TECHNICAL REPORT

ON THE

GOLDSMITH PROPERTY

Poplar Creek Area, Southeastern British Columbia, Canada

UTM: 5583000 N, 491500 E, Zone 11

Mapsheets 082K.035 and 082K.045

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Contents

SIGNATURE PAGE 2
FIGURES 4
TABLES 4
SUMMARY 5
INTRODUCTION 8
RELIANCE ON OTHER EXPERTS 9
PROPERTY DESCRIPTION AND LOCATION 10
ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY 13
HISTORY 14
GOLDSMITH (SWEDES) GROUP 14
BULLOCK GROUP 16
CROWN KING GROUP 18
GEOLOGICAL SETTING AND MINERALIZATION 20
REGIONAL GEOLOGY 20
PROPERTY GEOLOGY 21
ECONOMIC GEOLOGY 21
DEPOSIT TYPES 22
EXPLORATION 23
ROCK SAMPLING RESULTS 25
SOIL GEOCHEMICAL SURVEY RESULTS 28
AIRBORNE GEOPHYSICS 32
GROUND GEOPHYSICS 33
TRENCHING 38
DRILLING 41
SAMPLE PREPARATION, ANALYSES AND SECURITY 43
DATA VERIFICATION 45
MINERAL PROCESSING AND METALLURGICAL TESTING 46
MINERAL RESOURCE ESTIMATES 47
ADJACENT PROPERTIES 48
OTHER RELEVANT DATA AND INFORMATION 49
INTERPRETATION AND CONCLUSIONS 50

RECOMMENDATIONS 51
REFERENCES 53
CERTIFICATE OF AUTHOR 55

FIGURES

FIGURE 1 – LOCATION MAP 10
FIGURE 2 – CLAIM MAP 11
FIGURE 3 – REGIONAL GEOLOGY MAP 20
FIGURE 4 – BULLOCK ZONE GEOLOGY, ADIT AND TRENCH LOCATIONS 24
FIGURE 5 – GOLDSMITH AREA GEOLOGY, TRENCH, ADIT AND
DRILL HOLE LOCATIONS 24
FIGURE 6 – CREAM MINERALS – ROCK SAMLPLE LOCATION MAP 27
FIGURE 7 – GOLD SOIL GEOCHEMISTRY AND CLAIM OUTLINE 28
FIGURE 8 – GOLD SOIL GEOCHEMISTRY 29
FIGURE 9 – ARSENIC SOIL GEOCHEMISTRY 30
FIGURE 10 – LEAD SOIL GEOCHEMISTRY 31
FIGURE 11 – AIRBORNE GEOPHYSICS – ELECTROMAGNETICS 32
FIGURE 12 – AIRBORNE GEOPHYSICS – TILT DERIVITIVE OF TOTAL MAGNETIC
INTENSITY 33
FIGURE 13 – GROUND MAGNETICS – COMPARISON OF TMI AND TILT ANGLE 34
FIGURE 14 – VLF-EM DATA – FRASER FILTERED AND TILT ANGLE 35
FIGURE 15 – CONDUCTIVITY MAPS AT TWO DIFFERENT DEPTHS 37
FIGURE 16 – CREAM MINERALS 2008 – TRENCH LOCATIONS AND RESULTS 40

TABLES

TABLE I – CLAIM INFORMATION 11
TABLE II – 2003 – 2007 ROCK SAMPLES - SIGNIFICANT RESULTS 26
TABLE III – SIGNIFICANT 2008 TRENCH SAMPLE RESULTS 38
TABLE IV – DRILL COLLAR INFORMATION 41
TABLE V – DRILL HOLE RESULTS – POPLAR 81-5 42

SUMMARY

The Goldsmith Property ("the Property"), consisting of 4 mineral claims totalling 370.6 hectares, is located 65 kilometres north of the town of Kaslo in southeastern British Columbia.

The Property is owned by John (Jack) Denny and Robert (Bob) Denny of Salmo, BC and is under option to Black Tusk Resources ("Black Tusk") Inc. of Vancouver, BC, who has the right to earn a 100% interest in the Property, subject to a retained Net Smelter Return.

The Property is underlain by lower Paleozoic (Cambrian to Devonian) volcanic and sedimentary strata of the Lardeau Group that extends for at least 250 kilometres along the Kootenay Arc (Read, 1976).

Gold mineralization on the Goldsmith Property appears to be contained predominantly within quartz veins and stockworks. Historic workings on the Property occur in areas with numerous quartz veins. These veins average about 50 centimetres in width, although in several instances veins of 1 to 2 metres or more have been observed. Within the larger quartz veins, there appears to be two distinct gold mineralizing events with two different vein orientations. The "foliaform" quartz veins often contain galena and occasionally other base metal values associated with gold grades, while "cross-cutting" quartz veins generally have arsenopyrite associated with the gold values.

Also of importance in the area of the historic workings, are numerous narrow (1 to 10 centimetre) quartz veins of various orientations. From sampling conducted to date, it appears that in some instances gold grades within the larger veins increases where these veins are intersected by the smaller veins (Dandy, 2006).

The historic workings (Bullock, Swede/Goldsmith and Crown King) on the Goldsmith Property were discovered and worked between 1900 and 1930. Western Mines Ltd./Armco Mineral Exploration Ltd./Westmin Resources Ltd. optioned portions of the Property from 1980 to 1982 and conducted mapping, sampling, trenching and a small diamond drilling program. After that, no exploration work was completed on the Property until Cream Minerals Ltd. ("Cream") optioned it in 2003.

From 2003 to 2008, Cream conducted several small exploration programs. The initial program consisted of locating and sampling many of the historic workings in order to confirm the existence of the reported high grade gold mineralization. Along with this work on the historic showings, soil sampling was conducted over a grid area in the western portion of the Property. An airborne magnetic and electromagnetic survey was completed in 2006. In 2008, a small excavator trenching program in the Bullock and Goldsmith areas was conducted.

After 2008, the Property had no significant exploration work until it was optioned by Black Tusk in November 2016. Between December 2016 and February 2017, a ground geophysical survey consisting of magnetics and 3 station very low frequency electromagnetics ("VLF-Em") was completed on the property.

Rock chip and grab sampling from the historic workings has confirmed the presence of reported, widespread, high grade gold mineralization from numerous workings on the Property. Detailed geological mapping has not been completed over the Property and is the recommended as part of the next work phase. A better understanding of the structural controls, vein orientations and mineral associations is imperative to understanding the geological setting for the gold mineralization.

Soil sample results from previous soil surveys show significant gold, arsenic and lead anomalies trending through the Property and expand out from the area around the historic workings. Gold and other element associations seen in the soil geochemistry anomalies are also present in rock sample results.

In 2006, an airborne geophysical survey was completed. Results from the airborne survey show that in general, conductors line up well with the regional lithological trends. A strong conductor is continuous through the mineralized area for a distance of nearly 1.5 kilometres. The conductor is believed to represent the mafic volcanic and diabase units that host the gold bearing quartz veins.

Total field magnetics from the airborne survey show a large magnetic high trend, averaging 800 metres in width and lying adjacent to the conductive zone. The magnetic tilt derivative signature shows a good correlative relationship between magnetics and gold geochemistry, with a series of narrower linear magnetic features. A southwest splay trends sub-parallel to the conductor and mimics the gold soil geochemical anomaly. Magnetic anomalies may define the trend of the gold bearing structures in areas of overburden cover.

A ground geophysical survey by Black Tusk was run at oblique angles to the two known vein orientations and to the prior airborne geophysical survey lines in order to pick up traces of cross structures which may be important controls on mineralization. The ground magnetic anomalies appear to provide greater detail than is available on the prior airborne survey and will be helpful in mapping structural relationships such as prospective intersections and truncations. The VLF-EM inversions exhibit a number of apparent conductors. Some of the conductors are likely related to formational conductivity (e.g., conductive argillites), while others are less clear. Interpretations will be enhanced when the results can be compared with detailed surface relations determined from geological mapping.

In the author's opinion, the Goldsmith Property hosts potential for a high grade nuggety gold deposit, as originally noted in historic reports and confirmed by the heterogeneous, spotty high gold values obtained from Cream's sampling programs.

A bulk sampling program is proposed for the Goldsmith Property in order to mitigate the gold variability incurred by the presence of coarse gold grains. This "nugget effect" must be taken in to account when exploring for gold mineralization in this type of system and the importance of structures, veins and associated and indicator element geochemistry must be stressed. The gold values within this mineralized system will often be greatly variable. This variability will decrease by increasing the sample size with the implementation of a bulk sampling program (Johansen et al, 2003).

The recommended two phase work program for the Goldsmith Property will culminate in a small bulk sample extraction of mineralized bedrock in several locations. The results of this bulk sampling program will aid in mitigating the heterogeneity of the gold grades resulting from erratic gold grain distribution, and will provide information on the metallurgy of the mineralization. This information is critical for planning future exploration work.

Estimated cost for Phase I is $100,000 and estimated cost for Phase II is $350,000. Results from the Phase I exploration program will guide the Phase II program. Dependent upon the success of the Phase II bulk sampling and metallurgical program, one or more selected veins or vein zones should be targeted by a 10,000 tonne bulk sample program.

INTRODUCTION

This Technical Report on the Goldsmith Property ("the Report") is prepared for Black Tusk Resources Inc. ("the Company" or "Black Tusk") having an office at Suite 500 – 666 Burrard St., Vancouver, BC, V6C 3P6 . The author was commissioned to examine and evaluate the geology and mineral potential of the Goldsmith Property ("the "Property") and to make recommendations for the next phase of exploration work in order to test the economic potential of the Property.

The report describes the Property in accordance with the guidelines specified in National Instrument 43-101, Companion Policy 43-101CF and Form 43-101F1 and is based on historic and recent exploration information. Historic work includes geochemical sampling, prospecting, airborne geophysical survey, geological mapping, excavator trenching and diamond drilling. Recent work consists of a ground magnetic and VLF-Em geophysical survey.

The Goldsmith Property is material to Black Tusk and this report is to be filed upon the Company becoming a reporting issuer on the Canadian Stock Exchange.

Sources of information utilized in preparation of this report include available public domain information, including:

- Research of the Minfile data available for the area at https://minfile.gov.bc.ca.
- Research of mineral titles at https://www.mtonline.gov.bc.ca.
- Review of company reports and annual assessment reports filed with the government at https://aris.empr.gov.bc.ca.
- Review of geological maps and reports completed by the Geological Survey of Canada and the British Columbia Ministry of Energy and Mines or their predecessors.
- Research of Company Documents and News Releases for Cream Minerals Ltd. at http://www.sedar.com.

The author has assumed that the previously documented work in the region is valid and has not encountered any information to discredit such work.

The author visited the property on February 26, 2017 and examined the access conditions, along with verifying the locations and accuracy of many of the new ground geophysical survey lines and stations. As well, the author supervised exploration work on the Property conducted by Cream Minerals Ltd. between 2003 and 2008. During that time, the Property was examined and evaluated by the author on several property visits, with over 30 non-contiguous days.

RELIANCE ON OTHER EXPERTS

The author has not relied on experts for information concerning legal, environmental, political or tax matters in preparing this technical report.

PROPERTY DESCRIPTION AND LOCATION

The Goldsmith Property lies between Poplar and Cascade Creeks, near their confluence with the Lardeau River, 65 kilometres north of Kaslo in the Slocan Mining Division of southeastern British Columbia, Canada (Figure 1). The Property, consisting of 370.6 hectares in 4 mineral tenures (claims), is centred at 5583000 North and 491500 East in UTM Zone 11 within mapsheets 082K.035 and 082K.045 (Figure 2). The claim boundaries have not been legally surveyed. All tenures are in good standing. Table I contains claim information.

FIGURE 1
GOLDSMITH PROPERTY LOCATION MAP

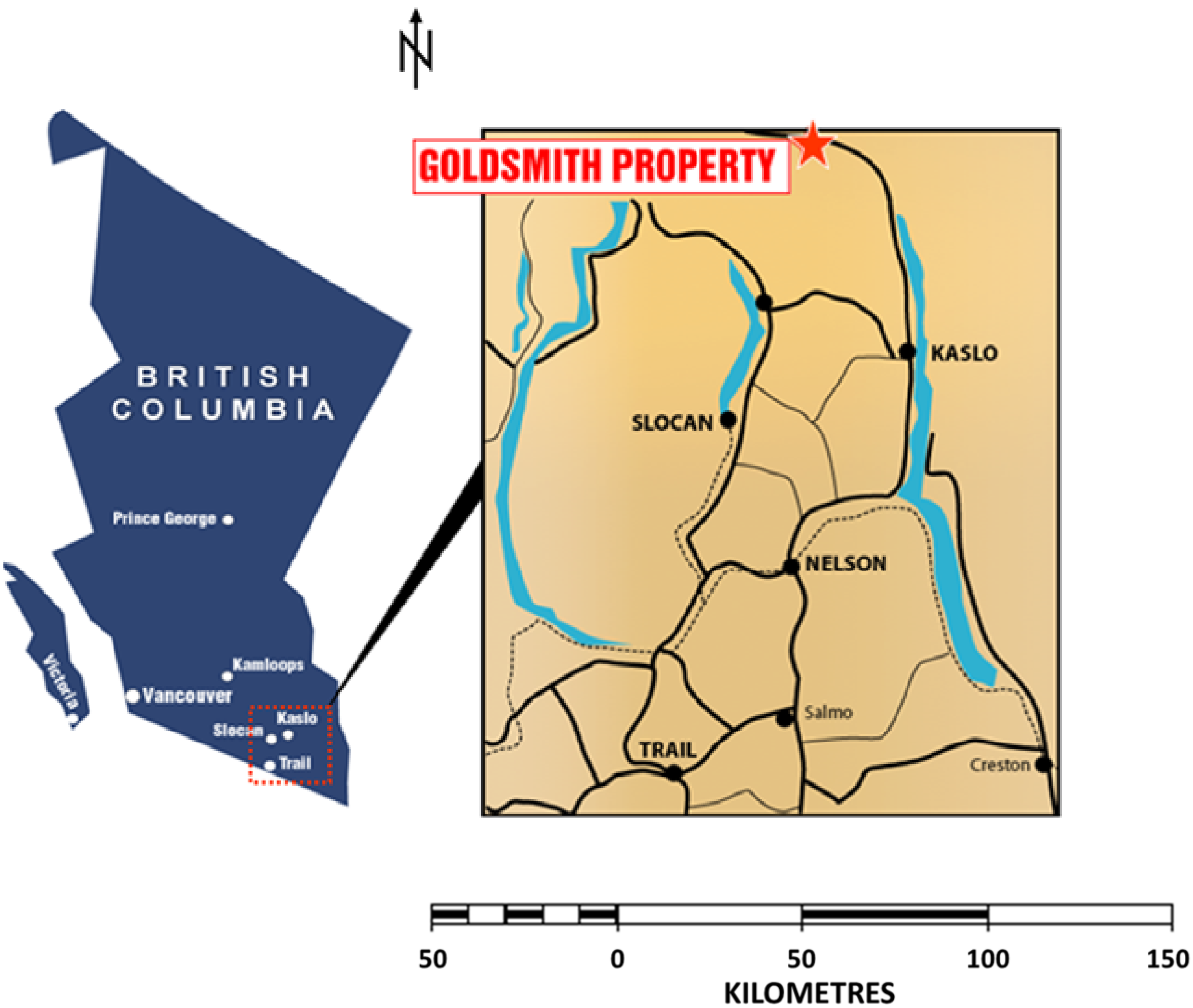
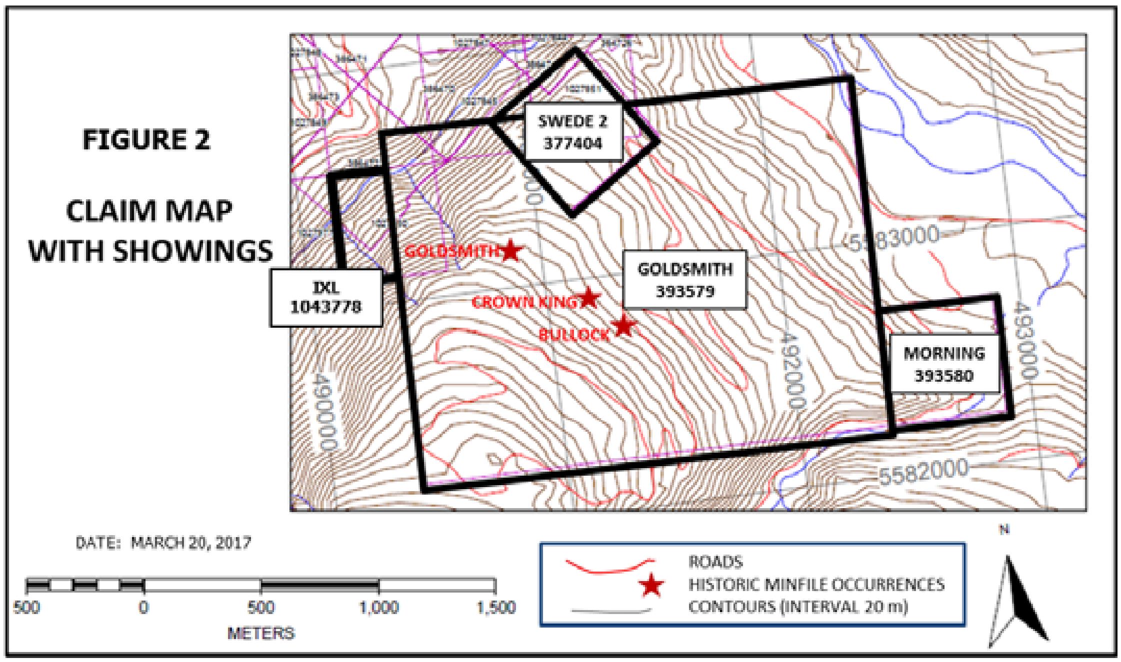


TABLE I
CLAIM INFORMATION

CLAIM NAME	TENURE NUMBER	SIZE (Ha)	EXPIRY DATE
GOLDSMITH	393579	300	APRIL 21, 2027
MORNING	393580	25	APRIL 21, 2027
SWEDE	377404	25	APRIL 21, 2027
IXL	1043778	20.6	APRIL 21, 2027



The Goldsmith, Morning and Swede mineral claims are recorded in the name of Jack Denny of Salmo, BC and the IXL mineral claim in the name of Bob Denny of Montrose, BC. Black Tusk Resources Inc. ("the Company") has the right to earn an undivided 100% interest in and to the Property subject to payments of:

- $5,000 upon execution of the agreement (paid)
- $7,000 plus 200,000 shares on the Initial Public Offering of the Company
- $13,000 by the 30th day of November 2017
- $20,000 by the 30th day of November 2018
- $25,000 by the 30th day of November 2019
- $30,000 plus 200,000 shares by the 30th day of November 2020.

Payments are to be made to John (Jack) Denny (50%) of Salmo, BC and Robert (Bob) Denny (50%) of Montrose, BC ("the vendors").

Upon completion of the Purchase Price, the vendors shall transfer all right, title, and interest in the claims to Black Tusk, except for a 2% retained Net Smelter Return ("NSR"). The Company may purchase 1% (half) of the Net Smelter Return for $500,000 any time prior to or after commencement of commercial production.

The Company must keep the Property (claims) in good standing by doing and filing all recordable assessment work. At this point, the company has filed the maximum allowable assessment credit and all claims are currently valid until April 21, 2027.

The author knows of no environmental liabilities to which the Property is subject.

At present, there is not an existing work permit authorization on the Property. A permit application is being prepared for submission to the BC Ministry of Energy and Mines for the excavator trenching portion of the Phase II work recommendation. The data compilation, geological mapping and geochemical sampling in Phase I does not involve surface disturbance; therefore authorization is not a requirement for that portion.

BC government regulators state that permit authorizations can be expected to be granted in about 60 days after submission, although the author has found several instances when permitting can take up to 120 days. The author has obtained permits for prior exploration programs on this Property and does not see any reason that future permit authorization will not be obtained in a reasonable time frame and at a reasonable cost.

The author knows of no significant factors or risks that may affect access, title, or the right or ability to perform work on the property.

ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY

The Goldsmith Property is located in an area of rugged terrain. The claims lie on the west slope of the moderate to steep sided Lardeau River valley and south of the deeply incised Poplar Creek valley. Elevations on the Property range from 655 metres along the Lardeau River valley to 1,100 metres at the Goldsmith showings. Outcrop is moderately abundant on steep slopes but is sparse on moderate slopes such as at the Bullock workings.

Several portions of the claim area have been recently logged, with the remainder being covered with first and second growth forest consisting of balsam, fir, spruce, hemlock, cedar and occasional white pine and larch. Thick growths of alder and devil's club are found along creek gullies and in shady, damp areas.

Access to the Goldsmith Property is via Highway 33, north from Kaslo, BC for 65 kilometres, then west on Cascade Creek Forest Service Road. The Cascade Creek Road and a number of 4x4 roads run through the claims. Highway 33 crosses the northeast corner of the claim block.

The small lumber and mining communities of Meadow Creek (24 kilometres south) and Trout Lake (40 kilometres north) have limited amenities. Meals and accommodation can be had seasonally both places along with other limited supplies. The towns of Kaslo, Nelson, Castlegar, Trail and Revelstoke all lie within 200 kilometres of the property and have good infrastructure and work force to service the mining industry. These towns are all accessible from the Property via year round highways.

Climate data was obtained from the Kaslo weather station and averaged from 1981 to 2010 (http://climate.weather.gc.ca). Summer temperatures (July and August) average 18°C with highs of 25°C. Winter temperatures (December and January) average -2°C with lows of -5°C. The area receives 886 millimetres of precipitation annually with 187 centimetres of snowfall. One can expect snow on the ground from November through March, allowing for a long seasonal operating window. With this weather data being from Kaslo, located along the moderating influence of Kootenay Lake, one can expect the temperature variables and snowfall values to be greater at Poplar Creek.

The claims lie on crown land and the author sees no reason to expect surface rights not to be granted for mining operations if the project reaches the feasibility stage. The nearest connection to the British Columbia power grid is 14.5 kilometres south of the Property. Water, for mining purposes, is abundant in Poplar and Cascade Creeks and the Lardeau River. The claims have sufficient area for associated mining infrastructure, if and when required.

HISTORY

A gold prospecting rush passed through the Lardeau River valley at the turn of the century, stopping briefly at Poplar Creek between 1898 and 1903. Exploration, consisting of open cuts and driving of numerous short adits continued intermittently until about 1930. Essentially no further work had been done until 1980 when the claims were optioned by Western Mines Ltd./Armco Mineral Exploration Ltd./Westmin Resources Ltd. ("Westmin"). Westmin conducted small soil sampling, geological mapping, trenching and diamond drilling programs on the Property for two years. The next exploration programs of any significance occurred from 2003 to 2008 when the Property was under option by Cream Minerals Ltd. ("Cream"). Cream completed soil sampling, prospecting and rock sampling, airborne geophysics (magnetics and electromagnetics), mapping and trenching.

Historical reports from the various workings on the Goldsmith Property can be found in Geological Survey of Canada Reports, British Columbia Minister of Mines Annual Reports, British Columbia Ministry of Energy and Mines Minfile listings and British Columba Assessment Report Index (see References). Three historic British Columbia Minfile occurrences are located on the Goldsmith property: Swede/Goldsmith (Minfile #082KSW088); Bullock (Minfile #083KSW087); and Crown King (Minfile #083KSW108) (Figure 2).

The Goldsmith, Crown King and Bullock workings trend along a relatively linear structural corridor trending from northwest to southeast across the western side of the claim block. Initially, historic workings concentrated on the Goldsmith (also known as the Swede) and then later on the Bullock. Between the 2 zones, at one point, a claim known as the Crown King was located. All 3 of these zones are likely related to the same mineralizing event.

The following summaries of geology and mineralization are compiled from Geological Survey of Canada Summary Report 1903, Geological Survey of Canada Memoir 161 (1929), and various British Columbia Minister of Mines Annual Reports. These summaries represent the majority of the historic economic geology knowledge on the various showings contained within the Goldsmith Property, so have been included here for completeness. It must be noted that the information in these summaries has not been verified and cannot be relied upon except in a general sense of the type and amount of very early work conducted on the Property.

GOLDSMITH (SWEDES) GROUP

From Geological Survey of Canada Summary Report, 1904:

> *On the Swede Group, at Poplar Creek, a considerable amount of surface work has been done which has thrown a good deal of light on the occurrence of the gold. The rock is made up largely of what we have been calling diabase schists, in dykes with thin bands of phyllite between. Near the centre of this*

mass is a band of rather massive green schist. In the diabase schist and the phyllites is a network of quartz veins varying from almost microscopic stringers to veins several feet wide. While in a general sense these are either parallel to or at right angles to the formation, in detail they vary in dip and strike, anastomose, etc. They carry galena, chalcopyrite, siderite, pyrite and arsenopyrite. The quartz is watery, smoky and milky. The smoky quartz bears the coarsest gold and the watery is generally richer than the milky quartz. The larger veins as a rule are much less heavily mineralized, while the tiny veins are frequently very rich.

The diabase schists and the phyllites, besides being full of the small quartz stringers, are impregnated with pyrite and arsenopyrite, which weather to yellow or red oxides of iron respectively, giving the country rock a spotted appearance. Where these crystals were large and are now weathered, wire, sponge and flake gold may sometimes be detected. Evidently the arsenopyrite is the heaviest gold carrier. The country rock, therefore, when spotted with iron oxide, carries gold values, especially near the stringers and veins of quartz, where the sulphides are apt to have been present in greatest quantity. Samples, which we took at a number of points over a wide area, gave colours by panning. The gold in the rocks is extremely fine. The richer, smaller veins, on account of irregularities and faulting, would be difficult to mine, but if, as there is reason to hope, the diabase schist and phyllite carry pay values, at any rate near the veins, the prospects for successful operation are greatly increased. Samples of fresh unpromising looking schist assayed by Mr. Connor of this survey, gave negative results. The gold is, therefore, not evenly disseminated throughout the full extent of the schist.

The cost of mining this rock should be low. It is easily worked and although fresh and massive when taken out, it weathers rapidly, so that after a few months exposure it may be crumbled in the hand. In what rock I saw exposed, this weathering appeared to have freed the gold from the arsenopyrite, but this point should be tested on rock from a greater distance below the surface. If the rock itself is found to carry anything like pay values, it should be submitted to first class metallurgists and mill men to determine the best method of saving the gold. On account of its fineness it is possible that cyaniding on a large scale might prove the least expensive process.

From Geological Survey of Canada Memoir 161, 1929:

On the southeast shoulder of the mountain, between Poplar Creek and the river, about 1,400 feet above the valley; are the Gold Hill and Goldsmith claims, known as the Swedes' Group, and just east of these is the Crown King.

A large number of quartz veins occur on these claims having a course of about 285^o and varying from a few inches to six feet in width. A number of cross veins are also found. They are mineralized here and there with galena, pyrite and spathic iron weathering to limonite. At many points they will pan gold. On the Goldsmith Claim on Poplar Creek slope a quartz vein 18 inches wide dipping slightly southward occurs in pyritized slates. It is almost parallel to the slates but strikes a few degrees more northerly. The richest specimens yet found at Poplar Creek were taken from a point on this vein but at the time of my visit the spot was covered up to avoid the necessity of maintaining a guard. One specimen obtained here was said to weigh five pounds, of which two and a half pounds was estimated to be gold. Northeast of this vein, in a dyke of the porphyry, a galena vein which varies from two inches to a foot in width, was exposed for about fifteen feet. A shallow hole has been sunk which shows it to be widening from eight inches at surface. It is heavily mineralized with galena and some blende, copper and iron pyrites. It is stated to carry high values assaying as much as $5,000, mostly in gold. The galena weathers to white sulphate and carbonate leaving free gold.

BULLOCK GROUP

From British Columbia Minister of Mines Annual Report, 1920:

This property, consisting of three claims and a fraction, is situated at an elevation of 1,200 feet above the railway and at a distance of about 3 miles from Poplar. The claims are easily accessible by trail from the railway track. The group was acquired by Bullock Gold Mines Limited in 1919. The formation, generally speaking consists of highly metamorphosed rocks, schistose in character and mineralized in certain zones with pyrite and arsenopyrite. The schists are rich in iron sulphides and evidently carry gold in appreciable quantities, as good results have been obtained in some places by panning the decomposed and oxidized material from the surface, and it is possible that if a big enough body of this material is discovered it could be mined and treated at a profit.

In this formation quartz veins and veinlets are of common occurrence, some cutting the formation and others following the schistosity of the enclosing rocks. The latter type show persistency along the outcrop, but their continuity with depth in this particular locality has not yet been demonstrated. They do not appear to be of the fissure type, but possibly owe their origin to segregation of quartz in the highly siliceous phases of the enclosing schists. The vein-filling is usually milky white quartz, although smoky quartz is sometimes encountered.

A good deal of prospecting and development work has been done on these veins in the vicinity of Poplar since the discovery of some exceptionally rich *pockets of gold quartz in 1903. The company's efforts have largely been confined to exploratory work on veins as above described, and small pockets and stringers of galena have been exposed.*

The principal underground work consists of a 287 foot crosscut tunnel, driven at a vertical distance of 50 feet below the outcrop of the vein, on which an old shaft had been sunk. The bottom of this could not be examined on account of water, but at the top the quartz vein showed a width of about 28 inches to be heavily mineralized with iron sulphides, which are oxidized at the surface. A general sample of this oxidized material taken from a number of places along the outcrop ran: Gold, 0.40 oz.; silver, 1.2 oz.; copper, trace; lead, nil, arsenic; trace. The vein was not encountered in the tunnel, which lies a little to the north-west of the shaft. Some samples taken near the shaft, which the manager had assayed, ran high in arsenic.

From Geological Survey of Canada Memoir 161, 1929:

The Bullock mine, owned by the Bullock Gold Mines Limited, is on the ridge southeast of Poplar Creek, at an elevation of 3,400 feet. The workings include five adits, aggregating about 1,200 feet in length, and numerous open cuts. A short raise has been made from the upper or No.1 adit to the surface.

The Bullock is a gold property. Country rock consists of grey mica schists, slates and carbonaceous to graphitic schists, chlorite schists and bands of carbonate rock produced therefrom. The strata strike northwest and dip 20^{o} to 60^{o} northeast. Milky white to watery quartz occurs as veins most of which are 5 feet or less in width and which generally conform to the strike of the wall rocks, but dip at various, in many cases high, angles to the southwest. Numerous smaller quartz stringers cut across the rocks in all directions.

The more important veins may be seen above the portal of the upper adit and have been followed on the surface by open cuts and trenches for nearly 1,000 feet. They vary in width up to 5 feet or more, 15 feet of quartz being exposed at the intersection of two leads. Pyrrhotite, pyrite and arsenopyrite are irregularly distributed through the veins and small amounts of ankerite are present.

No.1 adit was commenced 50 feet below these outcrops near their north end, and was run as a crosscut for 435 feet. It cuts from the portal in massive, grey carbonate rock, grading on the west into green chlorite schists and followed by a 15 foot band of carbonaceous, graphitic schists beyond which is chlorite schist. A few lenses and stringers of quartz occur in the carbonaceous schists, but none in the chlorite schists. The lead exposed on the surface was encountered 81 feet from the portal and was drifted on, for the most part, in a *southeasterly direction, for over 100 feet. Two veins are present and they persist for 70 feet southeast from the main crosscut, where they were lost in a zone of rather complex faulting. The two veins continue 15 feet northwest from the main drift and have been followed by a raise to the surface. The quartz throughout is watery, white, and quite barren. Two samples, which proved to be barren of gold, were taken, one of quartz from the drift just south of the main crosscut, and one of pyritized country rock in the small drift to the northwest at the foot of a short raise.*

Hanson's tunnel, 400 feet northwest along the strike from No.1 adit, crosscuts 160 feet of carbonate rock and limy schists and exposes several quartz veins, some of which are slightly mineralized with pyrite. Chromium mica appears in some of the quartz.

Below, that is northeast of the main adit, numerous veins have been exposed by open-cuts or short adits. Those which strike northwest and dip steeply southwest are the more persistent. Many small stringers intersect them and at the junctions several small pockets of high-grade ore, some containing visible free gold, have been found. Only small amounts of sulphides were seen and pyrite is the most common of these. Galena is very scarce. Green chromium mica is present in some of the quartz veins and impregnates several of the bands of coarsely crystalline carbonate rock. The mica is commonly more abundant near the high-grade pockets and, therefore, may be taken as a rough guide to ore.

Much money has been spent on development work; a small mill and excellent cabins have been erected. The two samples taken by the writer indicate that gold is very erratically distributed and is not present in any important amount in the main vein or in the adjacent country rock. All that remains to be done is careful systematic sampling and assaying of the quartz veins to ascertain what average value, if any, may be expected.

<u>CROWN KING GROUP</u>

From Geological Survey of Canada Memoir 161, 1929:

On the Crown King, veins are also numerous. For some little distance a vein occurs every few feet. The country rock itself appears to carry gold values. The owners had started to dig in what appeared to be some weathered diabase schist, but this earthy material was found to pan well. Some stringers of quartz one-eighth of an inch to two inches in width occur in it carrying a little galena. A pan of this quartz and decomposed rock-matter was washed and a large quantity of fine gold and a number of nuggets were recovered.

These summaries, compiled from documents by British Columbia Minister of Mines and Geological Survey of Canada geologists have good geology and mineralization summaries but do not fully state the quality of results. There appears to be "hearsay" in some instances. The reader is cautioned to not rely upon the historic documentation but rather consider it an example of the amount and type of work carried out on the Property. The surface workings, including a number of adits, pits and trenches, observed by the author confirm that considerable historic work was conducted on the Property.

In 1980 and 1981, Westmin conducted assessment work on the Property including geology, soil geochemistry, trenching and 6 short diamond drill holes totalling 409 metres.

Since 1982, when Westmin dropped their option on the Property, it was held by local prospectors. Only limited, predominantly physical work was conducted on the Property until 2003 when it was optioned by Cream.

In 2003 and 2004, Cream Minerals conducted exploration programs consisting of locating and sampling many of the historic workings in order to confirm the existence of the reported high grade gold mineralization. From 2004 to 2006, soil sampling was conducted over the western portion of the Property. An airborne magnetic and electromagnetic survey was completed in 2006. In 2008, nine excavator trenches were put in over the Bullock and Goldsmith areas.

The only past production documented is from 1904, when 8 tonnes were shipped from the Swede/Goldsmith area by Great Northern Mines (British Columbia Minfile #082KSW088). This returned 778 grams of gold, correlating to a value of 97.25 g/t gold. It can be assumed that this "ore" was hand sorted and selectively high graded.

The work programs carried out by Westmin and Cream were supervised by the author (in Cream's instance) or by other well respected (and known to the author) geologists. There is no reason to doubt the veracity of results and conclusions from historic reporting by Westmin or Cream.

In general, results from the exploration programs show that high grade gold assays have been returned from quartz veins and vein zones in the area of historic workings. The gold values are spotty and erratic as is common in systems exhibiting "nugget effect". See Exploration and Drilling Sections for more detailed discussions of results from previous exploration programs.

GEOLOGICAL SETTING AND MINERALIZATION

REGIONAL GEOLOGY

The Goldsmith Property is underlain by lower Paleozoic (Cambrian to Devonian) volcanic and sedimentary strata of the Lardeau Group that extends at least 250 kilometres along the Kootenay Arc from the United States border to north of Revelstoke, British Columbia.

The Poplar Creek area geology has been studied in detail by Read (1973 and 1976). The strata have undergone polyphase deformation including an early isoclinal phase of folding and a younger open to tight phase and greenschist grade (biotite zone) metamorphism. The lowermost Index Formation comprises limy green phyllite (of volcanic origin), phyllitic and arenaceous limestone, grey and light green phyllite (volcanic derived sedimentary strata) and quartz grit. The Jowett Formation is a greenstone (basaltic volcanic rocks) unit and is overlain by grey and green phyllite, grit and limestone of the Broadview Formation (Read, 1976). The Bullock showings are interpreted to occur near the stratigraphic interval at the top of the Jowett, although the Jowett/Broadview contact has not been defined.

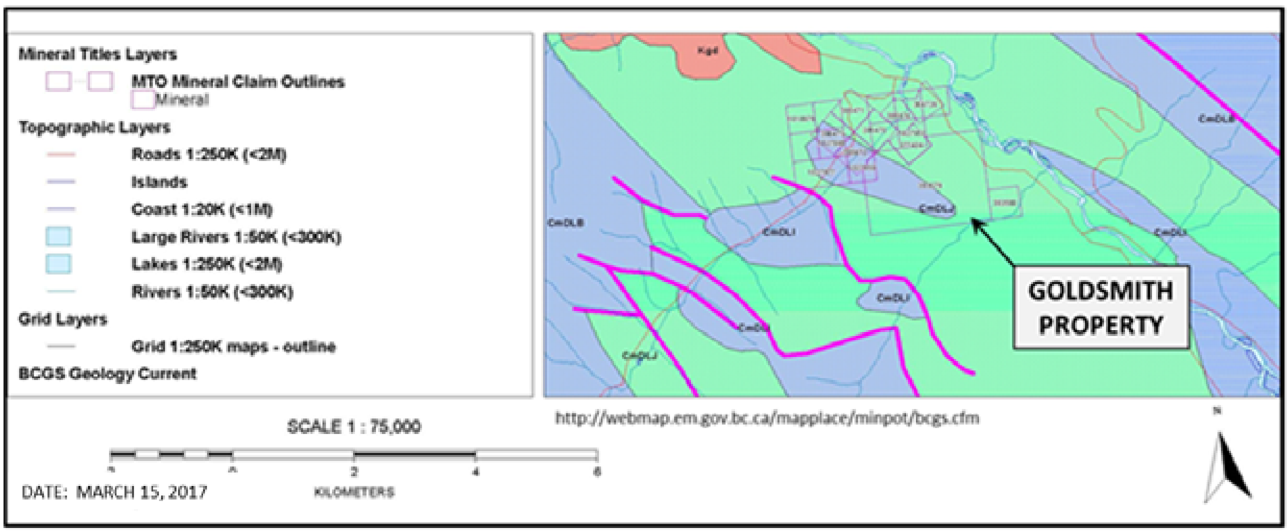


FIGURE 3: REGIONAL GEOLOGY MAP

MAP UNITS: **CmDLB** = Cambrian-Devonian Lardeau Group – Broadview Formation
Limestone, slate, siltstone, argillite
CmDLJ = Cambrian-Devonian Lardeau Group – Jowett Formation
Basaltic volcanic rocks
CmDLI = Cambrian-Devonian Lardeau Group – Index Formation
Mudstone, siltstone, shale, fine clastic sedimentary rocks
Kgd = Cretaceous – Unnamed
Granodioritic intrusive rocks

PROPERTY GEOLOGY
(summarized from Wojdak, 1982)

The main lithologies of the area are variably altered mafic volcanics (chlorite schist, greenstone) and argillaceous metasediments.

The area hosting the Goldsmith and Bullock showings is underlain mainly by basaltic strata that are variably altered and contain from 0 to 40% carbonate. The rocks are now chlorite +/- sericite +/- quartz-carbonate schists and range from light green to dark blue-green in colour. Locally, especially near quartz veins, the chlorite schist contains minor disseminated pyrite resulting in deep oxidation. There are two distinct textural varieties of volcanics; most outcrops are schistose, soft and recessive but some conformable bands are semi-massive, hard and distinctly resistant, although they may be well carbonatized. The former are probably thin flows and tuffs while the latter may be a thick flow or intrusive sill. Neither possesses preserved primary textures.

Graphitic argillite, argillite and siltstone are interbedded with the mafic volcanic strata. These are thin bedded and were probably deposited in deep water, possibly as distal turbidites. Sediments and volcanics strike northwest and dip moderately (40-60^{o}) northeast. Terrain slopes north-easterly but less steeply than stratigraphic dip. Some abrupt changes in slope and gullies transverse to slope strongly suggest strike faults but stratigraphic control is insufficient to define these probable faults.

ECONOMIC GEOLOGY

Gold mineralization took place in association with a submarine hydrothermal system that developed near the conclusion of mafic volcanism. The hydrothermal system resulted in widespread carbonate alteration, exhalative quartz-carbonate precipitates and quartz veins with variable gold content. Metal zoning in Bullock quartz veins contains galena and generally lower gold, while at Goldsmith, sporadic arsenopyrite with better gold values can be found (Wojdak, 1981).

Gold mineralization appears to be contained predominantly within quartz veins and stockworks. Within the larger quartz veins, two distinct gold mineralizing events with two different vein orientations can be observed. "Foliaform" quartz veins often contain galena and occasionally other base metal values associated with higher gold grades, while "cross-cutting" quartz veins generally have arsenopyrite associated with the gold values. Also of importance, in the area of the historic workings, are numerous narrow (1 to 10 centimetre) quartz veins of various orientations. From limited sampling, it appears that in some instances gold grades are higher in the narrower quartz or where the larger veins are intersected by the smaller veins (Dandy, 2009). Detailed geological mapping has not been completed over the property and is included in the next recommended work phase. A better understanding of the vein orientations and mineral associations is imperative to understanding the geological setting for the gold mineralization.

DEPOSIT TYPES

The Goldsmith Property exhibits classic orogenic gold model characteristics, coincident with a "nuggety" gold vein system (Ash and Alldrick, 1996). This has been noted in historic reports and confirmed by the some of the very high gold assays obtained from Cream's sampling programs.

This mineral deposit type is a major source of the world's gold production and accounts for approximately one quarter of Canada's output. These deposits may be difficult to evaluate due to the "nugget effect" (Ash and Alldrick, 1996).

North American examples of nuggety gold deposits which have hosted significant gold production include the Grass Valley and Motherlode areas of California (with over 10 million ounces produced) and the Bralorne Mine of southern British Columbia (which produced 4 million ounces of gold).

Comparisons can also be made to several other gold deposits, such as Bendigo in Australia. The Bendigo District has produced 22 million ounces of gold over the last century. Gold deposits hosted in the Bendigo District contain coarse visible gold grains (often greater than one millimetre in size) which are very erratically distributed within quartz. This erratic dissemination of high grade coarse gold is termed the "nugget effect".

At Bendigo the gold within the quartz veins is characterized by both its coarse nature and its erratic distribution; as a result, the Bendigo Goldfield is classed as an extreme nugget effect system. This characteristic ensures that the Bendigo mineralization is very challenging to sample and evaluate. In this case, diamond drilling is a good measure of structure and geological continuity, but a poor measure of grade and grade distribution. Extreme nugget effect deposits like Bendigo require the use of bulk samples in order to be representative. However, the cost and turnaround time is significant. As a result, a micro-bulk sampling system has been introduced that attempts to overcome these problems by providing a fast, practical method that can define ore from waste (Johansen et al, 2003).

This description from Bendigo concurs with the author's recommendation of bulk sampling the gold bearing quartz veins at Goldsmith, rather than commencing a diamond drilling program as the next proposed work phase.

EXPLORATION

A ground geophysical survey completed by Black Tusk between December 2016 and February 2017 is the only work completed on the property by the issuer. This survey was run at oblique angles to the two known vein orientations and to the prior airborne geophysical survey lines in order to pick up traces of cross structures which may be important controls on mineralization. The ground magnetic anomalies appear to provide greater detail than is available on the prior airborne survey and will be helpful in mapping structural relationships such as prospective intersections and truncations. The VLF-EM inversions exhibit a number of apparent conductors. Some of the conductors are likely related to formational conductivity (e.g., conductive argillites), while others are less clear. Interpretations will be enhanced when the results can be compared with detailed surface relations determined from geological mapping.

For completeness, along with the ground geophysical work by Black Tusk, this exploration section will summarize work completed by Westmin in 1981 and Cream from 2003 to 2008. Exploration work included mapping and rock sampling, soil sampling, airborne geophysics, trenching and diamond drilling. The diamond drilling program results are discussing in the following section.

In 1981, Westmin completed generalized geological mapping over a grid covering the Bullock and Goldsmith zones. Figure 5 shows the mapping and trench locations in the Bullock area and Figure 6 shows the mapping, trench and drill hole locations (in red) in the Goldsmith area. The Bullock No. 1, 2, 3, Pluto, Goldsmith 1 and 2 Adits are highlighted on these figures. On subsequent figures, yellow stars are plotted indicating the locations of these adits for reference.

None of the Westmin data is in digital format and UTM coordinates for sample sites, trenches and drill collars are not available. These Westmin Figures have been included here for completeness.

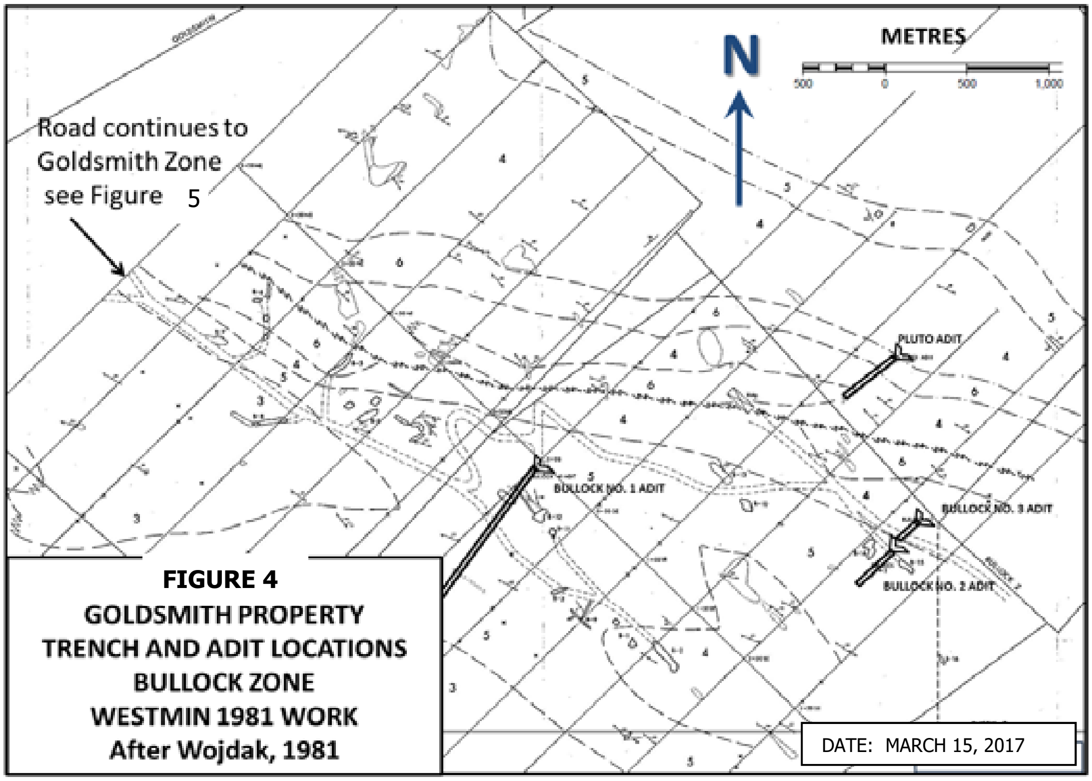


FIGURE 4
GOLDSMITH PROPERTY
TRENCH AND ADIT LOCATIONS
BULLOCK ZONE
WESTMIN 1981 WORK
After Wojdak, 1981

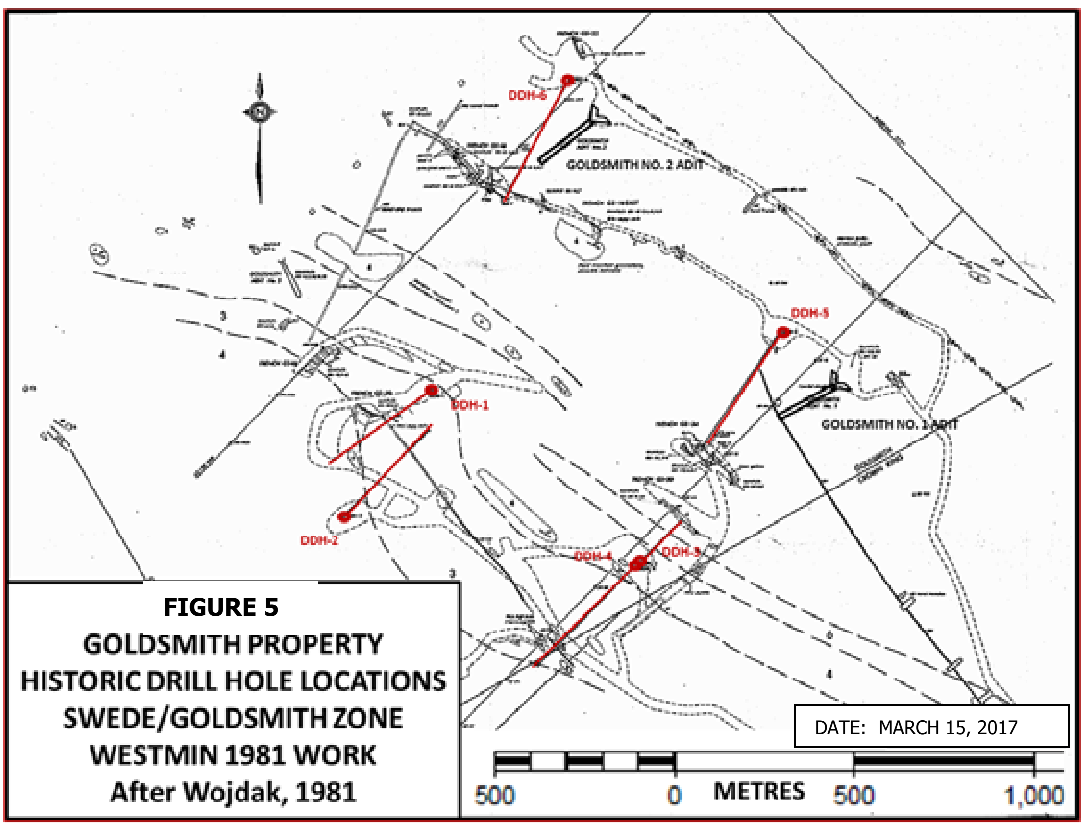


FIGURE 5
GOLDSMITH PROPERTY
HISTORIC DRILL HOLE LOCATIONS
SWEDE/GOLDSMITH ZONE
WESTMIN 1981 WORK
After Wojdak, 1981

LEGEND FOR FIGURES 4 AND 5
(Wojdak, 1981)

LEGEND

LARDEAU GROUP, Cambrian to Devonian

Jowett Formation - units represent an approximate lithologic sequence and may not be a stratigraphic succession. Some units may be equivalent and related by folding or faulting.

11 Argillaceous greywacke, minor graphitic argillite; grey.

10 Feldspar porphyry andesite; ranges from dark green massive, well jointed, with lens shaped mafic inclusions to grey or black, well foliated, crystal fragments and tuff appearance.

9 9a Limestone, dolomite, laminated chlorite-sericite phyllitic limestone, numerous quartz veins; 9b chert; 9c limy black phyllite. Associated with unit 7.

8 Quartzite, grit, minor argillite; may be facies equivalent of unit 6.

7 Carbonated mafic volcanic; medium to light green limy chlorite schist commonly with distinctive limestone lenses.

6 Siltstone, argillite; intercalated with limey chlorite schist (mafic tuffs(?))

5 Carbonate Exhalite (massive coarse grained ferroan dolomite - f e - quartz rock to schistose ferroan dc - sericite - chlorite - quartz schist. Deep rust weathering, minor pyrite, arsenopyrite, very numerous quartz veins. 5b pyritic chert. 5c graphitic argillite.

4 4a Carbonated mafic volcanics, light green chlorite schist. 4b mafic tuff.

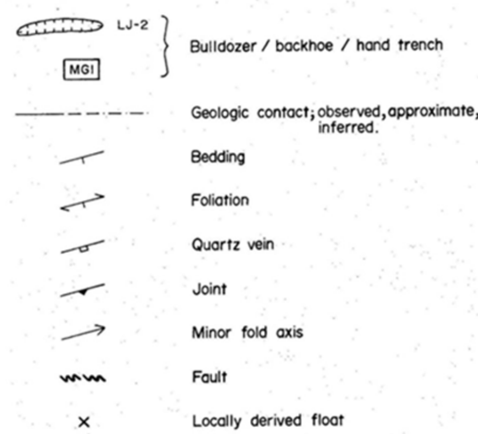
3 3a Argillite, graphitic argillite; intercalated with limy chlorite schist; similar to unit 6 and where unit 5 is absent distinction of unit 3 and 6 is uncertain. 3b with intercalated chlorite schist.

2 Felsic volcanics; light coloured, rusty, quartz-sericite schist, with quartz eyes and amygdules near Mobb workings. Stratigraphic position variable.

1 Mafic volcanics, dark green pillow basalt, chlorite schist.

A Quartz - (feldspar) grit.

SYMBOLS



ROCK SAMPLING RESULTS

The Cream Minerals' exploration programs will be discussed in more detail. In 2003 to 2007 prospecting, rock grab and chip sampling and localized geological mapping was conducted on the Property. The 2003/2004 prospecting and rock sampling program was designed to locate and sample the historic workings. The majority of the rock samples were non-representative grab samples collected from rock dumps, adits and old pits. Chip samples were generally collected perpendicular to quartz vein orientations and represent entire vein widths. Good gold values were obtained in a number of samples (Dandy, 2005). Table II shows rock sample number, type, name of working from which the sample was collected, and gold, silver, copper, arsenic and lead geochemical values.

TABLE II
2003-2007 ROCK SAMPLES - SIGNIFICANT RESULTS

SAMPLE #	SHOWING	TYPE	Au (g/t)	Ag (g/t)	Cu (ppm)	As (ppm)	Pb (ppm)
B1-1	Bullock #1	Grab	0.61	6.5	1780	268	2134
B1-2	Bullock #1	60cm chip	1.72	13.7	2666	79	2526
B1-3	Bullock #1	Grab	8.35	8.7	3271	50	2030
JB3-B1-13	Bullock #1 Adit	15 cm chip	63.78	36.2	1769	408	4038
B2-3	Bullock #2	Grab	140.16	69.8	675	303	>10000
B3-B2-13	Bullock #2 Adit	80x80cm panel	14.33	2.6	486	1388	43
B4-1	Bullock #4	Grab-VG	75.27	129.0	217	193	31600
B4-4	Bullock #4	Grab-VG	9901.8	619.5	120	96	77300
JB3-B5-1	Bullock #5 Adit	150 cm chip	1.46	2.5	821	96	489
JB3-B5-3	Bullock #5 Adit	200 cm chip	0.74	9.3	1743	43	1426
CK-1	Crown King	Grab	9.19	45.0	1173	8	8274
MX-2	Crown King	Grab	0.92	14.6	540	46	5373
MX-6	Crown King	Grab	1.82	13.4	364	55	2536
MX-9	Crown King	Grab	3.53	10.0	101	>10000	720
GS1-1	GS #1 Adit dump	Grab	6.29	2.8	71	>10000	52
GS1-4	GS #1 Adit dump	Grab	36.75	2.3	514	77	464
GS3-1	GS #3 Adit dump	Grab	7.07	3.2	21	>10000	77
GS3-2	GS #3 Adit dump	Grab	13.83	6.2	4406	619	157
GS3-3	GS #3 Adit dump	Grab	1.15	14.4	208	266	2060
04GS3-1	GS #3 Adit	Grab	18.57	1.7	4	81	8
04GS3-3	GS #3 Adit	20 cm chip	2.26	0.3	157	79	72
04-GS18-5	Old GS Trench 18	50 cm chip	5.66	1.0	27	>10000	27
04-GS19-1	Old GS Trench 19	100 cm chip	2.57	<0.3	81	5074	13
04GS19B-2	75 m from Trench 19	150 cm chip	0.69	<0.3	47	5537	<3
04GS20-1	Old GS Trench 20	40 cm chip	9.93	3.2	188	>10000	181
04GS20-2	Old GS Trench 20	100 cm chip	1.03	<0.3	86	6004	6
04GS20-3	Old GS Trench 20	35 cm chip	27.63	3.6	28	>10000	29
04GS20-4	Old GS Trench 20	100 cm chip	1.57	<0.3	116	11142	11
04GS20-6	Old GS Trench 20	100 cm chip	1.87	<0.3	86	19772	20
04GS30-1	Between trench 19 and 20	20 cm chip	101.78	22.8	15	250	<3
04GS34-1	Old working GS 34	Grab	8.27	0.6	144	15566	19
05CK-7	Crown King	Grab	1.78	8.5	11	108	922
05GS-14	Goldsmith	Grab	15.40	12.1	591	3	3293
06GS19	Goldsmith	Grab	197.16	10.6	38	3539	89
06GS20	Goldsmith	200 cm chip	.67	<.3	159	2141	16
06GS21	Goldsmith	200 cm chip	.63	<.3	82	1686	<3
06GS46	Bullock	Grab	1.82	.5	55	10	23
06GS48	Bullock	Grab	1.05	>100	63	6	>10000
06GS63	Goldsmith	Grab	13.43	11.9	38	16	599
06GS67	Bullock	Grab	2.46	211	78	248	25020
06GS68	Bullock	Grab	0.55	3.1	18	18	544
06GS70	Bullock	Grab	65.62	80.4	80	7	8630

A total of 235 samples were collected and the ones not listed here returned gold values ranging from trace to 0.5 g/t. The significance of these gold results is that a number of the historic Bullock and Goldsmith workings contain gold values that require follow up exploration work in order to evaluate their economic potential.

On Figure 6 the area of rock sampling on the Property is outlined, though not all the sample locations are plotted. The narrow red lines define the current claim boundaries for this report's subject Property. The figure shows the locations of some of the historic Bullock (B1 to B4), Goldsmith (GS1 to GS3) and Crown King (CK) workings and select high grade gold assays from grab samples taken from the historic workings in 2003 and 2004. The reader must be cautioned that these are non-representative samples.

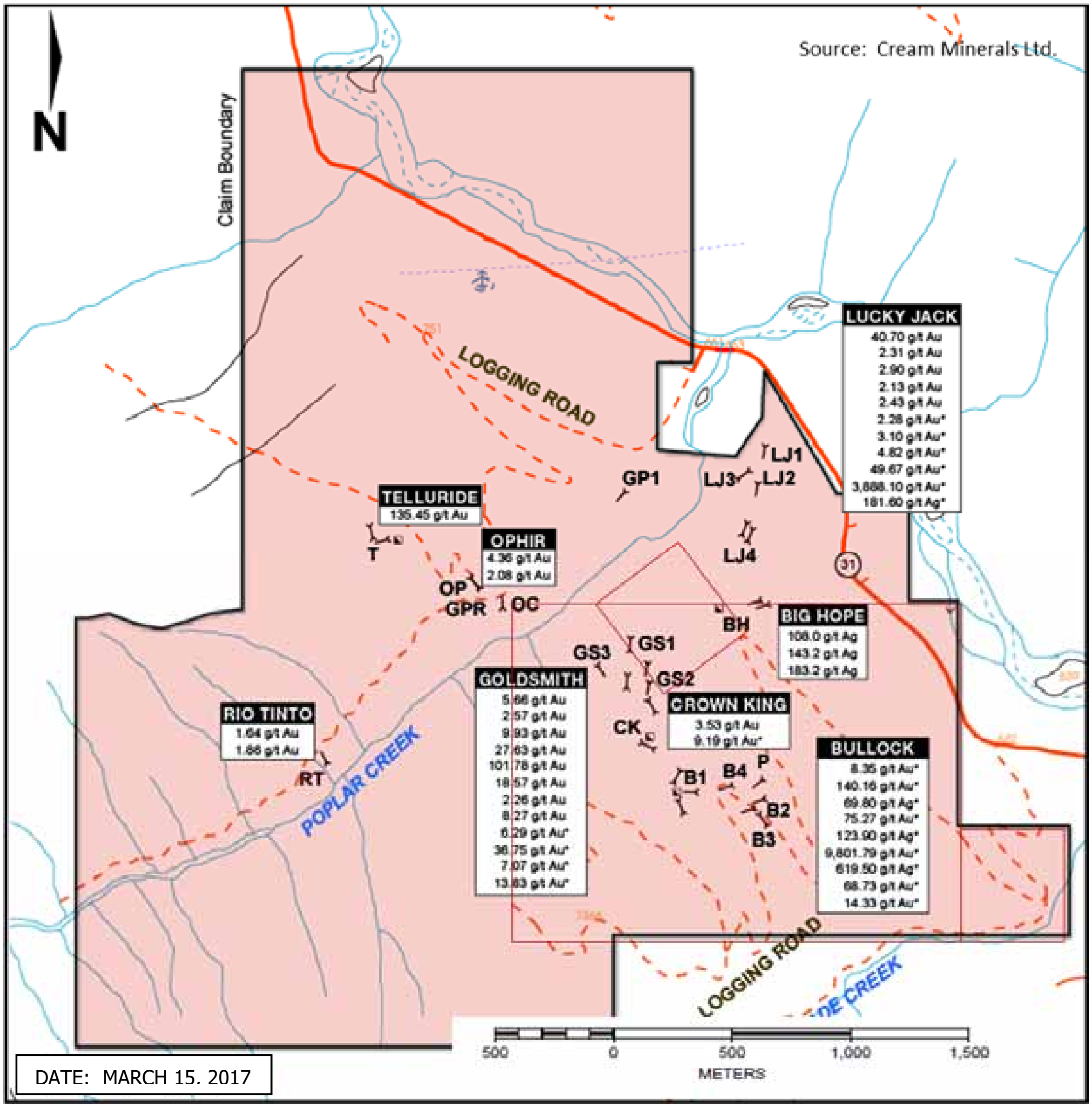


FIGURE 6: ROCK SAMPLE LOCATIONS – CREAM MINERALS LTD.

SOIL GEOCHEMICAL SURVEY RESULTS

Along with the rock sampling program, Cream put in a grid and collected 636 soil samples. Grid lines were run at 045°, roughly perpendicular to the geologic trend. Lines were spaced 100 metres apart and samples were collected at 20 or 25 metre stations along the grid lines.

Cream's work program was conducted not only over the current Goldsmith Property but also over the Lucky Jack and adjoining areas. The following figures have been modified to show the area of the current Goldsmith Property.

Figure 7 shows gold soil geochemistry relative to the current claim outlines. In this figure, the gold soil anomaly has been contoured using a bias that follows the known geological trends. Figures 8 to 10 show the gold, arsenic and lead geochemistry, respectively. For the location of these anomalies relative to the claim boundaries, please refer to Figure 7. Figures 8 to 10 also show the locations of the Goldsmith and Bullock adits (as yellow stars) referenced from Figures 4 and 5.

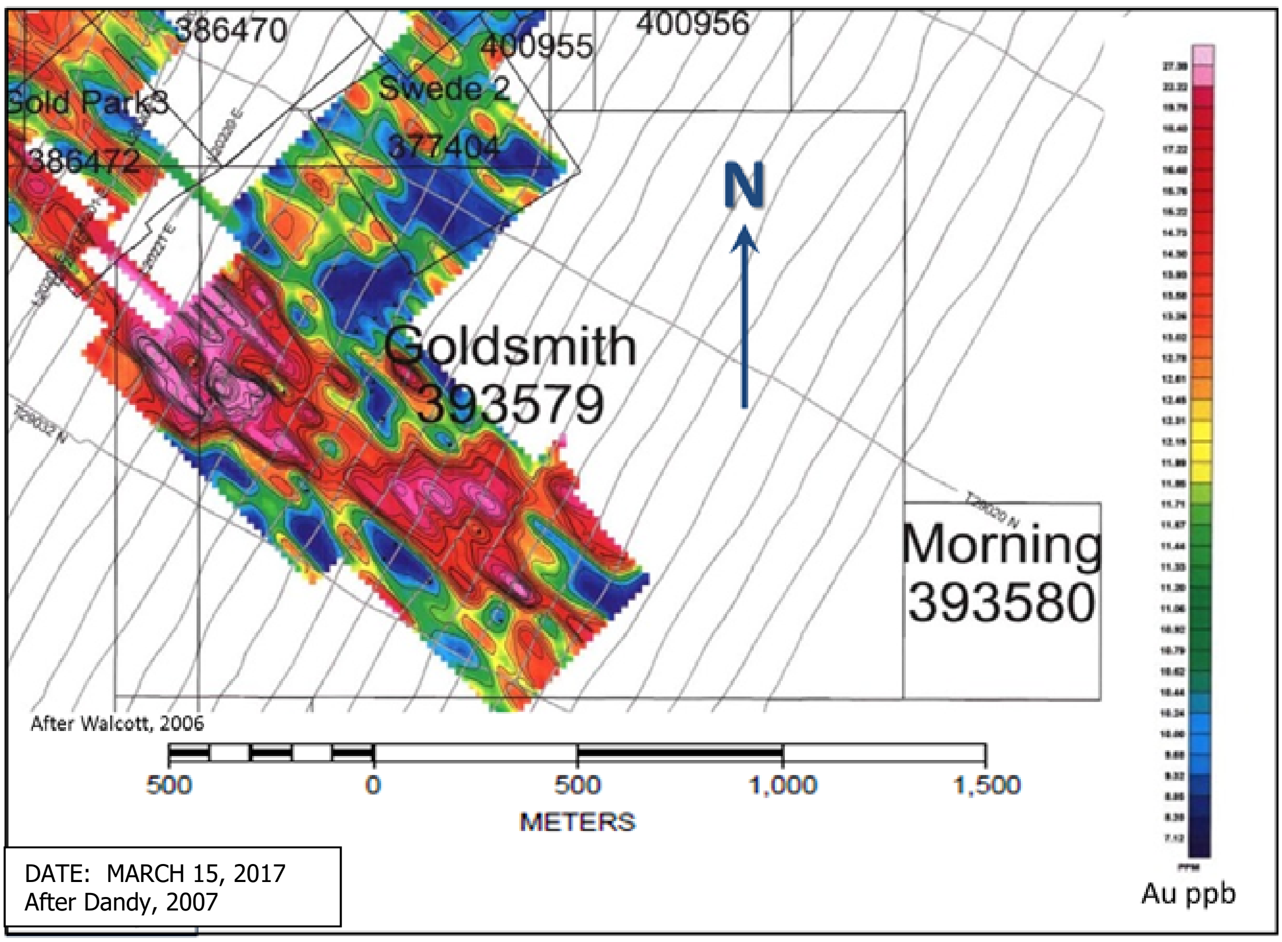


FIGURE 7: GOLD SOIL GECHEMISTRY SHOWING CLAIM BOUNDARIES

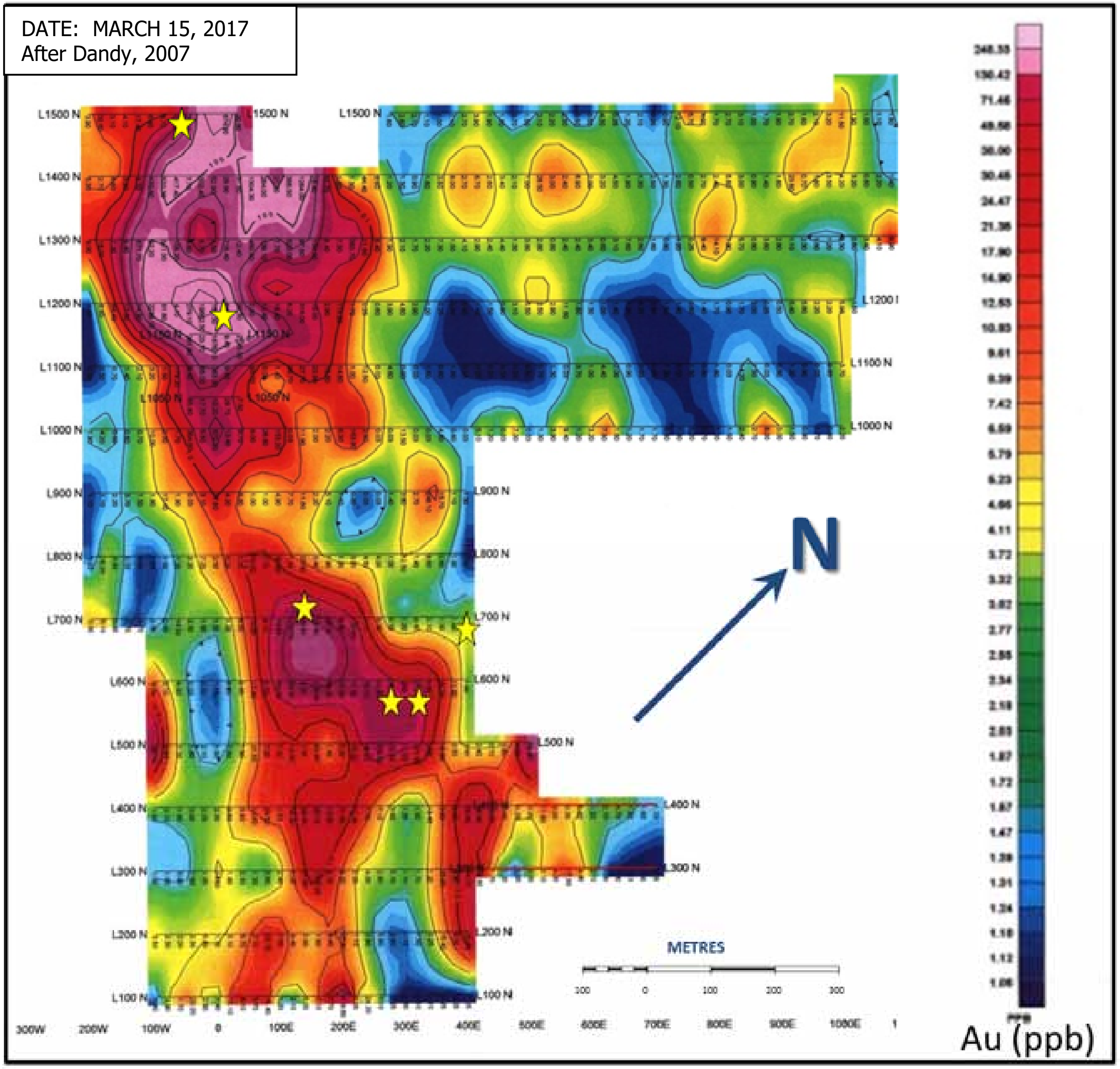


FIGURE 8: GOLD SOIL GEOCHEMISTRY

A strong, 200-300 metre wide, gold soil anomaly trends northwest-southeast (at approximately 135°) across the grid area, centred between 0+00 and 2+00E on the grid lines. The strongest portion of the soil anomaly extends from L3+00N to L15+00N (a distance of 1200 metres). The area between 3+00N to 7+00N covers the Bullock workings, the area from 10+00N to 14+00N covers the Goldsmith workings. In the Goldsmith area several gold soil values are greater than 100 ppb gold, with the highest value of 19,662 ppb gold located at L12+00N, 0+20W. Poplar Creek crosses the grid just north of L15+00N.

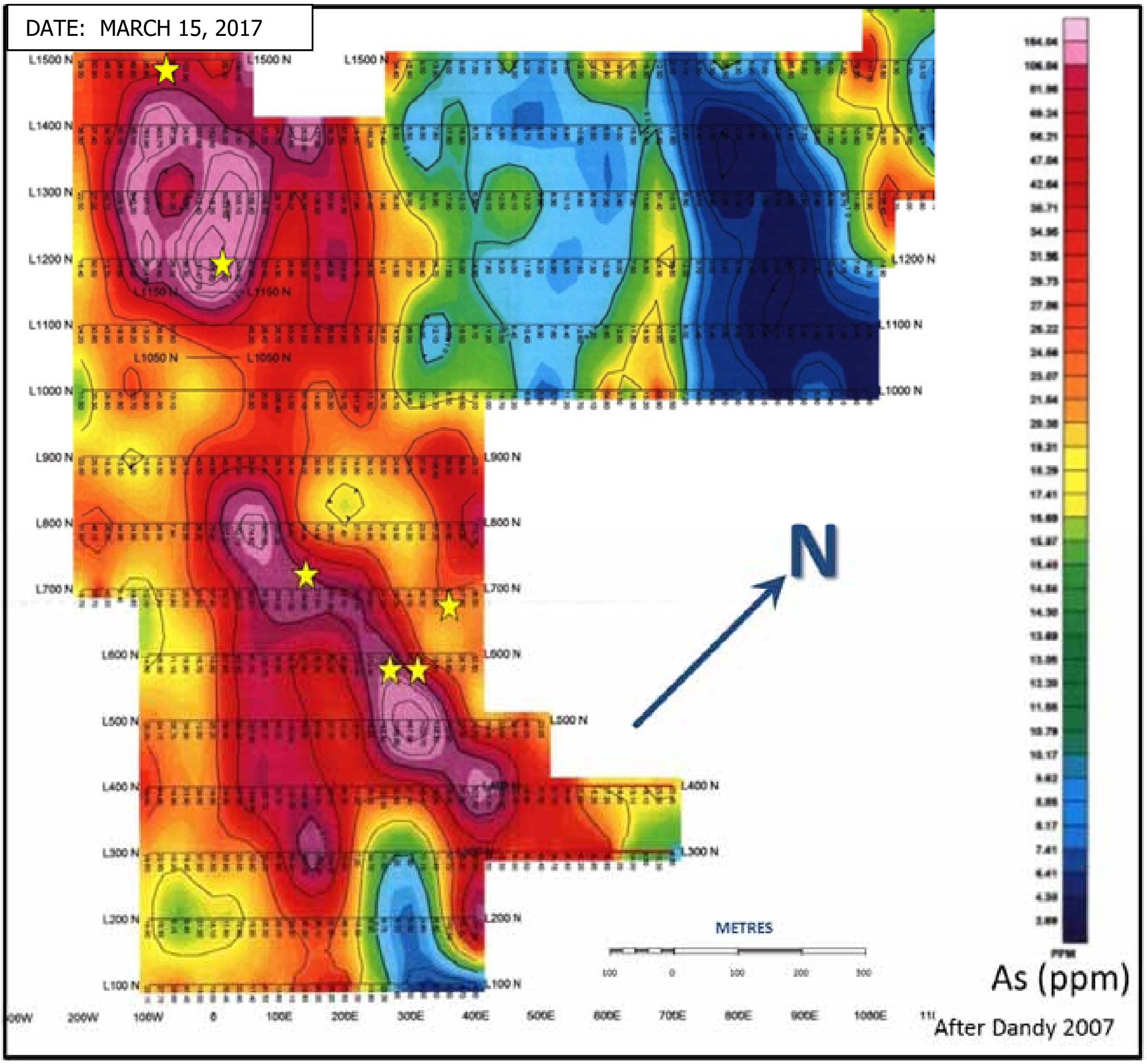


FIGURE 9: ARSENIC SOIL GEOCHEMISTRY

A strong arsenic soil anomaly is readily visible paralleling the trend of the gold soil anomaly through the central portion of the grid area. This gold-arsenic correlation is also seen in many rock grab and chip samples collected throughout the property and is a good gold indicator element.

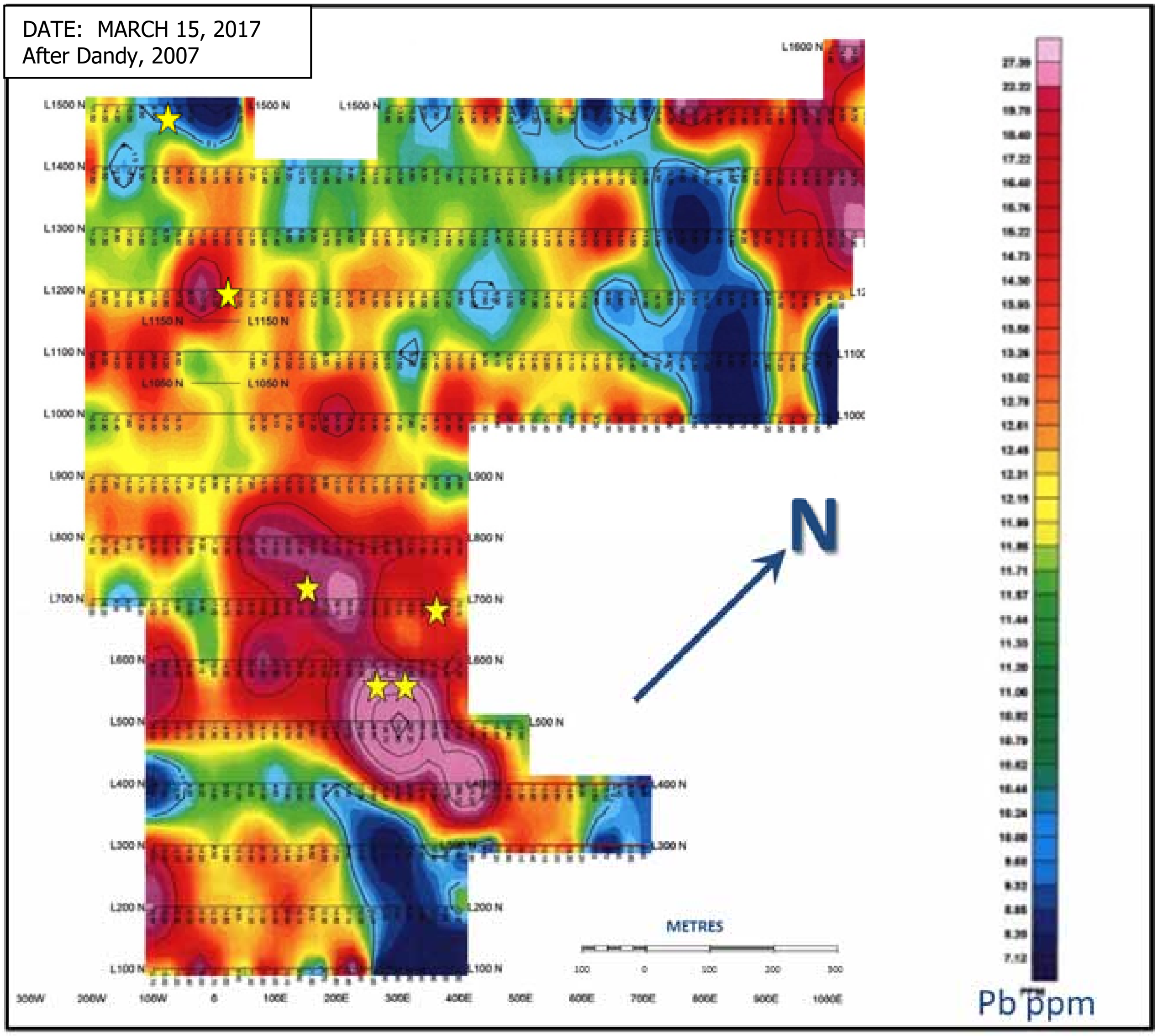


FIGURE 10: LEAD SOIL GEOCHEMISTRY

The lead soil map does not show the same strong anomalous trend crossing the property as seen on the gold and arsenic maps. A good strong lead anomaly is visible in the southern portion of the grid, correlating with the area of the Bullock workings where lead occurs with gold in rock samples. Stronger lead values are also visible on the northeast corner of the grid area, with no known bedrock association. The remainder of the high lead values are scattered throughout the grid area with no apparent orientation.

As with the recommendations from rock sampling, detailed geological mapping is required in order to better understand the significance of the soil geochemical anomalies and their association with gold, silver and base metals in bedrock.

AIRBORNE GEOPHYSICS

In 2006, an airborne geophysical survey was completed. Results from the airborne survey show that in general, conductors line up well with the regional lithological trends. A strong 135° oriented, continuous conductor trends through the mineralized area for a distance of nearly 1.5 kilometres (Walcott, 2006). This conductor lies adjacent to the Bullock and Goldsmith workings and coincident gold geochemical anomalies (the general location of which is shown on this map as a red oval). The conductor is believed to represent the mafic volcanic and diabase units that host the gold bearing quartz veins (Figure 11).

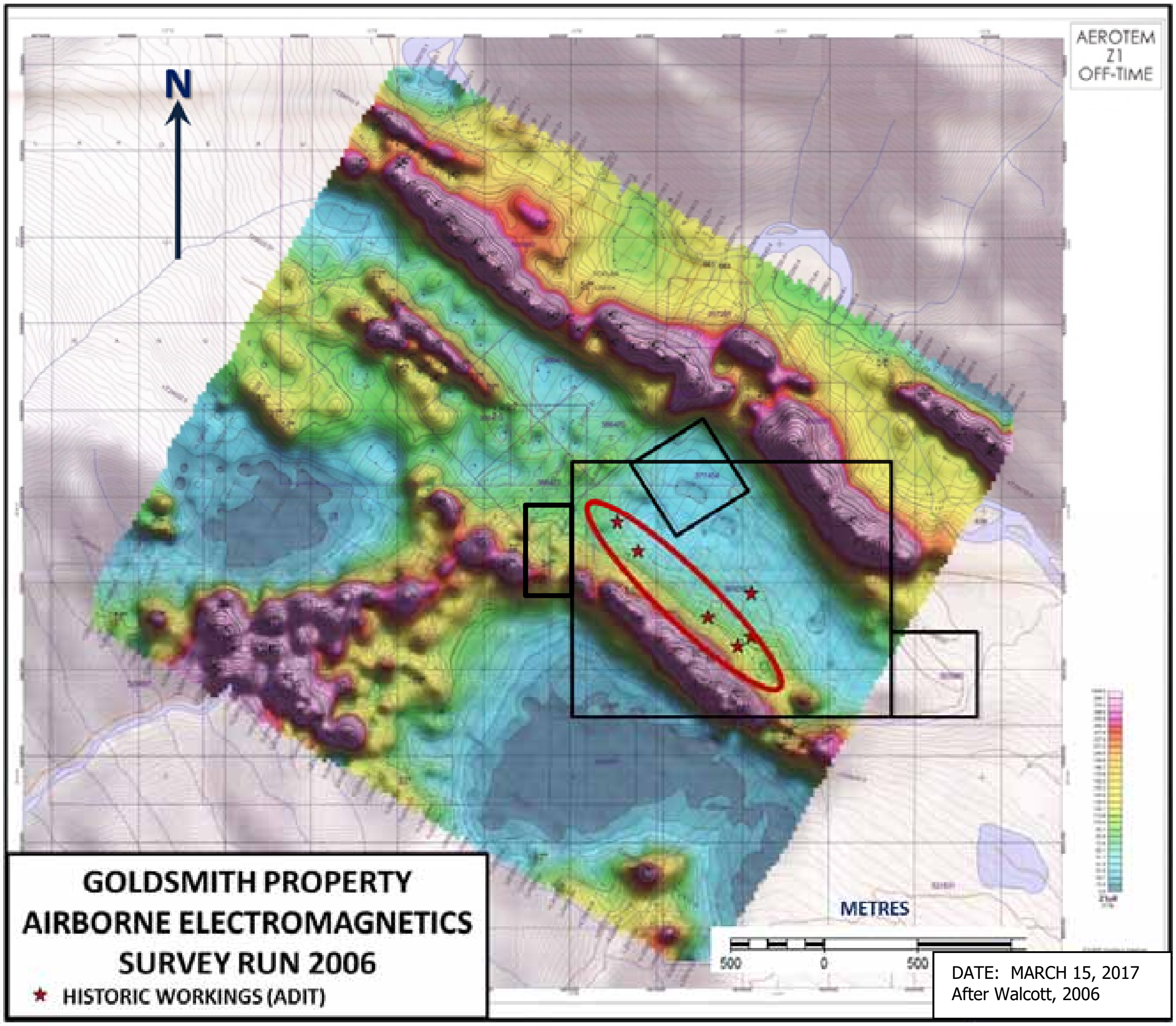


FIGURE 11: AIRBORNE GEOPHYSICS – ELECTROMAGNETIC CONDUCTORS

Total field magnetics show a large magnetic high trend, averaging 800 metres in width and lying adjacent to the conductive zone (Walcott, 2006). The magnetic tilt derivative signature shows a good correlative relationship between magnetics and gold geochemistry, with a series of narrow, irregular linear magnetic features to the east of the main magnetic high (Figure 12). A southwest splay trending sub-parallel to the conductor mimics the gold soil geochemical anomaly (the general location of which is shown on this map as a red oval).

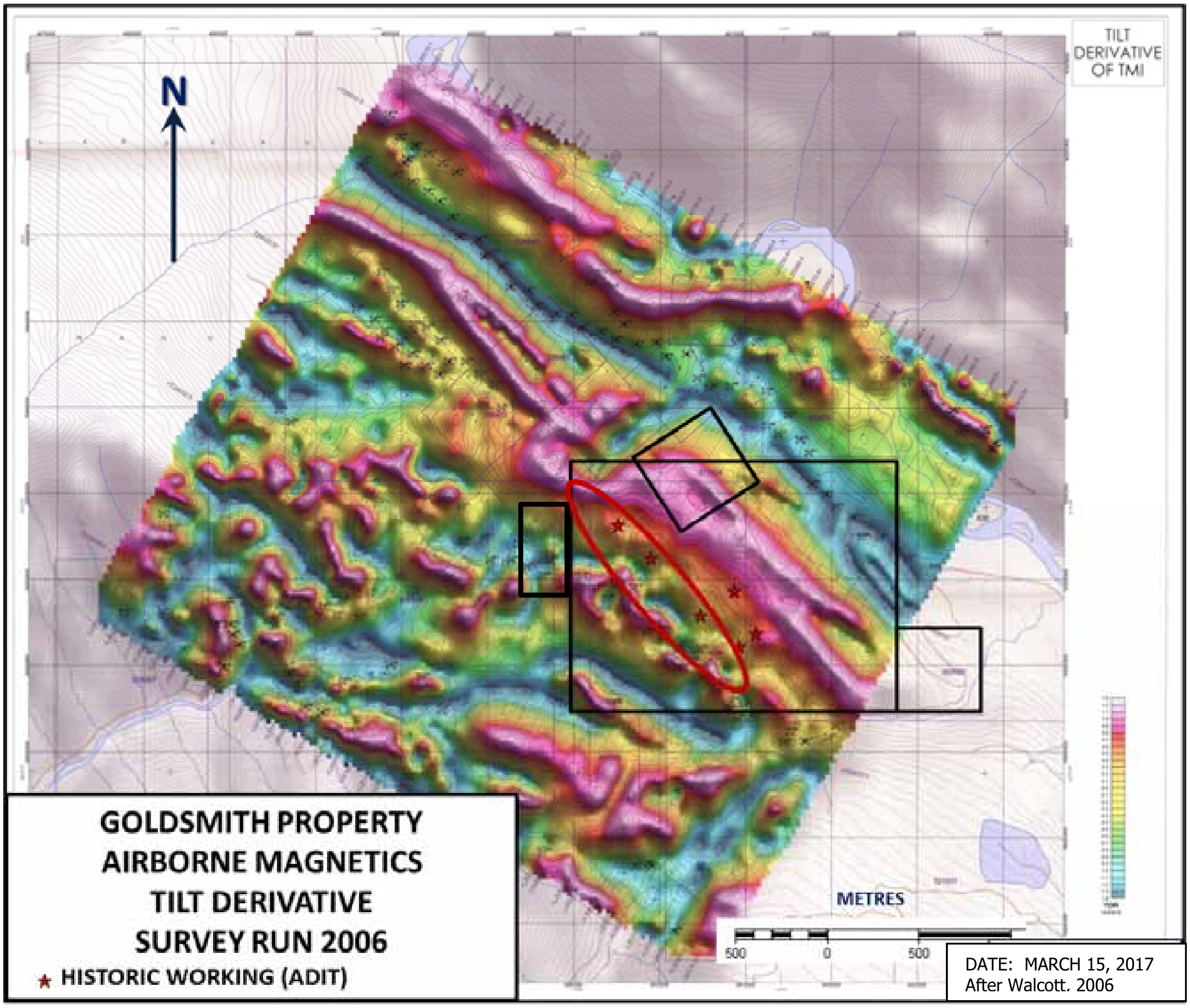


FIGURE 12: AIRBORNE GEOPHYSICS
TILT DERIVATIVE OF TOTAL MAGNETIC INTENSITY

<u>GROUND GEOPHYSICS</u>

A 32.5 line kilometre ground magnetics and VLF-Em survey was run between December 2016 and February 2017 by Black Tusk. Grid lines were spaced 50 metres apart with readings collected along the east-west lines at 12.5 metre stations. The ground geophysical survey was designed to run at oblique angles to both the regional geological trend and to the cross-cutting veinlets.

When compared to the airborne total magnetic intensity (TMI) anomaly map, the ground survey tilt angle enhances a NW-SE trend with greater detail (Figure 13). One potential benefit of the enhanced detail might be the ability to follow veins, fractures, etc. that may be prospective if they contain magnetic minerals. This could be addressed with detailed geological mapping at a scale that is similar to the ground magnetic grid.

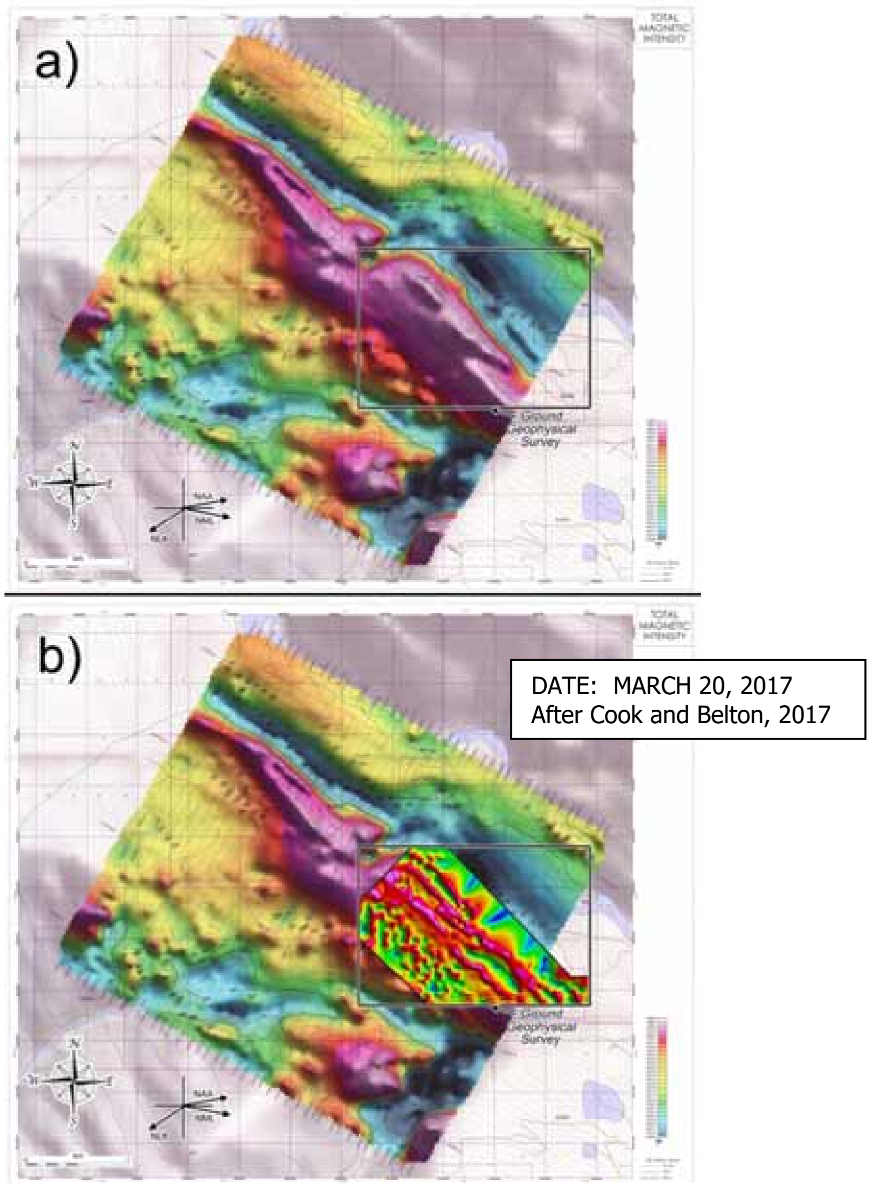
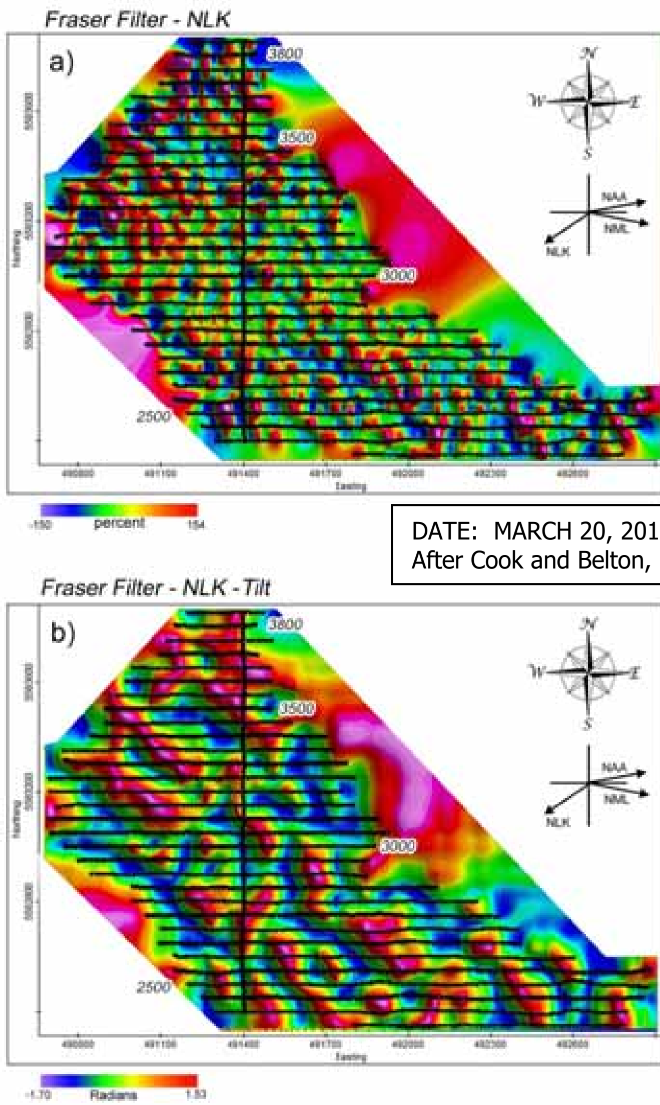


FIGURE 13: Comparison of the airborne TMI map (a) with the tilt angle version of the ground magnetic map (b). Note the greater detail on the ground map.

Both property scale and smaller structures, in the form of electromagnetic conductors and breaks in the conductive trends, were also identified. A commonly used approach to analyzing VLF-EM data and to seek map trends in the data is to calculate and map the Fraser filter (approximately the first derivative of the data). Figures 13a and 13b show the results of Fraser filtering the real component for the data from the NLK (Seattle) transmitter and then contouring the results. In Figure 13a, there are few, if any, obvious trends. Accordingly, in an effort to seek trends in the data, the tilt angle was calculated and is shown in Figure 13b. Here, some northwest-southeast trends are apparent, as would be expected as the geological strike is also northwest-southeast. However, near the centre of the map, these northwest-southeast trends appear to be interrupted, perhaps by some north-south trends. Whether these are geologically significant can only be determined by comparison with detailed information from field measurements.



DATE: MARCH 20, 2017
After Cook and Belton, 2017

FIGURE 14: a) Map of the Fraser filtered (real) data for the Seattle (NLK) transmitter; b) same data after application of the tilt angle to seek trends in the data.

The VLF-Em data has been inverted into two-dimensional cross sections of conductivity. Although detailed interpretations require correlation of the inversion results with geological relationships, a key first approach is to map the locations of the conductors and to compare the results to the geology and to the airborne data.

In an effort to compare the inversion results with the surface information, images have been constructed that illustrate the map patterns of apparent conductivity for different depth intervals. To create these maps, two depth intervals were chosen: 10-50 metres and 100-175 metres. Within each of these intervals, the areas of elevated conductivity were mapped and then contoured for Figure 15

Two key observations derive from these displays. First, and most obvious, there is a dramatic shift in general location of conductors as a function of depth. In the deep (100-175 metre) image (Figure 15b), the conductors are concentrated in the west and are quite prominent along a northwest-southeast trend. Second, in the shallow (10-50 metre) image (Figure 15a), the conductors are concentrates in the east and are smaller and more restricted in area.

The deep western conductors are arranged in a more-or-less linear ‘belt’ that coincides with a strong northwest-southeast conductor mapped on the Aeroquest survey (Figure 11) and that is interpreted to be formational. In other words, this conductive zone is probably due to electrically conductive strata (e.g., argillite). The eastern shallow conductors, however, do not appear to coincide with formational lithologies and could be conductors near the surface.

Additional geological, geophysical and geochemical compilation work along with field surveys is required to determine the significance of the newly identified structures in relation to the gold mineralization.

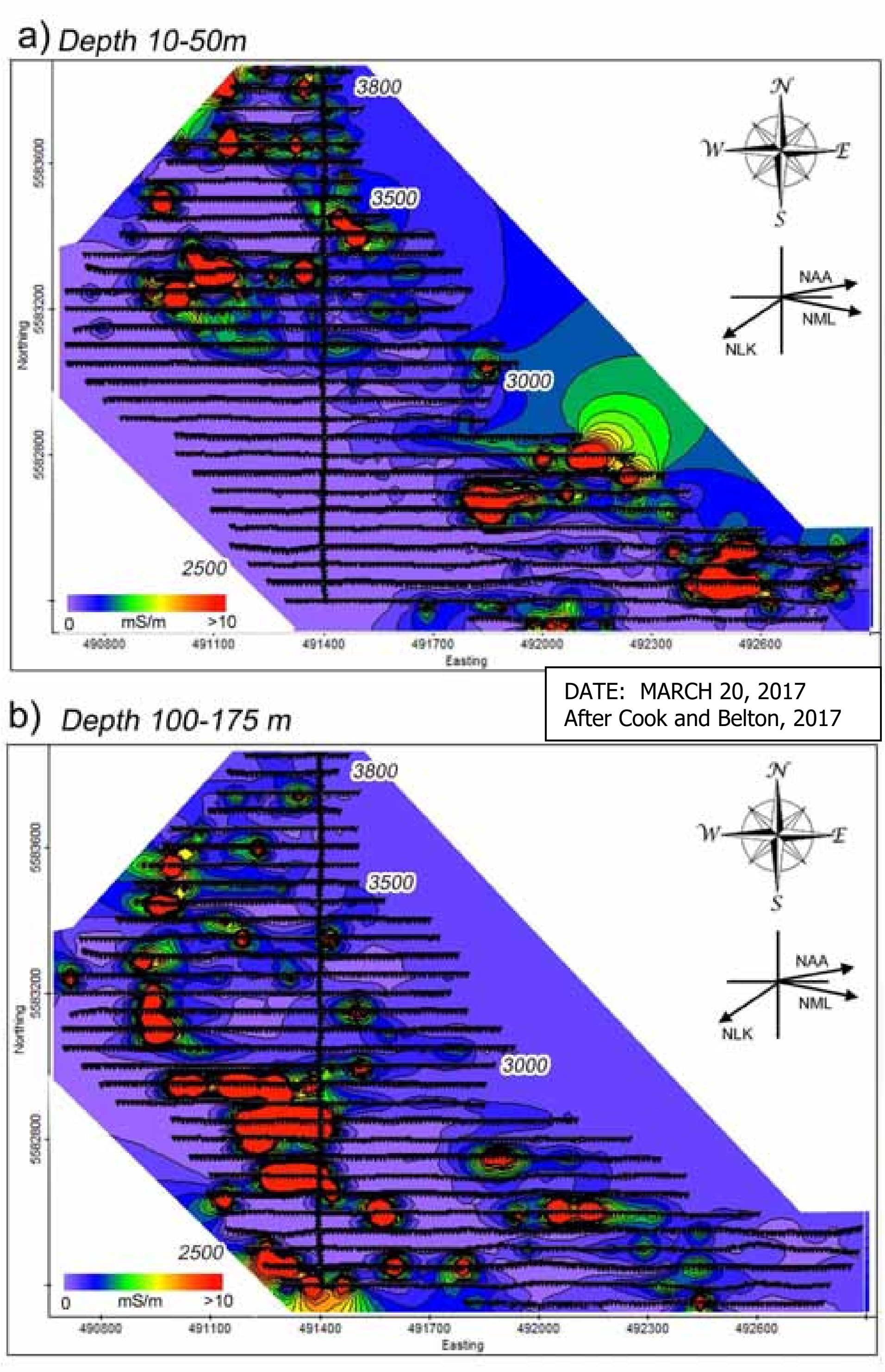


FIGURE 15: Maps of the conductivity for two different depth intervals: a) 10-50 metres and b) 100-175 metres. Note that the deeper interval (b) has most conductors concentrated in the western part of the grid, whereas the shallow interval (a) has most conductors concentrated in the east.

TRENCHING

In 2008, Cream excavated nine trenches in the Goldsmith and Bullock areas of the property. Trench locations were chosen to test gold soil geochemical anomalies identified from the 2005 and 2006 soil sampling surveys. A total of 377.75 metres were excavated, with trench lengths ranging from 12 to 80 metres.

During the course of mapping the trenches, chip samples were collected. In most instances chip samples were collected from the trench floor along contiguous two metre intervals. In addition to the chip samples, several quartz veins intercepted in the trenching were sampled selectively. The chip samples are labelled GT and the quartz vein samples labelled BQ. 179 rock chip and 70 selected quartz samples were collected from the trenches. Trench chip samples were not collected perpendicular to lithologies and do not represent true width. Quartz samples do represent the true widths of the individual veins sampled.

Figure 16 shows the location of the trenches. Table III shows significant trench results. Chip sample intervals not included in the table returned only trace gold values.

TABLE III
SIGNIFICANT TRENCH SAMPLE RESULTS

TRENCH #	INTERVAL (cm)	WIDTH (cm)	Au (g/t)	Ag (g/t)	As (ppm)	Pb (ppm)
08GT-02	26-28	200	0.48	1.4	8021	65
08GT-02	28-30	200	1.81	<0.3	2548	<3
08GT-02	30-32	200	7.61	0.7	8875	16
08GT-03	10-12	200	1.24	0.5	3898	<3
08GT-03	12-14	200	0.84	0.5	>10000	5
08GT-03	14-16	200	1.99	0.6	>10000	7
08GT-03	16-18	200	0.21	0.6	1927	4
08GT-06	04-06	200	0.02	0.3	1618	10
08GT-06	06-08	200	0.09	1.5	2649	73
08GT-08	42-44	200	0.08	<0.3	1318	5
08GT-09	10-12	200	0.38	<0.3	1297	7
	QUARTZ VEIN #					
GT-02	08BQ-05	25	0.13	1.6	5641	74
GT-02	08BQ-06	2-3	17.49	2.1	6812	52
GT-02	08BQ-10	2.5	0.67	<0.3	136	<3
GT-02	08BQ-15	7-15	0.87	0.8	<2	<3
GT-03	08BQ-19	1-4.5	2.79	0.3	6366	21
GT-03	08BQ-20	1-4	0.29	<0.3	2533	<3

TRENCH #	QUARTZ VEIN #	WIDTH (cm)	Au (g/t)	Ag (g/t)	As (ppm)	Pb (ppm)
GT-03	08BQ-21	1-3	0.61	<0.3	3660	6
GT-03	08BQ-22A	8-10	0.06	<0.3	3228	7
GT-05	08BQ-33	4-10	5.80	2.3	<2	11
GT-06	08BQ-36	4-5	1.98	<0.3	33	<3
GT-06	08BQ-37	1	0.68	0.3	260	<3
GT-06	08BQ-41	5-8	0.02	2.5	1674	29
GT-08	08BQ-57	0.4	1.21	0.3	203	7
GT-09	08BQ-66	30-70	0.36	19.2	22	2563
GT-09	08BQ-68	5	1.66	<0.3	378	13

No gold zones of significance were identified in any of the trenches, with the exception of trench 08-GT02, where a gold value of 7.61 g/t was obtained from a two metre chip sample. Several of the quartz vein samples, listed in the bottom half of the table, returned higher gold assay values, often from narrow veins. High arsenic values were obtained in many of trenches showing the strong arsenic halo to the vein mineralization.

Abundant quartz veins and veinlets are found throughout the trenching area, ranging from millimetre to metre scale in widths. Individual widths are variable (pinch and swell) with widths often increasing at depth. Quartz is comby and mostly milky white. Some watery and sugary veins occur. All the veins are carbonatized, having rusty orange-brown to purple-brown rims, vugs, fractures, and axial planes. Rims exhibit poor to well developed cockscomb textures. Veins are often deeply oxidized at or near surface, appearing only as orange-brown rusty bands. A trained eye and commitment to cleaning the trench floor generally reveals some comby quartz teeth and with further digging sometimes reveals a mineralized quartz vein. Only rare quartz veins contain unoxidized sulphides. Most quartz veins strike parallel to schistosity and dip either parallel to or cross-cut schistosity. Most of the trenches are sub-parallel to bedding and cross-cut schistosity (and hence quartz veins). Exceptions are 08GT-04 and 08GT-09, which in part have sections that are parallel to S1 foliation and cross-cut bedding.

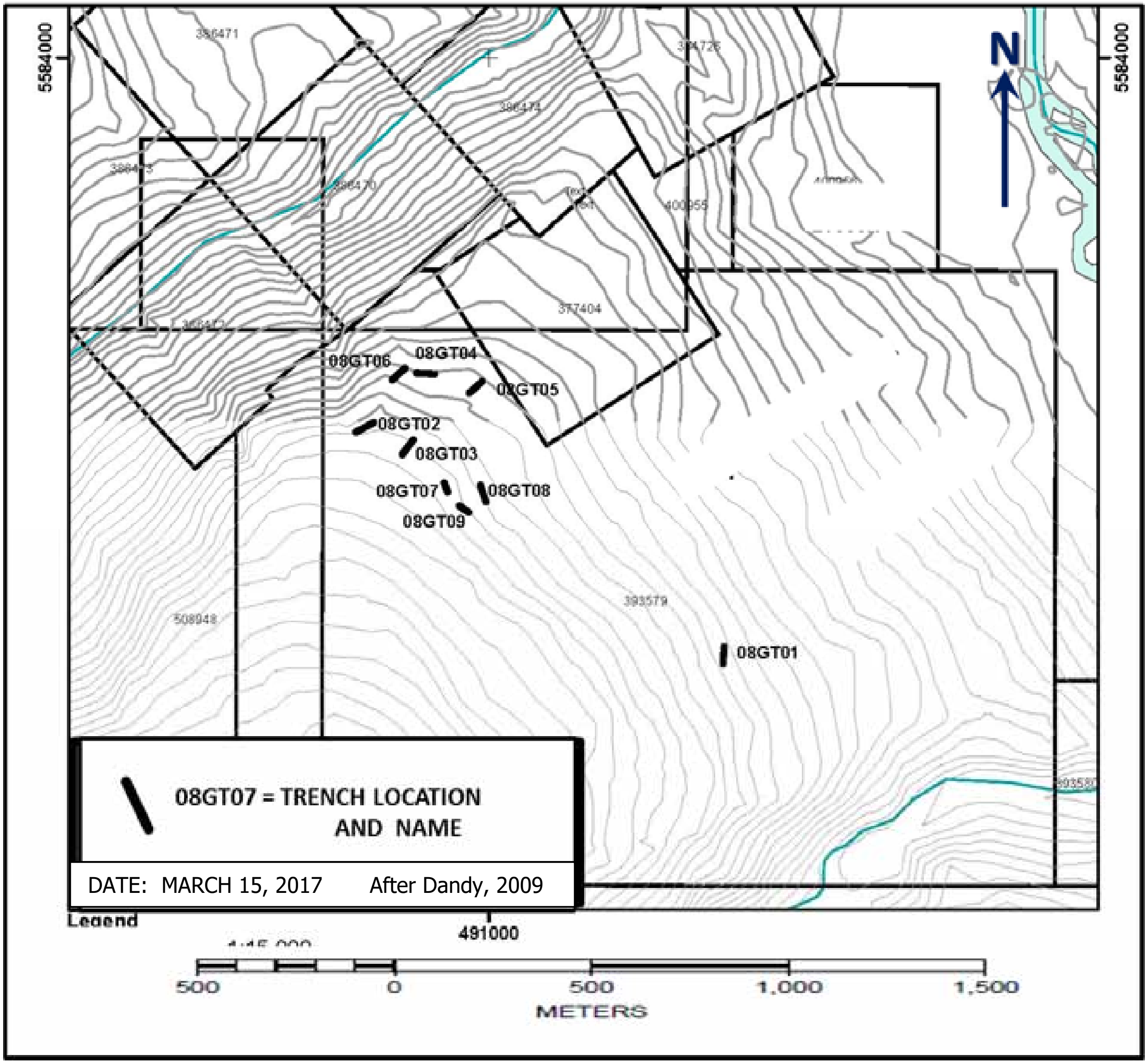


FIGURE 16: TRENCH LOCATION MAP – CREAM MINERALS 2008

Exploration work to date completed by Westmin and Cream returned erratic gold assay values with spotty high grades. This type of heterogeneous gold distributions is typical of "nuggety" gold deposits. Due to the widespread distribution of veins and vein networks hosting gold and elevated indicator elements, combined with the broad soil geochemical anomalies make the Goldsmith Property a good exploration target. Continued exploration work must be conducted with the understanding that the gold distribution is nuggety and that large sample sizes are imperative to achieve the most reliable gold grades.

DRILLING

In 1981, Westmin diamond drilled 6 NQ size holes totalling 409 metres on the Goldsmith Property. The holes were all drilled in the vicinity of the historic Swede/Goldsmith vein workings to follow up surface sampling and trenching that they completed in 1980 and 1981.

Westmin stated that previous operators were interested in numerous quartz veins as high grade, small tonnage gold targets. Westmin tested the potential, in areas where quartz veins and veinlets are close spaced, to see if they could develop moderate tonnage low grade reserves amenable to open pit mining (Wojdak, 1981).

Results of the diamond drilling program are presented in Assessment Report #09801; however coordinates of the diamond drill collars are not listed. Figure 6 shows the location of the diamond drill holes in red on the 1981 assessment report map (Wojdak, 1981).

TABLE IV
DRILL COLLAR INFORMATION

HOLE #	AZIMUTH (°)	DIP (°)	LENGTH (m)
Poplar 81-1	235	-45	63.1
Poplar 81-2	045	-45	66.1
Poplar 81-3	045	-60	47.9
Poplar 81-4	225	-45	78.3
Poplar 81-5	215	-50	75.3
Poplar 81-6	210	-45	78.3

All diamond drill holes were designed to test quartz-arsenopyrite veins exposed by trenching. In holes Poplar 81-1, 2, 4 and 6, several quartz veins were intersected with or without arsenopyrite. Hole Poplar 81-3 is interpreted to have intersected a fault and did not drill into the anticipated target. No gold values of significance were returned from samples taken from these drill holes. It must be noted that a limited number of samples were collected from each drill hole (i.e. less than half of the hole depths were sampled). In gold systems, particularly when testing for bulk tonnage potential, it is standard to sample entire core lengths.

Drill hole Poplar 81-5 returned elevated gold values in 3 intersections as tabulated below. The relationship between the sample length and the true thickness of the mineralization is unknown.

TABLE V
DRILL RESULTS POPLAR 81-5

From (m)	To (m)	Width (m)	Gold (g/t)
43.2	45.5	2.3	0.66
49.2	50.1	0.9	1.37
56.7	57.6	0.9	43.66

This drill hole intersected chloritic mafic volcanics containing four quartz-arsenopyrite vein zones. The quartz veins are narrow, generally only a few centimetres, however bleached vein envelopes extend up to 20 centimetres out from the veins. Arsenopyrite occurs in the veins but is more common as disseminated, coarse, euhedral crystals in the altered vein haloes. The best quartz-arsenopyrite vein intersection was 0.66 g/t gold over 2.3 metres. However, the best gold value (43.66 g/t) was returned from a 0.9 metre sample containing a 2 centimetre wide quartz-carbonate vein within a wide altered halo containing pyrrhotite. It must be noted, as with the previous holes, incomplete sampling was conducted and the interval between 50.1 and 56.7 metres (between the 1.37 g/t gold and 43.66 g/t gold intersections) was not sampled.

Westmin concluded that gold mineralization at Goldsmith occurs associated with arsenopyrite-bearing quartz veins hosted by interbedded carbonate mafic volcanic strata and argillaceous metasedimentary rocks. Although there is a broad correlation of gold with arsenopyrite, in detail high gold values may occur with or without arsenopyrite and high arsenopyrite content does not guarantee more than geochemically anomalous gold. Detailed trench sampling demonstrates a pronounced variability in gold grades and despite sporadic high values; the average gold content is sub-economic (Wojdak, 1981).

Westmin's limited attempt to define a moderate tonnage, low grade gold resource by drilling 6 short holes in the Goldsmith area was unsuccessful. Although Wojdak (1981) stated that a "nuggety" problem was identified during trench sampling, they did not adequately drill test to mitigate for gold grade variability within a "nuggety" system.

SAMPLE PREPARATION, ANALYSES AND SECURITY

Black Tusk has not collected any samples on this property.

Historic sampling from the early 1900s has little for documentation or actual assay values reported. Sample results tend to be anecdotal and are not to be relied upon.

In 1980 and 1981, Westmin collected soil, rock and drill core samples for analyses. Although sampling protocols for rocks and drill core are not discussed in detail in their public reporting, it is the author's opinion that the company and the geologists responsible for the sampling programs are reputable. There is no reason to doubt the veracity of the sample results from these programs.

From 2003 to 2008, soil and rock samples were collected by Cream Minerals Ltd. These sampling programs were supervised by the author of this report. Sampling procedures and sample handling protocol meet industry and security commission standards.

A total of 636 soil samples were collected by Cream from the Goldsmith Property. Soil samples were collected at 20 metre intervals along grid lines oriented at 045°. Soil samples were taken from the 'B' soil horizon whenever possible, and were collected using a mattock or shovel. Sample sites were labelled with fluorescent flagging with the station number recorded on it, and soil was placed in correspondingly labelled Kraft soil bags.

In the laboratory, samples were dried at 60°C, 100 grams sieved to –80 mesh. 15 gram sub-samples were then analyzed for 36 elements by the ICP-MS method.

A total of 235 rock grab and chip samples were collected by Cream from the Goldsmith Property. Samples were collected from outcrops, trenches and historic adits or dumps where accessible. Grab samples consist of 2 or 3 fist size pieces of rock representing a certain lithology, alteration or mineralization style. Chip samples consist of several golf ball size rock chips collected in a continuous manner across a vein or along an exposed section of bedrock. Chip samples are collected perpendicular to veining or geologic structures wherever possible. Rock sample sites were marked with labelled flagging tape or spray paint. Samples were put into correspondingly labelled plastic bags.

In the laboratory, rock samples were crushed, sieved and pulverized to 200 mesh. A 30 gram sub-sample was assayed for gold by fire assay fusion with an ICP-ES finish, plus a 0.5 gram sub-sample was analysed for 30 additional elements by the ICP-ES method.

All samples were shipped from site, directly to Acme Analytical Laboratories Ltd. in Vancouver, BC by courier. All sample preparation was conducted by the laboratory. The laboratory was entirely independent from the company.

Acme was an IS0 9001:2008 accredited facility, certificate number FM 63007. Acme has subsequently been acquired and integrated into Bureau Veritas.

Quality control procedures were implemented at the laboratory, involving the regular insertion of blanks and standards and check repeat analyses and resplits (re-analyses on the original sample prior to splitting). There is no evidence of any tampering with or contamination of the samples during collection, shipping, analytical preparation or analysis.

In the author's opinion, for the early stage exploration programs conducted to date, the sample preparation, security, and analytical procedures utilized are adequate.

DATA VERIFICATION

The author has examined all publicly available historic data, maps and reports and has verified the mineral tenures are currently in good standing.

The author cannot verify, nor recommends relying upon the historic early 1900s work.

The author cannot verify the 1980-1981 Westmin work, but has no reason to doubt its veracity. Drill site locations were located but drill core was not available for examination.

The work completed and results obtained by Cream in 2003 to 2008 were supervised by the author, a qualified person, and is verified. The geochemical data was verified by sourcing original analytical certificates and digital data. Analytical data quality assurance and quality control was indicated by the favourable reproducibility obtained in laboratory by inserted standards, blanks and duplicates (repeats). There does not appear to have been any tampering with or contamination of the samples during collection, shipping, analytical preparation or analysis.

In the author's opinion, the data used in this technical report is adequate for that purpose.

MINERAL PROCESSING AND METALLURGICAL TESTING

As the Goldsmith Project is at an early exploration stage, no metallurgical testing has been carried out.

MINERAL RESOURCE ESTIMATES

There has not been sufficient work on the Goldsmith Property to undertake a resource calculation.

ADJACENT PROPERTIES

Adjacent to the Goldsmith Property, lies a claim group known as the Lucky Jack. The Lucky Jack Group has an exploration history nearly identical to that at Goldsmith. However, it must be noted that the Lucky Jack showing itself was the first one located in this area and historic reports of its high gold grades circa 1900 led to subsequent successful prospecting and sampling throughout the area. A number of additional historic workings can be found on the Lucky Jack Property.

In 1980-1981, Westmin optioned the Lucky Jack Property along with the Goldsmith Property (Meade, 1980; Wojdak, 1981). Also, in 2003-2008, Cream optioned the Lucky Jack as well (Dandy, 2003; 2005, 2008; Deane and Dandy 2007; Dandy, 2009). Results from exploration programs conducted on these properties show that gold mineralization is associated with orogenic quartz veins and vein systems. Gold is often associated with arsenopyrite in the quartz veins. High, spotty and erratic gold assay values indicate the "nuggety" nature of the mineralization at Lucky Jack (see Figure 6).

The author cannot verify historic work in the early 1900s or work by Westmin on the Lucky Jack Property. The author supervised and can verify Cream's exploration work on the Lucky Jack Property, conducted in conjunction with work on the Goldsmith Property. Prior results on the Lucky Jack Property are not necessarily indicative of the mineralization on the Goldsmith Property.

The significance of the gold mineralization at Lucky Jack in relation to that on the Goldsmith Property is that the mineralizing system is quite robust. Gold bearing structures trend for more than 2.5 kilometres strike length, the Goldsmith Property representing only a portion of the overall potential.

OTHER RELEVANT DATA AND INFORMATION

To the author's knowledge, there is no additional information or explanation necessary to make this technical report understandable and not misleading.

INTERPRETATION AND CONCLUSIONS

Gold mineralization on the Goldsmith Property appears to be contained predominantly within quartz veins and stockworks. The various historic workings on the property occur in areas with numerous quartz veins. These veins average about 50 centimetres in width, although in several instances veins of 1 to 2 metres or more have been observed. Within the larger quartz veins, there appears to be two distinct gold mineralizing events with two different vein orientations. The "foliaform" quartz veins often contain galena and occasionally other base metal values associated with higher gold grades, while "cross-cutting" quartz veins generally have arsenopyrite associated with the gold values.

Also of importance in the area of the historic workings, are numerous narrow (1 to 10 centimetre) quartz veins of various orientations. From limited sampling, it appears that in some instances gold grades are higher in the narrower quartz veinlets or gold values increase in the larger veins where they are intersected by the smaller veins.

Prior rock chip and grab sampling from the historic workings has confirmed the presence of reported, widespread, high grade gold mineralization from numerous workings on the property. Soil geochemistry results show significant gold, arsenic and lead anomalies trending through the area hosting historic workings. The gold and other element associations seen in the soil geochemistry anomalies are also present in the rock sample results. Soil geochemical anomalies and geophysical survey results show the trend of the lithologies hosting the gold bearing quartz vein systems.

In general, results from the exploration programs show that high grade gold assays have been returned from quartz veins and vein zones in the area of historic workings. The gold values are spotty and erratic as is common in systems exhibiting "nugget effect". The gold values within this mineralized system are greatly variable. This variability will decrease by increasing the sample size with the implementation of a bulk sampling program.

Detailed geological mapping has not been completed over the property and is included in the next recommended work phase. A better understanding of the vein orientations and mineral associations is imperative to understanding the geological setting for the gold mineralization.

There are inherent risks in the development of any mineral exploration project. Economic viability of the project cannot be determined at the Goldsmith Property's early exploration stage. The author does not foresee any risks or uncertainties that may affect the reliability of the exploration information or potential economic viability.

In the author's opinion, the Goldsmith Property hosts the potential for a "nuggety" orogenic gold deposit, as originally noted in historic reports and confirmed by the heterogeneous, spotty high gold values obtained from Cream's sampling programs.

RECOMMENDATIONS

The recommended two phase work program for the Goldsmith Property will culminate in a small bulk sample extraction of mineralized bedrock in several locations. The results of this bulk sampling program will aid in mitigating the heterogeneity of the gold grades resulting from erratic gold grain distribution, and will provide information on the metallurgy of the mineralization. This information is critical for planning future exploration work.

Phase I will include geological mapping, concentrating on orientations of veins and structures. This mapping will allow for a better understanding of the controls which may be relevant in hosting gold mineralization. Mapping needs to identify on the ground, the location and association of various structures, as recognized by geophysical and geological work. These structures also need to be compared with gold and associated element mineralization. Prior to mapping, compilation of previous exploration work along with the recently completed ground geophysical survey results is required. A LiDar (airborne laser survey) will be completed to provide good quality base mapping and additional structural information.

Upon completion of mapping and rock sampling, a Phase II excavator trenching program will be initiated in order to collect fresh bedrock for analyses and metallurgical work.

The phase II, bulk sampling program proposed for the Goldsmith Property, will assist in mitigating the gold variability incurred by the presence of coarse gold grains. This "nugget effect" must be taken in to account when exploring for gold mineralization in this type of system and the importance of structures, veins and associated and indicator element geochemistry must be stressed. The gold values within this mineralized system will often be greatly variable. This variability will decrease by increasing the sample size with the implementation of a bulk sampling program.

Phase II will consist of collecting 500 kilogram samples from up to 20 of the gold bearing quartz veins or vein zones in order to better estimate true gold grades and determine metallurgy within this mineralizing system of spotty high grade and coarse "nuggety" gold.

Estimated cost for Phase I is $100,000 and estimated cost for Phase II is $350,000. Results from the Phase I exploration program will guide the Phase II program. Dependent upon the success of the Phase II bulk sampling and metallurgical program, one or more selected veins or vein zones should be targeted by a 10,000 tonne bulk sample program.

PHASE I – BUDGET BREAKDOWN

ITEM	AMOUNT	COST ($)	TOTAL ($)
Geologist	15 days	850	12,750
Sampler	15 days	400	6,000
Assistant	15 days	320	4,800
LiDar survey		12000	12,000
Data compilation (geochemistry and geophysics)	10 days	800	8,000
Geophysical Crew	5 days	1400	7,000
Room and Board	45 days	150	6,750
Truck/ATV rental	2 x 15 days	200	6,000
Assays – rocks	180 rocks	45	8,100
Analyses – soils	300 soils	25	7,500
Travel		4000	4,000
Supplies		3100	3,100
Reporting		5500	5,500
Contingency @ 9%			8,500
PHASE I TOTAL			**$100,000**

PHASE II – BUDGET BREAKDOWN

ITEM	AMOUNT	COST ($)	TOTAL ($)
Supervisor	30 days	850	25,500
Assistant	30 days	500	15,000
Blaster	12 days	2000	24,000
Heavy Equipment	80 hours	150	12,000
Assays	500 rocks	45	22,500
Bulk Sample Processing	20 x 500 kg	5500	110,000
Truck/ATV rentals	4 units x 30 days	100	12,000
Room and Board	90 days	150	13,500
Travel/Mob/Demob	10000		11,550
Freight	7500		10,000
Supplies	20000		20,000
Permitting	3500		3,500
FN Engagement	2500		2,500
Reclamation	15000		15,000
Reporting	7500		7,500
Contingency @ 15%			45,450
PHASE II TOTAL			**$350,000**

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CERTIFICATE OF AUTHOR

I, Linda Dandy, P. Geo., of 4900 Warm Bay Road, PO Box 95, Atlin, British Columbia, V0W 1A0, Telephone 250-651-7531, email: lindadandy@telus.net, do hereby certify that:

1. I graduated from the University of British Columbia in 1981 with a Bachelor of Science Degree (Geology).

2. I am a registered and practicing member of the Association of Professional Engineers and Geoscientists of British Columbia (Registration#19236).

3. I have practiced my profession as a geologist since 1981. I have conducted and managed exploration and development programs in Canada, United States of America, Mexico and China.

4. I have consulted to major mining companies, publicly listed and private junior resource companies, and British Columbia Ministry of Energy and Mines. My experience is predominantly on precious metal exploration in the North American Cordillera. I also have worked on a wide variety of commodity and deposit types including porphyry copper and molybdenum, volcanogenic massive sulphides, skarn, diamonds and gemstones.

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

6. I take responsibility for all sections of this Technical Report, entitled "Technical Report on the Goldsmith Property", dated March 20, 2017.

7. I have read National Instrument 43-101, 43-101CP and Form 43-101F1 and this Technical Report has been prepared in compliance with that instrument.

8. I have visited the Goldsmith Property on several occasions between 2003 and 2008 and supervised exploration programs carried out on the property by Cream Minerals Ltd. during that period. I also visited the property on February 26, 2017 to verify the work recently completed by Black Tusk Resources Inc.

9. I am independent of Black Tusk Resources Inc. applying all the tests in section 1.5 of NI 43-101.

10. To the best of my knowledge this Technical Report contains all scientific and technical information that is required to be disclosed to make the Technical Report not misleading.

11. I consent to the filing of the Technical Report with the Canadian Stock Exchange or other regulatory authority, including electronic publication of the Technical Report.

March 20, 2017 — *"Linda Dandy"*
Atlin, BC — Linda Dandy, P.Geo.