AMENDED TECHNICAL REPORT ON THE FLV CLAIM BLOCK PROPERTY, ESMERALDA COUNTY, NEVADA USA

Prepared for:

First Division Ventures
Suite 409-221 West Esplanade
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CANADA

And

Bearing Lithium Corp./Lions Bay Mining Corp.
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Report Date: October 9, 2018 **Effective Date: October 9, 2018**

Photo by Author January 15, 2018 from Sec. 31, T. 1 S., R. 37 E., MDBM, looking northerly.

GENERAL VIEW FROM THE FLV CLAIMS LOOKING NORTHERLY

DATE AND SIGNATURE PAGE

I, William Feyerabend, do certify that:

1) I am a consulting geologist located at 4218 Kachina Way, Prescott Valley, AZ 86314
2) The title of this report is "Amended *Technical Report on the FLV Claim Block Property*" dated October 9, 2018.
3) I graduated with a Bachelor of Science degree from the University of Southern California in 1972. I am a member in good standing of the American Institute of Professional Geologists. I have worked as a geologist for a total of over 30 years since my graduation from university. That experience includes several technical reports on lithium brine properties in three states and regional and property exploration for lithium. I meet the definition of Qualified Person for this the purposed of this instrument.
4) For the current report, I have visited the Property and reviewed both published and new data.
5) I am responsible for the entire contents of this report.
6) I am independent of First Division Ventures applying all of the tests in Section 1.5 of NI 43-101.
7) I have had no previous involvement with the Property which is the subject of this report.
8) For this report, I spent the days of January 14, 15 and 16, 2018 in the field and visiting the Tonopah BLM field office. I have read NI 43-101 and Form 43-101F1, and this Technical Report has been prepared in compliance with that instrument and form.
9) As of the effective date of October 9, 2018 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 no misleading.
10) This report is addressed to: First Division Ventures.
11) I have read this document and that it fairly and accurately represents the information in the report.

October 9, 2018

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1. SUMMARY

First Division Ventures has an option to acquire, with cash and stock payments and a staged work commitment, a 50% interest in eighty one (81) lode mining claims totaling approximately 1620 acres in Esmeralda County, Nevada USA.

Between the Project and Clayton Valley, generally 25 miles to the east, exploration since 2010 has found sites with very anomalous lithium values (>100 ppm) in Tertiary claystones where there are indications the lithium can be recovered under simple metallurgical conditions. Mapping and sampling shows very anomalous lithium occurs in correlative units on the Property.

The FLV claims cover an outcrop area of Tertiary age sediments on the northeastern flank of Fish Lake Valley where initial sampling found values to 600 ppm lithium in claystones. Since acquisition, First Division exploration expenditures to date total over CAD152,020.90 for mapping, sampling and CSAMT/MT geophysical survey traverses along an existing access road. Sampling confirmed the anomalous lithium values. The geophysical survey showed a subsurface response consistent with the exploration concept of Tertiary claystones which may host geochemically anomalous concentrations of lithium of potential economic interest.

A direct cost budget of $US 90,000 detailed under 'RECOMMENDATIONS' is proposed to drill test that target. The budgeted program will be successful if drilling penetrates interval(s) of Tertiary claystones with a thickness and lithium content to be of potential economic interest.

Further work depends upon the results of the proposed program and would fall under a separate budget.

2. INTRODUCTION

At the request of First Division Ventures (the "Issuer"), "), Bearing Lithium Corp. ("Bearing") and its wholly owned subsidiary, Lions Bay Mining Corp. ("Lions Bay"), William Feyerabend has been retained to prepare a Technical Report ("the Report") with respect to the FLV claim Group located in Esmeralda County, Nevada ("the Property"). This technical report is prepared in the scope of the Fundamental Transaction of the Issuer whereby the Issuer has the option of earning a 50% joint venture interest in the FLV 1 – 81 lode mining claims with Bearing. The option as amended requires a cash down payment of $20,000, granting of 20,000 common shares and an aggregate work commitment of $1,500,000 on the Property as follows: $60,000 on or before September 25, 2018; $440,000 on or before March 25, 2020 and $1,000,000 on or before September 25, 2020. First Division shall issue 3,000,000 fully paid and non-assessable common shares of First Division or a parent ('PubCo shares') by September 25, 2020 provided the PubCo shares must be listed on an exchange. Upon completion of the Option, a joint venture shall be deemed to be formed with First Division and Bearing each having a fifty percent (50%) interest. Funding shall then be proportional to interest. Either party which declines to participate shall have its interest decreased by an agreed formula and an interest which falls below ten percent (10%) shall be converted to a two percent (2%) net smelter royalty. The Issuer understands that Bearing intends to transfer the Property to its wholly owned subsidiary, Lions Bay, and assign its interest in the option agreement between Bearing and the Issuer to Lions Bay. Lions Bay intends to use the Property as its listing property for the purposes of a stock listing in the future.

In preparation of this report, the Author reviewed the results of previous work by private parties and academic studies and government agencies as referenced in Section 27. The field examination was done on January 14, 15 and 16, 2018. The Author visited the Tonopah, NV field office on January 16, 2018 to review in-office maps and discuss permitting and query about any political or permitting issues. For the purposes of this report, the Author relied on the Bureau of Land Management mining claim interactive website LR 2000 (https://reports.blm.gov/reports.cfm?application=LR2000) and maps and discussions in the Tonopah, NV field office of the Bureau of Land

Management to determine that the mining claims are active in the county and federal mining claim recording system.

The technical information obtained from the various sources is adequate in the Author's opinion for the purposes of this report.

William Feyerabend understands that the Issuer will use the Report for reporting purposes.

The Issuer is a private Canadian corporation domiciled at Suite 409-221 West Esplanade, North Vancouver, B. C. V7M 3J3 CANADA. Bearing is a reporting issuer domiciled 1400-1111 West Georgia Street, Vancouver, V6E 4M3. Lions Bay is a private Canadian corporation which is currently domiciled at Bearing's address above.

William Feyerabend has been designated by the AIPG as CPG-111047. He provides his services through his office in Prescott Valley, Arizona.

3. RELIANCE ON OTHER EXPERTS

The Author did not rely on any other experts in the writing of this report.

4. PROPERTY DESCRIPTION AND LOCATION

The Property is located in Esmeralda County, Nevada (Figure 1) approximately 170 miles northwest of Las Vegas, NV; 45 miles west-north-west of the county seat at Goldfield, NV and approximately 50 miles west-south-west of Tonopah, NV; the major commercial center for the region (Figure 2). The property mining claims are in T. 1 S., R. 36 E., Secs. 25, 26, 35 and 36; T. 1 S., R. 37 E., Secs. 29, 30, 31 and 32; T. 2 S., R. 36 E., Sec. 1 and T. 2 S., R. 37 E., Sec. 6, MDBM. The claims cover the valley with the Mineral Ridge mine access road and ridges and valleys to the west.

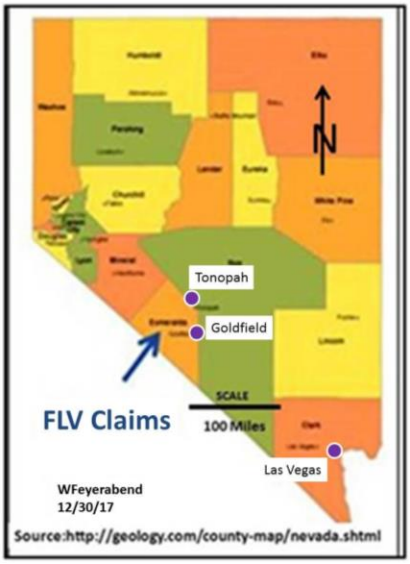


Figure 1. Location Map. State Scale

The FLV claims are located on Federal lands controlled by the Bureau of Land Management. As public lands, there is free right of access and both surface and mineral rights are held by the Federal government. An inquiry in the Tonopah BLM field office shows the southern margin of the claims is impaired by the Silver Peak Range Wilderness Study Area (Fig. 2) and is closed to mineral exploration. The remainder of the claims is open to mineral exploration subject to the requirements of permitting.

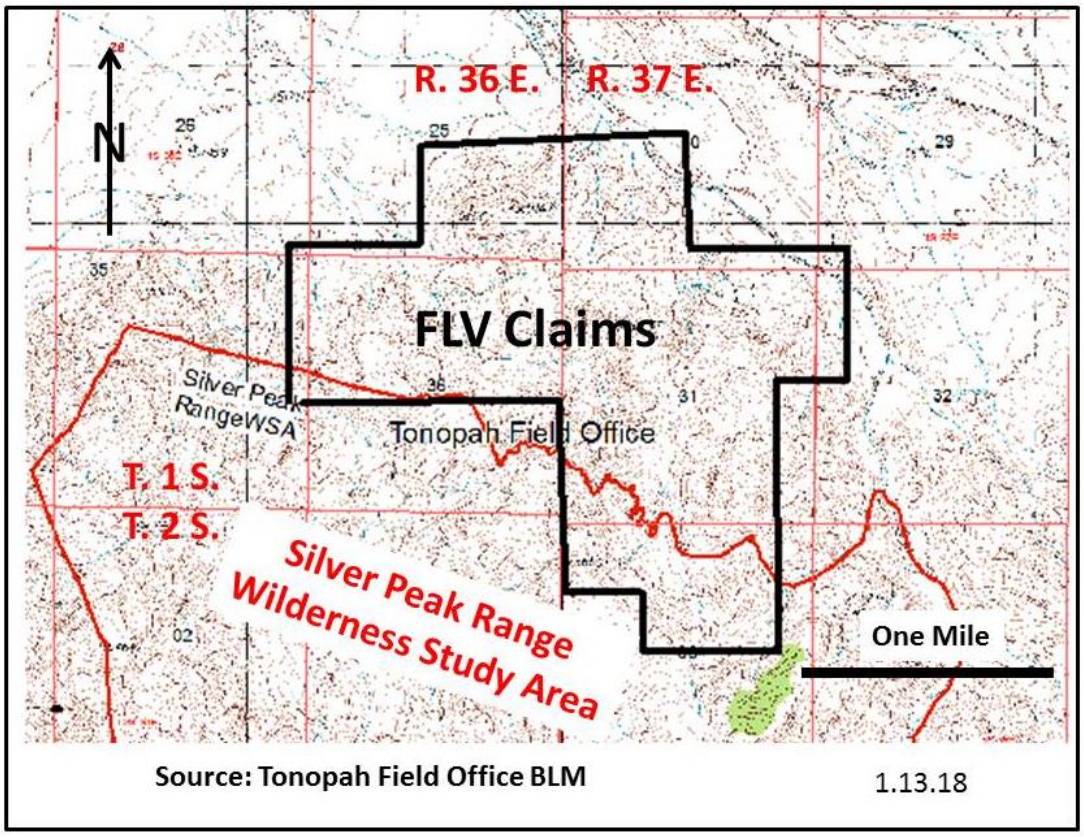


Figure 2. FLV Claims and Silver Peak Range Wilderness Study Area.

Lithium is a locatable mineral according to the Code of Federal Regulations (Bays). Lithium should be located by lode claims where it occurs in bedrock and by placer claims where it occurs in alluvium. A body of legal precedence set during the original development of lithium brines in the adjacent Clayton Valley provides that lithium in valley sediments by nature of the unconsolidated nature of the host rock are staked by and produced from placer claims. The Property target is lithium in volcanic sediments and lode claims are appropriate for lithium in consolidated rocks.

In Nevada the claim staking procedure requires recordings with both the county Recorder's Office and then with the state Bureau of Land Management office in Reno. When all recording is complete, the BLM then enters the claims in its data base which can be accessed thru the LR2000 interactive website. A check of LR2000 on 12.14.17 showed the claims registered and active.

Mining claims on Federal land are held to a September 1 to September 1 assessment year when An Intent to Hold or Proof of Labor document needs to be filed with the county and BLM and annual fees of $155 per claim paid. LR2000 shows the claims as active which means fees have been paid for the current assessment year.

The permitting process begins with a company filing to do business in Nevada thru the Secretary of State's office website, (http://www.nvsos.gov/Modules/ShowDocument.aspx?documentid=609). The process for drilling may involve both the BLM field office in Tonopah, NV and the Nevada State Engineer's office in Carson City, NV.

Drilling requires a Notice to be filed with the BLM field office in Tonopah, NV. That needs to include a reclamation cost. Information is available at: (http://www.blm.gov/nv/st/en/prog/minerals/mining.html). The field office will guide the permitting process with themselves and the state of Nevada.

The FLV 1 – 81 claims covering approximately 1620 acres were located in late November, 2016 by Octagon Holding Corp., 3064 Silver Springs Drive Suite 150, Carson City, NV 89701. Bearing, Suite 1400 – 1111, West Georgia St., Vancouver, B.C. V6E 4M3 acquired a 100% free and clear interest in the claims by quit claim deed on April 5, 2017 in return for a cash payment of $60,000 and 1,400,000 Bearing shares. First Division Ventures on September 25, 2017,

as amended on May 2, 2018, optioned a 50% interest in the claims from Bearing. The agreement requires an initial payment within 20 days of signing of $20,000 and issuing 20,000 shares to Bearing (completed), an additional 3,000,000 shares by the third anniversary and work commitments of $60,000 the first year, $440,000,000 during the second year and $1,000,000 by the end of the third year totaling $1,500,000 in work.

There are no other royalties, back-in-payments or other agreements and encumbrances to which the property is subject.

To the best of the Author's knowledge, there are no known environmental liabilities to which the Property is subject and there are no other significant factors and risks that may affect access, title, or the right or ability to perform work on the Property.

5. ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY

5.1 Accessibility

Figure 3. Highway 95.

The Property is about equi-distant from Bishop, CA or Tonopah, NV. Tonopah was used as base during the field examination because coming from Bishop required crossing Montgomery Pass which could have difficult winter driving conditions and the BLM field office for the Project is in Tonopah.

It is about an hour and a half driving and 60 miles by paved highways US 95 / 6 (Figure 3) and NV 775 and the graded Mineral Ridge Mine Road to the northeastern corner of the claims. There is sparse access within the claims on 4X4 roads (Figure 4).

Figure 4. Property Access Road.

5.2 Climate

The region is arid and almost semiarid. Winters are cold while summers are hot. Weather data is shown on Table 1. Average annual precipitation is 3.1 inches.

	JAN	FEB	MAR	APR	MAY	JUNE	JULY	AUG	SEPT	OCT	NOV	DEC
AVG. MAX TEMP.	43.80	53.30	66.00	68.90	80.10	90.80	97.60	93.40	81.40	69.30	60.40	43.30
AVG. MIN TEMP	9.60	24.20	27.70	34.80	41.80	50.60	59.70	54.80	43.60	31.90	22.40	16.00
AVG PRECIPITATION	0.53	0.12	0.84	0.63	0	0	0	0.11	0.29	0	0.20	0.38

Source: http://climate.fizbur.com/nevada-city-goldfield-climate.html

Table 1. Average Goldfield, NV Temperatures and Precipitation.

Exploration can be conducted year around, but is made more difficult during some winter days by snowfall or winter storms.

5.3 Local Resources

Tonopah, 45 miles to the east-northeast, has a population of about 2,500 and is the governmental and supply center for the region (Figure 5). Groceries, hardware, a bank and a choice of motels and restaurants are available there.

Figure 5. Tonopah, NV.

The hamlet of Dyer (Figure 6) about 18 miles south-southwest has basic services and is an emergency contact point.

Figure 6. Dyer, NV.

5.4 Infrastructure

A reasonable network of graded and paved roads connects the claim area to the rest of Nevada.

The nearest rail and major commercial airline service is to Las Vegas, NV approximately 200 miles to the southeast.

5.5 Physiography

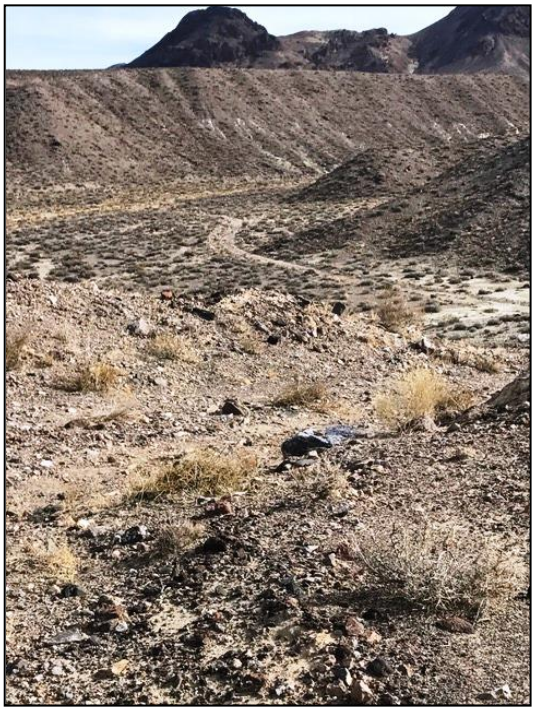


Figure 7. Terrain and Vegetation.

The claims are located in the Basin and Range physiographic region which stretches from southern Oregon and Idaho to Mexico. It is characterized by extreme elevation changes between linear, north to northeasterly trending mountains and flat intermountain valleys or basins. The terrain varies from rugged mountains to flat tablelands incised by steep drainages (Figure 7). The general elevation range is from 5,000 to 6,500 feet.

Vegetation on the property is typical of the Basin and Range brushes and grasses such as sagebrush, greasewood and bottlebrush.

There is sufficient land for surface facilities. Groundwater availability is beyond the scope of this report.

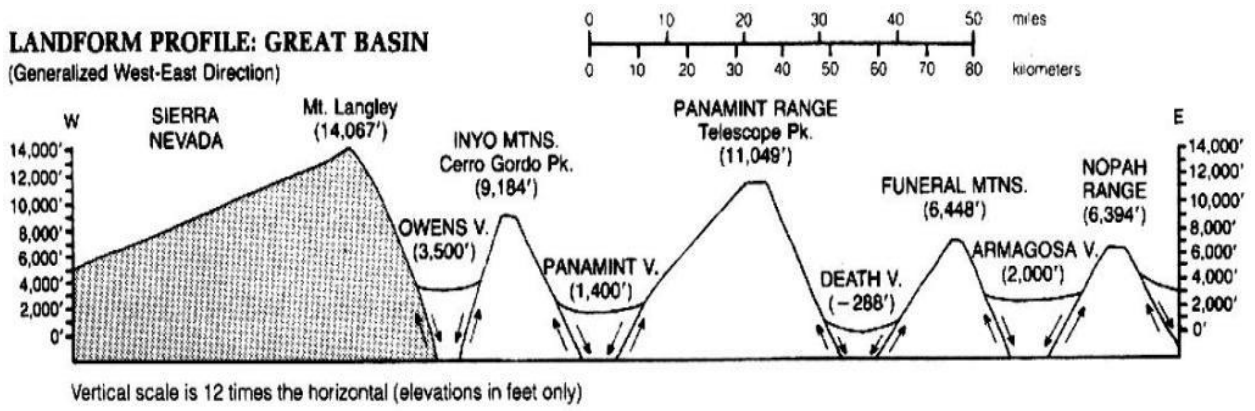
6. HISTORY

There is no evidence of anything beyond historical casual prospecting on the Property.

7. GEOLOGIC SETTING AND MINERALIZATION

The rocks in the western United States show a complex geologic history of marine and continental sediments and several episodes of mountain building beginning with the rocks over two billion years old. The compressional forces created a highland of up to 10 – 14,000 feet elevations from the Sierra Nevada Mountains in California to the Rocky Mountains in Colorado.

Beginning nearly 50 million years ago there was a basic change from compression to forces extending or pulling apart the earth's crust. Figure 8 shows a cross section from the Sierra Nevada east into Nevada showing how the highland had been extended and how mountain and valley blocks have subsided to lower and lower elevations.



Source: UC Santa Barbara Dept. of Geography, Basin and Range (Trans Sierra) Geology. n.d. 21. http://www.geog.ucsb.edu/~joel/g148_f109/lecture_notes/basin_range_geol.html>

Figure 8. Regional Cross Section.

One result of crustal extension is crustal thinning. Whereas the crust is typically 60 or 70 kilometers deep under highlands such as the Sierra Nevada Mountains, it is 30-35 kilometers deep under the Basin and Range where it has been stretched and pulled apart. Crustal thinning brings heat and deeper, molten rocks closer to the surface resulting in geologically extensive melting, intrusive events and volcanic activity.

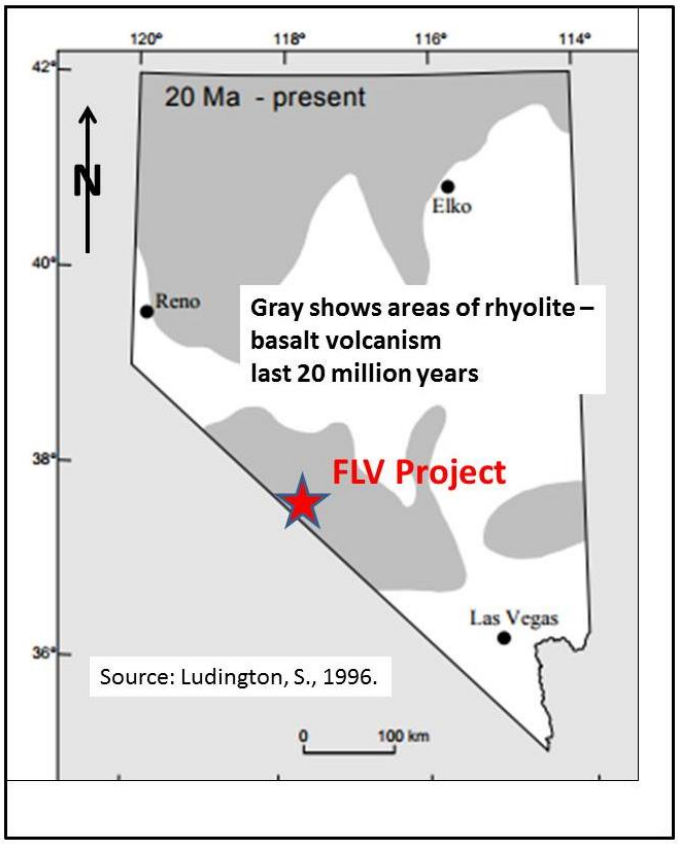


Figure 9. Miocene Volcanism in Nevada.

An expression of that is the mid-Miocene (+/- 15 – 20 million years old) rhyolite tuffs (volcanic rocks) which grade laterally into widespread sedimentary rocks derived from those volcanics. The very important observation is that the volcanic event blanketed an area of thousands of square miles. The FLV Property is centered in the area of that volcanic event (Fig. 9).

To understand the potential of the Property, it is necessary to understand the pathway of enriching lithium from crustal averages of a few to a few tens parts per million (ppm) lithium to concentrations of hundreds or thousands of ppm lithium.

Lithium because of its small ionic size and odd charge does not fit easily into most common minerals. Whether it is liberated by crustal melting or by surface weathering, it tends to stay independent. In volcanics, it is concentrated in the last volcanic event where it has to be included in rock, which typically is the rhyolitic phase. When freed by weathering and erosion, it tends to stay in solution in runoff waters or latch onto the surface of clay particles and be carried down to an enclosed basin or out to sea. It has been demonstrated in the nearby Clayton Valley that lithium concentrations of

+1,000 ppm lithium can occur within specific horizons of fine sediments in the general volcanic / sedimentary environment. The mechanism of formation is not understood and is being researched by the U. S. Geological Survey.

Lithium content of many rocks range from a few parts per million (ppm) to a few tens of ppm. Price (2000) from the Clayton Valley area reported his samples analyzed up to 228 ppm lithium, or five times the worldwide average for rhyolites which are themselves relatively enriched compared to other rock types. He found Li values down to 23-34 ppm in rhyolite tuffs which had been weathered or altered by normal earth processes. Price proposed that the lithium could be sourced from the rhyolite tuffs and released during weathering. The significance is simply that where there are the rhyolites in volume, there is the potential for significant lithium resources in volume.

A Property geologic map (Figure 10) shows the claims cover Miocene volcanic and sedimentary rocks which are lateral equivalents of the rocks sampled by Price.

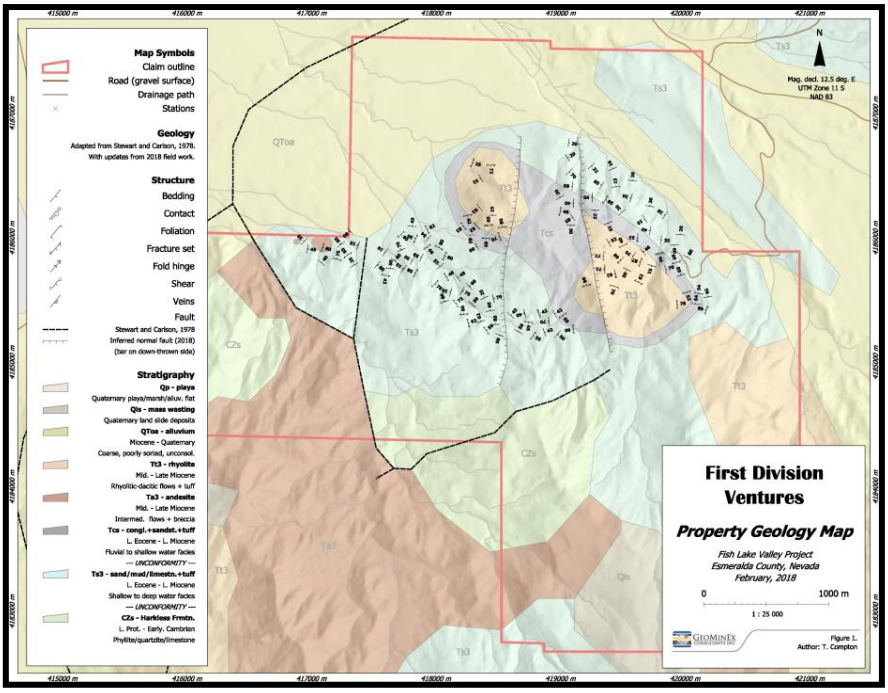


Figure 10. Property Geologic Map.

It is very important to understand this geology because it determines and explains why lode claims are the correct claim type to stake and produce lithium from basin sediments whereas lithium brines are staked by placer claims because they are in unconsolidated sediments

8. DEPOSIT TYPES

The appropriate model to apply to the Property is the model of lithium within clay-rich horizons of volcaniclastic sedimentary units which can be recovered under reasonable metallurgical conditions.

9. EXPLORATION

Clayton Valley, NV about 25 miles to the east has been the historic center of Nevada lithium production from brines within Tertiary age sediments in the basin. In recent years there has been increased interest in the occurrence of geochemically anomalous lithium contained within fine mudstone sediments as opposed to the traditional exploration targets of lithium brines hosted in aquifers. There is some evidence that the mudstone-hosted lithium may be recoverable under reasonable metallurgical conditions. The occurrence is still imperfectly understood, but it appears that the lithium is enriched in specific horizons within the sedimentary sequence. Sampling above and below those / that horizon yields nothing significant.

Initial mapping and sampling on the FLV Property (Octogon, 2016) showed values to 600 ppm lithium in mudstones (Figures 11 and 12). Common geochemical values in mudstones are 5 to 40 ppm, so the anomalous results suggest the same process as at Clayton Valley may have operated there. This work was done under a previous operator. The results, while suggesting the process of lithium enrichment

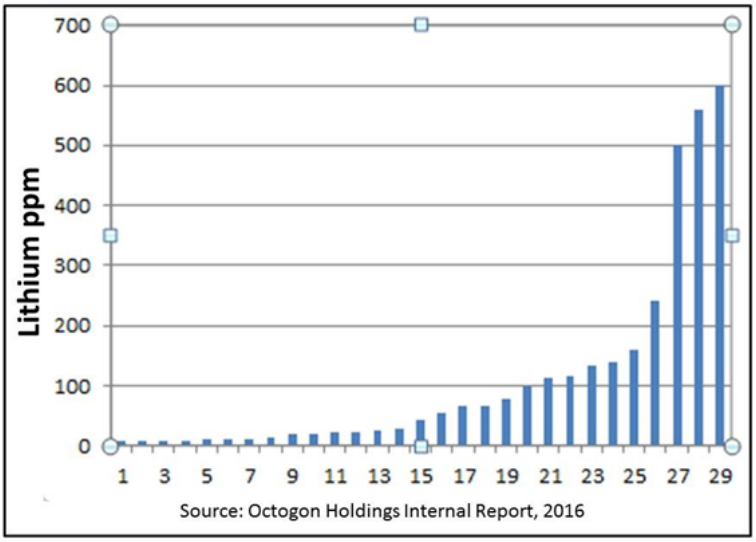


Figure 11. Lithium Analyses from the FLV Property.

operated, are of historical reference only because sample sites, sampling method, sample preparation and analytical methods are not known.

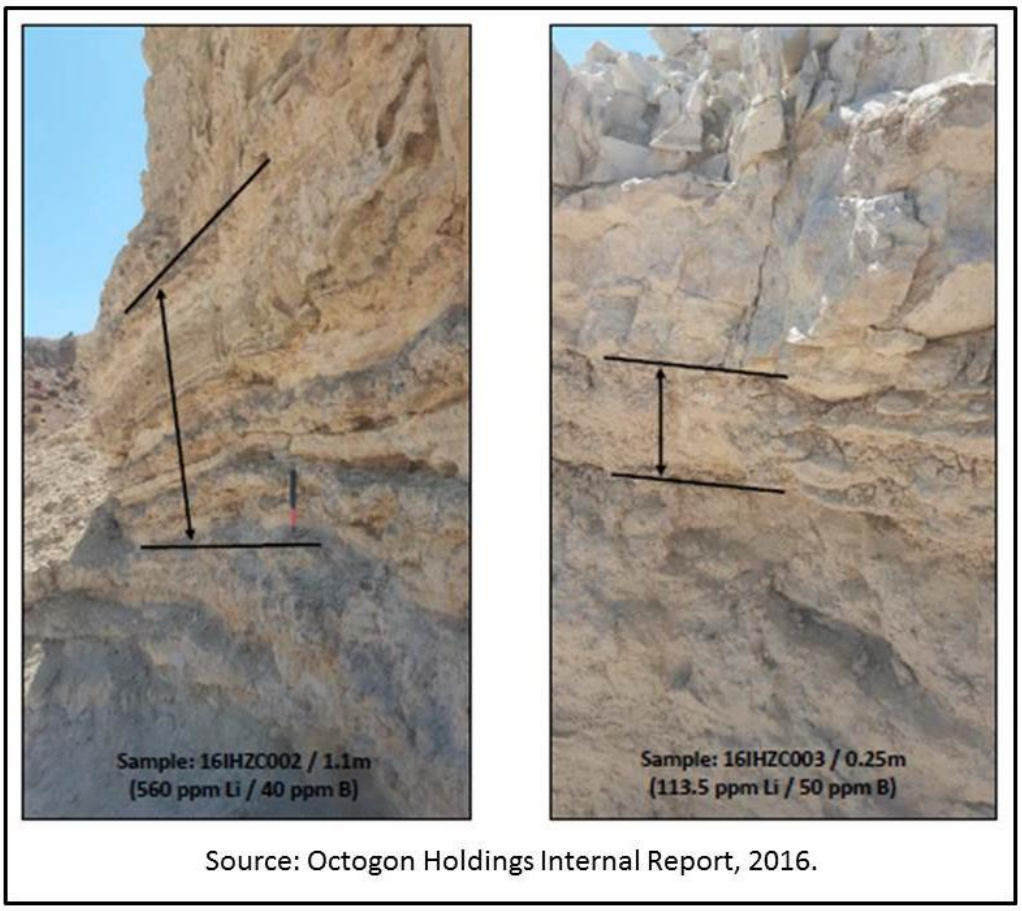


Figure 12. Photos of Sample Sites.

The following work was performed by First Division Ventures.

First Division Ventures' exploration expenditures on the Property total CAD $150,020.90 (Table 2). Those expenditures cover mapping (Figure 13), sampling (Figure 14) and a geophysical survey (Figure 16),

DATE	SUPPLIER	DESCRIPTION	$CAD
Jan, 2018	0806827 BC Ltd.	Sampling and field expenses	4,621.45
	Amazona Ent.	Tech report, field visit	8,179.37
Feb, 2018	GeoMinEx Ltd.	Field mapping	30,157.06
	0806827 BC Ltd.	Field expenses, analyses	12,910.91
Mar, 2018	Amazona Ent.	Tech report	5,303.76
	GeoMinEx Ltd.	Report	5,000.00
	Hasbrouck Geophysics	CSAMT Survey and Report	83,848.35
		TOTAL CAD	**150,020.90**
Source: Joel Leonard CPA, CA JCL Partners CPA			

Table 2. Expenditures.

John Walther and Tyler Compton (Compton, 2018) of Geominex Consulting Ltd. mapped the Property from January 31 to February 4, 2018. They traversed accessible ridges and arroyos, taking geologic observations at 120 stations to generate a new, more detailed geologic map. The map shows a Tertiary sedimentary basin and a local volcanic center (Figure 13).

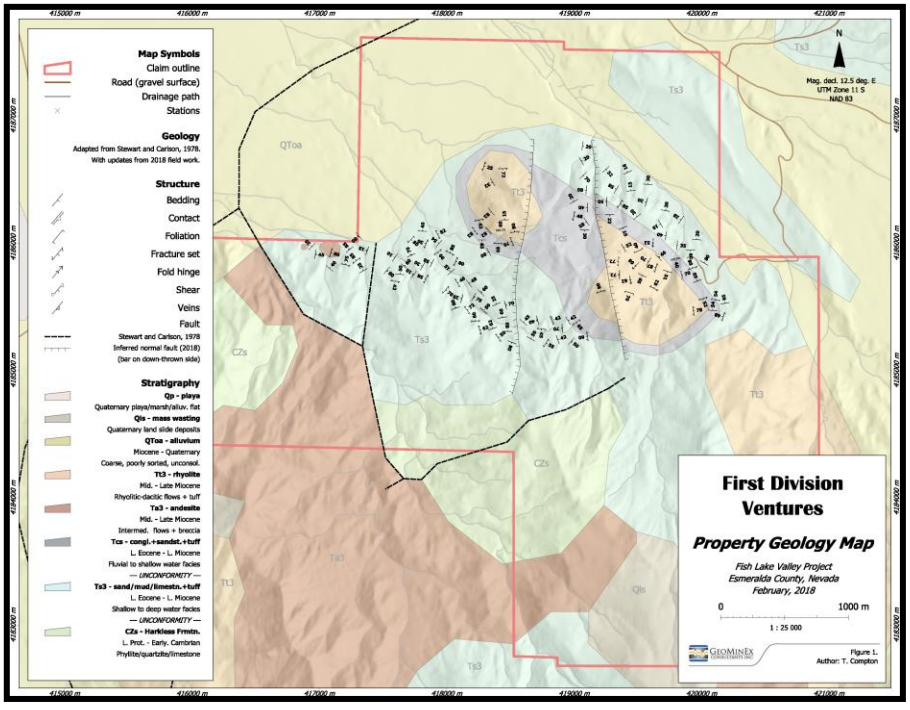


Figure 13. Geologic Map.

Their mapping confirmed that the claims covered mostly Tertiary (66 to 2 million years ago) basin sediments and a local volcanic center. There was deposition of deep to shallow water sediments in late Eocene time (35 million years ago) grading up to shallow water to river fluvial sediments in mid-Miocene time (15 million years ago). The claims are centered over a late Miocene (10 million years ago) center of rhyolitic and andesitic volcanism. Evidence for hot springs activity includes iron carbonate veinlets and concretions and thin beds and veinlets of cryptocrystalline cherty silica. While the occurrence of lithium enriched beds is not well understood, the circulation of hot fluids as evidenced by hot springs is very likely a critical step in formation. The mapping and observations are sufficient to show that lithium enrichment is geologically reasonable in individual horizons within the sedimentary sequence.

Walther and Compton took a total of 130 channel and grab outcrop samples while mapping. The samples are distributed adequately for a test of lithium given that many hillsides are covered in debris and good exposures are limited to the steeper hillsides and arroyo bottoms (Figure 14). The limitation to outcrops is a sampling bias which can only be changed by trenching or drilling which are beyond the scope of initial reconnaissance.

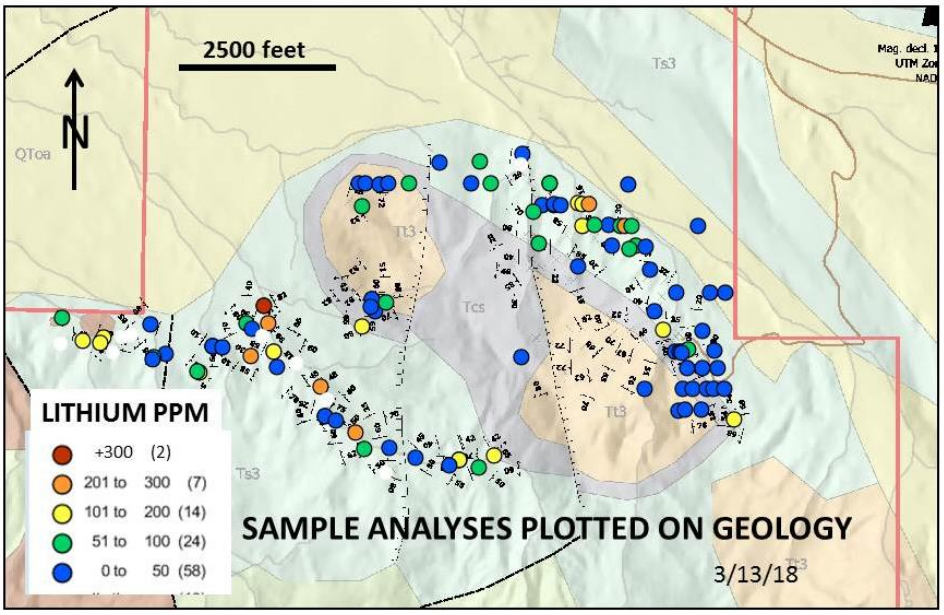


Figure 14. Analyses Plotted on Geology.

Values up to 370 ppm lithium confirm the conclusion from the Octogon sampling that the geologic process resulting in high lithium values in fine sediments operated at the FLV claim area (Figure 15). Again, the object was to show lithium enrichment processes occurred during certain periods of sedimentation and not necessarily that the entire sedimentary pile. Interestingly, analyses from the two preparation techniques (agua regia vs. four acid) have the same distributions. Higher results from the four acid dissolution would suggest the lithium is tightly tied up and may be more metallurgically difficult to recover. Conversely, the results are an initial indication that the lithium may be lightly bound to the clays.

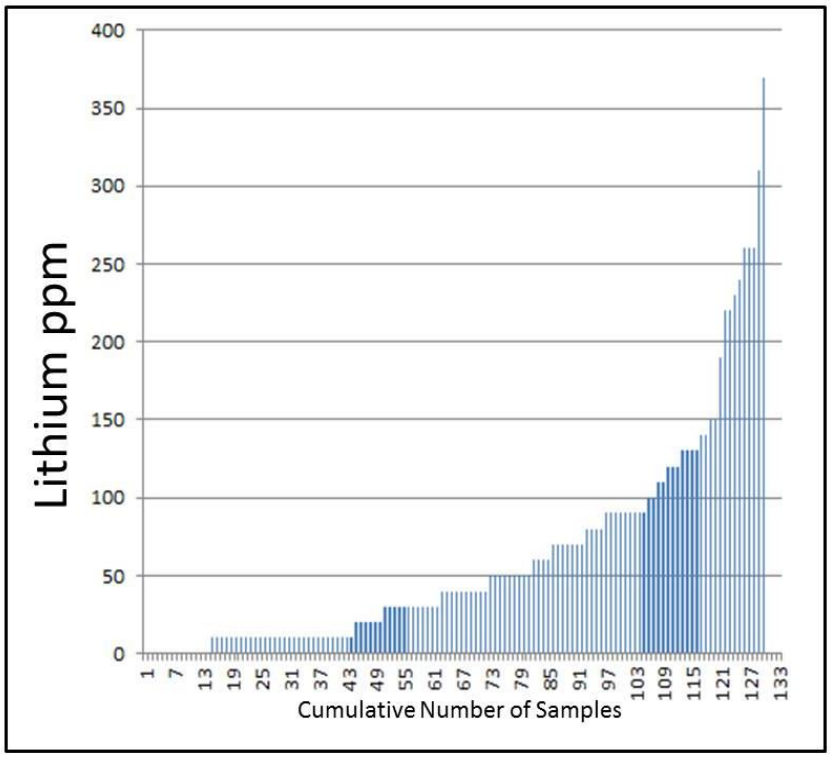


Figure 15. First Division Sample Analyses.

Having shown that fine sediments the same age as the Clayton Valley occurrences are on the Property and that some beds are enriched in lithium, a CSAMT/MT survey was used to optimized drill hole siting for a complete drill test of the sediments to a reasonable open pit depth.

Controlled source audio magnetotelluric / magnetotelluric (CSMAT/MT) is an electromagnetic survey method which is often used in mineral exploration to map variations in electrical resistivity which can be interpreted to show features such as faulting and finer vs. coarser grained sediments and hard rocks vs. unconsolidated sediments. There are no sources of cultural effects such as power lines and metal objects in the survey area to complicate the interpretation. Metals and power sources interfere with determining the

subsurface distribution of resistivities by measuring over time the variations in the earth's natural electric and magnetic fields and those fields induced by electrical waves. The technology is generally considered to work from depths of 20 to over 750 meters.

In the field, the natural and transmitted frequencies are measured from electrodes and magnetometers were laid out at perpendicular orientations. A weak salt solution was poured around steel electrodes to ensure a good contact and magnetometers were buried at least 0.3 meters deep to damped signal noise from wind.

The method determines the earth's subsurface resistivity by measuring variations over time of the earth's natural electric and magnetic fields and those fields induced by electrical waves. It is generally used for depths of 20 to +750 meters.

The survey was done by Hasbrouck Geophysics Inc. of Prescott AZ. Field measurements were made with a StrataGem EH4 manufactured by Geometrics, San Jose, CA. Measurements were made over three overlapping frequency bands, stored on a flash drive and downloaded onto a laptop at the end of each day. The data was modeled using Geometrics Electro Magnetic Array Profile (EMAP) transform software and Schlumberger Win G Link software.

Four survey traverses (Figure 16) cross favorable stratigraphy and along an existing jeep road. That biases the traverse location by existing access.

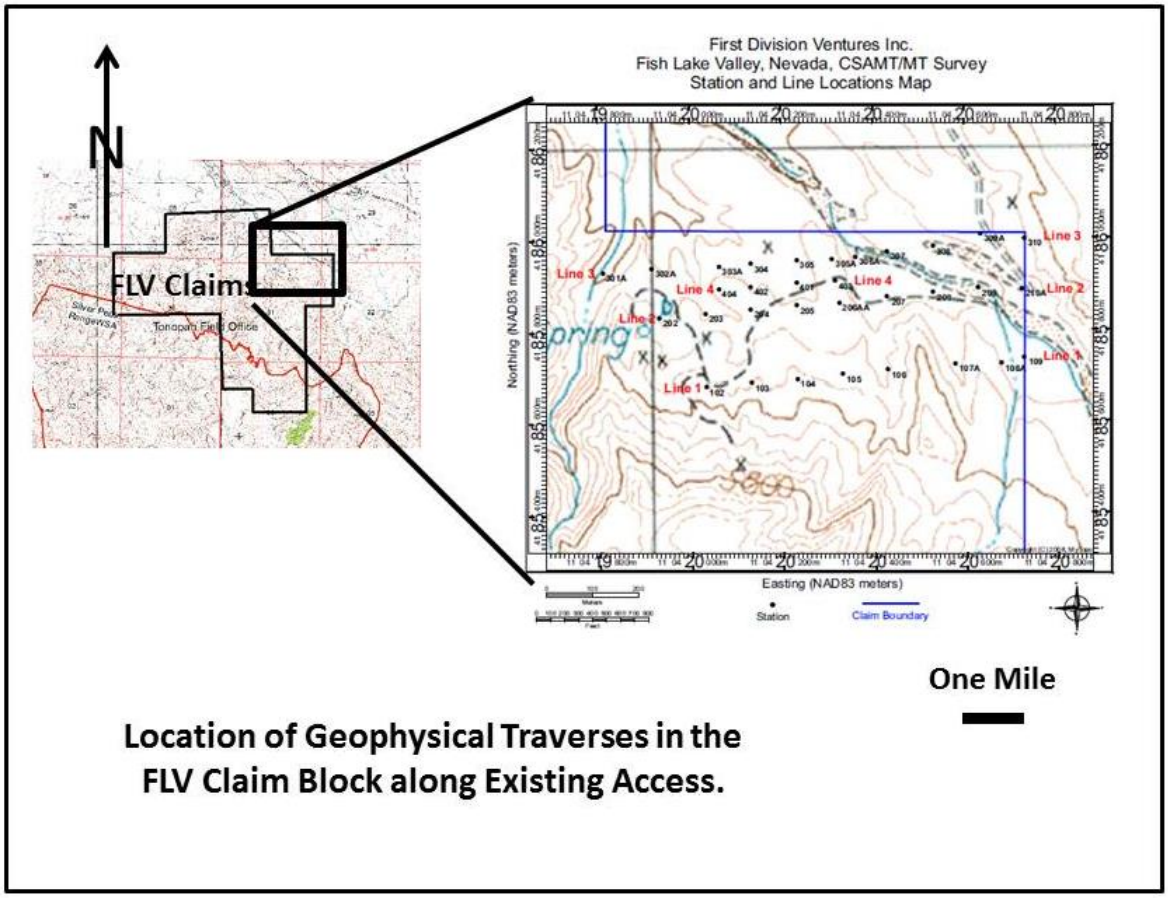


Figure 16. CSAMT/MT Geophysical Traverses.

Existing access also eases permitting.. There is no evidence that the site selection is worse geologically than any other possible site, only more reasonable.

Figure 17 shows how a 500 foot deep drill hole would be a reasonable test of the open pit potential within the Tertiary claystone sedimentary section. Drilling by conventional rotary or reverse circulation would be most time and budget effective.

The CSAMT/MT survey is adequate for the purposes of planning a drill test of the sedimentary section in the Author's opinion.

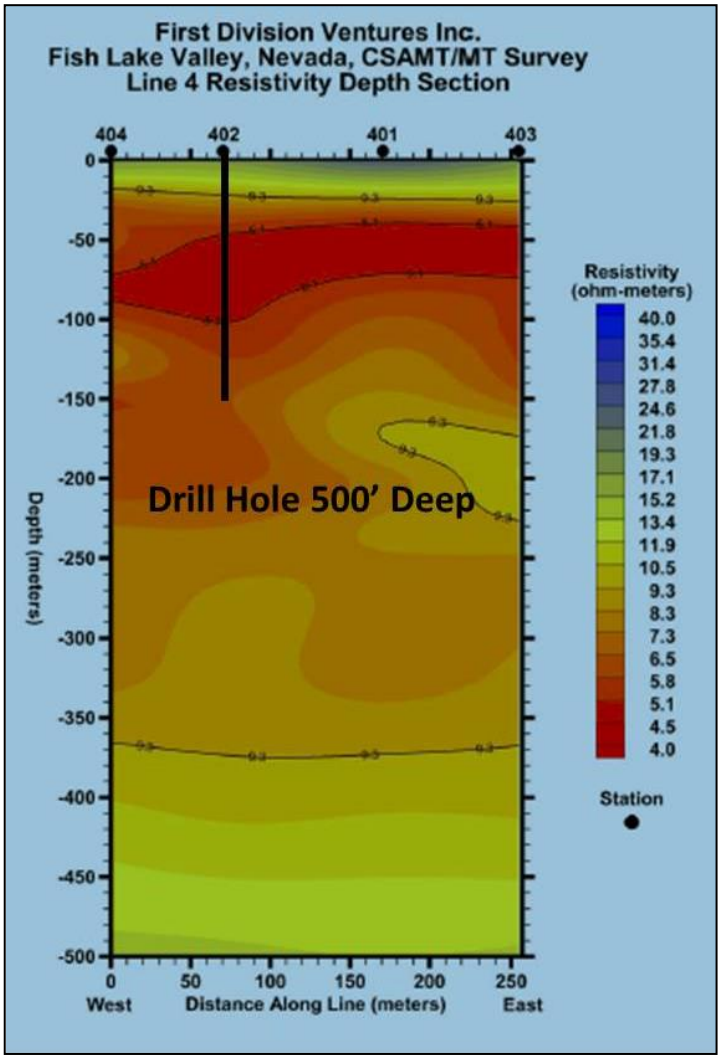


Figure 17. CSAMT/MT Section and Drill Hole.

10. DRILLING

There has been no known historical drilling on the Property.

11. SAMPLE PREPARATION, ANALYSIS AND SECURITY

Samples were kept under control of the geologists until they were shipped from Tonopah, NV to ALS Geochemistry – Reno, 4977 Energy Way, Reno, NV 895002, 775-356-5395. Samples were prepped with the standard scheme of drying, crushing to 70% < 2 mm, rotary splitting off 250 g and pulverizing to 85% -75 microns. Two dissolution methods were used: ALS codes ME-ICP41 for dissolution of pulverized sample in aqua regia and ME-ICP-61 for a four acid dissolution. The Reno laboratory is ISO/IEC 17025-2005 certified and is independent of both the Issuer and the Author.

The sample prep and analytical techniques are industry standard and fully acceptable for the purposes of this report.

First Division Samples were analyzed at ALS Laboratories, 4977 Energy Way, Reno, NV 89502 775-356-5395. After standard preparation, samples were analyzed by ME ICP-41 (two acid digestion) and ME ICP-61 (four acid digestion) with lithium request. Lithium numbers from both analytical methods appear to be from the same population.

The sample preparation, security and analytical procedures are adequate for the purposes of this report in the opinion of the Author.

12. DATA VERIFICATION

The field visit in January, 2018 was early in the program before the Octogon internal report (2016) surfaced. The visit established the location of the claims, access and the presence of Tertiary sediments. Sampling of those sediments is beyond normal field exams and was done later in January by a consulting crew, which confirmed the geology and local lithium enrichment.

The Author knows of no known readily available commercial lithium sediment standards comparable to metal exploration. Laboratory quality

control relied on the ALS internal quality control steps in sample prep, analyses, inter-laboratory test programs and internal audits to meet ISO/IEC requirements.

On the overview scale, the results were verified both by internal ALS procedures and by two different groups (Octogon and First Division) at two different times arriving at the same result – that processes depositing anomalous lithium during sedimentation were active at times on the FLV Property.

The mapping, sampling and geophysical survey are adequate for the purposes of this report in the Author's opinion.

13. MINERAL PROCESSING AND METALLURGICAL TESTING

There has been no metallurgical testing of material from the Property.

14. MINERAL RESOURCE ESTIMATES

The Project is early stage and there has been no resource estimate.

15. MINERAL RESERVE ESTIMATES

The Project is early stage and there has been no resource estimate.

16. MINING METHOD

Project is early exploration stage. Section does not apply.

17. RECOVERY METHODS

Project is early exploration stage. Section does not apply.

18. PROJECT INFRASTRUCTURE

Project is early exploration stage. Section does not apply.

19. MARKET STUDIES AND CONTRACTS

Project is early exploration stage. Section does not apply.

20. ENVIRONMENTAL STUDIES, PERMITTING AND SOCIAL OR COMMUNITY IMPACT

Project is early exploration stage. Section does not apply.

21. CAPITAL AND OPERATING COSTS

Project is early exploration stage. Section does not apply.

22. ECONOMIC ANALYSIS

Project is early exploration stage. Section does not apply.

23. ADJACENT PROPERTIES

The Property is generally 25 miles west of the Clayton Valley lithium brine operation of Albemarle Corporation and Pure Energy Minerals' holdings. Projects with similar geology are Rhyolite Ridge and Dean / Glory (Figure 17).

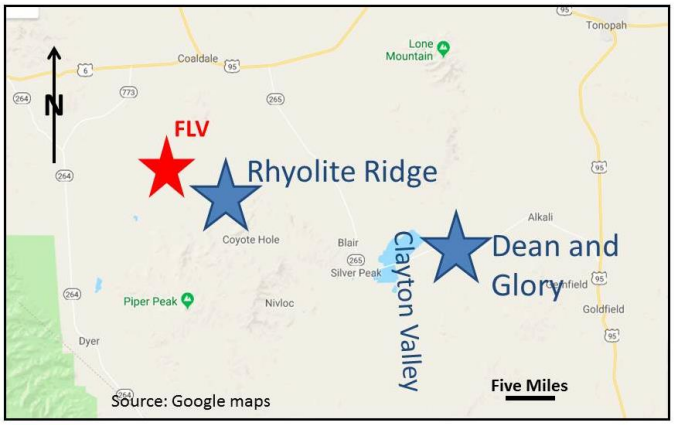


Figure 17. Adjacent Properties.

Global Geoscience Ltd.'s Rhyolite Ridge Project is about five miles east. Global is actively exploring the potential to produce lithium carbonate and boric acid.

Cyprus Development Corp. reported maximum lithium analyses of over 3,000 ppm from Esmeralda formation claystones at their Dean and Glory Projects on the east side of Clayton Valley.

The Author has not been able to verify the above information and it may not be indicative of mineralization of the Property that is the subject of this report.

24. OTHER RELEVANT DATA AND INFORMATION

As of this date the author is not aware of any other relevant information to report.

25. INTERPRETATION AND CONCLUSIONS

Lithium concentrations in Tertiary claystones in Esmeralda County, NV have begun to receive attention both within the Clayton Valley and in adjacent areas.

The FLV Claim Group covers a geologic target based on commonly accepted geologic data and ideas for the claystone lithium occurrences. Mapping sampling and a geophysical survey have identified a drill site for testing that potential. The principal risk is the simple geologic risk of lithium values too low to be of further interest.

The evidence leads the Author to recommend drill testing of that Property potential to a depth consistent with open pit mining.

26. RECOMMENDATIONS

The exploration to date has been positive, justifying this Author recommending a drill test of the potential claystone host for lithium concentrations.

The budget to accomplish that goal is shown in Table 3.

The Author is of the opinion that the conclusions and recommended work program and budget are consistent with those of other junior mineral exploration companies recently active in the area and are required to determine the lithium potential of the Property.

Success measured by thickness and lithium analyses of potential economic interest will lead to a new phase of exploration/development under a new budget.

ACTIVITY	$US
Permitting	10,000
Drilling	45,000
Analyses	5,000
Geologist	10,000
Report Update	10,000
Contingency	10,000
TOTAL	**90,000**

Table 3. Recommended Budget in $US.

27. REFERENCES

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