Dominion Creek Project

Cariboo Mining Division
British Columbia

Technical Report

For

XMP Mining Limited

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By

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1 Summary

The Dominion Creek Property which is approximately 43 kilometers northeast of the Town of Wells has been optioned by XMP Mining Limited. The property is strategically located in highly prospective ground with excellent potential for the discovery of major gold and associated base metal deposits.

The claims cover approximately 7.5 kilometers of the highly anomalous Isaac Lake Fault system. A British Columbia regional stream geochemical survey (RGS) originally identified the mineral potential of this area. It contained the majority of the 95th percentile assayed samples in the RGS study area for gold, lead, arsenic and antimony.

Significant exploration programs in the past have identified numerous soil geochemical anomalies and two mineralized showings (Minfile No. 093H 133) on the property. The North and South Zones originally discovered by Noranda Exploration Co. Ltd. have been partially delineated and tested by several diamond drill programs and a 1,180 tonne bulk sample. The structural complexity of the showings has not provided enough data to estimate a mineral resource at this time.

There are numerous other exploration targets on the property that need more detailed examination. Also a large portion of the property has never been prospected. It is therefore recommended that a success-contingent phased prospecting and geochemical survey exploration program should be undertaken to assess the overall mineral potential of this property.

2 Introduction

2.1 Terms of Reference

This report was prepared by the David K. Makepeace, M.Eng., P.Eng., an Independent Qualified Person, on behalf of XMP Mining Limited. XMP Mining Limited is an inactive junior resource company based in Vancouver, BC, which is seeking to reactivate its affairs and achieve Tier II Maintenance Requirements in compliance with the Rules and Policies of the TSX Venture Exchange. This report is being prepared as an independent technical report in compliance with National Instrument 43-101 for filing with the TSX Venture Exchange. The purpose of this technical evaluation is to independently verify past work and exploration potential for the property and to determine whether the property is a property of merit sufficient to meet the criteria established by the TSX Venture Exchange for the reactivation of an inactive issuer.

The report forms a compilation of information drawn from all available exploration company reports, Ministry of Mines Annual Reports and Minfile records, all listed in the References Section, and one site visit by the writer. No attempt has been made at this point to verify assay data presented in these reports, thus relying strictly on their summary reporting. Not all reports viewed in this compilation contained laboratory certificates or referred to any quality assurance/quality control programs initiated on their work. However, Professional Engineers and Geologists wrote all reports that are referenced.

The author of this report has not being involved with any of the exploration programs conducted on the property to-date although he visited the property on July 15, 2000.

2.2 Disclaimer

Geospectrum Engineering has compiled this report with all due care and reviewed all available reports. It is believed that the information contained within these reports is accurate and reliable. The referenced reports were undertaken by qualified people.

XMP Mining Limited has the right to use this report or any portion of the report (so long as any excerpted portion does not materially deviate from the report as a whole), for any legal purpose relating to the business of XMP Mining Limited, including for purposes of filing a prospectus with the Canadian Securities regulators.

3 Property Description

3.1 Location

The Dominion Creek Property is 43 kilometers northeast of the Town of Wells and about 110 kilometers east-southeast of Prince George. The property is located on NTS map 093H06W. The Dominion Creek Minfile showing [093H133] is located at UTM (Zone 10) NAD 83 coordinates 5923597 mN, 614722 mE (latitude 53° 26' 56" N and longitude 121° 16' 21" W).

The property is within the Cariboo Mining Division of central British Columbia. The Property area stretches from the junction of Haggen Creek and Dominion Creek, northwest of Clear Mountain in the north to the headwaters of Dominion Creek, in the south (see Figure 1).

3.2 Accessibility

Access to the property is from Highway 16 approximately 65 kilometers east of Prince George, to a series of gravel-based Forest Service Roads (Bowron, Narrow and Haggen) and Forest/Mining roads (Rustad and Noranda) approximately 50 kilometers. The final 13 kilometers are bush roads requiring a 4-wheel drive vehicle at times.

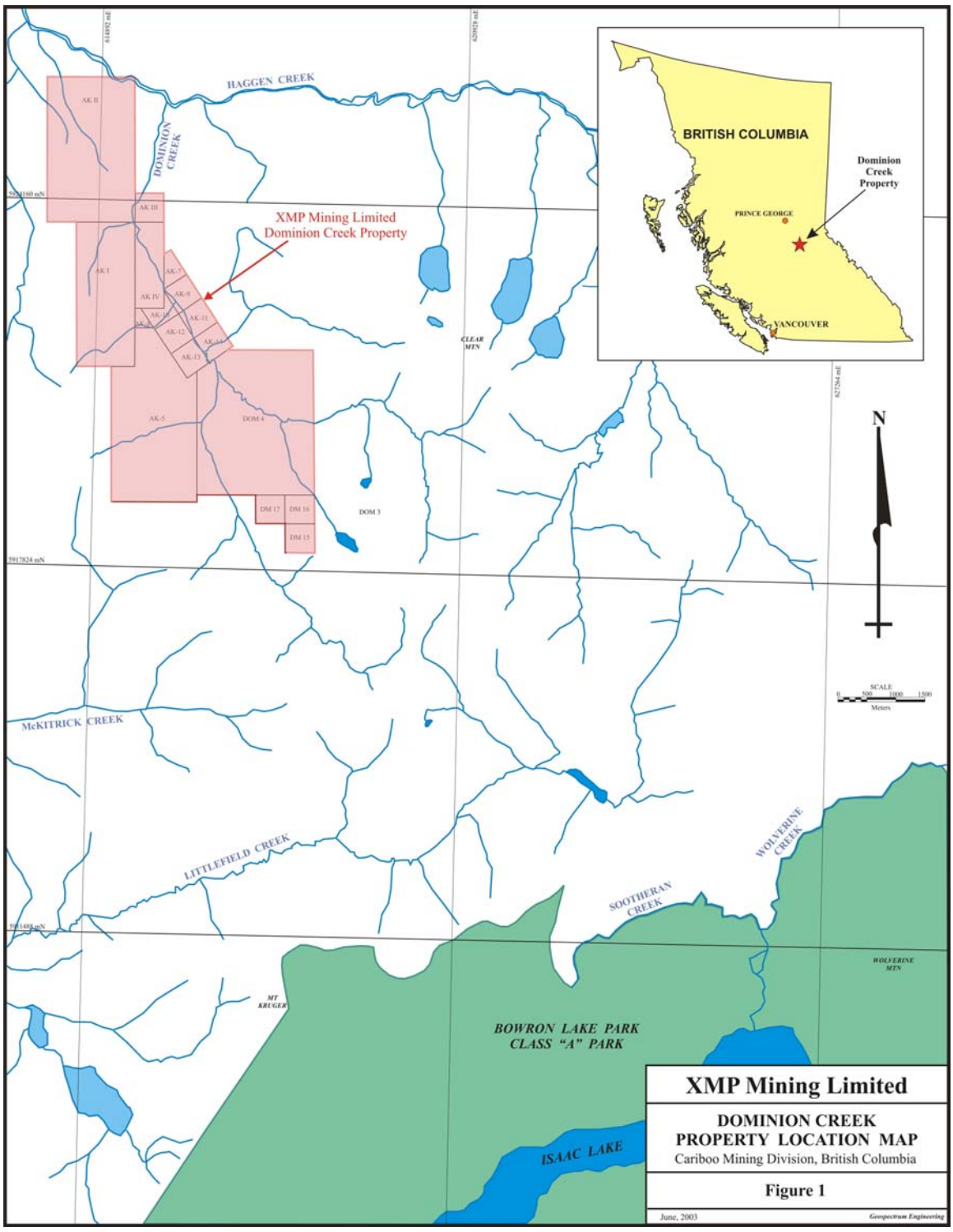
Helicopter access is via Prince George although units may be available in Quesnel or Wells at various times of the year.

3.3 Climate

The area has a moderate, dry climate. Prevailing winds are light and from the south. Temperatures range from a minimum of -17° C in January to 22° C in July. There are approximately 85 frost-free days. The average annual rainfall is approximately 41 centimeters. The annual average snowfall is approximately 240 centimeters.

3.4 Physiography

The property is situated along the western edge of the Cariboo Mountains. The maximum local relief is only 700 meters with the majority of the prospective ground at 1,200 to 1,500 meters mean sea level. The terrain across the property has a moderate slope (see Photo 1) except along Dominion Creek and its numerous tributaries. The terrain tends to be very steep and rugged.



Most of the property is forested with mature spruce and balsam fir and is covered with a moderate to dense underbrush of dwarf willow, huckleberry and devil's club.

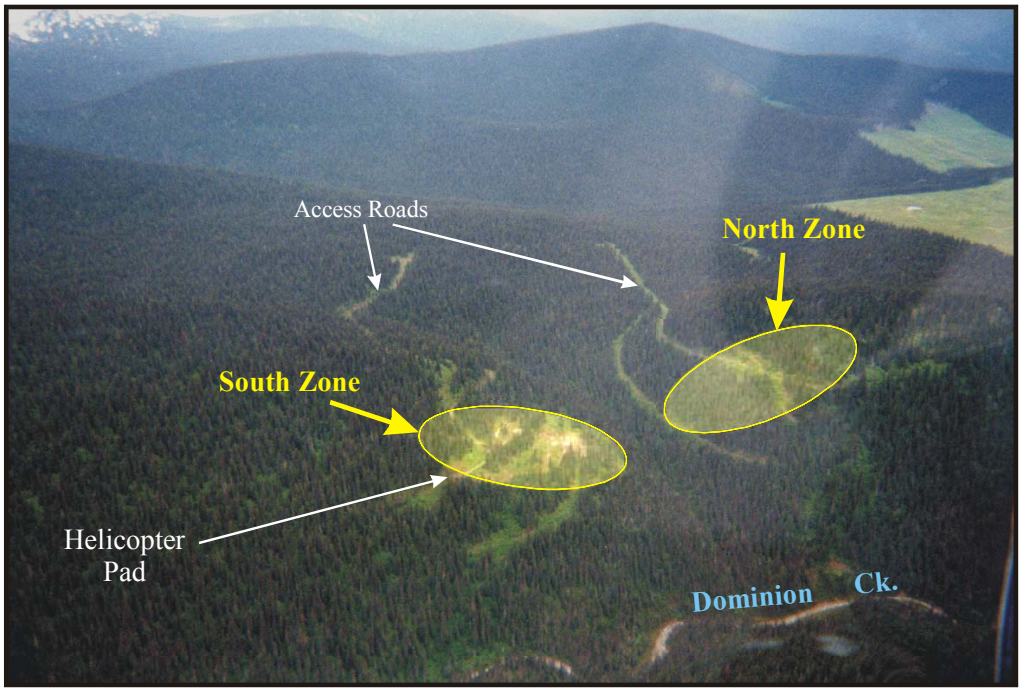


Photo 1
The South and North Zones from the air, looking northwest.

3.5 Infrastructure

A series of four-wheel drive drill roads have been constructed over the North and South Zones. An exploratory trench/pit has been excavated within the South Zone for geological interpretation and bulk sampling purposes. There is no other infrastructure on the claims.

3.6 Claims

The Dominion Creek Property consists of 17 mineral claims (78 units) totalling approximately 1,950 hectares (see Figure 1). This property is under option from Mr. R. MacArthur and Mr. A. Raven.

Presently, Gold City Industries Ltd. can acquire 100 % ownership with cash payments ($ 550,000), Gold City Industries Ltd. shares (200,000) and completion of exploration work to maintain the property in good standing for 5 years. The property is also subject to a 2 % NSR royalty in favour of Mr. N. Kencayd.

XMP Mining Limited can earn a 50 % interest in the Dominion Creek Property by making a cash payment of $255,000, issuing 800,000 common shares of a post consolidation of XMP Mining Limited and making exploration expenditures totalling

$750,000 over a four year period (Gold City Industries Ltd. News Release 03-10). XMP Mining Limited will be the operator of the project. After the above option terms are fulfilled Gold City Industries Ltd. and XMP Mining Limited will form a 50/50 joint venture on the property.

Below are the claim summary statistics as of June 11, 2003. Figure 1 illustrates the claim position.

Dominion Creek Claim Group

Tenure No.	Claim Name	Owner No.	Status	Units	Tag No.
205239	AK I	100% MacArthur	Good 2009/10/10	10	20894
205240	AK II	100% MacArthur	Good 2009/10/10	15	20891
205241	AK III	100% MacArthur	Good 2009/10/10	1	20893
205242	AK IV	100% MacArthur	Good 2009/10/10	3	20892
353532	AK-7	100% MacArthur	Good 2009/10/10	1	625525M
353533	AK-9	100% MacArthur	Good 2009/10/10	1	625527M
353534	AK-10	100% MacArthur	Good 2009/10/10	1	625528M
353535	AK-11	100% MacArthur	Good 2009/10/10	1	625529M
353536	AK-12	100% MacArthur	Good 2009/10/10	1	625530M
353537	AK-14	100% MacArthur	Good 2009/10/10	1	625532M
353539	AK-13	100% MacArthur	Good 2009/10/10	1	625531M
354277	DOM 4	100% MacArthur	Good 2009/10/10	20	206294
354280	DM 15	100% MacArthur	Good 2009/10/10	1	631863M
354281	DM 16	100% MacArthur	Good 2009/10/10	1	631862M
354282	DM 17	100% MacArthur	Good 2009/10/10	1	631870M
375994	AK-5	100% MacArthur	Good 2009/10/10	18	61359
375995	AK-8	100% MacArthur	Good 2009/10/10	1	697097M

Note: As of June 11, 2003

4 History

4.1 General

The property has had a very short history compared to many other properties and mining camps in British Columbia. The following is a brief historical description.

- 1984 RGS data identified major base metal anomalies.
- 1985 Follow-up RGS program confirmed anomalies.
- 1986 Mr. N. Kencayd discovered quartz galena float in the lower Dominion Creek and staked the Dominion Creek claims (AK-I to AK-IV, 80 units).
- 1986-8 Noranda Exploration Company Ltd. and International Rhodes Resources Inc. optioned the property and completed several surveys.

- 1989 The AK-I to AK-IV claims were returned to Kencayd in August 1989. Noranda retained extensive claims north and south, which were allowed to lapse over next few years. Mr. A. Raven purchased the property from Mr. N. Kencayd.

- 1990-2 Aquila Resources Limited optioned the property and extracted a bulk sample from the South Zone.

- 1997-98 Gold City Industries Ltd. and Applied Mine Technologies Inc. optioned the property. The option was terminated in 1988.

- 1999 Mr. R. MacArthur acquired an interest in the property.

- 2000 Gold City Industries Ltd. re-optioned the property from Raven/MacArthur. Gold City Industries Ltd. staked additional ground around the Dominion Creek Property.

- 2001 Gold City Industries Ltd. acquired Applied Mine Technologies Inc.'s stake in the Dominion Creek property.

- 2003 XMP Mining Limited joint ventured with Gold City Industries Ltd. to advance the property.

4.2 Geological / Prospecting

A prospector, Mr. N. Kencayd, discovered quartz galena float in the lower Dominion Creek in July 1986 while he was panning for gold. Samples of the boulders were sent to Noranda Exploration Company Ltd.'s Prince George facilities. Immediately after the samples were assayed, the initial 80 units (AK I to AK IV) were staked by Mr. Kencayd with the financial assistance of a Noranda grubstake agreement. After a field reconnaissance of the area, an option agreement was signed between Noranda and Mr. Kencayd, August 8, 1986. Mr. Kencayd was unaware of the provincial regional geochemical survey data for the area.

Noranda Exploration Company Ltd. carried out exploration programs from 1986 to 1988. The program included:

- Road building - 8.9 kilometers
- Reconnaissance prospecting outside the north and south zones
- 100-meter grid (cut baseline and flagged picket lines) - 68 kilometers
- Orientation survey - 20 silt samples
- Soil samples - 3,399 samples
- Magnetometer geophysics - 39.8 kilometers
- VLF-EM geophysics - 8.9 kilometers

- Horizontal Loop - EM geophysics - 1.45 kilometers
- Geological mapping of the entire grid
- Trenching of access roads
- Diamond drilling - 53 holes, totalling 3,483.7 meters

They discovered 2 mineralized showings at the junction of the Discovery (Camp) Creek and Dominion Creek (North and South [Main or 155] Zones).

Mr. A. Raven exposed the South Zone mineralization in 1989. Aquila Resources Limited extracted a 1,180 tonne bulk sample from the South Zone in 1992.

Gold City Industries Ltd. completed geological mapping and prospecting of the area around the South Zone. Selected areas were mapped on the new grid including the lower parts of Discovery Creek, the west side of Dominion Creek upstream of Discovery Creek and selected areas where prospecting had located quartz veining. Mapping was undertaken in the South Zone area at a scale of 1:1200. The grid outside the South Zone was not completely mapped.

4.3 Geochemistry

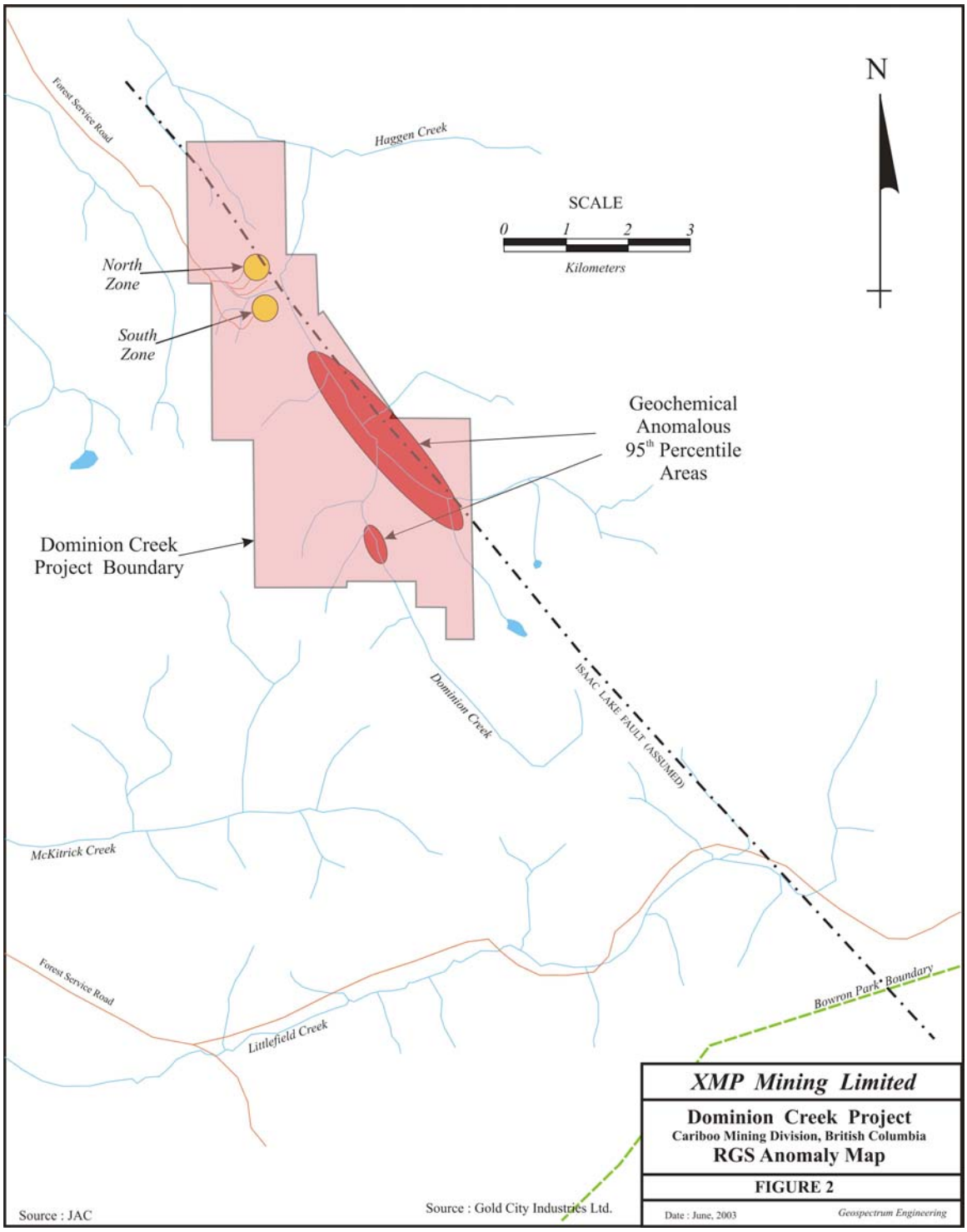
A provincial government regional geochemical survey (RGS) conducted in 1984 in this area identified significant geochemical anomalies (Pb, As, Sb, Co and Fe) along the watersheds in the Isaac Lake Fault structure (Figure 2). Several geochemical anomalies along the upper reaches of Dominion Creek were within the 95th and 98th percentile of all samples taken in the survey area.

The government returned in 1985 for a follow-up survey of the Dominion Creek area. Silt and panned concentrate samples confirmed anomalous values in Pb, As and Sb. Maximum gold values from silt samples were 20 ppb and up to 1000 ppb Au from panned concentrate.

Noranda Exploration Company Ltd. initially completed a small (20 sample) geochemical silt sample survey in 1986 and was encouraged by those results to complete a larger soil geochemical survey (3,399 samples). Samples were taken from the “B” soil horizon. All samples were analysed for Zn and Pb. Most samples were analysed as well for Au, Cu and Ag.

The results of the geochemical surveys identified two highly anomalous Zn, Pb and Au zones. These anomalies paralleled the Isaac Lake Fault immediately west of Dominion Creek and separated by Discovery Creek. The zones were referred to as the North and South Zones (see in Figure 3). These anomalies cover an area approximately 500 meters by 800 meters. They form the northern limits of a series of geochemical anomalies that extend at least 3000 meters to the southeast, defined by the Noranda soil sample grid. The anomalous area may extend further to the southeast taking into consideration the stream sediment sample results, but has not been adequately explored yet.

The largest geochemical halo was obtained by zinc assay results followed by lead results. The other assayed elements (Au, Cu and Ag) were less useful due to their geochemical signatures. The largest gold value (2,400 ppb) was obtained on the slope topographically below the South Zone



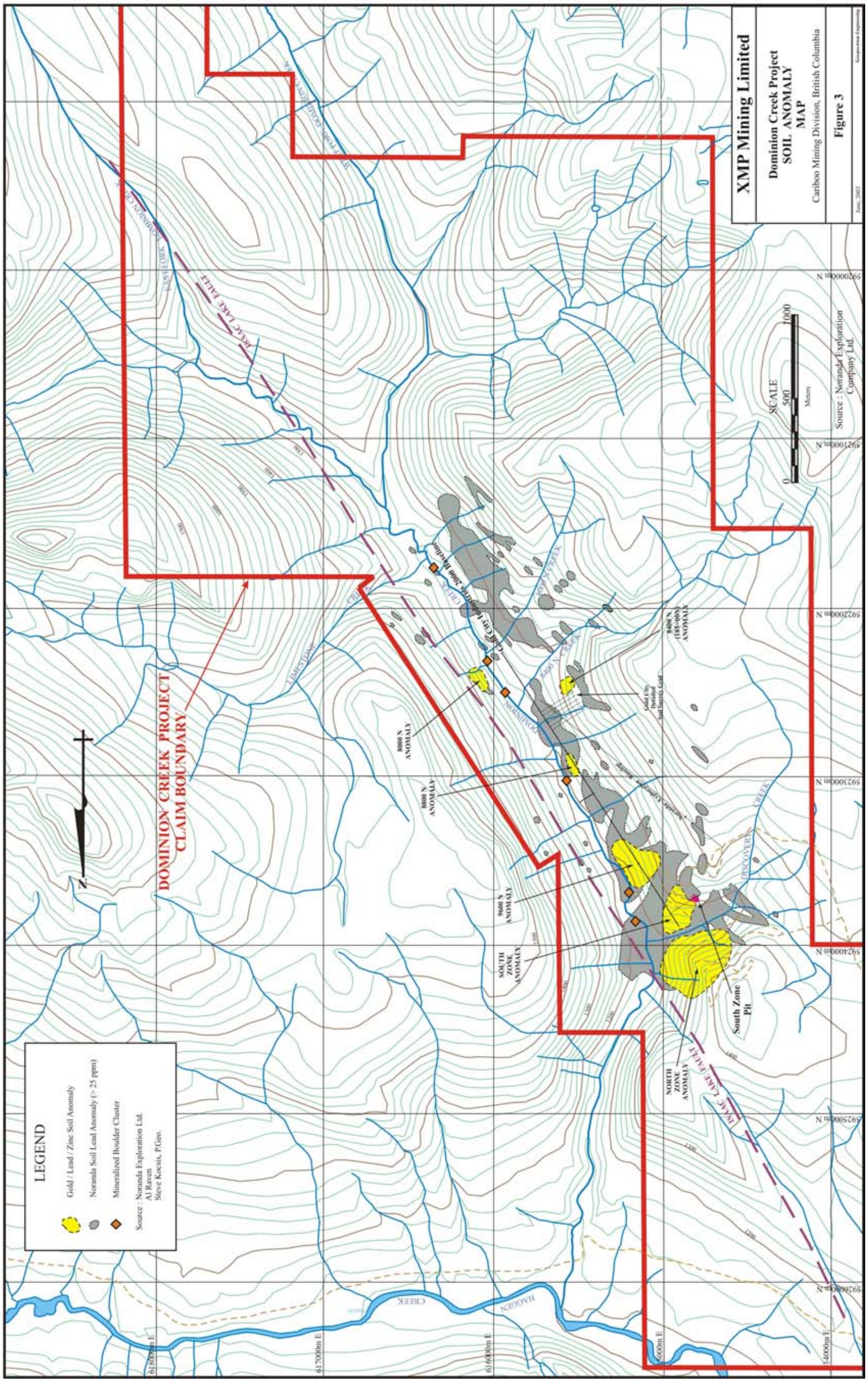
Gold City Industries Ltd. in 2000, completed a stream sediment survey and a soil geochemistry survey which confirmed the Noranda geochemical anomalies (see Figure 3). The primary target was an intense deformation zone projecting south from the South Zone to the "8000N" anomaly (Noranda Grid), a distance of 1,700 metres. The deformation zone was believed to fall within the area influenced by the Isaac Lake fault zone. This target zone included all but one of the soil anomalies upstream and up-ice of Discovery Creek as indicated by the Noranda data (Assessment Reports *16549* and 17599) and the areas in the immediate vicinity of the anomalous pan concentrate samples (Boronowski, 1986).

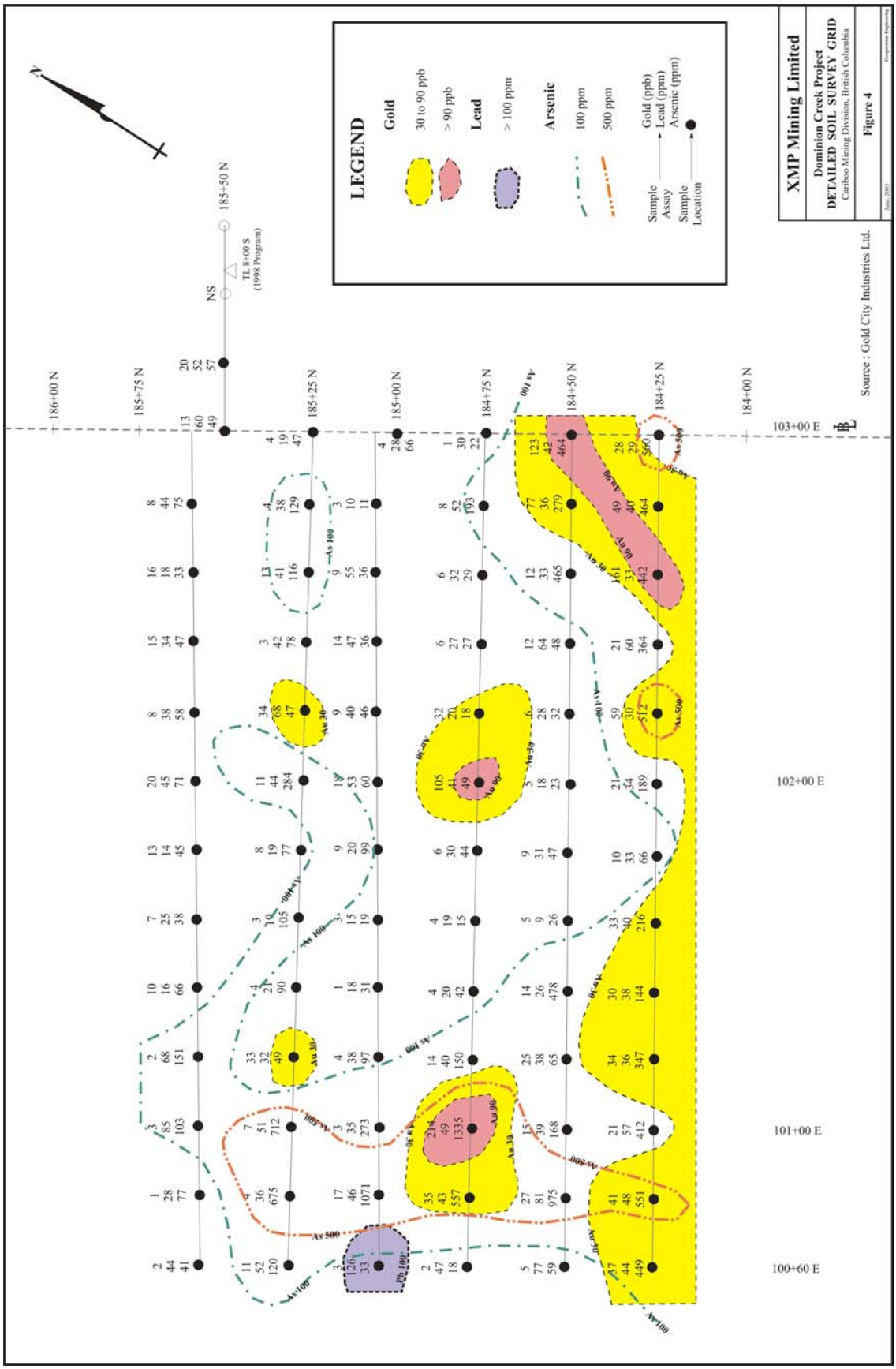
Due to the terrain and cover, detailed grids were established in the South Zone and at 184+25N to 185+50N, west of the baseline to control mapping and sampling within this deformation corridor. A new baseline was cut parallel to and traversing along the western edge of the projected deformation zone (see Figure 3). The 1,500 metre long baseline was marked every 25 metres by 1.5 metre high pickets with stations labelled with Tyvek tagging. Several long (160 to 240 metre) cross lines were established with stations marked with numbered flagging on the soil and tie lines but picketed in the South Zone area. This grid was slope corrected by field crews using an inclinometer.

A soil sampling survey was undertaken over an area 125 metres by 240 metres on the main grid in order to relocate and confirm an anomaly indicated in the Noranda data (Anomaly 8400N or 185+00N). A total of 79 soil samples were collected. Samples were taken at stations every 20 metres along 240 metre long lines for 125 metres. A uniform 'B' horizon soil was collected approximately 15 cm below surface by clean shovel and bagged in Kraft paper bags (Figure 4).

A systematic stream sampling program was also undertaken on the lower west slope of Dominion Creek. Samples were taken wherever an active or intermittent drainage pattern crossed the baseline. Twenty samples were taken during this survey covering a strike-length of 1,300 metres. The tested slope returned numerous elevations in gold and zinc to 275.3 ppb Au and 120 ppm Zn.

A total of *56* rock samples were taken during the mapping program.


XMP Mining Limited
Dominion Creek Project
SOIL ANOMALY
MAP
Cariboo Mining Division, British Columbia
Figure 3
SCALE
0 500 1000
Meters
Source : Noranda Exploration
Company Ltd.
LEGEND
Gold / Lead / Zinc Soil Anomaly
Noranda Soil Lead Anomaly (> 25 ppm)
Mineralized Boulder Cluster
Source : Noranda Exploration Ltd.
Al Raven
Steve Kocsis, P.Geo.
DOMINION CREEK PROJECT
CLAIM BOUNDARY
ISAAC LAKE FAULT
8000 N
ANOMALY
8800 N
ANOMALY
9600 N
ANOMALY
SOUTH
ZONE
ANOMALY
NORTH
ZONE
ANOMALY
South Zone
Pit
HAGGEN
CREEK


XMP Mining Limited
Dominion Creek Project
DETAILED SOIL SURVEY GRID
Cariboo Mining Division, British Columbia
Figure 4
LEGEND
Gold
30 to 90 ppb
> 90 ppb
Lead
> 100 ppm
Arsenic
100 ppm
500 ppm
Sample Assay
Gold (ppb)
Lead (ppm)
Arsenic (ppm)
Sample Location
Source : Gold City Industries Ltd.
185+50 N
NS
TL 8+00 S
(1998 Program)
186+00 N
185+75 N
185+25 N
185+00 N
184+75 N
184+50 N
184+25 N
184+00 N
103+00 E
102+00 E
101+00 E
100+60 E

4.4 Geophysics

Noranda Exploration Company Ltd. completed several geophysical surveys in 1987. A magnetometer survey was conducted over the property (39.8 kilometers) utilizing the Noranda grid at 10-meter intervals. A VLF-EM survey (8.9 kilometers) was used as a test survey over the North and South Zones only to identify the structural features of the anomalies. A Horizontal Loop-EM survey (1.45 kilometers) was conducted over the South Zone.

Although both the magnetometer and EM surveys were successful in measuring contrasting responses from the various lithologies, there was no well-defined signature over the mineralized zones. These survey methods appear to have not been cost effective techniques for this area.

The rugged terrain, poor results and lack of access has prevented further geophysical programs on the property.

4.5 Trenching

Noranda Exploration Company Ltd. targeted a series of trenches over the strongest of the geochemical anomalies. The trench results outlined a series of sub-parallel, massive white quartz and silicified quartz breccia zones and veins, referred to as the South and North Zones. Both of these zones had a sharp cut-off to the west defined as the "155 Fault" (approximate strike is 155 ° Az) or "Main Fault".

The trenches helped to identify two prominent vein trends. The "A" veins strike parallel to the "155 Fault" at a high angle dip to the west. The "B" veins strike east and southeast away from the "155 Fault", often parallel or sub parallel to bedding. The veins in the South Zone occurred as a cluster of overlapping discontinuous veins exposed in a zone some 50 meters wide by 250 meters along the trend of the "155 Fault".

The best assays from trenching as reported by Noranda were as follows:

South Zone Trench Assays

Vein No.	Width (meters)	Au (g/t)
#1A	1.30	14.13
#1B	0.65	27.53
#2B	2.40	32.09
#3B	4.40	31.80

North Zone Trench Assays

Vein No.	Width (meters)	Au (g/t)
#1A strike projection	2.4	6.21
300 meters north of above	0.7	17.21

Mr. Raven entered into a joint venture with Aquila Resources Ltd. in 1990. The joint venture partners completed a 1,180 tonne bulk sample in 1992. The mill head grade for the bulk sample averaged 14.1 g/t Au. There was an average recovery of 93 %. Eighty tonnes of concentrate was shipped and refined at the Cominco smelter in Trail.

Photo 2 shows the resulting open cut left from the bulk sample program. Several faults within the open cut illustrate the structural complexity of the South Zone.

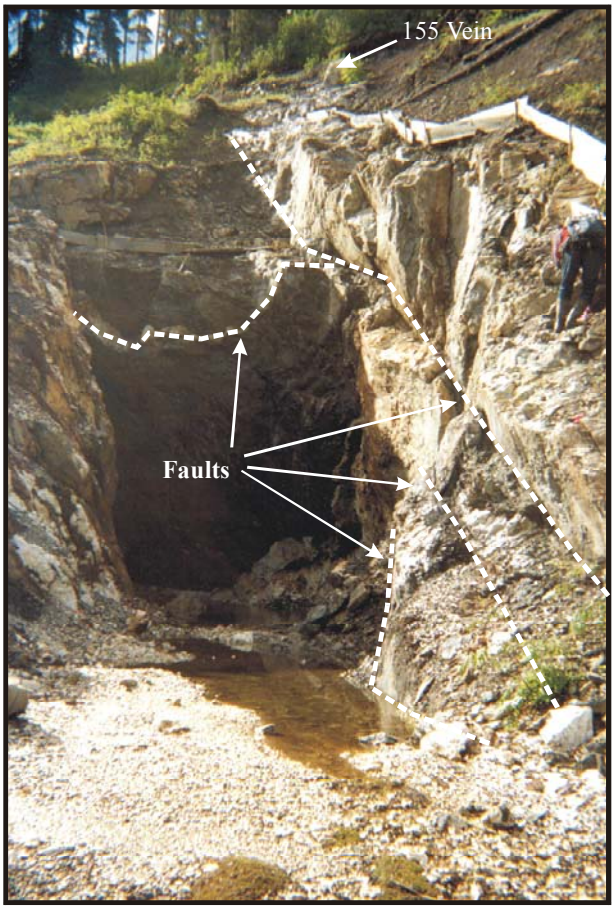


Photo 2
The main pit of the South Zone, looking south.

4.6 Drilling

Noranda Exploration Company Ltd.'s exploration program included 53 diamond drill holes, totalling 3,483.7 meters. Drilling in the South Zone covered an area of approximately 300 meters by 200 meters. Limited drilling in the North Zone covered two small areas (approximately 50 meters by 60 meters) 300 meters apart. The drill targets were selected using the geochemical survey data and trench/drill access road data.

The most favourable results were from the South Zone. Drill results included 18 intercepts of one to ten meters in thickness with grades ranging from 4 to 40 grams per tonne (g/t) of gold. The **2B** and **3B** zones returned the most promising results and are listed as follows:

Noranda Drill Results

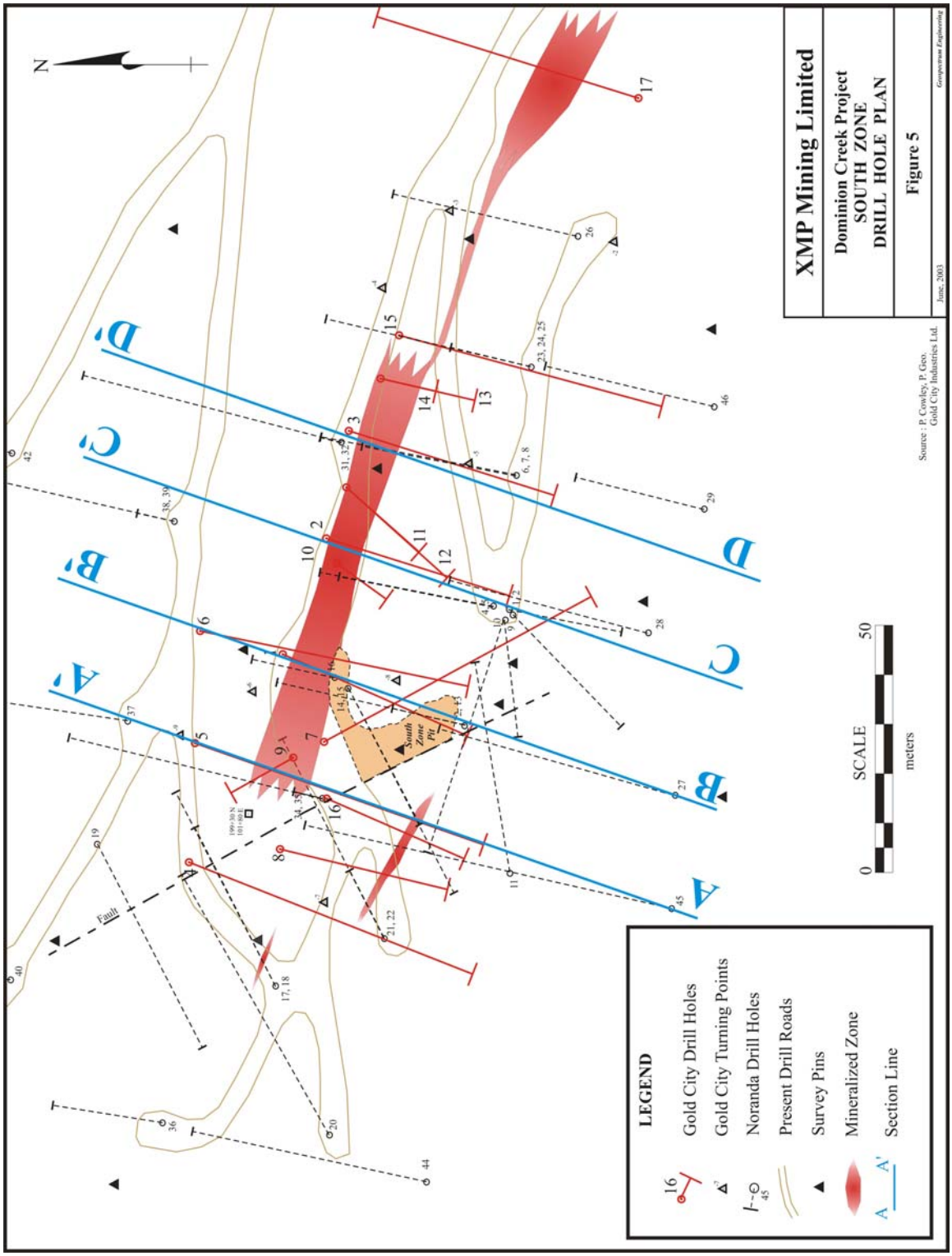
Vein No.	Hole No.	Drilled Thickness (m)	Au Grade (g/t)
3B	2	9.60	7.28
	13	6.55	24.74
2B	13	4.70	18.98
	16	9.95	10.38

Gold City Industries Ltd. re-interpreted the surface expressions and the Noranda Exploration Company Ltd's South Zone data as a system of multiple subvertical mineralized deformation zones with more lateral continuity than originally thought. Gold City proceeded aggressively with a l,012 meter, 17 hole diamond drill program to test their theory.

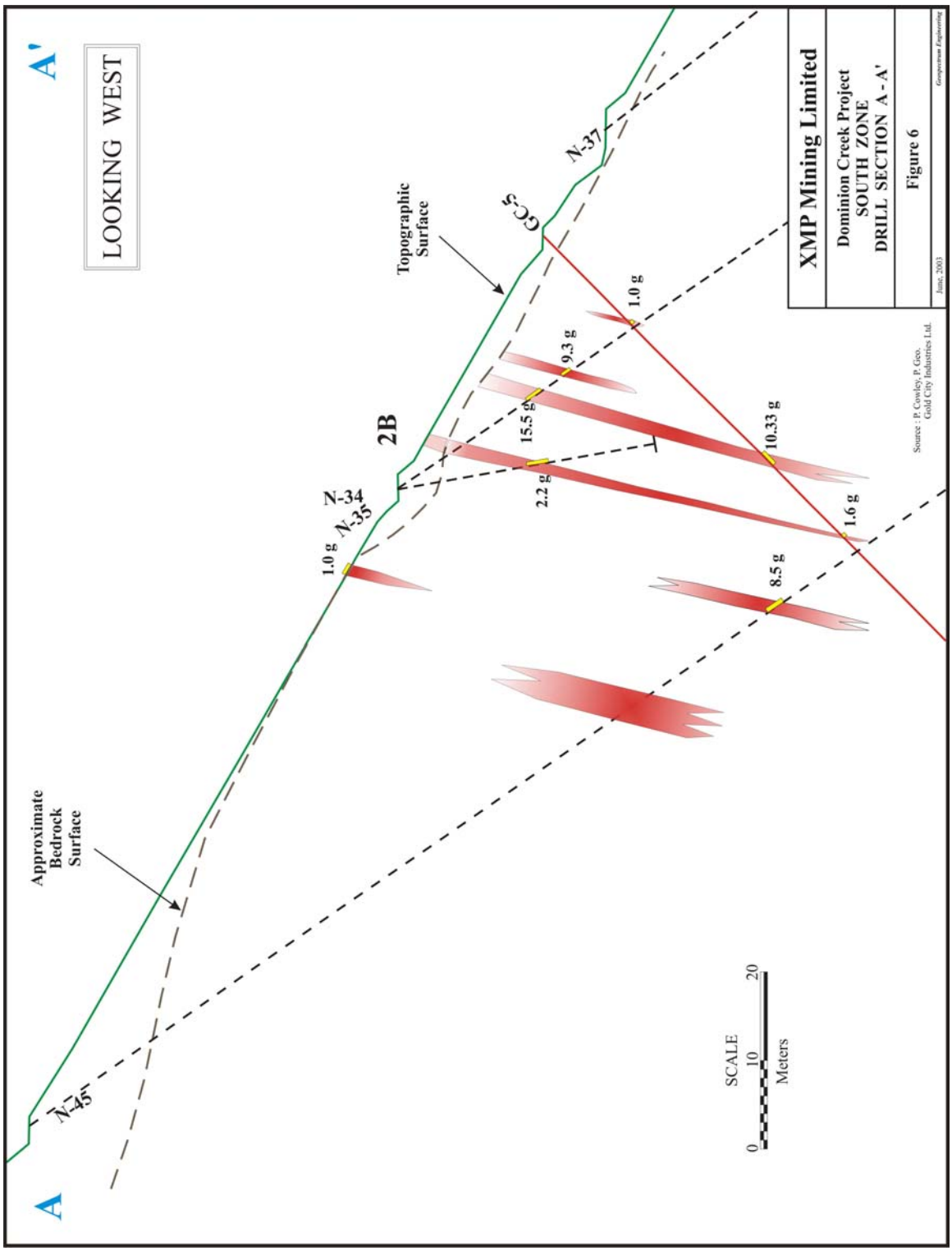
The drilling by Gold City Industries Ltd. is illustrated in plan (Figure 5) and cross sections (Figure 6, 7, 8 and 9). They demonstrate at least a l00-metre strike-length continuity of an 8 to 13 metre-wide deformation zone, named the **2B Zone,** which contains 2 to 3 quartz veins locally containing (20 to 50 %) Au-Ag-Pb-Zn mineralization. The best intercepts of the **2B Zone** were 5.60 meters of 6.53 g/t Au, 4.05 meters of 6.36 g/t Au, 3.91 meters of 9.45 g/t Au and 1.80 meters of 10.33 g/t Au.

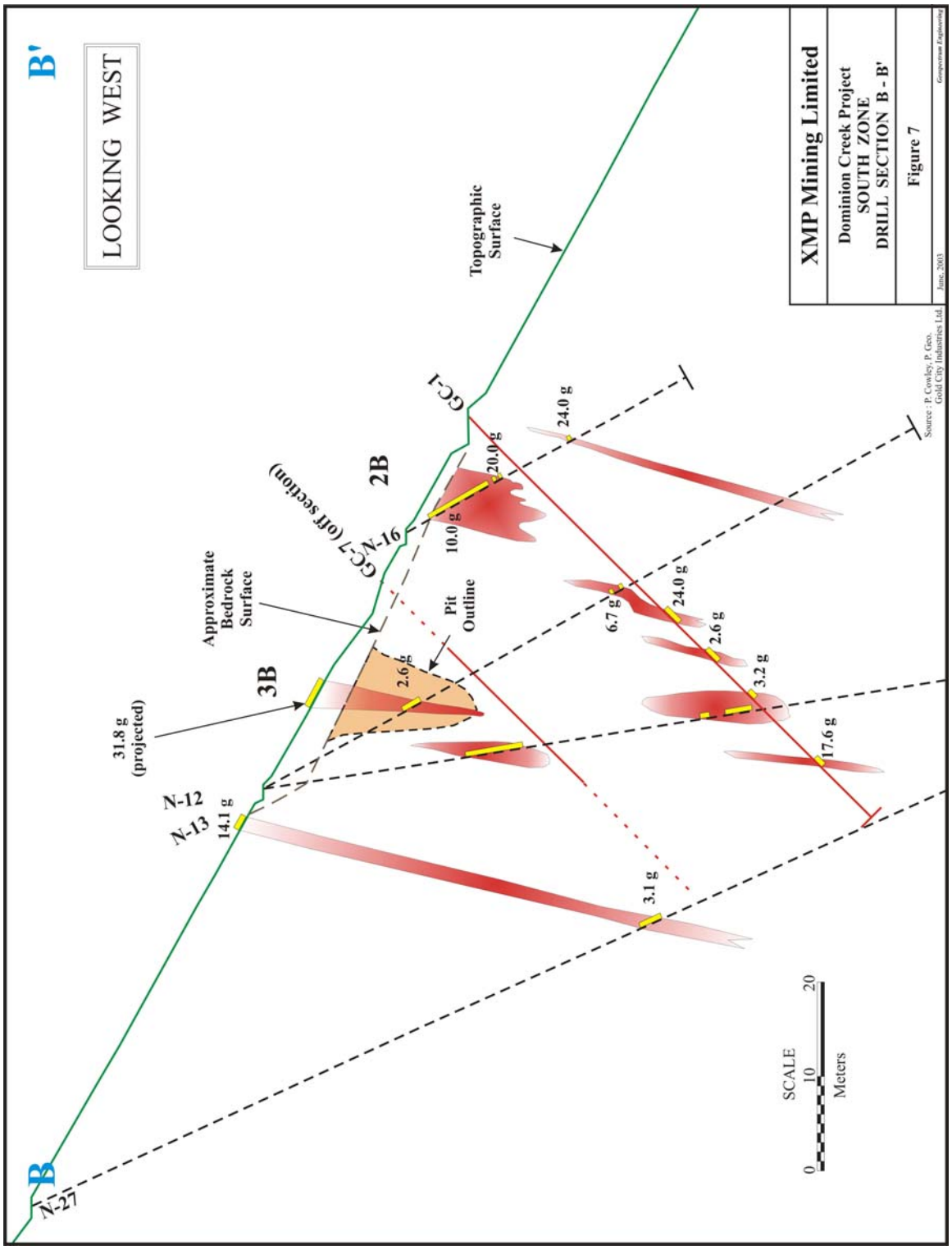
Hole 17 which is 60 meters to the east southeast of the limit of **2B Zone** intersected narrow auriferous zones correlated to the **2B Zone**, showing the continuing lateral potential of this system.

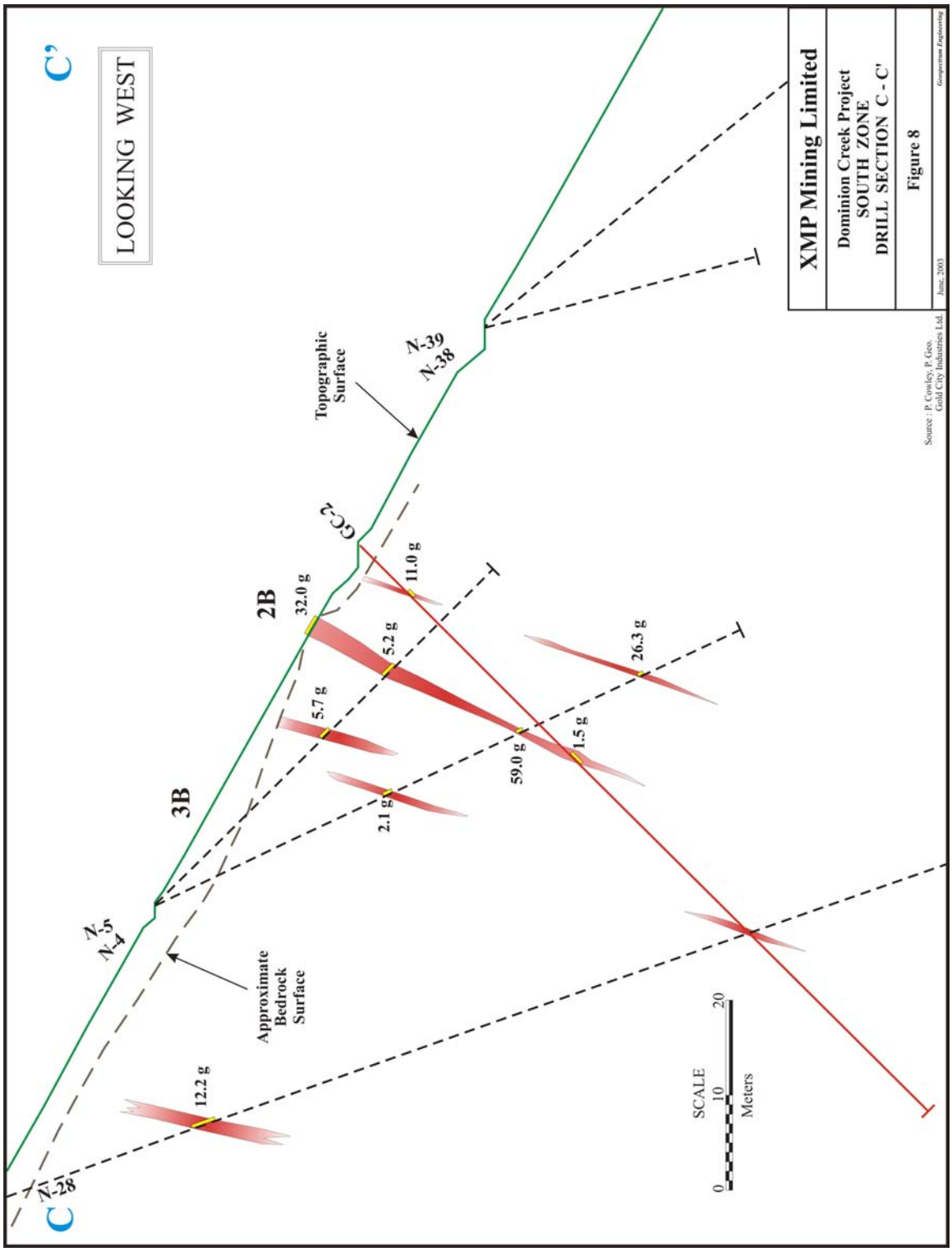
Subparallel to the **2B Zone** are multiple deformation zones with auriferous quartz veining across a section of at least 50 meters. These subparallel zones appear to be less predictable than the **2B Zone** and have shorter strike-lengths. One of the subparallel zones, **2C Zone**, returned an intercept of 1.05 meters of 17.63 g/t Au.

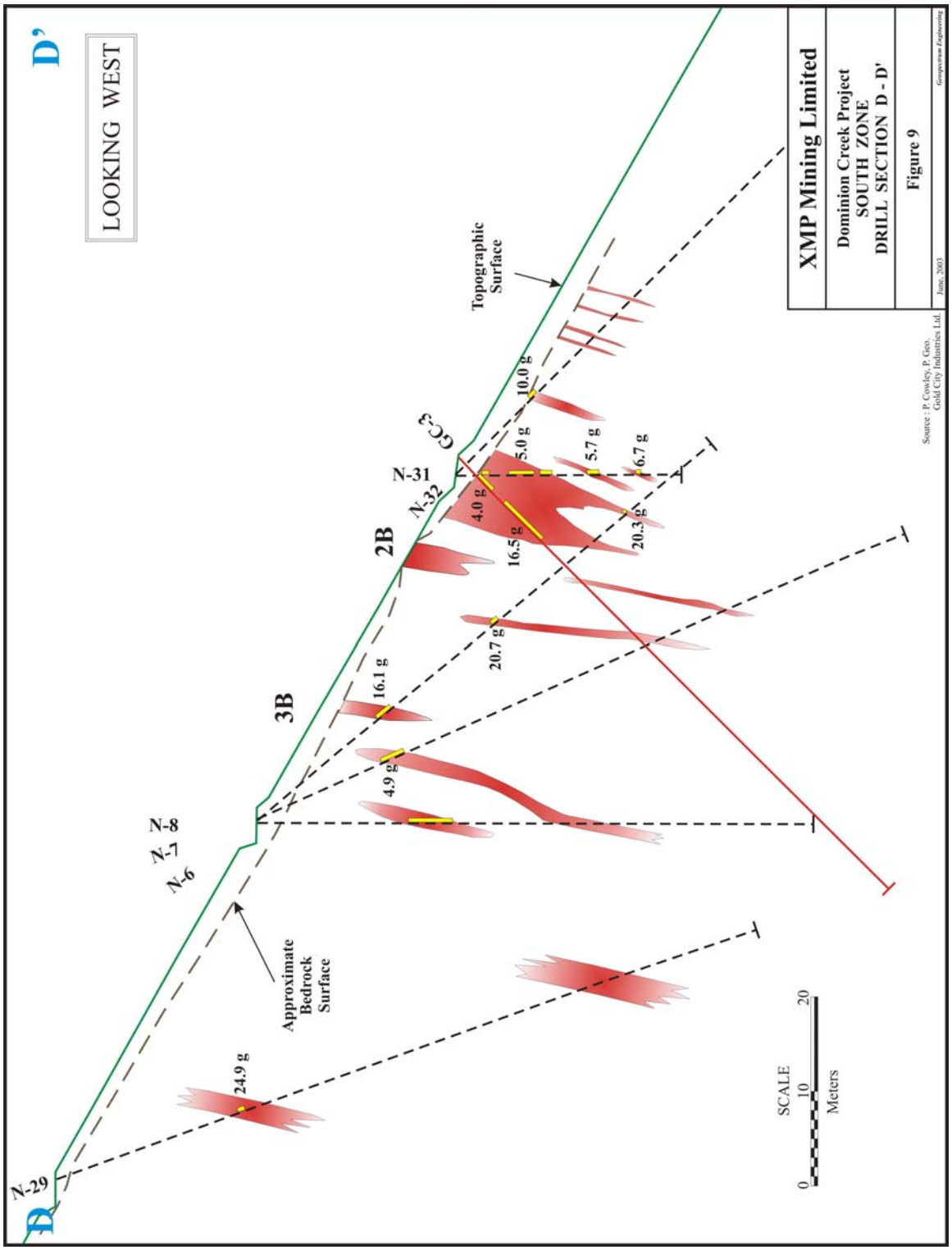

XMP Mining Limited
Dominion Creek Project
SOUTH ZONE
DRILL HOLE PLAN
Figure 5
June, 2003
Geospectrum Engineering
Source : P. Cowley, P. Geo.
Gold City Industries Ltd.
N
SCALE
0
50
meters
LEGEND
Gold City Drill Holes
Gold City Turning Points
Noranda Drill Holes
Present Drill Roads
Survey Pins
Mineralized Zone
Section Line
A
A'
B
B'
C
C'
D
D'
Fault
South Zone Pit

The **3B Zone** was intercepted in only one hole and returned 1.66 meters of 24.05 g/t Au. The **3B Zone** formed the bulk of the 1,180 tonne bulk sample taken in the early 1990's by other workers.




B'
LOOKING WEST
Topographic Surface
GC-1
2B
GC-7 (off section)
91-N-16
20.0 g
10.0 g
24.0 g
Approximate Bedrock Surface
Pit Outline
3B
2.6 g
6.7 g
24.0 g
2.6 g
3.2 g
31.8 g (projected)
N-12
N-13
14.1 g
17.6 g
3.1 g
B
N-27
SCALE
0
10
20
Meters
XMP Mining Limited
Dominion Creek Project
SOUTH ZONE
DRILL SECTION B - B'
Figure 7
June, 2003
Source : P. Cowley, P. Geo.
Gold City Industries Ltd.


C'
LOOKING WEST
Topographic Surface
N-39
N-38
C-2
2B
32.0 g
11.0 g
5.2 g
26.3 g
5.7 g
1.5 g
59.0 g
2.1 g
3B
N-5
N-4
Approximate Bedrock Surface
12.2 g
N-28
C
SCALE
0
10
20
Meters
XMP Mining Limited
Dominion Creek Project
SOUTH ZONE
DRILL SECTION C - C'
Figure 8
June, 2003
Source : P. Cowley, P. Geo.
Gold City Industries Ltd.


D
D'
LOOKING WEST
Topographic Surface
Approximate Bedrock Surface
N-29
N-8
N-7
N-6
N-31
N-32
2B
3B
GC3
24.9 g
16.1 g
4.9 g
20.7 g
16.5 g
4.0 g
5.0 g
10.0 g
5.7 g
6.7 g
20.3 g
SCALE
0
10
20
Meters
XMP Mining Limited
Dominion Creek Project
SOUTH ZONE
DRILL SECTION D - D'
Figure 9
June, 2003
Source : P. Cowley, P. Geo.
Gold City Industries Ltd.

4.7 Samples

4.7.1 Method / Approach

The work that has been completed to date appears to have been professionally done, both geologically and analytically. It is assumed by the author that standard exploration sample techniques, including the use of duplicates and control samples, have been used in the past.

4.7.2 Diamond Drill Core

Noranda Exploration Company Ltd. diamond drill core was split at the site. Holes 1 to 13 are stored in Prince George (Mr. Al Raven, personal communication). The condition of this core is unknown by the author. The other 40 holes are located near the South Zone and are cross-piled and partially covered. Some of the core was upset before cross-piling (Mr. Al Raven, personal communication) so the condition of the core may not be totally intact. The core was split and placed in numbered heavy plastic bags. The samples were sent to Noranda's own laboratory with check samples being sent to Chemex Laboratories in Vancouver.

Gold City Industries Ltd. has stored their core in a 20-foot shipping container located at the Town of Wells (Mr. Al Raven, personal communication). The core has metal tags and should be in excellent condition. The core was split by a hand splitter. Some of the core was cut with a diamond saw for display purposes (Mr. P. Cowley, personal communication). The samples were placed in numbered heavy plastic bags. The samples were sent to Acme Analytical Laboratories in Vancouver. Standard samples from International Metallurgical and Environmental Inc. of Kelowna were included in the shipped samples for control purposes.

The samples were crushed and sieved to –150 mesh. They were then digested in HCl, HNO_3 and H_2O. A 30-element ICP analysis was completed on each sample as well as a FA-AA analysis for gold (detection limit - 1 ppb Au) (Mr. P. Cowley, personal communication).

4.7.3 Data Verification

Noranda Exploration Company Ltd. exploration data has laboratory assay certificates from their own laboratory in Vancouver as well as the check assays from Chemex Laboratories. Noranda's sample rejects and pulps are no longer available since the shutdown of their operations in British Columbia. Samples of their core could still be available although the condition of the core is not known.

Gold City Industries Ltd. received assay certificates from Acme Laboratories of Vancouver from all their samples. Gold City sample pulps and rejects are stored at Acme

Analytical Laboratory's facilities. Gold City's diamond drill core is still available for re-assay and re-logging purposes.

There is no indication that geological or geochemical samples were ever compromised.

4.8 Exploration Costs

4.8.1 Noranda Exploration Company Ltd.

Noranda Exploration Company Ltd. explored the property from 1986 to 1989. The table below summaries the exploration costs during that time period.

Noranda Exploration Company Ltd.
Exploration Costs - 1986 to 1989

Item	Coverage	Comments	Reported Costs
Road Building	8.9 km	Initially built as winter road, upgrade 1987	See Drilling
Grid	68km	Cut baseline, flagged grid lines at 100 meters	See Soil Sampling
Stream Sediment Survey	20silt samples	Orientation Survey	See Soil Sampling
Soil Sampling	3399 samples	Samples at 25m intervals from "B" horizon	$105,965
Magnetometer Survey	39.8 km	Data at 10 meter intervals	See Soil Sampling
VLF-EM Survey	8.9 km	Test Survey over North and South Zone area	See Soil Sampling
Horizontal Loop-EM Survey	1.45km	Test Survey over South Zone	See Soil Sampling
Geological Mapping	Entire grid area	Outcrop exposure mainly limited to road cuts, trenches and stream cuts	Costs not reported
Trenching	Drill access roads	Exposed mineralized structures, aided mapping	See Drilling
Diamond Drilling	53 holes, total 3484 m	Restricted to South and North Zones. 3 phases, all hole locations surveyed.	$316,159
Prospecting	Outside main zones	Mapping and geochem	$15,098
Total			$437,222

Source: Assessment Report 16549, 17599 and 17612

Notes: The above totals **do not include** geological work, in-house technical studies, staking, legal or holding costs, reclamation costs and costs incurred, but not applicable for assessment credit estimated at $100,000 minimum (R.MacArthur- personal communications).

4.8.2 Gold City Industries Ltd.

Gold City Industries Ltd. has only explored the Dominion Creek property once in the last three years (2000). Itemized exploration costs are tabled below with comments.

Gold City Industries Ltd.
Exploration Costs - 2000

Item	Unit	Comments	Reported Costs
Personnel	A. Raven	Field Manager	$13,500
	G. Lovang	Prospector	$3,500
	S. Kennedy	Cat operator	$3,400
	M. Moorman	Prospector/Assistant	$12,150
	S. Kocsis, P.Geo.	Geologist	$7,115
	N. Reid P.Geo.	Geologist	$4,550
	H. Reimer	Cook/First Aider	$2,250
	P. Cowley P.Geo.	Geologist	$1,500
Food		Groceries and Meals	$4,947
Accommodation		Camp and Motel	$7,242
Mobalization/demob.			$1,104
Aircraft Support		Pacific Western Helicopters	$1,717
Vehicle Rentals		Trucks	$4,470
Equipment/Supplies		Cat (D5H) Allen Contacting	$14,101
		Fuel Camp and Equipment	$1,546
		Camp const., field supplies	$5,356
Instrument Rentals		Satellite phone Info-Sat	$1,801
		Laser Survey Instrument	$500
		First Aid Hardware	$150
Laboratory Assays	56 Rock		
	20 Silt		
	79 Soil	18.13/sample	$2,810
	447 Core	19.34/sample	$8,643
Freight Charges			$752
Diamond Drilling	17 holes - 1,012 m	73.22/m	$74,094
Report Preparation		TRIM data	$1,284
		Map Repro	$108
		Report	$1,500
		Drawing and Maps	$3,558
Total			$183,650

Source: Assessment Report 26435, Gold City Industries Ltd.

5 Geological Setting

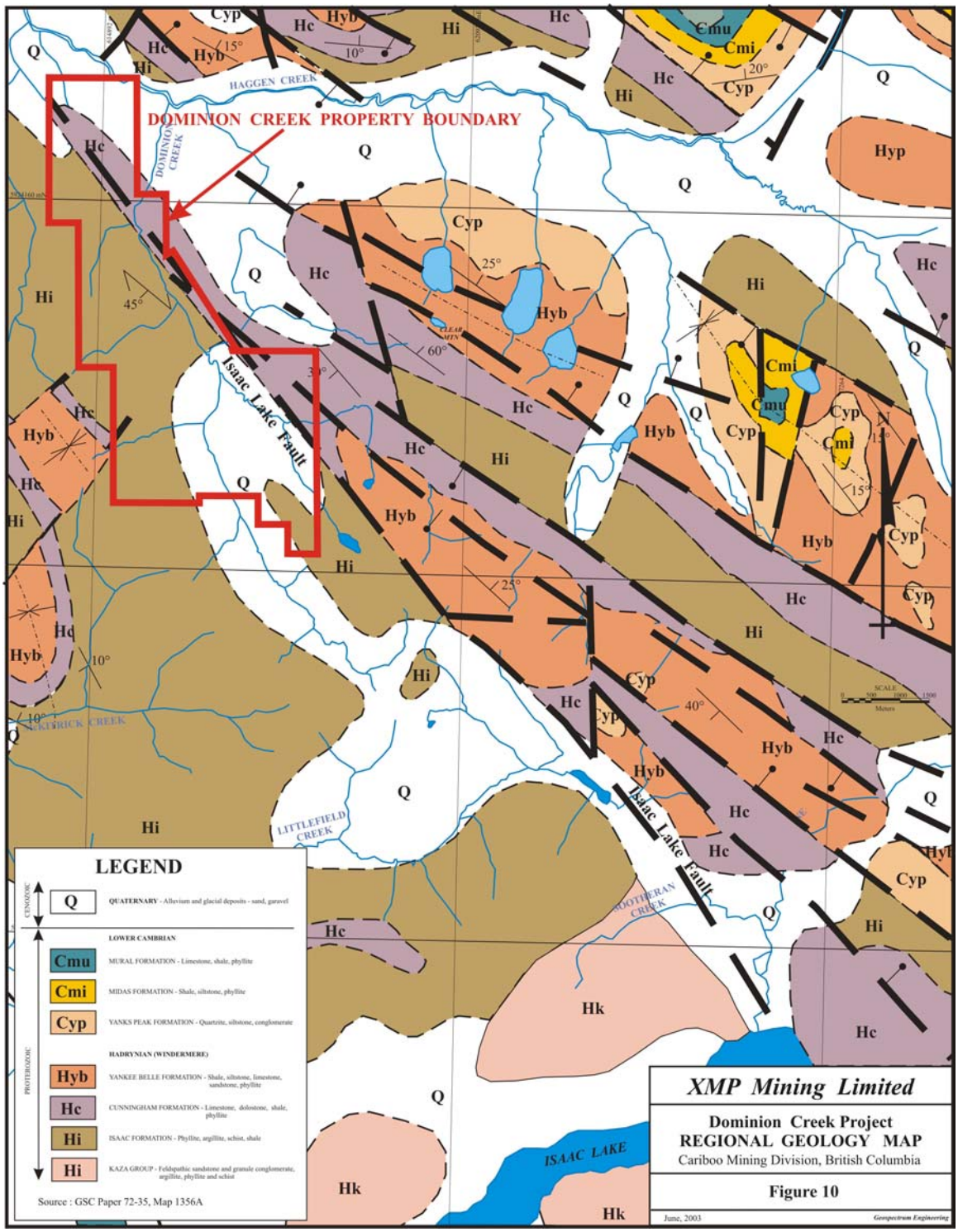
5.1 Regional Geology

The Cariboo gold mining region consists of three stratigraphically and tectonically unique Proterozoic to Triassic accreted terranes, each bounded by thrust and strike-slip faults. The Dominion Creek Property lies in Precambrian to Permo-Triassic continental shelf clastic and carbonate rocks of the Cariboo Terrane. To the west, the Cariboo Terrane is thrust against Precambrian and Paleozoic continental shelf and slope clastic, carbonates and volcaniclastics of the Barkerville Terrane along the Pleasant Valley Thrust Fault. Slivers of Mississippian to Permian rift floor pillow and chert of the Slide Mountain Terrane are thrust eastward along the Pundata Fault, and tectonically cap parts of the Barkerville and Cariboo Terranes.

An Ordovician unconformity divides the Cariboo Terrane into two successions. The oldest succession, made up of Cambrian and older grit, limestone, sandstone and shale is laterally conformable with rocks of the Cariboo Mountains. Ordovician to Permo-Triassic basinal shale, dolostone, greywacke, limestone and less occurring basalt unconformably overlie the older successions. Lithologies and ages of the younger succession correlates with parts of the Cassiar Platform and Selwyn Basin of Northern British Columbia and the Yukon Territory (Struik, 1988).

5.2 Local Geology

Details of the local geology are given by Savell (1988a, b). The Dominion Creek Property is extensively covered by a blanket of alluvium and till. Outcrops are sparse on the property. Savell mapped two basal Proterozoic to Cambrian units of the Cariboo Terrane across the property, called the Isaac and Cunningham Formations (Figure 10). The contact between the two units is unconformable coinciding with the assumed trace of the strong northwest-trending Isaac Lake Fault Zone in this area. The fault follows the general northwesterly line of Dominion Creek. The Isaac Formation consists of grey to black argillite (phyllite and slate), limestone and less interlayered grey siltstone and quartzite. The phyllite and slate are variably graphitic, calcareous and pyritic. Medium to coarse-grained disseminated pyrite coexists with quartz and calcite shadows. Grey to black micritic limestone layers are major components in this formation and range from 20 to 30 meters in thickness. These layers increase in number proportionally upwards to a gradational contact with the Cunningham Formation. Locally thinly layered marl and carbonate in phyllites distinguish the Isaac Formation from others. The Cunningham Formation mainly consists of massive and faintly laminated, micritic to finely-crystalline, medium grey limestone. The limestone is interlayered with minor amounts of graphitic phyllite.



Bedding on the Dominion Creek Property mainly strikes west northwest and dips 30° to 75° to the southwest. Foliation appears to strike slightly more northerly. A southeast

plunging anticlinal axis was mapped near the east edge of the property along Dominion Creek. Bedding orientation changes to an east-west direction in the east-central part of the property.

A prominent northwest trending fault appears to strike through the central part of the property. This assumption was based on abrupt lithological changes mapped by Savell (1987). Savell believes that this structure is the northwest extension of the Isaac Lake Fault. Several small northwest striking faults mapped across the property appear to be splay increments that parallel along side of the Isaac Lake Fault. One such structure, called the '155 Fault', appears to have correlation with significant gold mineralization in the South Zone and possibly in the North Zone.

The mineralization is structurally controlled and associated with the Isaac Lake Fault system. Subparallel and oblique faults in the South and North Zones probably acted as conduits and traps for silica-rich hydrothermal solutions. Precious and base metal-rich quartz veins resemble quartz-rich dilation segments that have been traced up to 60 meters in length on surface and 100 meters by drilling and are similar to the dilation cluster mineralization mined at the Cariboo Gold Quartz Mine (19.5 million grams Au from 1.5 million tonnes) at the Town of Wells (Kocsis, 1997). This anomalous deformation zone appears to extend from the South Zone to the southeast toward the junction of the East and West Fork of Dominion Creek, a distance of approximately 3,000 meters and sub-parallel to the Isaac Lake Fault.

5.3 Deposit Type and Associated Mineralization

The deposit type within the South and North Zones is recognized as an 'I-05' vein-group (polymetallic veins Ag-Pb-Zn ± Au). These sulphide-rich veins contain sphalerite, galena, silver and sulphosalt minerals in a carbonate and quartz gangue. These veins can be subdivided into metasedimentary-hosted polymetallic veins.

On the Dominion Creek Property, structural features observed in core and surface exposures at the South Zone indicate a history of complex deformation and fracturing which is essential in ore control of this type of deposit. Magmatic fluids have percolated through these fractures and faults from a deep-seated magmatic source. The fluids mixed with meteoric waters and were deposited within and close to these fractures, possibly creating localized breccia zones.

Recent geological surface mapping along the South Zone indicates that mineralized quartz structures in the area are controlled laterally along multiple minor folds plunging anywhere from 2° to 7° to the southeast, and in some places anomalously 7° to the northwest. The axis of all observed folds parallel and coincide with the foliation (S1) of the local bedrock in the area.

A set of quartz structures exposed along a 55-metre long portion of the lower South Zone pit access road, appear to be lateral stacked vein extensions along the synclinal nose of a

single fold with an axial plane dipping 68° to 77° to the southwest. The axis of this minor syncline strikes sinuously at about 130° Az. The plunge of this fold axis locally undulates and varies from 7° southeasterly to 7° northwesterly.

The 11-metre long quartz structure located about 15 metres south of the road exposure, is also controlled along a minor synclinal nose striking sinuously at about 108° Az. The axial plane of this fold dips 84° to the southwest, and the axis plunges 6° to the southeast.

The quartz structures in both of the above areas are nearly flat laying, broadly concave-shaped bodies. Occasional pinched conical-concave-shaped quartz structures in these areas arise from repeated tightening and slacking along folds. Quartz structures observed along the east face of the South Zone pit are vertically extended along the limbs of multiple tight folds, and in some cases show closure along minor anticlines. The large quartz structure obscured in the pit floor is probably controlled along the nose of a somewhat major anticline with axial parameters similar to neighbouring folds with exception of dragging and distortion along the '155 Fault'.

The quartz structure located immediately west of the South Zone pit is probably dragged and dislocated northwesterly along the west block of the '155 Fault'. This structure may be the extension of the quartz structure located 30 metres southerly along the east block of the '155 Fault'. Both structures exhibit similar varieties and concentrations of sulphides (galena with less chalcopyrite, brown-coloured sphalerite, and pyrite).

Prominent sulphide concentrations along most of the quartz bodies exposed in the South Zone are commonly controlled within sheet-like quartz breccia structures, up to 30 centimetres wide, containing anywhere from 5 % to 80 % in decreasing order fine-grained galena, and coarse-grained chalcopyrite-pyrite-sphalerite. Some thinly fractured zones are dominated by 5 % to 8 % semi-massive streaks of coarse-grained chalcopyrite. The brecciated zones are almost entirely confined to the outer edges of various quartz structures and adjacent to neighbouring host rock consisting of thinly interlayered argillaceous microcrystalline limestone, and graphitic argillite (phyllite). The host rock contains 5 % or more narrow quartz veins (< 2 centimetres wide) that parallel, and to a lesser extent, crosscut local foliation. The crosscut veins are commonly disrupted and terminate along thin layers of pseudo chert-carbonate.

Sulphide/gold-enrichment within the quartz structures could have developed by either of the following two processes:

1) Sulphide-gold mineralization may have developed contemporaneous with late-stage deformation and subsequent brecciation resulting in enhanced fluidization at favourable temperatures and pressures; and/or
2) Carbonate-rich wall-rock may have been replaced with silica and auriferous sulphides at an earlier stage giving a false-breccia appearance.

The latter process is most likely for the following two reasons:

1) Some of the quartz-sulphide sheet structures are intricately folded within non-brecciated massive quartz bodies. It appears that tightly folded thin layers or inclusions of carbonate have been subsequently replaced with sulphides and silica.
2) A boulder of massive sulphide found at the toe of the South Zone pit landing illustrates a gradational change from barren quartz to massive siliceous sulphide to sulphide-enriched siliceous carbonate.

Replacement-type mineralization is best developed in gritty carbonates where high quantities of silt and sand-size quartz particles create the permeability necessary during decalcification. Most of the carbonates mapped adjacent to the quartz structures are pelitic although some thin gritty layers (generally less than 30 centimetres wide) have been mapped in the South Zone.

The interpretation given on Noranda's drill sections could be accurately illustrating:

1) multiple stacked quartz structures within the noses of folds with axial planes progressively flattening at depth; and/or
2) vein structures occupying extensive listric shearing along the limbs of folds.

Other 'I-05'-type deposits may occur on the property as well as other mineralization showings due to the geochemical anomalies south of the South Zone and roughly paralleling Dominion Creek.

6 Discussion

There is excellent potential to discover gold mineralization on the Dominion Creek Property. There are several known exploration targets on the property including:

- The South Zone
- The North Zone
- Anomaly 9600N
- Anomaly 8800N
- Anomaly 8400N (185+00N)
- Anomaly 8000N
- Upstream of mineralized boulders
- Upstream of RGS anomalies

The majority of the exploration programs to-date have been centred on the South and North Zones. The number of drill holes that have intersected high-grade mineralization in these 2 zones has not delineated any substantial tonnage. Exploration dollars should be spent on other targets.

The Au-Pb-Zn geochemical anomalies discovered by Noranda Exploration Company Ltd. (9600N, 8800N, 185+00N, 8000N) and verified by Gold City Industries Ltd. have not been fully explored. The east-southeast projection of the **2B** Zone trends (250 m) towards the 9600N Anomaly defined by Noranda and has provided similar soil values to the original sampling on the South Zone. Mineralization has not been uncovered that would give rise to these geochemical signatures. A small detailed soil grid (Anomaly 8400N or 185+00N) was located by Gold City near a Noranda anomaly off the baseline at 185+00N. The soil survey was placed too far north and only caught the northern part of this anomaly. Values were encouraging with elevations in gold and arsenic to 214 ppb Au and 1,335 ppm As. Other lead soil anomalies identified by Noranda have also not been verified and followed-up.

Noranda discovered mineralized boulders in Dominion Creek. Insufficient followed-up prospecting and/or geochemistry has been undertaken to identify their source(s).

The regional stream sampling by the BC government indicates anomalous values in gold, arsenic, lead and antimony along 15 kilometers across the Dominion Creek Property. The work to-date has only covered approximately 2 kilometers of this anomalous trend.

In addition to these under-explored targets there is the possibility that other mineralized zones may occur within the vicinity of the Isaac Lake Fault.

7 Exploration Recommendations

Based on the available database, there are several exploration targets within the property that have either not been explored or have been under-explored. It is recommended that further work on the South and North Zone be suspended until these other targets have been properly explored.

It is recommended that a success-contingent phased exploration program on the property should be undertaken immediately. Initially, the program would start with prospecting, then geological mapping and sampling, followed by geochemical surveys.

7.1 Geological / Prospecting

It is recommended that reconnaissance prospecting of the tributaries of Dominion Creek be initiated. To accomplish this, the access from the four-wheel drive road at the South Zone to the valley floor must be improved. The terrain along the Dominion Creek valley is very rugged. ATV access along the Gold City baseline and sloping down to Dominion Creek should be constructed, if possible. This would greatly improve the access to a larger portion of the property. It would also decrease the reliance on helicopters to access the southern portions of the property.

The targets for this reconnaissance prospecting would be to locate documented mineralized boulders and RGS sample sites. Stream sediment samples should be taken at appropriate sites during creek prospecting. When mineralized boulders are located within the creeks they should be GPS surveyed, described and sampled. Stream exposed outcrops should be mapped and documented. Discovered mineralized showings along the creeks should be GPS surveyed, recorded, cleaned, photographed and sampled. It may be prudent to undertake detailed prospecting and mapping of the surrounding area of the showing(s) to possibly identify on-strike and en-echelon mineralized structures, depending on how significant the new discoveries are.

The next phase of the program would be to geologically map and prospect the Noranda anomalies (9600N, 8800N, 185+00N, 8000N). Limited outcrop may accelerate this part of the program. Detailed soil geochemical surveys could be completed over the anomalies at the same time as the prospecting and mapping.

The last and possibly the most difficult part of the reconnaissance work would be to prospect and geologically map the trace of the Isaac Lake Fault system. Terrain along this fault system is very rugged and difficult to access. All outcrops should be GPS surveyed and described. Discovered mineralized showings should be GPS surveyed, recorded, cleared, photographed and sampled.

7.2 Geochemistry

Detailed soil geochemical surveys should be undertaken over the Noranda anomalies (9600N, 8800N, 185+00N, 8000N). The detailed soil grids should have 25 meter picket lines off of the 2000 Gold City baseline with sample stations every 20 meters, similar to Gold City's small detailed soil grid at 185+00N. This particular grid should be extended to the south to cover the entire anomaly. Wherever possible, the baseline and picket lines should be GPS surveyed.

Stream sediment samples should be taken at appropriate sites during a creek prospecting program.

Newly discovered mineralized showings from the reconnaissance prospecting program should have similar detailed soil grids established. If possible, the 2000 Gold City baseline should be extended to tie-in with these new grids. Otherwise these grids should have several GPS surveyed locations to locate them accurately on the property.

7.3 Trenching

Any trenching undertaken this year should be hand dug due to the rugged terrain and limited access to most of the property. All mineralized trenches will be channel sampled in 2-meter lengths unless a lithologic contact is intersected in the sample section. Each trench will be GPS surveyed and mapped in detail.

7.4 Samples

7.4.1 Method / Approach

All rock samples will be described and then put into a heavy plastic bag (8x13 inch 6 mil sample bag) and numbered sequentially. Control samples will be included in every batch of samples shipped. All sample locations will be GPS surveyed, if possible. Samples will be properly packed and shipped with a chain of custody record kept.

Soil sampling method will be to collect a non-organic, homogeneous "B" horizon soil sample from each grid position. A stainless steel spade will be used to collect the sample. The sample will be put into a numbered Kraft sample bag (4x6 inch gusseted soil bag). Duplicate samples and control samples will be included at every twentieth number. Samples will be checked for damaged bags and numbering errors before being tightly packed into cardboard boxes for shipment. The samples will then be shipped to Acme Laboratories for analysis.

All trench samples will undergo a standard quality control and assurance procedure. Channel sampling will be completed along the length of each trench. Each sample will be

a maximum 2 meters in length unless there is a lithologic or mineral contact. Each sample will be described and then put into a heavy plastic bag (8x13 inch 6 mil sample bag) and numbered sequentially. Duplicate samples and control samples will be included at every fifth number. All sample descriptions will be recorded and a chain of custody record kept.

7.4.2 Sample Preparation, Analysis and Security

Soil and rock samples will be sent to Acme Analytical Laboratories Ltd. in Vancouver, BC. The samples will be pulverized and sieved to the -150 mesh. Samples will be analyzed for 37 elements (Group 1F-MS). This involves a 30gm sample leached with 180 ml of HCL-HNO_3-H_2O at 95^o C for one hour, diluted to 600ml and then analyzed by Optima ICP-ES and MS. Elements provided will be as follows: Au, Ag, Al, As, B, Ba, Bi, Ca, Cd, Co, Cr, Cu, Fe, Ga, Hg, K, La, Mg, Mn, Mo, Na, Ni, P, Pb, S, Sb, Sc, Se, Sr, Te, Th, Ti, Tl, U, V, W, and Zn. The detection limit for gold is 0.2 ppb.

Acme Analytical Laboratories Ltd. has been certified as an ISO 9002 compliant laboratory since 1994, therefore proper sample control will be assured.

7.4.3 Data Verification

Rejects from Acme will be collected and stored by the company in a safe location. Every twenty-fifth (25) reject should be submitted to another qualified laboratory to verify the analysis at Analytical Laboratories Ltd.

7.5 Exploration Costs

The following is a proposed budget for this year's exploration program. A 2-man field crew would be able to complete the program this year. A two-tent camp would provide the necessary living and office space for the crew. A helicopter may be required to access some of the more remote areas of the property. One four-wheel drive vehicle and two ATVs should be rented for access and transportation out of the field for supplies and sample shipping. The number of samples will depend on the new showings discovered. There should be approximately 500 soil samples from the various grids and 100 rock samples from trenches, mineralized boulders and mineralized showings.

Proposed Exploration Costs

Cost Description	Cost
Field Personnel	$ 25,000
Food and Accommodation	$ 2,000
Travel	$ 1,000
Vehicle/ATV Rentals	$ 4,000
Equipment and Supplies	$ 1,000
Laboratory Analysis	$ 15,000
Maps and Reports	$ 600
Freight	$ 400
Total	$ 49,000

7.6 Future Exploration

After this initial exploration phase, new anomalies and showings will need further work to delineate the structure(s) and associated mineralization. Part of this work could include excavator trenching and eventually diamond drilling. Depending on how successful this year's results are, the company should look at access improvements to the entire property.

8 Conclusions

The Dominion Creek Property has very good potential for the discovery of significant gold mineralization within the proximity of the Isaac Lake Fault along Dominion Creek and its tributaries. Noranda Exploration Company Ltd. identified two significant mineral showings within a very short time frame and realized the mineral potential of the Isaac Lake Fault. Most of the exploration on the property has focussed on these two showings leaving the majority of the property un-explored or under-explored.

There are numerous exploration targets on the property that need more detailed follow-up exploration. It is recommended that a success-contingent phased exploration program on the property should be undertaken, starting with prospecting, geological mapping and sampling followed by geochemical surveys.

Dated at Abbotsford, British Columbia, this 22 day of August, 2003.

David K. Makepeace, M.Eng., P.Eng.

9 References

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10 Certification of Author

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CERTIFICATE of Author

I, David Makepeace, M.Eng., P.Eng., do hereby certify that:

1. I am principal of:

   Geospectrum Engineering
   2588 Birch Street
   Abbotsford, British Columbia, Canada
   V2S 4H8.

2. I graduated with a Bachelor of Applied Science degree in Geological Engineering from Queen's University at Kingston, Ontario in 1976. In addition, I have obtained a Master of Engineering degree in Environmental Engineering from the University of Alberta in 1994.

3. I am a member of the:

   - Association of Professional Engineers and Geoscientists of British Columbia
   - Association of Professional Engineers, Geologists and Geophysicists of Alberta.

4. I have worked as a geological engineer for a total of 25 years since my graduation from university.

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

6. I am responsible for the preparation for all sections of this technical report titled "Dominion Creek Project Technical Report" and dated August 22, 2003 (the "Technical Report") relating to the Dominion Creek property. I visited the Dominion Creek property on July 15, 2000 for one day.

7. I have had prior involvement with the property which is the subject of the Technical Report. The nature of my prior involvement is:

   - Author of Summary Review Report of the WelBar and Domin Projects for Gold City Industries Ltd. in 2000
   - Author of An Addendum Report to Summary Review Report of the WelBar and Domin Projects for Gold City Industries Ltd. in 2000
   - Digital and graphic author of Geological, Geochemical and Drilling Report on the Domin Property, Assessment Report 26435, 2001.

8. I am not aware of any material fact or material change with respect to the subject matter of the Technical Report that is not reflected in the Technical Report, the omission to disclose which makes the Technical Report misleading.

9. I am independent of the issuer applying all the tests in section 1.5 of NI 43-101.

10. I have read NI 43-101 and Form 43-101FI, and the Technical Report has been prepared in compliance with that instrument and form.

11. I consent to the filing of the Technical Report with any stock exchange and other regulatory authority and any publication by them for regulatory purposes, including electronic publication in the public company files on their websites accessible by the public, of the Technical Report.

Dated at 22 Day of August, 2003.

_____ _____

David K. Makepeace, M.Eng., P.Eng. Professional Engineering Stamp