Stellar Property, Valdez Creek Mining District, South-Central Alaska

National Instrument 43-101 Technical Report

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1. SUMMARY

The Stellar Property is located in the Valdez Creek Mining District about 300 km (186 miles) north-northeast of Anchorage in the Central Alaska Range. The Stellar claim block is comprised of 394 unpatented 160 acre Alaska State mining claims totaling 63,040 acres (25,511 hectares). All claims are owned by Millrock Alaska LLC, a wholly owned subsidiary of Millrock Resources Inc., and were staked between 2010 and 2012. All claims are in good standing and transferable. The Stellar Property is accessible from the Denali Highway between May and October, when the highway is open and maintained by the State of Alaska.

The Stellar claim block is situated on the southern flank of the Central Alaska Range south of the Denali fault. The rocks south of the Denali fault are part of two major terranes. The Maclaren terrane is bounded by the Denali fault on the north and the Broxsen Gulch thrust fault on the south, and consists of metamorphosed granodioritic plutons and batholiths that were emplaced in Jurassic-Cretaceous metasediments (Glanville, 1996). South of the Broxson Gulch thrust fault the Wrangellia terrane contains Upper Paleozoic island arc volcanics and sediments overlain by Triassic rift related volcanics and sediments that are locally overlain by Jurassic and Tertiary sediments (Glanville, 1996).

The Stellar claim block hosts the Zackly Prospect, the historic Kathleen-Margaret Workings, the Moonwalk Prospect and the Mars Prospect.

Zackly

The Zackly Prospect is a well-documented copper-gold skarn that occurs within a larger area considered favorable for the occurrence of a mineralized porphyry system. The QP believes that the deposit profiles K01 and K04 for Cu Skarn and Au Skarn Deposits described by Ray (1995 and 1998) are applicable to the copper-gold skarn mineralization that occurs on the Zackly Prospect as they show many of the characteristics of these deposit models, but should not be entirely limited to them.

To date five drilling programs have been completed at Zackly. The bulk of the drilling was done by Resource Associates of Alaska (RAA) and UNC Teton Exploration Drilling, Inc. in 1981 (21 diamond core holes totaling 9,723 feet), 1982 (19 diamond core holes totaling 19,210 feet) and in 1987 (6 diamond core holes totaling 1,280 feet and 43 rotary holes totaling 9,708 feet). In 1990 Phelps Dodge drilled 3 diamond core holes totaling 1,268 feet. The last drilling program was conducted by Hemlo Gold (Noranda) in 1994 and resulted in 7 rotary holes totaling 1,510 feet.

Most of the drilling to date at Zackly has been completed on the Main Skarn Zone which has a total strike zone of at least 3,500 feet and extends to at least 800 feet deep (Glanville, 1996). Additional drilling was conducted on the Middle and East Skarns, but based on the drilling and trenching to date; it is not possible to establish NI43-101 compliant resource estimates for the Middle and East Skarn zones. The QP cannot comment on the relationship between the sample length and the true thickness of the mineralization, nor can he commend on the orientation of the mineralization as he was not present during the drilling campaigns. Two historic reserve estimation studies have been completed on the Zackly Main Skarn (Glanville, 1996). The initial and most thorough was in 1982, and utilized all the diamond drilling to that date. The 1982 reserve study utilized a modified polygon method and resulted in 1,244,130 tons of indicated reserves and 155,000 tons of inferred reserves with an average grade of 2.69% Cu, 0.176 oz/ton Au and 0.956 oz/ton Ag (Peterson et al., 1982).

The historical reserve estimates mentioned in this report are for historical purposes only and are not compliant with CIM definition standards for Mineral Resources and Mineral Reserves, as defined under National Instrument 43-101 – Standards of Disclosure for Mineral Projects (“NI43-101”). The historical reserve estimates were prepared prior to the implementation of NI43-101 and use terminology not compliant with current reporting standards. Millrock is not treating the historical estimates as current mineral resources or mineral reserves as defined in NI43-101. Based on poor recovery of the diamond core drilling and also the rotary drilling between 1981 and 1987 resulting in significant core loss within areas of mineralization, together with selective sampling and wide drill spacing between sections, the QP believes that none of the historic reserve estimates for the Main Skarn can be trusted and relied upon. Therefore, the QP recommends conducting the work necessary to verify the historical reserve estimates and to convert them into NI43-101 compliant resource categories or demonstrate economic viability. To establish a NI43-101 compliant resource estimate on the Zackly Main Skarn the area encompassing the historical reserve estimates will have to be re-drilled.

Exploration work at Zackly in 2012 by Millrock Resources revealed a large copper-gold soil anomaly north of the previous historical work. A rough soil grid was sampled with stations spaced around 725 feet at lines spaced 1,200 feet apart. The results indicate a large 6,600 feet (2,012m) long continuous copper-gold soil anomaly north of the skarn mineralization that averaged 914 ppm Cu and over 0.08 ppm Au. The anomaly is coincident with an aerial magnetic high and is open to the north, west and to the east, and is interpreted to be part of a larger porphyry copper system.

Kathleen-Margaret Workings

The historic Kathleen-Margaret Workings are located on the eastern edge of the Stellar Property. The QP believes that the deposit profile I06 for Cu+/-Ag (-Au) Quartz Vein Deposits described by Lefebure (1996) is applicable to the copper-silver (-gold) mineralization that occurs on Millrock’s Kathleen-Margaret prospect on the Stellar Property as it shows many of the characteristics of this deposit model, but should not be entirely limited to this deposit model. Between 1953 and 1959, 1140 feet of diamond drilling, 731 feet of percussion drilling and 800 feet of drifting were undertaken on the Kathleen – Margaret Prospect (Kurtak et al., 1992; Saunders, 1957; Fairbanks, 1958). Total production is reported to be 15 tons of ore that contained 4,900 pounds of copper, 23 ounces of silver and 1 ounce of gold (Kurtak et al., 1992). Copper occurs mainly in a swarm of veins that strike nearly north and dip steeply. Most of the veins in the swarm are less than 3 feet thick and can only be traced for 100 feet or less (Chapman and Saunders, 1954; Kaufman, 1964). The main vein of the mine, which has been developed in open cuts and underground workings, is locally more than 10 feet wide (Chapman and Saunders, 1954). Copper-bearing veins, including the main vein, are either cut off or are weaker south of an east-west cross-structure. Veins consist mainly of quartz, calcite, bornite, chalcopyrite, and, where oxidized, malachite; locally they contain chalcocite, and barren parts of the veins are pyritic (MacKevett, 1964; Kurtak et al., 1992). The small size of the ore shoot and possible loss of copper-bearing veins due to faulting discourage further work after 1961. The QP believes the amount of previous underground drifting and drilling indicate little chance for extension of the mineralized zones or potential nearby for undiscovered veins.

Moonwalk

The Moonwalk Prospect area is located in the northern part of the Stellar Property. The QP believes that the relatively new model L02 for Plutonic-related Au Quartz Veins and Veinlets described by Lefebure and Hart (2005) is applicable to the gold quartz-vein mineralization that occurs on Millrocks's Moonwalk Prospect on the Stellar Property as it shows many of the characteristics of this deposit model, but should not be entirely limited to this deposit model.

Millrock conducted exploration work at the Moonwalk Prospect in 2010 and 2012 consisting of geochemical sampling and geological mapping. Moonwalk ridge consists of a broad, granodiorite altered zone locally containing anomalous to ore grade gold values in rock and soil. 19 soil samples within the granitic intrusion average 1.15 g/t Au with a high of 3.54 g/t Au. The granodiorite covers an exposed area of around 700 m by 500 m. Two continuous random talus chip traverses were conducted over the western and eastern portion of the granodiorite. The western traverse averaged 1.10 g/t Au over 140 m and the eastern traverse resulted in 0.55 g/t Au over 85 m. A grab sample in a quartz-sulfide vein within the granodiorite assayed 30.45 g/t Au. The Moonwalk Prospect is also highly anomalous in arsenic, bismuth, antimony and zinc. The mineralization at Moonwalk is indicative of an intrusion-related gold system. Further rock and soil sampling along with geological mapping is warranted prior to consideration of a drilling program.

Mars

The Mars Prospect is located in the northeastern portion of the Clearwater Mountains, west of the Zackly Prospect. Exploration work conducted by Millrock in 2010 and 2012 indicates that the Mars Prospect has significant Cu-Au porphyry potential. The QP believes that the deposit profile L04 for Cu+/-Mo+/-Au Porphyry Deposits described by Panteleyev (1995) is applicable to the porphyry copper-gold mineralization that occurs on Millrock's Mars Prospect on the Stellar Property as it shows many of the characteristics of this deposit model, but should not be entirely limited to this deposit model.

Mars was first visited by Millrock in 2010 following up on the large, orange and red color anomaly. The color anomaly is attributed to gossanous rocks, weathered carbonate rocks, and hornfelsed sediments. Cu, Au, or both Cu and Au are anomalous in many of the surface samples collected. The main Cu-Au geochemical anomaly is coincident with a strong circular aerial magnetic anomaly that was identified in

1992 by Noranda, the center of which is composed of diorite with chalcopyrite veins. The 2012 exploration work revealed a 2 mile north-south long zone of anomalous copper-gold in soils with an isolated zone of anomalous molybdenum in soils. The anomaly is at least 1.2 km wide with traverses averaging 462 ppm Cu over 1.2 km, 763 ppm Cu over 950 m, 891 ppm Cu over 900 m with gold grades in rocks as high as 1.79 g/t Au. One rock sample within the area assayed 7.40% Cu. Some of the strongest geochemical anomalies are coincident with the stronger magnetic anomalies in an area with altered intrusive rocks. A partially oxidized grab sample in the center of a magnetic high in altered diorite assayed 0.51% Cu and 0.21 g/t Au. Further rock and soil sampling along with geological mapping is warranted prior to consideration of a drilling program.

The QP believes that the 2010 and 2012 reconnaissance sampling programs conducted by Millrock on the Stellar Property met the original objectives. The QP is satisfied that exploration data produced by Millrock during 2010 and 2012 is reliable.

Based on the data evaluation, the QP believes that the Stellar Property remains a largely untested copper and gold system with potential for the discovery of a significant gold and/or copper-deposit.

The Stellar Property warrants an aggressive exploration program in 2013. The QP recommends a two-phase exploration program to be conducted on the Stellar Property.

For Phase 1 the QP recommends drilling 2,000 meters of orientated core (9-12 drill holes) on the Main Skarn. This will allow re-drilling of the historical 1982 reserve estimate area and also allows for some infill drilling. The QP recommends that at least NC size core should be drilled. Additional work should include a helicopter-supported 15 day geochemical sampling and geological mapping program. Soil and rock sampling along with detailed geological mapping should be conducted on the copper-gold anomaly north of the Zackly skarn that is interpreted to be part of a larger porphyry copper system, and also on the Moonwalk and Mars prospects to test areas presumed to be underlain by favorable geology and to expand the geochemical expression of mineralized zones. The goal of this work is to identify drill targets at Zackly, Mars and Moonwalk to be tested during Phase 2.

The budget for the Phase 1 exploration program is estimated at $US 1,000,000.

Depending on the results of Phase 1, the QP recommends a follow-up a helicopter supported drilling program (Phase 2) on existing soil and rock anomalies at Zackly, Moonwalk and Mars as well as refined targets on those three prospects from geological and additional geochemical sampling conducted during Phase 1.

The budget for the Phase 2 exploration program is estimated at $US 1,100,000.

2. INTRODUCTION

This Technical Report was prepared for Millrock Resources Inc. and its preparation was authorized by Gregory A. Beischer, its President, Chief Executive Officer, and a Director of the company.

The Stellar Property consists of 394 Alaska State mining claims (63,040 acres) covering lands prospective for the occurrence of copper-gold-skarn, intrusion-related gold and porphyry copper-gold mineralization in the Valdez Creek Mining District of Alaska. The Stellar claim block is located approximately 300 km (186 miles) north of Anchorage in the Central Alaska Range.

This Technical Report was prepared for filing pursuant to National Instrument 43-101 to present a summary of historic exploration results and exploration results completed to date on the Stellar Property by the issuer.

2.1 Source of Data and Information

Data on which this report was based was from published works by the U. S. Geological Survey, the Alaska Division of Geological and Geophysical Surveys, graduate student dissertations and theses, the U.S. Bureau of Mines, and mining industry data acquired by Millrock as well as exploration data generated by Millrock. The first geologic reports and production data from the Valdez Creek Mining District were published over 100 years ago. It is believed that the information, conclusions, and recommendations contained in these reports are reliable, but subject to the conditions set forth herein, Dr. Karsten Eden (the Qualified Person) cannot guarantee their accuracy.

2.2 Scope of Personal Inspections

Dr. Karsten Eden, CPG, EurGeol is the Qualified Person responsible for this Technical Report as defined in National Instrument 43-101, Standards of Disclosure for Mineral Projects, and in compliance with Form 43-101F1 (the "Technical Report"). Dr. Eden will be referred to hereinafter as the "QP". The QP visited the Stellar Property in the Central Alaska Range on November 19, 2012 with Mr. Devin Wade, Project Geologist, Millrock Resources Inc. The field visit included a review of the physiographic, geologic and tectonic setting of the property. Outcrops were visited where possible.

2.3 Units of Measure

The table below describes the units of measure used in this report. The QP has generally used the original units of measure for company data or industry conventions to avoid conversion errors and confusion. All dollar amounts are in U.S. currency.

Type	Unit abbreviation	Description (with SI conversion)
area	acre	acre (4,046.86 m2)
area	ha	hectare (10,000 m2)
area	km2	square kilometer (100 ha)
area	sq mi	square mile (259.00 ha)
concentration	g/t	grams per metric tonne (1 part per million)
concentration	oz/ton	troy ounces per short ton (34.28552 g/t)
length	ft	foot (0.3048 m)
length	m	meter (SI base unit)
length	mi	mile (1,609.344 m)
length	yd	yard (0.9144 m)
mass	g	grams (SI base unit)
mass	kg	kilogram (1,000 g)
mass	oz	troy ounce (31.10348 g)
mass	t	tonne (1,000 kg)
mass	ton	short ton or US ton (0.90719 t)
time	Ma	million years
volume	cu yd	cubic yard (0.7626 m3)
temperature	°C	degrees Celsius
temperature	°F	degrees Fahrenheit (°F = °C x 9/5 + 32)

Notes:
- SI refers to the International System of Units.
- Degrees Celsius is not an SI unit but is the de facto standard for temperature.

3. RELIANCE ON OTHER EXPERTS

This report was prepared by Dr. Karsten Eden, CPG, EurGeol , a Qualified Person under NI43-101, who visited the Stellar Property on November 19, 2012.

During the preparation of this report, Dr. Eden relied on information from Millrock's 2010 and 2012 exploration programs, company reports, internal reports by previous operators of the property and public reports by government agencies. It is assumed and believed that the information provided and relied upon for preparation of this report is accurate and that interpretations and opinions in them are reasonable, but subject to the conditions set forth herein, Dr. Eden, Qualified Person for this report, cannot guarantee their accuracy.

The figures and Appendix B in this report were prepared by Mr. Devin Wade of Millrock Resources Inc. under the direction of Dr. Karsten Eden. The Stellar claim list was prepared by Ms. Sally Gordon of Millrock Resources Inc. (Appendix A).

4. PROPERTY DESCRIPTION AND LOCATION

The Stellar claim group is located in the Valdez Creek Mining District about 300 km (186 miles) north of Anchorage in the Central Alaska Range (Fig. 1).

The Stellar claim block is comprised of 394 unpatented 160 acre Alaska State mining claims totaling 63,040 acres (25,511 hectares). The claims are owned by Millrock Alaska LLC, a wholly owned subsidiary of Millrock Resources Inc.

Alaska State Mining Claims cannot be patented and property surveys are not required. MTRSC claims are allocated as aliquot parts on the MTRSC (Meridian, Township, Range, Section, Claim) grid. The property is centered at about 63.300 North Latitude, -146.699 West Longitude, NAD 83 and is situated in Range 5 East, Township 19 in the Fairbanks Meridian, Alaska. The property is in the Matanuska-Susitna Borough and in the Mt Hayes (A-6 and B-6), Alaska 1:63,360 scale quadrangle.

Figure 2 and Figure 3 show the locations of Millrock's Stellar claims and that the claims are contiguous. Details of Millrock's mineral claims are included in Appendix A.

4.1 Mineral Tenure

All mining claims of the Stellar claim block held by Millrock in the Valdez Creek Mining District are Alaska State mining claims. Mining records and case file abstracts for State claims within the State of Alaska Land Administration System were audited for timely payment of annual rents.

Mineral production on Alaska State lands is subject to maximum 3.0% net profits royalty with applicable Exploration Incentive Credits of up to $20 million. Alaska requires a mining license tax for all mineral production net income of the taxpayer regardless of underlying land ownership. For a major mining operation, it is calculated at $4,000 plus 7.0% of the excess over $100,000 of net income. Furthermore, there is a 3.5 year tax exemption after initial production begins. Depletion is figured as an allowable deduction of 15% of annual gross income, excluding from gross income an amount equal to rents and royalties. The Alaska State corporate income tax rate is 9.4% if net profit is more than a set threshold amount.

Annual rental of Alaska State mining claims are based on the number of years of continuous activity since the mining claim was located. The annual rental amounts are as follows:

- for 0 years to 5 years: $140 annually for a 160 acre claim
- for 6 years to10 years: $280 annually for a 160 acre claim
- for 11 years or more: $680 annually for a 160 acre claim

All of the Stellar State mining claims controlled by Millrock conform to the first amount above.

4.2 Millrock's Property Title and Interest

Millrock Alaska LLC, a wholly-owned subsidiary of Millrock, is the registered owner of the Stellar claim group. Millrock thus owns 100% of the mining claims and thus has exclusive rights to develop a discovery and has security of tenure.

All Stellar claims were staked under the Millrock Resources – Altius Resources Strategic Alliance and are subject to a royalty in favor of Altius Resources. Altius will be granted a 2.0% net smelter return("NSR") royalty from the sale of the gold, and a 1.0% NSR royalty from the sale of all other metals, minerals, ores, gems and other commodities mined or quarried (Millrock, 2010).

4.3 Location and Maintenance of Property Boundaries

Upon discovery, state claims may be staked on State of Alaska lands which have been Patented or Tentatively Approved. A legal claim post must be positioned at each claim corner, and the location notice placed with the northeast corner post. The Stellar claim group is formatted in the Meridian-Township-Range-Section (MTRS) system, which was adopted by the State of Alaska Department of Natural Resources (ADNR) in 1999 in order to simplify claim processing on State-owned lands. The boundaries of these claims follow legal boundaries of sections and quarters of sections (Figure 2). State claims are not patentable, and, because these claims were located on the MTRSC grid, are not surveyed.

Claims must be recorded at the applicable recording office within 45 days of location and the rental payment for the first year made. The annual rental payment for a 160 acre claim is $140 annually for the first five years, $280 annually for the second five years, and $680 annually thereafter. Annual labor amounting to $400 per 160 acre claim must be performed or a cash payment equal in value to the required annual labor may be made for up to four consecutive years. Excess annual labor expenditures may be carried forward and applied to future annual labor requirements for up to four consecutive years. Claim rentals and maintenance are due in September of each year. Loss of a claim may occur by failure to perform annual labor, record an affidavit of annual labor, make a timely rental payment, or file a production royalty return.

Millrock's Stellar claim block consists of 394 unpatented 160 acre Alaska State mining claims totaling 63,040 acres. Millrock has complied with all requirements and the subject claims are in good standing and transferable.

4.4 Location of Mineralized Zones, Mine Workings, and Mineral Resources

The Stellar Property is located in the Valdez Creek Mining District about 300 km (186 mi) north-northeast of Anchorage in the Central Alaska Range. The Stellar claims are situated on the southern flank of the Central Alaska Range, located between the Clearwater Mountains to the west and the Maclaren River to the east.

Placer gold on the Stellar Property occurs on the West Fork of the Maclaren River, the Maclaren River and on Cottonwood Creek. The claim block hosts the historic Kathleen-Margaret Copper Workings which ceased production in 1961. Total production is reported to be 15 tons of ore that contained 4,900 pounds of copper, 23 ounces of silver and 1 ounce of gold (Kurtak et al., 1992).

The Stellar Property hosts several mineral prospects, of which the Zackly copper-gold skarn, the historic Kathleen-Margaret copper vein workings, the Moonwalk intrusion-related gold vein prospect and the Mars copper-gold porphyry prospect are of main interest (Fig. 4).

4.5 Environmental Liabilities

In November and December 2012, the QP conducted an audit of the ADEC and ADNR websites for environmental liabilities related to Millrock's Stellar property, and could not find any notice of drinking quality water quality violations, public notice violations, non-point source water pollution control issues, or wastewater violations.

The QP knows of no environmental liabilities on the Stellar Property.

4.6 Permit Requirements

Alaska has a reasonable but very thorough permitting system for minerals exploration. The permits required depend upon the exploration activities. The process can involve as many as twelve federal and state agencies, but adaptable to the complexity of the planned operation. For lode exploration, the operator completes a multi-page form. The permitting process in Alaska is rigorous, involving as many as twelve federal and state agencies, but adaptable to the complexity of the planned operation. For lode exploration, the operator completes a multi-page form. The Department of Natural Resources reviews the application and works with the applicant if changes or clarifications are required. The Department then distributes the application to other agencies (federal and state) for their review. Upon approval of an operation, each agency including the Department of Natural Resources issues their permits. For exploration, the process is thorough and sufficient time must be allowed for the agency decisions.

The form relevant to the Stellar Property, i.e. the State of Alaska Multi Agency Permit Application for Hardrock Exploration Operations (AHEA) has not yet been filed by the issuer. A Corps of Engineer permit would be required to perform disturbance on permafrost covered areas on the Stellar claim block.

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

5.1 Accessibility

The Stellar Property is located about 300 km (186 miles) north-northeast of Anchorage in the Central Alaska Range (Fig. 1). The Denali Highway is located approximately 15 kilometers (9 miles) to the south and the Richardson Highway is located less than 45 kilometers (28 miles) to the east. The property is accessible from the Denali Highway between May and October, when the highway is open and maintained by the State of Alaska. The access road leaves the Denali Highway approximately one mile west of the Maclaren Lodge which is located approximately 145 kilometers (90 miles) east of Cantwell and 68 kilometers (42 miles) west of Paxson. The eight mile distance from the Maclaren Lodge to camp can be made available to surface transportation. An existing tractor trail extends north from the Denali Highway to the claim block and then west connecting the Maclaren River to the West Fork of the Maclaren River. Fixed wing access is available at a gravel airstrip located at the terminus of the Maclaren Glacier just off the east end of the property. Winter and early spring access is possible by snow machine and/or other track mounted vehicles.

5.2 Climate

The closest permanent weather reporting station to the Stellar Property is located at Paxon, 68 kilometers (42 miles) to the east of Stellar. A synopsis of these records is as follows: Summer temperatures range from 10°C to 19°C; winter temperatures range from -24°C to -4°C with extreme temperatures of -40°C to 35°C. Precipitation averages 53 centimeters which includes 300 centimeters of snow.

The exploration season is controlled by the period of time when the Denali Highway is open and by the amount of snow. By late September, below freezing temperatures place limits on drilling technology in need of water.

5.3 Local Resources

There are no local resources on or near the Stellar Property at the present time. The closest town is Paxon, located 68 kilometers (42 miles) to the east, where gasoline, meals, and gifts can be obtained.

The Stellar Property is serviced from Fairbanks. Fairbanks (population 97,970) is serviced by major airlines with numerous daily flights to and from Anchorage and other locations. Fairbanks is the base for several private helicopter operators, offering a variety of helicopters which can be contracted for work on the Stellar Property for drill rig moves, etc.

All supplies necessary for the project can be obtained in Fairbanks and flown or driven and flown to the Stellar Property. Mining personnel can be contracted from Fairbanks and Delta Junction.

5.4 Infrastructure

The only infrastructure in the Stellar claim block area is the tractor trail/road and trail system. These add significant benefits to exploration reducing costs drastically compared to more remote areas of Alaska.

The Stellar Property covers 63,040 acres (25,511 hectares). The QP believes that there is sufficient surface area with the established property to include adequate mine development such as mine personnel housing, mine facilities; i.e., mills shop, and power generation, tailings storage, waste disposal, heap leach pads if needed, or other required infrastructure necessary for a future mining project. Extensive geotechnical engineering studies would be needed to identify each appropriate location for project infrastructure requirements.

5.5 Physiography

The Stellar claims are situated on the southern flank of the Central Alaska Range. The claims lie between the Clearwater Mountains to the west and the Maclaren River to the east. The terrain is mountainous and elevations range between 960m (3150ft) in the valley of the West Fork of the Maclaren River that cuts through the center of the property up to 2,165m (7,100ft) in the mountains in the northern part of the property. The majority of the property is located above timber line with willow and alder occurring along streams and springs in the lowland valleys. Most of the Stellar Property is covered by tundra, rubble or locally bedrock in stepper areas.

6. HISTORY

6.1 Exploration History of the Central Alaska Range

The Central Alaska Range has been actively explored for precious metals including gold and copper since the late 1800's. Gold and copper occurrences surrounding the Stellar Property can be classified into many types including; placer gold, auriferous quartz-carbonate veins, volcanogenic exhalative, strataform massive biogenic deposits, gold-copper skarns and basalt-hosted quartz-copper sulfide veins (Peterson et al., 1982).

One of the most recognizable gold districts in Alaska is the Valdez Creek gold district. This district has produced about 35,000 ounces of placer gold through 1936 and 60,000 ounces by 1989 (Kurtak et al, 1992). Several small placer operations were active during the early 1980's. From 1983 to 1995 more than 100,000 ounces of placer gold was mined at Valdez Creek. Additionally, a minor amount of lode gold had been produced from auriferous quartz-carbonate-sulfide veins associated with granodiorite stocks near Valdez Creek (Peterson et al., 1982).

Minor placer gold production has been reported from small tributaries draining into the West Fork of Broxson Gulch, 17 miles east of Zackly. Presumably the gold is derived from the carbonaceous slates in the drainage. Minor amounts of placer gold are also reported from numerous drainages in the region including Clearwater Creek and Little Clearwater Creek (Peterson et al., 1982).

The Caribou Dome prospect, once called the Denali prospect, is a copper prospect discovered in the early 1960's located in the Clearwater Mountains 18 miles west of Zackly. It is the largest reported copper occurrence in the region. Here, finely disseminated pyrite and chalcopyrite are deposited in banded argillaceous, carbonaceous and limey sediments. Adits were constructed in the 70's and a resource estimate was completed. Recent exploration includes drill testing to further delineate and expand the resource.

6.2 Exploration History of the Stellar Property

The Stellar claim block contains several mineral occurrences and prospects scattered throughout the property. The four prospects at Stellar with significant exploration history include the Zackly Prospect, the historic Kathleen-Margaret Workings, the Moonwalk Prospect and the Mars Prospect.

6.2.1 History of the Zackly Prospect

The first mention of mineralization at the Zackly prospect was by Kaufman (1964) who was geological mapping for the State of Alaska. In the fall of 1979, Resource Associates of Alaska (RAA) conducted a limited exploration program north of the Denali Highway. Visible gold associated with a copper-bearing garnet skarn was found at several locations and subsequent claims were staked.

In 1980 Resource Associates of Alaska (RAA) and UNC Teton Exploration Drilling, Inc. (Teton) entered into a joint venture agreement on Zackly. Work during the first field season consisted of soil geochemistry, hand dug trenching, ground magnetics and a VLF survey. 400 soil samples were collected and analyzed for copper, zinc, silver, gold and molybdenum (Peterson et al., 1982). Soil sampling at 100ft intervals was completed on grid lines spaced 100ft apart. Over the Main Skarn exposure samples were taken at 25ft intervals. Anomalous copper, silver and gold in soils indicated high-grade skarn mineralization. In areas of moraine cover, in the western and central parts of Zackly, the base level values were lower because of dilution and more subtle anomalies were considered significant (Peterson et al., 1982). Over 40,000ft of magnetic traverses were completed at Zackly to help define the skarn zone. Readings were taken at 50ft intervals at lines spaced 100ft over the Main Skarn and were progressively increased to 200ft, 400ft and 600ft intervals east and west of the Main Skarn. The Main Skarn zone gave an elevated magnetic response and suggested that the skarn is steep and dipping south beneath the limestone. This survey also delineated concealed portions of the skarn extending east of the Main Skarn. 30,000ft of VLF geophysics was completed at the Zackly Prospect in 1980 (Peterson et al., 1982). Readings were taken at 50ft intervals on lines spaced from 100ft near the Main Skarn to 600ft both to the east and west of the Main Skarn. The VLF anomalies in the area of the Main Skarn closely corresponded with magnetic and geochemical highs. This information confirmed a 1,600ft extension west to north-west from the Main Skarn. The intensity of the anomalies progressively decreases to the east as the skarn zone becomes covered. The Main Skarn was hand trenched and 23ft of continuous mineralization exposed (Peterson et al., 1982). Representative channel samples indicated the Main Skarn zone contained an average of 0.83% copper, 0.48 oz/ton silver and 0.154 oz/ton gold (Peterson et al., 1982). Mineralization at the East Skarn zone was discovered 3,900ft east of the Main Skarn along a granodiorite-limestone contact. Representative chip samples across 95ft of exposed mineralization average 2.5% copper, 1.29 oz/ton silver and 0.15 oz/ton gold (Peterson et al., 1982).

In 1981 the exploration program conducted by RAA/Teton consisted of diamond core drilling, soil geochemistry, trenching, ground magnetics, an airborne magnetics survey, an electromagnetic survey and a VLF survey. About 9,723ft of drilling was completed on 21 drill holes located on centers spaced 400ft apart that tested approximately 7,200ft of strike along the limestone-diorite contact (Fig. 5 and Fig. 7). High grade copper-gold mineralization was encountered along 2,900ft of strike at the Main Skarn along the limestone-diorite contact at depths of up to 500ft (Peterson et al., 1982). Significant mineralization was also encountered east of the Main Skarn. The soil grid created in 1980 was extended by an additional 39.4 line-miles. The grid was sampled at 100ft intervals on lines spaced 200ft apart (Peterson et al., 1982). 2,118 soil samples, 39 rock chip and 2 stream sediment samples were collected. Results showed distinctive metal zonation patterns associated with the copper-silver-gold skarn deposits located on the Stellar Property. Anomalies were discovered 2,000ft south-southeast of the Main Skarn and in the Central Area. The geochemical survey also showed a large elliptical but discontinuous set of copper and gold anomalies occurrences southeast of the East Skarn zone and was believed to be of great exploration significance (Peterson et al, 1982). Over 209,000 line-feet of ground magnetic traverses were completed to define the contact zone between the limestone and diorite units. Readings were taken at 50ft intervals along north-south grid lines spaced 200ft apart and extending 6,000ft to the west of the Main Skarn and 9,200ft to the east of the Main Skarn. Interpretation of the ground magnetic survey by the RAA/Teton JV led to the believe that the zone between low magnetic susceptibility and high magnetic susceptibility to be the contact between limestone and diorite and thus is known to contain ore grade copper-silver-gold mineralization in several areas (Peterson, 1982). These contrasting magnetic expressions were found extensively to the west of the Main Skarn and seemed to shallow and disappear to the east. An airborne magnetic survey was also conducted over Zackly. This included 270 line-miles over the regional Zackly area. Magnetic anomalies from this survey were a focus for future exploration. Three lines totaling 3,400ft of EM were surveyed at 100ft spaced stations over the Main Skarn area. The EM and magnetic data correlate well in regards to the ore zone (Peterson et al., 1982). A limited VLF survey was conducted in the eastern section of Zackly over an anomalous area defined by large amplitude magnetics seen in the ground magnetic survey. The results indicated a strong conductor trending slight northwest that was suspected to be semi-massive to massive sulfides (Peterson et al., 1982).

In 1982 the RAA/Teton JV conducted an extensive core drilling and backhoe trenching program, a limited mercury soil geochemical survey, a ground magnetic survey, an airborne magnetic survey and a VLF-EM survey. The drilling program consisted of 19 holes totaling 19,210ft of core (Fig. 5 and Fig. 7) and 925 drill core samples (Peterson et al., 1982). 17 trenches were dug by a backhoe that ranged between 2ft to 14ft in depth and 20ft to 568ft in length. The total footage of trenching completed was 3,363ft and a total of 194 rock samples were taken from the trenches. The drilling and trenching program significantly extended the Main Skarn to the west of the previously known mineralization (Peterson et al., 1982). The drilling and trenching also tested mineralization along the limestone-diorite contact up to 9800ft east and 1650ft west of the Main Skarn. The results extending east from the Main Skarn showed anomalous and ore grade intercepts in both the Middle Skarn and Eastern Skarn areas (Peterson et al., 1982). A mercury geochemical test program of 44 soil samples was conducted over the west side of the Main Skarn. The samples were collected every 100 feet over 4 lines spaced between 400ft to 1200ft apart. The results showed both anomalies and non-anomalous areas directly over the mineralized skarn. Some results showed mercury anomalies that are displaced to the north of the Main Skarn. 226 other conventional soil samples were taken throughout Zackly during mapping and prospecting. The ground magnetics coverage from 1981 was extended by 32.45 line-miles to cover areas northwest, southwest and southeast of the Main Skarn. This survey was performed using 50ft station intervals along north-south lines spaced 200ft apart. Additional detailed magnetic surveys were completed in the central grid area. This survey was conducted along parallel north-south lines 100ft apart and magnetic readings were taken at 25ft intervals. These magnetic surveys aided to determine the extent and trend of the skarn-bearing limestone. In eastern Zackly the low magnetic signatures could be associated with buried diorite endoskarn. The USGS surveyed 3.41 line-miles of airborne magnetics over Zackly. Anomalies from this data were used to focus future exploration. A total of 70,500 line feet of VLF-EM survey was conducted over the East Skarn and Main Skarn areas. These surveys helped to interpret major faults and splays throughout Zackly. The interpreted faults were taken into account during the drilling program (Peterson et al., 1982).

Based on the drilling conducted in 1981 and 1982 an initial historical reserve study utilizing a modified polygon method was undertaken resulting in 1,244,130 tons of indicated reserves and 155,000 tons of inferred reserves with an average grade of 2.69% Cu, 0.176 oz/ton Au and 0.956 oz/ton Ag (Peterson et al., 1982). The historical 1982 reserve estimate mentioned in this report is for historical purposes only and is not compliant with CIM definition standards for Mineral Resources and Mineral Reserves, as defined under National Instrument 43-101 – Standards of Disclosure for Mineral Projects (“NI43-101”). The historical 1982 reserve estimate was prepared prior to the implementation of NI43-101 and use terminology not compliant with current reporting standards. Millrock, the issuer of this report, is not treating the historical estimates as current mineral resources or mineral reserves as defined in NI43-101.

In 1983 the RAA/Teton JV collected 72 conventional soil samples and staked more claims. No other work was performed.

In 1984 the RAA/Teton JV followed up on a concealed areal magnetic anomaly located on the eastern side of the Zackly claim block. A 32.82 line-mile ground magnetic survey and 30.21 miles of VLF-EM surveying was conducted over this anomaly. The ground magnetic survey revealed three areas of magnetic highs interpreted to be intrusive centers as well as possible intrusive-limestone contacts. Anomalies from the VLF-EM survey are broad zones that represent a general NW structural trend of conductors.

The 1985 the exploration program at Zackly consisted of a magnetic geophysical survey and a soil sampling survey for mercury geochemical analysis. About 12.5 line-miles of ground magnetic survey was conducted with readings every 50ft along 6 north-south lines spaced 1000ft apart (Handverger, 1985). The survey documented that the geological units in the Main and East Skarns continued along strike to the east and mineralization could be expected to occur in the same geologic setting beneath the moraine cover. The large-scale mercury soil geochemical program was designed to continue testing the East Skarn anomalous zone and to test the eastern half of the property from the East Skarn down to the Maclaren River. About 2, 688 acres of ground were samples on lines spaced 500ft apart and stations spaced 100ft apart (Handverger, 1985). The results of this survey located several anomalous areas that are in favorable geological and geophysical areas and trends. A strong correlation between the easternmost mercury anomalies and the edge of the aeromagnetic high was identified by the JV (Handverger, 1985).

In 1986 a trenching and bulk sampling program was undertaken on the Zackly property by RAA who had purchased 100% of the property. The metallurgical test work from the bulk sampling identified the role of coarse-gold particles in the Zackly mineralization and the consequent problems involved in reliability estimating its gold content. A limited soil sampling survey was also conducted during that year.

In 1987 a one year joint venture between Nerco Mining Company (NMCO), who had acquired RAA, and Alaska Boulder, Inc. resulted in an exploration program consisting of shallow rotary drilling, trenching and late season core drilling. Drilling and trenching were concentrated in the Main Skarn area, but covered the Middle Skarn and Eastern Skarn areas as well (Fig. 5 and Fig. 7). Total drilling consisted of

43 rotary holes with a total footage of 9708ft, 6 diamond drill holes with a total footage of 1280ft and 11 surface trenches with a total footage of 1240ft (NMCO, 1987). A total of 1,597 drill samples and 148 trench rock samples were taken (NMCO, 1987). Results of this exploration were positive in that they increased the drilling density within the Main Skarn, proved that mineralization from the Main Skarn is open to the west, encountered new and high grade mineralization within the Middle Skarn and East Skarn and discovered that a diorite porphyry probably connects the zone south of the Main Skarn called Gold Boulder to the Middle Skarn area. An updated resource was calculated for the Main Skarn (NMCO, 1987).

In 1987 the reserves estimated in 1982 within the Main Skarn were completely re-evaluated utilizing both diamond and rotary drilling data. The historic 1987 reserves were calculated by the polygon method on longitudinal sections utilizing all the drilling to that date resulting in 1,407,000 tons at 0.132 oz/ton Au, 2.19% Cu and 0.83 oz/ton Ag (Glanville, 1996). The historical 1987 reserve estimate mentioned in this report is for historical purposes only and is not compliant with CIM definition standards for Mineral Resources and Mineral Reserves, as defined under National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI43-101"). The historical 1987 reserve estimate was prepared prior to the implementation of NI43-101 and use terminology not compliant with current reporting standards. Millrock, the issuer of this report, is not treating the historical estimates as current mineral resources or mineral reserves as defined in NI43-101.

No exploration work was conducted in 1988. In 1989 work consisted of road improvement and trenching.

In 1990 a one year joint venture between NMCO and Phelps Dodge included a ground EM and ground magnetic geophysical survey and limited core drilling. A total of 43,500 line-feet of ground EM and magnetics were surveyed (Cheff and Matthews, 1990). The results indicated a weak magnetic anomaly within the western extension of the Main Skarn. This anomaly was followed up with diamond core drilling totaling 1,268 in three holes (Cheff and Matthews, 1990). Mineralization was successfully drilled in one hole within skarn in the western extension and one drill hole intersected porphyritic monzodiorite within the Golden Boulder zone (Cheff and Matthews, 1990).

The 1991 exploration work by NMCO consisted of conventional soil geochemistry, ground magnetics and a VLF survey. A total of 194 soil samples and 1 rock sample were collected along three covered areas previously identified as being anomalous in mercury (Cox, 1991). Sampling stations were spaced at 50ft intervals along lines spaced 200ft apart. Results revealed a weak correlation between elevated Cu values and the few elevated Au values. Both ground magnetics and a VLF survey were completed along 400ft line spacing and 50ft station intervals. The ground magnetics was successful in mapping more intrusive contacts within covered areas.

In 1992 a joint venture was formed between NMCO and Hemlo Gold Mines. Exploration work during that year by the JV on Zackly consisted of airborne magnetics, electromagnetics (EM) and VLF-EM surveys as well as surface mapping, sampling and ground EM surveying. A total of 106 line-miles of electromagnetics, total field magnetics and VLF-EM were collected. A total of 29,850ft of ground magnetics were surveyed on eleven lines (Bidwell and Robertson, 1992). The aeromagnetic survey outlined a regional area of high susceptibility that correlates with a hornblende-biotite intrusive. The known skarn mineralization tended to be along the southern margin of this intrusive and therefore, the survey provided new exploration targets. The disseminated nature of the gold-copper mineralization found in exoskarn implied that strong EM responses should not be detected. Weak EM responses and low apparent resistivity features were seen on both the airborne and ground work that are coincident with the Main and Middle Skarn zones. The airborne and ground surveys both indicated that eastward and westward extensions of the skarn horizon continue to have good potential for additional mineralization. Exploration geologists collected 195 soils and 89 rock samples on the property (Bidwell and Robertson, 1992). Two areas with anomalous gold in soils were located along the eastern extensions of the skarn horizon. Both areas have extensive glacial cover.

In 1993 Pacific Northwest Resources (PNR) acquired Zackly from NMCO and finalized a joint venture agreement with Hemlo Gold Mines. The exploration program for that year was carried out by Hemlo Gold and consisted of rock/soil sampling, mapping and prospecting. A total of 657 soils were collected at both 100ft and 200ft intervals (Bidwell and Robertson, 1994). Detailed prospecting was undertaken and a total of 246 rock samples and 3 silt samples were collected. The work resulted in identifying gold-bearing silicified skarn float at Nikolai Hill which is located 2.5 miles east of the Main Skarn and skarn mineralization located northwest of the Main Skarn near the West Fork River (Bidwell and Robertson, 1994).

In 1994, a two-phase exploration program was undertaken by Hemlo Gold to follow up anomalies near the East Skarn zone. An Induced Polarization (IP) survey was completed in the East-Middle Skarn area followed by a 7 hole RC drill program totaling 1,510 feet with only 2 holes reaching bedrock. The IP survey covered 33,800ft of line over the East-Middle Skarn area and Nikolai Hill. There are well defined "pant-leg" anomalies in the East Skarn where the lines passed approximately 100ft west of exposed sulfides (Bidwell and Robertson, 1994). Weak conductive anomalies were also picked up over Nikolai Hill. Rotary drill holes tested the coincident IP chargeability and EM anomalies. Two of the holes interested anomalous copper-gold and explained the geophysical conductive-chargeable anomalies by intersecting up to 3% sulfides in the RC chips (Bidwell and Robertson, 1994). Hemlo Gold's target on the Zackly property had always been a large bulk mineable deposit with good gold credits. Exploration was concentrated in the East Skarn Creek valley where earlier work indicated the potential for flat-lying zones and/or the continuation of the Main Skarn style mineralization. However, with the realization of deep overburden cover in the area, Hemlo Gold terminated its option in October 1994 (Glanville, 1996).

In 1995 PNR formed a joint venture with the Okanagan Gold Mining Corporation on the Zackly claims. During that year only limited assessment work was carried out to keep the claims in good standing.

Okanogan Gold Mining Company became the owner of the Zackly claims in 1996 and optioned the property to Flame Petro Minerals the same year (Glanville, 1996). Okanogan Gold Mining Company was owned of the Zackly claims until 2001. During 1996 and 2001 only limited assessment work was carried out to keep the claims in good standing.

No Affidavit of Labor certificates could be found for the years 2002-2003 and 2005-2009. It is unknown to the QP whether any work was performed on the Zackly claims during those periods. Affidavits of Labor Certificates from 2004 indicate that Full Metal Minerals conducted limited assessment work on the Zackly claims in 2004 to keep them in good standing.

In 2009 to 2010 Barry Hoffman, a former RAA, NMCO and PNR employee, staked most of the Zackly claims, but dropped them in 2011. Millrock Resources staked the Zackly claims in 2011 (as part of the Stellar Property) when they became available.

In 2012 Millrock Resources conducted exploration work at Zackly consisting of soil sampling and prospecting in anomalous aresa along the peripheries of previous historical work. 105 conventional soil samples and 48 rock samples were taken primarily in the diorite and volcanic rocks north of the known skarn mineralization. A rough soil grid was sampled with stations spaced around 725ft at lines spaced 1200ft apart. The results showed a large 6600ft long continuous copper-gold anomaly north of the skarn mineralization as well as anomalies near the Gold Boulder area and anomalies extending west of the Main Skarn near the West Fork River.

6.2.2 History of the Kathleen Margaret Workings

The historic Kathleen-Margaret workings are located on the eastern edge of the Stellar Property just south of Spray Creek (Fig. 4). Mineralization was probably rediscovered by F.S. Pettyjohn Jr., in 1952 after an original discovery in about 1918 (Stout, 1976). The property was examined in August 1953 by the U.S. Geological Survey and the Alaska Territorial Department of Mines (Chapman and Saunders, 1954). The outcrop of the main vein was sufficiently attractive to promote development. Several copper-bearing veins were discovered on the prospect, but only one appeared to be mineable (Chapman and Saunders, 1954).

Between 1953 and 1959, Alaska Copper Mines Inc. and Maclaren River Copper Corporation, under contract with Defense Minerals Exploration Administration (DMEA) conducted trenching, 1,140 feet of diamond drilling, 731 feet of percussion drilling and 800 feet of drifting on the Kathleen – Margaret Prospect (Kurtak et al., 1992; Saunders, 1957; Fairbanks, 1958). The U.S. Bureau of Mines determined that the copper minerals could be concentrated by floatation. A concentrate of 36.7% copper was made from ore grading 1.2 percent copper; copper recovery was more than 95% (Wells, 1956). The small size of the ore shoot and possible loss of vein to faulting discourage further work after about 1961.

Total production is reported to be 15 tons of ore that contained 4,900 pounds of copper, 23 ounces of silver and 1 ounce of gold (Kurtak et al., 1992).

In 1965, Sunshine Mining Co. leased the Kathleen-Margaret Property and conducted additional surface trenching and small diamond drilling program (Kurtak et al., 1992). In 1988, Sphinx Mining leased the property and conducted additional mapping, sampling and a geophysical survey before returning it to the owner (Kurtak et al., 1992).

In 2012, Millrock staked the claims covering the historic Kathleen-Margaret Workings which is part of the company's Stellar Property.

6.2.3 History of the Moonwalk Prospect

The Moonwalk prospect area is located between Cathedral Creek and the West Fork Maclaren River in the northern part of the Stellar Property (Fig. 4). The mineralized area was discovered by RAA in 1982 by rock sampling and prospecting. Rock samples yielded anomalous copper, lead, zinc, silver, gold and tungsten. In 1984 exploration work done by RAA consisted of 2.85 miles of VLF-EM surveying. This survey identified conductors that are coincident with mapped thrust faults. The conductive anomalies were followed up in 1985 and 7 rock samples were taken.

Millrock began exploring the Moonwalk area in 2010 with regional prospecting. 23 soil samples and 14 rock samples were taken. The results from the prospecting showed a ridge with anomalous copper located between Cathedral Creek and Two Plate Creek as well as a ridge anomalous in Au, As, Bi, Sb and Zn located between Cathedral Creek and the West Fork River.

In 2012 Millrock followed up on the 2010 prospecting with more sampling and mapping at the anomalous gold ridge. 42 rock and 10 soil samples were collected from around the prospect. The ridge consists of a broad, granodiorite altered zone locally containing anomalous to ore grade gold values in rock and soil.

6.2.4 History of the Mars Prospect

The Mars Prospect is located in the northeastern portion of the Clearwater Mountains, west of the Zackley Prospect and on the west side of the West Fork of the MacClaren River (Fig. 4). Mention of high grade copper lodes in the Clearwater Mountains dates back to 1918.

Kurtak et al. (1992) state that claims in the Mars area (formerly known as MEX) were first staked in 1974. In 1980 Mankomen Exploration Inc., staked several claims in the Mars area which was followed by claim staking by Cominco American in 1981. The same year, Cominco and Mankomen formed a joint venture which lasted until 1982. During the JV period, geochemical sampling and geological mapping conducted on the MEX claims, as well as, a ground magnetic survey, an electromagnetic (EM) survey, a very low frequency (VLF) electromagnetic survey (Kurtak et al., 1992) and limited hand trenching.

In 1983 the only work that was performed on the Mars Property was performed by Mankomen. Their work consisted of limited hand trenching, rock and stream sediment sampling, as well as, minor geologic mapping. Later in 1983 the MEX claims were leased to Anschutz Mining Corp. (Kurtak et al., 1992). Work performed by Anschutz in 1984 on the MEX claims consisted of trenching, although it is not known how much trenching was conducted. Anschutz Mining probably dropped the lease in 1985 as no Affidavit of Labor certificates could be found mentioning Anschutz Mining.

In 1988 Amax Exploration leased the MEX claims from Mankomen, but later turned them back to the owner (Kurtak et al., 1992).

In 1992 Noranda flew an aeromagnetic survey over the MEX claims and produced an interpretive total field magnetics map. The total area covered by the magnetics survey was approximately 6,000 acres. The survey revealed several large magnetic anomalies that were not followed-up on until 2012.

In 2010 Millrock staked claims covering the MEX area and gave the prospect area the name Mars. Millrock collected 27 soil and 5 rock samples within the Mars area. The results indicated a zone anomalous in copper, gold and molybdenum. In 2012, 26 rock and 54 soil samples were taken over a portion of the magnetic anomalies identified by Noranda (Hemlo Gold). The results showed a 2 mile long zone of anomalous copper-gold with an isolated zone of anomalous molybdenum. Some of the strongest geochemical anomalies are coincident with the stronger magnetic anomalies.

7. GEOLOGICAL SETTING AND MINERALIZATION

7.1 Regional Geology

The following discussion of the regional geology has been modified from Ford (1988). Figure 6 shows the regional geology of the Stellar area.

The geology and tectonic history of the central and eastern Alaska Range have been summarized and discussed most recently by Nokleberg et al. (1985). Two tectonostratigraphic terranes, the Maclaren and Wrangellia terranes, dominate the geology of the central Alaska Range south of the Denali fault. The Maclaren terrane is composed of a pre-Late Jurassic metamorphic belt and a Late Cretaceous to early Tertiary metamorphosed and deformed granitic batholith.

The Wrangellia terrane is separated into the Slana River and Tangle subterranes. These two subterranes are composed of 1) late Paleozoic andesite to dacite flows and tuffs, limestone, chert, and argillite; 2) Triassic amygdaloidal basalt flows and massive pillow basalt flows intruded by gabbro and diabase dikes (Nikolai Greenstone); and 3) Late Triassic limestone. Nonfoliated granitic rock intrudes the Wrangellia terrane.

Both subterranes have areas covered by Tertiary coal-bearing sandstones and conglomerates (Stout, 1976; Nokleberg et al., 1985). The Tertiary of the Slana subterrane also includes rhyolite to dacite tuffs and flows. Quaternary glacial deposits fill river flood plains and cirque valleys. The late Paleozoic portion of the Wrangellia terrane is interpreted to have formed along an island arc system (Nokleberg et al., 1985). A Middle to Late Triassic rift system is possibly the source of the basalts and gabbros of the Nikolai Greenstone. Plutons in Wrangellia are dated at a minimum age of 120 to 149 million years (Turner and Smith, 1974; Nokleberg et al.,1985). Wrangellia is believed to have tectonically migrated north along the Denali fault between early Tertiary and the present. The Broxson Gulch thrust fault, located north and west of Stellar and the Amphitheater syncline, located east of the project area, formed during middle to late Tertiary (Nokleberg et al., 1985).

The Stellar project area occurs mainly within the Tangle subterrane which consists primarily of upper Paleozoic to lower Triassic tuff, siliceous argillite, limestone, chert, and basalt. These rocks are weakly schistose to massive and show mildly developed lower greenschist facies metamorphism (Nokleberg et al., 1985). The Paleozoic section is interpreted as deposits formed at some distance from the center of an island arc system, with the lower section of the Slana subterrane representing volcanic rocks formed near the center of the system.

The Nikolai Greenstone, which is divided into two units, unconformably overlies the Paleozoic section. The lower unit of the Nikolai Greenstone consists of massive pillow basalt with minor basalt breccia and argillite. The upper Nikolai Greenstone unit mainly contains amygdaloidal basalt flows with lenses of pillow basalt and limestone. The Nikolai Greenstone is intruded by gabbro dikes and thick mafic and ultramafic sills, some of which show cumulate textures.

Nokleberg et al. (1985) describe the metamorphic grade of the Nikolai Greenstone as lower greenschist facies. The mafic rocks contain epidote, chlorite, and actinolite, and have local weak schistosity. Relict igneous mineralogy is observed in the basalts and gabbros.

A Late Triassic limestone caps the upper Nikolai Greenstone. The limestone, which has a maximum thickness of 300 meters, is gray, fine-grained, bedded to massive, and locally recrystallized to white marble (Peterson et al., 1982; Nokleberg et al.,1985). This limestone may be equivalent to the Chitistone Limestone, mapped in the McCarthy quadrangle, Alaska, by MacKevett (1978). The Chitistone Limestone has a base of stromatolitic algal mats and evaporites, and grades upward into limestone. The upper section of the Chitistone Limestone consists of limestone, calc-shale, impure limestone, and impure chert (Jones et al., 1977).

Dioritic plutons intrude the Tangle subterrane. A sample of quartz diorite, collected from within the project area, has been dated by K-Ar on hornblende at 126±4 m.y. (Turner and Smith, 1974).

7.2 Geology and Mineralization of the Stellar Property

The Stellar Property includes three separate significant prospect areas and one historic mine. These include the Zackly, Moonwalk and Mars prospects and the Kathleen-Margaret workings. The level of previous geologic work varies throughout the project area. As a result, the geology of the individual prospect areas will be discussed separately. Figure 4 shows the general geology of the Stellar Property.

7.2.1 Zackly

The Zackly prospect, located in the southern portion of the project area, has seen the majority of historical exploration within the Stellar project area and is the source of numerous reports (Fig. 4). The following discussion is modified from Ford (1988) and Pacific Northwest Resources (1991).

The geology of the Zackly prospect is dominated by rocks of the Triassic Nikolai greenstone consisting of a lower unit of 3000 feet of submarine pillow basalts and minor sediments intruded by mafic and ultramafic strataform complexes. These rocks are overlain by 12,000 feet of subaerial amygdaloidal basalt flows, which are in turn are overlain by zones and patches of limestone and shale mainly occurring west and north of Zackly.

The “Zackly” limestone, a probably equivalent to the Chitistone limestone within the Nikolai greenstone unit, occurs in the center of the Zackly prospect and consists of a large east-west trending "wedge", bounded with depositional contacts of coeval andesitic to basaltic volcanics (Fig. 7). The limestone appears to thicken to the east and to grade westward into a sequence of interbedded siltstone, limestone, chert and amphibolite. Limestone lenses or pods are locally abundant in the overlying andesite. The main limestone ranges from 1200 feet thick at Limestone Ridge to 200 feet-300 feet thick whereas the limestone lenses and pods range from 20 feet-200 feet thick and are probably several thousand feet long. From south to north within the limestone section, there is a decrease in detrital and organic rich interbeds and an increase in chert content. The Nikolai greenstone equivalent units north of the limestone are massive, fine grained to porphyritic basalts with locally amygdaloid and pillow structure. The volcanics south of the limestones are predominately subaerial flows that contain layered basalt flows intruded by comagmatic gabbro dikes and sills. All the volcanics are affected by lower greenschist metamorphism. Disseminated pyrrhotite and chalcopyrite are fairly common in the volcanics and lenses of syngentic semi-massive chalcopyrite/pyrrhotite with about 0.5% copper are locally present.

Post-Triassic intrusives at Zackly consist primarily of biotite and hornblende quartz monzonite to diorite composite plutonic rocks. These rocks are poorly differentiated, subalkaline I type intrusives. Based on the aeromagnetic interpretation, two large intrusive plutons are thought to occur at either ends of the Zackly prospect with several potential smaller plutons and dikes occurring between. Two primary intrusive bodies are present. The main dioritic unit is fine to medium grained hornblende ± biotite diorite to quartz monzonite that occurs north and locally south of the Zackly limestone. This unit also contains minor aplite dikes. A younger, smaller diorite porphyry satellitic unit is present in the eastern and southern parts of the property where it intrudes the main diorite. The diorite porphyry is a fine to medium grained rock with up to 70% phenocrysts of hornblende, quartz and plagioclase set in a fine granular matrix of biotite and alkali feldspar. The porphyry shows a very wide range in texture and composition and is difficult to characterize.

Contact metamorphism and associated alteration has affected all the rocks near the intrusive contacts at Zackly. Both exoskarn in limestone/marble and endoskarn in intrusives and greenstones are present. Five principal stages of exoskarn formation and mineralization are recognized at Zackly (Peterson et al., 1982; NMCO, 1987). The various stages were formed by decreasing plutonic and wall rock temperature and varying amounts of circulating fluids causing metasomatism. Initial exoskarn formation involved formation of green garnet and wollastonite (green garnet skarn) with subsequent stages altering the initial skarns. Deposition of primary sulfide mineralization occurred late in the process, coincident with a retrograde hydrosilicate stage. This sequence usually occurs in cavities and interstices within previously formed skarn with the sulfide and precious metals possibly concentrated during the period in which interstitial calcite was formed. The sequence varies from interstitial quartz near the contact to calcite to wollastonite at the skarn-marble interface. Away from this zone the sulfide minerals are more dispersed and/or comprise spotty lower-grade zones. A final late stage, lower temperature hydrothermal event altered the skarn and redeposited metals forming chalcedony, calcite, quartz, secondary copper minerals, and native gold in fractures and veinlets. Subsequent Tertiary(?) faulting has caused several of the mineralized zones to be offset or highly fractured.

Endoskarns were formed by calcium metasomatism of the volcanic and diorite units near various intrusive contacts. Where intrusive contacts are steep, the endoskarn is generally narrow compared to extensive endoskarns formed near active fault zones, near shallow dipping contacts or near dikes. The primary minerals include green clinopyroxene, brown garnet, calcite and wollastonite (red garnet skarn).

Intensity of endoskarn minerals grades away from the limestone in both volcanic and diorite endoskarns but is primarily dependent on the amount of metasomation. Original magnetic minerals in the volcanics (pyrrhotite) and diorites (magnetite) appear to have been remobilized and re-deposited in the skarns. The width of intense endoskarn formation can vary from a few feet to thousands of feet with the diorite being more susceptible to alteration than the fine grained volcanics which are usually veined with the endoskarn assemblage. The diorite porphyry phase locally appears to be readily altered and can form extensive endoskarn zones.

The Zackly area lies ten kilometers west of the Amphitheater syncline which was mapped by Stout (1976). The continuance of the syncline structure west of the Maclaren River into the Zackly area has been proposed (Peterson et al., 1982), but has not been substantiated. The strike of sedimentary and volcanic contacts in the Zackly area shows an arcuate trend. From east to west, the strikes range from east-west, to N 75-80° W, to N 45-50° W. The dips are 60° to 80° north, and locally they are nearly vertical (Peterson et al, 1982).

Three sets of steeply dipping fault trends have been observed at Zackly: major east to west, major northeast to southwest, and short north to south (Peterson et al., 1982). Faulting associated with intrusives is considered important at Zackly. East-west striking high angle faults crosscut the main diorite sub-parallel to the Zackly limestone and appear to have acted as pathways for the later diorite porphyry. The principal faults appear to occur as 30 to 60 foot wide zones of contorted beds with a central crushed zone but breccia zones in excess of 100 feet wide are known. Post mineral faulting has caused several of the ore zones to be crushed and locally offset. Several north-south faults crosscut the units and are best noted near limestone (skarn) - diorite contacts.

Early Tertiary coal bearing sandstones and conglomerates occur in a linear, east-trending trough in the center of the prospect area. The sediments appear to occupy the "Zackly" fault zone which may represent a Tertiary graben. Similar linear fault controlled Tertiary sediments occur in the region where they are usually associated with Triassic limestones or sediments.

Quaternary deposits occur throughout the center of the prospect area and consist of multiple glacial till units along with areas of talus, alluvium and landslide debris. These post-mineral units commonly cover the main diorite-limestone/marble contact which is only locally exposed.

The primary deposit type historically targeted at Zackly has been copper mineralization hosted in exoskarns. Several mineralized areas have been recognized to date. The Western Extension, Main Skarn, Middle Skarn, East Skarn and Eastern Zone are located from west to east along the main diorite-northern limestone-volcanic contact or in overlying limestone lenses in the northern volcanics. The Gold Boulder zone occurs just off trend south of the Main Skarn.

Copper bearing minerals occur as interstitial sulfides in calc-silicate exoskarns, as patches and veinlets of chalcopyrite in volcanic and diorite endoskarns, and as hydrothermal vein fracture fillings of native copper and copper oxides and carbonates in exoskarns and endoskarns. Gold appears to occur with the copper sulfides but high grade and/or visible gold is found in quartz filled fracture zones and veinlets primarily in magnetic bearing exoskarns. The copper sulfides (bornite, chalcocite, covellite, chalcopyrite) are best developed in exoskarns that contain interstitial calcite in the early formed green garnet zones (hydro-silicate stage). The copper oxides, carbonates and native copper were formed during later hydrothermal alteration in areas of intense metasomatic activity, generally proximal to the biotite diorite intrusive phase. Sphalerite is locally present in weakly altered limestone (marble) and is spatially related to the copper sulfide exoskarn mineralization. Molybdenum occurs independent of the copper-gold mineralization and is probably related to deeper phases of the diorite pluton.

Mineralized endoskarns are usually associated with mineralized exoskarns. The amount of sulfide mineralization in endoskarns, which occurs as copper sulfide and/or copper oxide bearing quartz or chlorite veins or patches, does not appear to be related to the intensity of endoskarn development or the proximity to possible limestone sources.

Copper and iron mineralization accompanies prograde and retrograde alteration of the skarn. These minerals include bornite, chalcopyrite, magnetite, pyrite, tetrahedrite or tennantite, and pyrrhotite. Chalcopyrite-bornite ± pyrite ± tetrahedrite or tennantite occurs in the retrograde skarn assemblages replacing pyroxene and wollastonite. Magnetite ± bornite replaces garnet as part of the retrograde alteration assemblage. Sulfides present in calc-silicate hornfels and marble include chalcopyrite-pyrite or pyrrhotite. Molybdenite occurs with calcite veins which crosscut skarn.

A second set of minerals, which are stable under increased oxidation states, replaces the earlier-formed ore minerals. These secondary minerals include chalcocite, digenite, covellite, native copper, malachite, chrysocolla, tenorite, hematite, and native gold. Microprobe analyses of samples of skarn from Zackly (Albert, 1986) indicate the presence of enargite or tennantite with the earlier-formed minerals, and cobalt-bearing gersdorfite ((Ni,Co)AsS) with the oxidized secondary minerals. These minerals tend to occur near surface and vertically above the first set described above.

The oxidized native gold-bearing mineralization at Zackly has been interpreted to be hypogene in origin with local surface weathering (Peterson et al, 1982). Supergene alteration has not been favored as a viable process for the formation of this alteration because 1) a well-developed enrichment zone is not present; 2) extensive silica deposition accompanies the alteration; and 3) the current arctic climate of the Zackly area is not suitable for the necessary oxidation and transport of copper and gold.

Alternatively, Ford (1988) believes supergene alteration is the likely origin of this mineralization based on 1) mineral relationships and textures indicate a sequence of oxidation replacement; 2) ore minerals are vertically zoned toward the surface; 3) the lack of a well-developed enrichment zone does not preclude supergene alteration and mineralization; 4) some of the extensive silica present at Zackly is probably a result of supergene alteration; and 5) the alteration at Zackly may have occurred during a warmer, pre-glaciation period.

If a supergene enrichment zone as described above is present at Zackly, it is poorly developed. A clear pattern of enriched supergene mineralization above primary sulfides is not evident.

Other potential mineralization styles at Zackly include syngenetic copper bearing exhalite zones in the Triassic volcanics, mineralized endoskarns in the volcanics/diorite and porphyry copper mineralization in intrusives/volcanics.

In summary, three stages of mineralization have been defined at Zackly:

1. Interstitial copper sulfides within exoskarns associated with an early hydrosilicate-sulfide event.
2. Native copper and fracture fillings and veinlets associated with a late hydrothermal event.
3. Gold, quartz, and calcite fracture fillings and veinlets associated with a late hydrothermal event.

The copper sulfide mineralization, which represents the bulk of the presently defined mineralization, occurs as interstitial sulfides (bornite, chalcocite, and local chalcopyrite) within calcsilicate exoskarns and as patches and veinlets of chalcopyrite in volcanic and diorite endoskarns (Cheff and Matthews, 1990). The late hydrothermal native copper fracture filling and vein mineralization occurs within both exoskarn and endoskarns (Cheff and Matthews, 1990). Gold occurs in the exoskarn as quartz and calcite-rich fracture fillings and veinlets in areas proximal to the biotite granodiorite and/or porphyritic diorite (Cheff and Matthews, 1990).

7.2.2 Kathleen-Margaret Workings

The historic Kathleen-Margaret workings are located on the eastern edge of the Stellar Property just south of Spray Creek and situated 14.5 km (9 miles) north of the Denali Highway (Fig. 4). Countryrock at the Kathleen-Margaret mine consists of basalt of the Nikolai Greenstone of Late Triassic age (Nokleberg et al., 1991). The rock is generally weakly cupriferous, and a 1- to 3-foot-thick layer of olivine basalt near the mine contains disseminated native copper and bornite (Saunders, 1961). The metabasalt is locally cut by numerous faults, tertiary diabase dikes, altered porphyritic dikes (Late Cretaceous or early Tertiary), and discontinuous quartz (Kurtak et al., 1992). One of the porphyritic dikes is exposed by the underground workings along a fault near a mineralized quartz vein (Kurtak et al., 1992). Characteristic alteration minerals in the deposit include epidote, which occurs in quartz veins and in the vein walls.

Copper occurs mainly in a swarm of veins that strike nearly north and dip steeply. Most of the veins in the swarm are less than 3 feet thick and can only be traced for 100 feet or less (Chapman and Saunders, 1954; Kaufman, 1964). The main vein of the mine, which has been developed in open cuts and underground workings, is locally more than 10 feet wide (Chapman and Saunders, 1954). This vein contained an ore shoot about 60 feet long, 5 feet wide, and 100 feet high. Material in the ore shoot was rich in copper. A shipment of about 15 tons of high-grade ore from the shoot assayed about 16.15 percent copper, 1.5 ounces of silver per ton, and 0.066 ounce of gold per ton (MacKevett, 1964). Copper-bearing veins, including the main vein, are either cut off or are weaker south of an east-west cross-structure. Veins consist mainly of quartz, calcite, bornite, chalcopyrite, and, where oxidized, malachite; locally they contain chalcocite, and barren parts of the veins are pyritic (MacKevett, 1964; Kurtak et al., 1992).

Anomalous levels of trace elements suggest that other minerals are present in small amounts. Antimony is generally present in assay quantities; its maximum detected concentration is 0.43 percent, an amount that led Kurtak et al. (1992) to speculate that stibnite is present in the veins. Zinc content of about 500 parts per million (ppm) in a few samples suggests the presence of sphalerite. Mercury was detected in a few samples with a high value of 721 ppm associated with high grade antimony sample noted above. Samples of vein material contain as much as 230 ppm tungsten, and 700 ppm tin was found in a sample that contained 13 percent copper (Nokleberg et al., 1991). Most vein samples contain at least small amounts of gold and silver (Kurtak et al., 1992). It appears that the main ore shoot, described above, contained about 1.5 ounces of silver per ton and 0.066 ounce of gold per ton on an average basis. A 7 foot vein segment sampled by Chapman and Saunders (1954) assayed 0.18 ounce of gold per ton, 1.2 ounces of silver per ton, and 8.99 percent copper. An adjacent 1.75-foot copper-rich vein segment contained no gold, but it assayed 2.55 ounces of silver per ton and 30.45 percent copper. The high tin (700 ppm) sample of Nokleberg et al. (1991) cited above also contained 300 ppm silver and 3.2 ppm gold.

7.2.3 Moonwalk

The Moonwalk prospect area is located between Cathedral Creek and the West Fork Maclaren River in the northern part of the Stellar Property (Fig. 4).

The geology at the Moonwalk prospect consists of a series of ENE-trending, moderate to steeply dipping sedimentary units, mainly black shale with lesser sandstone/siltstone, of probable late Paleozoic to Triassic age. The sediments have been intruded by a medium grained granodiorite(?) of unknown age best exposed on the north slope and eastern extent of the Moonwalk Ridge (Dodd, 2012). The intrusive appears to be a sill approximately 100m thick occurring over a strike length of approximately 700m (Dodd, 2012). The south side of the ridge contains more talus and less exposure than the north. Intrusive exposures are less evident there and appear to be more “intermixed” with sedimentary rocks (Dodd, 2012). Where observed by Millrock personnel, the intrusive appears to be finer grained with apparent dips to the north. The main intrusive does not appear to project either east or west of the ridge suggesting a “bowl-shaped” geometry. Dikes, typically less than 5m in width, can be found cutting sediments proximal to the main intrusive (Dodd, 2012). Dikes range from granodiorite, similar to the main intrusive, to fine grained felsic intrusives.

Alteration in the intrusive rocks consists of local biotite altering to iron oxides. Iron oxide staining is common on fracture surfaces imparting an orange-brown color to outcrops. Pervasive iron oxide staining is also common in shale/siltstone proximal to intrusive contacts. Disseminated pyrite is locally present in all altered rocks (Dodd, 2012).

Quartz ± carbonate veining is common in intrusive rock and adjacent altered sediments. Vein quartz is typically white and ranges from crystalline to massive “bull” quartz. Vein widths range from 3mm to more than 1m (Dodd, 2012). Vein trends of 355/78 and 090/70 dominate. A broad zone of east-trending veining appears to cut both intrusive and sedimentary rock. The vein zone projects east of Moonwalk Ridge where it is hosted in shale. Sulfide mineralization associated with veining on Moonwalk Ridge is variable and consists of pyrite with lesser stibnite, molybdenite and Cu-oxides. Sulfide mineralization appears to increase near intrusive contacts (Dodd, 2012).

Rock and soil samples collected by Millrock personnel from the prospect returned results consistently anomalous in gold, antimony arsenic, bismuth and zinc. A total of nineteen soil samples, covering an area approximately 700m by 500m over the altered/veined granodiorite averaged 1.15 g/t Au. Rock samples of mineralized vein material returned assays as high as 30.4 g/t Au (Dodd, 2012).

7.2.4 Mars

The Mars Prospect is located in the northeastern portion of the Clearwater Mountains, west of the Zackly deposit and on the west side of the West Fork of the Macclaren River (Fig. 4). The geology of the area is dominated by a major, terrain-bounding, low angle thrust fault where Cretaceous argillite from the Macclaren metamorphic belt is thrust over Late Triassic greenstone, limestone and argillite of the Clearwater Terrane. In the southeastern portion of the prospect area, another thrust fault juxtaposes the Clearwater Terrane atop basalt and andesites with interlayered limestones from the Amphitheater Group (Clautice et al., 1989).

The Mars Prospect contains several mineral occurrences including the historical Copper Knob and Joy Creek occurrences. In the northern portion of the Mars Prospect, two occurrences record porphyry-type mineralization with disseminated pyrite and chalcopyrite in argillite and felsic intrusive rocks and mineralized quartz veins (Ellis et al., 2004). The “Mex” scheelite skarn occurrence, previously explored by Cominco, is also located in the Mars Prospect area.

In the center of the Mars Prospect are several poly-metallic occurrences in Late Triassic andesite-basalt in footwall of the major low-angle thrust fault. These occurrences include gold-bearing quartz-carbonate veins, galena and sphalerite in brecciated greenstone and abundant pyrite in greenstone with locally abundant chalcopyrite, azurite and malachite (Ellis et al., 2004).

Other major occurrences include the historical Joy Creek and Copper Knob occurrences of the Clearwater Mountains claim group. The Joy Creek occurrence occurs in the complexly faulted rocks of the thrust footwall that include a Late Triassic greenstone, Triassic limestone and argillite and andesite of uncertain age. Mineralization is diverse and includes disseminated pyrite and chalcopyrite in an epidote-silica altered rock with local malachite staining, a gold-bearing copper skarn that occurs parallel to a quartz porphyry dike and gold-bearing altered sedimentary rocks (Ellis et al., 2004).

The Copper Knob occurrence also occurs in conjunction with a thrust fault that juxtaposes metabasalt of the Nikolai greenstone against argillite slate and limestone of uncertain age intruded by Cretaceous or early Tertiary dikes. The area is complex with gold, silver, copper, molybdenum and tungsten anomalies in diverse mineralization types including copper-gold skarn, mineralized dikes and shear zones and quartz veins. One significant occurrence in the area is a strongly pyritized fault zone as much as 15 feet wide that strikes west-northwest in Copper Creek and can be traced from 4700 feet to 5000 feet in elevation and for 500 feet on strike. Samples collected from this zone average 2.7 ppm gold (Ellis et al., 2004).

Mars was first visited by Millrock in 2010 following up on the large, orange color anomaly. The color anomaly is attributed to gossanous rocks, weathered carbonate rocks, and hornfelsed sediments. Cu, Au, or both Cu and Au were anomalous in many of the surface samples collected. The main Cu-Au geochemical anomaly is coincident with a strong circular magnetic anomaly, the center of which is composed of diorite with chalcopyrite veins. Significant geochemical results include a 1.2 km soil traverse averaging 462 ppm in Cu, a 950m soil traverse averaging 763 ppm Cu and a 900m soil traverse averaging 891 ppm Cu. In addition, a sample of altered diorite collected from the center of the magnetic anomaly returned 0.51% Cu, 0.21 ppm Au and high grade rock samples of 7.4% Cu and 1.79 ppm Au were collected from float and a gossanous gully, respectively.

8. DEPOSIT TYPES

The Stellar Property is located in the Valdez Creek Mining District about 300 km (186 mi) north of Anchorage in the Central Alaska Range and is considered favorable for the occurrence of porphyry copper/gold and/or intrusive (plutonic)-related gold deposits.

Several gold and copper prospects occur on the Stellar Property. The history of these is described in Chapter 6, the geology and mineralization is described in Chapter 7. The deposit types being investigated on the Stellar Property are: 1) Cu-Au Porphyries, 2) Cu-Au Skarns, 3) Cu-Ag (- Au) vein type mineralization and 4) plutonic-related gold mineralization. The QP believes that mineralization and alteration are suggestive of the four different deposit types, but should not be entirely limited to these deposit models.

8.1 Cu+/-Mo+/-Au Porphyry Deposits

The QP believes that the deposit profile L04 for Cu+/-Mo+/-Au Porphyry Deposits described by Panteleyev (1995) is applicable to the porphyry copper-gold mineralization that occurs on Millrock's Mars prospect on the Stellar Property as it shows many of the characteristics of this deposit model, but should not be entirely limited to this deposit model. Recent geologic investigations by Millrock indicate that there is potential for copper-gold porphyry mineralization north of the Zackly Cu-Au Skarn.

Porphyry deposits are the world's most important source of Cu and Mo, and are major sources of Au, Ag, and Sn; significant byproduct metals include Re, W, In, Pt, Pd, and Se (Sinclair, 2007). Porphyry deposits typically contain hundreds of millions of tonnes of ore, although they range in size from tens of millions to billions of tonnes; grades for the different metals vary considerably but generally average less than 1%. In porphyry Cu deposits, for example, Cu grades range from 0.2% to more than 1% Cu; in porphyry Mo deposits, Mo grades range from 0.07% to nearly 0.3% Mo (Sinclair, 2007). In porphyry Au and Cu-Au deposits, Au grades range from 0.2 to 2 g/t Au (Sinclair, 2007). Associated igneous rocks vary in composition from diorite-granodiorite to high-silica granite; they are typically porphyritic epizonal and mesozonal intrusions, commonly subvolcanic.

Deposit types associated with Cu+/-Mo+/-Au Porphyry deposit profile L04 that are interpreted to occur on the Stellar Property are Skarn Cu (K01, Skarn Au (K04), and Placer Au (C01, C02). See B.C. Mineral Deposit Profiles for more details.

8.2 Cu-Au Skarn Deposits

The QP believes that the deposit profiles K01 and K04 for Cu Skarn and Au Skarn Deposits described by Ray (1995 and 1998) are applicable to the copper-gold skarn mineralization that occurs on Millrock's Zackly prospect on the Stellar Property as they show many of the characteristics of these deposit models, but should not be entirely limited to them.

Copper skarn deposits (K01) related to mineralized Cu porphyry intrusions tend to be larger, lower grade, and emplaced at higher structural levels than those associated with barren stocks. Most Cu skarns contain oxidized mineral assemblages, and mineral zoning is common in the skarn envelope. Those with reduced assemblages can be enriched in W, Mo, Bi, Zn, As and Au (Ray, 1995). Copper skarn deposits average 1 to 2 % copper (Ray, 1995). Worldwide, they generally range from 1 to 100 Mt, although some exceptional deposits exceed 300 Mt (Ray, 1995).

Many gold skarns (K04) are related to plutons formed during oceanic plate subduction. There is a worldwide spatial, temporal and genetic association between porphyry Cu provinces and calcic Au skarns (Ray, 1998). Gold skarn deposits range from 0.4 to 13 Mt and from 2 to 15 g/t Au (Ray, 1998).

Deposit types associated with Cu Skarn deposit profile K01 and Au Skarn deposit Profile K04 that are interpreted to occur on the Stellar Property are Cu+/-Mo+/-Au Porphyry (L04) and Au placers (C01, C02). See B.C. Mineral Deposit Profiles for more details.

8.3 Cu+/-Ag Quartz Vein Deposit

The QP believes that the deposit profile I06 for Cu+/-Ag (-Au) Quartz Vein Deposits described by Lefebure (1996) is applicable to the copper-silver (-gold) mineralization that occurs on Millrock's Kathleen-Margaret prospect on the Stellar Property as it shows many of the characteristics of this deposit model, but should not be entirely limited to this deposit model.

Cu-Ag (-Au) quartz veins occur in virtually any rocks although the most common hosts are clastic metasediments and mafic volcanic sequences. Mafic dikes and sills are often spatially associated with metasediment-hosted veins (Lefebure, 1996). These veins are also found within and adjacent to felsic to intermediate intrusions (Lefebure, 1996). The deposits form simple to complicated veins and vein sets which typically follow high-angle faults which may be associated with major fold sets. Single veins vary in thickness from centimetres up to tens of meters (Lefebure, 1996). Major vein systems extend hundreds of meterss along strike and down dip (Lefebure, 1996).

Cu-Ag quartz veins are common in copper metallogenetic provinces; they often are more important as indicators of the presence of other types of copper deposits (Lefebure, 1996). Cu-Ag quartz vein deposits typically range from 10,000 to 1,000,000 t with grades of 1 to 4% Cu, nil to 300 g/t Ag (Lefebure, 1996).

Deposit types associated with Cu+/-Ag Quartz vein deposit profile I06 that are interpreted to occur on the Stellar Property are copper skarns (K01) and Cu+/-Mo+/-Au porphyries (L04). See B.C. Mineral Deposit Profiles for more details.

8.4 Plutonic-Related Gold Quartz-Vein Deposit

The QP believes that the relatively new model L02 for Plutonic-related Au Quartz Veins and Veinlets described by Lefebure and Hart (2005) is applicable to the gold quartz-vein mineralization that occurs on Millrocks's Moonwalk prospect on the Stellar Property as it shows many of the characteristics of this deposit model, but should not be entirely limited to this deposit model. Gold mineralization of this deposit type is hosted by millimeter to meter-wide quartz veins hosted by equigranular to porphyritic granitic intrusions and adjacent hornfelsed country rock. The veins form parallel arrays (sheeted) and less typically, weakly developed stockworks (Lefebure and Hart, 2005).

Mineralization of deposit model L02 can be divided into intrusion-related, epizonal and shearveins. Intrusion-related mineralization (Fort Knox type) typically occurs widespread sheeted vein arrays. The arrays typically consist of numerous sheeted, or less commonly stockwork, veinlets and veins that form zones that are 10's of meters wide, and continuous for several 10's of metres (Lefebure and Hart, 2005). The veins are commonly hairline to centimeters wide, while some veins may be up to tens of meters thick. Epizonal mineralization (Donlin Creek type) is typically less focused, and may be disseminated, or occur as replacements. The thicker shearveins (Pogo type) are typically in fault zones outside of the pluton. The sheeted and stockwork zones extend up to a kilometer in the greatest dimension, while individual veins can be traced for more than a kilometer in exceptional cases (Lefebure and Hart, 2005).

The host rocks are granitic intrusions and variably metamorphosed sedimentary rocks. Associated volcanic rocks are rare. The granitoid rocks are lithologically variable, but typically granodiorite, quartz monzonite to granite (Lefebure and Hart, 2005).

The bulk mineable, intrusion-hosted low grade sheeted vein deposits contain tens to hundreds of million tonnes of ~ 0.8 to 1.4 g/t Au. The epizonal deposits have slightly higher grades, 2-5 g/t Au and the shear veins have form high grade deposits contain hundreds of thousands to millions of tonnes grading ~10 to 35 g/t Au (Lefebure and Hart, 2005).

Deposit types associated with Plutonic-related Au Quartz Vein deposit profile L02 that are interpreted to occur on the Stellar Property are Au skarns (K04), and possibly Cu+/-Ag (-Au) Quartz Vein veins (I06). The veins commonly erode to produce nearby placer deposits (C01, C02). See B.C. Mineral Deposit Profiles for more details.

9. EXPLORATION

Millrock's exploration work on the Stellar Property consisted of reconnaissance sampling and geological mapping during the field seasons of 2010 and 2012. In 2010 Millrock collected 128 soil samples, 54 rock samples and 56 stream sediment samples. In 2012 Millrock collected 212 soil samples and 133 rock samples. In total 187 rock samples, 340 soil samples and 56 stream sediment samples were collected by Millrock on the Stellar claim block in 2010 and 2012.

Maps showing results for soil sampling surveys conducted by Millrock Resources and previous operators of the Stellar Property are attached as Figures 8 through 9 for the elements gold and copper. Maps showing results for rock and stream sediment sampling surveys conducted by Millrock Resources on the Stellar Property are attached as Figures 10 through 13 for the elements gold and copper.

Of the 340 soil samples collected, 49 soil samples showed gold values above 0.1 ppm gold and 43 soil samples showed copper values above 400 ppm. 20 soil samples were below detection limit for gold. Of the 340 soil samples collected, all soil samples were above detection limit for copper.

Of the 187 rock samples collected, 17 rock samples showed gold values above 0.4 ppm gold and 29 rock samples showed copper values above 0.1%. All rock samples were above detection limit for gold and copper.

The 2010 field exploration program had a regional approach to investigate known occurrences and to test areas presumed to be underlain by favorable geology in the Stellar area. Reconnaissance sampling was conducted.

The field exploration program in 2012 had two major objectives. First, to determine the extent of the mineralization zone at the Zackly prospect and secondly to test areas presumed to be underlain by favorable geology to expand the geochemical expression of known mineralized zones beyond those identified by previous work. Limited geologic mapping was conducted.

Results from the 2012 sampling program highlighted a large copper-gold anomaly north of the previous historical work at Zackly. Soil samples at Zackly were taken primarily in the diorite and volcanic rocks north of the known skarn mineralization. A rough soil grid was sampled with stations spaced around 725 feet at lines spaced 1,200 feet apart. The results show a large 6,600 feet (2,012m) long continuous copper-gold anomaly north of the skarn mineralization that averaged 914 ppm Cu and over 0.08 ppm Au. The anomaly is open to the north, west and to the east and may be part of a larger porphyry copper system. Sampling was also conducted to the south and to the west of the Main Skarn and resulted in the discovery of a 0.5 km by 0.3 km copper gold anomalous area south of Gold Boulder that remains open to the south. Copper gold anomalies extending west of the Main Skarn near the West Fork River were also discovered.

Maps showing results for soil sampling surveys conducted by Millrock Resources and previous operators of the Zackly Prospect are attached as Figures 14 through 15 for the elements gold and copper.

In 2012 Millrock followed up the 2010 prospecting with more sampling and geological mapping at the Moonwalk Prospect. The ridge consists of a broad, granodiorite altered zone locally containing anomalous to ore grade gold values in rock and soil. 19 soil samples within the granitic intrusion average 1.15 g/t Au with a high of 3.54 g/t Au. The granodiorite is a large orange color anomaly that covers an exposed area of around 700 m by 500 m. Talus and outcrop rock chip samples were collected over the western and eastern portion of the granodiorite. Samples from the western area averaged 1.10 g/t Au over 140 m while the eastern area samples averaged 0.55 g/t Au over 85 m. A grab sample in a quartz-sulfide vein within the granodiorite assayed 30.45 g/t Au. The Moonwalk Prospect is also highly anomalous in arsenic, bismuth, antimony and zinc. The mineralization at Moonwalk is indicative of an intrusion-related gold system. Figure 16 shows the results for soil and rock geochemical surveys conducted by Millrock Resources at the Moonwalk Prospect for the element gold.

In 2012 soil and rock samples were taken over a color anomaly located on the Mars Prospect across the West Fork valley west of Zackly. Mars was first visited by Millrock in 2010. Follow-up mapping and sampling in 2012 showed this target has significant Cu-Au porphyry potential. The color anomaly is attributed to gossanous rocks, weathered carbonate rocks, and hornfelsed sediments that are located located within a portion of the magnetic anomalies identified by Noranda (Hemlo Gold).

The 2012 exploration work revealed a 2 mile north-south long zone of anomalous copper-gold with an isolated zone of anomalous molybdenum. The anomaly is at least 1.2 km wide with traverses averaging 462 ppm Cu over 1.2 km, 763 ppm Cu over 950 m, 891 ppm Cu over 900 m with gold grades in rocks as high as 1.79 g/t Au. One rock sample within the area assayed 7.40% Cu. Some of the strongest geochemical anomalies are coincident with the stronger magnetic anomalies in an area with altered intrusive rocks. A grab sample in the center of a magnetic high in altered diorite assayed 0.51% Cu and 0.21 g/t Au.

Maps showing results for soil sampling surveys conducted by Millrock Resources at the Mars Prospect are attached as Figures 17 through 19 for the elements gold, copper and molybdenum.

The 2012 exploration work conducted by Millrock also identified a gold in soil anomaly (“the Pluto occurrence”) associated with a granodiorite pluton that is crosscut by quartz veins located on a high ridge above glaciated terrain. 8 soil samples were collected along an 800m traverse and averaged 0.16 g/t gold.

Another discovery that was made by Millrock in 2012 on the Stellar Property was a copper stained outcrop of andesite (“the Titan occurrence”) that shows intense stockwork epidote veining. A representative grab sample of the outcrop yielded 0.31% Cu.

The copper and gold-anomalous areas on the Stellar Property warrant further field investigation. The QP believes the data obtained during the 2010 and 2012 the field programs to be reliable.

The 2010 and 2012 reconnaissance sampling programs were carried out by Millrock and were supervised by Millrock President and CEO, Gregory Beischer, a Qualified person as defined by NI43-101, who approved the information contained in this release.

10. DRILLING

Millrock has not conducted any drilling on its Stellar Property. The following sections summarize the historical drilling at the Zackly Prospect and at the historic Kathleen-Margaret Workings on the Stellar claim block.

10.1 Zackly

5 drilling campaigns have been conducted at the Zackly Prospect. The bulk of the drilling was done by Resource Associates of Alaska (RAA) and UNC Teton Exploration Drilling, Inc. in 1981, 1982 and in 1987. Since 1987 a combined total of 10 holes have been drilled by Phelps Dodge in 1990 and Hemlo Gold (Noranda) in 1994.

1981, 1982 and 1987 - Resource Associates of Alaska (RAA) , UNC Teton Exploration Drilling, Inc., Nerco Mining Company

In 1981 about 9,723 feet of diamond drilling was completed on 21 drill holes located on centers spaced 400 feet apart that tested approximately 7,200 feet of strike along the limestone-diorite contact (Peterson, et al., 1982). High grade copper-gold mineralization was encountered along 2,900 feet of strike at the Main Skarn along the limestone-diorite contact at depths of up to 500 feet (Peterson et al., 1982).

For the 1981 drilling program two “Longyear 28 drill rigs” and one “Longyear 38 fly drill rig” were used. The core diameter drilled varied between NX (54mm) and BX (41.3mm). All holes were drilled at inclinations between -45 and -60 degrees (Peterson et al., 1982).

In 1982 about 19,210 feet of diamond drilling was completed on 17 successful and 2 abandoned holes (Peterson et al., 1982). The locations of these holes were designed to infill the previous holes drilled at the Main Skarn as well as test the Middle Skarn and the Eastern Skarn. Mineralization in the Main Skarn was intersected from surface to depths of 600 feet to 800 feet along strike for approximately 2,900 feet (Peterson et al., 1982). High grade copper-gold mineralization was also encountered in a few holes within the Middle and Eastern Skarns. This suggested that mineralization from the Main Skarn could extend for at least another ½ mile to the east (Peterson et al., 1982).

For the 1982 drilling program two “Longyear 38 fly drill rigs” and one “Longyear 44 drill rig” were utilized. All of the drill holes were collared with HQ (63.5mm) rod and reduced to NQ (47.6mm) and NX (54mm) sized core. Only one hole was drilled at 90 degrees, the rest were drilled at inclinations between -46 and -76 degrees (Peterson et al., 1982).

The QP has several concerns with the drilling performed in 1981 and 1982. The primary concern is that the recovery rates were very low and intervals with significant core loss were within the areas of mineralization. Second, all drill holes were selectively sampled; third, no metallic screen testing was conducted; fourth, the core diameter was too small to properly sample a coarse gold system and last, many of these holes were drilled to predetermined depths and ended in skarn or mineralization.

The QP cannot comment on the relationship between the sample length and the true thickness of the mineralization, nor can he commend on the orientation of the mineralization as he was not present during the 1981 and 1982 drilling programs. The QP examined selected mineralized intercepts in the drill core of holes Z-01-81 to Z-15-81 and also Z-24-81 to Z-39-81. The mineralized intercepts examined could be best described as "skeleton core" and no relationship between the sample length and the true thickness could be determined. The examined drill core is stored at a secure storage facility in Fairbanks, Alaska. The drill core is in a poor state; i.e., very low recovery and lack of structural and rock contact relationships. It is unknown where the rest of the 1981-1982 drill core is located.

In 1987 Resource Associates of Alaska (RAA) and Alaska Boulder, Inc. drilled 43 rotary holes with a total footage of 9,708 feet and 6 diamond drill holes with a total footage of 1,280 feet on the Zackly Prospect. Drilling concentrated on the Main Skarn, but also tested the Middle Skarn, the Eastern Skarn and the Gold Boulder areas (NMCO, 1987). Rotary holes were drilled with 4 inch (101.6mm) and 4.5 inch (114.3mm) diameter rods; and the drill core diameter varied in between HQ (63.5mm) and NC (56.1mm) (NMCO, 1987). The rotary holes had five foot sample intervals whereas the diamond drill holes had two foots sample intervals in the ore zones.

Drilling within the Main Skarn consisted of reverse circulation drilling with holes positioned at angles between -45 and -65 degrees. These holes were designed to test relatively shallow mineralization. Mineralization was generally intercepted between 20 feet to 350 feet deep and a few holes tested mineralization down to a maximum depth of 1,084 feet. The following conclusions were derived from the results of the Main Skarn exploration: 1) the Main Skarn may consist of a series of interleaved fault slices, 2) high-grade mineralization is closely associated with green garnet skarn, 3) both the high- and low-grade sections of skarn are limited with depth, 4) the variation in skarn mineralogy and mineralization identified by closely spaced drilling indicates that the pattern of mineralization is complex, 5) unusually high-grade gold intercepts on the west end of the Main Skarn zone are typically associated with magnetite-bearing skarn (NMCO, 1987).

Drilling within the Middle Skarn was done with holes angled between -45 and -65 degrees that tested mineralization up to 400 feet deep. Mineralization in the Middle Skarn area appeared to be a continuation from the Main Skarn, but with a thicker mineralized endoskarn unit. High-grade gold values from magnetite-chalcopyrite skarn in the altered volcanics and faulted rocks indicate the importance of volcanics and faults as a potential ore hosts (NMCO, 1987). The skarn package in the Middle Skarn is also disrupted by a diorite porphyry intrusion. The porphyry is remains untested and has potential to also be an ore host.

Four drill holes were completed in the East Skarn area during 1987. These holes were drilled between -45 and -75 degrees up to depths of between 180 feet and 495 feet. Mineralization is present sporadically within some of the limestone bodies and no coherent zones of mineralization were located.

Results indicate that a zone of low-grade gold hosted by endoskarn or porphyry may be present north of the Middle Skarn area (NMCO, 1987).

Two holes were drilled in the Gold Boulder area which is located south of the Limestone of the Main Skarn. Drill results showed that the diorite porphyry at the Gold Boulder area is not a coherent mass connected to the Middle Skarn, but rather several small discontinuous bodies perhaps displaced by northeast-trending faults (NMCO, 1987). These holes were designed to test for skarn mineralization between the porphyry and the limestone. It appears that there is continuation of the limestone and andesite skarn to the east and endoskarn and/or porphyry mineralization potential was not properly tested (NMCO, 1987).

The QP has several concerns with the drilling performed in 1987. The primary concern is that the reported recovery rates were very low. For the RC holes, recoveries were calculated by comparing the actual density of the recovered chips to the estimated expected density of the chips that should have been generated by a 4.5 inch rock bit. Another major concern is that the drilling at the Main Skarn was shallow, with most holes terminating at depths less than 200 feet. The QP cannot comment on the relationship between the sample length and the true thickness of the mineralization, nor can he commend on the orientation of the mineralization as he was not present during the 1987 drilling program. It is unknown where the 1987 drill core and RC chip trays are stored; therefore, the QP could not examine selected mineralized intercepts in the drill cores and chip trays from the 1987 drilling program.

Appendix B presents significant intercepts of the drilling programs conducted in 1981, 1982 and 1987. The QP does not believe that the drill intercepts presented in Appendix B represent true widths. Figure 7 shows a plan view map of the 1981, 1982 and 1987 drill hole locations.

1990 - Nerco Mining Company and Phelps Dodge Mining Company JV

In 1990 drilling conducted by the Nerco Mining Company and Phelps Dodge Mining Company Joint Venture concentrated within the Gold Boulder area and the western extension of the Main Skarn (Cheff and Matthews, 1990). Results from a ground magnetic survey indicated a weak magnetic anomaly within the western extension of the Main Skarn. This anomaly was followed up with diamond core drilling totaling 1,268 feet in three holes. The drilling was performed with a Heli-65 diamond drill contracted from Boyles Brother Drilling Company (Chef and Matthews, 1990). All holes were cased to competent bedrock using HX rod with completion of all holes using NX rod. The three holes were drilled at -55 and -60 degrees inclination and drilled to depths ranging between 164 feet and 624 feet (Cheff and Matthews, 1990).

Mineralization was successfully drilled to a depth of 566 feet within skarn in the western extension of the Main Skarn. Mineralization consisted of disseminated pyrite/chalcopyrite within garnet-rich exoskarn (Cheff and Matthews, 1990). Analytical results show gold values ranging from 11 ppb to 263 ppb and copper values generally from the 200 ppm to 400 ppm range with high values of 1,309 ppm and

2,081 ppm (Cheff and Matthews, 1990). One hole intersected porphyritic monzodiorite within the Golden Boulder zone with weakly mineralized endoskarn or development or porphyry alteration. Analytical results show gold values ranging from <5 ppb to 48 ppb and copper values were generally from the 100 ppm to 300 ppm range with a high value of 687 ppm (Cheff and Matthews, 1990).

The QP cannot comment on the relationship between the sample length and the true thickness of the mineralization, nor can he commend on the orientation of the mineralization or recovery as he was not present during the 1990 drilling program. It is unknown where the 1990 drill core is stored; therefore, the QP could not examine selected mineralized intercepts in the drill core from the 1990 drilling program. Note that the only information available for the drilling conducted by Phelps Dodge in 1990 is an annual report by Cheff and Matthews (1990). The drilling information within the annual report describes a generalization of average copper grades and mentions a couple of the highlight copper grades. The report does not include any indication of collar locations, drill intercepts or any geological data.

1994 - Pacific Northwest Resources (PNR) and Hemlo Gold Mines JV

A two-phase exploration program was undertaken by the Pacific Northwest Resources- Hemlo Gold Mines JV in 1994 to follow up anomalies near the East Skarn zone. Induced polarization coverage was completed in the East-Middle Skarn area followed by a 7 hole rotary drill program totaling 1,510 feet with only 2 holes reaching bedrock. All rotary holes were drilled with 4.5 inch (114.3mm) diameter rods with inclinations between -45 and -70 degrees. The rotary holes had five foot sample intervals.

One hole was drilled just east of Hennessy Hill and encountered altered diorite endoskarn and limestone exoskarn. Elevated values were obtained in the 365-38 feet interval which averaged 168 ppb gold and 1,021 ppm Cu (Bidwell and Robertson, 1994). The geophysical conductive-chargeable anomalies were explained by the hole intersecting up to 3% sulfides in the RC chips. A second hole tested an IP chargeability high/copper soil anomaly north of the Middle and Eastern Skarn areas. Mafic andesite with minor garnet skarn was intersected through the entire hole. Minor chalcopyrite and native copper were noted in the chips with pyrite averaging 1-2%. The best assays were 220 ppb Au and 1780 ppm copper over a 5 foot interval (Bidwell and Robertson, 1994).

The QP cannot comment on the relationship between the sample length and the true thickness of the mineralization, nor can he commend on the orientation of the mineralization or recovery as he was not present during the 1994 drilling program. It is unknown where the 1994 drill core is stored; therefore, the QP could not examine selected mineralized intercepts in the drill core from the 1994 drilling program. The only information available for the 1994 drilling program is hard copies of the drill logs and the corresponding assays. The collar coordinates for these holes were recorded in a local grid coordinate system that isn't fully understood yet by the issuer.

The table below provides a summary of drill holes, drill footage and companies for the five drilling programs conducted between 1981 and 1994.

Companies	Year	Holes	DD (ft)	DD (m)	RC (ft)	RC (m)
RAA and UNC	1981	21	9723	2964		
RAA and UNC	1982	19	19210	5855		
NMCO and Alaska Boulder	1987	49	1280	390	9708	2959
NMCO and Phelps Dodge	1990	3	1268	386		
NMCO (PNR) and Hemlo Gold	1994	7			1510	460
TOTAL		**99**	**31481**	**9595**	**9708**	**3419**

Table 1: Summary of drill holes, drill footage and companies of the 1981, 1982, 1987, 1990 and 1994 drilling programs.

10.2 Kathleen-Margaret Workings

In 1955 a total of 1,407 feet of underground exploratory drilling was conducted by Alaska Copper Mines Inc. at the Kathleen-Margaret workings (Saunders, 1957). In particular, 13 percussion holes totaling 731 feet and 8 diamond holes totaling 676 feet of diamond core were drilled to guide the underground operation. Good copper minerals (bornite, chalcopyrite and chalcocite) in quartz veins up to 14 feet were observed in the drill cores (Saunders, 1957). Core recovery was considered poor due mainly to fractured rock and ground water. However, sludge was recovered and used when necessary for assay and study (Saunders, 1957). Work accomplished by the Alaska Copper Mines during 1954 and 1955 indicated, by diamond core drilling, that several minable ore bodies exist (Maclaren River Copper Corporation, 1957). One ore body consisting of approximately 25,000 tons of minable ore, was blocked out by diamond core drilling (Maclaren River Copper Corporation, 1957).

In 1957-58, more underground diamond drilling was conducted by the Maclaren River Copper Corporation. In February 1958 a total of 18 diamond drill holes had been completed on the Kathleen-Margaret workings (Fairbanks, 1958). Kurtak et al. (1992) state that in between 1953 and 1959 1,140 feet of diamond drilling was conducted at Kathleen-Margaret, however, the total drill footage unknown.

Fairbanks (1958) describes Diamond Drill Hole No. 17 in particular as it was the first long diamond drill hole (252 feet) drilled by the Maclaren River Copper Corporation.

"The cores and sludges from Diamond Drill Hole No. 17, representing the vein and country rock immediately adjacent to each side of the vein only were assayed. For the assay, the cores were taken in five-foot lengths to determine the distribution of the copper minerals and gold within the vein. The recovered cores show that the drill hole passed through vein material for 46 feet. Since the inclination of the hole was -60 degrees, the vein vertical, and the drill hole intersected the vein at about right angles, the actual horizontal distance represented by the 46 feet is about 23 feet of vein width. From 213 feet to 217 feet, and from 219 feet to 225 feet, is not vein material, but country rock. The two quartz stringers, 211 feet to 213 feet and 217 feet to 219 feet, are too low grade to be considered ore. The vein of actual

mineable ore extends from 173 feet to 198 feet in the drill hole, or a vein width of 12.5 feet. The barren quartz, 198 feet to 200 feet, would not be mined. The average core assay for the vein represented from 173 feet to 198 feet is 4.28% copper. The average sludge assay for the same section is 4.81% copper. Combining the core and sludge gives an average for the hole of 4.62% copper."

The QP cannot comment on the relationship between the sample length and the true thickness of the mineralization, nor can he commend on the orientation of the mineralization or recovery as he was not present during the 1955-1958 drilling programs. It is unknown where the Kathleen-Margaret drill core is stored or if it still exists; therefore, the QP could not examine selected mineralized intercepts in the drill cores from the Kathleen-Margaret drilling programs.

11. SAMPLE PREPARATION, ANALYSES AND SECURITY

11.1 Soil Sampling

During the 2010 and 2012 field seasons, Millrock collected a total of 340 soil samples on the Stellar Property. Millrock's 2010 and 2012 soil sampling programs were designed to test areas presumed to be underlain by favorable geology to expand the soil geochemical expression of mineralized zones beyond those identified by previous work.

Maps showing results for soil geochemical surveys conducted by Millrock Resources and previous operators of the Stellar Property are attached as Figures 8 through 9 for the elements gold and copper

Soil samples were collected where soil was accessible above the permafrost layer at a depth no greater than 3 feet. Soil samples were collected from below surface organic debris with hand tools. Soil pits were dug every 200 meters along lines spaced 400 meters on a grid designed to extend previous soil sample lines.

The samples were representative of the soils at each sample site and there are no known factors that could result in a bias in the resultant data.

The average soil sample weight was 0.5 kilograms. The sample site data was recorded in a handheld computer/GPS field unit running a customized database system which synchronizes with Microsoft Access and ArcGIS. The sample material was placed in individual, labeled sample bags and taken to the Maclaren River Lodge each evening where they were stored in a secure storage facility.

Soil samples by Millrock were inventoried, dried, and placed in shipping bags for shipment to the laboratory for analysis and transported from the Maclaren River Lodge to Anchorage by Millrock personnel. All soil samples collected in 2010 were shipped via truck directly to ALS Chemex Laboratories in Fairbanks, Alaska. All soil samples collected by Millrock in 2012 were transported to a secure storage facility at Millrock's office in Anchorage by Millrock personnel until they were picked up by ALS Minerals personnel and taken to the ALS laboratory in Anchorage.

All soil samples collected during the 2010 field season were analyzed at ALS Chemex Laboratories of Fairbanks, Alaska, an ISO 9001:2000 accredited laboratory. Sample preparation procedures were done using the PREP-41 method. The analytical methods used were the standard methods for conventional soils, ME-MS41 for multi-element and Au-ICP21 for gold.

All soil samples collected during the 2012 field season were analyzed at ALS Minerals Laboratories of Anchorage, Alaska, an ISO 9001:2000 accredited laboratory. Sample preparation procedures were done using the PREP-41 method. The analytical methods used were ME-MS61 for multi-element and Au-AA23 for gold.

11.2 Rock Sampling

During the 2010 and 2012 field seasons, Millrock collected 187 rock samples on the Stellar Property. Millrock's rock sampling programs were designed to determine the extent of the mineralization and alteration zones.

Maps showing results for rock geochemical surveys conducted by Millrock Resources on the Stellar Property are attached as Figures 10 and 11 for the elements gold and copper.

Three separate rock sampling methods were employed during the 2010 and 2012 field seasons. The first method was representative grab samples of outcrops. They were collected where rock was exposed for sampling. The samples were representative of the rocks at each sample site and there are no known factors that could result in a bias in the resultant data.

The second method of rock sampling was a high grade sampling procedure. This procedure is used to gather information to identify any significant higher grade intervals within a lower grade intersection. It is an important tool to help narrow down possible sites for further exploration or drilling. High grade samples were collected where rock was exposed for sampling. Considerations for sampling include amount of sulfides or ore minerals, color, lithology, veining and alteration. Each high grade sample is one individual rock sample as opposed to multiple rock samples placed into a sample bag. Factors that could result in bias include misinterpretation of sulfides or ore minerals.

The third method of rock sampling was random talus chip sampling. The considerations in where to chip sample are color, lithology, veining, alteration and amount and type of sulfides in the outcrop. Red or orange zones are looked for to target the chip sampling. If no color anomalies exist then other criteria include veining, either sheeted, stockwork or individual veins. Alteration and amount of sulfides also helps in zeroing in a chip sampling target. The last consideration is lithology of the outcrop or a change in lithology.

After using these considerations to determine a chip sampling site, the next step it to set up the chip sampling interval. In order to do this the overall width of the sample site must be determined by using a tape measure and running it along the bottom of the proposed chip sample area and marking on the rock the individual intervals, 5ft, with a permanent marker. The beginning is determined by starting in tombstone or dead outcrop, as in no alteration, sulfides, veining or color. Millrock starts one interval, 1.5m or 5ft, into the dead outcrop and transition into the target area. The end is determined by going one interval, 5ft, out of the target area, into dead outcrop. This technique helps with the chemical analysis of the outcrop as one transitions from tombstone outcrop to the target area. It can also aid in determining what alteration the target area has gone under when compared to the tombstone outcrop.

The usual individual interval for chip sampling is 1.5m or 5ft. The only changes to the interval is if there is a change in lithology in the outcrop due to a dike or an abrupt change in the rock type. Then the width of the sample is determined by the width of the dike or the start of a new lithology.

Chip samples are random representative samples, purposely attempting to attain average samples for the length of the talus chips over the length of the sample, and not a high grade samples. From the beginning of the interval to the end a straight line is maintained while chip sampling, although there are various reasons why a straight line is not possible. These include the shape of the outcrop, hardness of the rock, safety issues such as loose rock above or loosening rocks while chip sampling. Even if a straight line cannot be kept, in order to keep the representation the sampler moves vertically along the outcrop in order to keep the line as straight as possible.

The equipment used for chip sampling is terrain dependent. On flat or less steep ground the preferred method is to use a gas powered rotary hammer. The rotary hammer enables you to get a higher quality representative sample from the outcrop as the sampler can keep a straighter line while sampling. When the terrain is steep the switch is made to hammer and cold chisels to do the sampling. This is due to the difficulty in working on steeper terrain and the lack of room and harder angles associated with chip sampling on steep terrain.

The collection method is done according to which equipment you are using. With the hammer drill, a tarp is put along the 5ft interval collecting the chips as they are hammered off the outcrop. The hammer and chisel method uses a sample bag, that individual chips are put into as you hammer them off the outcrop.

Maps showing results for Millrock's rock sampling surveys are attached as Figures 10 and 11 for the elements gold and copper.

The average rock sample weight was >1 kilogram. The sample site data was recorded in a handheld computer/GPS field unit running a customized database system which synchronizes with Microsoft Access and ArcGIS. Representative rock samples were placed in individual, labeled sample bags and taken to the Maclaren River Lodge each evening where they were stored in a secure storage facility.

Rock samples collected by Millrock were inventoried and placed in shipping bags for shipment to the laboratory for analysis and transported from the Maclaren River Lodge to Anchorage by Millrock personnel. All rock samples collected in 2010 were shipped via truck directly to ALS Chemex Laboratories in Fairbanks, Alaska. All rock samples collected by Millrock in 2012 were transported to a secure storage facility at Millrock's office in Anchorage by Millrock personnel until they were picked up by ALS Minerals and taken to the ALS laboratory in Anchorage.

Rock samples collected during the 2010 field season were analyzed at ALS Chemex Laboratories of Fairbanks, Alaska, an ISO 9001:2000 accredited laboratory. Sample preparation procedures were done using the PREP-31 method. The analytical methods used were the ME-ICP61 for multi-element and Au-ICP22 for gold.

Rock samples collected during the 2012 field season were analyzed at ALS Minerals Laboratories of Anchorage, Alaska, an ISO 9001:2000 accredited laboratory. Sample preparation procedures were done using the PREP-31 method. The analytical methods used were ME-MS61 for multi-element and Au-ICP22 for gold.

11.3 Stream Sediment Sampling

During the 2010 season, Millrock collected 56 stream sediment samples on the Stellar Property. Maps showing results for stream geochemical surveys conducted by Millrock Resources on the Stellar Property are attached as Figures 12 and 13 for the elements gold and copper.

Stream sediment sampling is an effective way to determine future areas to soil and rock sample. Stream sediment samples were taken from best sample locations possible, usually at the downstream end of a gravel bar, a back-eddy pool where current is diminished, but generally in low velocity depositional environments where -20 mesh sediments were targeted. Factors that could result in bias include contamination from previously taken stream sediment samples left on sampling tool. Each sampler was trained to clean their tool after each use to minimize contamination. The minimum sample weight for stream sediments was 2 kilograms.

Stream sediment samples collected by Millrock in 2010 were inventoried, dried, and placed in shipping bags for shipment to the laboratory for analysis. All samples were stored in a secure storage facility at the Maclaren River Lodge until they were shipped via truck directly to ALS Chemex Laboratories in Fairbanks, Alaska.

All stream sediment samples collected during the 2010 field season were analyzed at ALS Chemex Laboratories of Fairbanks, Alaska, an ISO 9001:2000 accredited laboratory. Sample preparation procedures were done using the PREP-41 method. The analytical methods used were ME-MS41 for multi-element and Au-ICP21 for gold.

11.4 Core/RC Sampling

Millrock, the issuer of this technical report, has not conducted any diamond core drilling or RC drilling on the Stellar Property.

The QP cannot comment on the sampling method and approach, sample preparation, analysis and security of drill core samples and RC cuttings by previous operators of the Stellar Property, because he was not present during the exploration programs.

11.5 Sample Security

In 2010 all samples collected by Millrock were stored in a secure storage facility at the Maclaren River Lodge and transported to ALS Chemex Laboratories in Fairbanks, Alaska, by Millrock personnel.

In 2012 all samples collected by Millrock were stored in a secure storage facility at the Maclaren River Lodge and transported to a secure storage facility at Millrock's office in Anchorage by Millrock personnel until they were picked up by ALS Minerals personnel and taken to the ALS laboratory in Anchorage.

The QP is satisfied with the adequacy of sample preparation, security and analytical procedures.

The QP cannot comment on sample security by previous owners of the Stellar Property, because he was not present during the exploration programs.

12. DATA VERIFICATION

12.1 Quality Assurance and Quality Control

The QP inspected Millrock's records and interviewed Millrock personnel. No standards, blanks, field duplicates or other QA/QC samples were used by Millrock during the 2010 and 2012 surface geochemistry reconnaissance programs conducted on the Stellar Property. Millrock's reconnaissance programs consisted of collecting 340 soil samples, 187 rock samples and 56 stream sediment samples on the Stellar claim block in 2010 and 2012. The QP believes the data obtained in the field programs to be reliable.

12.2 Data Verification by Qualified Person

The QP did not take duplicate samples on the Stellar Property. Assay results of soil samples and rock samples collected in the same sampling areas by previous operators on the Stellar Property show comparable results to soil samples and rock samples collected by Millrock.

The QP also reviewed and evaluated a comprehensive exploration data package for the Stellar Property which was acquired by Millrock in 2012 from Pacific Northwest Resources (PNR). The majority of the Zackly historical data/reports were previously acquired by Pacific Northwest Resources (PNR) from Nerco Mining Company (NMCO). The majority of the information consists primarily of geological/ geophysical reports and maps, drill logs, surface sample data and assay certificates. The data primarily covers those exploration and related programs between 1980 and 1996 with the majority of data occurring in hard copy. The data received is essentially complete for the 1980 to 1989 programs. Reports for campaigns between 1990 and 1996 are included though exploration data for the main campaigns during that period (1990 Phelps Dodge, 1994 Hemlo Gold) are incomplete. Some digital data from the 1994 program was available. Millrock is currently registering and digitizing historical geologic, geophysical and geochemical maps for entry into a digital database. Millrock is also reviewing all available drill hole logs and digitally capturing relevant drill data.

The QP cannot comment on the validity of sampling and analysis performed by previous operators on the Stellar Property, nor can he verify any QA/QC procedures for explorations programs conducted by them because he was not present during their explorations programs, but he believes that adequate QA/QC procedures were being carried out by previous operators during their exploration programs.

The QP examined selected mineralized intercepts in the drill core of holes Z-01-81 to Z-15-81 and also Z-24-82 to Z-39-82. The mineralized intercepts examined could be best described as "skeleton core" and no relationship between the sample length and the true thickness could be determined. The examined drill core is stored at a secure storage facility in Fairbanks, Alaska. The drill core is in a poor state; i.e., very low recovery and lack of structural and rock contact relationships. It is unknown where the rest of the 1981, 1982, 1987, 1990 and 1994 drill core and RC chip trays are located, or if they still exist.

The QP did not resample the mineralized intercepts of drill holes Z-01-81 to Z-15-81 and Z-24-82 to Z-39-82 because of the poor state of the drill core. The QP has several concerns with the drilling performed in 1981 and 1982. The primary concern is that the recovery rates were very low and intervals with significant core loss were within the areas of mineralization. Second, all drill holes were selectively sampled; third, no metallic screen testing was conducted; and fourth, the core diameter was too small to properly sample a coarse gold system and last. Therefore, the QP does not believe the gold assay and copper assay results for the mineralized intercepts to be trustworthy and reliable.

The QP also has concern with the drilling performed in 1987. The reported recovery rates were very low. For the RC holes, recoveries were calculated by comparing the actual density of the recovered chips to the estimated expected density of the chips that should have been generated by a 4.5 inch rock bit.

The QP is not confident he has seen all drill assay data of 1981, 1982, 1987, 1990 and 1994 drilling programs.

12.3 Exploration Data Limitations

QP is satisfied that exploration data produced by Millrock during 2010 and 2012 is reliable. The QP cannot comment on the validity of sampling and analysis performed by previous owners of the Stellar Property, because he was not present during the exploration programs.

13. MINERAL PROCESSING AND METALLURGICAL TESTING

Millrock has not conducted any mineral processing and/or metallurgical testing analyses. Historical metallurgical test work is confined to the Zackly Prospect and the historic Kathleen-Margaret Workings.

13.1 Zackly

Two preliminary reports focusing on gold recoveries from near-surface, mainly oxidized skarn material were completed (Albert, 1987; Kurtak et. al., 1992) on the Zackly Prospect. Additional company reports by, or for Resource Associates of Alaska and/or Nerco Mining Company mainly studying gold particle coarseness are available. These reports do not address gold recoveries and therefore will not be discussed.

Bondar-Clegg (Albert, 1987) performed both gravity and cyanidation tests for gold recoveries. Testing was done on three bulk samples collected from surface trenches in 1986 (Moss, 1987). Material from the three bulk samples had been the subject of an earlier Bondar-Clegg study to examine “the development of sample-preparation schemes utilizing assay data and mineralogical examinations” (Albert, 1986). For this study, Wilfley table concentrates from the samples were examined for gold and found to contain primarily “particles of metallic gold which had been liberated by grinding”. The report also noted that “some particles have attachments and locked grains of secondary iron and copper oxides and silica gangue”. Gold was also reported to occur with bornite in reduced material.

For the follow-up study (Albert, 1987) the three bulk samples were dried and blended with separate splits of the composited samples taken for “head (initial) material analysis, size and assay distribution analysis and gravity-concentration/cyanidation amenability”.

The gravity-concentration study produced a concentrate, middlings and tailings. Total gold content from all three categories was 185% of the head grade analysis indicating a strong coarse gold, or nugget effect (Albert, 1987). This resulted in a concentrate gold recovery of 94% based on the head grade analysis. Analysis of the concentrate, middlings and tailings resulted in total recovered gold percentages by category as follows:

- Concentate: 51% of Au
- Middlings: 35% of Au
- Tailings: 14% of Au

Middlings and tailings were then tested for cyanide amenability. Results of bottle rolls tests on these materials were considered unfavorable under the conditions of the test with recoveries of 55% Au for the middlings and 47% Au for the tailings (Albert, 1987).

Kurtak et. al. (1992) discuss flotation and cyanidation tests performed on a 300 lb bulk sample collected from surface trenches at Zackly. The bulk flotation test recovered 18% of gold based on a reported head grade of 0.072 oz/st gold. A cyanide amenability test was performed on a 1000 gram sample split ground to 80% -325 mesh. A 72-hour leach resulted in a gold recovery of 45%. The relatively low recoveries were attributed to the copper oxide content of the tested material (Kurtak et al., 1992). Gold recoveries increased to 98% following an acid leach to remove copper. A second leach test was performed on a 3965 gram sample split ground to 100% -10 mesh (Kurtak et al., 1992). After a 72-hour cyanide leach the resulting tailings were analyzed by grain size. Results suggest increased amenability to cyanidation with decreasing gold grain size (-325 mesh).

13.2 Kathleen-Margaret

Fairbanks (1957) discusses Jig tests on eight channel samples collected from the copper-bearing veins exposed in the underground workings. The objective of the tests was to investigate jig treatment of the samples, without crushing, grinding, or chemical treatment of the ore, to produce a copper-gold concentrate and the percentage of total copper recovered in that concentrate (Fairbanks, 1957). The concentrate produced from the eight channel samples had an average assay of 46.17% copper, 0.19 ounce per ton gold, and 5.31 ounces per ton silver (Fairbanks, 1957).

The results of the tests showed that a jig alone could produce a high grade copper-gold concentrate from the samples submitted and at the same time effect good recovery (Fairbanks, 1957). Since good results were obtained in these tests, Fairbanks (1957) suggested that similar tests should be made using mine run ore.

14. MINERAL RESOURCE ESTIMATES

Exploration data available to date is not sufficient to estimate a NI43-101 compliant mineral resource.

15. MINERAL RESERVE ESTIMATES

Exploration data available to date is not sufficient to estimate a NI43-101 compliant mineral reserve. In the following, a brief description of historical resource estimates will be presented for the Zackly Prospect.

The historical resources estimates mentioned in this report, in particular in Chapter 15, are for historical purposes only and are not compliant with CIM definition standards for Mineral Resources and Mineral Reserves, as defined under National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI43-101"). The historical reserve estimates were prepared prior to the implementation of NI43-101 and use terminology not compliant with current reporting standards. Millrock has not made any attempt to re-classify the estimates according to current NI43-101 standards of disclosure or the CIM definitions and is not treating the estimate as current mineral resources or mineral reserves as defined in NI43-101. Historical estimates should not be relied upon. Investors are cautioned that there is no guarantee that historical "reserves" will be able to be converted into NI43-101 compliant resource categories or demonstrate economic viability. It is also important to point out that the 1982 and 1987 historical reserve estimates were not conducted by an independent person. The QP believes the historic calculations were conducted in a professional and competent manner and are relevant for purposes of the Company's decision to maintain its interest in the property.

The initial and most thorough reserve estimation on the Zackly Main Skarn was conducted in 1982, and utilized all the diamond drilling to that date. The 1982 reserve study utilized a modified polygon method. The radius of influence for drill holes was half way to adjoining mineralization, or 200 feet around an intercept (Glanville, 1996). The results were 1,244,130 tons of indicated reserves and 155,000 tons of inferred reserves with an average grade of 2.69% Cu, 0.176 oz/ton Au and 0.956 oz/ton Ag (Peterson et al., 1982). The mineralized horizon extended from surface to depths of 600 feet to 800 feet and along strike for about 2,400 feet. True ore zone thickness varied from 5.7 feet to 13.4 feet (Peterson et al., 1982). In areas where core recovery was very poor, the interval was weighted against a zone above and below the intercept (Glanville, 1996).

Mineralized intervals were determined using different grade cutoffs which correspond to the characteristics of each mineralized zone (Peterson et al., 1982). Grade was calculated using Union Assay fire assays for 1981 drill intercepts and a combination of Bondar-Clegg assays and geochemical analyses for 1982 drill holes and trenches (Peterson et al., 1982). The true thickness of the mineralized interval was determined by correcting for the drill hole inclination to the ore zone and the dip of the mineralization as determined form the cross sections (Peterson et al., 1982).

There are several concerns with the drilling done for the 1982 resource estimate. The primary concern is that the recovery rates were very low and intervals with significant core loss were within the areas of mineralization. Other concerns include that the drill holes were selectively sampled, no metallic screen testing was conducted, the core diameter is too small to properly sample a coarse gold system and many of these holes were drilled to predetermined depths and ended in skarn or mineralization. The final concern is that the spacing between holes was very broad and it's suspected there are higher variations of grade and ore zone thickness between sections.

In 1987 the 1982 reserves within the Main Skarn were completely re-evaluated utilizing both diamond and rotary drilling data. Reserves were calculated by the polygon method on longitudinal sections utilizing all the drilling to that date (Glanville, 1996). The area of influence used for calculations was an arc with a 200 foot radius and a cutoff grade of 0.05 oz/ton Au (Glanville, 1996). The rotary holes had 5 foot sample intervals whereas the diamond drill holes had two foot sample intervals in the ore zones. Also, no adjustment for the recovery problems with either the diamond or rotary drilling was utilized in the calculations (Glanville, 1996). The 1987 reserves, which did not take into account the increase due to screen assay results, were 1,407,000 tons at 0.132 oz/ton Au, 2.19% Cu and 0.83 oz/ton Ag in a zone 2.5 feet to 27.8 feet thick, and averaging 10 feet thick (Glanville, 1996).

There are several concerns with the drilling performed for the 1987 reserve estimate. The primary concern is that the recovery rates were very low. For the rotary holes, recoveries were calculated by comparing the actual density of the recovered chips to the estimated expected density of the chips that should have been generated by a 4.5 inch rock bit. Another major concern is that the drilling at the Main Skarn was shallow, with most holes terminating at depths less than 200 feet. The reserve estimate in 1982 showed that the gold-copper grades were highly variable with depth in the ore zone and the 1987 estimate did not adequately test the ore zone at depth. In 1986 metallurgical tests showed that a significant portion of the gold within the Main Skarn is coarse gold. Metallic screen testing on the core from 1981 and 1982 indicated that the reserve estimate from 1982 was significantly lower than it should be because coarse gold was not represented. No correction was applied to the 1987 estimate to account for the error in grades from the first 39 core holes.

Based on poor recovery of the diamond core drilling and also the rotary drilling between 1981 and 1987 resulting in significant core loss within areas of mineralization, together with selective sampling and wide drill spacing between sections, the QP believes that none of the historic reserve estimates for the Main Skarn can be trusted and relied upon. The QP believes it is necessary to verify the historical reserve estimates and to convert them into NI43-101 compliant resource categories or demonstrate economic viability. To establish a NI43-101 compliant resource estimate on the Zackly Main Skarn the area encompassing the historical reserve estimates will have to be re-drilled.

16. MINING METHODS

Not applicable.

17. RECOVERY METHODS

Not applicable.

18. PROJECT INFRASTRUCTURE

Not applicable.

19. MARKET STUDIES AND CONTRACTS

Not applicable.

20. ENVIRONMENTAL STUDIES, PERMITTING, AND SOCIAL OR COMMUNITY IMPACT

Not applicable.

21. CAPITAL AND OPERATING COSTS

Not applicable.

22. ECONOMIC ANALYSIS

Not applicable.

23. ADJACENT PROPERTIES

The Stellar claim group is located in the Valdez Creek Mining District about 300 km (186 miles) north of Anchorage in the Central Alaska Range. No other company has staked claims adjacent to Millrock's Stellar claim group.

There are several mineral prospects that exist outside the exterior boundaries of the Stellar claim block that is the subject of this report. The density of these prospect locations in the Valdez Creek Mining District area is important in confirming the potential for the discovery of a significant copper-gold deposit on the subject claim block.

The U. S. Geological Survey (USGS) has compiled and maintains the Alaska Resource Data Files. These files are publicly available on a USGS website and are presented in database format. The files are also available from the USGS in XML format for Google Earth which provides a spatial view showing the geographic distribution of the prospects catalogued in the Alaska Resource Data Files.

The QP of this report has not verified the information in the Alaska Resource Data Files. The data on these adjacent prospects is not necessarily indicative of the mineralization on the subject claim block of this technical report.

24. OTHER RELEVANT DATA AND INFORMATION

No additional information or explanation is known by the author to be necessary to make the technical report understandable and not misleading.

25. INTERPRETATION AND CONCLUSIONS

The Stellar Property is located in the Valdez Creek Mining District about 300 km (186 miles) north of Anchorage in the Central Alaska Range. The Stellar claim block hosts the Zackly, Moonwalk and Mars Prospects, as well as, the historic Kathleen-Margaret workings which will be discussed below.

25.1 Zackly

The Zackly Prospect is a well-documented copper-gold skarn that occurs within a larger area considered favorable for the occurrence of a mineralized porphyry system. The QP believes that the deposit profiles K01 and K04 for Cu Skarn and Au Skarn Deposits described by Ray (1995 and 1998) are applicable to the copper-gold skarn mineralization that occurs on the Zackly Prospect as they show many of the characteristics of these deposit models, but should not be entirely limited to them.

To date five drilling programs have been completed at Zackly. The bulk of the drilling was done by Resource Associates of Alaska (RAA) and UNC Teton Exploration Drilling, Inc. in 1981 (21 diamond core holes totaling 9,723 feet), 1982 (19 diamond core holes totaling 19,210 feet) and in 1987 (6 diamond core holes totaling 1,280 feet and 43 rotary holes totaling 9,708 feet). In 1990 Phelps Dodge drilled 3 diamond core holes totaling 1,268 feet. The last drilling program was conducted by Hemlo Gold (Noranda) in 1994 and resulted in 7 rotary holes totaling 1,510 feet.

Drilling at Zackly to date has discovered a high grade copper-gold exoskarn zone (Main Skarn) that is remarkably continuous for thousands of feet except for fault displacement (Glanville, 1996). Continued drilling along the contact zone west of the Main Skarn may outline similar mineralized zones.

Most of the drilling to date at Zackly has been completed on the Main Skarn Zone (Fig. 5 and Fig. 7) which has probably a total strike zone of at least 3,500 feet and extends to at least 800 feet deep (Glanville, 1996). The Main Skarn contains the “typical” mineralized skarn sequence at Zackly, which from north to south is hornblende diorite, amphibolite, red-brown garnet endoskarn, green and tan garnet exoskarn, and black to dark gray, highly fractured limestone with abundant open sparry calcite veinlets (Glanville, 1996). The thickness of the typical skarn sequence varies considerably, but is usually in excess of 100 feet thick. Drilling showed that the mineralization in several drill holes is thicker and higher grade in deeper sections, therefore, the possibilities of better and higher grade zones at depth cannot be ruled out and need further investigation.

Two historic reserve estimation studies have been completed on the Main Skarn at Zackly (Glanville, 1996). The initial and most thorough was in 1982, and utilized all the diamond drilling to that date. The 1982 reserve study utilized a modified polygon method and resulted in 1,244,130 tons of indicated reserves and 155,000 tons of inferred reserves with an average grade of 2.69% Cu, 0.176 oz/ton Au and 0.956 oz/ton Ag (Peterson et al., 1982). The historical resources estimates mentioned in this report are for historical purposes only and are not compliant with CIM definition standards for Mineral Resources and Mineral Reserves, as defined under National Instrument 43-101 – Standards of Disclosure for

Mineral Projects ("NI43-101"). The historical reserve estimates were prepared prior to the implementation of NI43-101 and use terminology not compliant with current reporting standards.

Based on poor recovery of the diamond core drilling and also the rotary drilling between 1981 and 1987 resulting in significant core loss within areas of mineralization, together with selective sampling and wide drill spacing between sections, the QP believes that none of the historic reserve estimates for the Main Skarn can be trusted and relied upon. The QP believes it is necessary to verify the historical reserve estimates and to convert them into NI43-101 compliant resource categories or demonstrate economic viability. To establish a NI43-101 compliant resource estimate on the Zackly Main Skarn the area encompassing the historical reserve estimates will have to be re-drilled.

The Middle Skarn (Fig. 5 and Fig. 7) occurs west of the north-south Skarn fault and probably merges with the Main Skarn west of the fault. To date, 13 drill holes (4 diamond drill holes and 9 rotary drill holes) have been completed in the Middle Skarn. The zone trends southeast and has limestone in contact with the diorite porphyry, which intrudes and overlies the hornblende diorite (Glanville, 1996).

Based on the drilling and trenching to date, it is not possible to establish a NI43-101 compliant resource in the Middle Skarn. Most of the drilling conducted was rotary with poor recovery, and therefore, it is difficult to interpret the geology and reliability of assays. The Middle Skarn could contain mineralized zones similar to the Main Skarn along the contact of the hornblende diorite (Glanville, 1996). In fact, thicker and more extensive exoskarns are possible here based on the shallow dip of the intrusive contact and the presence of extensive endoskarn. Much of the favorable contact zone occurs below the sill like diorite porphyry and has been offset by the north-south faults. Considerable drilling will be needed to evaluate the Middle Skarn area.

The East Skarn zone (Fig. 5 and Fig. 7) extends from the East Skarn Fault eastward to the Hennessy Hill area. At the East Skarn, 12 drill holes, along with several trenches, intersected mineralized skarn. Drilling to date is not sufficient to define a NI43-101 compliant resource estimate. The drill intercepts have established that ore grade mineralization and significant areas of low grade endoskarn are present (Glanville, 1996). Green garnet skarn developed along the East Skarn fault contains 0.1 to 0.135 oz/ton gold and 0.25 to 0.6% copper in a zone about 10 feet thick (Glanville, 1996). Weakly mineralized endoskarn (over 280 feet thick) was encountered in a hole in the western part of the zone and may be a continuation of the Middle Skarn endoskarn (Glanville, 1996). Soil geochemistry (copper and gold) indicates the mineralized skarn. Before additional drilling is undertaken, the geological mapping should conducted utilizing detailed ground magnetics, and a VLF-EM survey should be conducted to delineate the fault zones.

Exploration work in 2012 by Millrock Resources, the issuer of the report, revealed a large copper-gold anomaly north of the previous historical work at Zackly. Soil samples at Zackly were taken primarily in the diorite and volcanic rocks north of the known skarn mineralization. A rough soil grid was sampled with stations spaced around 725 feet at lines spaced 1,200 feet apart. The results show a large 6,600 feet (2,012m) long continuous copper-gold anomaly north of the Zackly skarn mineralization that averaged 914 ppm Cu and over 0.08 ppm Au. The anomaly is open to the north, west and to the east and is interpreted to be part of a larger porphyry copper system. Sampling was also conducted to the south and to the west of the Main Skarn. The QP is satisfied that exploration data produced by Millrock during at Zackly in 2012 is reliable.

25.2 Kathleen-Margaret Workings

The historic Kathleen-Margaret Workings are located on the eastern edge of the Stellar Property just south of Spray Creek (Fig. 4). The QP believes that the deposit profile I06 for Cu+/-Ag (-Au) Quartz Vein Deposits described by Lefebure (1996) is applicable to the copper-silver (-gold) mineralization that occurs on Millrock's Kathleen-Margaret prospect on the Stellar Property as it shows many of the characteristics of this deposit model, but should not be entirely limited to this deposit model.

Between 1953 and 1959, 1140 feet of diamond drilling, 731 feet of percussion drilling and 800 feet of drifting were undertaken on the Kathleen – Margaret Prospect (Kurtak et al., 1992; Saunders, 1957; Fairbanks, 1958). Total production is reported to be 15 tons of ore that contained 4,900 pounds of copper, 23 ounces of silver and 1 ounce of gold (Kurtak et al., 1992). Copper occurs mainly in a swarm of veins that strike nearly north and dip steeply. Most of the veins in the swarm are less than 3 feet thick and can only be traced for 100 feet or less (Chapman and Saunders, 1954; Kaufman, 1964). The main vein of the mine, which has been developed in open cuts and underground workings, is locally more than 10 feet wide (Chapman and Saunders, 1954). Copper-bearing veins, including the main vein, are either cut off or are weaker south of an east-west cross-structure. Veins consist mainly of quartz, calcite, bornite, chalcopyrite, and, where oxidized, malachite; locally they contain chalcocite, and barren parts of the veins are pyritic (MacKevett, 1964; Kurtak et al., 1992).

The small size of the ore shoot and possible loss of vein to faulting discourage further work after 1961. The QP believes the amount of previous underground drifting and drilling indicate little chance for extension of the mineralized zones or potential nearby for undiscovered veins.

25.3 Moonwalk

The Moonwalk Prospect area is located between Cathedral Creek and the West Fork Maclaren River in the northern part of the Stellar Property (Fig. 4). The QP believes that the relatively new model L02 for Plutonic-related Au Quartz Veins and Veinlets described by Lefebure and Hart (2005) is applicable to the gold quartz-vein mineralization that occurs on Millrocks's Moonwalk prospect on the Stellar Property as it shows many of the characteristics of this deposit model, but should not be entirely limited to this deposit model.

Millrock conducted exploration work at the Moonwalk Prospect in 2010 and 2012 consisting of geochemical sampling and geological mapping. Moonwalk ridge consists of a broad, granodiorite altered zone locally containing anomalous to ore grade gold values in rock and soil. 19 soil samples within the granitic intrusion average 1.15 g/t Au with a high of 3.54 g/t Au. The granodiorite covers an exposed area of around 700 m by 500 m. Talus and outcrop rock chip samples were collected over the western and eastern portion of the granodiorite. Samples from the western area averaged 1.10 g/t Au over 140 m while the eastern area samples averaged 0.55 g/t Au over 85 m. A grab sample in a quartz-sulfide vein within the granodiorite assayed 30.45 g/t Au. The Moonwalk Prospect is also highly anomalous in arsenic, bismuth, antimony and zinc. The mineralization at Moonwalk is indicative of an intrusion-related gold system.

The QP is satisfied that exploration data produced by Millrock during 2010 and 2012 is reliable. The Moonwalk Prospect represents an untested gold system. Exploration is in the very early stages and no drilling has been conducted on the Moonwalk Prospect, but the QP believes that the prospect area has potential to host a gold deposit.

Based on the very limited amount of sampling that has been carried out on the Moonwalk Prospect thus far plus the lack of detailed geological mapping and geophysical surveys, the limited data available does not allow the Qualified Person to make a comprehensive analysis of the exploration results.

Further rock and soil sampling along with geological mapping is warranted prior to consideration of a drilling program.

25.4 Mars

The Mars Prospect is located in the northeastern portion of the Clearwater Mountains, west of the Zackly deposit and on the west side of the West Fork of the MacClaren River (Fig. 4). Exploration work conducted by Millrock in 2010 and 2012 indicates that the Mars Prospect has significant Cu-Au porphyry potential. The QP believes that the deposit profile L04 for Cu+/-Mo+/-Au Porphyry Deposits described by Panteleyev (1995) is applicable to the porphyry copper-gold mineralization that occurs on Millrock's Mars Prospect on the Stellar Property as it shows many of the characteristics of this deposit model, but should not be entirely limited to this deposit model.

Mars was first visited by Millrock in 2010 following up on the large, orange color anomaly. The color anomaly is attributed to gossanous rocks, weathered carbonate rocks, and hornfelsed sediments. Cu, Au, or both Cu and Au were anomalous in many of the surface samples collected. The main Cu-Au geochemical anomaly is coincident with a strong circular magnetic anomaly, the center of which is composed of diorite with chalcopyrite veins. The 2012 exploration work revealed a 2 mile north-south long zone of anomalous copper-gold with an isolated zone of anomalous molybdenum. The anomaly is at least 1.2 km wide with traverses averaging 462 ppm Cu over 1.2 km, 763 ppm Cu over 950 m, 891 ppm Cu over 900 m with gold grades in rocks as high as 1.79 g/t Au. One rock sample within the area assayed 7.40% Cu. Some of the strongest geochemical anomalies are coincident with the stronger magnetic anomalies in an area with altered intrusive rocks. A grab sample in the center of a magnetic high in altered diorite assayed 0.51% Cu and 0.21 g/t Au.

The QP is satisfied that exploration data produced by Millrock during 2010 and 2012 is reliable. Mars Prospect represents an untested copper-gold system. Exploration is in the very early stages and no drilling has been conducted on the Mars Prospect, but the QP believes that the prospect area has potential to host a copper-gold deposit.

Based on the very limited amount of sampling that has been carried out on the Mars Prospect thus far plus the lack of detailed geological mapping and limited availability geophysical data, the data available does not allow the Qualified Person to make a comprehensive analysis of the exploration results.

Further rock and soil sampling along with geological mapping is warranted prior to consideration of a drilling program.

26. RECOMMENDATIONS

The historical reserve estimates on the Main Skarn at Zackly mentioned in this report are not compliant with CIM definition standards for Mineral Resources and Mineral Reserves, as defined under National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI43-101"). The historical reserve estimates were prepared prior to the implementation of NI43-101 and terminology used is not compliant with current reporting standards. Therefore, the QP recommends conducting the work necessary to verify the historical resource estimates and to convert them into NI43-101 compliant resource categories or demonstrate economic viability. To establish a NI43-101 compliant resource estimate on the Main Skarn at Zackly the area encompassing the historical reserve estimates will have to be re-drilled. Time and effort should be spent to re-evaluate the 15 years of data obtained at Zackly in order to obtain sufficient information for optimum planning and location of drill holes. The QP understands that budget restrictions may probably not allow the issuer to drill all the holes necessary to establish an NI43-101 compliant resource at Zackly in one field season.

The QP recommends a two-phase exploration program for the Stellar Property in 2013.

Phase 1:
Phase 1 is a ground-based 75 day exploration program at Zackly. It is recommended to set up a field camp for the duration of Phase 1 at the prospect site that can host 10 people. The Zackly Prospect warrants an aggressive drilling program in 2013. The QP recommends drilling 2,000 meters of orientated core (9-12 drill holes) on the Main Skarn. This will allow re-drilling of the historical 1982 reserve estimate area and also allows for some infill drilling. The QP recommends that at least NC size core should be drilled.

Additional work should include a helicopter-supported 15 day geochemical sampling and geological mapping program. Soil and rock sampling along with detailed geological mapping should be conducted on the copper-gold anomaly north of the Zackly skarn that is interpreted to be part of a larger porphyry copper system, and also on the Moonwalk and Mars prospects to test areas presumed to be underlain by favorable geology and to expand the geochemical expression of mineralized zones. The goal of this work is to identify drill targets at Zackly, Mars and Moonwalk to be tested during Phase 2.

The budget for the Phase 1 exploration program is estimated with $US 1,000,000. Budget details are outlined in Table 2 below.

Expenditure	$US	Comments
Land	53,900	Claim rental fees
Drilling		
2,000m @ $US 170/m	340,000	Downhole surveys, prep work, hole abandonment etc.
Drilling supplies	15,000	
Fuel	27,000	
Exploration Personnel		
Project Geologist (120 days)	63,000	$700 per day
Core Logging Geologist (75 days)	30,000	$500 per day
2 Field Technicians (75 days)	52,500	$350 per day
Field Related Logistics		
Helicopter rental (one ship), dry	31,500	$700per hour (R-44), 3 hours per day for 15 days
Helicopter fuel (includes transport to Maclaren River Lodge)	9,600	25 gallons/hour; 1200 gallons @ $8.00 delivered to Maclaren River Lodge
2 heavy duty ATVs plus trailer	18,000	$150 per day
1 side by side 6-wheeler ATV	12,000	$200 per day
2 Pick-Up Trucks plus trailers	30,000	$200 per day
Dozer rental	31,300	For drill pads
Fuel	8,000	For Pick-Ups and ATVs
Field Supplies	45,000	Operating field supplies
Camp		
Millrock's mobile field camp	2,000	Mob from Salcha to Zackly (10 tents)
Purchase of additional tents etc	45,000	This includes purchase of kitchen tent, laundry tent, generators, mess tent, water and fuel tanks tanks etc
Cook	40,500	$350 per day
Groceries	37,500	75 days @ $50 per person/day
Fuel and propane	8,000	Fuel for tent heaters
Laboratory Analyses		
500 rock samples @ $50/sample	25,000	Prep and assay
400 soil samples @ $50/sample	20,000	Prep and assay
1,000 core samples @ $50/sample	50,000	Prep and assay
100 core samples @ $52/sample	5,200	Metallic screen
Total	**1,000,000**	

Table 2: Estimated Exploration Budget for Phase 1.

Phase 2:
Depending on the results of Phase 1, the QP recommends a follow-up helicopter supported drilling program (Phase 2) on existing soil and rock anomalies at Zackly, Moonwalk and Mars as well as refined targets on those three prospects from geological and additional geochemical sampling conducted during Phase 1.

The budget for the Phase 2 exploration program is estimated at $US 1,100,000. Budget details are outlined in Table 3 below.

Expenditure	$US	Comments
Drilling		
1,400m @ $US 180/m	252,000	Downhole surveys, prep work, hole abandonment etc.
Drilling supplies	50,000	Boxes, heaters, water hose, drill mud etc.
Mobilization and demobilization	50,000	
Fuel	62,000	150 gallons/day
Exploration Personnel		
Project Geologist (90 days)	63,000	$700 per day
Core Logging Geologist (50 days)	25,000	$500 per day
2 Field/Camp Technician (50 days)	35,000	$350 per day
Field Related Logistics		
Helicopter rental (one ship)	357,000	$1700per hour (ASTAR), 5 hours per day for 42 days
Helicopter fuel	62,500	150 gallons/day
Field Supplies	25,000	Operating field supplies
Camp		
Cook	17,500	$350 per day
Groceries	25,000	50 days at $50 per person/day
Fuel and propane	7,000	Fuel for tent heaters
Laboratory Analyses		
1250 core samples @ $50/sample	62,500	Prep and assay
125 core samples @ $52/sample	6,500	Metallic screen
Total	**1,100,000**	

Table 3: Estimated Exploration Budget for Phase 2.

In the opinion of Dr. Karsten Eden, CPG, the Qualified Person who wrote this report, the character of the Stellar Property is of sufficient merit that it warrants the exploration program recommended. Successful identification of more mineralization will generate the desire to continue exploring and will require further work and capital commitment.

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28. DATES AND SIGNATURES

Name of Report:

Stellar Property, Valdez Creek Mining District, South-Central Alaska

Date of Report:

January 8, 2013

Issued by:

Millrock Resources Inc.

Written by:

Eden & Associates LLC

Per:

January 8, 2013

_______________________________________ _________________________

Dr. Karsten Eden, CPG, EurGeol Date

29. ILLUSTRATIONS

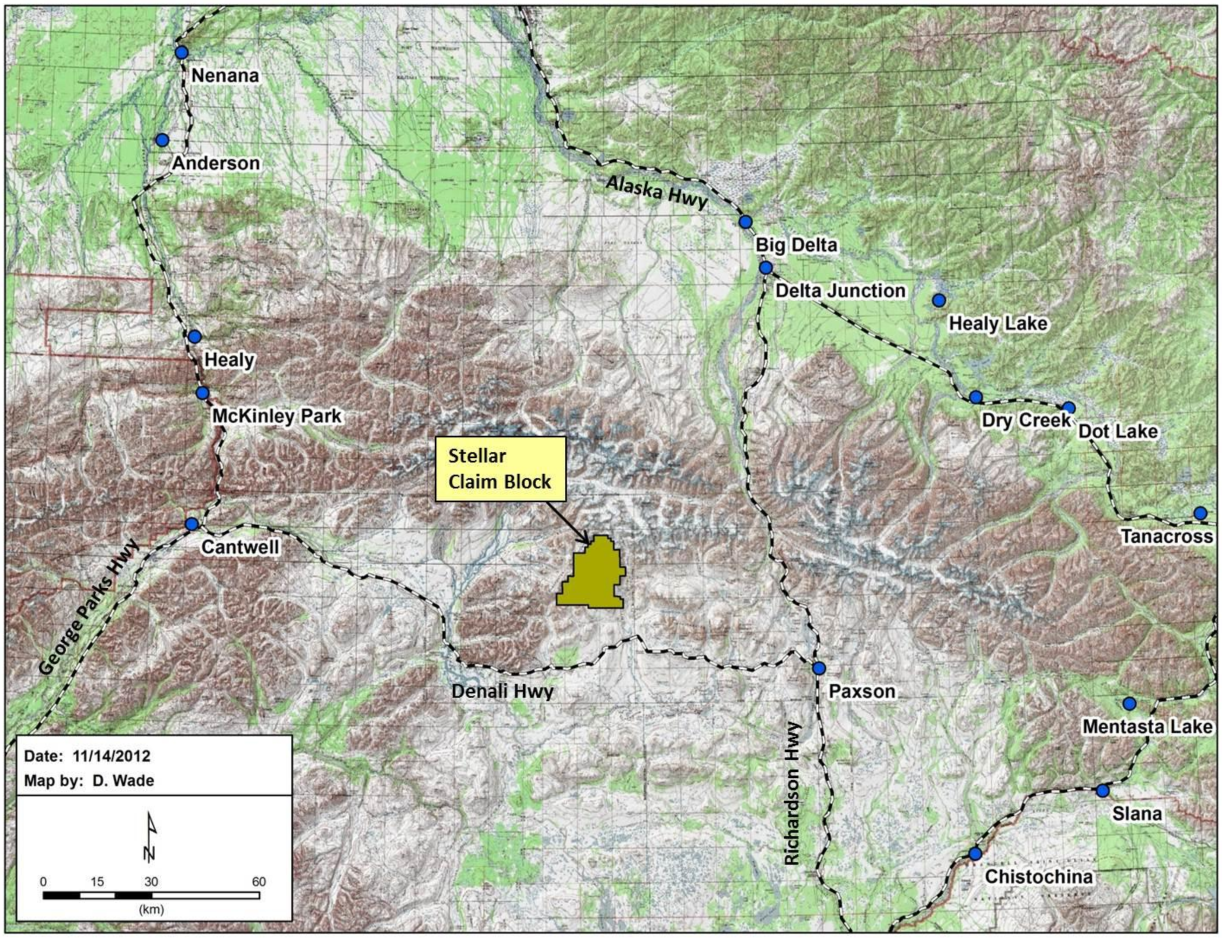

Figure 1: Location of Millrock Resources' Stellar Property.

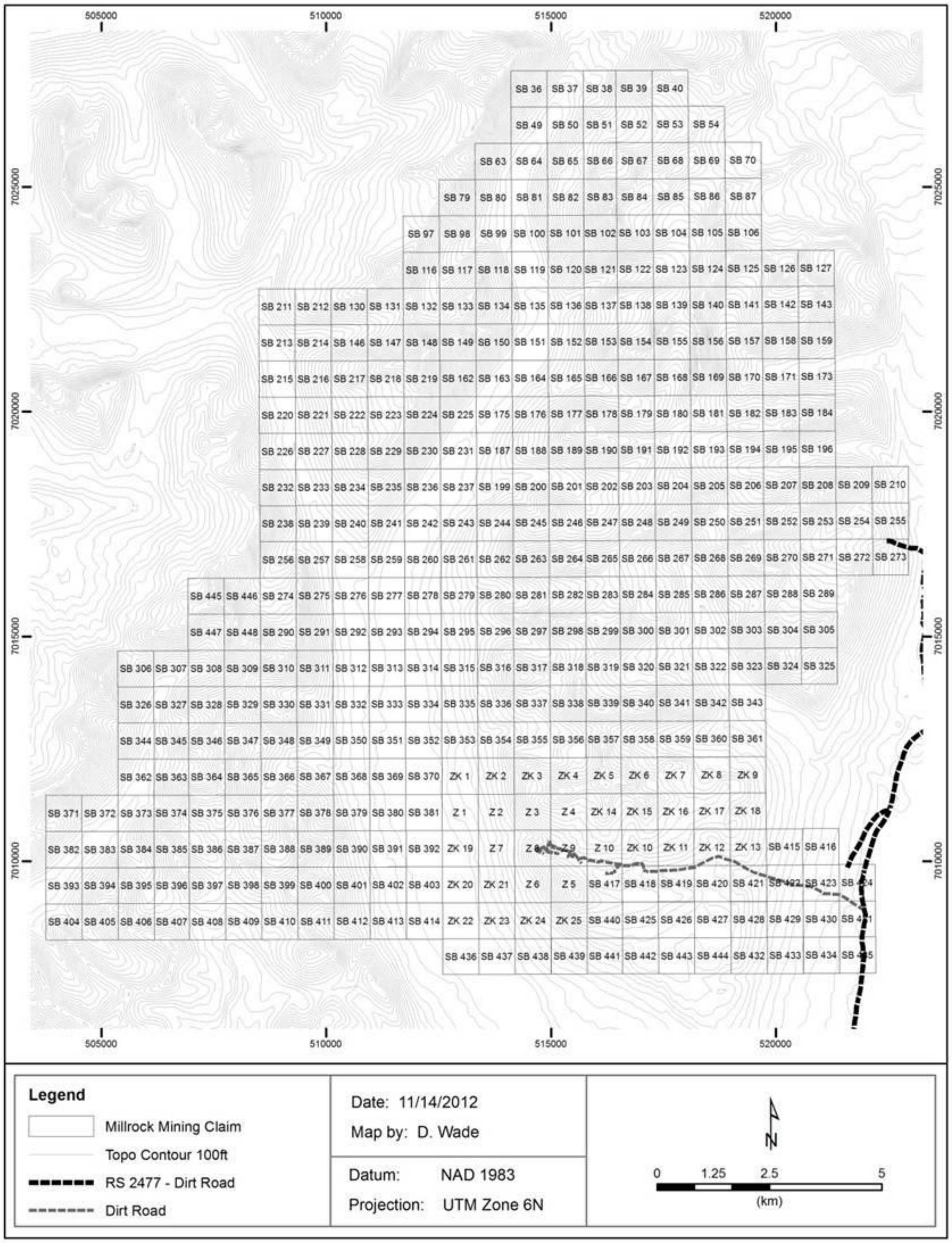

Figure 2: Location of Millrock Resources' Alaska State mining claims (Stellar claim block).

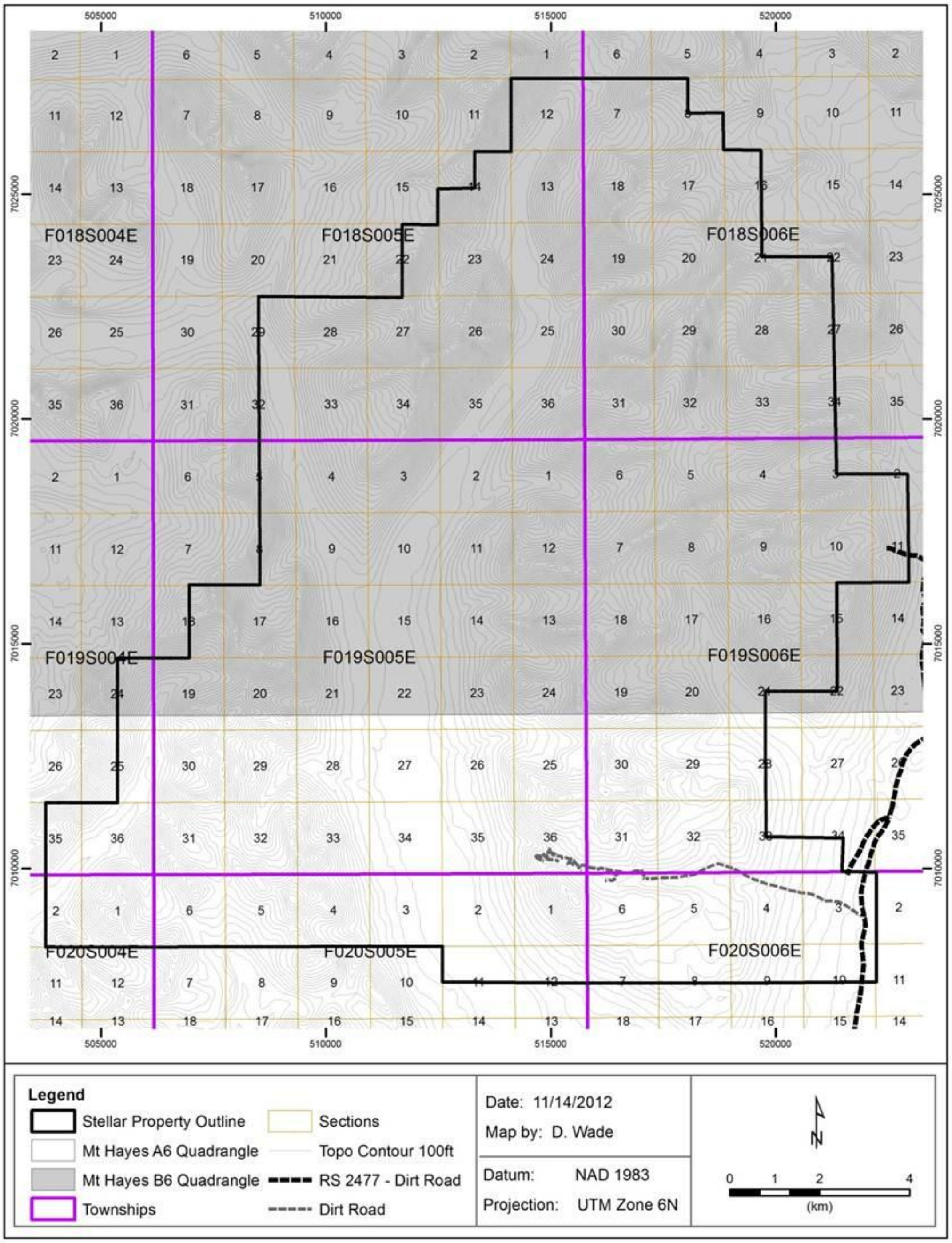

Figure 3: Location of Millrock Resources' Stellar claim block, Townships and Sections.

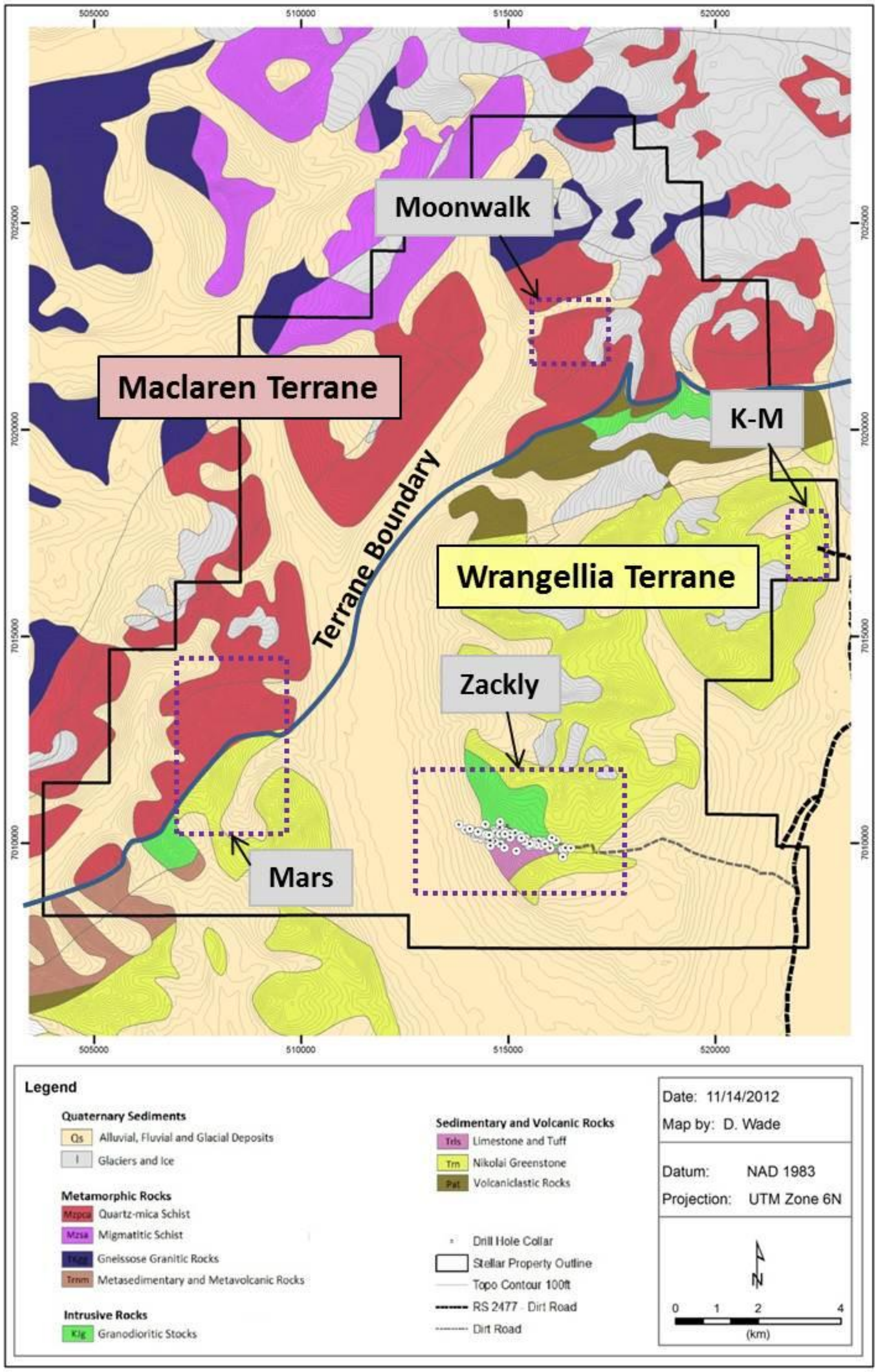

Figure 4: Map showing the general geology and known prospects of the Stellar Property.

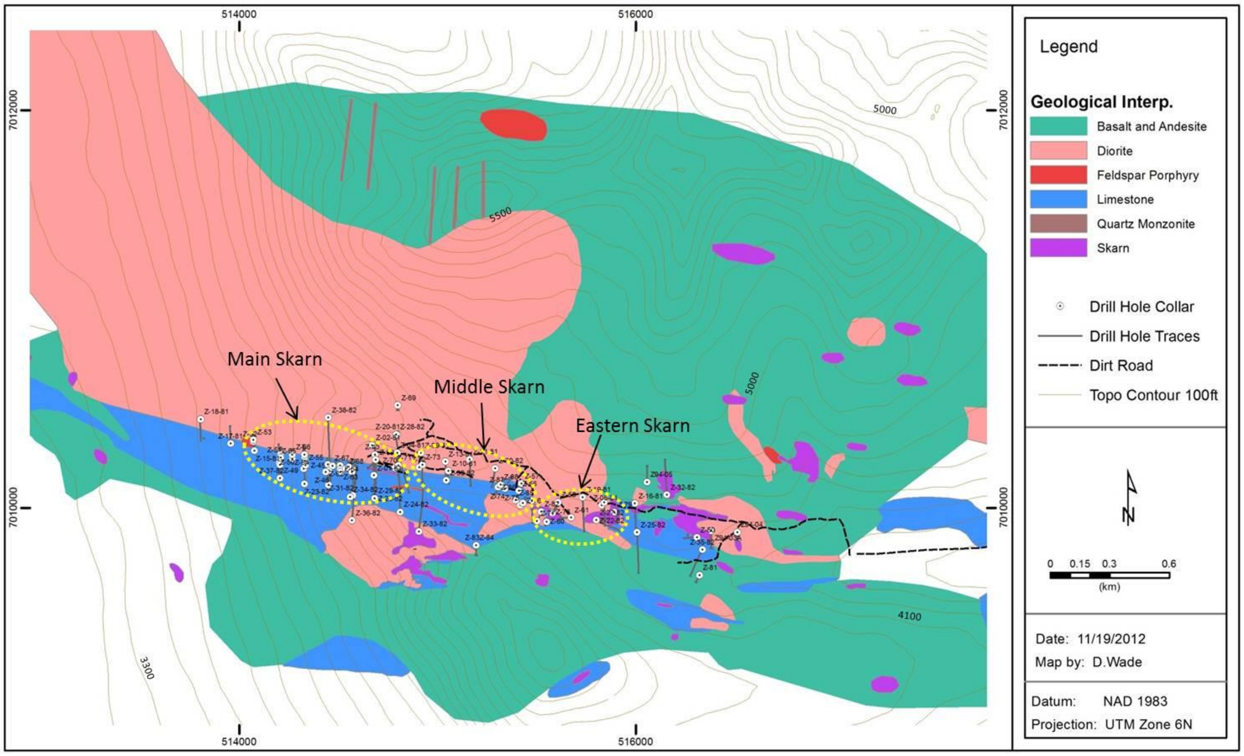

Figure 5: Map showing simplified geology and drill holes of the 1981, 1982 and 1987 drilling programs at Zackly.

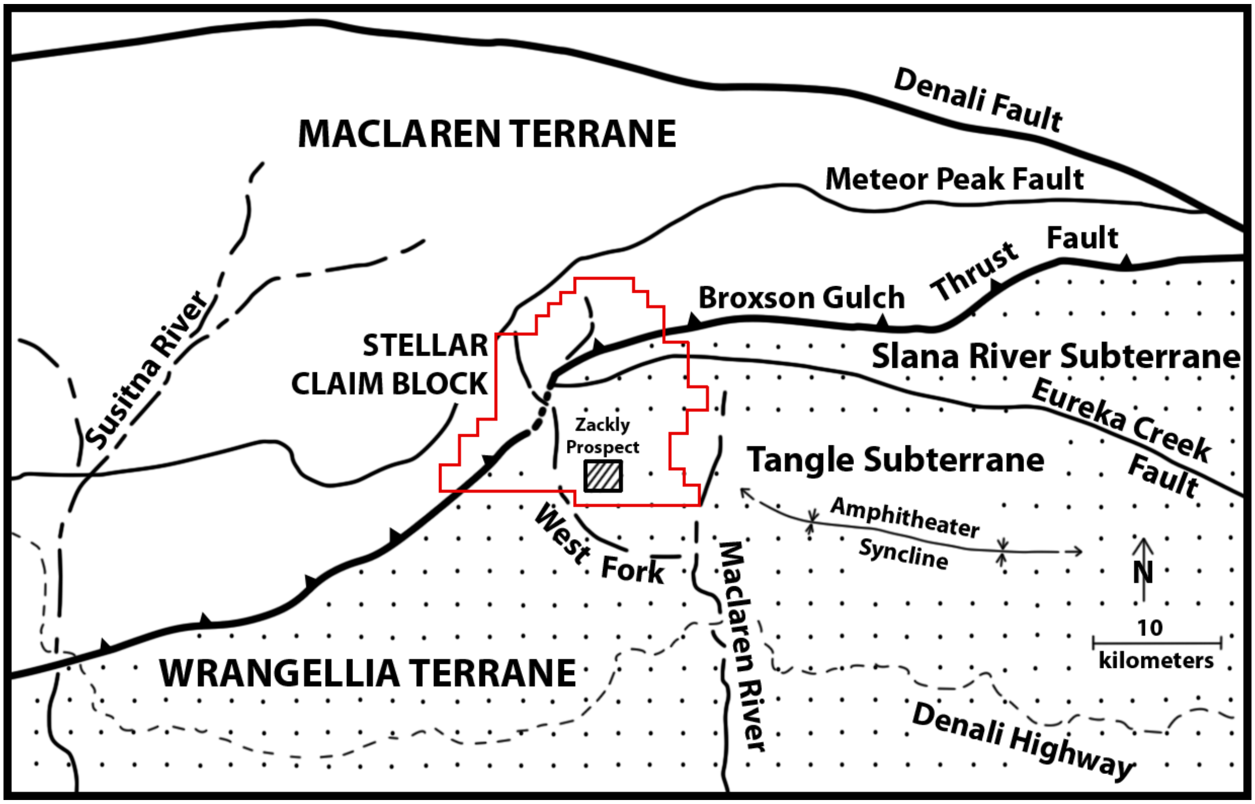

Figure 6: Regional geological map of the Stellar area, after Ford (1988).

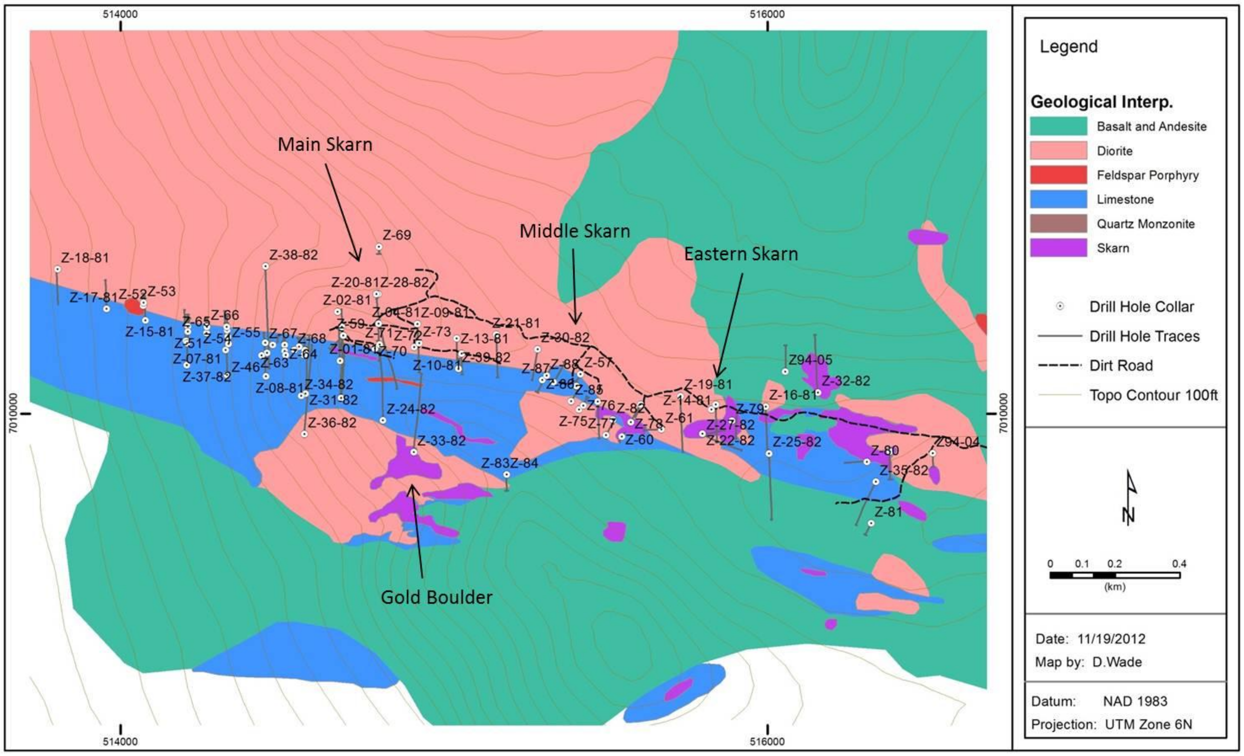

Figure 7: Map showing simplified geology and drill holes of the 1981, 1982 and 1987 drilling programs at Zackly.

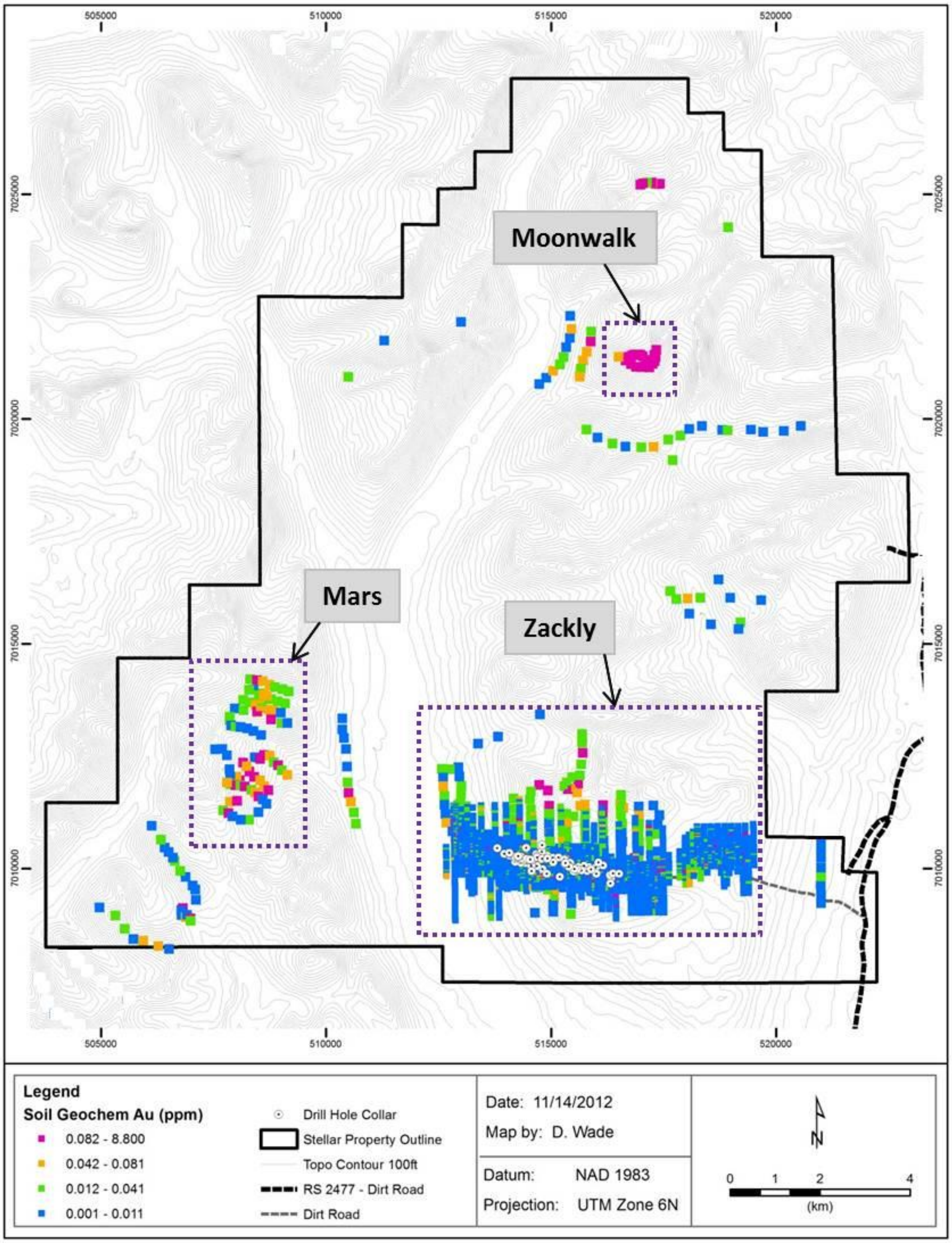

Figure 8: Map showing soil Au geochemistry of Millrock's sampling programs and previous operators of the Stellar Property.

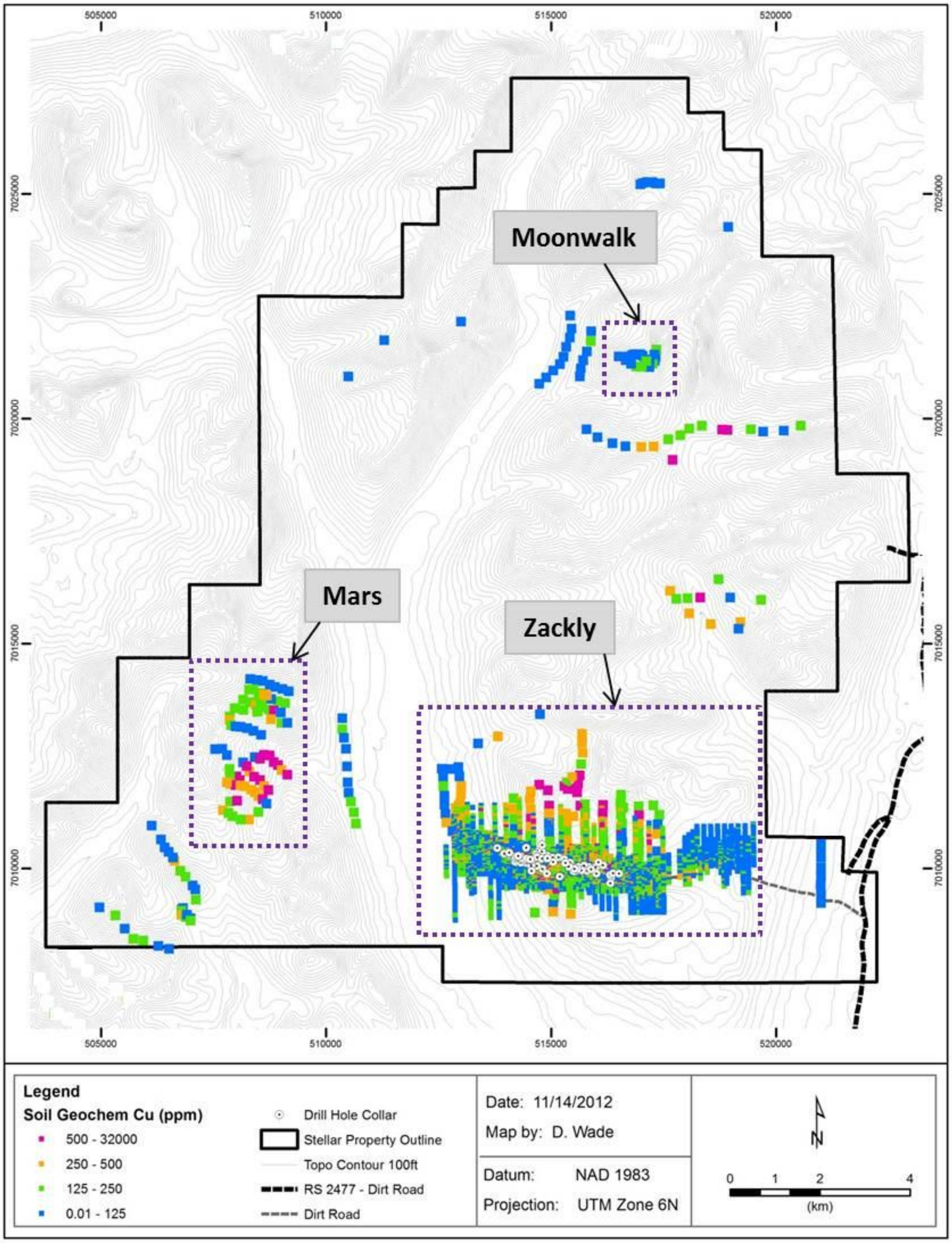

Figure 9: Map showing soil Cu geochemistry of Millrock's sampling programs and previous operators of the Stellar Property.

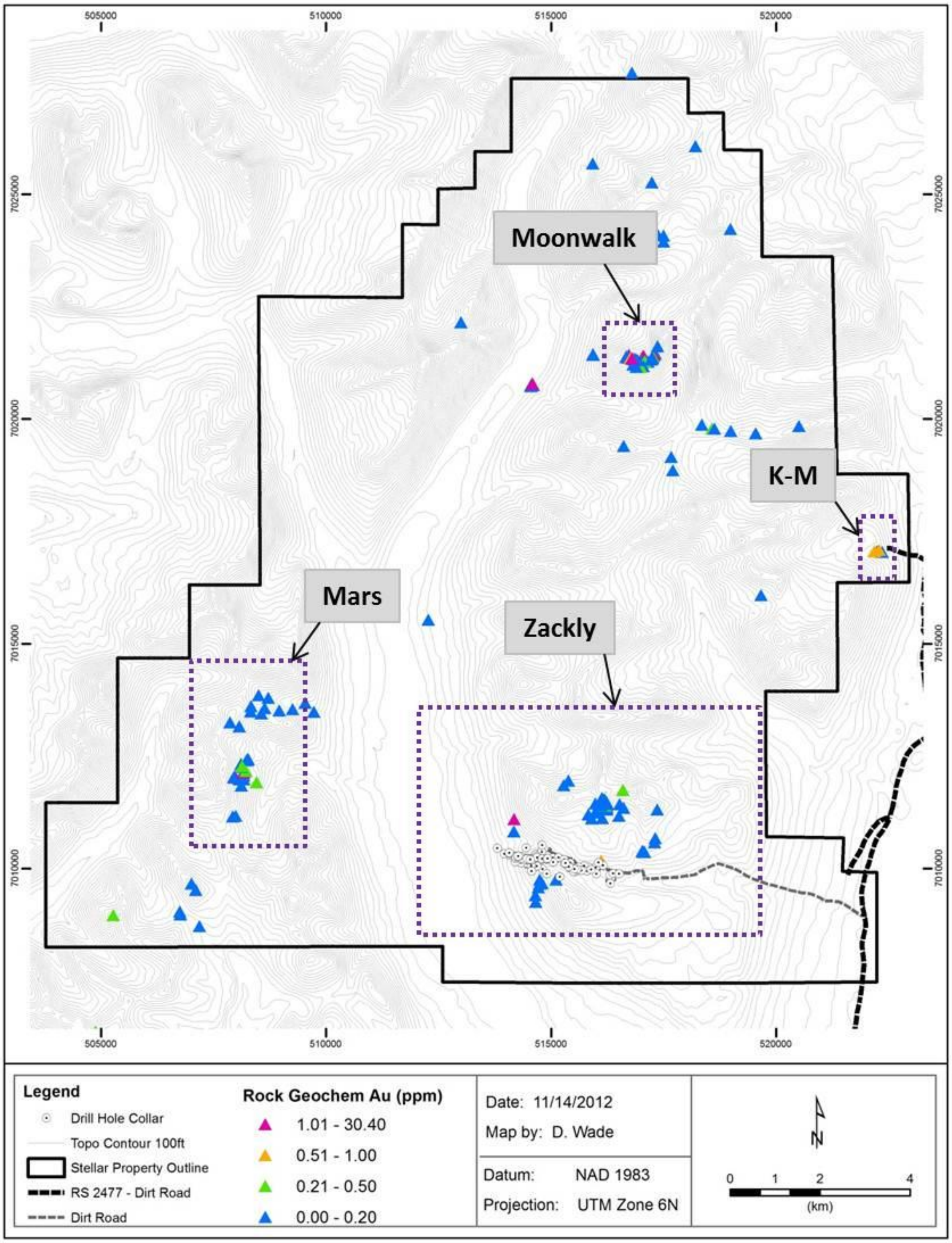

Figure 10: Map showing rock Au geochemistry of Millrock's sampling programs on the Stellar Property.

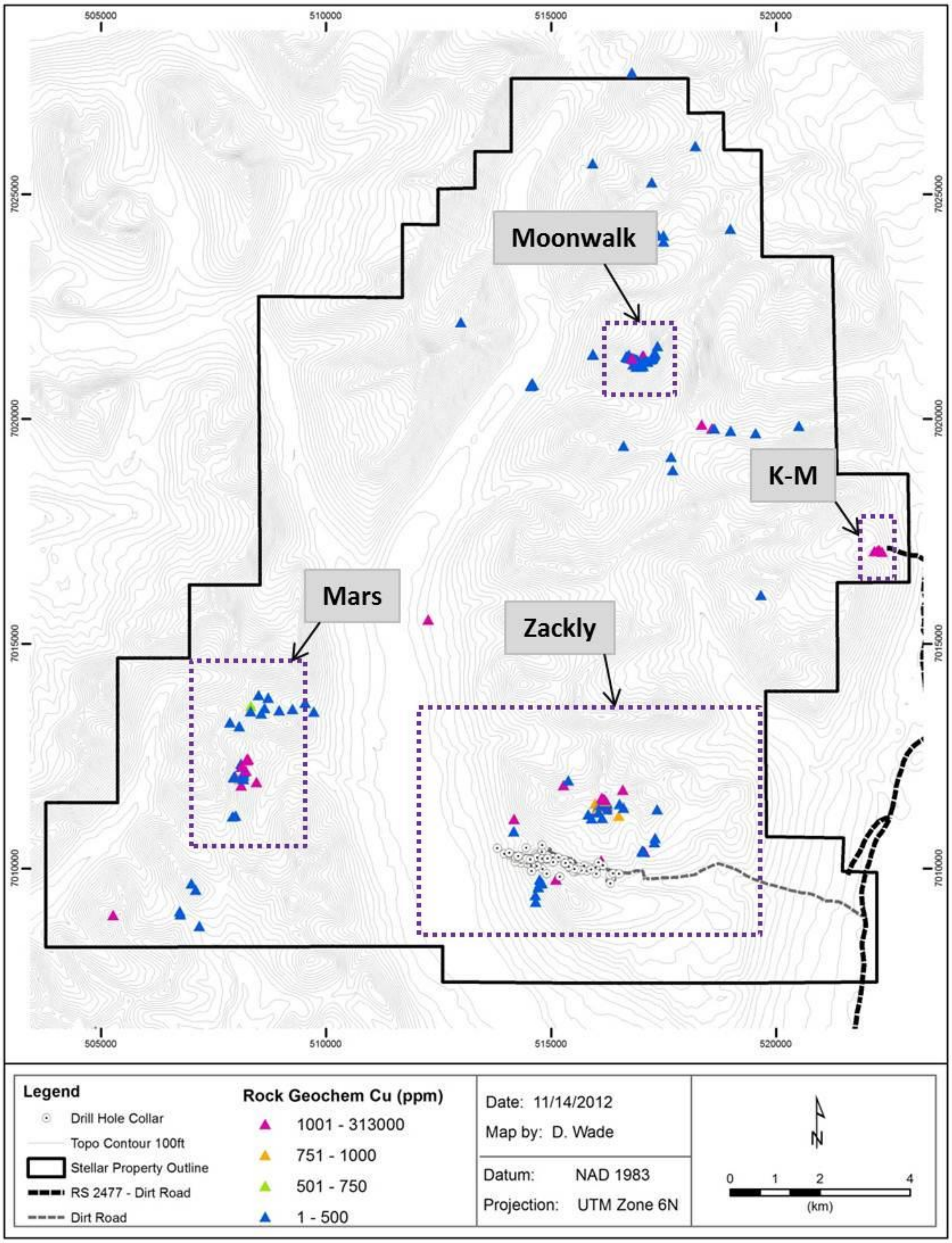

Figure 11: Map showing rock Cu geochemistry of Millrock's sampling programs on the Stellar Property.

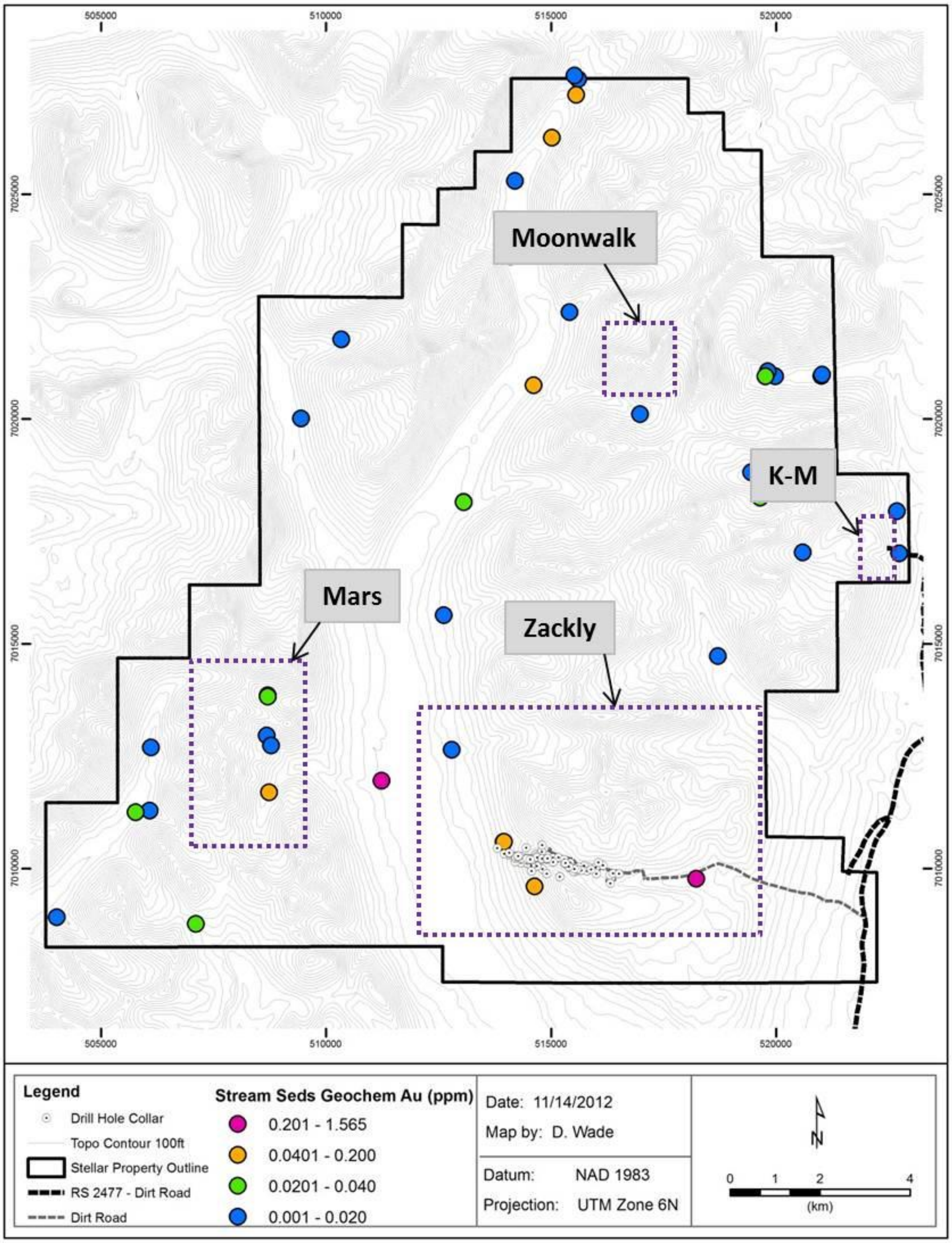

Figure 12: Map showing stream sediment Au geochemistry of Millrock's sampling programs on the Stellar Property.

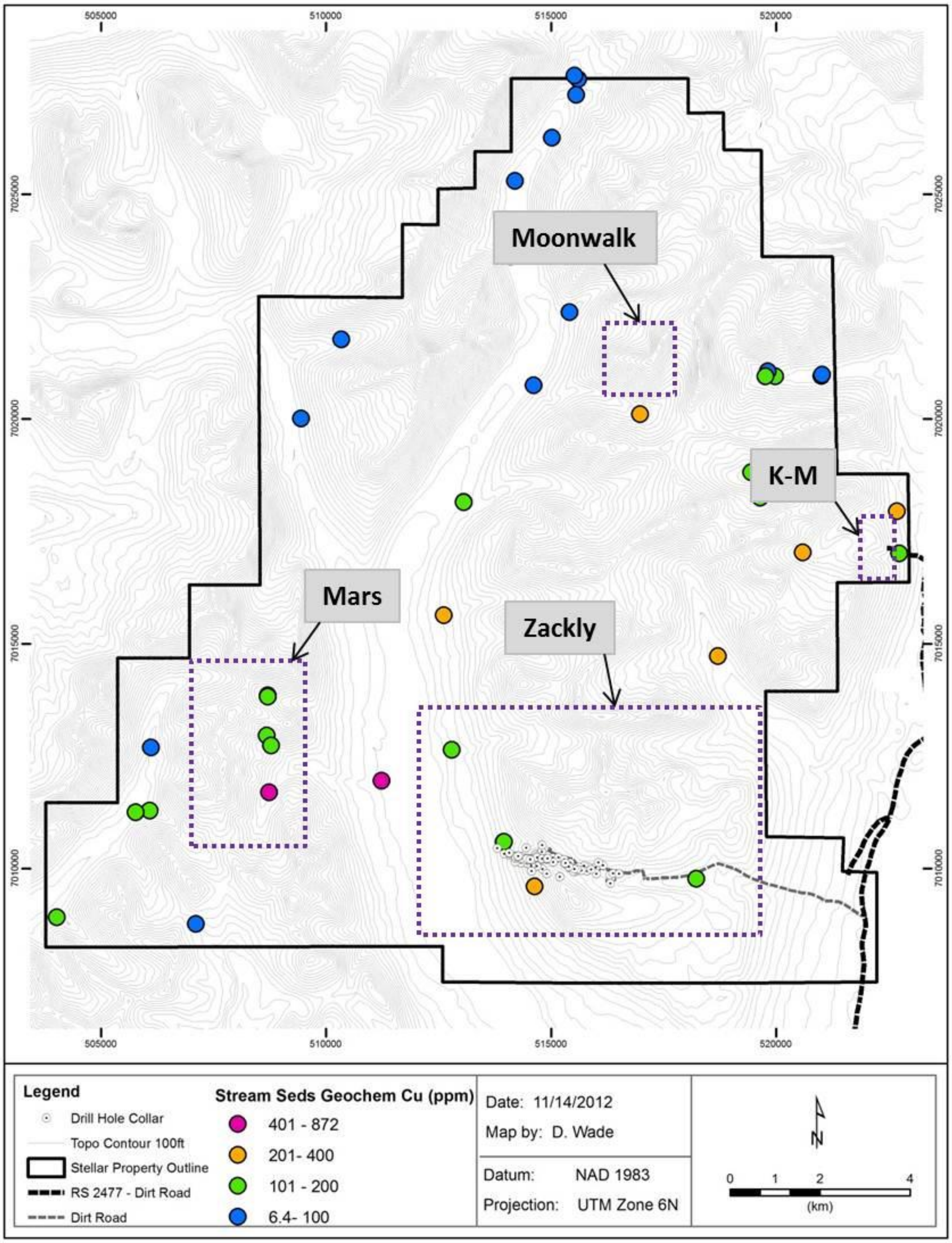

Figure 13: Map showing stream sediment Cu geochemistry of Millrock's sampling programs on the Stellar Property.

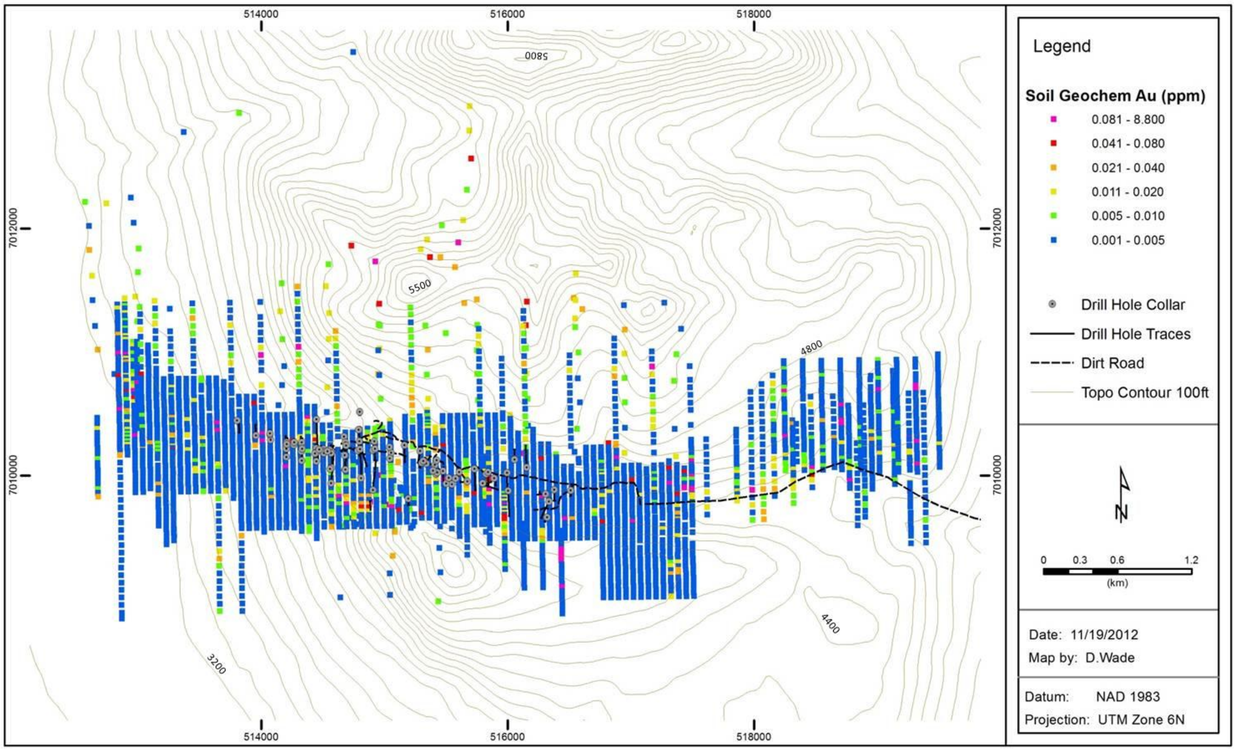

Figure 14: Map showing soil Au geochemistry of Millrock's sampling programs and previous operators of the Zackly Prospect.

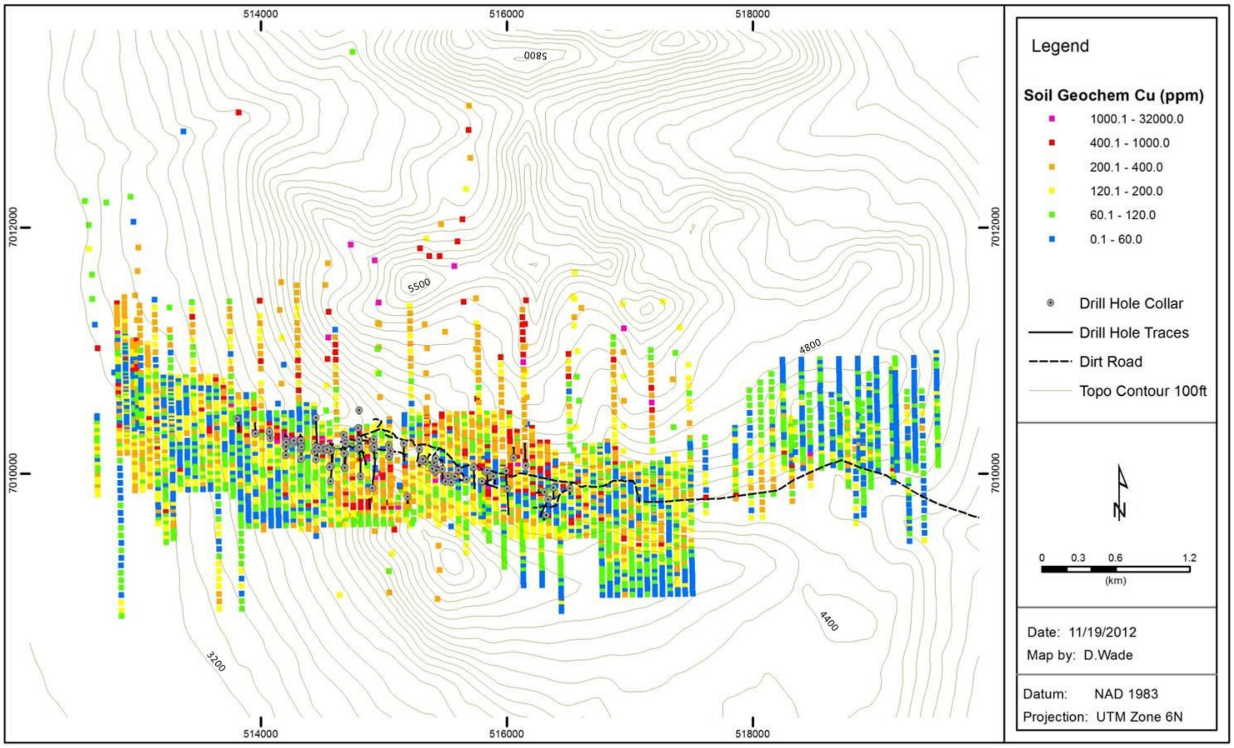

Figure 15: Map showing soil Cu geochemistry of Millrock's sampling programs and previous operators of the Zackly Prospect.

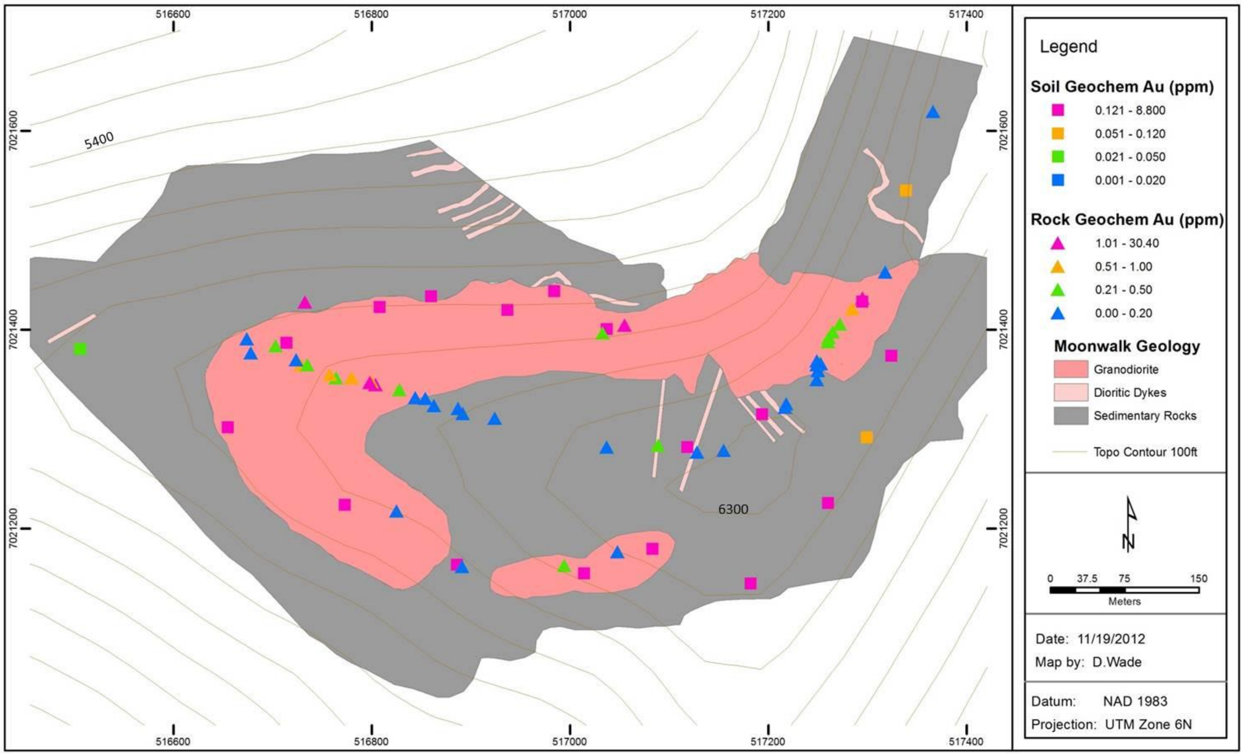

Figure 16: Simplified geological map showing soil Au and rock Au geochemistry of Millrock's sampling programs at the Moonwalk Prospect.

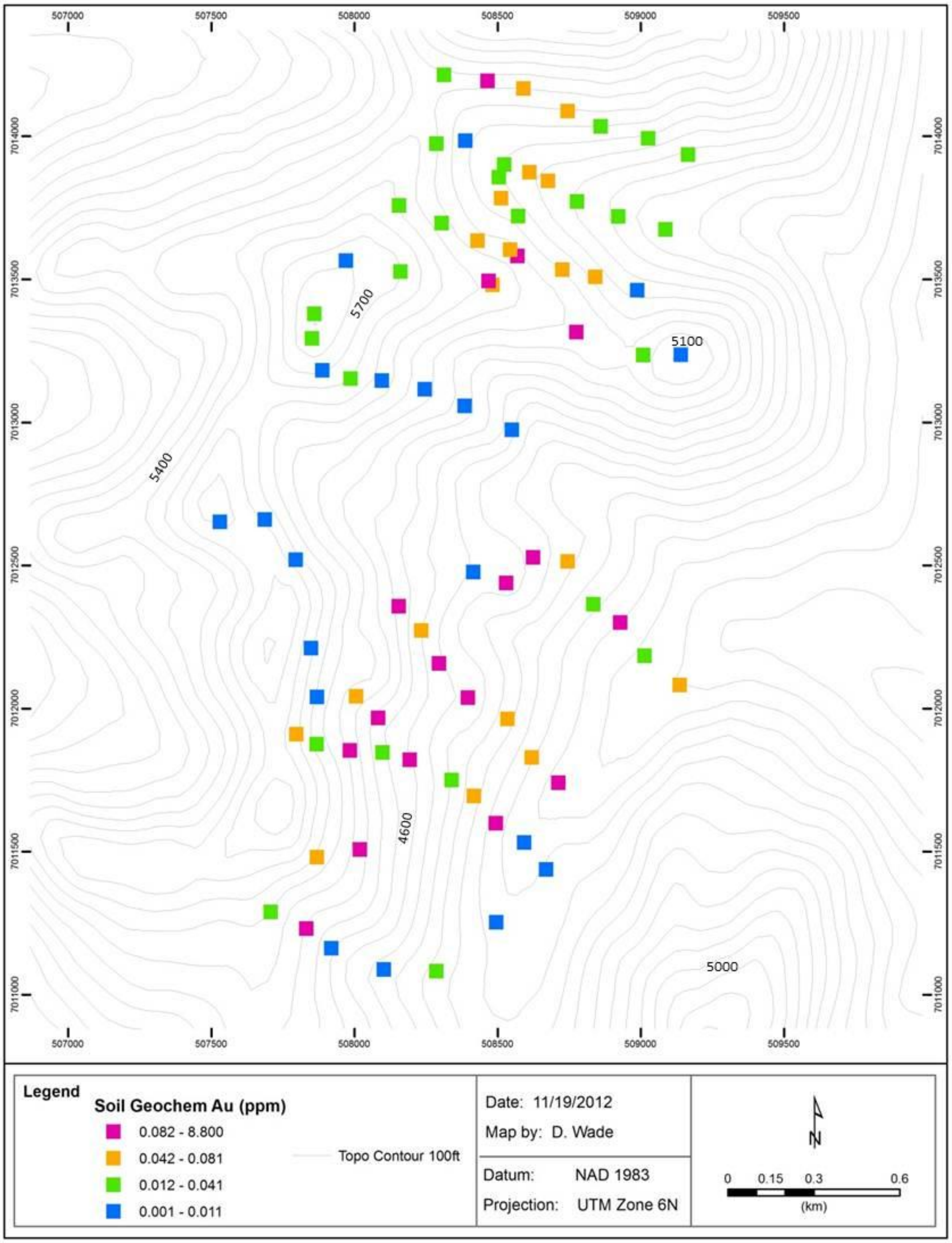

Figure 17: Map showing soil Au geochemistry of Millrock's sampling programs at the Mars Prospect.

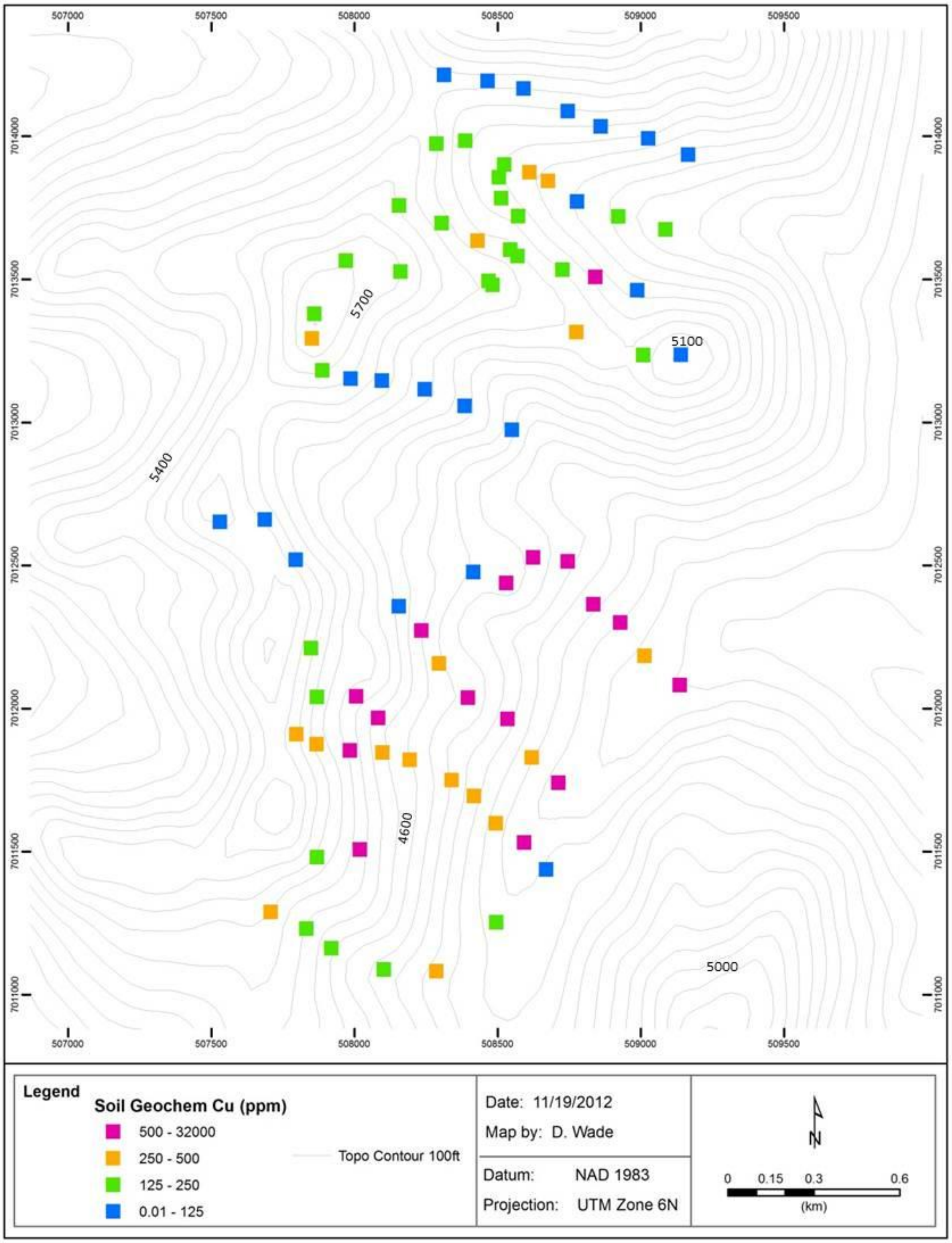

Figure 18: Map showing soil Cu geochemistry of Millrock's sampling programs at the Mars Prospect.

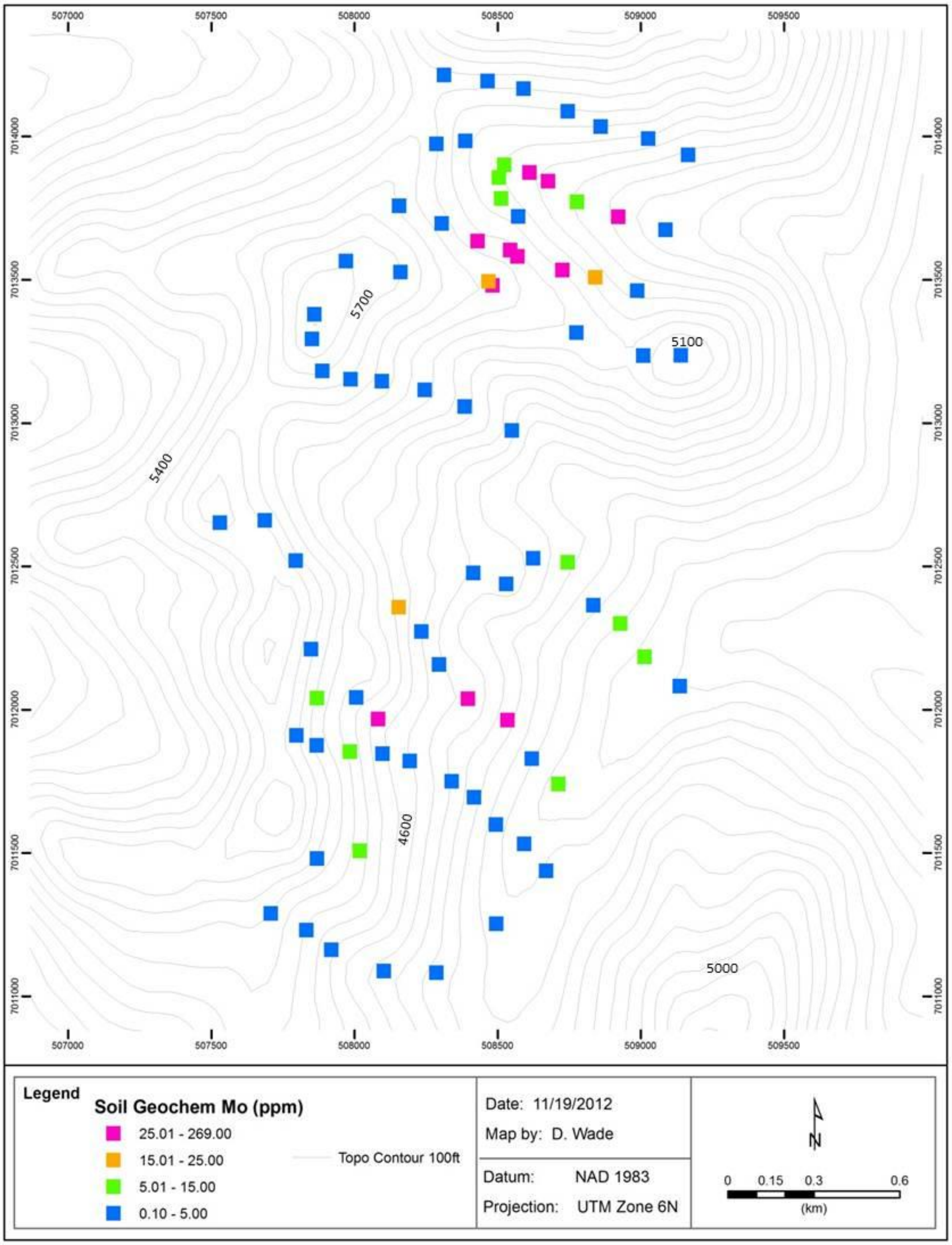

Figure 19: Map showing soil Mo geochemistry of Millrock's sampling programs at the Mars Prospect.

30. APPENDICES

A. List of Stellar Mining Claims.

ADL Number	Claim Name	Staking Date	MTRS	Acreage
ADL 704444	SB 36	20-SEP-10	F018S005E12	160
ADL 704445	SB 37	19-SEP-10	F018S005E12	160
ADL 704446	SB 38	19-SEP-10	F018S006E07	160
ADL 704447	SB 39	19-SEP-10	F018S006E07	160
ADL 704448	SB 40	19-SEP-10	F018S006E08	160
ADL 704457	SB 49	19-SEP-10	F018S005E12	160
ADL 704458	SB 50	19-SEP-10	F018S005E12	160
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ADL 704462	SB 54	19-SEP-10	F018S006E08	160
ADL 704471	SB 63	19-SEP-10	F018S005E14	160
ADL 704472	SB 64	19-SEP-10	F018S005E13	160
ADL 704473	SB 65	19-SEP-10	F018S005E13	160
ADL 704474	SB 66	19-SEP-10	F018S006E18	160
ADL 704475	SB 67	19-SEP-10	F018S006E18	160
ADL 704476	SB 68	19-SEP-10	F018S006E17	160
ADL 704477	SB 69	19-SEP-10	F018S006E17	160
ADL 704478	SB 70	19-SEP-10	F018S006E16	160
ADL 704487	SB 79	20-SEP-10	F018S005E14	160
ADL 704488	SB 80	19-SEP-10	F018S005E14	160
ADL 704489	SB 81	19-SEP-10	F018S005E13	160
ADL 704490	SB 82	19-SEP-10	F018S005E13	160
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ADL 704513	SB 105	19-SEP-10	F018S006E20	160
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ADL 704524	SB 116	20-SEP-10	F018S005E22	160
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ADL 704526	SB 118	19-SEP-10	F018S005E23	160
ADL 704527	SB 119	19-SEP-10	F018S005E24	160
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ADL 704530	SB 122	19-SEP-10	F018S006E19	160

ADL Number	Claim Name	Staking Date	MTRS	Acreage
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ADL 704534	SB 126	19-SEP-10	F018S006E21	160
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ADL 704543	SB 135	19-SEP-10	F018S005E25	160
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ADL 704548	SB 140	19-SEP-10	F018S006E29	160
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ADL Number	Claim Name	Staking Date	MTRS	Acreage
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ADL 714036	SB 238	23-APR-12	F019S005E08	160
ADL 714037	SB 239	23-APR-12	F019S005E09	160
ADL 714038	SB 240	23-APR-12	F019S005E09	160
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ADL 714040	SB 242	23-APR-12	F019S005E10	160
ADL 714041	SB 243	23-APR-12	F019S005E11	160
ADL 714042	SB 244	23-APR-12	F019S005E11	160
ADL 714043	SB 245	23-APR-12	F019S005E12	160
ADL 714044	SB 246	23-APR-12	F019S005E12	160
ADL 714045	SB 247	23-APR-12	F019S006E07	160
ADL 714046	SB 248	23-APR-12	F019S006E07	160
ADL 714047	SB 249	23-APR-12	F019S006E08	160
ADL 714048	SB 250	23-APR-12	F019S006E08	160
ADL 714049	SB 251	23-APR-12	F019S006E09	160
ADL 714050	SB 252	23-APR-12	F019S006E09	160
ADL 714051	SB 253	23-APR-12	F019S006E10	160
ADL 714052	SB 254	23-APR-12	F019S006E10	160
ADL 714053	SB 255	23-APR-12	F019S006E11	160
ADL 714054	SB 256	23-APR-12	F019S005E08	160
ADL 714055	SB 257	23-APR-12	F019S005E09	160
ADL 714056	SB 258	23-APR-12	F019S005E09	160
ADL 714057	SB 259	23-APR-12	F019S005E10	160
ADL 714058	SB 260	23-APR-12	F019S005E10	160
ADL 714059	SB 261	23-APR-12	F019S005E11	160
ADL 714060	SB 262	23-APR-12	F019S005E11	160
ADL 714061	SB 263	23-APR-12	F019S005E12	160
ADL 714062	SB 264	23-APR-12	F019S005E12	160
ADL 714063	SB 265	23-APR-12	F019S006E07	160
ADL 714064	SB 266	23-APR-12	F019S006E07	160
ADL 714065	SB 267	23-APR-12	F019S006E08	160
ADL 714066	SB 268	23-APR-12	F019S006E08	160
ADL 714067	SB 269	23-APR-12	F019S006E09	160
ADL 714068	SB 270	23-APR-12	F019S006E09	160
ADL 714069	SB 271	23-APR-12	F019S006E10	160
ADL 714070	SB 272	23-APR-12	F019S006E10	160
ADL 714071	SB 273	23-APR-12	F019S006E11	160
ADL 714072	SB 274	23-APR-12	F019S005E17	160
ADL 714073	SB 275	23-APR-12	F019S005E16	160
ADL 714074	SB 276	23-APR-12	F019S005E16	160
ADL 714075	SB 277	23-APR-12	F019S005E15	160
ADL 714076	SB 278	23-APR-12	F019S005E15	160
ADL 714077	SB 279	23-APR-12	F019S005E14	160

ADL Number	Claim Name	Staking Date	MTRS	Acreage
ADL 714078	SB 280	23-APR-12	F019S005E14	160
ADL 714079	SB 281	23-APR-12	F019S005E13	160
ADL 714080	SB 282	23-APR-12	F019S005E13	160
ADL 714081	SB 283	23-APR-12	F019S006E18	160
ADL 714082	SB 284	23-APR-12	F019S006E18	160
ADL 714083	SB 285	23-APR-12	F019S006E17	160
ADL 714084	SB 286	23-APR-12	F019S006E17	160
ADL 714085	SB 287	23-APR-12	F019S006E16	160
ADL 714086	SB 288	23-APR-12	F019S006E16	160
ADL 714087	SB 289	23-APR-12	F019S006E15	160
ADL 714088	SB 290	23-APR-12	F019S005E17	160
ADL 714089	SB 291	23-APR-12	F019S005E16	160
ADL 714090	SB 292	23-APR-12	F019S005E16	160
ADL 714091	SB 293	23-APR-12	F019S005E15	160
ADL 714092	SB 294	23-APR-12	F019S005E15	160
ADL 714093	SB 295	23-APR-12	F019S005E14	160
ADL 714094	SB 296	23-APR-12	F019S005E14	160
ADL 714095	SB 297	23-APR-12	F019S005E13	160
ADL 714096	SB 298	23-APR-12	F019S005E13	160
ADL 714097	SB 299	23-APR-12	F019S006E18	160
ADL 714098	SB 300	23-APR-12	F019S006E18	160
ADL 714099	SB 301	23-APR-12	F019S006E17	160
ADL 714100	SB 302	23-APR-12	F019S006E17	160
ADL 714101	SB 303	23-APR-12	F019S006E16	160
ADL 714102	SB 304	23-APR-12	F019S006E16	160
ADL 714103	SB 305	23-APR-12	F019S006E15	160
ADL 714104	SB 306	24-APR-12	F019S004E24	160
ADL 714105	SB 307	24-APR-12	F019S005E19	160
ADL 714106	SB 308	24-APR-12	F019S005E19	160
ADL 714107	SB 309	24-APR-12	F019S005E20	160
ADL 714108	SB 310	23-APR-12	F019S005E20	160
ADL 714109	SB 311	23-APR-12	F019S005E21	160
ADL 714110	SB 312	23-APR-12	F019S005E21	160
ADL 714111	SB 313	23-APR-12	F019S005E22	160
ADL 714112	SB 314	23-APR-12	F019S005E22	160
ADL 714113	SB 315	23-APR-12	F019S005E23	160
ADL 714114	SB 316	23-APR-12	F019S005E23	160
ADL 714115	SB 317	23-APR-12	F019S005E24	160
ADL 714116	SB 318	23-APR-12	F019S005E24	160
ADL 714117	SB 319	23-APR-12	F019S006E19	160
ADL 714118	SB 320	23-APR-12	F019S006E19	160
ADL 714119	SB 321	23-APR-12	F019S006E20	160
ADL 714120	SB 322	23-APR-12	F019S006E20	160
ADL 714121	SB 323	23-APR-12	F019S006E21	160
ADL 714122	SB 324	23-APR-12	F019S006E21	160

ADL Number	Claim Name	Staking Date	MTRS	Acreage
ADL 714123	SB 325	23-APR-12	F019S006E22	160
ADL 714124	SB 326	24-APR-12	F019S004E24	160
ADL 714125	SB 327	24-APR-12	F019S005E19	160
ADL 714126	SB 328	24-APR-12	F019S005E19	160
ADL 714127	SB 329	24-APR-12	F019S005E20	160
ADL 714128	SB 330	23-APR-12	F019S005E20	160
ADL 714129	SB 331	23-APR-12	F019S005E21	160
ADL 714130	SB 332	23-APR-12	F019S005E21	160
ADL 714131	SB 333	23-APR-12	F019S005E22	160
ADL 714132	SB 334	23-APR-12	F019S005E22	160
ADL 714133	SB 335	23-APR-12	F019S005E23	160
ADL 714134	SB 336	23-APR-12	F019S005E23	160
ADL 714135	SB 337	23-APR-12	F019S005E24	160
ADL 714136	SB 338	23-APR-12	F019S005E24	160
ADL 714137	SB 339	23-APR-12	F019S006E19	160
ADL 714138	SB 340	23-APR-12	F019S006E19	160
ADL 714139	SB 341	23-APR-12	F019S006E20	160
ADL 714140	SB 342	23-APR-12	F019S006E20	160
ADL 714141	SB 343	23-APR-12	F019S006E21	160
ADL 714142	SB 344	24-APR-12	F019S004E25	160
ADL 714143	SB 345	24-APR-12	F019S005E30	160
ADL 714144	SB 346	24-APR-12	F019S005E30	160
ADL 714145	SB 347	24-APR-12	F019S005E29	160
ADL 714146	SB 348	23-APR-12	F019S005E29	160
ADL 714147	SB 349	23-APR-12	F019S005E28	160
ADL 714148	SB 350	23-APR-12	F019S005E28	160
ADL 714149	SB 351	23-APR-12	F019S005E27	160
ADL 714150	SB 352	23-APR-12	F019S005E27	160
ADL 714151	SB 353	23-APR-12	F019S005E26	160
ADL 714152	SB 354	23-APR-12	F019S005E26	160
ADL 714153	SB 355	23-APR-12	F019S005E25	160
ADL 714154	SB 356	23-APR-12	F019S005E25	160
ADL 714155	SB 357	23-APR-12	F019S006E30	160
ADL 714156	SB 358	23-APR-12	F019S006E30	160
ADL 714157	SB 359	23-APR-12	F019S006E29	160
ADL 714158	SB 360	23-APR-12	F019S006E29	160
ADL 714159	SB 361	23-APR-12	F019S006E28	160
ADL 714160	SB 362	24-APR-12	F019S004E25	160
ADL 714161	SB 363	24-APR-12	F019S005E30	160
ADL 714162	SB 364	24-APR-12	F019S005E30	160
ADL 714163	SB 365	24-APR-12	F019S005E29	160
ADL 714164	SB 366	23-APR-12	F019S005E29	160
ADL 714165	SB 367	23-APR-12	F019S005E28	160
ADL 714166	SB 368	23-APR-12	F019S005E28	160
ADL 714167	SB 369	23-APR-12	F019S005E27	160

ADL Number	Claim Name	Staking Date	MTRS	Acreage
ADL 714168	SB 370	23-APR-12	F019S005E27	160
ADL 714169	SB 371	24-APR-12	F019S004E35	160
ADL 714170	SB 372	24-APR-12	F019S004E36	160
ADL 714171	SB 373	24-APR-12	F019S004E36	160
ADL 714172	SB 374	24-APR-12	F019S005E31	160
ADL 714173	SB 375	24-APR-12	F019S005E31	160
ADL 714174	SB 376	24-APR-12	F019S005E32	160
ADL 714175	SB 377	23-APR-12	F019S005E32	160
ADL 714176	SB 378	23-APR-12	F019S005E33	160
ADL 714177	SB 379	23-APR-12	F019S005E33	160
ADL 714178	SB 380	23-APR-12	F019S005E34	160
ADL 714179	SB 381	23-APR-12	F019S005E34	160
ADL 714180	SB 382	24-APR-12	F019S004E35	160
ADL 714181	SB 383	24-APR-12	F019S004E36	160
ADL 714182	SB 384	24-APR-12	F019S004E36	160
ADL 714183	SB 385	24-APR-12	F019S005E31	160
ADL 714184	SB 386	24-APR-12	F019S005E31	160
ADL 714185	SB 387	24-APR-12	F019S005E32	160
ADL 714186	SB 388	23-APR-12	F019S005E32	160
ADL 714187	SB 389	23-APR-12	F019S005E33	160
ADL 714188	SB 390	23-APR-12	F019S005E33	160
ADL 714189	SB 391	23-APR-12	F019S005E34	160
ADL 714190	SB 392	23-APR-12	F019S005E34	160
ADL 714191	SB 393	24-APR-12	F020S004E02	160
ADL 714192	SB 394	24-APR-12	F020S004E01	160
ADL 714193	SB 395	24-APR-12	F020S004E01	160
ADL 714194	SB 396	24-APR-12	F020S005E06	160
ADL 714195	SB 397	24-APR-12	F020S005E06	160
ADL 714196	SB 398	24-APR-12	F020S005E05	160
ADL 714197	SB 399	23-APR-12	F020S005E05	160
ADL 714198	SB 400	23-APR-12	F020S005E04	160
ADL 714199	SB 401	23-APR-12	F020S005E04	160
ADL 714200	SB 402	23-APR-12	F020S005E03	160
ADL 714201	SB 403	23-APR-12	F020S005E03	160
ADL 714202	SB 404	24-APR-12	F020S004E02	160
ADL 714203	SB 405	24-APR-12	F020S004E01	160
ADL 714204	SB 406	24-APR-12	F020S004E01	160
ADL 714205	SB 407	24-APR-12	F020S005E06	160
ADL 714206	SB 408	24-APR-12	F020S005E06	160
ADL 714207	SB 409	24-APR-12	F020S005E05	160
ADL 714208	SB 410	24-APR-12	F020S005E05	160
ADL 714209	SB 411	23-APR-12	F020S005E04	160
ADL 714210	SB 412	23-APR-12	F020S005E04	160
ADL 714211	SB 413	23-APR-12	F020S005E03	160
ADL 714212	SB 414	23-APR-12	F020S005E03	160

ADL Number	Claim Name	Staking Date	MTRS	Acreage
ADL 715390	SB 415	17-AUG-12	F019S006E33	160
ADL 715391	SB 416	17-AUG-12	F019S006E34	160
ADL 715392	SB 417	17-AUG-12	F020S006E06	160
ADL 715393	SB 418	17-AUG-12	F020S006E06	160
ADL 715394	SB 419	17-AUG-12	F020S006E05	160
ADL 715395	SB 420	17-AUG-12	F020S006E05	160
ADL 715396	SB 421	17-AUG-12	F020S006E04	160
ADL 715397	SB 422	17-AUG-12	F020S006E04	160
ADL 715398	SB 423	17-AUG-12	F020S006E03	160
ADL 715399	SB 424	17-AUG-12	F020S006E03	160
ADL 715400	SB 425	17-AUG-12	F020S006E06	160
ADL 715401	SB 426	17-AUG-12	F020S006E05	160
ADL 715402	SB 427	17-AUG-12	F020S006E05	160
ADL 715403	SB 428	17-AUG-12	F020S006E04	160
ADL 715404	SB 429	17-AUG-12	F020S006E04	160
ADL 715405	SB 430	17-AUG-12	F020S006E03	160
ADL 715406	SB 431	17-AUG-12	F020S006E03	160
ADL 715407	SB 432	17-AUG-12	F020S006E09	160
ADL 715408	SB 433	17-AUG-12	F020S006E09	160
ADL 715409	SB 434	17-AUG-12	F020S006E10	160
ADL 715410	SB 435	17-AUG-12	F020S006E10	160
ADL 715411	SB 436	17-AUG-12	F020S005E11	160
ADL 715412	SB 437	17-AUG-12	F020S005E11	160
ADL 715413	SB 438	17-AUG-12	F020S005E12	160
ADL 715414	SB 439	17-AUG-12	F020S005E12	160
ADL 716482	SB 440	1-Dec-12	F020S006E06	160
ADL 716483	SB 441	1-Dec-12	F020S006E07	160
ADL 716484	SB 442	1-Dec-12	F020S006E07	160
ADL 716485	SB 443	1-Dec-12	F020S006E08	160
ADL 716486	SB 444	1-Dec-12	F020S006E08	160
ADL 716487	SB 445	1-Dec-12	F019S005E18	160
ADL 716488	SB 446	1-Dec-12	F019S005E17	160
ADL 716489	SB 447	1-Dec-12	F019S005E18	160
ADL 716490	SB 448	1-Dec-12	F019S005E17	160

B. Significant drill intercepts of the 1981, 1982 and 1987 drilling programs.

A 0.1% cutoff for copper was used for calculating drill intercepts.

HoleID	Type	Company	Year	From (m)	To (m)	Length (m)	Au (g/t)	Ag (g/t)	Cu (%)
Z-01-81	Core	UNC Teton	1981	67.06	69.49	2.44	0.04	0.78	0.43
Z-01-81	Core	UNC Teton	1981	77.72	85.95	8.23	3.30	10.53	1.55
Z-02-81	Core	UNC Teton	1981	169.47	179.83	10.36	2.08	14.33	1.63
includes	Core	UNC Teton	1981	171.30	179.22	7.92	2.55	17.78	2.07
Z-02-81	Core	UNC Teton	1981	188.98	200.86	11.89	1.06	8.07	1.25
includes	Core	UNC Teton	1981	190.80	200.86	10.06	1.23	9.25	1.45
includes	Core	UNC Teton	1981	190.80	192.63	1.83	2.32	15.22	2.30
Z-03-81	Core	UNC Teton	1981	47.55	51.21	3.66	1.31	13.83	1.30
Z-04-81	Core	UNC Teton	1981	145.08	164.59	19.51	14.26	88.93	4.40
Z-05-81	Core	UNC Teton	1981	21.34	33.53	12.19	16.09	6.72	0.74
Z-07-81	Core	UNC Teton	1981	98.15	112.78	14.63	1.76	11.08	1.50
Z-08-81	Core	UNC Teton	1981	168.10	168.55	0.46	23.76	50.20	4.95
Z-09-81	Core	UNC Teton	1981	158.95	159.56	0.61	0.60	9.20	0.98
Z-09-81	Core	UNC Teton	1981	163.22	167.03	3.81	0.34	11.60	1.10
Z-09-81	Core	UNC Teton	1981	168.86	171.91	3.05	4.04	4.74	0.68
Z-11-81	Core	UNC Teton	1981	24.38	30.48	6.10	1.24	3.73	0.30
Z-11-81	Core	UNC Teton	1981	96.01	97.54	1.52	0.47	3.80	0.28
Z-12-81	Core	UNC Teton	1981	53.04	55.47	2.44	0.84	7.40	1.10
Z-12-81	Core	UNC Teton	1981	71.32	74.98	3.66	3.44	12.14	1.76
Z-14-81	Core	UNC Teton	1981	19.81	49.38	29.57	2.38	3.54	0.53
Z-14-81	Core	UNC Teton	1981	70.10	79.25	9.14	0.65	2.44	0.17
Z-16-81	Core	UNC Teton	1981	70.10	71.63	1.52	0.40	4.60	0.47
Z-22-82	Core	UNC Teton	1982	61.87	67.36	5.49	2.30	1.94	0.21
Z-23-82	Core	UNC Teton	1982	172.88	176.78	3.90	0.86	8.84	0.86
Z-23-82	Core	UNC Teton	1982	271.67	284.99	13.32	2.16	4.31	0.41
includes	Core	UNC Teton	1982	271.67	275.84	4.18	5.02	11.30	1.05
Z-24-82	Core	UNC Teton	1982	316.38	320.04	3.66	0.94	34.18	1.13
Z-24-82	Core	UNC Teton	1982	324.92	331.93	7.01	0.99	6.36	0.50
Z-26-82	Core	UNC Teton	1982	230.12	231.34	1.22	1.14	7.07	0.52
Z-27-82	Core	UNC Teton	1982	138.68	140.21	1.52	0.45	9.85	0.62
Z-27-82	Core	UNC Teton	1982	155.87	159.56	3.69	0.36	8.40	0.41
Z-27-82	Core	UNC Teton	1982	185.62	193.85	8.23	0.28	5.26	0.31
Z-28-82	Core	UNC Teton	1982	452.32	456.90	4.57	0.17	1.70	0.34
Z-29-82	Core	UNC Teton	1982	359.82	373.99	14.17	0.74	11.33	1.26
Z-30-82	Core	UNC Teton	1982	63.40	67.36	3.96	0.73	9.72	0.69
Z-30-82	Core	UNC Teton	1982	111.25	111.56	0.30	2.80	0.31	0.27
Z-31-82	Core	UNC Teton	1982	185.01	198.55	13.53	2.45	8.10	0.90
Z-32-82	Core	UNC Teton	1982	156.06	174.35	18.29	0.02	1.42	0.37
Z-32-82	Core	UNC Teton	1982	195.68	204.83	9.14	0.00	1.28	0.49
Z-32-82	Core	UNC Teton	1982	213.97	220.07	6.10	0.18	4.47	0.63
Z-33-82	Core	UNC Teton	1982	0.00	0.00	0.00	0.00	0.00	0.00
Z-35-82	Core	UNC Teton	1982	274.32	275.84	1.52	0.27	1.80	0.53
Z-36-82	Core	UNC Teton	1982	0.00	0.00	0.00	0.00	0.00	0.00
Z-37-82	Core	UNC Teton	1982	0.00	0.00	0.00	0.00	0.00	0.00

HoleID	Type	Company	Year	From (m)	To (m)	Length (m)	Au (g/t)	Ag (g/t)	Cu (%)
Z-38-82	Core	UNC Teton	1982	319.74	323.70	3.96	0.48	3.79	0.37
Z-38-82	Core	UNC Teton	1982	330.04	331.32	1.28	11.02	9.80	0.62
Z-38-82	Core	UNC Teton	1982	356.62	359.66	3.05	2.64	9.33	0.94
Z-39-82	Core	UNC Teton	1982	0.00	0.00	0.00	0.00	0.00	0.00
Z-39-82	Core	UNC Teton	1982	0.00	0.00	0.00	0.00	0.00	0.00
Z-40	RC	RAA	1987	30.48	39.62	9.14	1.49	13.34	0.45
Z-40	RC	RAA	1987	45.72	47.24	1.52	2.19	13.37	0.95
Z-41	RC	RAA	1987	48.77	54.86	6.10	0.59	6.11	0.59
Z-42	RC	RAA	1987	51.82	56.39	4.57	0.18	4.87	0.54
Z-43	RC	RAA	1987	83.82	102.11	18.29	0.22	1.67	0.60
Z-44	RC	RAA	1987	60.96	70.10	9.14	1.09	4.65	0.50
Z-47	RC	RAA	1987	39.62	56.39	16.76	0.81	4.85	0.54
Z-48	RC	RAA	1987	3.05	12.19	9.14	3.15	19.92	2.30
Z-49	RC	RAA	1987	67.06	96.01	28.96	1.07	5.41	0.40
Z-49	RC	RAA	1987	105.16	115.82	10.67	2.61	19.92	1.27
Z-50	RC	RAA	1987	6.10	16.76	10.67	4.38	13.81	1.69
Z-51	RC	RAA	1987	25.91	33.53	7.62	0.96	5.79	0.60
Z-52	RC	RAA	1987	0.00	3.05	3.05	0.39	1.80	0.31
Z-52	RC	RAA	1987	15.24	24.38	9.14	1.08	10.76	0.69
Z-54	RC	RAA	1987	15.24	21.34	6.10	0.10	0.48	0.47
Z-55	RC	RAA	1987	76.20	105.16	28.96	1.19	11.20	1.09
Z-56	RC	RAA	1987	3.05	6.10	3.05	0.00	35.00	0.14
Z-56	RC	RAA	1987	12.19	21.34	9.14	0.20	4.30	0.73
Z-57	RC	RAA	1987	18.29	45.72	27.43	0.22	4.36	0.31
Z-59	RC	RAA	1987	13.72	25.91	12.19	0.15	2.52	0.30
Z-59	RC	RAA	1987	32.00	45.72	13.72	0.68	3.13	0.29
Z-59	RC	RAA	1987	53.34	88.39	35.05	0.50	3.41	0.43
includes	RC	RAA	1987	56.39	62.48	6.10	2.57	3.48	1.44
Z-63	RC	RAA	1987	45.72	54.86	9.14	0.24	5.77	0.72
Z-65	RC	RAA	1987	45.72	56.39	10.67	1.46	6.05	0.65
Z-66	RC	RAA	1987	9.14	15.24	6.10	3.34	14.27	0.93
Z-67	RC	RAA	1987	21.34	30.48	9.14	0.10	2.61	0.23
Z-68	RC	RAA	1987	21.34	28.96	7.62	0.49	11.12	0.92
Z-69	RC	RAA	1987	13.72	18.29	4.57	0.46	3.04	0.21
Z-70	RC	RAA	1987	32.00	35.05	3.05	0.78	3.73	0.23
Z-71	RC	RAA	1987	33.53	39.62	6.10	0.50	5.38	0.41
Z-74	RC	RAA	1987	103.63	121.92	18.29	0.34	2.04	0.31
Z-75	RC	RAA	1987	24.38	32.00	7.62	0.55	5.58	0.29
Z-76	RC	RAA	1987	30.48	36.58	6.10	0.61	4.45	0.30
Z-76	RC	RAA	1987	45.72	48.77	3.05	1.39	3.95	0.17
Z-77	RC	RAA	1987	3.05	4.57	1.52	3.09	2.06	0.19
Z-78	RC	RAA	1987	0.00	9.14	9.14	6.70	15.09	1.12
Z-79	RC	RAA	1987	6.10	9.14	3.05	0.48	4.80	0.24
Z-85	Core	RAA	1987	38.10	42.67	4.57	0.11	8.71	0.31
Z-85	Core	RAA	1987	47.24	51.82	4.57	0.38	11.29	0.48

HoleID	Type	Company	Year	From (m)	To (m)	Length (m)	Au (g/t)	Ag (g/t)	Cu (%)
Z-85	Core	RAA	1987	57.91	65.53	7.62	0.14	2.84	0.21
Z-86	Core	RAA	1987	12.80	13.87	1.07	3.16	6.24	0.43
Z-86	Core	RAA	1987	18.04	35.66	17.62	2.98	13.83	1.31