the Miocene dikes. It is likely that it is part of a complex, long lived, intrusive event that includes the Lone Mountain Pluton (below).

Lone Mountain Pluton (Cretaceous +/-70 Ma)

This is the predominant igneous rock in the Lone Mountain District. It intrudes all of the Paleozoic and Mesozoic sedimentary, metamorphic, and igneous rocks described previously and is in turn cut by Miocene dikes, plugs and sills. The unit has some variability in composition and texture but is mostly a very light gray, coarse to medium grained, hypidiomorphic-granular biotite granite. A porphyritic phase, occasionally found near the margins of the intrusive, contains orange-pink microcline phenocrysts up to a half-inch in size.

The pluton shows a weak gneissic texture near its contact with the surrounding country rock, indicating some plastic flow during or shortly after emplacement. K-Ar dates on micas give an average age of about 70 Ma for the pluton (Bonham and Garside, 1979).

Albers and Stewart (1972) suggest the possibility, based on similar composition and age, that the Lone Mountain granite is continuous at depth with several other intrusive exposures to the West and, ultimately, the Sierra Nevada Batholith.

Silicic/Rhyolitic Porphyry Dikes, Sills, and Plugs (Miocene)

These small intrusive features are found in either in a northwest trending zone about 3 miles wide and 12 miles long on the east and northeast sides of Lone Mountain (silicic dikes) or as minor east, northeast trending dikes in the southern part of the Lone Mountain district (rhyolitic dikes) (Maldonado, 1986). Although some workers separate these rocks based only on the difference in orientation and subtle compositional changes there is no evidence to support the idea of separate intrusions and, since the rhyolite dikes are not mapped on the Fish Project, such a separation is not useful for this report.

In some places, including the northwest corner of the Fish claims, silicic dikes can make up 50% of the outcrops with the country rock forming elongate screens between the dikes. They commonly parallel the strike of the sedimentary rocks but are discordant to dip whereas the minor rhyolite dikes, in the southern part of the district, occur only within the Lone Mountain Pluton. Most of the dikes dip within 10° of vertical.

All of the dikes are variations on rhyolite porphyry with relatively minor compositional and textural changes. They are all leucocratic ranging from white to light gray, yellowish grey, and pinkish gray. Compositions are commonly very fine grained quartz, feldspar, and sparse biotite in a matrix, commonly spherulitic, of alkali feldspar and quartz. Silicic dikes that intrude the sedimentary rocks show more abundant quartz and feldspar phenocrysts than those cutting the older intrusive rocks. They also exhibit resorbed quartz eyes and contain trace primary pyrite. Dikes cutting the intrusive tend to have fewer phenocrysts and lack the resorbed quartz eyes.

The silicic dike swarm may represent the upper fingers of an intrusive body at depth that has domed the overlying rocks opening tension cracks that then filled with magma. Zircon fission track dating returns a 22.1 Ma age for these rocks (Bonham and Garside, 1979). No age is available for the rhyolite dikes and the Tertiary age ascribed to them appears to be based only on their cross cutting relationship with the Cretaceous intrusive rocks.

Lamprophyre Dikes (Miocene)

For the most part lamprophyre dikes are the youngest igneous event in the district but are occasionally cut by felsic Miocene dikes. Dikes range in thickness from a few inches to a few hundred feet, however most are only a few feet wide. Lamprophyre dikes are most common in the Lone Mountain Pluton where they intrude along joints in the granite.

Lamprophyre dikes are composed of prominent hornblende phenocrysts in a fine-grained matrix of plagioclase, augite and alkali feldspar with accessory apatite and magnetite. A few dikes have a very coarse-grained pegmatite texture with interstitial micrographic quartz, biotite, and alkali feldspar. Almost all of the dikes have been altered with abundant calcite, chlorite, and epidote replacement of the original minerals.

7.1.3 Structure

The dominant fault geometry of the region is high-angle, northwesterly trending, right-lateral strike-slip faulting reflecting the regional shear systematics of the Walker Lane.

This regional generalization is overprinted and disrupted in the Lone Mountain area by two superposed, interrelated, regional features; the Lone Mountain Extensional Complex and the Mina Deflection (figs. 4 and 6). The Mina Deflection is interpreted by Oldow, Kohler and Donelick (1994) to be a structural accommodation zone between the differing stress regimes of the Furnace Creek-Owens Valley fault systems on the south and the central Walker Lane Belt on the north (fig. 4). The Lone Mountain Extensional Complex, a northwesterly trending, doubly-plunging, elongate anticlinal uplift of Neoproterozoic and Paleozoic rocks cored by an Late Cretaceous/Early Tertiary (~ 70ma) granite, is the easternmost of three such extensional complexes (figs. 4 & 6). It lies on the southeastern edge of the Mina Deflection and further disrupts the basic transverse structural systematics of the Walker Lane producing a complex mix of low and high angle extensional structural fabrics.

7.2 PROJECT GEOLOGY

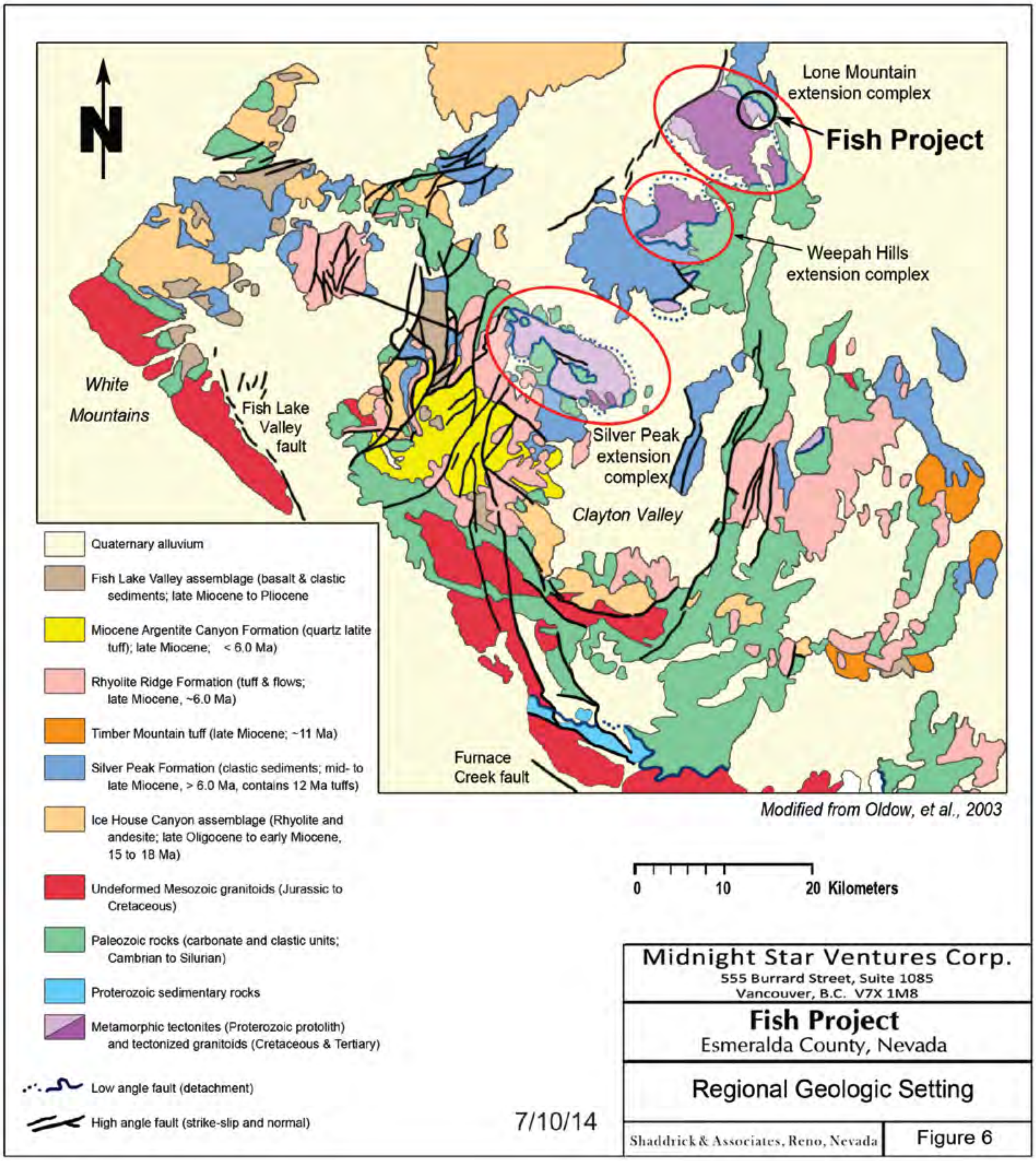
The project scale details of the Geologic setting have been mapped by Raabe (2007) at a scale of 1”=500’. The results of this work are presented as Figure 7.

7.2.1 Sedimentary Rocks

Sedimentary rocks exposed on the Fish Project are assigned by Raabe (2007) to the Reed, Deep Springs and Harkless formations (fig. 5). All have been contact-metamorphosed, presumably by the intrusion of the Lone Mountain Pluton but possibly by an unexposed Tertiary aged pluton at depth. This thermal aureole locally overprints textures and small scale structures that reflect the regional-metamorphism of the Neoproterozoic units. No attempt is made here to identify the protoliths and the following are field descriptions derived from the Author’s field visit and his review of the following literature: Morris (2007), Maldonado (1984), Bonham and Garside (1979) and Albers and Stewart (1972).

Oldest to youngest:

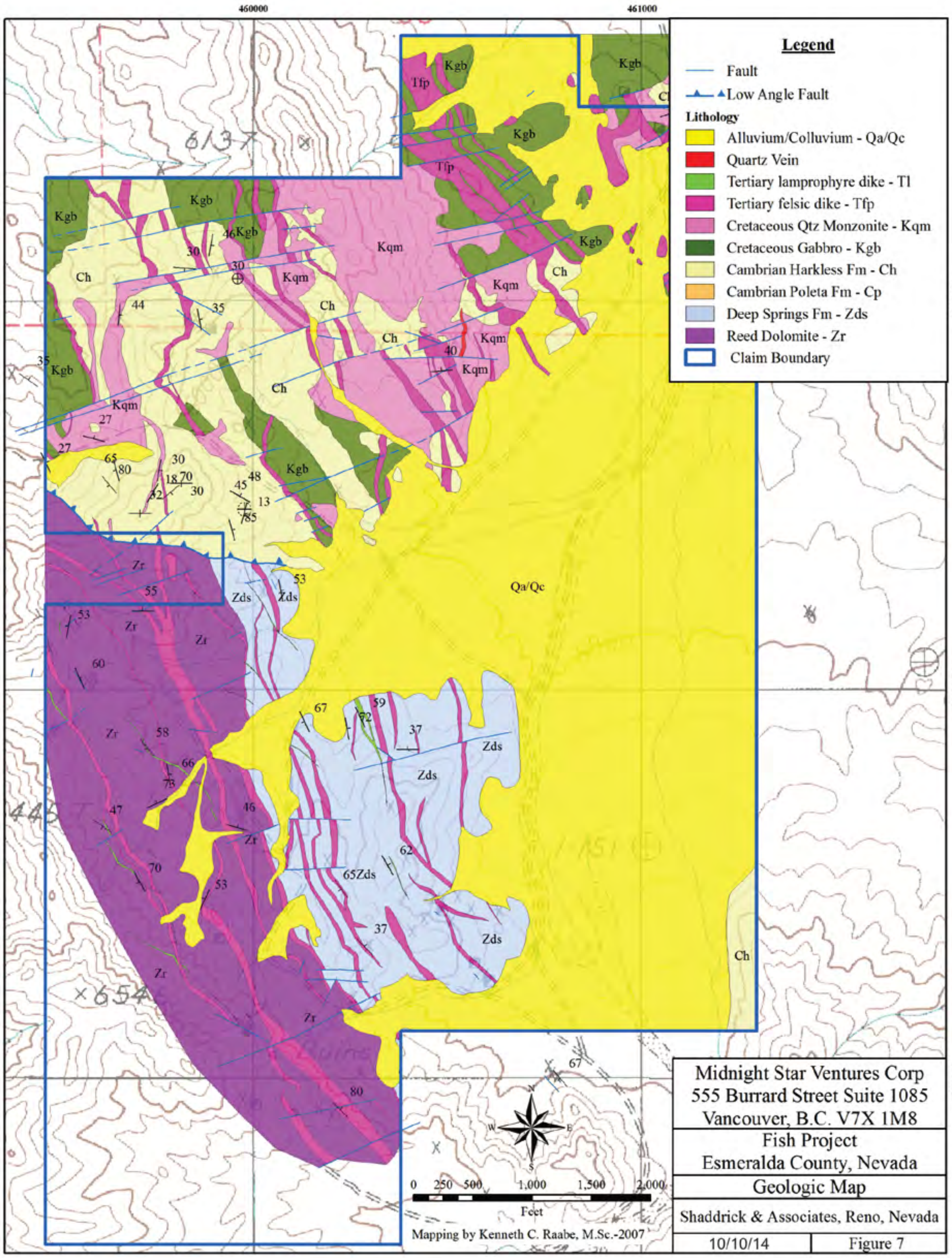
Reed Formation: mostly massive tan-weathering white, sugary textured, recrystallized dolomite or marble. The Reed is relatively unsheared due to the high ductility of massive carbonates. Relect folding and slip structures are found within the scattered clastic beds.
Deep Springs: Thin marble beds, impure limestone/hornfels, calcareous quartzite and schistose rocks. Locally, impure limestone beds have been metamorphosed to a hornfels consisting of calcite, tremolite, zoisite, chlorite, sericite, and potassium feldspar. Quartzite beds are laminated and occasionally cross-bedded and have been locally metamorphosed to a mosaic of quartz, potassium feldspar, sericite, calcite, and actinolite. Schist layers (metapelites) are composed of quartz, potassium feldspar, and sericite.



Harkless: The rocks assigned to the Harkless Formation have been described by Morris (2007) as "a dark hornfels with occasional interbeds of dark quartzite and limestone. Silty beds are now spotted andalusite hornfels and quartz-biotite-muscovite phyllite and schist."

7.2.2 Igneous Rocks

Raabe (2007) maps gabbroic and monzonitic rocks of Cretaceous age and silicic and lamprophyric rocks, mostly dikes, of Tertiary age. The petrography and intrusive sequence for these rocks are adequately described in section 7.1.2 above.


Legend
Fault
Low Angle Fault
Lithology
Alluvium/Colluvium - Qa/Qc
Quartz Vein
Tertiary lamprophyre dike - Tl
Tertiary felsic dike - Tfp
Cretaceous Qtz Monzonite - Kqm
Cretaceous Gabbro - Kgb
Cambrian Harkless Fm - Ch
Cambrian Poleta Fm - Cp
Deep Springs Fm - Zds
Reed Dolomite - Zr
Claim Boundary
Midnight Star Ventures Corp
555 Burrard Street Suite 1085
Vancouver, B.C. V7X 1M8
Fish Project
Esmeralda County, Nevada
Geologic Map
Shaddrick & Associates, Reno, Nevada
10/10/14
Figure 7
Mapping by Kenneth C. Raabe, M.Sc.-2007
0 250 500 1,000 1,500 2,000
Feet

7.2.3 Structure

The structural architecture of the project area reflects its position on the flanks of a dome or doubly plunging anticline cored by a large body of intrusive rock. The intrusive rocks are generally massive but local flow banding and contact shearing occur. Surrounding sedimentary rocks in the project area generally strike northwest and dip both northeast and southwest at angles ranging from ~30° to 70° implying the presence of small scale folding or faulting that has not been captured in the mapping.

The oldest structural elements exposed in the project area are ductile folds and shears related to the very early regional metamorphism of the Neoproterozoic rocks. No work has been done to allow a discussion of these structures and they do not appear to bear any relationship to the occurrence of mineralization. All subsequent structural elements are brittle structures including faults, joints and fractures.

A single northwest-trending, low-angle fault (upper plate on the north side) cuts the Neoproterozoic and Cambrian sedimentary rocks across the project area. Its relationship to the Lone Mountain Pluton is unclear from the available work but it is clearly cut by the Tertiary age dikes. There is some confusion in the literature as to whether this is an extensional (normal/detachment) or compressional (thrust) fault but it seems probable, given the tectonic setting and the fact that it cuts out large thicknesses of sedimentary rocks while retaining the younger-over-older geometry of normal faulting, that it is an extensional feature related to the uplift of the Lone Mountain Anticline. On the other hand, the singular, discrete, nature of this structure is uncommon in detachment terranes where a broad decollement zone of structural disruption is characteristic. This may simply reflect the fact that the current knowledge base is limited.

Cutting the low angle structure and the Lone Mountain Quartz Monzonite are a series of northwesterly trending structures mostly filled by silicic dikes and, rarely, lamprophyres. There is evidence in the Raabe (2007) mapping that this group of structures has been reactivated over time and in places cuts the felsic dikes.

The youngest structures appear to be northeasterly trending faults that cut all of the exposed rocks and structures including, locally, the unconsolidated Quaternary sediments. There is some evidence in the literature (Maldonado, 1986; Bonham and Garside, 1979 ; Raabe, 2007) that these structures have a long history of reactivation beginning in the Late Tertiary and continuing to the present.

The traces of both the northeast and northwest trending faults indicate that they are high angle but no sense of offset amounts or dip orientation is indicated in the mapping. All workers agree that they exhibit both strike-slip and dip-slip components.

7.3 MINERALIZATION AND ALTERATION

Mineralization on the project consists of various iron oxides after metallic sulfides, and a very few primary minerals. Both occurrences contain varying amounts of silver, gold, zinc lead and copper. No microscopic work or other paragenetic studies have been completed to date. The mineralization is commonly associated with identifiable structures and structural zones but also occurs in what appear to be structurally prepared rocks not associated with a discrete structure or zone. There is no data to indicate that the single low angle structure exposed on the property is, or is not, mineralized.

Alteration consists of silication (skarn metasomatism) of various carbonate rocks, thermal metamorphism, to a varying extent, of all rocks around the Lone Mountain Pluton and locally strong supergene oxidation of preexisting iron sulfide and iron silicate minerals.

8.0 DEPOSIT TYPES

The project area is, as yet, poorly understood. Exploration and targeting models are tentative and evolving. A careful study of the relationships between exposed mineralization and the various parameters of structure and lithology will be required to put some constraints on exploration targeting beyond the obvious targets discussed below.

It is clear that there have been multiple periods of intrusion at least two of which (the Lone Mountain Pluton and the silicic/rhyolitic dikes) that may have been active over a considerable period of time and may have produced significant volumes of metal bearing hydrothermal fluids. Given this, and the diverse styles of mineralization, it is likely that there have been multiple periods of mineralization with differing geochemical and mineralogical signatures. These issues are, at best, poorly understood at this time.

The single low angle fault appears to be pre- or syn- mineralization or possibly both but current data indicates that it is a “tight” structure impermeable to mineralizing hydrothermal fluids. Additionally, there appears to be no large decollement zone associated with it. If this observation is valid, it would preclude the occurrence of widespread small mineralized bodies similar to those in the nearby Silver Peak District. On the other hand, it allows for the development of more continuous, structure/bedding controlled ore bodies similar to those found on the margins of many large porphyry systems. The northwesterly trending structures appear to be pre- and syn- mineralization and are commonly mineralized. The northeasterly trending structures appear to be dominantly post mineralization.

The current level of understanding indicates that the most obvious target type is simply emplacement of ore minerals in narrow veins, occasionally expanding to stockworks, along one of the major structural trends and associated with one or more of the igneous events documented in the region. This would produce high angle relatively narrow mineralized bodies of varying extent in both the strike and dip directions. These could expand to significant size in areas of structural complexity.

Another strong possibility, a modification of the above, is the occurrence of stratabound tabular zones of ore-mineral emplacements as stockworks in structurally-prepared, silicated (skarn metasomatism), carbonate rocks spatially associated with the contact zone of one or more of the intrusive bodies. The geometry of such occurrences would approximate the attitudes of the host sedimentary rocks. The term “manto” has been used to describe the geometry of these occurrences with no genetic implication. No true “replacement” mineralization is noted or reported in the project area and all occurrences appear to be “emplacement” mineralization in permeable (primary and induced) rocks and structures with varying geometries. Further work is required and, as mentioned, is a necessary first step in the phase one program.

9.0 EXPLORATION

No exploration work has been completed by the Company. Significant work has been completed by prior operators, the majority of which has been disclosed in a NI 43-101 compliant report by Morris (2007) and discussed in section 6.0 of this report. Additional exploration work was completed after the Morris report and has not been previously disclosed. It is briefly discussed here. The work included the completion of the geologic mapping (fig. 7) discussed in section 7.2, as well as the collection of an additional 22 rock chip samples and two geophysical efforts, discussed below.

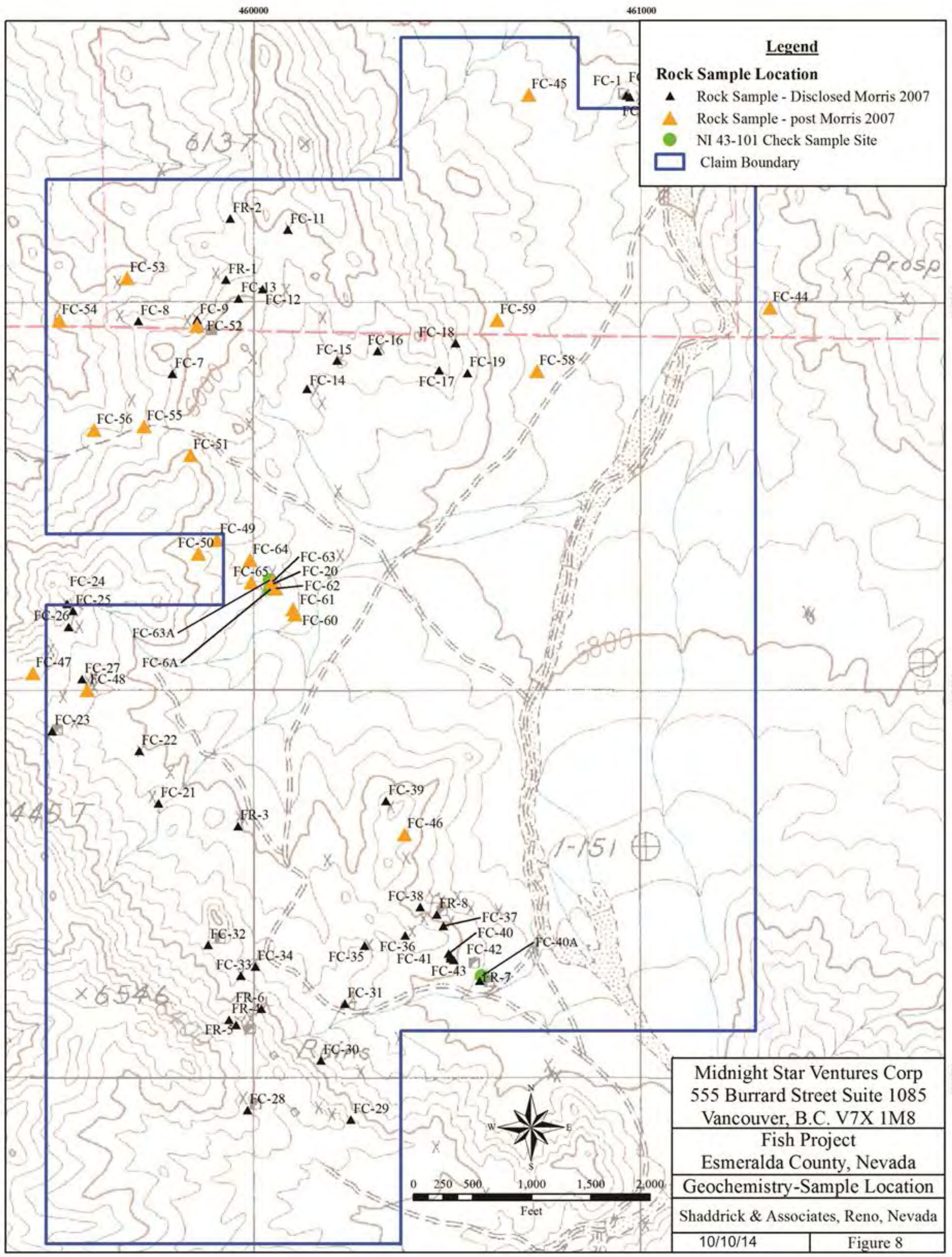
9.1 SAMPLING

Twenty two rock-chip and chip-channel samples were taken by Minterra personnel subsequent to the filing of the Morris (2007) report. This sampling is summarized in Table 2 and located on Figure 8.

Table 2. Fish Sampling Completed Post Morris (2007).

Sample	Au	Ag	Ag	As	Cu	Hg	Pb	Pb	Zn	Zn
Units	ppm	ppm	ppm	ppm	ppm	ppm	ppm	%	ppm	%
Method	AA	ICP	OG-AR	ICP	ICP	ICP	ICP	OG-AR	ICP	OG-AR
FC-44	<0.005	<0.2		57	4	<1	5		23	
FC-45	0.8	0.6		126	10	<1	17		76	
FC-46	1.48	>100	98	1380	2270	2	>10000	12.85	>10000	4.24
FC-47	0.087	2.2		442	46	<1	283		277	
FC-48	0.04	36		339	355	<1	1730		1780	
FC-49	<0.005	0.3		41	7	<1	56		55	
FC-50	0.107	0.8		226	11	1	50		43	
FC-51	0.006	0.4		112	10	<1	193		76	
FC-52	0.803	>100	1100	211	6770	1	388		583	
FC-53	0.019	12.1		132	44	<1	14		42	
FC-54	0.031	1.5		327	11	<1	30		14	
FC-55	0.363	12.1		5140	353	<1	16		89	
FC-56	0.009	2		196	12	<1	7		21	
FC-57	<0.005	1.3		152	207	<1	7		60	
FC-58	0.103	2		2560	16	<1	3		27	
FC-59	<0.005	0.9		124	56	<1	8		43	
FC-60	0.046	0.8		13	12	<1	161		145	
FC-61	0.214	36.9		28	30	<1	1150		1150	
FC-62	<0.005	<0.2		25	19	<1	8		14	
FC-63	6.86	42.6		70	513	<1	6820		>10000	1.07
FC-64	0.025	1		232	27	1	95		134	
FC-65	0.493	>100	157	193	1670	3	>10000	13.4	>10000	6.55

AA=atomic absorption, Grav=gravity, ICP=inductively coupled plasma, OG-AR=ore grade-aqua regia



As with the previous sampling, the intent was merely to identify the presence of mineralization and to characterize it. No attempt has been made to make quantitative assessments of any rock type or a particular volume of rock. The data simply indicates, clearly, that significant mineralization occurs on the Property and the results have been used to aid in initial targeting as well as to identify areas that warrant further work (figs 9, 10, 11, 12, 13).

9.2 GEOPHYSICS

Minterra commissioned a regional geophysical synopsis (Wright, 2006, Appendix 2) and an informal VLF survey (Long, 2007). Neither of these efforts were discussed in Morris (2007) and are, therefore, briefly discussed here.

The Wright (2006) report provides an excellent overview of the regional geophysical signatures and provides a context within which more detailed, project scale geophysical studies can be done. It is included in this report as Appendix 2 for the interested reader.

The Long (2007) VLF survey was carried out using a WADI VLF instrument and the readings were taken on irregularly spaced (~ 250 meters [~820 feet]), variable length, lines (5 northwest-southeast and six northeast-southwest) with irregular station spacing. The survey was intended as an initial attempt to test the potential usefulness of VLF on the project area. There was no intent to identify geologic features or to develop drill targets from this work.

The VLF data has never been formally compiled, interpreted or reported, however, a sketch map of the informal interpretation provided by Long (2007) indicates several “conductor zones” representing “crossover points” projected from line to line (fig. 14). The projections were based on similarity of direction and geologic features observed in the field, (Hunsaker, personal communication, 2014).

Given the informal nature of the survey, all that can be said is that several possible conductors were identified and additional, more rigorous work may provide a relationship between these conductors and structures and/or mineralization.

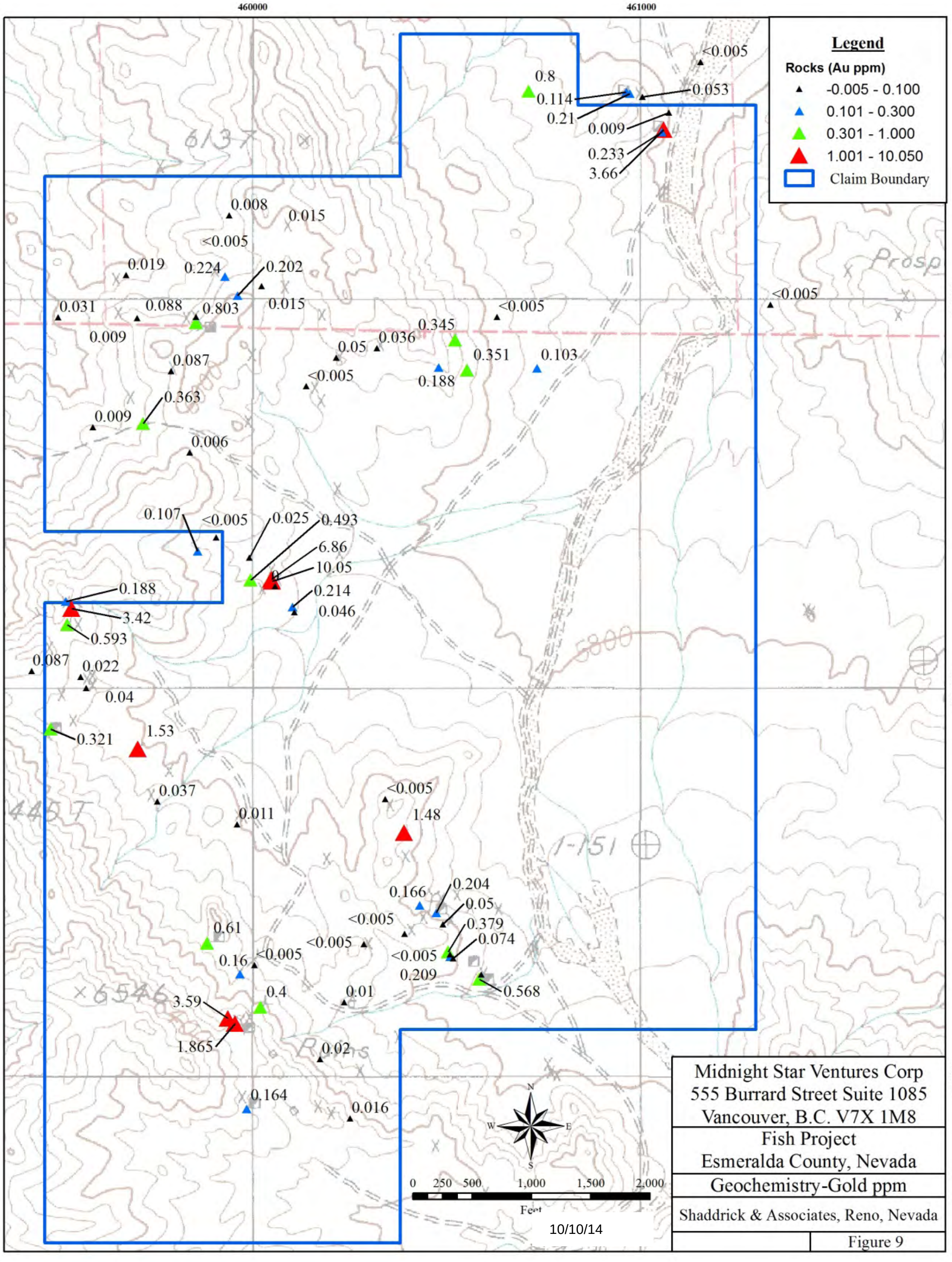
The Author is familiar with both Mr. Wright and Mr. Long and is acquainted with their work and qualifications. Although neither are QP’s as defined by NI 43-101, both are highly experienced, professionals. The Author is comfortable with the results of their work and confirms that, taken in context, they are not misleading.

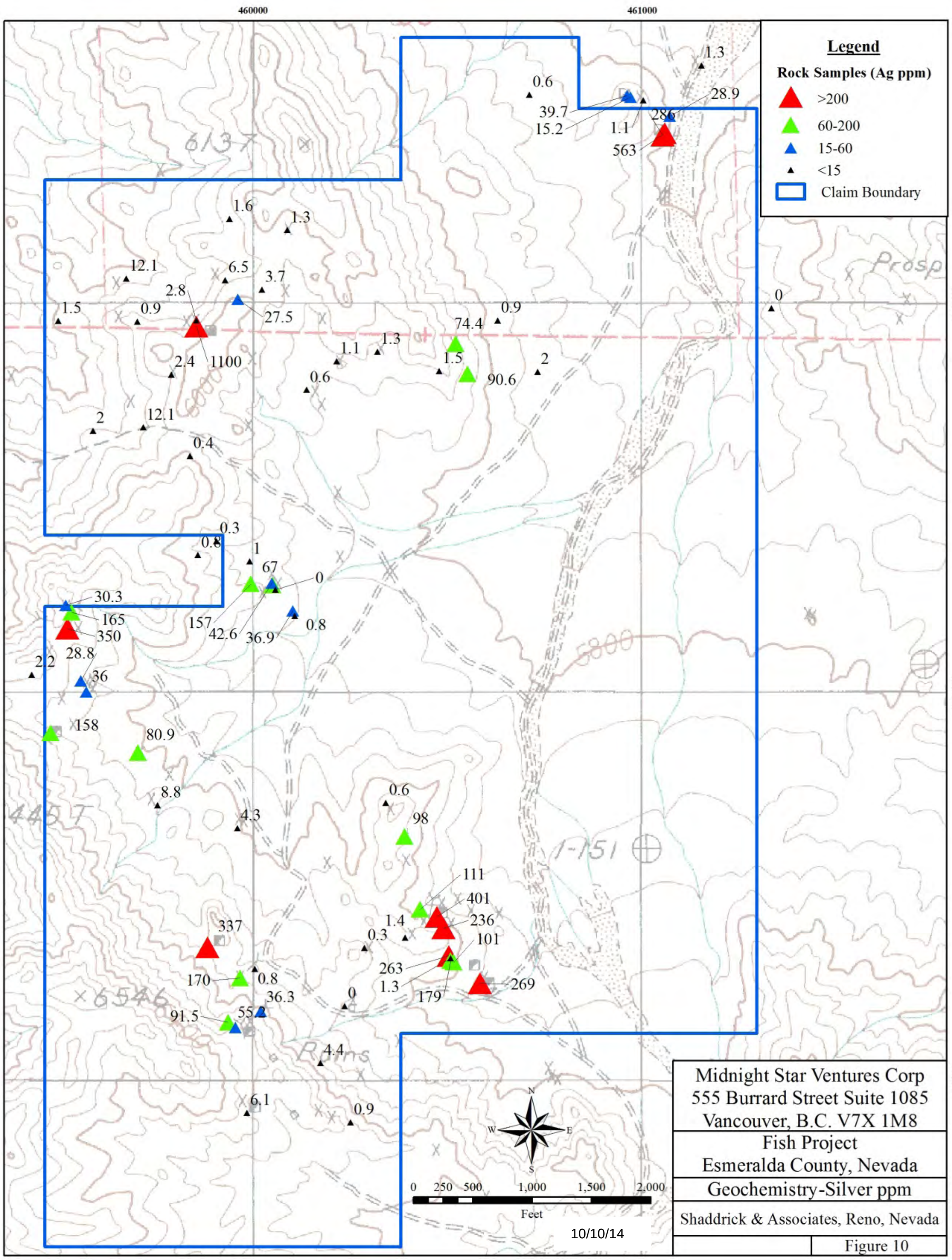
10.0 DRILLING

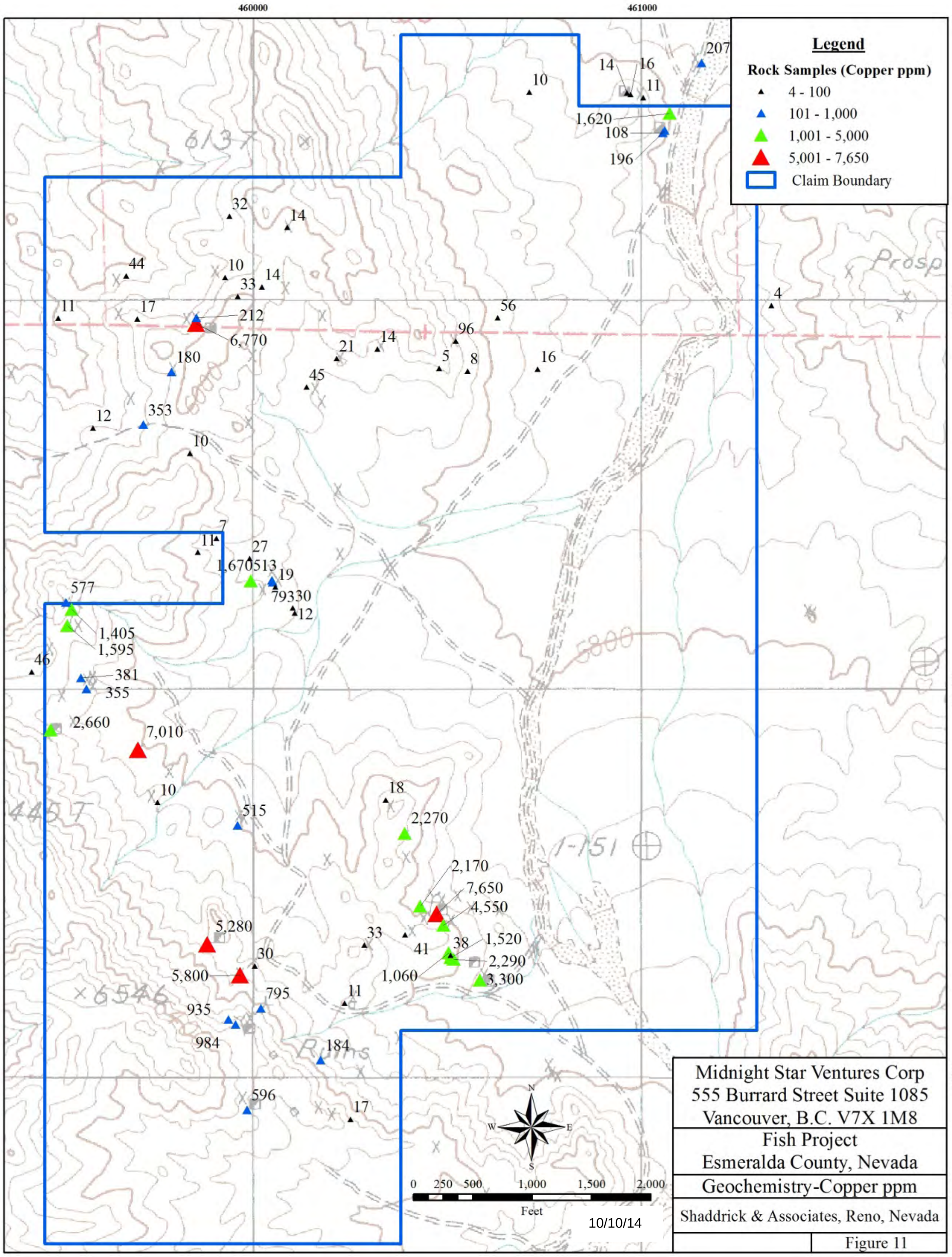
No drilling has been completed by the company.

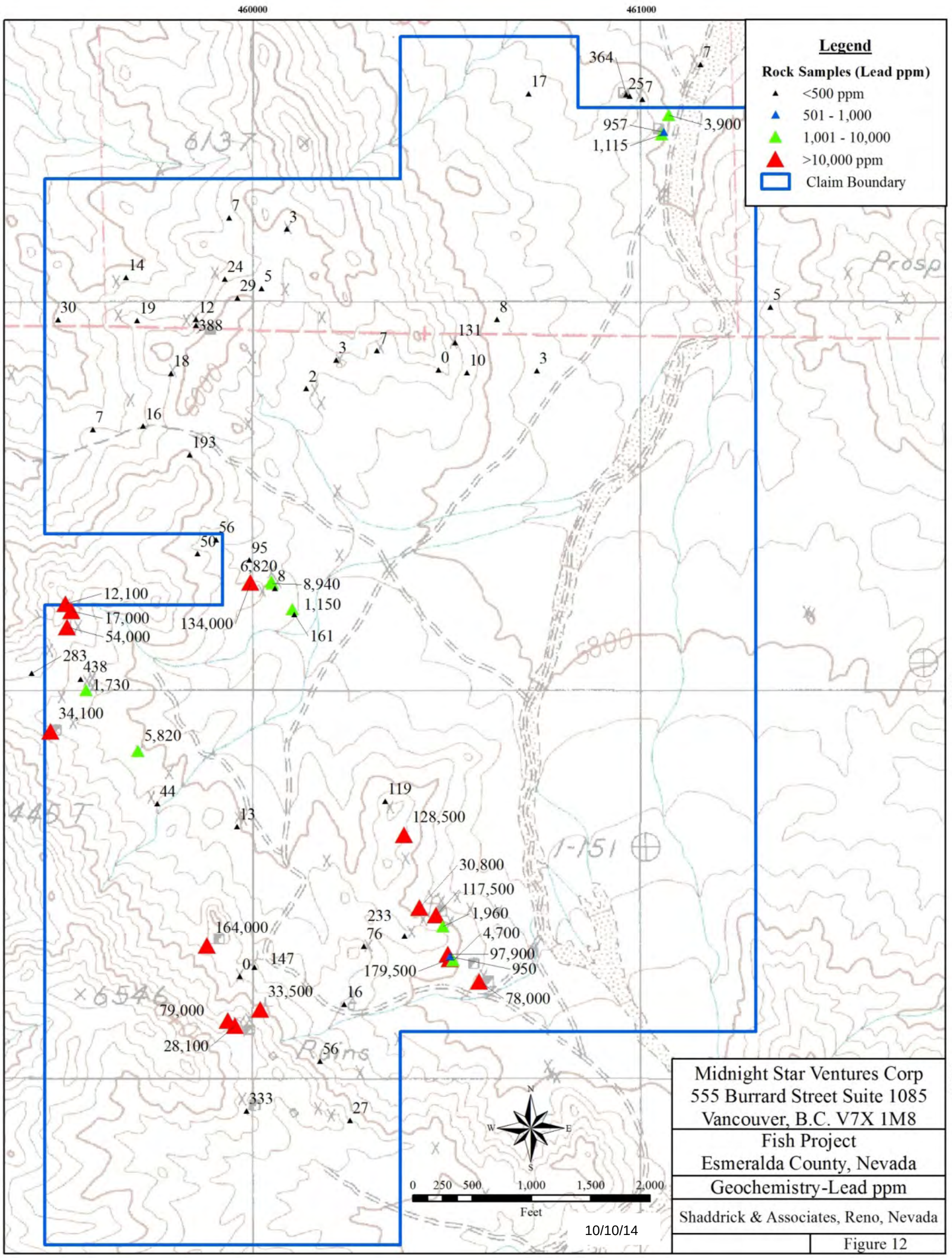
11.0 SAMPLE PREPARATION, ANALYSES AND SECURITY

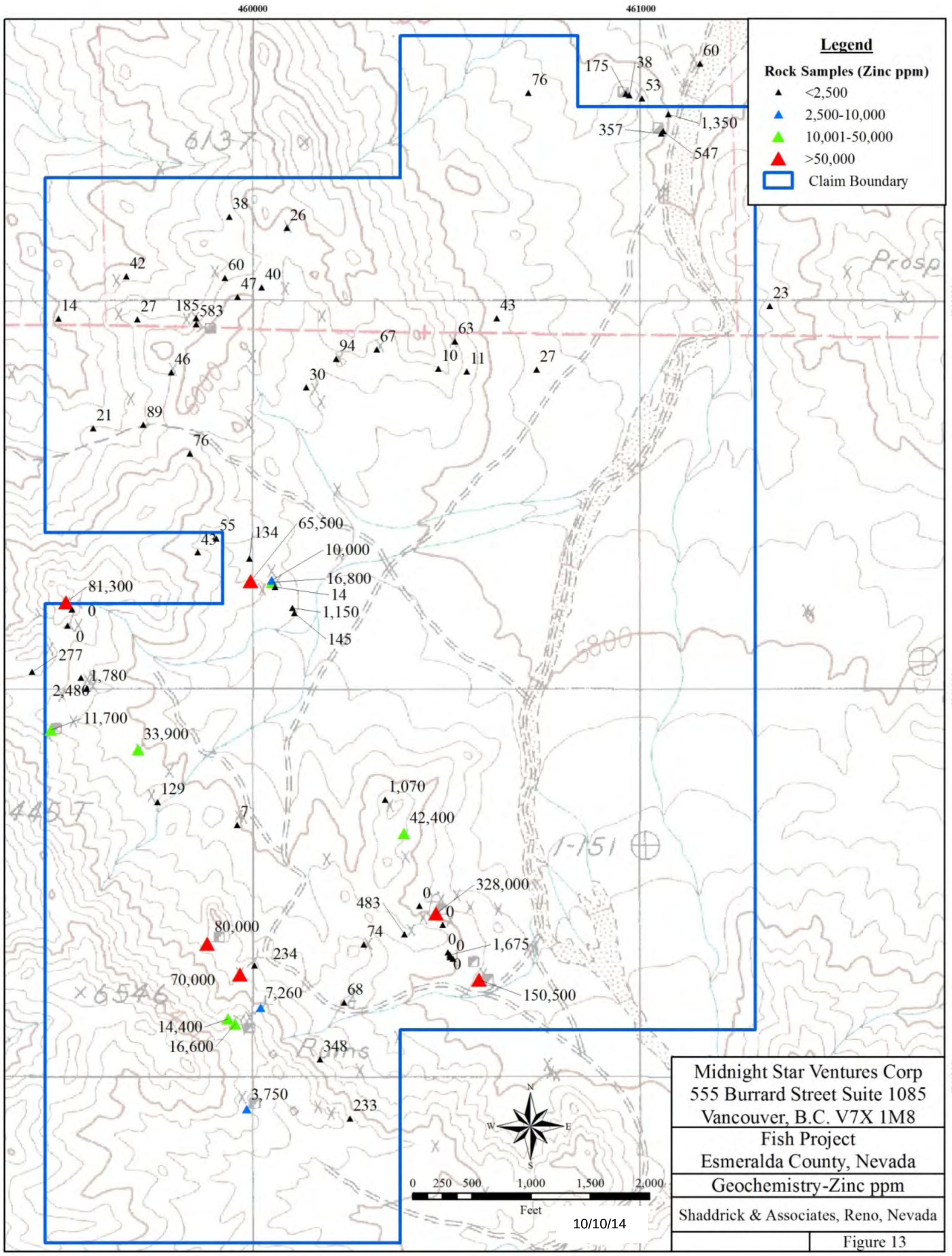
The Company has taken no samples as yet. Samples discussed in section 9.1 SAMPLING were all run by ALS Minerals, an ISO certified analytical laboratory with an excellent reputation in the international minerals industry. Samples were delivered to the Lab in Reno, Nevada and analyzed in either Reno or Vancouver, BC. No special security measures, quality assurance or quality control measures were taken by the previous operators. This is not considered necessary for such an early stage project and the Author confirms that the results presented in Table 2 and Appendix I are not misleading within the context of the sampling intent discussed in Section 9.1.

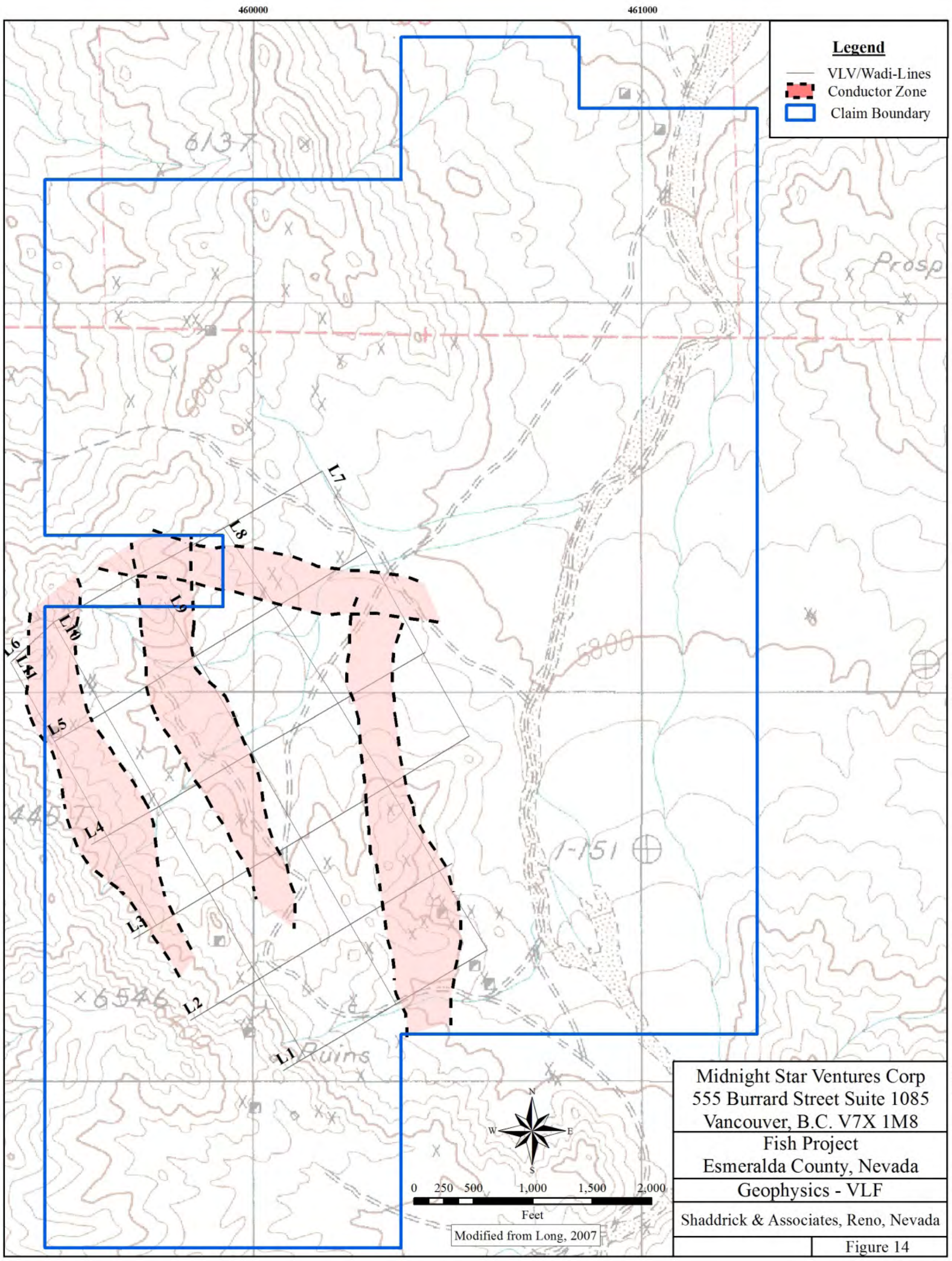

Legend
Rocks (Au ppm)
-0.005 - 0.100
0.101 - 0.300
0.301 - 1.000
1.001 - 10.050
Claim Boundary
460000
461000
4213000
4212000
4211000
Midnight Star Ventures Corp
555 Burrard Street Suite 1085
Vancouver, B.C. V7X 1M8
Fish Project
Esmeralda County, Nevada
Geochemistry-Gold ppm
Shaddrick & Associates, Reno, Nevada
Figure 9
10/10/14
0 250 500 1,000 1,500 2,000
Feet


460000
461000
4213000
4212000
4211000
Legend
Rock Samples (Ag ppm)
>200
60-200
15-60
<15
Claim Boundary
Midnight Star Ventures Corp
555 Burrard Street Suite 1085
Vancouver, B.C. V7X 1M8
Fish Project
Esmeralda County, Nevada
Geochemistry-Silver ppm
Shaddrick & Associates, Reno, Nevada
Figure 10
0 250 500 1,000 1,500 2,000
Feet
10/10/14


Legend
Rock Samples (Copper ppm)
4 - 100
101 - 1,000
1,001 - 5,000
5,001 - 7,650
Claim Boundary
Midnight Star Ventures Corp
555 Burrard Street Suite 1085
Vancouver, B.C. V7X 1M8
Fish Project
Esmeralda County, Nevada
Geochemistry-Copper ppm
Shaddrick & Associates, Reno, Nevada
Figure 11
10/10/14
0 250 500 1,000 1,500 2,000
Feet
460000
461000
4213000
4212000
4211000


460000
461000
4213000
4212000
4211000
Legend
Rock Samples (Lead ppm)
<500 ppm
501 - 1,000
1,001 - 10,000
>10,000 ppm
Claim Boundary
Midnight Star Ventures Corp
555 Burrard Street Suite 1085
Vancouver, B.C. V7X 1M8
Fish Project
Esmeralda County, Nevada
Geochemistry-Lead ppm
Shaddrick & Associates, Reno, Nevada
Figure 12
0 250 500 1,000 1,500 2,000
Feet
10/10/14
N
S
E
W


Legend
Rock Samples (Zinc ppm)
<2,500
2,500-10,000
10,001-50,000
>50,000
Claim Boundary
Midnight Star Ventures Corp
555 Burrard Street Suite 1085
Vancouver, B.C. V7X 1M8
Fish Project
Esmeralda County, Nevada
Geochemistry-Zinc ppm
Shaddrick & Associates, Reno, Nevada
Figure 13
10/10/14
Feet



460000
461000
4213000
4212000
4211000
Legend
VLV/Wadi-Lines
Conductor Zone
Claim Boundary
L1
L2
L3
L4
L5
L6
L7
L8
L9
L10
Midnight Star Ventures Corp
555 Burrard Street Suite 1085
Vancouver, B.C. V7X 1M8
Fish Project
Esmeralda County, Nevada
Geophysics - VLF
Shaddrick & Associates, Reno, Nevada
Figure 14
0 250 500 1,000 1,500 2,000
Feet
Modified from Long, 2007

12.0 DATA VERIFICATION

Although no work has been completed by the Company, the body of work discussed above in Section 7.0 and Section 9.0 has not been previously disclosed and therefor has not been the subject of any form of verification. In the interest of completeness, limited verification of the Post Morris (2007) work has been addressed.

12.1 GEOLOGICAL DATA

The Author is familiar with the regional geologic setting and has reviewed the geologic setting of the project on the ground. He has reviewed the map (fig. 7) prepared by Raabe (2007) and, although Mr. Raabe is not a QP as defined by NI 43-101 and his work was not done under the supervision of a QP, the Author is satisfied that the geological setting inferred from it, although subject to interpretation, is not misleading. The Author does not know Mr. Raabe but he is familiar with Mr. Raabe's credentials and reputation. Mr. Raabe is a very experienced professional with an excellent reputation in the industry and his work has clearly been done at the level of industry standard best practices.

12.2 SAMPLING DATA

Although no sampling has been completed by the Company, it is useful to verify the presence or absence of significant mineralization as indicated by the work of prior operators and discussed in the preceding sections. The Author has taken three grab/rock chip check samples from the locations of prior sampling as indicated on Table 3 and Figure 8. The check samples were taken and analyzed in the same manner as the original samples. They were submitted to the ALS Minerals lab in Reno, Nevada where they were analyzed using the same prep and analytical methods as the original 72 samples, (50 covered by Morris [2007] and 22 discussed in this report.)

TABLE 3. Fish Project Check Sampling (check samples highlighted in gray)

Element	Au	Ag	Ag	As	Cu	Hg	Pb	Pb	Zn	Zn
Units	ppm	ppm	ppm	ppm	ppm	ppm	ppm	%	ppm	%
Method	AA	ICP	OG-AR	ICP	ICP	ICP	ICP	OG-AR	ICP	OG-AR
FC-6	0.009	28.9		12	1620	1	3900		1350	
FC6A	0.34	53.7		40	568	1	7450		>10000	1.655
FC-40	0.379	>100	263	5020	1060	21	>10000	9.79	>10000	>30.0
FC-40A	0.22	>100	317	3000	2820	10	>10000	4.37	>10000	22.9
FC-63	6.86	42.6		70	513	<1	6820		>10000	1.07
FC-63A	0.353	25.8		75	272	<1	4120		5180	

AA=atomic absorption, Grav=gravity, ICP=inductively coupled plasma, OG-AR=ore grade-aqua regia

This small number of samples is statistically insignificant and *can only verify the presence or absence of above background mineralization* <u>not</u> the accuracy of any individual sample or the actual value of any given volume of rock. That said, it is clear from Tables 2 and 3 as well as Appendix I, that the areas sampled are mineralized and that in some cases the mineralization is significant.

The Author is comfortable that the analytical results properly reflect the diversity of mineralization in select areas of the property and, when taken in context, the sampling results are not misleading.

13.0 MINERAL PROCESSING AND METALLURGICAL TESTING

No mineral processing or metallurgical testing samples have been taken by the Company or any prior operator.

14.0 MINERAL RESOURCE ESTIMATES

No mineral resources have, as yet, been identified on the Property.

15.0 ADJACENT PROPERTIES

There are no significant properties adjacent to the Property.

16.0 OTHER RELEVANT DATA AND INFORMATION

There is no additional relevant data or information.

17.0 INTERPRETATION AND CONCLUSIONS

Review of the geology, alteration and mineralization on the Fish Project strongly indicates the presence of a significant base and precious metal mineral system. Although an understanding of the mineral system and its relationship to the geologic framework is in its early stages, valid inferences can be made and a logical exploration effort can be designed.

As discussed in Section 8.0, the geologic setting, mineralization and alteration are permissive for the occurrence of two relatively distinct deposit types and exploration models associated with these are presented below.

The most apparent occurrence is related to the northwesterly trending high angle structures which are commonly the hosts for the silicic dikes as well as mineralization. The strongest surface mineralization appears to be associated with these structures although minor mineralization has been reported in the younger northeasterly trending structures. The exploration model for this style of mineralization consists of flattened, elongate, high angle mineralized bodies either as single discrete “chutes” or as a series of subparallel, anastomosing, veins and veinlets making a broader zone of mineralization with similar geometry. Targeting, therefor, consists of identifying permissive structures as well as alteration and geochemical signatures and projecting these laterally and to depth into areas of interpreted structural complexity.

A second, less well documented, exploration model can be inferred from the observation that much of the originally ductile sedimentary rock package has been silicated (skarn metasomatism) to very brittle rock susceptible to locally intense fracturing given an appropriate structural regime. This would produce extensive, broad areas of high induced-permeability available for emplacement of mineralization by hydrothermal fluids related to one or more of the intrusive events identified or inferred in the Project area. Occurrences of this type are commonly known as "skarn hosted deposits". The exploration model for this type of deposit consists of broad, tabular bodies that are usually stratabound and reflect the geometry of the structurally prepared sedimentary beds. Targeting consists of identifying permissive rocks and associated "pathfinder" geochemical and alteration signatures, then projecting these into areas of inferred mineralization.

In both cases, detailed geologic mapping to define the relationships between rock type, structure, alteration and mineralization is the first, most effective, targeting tool. This must be accompanied by rock and soil geochemical sampling and selective geophysical surveys to refine the three dimensional model and identify the highest probability drill targets as well as to locate actual drill collar locations.

There are no project specific risks or uncertainties beyond those common for a project at this stage of exploration. All results, interpretations and conclusions are preliminary and subject to significant change with additional data.

Three priority areas have been identified for initial targeting work (fig. 15). The selection is based primarily on initial surface geochemistry and geologic setting using mapping, sampling and geophysical data. These areas will be the focus of additional, more detailed geologic mapping as well as rock and soil geochemical sampling as detailed in the proposed Phase One program of the following section. It is concluded that the Fish Project has merit and that further work is warranted.

18.0 RECOMMENDATIONS

A two phase program is recommended. Phase one is designed to detail the generalized target areas identified by the current mapping and sampling and establish actual drill collars for the second phase program of drilling. Phase two is designed to begin initial drilling of encouraging targets as well as to develop additional drill targets.

18.1 PHASE ONE EXPLORATION PROGRAM

The phase one program consists of detailed geological mapping and soil/rock chip sampling on the three currently identified, broadly defined, target areas (Table 4). The land holding should be expanded on the west side of the property to cover any possible extensions of Target 3 into the gap in claims as shown on Figure 15. This will require location of one additional claim. This phase is expected to produce a go/no go decision point on each of the three identified target areas and result in one or more detailed targets with drill collars located and ready for initial drill testing.

18.2 PHASE TWO EXPLORATION PROGRAM

If warranted by the results of the Phase One program detailed above, a second phase of work is recommended. The details of the program are dependent on the results of phase one but are expected to consist of drilling on one or more of the identified target areas (total of about 5,000 feet of Reverse Circulation Rotary ["RCR"] drilling) as well as additional detailed geological mapping, soil and rock chip sampling and selective geophysical surveys designed to identify additional targets on the property. The phase two program is expected to provide go/no go decisions on each of the detailed targets identified by the phase one program. The general parameters of this program are presented in Table 5.

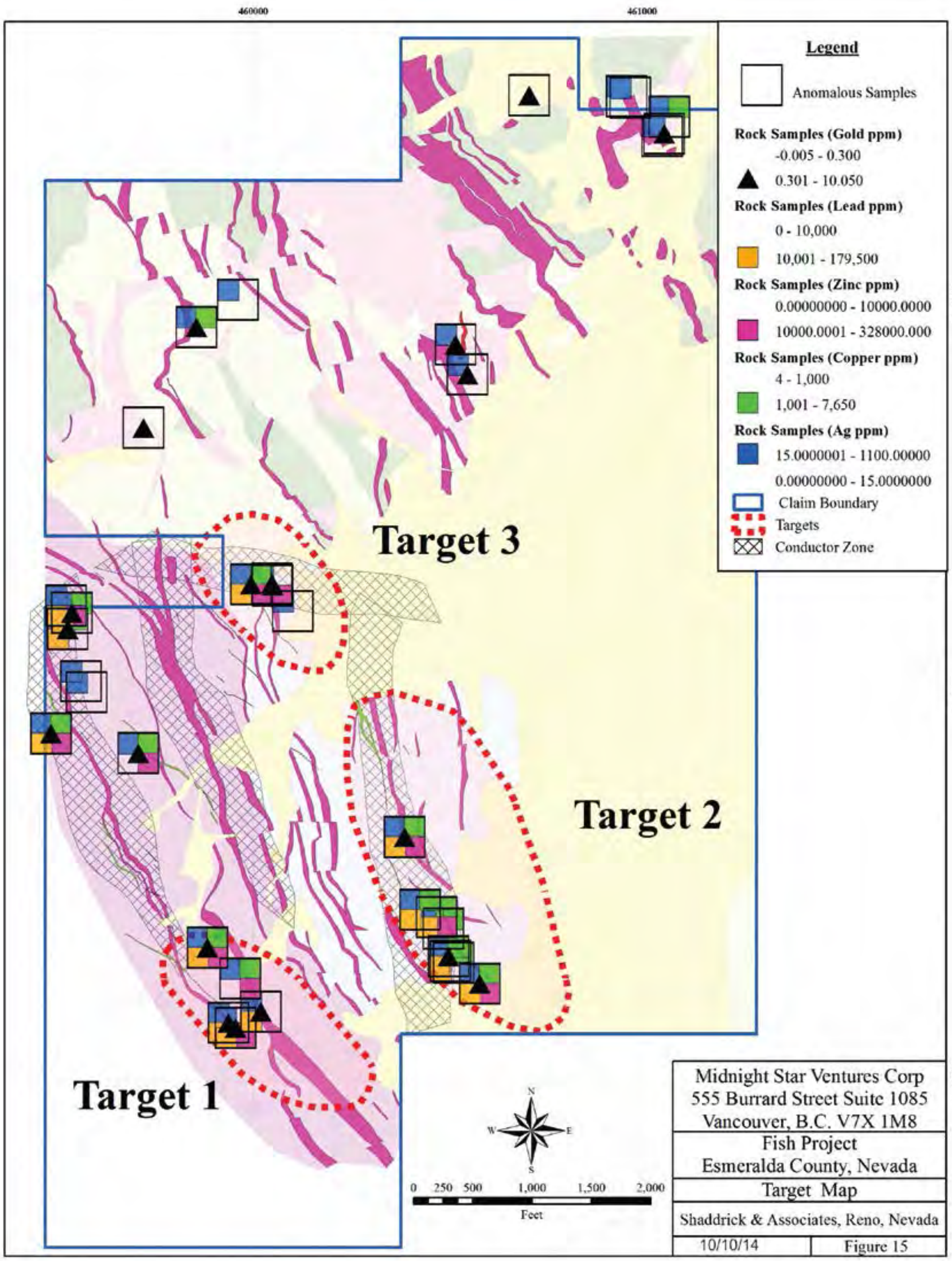


Table 4. Fish Project Phase One Exploration Program

Activity	**Units**	**Quantity**	**Rate ($)**	**Cost ($)**
Geology/Permitting/Supervision	Days	10	$650.00	$6,500
Travel Expenses (room & board)	Days	10	$100.00	$1,000
Mileage	Miles	800	$0.60	$480
			Subtotal	**$7,980**
Claim Staking/Filing (1 Claim)	Claim	1	$350.00	$350
			Subtotal	**$350**
Geochemical Sampling (Soils/Rocks)	Samples	160	$20	$3,200
Geochemical Sampling (Assays)	Analyses	160	$40	$6,400
			Subtotal	**$9,600**
			Contingency (15%)	$2,637
			Total =	**$20,567**

Table 5. Fish Project Phase Two Exploration Program

Activity	Units	Quantity	Rate ($)	Cost ($)
Geology/Permitting/Supervision (days)	Days	10	$650.00	$6,500
Travel Expenses (room & board)	Days	10	$100.00	$1,000
Mileage	Miles	800	$0.60	$480
			Subtotal	**$7,980**
Geochemical Sampling (Soils/Rocks)	Samples	20	$20	$400
Geochemical Sampling (Assays)	Analyses	20	$30	$600
			Subtotal	**$1,000**
Drilling (5 RCR holes at 500'/hole)	Feet	2,500	$28.00	$70,000
Drill Sample Assaying	Analyses	500	$30.00	$15,000
Drill Site Preparation & Reclamation (per drill ft.)	Site	5	$1,500.00	$7,500
			Subtotal	**$92,500**
			Contingency (5%)	$5,074
			Total=	**$106,554**

19.0 REFERENCES

Albers, J. P. and Stewart, J. H., 1972, *Geology and Mineral Resources of Esmeralda County, Nevada*: Nevada Bureau of Mines and Geology Bulletin 78.

Bonham, Harold, F., and Garside, Larry J., 1979, *Geology of the Tonopah, Lone Mountain, Klondike, and Northern Mud Lake Quadrangles, Nevada,* Nevada Bureau of Mines and Geology Bulletin 92.

Lincoln, Francis Church, 1923, *Mining Districts and Mineral Resources of Nevada*, Nevada Newsletter Publishing Company, 1982 Photographic Reproduction by Nevada Publications, Box 1544, Las Vegas, Nevada 295 p.

Morris, Alan J., 2007, *Technical Report on the Fish Project, Esmeralda County Nevada*, NI 43-101 compliant report for Minterra Resource Corp. (SEDAR filed November 14, 2007) 35 p. plus 11 assay certificate pages.

Oldow, John S., Kohler, Gretchen and Donelick, Raymond A., 1994, *Late Cenozoic Extensional Transfer in the Walker Lane Strike-Slip Belt, Nevada,* Geological Society of America, Geology, v. 22, p. 637-640.

Oldow, John S., 2003, *Late Cenozoic Displacement Partitioning in the Northwestern Great Basin,* in: Brown, H. Gassaway, ed. Regional Geology & Gold Deposits of the Silver Peak Area, Mineralization Hosted by Metamorphic Core Complexes, Geological Society of Nevada Special Publication 38, p. 113-152.

Raabe, K.C., 2007, *Geologic Map of the Fish Project, Esmeralda County, Nevada*, unpublished geologic map prepared for Claremont Nevada Mines LLC. One sheet, no scale

Tingley, Joseph V., 1992, *Mining Districts of Nevada,* Nevada Bureau of Mines and Geology, Report 47, 124 p. with one Plate.

Wright, W.L., 2006, *Fish Claims Geophysical Synopsis GIS Database*, private report for Claremont Nevada Mines LLC., 5 pgs.

20.0 CERTIFICATE

To accompany the report entitled "*Technical Report on the Fish Project, Esmeralda County, Nevada*" effectively dated October 29, 2014 for Midnight Star Ventures Corp.

I, David R. Shaddrick, hereby certify that:

1. I am a practicing exploration and mining geologist residing at 3405 Bowie Road, Reno, Nevada 89503.
2. I am a graduate of the University of Minnesota, Institute of Technology with a B.Sc. degree in Geology (1970) and the South Dakota School of Mines and Technology with a M.Sc. degree in Geology (1971).
3. I am a member of the American Institute of Professional Geologists (AIPG) and have been certified as a Professional Geologist by that organization (CPG #10677). I am a member of the Association of Professional Engineers and Geoscientists of British Columbia (APEGBC) and I am licensed to practice geology in that province (P.Geo. #129789). I have practiced my profession, as a mining and exploration geologist, continuously since 1971.
4. I have read the NI 43-101 and Form 43-101F1 and certify that by reason of my education and past relevant work experience, I fulfill the requirements to be a "qualified person" for the purposes of NI 43-101 and Form 43-101F1. This Report is based on my personal review of information provided by the issuer and on discussions with the issuer's representatives. My relevant experience for the purpose of the Technical Report is:
   - Mining and exploration geologist, base and precious metal deposits, U.S. and Canada, with Homestake Mining Company (12 years) and Atlas Corporation (4 years); and
   - International Mining and exploration consultant, base and precious metal deposits, (27 years) including numerous assignments in the region.
5. I visited the Fish Project on July 1, 2014 for one day.
6. I am the person responsible for the content of the Technical Report.
7. As of the effective date of the technical report, to the best of my knowledge, information and belief, the Technical Report contains all scientific and technical information that is required to be disclosed to make the technical report not misleading.
8. I am independent of the issuer applying all of the tests in section 1.5 of NI 43-101.
9. I have no prior involvement with the property.
10. I have read NI 43-101 and the Technical Report has been prepared in compliance with the Instrument.

"Signed"

David R. Shaddrick, M.Sc., CPG, P.Geo. (BC)
October 29, 2014

"Sealed"

PROFESSIONAL PROVINCE OF D.R. SHADDRICK #129789 BRITISH COLUMBIA GEOSCIENTIST

AMERICAN INSTITUTE OF PROFESSIONAL GEOLOGISTS CERTIFICATE NUMBER 10677 AIPG DAVID R. SHADDRICK CERTIFIED PROFESSIONAL GEOLOGIST

Appendix 1

Fish Project Geochemical Sampling

All Fish Rock Samples: Includes dump (FR), rock chip/chip channel (FC) and check samples (FC-xA). (white=samples reported in Morris (2007), light Blue=post Morris (2007) samples, lt. Gray=recheck samples (this report).

Sample	Au	Au	Ag	Ag	As	Cu	Hg	Pb	Pb	Zn	Zn
Units	ppm	ppm	ppm	ppm	ppm	ppm	ppm	ppm	%	ppm	%
Method	AA	Gravity	ICP	OG-AR	ICP	ICP	ICP	ICP	OG-AR	ICP	OG-AR
FR-1	0.224		6.5		749	10	1	24		60	
FR-2	0.008		1.6		174	32	1	7		38	
FR-3	0.011		4.3		117	515	1	13		7	
FR-4	3.59		91.5		6930	935	3	10000	7.9	10000	1.44
FR-5	1.865		55.2		4910	984	2	10000	2.81	10000	1.66
FR-6	0.4		36.3		1790	795	3	10000	3.35	7260	
FR-7	0.568		269	269	2120	3300	9	10000	7.8	10000	15.05
FR-8	0.204		401	401	578	7650	14	10000	11.75	32.8	32.8
FC-1	0.114		39.7		70	14	<1	364		175	
FC-2	0.21		15.2		12	16	1	25		38	
FC-3	0.053		1.1		166	11	<1	7		53	
FC-4	0.233		>100	286	61	108	<1	1115		357	
FC-5	3.66		>100	563	76	196	1	957		547	
FC-6	0.009		28.9		12	1620	1	3900		1350	
FC6A	0.34		53.7		40	568	1	7450		>10000	1.655
FC-7	0.087		2.4		1350	180	<1	18		46	
FC-8	0.009		0.9		92	17	<1	19		27	
FC-9	0.088		2.8		828	212	<1	12		185	
FC-11	0.015		1.3		87	14	1	3		26	
FC-12	0.015		3.7		243	14	<1	5		40	
FC-13	0.202		27.5		961	33	<1	29		47	
FC-14	<0.005		0.6		71	45	1	2		30	
FC-15	0.05		1.1		662	21	<1	3		94	
FC-16	0.036		1.3		335	14	<1	7		67	
FC-17	0.188		1.5		2200	5	<1	<2		10	
FC-18	0.345		74.4		809	96	<1	131		63	
FC-19	0.351		90.6		3360	8	1	10		11	
FC-20	10.05	10.05	67		57	793	1	8940		>10000	1.68
FC-21	0.037		8.8		177	10	<1	44		129	
FC-22	1.53		80.9		3660	7010	2	5820		>10000	3.39
FC-23	0.321		>100	158	1040	2660	1	>10000	3.41	>10000	1.17
FC-24	0.188		30.3		94	577	4	>10000	1.21	>10000	8.13
FC-25	3.42		>100	165	259	1405	34	>10000	1.7	>10000	>30.0
FC-26	0.593		>100	350	325	1595	23	>10000	5.4	>10000	>30.0
FC-27	0.022		28.8		240	381	1	438		2480	
FC-28	0.164		6.1		3580	596	<1	333		3750	
FC-29	0.016		0.9		40	17	<1	27		233	
FC-30	0.02		4.4		916	184	<1	56		348	
FC-31	0.01		<0.2		123	11	<1	16		68	
FC-32	0.61		>100	337	762	5280	12	>10000	16.4	>10000	8
FC-33	0.16		>100	170	1610	5800	3	>10000	3.37	>10000	7.3
FC-34	<0.005		0.8		40	30	<1	147		234	
FC-35	<0.005		0.3		9	33	<1	76		74	
FC-36	<0.005		1.4		124	41	<1	233		483	
FC-37	0.05		>100	236	116	4550	11	1960		>10000	>30.0
FC-38	0.166		>100	111	927	2170	8	>10000	3.08	>10000	>30.0
FC-39	<0.005		0.6		211	18	1	119		1070	

Sample	Au	Au	Ag	Ag	As	Cu	Hg	Pb	Pb	Zn	Zn
Units	ppm	ppm	ppm	ppm	ppm	ppm	ppm	ppm	%	ppm	%
Method	AA	Gravity	ICP	OG-AR	ICP	ICP	ICP	ICP	OG-AR	ICP	OG-AR
FC-40	0.379		>100	263	5020	1060	21	>10000	9.79	>10000	>30.0
FC-40A	0.22		>100	317	3000	2820	10	>10000	4.37	>10000	22.9
FC-41	<0.005		1.3		217	38	<1	950		1675	
FC-42	0.209		>100	179	1045	1520	31	>10000	12.95	>10000	>30.0
FC-43	0.074		>100	101	421	2290	14	4700		>10000	>30.0
FC-44	<0.005		<0.2		57	4	<1	5		23	
FC-45	0.8		0.6		126	10	<1	17		76	
FC-46	1.48		>100	98	1380	2270	2	>10000	12.85	>10000	4.24
FC-47	0.087		2.2		442	46	<1	283		277	
FC-48	0.04		36		339	355	<1	1730		1780	
FC-49	<0.005		0.3		41	7	<1	56		55	
FC-50	0.107		0.8		226	11	1	50		43	
FC-51	0.006		0.4		112	10	<1	193		76	
FC-52	0.803		>100	1100	211	6770	1	388		583	
FC-53	0.019		12.1		132	44	<1	14		42	
FC-54	0.031		1.5		327	11	<1	30		14	
FC-55	0.363		12.1		5140	353	<1	16		89	
FC-56	0.009		2		196	12	<1	7		21	
FC-57	<0.005		1.3		152	207	<1	7		60	
FC-58	0.103		2		2560	16	<1	3		27	
FC-59	<0.005		0.9		124	56	<1	8		43	
FC-60	0.046		0.8		13	12	<1	161		145	
FC-61	0.214		36.9		28	30	<1	1150		1150	
FC-62	<0.005		<0.2		25	19	<1	8		14	
FC-63	6.86		42.6		70	513	<1	6820		>10000	1.07
FC-63A	0.353		25.8		75	272	<1	4120		5180	
FC-64	0.025		1		232	27	1	95		134	
FC-65	0.493		>100	157	193	1670	3	>10000	13.4	>10000	6.55

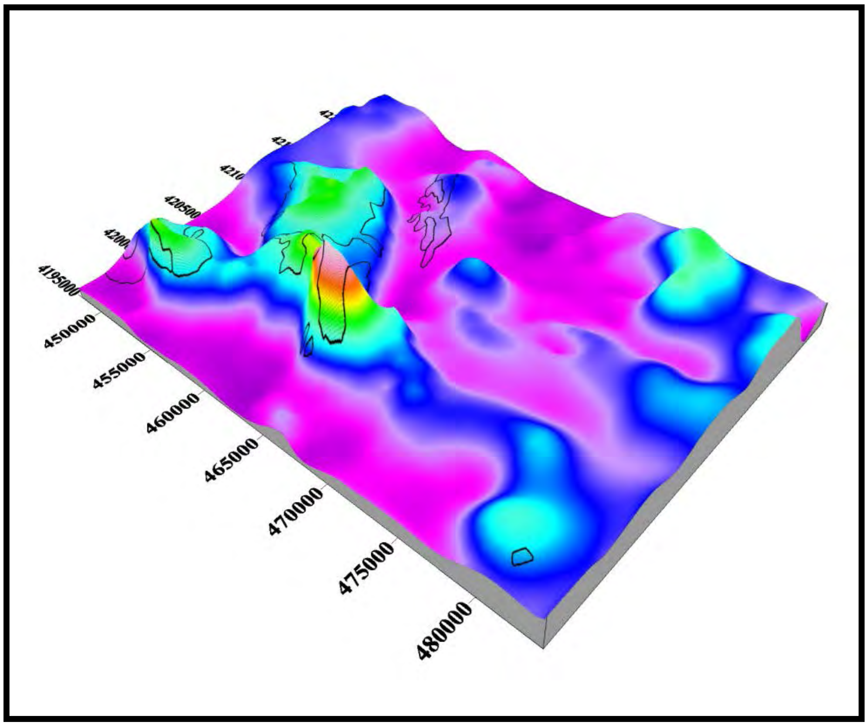
AA=atomic absorption, Grav=gravity, ICP=inductively coupled plasma, OG-AR=ore grade-aqua regia

Appendix 2

Geophysical Synopsis

Wright Geophysics

FISH CLAIMS
GEOPHYSICAL SYNOPSIS
GIS DATABASE



USGS RTP Magnetics Looking Northwest

James L. Wright M.Sc.
November 26, 2006

A geophysical synopsis for the Fish Claims property was completed to place the property within a larger scale geophysical context, as well as initial development of a GIS database to support future exploration work. The database includes topography, DEM, geology (1:500K), and USGS airborne magnetics / gravity. The datasets span 448000 – 484000 mE / 4195000 – 4223000 mN in NAD 27 / UTM 11N coordinates. Both MAPINFO and ARCGIS formats are supported along with the process files for the gravity and magnetics. All the data are contained on the accompanying CD along with a README file, which describes the folder / file organization.

Figure 1 shows the property outline (green hatched polygon) overlying the 1:500K geology. Intrusions, mostly Jurassic to Tertiary, are highlighted in red and Paleozoic basement in gray. Several structures oriented northwest are also shown.

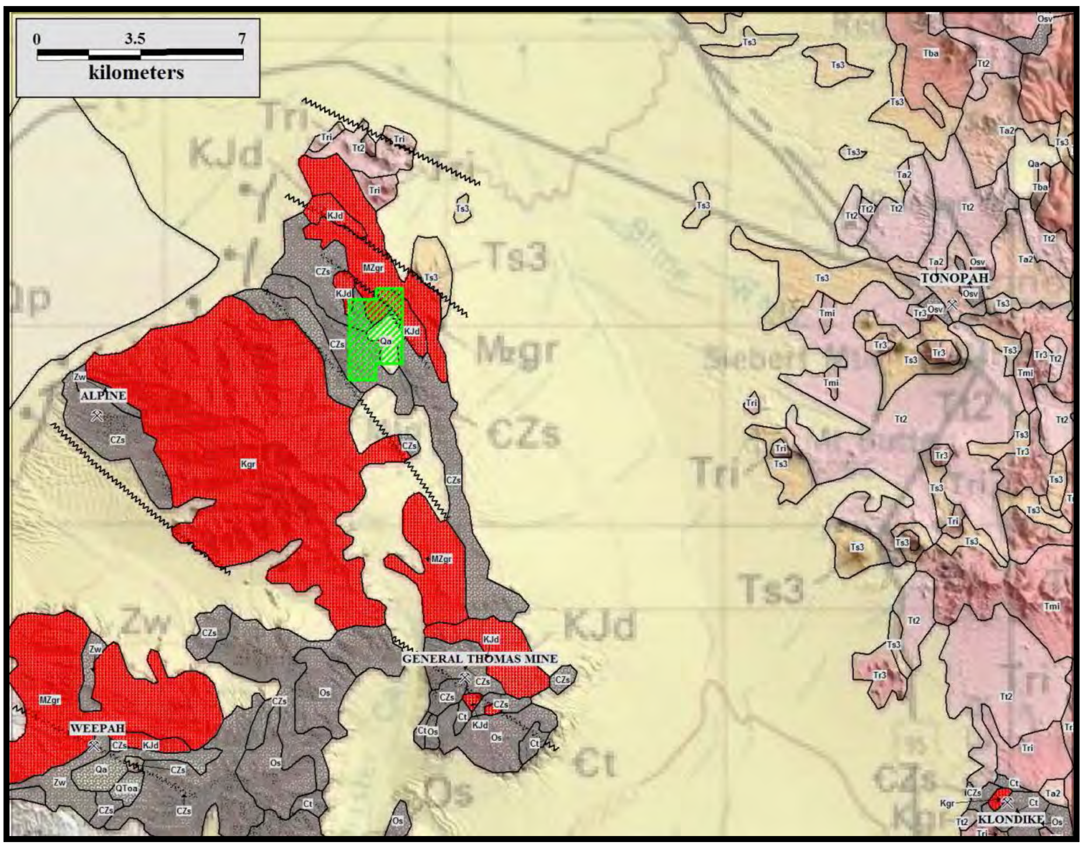


FIGURE 1: Geology and Property (Green)

Five (5) significant mines or camps are also shown (i.e. Alpine, General Thomas, Klondike, Tonopah, and Weepah). The large intrusive masses are identified as the Weepah and Lone Mountain plutons by Albers and Stewart (1972). Albers and Stewart (1972) speculate the two connect at depth, a concept supported by the USGS airborne magnetics (see Figure 2). The various structures seem to elongate the intrusion in a northwest orientation. This is to be expected in the right lateral structural regime of the Walker Lane. The property spans an intrusive - basement contact with a small north – south oriented valley approximately in the center.

Figure 2 presents the pole reduced, total field, USGS airborne magnetics for the study area. As would be expected, the intrusions correlate well with magnetic highs. Justification for the interpreted structures is provided by the magnetics. The Weepah and Lone Mountain plutons do appear to be connected, but also strongly attenuated by the northwest directed, right lateral structures. Interestingly, the magnetics indicated buried intrusion connecting from the General Thomas Mine some twenty kilometers east-southeast to the Klondike camp, where a small outcrop of intrusion is noted.

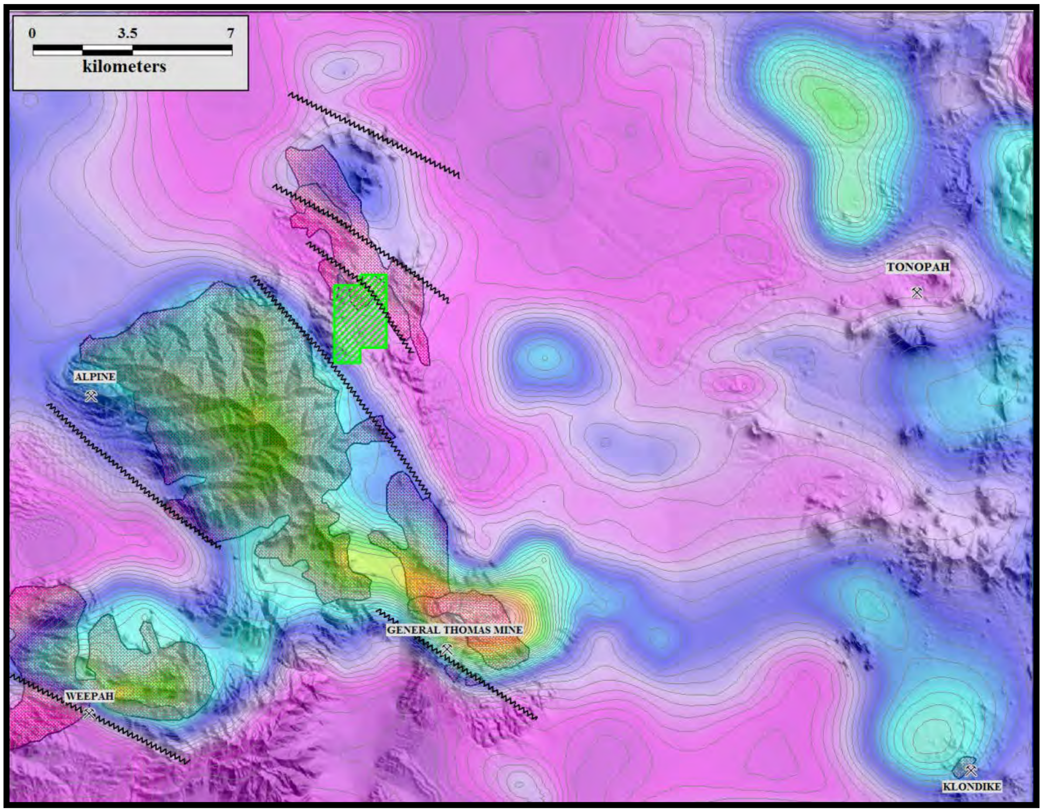


FIGURE 2: USGS Pole Reduced Magnetics, Intrusions and Property

The Alpine, General Thomas, Klondike and Weepah deposits are all hosted in basement rocks (Precambrian and Paleozoic), proximal to Jurassic – Tertiary intrusions, and exhibit structural / lithologic controls to mineralization. The exact same setting is clearly present at the Fish Claims property. In fact, the property falls on the northeast corner of Lone Mountain – Weepah pluton with three of the aforementioned deposits at the other corners.

Figure 3 presents the USGS complete Bouguer gravity for the study area. In this figure, the basement rock outlines have been retained. As with the magnetics, the interpreted structures are well supported by the gravity. Experience has shown basement rocks commonly produce gravity highs in the Walker Lane and this dataset is no exception.

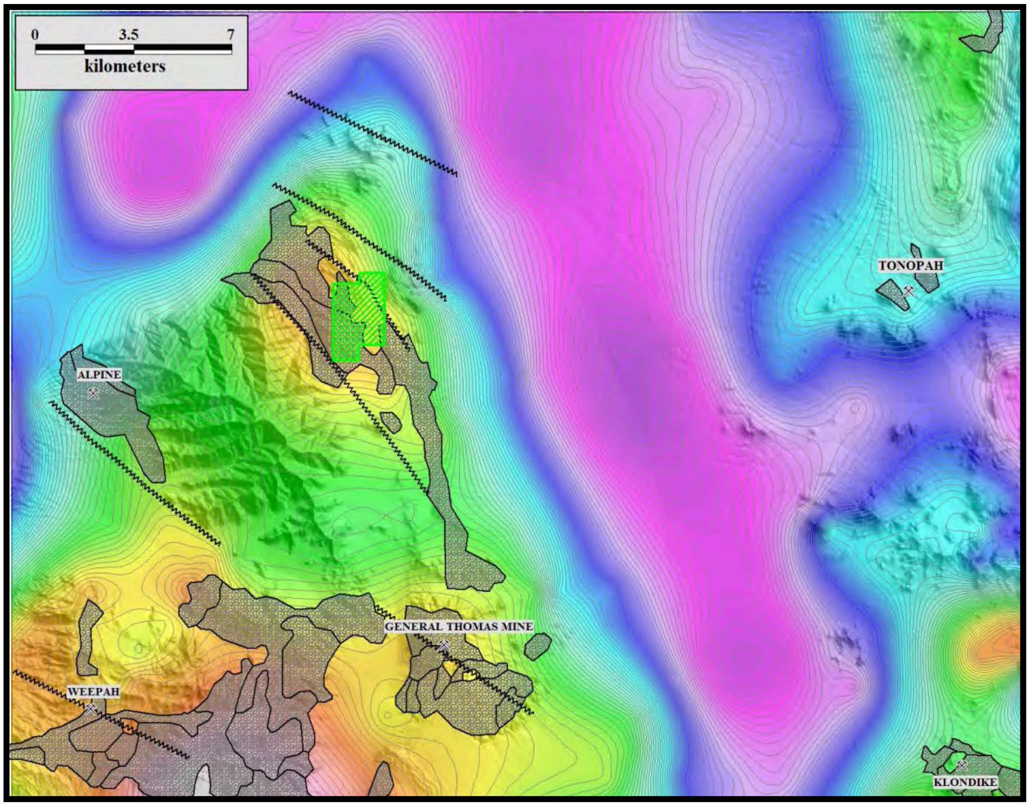


FIGURE 3: USGS Gravity, Basement and Property

The northwest oriented band of basement rock cutting through the property correlates directly with a gravity high. Intrusive rocks are somewhat less dense producing somewhat weaker gravity anomalies. Finally, the volcanics and basin fill material are low density and produce extremely low gravity values in the valleys. The relatively strong gravity high beneath the property suggests a substantial thickness of basement, which is likely underlain by intrusion at depth.

Figure 4 summarizes the structural model for the property. A number of structures, with apparent right lateral movement, have segmented the Lone Mountain. – Weepah pluton and controlled, to some extent, the northwest oriented band of basement underlying much of the property. Right lateral displacement would have accompanying dilation in roughly an east-west orientation, as shown in Figure 4. Albers and Stewart (1972) note that north-south oriented faults generally dip west with normal displacement. In fact, an examination of Figure 4 reveals a prominent topographic linear extending south from the property, west of the General Thomas Mine to form Grapevine Canyon further south.

The timing of structures relative to mineralization is important. It appears the right lateral structural regime post dates the plutons. Thus if mineralization is related to pluton emplacement, the right lateral regime would disrupt the mineralization rather than serving as structural hosts.

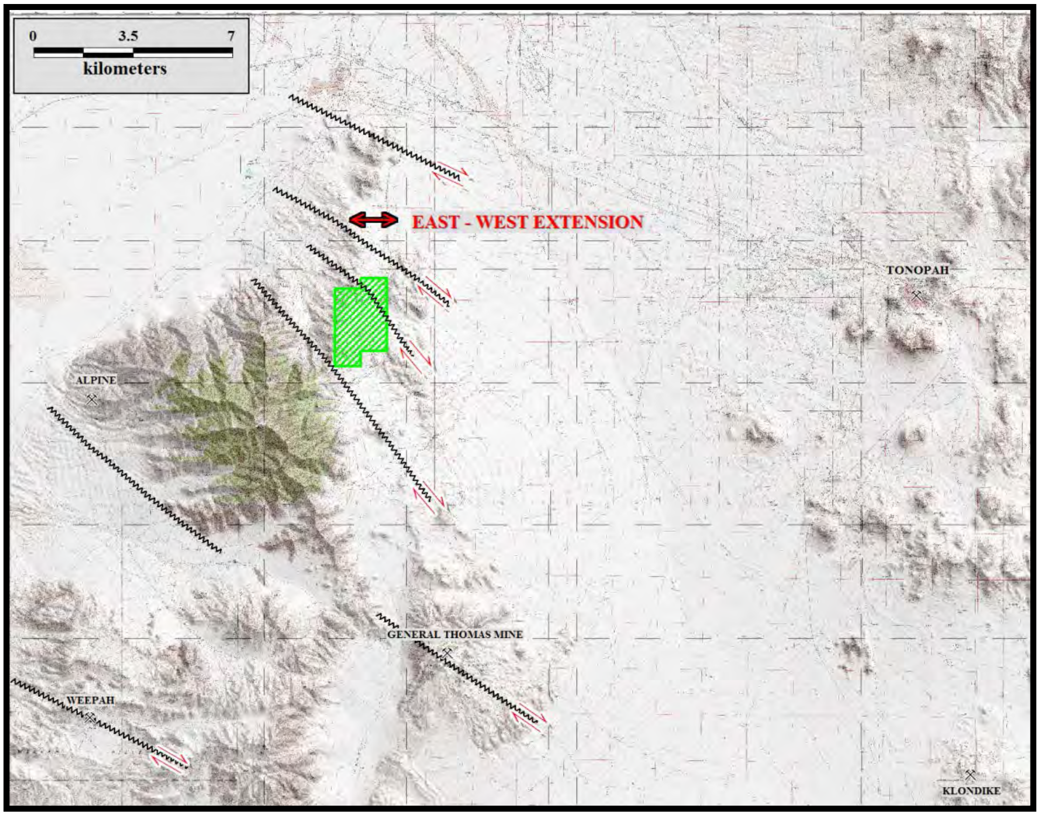


FIGURE 4: Structural Model, Topography and Property

Albers, J. P. and Stewart, J. H., 1972, Geology and mineral deposits of Esmeralda County, Nevada: Nevada Bureau of Mines and Geology, Bulletin 78.