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ASSESSMENT REPORT

FOR

METALLIC AND INDUSTRIAL PERMITS

# 9394100017
# 9394100021

HELD BY

ELLS RIVER RESOURCES INC.

Submitted February 16, 2001

on behalf of

Ells River Resources Inc.

by

Mr. Henry Cieszynski, C.E.O.
Mr. Maurice Keylor, President
Mr. Raymond Caron, Director
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I. SUMMARY

A. General

This report is being submitted by Ells River Resources Inc. for assessment work performed during the period October 18, 1998 to October 18, 2000 on the two (2) Metallic and Industrial Mineral permits as described in Section III - Permit Tabulation. These permits involve lands which we have defined as the “South Block”.

Our exploration program for the period consisted of the following:

a) sample collection
   - large bulk samples
   - small grab samples

c) sample processing and analysis
   - panning
   - sluicing
   - centrifugal concentrating
   - microscopic analysis
   - assaying

d) material handling process
   - developing separating and screening equipment for raw material
   - developing "Processor" for recovering fine gold grains

e) permit acquisition
   - exploration permits application and approvals
   - site rehabilitation

B. Properties Surrendered and Retained

As a result of our exploration activity, Ells River Resources Inc. will retain the twelve (12) sections currently in the "South Block" area, in order to continue its exploration and analytical program. The twelve (12) sections are as follows:

a) Sections 31, 32, 33, and 34, Township 69; Range 15; West of the 4th Meridian. This area is included in our Metallic and Industrial Minerals Permit # 9394100017, and

b) Sections 3, 4, 5, 6, 7, 8, 9, and 10; Township 70; Range 15; West of the 4th Meridian. This area is included in our Metallic and Industrial Minerals Permit # 9394100021.

These twelve (12) Sections contain a total area of three thousand seventy-two (3,072) hectares more or less. In order to maintain this property we are required to have spent thirty thousand seven hundred twenty dollars ($30,720.00) based on a rate of ten dollars ($10.00) per hectare. Our balance on hand with the
Department combined with the expenditures we have incurred for the period as per Appendix C - Statement of Expenditures and Declaration of Expenses confirms that this has been achieved.
II. INTRODUCTION

Ells River Resources Inc. (formerly 635216 Alberta Ltd.) was founded by Mr. Henry Cieszynski, a financial analyst and prospector from Toronto, Mr. Maurice Keylor, a businessman from Edmonton, and Mr. Anthony Cowen, a geologist from Edmonton, to explore and develop mineral opportunities in Alberta.

The occurrences of fine gold in Alberta river sediments is common and indeed, there was an industry which systematically sluiced the North Saskatchewan River, in the Edmonton area, early in the last half of the 19th century. Today, the economic recovery of placer gold in Alberta appears to be limited to gravel pits where gold recovery is aided by the washing of aggregate for the concrete industry.

In response to the mineral exploration activity in the Fort McMurray area, which has begun in earnest over the past several years, the property in question was secured to expand our interests which already included property north of Fort McMurray.

Exploration of the Southern Block began in July, 1994 over an area of two hundred twenty-five thousand two hundred sixteen (225,216) hectares. In December, 1996 this area was reduced to five thousand six hundred thirty-two (5,632) hectares. In January, 1999 the area under permit was further reduced to three thousand seventy-two (3,072) hectares based on the results of our exploration program. Thus concentrating our efforts on the defined grid area where our exploration continues today.
III. PERMIT TABULATION

This report is being submitted by Ells River Resources Inc. for the assessment work related to two (2) Metallic and Industrial Mineral Permits listed below. For assessment purposes, the work completed is for the following period:

- Permits #9394100017 and #9394100021: October 18, 1998 to October 18, 2000

These permits are for the following properties:

a) Permit #9394100017: Sections 31, 32, 33, and 34; Township 69; Range 15; West of the 4th Meridian.

b) Permit #9394100021: Sections 3, 4, 5, 6, 7, 8, 9, and 10; Township 70; Range 15, West of the 4th Meridian.
IV. SOUTH BLOCK

A. Location
The South Block is located in east central Alberta just north of Lac La Biche. It consists of a small block of land which contains four (4) Sections in Township 69 and nine (8) Sections in Township 70. Both Townships are in Range 15, West of the fourth Meridian. The permits cover a total area of approximately Three thousand seventy-two (3,072) hectares.

B. Physiography
The land in this area is relatively flat, with elevations ranging from a high, to the south-east of Avenir, of approximately one thousand nine hundred (1,900) feet to a low of slightly under one thousand eight hundred and fifty (1,800) feet, along the banks of the Gold River. This is really the only water on the property. It flows primarily north to south along the eastern edge of the property, draining into the La Biche River out of the permit area.

C. Surficial Geology
The area consists of sand hills, scattered muskeg, and till covered plains. Small areas of gravel are evident in the vicinity at surface. The only confirmed gravel deposit in the area, is just south of Avenir in Section 32, Township 69, Range 15, West of the 4th Meridian. According to Scafe (et al, 1989), a dirty, sandy, glacial gravel overlies the fine grained Tertiary sand at this location. The gravel consists of approximately seventy-two (72) per cent coarse and twenty-eight (28) per cent fine materials. The overburden in this area ranges up to four (4) meters thick.

D. Bedrock Geology
The entire area is underlain by the shales of the Lea Park Formation. The Lea Park Formation is typically a medium to dark grey shale with minor salt (Glass, 1990). From our previous assessment, when observed in a pit, dug beyond the base of the gravels at 32-69-15-W4, the Lea Park shales were weathered to a dark grey soft clay.

E. Access
The area is accessed by using Highway 858 as an approach road then using Alpac's "K" road, the Avenir road, county cross-roads, and several oilfield roads. These provide adequate access for road vehicles. Access is extended by the use of all terrain vehicles which can readily navigate the many truck trails and seismic lines which criss-cross the entire area.
F. Work Completed

The work completed during the assessment period was divided into three (3) categories:

a) field work,
  b) design, construction, and testing of a processing unit,
  c) analysis of concentrated material samples collected from our processing unit.

a) Field Work

The field work consisted of:

i) bulk sampling of the high grade zones within the defined boundaries,
   ii) field processing of the sample material during each of the aforementioned phases of collection. The sample material was processed into a high grade concentrate,

Based on the results of our program in previous years our plans during this phase concentrated on the development of a material processing system. As has been noted in the past, the fine grain nature of the gold in this area has proven to be difficult to collect. In 1998 we began to develop our own processing unit, which we refer to as the "ERR Processor." Our aim in this next phase was to refine the development of the ERR Processor while at the same time furthering our knowledge regarding the deposit characteristics.

During the period we made several trips to the property, beginning with the period October 22-24, 1998, which involved the operation of the proto-type ERR Processor for the final time that season (see Assessment Report submitted January 25, 1999). During this test approximately fifty-four (54) cubic yards of raw material passed through our system.

Prior to the conclusion of 1998 we traveled to site on two separate occasions (Nov 11 and Dec 12-16) to pick up samples which had been previously processed, pick up 3 grab samples of material that was being crushed from the gravel operation underway at the time, obtain a few samples from the pit area, and return the unit to Edmonton.

In 1999 we embarked on an extensive sampling program. When the program was being formulated, we decided to base staff in the area so they could work on the property for longer periods. We had an "on-site" staff of up to three working at any one time who were supported by Directors of Ells River Resources on a regular basis. The ERR Processor was set up near the Alpac gravel pit (see Figure 3). For approximately three (3) months we processed the gravels in this area. We used a bobcat with a ¼ yard front end loader to load material into our processing system. Our goal was to analyze the various steps in the procedure and evaluate the efficiency of the ERR Processor. In addition, we wanted to
verify and confirm the mineral content of the gravels to assess the potential for a mini-production facility. This testing began June 22 and was completed October 1. This field activity was not conducted on an ongoing basis but rather was limited to several multi-day programs.

Since the field work was a combination of sample collection and processing equipment design and evaluation, it was necessary to suspend operations on a regular basis. We found that work stoppages and delays were very common. Some of these were planned in order to evaluate the ability of the Processor to collect the fine gold, as we had to analyze the concentrate that had been collected. Other stoppages were the result of breakdowns, modifications that were made in order to try to improve the efficiencies of the system, and weather.

When the program concluded on October 1st we had processed Eight Hundred Seventy-four (874) cubic yards of raw material and obtained Seven Hundred Thirty-five (735) pounds of concentrate.

b) Design, Construction, and Testing of a Processing Unit
As we have stated in the past, the gold particles in the Avenir area, which range size from twenty-five (25) to two hundred (200) microns, cannot be recovered using conventional methods or procedures such as sluice boxes, spirals, pans, concentrators, et cetera. As a result, a method and process had to be found or developed which addressed the shortcomings of the conventional devices yet allowed the material to be handled in an efficient and cost effective manner, in a field environment.

As was noted in our Assessment Report submitted January 25, 1999 we conducted an extensive research of the market for an "off-the-shelf" solution to handling these small, flat gold particles, but it soon became apparent that one did not exist. As a result the only solution was to develop our own unique processing method and equipment which would recover the maximum amount of available gold (down to 25 microns) from any raw or concentrate material placed into the unit.

Throughout 1998 we developed a concept for an “in-house” processor. At the end of August an ERR Processor field proto-type was built and tested in the field at the Avenir site on several occasions.

Armed with the information from this field trial we attempted to modify the unit for another field trial in the summer of 1999. During this trial period, both the field crew and Directors worked on improvements to the ERR Processor and the techniques for handling both the concentrate material and the reject sand and water. “Bottlenecks”, which impacted on our efficiencies, were identified so that necessary modifications could be made. In addition, it became apparent that our method for handling the reject material had to be re-examined as we found we were not disposing of this reject efficiently. These problem solving activities
consumed a considerable amount of valuable time thus impacting on the amount of material we were able to process during the program.

It is felt that this initial work will prove to be beneficial in the long term, as we have now developed a mobilization and "set-up" procedure to address those areas which are independent from the actual material processing aspects.

With respect to the actual ERR Processor, many of the problems we faced in a working field environment had not occurred during testing in a controlled laboratory-like environment. The information we have gathered from our field work certainly identified several areas which require improvements.

c) Analysis of Material Concentrate
Since the autumn of 1998 Ells River Resources Inc. has been involved in the analysis of the samples collected over the past four (2) years. As has been discussed previously, normal assay procedures are not suited to this type of gold as the grains in this system are so fine that it seems they are lost in the assay procedures. Consequently most of our analysis has been conducted by Mr. Cieszynski, "in house."

In order to evaluate the effectiveness of the ERR Processor during this period we had to determine the amount of gold within the raw material. In past years we have spent a significant amount of resources in order to make this determination. By extensively testing raw materials, processed materials, reject material, and super concentrates we have been able to determine the quantity of mineralization in the system. Thus we have formed a model for the quantity of fine gold grains, which average in size from twenty-five (25) to two hundred (200) microns, contained in one cubic yard of raw material.

Throughout the first part of 1999, Mr. Cieszynski spent over seven hundred (700) hours testing, in a controlled environment, samples from our 1998 program. Our analysis of concentrated material collected during the "field-trial" phase consisted of measuring the ability of the ERR Processor to collect minerals against our model to determine its efficiencies. We were surprised that there was significantly less gold in these samples than expected. This led us to the belief that much of the gold was being lost during the concentration process. It was recognized that "boating" of the fine gold particles was a problem. As a result our efforts were directed to reducing the turbulence of the slurry. Thus various modifications and trials were conducted on a mini-processor in Toronto in 1999.

Though we were sure many of the modifications improved the overall performance of the processing system, as has already been mentioned we encountered additional problems in the field environment which
hindered the performance of the ERR Processor during our 1999 program.

In 2000 we conducted a very short field-trial beginning August 4 and concluding August 9. The purpose of this trial was to test an enlarged Processor. The test was conducted in the same area as the 1999 program. Unfortunately due to an equipment failure the test could not be completed.

To date, the numerous problems we have encountered with the ERR Processor in the field have been discouraging as our recovery rate is still unacceptable.
V. CONCLUSION

We feel that Ells River Resources Inc. has had a very productive two years exploring and evaluating this property. Through our analysis we have concluded the following:

a) the sands and gravels in the Avenir area contain significant amounts of fine gold particles ranging from twenty-five (25) to two hundred (200) microns, in addition to smaller amounts of platinum and silver,

b) the fine gold particles in the Avenir area cannot be recovered using conventional methods,

c) the ERR Processor has been proven to be somewhat effective in recovering the fine gold particles in the twenty-five (25) to two hundred (200) micron range,

d) field conditions are more problematic than originally estimated.

It is based on these conclusions that the decision has been continue our efforts on the property. The ERR Processor requires further modifications as we define areas which require improvements. We have proven that techniques such as gravity separation, panning, cyanide leaching et cetera result in high losses; thus further development of the ERR Processor is necessary to recover the considerable quantities of gold in the area.
VI. REFERENCES


Figure 1.
Provincial Map
ALBERTA
Figure 2. South Block Permit Locations

LEGEND

- Permit Boundary

Scale: 1:500,000
Figure 3.

Ells River Resources Inc. 99-00 Exploration Program
Twp. 70, RGE 69, 15 W4M

Scale: 0 - 1 km
1:50,000

MPK/ERR
April 26/99
APPENDIX B

AUTHORS' QUALIFICATIONS
I, HENRY CIESZYNSKI, of the City of Toronto, in the Province of Ontario; state the following to be true:

I have received a Bachelor of Commerce degree from the University of Alberta, Edmonton, in 1985.

I have been engaged in mineral exploration for over thirty (30) years.

I hold a prospector's license, Number A 51588, in the Province of Ontario.

I am Chief Executive Office of Ellis River Resources Inc.

I am co-author of this Assessment Report.

Dated this the __th day of February, 2001; in the City of Toronto, in the Province of Ontario.

Witnessed by:  

Henry Cieszynski
I, MAURICE KEYLO, of the City of Edmonton, in the Province of Alberta; state the following to be true:

I have received a Telecommunications Electrician diploma from the Northern Alberta Institute of Technology in 1969,

I have been interested in mineral exploration for over thirty (30) years,

I am President of Ells River Resources Inc.,

I am co-author of this Assessment Report.

Dated this the 15th day of February, 2001; in the City of Edmonton, in the Province of Alberta.

Witnessed by:

Maurice Keylor
I, RAYMOND CARON, of the City of Edmonton, in the Province of Alberta; state the following to be true:

I have received a Bachelor of Commerce degree from The University of Alberta, Edmonton, in 1978,

I have held the position of President of Caron Services Ltd. for over three (3) years after holding the position of Vice-President, Finance for Caron Services Ltd. for over fifteen (15) years,

I am Secretary/Treasurer of Ells River Resources Inc.,

I am co-author of this Assessment Report.

Dated this the 15th day of February, 2001; in the City of Edmonton, in the Province of Alberta.

Witnessed by: Raymond Caron
APPENDIX C

STATEMENT OF EXPENDITURES

and

DECLARATION OF EXPENDITURES
## STATEMENT OF EXPENDITURES

FOR THE PERIOD OCTOBER 18, 1998 to OCTOBER 18, 2000

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TOTAL CLAIM FOR ASSESSMENT PURPOSES FOR THE PERIOD OCT 18., 1998 to OCT. 18, 2000 $ 84,873.98
As has been noted in Section I - Summary, Ells River Resources is maintaining our total holdings at three thousand seventy-two (3,072) hectares. This land comes under the following permits:

# 9394100017 - 1,024 hectares (4 Sections @ 256 hectares/Section)
# 9394100021 - 2,048 hectares (8 Sections @ 256 hectares/Section)

We are required to have spent ten dollars ($10.00) per hectare over an area of three thousand seventy-two (3,072) hectares. Thus we are required to have spent a total of thirty thousand seven hundred twenty dollars ($30,720.00) over the two (2) permits as follows:

# 9394100017 - $10,240.00
# 9394100021 - $20,480.00

Our balance currently on hand at the Department exceeds this total so our spending in this period will apply to future Department requirements. Please apply our current expenditure as follows:

# 9394100017 - $15,360.00
# 9394100021 - $32,841.84

Applying these values to the aforementioned permits will, we believe, complete all the required spending for these permits to the end of the reporting period, October 18, 2004.

This leaves us with a excess of $36,672.14 which we are unable to allocate.

(84873.98 - 15,360.00 - 32,841.84)
DECLARATION OF EXPENDITURES

I, RAYMOND CARON, of the City of Edmonton, in the Province of Alberta; hereby certify and declare that the financial information contained in the "STATEMENT OF EXPENDITURES" found in Appendix D of this Assessment Report pertaining to the Metallic and Industrial Permits (# 9394100017 and # 9394100021) held by Ells River Resources Inc., are true and correct to the best of my knowledge. The receipts substantiating these expenses have been duly logged and are available for inspection upon request.

Dated this the 14th day of February, 2001, in the City of Edmonton, in the Province of Alberta.

Witnessed by: ____________________________

Raymond Caron
Director
Ells River Resources Inc.
APPENDIX D

SAMPLE DESCRIPTION
## SAMPLES

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All these samples were obtained from the collection trays on the ERR Processor.

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APPENDIX E

ASSAY
1. Dalhousie University
Minerals Engineering Centre
Technical Institute of Nova Scotia
October 29, 1999

Ells River Resources Inc.,
17424-106A Avenue
Edmonton, Alberta,
T5S 1E6

Attention: Maurice Keylor

Re: Results of analysis on submitted samples, using bottle roll cyanidation.

A 2 kg sample was bottle rolled for 48 hours, with the following results.

<table>
<thead>
<tr>
<th>Sample</th>
<th>Extracted</th>
<th>Tails</th>
<th>Total</th>
<th>Extracted</th>
</tr>
</thead>
<tbody>
<tr>
<td>Concentrate</td>
<td>22.37</td>
<td>1.90</td>
<td>24.27</td>
<td>92.17</td>
</tr>
</tbody>
</table>

The remaining 18 kg sample was bottle rolled for 72 hours, with the following results.

<table>
<thead>
<tr>
<th>Sample</th>
<th>Extracted</th>
<th>Tails</th>
<th>Total</th>
<th>Extracted</th>
</tr>
</thead>
<tbody>
<tr>
<td>Concentrate</td>
<td>24.11</td>
<td>0.33</td>
<td>24.44</td>
<td>98.65</td>
</tr>
</tbody>
</table>
2. Handy & Harmon
Refining Group
To: Henry Cieszynski
Eli River Resources

From: Daryn Abercrombie
HHRG

Date: October 25, 1999
Pages including cover: 1

REMARKS: □ Urgent □ For review □ Reply ASAP □ Please comment

Henry,

Here are the results of your alluvial concentrate sample assayed 9/22/99:

- Au%: 17.150 oz/ton
- Ag%: 5.000 oz/ton
- Pt%: 0.350 oz/ton

Once again, these results are indicative of the sample received by HHRG only.

Regards,

Daryn Abercrombie

A MEMBER OF THE GOLDEN WEST REFINING GROUP
3. Royal Canadian Mint
**MEMORANDUM**

Reference No.: 3751

### Deposit

<table>
<thead>
<tr>
<th>No. De Depot</th>
<th>Deposit Marks</th>
<th>Before Melt</th>
<th>After Melt</th>
<th>Gold Fineness</th>
<th>Silver Fineness</th>
<th>Gold Retention</th>
<th>Silver Retention</th>
<th>Gold Retained</th>
<th>Silver Retained</th>
<th>Fine Gold</th>
<th>Silver Credit</th>
<th>Gold Credit</th>
<th>Deposit Charge</th>
</tr>
</thead>
<tbody>
<tr>
<td>990104</td>
<td>1999-001</td>
<td>503.870</td>
<td>6.180</td>
<td>8.25</td>
<td>1.0</td>
<td>15.00</td>
<td>0.00</td>
<td>0.01</td>
<td>0.051</td>
<td>0.00</td>
<td>0.051</td>
<td>0.051</td>
<td>1,071.89</td>
</tr>
<tr>
<td>*****</td>
<td></td>
<td>503.870</td>
<td>6.180</td>
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<td></td>
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<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**SILVER Value:** $0.00 at Rate of: 7.70000

**MINT Charges:** $1,071.89  **G.S.T:** $75.03  **DUE:** $1,146.92 or CHEQUE:  **Accounts Supervisor:** SERGE BRAZEAU  **Phone:** (613) 993-9557