Technical Report
Rock Creek Project
Rock Creek Mining District

Cow Claims Property
Elko County, Nevada
41° 27’ N Latitude, 116° 22’ W Longitude

Prepared for
Kingsmere Mining Ltd.
701 S. Carson St. Suite 200
Carson City, Nevada
89502

30 August 2017

By

By Fred Saunders Bs Geology
Certified Professional Geologist
 # CPG 11807

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1.0 SUMMARY

This technical report summarizes the known results of exploration thus far carried out on the Rock Creek Project (Cow claims) and makes specific recommendations for their further exploration. This report was prepared pursuant to the guidelines of Canadian National Instrument 43-101 at the request of Kingsmere Mining Ltd.

The Rock Creek Project is a volcanic and sediment-hosted, epithermal precious metal property, which is adjacent to mines with historical production, situated in the Tuscarora Mountains of northern Elko County, Nevada. Together the property comprises 72 unpatented lode mining claims, owned by Kingsmere Mining Ltd. The Claims were staked by Kingsmere Mining Ltd. on October 2, 2016.

The Tuscarora Mountains host the northern end of Carlin-trend mineralization, a cluster of major, large gold deposits (Figure 8.1 #4 – Carlin Operations, 25 mines). Newmont reported in December 2016 its total Nevada gold reserves at 25.4 *million ounces. Barrick Gold Corporation describes the Goldstrike Property in northern Eureka* County as its "flagship property,"' reporting gold reserves at year-end 2016 of 8.1 million ounces. The mine is one of the company's largest producers, and consists of a series of Eocene to Miocene volcanic centers, which have intruded, and locally covered sequences of upper and lower plate Paleozoic sedimentary rocks. Mineralized Eocene (feeder?) dikes have been found in many of the mines within the Carlin trend, and the temporal and spatial correlation with Carlin-type gold mineralization suggests a genetic link.

The Rock Creek property contains altered exposures of probable lower plate Paleozoic sedimentary rocks that appear to be correlative with the Devonian Rodeo Creek Formation. The bulk of the exposed Au-Ag-As-Sb-Hg mineralization has been found in coeval intermediate to felsic volcanics, which have been dated as Eocene (36 – 40 ma.) throughout most of the Tuscarora Mountains. Similar ages of mineralization have been determined for a number of typical Carlin-type mines within the Carlin trend, Getchell district, Jerritt Canyon district, and Battle Mountain-Eureka trend of gold mineralization that host major gold deposits now being mined by Newmont, Barrick, and others.

The target concept for the Rock Creek Project is that high-level, epithermal gold-arsenic dominated, volcanic-hosted, Eocene-aged, precious metal mineralization represents the top of mineralizing hydrothermal plumes which had the potential to form high-grade Carlin-type (Meikle) deposits within favorable stratigraphic sections of lower plate sediments at depth. It is believed that detailed geologic, structural, stratigraphic, geochemical and geophysical studies can target the favorable areas which overlie permissive stratigraphy at a reasonable depth (<2500 ft.).

In 2010, Ironwood Gold Corp. completed a Mobile Metal Ion (MMI) survey and a Soil Gas Hydrocarbon (SGH) survey over the southern part of the Rock Creek Property. Both MMI and SGH have been useful in identifying deep seated gold deposits. The survey produced a strong 4,000 foot long by 1,300 foot wide anomalous zone with a high degree of confidence. Various companies have conducted exploration on the properties in the past for volcanic-hosted, high-grade Au-Ag veins and bulk tonnage Au-Ag deposits. These previous efforts by Texas Gulf, Shell Oil, Phelps Dodge, Homestake Mining, Newmont Mining, Western States Minerals, Pittston

Nevada Gold, Teck, and others were focused on high-grade, epithermal, bonanza-type precious metal veins hosted within volcanics, or at the volcanic-sediment contacts. From limited data available from previous exploration in the project area, it is clear that areas of widespread alteration in the volcanics contained anomalous values in Au and Ag with locally high concentrations of As-Sb-Hg. Locally, sedimentary basement rocks were intercepted by shallow drilling in Rock Creek, which were altered and carried anomalous gold and pathfinder elements. No resources have thus far been defined on the Rock Creek property, and all past mine development on nearby properties in this area is from the period of the late 1800's through the1950's.

The Rock Creek Project area is situated within a zone of "world class" gold endowment where the potential of finding a large, high-grade, gold mine are favorable. Past work has defined large (>1000 x 5000 ft.) areas of strongly argillized volcanic rocks which host numerous silicified breccia zones, and it is believed that the proposed exploration program offers an excellent opportunity to discover new Carlin-type mineralization beneath shallow volcanic cover on this property.

It is recommended that Kingsmere pursue exploration on this property. The proposed work shall be carried out in two phases, with the second being contingent upon the successful completion of the first phase.

> **Phase 1 will focus on defining the dominant mineralizing feeder structures with strong Au-As geochemical footprints, delineating the major sedimentary basement blocks and basement highs, and targeting Carlin-type mineralization at a reasonable depth for underground mining.**
>
> **Phase 2 Favorable targets will be drill tested .**
>
> **For the Rock Creek Property the estimated expenditures for Phase 1 is US $ 250,000; and for Phase 2 US $ 1,450,000, for a total expenditure of US $ 1,700,000.**

2.0 INTRODUCTION AND TERMS OF REFERENCE

2.1 Introduction

This report provides a summary of the known exploration history of the Rock Creek gold prospect, Rock Creek Mining District, located in the Tuscarora Mountains of Elko County, Nevada, approximately 48 miles northwest of Elko. The Rock Creek property is situated within the Tuscarora volcanic field, which hosts several producing gold-silver mining camps. Kingsmere Mining Ltd. ("Kingsmere") staked 72 unpatented mining claims in October 2016 and owns 100% interest in the property.

Recommendations contained herein are for a two-stage exploration programs to further define prospective areas of gold mineralization identified on this property. This report was prepared by Fred T. Saunders, C.P.G., Consulting Geologist. There is no affiliation between Mr. Saunders and Kingsmere except that of independent consultant/client relationship.

2.2 Units of Measure

All units of measurement used in this report are metric unless otherwise stated. These are the units used by Kingsmere. Historical grade and tonnage are reported as originally published. Gold grades are reported as referenced and conversion factors are listed below. Location coordinates are expressed in Universal Transverse Mercator (UTM) grid coordinates, using the 1927 North American Datum (NAD27), Zone 11, Mount Diablo Base and Meridian (MDB&M).

Some of the conversion factors applicable to this report are:

Analytical Measure

	oz/ton (opt)	Grams/ton (gt)
1 ppm	0.0291667	1
1 ppb	0.0000291667	0.001
1 oz/ton	1	34.2857

Linear Measure

1 inch (in)	=2.54 centimeters (cm)
1 foot (ft)	=0.3048 meter (m)
1 yard (yd)	=0.9144 meter (m)
1 mile (mi)	=1.6093 kilometers (km)

Area Measure

1 acre	=0.4047 hectare	
1 square mile	=640 acres	=259 hectares

2.3 Definitions

BLM	United States Bureau of Land Management
CFR	Code of Federal Regulations (United States Federal Code)
FA/AA	Fire Assay with Atomic Absorption finish, analytical technique for gold analysis
GPS	Global Positioning System
ICP	Inductively Coupled Plasma (geochemical analytical method)
NBM&G	Nevada Bureau of Mines and Geology
MDBM	Mount Diablo Base and Meridian
NSR	Net Smelter Royalties
NMC#	Nevada Mining Claim Number
RC	Reverse Circulation (Drill Hole)
USGS	United States Geological Survey

2.4 Terms of Reference

Mark Abrams, Ms, consultant for Kingsmere invited the author to review the Rock Creek gold

prospect and previously prepared Technical Reports that included the Rock Creek Property and prepare a current technical summary for this property.

Accordingly, this report has been prepared under the guidelines of Canadian National Instrument 43-101 and is to be used as an independent report in the United States of America. In 2008, Kingsmere Mining LTD filed as a Nevada corporation whose corporate state ID is E0778382008-5. The data pertaining to this property is largely reported in imperial units, and since these are the legal units of measurement in the United States, this report will in general adhere to this convention. All dollars referred to in this report are United States dollars.

2.5 Purpose of Report

The purpose of this report is to provide an independent evaluation of the exploration potential of the Rock Creek property, and to summarize the data on which this assessment is based. Furthermore, recommendations are made herein to undertake specific exploration programs in order to determine the extent of precious metals mineralization as it is currently known and understood on the property. This report conforms to the guidelines of NI 43-101.

2.6 Sources of Information

The information contained in this report is mainly derived from Technical Reports produced by Crosby, 2010 and Jennings and Madeisky, 2003. The Crosby report was produced for Ironwood Gold Corp. of Scottsdale, Arizona. The Jennings and Madeisky report was completed for Consolidated Global Minerals Ltd. Of Vancouver, B.C., Canada.

The Crosby report relied heavily on the previous report by Jennings and Madeisky which included 3 properties, the Rock Creek, Good Hope and Cornucopia properties. It consists of an analysis of published papers and maps, geological and exploration reports available in the public record, as well as data from various private sources. The data herein pertains to only the Rock Creek property. Much of the information, as it pertains to the Rock Creek Property, is verbatim from the above cited reports. Where cited, references are referred to in the text by author and date. Complete references are listed in Section 27 (References). The reports by Crosby, 2010 and Jennings & Madeisky, 2003 is a key source of the information contained herein.

2.7 Field Examination

The author of this report visited the Cow claims and examined a portion of the property with Mark Abrams on August 3, 2017. I returned to finish the examination on August 8th and 9th, 2017. During the examination the MMI survey data was reviewed in the field and the proposed 2017 drill holes based on the MMI and SGH data were laid out on the ground. Since the target mineralization is thought to be hosted in rocks 1,000 to 2,000 feet below the surface the MMI ans SGH survey results are very beneficial on potentially recognizing deep seated (+2,000 feet) mineralization. The author did collect five surface samples from outcrops and dumps. The samples have been submitted to ALS Chemex lab in Elko Nevada for Prep 31 and ICP Au + 21 elements, results are included (Figure 7.4 and Appendix B). With the use of an ATV the author was able to examine a large portion of the property.

3.0 RELIANCE ON OTHER EXPERTS

In the preparation of this report, the author has relied on information obtained through a review of published papers, public and private documents, reports and data and the Crosby 2010 and Jennings and Madeisky, 2003 Technical Reports which forms the backbone of this technical report. The results of previous geological, geochemical, or geophysical surveys, or drilling could not be and were not independently verified. However, it is reasonable to believe the previous work was done in a manner using industry standards at that time.

The author was provided by Kingsmere a recorded claim map and recorded certificates of location for all 72 cow claims. The date of location is October 2, 2016 and date of county recordation is December 12, 2016 and the map and claims were recorded with the BLM on Dec 23, 2016 indicating these are valid mining claims. The 2017 annual fees are not due until September 1, 2017. However, the claim maintenance fees for the 2017-2018 were paid on August 24, 2017. During the field examination many of the claims post were found.

4.0 PROPERTY DESCRIPTION AND LOCATION

4.1 Area and Location

The Rock Creek Project area is located in the Tuscarora Mountains of north-central Nevada, in Elko County. The center of the Rock Creek project area is approximately at 41º 22' North Latitude and 116º 23' West Longitude, and is about 12 miles northwest of the old mining town of Tuscarora, which in turn is about 38 miles northwest of the town of Elko. Elko is the county seat, and lies on Interstate Highway I-80 about halfway between Reno, Nevada and Salt Lake City, Utah. The project area is covered by portions of the following U.S. Geological Survey (1:24,000) 7 ½ minute quadrangle topographic maps: Big Cottonwood Canyon, Red Cow Creek, Toe Jam Mountain, and Mt. Blitzen. Outlines of the claim groups are shown on Figures 4.1 and 4.2. The property in the project area together add up to 72 unpatented lode mining claims, with each claim covering 20.6 acres. It is approximately 3 miles long by 1 mile wide (maximum dimensions), covers an area of about 1,508 acres, and is located in T40N, R49E, & T41N, R49E, MDB&M.

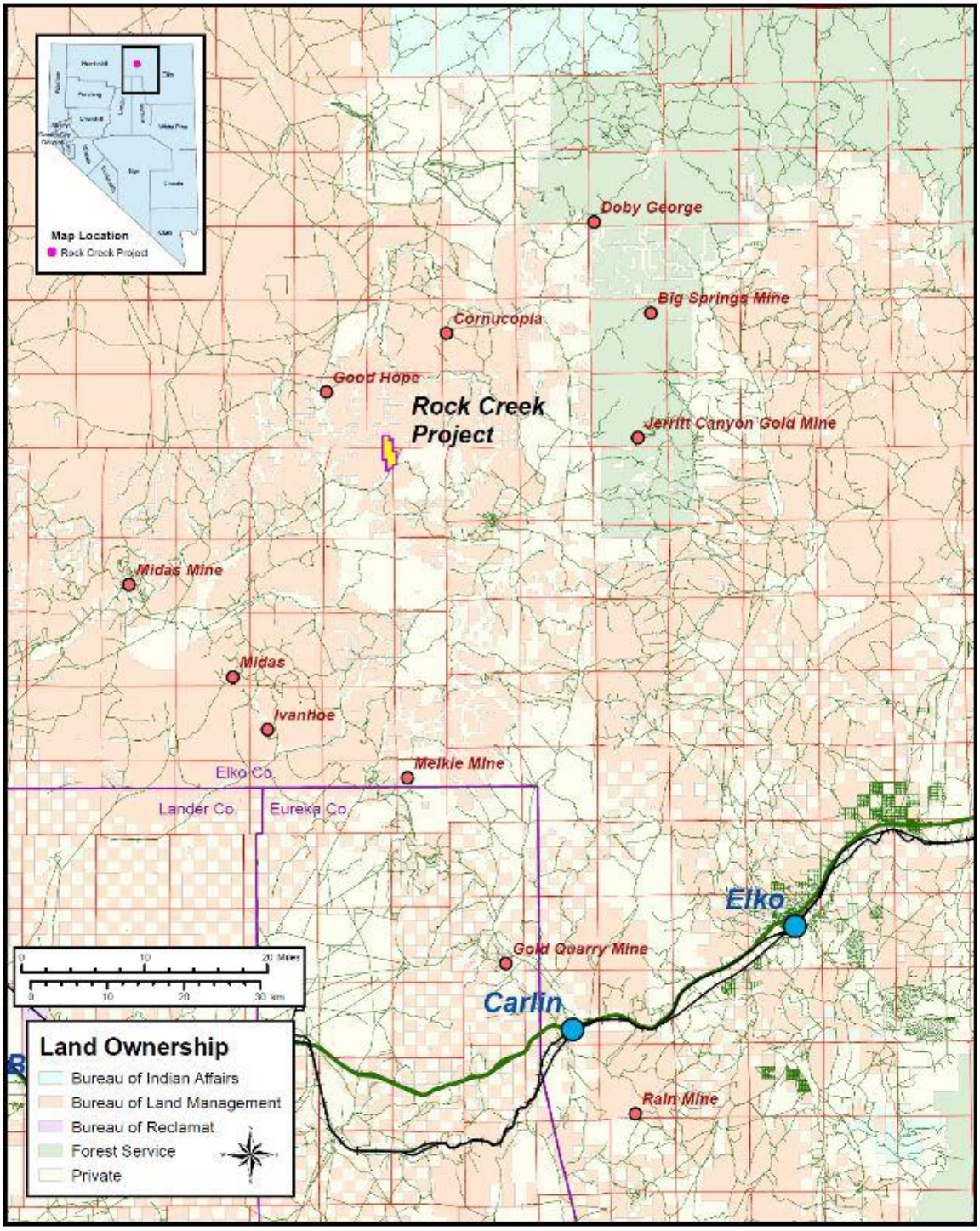


Figure 4.1 Rock Creek Location Map

4.2 Claims and Title

Public lands in the area of the Rock Creek Project are administered by the US Department of Interior, Bureau of Land Management ("BLM") under the Federal Land Policy and Management Act of 1976. A complete claim listing, including BLM serial numbers and county Recording Document numbers for the property is given in Appendix A. The claims were staked by Mineral Exploration Services Ltd. of Reno, Nevada.

Based on an examination of Certificates of Location filed with the Elko County Recorder's Office in Elko, Nevada, and at the Bureau of Land Management Nevada State Office in Reno, Nevada, the 72 Cow claims were properly recorded. Their 2017-2018 annual maintenance fees have been paid and the claims are in good standing until noon September 1, 2018, at which time the 2018-2019 annual maintenance fees are due and payable.

All claims are subject to an annual maintenance fee of $155 per claim, payable to the Reno BLM and due by noon September 1 of each year. In addition, an annual Notice of Intent to Hold and fee of $12.00 per claim is payable to the Elko County Recorder's Office. The Cow claims comprising the Rock Creek property, are owned by Kingsmere and were staked on October 2, 2016 and properly recorded with the county on December 12, 2016. The certificates of location and the recorded map were filed with BLM on December 23, 2016. As shown in Figure 4.2, the Rock Creek property consists of 72 unpatented lode mining claims in one contiguous block comprising approximately 1508 acres. The Cow claims are located in unsurveyed Sections 29 and 32 of T41N, R50E, and in Sections 1 and 2 of T40N, R49E, MDB&M.

There are adjacent claims, but no adverse ownership. Other properties in the immediate vicinity but not controlled by Kingsmere include unpatented and patented pre-existing claims around the old Falcon mine south of the Cow claims, and private fee lands controlled by Barrick, situated between the Falcon Mine and the south edge of the Cow claims.
The margins of some of the Cow claims overlap (to avoid fractions) onto some of these pre-existing claims and private fee lands, reducing the stated acreage of the Rock Creek property by a small amount.

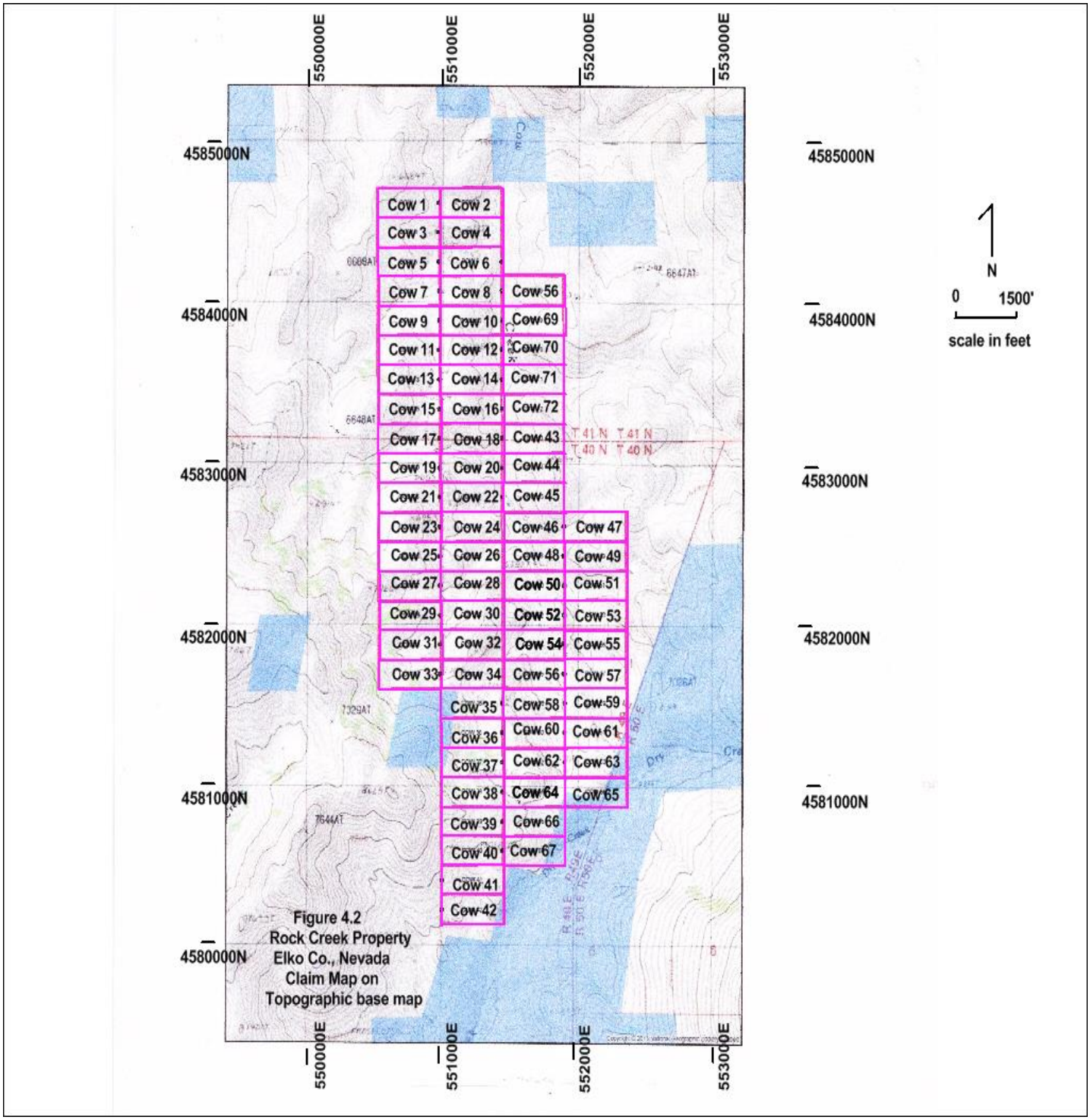


Figure 4.2
Rock Creek Property
Elko Co., Nevada
Claim Map on
Topographic base map

4.3 Environmental Liabilities

There are no open adits, or deep trenches on the Rock Creek property, but there is one open shaft (Nad 27 UTM coordinates 551654E and 4581895N) that is approximately 40 feet deep that will need fencing. Other than this shaft, there are no mining or exploration associated safety hazards existing at this time. There are no known environmental liability issues on the Rock Creek Property.

The claims are located outside of the Sage Grouse land withdrawal/selection area under study by the BLM. Exploration activities on these claims, previously undertaken by others, appear to have been reclaimed to then applicable industry standards and BLM, State, and County requirements. To the best of the author's knowledge, there are no environmental liabilities known to exist on the property that can be attributed to the Company or that would become the Company's responsibility.

The presence of deleterious "pathfinder" elements such as antimony, arsenic and mercury has been noted. Such elements are common in gold deposits of the so-called "Carlin type" in Nevada, and the requisite technology to deal with them is well developed. On the Rock Creek property, there are a few small prospect pits and some old drill sites can still be recognized. There are no remarkable natural features, or features of archaeological interest, and apart from several old drill roads, there are no improvements related to mineral exploration.

Any exploration and development project proposed under present conditions will inevitably face environmentally driven hurdles. However, given that Nevada is generally regarded as the most mining-friendly state in the United States, and that the project areas are in a general region that has already seen mining activity, there is no reason to believe that the process of obtaining the requisite permits to operate would be particularly onerous. Permitting for the proposed next two phases of work on this property is not anticipated to cause any problems or serious delays, as all of the planned work would involve physical disturbance of less than five acres and can be done under a Notice of Intent. Five acres is the area beyond which the permitting process becomes more stringent and a Plan of Operations is then required.

4.4 Permits

The BLM is responsible for the surface and subsurface mineral estate on federal lands. At the time of this writing, no Notice of Intent has been filed with the BLM by Kingsmere, nor is there an existing Notice of Intent which can be amended to accommodate proposed exploration activities on this property.

5.0 ACCESS, CLIMATE, INFRASTRUCTURE AND PHYSIOGRAPHY

5.1 Accessibility

From Reno, Nevada, access to the Rock Creek Project area is by Interstate Highway I-80 east for about 280 miles to Elko (Exit 301 on I-80), then north on paved State Highway 225 for about 26 miles, then northwest on paved State Highway 226, and then turning off to the west onto gravel roads, in the Tuscarora area. See Figure 4.1. Access is also available from near Midas along gravel roads.

In more detail, the Rock Creek property is accessed from Elko by traveling north on paved State Highway 225 for 26 miles, then west on paved State Highway 226 for about 17 miles, then take

the broad gravel road heading west (toward Tuscarora and Midas) for about 7 miles, then take a narrow gravel road heading west along McCann Creek (past the Quarter Circle S Ranch) for about 4 miles, then take an unimproved dirt track heading northwest uphill for about 10 miles past McCann Mountain, across Rock Creek, and over past the Divide Mine to Dry Creek. Now several unimproved dirt tracks heading northwest, west and southwest provide access to the Cow claims, see Figure 4.2. Travel time from Elko is about 2 hours. The property is in moderately steep terrain, with elevations ranging from 6320 ft. in Dry Creek at the southeast corner of the Cow claims, to 7260 ft. within the central part of the claim block.

5.2 Climate

The climate in this part of Nevada is typical of the high desert country of western North America, with hot summers, cold winters and generally dry conditions. Temperature variations recorded for the area extend from a minimum of –40° F to a maximum of 108° F, with average temperatures of 16° F in winter and 84° F in summer (Western Regional Climate Center). This is semi-arid desert, with an average annual precipitation of 12.5 inches. Heavy snowfall can be expected in the higher ranges, but the climate should not be an impediment to mining, especially if the operations were underground. Mining at open pits elsewhere in Nevada, in roughly similar conditions, is continued year round. Physical exploration work could be conducted on the much of the Rock Creek Project year round, except when roads are snow-blocked and stream fords partially frozen during winter and in the early spring when the frozen ground is melting and the unimproved dirt roads become muddy and difficult to travel.

Water is in relatively short supply; however, there is probably sufficient water in Rock Creek (Figure 4.1)) for drilling programs, although it may be necessary to truck water if diamond drills are employed, There are no apparent serious impediments to exploration in the form of surface rights alienation, but this would require careful checking if any development work were contemplated. At present, grid electrical power is not available, although it is within less than 10 miles of the property. It is not anticipated that there would be any problem securing adequate sites for processing facilities, waste storage areas, heap leach pads or tailing ponds.

Vegetation in the project area is generally confined to grasses and sagebrush, with local stands of willows, trembling aspen and some cottonwoods in valley bottoms, and local areas with dwarf juniper and pines. The area includes summer grazing leases for cattle from local ranches. Most of the access roads are officially designated as ranch access roads, meaning that there are few restrictions on their use. But it is imperative to respect ranchers' rights, especially, to keep gates closed where requested to do so. The road up McCann Creek crosses private land and access is currently open but arrangements should be made to secure this access.

The Rock Creek Project area is in the northern part of the Tuscarora Mountain range, including the northwest foothills leading down to the Owyhee desert. The general terrain in the region of the property is moderate to steeply mountainous.. Regional elevations range from a low of 5340 ft. in the South Fork of the Owyhee River to a maximum of 8391 ft. at Dry Creek Mountain near Rock Creek. The gully of Red Cow Creek heads north through the northern part of the property, covered by the Cow claims, eventually joining the South Fork of the Owyhee River. The gully of Dry Creek crosses the southern part of the property, joining Rock Creek which ultimately drains into the Humboldt River.

5.3 Infrastucture

Elko is located on the Humboldt River, which has I-80 and a transcontinental railway along its course through northern Nevada. Elko is the county seat, and has a regional airport with helicopter services available. Elko is the service center for mining activities in the Jerritt Canyon District and the Carlin Trend. Given all the mining activity in the region, it is anticipated that sufficient infrastructure and manpower could be made available locally to support a mining operation at the Rock Creek Property.

6.0 HISTORY

6.1 Past Production

The Rock Creek Project area is within a historic mining district, where mineralization was first discovered in the 1870's. The Rock Creek mining district produced silver (32,000 ounces), gold (55 ounces), mercury (26 flasks) and antimony, mainly from the old Falcon mine and Teapot mercury prospect located immediately south of the Cow claims, see Figure 7.2. The Falcon mine, which exploited a volcanic hosted vein deposit, and the Teapot prospect are not included in Kingsmere's Rock Creek property.

6.2 Previous Exploration and Drilling

Industrial scale exploration of the region began in the 1960's following the discovery of the Carlin deposit, and included: drilling in the Rock Creek property (Red Cow area) in 1983-84 by Shell Oil and in the 1990's by Western States Minerals. Unpublished reports describing some of the exploration work on the Rock Creek property are listed below in Section 27.0 (References). At the Rock Creek property, as described by Cruson and Limbach (1985), gold mineralization was discovered at Red Cow Creek in 1982 by Cruson and Pansze during a reconnaissance exploration program that was funded by Shell Oil Company. Shell Oil took over the "Cow Creek" prospect, interpreted to be "*...a bulk-tonnage gold and silver target hosted by Tertiary rhyolite tuffs and Paleozoic carbonaceous sediments.*" Shell carried out surface and subsurface exploration in the 1983 and 1984 field seasons: 81 rock-chip samples and 405 soil samples were taken, and 23 drill holes were completed. As shown in Figure 7.2, 5 of these "CC" drill holes are in Kingsmere's Rock Creek property, including CC-10 and CC-11 that each intersected 100 ft. of 0.02 opt gold mineralization, according to Cruson and Limbach. In addition, hole CC-2 bottomed in 135 ft. of Paleozoic basement rocks comprised of pyritized, carbonaceous siltstone, with numerous gold intercepts in the overlying altered tuff.

As described by Long (2000), in the 1990's Western States Minerals Corporation explored an area mainly east of Shell's area, for volcanic-hosted disseminated gold deposits, with geologic mapping, extensive geochemical sampling, an IP survey, and 13 reverse circulation drill holes. As shown in Figure 7.2. Five of these "RC" holes are in Kingsmere's property.

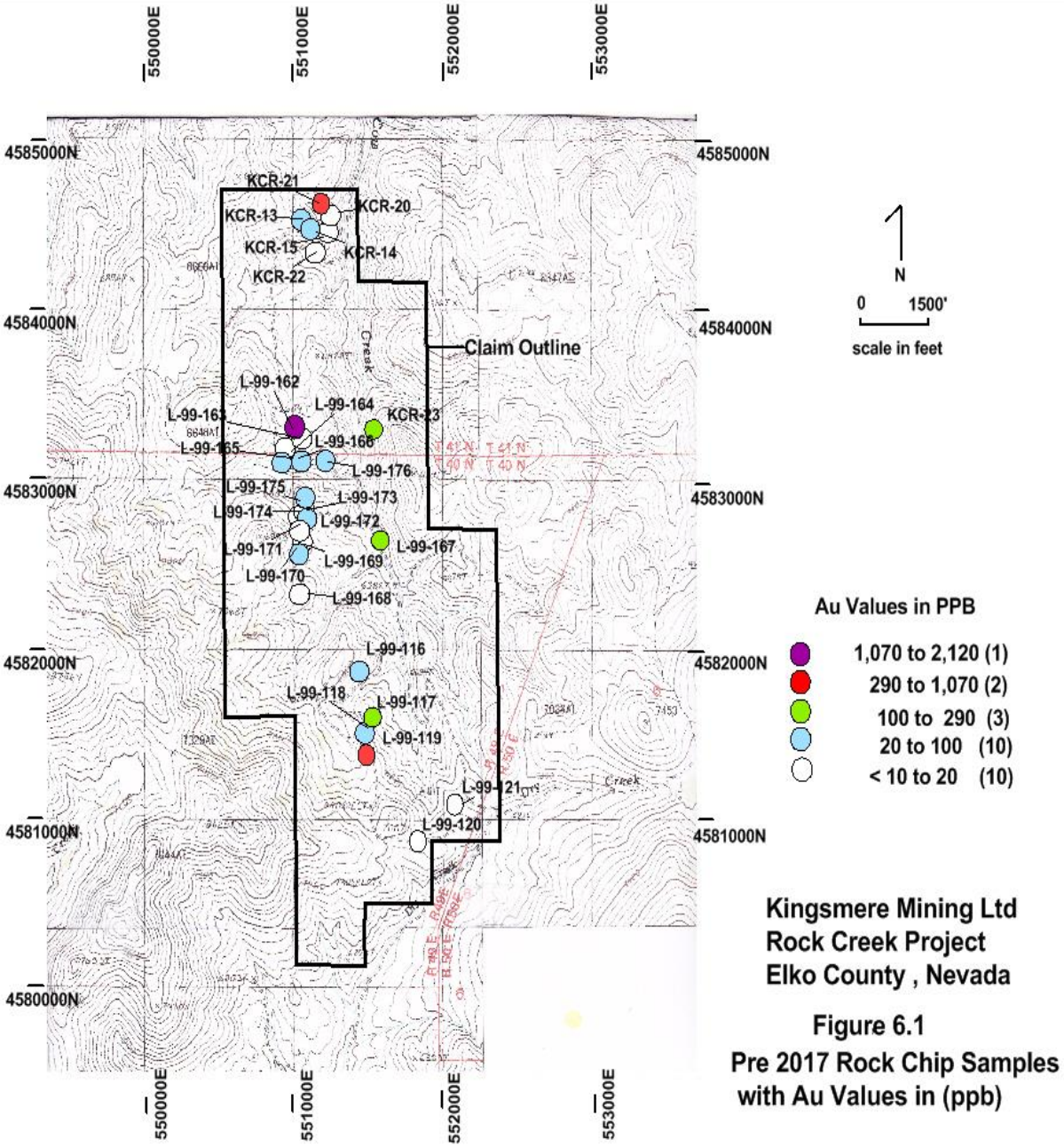
Teck acquired the Bluto (now part of Cow claims) and Dry claims in 1999, and interpreted the target to be a classic volcanic-hosted gold-silver epithermal system with the potential for high-grade, underground mineable, gold-silver veins. Teck took 67 rock chip samples along the entire strike length of altered and mineralized volcanics (see Figure 6.1). One of the three samples with the highest gold grade, and three of the nine samples with the second highest gold grade, were taken within Kingsmere's Rock Creek property.

6.3 Mobile Metal Ion (MMI) Sampling

Ironwood Gold Corp in 2010 completed a Mobile Metal Ion (MMI) sampling program over the southern part of the Claim Block. MMI analysis is a partial metal extraction that measures the loosely bonded fraction and not the total metal content found in a soil sample. Special ligands to do the extraction MMI method were chosen for the Rock Creek claim block because this type of analysis of soil samples has been known to detect gold and other types of mineralization at depths of up to several hundred meters. There are two gold targets that have been modeled for these claim blocks; one a shallow vein/structure such as mineralized quartz veins and breccia zones located in the volcanic rocks that cover much of the property and deep seated Carlin trend type gold deposits located in the lower plate rocks (Figure 7.3).

MMI technology is an analytical process that uses a unique approach to the analysis of metals in soils and related materials. Target elements are extracted using weak solutions of organic and inorganic compounds rather than conventional aggressive acid or cyanide-based digests. This extraction does not dissolve the bound forms of the metal ions. Thus, the metal ions in the MMI solutions are the chemically active or 'mobile' component of the sample. Because these mobile, loosely bound complexes are in very low concentrations, measurement is by conventional ICP-MS and the latest evolution of this technology, ICP-MS Dynamic Reaction Cell™ (DRC II™). This allows very low detection limits. The MMI results have outlined a gold/arsenic anomaly that extends 1.0 Mile in an approximately NNW-SSE direction in the southern part of the Bluto Claims (now Cow Claims). The anomalous zone is about 1,300 ft. wide suggesting the possibility of multiple mineralized quartz veins and /or breccia zones or substantial gold mineralization at depth... possibly in the lower plate rocks where Carlin type mineralization is found.

Figure 6.2 shows the MMI and SGH sample localities with the interpreted MMI/SGH anomaly. Also shown are the proposed drill holes recommended to test these anomalies.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L-99-172
L-99-171
L-99-167
L-99-169
L-99-170
L-99-168
L-99-116
L-99-118
L-99-117
L-99-119
L-99-121
L-99-120
N
0 1500'
scale in feet
Au Values in PPB
1,070 to 2,120 (1)
290 to 1,070 (2)
100 to 290 (3)
20 to 100 (10)
< 10 to 20 (10)
Kingsmere Mining Ltd
Rock Creek Project
Elko County , Nevada
Figure 6.1
Pre 2017 Rock Chip Samples
with Au Values in (ppb)

6.4 Soil Gas Hydrocarbon (SGH) Survey

SGH is a deep penetrating geochemistry that involves the analysis of surficial samples from soil over potential mineral or petroleum targets. The SGH analysis incorporates a very weak leach, essentially aqueous, that only extracts the surficial bound hydrocarbon compounds and those compounds in interstitial spaces around the sample particles. SGH has been successful for delineating targets found at over 1,600 feet in depth. Samples of various media have been successfully analyzed such as soil (any horizon), drill core, rock, peat, lake-bottom sediments and even snow.

Ironwood Gold Corp took 103 SGH soil samples on east-west lines between the MMI survey lines in 2010. **The overall precision of the SGH analysis for the 103 samples in this Dry Creek North survey was excellent as demonstrated by the 7 samples taken from the survey which were used for laboratory replicate analysis. The average Coefficient of Variation (%CV) of the replicate results for the Dry Creek North survey was 5.9% for these replicate samples which represents excellent levels of analytical performance especially at the low parts-per-trillion (ppt) measurements in the SGH geochemistry.**

The results of the survey as interpreted by Activation Laboratory Labs (ActLabs) of Ancaster, Ontario, Canada are illustrated in figure 6.4. After reviewing of all of the SGH Pathfinder Class maps, the SGH results from these soil samples suggest a rating of 4.5" for the anomalous zone within the black dotted outline applied to the map of the Dry Creek North survey in figure 6.4 as to the presence of Gold mineralization. This rating is based on a scale of 6.0, in 0.5 increments, with a value of 6.0 being the best. The degree of confidence in the rating only starts to be "good" at a level of 4.0.

A value of 1.5 was subtracted from a possible value of 6.0 as there is a lack of samples to the north and northeast of the Dry Creek North survey to provide additional confidence of the interpretation of the anomalies in the north and northeast of this survey.
Based on these results along with MMI survey, five deep drill holes were recommended. These holes are shown on Figure 7.4.

The results indicate a strong SGH anomaly (Figure 6.3) that corresponds with the MMI anomaly and enhances the quality of the MMI anomaly.

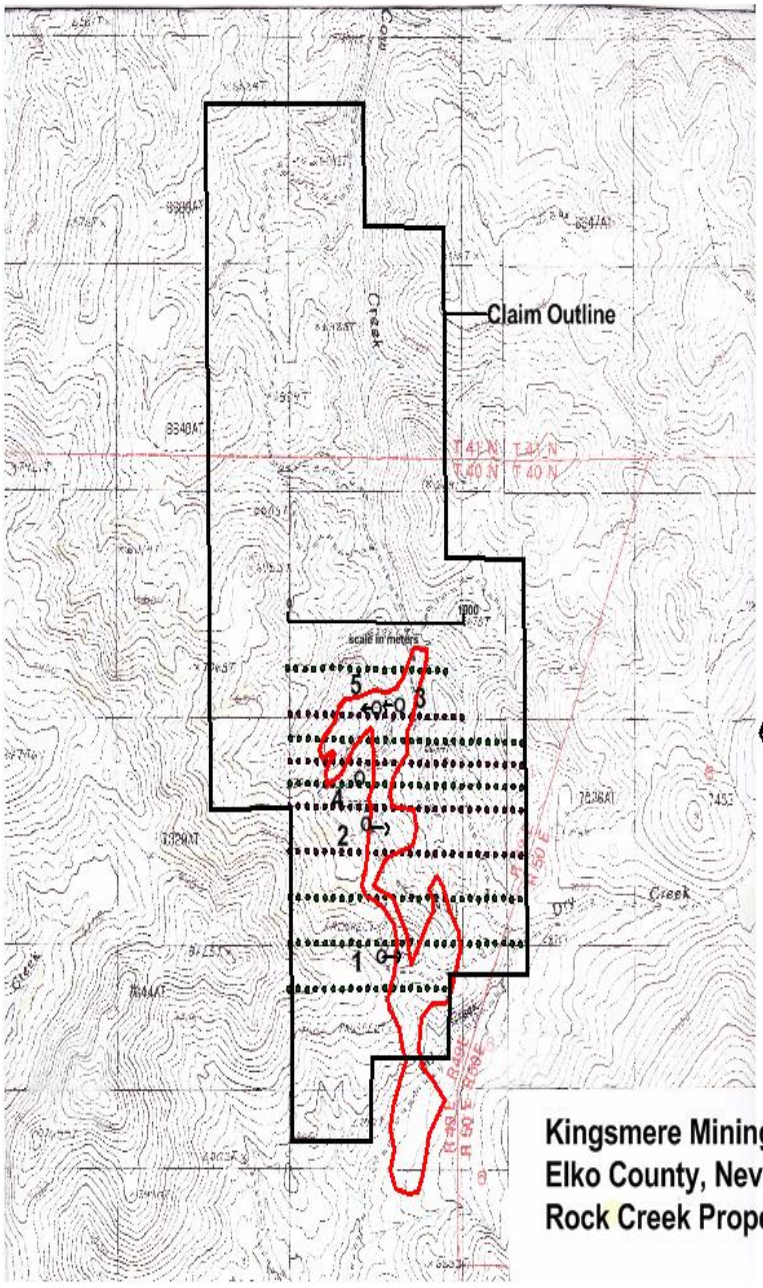


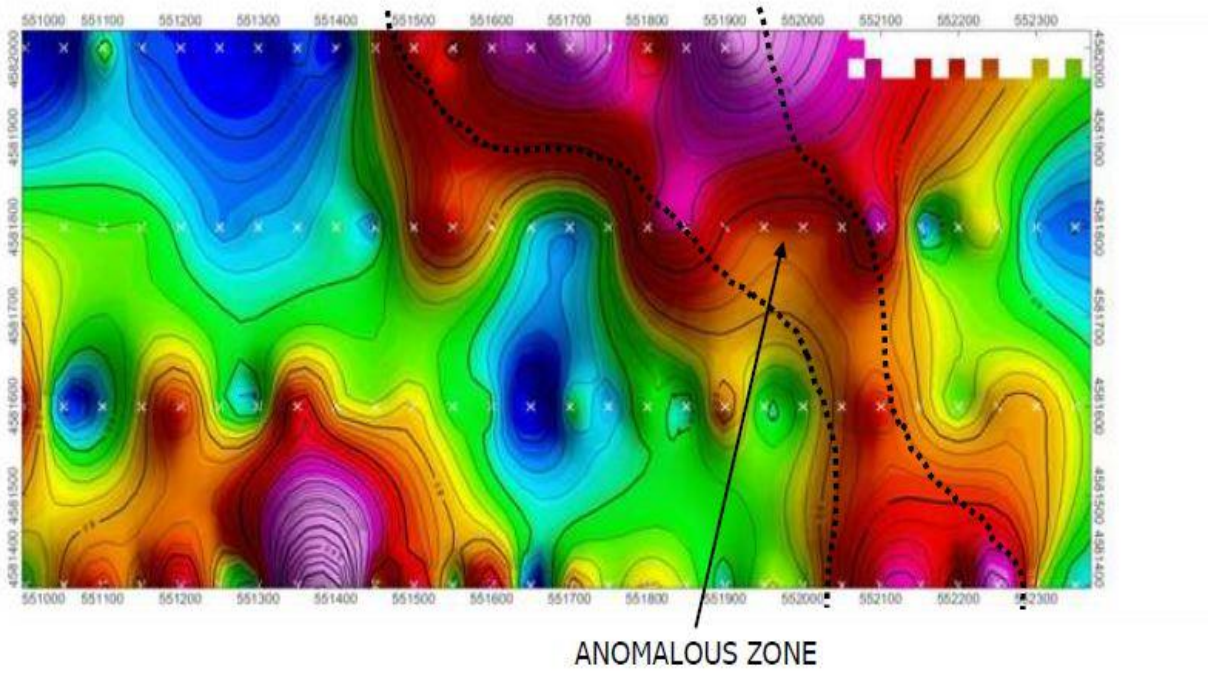
Figure 6.2
MMI and SGH Sample Lines
with MMI Au & As Anomaly &
Proposed Drill holes

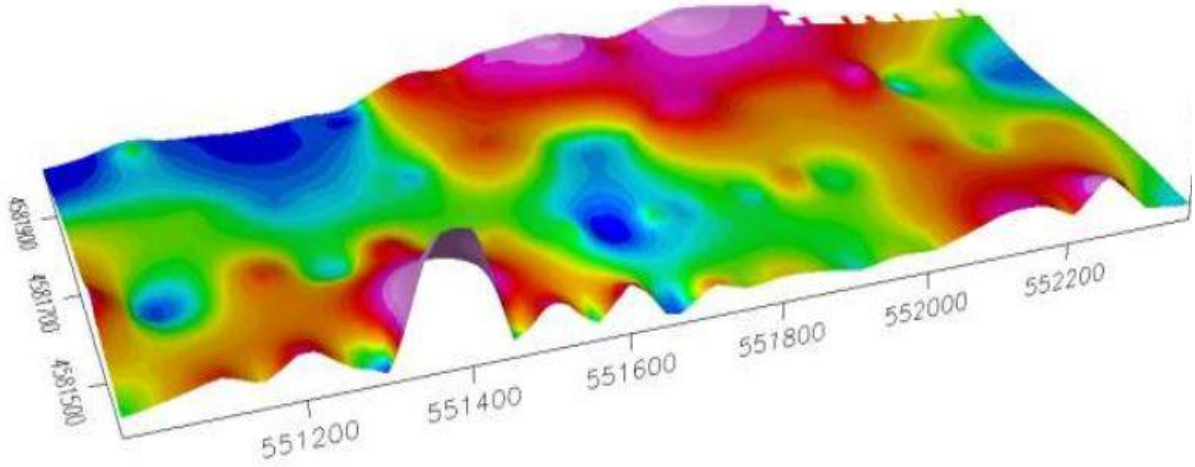
modified from MJA/HRL, 07/06/2017

Figure 6.3

INTERPRETION OF SGH RESULTS – A10-7036
IRONWOOD GOLD CORP. – DRY CREEK PROJECT

SGH "GOLD" PATHFINDER CLASS MAP – DRY CREEK NORTH





7.0 GEOLOGICAL SETTING AND MINERALIZATION

7.1 Regional Geology

Figures 7.1 and 7.1a locate and describe the major rock units of north-central-north-eastern Nevada, according to Steward and Carlson (1977) whose labels are indicated parenthesis in the following text.

As described by Teal and Jackson (1997), Roberts (1986), Oesterling (1966), and others, regional stratigraphic and isotopic data indicate that during the Cambrian through Early Mississippian, most of eastern Nevada was situated along a stable paleo-continental margin. During this period, a westward-thickening and deepening wedge of sediments was deposited across the paleo-continental shelf and oceanic basin.

The sedimentary facies of this Cordilleran geosyncline graded from eastern shallow water (miogeoclinal) carbonates, to deep water (eugeoclinal) fine-grained siliciclastics.
During the Late Devonian through Middle Mississippian, tectonic activity associated with the Antler orogeny resulted in large-scale uplift, folding, and thrusting of the eugeoclinal siliceous rocks eastward over the miogeoclinal carbonate rocks, along the Roberts Mountain thrust fault system. The leading edge of the overriding thrust plate formed the emergent Antler highland, from which coarse siliceous clastic sediment eroding from the upper-plate was shed eastward into the adjacent foreland basin.

Local terminology refers to three major Paleozoic tectonostratigraphic rock sequences: the eastern or carbonate autochthonous assemblage (PzZc), i.e., the lower plate rocks characterized by limestone and dolomite, with minor shale and quartzite; the western or siliceous allochthonous assemblage (lPzs), i.e., the upper plate rocks characterized by chert and dark shale, with grey quartzite, greywacke, and minor mafic volcanics and limestone; and the overlap assemblage (uPzc), i.e., the foreland basin rocks characterized by coarser clastic flysch.

The Roberts Mountain thrust fault, the major regional structure between the upper plate lPzs and the lower plate PzZc rocks, is believed to have localized or controlled gold deposition at many mines in north-eastern Nevada exploiting Carlin-type deposits. Late Paleozoic through Late Mesozoic compressional tectonism (the Sonoma and Sevier orogenies) resulted in local folding and subsequent erosion that exposed lower plate rocks in so-called "windows" through the Roberts Mountains thrust fault. Such windows revealing PzZc rocks outcrop in the southern Tuscarora Mountains, hosting the core Carlin Trend gold deposits. To the northeast, windows of PzZc rocks host the Jerritt Canyon deposits in the Independence Mountains and host the Doby George deposit in the Bull Run Mountains. Upper plate lPzs rocks outcrop in the northern Tuscarora Mountains in the Rock Creek Project area, indicating the possible presence of mineralized PzZc rocks below. Foreland basin uPzc rocks comprise the Adobe Range east of the Independence Mountains.

During the Late Permian through Early Triassic Sonoma orogeny, more western facies rocks (uPzs) of the Cordilleran geosyncline were thrust eastward as the upper plate of the Golconda

thrust fault; these rocks outcrop in the northern Independence Mountains. Only small amounts of Mesozoic sedimentary or volcanic (Mzr) rocks occur in eastern Nevada.

Tertiary rocks in northern Nevada include volcanic rocks ranging from silicic tuffs to basalt flows. Silicic tuffs predominate in the older, mid-Eocene to mid-Miocene, Tertiary volcanics (Tvl). The Rock Creek property is in the northern Tuscarora Mountains, in the periphery of the Eocene Tuscarora volcanic field, which is included in Tvl. Related plutons (TMzi) and dike swarms intrude this volcanic pile. Younger, late-Miocene volcanics (Tvu) comprised mainly of basalt flows occur to the north in the Owyhee Desert, and late-Miocene tuffaceous sediments (Ts) occur to the south, e.g., between the Independence Mountains and the Adobe Range. Quaternary alluvium (Qa) fills the Independence valley east of the Tuscarora volcanic field.

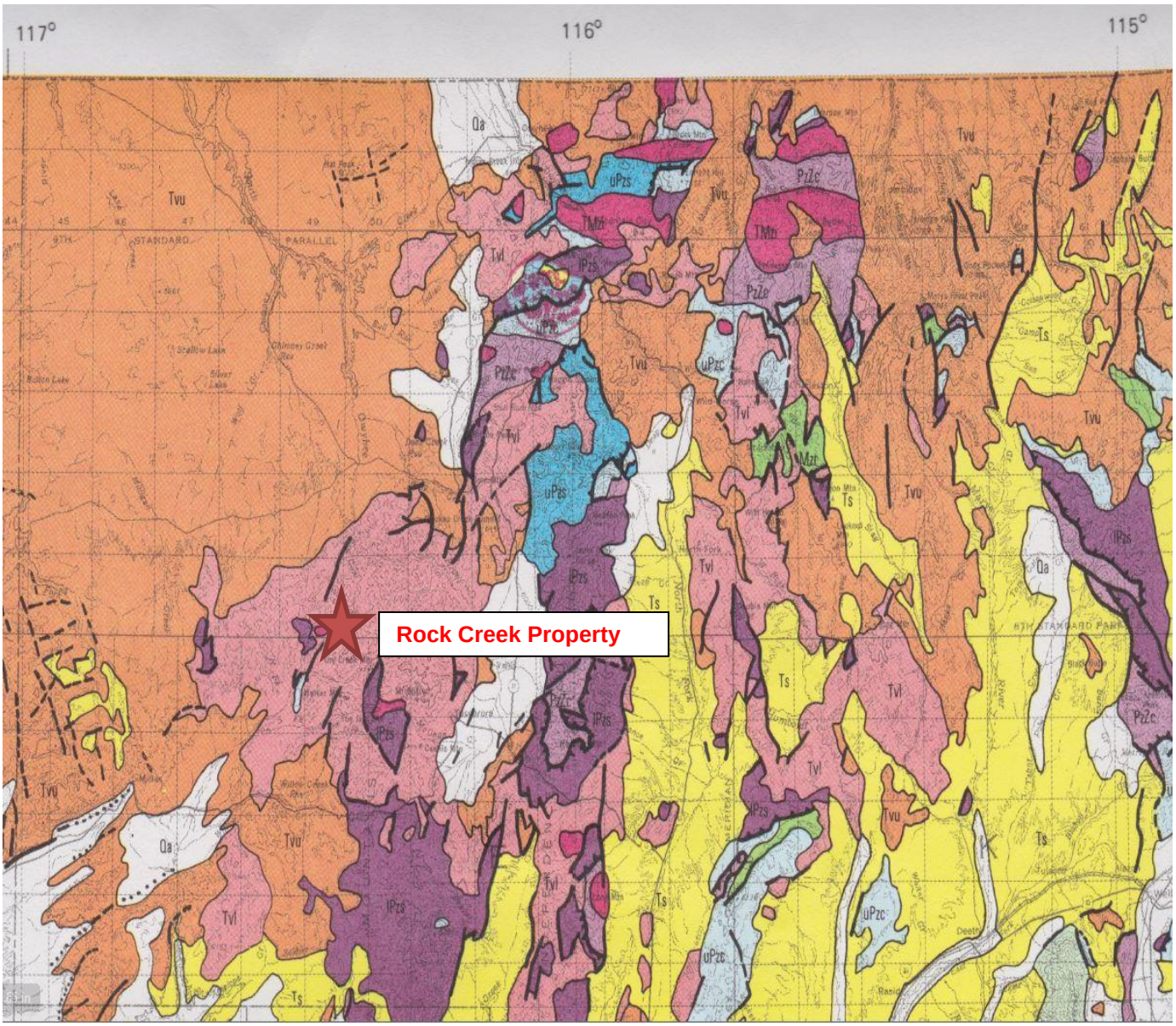
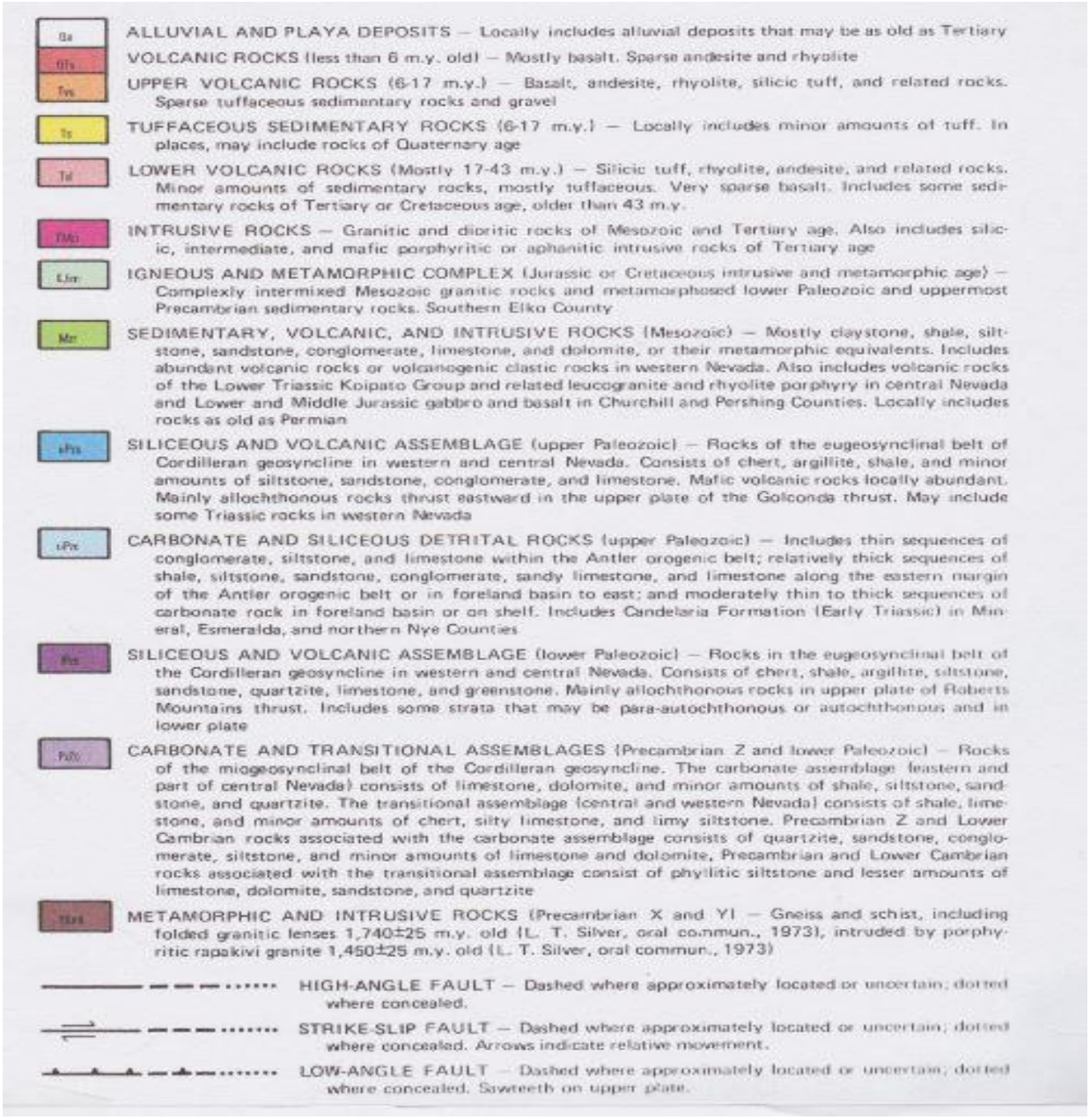


Figure 7.1 Regional Geology



KINGSMERE MINING LTD

Rock Creek Project
Elko County, Nevada

Regional Geology Legend

Modified from NBMG Map 57, J.H. Stewart and J.E. Carlson, 1977

Figure 7.1a

7.2 Local and Property Geology

The Rock Creek Property is located in the periphery of the Tuscarora volcanic field, a complex of Eocene calderas and strato-volcanoes that covers approximately 300 sq. miles (800 km2). It lies just north of major gold deposits of the Carlin Trend and west of the Jerritt Canyon deposits in the Independence Mountains. Andesitic to rhyolitic tuffs and flows erupted from several coalesced calderas; related plutons and (feeder?) dike swarms intruded the volcanic pile. Up to six Eocene calderas have been distinguished, including: the Red Cow (a.k.a. Big Cottonwood Canyon) caldera, the Good Hope caldera, and the Cornucopia caldera.

Six volcanic units are distinguished within this area, (see Figure 7.2) Based on Coates (1987), these are described and more-or-less correlated as follows, with rock unit designations from the Figures indicated in bold, and Coates' dates and labels listed below:

Age	Rock Type and Description	Unit Designations
mid-to-late Miocene	Rhyolite - dacite porphyry flows and domes	Tr3
Oligocene to early Miocene	Rhyolite - dacite porphyry ignimbrites (welded tuffs)	Tt2
Oligocene to early Miocene	Andesite - latite porphyry flows and pyroclastics	Ta2
Eocene	Andesite to latite flows and pyroclastics (tuffs)	Ta1
Eocene	Rhyolite to dacite ignimbrites (tuffs, welded tuffs)	Tt1
Eocene	Granodiorite	Tgd

The caldera floors, basement to the volcanic section, are Paleozoic siliceous sedimentary rocks. Such rocks are exposed:

- on the southern margin of the Tuscarora volcanic field;

- in several large and numerous small structurally controlled horst windows, e.g., within the Rock Creek property;

- and reportedly at the bottom of at least five drill holes in the vicinity.

These Paleozoic siliciclastics are mainly chert, mudstone and quartzite (Teck, 2000, in Figure 7.2), with quartz sandstone (Knox, 1970).

According to Steward and Carlson (1977, in Figure 7.1), Coates (1987), Henry and Boden (1998), and Knox (1970), these Paleozoic siliciclastics are interpreted to be upper plate rocks of the western assemblage, in the lowermost formation of the upper plate, i.e., the Ordovician Vinini Formation (or contemporaneous Valmy Formation) generally consisting of interbedded chert, sandstone and siliceous mudstone. But other workers interpret these Paleozoic siliciclastics to be correlative with the Late Devonian Rodeo Creek unit, the uppermost unit of the lower plate eastern assemblage that hosts gold mineralization at the Carlin Trend mines.

In the idealized stratigraphic column for these mines (Teal and Jackson, 1997), the Late Devonian Rodeo Creek unit (150 ft. - 750 ft. thick) is tectonically overlain along the Roberts Mountains thrust by the Ordovician Vinini Formation (+4,500 ft. thick). And directly underneath the Rodeo Creek unit are the laminated calcareous siltstones to silty limestones that host most of the gold mineralization at the Carlin Trend mines.

Thus the issue of whether the Paleozoic siliciclastic basement rocks, that outcrop or have been intercepted in drill holes within or adjacent to Kingsmere's Rock Creek property, are either upper plate Vinini-Valmy rocks or lower plate Rodeo Creek rocks, has an important bearing on the issue of whether the underlying calcareous rocks most favorable for Carlin-type gold mineralization are either too deep (+5,000 ft.) below surface or at a reasonable depth (<2,500 ft.) below surface. The Rodeo Creek unit generally consists of siltstone and siliceous mudstone. As described by Armstrong *et al.* (1997), "*Widespread chert in the Rodeo Creek unit is grey to black, rich in carbon, and rich in framboidal pyrite....The Rodeo Creek unit exposed in the Betze-Post pit two miles south of the Meikle shaft is composed of three lithologic packages: (1) a lower 200 ft. of thin-bedded chert and argillite with minor siltstone, sandstone, and quartzite; (2) a middle 250 ft. of interbedded chert, siltstone, and sandstone; and (3) an upper 150 ft. of limy siltstone, micritic limestone, and minor chert.*"

At the Rock Creek property, near the center of the old Bluto claims, one of the holes drilled by Shell in 1983 bottomed in Paleozoic basement rocks, i.e., CC-2, a 400 ft. deep vertical rotary hole.

As described by Cruson and Limbach (1985):

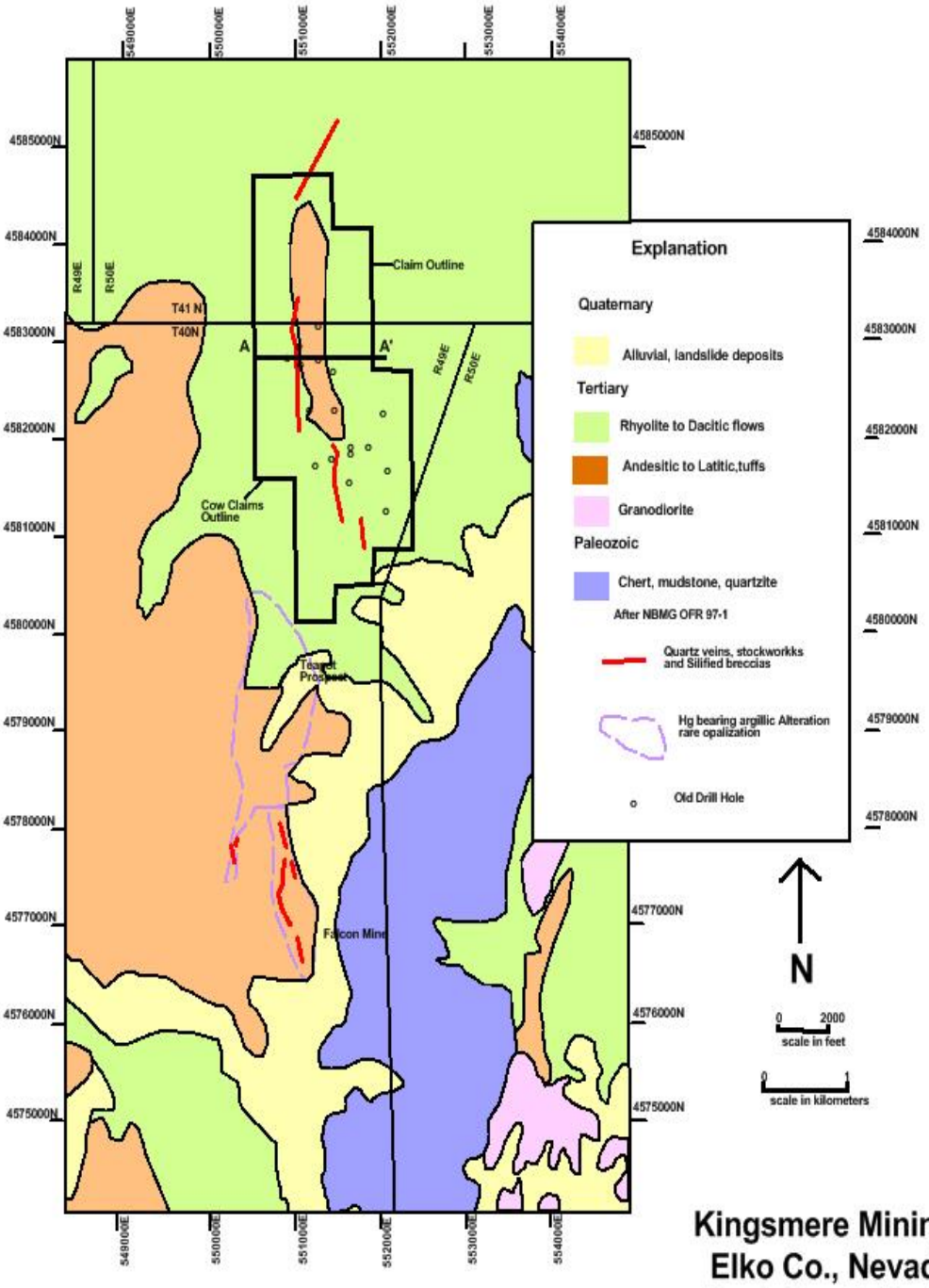
"*One hole (CC-2) penetrated a portion of the Paleozoic section. The top 265 ft. of this hole penetrated altered tuff with numerous gold shows. At 240 ft. the hole encountered 25 ft. of weak gold mineralization and then bottomed in 135 ft. of pyritized, carbonaceous siltstone. The bottom 180 ft. of this hole contained 0.1 opt Ag and was increasing notably in the bottom 50 feet.*"

Of all the Paleozoic rocks encountered at Rock Creek, this hole CC-2 intercept, as described above, most closely fits the published descriptions of the Rodeo Creek unit.
On surface, within the Red Cow area of the claim block, Cruson and Limbach (1985) identified 26 small (300 ft. x 200 ft. maximum) Paleozoic blocks scattered within the lowermost Tertiary volcanic unit; these "*...altered siltstone blocks that have been mapped as landslide debris may be basement.*"

In addition, a large horst of Paleozoic rock, that is partially bounded by Tertiary normal faults according to Henry and Boden (1999), outcrops at the southeast margin of the claims, (see Figures 7.1 and 7.2.) Henry and Boden mapped this ground and distinguished two rock types they describe as follows:

**"*Undivided siltstone, argillite, and chert: Heterogeneous, generally recessive mix of siltstone, argillite, chert, and minor sandstone. Siltstone is finely laminated tan to black (carbonaceous?), rarely micaceous, and locally in graded beds with fine sandstone. Argillite is black to dark brown, faintly thick to laminar bedded, and highly indurated. Chert is thick-bedded (10 to 30*

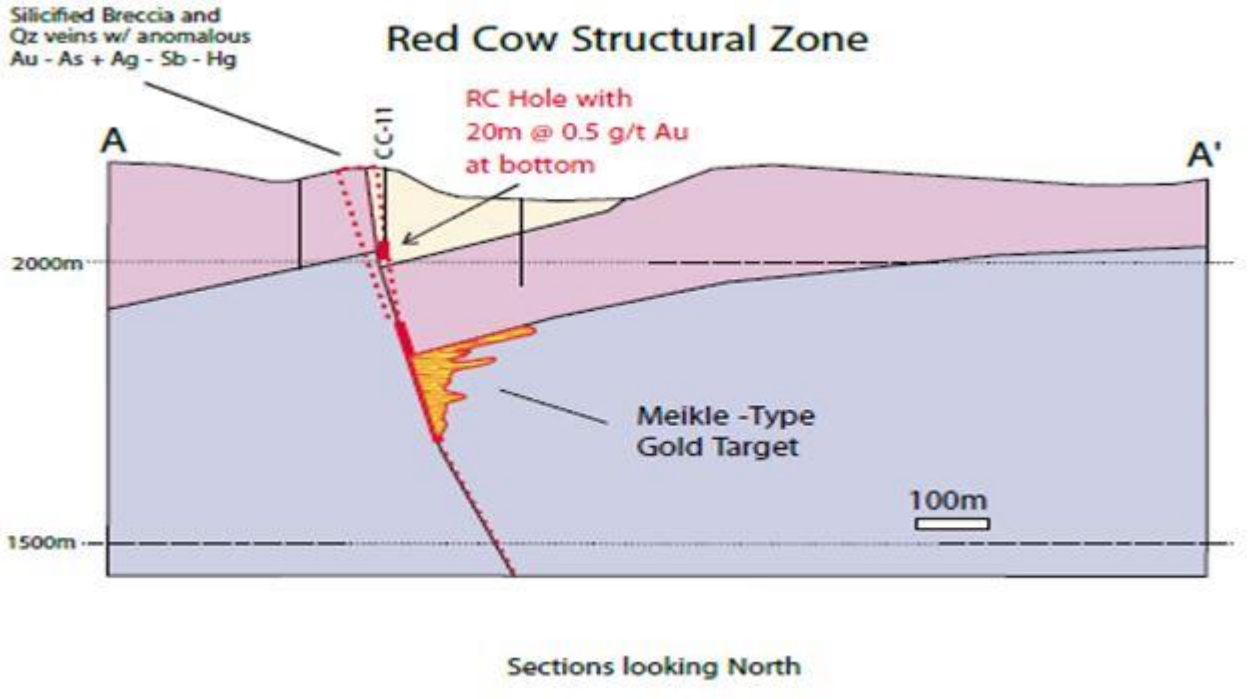
***cm), commonly nodular, black to reddish brown, variably re-crystallized, and in sets up to about 5 m thick. Some chert forms boudins within highly deformed siltstone-argillite. Quartzite: Massive, resistant, light-tan to medium grey orthoquartzite makes numerous pods and lenses within undivided siltstone, argillite, and chert. Quartzite appears to be composed almost exclusively of well-sorted and well rounded, 0.25 to 0.5 mm, commonly strained quartz grains that are strongly silica cemented. Quartzite bodies are mostly a few meters to about 300 m long and 1 to 50 m thick; they generally parallel regional and local strike of the host siltstone or argillite. Many bodies are boudins within variably sheared siltstone-argillite matrix and have faulted, commonly slickensided surfaces. The discontinuous nature of the beds may reflect both depositional pinch out and tectonic disruption.*"



Kingsmere Mining Ltd
Elko Co., Nevada
Rock Creek Project

Figure 7.2 Generalized Geologic Map the Rock Creek Property

Modified after Crosby 43-101 tech report 2010



KINGSMERE MINING LTD
Rock Creek Project *Elko County, Nevada*
Cross Section A-A' and Exploration Targets *Modified from Teck Resources, 2000*
Figure 7.3

7.3 Mineralization

The mineralization of interest on the Rock Creek Property is within the structures that control the alteration halos in Eocene volcanic rocks and the alteration observed in outcropping Paleozoic rocks (caldera slide blocks, or horsts). Generally, this mineralization is typical in high level, volcanic hosted, epithermal systems. Mineralization and alteration at the Cow claims, Red Cow prospect are considerably different than the mineralization at the nearby Falcon and Tea Cup prospects (Figures 7.2 and 7.3).

In the Red Cow area, a series of steeply east to west dipping fault zones strike north-south to northeast for an aggregate strike length of at least 3 miles (Fig 7.2). These faults, mostly within

lithic rhyolite tuffs, contain locally extensive silicified breccias, fine-grained quartz-barite stockworks, and irregular zones of banded quartz to chalcedony veins. These silicified zones vary along strike in width from 3 to greater than 15 feet. Samples indicate that the silicified zones carry minor anomalous gold (50 – 250 ppb) with local samples up to 2.1 ppm Au (see Figure 7.4). Silver is only weakly anomalous, although As, Hg and Sb are strongly anomalous. Previous shallow drilling has intersected up to 20m averaging 0.5 ppm Au. Most of the anomalous gold is near the bottom of these 500 ft. (150m) holes.

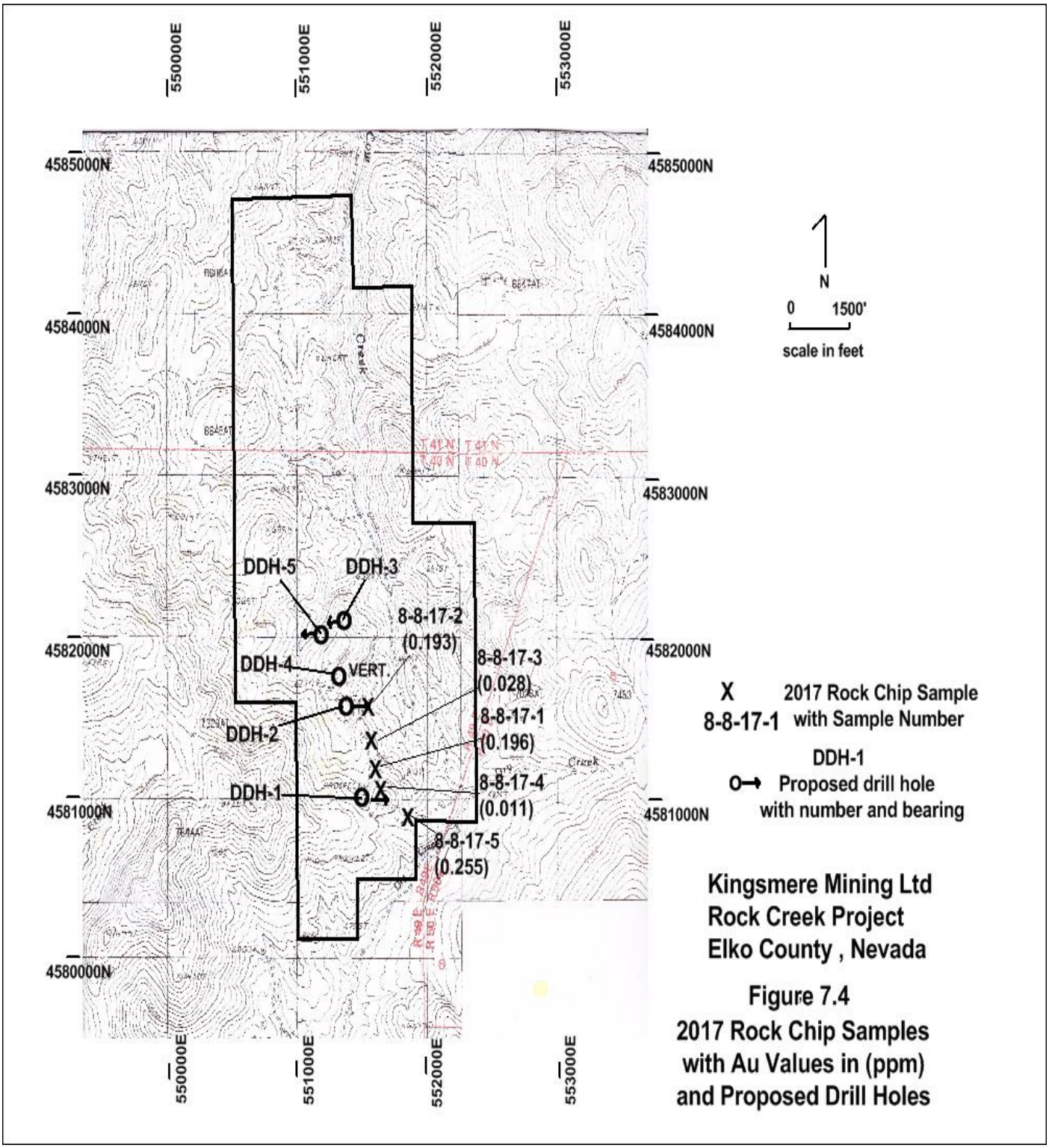
Alteration grade (or facies) increases from quartz and clay in the north to widespread sericitic alteration in the southern portion of the property. Quartz stockworks are abundant throughout the property. Most of the stockworks and breccia zones are related to north-trending structures, but two equidimensional stockworks may be pipe-like bodies. Large silicified breccias are characterized by barite, stibnite, pyrite/marcasite, and ruby silver. Limited soil and rock sampling has revealed large areas highly anomalous in As, Sb, Hg, Ag, and Au. Wide spread drilling has detected thick intercepts of enriched gold and silver values.

Surface samples of vein silicification typically carry 100 to 1000 ppb Au and 1 to 200 ppm Ag. Surrounding the veins is a halo of bleaching and clay alteration (illite-smectite-chlorite?). This clay alteration halo extends at least 1.5 miles northward beyond the last surface silicification and is accompanied by Fe-oxides along fractures, rare opaline silicification, and strongly elevated Hg mineralization.

The south-western portion of the Red Cow area is underlain by carbonaceous siltstones. These are favorable lithologies, and are adjacent to a very large hydrothermal system that has mineralized several square miles with As, Sb, and Hg. Low grade gold and silver is also present locally. The contact between the Paleozoic sediments and the intensely altered ash flows may be a caldera ring fracture.

7.4 Sampling

During the visit to the property five samples were taken in the area around and near the proposed drill sites and MMI and SGH anomalies. The samples shown in figure 7.4 were submitted to ALS Chemex in Elko Nevada on August 14, 2017 for analysis of prep 31 and Au – ICP 21. The new 2017 rock chip samples were taken to fill in the geochemical detail over the MMI anomaly and proposed drill site area (Figure 7.4). Sample descriptions and UTM (Nad 27, zone 11) coordinates are included in Appendix B. Then samples were analyzed using Au-ICP 21 element analysis. Gold analysis results are comparable to the pre 2017 samples (figure 7.4 and Appendix B).


550000E
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N
0 1500'
scale in feet
DDH-5
DDH-3
8-8-17-2
(0.193)
DDH-4
VERT.
8-8-17-3
(0.028)
DDH-2
8-8-17-1
(0.196)
DDH-1
8-8-17-4
(0.011)
8-8-17-5
(0.255)
X 2017 Rock Chip Sample
8-8-17-1 with Sample Number
DDH-1
Proposed drill hole
with number and bearing
Kingsmere Mining Ltd
Rock Creek Project
Elko County , Nevada
Figure 7.4
2017 Rock Chip Samples
with Au Values in (ppm)
and Proposed Drill Holes

8.0 DEPOSIT TYPES & TARGET CONCEPT

The gold deposit being sought at the Rock Creek Project is a Carlin-type gold deposit, and especially Meikle-type deposit (Figure 7.3) hosted in Paleozoic sediments under the Eocene volcanic cover. Such blind targets, whose surface expressions are believed to be large alteration halos and zones of high level epithermal precious metal mineralization observed in the Eocene volcanics, are the locus of exploration on the property.

Carlin type gold deposits are among the most important being mined at present anywhere in the world. Total production from the Carlin Trend, since the original mine began operation in 1964, has now exceeded 50 million troy ounces and there appears to be no end in sight. Many of the gold deposits found in the Carlin Trend fall in the range of 1 to 5 million ounces of gold and several exceed 10 million ounces of gold. Newmont has reserves in the Carlin Trend of 25.4 (2016) million ounces. Barrick Gold Corp, as of 2016, had gold reserves of over 8.1 million ounces at their Goldstrike Mine alone.

Clearly, these deposits are worthwhile and attractive targets. Carlin-type gold deposits are formed in the frontal zone of the Roberts Mountains thrust plate, mostly in autochthonous carbonate rocks of the lower plate, but also in allochthonous rocks of the upper plate, and in igneous rocks (mainly Eocene age feeder dikes) that cut both plates. Most of the deposits are on the flanks of domal uplifts which are exposed as erosional windows in the thrust. These domes are structurally controlled along regional scale fracture zones, and are developed over intrusive bodies that fed overlying volcanic fields (like the Tuscarora Volcanic Field).

It has been speculated that at the time of ore formation, the thrust plate covered the erosional windows and being relatively impermeable, impeded the flow of ore-forming solutions upward and confined them mostly to the lower plate rocks. This combination of permeable and soluble lower plate rocks with impermeable and insoluble upper plate rocks, created stratigraphic and/or structural traps, very much like the traps observed in oil and gas reservoirs. In fact, nearly all Carlin-type deposits contain appreciable amounts of pyrobitumen, the residue of failed oil reservoirs. It is now understood that deep structures acted as channel ways for solutions that have both prepared the ground (by hydrothermal de-calcification or de-carbonization of limestones to make them more porous and permeable) and have carried the gold and associated elements from source region (probably the upper mantle) to depositional site. And many of the more recently discovered deposits are deep, higher grade, and are structurally controlled (i.e., Meikle). It has become evident that these structures often carry significant quantities of the so called "Carlin indicator suite" of elements (As, Sb, Hg and perhaps Th) for considerable distances above and lateral to the gold deposits. And it has also been recognized that many, if not most Carlin type deposits are hosted in what were once petroleum reservoirs (Hulen, 1990). These reservoirs developed in stratigraphic and structural traps along basin de-watering fluid path ways, such as basin margin faults, which have later been exploited as pathways for gold bearing hydrothermal fluids. So, in addition to the traditional suite of indicator elements, oil field brine associated elements (i.e., B, Br, F, I, Pb, Zn, V) are further indicators of permissive areas for blind Carlin-type deposits.

The question then becomes where exactly to look for such blind targets; and the answer is to look in the place(s) where there is the greatest opportunity to discover these targets. Figure 8.1 is a contour map of district gold endowment and regional structures of northern Nevada.

It is fairly obvious, even to the casual observer that the most prospective area for finding such blind targets would be to the north of the Carlin District. The alteration zones at Rock Creek (RC) lie within the 5 to10 million oz. contour, and lies along and at, or near, the intersection of major regional structures, all of which are known to have channeled gold bearing fluids elsewhere in the region. These alteration zones are in Eocene age volcanics, which were in place at the time Carlin-type hydrothermal fluids discharged to the surface. The Rock Creek property is situated at the edge of the Tuscarora volcanic field, where the volcanic pile is the thinnest, and thus in the areas where the underlying Paleozoic basement is within reasonable distance from the surface (<2,500 feet).

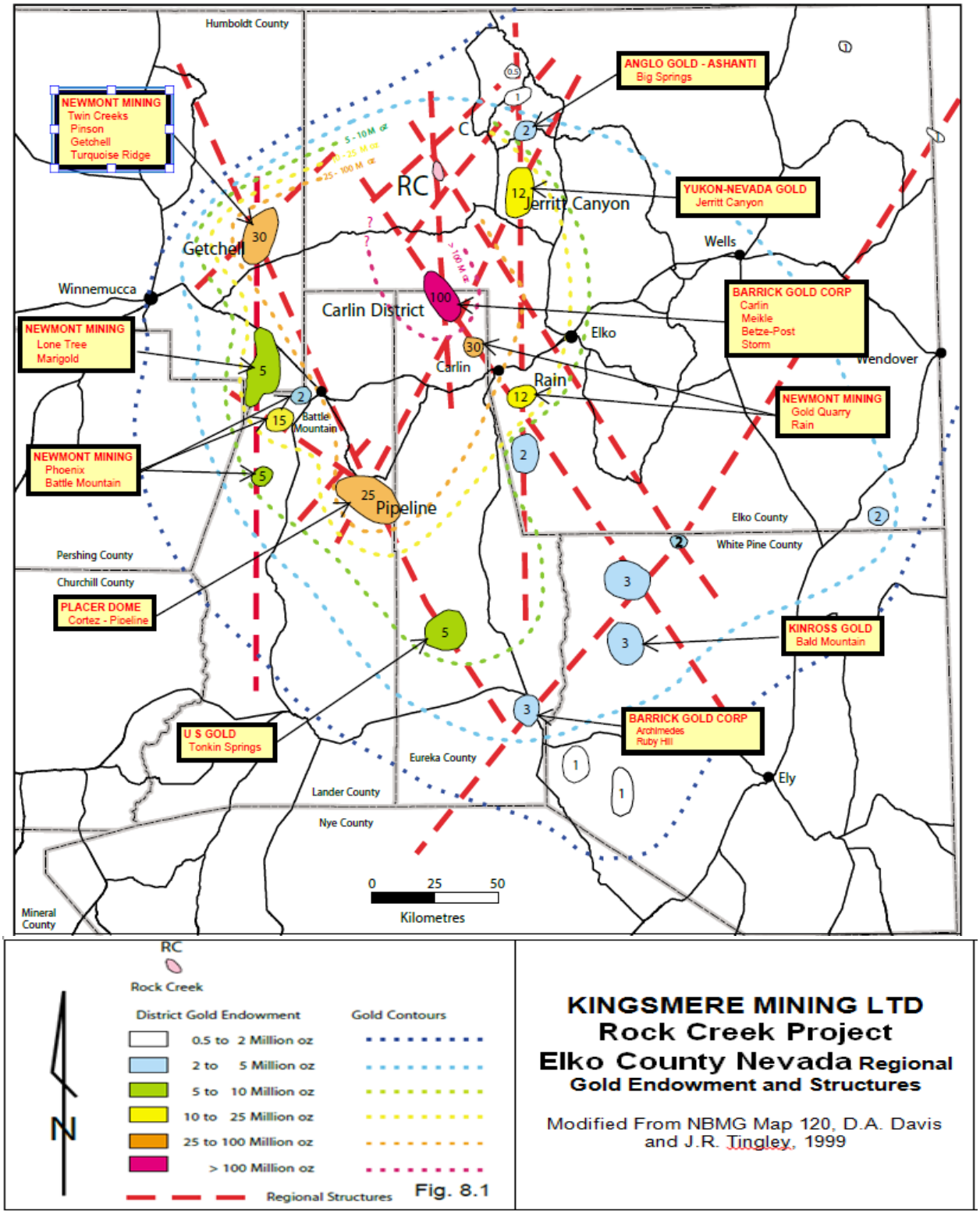

Fig. 8.1

KINGSMERE MINING LTD
Rock Creek Project
Elko County Nevada Regional
Gold Endowment and Structures

Modified From NBMG Map 120, D.A. Davis and J.R. Tingley, 1999

9.0 EXPLORATION

Apart from reviewing available data and the relevant scientific literature, to date Kingsmere has not carried out any exploration work on this property nor on any adjacent or other properties within the district. The results of previous exploration work on this property are summarized, in chronological order, in Section 6.0 (History) of this report. Descriptions of exploration work and results are generally quoted verbatim from their respective authors, and are reproduced in order to illustrate the nature of exploration work conducted on this property, and to illustrate the diligence with which that work was performed.

10.0 DRILLING

Kingsmere has not carried out any drilling on the property. All previous drilling (to the extent known) is described in Section 6.0 (History) above. There have been several drilling programs on the Rock Creek undertaken by previous owners or operators. Records regarding drilling procedures and results on the Rock Creek property are incomplete or not available to the author, but it seems likely that reasonable, professional procedures were employed, utilizing the then accepted, prudent methods and procedures.

11.0 SAMPLE PREPARATION, ANALYSES AND SECURITY

The five samples, described in Appendix B, were hand delivered to ALS Chemex Labs in Elko County, Nevada. ALS Chemex Labs is a well-known registered analytical lab in Nevada. The have a high degree of in-house quality checks on their samples security and quality control.

The sample were prepared using a prep 31 which consists of crushing to 70% less than 2mm, riffle split off 250g, pulverize split to better than 85% passing 75 microns. Then samples were analyzed using Au-ICP 21 element analysis. Gold analysis results are comparable to the pre 2017 samples (figure 7.4 and Appendix B).

12.0 DATA VERIFICATION

The author, during his August 3,8 and 9, 2017 property examination was able to confirm the style and intensity of alteration and mineralization as presented in the 43-101 technical reports by Jennings and Madeisky, 2004 and Crosby 2010.

The author was able to review all available technical data, the scientific literature and the geological setting of the property and has good reason to believe there is no reason to disbelieve the reports.

No independent verification of previously obtained analytical, or other technical data was possible. However, the author is reasonably confident that the data from the Rock Creek property was properly collected, documented, and prepared,

13.0 MINERAL PROCESSING AND METALLURGICAL TESTING

To the best of the author's knowledge, no metallurgical test work has been conducted on the Rock Creek property by predecessor companies and no documents relating to such test work having been conducted in the past has so far come to light.

14.0 MINERAL RESOURCE ESTIMATES

There is at present no mineral resources defined on the Rock Creek property, and thus at the time of writing this report, no resource estimate was found that was in accordance with the criteria and categories set out in the National Instrument 43-101 Standards of Disclosure for Mineral Projects.

15.0 - 22.0 SECTIONS

These sections were omitted as they do not pertain to this report.

23.0 ADJACENT PROPERTIES

There are no published reports or data available on the adjacent Falcon Mine, Teapot mine or Divide Mine properties.

24.0 OTHER REVELVANT DATA AND INFORMATION

There are at present no plans for production from the subject property. All work contemplated at this time would be purely of an exploration nature. The initial stage of the proposed exploration work on the subject property is largely of a preliminary nature, involving assembling and verifying previously collected data, geological, structural and alteration mapping, geochemistry and geophysics. Where appropriate, reverse circulation and/or core drilling would follow such work. There is a pressing need for a compilation of all pre-existing information, including confirmation, to the extent possible, of all previously collected analytical data.

25.0 INTERPRETATIONS AND CONCLUSIONS

The Rock Creek Project is a volcanic and sediment-hosted, epithermal precious metal property, which is adjacent to mines with historical production, situated in the Tuscarora Mountains of northern Elko County, Nevada. Together the property comprises 72 unpatented lode mining claims, owned by Kingsmere Mining Ltd. The Claims were staked by Kingsmere Mining Ltd. on October 2, 2016.

The Tuscarora Mountains host the northern end of Carlin-trend mineralization, a cluster of major, large gold deposits (Figure 8.2, #4 – Carlin Operations, 25 mines). Newmont reported in December 2016 its total Nevada gold reserves at 25.4 *million ounces.* Barrick Gold Corporation describes the Goldstrike Property in northern Eureka County as its "flagship property,"' reporting gold reserves at year-end 2016 of 8.1 million ounces. The mine is the company's largest producer, and consists of a series of Eocene to Miocene volcanic centers, which have intruded, and locally covered sequences of upper and lower plate Paleozoic sedimentary rocks. Mineralized Eocene (feeder?) dikes have been found in many of the mines within the Carlin trend, and the temporal and spatial correlation with Carlin-type gold mineralization suggests a genetic link.

The Rock Creek property contains altered exposures of probable lower plate Paleozoic sedimentary rocks that appear to be correlative with the Devonian Rodeo Creek Formation. The bulk of the exposed Au-Ag-As-Sb-Hg mineralization has been found in coeval intermediate to felsic volcanics, which have been dated as Eocene (36 – 40 ma.) throughout most of the Tuscarora Mountains. Similar ages of mineralization have been determined for a number of

typical Carlin-type mines within the Carlin trend, Getchell district, Jerritt Canyon district, and Battle Mountain-Eureka trend of gold mineralization that host major gold deposits now being mined by Newmont, Barrick, and others.

The target concept for the Rock Creek Project is that high-level, epithermal gold-arsenic dominated, volcanic-hosted, Eocene-aged, precious metal mineralization represents the top of mineralizing hydrothermal plumes which had the potential to form high-grade Carlin-type (Meikle) deposits within favorable stratigraphic sections of lower plate sediments at depth. It is believed that detailed geologic, structural, stratigraphic, geochemical and geophysical studies can target the favorable areas which overlie permissive stratigraphy at a reasonable depth (<2500 ft.).

In 2010, Ironwood Gold Corp. completed a Multi Metal Ion (MMI) survey and a soil gas hydrocarbon (SGH) survey over the southern part of the Rock creek Property. Both MMI and SGH have been useful in identifying deep seated gold deposits. The survey produced a strong 4,000 foot long by 1,200 foot wide anomalous zone with a high degree of confidence. Various companies have conducted exploration on the properties in the past for volcanic-hosted, high-grade Au-Ag veins and bulk tonnage Au-Ag deposits. These previous efforts by Texas Gulf, Shell Oil, Phelps Dodge, Homestake Mining, Newman Mining, Western States Minerals, Pittston Nevada Gold, Teck, and others were focused on high-grade, epithermal, bonanza-type precious metal veins hosted within volcanics, or at the volcanic-sediment contacts.

From the limited data available from previous exploration in the project area, it is clear that areas of widespread alteration in the volcanics contained anomalous values in Au and Ag with locally high concentrations of As-Sb-Hg. Locally, sedimentary basement rocks were intercepted by shallow drilling in Rock Creek, which were altered and carried anomalous gold and pathfinder element concentrations. No resources have thus far been defined on the Rock Creek property, and all past mine development on nearby properties in this area is from the period of the late 1800's through the1950's.

The Rock Creek Project area is situated within a zone of "world class" gold endowment where the potential of finding a large, high-grade, gold mine are favorable. Past work has defined large (>1000 x 5000 ft.) areas of strongly argillized volcanic rocks which host numerous silicified breccia zones, and it is believed that the proposed exploration program offers an excellent opportunity to discover new Carlin-type mineralization beneath shallow volcanic cover on this property.

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26.0 RECOMMENDATIONS

It is recommended that Kingsmere pursue exploration on this property. The proposed work shall be carried out in two phases, with the second being contingent upon the successful completion of the first phase.

A two phased exploration program has been proposed for the Rock Creek Project. The first phase would be data compilation, data acquisition, base map configuration, detailed geologic mapping, additional soil and rock chip sampling, obtaining IP survey and supervision and reporting. Phase 1 will focus on defining the dominant mineralizing feeder structures with strong Au-As geochemical footprints, delineating the major sedimentary basement blocks and basement highs, and targeting Carlin-type mineralization at a reasonable depth for underground mining.

Phase 2 Favorable targets will be drill tested .For the Rock Creek Property the estimated expenditures for Phase 1 is US $ 250,000; and for Phase 2 US $ 1,450,000, for a total expenditure of US $ 1,700,000.The second phase would include 20,000 ft. of core drilling, sample analysis, follow-up mapping, definition geochemical surveys, target selection, permitting, additional geophysical surveying and consultant supervising and report writing. The initial five holes to test the MMI and SGH Anomaly are shown in Figure 7.4 The coordinates (NAD 27 zone 11) for these holes are listed below:

DDH-01	**551525E**	**4581000N**
DDH-02	**551450E**	**4581600N**
DDH-03	**551625E**	**4582000N**
DDH-04	**551400E**	**4581775N**
DDH-05	**551500E**	**4582000N**

Drill holes #5 and # 3 are considered high priority based on the MMI and SGH survey data. We anticipate drill depths of between 2,000 and 3,000 ft. All of the holes will be drilled at steep angles, with the exception of one vertical hole. These holes still must be vetted in the field and their final locations are subject to refinements based on geological factors.

The proposed work program will utilize contract drillers and geological consultants, independent to Kingsmere. If drilling by reverse circulation methods, the geological sample will be collected by means of a dual wall tube, cyclone and Jones splitter. Approximately 1/4 to 1/8 of the total drill cuttings weighing approximately 20 to 25 lbs. will be collected for analysis for each five foot interval. The drill stem will be raised off the bottom and blown clear to ensure no residual material remains in the hole prior to initiating the next five foot run.

Wet drilling must utilize particular care in keeping the sample free of contamination, and must use a rotary wet splitter. An assistant of the geological consultant will collect the geochemical sample. The sample will be placed into a uniquely numbered sample bag, a corresponding sample tag placed in the bag, and the bag sealed by wire tie or plastic zip tie. If it is diamond core drilling, the sample interval will be laid out by the consulting geologist, the core will then be sawn in half with a diamond blade and similarly bagged.

Samples Intervals will be assembled in a QA/QC package with suitable known standards, blanks

and replicates regularly inserted to check on lab accuracy. The lab will also be inserting its own standards as well. Bagged samples will then be placed into sacks, sealed with numbered seals and labeled for shipping to the laboratory. Periodic shipments will be made to the selected assay lab by bonded courier. From the point of collection to delivery to the courier, the samples will be under the sole control of the responsible geologist/Qualified Person. The selected assay laboratory will catalogue the sample and assure a complete chain of custody of each sample through the analytical process. The sample will be crushed to two millimeters, a 250 - gram split taken and then pulverized to 75 micron. The pulp will be analyzed, generally for gold by fire assay and for trace elements by induced coupled plasma. A laboratory has not yet been selected for the proposed work program at the Rock Creek property, but selection criteria will ensure that the lab operates according to ISO/IEC Guide 25 – "General requirements for the competence of calibration and testing laboratories". A proposed exploration budget has been prepared.

The budget breakdown and cost for the two phase exploration program are tabulated below:

Estimated Budget (in United States Dollars)

Phase 1	
Data search, acquisition, and compilation	**$ 50,000**
Digital terrain model, ortho-photos, base map preparation	**$ 25,000**
Digitizing data and transfer to base maps	**$ 15,000**
Lithologic and structural mapping, geochemical sampling	**$ 25,000**
Sample analyses and data interpretation	**$ 50,000**
IP surveys	**$ 50,000**
Independent consultants, Supervision, and Reports	**$ 15,000**
Contingencies	**$ 20,000**
Total Phase 1	**$ 250,000**
Phase 2	
Follow-up mapping	**$ 50,000**
Definition geochemical surveys	**$ 10,000**
Definition geophysical surveys	**$ 25,000**
Review and target selection	**$ 25,000**
Permitting, access roads, site preparation, reclamation	**$ 65,000**
Drilling (20,000 feet @ 50/foot)	**$ 1,000,000**
Sampling and assaying	**$ 90,000**
Independent consultants, Supervision, and Reports	**$ 60,000**
Contingencies	**$ 125,000**
Total Phase 2	**$ 1,450,000**
Total Phases 1 and 2	**$ 1,700,000**

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28. DATE AND SIGNATURE PAGE

CERTIFICATE OF QUALIFIED PERSON
Fred T. Saunders

I, Fred T. Saunders, 252 La Costa Avenue, Dayton, Nevada 89403, do hereby certify that:

1) I am a consulting geologist with an office at 252 La Costa Avenue, Dayton, Nevada 89403, USA.

2) I am a graduate of California state University @ Chico in 1973 with a B.S. degree in Geology.

3) I am a member in good standing of the American Institute of Professional Geologists #11807.

4) I have practiced my profession continuously since 1973. I have 44 years of experience in all phases of mineral exploration and economic geology.

5) I have read the definition of "qualified person" set out in National Instrument 43-101 and certify that by reason of education, experience, independence and affiliation with a professional association, I meet the requirements of an Independent Qualified Person as defined in National Instrument 43-101.

6) This report titled "Technical Report for the Rock Creek Project, Rock Creek Mining District, Nevada" dated August 30th 2017, is based on a study of the data and literature available on the Rock Creek Property. I have visited the property most recently August 3, 8 and 9, 2017.

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

8) I am independent of the issuer applying all of the tests in section 1.5 of National Instrument 43-101.

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

The effective date of the technical report "Technical Report for the Rock Creek Project, Tuscarora Mining District, Nevada" is August 30th, 2017

.Dated this 30th Day of August 2017.
Fred T. Saunders B.Sc. CPG # 11807
American Institute of Professional Geologist

Respectfully submitted

Appendix A
Cow Claims

Claim Name & #	County Recording Doc #	BLM NMC #
Cow #1	719327	1136699
Cow #2	719328	1136700
Cow #3	719329	1136701
Cow #4	719330	1136702
Cow #5	719331	1136703
Cow #6	719332	1136704
Cow #7	719333	1136705
Cow #8	719334	1136706
Cow #9	719335	1136707
Cow #10	719336	1136708
Cow #11	719337	1136709
Cow #12	719338	1136710
Cow #13	719339	1136711
Cow #14	*719340*	1136712
Cow #15	*719341*	1136713
Cow #16	719342	1136714
Cow #17	719343	1136715
Cow #18	719344	1136716
Cow #19	719345	1136717
Cow #20	719346	1136718
Cow #21	719347	1136719
Cow #22	719348	1136720
Cow #23	719349	1136721
Cow #24	719350	1136722
Cow #25	719351	1136723
Cow #26	719352	1136724
Cow #27	719353	1136725
Cow #28	719354	1136726
Cow #29	719355	1136727
Cow #30	719356	1136728
Cow #31	719357	1136729
Cow #32	719358	1136730
Cow #33	719359	1136731
Cow #34	719360	1136732
Cow #35	719361	1136733
Cow #36	719362	1136734
Cow #37	719363	1136735
Cow #38	719364	1136736
Cow #39	*719365*	1136737
Cow #40	*719366*	1136738
Cow #41	719367	1136739
Cow #42	719368	1136740

Claim Name & #	County Recording Doc #	BLM NMC #
Cow #43	719369	1136741
Cow #44	719370	1136742
Cow #45	719371	1136743
Cow #46	719372	1136744
Cow #47	719373	1136745
Cow #48	719374	1136746
Cow #49	719375	1136747
Cow #50	719376	1136748
Cow #51	719377	1136749
Cow #52	719378	1136750
Cow #53	719379	1136751
Cow #54	719380	1136752
Cow #55	719381	1136753
Cow #56	719382	1136754
Cow #57	719383	1136755
Cow #58	719384	1136756
Cow #59	719385	1136757
Cow #60	719386	1136758
Cow #61	719387	1136759
Cow #62	*719388*	1136760
Cow #63	*719389*	1136761
Cow #64	719390	1136762
Cow #65	719391	1136763
Cow #66	719392	1136764
Cow #67	719393	1136765
Cow #68	719394	1136766
Cow #69	719395	1136767
Cow #70	719396	1136768
Cow #71	719397	1136769
Cow #72	719398	1136770

APPENDIX B

Sample #	Easting	Northing	Description	Gold in PPM
8-8-17-1	551543	4581240	Quartz vein material from dump	0.196
8-8-17-2	551488	4581602	Silicified volcanic rib w quartz	0.028
8-8-17-3	551494	4581393	Fine grained gray sil'd siltstone	0.193
8-8-17-4	551666	4581019	Black sil'd fg siltstone/quartzite	0.011
8-8-17-5	551800	4580891	grab off dump sil'd volcanic w qtz vnlets	0.255

ALS Chemex Lab Certificate

ALS USA Inc.
4977 Energy Way
Reno NV 89502
Phone: +1 775 356 5395 Fax: +1 775 355 0179
www.alsglobal.com/geochemistry

TO: **ONSTRIKE EXPLORATION**
P.O. BOX 33955
RENO NV 89533-3955

Page: 1
Total # Pages: 2 (A)
Plus Appendix Pages
Finalized Date: 1-SEP-2017
Account: ABRMAR

CERTIFICATE EL17172241

Project: Cow

This report is for 5 Rock samples submitted to our lab in Elko, NV, USA on 14-AUG-2017.

The following have access to data associated with this certificate:

MARK ABRAMS

SAMPLE PREPARATION

ALS CODE	DESCRIPTION
WEI-21	Received Sample Weight
CRU-QC	Crushing QC Test
PUL-QC	Pulverizing QC Test
CRU-21	Crush entire sample >70% -6 mm
LOG-22	Sample login - Rcd w/o BarCode
CRU-31	Fine crushing - 70% <2mm
SPL-21	Split sample - riffle splitter
PUL-31	Pulverize split to 85% <75 um

ANALYTICAL PROCEDURES

ALS CODE	DESCRIPTION	INSTRUMENT
Au-ICP21	Au 30g FA ICP-AES Finish	ICP-AES

The results of this assay were based solely upon the content of the sample submitted. Any decision to invest should be made only after the potential investment value of the claim or deposit has been determined based on the results of assays of multiple samples of geological materials collected by the prospective investor or by a qualified person selected by him/her and based on an evaluation of all engineering data which is available concerning any proposed project. Statement required by Nevada State Law NRS 519

To: **ONSTRIKE EXPLORATION**
ATTN: MARK ABRAMS
P.O. BOX 33955
RENO NV 89533-3955

This is the Final Report and supersedes any preliminary report with this certificate number. Results apply to samples as submitted. All pages of this report have been checked and approved for release.

***** See Appendix Page for comments regarding this certificate *****

Signature: Hanachi Bouhenchir, Lab Manager