TECHNICAL REPORT ON THE BLUE AND BERRY CLAIMS
FLIN FLON AREA, MANITOBA

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EFFECTIVE DATE: OCTOBER 6TH, 2020
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1 SUMMARY

Terra Modelling Services ("TMS") was subcontracted by Axiom Exploration Group Limited ("Axiom") to execute this report for their client, Lake Winn Resources Corp. ("Lake Winn Resources") within the Blue 1 and Berry 1 claims as owned by W.S. Ferreira LTD, located approximately 30km east of the historic mining community of Flin Flon, Manitoba, Canada, and to prepare a technical report written in support of these claims.

Lake Winn Resources Corp., is a Vancouver based mining company, listed on the TSX Venture exchange (Symbol: LWR) with projects across North America. Formerly Equitorial Exploration Corp., listed on the TSX Venture (Symbol: EXX), a share consolidation and name change to Lake Winn Resources Corp. was completed on September 14, 2020. Their current business address is 1111 Melville Street, 11th Floor, Vancouver, British Columbia, Canada, V6E 3V6.

This technical report will be used by Lake Winn Resources in fulfillment of their continuing disclosure requirements under Canadian securities laws, including National Instrument 43-101 - Standards of Disclosure for Mineral Projects ("NI 43-101"). This technical report is written in support of their agreement with W.S. Ferreira for the option to acquire 100% recorded interest in the Blueberry Property and a 1-mile area of interest from claim boundaries of claims Blue 1 and Berry 1.

1.1 PROPERTY DESCRIPTION

The property is in located in the province of Manitoba, approximately 40 kilometers north-east of the town of Flin-Flon. It is located at 342800E, 6083850N Nad83 UTM Zone 14N and on National Topographic Map (NTS) map sheets 63K14NW and 63K14SW.

The property is 100% owned by W.S. Ferreira LTD and consists of two mineral claims (MB6219 and MB8931) covering a total area of 324 ha (3.24 km^2).

An additional six claims, 100% owned by W.S. Ferreira LTD, have been staked around the Blue 1 and Berry 1 claims. Registered as of September 16, 2020 these claims were staked after the site visit and initiation of this report and are not the subject of this report.

Access to the property is provided by Manitoba highway 10 to the all-weather Kississing Lake Road. The North Neosap logging road connects to the Kississing Lake road near kilometre 38 with access to the property available 200m down the North Neosap road by walking, snowmobile, or quad trail.

The topography is characterized by boreal forest and the ecoregion is classified as having a subhumid high boreal eco-climate. It forms part of the continuous coniferous boreal forest that extends from northwestern Ontario to Great Slave Lake in the southern Northwest Territories.

The area is within the Churchill River Upland Eco Region of the boreal shield. The landscape was formed though the action of glaciers at the end of the last glacial period, ca. 10 Ka ago. This resulted in a very flat landscape with minimal undulations, and landscape features relating to the glacial retreat. The average altitude is approximately 300m above sea level.

The licence areas are bisected by a local logging road, 30 km off Manitoba Highway 10. It is 64 km from Flin Flon, Manitoba, a mining town with several active mines in the area. Flin Flon is connected by air to Winnipeg, with several weekly flights (frequency might be uncertain due to the 2020 Covid-19 pandemic). A 115 kV Transmission line crosses both claims on their northwestern corners. There are no gas lines in the general area.

1.2 SUMMARY OF PREVIOUS WORK

From 1949 to 1981 the exploration focus of the area was for copper-nickel. Approximately 30 drill holes were carried out by Hudson Bay Exploration and Development, Cominco and Sherrit Gordon.

In 1985 arsenopyrite mineralization was discovered on the SAP and BILLIE claims in grab samples by the claim holder. Nor-Acme Gold Mines Ltd optioned the claims and followed up the discovery with trenching in 1986 and 18 drill holes testing VLF-EM, magnetic and gold in humus anomalies.

In 1987 the property was optioned to Esso Minerals who continued with ground sampling and drilled an additional 16 core holes across the Sourdough, Mikanagan and Alberts Lake fault systems in 1988.

In 1990, prospecting, trenching and line cutting were conducted by the claim holder P. Bachnick. Free gold was reported in quartz veins and several pits were drilled, blasted, and sampled.

In 1992, trenching and detailed geological mapping was conducted on the SAP 2 claim focusing on gold mineralization in shear zones and quartz veins.

In 2005 the Blue 1 claim was staked in the SAP 1 and 2 claim area and prospecting and grab sampling for Au was conducted by W.S. Ferreira confirming potential gold mineralization.

Cream Minerals conducted an I.P. survey on the Blue 1 and the Berry 1-4 claims and identified an anomalous chargeability zone that corresponds with previously identified mineralized and sampled outcrop.

1.3 GEOLOGY & MINERALIZATION

The Blue and Berry claims are situated in the Flin Flon - Snow Lake Greenstone Belt, a world class Volcanic-hosted Massive Sulphide district. The property is underlain by the East-West striking Amisk Collage comprising meta-volcanics and meta-sediments. The metamorphic alteration grade varies from upper greenschist to lower amphibolite with higher metamorphic grades found near intrusive complexes. Several major faults traverse the property.

The Mikanagan fault system and the Sourdough Fault run through the properties as predominantly east-west and southwest striking structures. They form a complicated pattern of anastomosing breaks in the lithology and usually appear as troughs bounded by outcrop ridges. Strong shearing is commonly observed in exposed outcrop.

Gold mineralization has been primarily identified by as scattered visible gold in discontinuous quartz veins, accompanied by disseminated galena, pyrite, minor pyrrhotite and chalcopyrite. Trace arsenopyrite has been observed in outcrop.

1.4 EXPLORATION & DRILLING

No significant exploration or drilling was done on the property since Cream Minerals in 2009. Prospecting and grab sampling programs were conducted in 2015-2017 by the claim holder.

1.5 MINERAL RESOURCE ESTIMATE

No mineral resource estimate has been prepared on the property.

1.6 RECOMMENDATIONS

Given the limited focus of exploration work to date and the prospective nature of the geology and structure on the property, it is the authors' opinion that the property merits further exploration and that future work is justified. A work program performed by Lake Winn Resources will provide key inputs required to evaluate the future potential economic viability of the property.

TMS is recommending further exploration, subject to funding and any other matters which may cause a proposed exploration program to be altered in the normal course of business activities or alteration which may affect the program as a result of exploration activities themselves.

2 INTRODUCTION & TERMS OF REFERENCE

TMS is a Saskatoon, Saskatchewan based Consulting Company. TMS has been subcontracted by Axiom Exploration Group Ltd to execute this report for their client, Lake Winn Resources Corp.

Lake Winn Resources Corp., is a Vancouver based mining company, listed on the TSX Venture exchange (Symbol: LWR) with projects across North America. Formerly Equitorial Exploration Corp., listed on the TSX Venture (Symbol: EXX), a share consolidation and name change to Lake Winn Resources Corp. was completed on September 14, 2020.

Lake Winn Resources Corp has entered into an agreement with W.S. Ferreira LTD. to option and purchase the Blueberry project near Blueberry lake Manitoba, consisting of Mining Claims: Blue 1, MB 6219 and Berry 1 MB 8931 and a 1 mile area of interest from claim boundaries of claims Blue 1 and Berry 1 "The Property". The Property is being acquired in consideration of:

(i) the issuance of 2,000,000 common shares of Lake Winn
(ii) a cash payment to the Vendor in the amount of $265,000 CAD and
(iii) the issuance to W.S. Ferreira LTD a net smelter royalty of 2% on production generated on the property, which 1% may be purchased by Lake Winn for a total cash payment amount of $1,000,000 CAD.

The information providing the basis for all interpretations and resulting conclusions in this report primarily derive from:

- Historical drilling programs dating back to the early 1980's and 1990's, as documented in assessment reports for the Manitoba Department of Energy and Mines.
- Fieldwork done between 2015 and 2017 by WS Ferreira as documented in assessment reports for the Manitoba Mines Branch.
- Publicly available geological journal articles, maps, and similar sources.

A site visit to the Blue and Berry claims was made by Mr. Terry Croteau of TMS accompanied by Bill Ferreira on September 1, 2020.

Common Terminology to be employed in this report are listed in Table 1:

Term	Definition
VMS	Volcanogenic Massive Sulphide
MORB	Mid Ocean Ridge Basalt
THO	Trans-Hudson Orogen
g/t	Grams per metric tonne
oz/t	Ounces per short ton
Ga.	Giga-annum, or 1 Billion years
AT	Assay Ton. A weight of 29.166 + grams used in assaying

3 RELIANCE ON OTHER EXPERTS

This Technical Report is based on historical reports, publicly available geological data as well as a site visit by TMS personnel. No other experts were involved in this report.

4 PROPERTY DESCRIPTION & LOCATION

The property is in located in the province of Manitoba, approximately 40 kilometers north-east of the town of Flin-Flon (Figure 1). It is located at 342800E, 6083850N Nad83 UTM Zone 14N and on National Topographic Map (NTS) map sheets 63K14NW and 63K14SW.

The property is 100% owned by W.S. Ferreira LTD and consists of two mineral claims, (MB6219, Blue 1 and MB8931, Berry 1) covering a total area of 324 ha (3.24 km^2).

NTS Mapsheet	Claim	Name	Area (Ha)	Date of Registration	Good Standing	Expiry Date	Status	Owner, Percent
63K14NW 63K14SW	MB6219	Blue 1	196	2005-12-30	2026-02-28	2026-02-28	Good Standing	W.S. Ferreira LTD., 100%
63K14NW 63K14SW	MB8931	Berry 1	128	2009-11-16	2026-11-16	2027-01-15	Good Standing	W.S. Ferreira LTD., 100%

TABLE 1: PROPERTY CLAIM DATA

W.S. Ferreira LTD staked and additional six, 100% owned, claims around the Blue 1 and Berry 1 claims. Registered as of September 16, 2020, these claims were staked after the site visit and initiation of this report and are therefore not the subject of this report. These claims are part of

the option agreement with Lake Winn Resources covering the 1-mile area of interest from claims boundaries. The reader is directed to Section 23 for information on the location of these claims.

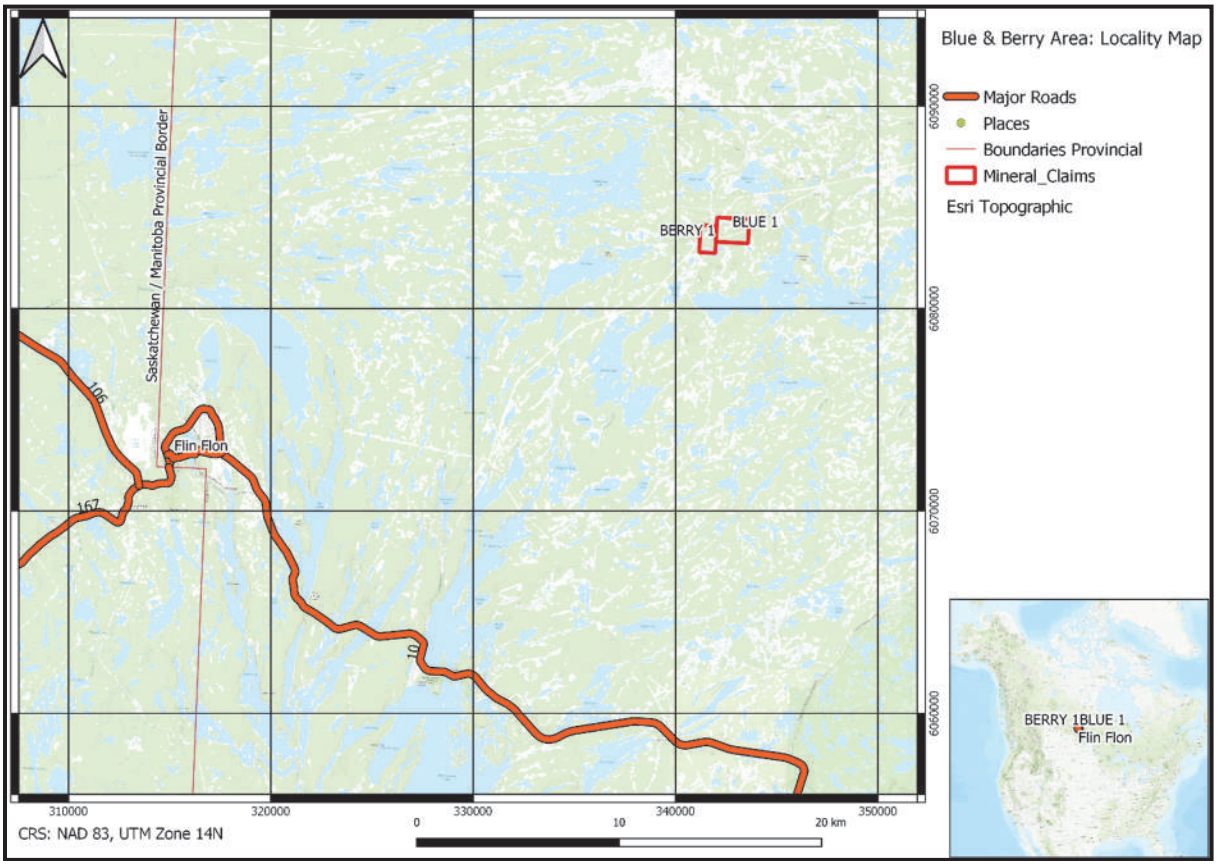


FIGURE 1: BLUE & BERRY CLAIMS LOCALITY MAP

4.1 CROWN MINERAL RIGHTS

Crown Rights are the mineral rights belonging to the Province of Manitoba, or in some cases, the Federal Government (i.e. National Parks or First Nations reservations).

4.2 FREEHOLD MINERAL RIGHTS

Freehold Rights are the mineral rights belonging to a private individual or corporation. These are historical in origin, mostly dating from the transfer of land from the Hudson Bay Company to the Dominion of Canada in 1870, and the subsequent grant of land and mineral rights to homesteaders between then and the latter part of that century, when the practice ended. There are no freehold mineral rights in the project area.

4.3 INDIAN MINERAL RIGHTS

Indian Mineral Rights are mineral titles on lands associated with Reservations of First Nations' Peoples. These mineral rights were granted to the First Nations of the Province by virtue of treaties signed during the 19th century or Treaty Land Equivalents (TLE's) awarded to settle land claims more recently. The mineral claims lie in the area designated as Adhesion to Treaty 5. There are no Indian Mineral Rights falling within the Adhesion to Treaty 5 rights, or subsequent TLE's in the immediate area of the claims. In addition to Indian Mineral Rights and TLE's, two other exclusion to mineral exploration based on First Nation Lands can occur:

4.3.1 COMMUNITY INTEREST ZONES (CIZ)

Explorationists may stake, develop mineral claims, and obtain mineral leases within lands identified as Community Interest Zones. Exploration permits must however be reviewed and approved by affected First Nations. There are no CIZ's in the claims area.

4.3.2 NORTHERN FLOOD HOLD AREAS

Land compensation for outstanding claims for flooding damage will be turned over to First Nations to become reserve land. Mineral exploration is generally not permitted within these hold areas. Approval for mineral exploration must be granted by the appropriate First Nation Band. There are no Northern Flood Hold area exclusions on the claims.

4.4 SPLIT MINERAL RIGHTS

Mixed mineral rights, with more than one owner, also exist. There are several sections of land that are either partially owned by the Crown and a Freehold Owner, or as several different Freehold owners on one title.

4.5 MINERAL LEASE

Mineral Leases grant the holder exclusive right to explore, mine, recover and dispose of any minerals within the mineral lease boundary. A mineral claim in good standing can be converted to a mineral lease by application to the mining recording and obtaining a complete boundary survey. Mineral leases are valid for ten years and are renewable.

5 ACCESSIBILITY, CLIMATE, PHYSIOGRAPHY, LOCAL RESOURCES & INFRASTRUCTURE

5.1 ACCESSIBILITY

The property is 64 km from the mining town of Flin Flon, on the Saskatchewan-Manitoba border. Access is available from Manitoba highway 10 to the all-weather Kississing Lake Road. The North Neosap logging road connects to the Kississing Lake road near kilometre 38 with access to the property available 200m down this road by walking, snowmobile or quad trail (Figure 2). The road is closed to further vehicle access by a berm. Regular flights from Winnipeg to Flin Flon are available.

FIGURE 2: PROPERTY ACCESS VIA OLD NEOSAP LOGGING ROAD

5.2 CLIMATE

The project area is within the Boreal Shield Ecozone, which is typified by long, cold winters and short, warm summers. A summary of the yearly climate is given in Figure 3 (from www.climatemps.com).

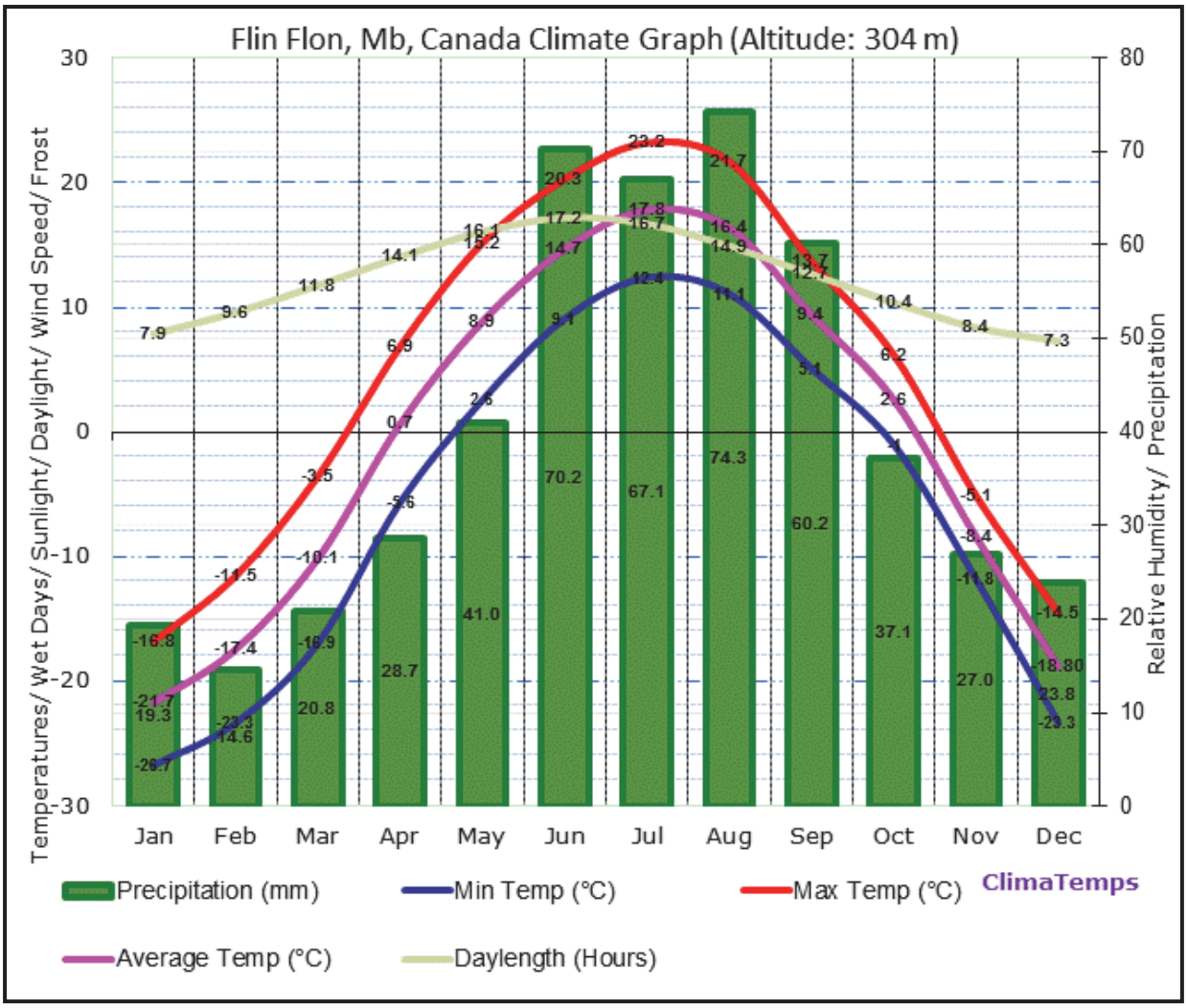


FIGURE 3: CLIMATE DATA FOR FLIN FLON, MANITOBA

5.3 PHYSIOGRAPHY

The area is within the Churchill River Upland Eco Region of the boreal shield (Smith et. al., 1998). The landscape was formed though the action of glaciers at the end of the last glacial period, ca. 10 Ka ago. This resulted in a very flat landscape with minimal undulations, and landscape features relating to the glacial retreat. The average altitude is approximately 300m above sea level.

This ecoregion is classified as having a subhumid high boreal eco-climate. It forms part of the continuous coniferous boreal forest that extends from northwestern Ontario to Great Slave Lake in the southern Northwest Territories.

Ridged to hummocky bedrock outcrops covered with discontinuous veneers and blankets of acidic sandy granitic till are dominant in the western section. Depressed to hummocky clayey lacustrine deposits of variable depth are common in the eastern section. However, many of these clays are overlain by peat deposits of varying thicknesses, with the deeper peat usually found in the depressional areas. Locally prominent fluvioglacial (lateral moraine) deposits, with relief of up to 60 m, border the ecoregion in the east. The upland slopes gently and drains northeastward to Hudson Bay via the Churchill, Grass and Nelson rivers and their bedrock-controlled network of tributary streams and drainage ways. Numerous small to medium lakes are linked by the Churchill and Grass rivers. There are also many large lakes in this ecoregion.

The dominant forest cover consists of medium to tall, closed black spruce and jack pine stands. White spruce, white birch and especially trembling aspen often form an important component of stands on warm sites in the north and on a variety of sites in the southern part of the region. Understory vegetation consists of feather mosses, rock cranberry, blueberry, Labrador tea and lichen. The widespread distribution of jack pine, white birch and trembling aspen is largely due to the frequent occurrence of forest fires. Well to rapidly drained sandy sites support pure or mixed open stands of black spruce and jack pine. Bedrock exposures have patchy tree cover and are generally covered with lichens. Closed and open stands of stunted black spruce, with a ground cover of Labrador tea, blueberry, bog rosemary and sphagnum mosses dominate poorly drained basin bogs and peat plateau bogs. Fen vegetation is dominated by sedges and brown mosses and may also include tamarack stands and swamp birch shrub cover.

The ecoregion provides habitat for moose, woodland caribou, black bear, lynx, wolf, beaver, muskrat, and snowshoe hare as well as winter range for barren-ground caribou. Besides sandhill crane, grouse, waterfowl such as ducks, geese and pelicans, many other birds use the ecoregion. Land use Forests in the southern section of the ecoregion contribute significantly to the pulpwood industry and to a lesser degree, local sawlog operations. Mining activities occur throughout, but at present are most prevalent in the southern section. Trapping, hunting, water-oriented recreation, and tourism are other important land uses in this ecoregion.

5.4 LOCAL RESOURCES

The Project is surrounded by extensive water supplies from natural lakes. While cellular phone coverage is good at the nearby Flin Flon, coverage in the claims area is variable, the claims being on the northern edge of most of the major networks in the province of Manitoba. The closest hospital is in Flin Flon, while the closest Fire Station is at Cranberry Portage, 44km to the south. Another Fire Station is situated at Flin Flon. There are Royal Canadian Mounted Police (RCMP) detachments in Flin Flon and Cranberry Portage.

5.5 INFRASTRUCTURE

The licence areas are bisected by a local logging road, 30 km off Manitoba Highway 10. It is 64 km from Flin Flon, Manitoba, a mining town with several active mines in the area.

Flin Flon is connected by air to Winnipeg, with several weekly flights (frequency might be uncertain due to the 2020 Covid-19 pandemic).

A 115 kV Transmission line crosses both claims on their northwestern corners. There are no gas lines in the general area.

5.6 LOCAL STAKEHOLDERS

5.6.1 FIRST NATIONS

There are no immediate First Nation Reserves around the claims. The following are the closest First Nations to the claims:

First Nation	Direct Distance, Direction
Opaskwayak First Nation	86.3 km Southwest
Mathias Colomb First Nation	96.8 km North
Nisichawayasihk First Nation	190.7 km Northeast
Cross Lake First Nation	230.7 km East Northeast
Mosakahiken First Nation	151.9 km Southeast

TABLE 2: LOCATION OF CLOSEST FIRST NATIONS

5.6.2 CITIES, TOWNS & VILLAGES

The closest town to the claims is Flin Flon, which mainly serves the mining interest in the area, and would thus be a primary source of labour should the mining claims develop into production. It is a small city with a population of just over 5000 as per the 2016 Canadian Census.

The only other notable settlement in the area is the unincorporated community of Cranberry Portage, 47 km to the south. It has a population of just under 800 according to the 2016 Canadian Census.

6 HISTORY

6.1 PRIOR OWNERSHIP

The area was originally staked in late 1979 by P. Bachnick as part the SAP claims and optioned to Sherritt Gordon Mines. In 1985 they were optioned to Nor-Acme Gold mines. Esso optioned the properties in 1987 and continued the Nor-Acme Gold mines exploration program. Control was returned to P. Bachnick in 1989. In 2005 W.S. Ferriera staked the Blue 1 claim and in 2009 the Berry 1 Claim in the area formerly known as the SAP 1 and SAP 2 claims.

6.2 PREVIOUS WORK

From 1949 to 1981 the exploration focus of the area was for copper-nickel. Approximately 30 drill holes were carried out by Hudson Bay Exploration and Development, Cominco and Sherrit Gordon. In 1985 arsenopyrite mineralization was discovered on the SAP and BILLIE claims in grab samples. Nor-Acme Gold Mines Ltd followed up the discovery with trenching in 1986 and 18 drill holes testing VLF-EM, magnetic and gold in humus anomalies. 1987 saw the property optioned to Esso Minerals who continued with ground sampling and drilled an additional 16 core holes across the Sourdough, Mikanagan and Alberts Lake fault systems in 1988.

6.2.1 HUDSON BAY EXPLORATION

A horizontal-loop electromagnetic survey was conducted in 1960, of the Kissing Lake and Wabisho Lake areas using 3,600 Hz frequency and 200 ft. coil separation. Two closely spaced strong conductors as well as a weak conductor south of the strong conductors was outlined. This was follows up with an unspecified drilling program as noted in the assessment reports. Drill holes 34 and 35, as plotted by Manitoba Geoscience, are in the north-west corner of the Blue 1 claim. The drill logs contain no assay information but indicate a highly sheared sequence of pyrrhotite-pyrite bearing massive sulfides as well as quartz stringers and veins with pyrite. Localized chalcopyrite and some faulting were also noted.

6.2.2 1981 SHERRITT GORDON MINES LIMITED

In December 1979 and January 1980, an E.M survey was completed on the property with a coil separation of 300 feet along with a ground magnetometer survey. This confirmed the results of the Hudson Bay Exploration anomalies. Three follow-up holes were drilled with only trace base metals and gold, and silver.

6.2.3 1985-1986 NOR-ACME GOLD MINES

Nor-Acme Gold Mines initiated work on the SAP 1 claim in 1985 with a trenching and EM survey. Starting with the discovery of arsenopyrite needles in an old pit on the Sap 1 claim, four trenches were excavated with two samples in trench 2A returning 0.617 oz/t and 0.421 oz/t respectively. In December 1985, a Horizontal Loop Electromagnetic survey was conducted with the goal of tracing and defining favorable gold-arsenopyrite mineralization exposed by the trenching. The survey showed only background EM response. This was followed by a VLF EM survey to further trace and define the gold bearing disseminated sulfides from trenching. Four anomalous zones were identified, two of which were recommended for a drilling program. A Magnetometer survey was conducted to aid in locating gold-bearing formations that may be mineralized with magnetite and not exposed by trenching. Four significant anomalies were identified. In 1986, a drilling program was established to test the geophysical anomalies. Only slightly elevated gold assay values were intersected in these holes.

6.2.4 1988 - ESSO MINERALS

In 1987, Esso Minerals optioned the property conducted humus geochemical sampling and re-logged the drill holes SAP 86-7 to 86-18 previously drilled by Nor-Acme. Most of the drill holes were laid out to test the Mikanagan 1 (Mik 1) fault (Figure 4) on the SAP 1 claim and adjacent GUY 1 Claim. A single hole, SAP 86-13 was drilled to intersect the Mik 3 Fault. SAP 86-7 contained two anomalous intervals, 1.4m @ 0.14 oz/t (4.8 g/t) and 0.9m @ 0.289 oz/t (9.91 g/t). Assay highlights from the Mik 1 drilling are shown in Table 3. Esso Minerals deemed the results low and conducted no additional follow-up work.

Humus geochemistry was conducted along the SAP grid and multiple humous anomalies were identified. An Au and spotty Cu-As anomaly was noted for 450m along the Mik 1 fault, the area covered by the Nor-Acme drilling and continuing to the northeast. A strong and broad 3 km x 50-100m wide Au-As-Pb-Cu-Zn anomaly was present in the northeast area of the Sap grid. This anomaly overlaps the current Blue Claim.

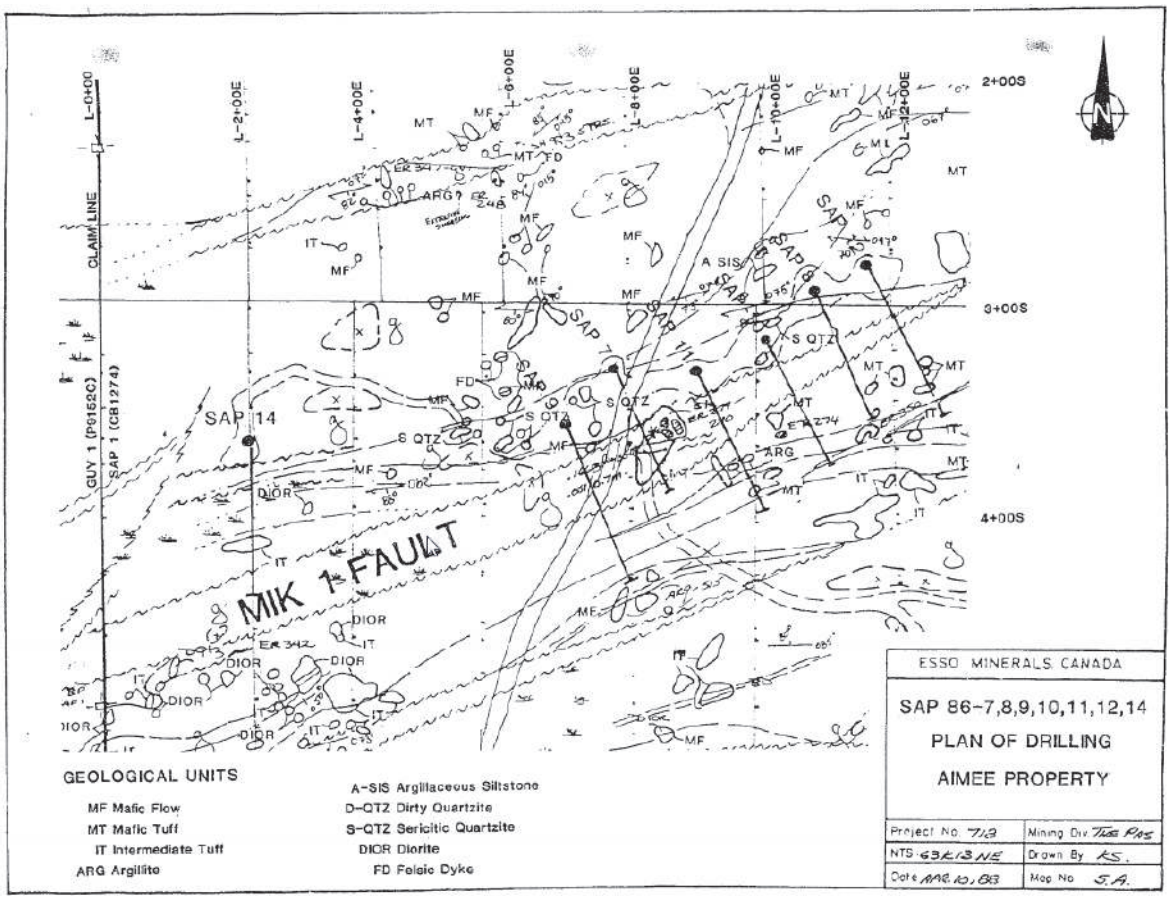


FIGURE 4: ESSO MINERALS DRILLING ON THE MIK 1 FAULT

	Oz	g/t	Interval (m)
SAP 86-7	0.018	0.62	1.5
	0.010	0.34	0.8
	0.140	4.80	1.4
	0.289	9.91	0.9
SAP 86-8	0.011	0.38	0.6
	0.027	0.93	2.4
	0.013	0.45	1.7
SAP 86-9	0.032	1.10	0.8
SAP 86-10	0.014	0.48	0.8
	0.077	2.64	0.6
SAP 86-11	0.073	2.50	0.8
	0.033	1.13	0.5

TABLE 3: ESSO MINERALS SAP DRILLING HIGHLIGHTS FROM ASSESSMENT REPORT

6.2.5 1990 P. BACHNICK

In 1990, P. Bachnick and S. Bachnick conducted a prospecting, trenching and linecutting program on the SAP 1 claim, which covers the current Berry 1 Claim and the south western area of the Blue claim. Based on the 1988 Esso Minerals humus samples, 3 anomalous areas, Line 46E - 21S, Line 44E - 21S and Line 40E - 23S were chosen to be stripped and sampled. After stripping it is reported that free gold and galena were observed in quartz veins at all 3 locations. The focus was changed to the North side of the logging road from line 40E to Line 51E where further stripping was conducted. Several pits were drilled and blasted in this area, along with a few more on strike to the west near the Kississing highway (Figure 5). 12 of the excavated pits showed visible gold, galena, spahlerite, pyrite, chalcopyrite and locally arsenopyrite. The results of the sampling are summarised in Table 4.

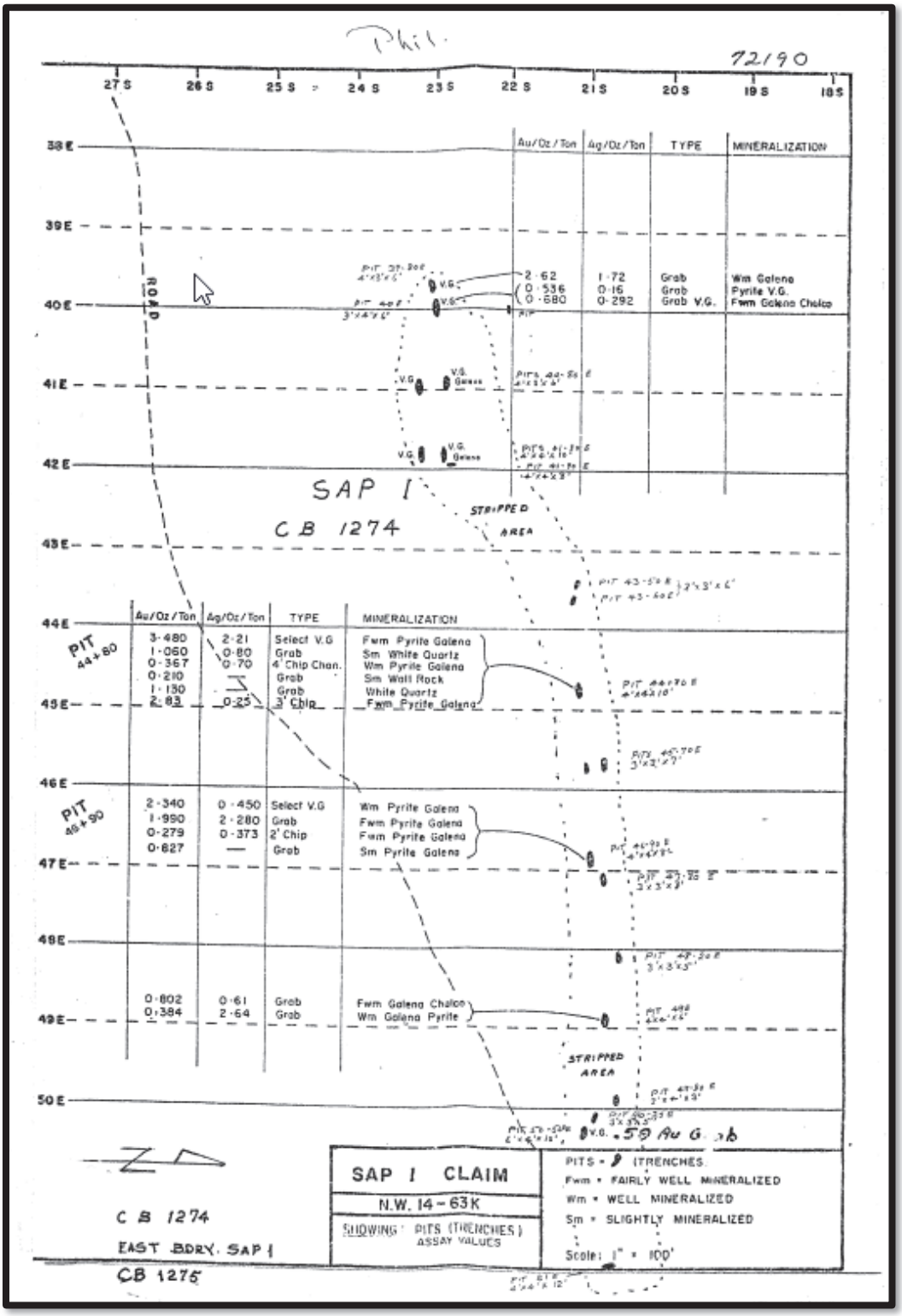


FIGURE 5: MAP OF PITS FROM THE SAP 2 CLAIM

Grab Samples	Au (Oz/T)	Ag (Oz/T)
PIT 44 + 80	3.48	2.21
PIT 44 + 80	1.06	0.8
PIT 44 + 80	0.0367	0.7
PIT 44 + 80	0.21	-
PIT 44 + 80	1.13	-
PIT 44 + 80	2.83	0.25
PIT 46 + 90	2.34	0.45
PIT 46 + 90	1.99	2.28
PIT 46 + 90	0.279	0.373
PIT 46 + 90	0.827	-
Grab	2.62	1.72
Grab	0.536	0.16
Grab	0.68	2.92
Grab	0.802	0.61
Grab	0.384	2.64

TABLE 4: PUBLISHED RESULTS OF 1990 TRENCHING & PROSPECTING PROGRAM

6.2.6 1992 - GEOLOGY OF THE SAP CLAIM

A 2-day mapping and sampling program was conducted on the SAP 2 claim in May of 1992 to follow up on the trenching work from 1990. This area had been previously cleared and sampled by the claim owner, returning gold values of up to 3.48 oz/t Au and in chip samples. The pits were not resampled, however 5 samples of mineralized country rock adjacent to the gold bearing quartz veins were taken to test for additional gold distribution. Mineralization was identified as scattered visible gold in discontinuous quartz veins accompanied by up to 5% pyrite, minor pyrrhotite, galena and chalcopyrite, with trace arsenopyrite noted in a single locality. The quartz veins occur within strong shear zones which are often discontinuous themselves. Sampling yielded a best assay of 3.19 g/t (0.093 oz/t) Au in a quartz biotite schist, containing up to 5% pyrite.

6.2.7 2005 W.S. FERREIRA

In 2005, W.S. Ferreira staked the Blue 1 claim and followed up with grab samples of exposed quartz stockwork veins from a 250m by 400m mineralized quartz stockwork zone in the previously exposed outcrop from the 1992 trenching and mapping work. These grab samples confirmed the existence of anomalous gold values in the area, as shown in Table 5.

Sample #-	Au (g/t)	Width (m)
7903	11.13	Grab
7912	5.69	Grab
7914	2.51	Grab
7928	43.28	0.2
7932	2.74	0.3
7943	5.84	Grab
7947	5.33	Grab
7955	11.89	0.5
7956	25.55	0.5
7959	4.05	0.3

TABLE 5: SELECT GRAB SAMPLES ABOVE BACKGROUND FROM 2005 PROSPECTING PROGRAM

6.2.8 2009 CREAM MINERALS

In 2009, Cream Minerals conducted an Induced Polarization Survey on the Blue 1 and Berry 1-4 claims (Figures 6 and 7). The purpose of this survey was to determine the I.P signature associated with the known mineralization, arsenopyrite, pyrite and pyrrhotite, and to attempt to map out areas of possible gold mineralization. This survey was conducted over the Mikanagan and Sourdough fault systems, and identified a strong complex zone of high chargeability approximately 1700 to 250 meters in dimension trending west southwest paralelling the Mikanagan fault zone direction. This zone covers previously identified and sampled mineralized outcrop. The resistivity high is bounded to the south by a linear contact that may represent splays of the Mikanagan fault. The 1988 Esso Mineral drill holes AIM 11, 12,13, and were previously drilled across this contact and reported up to 2% pyrite-pyrrhotite locally in core. No followup drilling was conducted by Cream Minerals.

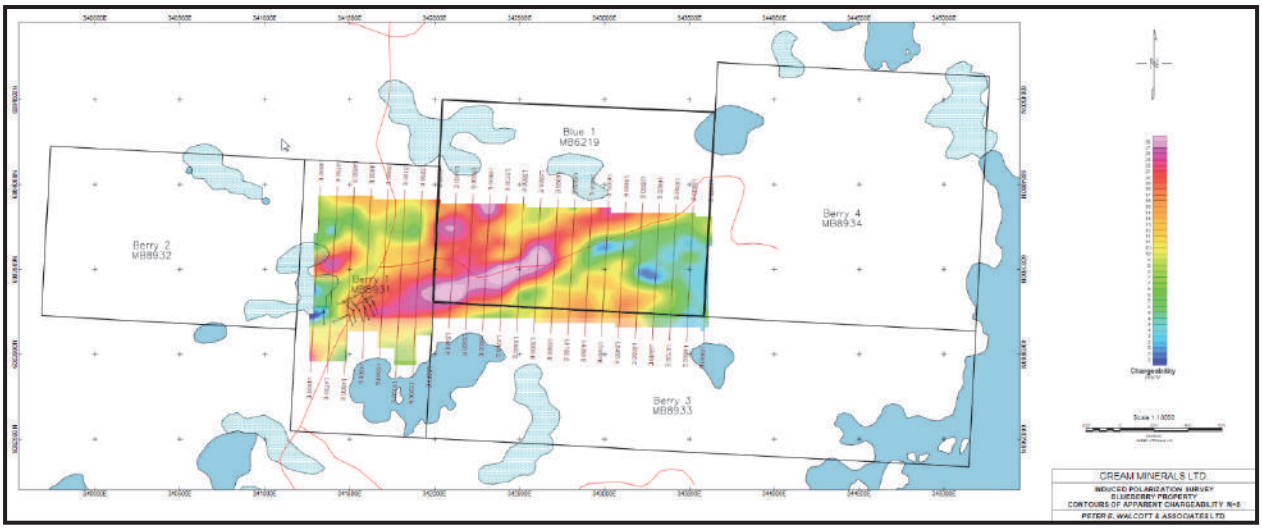


FIGURE 6: 2009 CREAM MINERALS IP SURVEY: CONTOURS OF APPARENT CHARGEABILITY

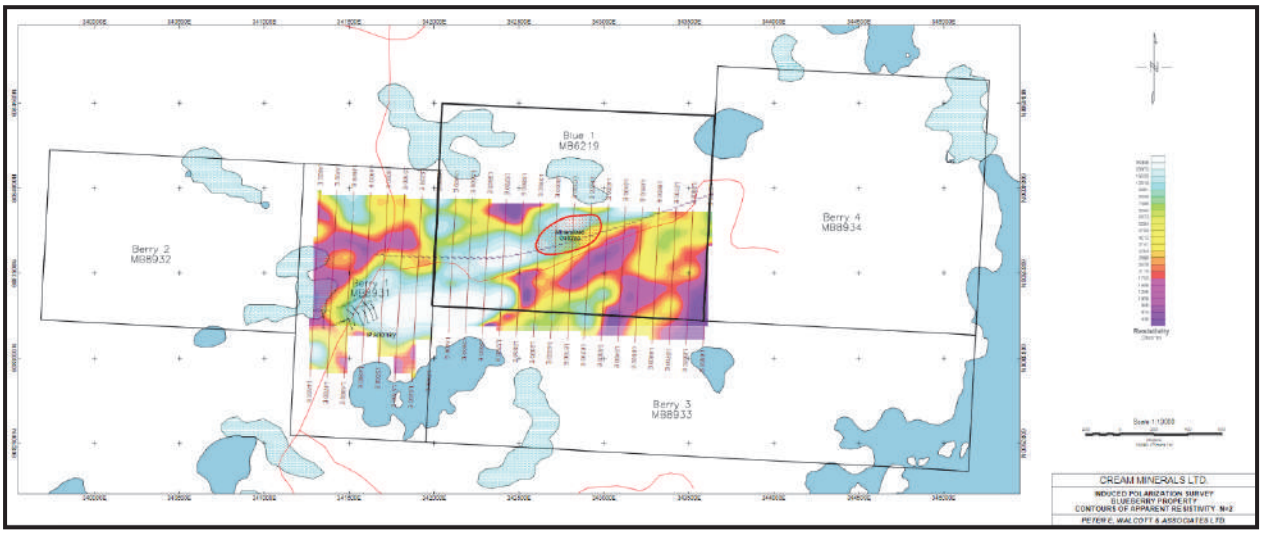


FIGURE 7:2009 CREAM MINERALS IP SURVEY: CONTOURS OF APPARENT RESISTIVITY

6.3 HISTORICAL MINERAL RESOURCE & MINERAL RESERVE ESTIMATES

No historical mineral resource or mineral reserve estimates have been reported on the property.

6.4 HISTORICAL PRODUCTION

No historical production has been reported on the property.

7 GEOLOGICAL SETTING & MINERALIZATION

7.1 REGIONAL GEOLOGY

The area lies within the Paleoproterozoic Flin Flon Greenstone Belt, which is a world class Volcanic-hosted Massive Sulphide (VMS) district (Figures 8, 9 and 10). The Flin Flon Greenstone Belt lies in the Reindeer Zone (Lewry and Collerson, 1990) of the Trans-Hudson Orogen (THO), which hosts many base and precious metal deposits and has been the focus of mineral exploration for over 100 years. The THO formed during the 2.0 to 1.78 Ga closure of the Manikewan Ocean in the formation of the Nuna supercontinent (Stauffer, 1990). The Reindeer Zone consists of accreted oceanic crust and subjacent microcontinent fragments (Sask craton and East Kisseynew domain) captured during the convergence of the larger Hearne and Superior cratons.

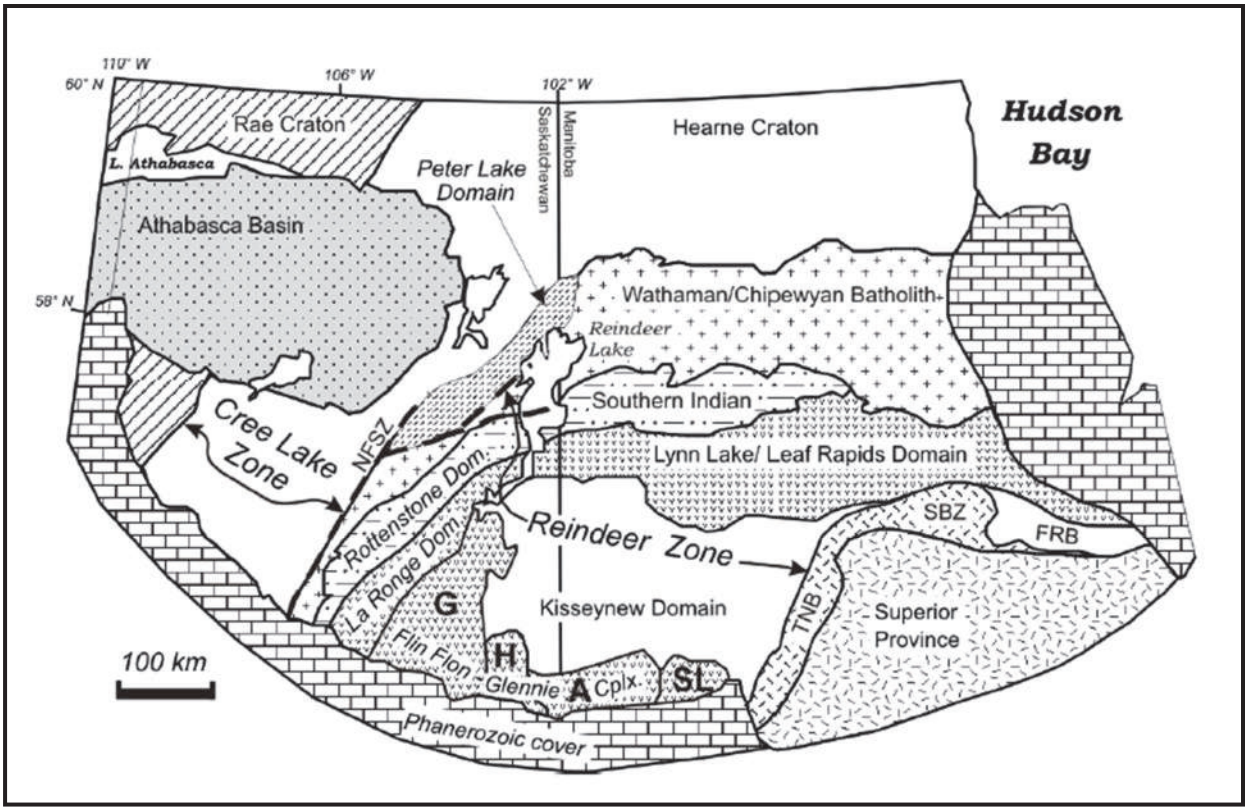


FIGURE 8: SIMPLIFIED MAP OF THE TRANS HUDSON OROGEN, AFTER CORRIGAN ET AL. (2009)
G = Glennie domain

The Trans-Hudson Orogen in the region is a tectonic collage consisting of at least five main entities:

1. reactivated Archean Hearne and Superior Craton margins and associated Paleoproterozoic cover sequences (Cree Lake zone and Superior boundary zone);
2. the Flin Flon - Glennie Complex (Ashton et al., 2005), an intra-oceanic assemblage composed of ca. 1.91-1.88 Ga primitive to evolved island arc, ocean floor, ocean plateau and associated sedimentary and plutonic rocks that developed during closure of the Manikewan Ocean (Syme and Bailes, 1993; Lucas et al., 1996);
3. the northwestern Reindeer zone, an accretionary orogen comprising ocean arc, back-arc, ocean crust and associated sediments, and sub-arc plutonic rocks of the 1.92-1.88 Ga La Ronge-Lynn Lake-Partridge Breast belts, pericratonic arcs that amalgamated before accretion to the southeastern Hearne Craton margin (Maxeiner et al., 2005);
4. the ca. 1.86-1.84 Ga Wathaman-Chipewyan batholith, an Andean-type continental magmatic arc emplaced along the northwestern Reindeer zone; and
5. marginal, successor and molasse basins developed during the interval 1.85-1.84 Ga. (Hoffman, 1988).

All five entities were penetratively deformed and metamorphosed during the late syn-collisional stage of the Trans-Hudson Orogeny, ca. 1.82-1.80 Ga (Ansdell, 2005).

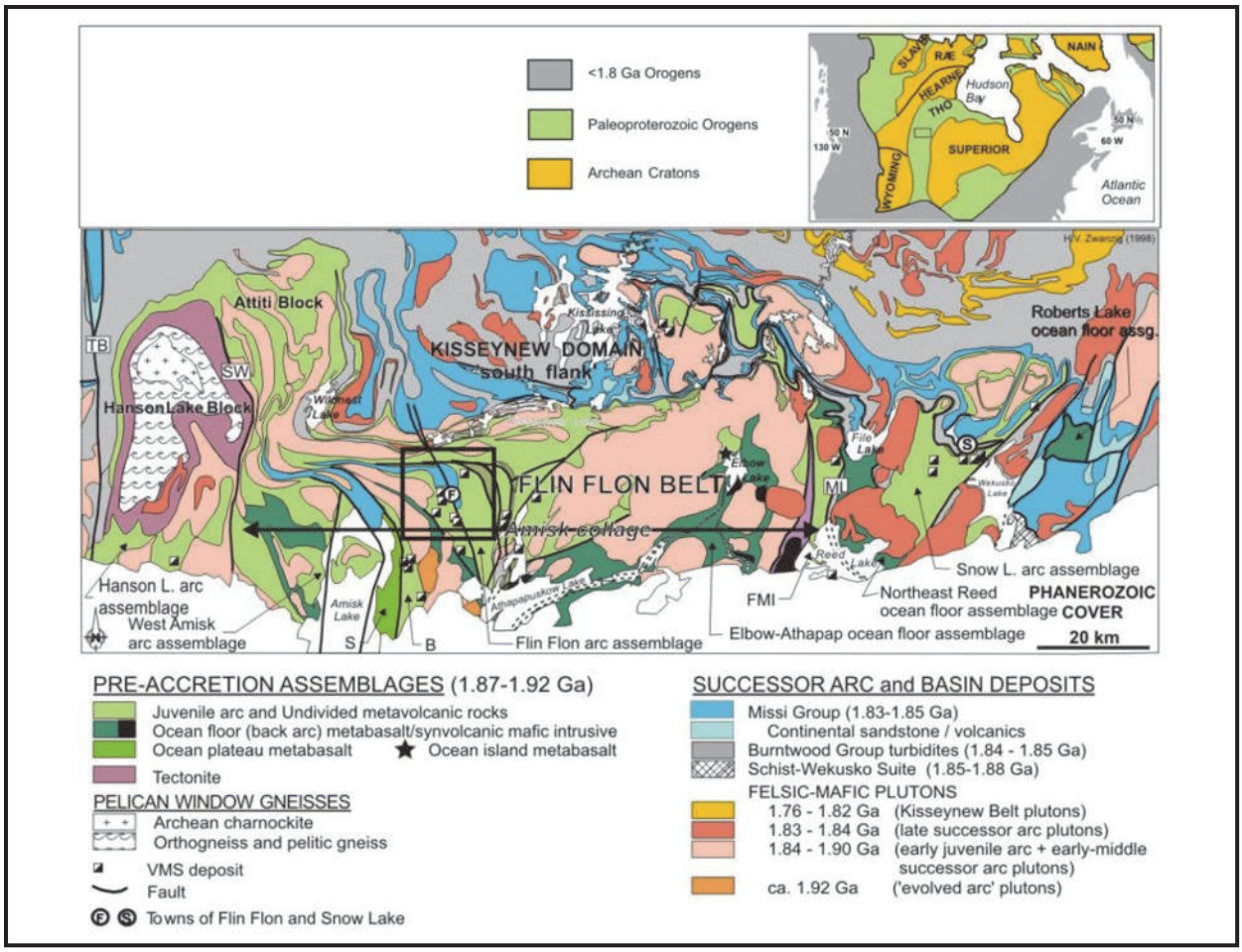


FIGURE 9: FLIN FLON BELT MAP AFTER GALLEY ET AL. (2007)

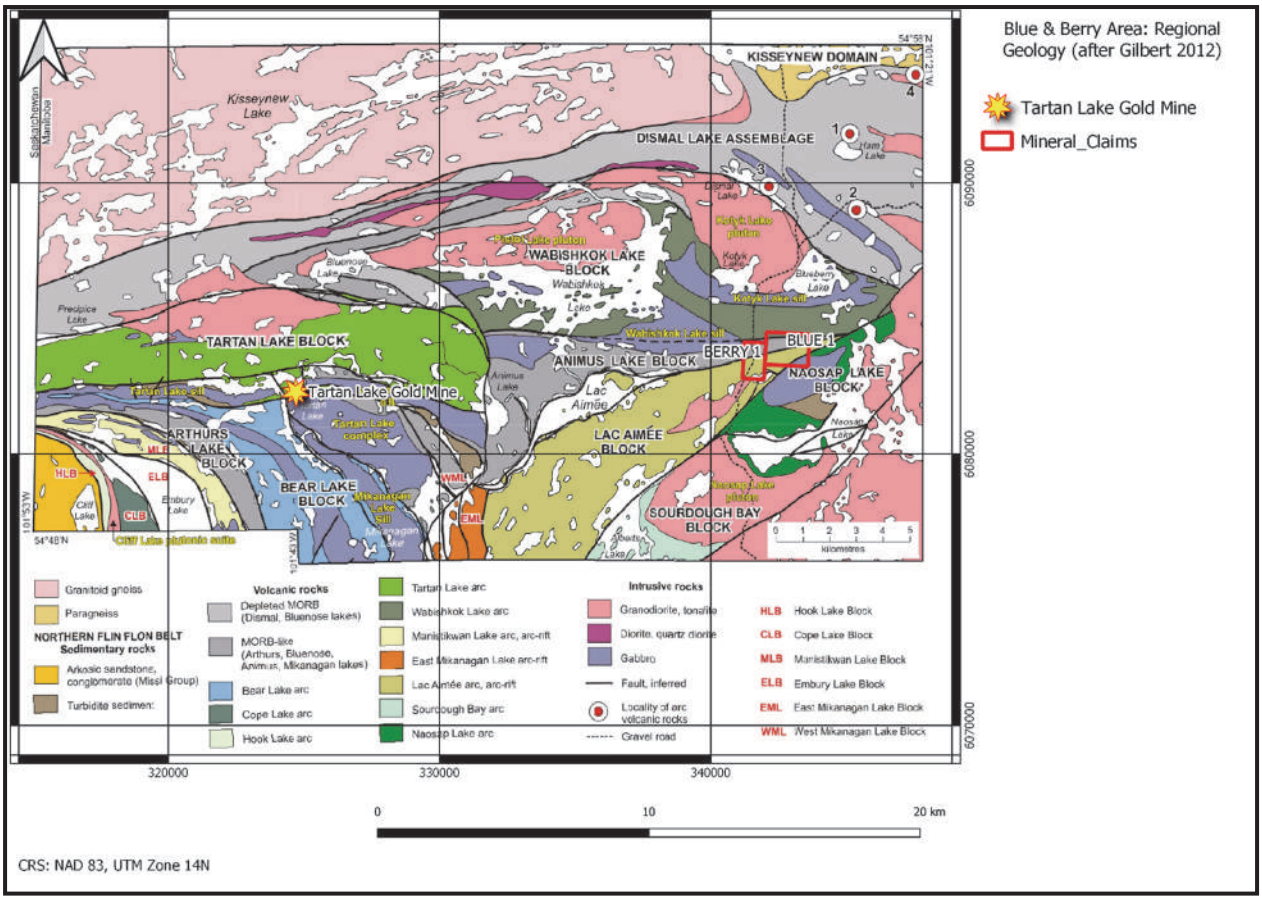


FIGURE 10: REGIONAL GEOLOGY AFTER GILBERT (2012)
with Location of Blue and Berry Mineral Claims

The Trans- Hudson Orogen preserves a record from early 2.45-1.95 Ga rift, to continental drift sedimentary assemblages, deposited along Archean cratonic margins, to formation and accretion of 2.0 - 1.88 Ga juvenile crust, to finally 1.88 - 1.83 Ga post-accretion foredeep and collisional basins and successor arcs (Ansdell, 2005). This preserved range of tectonic and magmatic geological settings has resulted in wide areas of greenschist to lower amphibolite metamorphism and upper to mid-crustal levels favourable to VMS preservation.

The Flin Flon arc assemblage consists mainly of tholeiitic basalt and basaltic andesite, with subordinate heterolithic breccia, felsic volcanic rocks and epiclastic rock types. All the VMS deposits mined to date in the western Flin Flon Belt are hosted by this juvenile-arc assemblage.

In contrast to the Flin Flon arc assemblage, the ocean-floor assemblage (Mid Ocean Ridge Basalt - MORB) consists of back-arc basalt that is lithologically simple and virtually devoid of mineralization (Syme and Bailes, 1993). It consists almost exclusively of subaqueous basalt flows, intercalated with synvolcanic gabbro and ultramafic intrusions.

THE FLIN FLON - GLENNIE COMPLEX:

From east to west the Flin Flon - Glennie Complex comprises the Snow Lake arc assemblage, the Amisk collage, Hanson Lake block and the Glennie Domain (Figures 8 and 9) all amalgamated at ca. 1.87 - 1.85 Ga as a result of intra-oceanic accretion (Lewry and Collerson, 1990; Lucas et al., 1996). The complex is host to dozens of present- and past-producing VMS deposits, preserved in fold-repeated and thrust-stacked tectonostratigraphic assemblages, that structurally overlie the Archean to earliest-Paleoproterozoic Sask Craton (Ashton et al., 2005).

The Flin Flon - Glennie complex developed through five main stages consisting of: 1) 1.91 - 1.88 Ga formation of juvenile or pericratonic arcs, back-arc basins and ocean plateaus; 2) 1.88 - 1.87 Ga intra-oceanic accretion; 3) 1.87 - 1.84 Ga post-accretion development of successor arc intrusions and inter-arc basins; and 4) 1.84 - 1.83 Ga terminal collision stage, first with the Sask Craton at ca. 1.84 - 1.83 Ga and later; 5) at 1.83 - 1.80 Ga, with the Superior Craton (Ashton et al., 2005).

AMISK COLLAGE:

The Amisk collage has been subdivided into several juvenile arc and ocean floor, island, or plateau assemblages (Figure 9), all separated by faults and shear zones. From west to east these comprise the West Amisk arc assemblage, Sandy Bay ocean-plateau assemblage, Birch nascent arc assemblage, Mystic evolved arc assemblage, Flin Flon arc assemblage, Elbow-Athapapuskow ocean floor assemblage, and Fourmile Island arc assemblage (Galley et al., 2007).

The Amisk collage resulted from a 1.88-1.87 Ga collisional tectonic event that juxtaposed crustal segments of various types including juvenile arc, backarc ocean-floor, ocean plateau, ocean-island and evolved plutonicarc. The Flin Flon arc assemblage consists of arc, arc-rift, and ocean-floor (back-arc) fault blocks or slices, together with the products of subsequent 1.87-1.84 Ga successor-arc magmatism and fluvial-alluvial, as well as turbidite, sedimentation. Granitoid plutons of probable late successor-arc age are found in the contacts between juvenile-arc and ocean-floor assemblages, and lensoid turbidite fault slices are locally emplaced at contacts between arc or between arc and ocean-floor volcanic rocks. Mafic intrusive sills occur within or at the margins of some fault blocks. Most of these intrusions are interpreted as coeval with the arc/back-arc volcanism or subsequent arc-rifting.

7.2 LOCAL GEOLOGY

The claim areas form part of the Flin Flon - Snow Lake greenstone belt. The property is underlain by the East - West striking Amisk Collage comprising meta-volcanics and meta-sediments. The metamorphic alteration grade varies from upper greenschist to lower amphibolite. Higher metamorphic grades are found near intrusive complexes.

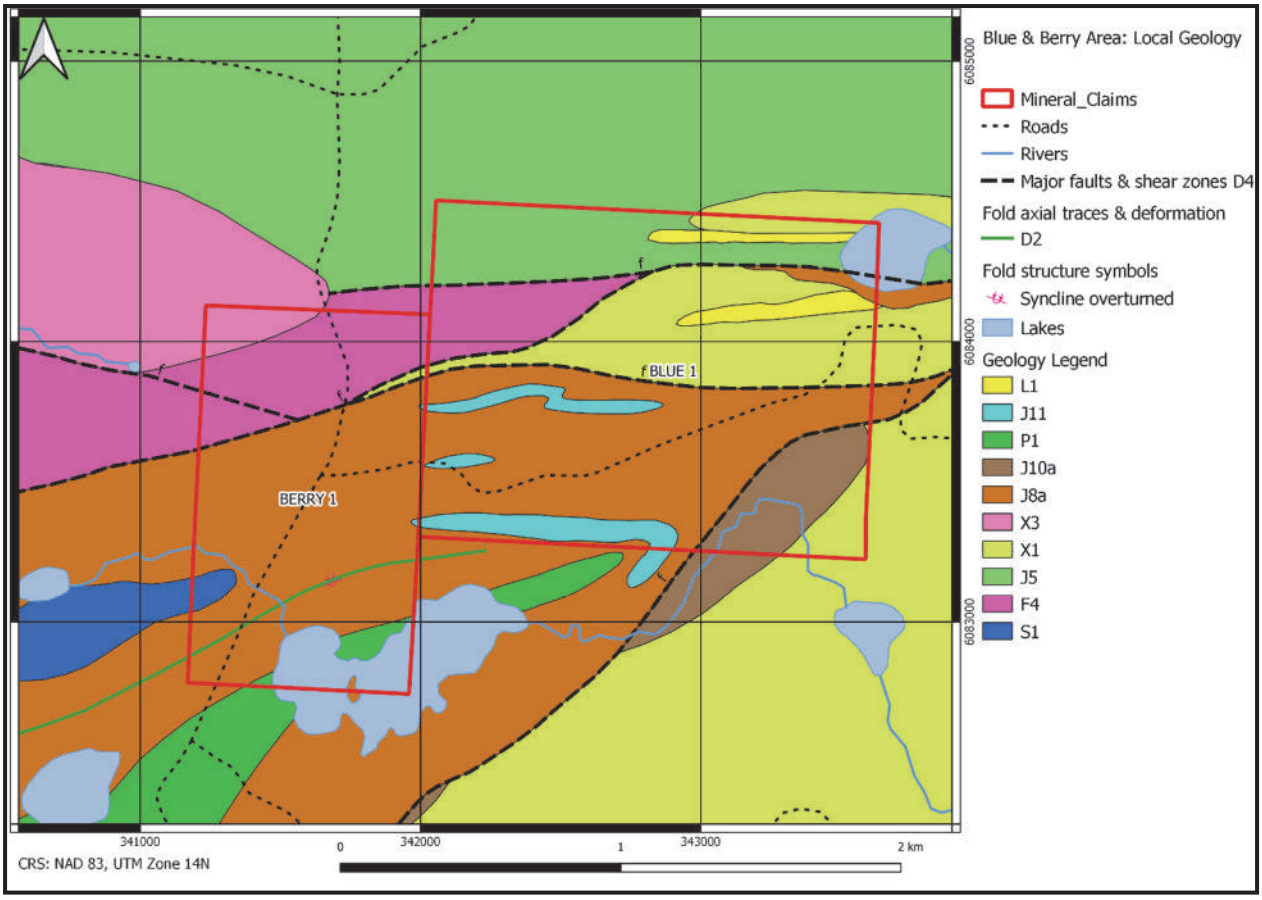


FIGURE 11: LOCAL GEOLOGY

Ten distinct rock units have been mapped at 1:30 000 scale in the Blue and Berry claims and published by Gilbert (2012) (Figure 11). These rocks consist of:

L1 - late intrusive rocks - quartz-feldspar porphyry and felsite,
J11 - juvenile arc and arc rift rocks: felsic volcanic rocks - rhyolite, dacite, felsic volcanic breccia, tuff, plagioclase-quartz porphyry,
P1 - granitoid intrusive rocks - Granodiorite, granite, tonalite, quartz diorite, quartz-feldspar porphyry, and related gneiss,

J10a - juvenile arc and arc rift rocks: mafic to intermediate volcanic rocks - Naosap Lake andesite, dacite, autoclastic volcanic breccia, heterolithic volcanic breccia,
J8a - juvenile arc and arc rift rocks: mafic to intermediate volcanic rocks - Lac Aimée basalt, basaltic andesite, andesite, autoclastic volcanic breccia,
X3 - mafic to ultramafic intrusive rocks - Wabishkok Lake sill gabbro, hornblende
X1 - mafic to ultramafic intrusive rocks - gabbro, quartz gabbro, leucogabbro, anorthositic gabbro, diorite, hornblende, diabase,
J5 - juvenile arc and arc rift rocks: mafic to intermediate volcanic rocks - Wabishkok Lake tholeiitic arc basalt, basaltic andesite, andesite, autoclastic volcanic breccia, heterolithic volcanic breccia,
F4 - MORB type mafic volcanic rocks - Animus Lake basalt
S1 - Paleoproterozoic turbidite sedimentary rocks - feldspathic greywacke, siltstone, argillite, schist.

The rock units in the region are stratigraphically and tectonically distinct blocks or fault slices that contain volcanic and/or sedimentary successions. Most of these fault blocks are dominated by subaqueous volcanic rocks, which are grouped into two main compositional types: 1) juvenile arc and arc-rift (unit J) and 2) enriched mid-ocean-ridge basalt (E-MORB; unit F).

The rocks with MORB-like compositions are interpreted as products of back-arc magmatism as opposed to volcanism in a mid-ocean-ridge setting (Gilbert, 2012). MORB-like volcanic rocks (unit F) are structurally intercalated with juvenile-arc rocks.

A fault bounded and lensoid turbidite deposit (unit S1) is intercalated with the arc-type fault block J8a in the claim area. The turbidites, volcaniclastic mass-flow deposits and sporadic thin (0.5-1 m) chert beds represent ephemeral breaks in the extrusive magmatic activity. Interpillow chert and silicicalteration zones within basalt flows are interpreted as products of seafloor volcanic hydrothermal activity in unit J8a.

The J8a unit is deformed by a series of folds that form a southwest plunging synclinorial structure (Figure 3). The granitoid intrusion (unit P1) that occur within the Flin Flon arc assemblage (e.g., in the Lac Aimée block) are interpreted as synvolcanic, penecontemporaneous with the 1886 - 1888 Ma Cliff Lake plutonic suite (unit J19) within the Hook Lake Block (Stern et al., 1999; Rayner, 2010). Fault bounded gabbroic intrusions (unit X1), emplaced both within arc and MORB-type sequences, may also be synvolcanic in age.

The Naosap Lake suite (J10a) is calcalkaline and consists mainly of mafic to intermediate flow and fragmental rocks with the predominant rock types andesite to dacite, with only minor rhyolite.

Felsic volcanic rocks (J11) are volumetrically only a small part of the claim areas, but they are economically the most important component because of the close association between felsic

volcanic rocks and VMS ore deposits. Of the felsic volcanic rocks, the high-silica rhyolites are the most attractive from an exploration standpoint and distinguished by relatively high REE contents

and a more pronounced Eu anomaly, compared to less economically attractive rhyolites. Such rocks are interpreted as derived from high-level, subvolcanic magma chambers, representing a heat source for hydrothermal convection systems that are directly associated with VMS mineralization (Gilbert, 2012).

7.3 GEOLOGICAL CROSS-SECTIONS

Not relevant at this stage.

7.4 MINERALISATION

Rift-related rock types that have been identified in the Flin Flon Greenstone Belt may have a potential for economic mineralization, based on the association of volcanogenic massive sulphide mineralization with arc-rifting elsewhere in the Flin Flon Belt. Economic mineralization is thought to have been localized at the site of rifting due to a combination of high heat-flow and abundant hydrothermal fluids, facilitating the development of high-temperature zones of alteration and mineralization. The rifting is manifested both geochemically (MORB-like ferrobasalt and associated rhyolite) and structurally (faulting, unconformities, and rift-basins with turbidites).

Localities of felsic volcanic rocks in the area may also be prospective for base-metal and/or precious-metal mineralization, based on their geochemical signature.

The location of the Trout Lake mine 16 km to the west of the mineral claims, at the inferred contact between the Cope Lake and Embury Lake blocks, suggests tectonostratigraphic contacts may, in some cases, also represent promising targets for mineral exploration.

Locally, gold mineralization has been historically identified by as scattered visible gold in discontinuous quartz veins accompanied by disseminated galena, pyrite, minor pyrrhotite and chalcopyrite. Trace arsenopyrite has been observed in outcrop.

7.5 STRUCTURE

After the 1.88 - 1.87 Ga tectonic amalgamation of the oceanic-arc system, the first (D1) fold event affected juvenile-arc and back-arc rocks (Figure 12) but predated the 1.87 - 1.84 Ga successor-arc magmatism and sedimentation. The early (D1) and later (post-1.84 Ga) D2 deformation events resulted in isoclinal folds and locally repeated fold patterns in some fault blocks. The D1

fold axial traces were locally truncated by reactivation of block-bounding faults during D2. The D3 event resulted in regional open folds, such as the east-northeast-trending Embury Lake

antiform that dominates the regional structure in the western part of the Flin Flon Greenstone Belt. The Northeast Arm Fault is a crustal-scale structure that divides the Flin Flon Greenstone Belt into western and eastern parts, distinguished by northwest- to west-trending and northeast

to east-trending regional faults, respectively. The latest deformation event (D4) resulted in brittle faulting, typically at high angles to earlier structural trends (Gilbert, 2012).

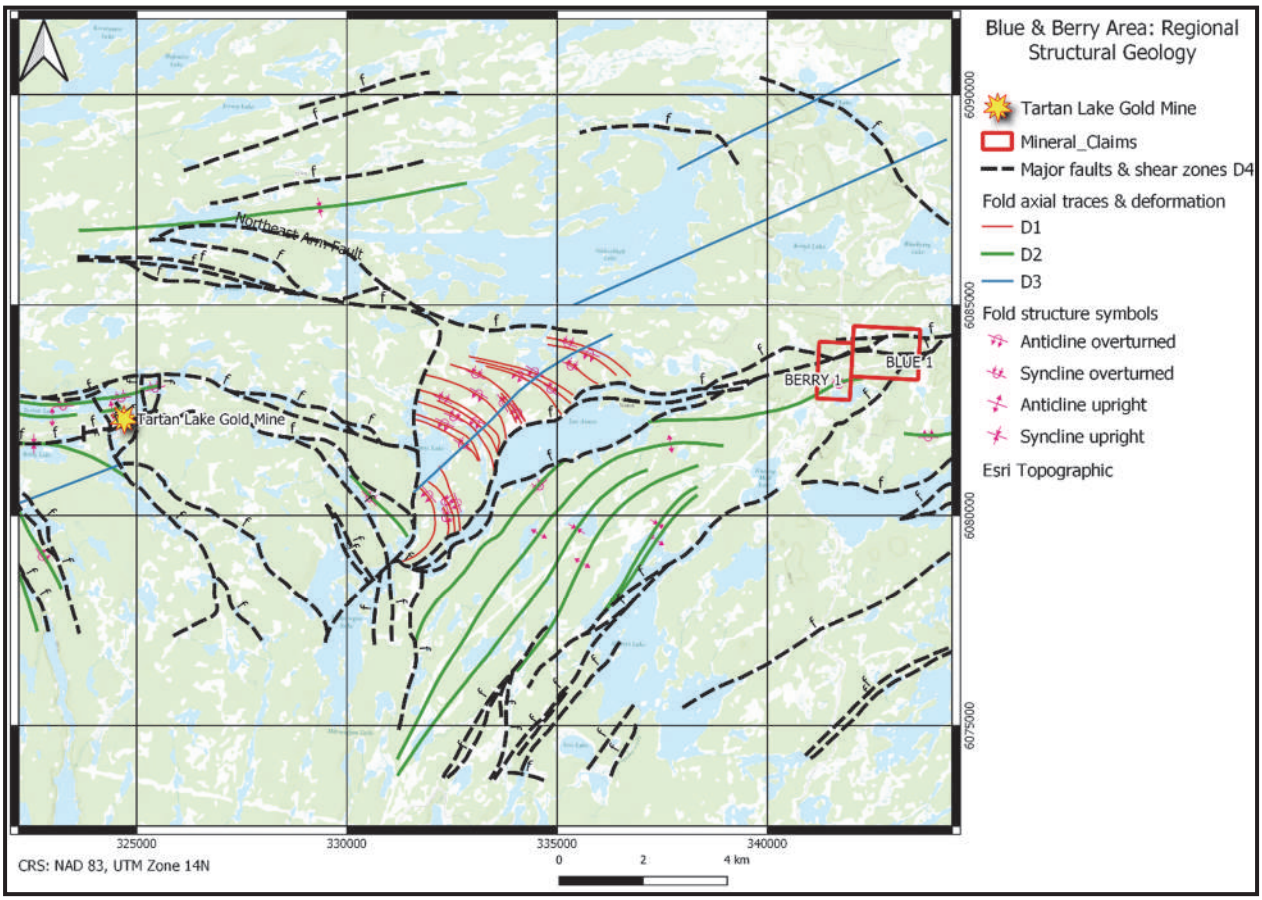


FIGURE 12: REGIONAL STRUCTURAL GEOLOGY

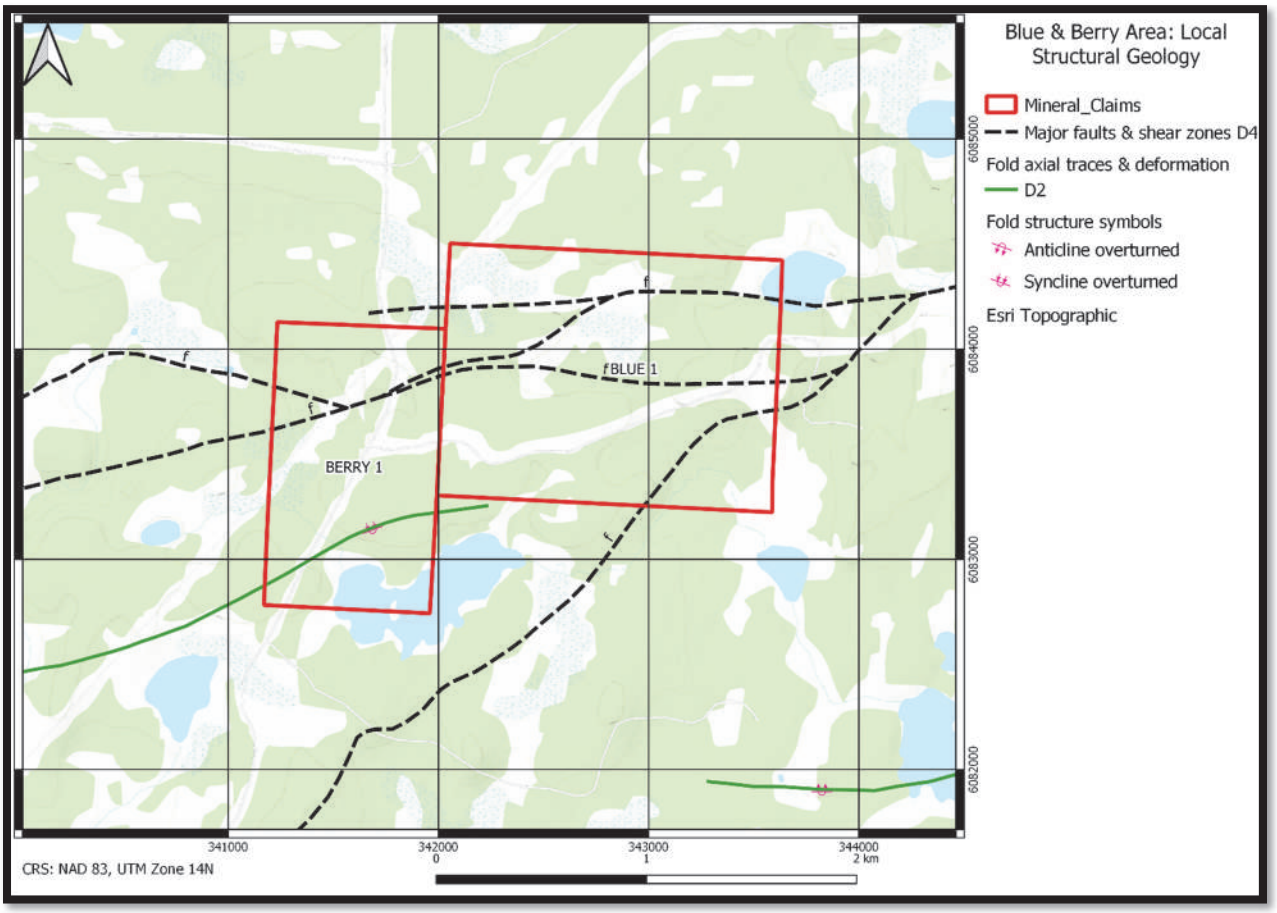


FIGURE 13: LOCAL STRUCTURAL GEOLOGY

Locally, east west and southwest striking structures dominate in the mineral claim areas (Figure 13).

7.6 ALTERATION

The dominant alteration exposed in the claims area is silicification. It occurs as patchy pervasive silicification along and adjacent to strongly sheared areas within basalt, gabbro and rhyolite. Included are two early quartz veining events, early veining is accompanied by pervasive silicification found in inclusion blocks of rhyolite contained within later gabbro intrusive. Early silicification and thin quartz veins appear as boudinage, contorted, and streaked out in rhyolite that occurs as blocks floating in less deformed gabbro. A second stage of silicification occurs post-gabbro shearing and is accompanied by development of biotite and some carbonate within shear zones and adjacent to sheared mineralized quartz veins. Garnetiferous alteration is developed locally in sheared pyrite, pyrrhotite mineralized gabbro along with some biotite schist within the same gabbro (Ziehlke, 1992).

8 DEPOSIT TYPE

Potential deposit types in the local area are shear hosted gold, VMS and porphyry.

Porphyry deposits are large low to medium grade deposits in which primary ore minerals are structurally controlled and are spatially and genetically related to felsic to intermediate porphyritic intrusions. The main metals in a porphyry are Cu, Mo, and Au.

Volcanogenic massive sulphide deposits occur within environments dominated by volcanic rocks. They are predominantly stratiform accumulations of sulfide minerals precipitated from hydrothermal fluids on or below the seafloor.

Shear hosted (or structurally hosted) gold deposits occur with ore zones that are spatially associated within shear features, typically in larger systems of intersecting shear zone sets. They range in shape from tabular to linear and mineralization can occur as disseminated, brecciated, stockwork, sheeted veinlets or individual veins within the shear system. Typically, the mineral deposition history is complex, overlaps through multiple generations, and is genetically related to the larger deformation that created the host structural zone.

9 EXPLORATION

Prospecting on the property has continued since 2009. In 2015, W.S. Ferreira conducted a two-day program to prospect for gold and silver along with associated alteration and collected 5 grab samples in exposed outcrop from the 1990 trenching program (Table 6 and figures 14 and 15). Follow-up prospecting was conducted in 2016 and an additional 5 grab samples were collected and analysed. Samples 6 and 7 were obtained from outcrop that may be spatially related to diamond drill hole SAP-86-7, Everett, 1988. The original drill collar was not located, however based on the description and maps in the assessment file it is a likely location. Prospecting continued in 2017 with another 5 grab samples from the area trenched. All samples were described, assayed and GPS coordinates were recorded.

Year	Sample #	Au (ppb)	Au (g/t)	Ag (ppm)	Cu (ppm)	Pb (ppm)	Zn (ppm)
2015	1	>1000	3.43	14.8	N/A	N/A	N/A
2015	2	>1000	5.59	2.7	N/A	N/A	N/A
2015	3	660	-	2.2	N/A	N/A	N/A
2015	4	210	-	0.4	N/A	N/A	N/A
2015	5	>1000	5.73	6	N/A	N/A	N/A
2016	6	>1000	12.35	3.2	N/A	N/A	N/A
2016	7	>1000	7.41	3.3	N/A	N/A	N/A
2016	8	5	-	<0.2	N/A	N/A	N/A
2016	9	<5	-	<0.2	N/A	N/A	N/A
2016	10	5	-	<0.2	N/A	N/A	N/A
2017	11	<5	-	<0.2	23	<1	<1
2017	12	<5	-	<0.2	71	12	10
2017	13	30	-	<0.2	18	<1	<1
2017	14	10	-	<0.2	5	<1	5
2017	15	>3000	122.67	37	253	211	323

TABLE 6: ASSAY RESULTS OF 2015-2017 PROSPECTING

The reader is cautioned that grab samples are an indicator of potential mineralization present, not an indication of economic grade.

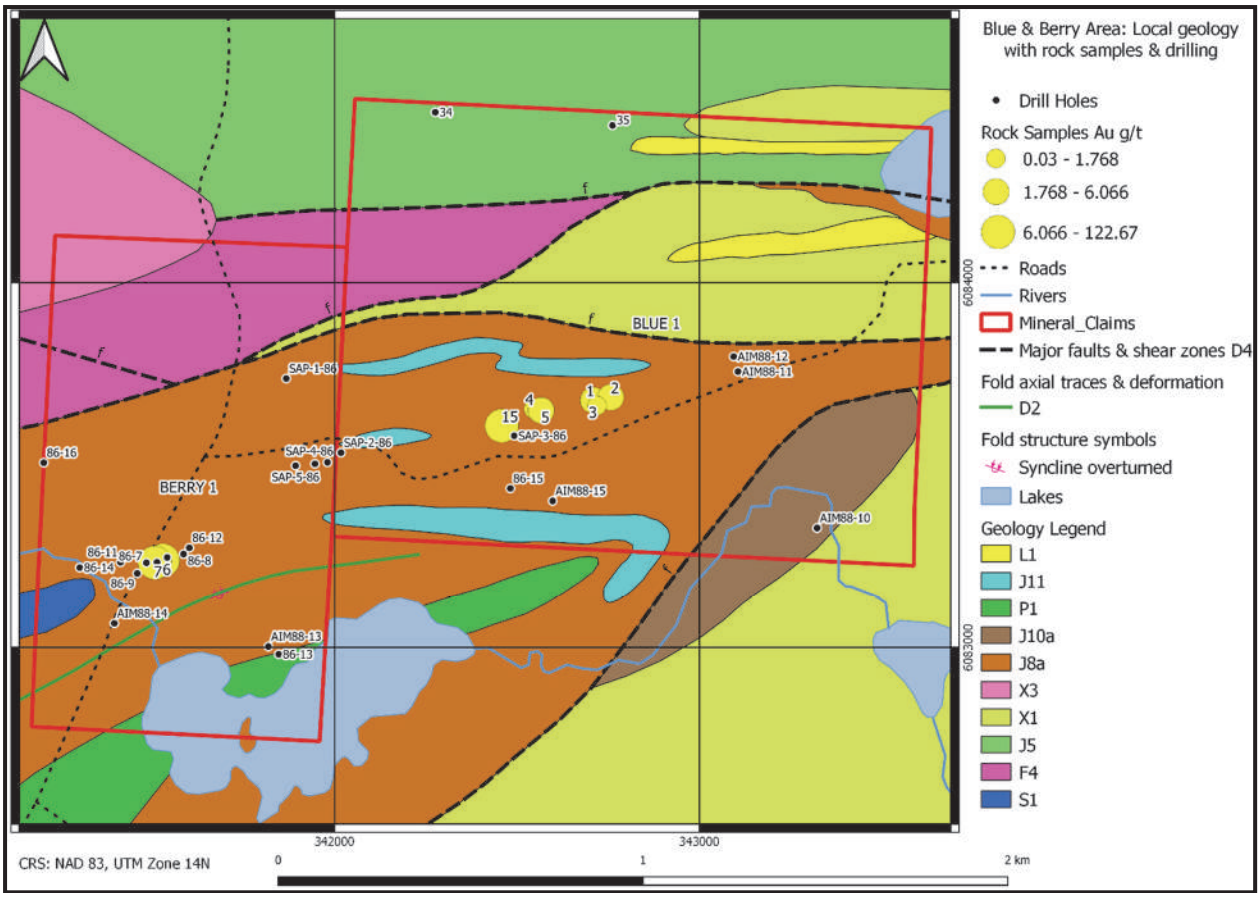


FIGURE 14: GEOLOGY WITH 2015-2017 PROSPECTING SAMPLES & HISTORIC DRILL HOLES

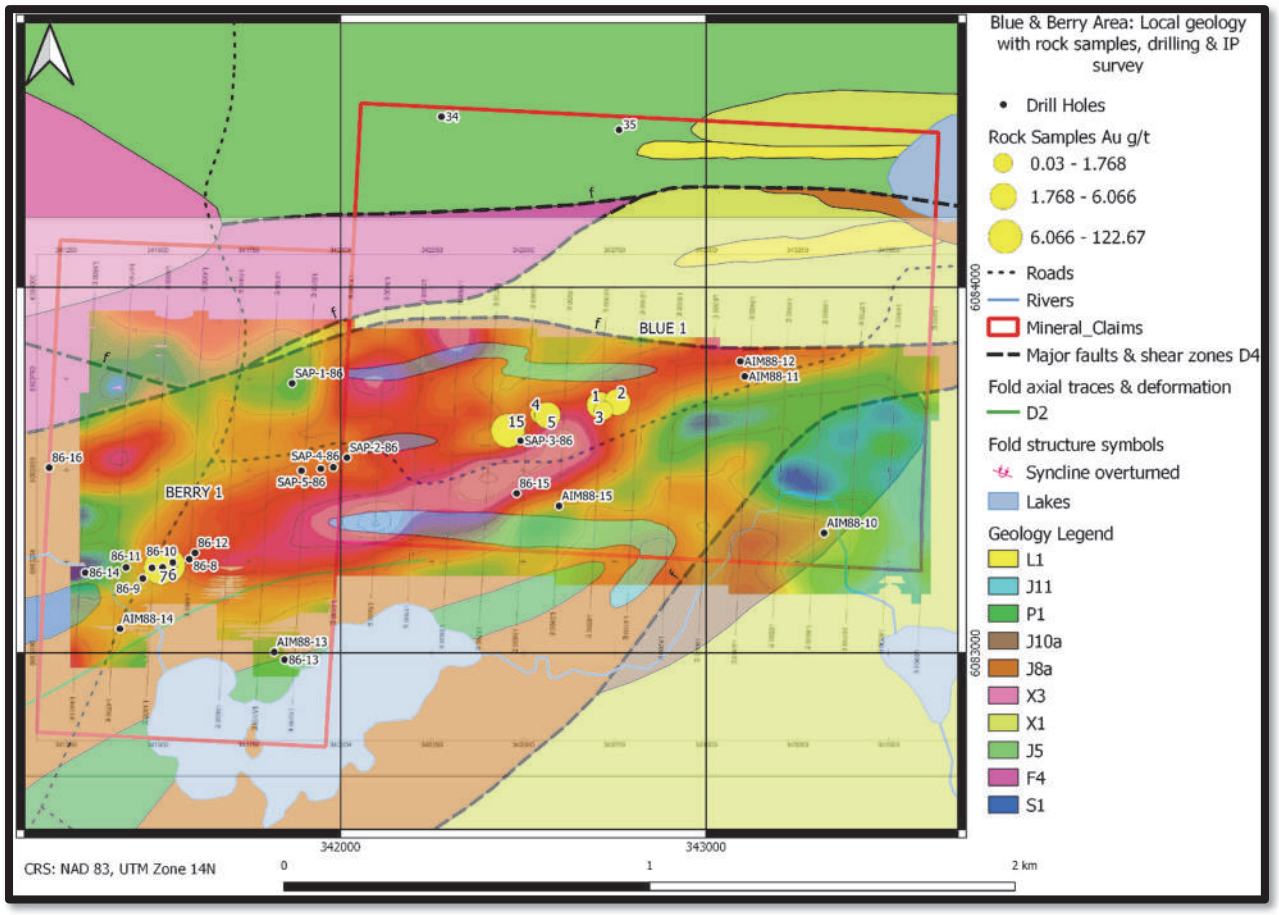


FIGURE 15: GEOLOGY WITH 2015-2017 PROSPECTING SAMPLES, HISTORIC DRILL HOLES & 2009 IP SURVEY

10 DRILLING

No drilling has been conducted other than that listed section 6 historic work.

11 SAMPLE PREPARATION, ANALYSIS & SECURITY OF CORE

11.1 PRE - 2015

Sample preparation, analysis, and security for results prior to 2015 are unknown. No validation has been performed on the data collected from assessment files.

11.2 2015

During the 2015-2017 prospecting campaign, grab samples of previously excavated trenches were collected and assayed for gold and silver. Sampling was conducted both on quartz veins as well as wall rock to test for continuity. Grab sample assays were performed by TSL Laboratories in Saskatoon, SK.

Grab samples were taken as follows.

- Sample was described and logged by a geologist.
- Photos of the sample area were taken using a digital camera.
- Coordinates of the sample were taken by a handheld GPS in
- Samples were bagged at the project site and delivered to the lab facilities.

The sample description includes the following:

- Sample lithology and mineralogy.
- Presence of sulfides.

The lab internal assaying procedures included the systematic inclusion of standards.

11.2.1 TSL LABORATORIES

For the 2015-2017 prospecting campaigns, two types of precious metal assays were performed on the samples. Fire assays and trace level geochemical analysis.

FIRE ASSAY ANALYSIS

A total of 15 samples were weighed, dried, crushed, split, and pulverised to -150 mesh. Pulps were assayed by fire assay and atomic absorption analysis with follow-up fire assay with gravimetric analysis for samples above upper detection limit (>3000 ppm). Samples for Au fire assay/atomic absorption (ppb) are weighed at 30 grams, samples for Au Fire Assay/Gravimetric (g/tonne) are weighed at 1 AT (29.16 grams)

TRACE GEOCHEMISTRY ANALYSIS

A total of 15 samples were analysed using the same crushing method as the fire assay. 1-gram sample aliquots were dissolved in Aqua Regia and analysed with an atomic absorption finish.

11.2.2 QUALITY ASSURANCE/QUALITY CONTROL (QA/QC) PROGRAM

The 2015-2017 prospecting campaign consisted of 15 grab samples with no external QA/QC sampling. External QA/QC sampling is not commonly conducted on small scale prospecting programs involving grab samples. Grab samples are an indication of mineralization and not a determination of economic grade. QA/QC certified standards were used at the lab as per their internal QA/QC procedures.

12 DATA VERIFICATION

The following sub-sections summarise the data verification procedures carried out and completed and documented by the Authors of this technical report.

As part of their verification process, the Authors reviewed all available past public assessment files available from Manitoba Geoscience and procedures used by W. S. Ferriera Ltd. There are no current geological databases or technical reports available in the public domain.

In addition, TMS conducted its own site visit to verify geological and sampling activities to evaluate the historic work conducted on the property and the explanations and conclusions.

12.1 TMS SITE VISIT

Mr. Croteau personally visited the property on September 1, 2020, accompanied by W. S. Ferriera, M. Sc., P.Geo., the claim holder. Current and historic grab sample/trenching sites and historic drilling sites were visited, and GPS co-ordinates were verified. Assays and sample descriptions were examined against the grab sample sites and historic work sites were verified where still visible. No historic core was available for re-assay.

12.2 CONCLUSION

All geological data has been reviewed and verified by Authors as being accurate to the extent possible for a property based on historic work. The QP's are of the option that the information collected is of sufficient quality to indicate reasonable potential for gold mineralization exists on this property.

13 MINERAL PROCESSING & METALLURGICAL TESTING

Not applicable at this stage.

14 MINERAL RESOURCE ESTIMATES

Not applicable at this stage.

15 MINERAL RESERVE ESTIMATES

Not applicable at this stage.

16 MINING METHODS

Not applicable at this stage.

17 RECOVERY METHODS

Not applicable at this stage.

18 PROJECT INFRASTRUCTURE

Not applicable at this stage.

19 MARKET STUDIES & CONTRACTS

Not applicable at this stage.

20 ENVIRONMENTAL STUDIES, PERMITTING & SOCIAL OR COMMUNITY IMPACT

Not applicable at this stage.

21 CAPITAL & OPERATING COSTS

Not applicable at this stage.

22 ECONOMIC ANALYSIS

Not applicable at this stage.

23 ADJACENT PROPERTIES

An additional six claims, 100% owned by W.S. Ferreira LTD, have been staked around the Blue 1 and Berry 1 claims (Table 7). Staked and registered between September 3rd and September 18th, these claims were staked after the site visit and initiation of this report and are not the subject of this report. The new claims, in addition to the Blue 1 and Berry 1 claims are known as the Cloud Group (Table 7 and Figure 16).

NTS Mapsheet	Claim	Name	Area (Ha)	Date of Staking	Owner, Percent
63K14NW 63K14SW	MB12621	Blue 4	217	2020-09-18	W.S. Ferreira LTD., 100%
63K14NW 63K14SW	MB12622	Blue 5	88	2020-09-15	W.S. Ferreira LTD., 100%
63K14NW 63K14SW	MB12623	Blue 6	240	2020-09-16	W.S. Ferreira LTD., 100%
63K14NW 63K14SW	MB12624	Blue 7	244	2020-09-14	W.S. Ferreira LTD., 100%
63K14NW 63K14SW	MB12626	Blue 2	240	2020-09-04	W.S. Ferreira LTD., 100%
63K14NW 63K14SW	MB12627	Blue 3	120	2020-09-03	W.S. Ferreira LTD., 100%

TABLE 7: NEW MINING CLAIMS STAKED BY W.S. FERREIRA LTD
After Site Visit and Optioned to Lake Winn Resources

There are no other claims within 5 km of the Blue and Berry claims. The closest claims not held by Lake Winn Resources are held by Voyager Mineral Resources LTD to the South-West, additional claims held by W.S. Ferreira LTD and 4058667 Manitoba LTD to the North, and Hudbay Minerals Inc to the East.

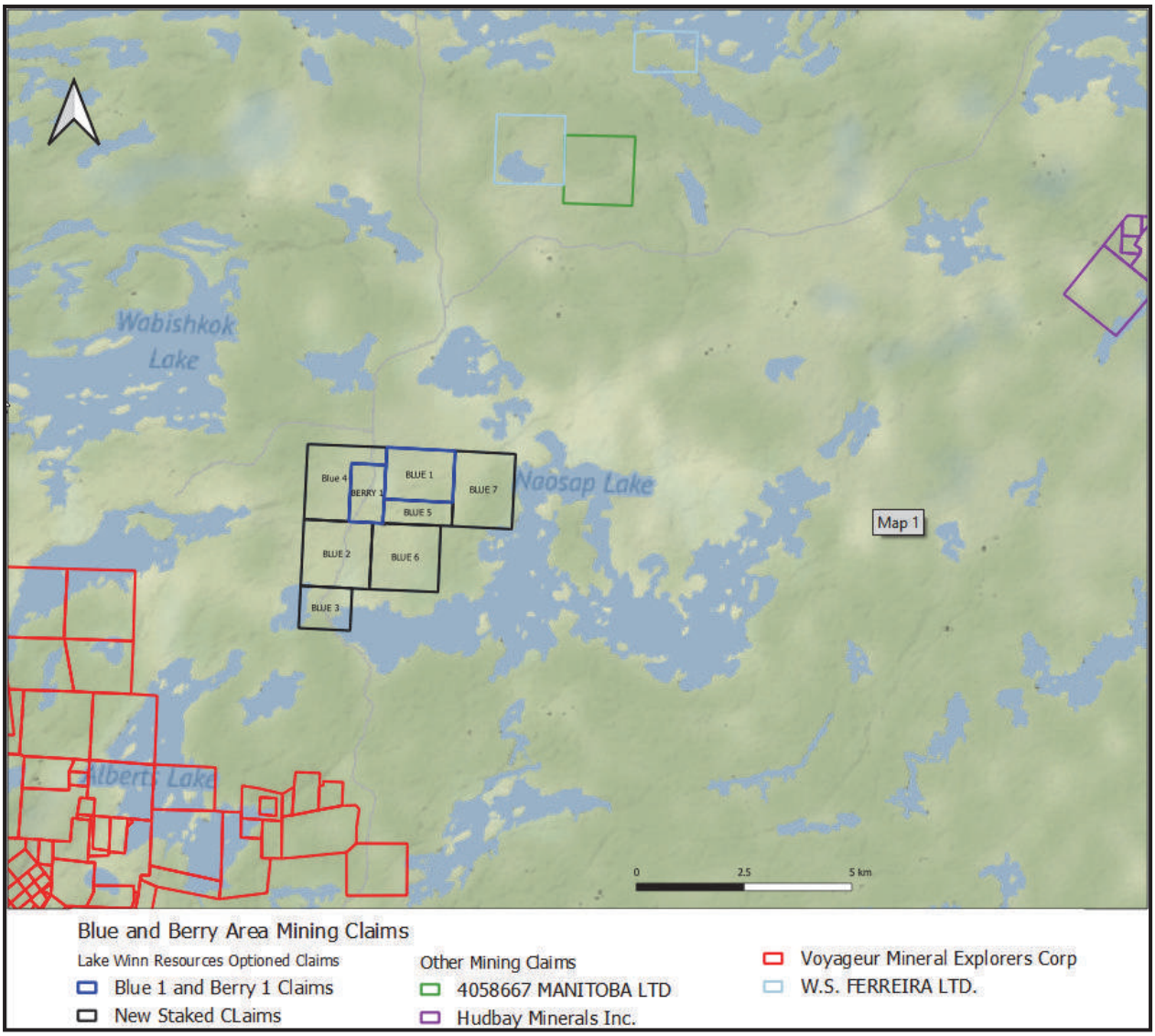


FIGURE 16: CLAIM MAP FROM MANITOBA GEOSCIENCE WEB BASED GIS
as of September 30, 2020

There are several past producing Au mines in proximity to the Blue 1 and Berry 1 claims (Figure 17).

The closest to recently operate is the Tartan Lake Gold Mine, approximately 15 km west of the current claims. Located in the Flin Flon greenstone belt, the gold mineralization is hosted by steeply dipping east-west shear zones. It produced 245,000 Mt of ore with 45,000 oz of gold from May 1987 to 1989 when it was shut down due to unfavorable economic conditions.

Satori is currently evaluating the project for viability to return to underground mining. A NI 43-101 compliant resource was published in 2017 with a cut-off grade of 3.0 g/t. The estimate includes Indicated resources of 1,180,000 tonnes @ 6.32 g/t for 240,000 troy oz, and Inferred resources of 240,000 tonnes @ 4.89 g/t for 37,000 troy oz.

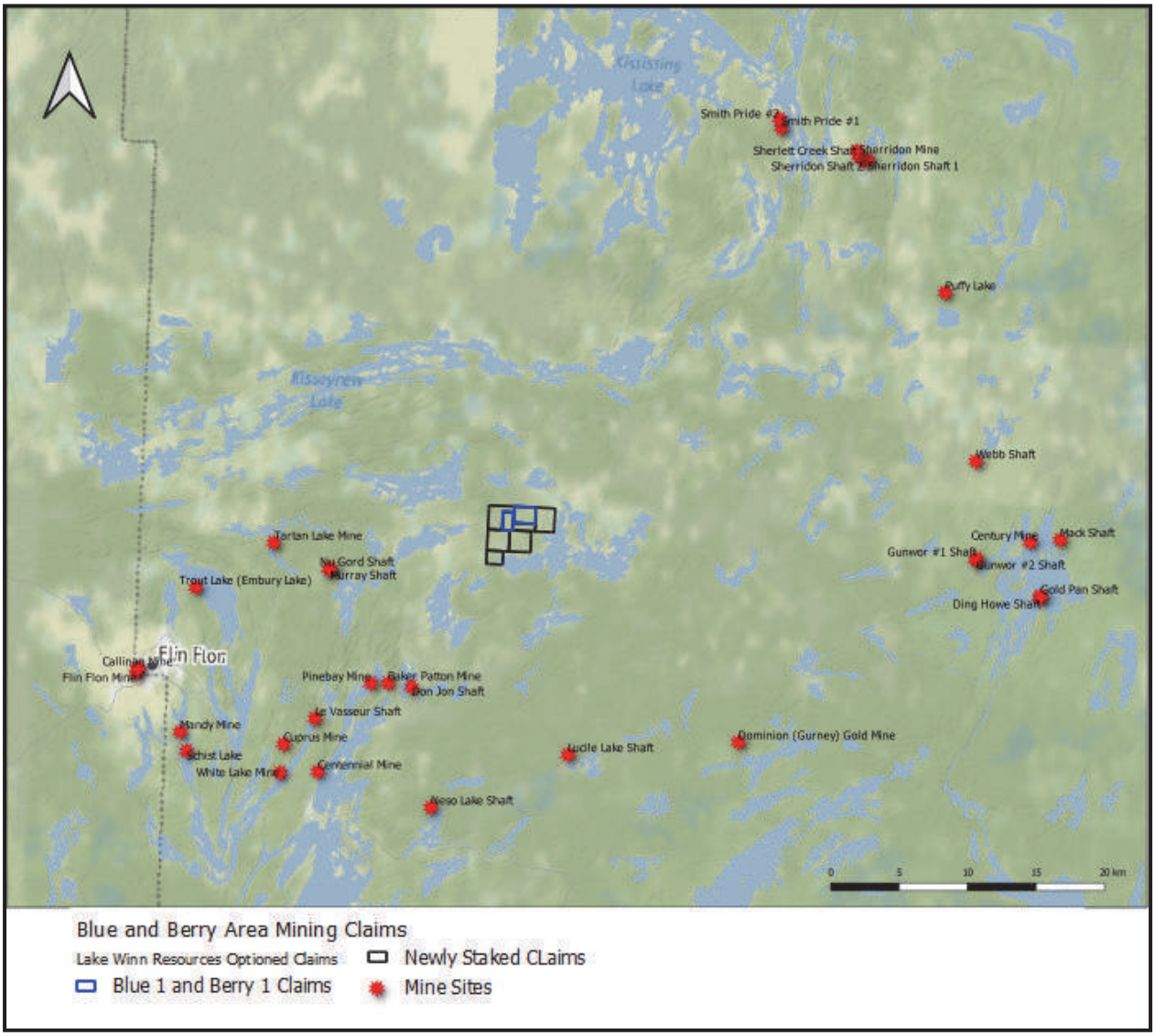


FIGURE 17: HISTORIC MINES NEAR THE PROPERTY

24 OTHER RELEVANT DATA & INFORMATION

Not applicable

25 INTERPRETATION & CONCLUSIONS

Based on the original exploration work, TMS considers there to be a reasonable potential for mineral concentration, however significant exploration is needed to verify any such deposit.

The following local rock units are the most prospective in terms of potential mineral targets, namely **L1** (late intrusive rocks - quartz-feldspar porphyry and felsite), **J11** (juvenile arc and arc rift rocks: felsic volcanic rocks - rhyolite, dacite, felsic volcanic breccia, tuff, plagioclase-quartz porphyry), **J10a** (juvenile arc and arc rift rocks: mafic to intermediate volcanic rocks - Naosap Lake andesite, dacite, autoclastic volcanic breccia, heterolithic volcanic breccia), and **J8a** (juvenile arc and arc rift rocks: mafic to intermediate volcanic rocks - Lac Aimée basalt, basaltic andesite, andesite, autoclastic volcanic breccia).

25.1 POTENTIAL RISKS

Geological risk: Geological risk refers to the possibility that the accessible mineral resources in any deposit will be in large enough quantities to be potentially economic, that the mineral resource quantities could be smaller than estimated, as well as the difficulty of extraction.

Social licence to operate risk: Managing the needs and expectations of communities, governments, employees, and other stakeholders who provide mining and metals companies with their social licence to operate can be a delicate balancing act of agendas and issues.

Price risk: Mineral commodities are susceptible to price fluctuations due to a variety of global factors, such as politics and war. Adverse market movements in commodity prices can have significant implications for the economic viability of mineral deposits.

26 RECOMMENDATIONS

The Authors consider that the Blue and Berry claims contain potential for gold mineralization. Given the geological setting, prospective nature of the property and the 2009 IP Survey it is the Author's opinion that the Property merits further exploration and that a plan for future work is justified. TMS is recommending that Lake Winn Resources conduct an exploration project on the Properties, following up on the 2009 IP survey and other identified anomalies with a diamond drill program and a trenching program and a remote sensing program to identify new potential targets. This program would be subject to funding and any other matters which may cause the future exploration program to be altered in the normal course of its business activities or alteration which may affect the program as a result of exploration activities themselves. A proposed exploration budget is provided in Table 8.

Item	Cost in CDN$
Satellite Remote Sensing	$30,000.00
Mapping and Sampling	$40,000.00
Trenching (500 m)	$60,000.00
Diamond drilling, NQ (2500 m)	$650,000.00
Core logging and sample collection	$100,000.00
Assays	$100,000.00
Geological interpretation, geological model, initial resource, and reporting	$75,000.00
Grand Total	**$1,055,000.00**

TABLE 8: PROPOSED EXPLORATION BUDGET

27 REFERENCES

Ansdell, K.M. (2005) Tectonic evolution of the Manitoba-Saskatchewan segment of the Paleoproterozoic Trans-Hudson Origen, Canada, Canadian Journal of Earth Sciences, v.42, p. 741-759.

Ashton, K. E., Lewry, J. F., Heaman, L. M., Hartlaub, R. P., Stauffer, M. R., and Tran, H. T. (2005) The Pelican Thrust Zone: basal detachment between the Archean Sask Craton and Paleoproterozoic Flin Flon - Glennie Complex, western Trans-Hudson Orogen: Canadian Journal of Earth Sciences, v. 42, p. 685-706.

Bachnick, P. (1990) Assessment report, Prospecting and Trenching, Naosap Lake Area; Manitoba Open Assessment File 94868.

Bamburak, J. D. (1990) Metallic Mines and Mineral Deposits of Manitoba; Manitoba Open File Report OF90-2.

Butler, S., Armitage, A., Karelse, P., Petrovic, A. (2017) Satori Resources Tartan Lake Project Technical Report Manitoba, Canada.

Corrigan, D., Pehrsson, S., Wodicka, N., and de Kemp, E. (2009) The Palaeoproterozoic Trans-Hudson Orogen; a prototype of modern accretionary processes: in: Ancient orogens and modern analogues, Geological Society Special Publications, v. 327, 457-479.

Everett, C. (1988) Diamond Drilling, Linecutting, Geophysics, Geochemical and Geological Assessment Report on the Aimee Property; Esso Minerals Canada; Manitoba Assessment File 94860.

Ferreira, W.S. (2015) Report of Prospecting Work Done During the Period from July 1 to August 30, 2015.

Ferreira, W.S. (2016) Report of Prospecting Work Done During the Period from July 1 to August 30, 2016.

Ferreira, W.S. (2017) Report of Prospecting Work Done During the Period from July 1 to September 10, 2017.

Galley, A.G., Syme, E.C., and Bailes, A.H. (2007) Metallogeny of the Paleoproterozoic Flin Flon Belt, Manitoba and Saskatchewan: in: Goodfellow, W.D., ed., Mineral Deposits of Canada: A Synthesis of Major Deposit Types, District Metallogeny, the Evolution of Geological Provinces, and Exploration Methods: Geological Association of Canada, Mineral Deposits Division, Special Publication No. 5, p. 509-531.

Gilbert, H.P. (2012) Geology and geochemistry of arc and ocean-floor volcanic rocks in the northern Flin Flon Belt, Embury-Wabishkok-Naosap lakes area, Manitoba (parts of NTS 63K13, 14), Manitoba Geoscientific Report GR2011-1, Manitoba Geological Survey.

Hoffman, P. F. (1988) United plates of America, the birth of a craton: Early Proterozoic assembly and growth of Laurentia: Annual Review of Earth and Planetary Science Letters, v. 16, p. 543-603.

Hudson Bay Exploration (1960); Manitoba Open Assessment file 90397.

Lewry, J. F., and Collerson, K. D. (1990) The Trans-Hudson Orogen: extent, subdivisions and problems: In: Lewry, J. F. and Stauffer M. R. (eds) The Early Proterozoic Trans-Hudson Orogen of North America; Geological Association of Canada, Special Paper 37, p. 1−14.

Lucas, S.B., Stern, R.A., Syme, E.C., Reilly, B.A., and Thomas, D.J. (1996) Intraoceanic tectonics and the development of continental crust: 1.92-1.84 Ga evolution of the Flin Flon Belt, Canada: Geological Society of America (GSA), Geological Society of America Bulletin, v. 108, no. 5, p. 602-629.

Maxeiner, R.O., Corrigan, D., Harper, C.T., MacDougall, D.G. and Ansdell, K. (2005) Paleoproterozoic arc and ophiolitic rocks on the northwest-margin of the Trans-Hudson Orogen, Saskatchewan, Canada: their contribution to a revised framework for the orogen, Precambrian Research, v.136, p. 67-106.

MacRae, G.L. (1981) Bachnick-Gordon Property “SAP Group”; Manitoba Open Assessment File 70186.

Rayner, N. (2010) New U-Pb zircon ages from the Flin Flon Targeted Geoscience Initiative Project 2006-2009: Flin Flon and Hook Lake blocks, Manitoba, and Saskatchewan; Geological Survey of Canada, Current Research 2010-4, 12 p.

Smith, R.E., Veldhuis, H., Mills, G.F., Eilers, R.G., Fraser, W. R. and Lelyk, G.W. (1998) Terrestrial Ecozones, Ecoregions, and Ecodistricts of Manitoba: An Ecological Stratification of Manitoba’s Natural Landscapes. Land Resource Unit, Brandon Research Centre, Research Branch Agriculture and Agri-Food Canada. Technical Bulletin 1998-9E.

Stauffer, M.R. (1990) The Missi formation: an Aphebian molasse deposit in the Reindeer Zone of the Trans-Hudson orogen, Canada: in Lewry, J.F. and Stauffer, M.R., eds.: The Early Proterozoic Trans-Hudson Orogen of North America: Geological Association of Canada, Special Paper 37, p. 121-141.

Stern, R.A., Machado, N., Syme, E.C., Lucas, S.B. and David, J. (1999) Chronology of crustal growth and recycling in the Paleoproterozoic Amisk Collage (Flin Flon Belt), Trans-Hudson Orogen, Canada; Canadian Journal of Earth Sciences, v. 36, p. 1807-1827.

Syme, E.C. and Bailes, A.H. (1993) Stratigraphic and tectonic setting of volcanogenic massive sulfide deposits, Flin Flon, Manitoba: Economic Geology, v. 88, p. 566-589.

Walcott, P.E. (2009) A report on Induced Polarization Survey; Manitoba Open Assessment File 74896.

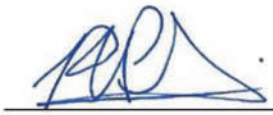
Wolf, D. (1980) Report on Geophysical Surveys SAP-Group (Flin Flon area); Manitoba Open Assessment file 94851.

Ziehlke, D.V. (1992) Assessment Report, Report on the Geology of Part of the SAP-2 Claim; Manitoba Open Assessment File 94870.

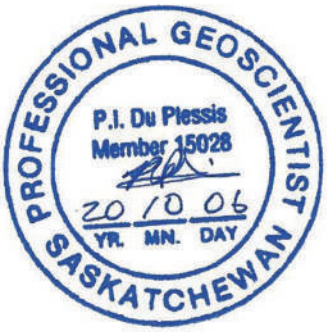
28 DATE & SIGNATURES

This Technical Report is dated effective October 6th, 2020.-Revisions to the sign-off of this Technical Report, have been completed, and are dated, signed, and sealed by the undersigned this 6th day of October 2020.

Signed and Sealed



Pieter I. Du Plessis, MSc., P.Geo.



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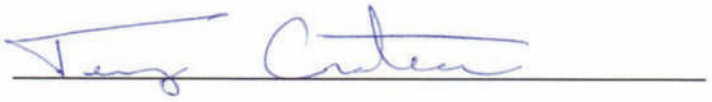


Terry Croteau, P.Geo

29 STATEMENTS OF CERTIFICATION & CONSENT

Certificate of Qualified Person - Pieter I. Du Plessis

I, Pieter I. Du Plessis, Geologist, as an author of this report entitled "TECHNICAL REPORT ON THE BLUE AND BERRY CLAIMS, FLIN FLON AREA, MANITOBA" (the "Technical Report"), prepared for Lake Winn Resources Corp.-and with an effective date of October 6th, 2020 (the "**Effective Date**"), do hereby certify that:

1. I am an Economic Geologist associated with Terra Modelling Services Ltd. My address is #5 Ashwood Drive, Corman Park, SK, Canada, S7T1B9.
2. I am a graduate of Stellenbosch University in 1993 with a Master's Degree in Geology.
3. I am a Member of the Association of Professional Engineers and Geoscientists of Saskatchewan (APEGS) and registered as a Professional Geoscientist, Member # 15028. I have worked as a Geologist for a total of 30 years. My relevant experience for the purpose of the Technical Report is:

> Thirty years of exploration and mining experience, including underground gold mining and precious and base metal exploration.

4. 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 a professional association (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.
5. I have not visited the property which is the subject of the Technical Report.
6. I am responsible for the preparation of Item Numbers: 7, 8, 25 and 27 of the Technical Report.
7. I am independent of Lake Winn Resources Corp., applying the test set out in Section 1.5 of NI 43-101.
8. I have not had any prior involvement with the subject matter of the Technical Report.
9. I have read NI 43-101, and the Technical Report has been prepared in compliance with NI 43-101.
10. As at the Effective Date, to the best of my knowledge, information, and belief, the Technical Report contains all scientific and technical information that is available to be disclosed to make the Technical Report not misleading.

Dated this 6th of October 2020

Pieter I. Du Plessis

Certificate of Qualified Person - Terry Croteau

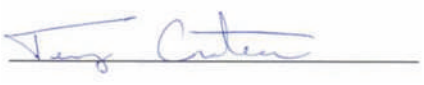
I, Terry Croteau, Geologist, as an author of this report entitled " TECHNICAL REPORT ON THE BLUE AND BERRY CLAIMS, FLIN FLON AREA, MANITOBA " (the "Technical Report"), prepared for Lake Winn Resources Corp.-and with an effective date of October 6th, 2020 (the "**Effective Date**"), do hereby certify that:

1. I am an Economic Geologist with Terra Modelling Services Ltd. My address is Box 1032 Dalmeny, SK, Canada, S0K1E0.
2. I am a graduate of University of Saskatchewan in 2009 with a Degree in Geology.
3. I am a Member of the Association of Professional Engineers and Geoscientists of Saskatchewan (APEGS) and registered as a Professional Geoscientist, Member # 23323. I have worked as a Geologist for a total of 11 years. My relevant experience for the purpose of the Technical Report is:

> Eleven years of exploration, mining, and project evaluation experience, including underground gold mining and precious metal exploration.

4. 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 a professional association (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.
5. I visited the property which is the subject of the Technical Report.
6. I am responsible for the preparation of Item Numbers: 1-6, 9-24, 26 of the Technical Report.
7. I am independent of Lake Winn Resources Corp., applying the test set out in Section 1.5 of NI 43-101.
8. I have not had any prior involvement with the subject matter of the Technical Report.
9. I have read NI 43-101, and the Technical Report has been prepared in compliance with NI 43-101.
10. As at the Effective Date, to the best of my knowledge, information, and belief, the Technical Report contains all scientific and technical information that is available to be disclosed to make the Technical Report not misleading.

Dated this 6th of October 2020



Terry Croteau